



CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED
中國能源開發控股有限公司*

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 00228



Annual Report 2011 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhao Guoqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Huang Changbi
Mr. Liu Baohe
Mr. Zhang Zhenming
Mr. Chan Shi Yung (*resigned on 1 May 2011*)

Independent Non-executive Directors

Mr. Fu Dali (*appointed on 28 July 2011*)
Mr. Fu Wing Kwok, Ewing
Mr. Sun Xiaoli (*appointed on 1 July 2011*)
Mr. Yin Guohui (*resigned on 1 July 2011*)
Ms. Zhang Wei (*resigned on 28 July 2011*)

COMPANY SECRETARY

Mr. Ho Ka Yiu Simon (*appointed on 1 May 2011*)
Mr. Wong Siu Keung, Joe (*resigned on 1 May 2011*)

COMPANY'S WEBSITE

<http://www.cnenergy.com.hk>

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 5611-12, 56th Floor
The Center
99 Queen's Road Central
Central
Hong Kong

董事會

執行董事

趙國強先生 (*行政總裁*)
崔光球先生
黃昌碧先生
劉寶和先生
張振明先生
陳樹鎔先生 (*於二零一一年五月一日辭任*)

獨立非執行董事

付大利先生 (*於二零一一年七月二十八日獲委任*)
傅榮國先生
孫曉麗先生 (*於二零一一年七月一日獲委任*)
殷國輝先生 (*於二零一一年七月一日辭任*)
張偉女士 (*於二零一一年七月二十八日辭任*)

公司秘書

何嘉耀先生 (*於二零一一年五月一日獲委任*)
黃兆強先生 (*於二零一一年五月一日辭任*)

公司網址

<http://www.cnenergy.com.hk>

註冊辦事處

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

總辦事處及主要營業地點

香港
中環
皇后大道中99號
中環中心
56樓5611-12室

CORPORATE INFORMATION

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
Grand Cayman KY1-1107
Cayman Islands

股份過戶登記總處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
Grand Cayman KY1-1107
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心
26樓

LEGAL ADVISERS TO THE COMPANY

As to Hong Kong law
Robertsons

本公司之法律顧問

有關香港法律
羅拔臣律師事務所

As to Cayman Islands law
Conyers Dill & Pearman, Cayman

有關開曼群島法律
Conyers Dill & Pearman, Cayman

AUDITOR

BDO Limited

核數師

香港立信德豪會計師事務所有限公司

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司

CHIEF EXECUTIVE OFFICER'S STATEMENT

行政總裁報告

To Shareholders:

On behalf of the Board of Directors (the “**Board**”), I hereby present the results of China Energy Development Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2011.

BUSINESS REVIEW

For the year ended 31 December 2011, the Group recorded a turnover of the sale of food and beverages business of approximately HK\$73,876,000 (2010: HK\$85,376,000), representing a decrease of 13% as compared to corresponding period in 2010. The significant decline in turnover was because the Group disposed a Chinese restaurant in September 2010 and only one Chinese restaurant operating in the Group.

During the year, the Group has successfully completed the acquisition (the “**Acquisition**”) of the Totalbuild Investments Group (Hong Kong) Limited and its subsidiaries (the “**Totalbuild Investments Group**”) which has entered into petroleum contract with China National Petroleum Corporation (“**CNPC**”) for the drilling, exploration, exploitation and production of oil and/or natural gas within the specified site located in North Kashi Block, Tarim Basin, Xinjiang, People's Republic of China (“**PRC**”). The term of the Petroleum Contract is for a term of 30 years commencing 1 June 2009. The results of the Group during the period have included operating costs relating to the petroleum operation from the date of completion of Acquisition to 31 December 2011. The results of operations in exploration and production segment and costs incurred for exploration and evaluation assets acquisition and exploration activities are shown as below:

致各位股東：

本人謹代表董事會（「**董事會**」）提呈中國能源開發控股有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）截至二零一一年十二月三十一日止年度之業績。

業務回顧

截至二零一一年十二月三十一日止年度，本集團錄得食品及飲料銷售業務之營業額約73,876,000港元（二零一零年：85,376,000港元），較二零一零年同期減少13%。營業額顯著減少主要由於本集團在二零一零年九月出售一間中式酒樓，而本集團目前僅經營一間中式酒樓。

年內，本集團成功完成收購共創投資集團（香港）有限公司及其附屬公司（「**共創投資集團**」）（「**收購**」），其與中國石油天然氣集團公司（「**中國石油集團**」）訂立了石油合約，以於中華人民共和國（「**中國**」）新疆塔里木盆地喀什北區塊之指定地盤鑽探、勘探、開發及生產石油及／或天然氣。石油合約年期自二零零九年六月一日起，為期30年。於該期間，本集團業績包括了完成收購日期至二零一一年十二月三十一日之石油業務有關的營運成本。勘探及生產分部之經營業績及就勘探及評估資產，收購及勘探活動產生之成本載列如下：

CHIEF EXECUTIVE OFFICER'S STATEMENT

行政總裁報告

(a) Results of operations in exploration and production segment

(a) 勘探及生產分部經營業績

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Net sales to customers	客戶淨銷售額	—	—
Other income	其他收入	343	—
Operating expenses	經營開支	(32,768)	—
Depreciation	折舊	(965)	—
Result of operations before income tax expenses	除所得稅開支前經營業績	(33,390)	—

(b) Costs incurred for exploration and evaluation assets acquisition and exploration activities

(b) 於收購勘探及評估資產及勘探活動所產生之成本

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Acquisition costs	收購成本	559,607	—
Exploration cost incurred during the year	年內產生之勘探成本	38,747	—
		598,354	—

Since the Group is still negotiating with CNPC regarding the pricing and percentage of revenue sharing on the natural gas and the operations to those gas wells. No turnover was recognized in relation to the exploration and production of natural gas.

由於本集團仍在就天然氣及該等氣井之運作之價格及收益分佔百分比與中國石油集團磋商，故並無天然氣勘探及生產之有關營業額獲確認。

During the year, the sales of food and beverages business recorded a loss which was mainly due to the loss incurred by operating a Chinese restaurant. The Chinese restaurant operating in Hong Kong has been facing the high rent costs and high inflation, together with the persistence increase in raw materials and labour costs pose challenges to the Group.

年內，銷售食品及飲料業務錄得虧損，主要由於經營中式酒樓產生之虧損。位於香港的中式酒樓業務一直面對高昂租金成本及高通漲，連同原材料及員工成本持續上升，成為本集團的挑戰。

CHIEF EXECUTIVE OFFICER'S STATEMENT

行政總裁報告

On 28 December 2011, the Company announced that the Group entered into an agreement with Speedy Fortune Limited to dispose Ocean Grace Investment Limited (“OGIL”), which is principally engaged in operating a restaurant in Hong Kong. Having considered the uncertain market environment in the Chinese restaurant in Hong Kong, the Board considers that the disposal would provide a good opportunity to exit the Chinese restaurant market in Hong Kong and the Group can reallocate its resource to the other investment opportunities.

After completion of the disposal, the Group will continue to operate the sales of food and beverages business. The Company expects that it can still generate stable revenue in the foreseeable future. Details of information were set out in the Company's announcement dated on 28 December 2011.

PROSPECTS AND STRATEGY

Following the completion of the Acquisition, the management believes that the Acquisition will help making the stronger company and creating value for our shareholders.

APPRECIATION

Looking forward, we will continue our proven strategy of fostering opportunity for sustainable growth with the aim of enhancing return for our shareholder. Finally, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to a team of devoted staff for their outstanding service and to our shareholders for your continued support.

Zhao Guoqiang

Chief Executive Officer

Hong Kong, 27 March 2012

於二零一一年十二月二十八日，本公司宣佈，本集團與成捷有限公司訂立協議出售泓洋投資有限公司（「泓洋投資」），該公司主要從事於香港經營酒樓。經考慮香港中式酒樓之不明確市況後，董事會認為出售事項提供一個良好機會撤離香港中式酒樓市場及本集團可重新分配其資源至其他投資機遇。

於完成出售事項後，本集團將繼續經營出售食品及飲料業務。本公司預期仍可於可見未來產生穩定收入。詳細資料載於日期為二零一一年十二月二十八日之本公司公佈內。

前景及策略

於完成收購事項後，管理層相信收購事項將有助本公司壯大及為股東創造價值。

致謝

展望未來，本集團將繼續施行能促進可持續發展業務機會之策略，務求提升股東之回報。最後，本人謹此代表董事會，對熱誠投入為本集團服務之出色員工及股東之不斷支持致以衷心感謝。

趙國強

行政總裁

香港，二零一二年三月二十七日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS

For the year ended 31 December 2011, the Group recorded a turnover of the sale of food and beverages business of approximately HK\$73,876,000 (2010: HK\$85,376,000), representing a decrease of 13% as compared to corresponding period in 2010. The significant decline in turnover was because the Group disposed a Chinese restaurant in September 2010 and only one Chinese restaurant operating in the Group.

The Group recorded a loss for the year attributable to the owners of the Company of approximately HK\$122,836,000 compared to a loss of approximately HK\$50,987,000 to the corresponding period in 2010. The loss was mainly attributable to the impairment loss of HK\$66,310,000 to the deposits, other receivables and loan receivables. Loss per share attributable to the owners of the Company was 1.80 HK cents (2010: 1.20 HK cents).

BUSINESS REVIEW

During the year, the Group has successfully completed the Acquisition of the Totalbuild Investments Group which has entered into petroleum contract with CNPC for the drilling, exploration, exploitation and production of oil and/or natural gas within the specified site located in North Kashi Block, Tarim Basin, Xinjiang, PRC. The term of the Petroleum Contract is for a term of 30 years commencing 1 June 2009. The results of the Group during the period have included operating costs relating to the petroleum operation from the date of completion of Acquisition to 31 December 2011.

經營業績

截至二零一一年十二月三十一日止年度，本集團錄得食品及飲料銷售業務之營業額約73,876,000港元(二零一零年：85,376,000港元)，較二零一零年同期減少13%。營業額顯著減少主要由於本集團在二零一零年九月出售一間中式酒樓，而本集團目前僅經營一間中式酒樓。

本年度本集團錄得本公司擁有人應佔虧損約為122,836,000港元，而二零一零年同期則為虧損約50,987,000港元，虧損主要來自按金、其他應收款項及應收貸款之減值虧損66,310,000港元。本公司擁有人應佔每股虧損為1.80港仙(二零一零年：1.20港仙)。

業務回顧

年內，本集團成功完成收購共創投資集團，其與中國石油天然氣集團訂立了石油合約，以於中國新疆塔里木盆地喀什北區塊之指定地盤鑽探、勘探、開發及生產石油及／或天然氣。石油合約年期自二零零九年六月一日起，為期30年。於該期間，本集團業績包括了完成收購日期至二零一一年十二月三十一日之石油業務有關的營運成本。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2011, the acquired oil/gas field has approximately estimated contingent resources of 47.4 million barrels oil and 12,086 million m³ natural gas (based on Group's share of participated interests). These contingent resources are quantities of oil and gas estimated, to be potentially recoverable from known accumulations by application of development projects, but which are not currently considered to be commercially recoverable due to one or more contingencies. The risks associated with these contingent resources included, (i) no definitive gas sales agreement nor accurate information on likely future sales prices; (ii) the future overall development program is still to be developed and approved and; (iii) the field is situated in a remote location. The Group will continue to negotiate with CNPC in relation to the sales agreement and develop the overall development program in coming years.

Since the Group is still negotiating with CNPC regarding the pricing and percentage of revenue sharing on the natural gas and the operations to those gas wells. No turnover was recognized in relation to the exploration and production of natural gas, and no development or production activities were carried out during the year.

During the year, the sales of food and beverages business recorded a loss which was mainly due to the loss incurred by operating a Chinese restaurant. The Chinese restaurant operating in Hong Kong has been facing the high rent costs and high inflation, together with the persistence increase in raw materials and labour costs pose challenges to the Group.

On 28 December 2011, the Company announced that the Group entered into an agreement with Speedy Fortune Limited to dispose OGIL, which is principally engaged in operating a restaurant in Hong Kong. Having considered the uncertain market environment in the Chinese restaurant in Hong Kong, the Board considers that the disposal would provide a good opportunity to exit the Chinese restaurant market in Hong Kong and the Group can reallocate its resource to the other investment opportunities.

於二零一一年十二月三十一日，已收購油氣田蘊藏的概約估計後備資源，包含 47,400,000 桶石油及 12,086 百萬立方米天然氣（根據本集團分攤的參與權益計算）。該等後備資源為估計石油及天然氣數量，可藉著執行發展計劃，而可能從已知蓄積開採獲得，然而目前由於一項或以上之或然因素，而不認為可進行商業性開採。有關該等或然因素之風險包括：(i) 缺乏確定的氣體銷售協議或有關日後可能售價的準確資料；(ii) 日後整體發展計劃仍有待制定及批准；及(iii) 油氣田位於偏遠地區。本集團將於來年繼續與中石油集團就銷售協議磋商，並制定整體開發計劃。

由於本集團仍在就天然氣及該等氣井之運作之價格及收益分佔百分比與中國石油集團磋商，故年內並無天然氣勘探及生產之有關營業額獲確認，也沒有進行發展或生產活動。

年內，銷售食品及飲料業務錄得虧損，主要由於經營中式酒樓產生之虧損。位於香港的中式酒樓業務一直面對高昂租金成本及高通漲，連同原材料及員工成本持續上升，成為本集團的挑戰。

於二零一一年十二月二十八日，本公司宣佈，本集團與成捷有限公司訂立協議出售泓洋投資，該公司主要從事於香港經營酒樓。經考慮香港中式酒樓之不明確市況後，董事會認為出售事項提供一個良好機會撤離香港中式酒樓市場及本集團可重新分配其資源至其他投資機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

After completion of the disposal, the Group will continue to operate the sales of food and beverages business. The Company expects that it can still generate stable revenue in the foreseeable future. Details of information were set out in the Company's announcement dated on 28 December 2011.

FINANCIAL REVIEW

Liquidity, Financial Resources and Capital Structure

As at 31 December 2011, the Group had no outstanding interest-bearing borrowings (2010: Nil). The cash and cash equivalents of the Group were approximately HK\$378,011,000 (2010: HK\$4,674,000).

As at 31 December 2011, the Group's current ratio (current assets to current liabilities) was approximately 1.0 (2010: 2.9). The ratio of total liabilities to total assets of the Group was 14.9% (2010: 5.4%).

During the year, convertible notes of the principal amount of HK\$599,330,000 were converted at an exercise price of HK\$0.168 resulted in the issuance of additional 3,567,440,000 ordinary shares of the Company.

As at 31 December 2011, the Company has outstanding convertible notes in the principal amount of HK\$1,958,670,000, including principal amount of HK\$1,279,000,000 held under escrow arrangement, due in 2041 not carrying any interest with right to convert the convertible notes into ordinary shares of the Company. A maximum number of 11,658,750,000 shares may be allotted and issued upon exercise of the conversion rights attached to the convertible notes in full.

於完成出售事項後，本集團將繼續經營出售食品及飲料業務。本公司預期仍可於可見未來產生穩定收入。詳細資料載於日期為二零一一年十二月二十八日之本公司公佈內。

財務回顧

流動資金、財務資源及資本架構

於二零一一年十二月三十一日，本集團並無未償還計息借貸（二零一零年：無）。本集團之現金及等同現金約為378,011,000港元（二零一零年：4,674,000港元）。

於二零一一年十二月三十一日，本集團之流動比率（流動資產比流動負債）約為1.0（二零一零年：2.9）。本集團之負債總值與資產總值之比率為14.9%（二零一零年：5.4%）。

於本年度，本金額為599,330,000港元之可換股票據按行使價0.168港元兌換，導致發行額外3,567,440,000股本公司普通股。

於二零一一年十二月三十一日，本公司有本金額1,958,670,000港元之尚未兌換可換股票據，包括本金額1,279,000,000港元由信託安排持有，其於二零四一年到期，且並不附帶任何利息，可換股票據可兌換為本公司普通股。於悉數行使隨附於可換股票據之換股權後，最多11,658,750,000股股份可能獲配發及發行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Charges of Assets

None of the assets of the Group were pledged as security for any banking facilities and borrowings as at 31 December 2011 and 2010.

Exchange Exposure

The Group mainly operates in Hong Kong and PRC and the exposure in exchange rate risks mainly arises from fluctuations in the HK dollar and Renminbi exchange rates. Exchange rate fluctuations and market trends have always been the concern of the Group. The policy of the Group for its operating entities operates in their corresponding local currencies to minimize currency risks. The Group, after reviewing its exposure for the time being, did not enter into any derivative contracts aimed at minimizing exchange rate risks during the year. However, management will monitor foreign currency exposure and will consider hedging significant foreign currency exposure if necessary.

Capital Commitments

The Group had capital commitments of approximately HK\$259,350,000 as at 31 December 2011 (2010: nil).

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2011 and 2010.

Employee Information

As at 31 December 2011, the Group had a total workforce of 154 (2010: 127). The Group remunerates its employees based on their work performance, working experiences, professional qualifications and the prevailing market practice.

資產抵押

於二零一一年及二零一零年十二月三十一日，概無本集團之資產已抵押作為任何銀行信貸及借款之擔保。

外匯風險

本集團的主要營運地區為香港和中國，其面對的匯兌風險主要來自港元兌人民幣匯率的波動。匯率波幅及市場動向一向深受本集團關注。本集團的一貫政策是讓經營實體以其相關地區貨幣經營業務，盡量降低貨幣風險。在檢討過當前承受的風險水平後，本集團年內並無為了降低匯兌風險而訂立任何衍生工具合約。然而，管理層將密切留意外幣風險承擔，必要時會考慮對沖重大外幣風險。

資本承擔

於二零一一年十二月三十一日，本集團之資本承擔約為259,350,000港元(二零一零年：無)。

或然負債

於二零一一年及二零一零年十二月三十一日，本集團無任何重大或然負債。

僱員資料

於二零一一年十二月三十一日，本集團共有154名(二零一零年：127名)僱員。本集團僱員之薪酬與彼等之工作表現、工作經驗、專業資格及現行市場慣例掛鉤。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Major Transaction

On 28 December 2011, Hon Po International Limited (“**HPIL**”), a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company, entered into the agreement with the Speedy Fortune Limited (the “**Purchaser**”), a third party independent of the Company and its connected persons, pursuant to which HPIL has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire OGIT, a company incorporated in Hong Kong and wholly owned by HPIL, sale shares and the OGIT sale loan at a total consideration of approximately HK\$5,900,000. Details of information were set out in the Company’s announcement dated on 28 December 2011.

As at the date of this report, none of the conditions has been fulfilled and the disposal is subject to the approval of the shareholders at the extraordinary general meeting of the Company.

PROSPECTS

Natural Resource Industries

The Group has been seeking investment opportunities from time to time to broaden the Group’s sources of income.

On 3 January 2011, the Company completed the acquisition of the entire issued share capital of the Totalbuild Investments Group and issued Tranche I convertible notes of principal amount HK\$2,558,000,000, the convertible notes may issue upto 15,226,190,476 ordinary shares of the Company upon conversion. The convertible notes will be matured in the year 2041.

The success of the acquisition enables the Group to diversify its business into natural resources business. The management of the Group maintains its long-term confidence on the natural gas and oil industries and the acquisition will broaden the revenue stream of the Group in the future.

主要交易

於二零一一年十二月二十八日，漢寶國際有限公司（「**漢寶國際**」，一間於英屬處女群島註冊成立的公司，並為本公司的全資附屬公司）與成捷有限公司（「**買方**」，為獨立於本公司及其關連人士的第三方）訂立協議，據此漢寶國際有條件地同意出售，及買方有條件地同意收購浚洋投資，一間於香港註冊成立之公司，並由漢寶國際全資擁有）、待售股份及浚洋投資待售貸款，總代價約為5,900,000港元。詳細資料載於本公司二零一一年十二月二十八日之公佈內。

於本報告日期，概無達成任何條件，而出售事項須待股東於本公司股東特別大會上批准後，方可作實。

展望

天然資源行業

一直以來，本集團不時發掘投資機遇，藉此擴闊本集團的收入來源。

於二零一一年一月三日，本公司成功收購共創投資集團之全部已發行股本，並發行本金額為2,558,000,000港元之第一批可換股票據。待兌換後，可換股票據最多可發行15,226,190,476股本公司普通股。可換股票據將於二零四一年到期。

本集團成功透過收購事項，將業務範圍多元發展至天然資源業。本集團管理層對天然油氣業的長遠前景充滿信心，而收購事項可擴大本集團未來的收入來源。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

EXECUTIVE DIRECTORS

Mr. Zhao Guoqiang, aged 54, joined the Company as an executive director in December 2009 and elected as the chief executive officer on 29 December 2009. He graduated from his study for Physics at Qufu Normal University. He has near 31 years of working experience in exploration and exploitation of Petroleum industry. He acted as senior engineer in Sinopec Shengli Oilfield Company (the “**Shengli Oilfield**”) and awarded the Top-notch talent from China Petroleum & Chemical Shengli Oilfield. He was an executive director of Energy International Investments Holdings Limited (stock code: 353) from 23 December 2009 to 9 November 2010.

Mr. Chui Kwong Kau, aged 45, joined the Group in February 2004 and promoted to executive director and chief financial officer in October 2005 and resigned as chief financial officer on 1 May 2011. He has over 16 years’ experiences in accounting and auditing fields including over 11 years’ accounting and auditing experience in other public listed companies prior to joining the Group in February 2004. Mr. Chui is also an executive director of ZMAY Holdings Limited (stock code: 8085) and an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148), both of which are listed on the Growth Enterprise Market of the Stock Exchange.

執行董事

趙國強先生，現年54歲，於二零零九年十二月加入本公司出任執行董事，並於二零零九年十二月二十九日獲選任為行政總裁。彼畢業於曲阜師範大學物理專業，在石油開採及勘探行業有近三十年的工作經驗。彼曾在中國石化勝利油田公司（「**勝利油田**」）擔任高級工程師，並榮獲中國石化勝利油田技術拔尖人才稱號。彼於二零零九年十二月二十三日至二零一零年十一月九日為能源國際投資控股有限公司（股份代號：353）之執行董事。

崔光球先生，現年45歲，於二零零四年二月加入本集團，並於二零零五年十月擢升為執行董事及財務總監及於二零一一年五月一日辭任財務總監。彼於會計及核數擁有逾16年經驗，包括於二零零四年二月加入本集團前於其他上市公司擁有逾11年會計及核數經驗。崔先生亦於中民安園控股有限公司（股份代號：8085）出任執行董事及奧栢中國集團有限公司（股份代號：8148）出任獨立非執行董事，兩間公司均於聯交所創業板上市。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

Mr. Liu Baohe, aged 65, joined the Company as an executive director in October 2009. He has been a Professor grade Senior Engineer in the Petroleum Industry for nearly 41 years. He graduated from his studies for Exploration and Exploitation of Petroleum Field at the Beijing Petroleum Institute (renamed as China University of Petroleum) in 1970. After that, he acted as Senior Engineer, Supervisor of Geological Research Center and President at the Shengli Petroleum Administrative Bureau of CNPC until 1993. In 1994, Mr. Liu was appointed as Deputy President of the Exploration and Exploitation Department of CNPC, and was promoted as President from 1996 to 1999. From January 2000 to August 2001, Mr. Liu acted as Deputy General Manager of the Exploration and Exploitation Division of CNPC. From September 2001 to November 2005, he acted as Deputy Chief Executive Officer of CNPC and took charge of Petroleum and Gas Exploration and Exploitation operations. Afterwards, Mr. Liu acted as Deputy President of the Biomass Energy Team of CNPC, supervising the new energy development, while he presided as the Chief Executive Officer of China Petroleum Exploration Development Company Limited, supervising the International Exploration and Exploitation and Natural Gas Pipelines Operation, till his retirement in late 2008.

Mr. Zhang Zhenming, aged 65, joined the Company as an executive director in June 2010. He has led as the President of the Energy Commission of the National Development and Reform Commission in PRC since 2006. Mr. Zhang also had led as the Deputy Chairman of China National Petroleum Corporation Research Institute of Economics and Technology and had conducted energy research for more than 11 years.

劉寶和先生，現年65歲，於二零零九年十月加入本公司出任執行董事。彼於石油行業方面擁有逾四十年的工作經驗。彼於一九七零年畢業於北京石油學院（現為中國石油大學）油氣田開發專業，其後彼在中國石油集團勝利石油管理局擔任高級工程師、廠地質研究所室主任及廠長等工作至一九九三年。於一九九四年，劉先生獲調任為中國石油集團開發生產之副局長，其後於一九九六年至一九九九年晉升為局長。在二零零零年一月至二零零一年八月期間，劉先生擔任為中國石油天然氣勘探與生產分公司副總經理。在二零零一年九月至二零零五年十一月期間，彼擔任為中國石油集團之副總裁，分管油氣勘探開發生產業務。此後，劉先生擔任為中國石油集團生物能源領導小組副組長，主管公司新能源業務，其後獲委任為中石油勘探開發有限公司董事長，主管公司國際勘探開發及天然氣管道業務，直至二零零八年彼退休為止。

張振明先生，現年65歲，於二零一零年六月加入本公司出任執行董事。彼自二零零六年起擔任中國國家發展和改革委員會能源分會會長。張先生亦曾在中國石油集團經濟技術研究院擔任副院長及從事能源研究逾十一年之久。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

Mr. Huang Changbi, aged 55, joined the Company as an executive director in June 2010. He graduated from China University of Petroleum and held bachelor degree in resources prospecting and is a senior engineer. He also graduated from Shengli Oilfield Staff University specializing in Petroleum Geology and Shandong Radio & Television University with major in English language. From 1983 to 2009, he had engaged in oilfield development dynamic, comprehensive research, preparation of various development proposals and development technology management in the Geological Survey of Shengli Oil Production Plant and Dongxin Oil Production Plant of Shengli Oilfield. During this period, he had been the Executive General Manager and member of Party Committee of Second Mines and First Mines in Dongxin Oil Production Plant of Shengli Oilfield, Instructor and Deputy Director of Shengli Oilfield Dongxin Geological Survey Institute; and was recognized as a Senior Engineer and expert in plant oil and gas development.

