



中民控股有限公司

Chinese People Holdings Company Limited

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限責任公司)
(Stock Code 股份代號 : 681)

2008

Interim Report 中期報告



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Corporate Information

公司資料

Board of Directors	Mr. Xu Ruixin (Honourable Chairman) Dr. Mo Shikang (Chairman) Mr. Zhang Hesheng (Deputy Chairman) Mr. Zhu Peifeng (Deputy Chairman) Mr. Jin Song (Managing Director) Mr. Chu Kin Wang Peleus Dr. Liu Junmin* Mr. Tan Qinglian* Mr. Sin Ka Man* (* Independent Non-executive Directors)	董事會	徐瑞新先生 (榮譽主席) 莫世康博士 (主席) 張和生先生 (副主席) 朱培風先生 (副主席) 靳松先生 (董事總經理) 朱健宏先生 劉駿民博士* 譚慶璉先生* 冼家敏先生* (*獨立非執行董事)
Company Secretary	Ms. Li Fun Replen	公司秘書	李歡小姐
Qualified Accountant	Mr. Tse Ting Kwan	合資格會計師	謝庭均先生
Principal Bankers in the PRC	China Construction Bank Agricultural Bank of China Industrial Bank Co., Ltd. Bank of Communications Industrial and Commercial Bank of China	中國主要往來銀行	中國建設銀行 中國農業銀行 興業銀行股份有限公司 交通銀行 中國工商銀行
Principal Bankers in Hong Kong	Bank of China (Hong Kong) Limited The Hongkong and Shanghai Banking Corporation Limited	香港主要往來銀行	中國銀行(香港)有限公司 香港上海滙豐銀行有限公司
Auditors	SHINEWING (HK) CPA Limited	核數師	信永中和(香港)會計師事務所有限公司

Principal Share Registrar and Transfer Office	The Bank of Bermuda Limited 6 Front Street Hamilton HM11 Bermuda	股份過戶登記總處	The Bank of Bermuda Limited 6 Front Street Hamilton HM11 Bermuda
Hong Kong Branch Share Registrar and Transfer Office	Tricor Tengis Limited 26th Floor Tesbury Centre 28 Queen's Road East Hong Kong	股份過戶登記香港分處	卓佳登捷時有限公司 香港 皇后大道東28號 金鐘匯中心 26樓
Registered Office	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda	註冊辦事處	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda
Head Office	No. 36 BDA International Business Park No. 2 Jingyuan North Street Economic Technological Development Area Beijing, 100176	總辦事處	北京市經濟技術開發區 景園北街2號 BDA國際企業大道36號 郵編100176
Principal Place of Business in Hong Kong	Unit 2113, 21st Floor China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong	香港主要營業地點	香港 干諾道中168-200號 信德中心 招商局大廈 21樓2113室
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Stock Code	00681	股份代號	00681

Financial and Operational Highlights

財務及營運概要

The board of directors (the "Board") of Chinese People Holdings Company Limited (the "Company") is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 September 2008.

中民控股有限公司(「本公司」)董事會(「董事會」)欣然宣佈·本公司及其附屬公司(統稱為「本集團」)截至2008年9月30日止六個月之未經審核綜合中期業績。

FINANCIAL HIGHLIGHTS

財務摘要

Items	項目	For the six months ended 30 September 截至9月30日止六個月		
		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	Changes 變動 HK\$'000 港幣千元
Turnover from principal businesses	主要業務營業額			
- Provision of piped gas fuel and gas pipeline connection	- 供應管道燃氣及接駁燃氣管道	143,708	209,504	(65,796)
- Transportation and distribution of LPG and retail of bottled LPG	- LPG運輸和分銷及瓶裝零售	115,345	83,834	31,511
		259,053	293,338	(34,285)
Gross profit from principal businesses	主要業務毛利			
- Provision of piped gas fuel and gas pipeline connection	- 供應管道燃氣及接駁燃氣管道	44,928	46,760	(1,832)
- Transportation and distribution of LPG and retail of bottled LPG	- LPG運輸和分銷及瓶裝零售	15,894	10,468	5,426
		60,822	57,228	3,594

Financial and Operational Highlights

財務及營運概要

FINANCIAL HIGHLIGHTS (Continued)

財務摘要 (續)

		For the six months ended		
		30 September		
		截至9月30日止六個月		
Items	項目	2008	2007	Changes
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Segment results from principal businesses	主要業務分部業績			
- Provision of piped gas fuel and gas pipeline connection	- 供應管道燃氣及接駁燃氣管道	18,459	20,021	(1,562)
- Transportation and distribution of LPG and retail of bottled LPG	- LPG運輸和分銷及瓶裝零售	3,955	3,705	250
		22,414	23,726	(1,312)
Change in fair value of convertible notes	可換股票據公平值變動	(680)	(104,548)	103,868
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產變動	(7,506)	132,000	(139,506)
Share-based payment expenses in respect of share option scheme	有關購股權計劃以股份為基礎之開支	(1,666)	(23,998)	22,332
Other revenues and expenses, net	其他收入及開支·淨額	(11,925)	(19,418)	7,493
Profit before taxation	除稅前溢利	637	7,762	(7,125)

Financial and Operational Highlights

財務及營運概要

OPERATIONAL HIGHLIGHTS

營運摘要

Items	項目	For the six months ended 30 September 截至9月30日止六個月		Growth 增長額	Growth rate 增長比例 (%)
		2008	2007		
No. of projects	項目數量(個)				
Piped gas fuel (note 1)	管道燃氣項目(附註1)	35	36	-1	-2.8
LPG	液化石油氣項目	4	4	0	0.0
Others (note 2)	其他(附註2)	2	3	-1	-33.3
Total no. of projects	項目總數	41	43	-2	-4.7
No. of connected (for the reporting period)	已接駁用戶數量 (於報告期內)				
Household customers	居民用戶(戶)	13,782	17,160	-3,378	-19.7%
Commercial and industrial customers	工商業用戶(戶)	71	89	-18	-20.2%
Total no. of connected	已接駁用戶總數(戶)	13,853	17,249	-3,396	-19.7%
Accumulated no. of connected	累計已接駁用戶				
Household customers	居民用戶(戶)	192,642	185,844	6,798	3.7%
Commercial and industrial customers	工商業用戶(戶)	2,087	14,012	-11,925	-85.1%
Accumulated no. of connected	累計已接駁用戶(戶)	194,729	199,856	-5,127	-2.6%
Sales of piped gas fuel ('0,000 m³)	管道燃氣銷售量(萬立方米)				
Household customers	居民用戶	1,072	2,081	-1,009	-48.5%
Commercial and industrial customers	工商業用戶	4,626	7,658	-3,032	-39.6%
Total sales of piped gas fuel	管道燃氣總銷售量	5,698	9,739	-4,041	-41.5%
Sales of LPG (ton)	LPG銷售量(噸)				
Total sales	總銷售量	18,249	22,557	-4,308	-19.1%

Notes: 1. During the reporting period, there was one piped project less as compared to the corresponding period last year due to the disposal of the Yin Chuan Zhongmin project. Please refer to the paragraph headed "Business Disposed During the Reporting Period".

2. Other projects referred to "Zhongmin Zai Xian" and "Yan Bian Zhongmin", and there was one project less as compared to the corresponding period last year due to the disposal of the Yan Bian Hua Xin project, details of which is set out in the section headed "Business Disposed During The Year" in the 2008 annual report.

附註：1、報告期內管道項目較去年同期減少了銀川中民項目，見「報告期內出售之業務」。

2、其他項目指中民在線和延邊中民，較去年同期減少了延邊華新（詳見2008年報之「年內出售業務」）。

Turnover of the Group decreased to approximately HK\$259,053,000, representing a decrease of 11.7% as compared to the corresponding period last year. The decrease was mainly due to (i) the disposal of a project company in the previous year and (ii) the loss of the number of connected and the business suspension of several subsidiaries of the Group located in Wenchuan of Sichuan Province, the PRC after the 5.12 Earthquake. Please refer to the paragraph headed "Reconstruction After The Sichuan Earthquake" below for details.

Gross profit increased to approximately HK\$60,822,000, representing a growth of 6.3% as compared to the corresponding period last year. Overall gross profit margin remained at 19-24%.

During the period, the unaudited profit attributable to equity holders of the Company amounted to approximately HK\$1,403,000, decreased by HK\$3,021,000 from approximately HK\$4,424,000 for the corresponding period last year.

本集團的營業額下降至約港幣259,053,000港元，較去年同期減少了11.7%。下降的主因是(i)上年度出售一間項目公司及(ii)集團數間臨近中國四川省汶川地區的附屬公司受到「5.12」地震所影響，令接駁用戶數減少及業務曾一度停頓，詳情可參考下文「四川地震災後重建」一段。

毛利增長至約港幣60,822,000元，較去年同期增加6.3%。整體毛利率保持於19-24%之間。

本期間，本公司權益持有人未經審計所佔溢利約港幣1,403,000元，較去年同期約港幣4,424,000元，減少了港幣3,021,000元。

Business Review

業務回顧

Change in fair value of convertible notes: It is related to the convertible notes issued to Indopark Holdings Limited. (Please refer to the details disclosed in the “Liquidity and Capital Resources” paragraph under the “Financial Review” Section). The decrease in loss was resulted from the decrease in the share price of the Company during the period in along with the downturn in the global stock market in current year.

Change in fair value of financial assets at fair value through profit or loss: During the reporting period, a loss of approximately HK\$7,506,000 was recorded in respect of the change in financial assets at fair value through profit or loss (corresponding period last year: a gain of HK\$132,000,000). The loss was due to the recent downturn in the global stock markets. Such loss is unrealised and is a non-cash flow item. Excluding such non-cash flow item, profit before taxation for the period was approximately HK\$8,143,000 (corresponding period last year: a loss of approximately HK\$124,238,000).

Share-based payment expenses in respect of share option scheme: It represented the residue balance of the fair value of share option amortised over the vesting period. These share options were granted in financial year 2007/2008.

Other revenues and expenses, net: The overall decreases are mainly due to (i) the decrease in general and administrative expenses as a result of cost control implemented by the Group; (ii) the decrease in interest expenses incurred as a result of bank loans repayment; and (iii) the increase in share of interests in associates.

可換股票據公平價值變動：這是涉及向 Indopark Holdings Limited 發行的可換股票據（詳細請參閱「財務回顧」一段「流動資金及資本來源」的披露）。損失減少是由於今年環球股市低迷，本公司的股票價格亦隨之下跌有關。

按公平值計入損益之金融資產公平價值變動：於本報告期間，有來自按公平值計入損益之金融資產變動的虧損約港幣7,506,000元（去年同期盈利：港幣132,000,000元）。虧損是由於最近環球股市陷入低潮所引致。虧損是屬未實現的損失和非現金流項目。若撇除此項非現金流項目，本期間稅前溢利約港幣8,143,000元（去年同期虧損約港幣124,238,000元）。

有關購股權計劃以股份為基礎之開支：此費用是購股權的公平價值餘額部份於歸屬期間攤銷。購股權是於2007/2008財政年度授予。

其他收入和開出，淨額：總體下降主要是由於(i)集團實施成本控制，令一般及行政開支減少；(ii)償還銀行貸款，使利息開支減少和(iii)應佔聯營公司業績權益增加。

OPERATING DIVISIONS

Provision of Piped Gas Fuel Business

Construction and connection of gas pipeline networks for customers and provision of piped gas fuel to customers in cities of the PRC are the major income sources of the Group. The Group's sales of gas fuel and the number of connected tumbled during the reporting period following the 5.12 Earthquake in Wenchuan of Sichuan Province.

During the reporting period, the Group achieved gas fuel sales of 56.98 million cubic meters ("m³") in total, representing a decrease of 41.5% as compared with the corresponding period last year. Among the total gas fuel sales, 10.72 million m³ were sold to household customers, representing a decrease of 48.5% as compared with the corresponding period last year; and 46.26 million m³ to commercial and industrial customers, representing a decrease of 39.6% as compared with the corresponding period last year. A comparison of sales of piped gas fuel between 2006 and 2008 (for the six months ended 30 September) is shown in Graph 1.

