



Sino Oil and Gas Holdings Limited 中國油氣控股有限公司

(Formerly known as Genesis Energy Holdings Limited) (前稱創新能源控股有限公司)
(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)
Stock Code 股份代號: 702



INTERIM REPORT

2010

中期報告

CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Kong Siu Tim (*Chairman*)

Mr. Dai Xiaobing

Mr. Wang Ziming (*Appointed on 16.8.2010*)

Mr. Wan Tze Fan Terence

Non-executive Director

Mr. Ni Zhenwei (*Redesignated on 16.8.2010*)

Independent Non-executive Directors

Dr. Di Lingjun (*Appointed on 16.8.2010*)

Mr. Wong Kwok Chuen Peter

Dr. Wong Lung Tak Patrick (*Appointed on 16.8.2010*)

Mr. Yip Ching Shan (*Resigned on 16.8.2010*)

COMPANY SECRETARY

Mr. Wan Tze Fan Terence

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 3707-3708, West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

REGISTERED OFFICE

Clarendon House, 2 Church Street

Hamilton HM11

Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17/F., Hopewell Centre

183 Queen's Road East, Wanchai

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited

Rosebank Centre, 11 Bermudiana Road

Pembroke HM08

Bermuda

公司資料

董事

執行董事

江少甜先生(*主席*)

戴小兵先生

王自明先生(*於2010年8月16日獲委任*)

溫子勳先生

非執行董事

倪振偉先生(*於2010年8月16日獲調任*)

獨立非執行董事

邱領軍博士(*於2010年8月16日獲委任*)

黃國全先生

黃龍德博士(*於2010年8月16日獲委任*)

葉青山先生(*於2010年8月16日辭任*)

公司秘書

溫子勳先生

總辦事處及主要營業地點

香港

干諾道中168-200號

信德中心西座3707-3708室

註冊辦事處

Clarendon House, 2 Church Street

Hamilton HM11

Bermuda

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室

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited

Rosebank Centre, 11 Bermudiana Road

Pembroke HM08

Bermuda

CORPORATE INFORMATION

HONG KONG LEGAL ADVISORS

Michael Li & Co.
14/F., Printing House
6 Duddell Street, Central
Hong Kong

BERMUDA LEGAL ADVISORS

Conyers Dill & Pearman
2901 One Exchange Square
8 Connaught Place, Central
Hong Kong

AUDITORS

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited

STOCK CODE

702

WEBSITE

www.sino-oilgas.hk

公司資料

香港法律顧問

李智聰律師事務所
香港
中環都爹利街6號
印刷行14樓

百慕達法律顧問

Conyers Dill & Pearman
香港
中環康樂廣場8號
交易廣場第1座2901室

核數師

德豪會計師事務所有限公司
執業會計師
香港干諾道中111號
永安中心25樓

主要往來銀行

中國銀行(香港)有限公司
渣打銀行(香港)有限公司

股份代號

702

網址

www.sino-oilgas.hk

INTERIM RESULTS

The board of directors (the “Board”) of Sino Oil and Gas Holdings Limited (formerly known as Genesis Energy Holdings Limited) (the “Company”) announces that the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2010 were as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2010
(Expressed in Hong Kong Dollars)

中期業績

中國油氣控股有限公司(前稱創新能源控股有限公司)(「本公司」)董事會(「董事會」)宣佈，本公司及其附屬公司(統稱「本集團」)截至2010年6月30日止六個月之未經審核綜合業績如下：

綜合全面收益表

截至2010年6月30日止六個月
(以港元計算)

			2010 (unaudited) (未經審核) HK\$'000 千港元	2009 (unaudited) (未經審核) HK\$'000 千港元
		Notes 附註		
Continuing operations	持續經營業務			
Turnover	營業額	5	9,779	9,552
Direct cost	直接成本		(7,006)	(4,653)
Gross profit	毛利		2,773	4,899
Other income	其他收入	6	1,863	536
Other gains	其他收益	7	24	1,056
Administrative and other operating expenses	行政及其他經營費用		(36,963)	(10,031)
Loss from operations	經營虧損		(32,303)	(3,540)
Finance costs	融資成本	8	(250)	(200)
Share of (loss)/profit of a jointly controlled entity	應佔共同控權合資公司(虧損)/盈利		(569)	1,906
Loss before income tax expenses	除稅前虧損	8	(33,122)	(1,834)
Income tax expenses	所得稅支出	9	-	-
Loss for the period from continuing operations	持續經營業務之本期虧損	5	(33,122)	(1,834)

The notes on pages 8 to 25 form part of this interim financial report.

第8頁至第25頁之附註屬本中期財務報告之一部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(Continued)

For the six months ended 30 June 2010
(Expressed in Hong Kong Dollars)

綜合全面收益表 (續)

截至2010年6月30日止六個月
(以港元計算)

		Notes 附註	2010 (unaudited) (未經審核) HK\$' 000 千港元	2009 (unaudited) (未經審核) HK\$' 000 千港元
Discontinued operation	已終止經營業務			
Profit for the period from discontinued operation	已終止經營業務之本期盈利	5	-	2,111
(Loss)/profit for the period	本期(虧損)/盈利		(33,122)	277
Other comprehensive income, after tax	其他全面收益，除稅後			
Exchange difference on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差異		2,227	(332)
Total comprehensive income for the period	本期全面收益總額		(30,895)	(55)
(Loss)/profit attributable to:	以下人士應佔(虧損)/盈利：			
- Equity holders of the Company	- 本公司股權持有人		(33,092)	277
- Non-controlling interests	- 少數股東權益		(30)	-
			(33,122)	277
Total comprehensive income attributable to:	以下人士應佔總全面收益：			
- Equity holders of the Company	- 本公司股權持有人		(30,865)	(55)
- Non-controlling interests	- 少數股東權益		(30)	-
			(30,895)	(55)
			HK\$	HK\$
			(cents)	(cents)
			港元	港元
			(仙)	(仙)
(Loss)/earning per share – Basic	每股(虧損)/盈利 – 基本	11		
From continuing and discontinued operations	來自持續經營及已終止經營業務		(0.674)	0.006
From continuing operations	來自持續經營業務		(0.674)	(0.042)
From discontinued operation	來自已終止經營業務		N/A不適用	0.048
(Loss)/earning per share – Diluted	每股(虧損)/盈利 – 攤薄	11		
From continuing and discontinued operations	來自持續經營及已終止經營業務		N/A不適用	0.006
From continuing operations	來自持續經營業務		N/A不適用	(0.042)
From discontinued operation	來自已終止經營業務		N/A不適用	0.048

The notes on pages 8 to 25 form part of this interim financial report.

第8頁至第25頁之附註屬本中期財務報告之一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2010
(Expressed in Hong Kong Dollars)

綜合財務狀況表

於2010年6月30日
(以港元計算)

	Notes 附註	30.06.2010 (unaudited) (未經審核)		31.12.2009 (audited) (經審核)	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets					
Property, plant and equipment	12		112,214		115,805
Intangible assets	13		95,700		95,434
Goodwill			4,230		4,230
Investment in a jointly controlled entity	14		9,037		9,606
Pledged deposits			1,130		1,130
Deposits paid			2,276		2,276
			224,587		228,481
Current assets					
Inventories			705		446
Trade and other receivables, deposits and prepayment	15		8,479		6,740
Cash and cash equivalents			369,706		10,535
			378,890		17,721
Current liabilities					
Account payables and accruals	16		(11,832)		(21,767)
Amount due to a shareholder	17		(22,997)		-
Convertible note	18		(16,824)		-
Provision			(338)		(338)
			(51,991)		(22,105)
Net current assets/(liabilities)			326,899		(4,384)
Total assets less current liabilities			551,486		224,097
Non-current liabilities					
Deferred tax liabilities			(12,461)		(12,461)
Amount due to a shareholder			-		(46,521)
Convertible note			-		(16,824)
Total non-current liabilities			(12,461)		(75,806)
NET ASSETS			539,025		148,291
CAPITAL AND RESERVES					
Share capital	19		64,736		43,861
Reserves			474,178		104,289
Total equity attributable to equity holders of the Company			538,914		148,150
Non-controlling interests			111		141
TOTAL EQUITY			539,025		148,291

The notes on pages 8 to 25 form part of this interim financial report.

第8頁至第25頁之附註屬本中期財務報告之一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2010 – unaudited
(Expressed in Hong Kong Dollars)

綜合權益變動表

截至2010年6月30日止六個月—未經審核
(以港元計算)

		Attributable to equity holders of the Company 本公司股權持有人應佔									Non-controlling Interests 少數股東 權益	Total Equity 總權益	
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳納盈餘 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Warrant reserve 認股權證 儲備 HK\$'000 千港元	Convertible note equity reserve 可換股票據 股本儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元			Total 共計 HK\$'000 千港元
At 1 January 2010	於2010年1月1日	43,861	397,978	81,043	21,132	-	9,489	9,725	7,741	(422,819)	148,150	141	148,291
Total comprehensive income for the period	本期全面收益總額	-	-	-	-	-	-	2,227	-	(33,092)	(30,865)	(30)	(30,895)
Shares issued under placing and subscription – note 19	配售及認購時發行之股份—註19	16,240	321,812	-	-	-	-	-	-	-	338,052	-	338,052
Shares issued under share option scheme – note 19	按購股權計劃發行之股份—註19	4,425	59,883	-	(6,590)	-	-	-	-	-	57,718	-	57,718
Equity-settled share-based transactions	股本結算以股份支付之交易	-	-	-	19,200	-	-	-	-	-	19,200	-	19,200
Issue of warrants – note 20	發行認股權證—註20	-	-	-	-	6,000	-	-	-	-	6,000	-	6,000
Issue of shares on exercise of warrants – note 19	行使認股權證而發行之股份—註19	210	4,620	-	-	(210)	-	-	-	-	4,620	-	4,620
Reversal of capital reserve on the repayment to shareholder's loan	償還應付股東款項之資本儲備回撥	-	-	-	-	-	-	-	(3,961)	-	(3,961)	-	(3,961)
At 30 June 2010	於2010年6月30日	64,736	784,293	81,043	33,742	5,790	9,489	11,952	3,780	(455,911)	538,914	111	539,025
At 1 January 2009	於2009年1月1日	42,269	364,780	81,043	22,433	-	-	25,817	-	(404,035)	132,307	122	132,429
Total comprehensive income for the period	本期全面收益總額	-	-	-	-	-	-	(332)	-	277	(55)	-	(55)
Shares issued for acquisitions	發行代價股份	724	9,276	-	-	-	-	-	-	-	10,000	-	10,000
Shares issued under share option scheme – note 19	按購股權計劃發行之股份—註19	728	4,593	-	-	-	-	-	-	-	5,321	-	5,321
At 30 June 2009	於2009年6月30日	43,721	378,649	81,043	22,433	-	-	25,485	-	(403,758)	147,573	122	147,695

The notes on pages 8 to 25 form part of this interim financial report.

