



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

THIRD QUARTERLY REPORT

第三季度業績報告

**2010/2011**



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### 香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）的特色

創業板的定位，乃為相比起其他在聯交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。有意投資的人士應瞭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經驗豐富的投資者。

由於創業板上市的公司屬新興性質，在創業板買賣的證券可能會較在聯交所主板買賣的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（「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的規定而提供有關中國電力科技控股有限公司的資料。各董事經作出一切合理查詢後，確認就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，並無誤導及欺詐成分，且並無遺漏任何事實致使本報告所載任何內容或本報告產生誤導。



## HIGHLIGHTS

- Turnover of the Group for the nine months ended 31 December 2010 were approximately RMB76.1 million, increased approximately 11.5% as compared to the corresponding period in the previous fiscal year.
- The Group realised a loss attributable to shareholders of approximately RMB11.1 million for the nine months ended 31 December 2010.
- Basic loss per share of the Group was approximately RMB0.013 for the nine months ended 31 December 2010.
- The Board does not recommend payment of any dividend for the nine months ended 31 December 2010.

## 摘要

- 本集團截至二零一零年十二月三十一日止九個月期間之營業額約為人民幣7仟6佰萬元，較上一個財政年度同期上升約11.5%。
- 於截至二零一零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1仟1佰萬元。
- 本集團於截至二零一零年十二月三十一日止九個月期間之每股虧損約為人民幣0.013元。
- 董事會並不建議就截至二零一零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 2010

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 2010, together with the unaudited comparative figures for the corresponding period in 2009, as follows:

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

## 截至二零一零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」)於截至二零一零年十二月三十一日止九個月及季度之未經審核綜合業績，連同二零零九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)		(Unaudited) (未經審核)		
		Nine Months Ended 31 December 截至十二月三十一日 止九個月		Three Months Ended 31 December 截至十二月三十一日 止三個月		
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年	
	Notes 附註					
Turnover	營業額	2	76,136	68,309	22,931	42,838
Cost of sales	銷售成本		<u>(44,774)</u>	<u>(39,439)</u>	<u>(16,962)</u>	<u>(29,344)</u>
Gross profit	毛利		31,362	28,870	5,969	13,494
Other revenue and other net income	其他收益及其他收入淨額		598	2,664	515	1,509
Selling expenses	銷售費用		(906)	(1,746)	(331)	(349)
Administration expenses	行政開支		<u>(35,149)</u>	<u>(30,973)</u>	<u>(3,059)</u>	<u>(13,095)</u>
Operating (loss)/profit	經營(虧損)/溢利		(4,095)	(1,185)	3,094	1,559
Finance cost	融資成本		<u>(5,187)</u>	<u>(1)</u>	<u>(1,729)</u>	<u>-</u>
(Loss)/profit before tax	除稅前(虧損)/溢利		(9,282)	(1,186)	1,365	1,559
Income tax	所得稅	3	<u>(1,827)</u>	<u>(2,753)</u>	<u>(174)</u>	<u>(1,748)</u>
<b>(Loss)/profit for the period</b>	<b>本期間(虧損)/溢利</b>		<b>(11,109)</b>	<b>(3,939)</b>	<b>1,191</b>	<b>(189)</b>
<b>Other comprehensive profit for the period</b>	<b>本期間其他全面收益</b>					
Exchange differences on translation of financial statements	換算財務報表產生之匯兌差異		3,539	62	1,252	-
<b>Total comprehensive (loss)/income for the period, net of nil tax</b>	<b>本期間全面(虧損)/收益總額(無稅項之淨額)</b>		<b><u>(7,570)</u></b>	<b><u>(3,877)</u></b>	<b><u>2,443</u></b>	<b><u>(189)</u></b>
<b>(Loss)/profit for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔本期間(虧損)/溢利</b>		<b><u>(11,109)</u></b>	<b><u>(3,939)</u></b>	<b><u>1,191</u></b>	<b><u>(189)</u></b>
<b>Total comprehensive (loss)/income for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔本期間(虧損)/收益總額</b>		<b><u>(7,570)</u></b>	<b><u>(3,877)</u></b>	<b><u>2,443</u></b>	<b><u>(189)</u></b>
Dividend	股息	4	-	-	-	-
			RMB (Yuan) 人民幣(元)	RMB (Yuan) 人民幣(元)	RMB (Yuan) 人民幣(元)	RMB (Yuan) 人民幣(元)
<b>(Loss)/earnings per Share – basic and diluted</b>	<b>每股(虧損)/盈利 – 基本及攤薄</b>	5	<b><u>(0.013)</u></b>	<b><u>(0.006)</u></b>	<b><u>0.001</u></b>	<b><u>(0.0003)</u></b>

