



**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)

Interim Report 中期報告

# 2013



# CONTENTS

## 目錄

---

		<i>Pages</i> 頁次
Corporate Information	公司資料	2
Consolidated Income Statement	綜合損益表	4
Consolidated Statement of Comprehensive Income	綜合全面收入表	5
Consolidated Statement of Financial Position	綜合財務狀況表	6
Condensed Consolidated Statement of Changes In Equity	簡明綜合權益變動表	8
Condensed Consolidated Statement of Cash Flows	簡明綜合現金流量表	9
Notes to the Financial Statements	財務報表附註	10
Management Discussion and Analysis	管理層討論及分析	31
Other Information	其他資料	36

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Luo Nianru  
Mr. Chan Kwok Wing  
Mr. Wang Donghai  
Ms. Wang Meiyang  
Mr. Yang Guangming (resigned on 18 July 2013)

#### Independent Non-Executive Directors

Mr. Choi Chi Fai  
Mr. Chan Wai Cheung Admiral  
Mr. Wang Jinghua

#### AUDIT COMMITTEE

Mr. Choi Chi Fai (Chairman)  
Mr. Chan Wai Cheung Admiral  
Mr. Wang Jinghua

#### REMUNERATION COMMITTEE

Mr. Choi Chi Fai  
Mr. Chan Wai Cheung Admiral  
Mr. Wang Jinghua

#### NOMINATION COMMITTEE

Mr. Choi Chi Fai  
Mr. Chan Wai Cheung Admiral  
Mr. Wang Jinghua

#### COMPANY SECRETARY

Mr. Wong Siu Keung, Joe

#### AUTHORISED REPRESENTATIVES

Ms. Wang Meiyang  
Mr. Wong Siu Keung, Joe

### 董事會

#### 執行董事

羅念如先生  
陳國榮先生  
王東海先生  
王美艷女士  
楊光明先生 (於二零一三年七月十八日辭任)

#### 獨立非執行董事

蔡志輝先生  
陳偉璋先生  
王靖華先生

#### 審核委員會

蔡志輝先生 (主席)  
陳偉璋先生  
王靖華先生

#### 薪酬委員會

蔡志輝先生  
陳偉璋先生  
王靖華先生

#### 提名委員會

蔡志輝先生  
陳偉璋先生  
王靖華先生

#### 公司秘書

黃兆強先生

#### 授權代表

王美艷女士  
黃兆強先生

# 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:*  
Hui & Lam Solicitors  
Rooms 1505-6 The Center  
99 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:*  
許林律師行  
香港中環  
皇后大道中99號  
中環中心1505-6室

*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

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the six months ended 30 June 2013 截至二零一三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	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
		附註		
Revenue	收益	4	159,378	145,920
Cost of sales	銷售成本		(135,602)	(140,522)
<b>Gross profit</b>	<b>毛利</b>		<b>23,776</b>	5,398
Other income	其他收入	4	7,782	39,240
Selling and distribution expenses	銷售及分銷開支		(8,622)	(4,525)
Administrative expenses	行政開支		(15,458)	(14,913)
Other operating expenses	其他經營開支		(6,962)	(19,733)
Finance costs	財務成本	6	(1,848)	(5,221)
<b>(Loss)/profit before income tax</b>	<b>除所得稅前(虧損)/溢利</b>	7	<b>(1,332)</b>	246
Income tax expense	所得稅開支	8	(7,987)	(3,285)
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(9,319)</b>	(3,039)
<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		(5,147)	(3,170)
Non-controlling interests	非控股股東權益		(4,172)	131
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(9,319)</b>	(3,039)
<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>	10		
- Basic (HK cents)	- 基本(港仙)		(0.03)	(0.02)
- Diluted (HK cents)	- 攤薄(港仙)		N/A 不適用	N/A 不適用

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入表

For the six months ended 30 June 2013 截至二零一三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	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
<b>Loss for the period</b>	本期間虧損	<b>(9,319)</b>	(3,039)
<b>Other comprehensive income for the period</b>	本期間其他全面收入		
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益／(虧損)	<b>12,470</b>	(3,993)
<b>Other comprehensive income for the period</b>	本期間其他全面收入	<b>12,470</b>	(3,993)
<b>Total comprehensive income for the period</b>	本期間全面收入總額	<b>3,151</b>	(7,032)
<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>4,799</b>	(5,827)
Non-controlling interests	非控股股東權益	<b>(1,648)</b>	(1,205)
		<b>3,151</b>	(7,032)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 30 June 2013 於二零一三年六月三十日

		Notes	(Unaudited) (未經審核) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 十二月三十一日 千港元
		附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	594,935	608,819
Prepaid land lease payments	預付土地租賃款項		29,567	29,436
Goodwill	商譽		141,243	141,243
Intangible assets	無形資產		1,742,835	1,749,712
Deferred tax assets	遞延稅項資產		12,439	14,133
			<b>2,521,019</b>	<b>2,543,343</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		1,807	5,224
Trade receivables	應收貿易賬項	12	51,820	52,564
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		49,945	45,256
Pledged bank deposits	已抵押銀行存款		1,011	995
Cash at banks and in hand	銀行結存及手頭現金		95,627	70,045
			<b>200,210</b>	<b>174,084</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬項	13	34,621	20,479
Other payables and accruals	其他應付款項及應計款項		122,621	125,309
Other borrowings	其他借款	14	37,603	37,514
Convertible bonds	可換股債券		413	394
Tax payables	應付稅項		13,913	9,992
			<b>209,171</b>	<b>193,688</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(8,961)</b>	<b>(19,604)</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,512,058</b>	<b>2,523,739</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amount due to substantial shareholder	應付主要股東款項		20,000	–
Amounts due to non-controlling shareholder	應付非控股股東款項		2,804	4,652
Other borrowings	其他借款	14	85,438	116,686
Deferred tax liabilities	遞延稅項負債		434,581	436,317
			<b>542,823</b>	<b>557,655</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>1,969,235</b>	<b>1,966,084</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 30 June 2013 於二零一三年六月三十日

			(Unaudited) (未經審核) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 十二月三十一日 千港元
		Notes 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	15	174,685	174,685
Reserves	儲備		1,640,418	1,635,619
			<b>1,815,103</b>	1,810,304
Non-controlling interests	非控股股東權益		154,132	155,780
<b>Total equity</b>	<b>總權益</b>		<b>1,969,235</b>	1,966,084



