

**CHANGE OF COMPANY NAME**

A special resolution was passed by the shareholders of the Company at the special general meeting on 15 August 2002 to change the name of the Company to Dong Fang Gas Holdings Limited and 東方燃氣集團有限公司 has been adopted by the Company as its Chinese name for identification purpose.

**DIRECTORS**

The Directors during the period and up to the date of this report are:

**Executive Directors**

Dr. Chan Kwok Keung, Charles	(appointed on 20 September 2002)
Dr. Yap, Allan	(appointed on 20 September 2002)
Mr. Chan Kwok Hung	(appointed on 20 September 2002)
Ms. Chan Ling, Eva	(appointed on 20 September 2002)
Mr. Leung Kwok Wa	(resigned on 23 September 2002)
Mr. Ng Kwun Wan	(resigned on 23 September 2002)
Mr. Ng Tik Hong	(resigned on 23 September 2002)
Mr. Ng Sai Hung	(resigned on 23 September 2002)

**Independent non-executive Directors**

Mr. Ng Wai Hung	
Mr. Cheung Hon Kit	(resigned on 31 October 2002)
Mr. Tsang Link Carl, Brian	(appointed on 31 October 2002)

**更改公司名稱**

本公司股東於二零零二年八月十五日在股東特別大會上通過特別決議案，將本公司的名稱更改為 Dong Fang Gas Holdings Limited，而本公司亦採納了「東方燃氣集團有限公司」作為本公司作識別之用的中文名稱。

**董事**

於期內及直至本報告日期為止的董事如下：

**執行董事**

陳國強博士	(於二零零二年九月二十日獲委任)
Yap, Allan博士	(於二零零二年九月二十日獲委任)
陳國鴻先生	(於二零零二年九月二十日獲委任)
陳玲女士	(於二零零二年九月二十日獲委任)
梁國驊先生	(於二零零二年九月二十三日辭任)
吳冠雲先生	(於二零零二年九月二十三日辭任)
吳迪康先生	(於二零零二年九月二十三日辭任)
吳世雄先生	(於二零零二年九月二十三日辭任)

**獨立非執行董事**

吳偉雄先生	
張漢傑先生	(於二零零二年十月三十一日辭任)
曾令嘉先生	(於二零零二年十月三十一日獲委任)

### DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2002, none of the Directors or their respective associates had any interest in the securities of the Company or any of its associated corporations, as defined in the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance"), which have to be notified to the Company and The Stock Exchange pursuant to Section 28 of the SDI Ordinance, including interests which the Directors are taken or deemed to have taken under Section 31 of, or Part 1 of the Schedule to, the SDI Ordinance, or pursuant to the Model Code for Securities Transactions by Directors of the Listed Companies of the Listing Rules or which are required, pursuant to Section 29 of the SDI Ordinance, to be entered in the register referred to therein. No right had been granted to, or exercised by, any Directors or his spouse and children under 18 years of age, to subscribe for shares in or debenture of the Company during the six months period ended 30 September 2002.

### SHARE OPTIONS

The Company's share option scheme ("Scheme") was adopted pursuant to a resolution passed on 13 October 1998 and became effective on 24 December 1999 for the primary purpose of providing incentives to Directors and eligible employees, and will expire on 27 August 2003. Under the Scheme, the Directors may grant options to eligible employees, including Directors of the Company and its subsidiaries, to subscribe for share in the Company.

The total number of shares of the Company in respect of which options may be granted under the Scheme is not permitted to exceed 10% in nominal amount of the issued share capital of the Company from time to time less: (i) the aggregate number of shares of the Company which have been duly allotted and issued pursuant to the Scheme; (ii) the number of shares of the Company which would be issued on the exercise in full of the options granted but not exercised on that date pursuant to the Scheme; (iii) the number of share of CBM which have been duly allotted and issued pursuant to the share option scheme of CBM. The shares of CBM were previously listed on the Stock Exchange. Pursuant to a scheme of arrangement between CBM and its shareholders, CBM became an indirectly wholly owned subsidiary of the Company and its shares were withdrawn from listing on the Stock Exchange and the shares of the Company are listed on the Stock Exchange with effect from 24 December 1999. The number of shares of the Company in respect of which options may be granted under the Scheme to any eligible employee (together with (i) the number of shares of the Company issued in respect of options of the Company which have