## Notes:

## 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 2010.

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 Group is principally engaged in the development and provision of application software, information technology solutions and related maintenance and supporting services to customers in the electricity power industry, schools and entities in the education sector of the PRC.

Turnover represents the value of software sold and services provided to customers. The amount of each significant category of revenue recognised in turnover during the period is as follows:

## 附註：

## 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二零一零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

本集團主要從事向中國之電力行業、學校及教育部門實體之客戶開發及提供應用軟件、資訊科技解決方案及相關維護及支援服務。

營業額指已向客戶出售之軟件及提供之服務之價值。期內已於營業額內確認收益之各重要來源類別如下：

		(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	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
Turnover	營業額				
Information technology services in the electricity power industry	電力行業之資訊科技服務	41,515	43,685	11,285	21,034
School network integration services	學校網絡整合服務	34,005	21,804	11,646	21,804
Sales of application software	銷售應用軟件	616	2,810	-	-
Sales of internet learning card	售賣互聯網學習卡	-	10	-	-
		<u>76,136</u>	<u>68,309</u>	<u>22,931</u>	<u>42,838</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 (2009: Nil).
- (b) PRC enterprise income tax.

Tax on profits assessable in mainland China has been calculated at the applicable PRC enterprise income tax ("EIT") rate.

北京普華雅龍科技有限公司 ("雅龍") and 北京普華智維科技有限公司 ("智維") formerly known as 北京智義仁信息技術有限公司, the subsidiaries from which the major portion of the Group's turnover is derived, were subject to EIT. 雅龍 and 智維, as the advanced technology enterprise (高新技術企業), were entitled to a reduced tax rate of 15% for three years from 2008 and 2009 respectively.

- (c) Deferred tax

There was no significant unprovided deferred taxation for the nine months period ended 31 December 2010.

### 4. Dividends attributable to the period

The Board does not recommend payment of any interim dividend for the nine months ended 31 December 2010 (quarter ended 31 December 2009: 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 2010 of RMB11.11 million (2009: loss RMB3.94 million) and on the weighted average of 886,726,955 shares in issue (2009: 704,753,638 shares).

As the impact of the conversion of the outstanding convertible bonds due to the exercise of the outstanding share option and warrants was anti-dilutive as at 31 December 2010 and 2009, the diluted earnings/(loss) per share equal to the basic earnings/(loss) per share.

### 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(二零零九年：無)。
- (b) 中國企業所得稅。

中國內地應評稅溢利之應付稅項乃根據中國企業所得稅之適用稅率計算。

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」)及北京普華智維科技有限公司(「智維」)(前稱北京智義仁信息技術有限公司)須繳付企業所得稅。雅龍及智維作為高新技術企業，分別由二零零八年及二零零九年起各三年按已寬減的稅率15%課稅。

- (c) 遞延稅項

截至二零一零年十二月三十一日止九個月期間內並無重大之未撥備遞延稅項。

### 4. 期內股息

董事會並不建議就截至二零一零年十二月三十一日止九個月派付任何中期股息(截至二零零九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)/盈利乃根據截至二零一零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1,111萬元(二零零九年：虧損人民幣394萬元)及已發行股份加權平均數886,726,955股(二零零九年：704,753,638股)計算。

