



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

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code 股份代號 : 353)



**中期報告**  
**INTERIM**  
**REPORT**  
**2011**

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Law Fei Shing (*Chief Executive Officer*)  
Mr. Chan Kwok Wing  
Mr. Wang Donghai  
Ms. Wang Meiyang  
Mr. Yang Guangming  
Mr. Chan Sung Wai (resigned on 12 April 2011)

#### Independent Non-Executive Directors

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

### AUDIT COMMITTEE

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

### REMUNERATION COMMITTEE

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

### NOMINATION COMMITTEE

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

### COMPANY SECRETARY

Mr. Law Fei Shing, *AICPA, HKICPA (Practising)*  
(resigned on 3 May 2011)  
Mr. Wong Siu Keung, Joe (appointed on 3 May 2011)

### AUTHORISED REPRESENTATIVES

Mr. Law Fei Shing  
Ms. Wang Meiyang (appointed on 12 April 2011)  
Mr. Chan Sung Wai (resigned on 12 April 2011)

### 董事會

#### 執行董事

羅輝城先生 (*行政總裁*)  
陳國榮先生  
王東海先生  
王美艷女士  
楊光明先生  
陳崇煒先生 (於二零一一年四月十二日辭任)

#### 獨立非執行董事

蔡志輝先生 (於二零一一年七月一日獲委任)  
林栢森先生 (於二零一一年七月一日辭任)  
王靖華先生 (於二零一一年七月一日獲委任)  
辛德強先生  
周培豐先生 (於二零一一年七月一日辭任)

### 審核委員會

蔡志輝先生 (*主席*)  
(於二零一一年七月一日獲委任)  
林栢森先生 (*主席*)  
(於二零一一年七月一日辭任)  
辛德強先生  
周培豐先生 (於二零一一年七月一日辭任)  
王靖華先生 (於二零一一年七月一日獲委任)

### 薪酬委員會

蔡志輝先生 (於二零一一年七月一日獲委任)  
林栢森先生 (於二零一一年七月一日辭任)  
辛德強先生  
周培豐先生 (於二零一一年七月一日辭任)  
王靖華先生 (於二零一一年七月一日獲委任)

### 提名委員會

蔡志輝先生 (於二零一一年七月一日獲委任)  
林栢森先生 (於二零一一年七月一日辭任)  
辛德強先生  
周培豐先生 (於二零一一年七月一日辭任)  
王靖華先生 (於二零一一年七月一日獲委任)

### 公司秘書

羅輝城先生 · *AICPA, HKICPA (執業)*  
(於二零一一年五月三日辭任)  
黃兆強先生 (於二零一一年五月三日獲委任)

### 授權代表

羅輝城先生  
王美艷女士 (於二零一一年四月十二日獲委任)  
陳崇煒先生 (於二零一一年四月十二日辭任)

# CORPORATE INFORMATION

## 公司資料

### REGISTERED OFFICE

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

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

Unit 1508, 15th Floor  
The Center  
99 Queen's Road Central  
Hong Kong

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

### LEGAL ADVISERS TO THE COMPANY

*As to Hong Kong Law:*  
Stevenson, Wong & Co.  
4th & 5th Floor, Central Tower  
No. 28 Queen's Road  
Central, Hong Kong

*As to Cayman Islands Law:*  
Conyers Dills & Pearman  
2901 One Exchange Square  
8 Connaught Place  
Central, Hong Kong

### AUDITORS

BDO Limited  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

### 註冊辦事處

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

### 香港總辦事處及主要營業地點

香港  
皇后大道中99號  
中環中心  
15樓1508室

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 主要股份過戶登記處

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

### 本公司法律顧問

*香港法例:*  
史蒂文生黃律師事務所  
香港中環  
皇后大道中28號  
中匯大廈4樓及5樓

*開曼群島法律:*  
Conyers Dills & Pearman  
香港中環  
康樂廣場8號  
交易廣場一座2901室

### 核數師

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

# Condensed Consolidated Income Statement

## 簡明綜合損益表

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

(Unaudited)  
(未經審核)  
Six months ended 30 June  
截至六月三十日止六個月

		Notes 附註	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>			
Revenue	收益	4	101,981	–
Cost of sales	銷售成本		(79,695)	–
<b>Gross profit</b>	<b>毛利</b>		<b>22,286</b>	<b>–</b>
Other income	其他收入	4	3,213	51
Selling and distribution expenses	銷售及分銷成本		(968)	–
Administrative expenses	行政開支		(15,018)	(9,640)
Other operating expenses	其他經營開支		(18,491)	–
Finance costs	財務成本	6	(5,402)	(1,028)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	7	<b>(14,380)</b>	<b>(10,617)</b>
Income tax credit	所得稅計入	8	1,037	–
<b>Loss after income tax from continuing operations</b>	<b>持續經營業務除所得稅後虧損</b>		<b>(13,343)</b>	<b>(10,617)</b>
<b>Discontinued operations:</b>	<b>已終止經營業務：</b>			
Loss for the period	本期間虧損	10	–	(348,966)
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(13,343)</b>	<b>(359,583)</b>
<b>Loss for the period attributable to:</b>	<b>應佔本期間虧損：</b>			
Owners of the Company	本公司擁有人			
– from continuing operations	– 持續經營業務		(9,999)	(10,617)
– from discontinued operations	– 已終止經營業務		–	(348,966)
			<b>(9,999)</b>	<b>(359,583)</b>
Non-controlling interests	非控股股東權益			
– from continuing operations	– 持續經營業務		(3,344)	–
– from discontinued operations	– 已終止經營業務		–	–
			<b>(3,344)</b>	<b>–</b>
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(13,343)</b>	<b>(359,583)</b>
<b>Loss per share for loss attributable to the owners of the Company during the period</b>	<b>本公司擁有人應佔本期間虧損之每股虧損</b>	11		
<b>– Basic (HK cents)</b>	<b>– 基本 (港仙)</b>			
From continuing and discontinued operations	持續經營業務及已終止經營業務		(0.07)	(4.88)
From continuing operations	持續經營業務		(0.07)	(0.14)
From discontinued operations	已終止經營業務		–	(4.74)
<b>– Diluted (HK cents)</b>	<b>– 攤薄 (港仙)</b>			
From continuing and discontinued operations	持續經營業務及已終止經營業務		N/A 不適用	N/A 不適用
From continuing operations	持續經營業務		N/A 不適用	N/A 不適用
From discontinued operations	已終止經營業務		N/A 不適用	N/A 不適用

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收入表

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

(Unaudited)

(未經審核)

Six months ended 30 June

截至六月三十日止六個月

		Notes	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
		附註		
<b>Loss for the period</b>	本期間虧損		<b>(13,343)</b>	(359,583)
<b>Other comprehensive income for the period</b>	本期間其他全面收入			
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益		<b>3,157</b>	–
Release of exchange reserve upon de-consolidating subsidiaries	附屬公司不再綜合入賬時匯兌儲備撥回	17	–	(972)
<b>Other comprehensive income for the period</b>	本期間其他全面收入		<b>3,157</b>	(972)
<b>Total comprehensive income for the period</b>	本期間全面收入總額		<b>(10,186)</b>	(360,555)
<b>Total comprehensive income attributable to:</b>	應佔全面收入總額：			
Owners of the Company	本公司擁有人		<b>(7,918)</b>	(360,555)
Non-controlling interests	非控股股東權益		<b>(2,268)</b>	–
			<b>(10,186)</b>	(360,555)

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2011 於二零一一年六月三十日

	Notes	(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
	附註		
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	508,377	510,460
Prepaid land lease payments		29,472	29,569
Goodwill		274,302	274,302
Intangible assets		2,111,912	2,127,962
Deferred tax assets		10,284	13,064
		<b>2,934,347</b>	<b>2,955,357</b>
<b>Current assets</b>			
Indemnification assets		5,000	5,000
Inventories		1,566	4,800
Trade receivables	13	16,174	16,617
Prepayments, deposits and other receivables		38,586	40,614
Amount due from non-controlling shareholder		–	6,080
Pledged bank deposits		952	945
Cash at banks and in hand		118,558	146,135
Tax prepaid		34	34
		<b>180,870</b>	<b>220,225</b>
<b>Current liabilities</b>			
Trade payables	14	14,536	18,851
Other payables and accruals		116,088	124,687
Amount due to non-controlling shareholder		4,165	11,570
Provision for legal claim		5,000	5,000
Bank borrowings		21,301	21,133
Other borrowings	15	8,092	8,394
Tax payables		3	–
		<b>169,185</b>	<b>189,635</b>
<b>Net current assets</b>		<b>11,685</b>	<b>30,590</b>
<b>Total assets less current liabilities</b>		<b>2,946,032</b>	<b>2,985,947</b>
<b>Non-current liabilities</b>			
Bank borrowings		–	11,806
Other borrowings	15	78,909	87,010
Amount due to non-controlling shareholder		9,520	–
Promissory notes	16	27,510	43,865
Convertible bonds		21,327	20,292
Deferred tax liabilities		526,685	530,707
		<b>663,951</b>	<b>693,680</b>
<b>Net assets</b>		<b>2,282,081</b>	<b>2,292,267</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2011 於二零一一年六月三十日

		Notes	(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
		附註		
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to the owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本		<b>134,626</b>	134,626
Reserves	儲備		<b>2,007,391</b>	2,015,309
			<b>2,142,017</b>	2,149,935
Non-controlling interests	非控股股東權益		<b>140,064</b>	142,332
<b>Total equity</b>	<b>總權益</b>		<b>2,282,081</b>	2,292,267



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

(Unaudited)  
(未經審核)  
Equity attributable to the owners of the Company  
本公司擁有人應佔權益

		Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Convertible equity reserve HK\$'000 可換股債券 權益儲備	Accumulated losses HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000 非控股 股東權益	Total equity HK\$'000
		股本 千港元	股份溢價 千港元	資本儲備 千港元	匯兌儲備 千港元	可換股債券 權益儲備 千港元	累計虧損 千港元	總計 千港元	股東權益 千港元	總權益 千港元
At 1 January 2010	於二零一零年一月一日	73,610	1,451,003	137,610	972	15,904	(1,051,363)	627,736	-	627,736
Issue of shares on conversion of convertible bonds	於兌換可換股債券時發行股份	36	2,048	-	-	(945)	-	1,139	-	1,139
<b>Transactions with owners</b>	<b>與擁有人之交易</b>	36	2,048	-	-	(945)	-	1,139	-	1,139
Net loss for the period	本期間虧損淨額	-	-	-	-	-	(359,583)	(359,583)	-	(359,583)
<b>Other comprehensive income:</b>	<b>其他全面收入:</b>									
De-consolidating subsidiaries (note 17)	附屬公司不再綜合入賬 (附註17)	-	-	-	(972)	-	-	(972)	-	(972)
<b>Total comprehensive income for the period</b>	<b>本期間全面收入總額</b>	-	-	-	(972)	-	(359,583)	(360,555)	-	(360,555)
<b>At 30 June 2010</b>	<b>於二零一零年六月三十日</b>	<b>73,646</b>	<b>1,453,051</b>	<b>137,610</b>	<b>-</b>	<b>14,959</b>	<b>(1,410,946)</b>	<b>268,320</b>	<b>-</b>	<b>268,320</b>
At 1 January 2011	於二零一一年一月一日	134,626	2,037,769	137,610	6,332	700,074	(866,476)	2,149,935	142,332	2,292,267
Net loss for the period	本期間虧損淨額	-	-	-	-	-	(9,999)	(9,999)	(3,344)	(13,343)
<b>Other comprehensive income:</b>	<b>其他全面收入:</b>									
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益	-	-	-	2,081	-	-	2,081	1,076	3,157
<b>Total comprehensive income for the period</b>	<b>本期間全面收入總額</b>	-	-	-	2,081	-	(9,999)	(7,918)	(2,268)	(10,186)
<b>At 30 June 2011</b>	<b>於二零一一年六月三十日</b>	<b>134,626</b>	<b>2,037,769</b>	<b>137,610</b>	<b>8,413</b>	<b>700,074</b>	<b>(876,475)</b>	<b>2,142,017</b>	<b>140,064</b>	<b>2,282,081</b>

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

(Unaudited)

(未經審核)

Six months ended 30 June

截至六月三十日止六個月

		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
Net cash generated from/(used in) operating activities	源自／(用於)經營業務之現金淨額	23,071	(7,951)
Net cash used in investing activities	用於投資業務之現金淨額	(28,020)	(582)
Net cash used in financing activities	用於融資活動之現金淨額	(21,199)	-
Net decrease in cash and cash equivalents	現金及現金等值項目之減少淨額	(26,148)	(8,533)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	146,135	113,382
Effect on foreign exchange rate changes	匯率變動之影響	(1,429)	-
Cash and cash equivalents at the end of the period	期末之現金及現金等值項目	118,558	104,849

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 1. GENERAL INFORMATION

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

The principal activity of the Company is investment holding. The principal activities of the Company and its subsidiaries (together referred to as the "Group") include:

- the trading of carpets representing the trading of carpets of other renowned brand names;
- the supply of electricity and heat representing the business of generation and supplying of electricity and heat; and
- the oil production representing the business of oil production.

### 1. 一般資料

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

本公司之主要業務為投資控股。本公司及其附屬公司(統稱「本集團」)之主要業務包括:

- 買賣地毯,指買賣其他馳名品牌之地毯;
- 熱電供應,指熱電生產及供應業務;及
- 生產石油,指生產石油業務。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION

These unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard (the “HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

#### (i) Loss of controls over the assets of Qinghai Forest Source Mining Industry Developing Company Limited (“QHFSMI”) and Inner Mongolia Forest Source Mining Industry Developing Company Limited (“IMFSMI”)

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

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

- (a) Yuen Xian Company is a wholly foreign owned enterprise established in the PRC on 21 October 2009 and is wholly owned by a company, namely Yuenxian Mining Industry Holding Company Limited (“HK Yuenxian”). Ms Leung Lai Ching Margaret (“Ms Leung”) is one of the directors and the legal representative of Yuen Xian Company.

### 2. 編製基準

此等未經審核簡明綜合中期財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號中期財務報告及聯交所證券上市規則（「上市規則」）之適用披露規定而編製。

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

於二零一零年年度，董事會（「董事會」）發現，由本集團之間接全資附屬公司青海森源（於中華人民共和國（「中國」）成立）持有之勘探牌照自二零一零年一月三十一日起轉讓予一間名為內蒙古小紅山源森礦業有限公司（「源森公司」）（英文名稱為 Inner Mongolia Xiao Hong Shan Yuen Xian Mining Industry Company Limited，僅供識別）之公司，而本公司對此並不知情，亦無表示同意或批准。

根據本公司法律顧問進行之調查，本公司知悉：

- (a) 源森公司為一間於二零零九年十月二十一日於中國成立之全外資企業，由一間名為源森礦業控股有限公司（「香港源森」）之公司全資擁有。梁麗瀨女士（「梁女士」）為源森公司其中一名董事及法定代表。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

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

- (b) HK Yuenxian (formerly known as Forest Source Mining Industry Holding Company Limited) is a company incorporated in Hong Kong on 29 August 2008 and is wholly owned by Ms Leung. Ms Leung is also the sole director of HK Yuenxian.

#### *Disputes with Ms Leung*

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

- (a) An injunction restraining, amongst others, HK Yuenxian and Ms Leung from carrying on business in Hong Kong and/or the PRC under the name of Forest Source Mining Industry Holding Company Limited (subsequently known as HK Yuenxian since 7 January 2010); and

### 2. 編製基準 (續)

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

- (b) 香港源森(前稱為森源礦業控股有限公司)為一間於二零零八年八月二十九日於香港註冊成立之公司,由梁女士全資擁有。梁女士亦為香港源森之唯一董事。

#### *與梁女士之糾紛*

於二零零九年十一月,本集團三間全資附屬公司香港森源礦業控股有限公司(「香港森源礦業控股」)、青海森源及內蒙古森源向香港源森、梁女士及有關法律訴訟中名列共同被告人之其他人士展開法律訴訟。本公司已尋求並取得(其中包括)香港法院頒佈之暫時禁制令,內容如下:

- (a) 限制(其中包括)香港源森及梁女士以「森源礦業控股有限公司」(自二零一零年一月七日起名為「香港源森」)之名於香港及/或中國進行業務之禁制令;及

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

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

##### *Disputes with Ms Leung (Continued)*

- (b) An injunction restraining, amongst others, Ms Leung from acting or holding out as a director of QHFSMI or interfering with the business of QHFSMI, including but not limited to making any representations, requests, demands or promises to the Inner Mongolia Autonomous Region Commerce and Industry Bureau or any other governmental agencies in the PRC on behalf of QHFSMI in regard to any affairs of or relating to QHFSMI.

The interim injunction order was subsequently discharged on 30 March 2010. Details of the interim injunction order have been set out in the 2009 annual financial statements of the Company dated 14 May 2010 ("2009 Annual Financial Statements").

### 2. 編製基準 (續)

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

##### *與梁女士之糾紛 (續)*

- (b) 限制(其中包括)梁女士擔任青海森源之董事或顯示出其為董事身份行事或干涉青海森源之業務,包括但不限於就青海森源之任何事務或與之有關之任何事務代表青海森源向內蒙古自治區工商局或中國任何其他政府機構作出任何聲明、要求、索求或承諾之禁制令。

該暫時禁制令其後於二零一零年三月三十日撤銷。暫時禁制令之詳情載於本公司日期為二零一零年五月十四日之二零零九年度財務報表(「二零零九年度財務報表」)。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

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

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

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

### 2. 編製基準 (續)

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

*本期間內，梁女士作為中國附屬公司之董事及法定代表之法律地位在其不配合的情況下維持不變*

梁女士曾為青海森源及內蒙古森源之董事及法定代表。於二零零九年九月十日，青海森源及內蒙古森源的唯一股東(即香港森源礦業控股)議決罷免梁女士於青海森源及內蒙古森源之董事及法定代表職務，即時生效。如二零零九年度財務報表及本公司日期為二零一零年六月二十八日之通函所披露，由於當時之法定代表梁女士不配合及未能提供所需文件及公司印章，致使向相關中國政府部門更改及更新正式記錄之手續所花費之時間超過預期，因此青海森源及內蒙古森源各自之董事會成員及法定代表仍未正式更改。根據本公司中國法律顧問之意見，儘管青海森源及內蒙古森源各自之董事會成員及法定代表仍未正式更改(儘管已於二零零九年九月十日議決罷免青海森源及內蒙古森源之董事及法定代表，並即時生效)，本公司董事認為本公司仍維持對青海森源及內蒙古森源之控制權。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

(i) **Loss of controls over the assets of Qinghai Forest Source Mining Industry Developing Company Limited ("QHFSMI") and Inner Mongolia Forest Source Mining Industry Developing Company Limited ("IMFSMI") (Continued)**

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

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

### 2. 編製基準 (續)

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

*在本公司不知情及未經本公司同意或批准的情況下轉讓勘探牌照*

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



# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

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

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

As soon as the Company had discovered the loss of QHFSMI's exploration licence, the Company sought advice from its legal advisers. Given the discovery of the loss of significant assets of QHFSMI, the board of directors is no longer in the position of maintaining controls over QHFSMI and IMFSMI by the Group. As a consequence, the directors of the Company consider that the Group no longer has the power to exercise its right as the shareholder and thus has lost its control over the assets and operations and is unable to exercise control over the financial and operating policy decisions of QHFSMI and IMFSMI. Accordingly, the directors of the Company consider that it is inappropriate to consolidate the financial statements of QHFSMI and IMFSMI into the Group and these two wholly-owned subsidiaries are de-consolidated and classified as discontinued operations in the six months period ended 30 June 2010.