黃昌碧先生，現年55歲，於二零一零年六月加入本公司出任執行董事。彼於中國石油大學資源勘察專業本科畢業，高級工程師。彼亦於勝利油田職工大學石油地質專業畢業及山東廣播電視大學英語專業畢業。於一九八三年至二零零九年期間於勝利油田勝利採油廠和東辛採油廠地質研究從事油田開發動態、綜合研究及各類開發方案的編制和開發技術管理。期間他曾任勝利油田東辛採油廠二礦、一礦第一副礦長、黨委委員，勝利油田東辛地質研究所教導員兼副所長；被評定為高級工程師、廠油氣開發專家。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fu Wing Kwok, Ewing, aged 43, joined the Company as an independent non-executive director in July 2010. He holds a bachelor degree in science with major in accounting of Bemidji State University, USA and is a member of both American Institute of Certified Public Accountants and Hong Kong Institute of Certified Public Accountants. He has over 16 years of experience in auditing and accounting field. Mr. Fu was an independent non-executive director of China Golden Development Holdings Limited (stock code: 162) which is listed on the Main Board of Stock Exchange from 8 January 2007 to 27 September 2011.

獨立非執行董事

傅榮國先生，現年43歲，於二零一零年七月加入本公司出任獨立非執行董事。彼持有美國伯米吉州立大學理學士學位，主修會計；並為美國會計師公會及香港會計師公會會員。傅先生在審計及會計方面積累逾十六年經驗。傅先生由二零零七年一月八日至二零一一年九月二十七日曾擔任聯交所主板上市公司中國金展控股有限公司(股份代號：162)之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之履歷

Mr. Fu Dali, aged 52, joined the Company as an independent non-executive director in July 2011. He graduated from Enterprise Management Department of Human Finance and Economics Institute in 1990. Mr. Fu acted as deputy director of China Ministry of Foreign Affairs Ministry of Petroleum, manager of Sinopec Hainan Project Division, manager of Hayden Communications International Project Division, U.S.A., manager of Tianjin Xinhai Engineering Company Limited and chief executive officer of Fa Guo Lu Jing Zhong Guo#. Mr. Fu has rich experience in the enterprise administrative and management, and proficient in petroleum engineering drilling technology and oil and gas development technology.

(Mandarin Pinyin only)

Mr. Sun Xiaoli, aged 56, joined the Company as an independent non-executive director in July 2011. He is a lawyer in the PRC. He holds a master degree in law from China University of Political Science and Law and a bachelor degree in law from East China University of Political Science and Law (formerly known as “華東政法學院”). From 1983 to 1985, Mr. Sun acted as the teacher in Fujian Provincial Public Security College. From 1988 to 1995, he has acted as the research associate in Institute of the Ministry of Justice. From 1996 to January 1997, he has acted as the associate professor in the Faculty of Law in the China University of Political Science and Law. Mr. Sun has been the lawyer in the Navigator Law Office since 1997. He has extensive experience in teaching and dealing with the laws' affairs in the PRC.

付大利先生，52歲，於二零一一年七月加入本公司為獨立非執行董事。彼於一九九零年畢業於湖南財經學院企業管理系。曾任中國石油部外事局引進管理處副處長職務、中國石油海南項目部經理職務、美國海頓公司項目經理職務、天津新海工程有限公司經理職務及法國錄井中國首席執行官。彼擁有企業行政及經營管理之豐富經歷，亦精通石油工程鑽井技術和油氣開發技術。

(僅為拼音)

孫曉麗先生，56歲，於二零一一年七月加入本公司為獨立非執行董事。他是中國的專職律師。彼持有中國政法大學研究院法學碩士學位及上海華東政法學院(前稱「華東政法學院」)法學學士學位。由一九八三年至一九八五年，孫先生為福建省公安專科學校教員。由一九八八年至一九九五年，彼曾擔任司法部研究員。由一九九六年至一九九七年一月，彼曾擔任中國政法大學法律系副教授。孫先生自一九九七年起為航舵律師事務所專職律師。彼擁有教學及處理中國法律事務之豐富經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

OVERVIEW

The Company is committed to maintain good corporate governance standard and procedures. The Board recognizes the importance of and benefit from good corporate governance practices. We believe that improvement in corporate governance not only assists the Company in effective supervision and control on its business operation, but also attracts investment from international institutional investors, thereby creating and enhancing shareholder value.

The Company's has complied with the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules, except for Code Provision A.2.1 of the CG Code which states that the roles of chairman and chief executive officer (the "CEO") should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and CEO should clearly established and set out in writing. Since the position of chairman is vacated, the Board is currently identifying the suitable candidate to fill the vacancy and will ensure that the chairman will be appointed as soon as possible. Pursuant to the Code Provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting (the "AGM"). However, the chairman is vacated. Mr. Zhao Guoqiang as the CEO will attend the AGM and will be available to answer questions at the AGM. The Company carries out periodically reviews its corporate governance practice to ensure that these continue to meet the requirement of CG Code.

概覽

本公司致力維持良好之企業管治水平及程序。董事會確認良好企業管治守則之重要性及成效。本公司相信提高企業管治不單有助本公司有效監督及控制其業務運作，亦可吸引國際機構投資者，為股東締造更大價值。

本公司一直遵守上市規則附錄十四所載企業管治守則(「企管守則」)，惟企管守則之守則條文A.2.1條除外。該條文規定主席及行政總裁(「行政總裁」)之角色應為分開及不應由同一人擔任，以及主席及行政總裁之職責應以書面清楚界定。由於主席職位懸空，董事會現正物色合適人選填補空缺，並將確保主席盡快獲得委任。根據企管守則之守則條文E.1.2條，董事會主席應出席股東週年大會(「股東週年大會」)。然而，主席職位目前懸空。趙國強先生作為行政總裁，將會出席股東週年大會並於股東週年大會上回答提問。本公司定期對其企業管治守則進行檢討，確保本公司守則持續符合企管守則之規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

1. Corporate Governance Practice

- a) With respect to the compliance with paragraph A of the CG Code, the Company has carried out the following corporate governance practices:

The Company has held 19 Board meetings in the year of 2011. Directors have been consulted to advise the agenda of the Board meeting. Sufficient notice of the Board meeting has been given to the directors. Minutes of the Board and the Board Committees are recorded in sufficient details and kept by the company secretary for inspection at any reasonable time on reasonable notice by any director. Directors were supplied with adequate and relevant information in a timely manner to enable them forming decision in the relevant meetings. The composition of the Board is shown on page 21 of this report. At every AGM, one-third of the directors for the time being or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office. A director appointed by the Board fill a casual vacancy or as an addition shall hold office until the next general meeting or the next AGM. Every director is aware that he/she should give sufficient time and attention to the affairs of the Company. Details of the directors' attendance in different meetings are set out on page 21. Agreed procedures are in place providing to the member of the Board and/or committee to seek independent professional advice at the Company's expenses to assist them to discharge their duties.

For other details of the responsibilities of directors, please refer to the section "**Board of directors**".

- b) With respect to the compliance with paragraph B of the CG Code, the Company has established a remuneration committee with specific written terms of reference, details of which are set out in page 24 to 26 of this Annual Report.

1. 企業管治常規

- a) 就遵守企管守則第A段而言，本公司已採納以下企業管治守則：

本公司於二零一一年度已舉行十九次董事會會議。董事已獲諮詢就董事會會議議程提供意見。董事已獲發充裕之董事會會議通知。董事會及董事委員會會議記錄已載有足夠資料，並由公司秘書存置，供任何董事在發出合理通知後於任何合理時間內查閱。董事已獲適時提供足夠及相關資料，使彼等能於相關會議上作出決定。董事會組成載於本報告第21頁。於各股東週年大會上，當時在任之三分之一董事（倘人數並非三之倍數，則為最接近者，但不得超過三分之一之人數）須輪值告退。獲董事會委任以填補空缺或新增之董事，將任職至下屆股東大會或下屆股東週年大會為止。各董事知悉彼應安排足夠時間處理本公司事務。董事於不同會議之出席詳情載於年報第21頁。本公司已推行若干議事程序，供董事會及／或委員會成員在履行其職責時尋求獨立專業意見，費用概由本公司承擔。

董事職責之其他詳情，請參閱「**董事會**」一節。

- b) 就遵守企管守則第B段而言，本公司已成立薪酬委員會，並制訂特定書面職權範圍，詳情載於本年報第24至26頁。

CORPORATE GOVERNANCE REPORT

企業管治報告

- c) With respect to the compliance with paragraph C of the CG Code, the Company has carried out the following corporate governance practices:

Management has provided sufficient explanation and information to the Board as will enable the Board to make an informed assessment of financial and other information put before the Board for approval. The Company has announced the result of 2011 on 27 March 2012. A statement by the auditor about its reporting responsibilities is included in Independent Auditor's Report on page 45 to 47 of this Annual Report. The details of the internal controls of the Company and the audit committee are set out under the section "**Internal Control and Internal Audit**" below.

Internal Control and Internal Audit

The Board acknowledges its responsibility in maintaining sound and effective internal control system for the Group to safeguard investments of the Shareholders and assets of the Company at all times. The system of internal controls aims to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the system is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage rather than eliminate risks of failure when business objectives are being sought. Management has conducted regular reviews during the year on the effectiveness of the internal control system covering all material controls in area of financial, operational and compliance controls, various functions for risks management as well as physical and information systems security. The chief finance officer (the "**CFO**") has reported to the audit committee from time to time during the year, in conjunction with key findings identified by the external auditors, findings and actions or measures taken in addressing those internal controls. The audit committee in turn reports any material issues to the Board. The Board, through the audit committee, also sets targets for and reviews plan and progress on continuous improvement work of the Company's internal control system with the CFO on a periodic basis.

- c) 就遵守企管守則第C段而言，本公司已採納以下企業管治守則：

管理層已向董事會提供足夠之解釋及資料，使董事會可就提呈董事會批准之財務及其他資料作出知情估量。本公司已於二零一二年三月二十七日公佈二零一一年業績報告。核數師就其報告職責作出之聲明載於本報告第45至47頁之獨立核數師報告內。本公司內部監控及審核委員會之詳情，載於以下「**內部監控及內部審核**」一節。

內部監控及內部審核

董事會知悉其職責乃維持行之有效之本集團內部監控制度，全面保障股東之投資及本公司資產。內部監控制度旨在協助本集團達成其業務目標，保障資產，以及妥為存置提供可靠財務資料之會計記錄。制度之設置乃就財務報表之重大錯誤聲明或資產損失提供合理而非絕對之保證，以及管理而非減低無法尋求業務目標之風險。管理層於年內已定期審閱內部監控制度之成效，包括財務、營運及遵守監控、不同風險管理功能以及實際及資料系統保安等各個重大監控領域。財務總監（「**財務總監**」）於年內不時向審核委員會匯報外部核數師提出之重大發現，以及在進行內部監控時之發現、行動或措施。審核委員會則向董事會報告任何重大事宜。董事會亦透過審核委員會與財務總監定期制訂本公司內監控制度之目標，檢討有關計劃，以及對有關制度進行持續改善工作。

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- d) With respect to the compliance with paragraph D of the CG Code, the Company has carried out the following corporate governance practices:

When the Board delegates aspects of its management and administration functions to management, it has given clear directions as to the powers of management, in particular, with respect to the circumstance where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The Company has set up three committees, for details please refer to the relevant sections below.

- e) With respect to the compliance with paragraph E of the CG Code, the Chairman of the Company and the Chairman of the audit committee and the Chairman of the remuneration committee attend in the AGM to answer questions raised up in the meeting. However, the Chairman is vacated. Mr. Zhao Guoqiang as the CEO will attend the AGM and will be available to answer questions at the AGM. The procedures for demanding a poll by the Shareholders were incorporated in every circular issued during the financial year ended 31 December 2011.

On review the CG Code, the Company has complied with all the Code Provisions as set out in Appendix 14 of the Listing Rules throughout the financial year ended 31 December 2011, except with deviation from the Code Provision A4.1 details of which are explained below.

- f) Pursuant to A4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years.

- d) 就遵守企管守則第D段而言，本公司已採納以下企業管治守則：

倘董事會向管理層授出其管理及行政職能，董事會已就管理層之權力發出清晰指引，其中有關管理層須向董事會作出匯報，以及管理層在代表本公司作出決定或訂立任何承諾前須取得董事會事先批准之情況。本公司已成立三個委員會，詳情請參閱下文相關章節。

- e) 就遵守企管守則第E段而言，本公司主席、審核委員會主席及薪酬委員會主席已出席股東週年大會，並於會議上回答提問。然而，主席職位乃懸空。趙國強先生身為行政總裁，將出席股東週年大會及於股東週年大會上回答問題。股東要求投票表決之程序已載於截至二零一一年十二月三十一日止財政年度刊發之各份通函內。

於檢討企管守則時，本公司已於截至二零一一年十二月三十一日止財政年度遵守上市規則附錄十四所載之守則條文，惟下文所詳述者偏離企管守則條文第A4.1條。

- f) 根據企管守則第A4.1條，非執行董事須按指定任期委任，並須膺選連任，而全體董事須至少每三年輪值告退一次。

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For the year under review, all independent non-executive directors of the Company have not been appointed for a specific term but they are subject to retirement by rotation in accordance with the Company's Articles of Association.

於本回顧年度，本公司所有獨立非執行董事均非按指定任期委任，惟須按照本公司組織章程細則之規定輪值告退。

2. Directors' Securities Transaction

The Company has adopted the full set of Model Code set out in Appendix 10 of the Listing Rules as the code of the conduct for securities transactions by directors (the “**Model Code**”). The prohibitions on securities dealing and disclosure requirements in the Model Code apply to specified individuals including the Group's senior management and also persons who are privy to price sensitive information of the Group. Having made specific enquiry of all directors, the Board confirms that all directors of the Company have complied with the Model Code regarding directors' securities transactions during the year and up to the date of publication of this Annual Report.

2. 董事進行證券交易

本公司已採納上市規則附錄十所載之整套標準守則作為本公司董事進行證券交易之標準守則（「標準守則」）。標準守則之禁止進行證券交易以及披露之規定適用於若干特定人士，包括本集團高級管理層及涉及本集團股價敏感資料之人士。全體董事經本公司作出特定查詢後確認，彼等於年內及截至年報刊發日期均一直遵守有關董事進行證券交易之標準守則。

3. Board of Directors

(a) Up to the date of this Annual Report, the Board comprises a total of eight members including five executive directors and three independent non-executive directors. Members of the Board have different professional and relevant industry experiences and background so as to bring in valuable contributions and advices for the development of the Group's business. One-third of the Board is independent non-executive directors and one of them is a qualified accountant.

3. 董事會

(a) 截至本年報日期，董事會由合共八名成員組成，包括五名執行董事及三名獨立非執行董事。董事會成員具備不同專業及相關行業經驗及背景，可為本集團之業務發展提供寶貴貢獻及意見。董事會三分之一成員為獨立非執行董事，其中一人為合資格會計師。

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(b) The Company has received written annual confirmation from each independent non-executive director of their independence to the Group. The Group considered that all independent non-executive directors meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The names of the directors and their respective biographies are set out on pages 12 to 15 of this Annual Report.

(c) The Board meets periodically with the management to discuss the Group's strategies development and to review the business operation. The Board also monitors and controls financial performance in pursuit of the Group's strategic objectives. The names of the directors during the financial year and their individual attendance of are set out below:

(b) 本公司已接獲各獨立非執行董事就彼等之獨立性而向本集團發出之年度確認書。本集團認為全體獨立非執行董事符合上市規則第3.13條之獨立指引，且根據該指引範圍彼等具獨立地位。董事姓名及彼等各自之履歷載於本年報第12至15頁。

(c) 董事會定期與管理層會面，討論本集團之策略發展及檢討業務運作。董事會亦監察及監控本集團在達致策略性目標時之財務表現。本財政年度之董事姓名及其個別之會議出席率如下：

Name 姓名		Attendance/Numbers of Meetings entitle to attend 出席次數／有權出席之會議數目		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<i>Executive Directors:</i> Mr. Zhao Guoqiang (Chief Executive Officer)		執行董事： 趙國強先生(行政總裁)		
Mr. Chui Kwong Kau	崔光球先生	18/19	N/A 不適用	N/A 不適用
Mr. Huang Changbi	黃昌碧先生	16/19	N/A 不適用	N/A 不適用
Mr. Liu Baohe	劉寶和先生	8/19	N/A 不適用	N/A 不適用
Mr. Zhang Zhenming	張振明先生	6/19	N/A 不適用	N/A 不適用
Mr. Chan Shi Yung (resigned on 1 May 2011)	陳樹鎔先生(於二零一一年 五月一日辭任)	6/19	N/A 不適用	N/A 不適用
4/4		N/A 不適用	N/A 不適用	N/A 不適用
<i>Independent Non-executive Directors:</i>		獨立非執行董事：		
Mr. Fu Dali (appointed on 28 July 2011)	付大利先生(於二零一一年 七月二十八日委任)	5/15	2/2	1/1
Mr. Fu Wing Kwok, Ewing	傅榮國先生	7/19	2/2	1/1
Mr. Sun Xiaoli (appointed on 1 July 2011)	孫曉麗先生(於二零一一年 七月一日委任)	5/15	2/2	1/1
Ms. Zhang Wei (resigned on 28 July 2011)	張偉女士(於二零一一年 七月二十八日辭任)	0/6	N/A 不適用	N/A 不適用
Mr. Yin Guohui (resigned on 1 July 2011)	殷國輝先生(於二零一一年 七月一日辭任)	0/5	N/A 不適用	N/A 不適用

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- (d) The Board oversees the Group's strategic development, and determine the objectives, strategies and policies of the Group.
- (d) 董事會監督本集團之策略性發展，並決定本集團之目標、策略及政策。
- (e) The major issues which were brought before the Board for their decisions during the year include:
- (e) 年內提呈董事會決議之主要事項包括：
- i. Proposals related to potential acquisition, investments, or any significant capital expenditures; and
- i. 有關潛在收購、投資或任何重大資本開支之建議；及
- ii. Formulation of operational strategies and review of its financial performance and results and the internal control system.
- ii. 制訂經營策略及審閱其財務表現、業績以及內部監控制度。
- (f) The Board has the overall responsibility to ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Company's assets.
- (f) 董事會之整體責任為確保本公司維持行之有效之內部監控，保障股東之投資及本公司資產。
- (g) Three Board committees, namely, the audit committee, the remuneration committee and the nomination committee, have been established to oversee particular aspect of the Group's affairs.
- (g) 已成立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監督本集團特定範圍之事務。
- (h) The Board also has delegated the day-to-day management and operations of the Group's businesses to management of the Company and its subsidiaries. Major corporate matters that are specifically delegated by the Board to the management include the preparation of financial statements for Board approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.
- (h) 董事會亦已指派本公司及其常附屬公司之管理層處理本集團之日常業務管理及運作。董事會特別指派管理層處理之主要企業事宜包括：編製財務報表供董事會於刊發前審批、履行董事會採納之業務策略及目標、推行適當之內部監控及風險管理程序制度，以及遵守相關法定規定、規則及規例。

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4. Chairman and Chief Executive Officer

(a) Up to the date of this Annual Report, the positions of the Chairman of the Board is vacated. Mr. Zhao Guoqiang was elected as the CEO on 29 December 2009.

(b) The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meeting.

(c) The CEO focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. He is also responsible for assisting the Chairman of the Board in developing strategic plans and formulating the company practices and procedures, business objectives, and risk assessment for the Board's approval.

5. Non-executive Directors

All non-executive directors, including independent non-executive directors, of the Company, have not been appointed for a specific term, but are subject to retirement by rotation and eligible for re-election in the AGM in accordance with the articles of association of the Company.

4. 主席及行政總裁

(a) 直至本年報日期，董事會主席職位懸空。趙國強先生於二零零九年十二月二十九日被選任為行政總裁。

(b) 主席為本集團領導，須就董事會按照良好企業管治守則有效運作負責。在高級管理層之支持下，主席亦負責確保董事及時獲得足夠、完整及可靠資料，並就董事會會議提呈之事宜獲得適當簡報。

(c) 行政總裁專注於推行董事會批准及指派之目標、政策及策略。彼負責本公司之日常管理及營運。彼亦負責協助主席發展策略性計劃，制訂本公司常規及程序、業務目標以及風險評估以供董事會批准。

5. 非執行董事

本公司所有非執行董事(包括獨立非執行董事)均非按指定任期委任，惟須按照本公司組織章程細則之規定於股東週年大會上輪值告退及膺選連任。

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6. Remuneration of Directors

(a) The Company has established a remuneration committee since 23 September 2005 with written terms of reference and revised on 27 March 2012 as disclosed on the Company's websites. The primary duties of the remuneration committee include the following:

- (i) to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (ii) to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;
- (iii) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

6. 董事薪酬

(a) 本公司已於二零零五年九月二十三日成立薪酬委員會，具有書面職權範圍，並於二零一二年三月二十七日修訂，且將於本公司網站披露。薪酬委員會之主要職責包括下列各項：

- (i) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
- (ii) 獲董事會轉授以下職責，即釐訂全體執行董事及高級管理人員的特定薪酬待遇，包括實物利益、退休權利及賠償金額（包括喪失或終止職務或委任的賠償），並就非執行董事的的薪酬向董事會提出建議。委員會應考慮的因素包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應按表現釐訂薪酬等；
- (iii) 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；

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- (iv) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
 - (v) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
 - (vi) to ensure that no director or any of his associates is involved in deciding his own remuneration.
- (iv) 檢討及批准向執行董事及高級管理人員支付那些喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；
 - (v) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；及
 - (vi) 確保任何董事或其任何聯繫人不得自行釐訂薪酬。
- (b) Up to the date of this Annual Report, the members of remuneration committee comprised Mr. Fu Wing Kwok, Ewing who act as Chairman of the remuneration committee, Mr. Fu Dali and Mr. Sun Xiaoli, all of them are independent non-executive directors of the Company.
 - (c) The number of remuneration committee meeting held during the year and record of individual attendance of members, on a named basis, at meetings held during was set out in section headed “**Corporate Governance Report**” on page 21 of this Annual Report.
 - (d) The emolument policy of the employees of the Group was set up by the remuneration committee on the basis of their merit, qualification and competence.
- (b) 直至本年報日期，薪酬委員會之成員包括傅榮國先生（薪酬委員會主席）、付大利先生及孫曉麗先生。彼等均為本公司之獨立非執行董事。
 - (c) 薪酬委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於本年報第21頁「**企業管治報告**」一節。
 - (d) 本集團僱員之酬金政策由薪酬委員會根據彼等之長處、資格及競爭力而制定。

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(e) The emolument of the directors of the Company are determined by the remuneration committee, having regard to the Group's operating results, individual performance and comparable market statistics.

(f) The Group's share option scheme as described on page 129 to 131 of this Annual Report is adopted as the Group's long-term incentive scheme.

7. Nomination of Directors

The Company has established a nomination committee on 27 March 2012 with written terms of reference as disclosed on the Company's websites. The primary duties of the nomination committee include the following:

1. To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
2. To identify individuals suitably qualified to become the members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;
3. To assess the independence of independent non-executive Directors; and
4. To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

(e) 本公司董事之酬金由薪酬委員會參考本集團之經營業績、個別表現及比較市場統計數字而釐定。

(f) 本集團採納本年報第129頁至131頁所述之購股權計劃作為其長期獎勵計劃。

7. 董事提名

本公司已於二零一二年三月二十七日成立提名委員會。提名委員會的書面職權範圍已於本公司網站披露。提名委員會的主要職責包括下列各項：

1. 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
2. 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見，特別是確保獨立非執行董事必須佔董事會成員人數至少三分之一；
3. 評核獨立非執行董事的獨立性；及
4. 就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計畫向董事會提出建議。

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5. Up to the date of this Annual Report, the members of nomination committee comprised Mr. Fu Wing Kwok, Ewing who act as Chairman of the nomination committee, Mr. Fu Dali and Mr. Sun Xiaoli, all of them are independent non-executive directors of the Company.

8. Auditors' remuneration

For the financial year, BDO Limited, the auditor of the Company, received approximately HK\$1,000,000 in respect of audit service provided to the Group. The auditors' remuneration has been duly approved by the audit committee and there was no disagreement between the Board and the audit committee on the selection and appointment of auditor.

9. Audit Committee

(a) The audit committee of the Company was established since 30 January 2002 with written terms of reference and revised on 27 March 2012 as disclosed on the Company's websites comprises three independent non-executive directors, namely Mr. Fu Wing Kwok, Ewing (Chairman of the audit committee), Mr. Fu Dali and Mr. Sun Xiaoli. Mr. Fu Wing Kwok, Ewing is certified public accountants for many years. In the opinion of the Board, the members of the audit committee have sufficient financial management expertise to discharge their duties.

(b) The number of audit committee meetings held during the year and record of individual attendance of members, on a named basis, at meetings held was set out in section headed "**Corporate Governance Report**".

