

Notes to the Consolidated Financial Statements

For the year ended 31 March 2007
截至2007年3月31日止年度

綜合財務報表附註

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” of the Annual Report.

The Company acts as an investment holding company. Details of the principal subsidiaries are set out in note 43 to the consolidated financial statements.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Company and its subsidiaries (collectively referred to as the “Group”) has adopted all of the new and revised standards, amendments and interpretations (“new HKFRSs”) issued by Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for annual reporting periods beginning on or after 1 December 2005, 1 January 2006 or 1 March 2006. The adoption of these new and revised standards and interpretations has no material effect on how the results for the current or prior accounting year have been prepared and presented. Accordingly, no prior year adjustment has been required.

The Group has not early adopted the following standards or interpretations that have been issued but are not yet effective. The Group has commenced considering the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

1. 一般資料

本公司於百慕達註冊成立為獲豁免有限公司。本公司之股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於本年報之「公司資料」一節內披露。

本公司為一間投資控股公司，其主要附屬公司業務詳情載列於綜合財務報表附註43。

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已採納所有與其業務相關由香港會計師公會（「香港會計師公會」）新頒佈於2005年12月1日、2006年1月1日或2006年3月1日或之後起之年度報告期間生效之新訂及經修訂準則條訂本及詮釋（「新香港財務報告準則」）。採納新訂及經修訂準則及詮釋對本年度或過往會計年度業績之編製及呈列方式概無重大影響。因此，毋須作出過往年度調整。

本集團並無提早採納以下已頒佈惟尚未生效之準則及詮釋。本集團已開始但仍在評估該等新香港財務報告準則對集團之盈運成果及財務狀況是否有重大影響。該等新香港財務報告準則可能對集團未來業績之編製及呈列方式產生影響。

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截至2007年3月31日止年度

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Hong Kong Accounting Standard (“HKAS”) 1 (Amendment)	Capital disclosures ¹
HKAS 23 (Revised)	Borrowing costs ⁶
HKFRS 7	Financial instruments: disclosures ¹
HKFRS 8	Operating Segments ⁶
HK(IFRIC) — Interpretation (“Int”) 8	Scope of HKFRS 2 ²
HK(IFRIC) — Int 9	Reassessment of embedded derivatives ³
HK(IFRIC) — Int 10	Interim Financial Reporting and Impairment ⁴
HK(IFRIC) — Int 11	HKFRS 2 — Group and Treasury Share Transactions ⁵
HK(IFRIC) — Int 12	Service Concession Arrangement ⁷

¹ Effective for annual periods beginning on or after 1 January 2007.

² Effective for annual periods beginning on or after 1 May 2006.

³ Effective for annual periods beginning on or after 1 June 2006.

⁴ Effective for annual periods beginning on or after 1 November 2006.

⁵ Effective for annual periods beginning on or after 1 March 2007.

⁶ Effective for annual periods beginning on or after 1 January 2009.

⁷ Effective for annual periods beginning on or after 1 January 2008.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則（「香港會計準則」）第1號（經修訂）	資本披露 ¹
香港會計準則第23號（經修訂）	借貸成本 ⁶
香港財務報告準則第7號	金融工具：披露 ¹
香港財務報告準則第8號	營運分部 ⁶
香港（國際財務報告詮釋委員會）— 詮釋（「詮釋」）第8號	香港財務報告準則第2號之範圍 ²
香港（國際財務報告詮釋委員會）— 詮釋第9號	重估內嵌式衍生工具 ³
香港（國際財務報告詮釋委員會）— 詮釋第10號	中期財務報告及減值 ⁴
香港（國際財務報告準則詮釋委員會）— 詮釋第11號	香港財務報告準則第2號 — 集團及庫存股份交易 ⁵
香港（國際財務報告詮釋委員會）— 詮釋第12號	服務經營權安排 ⁷

¹ 於2007年1月1日或之後開始的年度期間生效。

² 於2006年5月1日或之後開始的年度期間生效。

³ 於2006年6月1日或之後開始的年度期間生效。

⁴ 於2006年11月1日或之後開始的年度期間生效。

⁵ 於2007年3月1日或之後開始的年度期間生效。

⁶ 於2009年1月1日或之後開始的年度期間生效。

⁷ 於2008年1月1日或之後開始的年度期間生效。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2007
截至2007年3月31日止年度

綜合財務報表附註

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3A Basis of preparation of the consolidated financial statements

After reviewing the Group's and Company's budget for 2007/2008 and taking into consideration the cash inflow from the issue of shares upon exercise of share options in April 2007 and other long term plans, the directors consider that adequate resources exist for the Group to continue in operational existence for the foreseeable future and are satisfied that, at the time of approving the consolidated financial statements, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

These consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, HKAS and interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except for the investment properties and certain financial instruments, which are stated at their fair value as explained in the accounting policies set out below.

The consolidated financial statements are presented in Hong Kong dollars while the functional currency is Renminbi. The reason for selecting Hong Kong dollars as its presentation currency is because the Company is a public company with the shares listed on the Stock Exchange where most of its investors are located.

3. 編製基準及主要會計政策摘要

3A 綜合財務報告編制基準

經審閱本集團及本公司2007/2008年預算及2007年4月行使購股權而發行股份所產生之現金流入及其他長期計劃後，董事認為本集團有充足資源在可預見將來繼續營運，並信納於批准綜合財務報表時，以持續經營原則編製財務報表屬合適。

本綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則(此統稱已包括所有適用之個別香港財務報告準則、香港會計準則及詮釋)、香港公認的會計原則以及香港公司條例的披露規定而編製。此外，本綜合財務報表亦符合聯交所證券上市規則之適用披露規定。除投資物業及部分金融工具均如下列會計政策所述以公平值列賬外，本財務報表以歷史成本法為編製時之計量基準。

綜合財務報表乃以港幣呈列，而功能貨幣則為人民幣。選擇以港幣作為呈列貨幣之理由，為本公司乃一家公眾公司，其股份於聯交所上市，而其大部份投資者均位於香港。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

3. 編製基準及主要會計政策摘要 (續)

3B 主要會計政策

綜合賬目基準

綜合財務報表包括本公司及本公司所控制之實體(其附屬公司)之財務報表。本公司有權力監督一間實體之財務及經營政策以從其業務中取得利益，則對其具有控制權。於年內收購或出售之附屬公司業績分別由收購生效日期起或截至出售生效日期止(如適用)計入綜合收益表內。如有需要，將對附屬公司之財務報表進行調整，以使其會計政策與本集團旗下其他成員公司所使用者一致。所有集團內公司間之交易、結餘、收入及開支已於綜合賬目內對銷。

被合併之附屬公司淨資產內之少數股東權益會於本集團之權益中單獨呈列。於資產淨值中之少數股東權益包括於原來業務合併當日之應佔權益金額以及自合併日起少數股東所佔之權益變動額。歸屬於少數股東權益的虧損，如超過其在附屬公司之應佔權益，除非該等少數股東有具有約束力之責任及能夠增加投資以彌補有關損失，否則有關超出之虧損額會由本集團承擔。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Business combination

The acquisition of subsidiaries is accounted for using purchase method. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations", which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after assessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities, and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit and loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities, and contingent liabilities recognised.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

業務合併

收購附屬公司使用收購法列賬。收購成本按本集團於交換日為交換被收購者的控制權而放棄的資產、產生或承擔的負債及發行的股本工具的公平值總額，另加業務合併產生的任何直接成本而計算。被收購者的可確認資產、負債及或然負債，若符合香港財務報告準則第3號「業務合併」的確認條件，則於收購日按其公平值確認。惟根據香港財務報告準則第5號「持作銷售及已終止業務的非流動資產」分類為持有作出售之非流動資產(或出售組合)，乃以公平價值減銷售成本確認及計算。

因收購而產生的商譽，指業務合併成本超逾本集團已確認可識別資產、負債及或然負債公平淨值的差額，乃確認為資產並於首次按成本計量。倘經重新評估後，本集團應佔被收購者的可識別資產、負債及或然負債的公平淨值的權益超逾業務合併成本，則超逾差額即時確認為損益。

被收購者的少數股東權益於最初時會按少數股東所佔的已確認資產、負債及或然負債的公平淨值比例計量。

於附屬公司之投資

於附屬公司之投資按成本減任何已識別之減值虧損而於本公司之資產負債表中列賬。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Investments in associates

The results and assets and liabilities of the associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investment in an associate is carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

聯營公司投資

聯營公司之業績、資產及負債按權益法計入綜合財務報表內。按照權益法，聯營公司之投資是按成本及於收購後本集團應佔損益和權益之變動扣除任何經確認減值虧損列於綜合資產負債表內。倘本集團所佔聯營公司之虧損等於或超越本集團於聯營公司應佔之權益(包括會構成本集團對聯營公司淨投資之任何長期權益)，本集團應停止確認應佔之進一步虧損。額外應佔虧損之撥備及負債之確認只限於本集團須承擔法律或推定責任或代聯營公司付款下才作出。

任何收購成本超出本集團攤分聯營公司之可識別資產、負債及或然負債之公平淨值，則於收購當日將差額以商譽列賬。該商譽將列入投資之賬面值，並作為投資之一部分進行減值評估。

本集團佔可識別資產、負債及或然負債公平淨值超過收購成本之部份，於重新評核後即時於損益內確認。

當集團實體與本集團之聯營公司進行交易，溢利及虧損以本集團於有關聯營公司之權益為限對銷。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Goodwill

Goodwill arising on acquisitions prior to 1 April 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1 April 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition.

For previously capitalised goodwill arising on acquisitions prior to 1 April 2005, the Group has discontinued amortisation from 1 April 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

Goodwill arising on acquisitions on or after 1 April 2005

Goodwill arising on an acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or associate recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of subsidiaries is presented separately in the consolidated balance sheet.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

商譽

於2005年4月1日前收購產生之商譽

協議日期為2005年4月1日前收購附屬公司產生之商譽指於收購當日收購成本超逾本集團於收購當日在有關附屬公司可識別資產及負債公平值之權益之差額。

就於2005年4月1日前因收購而產生於先前撥充資本之商譽而言，本集團已由2005年4月1日起終止攤銷，而有關商譽會每年及於有跡象顯示商譽所屬現金產生單位出現減值時進行測試(見下列會計政策)。

於2005年4月1日或之後收購產生之商譽

協議日期為2005年4月1日或之後收購附屬公司產生之商譽指於收購當日收購成本超逾本集團於收購當日在有關附屬公司及聯營公司可識別資產、負債及或然負債公平淨值之權益之差額。商譽會初步按成本確認為資產，其後並按成本減任何累計減值虧損列賬。

因收購附屬公司而產生之撥充資本之商譽乃於綜合資產負債表單獨呈列。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Goodwill (Continued)

Goodwill arising on acquisitions on or after 1 April 2005 (Continued)

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. Cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill have been allocated is tested for impairment before the end of that financial year. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised are included in the determination of the amounts of profit or loss on disposal.

Excess of an acquirer's interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisition")

A discount on acquisition arising on an acquisition of a subsidiary or an associate for which an agreement date is on or after 1 April 2005 represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in profit or loss. A discount on acquisition arising on an acquisition of an associate (which is accounted for using the equity method) is included as income in the determination of the investor's share of results of the associates in the period in which the investment is acquired.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

商譽(續)

於2005年4月1日或之後收購產生之商譽(續)

就測試有否減值而言，因收購而產生之商譽乃分配予預計可從收購之協同效益受惠之各有關現金產生單位(或各組現金產生單位)。獲分配商譽之現金產生單位每年及每當有跡象顯示該單位出現減值時測試有否減值。就於任何財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位須於該財政年度結束前測試有否減值。當現金產生單位之可收回數額少於該單位之賬面值，將分配減值虧損以首先減低任何分配予該單位之商譽之賬面值，然後根據該單位各資產之賬面值按比例地減低分配予該單位之其他資產。商譽之任何減值虧損直接於綜合收益表確認。商譽之減值虧損於確認後不會在隨後之期間撥回。

隨後出售附屬公司時，已資本化之應佔商譽金額計入以釐定出售之損益金額。

收購公司所佔被收購公司可識別資產、負債及或然負債的公平淨值權益高出成本值的剩餘價值(「收購折讓」)

收購附屬公司(其協議日期為2005年4月1日或以後)產生的收購折讓，即被收購公司可識別資產、負債及或然負債的公平淨值高出業務合併成本值的剩餘價值。收購折讓即時於損益內確認。收購聯營公司(而該聯營公司以權益法入賬)產生的收購折讓會包括在收購當期投資者分佔聯營公司業績所確定的溢利中。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment other than construction in progress are stated at cost less accumulated depreciation and any identified impairment losses.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life.

