



中國基建投資有限公司  
China Infrastructure Investment Limited

Stock Code 股份代號: 600

INTERIM REPORT **2014**  
中期報告



# CONTENTS

## 目錄

Corporate Information 公司資料	2
Management Discussion and Analysis 管理層討論及分析	4
Other Information 其他資料	10
Condensed Consolidated Statement of Profit or Loss 簡明綜合損益表	16
Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表	17
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	18
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	19
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	21
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	22

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### *Executive Directors:*

YE De Chao (Chairman and Chief Executive Officer)  
ZHU Hai Hua (Vice Chairman)  
ZHOU Guo Chang (resigned on 13 January 2014)  
JI Xu Dong  
XU Xiao Jun  
LEE Siu Yuk, Eliza

#### *Independent Non-executive Directors:*

HE Jin Geng#  
YU Hong Gao#  
YUEN Hon Ming, Edwin# (retired on 6 June 2014)

(# Members of Audit Committee)

### COMPANY SECRETARY

CHAN Kim Sun

### SOLICITORS

Reed Smith Richards Butler

### AUDITORS

Elite Partners CPA Limited  
Certified Public Accountants

### 董事會

#### 執行董事：

業德超 (主席兼行政總裁)  
朱海華 (副主席)  
周國昌 (於二零一四年一月十三日辭任)  
季旭東  
徐小俊  
李笑玉

#### 獨立非執行董事：

何金耿#  
郁紅高#  
袁漢明# (於二零一四年六月六日退任)

(# 審核委員會成員)

### 公司秘書

陳劍榮

### 法律顧問

禮德齊伯禮律師行

### 核數師

開元信德會計師事務所有限公司  
執業會計師

# CORPORATE INFORMATION

## 公司資料

### REGISTERED OFFICE

#### *Cayman Islands*

The R&H Trust Co. Ltd.  
Windward 1, Regatta Office Park  
Grand Cayman  
Cayman Islands

#### *Hong Kong*

Suite 1205, 12/F., Tower 6, The Gateway  
9 Canton Road, Tsim Sha Tsui, Kowloon  
Hong Kong

### SHARE REGISTRARS & TRANSFER OFFICE

#### *Principal Share Registrar*

The R&H Trust Co. Ltd.  
Windward 1, Regatta Office Park  
Grand Cayman  
Cayman Islands

#### *Hong Kong Branch Share Registrar*

Tricor Standard Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### BANKERS

The Shanghai Commercial Bank Limited  
Wing Hang Bank, Limited

### STOCK CODE

00600

### WEBSITE

<http://www.china-infrastructure.com>

### 註冊辦事處

#### *開曼群島*

The R&H Trust Co. Ltd.  
Windward 1, Regatta Office Park  
Grand Cayman  
Cayman Islands

#### *香港*

香港  
九龍尖沙咀廣東道9號  
港威大廈6座12樓1205室

### 股份過戶登記處

#### *主要股份登記處*

The R&H Trust Co. Ltd.  
Windward 1, Regatta Office Park  
Grand Cayman  
Cayman Islands

#### *香港股份過戶登記分處*

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 往來銀行

上海商業銀行有限公司  
永亨銀行有限公司

### 股票代碼

00600

### 網址

<http://www.china-infrastructure.com>

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The board of Directors (the “Board”) of China Infrastructure Investment Limited (the “Company”) is pleased to present the Interim Report with the condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2014. The consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the six months ended 30 June 2014, and the consolidated statement of financial position of the Group at 30 June 2014, all of which are unaudited and condensed, along with selected explanatory notes, are set out on pages 16 to 40 of this report.

## BUSINESS REVIEW AND OUTLOOK

The turnover for the six months ended 30 June 2014 was approximately HK\$43,984,000, which was generated from trading of goods in relation to natural gas business. The gain attributable to owners of the Company for the period from 1 January 2014 to 30 June 2014 was approximately HK\$4,765,000, compared with the loss attributable to owners of the Company of approximately HK\$2,144,000 for the first six months of 2013. This was mainly due to stringent cost control exerted by the Group such as decreasing the rental expenses and staff costs during the period so as to reduce the general and administrative costs from approximately HK\$21,245,000 for the six months ended 30 June 2013 to approximately HK\$9,012,000 for the six months ended 30 June 2014, being 57.6% reduction.

中國基建投資有限公司（「本公司」）董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一四年六月三十日止六個月之中期報告及簡明綜合財務報表。本集團截至二零一四年六月三十日止六個月之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，連同本集團於二零一四年六月三十日之綜合財務狀況表，全部均為未經審核並以簡明賬目編製，連同摘錄之說明附註載於本報告第16頁至第40頁。

## 業務回顧及展望

截至二零一四年六月三十日止六個月之營業額約為43,984,000港元，乃由與天然氣業務相關的貨品貿易所產生的。與二零一三年首六個月，本公司擁有人應佔虧損約為2,144,000港元相比，二零一四年一月一日至二零一四年六月三十日期間，本公司擁有人應佔收益約為4,765,000港元。主要是由於本集團於期內實施嚴格的成本控制措施，如減低辦公室租金及人員費用，因此一般及行政費用由截至二零一三年六月三十日止六個月之約21,245,000港元減少至截至二零一四年六月三十日止六個月之約9,012,000港元，降幅達57.6%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PRC Projects

#### Property development and investment

##### Forward Investment (PRC) Company Limited

The principal assets of Forward Investment (PRC) Company Limited (“Forward Investment”) is the 100% equity interests in 南京泰和盈科置業有限公司 (Nanjing Taihe Yingke Property Company Limited\*) (“Nanjing Taihe Yingke”), which main asset is a complex development project (the “Jiangning Project”) located in Jiangning Development Zone, Nanjing, Jiangsu Province, the PRC. The Jiangning Project is designed as a composite complex comprising two towers of commercial space and service apartments. A six-storey tower with a planned gross floor area of 39,241.48 square metres is planned to house the commercial space, and an 18-storey tower with a planned gross floor area of 20,882.52 square metres is planned to house the service apartments. The total planned gross floor area of the Jiangning Project is approximately 74,642.00 square metres which includes a basement of approximately 14,518.00 square metres, and land use rights of approximately 20,050.90 square metres.

Up to the date of this report, both the construction progress and the pre-sale of commercial building and the service apartment building developed by Nanjing Taihe Yingke at Jiangning District of Nanjing performed well and in line with the expectation. Approximately 1,600 square meters of the gross floor area of the commercial building have been pre-sold with average selling price of approximately RMB37,100 per square meters. Approximately 350 service apartment units with approximately 18,800 square meters of the gross floor area have been pre-sold with average selling price of approximately RMB12,100 per square meters. The construction of the service apartment building had been completed and the construction completion acceptance was granted in the first half of 2014. The registration of the construction completion acceptance had also been completed in accordance with the Decree No. 279 of The State Council of the People’s Republic of China “Regulation on the Quality Management of Construction Projects”. The commercial building is still undergoing the installation of the superstructure and is expected to be completed in 2015.

### 中國項目

#### 物業發展及投資

##### 泰和投資(中國)有限公司

泰和投資(中國)有限公司(「泰和投資」)之主要資產為南京泰和盈科置業有限公司(「南京泰和盈科」)之100%股權，而南京泰和盈科之主要資產為江寧項目，江寧項目是位於中國江蘇省南京江寧開發區之綜合發展項目(「江寧項目」)。江寧項目之設計為由兩幢商業及服務公寓大樓組成之綜合發展項目。規劃建築面積為39,241.48平方米之六層高大樓擬作商業用途，而規劃建築面積為20,882.52平方米之18層高大樓則擬作服務公寓。江寧項目之總規劃建築面積約為74,642.00平方米，包括約14,518.00平方米之地庫，以及約20,050.90平方米之土地使用權。

截至本報告日期，南京泰和盈科開發位於南京江寧區的商業樓宇及服務公寓工程進度以及預售情況均良好並符合預期，商業樓宇已預售約1,600平方米之建築面積，平均售價達每平方米約人民幣37,100元，服務公寓單位已預售約350套一共約18,800平方米之建築面積，平均售價達每平方米約人民幣12,100元。服務公寓樓宇已於二零一四年上半年完成竣工驗收，並已根據中華人民共和國國務院令第279號《建設工程質量管理條例》完成工程竣工驗收備案。商業大樓仍在進行上蓋結構安裝，預期於二零一五年竣工。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Pursuant to the subscription agreement, this investment will provide the annual return undertaking of not less than 12% of the consideration which can generate stable revenue streams and cash surplus for the Group. On 15 May 2014, the guarantors of the subscription agreement had fulfilled their obligations regarding the return undertaking and compensated the shortfall of the profit guarantee for the year ended 31 December 2013, being HK\$36 million, to the Group.