Graph 1: Sales volume of piped gas fuel

圖表一：管道燃氣銷售量



分類業務

供應管道燃氣業務

本集團之主要收入來源乃於中國修建城市燃氣管網接駁到用戶，並向用戶提供管道燃氣。由於受到四川省汶川縣「5.12」地震的影響，本集團於報告期內的燃氣銷售量及接駁用戶數出現明顯減少。

於報告期內，集團共實現燃氣銷售量5,698萬立方米，較去年同期減少41.5%。其中，向居民用戶銷售燃氣1,072萬立方米，較去年同期減少48.5%；向工商業用戶銷售燃氣4,626萬立方米，較去年同期減少39.6%。由2006年至2008年（截至9月30日止6個月）本集團管道燃氣銷售量比較，可參考圖表一。

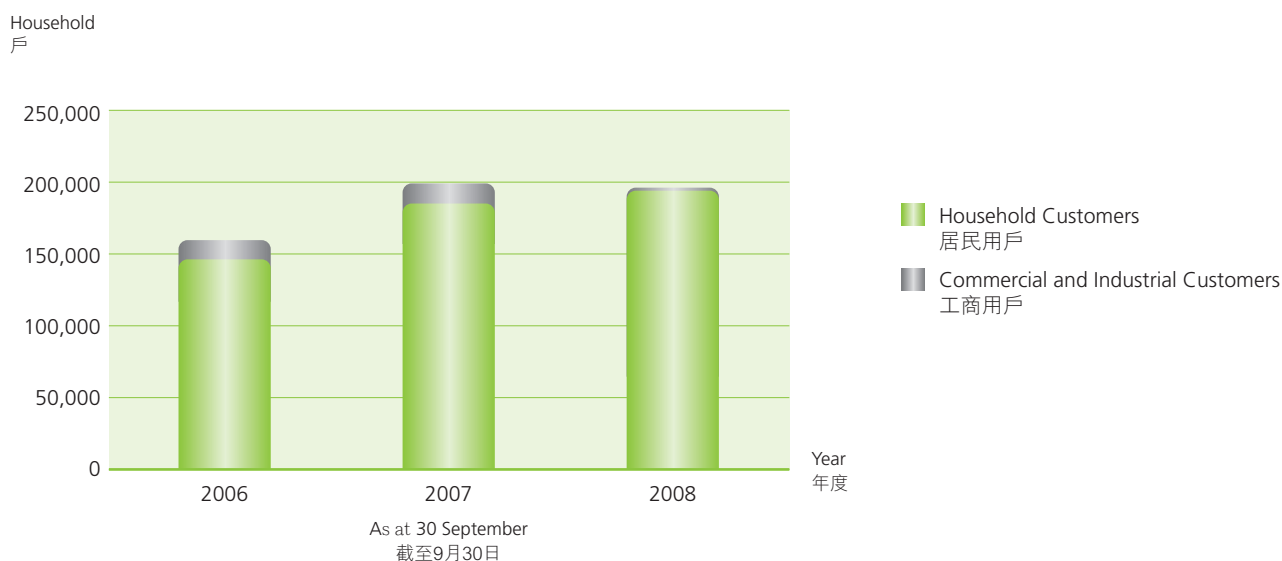
OPERATING DIVISIONS (Continued)

Provision of Piped Gas Fuel Business (Continued)

During the reporting period, the Group connected pipelines for 13,782 household customers, representing a decrease of 19.7% as compared with the corresponding period last year; and 71 commercial and industrial customers, representing a decrease of 20.2% as compared with the corresponding period last year. As at 30 September 2008, the Group had, in accumulation, 194,729 customers connected, representing a decrease of 2.6% as compared with the corresponding period last year. A comparison of the number of connected customers in total between 2006 and 2008 (as at 30 September) is shown in Graph 2.

Graph 2: Number of connected customers in total

圖表二：已接駁累計用戶數



分類業務 (續)

供應管道燃氣業務 (續)

於報告期內，集團共接駁居民用戶13,782戶，較去年同期減少19.7%，接駁工商業用戶71戶，較去年同期減少20.2%。截至2008年9月30日止，本集團累計已接駁用戶194,729戶，較去年同期減少2.6%。由2006年至2008年（截至9月30日）本集團累計已接駁用戶數比較，可參考圖表二。

OPERATING DIVISIONS (Continued)

Provision of Piped Gas Fuel Business (Continued)

During the reporting period, the provision of piped gas fuel business of the Group recorded a turnover of approximately HK\$143,708,000, representing a decrease of 31.4% as compared with the corresponding period last year. Turnover from the provision of piped gas fuel accounted for approximately 55.5% of the turnover of the Group for the reporting period. The decreases in the number of connected and turnover were mainly due to (i) the disposal of a project company in the previous year and (ii) the loss of the number of connected and the suspension of gas supply from several subsidiaries of the Group near Wenchuan of Sichuan Province, the PRC after the 5.12 Earthquake. For details related to the 5.12 Earthquake, please refer to the paragraph headed "Reconstruction After The Sichuan Earthquake" below.

分類業務 (續)

供應管道燃氣業務 (續)

本集團於本報告期內供應管道燃氣業務實現營業額收入約港幣143,708,000元，較去年同期減少31.4%。供應管道燃氣營業額收入佔本集團本報告期間營業額約55.5%。接駁用戶數及收入減少的主因是(i)由於上年度出售一間項目公司及(ii)集團數間臨近中國四川省汶川地區的附屬公司受到「5.12」地震所影響，令接駁用戶損失及供氣一度停頓，有關「5.12」地震的詳情，可參考下文「四川地震災後重建」一段。

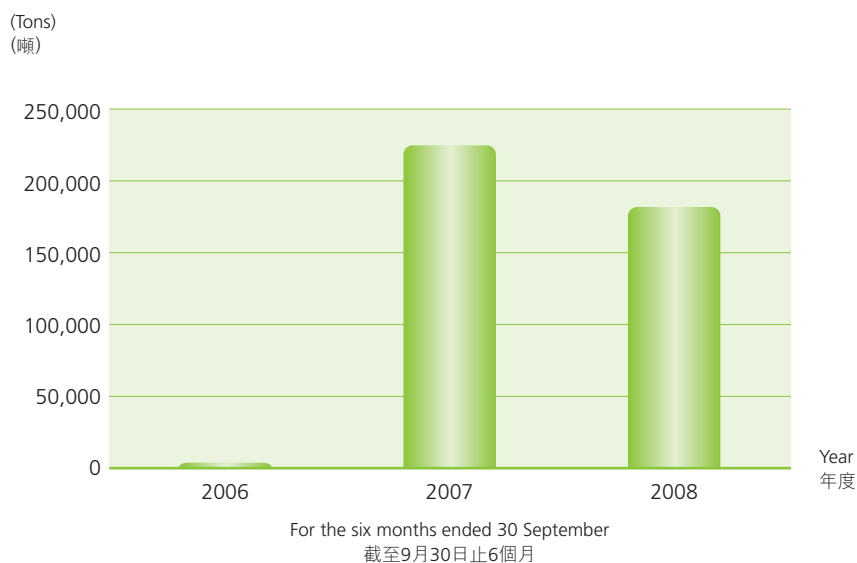
OPERATING DIVISIONS (Continued)

Transportation and Distribution of LPG and Retail of Bottled LPG Business

Since the commencement of the operations of transportation and distribution of LPG and retail of bottled LPG (hereinafter referred to as "LPG business"), the Group has been putting efforts into the expansion of sales network in the market by stabilising gas sources and establishing retail ends. LPG business has become another major income source of the Group. During the reporting period, the Group achieved the sales of LPG of 18,249 tons, representing a decrease of 19.1% over the corresponding period last year. Such decrease was due to the regular suspension of LPG cylinder trains for maintenance. Income from sales of LPG business amounted to approximately HK\$115,345,000, representing an increase of 37.6% over the corresponding period last year. The turnover from LPG business accounted for approximately 44.5% of the turnover of the Group during the reporting period. Despite the lower sales volume of LPG business as compared with the corresponding period last year, the Group recorded increases in turnover and gross profit and achieved the expected results by expanding the LPG retailing business, which offers higher price and profit. A comparison of the sales volume of LPG of the Group between 2006 and 2008 (for the six months ended 30 September) is shown in Graph 3.

Graph 3: Sales volume of LPG

圖表三：液化石油氣銷售量



分類業務（續）

LPG運輸和分銷及瓶裝零售業務

自LPG運輸和分銷及瓶裝零售業務（以下簡稱為「LPG業務」）開展以來，集團一直積極穩定氣源並努力建設零售終端，擴大市場銷售網絡，LPG業務已成為本集團之另一主要營業額收入來源。於報告期內，因為LPG鐵路罐車定期停運維修的影響，集團共銷售LPG 18,249噸，較去年同期減少19.1%；共實現LPG業務銷售收入約港幣115,345,000元，較去年同期增長37.6%。本報告期內LPG業務營業額收入佔本集團營業額約44.5%。雖然LPG業務銷售量較去年同期有所減少，但由於集團致力於拓展價格和利潤較高的LPG零售業務，使營業額及毛利增加，得達致預期的業績。2006年至2008年（截至9月30日止6個月）本集團LPG銷售量比較，可參考圖表三。

OPERATING DIVISIONS (Continued)

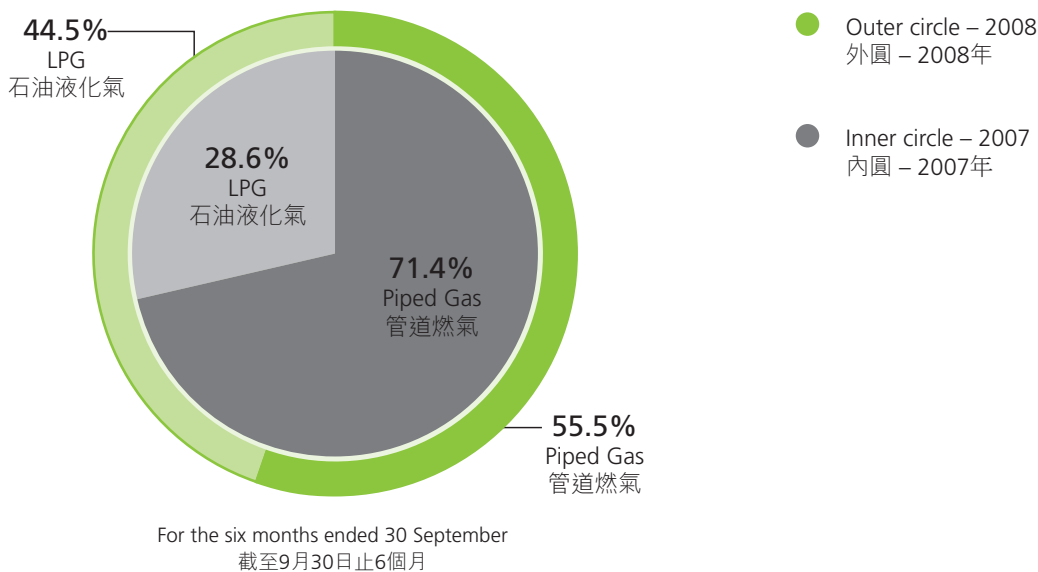
Video Lottery System and Equipment Supply Business

The Group intended to be engaged in the video welfare lottery system and equipment supply business in the PRC through investing in its associate – Zhong Min Zai Xian (Beijing) Technology Development Limited and the related license is still pending for approval. The lottery business has yet to commence operation during the reporting period.

The turnover structure of the Group between 2007 and 2008 (for the six months ended 30 September) is shown in Graph 4.

Graph 4: Turnover structure of the Group

圖表四：本集團的營業額結構



分類業務 (續)

視頻彩票系統及設備供應業務

本集團透過參股聯營公司中民在線(北京)科技發展有限公司擬於中國內地從事視頻福利彩票系統及設備供應業務，相關牌照正在審批過程中。本報告期內彩票業務尚未正式開展。

2007年至2008年(截至9月30日止6個月)本集團營業額結構，可參考圖表四。

RECONSTRUCTION AFTER THE SICHUAN EARTHQUAKE

On 12 May 2008, a magnitude 8.0 earthquake struck Wenchuan County of Sichuan Province, resulting in heavy casualties of the local urban population and severe destruction of urban buildings and infrastructure. The earthquake caused members of the Group located in Sichuan, Chongqing and the adjacent areas to suffer from various degrees of loss of properties and personnel, while some of the companies even suffered disruptions to the supply of gas fuel business. Such companies include Mian Zhu City Hong Sen Natural Gas Co., Ltd. (“Hong Sen”), Mian Zhu City Long Teng Gas Installation Co., Ltd., Yan Ting Zhongmin Natural Gas Co., Ltd. (formerly known as Longxing (Yan Ting) Natural Gas Co., Ltd.), Bei Chuan County Zhongmin Gas Co., Ltd. (“Bei Chuan Zhongmin”), Mian Zhu City Han Wang Natural Gas Co., Ltd. (“Han Wang”), Chongqing Zhongmin Gas Co., Ltd. and Xi’an Zhongmin Gas Co., Ltd. After the earthquake, the Group keeps making effort in rescue, digging and clear-up operations as well as property damages assessment. Property counting and damage recognition processes are almost completed. The specific amount of losses will be recognised after the completion of such property counting and damage recognition.