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at each balance sheet date.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備(在建工程除外)按成本值減累計折舊及任何可識別減值虧損列賬。

資產成本包括其購入價及將該資產達至其預定用途之營運狀態及工作地點涉及之任何直接應佔成本。物業、廠房及設備項目運作後產生之開支，包括維修及保養，一般在其產生之期間在綜合收益表中扣除。倘若可清楚顯示有關開支導致使用該項物業、廠房及設備預計可取得之未來經濟效益有所增加，且該項目之成本可以可靠計量，則有關開支予以資本化，作為該資產之額外成本或重置。

折舊以直線法於其預計可使用年期限內，將各物業、廠房及設備項目之成本撇銷至其剩餘價值。

當一項物業、廠房及設備之各部份有著不同之可使用年期，該項目之成本將按合理之基準分配至多個部分，而各部分將作個別折舊。剩餘價值、可使用年期及折舊方法將於各結算日審閱，並於適當時作出調整。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Property, plant and equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated income statement in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress represents pipelines, plant and machinery and other fixed assets under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises direct cost of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit and loss for the period in which they arise.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

物業、廠房及設備(續)

當一項物業、廠房及設備被出售或不能因使用或出售而帶來未來經濟收益時，將終止確認其價值。出售或報廢所產生之任何損益按有關資產之出售所得款項淨額與賬面值之差額於終止確認資產當年在綜合收益表中確認。

在建工程指興建中之管道、廠房及機器及其他固定資產，按成本扣除任何減值虧損列賬，且不予折舊。成本包括建築直接開支及建築期內借貸基金相關之資本化借貸成本。在建工程於竣工及投入使用時重新分類為物業、廠房及設備之適當類別。

投資物業

於最初確認時，投資物業以成本計量，包括任何直接應佔開支。於最初確認後，投資物業使用公平值模式計量。投資物業公平值變動產生之收益或虧損於其產生期間計入損益。

於業務合併所收購之無形資產

倘於業務合併所收購之無形資產符合無形資產之定義，且其公平值能可靠衡量，則會與商譽分開識別及確認。該等無形資產之成本為於收購日之公平值。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Intangible assets acquired in a business combination (Continued)

Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Intangible assets with finite useful lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment losses below).

Leases

Leases are classified as finance leases whenever the terms of the leases transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

Rentals applicable to operating leases net of any incentives received from the leasing company are charged to the consolidated income statement on straight-line basis over the lease term.

Prepaid land lease premium under operating leases are up-front payments to acquire long-term interests in lessee-occupied properties. Prepaid land lease premium are stated at cost less accumulated amortisation and any impairment and are amortised over the remaining lease terms on a straight-line basis to the consolidated income statement.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

於業務合併所收購之無形資產(續)

於首次確認後，具有有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損。有限可使用年期之無形資產攤銷乃按直線基準於其估計可使用年期撥備。

具有有限可使用年期之無形資產於有跡象顯示資產已減值時進行減值測試(請參閱下文有關減值虧損之會計政策)。

租賃

根據租賃條款將擁有權之大部份風險及回報歸於承租人之租賃列為融資租賃。所有其他租賃均列作經營租賃。

本集團作為出租人

根據經營租賃之租金收入按相關租賃期以直線法計。商議及安排經營租賃之最初直接成本計入租賃資產之賬面值，並於租約期內以直線法基準確認。

本集團作為承租人

適用於經營租約的租金在扣除來自出租公司之任何優惠後，以直線法基準確認入綜合收益表中。

於經營租約下之預付土地租賃費用為收購承租人佔用物業長期權益之初期付款。預付土地租賃費用乃按成本減累計攤銷及任何減值入賬，及於剩餘租約年期按直線基準攤銷於綜合收益表中。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Impairment losses

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets (other than goodwill which is disclosed above) to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value is based on estimated selling prices in the ordinary course of business less estimated costs to completion and the estimated costs necessary to make the sale.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

減值虧損

本集團會於每年結算日檢討有形及無形資產之賬面值(不包括上載所披露之商譽),以釐定該等資產有否出現減值虧損之跡象。倘估計資產之可收回數額降至低於其賬面值,則該資產之賬面值將調減至可收回數額之水平。減值虧損會即時確認為開支。

倘減值虧損其後撥回,則資產之賬面值調升至可收回數額之經修訂估計值。惟該增加之賬面值不可超過倘該資產於過往年度無減值虧損時釐定之賬面值。減值虧損之撥回即時確認為收入。

存貨

存貨乃按成本值及可變現淨值之較低者列賬。成本值按先入先出法計算。可變現淨值以估計在日常業務中售價減去完成時之估計成本及進行銷售之估計成本計算。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are mainly loans and receivables and available-for-sale investments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation of convention in the marketplace. The accounting policies adopted are set out as below.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

金融工具

當集團實體成為工具合約條文之一方，金融資產及金融負債於綜合資產負債表內確認。金融資產及金融負債初步按公平值計算。收購或發行金融資產及金融負債直接應佔之交易成本(按公平值計入損益之金融資產及金融負債除外)乃於首次確認時加入金融資產或金融負債之公平值，或從金融資產或金融負債之公平值扣除。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本，即時於損益內確認。

金融資產

本集團之金融資產主要為貸款及應收款項及可供出售投資。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售之金融資產是指按照市場規條或慣例須在一段期限內進行資產交付之金融資產買賣。採納之會計政策載於下文。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and bill receivables, deposits and other receivables, amounts due from associates and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses. Impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent years when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 編製基準及主要會計政策摘要 (續)

3B 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項為不於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。於首次確認後之每個結算日，貸款及應收款項（包括應收貿易款項及票據、按金及其他應收款項、應收聯營公司款項及銀行結餘）使用實際利率法按攤銷成本減任何可識別之減值虧損列賬。當有客觀證據顯示資產已減值，則於損益內確認減值虧損，並以資產之賬面值與按原實際利率折讓其估計未來現金流量之現值兩者之差額計量。當於確認減值後發生一項事件可以客觀地與資產可收回款項增加有關，減值虧損於其後年度撥回，惟受限於該減值撥回日期之資產賬面值為限，不得超過該項資產原未確認減值之已攤銷成本。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments. At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss. Impairment losses on available-for-sale equity investments will not reverse through profit or loss in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

金融工具(續)

金融資產(續)

可供出售金融資產

可供出售金融資產為非衍生項目，無論是否已被指定或未被分類為按公平值計入損益的金融資產的貸款及應收款項或持至到期投資。於首次確認後之各結算日，可供出售金融資產會按公平值計算。公平值的變動會於股本權益中確認，直至該金融資產被出售或決定被減值，屆時，過往於股本權益中獲確認的累計損益會自股本權益中剔除，並於損益內確認。可供出售金融資產的任何減值虧損會於損益內確認。可作出售的股本投資的減值虧損將不會於以後期間在損益中撥回。而可供出售的債券投資，倘可實質證明該投資的公平價值盈餘乃於減值虧損被確認以後出現，其減值虧損則可在以後撥回。

對於在活躍的市場上沒有市場報價且其公平值不能可靠計量的可供出售股本投資，以及與該等無報價的股本工具相聯繫、且須通過交付該等股本工具進行結算的衍生工具，首次確認後在每個結算日，以成本減任何已識別減值虧損計量。當存在客觀證據表明資產已發生減值，減值虧損會在損益中確認。減值虧損的金額按資產的賬面值與以類似金融資產的當時市場回報率對預期未來現金流量進行貼現後的現值兩者的間的差額計量。有關減值虧損不會在其後期間撥回。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are mainly other financial liabilities. The accounting policies adopted for financial liabilities and equity instruments are set out below.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

Other financial liabilities

Other financial liabilities including trade and other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

金融工具(續)

金融負債及股權工具

集團實體發行的金融負債及股權工具乃根據合同安排的性質與金融負債及股權工具的定義分類。

股權工具乃證明本集團於扣減所有負債後的資產中擁有剩餘權益的任何合同。本集團的金融負債主要為其他金融負債。就金融負債及股權工具所採納的會計政策乃載於下文。

按公平值計入損益的金融負債

按公平值計入損益的金融負債分為兩類，包括所持至交易之金融負債及於首次確認時按公平值計入損益之金融負債。於首次確認後之各個結算日，透過損益按公平值計入損益之金融負債乃按公平值計量。公平值的變動會於變動產生期間直接在損益內確認。

其他金融負債

其他金融負債包括貿易及其他應付款項及銀行借款乃隨後採用實際利率法按已攤銷成本計量。

股權工具

本公司發行的股權工具乃按已收所得款項(扣除直接發行成本)記賬。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible notes

Convertible notes issued by the Company (including related embedded derivatives) are designated as financial liabilities at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, the entire convertible notes are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

金融工具(續)

金融負債及股權工具(續)

可換股票據

於最初確認時，本公司發行之可換股票據(包括相關嵌入式衍生工具)指定為按公平值計入賬損益之金融負債。於最初確認後之每個結算日，所有可換股票據均以公平值計量，公平值之變動於其產生期間直接於損益內確認。

取消確認

若從資產收取現金流量之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部份風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收及應收代價及已直接於權益確認之累計損益之總和之差額，將於損益中確認。

當有關合約之特定責任獲解除、取消或到期，金融負債則取消確認。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable or deductible. The Group's liability for current tax is recognised using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

稅項

所得稅開支指現行應付稅項及遞延稅項之總和。

現行應付稅項根據本年度之應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅之收入或開支項目，亦不包括毋須課稅或不可扣減之收益表項目，故有別於收益表所呈報之溢利淨額。本集團當期稅務負債使用於結算日已頒佈或實質頒佈之稅率確認。

遞延稅項乃就財務報表內資產及負債之賬面值與計算應課稅溢利時使用之相應稅基之差額而預期應付或可收回之稅項，乃以資產負債表負債法入賬。一般而言，所有應課稅暫時差額均確認遞延稅項負債，而僅於可能出現應課稅溢利以抵銷可扣稅暫時差額時，始確認遞延稅項資產。倘臨時差額因商譽(或負商譽)，或初次確認(並非在業務合併之情況下)一項交易中之其他資產及負債而產生，惟對應課稅溢利或會計溢利概無影響，則不予確認該等資產及負債。

遞延稅項資產之賬面值乃於每個結算日檢討並減至再無足夠應課稅溢利可用以就收回之全部或部份資產作準備之數額。

Notes to the Consolidated Financial Statements

For the year ended 31 March 2007
截至2007年3月31日止年度

綜合財務報表附註

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value if the effect is material.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services in the normal course of business, net of discounts and sales related taxes.

Sales of natural gas, liquefied petroleum gas, and gas appliances are recognised when goods are delivered and title has passed.

Gas connection revenue is recognised upon completion of pipeline construction which according to industry practice in the region coincides with the "fire ignition ceremony".

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial assets to the net carrying amount of that financial assets.