第8頁至第25頁之附註屬本中期財務報告之一部分。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW

For the six months ended 30 June 2010
(Expressed in Hong Kong Dollars)

簡明綜合現金流量表

截至2010年6月30日止六個月
(以港元計算)

		2010 (unaudited) (未經審核) HK\$' 000 千港元	2009 (unaudited) (未經審核) HK\$' 000 千港元
Net cash used in operating activities	經營業務所用之現金淨額	(15,535)	(3,660)
Net cash used in investing activities	投資活動所用之現金淨額	(1,585)	(37,552)
Net cash used before financing activities	融資活動前所用之現金淨額	(17,120)	(41,212)
Net cash generated from financing activities	融資活動所產生之現金淨額	376,291	40,366
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	359,171	(846)
Cash and cash equivalents at 1 January	於1月1日之現金及現金等價物	10,535	19,622
Cash and cash equivalents at 30 June	於6月30日之現金及現金等價物	369,706	18,776
Analysis of the balances of cash and cash equivalents	現金及現金等價物之分析		
Cash and bank balances	現金及銀行結餘	369,706	18,776

The notes on pages 8 to 25 form part of this interim financial report.

第8頁至第25頁之附註屬本中期財務報告之一部分。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

1. GENERAL

The Company was incorporated as an exempted company with limited liability in Bermuda on 2 November 1999 under the Companies Act 1981 of Bermuda (as amended) and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 9 February 2000. The registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Suite 3707-3708, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, respectively.

The change of the English name of the Company from “Genesis Energy Holdings Limited” to “Sino Oil and Gas Holdings Limited” and the adoption of the Chinese name of “中國油氣控股有限公司” as secondary name of the Company was approved by the shareholders at the special general meeting held on 8 July 2010. On the same date, the change of name of the Company and adoption of the Chinese name as secondary name has become effective.

2. BASIS OF PREPARATION

The interim financial report of the Company and its subsidiaries (collectively the “Group”) has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), including compliance with the Hong Kong Accounting Standard (“HKASs”) 34, “Interim financial reporting”, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The preparation of an interim financial report in conformity with HKAS 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. This interim financial report contains consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2009 annual financial statements. The consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

財務報表附註

(以港元計算)

1. 一般資料

本公司根據百慕達一九八一年公司法(修訂本)於1999年11月2日在百慕達註冊成立為受豁免有限公司，其股份於2000年2月9日於香港聯合交易所有限公司主板上市。本公司之註冊辦事處及主要營業地點分別位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港干諾道中168–200號信德中心西座3707–3708室。

本公司之英文名稱由「Genesis Energy Holdings Limited」更改為「Sino Oil and Gas Holdings Limited」，並採納中文名稱「中國油氣控股有限公司」為本公司之第二名稱，已於2010年7月8日舉行之股東特別大會獲股東批准。更改本公司名稱及採納中文名稱作為第二名稱等事宜已於同日正式生效。

2. 編製基準

本公司及其附屬公司(統稱「本集團」)之中期財務報告乃按照香港聯合交易所有限公司證券上市規則(「上市規則」)適用之披露條文編製，並符合香港會計師公會(「香港會計師公會」)頒佈之《香港會計準則》第34號—「中期財務報告」之規定。管理層在編製符合香港會計準則第34號規定之中期財務報告時所作之判斷、估計及假設，會影響會計政策之應用及按目前情況為基準計算之經匯報資產與負債、收入及支出之金額。實際業績可能有別於該等估計。本中期財務報告包括綜合財務報表及部分附註。附註闡述了自2009年年度財務報表刊發以來，在瞭解本集團之財務狀況變動及表現方面確屬重要之事件及交易。此綜合中期財務報表及附註沒有包括按照《香港財務報告準則》規定編製完整財務報表所需之全部資料。

2. BASIS OF PREPARATION (Continued)

This interim financial report is unaudited, but has been reviewed by the Company's Audit Committee.

The financial information relating to the financial year ended 31 December 2009 that is included in this interim financial report as being previously reported information does not constitute the Group's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2009 are available from the Company's head office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 16 April 2010.

3. SIGNIFICANT ACCOUNTING POLICIES

This interim financial report has been prepared in accordance with the same accounting policies adopted in the 2009 annual financial statements, which have been prepared in accordance with all applicable HKFRSs, which collectively term includes all applicable individual HKFRSs, HKASs and interpretation issued by HKICPA, accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules.

The financial statements are presented in Hong Kong dollars which is the functional currency of the Company. All financial information presented in Hong Kong dollars is rounded to the nearest thousand unless otherwise stated.

The HKICPA has issued a number of amendments, new and revised HKFRSs, which term collectively included HKASs and Interpretations that are first effective or available for early adoption for accounting periods beginning on or after 1 January 2010. In the current period, the Group has applied for the first time the following new standards, amendments and interpretation ("new HKFRSs") issued by HKICPA which are effective for the current period.

2. 編製基準 (續)

本中期財務報告雖未經審核，但已由本公司審核委員會審閱。

本中期財務報告所載截至2009年12月31日止財政年度之財務資料為已匯報之資料，並不構成本集團該財政年度之法定財務報表，但資料則源自有關財務報表。截至2009年12月31日止年度之法定財務報表可於本公司之總辦事處索取。本公司核數師已在2010年4月16日之核數師報告中對該等財務報表表達無保留意見。

3. 主要會計政策

本中期財務報告按照2009年年度財務報表所採用之會計政策編製。2009年年度財務報表則按照所有適用之香港財務報告準則編製，包括香港會計師公會頒佈之所有適用之個別香港財務報告準則、香港會計準則及詮釋、香港公認會計原則，香港公司條例以及上市規則之披露規定。

財務報表乃以港元(本公司之功能貨幣)呈報。除另有訂明者外，以港元呈報之所有財務資料均以最接近之千位計算。

香港會計師公會已頒佈若干修正、新訂及經修訂香港財務報告準則(此統稱包括<<香港會計準則>>及詮釋)，於2010年1月1日或其後開始之會計期間首次生效，或可供提早採納。於本期間，本集團首次採納下列由香港會計師公會所頒佈、於本期間生效之新準則、修訂及詮釋<<新香港財務報告準則>>

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs 2008
HKFRSs (Amendments)	Improvements to HKFRSs 2009
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 39 (Amendment)	Eligible Hedged Items
HKFRS 1 (Amendments)	Additional Exemptions for First-time Adopters
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (Revised)	Business Combinations
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners

The adoption of these new/revised HKFRSs has no significant effect on the Group's reported results and financial position. Accordingly, no prior period adjustment has been recognised.

4. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ANNUAL ACCOUNTING PERIOD ENDING 31 DECEMBER 2010

Up to the date of issue of this interim financial report, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the accounting period ended 31 December 2010 and which have not been adopted in this interim financial report.

Of these developments, the following relate to matters that may be relevant to the Group's operations and financial statements:

HKFRSs (Amendments)	Improvements to HKFRSs 2010 ¹
HKAS 24 (Revised)	Related Party Disclosures ⁴
HKAS 32 (Amendment)	Classification of Rights Issues ²
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ³
HKFRS 9	Financial Instruments ⁵
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁴
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ³

財務報表附註

(以港元計算)

3. 主要會計政策 (續)

香港財務報告準則(修訂本)	對香港財務報告準則第五號的修正作為2008的改進部分
香港財務報告準則(修訂本)	對2009年香港財務報告準則之改進
香港會計準則27號(經修訂)	合併和單獨財務報表
香港會計準則39號(修訂本)	合資格對沖項目
香港財務報告準則第1號(修訂本)	首次採用者額外豁免
香港財務報告準則第2號(修訂本)	集團現金結算以股份形式付款交易
香港財務報告準則第3號(經修訂)	業務合併
香港(國際財務報告詮釋委員會)詮釋第17號	分配給擁有人的非現金資產

採納該等新訂／經修訂香港財務報告準則對本集團已呈報業績或財務狀況並無重大影響。因此，並無確認過往期間之調整。

4. 已頒佈但在截至2010年12月31日止年度會計期間尚未生效之修訂、新準則及詮釋之可能影響

截至本中期財務報告刊發日，香港會計師公會已頒佈若干在截至2010年12月31日止會計期間尚未生效，亦沒有在本中期財務報告採用之修訂、新準則及詮釋。

在這些變動中，下列事宜可能與本集團之經營及財務報表有關：

香港財務報告準則(修訂本)	對2010年香港財務報告準則之改進 ¹
香港會計準則24號(經修訂)	關連人士披露 ⁴
香港會計準則32號(修訂本)	供股之分類 ²
香港財務報告準則第1號(修訂本)	香港財務報告準則第7號首次採納者披露比較數字之有限豁免 ³
香港財務報告準則第9號	金融工具 ⁵
香港(國際財務報告詮釋委員會)詮釋第14號(修訂本)	最低資金要求之預付款項 ⁴
香港(國際財務報告詮釋委員會)詮釋第19號	以權益工具抵銷金融負債 ³

4. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ANNUAL ACCOUNTING PERIOD ENDING 31 DECEMBER 2010

(Continued)

- ¹ Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate.
- ² Effective for annual periods beginning on or after 1 February 2010
- ³ Effective for annual periods beginning on or after 1 July 2010
- ⁴ Effective for annual periods beginning on or after 1 January 2011
- ⁵ Effective for annual periods beginning on or after 1 January 2013

Management is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that while the adoption of them may result in new or amended disclosures, it is unlikely to have a significant impact on the Group's results of operations and financial position.