5. 直至本年報日期，提名委員會之成員包括傅榮國先生(提名委員會主席)、付大利先生及孫曉麗先生。彼等均為本公司之獨立非執行董事。

8. 核數師薪酬

於本財政年度，本公司核數師香港立信德豪會計師事務所有限公司已就向本集團提供之核數服務收取約1,000,000港元。核數師酬金已經審核委員會正式批准，而董事會與審核委員會在甄選及委任核數師上並無分歧。

9. 審核委員會

(a) 本公司於二零零二年一月三十日成立審核委員會，具有書面職權範圍，並於二零一二年三月二十七日修訂，且已於本公司網站披露。審核委員會由三名獨立非執行董事組成，包括傅榮國先生(審核委員會主席)、付大利先生及孫曉麗先生。傅榮國先生為富多年經驗之執業會計師。董事會認為，審核委員會具備足夠之財務管理專業人員履行其職責。

(b) 審核委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於上文「**企業管治報告**」一節。

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- (c) The audit committee is delegated by the Board to assess matters related to the financial statements of accounts and to provide recommendations and advices, including but not limited to the followings:
- (i) to consider, and to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the audit fee and other terms of engagement of the external auditor, and any questions of resignation or dismissal of the external auditor;
 - (ii) to review and monitor the external auditor's independence and objectively and the effectiveness of the audit process in accordance with applicable standard;
 - (iii) to discuss with the external auditors before the audit commences, the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is involved;
 - (iv) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement needed and making recommendations as to the steps to be taken;
- (c) 審核委員會獲董事會指派處理有關賬目財務報表之事宜，並就包括但不限於下列各項提供建議及意見：
- (i) 就本公司外聘核數師的委任、重新委任及罷免作出考慮及向董事會提供建議，批准外聘核數師的核數費用及聘用條款、辭職及罷免的問題；
 - (ii) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；
 - (iii) 在本公司外聘核數師開始核數工作以前，與其討論工作性質、範疇以及匯報責任；如多於一間外聘核數師參與核數工作時，確實它們的互相配合；
 - (iv) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，外聘核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部份的任何機構。委員會應就其認為必須採取的行動或改善的事項向董事會報告，並建議有哪些可採取的步驟；

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| <p>(v) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;</p> <p>(vi) In reviewing, the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Committee should focus particularly on:</p> <p>(i) any changes in accounting policies and practice;</p> <p>(ii) major judgmental areas;</p> <p>(iii) significant adjustments resulting from the audit;</p> <p>(iv) the going concern assumption and any qualifications;</p> <p>(v) compliance with accounting standards;</p> <p>(vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting;</p> <p>(vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group;</p> | <p>(v) 監察本公司的財務報表及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；</p> <p>(vi) 委員會在向董事會提交本公司的年度報告及賬目、半年度報告及(若擬刊發)季度報告，應特別針對下列事項加以審閱：</p> <p>(i) 任何會計政策及處理方法的改變；</p> <p>(ii) 涉及重大判斷性的決定；</p> <p>(iii) 因核數出現的重大調整；</p> <p>(iv) 持繼續經營的假設及任何保留意見；</p> <p>(v) 是否遵守會計守則；</p> <p>(vi) 是否遵守上市規則及其他適用法律對於財政報告的要求；</p> <p>(vii) 任何關連交易安排屬否公平合理及該交易對本集團盈利的影響；</p> |
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- (viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;
- (ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and
- (x) the cashflow position of the Group.
- and to provide advice and comments thereon to the Board;
- (vii) in regard to (vi) above:
- (i) members of the Committee must liaise with the Board and senior management. The Committee must meet, at least twice a year, with the Company's auditors; and
- (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's accountant, compliance officer or auditors.
- (viii) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- (viii) 本集團財務報表的展示方式或披露資料，是否達到增加本集團透明度，及足夠地令投資者可以公平地理解本集團及本公司的財政狀況；
- (ix) 考慮該等報告及賬目中所反映的任何重大或不尋常項目；及
- (x) 本集團現金流量的狀況。
- 並就此向董事會提供建議及意見；
- (vii) 就上述(vi)項而言：
- (i) 委員會成員須與董事會及高層管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及
- (ii) 委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並須適當考慮任何由本公司的會計師、監察主任或核數師提出的事項。
- (viii) 與核數師討論中期及年度審核所遇上的問題及保留、或核數師認為應當討論的其它事項(管理層可能按情況而須避席此等討論)；

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- (ix) to discuss with the management the system of internal control and ensure the management has discharged its duty to have an effective internal control system and to review the Company's statement on internal control systems (where one is included in the annual report) prior to endorsement by the Board;
 - (x) to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;
 - (xi) (where an internal audit function exists) to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review monitor, the effectiveness of the internal audit function;
 - (xii) to conduct exit interviews with any director, manager, financial controller or internal audit control manager upon their resignation in order to ascertain the reasons for his departure;
 - (xiii) to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;
- (ix) 與管理層討論內部監控系統及確保管理層已履行職責建立有效的內部監控系統及(如果年度報告有此披露)在董事會確認前,審核本公司內部監控系統的聲明;
 - (x) 主動或應董事會的委派,就有關內部監控事宜的重要調查結果及管理層的回應進行研究;
 - (xi) (如果本集團設有內部核數功能)評審集團內部核數程序、確保內部核數師與外聘核數師工作得到協調及確保公司內部核數部門有足夠資源運作;並且有相當的地位;以及檢討及監察內部核數功能是否有效;
 - (xii) 於董事、經理、財務總監或內部核數部門經理離職時,接見有關人員並瞭解其離職原因;
 - (xiii) 就期內的工作草擬報告及概要報告;前者交董事會審閱,後者刊於本集團的中期及年度報告;

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- (xiv) to consider the appointment of any person to be a Committee member, a company secretary, auditors and accounting staff (including internal control department) either to fill a casual vacancy or as an additional Committee member, company secretary, auditors and accounting staff or dismissal of any of them;
 - (xv) to consider the major findings of internal investigations and management's response;
 - (xvi) to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;
 - (xvii) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;
 - (xviii) to report to the Board on the matters set out in the code provisions contained in the Code on Corporate Governance Practices set out in (and as amended from time to time) Appendix 14 to the Listing Rules; and
 - (xix) to consider other matters, as defined or assigned by the Board from time to time.
- (d) In addition to the above tasks regarding to the Company's financial statement, the audit committee should also to consider any other matters, as defined by the Board from time to time; and to conduct interviews with any director, manager, financial controller upon their resignation in order to ascertain the reasons for his departure;
- (xiv) 考慮增加、更換及罷免委員會成員、公司秘書、核數師及會計(包括內部核數部門)工作人員的建議;
 - (xv) 考慮內部調查報告及管理層回應;
 - (xvi) 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應;
 - (xvii) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜;
 - (xviii) 就於上市規則附錄十四內列明(及不時修定)的《企業管治常規守則》內載有的守則條文所載的事宜向本董事會匯報;及
 - (xix) 不時作出考慮及執行董事會委派的其他事項。
- (d) 除上述有關本公司財務報表之事項外,審核委員會亦須考慮董事會不時界定之其他事宜;及在任何董事、經理或財務總監辭任時與彼等進行諮詢,確切了解彼等離任之原因;

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(e) The audit committee acknowledges its responsibility in maintaining sound and effective internal control system of the Group to safeguard investments of the shareholders and assets of the Company at all times.

(f) The Group's Annual Report for the year ended 31 December 2011 has been reviewed by the audit committee.

10. Shareholder Rights and Investor Relations

The rights of Shareholders and the procedures for demanding a poll on resolutions at Shareholders' meetings are contained in the Company's articles of association. Details of such rights to demand a poll and the poll procedures are included in all circulars to Shareholders and will be explained during the proceedings of meetings.

Poll results will be published on the websites of the Company and the Stock Exchange on the business day following the Shareholders' meeting.

The general meetings of the Company provide a forum for communication between the Shareholders and the Board. The Chairman of the Board as well as the Chairmen of the audit committee and of the remuneration committee, or in their absence, other members of the respective committees, is available to answer questions at the Shareholders' meetings.

Pursuant to Code Provision E1.2 of the CG Code, the Chairman of the Board shall attend the AGM of the Company. Due to the vacancy of chairman of the Company, Mr. Zhao Guoqiang shall chair the AGM of the Company held on 13 June 2012. This constitutes a deviation from the code provision E1.2 of the Code.

(e) 審核委員會知悉其職責乃維持本集團行之有效之內部監控制度，全面保障股東之投資及本公司資產。

(f) 本集團截至二零一一年十二月三十一日止年度之年報已由審核委員會審閱。

10. 股東權利及投資者關係

股東之權利及於股東大會上就決議案進行投票表決之要求載於本公司之組織章程細則。有關要求投票表決之權利及投票表決之程序詳情載於致股東之各通函內，並將於大會議程中闡述。

投票表決之結果將於股東大會後之營業日於本公司網站及聯交所網站登載。

本公司之股東大會提供股東與董事會溝通之平台。董事會主席及審核委員會與薪酬委員會之主席(若彼等缺席，則為各委員會之其他成員)將可回答於股東大會上之提問。

根據企管守則之守則條文E.1.2條，董事會主席應出席股東週年大會。由於主席職位目前懸空，於二零一二年六月十三日舉行的本公司股東週年大會上，趙國強先生將擔任大會主席。此舉構成違反守則內第E1.2條守則條文的行為。

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Separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual directors.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

By the Order of the Board

Zhao Guoqiang

Chief Executive Officer and Executive Director

Hong Kong, 27 March 2012

各重大事宜(包括推選個別董事)以獨立決議案形式於股東大會上提呈。

本公司不斷致力加強與投資者之溝通及關係。獲委派之高級管理層定期與投資者進行對話，並向彼等作出分析，讓其了解本公司之最新發展狀況。投資者之質詢均會詳盡及即時作出處理。

承董事會命

趙國強

行政總裁兼執行董事

香港，二零一二年三月二十七日

REPORT OF THE DIRECTORS

董事會報告

The directors present herewith the Annual Report and the audited financial statements of the Group for the year ended 31 December 2011.

PRINCIPAL ACTIVITY

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries involves sales of food and beverages in Hong Kong and exploration and production of natural gas in PRC, the details of which are set out in note 6 to the consolidated financial statements.

FINANCIAL STATEMENTS AND DIVIDENDS

The results of the Group for the year are set out in the Consolidated Statement of Comprehensive Income on page 48.

The state of the Group's and the Company's affairs as at 31 December 2011 are set out in the Consolidated Statement of Financial Position on pages 49 to 50 and the Statement of Financial Position on page 51, respectively.

The directors do not recommend the payment of final dividend in respect of the year ended 31 December 2011.

FINANCIAL SUMMARY

A summary of the consolidated financial results and consolidated assets and liabilities of the Group for the past five financial years is set out on page 148.

PROPERTIES, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are set out in note 15 to the consolidated financial statements.

董事謹此提呈本年度報告及截至二零一一年十二月三十一日止年度本集團之經審核財務報表。

主要業務

本公司之主要業務為投資控股。而本公司附屬公司之主要業務為於香港銷售食品及飲料及於中國勘探及生產天然氣。有關詳情載於綜合財務報表附註6。

財務報表及股息

本集團於年內之業績載於第48頁之綜合全面收益表。

截至二零一一年十二月三十一日，本集團及本公司之財務狀況分別載於第49至50頁之綜合財務狀況表及第51頁之財務狀況表。

董事並不建議派發截至二零一一年十二月三十一日止年度之末期股息。

財務概要

本集團過去五個財政年度各年之綜合財務業績以及綜合資產及負債概要，列載於第148頁。

物業、廠房及設備

於本年度之物業、廠房及設備之變動詳情載於綜合財務報表附註15。

REPORT OF THE DIRECTORS

董事會報告

SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2011 are set out in note 18 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Movements in share capital of the Company during the year, together with reasons thereof, and of the Company's share options, are set out in note 30 and note 31 to the consolidated financial statements respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the Laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statements of changes in equity on pages 52 and note 33 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2011 are set out in note 33 to the consolidated financial statements.

附屬公司

截至二零一一年十二月三十一日，本公司附屬公司之詳情載於綜合財務報表附註18。

股本及購股權

本公司於本年度股本之變動詳情及變動原因，連同有關本公司購股權之詳情分別載於綜合財務報表附註30及附註31。

優先購股權

根據本公司之組織章程細則或開曼群島(本公司註冊成立之司法權區)之法例並無有關本公司須按比例向現有股東發售新股之優先購股權之規定。

儲備

本集團及本公司於本年度之儲備變動詳情分別載於第52頁之綜合權益變動表及綜合財務報表附註33。

可分派儲備

本公司於二零一一年十二月三十一日之可分派儲備，載列於綜合財務報表附註33內。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

		Percentage of the Group's total 佔本集團之總額百分比	
		Sales 銷售額	Purchases 採購額
Five largest customers in aggregate	五大客戶總計	37%	
The largest supplier	最大供應商		14%
Five largest suppliers in aggregate	五大供應商總計		42%

At no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors own more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

DIRECTORS

The directors who held office during the year and up to the date of this Annual Report as follows:

Executive Directors

Mr. Zhao Guoqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Huang Changbi
Mr. Liu Baohe
Mr. Zhang Zhenming
Mr. Chan Shi Yung (*resigned on 1 May 2011*)

Independent Non-executive Directors

Mr. Fu Dali (*appointed on 28 July 2011*)
Mr. Fu Wing Kwok, Ewing
Mr. Sun Xiaoli (*appointed on 1 July 2011*)
Ms. Zhang Wei (*resigned on 28 July 2011*)
Mr. Yin Guohui (*resigned on 1 July 2011*)

主要客戶及供應商

於財政年度內，主要客戶及供應商分別佔本集團之銷售額及採購額如下：

		Percentage of the Group's total 佔本集團之總額百分比	
		Sales 銷售額	Purchases 採購額
Five largest customers in aggregate	五大客戶總計	37%	
The largest supplier	最大供應商		14%
Five largest suppliers in aggregate	五大供應商總計		42%

於年內任何時間，本公司概無任何董事或彼等之任何聯繫人士或任何股東(據董事所知擁有本公司已發行股本5%以上)持有本集團主要客戶及供應商之任何權益。

董事

於本年度及截至本年報日期之在任董事名列如下：

執行董事

趙國強先生(*行政總裁*)
崔光球先生
黃昌碧先生
劉寶和先生
張振明先生
陳樹鎔先生(*於二零一一年五月一日辭任*)

獨立非執行董事

付大利先生(*於二零一一年七月二十八日獲委任*)
傅榮國先生
孫曉麗先生(*於二零一一年七月一日獲委任*)
張偉女士(*於二零一一年七月二十八日辭任*)
殷國輝先生(*於二零一一年七月一日辭任*)

REPORT OF THE DIRECTORS

董事會報告

Pursuant to article 86(3) of the Articles of Association, Mr. Fu Dali and Mr. Sun Xiaoli, independent non-executive directors were appointed by the Board, shall hold office only until the AGM and shall then be eligible for re-election. Pursuant to articles 87(1) and 87(2) of the Articles of Association, Mr. Zhao Guoqiang, executive director, will also retire at the AGM and be eligible for re-election. Mr. Zhao Guoqiang, Mr. Fu Dali and Mr. Sun Xiaoli (together defined as “**Retiring Directors**”), being eligible, will offer themselves for re-election at the AGM.

DIRECTOR'S BIOGRAPHIES

Biographical details of the directors of the Company are set out on pages 12 to 15 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which was not determinable by the Company within one year without payment of compensation other than statutory compensation.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

DIRECTORS' INTERESTS IN CONTRACTS

No other contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

根據組織章程細則第86(3)條，付大利先生及孫曉麗先生(由董事會委任之獨立非執行董事)之任期將僅至股東週年大會為止，屆時將合資格膺選連任。根據組織章程細則第87(1)及87(2)條，執行董事趙國強先生亦將於股東週年大會上退任，並合資格膺選連任。趙國強先生、付大利先生及孫曉麗先生(統稱為「**退任董事**」)均合資格並願意於股東週年大會上膺選連任。

董事之履歷

本公司董事之履歷詳情已載列於本年報第12頁至第15頁。

董事之服務合約

獲提名於應屆股東週年大會重選之其他董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

管理合約

本年度並無訂立或存在任何有關本集團業務全部或任何重大部份之管理及行政合約。

董事於合約中之權益

於年終或本年度任何時間概無存在由本公司或其任何附屬公司所訂立，涉及本集團之業務且本公司董事直接或間接於其中擁有重大權益之重大合約。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTEREST AND SHORT POSITION IN SHARES

As at 31 December 2011, the interests or short positions of the Directors and chief executives and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of Part XV of the SFO (including interests which they are taken or deemed to have under Section 344 of the SFO) or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Long positions in Shares:

Name of Directors 董事名稱	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數目	Total 合計	Approximate % of shareholdings 持股之概約百分比
Zhao Guoqiang 趙國強	Beneficial owner 權益擁有人	10,200,000	10,200,000	0.13%

Save as disclosed above, none of the Directors or chief executives of the Company had, as at 31 December 2011, 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) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份之權益及淡倉

於二零一一年十二月三十一日，董事及高級行政人員與彼等之聯繫人士之權益或短倉於本公司或其任何關聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中持有證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之權益(包括證券及期貨條例第344條所當作或視為之權益)，或證券及期貨條例第352條規定須載入該條例所指定之記錄冊之權益，或董事進行證券交易之標準守則規定須知會本公司或聯交所之權益概述如下：

股份之好倉：

除上文所披露者外，於二零一一年十二月三十一日，董事或本公司之主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉(包括根據該等證券及期貨條例條文被視為或當作擁有之權益或淡倉)，亦無擁有須根據證券及期貨條例第352條列入本公司須存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from the share option scheme disclosures in the section "SHARE OPTION SCHEME" below, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

Under the terms of the Scheme adopted conditionally by the Company on 28 January 2002 and the amendment on 2 November 2006, the Board of the Company may, at its discretion, grant options to eligible participants to subscribe for shares in the Company.

No share option was granted and outstanding during the year under review and there was no outstanding share option as at 31 December 2011 and 2010.

The share option scheme expired on 28 January 2012.

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS

As at 31 December 2011, the interests or short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded

董事購入股份或債券之權利

除於下文「購股權計劃」一節披露之購股權計劃外，本公司或其任何附屬公司於本年度內並無訂立任何安排促使本公司之董事可透過購入股份或債券獲得本公司或其任何其他公司實體之該等權利。

購股權計劃

根據本公司於二零零二年一月二十八日有條件採納之計劃之條款及於二零零六年十一月二日作出之修訂，本公司董事會可酌情向合資格參與者授出購股權，以認購本公司股份。

年內，並無購股權已獲授出及未償還。於二零一一年及二零一零年十二月三十一日，並無尚未行使之購股權。

購股權計劃於二零一二年一月二十八日屆滿。

主要股東之權益及淡倉

於二零一一年十二月三十一日，以下人士（並非本公司董事或主要行政人員）於本公司根據證券

REPORT OF THE DIRECTORS

董事會報告

in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long Positions in the Shares and Underlying Shares of the Company

Name of Shareholders	Nature of interests	Interest in shares	Interest in underlying shares	Aggregate interest	Approximate percentage of issued share capital
股東名稱	權益性質	於股份之權益	於相關股份之權益	權益總額	佔已發行股本概約百分比
U.K. Prolific Petroleum Group Company Limited (note) (附註)	Beneficial Owner 權益擁有人	1,860,000,000	11,658,750,000	13,518,750,000	170.67%
Wang Hanning (note) 王漢寧(附註)	Interest of controlled corporation 受控制公司的權益	1,860,000,000	11,658,750,000	13,518,750,000	170.67%

Note: U.K. Prolific Petroleum Group Company Limited owned 1,860,000,000 shares of the Company and convertible notes (the "Convertible Note") in the principal amount of HK\$1,958,670,000 due in 2041 not carrying any interest with right to convert the Convertible Note into shares of the Company at a conversion price of HK\$0.168 per share. Based on the conversion price of HK\$0.168 per share, a maximum number of 11,658,750,000 shares may be allotted and issued upon exercise of the conversion rights attached to the Convertible Note in full. The Convertible Note gave rise to an interest in 11,658,750,000 underlying shares of the Company of U.K. Prolific Petroleum Group Company Limited. U.K. Prolific Petroleum Group Company Limited is wholly and beneficially owned by Mr. Wang Hanning and such Mr. Wang Hanning deemed to be interested in shares and the underlying shares of the company held by U.K. Prolific Petroleum Group Company Limited.

All the interests stated above represented long positions and as at 31 December 2011, there were no short position interests recorded in the register.

及期貨條例第336條存置之登記冊所載於本公司之股份及相關股份中擁有權益或淡倉：

於本公司股份及相關股份中擁有之好倉

附註： U.K. Prolific Petroleum Group Company Limited 持有 1,860,000,000 股本公司股份及本金額為 1,958,670,000 港元的可換股票據（「可換股票據」）。可換股票據將於二零四一年到期，不計任何利息，並賦予權利可按兌換價每股 0.168 港元將可換股票據兌換為本公司股份。根據兌換價每股 0.168 港元計算，於可換股票據附帶之兌換權獲悉數行使後，可予配發及發行的股份數目最多為 11,658,750,000 股股份。U.K. Prolific Petroleum Group Company Limited 根據可換股票據擁有本公司 11,658,750,000 股相關股份之權益。U.K. Prolific Petroleum Group Company Limited 由王漢寧先生全資及實益擁有，而王漢寧先生被視為於 U.K. Prolific Petroleum Group Company Limited 持有之股份及相關股份中擁有權益。

上述所有權益均屬好倉，而於二零一一年十二月三十一日並無任何淡倉權益記錄於登記冊內。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN A COMPETING BUSINESS AND CONFLICT OF INTERESTS

None of the Directors were interested in any business apart from the Group's business which competed or were likely to compete, either directly or indirectly, with the business of the Group during the year.

PURCHASE, SALE OR REDEMPTION OF SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities, during the year ended 31 December 2011.

BANK BORROWINGS AND BANKING FACILITIES

The Group had no outstanding bank borrowings as at 31 December 2011 and 2010.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2011.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on page 16 to 34 of this Annual Report.

董事於競爭業務之權益及利益衝突

年內，概無董事於與本集團業務構成競爭或可能直接或間接競爭之業務以外之任何業務擁有權益。

購買、出售或贖回本公司證券

截至二零一一年十二月三十一日止年度，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

銀行借貸及銀行融資

於二零一一年及二零一零年十二月三十一日，本集團並無尚未償還之銀行借貸。

足夠公眾持股量

本公司於截至二零一一年十二月三十一日止年度內一直維持足夠公眾持股量。

企業管治

本公司之企業管治原則及慣例詳情已詳載於本年報第16頁至第34頁之企業管治報告中。

REPORT OF THE DIRECTORS

董事會報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own Code of conduct regarding securities transactions by the directors of the Company. All Directors have confirmed following specific enquiry by the Company that they have complied with the required standard set out in the Model Code through the year under review.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors of the Company. The Audit Committee has adopted terms of reference which are in line with the CG Code. The Group’s audited financial statements for the year ended 31 December 2011 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with applicable accounting standards, the Listing Rules and other legal requirements, and that adequate disclosures have been made.

AUDITOR

The consolidated financial statements have been audited by BDO Limited who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM.

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「**標準守則**」)作為其本身之本公司董事進行證券交易之行為守則。全體董事經本公司作特定查詢後確認，彼等於回顧年度均一直遵守標準守則之規定標準。

審核委員會

本集團已成立由三名本公司獨立非執行董事組成之審核委員會。審核委員會已採納職責條款，其與企業管治守則一致。本集團截至二零一一年十二月三十一日止年度之經審核財務報表已由審核委員會審閱，其認為該等報表已符合適用會計準則、上市規則及其他法例規定，並已作出充分披露。

核數師

綜合財務報表已由香港立信德豪會計師事務所有限公司審核，香港立信德豪會計師事務所有限公司將於應屆股東週年大會上退任並符合資格和願意獲得續聘。

REPORT OF THE DIRECTORS

董事會報告

REMUNERATION COMMITTEE

The Remuneration Committee was established for the purpose of making recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management. The written terms of reference have described the authority and duties of the Remuneration Committee which in line with the CG Code were prepared and adopted. The Remuneration Committee comprises three independent non-executive directors, namely Mr. Fu Wing Kwok, Ewing, Mr. Sun Xiaoli and Mr. Fu Dali.

ON BEHALF OF THE BOARD

Zhao Guoqiang

Chief Executive Officer and Executive Director

Hong Kong, 27 March 2012

薪酬委員會

薪酬委員會成立目的為向董事會就本公司政策及所有董事及高級管理層之薪酬架構作出建議。說明薪酬委員會權力及職責並與企業管治守則一致之書面職責條款已獲編製及採納。薪酬委員會由三名獨立非執行董事傅榮國先生、孫曉麗先生及付大利先生組成。

承董事會命

趙國強

行政總裁兼執行董事

香港，二零一二年三月二十七日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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TO THE SHAREHOLDERS OF CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Energy Development Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 48 to 147, which comprise the consolidated and company statements of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity, and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies, and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

致中國能源開發控股有限公司全體股東

(於開曼群島註冊成立之有限公司)

本核數師已審核刊於第48頁至第147頁中國能源開發控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此財務報表包括於二零一一年十二月三十一日之綜合及公司財務狀況表與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，並且按照董事認為對於為使編製不存在由於欺詐或錯誤而導致之重大錯誤陳述的綜合財務報表份屬必要之內部監控，編製提供真實及公平意見之綜合財務報表。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

核數師之責任

本核數師之責任為按本核數師之審核結果對綜合財務報表發表意見。本報告僅按照本核數師委聘條款而向股東整體作出，除此以外本報告概不作其他用途。本核數師概不就本報告之內容對任何其他人士負上或承擔任何責任。

本核數師乃按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定，本核數師必須遵守操守規定，並計劃及進行審核工作，以就綜合財務報表是否並無重大錯誤陳述作出合理確認。

審核工作涉及執程序，以取得有關綜合財務報表金額及披露之審核憑證。所選程序須按核數師之判斷作出，包括評估綜合財務報表是否載有由於欺詐或錯誤而導致之重大錯誤陳述之風險。於作出該等風險評估時，核數師考慮與實體編製提供真實而公平意見之綜合財務報表相關之內部監控，以制定有關情況下合適之審核程序，而不會對該公司內部監控之效能發表意見。審核工作亦包括評估所用會計政策是否合適以及董事所作出會計估計是否合理，並評估綜合財務報表之整體呈列方式。

本核數師相信，本核數師所獲取審核憑證已為本核數師之審核意見提供充份及適當基準。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2011 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

Choi Man On

Practising Certificate no. P02410

Hong Kong, 27 March 2012

意見

本核數師認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一一年十二月三十一日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

香港立信德豪會計師事務所有限公司

執業會計師

蔡文安

執業證書號碼 P02410

香港，二零一二年三月二十七日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Turnover	營業額	6	73,876	85,376
Other income	其他收入	7	374	5,563
Cost of inventories consumed	經消耗存貨成本		(39,297)	(36,304)
Staff costs	員工成本	8	(33,055)	(31,836)
Operating lease rentals	經營租賃租金	8	(9,517)	(11,847)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊		(1,593)	(685)
Fuel costs and utility expenses	燃油費及水電費		(3,964)	(5,905)
Fair value loss of financial assets held for trading	持作買賣之金融資產之公平價值虧損		(7,920)	(21,100)
Impairment loss of deposits and other receivables	按金及其他應收款項之減值虧損		(14,369)	(2,695)
Impairment loss of loan receivables	應收貸款之減值虧損	25	(51,941)	(8,500)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	37	—	9,855
Other operating expenses	其他經營開支		(29,140)	(32,909)
Finance costs	融資成本	29	(10,618)	—
Loss before income tax	除所得稅前虧損		(127,164)	(50,987)
Income tax credits	所得稅抵免	9	4,328	—
Loss for the year	本年度虧損		(122,836)	(50,987)
Other comprehensive income	其他全面收益			
Exchange differences arising on translation of foreign operations	換算境外業務產生之匯兌差額		13,372	—
Total comprehensive income for the year	本年度全面收益總額		(109,464)	(50,987)
Loss attributable to:	下列應佔虧損：			
Owners of the Company	本公司擁有人		(122,836)	(50,987)
Non-controlling interests	非控股權益		—	—
			(122,836)	(50,987)
Total comprehensive income attributable to:	下列應佔全面收益總額：			
Owners of the Company	本公司擁有人		(109,464)	(50,987)
Non-controlling interests	非控股權益		—	—
			(109,464)	(50,987)
Loss per share	每股虧損			
— Basic (HK cents)	— 基本(港仙)	12	(1.80)	(1.20)
— diluted (HK cents)	— 攤薄(港仙)		(1.80)	(1.20)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2011

於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	4,268	1,337
Exploration and evaluation assets	勘探及評估資產	16	602,105	—
Intangible assets	無形資產	17	2,946,388	—
Rental deposits and other deposits	租金按金及其他訂金	19	416	1,174
Deposits for acquisition of subsidiaries	收購附屬公司之訂金	32	—	804,000
Deferred tax assets	遞延稅項資產	20	77,481	—
			3,630,658	806,511
Current assets	流動資產			
Inventories	存貨	21	9,754	5,516
Trade receivables	應收賬款	22	9	41
Financial assets held for trading	持作買賣之金融資產	23	5,487	29,677
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	24	14,067	47,575
Loan receivables	應收貸款	25	—	51,941
Amounts due from related companies	應收關連公司款項	27	4,681	12,450
Tax recoverable	可收回稅項		—	54
Cash and bank balances	現金及銀行結餘		378,011	4,674
			412,009	151,928
Assets of a disposal company classified as held for sale	分類為持作出售之出售公司資產	36	5,711	—
			417,720	151,928
Total assets	資產總值		4,048,378	958,439
Current liabilities	流動負債			
Trade payables	應付賬款	26	8,749	8,159
Other payables and accruals	其他應付款項及應計款項	26	386,193	30,132
Amount due to a related company	應付一間關連公司款項	27	6,954	13,598
Provision for legal claims	法律索償撥備	28	5,000	—
			406,896	51,889
Liabilities of a disposal company classified as held for sale	分類為持作出售之出售公司負債	36	4,002	—
			410,898	51,889
Net current assets	流動資產淨值		6,822	100,039
Total assets less current liabilities	資產總值減流動負債		3,637,480	906,550

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2011

於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	29	99,549	—
Other payable	其他應付款項	26	51,240	—
Amount due to a shareholder	應付一名股東款項	27	42,409	—
Deferred tax liabilities	遞延稅項負債	20	53	53
Provision for long service payments	長期服務金撥備		86	86
			193,337	139
Net assets	資產淨值		3,444,143	906,411
Equity	權益			
Share capital	股本	30	396,056	217,684
Reserves	儲備		3,047,334	687,974
Attributable to owners of the Company	本公司擁有人應佔		3,443,390	905,658
Non-controlling interests	非控股權益		753	753
Total equity	總權益		3,444,143	906,411

These financial statements were approved and authorised for issue by the board of directors on 27 March 2012.