由於於二零一零年及二零零九年十二月三十一日因行使尚未行使之購股權及發行權證而轉換尚未轉換之可換股債券具有反攤薄影響，故每股攤薄盈利/(虧損)相等於每股基本盈利/(虧損)。

## 6. Movement of reserves

## 6. 儲備變動

		Share capital (unaudited) (未經審核)	Share premium (unaudited) (未經審核)	Contributed surplus (unaudited) (未經審核)	Convertible bonds equity reserve 可換股債券 權益儲備 (unaudited) (未經審核)	Capital reserve 資本儲備 (unaudited) (未經審核)	Share-based compensation reserve 股份 薪酬儲備 (unaudited) (未經審核)	Statutory common reserve 法定 公積金 (unaudited) (未經審核)	Foreign currency translation reserve 匯兌儲備 (unaudited) (未經審核)	Accumulated loss/ Retained profits (累計虧損)/ 保留溢利 (unaudited) (未經審核)	Total 總計 (unaudited) (未經審核)
Balance as of 1 April 2010	於二零一零年四月一日之結餘	81,926	293,831	933	28,596	-	6,027	-	(12,436)	(241,122)	157,755
Loss for the 9 months ended 31 December 2010	截至二零一零年十二月三十一日止九個月之虧損	-	-	-	-	-	-	-	-	(11,109)	(11,109)
Exchange differences on translation of financial statements	換算財務報表之匯兌差額	-	-	-	-	-	-	-	3,539	-	3,539
Equity-settled Share-based transaction	以權益結算之支付交易	-	-	-	-	-	10,270	-	-	-	10,270
Exercise of share options	行使認股權	1,995	978	-	-	-	-	-	-	-	2,973
Balance as of 31 December 2010	於二零一零年十二月三十一日之結餘	83,921	294,809	933	28,596	-	16,297	-	(8,897)	(252,231)	163,428
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	76,646	169,548	933	-	-	6,722	-	(11,963)	(868)	240,998



## MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

The Group recorded a turnover of approximately RMB76.1 million for the nine months ended 31 December 2010, increased approximately 11.5% as compared to the corresponding period in the previous fiscal year. The increase was mainly due to the acquisition by the Group of a new business in last year end, which contributed RMB34.0 million revenue in this period.

The cost of sales was approximately RMB44.8 million for the nine months ended 31 December 2010, increased approximately 13.5% as compared to corresponding period in the previous fiscal year. The main reason was increase in relevant costs of new business.

The distribution and selling expenses had decreased approximately 77.6% for the nine months period ended 31 December 2010 as compared with the same period in 2009. The main reason was due to decrease in the relevant expenses of Jiangxi segment which was disposed last year.

The administrative expenses had decreased approximately 13.5%, for the nine months period ended 31 December 2010 as compared with the same period in 2009. The main reason of the decrease was written back the provision of bad debt of approximately RMB8.0 million.

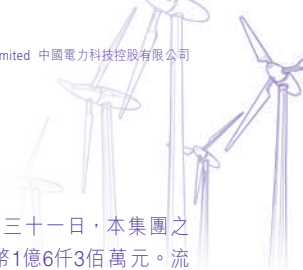
## 管理層討論及分析 財務回顧

截至二零一零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7仟6佰萬元，較上一財政年度同期增加約11.5%。營業額增加主要是由於本集團於上年年末收購了1個新業務，該等新業務為這個期間增添了人民幣3仟4佰萬元的營業額。

截至二零一零年十二月三十一日止九個月期間內，銷售成本約為人民幣4仟5佰萬元，較上一財政年度同期增加約13.5%，增加之主要原因是新業務之成本相對增加。

本集團截至二零一零年十二月三十一日九個月期間之分銷及銷售費用較二零零九年同期下降約77.6%。下降之原因為減少了原江西集團產生的相關費用，因該分部已在上一年度出售而不再計入本集團。

