



CHINA GAS
中國燃氣



INTERIM REPORT
2005/06

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CORPORATE INFORMATION**Board of Directors***Executive Directors*Li Xiao Yun (*Chairman*)Xu Ying (*Vice-Chairman*)Liu Ming Hui (*Managing Director*)

Zhu Wei Wei

Ma Jin Long

Non-Executive Director

Feng Zhuo Zhi

Independent Non-Executive Directors

Zhao Yu Hua

Mao Er Wan

Wong Sin Yue Cynthia

Company Secretary

Yang Yan Tung Doris

Auditors

Deloitte Touche Tohmatsu

*Certified Public Accountants***Principal Bankers**

Dah Sing Bank

Hang Seng Bank

Industrial and Commercial Bank of China

China Construction Bank

Agricultural Bank of China

公司資料**董事會***執行董事*

李小雲 (主席)

徐鷹 (副主席)

劉明輝 (董事總經理)

朱偉偉

馬金龍

非執行董事

馮卓志

獨立非執行董事

趙玉華

毛二萬

黃倩如

公司秘書

楊劬桐

核數師

德勤•關黃陳方會計師行

*執業會計師***主要往來銀行**

大生銀行

恒生銀行

中國工商銀行

中國建設銀行

中國農業銀行

**Head Office and Principal Place Of Business
in Hong Kong**

Room 1601
16th Floor
AXA Centre
151 Gloucester Road
Wan Chai
Hong Kong

總辦事處及香港主要營業地點

香港
灣仔
告士打道 151 號
國衛中心
16 樓
1601 室

Registered Office

Clarendon House
Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
Church Street
Hamilton HM11
Bermuda

Principal Share Registrar and Transfer Office

Butterfield Fund Services (Bermuda) Limited

Rosebank Centre
14 Bermudiana Road
Pembroke
Bermuda

主要股份登記及過戶辦事處

Butterfield Fund Services (Bermuda)
Limited
Rosebank Centre
14 Bermudiana Road
Pembroke
Bermuda

Stock Code

384

股份編號

384

Website

www.chinagasholdings.com

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CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 September 2005

簡明綜合收益表

截至二零零五年九月三十日止六個月

			Six months ended 30 September 2005 截至二零零五年 九月三十日 止六個月 (unaudited) (未經審核)	Six months ended 30 September 2004 截至二零零四年 九月三十日 止六個月 (unaudited and restated) (未經審核及 重列)
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額		262,520	187,724
Cost of sales	銷售成本		(134,360)	(70,012)
Gross profit	毛利		128,160	117,712
Other income	其他收入		53,262	8,451
Distribution costs	分銷成本		(10,777)	(4,429)
Administrative expenses	行政開支		(61,695)	(32,261)
Impairment loss reversed in respect of property, plant and equipment	物業、廠房及設備 之已撥回減值虧損		-	2,668
Discount on acquisitions of additional interest in subsidiaries	收購附屬公司 額外權益之折扣		-	10,815
Unrealised holding loss on other investment	持有其他投資之 未變現虧損		-	(1,850)
Finance costs	財務費用	4	(21,383)	(8,605)
Loss on disposal of a subsidiary	出售附屬公司之虧損		-	(1,650)
Share of result of an associate	應佔聯營公司業績		(139)	-
Profit before taxation	除稅前溢利	5	87,428	90,851
Taxation	稅項	6	(147)	(250)
Profit for the period	本期間溢利		87,281	90,601
Attributed to:	歸屬：			
Equity holders of the parent	母公司股東		77,855	64,974
Minority interests	少數股東權益		9,426	25,627
			87,281	90,601
Earnings per share	每股盈利			
Basic	基本	7	HK3.21 cents 港仙	HK3.79 cents 港仙
Diluted	攤薄	7	HK2.90 cents 港仙	HK3.70 cents 港仙

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 September 2005

簡明綜合資產負債表

於二零零五年九月三十日

			30 September 2005 於二零零五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2005 於二零零五年 三月三十一日 HK\$'000 千港元 (audited and restated) (經審核 及重列)
		<i>Notes</i> 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	1,110,524	987,166
Prepaid lease payments	預付租賃款項		30,709	28,365
Interests in associates	於聯營公司之權益		620	751
Investments in securities Available-for-sales investments	證券投資 可出售投資		-	5,693
Goodwill	商譽		15,879	-
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備按金		209,394	209,394
Deposits for investments	投資按金		168,163	298,700
			81,785	-
			1,617,074	1,530,069
Current assets	流動資產			
Inventories	存貨		81,540	42,520
Amounts due from customers for contract work	應收客戶之合約 工程款項		414,096	366,664
Trade and other receivables	貿易應收賬款及 其他應收賬款	9	169,596	86,666
Prepaid lease payments	預付租賃款項		778	621
Investments in securities Available-for-sales investments	證券投資 可出售投資		-	14,430
Bank balances and cash	銀行結存及現金		19,500	-
			1,601,881	712,015
			2,287,391	1,222,916

			30 September 2005 於二零零五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2005 於二零零五年 三月三十一日 HK\$'000 千港元 (audited and restated) (經審核 及重列)
		Notes 附註		
Current liabilities	流動負債			
Trade and other payables	貿易應付賬款及 其他應付賬款	10	222,672	173,137
Amount due to customers for contract work	應付客戶之合約 工程款項		-	892
Amount due to a minority shareholder of a subsidiary	欠一家附屬公司 一名少數股東款項		503	435
Taxation	稅項		514	158
Bank and other borrowings - due within one year	銀行及其他借貸 - 於一年內到期	11	64,291	172,928
Obligations under a finance lease - due within one year	融資租賃承擔 - 於一年內到期		126	64
Convertible note	可換股票據		-	35,811
			288,106	383,425
Net current assets	流動資產淨值		1,999,285	839,491
Total assets less current liabilities	總資產減流動負債		3,616,359	2,369,560
Capital and reserves	股本及儲備			
Share capital	股本	12	24,725	22,448
Reserves	儲備		1,399,320	966,182
Equity attributable to equity holders of the parent	歸屬母公司股東 之權益		1,424,045	988,630
Minority interests	少數股東權益		108,770	97,360
Total equity	權益總額		1,532,815	1,085,990
Non-current liabilities	非流動負債			
Bank and other borrowings - due after one year	銀行及其他借貸 - 於一年後到期	11	1,626,526	1,150,518
Obligations under finance lease - due after one year	融資租賃承擔 - 於一年後到期		-	121
Amount due to a minority shareholder of a subsidiary	欠一家附屬公司一 名少數股東款項		181,711	132,931
Convertible bonds	可換股債券		275,307	-
			2,083,544	1,283,570
			3,616,359	2,369,560

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合股權變動表

For the six months ended 30 September 2005

截至二零零五年九月三十日止六個月

		Attributable to equity holders of the parent 歸屬母公司股東												
		Share capital	Share premium	Other reserve	Employee share-based compensation reserve	Convertible note and bonds equity reserve	Translation reserve	Investment revaluation reserve	Special reserve	Statutory funds	Accumulated profits	Total	Minority interest	Total
		股本	股份溢價	其他儲備	僱員股份報酬儲備	可換股票據及債券股本儲備	匯兌儲備	投資重估儲備	特別儲備	法定基金	累計溢利	總計	少數股東權益	總計
		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
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2004	於二零零四年四月一日，原列	15,578	504,957	58,000	-	-	3,241	-	1,602	5,002	(85,706)	502,674	91,121	593,795
Effect of changes in accounting policies (Note 2A)	會計政策改變之影響 (附註2A)	-	58	-	-	6,572	-	-	-	-	(1,207)	5,423	-	5,423
As restated	重列	15,578	505,015	58,000	-	6,572	3,241	-	1,602	5,002	(86,913)	508,097	91,121	599,218
Exchange gain on translation of operations outside Hong Kong recognised directly in equity	直接於權益確認之換算香港境外業務之匯兌收益	-	-	-	-	-	669	-	-	-	-	669	-	669
Net profit for the period (restated)	期間溢利淨額 (重列)	-	-	-	-	-	-	-	-	-	64,974	64,974	25,627	90,601
Total recognised income for the period	期間確認收入總額	-	-	-	-	-	669	-	-	-	64,974	65,643	25,627	91,270
Private placement	私人配售	1,300	83,200	(58,000)	-	-	-	-	-	-	-	26,500	-	26,500
Conversion of convertible bonds (restated)	轉換可換股債券 (重列)	664	35,568	-	-	(4,807)	-	-	-	-	-	31,425	-	31,425
Recognition of equity component of convertible bonds	確認可換股債券之股本部份	-	-	-	-	5,812	-	-	-	-	-	5,812	-	5,812
Expenses on issuing convertible bonds	發行可換股債券之開支	-	(1,283)	-	-	-	-	-	-	-	-	(1,283)	-	(1,283)
Capital injected by minority shareholders of subsidiaries	附屬公司少數股東注資	-	-	-	-	-	-	-	-	-	-	-	8,587	8,587
Decrease in minority interest as a result of acquisitions of additional interests in subsidiaries	因收購附屬公司額外權益導致少數股東權益減少	-	-	-	-	-	-	-	-	-	-	-	(10,815)	(10,815)
At 30 September 2004	於二零零四年九月三十日	17,542	622,500	-	-	7,577	3,910	-	1,602	5,002	(21,939)	636,194	114,520	750,714

Attributable to equity holders of the parent

歸屬母公司股東

		Share capital	Share premium	Other reserve	Employee share-based compensation reserve	Convertible note and bonds equity reserve	Investment Translation reserve	revaluation reserve	Special reserve	Statutory funds	Accumulated profits	Total	Minority interest	Total
		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
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2005	於二零零五年四月一日，原列	22,448	907,963	900	-	-	4,083	-	1,602	9,075	42,470	988,541	97,360	1,085,901
Effect of changes in accounting policies (Note 2A)	會計政策改變之影響 (附註 2A)	-	708	-	29,474	1,354	-	-	-	-	30,423	61,959	768	62,727
As restated	重列	22,448	908,671	900	29,474	1,354	4,083	-	1,602	9,075	72,893	1,050,500	98,128	1,148,628
Gain on fair value change of available-for-sales investments	可供出售投資公平值改變產生之收益	-	-	-	-	-	-	1,075	-	-	-	1,075	-	1,075
Exchange gain on translation of operations outside Hong Kong	換算香港境外業務之匯兌收益	-	-	-	-	-	9,506	-	-	-	-	9,506	1,073	10,579
Net income recognised directly in equity	直接於權益確認之收入淨額	-	-	-	-	-	9,506	1,075	-	-	-	10,581	1,073	11,654
Net profit for the period	期間溢利淨額	-	-	-	-	-	-	-	-	-	77,855	77,855	9,426	87,281
Total recognised income for the period	期間確認收入總額	-	-	-	-	-	9,506	1,075	-	-	77,855	88,436	10,499	98,935
Private placement	私人配售	2,100	241,080	-	-	-	-	-	-	-	-	243,180	-	243,180
Recognition of equity component of convertible bonds	確認可換股票據之股本部份	-	-	-	-	36,989	-	-	-	-	-	36,989	-	36,989
Redemption of convertible note	贖回可換股票據	-	-	-	-	(1,354)	-	-	-	-	1,354	-	-	-
Issue of share on exercise of share options	因行使購股權而發行股份	177	13,119	-	-	-	-	-	-	-	-	13,296	-	13,296
Capital injected by a minority shareholder of a subsidiary	一附屬公司一名少數股東注資	-	-	-	-	-	-	-	-	-	-	-	143	143
Share issued expenses	股份發行開支	-	(4,597)	-	-	-	-	-	-	-	-	(4,597)	-	(4,597)
Expenses on issuing convertible bonds	發行可換股票據之開支	-	(9,259)	-	-	-	-	-	-	-	-	(9,259)	-	(9,259)
Recognition of equity-settled share based payments	確認以股本結算之股份形式付款	-	-	-	5,500	-	-	-	-	-	-	5,500	-	5,500
At 30 September 2005	於二零零五年九月三十日	24,725	1,149,014	900	34,974	36,989	13,589	1,075	1,602	9,075	152,102	1,424,045	108,770	1,532,815

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2005

簡明綜合現金流量表

截至二零零五年九月三十日止六個月

		Six months ended	
		截至下列日期止六個月	
		30 September 2005	30 September 2004
		二零零五年 九月三十日	二零零四年 九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH USED IN OPERATING ACTIVITIES	經營業務之現金 流出淨額	(36,180)	(19,315)
NET CASH USED IN INVESTING ACTIVITIES	投資活動之現金 流出淨額	(91,349)	(473,187)
NET CASH FROM FINANCING ACTIVITIES	融資活動之現金 流入淨額	1,008,169	235,911
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 之增加（減少） 淨額	880,640	(256,591)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及 現金等值項目	712,015	471,823
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變動 之影響	9,226	669
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期終之現金及 現金等值項目	1,601,881	215,901
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值 項目結餘分析		
Bank balances and cash	銀行結餘及現金	1,601,881	215,901

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2005

1. BASIS OF PREPARATION

The condensed 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 "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

2. PRINCIPAL ACCOUNTING POLICIES

The condensed financial statements have been prepared under the historic cost basis except for financial instruments which are measured at fair values.

