

# JUTAL **E** 上 海 洋 石 油 服 務 有 限 公 司 Jutal Offshore Oil Services Limited

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 3303)



~	<b>N</b>	וידיו	TS
			10

FINANCIAL HIGHLIGHTS	2
INDEPENDENT REVIEW REPORT	3
CONDENSED CONSOLIDATED INCOME STATEMENT	4
CONDENSED CONSOLIDATED BALANCE SHEET	5
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	7
CONDENSED CONSOLIDATED CASH FLOW STATEMENT	9
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	10
MANAGEMENT DISCUSSION AND ANALYSIS	23
DIRECTORS REPORT AND CORPORATE GOVERNANCE	31
CORPORATE INFORMATION	37

## **FINANCIAL HIGHLIGHTS**

- Turnover increased by 23.01% to RMB137,015,000
- Gross profit increased by 14.44% to RMB30,582,000
- Net profit increased by 38.91% to RMB18,121,000
- Basic earnings per share were RMB0.043

The Board of Directors (the "Board") of Jutal Offshore Oil Services Limited (the "Company") is pleased to present the unaudited condensed consolidated results for the six months ended 30 June 2007 of the Company and its subsidiaries (collectively referred to as the "Group"), together with the comparative figures for the corresponding period in 2006. These interim financial statements have not been audited, but have been reviewed by auditor and the audit committee of the Company (the "Audit Committee").

## **RSM** Nelson Wheeler

羅 申 美 會 計 師 行 Certified Public Accountants

### **INDEPENDENT REVIEW REPORT**

## TO THE BOARD OF DIRECTORS OF JUTAL OFFSHORE OIL SERVICES LIMITED

(Incorporated in the Cayman Islands with limited liability)

#### Introduction

We have reviewed the interim financial information set out on pages 4 to 22 which comprises the condensed consolidated balance sheet of the Company as at 30 June 2007 and the related condensed consolidated income statement, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Financial Reporting Standards. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### **Scope of Review**

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Financial Reporting Standards.

**Certified Public Accountants** Hong Kong 12 September 2007

## CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2007

		Six months ended		
	Note	30/06/2007	30/06/2006	
		RMB'000	RMB'000	
		(unaudited)	(audited)	
Turnover		137,015	111,383	
Cost of sales and service		(106,433)	(84,660)	
Gross profit		30,582	26,723	
Other income	5	2,561	120	
Administrative expenses		(11,351)	(11,490)	
Other operating expenses		(45)	(14)	
Profit from operations		21,747	15,339	
Finance costs		(903)	(709)	
Profit before tax		20,844	14,630	
Income tax expense	6	(2,723)	(1,585)	
Profit for the period attributable to				
equity holders of the Company	7	18,121	13,045	
Earnings per share	8			
		RMB	RMB	
Basic		4.3 CENTS	4.3 CENTS	
Diluted		4.2 CENTS	N/A	

## CONDENSED CONSOLIDATED BALANCE SHEET

At 30 June 2007

	Note	30/06/2007 RMB'000	31/12/2006 RMB'000
		(unaudited)	(audited)
Non-current assets			
Property, plant and equipment	10	32,576	30,521
Prepaid land lease payments		1,096	1,099
		33,672	31,620
Current assets			
Inventories		8,588	4,077
Trade receivables	11	32,255	19,990
Gross amount due from customers for			
contract work		75,141	57,064
Prepayments, deposits and other receivables		34,328	12,883
Due from directors	12	331	
Pledged bank deposits		1,656	1,574
Bank and cash balances		379,977	213,345
		532,276	308,906
Current liabilities			
Trade payables	13	44,064	47,396
Gross amount due to customers for			
contract work		9,672	3,129
Accruals and other payables		13,086	20,096
Finance lease payables		—	123
Current tax liabilities		1,447	2,888
		68,269	73,632
Net current assets		464,007	235,274
Total assets less current liabilities		497,679	266,894

## CONDENSED CONSOLIDATED BALANCE SHEET

At 30 June 2007

	Note	30/06/2007	31/12/2006
		RMB'000	RMB'000
		(unaudited)	(audited)
Non-current liabilities			
Deferred tax liabilities		3,550	2,249
		3,550	2,249
NET ASSETS		494,129	264,645
Capital and reserves			
Share capital	14	5,048	4,239
Reserves		489,081	260,406
TOTAL EQUITY		494,129	264,645

Approved by the Board of Directors

Wang Lishan

**Cao Yunsheng** 

Chairman

Director

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2007

				Foreign					
		Share		currency	Share			Proposed	
	Share capital RMB'000	premium account RMB'000	Special reserve RMB'000	translation reserve RMB'000	option reserve RMB'000	Statutory reserve RMB'000	Retained profits RMB'000	final dividend RMB'000	Total equity RMB'000
At 1 January 2006 (Audited)	_	_	28,000	(151)	_	3,606	38,954	_	70,409
Translation difference				(51)					(51)
Net expense recognised directly in equity	_	_	_	(51)	_	_	_	_	(51)
Profit for the period					_		13,045		13,045
Total recognised income and expense for the period	_	_	_	(51)	_	_	13,045	_	12,994
Issue of share on reorganisation	103		(103)						
Transfer to statutory reserve				_		4	(4)	_	
	103		(103)			4	(4)	_	
At 30 June 2006 (Audited)	103	_	27,897	(202)		3,610	51,995		83,403
At 1 January 2007 (Audited)	4,239	229,429	(52,040)	(2,205)	_	6,782	57,690	20,750	264,645
Share issue expenses	_	(4,824)	-	-	-	_	_	-	(4,824)
Translation difference				(4,905)					(4,905)
Net expense recognised									
directly in equity	-	(4,824)	-	(4,905)	-	_	_	_	(9,729)
Profit for the period							18,121		18,121
Total recognised income and expense for the period		(4,824)		(4,905)			18,121		8,392

