



中國秦發集團有限公司
CHINA QINFA GROUP LIMITED

(Incorporated in the People's Republic of China)

(Stock code: 00866)

INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 JUNE 2017

The Board effected the financial statements of the Company dated 15 August 2017. The financial highlights of the Group for the interim period ended 30 June 2017 are set out as follows:

Revenue for the interim period ended 30 June 2017 was RMB1,370.0 million, representing an increase of 568.9% as compared to the corresponding period in 2016.

Cost of sales for the interim period ended 30 June 2017 was RMB3.25 million, representing an increase of 302.0% as compared to the corresponding period in 2016.

Gross profit for the interim period ended 30 June 2017 was RMB136.75 million, representing an increase of 33.2% as compared with the corresponding period in 2016.

Profit attributable to the shareholders of the Company for the interim period ended 30 June 2017 was RMB151.4 million, representing an increase of 33.2% as compared with the corresponding period in 2016.

The Board (the **Board**) of directors (the **Directors**) of China Qinfa Group Limited (the **Company**) effected the financial statements of the Company dated 15 August 2017. The Board hereby announces the unaudited consolidated interim financial results of the Company and its subsidiaries (collectively, the **Group**) for the interim period ended 30 June 2017 with comparative figures for the interim period ended 30 June 2016.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the period ended 30 June 2017

		Six months ended 30 June	
		2017 RMB'000 (Unaudited)	2016 '000 (Unaudited)
Revenue	5	1,370,008	204,828
Cost of sales		<u>(915,328)</u>	<u>(278,450)</u>
Gross profit/(loss)		454,680	(73,622)
Other income, gains and losses	6	(1,069)	(35,785)
Distribution costs		(31,164)	(3,668)
Administrative expenses		(116,550)	(88,236)
Research and development	()	67,898	5,724
Other expenses		<u>(37,104)</u>	<u>(19,438)</u>
Results from operating activities		336,691	(215,025)
Finance income		195	612
Finance costs		<u>(187,024)</u>	<u>(243,900)</u>
Net finance costs	7	(186,829)	(243,288)
Profit/(loss) before taxation	()	149,862	(458,313)
Income tax credit/(expense)		<u>7,111</u>	<u>(26,202)</u>
Profit/(loss) for the period		156,973	(484,515)
Other comprehensive (loss)/income			
Items that are reclassified to profit or loss:			
Foreign currency translation differences		<u>(4,700)</u>	<u>7,801</u>
Other comprehensive (loss)/income for the period, net of tax		(4,700)	7,801
Total comprehensive income/(loss) for the period		152,273	(476,714)

	Six months ended 30 June	
	2017	2016
	RMB'000	'000
	(Unaudited)	(Unaudited)
Profit/(loss) for the period attributable to:		
Profit attributable to the Company	151,417	(442,522)
Non-controlling interest	5,556	(41,993)
	<hr/>	<hr/>
Profit/(loss) for the period	<u>156,973</u>	<u>(484,515)</u>
Total comprehensive income/(loss) for the period attributable to:		
Profit attributable to the Company	146,717	(434,721)
Non-controlling interest	5,556	(41,993)
	<hr/>	<hr/>
Total comprehensive income/(loss) for the period	<u>152,273</u>	<u>(476,714)</u>
Earnings/(loss) per share attributable to the equity shareholders of the Company during the period		
Basic earnings/(loss) per share	RMB5.97 cents	(RMB19.38 cents)

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	At 30 June 2017 RMB'000 (Unaudited)	At 31 Decem. be 2016 '000 (Audited)
Capital and reserves		
Share capital	211,224	211,224
Pre-allocated but undistributed convertible securities	156,931	156,931
Deficit	<u>(5,302,324)</u>	<u>(5,447,702)</u>
Total deficit attributable to equity shareholders of the Company	(4,934,169)	(5,079,547)
Non-controlling interests	<u>163,796</u>	<u>158,240</u>
Total deficit	<u><u>(4,770,373)</u></u>	<u><u>(4,921,307)</u></u>

NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

1. COMPANY BACKGROUND AND BASIS OF PREPARATION

1.1 General information

China Qifa Group Limited (the **Company**) was incorporated in the Cayman Islands on 4 March 2008 and is a limited liability company under the Cayman Islands Companies Law (2007 Revision) of the Cayman Islands. The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the **Stock Exchange**) on 3 July 2009 (the **Listing Date**). The address of its registered office is Civic Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business of the Company is located in China at 22nd Floor, South Tower, Pingliang Plaza, No. 1 Pazhou East Road, Haizhu District, Guangzhou, Guangdong, the People's Republic of China (the **PRC**).

The principal activities of the Company and its subsidiaries (together, the **Group**) are carrying on, conducting and operating, trading, business and financial services in the PRC and Hong Kong.

1.2 Basis of preparation

The condensed consolidated financial statements have been prepared in accordance with the International Accounting Standards (**IAS**) 34 Interim Financial Reporting issued by the International Accounting Standards Board (**IASB**) and the applicable disclosure requirements of the Regulations of the Listing of Securities of the Stock Exchange.

The condensed consolidated financial statements have been prepared in accordance with the applicable accounting policies adopted in the annual financial statements for the year ended 31 December 2016, except that the Group has applied, for the first time, certain amended International Financial Reporting Standards (**IFRSs**) issued by the IASB that are effective for the current period, as disclosed in Note 2.

The condensed consolidated financial statements contain condensed consolidated financial statements and selected disclosures. They therefore do not contain all the disclosures and information that are significant to the understanding of the change in financial position and performance of the Group since the annual financial statements for the year ended 31 December 2016. The condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2016. The condensed consolidated financial statements have been prepared in accordance with IFRS, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2016.

The condensed consolidated financial statements are unaudited.