5. TURNOVER AND SEGMENT REPORTING

On adoption of HKFRS 8 – Operating Segments and in a manner consistent with the way in which information is reported internally to the Group's management for the purposes of resources allocation and performance assessment, the Group has identified the following two operating divisions:

- i) Oil and gas exploitation: Exploitation and sale of crude oil and natural gas.
- ii) Natural gas and LPG: The operation of gas refilling stations supplying natural gas and LPG for vehicle use and sale of LPG for vehicle use – discontinued during the year 2009.

4. 已頒佈但在截至2010年12月31日止年度會計期間尚未生效之修訂、新準則及詮釋之可能影響(續)

- ¹ 於2010年7月1日及2011年1月1日(視情況而定)開始或之後的年度期間生效
- ² 於2010年2月1日開始或之後的年度期間生效
- ³ 於2010年7月1日開始或之後的年度期間生效
- ⁴ 於2011年1月1日開始或之後的年度期間生效
- ⁵ 於2013年1月1日開始或之後的年度期間生效

管理層正在評估這些修訂、新準則及新詮釋對初始採用期間之影響。暫時之結論是，雖然採納這些修訂、新準則及新詮釋可能導致新增或需修訂披露，但對本集團之經營業績及財務狀況應該不會有重大影響。

5. 營業額及分部報告

於採納香港財務報告準則第8號—經營分部時，本集團按照與就資源配置及表現評估向本集團管理層內部呈報資料一致之方式，確定下列兩個營運部門：

- i) 油氣開採：開採及銷售原油及天然氣。
- ii) 天然氣及液化石油氣：經營供應汽車用天然氣及液化石油氣之補給站及銷售汽車用液化石油氣—已於2009年度終止。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

5. TURNOVER AND SEGMENT REPORTING (Continued)

The Group discontinued the operation of sale of nature gas and LPG at refilling stations during the year of 2009 as result of disposal of Excellent Century Limited and its subsidiaries. There are no sales or trading transactions between the business segments. Segment information about these businesses is set out as follows:

For the period ended 30 June 2010

財務報表附註

(以港元計算)

5. 營業額及分部報告 (續)

本集團在補給站銷售天然氣及液化石油氣之業務因出售耀暉世紀有限公司及其附屬公司而於2009年度終止。業務分部間並無出售或買賣交易。有關該等業務之分部資料載列如下：

截至2010年6月30日止期間

		Continuing operations	Discontinued operation	Consolidated
		持續經營業務	已終止經營業務	
		Oil and gas exploitation	Natural gas and LPG	
		油氣開採	液化石油氣	綜合
		HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元
Turnover	營業額			
Revenue from external customers	來自外界客戶之收益	9,779	-	9,779
Segments results	分部業績	2,773	-	2,773
Unallocated operating income and expenses	未分配經營收入及費用	(35,076)	-	(35,076)
Loss from operations	經營虧損	(32,303)	-	(32,303)
Finance costs	融資成本	(250)	-	(250)
Share of loss of a jointly controlled entity	應佔共同控權合資公司虧損	(569)	-	(569)
Loss before taxation	除稅前虧損	(33,122)	-	(33,122)
Taxation – note 9	所得稅支出 – 註9	-	-	-
Loss for the period	本期虧損	(33,122)	-	(33,122)

5. TURNOVER AND SEGMENT REPORTING (Continued)

For the period ended 30 June 2009

5. 營業額及分部報告(續)

截至2009年6月30日止期間

		Continuing operations 持續經營業務	Discontinued operation 已終止 經營業務	Consolidated
		Oil and gas exploitation 油氣開採	Natural gas and LPG 天然氣及 液化石油氣	
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
Turnover	營業額			
Revenue from external customers	來自外界客戶之收益	9,552	19,279	28,831
Segments results	分部業績	4,899	4,602	9,501
Unallocated operating income and expenses	未分配經營收入及費用	(8,439)	(1,529)	(9,968)
Profit/(loss) from operations	經營盈利/(虧損)	(3,540)	3,073	(467)
Finance costs	融資成本	(200)	–	(200)
Share of profit of a jointly controlled entity	應佔共同控權合資公司盈利	1,906	–	1,906
Profit/(loss) before taxation	除稅前盈利/(虧損)	(1,834)	3,073	1,239
Taxation – note 9	所得稅支出 – 註9	–	(962)	(962)
Profit/(loss) for the period	本期盈利/(虧損)	(1,834)	2,111	277

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

財務報表附註

(以港元計算)

6. OTHER INCOME

6. 其他收入

		Six months ended 30 June 截至6月30日止六個月	
		2010 HK\$' 000 千港元	2009 HK\$' 000 千港元
Continuing operations	持續經營業務		
Interest income	利息收入	24	3
Rental income	租金收入	114	291
Compensation	賠償	740	–
Discounts on vendors' bills	供應商給予之折扣	894	–
Other	其他	91	242
		1,863	536
Discontinued operation	已終止經營業務		
Interest income	利息收入	–	5
		1,863	541

7. OTHER GAINS

7. 其他收益

		Six months ended 30 June 截至6月30日止六個月	
		2010 HK\$' 000 千港元	2009 HK\$' 000 千港元
Continuing operations	持續經營業務		
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	–	1,056
Exchange gain, net	匯兌收益淨額	24	–
		24	1,056

8. LOSS BEFORE INCOME TAX EXPENSES

Loss before income tax expenses is arrived at after charging:

8. 除稅前虧損

除稅前虧損已扣除：

		Six months ended 30 June 截至6月30日止六個月	
		2010 HK\$' 000 千港元	2009 HK' 000 千港元
a) Finance costs	a) 融資成本		
Continuing operations	持續經營業務		
Interest on convertible note	可換股票據之利息	250	–
Interest on borrowing repayable within one year	於一年內全數償還之借貸利息	–	200
		<u>250</u>	<u>200</u>
b) Staff costs (including director's remuneration)	b) 員工成本(包括董事酬金)		
Continuing operations	持續經營業務		
Salaries, wages and other benefits	薪金、工資及其他福利	5,233	4,529
Contributions to defined contribution retirement plan	定額供款退休計劃之供款	163	131
Equity settled share-based payment expenses	股本結算以股份支付之支出	19,200	–
		<u>24,596</u>	<u>4,660</u>
Discontinued operation	已終止經營業務		
Salaries, wages and other benefits	薪金、工資及其他福利	–	599
c) Other items	c) 其他項目		
Continuing operations	持續經營業務		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,736	2,705
Amortisation of intangible assets	無形資產之攤銷	100	462
Operating lease charges: minimum lease payments	經營租賃開支：最低租賃付款		
– property rentals	– 物業租金	1,404	1,465
Discontinued operation	已終止經營業務		
Cost of inventories	存貨成本	–	9,717
Depreciation of property, plant and equipment	物業、廠房及設備折舊	–	1,624
Amortisation of prepaid lease payment	租賃預付款項之攤銷	–	155

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

9. INCOME TAX EXPENSES

Income tax expenses represents:

Continuing operations	持續經營業務
Discontinued operation	已終止經營業務

a) Continuing Operations

No provision for Hong Kong profits tax has been made in the financial statements as the Group did not derive any income subject to Hong Kong profits tax for the period ended 30 June 2010 and 2009. Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdiction in which the Group operates, based on existing legislation, interpretations and practices in respect thereof during the period. During the period ended 30 June 2010 and 2009, the subsidiaries in the People's Republic of China ("the PRC") have no assessable income subject to PRC income tax. The subsidiaries in the United States are subject to a tax rate of 34%. These subsidiaries incurred losses for the tax purposes during the period ended 30 June 2010 and 2009.

b) Discontinued Operation

No provision for income tax has been provided for the six months ended 2010 as the operation was discontinued in 2009. Provision for the PRC enterprise income tax is calculated based on a statutory rate of 25% on the assessable profit of the Group for the six months ended 2009.

