



KINGSTONE
金石礦業

China Kingstone Mining Holdings Limited
中國金石礦業控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1380



2014
INTERIM REPORT 中期報告



KINGSTONE

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www.kingstonemining.com

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Liu Hongyu (*Chairman*)
Ms. Zhang Cuiwei
Mr. Zhu Hongjun
Mr. Zhang Jianzhong

Independent Non-executive Directors

Mr. Chung Wai Man
Mr. Lam Tin Faat
Mr. Lu Zhiwei

AUDIT COMMITTEE

Mr. Lam Tin Faat (*Chairman*)
Mr. Chung Wai Man
Mr. Lu Zhiwei

REMUNERATION COMMITTEE

Mr. Lu Zhiwei (*Chairman*)
Mr. Lam Tin Faat
Mr. Chung Wai Man

NOMINATION COMMITTEE

Mr. Chung Wai Man (*Chairman*)
Mr. Lam Tin Faat
Mr. Lu Zhiwei

AUTHORISED REPRESENTATIVES

Mr. Zhu Hongjun
Mr. Pak Wai Keung, Martin

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. Pak Wai Keung, Martin

REGISTERED OFFICE

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

董事會

執行董事

劉紅雨先生(*主席*)
張翠薇女士
朱紅軍先生
張建忠先生

獨立非執行董事

鍾衛民先生
林天發先生
呂志偉先生

審計委員會

林天發先生(*主席*)
鍾衛民先生
呂志偉先生

薪酬委員會

呂志偉先生(*主席*)
林天發先生
鍾衛民先生

提名委員會

鍾衛民先生(*主席*)
林天發先生
呂志偉先生

授權代表

朱紅軍先生
白偉強先生

首席財務總監及公司秘書

白偉強先生

註冊辦事處

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

HEADQUARTERS OF BUSINESS IN THE PRC

Zhangjiaba Mine
Zhenjiang Village
Xiangshui County
Jiangyou City
Sichuan Province
The PRC

中國營業總部

中國
四川省
江油市
香水鄉
鎮江村
張家壩礦山

PRINCIPAL PLACE OF BUSINESS IN THE PRC

5/F, Nanfang Security Building
386 Shuiwanlu
Xiangzhou District
Zuhai City
Guangdong Province
The PRC

中國主要營業地點

中國
廣東省
珠海市
香洲區
水灣路386號
南方證券大廈5樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 6812-13, 68/F
The Center
99 Queen's Road Central
Hong Kong

香港主要營業地點

香港
皇后大道中99號
中環中心
68樓6812-13室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

股份過戶登記總處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

Corporate Information

公司資料

PRINCIPAL BANKERS

Bank of Communications Co., Ltd.
Industrial and Commercial Bank of China Limited
The Hongkong and Shanghai Banking Corporation Limited

AUDITORS

ZHONGHUI ANDA CPA Limited

LEGAL ADVISERS

Cheung & Choy (as to Hong Kong law)
Conyers Dill & Pearman (as to Cayman Islands law)

STOCK CODE

1380

WEBSITE OF THE COMPANY

www.kingstonemining.com

主要往來銀行

交通銀行股份有限公司
中國工商銀行股份有限公司
香港上海滙豐銀行有限公司

審計師

中匯安達會計師事務所有限公司

法律顧問

張世文蔡敏律師事務所(香港法律)
康德明律師事務所(開曼群島法律)

股份代號

1380

公司網址

www.kingstonemining.com



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

China Kingstone Mining Holdings Limited (the "Company"), together with its subsidiaries (the "Group"), is the mining operator in China which focuses on beige marble blocks and processing of marble slabs, and owned the largest beige marble mine, namely Zhangjiaba Mine, which is located in Zhenjiang Village, Xiangshui County, Jianguo City of Sichuan Province, China, in terms of marble reserves, according to the certification issued by China Stone Material Association in August 2010.

Production and Sales Volume

The production at Zhangjiaba mine was substantially suspended for the period from January 2013 to July 2013. The production of the Group has been resuming gradually commencing from August 2013. The summarized production and sales volume are set out below:

業務回顧

中國金石礦業控股有限公司(「本公司」)連同其附屬公司(「本集團」)是中國專注於米黃色大理石及加工成大理石板材的礦業營運商，擁有位於中國四川省江油市香水鄉鎮江村的張家壩礦山。根據中國石材協會於2010年8月發出的證明，張家壩礦山是全國米黃色大理石儲量最大的礦山。

產量及銷量

張家壩礦山由2013年1月至2013年7月一直停產。本集團的生產由2013年8月起逐步恢復。產量及銷量概況現列如下：

		Six months ended 30 June 截至6月30日止六個月		
		2014 2014年	2013 2013年	Change 變動
Production volume:	產量：			
Marble blocks mined (<i>cubic meter</i>)	已開採大理石荒料(立方米)	175	—	N/A 不適用
Marble slabs processed (<i>square meter</i>)	大理石板材加工(平方米)	—	—	N/A 不適用
Marble slabs produced (<i>tonnes</i>)	已生產大理石礦渣(噸)	410,581	—	N/A 不適用
Sales volume:	銷量：			
Marble blocks (<i>cubic meter</i>)	大理石荒料(立方米)	3,847	171	+2,150%
Marble slabs (<i>square meter</i>)	大理石板材(平方米)	39,089	195	+19,946%
Marble slabs (<i>tonnes</i>)	大理石礦渣(噸)	410,581	—	N/A 不適用
Average selling prices:	平均售價：			
Marble blocks (<i>RMB per cubic meter</i>)	大理石荒料(人民幣/立方米)	984	2,140	-54.0%
Marble slabs (<i>RMB per square meter</i>)	大理石板材(人民幣/平方米)	104	133	-21.8%
Marble slabs (<i>RMB per tonnes</i>)	大理石礦渣(人民幣/噸)	6	—	N/A 不適用

Management Discussion and Analysis

管理層討論及分析

Exploration, Development and Production Activities

There was no further exploration activity at the Zhangjiaba mine during the period under review. The Zhangjiaba mine located in Sichuan Province of China, contains 44.2 million cubic meter of measured and indicated marble resources, which represents 16.8 million cubic meter of proved and probable marble reserves based on a block rate of 38%, according to the independent competent person's report dated on 7 March 2011 (as shown in the Company's Prospectus).

The Zhangjiaba mine mainly divided into the east mining zone and the west mining zone. The Group has substantially completed the mining platform and went into production at the east mining zone. During the six months ended 30 June 2014 ("HY14"), the Zhangjiaba mine produced 175.4 cubic meter of marble stone from the east mining zone and the Group has been carrying out the stripping of overburden materials at the surface of the west mining zone. The process of mining and stripping produced 410,580.7 tonnes of the mining slags.

During HY14, the aggregate expenditure of the mining operation of the Group was approximately RMB2.6 million, which mainly included depreciation on property, plant and equipment of approximately RMB1.8 million, fuel consumption of approximately RMB0.09 million, staff costs of approximately RMB0.1 million and repair and maintenance costs of approximately RMB0.07 million.

During HY14, the Group has not entered into any contracts and did not have any commitment relating to infrastructure projects, subcontracting arrangements and purchase of equipment.

During HY14, there was no production of marble slabs as the inventory of marble slabs is sufficient to meet the existing sales orders from customers.

勘探、開發及生產活動

回顧期內再無於張家壩礦山中再作勘探活動。張家壩礦山位於中國四川省，根據獨立合資格人士於2011年3月7日的報告指(載於本公司招股章程)，蘊藏44,200,000立方米探明及推定大理石資源，按荒料率38%計，相當於16,800,000立方米的證實及概略大理石儲量。

張家壩礦山主要分為東部採礦區及西部採礦區。本集團已大致上完成興建東部採礦區的開採平台，並投入生產。截至2014年6月30日止六個月(「2014年上半年」)內，張家壩礦山自東部採礦區中產出175.4立方米的大理石材，本集團已展開在西部採礦區剝採表面廢料的工序。開採及剝採的過程產出410,580.7噸礦渣。

2014年上半年，本集團採礦業務的總開支約為人民幣2,600,000元，主要包括物業、廠房及設備折舊約人民幣1,800,000元、燃料消耗約人民幣90,000元、員工成本約人民幣100,000元，以及維修及保養成本約人民幣70,000元。

2014年上半年，本集團並無訂立合約，亦無任何有關基礎設施項目、分判安排及購買設備的承擔。

2014年上半年並無產出大理石板材，因為大理石板材的存貨，足以應付現有客戶訂單。

FINANCIAL REVIEW

Revenue and Gross Profit

The Group's revenue increased by RMB9.9 million or 2,475% to RMB10.3 million for HY14 from RMB0.4 million for the six months ended 30 June 2013 ("HY13"). The increase was primarily due to an increase in sales volume of marble blocks and slabs and an increase in sales of marble slabs. The sales of marble blocks and slabs for HY14 were substantially generated from the existing inventories, resulting in the lower selling price in average.

