



# Corporate Governance Report 企業管治報告書

Corporate governance refers to the system by which corporate affairs are directed and managed. The corporate governance structure specifies the distribution of rights and responsibilities among different participants in the corporation, such as, the board, managers, shareholders and other stakeholders, and clearly defines the rules and procedures for making decisions on corporate affairs and through monitoring performance to attain the Company's objectives. Fundamentals of good corporate governance include timely and reliable financial reporting, transparent and efficient management.

The Board of Directors (the "Board") and the management of China Gas Holdings Limited are committed to high standards of corporate governance.

## Board Matters

The primary role of the Board is to protect and enhance long-term shareholder value. The Board is responsible for setting overall strategy for the Group, overseeing the businesses and affairs of the Group and monitoring the performance of the management.

The Board currently consists of nine directors of which five are executive directors, one is non-executive director and three are independent non-executive directors. Their names and positions are as follows:

Name of Director	Position
<b>Executive Directors</b>	
Mr. Li Xiao Yun	Chairman
Mr. Xu Ying	Vice-Chairman
Mr. Liu Ming Hui	Managing Director
Mr. Zhu Wei Wei	Executive Director
Mr. Ma Jin Long	Executive Director
<b>Non-Executive Directors</b>	
Mr. Feng Zhuo Zhi	Non-Executive
Mr. Zhao Yu Hua	Independent Non-Executive
Dr. Mao Er Wan	Independent Non-Executive
Ms. Wong Sin Yue Cynthia	Independent Non-Executive

企業管治是指監督和管理企業事務的體系。企業管治架構訂明企業內不同參與者(如董事會、經理、股東及其他股權持有人)的權利及職務分配，並明確界定就作出企業事務決策時的規則及程序，以及通過監察表現以達到本公司的目標。良好的企業管治基礎包括按時及可靠地披露財務報告、具透明度及有效的管理模式。

中國燃氣控股有限公司董事會(「董事會」)及管理層承諾保持高度的企業管治水平。

## 董事會事務

董事會的主要角色為保障及增加股東長遠的利益。董事會負責制定本集團整體的策略、監督本集團業務及事務，並監察管理層的表现。

董事會目前由九名董事組成，包括五名執行董事，一名非執行董事以及三名獨立非執行董事。彼等的姓名及職位載列如下：

董事名稱	職位
<b>執行董事</b>	
李小雲先生	主席
徐鷹先生	副主席
劉明輝先生	董事總經理
朱偉偉先生	執行董事
馬金龍先生	執行董事
<b>非執行董事</b>	
馮卓志先生	非執行
趙玉華先生	獨立非執行
毛二萬博士	獨立非執行
黃倩如女士	獨立非執行

With one-third of the members of the Board are independent, the Board is able to exercise independent judgment on corporate affairs and provide the management with a diverse and objective perspective on issues. The Board considers that all of the independent non-executive directors are independent and each of the independent non-executive directors has provided an annual confirmation of his/her independence to the Company pursuant to the requirement of the Listing Rules.

There is a clear separation of the roles and responsibilities of the Chairman and Managing Director and the two positions are held by two different members of the Board. The Chairman, though who is an executive director, is not responsible for daily business operation but he is responsible for the Company's overall strategic planning and to ensure the effectiveness of the Board. The Managing Director, on the other hand, is responsible to the daily operation of the Group and the running of the Group's business.

Directors are expected to attend board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Meeting agenda of the board meeting or committee meeting is generally distributed at least seven business days before the meeting date whereas the relevant board papers are generally distributed in writing to the directors at least three days in advance of the meeting for review by the directors. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

New director to the board is provided with appropriate briefings. In order to ensure our directors to be well-equipped, the Company is periodically provided materials or arrange for outside preparation for all directors on subjects that would assist them in discharging their duties.

由於董事會三分之一成員為獨立董事，故董事會可就企業事務作出獨立判斷，並向管理層就各項事宜提供各方面的意見及客觀分析。董事會認為，所有獨立非執行董事均為獨立人士，而每名獨立非執行董事已根據上市規則的規定向本公司提供有關其獨立性的年度確認書。

主席及董事總經理的角色及職責已清晰劃分，並由董事會兩位不同成員擔任。主席(須為執行董事)並不負責日常業務營運，但須負責計劃本公司整體策略及確保董事會有效運作；而董事總經理則負責本集團的日常營運及經營集團的業務。

董事預期須出席董事會會議及其擔任職務的委員會會議，並須付出適當履行其職責所需的時間及定期出席會議。董事會會議或委員會會議議程一般會在召開會議日期前最少七個工作日分發，而相關董事會文件一般會在召開會議前最少三日以書面方式分發予董事以供審閱。任何敏感事項可能會於並無事先或在會議上派發書面資料的情況下於會上討論。