### 董事之證券權益

於二零零二年九月三十日，概無任何董事或彼等之聯繫人持有本公司或其任何相聯法團(按證券(披露權益)條例(「披露權益條例」)界定)之證券權益，或根據披露權益條例第28條須知會本公司及聯交所之權益，包括根據披露權益條例第31條或附表第一部份被視作或當作擁有之權益，或根據披露權益條例第29條須記入該條所述登記冊，或按上市規則中上市公司董事進行證券交易標準守則須向本公司及聯交所申報之權益。於截至二零零二年九月三十日止六個月，概無任何董事或其配偶及未滿十八歲之子女獲授或行使權利認購本公司的股份或債券。

### 購股權

本公司乃根據一九九八年十月十三日通過之決議案採納購股權計劃(「該計劃」)，並於一九九九年十二月二十四日生效，主要目的為向董事及合資格僱員提供鼓勵。該計劃將於二零零三年八月二十七日屆滿。根據該計劃，董事可向合資格僱員(包括本公司及其附屬公司之董事)授出購股權，以認購本公司之股份。

根據該計劃可能授出之購股權所涉及之本公司股份總數不得超過本公司不時已發行股本面值之10%減：(i)根據該計劃正式配發及發行之本公司股份總數；(ii)因悉數行使所獲授但於該日尚未根據該計劃行使購股權而可能將予發行之本公司股份數目；及(iii)根據友聯建材購股權計劃正式配發及發行之友聯建材股份數目。友聯建材股份早前曾於聯交所上市。根據友聯建材與其股東訂立之一項協議安排，友聯建材成為本公司之間接全資附屬公司，而其股份則已撤銷於聯交所上市，本公司股份則自一九九九年十二月二十四日起在聯交所上市。根據該計劃可能授予任何合資格僱員之購股權所涉及之本公司股份數目，連同(i)該合資格僱員已行使之本公司購股權所涉及之本公司已發行股份數目；(ii)因行使授予該合資格僱員之尚未行使本公司購股權而可能

**SHARE OPTIONS (cont'd)**

been exercised by that eligible employee; (ii) any shares of the Company which would be issued upon the exercise of outstanding options of the Company granted to that eligible employee; and (iii) the number of shares of CBM issued in respect of options of CBM which have been exercised by that eligible employee), is not permitted to exceed 25% of the maximum aggregate number of shares of the Company subject to the Scheme at the time it is proposed to grant the relevant option to such eligible employee.

Consideration to be paid on each grant of option is HK\$10 and an offer for an option must be accepted by the eligible employee not later than 28 days after the offer date of the option. Options granted may be exercised at any time from the date of grant of the share option to the third anniversary of the date of grant. The exercise price is determined by the Directors, and shall not be less than the greater of (i) 80% of the average closing share price of the Company for the five trading days immediately preceding the offer date of the option; and (ii) the nominal value of the shares of the Company.

No share option was granted or exercised pursuant to the Scheme during the six months ended 30 September 2002. As at 30 September 2002, there were no share options of the Company outstanding.

**SUBSTANTIAL SHAREHOLDERS**

Save as disclosed below, as at 30 September 2002, according to the register of substantial shareholders kept by the Company section 16 (1) of the SDI Ordinance and so far as is known to the Directors and the chief executive of the Company, no other person was interested or taken or deemed to be interested in 10% or more of the nominal value of any class of share capital of the Company carrying rights to vote in all circumstances at general meetings of the Company or in any options in respect of such share capital :

Name of shareholder 股東名稱	Number of shares held 所持股份數目		
	Direct Interest 直接權益	Deemed Interest 應計權益	Shareholding Percentage (%) 持股百分比
China Strategic Holdings Limited 中策集團有限公司		20,000,000,000	43.06
China Strategic (B.V.I.) Limited		20,000,000,000	43.06
Great Joint Profits Limited	20,000,000,000		43.06

Note: Great Joint Profits Limited is a wholly owned subsidiary of China Strategic (B.V.I.) Limited, which is in turn a wholly owned subsidiary of China Strategic Holdings Limited. Both China Strategic (B.V.I.) Limited and China Strategic Holdings Limited are deemed to be interested in 20,000,000,000 shares in the Company held by Great Joint Profits Limited.