Gross profit increased by RMB6.6 million or 2,200% to RMB6.9 million for HY14 from RMB0.3 million for HY13 and the gross profit margin decreased by 9.9 percentage points from 76.5% for HY13 to 66.6% for HY14. During HY14, provision for obsolescence stock made in previous years of RMB2.4 million was written back as the sales was recognised. The gross profit margin, not accounting for such write-back, was 43.3%. The decrease in gross profit margin was primarily due to a decrease in average selling price of the marble blocks and slabs.

Selling and distribution expenses

Selling and distribution expenses increased from RMB0.2 million for HY13 to RMB1.1 million for HY14. The increase was primarily due to an increase in exhibition and promoting expenses.

Administrative expenses

Administrative expenses decreased by RMB3.2 million from RMB24.2 million for HY13 to RMB21.0 million for HY14. The decrease was primarily due to a decrease by RMB3.2 million in written-off of the expenditure of the mining operation during HY13, resulting from the suspension of production, and a decrease by RMB2.1 million in written off of property, plant and equipment arising from the removal of Guangzhou office during HY13. During HY14, the Company recognised a share option expenses of RMB4.5 million.

財務回顧

收入及毛利

本集團收入由截至2013年6月30日止六個月(「2013年上半年」)的人民幣400,000元增加人民幣9,900,000元(即2,475%)至2014年上半年的人民幣10,300,000元。該增加主要由於大理石荒料及板材的銷量增加，以及大理石礦渣銷售增加。2014年上半年的大理石荒料及板材大部分由現有存貨產生，使平均銷售價格下降。

毛利由2013年上半年的人民幣300,000元增加人民幣6,600,000元(即2,200%)至2014年上半年的人民幣6,900,000元，而毛利率由2013年上半年的76.5%下跌9.9個百分點至2014年上半年的66.6%。2014年上半年，由於確認銷售，故撥回過往年度作出的陳舊存貨撥備人民幣2,400,000元。未計入該撥回的毛利率為43.3%。毛利率下降主要由於大理石荒料及板材的平均售價下降。

銷售及分銷開支

銷售及分銷開支由2013年上半年的人民幣200,000元增至2014年上半年的人民幣1,100,000元。增幅主要由於展銷及推廣開支上升所致。

行政開支

行政開支由2013年上半年的人民幣24,200,000元下跌人民幣3,200,000元至2014年上半年的人民幣21,000,000元。下跌的原因主要為停產導致2013年上半年撤銷採礦營運開支減少人民幣3,200,000元，以及2013年上半年遷拆廣州辦公室，導致撤銷物業、廠房及設備減少人民幣2,100,000元。2014年上半年，本公司確認購股權開支人民幣4,500,000元。

Management Discussion and Analysis

管理層討論及分析

Loss for the period

The Group recorded a loss of RMB15.1 million for HY14 as compared to a loss of RMB196.2 million for HY13, as a result of a combined effect of i) an improvement in sales performance for HY14; (ii) an impairment losses of RMB115.0 million arising from certain trade receivables and prepayments, deposits and other receivables were recognised during HY13, (iii) an impairment loss of RMB56.2 million arising from equity interest in an associate and loan to the associate during HY13, (iv) an impairment loss of RMB3.0 million on goodwill in HY13, (v) a gain of RMB2.6 million on disposal of a subsidiary which owns Tujisi mine in HY13, and (vi) a share option expenses of RMB4.5 million was recognised during HY14.

Liquidity and Capital Resources

As at 30 June 2014, the Group's total equity interests was RMB258.6 million (31 December 2013: RMB267.7 million), representing a decrease of 3.4%. The decrease was mainly attributable to a loss of RMB15.1 million incurred for HY14.

As at 30 June 2014, the Group had cash and bank balances of RMB14.2 million (31 December 2013: RMB30.3 million). Cash and bank balances were mainly denominated in Hong Kong dollars and Chinese Renminbi ("RMB"). The Group's working capital (or net current assets) was RMB56.4 million (31 December 2013: RMB64.1 million). The current ratio, represented by current assets divided by current liabilities, was 3.0 (31 December 2013: 2.7).

As at 30 June 2014, the Group's interest bearing loan, which was denominated in Hong Kong dollar, was RMB19.9 million (31 December 2013: RMB19.7 million) and at fixed interest rate. The Group does not currently use any derivatives to manage interest rate risk. Gearing ratio, representing total loan divided by total equity, was 0.08 (31 December 2013: 0.07).

As at 30 June 2014, the Group had available working capital facilities of RMB19.9 million (31 December 2013: RMB19.7 million) under a loan agreement with Kinwin International Investment Limited, all of which was used. The loan of RMB19.9 million was unsecured and interest-bearing at a fixed rate of 15% per annum. The loan will mature in October 2015. With the level of its current facilities and available cash and cash equivalents, the Group has adequate financial resources to meet the anticipated future liquidity requirements and capital expenditure commitment.

期內虧損

本集團在2014年上半年錄得虧損人民幣15,100,000元。2013年上半年則錄得虧損人民幣196,200,000元，當中受以下多項所影響：(i)2014年上半年的銷售表現有所改善；(ii)2013年上半年確認由若干貿易應收款項及預付款項、按金及其他應收款項所產生的減值虧損人民幣115,000,000元；(iii)2013年上半年聯營公司權益及借予聯營公司貸款所產生的減值虧損人民幣56,200,000元；(iv)2013年上半年商譽減值虧損人民幣3,000,000元；(v)2013年上半年出售擁有土基寺礦山的附屬公司所得收益人民幣2,600,000元；及(vi)2014年上半年確認購股權開支人民幣4,500,000元。

流動資金及資本資源

於2014年6月30日，本集團總權益為人民幣258,600,000元(2013年12月31日：人民幣267,700,000元)，減幅為3.4%。減少主要因為2014年上半年產生虧損人民幣15,100,000元。

於2014年6月30日，本集團擁有現金及銀行結餘人民幣14,200,000元(2013年12月31日：人民幣30,300,000元)。現金及銀行結餘主要以港元及中國人民幣(「人民幣」)計值。本集團營運資金(或流動資產淨值)為人民幣56,400,000元(2013年12月31日：人民幣64,100,000元)。以流動資產除以流動負債得出的流動比率為3.0(2013年12月31日：2.7)。

於2014年6月30日，本集團以港元計值的計息貸款為人民幣19,900,000元(2013年12月31日：人民幣19,700,000元)，利率固定。本集團目前並無使用任何衍生工具管理利率風險。總貸款除以總權益得出的資產負債比率為0.08(2013年12月31日：0.07)。

於2014年6月30日，本集團根據與建勝國際投資有限公司訂立的貸款協議可提取的營運資金融資為人民幣19,900,000元(2013年12月31日：人民幣19,700,000元)，全數已經動用。貸款人民幣19,900,000元為無抵押，按固定年利率15%計息。該貸款將於2015年10月到期。以目前融資水平及現有現金及現金等價物計，本集團有充足的財務資源應付預期未來流動資金需求及資本開支承擔。

Capital Expenditure

The Group's capital expenditure was amounted to RMB3.1 million during HY14, which was primarily related to additions to property, plant and equipment.

Exposure to Fluctuations in Exchange Rates

The Group principally operates its businesses in the PRC. The Group is not exposed to significant foreign exchange risk as most of the Group's business transactions, assets and liabilities are principally denominated in Chinese Renminbi ("RMB"), which is the functional and reporting currency of the Group, except certain administrative expenses, denominated in Hong Kong dollar and United States dollar, in the Hong Kong office. The Group has not entered into any foreign exchange contract as hedging measures.

Human Resources

As at 30 June 2014, the Group had a total workforce of 70 (31 December 2013: 61). The total staff cost, including directors' emoluments, share options benefit and pension scheme contribution, was approximately RMB10.2 million (HY13: RMB7.3 million) during HY14.

The Group's emolument policies are formulated on the performance of individual employee and on the basis of the salary trends in Hong Kong and the PRC, and will be reviewed regularly. Subject to the Group's profitability, the Group may also distribute discretionary bonus to its employees as an incentive for their contribution to the Group.

Material Acquisitions

On 29 July 2014, the Group entered into a sales and purchase agreement in relation to an acquisition of entire interest of China Forture Investment Holdings Limited, which indirectly wholly owned three units of commercial properties located in Taihe Plaza, No. 333 Dongshang East Road, Zhenjiang, Jiangsu Province, the PRC with total gross floor area of approximately 9,660.78 square meter. The Group believes that the investment in the properties can generate steady rental income and diversify the businesses of the Group. The Company will continue to explore the opportunity in the property investment market.