董事會會向新加入的董事進行適當的簡要介紹。為確保各董事能妥善履行職務作好準備，本公司定期就若干題材提供資料或安排外界協助編製有關資料。



## Corporate Governance Report 企業管治報告書

Pursuant to the bye-laws of the Company, at each annual general meeting ("AGM"), one-third of the directors shall retire from the office whilst the Chairman and Managing Director shall not be subject to retirement by rotation or to be taken in determining the number of directors to retire in each year. The retired directors should be those who have been the longest in the office since their last re-election. New director appointed by the Board during the year shall hold office until the next following AGM. The newly appointed director shall not be taken into account in determining the number of directors who are to retire by rotation at that AGM. All retiring directors are eligible for re-election at each AGM of the Company. Non-executive directors are not appointed for a fixed term but they are subject to retirement by rotation and re-election at AGM in accordance to the Bye-laws of the Company.

Analysts' reports and the relevant articles on the Group are forwarded to the directors on an on-going basis as and when received. Contacts details of the Group's senior management and the company secretary are provided so as to facilitate access. Besides, each director has the right to seek independent professional advice concerning any aspect of the Group's operations and undertakings in order to fulfill their duties and responsibilities as directors. The cost of such professional advice will be borne by the Company.

In order to ensure that the Board is able to fulfill its responsibilities, the Board has established and delegated specific responsibilities to the following committees:

1. Executive Committee
2. Audit Committee
3. Remuneration Committee

Other ad-hoc committees can be formed from time to time to look into specific areas as and when the need arises.

根據本公司的公司細則，三分之一的董事須於本公司每年的股東週年大會（「股東週年大會」）上退任，而主席及董事總經理毋須輪值退任或計入每年須退任的董事人數內。退任董事須為自上次膺選連任以來任期最長的董事。年內由董事會新委任的董事應在任直至下屆股東週年大會召開為止。新委任的董事毋須計入須於股東週年大會上輪值告退的董事人數內。所有退任董事均合資格在本公司每屆股東週年大會上膺選連任。非執行董事並無固定任期，惟須根據本公司的公司細則在股東週年大會上輪值告退，惟可膺選連任。

本集團不斷將有關集團的分析報告及有關報導於接獲時轉發予董事。本公司已提供集團高級管理人員及公司秘書的聯絡資料予各董事，方便聯絡。此外，各董事有權就本集團營運各方面及作出的承諾尋求獨立專業的意見，以履行作為董事的職責及責任，而有關專業意見的費用由本公司承擔。

為確保董事會能履行其職務，董事會已設立以下委員會並授予特定職權：

1. 執行委員會
2. 審核委員會
3. 薪酬委員會

如有需要，董事會可不時就特定範疇成立其他臨時委員會。

The principle functions of each of the above committees are as follows:

### 1. Executive Committee

The executive committee provides overall strategic direction to the management, to monitor the operations of all business units and to ensure that funding is adequate for the Group's investment projects. The members of the committee included the Vice-Chairman, Managing Director and two executive directors. The committee meets as and when required to discuss the daily operations and affairs of the Group. Besides, a committee comprising two of the executive directors was set up to approve the issue and allotment of shares under the share option scheme of the Company when exercise of share options arose. In order to further assist the executive committee, sub-committees are formed which including executive directors and senior management of which they are performing key operational and functional areas and they report to the Managing Director regularly.

### 2. Audit Committee

Audit committee consists of all independent non-executive directors. The main responsibility of the audit committee is to review with the external auditors and the management, the Company's general policies and internal financial control procedures. It also reviews half-yearly and annual results announcements as well as the financial statements of the Group before they are submitted to the Board for approval. The audit committee also recommends the appointment and re-appointment of the Company's external auditors.

The audit committee had met two times during the financial year ended 31 March 2005 to review the interim and annual results of the Group.

