

# CORPORATE GOVERNANCE REPORT

# 企業管治報告

The Board of Directors (the “Board” or the “Directors”) and the management of China Gas Holdings Limited (the “Company”) are committed to attain high standards of corporate governance.

中國燃氣控股有限公司（「本公司」）的董事會（「董事會」或「董事」）及管理層致力達致高水平的企業管治。

The Company has complied the code provisions of the Code on Corporate Governance Practices (the “Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended March 31, 2006. Deviations from code provision in respect of (i) the term of the appointment of non-executive directors; and (ii) the retirement and rotation of Directors would be explained in the relevant section.

本公司已於截至二零零六年三月三十一日止整個年度內遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四的企業管治常規守則（「守則」）。有關(i)委任非執行董事之任期；及(ii)董事退任及輪替偏離守則條文的規定，並將於相關分節闡釋。

## BOARD MATTERS

The Board currently consists of 11 members, five of whom are executive directors, three are non-executive directors and three are independent non-executive directors. As over half of the members of the Board being non-executive and they have not participated into the management of the Company, the Board is therefore able to exercise independent judgment on corporate affairs and provide the management with a diverse and objective perspective on issues. The Board believes that current board size is appropriate based on the Company’s present circumstances and will periodically evaluate the need for increasing or decreasing its size. Table 1 gives the composition of the Board of the Company.

## 董事會事務

董事會現時包括11名成員，其中有五名執行董事、三名非執行董事及三名獨立非執行董事。董事會過半數成員為非執行董事，彼等並無參與本公司的管理，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。董事會相信，董事會現時的規模適合本公司的現時環境，並將會訂其評估是否需要增加或減少成員數目。表1載列本公司董事會的組成。

Name of Directors	Position
Li Xiao Yun	Chairman, Executive Director
Xu Ying	Vice-Chairman, Executive Director
Liu Ming Hui	Managing Director, Executive Director
Zhu Wei Wei	Head of Capital, Executive Director
Ma Jin Long	Executive Director
Feng Zhuo Zhi	Non-Executive Director (nominated by Hai Xia Finance Holdings Limited)
Suresh Raghavanachari	Non-Executive Director (nominated by GAIL (India) Limited)
Harrison Blacker	Non-Executive Director (nominated by Oman Oil Company, S.A.O.C)
Zhao Yu Hua	Independent Non-Executive Director
Mao Er Wan	Independent Non-Executive Director
Wong Sin Yue, Cynthia	Independent Non-Executive Director

Table 1 Composition of the Board for the financial year 2006

董事姓名	職位
李小雲	主席、執行董事
徐鷹	副主席、執行董事
劉明輝	董事總經理、執行董事
朱偉偉	資本主管、執行董事
馬金龍	執行董事
馮卓志	非執行董事（由海峽金融控股有限公司提名）
Suresh Raghavanachari	非執行董事（由 GAIL (India) Limited 提名）
Harrison Blacker	非執行董事（由 Oman Oil Company, S.A.O.C 提名）
趙玉華	獨立非執行董事
毛二萬	獨立非執行董事
黃倩如	獨立非執行董事

表1 二零零六年財政年度的董事會組成

Details of all the directors are disclosed under the “Biographical Details of Directors” of the 2006 Annual Report. There is no financial, business, family and other relevant relationship among members of the Board. The roles and responsibilities of the Chairman and Managing Director are clearly separated and the two positions are held by two different members of the Board. The Chairman, though who is an Executive Director, is only responsible for the Company’s overall strategic planning and for ensuring the effectiveness of the Board. The Managing Director, on the other hand, is responsible for the daily operation of the Group and the running of the Group’s business.

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. The Board considers that all of the independent non-executive directors to be independent.

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 following Board committees deal with specific aspects of the Group’s affairs. Other ad-hoc committees can be formed from time to time to look into specific areas as and when the need arises.

### 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.

During the financial year, the members of the committee include the Vice-Chairman, Managing Director and an executive director. The committee meets as and when required to discuss the daily operations and affairs of the Group. It reviews and approves major investments recommended by management. Besides, a committee comprising two of the executive directors has been set up to approve the issue and allotment of shares (i) under the share option scheme of the Company when exercise of share options arose; and (ii) conversion of subscription rights attached to the convertible bonds. In order to further assist the executive committee, sub-committees are formed which include executive directors and senior management which are performing key operational and functional areas and they report to the Managing Director regularly.

