



Interim Report 2013

KEG

KAISUN ENERGY GROUP LIMITED

凱順能源集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8203

* For identification purpose only



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This report, for which the directors (the “Directors”) of Kaisun Energy Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



The board of directors (the “Board” or the “Directors”) of Kaisun Energy Group Limited (the “Company”) is pleased to announce the unaudited results of the Company and its subsidiaries (collectively, the “Group”) for the three months and six months ended 30 June 2013, together with the unaudited comparative figures for the corresponding periods in 2012 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

FOR THE SIX MONTHS ENDED 30 JUNE 2013

	Note	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
		2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Turnover	5	34,661	178,226	76,089	260,070
Cost of goods sold		(33,293)	(172,560)	(72,554)	(250,560)
Gross profit		1,368	5,666	3,535	9,510
Other income		7,703	5,732	12,259	16,126
Mining distribution costs		(7,494)	(7,491)	(13,957)	(8,025)
Administrative and other operating expenses		(15,850)	(21,180)	(30,384)	(41,157)
Loss from operations		(14,273)	(17,273)	(28,547)	(23,546)
Finance costs	6	—	(5,047)	(3,886)	(10,433)
Loss before tax		(14,273)	(22,320)	(32,433)	(33,979)
Income tax expense	7	—	—	—	—
Loss for the period	8	(14,273)	(22,320)	(32,433)	(33,979)
Attributable to:					
Owners of the Company		(12,906)	(21,443)	(30,623)	(32,658)
Non-controlling interests		(1,367)	(877)	(1,810)	(1,321)
		(14,273)	(22,320)	(32,433)	(33,979)
Loss per share (HK Cents)	10				
— basic		(0.49)	(0.80)	(1.17)	(1.20)
— diluted		N/A	N/A	N/A	N/A

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2013

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Loss for the period	(14,273)	(22,320)	(32,433)	(33,979)
Other comprehensive income for the period, net of tax:				
Items that will be reclassified to profit or loss:				
Exchange differences on translating foreign operations	344	(345)	(2,864)	(376)
Total comprehensive income for the period	(13,929)	(22,665)	(35,297)	(34,355)
Attributable to:				
Owners of the Company	(12,582)	(21,658)	(33,507)	(32,904)
Non-controlling interests	(1,347)	(1,007)	(1,790)	(1,451)
	(13,929)	(22,665)	(35,297)	(34,355)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2013

	<i>Note</i>	Unaudited As at 30 June 2013 HK\$'000	Audited As at 31 December 2012 HK\$'000
Non-current assets			
Fixed assets	11	50,700	57,099
Intangible assets	12	139,591	145,891
Available-for-sale financial assets		71	71
		190,362	203,061
Current assets			
Inventories		3,466	3,515
Trade receivables	13	37,723	62,853
Deposits, prepayments and other receivables		442,869	407,104
Financial assets at fair value through profit or loss		3,605	7,890
Bank and cash balances		123,019	200,449
		610,682	681,811
Current liabilities			
Trade payables	15	4,704	23,014
Other payables and accruals		109,093	20,035
Current tax liabilities		1,971	828
		115,768	43,877
Net current assets		494,914	637,934
Total assets less current liabilities		685,276	840,995



	<i>Note</i>	Unaudited As at 30 June 2013 HK\$'000	Audited As at 31 December 2012 HK\$'000
Non-current liabilities			
Convertible bonds	14	—	119,915
Deferred tax liabilities		38,957	38,957
		38,957	158,872
NET ASSETS			
		646,319	682,123
Capital and reserves			
Share capital	16	26,170	26,170
Reserves		593,580	627,594
Equity attributable to owners of the Company		619,750	653,764
Non-controlling interests		26,569	28,359
TOTAL EQUITY			
		646,319	682,123

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2013

	Unaudited									
	Attributable to owners of the Company									
	Shares						Non-			
	Share capital	Share premium	Share award scheme	Foreign currency translation reserve	Share-based payment reserve	Convertible bonds reserve	Accumulated losses	Total	controlling interests	Total equity
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2012	26,120	1,175,425	—	(8,561)	29,494	103,801	(504,400)	821,879	35,333	857,212
Total comprehensive income for the period	—	—	—	(246)	—	—	(32,658)	(32,904)	(1,451)	(34,355)
Share options lapsed	—	—	—	—	(1,662)	—	1,662	—	—	—
Share-based payments	—	—	—	—	949	—	—	949	—	949
Issue of shares on exercise of share options	50	1,393	—	—	(368)	—	—	1,075	—	1,075
Changes in equity for the period	50	1,393	—	(246)	(1,081)	—	(30,996)	(30,880)	(1,451)	(32,331)
At 30 June 2012 (unaudited)	26,170	1,176,818	—	(8,807)	28,413	103,801	(535,396)	790,999	33,882	824,881
At 1 January 2013	26,170	1,176,818	—	(1,955)	24,954	101,256	(673,479)	653,764	28,359	682,123
Total comprehensive income for the period	—	—	—	(2,884)	—	—	(30,623)	(33,507)	(1,790)	(35,297)
Shares purchased for share award scheme	—	—	(143)	—	—	—	—	(143)	—	(143)
Share options lapsed	—	—	—	—	(11,013)	—	11,013	—	—	—
Transfer	—	—	—	—	—	(100,892)	100,892	—	—	—
Redemption of replacement convertible bonds	—	—	—	—	—	(364)	—	(364)	—	(364)
Changes in equity for the period	—	—	(143)	(2,884)	(11,013)	(101,256)	81,282	(34,014)	(1,790)	(35,804)
At 30 June 2013 (unaudited)	26,170	1,176,818	(143)	(4,839)	13,941	—	(592,197)	619,750	26,569	646,319