**購股權 (續)**

將予發行之本公司任何股份；及(iii)已獲該合資格僱員行使之友聯建材購股權所涉及之友聯建材已發行股份數目，不得超過於提呈授出有關購股權予該合資格僱員時，該計劃項下之本公司股份總數最高數目之25%。

每次獲授購股權須支付之代價為10港元，合資格僱員須於購股權授出日期後起計28日內接納授出購股權之建議。所授之購股權可於授出購股權日期起至授出日期三週年期間內隨時行使。行使價由本公司董事釐定，且價格不得低於(i)本公司份於緊接購股權授出日期前五個交易日之平均收市價80%；及(ii)本公司股份面值(以較高者為準)。

於截至二零零二年九月三十日止六個月，概無任何購股權根據該計劃予以授出或行使。於二零零二年九月三十日，概無尚未行使的購股權。

**主要股東**

除下述披露者外，於二零零二年九月三十日，本公司按披露權益條例第16(1)條而置存之主要股東登記冊所載及就本公司各董事及行政總裁所知，並無其他人士或被當作或視作擁有本公司任何類別股本面值10%或以上權益，並具有在任何情況下於本公司股東大會上擁有投票權或就該股本而擁有任何購股權：

附註：Great Joint Profits Limited是China Strategic (B.V.I.) Limited的全資附屬公司，而China Strategic (B.V.I.) Limited則為中策集團有限公司的全資附屬公司；因此，China Strategic (B.V.I.) Limited 和中策集團有限公司均被視為擁有Great Joint Profits Limited所擁有的20,000,000,000股本公司股份的權益。

In 1997, the unsecured Convertible Loan of US\$12 million which is repayable on demand and carries interest at the rate of 9.8% per annum compounded annually for a term of six years was advanced by Simonson International Development Limited ("Simonson"), a wholly-owned subsidiary of ING Beijing Investment Company ("ING") and an independent third party, to Companion-China. The Convertible Loan and the accrued interest thereon will, at the option of the convertible noteholder, be convertible into fully paid ordinary shares of the Company at a conversion price calculated as 90% of the average closing price of the shares of the Company quoted on the Stock Exchange for the twenty trading days immediately preceding the date of the notice under the terms and conditions of the Convertible Loan deed, details of which were set out in the circulars to the shareholders of the Company dated 13 May 1997 and 20 December 2000.

By an assignment executed on 18 February 2002, Simonson has assigned to Perfect Master Limited ("PML"), a wholly-owned subsidiary of ING and an independent third party, the Convertible Loan and all related rights and interest. On the same date, the entire issued share capital of PML and the Convertible Loan has been sold to Galaxy Time Limited, a company held by New World Enterprise Holdings Limited. Details of these were set out in the announcement of the Company dated 18 February 2002.

#### **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed shares of the Company during the six months ended 30 September 2002.

#### **CODE OF BEST PRACTICE**

None of the Directors is aware of any information that would reasonably indicate that the Company is not, or was not during the six months ended 30 September 2002, in compliance with the Code of Best Practice set out in Appendix 14 of the Listing Rules except that the non-executive Directors are not appointed for a specific term as they are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-Laws of the Company.

一九九七年，一項12,000,000美元無抵押可換股貸款（須於被要求時償還，並附帶年利率9.8%，每年複合計，為期六年）由Simonson International Development Limited（「Simonson」）（ING北京投資有限公司（「ING」）之全資附屬公司，並為獨立第三方）墊支予友聯中國。該貸款及此後之應計利息將（由可轉換票據持有人選擇）以轉換價（按緊接根據可換股貸款契據條款及條件而刊發之通告日期前二十個交易日本公司股份於聯交所平均收市價之90%計算）轉換成已繳足本公司普通股。詳情載列於一九九七年五月十三日及二零零零年十二月二十日本公司寄發予股東之通函。

於二零零二年二月十八日簽訂之轉讓書，Simonson已將該貸款及所有相關權利及利息轉讓予Perfect Master Limited（「PML」），一間由獨立第三方ING全資擁有附屬公司。同日，PML全部已發行股本及該可換股貸款已出售予Galaxy Time Limited，一間由新世界實業控股有限公司持有之公司。詳情載列於二零零二年二月十八日本公司之公佈。