Rental income is recognised on a straight-line basis over the period of the relevant lease terms.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

稅項(續)

遞延稅項按償還負債或變現資產期間預期適用之稅率計算。遞延稅項於綜合收益表中扣除或計入，惟倘與直接於權益扣除或計入權益之項目有關，則遞延稅項亦於權益中處理。

撥備

本集團若因過往事件而有現存責任，並本集團可能將須履行該等責任，則會確認撥備。撥備乃按董事對於結算日履行該等責任所須之開銷之最佳估計值而釐定，倘影響深遠者則貼現至現值。

收入確認

收入按已收或應收代價之公平價值計算，代表經扣除折扣及銷售相關稅項後於日常業務過程中之貨品及服務應收款項。

天然氣、液化石油氣及燃氣器具之銷售須於貨物送抵且物權轉移時確認。

燃氣接駁收入於完成建造管道時確認，此乃根據該地區之行業慣例與「點火儀式」一致。

利息收入，根據實際利率法按應計基準以可將金融資產預期期限的估計未來現金回報貼現為該金融資產賬面淨值的比率計算。

租金收入於相關租約期間內以直線法確認。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange difference are also recognised directly in equity.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為功能貨幣(即該實體經營所在主要經濟地區之貨幣)記賬。於各結算日，以外幣定值之貨幣項目均按結算日之適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內於損益中確認，惟倘貨幣性項目所產生之匯兌差異構成本公司於外國業務之淨投資之一部份則除外，在該情況下，該等匯兌差異會於綜合財務報表之權益內確認。以公平值入賬之非貨幣項目經重新換算後產生之匯兌差額於該期間列作損益，惟損益直接於股本權益確認之非貨幣項目之重新換算所產生之差額除外，在此情況下，有關匯兌差額會直接於股本權益確認。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the exchange reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 April 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the exchange reserve.

Government grants

Government grants are recognised as income over the periods necessary to match them with the related costs. Grant related to depreciable assets are presented as deferred income and are released to income over the useful lives of the assets.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the assets. Capitalisation of such borrowing costs ceases when these qualifying assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as expenses in the period in which they are incurred.

Retirement benefits costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are charged as expenses when employees have rendered service entitling them to the contributions.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

外幣(續)

就呈報綜合財務報表而言，本集團之境外業務資產及負債乃按結算日之適用匯率換算為本公司呈報貨幣（即港幣），相關收支則按年內平均匯率換算，惟倘期內匯率顯著波動，則會採用交易日期適用之匯率。所產生之匯兌差額（如有）乃確認為權益之獨立部份（匯兌儲備）。該項匯兌差額乃於出售境外業務之期間在損益確認。

於2005年4月1日或之後，於收購境外業務時產生之有關所收購可識別資產之商譽及公平值調整乃作為該境外經營業務之資產及負債處理，並按結算日之適用匯率進行換算。產生之匯兌差額乃於匯兌儲備內確認。

政府津貼

政府津貼於所需與相關成本配合之期間確認為收入。與可予折舊資產相關之津貼以遞延收入呈列，並在資產之可使用年期轉撥至收入。

借貸成本

直接因收購、建造或生產合資格資產而產生之借貸成本，乃撥充資本作為部份資產。當此等合資格資產大致上已可作其擬定用途或予以出售時，則該等借貸停止撥充資本。

所有其他借貸成本乃於產生期間確認為開支。

退休福利成本

向中央公積金計劃及強制性公積金計劃所作供款是於僱員已提供服務使其有權獲得供款時列作開支。

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3B Significant accounting policies (Continued)

Equity-settled share-based payment transactions

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period with a corresponding increase in equity (“Employee share-based compensation reserve”).

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to Employee share-based compensation reserve.

At the time when the share options are exercised, the amount previously recognised in Employee share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in Employee share-based compensation reserve will be transferred to retained profits.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumption that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other source. Actual results may differ from these estimates.

3. 編製基準及主要會計政策摘要(續)

3B 主要會計政策(續)

以股權結算股份為基礎之付款交易

向本集團僱員批授購股權

參考所授出購股權於授出日期公平值而釐定之應收服務公平值，按歸屬期以直線基準列支，股本（「以股份支付之僱員酬金儲備」）則相應增加。

集團於每個結算日修訂其對預期最終授予的購股權之估計數字。若修訂對原來的估計數字產生任何影響，概於歸屬期的餘下時間內在損益內處理，並於以股份支付之僱員酬金儲備作相應調整。

當購股權獲行使時，早前於以股份支付之僱員酬金儲備確認之數額將轉撥至股份溢價。倘購股權於歸屬日期後被收回或於屆滿日期尚未行使，早前於以股份支付之僱員酬金儲備確認之數額將轉撥至保留盈利。

4. 估計不確定性之主要來源

於編製符合香港財務報告準則之綜合財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設影響政策應用及資產、負債、收入及開支之申報金額。管理層根據過往經驗，以及於特定情況下彼等認為合理之其他因素作出估計及相關之假設，所得結果構成管理層就目前未能從其他來源而得出之資產及負債之賬面值所作出賬面值判斷之基準。實際數字或會有別於估計數字。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Judgments made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in below.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2007, the carrying amount of goodwill is approximately HK\$225,050,000. No impairment loss has been recognised as, in the opinion of the management, the relevant projects of the Group will have sufficient cash flows generated from gas pipeline connection and supply of gas. Details of the recoverable amount calculation are disclosed in note 19.

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account the estimated residual value. The Group assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimates, such differences from the original estimates will impact the depreciation charges in the year in which the estimates change.

4. 估計不確定性之主要來源 (續)

本公司按持續基準就所作估計及相關假設作出檢討。倘會計估計數字之修訂僅會影響修訂估計數字之期間，則有關會計估計數字之修訂將於該期間內確認，或倘該項會計估計數字之修訂影響現時及未來期間，則有關會計估計數字之修訂將於修訂期間及未來期間確認。管理層在應用香港財務報告準則時所作出並對財務報表有重大影響之判斷，以及作出極可能在下年度構成重大調整風險之估計，乃於下文討論。

商譽之估計減值

釐定商譽是否減值須對獲分派商譽之賺取現金單位之使用價值作出估計。使用價值計算要求本集團估計預期產生自賺取現金單位之日後現金流量及合適之貼現率以計算現值。倘日後現金流量之實際金額少於預期金額，則可能產生重大減值。截至2007年3月31日，商譽之賬面值約為港幣225,050,000元。由於管理層認為本集團將可自燃氣管道接駁費及天然氣銷售取得充足現金流量，故未有確認任何減值虧損。可收回金額計算方法之詳情於附註19披露。

物業、廠房及設備之折舊

物業、廠房及設備之折舊乃按其估計可使用年期，並參考其估計剩餘價值以直線法計算。本集團每年評估物業、廠房及設備之剩餘價值及可使用年期，而倘若預期與原來之估計有差異時，該差異可能影響估計變動之年度內之折舊。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated impairment of assets (other than goodwill)

At each balance sheet date, the Group reviews internal and external sources of information to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets; and
- investments in subsidiaries and associates

If any such indication exists, the asset's recoverable amount is estimated. In addition, for intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment. An impairment loss is recognised in the consolidated income statement whenever the carrying amount of an asset exceeds its recoverable amounts.

The sources utilised to identify indications of impairment are often subjective in nature and the Group is required to use judgment in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at any given balance sheet date.

4. 估計不確定性之主要來源 (續)

估計資產(商譽除外)減值

於各結算日，本集團會審閱內部及外來資料以識別下列資產可能減值或(除商譽外)先前已確認之減值虧損不再存在或可能已經減少之跡象：

- 物業、機器及設備；
- 無形資產；及
- 於附屬公司及聯營公司之投資

倘有任何該等跡象存在，資產之可收回金額會被評估。此外，就未可供使用之無形資產及具有無限期可使用年期之無形資產而言，其可收回金額會每年進行評估(無論是否存在任何減值跡象)。當資產之賬面值超過其可收回金額時，減值虧損會在綜合利潤表內確認。

用以識別減值跡象之有關資料通常具有主觀性質，故本集團就其業務採用有關資料時須作出判斷。本集團對此等資料之詮釋會直接影響是否於任何指定結算日進行減值評估。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated impairment of assets (other than goodwill) (Continued)

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable value, representing the greater of the asset's fair value less cost to sell or its value in use. Depending on the Group's assessment of the overall materiality of the asset under review and complexity of deriving reasonable estimates of the recoverable value, the Group would perform such assessment utilising internal resources and engage external advisors to counsel the Group in making this assessment. Regardless of the resources utilised, the Group is required to make many assumptions to make this assessment, including the utilisation of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable value of any asset.

Allowances for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectibility and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

4. 估計不確定性之主要來源 (續)

估計資產(商譽除外)減值(續)

倘確定出現減值跡象，本集團進一步處理有關資料時須估計資產之可收回價值，即資產之公平值減出售成本或使用價值兩者之較高值。視乎本集團對檢討資產之整體重要性之評估及合理估算可收回價值之複雜性，本集團可能會利用內部資源進行有關評估或委聘外部顧問以於評估時向本集團提供意見。無論利用何種資源，本集團於評估時均須作出眾多假設，包括有關資產之使用情況、產生之現金流量、適當市場貼現率及預計市場及規管情況。該等假設如出現任何變動，可能會導致日後對任何資產可收回價值之估算出現重大變動。

呆壞賬撥備

有關本集團呆壞賬撥備之政策乃根據對賬目作出可收回程度及賬齡分析及根據管理層判斷進行評估後釐定。管理層需要就評估該等應收款項之最終變現款額(包括目前之信用程度及每名客戶之過往還款歷)作出大量判斷。倘本集團客戶之財務狀況惡化，導致其還款能力受到影響，則可能需要增加撥備。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Income taxes

As at 31 March 2007, the Group has unused tax losses of approximately HK\$35,456,000 available for offset against future profits. No deferred tax asset in relation to unused tax losses has been recognised in the Group's consolidated balance sheet due to unpredictability of future profit streams. In cases where there are future profits generated to utilise the tax losses, a material deferred tax assets may arise, which would be recognised in the consolidated income statement for the period in which such future profits are recorded.

Share-based payment expenses

The share-based payment expense is subject to the limitations of the Black-Scholes option pricing model and the uncertainty in estimates used by management in the assumptions. The estimates include limited early exercise behaviour, expected interval and frequency of open exercise periods in the share option life, and other relevant parameters of the share option model.

Fair values of convertible notes

The fair values of the convertible notes were calculated using the Binomial model and the Monte Carlo Simulation Model. The models involve assumptions on the Company's credit spread, discount rate, expected credit rating and future cash flows. Should these assumptions change, there would be material changes to the valuation.

4. 估計不確定性之主要來源 (續)

所得稅

於2007年3月31日，本集團之未動用稅務虧損約為港幣35,456,000元，可用作抵銷未來溢利。由於未能估計未來的溢利，故並無就未動用稅務虧損於本集團之綜合資產負債表中確認遞延稅項資產。倘日後錄得可用於抵銷稅務虧損之溢利，屆時可能出現重大遞延稅項資產，並會於錄得上述未來溢利期內的綜合收益表確認。

以股份為基準付款開支

以股份為基準付款開支受Black-Scholes期權定價模式限制及管理層於假設所使用估計之不確定性所影響。該等估計包括有限提早行使行為、購股權有效期內預期公開行使期間之間隔及次數，以及購股權模式之其他相關參數。

可換股票據公平值

可換股票據換股選擇權成份之公平值乃使用二項模式及蒙特卡羅模擬模式計算。該等模式涉及本公司有關信貸息差、貼現率、預期信貸評級及未來現金流量所作之假設。假如此等假設改變，有關估值將出現重大變動。

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which result from both its operating and investing activities. The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage the Group's exposure to market risk. The Group's exposure to market risk is kept to a minimum. The Group has not used any derivative or other instruments for hedging purpose.

The Group's financial assets include trade and other receivables, bank balances and cash, trade and other payables, bank borrowings, convertible notes and bank overdrafts.