董事會於二零一二年三月二十七日批准及授權刊發該等財務報表。

Zhao Guoqiang
趙國強
Director
董事

Chui Kwong Kau
崔光球
Director
董事

STATEMENT OF FINANCIAL POSITION

財務狀況表

At 31 December 2011

於二零一一年十二月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益	18	3,591,116	18
Deposits for acquisition of subsidiaries	收購附屬公司之訂金	32	—	804,000
			3,591,116	804,018
Current assets	流動資產			
Financial assets held for trading	持作買賣之金融資產	23	5,487	29,677
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項		—	46,798
Loan receivables	應收貸款	25	—	51,941
Cash and bank balances	現金及銀行結餘		21,180	1,371
			26,667	129,787
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計款項		11,173	22,935
Net current assets	流動資產淨值		15,494	106,852
Total assets less current liabilities	資產總值減流動負債		3,606,610	910,870
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	29	99,549	—
Amount due to a shareholder	應付一名股東款項	27	42,409	—
			141,958	—
Net assets	資產淨值		3,464,652	910,870
Equity	權益			
Share capital	股本	30	396,056	217,684
Reserves	儲備	33	3,068,596	693,186
Total equity	總權益		3,464,652	910,870

These financial statements were approved and authorised for issue by the board of directors on 27 March 2012.

董事會於二零一二年三月二十七日批准及授權刊發該等財務報表。

Zhao Guoqiang
趙國強
Director
董事

Chui Kwong Kau
崔光球
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests	Total equity	
		Issued capital	Contributed surplus	Share premium	Convertible notes reserve	Translation reserve	Accumulated losses	Sub-total		
		已發行股本	實繳股本盈餘	股份溢價	可換股票據儲備	換算儲備	累計虧損	小計	非控股權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
			(note (i)) (附註(i))	(note (i)) (附註(i))	(note (i)) (附註(i))					
Balance at 1 January 2010	於二零一零年一月一日之結餘	181,434	30,004	853,146	—	—	(425,844)	638,740	753	639,493
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	—	(50,987)	(50,987)	—	(50,987)
Issue of share capital	發行股本	36,250	—	281,655	—	—	—	317,905	—	317,905
Balance at 31 December 2010	於二零一零年十二月三十一日之結餘	217,684	30,004	1,134,801	—	—	(476,831)	905,658	753	906,411
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	13,372	(122,836)	(109,464)	—	(109,464)
Issue of convertible notes for acquisition of subsidiaries	就收購附屬公司發行之可換股票據	—	—	—	2,618,811	—	—	2,618,811	—	2,618,811
Issue of share capital upon conversion of convertible notes (Note 29)	於轉換可換股票據後發行之股本(附註29)	178,372	—	463,591	(613,578)	—	—	28,385	—	28,385
Balance at 31 December 2011	於二零一一年十二月三十一日之結餘	396,056	30,004	1,598,392	2,005,233	13,372	(599,667)	3,443,390	753	3,444,143

(i) Natures of reserves are explained in the notes stated in the statement of changes in equity of Company (Note 33).

(i) 儲備性質於本公司權益變動表之附註詳述(附註33)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from operating activities	經營業務現金流量		
Loss before income tax	除所得稅前虧損	(127,164)	(50,987)
Adjustments for:	就以下項目作出調整：		
Interest expenses	利息開支	10,618	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,593	685
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	45	—
Interest income	利息收入	(343)	(5,527)
Fair value loss of financial assets held for trading	持作買賣之金融資產之公平價值虧損	7,920	21,100
Gain on disposal of a subsidiary	出售一間附屬公司之收益	—	(9,855)
Exchange loss, net	匯兌虧損淨值	8,417	—
Impairment loss of deposits and other receivables	按金及其他應收款項之減值虧損	14,369	2,695
Impairment loss of loan receivables	應收貸款之減值虧損	51,941	8,500
Operating cash flows before working capital changes	計入營運資本變動前經營現金流量	(32,604)	(33,389)
Increase in inventories	存貨增加	(4,655)	(1,074)
(Increase)/decrease in trade receivables	應收賬款(增加)/減少	(5)	252
Decrease/(increase) in financial assets held for trading	持作買賣之金融資產減少/(增加)	16,270	(1,372)
Decrease in other receivables, deposits and prepayments	其他應收款項、訂金及預付款項減少	20,109	61,942
Decrease/(increase) in amounts due from related companies	應收關連公司款項減少/(增加)	7,769	(2,042)
Increase in trade payables	應付賬款增加	1,845	748
(Decrease)/increase in current other payables and accruals	流動其他應付款項及應計款項(減少)/增加	(194,033)	9,446
Decrease in amount due to a related company	應付一間關連公司款項減少	(6,644)	(4,100)
Decrease in amount due to a shareholder	應付一名股東款項減少	(59,890)	—
Increase in non-current other payables	非流動其他應付款項增加	49,560	—
Cash (used in)/generated from operations	經營業務(所動用)/所產生之現金	(202,278)	30,411
Interest received	已收利息	343	3,163
Hong Kong profits tax refunded	已退回香港利得稅	54	375
Net cash (used in)/generated from operating activities	經營業務(所動用)/所產生現金淨額	(201,881)	33,949

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from investing activities	投資業務現金流量		
Acquisition of property, plant and equipment	收購物業、廠房及設備	(1,031)	(74)
Acquisition of exploration and evaluation assets	收購勘探及評估資產	(21,436)	—
Net cash inflow arising from acquisition of subsidiaries	為收購附屬公司產生之現金流入淨額	32 599,412	—
Net cash inflow arising from disposal of subsidiaries	出售附屬公司產生之現金流入淨額	37 —	1,201
Deposits paid for the proposed acquisition of subsidiaries	為建議收購附屬公司支付之訂金	—	(359,000)
Inception of loans receivables	獲得應收貸款	—	(26,783)
Repayment of loan receivables	償還應收貸款	—	24,000
Net cash generated from/(used in) investing activities	投資業務所產生/(所動用)現金淨額	576,945	(360,656)
Financing activities	融資活動		
Issue of new shares, net of expenses	發行新股，扣除開支	30 —	317,905
Proceeds from bank loans	銀行貸款所得款項	—	2,000
Net cash generated from financing activities	融資活動所產生現金淨額	—	319,905
Net increase/(decrease) in cash and cash equivalents	現金及等同現金增加/(減少)淨額	375,064	(6,802)
Cash in assets of a disposal company classified as held for sale	分類為持作出售之出售公司現金資產	36 (2,709)	—
Cash and cash equivalents at beginning of year	年初之現金及等同現金	4,674	11,476
Effects of foreign exchange rate changes	匯率變動之影響	982	—
Cash and cash equivalents at end of year, comprising cash and bank balances	年終之現金及等同現金，包括現金及銀行結餘	378,011	4,674

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

1. ORGANISATION AND OPERATIONS

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 4 April 2001 under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, Cayman Islands. Its principal place of business is located at Unit 5611-12, The Center, 99 Queen's Road, Central, Hong Kong.

The shares of Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited ("SEHK") with effect from 18 February 2002.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are described in note 18.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new/revised HKFRSs effective 1 January 2011

HKFRSs (Amendments)	Improvements to HKFRSs 2010
Amendments to HKAS 32	Classification of Rights Issues
Amendments to HK(IFRIC) - Interpretation 14	Prepayments of a Minimum Funding Requirement
HK(IFRIC) - Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments
HKAS 24 (Revised)	Related Party Disclosures

The adoption of these new/revised standards and interpretations has no material impact on the Group's consolidated financial statements.

1. 組織及營運

本公司於二零零一年四月四日根據開曼群島公司法於開曼群島註冊成立為受豁免有限公司。註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, Cayman Islands。主要營業地點位於香港中環皇后大道中99號中環中心5611-12室。

本公司股份由二零零二年二月十八日起於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司之主要業務為投資控股。而本公司附屬公司之主要業務於附註18詳述。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納自二零一一年一月一日起生效之新訂／經修訂香港財務報告準則

香港財務報告準則 (修訂本)	香港財務報告準則 (二零一零年)之改進
香港會計準則第32號之修訂	供股分類
香港(國際財務報告詮釋委員會)－詮釋第14號之修訂	預付最低資金要求
香港(國際財務報告詮釋委員會)－詮釋第19號	以股本工具抵銷金融資產
香港會計準則第24號 (經修訂)	關連方披露

採納上述新訂／經修訂準則及詮釋對本集團之綜合財務報表並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(a) Adoption of new/revised HKFRSs effective 1 January 2011 (Continued)

HKFRS 3 (Amendments) — Business Combinations

As part of the Improvements to HKFRSs issued in 2010, HKFRS 3 has been amended to clarify that the option to measure non-controlling interests (“NCI”) at either fair value or the NCI’s proportionate share in the recognised amounts of the acquiree’s identifiable net assets is limited to instruments that are present ownership interests and entitle their holders to a proportionate share of the acquiree’s net assets in the event of liquidation. Other components of NCI are measured at their acquisition date fair value unless another measurement basis is required by HKFRSs. The Group has amended its accounting policies for measuring NCI but the adoption of the amendment has had no impact on the Group’s consolidated financial statements.

HKAS 24 (Revised) — Related Party Disclosures

HKAS 24 (Revised) amends the definition of related party and clarifies its meaning. This may result in changes to those parties who are identified as being related parties of the reporting entity. The Group has reassessed the identification of its related parties in accordance with the revised definition and considered as no impact on the current and comparative periods related party transactions disclosure. The adoption of HKAS24 (Revised) has no impact on the Group’s reported profit or loss, total comprehensive income or equity for any period presented.

HKAS 24 (Revised) also introduces simplified disclosure requirements applicable to related party transactions where the Group and the counterparty are under the common control, joint control or significant influence of a government, government agency or similar body. These new disclosures are not relevant to the Group because the Group is not a government related entity.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納自二零一一年一月一日起生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第3號(修訂本) — 業務合併

作為二零一零年頒佈香港財務報告準則之改進之一部份，香港財務報告準則第3號已予修訂，以澄清按公平價值或非控股權益(「非控股權益」)在被收購方可識別資產淨值之已確認金額所佔之比例份額來計量非控股權益之選擇權，僅限於屬於目前擁有權權益並賦予持有人在清盤時於被收購方資產淨值中享有比例份額之工具。非控股權益之其他組成部份乃按其收購日期之公平價值計量，除非香港財務報告準則規定按另一項計量基準，則作別論。本集團已修訂其就計量非控股權益所採用之會計政策，惟採納此項修訂對本集團之綜合財務報表並無影響。

香港會計準則第24號(經修訂) — 關連方披露

香港會計準則第24號(經修訂)對關連方之釋義作出修訂並釐清其涵義。有關修訂可能會導致獲識別為報告實體之關連方之該等人士出現變更。本集團已根據經修訂釋義重新評估關連方之識別，並認為對本期間及比較期間之關連方交易披露並無影響。採納香港會計準則第24號(經修訂)對本集團任何呈列期間之呈報損益、全面收入總額或權益並無影響。

香港會計準則第24號(經修訂)亦引進適用於(在本集團與交易對方受政府、政府機關或類似機構的共同控制、聯合控制或重大影響之情況)關連方交易之簡化披露規定。由於本集團並非政府關連實體，因此該等新披露與本集團並不相關。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s operations, have been issued but are not yet effective and have not been early adopted by the Group:

Amendments to HKFRS 7	Disclosures — Transfers to Financial Assets ¹
Amendments to HKFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities ³
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income ²
Amendments to HKAS 32	Presentation — Offsetting Financial Assets and Financial Liabilities ⁴
HKFRS 9	Financial Instruments ⁵
HKFRS 10	Consolidated Financial Statements ³
HKFRS 11	Joint Arrangements ³
HKFRS 12	Disclosure of Interests in Other Entities ³
HKFRS 13	Fair Value Measurement ³
HKAS 27 (2011)	Separate Financial Statements ³
HKAS 28 (2011)	Investments in Associates and Joint Ventures ³
HKAS 29 (2011)	Employee Benefits ³

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

下列可能與本集團業務相關之新訂／經修訂香港財務報告準則已頒佈但尚未生效，以及並未獲本集團提早採納：

香港財務報告準則第7號之修訂本	披露 — 轉讓金融資產 ¹
香港財務報告準則第7號之修訂本	披露 — 金融資產與金融負債抵銷 ³
香港會計準則第1號之修訂本(經修訂)	其他全面收益項目之呈列 ²
香港會計準則第32號之修訂本	呈列 — 金融資產與金融負債抵銷 ⁴
香港財務報告準則第9號	金融工具 ⁵
香港財務報告準則第10號	綜合財務報表 ³
香港財務報告準則第11號	聯合安排 ³
香港財務報告準則第12號	於其他實體權益之披露 ³
香港財務報告準則第13號	公平價值計量 ³
香港會計準則第27號(二零一一年)	獨立財務報表 ³
香港會計準則第28號(二零一一年)	於合營公司及聯營企業之投資 ³
香港會計準則第29號(二零一一年)	僱員福利 ³

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1 July 2011
- ² Effective for annual periods beginning on or after 1 July 2012
- ³ Effective for annual periods beginning on or after 1 January 2013
- ⁴ Effective for annual periods beginning on or after 1 January 2014
- ⁵ Effective for annual periods beginning on or after 1 January 2015

Amendments to HKFRS 7 — Disclosures — Transfers of Financial Assets

The amendments to HKFRS 7 improve the disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

Amendments to HKAS 1 (Revised) — Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

- ¹ 於二零一一年七月一日或其後開始之年度期間生效
- ² 於二零一二年七月一日或其後開始之年度期間生效
- ³ 於二零一三年一月一日或其後開始之年度期間生效
- ⁴ 於二零一四年一月一日或其後開始之年度期間生效
- ⁵ 於二零一五年一月一日或其後開始之年度期間生效

香港財務報告準則第7號之修訂本 — 披露 — 轉讓金融資產

香港財務報告準則第7號之修訂本改善金融資產轉讓交易之披露規定，並令財務報表之使用者更能掌握已轉讓資產對實體所餘下之任何風險之可能影響。修訂本亦要求就報告期末前後曾出現不合比例之轉讓金額須作出額外披露。

香港會計準則第1號之修訂本(經修訂) — 其他全面收益項目之呈列

香港會計準則第1號之修訂本(經修訂)規定本集團將呈列於其他全面收益的項目分為該等可能於日後重新分類至損益的項目(如可供出售金融資產之重新估值)及該等未必會重新分類至損益的項目(如物業、廠房及設備之重新估值)。就其他全面收益項目繳納的稅項會按相同基準進行分配及披露。有關修訂將追溯應用。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 9 — Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第9號 — 金融工具

根據香港財務報告準則第9號，金融資產乃視乎實體管理金融資產之業務模式及金融資產之合約現金流性質分類為按公平價值或攤銷成本計量之金融資產。公平價值之收益或虧損將於損益確認，惟非買賣性權益投資除外，實體可選擇於其他全面收入確認損益。香港財務報告準則第9號推進對香港會計準則第39號之金融負債確認分類及計量的規定，惟按公平價值於損益列賬之金融負債除外，其因負債信貸風險變動而產生之公平價值變動金額乃於其他全面收入確認，惟會引致或擴大會計錯配問題者除外。此外，香港財務報告準則9號保留香港會計準則第39號有關金融資產及金融負債之解除確認要求。

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綜合財務報表附註

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 10 — Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第10號 — 綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股模式。當投資者有權控制被投資方(不論實際上有否行使該權力)、對來自被投資方之浮動回報享有承擔或權利以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權之數量及分散情況，投資者之表決權數量足以佔優，使其獲得對被投資方之權利，持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在(即持有人有實際能力可行使該等表決權)時，在分析控制權時考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他方是否以投資者之代理人身份行事。代理人獲委聘以代表一方及為另一方之利益行事，故在其行使其決策權限時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。

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綜合財務報表附註

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截至二零一一年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 11 — Joint Arrangements

Joint arrangements under HKFRS 11 have the same basic characteristics as joint ventures under HKAS 31. Joint arrangements are classified as either joint operations or joint ventures. Where the Group has rights to the assets and obligations for the liabilities of the joint arrangement, it is regarded as a joint operator and will recognise its interests in the assets, liabilities, income and expenses arising from the joint arrangement. Where the Group has rights to the net assets of the joint arrangement as a whole, it is regarded as having an interest in a joint venture and will apply the equity method of accounting. HKFRS 11 does not allow proportionate consolidation. In an arrangement structured through a separate vehicle, all relevant facts and circumstances should be considered to determine whether the parties to the arrangement have rights to the net assets of the arrangement. Previously, the existence of a separate legal entity was the key factor in determining the existence of a jointly controlled entity under HKAS 31. HKFRS 11 will be applied retrospectively with specific restatement requirements for a joint venture which changes from proportionate consolidation to the equity method and a joint operation which changes from equity method to accounting for assets and liabilities.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第11號 — 聯合安排

香港財務報告準則第11號所指之聯合安排與香港會計準則第31號所指之合營企業之基本特點相同。聯合安排分類為合營業務及合營企業。倘本集團有權享有聯合安排之資產及有義務承擔其負債，則被視為合營者，並將確認其於聯合安排產生之資產、負債、收入及開支之權益。倘本集團有權享有聯合安排之整體淨資產，則被視為於合營企業擁有權益，並將應用權益會計法。香港財務報告準則第11號不允許採用比例綜合法。在透過獨立實體組織之安排中，所有相關事實及情況均應予考慮，以釐定參與該安排之各方是否有權享有該安排之淨資產。以往，獨立法律實體之存在為釐定香港會計準則第31號所指之共同控制實體是否存在之主要因素。香港財務報告準則第11號將獲追溯應用，並特別規定由比例綜合法改為權益法之合營企業及由權益法改為將資產及負債入賬之合營業務。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

- (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 12 — Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity’s interests in other entities and the effects of those interests on the reporting entity’s financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）(續)

- (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第12號 — 於其他實體權益之披露

香港財務報告準則第12號整合有關於附屬公司、聯營公司及聯合安排之權益之披露規定，並使有關規定貫徹一致。該準則亦引入新披露規定，包括有關非綜合計算結構實體之披露規定。該準則之一般目標是財務報表使用者可評估報告實體於其他實體之權益之性質及風險，以及該等權益對報告實體之財務報表之影響。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 13 — Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 “Financial Instruments: Disclosures”. HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors are not yet in a position to quantify the effects on the Group’s financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第13號 — 公平價值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公平價值之單一指引源。該準則適用於按公平價值計量之金融項目及非金融項目，並引入公平價值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公平價值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格(即平倉價)。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之金融資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公平價值之價格。該準則亦載有詳細之披露規定，使財務報表使用者可評估計量公平價值所採用之方法及輸入數據，以及公平價值計量對財務報表之影響。香港財務報告準則第13號可提早採用，並須追溯應用。

本集團正在評估該等新訂／經修訂香港財務報告準則之潛在影響，惟董事尚未能量化對本集團財務報表之影響。

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3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

(b) Basic of measurement

The financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values as explained in the accounting policies set out below.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company.

3. 編製基準

(a) 合規聲明

此綜合財務報表乃根據所有適用香港會計準則(「**香港會計準則**」)及詮釋(以下統稱為「**香港財務報告準則**」)及香港公司條例的披露規定編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則(「**上市規則**」)所規定的適用披露內容。

(b) 計量基準

財務報表乃按歷史成本基準編製，惟按公平價值列賬的若干金融工具除外，有關詳情載於下文之會計政策。

(c) 功能及呈報貨幣

此財務報表以港元(「**港元**」)呈列，港元亦為本公司的功能貨幣。

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4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

4. 重大會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表。集團公司間的交易及結餘連同未變現溢利於編製綜合財務報表時全面抵銷。未變現虧損亦予以抵銷，除非交易提供所轉讓資產的減值證據，在此情況下，則於損益確認虧損。

年內所收購或出售之附屬公司之業績乃由收購生效日期起或直至出售生效日期止（如適用）計入綜合全面收益表。如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所採用者一致。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Business combination and basis of consolidation

(Continued)

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4. 重大會計政策 (續)

(a) 業務合併及綜合基準 (續)

收購附屬公司或業務乃以收購法入賬。收購成本按本集團(作為收購方)所轉移之資產、產生之負債及發行之股權於收購日期之公平價值總額計量。所收購之可識別資產及承擔之可識別負債主要按收購日期之公平價值計量。本集團先前持有被收購方之股權按收購日期之公平價值重新計量，所產生之盈虧於損益確認。本集團可按每宗交易選擇按公平價值或按應佔被收購方可識別資產淨值之比例計量屬目前於附屬公司擁有權益之非控股權益。所有其他非控股權益均按公平價值計量，除非香港財務報告準則規定使用其他計量基準，則作別論。所產生之收購相關成本一概列作開支，除非有關成本於發行股本工具時產生而自權益中扣除，則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Business combination and basis of consolidation

(Continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

4. 重大會計政策 (續)

(a) 業務合併及綜合基準 (續)

收購方將予轉移之任何或然代價按收購日期之公平價值計量。倘其後對代價作出調整，僅於調整乃由於計量期間（最長為收購日期起計12個月）內所取得有關於收購日期之公平價值之新資料而作出時，方通過商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益確認。

因業務合併而產生而收購日期在二零一零年一月一日（即本集團首次採用香港財務報告準則第3號（二零零八年））前之或然代價結餘，已根據該準則之過渡規定入賬。有關結餘並無於首次採用該準則後調整。其後對有關代價之估計所作修訂，乃視作對此等業務合併之成本作出調整，並且確認為商譽之一部份。

本集團於附屬公司之權益變動（並無導致失去控制權）列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映彼等於附屬公司相對權益之變動。非控股權益之調整額與已經支付或收取之代價之公平價值之間的任何差額，均直接於權益確認，並歸屬於本公司擁有人。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Business combination and basis of consolidation

(Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4. 重大會計政策 (續)

(a) 業務合併及綜合基準 (續)

倘本集團失去附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i) 所收取代價之公平價值與任何保留權益之公平價值之總額，與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收益確認之款額按出售相關資產或負債時所規定之相同方式列賬。

收購後，屬目前於附屬公司擁有權益之非控股權益之賬面值之金額為該等權益於初步確認時之金額加上非控股權益應佔權益其後變動之部份。全面收益總額乃歸屬於非控股權益，即使這會導致非控股權益出現虧絀亦屬如此。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity, so as to obtain benefits from its activities. In assessing control, potential voting rights that presently exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less any impairment losses, if any. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(c) Joint ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

Assets that the Group controls and liabilities that it incurs in relation to jointly controlled operations are recognised in the Group's consolidated statement of financial position on an accrual basis and classified according to the nature of the item. The Group's share of income that it earns from jointly controlled operations together with the expenses that it incurs are included in profit or loss when it is probable that economic benefits associated with the transaction will flow to/from the Group.