所有董事的詳情均於二零零六年年報「董事履歷詳情」項下披露。董事會各成員間並無任何財政、業務、家庭及其他相關關係。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（亦為執行董事）僅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。

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。董事會認為，所有獨立非執行董事均為獨立人士。

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，並監察管理層的表現。下列董事會委員會處理本集團特定方面的事宜。董事會亦可不時成立其他特別委員會，以於有需要時處理特定範疇的事宜。

### 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。

於財政年度內，委員會的成員包括副主席、董事總經理及一名執行董事。委員會於有需要時舉會議商討本集團日常營運及事務。其亦會審閱及批准管理層推薦的重大投資項目。此外，包括兩名執行董事的委員會已成立，以批准於(i)根據本公司購股權計劃行使購權股；及(ii)轉換可換股債券所附之認購權發行及配發股份。為了進一步協助執行委員會履行職責，小組委員會亦已成立，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. Remuneration Committee

The remuneration committee consists of all independent non-executive directors with terms of reference approved by the Board. The committee is not currently independently advised by remuneration consultants but consults with the Chairman/Managing Director of the Board.

The committee is responsible for setting the remuneration for all Executive Directors 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 are involved in determining his/her own remuneration.

The committee met once during the financial year 2006 and reviewed and approved the remuneration packages for two executive directors. No member can determine his or her own remuneration. Table 2 gives the remuneration of each of the members of the Board of the Company.

## 2. 薪酬委員會

薪酬委員會由全體獨立非執行董事組成，其職權範圍由董事會批准。委員會現時並無向收取酬金的僱員作獨立諮詢，惟會諮詢董事會主席／董事總經理。

委員會負責制訂全體執行董事的酬金，並就酬金政策、補償政策、董事及高級管理層架構向董事會提供意見，以及就制訂有關政策釐訂正式及具透明度的程序。彼亦確保董事或其任何聯繫人士並無參與釐訂其本身的酬金。

委員會於二零零六年財政年度召開一次會議，並已審閱及批准兩位執行董事的酬金組合。並無成員可釐訂其本身的酬金。表 2 載列本公司董事會各成員的酬金。

	Basic Salary and Fee 基本薪金及袍金	Other Benefits 其他福利	Total 總計
Li Xiao Yun 李小雲	–	91,000	91,000
Xu Ying 徐鷹	–	2,273,000	2,273,000
Liu Ming Hui 劉明輝	–	3,277,000	3,277,000
Zhu Wei Wei 朱偉偉	520,000	12,000	532,000
Ma Jin Long 馬金龍	60,000	–	60,000
Feng Zhuo Zhi 馮卓志	103,000	–	103,000
Suresh Raghavanachari	–	–	–
Harrison Blacker	–	–	–
Zhao Yu Hua 趙玉華	120,000	–	120,000
Mao Er Wan 毛二萬	120,000	–	120,000
Wong Sin Yue, Cynthia 黃倩如	120,000	–	120,000

Table 2 Remuneration of each member of the Board for the financial year ended March 31, 2006 (All figures are in HK\$)

表 2 董事會各成員於截至二零零六年三月三十一日止財政年度的酬金（所有數字均為港元）

The Company grants share option to Directors and the eligible persons under the share option scheme of the Company adopted on February 6, 2003 for the primary purpose of providing incentives to these parties. Directors were granted with the following batches of share options. Table 3 gives the interest of directors in share options as at March 31, 2006.