#### **購買、贖回或出售上市證券**

截至二零零二年九月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市股份。

#### **最佳應用守則**

據本公司董事所知，概無任何資料足以顯示本公司截至二零零二年九月三十日止六個月內，未有遵守上市規則附錄十四所載之最佳應用守則，惟非執行董事並非以特定任期委任，而是根據本公司細則於本公司之股東週年大會上輪值告退及膺選連任。

**PRACTICE NOTE 19 OF THE LISTING RULES**

Details of the advances to, and guarantees given for the benefits of, the Company's affiliated companies by the Group as at 30 September 2002 are as follows:

**上市規則第19項應用指引**

有關本集團於二零零二年九月三十日為本公司聯屬公司給予的財務資助或為其利益作出的擔保詳情如下：

Name of affiliated companies 聯屬公司名稱	Percentage of interest held by the Group as at 30 September 2002 於二零零二年九月三十日本集團所持權益百分比	Advances to affiliated companies 給予聯屬公司的墊款 千港元	Allowance for amounts due from affiliated companies 應收聯屬公司款項之撥備 千港元	Guarantees given for banking facilities granted to affiliated companies 聯屬公司之銀行融資作出之擔保 千港元	Total (after allowance) 總計(經扣除撥備) 千港元
Asean Fortune Corporation	50.0	46,726	(46,726)	—	—
Yixing United Ceramics Co., Ltd.	約 47.6 (approximately)	34,544	(13,274)	10,268	31,538
Kipton Limited	20.0	499	(499)	—	—
		81,769	(60,499)	10,268	31,538

Advances to the affiliated companies are interest free, unsecured and have no fixed repayment term. All banking facilities granted to the affiliated companies under the security of the Group have been fully utilised by the affiliated companies.

給予聯屬公司的墊款為免息、無抵押且及無固定還款期。聯屬公司已全數動用所有根據本集團之擔保授予聯屬公司的銀行融資。

The proforma combined balance sheet of the associates as at 30 September 2002, which includes the assets and liabilities of Asean Fortune Corporation, Yixing United Ceramics Co., Ltd. and Kipton Limited, is as follows:

於二零零二年九月三十日，聯營公司之備考合併資產負債表如下：當中包括Asean Fortune Corporation、宜興聯合陶瓷有限公司及勁通有限公司之資產及負債：

		Balance at 30 September 2002 HK\$'000 於二零零二年 九月三十日 千港元	The Company's attributable interest HK\$'000 本公司 應佔權益 千港元
Non-current assets	非流動資產	594,125	171,680
Current assets	流動資產	83,192	30,384
Current liabilities	流動負債	(259,256)	(112,667)
Net current liabilities	流動負債淨額	(176,064)	(82,283)
Non-current liabilities	非流動負債	(113,368)	(24,474)
Minority interests	少數股東權益	(159,031)	(31,806)
Shareholders' funds	股東資金	145,662	33,117

Trade debtors ("Debtors") of the Group as at 30 September 2002 amounted to approximately HK\$150.8 million before provision and approximately HK\$63.5 million after provision. Such trade receivables arose in the normal course of business and are interest free, unsecured and have no fixed repayment terms.

本集團於二零零二年九月三十日的債務人（「債務人」）應收貿易款項為約150,800,000港元（撥備前）及約63,500,000港元（撥備後）。該等應收款項乃在一般業務過程中產生，並為免息、無抵押及無固定還款期。



## Other Information (cont'd)

## 其他資料 (續)

Details of Debtors with gross amount of HK\$1,000,000 or above as at 30 September 2002 are set out below:-