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 June 2013 截至二零一三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 bonds equity reserve HK\$'000 可換股債券 權益儲備 千港元	Accumulated losses HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000 非控股股東 權益 千港元	Total equity HK\$'000 總權益 千港元
		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	非控股股東 權益 千港元	總權益 千港元
At 1 January 2012	於二零一二年一月一日	134,827	2,050,580	148,104	15,267	694,721	(928,226)	2,115,273	150,547	2,265,820
Bank and other borrowings assigned to non-controlling shareholder unconditionally	無條件轉讓予非控股股東之銀行及其他借款	-	-	7,320	-	-	-	7,320	4,880	12,200
Issue of shares upon conversion of convertible bonds	兌換可換股債券後發行股份	2,400	10,083	-	-	(12,483)	-	-	-	-
<b>Transactions with owners</b>	<b>與擁有人之交易</b>	2,400	10,083	7,320	-	(12,483)	-	7,320	4,880	12,200
Net loss for the period	本期間虧損淨額	-	-	-	-	-	(3,170)	(3,170)	131	(3,039)
<b>Other comprehensive income:</b>	<b>其他全面收入:</b>									
Exchange (loss) on translation of Financial statements of foreign operations	換算海外業務財務報表之匯兌(虧損)	-	-	-	(2,657)	-	-	(2,657)	(1,336)	(3,993)
<b>Total comprehensive income for the period</b>	<b>本期間全面收入總額</b>	-	-	-	(2,657)	-	(3,170)	(5,827)	(1,205)	(7,032)
<b>At 30 June 2012</b>	<b>於二零一二年六月三十日</b>	<b>137,227</b>	<b>2,060,663</b>	<b>155,424</b>	<b>12,610</b>	<b>682,238</b>	<b>(931,396)</b>	<b>2,116,766</b>	<b>154,222</b>	<b>2,270,988</b>
At 1 January 2013	於二零一三年一月一日	174,685	2,241,013	157,783	18,050	479,718	(1,260,945)	1,810,304	155,780	1,966,084
Net loss for the period	本期間虧損淨額	-	-	-	-	-	(5,147)	(5,147)	(4,172)	(9,319)
<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	-	-	-	9,946	-	-	9,946	2,524	12,470
<b>Total comprehensive income for the period</b>	<b>本期間全面收入總額</b>	-	-	-	9,946	-	(5,147)	4,799	(1,648)	3,151
<b>At 30 June 2013</b>	<b>於二零一三年六月三十日</b>	<b>174,685</b>	<b>2,241,013</b>	<b>157,783</b>	<b>27,996</b>	<b>479,718</b>	<b>(1,266,092)</b>	<b>1,815,103</b>	<b>154,132</b>	<b>1,969,235</b>

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 June 2013 截至二零一三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	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Net cash generated from operating activities	源自經營業務之現金淨額	45,360	17,737
Net cash used in investing activities	用於投資業務之現金淨額	(6,201)	(19,477)
Net cash used in financing activities	用於融資活動之現金淨額	(13,794)	(22,823)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目之增加/ (減少)淨額	25,365	(24,563)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	70,045	97,325
Effect on foreign exchange rate changes	匯率變動之影響	217	3,151
Cash and cash equivalents at the end of the period	期末之現金及現金等值項目	95,627	75,913

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三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 Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies and its principal place of business is Unit 1508, 15th Floor, The Center, 99 Queen’s Road Central, 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 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.

### 2. BASIS OF PREPARATION

These unaudited 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”).

### 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Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, British West Indies。而主要營業地點則為香港皇后大道中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：

- 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。

### 2. 編製基準

此等未經審核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。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (i) Going concern basis

The financial statements have been prepared on a going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group suffered a loss of HK\$9,319,000 (six months ended 30 June 2012: HK\$3,039,000) for the period and had net current liabilities of HK\$8,961,000 (31 December 2012: HK\$19,604,000) as at 30 June 2013. The going concern basis has been adopted on the bases that:

- (a) The directors have prepared cash flow forecast for the next twelve months. Based on the results of the cash flow forecast, the directors are of the opinion that the Group is able to generate sufficient cash flows from its operations.
- (b) On 20 March 2013, the Company entered into a loan agreement with the substantial shareholder for the principal amount of HK\$20,000,000. This shareholder's loan is repayable not earlier than 1 July 2014. This shareholder's loan will be used to provide working capital to the Group so as to enable the Group and the Company can be operated as a going concern at least for the period up to the next twelve months from the end of the reporting period.
- (c) The directors are negotiating with certain suppliers and lenders of other borrowings to delay the repayment of certain other payables and borrowings, respectively. The directors are confident that the counterparties would agree on the revised repayment timetable so as to ease the short term repayment pressure.

### 2. 編製基準 (續)

#### (i) 持續經營基準

財務報表已根據持續經營基準編製，其假設於一般日常業務變現資產及償還負債，惟本集團於期內錄得虧損9,319,000港元（截至二零一二年六月三十日止六個月：3,039,000港元）及於二零一三年六月三十日錄得流動負債淨額8,961,000港元（二零一二年十二月三十一日：19,604,000港元）。持續經營基準乃按以下基準採納：

- (a) 董事已編製未來十二個月的現金流預測。根據現金流預測結果，董事認為本集團可自其業務產生足夠現金流。
- (b) 於二零一三年三月二十日，本公司與主要股東訂立貸款協議，本金額為20,000,000港元。該筆股東貸款的還款期限不早於二零一四年七月一日。該筆股東貸款將用作提供本集團的營運資金，確保本集團及本公司最少可於直至報告期末起計十二個月期間內，按持續基準經營。
- (c) 董事與若干供應商及其他借款之貸款人磋商以分別延遲償還若干其他應付款項及借款。董事有信心對手方會同意經修訂之還款時間表，務求紓緩短期還款之壓力。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

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

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

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

#### (ii) Loss of controls over 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 Company 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.

### 2. 編製基準 (續)

#### (i) 持續經營基準 (續)

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

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

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

於二零一零年期間，董事會（「董事會」）發現，由本公司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。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (ii) 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)

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

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

#### 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 indirect wholly-owned subsidiaries of the Company, 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)

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

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。
- (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，本公司三間間接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 FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (ii) 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.

##### *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 Company's circular dated 28 June 2010, the respective members of 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.

### 2. 編製基準 (續)

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

##### *本期內,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分別之成員及法定代表仍未正式更改。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (ii) 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.

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

### 2. 編製基準 (續)

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

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自二零一零年起不再綜合入賬，並分類為已終止經營業務。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

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

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

In February 2012, the Group filed a writ to the Intermediate People's Court in Xining City, Qinghai Province (the "Qinghai Court") against Yuen Xian Company and QHFSMI for the request to invalidate the transfer of the exploration licence from QHFSMI to Yuen Xian Company at a consideration of RMB8,000,000 ("Transfer Agreement") and return the exploration licence to QHFSMI. On 31 December 2012, the Qinghai Court issued an order (the "Qinghai Court Order") that the Transfer Agreement was invalid. In January 2013, Ms Leung lodged an appeal to the Qinghai Court, the Qinghai Court has accepted the appeal and legal proceedings will be proceeded in due course.

The Group has sought legal opinion in respect of the writ and the Qinghai Court Order. The legal advisor opined that the Transfer Agreement was invalid and the Group should reserve its civil compensation rights. In the opinion of the directors, the aforesaid legal proceedings will have no material impact on the financial position and operations of the Group as the Group still does not have any control to govern the financial and operating policies of QHFSMI and IMFSMI which had already been de-consolidated since 2010.

### 3. PRINCIPAL ACCOUNTING POLICIES

These unaudited consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2012. Except as described below, the accounting policies and methods of computation used in the unaudited consolidated interim financial statements are the same as those followed in the preparation of the annual financial statements for the year ended 31 December 2012.