Foreign currency risk

The Group has certain investments in operations in Mainland China, whose net assets are denominated in Renminbi. Renminbi is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

Cash flow and interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets. The Group's exposure to changes in interest rates is mainly attributable to its long-term borrowings. Borrowings at variable rates expose the Group to cash flow interest-rate risk. Borrowings at fixed rates expose the Group to fair value interest rate risk.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

5. 財務風險管理目標及政策

本集團面臨自其經營及投資業務產生之各種金融風險。本集團並無書面風險管理政策及指引。然而，董事會定期開會分析及制定措施管理本集團所涉市場風險。本集團所涉市場風險維持於最低水平。本集團並無採用任何衍生工具或其他工具作對沖之用。

本集團財務資產包括貿易及其他應收款項、銀行結餘及現金、貿易及其他應付賬款、銀行借款、可換股票據及銀行透支。

外匯風險

本集團於中國內地有多項投資業務，其資產淨值乃以人民幣計值。人民幣在國際市場並非屬自由兌換貨幣，其兌換率乃由中國人民銀行釐定。

現金流量及利率風險

因本集團未持有重大附息資產，故本集團收入和經營活動產生之不受市場利率變動影響。本集團按浮動利率計息之借貸受現金流量利率風險影響，按固定利率計息的借貸受公平值利率風險影響。

本集團並無利用任何利率掉期對沖利率風險。

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

All the Group's cash and cash equivalents are deposited with major banks located in Hong Kong and the People's Republic of China (the "PRC").

The carrying amounts of trade receivables included in the consolidated balance sheet represent the Group's maximum exposure to credit risk in relation to its financial assets. No other financial assets carrying a significant exposure to credit risk. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

Fair value

The fair values of financial assets and financial liabilities reported in the balance sheets of the Group and the Company approximate their carrying amounts due to their immediate or short-term maturities. The fair value of non-current liabilities was not disclosed because the carrying value is not materially different from the fair values.

Liquidity risk

For the management of the Group's liquidity risk, the Group monitors and maintains a sufficient level of cash and cash equivalents considered adequate by management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors its working capital requirements regularly.

5. 財務風險管理目標及政策 (續)

信用風險

本集團之所有現金及現金等值項目均存放於香港及中華人民共和國(「中國」)之主要銀行。

綜合資產負債表所列之貿易應收款項為本集團就其金融資產承擔之最高信用風險。概無其他金融資產附帶重大信用風險。本集團透過利用與一定數量之客戶及交易對手作風險利差，並無重大集中之信用風險。

公平值

因即期或短期關係，呈列於本集團及本公司之金融資產及金融負債的公平值與賬面值相若。由於非流動負債之面值與公平值並無重大差異，故並無披露有關公平值。

流動資金風險

於管理本集團流動資金風險時，本集團會監督及維持充足現金及等同現金項目處於管理層認為充足水平，以撥付本集團之營運及減低現金流量波動之影響。管理層定期回顧及監督其營運資金需要。

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綜合財務報表附註

6. TURNOVER

An analysis of the Group's turnover, for both continuing and discontinued operations, is as follows:

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Continuing operations	持續經營業務		
Supply of gas	供應燃氣	344,582	85,539
Gas pipeline connection	接駁燃氣管道	178,222	129,271
Property holding and investment	物業持有及投資	89	1,727
		522,893	216,537
Discontinued operation	已終止業務		
Glass products	玻璃製品	9,613	24,070
		532,506	240,607

7. SEGMENT INFORMATION

Business segment information is chosen as the primary reporting format because this is more relevant to the Group in making operating and financial decisions.

No segment information by geographical segment is presented as over 90% (2006: over 90%) of the Group's sales are made in the PRC and over 90% (2006: over 90%) of the Group's assets are situated in the PRC.

For management purposes the Group is currently organised into two operating divisions:

- supply of gas and gas pipeline connection; and
- property holding and investment.

These divisions are the basis on which the Group reports its primary segment information.

6. 營業額

本集團之營業額(包括持續經營及已終止業務)如下:

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Continuing operations	持續經營業務		
Supply of gas	供應燃氣	344,582	85,539
Gas pipeline connection	接駁燃氣管道	178,222	129,271
Property holding and investment	物業持有及投資	89	1,727
		522,893	216,537
Discontinued operation	已終止業務		
Glass products	玻璃製品	9,613	24,070
		532,506	240,607

7. 分類資料

由於業務分部資料與本集團訂立經營及財政決策較為相關，故被選為主要申報方式。

由於本集團逾90%(2006年:逾90%)之銷售於中國進行及本集團逾90%之資產(2006年:逾90%)均在中國，因此，不再按營業地區劃分分類資料。

為方便管理，本集團現分為兩個業務分部:

- 供應燃氣及接駁燃氣管道; 及
- 物業持有及投資。

本集團按此等分類報告其主要分類資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2007
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7. SEGMENT INFORMATION (Continued)

7. 分類資料(續)

An analysis of the Group's revenue and contribution by business segment during the year is as follows:

下表呈列本集團年內按業務分類之收入及貢獻：

		Continuing operations 持續業務				Discontinued operation 已終止業務					
		Supply of gas and gas pipeline connection 供應燃氣及 接駁燃氣管道		Property holding and investment 物業持有及投資		Total 合計		Glass Products 玻璃產品		Consolidation 綜合	
		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Turnover	營業額	522,804	214,810	89	1,727	522,893	216,537	9,613	24,070	532,506	240,607
Segment results	分類業績	97,040	113,022	89	(3,889)	97,129	109,133	1,663	4,069	98,792	113,202
Unallocated other operating income	未分配其他經營收入									10,634	8,694
Change in fair value of convertible notes	可換股票據公平值變動									(19,797)	(117,800)
Convertible notes issue expenses	可換股票據發行開支									(13,122)	(10,140)
Loss on disposal of subsidiaries	出售附屬公司虧損			(243)	—	(243)	—	(9,900)	—	(10,143)	(5,519)
Discount on acquisition of additional interests in subsidiaries	收購附屬公司額外權益之折讓									9,240	—
Discount on acquisition of subsidiaries	收購附屬公司權益之折讓									—	2,806
Unallocated corporate expenses	未分配企業開支									(34,751)	(24,699)
Finance costs	財務成本									(16,771)	(2,907)
Share of results of associates	應佔聯營公司業績									25,299	652
Profit/(loss) before taxation	除稅前溢利/(虧損)									49,381	(35,711)
Taxation	稅項									(15,917)	(19,400)
Profit/(loss) for the year	本年度溢利/(虧損)									33,464	(55,111)

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綜合財務報表附註

7. SEGMENT INFORMATION (Continued)

7. 分類資料(續)

		Continuing operations 持續業務				Discontinued operation 已終止業務					
		Supply of gas and gas pipeline connection 供應燃氣及 接駁燃氣管道		Property holding and investment 物業持有及投資		Total 合計		Glass Products 玻璃產品		Consolidation 綜合	
		2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Segment assets	分類資產	1,013,487	310,363	7,237	6,984	1,020,724	317,347	—	25,807	1,020,724	343,154
Interests in associates	於聯營公司權益									84,138	3,564
Goodwill	商譽									225,050	44,725
Unallocated assets	未分配資產									106,951	104,825
Total assets	資產總額									1,436,863	496,268
Segment liabilities	分類負債	361,215	19,736	—	847	361,215	20,583	—	4,742	361,215	25,325
Convertible notes	可換股票據									410,974	133,788
Unallocated liabilities	未分配負債									95,120	59,967
										867,309	219,080
Depreciation	折舊	15,728	5,721	—	—	15,728	5,721	447	1,152	16,175	6,873
Unallocated amount	未分配數額									1,082	412
										17,257	7,285
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	13,712	27	—	—	13,712	27	—	—	13,712	27
Unallocated amount	未分配數額									46	—
										13,758	27
Amortisation of intangible assets	攤銷無形資產	3,605	—	—	—	3,605	—	—	—	3,605	—
Impairment loss of goodwill	商譽減值虧損									91	—
Revaluation gain on investment properties	投資物業重估收益	—	—	(455)	—	(455)	—	—	—	(455)	—
Capital expenditure	資本支出										
Property, plant and equipment, through acquisition of subsidiaries	透過收購附屬公司 之物業、廠房及設備	340,775	104,217	4,221	—	344,996	104,217	—	—	344,996	104,217
Unallocated amount	未分配數額									3,668	—
										348,664	104,217
Property, plant and equipment by the group itself	本集團本身於物業、 廠房及設備	110,781	9,029	2,561	—	113,342	9,029	3,559	2,247	116,901	11,276
Unallocated amount	未分配數額									19,615	3,870
										136,516	15,146
										485,180	119,363

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8. OTHER OPERATING INCOME

8. 其他經營收入

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Continuing operations	持續經營業務		
Sales of equipment	銷售設備	—	331
Bank and other interest income	銀行及其他利息收入	8,228	657
Compensation from supplier	供應商賠償	—	1,957
Subsidy income	補貼收入	20	48
Write-off of long-outstanding account payables	撇銷長期應付欠款	—	647
Surplus fund of scheme of arrangement (Note)	債務償還安排盈餘資金 (附註)	—	10,746
Exchange gain	兌匯收益	4,777	84
Revaluation gain on investment properties	投資物業之重估收益	455	—
Others	其他	2,598	97
		16,078	14,567
Discontinued operation	已終止業務		
Subsidy income	補貼收入	1,103	1,494
Bank and other interest income	銀行及其他利息收入	4	—
Others	其他	1	—
		1,108	1,494
Total	總計	17,186	16,061

Note : In prior years, the Company entered into a debt restructuring and share subscription agreement with Wonderland Development Limited, the former holding company of the Group. The scheme of arrangement was set up to repay the debt owing. In last year, this scheme had been finalised by the appointed administrator after all claims had been fully settled and therefore, the surplus funds were refunded to the Company.

附註：於過往年度，本公司與本集團前控股公司Wonderland Development Limited訂立債務重組及股份認購協議。該協議之設立乃用以償還所欠債務。去年，於所有索償獲償還後，委任管理人已完成此協議安排，因此，盈餘資金已退回本公司。

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綜合財務報表附註

9. STAFF COSTS

9. 員工成本

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Details of total staff costs, including directors' emoluments are as follows:	員工成本(包括董事酬金)總額 詳情如下：		
Continuing operations	持續經營業務		
Salaries, wages, allowances and benefits in kind	薪金、工資、津貼及實物利益	33,803	21,945
Retirement benefits scheme contributions	退休福利計劃供款	1,730	822
Share-based payment expense	以股份為基準付款開支	5,677	9,307
Total staff costs including directors' emoluments	員工成本總額(包括董事酬金)	41,210	32,074
Discontinued operation	已終止業務		
Salaries, wages, allowances and benefits in kind	薪金、工資、津貼及實物利益	153	417
Retirement benefits scheme contributions	退休福利計劃供款	19	57
		172	474
Total	總計	41,382	32,548

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綜合財務報表附註

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10. FINANCE COSTS

10. 財務成本

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest on convertible notes	可換股票據之利息	6,277	1,063
Interest on bank loans and overdrafts	銀行貸款及透支利息		
— wholly repayable within five years	— 須於5年內悉數償還	18,275	1,799
Interest on other borrowing	其他借貸利息	—	45
		24,552	2,907
Less: amount capitalised in construction in progress (Note)	減：撥充在建工程成本之金額(附註)	(7,781)	—
		16,771	2,907
Attributable to:	以下應佔：		
Continuing operations	持續經營業務	16,740	2,805
Discontinued operation	已終止業務	31	102
		16,771	2,907

Note : Borrowing costs capitalised during the year arose on the specific borrowings.

附註：年內資本化之借貸成本來自特定借貸。

11. TAXATION

11. 稅項

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current tax:	即期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	20,180	19,400
Overprovision for prior years	過往年度超額撥備	(4,263)	—
		15,917	19,400
Attributable to:	以下應佔：		
Continuing operations	持續經營業務	15,208	17,950
Discontinued operation	已終止業務	709	1,450
		15,917	19,400

No provision for Hong Kong Profits tax has been made in the consolidated financial statements as the Group did not have any assessable profit in Hong Kong for both years.