Subsequent to the earthquake, the lives of household and commercial and industrial customers in affected areas are gradually resuming to normal under the direction of the PRC government. With the dedication of our staff, certain project companies quickly resumed the gas supply. As at 30 September 2008, gas supply by Bei Chuan Zhongmin was still in suspension; gas supply by Han Wang is available to limited commercial and industrial customers; and gas supply by Hong Sen to household and commercial and industrial customers has already resumed to over 60% of the level before the earthquake. The gas supply by other gas project companies affected has already resumed to normal.

四川地震災後重建

2008年5月12日，四川省汶川縣發生黎克特製8.0級大地震，造成了當地城市居民重大傷亡，城市房屋及基礎設施損毀嚴重。地震對本集團位於川渝地區及鄰近地區的綿竹市紅森天然氣有限責任公司（「紅森」）、綿竹市龍騰燃氣安裝有限責任公司、鹽亭中民燃氣有限公司（前稱鹽亭龍興燃氣有限責任公司）、北川縣中民燃氣有限公司（「北川中民」）、綿竹市漢旺天然氣有限公司（「漢旺」）、重慶中民燃氣有限公司及西安中民燃氣有限公司造成了不同程度的財產及人員損失，部分項目公司供應管道燃氣業務曾因此遭到中斷。該次地震發生以後，本集團一直在進行積極的搶救、挖掘、清理和財產損失評審工作。目前，本集團財產的清查和損失認定工作已進入最後階段，具體損失金額將在完成有關財產清查和損失認定工作後予以確認。

地震發生後，在中國政府的領導下，受災地區的居民用戶和工商業用戶逐步恢復正常的生產和生活。經過本集團員工積極不懈的努力，部分項目公司在短時間內即恢復了燃氣供應。截至2008年9月30日，北川中民尚未恢復供氣，漢旺恢復了對少數工商業用戶的供氣，紅森對居民用戶和工商業用戶的供氣量已恢復到了震前六成以上的水平，其餘受地震影響的燃氣項目公司的燃氣供應都已全部恢復到了震前正常供氣水平。

RECONSTRUCTION AFTER THE SICHUAN EARTHQUAKE (CONTINUED)

To facilitate the commencement of post-earthquake reconstruction, the PRC government issued a series of encouragement policies for the affected enterprises, such as “Circular on Certain Issues in Relation to Taxation Policies Involved in Supporting the Restoration and Reconstruction after the Wenchuan Earthquake”, “The Temporary Measures on Broadening the Scope of Deductions for Value-Added Tax in Major Disaster Areas in the Wenchuan Earthquake” and “The Administrative Measures on Central Financial Discount Capital for Loans on Restoration and Reconstruction after the Wenchuan Earthquake”, offering enterprise income tax relief for 2008 to severely damaged enterprises in major disaster areas, introducing value-added tax allowance expansion policies to all industries in major disaster areas, and providing subsidised loans with a term of no longer than 3 years to enterprises. On 5 November 2008, Research Department of the State Council of the PRC formulated ten measures to further expand domestic demand for the purpose of a relatively fast but steady growth, including (among others) the acceleration of post-earthquake reconstruction in disaster areas as well as an early allocation of RMB20 billion from the 2009 post-earthquake reconstruction fund. Benefiting from the above policies, the Group will repair and resume the gas pipeline networks in affected areas in coordination with the planning for recovery, reconstruction and replacement of affected cities.

BUSINESS DISPOSED DURING THE REPORTING PERIOD

Disposal of 50% Equity Interest in Yin Chuan Zhongmin

In August 2008, the Group disposed of its 50% equity interest in Yin Chuan Zhongmin Gas Co., Ltd. (“Yin Chuan Zhongmin”) at a cash consideration of RMB3,000,000 (approximately HK\$3,410,000). After the disposal, Yin Chuan Zhongmin ceased to be an associate of the Group. The sale proceed would be used as the Group’s general working capital.

四川地震災後重建（續）

中國政府為了幫助受災企業盡快開展災後重建工作，出台了《關於支持汶川地震災後恢復重建有關稅收政策問題的通知》、《汶川地震受災嚴重地區擴大增值稅抵扣範圍暫行辦法》、《汶川地震災後恢復重建貸款中央財政貼息管理辦法》等一系列鼓勵性政策，對受災嚴重地區損失嚴重的企業，免徵2008年度企業所得稅；對受災嚴重地區的所有行業實行增值稅擴大抵扣範圍政策；並為企業提供貸款期限不長於3年的貼息貸款。2008年11月5日，中國國務院研究部署了進一步擴大內需促進經濟平穩較快增長的十項措施，其中包括加快地震災區災後重建各項工作；並決定2009年災後重建基金提前安排200億元。受惠於上述政策支持，本集團將配合受災地區城市恢復重建及遷址新建的規劃，對受地震影響的燃氣管網進行修建和恢復工作。

報告期內出售之業務

出售銀川中民50%的股權

2008年8月，本集團以現金代價人民幣3,000,000元（約港幣3,410,000元）出售本集團所持有的銀川中民燃氣有限公司（簡稱「銀川中民」）50%之股權。於出售事項完成後，銀川中民不再是本集團之聯營公司，出售所得款項用作本集團的一般營運資金。

LIQUIDITY AND CAPITAL RESOURCES

As at 30 September 2008, the total assets of the Group was approximately HK\$1,394,425,000, and current liabilities, long-term liabilities, shareholders' equity and minority interests were approximately HK\$607,797,000, HK\$102,387,000, HK\$618,675,000 and HK\$65,566,000 respectively.

As at 30 September 2008, the Group's cash on hand amounted to approximately HK\$145,753,000 (31 March 2008: approximately HK\$170,318,000), and the total borrowings amounted to approximately HK\$356,074,000 (31 March 2008: approximately HK\$384,219,000). The debt-to-capitalisation ratio, representing the ratio of total borrowings to equity (excluding minority interests) and total borrowings, was 36.5% (31 March 2008: 37.1%).

On 30 May 2006, the Company entered into a subscription agreement (the "Subscription Agreement") with Indopark Holdings Limited, an indirect wholly-owned subsidiary of Merrill Lynch & Co., Inc., in respect of the issue of US\$40,000,000 (equivalent to HK\$310,000,000) 2% convertible notes due on 14 June 2009. Pursuant to the terms of the Subscription Agreement, the convertible notes can be converted into shares at a conversion price of HK\$0.60 per share (subject to adjustment). Unless previously redeemed, converted or purchased and cancelled, the convertible notes shall be redeemed by the Company at 106% of the principal amount at the third anniversary of the issue date. The convertible notes carried interest from the issue date at the rate of 2% per annum of the principal amount. During the reporting period, no convertible note was converted into ordinary shares of the Company. As at 30 September 2008, the convertible notes with an amount of US\$20,000,000 (equivalent to HK\$155,000,000) remained outstanding. The conversion price was reset in accordance to the Reset Reference Price as stated in the Subscription Agreement to HK0.50 in July 2008. If the outstanding convertible notes are fully converted, 264,609,815 ordinary shares of the Company will be issued, representing 6.48% of the issued share capital of the Company as at 30 September 2008.

流動資金及資本來源

於2008年9月30日，本集團資產總值約港幣1,394,425,000元以及流動負債、長期負債、股東權益及少數股東權益分別約為港幣607,797,000元、港幣102,387,000元、港幣618,675,000元和港幣65,566,000元。

於2008年9月30日，本集團的手持現金相等於約港幣145,753,000元（2008年3月31日：約港幣170,318,000元），而借貸總額相等於約港幣356,074,000元（2008年3月31日：約港幣384,219,000元），負債與資本比率（即借貸總額與股本（不包括少數股東權益）和借貸總額比率）為36.5%（2008年3月31日：37.1%）。

於2006年5月30日，本公司與Indopark Holdings Limited（美林集團之間接全資附屬公司）就發行40,000,000美元（相當於港幣310,000,000元）於2009年6月14日到期之兩厘可換股票據訂立認購協定（「認購協議」）。根據認購協議之條款，可換股票據可按每股港幣0.60元之換股價（可予調整）轉換為股份，除非票據已被贖回、轉換或購買及註銷，否則本公司將於發行日起第三週年按可換股票據本金額之106%贖回可換股票據。可換股票據於發行日起按票據本金額2%之年息支付利息。於本報告期內，並沒有可換股票據轉換為本公司之普通股股份。截至2008年9月30日，剩餘20,000,000美元（相當於港幣155,000,000元）的可轉換股票據仍未轉換。根據認購協議中的重訂參考價，換股價於2008年7月下調至港幣0.50元，若餘下的可換股票據全數轉換為股份，則可轉換為264,609,815股本公司普通股股份，相當於2008年9月30日本公司已發行股本的6.48%。

BORROWING STRUCTURE

As at 30 September 2008, the total borrowings of the Group was approximately HK\$356,074,000 (31 March 2008: approximately HK\$384,219,000), which included interest-bearing convertible notes with a fair value of approximately HK\$158,558,000, while the balance mainly comprised domestic bank loans denominated in Renminbi of the project companies in the PRC. Except for the convertible notes with a fixed interest, other bank loans, which were applied to general working capital and operating expenses, carried interest at floating rates or the interest rate announced by the PBOC. Apart from the loans with an amount equivalent to approximately HK\$116,870,000 being pledged with certain assets with a carrying amount of approximately HK\$91,060,000, others were unsecured. Short-term bank loans amounted to approximately HK\$113,225,000, while others were due after 1 year.

CAPITAL STRUCTURE

The Group's long-term capital comprises shareholders' equity that is confirmed by the healthy debt-to-capitalisation ratio discussed in the section headed "Liquidity and Capital Resources" above.

EXPOSURE TO FOREIGN EXCHANGE RISK

All of the Group's operations are carried out in the PRC and substantially all of its income and expenses are denominated in RMB. During the reporting period, the continuous appreciation of RMB has been favourable to the Group as a whole. The Group closely monitors the market exchange rates from time to time and make appropriate adjustments when necessary.

借貸結構

於2008年9月30日，本集團的借貸總額約為港幣356,074,000元（2008年3月31日：約港幣384,219,000元），其中包括公平價值約港幣158,558,000元之付息可換股票據；其餘則主要為項目公司在國內當地銀行人民幣貸款。除可換股票據為定息外，其餘銀行貸款以浮動息率或中國人民銀行公佈息率計算，作為日常流動資金及營運開支。除了相等於約港幣116,870,000元的貸款需要用賬面值相等於約港幣91,060,000元的資產作抵押外，其餘貸款均為無抵押。短期銀行貸款相等於約港幣113,225,000元，其餘則為超過一年。

資本結構

本集團長期資本包括股東權益，從上文「流動資金及資本來源」一節所述之健康資本負債比率獲得確認。

外匯風險

本集團的所有業務均在中國，絕大部份收入與支出以人民幣為主。本報告期內，人民幣持續升值，總體上對本集團有益。本集團對市場的匯率走勢不時緊密地進行監控，在有需要時作出適當調整。

CAPITAL COMMITMENTS

As at 30 September 2008, the Group's capital commitments amounted to approximately HK\$130,789,000, mainly attributable to the major engineering works of the Fujian Province Liquefied Natural Gas project (hereinafter referred to as "Fujian LNG"). Please refer to note 18 to the interim financial statements for further details.

CONTINGENT LIABILITIES

As at 30 September 2008, the Groups had no material contingent liabilities.

EMPLOYEES

As at 30 September 2008, the Group had approximately 1,100 employees, most of them are stationed in the PRC. The remuneration policy and package of the Group's employees are determined in accordance with job duties and positions in the Group and such package level is subject to adjustments every year with reference to the prevailing market condition. Payment of bonus is determined with reference to the Group's business performance, profitability and market conditions. Other benefits include contribution to statutory pension funds and other fringe benefits according to the policy of the Group.

PURCHASE, SALE AND REPURCHASE OF THE COMPANY'S LISTED SECURITIES

On 11 August 2008, the Company repurchased its 100,000 ordinary shares of HK\$0.07 each in the share capital of the Company at a price of HK\$0.099 per share.

Save as the transaction disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or repurchased any of the Company's listed securities for the six months ended 30 September 2008.

