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HUSCOKE RESOURCES HOLDINGS LIMITED

和嘉資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 704)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2016

FINANCIAL HIGHLIGHTS:

	2016	2015	Increase (Decrease)
Revenue (<i>HK\$ million</i>)	792.5	461.4	71.8%
Profit/(loss) for the year (<i>HK\$ million</i>)	60.4	(130.7)	P (note 1)
Profit/(loss) attributable to owners of the parent (<i>HK\$ million</i>)	55.7	(110.5)	P (note 2)
Basic earnings/(loss) per share	HK4.00 cents	(HK9.24 cents restated)	
Proposed final dividend per share	Nil	Nil	
	As at 31/12/2016	As at 31/12/2015	Increase (Decrease)
Total assets (<i>HK\$ million</i>)	955.3	905.3	5.5%
Equity attributable to owners of the parent (<i>HK\$ million</i>)	244.6	1.1	22,136.4%
Gearing ratio (<i>note 3</i>)	71%	100%	

notes:

1. The Group posted a profit for the year in 2016 against a loss for the year in 2015.
2. The Group posted a profit attributable to owners of the parent in 2016 against a loss attributable to owners of the parent in 2015.
3. Net gearing ratio is calculated by dividing net debt by capital plus net debt. Net debt includes trade payables, other payables, accruals and deposits received, other borrowings, amount due to the Non-controlling Shareholder, convertible bonds, tax payable, deferred income, net of cash and bank balances. Capital includes equity attributable to owners of the parent.

The board (the “**Board**”) of directors (the “**Directors**”) of Huscoke Resources Holdings Limited (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2016 with comparative figures for the corresponding year of 2015 as follows:

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2016

	<i>Notes</i>	2016 <i>HK\$’000</i>	2015 <i>HK\$’000</i>
REVENUE	4	792,518	461,384
Cost of sales		<u>(658,103)</u>	<u>(494,878)</u>
Gross profit/(loss)		134,415	(33,494)
Other income and gains	4	58,891	94,152
Selling and distribution costs		(55,949)	(23,094)
Administrative expenses		(79,608)	(97,155)
Finance costs	5	(1,582)	(23,964)
Other operating income/(expenses), net		12,758	(41,152)
Impairment on items of property, plant and equipment		<u>—</u>	<u>(14,760)</u>
PROFIT/(LOSS) BEFORE TAX	6	68,925	(139,467)
Income tax credit/(expense)	7	<u>(8,544)</u>	<u>8,732</u>
PROFIT/(LOSS) FOR THE YEAR		<u>60,381</u>	<u>(130,735)</u>

	<i>Note</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
PROFIT/(LOSS) FOR THE YEAR		60,381	(130,735)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Other comprehensive loss to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operation		<u>(13,952)</u>	<u>(16,626)</u>
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX		<u>(13,952)</u>	<u>(16,626)</u>
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		<u>46,429</u>	<u>(147,361)</u>
Profit/(loss) for the year attributable to:			
Owners of the parent		55,663	(110,474)
Non-controlling interests		<u>4,718</u>	<u>(20,261)</u>
		<u>60,381</u>	<u>(130,735)</u>
Total comprehensive income/(loss) attributable to:			
Owners of the parent		43,106	(124,538)
Non-controlling interests		<u>3,323</u>	<u>(22,823)</u>
		<u>46,429</u>	<u>(147,361)</u>
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	9		
			(Restated)
Basic			
– For profit/(loss) for the year		<u>HK4.00 cents</u>	<u>(HK9.24 cents)</u>
Diluted			
– For profit/(loss) for the year		<u>HK3.53 cents</u>	<u>(HK9.24 cents)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2016

	<i>Notes</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment		412,849	485,337
Available-for-sale investments		1,099	3,486
Total non-current assets		413,948	488,823
CURRENT ASSETS			
Inventories		55,120	28,455
Trade receivables	<i>10</i>	61,027	48,223
Amount due from the non-controlling Shareholder	<i>11</i>	168,483	213,625
Prepayments, deposits and other receivables	<i>12</i>	151,800	108,652
Tax recoverable		6,958	16,068
Cash and bank balances	<i>13</i>	97,931	1,439
Total current assets		541,319	416,462
CURRENT LIABILITIES			
Trade payables	<i>14</i>	247,162	221,138
Other payables, accruals and deposits received	<i>15</i>	372,586	599,176
Other borrowings		25,813	23,426
Amount due to the non-controlling Shareholder	<i>11</i>	—	50,201
Tax payable		209	—
Total current liabilities		645,770	893,941
NET CURRENT LIABILITIES		(104,451)	(477,479)
TOTAL ASSETS LESS CURRENT LIABILITIES		309,497	11,344
NON-CURRENT LIABILITIES			
Deferred income	<i>15</i>	5,057	—
Convertible bonds		36,835	—
Total non-current liabilities		41,892	—
NET ASSETS		267,605	11,344

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
EQUITY		
Equity attributable to owners of the parent		
Share capital	24,036	452,813
Reserves	220,574	(451,671)
	<u>244,610</u>	<u>1,142</u>
Non-controlling interests	<u>22,995</u>	<u>10,202</u>
TOTAL EQUITY	<u>267,605</u>	<u>11,344</u>

NOTES TO FINANCIAL STATEMENTS

Year ended 31 December 2016

1. CORPORATE AND GROUP INFORMATION

Huscoke Resources Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business at the end of the reporting period was Room 2003, 20/F, Tower one, Lippo Centre, 89 Queensway, Admiralty, Hong Kong.

During the year, the Company and its subsidiaries (collectively, the “Group”) were involved in the following activities:

- coal-related ancillary business;
- coke production business; and
- coke trading business.

2.1 BASIS OF PRESENTATION

The Group recorded a consolidated net profit of HK\$60,381,000 (2015: a net loss of HK\$130,735,000) for the year ended 31 December 2016. The Group also recorded net current liabilities of HK\$104,451,000 as at 31 December 2016 (2015: HK\$477,479,000) and consolidated accumulated losses of HK\$1,906,063,000 (2015: HK\$1,962,574,000).

In view of these circumstances, the directors of the Company have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern.

In order to improve the Group’s liquidity and cash flows for the Group to sustain as a going concern, the Group has taken the following measures during the year ended 31 December 2016 and subsequent to the year end:

- (a) On 2 November 2016, the Group completed a subscription of shares with Shun Wang Investment Limited, an independent third party, which subscribed 1,400 million shares of the Company at a subscription price of HK\$0.15 per share with a gross proceeds of HK\$210,000,000. The proceeds was used partly to repay a deposit received of HK\$120,000,000 with the remaining amount as the working capital of the Group;
- (b) On 2 November 2016, the Company issued convertible bonds with the principal amount of HK\$43,277,000 to Kailuan (Hong Kong) International Co., Limited (“Kailuan”) The bonds had a maturity date of 1 year from the date of issue. The convertible bonds were issued to settle the penalty charges and accrued interests (the “Other Charges”) due to Kailuan amounted to HK\$43,277,000 as at 31 December 2015. Upon completion of the subscription of the convertible bonds on 2 November 2016, Kailuan agreed to waive all the interests accrued from 1 January 2016 onwards. As a result, the Company was relieved from the corresponding interest obligation accrued from 1 January 2016 and thereafter.

On 30 December 2016, the Company secured an agreement with Kailuan, pursuant to which Kailuan agreed to extend the maturity date of the convertible bonds to 2 May 2018.

2.1 BASIS OF PRESENTATION *(continued)*

- (c) As at 31 December 2016, the Group recorded other borrowings of HK\$25,813,000 plus accrued interests of HK\$2,357,000 which are repayable on 1 July 2017. The Group is in the process of negotiating with the lenders and certain creditors to settle the indebtedness with issue of new shares or securities. In the opinion of the directors, the negotiation is at advanced stage and the restructuring of the indebtedness will be finalised shortly.