財務報表附註

(以港元計算)

9. 所得稅支出

所得稅支出意指：

Six months ended 30 June
截至6月30日止六個月

2010 HK\$' 000 千港元	2009 HK\$' 000 千港元
-	-
-	962

a) 持續經營業務

截至2010年6月30日及2009年6月30日止六個月，由於含有持續經營業務之公司期內並無任何須繳納香港利得稅之收入，故沒有在財務報表中計提香港利得稅準備。其他地區之應課稅溢利稅項則已根據期內本集團經營所在司法權區之現行法律、詮釋及慣例按當時之適用稅率計算。截至2010年6月30日及2009年6月30日止六個月，位於中國之附屬公司並沒有中國所得稅之應課稅收入。位於美國之附屬公司按稅率34%繳納稅項。有關之附屬公司於2010年6月30日及2009年6月30日止六個月內產生稅項虧損。

b) 已終止經營業務

截至2010年6月30日止，已終止經營業務並無計提香港利得稅或中國企業所得稅準備，因為該等業務已於2009年終止。截至2009年6月30日止，含有已終止經營業務之公司按中國法定稅率25%繳納稅項。

10. DIVIDENDS

The directors have not declared nor proposed any dividends in respect of the six months ended 30 June 2010 (2009: Nil).

11. (LOSS)/EARNING PER SHARE

a) Basic (loss)/earning per share

The calculation of basic (loss)/earning per share is based on the (loss)/profit attributable to equity holders of the Company of (HK\$33,092,000) (six months ended 30 June 2009: HK\$277,000) and the weighted average of 4,909,454,000 ordinary shares (2009: 4,335,206,000 ordinary shares) in issue during the period, calculated as follows:

10. 股息

董事並無宣派或擬派截至2010年6月30日止六個月之股息(2009年:無)。

11. 每股(虧損)/盈利

a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利是根據本公司股權持有人應佔虧損33,092,000港元(截至2009年6月30日止六個月盈利:277,000港元),以及期內已發行普通股之加權平均數4,909,454,000股普通股(2009年:4,335,206,000股普通股)計算,方式如下:

		2010 HK\$'000 千港元	2009 HK\$'000 千港元
Continuing operations	持續經營業務	(33,092)	(1,834)
Discontinued operation	已終止經營業務	-	2,111
		<u>(33,092)</u>	<u>277</u>
Weighted average number of ordinary shares 普通股加權平均數		Number of shares 股份數目	
		30.06.2010 '000 千股	30.06.2009 '000 千股
Issued ordinary shares at 1 January	於1月1日已發行普通股	4,386,148	4,226,884
Effect of shares issued under placing and subscription	配售及認購發行股份之影響	385,669	-
Effect of shares options exercised	已行使購股權之影響	136,527	55,075
Effect of warrants exercised	已行使認股權證之影響	1,110	-
Effect of shares issued for acquisition	發行代價股份之影響	-	53,247
Weighted average number of ordinary shares at 30 June	於6月30日之普通股加權平均數	<u>4,909,454</u>	<u>4,335,206</u>

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

11. (LOSS)/EARNING PER SHARE (Continued)

b) Diluted (loss)/earning per share

No disclosure of diluted loss per share for six months ended 30 June 2010 is presented as the Company's outstanding share options, outstanding warrants and convertible note during the period had anti-dilutive effect on the basic loss per share.

The calculation of diluted earning per share for the six months ended 30 June 2009 is based on the profit attributable to equity holders of the Company of HK\$277,000 and the weighted average of 4,458,960,000 ordinary shares in issue during the period, calculated as follows:

Weighted average number of ordinary shares

普通股加權平均數

Number of shares

股份數目

30.06.2009

'000

千股

Issued ordinary share at 1 January	於1月1日已發行普通股	4,335,206
Effect of share options	購股權之影響	123,754
Weighted average number of ordinary shares at 30 June	於6月30日之普通股加權平均數	<u>4,458,960</u>

12. ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2010, the Group incurred capital expenditure of property, plant and equipment with a cost of HK\$471,000 (for the six months ended 30 June 2009: HK\$46,529,000).

13. INTANGIBLE ASSETS

The intangible assets represent an exploitation right in oil fields in the PRC and the United States.

財務報表附註

(以港元計算)

11. 每股(虧損)/盈利(續)

b) 每股攤薄(虧損)/盈利

截至2010年6月30日止六個月期內，由於本公司該期間尚未行使之購股權、尚未行使之認股權證及可換股票據對持續經營業務及已終止經營業務之每股虧損構成反攤薄影響，故並無呈列該期間每股攤薄虧損。

截至2009年6月30日止六個月期內，每股攤薄盈利是根據本公司股權持有人應佔盈利277,000港元，以及期內已發行普通股之加權平均數4,458,960,000股普通股計算，方式如下：

12. 增置物業、廠房及設備

截至2010年6月30日止六個月，本集團關於物業、廠房及設備之資本開支成本為471,000港元（截至2009年6月30日止六個月：46,529,000港元）。

13. 無形資產

本集團之無形資產是位於中國及美國之油田開採權。

14. INVESTMENT IN A JOINTLY CONTROLLED ENTITY

		30.06.2010	31.12.2009
		HK\$' 000	HK\$' 000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本	19,500	19,500
Less: share of post acquisition losses	減：分佔收購後業績	(10,463)	(9,894)
		9,037	9,606

14. 於一間共同控權合資公司之權益

15. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT

		30.06.2010	31.12.2009
		HK\$' 000	HK\$' 000
		千港元	千港元
Trade receivables	應收賬款	2,629	3,117
Bill receivable	應收票據	-	1,707
Other receivables	其他應收款項	3,562	937
Amount due from non-controlling equity holder of a subsidiary	應收一家附屬公司少數股權持有人款項	160	160
		6,351	5,921
Utility and other deposits	水電及其他按金	1,570	599
Prepayments	預付款項	558	220
		2,128	819
		8,479	6,740

15. 應收賬款、其他應收款項、按金及預付款項

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

財務報表附註

(以港元計算)

15. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT (Continued)

Notes:

- (i) All the trade receivables and other receivables are expected to be recovered within one year. The average credit period granted to customers is 2 months from the invoice date. All the trade receivables are less than one month past due and not impaired. Ageing analysis of trade receivables is as follows:

Within 1 month	1個月內
1-2 months	1-2個月內

- (ii) The amount due from non-controlling interest of a subsidiary is unsecured, interest free and has no fixed terms of repayment.

15. 應收賬款、其他應收款項、按金及預付款項 (續)

附註：

- (i) 所有應收賬款及其他應收款項預計可於一年內收回。集團給客戶的平均信貸期為開單日起二個月內到期。所有應收賬款為到期後一個月內，故沒有作減值。應收賬款之賬齡分析如下：

30.06.2010	31.12.2009
HK\$' 000	HK\$' 000
千港元	千港元
1,662	2,606
967	511
2,629	3,117

- (ii) 應收一家附屬公司少數股權持有人款項乃無抵押、免息及無固定還款期。

16. ACCOUNT PAYABLES AND ACCRUALS

Account payables and accrued charges	應付賬款及其他應付費用
Amount due to non-controlling equity holder of a subsidiary	應付一家附屬公司少數股權持有人款項
Amount due to a director	應付董事款項

Note: Account payables and accruals are expected to be settled within one year or are repayable on demand.

16. 應付賬款及其他應付款項

30.06.2010	31.12.2009
HK\$' 000	HK\$' 000
千港元	千港元
11,832	21,330
—	270
—	167
11,832	21,767

附註：所有應付賬款及其他應付費用預計於一年內或須於要求時償還。

17. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder is unsecured, interest-free and is expected to be settled within one year.

18. CONVERTIBLE NOTE

The convertible note was fully redeemed at its face value of HK\$25,000,000 on 31 July 2010.

19. SHARE CAPITAL

17. 應付股東款項

應付股東款項為無抵押、無息及預計於一年內償還。

18. 可換股票據

可換股票據已於2010年7月31日以其面值25,000,000港元被贖回。

19. 股本

		Number of shares issued	Nominal value of shares issued
		已發行股份 數目 '000 千股	已發行股份 面值 HK\$'000 千港元
At 1 January 2009	於2009年1月1日	4,226,884	42,269
Shares issued under share option scheme – note (iv)	按購股權計劃發行之股份—附註(iv)	86,800	868
Shares issued for acquisitions	發行代價股份	72,464	724
At 31 December 2009 and at 1 January 2010	於2009年12月31日及2010年1月1日	4,386,148	43,861
Shares issued under shares placing and subscription – note (i), (ii) & (iii)	按配售及認購發行之股份 — 附註(i), (ii) & (iii)	1,624,000	16,240
Shares issued under share option scheme – note (iv)	按購股權計劃發行之股份—附註(iv)	442,510	4,425
Shares issued under exercise of warrants – note (v)	按行使認股權證而發行之股份—附註(v)	21,000	210
At 30 June 2010	於2010年6月30日	<u>6,473,658</u>	<u>64,736</u>

Notes:

- (i) On 26 March 2010, the Company entered into the Share Subscription Agreements pursuant to which the subscribers had conditionally agreed to subscribe for and the Company had conditionally agreed to allot and issue a total of 874,000,000 shares of the Company at a price of HK\$0.198 per new share. The subscriptions were subsequently completed on 23 April 2010.

附註：

- (i) 於2010年3月26日，本公司訂立股份認購協議，據此認購人有條件同意認購及本公司有條件同意配售及發行合共874,000,000股本公司股份，作價為每股新股0.198港元。有關認購期後於2010年4月23日完成。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

19. SHARE CAPITAL (Continued)

Notes: (Continued)

- (ii) On 20 April 2010, the Company entered into the Share Subscription Agreements pursuant to which the subscribers had conditionally agreed to subscribe for and the Company had conditionally agreed to allot and issue a total of 550,000,000 shares of the Company at a price of HK\$0.22 per new share. The subscriptions were subsequently completed on 25 June 2010.
- (iii) On 21 April 2010, the Company entered into the Shares Placing Agreement with the placing agent pursuant to which the placing agent had conditionally agreed, on a best effort basis, to procure subscription by the placees for and the Company had conditionally agreed to allot and issue a total of up to 200,000,000 shares of the Company at a price of HK\$0.22 per new share. The placing was subsequently completed on 31 May 2010.