### 2. 編製基準 (續)

#### (iii) 不再將青海森源及內蒙古森源綜合入賬

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

二零一二年二月，針對源森公司及青海森源，本集團入稟青海省西寧市中級人民法院（「青海法院」），要求判令青海森源以代價人民幣8,000,000元向源森公司轉讓勘探牌照（「轉讓協議」）一事無效，並將勘探牌照歸還青海森源。於二零一二年十二月三十一日，青海法院判決（「青海法院判令」）轉讓協議無效。於二零一三年一月，梁女士向青海法院上訴，而青海法院受理其上訴，稍後會展開法律程序。

本集團已就令狀及青海法院判令尋求法律意見。法律顧問認為，轉讓協議已無效，而本集團應保留尋求民事賠償的權利。董事認為，上述法律訴訟不會對本集團的財務狀況及營運有任何嚴重影響，原因為本集團對青海森源及內蒙古森源的財務及經營決策並無控制權，而該等公司自二零一零年起已不再綜合入賬。

### 3. 主要會計政策

此等未經審核綜合中期財務報表應與截至二零一二年十二月三十一日止年度之全年財務報表一併閱覽。除下文所述者外，未經審核綜合中期財務報表採用之會計政策及計算方法，與編製截至二零一二年十二月三十一日止年度之全年財務報表所採納者相同。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

In the current interim period, the Group has applied, for the first time, the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by HKICPA that are relevant for the preparation of the unaudited consolidated interim financial statements. The adoption of these new and revised HKFRSs has no material impact on the unaudited consolidated interim financial statements.

Amendments to HKFRS 1	First-time Adoption of Hong Kong Financial Reporting Standards – Government loans
Amendments to HKFRS 7	Disclosures – Offsetting financial assets and financial liabilities
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement
Amendments to HKAS 1 (Revised)	Presentation of items of other comprehensive income
HKAS 19 (2011)	Employee benefits
HKAS 27 (2011)	Separate financial statements
HKAS 28 (2011)	Investments in associates and joint ventures
HK(IFRIC)-Int 20	Stripping costs in the production phase of a surface mine
Amendments to HKFRSs 10, 11 and 12	Consolidated financial statements, joint arrangements and disclosure of interests in other entities: transition guidance
Annual Improvements Project	Annual improvements 2009-2011 cycle

The Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective.

### 3. 主要會計政策 (續)

於本中期期間，本集團首次採納下列由香港會計師公會頒佈之新訂及經修訂香港財務報告準則（「香港財務報告準則」），該等準則與編製未經審核綜合中期財務報表有所關連。採納該等新訂及經修訂香港財務報告準則，並無對未經審核綜合中期財務報表構成重大影響。

香港財務報告準則第1號之修訂	首次採納香港財務報告準則—政府貸款
香港財務報告準則第7號之修訂	披露—財務資產及財務負債之抵銷
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	於其他實體權益之披露
香港財務報告準則第13號	公平價值計量
香港會計準則第1號（經修訂）之修訂	其他全面收益項目之呈列
香港會計準則第19號（二零一一年）	僱員福利
香港會計準則第27號（二零一一年）	獨立財務報表
香港會計準則第28號（二零一一年）	聯營公司及合資企業的投資
香港（國際財務報告詮釋委員會）—詮釋第20號	露天礦場生產階段之剝採成本
香港財務報告準則第10號、第11號及第12號之修訂	綜合財務報表、合營安排及其他實體權益之披露—過渡期指引
年度改進計劃	二零零九至二零一一年度之年度改進

本集團並無提早應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三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 sale of crude 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銷售原油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	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
<b>Revenue</b>	<b>收益</b>		
Sale of crude oil	銷售原油	87,202	89,279
Supply of electricity and heat	熱電供應	72,176	56,641
		<b>159,378</b>	<b>145,920</b>
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	130	173
Sundry income	各項收入	349	166
Gain on disposals of property, plant and equipment	出售物業、廠房及 設備之收益	-	26
Exchange gains, net	匯兌收益淨額	1,520	-
Government grants	政府補助	5,783	38,875
		<b>7,782</b>	<b>39,240</b>

### 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 FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

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

There was no inter-segment sale and transfer during the six months period ended 30 June 2013 (six months ended 30 June 2012: Nil).

### 5. 分類資料 (續)

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

於截至二零一三年六月三十日止六個月，並無分類間之出售及轉讓（截至二零一二年六月三十日止六個月：無）。

		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	2012 HK\$'000 二零一二年 千港元	Six months ended 30 June 截至六月三十日止六個月	2012 HK\$'000 二零一二年 千港元	Six months ended 30 June 截至六月三十日止六個月	2012 HK\$'000 二零一二年 千港元
Reportable segment revenue: From external customers	報告分類收益： 來自外間客戶	72,176	56,641	87,202	89,279	159,378	145,920
Reportable segment (loss)/profit	報告分類(虧損)/溢利	(10,429)	(474)	11,927	8,863	1,498	8,389
Bank interest income	銀行利息收入	78	131	52	42	130	173
Depreciation	折舊	13,927	14,478	9,399	9,655	23,326	24,133
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	348	339	-	-	348	339
Amortisation of intangible assets	無形資產攤銷	-	3,343	6,962	9,678	6,962	13,021
Reportable segment assets	報告分類資產	607,115	686,253	2,092,348	2,409,527	2,699,463	3,095,780
Additions to non-current segment assets during the period	本期間非流動分類資產增加	1,323	704	5,008	18,773	6,331	19,477
Reportable segment liabilities	報告分類負債	80,540	91,070	592,754	658,040	673,294	749,110

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三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	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Reportable segment profit	報告分類溢利	1,498	8,389
Finance costs	財務成本	(864)	(3,077)
Elimination of inter-companies' transaction	對銷公司間交易	1,250	-
Other unallocated expenses	其他未分配開支	(3,216)	(5,066)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(1,332)	246
		(Unaudited) 30 June 2013 HK\$'000 (未經審核) 二零一三年 六月三十日 千港元	(Audited) 31 December 2012 HK\$'000 (經審核) 二零一二年 十二月三十一日 千港元
Reportable segment assets	報告分類資產	2,699,463	2,714,375
Property, plant and equipment	物業、廠房及設備	171	223
Cash at banks and in hand	銀行結存及手頭現金	20,921	1,415
Other corporate assets	其他企業資產	674	1,414
Group assets	本集團資產	2,721,229	2,717,427
Reportable segment liabilities	報告分類負債	673,294	692,464
Convertible bonds	可換股債券	413	394
Other corporate liabilities	其他公司負債	78,287	58,485
Group liabilities	本集團負債	751,994	751,343

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三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	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Interest on bank and other borrowings due within five years	五年內到期之銀行及其他借款利息	1,823	2,821
Imputed interest on promissory notes	本票之推算利息	-	1,254
Imputed interest on convertible bonds	可換股債券之推算利息	18	1,138
Bank charge	銀行手續費	7	8
		<b>1,848</b>	<b>5,221</b>

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

### 7. 除所得稅前(虧損)/溢利

(Loss)/profit before income tax is arrived at after charging the following:

除所得稅前(虧損)/溢利已扣除以下各項:

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Cost of inventories recognised as expense	確認為開支之存貨成本	57,728	61,792
Depreciation*	折舊*	23,379	24,185
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	348	339
Amortisation of intangible assets**	無形資產攤銷**	6,962	13,021
Operating lease charges on land and buildings	土地及樓宇之經營租約費用	3,255	1,108
Staff costs, including directors' emoluments	員工成本, 包括董事酬金	12,588	11,905

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

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

\* Depreciation expenses of approximately HK\$20,834,000 (six months ended 30 June 2012: HK\$22,042,000) and approximately HK\$2,545,000 (six months ended 30 June 2012: HK\$2,143,000) were included in cost of sales and administrative expenses respectively.

\*\* This item is included in "Other operating expenses" on the face of the consolidated income statement.

