China Gas Holdings Limited
中國燃氣控股有限公司

STOCK CODE 股份代號: 384

CHINAGAS
中國燃氣

Interim Report 2007/08 中期報告

CONTENTS
目錄

Corporate Information
公司資料 2

Condensed Consolidated Income Statement
簡明綜合收益表 4

Condensed Consolidated Balance Sheet
簡明綜合資產負債表 5

Condensed Consolidated Statement of Changes in Equity
簡明綜合股權變動表 7

Condensed Consolidated Cash Flow Statement
簡明綜合現金流量表 9

Notes to the Condensed Financial Statements
簡明財務報表附註 10

Interim Dividend
中期股息 27

Management Discussion and Analysis
管理層討論及分析 28

Prospects
展望 36

Directors' and Chief Executives' Interests in Shares
董事及行政總裁於股份之權益 37

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
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 41

Purchase, Sale and Redemption of Shares
購買、出售及贖回股份 43

Audit Committee
審核委員會 44

Corporate Governance
企業管治 44

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 Directors

Feng Zhuo Zhi
Joe Yamagata
R. K. Goel
Mark Gelinas

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

Hang Seng Bank
Dah Sing Bank
China Development Bank
Industrial and Commercial Bank of China
Agricultural Bank of China
Bank of China

Head Office and Principal Place of Business in Hong Kong

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

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
山縣丞
R. K. Goel
Mark Gelinas

獨立非執行董事

趙玉華
毛二萬
黃倩如

公司秘書

楊紉桐

核數師

德勤・關黃陳方會計師行
執業會計師

主要往來銀行

恒生銀行
大新銀行
國家開發銀行
中國工商銀行
中國農業銀行
中國銀行

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
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
2 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

Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17/F
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

香港股份登記及過戶辦事處

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-16室

Stock Code

384

股份編號

384

Website

www.chinagasholdings.com.hk

網址

www.chinagasholdings.com.hk

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合收益表

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2007

截至二零零七年九月三十日止六個月

		NOTES 附註	Six months ended 截至下列日期止六個月	
			September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	September 30, 2006 二零零六年九月三十日 HK$'000 千港元 (unaudited) (未經審核)
Revenue	收益		**877,762**	475,098
Cost of sales	銷售成本		**(605,960)**	(315,700)
Gross profit	毛利		**271,802**	159,398
Other income	其他收入		**99,135**	34,555
Distribution costs	分銷成本		**(36,056)**	(16,260)
Administrative expenses	行政開支		**(119,738)**	(69,993)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動		**(135,956)**	14,843
Gain on fair value changes of investments held for trading	持作買賣投資之公平值變動收益		**15,492**	27,365
Change in fair value of investment properties	投資物業之公平值變動		**60,565**	–
Discount on acquisition of subsidiaries	收購附屬公司之折讓		**44,004**	–
Impairment loss recognised in respect of trade and other receivable	確認貿易應收賬款及其他應收賬項減值虧損		**(24,810)**	(6,000)
Finance costs	財務費用	5	**(90,786)**	(41,596)
Share of results of associates	應佔聯營公司業績		**1,843**	142
Profit before taxation	除税前溢利	7	**85,495**	102,454
Taxation	税項	6	**(11,019)**	(1,068)
Profit for the period	本期間溢利		**74,476**	101,386
Attributable to:	歸屬：			
Equity holders of the parent	母公司股東		**64,711**	89,918
Minority interest	少數股東權益		**9,765**	11,468
			74,476	101,386
Earnings per share	每股盈利			
Basic	基本	8	**2.05 cents**	HK3.08 cents
Diluted	攤薄	8	**1.68 cents**	HK2.87 cents

CONDENSED CONSOLIDATED BALANCE SHEET

簡明綜合資產負債表

AT SEPTEMBER 30, 2007

於二零零七年九月三十日

		NOTES 附註	September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	March 31, 2007 二零零七年三月三十一日 HK$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Investment properties	投資物業		213,463	49,100
Property, plant and equipment	物業、廠房及設備	9	4,176,934	3,083,300
Prepaid lease payments	預付租賃款項		337,068	286,102
Interests in associates	於聯營公司之權益	10	78,134	75,278
Available-for-sales investments	可出售投資		39,745	23,149
Goodwill	商譽		511,872	299,965
Other intangible assets	其他無形資產		107,406	83,006
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備按金		141,578	146,551
Deposits paid for acquisitions of subsidiaries	已付收購附屬公司按金		67,542	280,255
Loan receivable	應收貸款		15,000	15,000
			5,688,742	4,341,706
Current assets	流動資產			
Inventories	存貨		275,089	137,032
Amounts due from customers for contract work	應收客戶之合約工程款項		342,919	444,552
Trade and other receivables	貿易應收賬款及其他應收賬項	11	1,225,796	719,326
Derivative financial instruments	衍生金融工具		37,101	33,298
Amount due from an associate	應收聯營公司款項		271,123	42,071
Prepaid lease payments	預付租賃款項		6,878	5,229
Held-for-trading investments	持作買賣投資		66,804	57,841
Pledged bank deposits	已抵押銀行存款		34,479	29,417
Bank balances and cash	銀行結存及現金		1,394,477	1,482,930
			3,654,666	2,951,696
Current liabilities	流動負債			
Trade and other payables	貿易應付賬款及其他應付賬項	12	1,119,314	859,399
Derivative financial instruments	衍生金融工具		89,211	59,314
Amounts due to customers for contract work	應付客戶之合約工程款項		35,076	5,721
Taxation	稅項		25,808	15,682
Bank and other borrowings – due within one year	銀行及其他借貸－於一年內到期	13	1,908,132	686,781
Obligation on acquisition of a jointly controlled entity	收購共同控制實體承擔		–	157,965
			3,177,541	1,784,862
Net current assets	流動資產淨值		477,125	1,166,834
Total assets less current liabilities	總資產減流動負債		6,165,867	5,508,540

CONDENSED CONSOLIDATED BALANCE SHEET *(Continued)*

AT SEPTEMBER 30, 2007

簡明綜合資產負債表*(續)*

於二零零七年九月三十日

		NOTES 附註	September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	March 31, 2007 二零零七年三月三十一日 HK$'000 千港元 (audited) (經審核)
Capital and reserves	資本及儲備			
Share capital	股本	14	**32,329**	30,962
Share premium and reserves	股份溢價及儲備		**2,660,709**	2,316,901
Equity attributable to equity holders of the Company	歸屬本公司股東之權益		**2,693,038**	2,347,863
Minority interest	少數股東權益		**490,812**	333,357
Total equity	權益總額		**3,183,850**	2,681,220
Non-current liabilities	非流動負債			
Amount due to a minority shareholder of a subsidiary	欠一家附屬公司一名少數股東款項		**311,411**	311,411
Bank and other borrowings – due after one year	銀行及其他借貸 – 一於一年後到期	13	**2,573,234**	2,242,452
Convertible bonds	可換股債券		**97,372**	273,457
			2,982,017	2,827,320
			6,165,867	5,508,540

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合股權變動表

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2007

截至二零零七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 股本	Share premium 股份溢價	Employee share-based compensation reserve 僱員股份報酬儲備	Translation reserve 匯兌儲備	Investment revaluation reserve 投資重估儲備	Properties revaluation reserve 物業重估儲備	Special reserve 特別儲備	Statutory funds 法定基金	Accumulated profits 累計溢利	Total 總計	Minority interest 少數股東權益	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
At April 1, 2006	於二零零六年四月一日	29,216	1,618,209	37,979	8,522	(5,259)	1,601	1,602	12,427	161,161	1,865,458	255,308	2,120,766
Decrease in fair value change of available-for-sales investments	可供出售投資之公平值變動減少	-	-	-	-	(5,311)	-	-	-	-	(5,311)	-	(5,311)
Exchange loss on translation of operations outside Hong Kong	換算香港境外業務之匯兌虧損	-	-	-	(1,092)	-	-	-	-	-	(1,092)	-	(1,092)
Net expenses recognised directly in equity	直接於權益確認之支出淨額	-	-	-	(1,092)	(5,311)	-	-	-	-	(6,403)	-	(6,403)
Net profit for the period	期間溢利淨額	-	-	-	-	-	-	-	-	89,918	89,918	11,468	101,386
Total recognised (expense) income for the period	期間已確認(支出)收入總額	-	-	-	(1,092)	(5,311)	-	-	-	89,918	83,515	11,468	94,983
Capital reduction	削減股本	-	(382,038)	-	-	-	-	-	-	382,038	-	-	-
Exercise of share options	行使購股權	26	1,961	-	-	-	-	-	-	-	1,987	-	1,987
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	38,240	38,240
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(29,237)	(29,237)	-	(29,237)
Recognition of equity-settled share based payments	確認以股本結算之股份形式付款	-	-	2,454	-	-	-	-	-	-	2,454	-	2,454
At September 30, 2006	於二零零六年九月三十日	29,242	1,238,132	40,433	7,430	(10,570)	1,601	1,602	12,427	603,880	1,924,177	305,016	2,229,193