On 11 May 2016, the Group obtained a working capital loan of HK\$19,000,000 as working capital from a former director of the Company, which bore interest at a rate of 1% per annum, and was repayable on 31 December 2016. Subsequently, the Group secured an agreement from the lender for waiving the principal amount of the loan and the related accrued interests.

- (d) Management has used the best endeavor in improving the Group's operating performance to attain a positive operating cash flows. The Group's operation has gradually recovered in light of an improved market demand for coke production in the PRC during the year ended 31 December 2016. A gross profit of HK\$134,415,000 (2015: gross loss of HK\$33,494,000) and a net profit of HK\$60,381,000 (2015: net loss of HK\$130,735,000) were recorded for the year ended 31 December 2016. The directors of the Company believe that the recovery momentum will continue and the operation will contribute positive cash inflows to the Group in the foreseeable future.

After taking into account the above measures, the directors of the Company consider that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due, and accordingly, are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts and to provide for any further liabilities which might arise. The effect of these adjustments has not been reflected in the consolidated financial statements.

2.2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for available-for-sale investments which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

2.2 BASIS OF PREPARATION *(continued)*

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11 HKFRS 14	<i>Accounting for Acquisitions of Interests in Joint Operations</i> <i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs

Except for the amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011), amendments to HKFRS 11, HKFRS 14, amendments to HKAS 16 and HKAS 41, amendments to HKAS 27 (2011), and certain amendments included in the *Annual Improvements 2012-2014 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the amendments are described below:

- (a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:
- (i) the materiality requirements in HKAS 1;
 - (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
 - (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
 - (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

- (b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are to be applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) *Annual Improvements to HKFRSs 2012-2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of the amendments are as follows:

- *HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations*: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are to be applied prospectively. The amendments have had no impact on the Group as the Group did not have any change in the plan of sale or disposal method in respect of the disposal group held for sale during the year.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> ²
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ²
HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ²
HKFRS 16	<i>Leases</i> ³
Amendments to HKAS 7	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ¹

¹ Effective for annual periods beginning on or after 1 January 2017

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for annual periods beginning on or after 1 January 2019

⁴ No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. The Group is not yet in a position to state whether they would have a significant impact on the Group's financial performance and financial position.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has the following reportable operating segments:

- (a) the coke trading segment — purchases and sales of coke;
- (b) the coal-related ancillary segment — washing of raw coal into refined coal for sale and for further processing, and sale of electricity and heat which are generated as the by-products during the washing of raw coal; and
- (c) the coke production segment — processing of refined coal into coke for sale, and sale of coke by-products that are generated during coke production.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/(loss) before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/(loss) before tax except that interest income, sundry income, corporate and administrative expenses, unallocated finance costs and income tax credit/expenses are excluded from such measurement.

Segment assets exclude cash and bank balances, unallocated available-for-sale investments, tax recoverable and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude the amount due to the non-controlling Shareholder, other borrowings and convertible bonds for corporate use and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted at cost plus a certain percentage of mark-up.

3. OPERATING SEGMENT INFORMATION *(continued)*

Segment revenue and results

Year ended 31 December 2016

	Coke trading	Coal-related ancillary	Coke production	Eliminations	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue					
— external sales	—	77,359	715,159	—	792,518
— intersegment sales	—	187,419	—	(187,419)	—
Other income	<u>1,279</u>	<u>31,314</u>	<u>—</u>	<u>—</u>	<u>32,593</u>
Total	<u><u>1,279</u></u>	<u><u>296,092</u></u>	<u><u>715,159</u></u>	<u><u>(187,419)</u></u>	<u><u>825,111</u></u>
Segment results	<u><u>1,279</u></u>	<u><u>(261)</u></u>	<u><u>104,579</u></u>	<u><u>(843)</u></u>	104,754
Interest income and sundry income					26,298
Corporate and administrative expenses					(79,608)
Unallocated other operating income					19,063
Unallocated finance costs					<u>(1,582)</u>
Profit before tax					68,925
Income tax expense					<u>(8,544)</u>
Profit for the year					<u><u>60,381</u></u>

3. OPERATING SEGMENT INFORMATION *(continued)*

Segment revenue and results

Year ended 31 December 2015

	Coke trading <i>HK\$'000</i>	Coal-related ancillary <i>HK\$'000</i>	Coke production <i>HK\$'000</i>	Eliminations <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment revenue					
— external sales	—	87,270	374,114	—	461,384
— intersegment sales	—	229,747	—	(229,747)	—
Other income	405	16,779	—	—	17,184
	<u>405</u>	<u>333,796</u>	<u>374,114</u>	<u>(229,747)</u>	<u>478,568</u>
Total	<u>405</u>	<u>333,796</u>	<u>374,114</u>	<u>(229,747)</u>	<u>478,568</u>
Segment results	<u>405</u>	<u>3,016</u>	<u>(96,903)</u>	<u>(1,033)</u>	<u>(94,515)</u>
Interest income and sundry income					76,968
Corporate and administrative expenses					(97,155)
Unallocated other operating expenses					(801)
Unallocated finance costs					<u>(23,964)</u>
Loss before tax					(139,467)
Income tax credit					<u>8,732</u>
Loss for the year					<u><u>(130,735)</u></u>

3. OPERATING SEGMENT INFORMATION *(continued)*

Segment assets and liabilities

31 December 2016

	Coke trading <i>HK\$'000</i>	Coal-related ancillary <i>HK\$'000</i>	Coke production <i>HK\$'000</i>	Total <i>HK\$'000</i>
SEGMENT ASSETS				
Segment assets	<u>—</u>	<u>483,640</u>	<u>203,446</u>	<u>687,086</u>
Corporate and unallocated assets				<u>268,181</u>
Consolidated assets				<u><u>955,267</u></u>
SEGMENT LIABILITIES				
Segment liabilities	<u>209</u>	<u>338,044</u>	<u>249,445</u>	<u>587,698</u>
Corporate and unallocated liabilities				<u>99,964</u>
Consolidated liabilities				<u><u>687,662</u></u>

31 December 2015

	Coke trading <i>HK\$'000</i>	Coal-related ancillary <i>HK\$'000</i>	Coke production <i>HK\$'000</i>	Total <i>HK\$'000</i>
SEGMENT ASSETS				
Segment assets	<u>—</u>	<u>505,988</u>	<u>225,410</u>	<u>731,398</u>
Corporate and unallocated assets				<u>173,887</u>
Consolidated assets				<u><u>905,285</u></u>
SEGMENT LIABILITIES				
Segment liabilities	<u>69,804</u>	<u>208,062</u>	<u>364,616</u>	<u>642,482</u>
Corporate and unallocated liabilities				<u>251,459</u>
Consolidated liabilities				<u><u>893,941</u></u>

3. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2016

	Coke trading <i>HK\$'000</i>	Coal-related ancillary <i>HK\$'000</i>	Coke production <i>HK\$'000</i>	Total <i>HK\$'000</i>
OTHER SEGMENT INFORMATION				
Additions of property, plant and equipment	—	13,661	—	13,661
Unallocated				<u>755</u>
				<u><u>14,416</u></u>
Depreciation	—	55,297	—	55,297
Unallocated				<u>4,980</u>
				<u><u>60,277</u></u>
Unallocated interest expenses on bank and other borrowings				<u><u>1,582</u></u>
Unallocated income tax expenses				<u><u>8,544</u></u>
Impairment of trade receivables, net	—	5,184	—	<u><u>5,184</u></u>
Impairment of prepayments, net	—	3,787	7,230	11,017
Unallocated				<u>780</u>
				<u><u>11,797</u></u>

3. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2015

	Coke trading <i>HK\$'000</i>	Coal-related ancillary <i>HK\$'000</i>	Coke production <i>HK\$'000</i>	Total <i>HK\$'000</i>
OTHER SEGMENT INFORMATION				
Additions of property, plant and equipment	—	33,663	613	<u>34,276</u>
Impairment of items of property, plant and equipment	—	4,400	10,360	<u>14,760</u>
Depreciation Unallocated	—	62,453	18	<u>62,471</u> <u>7,381</u>
				<u>69,852</u>
Unallocated interest expenses on bank and other borrowings				<u>23,964</u>
Unallocated income tax credit				<u>(8,732)</u>
Impairment of trade receivables	—	—	37,753	<u>37,753</u>
Impairment of prepayments	—	1,156	—	<u>1,156</u>
Write down of inventories to net realisable value	—	—	749	<u>749</u>
Write-off of items of property, plant and equipment	—	1,442	—	<u>1,442</u>
Unallocated impairment of available for sale investment				<u>801</u>

3. OPERATING SEGMENT INFORMATION *(continued)*

Geographical information

(a) Revenue from external customers

The Group's revenue, expenses, results, assets and liabilities and capital expenditures are predominantly attributable to a single geographical region, Mainland China, which is the Group's principal place of business and operations during the years ended 31 December 2016 and 2015. Therefore, no analysis by geographical region is presented.