#### (ii) Financial impact on de-consolidating QHFSMI and IMFSMI

The directors of the Company consider that the Group had lost its control to govern the financial and operating policies of QHFSMI and IMFSMI with effect from 1 January 2010 and unable to obtain the financial information of QHFSMI and IMFSMI thereafter. Accordingly, in the consolidated financial statements for the six months period ended 30 June 2010, the financial information of QHFSMI and IMFSMI was de-consolidated with effect from 1 January 2010, and the loss arising from loss of controls over QHFSMI and IMFSMI amounting to approximately HK\$348,966,000 was recognised based on the latest available financial information of QHFSMI and IMFSMI as at 31 December 2009.

### 2. 編製基準 (續)

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

##### *在本公司不知情及未經本公司同意或批准的情況下轉讓勘探牌照 (續)*

本公司發現失去青海森源之勘探牌照後，已立即尋求其法律顧問之意見。鑒於發現失去青海森源之重大資產，董事會已無法再維持本集團對青海森源及內蒙古森源之控制權。基於上述原因，本公司董事認為，本集團不再有權行使其作為股東之權利，並因此失去其對青海森源及內蒙古森源之資產及經營之控制權，亦無法對青海森源及內蒙古森源之財務及經營決策行使控制權。因此，本公司董事認為，不宜將青海森源及內蒙古森源之財務報表綜合計入本集團之賬目內，故該兩間全資附屬公司於截至二零一零年六月三十日止六個月期間不再綜合入賬，並分類為已終止經營業務。

#### (ii) 不再將青海森源及內蒙古森源綜合入賬之財務影響

本公司董事認為，本集團自二零一零年一月一日起失去其規管青海森源及內蒙古森源之財務及經營政策之控制權，故無法取得青海森源及內蒙古森源其後之財務資料。因此，於截至二零一零年六月三十日止六個月之綜合財務報表內，青海森源及內蒙古森源之財務資料自二零一零年一月一日起不再綜合入賬，而失去青海森源及內蒙古森源之控制權而引致之虧損約348,966,000港元，乃根據最近期可得青海森源及內蒙古森源於二零零九年十二月三十一日之財務資料確認。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (iii) Further action

The Company has engaged PRC lawyer to take legal action to claim for recovery of the exploration licence right in Inner Mongolia in PRC and may consider to report the matter to relevant government authority for investigation.

### 3. PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2010. The accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2010 with addition for the following amendments and interpretations (the "new HKFRSs") issued by the HKICPA, which have become effective.

HKFRS 1 (Amendments)	Improvements of HKFRSs issued in 2010
HKAS 32 (Amendments)	Classification of Rights Issues
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments
HKAS 24 (Revised)	Related Party Disclosures
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement
HK Interpretation 4 Amendment	Amendment of HK Interpretation 4 Leases – Determination of the Length of the Lease Term in respect of Hong Kong Land Leases

The adoption of the new and revised HKFRSs had no material impact on the unaudited condensed consolidated financial statements of the Group for the current and prior accounting period.

### 2. 編製基準 (續)

#### (iii) 進一步行動

本公司已委聘中國律師採取法律行動，申索追討於中國內蒙古的勘探牌照權利，並考慮向相關政府機構匯報有關事宜以作調查。

### 3. 主要會計政策

此等未經審核簡明綜合中期財務報表應與截至二零一零年十二月三十一日止年度之全年財務報表一併閱覽。編製有關未經審核簡明綜合中期財務報表所採用之會計政策及計算方法與截至二零一零年十二月三十一日止年度之全年財務報表所採用者一致，並採納以下由香港會計師公會所頒佈之已生效修訂及詮釋（「新訂香港財務報告準則」）。

香港財務報告準則第1號（修訂本）	二零一零年頒佈之香港財務報告準則改進
香港會計準則第32號（修訂本）	供股分類
香港（國際財務報告詮釋委員會）— 詮釋第19號	以權益工具抵銷財務負債
香港會計準則第24號（經修訂）	關聯方披露
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂本）	最低資金之預付款
香港詮釋第4號（修訂本）	香港詮釋第4號「租賃：釐定香港土地租賃的租賃期長短」之修訂

採納新訂及經修訂香港財務報告準則對本集團本期及過往會計期間之未經審核簡明綜合財務報表並無重大影響。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

The Group has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective.

HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets <sup>1</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 10	Consolidated Financial Statements <sup>2</sup>
HKFRS 11	Joint Arrangements <sup>2</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>2</sup>
HKFRS 13	Fair Value Measurement <sup>2</sup>
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>4</sup>
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets <sup>3</sup>
HKAS 19 (Revised 2011)	Employee Benefits <sup>2</sup>
HKAS 27 (Revised 2011)	Separate Financial Statements <sup>2</sup>
HKAS 28 (Revised 2011)	Investments in Associates and Joint Ventures <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2011

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2013

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2012

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2012

The Group is in the process of assessing the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs will have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in change in the future as to how the results and financial position are prepared and presented.

### 3. 主要會計政策 (續)

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂準則、修訂本及詮釋。

香港財務報告準則第7號(修訂本)	披露—轉讓財務資產 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第10號	綜合財務報表 <sup>2</sup>
香港財務報告準則第11號	合營安排 <sup>2</sup>
香港財務報告準則第12號	披露於其他實體之權益 <sup>2</sup>
香港財務報告準則第13號	公平值計量 <sup>2</sup>
香港會計準則第1號(修訂本)	其他全面收入項目之呈列 <sup>4</sup>
香港會計準則第12號(修訂本)	遞延稅項：收回相關資產 <sup>3</sup>
香港會計準則第19號(二零一一年經修訂)	僱員福利 <sup>2</sup>
香港會計準則第27號(二零一一年經修訂)	獨立財務報表 <sup>2</sup>
香港會計準則第28號(二零一一年經修訂)	於聯營公司及合營公司之投資 <sup>2</sup>

<sup>1</sup> 於二零一一年七月一日或以後開始之年度期間生效

<sup>2</sup> 於二零一三年一月一日或以後開始之年度期間生效

<sup>3</sup> 於二零一二年一月一日或以後開始之年度期間生效

<sup>4</sup> 於二零一二年七月一日或以後開始之年度期間生效

本集團現正評估該等新訂香港財務報告準則之潛在影響，惟尚未能確定該等新訂香港財務報告準則會否對本集團編製及呈列其經營業績及財務狀況之方式構成重大影響。該等新訂香港財務報告準則可能導致日後編製及呈列業績及財務狀況之方式出現變動。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 4. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents net invoiced value of sales of oil and supply of electricity and heat attributable to the interests of the Group.

An analysis of the Group's revenue and other income are as follows:

### 4. 收益及其他收入

收益（亦為本集團之營業額）指本集團權益應佔之石油銷售及熱電供應之發票淨值。

本集團之收益及其他收入分析如下：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
<b>Revenue</b>	<b>收益</b>		
Sale of oil	石油銷售	51,932	—
Supply of electricity and heat	熱電供應	50,049	—
		<b>101,981</b>	—
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	144	51
Sundry income	各項收入	148	—
Gain on disposals of property, plant and equipment	出售物業、廠房及 設備之收益	182	—
Exchange gains, net	匯兌收益淨額	886	—
Government grants	政府補助	1,853	—
		<b>3,213</b>	51

### 5. SEGMENT INFORMATION

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

### 5. 分類資料

本集團已根據定期向主要營運決策者（即董事會）匯報以供決定分配資源至本集團業務分部及檢討該等分部表現之內部財務資料，確立其營運分類及編製分類資料。向主要營運決策者作出內部報告之業務分部，乃按照本集團主要產品及服務種類釐定。本集團已確立以下報告分類。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

- (a) the Trading of Carpets segment represents the trading of carpets of other renowned brand names;
- (b) the Supply of Electricity and Heat segment represents the business of generation and supplying of electricity and heat; and
- (c) the Oil Production segment represents the business of oil production.

There was no inter-segment sale and transfer during the six months period ended 30 June 2011 (six months ended 30 June 2010: Nil).