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2013

	Unaudited	
	Six months ended 30 June	
	2013	2012
	HK\$'000	HK\$'000
Net cash generated from operating activities	37,923	279,928
Net cash generated from/(used in) investing activities	4,050	(20,703)
Net cash used in financing activities	(116,393)	(64,588)
Net (decrease)/increase in cash and cash equivalents	(74,420)	194,637
Effect of foreign exchange rate changes	(3,010)	721
	(77,430)	195,358
Cash and cash equivalents at beginning of period	200,449	294,847
Cash and cash equivalents at end of period	123,019	490,205



NOTES TO CONDENSED FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is 21/F., Chun Wo Commercial Centre, 23–29 Wing Wo Street, Central, Hong Kong. The Company's shares are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and presentation currency.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Group's condensed financial information have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" issued by International Accounting Standards Board ("IASB"), and the applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange ("GEM Listing Rules").

These condensed financial information should be read in conjunction with the 2012 annual financial statements. The accounting policies and methods of computation used in preparation of these condensed financial information are consistent with those used in the annual financial statements for the year ended 31 December 2012.

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

During the six months ended 30 June 2013, the Group has adopted all the new and revised International Financial Reporting Standards ("IFRSs") issued by the IASB that are relevant to its operations and effective for its accounting periods beginning on 1 January 2013. IFRSs comprise of International Financial Reporting Standards ("IFRS"); International Accounting Standards; and Interpretations. The adoption of these new and revised IFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the six months ended 30 June 2013 and the same period in last year except as stated below:

a. Amendments to IAS 1 "Presentation of Financial Statements"

Amendments to IAS 1 titled Presentation of Items of Other Comprehensive Income introduce new terminology for statement of comprehensive income and income statement. Under the amendments to IAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an



income statement is renamed as a statement of profit or loss. The amendments to IAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements.

The amendments to IAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the change. Other than the above mentioned presentation changes, the application of the amendments to IAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

b. IFRS 13 “Fair Value Measurement”

IFRS 13 “Fair Value Measurement” establishes a single source of guidance for all fair value measurements required or permitted by IFRSs. It clarifies the definition of fair value as an exit price, which is defined as a price at which an orderly transaction to sell the asset or transfer the liability would take place between market participants at the measurement date under market conditions, and enhances disclosures about fair value measurements.

The adoption of IFRS 13 only affects disclosures on fair value measurements in the consolidated financial statements. IFRS 13 has been applied prospectively.

The Group has not applied new IFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new IFRSs but is not yet in a position to state whether these new IFRSs would have a material impact on its results of operations and financial position.

4. FAIR VALUE MEASUREMENTS

Except for available-for-sale financial assets, the carrying amounts of the Group’s financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.



Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

Disclosures of level in fair value hierarchy at 30 June 2013:

Description	Fair value measurements as at 30 June 2013 using:			Total 2013 HK\$'000
	Level 1	Level 2	Level 3	
	HK\$'000	HK\$'000	HK\$'000	
Recurring fair value measurements:				
Financial assets at fair value through profit or loss				
Listed securities in Hong Kong	3,605	—	—	3,605
Total recurring fair value measurements	3,605	—	—	3,605

Description	Fair value measurements as at 31 December 2012 using:			Total 2012 HK\$'000
	Level 1	Level 2	Level 3	
	HK\$'000	HK\$'000	HK\$'000	
Recurring fair value measurements:				
Financial assets at fair value through profit or loss				
Listed securities in Hong Kong	4,312	—	—	4,312
Listed securities in Canada	3,578	—	—	3,578
Total recurring fair value measurements	7,890	—	—	7,890

5. TURNOVER

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Turnover				
Sales of goods				
— Production and exploitation of coal	1,225	231	3,216	231
— Provision of supply chain management services for mineral business	33,436	177,995	72,873	259,839
	34,661	178,226	76,089	260,070

6. FINANCE COSTS

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Interest on convertible bonds	—	5,047	2,385	10,093
Settlement expenses for redemption of replacement convertible bonds	—	—	1,501	—
Interest on loan from a former owner of a subsidiary	—	—	—	340
	—	5,047	3,886	10,433

7. INCOME TAX EXPENSE

No provision for profit tax in the British Virgin Islands, Cayman Islands, United Kingdom, Tajikistan, the People's Republic of China (the "PRC") or Hong Kong is required as the Group has no assessable profit arising in or derived from these jurisdictions for the relevant periods.



Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

Pursuant to relevant laws and regulations in the PRC and Tajikistan, the tax rate applicable to the subsidiary in the PRC and Tajikistan was 25% respectively.

8. LOSS FOR THE PERIOD

The Group's loss for the period is arrived at after charging the following:

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Directors' remuneration	1,281	1,247	2,566	2,618
Depreciation	2,823	3,363	5,859	4,546
Operating lease rentals in respect of land and buildings	902	304	1,403	790
Amortisation of intangible assets	3,358	5,142	6,712	5,142
Staff costs (including directors' emoluments)				
Basic salaries, bonuses, allowances, and benefits in kind	6,555	5,986	12,343	10,952
Retirement benefits scheme contributions	52	38	102	177

9. DIVIDENDS

The Directors do not recommend the payment of dividend for the six months ended 30 June 2013 (Six months ended 30 June 2012: HK\$Nil).



10. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the period attributable to owners of the Company, and the weighted average number of ordinary shares in issue during the period.

The calculation of diluted loss per share is based on the loss for the period attributable to owners of the Company, adjusted to reflect the interest on convertible bonds. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period are used in the basic loss per share calculation, and the weighted average number ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

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

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Loss				
Loss for the purpose of calculating basic loss per share	(12,906)	(21,443)	(30,623)	(32,658)
Number of shares ('000)				
Issued ordinary shares at the beginning of the period	2,617,006	2,617,006	2,617,006	2,612,006
Effect of exercise of options	—	—	—	3,570
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	2,617,006	2,617,006	2,617,006	2,615,576

No diluted loss per share are presented as the Company did not have any dilutive potential ordinary sharing during the period ended 30 June 2013 and 2012.

11. FIXED ASSETS

During the six months ended 30 June 2013, the Group acquired fixed assets of approximately HK\$1,290,000. (Six months ended 30 June 2012: HK\$23,560,000).



12. INTANGIBLE ASSETS

	Mining rights
	HK\$'000
Cost	
At 1 January 2013	197,899
Exchange differences	404
At 30 June 2013 (Unaudited)	198,303
Accumulated amortisation and impairment	
At 1 January 2013	52,008
Charge for the period	6,712
Exchange differences	(8)
At 30 June 2013 (Unaudited)	58,712
Carrying amount	
At 30 June 2013 (Unaudited)	139,591
At 31 December 2012	145,891

13. TRADE RECEIVABLES

	Unaudited as at 30 June 2013 HK\$'000	Audited as at 31 December 2012 HK\$'000
Trade receivables	37,723	62,853



The credit terms of trade receivables are in accordance with specific payment schedules agreed with various customers. An ageing analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

	Unaudited as at 30 June 2013 HK\$'000	Audited as at 31 December 2012 HK\$'000
0–30 days	977	60,343
31–60 days	—	—
61–90 days	—	2,308
Over 90 days	36,746	202
	37,723	62,853

14. CONVERTIBLE BONDS

The maturity date of the convertible bonds (“Replacement Bonds”) is 10 June 2013 (“Maturity Date”). The bondholders have the right to convert at any time from issue date up to Maturity Date into Shares at a fixed conversion price at HK\$0.70 per Share. The outstanding principal amount of the Replacement Bonds together with the accrued interest (if not paid by cash on redemption at maturity or upon acceleration) shall be automatically converted to Shares upon Maturity Date unless such conversion will result a holder of the Replacement Bonds and parties acting in concert with it, taken together, will directly or indirectly control or be interested in 30% or more of the voting rights in respect of the issued shares of the Company (or in such lower percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or the public float of the shares of the Company will fall below the minimum public float requirements stipulated under the GEM Listing Rules. Interest of 3.75 per cent per annum (compounded annually) is payable (i) in conversion shares on conversion; or (ii) in cash at maturity. The Company entitled to cancel and redeem in cash of any of the Replacement Bonds prior to the Maturity Date.

During the period, the Company had redeemed all remaining Replacement Bonds at the redemption amount equal to the aggregate principal amount of HK\$108,830,000 together with accrued interest of HK\$15,335,000.

15. TRADE PAYABLES

At 30 June 2013, the ageing analysis of trade payables based on the date of receipt of goods, is as follows:

	Unaudited As at 30 June 2013 HK\$'000	Audited As at 31 December 2012 HK\$'000
0–30 days	4,704	23,014

The carrying amounts of the Group's trade payables are denominated in US\$.