資本承擔

於2008年9月30日，本集團的資本承擔約港幣130,789,000元，主要為福建液化天然氣項目（以下簡稱為「福建LNG」）主要工程。詳情請參閱中期財務報表附註18。

或然負債

於2008年9月30日，本集團並無重大或然負債。

僱員

於2008年9月30日，本集團共有1,100名僱員，其中大部份駐於中國境內。本集團僱員薪酬政策及待遇按職責及於本集團的職位釐定，並可於每年視市場狀況調整，花紅依據本集團經營業績、盈利能力及市場狀況決定。其他福利則按照本集團之政策，包括法定的退休金和有關權益。

購買、出售及購回本公司之上市證券

於2008年8月11日，本公司以每股價格0.099港元購回本公司股本中的每股面值0.07港元的普通股100,000股。

除了以上所披露之交易外，本公司或其任何附屬公司於截至2008年9月30日止之六個月內並無購買、出售或贖回本公司之上市證券。

GAS FUEL BUSINESS

According to the latest data announced by the National Bureau of Statistics of the PRC, the growth rate of the GDP in the PRC was 9.9% for the first three quarters of 2008. Although the growth rate remains at a relatively high level, the pressure from the international economic environment on the development of the PRC economy has been increasing. In order to step up the economic development with stability, the State Council of the PRC has formulated ten measures to expand the domestic demand with a wide coverage of civil engineering projects, infrastructure, biological environment developments, and reconstructions in disaster areas. The initial budget for the above measures is estimated to be RMB4,000 billion at the end of 2010. It is believed that with the adjustments to its macro-economic policies, the future of the PRC economy will remain promising which, in turn is favourable to the stable development of the Group's piped gas fuel and LPG business in light of its close relationships with the civil engineering projects.

With the commencement of the operations of the Fujian LNG early next year, plus the construction work of the transmission pipeline network project for natural gas (including the second pipeline under the west-east gas transmission project) between the Western and Eastern China, the Group will be able to guarantee the supply of gas for the development of its gas fuel business over its present coverage. The Group believes that its gas fuel business will achieve a substantial growth amid the rapid economic development over the areas that the business operates and contribute promising profits and sufficient cash flow to the Group.

燃氣業務

據國家統計局發佈的最新數據，2008年中國第三季度的國內生產總值增長率為9.9%，雖仍處於較高的增長率水平，但目前國際經濟環境對中國經濟發展的壓力在逐漸增加。為了進一步刺激經濟發展，中國國務院研究部署了進一步擴大內需促進經濟平穩較快增長的十項措施，內容涵蓋民生工程、基礎設施、生態環境建設和災後重建等方面，初步匡算，到2010年底約需投資4萬億元人民幣。相信隨著中國宏觀經濟政策的調整，中國經濟未來依然具有巨大的發展潛力，本集團所從事之管道燃氣和LPG業務與民生工程緊密相關，也必將會持續穩定發展。

福建LNG明年初正式投入營運，再加上西氣東輸二線等橫貫中國東西的天然氣長輸大管網動工建設，為本集團在業務覆蓋區域的燃氣業務發展提供了充足的氣源保障。本集團相信，隨著燃氣業務所覆蓋地區經濟的快速發展，本集團燃氣業務將取得顯著增長，從而將為本集團帶來充足的盈利及現金流。

LOTTERY BUSINESS

According to the civil affairs statistics for the third quarter of 2008 announced by the Ministry of Civil Affairs of the PRC, the national sales of welfare lottery in the PRC amounted to RMB44.46 billion up to the end of September, which was slightly higher than that of the corresponding period last year. On the other hand, according to the statistics from the National Bureau of Statistics, the per capita dispensable income of urban residents amounted to RMB11,865 for the first three quarters in 2008, representing a year-on-year increase of 14.7%. Given the sustainable economic development of the PRC, the Group believes that the per capita income and spending power of domestic residents will keep increasing and, therefore, the lottery market in the PRC will continue its fast, solid development in the future. Upon obtaining the approval by the Group, the lottery business will bring to the Group munificent returns and adequate cash flows.

Looking forward, the Group will focus on the resumption of the piped gas fuel business in disaster areas, and will constantly increase the number of customers who have piped gas fuel connected and sales volume of gas fuel during such resumption and reconstruction. While Fujian LNG is getting its official launch in early 2009, the Group will expand the urban pipeline networks in Fujian Province, catering the strong demand of local customers for LNG. Meanwhile, the Group will continue the effort to expand the scale of LPG business and its market share. The Group will also put extra effort into the exploration of businesses with considerable revenue and cash returns, aiming at acquiring higher values and returns for our shareholders.

彩票業務

據中國民政部公佈的2008年第三季度民政事業統計數據顯示，截至9月底全國福利彩票銷售額為444.6億元，略高於去年同期水平。另據國家統計局統計，2008年前三季度，城鎮居民人均可支配收入11,865元，同比增長了14.7%。本集團相信隨著中國經濟的持續發展，國內居民人均收入及消費能力將繼續增加，預計中國彩票市場未來將繼續保持快速、健康的發展態勢。本集團之彩票業務獲得批准後，將會為本集團帶來豐厚的回報及充足的現金流。

展望未來，本集團將積極恢復地震受災地區的管道燃氣業務，在恢復重建的過程中繼續增加管道燃氣接駁用戶數及燃氣銷售量；為配合2009年初福建LNG正式營運，將加大福建地區城市管網建設，以滿足當地用戶對天然氣的強烈需求；同時，本集團會繼續擴大LPG業務規模和市場份額，並積極拓展收益及現金回報豐厚之業務，為本集團全體股東創造更大的價值和回報。

Consolidated Income Statement

綜合收益表

For the six months ended 30 September 2008 截至2008年9月30日止六個月

		Unaudited 未經審核	
		Six months ended 30 September	
		截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
	Notes 附註		
Turnover	營業額	2	293,338
Cost of sales	銷售成本		(236,110)
Gross profit	毛利		60,822
Other operating income	其他經營收入		1,597
Change in fair value of convertible notes	可換股票據公平值變動		(680)
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動		(7,506)
Discount on acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益之折讓		216
General and administrative expenses	一般及行政開支		(48,872)
Loss on disposal of an associate	出售一間聯營公司之虧損		(1,463)
Share-based payment expenses	以股份為基礎付款開支		(1,666)
Share of results of associates	應佔聯營公司業績		4,838
Finance costs	財務成本	4	(6,649)
Profit before taxation	除稅前溢利	3	637
Taxation	稅項	5	858
Profit for the period	本期間溢利		1,495
Attributable to:	下列應佔：		
Equity holders of the Company	本公司權益持有人		1,403
Minority interest	少數股東權益		92
			1,495
Dividend	股息	6	-
Earnings per share	每股盈利	7	
Basic (cents per share)	基本(每股港仙)		0.03
Diluted (cents per share)	攤薄(每股港仙)		n/a不適用

Consolidated Balance Sheet

綜合資產負債表

At 30 September 2008 於2008年9月30日

			30 September 2008 2008年 9月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2008 2008年 3月31日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	620,457	541,777
Investment properties	投資物業	9	8,560	8,370
Prepaid lease payments	預付租金		32,914	29,591
Goodwill	商譽		169,167	167,192
Intangible assets	無形資產	10	143,365	142,582
Interests in associates	於聯營公司權益		54,919	53,711
Available-for-sale investments	可供出售投資	11	51,802	6,627
Deposit paid on acquisition of additional interest in a subsidiary	收購一間附屬公司額外 權益已付按金		-	2,223
			1,081,184	952,073
Current assets	流動資產			
Inventories	存貨		34,906	23,560
Trade and other receivables	貿易及其他應收款項	12	131,953	116,845
Prepaid lease payments	預付租金		629	616
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產		-	102,042
Bank balances and cash	銀行結餘及現金		145,753	170,318
			313,241	413,381
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	13	244,319	166,217
Taxation payable	應付稅項		57,238	55,345
Amounts due to associates	應付聯營公司款項		34,457	20,697
Bank borrowings – due within one year	一年內到期之 銀行借貸	14	113,225	147,629
Convertible notes	可換股票據	15	158,558	-
			607,797	389,888
Net current (liabilities)/assets	流動(負債)/資產淨值		(294,556)	23,493
Total assets less current liabilities	總資產減流動負債		786,628	975,566

Consolidated Balance Sheet

綜合資產負債表

At 30 September 2008 於2008年9月30日

			30 September	31 March
			2008	2008
			2008年	2008年
			9月30日	3月31日
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
		Notes	HK\$'000	HK\$'000
		附註	港幣千元	港幣千元
Capital and reserves	股本及儲備			
Share capital	股本	16	285,756	285,763
Reserves	儲備		332,919	365,133
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		618,675	650,896
Minority interests	少數股東權益		65,566	66,089
Total equity	總權益		684,241	716,985
Non-current liabilities	非流動負債			
Bank borrowings – due after one year	一年後到期之銀行借貸	14	84,291	78,712
Convertible notes	可換股票據	15	–	157,878
Deferred tax liabilities	遞延稅項負債		18,096	21,991
			102,387	258,581
			786,628	975,566

Consolidated Statement of Change in Equity

綜合權益變動表

For the six months ended 30 September 2008 截至2008年9月30日止六個月

		Share capital	Share premium	Capital reserve	Contributed surplus	Surplus reserve fund	Capital contribution	Share-based compensation reserve	Exchange reserve	Investment valuation reserve	Accumulated losses	Attributable to equity holders of the Company	Minority interests	Total
		股本	股份溢價	資本儲備	繳入盈餘	盈餘公積金	注入資金	以股份支付之酬金儲備	匯兌儲備	投資估值儲備	累計虧損	本公司權益持有人應佔	少數股東權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2007 (audited)	於2007年4月1日(經審核)	253,406	297,782	2,182	89,800	4,483	7,482	10,912	23,680	-	(186,206)	503,521	66,033	569,554
Exchange difference arising on translation of foreign operations	換算境外業務所產生之匯兌差額	-	-	-	-	-	-	-	16,597	-	-	16,597	-	16,597
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	4,424	4,424	810	5,234
Total recognised income and expense for the period	本期間已確認收入及開支總額	-	-	-	-	-	-	-	16,597	-	4,424	21,021	810	21,831
Issue of shares upon exercise of share options	行使購股權時發行股份	5,404	29,812	-	-	-	-	(6,663)	-	-	-	28,553	-	28,553
Issue of shares upon conversion of convertible notes	兌換可換股票據時發行股份	22,049	266,933	-	-	-	-	-	-	-	-	288,982	-	288,982
Recognition of equity-settled share-based payment	確認以權益結算股份為基礎之付款	-	-	-	-	-	-	23,998	-	-	-	23,998	-	23,998
Forfeited of share options	沒收購股權	-	-	-	-	-	-	(309)	-	-	309	-	-	-
Capital contribution to a subsidiary	向一間附屬公司注資	-	-	1,792	-	-	-	-	-	-	-	1,792	-	1,792
At 30 September 2007 (unaudited)	於2007年9月30日(未經審核)	280,859	594,527	3,974	89,800	4,483	7,482	27,938	40,277	-	(181,473)	867,867	66,843	934,710
At 1 April 2008 (audited)	於2008年4月1日(經審核)	285,763	615,526	2,182	89,800	9,093	7,482	34,375	105,522	-	(498,847)	650,896	66,089	716,985
Exchange difference arising on translation of foreign operations	換算境外業務所產生之匯兌差額	-	-	-	-	-	-	-	14,231	-	-	14,231	-	14,231
Change in fair value on available-for-sale investment	可供出售投資公平值變動	-	-	-	-	-	-	-	-	(49,511)	-	(49,511)	-	(49,511)
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	1,403	1,403	92	1,495
Total recognised income and expenses for the period	本期間已確認收入及開支總額	-	-	-	-	-	-	-	14,231	(49,511)	1,403	(33,877)	92	(33,785)
Recognition of equity-settled share-based payment	確認以權益結算股份為基礎之付款	-	-	-	-	-	-	1,666	-	-	-	1,666	-	1,666
Share repurchase	購回股份	(7)	(3)	-	-	-	-	-	-	-	-	(10)	-	(10)
Appropriations	撥款	-	-	-	-	(15)	-	-	-	-	15	-	-	-
Acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益	-	-	-	-	-	-	-	-	-	-	-	(615)	(615)
Forfeited of share options	沒收購股權	-	-	-	-	-	-	(262)	-	-	262	-	-	-
At 30 September 2008 (unaudited)	於2008年9月30日(未經審核)	285,756	615,523	2,182	89,800	9,078	7,482	35,779	119,753	(49,511)	(497,167)	618,675	65,566	684,241

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 September 2008 截至2008年9月30日止六個月

		Unaudited	
		未經審核	
		Six months ended	
		30 September	
		截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Net cash generated	經營活動所產生現金淨額		
from operating activities		81,730	35,241
Net cash used in investing activities	投資活動所用現金淨額	(68,059)	(100,706)
Net cash (used in)/generated	融資活動(所用)/所產生現金淨額		
from financing activities		(40,636)	33,357
Net decrease in cash and	現金及現金等值項目減少淨額		
cash equivalents		(26,965)	(32,108)
Cash and cash equivalents	期初現金及現金等值項目		
at beginning of the period		170,318	184,031
Effect of foreign currency rate changes	外幣匯率變動影響	2,400	2,511
Cash and cash equivalents	期終現金及現金等值項目		
at end of the period		145,753	154,434
Analysis of balances of cash and	現金及現金等值項目結餘分析		
cash equivalents			
Bank balances and cash	銀行結餘及現金	145,753	154,434

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION

A The company and the principal place of business

Chinese People Holdings Company Limited (the "Company") was incorporated in Bermuda as an exempted company with limited liability. The address of the Company's registered office and its principal place of business are disclosed in the "Corporate Information" section of the interim report.