### 8. INCOME TAX EXPENSE

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)/溢利 (續)

\* 折舊開支約為20,834,000港元(截至二零一二年六月三十日止六個月: 22,042,000港元)及約為2,545,000港元(截至二零一二年六月三十日止六個月: 2,143,000港元)已分別計入銷售成本及行政開支。

\*\* 該項目計入綜合損益表之「其他經營開支」。

### 8. 所得稅開支

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

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Current tax – the PRC	當期稅項－中國	3,762	3,018
Deferred tax – the PRC	遞延稅項－中國	4,225	267
Income tax expense	所得稅開支	7,987	3,285

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 2013.

截至二零一三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 2013 (six months ended 30 June 2012: Nil).

### 9. 股息

董事會不建議就截至二零一三年六月三十日止六個月派付任何中期股息(截至二零一二年六月三十日止六個月: 無)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 10. LOSS PER SHARE

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

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
<b>Loss</b>	<b>虧損</b>		
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	(5,147)	(3,170)

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2013 '000 二零一三年 千股	2012 '000 二零一二年 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	26,690,492	20,068,665

No diluted loss per share for the six months ended 30 June 2013 and 2012 was presented as the potential ordinary shares on convertible bonds were anti-dilutive.

### 11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2013, the Group acquired property, plant and equipment at cost HK\$6,331,000 (six months ended 30 June 2012: HK\$19,477,000).

### 10. 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：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
<b>Loss</b>	<b>虧損</b>		
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	(5,147)	(3,170)

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2013 '000 二零一三年 千股	2012 '000 二零一二年 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	26,690,492	20,068,665

由於可換股債券之潛在普通股具反攤薄效應，故並無呈列截至二零一三年及二零一二年六月三十日止六個月之每股攤薄虧損。

### 11. 物業、廠房及設備

截至二零一三年六月三十日止六個月，本集團收購物業、廠房及設備的成本為6,331,000港元（截至二零一二年六月三十日止六個月：19,477,000港元）。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 12. TRADE RECEIVABLES

The Group normally allows trading credit terms ranging from 30 to 90 days to its established customers. Each customer has a maximum credit limit. Trade debtors with balances aged over 90 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.

Ageing analysis of trade receivables, 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

As at 30 June 2013 and 31 December 2012, there were no trade receivables that were individually determined to be impaired. The Group did not hold any collateral over these balances.

### 13. 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	一年以上

### 12. 應收貿易賬項

本集團一般給予已建立關係之客戶30至90日之貿易信貸期。每個客戶設有信貸上限。賬齡為90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。

應收貿易賬項根據發票日期之賬齡分析如下：

(Unaudited) (未經審核) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 十二月三十一日 千港元
21,535	51,912
26,319	632
3,966	20
<b>51,820</b>	<b>52,564</b>

於二零一三年六月三十日及二零一二年十二月三十一日，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。

### 13. 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) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 十二月三十一日 千港元
8,335	15,084
2,970	318
23,316	2,374
-	2,703
<b>34,621</b>	<b>20,479</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 14. OTHER BORROWINGS

As at 30 June 2013 and 31 December 2012, all borrowings were obtained from the independent third parties and are analysed as follows:

		(Unaudited) (未經審核) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 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 (note (i))	貸款A·無抵押(附註(i))	37,603	37,514
Repayable after 1 year but within 5 years	一年後但五年內償還		
Loans B and C, unsecured (note (ii))	貸款B及C·無抵押(附註(ii))	38,646	44,213
Loan D, unsecured (note (ii))	貸款D·無抵押(附註(ii))	3,513	3,444
Loan E, unsecured (note (ii))	貸款E·無抵押(附註(ii))	1,097	1,047
Loans F, G and H, unsecured (note (ii))	貸款F·G及H·無抵押(附註(ii))	7,647	30,351
Loan I, unsecured (note (iii))	貸款I·無抵押(附註(iii))	18,458	17,701
Loans J, K and L, unsecured (note (ii))	貸款J·K及L·無抵押(附註(ii))	16,077	19,930
		<b>85,438</b>	<b>116,686</b>

Notes:

- (i) As at 30 June 2013 and 31 December 2012, the loan bears the interest at the rate of 3% per annum and is repayable in January 2013.
- (ii) As at 30 June 2013 and 31 December 2012, these loans are interest-free and are repayable in July 2014.
- (iii) As at 30 June 2013 and 31 December 2012, the loan is interest-free and is repayable in July 2014. The lender is the substantial shareholder of the Company.

### 14. 其他借款

於二零一三年六月三十日及二零一二年十二月三十一日，所有借款均來自獨立第三方，分析如下：

		(Unaudited) (未經審核) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 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 (note (i))	貸款A·無抵押(附註(i))	37,603	37,514
Repayable after 1 year but within 5 years	一年後但五年內償還		
Loans B and C, unsecured (note (ii))	貸款B及C·無抵押(附註(ii))	38,646	44,213
Loan D, unsecured (note (ii))	貸款D·無抵押(附註(ii))	3,513	3,444
Loan E, unsecured (note (ii))	貸款E·無抵押(附註(ii))	1,097	1,047
Loans F, G and H, unsecured (note (ii))	貸款F·G及H·無抵押(附註(ii))	7,647	30,351
Loan I, unsecured (note (iii))	貸款I·無抵押(附註(iii))	18,458	17,701
Loans J, K and L, unsecured (note (ii))	貸款J·K及L·無抵押(附註(ii))	16,077	19,930
		<b>85,438</b>	<b>116,686</b>

附註：

- (i) 於二零一三年六月三十日及二零一二年十二月三十一日，該貸款按年利率3%計息及須於二零一三年一月償還。
- (ii) 於二零一三年六月三十日及二零一二年十二月三十一日，該等貸款為免息，並須於二零一四年七月償還。
- (iii) 於二零一三年六月三十日及二零一二年十二月三十一日，該貸款為免息，並須於二零一四年七月償還。貸款人為本公司主要股東。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 15. SHARE CAPITAL

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<i>Authorized:</i>	<i>法定:</i>		
Ordinary shares of HK\$0.01 each as at 30 June 2013 and 31 December 2012	每股面值0.01港元之普通股 於二零一三年六月三十日及 二零一二年十二月三十一日	50,000,000	500,000
<i>Issued and fully paid:</i>	<i>已發行及繳足:</i>		
Ordinary shares of HK\$0.01 each as at 30 June 2013 and 31 December 2012	每股面值0.01港元之普通股 於二零一三年六月三十日及 二零一二年十二月三十一日	17,468,492	174,685

### 15. 股本

### 16. OPERATING LEASE COMMITMENTS

As at 30 June 2013, the Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)
After five years	五年後

The Group leases certain leasehold land and buildings under operating leases. The leases run for an initial period of two to twelve years (2012: 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.

### 16. 經營租約承擔

於二零一三年六月三十日，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 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 十二月三十一日 千港元
Within one year	2,691	1,877
In the second to fifth years, inclusive	1,138	1,541
After five years	963	1,023
	<b>4,792</b>	<b>4,441</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十二年（二零一二年：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 FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 17. CAPITAL AND OTHER COMMITMENTS

		(Unaudited) (未經審核) 30 June 2013 HK\$'000 二零一三年 六月三十日 千港元	(Audited) (經審核) 31 December 2012 HK\$'000 二零一二年 十二月三十一日 千港元
Capital commitments: Contracted but not provided for in respect of equipment	資本承擔： 已訂約但未就設備計提撥備	1,642	2,169
Other commitments: Contracted but not provided for in respect of administrative fee and training fee	其他承擔： 已訂約但未就管理費及 培訓費計提撥備	55,826	56,103
		<b>57,468</b>	<b>58,272</b>

### 18. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in unaudited consolidated interim 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	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 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	926	393

### 19. SUBSEQUENT EVENT

In July 2013, 2,358,491 new ordinary shares were issued, at the conversion price of HK\$0.212 (as adjusted) per share to the bond holders upon the conversion of convertible bonds (Tranche 3 Bonds) issued on 3 July 2008.