Going concern basis

As at 30 June 2017, the Group's current liabilities exceed its current assets by approximately RMB9,263,407,000 and current deficit of RMB4,770,373,000. As at 30 June 2017, borrowings and accrued interest amounting to aggregate amount of RMB1,712,155,000 and RMB514,986,000 respectively were not secured by any assets. At the date of this financial statements, the bank had secured each borrowings of RMB73,500,000. Since at 30 June 2017, the Group had settled the principal of each borrowings of RMB1,000,000. The year-end financial statements and interest in accordance with the scheduled payment date called the bank having the right to call for immediate repayment of each borrowings and their respective interest. In this connection, certain borrowings with scheduled payments of interest amounting RMB1,427,342,000 have been classified as current liabilities.

As at the date of this financial statements, the Group has not obtained any relief from the bank or the creditors to default on, but the bank has not taken any action against the Group to demand immediate repayment of a defaulted in Note 19(a)(iii).

In addition, as at 30 June 2017, the Group has been engaged in litigation relating to the Group's operations, as disclosed in Note 19.

The credit ratings indicate the existence of a material uncertainty which is significant but the Group's ability to continue as a going concern.

The condensed consolidated financial statements have been prepared on the assumption that the Group's ability to continue as a going concern with regard to the credit ratings at 30 June 2017 and before the end of the reporting period. In the absence of developments in the Group's financial ratings, immediate liquidity and cash flow, and the impact on the Group's going concern, the directors of the Company have adopted the following together with the disclosures made at the date of this financial statement which include, but not limited to, the following:

- (i) The Group's direct and indirect investments, administrative expenses and capital expenditure;
- (ii) The Group's ability to effectively manage its debt. The Group's credit ratings in the PRC with a local credit rating agency. Considering the ability to raise additional finance, the Group is expected to generate additional cash flow in the coming year to meet its working capital requirements;
- (iii) The Group has been actively negotiating with certain banks to extend its borrowing. During the reporting period ended 30 June 2017, the Group has successfully extended the existing and secured the terms of certain existing bank loans that had expired at it before 30 June 2018, totaling RMB526,111,000, which RMB378,611,000 and RMB147,500,000 will be funded before and after 30 June 2018 respectively;
- (iv) Since at 30 June 2017, the bank had reduced the borrowing of RMB73,500,000. The reduced borrowing would be available after 30 June 2018;
- (v) In relation to the bank loans that were terminated earlier at the time the bank loans that became immediately available due to the credit default, the Group is in the process of negotiating with the relevant banks to extend the existing and the secured bank loans available for the period of the default until the event of default;
- (vi) For borrowings which will be available before 30 June 2018, the Group is actively negotiating with the banks for the fund to be received as a fund to meet the Group's working capital and financial requirements in the future. The Group has experienced significant difficulties in obtaining sufficient short-term borrowings. Their materiality and the indication that the banks will not extend the existing short-term borrowings to the Group's extent. The directors of the Company have evaluated the event factually and the availability of the loans that the Group would be able to obtain each borrowing period;
- (vii) The Group is actively negotiating with the plaintiff for settlement of the court case. During the reporting period ended 30 June 2017, the Group has successfully reached an agreement with certain plaintiff at a PRC court settlement amount of 40 cases with an aggregated amount of RMB72,062,000 that will be paid by the plaintiff. The aggregated amount will be settled before 30 June 2018 amounting to RMB24,000,000. The directors of the Company are of the view that the Group will be able to settle the event with significant impact on the Group's cash flow in the reporting period.

On the basis of the successful completion of the events described above in the foreseeable future and after assessing the Group's credit and default risk, the directors of the Company are satisfied that the Group will be able to meet its financial obligations in the foreseeable future from 30 June 2017. Accordingly, the condensed consolidated financial statements of the Group have been prepared as a going concern basis.

Should the Group be unable to continue as a going concern, adjustments would have to be made to include the value of their estimated recoverable assets, to identify the liabilities that might arise and to calculate any non-current liabilities and current liabilities effectively. The effect of the adjustments have not been reflected in the condensed consolidated financial statements.

2. CHANGES IN ACCOUNTING POLICIES

The IASB has issued amendments to IFRS that are effective for the current accounting period of the Group.

IAS 7 A. and B.	Disclosure of Initiatives
IAS 12 A. and B.	Recognition of Deferred Tax Assets for Unearned Losses
A. and B. to IFRS	Annual Presentation of IFRS 2014-2016 Cycle

None of the amendments have had a material effect on the Group's consolidated financial statements for the current period have been adopted. The Group has also adopted the standard that is not effective for the current accounting period.

3. ESTIMATES

The estimates of the consolidated consolidated financial statements involve management, judgment, estimates and assumptions that affect the application of accounting policies and the reported assets, liabilities, income and expenses. Actual results may differ from the estimates.

In assessing the consolidated consolidated financial statements, the significant judgment made by management in assessing the Group's accounting policies and the effectiveness of certain estimates are that the consolidated financial statements for the year ended 31 December 2016.

4. SEGMENT REPORTING

(a) Segment results, assets and liabilities

The Group has three strategic business units and high growth initiatives which are the Group's strategic business units. The strategic business units have different products and services, and are managed separately because they employ different technology and marketing strategies. For each of the strategic business units, the Chief Executive Office (the CEO) is the primary manager responsible for each business unit.

For the purpose of segment reporting, the business units are categorized as follows: the CEO, the CEO, and liabilities attributable to each business unit are as follows:

The operating profit/(loss) adjusted for/(by) financial costs and interest credit/(expense). Inter-segment transfers of inter-company, chartered head office and other costs are also reflected in the adjusted.

Segment assets include identifiable intangible assets, cash and cash equivalents, investment in associates and debt with the exception of a deferred tax asset. Segment liabilities include debt and liabilities, the liabilities attributable to the business units, accrued executive compensation and other long-term liabilities of the group.