4. 重大會計政策 (續)

(b) 附屬公司

附屬公司乃指本公司有權行使控制力之實體。當本公司直接或間接有權規管實體之財務及經營政策，以自其業務獲益時即屬具有控制力。於評估是否控制另一間實體時，會考慮現時可行使之潛在投票權。

於本公司之財務狀況表內，於附屬公司之投資乃按成本減任何減值虧損（如有）入賬。本公司按已收及應收股息之基準，將附屬公司之業績列賬。

(c) 合營企業

合營企業乃本集團與其他參與方按合約安排經營之業務，合營企業受共同控制，任何參與方均無單一控制權。

在共同控制業務內，由本集團控制之資產及由本集團引致之負債均在本集團之綜合財務狀況表內按累計基準予以確認，並根據有關項目之性質重新分類，本集團分佔及分擔共同控制業務所賺取之收入及所動用之支出將於有關交易之經濟利益很可能流入本集團／自本集團流出時，包括在本集團之損益內。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

4. 重大會計政策 (續)

(d) 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及任何累計減值虧損列賬。

物業、廠房及設備之成本包括其購買價及購置項目直接應佔成本。

其後成本僅在與項目有關的未來經濟利益可能流入本集團且項目成本能可靠計量情況下，方會計入資產的賬面值或確認為另一項資產(如適用)。替換部分之賬面值不予確認。所有其他維修保養費用在產生的財政期間計入損益。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold improvements	3–6 years or over the term of the lease; if shorter
Furniture and fixtures	4–8 years
Motor vehicles	6–8 years

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sales proceeds and its carrying amount, and is recognised in profit or loss on disposal.

4. 重大會計政策 (續)

(d) 物業、廠房及設備 (續)

物業、廠房及設備按直線法於估計可使用年內撇銷其成本或扣除預計剩餘價值後之估值。可使用年期、剩餘價值及折舊方法於各報告期末檢討，並於適當時候調整。可使用年期如下：

租賃物業裝修	3至6年或按租期 (以較短為準)
傢私及裝置	4至8年
汽車	6至8年

出售物業、廠房及設備項目所產生的盈損以出售所得款項與資產賬面值的差額釐定，並於出售時在損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment losses. Costs directly associated with an exploratory wells (drilling cost and others) are capitalised pending a determination of whether sufficient quantities of potentially economic oil and gas reserves have been discovered. If it is determined that commercial discovery has not been achieved, these costs are charged to profit or loss.

Expenditure incurred in the preliminary exploration stage are written off as expense as incurred.

When the technical feasibility and commercial viability of extracting natural resources become demonstrable, and that the project reaches development phase, previously recognised exploration and evaluation assets are reclassified as either intangible or tangible assets. These assets are assessed for impairment before reclassification.

Impairment of exploration and evaluation assets

The carrying amount of the exploration and evaluation assets is reviewed when facts and circumstances suggest that the carrying amount of an exploration and evaluation assets may exceed its recoverable amount. When one or more of the following events or changes in circumstances indicate that the carrying amount may not be recoverable, the Group shall perform an impairment test in accordance with HKAS 36.

4. 重大會計政策 (續)

(e) 勘探及評估資產

於初步確認時，勘探及評估資產均以成本確認。於初步確認後，勘探及評估資產均以成本減任何累計減值虧損列賬。勘探井之直接相關成本（鑽探成本及其他）將予資本化，以待釐定是否發現充足具潛在經濟效益之油氣儲量。倘確定所發現的儲量並不具商業效益，該等成本將於損益扣除。

勘探初期產生的開支將於產生時作為開支撇銷。

當證實開採天然資源在技術上及商業上均屬可行，且項目已達致開發階段，則任何先前確認之勘探及評估資產，將重新分類為無形或有形資產。此等資產會在重新分類前就減值作出評估。

勘探及評估資產減值

當出現任何事實及情況，顯示勘探及評估資產之賬面值可能超出其可收回金額，則勘探及評估資產之賬面值將會進行檢討。倘發生或出現以下一項或多項事件或情況變動，顯示賬面值可能無法收回時，本集團將根據香港會計準則第36號進行減值測試。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Exploration and evaluation assets (Continued)

Impairment of exploration and evaluation assets

(Continued)

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- substantive expenditure on further exploration for and evaluation of natural resources in the specific area is neither budgeted nor planned.
- exploration for and evaluation of natural resources in the specific area have not led to the discovery of commercially viable quantities of natural resources and the Group has decided to discontinue such activities in the specific area.
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

4. 重大會計政策 (續)

(e) 勘探及評估資產 (續)

勘探及評估資產減值 (續)

- 本集團有權於特定範圍勘探之期限，已於期內屆滿或將於可見將來屆滿，並預期不會續期。
- 於特定範圍進一步勘探或評估天然資源產生之重大支出，並非在預算或計劃內。
- 於特定範圍勘探及評估天然資源，並未導致發現足夠達成商業效益之天然資源，而本集團已決定終止特定範圍進行該等活動。
- 現存之足夠數據顯示，雖然有極大可能於特定範圍進行開發，惟勘探及評估資產之賬面值不大可能透過成功開發或出售而收回全部金額。

當資產賬面值超過其可收回金額時，將於損益確認減值虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Intangible assets

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. The interests in petroleum production sharing contracts were amortised on unit of production method.

(ii) Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

4. 重大會計政策 (續)

(f) 無形資產

(i) 已收購無形資產

獨立收購之無形資產初步按成本確認。於業務合併中所收購無形資產之成本為收購日期之公平價值。其後，具有有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。石油產量分成合約之權益按單位產量法進行攤銷。

(ii) 減值

不論是否出現可能減值之跡象，具有無限使用年期之無形資產及尚未可使用的無形資產將每年進行減值測試，方法為比較其賬面值與可收回金額。倘資產之可收回金額估計會低於其賬面值，則該資產之賬面值將調低至其可收回金額。

減值虧損會即時確認為開支。

倘其後減值虧損撥回，則資產之賬面值將增至重新估計之可收回金額，惟增加後之賬面值不得超過資產於過往年度尚未確認減值虧損時釐定之賬面值。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Intangible assets (Continued)

(ii) Impairment (Continued)

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment losses for tangible and intangible assets below).

(g) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

4. 重大會計政策 (續)

(f) 無形資產 (續)

(ii) 減值 (續)

有限使用年期之無形資產會於出現資產或減值之跡象時進行減值測試(見下文有關有形資產及無形資產減值虧損之會計政策)。

(g) 租賃

當租賃的條款將擁有權的絕大部分風險及回報轉移予承租人時，租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團為承租人

根據融資租賃持有之資產初步按其公平價值或最低租賃付款之現值(如金額較低)確認為資產。相應之租賃承擔以負債列示。租賃付款分析為資本及利息。利息部分於租期內於損益扣除，並以於租賃負債中佔固定比例方式計算。資本部分減去欠付出租人之餘額。

經營租賃應付之租金總額於租期內以直線法在損益扣除。已收取之租賃獎勵於租期內確認為租金開支總額之一部分。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- investments in subsidiaries; and
- intangible assets

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

4. 重大會計政策 (續)

(h) 其他資產減值

於各報告期末，本集團檢討下列資產之賬面值，以確定是否有跡象顯示該等資產已蒙受減值虧損或以往確認之減值虧損不再存在或已減少：

- 物業、廠房及設備(根據成本模式)；
- 於附屬公司之投資；及
- 無形資產

倘資產之估計可收回金額(即公平價值減銷售成本及使用價值之較高者)低於其賬面值，則將該資產之賬面值減低至其可收回金額。減值虧損即時確認為開支。

倘減值虧損於其後撥回，資產之賬面值增加至其可收回金額之重新估計值，惟增加後之賬面值不能超過倘該資產過往年度並無確認減值虧損而原應釐定之賬面值。減值虧損之撥回即時確認為收入。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(j) Financial Instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

4. 重大會計政策 (續)

(i) 存貨

存貨最初按成本確認，其後按成本及可變現淨值之較低者確認。成本包括所有採購成本、轉換成本及使存貨到達目前地點及狀態所產生的其他成本。成本以先入先出法計算。可變現淨值按日常業務過程中的估計售價減估計進行銷售所需的費用計算。

(j) 金融工具

(i) 金融資產

本集團視乎收購資產之目的而定，於初步確認時將其金融資產分類。按公平價值於損益列賬之金融資產初步按公平價值計量，而所有其他金融資產則初步按公平價值加收購該等金融資產直接應佔之交易成本計量。從一般途徑購買或出售之金融資產按交易日基準確認及終止確認。從一般途徑購買或出售指金融資產按合約購買或出售，其條款規定須按市場規例或慣例普遍訂立之時限內交付資產。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial Instruments (Continued)

(i) Financial assets (Continued)

Financial assets at fair value through profit or loss

These assets include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

4. 重大會計政策 (續)

(j) 金融工具 (續)

(i) 金融資產 (續)

按公平價值於損益列賬之金融資產

該等資產包括持作買賣之金融資產及初步確認時指定為按公平價值於損益列賬之金融資產。倘金融資產之購入目的是於短期內出售，則列為持作買賣。

於初步確認後，按公平價值於損益列賬之金融資產按公平價值計量，其公平價值變動於產生期間在損益內確認。

貸款及應收款項

該等資產為有固定或可確定付款之非衍生金融資產，在活躍市場上並無報價，主要來自向客戶提供貨品及服務（貿易應收賬款），亦包括其他種類的合約現金資產。初步確認後，彼等以實際利率法按攤銷成本減任何已識別減值虧損計量。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial Instruments (Continued)

(ii) Impairment of financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

4. 重大會計政策 (續)

(j) 金融工具 (續)

(ii) 金融資產減值

本集團於各報告期末評估金融資產有否出現減值之任何客觀跡象。倘因初步確認資產後發生之一項或多項事件而出現客觀減值跡象，且該事件對金融資產之估計未來現金流量具有影響而該影響能可靠地估計，該項金融資產即出現減值。減值跡象可包括：

- 債務人有重大財務困難；
- 違反合約，如拖欠或逾期償還利息或本金；
- 因債務人有財務困難而授予寬免；
- 債務人很可能宣佈破產或其他財務重組。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial Instruments (Continued)

(ii) Impairment of financial assets (Continued)

For Loans and receivables

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 重大會計政策 (續)

(j) 金融工具 (續)

(ii) 金融資產減值 (續)

就貸款及應收款項而言

倘客觀跡象顯示資產減值，即於損益中確認減值虧損，計量方式為資產賬面值與按原實際利率貼現之估計未來現金流量現值的差額。金融資產之賬面值透過使用撥備賬調減。若釐定金融資產有任何部分不能收回，則於有關金融資產之撥備賬撇銷。

當客觀而言，資產可收回數額增加並與確認減值後所發生之事件有關，減值虧損會於其後撥回，惟規定資產在撥回減值當日之賬面值不得超過如無確認減值之攤銷成本。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial Instruments (Continued)

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible notes issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Convertible notes

Convertible notes issued by the Group that contain both the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

4. 重大會計政策 (續)

(j) 金融工具 (續)

(iii) 金融負債

本集團視乎產生負債之目的為其金融負債分類。按公平價值於損益列賬之金融負債初步按公平價值計量，而按攤銷成本計量之金融負債初步按公平價值計量並須扣除所產生的直接應佔成本。

按攤銷成本列賬之金融負債

按攤銷成本列賬之金融負債包括應付賬款及其他應付款項、借貸、若干優先股及本集團發行的可換股票據的債務部分，其後以實際利率法按攤銷成本計算。相關利息開支於損益中確認。

當有關負債終止確認及透過攤銷程序攤銷成本時，其收益或虧損於損益中確認。

(iv) 可換股票據

本集團發行的可換股票據包括負債及轉換權部分，乃於初步確認時各自分類為負債及股權部分。將以固定金額現金或另一項金融資產交換本公司本身固定數目的股權工具方式結清的轉換權乃分類為股權工具。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial Instruments (Continued)

(iv) Convertible notes (Continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible notes equity reserve).

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes reserve until the embedded option is exercised (in which case the balance stated in convertible notes equity reserve will be transferred to share premium. Where the option remains unexercised at the expiry dates, the balance stated in convertible notes equity reserve will be released to the retained earnings. No gain or loss is recognised upon conversion or expiration of the option.

4. 重大會計政策 (續)

(j) 金融工具 (續)

(iv) 可換股票據 (續)

於初步確認時，負債部分的公平價值乃按類似不可轉換債務的現行市場利率釐定。發行可換股票據的所得款項與撥往負債部分的公平價值的差額（代表讓持有人將貸款票據轉換為股本的轉換權）應列入股本（可換股票據權益儲備）內。

於往後期間，可換股票據的負債部分乃以實際利率法按已攤銷成本列賬。股本部分（代表可將負債部分轉換為本公司普通股的選擇權）將保留於可換股票據儲備，直至嵌入式轉換權獲行使為止（於此情況下，可換股票據權益儲備的結餘將轉撥至股份溢價）。倘轉換權於到期日尚未獲行使，可換股票據權益儲備的結餘將解除至累計溢利。轉換權獲轉換或到期時不會於損益中確認任何盈虧。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial Instruments (Continued)

(v) **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(vi) **Equity instruments**

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vii) **Derecognition**

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. 重大會計政策 (續)

(j) 金融工具 (續)

(v) **實際利率法**

實際利率法為用於計算金融資產攤銷成本及於有關期間內分配利息收入或利息開支之方法。實際利率為於金融資產或負債預計期限或於較短期間(如適用)內準確折現估計未來現金收入或支出之利率。

(vi) **股本工具**

本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)入賬。

(vii) **終止確認**

當金融資產收取日後現金流量之合約權利屆滿時,或當已轉讓金融資產而有關轉讓符合香港會計準則第39號之終止確認準則,本集團便終止確認該項金融資產。

當合約中規定之義務解除、取消或到期時,便會終止確認該項金融負債。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

(l) Non-current assets held for sale and disposal groups

Non-current assets and disposal groups are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

4. 重大會計政策 (續)

(k) 現金及等同現金

現金及等同現金包括手頭現金、銀行通知存款以及原定到期日為三個月或以下隨時可轉換為已知數額現金且價值變動風險不大之其他短期高流通投資。銀行透支須應要求償還，屬於本集團現金管理一部份，亦作為現金流量表內現金及等同現金之一部份。

(l) 持作出售之非流動資產及出售組別

非流動資產及出售組別於以下情況分類為持作出售：

- 可供即時出售；
- 管理層承諾進行出售計劃；
- 計劃作出重大變動或撤回計劃之可能性不大；
- 已開始積極物色買家；
- 資產或出售組別以對其公平價值合理之價格進行市場推廣；及
- 出售預期於分類日期起計12個月內完成。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Non-current assets held for sale and disposal groups (Continued)

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

(m) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

4. 重大會計政策 (續)

(l) 持作出售之非流動資產及出售組別 (續)

分類為持作出售之非流動資產及出售組別乃按以下較低者計量：

- 其於緊接根據本集團之會計政策分類為持作出售前之賬面值；及
- 公平價值減銷售成本。

於分類為持作出售後，非流動資產（包括於出售組別者）不予計提折舊。

年內出售之經營業績截至出售日期止計入損益賬。

(m) 所得稅

年內所得稅包括當期稅項及遞延稅項。

當期稅項乃按已就毋須就所得稅課稅或不可扣減所得稅之項目作出調整之日常業務溢利或虧損，按報告期末已頒佈或實際頒佈之稅率計算。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Income taxes (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

4. 重大會計政策 (續)

(m) 所得稅 (續)

遞延稅項乃就財務報告之資產與負債之賬面值與就稅務所用相應數值間之暫時性差額確認。除不影響會計或應課稅溢利之商譽及已確認資產與負債外，會就所有暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣減暫時差額之情況下確認。遞延稅項乃按預期適用於清償負債或變現資產期間之稅率，按報告期末已頒佈或實際頒佈之稅率計量。

於附屬公司、聯營公司及共同控制實體之投資產生之應課稅暫時差異均確認遞延稅項負債，惟本集團能控制暫時差異撥回，以及暫時差異很大可能不在可見將來撥回之情況除外。

所得稅乃於損益確認，惟所得稅與其他全面收益中確認之項目有關則除外，在此情況下，所得稅亦於其他全面收益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(o) Foreign currencies

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the “**functional currency**”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 重大會計政策 (續)

(n) 撥備及或然負債

對於期限或款額不明確之負債，或本集團因過往事件負有法律或推定責任而可能引致可以合理估計之經濟利益流出之數額，均會確認撥備。

凡不可能需要經濟利益流出，或數額不能可靠估計時，則此責任將披露為或然負債，除非經濟利益流出之機會甚微。有可能之責任，倘其存在僅可由一項或多項未來事件之出現與否確定，亦披露為或然負債，除非經濟利益流出之機會甚微。

(o) 外幣

本集團各實體以其經營所在主要經濟環境之貨幣(「**功能貨幣**」)以外之貨幣進行交易，乃以進行交易時之現行匯率記賬。外幣貨幣資產及負債按各報告期末之現行匯率換算。按公平價值以外幣計值之非貨幣項目按釐定公平價值當日之匯率重新換算。按歷史成本以外幣計量之非貨幣項目不作重新換算。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

4. 重大會計政策 (續)

(o) 外幣 (續)

結算及換算貨幣項目所產生之匯兌差額於其產生期間於損益中確認。重新換算非貨幣項目所產生之匯兌差額按公平價值計入該期間之損益，惟重新換算有關盈虧在其他全面收益確認之非貨幣項目所產生之差額除外，在此情況下，有關匯兌差額亦於其他全面收益確認。

於綜合賬目時，境外業務之收支項目乃按年度平均匯率換算為本集團之呈列貨幣(即港元)，惟倘匯率於期內大幅波動則除外，在此情況下，則按進行交易時採用之概約匯率換算。境外業務之所有資產及負債按報告期末之適用匯率換算。由此產生之匯兌差額(如有)於其他全面收益確認，並於權益累計為外匯儲備(歸屬於少數股東權益(如適用))。於集團實體之獨立財務報表中就換算組成本集團境外業務投資淨額一部分之長期貨幣項目而於損益確認之匯兌差額，重新分類至其他全面收益，並於權益累計為外匯儲備。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Foreign currencies (Continued)

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

(p) Employees' benefits

(i) Short term benefits

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of reporting period.

(ii) Employment Ordinance long service payments

Certain employees of the Group have completed the required number of years of service under the Employment Ordinance of Hong Kong (the "Employment Ordinance") to be eligible for long service payments upon termination of their employment. The Group is only liable to make such payments where the termination meets the required circumstances specified in the Employment Ordinance.

(iii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

4. 重大會計政策 (續)

(o) 外幣 (續)

出售境外業務時，在匯兌儲備中已確認有關直至出售當日該項業務之累計匯兌差額，重新分類為損益作為出售損益之一部分。

(p) 僱員福利

(i) 短期福利

僱員享有之年假及長假於應計予僱員時確認。就僱員直至報告期末所提供之服務而享有之年假及長假作出估計負債撥備。

(ii) 僱傭條例長期服務金

根據香港僱傭條例(「僱傭條例」)，本集團若干僱員已達到所規定符合資格於終止僱傭時候獲取長期服務金之年資。本集團僅須負責作出符合僱傭條例所列明的規定情況之終止僱傭款項。

(iii) 定額供款退休計劃

定額供款額退休計劃之供款於僱員提供服務時在損益確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Employees' benefits (Continued)

(iv) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(q) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the statement of comprehensive income as follows:

- (i) Revenue from restaurant operations is recognised when catering services are provided to customers.
- (ii) Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which is at the time of delivery and title is passed to customer.
- (iii) Interest income is recognised on a time-apportioned basis, taking into account the principal amounts outstanding and the interest rates applicable.

4. 重大會計政策 (續)

(p) 僱員福利 (續)

(iv) 終止福利

終止福利僅於本集團明確承諾終止聘用，或就根據詳細正式而撤銷可能性不大之自願離職計劃而提供福利時予以確認。

(q) 收益確認

若經濟利益可能流入本集團，而其收益及成本(如適用)能可靠計量，收益將按以下方式於全面收益表確認：

- (i) 酒樓業務之收益於提供膳食供應服務予顧客時確認。
- (ii) 售賣貨品之收益乃於貨品之擁有權風險及回報轉移予買方時，即於貨品交付及業權轉移予客戶時確認。
- (iii) 利息收入按時間分配基準根據未償還本金及適用利率確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

4. 重大會計政策 (續)

(r) 關連人士

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions apply: (Continued)

(v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

4. 重大會計政策 (續)

(r) 關連人士 (續)

(b) 倘符合下列任何條件，即實體與本集團有關連：(續)

(v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。

(vi) 實體受(a)所識別人士控制或受共同控制。

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

該名人士之近親為可能預期於與實體進行交易時，影響該名人士或受該名人士影響之該等家族成員，並包括：

(i) 該名人士之子女及配偶或家屬；

(ii) 該名人士之配偶或家屬之子女；及

(iii) 該名人士或該名人士之配偶或家屬之受養人。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Impairment of loans and receivables

The Group makes impairment provision for receivables based on an assessment of the recoverability of the balance. Provisions are applied to receivables where events or changes in circumstances indicate that the balance may not be collectible. The identification of impaired receivables requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables and provision for impaired receivables in the year in which such estimate has been changed. If the financial condition of the debtors were to deteriorate, additional impairment may be required.

5. 關鍵會計判斷及估計不明朗因素之主要來源

於應用本集團的會計政策時，董事須就從其他來源不顯而易見之資產和負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關之其他因素為基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘若會計估計修訂只影響該期間，則有關修訂會在修訂估計期間確認。倘若有關修訂影響當期及未來期間，則有關修訂會在修訂期間及未來期間確認。

(i) 貸款及應收款項之減值

本集團根據就應收款項餘額之可收回程度作出評估而對應收款項作出減值撥備。一旦有事件或情況變動顯示餘額有可能無法收回時，便會就應收款項作出撥備。識別已減值之應收款項須要作出判斷及估計。倘預期之金額與原先估計不同，差額將會影響於該估計改變之年度內應收款項之賬面值及已減值應收款項之撥備。倘債務人之財政狀況惡化，則有需要作出額外減值。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(ii) Estimation of oil and gas resources and/or reserves

Engineering estimates of the Group's oil and gas resources and/or reserves as inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. Contingent resources are quantities of oil and gas estimated, to be potentially recoverable from known accumulations by application of development projects, but which are not currently considered to be commercially recoverable due to one or more contingencies. There are authoritative guidelines regarding the engineering criteria that have to be met before contingent resources can be categorised as oil and gas reserves and estimated oil and gas reserves can be designated as "proved". Proved and proved developed reserves estimates are updated at least annually and take into account recent production and technical information about each field. In addition, as prices and cost levels change from year to year, the estimate of proved and proved developed reserves also changes. This change is considered as a change in estimation for accounting purposes and is reflected on a prospective basis in related depreciation rates.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining depreciation expense, impairment expense and future dismantlement costs. Depreciation rates are determined based on estimated proved developed reserve quantities (the denominator) and capitalised costs of producing properties (the numerator). Producing properties' capitalised costs are amortised based on the unit-of-production method.

5. 關鍵會計判斷及估計不明朗因素之主要來源 (續)

(ii) 油氣資源及/或儲量估計

鑒於編製這些資料涉及主觀的判斷，本集團油氣資源及/或儲量的工程估計存有內在的不精確性，並僅屬相若數額。後備資源為估計石油及天然氣數量，可藉著執行發展計劃，而可能從已知蓄積開採獲得，然而目前由於一項或以上之或然因素，而不認為可進行商業性開採。在後備資源能夠分類為油氣儲量及估計油氣儲量可確定為「探明儲量」之前，需要遵從若干有關工程標準的權威性指引。探明及探明已開發儲量的估計須至少每年更新一次，並計入各個油田最近的生產和技術資料。此外，由於價格及成本水平按年變更，因此，探明及探明已開發儲量的估計也會出現變動。就會計目的而言，這些變動視為估計變更處理，並按預期基準反映在相關的折舊率中。

儘管工程估計存有內在的不精確性，這些估計被用作釐定折舊費用、減值開支及未來的拆除費用的基準。折舊率按估計探明已開發儲量(分母)和生產資產的已資本化成本(分子)計算。生產資產的已資本化成本按單位產量法攤銷。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(iii) Recognition of deferred income tax

According to the accounting policy as stated in Note 4(m), deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised, and it is measured at the tax rates that are expected to apply when the related deferred income tax assets are realised. In determining the deferred income tax assets to be recognised, management is required to estimate the future applicable tax rate for each subsidiary of the Company at each tax jurisdiction and the profitability of each subsidiary, so as to estimate the future utilisation of tax losses. Any difference between these estimates and the actual outcome will impact the Group's result in the period in which the actual outcome is determined.

(iv) Suspended Investment

For investments which have been suspended from trading as at year end, the fair value was measured with reference to the quoted price of the last dealing date before suspension of trade and other available information consider appropriate by the Directors. The carrying amounts of these investments are approximately HK\$5,332,000 (2010: Nil).

5. 關鍵會計判斷及估計不明朗因素之主要來源 (續)

(iii) 確認遞延所得稅

根據附註4(m)所載會計政策規定，遞延所得稅資產於有可能出現未來應課稅溢利以抵銷可扣稅暫時差額及稅項虧損時方予以確認，且按變現相關遞延所得稅資產時預計應用之稅率計量。釐定將予確認之遞延所得稅資產時，管理層須為本公司位於各稅務權區之附屬公司估算日後適用之稅率及各附屬公司之盈利能力，以預計稅項虧損之日後使用情況。該等估計與實際結果間的任何差異均將影響本集團於釐定實際結果期間內之業績。

(iv) 暫停交易之投資

就於年末暫停交易之投資而言，公平價值乃參考暫停交易前最後一個交易日之報價及董事認為合適的其他資料計算。該等投資的賬面值約為5,332,000港元(二零一零年：無)。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(v) Valuation of convertible notes

The directors of the Company use their judgement in selecting an appropriate valuation technique for the Group's convertible notes which are not quoted in the active market. The fair value of the liability and equity components inside the convertible notes are estimated by an independent professional valuer. The fair value of these components varies with different variables of certain subjective assumptions. Any change in these variables so adopted may materially affect the estimation of the fair value of these components.

(vi) Estimated fair value of the acquired intangible assets

Fair value of interests in petroleum production sharing contract is determined based on the income approach. These calculations require the use of estimates about future cash flows, discount rate and oil and gas resources and/or reserves. In the process of estimation, management makes assumptions about future cash flow, outputs, costs and oil and gas resources and/or reserves.