The accounting policies used in the condensed financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2005 except as described below.

In current period, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards ("HKFRSs"), HKASs and Interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the HKICPA that are effective for accounting periods beginning on or after 1 January 2005 other than HKFRS 3 "Business Combinations" and HKAS 36 "Impairment of Assets" that had been early adopted by the Group for the year ended 31 March 2005. The application of the new HKFRSs has resulted in a change in the presentation of the income statement, balance sheet and the statement of changes in equity. In particular, the presentation of minority interests has been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group's accounting policies in the following areas that have an effect on how the results for the current or prior accounting periods are prepared and presented:

簡明財務報表附註

截至二零零五年九月三十日止六個月

1. 編製基準

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

2. 主要會計政策

簡明財務報表已根據歷史成本法編製，惟金融工具則以公平值計量。

簡明財務報表所採納之會計政策與編製本集團截至二零零五年三月三十一日止年度之年度財務報表時所採納者符合一致，惟下述各項除外。

於本期間，本集團已首次採納香港會計師公會所頒佈並自二零零五年一月一日或之後開始之會計期間生效之多項新增香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋（以下合稱「新香港財務報告準則」），惟香港財務報告準則第 3 號「業務合併」及香港會計準則第 36 號「資產減值」除外，本集團已於截至二零零五年三月三十一日止年度提早採納此兩項準則。應用新香港財務報告準則對收益表、資產負債表及股權變動表之呈列造成變動，特別是少數股東權益已作出更改。呈列方式之變動已追溯應用。採納新香港財務報告準則導致本集團關於以下方面之會計政策改變，並因而影響到本會計期間或過往會計期間業績之編製及呈列方式：

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Share-based payments

In the current period, the Group has applied HKFRS 2 "Share-based Payment" which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares ("equity-settled transactions"), or in exchange for other assets equivalent in value to a given number of shares or rights over shares ("cash-settled transactions"). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of directors' and employees' share options of the Company determined at the date of grant of the share options over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. The Group has applied HKFRS 2 to share options granted on or after 1 April 2005. In relation to share options granted before 1 April 2005, the Group has not applied HKFRS 2 to share options granted on or before 7 November 2002 and share options that were granted after 7 November 2002 and had vested before 1 April 2005 in accordance with the relevant transitional provisions. However, the Group is still required to apply HKFRS 2 retrospectively to share options that were granted after 7 November 2002 and had not yet vested on 1 April 2005. Comparative figures have been restated (see Note 2A for the financial impact).

2. 主要會計政策 (續)

以股份形式付款

於本期間，本集團已應用香港財務報告準則第2號「以股份形式付款」，「以股份形式付款」規定，當本集團以股份或股份權利作為購買貨品或取得服務之代價（「股本結算交易」），或以其他等值資產換取特定數目股份或股份權利之代價（「現金結算交易」），則須確認開支。香港財務報告準則第2號對本集團之主要影響乃關乎本公司董事及僱員購股權於購股權授出日期釐定之公平價值，須於歸屬期內支銷。在應用香港財務報告準則第2號前，本集團在購股權獲行使前概無確認該等購股權之財務影響。本集團已就於二零零五年四月一日或以後授出之購股權應用香港財務報告準則第2號。就於二零零五年四月一日前授出之購股權而言，本集團根據相關之過渡性條文，並無對於二零零二年十一月七日或以前授出之購股權及於二零零二年十一月七日以後授出而於二零零五年四月一日前已歸屬之購股權應用香港財務報告準則第2號。然而，本集團仍須就於二零零二年十一月七日以後授出而並未於二零零五年四月一日歸屬之購股權追溯應用香港財務報告準則第2號。比較數字已予重列（財務影響見附註2A）。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments

In the current period, the Group has applied HKAS 32 “Financial Instruments: Disclosure and Presentation” and HKAS 39 “Financial Instruments: Recognition and Measurement”. HKAS 32 requires retrospective application. HKAS 39, which is effective for annual periods beginning on or after 1 January 2005, generally does not permit to recognise, derecognise or measure financial assets and liabilities on a retrospective basis. The principal effects resulting from the implementation of HKAS 32 and HKAS 39 are summarised below:

Convertible note and convertible bonds

The principle impact of HKAS 32 on the Group is in relation to convertible note and convertible bonds issued by the Company that contain both liability and equity components. Previously, convertible note and convertible bonds were classified as liabilities on the balance sheet. HKAS 32 requires an issuer of a compound financial instrument (that contains both financial liability and equity components) to separate the compound financial instrument into its liability and equity components on its initial recognition and to account for these components separately. In subsequent periods, the liability component is carried at amortised cost using the effective interest method. Because HKAS 32 requires retrospective application, comparative figures have been restated. Comparative profit for 2004 has been restated in order to reflect the increase in effective interest on the liability component (see Note 2A for the financial impact).

2. 主要會計政策 (續)

金融工具

於本期間，本集團已應用香港會計準則第32號「金融工具：披露及呈列」及香港會計準則第39號「金融工具：確認及計量」。香港會計準則第32號規定須予追溯應用。香港會計準則第39號適用於二零零五年一月一日或其後開始之年度期間，一般而言並不容許金融資產及負債作追溯性之確認、取銷確認或計量。實施香港會計準則第32及第39號所構成之主要影響概述如下：

可換股票據及可換股債券

香港會計準則第32號對本集團之主要影響乃與本公司所發行之可換股票據及可換股債券有關，該等可換股債券包含負債及股權部份。以往，可換股票據及可換股債券乃於資產負債表上歸類為負債。香港會計準則第32號規定，包含金融負債及股權部份之綜合金融工具之發行人，於進行初步確認時須將綜合金融工具分為負債及股權部份，並將該等部份分開入賬。於往後之期間，負債部份採用實際利息法按攤銷成本入賬。由於香港會計準則第32號要求作出追溯應用，故比較數字已予重列。二零零四年度比較溢利數字已重列，以反映負債部份之實際利息增加（財務影響見附註2A）。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Classification and measurement of financial assets and financial liabilities

The Group has applied the relevant transitional provisions in HKAS 39 with respect to classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

Debt and equity securities previously accounted for under the benchmark treatment of Statement of Standard Accounting Practice 24

By 31 March 2005, the Group classified and measured its debt and equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice 24 ("SSAP 24"). Under SSAP 24, investments in debt or equity securities are classified as "investment securities", "other investments" or "held-to-maturity investments" as appropriate. "Investment securities" are carried at cost less impairment losses (if any) while "other investments" are measured at fair value, with unrealised gains or losses included in the profit or loss. Held-to-maturity investments are carried at amortised cost less impairment losses (if any). From 1 April 2005 onwards, the Group classifies and measures its debt and equity securities in accordance with HKAS 39. Under HKAS 39, financial assets are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets", "loans and receivables", or "held-to-maturity financial assets". The classification depends on the purpose for which the assets are acquired. "Financial assets at fair value through profit or loss" and "available-for-sale financial assets" are carried at fair value, with changes in fair values recognised in profit or loss and equity respectively. Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less impairment after initial recognition. "Loans and receivables" and "held-to-maturity financial assets" are measured at amortised cost using the effective interest method after initial recognition.

2. 主要會計政策 (續)

金融工具 (續)

金融資產及金融負債之分類及計量

本集團已就屬香港會計準則第 39 號範圍內之金融資產及金融負債之分類及計量，應用香港會計準則第 39 號之相關過渡性條文。

以往根據會計實務準則第 24 號之基準處理方法入賬之債務及股本證券

截至二零零五年三月三十一日止，本集團根據會計實務準則第 24 號「證券投資之會計處理」之基準處理方法分類及計算其債務及股本證券。根據會計實務準則第 24 號，債務或股本證券之投資分類為「投資證券」、「其他投資」或「持至到期日之投資」（以適用者為準）。「投資證券」按成本扣除減值虧損（如有）列賬，而「其他投資」則按公平價值計算，未變現收益或虧損計入期內溢利或虧損。持至到期日之投資按已攤銷成本扣除減值虧損（如有）列賬。自二零零五年四月一日起，本集團根據香港會計準則第 39 號分類及計量其債務及股本證券。根據香港會計準則第 39 號，金融資產分類為「按公平價值計入損益表之金融資產」、「可供出售金融資產」、「貸款及應收款項」或「持至到期金融資產」。分類方法視乎所收購資產之用途而定。「按公平價值計入損益表之金融資產」及「可供出售金融資產」按公平價值列賬，而公平價值之變動分別於損益及權益中確認。缺乏活躍交投市場之市場報價而且難以可靠計算公平值之可供出售股本投資，及與該等缺乏報價股本工具掛勾並須以交付此等股本工具作結算之衍生工具，於初次確認後以成本扣除減值虧損列賬。「貸款及應收款項」及「持至到期金融資產」於初次確認後以實際利息法按攤銷成本計量。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Financial instruments** (Continued)

On 1 April 2005, the Group classified and measured its debt and equity securities in accordance with the requirements of HKAS 39 (see Note 2A for the financial impact).

Financial assets and financial liabilities other than debt and equity securities

From 1 April 2005 onwards, the Group classifies and measures its financial assets and financial liabilities other than debt and equity securities (which were previously outside the scope of SSAP 24) in accordance with the requirements of HKAS 39. As mentioned above, financial assets under HKAS 39 are classified as “financial assets at fair value through profit or loss”, “available-for-sale financial assets”, “loans and receivables” or “held-to-maturity financial assets”. Financial liabilities are generally classified as “financial liabilities at fair value through profit or loss” or “financial liabilities other than financial liabilities at fair value through profit or loss (other financial liabilities)”. “Other financial liabilities” are carried at amortised cost using the effective interest method (see Note 2A for the financial impact).

2. 主要會計政策 (續)**金融工具** (續)

於二零零五年四月一日，本集團根據香港會計準則第 39 號之規定分類及計量其債務及股本證券（財務影響見附註 2A）。

債務及股本證券以外之金融資產及金融負債

自二零零五年四月一日起，本集團根據香港會計準則第 39 號之規定分類及計量債務及股本證券以外之金融資產及金融負債（早前屬會計實務準則第 24 號範圍以外）。如上文所述，根據香港會計準則第 39 號，金融資產分類為「按公平價值計入損益之金融資產」、「可供出售金融資產」、「貸款及應收款項」或「持至到期金融資產」。金融負債一般分類為「按公平價值計入損益表之金融負債」或「按公平價值計入損益之金融負債以外之金融負債（其他金融負債）」。「其他金融負債」以實際利息法按攤銷成本列值（財務影響見附註 2A）。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Owner-occupied leasehold interest in land

In previous periods, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured using the cost model. In the current period, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight-line basis. This change in accounting policy has been applied retrospectively (see Note 2A for the financial impact). Alternatively, where the allocation between the land and buildings elements cannot be made reliably, the leasehold interests in land continue to be accounted for as property, plant and equipment.

