



POLYARD PETROLEUM INTERNATIONAL GROUP LIMITED
百田石油國際集團有限公司

(Stock Code 股份代號：8011)



2010
Annual Report
年報

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香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於在創業板上市公司之新興性質所然，在創業板買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所創業板證券上市規則(「創業板上市規則」)之規定而提供有關百田石油國際集團有限公司(「本公司」)之資料。本公司各董事(「董事」)對此共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信：(1)本報告所載資料在各重大方面均為準確及完整，且並無誤導成份；(2)本報告並無遺漏其他事項致使本報告所載任何內容有所誤導；及(3)所有在本報告內表達之意見乃經過審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

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Corporate Information 公司資料

Executive Directors

Mr. Kuai Wei (*Chairman*)
Mr. Cao Xuejun
Mr. Zhang Xiaobao
Mr. Lin Zhang

執行董事

鄒偉先生(*主席*)
曹學軍先生
張曉寶先生
林漳先生

Independent Non-Executive Directors

Mr. Wang Yanhui
Mr. Pai Hsi-Ping
Mr. Wong Kon Man Jason *CPA*

獨立非執行董事

王燕輝先生
白旭屏先生
王幹文先生 *CPA*

Compliance Officer

Mr. Kuai Wei

監察主任

鄒偉先生

Company Secretary

Mr. Cheng Yun Sing *FCPA (Practising)*

公司秘書

鄭潤成先生 *FCPA (執業)*

Authorised Representatives

Mr. Kuai Wei
Mr. Cheng Yun Sing

獲授權代表

鄒偉先生
鄭潤成先生

Members of the Audit Committee

Mr. Wong Kon Man Jason (*Chairman*)
Mr. Wang Yanhui
Mr. Pai Hsi-Ping

審核委員會成員

王幹文先生(*主席*)
王燕輝先生
白旭屏先生

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Corporate Information 公司資料

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Principal Share Registrar and Transfer Office in Cayman Islands

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香港股份過戶登記分處

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Auditors

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Certified Public Accountants
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Hong Kong

核數師

天健(香港)會計師事務所有限公司
執業會計師
香港
德輔道中 161-167 號
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Principal Bankers

The Hongkong and Shanghai Banking Corporation
Standard Chartered Bank (Hong Kong) Limited

主要往來銀行

香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司

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公司網頁地址

www.ppig.com.hk

Chairman's Statement 主席報告

I would like to present to the shareholders the annual report of Polyard Petroleum International Group Limited and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2010.

During 2010, the Group spared no efforts in advancing the three oil, gas and coal projects to a new stage, endeavoring to reciprocate with returns to shareholders who supported the Company over the years.

The 21% owned Oil and Gas Project in Brunei progressed according to the 2010 work program. Two wells were drilled in the third quarter after more than two years of surveys, data interpretation and planning. Both wells encountered different degrees of indications of hydrocarbons. Both wells have been cased pending results of studies on data acquired. These results will determine if the reserves will be feasible for commercial production. Additionally, 136 km² of 3D seismic survey was performed which will provide critical information in determining exploration well site prospects for 2011 and 2012 drilling program.

Project managers of the 89% owned Gas Project in Central Luzon, Philippines, worked religiously throughout 2010 and gained the approval from Department of Energy Philippines ("DOE") on its workover program for well Victoria-3. Workover construction is undergoing a bidding process and the well will be re-entered sometime during 2011.

Though delayed by the torrential rain and flood which hard hit Mindanao Province during the last quarter of the year, the 64% owned Coal Mine Project in San Miguel, Philippines, has been making progress. In addition to fine-tuning the development and production work program, project management has been planning different modes of transporting coals out of the mining area after production, including building pier facilities. Construction of the phase-2 road is expected to recommence at end of the first quarter 2011.

本人謹向各股東提呈百田石油國際集團有限公司及其附屬公司(下文統稱「本集團」)截至二零一零年十二月三十一日止年度之年報。

於二零一零年，本集團對石油、天然氣及煤炭三個項目均不遺餘力，致力發展各項目至更高階段，同時努力提升回報，以回饋股東多年來對本公司之支持。

擁有21%之汶萊油氣項目按其二零一零年工作計劃進展順利。經過逾兩年之勘測、數據解釋及規劃後，於第三季度完成鑽挖兩口探井。兩口探井均鑽遇不同程度之油氣跡象，並已封頂等待所採集數據之研究結果。該等結果將確定有關儲量可否進行商業生產。另外亦已進行136平方公里三維地震勘測，將為二零一一年及二零一二年鑽探計劃提供釐定探井地點前景之關鍵資料。

至於擁有89%之菲律賓中呂宋天然氣項目，項目管理人於二零一零年對項目投入全副心思而菲律賓能源部(「能源部」)已批准Victoria-3井之工作計劃。修井施工工程現正處於招標階段，將於二零一一年重新進入該井。

擁有64%之菲律賓San Miguel煤礦項目因Mindanao省於本年度最後一季受暴雨及水災嚴重影響而延遲，但現已重拾進度。項目管理層除調整發展及生產工作計劃外，亦一直計劃不同方案於生產後將煤炭運出礦區，其中包括興建碼頭設施。第二期道路建設預期將於二零一一年第一季末重新展開。

Chairman's Statement 主席報告

Formation of the 60.1% owned joint venture Sinotech Polyard Petroleum Exploration & Development Research Institute Limited in 2009 proved to be a right proposition by the Group. This subsidiary benefited the three projects by continually providing expertise and technical advices in the areas of geophysics, geology, seismic interpretation, drilling, exploitation engineering, etc.

As a matter of priority, the Company had devoted corporate resources to the above projects striving to bring them to production stage at the earliest date. The businesses of trading petroleum-related products went on but had seen signs of stringent competitiveness in the market. Group management believes the strategy of focusing efforts and resources on the three resources projects at this stage favors the Group as a whole in the mid to long run.

During the year, the Group continued to keep an open mind to project offers which will add dynamics, variety and cash flows to the current portfolio. We seriously considered acquiring an oil and gas project in the Philippines but did not proceed due to timing and other constraints. The Board will continue to consider acquisition opportunities while persistently developing ongoing projects.

Lastly, I sincerely express my gratitude to our Board members for their contribution, to our shareholders for their support and to our management and staff for their diligence.

For and on behalf of the Board
Kuai Wei
Chairman

Hong Kong, 21 March 2011

於二零零九年成立擁有60.1%之合營公司中科百田石油勘探開發研究院有限公司，實為本集團之正確部署。該附屬公司持續提供地球物理學、地質學、地震解釋、鑽探、勘探工程等各範疇之專業知識及技術服務，三個項目均有所得益。

本公司優先投放企業資源於以上項目，務求使項目早日進入生產階段。本集團繼續經營其買賣石油相關產品業務，惟見市場競爭日益熾熱。本集團管理層相信，於目前階段將精力及資源集中於該三項能源項目，中長期而言對本集團整體屬有利之策略。

年內，本集團繼續對項目建議保持開放態度，期望藉此令現有組合更靈活多元及帶來現金流量。本集團曾認真考慮收購位於菲律賓之油氣項目，惟由於時間及其他限制並無落實進行。董事會將繼續考慮其他收購機會，同時亦會持續發展現有項目。

最後，本人謹此對董事會同寅作出之貢獻、各股東之支持及管理層和員工之不懈努力，致以衷心感激。

代表董事會
鄺偉
主席

香港，二零一一年三月二十一日

Management Discussion and Analysis 管理層討論及分析

Financial Review

For the year ended 31 December 2010, the Group's turnover decreased by 79% to approximately HK\$826,000 as compared with approximately HK\$3,916,000 in 2009. The Group recorded a loss attributable to owners of the Company of approximately HK\$66,110,000 in 2010 (2009: approximately HK\$95,157,000).

The current year loss includes (1) an impairment loss on the Oil and Gas Project in Brunei of approximately HK\$41,136,000 as a result of increase in the capital expenditure and (2) a reversal of impairment loss of approximately HK\$26,843,000 on the Coal Mine Project due to increase in coal prices. The substantial loss in 2009 mainly resulted from the impairment loss on the Oil and Gas Project in Brunei of approximately HK\$21,571,000 and the impairment loss of approximately HK\$34,265,000 on the Coal Mine Project.

Administrative and other operating expenses for the year ended 31 December 2010 amounted to approximately HK\$26,307,000, representing an increase of approximately HK\$8,998,000 or 52%, as comparing with last year. The increase was mainly attributable to increased overseas travelling expenses and staff costs necessitated by heightened project activities.

Finance costs for the year ended 31 December 2010 amounted to approximately HK\$29,396,000 (2009: approximately HK\$25,010,000). The increase was mainly resulted from the increased effective interest expenses on the HK\$12,000,000 convertible bond issued in February 2009 which was outstanding for the entire year in 2010.

財務回顧

截至二零一零年十二月三十一日止年度，本集團營業額減少79%至約港幣826,000元，而二零零九年則為約港幣3,916,000元。於二零一零年，本集團錄得本公司擁有人應佔虧損約港幣66,110,000元（二零零九年：約港幣95,157,000元）。

本年度虧損包括(1)資本開支增加所引致汶萊油氣項目之減值虧損約港幣41,136,000元；以及(2)由於煤炭價格上升引致之煤礦項目減值虧損撥回約港幣26,843,000元。二零零九年之重大虧損主要由於汶萊油氣項目之減值虧損約港幣21,571,000元及煤礦項目之減值虧損約港幣34,265,000元所致。

截至二零一零年十二月三十一日止年度，行政及其他營運開支約為港幣26,307,000元，較去年增加約港幣8,998,000元或52%。增加乃主要由於項目活動增加導致海外交通開支及員工成本上升所致。

截至二零一零年十二月三十一日止年度，融資成本約為港幣29,396,000元（二零零九年：約港幣25,010,000元）。增加乃主要由於二零零九年二月發行而於二零一零年全年尚未兌換之港幣12,000,000元可換股債券之實際利息開支增加而產生。

Management Discussion and Analysis

管理層討論及分析

Liquidity, Financial Resources, Capital and Gearing

As at 31 December 2010, the Group had net assets amounted to approximately HK\$622.3 million (2009: approximately HK\$488.1 million) and net current assets amounted to approximately HK\$19.8 million (2009: net current liabilities of approximately HK\$76.6 million). The current ratio was 295.4% (2009: 13.4%). The gearing ratio of the Group based on the net debt to the shareholders' equity was 55% (2009: 89%).

Operations of the Group are mainly conducted in Renminbi ("RMB"), Hong Kong Dollars ("HK\$"), United States Dollars ("US\$") and Philippine Pesos ("PHP") and its revenue, expenses, assets and liabilities and borrowings are principally denominated in RMB, HK\$, US\$ and PHP, which do not pose significant foreign currency risk at present.

Employee Information

The Group had a total number of staff of approximately 51 (2009: approximately 50). Remuneration packages are reviewed on a periodical basis. Bonus is awarded to employees according to the assessment of individual performance. Besides, a share option scheme was adopted by the Company, pursuant to which the Directors may offer to any eligible employees (including executive Directors and independent non-executive Directors) of the Company and any of its subsidiaries, options to subscribe for shares in the Company in accordance with the terms of the share option scheme. However, save for the share options granted prior to the listing, no other options have been granted up to 31 December 2010. Staff cost was approximately HK\$10.9 million for the year as compared with that of approximately HK\$7.7 million in 2009.

流動資金、財務資源、資本及資產負債

於二零一零年十二月三十一日，本集團之淨資產約為港幣622,300,000元(二零零九年：約港幣488,100,000元)，淨流動資產則約為港幣19,800,000元(二零零九年：淨流動負債約港幣76,600,000元)。流動比率為295.4%(二零零九年：13.4%)。本集團之資產負債比率按淨債務除以股東權益計算為55%(二零零九年：89%)。

本集團之業務主要以人民幣(「人民幣」)、港幣(「港幣」)、美元(「美元」)及菲律賓披索(「披索」)進行，而其收益、開支、資產、負債及借款均主要以人民幣、港幣、美元及披索作為貨幣單位，該等貨幣現時不會構成重大外匯風險。

僱員資料

本集團員工人數合共約為51人(二零零九年：約為50人)。本公司對薪酬組合會作定期檢討，另會依據僱員個別工作表現給予花紅獎勵。此外，本公司已採納一項購股權計劃，據此，董事可向本公司及其任何附屬公司之任何合資格僱員(包括執行董事及獨立非執行董事)授出購股權，讓彼等按購股權計劃之條款認購本公司股份。然而，截至二零一零年十二月三十一日，除上市前授出之購股權外，並無其他購股權獲授出。本年度之員工成本約為港幣10,900,000元，而二零零九年則約為港幣7,700,000元。

Management Discussion and Analysis 管理層討論及分析

Business Review and Prospects

Trading of Petroleum-related Products

During 2010, the Company generated turnover of approximately HK\$826,000 as a result of sluggish sales of petroleum-related products.

Brunei Block M Oil and Gas Project

During 2010, the Oil and Gas Project in Brunei has been progressing in accordance with the work program and its budget approved by Brunei National Petroleum Company Sdn. Bhd. Two exploration wells, the Mawar-1 and the Markisa-1, were drilled in the third quarter. Both wells encountered hydrocarbons.

Specifically, Mawar-1 encountered up to 25 meters of gas in the primary objective Ridan Sandstone. Additional hydrocarbon indications were encountered below the Main Thrust Fault near to the bottom of the well. Markisa-1 encountered a good oil shows while drilling through the Ridan sands from approximately 1,070 to 1,100 meters (29 meters true vertical thickness) with preliminary wireline logs indicating a possible oil column over this horizon. Both wells have been cased and suspended pending ongoing studies on data acquired from the wells. A testing of the Markisa-1 well will be commenced in the first half of 2011 confirming the potential of the discovery. Results of these studies will determine the commercial significance of the zone and the most appropriate future course of action.

The 6-month 136 km² Belait North 3D seismic survey program was completed at year end. Results of the survey serve to identify additional targets along the trend for possible drilling in 2011/2012.

The operator of Block M will continue to pursue parallel strategies on appraising the existing Belait field and assessing the wider potential of this 3,011 km² onshore block.

業務回顧及前景

石油相關產品買賣

於二零一零年，由於石油相關產品銷售疲弱，本公司產生營業額約港幣 826,000 元。

汶萊 M 區塊油氣項目

於二零一零年，位於汶萊之油氣項目正按獲 Brunei National Petroleum Company Sdn. Bhd. 批准之工作計劃及預算進行。第三季共進行兩項鑽探 – Mawar-1 及 Markisa-1。兩口探井均鑽遇油氣。

具體來說，Mawar-1 已於主要目標 Ridan 砂岩發現 25 米天然氣，亦在主斷層下接近礦井底部鑽遇額外油氣。Markisa-1 於約 1,070 米到 1,100 米 (29 米真垂直深度) 深度處，經過 Ridan 砂層，發現良好油藏顯示，初步電纜測井指明可能為一個油柱。兩口探井均已封頂及暫停，以待對該兩探口井所獲得數據進行持續研究。二零一一年上半年將對 Markisa-1 探井展開測井以確定該發現是否具有潛力。該等研究結果將確定該區之商業重要性及規劃未來最恰當之行動。

為期六個月之 136 平方公里 Belait 北部三維地震勘測計劃於年底完成。勘測結果將用作物色二零一一年/二零一二年相同走向之其他具潛力之鑽探目標。

M 區塊之操作方將繼續採取並行策略，對現有 Belait 油田進行檢測，並評估該 3,011 平方公里岸上油田之更廣闊潛力。

Management Discussion and Analysis

管理層討論及分析

Philippines Central Luzon Gas Project

The exploration program planned for 2010 was progressing smoothly. The proposed workover program for well Victoria-3 was submitted to the Department of Energy Philippines (“DOE”) in early August 2010. After reviewing the results of the initial evaluation over the project and the appraisal of leads and prospect in the block, DOE approved the program in early September 2010. The workover’s construction is undergoing a bidding process. The Manila Office is currently in the process of securing a workover rig to conduct the work and it is anticipated that the Victoria-3 will be re-entered sometime during 2011.

Philippines San Miguel Coal Mine Project

The project has progressed into the development phase. Construction of the phase-2 road, which will extend the vehicle-assessable road into the initial mining area, was delayed by the torrential rain and flood which hard hit Mindanao Province during the last quarter of the year. Road construction is expected to recommence end of first quarter and complete in the second quarter of 2011. During 2010, in addition to fine-tuning the development and production work program, project management had been surveying for water-front properties which would allow construction of pier facilities for loading coal shipments.

Summary of Expenditure Incurred for Projects

A summary of expenditure incurred for the above projects by the Group for the year ended 31 December 2010 is as follow:

菲律賓中呂宋天然氣項目

二零一零年規劃之勘探計劃順利進行。Victoria-3 探井之修井計劃建議已於二零一零年八月初遞交予菲律賓能源部(「能源部」)。經審閱項目之初步評估結果以及區塊內之量化依據及前景後，能源部已於二零一零年九月初批准計劃。修井之施工工程正處於招標階段。馬尼拉辦事處正準備獲取修井機以進行工作，預期將於二零一一年重新進入 Victoria-3。

菲律賓 San Miguel 煤礦項目

項目已進入開發階段。第二階段之道路建設令汽車可達道路伸延至首採區，惟因 Mindanao 省於本年度最後一季受暴雨及水災嚴重影響而延遲。道路建設預期將於第一季末重新展開，並於二零一一年第二季竣工。於二零一零年，項目管理層除調整開發及生產工作計劃外，亦一直採集可建設裝煤運輸碼頭設施之海濱物業資料。

該等項目產生之開支概要

本集團以上項目截至二零一零年十二月三十一日止年度產生之開支概要如下：

		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Brunei Block M Oil and Gas Project	汶萊 M 區塊油氣項目	49,367	23,604
Philippines Central Luzon Gas Project	菲律賓中呂宋天然氣項目	7,942	3,973
Philippines San Miguel Coal Mine Project	菲律賓 San Miguel 煤礦項目	1,168	2,524

Corporate Governance Report 企業管治報告

Introduction

The Company had applied the principles and complied with the code provisions and recommended best practices set out in Appendix 15 of the GEM Listing Rules throughout the year ended 31 December 2010, by establishing formal and transparent procedures to protect and maximize the interests of shareholders, except for the deviation described below.

Following Mr. Chan Kin Cheong's resignation as an independent non-executive Director on 4 May 2010, the number of the Company's independent non-executive Directors and that of the members of the Audit Committee decreased below the minimum number as required respectively by the Rules 5.05(1) and 5.28 of the GEM Listing Rules. The deviation was rectified when the Board announced that Mr. Wong Kon Man Jason was appointed as an independent non-executive Director and a member of the Audit Committee of the Company with effect from 12 May 2010, within the prescribed period set forth in Rules 5.06 and 5.33 of the GEM Listing Rules.

Directors' Securities Transactions

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. Upon the Company's specific enquiry, each Director had confirmed that during the year ended 31 December 2010, he had fully complied with the required standard of dealings and there was no event of non-compliance.

序言

於截至二零一零年十二月三十一日止年度，本公司一直採用創業板上市規則附錄十五所載原則並遵守其守則條文及採用建議最佳常規，制定正統而具透明度程序，以保障及為股東獲取最佳利益，惟下述偏離除外。

陳健昌先生於二零一零年五月四日辭任獨立非執行董事後，本公司之獨立非執行董事人數及審核委員會成員人數跌至低於創業板上市規則第5.05(1)及5.28條所分別規定之最低人數。有關偏差已於創業板上市規則第5.06及5.33條所規定之期限內，董事會宣佈王幹文先生由二零一零年五月十二日起獲委任為本公司獨立非執行董事及審核委員會成員時獲修正。

董事進行證券交易

公司已就董事進行本公司之證券交易採納一套按創業板上市規則第5.48至5.67條所載之交易必守標準制定操守準則。本公司作出特定查詢後，各董事均確認彼於截至二零一零年十二月三十一日止年度內，一直遵守交易必守標準及並無違反之事宜。

Corporate Governance Report 企業管治報告

Board of Directors

The Board, which currently comprises 7 Directors, is responsible for the Group's corporate policy formulation, business strategy planning, business development, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Details of the Chairman and the other Directors of the Group are set out in the section "Biographical Details of Directors and Senior Management" of this report. All Directors have given sufficient time and attention to the affairs of the Group.

The Company is in compliance with Rule 5.05(1) and (2) of the GEM Listing Rules, and has three independent non-executive Directors and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise, except for the deviation described below.

Throughout the year, the Company has complied with the requirements of the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules except that the number of the Company's independent non-executive Directors and that of the members of the Audit Committee decreased below the minimum number as required respectively by the Rules 5.05(1) and 5.28 of the GEM Listing Rules, following Mr. Chan Kin Cheong's resignation as an independent non-executive Director on 4 May 2010. The deviation was rectified when the Board announced that Mr. Wong Kon Man Jason was appointed as an independent non-executive Director and a member of the Audit Committee of the Company with effect from 12 May 2010, within the prescribed period set forth in Rules 5.06 and 5.33 of the GEM Listing Rules.

The Company has received from each of independent non-executive Directors an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

董事會

本集團現時由七名董事組成之董事會負責制訂集團企業政策、規劃業務策略、發展業務、管理風險、重大收購、出售及資金交易，以及其他重大營運及財務事宜。本集團主席及其他董事之詳細資料詳載於本報告「董事及高級管理人員簡介」一節。所有董事均能付出足夠時間及精神以處理本集團之事務。

本公司遵守創業板上市規則第5.05(1)及(2)條之規定，擁有一名獨立非執行董事，而其中最少一名具備適當專業資格或會計或相關財務管理專業知識，惟下述偏離除外。

本年度內，本公司一直遵守載於創業板上市規則附錄十五之企業管治常規守則所載守則條文之規定，惟陳健昌先生於二零一零年五月四日辭任獨立非執行董事後，本公司之獨立非執行董事人數及審核委員會成員人數跌至低於創業板上市規則第5.05(1)及5.28條所分別規定之最低人數。有關偏差已於創業板上市規則第5.06及5.33條所規定之期限內，董事會宣佈王幹文先生由二零一零年五月十二日起獲委任為本公司獨立非執行董事及審核委員會成員時獲修正。

本公司已從每位獨立非執行董事收到確認其獨立性之年度確認，並根據創業板上市規則第5.09條所列之指引認為每位有關董事均為獨立。

Corporate Governance Report 企業管治報告

With the various experience of both the executive Directors and the non-executive Directors and the nature of the Group's business, the Board considers that the Directors have a balance of skills and experience for the business of the Group.

Board Meetings

The Board regularly meets in person or through other means of electronic communication at least four times a year. At least 14 days' notice of regular Board meetings is given to all Directors, who are all given an opportunity to include matters in the agenda for discussion. The Company Secretary assists the Directors in preparing the agenda for the meetings, and ensures that all applicable rules and regulations regarding the meetings are observed.

The attendance records of the individual Directors at the Board meetings during the year are set out below:

Executive Directors:

Mr. KUAI Wei
Mr. CAO Xuejun
Mr. ZHANG Xiaobao
Mr. LIN Zhang

Independent non-executive Directors:

Mr. WANG Yanhui
Mr. PAI Hsi-Ping
Mr. CHAN Kin Cheong (resigned on 4 May 2010)

Mr. WONG Kon Man Jason (appointed on 12 May 2010)

有鑑於執行董事及非執行董事擁有之經驗及本集團之業務性質，董事會認為各董事於本集團之經營技巧及經驗方面取得適當之平衡。

董事會會議

董事會定期開會，每年最少召開董事會會議四次，董事們皆能親身出席或透過其他電子通訊方法參與。召開定期董事會會議前，董事在不少於14天前收到通知，全體董事皆有機會提出商討事項列入會議議程。公司秘書協助董事為會議準備議程，以確保有關會議遵守所有適用守則及規例。

本年度，於董事會會議上各董事之出席記錄載列如下：

Attendance 出席次數

執行董事：	
鄧偉先生	4/4
曹學軍先生	4/4
張曉寶先生	4/4
林漳先生	4/4
獨立非執行董事：	
王燕輝先生	4/4
白旭屏先生	4/4
陳健昌先生(於二零一零年五月四日 辭任)	1/4
王幹文先生(於二零一零年五月十二日 獲委任)	2/4

Corporate Governance Report 企業管治報告

During regular meetings of the Board, the Directors discuss and formulate the overall strategies of the Group, monitor financial performances and discuss the annual and interim and quarterly results, as well as discuss and decide on other significant matters. Execution of daily operational matters is delegated to management. Apart from the regular Board meetings, the Board meets on other occasions when a Board level decision on a particular matter is required.

The Company Secretary records the proceedings of each Board meeting by keeping detailed minutes, including all decisions by the Board together with concerns raised and dissenting views expressed (if any). Drafts of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

All Directors have access to relevant and timely information at all times as the Chairman ensures that management will supply the Board and its committees with all relevant information in a timely manner. They may make further enquiries if in their opinion it is necessary or appropriate to request for further information. They also have unrestricted access to the advice and services of the Company Secretary, who is responsible to the Board for providing Directors with Board papers and related materials, and ensuring that all proper Board procedures are followed and that all applicable laws and regulations are complied with. If considered to be necessary and appropriate by the Directors, they may retain independent professional advisors at the Group's expense.

In case where a conflict of interest may arise involving a substantial shareholder or a Director, such matter will be discussed through an actual meeting and will not be dealt with by written resolutions. Independent non-executive Directors with no conflict of interest will be present at meetings dealing with such conflict issues.

The Board committees, including the Audit Committee and the Remuneration Committee, have all adopted the applicable practices and procedures used in Board meetings for all committee meetings.

於董事會定期會議中，董事們商討並制定本集團之整體策略，監察財政表現及商討年度及中期及季度業績，及商討及作出其他重大決定。管理日常運作之責任則交予管理層執行。除定期董事會會議外，董事會當有需要就特定事宜作決定時會舉行董事會會議。

公司秘書就每次董事會會議作出詳細會議記錄，包括董事會作出之一切決定，以及任何疑慮或表達之反對意見(如有)。董事會會議結束後，在實際可行情況下盡快將會議記錄之初稿發送給全體董事，以供表達意見及審批。所有會議記錄均可供任何董事於任何合理時間查閱。

主席確保管理層向董事會及其轄下委員會適時提供一切有關之資料，以使全體董事能夠隨時掌握有關及適時之資料。董事如認為取得進一步資料屬必要或適當時可進一步查詢。所有董事亦可在不受限制的情況下取得公司秘書之意見和獲得其服務，包括向董事提供有關董事會之文件及相關資料，及確保符合適當之董事會程序及一切適用之法律及規例均能遵守。如董事認為有需要及在適當之情況下，可尋求獨立專業顧問意見，費用由本集團支付。

若主要股東或董事可能涉及利益衝突時，有關事項不會以書面決議之方式處理，而董事將會就該事項舉行現場會議。無利益衝突之獨立非執行董事將會出席處理有關衝突事件之會議。

董事會轄下委員會，包括審核委員會及薪酬委員會，均就所有委員會會議採納董事會沿用之適用原則及程序。

Corporate Governance Report 企業管治報告

Chairman and Chief Executive Officer

The Chairman of the Group is Mr. Kuai Wei and the Chief Executive Officer of the Group is Mr. Lai Chun Liang. The roles of Chairman and Chief Executive Officer are segregated and not performed by the same individual to ensure segregation of duties.

The Chairman of the Group is primarily responsible for the leadership and effective running of the Board, in formulating the overall strategies of the Group, whereas the Chief Executive Officer is primarily responsible for the running of the Group's business and implementation of the Group's strategies in achieving the overall commercial objectives.