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2007

		~		Foreign	~					
		Share		currency	Share			Proposed		
	Share	premium	Special	translation	option	Statutory	Retained	final	Total	
	capital	account	reserve	reserve	reserve	reserve	profits	dividend	equity	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
2006 final dividend paid	_	_	_	_	_	_	_	(20,750)	(20,750)	
Issue of shares on placement	809	240,397	_	_	_	_	_	_	241,206	
Recognition of										
share-based payment	_	_	_	_	636	_	_	_	636	
	809	240,397	_	_	636	_	_	(20,750)	221,092	
At 30 June 2007 (Unaudited)	5,048	465,002	(52,040)	(7,110)	636	6,782	75,811	_	494,129	

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2007

	Six months	ended
	30/06/07	30/06/06
	RMB'000	RMB'000
	(unaudited)	(audited)
Net cash (used in)/generated from operating activities	(32,905)	1,779
Net cash used in investing activities	(11,770)	(1,865)
Net cash generated from/(used in) financing activities	215,510	(710)
Net increase/(decrease) in cash and cash equivalents	170,835	(796)
Cash and cash equivalents at 1 January	214,052	38,961
Effect of foreign exchange rate changes	(4,899)	(47)
Cash and cash equivalents at 30 June, represented by	379,988	38,118
Bank balances and cash	379,977	37,460
Pledged bank deposits	11	658
	379,988	38,118
Pledged bank deposits can be reconciled to the condensed consolidated balance sheet as follows:		
Pledged bank deposits(mature in three months or less)	11	658
Pledged bank deposits(mature after three months)	1,645	
	1,656	658

For the six months ended 30 June 2007

#### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current interim period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for accounting periods beginning on or after 1 January 2007. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting polices and amounts reported for the current interim period and prior periods.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the financial statements of the Group.

For the six months ended 30 June 2007

#### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2006, except for the following accounting policy which has been adopted in current accounting period for share options granted to directors and employees on 16 March 2007.

#### Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equitysettled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

For the six months ended 30 June 2007

### 4. SEGMENT INFORMATION

### Primary reporting format - business segments

Six months ended 30 June 2007 (Unaudited)

F	Provision of					
techni	cal support					
	services in					
offsh	10re oil and					
1	natural gas			Provision		
explo	itation and			of technical		
	production	Fabrication of	Undertaking	support		
:	and sales of	oil and natural	of civil	services in the		
equi	ipment and	gas processing	engineering	shipbuilding		
	materials	skid equipment	projects	industry	Elimination	Consolidation
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue						
External sales	35,804	48,707	29,394	23,110	_	137,015
Inter-segment sales						
Total	35,804	48,707	29,394	23,110		137,015
Segment result	4,865	13,035	5,186	7,496	_	30,582

For the six months ended 30 June 2007

### 4. SEGMENT INFORMATION (CON'D)

### Primary reporting format - business segments (cont'd)

#### Six months ended 30 June 2006 (Audited)

	Provision of					
te	echnical support					
	services in					
	offshore oil and					
	natural gas			Provision		
	exploitation and			of technical		
	production	Fabrication of	Undertaking	support		
	and sales of	oil and natural	of civil	services in the		
	equipment and	gas processing	engineering	shipbuilding		
	materials	skid equipment	projects	industry	Elimination	Consolidation
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue						
External sales	27,786	44,038	20,337	19,222	_	111,383
Inter-segment sales	374	-	13,604	_	(13,978)	-
Total	28,160	44,038	33,941	19,222	(13,978)	111,383
Segment result	8,097	7,589	5,172	5,865	_	26,723

### 5. OTHER INCOME

	Six month	s ended
	30/6/2007	30/6/2006
	RMB'000	RMB'000
	(unaudited)	(audited)
Interest income	2,530	118
Sundry income	31	2
	2,561	120

For the six months ended 30 June 2007

#### 6. INCOME TAX EXPENSES

	Six month	s ended
	30/6/2007	30/6/2006
	RMB'000	RMB'000
	(unaudited)	(audited)
Current tax - Hong Kong Profits Tax		
Provision for the period	358	24
	358	24
Current tax - PRC Enterprise Income Tax		
Provision for the period	1,013	915
Under-provision in prior periods	20	
	1,033	915
Current tax — Overseas		
Provision for the period	31	116
	31	116
Deferred tax	1,301	530
	2,723	1,585

The new PRC enterprise income tax law passed by the Tenth National People's Congress on 16 March 2007 introduces various changes which include the unification of the enterprise income tax rate for domestic and foreign enterprises at 25%. The new tax law will be effective from 1 January 2008. The impact of the new tax law on the Group's consolidated financial statements will depend on the detailed implementation rules and regulations that have not been issued as of the date of the approval of these condensed consolidated financial statements. Therefore, the Group cannot reasonably estimate the financial impact of the new tax law to the Group at this stage.