Leasehold land held for undetermined future use

Previously, leasehold land held for an undetermined future use was carried at cost less impairment. Under HKAS 17, such leasehold land is classified as a prepaid lease payment under an operating lease, carried at cost and amortised on a straight-line basis over the lease term. In the absence of any specific transitional provisions in HKAS 17, such change in accounting policy has been applied retrospectively. The adoption has had no material effect on the results for the current or prior accounting periods. Accordingly, no adjustment on it has been required (see Note 2A for the financial impact).

2. 主要會計政策 (續)

業主佔用租賃土地權益

於過往期間，業主佔用租賃土地及樓宇列入物業、廠房及設備，按成本模式計算。於本期間，本集團已應用香港會計準則第 17 號「租賃」。根據香港會計準則第 17 號，土地及樓宇租約項下土地及樓宇項目於分類租約時分開考慮，惟租約款項不能於土地及樓宇項目之間可靠分配則除外，在此情況下，整項租約一般當作融資租約。在租約款項能夠於土地及樓宇項目之間可靠分配之情況下，土地之租賃權益重新分類為根據經營租約預付租約款項，按成本入賬，並於租賃期內以直線法攤銷。本集團已追溯應用是項會計政策變動（財務影響見附註 2A）。另外，若租金未能可靠地於土地及樓宇部份之間作出分配，則土地之租賃權益將繼續入賬列作物業、廠房及設備。

持作未決定未來用途之租賃土地

以往，持作未決定未來用途之租賃土地乃按成本扣除減值列賬。根據香港會計準則第 17 號，該等租賃土地分類為經營租賃下之預付租賃款項，並以成本入賬及按直線法於租賃期攤銷。在香港會計準則第 17 號並無任何特定過渡性條文之情況下，該項會計政策變動已作出追溯應用。此項採納對本會計期間或以往會計期間之業績並無重大影響。因此，無須對業績作出相應調整（財務影響見附註 2A）。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)**Interests in jointly controlled entities**

In previous periods, interests in jointly controlled entities were accounted for using the equity method. HKAS 31 "Interests in Jointly Controlled Entities" allows entities to use either proportionate consolidation or the equity method to account for its interests in jointly controlled entities. Upon the application of HKAS 31, the Group has elected to account for its interests in jointly controlled entities using proportionate consolidation. This change has been applied retrospectively. As a result of this change, the consolidated income statement, consolidated balance sheet and consolidated cash flow statement (including the comparative figures) have been re-presented so as to reflect the proportionate share of the jointly controlled entities' assets and liabilities, income and expenses, and cash flows (see Note 2A for the financial impact).

2. 主要會計政策 (續)**於共同控制企業之權益**

於過往期間，於共同控制企業之權益乃以權益會計法列賬。香港會計準則第 31 號「於共同控制企業之權益」允許採用比例合併法或權益會計法計算於共同控制企業之權益。應用香港會計準則第 31 號後，本集團已選擇以比例合併法計算其於共同控制企業之權益。該項會計政策變動已作出追溯應用。由於有關變動，綜合收益表、綜合資產負債表及綜合現金流量表（包括比較數字）已重新呈列，以反映本集團於共同控制企業資產、負債、收支及現金流量之應佔比例權益（財務影響見附註 2A）。

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

The effect of the changes in the accounting policies described in Note 2 above on the results for the current and prior period are as follows:

2A. 會計政策改變之影響概要

上文附註2所述之會計政策改變對本期間及前期業績之影響如下：

		Six months ended 截至下列日期止六個月	
		30 September 2005 二零零五年 九月三十日 HK\$'000 千港元	30 September 2004 二零零四年 九月三十日 HK\$'000 千港元
Increase in effective interest expense on the liability component of convertible note and convertible bonds	可換股票據及可換股債券之負債部份之實際利息開支增加	(2,385)	(1,075)
Fair value adjustment on initial recognition on other borrowings	對首次確認其他借貸時公平值之調整	15,134	-
Fair value adjustment on initial recognition on amount due to a minority shareholder of a subsidiary	對首次確認欠一家附屬公司少數股東款項公平值之調整	28,662	-
Imputed interest expense on other borrowings using the effective interest method	以實際利息法計算之其他借貸估計利息開支	(2,356)	-
Imputed interest expense on amount due to a minority shareholder of a subsidiary using the effective interest method	以實際利息法計算之欠一家附屬公司少數股東款項之估計利息開支	(3,132)	-
Expenses in relation to share options granted to directors	授予董事購股權之相關開支	(5,500)	-
Increase (decrease) in net profit for the period	期間溢利淨額增加(減少)	30,423	(1,075)
Attributable to:	歸屬：		
Equity holders of the parent	母公司股東	30,513	(1,075)
Minority Interest	少數股東權益	(90)	-
		30,423	(1,075)

2A.SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES *(Continued)*

Analysis of increase (decrease) in net profit for the period by line items presented according to their function:

2A. 會計政策改變之影響概要 (續)

按每一行呈列之項目根據其功能對期間溢利淨額增加(減少)之分析：

		Six months ended 截至下列日期止六個月	
		30 September 2005 二零零五年 九月三十日 HK\$'000 千港元	30 September 2004 二零零四年 九月三十日 HK\$'000 千港元
Increase in other income	其他收入增加	43,796	-
Increase in administrative expenses	行政開支增加	(5,500)	-
Increase in finance cost	財務費用增加	(7,873)	(1,075)
		30,423	(1,075)

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The cumulative effects of the application of the new HKFRSs as at 31 March 2005 and 1 April 2005 are summarised below:

2A. 會計政策改變之影響概要 (續)

應用新香港財務報告準則對於二零零五年三月三十一日及二零零五年四月一日之累計影響概述如下：

		Effect of	Effect of	Effect of	Effect of	Effect of	As at	Effect of	As at
	As at	HKAS 1	Effect of	Effect of	Effect of	Effect of	31 March	Effect of	1 April
	2005	and	HKFRS 2	HKAS 17	HKAS 31	HKAS 32	2005	HKAS 39	2005
	於	香港會計	香港財務	香港	香港	香港	於	香港	於
	二零零五年	準則第 1	報告準則	會計準則	會計準則	會計準則	二零零五年	會計準則	二零零五年
	三月	及 27 號	第 2 號	第 17 號	第 31 號	第 32 號	三月	第 39 號	二零零五年
	三十一日	之影響	之影響	之影響	之影響	之影響	三十一日	之影響	四月一日
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	(originally stated)						(restated)		(restated)
	(原列)						(重列)		(重列)
Balance sheet items		資產負債表項目							
Property, plant and equipment	998,112	-	-	(11,486)	540	-	987,166	-	987,166
Properties held for development	17,500	-	-	(17,500)	-	-	-	-	-
Interest in a jointly controlled entity	20,454	-	-	-	(20,454)	-	-	-	-
Interests in associates	-	-	-	-	751	-	751	-	751
Investments in securities Available-for-sales	19,920	-	-	-	203	-	20,123	(20,123)	-
Prepaid lease payments	-	-	-	-	-	-	-	20,123	20,123
Inventories	38,829	-	-	-	3,691	-	42,520	-	42,520
Trade and other receivables	85,761	-	-	-	905	-	86,666	-	86,666
Bank balances and cash	695,389	-	-	-	16,626	-	712,015	-	712,015
Trade and other payables	(170,876)	-	-	-	(2,261)	-	(173,137)	-	(173,137)
Taxation	(157)	-	-	-	(1)	-	(158)	-	(158)
Convertible note	(35,900)	-	-	-	-	89	(35,811)	-	(35,811)
Amounts due to minority shareholders of subsidiaries	(133,366)	-	-	-	-	-	(133,366)	36,375	(96,991)
Bank and other borrowings	(1,323,446)	-	-	-	-	-	(1,323,446)	26,263	(1,297,183)
Other assets and liabilities	873,681	-	-	-	-	-	873,681	-	873,681
Total effects on assets and liabilities	1,085,901	-	-	-	-	89	1,085,990	62,638	1,148,628
Share capital	22,448	-	-	-	-	-	22,448	-	22,448
Share premium	907,963	-	-	-	-	708	908,671	-	908,671
Employee share-based compensation reserve	-	-	29,474	-	-	-	29,474	-	29,474
Convertible note and bonds equity reserve	-	-	-	-	-	1,354	1,354	-	1,354
Accumulated profits	42,470	-	(29,474)	-	-	(1,973)	11,023	61,870	72,893
Other reserves	15,660	-	-	-	-	-	15,660	-	15,660
Minority interests	-	97,360	-	-	-	-	97,360	768	98,128
Total effect on equity	988,541	97,360	-	-	-	89	1,085,990	62,638	1,148,628
Minority interests	97,360	(97,360)	-	-	-	-	-	-	-
	1,085,901	-	-	-	-	89	1,085,990	62,638	1,148,628

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES *(Continued)*

The financial effects of the application of the new HKFRSs to the Group's equity at 1 April 2004 are summarised below:

2A. 會計政策改變之影響概要 (續)

應用新香港財務報告準則對本集團權益於二零零四年四月一日之財務影響概述如下：

		As originally stated	Effect of HKAS 1 and HKAS 27 香港會計 準則第 1 及 27 號 之影響	Effect of HKAS 32 香港 會計準則 第 32 號 之影響	As restated
		原列 <i>HK\$000</i> 千港元	之影響 <i>HK\$000</i> 千港元	之影響 <i>HK\$000</i> 千港元	重列 <i>HK\$000</i> 千港元
Share capital	股本	15,578	-	-	15,578
Share premium	股份溢價	504,957	-	58	505,015
Convertible note and bonds equity reserve	可換股票據及 債券股本儲備	-	-	6,572	6,572
Accumulated losses	累計虧損	(85,706)	-	(1,207)	(86,913)
Other reserves	其他儲備	67,845	-	-	67,845
Minority interests	少數股東權益	-	91,121	-	91,121
Total effects on equity	對權益之影響總額	502,674	91,121	5,423	599,218

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The Group has not early applied the following new Standards or Interpretations that have been issued but are not yet effective. The Group is in the process of determining whether these are Standards or Interpretations will have any impact on the financial statements of the Group.

HKAS 1 (Amendment)

香港會計準則第 1 號 (修訂本)

HKAS 19 (Amendment)

香港會計準則第 19 號 (修訂本)

HSAS 39 (Amendment)

香港會計準則第 39 號 (修訂本)

HKAS 39 (Amendment)

香港會計準則第 39 號 (修訂本)

HKAS 39 & HKFRS 4

(Amendment)

香港會計準則第 39 號及香港
財務報告準則第 4 號 (修訂本)

HKFRS 6

香港財務報告準則第 6 號

HKFRS 7

香港財務報告準則第 7 號

HK(IFRIC) – Int 4

香港財務報告詮釋委員會
— 詮釋 4

HK(IFRIC) – Int 5

香港財務報告詮釋委員會
— 詮釋 5

HK(IFRIC) – Int 6

香港財務報告詮釋委員會
— 詮釋 6

香港財務報告詮釋委員會
— 詮釋 6

Capital Disclosures

資本披露

Actuarial Gains and Losses, Group Plans and Disclosures

精算盈虧、集團計劃及披露

Cash Flow Hedge Accounting of Forecast Intragroup Transaction

預測集團內部交易之現金流量對沖會計方法

The Fair Value Option

公平值選擇

Financial Guarantee Contracts

財務擔保合約

Exploration for and Evaluation of Mineral Resources

勘探及評估礦物資源

Financial Instruments: Disclosures

金融工具：披露

Determine whether an Arrangement Contains a Lease

釐定一項安排是否包括租約

Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

解除、恢復及環境修復基金所產生權益之權利

Liabilities arising from Participating in a Specific Market, Waste Electrical and Electronic Equipment

因參與個別市場、廢料電動及電子儀器產生之負債

2A. 會計政策改變之影響概要 (續)

本集團並未提早採納以下已頒佈但尚未生效之新準則或詮釋。本集團正嘗試確定該等準則或詮釋會否對本集團之財務報表產生任何影響。

3. SEGMENT INFORMATION

For management purposes, the Group is currently organised into five operating divisions – property investment, financial and securities investment, gas pipeline construction, sales of piped gas. These principal operating activities are the basis on which the Group reports its primary segment information.

