



中電科

CHINA ELECTRIC POWER  
TECHNOLOGY HOLDINGS LIMITED

中國電力科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8053

09/10 Third Quarterly Report  
第三季度業績報告



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### 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的定位，乃為相比起其他在本交易所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告（中國電力科技控股有限公司各董事願共同及個別對此負全責）乃遵照聯交所創業板證券上市規則之規定而提供有關中國電力科技控股有限公司之資料。本公司各董事經作出一切合理查詢後，確認就彼等所知及所信：–(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成份；(2)並無遺漏任何事實致使本報告所載任何內容產生誤導；及(3)本報告內表達之一切意見乃經審慎周詳考慮後方作出，並以公平合理之基準和假設為依據。

## HIGHLIGHTS

- Turnover of the Group for the nine months ended 31 December 2009 were approximately RMB68 million, approximately doubled as compared to the corresponding period in the previous fiscal year.
- The Group realised a loss attributable to shareholders of approximately RMB3.94 million for the nine months ended 31 December 2009.
- Basic loss per share of the Group was approximately RMB0.006 for the nine months ended 31 December 2009.
- The Board does not recommend payment of any dividend for the nine months ended 31 December 2009.

## 摘要

- 本集團截至二零零九年十二月三十一日止九個月期間之營業額約為人民幣6仟8佰萬元，較上一個財政年度同期上升約1倍。
- 於截至二零零九年十二月三十一日止九個月期間，本集團實現之股東應佔虧損約為人民幣394萬元。
- 本集團於截至二零零九年十二月三十一日止九個月期間之每股虧損約為人民幣0.006元。
- 董事會並不建議就截至二零零九年十二月三十一日止九個月期間派發任何股息。

## UNAUDITED RESULTS FOR THE THIRD QUARTER ENDED 31 DECEMBER 2009

The board of directors (the "Board") of China Electric Power Technology Holdings Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the nine months and quarter ended 31 December 2009, together with the unaudited comparative figures for the corresponding period in 2008, as follows:

*(Unless otherwise stated, all financial figures presented in this quarterly financial report are denominated in Renminbi ("RMB") thousand yuen)*

## 截至二零零九年十二月三十一日止第三季度之未經審核業績

中國電力科技控股有限公司(「本公司」)董事會(「董事會」)謹公佈本公司及其附屬公司(統稱「本集團」)於截至二零零九年十二月三十一日止九個月及季度之未經審核綜合業績，連同二零零八年同期之未經審核比較數字如下：

*(除明確註明外，本季度財務報告內之所有財務數字是以人民幣(「人民幣」)千元列值)*

		(Unaudited) (未經審核) Nine Months Ended 31 December 截至十二月三十一日 止九個月		(Unaudited) (未經審核) Three Months Ended 31 December 截至十二月三十一日 止三個月		
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	
Turnover	營業額	2	68,309	33,862	42,838	32,444
Cost of sales	銷售成本		(39,439)	(19,120)	(29,344)	(17,699)
Gross profit	毛利		28,870	14,742	13,494	14,745
Other revenue	其他收入		2,664	3,564	1,509	3,042
Distribution costs	分銷成本		(1,746)	(1,113)	(349)	(673)
Administration expenses	行政開支		(30,973)	(15,997)	(13,095)	(7,854)
Operating (loss)/profit	經營(虧損)/溢利		(1,185)	1,196	1,559	9,260
Finance cost	融資成本		(1)	(2)	-	(1)
(Loss)/profit before tax	除稅前(虧損)/溢利		(1,186)	1,194	1,559	9,259
Income tax	所得稅	3	(2,753)	(3,324)	(1,748)	(3,324)
(Loss)/profit attributable to shareholders	股東應佔(虧損)/溢利		(3,939)	(2,130)	(189)	5,935
Dividends attributable to the period	期內股息	4	-	-	-	-
			<b>RMB (Yuen)</b> 人民幣(元)	<b>RMB (Yuen)</b> 人民幣(元)	<b>RMB (Yuen)</b> 人民幣(元)	<b>RMB (Yuen)</b> 人民幣(元)
(Loss)/earnings per share – basic	每股(虧損)/盈利 – 基本	5	(0.006)	(0.006)	(0.0003)	0.018

Notes:

附註：

**1. Principal Accounting Policies**

The unaudited quarterly results have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules. The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2009.

The quarterly results are unaudited, but have been reviewed by the audit committee of the Group.