Revenue and expense are allocated to the segment with the effect of revenue generated by the segment and the expense incurred by the segment.

	Coal business		Shipping transportation		Total	
	Six months ended		Six months ended		Six months ended	
	30 June	30 June	30 June	30 June	30 June	30 June
	2017	2016	2017	2016	2017	2016
	RMB'000	'000	RMB'000	'000	RMB'000	'000
	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Revenue from external customers	<u>1,303,113</u>	<u>159,419</u>	<u>66,895</u>	<u>45,409</u>	<u>1,370,008</u>	<u>204,828</u>
Reportable segment profit/(loss) before taxation	<u>338,485</u>	<u>(165,139)</u>	<u>3,868</u>	<u>(40,450)</u>	<u>342,353</u>	<u>(205,589)</u>
(Reclassification)/ adjustment trade receivable	<u>(50,324)</u>	<u>2,989</u>	<u>-</u>	<u>-</u>	<u>(50,324)</u>	<u>2,989</u>
Reclassification share of profit and the receivable	<u>(17,574)</u>	<u>(8,713)</u>	<u>-</u>	<u>-</u>	<u>(17,574)</u>	<u>(8,713)</u>
	At 30	At 31	At 30	At 31	At 30	At 31
	June 2017	December	June 2017	December	June 2017	December
	RMB'000	'000	RMB'000	'000	RMB'000	'000
	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
Reportable segment assets (including interest in an associate)	<u>6,063,598</u>	<u>5,745,978</u>	<u>412,452</u>	<u>428,635</u>	<u>6,476,050</u>	<u>6,174,613</u>
Reportable segment liabilities	<u>(10,621,309)</u>	<u>(10,454,739)</u>	<u>(975,532)</u>	<u>(1,015,360)</u>	<u>(11,596,841)</u>	<u>(11,470,099)</u>

(b) Reconciliations of reportable segment revenue, profit/(loss) before taxation, assets and liabilities

Revenue

	Six months ended 30 June	
	2017	2016
	RMB'000	'000
	(Unaudited)	(Audited)
Reportable segment revenue	<u>1,370,008</u>	<u>204,828</u>

Profit/(loss) before taxation

	Six months ended 30 June	
	2017	2016
	RMB'000	'000
	(Unaudited)	(Audited)
Reportable segment profit/(loss) before taxation	342,353	(205,589)
Unaudited head office and consolidated expense	(5,662)	(9,436)
Net finance cost	<u>(186,829)</u>	<u>(243,288)</u>
Consolidated profit/(loss) before taxation	<u>149,862</u>	<u>(458,313)</u>

Assets

	At 30 June	At 31 December
	2017	2016
	RMB'000	'000
	(Unaudited)	(Audited)
Reportable segment assets	6,476,050	6,174,613
Eliminatory finite-recognized receivable	(503,507)	(522,604)
Unaudited consolidated assets	<u>51,128</u>	<u>10,423</u>
Consolidated total assets	<u>6,023,671</u>	<u>5,662,432</u>

Liabilities

	At 30 June	At 31 December
	2017	2016
	RMB'000	'000
	(Unaudited)	(Audited)
Reportable segment liabilities	11,596,841	11,470,099
Eliminatory finite-recognized payable	(1,262,860)	(1,349,211)
Total payable	249,169	242,050
Deferred tax liabilities	197,893	205,673
Unaudited consolidated liabilities	<u>13,001</u>	<u>15,128</u>
Consolidated total liabilities	<u>10,794,044</u>	<u>10,583,739</u>

5. REVENUE

Refer to the note on the accounting and classification. The amount of each significant category is segregated in the following table:

	Six months ended 30 June	
	2017 RMB'000 (Unaudited)	2016 '000 (Audited)
Sale of cargo	1,303,113	159,419
Classification	66,895	45,409
	<u>1,370,008</u>	<u>204,828</u>

6. OTHER INCOME, GAINS AND LOSSES

	Six months ended 30 June	
	2017 RMB'000 (Unaudited)	2016 '000 (Audited)
Government subsidy (note 5)	-	2,091
Foreign exchange gain/loss	(3,454)	2,372
Net gain/(loss) on disposal of investment, and other income (note 5)	650	(40,337)
Recognition of other income	287	
Other	1,448	89
	<u>(1,069)</u>	<u>(35,785)</u>

note

- (i) The Government received a subsidy for cargo handling in the first half ended 30 June 2016 as a result of the Government's contribution to the development of the cargo handling.
- (ii) During the first half ended 30 June 2016, the Government applied government subsidy to the depreciation of the vessel according to the Implementation Plan for Early Retirement and Recycle of Old and Worn Tugboats and Single-hull Oil Tankers 《老舊運輸船舶和單殼油輪提前報廢更新實施方案》 and Administrative Measures of the Special Subsidy Grant by the Central Finance Exchange Retirement and Recycle of Old and Worn Tugboats and Single-hull Oil Tankers 《老舊運輸船舶和單殼油輪報廢更新中央財政補助專項資金管理辦法》, which is regulated by the Ministry of Finance, the Ministry of Transport, the Department of Finance and Refueling, and the Ministry of Industry and Information Technology of China (Vessel Demolition Subsidy). After taking into account the bid conditions, they entered into a contract for a RMB40,716,000 and have recorded it as disposal of investment, and other income during the first half ended 30 June 2016.

7. NET FINANCE COSTS

	Six months ended 30 June	
	2017 RMB'000 (Unaudited)	2016 '000 (Audited)
Interest expense	(195)	(612)
Interest on bank borrowing	196,075	242,889
Interest charge on bank deposit	7,526	2,132
Lease interest income and other income (note 5)	(16,577)	(1,121)
Finance cost	<u>187,024</u>	<u>243,900</u>
Net finance cost	<u>186,829</u>	<u>243,288</u>

The borrowing cost has been capitalized at a rate of 5.25% (first half ended 30 June 2016: 5.11%) during the period.