16. SHARE CAPITAL

	Unaudited as at 30 June 2013 HK\$'000	Audited as at 31 December 2012 HK\$'000
Authorised: 10,000,000,000 ordinary shares of HK\$0.01 each	100,000	100,000
Issued and fully paid: 2,617,005,700 (31 December 2012: 2,617,005,700) ordinary shares of HK\$0.01 each	26,170	26,170



17. CONTINGENT LIABILITIES

As at 30 June 2013, the Group did not have any significant contingent liabilities (31 December 2012: HK\$Nil).

18. LEASE COMMITMENTS

As at 30 June 2013, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	Unaudited as at 30 June 2013 HK\$'000	Audited as at 31 December 2012 HK\$'000
Within one year	249	325

Operating lease payment represent rentals payable by the Group for certain of its offices. Leases are negotiated for an average term of 1 to 2 years and rentals are fixed over the lease terms and do not include contingent rentals.

19. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

	Unaudited as at 30 June 2013 HK\$'000	Audited as at 31 December 2012 HK\$'000
Fixed assets		
Contracted but not provided for	—	—

20. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the period.

	Unaudited Three months ended 30 June		Unaudited Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000	2013 HK\$'000	2012 HK\$'000
Interest on Replacement Bonds and settlement expenses for redemption of Replacement Bonds charged by Pacific Top Holding Limited and Profit Raider Investments Limited	—	5,047	3,886	10,433

Pacific Top Holding Limited and Profit Raider Investments Limited are shareholders of the Company and are beneficially owned by ZHANG Gaobo and ZHANG Zhi Ping.



21. SEGMENT INFORMATION

The Group has two reportable segments which are production and exploitation of coal in Tajikistan and provision of supply chain management for mineral business for the period.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in the Group's financial statements for the year ended 31 December 2012.

	Provision of supply chain management services for mineral business	Production and exploitation of coal in Tajikistan	Total
	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
For six months ended			
30 June 2013			
Revenue from external customers	72,873	3,216	76,089
Segment profit/(loss)	4,801	(32,198)	(27,397)
As at 30 June 2013			
Segment assets	375,374	320,646	696,020
Segment liabilities	5,135	149,517	154,652



	Provision of supply chain management services for mineral business	Production and exploitation of coal in Tajikistan	Total
	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
For six months ended 30 June 2012			
Revenue from external customers	259,839	231	260,070
Segment loss	(3,815)	(25,588)	(29,403)
As at 31 December 2012			
Segment assets	454,730	191,726	646,456
Segment liabilities	26,109	50,778	76,887

	Unaudited six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000
Reconciliations of segment profit or loss		
Total profit or loss of reportable segments	(27,397)	(29,403)
Other profit or loss	(5,036)	(4,576)
Consolidated loss for the period	(32,433)	(33,979)



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group currently own mining rights and interests in three mines in Tajikistan — the Kaftar-Hona anthracite deposit, the Ziddi coal deposit and the Mienadu coal deposit, and the mining lease with right to mine the Eastern Zone of Fon Yagnob Coal Deposit in Tajikistan. In addition, the Group engages in the provision of supply chain management services for mineral business.

For the six months ended 30 June 2013 (“Period”), the Group generated turnover of approximately HK\$76.1 million. The Group has two reportable segments, which are (i) provision of supply chain management services for mineral business, and (ii) production and exploitation of coal in Tajikistan. During the Period, the business segment for provision of supply chain management services generated turnover of approximately HK\$72.9 million, while the production and exploitation of coal in Tajikistan generated turnover of approximately HK\$3.2 million.

The mining lease with right to mine the Eastern Zone of Fon Yagnob Coal Deposit, which was obtained at late 2012, started its contribution. Production started in 2013, delivering approximately 8,581 tonnes during the Period. With the resumption of mining season in Tajikistan in July, production will increase in the forthcoming months bringing positive contribution to our Tajikistan operations.

ACQUISITION OF COAL TRADING BUSINESS IN INNER MONGOLIA – 86% EQUITY INTEREST IN FARTON GROUP LIMITED (“THE ACQUISITION”), STRENGTHENING THE GROUP’S EXISTING PROVISION OF SUPPLY CHAIN MANAGEMENT SERVICES FOR MINERAL BUSINESS

On 23 June 2013, the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor entered into the Agreement pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Shares at the Consideration of HK\$50 million, which will be satisfied by the issue and allotment by the Company to the Vendor of the 250,000,000 Consideration Shares at HK\$0.2 each. In connection with the Acquisition, the Purchaser also agreed to inject an amount of HK\$50 million to Riseway Investment Limited, the entire share capital of which is owned by the Target Group



("Riseway") for the Target Group's future operation. The Total Investment under the Agreement is therefore HK\$100 million. Currently, both Purchaser and Vendor are working towards completion of the Acquisition.