Segment information for the six months ended 30 September 2005 and 2004 about these businesses is presented below.

3. 分項資料

就管理而言，本集團目前經營五類業務——物業投資、金融及證券投資、燃氣管道建設及銷售管道天然氣。此等主要经营業務乃本集團呈報其主要分項資料之基礎。

有關此等業務截至二零零五年及二零零四年九月三十日止六個月之分項資料載列於下文。

Six months ended 30 September 2005

截至二零零五年九月三十日止六個月

		Financial and					
		Property investment	securities investment	Gas pipeline construction	Sales of piped gas	Others	Consolidated
		物業投資	金融及 證券投資	燃氣管道建設	銷售管道 天然氣	其他	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
REVENUE	收益						
Turnover	營業額	580	-	131,433	96,107	34,400	262,520
SEGMENT RESULT	分類業績	(674)	(22)	91,000	6,964	1,102	98,370
Unallocated corporate revenue	未分配公司收益						51,369
Unallocated corporate expenses	未分配公司開支						(40,789)
Finance cost	財務費用						(21,383)
Share of result of an associate	應佔聯營公司業績						(139)
Profit before taxation	除稅前溢利						87,428
Taxation	稅項						(147)
Profit for the period	本期間溢利						87,281

3. SEGMENT INFORMATION (Continued)

3. 分項資料 (續)

Six months ended 30 September 2004

截至二零零四年九月三十日止六個月

		Property investment	Financial and securities investment	Gas pipeline construction	Sales of piped gas	Others	Consolidated
		物業投資	金融及證券投資	燃氣管道建設	天然氣銷售管道	其他	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
REVENUE	收益						
Turnover	營業額	397	-	141,109	36,478	9,740	187,724
SEGMENT RESULT	分類業績	75	(1,852)	111,432	5,160	(52)	114,763
Unallocated corporate revenue	未分配公司收益						2,165
Unallocated corporate expenses	未分配公司開支						(15,822)
Finance cost	財務費用						(8,605)
Loss on disposal of subsidiaries	出售附屬公司之虧損						(1,650)
Profit before taxation	除稅前溢利						90,851
Taxation	稅項						(250)
Profit for the period	本期間溢利						90,601

4. FINANCE COSTS

4. 融資成本

		Six months ended	
		截至下列日期止六個月	
		30 September	30 September
		2005	2004
		二零零五年	二零零四年
		九月三十日	九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited and restated)
		(未經審核)	(未經審核及 重列)
Interest on:	以下各項之利息：		
– Bank loans and other borrowings wholly repayable within five years	– 須於五年內全數償還之銀行貸款及其他借款	24,476	13,476
– Bank loans not wholly repayable within five years	– 毋須於五年內全數償還之銀行貸款	19,487	6,225
– Obligation under a hire purchase contract	– 租購合約承擔	6	10
Imputed interest expenses on other borrowings using the effective interest method	就其他借款以實際利息法計算之利息開支	2,356	–
Imputed interest expenses on amount due to a minority shareholder of a subsidiary using the effective interest method	就應付一家附屬公司少數股東款項以實際利息法計算之利息開支	3,132	–
Effective interest expenses on convertible note	可換股票據之實際利息開支	145	918
Effective interest expenses on convertible bonds	可換股債券之實際利息開支	3,071	844
		52,673	21,473
Less: Interest capitalised to construction in progress	減：在建工程之資本化利息	(31,290)	(12,868)
		21,383	8,605

5. PROFIT BEFORE TAXATION

5. 除稅前溢利

		Six months ended	
		截至下列日期止六個月	
		30 September	30 September
		2005	2004
		二零零五年	二零零四年
		九月三十日	九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Profit before taxation has been arrived at after charging (crediting):	經營溢利 已扣除（計入） 下列各項：		
Depreciation	折舊	8,857	3,912
Interest income	利息收入	(6,860)	(1,250)
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損（收益）	245	7
Share of tax of jointly controlled entities	分佔共同控制實體 之稅項	77	-
Fair value adjustment on initial recognition on other borrowings	就初步確認其他借款 作出之公平值調整	(15,134)	-
Fair value adjustment on initial recognition on amount due to a minority shareholder of a subsidiary	就初步確認應付一家 附屬公司少數股東 款項作出之公平值 調整	(28,662)	-

6. TAXATION

6. 稅項

		Six months ended 截至下列日期止六個月	
		30 September 2005 二零零五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	30 September 2004 二零零四年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)
Income tax in the PRC (other than Hong Kong)	中國所得稅 (香港除外)	147	250

No Hong Kong Profits Tax is payable by the Company or its subsidiaries operating in Hong Kong since they had no assessable profit for either period. Income tax in the PRC has been provided at the prevailing rates on the estimated assessable profit applicable to each individual company within the Group in the PRC.

No provision for deferred taxation has been recognized in the financial statements as the amount involved is insignificant.

由於本公司及其於香港經營之附屬公司於各期內概無任何應課稅溢利，故並無應付香港利得稅。本集團於中國經營之各附屬公司已按合適的預期應課稅溢利，以現行稅率繳納中國所得稅。

由於遞延稅項數字輕微，故財務報表中並無確認遞延稅項撥備。

7. EARNINGS PER SHARE

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

7. 每股盈利

母公司普通股本持有人應佔每股基本及攤薄盈利乃根據下表載列數據計算：

		Six months ended 截至下列日期止六個月	
		30 September 2005 二零零五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	30 September 2004 二零零四年 九月三十日 HK\$'000 千港元 (unaudited and restated) (未經審核及 重列)
Earnings	盈利		
Earnings for the purpose of basic earning per share (profit for the period attributable to equity holders of the parent)	計算每股基本盈利之盈利 (母公司股東應佔期內溢利)	77,855	64,974
Effect of dilutive potential ordinary shares:	普通股潛在攤薄之影響：		
Interest on convertible note and convertible bonds	可換股票據及可換股債券之利息	3,216	1,762
Earnings for the purposes of diluted earnings per share	計算每股攤薄盈利之盈利	81,071	66,736
<i>Number of shares</i>		'000	'000
<i>股份數目</i>		千股	千股
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利之普通股加權平均數	2,424,690	1,712,490
Effect of dilutive potential ordinary shares:	普通股潛在攤薄之影響：		
Share options	購股權	228,176	-
Convertible note	可換股票據	3,967	21,150
Convertible bonds	可換股債券	91,012	69,259
Warrants	認股權證	45,730	-
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	2,793,575	1,802,899

7. EARNINGS PER SHARE *(Continued)*

The computation of diluted earnings per share for the six months ended 30 September 2005 did not assume the exercise of the Company's outstanding share options as the exercise price was higher than the average market price for shares.

8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment of approximately HK\$124,231,000 (year ended 31 March 2005: HK\$757,425,000) of which none of them (year ended 31 March 2005: HK\$108,376,000) was acquired through acquisition of subsidiaries.

During the period, the Group disposed of property, plant and equipment at carrying value of HK\$529,000 (year ended 31 March 2005: HK\$69,000).

7. 每股盈利 (續)

計算截至二零零五年九月三十日止六個月之每股攤薄盈利時，並無假定行使本公司尚未行使之購股權（因為當時行使價較每股平均市值為高）。

8. 物業、廠房及設備變動

期內，本集團購入約 124,231,000 港元（截至二零零五年三月三十一日止年度：757,425,000 港元）之物業、廠房及設備，其中並無任何金額乃透過收購附屬公司收購所得（截至二零零五年三月三十一日止年度：約 108,376,000 港元）。

期內，本集團已出售賬面值 529,000 港元（截至二零零五年三月三十一日止年度：69,000 港元）之物業、廠房及設備。

9. TRADE AND OTHER RECEIVABLES

The Group allows an average credit period of 30 – 60 days to its trade customers.

The following is an aged analysis of trade and other receivables at the reporting date:

9. 應收賬款及其他應收款項

本集團給予其客戶之平均信貸期為 30 日 – 60 日。

於申報日期，應收賬款及其他應收款項之賬齡分析如下：

		30 September 2005 二零零五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2005 二零零五年 三月三十一日 HK\$'000 千港元 (audited and restated) (經審核及重列)
0 – 30 days	0 – 30 日	28,519	7,930
31 – 60days	31 – 60 日	7,902	11,487
61 – 90 days	61 – 90 日	72	78
91 – 120 days	91 – 120 日	7,501	2,295
121-180 days	121 – 180 日	14,321	1,080
Over 180 days	180 日以上	12,645	7,070
Trade receivables	應收賬款	70,960	29,940
Other receivables, deposits and prepayments	其他應收款項、 按金及預付款項	97,993	56,231
Amount due from minority shareholders of subsidiaries	應收一家附屬公司 少數股東款項	643	495
		169,596	86,666

10. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and other payables at the reporting date:

10. 應付賬款及其他應付款項

於申報日期，應付賬款及其他應付款項之賬齡分析如下：

		30 September 2005 二零零五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31 March 2005 二零零五年 三月三十一日 HK\$'000 千港元 (audited and restated) (經審核及重列)
0 – 60 days	0 – 60 日	38,999	50,827
61 – 90 days	61 – 90 日	16,825	6,866
91 – 120 days	91 – 120 日	3,051	6,199
121 – 180 days	121 – 180 日	13,082	14,495
Over 180 days	180 日以上	35,042	18,170
Trade payables	應付賬款	106,999	96,557
Other payables and accrued charges	其他應付款項 及應計費用	115,673	76,580
		222,672	173,137

11. BANK AND OTHER BORROWINGS

During the period, the Group obtained new bank and other borrowings of approximately HK\$520,639,000, of which approximately HK\$42,279,000 bears interest at not more than 2% per annum and the remaining borrowings bear interest at market rates. All of the new bank and other borrowings are not repayable within one year.

During the period, the Group repaid bank and other borrowings of HK\$140,162,000.

11. 銀行及其他借貸

期內，本集團取得新造銀行及其他借款約 520,639,000 港元，其中 42,279,000 港元按不高於 2 厘之年利率計息，而其餘借款則按市場利率計息。所有新造銀行及其他借款皆毋須於一年內償還。

期內，本集團已償還銀行及其他借款 140,162,000 港元。

12. SHARE CAPITAL**12. 股本**

		Number of shares	Share capital
		股份數目	股本
		'000	HK\$'000
		千股	千港元
Ordinary shares of HK\$0.01 each issued and fully paid:	每股面值 0.01 港元之 已發行及繳足股款普通股：		
At 1 April 2005	於二零零五年四月一日	2,244,813	22,448
Issue of new ordinary shares	發行新普通股	210,000	2,100
Exercise of share options	行使購股權	17,700	177
At 30 September 2005	於二零零五年九月三十日	2,472,513	24,725

13. CAPITAL COMMITMENTS

(i) On 24 October 2004, a subsidiary of the Company entered into an agreement with 滄州市人民政府 (Cangzhou Municipal Government), pursuant to which all parties have agreed to establish a sino-foreign equity joint venture company (“Cangzhou JV”) in the PRC which principally engages in the design, construction and operation of natural gas pipeline network and ancillary facilities as well as provision of piped natural gas in Cangzhou. Pursuant to the terms of the agreement, the subsidiary will contribute HK\$35,000,000 to Cangzhou JV. Cangzhou JV will be owned as to 70% by the Group, 30% by 滄州市人民政府 (Cangzhou Municipal Government).

(ii) On 5 November 2004, two wholly owned subsidiaries of the Company signed a cooperation agreement with 廣西壯族自治區玉林市建設局 (Guangxi Zhuang Autonomous Region Yulin City Construction Bureau) and obtained the exclusive operation right on natural gas business in Yulin City for a term of 30 years. The Group will invest RMB20,000,000 to set up a wholly foreign-owned enterprise. As at 30 September 2005, the outstanding capital commitment amounted to RMB11,250,000.