Upon completion of the above exercises, a total of 1,624,000,000 ordinary shares were issued by the Company at a consideration of HK\$338,052,000 of which HK\$16,240,000 and HK\$321,812,000 was credited to share capital and share premium accounts respectively.

- (iv) During the six months ended 30 June 2010, options were exercised to subscribe for 442,510,000 (2009: 86,800,000) ordinary shares in the Company at a consideration of HK\$57,718,250 (2009: HK\$6,678,000) of which HK\$4,425,100 (2009: HK\$868,000) was credited to share capital and the balance of HK\$53,293,150 (2009: HK\$5,810,000) was credited to the share premium account.
- (v) During the six months ended 30 June 2010, warrants were exercised to subscribe for 21,000,000 ordinary shares in the Company at a consideration of HK\$4,620,000 of which HK\$210,000 was credited to share capital and the balance of HK\$4,410,000 was credited to the share premium account.

財務報表附註

(以港元計算)

19. 股本 (續)

附註：(續)

- (ii) 於2010年4月20日，本公司訂立股份認購協議，據此認購人有條件同意認購及本公司有條件同意配售及發行合共550,000,000股本公司股份，作價為每股新股0.22港元。有關認購期後於2010年6月25日完成。
- (iii) 於2010年4月21日，本公司與配售代理訂立股份配售協議，據此配售代理有條件同意盡力促使承配人認購而本公司有條件同意配售及發行合共最多200,000,000股本公司股份，所按價格為每股新股0.22港元。有關配售期後於2010年5月31日完成。

緊隨完成以上事項，本公司發行合共1,624,000,000股普通股，代價為338,052,000港元，其中16,240,000港元及321,812,000港元分別計入股本及股份溢價賬。

- (iv) 截至2010年6月30日止六個月，購股權已獲行使以認購本公司442,510,000股(2009年：86,800,000股)普通股，代價為57,718,250港元(2009年：6,678,000港元)，其中4,425,100港元(2009年：868,000港元)計入股本，餘下53,293,150港元(2009年：5,810,000港元)計入股份溢價賬。
- (v) 截至2010年6月30日止六個月，認股權證已獲行使以認購本公司21,000,000股普通股，代價為4,620,000港元，其中210,000港元計入股本，餘下4,410,000港元計入股份溢價賬。

20. WARRANTS

- (i) On 20 April 2010, the Company entered into the Warrants Subscription Agreements pursuant to which the subscribers had agreed to subscribe for and the Company had agreed to issue a total of 500,000,000 warrants. The issue price per warrant is HK\$0.01 and the subscription price is HK\$0.22 per warrant share. The subscriptions were subsequently completed on 7 June 2010.
- (ii) On 21 April 2010, the Company entered into the Warrants Placing Agreement with the placing agent for the placing of up to a total of 100,000,000 warrants to the places at the issue price of HK\$0.01 per warrant and the subscription price is HK\$0.22 per warrant share. The warrants placing was subsequently completed on 7 June 2010.

Upon completion of the above exercises, a total of 600,000,000 warrants were issued, the net proceeds of which were approximately HK\$5,825,000.

21. COMMITMENTS

As at 30 June 2010, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within 1 year	1年內
After 1 year but within 5 years	1年後但5年內

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to two years without an extension option. None of the leases includes contingent rentals.

20. 認股權證

- (i) 於2010年4月20日，本公司訂立權證認購協議，據此認購人同意認購，而本公司同意發行合共500,000,000股權證，權證發行價每份權證0.01港元及認購價每股權證股份0.22港元。有關認購期後於2010年6月7日完成。
- (ii) 於2010年4月21日，本公司與配售代理訂立權證配售協議，按權證發行價每份權證0.01港元及認購價每股權證股份0.22港元向承配人配售合共100,000,000份權證。有關配售期後於2010年6月7日完成。

緊隨完成以上事項，合共發行600,000,000股認股權證，其中所得款淨額約為5,825,000港元。

21. 承擔

於2010年6月30日，不可撤銷經營租賃之日後應付之最低租賃款項總額如下：

	30.06.2010 HK\$'000 千港元	31.12.2009 HK\$'000 千港元
Within 1 year	1,656	1,656
After 1 year but within 5 years	832	1,656
	2,488	3,312

本集團為根據經營租賃租用多項物業之承租人。一般而言，該等租賃之初步期間介乎1至2年，並無續租選擇權。所有租賃概無包括或有租金。

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong Dollars)

22. MATERIAL RELATED PARTY TRANSACTIONS

a) Amount due from non-controlling equity holder of a subsidiary

The amount due from non-controlling equity holder of a subsidiary is disclosed in the note 15 to the financial statements.

b) Amount due to a shareholder

The amount due to a shareholder of the Group is disclosed in the note 17 to the financial statements.

c) Key management personnel remuneration

Details of remuneration paid to key management personnel including the directors of the Company are as follows:

財務報表附註

(以港元計算)

22. 重大關連人士交易

a) 應收一家附屬公司少數股權持有人款項

應收一家附屬公司少數股權持有人款項於財務報表附註15中披露。

b) 應付股東款項

應付股東款項於財務報表附註17中披露。

c) 主要管理人員酬金

已付主要管理人員(包括本公司董事)酬金詳情如下：

		Six months ended 30 June	
		截至6月30日止六個月	
		2010	2009
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits including the contribution to defined contribution retirement plan	薪金及其他福利，包括定額供款退休計劃之供款	2,116	2,392

23. CONTINGENT LIABILITIES

The Group has oil exploitation operation in the United States. The United States has adopted environmental laws and regulations that affect the operation of the oil industry. The outcome of environmental liabilities under proposed or future environmental legislation cannot reasonably be estimated at present, and could be material. Under existing legislation, however, management believes that there are no probable liabilities that will have a material adverse effect on the financial position of the Group.

23. 或有負債

本集團於美國經營油氣開採業務。美國已實行環保法律及法規，該等法律及法規影響到石油工業之經營。建議中或未來之環保立法所引致之有關環保之負債目前尚無法合理地估計，但可能會產生重大影響。然而，根據現有立法，管理層認為，並不存在任何可能對本集團財務狀況產生重大負面影響之負債。

24. SUBSEQUENT EVENTS

- a) On 3 July 2010, the Company entered into the Placing Agreement with the placing agent, pursuant to which the placing agent agreed amongst other things to procure, on a best efforts basis, placeses to subscribe in cash for up to 4,415,000,000 new shares of the Company at a minimum possible placing price of HK\$0.53 per new share under special mandate. The proposed resolution in relation to the above placing of new shares under special mandate was duly passed by the shareholders of the Company at the special general meeting held on 16 August 2010.
- b) On 3 July 2010, the Company proposed an increase in authorised share capital from HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each to HK\$250,000,000 divided into 25,000,000,000 shares of HK\$0.01 each by the creation of 15,000,000,000 shares of HK\$0.01 each. The proposed resolution in relation to the increase in authorised share capital was duly passed by the shareholders of the Company at the special general meeting held on 16 August 2010.
- c) On 13 July 2010, the Company entered into a binding head of agreement with an independent third party, followed by the formal Acquisition Agreement on 16 July 2010, in relation to an interest in the joint exploration, development and production of a coalbed methane field in the PRC through the acquisition of shares at the consideration of HK\$2.34 billion. The acquisition constituted a major transaction under the Listing Rules and details of the transaction were disclosed in the Company's announcement dated 20 July 2010.

25. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation.

24. 期後事項

- a) 於2010年7月3日，本公司與配售代理訂立配售協議，據此配售代理同意(其中包括)盡力促使承配人根據特別授權以不低於每股配售股份0.53港元現金認購最多4,415,000,000股公司新股。有關以上根據特別授權配售新股之決議案於2010年8月16日舉行之股東特別大會獲本公司股東正式通過批准。
- b) 於2010年7月3日，本公司建議透過增加15,000,000,000股每股面值0.01港元的法定股本，將法定股本由100,000,000港元(分為10,000,000,000股每股面值0.01港元的股份)增至250,000,000港元(分為25,000,000,000股每股面值0.01港元的股份)。有關增加法定股本之決議案於2010年8月16日舉行之股東特別大會獲本公司股東正式通過批准。
- c) 本公司與獨立第三方於2010年7月13日訂立一份具約束力的框架協議，其後於2010年7月16日訂立正式收購協議，以23.4億港元代價，收購涉及共同在中國煤層甲烷田勘探、開採及生產活動中的利益分成。根據上市規則，有關收購涉及主要交易並已於2010年7月20日之本公司通告中披露交易詳情。

25. 比較數字

若干比較數字已重新分類以符合當期之呈報方式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the six months ended 30 June 2010, Sino Oil and Gas Holdings Limited (the “Company”) and its subsidiaries (collectively known as the “Group”) recorded a slight increase of turnover to HK\$9.8 million (2009: HK\$9.5 million) and a loss from operations of HK\$33.1 million (2009: Profit of HK\$0.3 million).

Nevertheless, the board of the Company (the “Board”) is delighted to announce a series of exciting events which took place in the first half of 2010. These events have not only brought positive momentum to the ongoing development, but also helped to shape the Group’s long-term future.

In June 2010, the Company successfully completed the placing of a total of 1,624 million shares and 600 million warrants, the net proceeds of which amount to approximately HK\$343 million. The exercise has not only strengthened the cash flow position of the Group, but will also enable the Company to take advantage of new attractive oil and gas investment opportunities that may arise.