For the six months ended 30 June 2007

#### 7. PROFIT FOR THE PERIOD

The Group's profit for the period is stated after charging the following:

	Six months ended	
	30/6/2007	30/6/2006
	RMB'000	RMB'000
	(unaudited)	(audited)
Depreciation	1,800	1,655
Amortisation of prepaid land lease payment	40	40
Directors' emoluments		
– As directors	240	_
– For management	968	649
– Share-based payment	278	
	1,486	649
Allowance for receivables	_	91
Staff costs including directors' emoluments		
- Salaries, bonus and allowances	25,911	19,192
- Retirement benefits scheme contributions	936	457
– Share-based payment	636	
	27,484	19,649

For the six months ended 30 June 2007

#### 8. EARNINGS PER SHARE

#### Basic

The calculation of basic earnings per share attributable to equity holders of the Company is based on the profit attributable to equity holders of the Company for the period of approximately RMB18,121,000 (2006: RMB13,045,000) and weighted average number of ordinary shares of 425,546,961 (2006: 300,000,000) in issue during the period.

#### Diluted

The calculation of diluted earnings per share attributable to equity holders of the Company for the period ended 30 June 2007 is based on the profit for the period attributable to equity holders of the Company approximately RMB18,121,000, the weighted average number of ordinary shares of 427,323,199, being the weighted average number of ordinary shares of 425,546,961 in issue during the period used in the basic earnings per share calculation plus the weighted average number of ordinary shares of 1,776,238 assumed to have been issued at no consideration on the deemed exercise of share options outstanding at the balance sheet date.

No diluted earnings per share are presented for the period ended 30 June 2006 as the Company did not have any dilutive potential ordinary shares during the period.

For the six months ended 30 June 2007

#### 8. EARNINGS PER SHARE (CONT'D)

The calculation of basic and diluted earnings per share is based on the following:

	Six months ended	
	30/6/2007	30/6/2006
	RMB'000	RMB'000
	(unaudited)	(audited)
Earnings		
Earnings for the purpose of calculating basic and diluted earnings per share	18,121	13,045
Number of shares		
Weighted average number of ordinary shares of the purpose of calculating basic earnings per share	425,546,961	300,000,000
Effect of dilutive potential ordinary shares arising from share options outstanding	1,776,238	N/A
Weighted average number of ordinary shares of diluted earnings per share	427,323,199	N/A
diluted earnings per share	427,323,199	N/A

### 9. DIVIDENDS

On 11 June 2007, a dividend of HK\$0.05 per share (2006: HK\$Nil) was paid to shareholders as the final dividend for 2006. The directors do not recommend the payment of an interim dividend for the period.

For the six months ended 30 June 2007

#### 10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group disposed of certain plant and machinery with a carrying amount of RMB112,000 for proceeds of RMB70,000, resulting in a loss on disposal of RMB42,000.

During the period, the Group acquired property, plant and equipment at a total cost of RMB3,958,000.

#### 11. TRADE RECEIVABLES

The Group's trading terms with other customers are mainly on credit. The credit terms other than retentions receivable generally range from 30 to 60 days. The credit terms for retentions receivable generally range from 12 to 18 months after the completion of the contracts. Application for progress payment of contract works is made on a regular basis. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

The ageing analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

	30/6/2007	31/12/2006
	RMB'000	RMB'000
	(unaudited)	(audited)
0 to 30 days	4,165	12,363
31 to 90 days	17,125	2,084
91 to 365 days	6,233	3,273
Over 365 days	4,732	2,270
	32,255	19,990

For the six months ended 30 June 2007

#### 12. DUE FROM DIRECTORS

Amounts due from directors disclosed pursuant to section 161B of the Hong Kong Companies Ordinance are as follows:

				Maximum
				amount
		<b>Balance</b> at	Balance at	outstanding
		30 June 3	<b>31 December</b>	during
Name	Terms of loan	2007	2006	the period
		RMB'000	RMB'000	RMB'000
		(unaudited)	(audited)	(audited)
Wang Lishan	Unsecured, no fixed			
	repayment terms and			
	interest-free	293	—	422
Jiang Dong	Unsecured, no fixed			
	repayment terms and			
	interest-free	38		39
		331	_	

#### 13. TRADE PAYABLES

The ageing analysis of trade payables, based on the date of receipt of goods and services, is as follows:

	30/6/2007 RMB'000 (unaudited)	31/12/2006 RMB'000 (audited)
0 to 30 days	13,553	28,926
31 to 90 days	14,446	10,939
91 to 365 days	13,807	6,308
Over 365 days	2,258	1,223
	44,064	47,396

For the six months ended 30 June 2007

### 14. SHARE CAPITAL

	Number of shares	Share capital <i>HK\$'000</i>	Share capital <i>RMB'000</i>
At 31 December 2006 (audited)	415,000,000	4,150	4,239
Issue of shares on placement	83,000,000	830	809
At 30 June 2007 (unaudited)	498,000,000	4,980	5,048

### 15. SHARE OPTION SCHEME

The Company has a share option scheme for eligible employees of the Group. Details of the share options outstanding during the current period are as follows:

	Number of share options
Outstanding at the beginning of the period	_
Granted during the period	11,460,000
Forfeited during the period	_
Exercised during the period	_
Expired during the period	_
Outstanding at the end of the period	11,460,000

The closing price of the Company's shares immediately before 16 March 2007, the date of grant of the options, was HK\$1.63.