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY *(Continued)*

簡明綜合股權變動表*(續)*

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2007 截至二零零七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 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Employee share-based compensation reserve 僱員股份報酬儲備 HK$'000 千港元	Translation reserve 匯兑儲備 HK$'000 千港元	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Properties revaluation reserve 物業重估儲備 HK$'000 千港元	Special reserve 特別儲備 HK$'000 千港元	Statutory funds 法定基金 HK$'000 千港元	Accumulated profits 累計溢利 HK$'000 千港元	Total 總計 HK$'000 千港元	Minority interest 少數股東權益 HK$'000 千港元	Total 總計 HK$'000 千港元
At April 1, 2007	於二零零七年四月一日	30,962	1,442,638	42,875	119,592	(7,899)	1,601	1,602	15,621	700,871	2,347,863	333,357	2,681,220
Gain on fair value change of available-for-sales investments	可出售投資之公平值變動收益	-	-	-	-	8,480	-	-	-	-	8,480	-	8,480
Revaluation upon change of intended use of properties	重新評估物業指定用途變動	-	-	-	-	-	3,589	-	-	-	3,589	-	3,589
Exchange loss on translation of operations outside Hong Kong	換算香港境外業務之匯兑虧損	-	-	-	(2,319)	-	-	-	-	-	(2,319)	-	(2,319)
Net income recognised directly in equity	直接於權益確認之收入淨額	-	-	-	-	8,480	3,589	-	-	-	9,750	-	9,750
Net profit for the period	期間溢利淨額	-	-	-	-	-	-	-	-	64,711	64,711	9,765	74,476
Total recognised income for the period	期間已確認收入總額	-	-	-	-	8,480	3,589	-	-	64,711	74,461	9,765	84,226
Exercise of subscription rights	行使認購權	70	7,826	-	-	-	-	-	-	-	7,896	-	7,896
Exercise of share options	行使購股權	125	9,405	-	-	-	-	-	-	-	9,530	-	9,530
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	53,021	53,021
Capital injected by minority shareholders of a subsidiaries	附屬公司少數股東出資	-	-	-	-	-	-	-	-	-	-	94,669	94,669
Conversion of convertible bonds	轉換可換股債券	1,172	288,012	-	-	-	-	-	-	-	289,184	-	289,184
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(38,619)	(38,619)	-	(38,619)
Recognition of equity-settled share based payments	確認以股本結算之股份形式付款	-	-	2,723	-	-	-	-	-	-	2,723	-	2,723
Transfer	轉撥	-	-	-	-	-	-	-	55,189	(55,189)	-	-	-
At September 30, 2007	於二零零七年九月三十日	32,329	1,747,881	45,598	117,273	581	5,190	1,602	70,810	671,774	2,693,038	490,812	3,183,850

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2007

截至二零零七年九月三十日止六個月

		Six months ended 截至下列日期止六個月	
		September 30, 2007 二零零七年 九月三十日 HK$'000 千港元 (unaudited) (未經審核)	September 30, 2006 二零零六年 九月三十日 HK$'000 千港元 (unaudited) (未經審核)
NET CASH FROM OPERATING ACTIVITIES	**經營業務之現金流入淨額**	**53,211**	45,800
NET CASH USED IN INVESTING ACTIVITIES	**投資活動之現金流出淨額**	**(1,115,575)**	(455,020)
NET CASH FROM FINANCING ACTIVITIES	**融資活動之現金流入淨額**	**976,227**	600,173
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	**現金及現金等值項目之(減少)增加淨額**	**(86,137)**	190,953
CASH AND CASH EQUIVALENTS AT APRIL 1	**於四月一日之現金及現金等值項目**	**1,482,930**	1,727,130
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**外匯匯率變動之影響**	**(2,316)**	(1,092)
CASH AND CASH EQUIVALENTS AT SEPTEMBER 30	**於九月三十日之現金及現金等值項目**	**1,394,477**	1,916,991
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	**1,394,477**	1,916,991

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2007

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 on the historical cost basis except for certain investment properties and financial instruments which are measured at revalued amounts or fair values, as appropriate.

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 March 31, 2007 except as described below.

In the current interim period, the Group has applied, for the first time, a number of new standards, amendments and interpretations ("new HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning April 1, 2007. The adoption of these new HKFRSs had no material effect on the results or financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

簡明財務報表附註

截至二零零七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(「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，惟若干投資物業及金融工具則以重估值或公平值(如適用)計量。

編製簡明財務報表所採用之會計政策，與編製本集團截至二零零七年三月三十一日止年度之全年財務報表所依據者一致，惟下文所述者除外。

於本中期期間，本集團首次採納多項由香港會計師公會頒佈本集團自二零零七年四月一日開始之財政年度生效的若干新準則、修訂及詮釋(「新香港財務報告準則」)。採納此等新香港財務報告準則對本集團於本會計期間或過往會計期間業績或財務狀況並無重大影響。因此，毋須就過往期間作出調整。

3. POTENTIAL IMPACT ARISING FROM THE HONG KONG FINANCIAL REPORTING STANDARDS ISSUED BUT NOT EFFECTIVE

The Group has not early applied the following new or revised standards or interpretations that have been issued but are not yet effective.

HKAS 23 (Revised) 香港會計準則第23號（經修訂）	Borrowing cost[1] 借貸成本[1]
HKFRS 8 香港財務報告準則第8號	Operating segments[1] 營業分類[1]
HK(IFRIC) – INT 12 香港財務報告詮釋委員會－詮釋第12號	Service concession arrangements[2] 服務特許安排[2]
HK(IFRIC) – INT 13 香港財務報告詮釋委員會－詮釋第13號	Customer loyalty programmes[3] 客戶忠誠計劃[3]
HK(IFRIC) – INT 14 香港財務報告詮釋委員會－詮釋第14號	HKAS 19– The limit on a defined benefit asset, minimum funding requirements and their interaction[2] 香港會計準則第19號－已界定利益資產、最低資金規定及其相互作用之限制[2]

[1] Effective for accounting periods beginning on or after January 1, 2009.
[2] Effective for accounting periods beginning on or after January 1, 2008.
[3] Effective for accounting periods beginning on or after July 1, 2008.

The directors of the Company anticipate that the application of these new or revised standards or interpretations will have no material impact on the results and the financial position of the Group.

4. SEGMENT INFORMATION

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

3. 已頒佈但尚未生效之香港財務報告準則可能引致之影響

本集團並未提前採用下列已頒佈但尚未生效之新訂或經修訂準則或詮釋

[1] 自二零零九年一月一日或之後開始之會計期間生效。
[2] 自二零零八年一月一日或之後開始之會計期間生效。
[3] 自二零零八年七月一日或之後開始之會計期間生效。

本公司董事預計採用此等新訂或經修訂準則或詮釋將不會對本集團業績及財務狀況產生重大影響。

4. 分項資料

就管理層而言，本集團目前經營四類業務—物業投資、金融及證券投資、燃氣接駁及銷售管道燃氣。此等主要經營業務乃本集團呈報其主要分項資料之基礎。

4. SEGMENT INFORMATION *(Continued)*

Segment information for the six months ended September 30, 2007 and 2006 about these businesses is presented below.

4. 分項資料*(續)*

有關此等業務截至二零零七年及二零零六年九月三十日止六個月之分項資料載列於下文。

		Six months ended September 30, 2007 截至二零零七年九月三十日止六個月					
		Property investment 物業投資 HK$'000 千港元	Financial and securities investment 金融及證券投資 HK$'000 千港元	Gas connection 燃氣接駁 HK$'000 千港元	Sales of piped gas 銷售管道燃氣 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Revenue	收益	480	102	227,027	549,941	100,212	877,762
Segment result	分類業績	60,441	27,357	116,692	67,310	(737)	271,063
Unallocated corporate revenue	未分配公司收益						87,366
Unallocated corporate expenses	未分配公司開支						(48,035)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動						(135,956)
Finance cost	財務費用						(90,786)
Share of results of associates	應佔聯營公司業績						1,843
Profit before taxation	除税前溢利						85,495
Taxation	税項						(11,019)
Profit for the period	本期間溢利						74,476

4. SEGMENT INFORMATION *(Continued)* 4. 分項資料*(續)*

		Six months ended September 30, 2006 截至二零零六年九月三十日止六個月					
		Property investment 物業投資 HK$'000 千港元	Financial and securities investment 金融及證券投資 HK$'000 千港元	Gas connection 燃氣接駁 HK$'000 千港元	Sales of piped gas 銷售管道燃氣 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Revenue	收益	468	–	156,582	270,346	47,702	475,098
Segment result	分類業績	(100)	32,005	90,688	14,560	(2,129)	135,024
Unallocated corporate revenue	未分配公司收益						24,500
Unallocated corporate expenses	未分配公司開支						(30,459)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動						14,843
Finance cost	財務費用						(41,596)
Share of results of associates	應佔聯營公司業績						142
Profit before taxation	除税前溢利						102,454
Taxation	税項						(1,068)
Profit for the period	本期間溢利						101,386

5. FINANCE COSTS

5. 融資成本

		Six months ended 截至下列日期止六個月	
		September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	September 30, 2006 二零零六年九月三十日 HK$'000 千港元 (unaudited) (未經審核)
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	**105,635**	52,174
– Bank loans not wholly repayable within five years	－毋須於五年內全數償還之銀行貸款	**21,814**	12,967
– Obligation under a hire purchase contract	－租購合約承擔	**–**	2
– Convertible bonds	－可換股債券	**4,163**	6,246
		131,612	71,389
Less: Interest capitalised to construction in progress	減：在建工程之資本化利息	**(25,741)**	(29,793)
Net interest income on interest rate swaps	利率掉期利息收入淨額	**(15,085)**	–
		90,786	41,596

6. TAXATION

The amount represents PRC income tax for both period.

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group had no assessable profit for either period. Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdiction.