本公司根據本公司於二零零三年二月六日採納的購股權計劃向董事及合資格人士授出購股權，其主要目的為向該等人士提供獎勵。董事獲授下列批次的購股權。表3載列董事於二零零六年三月三十一日於購股權的權益。

Batch 批次	Exercise Price (HK\$) 行使價 (港元)	Exercise Period 行使期
1	0.80	September 1, 2004 to January 8, 2014 二零零四年九月一日至二零一四年一月八日
2a	0.71	March 20, 2005 to October 5, 2014 二零零五年三月二十日至二零一四年十月五日
2b	0.71	November 22, 2004 to October 5, 2014# 二零零四年十一月二十二日至二零一四年十月五日 #
2c	0.71	January 1, 2005 to October 5, 2014 二零零五年一月一日至二零一四年十月五日
3	1.50	October 20, 2010 to October 19, 2015 二零一零年十月二十日至二零一五年十月十九日

# 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.

# 購股權的行使條件為本集團的綜合資產淨值於購股權行使當日不少於1,000,000,000港元(須由本公司委任的核數師核證)。

	Batch 批次	As at April 1, 2005 於二零零五年四月一日	Granted during year 於年內授出	Exercised during year 於年內行使	As at March 31, 2006 於二零零六年三月三十一日
Li Xiao Yun 李小雲	1 3	5,000,000 -	- 5,000,000	- -	5,000,000 5,000,000
Xu Ying 徐鷹	1 2b	5,000,000 90,000,000	- -	- -	5,000,000 90,000,000
Liu Ming Hui 劉明輝	1 2b	5,000,000 130,000,000	- -	- -	5,000,000 130,000,000
Zhu Wei Wei 朱偉偉	1 2a	4,000,000 6,000,000	- -	- -	4,000,000 6,000,000
Ma Jin Long 馬金龍	1	9,240,711	-	-	9,240,711
Zhao Yu Hua 趙玉華	1 2c	1,000,000 700,000	- -	- -	1,000,000 700,000
Mao Er Wan 毛二萬	1 2c	1,000,000 700,000	- -	- 700,000	1,000,000 -
Wong Sin Yue, Cynthia 黃倩如	1 2c	1,000,000 700,000	- -	- -	1,000,000 700,000

Table 3 Interest of each member of the Board in share options for the financial year ended March 31, 2006

表3 董事會各成員於截至二零零六年三月三十一日止財政年度的權益

### 3. Nomination Committee

The nomination committee established in July 2005 with term of reference approved by the Board and the committee met twice during the fiscal year 2006. It consists of one independent non-executive director and two executive directors. The committee is responsible for ensuring that the Board comprises an appropriate balance of skills, knowledge and experience and as part of this role leads the process of recommending candidates for appointment to the Board. The committee also coordinates the performance evaluation of directors and considers those candidates presenting themselves for election at the annual general meeting ("AGM").

According to the bye-laws of the Company, the Board is empowered to appoint directors at any time so as to fill the casual vacancy or add a new member of the Board. During the financial year, Mr. Suresh Raghavanachari, the nominee representative of GAIL (India) Limited and Mr. Harrison Blacker, the nominee representative of Oman Oil Company, S.A.O.C were appointed as non-executive directors of the Company.

At present, both non-executive directors and independent non-executive directors are not appointed for a fixed term and this deviate from the provision of the Code. However they are subject to retirement by rotation and re-election at AGM in accordance to the bye-laws of the Company.

Pursuant to the existing bye-laws of the Company, at each 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 or appointment. New director appointed by the Board during the year shall hold office until the next following AGM and shall then be eligible for re-election at that meeting. 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.

As the Chairman and the Managing Director of the Board is not subject to retirement by rotation under the existing bye-laws of the Company, this constitutes a deviation from the code provision of the Code. To comply with the code provision, amendment to the relevant bye-laws would be proposed to the shareholders at the annual general meeting to be held on September 5, 2006.

### 3. 提名委員會

提名委員會於二零零五年七月成立，其職權範圍由董事會批准，而委員會於二零零六年財政年度共舉行兩次會議。委員會由一名獨立非執行董事及兩名執行董事組成，負責確保董事會的組成於技能、知識及經驗等方面均支得平衡，而引薦候選人給董事會委任亦為其責任之一。委員會亦會協調評核董事的表現，以及考慮該等於股東週年大會（「股東週年大會」）上膺選的候選人。

根據本公司的細則，董事會獲授權可於任何時間委任董事填補臨時空缺，或作為董事會的新增成員。於本財政年度內，Suresh Raghavanachari 先生（GAIL (India) Limited 的提名代表）及 Harrison Blacker 先生（Oman Oil Company, S.A.O.C 的提名代表）獲委任為本公司的非執行董事。

現時，非執行董事及獨立非執行董事並無固定任期，此乃偏離守則之守則條文。然而，彼等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。