8. PROFIT/(LOSS) BEFORE TAXATION

(a) Profit/(Loss) before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2017 RMB'000 (Unaudited)	2016 '000 (Audited)
Depreciation of property, plant and equipment	80,195	56,542
Amortisation of carrying rights	43,185	6,496
Amortisation of lease contract	70	70
Write-down of financial assets available for sale	-	573
Profit, plant and equipment impairment	-	2,090
Net (gain)/loss from disposal of property, plant and equipment	(650)	40,337

(b) Re-evaluation gain/loss:

	Six months ended 30 June	
	2017 RMB'000 (Unaudited)	2016 '000 (Audited)
(Re-evaluation gain)/loss on trade receivable	(50,324)	2,989
Re-evaluation loss on real estate and the receivable	(17,574)	(8,713)
	<u>(67,898)</u>	<u>(5,724)</u>

9. INCOME TAX (CREDIT)/EXPENSE

	Six months ended 30 June	
	2017 RMB'000 (Unaudited)	2016 '000 (Audited)
Current tax expense		
PRC Current Income Tax	-	18,092
Deferred tax credit/expense	670	8,110
	<u>(7,781)</u>	<u>8,110</u>
Income tax (credit)/expense	<u>(7,111)</u>	<u>26,202</u>

(i) Pursuant to the lead regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to income tax in the Cayman Islands and the British Virgin Islands (interim ended 30 June 2016: Nil).

(ii) Nil in respect of Hong Kong Profit Tax has been made for the subsidiary incorporated in Hong Kong as the subsidiary did not have assessable profit subject to Hong Kong Profit Tax during the period (interim ended 30 June 2016: Nil).

(iii) Pursuant to the PRC Current Income Tax law, a base rate of 25% (interim ended 30 June 2016: 25%) of the assessable profit of subsidiary which carried on business in the PRC.

10. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to ordinary shareholders of the Company and the weighted average number of shares outstanding during the period.

The calculation of basic earnings/(loss) per share attributable to ordinary shareholders of the Company for the periods ended 30 June 2017 and 2016 are based on the following data:

	Six months ended 30 June	
	2017	2016
	RMB'000	'000
	(Unaudited)	(Audited)
Profit/(loss) of the period attributable to ordinary shareholders of the Company	151,417	(442,522)
Less: Distributable preference attributable to convertible preferred shares	(2,563)	(2,464)
Profit/(loss) of the period attributable to ordinary shareholders of the Company	148,854	(444,986)
Weighted average number of shares of the Company used in the calculation of basic earnings/(loss) per share	2,493,413,985	2,296,515,490

Diluted earnings/(loss) per share

The calculation of diluted earnings/(loss) per share is based on the profit/(loss) attributable to ordinary shareholders of the Company. The adjusted weighted average number of shares outstanding during the period is determined by the number of shares outstanding at the end of the period and the number of shares that would have been outstanding if all dilutive potential shares had been exercised at the end of the period.

The number of shares that would have been outstanding during the period if all dilutive potential shares had been exercised at the end of the period is determined by the number of shares outstanding at the end of the period and the number of shares that would have been outstanding if all dilutive potential shares had been exercised at the end of the period.

The convertible preferred shares have been converted into ordinary shares, and the profit/(loss) of the period attributable to ordinary shareholders of the Company is adjusted to eliminate the effect of the convertible preferred shares.

As the Company's outstanding shares (including those ended 30 June 2016: ordinary and convertible preferred shares) had an anti-dilutive effect on the diluted earnings/(loss) per share calculation for the periods ended 30 June 2017, the conversion of the potential dilutive shares into ordinary shares would not have affected the diluted earnings/(loss) per share for the periods ended 30 June 2017.

	Six months ended 30 June	
	2017	2016
	RMB'000	'000
	(Unaudited)	(Audited)
Profit/(loss) of the consolidated subsidiaries held by the Company	148,854	(444,986)
Add: Distribution of attributable earnings of consolidated subsidiaries	2,563	N/A
Profit/(loss) of the consolidated subsidiaries held by the Company	151,417	(444,986)
Weighted average number of shares	2,493,413,985	2,296,515,490
Add: Distribution of attributable earnings of consolidated subsidiaries	118,000,000	N/A
Weighted average number of shares of the consolidated subsidiaries held by the Company	2,611,413,985	2,296,515,490

11. DIVIDEND

The directors of the Company do not recommend the payment of any dividends for the six months ended 30 June 2017 (six months ended 30 June 2016: Nil).

12. COAL MINING RIGHTS

The balance sheet reflects the right to conduct mining activities in Shaanxi Province. The mining rights are stated

(i) Interest free and the receivable

Profit free and the receivable as follows:

	At 30 June 2017 RMB'000 (Unaudited)	At 31 Dec. be 2016 '000 (Audited)
Other debt and interest	36,779	42,913
As defined in the accounting standards	322,307	322,307
Other receivable	28,298	39,864
	<u>387,384</u>	<u>405,084</u>

15. TRADE AND BILL PAYABLES

Ageing analysis of trade and bill payables of the Group as follows:

	At 30 June 2017 RMB'000 (Unaudited)	At 31 Dec. be 2016 '000 (Audited)
Within 1 year	88,540	130,559
Over 1 year but within 2 years	204,036	828,322
Over 2 years	656,881	22,946
	<u>949,457</u>	<u>981,827</u>

16. OTHER PAYABLES

	At 30 June 2017 RMB'000 (Unaudited)	At 31 Dec. be 2016 '000 (Audited)
Current		
Receivable advance	180,315	108,264
Accrued expenses	956,777	780,854
As defined in the accounting standards	-	16,169
As defined in the accounting standards	1,285	3,810
As defined in the accounting standards	8,161	8,830
As defined in the accounting standards	57,984	57,984
Other payable	2,018,759	1,970,832
	<u>3,223,281</u>	<u>2,946,743</u>
Non-current		
Other payable	50,028	67,717
	<u>3,273,309</u>	<u>3,014,460</u>

The as defined in the accounting standards, direct, indirect, and associate are recorded, net of fee and other payable deduction.