### 17. 資本及其他承擔

### 18. 關連人士交易

除未經審核綜合中期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

### 19. 期後事項

於二零一三年七月，因轉換二零零八年七月三日發行之可換股債券（第三批債券），發行2,358,491股新普通股予債券持有人，每股轉換價為0.212港元（經調整）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 20. LITIGATIONS

#### (a) Capital contribution to IMFSMI

The Group's subsidiary, namely IMFSMI was established since 2007 and its capital had not yet been fully paid up since then. IMFSMI (acted under the legal representative and the director of IMFSMI, Ms Leung) required its immediate holding company, namely HKFSMIH to make capital contribution of HK\$30 million to IMFSMI (the "Capital Contribution"), in accordance with IMFSMI's articles of association. In September 2009, IMFSMI acted as plaintiff and undertook legal action against HKFSMIH for the Capital Contribution. In March 2010, the Company's PRC counsel replied to the court in Inner Mongolia that

- (i) The plaintiff (i.e. IMFSMI) does not possess the litigation capacity as the business license of IMFSMI had already expired on 30 April 2009.
- (ii) The plaintiff does not have any rights to undertake the litigation as there are no laws in the PRC to enable a company to sue its equity holders who have not made their capital contribution.
- (iii) The certificate of approval for IMFSMI was invalid and the 2009 annual statutory examination in the PRC had not been fulfilled.
- (iv) After taking into account the above considerations, the PRC counsel advised that the business license of IMFSMI should be firstly cancelled. As such, the Capital Contribution may not be necessary.

The court in Inner Mongolia had dismissed the litigation in April 2010 and subsequently the plaintiff appealed against the decision. In February 2011, the Group received a letter from the court in Inner Mongolia that IMFSMI has withdrawn the litigation.

### 20. 訴訟

#### (a) 對內蒙古森源之注資

本集團之附屬公司內蒙古森源自二零零七年成立之後一直未繳足資本。內蒙古森源（由內蒙古森源之法人代表兼董事梁女士代表）要求其直接控股公司香港森源礦業控股根據內蒙古森源之章程細則對內蒙古森源作出30,000,000港元之注資（「注資」）。於二零零九年九月，內蒙古森源作為原告就注資一事對香港森源礦業控股採取法律行動。於二零一零年三月，本公司之中國法律顧問向內蒙古法院作出以下回覆：

- (i) 由於內蒙古森源之營業執照已於二零零九年四月三十日屆滿，原告（即內蒙古森源）並無訴訟主體資格。
- (ii) 由於中國並無任何授權公司控告其股權持有人未作出注資之法律依據，原告並無任何權利提起訴訟。
- (iii) 內蒙古森源之批准證書已失效，亦未能通過二零零九年之中國法定年檢。
- (iv) 經考慮以上因素，中國法律顧問認為內蒙古森源之營業執照不可避免地將被註銷。因此不必作出注資。

儘管內蒙古法院已於二零一零年四月撤銷訴訟，惟原告對該裁決提出上訴。於二零一一年二月，本集團接獲內蒙古法院發出之函件，告知內蒙古森源已撤訴。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 20. LITIGATIONS (Continued)

#### (a) Capital contribution to IMFSMI (Continued)

In February 2012, the Group filed a writ to the Intermediate People's Court in Xining City, Qinghai Province (the "Qinghai Court") against Yuen Xian Company and QHFSMI for the request to invalidate the transfer of the exploration licence from QHFSMI to Yuen Xian Company at a consideration of RMB8,000,000 ("Transfer Agreement") and return the exploration licence to QHFSMI. On 31 December 2012, the Qinghai Court issued an order (the "Qinghai Court Order") that the Transfer Agreement was invalid. In January 2013, Ms Leung lodged an appeal to the Qinghai Court, the Qinghai Court has accepted the appeal and legal proceedings will be proceeded in due course.

The Group has sought legal opinion in respect of the writ and the Qinghai Court Order. The legal advisor opined that the Transfer Agreement was invalid and the Group should reserve its civil compensation rights. In the opinion of the directors, the aforesaid legal proceedings will have no material impact on the financial position and operations of the Group as QHFSMI had been de-consolidated since 2010.

### 20. 訴訟 (續)

#### (a) 對內蒙古森源之注資 (續)

二零一二年二月，針對源森公司及青海森源，本集團入稟青海省西寧市中級人民法院（「青海法院」），要求判令青海森源以代價人民幣8,000,000元向源森公司轉讓勘探牌照（「轉讓協議」）一事無效，並將勘探牌照歸還青海森源。於二零一二年十二月三十一日，青海法院判決（「青海法院判令」）轉讓協議無效。於二零一三年一月，梁女士向青海法院上訴，而青海法院受理其上訴，稍後會展開法律程序。

本集團已就判令狀及青海法院判令尋求法律意見。法律顧問認為轉讓協議屬無效及本集團應保留民事賠償權利。董事認為，上述法律程序將不會對本集團之財務狀況及營運造成重大影響，因為青海森源自二零一零年起已終止入賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

### 20. LITIGATIONS (Continued)

#### (b) Other Borrowings – Maycrown Capital Limited

Up to the date of this report, the Group has not yet settled other borrowings of approximately HK\$38 million as at 30 June 2013, which is repayable on or before 31 January 2013, to Maycrown Capital Limited (“Maycrown”). In April 2013, Maycrown filed a writ of summons to the High Court of the Hong Kong Special Administrative Region (the “High Court”) against (i) Precious New Limited, a wholly-owned subsidiary of the Company, for the sum of HK\$37,603,424.66 being unpaid balance of the price plus interest payable on 31 January 2013 for the sale and purchase of 100% issued shares in Sunlight Rise Limited under the Share Purchase Agreement in writing dated 5 November 2009 and entered into between the Maycrown, Precious New Limited, the Company and Ho Mee Kuen Karen as supplemented and amended by the supplemental agreements in writing dated 10 August 2010, 31 December 2010 and 25 August 2011 respectively (collectively “the Agreements”) and for interest on the said sum of HK\$37,603,424.66; and (ii) the Company for a specific performance/mandatory injunction that the Company to procure Precious New Limited to perform its obligations and to comply with the terms and conditions under the Agreements to make payment of the said sum of HK\$37,603,424.66 payable to the Maycrown; and alternatively, damages.

The Group has sought legal opinion in respect of the writ. In July 2013, Precious New Limited and the Company lodged the defence to the High Court and the legal proceedings will proceed in due course. In the opinion of the directors, the aforesaid legal proceedings will have no material impact on the financial position and operations of the Group as the liabilities has already been recorded on the consolidated statement of financial position.