Non-Executive Directors

Code Provision A.4.1 provides that non-executive Directors should be appointed for a specific term and subject to re-election. Independent non-executive Directors, Mr. Wang Yanhui and Mr. Pai Hsi-Ping, had not entered into any service contract with the Company or any member of the Company, and are not appointed for a fixed term. For each financial year, Mr. Wang and Mr. Pai are entitled to a bonus which is at the Board's discretion and determined by reference to the Company's results and performance for the financial year concerned. Mr. Wong Kon Man Jason entered into a letter of appointment with the Company for a term of one year from 12 May 2010 which may be terminated by either party thereto giving to the other party a prior notice in writing of not less than 90 days. Mr. Wong is entitled to a fixed monthly fee of HK\$4,000 which was determined with reference to market rates.

The Company's independent non-executive Directors are required by the Company's Articles of Association to retire from office by rotation at the Company's annual general meeting. A retiring Director shall be eligible for re-election.

主席及行政總裁

本集團主席乃鄧偉先生，而本集團之行政總裁乃來俊良先生。主席與行政總裁之角色有區分，並非由一人同時兼任，以確保職責分離。

本集團主席主要負責領導及有效運作董事會，並制定集團整體策略，而行政總裁則主要負責主持本集團業務及執行本集團策略以達致整體商業目標。

非執行董事

守則條文A.4.1規定非執行董事的委任應有指定任期，並須接受重新選舉。獨立非執行董事王燕輝先生及白旭屏先生並未與本公司或任何成員公司訂立任何服務合約，其委任亦無固定年期。王先生及白先生有權收取由董事會酌情支付及參考本公司於有關財政年度之業績及表現而釐定之花紅。王幹文先生與本公司訂立委任函件，自二零一零年五月十二日起計為期一年，並可由任何一方對對方發出不少於90日之事先書面通知而終止。王先生有權收取固定每月袍金港幣4,000元，乃參考市場水平而釐定。

根據本公司之公司章程，本公司之獨立非執行董事須於本公司之股東週年大會上輪值告退。退任董事可膺選連任。

Corporate Governance Report 企業管治報告

Remuneration of Directors

The Remuneration Committee was established in 2005. Since 12 December 2007, Mr. Chan Kin Cheong, an independent non-executive Director, was appointed Chairman of the Committee. He resigned on 4 May 2010, and was succeeded by Mr. Cao Xuejun, an executive Director. Other members are Mr. Wang Yanhui and Mr. Pai Hsi-Ping, both are independent non-executive Directors of the Company.

The role and function of the Remuneration Committee include the determination of the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

Upon the recommendation of Remuneration Committee, the Board has considered and reviewed the existing terms of employment contracts of the executive Directors and considers that the existing terms of employment contracts of the executive Directors are fair and reasonable. Details of the attendance of the meeting of the Remuneration Committee during 2010 are as follows:

Mr. WANG Yanhui
Mr. PAI Hsi-Ping
Mr. CHAN Kin Cheong (resigned on 4 May 2010)
Mr. CAO Xuejun (appointed on 4 May 2010)

董事薪酬

薪酬委員會於二零零五年成立。由二零零七年十二月十二日起，獨立非執行董事陳健昌先生獲委任為委員會主席。彼於二零一零年五月四日辭任，並由執行董事曹學軍先生接任。其他成員包括王燕輝先生及白旭屏先生，彼等均為本公司之獨立非執行董事。

薪酬委員會之角色及職務包括釐定全體執行董事及高級管理人員之特定薪酬組合，包括實物利益、退休金權益及補償(包括任何離職或入職補償)，以及就非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮之各種因素包括：比較其它同類型公司所付薪金、董事所投注時間及職責、本集團內僱傭條件及按表現發放薪酬之適切性。

按薪酬委員會之建議，董事會已考慮及審閱執行董事僱傭合約之現有條款，並認為執行董事僱傭合約之現有條款屬公平合理。於二零一零年內薪酬委員會會議之出席記錄詳情如下：

Attendance 出席次數

王燕輝先生 2/2
白旭屏先生 2/2
陳健昌先生(於二零一零年五月四日辭任) 1/2
曹學軍先生(於二零一零年五月四日獲委任) 1/2

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Nomination of Directors

No nomination committee is established by the Board. The Board is responsible for identifying suitable candidates for members of the Board when there is a vacancy or an additional Director is considered necessary. The Board will review the qualifications of the relevant candidate for determining the suitability to the Group on the basis of his/her qualifications, experience and background.

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rules 5.28 and 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include reviewing the Company's annual reports and quarterly financial reports and providing advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the Company's financial reporting process and internal control procedures.

The Audit Committee comprises the three independent non-executive Directors, namely Mr. Wang Yanhui, Mr. Pai Hsi-Ping and Mr. Wong Kon Man Jason. The number of the Company's independent non-executive Directors and that of the members of the Audit Committee decreased below the minimum number as required respectively by the Rules 5.05(1) and 5.28 of the GEM Listing Rules, following Mr. Chan Kin Cheong's resignation as an independent non-executive Director on 4 May 2010. The deviation was rectified when the Board announced that Mr. Wong Kon Man Jason was appointed as an independent non-executive Director and a member of the Audit Committee of the Company with effect from 12 May 2010, within the prescribed period set forth in Rules 5.06 and 5.33 of the GEM Listing Rules. The financial statements of the Group for the year ended 31 December 2010 have been reviewed by the Audit Committee, who was of the opinion that such statements complied with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

提名董事

董事會不設提名委員會。當有董事出缺或須增加董事名額，由董事會負責辨識合適候選人，並基於其資格、經驗及背景以決定該候選人是否合乎集團要求。

審核委員會

本公司已根據創業板上市規則第5.28及5.33條成立具書面職權範圍之審核委員會。審核委員會之主要職責包括審閱本公司年報及季度財務報告，並就此向董事會提出建議及意見。審核委員會亦負責檢討並監督本公司之財務申報過程及內部監控程序。

審核委員會由三名獨立非執行董事組成，分別為王燕輝先生、白旭屏先生及王幹文先生。陳健昌先生於二零一零年五月四日辭任獨立非執行董事後，本公司之獨立非執行董事人數及審核委員會成員人數跌至低於創業板上市規則第5.05(1)及5.28條所分別規定之最低人數。有關偏差已於創業板上市規則第5.06及5.33條所規定之期限內，董事會宣佈王幹文先生由二零一零年五月十二日起獲委任為本公司獨立非執行董事及審核委員會成員時獲修正。本集團截至二零一零年十二月三十一日止年度之財務報表已經由審核委員會審閱，委員會認為有關報表符合適用會計準則、聯交所及法律規定，並已作出充足披露。

Corporate Governance Report 企業管治報告

The Audit Committee held 4 meetings during the year under review. Details of the attendance of the Audit Committee meetings are as follows:

Mr. WANG Yanhui
Mr. PAI Hsi-Ping
Mr. CHAN Kin Cheong (resigned on 4 May 2010)

Mr. WONG Kon Man Jason (appointed on 12 May 2010)

審核委員會於回顧年度曾舉行四次會議。審核委員會會議之出席記錄詳情如下：

Attendance 出席次數

王燕輝先生	4/4
白旭屏先生	4/4
陳健昌先生(於二零一零年五月四日 辭任)	1/4
王幹文先生(於二零一零年五月十二日 獲委任)	3/4

The Group's unaudited quarterly and interim results and audited annual results for the year ended 31 December 2010 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosure have been made.

本集團於截至二零一零年十二月三十一日止年度之未經審核季度及中期業績，以及經審核全年業績已由審核委員會審閱。審核委員會認為，該等業績乃按照適用會計準則、聯交所及法律規定編製，並已作出充分披露。

Auditors' Remuneration

The Company has appointed Pan-China (H.K.) CPA Limited as the auditors of the Group. The Board is authorised in the annual general meeting to determine the remuneration of the auditors.

核數師之酬金

公司已任命天健(香港)會計師事務所有限公司為本集團核數師。董事會於股東周年大會獲授權決定核數師之酬金。

Corporate Governance Report 企業管治報告

During the year ended 31 December 2010, a summary of the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditors is set out below:

於截至二零一零年十二月三十一日止年度，本公司外聘核數師提供審核及非審核服務之已付／應付酬金總額總結如下：

		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Types of services	服務種類		
Audit services	審核服務	414	390
Non-audit services	非審核服務	400	120
Total	總計	814	510

Directors' and Auditors' Responsibilities for Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Group. In preparing the financial statements, the general accepted accounting standards in Hong Kong have been adopted, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made. The responsibilities of the external auditors are set out in the Independent Auditors' Report to the shareholders of the Company on pages 37 to 39 of this annual report.

董事及核數師就財務報表之責任

董事確認其就編製本集團財務報表之責任。於編製財務報表的過程中，本公司已採用香港通用會計準則、持續地應用適當的會計政策、作出合理及謹慎的判斷及估計。外聘核數師之責任載於本年報第37至39頁致本公司股東之獨立核數師報告。

Internal Control

The Board conducts reviews of the Company's system of internal control periodically to ensure the effectiveness and adequacy of the internal control system. The Company convenes meetings periodically to discuss financial, operational and risk management controls.

內部監控

董事會定期審查公司內部監控制度，確保內部監控制度為有效及充分。本公司定期召開會議，討論財務、營運及風險管理監控。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Executive Directors

Mr. KUAI Wei, aged 49, is the Chairman and executive Director of the Company. Mr. Kuai holds a master's degree in business administration from the University of South Australia and has over 20 years of experience in banking, electrical transmission and transformation equipment and satellite broadcasting. Mr. Kuai has been involved as a senior management member for strategic planning, business development, operation and overall management of various companies. He joined the Group in July 2007.

Mr. CAO Xuejun, aged 65, holds a bachelor's degree from the China University of Petroleum (formerly known as "The Beijing Petroleum Institute"). Mr. Cao has over 40 years' working experience in oil and gas development projects, and participated in several large scale offshore oil and gas field development projects. Prior to joining the Company in December 2007, he was the President of the Shanghai Branch of CNOCC (China) Ltd. Mr. Cao was also a visiting scholar in Alabama State University, United States of America. He had been the Company's Chief Executive Officer and engaged as a consultant in a subsidiary of the Company since June 2007. He resigned as Chief Executive Officer with effect from 4 June 2010, while he remains as an executive Director of the Company.

Mr. ZHANG Xiaobao, aged 53, holds a bachelor's degree in geology from Changchun Institute of Geology, a master's degree in sedimentology and a PhD degree in natural gas geochemistry from Chinese Academy of Sciences. In 2004, he took a position of associate chief geologist in the Research Institute of Petroleum Exploration and Development, Qinghai Oil Field, Chinese National Petroleum Corporation. During his 30 years' research experience, he has been responsible for over 20 programs and published over 30 papers. Mr. Zhang has been appointed as an executive Director with effect from 16 May 2009.

執行董事

鄧偉先生，49歲，為本公司主席兼執行董事。鄧先生持有南澳大學工商管理碩士學位，彼於銀行、輸電與變電設備以及衛星廣播方面擁有逾20年經驗。鄧先生曾在多間公司出任高級管理人員，負責策略規劃、業務發展、經營及整體管理。彼於二零零七年七月加入本集團。

曹學軍先生，65歲，持有北京石油大學(前稱「北京石油學院」)學士學位。曹先生擁有逾40年油氣田勘探開發項目之經驗，並曾參與數個大型離岸油氣田之開發建設項目。彼於二零零七年十二月加入本公司前為中國海洋石油(中國)有限公司上海分公司總經理。曹先生亦曾為美國阿拉巴馬州州立大學訪問學者。彼由二零零七年六月起為本公司之行政總裁及本公司一間附屬公司之顧問。彼由二零一零年六月四日起辭任行政總裁，現留任本公司之執行董事。

張曉寶先生，53歲，持有長春地質學院地質系學士學位、中國科學院沉積學專業碩士學位及天然氣地球化學專業博士學位。張先生於二零零四年任中國石油天然氣總公司青海油田公司勘探開發研究院副總地質師。在其30年之科研工作中，彼先後負責20餘項科研項目及發表30多篇有關論文。張先生自二零零九年五月十六日起獲委任為執行董事。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Mr. LIN Zhang, aged 29, holds a bachelor's degree in economics from Tianjin University of Commerce. Prior to joining the Company in November 2007, Mr. Lin worked in the Indonesia branch of Chinaoil USA (Macao) Company Limited, a former subsidiary of the Company, for two years and was responsible for the petroleum exploitation, development and related trading business.

林漳先生，29歲，持有天津商業大學經濟學學士學位。於二零零七年十一月加盟本公司前，林先生曾於本公司前附屬公司中國聯合石油美國(澳門)有限公司印尼分公司工作兩年，從事於石油勘探、開發及相關貿易工作。

Independent Non-Executive Directors

Mr. WANG Yanhui, aged 48, holds a master's degree in public administration from the Harvard University and a doctoral degree in management from the Xi'an Jiaotong University. He was a senior economist and also an adjunct professor in the Xi'an Jiaotong University. Mr. Wang is now the vice president of Shenzhen Ping An Bank (formerly known as Shenzhen Commercial Bank). Mr. Wang has been appointed as an independent non-executive Director since December 2007.

獨立非執行董事

王燕輝先生，48歲，持有哈佛大學公共管理碩士學位及西安交通大學管理學博士學位。彼為高級經濟師，亦為西安交通大學兼職教授。王先生現為深圳市平安銀行(前稱深圳商業銀行)副行長。王先生自二零零七年十二月起獲委任為獨立非執行董事。

Mr. PAI Hsi-Ping, aged 53, obtained his bachelor's degree in international trade from National Chen-Chi University, Taiwan. He has over 20 years' working experience in management and is currently a Chief Executive Officer of a consultancy company in Taiwan. Besides, he previously held directorship and other major appointment in three listed public companies in Taiwan. He is currently the Director of Taiyen Biotech Company Limited. In addition, he was a Director of Formosa Plastics Corporation during the period from June 2006 to March 2008 and the Chairperson of Far East Air Transport Corporation for the period from April to May 2008. Mr. Pai has been appointed as an independent non-executive Director since July 2009.

白旭屏先生，53歲，於台灣國立政治大學取得國際貿易學士學位。彼擁有逾20年管理工作的經驗，現於台灣一顧問公司任職行政總裁。此外，彼曾於三間台灣上市公司擔任董事職務及其他主要職務。彼現為台鹽實業股份有限公司之董事。彼亦於二零零六年六月至二零零八年三月期間擔任台灣塑膠工業股份有限公司之董事及於二零零八年四月至五月期間擔任遠東航空股份有限公司之董事長。白先生自二零零九年七月起獲委任為獨立非執行董事。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Mr. WONG Kon Man Jason, aged 46, holds a bachelor's degree in business administration majoring in accounting from the University of Hawaii, U.S.A. He is a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants, and has over 15 years of experience in accounting, auditing and business investment and is currently a Managing Director of Fortune Capital Group Limited, a private company. Besides, he holds directorship in private and listed companies in Hong Kong and U.S.A. Mr. Wong has been appointed as an independent non-executive Director since May 2010.

Senior Management

Mr. CHENG Yun Sing, aged 77, has been appointed as the Company Secretary of the Company since November 2007. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, and has been practicing as a certified public accountant for more than 38 years.

Mr. LAI Chun Liang, aged 46, joined Polyard Petroleum International Co., Ltd. as an Executive Vice President in 2003. He was appointed as the Chief Operating Officer in September 2009, and as the Chief Executive Officer in June 2010. He holds a bachelor's degree in electronic engineering. Prior to joining the group, he had over 10 years' experience in the development of angiography monitoring instrument and research on GPS and navigation system. He has more than 10 years' of experience in operations and management of companies.

王幹文先生，46歲，於美國夏威夷州立大學 (University of Hawaii) 取得工商管理學士學位，主修會計。彼為香港會計師公會及美國執業會計師公會會員，並擁有逾15年會計、審計及商業投資經驗，現於一間私營公司富財資本集團有限公司任職董事總經理。此外，彼於美國及香港私營及上市公司持有董事職務。王先生自二零一零年五月起獲委任為獨立非執行董事。

高級管理人員

鄭潤成先生，77歲，於二零零七年十一月獲委任本公司之公司秘書。彼為香港會計師公會資深會員，並持續執業為會計師逾38年。

來俊良先生，46歲，於二零零三年加入百田石油國際有限公司出任行政副總裁。彼於二零零九年九月獲委任為首席營運總監，並於二零一零年六月出任行政總裁。彼持有電子工程學士學位。加入本集團前，彼於發展心血管監察儀器及研究衛星導航系統方面擁有逾10年經驗。彼擁有逾10年經營及管理公司經驗。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Mr. STAWICKI Alfred, aged 59, joined the Company as Senior Vice President in May 2010 and was appointed as the Chief Operating Officer of the Company in June 2010. He holds a bachelor's degree of science, majoring in geology from the University of Notre Dame and a master's degree of business and administration from the University of Houston. Being a U.S.A. national and a 36-year veteran of the oil and gas industry, primarily in the upstream sectors of exploration and production, Mr. Stawicki began his career in 1974 with the Exxon Corp. in Houston, and later joined Union Texas Petroleum Corp. where he spent 18 years in positions of increased responsibility including Development Manager for Western U.S.A., Manager of Strategic Planning and Exploration Manager for Union Texas Asia Corp. Other career positions include Manager of Geosciences for Kuwait Foreign Petroleum Exploration Company and most recently Brunei Country Manager for TAP Energy (Borneo) Pty Ltd. TAP Energy (Borneo) Pty Ltd. is the operator of the Brunei Block M oil and gas project, the major investment project of the Group. Mr. Stawicki has extensive international experience and has held resident positions in Calgary, Karachi, Islamabad, Dubai, Jakarta and Brunei. He is an active member in the American Association of Petroleum Geologists, Society of Exploration Geophysicists, International Association of Energy Economists, and European Association of Geoscientists and Engineers. Mr. Stawicki heads up the exploration and development operations and technical management committee of the Group and is responsible for all overseas projects undertaken by the Group.

Alfred STAWICKI先生，59歲，於二零一零年五月加入本公司為資深副總裁，其後於二零一零年六月獲委任為本公司之首席營運總裁。彼持有聖母大學(University of Notre Dame)科學學士學位(主修地質學)和休斯頓大學(University of Houston)工商管理碩士學位。身為美國公民，彼於油氣工業(主要從事上游勘探及生產)方面擁有36年經驗。Stawicki先生於一九七四年開始其職業生涯，就職於美國休斯敦埃克森公司(Exxon Corp.)，及後加入聯合德克薩斯石油公司(Union Texas Petroleum Corp.)服務18年，工作責任不斷提升，所擔任職位包括美國西部開發部經理及聯合德克薩斯亞州公司(Union Texas Asia Corp.)策略規劃及勘探經理。曾任職職位亦包括在科威特海外石油勘探公司(Kuwait Foreign Petroleum Exploration Company)擔任地球科學經理及近期在TAP能源(汶萊)有限公司(TAP Energy (Borneo) Pty Ltd.)擔任汶萊區域經理。TAP能源(汶萊)有限公司(TAP Energy (Borneo) Pty Ltd.)乃是本集團之主要投資項目——汶萊M區塊油氣項目之操作方。Stawicki先生擁有廣泛國際工作經驗，於卡耳加里、卡拉奇、伊斯蘭堡、迪拜、耶加達及汶萊有本土工作經驗。彼亦是美國石油地質師協會(American Association of Petroleum Geologists)、勘探地球物理師協會(Society of Exploration Geophysicists)、國際能源經濟學家協會(International Association of Energy Economists)及歐洲地球科學家與工程師協會(European Association of Geoscientists and Engineers)之活躍會員。Stawicki先生主持本集團勘探和發展之營運及技術管理委員會工作，並負責本集團所持有之所有海外項目。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Mr. CHAN Francis Ping Kuen, aged 52, joined the Company as the Group Financial Controller in August 2009. Mr. Chan holds a bachelor's degree in economics from the University of Sydney in Australia. He is a member of The Institute of Chartered Accountants in Australia and also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over twenty years of experience in auditing, accounting and financial management and previously worked for an international accounting firm and a number of companies listed in Hong Kong and the United States. Mr. Chan also assumes the role of Human Resources Director of the Group.

Ms. KWOK Eva, joined the Company in August 2010 and has been appointed as the General Counsel in late 2010. She holds a bachelor's degree in law and is admitted as a Solicitor in Hong Kong SAR, England and Australia, and has over 12 years' legal experience. Ms Kwok has work exposure with multinational corporation, international and local law firms and has experience in handling corporate finance including listing compliance works, intellectual property and cross-border transactions. Ms. Kwok was also a column writer (legal topics) for certain overseas popular Chinese newspapers.

Ms. ZHANG Xia, joined the Company in August 2009 as a Senior Engineer. Ms. Zhang holds a bachelor's degree in science, majoring in petroleum geology from the Jiangnan Petroleum Institute. She has over 30 years of experience in geological research, stratigraphic correlation, sedimentary facies analyses, hydrocarbon source rock research, exploration well appraisal and evaluation, and well position deployment. She participated in and was responsible for the Sinopec Jiangnan oil project and CNPC Xinjiang oil field projects.

陳炳權先生，52歲，於二零零九年八月加入本公司出任集團財務總監。陳先生持有澳洲悉尼大學 (University of Sydney) 經濟學學士學位。彼為澳洲特許會計師公會會員及香港會計師公會會員。陳先生擁有逾20年之審計、會計及財務管理經驗，並曾於一間國際性會計師事務所及多間香港及美國上市公司任職。陳先生並兼任集團人力資源部總監。

郭伊娜女士於二零一零年八月加入本公司及於二零一零年底獲委任為法務總監。彼持有法律學士學位，並為香港特別行政區、英格蘭及澳洲認可註冊律師，擁有逾12年法律經驗。郭女士曾於一跨國企業及數間國際及本地律師行任職，具有廣泛處理企業融資經驗，包括上市合規工作、知識產權及跨境交易等。郭女士亦為若干海外著名中文報章之法律專欄作家。

張霞女士，於二零零九年八月加入本公司，出任高級工程師。張女士自江漢石油學院取得科學學士學位 (主修石油地質學)。彼於地質研究及分析工作、沉積相劃分、烴源岩研究和勘探開發井位部署等方面有逾30年經驗。彼曾參與及負責中石化江漢石油項目及中國石油天然氣集團新疆油田項目。

Biographical Details of Directors and Senior Management 董事及高級管理人員簡介

Mr. ZHANG Jichun, aged 50, holds a doctorate degree in engineering from the Geology and Geophysics Research Institute of Chinese Academy of Sciences. Mr. Zhang has over 27 years' experience in the field exploration, exploitation and integrated geological study of oil and gas. Prior to joining the Company, he was the Deputy Chief Geologist of Huabei Research Institute of Petroleum Exploration and Development and Deputy General Manager and Chief Geologist of Beijing Youyuan Hengye Science and Technology Co. Ltd. He was appointed as Chief Geologist of the Company in December 2010.

Mr. WANG Peihua, aged 38, was appointed as Deputy Country Manager-Philippines of the Company in May 2010. Mr. Wang holds a bachelor's degree in geology, majoring in oil and gas from Xibei University and a master's degree in business and administration from Shaanxi Fengjia Institute of Management. Prior to joining the Company, Mr. Wang conducted project study analysis and demonstration for 5 oil fields between 2001 and 2007. From 2007 to 2010, he worked as the premier in-charge at Shengli oil field for SINOPEC Shengli Oil Field LuMing Natural Gas Production Co. Ltd.

Mr. QIN Han Sheng, aged 48, holds a bachelor's degree in science, majoring in petroleum from the Chengdu Geology Institute. He joined Polyard Petroleum International Co. Ltd., a subsidiary of the Company, as a Senior Geologist of the Technical Team since December 2007. Mr. Qin has over 25 years' working experience in exploration for oil and gas in China National Petroleum Corporation of China and was responsible for 18 petroleum exploration projects.

張繼春先生，50歲，持有中國科學院地質與地球物理研究所工程學博士學位。張先生於石油及天然氣勘探、開採及綜合地質研究範疇擁有逾27年經驗。加入本公司前，彼曾任華北石油勘探開發設計研究院副總地質師及北京油源恒業科技有限公司副總經理及總地質師。彼於二零一零年十二月獲委任為本公司總地質師。

王培華先生，38歲，於二零一零年五月獲委任為本公司之菲律賓副國家經理。王先生持有西北大學地質學學士學位(主修油氣)及陝西豐佳管理學院碩士學位。加入本公司前，王先生於二零一一年至二零零七年間為5個油田進行項目研究分析及論證。由二零零七年至二零一零年，彼擔任中石化勝利油田魯明天然氣開發有限公司首席主管。

覃漢生先生，48歲，持有成都地質學學院科學學士學位(主修石油)。彼於二零零七年十二月起加入本公司附屬公司百田石油國際有限公司之技術隊伍出任高級地質學家。覃先生於中國之中國石油集團勘探油氣擁有逾25年經驗，並曾負責18個石油勘探項目。

Report of the Directors 董事報告

The Directors would like to submit their report together with the audited financial statements for the year ended 31 December 2010.

Principal Activities

The principal activity of the Company is investment holding. The Group is principally engaged in the exploration, exploitation and development of oil, natural gas and coal, and trading of petroleum-related products. The principal activities of its subsidiaries are set out in note 35 to the financial statements. An analysis of the Group's performance for the year by business and geographical segments is set out in note 13 to the financial statements.

Results

The results of the Group for the year are set out in the consolidated income statement on page 40.

Dividends

The Directors do not recommend the payment of any dividend for the year.

Reserves

Details of movements in the reserves of the Group and the Company during the year are set out in note 28 to the financial statements.

Property, Plant and Equipment

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

董事謹提呈截至二零一零年十二月三十一日止年度之報告連同經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要從事勘探、開採及開發石油、天然氣及煤炭以及買賣石油相關產品。其附屬公司之主要業務載於財務報表附註35。本集團本年度之業務及地區分部表現分析載於財務報表附註13。

業績

本集團本年度之業績詳列於第40頁之綜合收益表。

股息

董事不建議派發任何本年度之股息。

儲備

本集團及本公司於年內之儲備變動載於財務報表附註28。

物業、廠房及設備

本集團之物業、廠房及設備變動之詳情載於財務報表附註14。

Report of the Directors 董事報告

Convertible Bonds

Details of movements in the convertible bonds of the Company are set out in note 25 to the financial statements.

Share Capital

Details of the movements in share capital of the Company are set out in note 27 to the financial statements.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Bye-laws and the laws of Cayman Islands, which would oblige the Company to offer new shares on a prorata basis to existing shareholders.

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years ended 31 December 2010 is set out on page 168 of the annual report.

Purchase, Sale or Redemption of Securities

During the year ended 31 December 2010, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

可換股債券

本公司可換股債券變動之詳情載於財務報表附註25。

股本

本公司股本變動之詳情載於財務報表附註27。

優先購買權

本公司之公司附則並無有關優先購買權之條文，而開曼群島法例則無有關權利之限制，致促使本公司須按比例向現有股東提呈發售新股份。

五年財務概要

本集團過往截至二零一零年十二月三十一日止五個財政年度之業績、資產及負債概要載於本年報第168頁。

購買、出售或贖回證券

於截至二零一零年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Report of the Directors

董事報告

Share Consolidation and Rights Issues

Pursuant to an ordinary resolution passed in the extraordinary general meeting on 15 March 2010, every five ordinary shares of HK\$0.002 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of HK\$0.01 each in the issued and unissued share capital of the Company. A rights issue at the subscription price of HK\$0.20 per rights share on the basis of one rights share for every two existing shares was completed on 8 April 2010. Details of the rights issue and share consolidation were published in the Company's circular and prospectus issued to shareholders on 26 February 2010 and 16 March 2010 respectively.