根據本公司的現有公司細則，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或獲委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為止，並符合資格於該大會上膺選連任。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。

由於董事會主席及董事總經理毋須根據本公司之現有細則輪值告退，此舉與守則的守則修文出現偏離。為遵守守則條文，本公司將於二零零六年九月五日舉行之股東週年大會上向股東提呈修改相關細則。

For the fiscal year 2006, the directors who are retiring and who, being eligible, will offer themselves for re-election at the forthcoming AGM, are named below:

於二零零六年財政年度，須於應屆股東週年大會上告退但符合資格並願膺選連任的董事名列如下：

Name of Director 董事姓名	Date of first appointment 首次委任日期	Date of last-re-election 上次重選日期
Ma Jin Long 馬金龍	September 5, 2002 二零零二年九月五日	August 27, 2003 二零零三年八月二十七日
Mao Er Wan 毛二萬	January 7, 2003 二零零三年一月七日	August 27, 2003 二零零三年八月二十七日
Suresh Raghavanachari	January 12, 2006 二零零六年一月十二日	-
Harrison Blacker	March 27, 2006 二零零六年三月二十七日	-

#### 4. Audit Committee

Audit committee consists of all independent non-executive directors with terms of reference approved by the Board. 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 committee met four times during the fiscal year 2006. The work performed by the audit committee included:

- i. review of the Company's annual financial statements for the year ended March 31, 2005 and the annual results announcement and provide recommendation to the Board for approval;
- ii. recommend to the Board to re-appoint Deloitte Touche Tohmatsu as external auditors of the Company for the financial year 2006 pending for approval in 2005 AGM;
- iii. review of the Company's interim financial statements for the six months ended September 30, 2005 and the interim results announcement and provided recommendation to the Board for approval;
- iv. review the report and the management letter submitted by the external auditors for the matters arising from their audit on the Group for the year ended March 31, 2005;

#### 4. 審核委員會

審核委員會由全體獨立非執行董事組成，其職權範圍由董事會批准。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。

委員會於二零零六年財政年度共舉行四次會議。審核委員會所進行的工作包括：

- i. 審閱本公司截至二零零五年三月三十一日止年度的全年財政報表及全年業績公佈，以及就審批該等文件向董事會提供推薦意見；
- ii. 向董事會建議續聘德勤•關黃陳方會計師行為本公司二零零六年財政年度的外部核數師，惟有待於二零零五年股東週年大會上批准；
- iii. 審閱本公司截至二零零五年九月三十日止六個月的中期財務報表及中期業績公佈，以及就審批該等文件向董事會提供推薦意見；
- iv. 審閱外部核數師就彼等對本集團截至二零零五年三月三十一日止年度所作出的審核工作所產生的事宜提交的報告及管理函件；



- v. review and discuss with the management and the external auditors the changes in accounting policies arising from the new Hong Kong financial reporting and accounting standards which would have effect on the financial statements for the year ended March 31, 2006;
- vi. discuss with the management of the Company to seek external professional advices on reviewing the Group's present internal audit function and internal control policy so as to comply with the Listing Rules requirement and meet the international development; and
- vii. review the conditions which was related to the share options granted to the two executive directors.

The audit committee has reviewed the amount of remuneration paid and payable in connection with the audit and non-audit services provided by Deloitte Touche Tohmatsu for the fiscal year 2006.

- v. 與管理層及外部核數師審閱及討論影響截至二零零六年三月三十一日止年度財務報表的新香港財務報告及會計準則所產生的會計政策變動；
- vi. 與本公司管理層討論，就審閱本集團現時的內部審計功能及內部監控政策尋求外部專業意見，以遵守上市規則的規定及緊隨國際發展步伐；及
- vii. 審閱授予兩位執行董事的購股權的條件。

審核委員會已審閱就德勤•關黃陳方會計師行於二零零六年財政年度所提供之審計及非審計服務已付及應付之酬金。

Services	服務	Amount 金額 HK\$ 港元
Audit Services	審計服務	
Final results for the year ended March 31, 2006 (to be agreed)	截至二零零六年三月三十一日止年度的末期業績 (有待同意)	2,000,000
Restated balance sheet at April 1, 2005	於二零零五年四月一日之經重列資產負債表	200,000

Table 4 Amount of remuneration paid and payable to Deloitte Touche Tohmatsu

表4 已付及應付予德勤•關黃陳方會計師行的酬金

The audit committee considered that the provision of the above services by Deloitte Touche Tohmatsu would not affect the auditors' independence.