5. 關鍵會計判斷及估計不明朗因素之主要來源 (續)

(v) 可換股票據估值

在選擇合適之估值技巧以評估並無在活躍市場報價之本集團可換股票據時，本公司董事需要作出判斷。可換股票據內負債及權益部分之公平價值，由一位獨立專業估值師估算。該等組成部分之公平價值會隨若干主觀假設之可變值而出現變化。該等被採納之可變值如有任何變動，可能會對可換股票據各組成部分之公平價值估算有重大影響。

(vi) 所購入無形資產之估計公平價值

石油產量分成合約權益之公平價值根據收入法釐定。有關計算法需使用有關未來現金流、折現率及油氣資源及／或儲量之估計。在估定過程中，管理層會對未來現金流、產出量、成本及油氣資源及／或儲量作出假設。

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6. TURNOVER AND SEGMENT INFORMATION

The Group determines its operating segments based on the internal reports that are regularly reviewed by the chief operating decision-maker in order to allocate resources to the segment and to assess its performance. In accordance with the Group's internal organisation and reporting structure the operating segments are based on nature of business.

The Group has the following two reportable segments:

The Exploration and Production segment is engaged in the exploration, development, production and sales of natural gas.

The Sales of Food and Beverages Business segment is engaged in the operation of Chinese restaurants and the sales of food and beverages to restaurants.

6. 營業額及分部資料

本集團根據主要營運決策者定期審閱的內部報告，釐定其經營分部，以向分部調配資源並評估其表現。根據本集團的內部組織及報告架構，經營分部乃按業務性質劃分。

本集團有下列兩個可呈報分部：

勘探及生產分部，從事天然氣勘探、開發、生產及銷售業務。

銷售食品及飲料業務分部，從事中式酒樓營運及向餐館銷售食品及飲料之業務。

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6. TURNOVER AND SEGMENT INFORMATION

(Continued)

The segment information provided to the Board for the reportable segments for the years ended 31 December 2011 and 2010 are as follows:

(a) Information about reportable segment revenue, profit or loss and other information

6. 營業額及分部資料(續)

截至二零一一年及二零一零年十二月三十一日止年度，就可呈報分部向董事會提供的分部資料如下：

(a) 有關可呈報分部收益、溢利或虧損的資料及其他資料

		Exploration and Production 勘探及生產 HK\$'000 千港元	Sales of Food and Beverages Business 銷售食品及飲料業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2011	截至二零一一年十二月三十一日止年度			
Revenue from external customers	外部客戶收益	—	73,876	73,876
Reportable segment loss before income tax	可呈報分部除所得稅前虧損	(33,390)	(65)	(33,455)
Segment results included:	分部業績包括：			
Interest income	利息收入	343	—	343
Depreciation	折舊	965	577	1,542
Additions to non-current assets	非流動資產添置	3,532,355	1,005	3,533,360
Reportable segment assets	可呈報分部資產	4,000,094	21,018	4,021,112
Reportable segment liabilities	可呈報分部負債	(424,463)	(26,631)	(451,094)

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6. TURNOVER AND SEGMENT INFORMATION

(Continued)

(a) Information about reportable segment revenue, profit or loss and other information (Continued)

6. 營業額及分部資料(續)

(a) 有關可呈報分部收益、溢利或虧損的資料及其他資料(續)

		Exploration and Production 勘探及生產 HK\$'000 千港元	Sales of Food and Beverages Business 銷售食品及 飲料業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2010	截至二零一零年十二月 三十一日止年度			
Revenue from external customers	外部客戶收益	—	85,376	85,376
Reportable segment profit before income tax	可呈報分部除所得稅前溢利	—	9,778	9,778
Segment results included:	分部業績包括：			
Interest income	利息收入	—	—	—
Depreciation	折舊	—	635	635
Additions to non-current assets	非流動資產 添置	—	74	74
Reportable segment assets	可呈報分部資產	—	23,545	23,545
Reportable segment liabilities	可呈報分部 負債	—	(29,093)	(29,093)

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For the year ended 31 December 2011

截至二零一一年十二月三十一日止年度

6. TURNOVER AND SEGMENT INFORMATION

(Continued)

6. 營業額及分部資料(續)

(b) Reconciliation of reportable segment profit or loss, assets and liabilities

(b) 可呈報分部溢利或虧損、資產及負債之對賬

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損		
Reportable segment (loss)/profit before income tax	可呈報分部除所得稅前(虧損)/溢利	(33,455)	9,778
Other income	其他收入	12	5,527
Impairment loss on deposits and other receivables	按金及其他應收款項之減值虧損	(14,369)	(2,695)
Impairment loss on loan receivables	應收貸款之減值虧損	(51,941)	(8,500)
Fair value loss of financial assets held for trading	持作買賣之金融資產之公平價值虧損	(7,920)	(21,100)
Finance costs	融資成本	(10,618)	—
Unallocated head office and corporate expenses	未分配總辦事處及公司開支	(8,873)	(33,997)
Loss before income tax	除所得稅前虧損	(127,164)	(50,987)
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Assets	資產		
Reportable segment assets	可呈報分部資產	4,021,112	23,545
Other receivables	其他應收款項	240	47,230
Financial assets held for trading	持作買賣之金融資產	5,487	29,677
Deposits for acquisition of subsidiaries	收購附屬公司之訂金	—	804,000
Loan receivables	應收貸款	—	51,941
Unallocated head office and corporate assets	未分配總辦事處及公司資產	21,539	2,046
Total assets	總資產	4,048,378	958,439

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截至二零一一年十二月三十一日止年度

6. TURNOVER AND SEGMENT INFORMATION

(Continued)

(b) Reconciliation of reportable segment profit or loss, assets and liabilities (Continued)

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	451,094	29,093
Convertible notes	可換股票據	99,549	—
Amount due to a shareholder	應付一名股東款項	42,409	—
Unallocated head office and corporate liabilities	未分配總辦事處及公司負債	11,183	22,935
Total liabilities	總負債	604,235	52,028

(c) Geographic information

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than financial instruments, deferred tax assets and assets held for sale (“Specified non-current assets”).

6. 營業額及分部資料 (續)

(b) 可呈報分部溢利或虧損、資產及負債之對賬 (續)

(c) 地區資料

下表載列本集團有關來自外部客戶之收益及非流動資產(金融工具、遞延稅項資產及持作出售資產除外,「指定非流動資產」)的分析。

		Revenue from external customers 來自外部客戶之收益		Specified non-current assets 指定非流動資產	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong (place of domicile)	香港(註冊地點)	73,876	85,376	6,504	806,511
People's Republic of China (“PRC”)	中華人民共和國(「中國」)	—	—	3,546,673	—
		73,876	85,376	3,553,177	806,511

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For the year ended 31 December 2011

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7. OTHER INCOME

7. 其他收入

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Bank interest income	銀行利息收入	343	3
Rental income	租金收入	30	31
Sundry income	雜項收入	1	5
Interest income from other loans	其他貸款之利息收入	—	5,524
		374	5,563

8. LOSS BEFORE INCOME TAX

8. 除所得稅前虧損

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss before income tax is arrived at after charging:	除所得稅前虧損已扣除		
Auditor's remuneration	核數師酬金	1,000	966
Cost of inventories consumed	經消耗存貨成本	39,297	36,304
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,593	685
Exchange loss, net	匯兌虧損淨值	8,417	—
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)		
— Wages and salaries and other benefits	— 工資及薪金及其他福利	32,217	30,747
— Pension fund contributions	— 退休計劃供款	838	1,089
		33,055	31,836
Operating lease payment on lease premises	租賃物業之經營租約付款		
— Related companies	— 關連公司	4,354	4,160
— Third parties	— 第三方	5,163	7,687
		9,517	11,847

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9. INCOME TAX CREDITS

The amount of taxation in the consolidated statement of comprehensive income represents:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current tax — PRC	即期稅項 — 中國	(5)	—
Deferred tax (Note 20)	遞延稅項(附註20)	4,333	—
Total income tax credits	所得稅抵免總額	4,328	—

No provision for Hong Kong profits tax has been made as the Group had tax losses for both years. PRC enterprise income tax is calculated at 25% on the estimated assessable profit for the year.

The income tax credits for the year can be reconciled to the loss before income tax per the consolidated statement of comprehensive income as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(127,164)	(50,987)
Effect of tax at Hong Kong profits tax rate of 16.5% (2010: 16.5%)	按香港利得稅稅率 16.5% (二零一零年：16.5%) 之稅務影響	(20,982)	(8,413)
Effect of different tax rate of subsidiaries operating in other jurisdiction	於其他司法權區經營之附屬公司稅率不同之影響	(1,469)	—
Tax effect of income not taxable for tax purposes	非課稅收入之稅務影響	(111)	(1,520)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	13,904	8,870
Tax effect of utilisation of tax losses	動用稅項虧損之稅務影響	(25)	(21)
Tax effect of unused tax losses not recognised	未確認之未動用稅項虧損之稅務影響	4,355	1,084
Income tax credits for the year	年內所得稅抵免	(4,328)	—

9. 所得稅抵免

綜合全面收益表內的稅額代表：

由於本集團於兩個年度均錄得稅項虧損，故並無就香港利得稅作出撥備。中國企業所得稅乃根據年內估計應課稅溢利按稅率 25% 計算。

本年度所得稅信貸可與綜合全面收益表內之除所得稅前虧損對賬如下：

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10. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss attributable to owners of the Company includes an amount of HK\$93,414,000 (2010: HK\$59,071,000) which has been dealt with in the financial statements of the Company.

11. DIVIDEND

No dividend was paid or proposed for the year ended 31 December 2011 (2010: Nil), nor has any dividend been proposed since the end of reporting period (2010: Nil).

12. LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

10. 本公司擁有人應佔虧損

在本公司之財務報表中，本公司擁有人應佔虧損包括一筆款項93,414,000港元(二零一零年：59,071,000港元)。

11. 股息

截至二零一一年十二月三十一日止年度並無派付或擬派任何股息(二零一零年：無)，自報告期末起亦無擬派任何股息(二零一零年：無)。

12. 每股虧損

(a) 基本

每股基本虧損乃由本公司擁有人應佔虧損除以期內已發行普通股加權平均數計算。

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(122,836)	(50,987)
		Number of shares 股份數目	Number of shares 股份數目
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	6,813,495,231	4,250,392,329
		HK Cents 港仙	HK Cents 港仙
Basic loss per share	每股基本虧損	1.80	1.20

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12. LOSS PER SHARE (Continued)

(b) Diluted

No diluted loss per share for the year ended 31 December 2011 is presented as the potential ordinary shares on convertible notes are anti-dilutive.

No diluted loss per share for the year ended 31 December 2010 is presented as the Company has no potential dilutive ordinary shares at 31 December 2010.

12. 每股虧損 (續)

(b) 攤薄

概無呈列截至二零一一年十二月三十一日止年度之每股攤薄虧損，此乃由於涉及可換股票據之潛在普通股具反攤薄性質。

概無呈列截至二零一零年十二月三十一日止年度之每股攤薄虧損，此乃由於本公司於二零一零年十二月三十一日並無潛在攤薄普通股。

13. DIRECTORS' REMUNERATION

Year ended 31 December 2011

13. 董事之酬金

截至二零一一年十二月三十一日止年度

		Directors' Fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	2011 Total
		董事袍金	薪金、津貼及實物利益	退休計劃供款	二零一一年總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive directors	執行董事				
Chan Shi Yung (i)	陳樹鎔 (i)	—	160	4	164
Chui Kwong Kau	崔光球	—	455	12	467
Huang Changbi	黃昌碧	390	—	—	390
Liu Baohe	劉寶和	520	—	—	520
Zhao Guoqiang	趙國強	520	—	—	520
Zhang Zhenming	張振明	390	—	—	390
Independent non-executive directors	獨立非執行董事				
Fu Dali (ii)	付大利 (ii)	75	—	—	75
Fu Wing Kwok, Ewing	傅榮國	180	—	—	180
Sun Xiaoli (iii)	孫曉靈 (iii)	90	—	—	90
Yin Guohui (iv)	殷國輝 (iv)	90	—	—	90
Zhang Wei (v)	張偉 (v)	105	—	—	105
		2,360	615	16	2,991

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截至二零一一年十二月三十一日止年度

13. DIRECTORS' REMUNERATION (Continued)

Year ended 31 December 2011 (Continued)

- (i) Mr. Chan Shi Yung resigned on 1 May 2011.
- (ii) Mr. Fu Dali appointed on 28 July 2011.
- (iii) Mr. Sun Xiaoli appointed on 1 July 2011.
- (iv) Mr. Yin Guohui resigned on 1 July 2011.
- (v) Ms. Zhang Wei resigned on 28 July 2011.

Year ended 31 December 2010

13. 董事之酬金 (續)

截至二零一一年十二月三十一日止年度(續)

- (i) 陳樹鎔先生於二零一一年五月一日辭任。
- (ii) 付大利先生於二零一一年七月二十八日獲委任。
- (iii) 孫曉麗先生於二零一一年七月一日獲委任。
- (iv) 殷國輝先生於二零一一年七月一日辭任。
- (v) 張偉女士於二零一一年七月二十八日辭任。

截至二零一零年十二月三十一日止年度

	Directors' Fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	2010 Total	
	董事袍金	薪金、津貼及實物利益	退休計劃供款	二零一零年總額	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Executive directors	執行董事				
Chan Shi Yung	陳樹鎔	—	540	12	552
Chui Kwong Kau	崔光球	—	490	12	502
Huang Changbi (i)	黃昌碧 (i)	260	—	—	260
Liu Baohe	劉寶和	560	—	—	560
Wang Ligang (ii)	王立剛 (ii)	160	—	—	160
Zhao Guoqiang	趙國強	560	—	—	560
Zheng Ke Wen (iii)	鄭棵文 (iii)	160	—	—	160
Zhang Zhenming (iv)	張振明 (iv)	260	—	—	260
Independent non-executive directors	獨立非執行董事				
Fu Wing Kwok, Ewing (v)	傅榮國 (v)	75	—	—	75
Wong Tik Tung (vi)	汪滌東 (vi)	105	—	—	105
Yin Guohui	殷國輝	180	—	—	180
Zhang Wei	張偉	180	—	—	180
		2,500	1,030	24	3,554

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截至二零一一年十二月三十一日止年度

13. DIRECTORS' REMUNERATION (Continued)

Year ended 31 December 2010 (Continued)

- (i) Mr. Huang Changbi appointed on 9 June 2010.
- (ii) Mr. Wang Ligang resigned on 9 June 2010.
- (iii) Ms. Zheng Ke Wen resigned on 9 June 2010.
- (iv) Mr. Zhang Zhenming appointed on 9 June 2010.
- (v) Mr. Fu Wing Kwok, Ewing appointed on 30 July 2010.
- (vi) Ms. Wong Tik Tung resigned on 30 July 2010.

None of the directors waived or agreed to waive any emoluments during the year ended 31 December 2011 (2010: Nil). No emoluments were paid by the Company to the directors as an inducement to join or upon joining the Company or as compensation for loss of office during the year ended 31 December 2011 (2010: Nil).

13. 董事之酬金 (續)

截至二零一零年十二月三十一日止年度(續)

- (i) 黃昌碧先生於二零一零年六月九日獲委任。
- (ii) 王立剛先生於二零一零年六月九日辭任。
- (iii) 鄭裸文女士於二零一零年六月九日辭任。
- (iv) 張振明先生於二零一零年六月九日獲委任。
- (v) 傅榮國先生於二零一零年七月三十日獲委任。
- (vi) 汪滌東先生於二零一零年七月三十日辭任。

截至二零一一年十二月三十一日止年度，概無董事免收或批准免收任何酬金(二零一零年：無)。截至二零一一年十二月三十一日止年度，本公司概無向董事支付任何酬金作為招攬加盟或於加盟本公司時之獎勵，或作為離任之賠償(二零一零年：無)。

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14. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, none (2010: one) was director of the Company whose emoluments are included in the disclosures in note 13 above. The emoluments of the remaining five (2010: four) individuals were as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Wages and salaries and other benefits	工資及薪金以及其他福利	4,740	3,670
Pension fund contributions	退休金供款	21	31
		4,761	3,701

Their emoluments were within the following bands

彼等之薪酬均介乎下列範圍

		2011 二零一一年 No. of employees 僱員人數	2010 二零一零年 No. of employees 僱員人數
Nil to HK\$1,000,000	零至 1,000,000 港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	2	1
		5	4

14. 最高薪酬人士

在五位最高薪酬人士當中，並無(二零一零年：一位)本公司董事，其薪酬於上文附註13披露。其餘五位(二零一零年：四位)人士之薪酬如下：

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

Group		本集團			
		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本：				
At 1 January 2010	於二零一零年 一月一日	11,032	3,257	—	14,289
Additions	添置	—	74	—	74
Disposal of a subsidiary	出售一間附屬公司	(7,878)	(2,132)	—	(10,010)
At 31 December 2010	於二零一零年 十二月三十一日	3,154	1,199	—	4,353
Acquired through acquisition of subsidiaries	透過收購附屬公司獲取	706	646	3,546	4,898
Additions	添置	849	182	—	1,031
Disposal	出售	—	(88)	—	(88)
Classified as held for sale	分類為持作出售	(3,217)	(855)	—	(4,072)
Exchange differences	匯兌差額	26	23	133	182
At 31 December 2011	於二零一一年 十二月三十一日	1,518	1,107	3,679	6,304
Accumulated depreciation	累計折舊：				
At 1 January 2010	於二零一零年 一月一日	9,500	2,171	—	11,671
Charge for the year	本年度費用	437	248	—	685
Disposal of a subsidiary	出售一間附屬公司	(7,626)	(1,714)	—	(9,340)
At 31 December 2010	於二零一零年 十二月三十一日	2,311	705	—	3,016
Charge for the year	本年度費用	888	335	370	1,593
Disposal	出售	—	(42)	—	(42)
Classified as held for sale	分類為持作出售	(2,045)	(501)	—	(2,546)
Exchange differences	匯兌差額	7	2	6	15
At 31 December 2011	於二零一一年 十二月三十一日	1,161	499	376	2,036
Carrying amount	賬面值：				
At 31 December 2011	於二零一一年 十二月三十一日	357	608	3,303	4,268
At 31 December 2010	於二零一零年 十二月三十一日	843	494	—	1,337

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16. EXPLORATION AND EVALUATION ASSETS — GROUP

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Acquired through acquisition of subsidiaries (Note 32)	透過收購附屬公司獲取 (附註32)	559,607	—
Additions	添置	21,436	—
Exchange differences	匯兌差額	21,062	—
At 31 December	於十二月三十一日	602,105	—

16. 勘探及評估資產 — 本集團

17. INTANGIBLE ASSETS

During the year ended 31 December 2011, the interests in the petroleum production sharing contract acquired in relation to the acquisition of subsidiaries as detailed in note 32 was recognised as intangible assets at costs of HK\$2,946,388,000. The interests in petroleum production sharing contract were amortised on unit of production method. No amortisation and impairment was provided in current year. Details of the contract as described as below:

On 22 December 2008, China Era entered into a petroleum contract (the “**Kashi Contract**”) with CNPC to drilling, exploration, exploitation and production of oil and/or natural gas in North Kashi Block, Tarim Basin in the PRC. CNPC is a stated-owned company established in the PRC.

17. 無形資產

截至二零一一年十二月三十一日止年度，因收購附屬公司而獲取之石油產量分成合約權益（詳情載於附註32），按成本2,946,388,000港元確認為無形資產。石油產量分成合約權益乃按單位產量法攤銷。本年度內，並無對有關權益作出攤銷及減值。合約之詳情載述如下：

於二零零八年十二月二十二日，中國年代與中石油集團訂立了一份石油合約（「喀什合約」），以於中國塔里木喀什區塊鑽探、勘探、開發及生產石油及／或天然氣。中石油集團為於中國成立的國有企業。

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17. INTANGIBLE ASSETS (Continued)

Pursuant to the Kashi Contract signed in December 2008, China Era agrees to provide funds and apply its advanced technology and managerial experience to cooperate with CNPC for the development and production of crude oil and/or natural gas in North Kashi Block on Tarim Basin in Xinjiang, the PRC. The maximum term of the Kashi Contract is 30 years from 1 June 2009, unless extended due to the production period.

China Era bears all costs required for the evaluation operations and development operations. The operating costs incurred shall be paid by CNPC and China Era in accordance with 51% and 49% respectively. However, CNPC's portion of operating costs shall be advanced by China Era and recovered from the production of crude oil.

Under the terms of the Kashi Contract, the evaluation costs, development costs and operating costs are to be recovered according to a mechanism of cost recovery oil and investment recovery oil. Remaining oil, after cost recovery, all applicable taxes and royalty that might apply in the PRC, is share oil, which is apportioned between 51% by CNPC and 49% by China Era.

As at 31 December 2011, the approval of Overall Development Program from National Development and Reform Commission has not yet been obtained.

17. 無形資產(續)

根據於二零零八年十二月簽訂之喀什合約，中國年代同意提供資金及應用其先進科技及管理經驗與中石油集團合作，以於中國新疆塔里木北喀什區塊開發及生產原油及／或天然氣。喀什合約之最長年期為自二零零九年六月一日起計30年，惟生產期間引致之延誤除外。

中國年代承擔評估業務及開發業務之所有所需成本。所產生的經營成本將由中石油集團及中國年代分別支付51%及49%。然而，中石油集團的經營成本部份須由中國年代墊款，並自生產原油撥回。

根據喀什合約，評估成本、開發成本及經營成本須根據成本撥回石油及投資撥回石油之方式撥回。就於撥回成本後之餘下石油而言，於中國應用的所有適用稅項及專利稅為分佔石油，由中石油集團及中國年代分別分佔51%及49%。

於二零一一年十二月三十一日，整個開發項目仍未取得國家發展和改革委員會之批准。

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17. INTANGIBLE ASSETS (Continued)

Set out below is the summary of assets, liabilities and results for the year recognised in the consolidated financial statements in relation to the Group's interest in the Kashi Contract:

(a) Result for the year

As the project was still under the evaluation period and commercial production had not yet commences for the year ended 31 December 2011, there is no result recognised in the consolidated statement of comprehensive income.

(b) Assets and liabilities

17. 無形資產(續)

下文載列綜合財務報表於年內確認之資產、負債及業績概要，內容與本集團於喀什合約之權益有關：

(a) 本年度業績

由於該項目於截至二零一一年十二月三十一日止年度仍處於評估階段，尚未展開商業生產，故此綜合全面收益表並無確認有關業績。

(b) 資產及負債

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,080	—
Exploration and evaluation assets	勘探及評估資產	602,105	—
Intangible assets	無形資產	2,946,388	—
Deferred tax assets	遞延稅項資產	77,481	—
Current assets	流動資產	370,020	—
Current liabilities	流動負債	(373,192)	—
Non-current liabilities	非流動負債	(51,240)	—
Net assets	資產淨值	3,575,642	—

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17. INTANGIBLE ASSETS (Continued)

(c) Commitments

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Capital commitments:	資本承擔		
Contracted but not provided for in respect of	已訂約但未就 下列事項撥備		
— Exploration and evaluation expenditures	— 勘探及評估開支	259,350	—

17. 無形資產(續)

(c) 承擔

18. INTERESTS IN SUBSIDIARIES

		The Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	2,928,527	192,400
Amounts due from subsidiaries	應收附屬公司款項	1,178,222	322,062
Less: Impairment loss	減：減值虧損	4,106,749 (515,633)	514,462 (514,444)
		3,591,116	18

Amounts due from subsidiaries are unsecured, interest free and in substance a part of the Company's interests in the subsidiaries in the form of quasi-equity loans.

應收附屬公司款項乃無抵押、免息，且實質上為本公司於附屬公司之權益(以準權益貸款形式)之一部份。

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18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the Company's principal subsidiaries as at 31 December 2011 are as follows:

18. 於附屬公司之權益(續)

本公司於二零一一年十二月三十一日之主要附屬公司詳情如下：

Name	Form of business structure	Country/ place of incorporation/ establishment	Country/ place of operation	Principal activities	Issued and fully paid share capital	Percentage of interests held	
		註冊成立/ 成立國家/ 地點	經營國家/ 地點			Directly 直接	Indirectly 間接
China Energy Resources Holdings Ltd 中西能源控股有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Investment Holding 投資控股	Ordinary share HK\$1 普通股 1港元	100%	—
Hon Po (China) Catering Management Limited 漢寶(中國)飲食管理有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Sell of food and beverage 銷售食品及飲料業務	Ordinary shares HK\$10,000 普通股 10,000港元	—	100%
Hon Po International Limited 漢寶國際有限公司	Limited liability company 有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Investment holding 投資控股	Ordinary shares US\$151 普通股 151美元	100%	—
Ocean Grace Investments Limited 海洋投資有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Operation of a Chinese Restaurant 經營中式酒樓	Ordinary shares HK\$2 普通股 2港元	—	100%
Totalbuild Investments Group (Hong Kong) Limited 共創投資集團(香港)有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Investment holding 投資控股	Ordinary shares US\$1 普通股 1美元	100%	—
China Era Energy Power Investment (Hong Kong) Limited 中國年代能源投資(香港)有限公司	Limited liability company 有限公司	Hong Kong 香港	The People's Republic of China 中華人民共和國	Oil and gas exploration 油氣勘探	Ordinary shares HK\$1 普通股 1港元	—	100%

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19. RENTAL DEPOSITS AND OTHER DEPOSITS — THE GROUP

These represent rental deposits and utilities deposits.

20. DEFERRED TAXATION

(a) The components of deferred tax (assets)/liabilities in the consolidated statement of financial position are as follows:

Deferred tax (assets)/liabilities arising from:

19. 租金按金及其他訂金 — 本集團

該等訂金指租金按金及公用設施按金。

20. 遞延稅項

(a) 於綜合財務狀況表之遞延稅項(資產)/負債組成部份如下：

遞延稅項(資產)/負債產生自：

		Exploration costs 勘探成本 HK\$'000 千港元	Accelerated depreciation allowances 加速折舊撥備 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2010 and 31 December 2010	於二零一零年 一月一日及 二零一零年 十二月三十一日	—	568	(515)	53
Acquisition of subsidiaries (Note 32)	收購附屬公司 (附註32)	(70,474)	—	—	(70,474)
Credits for the year	年度抵免	(4,333)	—	—	(4,333)
Exchange differences	匯兌差額	(2,674)	—	—	(2,674)
At 31 December 2011	於二零一一年 十二月三十一日	(77,481)	568	(515)	(77,428)

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20. DEFERRED TAXATION (Continued)

(a) (Continued)

For the purpose of presentation in consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(77,481)	—
Deferred tax liabilities	遞延稅項負債	53	53
		(77,428)	53

(b) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative tax losses of approximate HK\$59,424,000 as at 31 December 2011 (2010: HK\$33,199,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction of the entity. The tax losses will not expire under the current tax legislation.