(iii) On 31 March 2005, a wholly owned subsidiary of the Company signed a cooperation agreement with 杭州市蕭山區人民政府 (People’s Government of Xiaoshan district of Hangzhou City), and obtained the exclusive operation right on natural gas business in Xiaoshan district of Hangzhou city for a term of 30 years. The Group will invest RMB100,000,000 to set up a wholly foreign-owned enterprise, which principally engages in the design, construction and operation of natural gas pipeline network and ancillary facilities as well as provision of piped natural gas in Xiaoshan district of Hangzhou city.

13. 資本承擔

(i) 於二零零四年十月二十四日，本公司一家附屬公司與滄州市人民政府訂立協議。據此，各方同意於中國成立一家中外合資經營公司（「滄州合資公司」），主要於滄州從事設計、建造及經營天然氣管道網絡及配套設施，以及提供管道天然氣。根據協議之條款，該附屬公司將向滄州合資公司出資 35,000,000 港元。滄州合資公司將分別由本集團及滄州市人民政府擁有 70% 及 30% 權益。

(ii) 於二零零四年十一月五日，本公司兩家全資附屬公司與廣西壯族自治區玉林市建設局簽訂合作協定，並取得玉林市天然氣業務之專營權，為期 30 年。本集團將投資人民幣 20,000,000 元用作成立外商獨資企業。於二零零五年九月三十日，餘下資本承擔為人民幣 11,250,000 元。

(iii) 於二零零五年三月三十一日，本公司全資附屬公司與杭州市蕭山區人民政府簽訂合作協定，並取得杭州市蕭山區天然氣業務之專營權，為期 30 年。本集團將投資人民幣 100,000,000 元用作成立外商獨資企業，以主要從事杭州市蕭山區天然氣管道網絡及配套設施之設計、建造及經營，並提供管道天然氣。

13. CAPITAL COMMITMENTS (Continued)

- (iv) On 11 April 2005, a subsidiary of the Company entered into an agreement with 紹興縣中國輕紡城管道燃氣有限公司 (Shaoxing County China Qing Fang City Piped Gas Company Limited) (“PRC Party”) pursuant to which all parties have agreed to establish a sino-foreign equity joint venture company, Shaoxing Zhongran City Gas Development Co., Ltd. (“Shaoxing JV”) in the PRC which principally engages in the design, construction and operation of natural gas pipeline network and ancillary facilities as well as provision of piped natural gas in Shaoxing. Pursuant to the terms of the agreement, the subsidiary will contribute RMB38,500,000 to Shaoxing JV. The registered capital of Shaoxing JV will be RMB70,000,000.
- (v) In April 2005, a subsidiary of the Company entered into a cooperation agreement with 鳳台縣人民政府 (People’s Government of Fengtaixian) pursuant to which a wholly owned subsidiary namely Fengtai Zhongran City Gas Development Company Ltd (“Fengtai Zhongran”) will be formed and owned by the Group. The registered capital of Fengtai Zhongran will be RMB5,000,000.
- (vi) In April 2005, a subsidiary of the Company entered into a cooperation agreement with 霍山縣人民政府 (People’s Government of Huoshanxian) pursuant to which a wholly owned subsidiary namely Huoshan Zhongran City Gas Development Company Ltd (“Huoshan Zhongran”) will be formed and owned by the Group. Huoshan Zhongran was established on 24 June 2005 with registered capital of RMB5,000,000. As at 30 September 2005, the outstanding capital commitment amounted to RMB1,500,000.

13. 資本承擔 (續)

- (iv) 於二零零五年四月十一日，本公司附屬公司與紹興縣中國輕紡城管道燃氣有限公司（「中國訂約方」）訂立協議。訂約雙方同意據此於中國成立中外合資公司紹興中燃城市燃氣發展有限公司（「紹興合資公司」），以主要從事紹興縣天然氣管道網絡及配套設施之設計、建造及經營，並提供管道天然氣。根據協議之條款，該附屬公司將向紹興合資公司注資人民幣 38,500,000 元。紹興合資公司之註冊資本將為人民幣 70,000,000 元。
- (v) 於二零零五年四月，本公司附屬公司與鳳台縣人民政府訂立合作協定，並據此成立全資附屬公司鳳台中燃城市燃氣發展有限公司「鳳台中燃」，鳳台中燃由本集團擁有。鳳台中燃之註冊資本為人民幣 5,000,000 元。
- (vi) 於二零零五年四月，本公司附屬公司與霍山縣人民政府訂立合作協定，並據此成立全資附屬公司霍山中燃城市燃氣發展有限公司（「霍山中燃」），而霍山中燃由本集團擁有，並於二零零五年六月二十四日成立，其註冊資本為人民幣 5,000,000 元。於二零零五年九月三十日，尚餘資本承擔為人民幣 1,500,000 元。

13. CAPITAL COMMITMENTS (Continued)

(vii) On 9 May 2005, a subsidiary of the Company entered into a cooperation agreement with 廣水市人民政府 (People's Government of Guangshui) pursuant to which a wholly owned subsidiary namely Guangshui Zhongran City Gas Development Company Ltd ("Guangshui Zhongran") will be formed and owned by the Group. Guangshui Zhongran will have registered capital of HK\$7,500,000.

(viii) On 6 August 2005, an agreement was entered into between Zhongran Investment Limited and 望都縣人民政府 (People's Government of Wangduxian) to establish a wholly foreign-owned enterprise namely Wangdu Zhongran City Gas Development Company Limited. The registered capital is HK\$3,000,000.

Save as disclosed above, as at 30 September 2005, the Group has capital commitments in respect of the acquisition for property, plant and equipment and construction materials for property, plant and equipment contracted for but not provided in the financial statements amounting to HK\$587,396,000 (31 March 2005: HK\$661,157,000) and HK\$480,290,000 (31 March 2005: HK\$405,968,000), respectively.

13. 資本承擔 (續)

(vii) 於二零零五年五月九日，本公司附屬公司與廣水市人民政府訂立合作協定，並據此成立全資附屬公司廣水中燃城市燃氣發展有限公司（「廣水中燃」），廣水中燃由本集團擁有。廣水中燃之註冊資本為 7,500,000 港元。

(viii) 於二零零五年八月六日，中燃投資有限公司與望都縣人民政府訂立協議，成立外商獨資企業望都中燃城市燃氣發展有限公司。註冊資本為 3,000,000 港元。

除上文所披露者外，於二零零五年九月三十日，本集團就已訂約收購但尚未於財務報表上撥備之物業、廠房及設備以及物業、廠房及設備之建材分別作出為數 587,396,000 港元（二零零五年三月三十一日：661,157,000 港元）及 480,290,000 港元（二零零五年三月三十一日：405,968,000 港元）之資本承擔。

14. PLEDGE OF ASSETS

The Group pledged property, plant and equipment having a net book value of approximately HK\$389,638,000 (31 March 2005: HK\$399,393,000) and certain subsidiaries pledged their own investments in other subsidiaries to banks to secure loan facilities granted to the Group.

15. RELATED PARTY TRANSACTIONS

During the period, the Group purchased gas for total amount of approximately HK\$4,078,000 (year ended 31 March 2005: HK\$23,711,000) from minority shareholders of subsidiaries for the price agreed by both parties.

16. POST BALANCE SHEET EVENTS

(i) On 28 October 2005, the Company entered into the subscription agreements with Templeton Strategic Emerging Markets Fund II (“TSEMF II”) and Nederlandse Financierings – Maatschappij Voor Ontwikkelingslanden N.V. (“FMO”) pursuant to which TSEMF II and FMO has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 133,000,000 ordinary shares at a subscription price of HK\$1.16 per share. A summary of the terms of the agreement is set out in the announcement of the Company dated 28 October 2005.

14. 資產抵押

本集團將賬面淨值約 389,638,000 港元（二零零五年三月三十一日：399,393,000 港元）之物業、廠房及設備及其他若干附屬公司之投資押予銀行，作為授予本集團之貸款融通之抵押。

15. 有關連人士交易

期內，本集團以雙方協定之價格向附屬公司少數股東合共購入約 4,078,000 港元（截至二零零五年三月三十一日止年度：23,711,000 港元之燃氣。

16. 結算日後事項

(i) 於二零零五年十月二十八日，本公司與鄧普頓新興市場基金 II（「TSEMF II」）及 Nederlandse Financierings – Maatschappij Voor Ontwikkelingslanden N.V.（「FMO」）訂立認購協議，據此 TSEMF II 及 FMO 有條件同意認購而本公司有條件同意配發及發行合共 133,000,000 股普通股，每股股份之認購價為 1.16 港元。有關此協議之條款概要載於本公司於二零零五年十月二十八日發表之公佈內。

16. POST BALANCE SHEET EVENTS (Continued)

(ii) On 11 November 2005, a joint venture agreement is entered into between Zhongran Investment Limited (“Zhongran Investment”), a wholly owned subsidiary of the Company, 揚州市城建國有資產控股(集團)有限公司 (Yangzhou City Construction National Assets Holdings (Group) Company Limited) (“Yangzhou Holdings”) and Hantan Xin Xing Heavy Machinery Company Limited, pursuant to which a joint venture will be established in Yangzhou City, Jiangsu Province, PRC (“Yangzhou JV”). The Yangzhou JV will be engaged principally in the natural gas business and will be owned beneficially as to 50% by Yangzhou Holdings and 50% by Zhongran Investment. The registered capital of Yangzhou JV will be RMB369,000,000 of which RMB215,500,000 will be contributed by Zhongran Investment by way of cash. A summary of the terms of the agreement is set out in the announcement of the Company dated 14 November 2005.

(iii) On 28 November 2005, the Company entered into a subscription agreement with Oman Oil Company S.A.O.C. (“Oman Oil”), pursuant to which Oman Oil has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 210,000,000 ordinary shares at a subscription price of HK\$1.185 per share. A summary of the terms of the agreement is set out in the announcement of the Company dated 29 November 2005.

16. 結算日後事項 (續)

(ii) 於二零零五年十一月十一日，本公司之全資附屬公司中燃投資有限公司（「中燃投資」）、揚州市城建國有資產控股（集團）有限公司（「揚州控股」）及邯鄲新興重型機械有限公司訂立合營協議，據此，一家合資公司（「揚州合資公司」）將於中國江蘇省揚州市成立，並將主要從事天然氣業務。揚州合資公司將由揚州控股及中燃投資各自實益擁有 50% 權益。揚州合資公司之註冊資本將為人民幣 369,000,000 元，其中人民幣 215,500,000 元將由中燃投資以現金出資。有關此協議之條款概要載於本公司於二零零五年十一月十四日發表之公佈內。

(iii) 於二零零五年十一月二十八日，本公司與 Oman Oil Company S.A.O.C.（「Oman Oil」）訂立認購協議，據此，Oman Oil 有條件同意認購而本公司有條件同意配發及發行合共 210,000,000 股普通股，每股股份之認購價為 1.185 港元。有關此協議之條款概要載於本公司於二零零五年十一月二十九日發表之公佈內。

16. POST BALANCE SHEET EVENTS (Continued)

(iv) On 28 November 2005, a agreement is entered into between 寶雞市天然氣總公司 (Baoji City Gas Company) ("Baoji Gas") and Zhongran Investment pursuant to which a joint venture will be established in Boaji city, Shaanxi Province, PRC ("Baoji JV"). Baoji JV will be engaged principally in the natural gas business and will be owned as to 64% by Zhongran Investment, 34% by Baoji Gas and 2% by the management of the Baoji JV. The registered capital of the Baoji JV will be RMB281,356,400 of which RMB180,068,100 will be contributed by Zhongran Investment. A summary of the terms of the agreement is set out in the announcement of the Company dated 29 November 2005.