### **Infrastructure**

新安中京燃氣有限公司  
(Xinan Zhongjing Gas Company Limited\*)

Xinan Zhongjing Gas Company Limited ("Xinan Zhongjing") is engaged in the operation of natural gas supply network in 新安產業集聚區 (Xinan Industrial Consolidation Park\*), Xinan County, Luoyang City, Henan Province, the PRC.

The first phase of pipeline construction was completed in June 2012 and ventilation test was successfully completed in October 2012. Xinan Zhongjing is required to obtain a gas operating license in accordance with the relevant laws and regulations, before it can formally commence operation.

As of the date of this report, the license application is still under process but the relevant authorities have not yet given a timetable for approval of the gas operating license as the application involves several different governmental departments and the schedule of these governmental departments are uncertain. As such, the management of Xinan Zhongjing has tried to approach some other natural gas companies for strategic cooperation opportunities. In the Xinan Zhongjing management's point of view, with the assistance of the strategic partners, it can facilitate the gas operating license application process. The management of Xinan Zhongjing is under negotiation with some potential strategic partners but no binding agreement is closed as at the date of this report.

根據認購合同，該項投資將會為本集團帶來不低於認購價12%的年回報承諾，能為本集團提供穩固的收益以及現金盈餘。於二零一四年五月十五日，認購合同之擔保人已履行其對回報承諾之責任，向本集團補償截至二零一三年十二月三十一日止年度之溢利保證差額36,000,000港元。

### **基礎設施**

新安中京燃氣有限公司

新安中京燃氣有限公司（「新安中京」）於中國河南省洛陽市新安縣之新安產業集聚區內經營天然氣供應網絡業務。

首期管道建設已於二零一二年六月竣工，而通氣測試則於二零一二年十月順利完成。根據相關法律及法規，新安中京須取得燃氣經營許可證方可正式經營業務。

截至本報告日期，燃氣經營許可證申請仍在辦理中，但有關當局尚未提供批准燃氣經營許可證之時間表，原因是有關申請涉及多個不同的政府部門，而此等政府部門之時間表未能確定。有鑒於此，新安中京管理層曾嘗試與一些其他天然氣公司接洽，以尋求策略性合作機會。新安中京管理層認為，策略夥伴的協助可有助加快燃氣經營許可證之申請。新安中京管理層正與一些潛在策略夥伴磋商，但截至本報告日期尚未達成任何具約束力協議。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

北京昌東順燃氣有限公司  
(Beijing Changdongshun Gas Limited\*)

In December 2011, the Group acquired 49% equity interests in Beijing Changdongshun Gas Limited (“Changdongshun”) owned by 北京中港綠能投資諮詢有限公司 (Beijing Zhonggang Green Energy Investment Consulting Co., Ltd.\*) (the “Intermediate Holding Company”) through holding the equity interests in the Intermediate Holding Company. At the time of acquisition of equity interests in Changdongshun, the Group believed that the acquisition of Changdongshun would provide a good opportunity for the Group to participate in the natural gas industry in China. However, since the completion of acquisition in December 2011, the operating results and management performance of Changdongshun and its subsidiaries (the “Changdongshun Group”) failed to meet the Directors’ expectations. A disposal agreement dated 20 March 2013 in relation to the disposal of 49% equity interests in the Intermediate Holding Company and the cancellation of the option to acquire the remaining 51% effective interest in the Intermediate Holding Company was entered into by the Company and the purchasers for an aggregate consideration of HK\$315.0 million (the “Changdongshun Disposal”). The reasons for the Changdongshun Disposal were mainly due to the performance of the management of the Changdongshun Group has failed to meet the expectations of the Directors, in particular, in respect of provision of financial information to the Company. A circular of the Company setting out the details of the Changdongshun Disposal was published on 26 June 2013. As additional time is required by the purchasers to fulfill certain conditions, the Company and the purchasers entered into a supplemental agreement dated 15 January 2014 to extend the long stop date for the satisfaction of the conditions and the date of completion to 30 September 2014. As at the date of this report, the Changdongshun Disposal is not completed.

北京昌東順燃氣有限公司

於二零一一年十二月，本集團通過持有北京中港綠能投資諮詢有限公司（「中層控股公司」）權益收購中層控股公司旗下北京昌東順燃氣有限公司（「昌東順」）49%股權。於收購昌東順股權之時，本集團相信昌東順收購事項將為本集團提供契機參與中國之天然氣行業。然而，自二零一一年十二月收購完成以來，昌東順及其附屬公司（「昌東順集團」）經營業績和企業管理表現並未符合董事預期。本公司與買方於二零一三年三月二十日就出售中層控股公司之49%股權以及註銷收購中層控股公司餘下51%實際權益之期權而訂立一項出售協議，總代價為315,000,000港元（「昌東順出售事項」）。昌東順出售事項之理由主要是因為昌東順集團之管理層表現未能符合董事所預期，尤其是在向本公司提供財務資料方面。載有昌東順出售事項詳情之本公司通函已於二零一三年六月二十六日刊發。由於買方需要更多時間達成若干條件，本公司與買方於二零一四年一月十五日訂立補充協議，將達成條件之最後截止日期及完成日期延長至二零一四年九月三十日。於本報告日期，昌東順出售事項尚未完成。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Outlook

The management will continue to look for investment opportunities in relation to the city infrastructure projects in relation to real estate business and natural gas projects in the PRC so as to expand the development portfolio of the Group in the future. In this regard, investment opportunities which offer satisfactory returns to the Shareholders within the acceptable risk profile of the Group and expected return will be considered. As a result, the Group will strive to identify suitable projects with potential for development and satisfactory returns across various sectors in the PRC market.

### HUMAN RESOURCES

At 30 June 2014, the Group had a total of 12 staff in Hong Kong and the PRC. The Group remunerates employees based on their performance, experience and prevailing industry practices so as to retain the competent and talented employees. The Company has a share option scheme for the purpose of providing incentives and rewards to the eligible persons including the employees of the Company for their contributions to the long term success and prosperity of the Group.

### FINANCIAL REVIEW

#### Liquidity and Financial Resources

The Group monitors its liquidity requirements on a short to medium term basis and arranges refinancing of the Group's borrowings when appropriate. At 30 June 2014, the underlying current ratio, defined as current assets over current liabilities, was approximately 63.71 (31 December 2013: 52.33). At 30 June 2014, the underlying gearing ratio, defined as the total borrowings over total equity (including non-controlling interests), was approximately 0% (31 December 2013: 0%) while the current liabilities to the total assets ratio was approximately 1% (31 December 2013: 1%).

### 展望

管理層將繼續尋求在中國城市基礎設施項目、房地產業務及天然氣項目之投資機遇，以擴大本集團之投資發展項目的組合。就此，將在本集團可承受風險及預期回報範圍內尋求可為股東帶來理想回報之投資機會。因此，本集團將致力在中國市場上在不同的領域內尋找具發展潛質及理想回報的合適項目。

### 人力資源

於二零一四年六月三十日，本集團於香港及中國合共有12名員工。本集團按照僱員表現、資歷及現行行業慣例釐定僱員薪酬，以挽留幹練及有才能之僱員。本公司設有一項購股權計劃，旨在獎勵及回報向本集團之長遠成功及繁榮作出貢獻之合資格人士（包括本公司僱員）。

### 財務回顧

#### 流動資金及財務資源

本集團按中短期基準監控流動資金需求，並於適當時為本集團借貸安排再融資。於二零一四年六月三十日，相關流動比率（即流動資產除以流動負債）約為63.71（二零一三年十二月三十一日：52.33）。於二零一四年六月三十日，相關資本負債比率（即總借貸除以總權益（包括非控股股東權益））約為0%（二零一三年十二月三十一日：0%），而流動負債除以總資產之比率約為1%（二零一三年十二月三十一日：1%）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

At 30 June 2014, the Group's equity attributable to owners of the Company was approximately HK\$898,835,000, an increase of 0.01% over last year end which was approximately HK\$898,731,000. The net current assets at 30 June 2014 was approximately HK\$498,557,000 (31 December 2013: HK\$489,204,000) while cash and bank balances at 30 June 2014 was approximately HK\$100,717,000 (31 December 2013: HK\$122,566,000).