由於本集團本年度及上年度均並無來自香港之應課稅溢利，故並未於綜合財務報表作出香港利得稅撥備。

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綜合財務報表附註

11. TAXATION (Continued)

Taxation arising in other jurisdictions are calculated at the rates prevailing in the relevant jurisdictions.

Pursuant to the relevant law and regulations in the PRC, certain of the Company's PRC subsidiaries are entitled to exemption from PRC Enterprise Income Tax for two years commencing from their respective first profit-making year of operation and thereafter, they are entitled to a 50% relief from PRC Enterprise Income Tax for the following three years.

Certain of the Company's PRC subsidiaries are entitled to a preferential tax rate of 15% under the Western China Development policy.

Details of deferred tax liabilities are set out in note 28 to the consolidated financial statements.

The taxation for the year can be reconciled to the profit/(loss) per the consolidated income statement as follows:

11. 稅項 (續)

產生自其他司法權區之稅項按有關司法權區之現行稅率計算。

根據中國有關法律及規例，本公司若干中國附屬公司有權自經營首個獲利年度起獲豁免繳納中國企業所得稅兩年，而其後3年則有權獲豁免繳納50%中國企業所得稅。

本公司位於中國若干附屬公司根據中國西部開發政策有權享有15%的優惠所得稅率。

遞延稅項負債之詳情載於綜合財務報表附註28。

綜合收益表之溢利/(虧損)與本年度之稅項對賬如下：

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Profit/(loss) before taxation	除稅前溢利/(虧損)	49,381	(35,711)
Tax at the applicable rate of 33% (2006: 33%)	按適用稅率33%計算之稅項 (2006年: 33%)	16,296	(11,785)
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	(8,349)	(215)
Tax effect of income not taxable in determining taxable profit	釐定應課稅溢利 毋須繳稅收入之稅務影響	(2,580)	(4,708)
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	15,443	43,236
Tax loss not recognised	未確認之稅項虧損	9,126	11,000
Tax effect of 50% income tax relief granted to subsidiaries	附屬公司獲授50% 所得稅優惠之稅務影響	(4,552)	(4,317)
Tax effect of exemption granted to subsidiaries	附屬公司獲授豁免之稅務影響	(2,410)	(12,934)
Effect of different tax rate of subsidiaries	附屬公司不同稅率之影響	(2,794)	(725)
Overprovision for prior years	過往年度超額撥備	(4,263)	—
Others	其他	—	(152)
Taxation for the year	本年度稅項	15,917	19,400

12. DISCONTINUED OPERATION

During the year, the Group discontinued its glass products business upon the disposal of its controlling interest in Mian Zhu City Hongsen Glass Products Company Limited (the "Glass Products"). The Glass Products was a 70% owned subsidiary of the Group as at 31 March 2006. The Group acquired the remaining 30% of equity interest from the minority shareholder effective on 31 May 2006 at a total consideration of HK\$1,009,000. Discount on acquisition of additional interest in subsidiary of HK\$1,751,000 is resulted. The acquisition has resulted in Glass Products becoming a wholly-owned subsidiary of the Group.

During the year, the Glass Products reconstructed its plant, property and equipment after moving to a new location and increased its registered capital from RMB1,000,000 (HK\$1,009,000) to RMB17,000,000 (HK\$17,159,000) for additional general working capital purpose. However, the Group has not made further investment in Glass Products with a view to focus its resources on developing core business. New investors were introduced to make up the increased capital. The Group's interest in the Glass Products was decreased from 100% to 19% upon the completion of such increase in registered capital and the Glass Products ceased to be a subsidiary of the Company. The discontinued operation results in a loss of approximately HK\$9,900,000 included in the consolidated income statement for the year ended 31 March 2007.

12. 已終止經營之業務

於本年度，本集團出售其於綿竹市紅森玻璃製品有限公司（「玻璃產品」）之控股權益後終止其玻璃產品業務。於2006年3月31日，玻璃產品為本集團擁有70%之附屬公司。本集團以港幣1,009,000元之總代價向少數股東收購餘下30%股本權益，由2006年5月31日生效。收購附屬公司額外權益之折讓為港幣1,751,000元。該收購導致玻璃產品成為本集團全資擁有附屬公司。

年內，玻璃產品於搬遷新址後，重建其廠房、物業及設備。玻璃產品將其註冊資本由人民幣1,000,000元（港幣1,009,000元）增加至人民幣17,000,000元（港幣17,159,000元）作為日常營運資金。然而，本集團為集中發展核心業務未再對其增加資金投入。因此引入新投資者以增加資本。於增加股本完成後，本集團於玻璃產品的權益亦由100%減少至19%，而玻璃產品不再為本公司之附屬公司。已終止經營之業務業績產生虧損約港幣9,900,000元，已計入截至2007年3月31日止綜合收益表。

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綜合財務報表附註

12. DISCONTINUED OPERATION (Continued)

12. 已終止經營之業務(續)

Profits for the year from discontinued operation

已終止經營之業務之年度溢利

		1 April 2006 to 31 July 2006 2006年4月1日至 2006年7月31日	1 April 2005 to 31 March 2006 2005年4月1日至 2006年3月31日
		HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	9,613	24,070
Cost of sales	銷售成本	(8,531)	(18,717)
Gross profit	毛利	1,082	5,353
Other operating income	其他經營收入	1,108	1,494
Administrative expenses	行政開支	(527)	(2,826)
Finance costs	財務成本	(31)	(102)
Profit before taxation	稅前溢利	1,632	3,919
Taxation	稅項	(709)	(1,450)
Profit for the year from discontinued operation	已終止經營之業務之年度溢利	923	2,469
Attributable to:	由下列人士應佔：		
Equity holders of the Company	本公司權益持有人	712	1,728
Minority interests	少數股東權益	211	741
		923	2,469
Cash flows from discontinued operation:	已終止經營之業務之現金流量淨額：		
Net cash flows from operating activities	來自經營活動之現金流量淨額	5,326	3,511
Net cash flows used in investing activities	用於投資活動之現金流量淨額	(3,559)	(2,766)
Net cash flows from financing activities	來自融資活動之現金流量淨額	—	968
		1,767	1,713

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綜合財務報表附註

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截至2007年3月31日止年度

13. PROFIT/(LOSS) FOR THE YEAR

Profit/(loss) for the year has been arrived after charging (crediting) the following:

13. 本年度溢利／（虧損）

本年度溢利／（虧損）已扣除（計入）下列各項：

		Continuing operations		Discontinued operation		Consolidated	
		持續業務		已終止業務		綜合	
		2007	2006	2007	2006	2007	2006
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost of inventories sold	已售存貨成本	350,397	94,564	8,531	18,717	358,928	113,281
Auditors' remuneration	核數師酬金						
— current year provision	— 該年撥備	3,500	2,967	—	—	3,500	2,967
— underprovision in prior years	— 過往年度少撥	293	—	—	—	293	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,810	6,148	447	1,137	17,257	7,285
Amortisation of prepaid lease payments	攤銷預付租金	485	29	13	43	498	72
Amortisation of intangible assets	攤銷無形資產	3,605	—	—	—	3,605	—
Minimum lease payments under operating leases for rented premises	租用樓宇經營租賃最低租金付款額	2,466	918	—	—	2,466	918
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	13,758	27	—	—	13,758	27
Loss on disposal of prepaid lease payments	出售預付租金虧損	303	—	—	—	303	—
Loss on disposal of available-for-sale investments	出售可供出售投資虧損	79	—	—	—	79	—
Impairment loss of goodwill (included in administrative expenses)	商譽減值虧損（計入行政開支）	91	—	—	—	91	—
Allowance for bad and doubtful debts in respect of trade and other receivables	貿易及其他應收款項之呆壞賬撥備	2,565	18	—	—	2,565	18
Exchange gain	匯兌收益	(4,777)	(84)	—	—	(4,777)	(84)
Interest income	利息收入	(8,228)	(657)	(4)	—	(8,232)	(657)
Revaluation gain on investment properties	投資物業重估收益	(455)	—	—	—	(455)	—
Rental income under operating leases, less outgoing of nil (2006: HK\$277,000)	按經營租賃之租金收入，減零開支（2006年：港幣277,000元）	(89)	(1,450)	—	—	(89)	(1,450)
Share of tax of associates (included in share of results of associates)	應佔聯營公司稅項（已計入應佔聯營公司業績）	13,704	110	—	—	13,704	110

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綜合財務報表附註

14. EARNING/(LOSS) PER SHARE

The calculation of the basic earning/(loss) per share attributable to the ordinary equity holders of the Company is based on the following data:

14. 每股盈利／（虧損）

本公司普通權益持有人應佔每股基本盈利／（虧損）按下列數據計算：

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit/(loss) for the year attributable to equity holders of the Company	本公司權益持有人應佔年度溢利／（虧損）	22,123	(56,061)
Profit for the year from discontinued operation attributable to equity holders of the Company used in the calculation of basic earning/(loss) per share from discontinued operation (note 12)	用作計算來自已終止經營業務之每股基本盈利／（虧損）之本公司權益持有人應佔年度溢利（附註12）	712	1,728
Profit/(loss) used in the calculation of basic earning/(loss) per share from continuing operations	用作計算來自持續經營業務之每股基本盈利／（虧損）之溢利／（虧損）	21,411	(57,789)
		2007	2006
Weighted average number of ordinary shares for the purpose of basic earning/(loss) per share	計算每股基本盈利／（虧損）之普通股加權平均數	3,190,879,300	2,629,455,628

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14. EARNING/(LOSS) PER SHARE (Continued)

Diluted earning per share

The weighted average number of ordinary shares for the purposes of diluted earning per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earning/(loss) per share as follows:

		Number of shares 股數	
		2007	2006
Weighted average number of ordinary shares for the purpose of basic earning/(loss) per share	計算每股基本盈利／(虧損)所使用之普通股加權平均數	3,190,879,300	2,629,455,628
Effect of dilutive potential ordinary shares:	具攤薄作用之潛在普通股之影響：		
— share options	— 購股權	18,331,867	n/a不適用
Weighted average number of ordinary shares for the purpose of diluted earning per share	計算每股攤薄盈利所使用之普通股加權平均數	3,209,211,167	2,629,455,628

The computation of diluted earning per share for the year ended 31 March 2007 does not assume the conversion of the Company's outstanding convertible notes since their exercise would result in an increase in earning per share from continuing operations.

The diluted loss per share for the year ended 31 March 2006 is not presented as the exercise of the share options and convertible notes outstanding would result in a decrease in loss per share.