### 5. 分類資料 (續)

- (a) 買賣地毯分類，指買賣其他馳名品牌之地毯；
- (b) 熱電供應分類，指熱電生產及供應業務；及
- (c) 生產石油分類，指生產石油業務。

於截至二零一一年六月三十日止六個月，並無分類間之出售及轉讓（截至二零一零年六月三十日止六個月：無）。

	Trading of Carpets 買賣地毯 (Unaudited) (未經審核)		Supply of Electricity and Heat 熱電供應 (Unaudited) (未經審核)		Oil Production 生產石油 (Unaudited) (未經審核)		Total 總計 (Unaudited) (未經審核)	
	Six months ended 30 June 截至六月三十日止六個月	2010 HK\$'000 二零一零年 千港元	Six months ended 30 June 截至六月三十日止六個月	2010 HK\$'000 二零一零年 千港元	Six months ended 30 June 截至六月三十日止六個月	2010 HK\$'000 二零一零年 千港元	Six months ended 30 June 截至六月三十日止六個月	2010 HK\$'000 二零一零年 千港元
<b>Reportable segment revenue:</b> 報告分類收益：								
From external customers 來自外間客戶之收益	-	-	50,049	-	51,932	-	101,981	-
Reportable segment (loss)/profit 報告分類(虧損)/溢利	(1,045)	(981)	(7,799)	-	7,934	-	(910)	(981)
Bank interest income 銀行利息收入	-	19	91	-	51	-	142	19
Depreciation 折舊	3	-	13,602	-	7,040	-	20,645	-
Amortisation of prepaid land lease payments 預付土地租賃款項攤銷	-	-	328	-	-	-	328	-
Amortisation of intangible assets 無形資產攤銷	-	-	8,092	-	8,016	-	16,108	-
Gain on disposals of property, plant and equipment 出售物業、廠房及設備之收益	-	-	182	-	-	-	182	-
<b>Reportable segment assets</b> 報告分類資產	<b>326</b>	<b>429</b>	<b>759,173</b>	<b>-</b>	<b>2,349,619</b>	<b>-</b>	<b>3,109,118</b>	<b>429</b>
Additions to non-current segment assets during the period 本期間非流動分類資產增加	-	-	36	-	14,538	-	14,574	-
<b>Reportable segment liabilities</b> 報告分類負債	<b>5</b>	<b>3</b>	<b>134,712</b>	<b>-</b>	<b>613,095</b>	<b>-</b>	<b>747,812</b>	<b>3</b>

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

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

### 5. 分類資料 (續)

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

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Reportable segment loss	報告分類虧損	(910)	(981)
Finance costs	財務成本	(5,402)	(1,028)
Other unallocated income	其他未分配收入	2	51
Other unallocated expenses	其他未分配開支	(8,070)	(8,659)
Loss before income tax	除所得稅前虧損	(14,380)	(10,617)
<b>Discontinued operations:</b>	<b>已終止經營業務：</b>		
Loss on de-consolidating subsidiaries	附屬公司不再綜合入賬帶來之虧損	-	(348,966)
		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
Reportable segment assets	報告分類資產	3,109,118	3,157,525
Property, plant and equipment	物業、廠房及設備	368	418
Cash at banks and in hand	銀行結存及手頭現金	5,033	16,366
Other corporate assets	其他公司資產	698	1,273
Group assets	集團資產	3,115,217	3,175,582
Reportable segment liabilities	報告分類負債	747,812	779,885
Convertible bonds	可換股債券	21,327	20,292
Promissory notes	本票	27,510	43,865
Other corporate liabilities	其他公司負債	36,487	39,273
Group liabilities	集團負債	833,136	883,315

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 6. FINANCE COSTS

### 6. 財務成本

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
Interest on bank and other borrowing due within five years	五年內到期之銀行及其他借款利息	3,105	-
Imputed interest on promissory notes (note 16)	本票之推算利息 (附註16)	1,262	-
Imputed interest on convertible bonds	可換股債券之推算利息	1,035	1,028
		<b>5,402</b>	<b>1,028</b>

### 7. LOSS BEFORE INCOME TAX

### 7. 除所得稅前虧損

Loss before income tax is arrived at after charging the following:

除所得稅前虧損已扣除以下各項：

		(Unaudited) (未經審核)		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Consolidated 綜合	
		Six months ended 30 June 截至六月三十日止六個月		Six months ended 30 June 截至六月三十日止六個月		Six months ended 30 June 截至六月三十日止六個月	
		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
<b>Charging:</b>	<b>扣除：</b>						
Cost of inventories recognised as expense	確認為開支之存貨成本	19,434	-	-	-	19,434	-
Depreciation*	折舊*	20,698	63	-	-	20,698	63
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	328	-	-	-	328	-
Amortisation of intangible assets**	無形資產攤銷**	16,108	-	-	-	16,108	-
Operating lease charges on land and buildings	土地及樓宇之經營租約費用	1,896	-	-	-	1,896	-
Outgoings in respect of leasing properties	有關租賃物業之支出	248	-	-	-	248	-
Staff costs, including directors' emoluments	員工成本，包括董事酬金	11,707	2,479	-	-	11,707	2,479
Loss on early redemption of promissory notes (note 16)**	提早贖回本票之虧損** (附註16)	2,383	-	-	-	2,383	-

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 7. LOSS BEFORE INCOME TAX (Continued)

\* Depreciation expenses of approximately HK\$18,561,000 (six months ended 30 June 2010: Nil) and approximately HK\$2,137,000 (six months ended 30 June 2010: HK\$63,000) were included in cost of sales and administrative expenses respectively.

\*\* These items included in "Other operating expenses" on the face of the condensed consolidated income statement.

### 8. INCOME TAX CREDIT

No Hong Kong profits tax has been provided as the Group had no estimated assessable profits arising in or derived from Hong Kong for both periods.

### 7. 除所得稅前虧損 (續)

\* 折舊開支約18,561,000港元(截至二零一零年六月三十日止六個月:無)及約2,137,000港元(截至二零一零年六月三十日止六個月:63,000港元)已分別計入銷售成本及行政開支。

\*\* 該等項目計入簡明綜合損益表之「其他經營開支」。

### 8. 所得稅計入

由於本集團於兩段期間均無在香港產生或源自香港之估計應課稅溢利，故並無就香港利得稅作出撥備。

(Unaudited)

(未經審核)

Six months ended 30 June

截至六月三十日止六個月

		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
Current tax – the PRC	當期稅項－中國	80	–
Deferred tax – the PRC	遞延稅項－中國	(1,117)	–
Income tax credit	所得稅計入	(1,037)	–

Income tax of subsidiaries of the Company in the PRC, is subject to PRC enterprise income tax at the tax rate of 25% for the six months ended 30 June 2011.

截至二零一一年六月三十日止六個月，本公司中國附屬公司須按25%之稅率繳納中國企業所得稅。

### 9. DIVIDEND

The Board does not recommend any payment of interim dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: Nil).

### 9. 股息

董事會不建議就截至二零一一年六月三十日止六個月派付任何中期股息(截至二零一零年六月三十日止六個月:無)。



# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 10. DISCONTINUED OPERATIONS

As mentioned in note 2, exploration of mine business was presented as discontinued operations in accordance with HKFRS 5 during the six months ended 30 June 2010.

An analysis of the results of the discontinued operations included in the condensed consolidated income statement was as follows:

### 10. 已終止經營業務

誠如附註2所述，於截至二零一零年六月三十日止六個月，礦區勘探業務已根據香港財務報告準則第五號呈列為已終止經營業務。

載列於簡明綜合損益表之已終止經營業務之業績分析如下：

		(Unaudited) (未經審核) Six months ended 30 June 2010 截至 二零一零年 六月三十日 止六個月 Exploration of mine business 礦區勘探業務 HK\$'000 千港元
Revenue	收益	-
Other income	其他收入	-
Expenses	開支	-
		-
Income tax expense	所得稅開支	-
Loss on de-consolidating subsidiaries (note 17)	附屬公司不再綜合入賬帶來之虧損 (附註17)	(348,966)
Loss for the period from discontinued operations	已終止經營業務之本期間虧損	(348,966)

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 11. LOSS PER SHARE

The calculations of basic losses per share attributable to the owners of the Company are based on the following data:

### 11. 每股虧損

本公司擁有人應佔每股基本虧損乃根據以下數據計算：

		<b>(Unaudited)</b> (未經審核)	
		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2011</b> <b>HK\$'000</b> 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
<b>Loss</b>	<b>虧損</b>		
Loss for the period attributable to the owners of the Company from continuing operations for the purpose of basic loss per share	用以計算每股基本虧損之本公司擁有人應佔本期間來自持續經營業務之虧損	<b>9,999</b>	10,617
Loss for the period attributable to the owners of the Company from discontinued operations for the purpose of basic loss per share	用以計算每股基本虧損之本公司擁有人應佔本期間來自已終止經營業務之虧損	-	348,966
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share	用以計算每股基本虧損之本公司擁有人應佔本期間虧損	<b>9,999</b>	359,583

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 11. LOSS PER SHARE (Continued)

### 11. 每股虧損 (續)

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2011 '000 二零一一年 千股	2010 '000 二零一零年 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	<b>13,462,586</b>	7,364,077

No diluted loss per share for the six months ended 30 June 2011 and 2010 was presented as the potential ordinary shares on convertible bonds were anti-dilutive.

由於可換股債券之潛在普通股具反攤薄效應，故並無呈列截至二零一一年及二零一零年六月三十日止六個月之每股攤薄虧損。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 12. PROPERTY, PLANT AND EQUIPMENT

### 12. 物業、廠房及設備

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
Net book value at the beginning of the period/year	於期／年初賬面淨值	510,460	3,605
Additions	添置	14,577	74,862
Acquisitions of subsidiaries	收購附屬公司	-	436,327
Disposals	出售	(295)	(481)
Disposals due to de-consolidating subsidiaries	因附屬公司不再綜合入賬而出售	-	(3,578)
Exchange differences	匯兌差額	4,333	9,566
Depreciation	折舊	(20,698)	(9,841)
Net book value at the end of the period/year	於期／年末賬面淨值	508,377	510,460

### 13. TRADE RECEIVABLES

The Group normally allows trading credit terms ranging from 30 to 120 days to its established customers. Each customer has a maximum credit limit. Trade debtors with balances aged over 120 days are required to settle all outstanding balances before any further credit is granted. In view of this, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

### 13. 應收貿易賬項

本集團一般給予已建立關係之客戶30至120日之貿易信貸期。每個客戶設有信貸上限。賬齡為120日以上之應收貿易賬項結餘，須於獲授任何進一步信貸前清還所有未償還結餘。因此並無重大信貸集中風險。應收貿易賬項並不計息。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 13. TRADE RECEIVABLES (Continued)

Ageing analysis of trade receivables, based on the invoice date, is as follows:

1 – 90 days	1 – 90日
121 – 365 days	121 – 365日

At 30 June 2011 and 31 December 2010, there were no trade receivables that were individually determined to be impaired. The Group did not hold any collateral over these balances.