20. 遞延稅項 (續)

(a) (續)

就綜合財務狀況表呈報目的而言，若干遞延稅項資產及負債已被抵銷。就呈報財務狀況表而計算之遞延稅項結餘分析如下：

(b) 未確認遞延稅項資產

本集團並無就於二零一一年十二月三十一日累計稅項虧損約59,424,000港元(二零一零年：33,199,000港元)確認遞延稅項資產，原因為於實體之相關稅項司法權區不大可能有可動用該等虧損之未來應課稅溢利。根據現行稅法，稅項虧損將不會到期。

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21. INVENTORIES

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Food and beverages	食品及飲料	9,754	5,516

22. TRADE RECEIVABLES

Customers are usually offered a credit period ranging from one to three months. An ageing analysis of trade receivables as at 31 December 2011 and 2010 is as follows:

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current to 3 months	即期至三個月	9	41

All trade receivables are neither individually nor collectively considered to be impaired as there was no recent history of default and relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance 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. The Group does not hold any collateral over these balances.

21. 存貨

22. 應收賬款

客戶一般獲得之信貸期為一至三個月不等。於二零一一年及二零一零年十二月三十一日之應收賬款賬齡分析如下：

所有應收賬款均沒有獲個別及共同考慮須予減值，理由是與本集團之獨立客戶多擁有良好還款記錄且近期並無拖欠記錄有關。根據過往經驗，管理層相信無須就該等結餘作出減值撥備，原因是信貸素質並無重大變化及有關結餘仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。

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23. FINANCIAL ASSETS HELD FOR TRADING

23. 持作買賣之金融資產

		The Group and Company 本集團及本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trading securities listed in Hong Kong, at market value	於香港上市之買賣證券， 按市場價值	5,487	29,486
Cash balance in a security account	證券賬戶現金結餘	—	191
		5,487	29,677

For investments which have been suspended from trading as at year end, the fair value was measured with reference to the quoted price of the last dealing date before suspension of trade and other available information consider appropriate by the Directors. The carrying amounts of these suspended investments are approximately HK\$5,332,000 (2010: Nil).

於年末已遭暫停買賣之投資，其公平值是參考暫停買賣前之最後交易日之掛牌價，以及董事認為適當並可獲取之其他資料計算。此等遭暫停買賣之投資之賬面值約為5,332,000港元(二零一零年：無)。

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24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

24. 其他應收款項、訂金及預付款項

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	25,950	45,089
Refundable deposits — Mr. Wang Jian Guo (note)	可退回訂金 — 王健國先生(附註)	20,725	20,725
		46,675	65,814
Less: Provision for impairment:	減：減值撥備		
— Refundable deposit (note)	— 可退回訂金(附註)	(20,725)	(18,239)
— Other receivables, deposits and prepayments	— 其他應收款項、按金及預付款項	(11,883)	—
		(32,608)	(18,239)
		14,067	47,575

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24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Note:

On 24 September 2007, Mr. Wang Jian Guo ("Mr. Wang"), an independent third party and Joy Even International Limited ("Joy Even"), a subsidiary of the Group, entered into the agreement in relation to the proposed acquisition of the 51% equity interest in each of the target companies, Bu Tuo County Wu Zhou Minerals Limited Liability Company (布拖縣五洲礦產有限責任公司) and Hui Li County Wan Feng Mining Limited Liability Company (會理縣萬豐礦業有限責任公司) of an aggregate consideration of RMB498 million (equivalent of HK\$516 million) (the "Agreement"). Both companies are limited liability companies established in the PRC. The principal activities of both companies are in the development of mines in the PRC. A refundable deposit of HK\$20,725,000 was paid (equivalent to RMB20,000,000) to Mr. Wang upon signing of the agreement. On 31 July 2008, the Company executed the Deed of termination regarding the proposed acquisitions, whereby subject to the return of the refundable deposit, both parties shall be released and discharged from their respective obligations under the Agreement. On 10 March 2011, Joy Even issued a Writ of Summons against Mr Wang claiming the principal and interest on the refundable deposits. As at 31 December 2011, all of the refundable deposits were impaired and a provision for impairment of HK\$2,486,000 (2010: HK\$2,695,000) is charged to profit or loss for the year.

24. 其他應收款項、訂金及預付款項 (續)

附註：

於二零零七年九月二十四日，王健國先生（王先生）（獨立第三方）與悅順國際有限公司（「悅順」）（本集團之全資附屬公司）訂立協議（「協議」），內容有關建議收購目標公司布拖縣五洲礦產有限責任公司及會理縣萬豐礦業有限責任公司各自之51%股權，總代價為人民幣498,000,000元（相等於516,000,000港元）。兩間公司均為於中國成立之有限公司，主要業務均為於中國開發礦場。本集團已於簽訂協議時向王先生支付可退回訂金20,725,000港元（相等於人民幣20,000,000元）。於二零零八年七月三十一日，本公司簽立關於建議收購事項之終止契據，據此，須退回可退回訂金。雙方解除各自於協議之責任。於二零一一年三月十日，悅順向王先生發出傳訊令狀，追討可退回按金之本金連利息。截至二零一一年十二月三十一日，全數可退回按金已計算減值，並於本年度損益賬把減值撥備2,486,000港元（二零一零年：2,695,000港元）列作開支。

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25. LOAN RECEIVABLES

25. 應收貸款

		The Group and Company 本集團及本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loan receivables — unrelated parties (note)	應收貸款 — 無關連人士(附註)	—	51,941
		—	51,941

Note:

The balances at 31 December 2010 represented loan receivables from independent third parties, which were unsecured, interest-bearing at 0.5% to 1% per month and repayable within 1 year. Of this amount, HK\$37.1 million was loan receivable from SMI Publishing Group Limited (“SMI”), a company listed on SEHK, but trading of this company’s shares was suspended from 28 April 2005 and up to the date of this report. The loan receivable from SMI Publishing Group Limited is secured by a personal guarantee of a third party. Another HK\$14.8 million (2010: HK\$14.8 million) was loan receivable from Birmingham International Holding Limited (“Birmingham”), a company listed on SEHK. The loan receivable from Birmingham International Holding Limited is unsecured. During the year ended 31 December 2011, all of the loan receivables from these companies were impaired as they were unable to repay the principle and interest when the amounts fall due.

Up to the date of this report, the Group has not been able to obtain viable repayment proposal from SMI and Birmingham. The Group is now actively considering to take appropriate legal action to secure the Group’s position.

附註：

於二零一零年十二月三十一日，該結餘指應收獨立第三方之貸款，而該筆款項為無抵押、按每月0.5厘至1厘計息及須於一年內償還。該筆款項當中，37,100,000港元為應收星美出版集團有限公司(「星美」)之貸款。該公司為聯交所上市公司，惟於二零零五年四月二十八日起直至本報告日期，該公司之股份已暫停買賣。應收星美出版集團有限公司之貸款以一名第三方的個人擔保作抵押。另有14,800,000港元(二零一零年：14,800,000港元)為應收伯明翰環球控股有限公司(於聯交所上市之公司)之貸款。應收伯明翰環球控股有限公司(「伯明翰」)之貸款乃無抵押。於截至二零一一年十二月三十一日止年度，來自該等公司之所有應收貸款額均以減值，因該等公司未能於款項到期之時償還本金及利息。

截至本報告日期，本集團未能從星美及伯明翰獲取可行之還款建議。本集團現正積極考慮採取適當的法律行動，令本集團之狀況獲得足夠保障。

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26. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

An ageing analysis of trade payables of the Group as at 31 December 2011 and 2010 is as follows:

26. 應付賬款、其他應付款項及應計款項

本集團於二零一一年及二零一零年十二月三十一日之應付賬款賬齡分析如下：

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade payables	應付賬款		
Current to 3 months	即期至三個月	5,803	5,213
Over 1 year	一年以上	2,946	2,946
Total trade payables	應付賬款總額	8,749	8,159
Other payables and accruals	其他應付款項及應計款項		
Current portion:	即期部分：		
Exploration and evaluation cost payables	勘探及評估應付成本	362,585	—
Other payables and accruals	其他應付款項及應計款項	23,608	30,132
		386,193	30,132
Non-current portion:	非即期部分：		
Exploration and evaluation cost payables	勘探及評估應付成本	51,240	—
		51,240	—

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27. AMOUNTS DUE FROM/TO RELATED COMPANIES AND A SHAREHOLDER

- (a) Pursuant to section 161B of the Companies Ordinance, the amounts disclosed hereunder represent amounts due from related companies in which directors of certain subsidiaries of the Company have held beneficial interests:

The Group

Name of related companies		Bestcase	Dragongem	Jing Hua	Twin Star	Metropolis	Total
		Hong Kong Limited	Resources Limited	(Allied) Limited	Investments Limited	Harbour View Chinese Cuisine Limited	
關連公司名稱		百基香港有限公司	龍之寶資源有限公司	京華(聯合)有限公司	雙星投資有限公司	景逸軒有限公司	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance	結餘						
At 31 December 2011	於二零一一年十二月三十一日	88	1,102	1,242	1,395	854	4,681
At 31 December 2010	於二零一零年十二月三十一日	779	1,139	1,137	1,304	8,091	12,450
Maximum outstanding during the year	年內最高未償還款項	779	1,139	1,242	1,395	8,091	12,646

The directors of certain subsidiaries of the Company who have held beneficial interests of Bestcase Hong Kong Limited, Dragongem Resources Limited, Jing Hua (Allied) Limited, and Metropolis Harbour View Chinese Cuisine Limited are namely Chan Nun Chiu, Lim Mai Tak, Grace, Cheung To Seng, Ng Wing Po and She Hing Chiu.

The directors of certain subsidiaries of the Company who have held beneficial interests of Twin Star Investments Limited are namely She Hing Chiu and Cheung To Seng.

- (b) The amounts due from/to related companies are unsecured, interest free and are repayable on demand.

27. 應收／應付關連公司及一名股東款項

- (a) 根據公司條例第161B條，據該條披露之金額指應收關連公司之款項，而本公司若干附屬公司之董事於當中持有實益權益：

本集團

Name of related companies		Bestcase	Dragongem	Jing Hua	Twin Star	Metropolis	Total
		Hong Kong Limited	Resources Limited	(Allied) Limited	Investments Limited	Harbour View Chinese Cuisine Limited	
關連公司名稱		百基香港有限公司	龍之寶資源有限公司	京華(聯合)有限公司	雙星投資有限公司	景逸軒有限公司	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance	結餘						
At 31 December 2011	於二零一一年十二月三十一日	88	1,102	1,242	1,395	854	4,681
At 31 December 2010	於二零一零年十二月三十一日	779	1,139	1,137	1,304	8,091	12,450
Maximum outstanding during the year	年內最高未償還款項	779	1,139	1,242	1,395	8,091	12,646

本公司之若干附屬公司中，於百基香港有限公司、龍之寶資源有限公司、京華(聯合)有限公司及景逸軒有限公司持有實益權益之董事為陳能照、林美德、張道生、吳永波及余慶潮。

本公司之若干附屬公司中，於雙星投資有限公司持有實益權益之董事為余慶潮及張道生。

- (b) 應收／應付關連公司款項為無抵押、免息及應要求償還。

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27. AMOUNTS DUE FROM/TO RELATED COMPANIES AND A SHAREHOLDER (Continued)

- (c) The amount due to a shareholder is unsecured, interest free and is repayable after 1 July 2013.

28. PROVISION FOR LEGAL CLAIMS

On 1 April 2009, Sican Petroleum Plc (the “**Plaintiff**”) issued a Writ of Summons against China Era Energy Power Investment (Hong Kong) Limited (“**China Era**”), a wholly owned subsidiary of the Group, and several other parties (collectively called the “**Defendants**”) claiming an interest in the petroleum contract awarded to China Era and its cooperation partner in PRC on 22 December 2008 for exploration and development of the oil and gas blocks in Xinjiang Province, the PRC, pursuant to an agreement dated 18 May 2007 allegedly entered into between the Plaintiff and the China Era.

According to the legal opinion issued by the legal counsel, it is estimated that the amount of damages liable by the Defendants would not exceed HK\$5 million. The Group has provided for the potential damages of HK\$5 million as of 31 December 2011.

On 20 December 2011, the Plaintiff and Defendants entered into a settlement agreement and agreed to settle all claims, demands, and disputes rose out. The claims were subsequently settled on 3 January 2012.

29. CONVERTIBLE NOTES

Pursuant to the acquisition of subsidiaries as detailed in note 32, the Company issued Tranche 1 zero coupon convertible notes with principal amount of HK\$2,558,000,000 with maturity date falling 30 years from the date of issue on 3 January 2011.

27. 應收／應付關連公司及一名股東款項(續)

- (c) 應付一名股東款項為無抵押、免息及須於二零一三年七月一日後償還。

28. 法律索償撥備

於二零零九年四月一日，Sican Petroleum Plc(「原告」)向中國年代能源(香港)有限公司(「中國年代」，為本集團全資擁有之附屬公司)及數名其他各方(統稱「被告」)發出傳訊令狀，申索中國年代與其中方合作夥伴於二零零八年十二月二十二日的石油合約中，有關根據原告與中國年代聲稱已訂立之日期為二零零七年五月十八日之協議勘探及開發中國新疆省之油氣區塊之權益。

按照法律顧問發出之法律意見，估計被告須承擔責任之損失金額將不超過5,000,000港元。於二零一一年十二月三十一日，本集團已就潛在損失5,000,000港元作出撥備。

於二零一一年十二月二十日，原告與被告訂立和解協議，同意解除一切索償、要求及所引起的爭議。申索其後於二零一二年一月三日獲解除。

29. 可換股票據

根據附註32所詳述之附屬公司收購，本公司發行第一批本金額為2,558,000,000港元之零票息可換股票據。可換股票據之到期日為發行日期二零一一年一月三日起計屆滿三十年之日。

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29. CONVERTIBLE NOTES (Continued)

The convertible notes do not bear any interest and are freely transferable, provided that where the convertible notes are intended to be transferred to a connected person (as defined in the Listing Rules) of the Group (other than the associates of the noteholder) such transfer shall comply with the requirements under the Listing Rules and/or requirements imposed by the Stock Exchange, if any.

The noteholders may at any time during the 30 years from the issue date convert the whole or part of the principal amount of the convertible notes into new ordinary shares of the Company at the conversion price of HK\$0.168 per share, provided that (i) no conversion rights attached to the convertible notes may be exercised, to the extent that following such exercise, a holder of the convertible notes and parties acting in concert with it, taken together, will directly or indirectly, control or be interested in 30% or more of the entire issued shares of the Company (or in such percentage of the issued share capital of the Company as may from time to time be specified in the Hong Kong Code on Takeovers and Mergers as being the level for triggering a mandatory general offer); and (ii) no holder of the convertible notes shall exercise the conversion right attached to the convertible notes held by such holders if immediately after such conversion, the public float of the shares fall below the minimum public float requirement stipulated under Rule 8.08 of the Listing Rules as required by the Stock Exchange. The conversion price of HK\$0.168 per share is subject to adjustment for consolidation, sub-division or re-classification of shares, capital reduction, rights issues and other events which have diluting effects on the issued share capital of the Company.

29. 可換股票據 (續)

可換股票據不計息及可自由轉讓，惟倘可換股票據擬轉讓予票據持有人聯繫人士以外之本集團關連人士(定義見上市規則)，則有關轉讓須符合上市規則之規定及／或聯交所實施之規定(如有)。

票據持有人可於發行日期起計三十年內，隨時按換股價每股0.168港元將全部或部分可換股票據本金額兌換為本公司新普通股，惟(i)倘有關行使後，可換股票據持有人及與其一致行動人士將合共直接或間接控制或擁有30%或以上本公司全部已發行股份權益(或香港公司收購及合併守則可能不時訂明會引發強制性全面收購建議之本公司已發行股本之百分比)，則不得行使可換股票據所附兌換權；及(ii)倘緊隨兌換後，股份之公眾持股量降至低於上市規則第8.08條所訂明聯交所規定之最低公眾持股量規定，則可換股票據持有人不得行使該等持有人所持可換股票據所附兌換權。換股價每股0.168港元可因應股份合併、拆細或重新分類、削減股本、供股及其他對本公司已發行股本具攤薄影響之事項作出調整。

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29. CONVERTIBLE NOTES (Continued)

The fair values of the liability component and the equity component were determined at the issuance of the convertible notes. The fair value of the liability component, included in the non-current liabilities, was calculated using a market interest rate of equivalent non-convertible notes. The effective interest rate of the liabilities component is 11% and the interest expenses will be charged to income statement over the loan periods. The equity component of the convertible notes, representing the difference of the fair value of the convertible notes and the fair value of the liabilities component, was included in the owner's equity and denoted as convertible notes reserves.

The movement of the principal amount, liability component and equity component of the convertible notes are as follows:

29. 可換股票據(續)

負債部分及權益部分之公平價值於發行可換股票據時釐定。負債部分之公平價值(包括於非流動負債)使用同等非可換股票據之市場利率計算。負債部分之實際利率為11%，而利息開支將於貸款期內在收益表扣除。可換股票據之權益部分(代表可換股票據公平價值與負債部分公平價值之差額)計入擁有人之權益內及表示為可換股票據儲備。

可換股票據本金額、負債部分及權益部分之變動如下：

		Carrying amount 賬面值	
		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元
At 1 January 2010, 31 December 2010 and 1 January 2011	於二零一零年一月一日、 二零一零年十二月三十一日及 二零一一年一月一日	—	—
Issued during the period	期內已發行	117,316	2,618,811
Converted into ordinary shares during the period	期內已轉換 為普通股	(28,385)	(613,578)
Interest expenses	利息開支	10,618	—
At 31 December 2011	於二零一一年十二月三十一日	99,549	2,005,233

The convertible notes with outstanding principal amount of HK\$1,958,670,000 as at 31 December 2011 have maturity date falling 30 years from the date of issue on 3 January 2011.

於二零一一年十二月三十一日，可換股票據之未償還本金額為1,958,670,000港元，而到期日為發行日(即二零一一年一月三日)起計滿三十年之日。

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30. SHARE CAPITAL

30. 股本

		2011 二零一一年		2010 二零一零年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each At 1 January	於一月一日每股面值0.05 港元之普通股	25,000,000,000	1,250,000	10,000,000,000	500,000
Increase in authorised share capital (note (ii))	增加法定股本(附註(ii))	—	—	15,000,000,000	750,000
At 31 December	於十二月三十一日	25,000,000,000	1,250,000	25,000,000,000	1,250,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.05 each At 1 January	每股面值0.05港元之普通股 於一月一日	4,353,680,000	217,684	3,628,680,000	181,434
Issue of shares upon conversion of convertible notes (note (i))	於轉換可換股票據後 發行之股份(附註(i))	3,567,440,000	178,372	—	—
Issue of shares for cash (note (iii))	發行股份以換取現金(附註(iii))	—	—	725,000,000	36,250
At 31 December	於十二月三十一日	7,921,120,000	396,056	4,353,680,000	217,684

Notes:

- (i) On 5 January 2011, the convertible notes in the principal amount of HK\$312,480,000 were converted into fully paid shares at a conversion price of HK\$0.168 per share, 1,860,000,000 shares were issued upon conversion.

On 17 March 2011, the convertible notes in the principal amount of HK\$8,400,000 were converted into fully paid shares at a conversion price of HK\$0.168 per share, 50,000,000 shares were issued upon conversion.

附註：

- (i) 於二零一一年一月五日，本金額為312,480,000港元之可換股票據，獲兌換為繳足股份，兌換價為每股0.168港元。於可換股票據獲兌換後，本公司發行1,860,000,000股股份。

於二零一一年三月十七日，本金額為8,400,000港元之可換股票據，獲兌換為繳足股份，兌換價為每股0.168港元。於可換股票據獲兌換後，本公司發行50,000,000股股份。

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30. SHARE CAPITAL (Continued)

Notes: (Continued)

(i) (Continued)

On 27 April 2011, the convertible notes in the principal amount of HK\$111,289,920 were converted into fully paid shares at a conversion price of HK\$0.168 per share, 662,440,000 shares were issued upon conversion.

On 22 September 2011, the convertible notes in the principal amount of HK\$10,920,000 were converted into fully paid shares at a conversion price of HK\$0.168 per share, 65,000,000 shares were issued upon conversion.

On 10 November 2011, the convertible notes in the principal amount of HK\$122,640,000 were converted into fully paid shares at a conversion price of HK\$0.168 per share, 730,000,000 shares were issued upon conversion.

On 20 December 2011, the convertible notes in the principal amount of HK\$33,600,000 were converted into fully paid shares at a conversion price of HK\$0.168 per share, 200,000,000 shares were issued upon conversion.

(ii) On 3 December 2010, the Board proposed to increase the authorised share capital of the Company from HK\$500,000,000 divided into 10,000,000,000 Shares to HK\$1,250,000,000 divided into 25,000,000,000 Shares of HK\$0.05 each by the creation of additional 15,000,000,000 Shares. The Capital Increase was passed by the Shareholders at the EGM on 20 December 2010. Details of information were set out in the Company's circular and announcement dated on 3 December 2010 and 20 December 2010.

30. 股本(續)

附註：(續)

(i) (續)

於二零一一年四月二十七日，本金額為111,289,920港元之可換股票據，獲兌換為繳足股份，兌換價為每股0.168港元。於可換股票據獲兌換後，本公司發行662,440,000股股份。

於二零一一年九月二十二日，本金額為10,920,000港元之可換股票據，獲兌換為繳足股份，兌換價為每股0.168港元。於可換股票據獲兌換後，本公司發行65,000,000股股份。

於二零一一年十一月十日，本金額為122,640,000港元之可換股票據，獲兌換為繳足股份，兌換價為每股0.168港元。於可換股票據獲兌換後，本公司發行730,000,000股股份。

於二零一一年十二月二十日，本金額為33,600,000港元之可換股票據，獲兌換為繳足股份，兌換價為每股0.168港元。於可換股票據獲兌換後，本公司發行200,000,000股股份。

(ii) 於二零一零年十二月三日，董事建議藉增設15,000,000,000股股份，將本公司法定股本由500,000,000港元並分為10,000,000,000股股份增加至1,250,000,000港元並分為25,000,000,000股每股面值0.05港元之股份。增加資本已於二零一零年十二月二十日之股東特別大會上獲股東通過。詳細資料載於本公司日期為二零一零年十二月三日之通函及二零一零年十二月二十日之公佈。

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30. SHARE CAPITAL (Continued)

Notes: (Continued)

- (iii) On 22 February 2010, the Company raised approximately HK\$317,905,000, after expenses by issuing 725,000,000 shares by placements at subscription prices of HK\$0.45 each to provide additional working capital of the Group, resulting in additional amount of approximately HK\$36,250,000 and HK\$281,655,000 (net of expenses HK\$8,345,000) standing in the share capital and share premium account respectively. All shares issued by the Company rank pari passu with the then existing shares in all respects.

31. SHARE OPTION SCHEME

Under the terms of the share option scheme (the "Scheme") adopted conditionally by the Company on 28 January 2002 and amendments on 2 November 2006, the board of directors of the Company may, at its discretion, grant options to the directors, employees and consultants of the Company and its subsidiaries to subscribe for shares of the Company.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

30. 股本(續)

附註：(續)

- (iii) 於二零一零年二月二十二日，本公司透過以配售方式按認購價每股0.45港元發行725,000,000股股份集資約317,905,000港元(扣除開支後)，以為本集團提供額外營運資金，致使股本及股份溢價賬分別增加約36,250,000港元及281,655,000港元(扣除開支8,345,000港元)。本公司發行之所有股份在各方面與當時現有股份享有同等權益。

31. 購股權計劃

根據本公司於二零零二年一月二十八日有條件採納之購股權計劃(「該計劃」)條款及於二零零六年十一月二日作出之修訂，本公司董事會可酌情向本公司及其附屬公司之董事、僱員及顧問授出購股權以認購本公司之股份。

根據該計劃本公司現行可授予之未行使購股權之上限數目等同於該等購股權獲行使時，本公司於任何時間已發行股份之30%。任何超過此上限進一步授出之購股權必須於股東大會上得到股東批准。

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31. SHARE OPTION SCHEME (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any share option granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within 12 months period, are subject to shareholders' approval in advance in a general meeting.

An option may be exercised in accordance with the terms of the Scheme at any time during the period commencing immediately after the date on which the option is deemed to be granted and accepted and expiring on a date to be notified by the directors to each grantee which shall not be more than 10 years from the date on which the option is deemed to be granted and accepted. According to the Scheme, there is no provision requiring a minimum holding period before an option may be exercised. A nominal consideration of HK\$1 is payable on acceptance on grant of an option under the Scheme.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant; and (iii) the nominal value of the Company's shares.

31. 購股權計劃(續)

授予本公司董事、行政總裁或主要股東或其任何聯繫人士之購股權必須事先得到獨立非執行董事之批准。此外，任何在十二個月內授予本公司主要股東或獨立非執行董事或其任何聯繫人士之購股權，如超過本公司任何時間已發行股份之0.1%或總值超過5,000,000港元之股份(按授出日期之本公司股份價格計算)須事先於股東大會獲得股東批准。

緊隨購股權被視作授出及被接納之日起至董事通知各承授人購股權到期之日期間，可按照該計劃之條款隨時行使購股權，該段期間自購股權被視作授出及被接納之日起計不得超逾十年。根據該計劃，行使購股權前並無最短持有期之規定。根據該計劃接納授出之購股權付出之象徵式代價為1港元。

購股權行使價將由董事釐定，惟不得少於下列三者之最高者，即(i)於授出購股權之日聯交所報本公司股份之收市價；(ii)緊接授出購股權之前五個交易日聯交所報本公司股份之平均收市價；及(iii)本公司股份面值。

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31. SHARE OPTION SCHEME (Continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No shares were granted and exercised during the years ended 31 December 2011 and 2010.

The share option scheme expired on 28 January 2012.