As a result of the share consolidation and rights issue, (i) the conversion price of convertible bonds in the principal amount of HK\$276,352,231.22 was adjusted from HK\$0.43 per share to HK\$1.792 per consolidated share, and (ii) the conversion price of convertible bonds in the principal amount of HK\$120,000,000 was adjusted from HK\$0.048 per share to HK\$0.216 per consolidated share, with effect from 16 March 2010. For details, please refer to the Company's announcement published on 16 March 2010.

Pursuant to another ordinary resolution passed in the extraordinary general meeting on 12 October 2010, a rights issue at the subscription price of HK\$0.10 per rights share on the basis of one rights share for every two existing shares was approved and completed on 2 November 2010. Details of the rights issue were published in the Company's circular and prospectus issued to shareholders on 20 September 2010 and 13 October 2010, respectively.

As a result of the second rights issue, the conversion prices of the HK\$276,352,231.22 and HK\$120,000,000 convertible bonds were further adjusted to HK\$1.624 and HK\$0.200 per share, respectively. For details, please refer to the Company's announcement published on 13 October 2010.

股份合併及供股

根據於二零一零年三月十五日之股東特別大會上通過之普通決議案，本公司已發行及未發行股本中每五股每股面值港幣0.002元之普通股已合併為本公司已發行及未發行股本中一股每股面值港幣0.01元之合併普通股。按每持有兩股現有股份獲發一股供股股份之基準按認購價每股供股股份港幣0.20元進行之供股於二零一零年四月八日完成。供股及股份合併之詳情已分別於本公司於二零一零年二月二十六日及二零一零年三月十六日刊發予股東之通函及供股章程內公佈。

自二零一零年三月十六日起，股份合併及供股導致 (i) 本金額港幣276,352,231.22元之可換股債券之兌換價由每股股份港幣0.43元調整至每股合併股份港幣1.792元，及 (ii) 本金額港幣120,000,000元之可換股債券之兌換價由每股股份港幣0.048元調整至每股合併股份港幣0.216元。詳情請參閱本公司於二零一零年三月十六日刊發之公佈。

根據於二零一零年十月十二日之股東特別大會上通過之另一項普通決議案，按每持有兩股現有股份獲發一股供股股份之基準按認購價每股供股股份港幣0.10元進行之供股於二零一零年十一月二日完成。供股之詳情已於本公司於二零一零年九月二十日及二零一零年十月十三日刊發予股東之通函及供股章程內公佈。

於第二次供股後，港幣276,352,231.22元及港幣120,000,000元可換股債券之兌換價分別進一步調整至每股港幣1.624元及港幣0.200元。詳情請參閱本公司於二零一零年十月十三日刊發之公佈。

Report of the Directors 董事報告

Proposed Transfer of Listing

The Company submitted a formal application to the Stock Exchange on 6 January 2010 for the proposed transfer of listing of the shares from GEM to the Main Board of the Stock Exchange under Chapter 9A of the Listing Rules. On 11 March 2010, the application was rejected by the Stock Exchange on the ground that the Company did not fulfill the requirement under Rules 18.02(1) and 18.09(8). After due consideration, the Board decided not to apply for the review of the Listing Committee. However, the Board is committed to continue to further explore the feasibilities of the proposed transfer upon further progress of the Group's projects. For details, please refer to the Company's announcements published on 11 March 2010 and 1 April 2010.

Proposed Acquisition

The Board announced that on 19 April 2010, Win Easy International Limited ("Purchaser"), a wholly-owned subsidiary of the Company, entered into a Share Purchase Agreement with Mr. Lam Nam, a substantial shareholder of the Company, for the acquisition of the entire issued shares of Mass Leader Inc., which was beneficially owned by Mr. Lam Nam ("Vendor"), for a total consideration of HK\$80,000,000.

On 31 May 2010, the Vendor and the Purchaser entered into the Termination Agreement to terminate the Share Purchase Agreement.

The Directors are of the view that (i) the entering into the Termination Agreement has no adverse effect to the Company and does not have any impact on the long term development of the Group; and (ii) the terms of the Termination Agreement are fair and reasonable to the Company.

For details, please refer to the Company's announcement published on 31 May 2010.

建議轉板上市

於二零一零年一月六日，本公司根據上市規則第9A章向聯交所提交正式申請，建議將股份之上市地位由聯交所創業板轉往主板。有關申請於二零一零年三月十一日遭聯交所拒絕，原因是本公司未能符合上市規則第18.02(1)及18.09(8)條下之規定。經審慎考慮後，董事會決定不會向上市委員會申請覆核。然而，待本集團之項目取得進一步進展後，董事會將致力繼續進一步探究建議轉板之可行性。詳情請參閱本公司於二零一零年三月十一日及二零一零年四月一日刊發之公佈。

建議收購

董事會宣佈，於二零一零年四月十九日，本公司全資附屬公司Win Easy International Limited(「買方」)與本公司主要股東林南先生訂立股份購買協議，內容有關按總代價港幣80,000,000元收購由林南先生(「賣方」)實益擁有之Mass Leader Inc.之全部已發行股份。

於二零一零年五月三十一日，賣方及買方訂立終止協議以終止股份購買協議。

董事認為，(i)訂立終止協議對本公司並無不利影響，且對本集團之長遠發展並無造成任何影響；及(ii)終止協議之條款對本公司而言屬公平合理。

詳情請參閱本公司於二零一零年五月三十一日刊發之公佈。

Report of the Directors

董事報告

Share Options

The Company adopted two share option schemes (hereinafter referred to as the “Pre-IPO Share Option Scheme” and the “Share Option Scheme”) on 26 June 2002 for the purpose of providing incentives to the Directors and eligible participants, under which the Company may grant options to the Directors and employees of the Group and also other eligible participants to subscribe for shares of the Company. Certain Directors and participants have been granted options under the Pre-IPO Share Option Scheme to subscribe for shares at an exercise price of HK\$0.002 per share. All of these share options granted were exercised or lapsed in or before 2008.

No share option under the Share Option Scheme adopted by the Company was granted, exercised or lapsed during the year.

Details of the Pre-IPO Share Option Scheme were set out in the Prospectus issued by the Company on 5 July 2002.

Directors

The Directors of the Company during the year and up to the date of this report are:

Executive Directors:

Mr. KUAI Wei (*Chairman*)
Mr. CAO Xuejun
Mr. ZHANG Xiaobao
Mr. LIN Zhang

購股權

本公司於二零零二年六月二十六日採納兩項購股權計劃(以下稱為「首次公開招股前購股權計劃」及「購股權計劃」)，以獎勵董事及合資格參與者，本公司可根據該等計劃向本集團董事及僱員以及其他合資格參與者授出購股權，以認購本公司股份。根據首次公開招股前購股權計劃，若干董事及參與者曾獲授購股權，可按每股港幣0.002元之行使價認購股份。所有該等已授出之購股權已於二零零八年內或之前獲行使或失效。

於年內，概無購股權根據本公司所採納之購股權計劃獲授出、行使或失效。

首次公開發售前購股權計劃之詳情載於本公司於二零零二年七月五日刊發之招股章程。

董事

本公司於年內及直至本報告日期之董事如下：

執行董事：

鄧偉先生(主席)
曹學軍先生
張曉寶先生
林漳先生

Report of the Directors 董事報告

Independent Non-Executive Directors:

Mr. WANG Yanhui
Mr. PAI Hsi-Ping
Mr. CHAN Kin Cheong (resigned on 4 May 2010)
Mr. WONG Kon Man Jason (appointed on 12 May 2010)

By virtue of articles 108(A) and (B) of the Company's Articles of Association, Mr. Cao Xuejun, Mr. Zhang Xiaobao and Mr. Wang Yanhui will hold office until the forthcoming annual general meeting of the Company, and being eligible, offer themselves for re-election at that meeting.

By virtue of article 112 of the Company's Articles of Association, Mr. Wong Kon Man Jason, who was appointed as independent non-executive Director on 12 May 2010, will hold office until the forthcoming annual general meeting of the Company, and being eligible, offer himself for re-election at that meeting.

Directors' Service Contracts

Mr. Kuai Wei entered into a service agreement with the Company for a term of one year on 16 January 2008 which may be terminated by either party thereto giving to the other not less than three calendar months' prior notice in writing and was renewed automatically upon the anniversary date of the contract each year. Mr. Kuai is entitled to have a monthly salary of HK\$30,000 which was determined with reference to market rates. He is also entitled to a bonus for each financial year which is at the Board's discretion and determined by reference to the Group's results and performance for the financial year concerned.

獨立非執行董事：

王燕輝先生
白旭屏先生
陳健昌先生 (於二零一零年五月四日辭任)
王幹文先生 (於二零一零年五月十二日獲委任)

根據本公司之組織章程細則第108(A)及(B)條，曹學軍先生、張曉寶先生及王燕輝先生之董事職務將於本公司應屆股東週年大會上結束，彼等合乎資格並願意於會上膺選連任。

根據本公司之組織章程細則第112條，王幹文先生於二零一零年五月十二日獲委任為獨立非執行董事，其董事職務將於本公司應屆股東週年大會上結束，彼合乎資格並願意於會上膺選連任。

董事服務合約

鄧偉先生於二零零八年一月十六日與本公司訂立服務協議，為期一年，並可由任何一方對對方發出不少於三個曆月之事先書面通知而終止，且已於每年合約週年日自動續期。鄧先生有權收取月薪港幣30,000元，乃參考市場水平而釐定。彼亦有權享有各財政年度之花紅，乃由董事會酌情及參考本集團於有關財政年度之業績及表現釐定。

Report of the Directors

董事報告

Mr. Cao Xuejun entered into a service agreement with the Company for a term of one year on 1 June 2008 which might be terminated by either party thereto giving to the other party a prior notice in writing of not less than one calendar month or paying to the other party one month's salary and was renewed automatically upon the anniversary date of the contract each year. Mr. Cao was entitled to a monthly salary of RMB40,000 for 12 months per annum, plus professional allowance of RMB23,344, special allowance of RMB20,000 together with traveling and communication allowance of USD\$300 which were determined with reference to market rates. In addition, the Company was required to pay any salaries tax on behalf of Mr. Cao for any income derived from his service provided for the Company. Following Mr. Cao's resignation as the Chief Executive Officer of the Company, Mr. Cao entered into a new service agreement with the Company from 4 June 2010 for a term of one year, which may be terminated by either party thereto giving to the other party a prior notice in writing of not less than one calendar month and will be renewed automatically upon the anniversary date of the contract each year. Under the new agreement, Mr. Cao is entitled to a monthly salary of RMB20,000, which was determined with reference to market rates.

Mr. Lin Zhang was appointed by the Company for a term of one year commencing 1 November 2008 which may be terminated by either party thereto giving to the other not less than three calendar months' prior notice in writing, and was renewed automatically upon the anniversary date of the contract each year. Mr. Lin is entitled to a monthly salary of HK\$25,000 for 13 months per annum which was determined with reference to market rates. He is also entitled to a bonus for each financial year which is at the Board's discretion and determined by reference to the Group's results and performance for the financial year concerned.

曹學軍先生於二零零八年六月一日與本公司訂立服務協議，為期一年，並可由任何一方向對方發出不少於一個曆月之事先書面通知或向對方支付一個月之薪酬而終止，且已於每年合約週年日自動續期。曹先生有權收取每年12個月月薪人民幣40,000元，另加人民幣23,344元之專業津貼、人民幣20,000元之特別津貼及300美元之交通及通訊津貼，乃參考市場水平而釐定。此外，本公司須代曹先生繳付彼向本公司提供之服務衍生之任何收入而產生之薪俸稅。曹先生辭任本公司行政總裁後，曹先生與本公司訂立新服務協議，自二零一零年六月四日起計為期一年，可由任何一方向對方發出不少於一個曆月之事先書面通知而終止，且將於每年合約週年日自動續期。根據新協議，曹先生有權收取月薪人民幣20,000元，乃參考市場水平而釐定。

林漳先生獲本公司委任，任期由二零零八年十一月一日起為期一年，並可由任何一方向對方發出不少於三個曆月之事先書面通知而終止，且已於每年合約週年日自動續期。林先生有權收取每年13個月月薪港幣25,000元，乃參考市場水平而釐定。彼亦有權享有各財政年度之花紅，乃由董事會酌情及參考本集團於有關財政年度之業績及表現釐定。

Report of the Directors 董事報告

Mr. Wong Kon Man Jason entered into a letter of appointment with the Company for a term of one year from 12 May 2010 which may be terminated by either party thereto giving to the other party a prior notice in writing of not less than 90 days. Mr. Wong is entitled to a fixed monthly fee of HK\$4,000 which was determined with reference to market rates.

Saved as disclosed above, none of the Directors who is proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

Biographical Details of Directors and Senior Management

Biographical details of Directors of the Company and senior management of the Group are set out on pages 19 to 24 of the annual report.

王幹文先生與本公司訂立委任函件，自二零一零年五月十二日起計為期一年，並可由任何一方向對方發出不少於90日之事先書面通知而終止。王先生有權收取固定每月袍金港幣4,000元，乃參考市場水平而釐定。

除上文所披露者外，所有擬於應屆股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司有未屆期滿之服務合約而該合約不能於一年內被本集團終止而無需給予法定賠償以外之賠償。

董事及高級管理人員簡介

本公司董事及本集團高級管理人員簡介載於本年報第19頁至24頁。

Report of the Directors

董事報告

Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations

As at 31 December 2010, save as disclosed below, there were no interests and short positions of Directors and chief executives in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors.

Long positions in shares of an associated corporation

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券中之權益及／或淡倉

於二零一零年十二月三十一日，除下文所披露者外，並無任何董事及最高行政人員於本公司及其相聯法團（證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之該等條文彼等被視為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須記載於該條所述之登記冊內之權益及淡倉，或根據創業板上市規則第5.46至第5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益及淡倉。

於相聯法團股份之好倉

Name of Director 董事姓名	Associated corporation 相聯法團	Capacity 身份	Number of shares 股份數目	Approximate shareholding percentage 概約持股百分比
Zhang Xiaobao 張曉寶	Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司	Beneficial owner 實益擁有人	9,900	9.9%

Report of the Directors

董事報告

Substantial Shareholders' Interests and/or Short Positions in the Shares, Underlying Shares of the Company

As at 31 December 2010, the interests and short positions of persons, other than Directors or chief executives of the Company, in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or substantial shareholders as recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東於本公司股份及相關股份之權益及／或淡倉

於二零一零年十二月三十一日，除董事或本公司最高行政人員外，於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司及聯交所披露之權益及淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益之人士，或按本公司根據證券及期貨條例第336條須存置之主要股東登記冊所記錄之主要股東如下：

Name of person 人士名稱	Number of shares held 所持股份數目 (Note 1) (附註1)	Capacity 身份	Approximate percentage of interest 概約權益百分比
Lam Nam 林南	711,845,196(L) (Note 2) (附註2)	Interest of a controlled corporation 受控制公司之權益	29.25%
	170,167,630(L) (Note 4) (附註4)	Beneficial owner 實益擁有人	6.99%
	600,000,000(L) (Note 3 and 4) (附註3及4)	Interest of a controlled corporation 受控制公司之權益	24.65%
Silver Star Enterprises Holdings Inc. (Note 2) (附註2)	711,845,196(L)	Beneficial owner 實益擁有人	29.25%
China International Mining Holding Company Limited (Note 3) 中國國際礦業控股有限公司 (附註3)	600,000,000(L) (Note 4) (附註4)	Beneficial owner 實益擁有人	24.65%

Report of the Directors

董事報告

Notes:

1. The letter "L" denotes long positions in shares or underlying shares.
2. The entire issued share capital of Silver Star Enterprises Holdings Inc. is beneficially owned by Mr. Lam Nam.
3. The entire issued share capital of China International Mining Holding Company Limited is beneficially owned by Mr. Lam Nam.
4. These shares may be allotted and issued upon exercise of the conversion rights attaching to the convertible bonds issued by the Company.

Save as disclosed above, as at 31 December 2010, the Directors were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Directors' Rights to Acquire Shares

At no time during the year were rights to acquire benefits by means of acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors, their respective spouses 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 arrangements to enable the Directors, their respective spouses or children under 18 years of age to acquire such rights in the Company or any other body corporate.

附註：

1. 「L」字母指該人士於股份或相關股份之權益。
2. Silver Star Enterprises Holdings Inc. 之全部已發行股本由林南先生實益擁有。
3. 中國國際礦業控股有限公司之全部已發行股本由林南先生實益擁有。
4. 該等股份於行使本公司發行之可換股債券附帶之兌換權而可予配發及發行。

除上文所披露者外，於二零一零年十二月三十一日，就董事所知，除本公司董事或主要行政人員外，概無任何其他人士於本公司之股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及 3 分部之規定須向本公司及聯交所披露之權益或淡倉，或直接或間接擁有附有權利於任何情況下在本集團任何其他成員公司之股東大會上投票之任何類別股本面值 5% 或以上之權益，或任何其他主要股東擁有須記錄於本公司根據證券及期貨條例第 336 條須存置之登記冊之權益或淡倉。

董事購入股份之權利

於本年內任何時間，概無授予董事、彼等各自之配偶或未滿十八歲子女可透過收購本公司或任何其他法人團體之股份或債券而獲取利益之權利，或由彼等行使有關權利；而本公司或其任何附屬公司亦無參與任何安排，令董事、彼等各自之配偶或未滿十八歲子女取得本公司或任何其他法人團體之該等權利。

Report of the Directors 董事報告

Major Customers and Suppliers

During the year, 100% of the Group's total purchases of materials were attributable to one supplier.

During the year, 100% of the Group's total sales were attributable to one customer.

None of the Directors, their respective associates or any shareholders of the Company (who to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interests in the Group's five largest suppliers or customers.

Sufficiency of Public Float

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares at the latest practicable date prior to the issuance of this report.

Competing Interests

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group.

Auditors

The financial statements for the year have been audited by Pan-China (H.K.) CPA Limited who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board
Kuai Wei
Chairman

Hong Kong, 21 March 2011

主要客戶及供應商

於年內，一名供應商佔本集團總材料採購額之100%。

於年內，一名客戶佔本集團總銷售額之100%。

根據董事所知，各董事、彼等各自之聯繫人士及任何擁有本公司已發行股本5%以上之股東概無於本集團之五大供應商或客戶中擁有任何權益。

足夠公眾持股量

根據公眾所得資料及就董事所知，已確定於本報告刊發前之最後實際可行日期有足夠公眾持股量，其最少佔本公司已發行股份之25%。

競爭權益

本公司各董事或管理層股東(定義見創業板上市規則)概無擁有任何現時或可能與本集團業務構成競爭之業務權益。

核數師

本年度之財務報表已由天健(香港)會計師事務所有限公司審核。天健(香港)會計師事務所有限公司將退任並符合資格於本公司應屆股東週年大會上膺選連任。

代表董事會
鄒偉
主席

香港，二零一一年三月二十一日

Independent Auditors' Report 獨立核數師報告

TO THE SHAREHOLDERS OF
**POLYARD PETROLEUM INTERNATIONAL GROUP
LIMITED**

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Polyard Petroleum International Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 40 to 167, which comprise the consolidated and company statements of financial position as at 31 December 2010, 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.

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 misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致百田石油國際集團有限公司全體股東

(於開曼群島註冊成立之有限公司)

本核數師行已審核百田石油國際集團有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第40頁至第167頁之綜合財務報表，當中包括於二零一零年十二月三十一日之綜合及公司財務狀況表、截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責遵照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披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平之反映，及落實其認為編製綜合財務報表所必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師之責任

本核數師之責任是根據本核數師審核工作之結果，對該等綜合財務報表表達意見。本報告乃僅向全體股東出具，及不作其他用途。本核數師概不就本報告之內容向任何其他人士負上任何責任或承擔責任。

Independent Auditors' Report 獨立核數師報告

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 auditors' judgment, 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 the 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.

本核數師是按照香港會計師公會所頒佈之香港核數準則進行審核工作。該等準則規定本核數師須遵守道德規定以及計劃，及進行審核，以合理確定綜合財務報表是否不存有重大錯誤陳述。

審核包括進程序以取得與綜合財務報表所載金額及披露事項有關之審核憑證。選取之該等程序須視乎核數師之判斷，包括評估綜合財務報表之重大錯誤陳述(不論是否因欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師考慮與公司編製綜合財務報表以作出真實而公平之反映有關之內部監控，以設計在不同情況下屬適當之審核程序，但並非為對公司之內部監控之有效性表達意見。審核亦包括評價董事所採用之會計政策之合適性及所作之會計估算之合理性，以及評價綜合財務報表之整體呈列方式。

本核數師相信，本核數師已取得充分恰當之審核憑證，為本核數師之審核意見提供基礎。

Independent Auditors' Report 獨立核數師報告

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2010 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.

PAN-CHINA (H.K.) CPA LIMITED
Certified Public Accountants

20/F., Hong Kong Trade Centre
161-167 Des Voeux Road
Central, Hong Kong
Hong Kong S.A.R., China

21 March 2011
Tsang Chiu Keung
Practising Certificate Number: P04968

意見

本核數師認為，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 貴集團及 貴公司於二零一零年十二月三十一日之財務狀況，及 貴集團截至該日止年度之虧損和現金流量，並已按照香港《公司條例》之披露規定而妥善編製。

天健(香港)會計師事務所有限公司
執業會計師

中國香港特別行政區
香港中環
德輔道中 161-167 號
香港貿易中心 20 樓

二零一一年三月二十一日
曾昭強
執業證書編號：P04968

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

			2010 二零一零年	2009 二零零九年
		Note 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	5	826	3,916
Cost of sales	銷售成本		(814)	(3,858)
Gross Profit	毛利		12	58
Other revenue and net income	其他收益及淨收入	5	122	126
Administrative and other operating expenses	行政及其他營運開支		(26,307)	(17,309)
Operating loss	經營虧損		(26,173)	(17,125)
Finance costs	融資成本	6	(29,396)	(25,010)
Impairment loss on interests in associates written back	於聯營公司權益之減值虧損撥回		26,843	—
Impairment loss on interests in associates	於聯營公司權益之減值虧損		—	(34,265)
Share of results of associates	應佔聯營公司業績		(10)	(5)
Impairment loss on interests in jointly controlled entities	於共同控制實體權益之減值虧損		(41,136)	(21,571)
Loss before tax	除稅前虧損	7	(69,872)	(97,976)
Income tax	所得稅	8	3,310	2,752
Loss for the year	本年度虧損		(66,562)	(95,224)
Attributable to:	應佔：			
Owners of the Company	本公司擁有人		(66,110)	(95,157)
Non-controlling interests	非控制性權益		(452)	(67)
			(66,562)	(95,224)
Loss per share	每股虧損	11		(Restated) (重列)
— Basic (in HK cents)	— 基本(港仙)		(3.90 cents 仙)	(7.99 cents 仙)
— Diluted (in HK cents)	— 攤薄(港仙)		N/A 不適用	N/A 不適用

All of the Group's operations are classed as continuing.

本集團所有業務均歸類為持續經營業務。

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為本綜合財務報表之一部份。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2010

截至二零一零年十二月三十一日年度

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Loss for the year	本年度虧損	(66,562)	(95,224)
Other comprehensive income	其他全面收益		
Exchange differences on translation of foreign operations	換算國外營運所產生之匯兌差額	17	—
Total comprehensive income for the year	本年度全面收益總額	(66,545)	(95,224)
Attributable to:	應佔：		
Owners of the Company	本公司擁有人	(66,068)	(95,157)
Non-controlling interests	非控制性權益	(477)	(67)
		(66,545)	(95,224)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2010

於二零一零年十二月三十一日

			2010 二零一零年	2009 二零零九年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	965	840
Interests in associates	於聯營公司權益	16	74,478	47,645
Interests in jointly controlled entities	於共同控制實體權益	17	866,382	858,151
Deferred exploration expenditure	遞延勘探開支	18	11,347	6,384
			953,172	913,020
CURRENT ASSETS	流動資產			
Amounts due from associates	應收聯營公司款項	20	10,155	7,603
Trade and other receivables	應收賬款及其他應收款項	21	3,140	1,005
Cash and bank balances	現金及銀行結餘	22	16,646	3,212
			29,941	11,820
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付賬款及其他應付款項	23	(10,135)	(88,466)
Amount due to a Director	應付董事款項	24	(1)	—
			(10,136)	(88,466)
NET CURRENT ASSETS/ (LIABILITIES)	淨流動資產/(負債)		19,805	(76,646)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		972,977	836,374
NON-CURRENT LIABILITIES	非流動負債			
Convertible bonds	可換股債券	25	(344,894)	(339,205)
Deferred tax liabilities	遞延稅項負債	26	(5,746)	(9,056)
			(350,640)	(348,261)
NET ASSETS	淨資產		622,337	488,113
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	27	24,336	10,816
Reserves	儲備	28	597,914	476,733
Equity attributable to owners of the Company	本公司擁有人應佔權益		622,250	487,549
Non-controlling interests	非控制性權益		87	564
TOTAL EQUITY	總權益		622,337	488,113

Approved and authorised for issue by the Board of Directors on 21 March 2011.

經董事會於二零一一年三月二十一日核准及授權刊印。

KUAI Wei
Director

LIN Zhang
Director

鄧偉
董事

林漳
董事

Statement of Financial Position

財務狀況表

As at 31 December 2010
於二零一零年十二月三十一日

			2010 二零一零年	2009 二零零九年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	75	115
Investments in subsidiaries	於附屬公司之投資	15	24,895	24,895
Amounts due from subsidiaries	應收附屬公司款項	19	735,298	593,456
			760,268	618,466
CURRENT ASSETS	流動資產			
Trade and other receivables	應收賬款及其他應收款項	21	654	752
Cash and bank balances	現金及銀行結餘	22	10,198	70
			10,852	822
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付賬款及其他應付款項	23	(8,850)	(20,897)
			(8,850)	(20,897)
NET CURRENT ASSETS/ (LIABILITIES)	淨流動資產/(負債)		2,002	(20,075)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		762,270	598,391
NON-CURRENT LIABILITIES	非流動負債			
Convertible bonds	可換股債券	25	(344,894)	(339,205)
Deferred tax liabilities	遞延稅項負債	26	(5,746)	(9,056)
			(350,640)	(348,261)
NET ASSETS	淨資產		411,630	250,130
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	27	24,336	10,816
Reserves	儲備	28	387,294	239,314
TOTAL EQUITY	總權益		411,630	250,130

Approved and authorised for issue by the Board of Directors on 21 March 2011.