The revenue information is based on the locations of the customers.

(b) Non-current assets

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Hong Kong	743	—
Mainland China	<u>412,106</u>	<u>485,337</u>
	<u><u>412,849</u></u>	<u><u>485,337</u></u>

The non-current asset information is based on the locations of the assets and excludes financial instruments.

Information about major customers

During the year ended 31 December 2016, revenue of approximately HK\$435,477,000 were derived from sales in the coke production segment to a single customer. During the year ended 31 December 2015, revenue of approximately HK\$64,197,000 and HK\$52,844,000 were derived from sales in the coke production segment to two customers. These customers were independent third parties of the Group.

During the year ended 31 December 2016, revenue of approximately HK\$192,099,000 (2015: HK\$228,082,000) was derived from sales in the coal-related ancillary segment and the coke production segment to the non-controlling Shareholder.

4. REVENUE AND OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts, and the value of services rendered during the year.

An analysis of revenue and other income and gains is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Revenue		
Sale of transportation service	4,896	12,511
Sale of electricity and heat	72,453	74,759
Sale of medium coal, coke and by-products	715,169	374,114
	<u>792,518</u>	<u>461,384</u>
Other income and gains		
Interest income	4	6
Commission income	1,279	405
Gain on disposal of items of property, plant and equipment	12	76,323
Gain on debt restructuring	23,937	—
Gain on amendment to convertible bonds	2,303	—
Government subsidies	31,314	16,779
Sundry income	42	639
	<u>58,891</u>	<u>94,152</u>

5. FINANCE COSTS

An analysis of finance costs is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Interest expenses on bank and other borrowings repayable within five years	634	23,964
Interest expenses on convertible bonds repayable within five years	948	—
	<u>1,582</u>	<u>23,964</u>

6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
Cost of inventories sold		658,103	494,129
Auditor's remuneration		2,330	2,230
Depreciation		60,277	69,852
Operating lease payments in respect of leasehold interests in land and rented properties		2,428	1,917
Employee benefit expense (including directors' remuneration):			
Wages and salaries		50,530	58,815
Pension scheme contributions#		12,223	15,010
		<u>62,753</u>	<u>73,825</u>
Write-down of inventories to net realisable value [@]		—	749
Impairment of trade receivables, net*	<i>10</i>	5,184	37,753
Impairment of prepayments, net*	<i>12</i>	11,797	1,156
Impairment of available-for sale investments*		—	801
Write-off of items of property, plant and equipment*		—	1,442
Gain on disposal of items of property, plant and equipment		<u>(12)</u>	<u>(76,323)</u>

As at 31 December 2016 and 2015, the Group had no forfeited contributions from the pension schemes available to reduce its contributions to the pension schemes in future years.

* These balances are included in "Other operating income/(expenses), net" in the consolidated profit or loss.

@ The balance is included in "Cost of sales" in the consolidated profit or loss.

7. INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year ended 31 December 2016 while no provision for Hong Kong profit tax during the year ended 31 December 2015 was made as there was no assessable profits arising in Hong Kong.

No provision for PRC profits tax was made as there was no assessable profits arising in Mainland China.

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Current – Hong Kong		
Charge for the year	209	—
Overprovision in prior years	(7,766)	—
Current – Elsewhere		
Underprovision in prior years	16,101	—
Deferred	—	(8,732)
	<u> </u>	<u> </u>
Total tax expenses/(credit) for the year	<u>8,544</u>	<u>(8,732)</u>

8. DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2016 (2015: Nil).

9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings/(loss) per share amount is based on the profit/(loss) for the year attributable to ordinary equity holders of the parent of HK\$55,663,000 (2015: loss of HK\$110,474,000), and the weighted average number of ordinary shares of 1,392,395,750 (2015: 1,196,214,000 (restated)) in issue during the year, as adjusted to reflect the full conversion of the 2008 Convertible Bonds for ordinary shares of the Company and share consolidation during the year.

The 2008 Convertible Bonds shall be converted automatically into new shares of the Company at the date of maturity. Shares that are issuable solely after the passage of time are not contingently issuable shares and are included in the calculations of the basic and diluted earnings/(loss) per share.

The calculation of diluted earnings per share amount for the year ended 31 December 2016 is based on the profit for the year attributable to owners of the parent, adjusted to reflect the interest on the convertible bonds. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of all dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic loss per share amount presented for the year ended 31 December 2015 in respect of a dilution as the impact of share options outstanding had an anti-dilutive effect on the basic loss per share amount presented.

9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT *(continued)*

The calculations of basic and diluted earnings per share for the year ended 31 December 2016 are based on:

HK\$'000

Earnings:

Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	55,663
Less: Gain on amendment of convertible bonds	(2,303)
Add: Interest expense on convertible bonds	<u>948</u>
Profit attributable to ordinary equity holders of the parent used in the diluted earnings per share calculation	<u><u>54,308</u></u>

Number of shares

Shares:

Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	1,392,395,750
Effect of dilution – weighted average number of ordinary shares: Convertible bonds*	<u>144,256,976</u>
Weighted average number of ordinary shares used in the diluted earnings per share calculation	<u><u>1,536,652,726</u></u>

* Share options are not considered in the effect of dilution as it had no diluting effect on the basic earnings per share for the year ended 31 December 2016 and was ignored in the calculation of diluted earnings per share.

10. TRADE RECEIVABLES

	<i>Note</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
Trade receivables		243,703	271,976
Trade receivables from related companies		38,073	40,094
Impairment		(52,266)	(50,222)
		229,510	261,848
<i>Less:</i> Trade receivables due from the non-controlling Shareholder	<i>11</i>	(168,483)	(213,625)
		61,027	48,223

The Group's trading terms with its customers are mainly on credit. The credit period is generally 120 days. Each customer has a maximum credit limit. Advances are required for certain customers. The Directors consider that these arrangements enable the Group to limit its credit risk exposure. As at 31 December 2016, approximately 73% (2015: 82%) of the Group's trade receivables was due from one (2015: one) customer, and there was a significant concentration of credit risk. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances due from customers other than the non-controlling Shareholder (Note 11). Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

The carrying amounts of trade receivables approximate their fair values.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

	2016 HK\$'000	2015 <i>HK\$'000</i>
Within 3 months	19,945	78,418
3 to 4 months	2,712	30,890
Over 4 months	206,853	152,540
	229,510	261,848

10. TRADE RECEIVABLES (continued)

Movements in the provision for impairment of trade receivables are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
At 1 January	50,222	14,614
Impairment loss recognised (<i>note 6</i>)	8,011	37,753
Impairment loss reversed (<i>note 6</i>)	(2,827)	—
Exchange realignment	(3,140)	(2,145)
	<u>52,266</u>	<u>50,222</u>
At 31 December	<u>52,266</u>	<u>50,222</u>

Included in the above provision for impairment of trade receivables are provisions for individually impaired trade receivables of HK\$52,266,000 (2015: HK\$50,222,000) with carrying amounts before provision of HK\$66,548,000 (2015: HK\$50,298,000).