### 14. TRADE PAYABLES

Trade payables are non-interest-bearing and are normally settled on 60-day terms.

Ageing analysis of trade payables, based on the invoice date, is as follows:

1 – 90 days	1 – 90日
91 – 120 days	91 – 120日
121 – 365 days	121 – 365日
Over 1 year	1年以上

### 13. 應收貿易賬項 (續)

應收貿易賬項根據發票日期之賬齡分析如下:

(Unaudited) (未經審核)	(Audited) (經審核)
30 June 2011	31 December 2010
HK\$'000	HK\$'000
二零一一年 六月三十日	二零一零年 十二月三十一日
千港元	千港元
16,174	16,158
-	459
<b>16,174</b>	<b>16,617</b>

於二零一一年六月三十日及二零一零年十二月三十一日，並無應收貿易賬項個別被釐定為已減值。本集團並無就該等結餘持有任何抵押品。

### 14. 應付貿易賬項

應付貿易賬項為免息及通常於60日內結算。

應付貿易賬項根據發票日期之賬齡分析如下:

(Unaudited) (未經審核)	(Audited) (經審核)
30 June 2011	31 December 2010
HK\$'000	HK\$'000
二零一一年 六月三十日	二零一零年 十二月三十一日
千港元	千港元
7,627	12,679
866	3,324
1,204	626
4,839	2,222
<b>14,536</b>	<b>18,851</b>

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 15. OTHER BORROWINGS

As at 30 June 2011 and 31 December 2010, all borrowings were obtained from the independent third parties and are analysed as follows:

### 15. 其他借款

於二零一一年六月三十日及二零一零年十二月三十一日，所有借款均來自獨立第三方，分析如下：

		(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
Repayable on demand or within one year	按要求償還或一年內償還		
Loan A, unsecured	貸款A，無抵押	5,950	5,903
Loan B, unsecured	貸款B，無抵押	2,142	2,125
Loan C, unsecured	貸款C，無抵押	-	366
		<b>8,092</b>	<b>8,394</b>
Repayable after 1 year but within 5 years	一年後但五年內償還		
Loan D, unsecured	貸款D，無抵押	35,935	35,414
Loan E, unsecured	貸款E，無抵押	23,800	23,613
Loans F and G, unsecured	貸款F及G，無抵押	13,988	22,778
Loan H, unsecured	貸款H，無抵押	3,996	4,024
Loan I, unsecured	貸款I，無抵押	1,190	1,181
		<b>78,909</b>	<b>87,010</b>

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 15. OTHER BORROWINGS (Continued)

Loan A bears the interest at the rate of 9.72% (31 December 2010: 9.72%) per annum and repayable in March 2012 (31 December 2010: February 2011).

Loan B bears the interest at the rate of 24% (31 December 2010: 24%) per annum and repayable in July 2011 (31 December 2010: January 2011).

Loan C is interest-free and repayable on demand as at 31 December 2010.

Loan D bears the interest at the rate of 3% (31 December 2010: 3%) per annum and repayable in January 2013 (31 December 2010: January 2012).

Loan E bears the interest at the rate of 5.31% per annum and repayable in December 2012 as at 30 June 2011 and 31 December 2010.

Loans F and G are interest-free (31 December 2010: interest-free) and repayable in April 2013 (31 December 2010: April 2012).

Loan H is interest-free (31 December 2010: interest-free) and repayable by instalment of RMB200,000 per month from August 2013 (31 December 2010: March 2012).

Loan I is interest-free and repayable in July 2013 as at 30 June 2011 and 31 December 2010.

### 15. 其他借款 (續)

貸款A按年利率9.72% (二零一零年十二月三十一日: 9.72%)計息及須於二零一二年三月 (二零一零年十二月三十一日: 二零一一年二月)償還。

貸款B按年利率24% (二零一零年十二月三十一日: 24%)計息及須於二零一一年七月 (二零一零年十二月三十一日: 二零一一年一月)償還。

貸款C為免息及按要求於二零一零年十二月三十一日償還。

貸款D按年利率3% (二零一零年十二月三十一日: 3%)計息及須於二零一三年一月 (二零一零年十二月三十一日: 二零一二年一月)償還。

於二零一一年六月三十日及二零一零年十二月三十一日, 貸款E按年利率5.31%計息及須於二零一二年十二月償還。

貸款F及G為免息 (二零一零年十二月三十一日: 免息)及須於二零一三年四月 (二零一零年十二月三十一日: 二零一二年四月)償還。

貸款H為免息 (二零一零年十二月三十一日: 免息)及須自二零一三年八月 (二零一零年十二月三十一日: 二零一二年三月)起按每月人民幣200,000元分期償還。

於二零一一年六月三十日及二零一零年十二月三十一日, 貸款I為免息及須於二零一三年七月償還。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 16. PROMISSORY NOTES

The promissory notes with a principal amount of HK\$50,000,000 are unsecured, interest bearing at 2% per annum and are repayable on 31 December 2012. The fair value at the date of issue amounting to HK\$43,854,000 was calculated at the discounted borrowing rate of 8.99% per annum.

During the six months ended 30 June 2011, the promissory notes of HK\$20,000,000 were early redeemed and a loss on early redemption of promissory notes of approximately HK\$2,383,000 have been included in "Other operating expenses" (note 7).

Movement of promissory notes is as follows:

		(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
At the beginning of the period/year	於期／年初	43,865	-
Issue of promissory notes	發行本票	-	43,854
Imputed interest on promissory notes (note 6)	本票之推算利息(附註6)	1,262	11
Redemption of promissory notes	贖回本票	(17,617)	-
At the end of the period/year	於期／年末	27,510	43,865

### 16. 本票

本金額50,000,000港元之本票為無抵押、以年利率2%計息及須於二零一二年十二月三十一日償還。於發行日期之公平值43,854,000港元乃按貼現借款年利率8.99%計算。

截至二零一一年六月三十日止六個月，20,000,000港元之本票已提早贖回，提早贖回本票之虧損約2,383,000港元亦已計入「其他經營開支」（附註7）。

本票之變動如下：

	(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
At the beginning of the period/year	43,865	-
Issue of promissory notes	-	43,854
Imputed interest on promissory notes (note 6)	1,262	11
Redemption of promissory notes	(17,617)	-
At the end of the period/year	27,510	43,865



# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 17. DE-CONSOLIDATING SUBSIDIARIES

As described in notes 2 and 10, the Board of the Company considered that the Group no longer has the power to exercise its rights as the shareholder and thus has lost control over the assets and operations and is unable to exercise control over the financial and operating policy decisions of QHFSMI and IMFSMI. As a consequence, the Group has been unable to obtain the financial information of QHFSMI and IMFSMI since 1 January 2010. The directors of the Company consider that the Group had lost its control to govern the financial and operating policies of QHFSMI and IMFSMI with effect from 1 January 2010. Accordingly, the financial statements of QHFSMI and IMFSMI was de-consolidated with effect from 1 January 2010, and the loss arising from loss of controls over QHFSMI's and IMFSMI's assets amounting to HK\$348,966,000 was recognised based on the latest available financial information of QHFSMI and IMFSMI as at 31 December 2009.

Details of net assets attributable to QHFSMI and IMFSMI as at 1 January 2010 are set out below:

### 17. 附屬公司不再綜合入賬

如附註2及10所述，本公司董事會認為，本集團不再有權行使其作為股東之權利，並因此失去對青海森源及內蒙古森源之資產及經營之控制權，亦無法對青海森源及內蒙古森源之財務及經營決策行使控制權。因此，本集團已無法取得青海森源及內蒙古森源自二零一零年一月一日以來之財務資料。本公司董事認為，自二零一零年一月一日起，本集團已失去規管青海森源及內蒙古森源財務及經營決策之控制權。因此，青海森源及內蒙古森源之財務資料自二零一零年一月一日起不再綜合入賬，而失去青海森源及內蒙古森源資產控制權所產生之虧損348,966,000港元，乃根據最近期可得青海森源及內蒙古森源於二零零九年十二月三十一日之財務資料確認。

於二零一零年一月一日青海森源及內蒙古森源應佔資產淨值之詳情載列如下：

		HK\$'000 千港元
<b>Net assets de-consolidated of:</b>	<b>不再綜合入賬之資產淨值：</b>	
Property, plant and equipment	物業、廠房及設備	3,578
Exploration and evaluation assets	勘探及評估資產	38,562
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	71
Cash and cash equivalents	現金及現金等值項目	75
Deposits received, other payables and accruals	已收按金、其他應付款項及應計款項	(19,980)
		22,306
Goodwill	商譽	327,632
		349,938
Release of exchange reserve on de-consolidating subsidiaries	附屬公司不再綜合入賬帶來之匯兌儲備撥回	(972)
Loss on de-consolidating subsidiaries (note 10)	附屬公司不再綜合入賬帶來之虧損(附註10)	348,966

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 18. OPERATING LEASE COMMITMENTS

At 30 June 2011, the Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

		(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
Within one year	一年內	2,521	2,006
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	1,248	1,768
After five years	五年後	1,210	1,128
		<b>4,979</b>	<b>4,902</b>

The Group leases certain leasehold land and buildings under operating leases. The leases run for an initial period of two to thirteen years, with an option to renew the lease and renegotiate the terms at expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. None of the leases include contingent rentals.