B Going concern basis

The Group had net current liabilities of approximately HK\$294,556,000 as at 30 September 2008. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The condensed consolidated financial statements (the "Interim Financial Statements") have been prepared on a going concern basis. The Group has taken and will continue the following measures to ensure the Group will have adequate cash flows for the operations of the Group:

- (i) to impose tight cost controls;
- (ii) to raise funds as and when necessary;
- (iii) to obtain extension of repayment of existing borrowings; and
- (iv) to obtain necessary funding from bankers.

1. 架構及編製基準

A 本公司及主要營業地點

中民控股有限公司（「本公司」）於百慕達註冊成立為獲豁免有限公司。本公司註冊辦事處及主要營業地點之地址於中期報告之「公司資料」一節內披露。

B 持續經營基準

本集團於2008年9月30日錄得流動負債淨額約港幣294,556,000元。此等狀況顯示一項重大不明朗因素，可能令本集團能否繼續以持續經營業務經營一事存疑。因此，本集團可能無法於正常業務過程中變現資產及解除負債。

簡明綜合財務報表（「中期財務報表」）乃按持續經營業務編製。本集團已採取並將繼續採取以下措施確保本集團具備充足經營現金流量：

- (i) 施行嚴謹成本控制；
- (ii) 於必要時籌集資金；
- (iii) 獲延遲償還現有債務；及
- (iv) 向往來銀行取得所需資金。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION (Continued)

B Going concern basis (Continued)

Based on the Group's history of obtaining finance, its relationships with its bankers and banking facilities available, and taking into account of continuous net cash inflows from operating activities, the Board of Directors (the "Board") of the Company (the "Directors") considers that the Group will be able to obtain sufficient financing to enable it to operate and meet its liabilities as and when they fall due. Subsequent to the balance sheet date, the Group had successfully obtained approximately HK\$95 million (equivalent to RMB83.6 million) of new banking facilities. Accordingly, it is appropriate that the Interim Financial Statements should be prepared on a going concern basis and they do not include any adjustments that would be required should the Company and the Group fail to continue as a going concern. Should the Group be unable to continue or operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets as current assets. The effects of these adjustments has not been reflected in the Interim Financial Statements.

C Basis of preparation

The Interim Financial Statements have been prepared in accordance 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 "Stock Exchange") and the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The Interim Financial Statements should be read in conjunction with the annual financial statements for the year ended 31 March 2008. The Interim Financial Statements have been reviewed by the Audit Committee of the Company and were approved by the Board on 19 December 2008.

1. 架構及編製基準 (續)

B 持續經營基準 (續)

根據本集團過往取得融資之紀錄、與往來銀行之關係及可供動用之銀行信貸，於考慮到經營活動持續產生之現金流入淨額後，本公司董事（「董事」）會（「董事會」）認為本集團將能取得足夠資金，供其持續經營以應付到期之負債。結算日後，本集團成功取得約港幣95,000,000元（相當於人民幣83,600,000元）之新增銀行信貸。因此，按持續經營基準編製中期財務報表乃屬適當，以及於此等中期財務報表並未包括本公司及本集團因未能以持續經營基準經營時所需作出之任何調整。倘本集團未能繼續以持續經營基準經營，則須作出調整以撇減資產值至可收回數額，就可能產生之其他負債作出撥備及將非流動資產重新分類為流動資產。中期財務報表內並未反映此等調整之影響。

C 編製基準

中期財務報表乃按照香港聯合交易所有限公司（「聯交所」）證券上市規則附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。中期財務報表應與截至2008年3月31日止年度之年度財務報表一併閱覽。中期財務報表已經由本公司審核委員會審閱，並於2008年12月19日獲董事會批准。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION (Continued)

C Basis of preparation (Continued)

The preparation of the Interim Financial Statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The Interim Financial Statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2008 annual financial statements. The Interim Financial Statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs") issued by the HKICPA.

The Interim Financial Statements have been prepared under the historical cost convention except for certain investment properties and financial instruments, which are measured at fair values or revalued amounts, as appropriate.

The accounting policies adopted in the Interim Financial Statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2008 except for the adoption of the amendments to HKAS 39 and HKFRS 7 "Reclassification of Financial Assets" which were issued in October 2008 and effective from 1 July 2008.

1. 架構及編製基準 (續)

C 編製基準 (續)

編製符合香港會計準則第34號之中期財務報表時，管理層須作出會影響政策應用以及按本年截至報告當日為止資產、負債、收入及開支之報告金額之判斷、估計及假設。實際結果可能有別於此等估計。

中期財務報表包括簡明綜合財務報表及經選定之闡釋附註。該等附註包括自2008年年度財務報表刊發以來對瞭解本集團財務狀況及表現變動而言屬重要之事件及交易之解釋。中期財務報表及其附註並不包括就根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）編製整份財務報表所規定之所有資料。

除若干投資物業及金融工具以公平值或重估金額（如適用）計量外，中期財務報表乃根據歷史成本慣例編製。

中期財務報表採納之會計政策與編製本集團截至2008年3月31日止年度之年度財務報表所依循者一致，惟採納於2008年10月頒佈並於2008年7月1日生效之香港會計準則第39號及香港財務報告準則第7號（修訂本）「將金融資產重新分類」除外。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION (Continued)

C Basis of preparation (Continued)

HKAS 39 and HKFRS 7 (Amendments) permit, but only in rare circumstances, reclassification of certain non-derivative securities out of trading category (i.e. out of the fair value through profit or loss (“FVTPL”) category). Such securities shall be reclassified at their fair value on the date of reclassification, which will become their new cost or amortised cost, as applicable. The amendments also permit reclassification of loans and receivables out of the “FVTPL category” or “available-for-sale category” if the entity has the intention and ability to hold those financial assets for the foreseeable future (for loans) or until maturity (for debt securities). A reclassification is permitted as a one-time event, i.e. a reversal is not permitted.

The Group has made use of the HKAS 39 and HKFRS 7 (Amendments) and reclassified certain financial assets as of 28 July 2008. The Group reclassified equity securities out of category “FVTPL” into “available-for-sale”. The Group identified assets, eligible under the amendments, for which at 28 July 2008, it had a clear change of intent to hold for the foreseeable future rather than to exit or trade in the short term. The following tables summarise the fair value gains and losses that would have been recognised in the consolidated income statement and reserve if the financial assets had not been reclassified:

1. 架構及編製基準 (續)

C 編製基準 (續)

香港會計準則第39號及香港財務報告準則第7號(修訂本)在少數情況下允許將買賣類別中若干非衍生證券重新分類，即從「按公平值計入損益之類別」中剔除。該等證券將按於重新分類當日之公平值重新分類，而該公平值將成為證券之新成本或攤銷成本(如適用)。該等修訂亦允許將貸款及應收款項重新分類，即從「按公平值計入損益之類別」或「可供出售之類別」中剔除，如實體有意及有能力於可見將來(就貸款而言)或於到期前(就債務證券而言)一直持有該等金融資產。重新分類僅屬單次性質，即日後不得撥回。

本集團已採納香港會計準則第39號及香港財務報告準則第7號(修訂本)，並於2008年7月28日將若干金融資產重新分類。本集團將股本證券從「按公平值計入損益」類別中剔除，並將之重新分類至「可供出售」類別。於2008年7月28日，本集團明確地改變意向，計劃於可見將來繼續持有資產，而非於短期內出售或買賣資產，故識別出該等修訂下之合資格資產。下表概述倘未有將金融資產重新分類，原應於綜合收益表及儲備確認之公平值收益及虧損：

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION (Continued)

C Basis of preparation (Continued)

Reclassification

		Into available-for-sale investments 至可供出售投資		
		28 July 2008 2008年7月28日	30 September 2008 2008年9月30日	
		Carrying amount 賬面值 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元	Fair value 公平值 HK\$'000 港幣千元
Out of financial assets at FVPTL	從按公平值計入損益之 金融資產中剔除	94,535	45,024	45,024
				Effect if no assets would have been reclassified 倘並無將資產 重新分類之影響
				HK\$'000 港幣千元
Decrease in profit for the period	本期間溢利減少			(49,511)
Increase in investment valuation reserve	投資估值儲備增加			49,511
Decrease in earnings per share	每股盈利減少			HK\$1.21 cent港仙

1. 架構及編製基準 (續)

C 編製基準 (續)

重新分類

Into available-for-sale investments

至可供出售投資

		28 July 2008 2008年7月28日	30 September 2008 2008年9月30日	
		Carrying amount 賬面值 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元	Fair value 公平值 HK\$'000 港幣千元
Out of financial assets at FVPTL	從按公平值計入損益之 金融資產中剔除	94,535	45,024	45,024
				Effect if no assets would have been reclassified 倘並無將資產 重新分類之影響
				HK\$'000 港幣千元
Decrease in profit for the period	本期間溢利減少			(49,511)
Increase in investment valuation reserve	投資估值儲備增加			49,511
Decrease in earnings per share	每股盈利減少			HK\$1.21 cent港仙

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION (Continued)

C Basis of preparation (Continued)

The following new interpretations (“Ints”) are mandatory for the first time for the financial year beginning 1 April 2008 but are not relevant for the Group:

HK(IFRIC) – Int 12	Service Concession Arrangements
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The following new standards, amendments to standards and Ints have been issued but are not yet effective and have not been early adopted:

HKFRSs (Amendments)	Improvements to HKFRSs ⁵
HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing Cost ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ²
HKAS 32 & HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation ¹
HKAS 39 (Amendments)	Eligible hedged items ²
HKFRS 2 (Amendments)	Share-based payment – Vesting Conditions and Cancellations ¹

1. 架構及編製基準 (續)

C 編製基準 (續)

以下為於2008年4月1日開始之財政年度首次強制採納但與本集團無關之新詮釋(「詮釋」):

香港(國際財務報告詮釋委員會) – 詮釋第12號	服務專利權安排
香港(國際財務報告詮釋委員會) – 詮釋第14號	香港會計準則第19號 – 界定福利資產之限制、最低資金規定及其相互關係

以下為已頒佈但未生效且尚未提早採納之新準則、準則修訂及詮釋:

香港財務報告準則(修訂本)	香港財務報告準則之改進 ⁵
香港會計準則第1號(經修訂)	財務報表之呈列 ¹
香港會計準則第23號(經修訂)	借貸成本 ¹
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ²
香港會計準則第32號及香港會計準則第1號(修訂本)	可沽售金融工具及清盤產生之責任 ¹
香港會計準則第39號(修訂本)	合資格對沖項目 ²
香港財務報告準則第2號(修訂本)	以股份為基礎之付款 – 歸屬條件及註銷 ¹

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

1. ORGANISATION AND BASIS OF PREPARATION (Continued)

C Basis of preparation (Continued)

HKFRS 3 (Revised)	Business Combinations ²
HKFRS 8	Operating Segments ¹
HK(IFRIC) – Int 13	Customer Loyalty Programmes ³
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate ¹
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation ⁴

¹ Effect for annual periods beginning on or after 1 January 2009

² Effect for annual periods beginning on or after 1 July 2009

³ Effect for annual periods beginning on or after 1 July 2008

⁴ Effect for annual periods beginning on or after 1 October 2008

⁵ Effect for annual periods beginning on or after 1 January 2009 except the amendments to HKFRS 5, effective for annual period beginning on or after 1 July 2009

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

1. 架構及編製基準 (續)

C 編製基準 (續)

香港財務報告準則 第3號(經修訂)	業務合併 ²
香港財務報告準則 第8號	經營分部 ¹
香港(國際財務報告 詮釋委員會) — 詮釋第13號	客戶忠誠計劃 ³
香港(國際財務報告 詮釋委員會) — 詮釋第15號	房地產建設協議 ¹
香港(國際財務報告 詮釋委員會) — 詮釋第16號	海外業務投資淨 額對沖 ⁴

¹ 於2009年1月1日或之後開始之年度期間生效

² 於2009年7月1日或之後開始之年度期間生效

³ 於2008年7月1日或之後開始之年度期間生效

⁴ 於2008年10月1日或之後開始之年度期間生效

⁵ 於2009年1月1日或之後開始之年度期間生效，惟於2009年7月1日或之後開始之年度期間生效之香港財務報告準則第5號之修訂除外

本集團現正評估此等新訂修訂、新訂準則及新訂詮釋於首次應用期間預期造成之影響。迄今認為採納上述政策可能須披露新事項或修訂披露事項，而此等披露事項不大可能對本集團之經營業績及財務狀況造成重大影響。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

2. TURNOVER AND SEGMENT INFORMATION

The Group's turnover and results for the six months ended 30 September 2008 and 2007 analysed by business segments are as follow. No segment information is presented in respect of the Group's geographical segments as the Group's principal activities are largely carried out in the PRC.