In July 2010, the Company entered into an acquisition agreement for a 70% interest in respect of a joint development and production project of coalbed methane (“CBM”). The CBM fields, located in the Sanjiao Block in Shanxi and Shaanxi Provinces in the PRC, are verified to have oil and gas in place exceeding 1,300 billion cubic feet. This investment will form a strong addition to, and complements our existing portfolio of oil blocks in the PRC and the United States.

Further in the same month, the Company entered into a legally non-binding memorandum of understanding for the acquisition of a 90% interest in a production sharing contract in a producing oil field located in Jinzhuang District, Ganquan County in Shaanxi Province in the PRC. As indicated in a preliminary geological report, the gross reserves in Jinzhuang Oilfield would not be less than 25 million tonnes. Subject to the satisfactory result of further technical due diligence, the Company will enter into a formal sales and purchase agreement in respect of this project.

業務回顧

截至2010年6月30日為止，中國油氣控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）的營業額錄得較微增長至9,800,000港元（2009年：9,500,000港元），同期虧損為33,100,000港元（2009年：盈利300,000港元）。

儘管上述情況，本公司董事會（「董事會」）仍欣然宣布在2010年上半年有一連串令人振奮的行動。這些行動不僅為集團的持續發展帶來正面的動力，兼且有助集團勾畫出長遠的定位。

於2010年6月，公司成功配售1,624,000,000股股份及600,000,000份認股權證，淨集資額約為343,000,000港元。此配售行動不僅增強集團的現金流能力，並且令公司可充分把握隨時出現的油氣投資機遇。

於2010年7月，本公司簽訂收購合同，購入有關一合作開發及生產煤層氣項目的70%權益。該煤層氣區塊位於中國山西及陝西省三交區域，且經核實的總資源量超過13,000億立方英尺。此投資將為本集團目前在中國及美國所擁有區塊組合外，一個強大的亮點。

而於同一月份，公司簽訂一份無法律約束力的諒解備忘錄，以購入一營運中油田的生產分成合同之90%權益，而該油田乃位於中國陝西省甘泉縣金莊區域。按初步地質報告顯示，金莊油田總儲量約不少於2,500萬噸，若進一步的儲量調查獲得滿意結果，公司便會對此項目簽訂正式買賣合同。

Oil and Gas Exploitation

China

Both of our oil blocks in the PRC, namely Liuluoyu and Yanjiawan, are located in Erdos Basin, Shaanxi Province. These are producing oil fields with about 155 wells yielding a stable production of approximately 4,300 barrels per month. In addition to the existing oil wells, our technical team is working on gas exploration on the blocks. In view of the geological formation of the blocks and successful gas production in adjacent fields in Erdos Basin, we are cautiously optimistic of the potential of discovering sizable gas reserves in the same area.

The United States

The Group is currently operating two oil blocks in the United States, namely, Grassy Trails and Squaw Canyon.

Grassy Trails oil field is located in Utah, with gross reserves of crude oil of about 1.8 million barrels. During the period, certain large scale re-work and environment protection projects were ongoing on various wells, causing a temporarily suspension of production during the period. Production is expected to be resumed in the fourth quarter of this year.

The Group holds the Squaw Canyon oil field through a joint venture company. This oil field is located in the Four Corners area of Colorado, New Mexico, Utah and Arizona, with gross reserves of crude oil of approximately 700,000 barrels. During the period, the oil field was operated efficiently and generated a steady income stream for the Group.

FINANCIAL REVIEW

Result for the Period

HK\$' 000

千港元

Turnover – Oil and gas exploitation

(Loss)/Profit for the period

營業額—油氣開採

期間(虧損)/盈利

Six months ended
30 June 2010
截至2010年
6月30日止六個月

9,779

(33,122)

Six months ended
30 June 2009
截至2009年
6月30日止六個月

9,552

277

油氣開採

中國

本集團於中國的兩石油區塊，分別為柳洛峪及閻家灣油田，均是位於陝西省的鄂爾多斯盆地。此乃生產中的油田，現時有約155口油井，而每月穩定產油逾4,300桶。除現有油井外，我們的技術隊伍正在此等區塊進行天然氣勘探工作。鑒於此等區塊的地質構造及周邊同樣位於鄂爾多斯盆地的生產中天然氣區塊，我們對在此區域能發現大規模天然氣的可能性保持審慎樂觀。

美國

本集團目前於美國營運兩油田區塊，分別為草徑及史科峽谷油田。

草徑油田位於猶他州，石油儲量約為180萬桶。但於期內，由於對區塊內各油井進行較大規模維修及環境保護工程，故造成該區塊暫時性的停產，而有關石油生產可望於本年第四季度恢復。

史科峽谷油田乃本集團通過一家合營公司持有，這是位於科羅拉多州、新墨西哥州、猶他州和亞利桑那州四州鄰接區域的一個油田，而石油儲量約70萬桶。於期內，這油田有效地運作並為本集團帶來穩定收入。

財務回顧

中期業績

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

For the six months ended 30 June 2010, the performance of Group was far from satisfactory. Without taking into account of the equity settled share-based payment expenses of HK\$19.2 million, a loss of HK\$13.9 million was incurred. Oil and gas production activities during the first half of 2010 have been slow. However, with a much strengthened cash position, we believe there will be plenty of room for improvement in the development and production in the Group's existing oil and gas fields, in particular those in China.

Liquidity, Financial Resources and Capital Structure

As at 30 June 2010, the net assets of the Group were HK\$539 million (31 December 2009: HK\$148 million) while its total assets were HK\$603 million (31 December 2009: HK\$246 million). As at 30 June 2010 and 31 December 2009, the Group's gross borrowings (excluding borrowing from a shareholder) net of cash and bank balances was nil and the gearing ratio based on total assets was 0% accordingly. The current ratio as at 30 June 2010 was 7.2 (31 December 2009: 0.8). In terms of the gearing ratio and current ratio, the financial position of the Group as at 30 June 2010 has been significantly strengthened comparing with that of the last period. In April and June 2010, the Company successfully placed a total of 1,624 million shares and 600 million warrants, the net proceeds of which amounts to approximately HK\$343 million. The proceeds are used as general working capital, for possible oil and gas investment opportunities and further development of existing oil and exploitation projects in China. The Group's business is capital intensive and capital investment requirements are subject to changes in operations, market and regulatory environments. However, with strong financial resources, the Board is confident that the Group will be able to take advantage of new attractive oil and gas investment opportunities that may arise.

Foreign Exchange Fluctuation

The Group is exposed to currency risk primarily through sales and purchase transactions and recognized assets and liabilities that are denominated in a currency other than the functional currency of the operations to which they relate. At 30 June 2010, no related hedges were made by the Group. In respect of trade and other receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

截至2010年6月30日止6個月，本集團表現強差人意，剔除股本結算以股份支付的支出19,200,000港元外，期內虧損為13,900,000港元。雖於2010年上半年之油氣生產放緩，然而在具備強健現金流的支持下，我們相信集團目前的油氣項目（尤其位於中國的區塊）的開發與產量均有相當的改善空間。

流動資金、財務資源及資本結構

於2010年6月30日，本集團的資產淨值為539,000,000港元（2009年12月31日：148,000,000港元），而本集團的總資產值為603,000,000港元（2009年12月31日：246,000,000港元）。於2010年6月30日和2009年12月31日，本集團的總對外借貸扣除現金及銀行結餘為零，因此負債比例按資產總值計算為0%。截至2010年6月30日的流動比率為7.2（2009年12月31日：0.8）。就負債比率及流動比率而言，於2010年6月30日本集團的財務狀況比去年同期大幅增強。於2010年4月及6月，本公司成功配售1,624,000,000股股份及600,000,000份認股權證，集資淨額約為343,000,000港元，集資款項用作一般營運資金，物色潛在油氣投資機遇及進一步發展現有的中國油氣開採項目。雖然本集團的業務為資本密集，而資本投資的需求須受經營、市場及監管環境所限，但藉強健的財政狀況，董事會具信心集團足以把握可能出現的優質油氣資源的投資商機。

外匯波動

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之買賣交易及已確認資產及負債。於2010年6月30日，本集團並無作出相關對沖。就以有關業務之功能貨幣以外之貨幣持有之應收款項及應付款項，本集團在必要時按即期匯率買賣外匯以解決短期不均衡，以此確保風險處於可接受水平。

OUTLOOK

The Group was renamed “Sino Oil and Gas” in July 2010, signifying our strategic focus on the development of oil and gas businesses in China. Since 2007, the Group has acquired four oil and gas assets in the United States and China, thereby accumulating a degree of industry experience. During this period, the Group has continued to strengthen its management and expert teams, and has actively invited the participation of operators and investors with a strong energy industry background. The Group aims to become one of the leading non-state-owned enterprises listed in Hong Kong with its focus on oil and gas businesses in China.

The Group is actively pursuing business opportunities in respect of CBM exploration in the Erdos Basin between Shanxi and Shaanxi Provinces in China, as a means to mitigate the fluctuations in the price of oil and to expand the Group's revenue base. On 16 July 2010, the Group entered into a sales and purchase agreement pursuant to which the Group will participate in CBM exploration, exploitation and production in the Erdos Basin through the acquisition of Orion Energy International Inc. (“Orion”). In the past, CBM resources have not been utilized during exploitation owing to technical and budgetary limitations. The uncontrolled release of CBM can easily cause explosions and is damaging to the ozone layer. The exploitation of CBM will help fulfill China's requirement for clean energy, while addressing the safety and environmental issues in relation to coalmine exploitation. The central and local governments have introduced incentive policies to encourage the development of CBM extraction. Such policies include subsidies on CBM produced. Orion possesses advanced CBM production technologies and experience. Through a production sharing contract between Orion and the Chinese partner, PetroChina Company Limited, it enjoys exclusive exploitation rights with a term of 30 years to a CBM field in the resource-rich Sanjiao Block, which covers a total of 461.74 square kilometers in the Erdos Basin. It has a 70% interest in the economic benefits of the sharing contract. Total CBM reserves in the Sanjiao Block are estimated by an international oil and gas consultancy to exceed 1.3 trillion cubic feet. The acquisition of Orion is expected to bring significant and stable income for the Group upon its scheduled completion by the second half of this year.