資本開支

本集團於2014年上半年的資本開支為人民幣3,100,000元，主要與添置物業、廠房及設備有關。

匯率波動風險

本集團主要營業地點為中國。本集團並無重大外匯風險，因為本集團大部份業務交易、資產及負債主要以中國人民幣（「人民幣」）計值，而人民幣為本集團的功能及列報貨幣，惟若干香港辦公室的行政開支則以港元及美元計值。本集團並無訂立任何外匯合同作對沖措施。

人力資源

於2014年6月30日，本集團共有70名員工（2013年12月31日：61名）。2014年上半年，員工成本總額（包括董事酬金、購股權福利及退休金計劃供款）約為人民幣10,200,000元（2013年上半年：人民幣7,300,000元）。

本集團的薪酬政策按照個別員工的表現以及香港及中國的薪酬趨勢制訂，並會定期審閱。本集團亦會根據盈利能力，向員工分派酌情花紅，以鼓勵員工對本集團作出貢獻。

重大收購事項

2014年7月29日，本集團就收購中國兆和投資集團有限公司全部權益訂立買賣協議，中國兆和投資集團有限公司間接全資擁有三個位於中國江蘇省鎮江中山東路333號太和廣場之商業單位，總房屋建築面積約9,660.78平方米。本集團相信，投資於該等物業能帶來穩定租金收入，使本集團的業務更多元化。本公司將繼續在物業投資市場尋求機遇。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS

The Group's business of marble products is closely associated with the growth and prosperity of the real estate market in China. The Group believes that the real estate market in China will remain stable, amidst the slowdown of China economy, with mild increase in average property price and demand of high quality housings, which should drive the increase in the demand for stone materials of the Group. Looking ahead, the Group will continue to consolidate the production and operations and extend the customer base. The management of the Group is confident and able to encounter the future challenges and changes in the market in which the Group operates. On the other hand, the Group will continue to explore new business opportunities so arising in order to maximise shareholder's value in the future, in marble mining business and its related business.

前景

本集團大理石產品的業務與中國房地產市場的增長及興旺息息相關。本集團相信，隨著中國經濟放緩，中國的房地產市場將保持平穩，平均物業價格及對優質住房的需求將溫和增長，帶動對本集團石材的需求增加。展望未來，本集團將繼續整合生產及營運，擴闊客戶基礎。本集團管理層深信定能應付未來的挑戰，以及本集團營運所在市場的變化。另一方面，本集團將繼續探索新商機，務求日後在大理石開採業務及其相關業務為股東締造最大價值。



Other Information

其他資料

CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 of the Listing Rules for the six months ended 30 June 2014 except for a deviation from code provision A.2.1 of CG Code.

Under code provision A.2.1 of CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing. During the six months ended 30 June 2014, there is no officer carrying the title of chief executive officer (the "CEO"). The duties of the CEO are undertaken by all executive directors, including Mr. Lu Hongyu, Chairman. With a clear division of labor and segregation of duties between the executive directors, the deviation does not hinder the effectiveness of checks and balances, given the nature and size of the Company's business. The Board will review the current structure from time to time and shall make necessary arrangements when the Board considers appropriate.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transactions by the Directors. The Company confirms that, having made specific enquiries with all Directors of the Company, all Directors confirmed that they have complied with the required standards set out in the Model Code and its own code of conduct regarding directors' securities transaction throughout the six months ended 30 June 2014.

AUDIT COMMITTEE

As at 30 June 2014, the audit committee of the Company comprised three independent non-executive directors, namely Mr. Lam Tin Faat, Mr. Chung Wai Man and Mr. Lu Zhiwei. The primary duties of the audit committee of the Company are mainly to make recommendations to the Board on the appointment, re-appointment and removal of external auditor, the review of the financial statements and material advice in respect of financial reporting and the oversight of internal control procedures of the Group.

企業管治

本公司於截至2014年6月30日止六個月一直遵守上市規則附錄14所載《企業管治守則》及《企業管治報告》(「企業管治守則」)，惟與企業管治守則的守則條文第A.2.1條有所偏離。

企業管治守則之守則條文第A.2.1條規定，主席及行政總裁的角色應區分及不應由同一人擔任。主席及行政總裁的職責應清晰確立及以書面形式載列。截至2014年6月30日止六個月，並無高級人員出任行政總裁(「行政總裁」)一職。行政總裁的職責由所有執行董事(包括主席劉紅雨先生)履行。執行董事之間有明確分工及清晰劃分職責，鑒於本公司業務的性質及規模，此偏離情況無損權力制衡的成效。董事會將不時審閱現時架構，並在其認為適當時作出必要安排。

遵從標準守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事買賣證券之操守準則。本公司確認，經向本公司全體董事作出特定查詢後，全體董事確認彼等於截至2014年6月30日止六個月已遵守標準守則所載之規定標準及本身就董事進行證券交易之操守標準。

審計委員會

於2014年6月30日，本公司的審計委員會由三名獨立非執行董事組成，包括林天發先生、鍾衛民先生及呂志偉先生。本公司審計委員會的主要職責為就委任、重新委任及罷免外聘審計師向董事會作出建議、審閱財務報表、就財務報告事宜提供重大意見以及監督本集團的內部控制程序。

Other Information

其他資料

REVIEW OF INTERIM RESULTS

The audit committee has reviewed the unaudited interim results of the Group for the six months ended 30 June 2014 and has recommended their adoption to the Board.

In addition, the Company's auditor, ZHONGHUI ANDA CPA Limited, has also reviewed this unaudited interim financial information.

CHANGE IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors subsequent to the date of the 2013 Annual Report are set out below:

Name of Directors	Details of the change
Mr. Chung Wai Man	The directors' fee was HK\$30,000 per month from 1 January 2014 to 30 June 2014. The directors' fee decreased to HK\$15,000 per month from 1 July 2014 onwards.
Mr. Lam Tin Faat	The directors' fee was HK\$30,000 per month from 1 January 2014 to 30 June 2014. The directors' fee decreased to HK\$15,000 per month from 1 July 2014 onwards.
Mr. Lu Zhiwei	The directors' fee was HK\$12,000 per month from 1 January 2014 to 30 June 2014. The directors' fee increased to HK\$15,000 per month from 1 July 2014 onwards.

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

審閱中期業績

審計委員會已審閱本集團截至2014年6月30日止六個月的未經審核中期業績，並已向董事會建議彼等之採納。

此外，本公司之審計師中滙安達會計師事務所有限公司亦已審閱此未經審核中期財務資料。

董事資料變動

根據上市規則第13.51B(1)條，2013年年報日期後的董事資料變動載列如下：

董事姓名	變動詳情
鍾衛民先生	於2014年1月1日至2014年6月30日，董事袍金為每月30,000港元。自2014年7月1日起，董事袍金減至每月15,000港元。
林天發先生	於2014年1月1日至2014年6月30日，董事袍金為每月30,000港元。自2014年7月1日起，董事袍金減至每月15,000港元。
呂志偉先生	於2014年1月1日至2014年6月30日，董事袍金為每月12,000港元。自2014年7月1日起，董事袍金增至每月15,000港元。

除上文所披露者外，概無其他資料須根據上市規則第13.51B(1)條作出披露。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2014.

DIRECTORS' INTEREST IN SECURITIES

Details of the interests of the Directors in the share options of the Company are separately disclosed under the section headed "Share Options".

As at 30 June 2014, none of Directors or the chief executive of the Company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities of Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO, including interests and short positions which the Directors and the chief executive of the Company are taken and deemed to have under such provisions of the SFO, or which are required to be and are recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time had the Company or any of its holding company or subsidiaries been participated in any arrangements to enable the Directors or chief executive (including their spouse and children under 18 years of age) to acquire any interests and short positions of shares or underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO).

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至2014年6月30日止六個月內概無購買、出售或贖回本公司任何上市證券。

董事之證券權益

有關董事於本公司購股權之權益詳情於「購股權」一節分別披露。

於2014年6月30日，本公司董事或最高行政人員或彼等各自之聯繫人概無於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益或淡倉，其中包括本公司董事及最高行政人員根據證券及期貨條例之該等條文被當作及視作擁有之任何權益及淡倉，或須要及已列入證券及期貨條例第352條規定本公司存置的登記冊內之任何權益及淡倉或已根據標準守則另行知會本公司及聯交所之任何權益及淡倉。

本公司或其任何控股公司或附屬公司從未參與任何安排，使董事或最高行政人員(包括彼等的配偶及未滿18歲子女)於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中購入任何權益及淡倉。

Other Information

其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 30 June 2014, substantial shareholders' interests or short position in the shares and underlying shares of the Company, being interests of 5% or more, as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO were as follows:

Name	Capacity	Number of underlying shares	Long/Short position	Percentage of the issued share capital of the Company
姓名／名稱	身份	相關股份數目	好倉／淡倉	佔本公司已發行股本百分比
Mr. Huang Xianyou	Interest in controlled corporation (note 1)	1,226,926,277	Long position	62.65%
黃賢優先生	於受控法團的權益 (附註1)		好倉	
Wongs Investment Development Holdings Group Limited (In liquidation)	Beneficial owner (note 1, 2)	1,226,926,277	Long Position	62.65%
Wong Investment Development Holdings Group Limited (清盤中)	實益擁有人 (附註1、2)		好倉	

Notes:

1. The entire share capital of Wongs Investment Development Holdings Group Limited (In liquidation), a company incorporated in the British Virgin Islands with limited liability, was held by Mr. Huang Xianyou.
2. Mr. Lam Hok Chung Rainer and Mr. Jong Yat Kit, both of Messrs. PricewaterhouseCoopers had been appointed as the joint and several liquidators of Wongs Investment Development Holdings Group Limited (In liquidation).