For the six months ended 30 September 2008 and 2007

2. 營業額及分部資料

本集團截至2008年及2007年9月30日止六個月按業務分部分析之營業額及業績如下。由於本集團之主要業務大部份於中國進行，故並無呈報本集團地域分部之分部資料。

截至2008年及2007年9月30日止六個月

		Provision of piped gas fuel		Transportation and distribution of LPG and retail of bottled LPG		Consolidated	
		2008	2007	2008	2007	2008	2007
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Turnover	營業額	143,708	209,504	115,345	83,834	259,053	293,338
Segment results	分部業績	18,459	20,021	3,955	3,705	22,414	23,726
Unallocated other operating income and expenses	未分配其他經營收入及開支					(8,867)	(16,100)
Change in fair value of convertible notes	可換股票據公平值變動					(680)	(104,548)
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動					(7,506)	132,000
Discount on acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益之折讓	216	-	-	-	216	-
Loss on disposal of an associate	出售一間聯營公司之虧損	(1,463)	-	-	-	(1,463)	-
Share-based payment expenses	以股份為基礎付款開支					(1,666)	(23,998)
Share of results of associates	應佔聯營公司業績	4,554	4,949	-	-	4,554	4,949
Unallocated amounts	未分配數額					284	(1,053)
Finance costs	財務成本					4,838	3,896
						(6,649)	(7,214)
Profit before taxation	除稅前溢利					637	7,762
Taxation	稅項					858	(2,528)
Profit for the period	本期間溢利					1,495	5,234

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

3. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging the following:

3. 除稅前溢利

除稅前溢利已扣除下列各項：

		(Unaudited) (未經審核)	
		Six months ended 30 September 截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Amortisation of intangible assets	攤銷無形資產	2,451	2,179
Amortisation of prepaid lease payment	攤銷預付租金	362	310
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,372	10,492
Total amortisation and depreciation	攤銷及折舊總額	12,185	12,981
Total staff costs including Directors' emoluments	員工成本總額，包括董事酬金		
Salaries, wages, allowance and benefits in kind	薪金、工資、津貼及實物利益	20,362	17,499
Retirement benefits scheme contribution	退休福利計劃供款	1,257	868
Share-based payment expenses	以股份為基礎付款開支	1,666	23,998
		23,285	42,365

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

4. FINANCE COSTS

4. 財務成本

		(Unaudited) (未經審核)	
		Six months ended 30 September 截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest on convertible notes	可換股票據之利息	1,560	2,623
Interest on bank loans and overdraft – wholly repayable within five years	須於五年內悉數償還之 銀行貸款及透支利息	9,845	8,528
		11,405	11,151
Less: amount capitalised in construction in progress	減: 在建工程資本化金額	(4,756)	(3,937)
		6,649	7,214

5. TAXATION

5. 稅項

		(Unaudited) (未經審核)	
		Six months ended 30 September 截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current tax	即期稅項		
Provision for PRC Enterprise Income Tax for the period	本期間中國企業 所得稅撥備	3,520	2,528
Deferred tax	遞延稅項		
Credit for the period	本期間抵免	(4,378)	–
		(858)	2,528

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

5. TAXATION (Continued)

Pursuant to the rules and regulations of the Bermuda and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Bermuda and the BVI. No Hong Kong Profits Tax has been provided for as the Group does not have estimated assessable profits in Hong Kong.

Pursuant to the relevant laws and regulations in the PRC, the statutory PRC Enterprise Income Tax rate of 25% is applied to the Group entities except for entities that are entitled to different concessionary tax rates as disclosed below.

Pursuant to the relevant laws and regulations in the PRC, certain PRC subsidiaries of the Company are entitled to an exemption from PRC Enterprise Income Tax for the first two years commencing from their first profit-making year of operation and thereafter, these PRC subsidiaries will be entitled to a 50% relief from PRC Enterprise Income Tax for the following three years (“2+3” tax preference). The PRC Enterprise Income Tax rates applicable to these subsidiaries range from 15% to 33% and the reduced tax rates for the relief period range from 7.5% to 16.5%. The charge of PRC Enterprise Income Tax for the periods has been provided for after taking these tax incentives into account. The tax benefit will expire during the period from year 2008 to 2012.

5. 稅項 (續)

根據百慕達及英屬處女群島(「英屬處女群島」)之規則及法規,本集團無須繳納百慕達及英屬處女群島任何所得稅。由於本集團於香港並無估計應課稅溢利,故並無作出香港利得稅撥備。

根據中國有關法律及法規,除下文所披露享有不同優惠稅率之實體外,本集團按中國法定企業所得稅率25%繳納稅項。

根據中國有關法律及法規,本公司若干中國附屬公司有權自各自經營首個獲利年度起獲豁免繳納中國企業所得稅兩年,而其後三年該等中國附屬公司則有權獲豁免繳納50%中國企業所得稅(「2+3」稅務優惠)。適用於該等附屬公司之中國企業所得稅率由15%至33%不等,而寬減期間之寬減後稅率介乎7.5%至16.5%。於期內之中國企業所得稅支出乃計入此等稅務優惠而作出撥備。稅務優惠將於2008年至2012年期間到期。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

5. TAXATION (Continued)

Certain of the Company's PRC subsidiaries are entitled to a preferential tax rate of 15% under the Western China Development policy. Entities that are currently entitled to preferential tax rate under the old PRC Enterprise Income Tax Law can gradually transit to the new tax rate of 25% within 5 years after the enforcement of the New Law at a tax rate of 18%, 20%, 22%, 24% and 25% in year 2008, 2009, 2010, 2011 and 2012 respectively. Entities that originally enjoy the "2+3" tax preference can continue enjoying the tax preference based on the original tax rate until after the expiration of the tax preference. Entities that did not start "2+3" tax preference before 2008 because they were still in loss position shall start the "2+3" tax preference from 2008.

The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective periods when the asset is realised or the liability is settled.

6. DIVIDEND

The Directors do not recommend any payment of interim dividend for the six months ended 30 September 2008 (2007: nil).

No dividend payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the interim period.

7. EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended 30 September 2008 and 2007 is based on the profit attributable to equity shareholders of the Company of HK\$1,403,000 (2007: HK\$4,424,000) and the weighted average number of shares in issue during the period of 4,082,296,685 (2007: 3,830,786,091).

5. 稅項 (續)

本公司若干中國附屬公司有權根據西部大開發政策享有15%之優惠稅率。在中國舊企業所得稅法例下，目前合資格按優惠稅率15%繳稅之實體於新法例實施後五年內逐步過渡至新稅率25%，在2008年、2009年、2010年、2011年及2012年之稅率分別為18%、20%、22%、24%及25%。原本享有「2+3」稅務優惠之實體可根據原定稅率繼續享有稅務優惠，直至優惠期滿為止。因未能獲利而在2008年前未開始實行「2+3」稅務優惠之實體，會在2008年開始實行「2+3」稅務優惠。

遞延稅項結餘已作出調整，以反映預期於資產變現或負債清償之有關期間內應用之稅率。

6. 股息

董事不建議派付截至2008年9月30日止六個月之中期股息（2007年：無）。

於本中期期間概無批准及派發屬過往財政年度應佔之應付本公司權益持有人股息。

7. 每股盈利

截至2008年及2007年9月30日止六個月之每股基本盈利乃按本公司權益持有人應佔溢利港幣1,403,000元（2007年：港幣4,424,000元）及期內之已發行股份加權平均數4,082,296,685股（2007年：3,830,786,091股）計算。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

7. EARNINGS PER SHARE (Continued)

The calculation of the diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

		Six months ended 30 September 截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Earning	盈利		
Profit for the period attributable to equity holders of the Company	本公司權益持有人應佔本期間溢利	1,403	4,424
Share	股份		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利之普通股加權平均數	4,082,296,685	3,830,786,091
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響:		
– share options	– 購股權	–	89,202,054
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	4,082,296,685	3,919,988,145

There was no potential dilutive ordinary shares in existence for the six months ended 30 September 2008, accordingly, no diluted earnings per share amount have been presented. The computation of diluted earnings per share for the six months ended 30 September 2007 does not assume the conversion of the Company's outstanding convertible notes since their exercise would result in an increase in earnings per share.

7. 每股盈利 (續)

本公司普通股權益持有人應佔每股攤薄盈利乃根據下列數據計算:

		Six months ended 30 September 截至9月30日止六個月	
		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Earning	盈利		
Profit for the period attributable to equity holders of the Company	本公司權益持有人應佔本期間溢利	1,403	4,424
Share	股份		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利之普通股加權平均數	4,082,296,685	3,830,786,091
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響:		
– share options	– 購股權	–	89,202,054
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	4,082,296,685	3,919,988,145

由於截至2008年9月30日止六個月並無具潛在攤薄影響之普通股，故並無呈報每股攤薄盈利。由於行使本公司尚未行使之可換股票據會導致每股盈利增加，故計算截至2007年9月30日止六個月之每股攤薄盈利時並無假設兌換該等可換股票據。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

8. PROPERTY, PLANT AND EQUIPMENT

The Group acquired property, plant and equipment amounting to approximately HK\$78,739,000 (six months ended 30 September 2007: HK\$67,382,000).

9. INVESTMENT PROPERTIES

No revaluation on investment properties was carried out during the period. The valuation at 31 March 2008 was carried out by Asset Appraisal Limited, an independent firm of qualified professional valuers not connected with the Group, on an open market value basis.

The Directors consider that the carrying amount of the investment properties at 30 September 2008 were not significantly different from their fair values on 31 March 2008.

10. INTANGIBLE ASSETS

Intangible assets represented (i) an exclusive rights to operate in gas pipeline infrastructure and provision of piped gas granted by local government in various cities in the PRC for a period of 10 to 60 years and (ii) an exclusive rights of purchase of natural gas explored in Yanji Basin, which is located in Yanji, Long Jing and Long City of Yan Bian Korean Nation Autonomous Areas in the eastern part of Jilin Province, PRC respectively.

All of the exclusive rights of operation and purchase are amortised on a straight-line basis over the operation period of 10 to 60 years.

8. 物業、廠房及設備

本集團購入約港幣78,739,000元之物業、廠房及設備(截至2007年9月30日止六個月:港幣67,382,000元)。

9. 投資物業

本期間並無就投資物業進行重估。於2008年3月31日之估值由獨立合資格專業估值師行資產評值顧問有限公司(與本集團並無關連)按公開市值基準得出。

董事認為,投資物業於2008年9月30日之賬面值與其於2008年3月31日之公平值並無重大差異。

10. 無形資產

無形資產指(i)中國各城市之地方政府授予經營燃氣管道基礎設施及提供管道燃氣為期10至60年之獨家經營權利及(ii)一項於位處中國吉林省東部延邊朝鮮族自治州延吉、龍井及龍城之延吉盆地開採之天然氣之獨家採購權利。

所有獨家經營權利及採購權利於10至60年之經營期內以直線基準攤銷。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

11. AVAILABLE-FOR-SALE INVESTMENTS

11. 可供出售投資

		30 September	31 March
		2008	2008
		2008年	2008年
		9月30日	3月31日
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Unlisted securities :	非上市證券：		
– Equity securities, at cost	– 股本證券，按成本	13,065	12,774
– Less: accumulated impairment	– 減：累計減值	(6,287)	(6,147)
		6,778	6,627
Listed securities :	上市證券：		
– Adoption of HKAS 39 and HKFRS 7 (Amendments)	– 採納香港會計準則第39號及香港財務報告準則第7號（修訂本）	94,535	–
– Fair value change	– 公平值變動	(49,511)	–
Listed securities listed in Hong Kong at fair value	按公平值列賬於香港上市之上市證券	45,024	–
		51,802	6,627

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

12. TRADE AND OTHER RECEIVABLES

12. 貿易及其他應收款項

		30 September 2008 2008年 9月30日 HK\$'000 港幣千元	31 March 2008 2008年 3月31日 HK\$'000 港幣千元
Trade receivables aged:	貿易應收款項之賬齡如下：		
Current to 90 days	即期至90日	12,226	8,921
91 to 180 days	91日至180日	182	402
Over 180 days	180日以上	1,677	1,974
Total trade receivables	貿易應收款項總額	14,085	11,297
Advances to third parties	墊付予第三方之款項	14,476	7,662
Amount due from an ex-associate	應收一間前聯營公司款項	3,751	3,668
Deposit and prepayments	按金及預付款項	13,130	7,551
Bill receivables	應收票據	227	5,558
Deposit paid to/payment in advance to suppliers	已付按金／預付予供應商之款項	54,216	34,519
Deposit paid for capital expenditures	資本開支之已付按金	597	609
Consideration receivable for the disposal of an associate	出售一間聯營公司之應收代價款項	21,830	31,121
Others	其他	9,641	14,860
		131,953	116,845

The Group allows its trade customers with credit periods normally ranging from 30 days to 90 days and extending to 180 days for major customers.