經董事會於二零一一年三月二十一日核准及授權刊印。

KUAI Wei
Director

LIN Zhang
Director

鄒偉
董事

林漳
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Special reserve	Exchange reserve	Capital reserve	Warrant reserve	Convertible bonds	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	匯兌儲備	資本儲備	認股權證儲備	可換股債券儲備	保留溢利	總計	非控制性權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2009	於二零零九年一月一日	10,816	359,974	985	15	—	4,423	62,370	140,039	578,622	591	579,213
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	—	—	—	(95,157)	(95,157)	(67)	(95,224)
Issue of convertible bonds for settlement of balance of consideration for acquisition of interests in a subsidiary	發行可換股債券以支付收購附屬公司權益之代價結餘	—	—	—	—	—	—	4,890	—	4,890	—	4,890
Deferred tax liabilities on issue of convertible bonds	發行可換股債券之遞延稅項負債	—	—	—	—	—	—	(806)	—	(806)	—	(806)
Non-controlling interests arising on issue of shares by a subsidiary	附屬公司發行股份產生之非控制性權益	—	—	—	—	—	—	—	—	—	40	40
Release of reserve upon lapse of exercise period	行使期結束時撥回儲備	—	—	—	—	—	(4,423)	—	4,423	—	—	—
At 31 December 2009	於二零零九年十二月三十一日	10,816	359,974	985	15	—	—	66,454	49,305	487,549	564	488,113
At 1 January 2010	於二零一零年一月一日	10,816	359,974	985	15	—	—	66,454	49,305	487,549	564	488,113
Total comprehensive income for the year	本年度全面收益總額	—	—	—	42	—	—	—	(66,110)	(66,068)	(477)	(66,545)
Issue of rights shares	發行供股股份	13,520	175,760	—	—	—	—	—	—	189,280	—	189,280
Issuing expenses relating to rights issues	有關供股之發行開支	—	(3,903)	—	—	—	—	—	—	(3,903)	—	(3,903)
Release of equity component upon expiry of convertible bonds	於可換股債券屆滿時撥回權益部份	—	—	—	—	—	—	(21,491)	21,491	—	—	—
Change in fair value upon extension of convertible bonds	延長可換股債券時之公平值變動	—	—	—	—	15,392	—	—	—	15,392	—	15,392
Reversal of deferred tax liabilities on extension of convertible bonds	延長可換股債券時撥回遞延稅項負債	—	—	—	—	—	—	3,726	(3,726)	—	—	—
At 31 December 2010	於二零一零年十二月三十一日	24,336	531,831	985	57	15,392	—	48,689	960	622,250	87	622,337

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
OPERATING ACTIVITIES	經營業務		
Loss before tax	除稅前虧損	(69,872)	(97,976)
Adjustments for:	調整：		
Interest income	利息收入	(2)	(3)
Interest expense	利息支出	29,396	25,010
Depreciation	折舊	337	280
Share of results of associates	應佔聯營公司業績	10	5
Impairment loss on interests in associates written back	於聯營公司權益之減值虧損撥回	(26,843)	—
Impairment loss on interests in associates	於聯營公司權益之減值虧損	—	34,265
Impairment loss on interests in jointly controlled entities	於共同控制實體權益之減值虧損	41,136	21,571
Operating loss before movements in working capital	營運資金變動前之經營虧損	(25,838)	(16,848)
(Increase)/decrease in trade and other receivables	應收賬款及其他應收款項(增加)/減少	(2,135)	70
Increase in amounts due from associates and jointly controlled entities	應收聯營公司及共同控制實體款項增加	(2,552)	(1,531)
(Decrease)/increase in trade and other payables	應付賬款及其他應付款項(減少)/增加	(78,331)	53,284
Cash (used in)/generated from operating activities	經營業務(所耗)/所得現金	(108,856)	34,975
Tax paid	已付稅項	—	(6)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	經營業務(所耗)/所得現金淨額	(108,856)	34,969
INVESTING ACTIVITIES	投資活動		
Interest received on bank deposits	已收銀行存款利息	2	3
Investment in jointly controlled entities	於共同控制實體之投資	(49,367)	(23,604)
Purchase of property, plant and equipment	購置物業、廠房及設備	(461)	(117)
Payments of exploration expenditure	勘探開支付款	(4,963)	(6,384)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所耗現金淨額	(54,789)	(30,102)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of ordinary shares	發行普通股之所得款項	189,280	—
Issuing expenses relating to rights issues	有關供股之發行開支	(3,903)	—
Interests paid	已付利息	(8,315)	(8,293)
Additional investment in subsidiaries by non-controlling interests	透過非控制性權益於 附屬公司之額外投資	—	40
Advance from/(repayment to) Directors	來自/(償付)董事墊款	1	(2)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	融資活動所得/(所耗)現金淨額	177,063	(8,255)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加/(減少)淨額	13,418	(3,388)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值物	3,212	6,600
Effect of foreign exchange rate changes	外幣匯率變動之影響	16	—
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等值物	16,646	3,212
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物之結餘分析		
Cash and bank balances	現金及銀行結餘	16,646	3,212

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

1. General Information

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is located at Room 2602, 26th Floor, China Merchant Tower, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong.

These financial statements are presented in Hong Kong dollars, the functional currency of the Company.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are the exploration, exploitation and development of oil, natural gas and coal, and the trading of petroleum-related products.

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current year, the Group has applied the following new and revised Standards, Amendments and Interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are or have become effective.

HKFRSs (Amendments)	Improvements to HKFRSs 2009
HKFRS 1 (Amendments)	Additional Exemptions for First-time Adopters
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (as revised in 2008)	Business Combinations

1. 一般資料

本公司於開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司創業板上市。本公司之註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，其主要營業地點則位於香港上環干諾道中 200 號信德中心招商局大廈 26 樓 2602 室。

本財務報表乃以本公司之功能貨幣港幣呈列。

本公司之主要業務為投資控股，其附屬公司之主要業務則為勘探、開採及開發石油、天然氣及煤炭以及買賣石油相關產品。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用下列香港會計師公會（「香港會計師公會」）頒佈而現時或已經生效之新訂及經修訂準則、修訂本及詮釋（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則（修訂本）	二零零九年香港財務報告準則之改進
香港財務報告準則第 1 號（修訂本）	首次採納者之額外豁免
香港財務報告準則第 2 號（修訂本）	集團以現金結算之股份支付交易
香港財務報告準則第 3 號（二零零八年經修訂）	業務合併

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRS 5 (Amendments)	Non-current Assets Held for Sale and Discontinued Operations
HKAS 27 (as revised in 2008)	Consolidated and Separate Financial Statements
HKAS 39 (Amendments)	Eligible Hedged Items
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners
HK(IFRIC)-Int 18	Transfers of Assets from Customers
HK — Int 5	Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The adoption of the new and revised HKFRSs has no material effect on the consolidated financial statements of the Group for the current and prior accounting periods, except as discuss below.

(a) HKFRS 3 (as revised in 2008) Business Combinations and HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements

HKFRS 3 (as revised in 2008) introduces a number of changes in the accounting for business combinations that affect the initial measurement of non-controlling interests, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則第5號(修訂本)	持作出售非流動資產及已終 止經營業務
香港會計準則第27號 (二零零八年經修訂)	綜合及獨立財務報表
香港會計準則第39號(修訂本)	合資格對沖項目
香港(國際財務報告詮釋委員會)— 詮釋第17號	向擁有人分派非現金資產
香港(國際財務報告詮釋委員會)— 詮釋第18號	客戶資產之轉讓
香港 — 詮釋第5號	借款人對有按要求還款條款 之有期貨款之分類

採納新訂及經修訂香港財務報告準則對本集團本會計期間及過往會計期間之綜合財務報表並無重大影響，惟下文所討論者除外。

(a) 香港財務報告準則第3號(於二零零八年經修訂)業務合併及香港會計準則第27號(於二零零八年經修訂)綜合及獨立財務報表

香港財務報告準則第3號(於二零零八年經修訂)引入多項有關業務合併會計方法之變動，該等變動對非控制性權益之初步計量、交易成本之會計方法、或然代價及分多個階段達成之業務合併之初步確認及其後計量造成影響。該等變動將影響已確認商譽金額、發生收購期間之已呈報業績及未來呈報業績。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

(a) HKFRS 3 (as revised in 2008) Business Combinations and HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements (Continued)

HKAS 27 (as revised in 2008) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 January 2010.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

(a) 香港財務報告準則第3號(於二零零八年經修訂)業務合併及香港會計準則第27號(於二零零八年經修訂)綜合及獨立財務報表(續)

香港會計準則第27號(於二零零八年經修訂)規定，並無導致失去控制權之附屬公司擁有權益變動入賬為股權交易。因此，有關變動不會對商譽產生任何影響，亦不會導致出現盈虧。此外，該經修訂準則對附屬公司產生之虧損及失去附屬公司控制權之會計方法作出變動。隨後相應修訂涉及之準則包括(但不限於)香港會計準則第7號現金流量表、香港會計準則第12號所得稅、香港會計準則第21號外幣匯率變動之影響、香港會計準則第28號於聯營公司之投資及香港會計準則第31號於合營公司權益。

該等經修訂準則引入之變動須往後應用，並影響於二零一零年一月一日後之收購、失去控制權及與非控制性權益交易之會計方法。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

(b) Improvements to HKFRSs 2009 issued in May 2009 set out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

HKAS 7 *Statement of Cash Flows* requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.

The Group has not early applied the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

(b) 於二零零九年五月頒佈之二零零九年香港財務報告準則之改進制定對多項香港財務報告準則之修訂本。各項準則均各自設有過渡性條文。儘管採納部份修訂本會導致會計政策變動，惟此等修訂本對本集團並無重大財務影響。最適用於本集團之主要修訂本詳情如下：

香港會計準則第7號現金流量表規定只有導致在財務狀況表內確認資產之開支可分類為投資活動之現金流量。

本集團尚未提早應用下列已頒佈但尚未生效之新訂及經修訂準則、修訂本及詮釋。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 except for the amendments to HKFRS 3 (as revised in 2008), HKFRS 7, HKAS 1 and HKAS 28 ⁽²⁾
HKFRS 1 (Amendments)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ⁽³⁾
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets ⁽⁵⁾
HKFRS 9	Financial Instruments ⁽⁷⁾
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ⁽⁶⁾
HKAS 24 (as revised in 2009)	Related Party Disclosures ⁽⁴⁾
HKAS 32 (Amendments)	Classification of Rights Issues ⁽¹⁾
HK(IFRIC)-Int 14 (Amendments)	Prepayments of Minimum Funding Requirement ⁽⁴⁾
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁽³⁾

- (1) Effective for annual periods beginning on or after 1 February 2010.
- (2) Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.
- (3) Effective for annual periods beginning on or after 1 July 2010.
- (4) Effective for annual periods beginning on or after 1 January 2011.
- (5) Effective for annual periods beginning on or after 1 July 2011.
- (6) Effective for annual periods beginning on or after 1 January 2012.
- (7) Effective for annual periods beginning on or after 1 January 2013.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

香港財務報告準則(修訂本)	於二零一零年頒佈之香港財務報告準則之改進，惟香港財務報告準則第3號(於二零零八年經修訂)、香港財務報告準則第7號、香港會計準則第1號及香港會計準則第28號之修訂本除外 ⁽²⁾
香港財務報告準則第1號(修訂本)	首次採納者毋須按照香港財務報告準則第7號披露比較資料之有限豁免 ⁽³⁾
香港財務報告準則第7號(修訂本)	披露 — 轉讓財務資產 ⁽⁵⁾
香港財務報告準則第9號	財務工具 ⁽⁷⁾
香港會計準則第12號(修訂本)	遞延稅項：收回相關資產 ⁽⁶⁾
香港會計準則第24號(於二零零九年經修訂)	關連方披露 ⁽⁴⁾
香港會計準則第32號(修訂本)	供股之分類 ⁽¹⁾
香港(國際財務報告詮釋委員會) — 詮釋第14號(修訂本)	最低資金預付款規定 ⁽⁴⁾
香港(國際財務報告詮釋委員會) — 詮釋第19號	以股本工具抵銷財務負債 ⁽³⁾

- (1) 於二零一零年二月一日或以後開始之年度期間生效。
- (2) 於二零一零年七月一日或二零一一年一月一日(視乎適用情況而定)或以後開始之年度期間生效。
- (3) 於二零一零年七月一日或以後開始之年度期間生效。
- (4) 於二零一一年一月一日或以後開始之年度期間生效。
- (5) 於二零一一年七月一日或以後開始之年度期間生效。
- (6) 於二零一二年一月一日或以後開始之年度期間生效。
- (7) 於二零一三年一月一日或以後開始之年度期間生效。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HKFRS 9 *Financial Instruments* (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 *Financial Instruments* (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號*財務工具*（於二零零九年十一月頒佈）引入財務資產分類及計量之新規定。香港財務報告準則第9號*財務工具*（於二零一零年十一月經修訂）加入有關財務負債及取消確認之規定。

根據香港財務報告準則第9號，香港會計準則第39號*財務工具：確認及計量*範圍內之所有已確認財務資產其後均按攤銷成本或公平值計量。尤其是，在目的是收取合約現金流量之業務模式內持有之債務投資及純粹為支付本金額及未償還本金額利息而產生合約現金流量之債務投資一般於其後會計期間結算日按攤銷成本計量。所有其他債務投資及股本投資按其於其後會計期間結算日之公平值計量。

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2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted. The Directors anticipate that HKFRS 9 that will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013.

The amendments to HKFRS 7 titled *Disclosures – Transfers of Financial Assets* increase the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing exposure in the asset. The amendments also require disclosures where transfers of financial assets are not evenly distributed throughout the period.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

就財務負債而言，重大變動與指定以公平值計入損益之財務負債有關。具體而言，根據香港財務報告準則第9號，就指定以公平值計入損益之財務負債而言，因財務負債信貸風險變動而導致之有關負債公平值變動金額於其他全面收益呈列，除非在其他全面收益呈列該負債之信貸風險變動影響會造成或擴大損益中之會計錯配。財務負債信貸風險應佔公平值變動其後不會重新分類至損益。過往，根據香港會計準則第39號，指定以公平值計入損益之財務負債之公平值變動全數於損益內呈列。

香港財務報告準則第9號於二零一三年一月一日或以後開始之年度期間生效，並可提早應用。董事預期，香港財務報告準則第9號將於本集團由二零一三年一月一日開始之年度期間之綜合財務報表中採納。

香港財務報告準則第7號之修訂本披露 — 轉讓財務資產增加涉及財務資產轉讓之交易之披露規定。該等修訂本旨在於轉讓財務資產而轉讓人保留該資產一定程度持續風險承擔時，提高風險承擔之透明度。該等修訂本亦要求於該期間內財務資產之轉讓並非均衡分佈時作出披露。

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2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

The Directors do not anticipate that these amendments to HKFRS 7 will have a significant effect on the Group’s disclosures regarding transfers of trade receivables previously effected. However, if the Group enters into other types of transfers of financial assets in the future, disclosures regarding those transfers may be affected.

HKAS 24 *Related Party Disclosures* (as revised in 2009) modifies the definition of a related party and simplifies disclosures for government-related entities.

The disclosure exemptions introduced in HKAS 24 (as revised in 2009) do not affect the Group because the Group is not a government-related entity. However, disclosures regarding related party transactions and balances in these consolidated financial statements may be affected when the revised version of the Standard is applied in future accounting periods because some counterparties that did not previously meet the definition of a related party may come within the scope of the Standard.

The amendments to HKAS 32 titled *Classification of Rights Issues* address the classification of certain rights issues denominated in a foreign currency as either an equity instrument or as a financial liability. To date, the Group has not entered into any arrangements that would fall within the scope of the amendments. However, if the Group does enter into any rights issues within the scope of the amendments in future accounting periods, the amendments to HKAS 32 will have an impact on the classification of those rights issues.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

董事預期該等香港財務報告準則第7號之修訂本不會對本集團先前進行應收賬款轉讓之披露構成重大影響。然而，倘本集團日後進行其他類型之財務資產，則可能影響該等轉讓之披露。

香港會計準則第24號*關連方披露*(於二零零九年經修訂)修訂關連方之定義及簡化政府相關實體之披露。

香港會計準則第24號(於二零零九年經修訂)引入之披露豁免對本集團並無影響，乃由於本集團並非政府相關實體。然而，當該準則之修訂本於未來會計期間應用時，則可能會影響本綜合財務報表內關連方交易及結餘之披露，原因是若干過往不符合關連方定義之對手方可能屬於該準則之範圍。

香港會計準則第32號之修訂本供股之分類將若干以外幣計值之供股分類為股本工具或財務負債。至今，本集團並無訂立任何將屬於該等修訂本範圍之安排。然而，倘本集團於未來會計期間確實進行任何屬於該等修訂本範圍之供股，則香港會計準則第32號之修訂本將影響該等供股之分類。

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2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

HK(IFRIC)-Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. To date, the Group has not entered into transactions of this nature. However, if the Group does enter into any such transactions in the future, HK(IFRIC)-Int 19 will affect the required accounting. In particular, under HK(IFRIC)-Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognised in profit or loss.

The Directors of the Company anticipate that the application of the other new and revised Standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港（國際財務報告詮釋委員會）— 詮釋第19號就發行股本工具以抵銷財務負債之會計方法提供指引。至今，本集團並無進行該類性質之交易。然而，倘本集團日後確實進行任何該等交易，則香港（國際財務報告詮釋委員會）— 詮釋第19號將影響所需會計方法。尤其是，根據香港（國際財務報告詮釋委員會）— 詮釋第19號，根據該等安排發行之股本工具將按其公平值計量，而所抵銷財務負債賬面值與所發行股本工具公平值之任何差額將於損益確認。

本公司董事預期，應用其他新訂及經修訂準則、修訂本或詮釋將不會對綜合財務報表構成重大影響。

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3. Significant Accounting Policies

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, these financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of these financial statements is the historical cost basis except for certain property, plant and equipment, interests in jointly controlled entities and financial instruments, which are measured at revalued amounts or fair values.

A summary of the significant accounting policies adopted by the Group is set out below.

(a) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (including special purpose entities controlled by the Company). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition and up to the effective date of disposal, as appropriate.

3. 主要會計政策

本財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)編製。此外，本財務報表包括香港聯合交易所有限公司創業板證券上市規則及香港公司條例規定之適用披露事項。

除若干物業、廠房及設備、於共同控制實體權益以及財務工具按重估金額或公平值計量外，編製本財務報表所採用之計量基準為歷史成本基準。

下文載列本集團所採納之主要會計政策概要。

(a) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司(包括本公司控制之特別目的實體)之財務報表。本公司有權監管某實體之財務及營運政策從而受惠於其業務時，存在控制權。

於本年度購入或售出之附屬公司業績自收購生效日期起及截至出售生效日期止(如適用)列入綜合收益表內。

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3. Significant Accounting Policies (Continued)

(a) Basis of Consolidation (Continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

3. 主要會計政策(續)

(a) 綜合賬目基準(續)

如有需要，附屬公司之財務報表已作適當調整，以令其會計政策與本集團其他成員公司採用之會計政策一致。

所有集團內交易、結存、收入及開支均於綜合賬目時全數撇銷。

於附屬公司之非控制性權益與本集團於其中之權益分開呈列。

附屬公司之全面收益及開支總額乃歸屬於本公司擁有人及非控制性權益，即使此舉會導致非控制性權益產生虧絀結餘。於二零一零年一月一日前，適用於非控制性權益之虧損超出非控制性權益於附屬公司股權之差額與本集團之權益作出分配，惟該非控制性權益具有約束力責任及有能力作出額外投資以彌補該等虧損者除外。

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3. Significant Accounting Policies (Continued)

(a) Basis of Consolidation (Continued)

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests 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 are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 主要會計政策(續)

(a) 綜合賬目基準(續)

本集團於附屬公司擁有權益之變動如不會導致本集團失去附屬公司之控制權，則入賬列為股權交易。本集團之權益及非控制性權益之賬面值應予調整，以反映其於附屬公司相關權益之變動。非控制性權益之調整金額與已付或應收代價公平值之差額直接於權益確認，並歸屬於本公司擁有人。

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3. Significant Accounting Policies (Continued)

(a) Basis of Consolidation (Continued)

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. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3. 主要會計政策(續)

(a) 綜合賬目基準(續)

倘本集團失去附屬公司控制權，則出售之損益乃按(i)已收代價公平值與任何保留權益公平值之總和，與(ii)附屬公司及任何非控制性權益之資產(包括商譽)及負債原有賬面值兩者之差額計算。倘附屬公司之若干資產按重估或公平值計量，而相關累計盈虧已於其他全面收益確認及於權益累計，則先前於其他全面收益確認及於權益累計之金額予以入賬，猶如本公司已直接出售相關資產(即重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日於前附屬公司保留之任何投資之公平值，根據香港會計準則第39號*財務工具：確認及計量*於往後之會計方法中被視為初步確認之公平值，或(如適用)初步確認於聯營公司或共同控制實體之投資成本。

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3. Significant Accounting Policies (Continued)

(b) Business Combinations

Business combinations that took place on or after 1 January 2010

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and

3. 主要會計政策(續)

(b) 業務合併

於二零一零年一月一日或之後進行之業務合併

業務收購乃採用收購法入賬。於業務合併中轉撥之代價按公平值計量，乃按本集團所轉讓資產於收購日期之公平值、本集團結欠被收購公司前擁有人之負債，以及本集團發行以換取被收購公司控制權之股權之總和計算。收購相關成本一般於產生時於損益確認。於收購日期，所收購可識別資產及所承擔負債乃按其於收購日期之公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與被收購公司股份付款交易或以本集團股份付款交易取代被收購公司股份付款交易有關之負債或股本工具於收購日期根據香港財務報告準則第2號*股份付款*計量；及

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3. Significant Accounting Policies (Continued)

(b) Business Combinations (Continued)

Business combinations that took place on or after 1 January 2010 (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Business combinations that took place prior to 1 January 2010

Acquisitions of businesses were accounted for using the purchase method. The cost of the acquisition was measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

3. 主要會計政策(續)

(b) 業務合併(續)

於二零一零年一月一日或之後進行之業務合併(續)

- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務分類為持作出售之資產(或出售組別)乃根據該準則計量。

於二零一零年一月一日前進行之業務合併

收購業務使用收購會計法入賬。收購成本乃按本集團為換取被收購公司控制權而於交換日期所給予資產、所產生或所承擔之負債及所發行之股本工具之公平總值，加上業務合併之任何直接應佔成本計算。被收購公司之可識別資產、負債及或然負債，若符合有關確認條件，則一般按收購當日之公平值確認。

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3. Significant Accounting Policies (Continued)

(b) Business Combinations (Continued)

Business combinations that took place prior to 1 January 2010 (Continued)

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amounts of the identifiable assets, liabilities and contingent liabilities recognised. If, after assessment, the Group's interest in the recognised amounts of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

The non-controlling interests in the acquiree were initially measured at the non-controlling interests' proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree.

Contingent consideration was recognised, if and only if, the contingent consideration was probable and could be measured reliably. Subsequent adjustments to contingent consideration were recognised against the cost of the acquisition.

3. 主要會計政策(續)

(b) 業務合併(續)

於二零一零年一月一日前進行之業務合併(續)

收購產生之商譽乃確認為資產並初步按成本(即收購之成本超出本集團於已確認可識別資產、負債及或然負債之已確認金額所佔權益之差額)計量。於評估後，倘本集團於被收購公司可識別資產、負債及或然負債之已確認金額所佔權益超出收購成本，則該超出金額立即於損益確認。

於被收購公司之非控制性權益初步按非控制性權益佔被收購公司資產、負債及或然負債之已確認金額比例計量。

或然代價於及僅於或然代價有可能及能可靠計量時方會確認。或然負債之其後調整於收購成本確認。

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3. Significant Accounting Policies (Continued)

(b) Business Combinations (Continued)

Business combinations that took place prior to 1 January 2010 (Continued)

Business combinations achieved in stages were accounted for as separate steps. Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

(c) Goodwill

Goodwill arising on an acquisition of a business is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

3. 主要會計政策(續)

(b) 業務合併(續)

於二零一零年一月一日前進行之業務合併(續)

分階段達成之業務合併乃分段入賬。商譽亦分段釐定。任何額外收購均不會影響早前已確認之商譽。

(c) 商譽

收購業務所產生之商譽按成本減累計減值虧損(如有)入賬，並於綜合財務狀況表分開呈列。

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3. Significant Accounting Policies (Continued)

(c) Goodwill (Continued)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment on acquisition and at the end of that financial year. When the recoverable amount of the cash-generating unit 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 of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, an associate or a jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

3. 主要會計政策(續)

(c) 商譽(續)

就減值測試而言，商譽分配至預期將受惠於收購協同效益之各本集團現金產生單位或現金產生單位組別。獲分配商譽之現金產生單位於每年及如有跡象顯示該單位可能已經減值時進行減值測試。就於財政年度因收購而產生之商譽而言，獲分配商譽之現金產生單位於收購及該財政年度結束時進行減值測試。當現金產生單位之可收回金額少於收購及該單位之賬面值時，減值虧損首先分配作減低該單位獲分配之任何商譽之賬面值，其後根據該單位中各項資產賬面值之比例分配予該單位之其他資產。商譽之任何減值虧損直接於綜合收益表確認。商譽之減值虧損不會於隨後期間撥回。

其後出售一間附屬公司、聯營公司或共同控制實體時，釐定出售損益金額時計入應佔資本化商譽之金額。

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3. Significant Accounting Policies (Continued)

(d) Investments in Subsidiaries

A subsidiary is an entity controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less any impairment losses, unless they are classified as held for sale.

(e) Investments in Associates and Jointly Controlled Entities

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

3. 主要會計政策(續)

(d) 於附屬公司之投資

附屬公司乃本公司控制之實體。當本公司有權直接或間接監管某實體之財務及營運政策從而受惠於其業務時，存在控制權。當評估控制權時，計及現時可行使之潛在投票權。

於本公司之財務狀況表內，於附屬公司之投資乃按成本減去任何減值虧損列賬，除非有關投資被歸類為持作出售。

(e) 於聯營公司及共同控制實體之投資

聯營公司乃本集團於其中有重大影響力但並非附屬公司或於合營企業之權益。合營安排如涉及成立一個獨立實體而各合營方對該實體之經濟活動擁有共同控制權，則該實體會被視為共同控制實體。

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截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(e) Investments in Associates and Jointly Controlled Entities (Continued)

An investment in an associate or a jointly controlled entity is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post-acquisition change in the Group's share of the associate's or the jointly controlled entity's net assets, unless it is classified as held for sale. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associates and jointly controlled entities for the year, including any impairment loss on goodwill relating to the investment in associates and jointly controlled entities recognised for the year.

When the Group's share of losses exceeds its interest in the associate or the jointly controlled entity, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or the jointly controlled entity. For this purpose, the Group's interest in the associate or the jointly controlled entity is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the jointly controlled entity.

3. 主要會計政策(續)

(e) 於聯營公司及共同控制實體之投資(續)

於一間聯營公司或共同控制實體之投資於綜合財務報表按權益會計法入賬，初步按成本記賬，隨後則按本集團應佔該聯營公司或共同控制實體之購入後應佔淨資產變動作出調整，除非有關投資歸類為持作出售。綜合收益表包括本年度本集團應佔聯營公司及共同控制實體購入後及除稅後之業績，包括任何於本年度就於聯營公司及共同控制實體之投資確認之商譽減值虧損。

除不超出本集團代表聯營公司或共同控制實體作出之法定或推定義務或支付之款項外，當本集團應佔聯營公司或共同控制實體之虧損超出本集團於聯營公司或共同控制實體之權益時，本集團之權益將減至零，而其他虧損之確認將予終止。為此，本集團於聯營公司或共同控制實體之權益即按權益會計法計算之投資賬面值，連同實質上構成本集團於聯營公司或共同控制實體之淨投資之其他長期權益。

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3. Significant Accounting Policies (Continued)

(e) Investments in Associates and Jointly Controlled Entities (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates and jointly controlled entities are eliminated to the extent of the Group's interest in the associate or jointly controlled entity, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In the Company's statement of financial position, investments in associates and jointly controlled entities are stated at cost less impairment losses, unless they are classified as held for sale.

(f) 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 consolidated 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.