Significant transactions and balances among the companies comprising the Group have been eliminated on consolidation.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

**2. Turnover**

The Company is an investment holding company and its subsidiaries established in the PRC are principally engaged in the development and provision of application software, information technology solutions and relation maintenance and supporting services to customers in the electricity power industry, schools and entities in the education sector of the PRC.

An analysis of the Group's unaudited turnover is set out as follows:

**1. 主要會計政策**

未經審核季度業績乃根據由香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則第34號「中期財務報告」以及《香港聯合交易所有限公司創業板證券上市規則》之適用披露規定而編製。所採用之會計政策與截至二零零九年三月三十一日止年度之全年財務報表所列載者貫徹一致。

季度業績為未經審核，惟已由審核委員會審閱。

組成本集團各公司間之重大交易及結餘已於綜合賬目時對銷。

本集團主要在中華人民共和國(「中國」)經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

**2. 營業額**

本公司為一家投資控股公司，而其於中國成立之附屬公司主要為在中國從事電力行業、學校及教育界之客戶提供開發、應用軟件、資訊科技解決方案及相關保養及支援服務。

本集團未經審核之營業額分析如下：

		(Unaudited) 未經審核 Nine Months Ended 31 December 截至十二月三十一日 止九個月		(Unaudited) 未經審核 Three Months Ended 31 December 截至十二月三十一日 止三個月	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
Turnover	營業額				
Information technology services in the electricity power industry	電力行業之資訊科技服務	43,685	28,039	21,034	28,039
Information technology service in schools and entities in the education sector	學校及教育界實體之資訊科技服務	21,804	-	21,804	-
Judicial authentication service	司法鑑定服務	2,810	5,564	-	4,397
Sales of internet learning card	售賣互聯網學習咭	10	259	-	8
		<u>68,309</u>	<u>33,862</u>	<u>42,838</u>	<u>32,444</u>

### 3. Income tax

(a) No provision for profits tax in the Cayman Islands, British Virgin Islands ("BVI") and Hong Kong has been made as the Group has no income assessable for profits tax during the nine months period in those jurisdictions (2008: Nil).

(b) PRC enterprise income tax.

北京普華雅龍科技有限公司("雅龍") and 北京智義仁信息技術有限公司("智義仁"), the subsidiaries from which the major portion of the Group's turnover is derived, are subject to PRC enterprise income tax ("EIT"). 雅龍 and 智義仁, as advanced technology enterprise (高新技術企業), are entitled to enjoy a reduced tax rate of 15%.

(c) Deferred tax

There was no significant unprovided deferred taxation for the nine months period.

### 4. Dividends attributable to the period

The Board does not recommend payment of any interim dividend for the nine months ended 31 December 2009 (quarter ended 31 December 2008: nil).

### 5. (Loss)/earnings Per Share

The calculation of basic (loss)/earnings per share is based on the unaudited consolidated loss attributable to shareholders for the nine months ended 31 December 2009 of RMB3.94 million (2008: loss RMB2.13 million) and on the weighted average of 704,753,638 shares in issue (2008: 324,348,000 shares).

### 3. 所得稅

(a) 由於本集團於本九個月期間內在開曼群島、英屬處女群島(「英屬處女群島」)及香港並無產生任何利得稅的應評稅收入,故並無作出該等司法權區之利得稅撥備(二零零八年:無)。

(b) 中國企業所得稅。

本集團營業額主要來自附屬公司北京普華雅龍科技有限公司(「雅龍」)及北京智義仁信息技術有限公司(「智義仁」),其須繳付中國企業所得稅(「企業所得稅」)。雅龍與智義仁作為高新技術企業,現按寬減的稅率15%課稅。

(c) 遞延稅項

本集團於本九個月期間內並無重大之未撥備遞延稅項。

### 4. 期內股息

董事會並不建議截至二零零九年十二月三十一日止九個月派付任何中期股息(截至二零零八年十二月三十一日止季度:無)。

### 5. 每股(虧損)/盈利

每股基本(虧損)/盈利乃根據截至二零零九年十二月三十一日止九個月的股東應佔未經審核綜合虧損人民幣394萬元(二零零八年:虧損人民幣213萬元)及已發行股份加權平均數704,753,638股(二零零八年:324,348,000股)計算。