### Contingent Liabilities

The Group had no material contingent liabilities at 30 June 2014 (31 December 2013: nil).

### Charge on Assets

At 30 June 2014, none of the assets of the Group were pledged.

### Foreign Exchange Risk

During the period, most of the business transactions, assets and liabilities of the Group were denominated in Hong Kong Dollars, Renminbi and United States Dollars. The Group had no material foreign exchange exposure risks during the period.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

於二零一四年六月三十日，本公司擁有人應佔本集團權益約為898,835,000港元，較去年底約898,731,000港元增加0.01%。於二零一四年六月三十日之流動資產淨值約為498,557,000港元（二零一三年十二月三十一日：489,204,000港元），而於二零一四年六月三十日之現金及銀行結餘約為100,717,000港元（二零一三年十二月三十一日：122,566,000港元）。

### 或然負債

於二零一四年六月三十日，本集團並無重大或然負債（二零一三年十二月三十一日：無）。

### 資產抵押

於二零一四年六月三十日，本集團概無資產已抵押。

### 外匯風險

期內，本集團之大部份交易、資產及負債均以港元、人民幣及美元為計值單位。本集團於期內並無重大外匯風險。

### 購買、出售或贖回本公司之上市證券

於截至二零一四年六月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

## OTHER INFORMATION

### 其他資料

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2014, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), to be entered in the register referred to therein; or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), to be notified to the Company and the Stock Exchange were as follows:

##### (a) Long Position in the Ordinary Shares of HK\$0.05 each ("Shares") of the Company

#### 董事於證券之權益及淡倉

於二零一四年六月三十日，董事及本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）須列入該條例所述登記冊的權益及淡倉（包括根據證券及期貨條例的有關條文被當作或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條須列入該條例所述登記冊之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

##### (a) 本公司每股面值0.05港元之普通股（「股份」）之好倉

Name of Director 董事姓名	Number of Shares held 持有之股份數目			% to the issued share capital of the Company 佔本公司 已發行股本 百分比(%)
	Personal Interests 個人權益	Corporate Interests 公司權益	Total 總數	
Mr. Ye De Chao 業德超先生	—	1,189,290,512 (Note) (附註)	1,189,290,512	27.85
Mr. Ji Xu Dong 季旭東先生	6,324,000	—	6,324,000	0.15

Note: These Shares were held by Legendary Base International Limited, a company which was wholly-owned by Mr. Ye De Chao. Hence, he was deemed to have a beneficial interest in all these Shares.

附註：該等股份由業德超先生全資擁有之 Legendary Base International Limited 持有。因此，其被視為擁有所有該等股份之實際權益。

## OTHER INFORMATION

### 其他資料

Save as disclosed above, as at 30 June 2014, none of the Directors or chief executive of the Company had any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associate corporation (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

### SHARE OPTION SCHEME

The Company adopted a share option scheme on 11 July 2008 (the "Share Option Scheme"). The purposes of the Share Option Scheme are to enable the Group and its Invested Entities (any entity in which any member of the Group holds an equity interest) to recruit and retain high calibre Eligible Persons and attract human resources that are valuable to the Group or Invested Entities, to recognise the contributions of the Eligible Persons to the growth of the Group or Invested Entities by rewarding them with opportunities to obtain ownership interest in the Company and to motivate and give incentives to these Eligible Persons to continue to contribute to the long term success and prosperity of the Group or Invested Entities. Pursuant to the Share Option Scheme, the Board may invite any Eligible Person including any director and employee of the Company to take up options to subscribe for shares of the Company. The Share Option Scheme shall be valid and effective for a period of ten years. No share options were outstanding nor granted during the six months ended 30 June 2014.

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2014, so far as is known to the Directors or chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 336 of the SFO:

除上述披露者外，於二零一四年六月三十日，董事或本公司最高行政人員概無於本公司及其任何相聯法團（定義見證券及期貨條例）之股份、相關股份或債券中，持有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所，或根據證券及期貨條例第352條，須於該條所指定的登記冊中記錄，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則之規定須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例彼等被當作或視為持有之任何權益或淡倉）。

### 購股權計劃

本公司於二零零八年七月十一日採納一項購股權計劃（「購股權計劃」）。購股權計劃之主要目的為讓本集團及其受投資實體（本集團任何成員公司持有股本權益之任何實體）招募及挽留能幹之合資格人士及吸納對本集團或受投資實體而言屬重要之人力資源，透過給予合資格人士獲取本公司擁有權權益之機會以表彰彼等對本集團或受投資實體增長之貢獻，並給予該等合資格人士獎勵以鼓勵彼等繼續為本集團或受投資實體之長期成功及蓬勃發展作出貢獻。根據購股權計劃，董事會可邀請任何合資格人士（包括本公司任何董事及僱員）接納可認購本公司股份之購股權。購股權計劃將於十年期限內有效及具效力。截至二零一四年六月三十日止六個月，概無任何購股權尚未行使或獲授出。

### 主要股東

於二零一四年六月三十日，就董事或本公司最高行政人員所知，按本公司根據證券及期貨條例第336條須予存置之登記冊所記錄，下列人士（並不包括董事或本公司最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉：

## OTHER INFORMATION

### 其他資料

#### Long Position in the Ordinary Shares

#### 普通股份之好倉

Name of Shareholder 股東名稱	Capacity 持有身份	Number of Shares 股份數目	% to the issued share capital of the Company 估本公司 已發行股本 百分比(%)
Central Huijin Investment Ltd. (Note 1) 中央匯金投資有限責任公司 (附註1)	Interests of controlled corporation 受控法團權益	1,355,050,512	31.73
China Construction Bank Corporation (Note 2) 中國建設銀行股份有限公司 (附註2)	Interests of controlled corporation 受控法團權益	1,355,050,512	31.73
Legendary Base International Limited (Note 3) (附註3)	Beneficial owner 實益擁有人	1,189,290,512	27.85
Expert Ever Limited (Note 4) (附註4)	Beneficial owner 實益擁有人	426,990,000	10.00
Zhang Xiaojun (Note 4) 張曉君 (附註4)	Interests of controlled corporation 受控法團權益	426,990,000	10.00

#### Notes:

#### 附註：

- China Construction Bank Corporation was owned as to 57.23% by Central Huijin Investment Ltd..
  - According to the disclosure of interest form filed by China Construction Bank Corporation, China Construction Bank Corporation reported interests because Maple Reach Limited, an indirect wholly-owned subsidiary of China Construction Bank Corporation, was reported to have direct interests in the Shares. So far as the Company was aware of, Maple Reach Limited was a person having a security interest in the Shares under a share pledge.
  - Legendary Base International Limited is wholly-owned by Mr. Ye De Chao, a director of the Company.
  - Expert Ever Limited was wholly-owned by Zhang Xiaojun.
- 中國建設銀行股份有限公司由中央匯金投資有限責任公司擁有57.23%股權。
  - 根據中國建設銀行股份有限公司提交之權益披露表格，中國建設銀行股份有限公司申報權益乃因申報Maple Reach Limited（為中國建設銀行股份有限公司之間接全資附屬公司）擁有股份之直接權益。就本公司所知，Maple Reach Limited為股份質押項下擁有股份抵押權益之人士。
  - Legendary Base International Limited由本公司董事業德超先生全資擁有。
  - Expert Ever Limited由張曉君全資擁有。

## OTHER INFORMATION

### 其他資料

Save as disclosed above, as at 30 June 2014, no person (other than Directors or chief executive of the Company) had an interest or a short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## CORPORATE GOVERNANCE

The Company has complied with all the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) for the six months ended 30 June 2014, except for the following deviations:

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. Mr. Ye De Chao is the Chairman and Chief Executive Officer of the Company. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.

Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The term of office for non-executive Directors including independent non-executive Directors of the Company is not specific. It is provided in the Company's articles of association that all the Directors are subject to retirement by rotation at least once every three years at the annual general meetings of the Company and are eligible for re-appointment. The Directors are of the view that such provision in the Company's articles of association has been able to safeguard corporate governance.

除上文所披露者外，於二零一四年六月三十日，概無人士（並不包括董事或本公司最高行政人員）擁有股份及相關股份之權益或淡倉，而須記錄於本公司根據證券及期貨條例第336條存置之登記冊內。

## 企業管治

本公司於截至二零一四年六月三十日止六個月一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則（「企管守則」）之全部守則條文，惟下列偏離除外：

企管守則條文A.2.1條規定主席及行政總裁之角色應有區分，並不應由一人同時兼任。主席及行政總裁之間職責的分工應清楚界定，並以書面列載。業德超先生為本公司主席兼行政總裁。董事會認為主席及行政總裁由同一人擔任有利確保本集團的統一領導，可為本集團制定更有效的整體戰略規劃。董事會認為，目前的安排將不會令權力及授權失衡，當前由經驗豐富及能力超卓之人士組成的董事會（獨立非執行董事之人數充足）足以確保權力的均衡。

企管守則條文A.4.1條規定非執行董事須以特定任期委任，並須膺選連任。本公司非執行董事（包括獨立非執行董事）並無特定任期。本公司組織章程細則規定所有董事均須最少每三年在本公司股東週年大會上輪值退任一次及於會上膺選連任。董事認為本公司組織章程細則內此等條文足以保障企業管治。

## OTHER INFORMATION

### 其他資料

Code provision A.6.7 of the CG Code stipulates that independent non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. He Jin Geng and Mr. Yu Hong Gao, the independent non-executive Directors of the Company, were unable to attend the extraordinary general meeting of the Company held on 17 February 2014 as they had other engagements in China. Mr. He Jin Geng was also unable to attend the annual general meeting of the Company held on 6 June 2014 as he had other engagements in China.

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting of the Company. He should also invite the chairman of the audit, remuneration, nomination and any other committees (as appropriate) to attend. Mr. He Jin Geng, the chairman of the Audit Committee, did not attend the annual general meeting of the Company held on 6 June 2014 as he had other engagements in China.

### UPDATE ON DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

- 1) On 13 January 2014, Mr. Zhou Guo Chang resigned as an executive director of the Company.
- 2) On 6 June 2014, Mr. Yuen Hon Ming, Edwin retired as an independent non-executive director of the Company. On the same date, Mr. Yuen ceased to be a member of each of the Audit Committee, Nomination Committee, Remuneration Committee and Corporate Governance Committee of the Company.

### NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 OF THE LISTING RULES

#### Up to the date of this report

Following the retirement of Mr. Yuen as independent non-executive director since the annual general meeting of the Company held on 6 June 2014: (i) the number of the independent non-executive Directors falls below the minimum number required under Rules 3.10(1) and 3.10A of the Listing Rules; and (ii) the number of members of the audit committee of the Company falls below the minimum number required under Rule 3.21 of the Listing Rules.

企管守則條文A.6.7條規定獨立非執行董事應出席股東大會，對公司股東的意見有公正的了解。本公司獨立非執行董事何金耿先生及郁紅高先生由於在國內有其他業務安排而未能出席本公司於二零一四年二月十七日舉行的股東特別大會。何金耿先生亦由於在國內有其他業務安排而未能出席本公司於二零一四年六月六日舉行的股東週年大會。

企管守則條文E.1.2條規定董事會主席應出席本公司股東週年大會，其亦應邀請審核、薪酬、提名及任何其他委員會（如適用）主席出席。審核委員會主席何金耿先生由於在國內有其他業務安排而並未出席本公司於二零一四年六月六日舉行的股東週年大會。

### 根據上市規則第13.51B(1)條更新董事資料

- 1) 於二零一四年一月十三日，周國昌先生辭任本公司執行董事。
- 2) 於二零一四年六月六日，袁漢明先生退任本公司獨立非執行董事。同日，袁先生不再為本公司審核委員會、提名委員會、薪酬委員會及企業管治委員會的成員。

### 未能遵守上市規則第3.10(1)條、第3.10A條及第3.21條之規定

#### 截至本報告日期

自袁先生於二零一四年六月六日舉行的本公司股東週年大會上退任獨立非執行董事後：(i)獨立非執行董事之人數低於上市規則第3.10(1)條及第3.10A條所規定之最低數目；及(ii)本公司審核委員會之成員人數低於上市規則第3.21條所規定之最低數目。

## OTHER INFORMATION 其他資料

The Company will identify suitable candidate for the appointment of a new independent non-executive director as soon as possible and in any event within three months as required under Rule 3.11 of the Listing Rules. The Company will make further announcements as and when appropriate.

### 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”) set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, all Directors confirm that they have complied with the provisions of the Model Code for the six months ended 30 June 2014.

### AUDIT COMMITTEE

As at the date of this report, the audit committee of the Company (the “Audit Committee”) has two members, namely Mr. He Jin Geng and Mr. Yu Hong Gao, all of whom are independent non-executive Directors. The chairman of the Audit Committee is Mr. He Jin Geng. The primary responsibilities of the Audit Committee include, among others, reviewing and supervising the financial reporting process and internal control system of the Group, nominating and monitoring external auditors and providing advice and comments to the Board.

The Audit Committee has reviewed with the management and agreed with the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters. The unaudited condensed consolidated financial statements for the six months ended 30 June 2014 have been reviewed with no disagreement by the Audit Committee of the Company.

By Order of the Board

**YE De Chao**  
Chairman

Hong Kong, 29 August 2014

本公司將儘快就委任新的獨立非執行董事物色合適候選人，且無論如何在上市規則第3.11條所規定的三個月之內完成。本公司將於適當時作出進一步公告。

### 董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）。經向全體董事作出特定查詢，彼等確認於截至二零一四年六月三十日止六個月內均一直遵守標準守則所載之條文。

### 審核委員會

於本報告日期，本公司審核委員會（「審核委員會」）由兩名獨立非執行董事即何金耿先生及郁紅高先生組成。審核委員會主席為何金耿先生。審核委員會的主要職責包括（其中包括）審閱及監督本集團之財務申報流程及內部控制系統，提名及監督外部核數師以及向董事會提供建議及意見。

審核委員會與管理層已審閱及同意本集團所採納的會計原則及慣例，並已討論內部控制及財務申報事項。本公司審核委員會已審閱截至二零一四年六月三十日止六個月的未經審核簡明綜合財務報表，且無異議。

承董事會命

主席  
業德超

香港，二零一四年八月二十九日



# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 簡明綜合損益表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
Turnover	營業額	43,984	3,558
Direct costs	直接成本	(43,720)	(363)
<b>Gross profit</b>	<b>毛利</b>	<b>264</b>	<b>3,195</b>
Other revenue and net income	其他收益及收入淨額	18,165	18,181
Share of results of associates	應佔聯營公司之業績	(5,171)	(2,405)
General and administrative expenses	一般及行政費用	(9,012)	(21,245)
<b>Profit/(loss) from operations</b>	<b>經營溢利／(虧損)</b>	<b>4,246</b>	<b>(2,274)</b>
Finance costs	財務成本	-	(887)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利／(虧損)</b>	<b>4,246</b>	<b>(3,161)</b>
Income tax	所得稅	348	710
<b>Profit/(loss) for the period</b>	<b>期內溢利／(虧損)</b>	<b>4,594</b>	<b>(2,451)</b>
<b>Attributable to:</b>	<b>應佔：</b>		
– Owners of the Company	– 本公司擁有人	4,765	(2,144)
– Non-controlling interests	– 非控股股東權益	(171)	(307)
<b>Profit/(loss) for the period</b>	<b>期內溢利／(虧損)</b>	<b>4,594</b>	<b>(2,451)</b>
<b>Earnings/(loss) per share (HK cents per share)</b>	<b>每股盈利／(虧損) (每股港仙)</b>		
	10		
– Basic	– 基本	0.112	(0.050)
– Diluted	– 攤薄	0.112	(0.050)

The notes on pages 22 to 40 form an integral part of these condensed consolidated financial statements.