### 20. 訴訟 (續)

#### (b) 其他借款－美冠資本有限公司

直至本報告日期，本集團尚未結付其他借款，其於二零一三年六月三十日的金額約為38,000,000港元，並須於二零一三年一月三十一日或之前償還予美冠資本有限公司（「美冠」）。於二零一三年四月，美冠向香港特別行政區高等法院（「高等法院」）提交傳訊令狀，(i) 向寶穎有限公司（本公司之全資附屬公司）索償37,603,424.66港元之款項，即根據一份日期為二零零九年十一月五日並由美冠、寶穎有限公司、本公司與何美娟訂立之書面購股協議（經日期分別為二零一零年八月十日、二零一零年十二月三十一日及二零一一年八月二十五日之書面補充協議所補充及修訂，統稱「該等協議」）就買賣昇暉有限公司之100%已發行股份而於二零一三年一月三十一日未支付之價格餘額加前述37,603,424.66港元款項之利息；及(ii)對本公司發出特定履行／強制性禁制令，要求本公司促使寶穎有限公司履行其責任及遵守該等協議之條款及條件，支付前述應付予美冠之37,603,424.66港元；不然，則支付損害賠償。

本集團已就傳訊令狀徵求法律意見。於二零一三年七月，寶穎有限公司及本公司向高等法院提交抗辯，而法律程序將在適當時候進行。董事認為，前述法律程序將不會對本集團之財務狀況及營運構成嚴重影響，因為債務已記入綜合財務狀況表內。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK

For the six months ended 30 June 2013 (the "Period"), the Group's revenue was approximately HK\$159 million (six months ended 30 June 2012: HK\$146 million). The Group's revenue is mainly contributed from the supply of electricity and heat segment and oil production segment.

The loss for the period ended 30 June 2013 was approximately HK\$9 million (six months ended 30 June 2012: HK\$3 million). The loss of the Group increased by approximately HK\$6 million as compared to the corresponding period of last year due to decrease in government grants in the supply of electricity and heat business.

#### Electricity and heat business

For the six months ended 30 June 2013, Shanxi Zhong Kai Group Lingshi Heat and Power Company Limited ("Shanxi Zhong Kai Lingshi"), in which the Company owns a 60% equity interest, generated turnover of approximately HK\$72 million (six months ended 30 June 2012: HK\$57 million), an increase of approximately 26% as compared to the same period last year. The increase in turnover was mainly due to the increase in selling price of heat since October 2012.

Shanxi Zhong Kai Lingshi recorded a loss of approximately HK\$10 million (six months ended 30 June 2012: HK\$1 million). The increase in loss was mainly due to the significant decrease in coal subsidy provided by Central Heat Transmit Station of Lingshi County ("CHTS"), the local government authority.

In the first half of 2013, Shanxi Zhong Kai Lingshi continued focusing on improving operational efficiency and strengthening its environmental protection facilities.

In the remainder of 2013, we strive to renew the heat supply contract with CHTS for the winter season this year. The management will review our collaboration with the CHTS for the heat supply services to ensure that our heat supply business remains cost effective and commercially sound.

### 業務回顧及展望

於截至二零一三年六月三十日止六個月（「本期間」），本集團之收益約為159,000,000港元（截至二零一二年六月三十日止六個月：146,000,000港元）。本集團之收益主要來自熱電供應分類及生產石油分類。

截至二零一三年六月三十日止期間之虧損約為9,000,000港元（截至二零一二年六月三十日止六個月：3,000,000港元）。與去年同期比較，本集團的虧損增加約為6,000,000港元，此乃由於熱電供應業務所獲政府補助減少。

#### 發電及供熱業務

截至二零一三年六月三十日止六個月，山西中凱集團靈石熱電有限公司（「山西中凱靈石」，本公司擁有其60%股權）錄得營業額約為72,000,000港元（截至二零一二年六月三十日止六個月：57,000,000港元），較去年同期增加約為26%。營業額增加主要由於二零一二年十月起熱電售價增加所致。

山西中凱靈石錄得虧損約為10,000,000港元（截至二零一二年六月三十日止六個月：1,000,000港元）。虧損增加主要由於地方政府機關靈石縣城市集中供熱總站（「集中供熱總站」）提供的煤碳補貼大幅減少所致。

於二零一三年上半年，山西中凱靈石繼續專注於改善營運效率及加強環境保護設施。

在二零一三年餘下時間，於今年冬季，我們致力與集中供熱總站重續供熱合約。管理層將審閱我們與集中供熱總站就供熱服務之合作，以確保我們的供熱業務保持成本效益及有利可圖。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Due to the global economic crisis, the Chinese economy showed signs of slowdown during the first half of 2013. This unfavorable economic climate will create a challenging operating environment for our electricity and heat business. Going forward, we remain cautious about the prevailing uncertain economic condition. The management will continue to take measures to improve productivity in order to mitigate the impact of the unfavorable economic conditions.

### Oil business

In the first half of 2013, global economic recovery was slow and the growth rate of China's economy has slowed down. The demand for oil remained depressed. In the face of the complicated and harsh economic environment, the Group focused on the quality and efficiency of its growth and maintained steady production and operations as a whole. The operating results for the period continued to improve as compared with the six months ended 30 June 2012.

According to our original planning, we expect that in 2013 we will be able to drill 60 more production wells and extract approximately 71,000 metric tonnes of oil. However, the drilling and extraction schedule was delayed during the period due to several interruptions and unexpected circumstances. For the six months period ended 30 June 2013, we have extracted 19,339 metric tonnes.

Our technician has spent more time to analyse the data received from existing extraction activities in order to determine if new extraction method should be deployed for new wells. We are still negotiating with technical department of our partner, China National Petroleum Corporation, and other local expertise in this study. We are also now adopting the rolling extraction method rather than mass drilling method to minimize the chance for low efficiency wells. Therefore, the number of new production wells to be drilled should be under 60 for 2013.

Furthermore, the Company has yet to raise sufficient external funding to support the construction of the number of wells as original planned. The directors will continue to look for strategic investors and resources from other financial institutions for necessary funding support for the expansion of production facilities.

The results from operations and costs incurred in oil business are detailed as below. The management expect that the oil business will continue to generate revenue and contribute profit to the Group in the second half of 2013.

由於全球經濟危機，中國於二零一三年上半年出現經濟下滑的跡象。經濟氣候不景，以致本集團發電及供熱業務之營運環境越見艱難。展望將來，對於現時不明確的經濟情況，我們保持審慎的態度。管理層將繼續採取措施提升產能，以紓緩不利經濟情況所帶來之影響。

### 石油業務

於二零一三年上半年，全球經濟復甦緩慢，而中國之經濟增長率亦放緩。石油之需求繼續受壓。面對著複雜而艱困之經濟環境，本集團聚焦於本身增長之質量及效能，並整體上維持穩定之生產及營運。期內之經營業績較截至二零一二年六月三十日止六個月有所改善。

根據原有計劃，我們預期可於二零一三年多鑽探六十口生產井，並開採約為71,000公噸石油。然而，由於出現多次干擾及無法預計的狀況，期內的鑽探及開採時間表經已延後。截至二零一三年六月三十日止六個月期間，我們已開採19,339公噸石油。

本集團技術人員已付出更多時間，分析從現有開採活動收集得來的數據，以釐定是否應採用嶄新方法開採新油井。我們仍與合作夥伴中國石油天然氣集團公司的技術部人員，以及國內其他油井開採專家進行磋商。我們目前亦已採納滾動開採法，取代大型鑽探法，務求盡量減少遇到低效益油井的機率。因此，將於二零一三年鑽探的新生產井數目，應低於六十口。

此外，本公司尚未能為建設原定數目的油井，籌集充足的外部資金。董事將繼續從其他金融機構物色策略投資者及資源，為擴展生產設施籌集所需資金。

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二零一三年下半年將繼續為本集團帶來收益及溢利貢獻。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Results from operations

### 經營業績

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

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Net sales to customers	對客戶銷售淨額	87,202	89,279
Other income	其他收入	1,589	42
Operating expenses	經營開支	(55,478)	(57,071)
Depreciation	折舊	(9,339)	(9,655)
Special petroleum revenue tax	石油特別收益金	(12,047)	(13,732)
Results from operations before income tax expense	除所得稅開支前經營業績	11,927	8,863

In the second half of 2013, the Group will continue exploration and production activities, aiming to increase its production capacity and reserves. On the other hand, the Group will also continue to improve extraction techniques in order to increase the overall efficiency. 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.