17. BORROWINGS

	At 30 June 2017 RMB'000 (Unaudited)	At 31 Decem. be 2016 '000 (Audited)
Bank Secured	4,976,152	5,043,520
Other Secured	1,019,363	962,681
	<u>5,995,515</u>	<u>6,006,201</u>
Other Unsecured	29,870	37,070
	<u>6,025,385</u>	<u>6,043,271</u>

At 30 June 2017, secured bank borrowings of RMB1,482,285,000 (31 Decem. be 2016: RMB672,289,000), secured bank borrowings of RMB200,000,000 (31 Decem. be 2016: RMB269,850,000) and the other borrowings of RMB29,870,000 (31 Decem. be 2016: RMB17,090,000) were guaranteed by the Group's subsidiaries and collateralized with real estate assets with a gross value of 4.36% to 13.50% (31 Decem. be 2016: 4.75% to 12.96%) respectively.

At 30 June 2017, the other borrowings are secured by the Group's subsidiaries, certain bank borrowings, trade receivables and pledged deposits with a gross value of RMB708,176,000, RMB979,028,000, RMB29,142,000 and RMB174,000 respectively and guaranteed by the Group's subsidiaries, certain bank borrowings, trade receivables and/ or affiliates (31 Decem. be 2016: secured bank borrowings, trade receivables, certain bank borrowings, trade receivables and pledged deposits with a gross value of RMB407,274,000, RMB994,151,000, RMB5,073,000 and RMB174,000 respectively and guaranteed by the Group's subsidiaries, certain bank borrowings, trade receivables and/ or affiliates).

Subsequent to 30 June 2017 and to the date of this financial statements, the Group is in the process of negotiating with the banks and the credit institutions to restructure the other borrowings.

The Group's other borrowings are secured by the following assets:

	At 30 June 2017 RMB'000 (Unaudited)	At 31 Decem. be 2016 '000 (Audited)
Property, plant and equipment	1,089,441	1,110,714
Bank borrowings	2,249,403	2,292,588
Lease receivables	5,003	5,073
Trade receivables	79,853	28,509
Trade receivables	29,142	33,365
Pledged deposits	174	174

At 30 June 2017 and 31 Decem. be 2016, the Group's other borrowings are secured by the receivables from related companies of which Mr. Xu Jihua (Mr. Xu) is the chairman, and Mr. Xu, the chairman, the director and the general manager of Huameiao Energy (Huameiao Energy), Shanghai Xingtao Coal (Xingtao Coal), Shanghai Fengxi Coal (Fengxi Coal), Shanghai Chongsheng Coal (Chongsheng Coal), Shanghai Xinglong Coal (Xinglong Coal), Shanghai Hongyuan Coal (Hongyuan Coal), Shanghai Gaoqia Energy Investment Co., Ltd., Sino-Gace Energy Limited and Oista Wise Group Limited and related companies. At 30 June 2017, borrowings of RMB6,015,635,000 (31 Decem. be 2016: RMB6,033,401,000) were guaranteed by the Group's subsidiaries, certain bank borrowings, trade receivables and/ or affiliates.

18. CAPITAL COMMITMENTS

At each reporting date, capital commitments outstanding that are provided for in the consolidated financial statements are as follows:

	At 30 June 2017 RMB'000 (Unaudited)	At 31 December 2016 '000 (Audited)
Property, plant and equipment	<u>50,676</u>	<u>45,692</u>

19. CONTINGENT LIABILITIES

(a) Outstanding litigation

Until the date of this financial statement, the following legal proceedings are outstanding.

(i) *Litigation claims relating to unsettled property, plant and equipment contract sums with several suppliers of the Group*

As at 31 December 2015, the following legal claims were initiated by the Group against the Group's direct and indirect shareholders and related parties. The claims are as follows: (i) with an aggregate amount of RMB132,206,000 and the state court charge of RMB6,605,000 and court-ordered legal costs of RMB108,000. An aggregate amount of RMB132,206,000 had already been recognised as a liability in the consolidated financial statements. As a result of the foregoing, the Group has recognised the state court charge and state court charge of RMB6,605,000 and court-ordered legal costs.

During the year ended 31 December 2016, the liability of Hong Kong China Mifeifei and its subsidiary Mifeyi Immediate Payment Co. Ltd against the Group due and immediately payable of the settled credit of RMB87,423,000 and the late credit charge and interest charge of RMB14,487,000 relating to the activities of a financing right of Hong Kong China.

During the year ended 31 December 2016, the Group has successfully reached an agreement with the plaintiff to settle the claim with an aggregated amount of RMB13,000,000 that will be paid by the plaintiff of RMB1,000,000. Accordingly, such litigation claim was settled during the year ended 30 June 2017.

Until the date of this financial statement, litigation claim of RMB125,761,000 are still ongoing. The amount of RMB125,761,000 had already been recognised as a liability in the P&L. Once it is concluded in the future. As a result of the foregoing, the Group has recognised the late credit charge and interest charge of RMB14,487,000 in the consolidated financial statement for the year ended 31 December 2016 and RMB4,483,000 in the consolidated financial statement for the year ended 30 June 2017 respectively.

(iii) Litigation claims relating to default of repayment of bank borrowings

In 2015, a bank filed a lawsuit in Zhuhai Mifeyi Immediate Payment Co. Ltd against the Group due and immediately payable of the defaulted bank borrowings of RMB148,882,000 and interest charge of RMB328,000 respectively. The liability of RMB148,882,000 and interest and interest charge of RMB328,000 had already been recognised as a liability and accrued expense in the financial statement.