第22頁至第40頁之附註為本簡明綜合財務報表之一部份。

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Profit/(loss) for the period</b>	<b>期內溢利／(虧損)</b>	<b>4,594</b>	<b>(2,451)</b>
<b>Other comprehensive (loss)/income:</b>	<b>其他全面(虧損)／收益：</b>		
<u>Items that may be reclassified to profit or loss</u>	<u>可能被重新分類至損益之項目</u>		
Net translation differences on foreign operations	換算海外業務之匯兌差額淨額	(2,351)	944
Share of other comprehensive income of associates	應佔聯營公司其他全面收益		
– Exchange reserve	– 匯兌儲備	(2,842)	3,638
		<b>(5,193)</b>	<b>4,582</b>
Other comprehensive (loss)/income for the period, net of tax	期內其他全面(虧損)／收益，扣除稅項	<b>(5,193)</b>	<b>4,582</b>
<b>Total comprehensive (loss)/income for the period</b>	<b>期內全面(虧損)／收益總額</b>	<b>(599)</b>	<b>2,131</b>
<b>Attributable to:</b>	<b>應佔：</b>		
– Owners of the Company	– 本公司擁有人	104	2,438
– Non-controlling interests	– 非控股股東權益	(703)	(307)
<b>Total comprehensive (loss)/income for the period</b>	<b>期內全面(虧損)／收益總額</b>	<b>(599)</b>	<b>2,131</b>

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

At 30 June 2014 於二零一四年六月三十日

			(Unaudited) (未經審核) 30/6/2014 二零一四年 六月三十日	(Audited) (經審核) 31/12/2013 二零一三年 十二月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	8,566	9,462
Intangible asset	無形資產		73,712	75,103
Interests in associates	於聯營公司之權益	12	342,957	350,970
			<b>425,235</b>	435,535
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		60	60
Trade and other receivables	應收貿易賬款及其他應收款項	13	73,632	41,565
Cash and bank balances	現金及銀行結餘	14	100,717	122,566
			<b>174,409</b>	164,191
Assets classified as held for sale	分類為持作銷售之資產	15	332,098	334,544
			<b>506,507</b>	498,735
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	應付貿易賬款及其他應付款項	16	(7,950)	(9,531)
			<b>(7,950)</b>	(9,531)
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>498,557</b>	489,204
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>923,792</b>	924,739
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	17	(18,428)	(18,776)
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>905,364</b>	905,963
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	18	213,496	213,496
Reserves	儲備		685,339	685,235
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人 應佔權益總額</b>		<b>898,835</b>	898,731
<b>Non-controlling interests</b>	<b>非控股股東權益</b>		<b>6,529</b>	7,232
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>905,364</b>	905,963

The notes on pages 22 to 40 form an integral part of these condensed consolidated financial statements.

第22頁至第40頁之附註為本簡明綜合財務報表之一部份。

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

For the six months ended 30 June 2014

截至二零一四年六月三十日止六個月

		(Unaudited) (未經審核)								
		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Capital reserve	Capital redemption reserve (note) 資本贖回 儲備 (附註)	Exchange reserve 匯兌儲備	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損)	Non- controlling Total interests 合共 股東權益	Total equity 權益總額	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 January 2014	於二零一四年一月一日	213,496	756,049	72	69	12,297	(83,252)	898,731	7,232	905,963
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	-	-	-	-	(1,819)	-	(1,819)	(532)	(2,351)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	-	-	-	-	(2,842)	-	(2,842)	-	(2,842)
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	-	-	4,765	4,765	(171)	4,594
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	(4,661)	4,765	104	(703)	(599)
At 30 June 2014	於二零一四年六月三十日	213,496	756,049	72	69	7,636	(78,487)	898,835	6,529	905,364

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

For the six months ended 30 June 2013

截至二零一三年六月三十日止六個月

		(Unaudited) (未經審核)								
		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Capital reserve	Capital redemption reserve (note)	Exchange reserve	Retained earnings/ (accumulated losses)	Non- controlling interests	Total equity	
		股本	股份溢價	資本儲備	資本贖回 儲備 (附註)	匯兌儲備	保留盈利/ (累計虧損)	非控股 股東權益	權益總額	
		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	
At 1 January 2013	於二零一三年一月一日	213,496	756,049	72	69	(1,960)	1,896	969,622	11,032	980,654
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	-	-	-	-	944	-	944	-	944
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	-	-	-	-	3,638	-	3,638	-	3,638
Loss for the period	期內虧損	-	-	-	-	-	(2,144)	(2,144)	(307)	(2,451)
Total comprehensive income/ (loss) for the period	期內全面收益/ (虧損) 總額	-	-	-	-	4,582	(2,144)	2,438	(307)	2,131
At 30 June 2013	於二零一三年六月三十日	213,496	756,049	72	69	2,622	(248)	972,060	10,725	982,785

Note:

附註：

Capital redemption reserve represents the nominal value of shares repurchased out of distributable profit.

資本贖回儲備指自可分配溢利中回購之股份面值。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	經營業務所耗現金淨額	(22,283)	(11,239)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	投資業務所耗現金淨額	83	(26)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	融資業務所耗現金淨額	-	(3,671)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	現金及現金等值物減少淨額	(22,200)	(14,936)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	於一月一日之現金及現金等值物	122,566	25,009
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	外幣匯率變動之影響	351	1,073
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b>	於六月三十日之現金及現金等值物	100,717	11,146
	14		

The notes on pages 22 to 40 form an integral part of these condensed consolidated financial statements.

第22頁至第40頁之附註為本簡明綜合財務報表之一部份。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 1. GENERAL INFORMATION

China Infrastructure Investment Limited (the “Company”) was incorporated and registered in the Cayman Islands on 16 June 1992 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 2 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office in Cayman Islands and in Hong Kong are disclosed in the corporate information section of the interim report.

The Company is an investment holding company. Its subsidiaries are principally engaged in property development and investment and natural gas business.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 Interim Financial Reporting (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The condensed consolidated financial statements contain the condensed consolidated statement of financial position, condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity, condensed consolidated statement of cash flows, a summary of significant accounting policies and selected explanatory notes, which include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2013 annual consolidated financial statements. The condensed consolidated financial statements and notes thereon do not include all of the information required for a full set of consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards.

### 1. 一般資料

中國基建投資有限公司（「本公司」）乃根據開曼群島法例第22章公司法（一九六一年第二條法例，經綜合及修訂）於一九九二年六月十六日在開曼群島註冊成立及登記為一間受豁免有限公司。本公司股份於香港聯合交易所有限公司（「聯交所」）上市。開曼群島及香港註冊辦事處之地址於中期報告公司資料內披露。

本公司為一間投資控股公司。其附屬公司主要從事物業開發及投資及天然氣業務。

### 2. 編製基準

本簡明綜合財務報表乃根據由香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）之規定，以及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16之適用披露規定而編製。

簡明綜合財務報表包含簡明綜合財務狀況表、簡明綜合損益表、簡明綜合全面收益表、簡明綜合權益變動表、簡明綜合現金流量表、主要會計政策概要及經選定之解釋附註，當中包括對理解本集團自二零一三年度綜合財務報表以後之財務狀況及表現的變化具重大意義之事件及交易所作的解釋。簡明綜合財務報表及附註不包括根據香港財務報告準則編製完整綜合財務報表所需的所有資料。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 2. BASIS OF PREPARATION (CONTINUED)

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and investment properties, which are measured at fair values, as appropriate. The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2013, except as described in note 3.

As the directors of the Company have not been able to obtain adequate and reliable financial information from the management of 北京中港綠能投資諮詢有限公司 and its subsidiaries (the "Intermediate Holding Company Group"), the directors of the Company consider that the consolidated financial statements of the Intermediate Holding Company Group for the six months ended 30 June 2012 was practicably the most recent available financial information to use in applying equity accounting and did not equity account for its interests in the Intermediate Holding Company Group since 1 July 2012. The directors of the Company are also unable to assess as to whether the interests in the Intermediate Holding Company Group are impaired as at 30 June 2014.

The condensed consolidated financial statements should be read in conjunction with the 2013 annual consolidated financial statements.