3. 主要會計政策(續)

(e) 於聯營公司及共同控制實體之投資(續)

本集團與其聯營公司及共同控制實體交易所產生之未變現損益，以本集團於聯營公司或共同控制實體之權益為限對銷，除非有證據顯示未變現虧損屬轉讓資產之減值，於該情況下則須立即於損益確認。

於本公司之財務狀況表內，於聯營公司及共同控制實體之投資乃按成本減去減值虧損列賬，除非有關投資歸類為持作出售。

(f) 生產攤分合約之會計方式

生產攤分合約構成共同控制業務。本集團於生產攤分合約之權益乃按以下基礎計入綜合財務報表：

- (i) 本集團控制之資產及本集團產生之負債；及
- (ii) 根據該等合約所訂明之條款本集團產生之開支應佔部份及其所佔之生產收入。

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3. Significant Accounting Policies (Continued)

(g) Non-current Assets Held for Sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the assets' (disposal groups') previous carrying amount and fair value less costs to sell.

(h) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

- (i) Income from sale of goods are recognised when goods are delivered and title has passed.
- (ii) Service income is recognised when services are provided.
- (iii) Interest income is accrued on a time basis, by reference to the principal outstanding using the effective interest rate method.

3. 主要會計政策(續)

(g) 持作出售之非流動資產

倘賬面值將主要透過銷售交易而非透過持續使用收回，則非流動資產及出售組別歸類為持作出售。該條件視為僅於極有可能進行銷售時達致，及資產(或出售組別)可於其現狀下立即出售。

歸類為持作出售之非流動資產(及出售組別)乃按資產(出售組別)過往賬面值與公平值減銷售成本之較低者計量。

(h) 收益確認

收益按已收或應收代價之公平值計量，指於日常業務過程中出售貨品及提供服務之應收款項扣除折扣及銷售相關稅項後之金額。

- (i) 貨品之銷售收入乃於交付貨品及轉移所有權時確認。
- (ii) 服務收入乃於提供服務時確認。
- (iii) 利息收入乃參考未償還本金並採用實際利率法按時間比例基準累計。

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3. Significant Accounting Policies (Continued)

(h) Revenue Recognition (Continued)

- (iv) Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

(i) Property, Plant and Equipment

Property, plant and equipment are stated at cost or valuation less subsequent depreciation and impairment losses.

Any revaluation increase arising on revaluation of property, plant and equipment is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the consolidated income statement to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable surplus is transferred from revaluation reserve to retained profits.

3. 主要會計政策(續)

(h) 收益確認(續)

- (iv) 來自投資之股息收入於確立股東收取款項之權利時確認。

(i) 物業、廠房及設備

物業、廠房及設備乃按成本或估值減去累計折舊及減值虧損列賬。

重估物業、廠房及設備而產生之任何重估增值會撥入重估儲備內，除非其撥回同一資產於過往確認為支出之重估減值，在此情況下，此增值按以過往列支之減值為限撥入綜合收益表。資產重估產生之賬面淨值減少，若超出與該資產過往重估有關之重估儲備之結存(如有)，則按其超出額列支。對於已重估資產隨後之銷售或報廢，將其應佔盈餘由重估儲備轉撥至保留溢利。

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3. Significant Accounting Policies (Continued)

(i) Property, Plant and Equipment (Continued)

Depreciation is provided to write off the cost or valuation of items of property, plant and equipment, after taking into account of their estimated residual value, if any, using the straight-line method over their estimated useful lives commencing on the date of completion of construction for the intended use, at the following rates:

Plant and equipment 3 $\frac{1}{3}$ % to 20% per annum

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

3. 主要會計政策(續)

(i) 物業、廠房及設備(續)

物業、廠房及設備項目之折舊，按其於完成擬定建築用途之日起估計可使用年期並計及其估計剩餘價值(如有)，以直線法按下列年率撇銷其成本或估值：

廠房及設備 每年3 $\frac{1}{3}$ %至20%

根據融資租約持有之資產乃於其預期可使用年期或相關租期(取較短者)按與自置資產相同之基準折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入綜合收益表。

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3. Significant Accounting Policies (Continued)

(j) Intangible Assets (Other than Goodwill)

Expenditure on research activities is recognized as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and any accumulated impairment losses. Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group with finite useful lives are stated in the statement of financial position at cost less accumulated amortisation and any accumulated impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Period and method of amortisation are reviewed annually.

3. 主要會計政策(續)

(j) 無形資產(商譽除外)

研究活動開支乃於產生期間確認為開支。倘產品或程序在技術及商業上均具可行性，而本集團亦有充裕資源及意向完成發展，有關發展活動之費用則資本化處理。資本化開支包括材料成本、直接工資及按適當比例之間接費用及借貸成本(倘適用)。資本化開發成本按成本減去累計攤銷與任何累計減值虧損列賬。其他開發開支乃於產生期間確認為開支。

本集團所購入具有確定可使用年期之其他無形資產於財務狀況表按成本減去累計攤銷及任何累計減值虧損列賬。內部產生之商譽及品牌開支於產生期間確認為開支。

具有確定可使用年期之無形資產攤銷按資產估計可使用年期以直線法自損益扣除。每年須檢討其期限及攤銷方法。

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截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(j) Intangible Assets (Other than Goodwill) (Continued)

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

(k) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

3. 主要會計政策(續)

(j) 無形資產(商譽除外)(續)

可使用年期評估為不確定之無形資產不予攤銷。每年檢討有關無形資產之可使用年期為不確定之任何結論以釐定事件及情況是否繼續支持該資產之不確定可使用年期評估。倘不繼續支持，則可使用年期評估由不確定變為確定自變化之日起並根據上述有確定年期之無形資產攤銷政策作出前瞻性記賬。

(k) 租約

凡租約條款將有關擁有權之絕大部份風險及回報轉嫁予承租人之租約，均列為融資租約。所有其他租約均列為經營租約。

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3. Significant Accounting Policies (Continued)

(k) Leases (Continued)

Assets held under finance leases are recognized as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Interest in leasehold land is amortised over the lease term on a straight-line basis.

3. 主要會計政策(續)

(k) 租約(續)

根據融資租約持有之資產按租約起初之公平值或最低租金現值之較低者確認為本集團資產。出租人之相應負債於財務狀況表列作融資租約承擔。租金按比例於融資費用及租約承擔減少之間分配，從而就計算該等負債應付餘額得出固定息率。融資費用直接自損益扣除，惟直接源自合資格資產則除外，在此情況下，根據本集團之一般借貸成本政策資本化。

經營租約之應付租金於有關租期按直線法自損益扣除。作為訂立經營租約優惠已收及應收之利益亦按租期以直線法確認為租金支出減少。

租賃土地權益按直線法於租期內攤銷。

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3. Significant Accounting Policies (Continued)

(I) Foreign Currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Hong Kong dollars, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting date. 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. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策(續)

(I) 外幣

本集團各實體之個別財務報表均以該實體營運所在主要經濟環境之貨幣(其功能貨幣)列值。就綜合財務報表而言,各實體之業績及財務狀況均以本公司之功能貨幣及綜合財務報表之呈列貨幣港幣列值。

編製個別實體之財務報表時,以該實體功能貨幣之外貨幣(外幣)進行之交易乃以交易日期之現行匯率記錄。於各報告期末,以外幣列值之貨幣項目以報告期末之現行匯率重新換算。以外幣結算且按公平值列賬之非貨幣項目以釐定公平值當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

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For the year ended 31 December 2010
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3. Significant Accounting Policies (Continued)

(I) Foreign Currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period in which they arise, except for exchange differences arising on a monetary item forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in Hong Kong dollars using exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case, the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are included in the exchange reserve as a separate component of equity. Such exchange differences are recognized in profit or loss in the period in which the foreign operation is disposed of.

3. 主要會計政策(續)

(I) 外幣(續)

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間計入損益，惟貨幣項目所產生之匯兌差額構成本公司於對外營運之淨投資則除外，於此情況下，該等匯兌差額確認入綜合財務報表之權益中。重新換算按公平值列賬之非貨幣項目所產生之匯兌差額計入期間損益，惟重新換算非貨幣項目產生之差額有關之盈虧直接於權益確認則除外，於此情況下，匯兌差額亦直接確認入權益。

就呈列綜合財務報表而言，本集團對外營運之資產及負債均按報告日期之現行匯率以港幣列值。收入及開支項目乃按期間平均匯率換算，除非期內匯率出現重大波動，於此情況下，則採用交易當日之匯率。所產生匯兌差額(如有)以獨立權益部份計入匯兌儲備。有關匯兌差額於該項對外營運出售期間在損益確認。

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截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(l) Foreign Currencies (Continued)

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 at the rate prevailing on the reporting date. Exchange differences arising are included in the exchange reserve.

(m) Mineral Exploration and Evaluation Expenditure

Ongoing costs of acquisition, exploration and evaluation are capitalised as tangible assets in relation to each separate area of interest in which rights to tenure of the area of interest are current and in respect of which:

- (i) such costs are expected to be recouped through successful development and exploitation of the area or alternatively by their sale; or
- (ii) exploration and evaluation activities in the area have not yet reached the stage which permits a reasonable assessment of the existence of economically recoverable reserves, and active and significant operations are continuing.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

3. 主要會計政策(續)

(l) 外幣(續)

收購對外營運時產生之商譽及所收購可識別資產公平值調整將視為對外營運之資產與負債處理，並按報告日期之現行匯率換算。所產生之匯兌差額記入匯兌儲備。

(m) 礦物勘探及評估開支

收購、勘探及評估之經常成本資本化為有關各獨立權益區域之有形資產，其租用權益區域之權利屬本期及有關下列各項：

- (i) 預期該等成本將透過成功開發及開採該地區或透過銷售而收回；或
- (ii) 於該地區之勘探及評估活動尚未達致容許合理評估經濟上可採收儲備之存在之階段，而積極及重大營運乃持續進行。

如有事實及情況顯示勘探及評估資產可能超過其可收回金額，則勘探及評估資產會進行減值評估。

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3. Significant Accounting Policies (Continued)

(m) Mineral Exploration and Evaluation Expenditure (Continued)

All exploration permits are treated as separate areas of interest.

Once an area of interest enters a development phase, all capitalised acquisition, exploration and evaluation expenditure is transferred to exploration costs within property, plant and equipment.

(n) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 主要會計政策(續)

(m) 礦物勘探及評估開支(續)

所有勘探許可證被視為獨立權益區域。

當權益區域進入開發階段，所有已資本化收購、勘探及評估開支轉撥至物業、廠房及設備內之勘探成本。

(n) 借貸成本

與收購、建造或生產需要長時間方能達致計劃用途或推出銷售之合資格資產直接有關之借貸成本，均資本化為該等資產之部份成本，直至該等資產大致可作擬定用途或銷售為止。特定借貸用以支付合資格資產之經費前作出之暫時投資所賺取投資收益，從合資格資本化之借貸成本中扣除。

一切其他借貸成本均於其產生期間在損益確認。

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截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(o) Employee Benefits

(i) Short Term Employee Benefits and Contributions to Defined Contribution Retirement Plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based Payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

3. 主要會計政策(續)

(o) 僱員福利

(i) 短期僱員福利及定額供款退休計劃之供款

薪金、年度花紅、有薪年假、定額供款退休計劃之供款及非貨幣福利之成本乃於僱員提供相關服務之年度內計提。倘付款或結算被遞延，而其影響可能屬重大，則該等數額乃按其現值列賬。

(ii) 以股份支付之支出

授予僱員之購股權之公平值乃作為僱員成本予以確認，而相應增加於權益內之資本儲備內入賬。公平值乃於授出日期計及購股權授出之條款及條件後計量。倘僱員須符合歸屬條件後方可無條件享有購股權，則購股權之估計公平總值經計及購股權將歸屬之成數後按歸屬期分攤。

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3. Significant Accounting Policies (Continued)

(o) Employee Benefits (Continued)

(ii) Share-based Payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is included in profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(iii) Termination Benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

3. 主要會計政策(續)

(o) 僱員福利(續)

(ii) 以股份支付之支出(續)

於歸屬期內，預期歸屬之購股權數目予以檢討。除非原來僱員費用合資格確認為一項資產，而相應調整計入資本儲備，否則於過往年度內確認之累計公平值之任何調整乃計入檢討年度之損益。於歸屬日期，確認為一項開支之金額予以調整，以反映歸屬購股權之實際數目(於資本儲備內作出相應調整)，惟倘沒收僅由於未能達到與本公司股份市價有關之歸屬條件則除外。權益數額於資本儲備內確認，直至購股權獲行使(當其轉撥至股份溢價賬時)或購股權屆滿(當其直接撥回保留溢利時)為止。

(iii) 終止福利

終止福利乃當及僅當本集團明確地承諾自身終止僱用或透過實際上不可能撤回之詳細正式計劃而向自願辭職之僱員提供福利時予以確認。

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3. Significant Accounting Policies (Continued)

(p) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

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

3. 主要會計政策(續)

(p) 稅項

所得稅開支指本期應付稅項及遞延稅項之總和。

本期應付稅項乃按年內應課稅溢利計算。應課稅溢利與收益表中所報溢利不同，乃由於前者不包括其他年度之應課稅或可扣稅收入或開支，亦不包括毋須課稅或不能扣稅之項目。本集團之本期稅項負債乃用截至報告期末已制定或大致制定之稅率計算。

遞延稅項乃就財務報表內資產及負債賬面值及計算應課稅溢利所用相應稅基之差額而確認，並以資產負債表負債法列賬。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現可運用可扣稅暫時差額對銷應課稅溢利時確認。

若因商譽或因在不影響應課稅溢利或會計溢利之交易(業務合併除外)中初步確認其他資產及負債而引致暫時差額，則不會確認遞延稅項資產及負債。

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3. Significant Accounting Policies (Continued)

(p) Taxation (Continued)

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

3. 主要會計政策(續)

(p) 稅項(續)

遞延稅項負債乃按於附屬公司及聯營公司之投資以及於合營企業權益所產生應課稅暫時差額予以確認，惟若本集團可控制撥回暫時差額之時間及暫時差額有可能於可見將來不會撥回之情況除外。

遞延稅項資產之賬面值於每個報告期末作檢討，並於不再可能有足夠應課稅溢利恢復全部或部份資產價值時作調減。遞延稅項乃按預期於償還負債或變現資產期間應用而於報告期末已制定或大致制定之稅率計算。

遞延稅項扣除於或計入損益，惟當遞延稅項與直接扣除於或計入權益之項目相關時，遞延稅項亦於權益中處理則除外。

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3. Significant Accounting Policies (Continued)

(q) Impairment of Tangible and Intangible Assets Other than Goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value 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 assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under other standard, in which case the impairment loss is treated as revaluation decrease under that standard.

3. 主要會計政策(續)

(q) 商譽以外之有形及無形資產減值

於每個報告期末，本集團檢討其有形及無形資產之賬面值，以確定該等資產有否任何跡象顯示出現減值虧損。倘任何該跡象存在，則估計資產之可收回金額，以確定減值虧損(如有)之程度。倘無法估計個別資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

可收回金額乃公平值減銷售成本及使用價值之較高者。於評估使用價值時，估計日後現金流量乃採用稅前貼現率貼現至其現值，貼現率可反映資產獨有之貨幣時間價值及風險於當時之市場評估。

倘資產(或現金產生單位)之可收回金額估計少於其賬面值，則資產(或現金產生單位)之賬面值削減至其可收回金額。除非有關資產乃根據其他準則按重估金額列賬，於此情況下，減值虧損根據該準則作重估減值處理，否則減值虧損即時於損益內確認。

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3. Significant Accounting Policies (Continued)

(q) Impairment of Tangible and Intangible Assets Other than Goodwill (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under other standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

Impairment losses recognised in an interim financial report prepared in compliance with HKAS 34 Interim Financial Reporting are not reversed at the end of the reporting period to which the interim period relates even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of that reporting period.

3. 主要會計政策(續)

(q) 商譽以外之有形及無形資產減值(續)

倘減值虧損隨後撥回，資產(或現金產生單位)之賬面值將調高至經修訂之估計可收回金額，但增加之賬面值不超過資產(或現金產生單位)假設於以往年度並無已確認減值虧損之賬面值。除非有關資產乃根據其他準則按重估金額入賬，於此情況下，減值虧損撥回根據該準則作重估增值處理，否則減值虧損撥回會即時於損益內確認。

遵照香港會計準則第34號中期財務報告編製之中期財務報告中確認之減值虧損不會於該中期期間之相關報告期末撥回，即使假如減值僅於該報告期末時作評估將不會確認虧損或確認較少虧損。

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3. Significant Accounting Policies (Continued)

(r) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion and the estimated costs to be incurred in marketing, selling and distribution.

(s) Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 主要會計政策(續)

(r) 存貨

存貨乃按成本及可變現淨值之較低者列賬。成本包括直接材料及(如適用)直接勞動成本及使存貨運至其現在工作地點及達致其運作狀況所產生之間接費用。成本乃採用加權平均法計算。可變現淨值乃指估計銷售價格減完成之所有估計成本以及市場推廣、銷售及分銷過程中所產生之估計成本。

(s) 財務工具

當本集團參與訂立有關工具之合約條文時，則確認財務資產及財務負債確認入賬。財務資產及財務負債初步以公平值計量。初步確認時，收購或發行財務資產及財務負債直接產生之交易成本將視乎情況於初步確認時加入或扣除自財務資產或財務負債之公平值。

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3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(i) Financial Assets

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

The financial assets of the Group include loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables, bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

3. 主要會計政策(續)

(s) 財務工具(續)

(i) 財務資產

實際利率法

實際利率法乃計算債務工具之攤銷成本及分配相關期間利息收入之方法。實際利率乃按債務工具預計年期或適用之較短期間將估計未來現金收入(包括實際利率重要組成部份之已支付或已收全部費用或差價、交易成本及其他溢價或折讓)實際貼現至初步確認時之賬面淨值。

本集團之財務資產包括貸款及應收款項。

貸款及應收款項

貸款及應收款項乃具有固定或可釐定付款額及並無活躍市場報價之非衍生財務資產。貸款及應收款項(包括應收賬款及其他應收款項、銀行結餘及現金)乃採用實際利率法減去任何減值按攤銷成本計量，惟倘應收款項為並無固定還款期之免息貸款或貼現影響並不重大，則按成本列賬。

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For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(i) Financial Assets (Continued)

Loans and receivables (Continued)

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition of the financial asset, the estimated future cash flows of the assets have been affected.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

3. 主要會計政策(續)

(s) 財務工具(續)

(i) 財務資產(續)

貸款及應收款項(續)

利息收入應用實際利率確認，惟確認利息不大之短期應收款項除外。

財務資產減值

財務資產於各報告期末評估有否減值跡象。倘有客觀證據證明初步確認財務資產後發生之一項或多項事件令資產之估計未來現金流量受到影響，則財務資產列作減值。

就按攤銷成本列賬之財務資產而言，已確認減值虧損金額乃資產賬面值與按財務資產原實際利率貼現之估計未來現金流量現值之差額。

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3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(i) Financial Assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for similar financial assets. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment losses directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

3. 主要會計政策(續)

(s) 財務工具(續)

(i) 財務資產(續)

財務資產減值(續)

就按成本列賬之財務資產而言，減值虧損金額乃按資產賬面值與按類似財務資產目前市場回報率貼現之估計未來現金流量現值兩者之差額計量。該等減值虧損將不會於其後期間撥回。

就所有財務資產而言，財務資產之賬面值乃以減值虧損直接扣減，惟應收賬款除外，其賬面值乃透過使用備抵銷扣減。當應收賬款被視為不可收回，其將於備抵銷內撇銷。倘過往已撇銷之款項其後收回，則計入撥備賬。撥備賬之賬面值變動於損益確認。

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3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(i) Financial Assets (Continued)

Impairment of financial assets (Continued)

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the debtor will enter bankruptcy or financial re-organisation

Financial assets that are assessed not to be impaired individually, are assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策(續)

(s) 財務工具(續)

(i) 財務資產(續)

財務資產減值(續)

客觀減值證據包括：

- 發行人或對手方出現重大財政困難；或
- 未能繳付或拖欠利息或本金；或
- 借款人有可能面臨破產或財務重組

並非個別評估減值之財務資產按集體基準評估減值。應收款項組合之客觀減值證據包括本集團過往收賬經驗、組合內逾期付款超過90天平均信貸期之次數增加，以及國家或本地經濟狀況出現與拖欠應收款項有關之可觀察變動。

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截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(ii) Financial Liabilities and Equity Instruments

Debt and equity instruments issued by the Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

3. 主要會計政策(續)

(s) 財務工具(續)

(ii) 財務負債及股本工具

本集團實體發行之債務及股本工具根據合約安排的具體內容及財務負債及股本工具之定義分類為財務負債或股本。

股本工具乃證明實體資產經扣除其所有負債後剩餘權益之任何合約。本集團發行之股本工具按已收所得款項扣除直接發行成本確認。

實際利率法

實際利率法乃計算財務負債之攤銷成本及分配相關期間利息開支之方法。實際利率乃按財務負債預計年期或適用之較短期間將估計未來現金付款(包括實際利率重要組成部份之已支付或已收全部費用及差價、交易成本及其他溢價或折讓)實際貼現至初步確認時之賬面淨值。

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3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(ii) Financial Liabilities and Equity Instruments (Continued)

Convertible bonds

Convertible bonds issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of 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 conversion option for the holder to convert the loan notes into equity, is included in the convertible bonds equity reserve as a separate component of equity.

3. 主要會計政策(續)

(s) 財務工具(續)

(ii) 財務負債及股本工具(續)

可換股債券

可換股債券由本公司發行，當中包括負債及轉換選擇權部份，各項目於初步確認時於有關項目獨立分類。轉換選擇權將透過以定額現金或其他財務資產交換固定數目本公司本身股本工具清償，乃歸類為股本工具。

於初步確認時，負債部份公平值按類似非轉換債務現行市場利率釐定。發行可換股債券所得款項與撥至負債部份公平值間差額，即持有人將貸款票據轉換為權益之轉換選擇權，作為獨立權益項目計入可換股債券權益儲備。

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3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(ii) Financial Liabilities and Equity Instruments (Continued)

Convertible bonds (Continued)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds equity reserve until the conversion option is exercised (in which case the balance stated in convertible bonds equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to the retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

3. 主要會計政策(續)

(s) 財務工具(續)

(ii) 財務負債及股本工具(續)

可換股債券(續)

於隨後期間，可換股債券負債部份採用實際利率法按攤銷成本列賬。權益部份為轉換負債部份為本公司普通股之選擇權，將繼續於可換股債券權益儲備列賬，直至轉換選擇權已獲行使(於該情況下，可換股債券權益儲備結存將轉撥至股份溢價)。倘購股權於屆滿日期仍然未獲行使，則於可換股債券權益儲備之結存將撥回保留溢利。選擇權轉換或屆滿前，概無收益或虧損確認入損益。

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3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(ii) Financial Liabilities and Equity Instruments (Continued)

Convertible bonds (Continued)

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and amortised over the period of the convertible bonds using the effective interest method.

Trade and other payables

Trade and other payables are subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would not be material, in which case they are stated at cost.

3. 主要會計政策(續)

(s) 財務工具(續)

(ii) 財務負債及股本工具(續)

可換股債券(續)

與發行可換股債券有關之交易成本，按所得款項分配比例分配至負債及權益部份。有關權益部份之交易成本直接計入權益。有關負債部份之交易成本計入負債部份賬面值，採用實際利率法於可換股債券期間攤銷。

應付賬款及其他應付款項

應付賬款及其他應付款項隨後採用實際利率法以攤銷成本計量，惟於貼現影響不大之情況下以成本列賬則除外。

Notes to the Financial Statements 財務報表附註

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截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(s) Financial Instruments (Continued)

(iii) Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when a financial asset is transferred, the Group has transferred substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策(續)

(s) 財務工具(續)

(iii) 取消確認

僅於本集團自資產收取現金流量之合約權利屆滿，或於財務資產被轉讓時，本集團已向另一實體轉讓資產之絕大部份風險及回報，方會取消確認財務資產。倘本集團並無轉讓或保留所轉讓資產之絕大部份風險及回報並繼續控制讓資產，則本集團會確認於該資產之保留權益及其可能須支付之相關負債。

取消確認財務資產時，資產賬面值與已收及應收代價之總和之間之差額於損益確認。

本集團會並僅於本集團之責任解除、註銷或屆滿時取消確認財務負債。已取消確認財務負債之賬面值與已付及應付代價間之差額於損益確認。

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3. Significant Accounting Policies (Continued)

(t) Financial Guarantees, Provisions and Contingent Liabilities

(i) Financial Guarantees

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

3. 主要會計政策(續)

(t) 財務擔保、撥備及或然負債

(i) 財務擔保

財務擔保乃指由簽發人(即擔保人)須於擔保受益人(「持有人」)因指定債務人未能根據債務工具之條款支付到期款項而蒙受損失時，向持有人償付指定款項之合約。

當本集團發出財務擔保時，該擔保之公平值(即交易價格，惟公平值能可靠地估計除外)初步確認為應付賬款及其他應付款項內之遞延收入。當就發行有關擔保已收或應收代價時，代價乃根據本集團適用於該資產類別之政策確認。倘並無有關代價屬已收或應收，則於初步確認任何遞延收入時於損益確認即時開支。

Notes to the Financial Statements 財務報表附註

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3. Significant Accounting Policies (Continued)

(t) Financial Guarantees, Provisions and Contingent Liabilities (Continued)

(i) Financial Guarantees (Continued)

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 3(t)(iii) if and when (1) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (2) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised less accumulated amortisation.

(ii) Contingent Liabilities Acquired in Business Combinations

Contingent liabilities acquired as part of a business combination are initially recognized at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 3(t)(iii). Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note 3(t)(iii).

3. 主要會計政策(續)

(t) 財務擔保、撥備及或然負債(續)

(i) 財務擔保(續)

初步確認為遞延收入之擔保額會於擔保期內在損益攤銷，作為發出財務擔保之收入。此外，倘(1)擔保持有人有可能省視擔保下之本集團；及(2)本集團之申索款額預期超過現時列於該擔保之應付賬款及其他應付款項(即初步確認之金額，減累計攤銷)，則撥備根據附註3(t)(iii)確認。

(ii) 於業務合併中收購之或然負債

作為業務合併一部分，收購之或然負債初步以公平值確認，惟公平值需能夠可靠地計量。於其以公平值初步確認後，該等或然負債以初步確認金額減適用之累計攤銷，以及根據附註3(t)(iii)釐定金額之較高者確認。於業務合併中收購之或然負債若未能可靠地計量公平值，則根據附註3(t)(iii)披露。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

(t) Financial Guarantees, Provisions and Contingent Liabilities (Continued)

(iii) Other Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation 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.

Present obligation is disclosed as a contingent liability where it is not probable that an outflow of economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as a contingent liability unless the probability of outflow of economic benefits is remote.