14. 每股盈利／(虧損) (續)

每股攤薄盈利

計算每股攤薄盈利所使用之普通股加權平均數與計算每股基本盈利／(虧損)所使用之普通股加權平均數對賬如下：

截至2007年3月31日止年度每股攤薄盈利之計算乃假設本公司並無未行使之可換股票據，因行使可換股票據會導致來自持續經營之業務之每股盈利增加。

由於行使購股權及可換股票據會導致每股虧損減少，故並無呈列截至2006年3月31日止年度每股攤薄虧損。

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截至2007年3月31日止年度

綜合財務報表附註

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) DIRECTORS' EMOLUMENTS

The emoluments paid or payable to the directors were as follows:

For the year ended 31 March 2007

Executive directors	執行董事
Xu Ruixin	徐瑞新
Liu Jing	劉京
Mo Shikang	莫世康
Zhu Peifeng	朱培風
Zhang Hesheng	張和生
Jin Song	靳松
Yan Wing Cheung	甄永祥
— resigned on 23 December 2006	— 於2006年12月23日辭任
Wong Ching	王政
— appointed on 23 December 2006	— 於2006年12月23日委任
Independent non-executive directors	獨立非執行董事
Liu Junmin	劉駿民
Tang Qinglian	譚慶堦
Wong Shing Kay, Oliver	黃承基
— resigned on 3 October 2006	— 於2006年10月3日辭任
Chan Chuk Cheung, Ivan	陳祝祥
— appointed on 3 October 2006 and resigned on 23 December 2006	— 於2006年10月3日委任及於2006年12月23日辭任
Sin Ka Man	冼家敏
— appointed on 23 December 2006	— 於2006年12月23日委任

15. 董事及高級管理層酬金

(a) 董事酬金

已付或應付予董事酬金如下：

截至2007年3月31日止年度

Directors' fee	Salaries, allowances and benefits in kind	Share-based payment	Retirement benefit scheme contributions	Total emoluments
董事袍金	薪金、津貼及實物利益	以股份為基準之付款	退休福利計劃供款	總酬金
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
—	—	—	—	—
—	1,620	—	—	1,620
—	1,833	—	23	1,856
—	1,828	—	30	1,858
—	1,828	—	30	1,858
—	435	—	20	455
—	686	505	9	1,200
—	230	—	—	230
131	—	—	—	131
—	—	—	—	—
68	—	—	—	68
32	—	—	—	32
33	—	—	—	33
264	8,460	505	112	9,341

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For the year ended 31 March 2007

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

15. 董事及高級管理層酬金 (續)

(a) DIRECTORS' EMOLUMENTS (Continued)

(a) 董事酬金 (續)

For the year ended 31 March 2006

截至2006年3月31日止年度

		Salaries, allowances and benefits	Share-based payment	Retirement benefit scheme	Total
Directors' fee	薪金、津貼 及實物利益	in kind HK\$'000 港幣千元	以股份為 基準之付款 HK\$'000 港幣千元	退休福利 計劃供款 HK\$'000 港幣千元	總酬金 HK\$'000 港幣千元
Executive directors	執行董事				
Xu Ruixin	徐瑞新				
— appointed on 11 April 2005	— 於2005年4月11日委任	—	—	—	—
Liu Jing	劉京				
— appointed on 11 April 2005	— 於2005年4月11日委任	—	772	2,251	3,023
Mo Shikang	莫世康				
Zhu Peifeng	朱培風				
Zhang Hesheng	張和生				
Jin Song	靳松				
— appointed on 11 April 2005	— 於2005年4月11日委任	—	124	2,251	2,375
Yan Wing Cheung	甄永祥				
— appointed on 15 July 2005	— 於2005年7月15日委任	—	551	1,472	2,032
Ong Chi King	王子敬				
— resigned on 15 July 2005	— 於2005年7月15日辭任	—	192	2,251	2,448
Wang Ke Duan	王克端				
— resigned on 11 April 2005	— 於2005年4月11日辭任	—	—	—	—
Tjia Boen Sien	謝文盛				
— resigned on 11 April 2005	— 於2005年4月11日辭任	—	—	—	—
Wang Jing Ning	王京寧				
— resigned on 11 April 2005	— 於2005年4月11日辭任	—	—	—	—
Keung Kwok Cheung	姜國祥				
— resigned on 11 April 2005	— 於2005年4月11日辭任	—	—	—	—
Kong Kwok Fai	江國輝				
— resigned on 11 April 2005	— 於2005年4月11日辭任	—	—	—	—
Independent non-executive directors	獨立非執行董事				
Liu Junmin	劉駿民				
— appointed on 11 April 2005	— 於2005年4月11日委任	124	—	—	124
Tang Qinglian	譚慶蓮				
— appointed on 11 April 2005	— 於2005年4月11日委任	—	—	—	—
Wong Shing Kay, Oliver	黃承基				
Siu Man Po	蕭文波				
— resigned on 11 April 2005	— 於2005年4月11日辭任	2	—	—	2
Wong Sin Yee	黃倩儀				
— resigned on 11 April 2005	— 於2005年4月11日辭任	—	—	—	—
		256	4,445	8,900	14
					13,615

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) DIRECTORS' EMOLUMENTS (Continued)

None of the directors of the Company waived or agreed to waive any emoluments paid by the Group and no incentive payment for joining the Group or compensation for loss of office was paid or payable to any director of the Company during the two years ended 31 March 2007 and 2006.

(b) FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments, all (2006: all) are directors whose emoluments are disclosed in note 15(a).

During the two years ended 31 March 2007 and 2006, no emoluments were paid to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

15. 董事及高級管理層酬金 (續)

(a) 董事酬金 (續)

概無本公司董事放棄或同意放棄任何本集團支付之酬金，及截至2007年3月31日及2006年3月31日止兩個年度，本集團概無支付或應付款項予任何本公司董事作加盟本集團獎勵酬金或離職補償。

(b) 五位最高薪酬人士

五位(2006：五位)最高薪酬人士均為董事，其酬金已披露於附註15(a)內。

於2007年3月31日及2006年3月31日止兩個年度，本集團概無支付酬金予五位最高薪酬人士，作為加盟本集團之獎勵或作為離職補償。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Buildings in PRC for own use 位於中國之 自用樓宇 HK\$'000 港幣千元	Leasehold improvements 租約物業 裝修 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、 裝置及 辦公室設備 HK\$'000 港幣千元	Plant, machinery and pipeline 廠房、機器 及管道 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Cost	成本							
At 1 April 2005	於2005年4月1日	10,739	—	560	66,043	1,255	37,010	115,607
Exchange realignment	滙兌調整	175	—	10	1,080	21	605	1,891
Acquisition of subsidiaries	收購附屬公司	3,369	—	384	45,002	314	55,148	104,217
Additions	增加	505	427	371	2,383	3,362	8,098	15,146
Transfer	轉讓	—	—	—	98,932	—	(98,932)	—
Transfer to prepaid expenses	轉撥預付開支	—	—	—	—	—	(230)	(230)
Disposals	出售	—	—	—	—	(106)	—	(106)
At 31 March 2006 and 1 April 2006	於2006年3月31日及 於2006年4月1日	14,788	427	1,325	213,440	4,846	1,699	236,525
Exchange realignment	滙兌調整	634	—	48	9,135	160	73	10,050
Acquisition of subsidiaries	收購附屬公司	33,309	—	1,405	144,498	4,081	165,371	348,664
Disposal of subsidiaries	出售附屬公司	(2,328)	—	(45)	(13,546)	—	(3,294)	(19,213)
Additions	增加	22,072	—	2,764	26,094	6,036	79,550	136,516
Transfer	轉讓	649	—	—	124,501	—	(125,150)	—
Transfer to prepaid expenses	轉撥預付開支	—	—	—	—	—	(13,219)	(13,219)
Disposals	出售	(1,176)	—	(744)	(34,021)	(880)	(25,464)	(62,285)
At 31 March 2007	於2007年3月31日	67,948	427	4,753	470,101	14,243	79,566	637,038
Accumulated depreciation and impairment loss	累計折舊及 減值虧損							
At 1 April 2005	於2005年4月1日	126	—	44	1,203	99	—	1,472
Exchange realignment	滙兌調整	2	—	—	20	1	—	23
Provided for the year	本年度撥備	501	21	191	6,078	494	—	7,285
Eliminated on disposal	出售時撇銷	—	—	—	—	(79)	—	(79)
At 31 March 2006 and 1 April 2006	於2006年3月31日及 於2006年4月1日	629	21	235	7,301	515	—	8,701
Exchange realignment	滙兌調整	69	—	27	667	48	—	811
Provided for the year	本年度撥備	1,583	85	666	13,382	1,541	—	17,257
Disposal of subsidiaries	出售附屬公司	(121)	—	(12)	(1,737)	—	—	(1,870)
Eliminated on disposal	出售時撇銷	(818)	—	(315)	(1,998)	(494)	—	(3,625)
At 31 March 2007	於2007年3月31日	1,342	106	601	17,615	1,610	—	21,274
Net carrying value	賬面淨值							
At 31 March 2007	於2007年3月31日	66,606	321	4,152	452,486	12,633	79,566	615,764
At 31 March 2006	於2006年3月31日	14,159	406	1,090	206,139	4,331	1,699	227,824

As at 31 March 2007, certain of the Group's buildings in PRC, plant, machinery and pipeline with an aggregate net carrying value of approximately HK\$15,529,000 (2006: nil) have been pledged to secure general banking facilities granted to the Group (note 39).

於2007年3月31日，本集團若干位於中國之樓宇、廠房及機器及管道賬面淨值合計港幣15,529,000元（2006年：無）已予抵押，以取得授予本集團之一般銀行信貸（附註39）。

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綜合財務報表附註

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The official property title certificates for certain of the Group's buildings with carrying amounts of approximately HK\$13,675,000 (2006: HK\$333,000) in aggregate have not yet been issued by the relevant local government authorities. The directors are of the opinion that the Group's right and interest in such buildings will not be therefore severely prejudiced.

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Buildings	Over the shorter of 40 years or the operation period of the relevant company
Leasehold improvements	Over the shorter of the terms of the leases, or 5 years
Furniture, fixtures and office equipment	20%
Plant, machinery and pipeline	2.5% — 20%
Motor vehicles	12.5% — 20%

16. 物業、廠房及設備(續)

本集團有若干樓宇之賬面值合共約港幣13,675,000元(2006年：港幣333,000元)仍未獲相關本地政府機關發出正式物業權證書。董事認為，本集團於該等樓宇之權利及權益不會因此受到嚴重損害。

上述物業、廠房及設備項目乃以直線法按下列年率折舊：

樓宇	40年或有關公司之經營期限(以較短者為準)
租約物業裝修	租約期限或5年(以較短者為準)
傢俬、裝置及辦公室設備	20%
廠房、機器及管道	2.5%至20%
汽車	12.5%至20%

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綜合財務報表附註

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17. INVESTMENT PROPERTIES

17. 投資物業

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Investment properties, stated at fair value	以公平值列值之投資物業		
At 1 April	於4月1日	6,984	48,138
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	4,221	—
Disposal of subsidiaries (note 33)	出售附屬公司(附註33)	(6,984)	(41,154)
Additions	增加	2,561	—
Fair value adjustment	公平值調整	455	—
		7,237	6,984
Detail of geographical locations and tenure of investment properties were:	投資物業之地理位置及年期詳情如下：		
Mainland China — leases between 10 to 50 years	中國內地 — 租賃期由10年至50年	7,237	6,984

The fair value of the Group's investment properties at 31 March 2007 have been arrived at on the basis of a valuation carried out on that day by Asset Appraisal Limited, independent qualified professional valuers not connected with the Group. Asset Appraisal Limited is a member of the Institutes of Valuers, and have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties.

The Group leases out certain investment properties under operating leases, for an initial period of three to seven years, with an option to renew on renegotiated terms.

At 31 March 2007, the Group's investment properties amounting to HK\$1,756,000 (2006: nil) were pledged to secure bank loans granted to the Group (note 39).

None of the leases include contingent rentals. During the year ended 31 March 2007, the gross rental income from investment properties amounted to approximately HK\$89,000 (2006: HK\$1,727,000).

於2007年3月31日，本集團投資物業之公平值乃根據在該日獨立合資格專業物業估值機構資產評值顧問有限公司(與本集團並無關連)所進行之估值得出。資產評值顧問有限公司為香港測量師學會之會員，並具備適當資格及曾對近期有關地點之類似物業進行估值。根據國際估值準則進行之估值，乃於參考相似物業之交易價格之市場證據後得出。

本集團根據經營租賃出租若干投資物業，最初期限由3年至7年，可選擇按重新商議條款續期。

於2007年3月31日，本集團之投資物業港幣1,756,000元(2006年：無)已予抵押作為授予本集團銀行貸款之擔保(附註39)。

概無任何租賃包括或然租金。於截至2007年3月31日止年度，來自投資物業之總租金收入為約港幣89,000元(2006年：港幣1,727,000元)。

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綜合財務報表附註

18. PREPAID LEASE PAYMENTS

18. 預付租金

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
The Group's prepaid lease payments comprise land in PRC under medium-term lease:	本集團預付租金包括按中期租約下之中國土地：		
Cost	按成本		
At 1 April	於4月1日	9,222	5,110
Exchange realignment	匯兌調整	385	—
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	11,748	4,112
Additions	添置	9,672	—
Disposal of subsidiaries (note 33)	出售附屬公司(附註33)	(1,953)	—
Disposals	出售	(436)	—
At 31 March	於3月31日	28,638	9,222
Amortisation and impairment loss	攤銷及減值虧損		
At 1 April	於4月1日	119	47
Exchange realignment	匯兌調整	22	—
Charge for the year	本年度扣除	498	72
Disposal of subsidiaries (note 33)	出售附屬公司(附註33)	(59)	—
Eliminated on disposal	出售時對銷	(6)	—
At 31 March	於3月31日	574	119
Net carrying value	賬面淨值	28,064	9,103
Analysed for reporting purposes as:	按申報目的分析：		
Current portion	即期部份	594	366
Non-current portion	非即期部份	27,470	8,737
		28,064	9,103

The Group's prepaid lease payments with carrying values of approximately HK\$793,000 (2006: Nil) represent interest in land use rights in respect of which official land use certificate have not yet been issued by relevant local government authorities. The directors are of the opinion that the Group's rights and interest in respect of such land lots will not be therefore severely prejudiced.