前景

集團於2010年7月更名為「中國油氣」，標誌企業以在中國發展石油及天然氣業務為核心策略。集團自2007年以來，已在美國及中國收購了四項油氣資產，積累了一定的油氣行業營運經驗，期間並持續壯大公司的管理團隊、專家隊伍，並積極引入在能源行業具深厚經驗的經營者及投資者，旨在成為香港上市公司中領先的非國有油氣企業。

為平衡油價波動，拓寬收入基礎，集團亦正積極在中國山西省及陝西省之間的鄂爾多斯盆地開拓煤層氣業務。集團在2010年7月16日簽訂買賣協議，冀通過收購奧瑞安能源國際有限公司（「奧瑞安」），在鄂爾多斯盆地從事煤層甲烷氣勘探、開採及生產業務。過去由於技術和成本限制，煤層氣資源在開採煤礦時沒有得到善用，未被處理的煤層氣容易引發爆炸意外，亦會因向大氣中排放而對大氣臭氧層造成破壞。開採煤層氣既可滿足中國對清潔能源的需求，亦有助解決地區內煤礦開採的安全及環保問題，因此中央以至地區政府已制訂政策，為煤層氣提供補助，鼓勵煤層氣開發。集團計劃收購的奧瑞安在中國煤層氣開發擁有深厚的技術和經驗，在煤層氣儲量豐富的鄂爾多斯盆地三交地區461.74平方公里範圍內享有30年的煤層氣獨家開採權，與中方夥伴中國石油天然氣股份有限公司簽訂生產分成合約，並享有其中70%收益。經國際油氣技術顧問核實，三交地區煤層氣總資源量超過13,000億立方英尺。預計收購奧瑞安之計劃於本年度下半年完成後，可為集團帶來可觀及穩定的收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group continues to expand its oil and gas businesses in the Erdos Basin to complement the CBM project. On 26 July 2010, the Group signed a memorandum of understanding for the acquisition of a 90% economic interest in a production sharing contract for an oil field in Jinzhuang District, Ganquan County, Shaanxi Province. The consideration of the acquisition would not exceed HK\$500 million and the agreement has a period of exclusivity of six months. Jinzhuang Oilfield is close to the Liuluoyu Oilfield (also located in the Erdos Basin) which the Group acquired early last year. According to a preliminary valuation, the project is estimated to have gross reserves of more than 25 million tonnes. Furthermore, the zone is found to be surrounded by tight gas reservoirs. The acquisition will aid our plan to integrate our oil and gas businesses in the area in order to achieve an operational scale with greater efficiency and synergistic benefits.

Looking to the future, the Group will continue to identify high-quality oil and gas acquisition targets in the Erdos Basin, with a view to further enhancing shareholders' investment value. The Board is confident of the Group's future developments, and expects to attain a more efficient operational scale as the various acquisitions are completed. The commencements of the new projects will support the Group's long-term profitability.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2010, the Group employed approximately 80 employees. The remuneration policy of the Group is based on the prevailing remuneration level in the market and the performance of respective companies and individual employees.

除了收購煤層氣項目，集團亦繼續專注在鄂爾多斯盆地拓展油氣業務，在2010年7月26日簽訂諒解備忘錄，可於半年內以不高於五億港元代價收購位於陝西省甘泉縣金庄區一個油田的90%產品分成權益。金庄油田位置與集團去年初收購的柳洛峪油田鄰近，同樣位於鄂爾多斯盆地。按初步估算，石油儲量超過2,500萬噸，同時周邊地區更有致密天然氣氣田的發現。收購有助集團整合在此區域的油氣開採業務，達至更具效益的營運及更佳協同效應。

展望未來，集團將繼續在鄂爾多斯盆地尋求優質的油氣併購項目，以提升股東的投資價值。董事會對集團未來發展抱有信心，在各項併購落實及新項目開展後，將能達至更具效益的營運規模，開創長遠的盈利能力。

僱員及薪酬政策

於2010年6月30日，本集團的僱員約有80人。本集團之薪酬政策主要按現行市場薪酬水平及各有關公司及個別僱員之表現釐訂。

OTHER INFORMATION

其他資料

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2010, the interests of the directors (the "Directors") and chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

Long positions in the shares and underlying shares of the Company

Name of Director 董事姓名	Interests in shares/ underlying shares 於股份及相關股份中權益	Nature of interest 權益性質	Number of shares/ underlying shares held 所持股份／相關股份數目
Kong Siu Tim 江少甜	shares 股份	Beneficial owner 實益擁有人	40,500,000
	share options 購股權	Beneficial owner 實益擁有人	22,000,000
Dai Xiaobing 戴小兵	shares 股份	Beneficial owner 實益擁有人	330,000,000
Wan Tze Fan Terence 溫子勳	shares 股份	Beneficial owner 實益擁有人	30,660,000
	share options 購股權	Beneficial owner 實益擁有人	13,000,000
Ni Zhenwei 倪振偉	share options 購股權	Beneficial owner 實益擁有人	8,000,000
Yip Ching Shan 葉青山	share options 購股權	Beneficial owner 實益擁有人	8,000,000
Wong Kwok Chuen Peter 黃國全	share options 購股權	Beneficial owner 實益擁有人	8,000,000

Notes:

- (1) Particulars of directors' interests in the share options of the Company are set out in the section "Share Option Scheme".
- (2) Mr. Yip Ching Shan resigned as independent non-executive director of the Company on 16 August 2010.

董事於股份及相關股份中權益

於2010年6月30日，本公司董事（「董事」）及行政總裁於本公司或其任何相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份及相關股份中擁有誠如本公司根據證券及期貨條例第352條存置之登記冊所載或根據上市公司董事進行證券交易的標準守則（「標準守則」）而須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益如下：

於本公司股份及相關股份中擁有之好倉

附註：

- (1) 董事於本公司購股權的權益詳情載於「購股權計劃」一節。
- (2) 葉青山先生已於2010年8月16日辭任本公司獨立非執行董事。

OTHER INFORMATION

Save as disclosed above, as at 30 June 2010, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as 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.

SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to an ordinary resolution passed by the shareholders of the Company on 6 March 2002. The Scheme is in full compliance with the relevant requirements of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

As at 30 June 2010, the Directors and employees of the Group had the following personal interests in options to subscribe for shares of the Company granted at nominal consideration under the Scheme. Each option gives the holder the right to subscribe for one share. Details of share options held by the Directors and employees of the Group and movements in such holdings during the period are as follows:

	Number of options 購股權數目				Date of grant (D.M.Y.)	Exercise period (D.M.Y.)	Exercise price per share HK\$
	Outstanding at 1 January 2010	Granted during the period	Exercised during the period	Outstanding at 30 June 2010			
	於2010年 1月1日 尚未行使	於期內授出	於期內行使	於2010年 6月30日 尚未行使	授出日期 (日.月.年)	行使期限 (日.月.年)	每股份 之行使價 港元
Directors:							
董事:							
Kong Siu Tim	5,000,000	-	5,000,000	-	02.11.2005	03.11.2005-02.11.2010	0.035
江少甜	25,000,000	-	25,000,000	-	02.11.2006	02.11.2006-01.11.2011	0.053
	17,000,000	-	-	17,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	9,000,000	-	9,000,000	-	21.08.2008	21.08.2008-05.03.2012	0.180
	5,000,000	-	5,000,000	-	07.11.2008	07.11.2008-05.03.2012	0.060
	-	5,000,000	-	5,000,000	22.04.2010	22.04.2010-05.03.2012	0.390
Wan Tze Fan Terence	3,000,000	-	3,000,000	-	02.11.2005	03.11.2005-02.11.2010	0.035
溫子勳	20,000,000	-	20,000,000	-	02.11.2006	02.11.2006-01.11.2011	0.053
	10,000,000	-	-	10,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
	5,000,000	-	2,000,000	3,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	2,000,000	-	2,000,000	-	07.11.2008	07.11.2008-05.03.2012	0.060

其他資料

除上文所披露者外，於2010年6月30日，概無本公司董事及行政總裁於本公司或其相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之股份、相關股份及債券中擁有根據證券及期貨條例第352條須載錄於登記冊之任何權益或淡倉，或擁有根據標準守則須知會本公司及聯交所之任何權益或淡倉。

購股權計劃

本公司採納的購股權計劃（「計劃」）乃根據於2002年3月6日由本公司股東通過之普通決議案，計劃完全符合聯交所證券上市規則（「上市規則」）第十七章之有關規定。

於2010年6月30日，本集團董事及僱員於根據計劃以名義代價授出可認購本公司股份之購股權中擁有以下之個人權益。每份購股權賦予持有人認購一股股份之權利。本集團董事及僱員於期內所持購股權及其變動詳情載於下表：

SHARE OPTION SCHEME (Continued)
購股權計劃(續)