6. 稅項

有關款項指截至二零零六年及二零零七年九月三十日止六個月之中國所得稅。

由於本集團於上述期間均無應課稅溢利，故並未於財務報表就香港利得稅作出撥備。其他司法權區之稅項乃按個別司法權區之適用稅率計算。

7. PROFIT BEFORE TAXATION

7. 除税前溢利

		Six months ended 截至下列日期止六個月	
		September 30, 2007 二零零七年 九月三十日 HK$'000 千港元 (unaudited) （未經審核）	September 30, 2006 二零零六年 九月三十日 HK$'000 千港元 (unaudited) （未經審核）
Profit before taxation has been arrived at after charging (crediting):	除税前溢利已扣除（計入）下列各項：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	**72,591**	31,485
Release of prepaid lease payment	預付租賃款項之撥回	**3,137**	1,336
Interest income	利息收入	**(49,777)**	(21,743)
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之（收益）虧損	**(545)**	42
Share of tax of jointly controlled entities	分佔共同控制實體之税項	**–**	160

8. EARNINGS PER SHARE

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

8. 每股盈利

歸屬母公司普通股股東之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	
		September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	September 30, 2006 二零零六年九月三十日 HK$'000 千港元 (unaudited) (未經審核)
Earnings	**盈利**		
Earnings for the purpose of basic earnings per share (profit for the period attributable to equity holders of the parent)	計算每股基本盈利之盈利（歸屬母公司股東之本期間溢利）	**64,711**	89,918
Adjustment for the effect of dilutive potential ordinary shares:	潛在攤薄普通股影響之調整：		
Change in fair value of stock subscription options	認股權公平值變動	**(5,400)**	–
Earnings for the purpose of diluted earnings per share	計算每股攤薄盈利之盈利	**59,311**	89,918
Number of shares	**股份數目**	**'000 千股**	'000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	**3,157,551**	2,923,032
Effect of dilutive potential ordinary shares:	普通股潛在攤薄之影響：		
Share options	購股權	**378,201**	206,187
Stock subscription options	認股權	**1,114**	–
Convertible bonds	可換股債券	**N/A不適用**	N/A不適用
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	**3,536,866**	3,129,219

8. EARNINGS PER SHARE *(Continued)*

The computation of diluted earnings per share for the period ended September 30, 2007, did not assume the conversion of the Company's outstanding convertible bonds, since their conversion would increase the earnings per share, after taking into account of the effect of interest and change in fair value of conversion/redemption option derivatives components of the convertible bonds.

The computation of diluted earnings per share for the period ended September 30, 2006 did not assume the exercise of the Company's outstanding convertible bonds as the exercise price was higher than the average market price for shares.

8. 每股盈利*(續)*

由於轉換可換股債券會增加每股盈利，故經考慮可換股債券轉換／選擇權之衍生部分公平值之利息影響及變動後，計算截至二零零七年九月三十日止期內之每股攤薄盈利並不假設轉換本公司尚未轉換之可換股債券。

由於行使價高於股份平均市價，故計算截至二零零六年九月三十日止期內之每股攤薄盈利並不假行使本公司尚未轉換之可換股債券。

9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment at a total cost of approximately HK$1,168,230,000 of which HK$976,843,000 was acquired through acquisition of business.

During the period, the Group disposed of certain property, plant and equipment with a carrying amount of HK$2,655,000 for proceeds of HK$3,200,000, resulting in a gain on disposal of HK$545,000.

9. 物業、廠房及設備變動

期內，本集團購入總成本約1,168,230,000港元之物業、廠房及設備，其中976,843,000港元乃透過收購業務所得。

期內，本集團已出售賬面值2,655,000港元之物業、廠房及設備，所得款項為3,200,000港元，由此產生之出售收益為545,000港元。

10. INTEREST IN ASSOCIATES

During the period, the Group had acquired 49% equity interest of 重慶市渝北區佳渝天然氣有限公司 for a consideration of RMB980,000.

10. 於聯營公司之權益

期內，本集團以人民幣980,000元之代價收購重慶市渝北區佳渝天然氣有限公司之49%股本權益。

11. TRADE AND OTHER RECEIVABLES

Other than certain major customers with good repayment history which the Group allows a longer credit period or settlement by instatement basis, the Group allows an average credit period of 30 – 180 days to its trade customers.

The following is an aged analysis of trade receivables net of impairment losses:

11. 貿易應收賬款及其他應收賬項

除本集團給予更長期信貸期或批准在賬內償還款項之若干客戶(有良有還款記錄)外，本集團給予其貿易客戶之平均信貸期為30日至180日。

貿易應收賬款(扣除減值虧損)之賬齡分析如下：

		September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	March 31, 2007 二零零七年三月三十一日 HK$'000 千港元 (audited) (經審核)
0 – 180 days	0－180日	271,090	240,170
180 – 365 days	181－365日	31,417	64,483
Over 365 days	365日以上	48,988	23,250
Trade receivables	貿易應收賬款	351,495	327,903
Deposits paid for construction materials	就建材已付之按金	25,647	44,519
Deposits paid for purchase of natural gas	就支付購買天然氣之按金予承建商	75,837	47,833
Advanced payments to contractors	墊款予承建商	305,965	28,231
Other receivables, deposits and prepayments	其他應收賬項、按金及預付款項	444,478	216,089
Amount due from minority shareholders of subsidiaries	應收附屬公司少數股東款項	22,374	9,012
Amounts due from shareholders of a jointly controlled entity	應收共同控制實體股東款項	–	21,161
Fund in securities brokers	證券經紀資金	–	24,578
		1,225,796	719,326

12. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables:

12. 貿易應付賬款及其他應付賬項

貿易應付賬款之賬齡分析如下：

		September 30, 2007 二零零七年九月三十日 HK$'000 千港元 (unaudited) (未經審核)	March 31, 2007 二零零七年三月三十一日 HK$'000 千港元 (audited) (經審核)
0 – 90 days	0－90日	255,969	109,511
91 – 180 days	91－180日	37,568	77,326
Over 180 days	180日以上	161,719	117,440
Trade payables	貿易應付賬款	455,256	304,277
Other payables and accrued charges	其他應付賬項及應計費用	419,535	425,142
Advance received from customers for contract work	回收合約工程客戶之墊款	242,783	103,451
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數股東款項	1,740	26,529
		1,119,314	859,399

13. BANK AND OTHER BORROWINGS

During the period, the Group obtained new bank and other borrowings of approximately HK$1,931,581,000 of which approximately HK$1,202,449,000 is repayable within one year. The loans bears interest at 2.1% to 7.29% per annum. The proceeds were used to finance the capital expenditure and general working capital of the Group.

13. 銀行及其他借貸

期內，本集團取得新造銀行及其他借貸約1,931,581,000港元，其中約1,202,449,000港元須於一年內償還。有關貸款按2.1厘至7.29厘之年利率計息。所得款項已用作本集團之資本開支及一般營運資金。

14. SHARE CAPITAL

14. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK$'000 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 April 1, 2007	於二零零七年四月一日	**3,096,204**	30,962
Exercise of share options	行使購股權	**12,510**	125
Conversion of convertible bonds	轉換可換股債券	**117,157**	1,172
Exercise of subscription rights	行使認購權	**7,000**	70
At September 30, 2007	於二零零七年九月三十日	**3,232,871**	32,329

15. ACQUISITION OF SUBSIDIARIES

(i) On December 18, 2006, the Group entered into share transfer agreements with two independent third parties pursuant to which the Group acquired 100% equity interest in Shanghai Zipower Gas Industry Company Limited which in turn holds 51% of the registered capital of Taineng Natural Gas Co. Ltd. ("Taineng Natural Gas") at an aggregate consideration of RMB255,950,000. The acquisition was completed during the period.

Taineng Natural Gas principally engages in the operation of piped gas business in Qingdao City, Shandong Province, the PRC with 30-years exclusive operating right from the date of establishment. The goodwill arising on the above acquisition amounted to HK$200,791,000 which is attributable to the anticipated profitability of gas connection and sales of piped gas business with 30-years exclusive operating rights of this Company. Since the natural gas business in the PRC has barrier of entry, the directors considered that such barrier of entry allows these companies to exercise monopolistic power in respect of respective local market and able to obtain a steady future cash inflow.

Taineng Natural Gas contributed to the Group's revenue HK$61,672,000 and contributed profit to the Group's result for the period of HK$8,578,000.

15. 收購附屬公司

(i) 於二零零六年十二月十八日，本集團與兩名獨立第三方訂立股份轉讓協議，據此本集團以合共代價人民幣255,950,000元收購上海中寶科控燃氣實業有限公司100%股本權益，因而持有泰能天然氣有限公司(「泰能天然氣」)51%註冊資本。收購事項於期內經已完成。

泰能天然氣主要在中國山東省青島經營管道燃氣業務，自成立日期起擁有三十年獨家經營權。產生自上述收購事項之200,791,000港元商譽乃來自該公司擁有三十年獨家經營權的燃氣接駁及出售管道燃氣業務之預期營利能力。因為中國的天然氣業務有經營限制，董事認為該經營限制可讓此等公司於本土各個市場中發揮專利的優勢，並可獲得穩定的現金流入。

泰能天然氣於期內為本集團帶來61,672,000港元之收益及為本集團之業績帶來8,578,000港元之溢利。

15. ACQUISITION OF SUBSIDIARIES *(Continued)*

(ii) During the period, the Group acquired 80% equity interest in Baotao City Gas Ltd. ("Baotao Gas"), Baotao City Shenyin Pipeline Engineering Ltd. ("Shenyin Engineering") and Baotao City Shenyin Natural Gas Ltd. ("Shenyin Natural Gas Station") for consideration of RMB147,040,000, RMB8,000,000 and RMB24,000,000 respectively.

Baotao Gas principally engages in the production and sale of liquefied natural gas, coal gas, natural gas and their respective side products, design and operation of the liquefied natural gas and coal gas projects. A discount of acquisition of Baotao Gas amounted to HK$41,723,000 which was released to income statement during the period. Baotao Gas contributed to the Group's revenue of HK$66,157,000 and contributed profit to the Group's result for the period of HK$12,872,000.

Shenyin Engineering principally engages in the design, construction and maintenance of city pipeline projects in the PRC. Goodwill of acquisition of Shenyin Engineering amounted to HK$6,244,000 which is attributable to the anticipated profitability of business of this Company. Shenyin Engineering contributed to the Group's revenue of HK$1,690,000 and contributed profit to the Group's result for the period of HK$454,000.