At 31 March 2007, the Group's prepaid lease payments amounting to approximately HK\$11,184,000 (2006: Nil) were pledged to secure bank loans granted to the Group (note 39).

本集團賬面值約港幣793,000元(2006年：無)之預付租金代表於土地使用權之權益，相關本地政府機關仍未發出有關正式土地使用權證。董事認為，本集團於該等樓宇之權利及權益不會因此受到嚴重損害。

於2007年3月31日，本集團之預付租金約為港幣11,184,000元(2006年：無)已予抵押作為授予本集團銀行貸款之擔保(附註39)。

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For the year ended 31 March 2007
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19. GOODWILL

19. 商譽

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cost	成本		
At 1 April	於4月1日	44,725	41,093
Eliminated of amortisation accumulated prior to the adoption of HKFRS 3	撇除於採納香港財務報告準則第3號前之累計攤銷	—	(2,198)
Arising on acquisition of subsidiaries (note 34)	因收購附屬公司而產生 (附註34)	165,256	5,659
Arising on acquisition of additional interests in subsidiaries	因收購附屬公司額外權益而產生	14,910	171
Exchange realignment	匯兌調整	250	—
At 31 March	於3月31日	225,141	44,725
Amortisation and impairment	攤銷及減值		
At 1 April	於4月1日	—	2,198
Eliminated of amortisation accumulated prior to the adoption of HKFRS 3	撇除於採納香港財務報告準則第3號前之累計攤銷	—	(2,198)
Impairment recognised during the year	年內已確認減值	91	—
At 31 March	於3月31日	91	—
Carrying value	賬面值		
At 31 March	於3月31日	225,050	44,725

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The management considers each subsidiary represents a separate cash generating unit (“CGU”) for the purpose of goodwill impairment testing. At the balance sheet date, the carrying amount of goodwill mainly represents goodwill arising from the acquisition of following subsidiaries:

本集團每年檢測商譽減值，或倘有跡象顯示商譽可能已減值，則更頻密檢測減值。

管理層認為，就商譽減值測試而言，每家附屬公司代表一個獨立的現金產生單位（「現金產生單位」）。於結算日，商譽的賬面值主要指因收購下列附屬公司：

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綜合財務報表附註

19. GOODWILL (Continued)

19. 商譽 (續)

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Mian Zhu City Han Wang Natural Gas Company Limited	綿竹市漢旺天然氣有限公司	2,384	2,286
Relevant natural gas assets in Bei Chuan County	北川縣相關天然氣資產	1,853	1,777
Chongqing Zhongmin Gas Company Limited	重慶中民燃氣有限公司	1,664	1,596
Xin Hua Resources Investment Limited	Xin Hua Resources Investment Limited	38,895	38,895
Gas business in Yan Liang District, Xi'an	西安市閻良區之燃氣業務	2,884	—
Fujian Province An Ran Gas Investment Company Limited and its subsidiaries (collectively as "Fujian An Ran")	福建省安然燃氣投資有限公司及其附屬公司(「福建安然」)	162,372	—
Yunnan Zhongmin Gas Company Limited	雲南中民燃氣有限公司	7,130	—
Dehua Guang An Natural Gas Company Limited	德化廣安天然氣有限公司	7,689	—
Others	其他	179	171
		225,050	44,725

The recoverable amounts of the CGUs are determined from value in use calculations based on the cashflow forecast of the relevant CGUs. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling price and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectation of future changes in the market.

現金產生單位之可收回金額乃經基於有關現金產生單位之現金流量之計算使用價值而釐定。計算使用價值所採用之主要假設為期內該等相關之貼現率、增長率、售價及直接成本之預計變動。管理層利用可反映市場對當時貨幣價值之評估以及現金產生單位之特定風險的除稅前利率來估計貼現率。增長率則按行業增長預測為基準。售價及直接成本之預計變動乃按過往慣例及預期市場之日後變動為基準。

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綜合財務報表附註

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19. GOODWILL (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next 5 years on an estimated growth pattern at growth rates between 1.5% to 170% (2006: 2.34% to 12.45%) and a discount rate of 12% (2006: 10%). The financial budgets and growth rates are estimated according to the stage of each operation with reference to the development curve of the natural gas industry in the PRC region. This pattern is consistent with the track record of the Group's projects.

20. INTANGIBLE ASSETS

19. 商譽 (續)

本集團乃根據經管理層就未來5年審批之最近期財政預算案，以增長率1.5%至170% (2006年：2.34%至12.45%)及12%貼現率 (2006年：10%)推斷之增長模式編製現金流量預測。財政預算及增長率根據各業務之階段，經參考中國地區天然氣行業之發展曲線作出估計。這模式與本集團項目之往績一致。

20. 無形資產

		Exclusive rights of operations 獨家經營權利 HK\$'000 港幣千元
Cost	成本	
Acquisition of subsidiaries and balance at 31 March 2007 (note 34)	收購附屬公司及於2007年3月31日結餘 (附註34)	126,271
Amortisation	攤銷	
Charge for the year	本年度扣除	3,605
Exchange realignment	匯兌調整	96
At 31 March 2007	於2007年3月31日	3,701
Carrying value	賬面值	
At 31 March 2007	於2007年3月31日	122,570
At 31 March 2006	於2006年3月31日	—

Notes:

The addition arose from the acquisition of subsidiaries who was granted with exclusive rights to operate in gas pipeline infrastructure and provision of gas by local government in various cities in the PRC for a period of 10 to 60 years.

All of the exclusive rights of operation are amortised on a straight-line basis over the operation period of 10 to 60 years.

At 31 March 2007, the Group's certain exclusive rights of operation amounted to approximately HK\$49,019,000 (2006: nil) were pledged to secure bank loans granted to the Group (note 39).

附註：

所涉及增加金額是收購由中國若干城市地方政府授予本公司附屬公司燃氣管道基礎設施投資及提供燃氣為期10至60年之獨家經營權利。

所有獨家經營權利於經營期間為10至60年以直線基準攤銷。

於2007年3月31日，本集團之若干獨家經營權利約為港幣49,019,000元 (2006年：無) 已予抵押作為授予本集團銀行貸款之擔保 (附註39)。

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綜合財務報表附註

21. INTERESTS IN ASSOCIATES

21. 於聯營公司權益

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Cost of unlisted investment	未上市投資成本	58,187	2,912
Share of post-acquisitions profits less losses	分佔收購後溢利減虧損	25,951	652
		84,138	3,564
Amounts due from associates	應收聯營公司款項	16,150	—

Amounts due from associates are unsecured, interest-free and repayable on demand.

應收聯營公司款項為無抵押、免息及須於要求時償還。

The directors consider that the carrying amount of amounts due from associates approximates the fair value.

董事認為應收聯營公司款項之賬面值與公平值相若。

Movements in carrying amount of interests in associates during the year are shown as follows:

於聯營公司權益之賬面值於年內之變動如下：

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
At the beginning of the year	於年初	3,564	—
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	4,806	—
Acquisition of associates	收購聯營公司	49,645	2,904
Exchange realignment	匯兌調整	824	8
Share of results of associates for the year	本年度應佔聯營公司業績	25,299	652
At the end of the year	於年終	84,138	3,564

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21. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's associates as at 31 March 2007 are as follow:

21. 於聯營公司權益 (續)

於2007年3月31日，本集團之聯營公司詳情如下：

Name of company 公司名稱	Form of business structure 業務架構形式	Place of establishment and operation 成立及經營所在地	Group effective interest 本集團實際權益	Principal activities 主要業務
銀川中民燃氣有限公司 ("Yin Chuan Zhongmin Gas Company Limited")	Limited liability company 有限公司	PRC 中國	50%	Provision of natural gas and gas pipeline construction 提供天然氣及燃氣管道建造
延邊州華新石油開發有限公司 ("Yan Bian Hua Xin Oil Exploitation Company Limited")	Limited liability company 有限公司	PRC 中國	50%	Exploration and extraction of oil and gas in Yanji Basin located in the Yan Bian Korean Nation Autonomous Area in Jilin Province, PRC 在中國吉林省延邊朝鮮族自治州勘探及開發延吉盆地之石油及天然氣資源
福州安然居管道燃氣有限公司 ("Fuzhou An Ran Ju Pipeline Gas Company Limited")	Limited liability company 有限公司	PRC 中國	49%	Provision of natural gas and gas pipeline construction 提供天然氣及燃氣管道建造
廈門嘉安燃氣有限公司 ("Xiamen Jia An Gas Company Limited")	Limited liability company 有限公司	PRC 中國	49%	Provision of natural gas and gas pipeline construction 提供天然氣及燃氣管道建造
中民在線(北京)科技發展有限公司 ("Zhongmin Zai Xian (Beijing) Technology Development Limited")	Limited liability company 有限公司	PRC 中國	40%	Participate in supply of video lottery system and equipment in the PRC 於中國參與視頻彩票系統及設備供應

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綜合財務報表附註

21. INTERESTS IN ASSOCIATES (Continued)

Included in the cost of investment in associates is goodwill of HK\$39,376,000 (2006: HK\$1,379,000). This goodwill is attributable to the anticipated profitability of (1) sales and distribution of gas fuel and related products, (2) the gas pipeline construction operations, (3) exploration and extraction of oil and natural gas in Yanji Basin and (4) the participation in supply of video lottery system and equipment respectively. The movement of goodwill is set out below.

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 April	於4月1日	1,379	—
Exchange realignment	匯兌調整	59	—
Arising on acquisition of associates	因收購聯營公司而產生	37,938	1,379
At 31 March	於3月31日	39,376	1,379

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of interests in associates are determined from value in use calculations. The value in use of the investment represents the Group's dividends from associates. The amount of future dividends depends on the profitability and availability of cash of the associates.

The cashflow forecasts were prepared by the management of the associates and were derived from the financial budgets covering a period of 5 years approved by management of the associate on an estimated growth pattern at growth rate between 7.8% to 120% (2006: 10%) at discount rate of 12% (2006: 10%). The financial budgets and growth rates are estimated according to the stage of each operation with reference to the development curve of the natural gas industry in the PRC region.