Pursuant to the judgment, the bank account and certain financing right of the Group in the financial statement.

Until the date of this assessment, all the judgments issued by Shanghai Provincial Shanghai Municipal People's Court in August 2017, the Group has deemed to have immediately established the liability of the above aggregate amount of RMB44,400,000, net change of RMB2,011,000 and decrease of aggregate of RMB322,000.

In the view of the direct of the Company, of the liability of litigation has been established in the consolidated financial statements of the Group for the year ended 30 June 2017.

(v) **Litigation claims relating to the performance of the contract execution Yu Lin Zhong Kuang Wan Tong Construction Limited Company ("Yu Lin Zhong Kuang") and Xinglong Coal and Hongyuan Coal**

During the year ended 31 December 2016, the above litigation claim initiated by Yu Lin Zhong Kuang against the Group to demand immediate establishment of liability for contractual failure of contract. With an aggregate amount of RMB197,037,000. The amount of RMB101,323,000 had already been recognized as a liability in the consolidated financial statements. On 9 January 2017, the Group has deemed to have immediately established the liability of RMB130,769,000, which including the affidavit amount of RMB101,323,000, net change of RMB16,345,000 and net of RMB13,101,000. As a result of the foregoing, the Group recognized the net change of RMB16,345,000 and net of RMB13,101,000 in the consolidated financial statements of the year ended 31 December 2016.

On 22 February 2017, the Group has deemed to have Shanghai Provincial High People's Court. On 21 January 2017, Shanghai Provincial High People's Court concluded that in the absence of evidence of the actual fact of the liability, the claim filed by the plaintiff, the litigation judgment has been established. Until the date of this assessment, the liability has not been recognized. In the view of the direct of the Company, of the liability of the litigation claim has been established in the consolidated financial statements of the year ended 30 June 2017.

As at 30 June 2017, the direct of the Company is of the view that the liability of the above litigation is sufficient in the consolidated financial statements as at 30 June 2017.

Other than the disclosure above, as at 30 June 2017, the Group has not identified any other litigation liability. As far as the Group is aware, the Group had no other litigation claim which has not been threatened against the Group. As at 30 June 2017, the Group has the default of certain litigation, and as a result certain litigation arising from the default of the Group. The liability of the contract liability, litigation the legal proceedings can be ascertained at the end, but the management of the Group believe that the legal liability which has been covered by the affidavit case is not a liability in fact in the financial statements of the Group.

(b) **Financial guarantees issued**

As at 30 June 2017, the Group issued corporate financial guarantee to certain banks in effect by Tongmei Qinfu (Zhonghai) Holding Co., Ltd (Tongmei Qinfu), a associate of the Group. Under the guarantee, the Group that is a part of the guarantee is not a debtor of the bank of Tongmei Qinfu from the bank.

As at 30 June 2017, the direct of the Company considers that it is not probable that a claim will be made against the Group in respect of the guarantee. The maximum liability of the Group at 30 June 2017 in respect of the guarantee issued in relation to the outstanding amount of the bank of Tongmei Qinfu is RMB633,343,000 (31 December 2016: RMB640,600,000).

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is a 100%-state owned enterprise in China, and it is an integrated coal and coal-related business, including coal mining, coal processing, power generation, trading, transportation, distribution and handling activities. During the period ended 30 June 2017, the Group continued to focus on the core business activities. The following table provides a summary of the financial results of the operating units of the Group:

Revenue from coal business and coal handling and trading volume

	Six months ended 30 June	
	2017	2016
Revenue from coal business ('000)	1,303,113	159,419
Coal handling and trading volume ('000 tonnes)	3,252	809

During the period ended 30 June 2017, the volume of the Group's coal handling and trading increased by 302.0% as compared to the corresponding period in 2016. The average coal handling price during the period ended 30 June 2017 was in a range between RMB239 per tonne and RMB564 per tonne, which was higher than the average handling price between RMB88 per tonne and RMB423 per tonne during the same period in 2016. The increase in coal handling and trading volume and average coal handling price was mainly due to the increase in coal handling and trading activities in China.

The average coal handling price and the average coal handling and trading volume of each of the three years ended 31 December 2016 and the period ended 30 June 2017 and 2016 are set forth in the table below:

	Six months ended 30 June		Year ended 31 December		
	2017	2016	2016	2015	2014
Average coal handling price ('000 tonnes)	401	197	287	309	395
Average coal handling and trading volume ('000 tonnes)	542	135	177	329	1,328

Revenue from shipping transportation

The revenue from shipping transportation of the Company for the period ended 30 June 2017 was RMB66.9 million, representing a decrease of RMB21.5 million (47.4%) from RMB45.4 million for the corresponding period in 2016. The decrease was mainly due to the freight rate.

Gross profit and gross profit margin

The Company's gross profit was RMB454.7 million during the period ended 30 June 2017, compared with gross profit of RMB73.6 million during the same period in 2016. Under the circumstances of increasing average freight rate of the Company, the Company increased the cargo rate and freight rate to generate gross profit of the Company.

Net finance costs

Net finance cost of the Company during the period ended 30 June 2017 amounted to RMB186.8 million, representing a decrease of RMB56.5 million (23.2%) from RMB243.3 million during the corresponding period in 2016. The decrease was mainly due to the decrease of bank interest rate in 2017.

Profit attributable to the equity shareholders of the Company

Profit attributable to the equity shareholders of the Company for the period ended 30 June 2017 was RMB151.4 million, compared with profit attributable to the equity shareholders of the Company of RMB442.5 million for the corresponding period in 2016.