於二零零二年九月三十日，應收款項總金額超過1,000,000港元或以上的債務人詳情載列如下：

Name of Debtors	債務人名稱	Before Provision HK\$'000 撥備前 千港元	Provision HK\$'000 撥備額 千港元	After Provision HK\$'000 撥備後 千港元
Chongqing Lijiatuo Ceramics Sales Company	重慶李家沱陶瓷銷售公司	21,543	(15,710)	5,833
* Home Depot U.S.A. Inc.		14,612	–	14,612
Wenzhou Ceramics Sales Limited	溫州陶瓷銷售有限公司	13,987	(13,123)	864
Chengdu Tongmei Sales Company	成都通美營銷公司	10,116	(2,635)	7,481
Yixing Taodu Ceramics Limited	宜興陶都陶瓷有限公司	7,522	(1,782)	5,740
Hangzhou Nanfu Ceramics Trading Company	杭州南復陶瓷經營公司	6,648	(2,843)	3,805
Shanghai Xingming Ceramics Limited	上海莘閔陶瓷有限公司	6,303	(4,062)	2,241
Beijing Jinglian Construction Materials Processing Factory	北京京聯建材加工廠	5,228	(5,228)	–
Kunming Xishan Mingbo Construction Materials Trading Company	昆明西山明波建材經營公司	4,814	(1,839)	2,975
Wuhan Qiaokou Guangkong Lianhe Ceramics Sales Outlet	武漢礪口廣空聯合陶瓷銷售店	4,119	(3,268)	851
Jinan Tianqiao Yelian Ceramics Sales Outlet	濟南天橋宜聯陶瓷銷售店	3,434	(838)	2,596
Ningbo Xiandai Construction Materials Ceramics Distributors	寧波現代建材陶瓷經銷商	3,024	(2,497)	527
Ruian Wancong Ceramics Distribution Company	瑞安萬松陶瓷經銷公司	2,929	(2,547)	382
Jinhua Lancheng Jiangnan Ceramics Shop	金華婪城江南陶瓷商店	2,926	(2,422)	504
Luqiao Distribution Shop	路橋經銷商	2,653	–	2,653
Nanjing United Ceramics Jiang Dong Men Ceramics Sales Company	南京聯合陶瓷江東門陶瓷銷售公司	2,268	(1,814)	454
Zhou Xutao (Shijiazhuang)	鄒旭濤 (石家莊)	2,114	(1,561)	553
Xian Weiyang Construction Materials Ceramics Sales Company	西安未央建材陶瓷銷售公司	1,950	(227)	1,723
Hunan Construction Materials Enterprises Limited	湖南省建設物資實業有限公司	1,898	(1,898)	–
Shenyang Ceramics Dadong Ceramics Sales Company	瀋陽大東陶瓷銷售公司	1,799	(967)	832
Zhengzhou Dongjian Ceramics Tile Sales Company	鄭州東建陶瓷銷售公司	1,682	(1,682)	–
Zhejiang Taizhoulu Qiaoyangye Ceramics Sales Outlet	浙江台州路橋洋業陶瓷經銷商店	1,647	(1,647)	–
Nantonggang Zhaqu Construction Materials Sales Outlet	南通港閘區建材營銷店	1,501	(1,501)	–
Suzhou Suburb Construction Materials Sales Company	蘇州郊區建材營銷公司	1,462	(487)	975
Lu Chaobin (Taiyuan)	呂朝斌 (太原)	1,369	(1,369)	–
Tiantai Tiles Distribution Company	天台瓷磚經銷公司	1,166	(1,018)	148
Wenzhou Le Qing Sales Outlet	溫州樂清銷售店	1,114	(1,037)	77
Yixing Ceramics Sales Company	宜興陶瓷銷售公司	1,027	–	1,027
Sub-total	小計	130,855	(74,002)	56,853
Debtors below HK\$1,000,000	應收款項金額為1,000,000港元以下	19,984	(11,336)	8,648
General Provision	一般撥備	150,839	(85,338)	65,501
		–	(1,965)	(1,965)
		150,839	(87,303)	63,536

\* the official English name of Debtors

Except the official English name of Debtors with\*, all English names shown on the previous page are direct translation from the Debtors' Chinese names.

Loan and interest receivables of the Group as at 30 September 2002 amounted to approximately HK\$3.5 million before provision and approximately HK\$3,000 after provision, details of which are as follows:–

Name of entity 個體名稱	Loan receivable HK\$'000 應收貸款 千港元	Interest receivable HK\$'000 應收利息 千港元	Provision HK\$'000 撥備 千港元	Balance HK\$'000 餘額 千港元		
Wong Yuk Man	1,740	63	(1,800)	3		
Other (each below HK\$1,000,000)		其他 (各項均低於 1,000,000 港元)	291	1,444	(1,735)	–
	2,031	1,507	(3,535)	3		

\* 債務人的正式英文名稱

除了上述註有\*標號債務人正式英文名稱外，所有其他英文名稱，均僅為債務人中文名稱之直接翻譯。

本集團於二零零二年九月三十日的應收貸款及利息為約3,500,000港元(撥備前)及約3,000港元(撥備後)，詳情如下：

The loan and interest receivables due from the above persons, including Wong Yuk Man, are independent third parties not connected with any of the directors, substantial shareholders or chief executives of the Company or any of its subsidiaries or any of their respective associates.