### FUTURE PLAN AND PROSPECTS

The management believes that the businesses of electricity and heat and oil production will strengthen the Company and create value for our shareholders. The management will continue to maximize value from inherent potential of the Group's existing assets.

二零一三年下半年，本集團將繼續進行勘探及生產活動，力求提高產量及儲量。另一方面，本集團將繼續改良提取技術，務求提高整體產量。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。

### 未來規劃及展望

管理層相信發電及供熱業務與石油生產業務將強化本公司，並為本公司股東創造價值。管理層將繼續發掘其現有資產的內在潛力，以期達致最高價值。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2013, the net assets value of the Group is approximately HK\$1,969 million (31 December 2012: HK\$1,966 million) and the total cash and bank balance is approximately HK\$96 million (31 December 2012: HK\$70 million). As at 30 June 2013, the Group had total current assets of approximately HK\$200 million (31 December 2012: HK\$174 million) and total current liabilities of approximately HK\$209 million (31 December 2012: HK\$194 million).

### CURRENT AND GEARING RATIO

As at 30 June 2013, the Group had total assets of approximately HK\$2,721 million (31 December 2012: HK\$2,717 million), total liabilities of approximately HK\$752 million (31 December 2012: HK\$751 million), indicating a gearing ratio of 0.28 (31 December 2012: 0.28) on the basis of total liabilities over total assets. The current ratio of the Group for the Period was 0.96 (31 December 2012: 0.90).

### 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.

### CHARGES ON ASSETS

As at 30 June 2013, the Group did not have interest-bearing bank borrowings (31 December 2012: Nil) and had pledged bank deposits of approximately HK\$1 million (31 December 2012: HK\$1 million).

### 流動資金及財務資源

於二零一三年六月三十日，本集團之資產淨值約為1,969,000,000港元（二零一二年十二月三十一日：1,966,000,000港元），而現金及銀行結餘總額則約為96,000,000港元（二零一二年十二月三十一日：70,000,000港元）。於二零一三年六月三十日，本集團之流動資產總值約為200,000,000港元（二零一二年十二月三十一日：174,000,000港元），而流動負債總額則約為209,000,000港元（二零一二年十二月三十一日：194,000,000港元）。

### 流動比率及資本負債比率

於二零一三年六月三十日，本集團之資產總值約為2,721,000,000港元（二零一二年十二月三十一日：2,717,000,000港元），負債總額約為752,000,000港元（二零一二年十二月三十一日：751,000,000港元），按負債總額除資產總值計算，資本負債比率為0.28（二零一二年十二月三十一日：0.28）。本期間本集團之流動比率為0.96（二零一二年十二月三十一日：0.90）。

### 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具對沖其外匯風險。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。

### 資產抵押

於二零一三年六月三十日，本集團無計息銀行借款（二零一二年十二月三十一日：無），已抵押銀行存款約為1,000,000港元（二零一二年十二月三十一日：1,000,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL GUARANTEE CONTRACT

In relation to the share purchase agreement dated 5 November 2009 (the "Share Purchase Agreement") for the acquisition of Sunlight Rise Limited, the directors of the Company was informed in January 2013 that Shanxi Zhong Kai Lingshi has given guarantee to a bank in relation to a loan borrowed by a company named 晉中市瑞汪工貿有限公司 (in English, for identification purpose only, Jinzhong City Ruiwang Industrial and Trading Company Limited), with the principal amount of RMB13,500,000 for the period from 23 March 2009 to 22 March 2014 and the guarantee period from 23 March 2009 to 15 March 2017. The guarantee continues to be effective up to the date of this report. In the opinion of the directors, it is in breach to the clause of the Share Purchase Agreement whereby the vendor, Maycrown, has warranted that except as disclosed to the Group, no other obligations or liabilities (actual or contingent) of the acquired companies owing to any other party at the time of completion of the acquisition.

The Group has sought legal opinion in respect of the breach. The legal advisor opined that the guarantee given to a bank constituted to a potential breach of the Share Purchase Agreement and the directors consider to seek counsel opinion for further advice. As at 30 June 2013, no provision for the Group's obligation under the guarantee contract has been made as the directors of the Company consider that the probability for the repayment of any loan or interest would be in default is remote and the fair value of financial guarantee is estimated as minimal.

### CONTINGENT LIABILITIES

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

### EMPLOYEE INFORMATION

As at 30 June 2013, the Group employed approximately 430 full-time employees (As at 30 June 2012: 390). 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 2013 (six months ended 30 June 2012: Nil).

### 財務擔保合約

就收購昇暉有限公司訂立之購股協議(日期為二零零九年十一月五日)(「購股協議」),於二零一三年一月,本公司董事得悉,山西中凱靈石曾就晉中市瑞汪工貿有限公司(英文名稱為 Jinzhong City Ruiwang Industrial and Trading Company Limited, 惟僅供識別)借入一筆貸款,向一間銀行提供擔保,該筆貸款的本金額為人民幣13,500,000元,為期由二零零九年三月二十三日至二零一四年三月二十二日,而擔保則為期由二零零九年三月二十三日至二零一七年三月十五日。直至本報告日期,擔保持續生效。董事認為,此舉違反購股協議之條款,據此,除已向本集團披露者外,賣方美冠不會就所收購公司於完成收購當時結欠任何其他方之其他責任或債務(實際或或然)提供保證。

本集團已就是項違反徵求法律意見。法律顧問認為向銀行提供之擔保,構成一項對購股協議之潛在違反,董事考慮徵求律師意見,以獲得其他建議。於二零一三年六月三十日,並未就本集團於擔保合約下的責任作出撥備,因本公司董事認為會拖欠償還任何貸款或利息的風險極微,而財務擔保之公平值估計微不足道。

### 或然負債

於二零一三年六月三十日,本集團概無任何重大或然負債(二零一二年十二月三十一日:無)。

### 僱員資料

於二零一三年六月三十日,本集團僱用約為430名全職僱員(二零一二年六月三十日:390名)。本集團之薪酬政策按個別僱員表現而釐定,並每年檢討以便與業界慣例相符。此外,本集團亦按該等僱員之工作地點向僱員提供公積金計劃(按情況而定)。