### 18. 經營租約承擔

於二零一一年六月三十日，本集團於下列年期內屆滿之不可撤銷經營租約之未來最少租賃付款總額如下：

	(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
Within one year	2,521	2,006
In the second to fifth years, inclusive	1,248	1,768
After five years	1,210	1,128
	<b>4,979</b>	<b>4,902</b>

本集團根據經營租約租用若干租賃土地及樓宇。該等租約初步為期兩至十三年，可於到期日或本集團與有關業主／出租人共同商定之日期選擇續租及重訂租約條款。該等租約不包括或然租金。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 19. CAPITAL AND OTHER COMMITMENTS

		(Unaudited) (未經審核) 30 June 2011 HK\$'000 二零一一年 六月三十日 千港元	(Audited) (經審核) 31 December 2010 HK\$'000 二零一零年 十二月三十一日 千港元
Capital commitments:	資本承擔：		
Contracted but not provided for in respect of equipment	已訂約但未就設備計提撥備	1,940	4,965
Other commitments:	其他承擔：		
Contracted but not provided for in respect of administrative fee and training fee	已訂約但未就管理費及培訓費 計提撥備	61,381	62,897
		<b>63,321</b>	<b>67,862</b>

### 19. 資本及其他承擔

### 20. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in condensed consolidated financial statements, the Group had the following material transactions with related parties during the period:

#### Compensation of key management personnel

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	2010 HK\$'000 二零一零年 千港元
Total remuneration of directors and other members of key management during the period	期內董事及其他 主要管理人員之 薪酬總額	1,232	951

### 20. 關連人士交易

除簡明綜合財務報表他處所披露者外，本集團期內與關連人士進行之重大交易如下：

#### 主要管理人員之補償

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 21. LITIGATION

There is litigation being undertaken against the Group, details of which is set out as follows:

#### Tarim Basin

In September 2009, an independent party (the “Plaintiff”) undertook a legal action against and filed a claim to a group of three parties. These three parties are referred to as the “First Defendant”, the “Second Defendant” (i.e. the subsidiary of the Group, China Era Energy Power Investment Limited (“China Era”)) and the “Third Defendant” (collectively referred to as the “Defendants”). The First Defendant was an ex-director of China Era and the Third Defendant was a related company of First Defendant as the First Defendant was a director of both China Era and the Third Defendant at that time.

Based on the statement of claims, the Plaintiff alleged that China Era entered into an agreement in May 2007 with the Plaintiff relating to a production sharing agreement for an exploration and exploitation project that related to an oilfield located at the North and South Kashi Blocks on Tarim Basin in Xinjiang, the PRC. The Plaintiff further alleged that a tender was submitted in June 2007 for the North and South Kashi Blocks on Tarim Basin (the “Tender”) but was rejected by PetroChina Company Limited for political reason only. The contract for the North Kashi Block on Tarim Basin was subsequently awarded to the Third Defendant in December 2008 (the “Kashi Contract”). The Plaintiff alleged that the Tender contained confidential information beneficially belonging to the Plaintiff which was disclosed by China Era to the Third Defendant to secure the Kashi Contract to the exclusion of the Plaintiff, in breach of its duty of confidence and/or fiduciary duties owed to the Plaintiff.

### 21. 訴訟

本集團被提起的訴訟事項詳情載列如下：

#### 塔里木盆地

於二零零九年九月，一名獨立方（「原告」）對三方採取法律行動，並提出申索。有關三方稱為「第一被告」、「第二被告」（即本集團附屬公司中國年代能源投資有限公司（「中國年代」））及「第三被告」（統稱為「被告」）。第一被告為中國年代之一名前董事，而因第一被告當時為中國年代及第三被告之董事，因此第三被告為第一被告之一間關連公司。

根據申索陳述書，原告指稱中國年代於二零零七年五月與原告訂立一項協議，內容有關就位於中國新疆塔里木盆地之喀什北區塊及南區塊之油田而訂立之一項關於勘探及開採項目之生產分成協議。原告進一步指稱於二零零七年六月就塔里木盆地之喀什北區塊及南區塊呈交標書（「標書」），惟僅因政治理由而被中國石油天然氣股份有限公司拒絕受理。隨後塔里木盆地之喀什北區塊合約於二零零八年十二月贈予第三被告（「喀什合約」）。原告指稱標書載有原告實益擁有之機密資料，而中國年代向第三被告披露該等機密資料，以在排除原告之情況下取得喀什合約，違反對原告之保密責任及／或受信責任。

# Notes to the Condensed Financial Statements

## 簡明財務報表附註

For the six months ended 30 June 2011 截至二零一一年六月三十日止六個月

### 21. LITIGATION (Continued)

#### Tarim Basin (Continued)

The Defendants filed defence on 14 December 2009 where the Defendants denied the claim made by the Plaintiff.

Pursuant to the order on 2 March 2011, the litigation was stayed for 3 months for the purpose of mediation. The Case Management Conference hearing was adjourned to 4 January 2012.

The First mediation session was conducted on 5 May 2011. Afterwards, there have been exchanges of offer and counter-offer between the parties. Currently, the mediation proceeding is still in progress and there is now a de facto (practically speaking) stay of litigation.

Had the Defendants lost the legal claim, based on the advices of the legal representatives of the Defendants in November 2009, January 2010 and December 2010, the amount to be claimed by the Plaintiff will be determined with reference to the amount that would have been charged by a consultant who can secure the same information in relation to the Kashi Contract. Accordingly, the legal representatives of the Defendants advised China Era that the amount to be claimed is no more than HK\$5,000,000.

### 21. 訴訟 (續)

#### 塔里木盆地 (續)

被告已於二零零九年十二月十四日提交抗辯書，被告在其中否認原告所作出之申索。

根據於二零一一年三月二日頒布的法令，有關訴訟將暫緩三個月以便進行調解。個案處理會議聆訊將推延至二零一二年一月四日。

首次調解會於二零一一年五月五日進行，其後雙方互有交換和解方案建議及反建議。調解程序目前仍在進行當中及案件仍處於訴訟階段。

倘被告敗訴，根據被告之法律代表於二零零九年十一月、二零一零年一月及二零一零年十二月之意見，原告之申索金額將參考能取得有關喀什合約之相同資料之顧問原應收取之數額釐定。因此，被告之法律代表向中國年代提供之意見為，申索金額不超過5,000,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK

For the six months ended 30 June 2011 (the "Period"), the Group's revenue was approximately HK\$102 million (six months ended 30 June 2010: Nil). The Group's revenue is mainly contributed from the supply of electricity and heat segment and oil production segment, which are newly acquired during the second half of year 2010.

The loss for the period ended 30 June 2011 was approximately HK\$13 million (six months ended 30 June 2010: HK\$360 million). The loss of the Group was substantially decreased by approximately HK\$347 million as compared to the corresponding period of last year due to the absence of the loss of de-consolidating subsidiaries in discontinued operations of approximately HK\$349 million. However, the Group recorded a loss for the six months ended 30 June 2011 as compared to a profit for the year ended 31 December 2010. The substantial decrease in the profit of the Group was mainly attributable to the absence of the gain from the excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost amounted to approximately HK\$606 million which were recorded in the last year ended 31 December 2010.

#### Carpet trading business

The market environment of carpet trading continued to be extremely competitive. During the Period, no revenue (six months ended 30 June 2010: Nil) is recorded by the Group and incurred a loss of approximately HK\$1 million (six months ended 30 June 2010: HK\$1 million) in carpet trading business.

### 業務回顧及展望

於截至二零一一年六月三十日止六個月（「本期間」），本集團之收益約為102,000,000港元（截至二零一零年六月三十日止六個月：無）。本集團之收益主要來自於二零一零年下半年新收購之熱電供應分類及產油分類。

截至二零一一年六月三十日止期間之虧損約為13,000,000港元（截至二零一零年六月三十日止六個月：360,000,000港元）。由於再無不再綜合計入已終止經營業務之附屬公司之虧損約349,000,000港元，故與去年同期比較，本集團的虧損大幅減少約347,000,000港元。然而，相較截至二零一零年十二月三十一日止年度的溢利，本集團於截至二零一一年六月三十日止六個月錄得虧損。本集團溢利大幅減少，主要由於缺少去年年度二零一零年十二月三十一日收購方應佔被收購方之可辨認資產、負債及或然負債之公平淨值權益超過成本之數額之收益約606,000,000港元。

#### 地毯買賣業務

地毯買賣市況之競爭仍舊相當激烈。本集團之地毯買賣業務於本期間並無錄得收益（截至二零一零年六月三十日止六個月：無），惟錄得虧損約1,000,000港元（截至二零一零年六月三十日止六個月：1,000,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Electricity and heat business

The electricity and heat business generated revenue of approximately HK\$50 million for the six months ended 30 June 2011 (six months ended 30 June 2010: Nil). It recorded a loss of approximately HK\$8 million (six months ended 30 June 2010: Nil) because of the rising material prices, the increase of depreciation expenses related to additional plant, machinery and equipment purchased in late 2010 and the amortisation of intangible assets. In June 2011, the National Development and Reform Commission issued a notice regarding "Proper Adjustment of Electricity Tariff" (the "Notice"). According to the Notice, the PRC government has decided to adjust on-grid tariff by regions in order to compensate a portion of increased costs of coal-fired power generation enterprises as a result of the rising coal prices, and to ensure normal and reasonable power supply. Pursuant to the Notice, Shanxi Provincial Price Control Bureau announced an adjustment of electricity tariff in Shanxi Province and accordingly Shanxi Zhong Kai Group Lingshi Heat and Power Company Limited ("Shanxi Zhong Kai Lingshi") increased its selling price. As a result, the overall average selling price of electricity should be increased in the second half of the year.

Shanxi Zhong Kai Lingshi is conducting a detailed analysis on cost and return of its heat generation for the coming winter season. It strives to renew the heat supply agreement with its major customer in order to secure a commercially viable return and maximize the benefits of the heat supply business.

We anticipate that high and volatile coal prices will continue to bring challenge to our operation in the second half of 2011. To mitigate this impact, the electricity and heat business will continue to implement control measures in order to improve overall efficiency and financial performance.