In the current period, share options were granted on 16 March 2007. The fair value of the options determined at the dates of grant using the Black-Scholes option pricing model was HK\$2,863,073.

For the six months ended 30 June 2007

#### 15. SHARE OPTION SCHEME (CON'D)

The following assumptions were used to calculate the fair values of share options:

	16 March 2007
Grant date share price	HK\$1.65
Exercise price	HK\$1.68
Expected life	1-2 years*
Expected volatility	26.52%-29.51%
Dividend yield	—
Risk-free interest rate	3.912%-3.928%

The Black-Scholes option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in the income statement, with a corresponding adjustment to the share options reserve.

\* Although the options are exercisable up to 15 March 2017, the directors have considered the trend of increase in market prices of the shares of the Company, which gives an incentive to the holders of share options to exercise the options earlier (i.e. immediately after the vesting period of 1 to 2 years), therefore the directors make an assumption that the expected lives of the options are 1 to 2 years.

#### 16. CAPITAL COMMITMENTS

At 30 June 2007, the Group had total capital commitments of RMB44,546,000, principally for the construction and purchases of property, plant and equipment.

For the six months

#### 17. EVENTS AFTER THE BALANCE SHEET DATE

On 20 July 2007, the Group entered into an agreement with a related company, Prospering Investments Limited, in which the Group agreed to acquire 100% interest in Stand Success Limited for a consideration of HK\$338,000,000. The consideration will be satisfied by cash of HK\$270,000,000 and convertible bond of the Company of HK\$68,000,000. The transaction was approved by the shareholders in an extraordinary general meeting held on 29 August 2007.

#### 18. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 12 September 2007.

### MANAGEMENT DISCUSSION AND ANALYSYS

#### I. BUSINESS REVIEW

In the first half of 2007, the Group restructured the management structure of the company to put more focus on the overseas and domestic offshore oil fabrication and service markets and to enhance internal technological management. By taking advantage of the positive attributes of every business unit of the company, we are able to better accomplish our operating objectives set at the start of the year. Compared with the same period of last year, all the main business achieved growth.

#### **Oil & Gas Business**

In the offshore oil and gas services business, while providing customers with the daily offshore maintenance services, the Group completed the Panyu 4-2/5-1 upgrading project, carried on the Fujian LNG shore pipeline laying operations and undertook HZ 19-2/25-4 platform upgrading project, providing drilling upgrading, production transformation, and structural manufacturing services.

In the oil and gas fabrication business, the Group completed a drilling module construction for PEMEX project in Gult of Mexico. We have further strengthened cooperation with foreign partners in the oil and gas processing skid equipment fabrication business. With completion and utilization of the Zhuhai new fabrication site in the second half year, the oil and gas fabrication business is expected greater development.

#### **Shipbuilding Services**

Compared to the same period in 2006, the Group's shipbuilding services achieved a satisfactory growth.

Our Dalian branch made production arrangements following the client's overall plan with ensured quality, strict cost controlling and focused safety management. The Dalian branch created the best records of Dalian Shipbuilding Industry Co., Ltd. ("DSIC") in some tank coating projects and some electrical installation and commissioning projects. Furthermore, the Dalian branch well completed the most difficult and highest-value business of the rack and crack repair welding business of DSIC in their offshore engineering projects.

#### **Civil Engineering**

The Group continued to maintain steady development of civil engineering business in Hong Kong and Macau, and has further expanded the Middle East market. With the recovery of the Hong Kong market, the prosperity of Macau market and the continuation of the Middle East market exploration, this business achieved good results in the first half of 2007.

#### II. FINANCIAL REVIEW

#### Turnover

For the half year ended 30 June 2007, the Group's turnover was RMB137,015,000, an increase of RMB25,632,000, or 23.01% over RMB111,383,000 in the corresponding period in 2006. Growth were recorded in all the Group's four business segments, of which the offshore oil and gas services business grew 28.86%, oil and gas fabrication business grew 10.60%, shipbuilding services business grew 20.23%, civil engineering business grew 44.53%. The rapid growth in the Group's business is attributable to market expansion, expansion of the business segment of the Group's technical services as well as the sound development of the industry. In the first half year, restricted by the site and other production facilities over the production capacity, although there were enhancements in the design capabilities and project management capabilities in oil and gas fabrication business, growth in revenues were relatively slow. In the second half year, with the new construction contract of overseas living modules and the completion of the Zhuhai site which will be put into operation in September, the Company believes the growth in such business segment will be promising.