32. ACQUISITION OF SUBSIDIARIES

On 22 January 2009, the Company, Totalbuild Investments Holdings Group Limited (the “**Vendor**”), Mr. Wang Guoju, as guarantor for the Vendor, China Era, as a guarantor for the Vendor, entered into the agreement (“**the Agreement**”) in relation to proposed acquisition of 100% equity interest in the Totalbuild Investments Group (Hong Kong) Limited (“**Totalbuild Investments**”). Totalbuild Investments holds the entire issued share capital of China Era which has entered into the petroleum contract with China National Petroleum Corporation (“**CNPC**”) as mentioned in Note 17. The Company paid the refundable deposits amounted to HK\$804,000,000 as at 31 December 2010 to China Era, and part of which has been utilised by China Era as working capital.

On 3 January 2011, all the conditions of the Acquisition of the first designated area of the Akemomu Gas Field (the “**First Designated Area**”) and the entire issued share capital (the “**Acquisition**”) of Totalbuild Investments and its subsidiaries (the “**Totalbuild Investments Group**”) have been fulfilled.

31. 購股權計劃(續)

購股權並無賦予其持有人收取股息或於股東大會上投票之權利。

截至二零一一年及二零一零年十二月三十一日止年度，並無授出及行使購股權。

購股權計劃於二零一二年一月二十八日屆滿。

32. 收購附屬公司

於二零零九年一月二十二日，本公司、共創投資控股有限公司(「**賣方**」)、王國巨(作為賣方之擔保人)及中國年代(作為賣方之擔保人)就建議收購共創投資集團(香港)有限公司(「**共創投資**」)之100%股本權益而訂立協議(「**該協議**」)。共創投資持有中國年代全部已發行股本，而中國年代與中國石油天然氣集團公司(「**中國石油集團**」)訂立了石油合約(見附註17所指)。本公司已於二零一零年十二月三十一日向中國年代支付可退回按金804,000,000港元，當中一部份已由中國年代使用作營運資金。

於二零一一年一月三日，於阿克莫木氣田之第一指定地區(「**第一指定地區**」)及共創投資及其附屬公司(「**共創投資集團**」)之全部已發行股本(「**收購事項**」)之所有收購條件已獲達成。

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32. ACQUISITION OF SUBSIDIARIES (Continued)

As a result of completion of the Acquisition sale share and the First Designated Area, the Tranche I consideration in the sum of HK\$2,558,000,000 was paid by the Company with Tranche I convertible notes of HK\$2,558,000,000 at the conversion price of HK\$0.168 each, to the Vendor including the shortfall amount of HK\$1,279,000,000 which was deposited with an escrow agent pursuant to the Agreement. The sale loan consideration payable by the Company in the sum of HK\$906,299,000 was satisfied by deducting the deposit in the sum of HK\$804,000,000 and with the balance of HK\$102,299,000 to be settled in cash or otherwise agreed.

According to the Agreement, the shortfall amount of HK\$1,279,000,000 convertible notes should only be released to the Vendor upon the Company having received a written certificate issued by the competent evaluator confirming that the First Designated Area be evaluated on the basis of unrisks economic evaluation within the six years period from 1 June 2009 (the “**Relevant Period**”).

In addition, according to the Agreement, the Group is not entitled to the benefits and interests of the second designated area in the Akemomu Gas Field. A separate shareholders' approval will be required for the Acquisition of the second designated area by issuing additional convertible notes of not more than HK\$7,442,000,000 subjected to the fulfillment of certain conditions as stipulated in the Agreement within the Relevant Period.

32. 收購附屬公司(續)

由於完成收購銷售股份及完成第一指定地區，故本公司已向賣方發行第一批可換股債券以支付第一批代價2,558,000,000港元（包括已根據協議存放於託管代理的差額1,279,000,000港元）。本公司應付之銷售貸款代價906,299,000港元已透過扣減按金804,000,000港元而償付，而餘額102,299,000港元則以現金或協定之其他方式償付。

根據該協議，差額1,279,000,000港元之可換股票據僅可於本公司已收取專利估值師發出書面證書確認第一指定地區已於二零零九年六月一日起計六年期間（「**有關期間**」）根據無風險經濟評估基準評估後，方可解除。

此外，根據該協議，本集團並無獲授阿克莫木氣田第二指定地區之利益及權益。於有關期間達成該協議指明之若干條件後發行不超過7,442,000,000港元之額外可換股票據以收購第二指定地區，須於取得獨立股東批准後，方可作實。

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32. ACQUISITION OF SUBSIDIARIES (Continued)

32. 收購附屬公司(續)

Details of the net assets and liabilities acquired as at date of acquisition were:

於收購日期，所收購之資產與負債表淨值詳情為：

		HK\$'000 千港元	HK\$'000 千港元
Net assets acquired	已收購資產淨值		
Property, plant and equipment	物業、廠房及設備	4,898	
Exploration and evaluation assets	勘探及評估資產	559,607	
Intangible assets	無形資產	2,946,388	
Deferred tax assets	遞延稅項資產	70,474	
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	1,193	
Cash and cash equivalents	現金及等同現金	599,412	
Other payables and accruals	其他應付款項及應計款項	(539,546)	
			<u>3,642,426</u>
Total fair value of consideration transfer:	轉讓代價之公平值總額：		
Fair value of convertible notes	可換股票據之公平價值		2,736,127
Set-off with deposits for acquisition of subsidiaries	抵銷收購附屬公司之按金		804,000
Consideration to be satisfied in cash	以現金支付之代價		<u>102,299</u>
			<u>3,642,426</u>
Net cash inflow arising on acquisition:	收購事項產生之現金流入淨額：		
Cash and cash equivalent balances acquired	已收購現金及現金等價物		<u>599,412</u>

Since the acquisition date, Totalbuild Investments Group has contributed HK\$ nil and a loss of HK\$7,394,000 to the Group's revenue and profit or loss.

自收購日期起，共創投資集團已貢獻了零港元及虧損7,394,000港元至本集團之收益及損益。

The acquisition-related cost of HK\$17,853,000 has been expensed and included in administrative expenses of 2010.

收購相關成本17,853,000港元已列作開支，並計入二零一零年行政開支中。

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33. RESERVES

33. 儲備

The company

本公司

		Issued capital	Contributed surplus	Share premium	Convertible notes reserve	Accumulated losses	Total
		已發行股本	實繳股本盈餘	股份溢價	可換股票據儲備	累計虧損	總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
			(note (a))	(note (b))	(note (c))		
			(附註(a))	(附註(b))	(附註(c))		
Balance at 1 January 2010	於二零一零年一月一日之結餘	181,434	91,349	853,146	—	(473,893)	652,036
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	(59,071)	(59,071)
Issue of share capital (Note 30)	發行股本(附註30)	36,250	—	281,655	—	—	317,905
Balance at 31 December 2010	於二零一零年十二月三十一日之結餘	217,684	91,349	1,134,801	—	(532,964)	910,870
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	(93,414)	(93,414)
Issue of convertible notes upon acquisition of subsidiaries	於收購附屬公司後發行可換股票據	—	—	—	2,618,811	—	2,618,811
Issue of shares upon conversion of convertible notes (Note 30)	於轉換可換股票據後發行之股份(附註30)	178,372	—	463,591	(613,578)	—	28,385
Balance at 31 December 2011	於二零一一年十二月三十一日之結餘	396,056	91,349	1,598,392	2,005,233	(626,378)	3,464,652

(a) The contributed surplus represents the difference between the nominal value of the shares of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying assets of the subsidiaries pursuant to the Group Reorganisation on 17 January 2002.

(a) 實繳股本盈餘乃根據二零零二年一月十七日本集團重組時，用以交換附屬公司之已發行股本而發行之本公司股份之面值及附屬公司之相關資產值兩者之差額。

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33. RESERVES (Continued)

The company (Continued)

- (b) Under the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company under certain circumstances. It represents the excess of the nominal value of shares issued by the Company.
- (c) The convertible notes reserve represents the equity component of the convertible notes issued (i.e. option to convert the note into share capital).

34. COMMITMENTS

(a) Operating lease commitments

The Group leases certain of its restaurants, staff quarters, offices and warehouses under non-cancellable operating lease arrangements with remaining lease terms ranging from one to five years. At 31 December 2011 and 2010, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	於一年內	4,931	4,234
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	47	698
		4,978	4,932

33. 儲備(續)

本公司(續)

- (b) 根據開曼群島公司法之規定，股份溢價賬在若干情況下可分派予本公司股東。股份溢價指超出本公司已發行股份面值之數額。
- (c) 可換股票據儲備指已發行可換股票據之權益部份(即可兌換票據至股本之選擇權)。

34. 承擔

(a) 經營租賃承擔

本集團根據不可撤銷經營租約安排租用若干酒樓、員工宿舍、辦公室及倉庫，租期為一至五年不等。於二零一一年及二零一零年十二月三十一日，本集團根據於下列年期到期之不可撤銷經營租約之未來應付最低租金總額為：

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34. COMMITMENTS (Continued)

(b) Capital commitments

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Commitments for the oil field exploration services:	油田之勘探服務承擔：				
— contracted for but not provided	— 已訂約惟未作出撥備	259,350	—	—	—

34. 承擔(續)

(b) 資本承擔

35. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below. During the year and in the ordinary course of business, the Group had the following material transactions with related parties which are not members of the Group:

35. 關連人士交易

本公司與其屬於本公司關連人士之附屬公司進行之交易已於綜合賬目時對銷，並無於本附註披露。本集團與其他關連人士進行之交易詳情披露如下。年內及於本集團之日常業務過程中，本集團與非本集團成員公司之關連人士有以下重大交易：

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35. RELATED PARTY TRANSACTIONS (Continued)

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 13 to the financial statements.

35. 關連人士交易(續)

主要管理人員酬金

給予本集團主要管理人員之酬金(包括向本公司董事支付之金額)披露於綜合財務報表附註13。

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Rental expenses paid to related companies (note (i))	已付關連公司租金開支(附註(i))	4,354	4,160
Sales of food to related companies (note (ii))	向關連公司銷售食品(附註(ii))	27,189	19,377

(i) The rental expenses were paid to:

- (a) N.W.P. Investments Limited ("N.W.P. Investments"), which is controlled indirectly by a discretionary trust of which Mr. Ng Wing Po's wife and certain of his children are beneficiaries. Mr. Ng is a director of certain subsidiaries of the Company and a director of N.W.P. Investment. The rental expenses were based on the agreement signed with the Group.
- (b) Hon Po Investment Limited of which directors of certain subsidiaries of the Company have a beneficial interest. The rental expenses were based on the tenancy agreements signed with the Group.

(i) 租金開支乃付予：

- (a) 永波投資有限公司(「永波投資」)由吳永波先生之妻子及若干子女為受益人之全權信託間接控制。吳先生為本公司若干附屬公司之董事，並為永波投資之董事。租金開支乃根據與本集團所簽訂之協議計算。
- (b) 漢寶投資有限公司，由本公司若干附屬公司之董事擁有實益權益。租金開支乃根據與本集團所簽訂之租賃協議計算。

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35. RELATED PARTY TRANSACTIONS (Continued)

- (ii) The Group has the sales transactions with the following related companies during the year ended 31 December 2011 and 2010.

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Bestcase Hong Kong Limited	百基香港有限公司	3,399	3,084
Dragongem Development Limited	龍之寶發展有限公司	5,352	5,840
Jing Hua (Allied) Limited	京華(聯合)有限公司	6,726	6,167
Twin Star Investments Limited	雙星投資有限公司	5,040	2,258
Metropolis Harbour View Chinese Cuisine Limited	景逸軒有限公司	6,672	2,028
		27,189	19,377

As stated in note 37, Metropolis Harbour View Chinese Cuisine Limited (“the Disposal Company”) was the subsidiary of the Group until 9 September 2010, the date of disposal, the Disposal Company is disposed to Speedy Fortune Limited of which directors of certain subsidiaries of the Company have a beneficial interest. After the date of disposal, the Disposal Company is the related company of the Group.

As stated in note 27, directors of certain subsidiaries of the Company have a beneficial interest in Twin Star Investments Limited. As a result, the company is the related company of the Group.

35. 關連人士交易(續)

- (ii) 截至二零一一年及二零一零年十二月三十一日止年度，本集團曾與下列關連人士進行銷售交易。

誠如附註37所述，景逸軒有限公司(「出售公司」)直至二零一零年九月九日(出售日期)為止為本集團之附屬公司。出售公司乃出售予成捷有限公司，該公司由本公司若干附屬公司之董事擁有實益權益。於出售日期後，出售公司為本集團之關連公司。

誠如附註27所述，本公司若干附屬公司之董事於雙星投資有限公司擁有實益權益。因此，該公司為本集團之關連公司。

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36. ASSETS AND LIABILITIES OF A DISPOSAL COMPANY CLASSIFIED AS HELD FOR SALE

In December 2011 the board resolved to dispose of Ocean Grace Investments Limited (“OGIL”) to Speedy Fortune Limited, an independent third party. OGIL engaged in the Chinese restaurant business in Hong Kong.

The disposal will be subject to the approval of the shareholders at the EGM and is not completed at the date of this report. The following major classes of assets and liabilities relating to the operation have been classified as held for sale in the consolidated statement of financial position.

36. 分類為持作出售之出售公司之資產與負債

於二零一一年十二月，董事會決議出售海洋投資有限公司(「海洋」)予獨立第三方成捷有限公司。海洋於香港從事中國餐廳業務。

出售事項須待股東於股東特別大會上批准後，方可作實，且於本報告日期仍未完成。與業務有關之以下資產與負債已於綜合財務狀況表內分類為持作出售。

		HK\$'000 千港元
Assets classified as held for sale	分類為持作出售資產	
Property, plant and equipment	物業、廠房及設備	1,526
Rental Deposit	租金按金	759
Inventories	存貨	417
Trade and other receivables	應收及其他應收款項	300
Cash and cash equivalents	現金及等同現金	2,709
		5,711
Liabilities classified as held for sale	分類為持作出售債務	
Trade and other payables	應付及其他應付款項	4,002

The disposal does not constitute a discontinued operation as it does not represent a major line of business or geographical area of operation.

出售事項並不構成已終止經營業務，乃由於並不代表其中一項主要業務或經營業務地區。

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37. DISPOSAL OF A SUBSIDIARY

On 9 September 2010, the Group disposed of its subsidiary, namely Metropolis Harbour View Chinese Cuisine Limited to Speedy Fortune Limited of which directors of certain subsidiaries of the Company have the beneficial interests.

The net assets of the disposed subsidiary at the date of disposal were as follows:

Year ended 31 December 2010

		HK\$'000 千港元	HK\$'000 千港元
Assets disposed of:	已出售資產：		
Property, plant and equipment	物業、廠房及設備	670	
Rental deposits and other deposits	租金訂金及其他訂金	4,608	
Inventories	存貨	265	
Trade receivables	應收賬款	77	
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	2,177	
Bank balances and cash	銀行結餘及現金	3,209	
			11,006
Liabilities disposed of:	已出售負債：		
Trade payables	應付賬款	(285)	
Other payables and accruals	其他應付款項及應計款項	(6,369)	
Amounts due to a related company	應付一間關連公司款項	(7,699)	
Bank loans	銀行貸款	(2,000)	
Provision for long service payments	長期服務金撥備	(98)	
			(16,451)
Net liabilities	負債淨值		(5,445)
Satisfied by:	以下列方式支付：		
Total consideration	總代價		(4,410)
Gain on disposal of a subsidiary	出售一間附屬公司之收益		(9,855)
Net cash inflow arising on disposal:	出售產生之現金流入淨額：		
Cash consideration received	已收取之現金代價		4,410
Bank balances and cash disposed off	已出售銀行結餘及現金		(3,209)
			1,201

37. 出售一間附屬公司

於二零一零年九月九日，本集團向成捷有限公司出售其附屬公司景逸軒有限公司，本公司若干附屬公司之董事於該公司中擁有實益權益。

該被出售附屬公司於出售日期之資產淨值如下：

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38. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The capital structure of the Group consists of equity attributable to owners of the Company only, comprising share capital and reserves of HK\$396,056,000 (2010: HK\$217,684,000) and HK\$3,047,334,000 (2010: HK\$687,974,000) respectively as at 31 December 2011.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

38. 資本風險管理

本集團管理資本之目標為：

- 保證本集團能持續經營，繼續為股東及其他權益持有人分別帶來回報及利益；
- 支持本集團之穩定性及增長；及
- 提供資本以加強本集團之風險管理能力。

於二零一一年十二月三十一日，本集團資本架構僅包括本公司擁有人應佔股本，當中包括股本及儲備分別396,056,000港元（二零一零年：217,684,000港元）及3,047,334,000港元（二零一零年：687,974,000港元）。

本集團積極及定期檢討及管理其資本架構，以確保理想資本架構及股東回報。這些資本架構及股東回報已考慮到本集團之未來資金需要及資本效率、現行及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團並無採納任何正式股息政策。

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39. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities.

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk, currency risk and equity price risk.

These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

Credit risk is managed on a group basis. Except for the financial assets held for trading, the refundable deposits and the loan receivables that were further explained in note 23, 24 and 25 respectively, the Group principal financial assets are bank balances placed with reputable banks. Given their high credit standing, management does not expect any credit risk exposure for those bank balances. For credit exposures to customers, Group management has policies in place to ensure that sales are made to customers with an appropriate credit history. Sales to restaurant customers were settled in cash or through credit cards. For credit exposures associated with the refundable deposits and loan receivables, Group management had assessed the credit quality of the debtors, taking into account their financial position, their business developments and other factors. In addition, the Group ensures that the amount of the loan is within the limit set by the Group.

39. 財務風險管理

信貸、流動資金、利率及貨幣風險乃在本集團業務之正常過程中產生。本集團亦承受自其於其他實體之股本投資之股本價格風險。

在本集團業務之正常過程中自本集團金融工具產生之主要風險為信貸風險、流動資金風險、利率風險、貨幣風險及股本價格風險。

該等風險受下列本集團之財務管理政策及實務所制約。

(a) 信貸風險

信貸風險乃按組合基準管理。除分別於附註23、24及25詳述之持作買賣之金融資產、可退回訂金及應收貸款外，本集團之主要金融資產為存放於信譽良好之銀行之銀行結餘。鑒於該等銀行具備高信貸評級，管理層預期不會就該等銀行結餘面對信貸風險。就有關客戶之信貸風險方面，本集團管理層訂有政策確保本集團向擁有適當信貸記錄之客戶進行銷售。向酒樓客戶作出之銷售以現金或信用卡付款。至於與可退回訂金及應收貸款有關之信貸風險，本集團經計及債務人之財務狀況、業務發展及其他因素後已評估彼等之信貸質素。此外，本集團確保貸款金額為於本集團所設上限之內。

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39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The maturity dates of all financial liabilities are within one year as at the end of each reporting period, except for certain other payable and convertible notes as disclosed in note 26 and 29 related to acquisition of subsidiaries which is interest free with maturity date over one year. The contractual undiscounted cash flows of financial liabilities equal their carrying amounts as shown on the statements of financial position as the impact of discounting is not significant.

(c) Interest rate risk

The Group has no significant interest-bearing financial liabilities, and the financial assets are bank balances held with financial institutions. The Group's income and operating cash flows are substantially independent of changes in market interest rate.

39. 財務風險管理(續)

(b) 流動資金風險

本集團內個別經營實體負責本身之現金管理，包括現金盈餘之短期投資及籌集貸款以應付預期現金需要，倘借貸超過若干預定授權水平，則須經母公司董事會批准。本集團之政策為定期監察其流動資金要求及遵守貸款契約之情況，以確保其維持足夠現金儲備及易於變現之有價證券及擁有來自主要財務機構之足夠承諾貸款來源，以應付其短期及長期流動資金要求。

於每個申報期末，所有金融負債之到期日為一年內，惟於附註26及29披露之與收購附屬公司有關之其他應付款項及若干可換股票據(到期日為於一年以上)除外。由於貼現之影響並不重大，故金融負債之合約非貼現現金流量相等於其於財務狀況表內所示之賬面值。

(c) 利率風險

本集團並無重大計息金融負債，而金融資產為於財務機構持有之銀行結餘，本集團之收入及經營現金流量大致獨立於市場利率變動。

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39. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to market risk for changes in foreign currency exchange rates relates primarily to certain inter-company balances in currencies other than the functional currency of the group entity to which the balances relate. The currency giving rise to this risk is primarily Hong Kong Dollar.

At 31 December 2011, it is estimated that a 3% weakening/strengthen of the Hong Kong dollars against Renminbi would have decrease/increase loss before income tax by HK\$15,773,000. At 31 December 2010, the currency risk to the Group is minimal. This sensitivity analysis assumes that all other variables, in particular interest rates, remain constant.

(e) Price risk

The Group is exposed to equity price changes arising from equity instruments classified as trading securities. All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

39. 財務風險管理(續)

(d) 貨幣風險

貨幣風險指金融工具之公平價值或未來現金流量因外幣匯率變動而波動之風險。本集團因外幣匯率變動承擔之市場風險，主要與以集團實體功能貨幣以外的貨幣列值之若干集團公司間結餘相關。產生有關風險的貨幣主要為港元。

於二零一一年十二月三十一日，本公司估計倘港元兌人民幣貶值／升值3%，則除所得稅前虧損將會減少／增加15,773,000港元。於二零一零年十二月三十一日，本集團的貨幣風險極微。該敏感度分析假設所有其他變數(尤其是利率)維持不變。

(e) 價格風險

本集團承受分類為買賣證券之股本工具所產生之股本價格變動風險。所有該等投資均為上市。

本集團之上市投資於香港聯交所上市。買入及賣出買賣證券之決定乃按每日監察個別證券表現與指數及其他行業指標表現之比較以及本集團之流動資金需要作出。投資組合根據本集團設定之限額在行業分佈上多元化分散。

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39. FINANCIAL RISK MANAGEMENT (Continued)

(e) Price risk (Continued)

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of reporting period. If equity price had been 5% higher, the loss for the year ended 31 December 2011 would have been decreased by HK\$8,000 (2010: HK\$1,474,000). Had the relevant equity price been 5% lower, there would be an equal and opposite impact on the loss.

(f) Fair value of financial instruments

HKFRS 7 requires disclosure for financial instruments that are carried at fair value by level of the following fair value measurement hierarchy:

- Level 1 — Quoted price (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — Inputs other than quoted price included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.
- Level 3 — Inputs for the asset or liability that are not based on observable market data.

39. 財務風險管理(續)

(e) 價格風險(續)

以下敏感度分析乃按於申報期末之股本價格風險釐定。倘股本價格上升5%，則截至二零一一年十二月三十一日止年度之虧損將減少8,000港元(二零一零年：1,474,000港元)。倘有關股本價格下跌5%，則對虧損將有金額對等及相反影響。

(f) 金融工具之公平價值

香港財務報告準則第7號規定按公平價值列賬之金融工具披露須按照下列之公平價值計量層次而分級：

- 第1級 — 相同資產或負債於活躍市場之報價(未作調整)。
- 第2級 — 就資產或負債而直接或間接可觀察之資料輸入(不包括第一層所包含之報價)。
- 第3級 — 並非根據可觀察之市場數據而得出之資產或負債資料輸入。

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39. FINANCIAL RISK MANAGEMENT (Continued)

(f) Fair value of financial instruments (Continued)

At 31 December 2011 and 2010, the Group's financial assets held for trading as disclosed in note 23 are measured at fair value, which is categorised as financial assets at fair value through profit or loss and measured fair value based on Level 1 fair value measurement hierarchy, except for suspended investment which is measured based on Level 3 fair value measurement hierarchy.

During the year, suspended investment of HK\$5,332,000 (2010: Nil) was transferred from Level 1 to Level 3, and with no purchases or sales of this investment during the year. A fair value loss of HK\$3,555,000 regarding to the transferred investment is recognised in profit or loss during the year. There were no transfers between instruments in Level 2 and Level 3 during both years.

39. 財務風險管理(續)

(f) 金融工具之公平價值(續)

於二零一一年及二零一零年十二月三十一日，附註23所披露之本集團持作買賣之金融資產乃按公平價值計量，該等金融資產被歸類為按公平價值於損益列賬及根據第一層公平價值計量層次計量之金融資產，惟根據第3級公平價值計量層次計量之已暫停買賣之投資除外。

於本年度，已暫停買賣之投資5,332,000港元(二零一零年：無)已自第1級轉移至第3級，且年內並無購買或出售此項投資。已轉移投資之公平值虧損3,555,000港元已於年內在損益中確認。於兩個年度均無第2級及第3級的工具轉移。

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40. FINANCIAL ASSETS AND LIABILITIES

The carrying amounts of the Group's financial assets and liabilities as recognised at 31 December 2011 and 2010 may be categorised as follows:

40. 金融資產及負債

本集團金融資產及負債於二零一一年及二零一零年十二月三十一日確認之賬面值可分類如下：

		Carrying amounts		Fair value	
		賬面值		公平價值	
		2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial assets	金融資產				
Fair value through profit or loss held for trading	按公平價值於損益列賬及持作買賣	5,487	29,677	5,487	29,677
Loan and receivables (including cash and bank balances)	貸款及應收款項 (包括現金及銀行結餘)	420,768	920,681	420,768	920,681
Financial liabilities	金融負債				
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	519,545	51,889	453,136	51,889

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

For the year ended 31 December

截至十二月三十一日止年度

Results		2011	2010	2009	2008	2007
業績		二零一一年	二零一零年	二零零九年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	73,876	85,376	161,840	339,225	247,665
Loss before income tax	除所得稅前虧損	(127,164)	(50,987)	(11,950)	(356,829)	(32,441)
Income tax credits	所得稅抵免	4,328	—	—	—	—
Loss before non-controlling interests	未計非控股權益前虧損	(122,836)	(50,987)	(11,950)	(356,829)	(32,441)
Non-controlling interests	非控股權益	—	—	—	—	—
Loss for the year	本年度虧損	(122,836)	(50,987)	(11,950)	(356,829)	(32,441)
Assets and liabilities		2011	2010	2009	2008	2007
資產及負債		二零一一年	二零一零年	二零零九年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總值	4,048,378	958,439	692,179	490,817	881,806
Total liabilities	負債總值	(604,235)	(52,028)	(52,686)	(69,341)	(162,989)
Non-controlling interests	非控股權益	(753)	(753)	(753)	(753)	(753)
Attributable to owners of the Company	本公司擁有人應佔	3,443,390	905,658	638,740	420,723	718,064