The individually impaired trade receivables relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered.

An aged analysis of the trade receivables that are not individually nor collectively considered to be impaired as at the end of the reporting period, based on the payment due date, is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Neither past due nor impaired	22,657	109,308
Less than 6 months past due	170,990	54,325
More than 6 months past due	35,863	98,215
	<u>229,510</u>	<u>261,848</u>

The Group's trade receivables at the end of the reporting period that were neither past due nor impaired relate to customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to customers that have a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

11. AMOUNTS DUE FROM/(TO) THE NON-CONTROLLING SHAREHOLDER

	<i>Notes</i>	2016 HK\$'000	2015 HK\$'000
Current			
Trade receivables due from the Non-controlling Shareholder (<i>note 10</i>)	<i>(i), (iv)</i>	168,483	213,625
Other receivables due from the non-controlling Shareholder (<i>note 12</i>)	<i>(ii), (iv)</i>	107,756	91,525
Amount due to the non-controlling Shareholder	<i>(iii)</i>	—	(50,201)

Notes:

- (i) The balances are trade in nature, non-interest-bearing and have a credit term of 120 days (2015: 120 days), which are similar to those terms granted to major trading customers of the Group.
- (ii) The balances are advances to the non-controlling Shareholder, which are non-interest-bearing and repayable on demand.
- (iii) The balances as at 31 December 2015 represented advances from the non-controlling Shareholder. The balances were unsecured, non-interest-bearing and not repayable on or before 1 July 2016. On 10 March 2016, the Group entered into a repayment agreement with the non-controlling Shareholder which agreed not to demand for repayment of the amount due to it on or before 30 June 2017.

On 23 June 2016, an agreement was signed by Huscoke International Group Limited (“HIG”), a subsidiary of the Group, the non-controlling Shareholder and 金岩和嘉, a subsidiary of the Group, pursuant to which the entire amount of HK\$50,201,000 was used to offset the outstanding other receivables of RMB76,670,000 (equivalent to HK\$91,525,000) due by the non-controlling Shareholder to 金岩和嘉 as at 31 December 2015.

- (iv) With respect to items mentioned in notes (i) and (ii) as at 31 December 2015, the Group and the non-controlling Shareholder entered into a repayment agreement on 28 February 2016, pursuant to which the non-controlling Shareholder committed to repay the balances due to the Group (being the outstanding trade receivables and other receivables) by monthly instalments of RMB50,000,000 (equivalent to HK\$59,700,000) after its new coking plant starts operations in October 2016, and that the entire amount would be settled within 12 months.

Furthermore, an asset pledge agreement was provided by the non-controlling Shareholder on 29 February 2016 whereby certain property, plant and equipment with a value of HK\$1,347 million were pledged to the Group to secure the repayment of the amount of HK\$305,150,000 due from the non-controlling Shareholder and the amount of HK\$40,094,000 due from, and prepayments of HK\$3,582,000, made to affiliates of the non-controlling Shareholder.

11. AMOUNTS DUE FROM/(TO) THE NON-CONTROLLING SHAREHOLDER *(continued)*

Notes:(continued)

(iv) *(continued)*

In March 2017, the repayment and the asset pledge agreements were renewed to cover the trade and other receivables due from the Non-controlling Shareholder of HK\$276,239,000 and amounts due from affiliates of the Non-controlling Shareholder of HK\$40,321,000 at 31 December 2016. Major terms of the renewed agreements are similar to the former agreements. The pledged property, plant and equipment were valued at HK\$1,225,912,000 at 31 December 2016.

The carrying amounts of the above balances approximate their fair values.

12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	<i>Notes</i>	2016 HK\$'000	2015 <i>HK\$'000</i>
Other receivables from the non-controlling Shareholder	<i>11</i>	107,756	91,525
Prepayments and other receivables due from a related company		<u>2,248</u>	<u>3,582</u>
		110,004	95,107
Prepayments, deposits and other receivables due from other parties		60,280	21,132
Impairment	<i>(i)</i>	<u>(18,484)</u>	<u>(7,587)</u>
		<u>151,800</u>	<u>108,652</u>

Note:

- (i) The balance included prepayments to suppliers of raw materials for the coal-related ancillary and the coke production businesses which are unsecured, non-interest-bearing and are to be settled with future purchases.

The carrying amounts of deposits and other receivables approximate their fair values.

12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(continued)*

Movements in the provision for prepayments, deposits and other receivables are as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
At 1 January	7,587	6,781
Impairment loss recognised <i>(note 6)</i>	12,206	1,156
Impairment loss reversed <i>(note 6)</i>	(409)	—
Exchange realignment	(900)	(350)
	<u>18,484</u>	<u>7,587</u>
At 31 December	<u>18,484</u>	<u>7,587</u>

Included in the above are provisions for individually impaired prepayments of HK\$18,484,000 (2015: HK\$7,587,000) with carrying amounts before provision of HK\$20,681,000 (2015: HK\$7,587,000). The individually impaired prepayments relate to the portions of prepayments that were not expected to be recovered.

The financial assets included in the above balances that were neither past due nor impaired relate to receivables for which there was no recent history of default.

13. CASH AND BANK BALANCES

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Cash and bank balances	<u>97,931</u>	<u>1,439</u>

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$133,000 (2015: HK\$229,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

14. TRADE PAYABLES

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Trade payables due to other parties	239,475	221,138
Trade payables due to related parties	7,687	—
	<u>247,162</u>	<u>221,138</u>

An aged analysis of the trade payables as at the end of the reporting periods, based on the invoice date, is as follows:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Within 3 months	70,940	40,599
3 to 4 months	5,792	12,982
Over 4 months	170,430	167,557
	<u>247,162</u>	<u>221,138</u>

The trade payables are non-interest-bearing and are normally settled on 120-day terms.

The carrying amounts of trade payables approximate their fair values.

15. OTHER PAYABLES, ACCRUALS AND DEPOSITS RECEIVED, AND DEFERRED INCOME

	<i>Notes</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Deposit received from Kailuan	<i>(a)</i>	—	120,000
Other payables and accrued charges	<i>(b)</i>	263,904	319,575
Advances received from customers and deferred income	<i>(c)</i>	113,739	159,601
		<u>377,643</u>	<u>599,176</u>
<i>Less: Current portion</i>		<u>(372,586)</u>	<u>(599,176)</u>
Non-current portion		<u>5,057</u>	<u>—</u>

15. OTHER PAYABLES, ACCRUALS AND DEPOSITS RECEIVED, AND DEFERRED INCOME (continued)

Note:

- (a) The deposit received of HK\$120,000,000 as at 31 December 2015 (the “Deposit”) with an original amount of HK\$220,000,000 was placed by Kailuan to the Group in connection with an annual coke sale and purchase agreement entered into in 2013. Further details of the Deposit were set out in the Company’s announcement dated 23 May 2013. The Deposit was secured by pledge of 1,157,000,000 shares of the Company, as to 657,000,000 shares owned by Mr. Wu Jixian, a former director and substantial shareholder of the Company and as to 500,000,000 shares of the Company held by certain shareholders of the Company.

Partial settlement of HK\$100 million was made to Kailuan from the proceeds on disposal of a property during the year ended 31 December 2015.

During the year ended 31 December 2016, the Group settled the remaining amount of HK\$120 million with the net proceeds from the Share Subscription, upon which the pledge of shares was released.

- (b) Included in other payables and accrued charges as at 31 December 2015 was accrued penalty charges, and interests in relation to the Deposit. The amount was settled by the issue of convertible bonds during the year ended 31 December 2016, further details of which are set out in note 2.1.