The following shows the breakdown of turnover either by product or by service during the six months periods ended 30 June 2005, 2006 and 2007:

		For the six months ended 30 June					
	Product/service	2005		2000	ó	200	7
		RMB'000	%	RMB'000	%	RMB'000	%
1.	Offshore oil & gas services business	45,522	61	27,786	25	35,804	26
2.	Oil and gas fabrication business	7,258	10	44,038	40	48,707	36
3.	Shipbuilding services business	12,662	17	19,222	17	23,110	17
4.	Civil engineering business	9,112	12	20,337	18	29,394	21
	Total	74,554	100	111,383	100	137,015	100

#### Cost of sale

For the six months ended 30 June 2007, the Group's cost of sales was RMB106,433,000, an increase of RMB21,773,000, or 25.72%, over RMB84,660,000 in the corresponding period in 2006. Cost of sales comprised direct and overhead costs. The direct cost in the first half of 2007 amounted to RMB91,502,000, accounted for 85.97% of the cost of sales, while the direct cost in the corresponding period in 2006 was RMB71,905,000, accounted for 84.94% of the cost of sales. The Group calculates cost of sales on an order-by-order basis, and cost elements of each project differs from one another, therefore the cost of sales and service varies from project to project. In the overall, the increase in the ratio of cost of sales to sales have been due to the substantial increase in sub-contracting expenses in 2007. In the first half year of 2007, subcontracting expenses increased by 140.63% as compared with the corresponding period of last year. Direct cost mainly consists of cost of materials, sub-contracting charges and wages. In the first half year of 2007, the cost of these three elements were RMB25,791,000, RMB38,930,000 and RMB15,014,000 respectively, which accounted for 28.19%, 42.55% and 16.41% of the direct cost respectively. Comparing with the data for the corresponding period in 2006 (cost of materials RMB36,278,000, sub-contracting charges RMB16,178,000 and wages RMB10,378,000), cost of materials dropped by 28.91%, while sub-contracting charges increased by 140.64%, and wages increased by 44.67%. Of these, the significant increase in subcontracting cost mainly derived from the Group's offshore oil & gas services business and civil engineering business. The rapid increase in the sub-contracting cost of offshore oil & gas services business was mainly due to the sub-contracting cost of certain large contracts in the first half year, such as sub-contracting cost of RMB5,327,000 incurred in the sea-bed gas pipe laying project of Fujian LNG project, which accounted for over 85% of the cost of the project. In the first half year, incomes of the civil engineering business increased rapidly, and the ratio of subcontracting cost to cost of sales increased from 45% to 84%, which was mainly due to the two projects in the first half year which were in the final installation stages, and therefore incurring the major sub-contracting expenses. In the first half of 2007, the overhead cost amounted to RMB13,349,000, an increase of RMB594,000, or 4.66%, over RMB12,755,000 in the corresponding period in 2006.

#### **Gross profit**

In the first half of 2007, the Group's gross profit amounted to RMB30,582,000, an increase of 14.44% over RMB26,723,000 in the corresponding period of 2006. Gross profit margin decreased from 23.99% in the first half of 2006 to 22.32%. Of the Group's four business segments, gross profit margin of oil and gas fabrication business increased from 17.23% in the corresponding period of last year to 26.77% this year, gross profit margin of shipbuilding services business increased from 30.52% in the corresponding period of last year to 32.43%, while the gross profit margin of civil engineering business and offshore oil & gas services business decreased from 25.43% and 29.14% in the corresponding period of last year to 17.64% and 13.59% respectively. As the gross profits of orders or contracts undertaken by the Company differ depending on the contents of the business, the gross profit margin fluctuated during the period.

The following shows the breakdown of gross profit by poducts or services during the six months ended 30 June 2005, 2006 and 2007.

		For the six months ended 30 June					
	Product/service	2005		2006		2007	
		RMB'000	%	RMB'000	%	RMB'000	%
1.	Offshore oil & gas services business	13,316	67	8,097	30	4,865	16
2.	Oil and gas fabrication business	1,859	9	7,589	28	13,035	43
3.	Shipbuilding services business	3,240	16	5,865	22	7,496	24
4.	Civil engineering business	1,567	8	5,172	20	5,186	17
	Total	19,982	100	26,723	100	30,582	100

#### Other income

Other income amounted to RMB2,561,000, which mainly comprised interest income of RMB2,530,000, while other income in the first half of 2006 was RMB120,000.

#### Administrative expenses

Administrative expenses in the first half of 2007 amounted to RMB11,351,000, a slight decrease of 1.21% from RMB11,490,000 in the corresponding period of 2006. Administrative expenses mainly comprised wages, entertainment expenses, travelling expenses, depreciation, professional intermediary expenses such as expenses involved in the granting of options as well as lawyers fees. Of these, wages amounted to RMB3,245,000, accounted for 28.59% of the total administrative expenses, an increase of 26.76% over the corresponding period of last year. Expenses relating to the granting of options to the staff on 16 March 2007 amounted to RMB636,000.

#### **Finance cost**

Finance cost amouned to RMB903,000, an increase of 27.36% over RMB709,000 in the first half year 2006. Finance cost in the first half of 2007 was mainly exchange loss of RMB798,000 and bank charges of RMB104,000.

#### Net profit

In the first half of 2007, the Group recorded a net profit of RMB18,121,000, an increase of 38.91% over RMB13,045,000 in the corresponding period of 2006. Net profit margin increased from 11.71% in the first half of 2006 to 13.23%.