## 6. Movement of reserves

## 6. 儲備變動

		Share capital	Share premium	Contributed surplus	Capital reserve	Share-based compensation reserve	Statutory common reserve	Foreign currency translation reserve	(Accumulated loss)/ Retained profits	Total
		股本 (unaudited) (未經審核)	股份溢價 (unaudited) (未經審核)	實繳盈餘 (unaudited) (未經審核)	資本儲備 (unaudited) (未經審核)	薪酬儲備 (unaudited) (未經審核)	公積金 (unaudited) (未經審核)	匯兌儲備 (unaudited) (未經審核)	(累計虧損)/ 保留溢利 (unaudited) (未經審核)	總計 (unaudited) (未經審核)
Balance as of 1 April 2009	於二零零九年四月一日之結餘	61,223	158,287	933	115	6,722	4,862	(11,257)	3,051	223,936
Placing	配售	2,699	4,091	-	-	-	-	-	-	6,790
Investment in Subsidiary	子公司增值	12,724	27,228	-	-	-	-	-	-	39,952
Disposal of Subsidiary	出售子公司	-	(20,058)	-	(115)	-	(4,862)	(768)	-	(25,803)
Loss for the 9 months ended 31 December 2009	截至二零零九年十二月三十一日止九個月之虧損	-	-	-	-	-	-	-	(3,939)	(3,939)
Currency translation difference	貨幣匯兌差額	-	-	-	-	-	-	62	-	62
Balance as of 31 December 2009	於二零零九年十二月三十一日之結餘	<u>76,646</u>	<u>169,548</u>	<u>933</u>	<u>-</u>	<u>6,722</u>	<u>-</u>	<u>(11,963)</u>	<u>(888)</u>	<u>240,998</u>
Balance as of 1 April 2008	於二零零八年四月一日之結餘	31,977	117,755	933	115	4,654	4,862	(9,648)	(3,752)	146,896
Repurchase of shares	購回股份	(479)	(4,620)	-	-	-	-	-	-	(5,099)
Issue consideration Shares	發行代價股份	11,000	45,100	-	-	-	-	-	-	56,100
Loss for the 9 months ended 31 December 2008	截至二零零八年十二月三十一日止九個月之虧損	-	-	-	-	-	-	-	(2,130)	(2,130)
Currency translation difference	貨幣匯兌差額	-	-	-	-	-	-	(9,615)	-	(9,615)
Acquisition	收購	-	-	-	4,950	-	-	-	-	4,950
Balance as of 31 December 2008	於二零零八年十二月三十一日之結餘	<u>42,498</u>	<u>158,235</u>	<u>933</u>	<u>5,065</u>	<u>4,654</u>	<u>4,862</u>	<u>(19,263)</u>	<u>(5,882)</u>	<u>191,102</u>

## MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

The Group recorded a turnover of approximately RMB68.3 million for the nine months ended 31 December 2009, approximately doubled as compared to the corresponding period in the previous fiscal year. The increase was mainly due to the Group has acquired two new businesses in last year end and this period, which contributed RMB43.6 million and RMB21.8 million revenue respectively in this period.

The cost of sales was approximately RMB39.4 million for the nine months ended 31 December 2009, approximately doubled as compared to corresponding period in the previous fiscal year. The main reason was increase in relevant costs of new business.

The administrative expenses was increased approximately 93.6% for the nine months period ended 31 December 2009 as compared with the same period in 2008. The main reasons of the increase were due to the amortization of intangible assets for last two acquisitions and the professional fee paid for the acquisition this period.

### Liquidity and Financial Resources

As at 31 December 2009, the shareholders' funds of the Group amounted to approximately RMB241 million. Current assets amounted to approximately RMB129 million of which approximately RMB24 million were cash and bank balance and approximately RMB104 million were trade receivable, prepayment, deposit, others receivable and inventory. The Group's major liability is convertible note amounted to 253 million and current liabilities amounted to approximately RMB42 million.