應收貸款及利息為應收上述人士，包括 Wong Yuk Man，彼等為獨立第三方，與本公司或其附屬公司的董事、主要股東或行政總裁或彼等各自的任何聯繫人概無關連。

Such loan are interest bearing with interest rates ranging from approximately 6% to 36% and have fixed repayment terms.

此等貸款為附息，按由約6%至約36%的利率計算，並有固定還款期。

As at 30 September 2002, there was an approximately sum of HK\$2,716,000 before provision and HK\$Nil after provision due from 溫州西山面磚廠 (Wenzhou Xishan Wall Tile Factory) ("Wenzhou Xishan"), the minority shareholder holding 26.5% interests in United Ceramics, a non wholly-owned subsidiary of the Company. Such amount represents an advance to Wenzhou Xishan amounted to approximately HK\$1,924,000 which was carried forward from previous years and the remaining balance was due from trading between Wenzhou Xishan and United Ceramics. The amount due was interest free and unsecured with no fixed repayment term.

於二零零二年九月三十日，本公司對非全資附屬公司聯合陶瓷的26.5%少數股東溫州西山面磚廠(「溫州西山」)的應收款項約為2,716,000港元(撥備前)及零港元(撥備後)。該款項為授予溫州西山的墊款約1,924,000港元，是承過往年度結轉，餘額為溫州西山與聯合陶瓷之貿易款項。應收之款項為免息、無抵押及無固定還款期。



The Group is in breach of a covenant in respect of certain banking facilities with the utilised amount of approximately HK\$4.2 million as at 30 September 2002, and such sum has been fully repaid as at the date of this report.

As disclosed in the annual report of the Company for the year ended 31 March 2002, the Group failed to repay certain part of the Convertible Loan, resulting in the whole outstanding principal sum of approximately US\$11.9 million becomes technically repayable on demand. The Convertible Loan was then acquired by Galaxy Time Limited, a third party held by New World Enterprise Holdings Limited, details of which were disclosed in the announcement of the Company dated 18 February 2002.

#### AUDIT COMMITTEE

The audit committee of the Company ("Audit Committee") has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing and financial reporting matters. The interim financial statements have been reviewed by both the auditors of the Company in accordance with the Statement of Auditing Standards 700 "Engagements to Review Interim Financial Reports" issued by the Hong Kong Society of Accountants and the Audit Committee.

#### APPRECIATION

On behalf of the Board, I would like to extend my sincere thanks and appreciation to all our staff for their hard work and commitment and to our bankers, customers, suppliers and shareholders for their continued support.

On behalf of the Board  
**DONG FANG GAS HOLDINGS LIMITED**  
**Dr. Chan Kwok Keung, Charles**  
*Executive Director*

Hong Kong, 19 December 2002

本集團違反若干銀行融資之一項契約條款。而該等銀行融資於二零零二年九月三十日之已動用金額約4,200,000港元，於本報告日期，該款項已悉數歸還。

誠如本公司截至二零零二年三月三十一日止年度之年報所披露，本集團無法償還若干部分之可換股貸款，有關之尚未償還本金額約為11,900,000美元，因此全部可換股貸款技術上須於接獲要求時償還。可換股貸款已獲Galaxy Time Limited收購，Galaxy Time Limited為第三方，一間為新世界實業控股有限公司持有之公司。有關詳情已在本公司於二零零二年二月十八日發表之公佈內披露。

#### 審核委員會

本公司之審核委員會（「審核委員會」）已與管理層審閱本集團採納之會計原則及慣例，並討論核數及財務報告事宜。本公司之核數師已按香港會計師公會頒佈的核數準則第700號「獲聘審閱中期財務報告」審閱中期財務報表，審核委員會亦已予以審閱。

#### 致謝

本人謹代表董事會對各員工之勤奮及衷誠服務，以及各往來銀行、客戶、供應商及股東之不斷支持，致以衷心謝意。

董事會代表  
**DONG FANG GAS HOLDINGS LIMITED**  
**東方燃氣集團有限公司\***  
執行董事  
**陳國強博士**

香港，二零零二年十二月十九日

\* 僅供識別