本集團截至二零一零年十二月三十一日九個月期間之行政開支較二零零九年同期下降約13.5%。下降之主要原因為本期已收回的壞帳損失撥備約人民幣8百萬元。



## Liquidity and Financial Resources

As at 31 December 2010, the shareholders' funds of the Group amounted to approximately RMB163 million. Current assets amounted to approximately RMB106 million of which approximately RMB26 million were cash and bank balance and approximately RMB80 million were trade receivable, prepayment, deposit, others receivable and inventory. The Group's major liability is convertible note amounted to 105 million and current liabilities amounted to approximately RMB36 million.

## Charge of Assets

As at 31 December 2010, the Group did not have any charges on its assets (2009: nil).

## Capital Commitment

As at 31 December 2010, 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 2010, the Group did not have any material contingent liabilities.

## 流動資金及財務資源

於二零一零年十二月三十一日，本集團之股東資金約為人民幣1億6仟3佰萬元。流動資產約為人民幣1億零6佰萬元，其中約人民幣2仟6佰萬元為現金及銀行結餘，另約人民幣8仟萬元為應收貿易賬款、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1億零5佰萬元及流動負債約為人民幣3仟6佰萬元。

## 資產抵押

於二零一零年十二月三十一日，本集團並無任何資產抵押(二零零九年：無)。

## 資本承擔

於二零一零年十二月三十一日，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

於二零一零年十二月三十一日，本集團並無任何重大或然負債。



## BUSINESS OUTLOOK

### Business Review

For the third quarter of the current financial year, every business operation of the Group has achieved smooth progress in revenue and recorded profits. Turnover for the nine months period ended 31 December 2010 recorded a growth of approximately 11.5% when compared with the corresponding period in last year. However, affected by relatively high level of various non-operational amortization charges and expenses, the Group, as a whole, still recorded a loss for the first three quarters of the current financial year.

### Prospects and Outlook

The Group will capture the golden opportunities arising from the development of clean energy and state smart grid in the PRC and continue its development in the electric power field progressively. Our education informatization business will continue its steady development based on its existing foundation.

### 業務展望

#### 業務回顧

本財年第三季度,本集團各項業務收入順利進展並錄得盈利,截止到2010年12月31日止的九個月期間營業額較上一財年同期上升約11.5%,只是由於受非經營性的各類攤銷和費用的影響較大,本集團本財年前三季度總體仍錄得虧損。

#### 前景展望

本集團未來將把握國家發展清潔能源和智能電網的有利時機,繼續在電力領域積極開拓;而教育信息化業務也將在現有的基礎上穩步發展。

## 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 2010, 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

於二零一零年十二月三十一日，董事及本公司之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 and underlying Shares

### 本公司－股份及相關股份權益

Director 董事	Beneficial Owner 實益擁有人	Number of Shares 股份數目		Underlying Shares 相關股份 (Note 3) (附註3)	Total 合計	Percentage of Shareholding 持股百分比
		Controlled Corporation 受控制法團				
Mr. Li Kangying (Chairman) 李抗英先生(主席)	-	45,500,000 (Note 1) (附註1)		8,500,000	54,000,000	6.02%
Mr. Wang Dongbin 王東斌先生	-	90,000,000 (Note 2) (附註2)		1,496,600	91,496,600	10.21%
Mr. Li Wing Sang 李永生先生	230,000	-		300,000	530,000	0.06%
Mr. Wu Zhanjiang 吳戰江先生	2,000,000	-		8,500,000	10,500,000	1.17%
Mr. Yeung King Wah 楊景華先生	-	-		923,600	923,600	0.10%
Mr. Gao Feng 高峰先生	-	-		923,600	923,600	0.10%
Mr. Wu Kehe 吳克河先生	-	-		530,000	530,000	0.06%