## 管理層討論及分析 財務回顧

截至二零零九年十二月三十一日止九個月期間內，本集團錄得營業額約人民幣6仟8佰萬元，較上一財政年度同期增加約1倍。營業額增加主要是由於本集團分別於上年年末及本期間收購了2個新業務，該等新業務為這個期間分別增添了人民幣4仟4佰萬元及人民幣2仟2佰萬元的營業額。

截至二零零九年十二月三十一日止九個月期間內，銷售成本約為人民幣3仟9佰萬元，較上一財政年度同期增加約1倍。增加之主要原因是新業務之成本相對增加。

本集團截至二零零九年十二月三十一日九個月期間之行政開支較二零零八年同期上升約93.6%。增加之主要原因是為兩度收購之無形資產的攤銷，以及為本期間進行的最近2個收購所支付的專業費用。

### 流動資金及財務資源

於二零零九年十二月三十一日，本集團之股東資金約為人民幣2億4仟1佰萬元。流動資產約為人民幣1億2仟9佰萬元，其中約人民幣2仟4佰萬元為現金及銀行結餘，另約人民幣1億零4佰萬元為應收貿易賬款、預付款項、按金、其他應收賬款及存貨。本集團之主要負債是可換股票據2億5仟3佰萬元及流動負債約為人民幣4仟2佰萬元。



## Charge of Assets

As at 31 December 2009, the Group did not have any charges on its assets.

## Capital Commitment

As at 31 December 2009, the Group did not have any material capital commitments.

## Foreign Exchange Exposure and Hedging Policy

Since most of the income and expenses as well as assets and liabilities of the Group are denominated in Renminbi, the Director consider that Group has no material foreign exchange exposure and no hedging policy has been taken.

## Contingent Liabilities

As at 31 December 2009, the Group did not have any material contingent liabilities.

## BUSINESS OUTLOOK

### Business Review

The Group made smooth progress on all of its businesses during the nine months period ended 31 December 2009. The business of electric power technology, which is the major business of the Group, contributed approximately RMB44 million to the Group's revenue. The recently acquired information technology business targeting the education sector contributed revenue of approximately RMB22 million to the Group. Together with the contributions from other businesses, the Group's revenue and income doubled when compared with those of the corresponding period in last year, amounted to approximately RMB68 million and RMB29 million respectively. However, the Group still recorded a loss as a whole and this is attributed to the amortization of intangible assets arising from a series of acquisitions and the relatively high professional fees arising from acquisitions.

## 資產抵押

於二零零九年十二月三十一日，本集團並無任何資產抵押。

## 資本承擔

於二零零九年十二月三十一日，本集團並無任何重大資本承擔。

## 外匯風險及對沖政策

由於本集團大部份收支及資產負債乃以人民幣為單位，董事認為本集團並無重大外匯風險，亦無採取任何對沖政策。

## 或然負債

於二零零九年十二月三十一日，本集團並無任何重大或然負債。

## 業務展望

### 業務回顧

截止到二零零九年十二月三十一日的九個月期間，本集團各項業務進展順利。電力科技業務作為本集團的主營業務，為集團貢獻了約人民幣4千4百萬元收入，新近收購的教育信息化業務為集團貢獻了約人民幣2千2百萬元收入，加上其它業務之貢獻，本集團收入和毛利均較去年同期增加一倍，分別達到約人民幣6千8百萬元及人民幣2千9百萬元；只是由于持續收購產生的無形資產攤銷和收購所產生的專業費用較大，使得集團總體仍錄得虧損。

## Prospects and Outlook

Through a series of acquisitions and reorganization, as at the end of 2009, the Group has preliminarily completed the construction of its business structure, successfully formed an all-round information technology solutions encompassing consultation, design, product, development to engineering, implementation and services. The Group has also established a well-experienced and competent team comprising of over 300 professionals. In 2010, there will be enormous opportunities for the Group to exploit. The Group will work closely with China Electric Power Research Institute to provide construction and maintenance services in respect of electric power marketing systems to the state grid. The Group will also keep abreast of the construction of the state smart grid and develop the two-way smart marketing system and electric car charger management system. In respect of electricity transaction area, the Group will tie in with the expansion of the scope of the pilot tests, and actively promote our successful experiences and models in Inner Mongolia.

The financial statements of 北京智義仁信息技術有限公司 (Beijing Zhiyiren Information Technology Co. Ltd.), the 100% interest of which was acquired by the Group during the first half of the year, were consolidated into the financial statements of the Group since 1 October 2009. Beijing Zhiyiren is mainly engaged in the information technology construction and services for the education sector. It will bring continuous and considerable revenue and profit contributions to the Group and also increase and strengthen our capability of serving end-users.