	Number of options 購股權數目			Outstanding at 30 June 2010	Date of grant (D.M.Y.)	Exercise period (D.M.Y.)	Exercise price per share HK\$
	Outstanding at 1 January 2010	Granted during the period	Exercised during the period				
	於2010年 1月1日 尚未行使	於期內授出	於期內行使	於2010年 6月30日 尚未行使	授出日期 (日.月.年)	行使期限 (日.月.年)	每股股份 之行使價 港元
Directors:							
董事:							
Ni Zhenwei	4,000,000	-	-	4,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
倪振偉	2,000,000	-	-	2,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	-	2,000,000	-	2,000,000	22.04.2010	22.04.2010-05.03.2012	0.390
Yip Ching Shan	4,000,000	-	-	4,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
葉青山	2,000,000	-	-	2,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	-	2,000,000	-	2,000,000	22.04.2010	22.04.2010-05.03.2012	0.390
Wong Kwok Chuen Peter	4,000,000	-	-	4,000,000	22.08.2007	22.08.2007-05.03.2012	0.375
黃國全	2,000,000	-	-	2,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	2,000,000	-	2,000,000	-	07.11.2008	07.11.2008-05.03.2012	0.060
	-	2,000,000	-	2,000,000	22.04.2010	22.04.2010-05.03.2012	0.390
Employees							
僱員	19,000,000	-	19,000,000	-	02.11.2005	03.11.2005-02.11.2010	0.035
	55,000,000	-	55,000,000	-	02.11.2006	02.11.2006-01.11.2011	0.053
	288,250,000	-	172,000,000	116,250,000	26.01.2007	26.02.2007-25.02.2012	0.189
	360,500,000	-	16,310,000	344,190,000	22.08.2007	22.08.2007-05.03.2012	0.375
	32,900,000	-	28,900,000	4,000,000	21.08.2008	21.08.2008-05.03.2012	0.180
	91,300,000	-	77,000,000	14,300,000	07.11.2008	07.11.2008-05.03.2012	0.060
	-	209,000,000	1,300,000	207,700,000	22.04.2010	22.04.2010-05.03.2012	0.390

Note: 220,000,000 options were granted on 22 April 2010. The closing price of the Company's shares immediately before that date was HK\$0.246 per share. During the six months ended 30 June 2010, the weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$0.47 per share.

附註：220,000,000份購股權已於2010年4月22日授出，本公司股份緊接該日之前之收市價為每股0.246港元。截至2010年6月30日止六個月內，本公司股份於緊接行使日期前行使購股權之加權平均收市價為每股0.47港元。

OTHER INFORMATION

其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 30 June 2010, the following persons, not being a Director or chief executive of the Company, had an interest in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, the details of which are set out below:

Long position in the shares and underlying shares of the Company

Name of shareholder	Nature of interest	Number of shares held	Number of underlying shares held	Total number of shares and underlying shares held
股東名稱	權益性質	所持股份數目	所持相關股份數目	所持股份及相關股份總數
Hong Chang China Limited (Note 1) 鴻昌中國有限公司(附註1)	Beneficial owner 實益擁有人	792,795,650	–	792,795,650
Hong Chang Group Limited (Note 1 and 2) 鴻昌集團有限公司 (附註1及2)	Beneficial owner 實益擁有人	–	54,347,826	54,347,826
	Interest of controlled corporation 受控制公司的權益	792,795,650	–	792,795,650
Xing Xiao Jing (Note 1 and 2) 邢曉晶(附註1及2)	Beneficial owner 實益擁有人	41,000,000	–	41,000,000
	Interest of controlled corporation 受控制公司的權益	792,795,650	54,347,826	847,143,476
Chang Yim Yang 張賢陽	Beneficial owner 實益擁有人	400,000,000	–	400,000,000
Chen Hua 陳華	Beneficial owner 實益擁有人	390,000,000	–	390,000,000

Notes:

- 792,795,650 shares are owned by Hong Chang China Limited, a company wholly owned by Hong Chang Group Limited which in turn is wholly and beneficially owned by Ms. Xing Xiao Jing.

主要股東之權益

於2010年6月30日，根據證券及期貨條例第336條存置之登記冊所載錄，以下人士（並非本公司董事或行政總裁）於本公司之股份及相關股份中擁有權益如下：

於本公司股份及相關股份中擁有之好倉

Name of shareholder	Nature of interest	Number of shares held	Number of underlying shares held	Total number of shares and underlying shares held
股東名稱	權益性質	所持股份數目	所持相關股份數目	所持股份及相關股份總數
Hong Chang China Limited (Note 1) 鴻昌中國有限公司(附註1)	Beneficial owner 實益擁有人	792,795,650	–	792,795,650
Hong Chang Group Limited (Note 1 and 2) 鴻昌集團有限公司 (附註1及2)	Beneficial owner 實益擁有人	–	54,347,826	54,347,826
	Interest of controlled corporation 受控制公司的權益	792,795,650	–	792,795,650
Xing Xiao Jing (Note 1 and 2) 邢曉晶(附註1及2)	Beneficial owner 實益擁有人	41,000,000	–	41,000,000
	Interest of controlled corporation 受控制公司的權益	792,795,650	54,347,826	847,143,476
Chang Yim Yang 張賢陽	Beneficial owner 實益擁有人	400,000,000	–	400,000,000
Chen Hua 陳華	Beneficial owner 實益擁有人	390,000,000	–	390,000,000

附註：

- 792,795,650股股份乃由鴻昌中國有限公司擁有。鴻昌中國有限公司由鴻昌集團有限公司全資擁有，而後者則由邢曉晶女士全資及實益擁有。

2. On 30 April 2009, the Company and Hong Chang Group Limited entered into a subscription agreement in respect of the issue by the Company to Hong Chang Group Limited convertible note (the "Convertible Note") in the principal amount of HK\$25,000,000 due in 2013 carrying an interest of 2% per annum with right to convert the Convertible Note into shares of the Company at a conversion price of HK\$0.46 per share. Based on the conversion price, a maximum number of 54,347,826 shares might be allotted and issued upon exercise of the conversion rights attached to the Convertible Note in full. The issue of Convertible Note was subsequently approved by the shareholders and then completed in July 2009. The Convertible Note gave rise to an interest in 54,347,826 underlying shares of the Company of each of Hong Chang Group Limited and Ms. Xing Xiao Jing. Subsequent to the end of the period under review, the Convertible Note were redeemed on 31 July 2010.

Saved as disclosed above in this section, as at 30 June 2010, the Company has not been notified of any other persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The Audit Committee, which comprises all Independent Non-executive Directors, has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited interim financial statements of the Company.

2. 於2009年4月30日，本公司與鴻昌集團有限公司就本公司發行予鴻昌集團有限公司本金額為25,000,000港元並於2013年到期、年利率2%及有權以換股價每股0.46港元將可換股票據兌換為本公司股份之可換股票據（「可換股票據」）訂立認購協議。根據換股價每股0.46港元，於悉數行使可換股票據所附之兌換權後將予配發及發行最多54,347,826股股份。發行可換股票據已獲股東批准並於2009年7月完成，鴻昌集團有限公司和邢曉晶女士根據可換股票據各自擁有本公司54,347,826股相關股份權益。在此中期報告後，於2010年7月31日，可換股票據已獲贖回。

除上文所披露者外，於2010年6月30日，本公司並無接獲任何其他人士（不包括本公司之董事或行政總裁）通知指彼等擁有根據證券及期貨條例第336條須記錄於登記冊的本公司股份及相關股份的任何權益及淡倉。

購買、贖回或出售上市證券

於截至2010年6月30日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會

由全體獨立非執行董事組成的審核委員會與管理層已檢討本集團採納的會計原則及常規，並已商討有關審核、內部監控及財務申報的事宜，包括審閱本公司之未經審核中期財務報表。

OTHER INFORMATION

CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices (the “Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the six months ended 30 June 2010 except for Code Provisions A.2.1 and A.4.1. Code Provision A.4.1 requires that non-executive directors should be appointed for a specific term and subject to re-election. None of the existing non-executive Directors (including independent non-executive Directors) of the Company is appointed for a specific term. However, as all of them are subject to the retirement provisions of the Bye-laws of the Company, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code. The deviation from Code Provision A.2.1 is detailed in the section headed “Chairman and Chief Executive Officer” of the Corporate Governance Report set out in the 2009 Annual Report of the Company.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code (the “Model Code”) for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the Company’s code of conduct and rules governing dealing by all directors in the securities of the Company.

All directors have complied with the required standard regarding directors’ securities dealings set out in the Model Code during the six months ended 30 June 2010.

By Order of the Board

Kong Siu Tim

Chairman

Hong Kong, 23 August 2010

其他資料

企業管治

本公司於截至2010年6月30日止六個月期間一直遵守聯交所證券上市規則(「上市規則」)附錄十四所載的企業管治常規守則(「管治守則」)之規定，惟管治守則條文第A.2.1條及A.4.1條除外，管治守則條文第A.4.1條規定非執行董事應有特定任期，並須予重選。本公司現時的非執行董事(包括獨立非執行董事)並無特定任期。然而，由於所有該等人士均須遵守本公司細則的退任條文，故本公司認為已採取足夠措施，確保本公司的企業管治常規不會較管治守則寬鬆。就管治守則條文第A.2.1條之有關詳情載於本公司2009年年報企業管治報告中「主席及行政總裁」一節。

董事進行證券交易的標準守則

本公司採納聯交所上市規則附錄十所載的上市公司董事進行證券交易的標準守則(「標準守則」)，作為本公司的操守準則及所有董事買賣本公司證券規則。

截至2010年6月30日止六個月，全體董事均已遵守標準守則所載有關董事買賣證券所規定的準則。

承董事會命

主席

江少甜

香港，2010年8月23日



Sino Oil and Gas Holdings Limited
中國油氣控股有限公司