審核委員會認為，德勤•關黃陳方會計師行提供上述服務不會影響其作為核數師的獨立性。

The Board and the Board Committees meet regularly every fiscal year and additional meetings would be arranged if and when necessary. The attendance record of each member of the Board in respect of the Board and Board Committee meetings are set out in the table below.

董事會及各董事委員會會於各財政年度定期舉行會議，亦會於有需要時另行安排舉行額外會議。各董事會成員出席各董事委員會會議的情況載於下表。

Name of directors 董事姓名	Board (regular meeting) 董事會 (常務會議)		Audit Committee 審核委員會		Nominations Committee 提名委員會		Remuneration Committee 薪酬委員會	
	No. of meetings held 所舉行的 會議次數	No. of meetings attended 所出席的 會議次數	No. of meetings held 所舉行的 會議次數	No. of meetings attended 所出席的 會議次數	No. of meetings held 所舉行的 會議次數	No. of meetings attended 所出席的 會議次數	No. of meetings held 所舉行的 會議次數	No. of meetings attended 所出席的 會議次數
	Li Xiao Yun 李小雲	4	2	-	-	-	-	-
Xu Ying 徐鷹	4	4	-	-	2	2	-	-
Liu Ming Hui 劉明輝	4	4	-	-	2	2	-	-
Zhu Wei Wei 朱偉偉	4	3	-	-	-	-	-	-
Ma Jin Long 馬金龍	4	1	-	-	-	-	-	-
Feng Zhuo Zhi 馮卓志	4	-	-	-	-	-	-	-
Suresh Raghavanachari Harrison Blacker	-	-	-	-	-	-	-	-
Zhao Yu Hua 趙玉華	4	4	4	4	-	-	1	1
Mao Er Wan 毛二萬	4	4	4	4	2	2	1	1
Wong Sin Yue, Cynthia 黃倩如	4	4	4	4	-	-	1	1

Table 5 Directors' attendance at Board and Board Committee Meetings

表5 董事出席董事會及董事委員會會議的情況

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.

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營業日分發，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。

The Company has adopted Model Code set out in Appendix 10 of the Listing Rules. The Board confirmed that for the financial year ended March 31, 2006, all of the directors of the Company have complied with the Model Code set out in Appendix 10 of the Listing Rules.

本公司已採納上市規則附錄 10 所載的標準守則。董事會確認，於截至二零零六年三月三十一日止財政年度，本公司全體董事均已遵守上市規則附錄 10 所載的標準守則。

The Company maintains appropriate insurance cover in respect of legal action against the Company's directors when they discharge their duties.

本公司就本公司董事履行彼等的職務時所面對的法律訴訟購有合適保險。



## COMMUNICATIONS

### 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. The reporting calendar is dominated by the publication of interim and final results each year, in which the Board reports to shareholders on its performance of the Company. Information is also communicated to shareholders on a timely basis through corporate announcements and circulars. All of the circulars and the announcements, including the annual reports and interim reports are easily accessed from the Company's website ([www.chinagasholdings.com.hk](http://www.chinagasholdings.com.hk)). If not ready access to the website, hard copies are available upon request to the Company Secretary.

Shareholders' meeting provides a principal forum for dialogue with shareholders. The Board encourages shareholders to attend and welcomes their participation. For the AGM, notice of which and the related circular are dispatched to the shareholders of the Company at least 21 calendar days before the meeting. Separate resolution for each substantial issue, including the election of director, is proposed at the AGM and details of the poll voting procedures and rights of shareholders to demand a poll are included in the related circular.

During the fiscal year 2006, two shareholders' meeting were carried out. The extraordinary general meeting was carried out in April 2005 for the approval of the transaction in relation to the subscription of shares by GAIL (India) Limited. The 2005 AGM of the Company was held on August 18, 2005 at the principal office of the Company in Hong Kong. All resolutions put to shareholders were duly passed at the meeting and the Managing Director and senior management of the Company were available at both meetings to answer questions.