BUSINESS REVIEW

Business Overview

Benefit from a rebound of the economy and the increase in demand, the company has achieved a significant increase in capacity utilization. Furthermore, the company has effectively managed the expected effect of the coal price increase by increasing their production capacity in the expected and the production of certain capacity has been reduced for rectification. The overall production table of the plant capacity did not drop. During the first half of this year, the Bohai-iron Steel-coking Price Index (BSPI 環渤海動力煤價格指數) increased by the range of 562 to 606. Notwithstanding the capacity increase for the first half of 2017, the plant capacity did not drop during the additional appearance of Macht Market Statistics. In June, the company's production capacity increased after the significant increase in the effect of capacity utilization.

The overall rebound of capacity has led to a significant increase in the production of the plant. During the first half of 2017, the Group has entered into a long-term cooperation agreement with the large-scale state-owned enterprises with an annual contracted production of 4.40 million tons. The Group has also entered into a long-term cooperation agreement with the state-owned enterprises in the second half of 2017 with a contracted production of 0.4 million tons. As the overall capacity increased during the first half of 2017, the Group successfully completed the production of the first half. Revenue reached a total of RMB1.37 billion, increased by 569% compared to the corresponding period of the previous year. Gross profit margin was 33% and the profit attributable to shareholders was RMB151.4 million. During the period, the company's production of Haieride the Group produced a total of 2.38 million tons of finished products, increased by a total of 376% compared to the corresponding period of the previous year.

As of 30 June 2017, the Group has no identified and evaluated mineral reserves in China. The table set forth the certain information about the mineral reserves.

	Plot	Location	Ownership	Site area (m ²)	Operation status
Huaeia Beg Xingta Ca	1, 2	Shanghai	80%	4.3	Under operation
Huaeia Beg Fogji Ca	1, 3	Shanghai	80%	2.4	Under operation
Huaeia Beg Changheg Ca	1, 4	Shanghai	80%	2.9	Under operation
Xingyig Ca	1, 5, 6	Xinzhai Shanghai	100%	4.0	Under development
Huyigang Ca	1, 5, 7	Xinzhai Shanghai	100%	4.1	Under operation (Temporary closed)

Plot

- (1) The Group engaged an independent third-party consultant to estimate the mineral reserves as at 30 June 2016 in accordance with the JORC Code.
- (2) The development cost of Xingta calcium fluoride Huaeia Beg is 1.50 million RMB, with a total budget (including a mining cost) of RMB380 million. The construction was completed in October 2011. As at 30 June 2017, the accumulated actual cost was RMB380 million. The construction of Xingta calcium fluoride and calcium fluoride was completed, developing a capacity of 1.5 million tonnes per year.
- (3) The development cost of Fogji calcium fluoride Huaeia Beg is 0.9 million RMB, with a total budget of RMB400 million. The construction was completed in September 2011. As at 30 June 2017, the accumulated actual cost was RMB397 million. The construction of Fogji calcium fluoride and calcium fluoride was completed on 21 January 2014 and developing a capacity of 0.9 million tonnes per year.
- (4) The development cost of Changheg calcium fluoride Huaeia Beg is 0.9 million RMB, with a total budget of RMB391 million. The construction was completed in September 2011. As at 30 June 2017, the accumulated actual cost was RMB392 million. The construction of Changheg calcium fluoride and calcium fluoride was completed, developing a capacity of 0.9 million tonnes per year. It has been completed operation on 21 January 2014.

- (5) The Group completed the establishment of the coal mine, Xingyong Coal and Hengyuan Coal, both wholly-owned by Shouchi Shouda Energy International Co., Ltd. during the first half year of 2013.
- (6) The production capacity of Xingyong Coal is 0.9 million tonnes per year, with a total investment budget of RMB348 million. The construction was completed in December 2012. As at 30 June 2017, the accumulated actual investment was RMB253 million. The development has been completed and ready for production.
- (7) The production capacity of Hengyuan Coal is 0.9 million tonnes per year, with a total investment budget of RMB446 million. The construction was completed in March 2013. As at 30 June 2017, the accumulated actual investment was RMB341 million. The development has been completed and ready for production.

COAL CHARACTERISTICS

Characteristics of the coal were conducted by the Group's engineering department:

Coal Quality Characteristic	Huameiao Energy – Xingtao Coal	Huameiao Energy – Fengxi Coal	Huameiao Energy – Chongsheng Coal
Sea	4	9	9
Moisture (%)	9.05-12.12%	1.55-3.16%	9.71-10.38%
Ash (%)	20.11-28.73%	17.87-25.68%	19.35-22.16%
Sulfur (%)	0.71-1.39%	0.32-0.96%	1.66-1.86%
Volatile Matter (%)	21.75-27.51%	25.00-38.84%	28.84-29.34%
Energy Content (MJ/g)	17.95-19.43	18.36-21.80	20.09-21.77

OPERATING DATA

Reserves and Resources

	Huameiao Energy – Xingtao Coal	Huameiao Energy – Fengxi Coal	Huameiao Energy – Chongsheng Coal	Xinglong Coal	Hongyuan Coal	Total
Reserves						
Reserves as at 1 January 2017 (Mt)						
Proven reserves	62.71	16.43	29.18	22.49	30.16	160.97
Probable reserves	12.26	27.43	19.51	9.53	1.17	69.90
Total reserves as at 1 January 2017 (Mt)	<u>74.97</u>	<u>43.86</u>	<u>48.69</u>	<u>32.02</u>	<u>31.33</u>	<u>230.87</u>
Total reserves deducted for the period from 1 January 2017 to 30 June 2017 (Mt)	<u>(1.55)</u>	<u>(0.95)</u>	<u>(1.17)</u>	<u>n.a.</u>	<u>n.a.</u>	<u>(3.67)</u>
Reserves as at 30 June 2017 (Mt)	<u>73.42</u>	<u>42.91</u>	<u>47.52</u>	<u>32.02</u>	<u>31.33</u>	<u>227.2</u>
Resources						
Resources as at 1 January 2017 (Mt)						
Total resources deducted for the period from 1 January 2017 to 30 June 2017 (Mt)	<u>(1.55)</u>	<u>(0.95)</u>	<u>(1.17)</u>	<u>n.a.</u>	<u>n.a.</u>	<u>(3.67)</u>
Resources as at 30 June 2017 (Mt)	<u>109.80</u>	<u>67.04</u>	<u>71.22</u>	<u>45.96</u>	<u>41.78</u>	<u>335.8</u>