Shenyin Natural Gas Station principally engages in the natural gas refill services and gas station administration in the PRC. The goodwill of acquisition of Shenyin Natural Gas Station amounted to HK$4,872,000 which is attributable to the anticipated profitability of business of this Company. Shenyin Natural Gas Station contributed to the Group's revenue of HK$9,586,000 and contributed loss of HK$815,000 duirng the period.

15. 收購附屬公司*(續)*

(ii) 期內，本集團分別以代價人民幣147,040,000元、人民幣8,000,000元及人民幣24,000,000元收購包頭市燃氣有限公司(「包頭市燃氣」)、包頭市申銀管道工程有限公司(「申銀工程公司」)及包頭市申銀天然氣加氣站有限公司(「申銀加氣站」)80%股本權益。

包頭市燃氣主要從事生產及出售液化天然氣、煤氣、天然氣及其各別之副產品、設計及營運液化天然氣及煤氣項目。收購包頭市燃氣之折扣為41,723,000港元已於期內收益表發表。包頭市燃氣於期內為本集團帶來66,157,000港元之收益及為本集團之業績帶來12,872,000港元的溢利。

申銀工程公司主要在中國從事城市管道計劃之設計、興建及維修。收購申銀工程公司之6,244,000港元商譽乃來自該公司業務之預期營利能力。申銀工程公司於期內為本集團帶來1,690,000港元之收益及為本集團之業績帶來454,000港元的溢利。

申銀加氣站主要在中國從事天然氣加氣服務及加氣站管理。收購申銀加氣站之4,872,000港元商譽乃來自該公司業務之預期營利能力。申銀加氣站於期內為本集團帶來9,586,000港元之收益並亦帶來815,000港元之虧損。

15. ACQUISITION OF SUBSIDIARIES *(Continued)*

(iii) During the period, the Group acquired 97.62% equity interest in 重慶渝北區天然氣有限責任公司 ("重慶渝北") for cash consideration of RMB112,263,000.

重慶渝北 principally engages in the installation of natural gas pipeline network and related facilities and sale of natural gas. A discount of acquisition of 重慶渝北 amounted to HK$2,281,000 which was released to income statement during the period. 重慶渝北 contributed to the Group's revenue of HK$38,256,000 and contributed profit to the Group's result for the period of HK$13,986,000.

(iv) On June 7, 2007, the Group acquired 65% equity interest in Otog Banner Chang Meng Gas Co. Ltd. ("Chang Meng Gas") for a cash consideration of RMB1,950,000 which is equal to 65% share of registered capital of Chang Meng Gas. Chang Meng Gas is principally engaged in the transportation of natural gas, the design, installation, management, operation and maintenance of natural gas projects and the construction of natural gas pipeline network and provision of related facilities. Chang Meng Gas has not commenced business during the period.

Note: The initial accounting of above acquisition has been determined provisionally, awaiting the receipt of professional valuations related to certain underlying assets and liabilities of the acquiree.

16. ACQUISITION OF BUSINESS

Establishment of subsidiaries

On April 19, 2007, the Group entered into a joint venture agreement pursuant to which a subsidiary namely 鄂爾多斯市中燃時達燃氣投資有限責任公司 ("Zhongrang Shi Da") was established. The Group owned 59% issued share capital of Zhongran Shi Da and contributed the capital in cash of RMB51,920,000. The other shareholder contributed the capital in cash of RMB36,080,000. Zhongran Shi Da is principally engaged in the deign, installation, operation and maintenance of natural gas pipeline network and provision of related facilities. Zhongran Shi Da has not commenced business during the period.

15. 收購附屬公司*(續)*

(iii) 期內，本集團以現金代價人民幣112,263,000元收購重慶渝北區天然氣有限責任公司(「重慶渝北」)97.62%股本權益。

重慶渝北要從事天然氣管道網絡舖設和配套設施之安裝以及出售天然氣。收購重慶渝北之折扣為2,281,000港元已於期內收益表發表。重慶渝北於期內為本集團帶來38,256,000港元之收益及為本集團之業績帶來13,986,000港元的溢利。

(iv) 於二零零七年六月七日，本集團以現金代價人民幣1,950,000元(相等於長蒙天然氣註冊資本之65%股份)收購鄂托克旗長蒙天然氣有限責任公司(「長蒙天然氣」)65%股本權益。長蒙天然氣主要從事天然氣運輸及天然氣項目之設計、安裝、管理、營運及維修，並興建天然氣管網及提供配套設施。長蒙天然氣於期內仍未開展業務。

附註： 上述收購之初步會計處理已暫時釐定，正等待有關收購業務若干相關資產及負債之專業估值報告。

16. 收購業務

成立附屬公司

於二零零七年四月十九日，本集團訂立一項合營協議，附屬公司鄂爾多斯市中燃時達燃氣投資有限責任公司(「中燃時達」)乃據此成立。本集團擁有中燃時達59%已發行股本並注入人民幣51,920,000元現金資本。其他股東注入人民幣36,080,000元現金資本。中燃時達主要從事天然氣管網之設計、安裝、營運及維修並提供配套設施。中燃時達於期內乃未開展業務。

16. ACQUISITION OF BUSINESS *(Continued)*

Establishment of subsidiaries (Continued)

On May 21, 2007, the Group entered into a cooperation agreement with 長沙市液化石油發展有限公司 pursuant to which a subsidiary namely 長沙中燃天然氣有限公司 ("Changsha JV") was established. The Group owned 70% issued share capital of Changsha JV and contributed the capital in cash of RMB14,000,000. The other shareholder contributed the capital in the form of assets and liabilities. Changsha JV is principally engaged in development, construction, operation, management of natural gas stations in Changsha City, Hunan Province of the PRC. Changsha JV contributed HK$1,103,000 to the Group's revenue and contributed loss of HK$459,000 during the period.

Establishment of jointly controlled entity

On May 21, 2007, the Company entered into a joint venture agreement with Oman Oil Company S.A.O.C. ("OOC") pursuant to which a joint venture company ("Bermuda JV") was established in Bermuda. Bermuda JV is principally engaged in the importation into the PRC of energy products and the development or acquisition, ownership and operation of energy projects in the Middle East, the PRC and other parts of the World. The Company initially subscribed for 3,500,000 shares of the Bermuda JV in cash and OCC subscribed for 3,500,000 shares of Bermuda JV in cash and provision of its resources it has in association with identification and development of energy import projects in the Middle East and other parts of the World. Bermuda JV has not commenced business during the period.

Note: The initial accounting of above acquisition has been determined provisionally, awaiting the receipt of professional valuations related to certain underlying assets and liabilities of the acquiree.

16. 收購業務*(續)*

成立附屬公司(續)

於二零零七年五月二十一日，本集團與長沙市液化石油發展有限公司訂立一項合作協議，附屬公司長沙中燃天然氣有限公司(「長沙合資公司」)乃據此成立。本集團擁有長炒合資公司70%已發行股本並注入人民幣14,000,000元現金資本。其他股東注入資產及負債形式的資本。長沙合資公司主要在中國湖南省長沙市從事加氣站之發展、建築、營運及管理。長沙合資公司於期內為本集團帶來1,103,000港元之收益並蒙受459,000港元之虧損。

成立共同控制實體

於二零零七年五月二十一日，本公司與阿曼國家石油公司(「阿曼石油公司」)訂立合營協議。據此，一間百慕達合營公司已於百慕達成立。百慕達合營公司主要從事將能源產品進口至中國及發展或收購位中東、中國，以及世界各地能源項目之擁有權及業務。本公司初步以現金認購3,500,000股百慕達合營公司股份，而阿曼石油公司則以現金認購3,500,000股百慕達股份，並提供其於中東及世界各地尋求及發展能源進口項目相關之資源。百慕達合營公司於期內未開展業務。

附註： 上述收購之初步會計處理已暫時釐定，正等待有關收購業務若干相關資產及負債之專業估值報告。

17. CAPITAL COMMITMENTS

(i) On June 6, 2006, the Group entered into an investment agreement ("Investment Agreement") with Dalian SOA Administration Bureau to establish a subsidiary namely 大連中燃城市燃氣發展有限公司 ("Dalian JV"). Dalian JV will engage principally in the natural gas business. The Group will hold 75% equity interest of Dalian JV after its establishment. Pursuant to the Investment Agreement, the registered capital of the Dalian JV will be RMB1,000,000,000 (approximate HK$1,020,408,000). RMB750,000,000 (approximate HK$765,306,000) will be contributed by the Group by way of cash and the remaining RMB250,000,000 (approximate HK$255,102,000) will be contributed by Dalian SOA Administration Bureau by way of assets injection. The transaction was not yet completed at the date of this report.

(ii) On September 16, 2006, a wholly owned subsidiary of the Company entered into a agreement with 德州市燃氣總公司 ("Dezhou Partner") pursuant to which 德州中燃城市燃氣發展有限公司 ("Dezhou JV") will be established in Dezhou city, Shandong Province, the PRC. Dezhou JV will be engaged principally in the natural gas business in Dezhou city. Dezhou JV will be owned beneficially as to 51% by the Group and 49% by Dezhou Partner. The registered capital of Dezhou JV will be RMB218,622,000 of which RMB111,497,000 (approximate HK$113,772,000) will be contributed by the Group by way of cash and the remaining capital would be contributed by Dezhou Partner by way of injection of assets and liabilities of an existing business. The Group has paid HK$36,600,000 during the period. The transaction was not completed at the date of this report.