### Investors and Analysts

The Board acknowledges the importance to establish good relationship with analysts and investors. The Company has established an Investors Relations Department dedicated for communication with institutional investors and analysts. Throughout the financial year, there are regular site visits, luncheons, telephone conferences and non deal roadshows with analysts and investors to update them on the latest business development of the Group.

Besides, the Board also recognises the importance to be readily accessible by the public and retail investors. From time to time press conferences are held so that the public can be informed of recent business developments of the Group. The Company sees this as an effective channel to pass public corporate information to the general investors community.

## 通訊

### 股東

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。申報日曆中每年較重要的事項為刊發中期及全年業績，董事會會於當中向股東報告本公司之表現。本公司亦會透過刊發公司公告及通函，於適當時間向股東發放有關信息。所有通函及公佈（包括年報及中期報告）均可輕易於本公司網站（[www.chinagasholdings.com.hk](http://www.chinagasholdings.com.hk)）閱覽。如未能連上本公司網站，公司秘書會應要求提供文件的印刷本。

股東大會為與股東直接對話的主要渠道。董事鼓勵股東出席大會，並歡迎彼等參與。就股東週年大會而言，會於舉行大會最少21個曆日前，向本公司股東寄發大會通告。各項重大事項（其中包括甄選董事）均會於股東週年大會上另行提呈決議案，而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相關之通函內。

於二零零六年財政年度內，共舉行兩次股東大會。股東特別大會於二零零五年四月舉行，以批准有關 GAIL (India) Limited 認購股份的交易。本公司二零零五年股東週年大會於二零零五年八月十八日在本公司於香港之總辦事處舉行。所有提呈股東表決的決議案均於會上獲正式通過，而本公司董事總經理及高級管理層亦於兩次會議上解答題問。

### 投資者及分析員

董事會明白與分析員及投資者建立良好關係尤為重要。本公司已建立一個專責與機構投資者及分析員溝通的投資者關係部門。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。

此外，董事會亦明白與公眾及散戶投資者保持溝通的重要性。本公司會不時舉行新聞發佈會，使公眾人士可得知本集團的近期業務發展。本公司視上述方式為向一般投資者群體傳遞上市公司資料的有效渠道。

All investors and public are welcome to give their comments and make their enquiries through the Company's website ([www.chinagasholdings.com.hk](http://www.chinagasholdings.com.hk)) or by email at [investor@chinagasholdings.com.hk](mailto:investor@chinagasholdings.com.hk).

## DIRECTORS' RESPONSIBILITY IN PREPARING THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities in preparing the financial statements and ensure that the financial statements are in accordance to the statutory requirements and applicable accounting standards.

The statement of the Auditors, Messrs. Deloitte Touche Tohmatsu, about their reporting responsibilities on the financial statements is set out in the Auditor's report on page 58 of the 2006 Annual Report.

## FORWARD

The Company will continue to improve the corporate governance practices in view of the regulatory requirements and in line with the international developments. The Board believes that a sound system of internal controls is an essential factor to safeguard the shareholders' investments and the Group's assets. The Company will engage a consultancy firm to carry out comprehensive review on the system of internal control, internal audit and risk management of the Group so as to identify the potential risks within Group and to implement appropriate measures as necessary.

本公司歡迎所有投資者及公眾人士透過本公司網站 ([www.chinagasholdings.com.hk](http://www.chinagasholdings.com.hk)) 或電郵至 [investor@chinagasholdings.com.hk](mailto:investor@chinagasholdings.com.hk) 提供彼等的意見及作出查詢。

## 董事編製財務報表之責任

董事確認其於編製財務報表之責任及確保財務報表乃根據法定要求及適用會計原則編製。

核數師德勤•關黃陳方會計師行就其對財務報表之申報責任之聲明載於二零零六年年報第58頁之核數師報告。

## 展望

本公司將繼續因應規管需求及緊貼國際發展改善企業管治常規。董事會相信，良好的內部監控系統乃保護股東投資及集團資產的重要因素。本公司將委聘顧問公司對本集團的內部監控、內部審核及風險管理系統進行詳細審閱，以確認本集團內是否有潛在風險，以及於有需要時實行恰當的措施。