The following table sets forth the historical and comparative figures at the above mentioned time of the period indicated:

	Six months ended 30 June	
	2017 (‘000 tonnes)	2016 (‘000 tonnes)
Raw coal production volume		
Huaibei Energy Xingtai Coal	1,551 ⁺	222 ⁺
Huaibei Energy Fongji Coal	948 ⁺	302 ⁺
Huaibei Energy Chongqing Coal	1,167 ⁺	248 ⁺
Total	3,666	772

	Six months ended 30 June	
	2017 (‘000 tonnes)	2016 (‘000 tonnes)
Commercial coal production volume		
Huaibei Energy Xingtai Coal	1,008 ⁺	144 ⁺
Huaibei Energy Fongji Coal	617 ⁺	196 ⁺
Huaibei Energy Chongqing Coal	758 ⁺	161 ⁺
Total	2,383	501

*: Pursuant to the company's report issued on 25 July 2016, the effective capacity of the Huaibei Energy facilities increased by a total of 65% for the year.

Exploration, Mining and Development Expenses

The following table sets forth the historical and comparative figures at the above mentioned time of the period indicated:

	Six months ended 30 June	
	2017 RMB'000	2016 '000
Material and supplies	30,198	10,182
Staff cost	108,492	45,329
Other direct cost	26,302	15,949
Overhead and other	142,273	51,714
Exploration fee	2,708	892
Total	309,973	124,066

Liquidity, Financial Resources and Capital Structure

The Group adopts stringent financial management policies and tries to maintain a healthy financial condition. The Group funds its business operations and general working capital by internally generated financial resources and bank borrowings. As at 30 June 2017, the Group recorded net liabilities of RMB9,263.4 million.

The Group has taken initiatives to enhance the financial flexibility by diversifying the funding base and obtaining better terms and conditions. The Group also negotiates with financial institutions to extend and rebalance borrowings and provide guarantees to the Group's working capital. As at 30 June 2017, cash and cash equivalents of the Group amounted to RMB135.1 million (as at 31 December 2016: RMB24.7 million), representing an increase of RMB110.4 million as compared to cash and cash equivalents of the Group as at 31 December 2016. The cash and cash equivalents increased significantly.

As at 30 June 2017, the total bank and the borrowings of the Group were RMB6,025.4 million (as at 31 December 2016: RMB6,043.3 million), which were categorized as current liabilities. As a result of the year-end audit of significant audit fees of RMB1,712,155,000 and RMB514,986,000 respectively, bank and other borrowings of RMB1,427,342,000 (as at 31 December 2016: RMB2,473,678,000) deferred until after year-end which contain a contractual clause that default immediately as a result of the event default in the bank and other accounts categorized as current liabilities. The bank and the borrowings carried interest rate ranging from 4.35% to 13.50% (as at 31 December 2016: 4.35% to 13.50%) respectively.

As at 30 June 2017, the Group had total banking facilities of RMB6,005.8 million (as at 31 December 2016: RMB6,136.4 million), of which RMB5,995.5 million (as at 31 December 2016: RMB6,006.2 million) were utilized.

As at 30 June 2017, the Group's cash and cash equivalents, except amount of RMB0.23 million and RMB29.2 million which were held in Hong Kong dollar (HKD) and United States dollar (USD) respectively, were held in RMB. As the Group's bank and the borrowings were denominated in RMB.

The gearing ratio (calculated as bank and the borrowings netted off cash and cash equivalents and pledged and pledged deposits divided by total assets) of the Group as at 30 June 2017 was 97.8% (as at 31 December 2016: 106.3%).

Exposure to Fluctuations in Exchange Rates

The Group's cash and cash equivalents are held denominated in RMB and USD. Operating transactions conducted by the Group's subsidiaries in China are denominated in RMB while the exchange and contract hedge currencies are denominated in USD. The Group's subsidiaries also receive revenue in RMB. Hence, the Directors do not consider that the Group faces significant exposure to foreign exchange fluctuations.

Pledge of Assets of the Group and Guarantee

As at 30 June 2017, the Group's assets include aggregate amount of RMB3,453.0 million (as of 31 December 2016: RMB3,470.4 million) in form of property, plant and equipment, carrying rights, lease contract, intangible, trade and bills receivable and bank deposits. We pledged the bank credit facilities granted to the Group.

As at 30 June 2017, M. XU Jihua, the ultimate controlling shareholder, and M. XU Da, the chairman of the board and executive Director and their associate provided guarantee for granting bank facilities for amount of RMB7,899.2 million (as of 31 December 2016: RMB7,575.9 million) to the Group.

CORPORATE GOVERNANCE

The Company has complied with the applicable code of practice in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the financial year ended 30 June 2017.

EMPLOYEES AND REMUNERATION

As at 30 June 2017, the Group employed 1,842 employees. The Group has adopted a performance-based remuneration policy to attract and retain the best talent. In addition to the basic salary, each employee is offered a performance-based remuneration package.

Subsidiaries of the Company established in the PRC are all subject to local laws and regulations and are governed by the PRC government. In accordance with the securities laws and regulations, subsidiaries of the Company established in the PRC are required to act on behalf of their employees with local laws and regulations, including labor laws, medical insurance, retirement insurance and the securities laws. Subsidiaries of the Company incorporated in Hong Kong have articulated a data privacy policy, if applicable, in accordance with the applicable Hong Kong laws and regulations.