17. 資本承擔

(i) 於二零零六年六月六日，本集團與大連國資管委會訂立投資協議(「投資協議」)，以成立一家名為大連中燃城市燃氣發展有限公司(「大連合營公司」)之附屬公司。大連合營公司將主要從事天然氣業務。於大連合營公司成立後，本集團將持有其75% 股本權益。根據投資協議，大連合營公司之註冊股本將為人民幣1,000,000,000元(約1,020,408,000港元)。本集團將以現金方式注入人民幣750,000,000元(約765,306,000港元)，而餘款人民幣250,000,000元(約255,102,000港元)將由大連國資管委會以注入資產方式出資。於本報告日期，交易仍未完成。

(ii) 於二零零六年九月十六日，本公司一家全資附屬公司與德州市燃氣總公司(「德州夥伴」)，據此將於中國山東省德州市成立德州中燃城市燃氣發展有限公司(「德州合資公司」)。德州合資公司將主要於德州市從事天然氣業務。德州合資公司將由本集團實益擁有51%權益，並由德州夥伴實益擁有餘下之49%權益。德州合資公司之註冊資本將為人民幣218,622,000元，其中人民幣111,497,000元(約相當於113,772,000港元)將由本集團以現金方式出資以及餘下資本則由德州夥伴以一項現有業務的資產及負債注資出資。本集團於期內已支付36,600,000港元。交易於本報告日期仍未完成。

17. CAPITAL COMMITMENTS *(Continued)*

(iii) On June 26, 2007, a joint venture agreement ("JV agreement") was entered into between GAIL (India) Limited ("GAIL") and the Company, pursuant to which a joint venture company will be established in Bermuda ("Bermuda JV"). The business of the Bermuda JV shall be primarily on investment and engagement in the operation and management of projects regarding purchase, sale, processing, distribution, marketing and transportation of natural gas. Pursuant to the terms of the JV agreement, the Company and GAIL will each subscribe for 250,000 JV shares at par in the amount of USD250,000.

(iv) On September 6, 2007, the Group entered into a joint venture agreement pursuant to which a joint venture company with registered capital of RMB20,000,000 would be established in Huanghau City, Hebei province for the purpose of building of a natural gas pipeline from Huanghua city to Bohai New Zone. The Group would hold 65% interest in the joint venture company. The transaction was not completed at the date of this report.

(v) On September 27, 2007, the Group entered into a joint venture agreement pursuant to which a joint venture company ("Bohai JV") with registered capital of RMB10,000,000 would be established in Bohai New Area, Hebei province for the investment and operation of natural gas project. The Group would 70% interest in Bohai JV. The transaction was not completed at the date of this report.

(vi) On September 29, 2007, the Group entered into exclusive operation agreement with 梅州市政公用事業管理局 pursuant to which a wholly owned subsidiary with registered capital of RMB50,000,000 would be established for the investment and operation of natural gas project in Muizhou, Guangdong province. The transaction was not completed at the date of this report.

17. 資本承擔*(續)*

(iii) 二零零七年六月二十六日，GAIL (India) Limited(「GAIL」)與本公司訂立一項合營協議(「合營協議」)，一間合營公司(「百慕達合資公司」)將據此於百慕達成立。百慕達合資公司的業務主要從事有關天然氣買賣、處理、分銷、銷售及運輸之項目營運、管理及投資。根據合營協議之條款，本公司及GAIL將分別以平價250,000美元認購以票面值250,000股合營股份。

(iv) 於二零零七年九月六日，本集團訂立一項合營協議，一間擁有註冊資本人民幣20,000,000元之合資公司據此於河北省黃花市就興建黃花市至渤海新區之天然氣管而成立。本集團於合營公司持有65%權益。交易於本報告日期仍未完成。

(v) 於二零零七年九月二十七日，本集團訂立一項合營協議，一間擁有註冊資本人民幣10,000,000元之合資公司(「渤海合資公司」)據此於河北省渤海新區就投資及經營天然氣項目而成立。本集團於渤海合資公司持有70%權益。交易於本報告日期仍未完成。

(vi) 於二零零七年九月二十九日，本集團與梅州市政公用事業管理局訂立一項獨家經營協議，一間擁有註冊資本人民幣50,000,000元之全資附屬公司據此於廣東省梅州市就投資及經營天然氣項目而成立。交易於本報告日期仍未完成。

17. CAPITAL COMMITMENTS *(Continued)*

Save as disclosed above, as at September 30, 2007, 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$232,576,000 (March 31, 2007: HK$392,357,000) and HK$149,755,000 (March 31, 2007: HK$56,006,000), respectively.

18. PLEDGE OF ASSETS

The Group pledged certain property, plant and equipment and prepaid lease payments having a net carrying amount of approximately HK$125,373,000 and HK$42,989,000 (March 31, 2007: HK$356,842,000 and HK$21,030,000), investment properties having a carrying value of HK$18,100,000 (March 31, 2007: HK$18,100,000), current assets having carrying amount of HK$49,731,000 (March 31, 2007: Nil) and certain subsidiaries pledged their equity investments in other subsidiaries to banks to secure loan facilities granted to the Group.

19. RELATED PARTY TRANSACTIONS

During the period, the Group purchased gas for total amount of approximately HK$41,385,000 (year ended March 31, 2007: HK$95,334,000) from minority shareholders of subsidiaries.

17. 資本承擔*(續)*

除上文所披露者外，於二零零七年九月三十日，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232,576,000港元(二零零七年三月三十一日：392,357,000港元)及149,755,000港元(二零零七年三月三十一日：56,006,000港元)之資本承擔。

18. 資產抵押

本集團已抵押賬面淨值125,373,000港元及42,989,000港元(二零零七年三月三十一日：356,842,000港元及21,030,000港元)之若干物業、廠房及設備和預付租賃款項，以及賬面值為18,100,000港元(二零零七年三月三十一日：18,100,000港元)之投資物業及賬面值為49,731,000港元(二零零七年三月三十一日：無)之流動資產。而若干附屬公司亦已抵押彼等於其他附屬公司之股本投資予銀行，以令本集團獲授貸款融資。

19. 有關連人士交易

期內，本集團向附屬公司少數股東合共購入約41,385,000港元(截至二零零七年三月三十一日止年度：95,334,000港元)之燃氣。

20. POST BALANCE SHEET EVENTS

On October 22, 2007, the Company entered into an agreement with Harbin State Owned Committee pursuant to which the Company agreed to acquire and Harbin State Owned Committee agreed to sell 48% equity interests in Harbin Chongqing Gas Co. Ltd. for an aggregate consideration of RMB477,300,000 payable in cash. Harbin Chongqing Gas is principally engaged in piped-gas supplies, transport and sales, design and construction of piped-gas networks, LNG, CNG refilling stations and relevant facilities.

On October 25, 2007, a joint venture agreement was entered into between Zhongran Investment Limited and 榆林市城市投資經營集團有限公司 for the establishment of a joint venture company with registered capital of RMB20 million in Yulin city, Shannxi province for the operation of a city gas project in Yulin. The Group holds 60% interest in the joint venture company.

On October 29, 2007, Zhongran Investment Limited entered into a cooperation agreement with Shenyang People's Government for the establishment of a wholly-owned subsidiary by Zhongran Investment Limited with registered capital of RMB20 million.

20. 結算日後事項

於二零零七年十月二十二日，本公司與哈爾濱國資委訂立該協議，據此，本公司同意購入而哈爾濱國資委同意出售哈爾濱中慶燃氣之48%股權，所涉及之總代價為人民幣477,300,000元，以現金支付。哈爾濱中慶燃氣主要從事管道燃氣供應、輸配及銷售；設計及建設天然氣管網；液化天然氣、壓縮天然氣加氣站及配套設施。

於二零零七年十月二十五日，中燃投資有限公司與榆林市城市投資經營集團有限公司就於山西省榆林市成立一間擁有註冊資本人民幣20,000,000元之合資公司而訂立一項合營協議，以便於榆林市經營城市燃氣項目。本集團於合資公司持有60%權益。

於二零零七年十月二十九日，中燃投資有限公司與瀋陽市人民政府就中燃投資有限公司以註冊資本人民幣20,000,000元成立一間全資附屬公司訂立一項合作協議。

Interim Dividend

Given the cash need for continual business expansion, the Board resolved not to recommend the payment of an interim dividend for the six months ended September 30, 2007 (six months ended September 30, 2006: NIL).

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二零零七年九月三十日止六個月之中期股息(截至二零零六年九月三十日止六個月：無)。

Management Discussion and Analysis
Business Review

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

For the six months ended September 30, 2007, turnover of the Group amounted to HK$877,762,000. This represented an increase of 84.8% on the figure of HK$475,098,000 for the same period of 2006. Gross profit was HK$271,802,000, increased by 70.5% over the same period of last year. Since 2006 financial year, the Group needed to reflect the movement of fair values of all its derivatives financial instruments (including convertible bonds) in the income statements in accordance with the new accounting standards. The Group issued US$40 million convertible bonds at an exercise price of HK$1.731 per share in June 2005 of which US$26 million were exercised during the period under review. As the market prices of the Group's stocks were substantially higher than HK$1.731 at the time of exercise of the US$26 million convertible bonds and as at September 30, 2007, the Group needed to reflect a significant loss in fair value change of the US$40 million convertible bonds in the income statements in accordance to the new accounting standards. The change in fair value of convertible bonds and other derivative financial instruments resulted in a net loss of approximately HK$135,956,000 for the period under review. As a result of this, the Group recorded profit after taxation in the amount of HK$74,476,000. If such loss in fair value change on the derivative financial instruments was excluded from the first half 2007 and first half 2008 results, the Group recorded profit after taxation of HK$210,432,000, increased by 143.2% over the same period last year, earnings per share was HK6.36 cents, an increase of 147.5%.