### 2. 編製基準 (續)

簡明綜合財務報表乃根據歷史成本法作估量基準編製，惟按公平值（倘適合）列值之若干金融工具及投資物業除外。簡明綜合財務報表所採用之會計政策與編製本集團截至二零一三年十二月三十一日止年度之年度綜合財務報表所採用之會計政策一致，惟附註3所述者除外。

由於本公司董事無法自北京中港綠能投資諮詢有限公司及其附屬公司（「中層控股公司集團」）管理層獲得充分及可靠之財務資料，因此本公司董事認為在應用權益會計法時，中層控股公司集團截至二零一二年六月三十日止六個月之綜合財務報表為實際可獲得的最新財務資料，且並無將本集團自二零一二年七月一日起於中層控股公司集團之權益按權益會計法入賬。本公司董事亦無法確定於二零一四年六月三十日於中層控股公司集團之權益是否出現減值。

簡明綜合財務報表應與二零一三年度綜合財務報表一併閱讀。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The accounting policies used in the preparation of the 2014 interim condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements of the Group for the year ended 31 December 2013, except for the impact of the adoption of the new and revised Hong Kong Accounting Standards, Hong Kong Financial Reporting Standards and interpretations described below.

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (“new and revised HKFRSs”) issued by the HKICPA, which are effective for the Group’s accounting period beginning on 1 January 2014.

HKFRS 10, HKFRS 12 and HKAS 27 (revised 2011) (Amendments)	<i>Investment Entities</i>
HKAS 32 (Amendment)	<i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>
HKAS 36 (Amendment)	<i>Recoverable Amount Disclosures for Non-financial Assets</i>
HKAS 39 (Amendment)	<i>Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting</i>
HK(IFRIC) – Int 21	<i>Levies</i>

The adoption of these amended standards and interpretation did not result in any significant impact on the results and financial position of the Group.

### 3. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

編製二零一四年中期簡明綜合財務報表所採用之會計政策與本集團截至二零一三年十二月三十一日止年度之年度綜合財務報表所採用者一致，惟採納下文所述之新訂及經修訂之香港會計準則、香港財務報告準則及詮釋之影響除外。

於本中期期間，本集團已首次應用以下由香港會計師公會頒佈之新訂及經修訂準則、修訂本及詮釋（「新訂及經修訂之香港財務報告準則」），該等準則均於本集團自二零一四年一月一日開始之會計期間生效。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號（二零一一年經修訂）（修訂本）	<i>投資實體</i>
香港會計準則第32號（修訂本）	<i>金融工具：呈列 – 抵銷金融資產及金融負債</i>
香港會計準則第36號（修訂本）	<i>非金融資產之可收回金額披露</i>
香港會計準則第39號（修訂本）	<i>金融工具：確認及計量 – 衍生工具之更替及對沖會計法之延續</i>
香港（國際財務報告詮釋委員會）– 詮釋第21號	<i>徵費</i>

應用該等經修訂準則及詮釋並無對本集團之業績及財務狀況造成重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 4. TURNOVER

Turnover consists of rental income from investment properties and sales of goods in relation to natural gas business. The amount of each significant category of revenue recognised in turnover during the periods is analysed as follows:

### 4. 營業額

營業額包括來自投資物業租金收入及與天然氣業務有關的貨品銷售。於該等期間內，在營業額中確認之各項重大收益類別分析如下：

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Rental income from investment properties	投資物業租金收入	–	3,558
Sales of goods	貨品銷售	43,984	–
		43,984	3,558

### 5. OTHER REVENUE AND NET INCOME

### 5. 其他收益及收入淨額

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Other revenue</b>	<b>其他收益</b>		
Interest income	利息收入	83	14
<b>Other net income</b>	<b>其他收入淨額</b>		
Net exchange gain	匯兌收益淨額	–	166
Compensation income	賠償收入	18,000	18,000
Others	其他	82	1
		18,165	18,181

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 6. PROFIT/(LOSS) BEFORE TAXATION

#### (a) Finance costs

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on bank loans and other loans	銀行貸款及其他貸款之利息		
– wholly repayable within five years	– 須於五年內全數償還	–	18
– not wholly repayable within five years	– 須於五年後全數償還	–	869
		–	887

The analysis shows the finance costs of bank borrowings, including term loans which contain a repayment on demand clause, in accordance with the agreed scheduled repayment dates as set out in the loan agreements.

以上分析反映銀行貸款財務成本，包括包含隨時要求償還條款之定期貸款，乃按照該等貸款協議所載經協定之預定還款日期。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 6. PROFIT/(LOSS) BEFORE TAXATION (CONTINUED)

### 6. 除稅前溢利／(虧損) (續)

#### (b) Other items

#### (b) 其他項目

Profit/(loss) before taxation is stated after charging/  
(crediting):

除稅前溢利／(虧損) 已扣除／(計入)  
下列各項：

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Charging/(Crediting):</b>	<b>扣除／(計入)：</b>		
Staff costs (including directors' remuneration):	員工成本(包括董事酬金)：		
– salaries, wages and other benefits	– 薪金、工資及其他福利	2,670	3,706
– retirement benefits scheme contributions	– 退休福利計劃供款	72	206
Total staff costs	員工成本總額	2,742	3,912
Amortisation of intangible asset	無形資產攤銷	1,391	2,838
Cost of inventories sold	已售存貨成本	43,720	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	640	1,675
Exchange loss/(gain), net	匯兌虧損／(收益) 淨額	482	(166)
Operating lease charges for premises	樓宇經營租約支出	534	4,189
<b>Crediting:</b>	<b>計入：</b>		
Gross rental income from investment properties	投資物業之租金收入總額	–	(3,558)
Less: Direct operating expenses from investment properties that generated rental income during the period	減：期內產生租金收入之投資物業之直接營運開支	–	363
		–	(3,195)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 7. INCOME TAX

Taxation in condensed consolidated statement of profit or loss represents:

### 7. 所得稅

簡明綜合損益表之稅項指：

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Current tax</b>	<b>即期稅項</b>		
– Provision for Hong Kong Profits Tax for the period	– 期內香港利得稅撥備	–	–
– Provision for PRC Corporate Income Tax for the period	– 期內中國企業所得稅撥備	–	–
<b>Deferred tax</b>	<b>遞延稅項</b>	<b>(348)</b>	<b>(710)</b>
Income tax credit	所得稅抵免	<b>(348)</b>	<b>(710)</b>

Hong Kong Profits Tax was not provided for in the interim financial statements as the Group has no estimated assessable profits arising in Hong Kong during the six months ended 30 June 2014.

The Group's PRC subsidiaries are subject to PRC Corporate Income Tax at 25% (2013: 25%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the subsidiaries of the Group operates, based on prevailing legislation, interpretations and practice in respect thereof during the period.

PRC Corporate Income Tax was not provided for in the interim financial statements as the Group has no estimated assessable profits arising in the PRC during the six months ended 30 June 2014.

截至二零一四年六月三十日止六個月期間，由於本集團於香港並無估計應課稅溢利，故並無於中期財務報表中作出香港利得稅撥備。

本集團之中國附屬公司須按25%（二零一三年：25%）之稅率繳納中國企業所得稅。其他地區之應課稅溢利稅項乃根據有關當時法例、詮釋及慣例按期內本集團之附屬公司營運所在司法權區之適用現行稅率計算。

截至二零一四年六月三十日止六個月期間，由於本集團於中國並無估計應課稅溢利，故並無於中期財務報表中作出中國企業所得稅撥備。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 8. SEGMENT INFORMATION

Segment revenue represents revenue generated from external customers. There were no inter-segment sales during the period ended 30 June 2014 (2013: nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment performance is evaluated based on reportable segment profit, which is a measure of segment profit. The segment profit represent the result generated from each segment with allocation of (i) general and administrative expenses, under the heading of other corporate expenses; (ii) share of results of associates; and (iii) interests income, net exchange gain and compensation income under the heading of other operating income. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to reportable segments other than corporate assets.

In a manner consistent with the way in which information is reported internally to chief operating decision maker for the purposes of resources allocation and performance assessment, the Group is currently organised into the following operating segments and geographical areas:

- (a) The property investment segment engages in rental income from investment properties in Hong Kong;
- (b) Natural gas segment engages in transportation and sales of natural pipelined gases, sales of goods in relation to natural gas business and natural gas pipeline connections in the PRC; and
- (c) Investment holding segment engages in investments in associates on a geographical basis of the PRC.