## Notes:

- (1) These Shares are registered in the name of and beneficially owned by Manrich Investments Limited ("Manrich Investments") and Fortune Sun Holdings Limited ("Fortune Sun"). Manrich Investments and Fortune Sun is 100% legally and beneficially owned by Mr. Li Kangying.
- (2) 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.
- (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 2010, 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Manrich Investments Limited (「Manrich Investments」)及Fortune Sun Holdings Limited (「Fortune Sun」)名義登記並實益擁有。Manrich Investments及Fortune Sun由李抗英先生合法及實益100%擁有。
- (2) 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。
- (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，於二零一零年十二月三十一日，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 2010, 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，於二零一零年十二月三十一日，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／姓名	Nature of Interest 權益性質	Number of Shares 股份數目	Number of underlying Shares 相關股份數目	Percentage of Total 合計	Percentage of shareholding 持股百分比
Gold Oriental Group Limited 金華集團有限公司	Beneficial owner 實益擁有人 (Note 1) (附註1)	90,000,000	65,000,000	155,000,000	17.29%
Sino Lucky Group Limited 中運集團有限公司	Beneficial owner 實益擁有人 (Note 1) (附註1)	27,760,000	-	27,760,000	3.10%
Cheung Yuet 張鉞	Interest of controlled corporation 受控制之權益 (Note 1) (附註1)	117,760,000	65,000,000	182,760,000	20.39%
Sunfame Enterprises Limited 新輝企業有限公司	Beneficial owner 實益擁有人 (Note 2) (附註2)	144,586,000	-	144,586,000	16.13%



Name 名稱／姓名	Nature of Interest 權益性質	Number of Shares 股份數目	Number of underlying Shares 相關股份數目	Total 合計	Percentage of shareholding 持股百分比
Wong Mei 王薇	Interest of controlled corporation 受控制之權益 (Note 2) (附註2)	144,586,000	-	144,586,000	16.13%
Ying Da 盈達	Beneficial owner 實益擁有人 (Note 3) (附註3)	90,000,000	-	90,000,000	10.04%
Wincrest Ventures, LP	Beneficial owner 實益擁有人 (Note 4) (附註4)	30,670,000	30,670,000	61,340,000	6.84%
Charles Louis Watson	Interest of controlled corporation 受控制之權益 (Note 4) (附註4)	30,670,000	30,670,000	61,340,000	6.84%

## Note:

- (1) Gold Oriental Group Limited and Sino Lucky Group Limited, both of which are incorporated in BVI, wholly and beneficially owned by Mr. Cheung Yuet.
- (2) Sunfame Enterprises Limited, a company incorporated in BVI, wholly and beneficially owned by Ms. Wong Mei.
- (3) Ying Da, a company incorporated in BVI wholly and beneficially owned by Mr. Wang Dongbin.
- (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.

## 附註:

- (1) 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。
- (2) 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。
- (3) 盈達，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。
- (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。

Save as disclosed herein, as at 31 December 2010, 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.

## 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 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.

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）於二零一零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）。

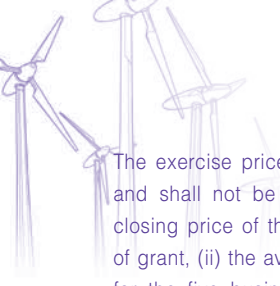
## 購股權計劃

### 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，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, 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。