### 發電及供熱業務

截至二零一一年六月三十日止六個月，發電及供熱業務之收益約為50,000,000港元（截至二零一零年六月三十日止六個月：無）。由於材料價格上升，加上於二零一零年底購置之額外廠房、機械及設備折舊開支及無形資產攤銷的增加，發電及供熱業務錄得虧損約8,000,000港元（截至二零一零年六月三十日止六個月：無）。於二零一一年六月，國家發展和改革委員會發出《關於適當調整電價有關問題的通知》（「通知」）。根據該通知，為補償火力發電企業因電煤價格上漲增加的部分成本，保障正常合理的電力供應，中國政府決定按地區調整上網電價。根據該通知，山西省物價局宣布調整山西省之電價，山西中凱集團靈石熱電有限公司（「山西中凱靈石」）遂調高電力銷售價格。因此，整體平均電力銷售價格於下半年將會增加。

山西中凱靈石正就其產熱業務於今年冬季之成本及回報進行詳細分析，並致力與主要客戶重續熱力供應協議，以取得具商業利益之回報，並盡量提高供熱業務之利益。

我們預期煤價高企及波動之情況將繼續為二零一一年下半年之經營帶來挑戰。為紓緩上述影響，發電及供熱業務將繼續實施控制措施，以改善整體效率及財務表現。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Oil business

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

The results of operations and costs incurred in oil business are detailed below. The management expect that the oil business will continue to generate revenue and contribute profit to the Group in the second half of 2011.

#### (a) Results of operations

### 石油業務

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

石油業務之經營業績及所涉之成本詳列如下。管理層預期石油業務於二零一一年下半年將繼續為本集團帶來收益及溢利貢獻。

#### (a) 經營業績

		<b>(Unaudited)</b> (未經審核)	
		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2011</b>	<b>2010</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>二零一一年</b>	<b>二零一零年</b>
		<b>千港元</b>	<b>千港元</b>
Net sales to customers	對客戶銷售淨額	<b>51,932</b>	—
Other income	其他收入	<b>937</b>	—
Operating expenses	經營開支	<b>(18,514)</b>	—
Depreciation	折舊	<b>(15,056)</b>	—
Special petroleum revenue tax	石油特別收益金	<b>(11,365)</b>	—
Result of operations before income tax expenses	除所得稅前經營業績	<b>7,934</b>	—



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

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

		2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
Exploration costs	勘探成本	-	-
Development costs	開發成本	13,038	-
Total costs incurred	所涉成本總額	13,038	-

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

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

The Group will drill around 46 more production wells in the second half of 2011. These 46 new wells are expected to contribute to the oil production during the second half of 2011. Taking into accounts the production capacity of other existing wells and facilities, it is estimated that the annual oil production of the oil field of the Lower Cretaceous System Quantou Formation Third Member Yangdachengzi Layer which is situated at Liangjing Block of Songliao Basin at Jilin Province of the PRC in 2011 will be approximately 35,000 metric tonnes (equivalent to 256,000 barrels of oil).

### (b) 勘探及開發石油所涉之成本

(Unaudited)  
(未經審核)

Six months ended 30 June  
截至六月三十日止六個月

	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元
Exploration costs	-	-
Development costs	13,038	-
Total costs incurred	13,038	-

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

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

本集團將於二零一一年下半年再鑽探約46口生產井。該46口新井預期將可為二零一一年下半年之產油量帶來貢獻。倘計及其他現有油井及設施之產量，估計位於中國吉林省松遼盆地兩井區塊之下白堊統泉頭組三段楊大城子油層之油田於二零一一年之年產油量將約為35,000公噸（相等於256,000桶石油）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FUTURE PLAN AND PROSPECTS

The management believes that the businesses of electricity and heat and oil production will strengthen the Company and creates the value for our shareholders.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2011, the net assets value of the Group is approximately HK\$2,282 million (31 December 2010: HK\$2,292 million) and the total cash and bank balance is approximately HK\$119 million (31 December 2010: HK\$146 million). As at 30 June 2011, the Group had total current assets of approximately HK\$181 million (31 December 2010: HK\$220 million) and total current liabilities of approximately HK\$169 million (31 December 2010: HK\$189 million).

### CURRENT AND GEARING RATIO

As at 30 June 2011, the Group had total assets of approximately HK\$3,115 million (31 December 2010: HK\$3,176 million), total liabilities of approximately HK\$833 million (31 December 2010: HK\$883 million), indicating a gearing ratio of 0.27 (31 December 2010: 0.28) on the basis of total liabilities over total assets. The current ratio of the Group for the Period was 1.07 (31 December 2010: 1.16).

### FOREIGN CURRENCY EXPOSURE

The Group's sales and purchases are denominated in Renminbi and United States dollars. The Group does not use derivative financial instruments to hedge its foreign currency risk. The Group reviews its foreign currency exposures regularly and does not consider its foreign exchange risk to be significant.

### 未來規劃及展望

管理層相信發電及供熱業務與石油業務將強化本公司，並為本公司股東創造價值。

### 流動資金及財務資源

於二零一一年六月三十日，本集團之資產淨值約為2,282,000,000港元（二零一零年十二月三十一日：2,292,000,000港元），而現金及銀行結餘總額則約為119,000,000港元（二零一零年十二月三十一日：146,000,000港元）。於二零一一年六月三十日，本集團之流動資產總值約為181,000,000港元（二零一零年十二月三十一日：220,000,000港元），而流動負債總額則約為169,000,000港元（二零一零年十二月三十一日：189,000,000港元）。

### 流動比率及資本負債比率

於二零一一年六月三十日，本集團之資產總值約為3,115,000,000港元（二零一零年十二月三十一日：3,176,000,000港元），負債總額約為833,000,000港元（二零一零年十二月三十一日：883,000,000港元），按負債總額除資產總值計算，資本負債比率為0.27（二零一零年十二月三十一日：0.28）。本期間本集團之流動比率為1.07（二零一零年十二月三十一日：1.16）。

### 外匯風險

本集團之買賣以人民幣及美元計值。本集團並無使用衍生財務工作對沖其外匯風險。本集團定期檢討其外匯風險，目前認為本集團並無承受重大匯兌風險。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CHARGES ON ASSETS

As at 30 June 2011, the Group had interest-bearing bank borrowings approximately of HK\$21 million (31 December 2010: HK\$33 million) and pledged bank deposits of approximately HK\$1 million (31 December 2010: HK\$1 million).

### CONTINGENT LIABILITIES

As at 30 June 2011, the Group did not have any significant contingent liabilities (31 December 2010: Nil).

### EMPLOYEE INFORMATION

As at 30 June 2011, the Group employed approximately 436 full-time employees (six months ended 30 June 2010: 6). The substantial increase in number of employees is mainly due to the acquisition of heat and electricity business and oil business during the second half of 2010. The Group's emolument policies are formulated on the performance of individual employees and are reviewed annually in line with industry practice. The Group also provides provident fund schemes (as the case may be) to its employees depending on the location of such employees.

### INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: Nil).

### 資產抵押

於二零一一年六月三十日，本集團計息銀行借款約為21,000,000港元（二零一零年十二月三十一日：33,000,000港元），已抵押銀行存款約為1,000,000港元（二零一零年十二月三十一日：1,000,000港元）。

### 或然負債

於二零一一年六月三十日，本集團概無任何重大或然負債（二零一零年十二月三十一日：無）。

### 僱員資料

於二零一一年六月三十日，本集團僱用約436名全職僱員（截至二零一零年六月三十日止六個月：6名），僱員人數大幅增加主要由於二零一零年下半年收購發電及供熱業務與石油業務所致。本集團之薪酬政策按個別僱員表現而釐定，並每年檢討以便與業界慣例相符。此外，本集團亦按該等僱員之工作地點向僱員提供公積金計劃（按情況而定）。

### 中期股息

董事會不建議就截至二零一一年六月三十日止六個月派付中期股息（截至二零一零年六月三十日止六個月：無）。

## OTHER INFORMATION

### 其他資料

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

At 30 June 2011, none of the Directors or chief executive of the Company and their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the 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 Securities and Futures Ordinance (the "SFO") (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

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

As at 30 June 2011, so far as is known to the directors or chief executives of the Company, the following persons (other than a director or chief executive of the Company) had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholders 股東姓名	Interest in Shares 股份權益		Interests in underlying Shares 於相關股份之權益				Notes	
	Personal Interests*	Corporate Interest*	Personal Interests*	Corporate Interest*	Aggregate interest	Approximate percentage <sup>#</sup>		
	個人權益*	公司權益*	個人權益*	公司權益*	總權益	概約百分比 <sup>#</sup>	附註	
Mr. Liu Ran	劉燃先生	-	3,078,000,000	-	13,172,000,000	16,250,000,000	120.70%	1
Giant Crystal Limited	鉅晶有限公司	3,078,000,000	-	13,172,000,000	-	16,250,000,000	120.70%	1
Ms. Ho Mee Kuen Karen	何美娟女士	-	920,000,000	-	-	920,000,000	6.83%	2
Maycrown Capital Limited	美冠資本有限公司	920,000,000	-	-	-	920,000,000	6.83%	2
* Beneficial owner								* 實質擁有人
+ Interests of controlled corporation(s)								+ 受控制法團權益
<sup>#</sup> Percentage which the aggregate long position in the Shares or underlying Shares represents to the issued share capital of the Company of 13,463,000,000 Shares as at 30 June 2011								<sup>#</sup> 於股份或相關股份之好倉總額佔本公司於二零一一年六月三十日之已發行股本13,463,000,000股股份之百分比

#### 董事於股份、相關股份及債券之權益及淡倉

於二零一一年六月三十日，本公司董事或主要行政人員及彼等之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之任何股份、相關股份及債券中擁有任何已根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所（包括根據證券及期貨條例之該等條文當作或視為擁有之權益及淡倉），或須根據證券及期貨條例第352條規定於該規定所指之由本公司存置之登記冊記錄，或須根據上市發行人董事進行證券交易的標準守則（「標準守則」）通知本公司及聯交所之權益或淡倉。

#### 主要股東於本公司股份及相關股份之權益及淡倉

於二零一一年六月三十日，就本公司董事或主要行政人員所知，除本公司董事或主要行政人員外，以下人士於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條須予備存之登記冊中記錄之權益或淡倉：

## OTHER INFORMATION

### 其他資料

#### Notes:

1. Giant Crystal Limited is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Mr. Liu Ran. Mr. Liu Ran therefore deemed to be interested in 3,078,000,000 shares and 13,172,000,000 underlying shares held by Giant Crystal Limited.