The remaining other payables are non-interest-bearing and have an average credit term of 120 days.

- (c) As at 31 December 2015, the balance included a deposit of US\$9,000,000 (equivalent to HK\$69,804,000) received by HIG from a customer. On 31 March 2016, an agreement was signed by the customer, the Non-controlling Shareholder, and HIG, agreeing that the entire amount would be transferred as a payable from HIG to Non-controlling Shareholder. On the same date, another agreement was signed by HIG, the Non-controlling Shareholder and 金岩和嘉 agreeing that the entire amount would be used to reduce the outstanding amounts of account receivables and other receivables of RMB255,623,851 (equivalent to HK\$305,149,637) due by the Non-controlling Shareholder to 金岩和嘉 as at 31 December 2015.

The carrying amounts of the Deposit, other payables and accrued charges approximate their fair values.

MARKET AND BUSINESS REVIEW

Chinese government’s effort in the coal industry reform has delivered initial results in 2016 after a prolonged sluggish period previously. The coal and coke market in China witnessed an amazing recovery. The ex-plant coke price in Shanxi Province started to soar from the lowest level of the year at around RMB500/tonne in the first quarter 2016 to a multi-year high of more than RMB2,000/tonne in mid-November 2016.

The surge of coal and coke prices was mainly attributable to the imbalance of market demand and supply. On one hand, a milder growth and structural optimization of China’s economy led to increased demand for capital investment and coke products. On the other hand, the government-led policies such as capacity reduction campaign, capping miners’ days of production at 276 days from the standard 330 days, production halt orders for environmental concern and truck overload regulations, have effectively pressed down the supply in the market.

FINANCIAL REVIEW

Revenue, gross profit margin, net profit, profit attributable to owners of the parent and earnings per share

The Group has benefited from the relentless rising of coke prices in 2016. It achieved a solid growth in revenue and a remarkable improvement in profitability for the year ended 31 December 2016. The total revenue was approximately HK\$792,518,000 (2015: HK\$461,384,000), representing an increase of approximately 71.8% as compared to the last corresponding year. The Group recorded gross profit margin of approximately 17.0% as compared to gross loss margin of approximately 7.3% in 2015. The profit for the year and the profit attributable to owners of the parent amounted to approximately HK\$60,381,000 and HK\$55,663,000, respectively, as compared to the loss for the year and the loss attributable to owners of the parent of approximately HK\$130,735,000 and HK\$110,474,000 respectively for the corresponding year in 2015. Basic earnings per share was 4.00 Hong Kong cents, as compared to restated loss per share of 9.24 Hong Kong cents in 2015.

The Group is principally engaged in three business segments, namely: (i) trading of coke (the “**Coke Trading Segment**”); (ii) washing of raw coal into refined coal for sale and for further processing, and the sale of electricity and heat which are generated with by-products produced during washing of raw coal (the “**Coal-related Ancillary Segment**”); and (iii) processing of refined coal into coke for sale, and sale of coke by-products that are generated during coke production (the “**Coke Production Segment**”).

Coke Trading Segment

To continue the Group’s effort in exploring business opportunities in coke trading segment and developing a long-term business relationship with Kailuan (Hong Kong) International Co. Ltd (“**Kailuan**”), the Group established a Hong Kong company, Herong Resources Limited (“**Herong**”), with Rontac Resources Company Limited (“**Rontac**”) on 20 May 2015. The Group owns 51% shareholdings of Herong, while Rontac owns the remaining 49%. This company is engaged in coke and coal trading business and commenced operation in the second half of 2015. This company earned agency fee of coke and coal trading of approximately HK\$1,279,000 (2015: HK\$405,000), representing an increase of approximately 215.8% as compared to the last corresponding year. The Group will continue to explore the direct coke and coal trading business opportunity in the future.

Coal-related Ancillary Segment

The coal-related ancillary segment related to the washing of raw coal into refined coal for sales and for further processing, and the sale of electricity and heat which are generated as the by-products during washing of raw coal.

The capacity cut policy in the coal industry largely eliminated the old, small-scale, inefficient and high carbon emissions domestic coal miner and caused to a sharp contraction of coal supply. Thus, the utilization rate of the coal-related ancillary facilities was lingering at the low end, and led to reduction of external sales from HK\$87,270,000 in 2015 to approximately HK\$77,359,000 in 2016, representing a drop of approximately 11.4%.

The raw coal prices soared significantly under the imbalance supply and demand situation in the second half 2016. As a result, it led to an increase in production cost and the segment profit dropped from HK\$3,016,000 in 2015 to a segment loss of approximately HK\$261,000 in 2016.

Coke Production Segment

Given the relentless rising coke prices in the second half 2016, the coke production segment recorded a substantial increase in revenue from HK\$374,114,000 in 2015 to approximately HK\$715,159,000 in 2016, representing an uprise of approximately 91.2%.

The resurgence of the coke market and price in 2016 also turned this segment from a loss position of HK\$96,903,000 in 2015 to a profit status of approximately HK\$104,579,000 in 2016.

Selling and Distribution Costs

The selling and distribution costs of the Group were mainly from the Coke Production Segment. It increased sharply from approximately HK\$23,094,000 in 2015 to approximately HK\$55,949,000 in 2016, representing an increase of approximately 142.3%, as a result of increased logistics cost amid the recovery of the coke market and prices in 2016.

Administrative Expenses

The administrative expenses of the Group amounted to approximately HK\$79,608,000 in 2016, representing a decrease of approximately 18.1% from approximately HK\$97,155,000 in 2015. The decrease in administrative expenses was mainly attributable to the decrease in staff costs as a result of measures implemented for improving the operating costs.

Finance Costs

The finance costs of the Group mainly represented interest expenses on other borrowing and the convertible bonds issued in 2016. The finance costs recorded by the Group decreased to approximately HK\$1,582,000 in 2016 from approximately HK\$23,964,000 in 2015, mainly due to the repayments of mortgage loan in 2015 and the waive of interest of the default Remaining Deposit in the annual coke sales and purchase agreement (“Annual Coke S&P Agreement”) accrued from 1 January 2016 and thereafter.

CAPITAL REORGANISATION

Reference is made to the announcements of the Company dated 15 December 2015, 5 January 2016, 15 April 2016 and 11 May 2016, and circular dated 15 April 2016.

On 27 November 2015, the Board proposed to reorganize the share capital of the Company in the following manner:

- i. Share Consolidation: every five (5) issued and unissued Shares of par value HK\$0.10 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value HK\$0.50 each;
- ii. Capital Reduction: subject to and forthwith upon the Share Consolidation having become effective, (i) the issued share capital of the Company on each of the issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.49 on each of the issued Consolidated Share such that the par value of each issued Consolidated Share reduced from HK\$0.50 to HK\$0.01; and (ii) the authorized share capital of the Company will also be reduced by reducing the par value of all Consolidated Shares from HK\$0.50 each to HK\$0.01 each resulting in the reduction of the authorized share capital of the Company from HK\$2,000,000,000 divided into 4,000,000,000 Consolidated Shares of par value HK\$0.50 each to HK\$40,000,000 divided into 4,000,000,000 New Shares of par value HK\$0.01 each;
- iii. Capital Increase: forthwith upon the Capital Reduction becoming effective, the authorized share capital of the Company increased from HK\$40,000,000 divided into 4,000,000,000 New Shares of par value HK\$0.01 each to HK\$200,000,000 divided into 20,000,000,000 New Shares of par value HK\$0.01 each by the creation of 16,000,000,000 New Shares of par value HK\$0.01 each;
- iv. Credit to contributed surplus account: the credit amount arising from the Issued Share Capital Reduction will be transferred to the contributed surplus account of the Company and the Directors will be authorized to apply any credit balance in the contributed surplus account of the Company in accordance with the Bye-Laws and all applicable laws (including the application of such credit balance to set off against the accumulated losses of the Company).