(v) On 6 December 2005, the Company entered into a agreement with 柳州市投資控股有限公司 (Liuzhou City Investment Holdings Limited) ("Liuzhou Holdings") pursuant to which the Company agreed to acquire and Luizhou Holdings agreed to sell 50% equity interests in 柳州市煤氣公司 (Liuzhou City Gas Company) for an aggregate consideration of RMB140,380,000. A summary of the terms of the agreement is set out in the announcement of the Company dated 7 December 2005.

16. 結算日後事項 (續)

(iv) 於二零零五年十一月二十八日，寶雞市天然氣總公司（「寶雞天然氣」）與中燃投資訂立協議，據此，一家合資公司（「寶雞合資公司」）將於中國陝西省寶雞市成立。寶雞合資公司將主要從事天然氣業務，並將由中燃投資、寶雞天然氣及寶雞合資公司管理層分別擁有 64%、34% 及 2%。寶雞合資公司之註冊資本將為人民幣 281,356,400 元，其中人民幣 180,068,100 元將由中燃投資出資。有關此協議之條款概要載於本公司於二零零五年十一月二十九日發表之公佈內。

(v) 於二零零五年十二月六日，本公司與柳州市投資控股有限公司（「柳州控股」）訂立協議，據此，本公司同意購入而柳州控股同意出售柳州市煤氣公司之 50% 股權，所涉及之總代價為人民幣 140,380,000 元。有關此協議之條款概要載於本公司於二零零五年十二月七日發表之公佈內。

INTERIM DIVIDEND

Given the cash need for continual business expansion, the Directors resolved not to recommend the payment of an interim dividend for the six months ended 30 September 2005 (six months ended 30 September 2004: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is principally engaged in investment in, and the operation and management of, gas pipeline infrastructure and the sale and distribution of piped natural gas and compressed natural gas in China.

During the period under review, we adjusted slightly our investment strategy by participating actively into and investment into natural gas projects with population over million of people and the results were promising. Furthermore, the Company raised funds through issue of convertible bonds, introduction of strategic investors to subscribe for the shares of the Company and by bank loans to fulfill the capital requirement of our natural gas projects.

We had accumulated a total of 47 cities and districts piped natural gas projects with exclusive operating rights over 9 provinces and two natural gas long distance pipeline projects by mid-December 2005.

中期股息

鑒於本集團仍需現金繼續拓展業務，董事建議不派發截至二零零五年九月三十日止六個月之中期股息（截至二零零四年九月三十日止六個月：無）。

管理層討論及分析

本集團主要於中國從事投資、經營及管理管道天然氣公共建設工程及買賣及分銷管道天然氣和壓縮天然氣。

於回顧期間，我們稍微調整了投資策略，將投資目標放在人口超過百萬的城市，並取得了滿意的效果。同時，本公司亦通過發行可換股債券、引入策略性投資者認購公司股份及通過銀行貸款以滿足本集團於天然氣項目的資金要求。

截至二零零五年十二月中旬，本集團合共取得 9 個省共 47 個城市及地區的城市管道燃氣專營權項目及 2 個天然氣長輸管道項目。

Business Review

For the six months ended 30 September 2005, turnover of the Group amounted to HK\$262,520,000 (six months ended 30 September 2004: HK\$187,724,000). Profit for the period was HK\$87,281,000 (six months ended 30 September 2004: profit of HK\$90,601,000). Earnings per share were HK3.21 cents (six months ended 30 September 2004: HK3.79 cents).

Construction of Piped Gas Networks

During the period under review, the Group had built gas pipelines of total length of approximately 732.4 km.

As at 30 September 2005, the total number of completed city piped gas reached 24 cities.

The Group's gas pipeline construction fee income amounted to approximately HK\$131,433,000 representing 50.1% of the Group's total turnover for the period under review and a decrease of 6.8% as compared to corresponding period last year.

As at 30 September 2005, the Group completed natural gas connections for 59,156 domestic households, a decrease of 6.0% compared to the same period last year. Accumulated connected domestic households reached 470,220 households during the period under review, representing 10.5% of the total gas connectable domestic households for the Group. Average connection fee paid by the domestic households was RMB2,349 per household.

業務回顧

截至二零零五年九月三十日止六個月本集團營業額為 262,520,000 港元（截至二零零四年九月三十日止六個月：187,724,000 港元）。期內溢利為 87,281,000 港元（截至二零零四年九月三十日止六個月：盈利 90,601,000 港元）。每股盈利為 3.21 港仙（截至二零零四年九月三十日止六個月：3.79 港仙）。

管道燃氣網絡建設

於回顧期內，本集團修建各種管線共約 732.4 公里。

於二零零五年九月三十日，集團已實現天然氣通氣的城市達 24 個。

燃氣管道建設費收入約為 131,433,000 港元，比去年同期減少 6.8%，接駁費收入佔集團年度內總營業額的比例約為 50.1%。

於二零零五年九月三十日，本集團總共為 59,156 個住宅用戶接駁天然氣，比去年同期減少 6.0%。於回顧期內，本集團累計住宅用戶達 470,220 個，佔集團整體可供接駁住宅用戶的 10.5%。平均每個住宅用戶的接駁費為人民幣 2,349 元。

For the industrial and commercial customers, as at 30 September 2005, the Group completed natural gas connections for 10 industrial customers and 32 commercial customers and accumulated connected industrial customers reached 36 users and commercial customers reached 530 users. Average connection fee paid by industrial and commercial users was RMB22.7 per cubic meter per day during the period under review.

Sale of Piped Gas

During the period under review, the Group sold in total 59,391,840 m³ of natural gas of which 8,928,990 m³ natural gas was sold to domestic households, 47,362,430 m³ to industrial customers and 3,100,420 m³ to commercial customers. During the period under review, the Group sold in total 343,600 m³ of other piped gas, mainly the sales of liquefied petroleum gas, of which 240,600 m³ was sold to domestic households and 103,000 m³ to industrial customers. Income from the sales of piped gas recorded a total of HK\$96,107,000, representing 36.6% of the Group's total turnover for the period and an increase of 163.5% compared to the corresponding period last year, of which HK\$94,817,000 belonged to the sales of natural gas and HK\$1,290,000 belonged to the sales of other piped gas.

Average selling price (including tax) was RMB2.12 per cubic meter for domestic customers, RMB1.78 per cubic meter for industrial customers and RMB2.60 per cubic meter for commercial customers during the period under review.

於二零零五年九月三十日，本集團總共為 10 個工業用戶與 32 個商業用戶接駁天然氣，累計有工業用戶達 36 個，商業用戶達 530 個。於本期間平均每個工商業用戶按日供氣量需付接駁費為每立方米人民幣 22.7 元。

管道燃氣銷售

於期間本集團合共銷售 59,391,840 立方米天然氣，其中住宅用戶佔 8,928,990 立方米，工業用戶佔 47,362,430 立方米，商業用戶佔 3,100,420 立方米。於期間本集團合共銷售其他管道燃氣 343,600 立方米，主要為液化石油氣銷售，其中住宅用戶佔 240,600 立方米，工業用戶佔 103,000 立方米。集團管道燃氣銷售收入為 96,107,000 港元，佔本集團年度內營業總額的 36.6%，比去年同期增長 163.5%，其中天然氣銷售收入為 94,817,000 港元，其他管道燃氣銷售收入為 1,290,000 港元。

於回顧期內，天然氣住宅用戶每立方米平均售價（含稅）為人民幣 2.12 元，工業用戶每立方米平均售價（含稅）為人民幣 1.78 元及商業用戶每立方米平均售價（含稅）為人民幣 2.60 元。

Gross Profit Margin and Net Profit Margin

During the period under review, the Group realized revenue of HK\$262,520,000 and gross profit of HK\$128,160,000, representing 48.8% of the Group's overall gross profit margin. The Group realized net profit of HK\$87,281,000, representing an overall net profit margin of 33.2%. There are decreases in both gross profit margin and net profit margin of 13.9% and 15.1% respectively compared to the corresponding period last year.

New Natural Gas Joint Venture Companies

By mid-December 2005, the Group had accumulated 47 cities and districts piped natural gas projects with exclusive operating rights in 9 provinces. New projects included Baoji city in Shaanxi province, Yangzhou city in Jiangsu province, Liuzhou city in Guangxi Zhuang Autonomous Region and Wangduxian in Hebei province.

In August 2005, the Group through its subsidiary, signed an agreement with People's Government of Wangduxian (望都縣人民政府) for the establishment of a wholly owned subsidiary in Wangduxian namely Wangdu Zhongran which would be engaged in the natural gas project in Wangduxian, Hebei province with an exclusive right for the operation of the piped gas business for 30 years. Wangdu Zhongran had a registered capital of HK\$3,000,000.

毛利率及純利率

本集團於回顧期內實現營業收入為 262,520,000 港元，實現毛利 128,160,000 港元，本集團的整體毛利率為 48.8%。實現純利 87,281,000 港元，本集團整體純利率為 33.2%。毛利率及純利率比去年同期分別減少 13.9% 和 15.1%。

新組建的天然氣合資公司

截至二零零五年十二月中旬，本集團累計擁有 9 個省共 47 個城市及地區的城市管道燃氣專營權項目。新增項目包括陝西省寶雞市、江蘇省揚州市、廣西壯族自治區柳州市和河北省望都縣。

二零零五年八月，本集團通過下屬公司，與望都縣人民政府簽署了合作協議，取得河北省望都縣 30 年的管道燃氣專營權，新成立的望都中燃為本集團全資擁有。望都中燃的註冊資本為 3,000,000 港元。

In October 2005, in response to the tender made by the Group regarding its investment in Yangzhou city, the Group was granted the license for a period of 25 years to operate natural gas project in Yangzhou city, Jiangsu province. The new joint venture company would be named as Yangzhou Zhongran and would be beneficially owned as to 50% by the Group and as to 50% by 揚州市城建國有資產控股（集團）有限公司 (Yangzhou City Construction National Assets Holdings (Group) Company Limited) and it would have a registered capital of RMB369,000,000.

In November 2005, the Group through its subsidiary, signed a joint venture agreement with 寶雞市天然氣總公司 (Baoji City Gas Company) for the establishment of a joint venture company to be engaged in the natural gas project in Baoji city, Shaanxi province with an exclusive right for the operation of the piped gas business for 30 years. The joint venture company would have a registered capital of RMB281,356,400 and would be owned as to 64% by the Group, 34% by Baoji City Gas Company and 2% by the management of the joint venture company.

In December 2005, the Group through its subsidiary, acquired 50% interest in 柳州市煤氣公司 (Liuzhou City Gas Company) and obtained the piped gas operating right in Liuzhou city, Guangxi Zhuang Autonomous Region for a period of 30 years.

二零零五年十月，本集團投標競得江蘇省揚州市 25 年天然氣工程經營權。新成立的合資公司被命名為揚州中燃，本集團與揚州市城建國有資產控股（集團）有限公司各持有 50% 的權益，註冊資本為人民幣 369,000,000 元。

二零零五年十一月，本集團通過下屬公司，與寶雞市天然氣總公司簽署合營協議，成立合資公司以在陝西省寶雞市經營天然氣項目。合資公司擁有該市之 30 年管道燃氣專營權。合資公司註冊資本為人民幣 281,356,400 元，其中 64% 權益由本集團持有，34% 權益由寶雞市天然氣總公司持有，2% 由合資公司管理層持有。

二零零五年十二月，本集團通過下屬公司，收購柳州市煤氣公司 50% 的股權，取得廣西壯族自治區柳州市 30 年管道燃氣專營權。

Financial Review

Liquidity and Financial Resources

As at 30 September 2005, the total assets of the Group were HK\$3,904,465,000, an increase by approximately 41.8% as compared to 31 March 2005.

As at 30 September 2005, bank balances and cash on hand was HK\$1,601,881,000 (31 March 2005: HK\$712,015,000). The Group's total bank and other borrowings amounted to HK\$1,690,817,000 (31 March 2005: HK\$1,323,446,000), of which approximately 3.8% would be due within one year and the remaining portion over one year. During the period under review, the Group obtained new bank and other borrowings of approximately HK\$520,639,000 of which approximately HK\$42,279,000 bears interest at not more than 2% per annum and the remaining borrowings bear interest at market rates. All of the new bank and other borrowings are not repayable within one year.