Save as disclosed above, none of the Directors is aware that any person (not being Directors or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO.

主要股東於證券的權益

於2014年6月30日，按本公司根據證券及期貨條例第336條存置的主要股東名冊所記錄，主要股東於本公司股份及相關股份之權益或淡倉(即擁有5%或以上權益)載列如下：

Number of underlying shares	Long/Short position	Percentage of the issued share capital of the Company
相關股份數目	好倉／淡倉	佔本公司已發行股本百分比
1,226,926,277	Long position	62.65%
	好倉	
1,226,926,277	Long Position	62.65%
	好倉	

附註：

1. 黃賢優先生持有Wongs Investment Development Holdings Group Limited (清盤中)(一家於英屬處女群島註冊成立的有限公司)的全部股本。
2. 羅兵咸永道會計師事務所之林學沖先生及庄日志先生獲委任為Wongs Investment Development Holdings Group Limited (清盤中)的共同及各別清盤人。

除上文所披露者外，董事概不知悉任何人士(並非本公司董事或最高行政人員者)於本公司股份及相關股份中擁有本公司須根據證券及期貨條例第336條存置的主要股東名冊中登記的任何權益或淡倉。

SHARE OPTIONS

Pre-IPO share option scheme

The Company has adopted a pre-IPO share option scheme on 24 January 2011 (the "Pre-IPO Option Scheme") for the purpose of giving the its employees, advisers, consultants and business partners an opportunity to have a personal stake in the Company and help motivate them to optimize their future performance and efficiency to the Company and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such employees, advisers, consultants and business partners who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Company.

The share options under the Pre-IPO share option scheme (the "Pre-IPO Options") to subscribe for an aggregate of 40,000,000 shares of the Company were conditionally granted to two participants by the Company on 24 January 2011. The exercise price was HK\$0.6 per Pre-IPO Option, being a discount of 73.33% to the global offering price of the share of the Company.

All Pre-IPO Options may be exercised during the period commencing from the end of twelve months after the Listing Date (i.e. 18 March 2012) to the date falling five years from the Listing Date (i.e. 17 March 2016).

No further Pre-IPO Options can be granted after the date of listing of the Company's shares on the Main Board of The Stock Exchange (the "Listing Date").

Details of outstanding and movement of the Pre-IPO Options during the six months ended 30 June 2014 are as follows:

Date of grant	Exercise price	As at 1 January 2014 於2014年1月1日	Exercised/lapsed	
			during the six months ended 30 June 2014 於截至2014年6月30日止 六個月內行使/失效	As at 30 June 2014 於2014年 6月30日
24 January 2011 2011年1月24日	HK\$0.60 0.60港元	40,000,000	—	40,000,000

購股權

首次公開發售前購股權計劃

本公司已於2011年1月24日採納首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)，目的是向本公司僱員、顧問、諮詢人及業務夥伴提供於本公司擁有個人股權的機會，並有助於激勵彼等於日後為本公司做出最佳表現及效率，及／或就彼等過去的貢獻給予獎勵，以吸引及挽留或以其他方式與對本公司的表現、發展或成功乃屬重要及／或其貢獻有利於或將有利於本公司的表現、發展或成功的該等僱員、顧問、諮詢人及業務夥伴維持持續的合作關係。

以認購合共40,000,000股本公司股份的首次公開發售前購股權計劃項下購股權(「首次公開發售前購股權」)於2011年1月24日獲有條件授予本公司兩名參與者。行使價為每份首次公開發售前購股權0.6港元(即本公司股份之全球發售價折讓73.33%)。

所有首次公開發售前購股權可於上市日期(即2012年3月18日)後十二個月完結時起計至上市日期後五年屆滿日(即2016年3月17日)期內行使。

概不可於本公司股份在聯交所主板上市日期(「上市日期」)後進一步授出首次公開發售前購股權。

於截至2014年6月30日止六個月，未行使的首次公開發售前購股權及其變動的詳情如下：

Other Information

其他資料

Note:

1. The share option grantees were the former director and employee of the Company;
2. On 24 May 2012, the Board passed a resolution that these Pre-IPO Options shall continue to be exercisable until the expiry of the option period regardless of that the grantees ceased to be director or employee of the Company.

2011 Share Option Scheme

Apart from Pre-IPO Option Scheme, the Company has also adopted a share option scheme on 24 January 2011 (the "2011 Option Scheme") for the purpose of giving the eligible persons an opportunity to have a personal stake in the Company and help motivate them to optimize their future performance and efficiency to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of executives, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

The 2011 Share Option Scheme will be valid and effective for a period of 10 years from the date of adoption.

附註：

1. 購股權承授人為本公司前董事及僱員。
2. 於2012年5月24日，董事會通過一項決議案，指儘管該等承授人不再擔任本公司董事或僱員，該等首次公開發售前購股權應可繼續行使，直至購股權期間屆滿為止。

2011購股權計劃

除首次公開發售前購股權計劃外，本公司亦於2011年1月24日採納一項購股權計劃（「2011購股權計劃」），旨在給予合資格人士機會，於本公司擁有個人權益，並激勵彼等為本集團提升其未來表現及效率及／或為彼等過去的貢獻向彼等作出獎勵，並吸引和挽留該等在本集團中擔當重要角色及／或其貢獻目前或將有利於本集團的表現、增長或成功的合資格人士或以其他方式與彼等維持持續關係，而就高級行政人員而言，則可令本集團吸引和挽留具備適當經驗和能力的人士及／或為彼等過去的貢獻作出獎勵。

2011購股權計劃將自採納日期起計十年期間生效及有效。

Details of outstanding and movement of share options under 2011 Option Scheme (the "2011 Options") during the six months ended 30 June 2014 are as follows:

於截至2014年6月30日止六個月，2011購股權計劃之未行使購股權(「2011年購股權」)及其變動詳情如下：

Grantees	Date of grant		Exercise price	As at 1 January 2014 於2014年 1月1日	Grant during the period 於期內授出	As at 30 June 2014 於2014年 6月30日
承授人	授出日期		行使價			
Directors						
董事						
Mr. Liu Hongyu 劉紅雨先生	26 June 2014 2014年6月26日	note 4 附註4	HK\$0.301 0.301港元	—	10,000,000	10,000,000
Ms. Zhang Cuiwei 張翠薇女士	26 June 2014 2014年6月26日	note 4 附註4	HK\$0.301 0.301港元	—	10,000,000	10,000,000
Mr. Zhu Hongjun 朱紅軍先生	26 June 2014 2014年6月26日	note 4 附註4	HK\$0.301 0.301港元	—	5,000,000	5,000,000
Mr. Chung Wai Man 鍾衛民先生	26 June 2014 2014年6月26日	note 4 附註4	HK\$0.301 0.301港元	—	1,800,000	1,800,000
Mr. Lam Tin Faat 林天發先生	26 June 2014 2014年6月26日	note 4 附註4	HK\$0.301 0.301港元	—	1,800,000	1,800,000
Mr. Lu Zhiwei 呂志偉先生	26 June 2014 2014年6月26日	note 4 附註4	HK\$0.301 0.301港元	—	1,800,000	1,800,000
				—	30,400,000	30,400,000
Other employees 其他僱員	9 June 2014 2014年6月9日	note 3 附註3	HK\$0.301 0.301港元	—	32,000,000	32,000,000
Former director and employee (Note 1) 前董事及僱員(附註1)	4 November 2011 2011年11月4日	note 2 附註2	HK\$1.380 1.380港元	7,800,000	—	7,800,000
				7,800,000	62,400,000	70,200,000
			Vested at end of period 於期末歸屬	7,800,000	62,400,000	70,200,000

Other Information

其他資料

Note:

1. On 24 May 2012, the Board passed a resolution that these options shall continue to vest and be exercisable until the expiry of the option period regardless of these grantees ceased to be director or employee of the Company.
2. The options were divided into three tranches in proportion of 50%, 25% and 25% exercisable from 4 November 2011, 4 November 2012 and 4 November 2013 to 3 November 2021, respectively.
3. The options were exercisable from 9 June 2014 to 8 June 2024 (both dates inclusive).
4. The options were exercisable from 26 June 2014 to 25 June 2024 (both dates inclusive).
5. The Company recorded the fair value of these share options as staff cost in the income statement. The Company will record the nominal value of the shares which is HK\$0.10 per share issued pursuant to the exercise price of the share options as additional share capital and the Company will record the excess of the exercise price of the share options over nominal value of the shares in its share premium account. Any share options which has lapsed or been cancelled will be deducted from the balance of the share options.