## 前景展望

通過不斷的收購和重組，到2009年年底，本集團已初步完成了業務體系的構建，形成了從諮詢、設計、產品、開發到工程、運營、服務的完整的解決方案體系，並建立了300多人的有經驗、高素質的團隊。2010年本集團將面臨重大發展機遇，集團將與中國電力科學研究院更加緊密合作，全面為國家電網提供電力營銷系統的建設和運維服務，同時還將緊跟國家智能電網的建設步伐，開發雙向智能營銷系統及電動汽車充電管理系統。在電力交易領域，集團也將配合試點範圍的擴大，積極推廣我們在內蒙古的成功經驗和模式。

本集團上半年全資收購的北京智義仁信息技術有限公司已于2009年10月1日開始與本集團合並報表，該公司目前主要從事教育行業的信息化建設及服務，一方面可以為本集團持續貢獻可觀的收入和利潤，同時將充實和加強本集團服務終端用戶的能力。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2009, the interests or short positions of the Directors and the chief executive of the Company in the shares and underlying shares (the "Shares") of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or which were required, to be entered in the register required to be kept under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

## 董事及主要行政人員於本公司及其相聯法團股份及相關股份之權益或淡倉

於二零零九年十二月三十一日，本公司之董事（「董事」）及主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份（「股份」）中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益及淡倉，或根據創業板上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉，如下：

### The Company – interests in Shares

### 本公司－股份權益

Director 董事	Number of Shares 股份數目		Total 合計	Percentage of Shareholding 持股百分比
	Controlled Corporation 受控制法團	Underlying Shares 相關股份 (Note 3) (附註3)		
Mr. Wang Dongbin 王東斌先生	90,000,000 (Note 1) (附註1)	623,600	90,623,600	11.13%
Mr. Peng Gexiong 彭格雄先生	11,120,000 (Note 2) (附註2)	4,936,000	16,056,000	1.97%
Mr. Li Wing Sang 李永生先生	–	230,000	230,000	0.03%
Mr. Yeung King Wah 楊景華先生	–	623,600	623,600	0.08%
Mr. Gao Feng 高峰先生	–	623,600	623,600	0.08%
Mr. Wu Kehe 吳克河先生	–	230,000	230,000	0.03%

## Notes:

- (1) These Shares are registered in the name of and beneficially owned by Ying Da Investment Ltd ("Ying Da"). Ying Da is 100% legally and beneficially owned by Mr. Wang Dongbin.
- (2) These Shares are registered in the name of and beneficially owned by Educators Investment Limited ("Educators Investment"). Educators Investment is legally and beneficially owned as to 97.7% by Mr. Peng Gexiong, as to 1.28% by Mr. Shu Fan, as to 0.61% by Mr. Zeng Ruihong and as to 0.41% by Mr. Su Wenbo. By virtue of his 97.7% direct interest in Educators Investment, Mr. Peng Gexiong is deemed or taken to be interested in the 11,120,000 Shares held by Educators Investment for the purposes of the SFO.
- (3) The interests in the underlying Shares represent the options granted to the Directors pursuant to the Share Option Scheme of the Company.

Save as disclosed above, as at 31 December 2009, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of, the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## 附註：

- (1) 該等股份以盈達投資有限公司（「盈達」）名義登記並實益擁有。盈達由王東斌先生合法及實益100%擁有。
- (2) 該等股份以Educators Investment Limited（「Educators Investment」）名義登記並實益擁有。Educators Investment分別由彭格雄先生、舒凡先生、曾瑞洪先生及蘇文波先生合法及實益擁有97.7%、1.28%、0.61%及0.41%。由於彭格雄先生擁有Educators Investment之97.7%直接權益，根據證券及期貨條例，彼被視為或被認為擁有Educators Investment持有之11,120,000股股份之權益。
- (3) 相關股份權益指根據本公司購股權計劃授予董事之購股權。

除上文所披露者外，於二零零九年十二月三十一日，董事或本公司之任何主要行政人員概無在本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益或淡倉，或根據創業板上市規則第5.46至5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES UNDER SFO

So far as is known to any Director or chief executive of the Company, as at 31 December 2009, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO:

## 根據證券及期貨條例擁有須予披露之股份權益及淡倉之主要股東及人士

就任何董事或本公司之主要行政人員所知，於二零零九年十二月三十一日，下列人士（上文所披露之董事或本公司主要行政人員除外）於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之權益或淡倉：