### 中期股息

董事會不建議就截至二零一三年六月三十日止六個月派付中期股息(截至二零一二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 2013, 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 2013, 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	Nature of interest 財務性質	Interest in Shares 股份權益	Interest in underlying Shares 於相關股份之權益	Aggregate interest 總權益	Approximate percentage <sup>#</sup> 概約百分比 <sup>#</sup>	Notes 附註
Mr. Liu Ran 劉然先生	Interest of controlled corporation 受控制法團權益	4,478,000,000	9,222,000,000	13,700,000,000	78.43%	1
Giant Crystal Limited 鉅晶有限公司	Beneficial owner 實質擁有人	4,478,000,000	9,222,000,000	13,700,000,000	78.43%	1
Mr. Chim Pui Chung 詹培忠先生	Interest of controlled corporation 受控制法團權益	2,375,498,386	-	2,375,498,386	13.60%	2
Golden Mount Ltd.	Beneficial owner 實質擁有人	2,375,498,386	-	2,375,498,386	13.60%	2

<sup>#</sup> Percentage which the aggregate long position in the Shares or underlying Shares represents to the issued share capital of the Company of 17,468,492,126 Shares as at 30 June 2013

#### 董事於股份、相關股份及債券之權益及淡倉

於二零一三年六月三十日，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

於二零一三年六月三十日，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：

<sup>#</sup> 於股份或相關股份之好倉總額佔本公司於二零一三年六月三十日之已發行股本17,468,492,126股股份之百分比

## 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 4,478,000,000 shares and 9,222,000,000 underlying shares held by Giant Crystal Limited.

9,222,000,000 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 2,636,000,000 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. Golden Mount Ltd. 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. Chim Pui Chung. Mr. Chim Pui Chung therefore deemed to be interested in 2,375,498,386 shares held by Golden Mount Ltd.

All the interests stated above represent long positions in the ordinary Shares of the Company. As at 30 June 2013, 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.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's Directors, independent non-executive Directors, employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group and any minority Shareholder in the Company's subsidiaries. The Scheme was adopted on 24 June 2013 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The Scheme was expired on 23 June 2023. There was no options which remain outstanding and unexercised as at the date of this interim report.

#### 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4,478,000,000股股份及9,222,000,000股相關股份之權益。

該9,222,000,000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2,636,000,000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. Golden Mount Ltd.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詹培忠先生合法實質擁有。因此，詹培忠先生被視為擁有Golden Mount Ltd.所持有之2,375,498,386股股份之權益。

上述所有權益代表於本公司普通股之好倉。於二零一三年六月三十日，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。

### 購股權計劃

本公司設有購股權計劃（「該計劃」）藉此獎勵及回饋對本集團營運業績有寶貴貢獻之合資格參與者。該計劃之合資格參與者包括本公司之董事、獨立非執行董事、本集團之僱員、本集團之貨品或服務供應商、本集團之顧客、向本集團提供研究、發展或其他技術支援服務之任何人士或實體及本公司附屬公司之任何少數股東。該計劃於二零一三年六月二十四日採納，除非另行取消或修訂，否則由該日期起計十年將一直有效。該計劃於二零一三年六月二十三日屆滿。於本中期報告日期，概無未授出及未行使之購股權。

## OTHER INFORMATION

### 其他資料

Under the terms of the Share Option Scheme adopted conditionally by the Company on 24 June 2013, the Board of the Company may, at its discretion, grant options to eligible participants to subscribe for shares in the Company.

No share option was granted and exercised during the interim period under review and there was no outstanding share option as at 30 June 2013 and 2012.

### 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.

### COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

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

During the six months ended 30 June 2013, the Board has adopted and complied with the code provisions of the CG Code in so far they are applicable with the exception of the deviation from A.2.1 of the CG Code, the roles of chairman and chief executive officer (the "CEO") should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and CEO should be clearly established and set out in writing. Since the positions of the chairman and CEO are vacated, the Company is still looking for a suitable candidate to fill the vacancy of chairman and CEO. 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.

A.4.1 and A.4.2 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years. For the period under review, all independent non-executive directors of the Company have not been appointed for a specific term but they are subject to retirement by rotation in accordance with the Company's Articles of Association.

根據本公司於二零一三年六月二十四日有條件採納之購股權計劃之條款，本公司董事會可酌情向合資格參與者授出購股權，以認購本公司股份。

於回顧中期期間，概無購股權獲授出及行使，而於二零一三年及二零一二年六月三十日，概無尚未行使購股權。

### 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。

### 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守則及企業管治報告（「企業管治守則」）之守則條文，應用企業管治守則之守則條文之原則。

於截至二零一三年六月三十日止六個月，董事會已採納並一直遵守適用之企業管治守則之守則條文，惟偏離企業管治守則第A.2.1條。根據企業管治守則第A.2.1條，主席及行政總裁（「行政總裁」）之角色應獨立區分，且不應由同一人履行。主席與行政總裁間之職責區分應書面清晰訂明。本公司主席及行政總裁之職位目前懸空，本公司仍在物色合適人選填補主席及行政總裁之空缺。董事會將不時檢視本集團之管理架構，並將按需要採納適宜之措施，支持本集團之未來營運活動或業務發展。

根據企業管治守則第A.4.1條及第A.4.2條，非執行董事須按指定任期委任，並須膺選連任，而全體董事須至少每三年輪值告退一次。於回顧期間，本公司所有獨立非執行董事均非按指定任期委任，惟須按照本公司組織章程細則輪值告退。

## OTHER INFORMATION

### 其他資料

E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting (the "AGM"). However, the chairman is vacated. Mr. Chan Wai Cheung Admiral as the independent non-executive director chaired the AGM held on 24 June 2013.

A.6.7 of the CG Code, Mr. Choi Chi Fai and Mr. Wang Jinghua, the independent non-executive directors, were unable to attend the AGM of the Company held on 24 June 2013 as they were out of town for other businesses.

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.

### 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 2013.

### REMUNERATION COMMITTEE

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

### NOMINATION COMMITTEE

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

根據企業管治守則第E.1.2條，董事會主席應出席股東週年大會（「股東週年大會」）。然而，主席職位目前懸空。陳偉璋先生作為獨立非執行董事，擔任於二零一三年六月二十四日舉行之股東週年大會主席。

就企業管治守則第A.6.7條而言，獨立非執行董事蔡志輝先生及王靖華先生因離港處理其他事務，故無法出席於二零一三年六月二十四日舉行之本公司股東週年大會。

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。

### 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。經向全體董事作出具體查詢後，全體董事均確認彼等於截至二零一三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企業管治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，負責審閱及評估本公司董事會成員及高級管理層之薪酬待遇，並不時向董事會提供推薦建議。

### 提名委員會

本公司遵照上市規則附錄十四所載企業管治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，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。



## OTHER INFORMATION

### 其他資料

#### AUDIT COMMITTEE

The Company has an Audit Committee which was established in accordance with the requirements of the CG 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 2013 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 OF THE LISTING RULES

Disclosure of changes in information on Directors since the date of the 2012 Annual Report of the Company pursuant to Rule 13.51B of the Listing Rules are set out below:

Mr. Yang Guangming was resigned as executive director of the Company with effect 18 July 2013.

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

#### 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**  
**Wang Donghai**  
*Executive Director*

Hong Kong, 29 August 2013

#### 審核委員會

本公司按照企業管治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二零一三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條披露董事資料

下文載列根據上市規則第13.51B條所披露自本公司二零一二年年報刊發日期以來之董事資料變動：

楊光明先生辭任本公司執行董事，由二零一三年七月十八日起生效。

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

#### 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**  
**執行董事**  
**王東海**

香港，二零一三年八月二十九日

