



Hoifu
Hoifu Energy Group Limited
凱富能源集團有限公司

(Formerly known as "Karl Thomson Holdings Limited") (前稱「高信集團控股有限公司」)

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 007)

ANNUAL REPORT 年報 **2012**



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Corporate Information

公司資料

HONORARY CHAIRMAN AND SENIOR CONSULTANT

Dr. HATOYAMA Yukio

榮譽主席兼高級顧問

鳩山由紀夫博士

BOARD OF DIRECTORS

Executive Directors:

Dr. HUI Chi Ming G.B.S., J.P. (*Chairman*)

Mr. BUSH Neil (*Deputy Chairman*)

Dr. CHUI Say Hoe (*Managing Director*)

Mr. LAM Kwok Hing

Mr. NAM Kwok Lun

董事會

執行董事：

許智明博士 G.B.S., J.P. (*主席*)

尼爾•布什先生 (*副主席*)

徐世和博士 (*董事總經理*)

藍國慶先生

藍國倫先生

Independent Non-Executive Directors:

Mr. CHEN Wei-Ming Eric

Mr. KWAN Wang Wai Alan

Mr. NG Chi Kin David

獨立非執行董事：

陳偉明先生

關宏偉先生

伍志堅先生

AUDIT COMMITTEE

Mr. CHEN Wei-Ming Eric

Mr. KWAN Wang Wai Alan

Mr. NG Chi Kin David

審計委員會

陳偉明先生

關宏偉先生

伍志堅先生

REMUNERATION COMMITTEE

Mr. NG Chi Kin David

Mr. CHEN Wei-Ming Eric

Dr. CHUI Say Hoe

薪酬委員會

伍志堅先生

陳偉明先生

徐世和博士

COMPANY SECRETARY

Mr. FU Wing Kwok Ewing

公司秘書

傅榮國先生

AUTHORISED REPRESENTATIVES

Dr. CHUI Say Hoe

Mr. FU Wing Kwok Ewing

授權代表

徐世和博士

傅榮國先生

Corporate Information

公司資料

RESIDENT REPRESENTATIVE AND ASSISTANT SECRETARY

Appleby Services (Bermuda) Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 1910–12, 19th Floor,
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
26 Floor, Tesbury Centre
28 Queen's Road East
Hong Kong

註冊百慕達代表及助理秘書

Appleby Services (Bermuda) Limited

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

總辦事處及主要營業地點

香港上環
干諾道中 168–200 號
信德中心
招商局大廈
19 樓 1910–12 室

主要股份登記及過戶處

Appleby Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

香港股份登記及過戶分處

卓佳標準有限公司
香港
皇后大道東 28 號
金鐘匯中心 26 樓

Corporate Information

公司資料

PRINCIPAL BANKERS

Agricultural Bank of China
Wing Hang Bank, Limited
Hang Seng Bank Limited
Chong Hing Bank Limited
Chiyu Banking Corporation Limited

SOLICITORS

Sidley Austin Brown & Wood International Law Firm

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

STOCK CODE

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CONTACTS

Telephone: (852) 2587 7007
Facsimile: (852) 2587 7807
Website: www.hoifuenergy.com

主要往來銀行

中國農業銀行
永亨銀行有限公司
恆生銀行有限公司
創興銀行有限公司
集友銀行有限公司

律師

盛德律師事務所

核數師

德勤•關黃陳方會計師行
執業會計師

股份代號

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聯絡

電話 (852) 2587 7007
傳真 (852) 2587 7807
網址 www.hoifuenergy.com

Report of the Chairman

主席報告

I would like to announce to the shareholders the audited consolidated results of Hoifu Energy Group Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 December 2012.

For the year ended 31 December 2012, loss attributable to owners of the Company amounted to approximately HK\$21,265,000 (2011: HK\$270,281,000) equivalent to loss per share HK\$(0.0281) (2011: HK\$0.4244).

In November 2012, Triumph Energy Group Limited became the controlling shareholder of the Company. Subsequent to the change of the controlling shareholder during the year, new executive directors, Dr. Hui Chi Ming, Mr. Neil Bush, Dr. Chui Say Hoe, have been appointed. Moreover, Dr. Yukio Hatoyama, the former prime minister of Japan, was appointed as the Honorary Chairman and senior consultant of the Company. With the amicable relationship with renowned global energy groups from the United States, Japan, China and Africa, as well as the successful experience and leadership in cooperative development and operation of international energy projects, the new management is deeply confident of participating and guiding the Group's energy development business. The new management intends to continue the existing business of the Group of the oil and gas exploration and production and the provision of financial services. The Directors intended to restructure the business mix in order to increase the portion of oil and gas businesses so as to increase the overall profitability of the Group.

Evidently, the new management is quick to act. On 17 December 2012, the Group entered in to an agreement (the "Acquisition") to acquire the entire share capital of China Oil Resources Company Limited and its subsidiary (the "Target Group") which is principally engaged in the operating of exploration and exploitation of oil and gas in Tunisia. Through PetroAsian Tunisia, the Target Group has 78.03% Participating Interests and 81.03% Paying Interests in the Ksar Hadada Permit, which was granted by the Government of Tunisia in relation to the operating interests in the exploration and exploitation of oil and gas with a total area of approximately 2,252 square kilometers in Ksar Hadada, which lies onshore in southeastern Tunisia. The Acquisition was completed on 2 April 2013.

本人謹向股東公佈凱富能源集團有限公司(「本公司」)連同附屬公司(「本集團」)截至二零一二年十二月三十一日止年度之經審核綜合業績。

截至二零一二年十二月三十一日止年度，本公司擁有人應佔虧損為約21,265,000港元(二零一一年270,281,000港元)，相等於每股虧損(0.0281)港元(二零一一年0.4244港元)。

於二零一二年十一月，Triumph Energy Group Limited成為本公司之控股股東。年內控股股東變動後，本公司已委任許智明博士、尼爾·布什先生及徐世和博士為新執行董事。此外，日本前首相鳩山由紀夫博士獲委任為本公司榮譽主席兼高級顧問。憑藉與美國、日本、中國及非洲等國際著名能源集團的友好關係，並對國際能源項目的合作及開發經營等方面富有成功的經驗和領導才能，新管理層對參與和指導本集團能源開發經營業務深具信心。新管理層將繼續經營本集團之石油及天然氣開採及生產以及提供金融服務等現有業務。董事計劃重組業務組合，增加石油天然氣業務比重，從而提高本集團的總體獲利能力。

顯然，新管理層行動迅速。於二零一二年十二月十七日，本集團訂立協議收購中油資源有限公司及其附屬公司(「目標集團」)的全部股本(「收購事項」)。目標集團的主要業務為在突尼西亞勘探及開採石油及天然氣。目標集團透過中亞能源(突尼西亞)擁有Ksar Hadada Permit 78.03%的參與權益及81.03%的支付權益。Ksar Hadada Permit由突尼西亞政府就突尼西亞東南岸Ksar Hadada總面積約2,252平方公里的勘探及開採石油及天然氣的經營權益而授出。收購事項已於二零一三年四月二日完成。