### Long positions in shares

### 股份之好倉

Name 名稱	Capacity 身份	Number of Shares 股份數目	Number of underlying Shares 相關股份數目	Percentage of	
				Total 合計	shareholding 持股百分比
Sunfame Enterprises Limited 新輝企業有限公司	Beneficial owner (Note 1) 實益擁有人 (附註1)	144,586,000	-	144,586,000	17.8%
Ying Da 盈達	Beneficial owner (Note 2) 實益擁有人 (附註2)	90,000,000	-	90,000,000	11.0%
Gold Oriental Group Limited 金華集團有限公司	Beneficial owner (Note 3) 實益擁有人 (附註3)	30,000,000	125,000,000	155,000,000	19.1%
Sino Lucky Group Limited 中運集團有限公司	Beneficial owner (Note 3) 實益擁有人 (附註3)	27,760,000	-	27,760,000	3.4%
Wincrest Ventures, LP	Beneficial owner (Note 4) 實益擁有人 (附註4)	30,670,000	30,670,000	61,340,000	7.5%

*Note:*

- (1) Sunfame Enterprises Limited, a company incorporated in BVI wholly and beneficially owned by Ms. Wang Wei.
- (2) Ying Da, a company incorporated in BVI wholly and beneficially owned by Mr. Wang Dongbin.
- (3) Gold Oriental Group Limited and Sino Lucky Group Limited, both of which are incorporated in BVI, wholly and beneficially owned by Mr. Cheung Yuet.
- (4) Wincrest Ventures, LP is wholly and beneficially owned by Mr. Charles Louis Watson and his family members. The interests in the underlying Shares represent the new Shares which may fall to be issued when the unlisted warrants granted to Wincrest Ventures, LP are exercised at the initial exercise price of HK\$0.314 each.

Save as disclosed herein, as at 31 December 2009, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO or carrying rights to vote in all circumstances at general meetings of any other members of the Group.

*附註：*

- (1) 新輝企業有限公司為於英屬處女群島註冊成立之公司，由王薇女士全資實益擁有。
- (2) 盈達為於英屬處女群島註冊成立之公司，由王東斌先生全資實益擁有。
- (3) 金華集團有限公司及中運集團有限公司均為於英屬處女群島註冊成立之公司，由張鉞先生全資實益擁有。
- (4) Wincrest Ventures, LP由Charles Louis Watson先生及其家族成員全資實益擁有。相關股份之權益代表向Wincrest Ventures, LP授出之非上市認股權證按初步行使價每股0.314港元行使時可能須予發行之新股份。

除本報告所披露者外，本公司並不知悉有任何人士（本公司之董事或主要行政人員除外）於二零零九年十二月三十一日於股份中擁有根據證券及期貨條例第336條必須向本公司披露之權益或淡倉，（有權在任何情況於本集團任何其他成員公司之股東大會上投票者）。

## SHARE OPTION SCHEME

### Equity-settled share option schemes

On 23 July 2004, the company adopted a share option scheme (the "Share Option Scheme") to enable the Company to grant options to eligible participants in order to reward or provide incentives to its employees or any person who has contributed or will contribute to the Group. The Share Option Scheme shall continue in force for the period commencing from 23 July 2004 and expiring at the close of business on the tenth anniversary thereof, after such period no further options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in respect of any options granted before its expiry or termination but not yet exercised.

Under the Share Option Scheme, the directors of the Company may offer to any employees or any person who has contributions to the Group including directors of the Company or any of its subsidiaries share options to subscribe for shares in the Company in accordance with the terms of the Share Option Scheme.

## 購股權計劃

### 以權益結算之購股權計劃

於二零零四年七月二十三日，本公司採納一項購股權計劃（「購股權計劃」），讓本公司能夠授出購股權予合資格參與者，以鼓勵或獎勵已經或將會對本集團作出貢獻之僱員或任何人士。購股權計劃須於二零零四年七月二十三日開始至其十週年之日營業時間結束之期間內持續有效，於該期間後不會再授出認股權，但就購股權計劃屆滿或終止前授出而尚未行使之任何購股權而言，購股權計劃之條文仍具有十足效力。

根據購股權計劃，本公司董事可根據新購股權計劃之條款向已對本集團作出貢獻的任何僱員或任何人士（包括本公司或其任何附屬公司之董事）授出購股權，以認購本公司股份。

The exercise price is determined by the directors of the Company, and shall not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant, and (iii) the nominal value of the Company's shares.

Each option gives the holder the right to subscribe for one ordinary share in the Company.