#### Liquidity and financial resources

As at 30 June 2007, the Group's balance of fund amounted to approximately RMB379,977,000, an increase of RMB166,632,000 over RMB213,345,000 as at 31 December 2006. The increased portion was mainly derived from the net proceeds from the Company's placing of shares amounting approximately RMB235,727,000 during the reporting period. As at 30 June 2007, balance of the Group's net current assets (current assets less current liabilities) amounted to RMB464,007,000. As at 30 June 2007, the Group has obtained bank facilities of RMB33,467,000, of which RMB4,966,000 has been drawn down, and unutilised amount was RMB28,501,000, which can be applied in liquidity loans, letters of credit and letters of guarantee.

#### **Capital structure**

As at 30 June 2007, the Company's share capital comprised of ordinary shares.

As at 30 June 2007, the Group's net assets amounted to approximately RMB494,129,000 (31 December 2006: RMB264,645,000), including non-current assets of approximately RMB33,672,000 (31 December 2006: RMB31,620,000), net current assets of approximately RMB464,007,000 (31 December 2006: RMB235,274,000), and non-current liabilities of approximately RMB3,550,000 (31 December 2006: RMB2,249,000). As at 30 June 2007, the Group's gearing ratio (total liabilities divided by total shareholders' equity) was 0.145.

#### Material acquisitions and disposals

As approved at the EGM held on 29 August 2007, the Company wholly-owned subsidiary, Jutal Investments Limited, acquired 100% shareholding in Stand Success Limited, which holds 30% equity interest of Penglai Jutal Offshore Engineering Heavy Industries Co, Ltd., at a total consideration of HK\$338 million. Upon completion, the consideration has been satisfied as to (i) of HK\$270 million in cash; and (ii) HK\$68 million by issue of the Convertible Bond. The acquisition has been completed on 7 September 2007.

#### Material investment

The Group has commenced construction of the new manufacturing site in Zhuhai and purchase of equipment. As at 30 June 2007, contracted amount amounted to RMB54,683,000, of which RMB11,826,000 has been paid. Amount of capital commitments in the investment in Zhuhai Site was approximately RMB42,857,000.

During the period, the Group has not acquired any companies or projects.

#### Plans for significant investment

In accordnce with our future development plans, besides the construction of Zhuhai manufacturing site - an investment project with specific budgets, the Group is also identifying for suitable companies in the industry as acquisition objects, but has yet not identified any specific target nor investment amount.

#### Use of proceeds from the Share Offer

The Group has raised a total proceeds of HK\$158,700,000 through the public offering and placing of 115,000,000 Shares in September 2006, which was equivalent to approximately RMB162,270,000 at the prevailing market rates. Total expenses incurred in the public offering and placing was approximately RMB16,640,000 equivalent, and net proceeds raised was approximately RMB145,630,000.

In June 2007, the Group issued 83,000,000 new Shares by way of placing, with total proceeds of HK\$247,340,000, which was equivalent to approximately RMB241,206,000 at the prevailing market rates (RMB0.9752: HK\$1). Total expenses incurred in the Public Offering and Placing was approximately RMB5,497,000, and net proceeds raised was approximately RMB235,727,000.

According to the use of proceeds as disclosed in the prospectus, the Group has applied part of the proceeds for the purchase of production and service facilities, the recruiting of employees and sales and marketing staff and for the addition of necessary equipment and software. The Group has commenced construction of a new manufacturing site in Zhuhai, so as to expand the Group's capacity in the fabrication of oil and natural gas processing skid equipment business, which is currently still under construction.

The proceeds raised in June 2007 has been used for the acquisition of 100% interest in Stand Success Limited.

For the proceeds raised and not yet used, the Group has placed it in banks as deposits for the time being, which will be used to fund business as the business required.

#### **Risk of foreign exchange**

As the Group's principal business is located in the PRC, and a substantial part of the Group's operations are denominated in Renminbi. Given the trend of appreciation of Renminbi against the US dollars, and in line with the development plans, the Group has avoided some of the exchange risks by diverting part of the funds to Mainland China and through other approach, and will further consider to make reasonable arrangements for assets outside China denominated in foreign currencies.

The Group obtains customers' orders mainly by tender, and before the bid are issued, the Group will determine the price with reference to the rate of foreign exchange.

#### Assets pledge by the Group

As at 30 June 2007, other than the bank deposit of RMB1,656,000 pledged as security for the performance bonds and other facilities, there are no other pledged assets.

#### **Contingent liabilities**

As at 30 June 2007, the Group has no material contingent liabilities.

#### **Employees information and remuneration policy**

As at 30 June 2007, the total number of employees of the Group was 1,622, of which 289 were management and technical staff, and 1,333 were technicians.

The Group determines the remuneration and incentive of its staff based on position, with reference to industrial standards, responsibilities and performance. The Group maintains social insurance such as pension, medical, unemployment and personal injury insurance for its workers in the PRC, and contributes the mandatory provident fund for its employees in Hong Kong pursuant to the requirements.

The Group places emphasis on staff development and encourages the continued learning of staff. The Group works out an annual training programme for its staff.

#### Prospect

In the second half, the Group's new fabrication site in Zhuhai will be completed and put into production. The site will be used as the Group's oil and gas processing skid equipment manufacturing, and is expected in the next few years brought a steady growth in the benefits. In order to achieve growth targets, the Group established the international business strategy, particularly in the oil & gas fabrication business, and actively explores the international market. Besides the development of its own business, the Group will also expand its production chain and improve the Group's overall fabrication and service capacity in offshore oil and gas industry through acquisitions. The Group will continue to improve project management, safety management, introduce international professionals and strengthen personnel training for the future operation and management achievements.