附註：

1. 於2012年5月24日，董事會通過一項決議案，指儘管該等承授人不再擔任本公司董事或僱員，該等購股權應繼續歸屬及行使，直至購股權期間屆滿為止。
2. 購股權分為三批，分別自2011年11月4日、2012年11月4日及2013年11月4日起至2021年11月3日止可予行使50%、25%及25%。
3. 購股權自2014年6月9日起至2024年6月8日止（首尾兩天包括在內）可予行使。
4. 購股權可自2014年6月26日起至2024年6月25日止（首尾兩天包括在內）可予行使。
5. 本公司將該等購股權的公平值於收益表內入賬為員工成本。本公司將把股份面值（根據購股權行使價為每股已發行股份0.10港元）入賬為額外股本，而本公司將把購股權行使價超出股份面值的金額入賬至股份溢價賬。任何已失效或已註銷的購股權將自購股權的結餘中扣除。



Independent Review Report

獨立審閱報告



TO THE BOARD OF DIRECTORS OF
CHINA KINGSTONE MINING HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

致中國金石礦業控股有限公司
(於開曼群島註冊成立之有限公司)
董事會

INTRODUCTION

We have reviewed the interim financial information set out on pages 21 to 40 which comprises the condensed consolidated statement of financial position of the Company as at 30 June 2014 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

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

引言

我們已審閱第21至第40頁所載的中期財務資料，包括 貴公司於2014年6月30日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表及重大會計政策概要及其他解釋附註。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及國際會計準則理事會頒布的國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)編製。董事負責按照國際會計準則第34號編製及呈報本中期財務資料。我們之責任在於根據受聘之協定條款審閱本中期財務資料，就此達成結論，並僅向 閣下全體匯報，而不作任何其他用途。我們不就本報告之內容向任何其他人士承擔或負上任何責任。

審閱範圍

我們根據香港會計師公會頒布之香港審閱委聘準則第2410號「實體之獨立核數師執行中期財務資料審閱」進行審閱。中期財務資料之審閱包括詢問(主要對負責財務及會計事務之人士)，以及應用分析及其他審閱程序。審閱之範圍遠較根據香港審核準則進行之審核範圍為小，故我們無法確保我們已知悉可通過審核辨別之所有重要事項。因此，我們並不表達審核意見。

Independent Review Report

獨立審閱報告

BASIS FOR QUALIFIED CONCLUSION

Corresponding figures

Our audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2013 was qualified because of the significance of the possible effect of the limitations on the scope of our audit on the impairment loss of RMB213,502,000 for the year ended 31 December 2013, details of which are set out in our audit report dated 28 February 2014. Accordingly, our opinion on the current period's consolidated financial statements is also qualified because of the possible effects of this matter on the comparability of the current period's figures and the corresponding figures.

QUALIFIED CONCLUSION

Based on our review, except for any adjustments that might have been found to be necessary concerning the matter as set out in the basis for qualified conclusion, nothing has come to our attention that cause us to believe that the interim financial information is not prepared in accordance with IAS 34.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Sze Lin Tang

Practising Certificate Number P03614

Hong Kong, 22 August 2014

有保留結論之基準

比較數字

我們對 貴集團截至2013年12月31日止年度之綜合財務報表發表有保留之審計意見，原因為我們對截至2013年12月31日止年度之減值虧損人民幣213,502,000元之審計工作範圍受限而可能帶來重大影響，有關詳情載於日期為2014年2月28日之審計師報告。因此，由於此事可能對本期間數字與比較數字之可比性造成影響，我們對本期間綜合財務報表亦發表有保留之意見。

有保留結論

根據我們的審閱，除就有保留結論之基準所載事項可能須作出之任何調整外，概無任何事項引致我們相信中期財務資料並無根據國際會計準則第34號妥為編製。

中匯安達會計師事務所有限公司

執業會計師

施連燈

執業牌照號碼P03614

香港，2014年8月22日



Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the year ended 30 June 2014 截至2014年6月30日止六個月

For the six months ended 30 June
截至6月30日止六個月

		Notes 附註	2014 2014年 RMB'000 人民幣千元 (unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (unaudited) (未經審核)
REVENUE	收入	5	10,336	392
Cost of sales	銷售成本		(3,456)	(92)
Gross profit	毛利		6,880	300
Other income and gains	其他收入及收益	6	131	116
Selling and distribution costs	銷售及分銷成本		(1,107)	(166)
Administrative expenses	行政開支		(21,009)	(24,230)
Impairment loss on various assets	多項資產減值虧損	7	—	(174,188)
Gain on disposal of a subsidiary	出售一間附屬公司收益		—	2,576
OPERATING LOSS	營運虧損		(15,105)	(195,592)
Finance costs	財務成本	8	(1,477)	—
LOSS BEFORE TAX	除稅前虧損		(16,582)	(195,592)
Income tax credit/(expense)	所得稅抵免/(開支)	9	1,497	(581)
LOSS FOR THE PERIOD	期內虧損	10	(15,085)	(196,173)
OTHER COMPREHENSIVE LOSS:	其他全面虧損:			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目:			
Exchange differences on translation of non-PRC operations	因換算非中國業務產生的匯兌差異		(128)	(605)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔期內全面虧損總額		(15,213)	(196,778)
Loss per share attributable to ordinary equity holders of the Company (RMB cents):	本公司普通股權持有人應佔每股虧損(人民幣分):			
— Basic and diluted	— 基本及攤薄	11	(0.77)	(10.07)

The notes on pages 25 to 40 are an integral part of these condensed interim financial statements.

第25至40頁之附註屬本簡明中期財務報表之一部份。



Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2014 於2014年6月30日

			30 June 2014 於2014年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2013 於2013年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	169,998	172,796
Intangible assets	無形資產	13	54,074	54,076
Prepaid land lease payments	預付土地租賃款項	13	2,342	2,362
Deferred tax assets	遞延稅項資產		1,676	179
			228,090	229,413
CURRENT ASSETS	流動資產			
Inventories	存貨		3,249	5,241
Trade receivables	貿易應收款項	14	58,516	50,179
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		8,571	16,377
Cash and cash equivalents	現金及現金等價物		14,210	30,315
			84,546	102,112
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	15	1,407	1,393
Other payables and accruals	其他應付款項及應計費用		26,754	36,665
			28,161	38,058
NET CURRENT ASSETS	流動資產淨額		56,385	64,054
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		284,475	293,467
NON-CURRENT LIABILITIES	非流動負債			
Other loan	其他貸款		19,853	19,698
Provision for rehabilitation	復墾撥備		2,428	2,428
Deferred income	遞延收入		139	194
Deferred tax liability	遞延稅項負債		3,462	3,462
			25,882	25,782
NET ASSETS	資產淨值		258,593	267,685
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	16	164,956	164,106
Reserves	儲備		93,637	103,579
Total equity	總權益		258,593	267,685

The notes on pages 25 to 40 are an integral part of these condensed interim financial statements.

第25至40頁之附註屬本簡明中期財務報表之一部份。



Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2014 截至2014年6月30日止六個月

		Issued capital 已發行 股本 RMB'000 人民幣千元 (unaudited) (未經審核)	Share premium 股份 溢價 RMB'000 人民幣千元 (unaudited) (未經審核)	Contributed reserve 繳入 儲備 RMB'000 人民幣千元 (unaudited) (未經審核)	Share option reserve 購股權 儲備 RMB'000 人民幣千元 (unaudited) (未經審核)	Foreign currency translation reserve 外幣換算 儲備 RMB'000 人民幣千元 (unaudited) (未經審核)	Accumulated losses 累計 虧損 RMB'000 人民幣千元 (unaudited) (未經審核)	Total equity 總權益 RMB'000 人民幣千元 (unaudited) (未經審核)
At 1 January 2013	於2013年1月1日	164,106	841,971	14,480	60,540	(4,781)	(551,298)	525,018
Equity-settled share option arrangements	權益結算購股權安排	—	—	—	240	—	—	240
Total comprehensive loss for the period	期內全面虧損總額	—	—	—	—	(605)	(196,173)	(196,778)
At 30 June 2013	於2013年6月30日	164,106	841,971	14,480	60,780	(5,386)	(747,471)	328,480
At 1 January 2014	於2014年1月1日	164,106	841,971	14,480	60,540	(5,809)	(807,603)	267,685
Issue of shares	發行股份	850	738	—	—	—	—	1,588
Equity-settled share option arrangements	權益結算購股權安排	—	—	—	4,533	—	—	4,533
Total comprehensive loss for the period	期內全面虧損總額	—	—	—	—	(128)	(15,085)	(15,213)
At 30 June 2014	於2014年6月30日	164,956	842,709	14,480	65,073	(5,937)	(822,688)	258,593

The notes on pages 25 to 40 are an integral part of these condensed interim financial statements.