### 8. 分部資料

分部收益乃來自外部客戶之收益。截至二零一四年六月三十日止期間並無分部間銷售（二零一三年：無）。

可呈報分部之會計政策與本集團之會計政策相同。分部表現乃根據分部溢利而計量之可呈報分部溢利來作出評估。分部溢利指各分部所產生並分配至以下各項之業績：(i)其他企業開支項下之一般及行政費用；(ii)應佔聯營公司之業績；及(iii)其他營運收入項下之利息收入、匯兌收益淨額及賠償收入。該計量方式乃向主要營運決策者報告，以就資源分配及分部表現評估方面作出決定。

就監察分部表現及分部間分配資源而言，所有資產分配至可呈報分部（企業資產除外）。

本集團以與內部呈報予主要營運決策者以作出資源分配及表現評估的資料所用方式一致之模式，分為下列營運分部及經營地區：

- (a) 物業投資分部於香港從事投資物業租金收入；
- (b) 天然氣分部於中國從事輸送及銷售管道天然氣、與天然氣業務有關的貨品銷售及天然氣管道接駁；及
- (c) 投資控股分部於中國從事按地區劃分之聯營公司投資。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 8. SEGMENT INFORMATION

(CONTINUED)

The following is an analysis of the Group's revenue and results by operating segment for the periods under review:

### 8. 分部資料 (續)

回顧期內本集團按營運分部劃分之收益及業績之分析如下：

		(Unaudited) (未經審核)				
		For the six months ended 30 June 2014				
		截至二零一四年六月三十日止六個月				
		Property Investment (Hong Kong) 物業投資 (香港) HK\$'000 千港元	Natural gas	Investment holding 投資控股 HK\$'000 千港元	Unallocated	Total 總額 HK\$'000 千港元
<b>Segment revenue</b> (from external customers)	<b>分部收益</b> (來自外部客戶)	-	43,984	-	-	43,984
<b>Segment profit</b>	<b>分部溢利</b>	-	264	-	-	264
Other operating income	其他營運收入					18,165
Share of results of associates	應佔聯營公司之業績					(5,171)
Other corporate expenses	其他企業開支					(9,012)
<b>Profit from operations</b>	<b>經營溢利</b>					4,246
Finance costs	財務成本					-
<b>Profit before taxation</b>	<b>除稅前溢利</b>					4,246
Income tax	所得稅	-	348	-	-	348
<b>Profit for the period</b>	<b>期內溢利</b>					4,594
<b>Other segment information:</b>	<b>其他分部資料：</b>					
Additions to non-current assets	非流動資產之添置	-	-	-	-	-
Amortisation of intangible assets	無形資產攤銷	-	1,391	-	-	1,391
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	356	50	234	640

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 8. SEGMENT INFORMATION (CONTINUED)

### 8. 分部資料 (續)

(Unaudited)

(未經審核)

For the six months ended 30 June 2013

截至二零一三年六月三十日止六個月

		Property Investment (Hong Kong) 物業投資 (香港) HK\$'000 千港元	Natural gas 天然氣 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Segment revenue</b> (from external customers)	<b>分部收益</b> (來自外部客戶)	3,558	-	-	-	3,558
<b>Segment profit</b>	<b>分部溢利</b>	3,195	-	-	-	3,195
Other operating income	其他營運收入					18,181
Share of results of associates	應佔聯營公司之業績					(2,405)
Other corporate expenses	其他企業開支					(21,245)
<b>Loss from operations</b>	<b>經營虧損</b>					(2,274)
Finance costs	財務成本					(887)
<b>Loss before taxation</b>	<b>除稅前虧損</b>					(3,161)
Income tax	所得稅	-	710	-	-	710
<b>Loss for the period</b>	<b>期內虧損</b>					(2,451)
<b>Other segment information:</b>	<b>其他分部資料:</b>					
Additions to non-current assets	非流動資產之添置	33	773	-	-	806
Amortisation of intangible assets	無形資產攤銷	-	2,838	-	-	2,838
Depreciation of property, plant and equipment	物業、廠房及設備折舊	650	356	52	617	1,675



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 9. DIVIDENDS

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2014 (2013: nil).

### 10. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the profit attributable to owners of the Company for the six months ended 30 June 2014 of approximately HK\$4,765,000 (six months ended 30 June 2013: loss of HK\$2,144,000) and the number of shares in issue during the six months ended 30 June 2014 of 4,269,910,510 (six months ended 30 June 2013: 4,269,910,510).

There was no difference between the basic and diluted earnings/(loss) per share as there were no dilutive potential shares outstanding for the periods presented.

### 11. PROPERTY, PLANT AND EQUIPMENT

### 9. 股息

董事會不建議派發截至二零一四年六月三十日止六個月之任何中期股息（二零一三年：無）。

### 10. 每股盈利／（虧損）

每股基本盈利／（虧損）乃基於截至二零一四年六月三十日止六個月本公司擁有人應佔溢利約4,765,000港元（截至二零一三年六月三十日止六個月：虧損2,144,000港元）及於截至二零一四年六月三十日止六個月已發行股份4,269,910,510股（截至二零一三年六月三十日止六個月：4,269,910,510股）計算得出。

由於並無發行具攤薄潛力的股份，因此該等期間內並無呈列每股基本及攤薄盈利／（虧損）之差額。

### 11. 物業、廠房及設備

		HK\$'000 千港元
At 31 December 2013 (Audited) and at 1 January 2014	於二零一三年十二月三十一日（經審核） 及二零一四年一月一日	9,462
Additions	添置	-
Depreciation	折舊	(640)
Exchange alignments	匯兌調整	(256)
At 30 June 2014 (Unaudited)	於二零一四年六月三十日（未經審核）	8,566

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 12. INTERESTS IN ASSOCIATES

### 12. 於聯營公司之權益

		HK\$'000 千港元
At 31 December 2013 (Audited) and at 1 January 2014	於二零一三年十二月三十一日 (經審核) 及二零一四年一月一日	350,970
share of post-acquisition loss	應佔收購後虧損	(5,171)
share of post-acquisition reserves	應佔收購後儲備	(2,842)
At 30 June 2014 (Unaudited)	於二零一四年六月三十日 (未經審核)	342,957

### 13. TRADE AND OTHER RECEIVABLES

### 13. 應收貿易賬款及其他應收款項

		(Unaudited) (未經審核) 30/6/2014	(Audited) (經審核) 31/12/2013
		二零一四年 六月三十日 HK\$'000 千港元	二零一三年 十二月 三十一日 HK\$'000 千港元
Trade debtors (Note)	應收貿易賬款 (附註)	-	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	73,632	41,565
		73,632	41,565

Note:

For the period ended 30 June 2014, the turnover of the Group comprised of trading of goods in relation to natural gas business. Sales proceeds were paid in accordance with the terms of sale and purchase agreements. The Group generally allowed an average credit period due within 60 days to its trade debtors which were unsecured and interest free.

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade debtors from the date credit was initially granted up to the end of the reporting period. No trade debtors were impaired or past due at 30 June 2014.

附註：

截至二零一四年六月三十日止期間，本集團之營業額來自與天然氣業務有關的貨品貿易。銷售所得款項根據買賣協議之條款支付。本集團一般就無抵押及免息的應收貿易賬款授予在60天內到期的平均信貸期。

在釐定應收貿易賬款之可收回性方面，本集團會考慮應收貿易賬款之信貸質素自信貸期首次授出當日至報告期末出現之任何變動。於二零一四年六月三十日，概無應收貿易賬款減值或逾期。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 14. CASH AND BANK BALANCES

### 14. 現金及銀行結餘

		(Unaudited) (未經審核)	(Audited) (經審核)
		30/6/2014	31/12/2013
		二零一四年 六月三十日	二零一三年 十二月 三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Cash and cash equivalents	現金及現金等值物	100,717	122,566

- Included in cash and bank balances of the Group, approximately HK\$92,899,000 (31 December 2013: HK\$61,055,000) of bank balances denominated in Renminbi ("RMB"). RMB is not a freely convertible currency. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

本集團之現金及銀行結餘包括以人民幣(「人民幣」)計值之銀行結餘約92,899,000港元(二零一三年十二月三十一日: 61,055,000港元)。人民幣為非自由兌換貨幣。然而,根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定,本集團獲准透過獲准進行外匯業務之銀行兌換人民幣為其他貨幣。
- Included in the cash and bank balances of the Group, approximately HK\$6,952,000 (31 December 2013: HK\$60,637,000) and HK\$866,000 (31 December 2013: HK\$874,000) are denominated in Hong Kong Dollars ("HKD") and United States Dollars ("USD") respectively.