The Target Company is an investment holding company which, through Riseway, indirectly held 70% equity interest in the PRC Subsidiary. The PRC Subsidiary holds the Coal Trading License and is principally engaged in coal processing and trading of coal and other related products in Inner Mongolia, the PRC. The Coal Trading License was granted to the PRC Subsidiary for conducting its coal trading business in Inner Mongolia in the PRC. Since the incorporation of the PRC Subsidiary, the PRC Subsidiary has been gradually developing its coal trading business. The PRC Subsidiary has entered into an operating lease of a property of area of approximately 10,000 square metres located in 土右旗溝門鎮 (Goumenzhen of Tumed Youqi*), Inner Mongolia which is accessible to railway transportation network. The PRC Subsidiary has also developed its own processing plant on the aforesaid leased property for coal processing and coal storage. The suppliers of the PRC Subsidiary are principally from coal mining companies in Inner Mongolia. The business of the PRC Subsidiary is envisaged by the Board to have good development potential.

Before the disposal of the Group's 70% equity interest in Inner Mongolia Mengxi Minerals Limited in December 2011, the Group was engaged in exploitation of coal and coal processing business in Inner Mongolia. Leveraging on the Group's past experience in Inner Mongolia and the capital base of the Group, the Directors are optimistic to the future business development of the Target Group. The Directors consider that the Acquisition would enable the Group to become a fully fledged supply chain management player in Inner Mongolia and provides a stable income stream to the Group. The Directors also expect to realise synergistic effect as a result of the consolidation of the Group's existing supply chain management services for mineral business and the coal trading business of the PRC Subsidiary.

Details of the announcement can be found in the related announcement dated 24 June 2013 on "<http://www.kaisunenergy.com>" under "Announcements" section.



OUTLOOK AND PROSPECTS

During the first half of the year, coal price in Tajikistan remain stable, with demand coming from stable customers such as cement factories, textile factories. Tajikistan economy is not affected by the downturn of coal markets in other Asian countries.

According to news by State Committee on Investments and State Property Management of the Republic of Tajikistan, there are currently 55 on-going projects in Tajikistan, totalling USD2 billion. Over USD1.2 billion were invested during the first six months of 2013, accounting for approximately 60% of total investment. The chairman of the Board of Eurasian Bank and the Vice-premier of Tajikistan recently held a meeting. Eurasian Bank will conduct research on projects to consider eligibility to provide them with favorable loans. The projects discussed during the meeting mainly came from the field of cement factories, textile factories who are consumers of coal. As a result, we expect that if projects are implemented, the demand in Tajikistan coal market will further increase, then the Group will benefit from the increased demand in coal.

Trade between China and Tajikistan amounted to USD669 million ranking China the third largest trading partner with Tajikistan in year 2012. Over half of the trade between Tajikistan and China in 2012 is attributable to trade between Xinjiang and Tajikistan. From January to April 2013, China was the fourth largest trading partner with Tajikistan in imports and exports. Moreover, according to the “Twelfth Five-Year” plan by the Chinese government, the Chinese government is putting a lot of resources in developing the North Western part of China including Xinjiang and Inner Mongolia. All participants in Xinjiang and Inner Mongolian coal industry are expected to benefit from the “Twelfth Five-Year” plan. Hence, the current economic and business environment between Central Asia including Tajikistan and China in particular Xinjiang and Inner Mongolia is highly favourable.

In order to capture opportunities arising from this favourable economic and business environment, the Group will utilise our resources in Tajikistan and China, in particular Xinjiang and Inner Mongolia, to enhance forthcoming business development between Central Asia and China. With the synergistic effect created by the Group’s coal production (currently second in Tajikistan), our Xinjiang coal logistic business and our recently acquired coal processing and trading business in Inner Mongolia, the Group is well positioned to capture greater opportunities arising from this recent economic development.



The Group also continues to seek under value projects to acquire and develop while the coal market is still at the bottom of the price cycle in order to create more future upside. The Company's current strategy is to acquire near production coal mines, partnering with the larger companies/SOEs to reap rewards from developing these coal mines.

The Group's strategy continues to be actively looking for other appropriate investment opportunities in the resources sector. Announcement(s) will be published when appropriate.

FINANCIAL REVIEW

Turnover of the Group for the three months and six months ended 30 June 2013 was approximately HK\$34.7 million and HK\$76.1 million respectively (for three months and six months ended 30 June 2012: HK\$178.2 million and HK\$260.1 million).

Correspondingly, gross profit for the three months and six months ended 30 June 2013 was approximately HK\$1.4 million and HK\$3.5 million respectively (for three months and six months ended 30 June 2012: HK\$5.7 million and HK\$9.5 million).