The Capital Reorganization had been approved by the Independent Shareholders by way of a poll at the special general meeting (“SGM”) of the Company held on 11 May 2016.

Immediately after the Capital Reorganization had become effective on 12 May 2016, the Company’s issued and paid-up share capital was approximately HK\$9,056,252.58 comprising approximately 905,625,258 New Shares of par value HK\$0.01 each.

ANNUAL COKE SALE AND PURCHASE AGREEMENT

References are made to the announcements of the Company dated 23 May 2013, 27 March 2014, 23 May 2014, 10 September 2014, 30 October 2014, 24 November 2014, 29 December 2014, 23 January 2015, 12 February 2015, 18 March 2015, 26 March 2015, 29 May 2015 and 29 July 2015 in relation to, among others, the Annual Coke S&P Agreement dated 22 May 2013.

On 22 May 2013, the Company, Kailuan and Mr. Wu Jixian, a former non-executive director and substantial shareholder of the Company, entered into the Annual Coke S&P Agreement. Under the Annual Coke S&P Agreement, the Group has agreed, among other terms, to supply 50,000 tonnes coke (subject to certain adjustment level) to Kailuan each month during the period from 24 May 2013 to 23 May 2014. Total quantity to be sold by the Group to Kailuan would be around 600,000 tonnes during the agreement period. Should the quantity supplied fall short of the agreed supply of at least 50,000 tonnes +/-10% per month, the Group shall pay default liquidated damages to Kailuan at HK\$44/tonne based on the supply shortage (calculated as 150,000 tonnes less actual supply).

Under the Annual Coke S&P Agreement, Kailuan has agreed to pay HK\$220,000,000 to the Group as Deposit. The Deposit is interest free and is repayable on or before 23 May 2014.

The Annual Coke S&P Agreement expired on 23 May 2014. On 27 March 2014, the Company entered into a letter of intent with Kailuan to extend the term of the Annual Coke S&P Agreement and the repayment date of the Deposit received for a period of 6 months or 12 months upon its expiry on 23 May 2014.

Due to the weak coke market, there had not been any revenue recorded related to the Annual Coke S&P Agreement during the whole agreement period. The Group was in default of repayment of the Deposit upon the expiry of the Annual Coke S&P Agreement.

In 2015, the Group repaid HK\$100,000,000 to Kailuan by the proceeds from the disposal of the Property. As at 31 December 2015, the unpaid balance of the Deposit was HK\$120,000,000 (the “**Remaining Deposit**”) and the accrued compensations and interests and default liquidated damages (the “**Compensations and Interests**”) was HK\$43,277,093.08 (collectively, the “**Kailuan Loan**”).

CHANGE IN CONTROL OF THE COMPANY – COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE AND APPROVAL OF WHITEWASH WAIVER

Reference are made to the announcements of the Company dated 15 December 2015, 5 January 2016, 24 March 2016, 15 April 2016, 11 May 2016, 23 May 2016, 30 August 2016, 29 September 2016, 28 October 2016 and 2 November 2016, and circular dated 15 April 2016.

In order to repay the Kailuan Loan, the Board is of the view that equity financing is the most appropriate means of raising additional capital as (i) it is more practicable and direct under a volatile market and the prevailing uncertain market conditions; (ii) it is less costly and carries no interest burden; and (iii) it is less time-consuming.

On 27 November 2015, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company conditionally agreed to allot and issue, and the Subscriber (or such other wholly-owned subsidiary of the Subscriber as designated by the Subscriber) conditionally agreed to subscribe for, an aggregate of 1,400,000,000 Subscription Shares at the Subscription Price of HK\$0.15 per Subscription Share for a total cash consideration of HK\$210,000,000.

The Subscription Shares represented approximately (i) 154.59% of the adjusted share capital of the Company had the Capital Reorganisation become effective, based on the issued share capital of the Company as at 13 April 2016 (the latest practicable date for the purpose of ascertaining information contained in the circular dated 15 April 2016); and (ii) 60.72% of the voting rights of the Company had the Capital Reorganisation become effective and as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company other than the issue of the Subscription Shares). As a result, the Subscriber, its ultimate beneficial owner and parties acting in concert with any of them was obliged to make a mandatory general offer for all the issued New Shares (other than those already owned or agreed to be acquired by the Subscriber, its ultimate beneficial owner and parties acting in concert with any of them) pursuant to Rule 26.1 of the Takeovers Code, unless the Whitewash Waiver was obtained from the Securities and Futures Commission of Hong Kong (“SFC”).

The Subscriber had applied to and the SFC had granted the Whitewash Waiver in respect of the allotment and issue of the Subscription Shares on 9 May 2016. Moreover, the subscription of New Shares under the specific mandate had been approved by the Shareholders other than (i) the Subscriber, its ultimate beneficial owner or any of their respective associates; (ii) any parties acting in concert with the Subscriber or its ultimate beneficial owner; or (iii) parties involved or interested in the Subscription or the Whitewash Waiver are required to abstain from voting on the ordinary resolutions to approve the relevant transactions contemplated under the Subscription Agreement (as supplemented by the Supplemental Agreement) and the Whitewash Waiver respectively, at the SGM of the Company held on 11 May 2016.

As it was expected that additional time was required for the satisfaction of the conditions precedent of the Subscription Agreement in particular the due diligence exercise in respect of the Company’s assets, debts, operation and affairs of the Company, after arm’s length negotiations, on 23 May 2016, 30 August 2016 and 28 September 2016, the Company and the Subscriber entered into extension letters for the extension of the Subscription Long Stop Date from 31 May 2016 to 31 August 2016, from 31 August 2016 to 30 September 2016, and from 30 September 2016 to 28 October 2016 (or such other date as the parties to the Subscription Agreement may agree in writing) respectively.

Pursuant to the Subscription Agreement (as supplemented by a supplemental agreement) dated 15 December 2015 and the extension letters dated 29 September 2016, if any of the conditions precedent under the Subscription Agreement could not be fulfilled on or before 28 October 2016 (the “Subscription Long Stop Date”), the Subscription Agreement would be terminated.

On 28 October 2016, all conditions precedent in respect of the Subscription have been fulfilled. As such, the parties of the Subscription Agreement agreed to proceed with the Subscription.

The Subscription was completed on 2 November 2016. Immediately before the Subscription Completion, the Company had 1,003,625,258 Shares in issue. Pursuant to the Subscription Agreement, a total of 1,400,000,000 Subscription Shares were issued and allotted to the Subscriber. Accordingly, immediately after the completion of the Subscription and assuming no conversion of the convertible bonds of the Company (the “**CB**”), there are 2,403,625,258 Shares in issue.

Following the Subscription Completion and assuming no conversion of the CB, the Subscriber, Shun Wang Investments Limited (“**Shun Wang**”), became the controlling shareholder of the Company which held 58.25% of the entire issued share capital of the Company.

COMPLETION OF CONVERTIBLE BONDS SUBSCRIPTION AGREEMENT WITH KAILUAN

References are made to the announcements of the Company: (i) dated 15 December 2015 in relation to, among others, the Subscription Agreement dated 27 November 2015 (and as supplemented by a supplemental agreement dated 15 December 2015); (ii) dated 13 April 2016, 28 October 2016, 2 November 2016 and 30 December 2016 in relation to the Issue of CB; (iii) dated 23 May 2016, 30 August 2016 and 29 September 2016 in relation to the extension of Long Stop Date of the Subscription Agreement and (iv) dated 31 May 2016, 30 August 2016 and 29 September 2016 in relation to the extension of Long Stop Date of the CB Subscription Agreement.