The Group has a current ratio of approximately 7.94 (31 March 2005: 3.19) and the net gearing ratio was 0.36 (31 March 2005: 0.72). The calculation of net gearing ratio was based on the net borrowings of HK\$546,080,000 (total borrowing of HK\$2,147,961,000 less bank balance and cash of HK\$1,601,881,000) and the net assets of HK\$1,532,815,000 as at 30 September 2005.

財務回顧

流動資金及財務資源

於二零零五年九月三十日，本集團總資產值為 3,904,465,000 港元，與二零零五年三月三十一日比較，增加約 41.8%。

於二零零五年九月三十日，本集團持有銀行結存及現金 1,601,881,000 港元（二零零五年三月三十一日：712,015,000 港元）。本集團總銀行貸款及其他貸款為 1,690,817,000 港元，（二零零五年三月三十一日：1,323,446,000 港元），而其約 3.8% 於一年到期，餘下超過一年，於回顧期內，新增貸款總額約 520,639,000 港元，而其中約 42,279,000 港元之年利息少於 2%，餘下按市場年利息計算，所有新增貸款還款期全部超過一年。

本集團流動比率約為 7.94（二零零五年三月三十一日：3.19），淨資本負債比率為 0.36（二零零五年三月三十一日：0.72），淨資本負債比率之計算是根據淨借款 546,080,000 港元（總借款 2,147,961,000 港元減銀行結餘及現金 1,601,881,000 港元）及於二零零五年九月三十日之淨資產值 1,532,815,000 港元計算。

The Group does not anticipate any material foreign exchange exposure as most of the revenue and expenses of the Group are dominated in Hong Kong dollars and Renminbi. However, the Group has arranged for interest rate swap contracts for the bank loans and developing purpose term loans which are based on floating interest rates in order to fix the interest rate exposure.

The Group's operating and capital expenditures are funded by operating cash flow, subscription monies from strategic investors, bank loans, the 1% per annum 5-year convertible bonds, term loan facility for developing purpose and the syndicated bank loans. The Group has sufficient sources of funds to meet future capital expenditure and working capital requirements.

Capital Structure

In June 2005, a conditional subscription agreement was entered into among the Company, CQS Convertible and Quantitative Strategies Master Fund Limited ("CQS"), and Courtenay Enterprises Limited ("Courtenay") for the issue of an aggregate principal amount of US\$40,000,000 1% per annum convertible bonds due 2010 (the "Bonds") by the Company to CQS and Courtenay. CQS has agreed to subscribe for an aggregate of principal amount of US\$25,000,000 and Courtenay has agreed to subscribe for an aggregate of principal amount of US\$15,000,000. The initial conversion price of the Bonds is HK\$1.731 and the maturity date is 29 June 2010. Completion of the issuance of the Bonds had taken place on 29 June 2005 and the net proceeds of approximately HK\$301,860,000 were received.

由於本集團大部份收益及支出為港元及人民幣，所以外匯風險對本集團並沒有太重要的影響；但由於本集團所獲得的銀行貸款和開發性金融貸款以浮動息率計算，為減低利率風險，本集團已為有關貸款進行利率交換，以固定有關利率。

現時本集團之營運及資本性開支之來源為營運現金收入、策略股東之認購資金、銀行貸款、五年期年息一厘的可換股債券、開發性金融貸款及銀團貸款，因此本集團有足夠資金應付未來資本性支出及營運需要。

資本結構

於二零零五年六月，集團與 CQS Convertible and Quantitative Strategies Master Fund Limited (「CQS」)及 Courtenay Enterprises Limited (「Courtenay」) 訂立有條件認購協議，發行四千萬美元，年息一厘的可換股債券（「債券」）有效期到二零一零年。CQS 及 Courtenay 分別同意認購 25,000,000 美元及 15,000,000 美元債券。換股價為 1.731 港元，債券到期日為二零一零年六月二十九日。所得款項淨額約為 301,860,000 港元。認購交易已於二零零五年六月二十九日完成。

In October 2005, the Company entered into two subscription agreements with two international investors – Templeton Strategic Emerging Markets Fund II, LDC and Nederlandse Financierings – Maatschappij Voor Ontwikkelingslanden, N.V. (“FMO”) respectively for the placement and subscription of a total of 133,000,000 shares of the Company at a subscription price of HK\$1.16 per share. Net proceeds of approximately HK\$153,000,000 were received and completion of the transaction took place in the end of November 2005.

In October 2005, the Company signed a term loan facility agreement in the amount of US\$50,000,000 with FMO and Societe De Promotion Et De Participation Pour La Cooperation Economique S.A. (“Proparco”). Each of FMO and Proparco is a development finance institution providing financing solutions for companies in developing countries. This is an unsecured bank loan based on floating interest rate and the Group will use this loan to investing natural gas projects in China.

In November 2005, the Company entered into a subscription agreement with Oman Oil Company S.A.O.C. (“OOC”) for the subscription of a total of 210,000,000 shares of the Company by OOC at a subscription price of HK\$1.185 per share. Net proceeds of approximately HK\$248,000,000 would be applied for future investment of gas projects in the PRC and as general working capital of the Group. Completion of the transaction is expected to take place in January 2006.

於二零零五年十月，本集團與鄧普頓新興市場策略基金 II 及荷蘭開發銀行兩家國際投資公司簽署了認購協議，以每股認購價 1.16 港元配售合共 133,000,000 股本公司股份，所得款項淨額約為 153,000,000 港元。此交易已於二零零五年十一月底完成。

於二零零五年十月，本集團與荷蘭開發銀行及法國國家開發銀行簽署 5,000 萬美元開發性金融貸款協議。這兩家銀行都是為發展中國家的企業提供資金，以解決其資金問題。是次銀行貸款為無抵押之貸款，以浮動利息結算，所得貸款將用於本集團投資中國天然氣項目。

於二零零五年十一月，本集團與 Oman Oil Company S.A.O.C. 簽署了認購協議，Oman Oil Company S.A.O.C. 同意以認購價每股 1.185 港元認購合共 210,000,000 股本公司股份，所得總金額約 248,000,000 港元，將用於投資中國天然氣項目及本集團一般營運資金。交易預計於二零零六年一月完成。

Charge on Assets

At as 30 September 2005, the Group pledged part of fixed assets having a net book value of approximately HK\$389,638,000 (31 March 2005: HK\$399,393,000) and certain investments in subsidiaries to banks to secure loan facilities granted to the Group.

Capital Commitments

Capital commitments in respect of the acquisition of property, plant and equipment and construction materials contracted for but not provided in the financial statements as at 30 September 2005 was HK\$587,396,000 (31 March 2005: HK\$661,157,000) and HK\$480,290,000 (31 March 2005: HK\$405,968,000) which would require a substantial use of the Group's present cash resources and external funding. The Group has committed to acquire interests in certain PRC enterprise and to establish certain sino-foreign joint venture companies in the PRC.

Contingent Liabilities

The Group did not have any material contingent liabilities as at 30 September 2005 (31 March 2005: Nil).

Employees

As at 30 September 2005, the Group has approximately 1,918 employees, representing an increase of approximately 9.6% compared to the number as at 31 March 2005. The increase was due to the increase in the numbers of natural gas joint venture companies during the period.

抵押資產

於二零零五年九月三十日，本集團抵押部分固定資產，其帳面淨值約**389,638,000**港元（二零零五年三月三十一日：**399,393,000**港元）及部分附屬公司之投資予銀行，以獲得貸款額度。

資本承擔

於二零零五年九月三十日，本集團於就已訂約收購但未在財務報表撥備之物業、廠房及設備及建築材料合同分別作出為數**587,396,000**港元（二零零五年三月三十一日：**661,157,000**港元）及**480,290,000**港元（二零零五年三月三十一日：**405,968,000**港元）之資本承擔，需要動用大量本集團現有現金及外來融資。本集團已承諾收購部分中國企業股份及於中國成立中外合資企業。

或然負債

於二零零五年九月三十日，本集團並無任何重大或然負債（二零零五年三月三十一日：無）。

僱員

於二零零五年九月三十日，本集團總員工數約為**1,918**名，與二零零五年三月三十一日比較，增長約**9.6%**。而此增長主要源於本集團於期內增加了幾個天然氣合營公司所導致。

PROSPECTS

We had accumulated a total of 47 cities and districts piped natural gas projects with exclusive operating rights in 9 provinces by mid-December 2005. Our investment strategy had changed slightly during the period under review – we targeted our investment in cities with population over million of people and the results are exciting. The natural gas projects in Yangzhou city, Baoji city and Liuzhou city are cities with population over a million. Baoji city currently has already have piped natural gas users and with the investment by the Group in the near future on the construction and development of piped gas network, the number of piped gas users will increase gradually and will strengthen our income sources in sales of natural gas. Together with the existing operating districts, sales of natural gas by the Group will grow in a stable manner.

The Group's strategic investors are international natural gas investors and operators. We believe the introduction of these strategic investors will not only bring in capital but also the business opportunities. Our Group is able to upgrade our investment scale and to improve our technological skill and our human resources and will bring to a stable development of the Group in the future. We will continue to make every effort to bring in remarkable return for our shareholders.

展望

截至二零零五年十二月中旬，本集團累計已取得 9 個省共 47 個城市及地區的城市管道燃氣專營權項目。在回顧期內，我們稍微調整了投資策略，將投資目標放在人口超過百萬的城市，並取得了滿意的效果。揚州市、寶雞市和柳州市三個天然氣項目都擁有超過百萬的人口，而寶雞市已擁有一批管道天然氣用戶，加上本集團於當地的投資，繼續興建天然氣管網，天然氣用戶數目將獲得增長，並可為本集團帶來穩定的天然氣銷售收入，加上現有及已營運的其他地區的天然氣項目，本集團於未來天然氣銷售收入將趨向穩定增長。

本集團的策略性股東包括國際級天然氣投資者及營運者，我們相信藉著這些股東的加入，除了帶來資金，同時亦帶來商機，使本集團無論在參與項目投資的規模和技術上，還是在人力資源上都得到提升及改進，使本集團於未來的發展更加穩固。我們將繼續努力為我們各股東對本集團的投資帶來優厚的回報。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 September 2005, the interests or short positions of the directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (“SFO”)) which (i) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the directors were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities (the “Listing Rules”), were as follows:

董事及行政總裁於股份之權益

於二零零五年九月三十日，本公司董事及行政總裁於本公司或其相聯法團（按證券及期貨條例（「證券及期貨條例」）第 XV 部之涵義）之股份、相關股份或債券中擁有(i)根據證券及期貨條例第 XV 部第 7 及第 8 分部必須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及短倉（包括根據證券及期貨條例有關條文該董事被視為或當作擁有之權益及短倉）；或(ii)根據證券及期貨條例第 352 條規定必須列入該條例所指之登記冊內之權益及短倉；或(iii)根據證券上市規則（「上市規則」）所載上市公司董事進行證券交易之標準守則必須通知本公司及聯交所之權益及短倉如下：

(i) Ordinary shares of HK\$0.01 each of the Company

(i) 本公司每股面值 0.01 港元之普通股：

Name of Director	Note	Nature of interest	Total	Approximate percentage or attributate percentage of shareholdings
董事姓名	附註	權益性質	總數	持股概約百分比或應佔百分比 (%)
Mr. Liu Ming Hui ("Mr. Liu") 劉明輝先生 (「劉先生」)	1	Personal 個人	469,064,000 (L) 128,500,000 (S)	18.97 5.20

(L) Long position

(L) 長倉

(S) Short position

(S) 短倉

Note:

附註：

1. These 469,064,000 Shares represent 205,564,000 beneficially owned by Mr. Liu, 135,000,000 options held by Mr. Liu and 128,500,000 to be delivered to Hai Xia Finance Holdings Limited ("Hai Xia"). Pursuant to a sale and purchase agreement dated 8 March 2005 and entered into between Hai Xia and Mr. Liu, Mr. Liu agreed to sell and Hai Xia agreed to purchase 190,000,000 Shares from Mr. Liu in five tranches for a cash consideration in the aggregate amount of HK\$330,000,000. Details of the transaction were set out in the announcement of the Company dated 9 March 2005. As at 30 September 2005, the sale and purchase of 61,500,000 Shares had been completed.