The mining distribution costs of the Group for the three months and six months ended 30 June 2013 was approximately HK\$7.5 million and HK\$14.0 million respectively (for three months and six months ended 30 June 2012: HK\$7.5 million and HK\$8.0 million).

The administrative and other operating expenses of the Group for the three months and six months ended 30 June 2013 were approximately HK\$15.9 million and HK\$30.4 million respectively (for three months and six months ended 30 June 2012: HK\$21.2 million and HK\$41.2 million).

For the six months ended 30 June 2013, total finance costs amounted to approximately HK\$3.9 million (for three months and six months ended 30 June 2012: HK\$5.0 million and HK\$10.4 million), representing an accrued interest payable on the Convertible Bonds upon the redemption of Convertible Bonds and settlement expense for redemption of Convertible Bonds.

The Group recorded a loss of the total comprehensive income attributable to owners of the Company of approximately HK\$(12.6) million and HK\$(33.5) million respectively (for three months and six months ended 30 June 2012: HK\$(21.7) million and HK\$(32.9) million) for the three months and six months ended 30 June 2013.



LIQUIDITY AND FINANCIAL RESOURCE

As at 30 June 2013, the Group has a bank and cash balances of approximately HK\$123.0 million (as at 31 December 2012: HK\$200.4 million).

GEARING RATIO

The Group's gearing ratio, which represents the ratio of the Group's total liabilities over the Group's total asset, was 0.19 as at 30 June 2013 (as at 31 December 2012: 0.23).

FOREIGN EXCHANGE EXPOSURE

Most of the trading transactions, assets and liabilities of the Group were denominated in Hong Kong dollars, Renminbi ("RMB"), Sterling Pound, United States dollars and Tajik Somoni. As at 30 June 2013, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives.

HUMAN RESOURCES

As at 30 June 2013, the Group had 128 (as at 31 December 2012: 112) staff in Hong Kong, the PRC and Tajikistan. The Group continues to employ, promote and reward its staff with reference to their performance and experience. In addition to their basic salaries, the Group's employees are also entitled to other fringe benefits such as provident fund. The management will continue to closely monitor the human resources requirements of the Group, and will also put emphasis on the staff quality. During the period, the Group had not experienced any significant labour disputes which led to the disruption of its normal business operations. The Directors consider the Group's relationship with its employees to be good.

The total staff costs, including Directors' emoluments, amounted to approximately HK\$12.4 million for the six months ended 30 June 2013 (for six months ended 30 June 2012: HK\$11.1 million).

OTHER INFORMATION

1. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS


As at 30 June 2013, the interests and short positions of the directors and the chief executives in the Shares, underlying Shares and debentures of the Company or any associated corporation (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, or which were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company 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 the directors are as follows:

Long position in Shares and underlying Shares

Name of Directors	Capacity	Number of Shares	Number Underlying Shares	Approximate
				percentage of the total issued Shares as at 30 June 2013
Chan Nap Kee, Joseph	Beneficial owner	23,270,000	25,372,600	1.86%
Yang Yongcheng	Beneficial owner	100,000	10,000,000	0.39%
Liew Swee Yean	Beneficial owner	540,000	2,537,260	0.12%
Siu Siu Ling, Robert	Beneficial owner	540,000	2,537,260	0.12%
Wong Yun Kuen	Beneficial owner	2,000,000	2,537,260	0.17%
Anderson Brian Ralph	Beneficial owner	—	2,737,260	0.10%

Note: The long position in the underlying Shares mentioned above represent the Shares to be issued and allotted upon the exercise in full of the options granted by the Company to the above mentioned directors pursuant to the share option scheme.

Save as disclosed above, as at 30 June 2013, none of the directors or chief executive of the Company had any interest or short position in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (as defined in



Part XV of the Ordinance) which is required to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or any interests required to be entered in the register maintained in accordance with Section 352 of the SFO, or as otherwise 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 securities transactions by directors.

2. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

(a) As at the 30 June 2013, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interest disclosed above in respect of the directors, the following shareholders had notified the Company of relevant interests and short positions in the Shares and underlying Shares:

Long positions in Shares and underlying Shares

Name of Shareholders	Capacity and nature of interest	Number of shares	Number underlying Shares (Note 3)	Total Interest	Approximate percentage of the total issued Shares as of at 30 June 2013
<i>Substantial shareholders</i>					
Zhang Zhi Ping	Interest of a controlled corporation	218,490,000	—	218,490,000 (Note 1)	8.34%
Zhang Gaobo	Interest of a controlled corporation	218,490,000	—	218,490,000 (Note 1)	8.34%
Oriental Patron Financial Group Limited ("OPFGL")	Interest of a controlled corporation	218,490,000	—	218,490,000 (Note 1)	8.34%
Otness Investments Limited ("OIL")	Interest of a controlled corporation	132,110,000	—	132,110,000 (Note 1)	5.04%
OP Financial Investments Limited ("OPFIL")	Interest of a controlled corporation	132,110,000	—	132,110,000 (Note 1)	5.04%
Profit Raider Investments Limited ("PRIL")	Beneficial owner	132,110,000	—	132,110,000 (Note 1)	5.04%