In connection with the Compensations and Interests under the Annual Coke S&P Agreement, on 13 April 2016, the Company entered into a subscription agreement (the “**CB Subscription Agreement**”) with Kailuan and pursuant to which, the Company (as the issuer) had conditionally agreed to issue and Kailuan (as the subscriber) had conditionally agreed to subscribe for the CB, the principal amount of which was equivalent to the amount of the Compensations and Interests of HK\$43,277,093.08 accrued up to 31 December 2015 (the “**CB Subscription**”). The CB will have the right to convert into 144,256,976 Conversion Shares (after the Capital Reorganisation became effective on 12 May 2016) at the Conversion Price of HK\$0.3 per Conversion Share.

Pursuant to Rule 4 of the Takeovers Code, the CB Issue may involve the issue of Shares and/or convertible securities which may constitute a frustrating action and which may be subject to the Shareholders’ approval in general meeting.

The Company had obtained a duly signed written consent by the Subscriber for (i) the arrangement for the settlement of the Compensations and Interests by way of the CB Issue; and (ii) the waiver of the requirement of a Shareholders’ meeting to obtain the Shareholders’ approval in respect of the CB Issue.

In light of the above, the Company had applied to the SFC and the SFC had granted the waiver from the general requirement to obtain Shareholders’ approval in respect of the CB Issue.

Pursuant to the CB Subscription Agreement, subject to the completion of the CB Issue, the amount of Compensations and Interests accrued from 1 January 2016 and thereafter will also be waived. Furthermore, the Remaining Deposit will be fully settled from the proceeds of the Subscription.

Given that completion of the transactions contemplated under the Subscription Agreement was one of the conditions precedent to the CB Subscription Agreement, the parties to the CB Subscription Agreement entered into the first, second and third extension letters on 31 May 2016, 30 August 2016 and 29 September 2016 respectively. The first, second and third extension letters were for the extension of the CB Long Stop Date from 31 May 2016 to 31 August 2016, from 31 August 2016 to 30 September 2016, and from 30 September 2016 to 28 October 2016 (or such other date as the parties to the CB Subscription Agreement may agree in writing) respectively. Pursuant to the CB Subscription Agreement and the extension letter dated 29 September 2016, if the conditions precedent to the CB Subscription Agreement are not fulfilled on or before 28 October 2016, the CB Subscription Agreement would be terminated.

On 28 October 2016, all conditions precedent in respect of the CB Subscription Agreement have been fulfilled. As such, the parties of the CB Subscription Agreement agreed to proceed the CB Subscription. The CB Subscription was completed on 2 November 2016 and the CB in the aggregate principal amount of HK\$43,277,093.08, which is equivalent to the amount of the Compensations and Interests of HK\$43,277,093.08, was issued to Kailuan (the “**CB Subscriber**”) to subscribe for 144,256,976 Conversion Shares (after the Capital Reorganisation became effective on 12 May 2016) at the Conversion Price of HK\$0.3 per Conversion Share) in accordance with the terms and conditions of the CB Subscription Agreement.

The net proceeds from the CB Issue were used to settle the full amount of the Compensations and Interests of HK\$43,277,093.08. The Conversion Shares upon conversion of the CB will be allotted and issued under the General Mandate.

On 30 December 2016, pursuant to the terms and conditions of the CB Subscription Agreement, the Company and Kailuan as the holder of CB agreed to extend the Maturity Date for six (6) months and the CB will become due in 2018.

PROSPECTS

Looking ahead to 2017, China is facing a tougher battle amid economic slowdown pressure and external uncertainties. Slashing inefficient and excess coal production capacity would remain at the top of the Chinese government’s agenda. However, the de-capacity efforts may have worked too well and too fast in 2016, leading to the price hike percentage outweighed substantially of the production cut extent. In order to rebalance the market and avoid drastic price volatility, the policy makers are expected to fine tune the approach by loosening certain output control policies. The coal and coke prices are expected to be stabilized in the years ahead, which will be a favourable factor to the sustainable growth and development of the Group’s coke production business.

The coke production process emits large concentrations of particulate matter and greenhouse gases. In the recent decade, the Chinese government has adopted clean coal technology as a strategy for improving the domestic environmental pollution issue. The government policy direction is that the coal industry must change its growth vector and take a sustainable path with a high resource utilization rate and less environmental pollution. The Group’s existing coking plant and power plants

fulfill both the efficiency and low emissions requirements of the government's direction. In the coming future, the Group will continue to upgrade its existing equipment and facilities or expand the operation scale so as to achieve cleaner emissions.

Moreover, the Group will continue to strengthen its existing coal industry value chain. In the meantime, the Group will search for new and profitable business opportunities which are related to the Group's current operations, and explore investment opportunities with sustainable and steady return to the shareholders of the Company.

CHARGES OVER ASSETS

The Group had no pledged assets, including pledged deposit as at 31 December 2016 (2015: Nil)

CAPITAL STRUCTURE AND CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 31 December 2015.

The Group's principal financial instruments comprise convertible bonds and other borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, deposits and other receivables, amounts due from/to the Non-controlling Shareholder, cash and bank balances, trade payables, and other payables and accruals, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarized below.

The Group regularly monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes trade payables, other payables, accruals and deposits received, other borrowings, amount due to the Non-controlling Shareholder, convertible bonds, net of cash and bank balances. Capital includes the convertible bonds issued in 2008 and equity attributable to owners of the parent. The gearing ratios as at 31 December 2016 was 71% (2015: 100%). The decrease in the gearing ratio was mainly due to the repayment of Remaining Deposit and Compensations and Interests under the Annual Coke S&P Agreement through the proceeds from subscription of new shares and issuance of CB respectively in 2016.

As at 31 December 2016, the equity attributable to owners of the parent amounted to HK\$244,610,000 (2015: HK\$1,142,000). The equity attributable to owners of the Company per share was approximately HK\$0.10 per share (2015: HK\$0.00 restated per share). The increase in equity attributable to owners of the Company was mainly attributable to the profit generated and the subscription of 1,400,000,000 new shares to Shun Wang during the year.

LIQUIDITY AND FINANCIAL RESOURCES

Net current liabilities and current ratio were HK\$104,451,000 (2015: HK\$477,479,000) and 0.84 (2015: 0.47), respectively, as at 31 December 2016. The decrease in the net current liability position was mainly due to the settlement of current liabilities which included the repayment of Remaining Deposit of HK\$120,000,000 and the issuance of CB for settlement of Compensations and Interests of HK\$43,277,093.08 under the Annual Coke S&P Agreement in the current year.

As at 31 December 2016, the Group's cash and bank balances amounted to HK\$97,931,000 (2015: HK\$1,439,000). As at 31 December 2016, the Group has total other borrowings and convertible bonds amounting to HK\$25,813,000 (2015: HK\$23,426,000) and HK\$36,835,000 (2015: Nil) respectively.

As of 31 December 2016 and 2015, the Group has no bills payable.

In order to improve the Group's liquidity and cash flows to sustain the Group as a going concern, the Group has taken the following measures:

- (a) Upon the Subscription Completion on 2 November 2016, an aggregate of 1,400,000,000 subscription shares were issued and allotted to Shun Wang at the subscription price of HK\$0.15 per subscription share for a total cash consideration of HK\$210,000,000, whereas the net proceeds from the Subscription amounted to HK\$208,500,000. The Remaining Deposit in the Annual Coke S&P Agreement of HK\$120,000,000 was fully settled by the net proceeds on 11 November 2016. The remaining balance of the net proceeds from the Subscription will be used as general working capital.
- (b) Upon the completion of the CB Subscription on 2 November 2016, Kailuan agreed to waive all the interest accrued from 1 January 2016 onward in the Annual Coke S&P Agreement. The Company was relieved from the corresponding interest obligation accrued from 1 January 2016 and thereafter.
- (c) The Group recorded other borrowings of HK\$25,813,000 as at 31 December 2016, of which HK\$19,487,000 were loans from certain former and current Directors of the Group which mature on 1 July 2017. The Group is in the process of negotiating with the lenders and certain creditors to settle the indebtedness with issue of new shares or securities. In the opinion of the Directors, the negotiation is at an advanced stage and restructuring of indebtedness will be finalized shortly.