3. 主要會計政策(續)

(t) 財務擔保、撥備及或然負債(續)

(iii) 其他撥備及或然負債

倘本集團因過去事件須承擔現時責任，而且履行該責任很可能需要流出經濟利益且能作出可靠估計，則確認撥備。倘金錢之時間價值重大，撥備會以履行責任預期所需支出之現值列賬。

倘可能毋須流出經濟利益以履行責任，或責任數額未能充分可靠估計，則現有責任須披露為或然負債。因過往事件產生且其存在僅以發生或不發生一項或多項未來事件確定之可能責任，除非經濟利益流出可能性極低，否則亦同時披露為或然負債。

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財務報表附註

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3. Significant Accounting Policies (Continued)

(u) Related Parties

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

- (i) The party, directly or indirectly through one or more intermediaries, (1) controls, is controlled by, or is under common control with, the Group; (2) has an interest in the Group that gives it significant influence over the Group; or (3) has joint control over the Group;
- (ii) The party is an associate;
- (iii) The party is a jointly controlled entity;
- (iv) The party is a member of the key management personnel of the Group or its parent;
- (v) The party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) The party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides, with directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) The party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

3. 主要會計政策(續)

(u) 關連方

一方被視為與本集團有關連，倘：

- (i) 該方直接或間接透過一間或多間中介公司，(1)控制本集團、受本集團控制或與本集團受共同控制；(2)於本集團擁有權益，因而對本集團有重大影響；或(3)共同控制本集團；
- (ii) 該方為聯營公司；
- (iii) 該方為共同控制實體；
- (iv) 該方為本集團或其母公司主要管理人員之成員；
- (v) 該方為(i)或(iv)所述任何個人之近親；
- (vi) 該方為受(iv)或(v)所述任何個人直接或間接控制、共同控制或重大影響之實體，或上述個人直接或間接擁有其重大投票權之實體；或
- (vii) 該方為以本集團或任何屬本集團關連方之實體之僱員為受益人之僱用後福利計劃。

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3. Significant Accounting Policies (Continued)

(u) Related Parties (Continued)

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(v) Segment Reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3. 主要會計政策(續)

(u) 關連方(續)

個人之近親為預期在與該實體交易中影響個人或受個人影響之家族成員。

(v) 分部報告

經營分部及財務報表所呈報各分部項目之金額乃自定期提供予本集團最高行政管理人員之財務資料中識別得出，以將資源分配至本集團各項業務及地理位置，以及評估本集團各項業務及地理位置之表現。

就財務報告而言，除非分部具備相似經濟特徵以及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法及監管環境性質方面相似，否則各個重大經營分部不會進行合算。個別非重大之經營分部，倘若符合上述大部分標準，則可進行合算。

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4. Critical Accounting Judgments and Estimates

(a) Judgments

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations as discussed below, which have the most significant effect on the amounts recognised in the financial statements.

(i) Impairment of Assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the management has to exercise judgment in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may effect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

4. 重大會計判斷及估計

(a) 判斷

除下文討論涉及估計之判斷外，下列重大判決為管理層於應用本集團會計政策過程時所作出及對該等財務報表內所確認之金額構成之影響最為重大。

(i) 資產減值

於釐定資產是否已減值或過往導致減值之事件是否不再存在時，管理層需就資產減值行使判斷，尤其是評估：(1) 是否發生可能影響資產價值之事件或該影響資產價值之事件是否不存在；(2) 資產之賬面值能否以未來現金流量之淨現值作支持，而該淨現值乃根據持續使用資產或取消確認而作出估計；及(3) 於編製現金流量預測時將採用之適當主要假設，包括該等現金流量預測是否採用適當比率貼現。管理層選擇以釐定減值程度之假設(包括用於現金流量預測之貼現率或增長率假設)之變動可能對減值測試所採用之淨現值產生重大影響。

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4. Critical Accounting Judgments and Estimates (Continued)

(a) Judgments (Continued)

(ii) Income Taxes

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

Deferred tax assets are recognised for unused tax losses carried forward to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised, based on all available evidence. Recognition primarily involves judgement regarding the future performance of the particular legal entity or tax group in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that a portion or all of the deferred tax assets will ultimately be realised, such as the existence of taxable temporary differences, tax planning strategies and the periods in which estimated tax losses can be utilised. The carrying amount of deferred tax assets and related financial models and budgets are reviewed at the end of each reporting period and to the extent that there is insufficient convincing evidence that sufficient taxable profits will be available within the utilization periods to allow utilisation of the carry forward tax losses, the asset balance will be reduced and charged to the income statement.

4. 重大會計判斷及估計(續)

(a) 判斷(續)

(ii) 所得稅

遞延稅項乃採用負債法於報告期末就財務報告所用資產與負債之課稅基礎與其賬面值之所有暫時差額作出撥備。

遞延稅項資產就結轉之未動用稅務虧損而予以確認，惟以根據所有可獲取之憑證顯示可能有未來應課稅溢利可以未動用稅務虧損予以抵銷為限。確認主要涉及之判斷乃有關確認遞延稅項資產之特定法律實體或稅務團體之未來表現。於考慮是否有可信服之憑證顯示可能有部份或全部遞延稅項資產最終將獲變現時，將會評估多項其他因素，如存在應課稅暫時差額、稅務規劃策略及可動用估計稅務虧損之期間。本集團會於各報告期末檢討遞延稅項資產之賬面值及有關財務模型與預算，而倘無充分可信服之憑證顯示於動用期內將有足夠應課稅溢利以容許動用結轉之稅務虧損，則資產結存將會減少，並自收益表扣除。

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4. Critical Accounting Judgments and Estimates (Continued)

(b) Estimation Uncertainty

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

(i) Impairment Test of Assets

The management determines whether an asset is impaired at least on an annual basis or where an indication of impairment exists. This requires an estimation of the value in use of the asset. Estimating the value in use requires the management to make an estimate of the expected future cash flows from the assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

4. 重大會計判斷及估計(續)

(b) 估計之不明朗因素

以下為於報告期末有關未來估計及其他主要估計來源之不明朗因素之主要假設，該等假設涉及須對本集團於下個財政年度之資產及負債賬面值作出重大調整之重大風險。

(i) 資產減值測試

管理層最少每年或於出現減值跡象時釐定資產是否經已減值。此舉需要對資產之使用價值作出估計，而估計使用價值需要管理層對預期資產所產生之未來現金流量作出估計，並選用適當之貼現率以計算該等現金流量之現值。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

4. Critical Accounting Judgments and Estimates (Continued)

(b) Estimation Uncertainty (Continued)

(ii) Income Taxes

The management reviews the carrying amount of deferred tax assets at the end of each reporting period and reduces the amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. This requires an estimation of the future taxable profits. Estimating the future taxable profits requires the management to make an estimate of the expected future earnings of the Group and also to choose a suitable discount rate in order to calculate the present value of the earnings.

(iii) Depreciation of Property, Plant and Equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual value. The determination of the useful lives and residual values involve management's estimation. The management assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year when the estimate is changed and the future period.

4. 重大會計判斷及估計(續)

(b) 估計之不明朗因素(續)

(ii) 所得稅

管理層於各報告期末檢討遞延稅項資產之賬面值，並以不再可能有足夠應課稅溢利以容許動用全部或部份遞延稅項資產為限將金額減少。此舉需對未來應課稅溢利作出估計，而估計未來應課稅溢利需要管理層對預期本集團所產生之未來盈利作出估計，並選用適當之貼現率以計算盈利之現值。

(iii) 物業、廠房及設備折舊

物業、廠房及設備經考慮其估計剩餘價值後採用直線法於其估計可使用年期內折舊。釐定可使用年期及剩餘價值涉及管理層之估計。管理層每年評估物業、廠房及設備之剩餘價值及可使用年期，而倘所作出之預期與原先之估計有所不同，則該差額可能對估計出現變動之年度及未來期間之折舊構成影響。

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財務報表附註

For the year ended 31 December 2010
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5. Revenue

- (a) An analysis of the Group's turnover for the year is as follows:

	2010 二零一零年	2009 二零零九年
	HK\$'000 港幣千元	HK\$'000 港幣千元
Sales of petroleum-related products 銷售石油相關產品	826	3,916

5. 收益

- (a) 本集團之本年度營業額分析如下：

- (b) An analysis of the Group's other revenue and net income for the year is as follows:

	2010 二零一零年	2009 二零零九年
	HK\$'000 港幣千元	HK\$'000 港幣千元
Bank interest income 銀行利息收入	2	3
Sundry income 雜項收入	120	123
	122	126

- (b) 本集團之本年度其他收益及淨收入分析如下：

6. Finance Costs

Bank overdraft interest 銀行透支利息	6	—
Effective interest on convertible bonds 可換股債券之實際利息	29,372	25,008
Interest on amount due to a related company 應付關連公司款項之利息	15	2
Other interest 其他利息	3	—

6. 融資成本

	2010 二零一零年	2009 二零零九年
	HK\$'000 港幣千元	HK\$'000 港幣千元
	29,396	25,010

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7. Loss Before Tax

7. 除稅前虧損

Loss before tax is arrived at after charging:

除稅前虧損已扣除以下項目：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Staff costs	員工成本		
(including directors' remuneration)	(包括董事酬金)		
— Salaries and other benefits	— 薪金及其他福利	10,790	7,594
— Retirement scheme contributions	— 退休計劃供款	104	93
		10,894	7,687
Auditors' remuneration	核數師酬金		
Audit services	審核服務	414	390
Non-audit services	非審核服務	400	120
		814	510
Depreciation of property, plant and equipment	物業、廠房及設備折舊	337	280
Operating lease payments for land and buildings	土地及樓宇之經營租約款項	1,857	1,641
Carrying amount of inventories sold	售出存貨賬面值	814	3,858

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財務報表附註

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8. Income Tax

8. 所得稅

		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current tax:	本期稅項：		
— Hong Kong	— 香港	—	—
— Other jurisdictions	— 其他司法權區	—	(6)
Deferred tax	遞延稅項	3,310	2,758
Income tax credit for the year	本年度所得稅抵免	3,310	2,752

Hong Kong profits tax is calculated at the rate of 16.5% (2009: 16.5%) on the estimated assessable profit for the year.

香港利得稅乃按本年度估計應課稅溢利按16.5% (二零零九年：16.5%)之稅率計算。

PRC subsidiaries are subject to PRC enterprise income tax at the rate of 25% (2009: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

中國附屬公司須按25% (二零零九年：25%)稅率繳付中國企業所得稅。於其他司法權區產生之稅項按相關司法權區之通行稅率計算。

Deferred tax for the year represents tax income recognized on reversal of temporary differences arising from convertible bonds.

本年度之遞延稅項為就撥回可換股債券所產生暫時差額確認之稅項收入。

No deferred tax has been recognized on losses for the year of approximately HK\$9,931,000 (2009: HK\$7,491,000) due to unpredictability stream of future taxable profits that will be available against which the tax losses can be utilized.

由於可利用稅務虧損抵銷之未來應課稅溢利之來源難以預測，故並無就本年度虧損約港幣9,931,000元 (二零零九年：港幣7,491,000元) 確認遞延稅項。

There was no material unprovided deferred tax charge for the year (2009: Nil).

本年度並無重大未計提撥備遞延稅項支出 (二零零九年：無)。

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財務報表附註

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8. Income Tax (Continued)

8. 所得稅(續)

The taxation for the year can be reconciled to the loss per the consolidated income statement as follows:

本年度稅項可與綜合收益表之虧損對賬如下：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Loss before tax	除稅前虧損	(69,872)	(97,976)
Notional tax credit on loss before tax, calculated at the tax rates applicable to profits in the jurisdictions concerned	按有關司法權區溢利適用稅率計算之除稅前虧損之名義稅項抵免	11,529	15,944
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	(2)	1
Tax effect of impairment loss on interests in associates	於聯營公司權益之減值虧損之稅務影響	4,429	(3,559)
Tax effect of impairment loss on interests in jointly controlled entities	於共同控制實體權益之減值虧損之稅務影響	(6,787)	(5,654)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	(5,303)	(4,166)
Tax effect of non-taxable income	無需課稅收入之稅務影響	64	150
Tax effect of losses not allowable	不可扣稅虧損之稅務影響	(2,181)	(1,292)
Tax effect of allowable losses not recognised	未確認可扣稅虧損之稅務影響	(1,743)	(1,268)
Tax effect of other temporary differences not recognised	其他未確認暫時差額之稅務影響	3,304	2,596
Income tax credit for the year	本年度所得稅抵免	3,310	2,752

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9. Directors' and Employees' Emoluments

(i) Directors' Emoluments

The emoluments paid or payable to each of the 8 (2009: 7) Directors are as follows:

2010	二零一零年	Fees	Salaries and other benefits	Retirement scheme contributions	Total
		袍金	薪金及其他福利	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Executive Directors:	執行董事：				
KUAI Wei	鄺偉	—	360	—	360
CAO Xuejun	曹學軍	—	656	—	656
Zhang Xiaobao	張曉寶	—	301	—	301
LIN Zhang	林漳	—	346	12	358
Independent non-executive Directors:	獨立非執行董事：				
CHAN Kin Cheong (note a)	陳健昌(附註a)	—	—	—	—
WANG Yanhui	王燕輝	—	—	—	—
PAI Hsi-Ping	白旭屏	—	—	—	—
WONG Kon Man Jason (note b)	王幹文(附註b)	31	—	—	31
		31	1,663	12	1,706

Notes:

- (a) Mr. Chan Kin Cheong resigned as an independent non-executive Director of the Company on 4 May 2010.
- (b) Mr. Wong Kon Man Jason was appointed as an independent non-executive Director of the Company on 12 May 2010.

9. 董事及僱員薪酬

(i) 董事薪酬

已支付或應支付予八名(二零零九年：七名)董事之薪酬如下：

附註：

- (a) 陳健昌先生於二零一零年五月四日辭任本公司獨立非執行董事。
- (b) 王幹文先生於二零一零年五月十二日獲委任為本公司獨立非執行董事。

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9. Directors' and Employees' Emoluments (Continued)

9. 董事及僱員薪酬(續)

(i) Directors' Emoluments (Continued)

(i) 董事薪酬(續)

2009	二零零九年	Fees	Salaries and other benefits	Retirement scheme contributions	Total
		袍金	薪金及其他福利	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Executive Directors: 執行董事:					
CAO Xuejun	曹學軍	—	1,163	—	1,163
KUAI Wei	鄒偉	—	387	—	387
LIN Zhang	林漳	—	352	—	352
ZHANG Xiaobao (note a)	張曉寶(附註a)	—	53	—	53
Independent non-executive Directors: 獨立非執行董事:					
CHAN Kin Cheong	陳健昌	—	—	—	—
WANG Yanhui	王燕輝	—	—	—	—
ZHANG Xiaobao (note a)	張曉寶(附註a)	—	—	—	—
PAI Hsi-Ping (note b)	白旭屏(附註b)	—	—	—	—
		—	1,955	—	1,955

Notes:

附註:

- (a) Mr. Zhang Xiaobao held office as an independent non-executive director of the Company up to 16 May 2009 when he was appointed as an executive Director of the Company.
- (b) Mr. Pai Hsi-Ping was appointed as an independent non-executive Director of the Company on 30 July 2009.

- (a) 張曉寶先生擔任本公司獨立非執行董事至二零零九年五月十六日，其時獲委任為本公司執行董事。
- (b) 白旭屏先生於二零零九年七月三十日獲委任為本公司獨立非執行董事。

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財務報表附註

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9. Directors' and Employees' Emoluments (Continued)

- (ii) Of the 5 individuals with the highest emoluments in the Group, 1 (2009: 2) is a Director of the Company. The emoluments of the 4 (2009: 3) non-Director individuals are as follows:

		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	2,768	1,549
Retirement scheme contributions	退休計劃供款	12	12
		2,780	1,561

The emoluments of those 4 (2009: 3) non-Director individuals with the highest emoluments are within the following bands:

		Number of individuals 人數	
		2010 二零一零年	2009 二零零九年
HK\$0 to HK\$1,000,000	港幣0元至港幣1,000,000元	3	3
HK\$1,000,001 to HK\$2,000,000	港幣1,000,001元至 港幣2,000,000元	1	—

9. 董事及僱員薪酬(續)

- (ii) 本集團五名最高薪酬人士中，一名(二零零九年：兩名)為本公司董事。該四名(二零零九年：三名)非董事人士之薪酬如下：

該四名(二零零九年：三名)薪酬最高非董事人士之薪酬介乎下列範圍：

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For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

10. Loss Attributable to Owners of the Company

The consolidated loss attributable to owners of the Company for the year ended 31 December 2010 includes a loss of HK\$36,935,000 (2009: HK\$29,926,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's loss for the year is as follows:

10. 本公司擁有人應佔虧損

截至二零一零年十二月三十一日止年度，本公司擁有人應佔綜合虧損包括虧損港幣36,935,000元(二零零九年：港幣29,926,000元)，該虧損已於本公司之財務報表內處理。

以上金額與本公司之本年度虧損對賬如下：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Amount of consolidated loss attributable to owners dealt with in the Company's financial statements	於本公司財務報表內處理之擁有人應佔綜合虧損金額	(36,935)	(29,926)
Impairment losses on amounts due from subsidiaries	應收附屬公司款項之減值虧損	(2,724)	(149,478)
Consultancy fee income charged to subsidiaries	已收附屬公司顧問費收入	390	908
Company's loss for the year (Note 28)	本公司之本年度虧損(附註28)	(39,269)	(178,496)

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For the year ended 31 December 2010
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11. Loss Per Share

The calculations of the basic and diluted loss per share are based on the following data:

11. 每股虧損

每股基本及攤薄虧損乃根據下列數據計算：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Loss for the year attributable to owners of the Company	本公司擁有人應佔 本年度虧損	(66,110)	(95,157)
			(Restated)
Number of shares	股份數目	'000 千股	'000 千股
Weighted average number of ordinary shares used in the calculation of basic loss per share	計算每股基本虧損所採用 之加權平均普通股數目	1,693,710	1,190,632
Effect of dilutive potential ordinary shares	攤薄潛在普通股之影響	600,000	545,276
Weighted average number of ordinary shares used in the calculation of diluted loss per share	計算每股攤薄虧損所採用 之加權平均普通股數目	2,293,710	1,735,908

Effect of diluted potential ordinary shares on convertible bonds and warrants is considered to be nil as the average market price of ordinary shares during the relevant periods is below the conversion price of the convertible bonds and the exercise price of the warrants.

由於有關期間內普通股之平均市價低於可換股債券之兌換價及認股權證之行使價，故可換股債券及認股權證所涉及攤薄潛在普通股之影響被視為零。

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For the year ended 31 December 2010
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11. Loss Per Share (Continued)

The diluted loss per share for the years ended 31 December 2010 and 2009 has not been disclosed as the potential shares arising from the conversion of the convertible bonds and exercise of the warrants would decrease the loss per share of the Group for the year, and is regarded as anti-dilutive.

The number of shares for the purposes of calculating basic loss per share for the year ended 31 December 2009 has been adjusted and restated to reflect the share consolidation and rights issues during the year.

12. Dividends

No dividend has been paid or proposed for the year (2009: Nil).

13. Segment Information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

For the year ended 31 December 2010, the Group has 2 reportable segments — (1) exploration of oil, natural gas and coal, and (2) trading of petroleum-related products. These segments are managed separately as they belong to different industries and require different operating systems and strategies.

There were no sales or other transactions between those reportable segments.

An analysis of the Group's reportable segment revenues, results, assets, liabilities and other selected financial information is presented below.

11. 每股虧損(續)

由於兌換可換股債券及行使認股權證產生之潛在股份將減少本集團於本年度之每股虧損而被視為反攤薄，故並無披露截至二零一零年及二零零九年十二月三十一日止年度之每股攤薄虧損。

計算截至二零零九年十二月三十一日止年度每股基本虧損所採用之股份數目已經調整及重列以反映年內之股份合併及供股。

12. 股息

本年度並無派付或建議派付股息(二零零九年：無)。

13. 分部資料

本集團按首席經營決策人所審閱用以作出策略性決定之報告釐定其經營分部。

截至二零一零年十二月三十一日止年度，本集團有兩個報告分部 — (1) 勘探石油、天然氣及煤炭，及(2) 買賣石油相關產品。由於該等分部屬於不同行業及需要不同經營系統及策略，故分開管理。

該等報告分部之間並無銷售或其他交易。

本集團報告分部收益、業績、資產、負債及其他經挑選財務資料之分析呈列如下。

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財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments

(a) 報告分部

Segment revenues and results

分部收益及業績

2010 二零一零年	Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover:	營業額：		
Revenues from external customers	來自外部客戶之收益	—	826
Interest income	利息收入	1	1
			2
Total income	收入總額	1	827
Reportable segment loss before tax	報告分部之除稅前虧損	(7,623)	(144)
			(7,767)
Unallocated corporate income	未分配企業收入		120
Unallocated corporate expenses	未分配企業開支		(18,535)
Impairment loss on interests in associates written back	於聯營公司權益之減值虧損撥回	26,843	26,843
Impairment loss on interests in jointly controlled entities	於共同控制實體權益之減值虧損	(41,136)	(41,136)
Share of results of associates	應佔聯營公司業績	(10)	(10)
Interest expense	利息開支	(29,387)	(29,387)
Loss before tax	除稅前虧損		(69,872)
Income tax	所得稅	3,310	3,310
Loss for the year	本年度虧損		(66,562)

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For the year ended 31 December 2010

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments (Continued)

(a) 報告分部(續)

Segment revenues and results (Continued)

分部資產及負債(續)

2009 二零零九年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover:	營業額：			
Revenues from external customers	來自外部客戶之收益	—	3,916	3,916
Interest income	利息收入	1	2	3
Other revenues	其他收益	4	—	4
Total income	收入總額	5	3,918	3,923
Reportable segment loss before tax	報告分部之除稅前虧損	(6,841)	(130)	(6,971)
Unallocated corporate income	未分配企業收入			119
Unallocated corporate expenses	未分配企業開支			(10,273)
Impairment loss on interests in associates	於聯營公司權益之減值虧損	(34,265)		(34,265)
Impairment loss on interests in jointly controlled entities	於共同控制實體權益之減值虧損	(21,571)		(21,571)
Share of results of associates	應佔聯營公司業績	(5)		(5)
Interest expense	利息開支	(25,010)		(25,010)
Loss before tax	除稅前虧損			(97,976)
Income tax	所得稅	2,752		2,752
Loss for the year	本年度虧損			(95,224)

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財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

13. Segment Information (Continued)

(a) Reportable Segments (Continued)

Segment assets and liabilities

2010 二零一零年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets:	資產：			
Segment assets	分部資產	24,690	1,994	26,684
Interests in associates	於聯營公司權益	74,478	—	74,478
Interests in jointly controlled entities	於共同控制實體權益	866,382	—	866,382
Unallocated corporate assets	未分配企業資產			15,569
Total assets	總資產			983,113
Liabilities:	負債：			
Segment liabilities	分部負債	355,772	1,035	356,807
Unallocated corporate liabilities	未分配企業負債			3,969
Total liabilities	總負債			360,776

13. 分部資料(續)

(a) 報告分部(續)

分部資產及負債

Notes to the Financial Statements 財務報表附註

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13. Segment Information (Continued)

13. 分部資料(續)

(a) Reportable Segments (Continued)

(a) 報告分部(續)

Segment assets and liabilities (Continued)

分部資產及負債(續)

2009 二零零九年		Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets:	資產：			
Segment assets	分部資產	9,081	1,096	10,177
Interests in associates	於聯營公司權益	47,645	—	47,645
Interests in jointly controlled entities	於共同控制實體權益	858,151	—	858,151
Unallocated corporate assets	未分配企業資產			8,867
Total assets	總資產			924,840
Liabilities:	負債：			
Segment liabilities	分部負債	375,226	—	375,226
Unallocated corporate liabilities	未分配企業負債			61,501
Total liabilities	總負債			436,727

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財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

13. Segment Information (Continued)

(a) Reportable Segments (Continued)

Other segment information

2010 二零一零年	Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Unallocated 未分配	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation 折舊	254	—	83	337
Capital expenditure 資本開支	313	—	148	461

2009 二零零九年	Exploration of oil, natural gas and coal 勘探石油、 天然氣及煤炭	Trading of petroleum related products 買賣石油 相關產品	Unallocated 未分配	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation 折舊	213	—	67	280
Capital expenditure 資本開支	67	—	50	117

13. 分部資料(續)

(a) 報告分部(續)

其他分部資料

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財務報表附註

For the year ended 31 December 2010
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13. Segment Information (Continued)

(b) Geographical Information

The following table sets out information about the geographical location of (i) the Group's revenues from external customers and (ii) the Group's property, plant and equipment, intangible assets, goodwill and interests in associates and jointly controlled entities ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, the location of the operation to which they are allocated, in the case of intangible and goodwill, and the location of operation, in the case of interests in associates and jointly controlled entities.

	Revenues from external customers 來自外部客戶之收益		Specified non-current assets 特定非流動資產	
	2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Mainland China, including Hong Kong and Macau 中國內地，包括香港及澳門	826	3,916	965	840
Brunei 汶萊	—	—	866,382	858,151
Philippines 菲律賓	—	—	85,825	54,029
	826	3,916	953,172	913,020

(c) Information about major customers

Included in revenues from external customers of HK\$826,000 (2009: HK\$3,916,000) are revenues of HK\$826,000 (2009: HK\$2,226,000) which arose from sales to the Group's largest customer under the trading of petroleum-related products segment.

13. 分部資料(續)

(b) 地區資料

下表載列有關(i)本集團來自外部客戶之收益及(ii)本集團物業、廠房及設備、無形資產、商譽，以及於聯營公司及共同控制實體權益(「特定非流動資產」)之地區位置資料。客戶之地區位置是根據提供服務或付運貨物之地點而決定。特定非流動資產之地區位置是根據(如屬物業、廠房及設備)資產實質所在位置、(如屬無形資產及商譽)獲分配之營運地點，以及(如屬於聯營公司及共同控制實體權益)營運所在地而決定。

(c) 有關主要客戶之資料

來自外部客戶之收益港幣826,000元(二零零九年：港幣3,916,000元)包括買賣石油相關產品分部項下向本集團最大客戶進行銷售而產生之收益港幣826,000元(二零零九年：港幣2,226,000元)。

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14. Property, Plant and Equipment

14. 物業、廠房及設備

The Group

本集團

**Plant and
equipment**
廠房及設備
HK\$'000
港幣千元

Cost or valuation:	成本或估值：	
At 1 January 2009	於二零零九年一月一日	1,309
Additions	添置	117
Disposals	出售	(14)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	1,412
Additions	添置	461
Exchange adjustment	匯兌調整	2
At 31 December 2010	於二零一零年十二月三十一日	1,875
Depreciation and impairment:	折舊及減值：	
At 1 January 2009	於二零零九年一月一日	306
Provided for the year	本年度撥備	280
Written back on disposals	於出售時撥回	(14)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	572
Provided for the year	本年度撥備	337
Exchange adjustment	匯兌調整	1
At 31 December 2010	於二零一零年十二月三十一日	910
Carrying amounts:	賬面值：	
At 31 December 2010	於二零一零年十二月三十一日	965
At 31 December 2009	於二零零九年十二月三十一日	840

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14. Property, Plant and Equipment (Continued)

14. 物業、廠房及設備(續)

The Company

本公司

**Plant and
equipment**
廠房及設備
HK\$'000
港幣千元

Cost or valuation:	成本或估值：	
At 1 January 2009	於二零零九年一月一日	241
Disposals	出售	(14)
At 31 December 2009 and 1 January 2010 and at 31 December 2010	於二零零九年十二月三十一日及 二零一零年一月一日及於 二零一零年十二月三十一日	227
Depreciation and impairment:	折舊及減值：	
At 1 January 2009	於二零零九年一月一日	82
Provided for the year	本年度撥備	44
Written back on disposals	於出售時撥回	(14)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	112
Provided for the year	本年度撥備	40
At 31 December 2010	於二零一零年十二月三十一日	152
Carrying amounts:	賬面值：	
At 31 December 2010	於二零一零年十二月三十一日	75
At 31 December 2009	於二零零九年十二月三十一日	115

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財務報表附註

For the year ended 31 December 2010
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15. Investments in Subsidiaries

15. 於附屬公司之投資

		The Company 本公司	
		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份，按成本	24,895	24,895

Details of principal subsidiaries as at 31 December 2010, which materially affect the Group's results or net assets, are set out in note 35.