管理層討論及分析
業務回顧

本集團主要於中國從事燃氣管道之投資、經營及管理、以及管道天然氣和壓縮天然氣之銷售及分銷業務。

截至二零零七年九月三十日止六個月，本集團營業額為877,762,000港元，較2006年同期之475,098,000港元上升84.8%。毛利為271,802,000港元，較去年同期增長70.5%。而根據新的香港會計準則，本集團由2006財政年度開始必須對本集團所持有的衍生金融工具（包括可換股債券）的公平價值反映在損益表中。本集團於2005年6月以行使價每股1.731港元發行了4,000萬美元的可換股債券，其中2,600萬美元已於期內行使。由於該2,600萬美元債券在換股時之市場價以及於二零零七年九月三十日之股價均遠高於1.731港元的行使價，本集團須按照新的會計準則在損益表中就全部4,000萬美元的可換股債券的公平價值變動反映此項重大虧損。於期內，可換股債券及其他衍生金融工具公平價值變動淨虧損為135,956,000港元。因此，在扣除此非現金性減值後，本集團實現稅後溢利為74,476,000港元。若不考慮衍生金融工具公平價值在期內及去年同期的變動，則本集團期內稅後溢利為210,432,000港元，較去年同期增長143.2%，每股盈利為6.36港仙，同比增加147.5%。

New Project Expansion

As at November 30, 2007, the Group had secured 63 city piped gas projects (with exclusive concession rights) in 16 provinces, autonomous regions and directly-administered cities, owned one natural gas company with natural gas exploration right, six long distance natural gas pipeline projects and one coal-bed methane gas exploration project.

The new projects include six city piped gas projects (with exclusive concession rights) namely Taizhou in Zhejiang Province, Meizhou in Guangdong Province, Bohai New Area in Hebei Province, Sujiatun district of Shenyang in Liaoning Province, Harbin city in Heilongjiang Province and Yulin city in Shaanxi province, two long distance gas pipeline projects in Inner Mongolia Autonomous Region and Hebei Province respectively and one natural gas purification company in Chongqing Municipality. The Harbin project was the largest city gas project opened for tendering in recent years in China. Harbin city has a population of about 10 million and currently owns about one million households and nearly 3,000 commercial and industrial users. With prominent competitive strength, the Group was finally awarded the tender and this reflects the Group's leading position in the industry.

The above new projects cover a connectable city population of approximately 8,730,000 (approximately 2,727,000 households). The connectable city population covered by the Group's gas projects has increased to approximately 40,738,000 (approximately 12,729,000 households) as of November 2007.

Construction of Piped Gas Networks

Construction of city gas pipeline networks is one of the Group's principal businesses. The Group builds city main pipeline networks and branch pipeline networks to make gas connection to residential, industrial and commercial users, and charges them for such connection and gas usage.

新項目拓展

於二零零七年十一月三十日，本集團累計合共於16省(自治區、直轄市)取得63個城市管道燃氣項目(擁有管道燃氣專營權)，1家擁有天然氣勘探權的天然氣公司，6個天然氣長輸管道項目及1個煤層氣勘探項目。

新項目包括6個城市管道燃氣項目(擁有管道燃氣專營權)，地區包括浙江省台州市，廣東省的梅州市，河北省渤海新區，遼寧省瀋陽市蘇家屯區，黑龍江省哈爾濱市及陝西省榆林市；2個分別位於內蒙古自治區和河北省的天然氣長輸管道項目及1家位於重慶市的天然氣淨化處理公司。其中，哈爾濱專案為國內近年來最大的城市燃氣招標項目，哈爾濱市轄區人口近1,000萬，擁有約100萬戶居民城市燃氣用戶和近3,000戶工商業用戶。本集團憑藉強大的綜合競爭實力，在眾多投標者中脫穎而出，成功中標哈爾濱城市燃氣項目，充分體現了集團在行業中的領導地位。

以上新增城市管道燃氣項目覆蓋市區可接駁人口約為8,730,000人(約2,727,000戶)。截至二零零七年十一月，集團所有燃氣項目覆蓋的城市可接駁人口已增至40,738,000人(約12,729,000戶)。

管道燃氣網路建設

修建城市燃氣管網是本集團的主要業務之一，本集團通過修建城市主幹管網及支線管網，將天然氣管道接駁到居民用戶和工商業用戶，並向用戶收取接駁費和燃氣使用費。

As at September 30, 2007, the Group accomplished natural gas supply in 43 cities and four long distance pipelines, and had built high-pressure pipelines of approximately 705 km, medium to low-pressure pipelines of approximately 6,742 km and branch and customer pipeline network of 7,036 km.

於二零零七年九月三十日，本集團已實現43個城市及4條長輸管線的天然氣通氣，累計已建成高壓管線約705公里，中低壓管線約6,742公里，及庭院小區管網7,036公里。

Residential Customers

During the period, the Group completed connections for 74,159 households, an increase of approximately 18.8% over the same period of last year. The average connection fee of residential users was RMB2,368 yuan, an increase of approximately 13.2% compared to that of the financial year 2007. Such increase in connection fee level was primarily due to the economic prosperity locations where connections happened and the higher fees approved by the local governments.

住宅用戶

於期內，集團共為74,159戶住宅用戶完成接駁工程，較去年同期增長約18.8%，住宅用戶平均支付的管道燃氣接駁費為人民幣2,368元，較二零零七年財政年度上升約13.2%。單位接駁費上升主要是由於集團部分新增項目地方經濟較為發達，地方政府批准的單位接駁費較高所致。

During the period, the Group acquired a total of 568,291 residential users who were primarily from the Baotou and Qingdao projects. As at September 30, 2007, the Group had a total of 2,004,403 connected residential users, increased by 89.4% over the same period of last year, representing 18.4% of the Group's total connectable households.

於期內，本集團合共收購568,291戶住宅用戶，收購用戶主要來自包頭及青島項目。於二零零七年九月三十日，本集團累計接駁的住宅用戶為2,004,403戶，較去年同期增長約89.4%，佔集團整體可供接駁用戶的18.4%。

Industrial and Commercial Customers

During the period, the Group completed natural gas connections for 15 industrial customers and 508 commercial customers and acquired eight industrial customers and 6,435 commercial customers. Industrial users are primarily in the building materials, ceramics, metallurgy, chemical and glass making industry.

工商業用戶

於期內，本集團共接駁15戶工業用戶及508戶商業用戶；並分別收購8戶工業用戶及6,435戶商業用戶，工業用戶主要涵蓋建材，陶瓷，冶金、化工及玻璃等行業。

As at September 30, 2007, the Group had a total of 152 connected industrial customers and 17,511 connected commercial customers, increased by 76.7% and 137.2% respectively compared with the last period. Connection fee for industrial users was calculated on the basis of the contracted daily gas volume at the average rate of RMB14 yuan per m^3 and the average connection fee paid by commercial customers was RMB94,529 yuan per customer. The lower connection fee for industrial users was mainly because of bigger discounts given to large industrial customers.

於二零零七年九月三十日，集團累計收購及接駁152戶工業用戶及17,511戶商業用戶，分別較去年同期增長約76.7%和137.2%。工業用戶的接駁費按照合同的日供應量平均人民幣14元／立方米／日計算，商業用戶的接駁費平均為每戶人民幣94,529元，工業用戶單位接駁費較低主要是由於集團對於大工業用戶給予較多折讓所致。

During the period under review, the Group recorded connection fee revenue of HK$227,027,000, representing approximately 25.9% of the Group's total revenue for the period.

於期內，本集團錄得接駁費收入227,027,000港元，接駁費收入佔集團年度內總營業額的比例約為25.9%。

Sale of Piped Gas

During the period, the Group sold a total of 380,489,000 m^3 piped gas, a substantial increase of 124.6% as compared to the same period of last year, of which 313,841,000 m^3 was piped natural gas, an increase of 117.3%, 66,648,000 m^3 was piped coal gas and LPG, an increase of 166.2%. Among the sales of piped natural gas, 44,752,000 m^3 was sold to residential users, 153,666,000 m^3 to industrial users, 35,827,000 m^3 to commercial users, 42,208,000 m^3 to CNG vehicle drivers and 37,387,000 m^3 to other users.

管道燃氣銷售

於期內，本集團管道燃氣銷量為380,489,000立方米，較去年同期大幅增長124.6%，其中管道天然氣銷量為313,841,000立方米，較去年同期增長117.3%，管道煤氣與液化石油氣的銷量為66,648,000立方米，較去年同期增長166.2%。在管道天然氣銷售中，44,752,000立方米天然氣銷售予住宅用戶，153,666,000立方米天然氣予工業用戶，35,827,000立方米天然氣予商業用戶，42,208,000立方米天然氣予CNG汽車用戶，37,387,000立方米天然氣予其他用戶。

During the period, gas sold to industrial users represented 49.0% of the total natural gas volume sold, commercial users 11.4%, residential users 14.3% and CNG vehicles 13.4%. For the natural gas sales income, the Group recorded HK$497,542,000, representing approximately 56.7% of the Group's total revenue for the period, an increase of approximately 106.1% over the same period of last year.

於期內，工業用氣佔集團天然氣總銷量的比例約為49.0%，商業用氣佔集團天然氣總銷量的比例約為11.4%，居民用氣佔集團天然氣總銷量的比例約為14.3%，CNG汽車加氣佔集團天然氣總銷量的比例約為13.4%。本集團錄得天然氣銷售收入497,542,000港元，佔本集團年度內總營業額的比例約為56.7%，天然氣銷售收入較去年同期增長約106.1%。

As at September 30, 2007, the daily natural gas supply capacity of the Group reached 2,374,744 m^3, increased by approximately 170.6% over the same period of last year, of which the actual domestic usage was approximately 391,530 m^3/day, actual industrial usage approximately 1,073,221 m^3/day, actual commercial usage approximately 379,772 m^3/day, and actual CNG vehicles usage approximately 389,743 m^3/day. As of November 30, 2007, the total natural gas supply of the Group had exceeded 4,080,000 m^3/day due to the huge increase of gas usage by downstream gas users along certain long distance pipelines.

於二零零七年九月三十日，本集團天然氣合計的日供應量已達到2,374,744立方米，較去年同期增長約170.6%，其中已接駁的住宅用戶實際日用量約為391,530立方米，工業用戶實際日用量約為1,073,221立方米，商業用戶實際日用量約為379,772立方米，CNG汽車用戶實際日用量約為389,743立方米。由於部分長輸管道下游用戶天然氣用量大增，於二零零七年十一月三十日，集團天然氣合計的日供應量已超過4,080,000立方米。

Average selling price (pre tax) was RMB1.74 yuan/m^3 for residential users, RMB1.49 yuan/m^3 for industrial users, RMB2.05 yuan/m^3 for commercial users, and RMB1.98 yuan/m^3 for CNG vehicles.