### DIRECTORS REPORT AND CORPORATE GOVERNANCE

### PLACEMENT

In June 2007, the Company placed 83,000,000 new shares at a price of HK\$2.98 per share and raised totally HK\$247 million. The net proceeds amounted to about HK\$242 million and will be applied to the Company's oil & gas business.

#### **INTERIM DIVIDEND**

The Board does not recommend payment of any interim dividend for the six months ended 30 June 2007.

#### SHARE OPTION

The Company's share option scheme ("Share Option Scheme") was adopted on 28 August 2006 by the way of passing resolutions by all of the then shareholders of the Company with a valid period of 10 years commencing on the date on which the shares of the Company commenced trading on the main board of The Stock Exchange of Hong Kong Limited. The Share Option Scheme enables the Company to grant options to eligible participants as incentives and rewards for their contribution to the Group. Eligible participants include all full time employee, Directors (including independent non-executive Directors) and part-time employees with weekly working hours of 10 hours and above, of the Group, Substantial Shareholders of each member of the Group, trustee of any trust pre-approved by the Board; and any advisor (professional or otherwise), consultant, distributor, supplier, agent, customer, joint venture partner, service provider to the Group.

The total number of shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme must not, in aggregate, exceed 40,000,000 shares, representing 10% of the issued share capital (400,000,000 shares) at the date of adoption of the Share Option Scheme. The total number of shares issued and to be issued upon exercise of the Options granted to each participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the relevant class of the shares in issue from time to time.

Each participant should take up option at HK\$1.00 consideration to subscribe for shares. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the Option Period but may not be exercised after the expiry of ten years from the commencement date.

On 16 March 2007, the Board approved to grant and the Company granted 11,460,000 options to Directors of the Company and other employees of the Group. As at 30th June 2007, details of the outstanding options are as follows:

Name of Grantee	Date of Grant	Exercise Price (HK\$)	Number of underlying shares for the Options	Shareholding percentage of the underlying shares for the Options in the share capital of the Company
Wang Lishan	16/03/2007	1.68	2,000,000	0.4%
Jiang Dong	16/03/2007	1.68	1,000,000	0.2%
Cao Yunsheng	16/03/2007	1.68	1,000,000	0.2%
Chen Guocai	16/03/2007	1.68	1,000,000	0.2%
Employees	16/03/2007	1.68	6,460,000	1.3%
Total			11,460,000	2.3%

The Options are not exercisable within first one or two years from the date of grant depending on the terms and conditions of the relevant Options and are then exercisable at HK\$1.68 within a period of ten years. Each option gives the holders the right to subscribe for one ordinary share of the Company. While the options have a duration of 10 years from the date of grant, no Option can be exercised within the first 12 months from the date of grant and no more than 50% of the Options can be exercised within the next 12 months thereafter.

The price for grant of the Options is HK\$1. The exercise price under the Options is HK\$1.68 per shares, which was determined by the Board and not less than the highest of:

- the closing price of the shares as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant;
- the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five Business Days immediately preceding the date of grant; and
- (iii) the nominal value of a Share at the time of exercise of an Option.

## INTERESTS AND SHORT POSITION OF DIRECTORS IN THE SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

At 30th June 2007, the interests of the directors and their associates in the equity shares, underlying shares or debenture of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or will be required pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

#### (i) Directors

Name of			Approximate percentage of
Directors	Capacity	Number of Shares	interest
Wang Lishan	Interest of a controlled $(h/h) = (h/h)^2$	260,000,000 (L)	52.21%
	corporation ( <i>Note 2</i> ) Share options	( <i>Note 1</i> ) 2,000,000(L)	0.4%
	Share options	2,000,000(L)	0.470
Jiang Dong	Interest of a controlled corporation ( <i>Note 3</i> )	18,000,000 (L)	3.61%
	Share options	1,000,000(L)	0.2%
Chen Guocai	Interest of a controlled corporation ( <i>Note 4</i> )	10,000,000(L)	2.01%
	Share options	1,000,000(L)	0.2%
Cao Yunsheng	Interest of a controlled corporation ( <i>Note 5</i> )	12,000,000 (L)	2.41
	Share options	1,000,000(L)	0.2%

#### **Jutal Offshore Oil Services Limited**

#### (ii) Associated Corporation

Name of Director	Name of associated corporation	Capacity	Percentage of shares holding
Wang Lishan	Cheung Hing Investments limited	Beneficial owner	100%
Jiang Dong	Right East Investments Limited	Beneficial owner	100%
Chen Guocai	Sino Bright Management Limited	Beneficial owner	100%
Cao Yunsheng	Sino Joint International Limited	Beneficial owner	100%

#### Notes:

- 1. The letters "L" denote a long position in the Shares.
- The 260,000,000 shares are held by Cheung Hing Investments Limited, which is wholly owned by Wang Lishan.
- The 18,000,000 shares are held by Right East Investments Limited, which is wholly owned by Jiang Dong.
- 4. The 10,000,000 shares are held by Sino Bright Management Limited, which is wholly owned by Chen Guocai.
- The 12,000,000 shares are held by Sino Joint International Limited, which is wholly owned by Cao Yunsheng.