於二零一零年十二月三十一日，對本集團之業績或淨資產具有重大影響之主要附屬公司之詳情載列於附註35。

16. Interests in Associates

16. 於聯營公司權益

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At the beginning of the year	於年初	47,645	81,915
Share of loss of associates	應佔聯營公司業績	(10)	(5)
Impairment loss written back/(recognized)	撥回/(確認)之減值虧損	26,843	(34,265)
At the end of the year	於年終	74,478	47,645

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For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

16. Interests in Associates (Continued)

16. 於聯營公司權益(續)

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Registered capital 註冊資本	Attributable equity interest held by the Group 應佔本集團持有之股權				Principal activities 主要業務
			2010 二零一零年		2009 二零零九年		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Great Wall Mining and Power Corp. 菲律賓	Philippines 菲律賓	PHP2,500,000 2,500,000 披索	40%	24%	40%	24%	Coal mining 煤礦開採
Eastern Star Mining and Power Corp. 菲律賓	Philippines 菲律賓	PHP2,500,000 2,500,000 披索	40%	—	40%	—	Investment holding 投資控股

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16. Interests in Associates (Continued)

Summarised financial information in respect of associates are set out below:

16. 於聯營公司權益(續)

有關聯營公司之財務資料概述如下：

		Year ended 31 December 2010 截至 二零一零年 十二月三十一日 止年度	Year ended 31 December 2009 截至 二零零九年 十二月三十一日 止年度
		HK\$'000 港幣千元	HK\$'000 港幣千元
Great Wall Mining and Power Corp.			
Turnover	營業額	—	—
Profit for the year	本年度溢利	22	—
Profit attributable to the Group	本集團應佔溢利	9	—
		As at 31 December 2010 於二零一零年 十二月三十一日	As at 31 December 2009 於二零零九年 十二月三十一日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total assets	總資產	10,715	8,973
Total liabilities	總負債	(37)	(8,798)
Net assets	淨資產	10,678	175
Net assets attributable to the Group	本集團應佔淨資產	4,271	70

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16. Interests in Associates (Continued)

16. 於聯營公司權益(續)

		Year ended 31 December 2010 截至 二零一零年 十二月三十一日 止年度	Year ended 31 December 2009 截至 二零零九年 十二月三十一日 止年度
		HK\$'000 港幣千元	HK\$'000 港幣千元
Eastern Star Mining and Power Corp. and its subsidiary	Eastern Star Mining and Power Corp. 及其附屬公司		
Turnover	營業額	—	—
Loss for the year	本年度虧損	(27)	(13)
Loss attributable to the Group	本集團應佔虧損	(10)	(5)
		As at 31 December 2010 於二零一零年 十二月三十一日	As at 31 December 2009 於二零零九年 十二月三十一日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total assets	總資產	11,193	8,945
Total liabilities	總負債	(10,655)	(8,630)
Net assets	淨資產	538	315
Net assets attributable to the Group	本集團應佔淨資產	217	126

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17. Interests in Jointly Controlled Entities

The effective interest held by the Group in a jointly controlled entity which is engaged in the exploration of oil and gas in Brunei is 21% (2009: 21%).

17. 於共同控制實體權益

本集團於共同控制實體(其於汶萊從事油氣勘探)持有之實際權益為21%(二零零九年: 21%)。

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At the beginning of the year	於年初	858,151	856,118
Additional investments	額外投資	49,367	23,604
Impairment loss (note (a))	減值虧損(附註(a))	(41,136)	(21,571)
At the end of the year	於年終	866,382	858,151

Notes:

- (a) The valuation of the Oil Project in Brunei as at 31 December 2010 was US\$530,723,000 (2009: US\$524,581,000), as per a valuation prepared by Greater China Appraisal Limited, a firm of professional valuers, of which approximately US\$111,076,000 (2009: US\$110,162,000), equivalent to approximately HK\$866,382,000 (2009: HK\$858,151,000) was attributable to the interests held by the Group, resulting in an impairment loss of approximately HK\$41,136,000 at 31 December 2010 (2009: HK\$21,571,000).

附註:

- (a) 根據專業估值師行漢華評值有限公司所編製之估值，汶萊石油項目於二零一零年十二月三十一日之估值為530,723,000美元(二零零九年: 524,581,000美元)，其中約111,076,000美元(二零零九年: 110,162,000美元)相等於約港幣866,382,000元(二零零九年: 港幣858,151,000元)歸屬於本集團所持權益，導致於二零一零年十二月三十一日出現減值虧損約港幣41,136,000元(二零零九年: 港幣21,571,000元)。

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18. Deferred Exploration Expenditure

18. 遞延勘探開支

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At cost	按成本	11,347	6,384
Less: Impairment losses	減：減值虧損	—	—
Net carrying amount	賬面淨值	11,347	6,384
Reconciliation of movements:	變動對賬：		
At the beginning of the year	於年初	6,384	—
Amount recognized	已確認金額	4,963	6,384
At the end of the year	於年終	11,347	6,384

Ultimate recoupment of this expenditure is dependent upon the continuance of the Group's right to tenure of the areas of interest and the discovery of commercially viable oil and gas reserves, their successful development and exploitation, or, alternatively, sale of the respective areas of interest at an amount at least equal to book value.

Impairment losses are provided for when the carrying amount exceeds the recoverable amount.

Exploration expenditure is written off and any related impairment losses released when permits are relinquished or disposed of.

最終是否可收回該開支乃視乎本集團租用權益地區之權利之持續性、有關商業可行油氣儲量之發現結果、其成功開發及勘探，或按最少相等於賬面值之金額出售有關權益區域而定。

於賬面值超過可收回金額時，則作出減值虧損撥備。

於放棄或出售許可證時，勘探開支會被撇銷，而任何相關減值虧損則獲撥回。

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19. Amounts due from Subsidiaries

19. 應收附屬公司款項

		The Company 本公司	
		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Amounts due from subsidiaries	應收附屬公司款項	887,500	742,934
Less: impairment losses	減：減值虧損	(152,202)	(149,478)
		735,298	593,456

The amounts are unsecured and non-interest bearing. The Company has no intention to demand repayment within 1 year after the reporting date and the amounts are therefore classified as non-current assets.

此款項為無抵押及免息。本公司無意要求於報告日期後一年內還款，故此款項被歸類為非流動資產。

20. Amounts due from Associates

20. 應收聯營公司款項

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Amounts due from associates	應收聯營公司款項	10,155	7,603

The amounts due from associates are unsecured, non-interest bearing and have no fixed terms of repayment.

應收聯營公司款項為無抵押、免息及無固定還款期。

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21. Trade and Other Receivables

The Group has a policy of allowing average credit periods ranging from 2 weeks to 1 month to its trade customers. In addition, for certain customers with long-established relationship and good past repayment histories, a longer credit period may be granted.

21. 應收賬款及其他應收款項

本集團之政策為給予其貿易客戶介乎兩週至一個月之平均記賬期。此外，若干已建立悠久關係，並有良好過往還款記錄之客戶，可獲更長之記賬期。

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Trade receivables	應收賬款	1,051	65	—	—
Other debtors, deposits and prepayments	其他應收款項、按金及預付款項	2,089	940	654	752
		3,140	1,005	654	752

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
An aged analysis of trade receivables is as follows:	應收賬款之賬齡分析如下：				
31 — 60 days	31 — 60天	—	65	—	—
61 — 270 days	61 — 270天	984	—	—	—
Over 360 days	超過360天	67	—	—	—
		1,051	65	—	—

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21. Trade and Other Receivables (Continued)

The aged analysis of the trade receivables that are past due but not impaired is as follows:

		The Group 本集團		The Company 本公司	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Overdue by	逾期				
91-180 days	91-180天	984	—	—	—
Over 360 days	超過360天	67	—	—	—
		1,051	—	—	—

Trade receivables of HK\$984,000 as shown in the above have been settled after the end of the reporting period. No impairment loss has been recognised on the remaining amount of HK\$67,000 as there has not been a significant change in credit quality and the amount is still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

None of the prepayments, deposits and other receivables is either past due or impaired. The financial assets included in the above balances are related to receivables for which there have been no recent history of default.

21. 應收賬款及其他應收款項(續)

已逾期但未減值之應收賬款之賬齡分析如下：

上述應收賬款港幣984,000元已於報告期末後清償。由於信貸質素並無重大變動，且有關款項仍被視為可收回，故並無就餘額港幣67,000元確認減值虧損。本集團並無就此等結餘持有任何抵押品或其他信貸提升。

概無預付款項、按金及其他應收款項為逾期或已減值。上述結餘包括之財務資產乃與最近並無拖欠記錄之應收款項有關。

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22. Cash and Bank Balances

22. 現金及銀行結餘

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Cash at banks and other financial institutions	銀行及其他金融 機構現金	16,510	3,066	10,198	70
Cash in hand	手頭現金	136	146	—	—
		16,646	3,212	10,198	70

23. Trade and Other Payables

23. 應付賬款及其他應付款項

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Trade creditors	應付賬款	970	—	—	—
Other creditors and accrued charges	其他應付款項及應計 費用	3,181	5,216	1,271	1,096
Amounts due to related parties	應付關連方款項	4,510	51,414	4,820	—
Amounts due to shareholders	應付股東款項	1,328	31,662	2,759	19,801
Amounts due to associates	應付聯營公司款項	146	174	—	—
		10,135	88,466	8,850	20,897

Amounts due to related parties, shareholders and associates are unsecured, interest-free and have no fixed terms of repayment.

應付關連方、股東及聯營公司款項均為無抵押、免息及無固定還款期。

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23. Trade and Other Payables (Continued)

An aged analysis of trade payables is as follows:

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
61 — 270 days	61 — 270天	970	—	—	—

All trade payables as shown in the above have been settled after the end of the reporting period.

23. 應付賬款及其他應付款項(續)

應付賬款之賬齡分析如下：

上述所有應付賬款已於報告期末後支付。

24. Amount due to a Director

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
LIN Zhang	林漳	1	—	—	—

The amount due to a Director is unsecured, interest-free and has no fixed term of repayment.

24. 應付董事款項

應付董事款項為無抵押、免息及無固定還款期。

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25. Convertible Bonds

25. 可換股債券

		HK\$'000 港幣千元
At 1 January 2009	於二零零九年一月一日	315,378
Liability component of the Convertible Bonds B	發行第一批可換股債券B	
Tranche 1 issued	負債部份	7,110
Interest charged	已徵收利息	25,008
Interest paid	已付利息	(8,291)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	339,205
Change in fair value upon extension of the Convertible Bonds A — charge to capital reserve	延長可換股債券A時公平值變動 — 撥入資本儲備	(15,392)
Interest charged	已徵收利息	29,372
Interest paid	已付利息	(8,291)
At 31 December 2010	於二零一零年十二月三十一日	344,894

The convertible bonds issued to Mr. Lam Nam (the "Bondholder 1") at a nominal value of HK\$276,352,231.22 for a term of 36 months on 10 October 2007 (the "Convertible Bonds A") at the coupon rate of 3% per annum accrued on a day to day basis has matured on 10 October 2010. Pursuant to the agreement entered between Mr. Lam Nam and the Company, the Convertible Bonds A has extended for a term of 12 months from 10 October 2010 at the coupon rate of 3% per annum accrued on a day to day basis.

The Bondholder 1 may at any business day after the date of extension of the Convertible Bonds A convert the whole or any part at an amount in an integral multiple of HK\$100,000 of the principal amount of the Convertible Bonds A into ordinary shares of HK\$0.01 each in the share capital of the Company at the conversion price of HK\$1.624 per conversion share.

於二零零七年十月十日，可換股債券（「可換股債券A」）按面值港幣276,352,231.22元發行予林南先生（「債券持有人1」），為期36個月，年票息率3%每日累計，並已於二零一零年十月十日到期。根據林南先生與本公司訂立之協議，可換股債券A已由二零一零年十月十日起延長為期12個月，年票息率3%每日累算。

債券持有人1可於延長可換股債券A日期後任何營業日按可換股債券A本金額港幣100,000元之完整倍數之金額，按兌換價每股兌換股份港幣1.624元兌換全部或任何部份為本公司股本中每股面值港幣0.01元之普通股。

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25. Convertible Bonds (Continued)

The Bondholder 1 had served a notice dated 31 December 2010 to the Company that he will not demand repayment of the principal amount of the Convertible Bonds A by the Company in the next twelve months after the end of the reporting period.

The fair value of the liability component of the extended Convertible Bonds A is measured using a market interest of approximately 9.13% for an equivalent non-convertible bond; the equity conversion component is revalued at nil amount. The equity component in the amount of HK\$21,491,000 previously recognised under convertible bonds reserve in respect of Convertible Bonds A before extension was written off to retained earnings upon expiry on 10 October 2010.

The Company also issued convertible bonds at a nominal value of HK\$120,000,000 at zero coupon interest of which the HK\$108,000,000 (the "Tranche 2") was issued on 29 December 2008 and HK\$12,000,000 (the "Tranche 1") was issued on 4 February 2009 to China International Mining Holding Company Limited (the "Bondholder 2"), an investment holding company beneficially owned by Mr. Lam Nam for a term of 5 years (the "Convertible Bonds B").

25. 可換股債券(續)

債券持有人1已於二零一零年十二月三十一日向本公司送達通知，表示彼將不會於報告期末後未來十二個月內要求本公司償還可換股債券A之本金額。

延期可換股債券A負債部份之公平值乃採用同等非可換股債券之市場利率約9.13%計算；權益兌換部份之金額重估為零。該可換股債券A在延期前於可換股債券儲備內確認之權益部份為數港幣21,491,000元已於二零一零年十月十日到期時獲撤銷至保留盈利。

本公司亦按面值港幣120,000,000元向林南先生實益擁有之投資控股公司中國國際礦業控股有限公司(「債券持有人2」)發行零票息之可換股債券(「可換股債券B」)(其中港幣108,000,000元(「第二批」)於二零零八年十二月二十九日發行及港幣12,000,000元(「第一批」)於二零零九年二月四日發行)，年期為5年。

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25. Convertible Bonds (Continued)

The Bondholder 2 may at any business day falling on the fifth anniversary from the issue date of the Convertible Bonds B convert the whole or any part at an amount in an integral multiple of HK\$100,000 of the principal amount of the Convertible Bonds B into ordinary shares of HK\$0.01 each in the share capital of the Company at the conversion price of HK\$0.200 per conversion share.

The fair values of the liability component of the Tranche 1 and Tranche 2 of the Convertible Bonds B are measured using a market interest rate of approximately 11.02% and 14.62% respectively for an equivalent non-convertible bond; the remaining balance, representing the equity conversion component, is included in equity under convertible bonds reserve.

25. 可換股債券(續)

債券持有人2可於發行可換股債券B日期五週年後任何營業日按可換股債券B本金額港幣100,000元之完整倍數之金額，按兌換價每股兌換股份港幣0.200元兌換全部或任何部份為本公司股本中每股面值港幣0.01元之普通股。

第一批及第二批可換股債券B負債部份之公平值乃採用同等非可換股債券之市場利率分別約11.02%及14.62%計算；餘額指權益兌換部份，乃計入可換股債券儲備之權益內。

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26. Deferred Taxation

The Group's major deferred tax liabilities recognised and movements thereon during the current and prior years are summarized below:

The Group and the Company

		Convertible bonds 可換股債券 HK\$'000 港幣千元
At 1 January 2009	於二零零九年一月一日	11,008
Charge to equity for the year	本年度扣除自權益	806
Credit to income statement for the year	本年度計入收益表	(2,758)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日	9,056
Credit to income statement for the year	本年度計入收益表	(3,310)
At 31 December 2010	於二零一零年十二月三十一日	5,746

No deferred tax asset has been recognised in the consolidated financial statements of the Group and the Company in respect of tax losses of approximately HK\$17,422,000 (2009: 7,491,000) available to offset future profits due to the unpredictability of future profit streams against which the asset can be utilised. The unrecognised deferred tax asset of the Group and the Company in respect of deductible temporary differences attributable to unused tax losses as at 31 December 2010 amounted to approximately HK\$1,639,000 (2009: 1,236,000).

There are no significant deferred tax assets not recognised at the end of the reporting period.

26. 遞延稅項

於本年度及過往年度確認之重大遞延稅項負債及其變動概述如下：

本集團及本公司

由於未能預測會否有未來溢利來源可以資產予以抵銷，故並無就可予抵銷未來溢利之稅務虧損約港幣17,422,000元(二零零九年：港幣7,491,000元)於本集團及本公司之綜合財務報表確認遞延稅項資產。於二零一零年十二月三十一日，本集團及本公司尚未就稅務虧損應佔可扣稅暫時差異確認之遞延稅項資產約為港幣1,639,000元(二零零九年：港幣1,236,000元)。

於報告期末，概無未確認之重大遞延稅項資產。

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26. Deferred Taxation (Continued)

No deferred tax liabilities have been recognised in the financial statements of the Group and the Company as the Group and the Company did not have material taxable temporary differences as at 31 December 2010 and 2009.

26. 遞延稅項(續)

由於本集團及本公司於二零一零年及二零零九年十二月三十一日並無重大應課稅暫時差異，故並無於本集團及本公司之財務報表確認遞延稅項負債。

27. Share Capital

27. 股本

		Number of shares		Amount	
		股份數目		金額	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		'000	'000	HK\$'000	HK\$'000
		千股	千股	港幣千元	港幣千元
Authorised:	法定：				
Ordinary shares of	每股面值港幣				
HK\$0.01 each (2009:	0.01元(二零				
HK\$0.002 each)	零九年：港幣				
	0.002元)之普				
	通股	4,000,000	10,000,000	40,000	20,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the year	於年初	5,408,000	5,408,000	10,816	10,816
Effect of share consolidation	股份合併之影響	(4,326,400)	—	—	—
Issue of rights shares on	於四月八日發行				
8 April	供股股份	540,800	—	5,408	—
Issue of rights shares on	於十一月二日發				
2 November	行供股股份	811,200	—	8,112	—
At the end of the year	於年終	2,433,600	5,408,000	24,336	10,816

Pursuant to an ordinary resolution passed in the extraordinary general meeting on 15 March 2010, every five ordinary shares of HK\$0.002 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of HK\$0.01 each in the issued and unissued share capital of the Company.

根據於二零一零年三月十五日之股東特別大會上通過之普通決議案，本公司已發行及未發行股本中每五股每股面值港幣0.002元之普通股已合併為本公司已發行及未發行股本中一股每股面值港幣0.01元之合併普通股。

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27. Share Capital (Continued)

A rights issue was completed on 8 April 2010 and 540,800,000 rights shares were allotted and issued at a subscription price of HK\$0.2 per rights share. The rights shares rank pari passu in all respects with the existing shares of the Company.

Pursuant to an ordinary resolution passed in the extraordinary general meeting on 12 October 2010, the authorized share capital of the Company was increased from HK\$20,000,000 to HK\$40,000,000 by the creation of 2,000,000,000 new shares of HK\$0.01 each, ranking pari passu with the existing ordinary shares of the company in all respects.

A rights issue was completed on 2 November 2010 and 811,200,000 rights shares were allotted and issued at a subscription price of HK\$0.1 per rights share. The rights shares rank pari passu in all respects with the existing shares of the Company.

27. 股本(續)

供股於二零一零年四月八日完成，540,800,000股供股股份按認購價每股供股股份港幣0.2元配發及發行。供股股份於各方面與本公司現有股份享有同等地位。

根據於二零一零年十月十二日之股東特別大會上通過之普通決議案，透過增設2,000,000,000股每股面值港幣0.01港元之新股份，將本公司之法定股本由港幣20,000,000元增加至港幣40,000,000元，新股份於各方面與本公司現有普通股享有同等地位。

供股於二零一零年十一月二日完成，811,200,000股供股股份按認購價每股供股股份港幣0.1元配發及發行。供股股份於各方面與本公司現有股份享有同等地位。

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截至二零一零年十二月三十一日止年度

28. Reserves

28. 儲備

The Group		本集團							
		Share premium	Special reserve	Exchange reserve	Capital reserve	Retained profits	Warrant reserve	Convertible bonds reserve	Total
		股份溢價	特別儲備	匯兌儲備	資本儲備	保留溢利	認股權證儲備	可換股債券儲備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2009	於二零零九年一月一日	359,974	985	15	—	140,039	4,423	62,370	567,806
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	(95,157)	—	—	(95,157)
Issue of convertible bonds for settlement of balance of consideration payable on acquisition of interests in a subsidiary	發行可換股債券以支付收購附屬公司權益之應付代價結餘	—	—	—	—	—	—	4,890	4,890
Deferred tax liabilities on issue of convertible bonds	發行可換股債券之遞延稅項負債	—	—	—	—	—	—	(806)	(806)
Release of reserve upon lapse of exercise period	行使期結束時撥回儲備	—	—	—	—	4,423	(4,423)	—	—
At 31 December 2009	於二零零九年十二月三十一日	359,974	985	15	—	49,305	—	66,454	476,733

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28. Reserves (Continued)

28. 儲備(續)

The Group		本集團							Total
		Share premium	Special reserve	Exchange reserve	Capital reserve	Retained profits	Warrant reserve	Convertible bonds reserve	
		股份溢價	特別儲備	匯兌儲備	資本儲備	保留溢利	權證儲備	債券儲備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2010	於二零一零年一月一日	359,974	985	15	—	49,305	—	66,454	476,733
Total comprehensive income for the year	本年度全面收益總額	—	—	42	—	(66,110)	—	—	(66,068)
Issue of rights shares	發行供股股份	175,760	—	—	—	—	—	—	175,760
Issuing expenses relating to rights issues	有關供股之發行開支	(3,903)	—	—	—	—	—	—	(3,903)
Release of equity component upon expiry of convertible bonds	可換股債券屆滿後撥回權益部份	—	—	—	—	21,491	—	(21,491)	—
Change in fair value upon extension of convertible bonds	延長可換股債券後之公平值變動	—	—	—	15,392	—	—	—	15,392
Reversal of deferred tax liabilities on extension of convertible bonds	延長可換股債券時撥回遞延稅項負債	—	—	—	—	(3,726)	—	3,726	—
At 31 December 2010	於二零一零年十二月三十一日	531,831	985	57	15,392	960	—	48,689	597,914

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截至二零一零年十二月三十一日止年度

28. Reserves (Continued)**28. 儲備(續)**

The Company		本公司					Total
		Share premium	Accumulated losses	Capital reserve	Warrant reserve	Convertible bonds reserve	
		股份溢價	累計虧損	資本儲備	認股權證儲備	可換股債券儲備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2009	於二零零九年一月一日	384,854	(37,922)	—	4,423	62,371	413,726
Loss for the year	本年度虧損	—	(178,496)	—	—	—	(178,496)
Issue of convertible bonds for settlement of balance of consideration payable on acquisition of interests in a subsidiary	發行可換股債券以支付收購附屬公司權益之應付代價結餘	—	—	—	—	4,890	4,890
Deferred tax liabilities on issue of convertible bonds	發行可換股債券之遞延稅項負債	—	—	—	—	(806)	(806)
Release of reserve upon lapse of exercise period	行使期結束時撥回儲備	—	4,423	—	(4,423)	—	—
At 31 December 2009 and at 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	384,854	(211,995)	—	—	66,455	239,314
Loss for the year	本年度虧損	—	(39,269)	—	—	—	(39,269)
Issue of rights shares	發行供股股份	175,760	—	—	—	—	175,760
Issuing expenses relating to rights issues	有關供股之發行開支	(3,903)	—	—	—	—	(3,903)
Release of equity component upon expiry of convertible bonds	可換股債券屆滿後撥回權益部份	—	21,491	—	—	(21,491)	—
Change in fair value upon extension of convertible bonds	延長可換股債券後之公平值變動	—	—	15,392	—	—	15,392
Reversal of deferred tax liabilities on extension of convertible bonds	延長可換股債券時撥回遞延稅項負債	—	(3,726)	—	—	3,726	—
At 31 December 2010	於二零一零年十二月三十一日	556,711	(233,499)	15,392	—	48,690	387,294

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28. Reserves (Continued)

(a) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Special reserve

The special reserve represents the difference between the paid up capital of the previous holding company of the Group acquired and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganization for the listing of the Company's shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited in 2002.

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(l).

28. 儲備(續)

(a) 儲備之性質及目的

(i) 股份溢價

根據開曼群島公司法(經修訂)第22章,本公司之股份溢價可用以分派或派付股息予股東,惟須按照其公司組織章程大綱或細則之規定,及於緊隨分派或派付股息後,本公司須有能力償還其日常業務中之到期債務。

(ii) 特別儲備

特別儲備指被收購本集團以往控股公司之繳足股本與於為準備本公司股份於二零零二年在香港聯合交易所有限公司創業板上市進行集團重組時就收購事項而發行之本公司股份面值之差額。

(iii) 匯兌儲備

匯兌儲備包括所有換算對外營運財務報表所產生之外匯差額。儲備根據附註3(l)所載之會計政策處理。

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28. Reserves (Continued)

(a) Nature and purpose of reserves (Continued)

(iv) Warrant reserve

The warrant reserve represents the net proceeds received and receivable on issue of warrants to subscribe for the Company's shares. The warrant reserve will be transferred to share premium when the warrant is exercised or released to the retained profits when the warrant remains unexercised at the expiry date.

(v) Convertible bonds reserve

The convertible bonds reserve has been set up and is dealt with in accordance with the accounting policies adopted for convertible bonds in note 3(t).

(vi) Capital reserve

Capital reserve represents the change in fair value arising from the revaluation of convertible bonds upon extension.

(b) Distributability of reserves

At the end of the reporting period, in the opinion of the directors, the Company's reserves available for distribution to owners of the Company amounted to approximately HK\$323,212,000 (2009: HK\$172,860,000).

28. 儲備(續)

(a) 儲備之性質及目的(續)

(iv) 認股權證儲備

認股權證儲備指發行認股權證以認購本公司股份之已收及應收所得款項淨額。認股權證儲備將於認股權證獲行使時轉撥至股份溢價或於認股權證於屆滿日期仍未行使時撥回至保留溢利。

(v) 可換股債券儲備

可換股債券儲備經已設立，並根據附註3(t)所載就可換股債券採納之會計政策處理。

(vi) 資本儲備

資本儲備指延期後重估可換股債券所產生之公平值變動。

(b) 可供分派儲備

於報告期末，董事認為，本公司可供分派予本公司擁有人之儲備約為港幣323,212,000元(二零零九年：港幣172,860,000元)。

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29. Share Option Schemes

The Company adopted two share option schemes (hereinafter referred to as the “Pre-IPO Share Option Scheme” and the “Share Option Scheme”) on 26 June 2002 for the purpose of providing incentives to the Directors and eligible participants, under which the Company may grant options to the Directors and employees of the Group and also other eligible participants to subscribe for shares of the Company. The schemes became effective on 12 July 2002 and, unless otherwise cancelled or amended, will remain in effect for 10 years from that date.

On 26 June 2002, prior to its listing, the Company granted options to certain executive Directors and employees of the Group to subscribe for an aggregate of 251,000,000 shares in the Company under the Pre-IPO Share Option Scheme. The terms of the Pre-IPO Share Option Scheme are the same as the Share Option Scheme as described below except that:

- (i) the eligible participants are confined to certain Directors, senior management, employees, consultants and advisers of the Group;
- (ii) there is no minimum subscription price;
- (iii) the general scheme limit, the individual limit applicable to each proposed grantee and the restrictions on grant of options to a connected person do not apply; and
- (iv) the Directors may only grant options under the Pre-IPO Share Option Scheme at any time within a period from 26 June 2002 to 12 July 2002.