住宅用戶的天然氣平均售價(不含稅)為人民幣1.74元／立方米，工業用戶的平均售價(不含稅)為人民幣1.49元／立方米，商業用戶的平均售價(不含稅)為人民幣2.05元／立方米及CNG汽車用戶的平均售價(不含稅)為人民幣1.98元／立方米。

During the period, the Group sold in total of 66,648,000 m^3 piped coal gas and LPG, of which 43,668,000 m^3 was sold to residential customers, 3,324,000 m^3 to industrial customers and 9,960,000 m^3 to commercial customers.

於期內，本集團共銷售66,648,000立方米煤氣及液化石油氣，其中43,668,000立方米煤氣及液化石油氣售予住宅用戶，3,324,000立方米煤氣及液化石油氣售予工業用戶，9,960,000立方米煤氣及液化石油氣則售予商業用戶。

CNG Refilling Stations for Vehicles

The Group currently owns 33 CNG refilling stations for vehicles, with a daily capacity in excess of 430,000 m^3. Currently, there are over 20 CNG refilling stations for vehicles under construction. It is expected that sales income from CNG will become one of the Group's major revenue in the near future. During the period, sales income from CNG for vehicles was HK$83,570,000, represented 16.8% of the Group's total sales income of natural gas.

壓縮天然氣汽車加氣站

本集團現時擁有汽車加氣站33座，可提供日加氣量超過430,000立方米。集團目前在建的天然氣加氣站數目超過20座，預計未來車用壓縮天然氣銷售收入將成為集團一個主要的收入來源。於期內車用壓縮天然氣銷售收入為83,570,000港元，佔本集團天然氣總銷售收入的16.8%。

Other Project Development

In September 2007, the Group signed a cooperation agreement with the People's Government of Wushen Banner, Inner Mongolia Autonomous Region to explore and produce coal bed methane in Ordos city.

Pursuant to the cooperation agreement, the Group will develop a block of 2,440 square kilometers in area in the Nalinhe region of Ordos city in Inner Mongolia for coal bed methane exploration and production. The Group will make use of new techniques and crafts for comprehensive coal bed methane processing, utilization, liquefaction, pipeline transmission and application. The initial field for exploration and development will span 600 square kilometers.

其他項目發展

於二零零七年九月，本集團與內蒙古烏審旗人民政府簽署合作協議，在鄂爾多斯市開發、建設和經營煤層瓦斯氣項目。

根據雙方簽署的合作協定，本集團將在內蒙古烏審旗納林河地區共計2,440平方公里的範圍內進行煤層氣的勘探及開採。本集團將利用新技術，新工藝對開採的煤層氣進行綜合加工利用、液化，管道輸送和應用。首期勘探開發的區域為600平方公里。

Coal bed methane is similar to normal natural gas and methane is a major component of coal bed methane. It is a highly-efficient clean energy source and can be transmitted through natural gas pipelines. The development and utilization of coal bed methane could present enormous business opportunities for the Group.

煤層氣的成分與常規天然氣相同，主要成分是甲烷。煤層氣可以進入天然氣管線，是一種優質高效的潔淨能源。發展及使用煤層氣可為本集團帶來大量商業機會。

Gross Profit Margin and Net Profit Margin

During the period under review, the Group realized revenue of HK$877,762,000 (six months ended September 30, 2006: HK$475,098,000), an increase of 84.8% over the same period of last year; gross profit of HK$271,802,000 (six months ended September 30, 2006: HK$159,398,000), representing 31.0% of the Group's overall gross profit margin (six months ended September 30, 2006: 33.6%); net profit of HK$74,476,000 (six months ended September 30, 2006: HK$101,386,000), representing an overall net profit margin of 8.5% (six months ended September 30, 2006: 21.3%).

毛利率及純利率

本集團於回顧期內實現營業收入877,762,000港元(二零零六年九月三十日止六個月：475,098,000港元)，較去年同期增長約84.8%；實現毛利271,802,000港元(二零零六年九月三十日止六個月：159,398,000港元)，相當於集團整體毛利潤率為31.0%(二零零六年九月三十日止六個月：33.6%)。集團實現純利74,476,000港元(二零零六年九月三十日止六個月：101,386,000港元)，相當於整體純利潤率為8.5%(二零零六年九月三十日止六個月：21.3%)。

Employees

As at September 30, 2007, the Group had approximately 8,606 employees, representing an increase of approximately 17.2% compared to March 31, 2007. The increase was due to the increase in the numbers of natural gas joint venture companies during the period. More than 99.9% of the Group's employees are located in China.

員工

於二零零七年九月三十日，本集團總員工數目約為8,606名，與二零零七年三月三十一日比較，增加約17.2%，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。本集團超過99.9%員工位於中國。

Financial Review

Liquidity

As at September 30, 2007, the total assets of the Group was HK$9,343,408,000, increased by approximately 28.1% as compared to March 31, 2007.

As at September 30, 2007, the Group's cash on hand was HK$1,428,956,000 (March 31, 2007: HK$1,512,347,000). The Group's total bank and other borrowings amounted to approximately HK$4,481,366,000 (March 31, 2007: HK$2,929,233,000) of which approximately 42.5%, 4.8%, 23.0% and 29.7% would be due within one year, from first to second year, from second to fifth year and after the fifth year, respectively.

The Group has a current ratio of approximately 1.15 (March 31, 2007: 1.65) and the net gearing ratio was 1.09 (March 31, 2007: 0.75). The calculation of net gearing ratio was based on the net borrowings of HK$3,461,193,000 (total borrowings of HK$4,890,149,000 less bank balances and cash of HK$1,428,956,000) and the net assets of HK$3,183,850,000 as at September 30, 2007.

Capital Structure

The Company issued convertible bonds with 1% per annum coupon due June 29, 2010 with an aggregate principal amount of US$40,000,000 (the "Bonds") in June 2005. The initial conversion price of the Bonds was HK$1.731 but the conversion will be adjusted in accordance to the initial agreement if any shareholding dilution event happens. The Bonds have been listed on The Hong Kong Stock Exchange since June 1, 2006. As at November 30, 2007, a total of US$38,000,000 of the Bonds had been converted into a total of 171,230,491 ordinary shares of the Company.

財務回顧

流動資金

於二零零七年九月三十日，本集團總資產值為9,343,408,000港元，與二零零七年三月三十一日比較，增加約28.1%。

於二零零七年九月三十日，本集團手頭現金為1,428,956,000港元(二零零七年三月三十一日：1,512,347,000港元)。本集團銀行貸款及其它貸款總額為4,481,366,000港元(二零零七年三月三十一日：2,929,233,000港元)，而其約42.5%、4.8%、23.0%及29.7%將分別於一年、由一至兩年、由兩年至五年及五年後到期。

本集團流動比率約為1.15(二零零七年三月三十一日：1.65)，淨資產負債比率為1.09(二零零七年三月三十一日：0.75)，淨資產負債比率之計算是根據截至二零零七年九月三十日之淨借貸3,461,193,000港元(總借貸4,890,149,000港元減銀行結餘及現金1,428,956,000港元)及淨資產3,183,850,000港元計算。

資本架構

於二零零五年六月，本公司亦發行年利率1厘本金總額為40,000,000美元之可換股債券(「債券」)，債券到期日為二零一零年六月二十九日。債券發行時之初步換股價為1.731港元，發行後如出現有股份攤薄之事項，會根據當初之協定，對換股價作出調整。債券亦已於二零零六年六月一日於香港交易所上市。截至二零零七年十一月三十日，總額38,000,000美元之債券已換成本公司合共171,230,491股普通股。

Financial Resources

The Group does not anticipate any material foreign exchange exposure since its cash, borrowings, revenue and expenses are denominated in Hong Kong dollars, RMB and US dollars. Besides, the Group believes that RMB appreciation will continue in the foreseeable future. Since all the operating income of the Group is denominated in RMB, the Group is expected to be benefited from repaying foreign currency debts by RMB funding.

As the interest charged on the commercial loans and development capital loans granted to the Group was calculated on a floating basis, in order to minimize the interest rate risk, the Group has entered into interest rate swap contracts to mitigate interest rate risk and reduce finance costs. During the period under review, the Group had bank loans in the total amount of US$210 million with terms from five to ten years. Though these interest rate swap contracts, actual weighted average interest rate thereon was 5.43%.

The Group's operating and capital expenditures are funded by operating cash income, subscription monies from strategic investors, bank loans, the Bonds and development capital loan facility. The Group has sufficient sources of funds to meet future capital expenditure and working capital requirements.

Charge on Assets

As at September 30, 2007, the Group pledged part of its property, plant and equipment, prepaid lease payments, investment properties and certain current assets having a carrying value of approximately HK$236,193,000 (March 31, 2007: HK$395,972,000) and certain investments in subsidiaries to banks to secure loan facilities granted to the Group.