本集團給予其貿易客戶之信貸期一般介乎30日至90日，而主要客戶更可獲延長至180日。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

13. TRADE AND OTHER PAYABLES

13. 貿易及其他應付款項

		30 September	31 March
		2008	2008
		2008年	2008年
		9月30日	3月31日
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Trade payables, falling due in:	貿易應付款項到期日如下:		
0 – 3 months	0–3個月	27,140	19,262
4 – 6 months	4–6個月	6,865	2,577
Over 6 months	6個月以上	17,130	12,462
Total trade payables	貿易應付款項總額	51,135	34,301
Deposit received from customers (note (i))	收取客戶之按金(附註(i))	94,790	56,941
Convertible notes interest payable	應付可換股票據利息	910	910
Customers gas fuel deposits and other deposit received	客戶燃氣按金及其他已收按金	8,356	8,901
Income received in advance	預收之收入	33,597	23,586
Other payable for the purchase of property, plant and equipment	購買物業、廠房及設備之 其他應付款項	6,805	8,321
Consideration payable for the acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益之 應付代價	7,958	8,892
Accrued charges and other payables	應計費用及其他應付款項	40,768	24,365
		244,319	166,217

Note (i): Deposits received from customers represent the gas pipeline connection fee received but the pipelines have not yet been completed.

附註(i): 收取客戶之按金指已收取之燃氣管道接駁費收入, 惟管道尚未完成。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

14. BANK BORROWINGS

14. 銀行借貸

		30 September 2008 2008年 9月30日 HK\$'000 港幣千元	31 March 2008 2008年 3月31日 HK\$'000 港幣千元
Secured bank loans	有抵押銀行貸款	116,780	148,536
Unsecured bank loans	無抵押銀行貸款	80,736	77,805
		197,516	226,341
The bank loans are repayable:		須於下列時間償還之銀行貸款：	
Within one year or on demand	一年內或於要求時	113,225	147,629
In the second year	於第二年	32,308	27,788
In the third to fifth years, inclusive	於第三至第五年（包括首尾兩年）	51,983	50,924
		197,516	226,341
Less: amount due within one year shown under current liabilities	減：一年內到期列作 流動負債之金額	(113,225)	(147,629)
Amount due after one year	一年後到期之金額	84,291	78,712

All bank loans (secured and unsecured) are floating rate borrowings of which interest rates are in the range of 5.32% to 9.71% per annum (31 March 2008: ranging from 4.73% to 10.36%).

所有銀行貸款（有抵押及無抵押）為年利率介乎5.32%至9.71%（2008年3月31日：介乎4.73%至10.36%）之浮動息率借貸。

At 30 September 2008, certain assets of the Group with aggregate carrying value of approximately HK\$91,060,000 (31 March 2008: HK\$92,883,000) were pledged to secure bank borrowings of the Group. In addition, the Group has also pledged its rights to receive fee income of certain subsidiaries in favour of banks to secure banking facilities granted to the Group.

於2008年9月30日，本集團賬面值合共約港幣91,060,000元（2008年3月31日：港幣92,883,000元）之若干資產已抵押作為本集團銀行借貸之擔保。此外，本集團亦已向銀行抵押其若干附屬公司之收費權，作為本集團獲授銀行信貸之擔保。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

14. BANK BORROWINGS (Continued)

The Directors consider the carrying amount of the Group's bank loans within one year approximate their fair value and estimate the difference between carrying amount and fair value of bank loans due after one year as insignificant.

15. CONVERTIBLE NOTES

The fair value of the convertible notes at each of the balance sheet date was calculated using the Monte Carlo Simulation Model and Binomial Model. For details of convertible notes, please refer to the details disclosed in the "Liquidity and Capital Resources" paragraph in the "Financial Review" Section.

16. SHARE CAPITAL

Ordinary share of HK\$0.07 each 每股面值港幣0.07元之普通股		Number of shares 股份數目	HK\$'000 港幣千元
Authorised:	法定:		
At 1 April 2008 and 30 September 2008	於2008年4月1日及 2008年9月30日	7,999,999,999	560,000
Issued and fully paid:	已發行及繳足:		
At 1 April 2008	於2008年4月1日	4,082,324,554	285,763
Shares repurchased	購回股份	(100,000)	(7)
At 30 September 2008	於2008年9月30日	4,082,224,554	285,756

On 11 August 2008, the Company repurchased 100,000 of its ordinary shares at HK\$0.099 each on the Stock Exchange. All the shares repurchased were cancelled and accordingly the issued share capital of the Company was reduced by the nominal value of these shares.

14. 銀行借貸 (續)

董事認為本集團一年內到期之銀行貸款賬面值與其公平值相若，並估計一年後到期之銀行貸款之賬面值與其公平值之差異乃屬微不足道。

15. 可換股票據

於各結算日，可換股票據之公平值使用蒙特卡羅模擬模式及二項模式計算。可換股票據之詳情請參閱「財務回顧」一節「流動資金及資本來源」一段披露之詳情。

16. 股本

於2008年8月11日，本公司於聯交所按每股港幣0.099元購回其100,000股普通股。購回之所有股份經已註銷，而本公司之已發行股本已相應扣減該等股份之面值。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

17. SHARE OPTIONS

The Company has share option scheme for eligible participants and the Directors of the Company. Terms of unexpired and unexercised share options as at the balance sheet date are as follows:

Exercise period		Exercise price	At	At
			30 September 2008	31 March 2008
			Number	Number
行使期		行使價	於2008年9月30日數目	於2008年3月31日數目
11 April 2007 to 10 April 2010	2007年4月11日至2010年4月10日	0.385	46,000,000	46,000,000
18 October 2007 to 1 October 2010	2007年10月18日至2010年10月1日	0.530	218,612,000	220,562,000
1 May 2008 to 14 April 2011	2008年5月1日至2011年4月14日	0.514	81,540,000	82,190,000
10 May 2008 to 1 May 2011	2008年5月10日至2011年5月1日	0.632	1,300,000	1,300,000
17 July 2008 to 3 July 2011	2008年7月17日至2011年7月3日	0.382	20,000,000	20,000,000
			<u>367,452,000</u>	<u>370,052,000</u>

Each option entitles the holder to subscribe for one ordinary share of the Company. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The Group recognised the total expense of approximately HK\$1,666,000 of the share options vested during the period (six months ended 30 September 2007: HK\$23,998,000).

17. 購股權

本公司向合資格參與者及本公司董事提供購股權計劃。於結算日，未到期及未行使之購股權詳情如下：

每份購股權賦予持有人權利認購一股本公司普通股。購股權並無賦予持有人收取股息或於股東大會上投票之權利。

本集團於期內就已歸屬購股權確認約港幣1,666,000元（截至2007年9月30日止六個月：港幣23,998,000元）總支出。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2008 截至2008年9月30日止六個月

18. COMMITMENTS

Capital commitments outstanding at balance sheet date not provided for in the Interim Financial Statements were as follows:

18. 承擔

於結算日並無於中期財務報表作出撥備之資本承擔如下：

		30 September	31 March
		2008	2008
		2008年	2008年
		9月30日	3月31日
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Capital expenditure in respect of:	有關下列項目之資本承擔：		
Investment in a subsidiary	於附屬公司投資	20,000	30,000
Commitment in respect of the acquisition for:	有關收購之承擔：		
Property, plant and equipment	物業、廠房及設備	110,789	302,783
		130,789	332,783

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 30 September 2008, the interests of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

董事於股份、相關股份或債券之 權益

於2008年9月30日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）（「相聯法團」）之股份、相關股份及債券中，擁有根據證券及期貨條例第352條須記錄於本公司存置之登記冊內之權益；或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益如下：

Long Position in the Shares of the Company

本公司股份中之好倉

Name of Director	董事姓名	Number of shares			Number of underlying shares held under equity derivatives	Total	Percentage of aggregate interests to total number of shares in issue*
		Personal interests	Family interests	Corporate interests			
		個人權益	家族權益	公司權益	根據股本衍生工具持有之相關股份數目	總數	權益總額佔已發行股份總數之百分比*
Dr. Mo Shikang	莫世康博士	-	-	1,000,798,538 ¹	1,410,000 ²	1,002,208,538	24.55
Mr. Zhang Hesheng	張和生先生	3,710,000 ³	-	-	10,000,000 ²	13,710,000	0.34
Mr. Zhu Peifeng	朱培風先生	2,600,000 ³	-	-	10,000,000 ²	12,600,000	0.31
Mr. Jin Song	靳松先生	-	-	-	10,000,000 ²	10,000,000	0.24
Mr. Wong Ching ⁴	王政先生 ⁴	-	-	-	10,000,000 ²	10,000,000	0.24
Dr. Liu Junmin	劉駿民博士	-	-	-	3,600,000 ²	3,600,000	0.09
Mr. Sin Ka Man	冼家敏先生	-	-	-	3,600,000 ²	3,600,000	0.09

Disclosure of Interests

權益披露

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES (Continued)

Long Position in the Shares of the Company (Continued)

Notes:

1. This represents interests held by Dr. Mo Shikang ("Dr. Mo") through Asian Allied Limited ("Asian Allied"), which holds 1,000,798,538 shares of the Company registered under the name of Super Win Development Limited ("Super Win"), its wholly-owned subsidiary. Dr. Mo has 42.75% interest in Asian Allied, he is therefore deemed to be interested in 1,000,798,538 shares of the Company.
 2. This represents interests in options held by the relevant Director as a beneficial owner to subscribe for the relevant underlying shares granted by the Company under the 2006 Share Option Scheme, details of which is set out in the section headed "Share Option Scheme".
 3. This represents interests held by the relevant Director as beneficial owner.
 4. Mr. Wong Ching has resigned as Director of the Company with effect on 1 December 2008 and he was then appointed as consultant of the Company on the same date.
- * The percentage has been adjusted based on the total number of shares of the Company in issue as at 30 September 2008 (i.e. 4,082,224,554 shares).

Save as disclosed above and the interests disclosed under the section headed "Share Option Scheme" of this report, as at 30 September 2008, none of the Directors had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份、相關股份或債券之 權益 (續)

本公司股份中之好倉 (續)

附註:

1. 此代表由莫世康博士(「莫博士」)透過Asian Allied Limited(「Asian Allied」)持有之權益。Asian Allied以其全資附屬公司Super Win Development Limited(「Super Win」)名義登記持有本公司1,000,798,538股股份。莫博士擁有Asian Allied 42.75%權益，因此被視為擁有本公司1,000,798,538股股份之權益。
 2. 此代表相關董事作為實益擁有人持有之購股權權益，以認購本公司根據2006年購股權計劃授出之有關相關股份，詳情載於「購股權計劃」一節。
 3. 此代表由相關董事作為實益擁有人持有之權益。
 4. 王政先生於2008年12月1日辭任本公司董事一職，並其後於同日獲委任為本公司之顧問。
- * 百分比已經根據本公司於2008年9月30日已發行股份總數(即4,082,224,554股股份)作出調整。

除上文所披露者及本報告「購股權計劃」一節所披露之權益外，於2008年9月30日，概無董事於本公司或其任何相聯法團之股份、相關股份或債券中，擁有根據證券及期貨條例第352條須記錄於本公司存置之登記冊內之任何其他權益或淡倉；或根據標準守則須知會本公司及聯交所之任何其他權益或淡倉。

DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

As at 30 September 2008, the number of outstanding share options granted by the Company under the 2006 Share Option Scheme (defined under section headed "Share Option Scheme" below) for the Directors to subscribe for shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code is set out in the section headed "Share Option Scheme" below.