第25至40頁之附註屬本簡明中期財務報表之一部份。



Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2014 截至2014年6月30日止六個月

For the six months ended 30 June
截至6月30日止六個月

2014	2013
2014年	2013年
RMB'000	RMB'000
人民幣千元	人民幣千元
(unaudited)	(unaudited)
(未經審核)	(未經審核)

NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(11,708)	(17,575)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(3,112)	(407)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	432	—
Proceeds from disposal of a subsidiary	出售一間附屬公司所得款項	—	10,500
Other investing cash flows	其他投資現金流量	14	32
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	投資活動(所用)/所得現金淨額	(2,666)	10,125
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Interests paid	已付利息	(1,232)	—
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(1,232)	—
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物淨減少淨額	(15,606)	(7,450)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初現金及現金等價物	30,315	28,159
EFFECT OF FOREIGN EXCHANGE	外匯影響	(499)	(553)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	14,210	20,156

The notes on pages 25 to 40 are an integral part of these condensed interim financial statements.

第25至40頁之附註屬本簡明中期財務報表之一部份。



Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 June 2014 截至2014年6月30日止六個月

1. GENERAL INFORMATION

China Kingstone Mining Holdings Limited (the "Company") and its subsidiaries (together the "Group") were principally engaged in the production and sale of marble and marble related products mainly in China.

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Company Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The ultimate holding company of the Company is Wongs Investment Development Holdings Group Limited (In liquidation), which is incorporated in the British Virgin Islands.

The Company has its shares listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 18 March 2011.

The condensed interim financial statements are presented in Chinese Renminbi ("RMB"), unless otherwise stated.

These condensed interim financial statements were approved for issue by the board of Directors on 22 August 2014.

These condensed interim financial statements have been reviewed, not audited.

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2014 ("Interim Financial Statements") have been prepared in accordance with International Accounting Standard 34 ("IAS 34") issued by International Accounting Standards Board and the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange.

The Interim Financial Statements do not include all the information and disclosures required in a full set of financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2013 ("2013 Annual Report").

1. 一般資料

中國金石礦業控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要在中國從事大理石石材及大理石相關產品的生產及銷售。

本公司根據開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)，於開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司的最終控股公司為Wongs Investment Development Holdings Group Limited (清盤中)，該公司於英屬處女群島註冊成立。

本公司之股份自2011年3月18日起於香港聯合交易所有限公司(「聯交所」)上市。

除另有指明外，此等簡明中期財務報表以中國人民幣(「人民幣」)呈列。

本簡明中期財務報表已於2014年8月22日獲董事會批准刊發。

本簡明中期財務報表已經審閱，惟未經審核。

2. 編製基準

截至2014年6月30日止六個月之未經審核簡明綜合中期財務報表(「中期財務報表」)已根據國際會計準則理事會頒布的國際會計準則第34號(「國際會計準則第34號」)及聯交所證券上市規則附錄十六之適用披露規定編製。

中期財務報表並不包括就編製完整財務報表所須之所有資料及披露，並應與本集團截至2013年12月31日止年度的年度綜合財務報表(「2013年年報」)一併閱讀。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 June 2014 截至2014年6月30日止六個月

3. ESTIMATES

The preparation of the Interim Financial Statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

In preparing these Interim Financial Statements, the significant judgements made by management in applying the group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2013.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of 2013 Annual Report of the Company.

In the current period, the Group has adopted all the new and revised IFRSs that are relevant to its operations and effective for its accounting year beginning on 1 January 2014. IFRSs comprise International Financial Reporting Standards; International Accounting Standards and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior periods.

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

3. 估計

根據國際會計準則第34號編製中期財務報表時，管理層須作出影響政策應用及本年度截至現在為止之資產與負債、收益及開支之呈報數額之判斷、估計及假設。實際結果與此等估計可能有差異。

編製此等中期財務報表時，管理層於應用集團會計政策所作之重大判斷及估計不確定因素之主要來源與截至2013年12月31日止年度之綜合財務報表所應用者一致。

4. 主要會計政策概要

編製中期財務報表所採納之會計政策與編製本公司2013年年報所遵循者一致。

於本期間，本集團已採納所有新訂及經修訂國際財務報告準則，該等準則與其經營有關，並於2014年1月1日開始之會計年度生效。國際財務報告準則包括國際財務報告準則、國際會計準則及詮釋。採納該等新訂及經修訂國際財務報告準則並無對本集團的會計政策、本集團財務報表之呈列及本期間及過往期間呈報的金額造成重大變動。

本集團並無應用已頒佈但尚未生效的新訂及經修訂國際財務報告準則。本集團已開始評估該等新訂及經修訂國際財務報告準則的影響，惟尚未能說明該等經修訂國際財務報告準則會否對其經營業績及財務狀況構成重大影響。

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

For the six months ended 30 June 2014 截至2014年6月30日止六個月

5. REVENUE AND OPERATING SEGMENT INFORMATION

Revenue represents the net invoiced value of goods sold, net of trade discounts and returns.

The Group's revenue and contribution to profit were mainly derived from its sale of marble and marble related products, which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the Group's senior management for purposes of resource allocation and performance assessment. In addition, the principal assets employed by the Group are located in Sichuan Province and Guangdong Province, the PRC. Accordingly, no segment analysis is presented other than entity wide disclosures.

Entity-wide disclosures

Information about products

The following table sets forth the total revenue from external customers by product and the percentage of total revenue during the period:

5. 收入及經營分部資料

收入指已售貨品的淨發票值，扣除貿易折扣及退回。

本集團的收入及對利潤的貢獻主要源自大理石及大理石相關產品的銷售，其被視作單一可報告分部，與內部向本集團的高級管理層報告資料作資源分配及表現評估用途的方式一致。此外，本集團使用的主要資產均位於中國四川省及廣東省。因此，除整個實體披露外，未有呈列分部分析。

整個實體披露

有關產品的資料

下表載列期內按產品劃分來自外部客戶的總收入及佔總收入的百分比：

For the six months ended 30 June 截至6月30日止六個月					
		2014 2014年 RMB'000 人民幣千元 (unaudited) (未經審核)	%	2013 2013年 RMB'000 人民幣千元 (unaudited) (未經審核)	%
Marble slabs	大理石板材	3,787	36.6%	26	6.6%
Marble blocks	大理石荒料	4,082	39.5%	366	93.4%
Marble slags	大理石礦渣	2,467	23.9%	—	0.0%
		10,336	100%	392	100%

Notes to the Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

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6. OTHER INCOME AND GAINS

6. 其他收入及收益

For the six months ended 30 June
截至6月30日止六個月

		2014 2014年 RMB'000 人民幣千元 (unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (unaudited) (未經審核)
Bank interest income	銀行利息收入	14	32
Others	其他	117	84
		131	116

7. IMPAIRMENTS OF VARIOUS ASSETS

7. 多項資產減值

For the six months ended 30 June
截至6月30日止六個月

		2014 2014年 RMB'000 人民幣千元 (unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (unaudited) (未經審核)
Impairment on investment in an associate	於聯營公司的投資減值	—	16,242
Impairment of loans to an associate	授予聯營公司的貸款減值	—	40,000
Impairment of trade receivables	貿易應收款項減值	—	53,878
Impairment of prepayments, deposits and other receivables	預付款項、按金及其他應收款項減值	—	61,102
Impairment on goodwill	商譽減值	—	2,966
		—	174,188

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8. FINANCE COSTS

8. 財務成本

For the six months ended 30 June
截至6月30日止六個月

	2014	2013
	2014年	2013年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Interest expenses on other loan wholly repayable within five years	1,477	—
須於五年內悉數償還的其他貸款的利息開支		

9. INCOME TAX (CREDIT)/EXPENSE

9. 所得稅(抵免)/開支

For the six months ended 30 June
截至6月30日止六個月

	2014	2013
	2014年	2013年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Current — the PRC		
— Charge for the year	—	—
— Under-provision in prior years	—	211
Deferred tax	(1,497)	370
Income tax (credit)/expenses	(1,497)	581
即期 — 中國		
— 年度所得稅		
— 過往年度撥備不足		
遞延稅項		
所得稅(抵免)/開支		

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For the six months ended 30 June 2014 截至2014年6月30日止六個月

9. INCOME TAX (CREDIT)/EXPENSE (Continued)

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% for the six months ended 30 June 2014 and 2013.

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdiction in which members of the Group are domiciled and operate.