財務資源

由於本集團之現金、借貸、收入及開支均以港元、人民幣及美元結算，故並不預期有任何重大外匯風險。此外，本集團相信人民幣升值於可見未來仍會持續，由於本集團所有營運收入均以人民幣為基礎，預期本集團將在以人民幣償還外幣債項時而得益。

由於本集團所獲得的美元貸款以浮動息率計算，為減低利率風險，本集團均有對該等美元浮息貸款安排利率調期合約。於期內，集團共有五至十年期的銀行美元貸款2.1億美元，通過該等安排，實際加權平均年利率為5.43%。

本集團之經營及資本開性之來源乃由經營現金收入、策略投資者的認購款項、銀行貸款、債券、開發性金融貸款及銀團貸款撥付。本集團有足夠資金來源滿足其未來資本開支及營運資金需求。

抵押資產

於二零零七年九月三十日，本集團抵押部份物業、廠房及設備、預付租賃款項、投資物業及其他流動資產，其賬面淨值約236,193,000港元(二零零七年三月三十一日：395,972,000港元)及部份附屬公司之投資予銀行，以獲得貸款額度。

Capital Commitments

The Group has a capital commitments of HK$232,576,000 (March 31, 2007: HK$392,357,000) and HK$149,755,000 (March 31, 2007: HK$56,006,000) in respect of the acquisition of property, plant and equipment and construction materials contracted for but not provided in the financial statements as at September 30, 2007. Such commitments would require a substantial part of the Group's present cash and external borrowings. The Group has also committed to acquire part of the PRC enterprise shares and to establish sino-foreign joint venture companies in the PRC.

資本承擔

於二零零七年九月三十日，本集團於就已訂約收購但未於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232,576,000港元(二零零七年三月三十一日：392,357,000港元)及149,755,000港元(二零零七年三月三十一日：56,006,000港元)之資本承擔，需要動用大量本集團現有現金及向外融資。本集團已承諾收購部份中國企業股份及於中國成立中外合資企業。

Contingent Liabilities

As at September 30, 2007, the Group did not have any material contingent liabilities (as at March 31, 2007: Nil).

或然負債

於二零零七年九月三十日，本集團並無任何重大或然負債(二零零七年三月三十一日：無)。

Prospects

Looking into the next half financial year, the Group will continue to actively look for investment opportunities in large and medium-sized city gas projects with reasonable investment returns, expand its customer base and further integrate the existing city gas projects and increase the Group's overall project qualities and level of investment return. Besides, the Group will continue to explore more business opportunities with our strategic shareholders in developing overseas natural gas exploration and transportation business.

展望

展望下半財政年度，本集團在城市燃氣分銷領域仍將以合理的投資回報為基礎，積極尋求國內大中型城市燃氣項目的投資機會，擴大原有的客戶基礎，並進一步整合原有的城市燃氣項目，提高集團整體的項目品質和回報水準。此外，本集團將繼續與策略股東開展更多海外天然氣開發與輸配的合作機會。

Directors' and Chief Executives' Interests In Shares

As at September 30, 2007, the interests or short positions of the directors and the chief executive of the Company in the equity or debt securities and underlying shares 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

於二零零七年九月三十日，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)之股本或債務證券及相關股份中擁有(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」)之權益或短倉(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或短倉)；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或短倉；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或短倉如下：

(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 董事姓名	Note 附註	Nature of interest 權益性質	Total 總數	Approximate percentage or attributate percentage of shareholdings 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	376,514,000 (L) 118,500,000 (S)	11.65 3.67

(L) Long position
(S) Short position

(L) 長倉
(S) 短倉

Note:

1. These 376,514,000 Shares represent 258,014,000 beneficially owned by Mr. Liu, and 118,500,000 to be delivered to Hai Xia Finance Holdings Limited ("Hai Xia"). Pursuant to a sale and purchase agreement dated March 8, 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 March 9, 2005. As at September 30, 2007, the sale and purchase of 71,500,000 Shares had been completed.

附註：

1. 該等376,514,000股股份乃指由劉先生實益擁有之258,014,000股股份及將予交付海峽金融控股有限公司(「海峽」)之118,500,000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。截至二零零七年九月三十日，71,500,000股股份之買賣已告完成。

Directors' and Chief Executives' Interests In Shares *(Continued)*

董事及行政總裁於股份之權益 *(續)*

(ii) Share options:

(ii) 購股權：

Name of Director 董事姓名	Number of options held 持有購股權數目	Nature of interest 權益性質	Number of underlying Shares 相關股份數目	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 (%)
Mr. Li Xiaoyun 李小雲先生	5,000,000 (Note 1) 5,000,000 (Note 5) 5,000,000份（附註1） 5,000,000份（附註5）	Personal Personal 個人 個人	5,000,000 5,000,000	0.15 0.15
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	0.15 2.78
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	0.15 4.02
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	0.29
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	0.12 0.19
Mr. Mao Er Wan 毛二萬先生	1,000,000 (Note 1) 1,000,000份（附註1）	Personal 個人	1,000,000	0.03
Ms. Wong Sin Yue Cynthia 黃倩如女士	1,000,000 (Note 1) 700,000 (Note 4) 1,000,000份（附註1） 700,000份（附註4）	Personal Personal 個人 個人	1,000,000 700,000	0.03 0.02
Mr. Zhao Yu Hua 趙玉華先生	1,000,000 (Note 1) 700,000 (Note 4) 1,000,000份（附註1） 700,000份（附註4）	Personal Personal 個人 個人	1,000,000 700,000	0.03 0.02

Directors' and Chief Executives' Interests In Shares *(Continued)*

(ii) Share options: *(Continued)*

Notes:

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 September 1, 2004 to January 8, 2014.

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 March 20, 2005 to October 5, 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 November 22, 2004 to October 5, 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 January 1, 2005 to October 5, 2014.

5. These options were granted under the Share Option Scheme and entitle the holders thereof to subscribe for Shares at an exercise price of HK$1.50 per Share during the period from October 20, 2010 to October 19, 2015.

董事及行政總裁於股份之權益 *(續)*

(ii) 購股權：*(續)*

附註：

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. 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。

5. 該等購股權乃根據購股權計劃授出，其持有人獲賦予於二零一零年十月二十日至二零一五年十月十九日期間以行使價每股股份1.50港元認購股份之權利。

Directors' and Chief Executives' Interests In Shares *(Continued)*

(ii) Share options: *(Continued)*

Save as disclosed above, as at September 30, 2007, 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.

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 September 30, 2007, 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:

董事及行政總裁於股份之權益*(續)*

(ii) 購股權：*(續)*

除上文所披露者外，於二零零七年九月三十日，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或短倉(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或短倉；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或短倉。

擁有根據證券及期例貨條例第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，於二零零七年九月三十日，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：

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 *(Continued)*

擁有根據證券及期例貨條例第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*(續)*

Name of Shareholders 股東姓名／名稱	Notes 附註	Nature of interest 權益性質	Total 總數	Approximate percentage or attributate percentage of shareholdings 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	511,514,000 (L) 118,500,000 (S)	15.82 3.67
Hai Xia 海峽	2	Beneficial owner 實益擁有人	340,000,003 (L) 150,000,003 (S)	10.52 4.64
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)	6.50
GAIL (India) Limited		Beneficial owner 實益擁有人	210,000,000 (L)	6.50
Oman Oil Company S.A.O.C.		Beneficial owner 實益擁有人	237,567,000 (L)	7.35
Oman Investment Fund	3	Beneficial owner 實益擁有人	161,803,550 (L)	5.00

(L) Long position
(S) Short position

(L) 長倉
(S) 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 *(Continued)*

Notes:

1. Ms. Xu Xau Lan is deemed to be interested in the Shares held by her spouse, Mr. Liu.

2. Among these 340,000,003 Shares, 221,500,003 Shares are beneficially owned by Hai Xia and 118,500,000 Shares are to be delivered by Mr. Liu to Hai Xia pursuant to the sale and purchase agreement dated March 8, 2005 and entered into between Hai Xia and Mr. Liu. Details of the transaction were set out in the announcement of the Company dated March 9, 2005. As at September 30, 2007, the sale and purchase of 71,500,000 Shares had been completed.

3. The Company was notified by Oman Investment Fund on November 28, 2007 that it held a total of 161,803,550 shares of the Company, representing 5% of the issue share capital of the Company as of October 31, 2007. Oman Investment Fund is the investment fund under the Ministry of Finance of the Oman Sultanate Government that holds and manages the reserve fund of the Oman Sultanate Government.

Purchase, Sale and Redemption Shares

For the six months ended September 30, 2007, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares.

擁有根據證券及期例貨條例第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*(續)*

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. 在該等340,000,003股股份中，221,500,003股股份由海峽實益擁有及118,500,000股股份乃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將由劉先生交付予海峽。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。於二零零七年九月三十日，71,500,0000股股份之買賣已告完成。

3. 本公司於二零零七年十一月二十八日獲中東股東Oman Invetsment Fund通知，已持有合共161,803,550本公司股份(約佔本公司於二零零七年十月三十一日已發行股份5%)。Oman Investment Fund是阿曼蘇丹國財政部轄下的投資基金，並且持有及管理阿曼蘇丹國的基金儲備。

購買、出售及贖回股份

截至二零零七年九月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何股份。

Audit Committee

The Company has established an audit committee in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls and comprises three independent non-executive directors. The audit committee has reviewed the unaudited interim results of the Group for the six months ended September 30, 2007 prior to their approval by the Board.

審核委員會

本公司依照上市規則第3.21條成立審核委員會，旨在審核及監察本集團之財務申報過程及內部控制及由三名獨立非執行董事組成。在董事會作出批准前，審核委員會已審核了本集團於截至二零零七年九月三十日止的中期業績報告。

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 of The Stock Exchange of Hong Kong Limited ("Listing Rules") except that 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.

企業管治

董事認為本公司除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)外，已遵守載於香港聯合交易所有限公司證券上市規則(「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, all directors confirmed that they have complied with the Model Code throughout the period ended September 30, 2007.

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，而所有董事皆確認於截至二零零七年九月三十日止整個期間，已遵守標準守則。

On Behalf of the Board of
China Gas Holdings Limited
Liu Ming Hui
Managing Director

Hong Kong, December 19, 2007

代表董事會
中國燃氣控股有限公司
劉明輝
董事總經理

香港，二零零七年十二月十九日

CHINAGAS
中國燃氣

China Gas Holdings Limited
中國燃氣控股有限公司

STOCK CODE 股份代號: 384

www.chinagasholdings.com.hk