1. 該等 469,064,000 股股份乃指由劉先生實益擁有之 205,564,000 股股份、所持有之 135,000,000 份購股權及將予交付海峽金融控股有限公司（「海峽」）之 128,500,000 股股份。根據海峽與劉先生於二零零五年三月八日所訂立之買賣協議，劉先生已同意向海峽分五批出售而海峽已同意向劉先生分五批購買 190,000,000 股股份，所涉及之現金代價共值 330,000,000 港元。有關交易之詳情載於本公司於二零零五年三月九日刊發之公佈內。截至二零零五年九月三十日，61,500,000 股股份之買賣已告完成。

(ii) Share options:

(ii) 購股權：

Name of Director	Number of options held	Nature of interest	Number of underlying Shares	Approximate percentage of the issued share capital of the Company 佔本公司 已發行股本之 概約百分比 (%)
董事姓名	持有購股權數目	權益性質	相關股份數目	
Mr. Li Xiaoyun 李小雲先生	5,000,000 (Note 1) 5,000,000 份 (附註 1)	Personal 個人	5,000,000	0.20
Mr. Xu Ying 徐鷹先生	5,000,000 (Note 1) 90,000,000 (Note 3) 5,000,000 份 (附註 1) 90,000,000 份 (附註 3)	Personal Personal 個人 個人	5,000,000 90,000,000	0.20 3.64
Mr. Liu Ming Hui 劉明輝先生	5,000,000 (Note 1) 130,000,000 (Note 3) 5,000,000 份 (附註 1) 130,000,000 份 (附註 3)	Personal Personal 個人 個人	5,000,000 130,000,000	0.20 5.26
Mr. Ma Jin Long 馬金龍先生	9,240,711 (Note 1) 9,240,711 份 (附註 1)	Personal 個人	9,240,711	0.37
Mr. Zhu Wei Wei 朱偉偉先生	4,000,000 (Note 1) 6,000,000 (Note 2) 4,000,000 份 (附註 1) 6,000,000 份 (附註 2)	Personal Personal 個人 個人	4,000,000 6,000,000	0.16 0.24

Name of Director	Number of options held	Nature of interest	Number of underlying Shares	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比 (%)
董事姓名	持有購股權數目	權益性質	相關股份數目	
Mr. Mao Er Wan	1,000,000 (Note 1)	Personal	1,000,000	0.04
	700,000 (Note 4)	Personal	700,000	0.03
毛二萬先生	1,000,000 份 (附註 1)	個人		
	700,000 份 (附註 4)	個人		
Ms. Wong Sin Yue Cynthia	1,000,000 (Note 1)	Personal	1,000,000	0.04
	700,000 (Note 4)	Personal	700,000	0.03
黃倩如女士	1,000,000 份 (附註 1)	個人		
	700,000 份 (附註 4)	個人		
Mr. Zhao Yu Hua	1,000,000 (Note 1)	Personal	1,000,000	0.04
	700,000 (Note 4)	Personal	700,000	0.03
趙玉華先生	1,000,000 份 (附註 1)	個人		
	700,000 份 (附註 4)	個人		

Notes:**附註：**

1. These options were granted under the share option scheme (the "Share Option Scheme") adopted by the Company on 6 February 2003 and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.80 per Share during the period from 1 September 2004 to 8 January 2014.

1. 該等購股權乃根據本公司於二零零三年二月六日所採納之購股權計劃（「購股權計劃」）授出，其持有人獲賦予於二零零四年九月一日至二零一四年一月八日期間以行使價每股股份 0.80 港元認購股份之權利。

2. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.71 per Share during the period from 20 March 2005 to 5 October 2014.
3. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.71 per Share during the period from 22 November 2004 to 5 October 2014. The exercise of options will be subject to the condition that the consolidated net asset value of the Group which shall be certified by the auditors appointed by the Company as at the date of exercise of the options being not less than HK\$1 billion.
4. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK\$0.71 per Share during the period from 1 January 2005 to 5 October 2014.

Save as disclosed above, as at 30 September 2005, none of the directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

2. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零零五年三月二十日至二零一四年十月五日期間以行使價每股股份 0.71 港元認購股份之權利。
3. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零零四年十一月二十二日至二零一四年十月五日期間以行使價每股股份 0.71 港元認購股份之權利。行使購股權將附帶之條件為本集團於購股權行使當日之綜合資產淨值須經本公司所委派之核數師證明為不少於 1,000,000,000 港元。
4. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零零五年一月一日至二零一四年十月五日期間以行使價每股股份 0.71 港元認購股份之權利。

除上文所披露者外，於二零零五年九月三十日，本公司董事及行政總裁概無於本公司或其相聯法團（按證券及期貨條例第 XV 部之涵義）之股份、相關股份或債券中擁有或被視作擁有 (i) 根據證券及期貨條例第 XV 部第 7 及第 8 分部必須通知本公司及聯交所之權益及短倉（包括根據證券及期貨條例有關條文該等董事被當作或視為擁有之權益及短倉）；或 (ii) 根據證券及期貨條例第 352 條規定必須列入該條例所指之登記冊內之權益及短倉；或 (iii) 根據上市規則所載上市公司董事進行證券交易之標準守則必須通知本公司及聯交所之權益及短倉。

PERSONS WHO HAVE AN INTEREST OR SHORT POSITION WHICH IS DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO AND SUBSTANTIAL SHAREHOLDERS

So far as is known to the directors and the chief executive of the Company, as at 30 September 2005, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company (including any interests in options in respect of such capital) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

擁有根據證券及期貨條例第 XV 部第 2 及 3 分部須予披露之權益或短倉之人士及主要股東

據本公司董事及行政總裁所知，於二零零五年九月三十日，下列人士（本公司之董事或行政總裁除外）於股份及相關股份（包括任何有關該等股本之購股權權益）中擁有或被視作擁有根據證券及期貨條例第 XV 部第 2 及第 3 分部之條文必須向本公司及聯交所披露之權益或短倉，或直接或間接擁有 5% 或以上附帶在一切情況下於本集團任何其他成員公司之股東大會上投票的權利之任何類別股本面值：

Name of Shareholder	Notes	Nature of interest	Total	Approximate percentage or attribute percentage of shareholdings
股東姓名／名稱	附註	權益性質	總數	持股概約百分比或應佔百分比 (%)
Ms. Xu Xau Lan 許秀蘭女士	1	Deemed interest 視為權益	469,068,000 (L) 128,500,000 (S)	18.97 5.20
Hai Xia 海峽	2	Beneficial owner 實益擁有人	340,000,003 (L) 150,000,003 (S)	13.75 6.07
China Petroleum & Chemical Corporation 中國石油化工有限公司		Beneficial owner 實益擁有人	210,000,000 (L)	8.49
GAIL (India) Limited		Beneficial owner 實益擁有人	210,000,000 (L)	8.49
Mackenzie Financial Corporation	4	Investment Manager 投資經理	230,956,000 (L)	9.34
(L) Long position			(L) 長倉	
(S) Short position			(S) 短倉	

Notes:

1. Ms. Xu Xau Lan is deemed to be interested in the Shares held by her spouse, Mr. Liu.
2. These 340,000,003 Shares represent 211,500,003 beneficially owned by Hai Xia and 128,500,000 to be delivered by Mr. Liu to Hai Xia pursuant to the sale and purchase agreement dated 8 March 2005 and entered into between Hai Xia and Mr. Liu. Details of the transaction were set out in the announcement of the Company dated 9 March 2005. As at 30 September 2005, the sale and purchase of 61,500,000 Shares had been completed.
3. On 28 November 2005, a share subscription agreement was entered between the Company and Oman Oil Company S.A.O.C. in relation to, among other matters, the subscription of 210,000,000 Shares at the subscription price of HK\$1.185 per Share. Details of the transaction were disclosed in the announcement of the Company dated 29 November 2005.
4. The Company was notified by Mackenzie Financial Corporation ("Mackenzie"), a mutual fund management company located in Canada, on 7 December 2005 that some of the funds managed by Mackenzie triggered the disclosure obligations under the SFO. As at 30 September 2005, the aggregate shareholdings of the relevant funds managed by Mackenzie was interested in 230,956,000 shares of which Ivy Global Natural Resources Fund, one of the funds managed by Mackenzie, was individually interested in 125,831,000 shares on 7 July 2005.

附註：

1. 許秀蘭女士被視為擁有其配偶劉先生所持有之股份權益。
2. 該等 340,000,003 股股份乃指由海峽實益擁有之 211,500,003 股股份及根據日期為二零零五年三月八日之買賣協議劉先生將交付予海峽之 128,500,000 股股份。有關交易之詳情載於本公司於二零零五年三月九日刊發之公佈內。截至二零零五年九月三十日，61,500,000 股股份之買賣已告完成。
3. 於二零零五年十一月二十八日，本公司與 Oman Oil Company S.A.O.C. 訂立了一項股份認購協議，內容有關（其中包括）按每股份 1.185 港元之認購價認購 210,000,000 股股份。有關交易之詳情載於本公司於二零零五年十一月二十九日刊發之公佈內。
4. 於二零零五年十二月七日，本公司接獲一家位於加拿大之互惠基金管理公司 Mackenzie Financial Corporation（「Mackenzie」）通知，部分 Mackenzie 管理之基金已觸發證券及期貨條例下之披露責任。於二零零五年九月三十日，Mackenzie 管理之有關基金合共擁有 230,956,000 股股份之權益，其中一個由 Mackenzie 管理之基金 Ivy Global Natural Resources Fund 於二零零五年七月七日已個別地擁有 125,831,000 股股份之權益。

REVIEW BY AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed financial reporting matters including a review of the Group's unaudited condensed accounts for the six months ended 30 September 2005.

PURCHASE, SALE AND REDEMPTION OF SHARES

For the six months ended 30 September 2005, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares.

CORPORATE GOVERNANCE

The Directors are of the opinion that the Company has complied with the Code of Best Practice as set out in Appendices 14 and 23 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") except that (i) the non-executive and independent non-executive directors are not appointed for a specific terms but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company; and (ii) the Chairman of the Board and/or the managing director of the Company are not subject to retirement by rotation.

由審核委員會審閱

審核委員會與管理層已審閱本集團採納之會計原則及常規，並討論財務申報事宜，當中包括審閱本集團截至二零零五年九月三十日止六個月之未經審核簡明賬目。

購買、出售及贖回股份

於截至二零零五年九月三十日止六個月，本公司及其任何附屬公司概無買賣或贖回本公司任何股份。

企業管治

董事認為本公司除(i)未有按特定任期委任非執行董事及獨立非執行董事(但彼等須根據本公司之公司細則，於股東週年大會上輪流退任及膺選連任)；及(ii)董事會主席及／或本公司董事總經理無須輪流退任外，已遵守載於香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄 14 及 23 之最佳應用守則。

Pursuant to the Model Code for Securities Transactions by Directors of Listed Issuer (the "Model Code") as set out in Appendix 10 of the Listing Rules, the Company had made specific enquiries of all directors, and all directors confirmed that they have complied with the Model Code throughout six months ended 30 September 2005.

On Behalf of the Board of
China Gas Holdings Limited

Liu Ming Hui
Managing Director

Hong Kong, 20 December 2005

根據載於上市規則附錄 10 之上市公司董事進行證券交易的標準守則（「標準守則」），本公司已向所有董事作出特定查詢，而所有董事皆確認截至二零零五年九月三十日止六個月內，已遵守標準守則。

代表董事會
中國燃氣控股有限公司

董事總經理
劉明輝

香港，二零零五年十二月二十日



中國燃氣控股有限公司
China Gas Holdings Limited