The Company is a tax exempted company registered in Cayman Islands and has registered in Hong Kong as non-Hong Kong company. The Company conducts substantially all of its business through its PRC subsidiaries.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the period.

Pursuant to the income tax rules and regulations of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from foreign investment enterprises established in the PRC effective from 1 January 2008.

9. 所得稅(抵免)/開支(續)

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規例，本公司於中國之附屬公司於截至2014年及2013年6月30日止六個月之稅率皆為25%。

本集團須就本集團成員公司註冊和經營業務所在司法權區所產生或源自該等司法權區的溢利按實體基準繳納所得稅。

本公司為一間於開曼群島註冊的免稅公司，並於香港註冊為一間非香港公司。本公司透過其中國附屬公司從事其絕大部份業務。

由於本集團於期內並無源自香港或於香港賺取的任何應課稅溢利，故並無作出香港利得稅的撥備。

根據中國相關所得稅規則及法規，自2008年1月1日起，於中國成立的外資企業向外國投資者宣派的股息須按10%的預扣稅稅率繳稅。

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10. LOSS FOR THE PERIOD

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

10. 期內虧損

本集團之期內虧損已扣除以下各項：

		For the six months ended 30 June 截至6月30日止六個月	
		2014 2014年 RMB'000 人民幣千元 (unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (unaudited) (未經審核)
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	4,004	4,422
Less: depreciation capitalised	減：已資本化折舊	(1,724)	—
		2,280	4,422
Amortisation of intangible assets	無形資產攤銷	2	—
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	20	14
Impairment of various assets	各項資產之減值	—	174,188

11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

(a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the six months ended 30 June 2014 attributable to owners of the Company of approximately RMB15,085,000 (six months ended 30 June 2013: RMB196,173,000) and the weighted average number of 1,951,357,000 (six months ended 30 June 2013: 1,947,812,000) ordinary shares in issue during the period.

(b) Diluted loss per share

The effects of all potential ordinary shares are anti-dilutive for the six months ended 30 June 2014 and 2013.

11. 本公司擁有人應佔每股虧損

(a) 每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔截至2014年6月30日止六個月虧損約人民幣15,085,000元(截至2013年6月30日止六個月：人民幣196,173,000元)及期內已發行普通股加權平均數1,951,357,000股(截至2013年6月30日止六個月：1,947,812,000股)計算得出。

(b) 每股攤薄虧損

截至2014年及2013年6月30日止六個月，所有潛在普通股均具有反攤薄影響。

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12. DIVIDEND

The Directors do not recommend the payment of any dividend for each of the six months ended 30 June 2014 and 2013.

12. 股息

董事並不建議就截至2014年及2013年6月30日止六個月各期間派付任何股息。

13. CAPITAL EXPENDITURE

13. 資本開支

		Property, plant and equipment 物業、廠房 及設備 RMB'000 人民幣千元 (unaudited) (未經審核)	Intangible Assets 無形 資產 RMB'000 人民幣千元 (unaudited) (未經審核)	Prepaid lease payments 預付租賃 款項 RMB'000 人民幣千元 (unaudited) (未經審核)
Carrying amounts as at 1 January 2013	於2013年1月1日 之賬面值	180,145	69,953	2,395
Exchange realignment	匯兌調整	(51)	—	—
Additions	添置	407	—	—
Depreciation/amortization	折舊／攤銷	(4,422)	—	(14)
Disposal of a subsidiary	出售一間附屬公司	(1,260)	(8,474)	—
Disposal	出售	(2,133)	—	—
Carrying amount at 30 June 2013	於2013年6月30日 之賬面值	172,686	61,479	2,381
Carrying amounts as at 1 January 2014	於2014年1月1日 之賬面值	172,796	54,076	2,362
Exchange realignment	匯兌調整	16	—	—
Additions	添置	3,112	—	—
Depreciation/amortization	折舊／攤銷	(4,004)	(2)	(20)
Disposal	出售	(1,922)	—	—
Carrying amount at 30 June 2014	於2014年6月30日 之賬面值	169,998	54,074	2,342

The amount of depreciation capitalized during the six months ended 30 June 2014 was RMB1,724,000 (six months ended 30 June 2013: RMB Nil).

截至2014年6月30日止六個月，資本化折舊款項為人民幣1,724,000元(截至2013年6月30日止六個月：人民幣零元)。

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14. TRADE RECEIVABLES

14. 貿易應收款項

		30 June 2014 2014年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2013 2013年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	貿易應收款項	112,394	104,057
Less: Provision for impairment	減: 減值撥備	(53,878)	(53,878)
		58,516	50,179

An aged analysis of trade receivables, as at the end of the reporting periods based on the goods delivery date, and net of provision for impairments, is as follows:

於報告期末，根據貨品交付日期，貿易應收款項(已扣除減值撥備)的賬齡分析如下：

		30 June 2014 2014年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2013 2013年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Within 30 days	30日內	4,808	3,216
31 to 90 days	31至90日	829	—
91 to 180 days	91至180日	2,700	—
181 to 270 days	181至270日	3,216	—
Over 1 year	1年以上	46,963	46,963
		58,516	50,179

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14. TRADE RECEIVABLES (Continued)

The Group's trading terms with its customers are mainly on credit. The credit period is generally one month. Except for certain customers developed by the Group at the beginning of its commercial operation were granted for a credit period of 18 months. In view of the fact that the Group sells most of its products to several major customers, there is a high level of concentration of credit risk. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk.

The trade receivables include an amount of RMB46,963,000 (as at 31 December 2013: RMB46,963,000) was secured by certain properties. The Group has been taking legal actions to recover these trade receivables.

15. TRADE PAYABLES

Trade payables are normally settled in 180 days. An aged analysis of trade payables, based on the invoice date, is as follows:

14. 貿易應收款項(續)

本集團與其客戶的貿易條款主要為信貸形式。除本集團於其開始商業營運時已發展的若干客戶獲授予18個月信貸期外，信貸期一般為一個月。由於本集團向若干主要客戶出售其大部分產品，信貸風險集中水平甚高。本集團設法對其尚未償還應收款項實施嚴格控制以盡量減低信貸風險。

貿易應收款項包括一筆為數人民幣46,963,000元(於2013年12月31日:人民幣46,963,000元)已由若干物業作為擔保的款項。本集團一直採取法律行動，以收回該等貿易應收款項。

15. 貿易應付款項

貿易應付款項一般於180日內清付。根據發票日期，貿易應付款項的賬齡分析如下：

		30 June 2014 2014年 6月30日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2013 2013年 12月31日 RMB'000 人民幣千元 (audited) (經審核)
Outstanding balances with ages:	具有以下賬齡的未償還結餘：		
Within 180 days	180日內	14	71
Over 180 days	180日以上	1,393	1,322
		1,407	1,393

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16. SHARE CAPITAL

Ordinary shares of HK\$0.1

每股面值0.1港元之普通股

16. 股本

		Number of shares 000 股份數目 千股	RMB'000 人民幣千元
Authorised:	法定：		
Ordinary shares of HK\$0.1 (2013: HK\$0.1) each	每股0.1港元(2013年：0.1港元)之普通股		
At 1 January 2013 and 31 December 2013	於2013年1月1日及2013年12月31日	5,000,000	420,875
Increase in authorised share capital	法定股本增加	10,000,000	794,400
At 30 June 2014	於2014年6月30日	15,000,000	1,215,275
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.1 (2013: HK\$0.1) each	每股0.1港元(2013年：0.1港元)之普通股		
At 1 January 2013 and 31 December 2013	於2013年1月1日及2013年12月31日	1,947,812	164,106
Issue of shares	發行股份	10,695	850
At 30 June 2014	於2014年6月30日	1,958,507	164,956

By an ordinary resolution passed on 25 June 2014 the authorised ordinary share capital of the Company was increased from HK\$500,000,000 to HK\$1,500,000,000 by the creation of 10,000,000,000 shares of HK\$0.1 each, such new shares ranking pari passu in all respects with the existing shares of the Company.

On 2 May 2014, the Company issued 10,695,187 ordinary shares of HK\$0.1 each at a issue price of HK\$0.187 per share ("Remuneration Shares") to Yu Ming Investment Management Limited ("Yu Ming"), the financial adviser of the Company for rendering of services in relation to the resumption of trading of the Company's shares in the Stock Exchange. Pursuant to the engagement letter with Yu Ming, Yu Ming is entitled to a bonus of HK\$2,000,000, either in shares or in cash at the choice of the Company. The directors consider the fair value of the services rendered by Yu Ming approximate the value of the Resumption Shares issued.