ARRANGEMENT OF PURCHASE SHARES OR DEBENTURE

Save as disclosed above, at no time during the period was the Company, any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 30 September 2008, the interests of those persons (other than the Directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

董事購買股份及債券之權利

於2008年9月30日，按根據證券及期貨條例第352條存置之登記冊所記錄，或根據標準守則須知會本公司及聯交所，本公司根據2006年購股權計劃（定義見下文「購股權計劃」一節內）已向董事授出可認購本公司股份之未行使購股權數目載於下文「購股權計劃」一節。

購買股份或債券之安排

除上文所披露者外，於期內任何時間，本公司或其任何附屬公司並無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法團之股份或債券而獲益。

本公司股本中之主要權益

於2008年9月30日，按根據證券及期貨條例第336條本公司須存置之登記冊所記錄，該等人士（除董事外）於本公司股份中擁有之權益如下：

Name 名稱	Capacity in which shares were held 持有股份之身份	Number of shares 股份數目	Number of underlying shares held under equity derivatives 根據股本衍生 工具持有之 相關股份數目	Percentage of shares to total number of shares in issue* 股份佔 已發行股份 總數之百分比* %
Super Win ¹	Beneficial owner 實益擁有人	1,000,798,538 (L)	–	24.51
Asian Allied ¹	Interest of controlled corporation 受控制公司權益	1,000,798,538 (L)	–	24.51
Merrill Lynch & Co., Inc. ²	Interest of controlled corporation 受控制公司權益	–	264,609,815 (L)	6.48

(L) = long position好倉, (S) = short position淡倉

Disclosure of Interests

權益披露

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY (Continued)

Notes:

1. This represents interests held by Dr. Mo through Asian Allied, which holds 1,000,798,538 shares of the Company registered under the name of Super Win, a wholly-owned subsidiary of Asian Allied. Dr. Mo has 42.75% interest in Asian Allied, he is therefore deemed to be interested in 1,000,798,538 shares of the Company.
 2. This represents interests held by Merrill Lynch & Co., Inc. ("Merrill Lynch") through Indopark Holdings Ltd., a wholly-owned subsidiary of Merrill Lynch, which holds 264,609,815 underlying shares of the Company. Merrill Lynch is therefore deemed to be interested in 264,609,815 underlying shares of the Company.
- * The percentage has been adjusted based on the total number of shares of the Company in issue as at 30 September 2008 (i.e. 4,082,224,554 shares).

Save as disclosed above, as at 30 September 2008, the Company had not been notified of any interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

Share Option

On 3 October 2006, the shareholders of the Company approved the adoption of a new share option scheme (the "2006 Share Option Scheme"). On 27 September 2007, the shareholders of the Company approved the resolution for refreshment of 10% limit on the grant of options under the 2006 Share Option Scheme. As at 30 September 2008 and up to date of this report, 367,452,000 option shares were outstanding under the 2006 Share Option Scheme.

本公司股本中之主要權益 (續)

附註:

1. 此代表由莫博士透過Asian Allied持有之權益。Asian Allied以其全資附屬公司Super Win名義登記持有本公司1,000,798,538股股份。莫博士擁有Asian Allied 42.75%權益，因此被視為擁有本公司1,000,798,538股股份之權益。
 2. 此代表由Merrill Lynch & Co., Inc. (「Merrill Lynch」) 透過其全資附屬公司Indopark Holdings Ltd.持有之權益，彼持有本公司264,609,815股相關股份。Merrill Lynch因此被視為擁有本公司264,609,815股相關股份之權益。
- * 百分比已經根據本公司於2008年9月30日已發行股份總數(即4,082,224,554股股份)作出調整。

除上文所披露者外，於2008年9月30日，按根據證券及期貨條例第336條須存置之登記冊所記錄，本公司並無獲悉於本公司股份及相關股份中之任何權益及淡倉。

購股權計劃

購股權

於2006年10月3日，本公司股東批准採納一項新購股權計劃(「2006年購股權計劃」)。於2007年9月27日，本公司股東批准更新根據2006年購股權計劃授出購股權之10%限額之決議案。於2008年9月30日及截至本報告日期，根據2006年購股權計劃授出之購股權尚有367,452,000份未行使。

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

Movements of 2006 Share Option Scheme

2006年購股權計劃之變動

Movements of the option shares, which were granted under the 2006 Share Option Scheme, during the six months ended 30 September 2008 are listed below in accordance with rule 17.07 of the Listing Rules:

根據上市規則第17.07條，於截至2008年9月30日止六個月根據2006年購股權計劃授出之購股權之變動如下：

Category 類別	Date of grant 授出日期	As at 於 01.04.2008	During the period 期內			As at 於 30.09.2008	Exercise price ¹ 行使價 ¹ HK\$ 港幣	Exercise period ² 行使期 ²
			Granted 授出	Exercised 行使	Lapsed/ cancelled* 失效/註銷*			
Directors								
董事								
Dr. Mo 莫博士	02.04.2007	750,000	-	-	-	750,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	660,000	-	-	-	660,000	0.514	01.05.2008- 14.04.2011
						1,410,000		
Mr. Zhang Hesheng 張和生先生	02.04.2007	7,500,000	-	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		
Mr. Zhu Peifeng 朱培風先生	02.04.2007	7,500,000	-	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		

Disclosure of Interests

權益披露

SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Movements of 2006 Share Option Scheme (Continued)

2006年購股權計劃之變動 (續)

Category 類別	Date of grant 授出日期	As at 於 01.04.2008	During the period 期內			As at 於 30.09.2008	Exercise price ¹ 行使價 ¹ HK\$ 港幣	Exercise period ² 行使期 ²
			Granted 授出	Exercised 行使	Lapsed/ cancelled* 失效/註銷*			
Mr. Jin Song 靳松先生	02.04.2007	7,500,000	-	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,00		
Mr. Wong Ching ³ 王政先生 ³	02.04.2007	7,500,000	-	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		
Mr. Liu Junmin 劉駿民先生	02.04.2007	2,700,000	-	-	-	2,700,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	900,000	-	-	-	900,000	0.514	01.05.2008- 14.04.2011
						3,600,000		
Mr. Sin Ka Man 冼家敏先生	02.04.2007	2,700,000	-	-	-	2,700,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	900,000	-	-	-	900,000	0.514	01.05.2008- 14.04.2011
						3,600,000		
	Sub-total 小計	48,610,000	-	-	-	48,610,000		

Disclosure of Interests 權益披露

SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Movements of 2006 Share Option Scheme (Continued)

2006年購股權計劃之變動 (續)

Category 類別	Date of grant 授出日期	As at 於 01.04.2008	During the period 期內			As at 於 30.09.2008	Exercise price ¹ 行使價 ¹ HK\$ 港幣	Exercise period ² 行使期 ²
			Granted 授出	Exercised 行使	Lapsed/ cancelled* 失效/註銷*			
Continuous Contracts Employee 持續合約制僱員	02.04.2007	91,030,000	-	-	(600,000)*	90,430,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	38,580,000	-	-	(200,000)*	38,380,000	0.514	01.05.2008- 14.04.2011
	02.11.2007	1,300,000	-	-	-	1,300,000	0.632	10.05.2008- 01.05.2011
	04.01.2008	20,000,000	-	-	-	20,000,000	0.382	17.07.2008- 03.07.2011
	Sub-total 小計	150,910,000	-	-	(800,000)*	150,110,000		
Consultants 顧問	11.10.2006	46,000,000	-	-	-	46,000,000	0.385	11.04.2007- 10.04.2010
	02.04.2007	51,882,000 ⁴	-	-	-	51,882,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	16,250,000 ⁵	-	-	-	16,250,000	0.514	01.05.2008- 14.04.2011
	Sub-total 小計	114,132,000	-	-	-	114,132,000		
Agents 代理	02.04.2007	26,540,000	-	-	-	26,540,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	9,760,000	-	-	-	9,760,000	0.514	01.05.2008- 14.04.2011
	Sub-total 小計	36,300,000	-	-	-	36,300,000		
Advisors 諮詢人	02.04.2007	14,960,000	-	-	(1,350,000)*	13,610,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	5,140,000	-	-	(450,000)*	4,690,000	0.514	01.05.2008- 14.04.2011
	Sub-total 小計	20,100,000	-	-	(1,800,000)*	18,300,000		
Total 合計		370,052,000	-	-	(2,600,000)*	367,452,000		

Disclosure of Interests

權益披露

SHARE OPTION SCHEME (Continued)

Movements of 2006 Share Option Scheme (Continued)

Notes:

1. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The vesting period is six months from the date of acceptance of the offer.
3. Mr. Wong Ching has resigned as Director of the Company with effect on 1 December 2008 and he was then appointed as consultant of the Company on the same date.
4. 7,500,000 option shares has been re-classified from the Director's category to the consultants' category on 31 December 2007 because Mr. Liu Jing resigned as Director of the Company on 31 December 2007 and was then appointed as consultant of the Company on the same date.
5. 2,500,000 option shares has been re-classified from the Directors' category to the consultant's category on 31 December 2007 because Mr. Liu Jing resigned as Director of the Company on 31 December 2007 and was then appointed as consultant of the Company on the same date.

購股權計劃 (續)

2006年購股權計劃之變動 (續)

附註：

1. 購股權之行使價可根據供股或紅股發行或本公司股本之其他類似變動予以調整。
2. 歸屬期為由接納授出日期起計六個月。
3. 王政先生於2008年12月1日辭任本公司董事一職，並其後於同日獲委任為本公司之顧問。
4. 由於劉京先生於2007年12月31日辭任本公司董事一職，並其後於同日獲委任為本公司之顧問，故7,500,000份購股權已於2007年12月31日由董事類別重新分類至顧問類別。
5. 由於劉京先生於2007年12月31日辭任本公司董事一職，並其後於同日獲委任為本公司之顧問，故2,500,000份購股權已於2007年12月31日由董事類別重新分類至顧問類別。

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

The Company repurchased 100,000 shares of the Company at the price of HK\$0.099 each on 11 August 2008 and all the relevant shares of the Company were then cancelled accordingly. Other than disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

CORPORATE GOVERNANCE

The Company has committed to perform a high standard of corporate governance practices in enhancing the confidence of shareholders, investors, employees, creditors and business partners and also the growth of its business. The Company's corporate governance practices are based on the principles and the code provisions ("Code Provisions") as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange. As far as the CG Code is concerned, during the period and up to date of this report, the Company complies with all aspect of the Code Provisions.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code during the period.

購買、出售或贖回本公司之上市證券

於2008年8月11日，本公司按每股港幣0.099元之價格購回本公司100,000股股份，並於當時註銷所有相應之本公司股份。除上文所披露者外，本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

企業管治

為增強股東、投資者、僱員、債權人及業務夥伴之信心及促進業務增長，本公司一直致力奉行高素質之企業管治常規。本公司之企業管治常規以聯交所證券上市規則附錄14所載企業管治常規守則（「企業管治守則」）所列明之原則及守則條文（「守則條文」）作為基礎制定。就企業管治守則而言，本公司於期內及截至本報告日期已全面遵守守則條文。

董事進行證券交易的標準守則

本公司已採納標準守則。本公司在作出相關查詢後，本公司全體董事已確認彼等於期內一直遵守標準守則所載之規定標準。

Other Information 其他資料

AUDIT COMMITTEE

The Audit Committee has reviewed with management the appropriateness and consistent application of significant accounting principles and policies adopted by the Group, and discussed judgmental issues, accounting estimates, adequacy of disclosures and internal consistency of the Interim Financial Statements.

INTEREST IN COMPETITORS

During the period, none of the Directors or the management shareholders of the Company or their respective associates had an interest in a business which competes or may compete with the business of the Group.

By Order of the Board

Chinese People Holdings Company Limited

Mr. Jin Song

Managing Director and Executive Director

Beijing, 19 December 2008

審核委員會

審核委員會已聯同管理層檢討本集團所採納之主要會計原則及政策是否合適及有否貫徹應用，並討論中期財務報表之有關判斷事宜、會計估計、披露事項是否足夠及內部一致等問題。

於競爭對手之權益

期內，本公司董事或管理層股東或彼等各自之聯繫人概無於與本集團業務構成或可能構成競爭之業務中擁有任何權益。

承董事會命

中民控股有限公司

董事總經理兼執行董事

靳松先生

北京，2008年12月19日