29. 購股權計劃

為獎勵董事及合資格參與者，本公司於二零零二年六月二十六日採納兩項購股權計劃(下文稱為「首次公開發售前購股權計劃」及「購股權計劃」)，據此，本公司可向本集團之董事及員工及其他合資格參與者授予購股權以供認購本公司股份。該計劃於二零零二年七月十二日生效，且除被取消或修訂外，將自該日起十年內有效。

於二零零二年六月二十六日，本公司根據首次公開發售前購股權計劃，於其上市前向本集團若干執行董事及員工授出購股權以認購合共 251,100,000 股本公司股份。該首次公開發售前購股權計劃之條款與下述購股權計劃之條款相同，惟：

- (i) 合資格參與者只限本集團若干董事、高級管理層、僱員、諮詢人及顧問；
- (ii) 並無最低認購價；
- (iii) 一般計劃限額、適用於每名準承授人之個人限額及向關連人士授出購股權之限制均不適用；及
- (iv) 董事僅可於二零零二年六月二十六日至二零零二年七月十二日期內任何時間，根據首次公開發售前購股權計劃授出購股權。

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29. Share Option Schemes (Continued)

The share options granted under the Pre-IPO Share Option Scheme had either been exercised or lapsed by 31 December 2008.

Eligible participants of the Share Option Scheme include the following:

- (i) any employee or proposed employee (whether full time or part time) of the Group or any entity ("Invested Entity") in which any member of the Group holds any equity interest (including any executive Director but excluding any non-executive Director of the Group or any Invested Entity);
- (ii) any non-executive Director (including independent non-executive Director) of the Group or any Invested Entity;
- (iii) any supplier of goods or services to any member of the Group or any Invested Entity;
- (iv) any customer of the Group or any Invested Entity;
- (v) any person or entity that provides research, development or other technological support to the Group or any Invested Entity;
- (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

29. 購股權計劃(續)

於二零零八年十二月三十一日前，根據首次公開發售前購股權計劃授出之購股權尚未獲行使或失效。

購股權計劃之合資格參與者包括以下人士：

- (i) 本集團或本集團任何成員公司擁有任何股權之任何實體(「投資實體」)之任何僱員或擬聘用僱員(不論全職或兼職)，包括本集團或任何投資實體之任何執行董事，但不包括本集團或任何投資實體之任何非執行董事；
- (ii) 本集團或任何投資實體之任何非執行董事(包括獨立非執行董事)；
- (iii) 向本集團任何成員公司或任何投資實體提供產品或服務之任何供應商；
- (iv) 本集團或任何投資實體之任何客戶；
- (v) 向本集團或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；
- (vi) 本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體發行之任何證券之任何持有人；
- (vii) 本集團任何成員公司或任何投資實體任何業務或業務發展範圍之任何顧問(專業顧問或其他顧問)或諮詢人；及

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29. Share Option Schemes (Continued)

- (viii) any company wholly owned by one or more of the eligible participants referred to in (i) to (vii) above.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 30% of the shares of the Company in issue from time to time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue from time to time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive Directors or their associates in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The offer of a grant of share options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of each grant. Options may be exercised at any time during a period which may commence on a day after the date of grant of the share options but shall end at any event not later than ten years from the date of grant of the options. The exercise price is determined by the Directors of the Company, and will be at least the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five trading days immediately preceding the date of grant, and (iii) the nominal value of the shares.

Up to 31 December 2010, no options had been granted under the Share Option Scheme.

29. 購股權計劃(續)

- (viii) 由上述(i)至(vii)項所提述之一個或多個合資格參與者全資擁有之任何公司。

除非本公司股東事先批准，否則購股權計劃項下可授出之購股權所涉及之股份總數不得超過本公司不時已發行股份之30%。除非本公司股東事先批准，否則任何個別人士於任何一個年度內可獲授之購股權所涉及之股份數目不得超過本公司不時已發行股份之1%。倘授予主要股東或獨立非執行董事或彼等之聯繫人士之購股權超過本公司股本0.1%或價值超過港幣5,000,000元，則須經本公司股東預先批准。

授出購股權之建議可於建議日期起計21日內接納。於接納每次授出時，應付象徵式代價港幣1元。購股權可於期內任何時間行使，有關期間可自購股權授出日期後任何一日起開始，惟無論如何不得遲於購股權授出日期起計十年完結。行使價由本公司董事釐定，並將至少為(i)本公司股份於授出日期之收市價、(ii)股份緊接授出日期前五個交易日之平均收市價，以及(iii)股份面值中之最高者。

截至二零一零年十二月三十一日，並無根據購股權計劃授出購股權。

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30. Retirement Benefit Schemes

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions at HK\$1,000 or 5% of the relevant payroll costs, whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The employees of the Group's subsidiaries in the People's Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

31. Related Party Transactions

- (a) Transactions and balances between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.
- (b) Remuneration for key management personnel of the Group, including the Company's Directors and certain highest paid employees, is set out in note 9.

30. 退休福利計劃

本集團為香港所有合資格僱員經營一項強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開處理，由獨立受託人控制之基金持有。根據強積金計劃之規定，僱主及其僱員均須各自向該計劃繳納港幣1,000元或相關薪金成本5%(以較低者為準)之供款。本集團就強積金計劃具有之唯一責任為根據該計劃繳納所需供款。

本集團於中華人民共和國境內附屬公司之僱員是一項由當地政府經營之國家管理退休福利計劃之成員。該等附屬公司須按薪金成本之指定百分比向該退休福利計劃供款，以便為該等福利提供資金。本集團就該退休福利計劃具有之唯一責任為繳納指定供款。

31. 關連方交易

- (a) 本公司與其附屬公司(為本公司關連方)之交易及結餘已於綜合賬目撇銷及並無在本附註中披露。
- (b) 本集團主要管理人員(包括本公司董事及若干最高薪酬僱員)之酬金載於附註9。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

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31. Related Party Transactions (Continued)

- (c) A licence fee income amounted to approximately HK\$120,000 (2009: HK\$120,000) which was included in sundry income, was charged by the Company for services rendered to a related company, in which Mr. Lam Nam, the substantial shareholder of the Company, has material interest.
- (d) An interest expense amounted to approximately HK\$15,000 (2009: HK\$2,000) was charged by a related company, in which Mr. Lam Nam, the substantial shareholder of the Company, has material interest, for the advances to the Group.
- (e) An operating lease rental expense amounted to HK\$Nil (2009: HK\$122,000) which was included in the deferred exploration expenditure, was charged by a related company, in which Mr. Lam Nam, the substantial shareholder of the Company, has material interest.
- (f) During the year, the Group made/received advances to/from related parties. Details and balances outstanding as at 31 December 2010 are disclosed in notes 20, 23 and 24.

31. 關連方交易(續)

- (c) 計入雜項收入之特許權費用約港幣120,000元(二零零九年：港幣120,000元)乃由本公司就於本年度向林南先生(本公司主要股東)擁有重大權益之關連公司提供之服務而收取。
- (d) 利息開支約港幣15,000元(二零零九年：港幣2,000元)乃由林南先生(本公司主要股東)擁有重大權益之關連公司就向本集團墊款而收取。
- (e) 計入遞延勘探開支之經營租金開支港幣零元(二零零九年：港幣122,000元)乃由林南先生(本公司主要股東)擁有重大權益之關連公司收取。
- (f) 年內，本集團向關連方作出／收取墊款。詳情及於二零一零年十二月三十一日之未償還結餘於附註20、23及24披露。

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財務報表附註

For the year ended 31 December 2010

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32. Operating leases

Minimum lease payments paid by the Group as lessee under operating leases during the year:

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Premises	物業	2,839	1,428	1,078	1,076

32. 經營租約

本集團於年內根據經營租約支付之最低租金：

At the end of the reporting period, the total commitments for future minimum lease payments under non-cancelable operating leases are as follows:

於報告期末，根據不可撤銷經營租約有關未來最低租金之總承擔如下：

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Premises	物業				
— within 1 year	— 一年內	2,190	1,428	1,078	1,076
— due after 1 year but within 5 years	— 一年後但五年內	649	—	—	—
		2,839	1,428	1,078	1,076

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財務報表附註

For the year ended 31 December 2010
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33. Commitments

(a) Capital Commitments

At the end of the reporting period, the capital commitments outstanding contracted for but not provided for in these financial statements are as follows:

33. 承擔

(a) 資本承擔

於報告期末，已訂約惟未於本財務報表撥備之尚未履行資本承擔如下：

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Contributions to a jointly controlled entity (note)	出資予共同 控制實體 (附註)	140,016	122,166	—	—

Note: The amount includes a sum of approximately HK\$8,232,000 (2009: HK\$11,141,000), which the operator of the Oil Project in Brunei agreed to pay on behalf of the Group in respect of the Phase 2 capital commitment according to a farmout agreement.

附註：該金額包括由汶萊石油項目操作方根據外包協議同意就第二期資本承諾代本集團支付為數約港幣8,232,000元（二零零九年：港幣11,141,000元）。

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財務報表附註

For the year ended 31 December 2010

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34. Financial Risk and Capital Risk Management

34. 財務風險及資本風險管理

(a) Financial risk management

(a) 財務風險管理

(a) Categories of financial instruments

(a) 財務工具之分類

The Group

本集團

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Financial assets	財務資產		
Trade and other receivables	應收賬款及其他應收款項	3,140	1,005
Amounts due from associates	應收聯營公司款項	10,155	7,603
Cash and bank balances	現金及銀行結餘	16,646	3,212
		29,941	11,820
Financial liabilities	財務負債		
Trade and other payables	應付賬款及其他應付款項	10,135	88,466
Amount due to a Director	應付董事款項	1	—
Convertible bonds	可換股債券	344,894	339,205
		355,030	427,671

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(a) Categories of financial instruments (Continued)

The Company

		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Financial assets	財務資產		
Trade and other receivables	應收賬款及其他應收款項	654	752
Cash and bank balances	現金及銀行結餘	10,198	70
		10,852	822
Financial liabilities	財務負債		
Trade and other payables	應付賬款及其他應付款項	8,850	20,897
Convertible bonds	可換股債券	344,894	339,205
		353,744	360,102

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(a) 財務工具之分類(續)

本公司

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
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34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies

The Group's major financial instruments are disclosed in section (a) of this note. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk and policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Market risk management

Foreign currency risk

The Group has certain foreign currency cash and bank balances, trade and other receivables, amounts due from associates and jointly controlled entities, and trade and other payables denominated in foreign currencies other than the respective functional currencies of the entities and thus expose the Group to foreign currency risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策

本集團之主要財務工具於本附註(a)節披露。有關該等財務工具之風險包括市場風險(外幣風險及利率風險)、信貸風險及流動資金風險，而減低該等風險之政策於下文載列。管理層管理及監察該等風險，以確保適時實行有效之適當措施。

(i) 市場風險管理

外幣風險

本集團擁有以外幣(實體之有關功能貨幣除外)列值之外幣現金及銀行結餘、應收賬款及其他應收款項、應收聯營公司及共同控制實體款項以及應付賬款及其他應付款項，因此本集團須承受外幣風險。管理層持續監察外幣風險，並將於有需要時考慮對沖外幣風險。

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財務報表附註

For the year ended 31 December 2010
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34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(i) Market risk management (Continued)

Foreign currency risk (Continued)

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

The Group

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(i) 市場風險管理(續)

外幣風險(續)

於報告期末，本集團以外幣列值之重大貨幣資產及貨幣負債之賬面值如下：

本集團

		Assets 資產	
		2010 二零一零年	2009 二零零九年
		HK\$ 港幣	HK\$ 港幣
Renminbi	人民幣	2,341	1,200
Macau Pataca	澳門幣	28	364
Singaporean dollar	新加坡元	35	127
United State dollar	美元	121	1,707
Philippine Peso	菲律賓披索	96	—

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For the year ended 31 December 2010
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34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(i) Market risk management (Continued)

Foreign currency risk (Continued)

The Group (Continued)

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(i) 市場風險管理(續)

外幣風險(續)

本集團(續)

		Liabilities 負債	
		2010 二零一零年	2009 二零零九年
		HK\$ 港幣	HK\$ 港幣
Renminbi	人民幣	1,090	587
Macau Pataca	澳門幣	169	674
Singaporean dollar	新加坡元	—	27
United State dollar	美元	—	2,440

The Company has no foreign currency denominated monetary assets and liabilities at the end of the reporting period.

於報告期末，本公司並無以外幣列值之貨幣資產及負債。

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For the year ended 31 December 2010
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34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(i) Market risk management (Continued)

Foreign currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to the effect of fluctuation in the above foreign currencies except for the United States dollars in which the functional currency is pegged to. The following table details the company's sensitivity to a 5% increase and decrease in the functional currency exchange rates of the Group against the foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency exchange rates. A positive number below indicates an increase in loss for the year where the functional currency of the Group strengthens 5% against the foreign currencies. For a 5% weakening of the functional currency of the Group against the foreign currencies, there would be an equal and opposite impact on the loss, and the balance below would be negative.

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(i) 市場風險管理(續)

外幣風險(續)

敏感度分析

本集團主要面對上述外幣(與功能貨幣掛鈎之美元除外)之波動影響。下表詳述本公司對本集團功能貨幣兌外幣之匯率升跌5%之敏感度。5%乃向主要管理人員內部匯報外幣風險時所使用之敏感度比率，即管理層就匯率之合理可能變化所作評估。敏感度分析包括以外幣列值之尚未兌換貨幣項目，並於年終按5%之外幣匯率變動調整換算。正數表示本集團之功能貨幣兌外幣升值5%令本年度虧損增加。於本集團功能貨幣兌外幣貶值5%時，將對虧損構成相等及相反之影響，而以下結餘將為負數。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
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34. Financial Risk and Capital Risk Management (Continued)

34. 財務風險及資本風險管理(續)

(a) Financial risk management (Continued)

(a) 財務風險管理(續)

(b) Financial risk management and policies (Continued)

(b) 財務風險管理及政策(續)

(i) Market risk management (Continued)

(i) 市場風險管理(續)

Foreign currency risk (Continued)

外幣風險(續)

Sensitivity analysis (Continued)

敏感度分析(續)

The Group

本集團

		Profit before tax 除稅前溢利		Equity 權益	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$ 港幣	HK\$ 港幣	HK\$ 港幣	HK\$ 港幣
Renminbi	人民幣	57	2	—	28
Singaporean dollar	新加坡元	—	1	—	—
Philippine Peso	菲律賓披索	1	—	—	—

The Company

本公司

		Profit before tax 除稅前溢利		Equity 權益	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$ 港幣	HK\$ 港幣	HK\$ 港幣	HK\$ 港幣
Renminbi	人民幣	—	—	—	—
Singaporean dollar	新加坡元	—	—	—	—
Philippine Peso	菲律賓披索	—	—	—	—

Notes to the Financial Statements 財務報表附註

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截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(i) Market risk management (Continued)

Interest rate risk

The Group's interest rate risk is primarily from the convertible bonds issued at fixed rate which exposes the Group to fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

(ii) Credit risk management

As at 31 December 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties, is the carrying amount of the respective recognized financial assets as stated in the consolidated statement of financial position.

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(i) 市場風險管理(續)

利率風險

本集團之利率風險主要來自按固定利率發行之可換股債券，令本集團承擔公平值利率風險。本集團目前並無利率對沖政策。然而，管理層監察利率風險，並會於有需要時考慮對沖重大利率風險。

(ii) 信貸風險管理

於二零一零年十二月三十一日，本集團所面對之最高信貸風險(將因對方未能履行責任而對本公司構成財務虧損)為綜合財務狀況表所述相關已確認財務資產之賬面值。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(ii) Credit risk management (Continued)

In order to minimize the credit risk in relation to trade receivables, the management has strengthened the credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management reviews the recoverable amount of each individual trade debt at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the management considers that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the majority of the counterparties are reputable banks or banks with high credit-ratings assigned by international credit-rating agencies.

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(ii) 信貸風險管理(續)

為減低有關應收賬款之信貸風險，管理層已加強信貸限制、信貸審批及其他監察程序，以確保採取跟進行動以收回逾期債務。此外，管理層於各報告日期均會檢討各個別貿易債項之可收回金額，以確保已就不可收回金額作出足夠減值虧損。就此而言，管理層認為，本集團之信貸風險已大大減低。

由於交易對方大部份為信譽好之銀行或獲國際信貸評級機構授予高信貸評級之銀行，故流動資金之信貸風險有限。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(ii) Credit risk management (Continued)

Credit risk is concentrated as to 100% (2009: 100%) of the total trade receivables due from the Group's largest customer. However, the management considers, based on the strong financial background and good creditability of this debtor, there are no significant credit risks.

(iii) Liquidity risk management

In the management of the liquidity risk, the management manages its funds conservatively by maintaining a comfortable level of cash and cash equivalents in order to meet continuous operational need. Various bank facilities and credit lines will be considered to fund any emergency liquidity requirements. The Group relies on fund raising activities from issuance of rights shares and placing of ordinary shares as well as shareholder's loans as principal sources of liquidity.

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(ii) 信貸風險管理(續)

由於應收賬款總額之100% (二零零九年：100%)由本集團最大客戶所結欠，故信貸風險集中。然而，管理層認為，基於該名債務人之穩健財務背景及良好信譽，信貸風險並不重大。

(iii) 流動資金風險管理

於管理流動資金風險時，管理層透過維持足夠水平之現金及現金等值物，保守管理其資金，以應付持續經營需要。本集團將考慮多項銀行融資及信貸額度，以為任何緊急流動資金需要提供資金。本集團倚賴發行供股股份及配售普通股之集資活動和股東貸款作為流動資金之主要來源。

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(iii) Liquidity risk management (Continued)

The following tables detail the Group's and the Company's remaining contractual maturity for its financial liabilities, which are based on the undiscounted cash flows of financial liabilities and the earliest date on which the Group and the Company can be required to pay. The tables include both interest and principal cash flows.

The Group

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(iii) 流動資金風險管理(續)

下表詳述本集團及本公司就其財務負債之餘下合約到期情況，乃基於財務負債之未貼現現金流量以及本集團及本公司可能須支付之最早日期而定。下表包括利息及主要現金流量。

本集團

		On demand or less than 1 year	More than 1 year	Total un-discounted cash flows	Total carrying amount at 31/12/2010 於二零一零年 十二月三十一日 之賬面總值
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
2010	二零一零年				
Trade and other payables	應付賬款及其他應付款項	10,135	—	10,135	10,135
Amount due to a Director	應付董事款項	1	—	1	1
Convertible bonds	可換股債券	—	396,352	396,352	344,894
		10,136	396,352	406,488	355,030

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財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(iii) Liquidity risk management (Continued)

The Group

2009

Trade and other payables 應付賬款及其他應付款項
Convertible bonds 可換股債券

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(iii) 流動資金風險管理(續)

本集團

On demand or less than 1 year	More than 1 year	Total un-discounted cash flows	Total carrying amount at 31/12/2009
按要求或少於一年	多於一年	未貼現現金流量總額	於二零零九年十二月三十一日之賬面總值
HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元
88,480	—	88,480	88,466
—	396,352	396,352	339,205
88,480	396,352	484,832	427,671

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(a) Financial risk management (Continued)

(b) Financial risk management and policies (Continued)

(iii) Liquidity risk management (Continued)

The Company

		On demand or less than 1 year	More than 1 year	Total un-discounted cash flows	Total carrying amount at 31/12/2010
		按要求或少於一年	多於一年	未貼現現金流量總額	於二零一零年十二月三十一日之賬面總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
2010	二零一零年				
Trade and other payables	應付賬款及其他應付款項	8,850	—	8,850	8,850
Convertible bonds	可換股債券	—	396,352	396,352	344,894
		8,850	396,352	405,202	353,744

		On demand or less than 1 year	More than 1 year	Total un-discounted cash flows	Total carrying amount at 31/12/2009
		按要求或少於一年	多於一年	未貼現現金流量總額	於二零零九年十二月三十一日之賬面總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
2009	二零零九年				
Trade and other payables	應付賬款及其他應付款項	20,897	—	20,897	20,897
Convertible bonds	可換股債券	—	396,352	396,352	339,205
		20,897	396,352	417,249	360,102

34. 財務風險及資本風險管理(續)

(a) 財務風險管理(續)

(b) 財務風險管理及政策(續)

(iii) 流動資金風險管理(續)

本公司

Notes to the Financial Statements 財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

34. 財務風險及資本風險管理(續)

(b) 資本風險管理

本集團管理資本之目的為保障本集團持續經營之能力，以為股東提供回報及為其他利益相關者提供利益，並維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團可調整已付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。

與業內其他企業一致，本集團按淨債務對權益比率監察資本。比率以淨債務除以總權益計算。淨債務以總負債(包括綜合財務狀況表所示之流動及非流動負債)減現金及現金等值物計算。總權益指綜合財務狀況表所示之權益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(b) Capital risk management (Continued)

During 2010, the Group's strategy, which was unchanged from 2009, was to maintain the net debt-to-equity ratio at an acceptable level. The net debt-to-equity ratios at 31 December 2010 and 2009 are as follows:

34. 財務風險及資本風險管理(續)

(b) 資本風險管理(續)

於二零一零年內，本集團之策略(自二零零九年起維持不變)為將淨債務對權益比率維持於可接受水平。於二零一零年及二零零九年十二月三十一日之淨債務對權益比率如下：

		2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Total debts	總債務	360,776	436,727
Less: Cash and cash equivalents (Note 22)	減：現金及現金等值物 (附註22)	(16,646)	(3,212)
Net debt	淨債務	344,130	433,515
Total equity	總權益	622,337	488,113
Net debt-to-equity ratio	淨債務對權益比率	55%	89%

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

34. Financial Risk and Capital Risk Management (Continued)

(c) Fair value of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to quoted market bid and ask prices respectively; and
- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Except as detailed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values:

34. 財務風險及資本風險管理(續)

(c) 財務工具之公平值

金融資產及金融負債之公平值按以下方
式釐定：

- 具標準條款及條件並在活躍市場買賣之財務資產及財務負債之公平值乃分別參考市場所報之買入價及賣出價而釐定；及
- 其他財務資產及財務負債之公平值乃根據一般採納之定價模式根據貼現現金流量分析而釐定。

除下表所詳述者外，董事認為於綜合財務報表確認之財務資產及財務負債之賬面值與其公平值相若：

		2010 二零一零年		2009 二零零九年	
		Carrying amount 賬面值	Fair value 公平值	Carrying amount 賬面值	Fair value 公平值
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Financial liabilities	財務負債				
Convertible bonds	可換股債券	344,894	375,445	339,205	367,190

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

35. Particulars of Subsidiaries

Particulars of the Company's subsidiaries at 31 December 2010 are as follows:

35. 附屬公司詳情

於二零一零年十二月三十一日，本公司之附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Forms of legal entity 法定實體形式	Issued and fully paid share capital/ registered capital* 已發行及 繳足股本/ 註冊資本*	Proportion of nominal value of issued capital/registered capital held by the Company 本公司持有之已發行股本/ 註冊資本所佔面值比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Kanstar Environmental Technology Group Limited	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1,000 1,000 美元	100%	—	Investment holding 投資控股
Win Easy International Limited	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1 1 美元	100%	—	Investment holding 投資控股
Polyard Petroleum Resources Development Inc.	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$1 1 美元	100%	—	Investment holding 投資控股
Mexford Holdings Limited	British Virgin Islands 英屬處女群島	International Business Company 國際商務公司	US\$50,000 50,000 美元	—	100%	Investment holding 投資控股
Kanstar Hong Kong Limited 建星香港有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1,000,000 港幣 1,000,000 元	—	100%	Investment holding 投資控股
Addata Development Limited 加訊發展有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$10,000 港幣 10,000 元	—	100%	Inactive 暫無營業
Modern Lucky International Limited 新運通國際有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$2 港幣 2 元	—	100%	Investment holding 投資控股
Polyard Petroleum (Hong Kong) Limited 百田石油(香港)有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1 港幣 1 元	—	100%	Investment holding 投資控股

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

35. Particulars of Subsidiaries (Continued)

35. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/經營地點	Forms of legal entity 法定實體形式	Issued and fully paid share capital/ registered capital* 已發行及註冊資本*	Proportion of nominal value of issued capital/registered capital held by the Company 本公司持有之已發行股本/註冊資本所佔面值比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Xian Polyard Petrochemical Limited 西安百田石油化工有限公司	PRC 中國	Limited liability Company 有限責任公司	RMB1,000,000 人民幣 1,000,000元	—	51%	Trading of petroleum-related products 買賣石油相關產品
Polyard Petroleum International Company Limited 百田石油國際有限公司	Macau 澳門	Limited Liability Company 有限責任公司	MOP40,000,000 40,000,000 澳門元	—	100%	Investment holding 投資控股
China Sino Oil Co., Ltd 中國新星石油有限公司	Macau 澳門	Limited Liability Company 有限責任公司	MOP10,000,000 10,000,000 澳門元	—	100%	Investment in oil and gas projects 投資油氣項目
Sinotech Polyard Petroleum Exploration & Development Research Institute Limited 中科百田石油勘探開發研究院有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$100,000 港幣100,000元	—	60.1%	Provision of consultancy services for oil and gas exploration and development 提供油氣勘探及發展顧問服務
Sinotech Polyard (Beijing) Resource Science and Technology Limited 中科百田(北京)資源科技有限公司	PRC 中國	Limited Liability Company 有限責任公司	HK\$1,000,000 港幣1,000,000元	—	60.1%	Provision of consultancy services for oil and gas exploration and development 提供油氣勘探及發展顧問服務
Polyard International Mining Company Limited 百田國際礦業有限公司	Hong Kong 香港	Limited Liability Company 有限責任公司	HK\$1,000,000 港幣1,000,000元	—	100%	Investment holding 投資控股
Polyard Petroleum Philippines Company Limited, Inc.	Philippines 菲律賓	Limited Liability Company 有限責任公司	PHP10,000,000 10,000,000披索	—	100%	Mineral and energy related business 礦物及能源相關業務

None of the subsidiaries had issued any debt securities at the end of the year.

於年終，概無附屬公司發行任何債務證券。

Five Year Financial Summary

五年財務概要

The summarised consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Group, are set out below:

本集團於過去五個財政年度之綜合業績、資產及負債之概要(摘錄自本集團之經審核綜合財務報表)載列如下:

Results

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2006 二零零六年	2007 二零零七年	2008 二零零八年	2009 二零零九年	2010 二零一零年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	43,295	50,378	21,640	3,916	826
Profit/(loss) attributable to	應佔溢利/ (虧損)					
— Owners of the Company	— 本公司 擁有人	(18,428)	473,961	473,961	(95,157)	(66,110)
— Non-controlling interests	— 非控制性 權益	—	(846)	(846)	(67)	(452)
		(18,428)	473,115	473,115	(95,224)	(66,562)

Assets and Liabilities

資產及負債

		At 31 December 於十二月三十一日				
		2006 二零零六年	2007 二零零七年	2008 二零零八年	2009 二零零九年	2010 二零一零年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Total assets	總資產	288,088	3,224,574	952,783	924,840	983,113
Total liabilities	總負債	(34,857)	(356,970)	(373,570)	(436,727)	(360,776)
Net assets	淨資產	253,231	2,867,604	579,213	488,113	622,337



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