根據於2014年6月25日通過的普通決議案，透過增設10,000,000,000股每股0.1港元的股份(該等新股份與本公司現有股份在各方面享有同等地位)，本公司的法定普通股股本由500,000,000港元增至1,500,000,000港元。

於2014年5月2日，本公司按每股0.187港元的發行價向本公司財務顧問禹銘投資管理公司(「禹銘」)發行10,695,187股每股面值0.1港元的普通股(「酬金股份」)，作為其就本公司股份在聯交所恢復買賣提供服務的報酬。根據與禹銘簽訂的委任函件，禹銘有權收取2,000,000港元的花紅，可由本公司選擇以股份或現金支付。董事認為，禹銘所提供服務的公平值與已發行酬金股份的價值相若。

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17. SHARE OPTION SCHEME

Pre-IPO share option scheme and 2011 Option Scheme

The Company has adopted the Pre-IPO share option scheme (the "Pre-IPO Option Scheme") and a share option scheme (the "2011 Option Scheme") on 24 January 2011 for the purpose of giving its employees, directors, advisers, consultants and business partners an opportunity to have a personal stake in the Company and help motivate them to optimize their future performance and efficiency and/or to reward them for their past contributions, to attract and retain or otherwise maintain on going relationships with such employees, advisers, consultants and business partners who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Company.

The following share options were outstanding under the Pre-IPO Option Scheme and the 2011 Option Scheme during the reporting period:

Pre-IPO Option Scheme

	30 June 2014 2014年6月30日	31 December 2013 2013年12月31日
	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元
	Number of options 購股權數目 000 千份	Number of options 購股權數目 000 千份
At beginning and end of reporting period 於報告期初及期末 reporting period	0.600 40,000	0.600 40,000

17. 購股權計劃

首次公開發售前購股權計劃及2011年購股權計劃

本公司於2011年1月24日採納首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)及一項購股權計劃(「2011年購股權計劃」)，旨在給予其僱員、董事、顧問、諮詢人和業務夥伴機會，於本公司擁有個人權益，並激勵彼等提升其未來表現及效率及／或為彼等過去的貢獻向彼等作出獎勵，並吸引和挽留該等在本公司中擔當重要角色及／或其貢獻目前或將有利於本公司的表現、增長或成功的僱員、顧問、諮詢人和業務夥伴或以其他方式與彼等維持持續關係。

於報告期內，根據首次公開發售前購股權計劃及2011年購股權計劃尚未行使的購股權如下：

首次公開發售前購股權計劃

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17. SHARE OPTION SCHEME (Continued) 2011 Option Scheme

17. 購股權計劃(續) 2011年購股權計劃

		30 June 2014 2014年6月30日		31 December 2013 2013年12月31日	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 000 千股	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 000 千股
At beginning of reporting period	於報告期初	1.380	7,800	1.380	7,800
Share options granted during the period/year	期/年內授出購股權				
— to directors	— 向董事	0.301	30,400	—	—
— to employees	— 向僱員	0.301	32,000	—	—
At end of reporting period	於報告期末		70,200		7,800

The exercise price and exercise period of those share options outstanding under the Pre-IPO Option Scheme and the 2011 Option Scheme as at 30 June 2014 and 31 December 2013 are as follows:

於2014年6月30日及2013年12月31日，該等於首次公開發售前購股權計劃及2011年購股權計劃項下尚未行使的購股權的行使價和行使期如下：

Pre-IPO Option Scheme

首次公開發售前購股權計劃

	Number of options 購股權數目 '000 千股	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期
At 30 June 2014 and 31 December 2013 於2014年6月30日及 2013年12月31日	40,000	0.600	From 18 March 2012 to 17 March 2016 自2012年3月18日起至 2016年3月17日止

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17. SHARE OPTION SCHEME (Continued)

2011 Option Scheme

	Number of options 購股權數目 '000 千股	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期
At 31 December 2013 於2013年12月31日	7,800	1.380	Three tranches in proportion of 50%, 25% and 25% exercisable from 4 November 2011, 4 November 2012 and 4 November 2013 to 3 November 2021, respectively. 按50%、25%及25%的比例分作三批，分別自2011年11月4日、2012年11月4日及2013年11月4日起至2021年11月3日止可予行使。
At 30 June 2014 於2014年6月30日	7,800	1.380	Three tranches in proportion of 50%, 25% and 25% exercisable from 4 November 2011, 4 November 2012 and 4 November 2013 to 3 November 2021, respectively. 按50%、25%及25%的比例分作三批，分別自2011年11月4日、2012年11月4日及2013年11月4日起至2021年11月3日止可予行使。
	30,400	0.301	From 26 June 2014 to 25 June 2024 自2014年6月26日起至2024年6月25日止
	32,000	0.301	From 9 June 2014 to 8 June 2024 自2014年6月9日起至2024年6月8日止

The fair value of those share options under the 2011 Option Scheme granted during the six months ended 30 June 2014 was HK\$5,706,400 (equivalent to approximately RMB4,533,000) of which the Group recognized a share option expense of HK\$5,706,400 (equivalent to approximately RMB4,533,000) and HK\$Nil (equivalent to RMB Nil) during the six months ended 30 June 2014 and 30 June 2013 respectively.

17. 購股權計劃(續)

2011年購股權計劃

於截至2014年6月30日止六個月內根據2011年購股權計劃授出的購股權公平值為5,706,400港元(相等於約人民幣4,533,000元)，其中本集團已於截至2014年6月30日及2013年6月30日止六個月分別確認購股權開支5,706,400港元(相等於約人民幣4,533,000元)及零港元(相等於人民幣零元)。

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17. SHARE OPTION SCHEME (Continued)

2011 Option Scheme (Continued)

The fair value of equity-settled share options was determined as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		Share options granted to employees 向僱員授出 購股權	Share options granted to directors 向董事授出 購股權
Date of grant	授出日期	9 June 2014 2014年6月9日	26 June 2014 2014年6月26日
Dividend yield (%)	派息率(%)	3.12%	3.12%
Expected volatility (%)	預期波幅(%)	40.29%	40.35%
Risk-free interest rate (%)	無風險利率(%)	2.06%	2.04%

18. RELATED PARTY TRANSACTIONS

During the six months ended 30 June 2014, the Group had the following transaction with related parties:

(a) Key management compensation

		For the six months ended 30 June 截至6月30日止六個月	
		2014 2014年 RMB'000 人民幣千元 (unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (unaudited) (未經審核)
Salaries, wages and other benefits	薪金、工資及其他福利	1,357	2,037
Pension costs-defined contribution scheme	退休金成本 一定額供款計劃	—	1
Share option expenses	購股權開支	2,258	—
		3,615	2,038

17. 購股權計劃(續)

2011年購股權計劃(續)

股權結算購股權公平值於授出日期採用二項模式釐定，當中計及授出購股權時的條款及條件。下表載列該模式所使用的輸入數據：

18. 關連方交易

截至2014年6月30日止六個月，本集團與關連方有以下交易：

(a) 主要管理層酬金

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19. EVENTS AFTER THE PERIOD

On 29 July 2014, the Group entered into a sale and purchase agreement with a director of the Company (the "Vendor") to purchase the entire issued share capital of China Fortune Investment Holdings Limited (the "Target Company") and all shareholders' loan owed by the Target Company and its subsidiaries (the "Target Group") to the Vendor or its affiliates which are outstanding as at completion of the acquisition.

Consideration of the acquisition is RMB225,100,000, which will be satisfied as follows: (i) as to RMB24,000,000 (equivalent to HK\$30,000,000), payable in cash on completion; (ii) as to RMB63,000,000 (equivalent to HK\$78,800,000), to be satisfied by the issue of the convertible bond by the Company; (iii) as to RMB39,100,000 (equivalent to HK\$48,900,000), to be satisfied by the surrender of the Vendor Promissory Notes for cancellation; and (iv) as to RMB99,000,000 (equivalent to HK\$123,700,000), payable in cash to be applied for the repayment of the loans owed by the Target Group to financial institutions.

The principal business of the Target Group is property investment, property management and property consultancy in the PRC. The acquisition was not yet completed up to the date of this report.

19. 期後事項

於2014年7月29日，本集團與本公司一名董事（「賣方」）訂立買賣協議，以收購中國兆和投資集團有限公司（「目標公司」）全部已發行股本及目標公司及其附屬公司（「目標集團」）向賣方或其聯屬公司欠負且於完成收購日期尚未清償的所有股東貸款。

收購代價人民幣225,100,000元將以下列方式償付：(i) 完成時應付現金人民幣24,000,000元（相等於30,000,000港元）；(ii) 本公司發行可換股債券以支付人民幣63,000,000元（相等於78,800,000港元）；(iii) 以交還賣方承兌票據以供註銷方式支付人民幣39,100,000元（相等於48,900,000港元）；及(iv) 應付現金人民幣99,000,000元（相等於123,700,000港元）用作向金融機構償還目標集團欠負的貸款。

目標集團的主要業務為在中國從事物業投資、物業管理及物業諮詢業務。直至本報告日期，收購事項尚未完成。



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