Save as disclosed above, none of the Directors or chief executive of the Company aware of any other Director or chief executive of the Company who has any interests or short positions in any shares and underlying shares in, and debentures of, the Company or any associated corporation as at 30th June 2007.

#### SUBSTANTIAL SHAREHOLDERS

As at 30th June 2007, the following equity have an interest or short position in the Shares or underlying shares which will have to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO:

Name of Director	Capacity	Number of shares	Percentage of shares holding
Cheung Hing Investments Limited	Beneficial Owner (Note 2)	260,000,000 (L) (Note 1)	52.21%

Notes:

- 1. The letters "L" denote a long position in the Shares respectively.
- 2. The 260,000,000 Shares are held by Cheung Hing Investments Limited, which is wholly owned by Wang Lishan.

Save for the disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company which will have to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO as at 30th June 2007.

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed in the section "Share Option", at no time during the report period was the Company, or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire by means of acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30th June 2007.

#### CORPORATE GOVERNANCE

The Company had adopted the Code on Corporate Governance Practices(the "Code Provisions") introduced in Appendix 14 of the Listing Rules by HKEx to maintain a hight standards of corporate governance so as to improve the corporate transparency and protect the interests of the Company's shareholders. The Company has complied with the Code Provisions in the reporting period.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions.

Having made specific enquiry of all Directors, the Directors of the Company have complied with the required standard set out in the Model Code regarding Directors' Securities Transactions in the reporting period.

#### **COMPLIANCE ADVISER**

Sun Hung Kai International Limited was appointed the Company's Compliance Adviser after listing.

#### AUDIT COMMITTEE

The Company has established an audit committee in compliance with the Rule 3.21 of the Listing Rules. The Company's audit committee comprises four independent non-executive directors. The primary duties of the audit committee (inter alia) are to review the financial reporting process and internal control system of the Group, and to make proposals to the Board of Directors as to appointment, renewal and resignation of the Company's external auditor and the related remuneration and appointment terms. The audit committee has reviewed and approved the unaudited financial reports of the Group for the period ended 30th June 2007 and is of the opinion that such statements comply with the applicable accounting standards, and the Listing Rules and legal requirements, and that adequate disclosures have been made.

#### **OTHER COMPLIANCE**

The Company has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules and appointed four independent non-executive Directors including one with financial management expertise, details of their biographies were set out in the 2006 Annual Report of the Company.

By Order of the Board Jutal Offshore Oil Services Limited Wang Lishan Chairman

Hong Kong, 12 September 2007

As at the date of this report, the executive Directors are Mr. Wang Lishan (Chairman), Mr. Jiang Dong, Mr. Chen Guocai and Mr. Cao Yunsheng; and the independent non-executive Directors are Mr. Su Yang, Mr. Mai Boliang, Mr. Xiang Bing and Mr. Wang Yu.

### **CORPORATE INFORMATION**

#### SHARE INFORMATION

Listing place	:	Main Board of the Hong
		Kong Stock Exchange
		Company Limited
Stock code	:	3303
Listing date	:	21 September 2006
Stock name	:	Jutal Offshore Oil
		Services

#### **REGISTERED OFFICE**

Cricket Square Hutchins Drive PO Box 2681 Grand Cayman KY1-1111 Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 12, 19/F, Peninsula Tower No. 539 Castle Peak Road Cheung Sha Wan Kowloon Hong Kong

#### HEADQUATERS IN THE PRC

10th Floor, Chiwan Petroleum Building Shekou, Nanshan District Shenzhen, 518068 PRC Tel: (86 755) 2669-4111 Fax: (86 755) 2669-4666 website: http://www.jutal.com

#### LEGAL ADVISORS

As to Hong Kong law: Gallant Y.T. Ho & Co. 5th Floor, Jardine House 1 Connaught Place Hong Kong

As to PRC law:

Commerce & Finance Law Offices 21E, Shenzhen Te Qu Bao Ye Building 6008 Shennan Road, Futian District Shenzhen PRC

As to Cayman Islands law: Conyers Dill & Peearman Century Yard Cricket Square Hutchins Drive PO Box 2681 GT George Town Grand Cayman British West Indies

#### AUDITOR

**RSM Nelson Wheeler** 

Certified Public Accountants 7th Floor, Allied Kajima Building 138 Gloucester Road Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Butterfield Fund Services (Cayman) Limited Butterfield House 68 Fort Street P.O. Box 705, George Town Grand Cayman Cayman Islands British West Indies

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited 26th Floor, Tesbury Centre 28 Queen's Road Ease Wanchai Hong Kong

#### **COMPLIANCE ADVISER**

Sun Hung Kai International Limited Level 12 One Pacific Place 88 Queensway Hong Kong

### FINANCE PR ADVISER

Porda International (Finance) PR Co., Ltd. 7/F., CMA Building No. 64 Connaught Road Central Hong Kong

#### **INVESTOR INFORMATION**

Investor Relations Jutal Offshore Oil Services Limited 10th Floor, Chiwan Petroleum Building Shekou,Nanshan District Shenzhen, 518068, PRC Tel : (86 755) 2685-0472 Fax : (86 755) 2669-4666 Email : yxy@jutal.com