上述各委員會的主要職能如下：

### 1. 執行委員會

執行委員會負責向管理層提供整體策略的方向，監察所有業務單位的運作，並確保本集團有充足的資金應付投資項目所需。委員會的成員包括副主席、董事總經理及兩名執行董事。委員會不時舉行會議商討本集團日常營運及事務。此外，包括兩名執行董事的委員會已成立，以批准根據本公司購股權計劃行使購權股而需發行及配發股份。為了進一步協助執行委員會履行職責，小組委員會亦成立，其成員包括執行董事及負責主要運作及職能的高級管理人員，他們須定期向董事總經理作出匯報。

### 2. 審核委員會

審核委員會由全體獨立非執行董事組成。審核委員會的主要職責為與外部核數師及管理層共同檢討本公司的常務政策及內部財務監控程序。在呈交董事會批准前，該委員會亦須審閱本集團的中期、全年業績公佈及財務報表。審核委員會亦須就聘任及續聘本公司的外部核數師提供推薦意見。

審核委員會於截至二零零五年三月三十一日止財政年度召開兩次會議，以省覽本集團中期及年度業績。



## Corporate Governance Report 企業管治報告書

### 3. Remuneration Committee

The remuneration committee consists of all independent non-executive directors and one executive director. The principal responsibilities of the remuneration committee are to approve and to recommend to the board the remuneration policy, compensation policy, structure for directors and senior management and on the establishment of a formal and transparent procedure for developing such policies. It also ensures that no directors or any of his/her associates is involved in determining his/her own remuneration.

### Directors' securities transactions

The Group has adopted Model Code set out in Appendix 10 of the Listing Rules.

The Board confirmed that for the financial year ended March 31, 2005, all of the directors of the Company have complied with the Model Code set out in Appendix 10 of the Listing Rules.

### Communications with shareholders

The Board is accountable to the Company's shareholders for the performance and activities of the Group and is very much aware of maintaining good relations and communications with all its shareholders. Information is communicated to shareholders on a timely basis through corporate announcements, annual reports, interim reports, half-year and full-year announcements and circulars. The Board recognises that the Annual General Meeting ("AGM") provides a principal forum for dialogue with shareholders. The notice of the AGM is dispatched to the shareholders of the Company, together with explanatory notes or a circular on items of special business, at least 21 calendar days before the meeting. The Board welcomes questions from shareholders who have an opportunity to raise issues either formally or informally before or at the AGM.

### 3. 薪酬委員會

薪酬委員會由全體獨立非執行董事及一位執行董事組成。薪酬委員會的主要職責為批准薪酬政策、補償政策，以及董事與高級管理層的架構，並就制定上述政策的正式和具透明度的程序向董事會提供建議。該委員會亦須確保董事或其任何聯繫人士並無參與釐定其本身酬金。

### 董事進行證券交易

本集團採納上市規則附錄10所載的標準守則。

董事會確認，截至二零零五年三月三十一日止財政年度，本公司所有董事一直遵守上市規則附錄10所載的標準守則。

### 與股東保持良好溝通

董事會須就本集團的表現及業務向本公司股東作出交代，並充分明瞭與全體股東維持良好關係與溝通的重要性。透過刊發公司公告、年報、中期報告、中期與全年業績公佈及通函，按時向股東發放有關信息。董事會了解到股東週年大會（「股東週年大會」）為與股東直接對話的主要渠道。於召開股東週年大會最少21個曆日前，本公司股東可獲寄發股東週年大會通告，以及就特別事項發出的說明文件或通函。董事會歡迎股東藉此機會於股東週年大會召開當日或之前，以正式或非正式的途徑提問。

Separate resolution for each substantially issue, including the election of director, is proposed at a general meeting. Details of the poll voting procedures and rights of shareholders to demand a poll are included in the Company's circulars.

During the financial year ended 2004, there was no other significant changes made in the Company's bye-laws except for those amendments which were in compliance with the change in Listing Rules and Securities and Future Ordinance which took effect in April 2004.

### Investors Relations

The Board acknowledged the importance to establish good relationship with analysts and investors. The Company has established a channel for communication with institutional investors and analysts. During the financial year, there are regular site visits, luncheons, telephone conferences and non deal roadshow with analysts and investors to update them on the latest business development of the Group. Public are welcome to give their comments and make their enquires through the Company's website ([www.chinagasholdings.com](http://www.chinagasholdings.com).)

就重大事項(其中包括甄選董事)將於股東大會上另行提呈決議案。有關投票表決程序及股東要求以投票方式表決程序的詳情載於本公司通函內。

於截至二零零四年止財政年度,除了為符合由二零零四年四月起生效的上市規則及證券及期貨條例的修訂而作出的修訂外,本公司的公司細則並無作出任何其他重大修訂。

### 投資者關係

董事會明白與分析員及投資者建立良好關係尤為重要。本公司與機構投資者及分析員已建立了溝通渠道。於本財政年度,本公司定期安排分析員及投資者參觀項目,共進午餐,並舉行電話會議及不涉及交易的路演,藉此向他們披露本集團業務最新發展的情況。公眾人士歡迎透過本公司網站(網址為[www.chinagasholdings.com](http://www.chinagasholdings.com))提供意見及作出查詢。