13,172,000,000 underlying Shares consist of shares to be issued upon the conversion of (i) the outstanding Tranche 1 Bonds (as defined in the circular of the Company dated 11 October 2010) (which, based on the conversion price of HK\$0.08 per Share, can be converted into 6,586,000,000 Shares); and (ii) the Tranche 2 Bonds (as defined in the circular of the Company dated 11 October 2010) (which, based on the conversion price of HK\$0.08 per Share, can be converted into 6,586,000,000 Shares). However, the Tranche 2 Bonds has not been issued. Please refer to the Company's circular dated 11 October 2010 for details of the principal terms of the Tranche 1 Bonds and the Tranche 2 Bonds.

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

All the interests stated above represent long positions in the ordinary Shares of the Company. As at 30 June 2011, no short positions were recorded in the register maintained by the Company under section 336 of the SFO.

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

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

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

#### 附註:

1. 鉅晶有限公司為一間根據英屬處女群島法律註冊成立之公司，其全部已發行股本由劉燃先生合法實質擁有。因此，劉燃先生被視為擁有鉅晶有限公司所持有之3,078,000,000股股份及13,172,000,000股相關股份之權益。

該13,172,000,000股相關股份包括於轉換下列債券時發行之股份：(i)尚未行使之第一批債券（定義見本公司日期為二零一零年十月十一日之通函）（按轉換價每股0.08港元計算，可兌換為6,586,000,000股股份）；及(ii)第二批債券（定義見本公司日期為二零一零年十月十一日之通函）（按轉換價每股0.08港元計算，可兌換為6,586,000,000股股份）。然而，第二批債券尚未發行。有關第一批債券及第二批債券之主要條款之詳情，請參閱本公司日期為二零一零年十月十一日之通函。

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

上述所有權益代表於本公司普通股之好倉。於二零一一年六月三十日，於本公司根據證券及期貨條例第336條存置之登記冊中並無淡倉之記錄。

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

### 購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司於本期間並無購買、贖回或出售本公司任何上市證券。

## OTHER INFORMATION 其他資料

### COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company and the Board have applied the principles in the code provisions of the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Listing Rules on the Stock Exchange by adopting the code provisions of the Code.

During the six months ended 30 June 2011, the Board has adopted and complied with the code provisions of the Code in so far they are applicable with the exception of the deviation from the code provision A.2.1 (i.e. the vacancy of chairman of the Company). Since the position of chairman is vacated, the Company is still looking for a suitable candidate to fill the vacancy of chairman and further announcement will be made by the Company upon fulfillment of this requirement under the Listing Rules.

The code provision E.1.2 stipulates that the chairman of the Board shall attend the annual general meeting of the Company. Due to the vacancy of chairman of the Company, Mr. Law Fei Shing (chief executive officer of the Company) chaired the annual general meeting of the Company held on 16 June 2011. This constitutes a deviation from the code provision E.1.2 of the Code.

The code provision A.4.1 stipulates that the non-executive directors should be appointed for a specific term, subject to re-election.

All the independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the By-law of the Company, and the appointment will be reviewed when they are due for re-election.

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

### 遵守企業管治常規守則

本公司及董事會透過採納聯交所上市規則附錄十四所載之企業管治常規守則(「守則」)之守則條文，應用守則條文之原則。

於截至二零一一年六月三十日止六個月，董事會已採納並一直遵守適用之守則條文，惟偏離守則條文A.2.1條(即本公司主席一職懸空)者除外。由於主席一職懸空，本公司仍在物色合適人選填補主席之空缺，並將於符合上市規則此項規定後另行刊發公佈。

守則條文E.1.2條規定，董事會主席應出席本公司股東週年大會。由於本公司主席出缺，羅輝城先生(本公司行政總裁)主持於二零一一年六月十六日舉行之本公司股東週年大會。此舉偏離守則條文E.1.2條。

守則條文A.4.1條規定，非執行董事應有指定任期，並須接受重選。

本公司所有獨立非執行董事均無指定任期，惟須根據本公司細則條文最少每三年於本公司股東週年大會中輪席退任及重選一次，而有關委任將於到期重選時檢討。

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

## OTHER INFORMATION

### 其他資料

#### COMPLIANCE WITH MODEL CODE

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all directors, all directors have confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2011.

#### REMUNERATION COMMITTEE

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

Following the retirement of Mr. Tam Owen at the 2009 annual general meeting of the Company as stated under the heading of “Compliance with Code on Corporate Governance Practices” above, the Remuneration Committee currently comprises the three independent non-executive directors of the Company.

#### NOMINATION COMMITTEE

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

Following the retirement of Mr. Tam Owen at the 2009 annual general meeting of the Company as stated under the heading of “Compliance with Code on Corporate Governance Practices” above, the Nomination Committee currently comprises the three independent non-executive directors of the Company.

#### 遵守標準守則

本公司已採納上市規則附錄十所載之標準守則。向全體董事經作出具體查詢後，全體董事均確認彼等於截至二零一一年六月三十日止六個月內一直遵守標準守則所載之規定標準。

#### 薪酬委員會

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

如上文「遵守企業管治常規守則」所述，自譚浩榮先生於本公司二零零九年股東週年大會上退任後，薪酬委員會現時由本公司三名獨立非執行董事組成。

#### 提名委員會

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

如上文「遵守企業管治常規守則」所述，自譚浩榮先生於本公司二零零九年股東週年大會上退任後，提名委員會現時由本公司三名獨立非執行董事組成。

## OTHER INFORMATION

### 其他資料

#### AUDIT COMMITTEE

The Company has an Audit Committee which was established in accordance with the requirements of the Code for the purposes of reviewing the Group's financial reporting process and internal controls. The Audit Committee comprises the three independent non-executive directors of the Company. The members of the Audit Committee have reviewed the unaudited consolidated financial statements of the Group for the six months ended 30 June 2011 and are of the opinion that such statements comply the applicable accounting standards and the Listing Rules and that adequate disclosures have been made.

#### DISCLOSURE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Disclosure of changes in information on Directors since the date of the 2010 Annual Report of the Company pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

1. Mr. Chan Sung Wai has resigned as executive director and also ceased to act as an authorized representative of the Company with effect from 12 April 2011;
2. Ms. Wang Meiyang has been appointed as an authorized representative of the Company with effect from 12 April 2011;
3. Mr. Lum Pak Sum and Mr. Chow Pui Fung have resigned as independent non-executive directors, the chairman and the member of the audit committee respectively, the members of each of the remuneration committee and nomination committee of the Company with effect from 1 July 2011;
4. Mr. Choi Chi Fai was appointed as independent non-executive director, the chairman of the audit committee, the member of each of the remuneration committee and the nomination committee of the Company with effect from 1 July 2011; and
5. Mr. Wang Jinghua was appointed as independent non-executive director, the members of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect 1 July 2011.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

#### 審核委員會

本公司按照守則之規定設有審核委員會，旨在檢討本集團財務報告程序及內部監控。審核委員會由本公司三名獨立非執行董事組成。審核委員會成員已審閱本集團截至二零一一年六月三十日止六個月之未經審核綜合財務報表，認為該等報表已遵守適用之會計準則及上市規則，並已作出適當披露。

#### 根據上市規則第13.51B(1)條披露董事資料

下文載列根據上市規則第13.51B(1)條所披露自本公司二零一零年年報刊發日期以來之董事資料變動：

1. 自二零一一年四月十二日起，陳崇煒先生辭任執行董事，並且不再擔任本公司授權代表；
2. 自二零一一年四月十二日起，王美艷女士獲委任為本公司授權代表；
3. 自二零一一年七月一日起，林栢森先生及周培豐先生辭任本公司獨立非執行董事，分別辭任審核委員會主席及成員，以及薪酬委員會及提名委員會成員；
4. 自二零一一年七月一日起，蔡志輝先生獲委任為本公司獨立非執行董事、審核委員會主席，以及薪酬委員會及提名委員會成員；及
5. 自二零一一年七月一日起，王靖華先生獲委任為本公司獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會成員。

除上文所披露者外，並無其他資料須根據上市規則第13.51B(1)條之規定予以披露。



## OTHER INFORMATION 其他資料

### APPRECIATION

I take this opportunity to express our gratitude to the shareholders of the Company for their continued support and our Directors and our staffs for their contribution to the Company.

By Order of the Board  
**Energy International Investments Holdings Limited**  
**Law Fei Shing**  
*Chief Executive Officer and Executive Director*

Hong Kong, 29 August 2011

### 致謝

本人謹此由衷感謝本公司股東從不間斷的支持。同時，本人亦向本集團董事及員工致以深切謝意，感謝他們對本公司所作出的努力。

承董事會命  
能源國際投資控股有限公司  
行政總裁兼執行董事  
羅輝城

香港，二零一一年八月二十九日