本集團之現金及銀行結餘分別包括以港元計值之約6,952,000港元(二零一三年十二月三十一日: 60,637,000港元)及以美元(「美元」)計值之866,000港元(二零一三年十二月三十一日: 874,000港元)。
- Bank balances and pledged deposits earn interests at floating rate and fixed rate, and are placed and deposited with creditworthy banks with no recent history of default.

銀行結餘及抵押存款按浮動及固定利率計息,及存於並無近期違約記錄且具有信譽的銀行。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 15. ASSETS CLASSIFIED AS HELD FOR SALE

On 20 March 2013, the Company announced the decision of its board of directors to dispose of Beijing Zhonggang Green Energy Investment Consulting Co., Ltd. and its subsidiaries. The disposal is due to be completed on 30 September 2014. As at 30 June 2014, the assets in relation to Beijing Zhonggang Green Energy Investment Consulting Co., Ltd. and its subsidiaries were classified as a disposal group held for sale.

### 15. 分類為持作銷售之資產

於二零一三年三月二十日，本公司宣佈董事會決定出售北京中港綠能投資諮詢有限公司及其附屬公司。出售之最後完成日期為二零一四年九月三十日。於二零一四年六月三十日，有關北京中港綠能投資諮詢有限公司及其附屬公司之資產則分類為持作出售之出售集團。

		(Unaudited) (未經審核)	(Audited) (經審核)
		30/6/2014	31/12/2013
		二零一四年 六月三十日	二零一三年 十二月 三十一日
		HK\$'000 千港元	HK\$'000 千港元
Assets classified as held for sale:	分類為持作出售之資產：		
Interest in an associate	於聯營公司之權益	300,890	303,233
Financial asset at fair value through profit or loss	以公平值計入損益賬之金融資產	7,350	7,350
Amount due from an associate	應收聯營公司之款項	23,858	23,961
		<b>332,098</b>	<b>334,544</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 16. TRADE AND OTHER PAYABLES

### 16. 應付貿易賬款及其他應付款項

		(Unaudited) (未經審核)	(Audited) (經審核)
		30/6/2014	31/12/2013
		二零一四年 六月三十日	二零一三年 十二月 三十一日
		HK\$'000 千港元	HK\$'000 千港元
Trade creditors (Note)	應付貿易賬款 (附註)	3,303	3,330
Accruals and other payables	應計費用及其他應付款項	4,647	4,421
Due to non-controlling interests	應付非控股股東權益款項	-	1,780
		<b>7,950</b>	<b>9,531</b>
Note:	附註：		
Ageing analysis of trade creditors is as follows:	應付貿易賬款之賬齡分析如下：		
Due within 30 days or on demand	30日內到期或按要求	-	-
Due within 31 to 60 days	31日至60日內到期	-	-
Due within 61 to 90 days	61日至90日內到期	-	-
Due over 90 days	超過90日到期	3,303	3,330
		<b>3,303</b>	<b>3,330</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 17. DEFERRED TAX LIABILITIES

### 17. 遞延稅項負債

		Intangible assets 無形資產 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日 及二零一四年一月一日	18,776	18,776
Credited to consolidated statement of profit or loss	綜合損益表入賬	(348)	(348)
<b>At 30 June 2014</b>	<b>於二零一四年六月三十日</b>	<b>18,428</b>	<b>18,428</b>

### 18. SHARE CAPITAL

### 18. 股本

		(Unaudited) (未經審核) 30/6/2014 二零一四年六月三十日		(Audited) (經審核) 31/12/2013 二零一三年十二月三十一日	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.05 each	每股面值0.05港元 之普通股	10,000,000	500,000	10,000,000	500,000
Ordinary shares:	普通股：				
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	4,269,910	213,496	4,269,910	213,496
At 30 June/31 December	於六月三十日／ 十二月三十一日	4,269,910	213,496	4,269,910	213,496

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至二零一四年六月三十日止六個月

### 19. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these condensed consolidated financial statements, the Group had the following material transactions with its related parties during the six months ended 30 June 2014 and 2013:

#### (a) Amount due from a related party

At 30 June 2014, amount due from an associate was approximately HK\$23,858,000. The amount was classified as non-current assets held for sale. Details of the amount due from an associate are disclosed in note 15 to the condensed consolidated financial statements.

#### (b) Key management personnel compensation

The compensation of director(s) and other member(s) of key management during the period was as follows:

### 19. 關連人士交易

除本簡明綜合財務報表其他部份所披露者外，本集團於截至二零一四年及二零一三年六月三十日止六個月內曾與其關連人士進行以下重大交易：

#### (a) 應收關連人士款項

於二零一四年六月三十日，應收聯營公司之款項為約23,858,000港元，該款項乃分類為持作銷售之非流動資產。應收聯營公司之款項詳情於簡明綜合財務報表附註15披露。

#### (b) 主要管理人員之補償

期內董事及其他主要管理人員之補償如下：

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
Short-term employee benefits	短期僱員福利	1,620	1,481
Post-employment benefits	離職後福利	16	15
		<b>1,636</b>	<b>1,496</b>

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### 20. COMMITMENTS

- (a) Capital commitments outstanding not provided for in these condensed consolidated financial statements were as follows:

		(Unaudited) (未經審核) 30/6/2014 二零一四年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31/12/2013 二零一三年 十二月 三十一日 HK\$'000 千港元
Commitments:	承擔：		
– contracted but not provided for the natural gas project	– 就天然氣項目已訂約但未撥備	1,181	1,191

- (b) The total future minimum lease payments under non-cancellable operating leases in respect of properties are payable and receivables as follows:

#### As lessee

The Group had total outstanding commitments for future minimum lease payable under non-cancellable operating lease which fall due as follows:

		(Unaudited) (未經審核) 30/6/2014 二零一四年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31/12/2013 二零一三年 十二月 三十一日 HK\$'000 千港元
No later than 1 year	一年內	1,063	1,063
Later than 1 year and no later than 5 years	一年後至五年內	1,245	1,777
		<b>2,308</b>	<b>2,840</b>

The Group has no contingent rentals and sub-lease payments received for the period ended 30 June 2014 and year ended 31 December 2013.

### 20. 承擔

- (a) 未償還且並無於該等簡明綜合財務報表內撥備之資本承擔載列如下：

	(Unaudited) (未經審核) 30/6/2014 二零一四年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31/12/2013 二零一三年 十二月 三十一日 HK\$'000 千港元
承擔：		
– 就天然氣項目已訂約但未撥備	1,181	1,191

- (b) 就物業之不可撤銷經營租約應付及應收之未來最低租約付款總額如下：

#### 作為承租人

本集團根據不可撤銷經營租約於下列期間到期之未償還日後最低應付租金承擔總額如下：

	(Unaudited) (未經審核) 30/6/2014 二零一四年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31/12/2013 二零一三年 十二月 三十一日 HK\$'000 千港元
一年內	1,063	1,063
一年後至五年內	1,245	1,777
	<b>2,308</b>	<b>2,840</b>

截至二零一四年六月三十日止期間及截至二零一三年十二月三十一日止年度，本集團並無任何應收或然租金及分租付款。



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### 21. PLEDGE OF ASSETS

At 30 June 2014, none of the assets of the Group were pledged.

### 22. EVENTS AFTER THE REPORTING PERIOD

There is no significant events of the Group after 30 June 2014.

### 23. APPROVAL OF INTERIM FINANCIAL STATEMENTS

The interim condensed consolidated financial statements were approved and authorised for issue by the Board of Directors of the Company on 29 August 2014.

### 21. 資產抵押

於二零一四年六月三十日，本集團概無資產已抵押。

### 22. 報告期後事項

於二零一四年六月三十日之後，本集團概無任何重大事項。

### 23. 批准中期財務報表

本公司董事會於二零一四年八月二十九日批准並准許刊發中期簡明綜合財務報表。



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