行使價由本公司董事釐定，惟該價格不得少於以下之最高者：(i)本公司股份在授出當日之收市價；(ii)緊接授出當日前五個營業日之平均收市價；及(iii)本公司股份之面值。

每一份購股權賦予持有人權力認購本公司之一股普通股股份。

Category of guarantee	Exercise price per Share	Date of grant	Number of share options				At 31 December 2009
			At 1 April 2009	Granted during the 9 months Period	Exercised during the 9 months Period	Forfeited during the 9 months period	
承授人類別	每股行使價	授出日期	於二零零九年四月一日	於9個月期間已授出	於9個月期間已行使	於9個月期間已沒收	於二零零九年十二月三十一日
	HK\$ 港元						
Directors 董事	1.68	26 March 2008 二零零八年三月二十六日	5,510,400	-	-	(393,600)	5,116,800
	0.149	18 March 2009 二零零九年三月十八日	2,380,000	-	-	(230,000)	2,150,000
Employees 僱員	1.68	26 March 2008 二零零八年三月二十六日	27,158,400	-	-	-	27,158,400
	0.149	18 March 2009 二零零九年三月十八日	28,200,000	-	-	-	28,200,000
In aggregate 合計			63,248,800	-	-	(623,600)	62,625,200



## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES**

For the nine months period ended 31 December 2009, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

## **COMPETING INTERESTS**

For the nine months ended 31 December 2009, none of the Directors or the management shareholders or any of their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which causes or may cause any significant competition with the business of the Group.

## **COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company has applied the principles and has complied with all the code provisions as set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules throughout the period under review.

## **SECURITIES TRANSACTIONS BY DIRECTORS**

During the nine months ended 31 December 2009, the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with such code of conduct and required standard of dealings throughout the nine months ended 31 December 2009.

## **購買、出售或贖回本公司上市股份**

截至二零零九年十二月三十一日止九個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

## **競爭權益**

截至二零零九年十二月三十一日止九個月期間，本公司之董事、管理層股東或彼等各自之聯繫人士（定義見創業板上市規則）概無於對本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

## **遵守《企業管治常規守則》**

於回顧期間內，本公司已一直應用《創業板上市規則》附錄15《企業管治常規守則》所載之原則，並已遵守其中所列載之所有守則條文。

## **董事進行證券交易**

截至二零零九年十二月三十一日止九個月期間內，本公司已就董事進行證券交易採納一套比《創業板上市規則》第5.48至第5.67條所載之交易必守標準更高的董事證券交易守則。本公司亦已向各董事作出特定查詢，而本公司並不知悉截至二零零九年十二月三十一日止九個月期間內任何時間未有遵守該守則及交易必守標準之任何事項。

## AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.1 to C.36 of the code. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee is composed of the three independent non-executive Directors of the Company, namely Mr. Yeung Kenneth King Wah, Mr. Gao Feng and Mr. Wu Kehe.

The Group's draft unaudited financial statements for the nine months ended 31 December 2009 have been reviewed and commented by the audit committee members.

As at the date of this report, the Board comprises the follow Directors:

### *Executive Directors:*

Mr. Li Kangying (*Chairman*)  
Mr. Wang Dongbin  
Mr. Li Wing Sang  
Mr. Wu Zhanjiang

### *Independent non-executive Directors:*

Mr. Yeung Kenneth King Wah  
Mr. Gao Feng  
Mr. Wu Kehe

By order of the Board

**China Electric Power Technology Holdings Limited**  
**Li Kangying**  
*Chairman*

PRC, 11 February 2010

## 審核委員會

本公司已遵照《創業板上市規則》第5.28條至第5.33條及該守則條文C.3.1至C.36，成立審核委員會並列明其職權範圍。審核委員會之主要職責為(其中包括)審閱及監督本集團之財務滙報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事楊景華先生，高峰先生及吳克河先生所組成。

本集團截至二零零九年十二月三十一日止九個月期間之未經審核財務報表文稿已由審核委員會成員審閱並由其對此作出意見。

於本報告日期，董事會成員包括以下董事：

### *執行董事：*

李抗英先生 (*主席*)  
王東斌先生  
李永生先生  
吳戰江先生

### *獨立非執行董事：*

楊景華先生  
高峰先生  
吳克河先生

承董事會命

中國電力科技控股有限公司  
李抗英  
*主席*

中國，二零一零年二月十一日

09/10 Third Quarterly Report  
第三季度業績報告



中電科

CHINA ELECTRIC POWER  
TECHNOLOGY HOLDINGS LIMITED

中國電力科技控股有限公司