- (d) The Group recorded an amount due to a non-controlling shareholder of a PRC subsidiary (the “**Non-controlling Shareholder**”) of HK\$50,201,000 at 31 December 2015. On 10 March 2016, the Group secured an agreement from the Non-controlling Shareholder to defer settlement of such balance to 30 June 2017. On 23 June 2016, the Group entered into a settlement agreement with the Non-controlling Shareholder which agreed to settle the receivable from the Non-controlling Shareholder with the amount due to the Non-controlling Shareholder.
- (e) On 11 May 2016, the Group obtained a loan of HK\$19,000,000 as working capital from a former director at a rate of 1% per annum and repayable on 31 December 2016. Subsequently, the Group secured an agreement from the lender for waiving the principal amount of the loan, and the related accrued interest.

After taking into account the above measures, the Directors consider that the Group will have sufficient working capital to finance its operations and financial obligations as and when they fall due.

OPERATING LEASE AND CAPITAL COMMITMENTS

As at 31 December 2016, the Group had operating lease commitments of HK\$13,859,000 (2015: HK\$5,781,000).

As at 31 December 2016, the Group had authorised, contracted, but not provided for capital commitments of HK\$11,262,000 (2015: HK\$15,632,000) in respect of plant and equipment acquisitions.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system. The Group’s internal control system is designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group’s performance are appropriately identified and managed. Review of the Group’s internal controls covering major financial, operational and compliance controls, as well as risk management functions. The internal control system can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group’s risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by the three-tier risk management approach. At the first line of defense, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defense, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the

acceptable range and that the first line of defense is effective. As the final line of defense, the audit committee of the Company, with the professional advices and opinions from the external professional consultant by whom internal audit work of the Group was conducted on annual basis, ensures that the first and second lines of defense are effective through constant inspection and monitoring.

INTEREST RATE RISK

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's fair value interest rate risk relates primarily to short term cash and bank balances. The Group is also exposed to cash flow interest rate risk through the impact of interest rate changes on deposits. To minimize the fair value interest rate risk, the Group keeps its borrowings with a fixed rate of interest. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

FOREIGN CURRENCY RISK

The Group's monetary assets, liabilities and transactions are principally denominated in Renminbi ("RMB"), United States dollars ("USD") and Hong Kong dollars ("HKD"). The Group is exposed to foreign currency risk arising from the monetary assets and liabilities that are denominated in currencies other than functional currencies of the respective group entities.

The Group does not have any hedging instruments outstanding. The Group will constantly review the economic situation and its foreign currency risk profile, and will consider appropriate hedging measures in the future as may be necessary.

CONTINGENT LIABILITIES

As at 31 December 2016, the Group did not have any significant contingent liabilities which have not been provided for in the financial statements (2015: Nil).

TREASURY POLICIES

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

EMPLOYEES AND REMUNERATION

As at 31 December 2016, the Group had approximately 1,500 employees (2015: approximately 1,600 employees). Less than 10 staffs are stationed in Hong Kong and the rest are PRC workers. The Group's staff costs amounted to approximately HK\$62,753,000 for the year ended 31 December 2016 and approximately HK\$73,825,000 was recorded in the corresponding period of last year.

Employees are remunerated according to the nature of the job and market trends, with a built-in merit component incorporated in the annual increment and a year-end performance bonus to reward motivated individual performance. Up to the date of this announcement, there are 12,000,000 share options outstanding under the share option scheme.

AUDIT COMMITTEE

The Audit Committee is composed of three independent non-executive Directors namely, Mr. Lau Ka Ho, Mr. To Wing Tim, Paddy, Mr. Lam Hoy Lee, Laurie and one non-executive Director, Mr. Huang Man Yem. The Audit Committee has reviewed with management the accounting policies and practice adopted by the Group and discussed auditing, internal control and financial reporting matters. The Audit Committee has also reviewed with the management the measures taken by the Group in 2016 to improve its liquidity and cash flows in order for the Group to sustain as a going concern.

The annual results of the Group for the year ended 31 December 2016 have been reviewed by the Audit Committee.

REVIEW OF PRELIMINARY RESULTS ANNOUNCEMENT BY INDEPENDENT AUDITOR

The figures in respect of the Group's results for the year ended 31 December 2016 as set out in the preliminary results announcement have been agreed by the Company's independent auditor, Ernst & Young, Certified Public Accountants of Hong Kong ("Ernst & Young") to the amounts set out in the Group's consolidated financial statements. The work performed by Ernst & Young in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently, no assurance has been expressed by Ernst & Young on this preliminary results announcement.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The below sections set out an extract of auditors' report on the Group's consolidated financial statements for the year ended 31 December 2016:

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material uncertainty related to going concern

We draw attention to note 2.1 to the consolidated financial statements which indicates that, as of 31 December 2016, the Group's total current liabilities exceeded its total current assets by HK\$104,451,000. This condition indicates the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. As explained in note 2.1, these financial statements have been prepared on a going concern basis, the validity of which depends on the Group's ability to improve its operations and generate adequate cash flows, and to refinance its existing indebtedness to meet the Group's financial obligations as and when they fall due in the foreseeable future. Our opinion is not modified in respect of this matter.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2016 (2015: Nil).

CLOSURE OF REGISTER OF MEMBERS

The register of Members of the Company will be closed from 29 May 2017 (Monday) to 2 June 2017 (Friday), both dates inclusive. In order to qualify for the attendance of the forthcoming annual general meeting of the Company to be held on 2 June 2017 (Friday), share transfer forms accompanied by relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 26 May 2017 (Friday).

CODE ON CORPORATE GOVERNANCE PRACTICES

Save and except as disclosed below, the Company has complied with the Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") for the year ended 31 December 2016.

Code Provision A.6.7

Under code provision A.6.7 of the CG Code, the independent non-executive Directors should attend the general meetings of the Company. However, due to other business commitment, independent non-executive Directors Mr. Lam Hoy Lee, Laurie and Mr. Lau Ka Ho did not attend the special general meeting held on 11 May 2016, while Mr. To Wing Tim, Paddy did not attend the annual general meeting held on 1 June 2016. Despite the fact that the independent non-executive Directors were not able to attend those general meetings, all Directors were fully aware of the matter discussed and the corresponding resolutions through discussions among themselves and with the executive Directors.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transaction by the Directors of the Company (the “Code”). Having made specific enquiry of the Directors of the Company, all Directors of the Company confirmed that they had complied with the required standard as set out in the Code during the year ended 31 December 2016.

PURCHASE, SALE OR REDEMPTION OF OWN LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

The 2016 annual results announcement is published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkex.com.hk>) and the Company (<http://www.huscoke.com>).

The 2016 annual report of the Company will be dispatched to the shareholders of the Company as well as published on the aforesaid websites in due course.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, the Directors of the Company confirm that the Company has maintained during the year the amount of public float as required under the Listing Rules.

APPRECIATION

On behalf of the Board, I would like to express my sincere appreciation to the shareholders of the Company for their continued support and sincerely thank the Directors and staffs for their dedication and diligence. I also wish to take this opportunity to express my sincere gratitude to the Group’s customers, suppliers, bankers and convertible bonds holders for their ongoing support.

By Order of the Board
Huscoke Resources Holdings Limited
Wong Siu Hung, Patrick
Executive Director

Hong Kong, 29 March 2017

As at the date of this announcement, the executive Directors of the Company are Mr. Zhao Xu Guang and Mr. Wong Siu Hung, Patrick, the non-executive Directors of the Company are Mr. Li Baoqi and Mr. Huang Man Yem, the independent non-executive Directors of the Company are Mr. Lam Hoy Lee, Laurie, Mr. Lau Ka Ho and Mr. To Wing Tim, Paddy.