Name or category of participant	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目				Balance as at 31 December 2010 於二零一零年十二月三十一日結餘
				Balance as at 1 April 2010 於二零一零年四月一日結餘	Granted during the 9 months period 九個月期間已授出	Exercised during the 9 months period 九個月期間行使	Cancelled/lapsed during the 9 months period 九個月期間注銷/失效	
(i) Directors (i) 董事								
Wang Dongbin 王東斌	26 March 2008	27 March 2008 to	1.677	393,600	-	-	-	393,600
Yeung King Wah 楊景華	二零零八年三月二十六日	26 March 2013 二零零八年		393,600	-	-	-	393,600
Gao Feng 高峰		三月二十七日至二零一三年三月二十六日		393,600	-	-	-	393,600
Employees 僱員				27,158,400	-	-	-	27,158,400
Total 總計				28,339,200	-	-	-	28,339,200
(ii) Directors (ii) 董事								
Li Kangying 李抗英	18 March 2009	19 March 2009 to	0.149	5,500,000	-	(5,500,000)	-	-
Wang Dongbin 王東斌	二零零九年三月十八日	18 March 2014 二零零九年		230,000	-	-	-	230,000
Wu Zhanjiang 吳戰江		三月十九日至二零一四年三月十八日		2,000,000	-	(2,000,000)	-	-
Li Wing Sang 李永生				230,000	-	(230,000)	-	-
Yeung King Wah 楊景華				230,000	-	-	-	230,000
Gao Feng 高峰				230,000	-	-	-	230,000
Wu Kehe 吳克河				230,000	-	-	-	230,000
Employees 僱員				20,700,000	-	(15,200,000)	-	5,500,000
Total 總計				29,350,000	-	(22,930,000)	-	6,420,000

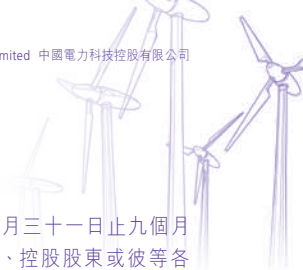
Name or category of participant	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目				Balance as at 31 December 2010 於二零一零年十二月三十一日結餘
				Balance as at 1 April 2010 於二零一零年四月一日結餘	Granted during the 9 months period 九個月期間已授出	Exercised during the 9 months period 九個月期間行使	Cancelled/lapsed during the 9 months period 注銷/失效	
(iii) Directors (iii) 董事								
Li Kangying 李抗英	27 April 2010	27 April 2010 to	0.45	-	8,500,000	-	-	8,500,000
Wang Dongbin 王東斌	二零一零年四月二十七日	26 April 2015		-	873,000	-	-	873,000
Wu Zhanjiang 吳戰江		二零一零年四月二十七日至二零一五年四月二十六日		-	8,500,000	-	-	8,500,000
Li Wing Sang 李永生				-	300,000	-	-	300,000
Yeung King Wah 楊景華				-	300,000	-	-	300,000
Gao Feng 高峰				-	300,000	-	-	300,000
Wu Kehe 吳克河				-	300,000	-	-	300,000
Employees 僱員				-	47,800,000	-	-	47,800,000
Total 總計				-	66,873,000	-	-	66,873,000

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

For the nine months period ended 31 December 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

## 購買、出售或贖回本公司上市股份

截至二零一零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。



## COMPETING INTERESTS

For the nine months ended 31 December 2010, none of the Directors or the controlling 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 2010, 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 2010.

## 競爭權益

截至二零一零年十二月三十一日止九個月期間，本公司之董事、控股股東或彼等各自之聯繫人(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，並已遵守其中所列表載之所有守則條文。

## 董事進行證券交易

截至二零一零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二零一零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, namely Mr. Yeung King Wah Kenneth, Mr. Gao Feng and Mr. Wu Kehe.

The Group's draft unaudited financial statements for the nine months ended 31 December 2010 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. Wu Zhanjiang  
Mr. Li Wing Sang

### *Independent non-executive Directors:*

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

By order of the Board

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

PRC, 28 January 2011

## 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匯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。

本集團截至二零一零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  
吳戰江先生  
李永生先生

### *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，二零一一年一月二十八日



中電科

CHINA ELECTRIC POWER  
TECHNOLOGY HOLDINGS LIMITED  
中國電力科技控股有限公司