Notes:

1. OPFGL holds 218,490,000 Shares. OPFGL is 51% owned by Zhang Zhi Ping and is 49% owned by Zhang Gaobo.

Of these 218,490,000 Shares, 86,380,000 Shares are held by Pacific Top Holding Limited ("PTHL"). PTHL is wholly owned by Oriental Patron Financial Services Group Limited ("OPFSGL"), OPFSGL is 95% held by OPFGL. Zhang Zhi Ping, Zhang Gaobo, OPFGL and OPFSGL are deemed to be interested in the interests held by PTHL under the SFO.

Of these 218,490,000 Shares, 132,110,000 Shares are held by PRIL. PRIL is wholly owned by OPFIL, OPFIL is 35.05% held by OIL. Zhang Zhi Ping, Zhang Gaobo, OPFGL, OIL and OPFIL are deemed to be interested in the interests held by PRIL under the SFO.

Save as disclosed above, the Directors were not aware of any other person (other than the directors and the chief executives of the Company) who, as at 30 June 2013, had, or was deemed to have, interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 & 3 of Part XV of the SFO.

3. SHARE OPTIONS

A share option scheme (the "Scheme") was adopted by the shareholders of the Company by way of written resolutions passed on 9 December 2003. The principal purpose of the Scheme is to enable the Group to grant options to subscribe for Shares to the eligible person as incentives or rewards for their contributions to the Group.

As at 30 June 2013, a total of 21,412,249 Shares, representing 0.80% of the existing issued share capital of the Group are available for issue in respect of the remaining options which may be granted under the Scheme.



Details of the Options granted under the Scheme during the period ended 30 June 2013 are as follows:

	Date of Grant	Exercise Period	No. of Options				
			Outstanding as at 31/12/2012	Grant during the Period	Exercise during the Period	Lapsed during the Period	Outstanding as at 30/6/2013
<i>(Note 2)</i>							
Directors							
Chan Nap Kee, Joseph	9/2/2010	9/2/2010–8/2/2013	20,056,750	—	—	(20,056,750)	—
	12/8/2011	12/8/2011–9/12/2013	25,372,600	—	—	—	25,372,600
Yang Yongcheng	12/8/2011	12/8/2011–9/12/2013	10,000,000	—	—	—	10,000,000
Liew Swee Yean	12/8/2011	12/8/2011–9/12/2013	2,537,260	—	—	—	2,537,260
Siu Siu Ling, Robert	12/8/2011	12/8/2011–9/12/2013	2,537,260	—	—	—	2,537,260
Wong Yun Kuen	12/8/2011	12/8/2011–9/12/2013	2,537,260	—	—	—	2,537,260
Anderson Brian Ralph	12/8/2011	12/8/2011–9/12/2013	2,537,260	—	—	—	2,537,260
		Sub-total	65,578,390	—	—	(20,056,750)	45,521,640
Employees in aggregate							
	12/8/2011	12/8/2011–9/12/2013	10,000,000	—	—	(10,000,000)	—
	10/4/2012	10/4/2012–9/12/2013	15,000,000	—	—	—	15,000,000
Other participants in aggregate							
	18/10/2010	18/10/2010–17/10/2013	42,287,674	—	—	—	42,287,674
			132,866,064	—	—	(30,056,750)	102,809,314

Note:

- (1) These Options represent personal interest held by the relevant directors as beneficial owners.
- (2) 30,056,750 Options lapsed during the period under review.



4. SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 10 May 2013 (the “Adoption Date”). The purpose of the Scheme is to recognise the contributions by certain Employees and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group. Unless terminated earlier by the Board, the Share Award Scheme operates for three years commencing on the Adoption Date. The Committee shall not make any further award of Awarded Shares which will result in the aggregate nominal value of the Shares awarded under the Scheme exceeding ten per cent of the issued share capital of the Company at the time of such Award.

Please refer to the announcement of the Company dated 10 May 2013 for details of the Share Award Scheme.

During the six months ended 30 June 2013, based on the Company’s instructions, the trustee of the Share Award Scheme had purchased a total of 970,000 shares of the Company on the Stock Exchange at a total consideration of about HK\$143,000.

During the six months ended 30 June 2013, no shares were awarded to any employee or director of the Company under the Share Award Scheme.

5. DIRECTORS’ INTEREST IN COMPETING BUSINESS

None of the Directors or their respective associates (as defined in GEM Listing Rules) had any interests in any business which compete or may compete with the Group or any other conflicts of interest with the Group.



6. AUDIT COMMITTEE

The Company has established an audit committee on 9 December 2003 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the. It also reviews the effectiveness of the external and internal audit and conducts risk evaluation.

In order to comply with amendments to the GEM Listing Rules, on 30 March 2012, new terms of reference that supersedes previous terms of reference of the Audit Committee were adopted. The new written terms of reference which describes its authorities and duties is available on the Company's website www.kaisunenergy.com under "Investor Relations" section with heading of "Corporate Governance".

The audit committee provides an important link between the Board and the Company's auditors in those matters within the scope of the Group's audit. It also reviews the effectiveness of the external and internal audit, internal controls and risk evaluation. The audit committee comprises four independent non-executive directors, namely Mr. Liew Swee Yean, Mr. Siu Siu Ling Robert, Dr. Wong Yun Kuen and Mr. Anderson Brian Ralph and Mr. Liew Swee Yean is the chairman of the audit committee.

The unaudited interim results for the six months ended 30 June 2013 have reviewed by the audit committee which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.



7. REMUNERATION COMMITTEE

The Company has established a Remuneration Committee (“RC”) with written terms of reference which deals clearly with its authorities and duties. The RC comprises three members, namely Dr. Wong Yun Kuen (chairman of RC), Mr. Anderson Brian Ralph and Mr. Chan Nap Kee, Joseph.

The primary duties of the RC is to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management.

In order to comply with amendments to the GEM Listing Rules, on 30 March 2012, new terms of reference that supersedes previous terms of reference of the Remuneration Committee were adopted. The new written terms of reference which describes its authorities and duties is available on the Company’s website www.kaisunenergy.com under “Investor Relations” section with heading of “Corporate Governance”.

8. NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

On 30 March 2012, the Company established a Nomination and Corporate Governance Committee (“NC”) with written terms of reference which deals clearly with its authorities and duties. The NC comprises three members, namely Mr. Siu Siu Ling Robert (chairman of NC), Mr. Liew Swee Yean and Mr. Chan Nap Kee Joseph.

The primary duties of the NC is to make recommendations to the Board on appointment or reappointment of Directors, and to develop and review Group’s policies and practices on corporate governance and to make recommendations to the Board.

Written terms of reference were adopted in compliance with the GEM Listing Rules, and is available on the Company’s website www.kaisunenergy.com under “Investor Relations” section with heading of “Corporate Governance”. The primary duties of the NC is to make recommendations to the Board on appointment or reappointment of Directors, and to develop and review Group’s policies and practices on corporate governance and to make recommendations to the Board.



9. PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2013, neither the Company nor any of its subsidiaries has purchased or sold any of its listed securities, except that the trustee of the Share Award Scheme, pursuant to the terms of the rules and trust deed of the Share Award Scheme, purchased on the Stock Exchange a total of 970,000 shares of the Company at a total consideration of about HK\$143,000.

10. CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the six months ended 30 June 2013. The Company has also made specific enquiry to all Directors and the Company was not aware of any noncompliance with the required standard of dealings under the GEM Listing Rules and its code of conduct regarding securities transactions by Directors.

11. CODE ON CORPORATE GOVERNANCE PRACTICE

In the opinion of the directors of the Company, except for Code Provision A2.1 and A6.7, the Company has complied with all the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 of the GEM Listing Rules throughout the period ended 30 June 2013.

The Code Provision A2.1 stipulates that the role of chairman and chief executive officer should be separated and should not be performed by the same individual.

During the period from 2 November 2010 to the date of this report, Mr. Chan Nap Kee Joseph, chairman, took up the role of acting chief executive officer as well, which deviates from Code Provision A2.1.



As the Company is developing its business in resources sector and has recently acquired coal mining assets outside China, the Remuneration Committee is searching for the right person to take up the role of Chief Executive Officer to handle its latest development. In the meantime, Mr. Chan Nap Kee Joseph, our Chairman, took up the role of Acting Chief Executive Officer until the suitable person who will handle our latest development is selected. The Company will publish announcement on appointment of Chief Executive Officer when appropriate.

Under code provision A6.7, independent non-executive directors and other non-executive directors should attend general meetings. Due to other commitment, Mr. Anderson Brian Ralph was unable to attend the annual general meeting of the Company held on 28 June 2013.

By order of the Board
KAISUN ENERGY GROUP LIMITED
CHAN Nap Kee, Joseph
Chairman

Hong Kong, 9 August 2013

The English text of this report shall prevail over the Chinese text in case of inconsistencies.

As at the date of this report, the Board comprises three executive directors of the Company are Mr. CHAN Nap Kee Joseph, Dr. CHOW Pok Yu Augustine and Mr. YANG Yongcheng and four independent non-executive directors of the Company are Mr. LIEW Swee Yean, Mr. SIU Siu Ling Robert, Dr. WONG Yun Kuen and Mr. ANDERSON Brian Ralph.