21. 於聯營公司權益 (續)

聯營公司投資成本包括年內因收購聯營公司而產生之商譽港幣39,376,000元(2006年：港幣1,379,000元)。此商譽乃歸因於(1)銷售及分銷燃氣及相關產品，(2)天然氣管道建設業務，(3)勘探及開採延吉盆地之石油及天然氣資源；及(4)參與視頻彩票系統及設備供應之預期盈利能力。商譽之變動載列如下：

本集團每年檢測商譽減值，或倘有跡象顯示商譽可能已減值，則更頻密檢測減值。

聯營公司投資之可收回金額以使用值方法計算。投資之使用值為本集團從聯營公司收取之股息。未來股息的數額倚靠聯營公司之盈利能力及現金之可利用性。

現金流預測乃管理層根據為期5年之財務算案以增長率7.8%至120% (2006年：10%)及貼現率12% (2006年：10%)推斷之增長模式編製現金流量預測。財政預算及增長率根據各業務之階段，經參考中國地區天然氣行業之發展曲線作出估計。

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21. INTERESTS IN ASSOCIATES (Continued)

The summarised financial information in respect of the Group's associates is set out below:

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Total assets	資產總額	159,485	5,923
Total liabilities	負債總額	(63,808)	(1,553)
Net assets	資產淨額	95,677	4,370
Group's share of net assets of associates	本集團應佔聯營公司資產淨額	44,762	2,185
Revenue	收益	99,762	2,914
Profit for the year	本年度溢利	51,171	1,304
Group's share of results of associates for the year	本集團應佔聯營公司本年度業績	25,299	652

21. 於聯營公司權益 (續)

本集團聯營公司之財務資料概述如下：

22. AVAILABLE-FOR-SALE INVESTMENTS

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Unlisted equity securities	非上市股本證券	11,601	194

The above unlisted investment represents investment in unlisted interest in a private entity incorporated in the PRC. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

22. 可供出售投資

上述非上市投資指於中國註冊成立之私人實體所發行之非上市股本證券之投資，由於合理公平值估計的範圍頗大，以致本公司董事認為其公平值不能可靠地計量，故有關投資在各結算日按成本減減值計量。

23. INVENTORIES

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Construction materials, spare parts and consumables	建築物料、備件及消耗品	11,018	1,383
Gas appliances	燃氣器具	233	257
Glass	玻璃	—	2,764
Gas, including natural gas and liquefied petroleum gas	燃氣(包括天然氣及液化石油氣)	12,154	—
Others	其他	157	—
		23,562	4,404

At both balance sheet dates, all inventories were stated at cost.

23. 存貨

於各結算日，存貨均按成本列賬。

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綜合財務報表附註

24. TRADE AND OTHER RECEIVABLES

The Group allows a credit period ranging from 30 to 90 days to its customers.

The following is an aged analysis of trade receivables:

24. 貿易及其他應收款項

本集團給予客戶之信貸期由30日至90日不等。

貿易應收賬之賬齡分析如下：

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
0 — 3 months	0 — 3個月	14,002	13,372
4 — 6 months	4 — 6個月	847	52
6 — 12 months	6 — 12個月	1,325	465
Over 1 year	1年以上	2,587	—
Trade receivables	貿易應收款項	18,761	13,889
Advances to third parties (Note)	第三方之墊款 (附註)	5,275	—
Prepayments	預付款項	25,618	19,498
Bill receivable	應收票據	1,009	—
Deposit paid to/payment in advance to suppliers	支付供應商之按金／墊款	33,894	9,311
Deposit paid for capital expenditures	支付資本開支按金	15,140	—
Deposit paid for investments	支付投資按金	—	18,391
Others	其他	18,999	5,395
		118,696	66,484
The balance represents:	結餘代表：		
Trade and other receivables, gross	貿易及其他應收款項總額	121,279	66,502
Less: accumulated impairment	減：累計減值	(2,583)	(18)
		118,696	66,484

Note: The advances to third parties are unsecured, borne interest at 5.58% and repayable on demand.

The fair values of the Group's trade and other receivables at 31 March 2007 approximate the corresponding carrying amounts.

附註：第三方墊款為無抵押，附息5.58%及須於提出要求後償還。

於2007年3月31日本集團之貿易及其他應收款項之公平值與其賬面值相若。

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25. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables:

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
0 — 3 months	0 — 3個月	16,285	2,990
4 — 6 months	4 — 6個月	4,031	55
Over 6 months	6個月以上	21,889	1,893
Trade payables	貿易應付賬款	42,205	4,938
Deposits received from customers (Note i)	收取客戶之按金 (附註i)	15,464	5,583
Convertible notes interest payable	應付可換股票據利息	2,169	635
Customer gas deposits	客戶燃氣按金	13,952	—
Other deposits received	其他已收按金	6,056	—
Gas fee income received in advance	預收之燃氣費收入	12,506	—
Received in advance for the exercise of share options (Note ii)	就行使購股權預收款項 (附註ii)	9,607	—
Other payables for the purchase of property, plant and equipment	收購物業、廠房及設備之其他應付款項	8,803	—
Accrued charges and other payables	應計費用及其他應付款項	38,788	14,169
		149,550	25,325

Note i: Deposits received from customers represent the gas pipeline connection fee received but the pipelines have not yet been completed.

Note ii: Received in advance for the exercise of share options represent the amount received from the share option holders. The Company allotted and issued the shares to the share options holders as a result of the exercise of share options subsequent to the balance sheet date. Please refer to note 40 to the consolidated financial statements for details.

The fair values of the Group's trade and other payables at 31 March 2007 approximate the corresponding carrying amounts.

25. 貿易及其他應付款項

貿易應付賬款之賬齡分析如下：

	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
0 — 3 months	16,285	2,990
4 — 6 months	4,031	55
Over 6 months	21,889	1,893
Trade payables	42,205	4,938
Deposits received from customers (Note i)	15,464	5,583
Convertible notes interest payable	2,169	635
Customer gas deposits	13,952	—
Other deposits received	6,056	—
Gas fee income received in advance	12,506	—
Received in advance for the exercise of share options (Note ii)	9,607	—
Other payables for the purchase of property, plant and equipment	8,803	—
Accrued charges and other payables	38,788	14,169
	149,550	25,325

附註i：收取客戶之按金指已收取之燃氣管道接駁費收入，惟管道尚未完成。

附註ii：就行使購股權預先收取款項代表收取購股權持有人的金額。於結算日後，購股權持有人行使購股權，本公司因而配發及發行股份。詳情請參閱綜合財務報表附註40。

於2007年3月31日之本集團之貿易及其他應付款項之公平值與其賬面值相若。

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綜合財務報表附註

26. BANK BORROWINGS

26. 銀行貸款

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Secured bank loans	有抵押銀行貸款	122,377	11,518
Unsecured bank loans	無抵押銀行貸款	110,023	19,553
		232,400	31,071
The bank loans are repayable:	須於下列時間償還之銀行貸款：		
Within one year or on demand	一年內或於要求時	106,238	28,264
In the second year	於第二年	52,488	2,807
In the third to fifth years, inclusive	於第三至五年(包括首尾兩年)	73,674	—
		232,400	31,071
Less: amount due within one year shown under current liabilities	減：流動負債項目中一年內到期應付款額	(106,238)	(28,264)
Amount due after one year	一年後到期應付款額	126,162	2,807

Secured bank loans were secured by pledging of various assets of the Group, details of which are set out in note 39 to the consolidated financial statements.

有抵押銀行貸款以抵押本集團之若干資產作為擔保，詳情載列於綜合財務報表附註39。

All bank loans (secured and unsecured) are fixed rate borrowings of which interest rates are in the range of 4.88% to 7.96% per annum (2006: ranging from 1% to 10.04%).

所有銀行貸款(有抵押及無抵押)為年利率介乎4.88%至7.96%之固定息率貸款(2006年：由1%至10.04%)。

The directors of the Company consider the carrying amount of the Group's bank loans within one year approximate their fair value and estimate the difference between carrying amount and fair value of bank loans due after one year as insignificant.

本公司董事認為本集團一年內到期之銀行貸款賬面值與其公平值相約，並估計一年後到期銀行貸款之賬面值與其公平值之差異乃屬微不足道。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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27. CONVERTIBLE NOTES

The details of the Group's and the Company's convertible notes outstanding as at 31 March 2007 are set out below:

27. 可換股票據

本集團及本公司於2007年3月31日尚餘之可換股票據如下所載：

	Convertible note — Indopark (the "Indopark") 可換股票據 (「Indopark」)	Convertible note — Equator (the "Equator") 可換股票據 (「Equator」)
Date of issue 發行日期	15 June 2006 2006年6月15日	28 October 2005 2005年10月28日
Aggregate principal amount 合計本金額	US\$40,000,000 (approximately HK\$310,000,000) 40,000,000美元 (約港幣310,000,000元)	US\$20,000,000 (approximately HK\$156,000,000) 20,000,000美元 (約港幣156,000,000元)
Coupon rate 票面息率	2 percent 2%	2 percent 2%
Conversion price (HK\$) 換股價 (HK\$)	HK\$0.60 港幣0.60元	Note (i) 附註(i)
Conversion period 轉換期	six months after the issue date and up to the tenth trading day before the maturity date 由發行日起滿六個月 當日起計直至到期日前 十個營業日止之期間	2 calendar months after the issue date and ending on the date 3 weeks prior to the maturity date 由發行日期起計屆滿 兩個曆月之日開始， 於到期日前屆滿 三個星期之日止
Collaterals 抵押品	Nil 無	Nil 無
Maturity date 到期日	14 June 2009 2009年6月14日	27 October 2008 2008年10月27日

Note (i): at the lower of (i) fixed conversion price of HK\$0.3433 or (ii) floating conversion price, which is equal to the average of any four consecutive trading days as selected by the holders during the 30 consecutive trading days immediately prior to date of conversion.

附註i: 換股價按以下之較低者為準(i)固定換股價港幣0.3433元或(ii)浮動換股價(相等於緊接換股日期前30個連續交易日內，由持有人選定之任何連續4個交易日之平均價)。

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綜合財務報表附註

27. CONVERTIBLE NOTES (Continued)

Other terms for Equator

The Company is entitled to redeem the note by paying a premium of 6% per annum if the closing price of the Company's shares is equal to or less than 65% of the fixed conversion price of HK\$0.3433 (i.e. HK\$0.223 or below). In addition, if the amount of the note being converted is less than US\$5 million after six months from the grant date or less than US\$10 million after 12 months from the grant date, the Company is entitled to redeem the balancing amount of the convertibles which is not converted.

If the share price of any 10 consecutive trading days is equal to or less than the 40% of the fixed conversion price, the holders can require the Company to redeem the notes. The redemption schedule is 50% of the notes to be redeemed within six months after notice, another 25% within nine months and the balance amount within twelve months. The Company's circular dated 12 October 2005 contained the details of the terms of the notes.

Other terms for Indopark

The convertible note shall be redeemed by the Company at 106% of their principal amount on the third anniversary of the issue date of the convertible note.

If on each anniversary of the issue date of the note the average volume-weighted closing price per share for the 15 trading days up to and including the trading day immediately prior to such anniversary (the "Reset Reference Price") is less than the then current conversion price, the conversion price will be reset to the Reset Reference Price, subject to the floor price of HK\$0.50 per share.

As determined by an independent qualified valuer, Asset Appraisal Limited, no value has been assigned for these redemption options of the issuer and holder as they are considered to be insignificant in value.

27. 可換股票據 (續)

有關Equator之其他條款

本公司有權支付年息率6%之溢價贖回票據，倘本公司收市價相等於或低於固定換股價港幣0.3433元之65% (即港幣0.223元或以下)。此外，倘於授出日期起計6個月後，已兌換票據金額低於5,000,000美元，或於授出日期起計12個月後低於10,000,000美元，本公司有權贖回尚未兌換之可換股票據餘下金額。

倘於任何10個連續交易日之股價相等於或低於固定換股價之40%，持有人可要求本公司贖回票據。贖回時間為於接到通知後6個月內贖回50%之票據、9個月內贖回另外25%及於12個月內贖回其餘金額。有關票據條款之詳情請參閱本公司2005年10月12日之通函。

有關Indopark之其他條款

本公司可於發行日起第三周年按可換股票據本金額之106%贖回可換股票據。

如於票據發行日的每一週年，每股股份於截至緊接該週年日期前的交易日 (及包括該日) 止的十五個交易日的加權平均收市價 (「重訂參考價」) 低於當時的轉換價，轉換價將重新設定為重訂參考價，惟價格下限以每股0.50港元為限。

誠如獨立合資格估值公司資產評估顧問有限公司所釐定，此等發行人及持有人之贖回選擇權並無賦予任何價值，因該等選擇權之價值被視為微不足道。

27. CONVERTIBLE NOTES (Continued)

The functional currency of the Group is Renminbi and the conversion option of these notes is denominated in U.S. dollars. Since the conversion price for the notes is subject to change, the conversion will not result in settlement by the exchange of a fixed number of equity instruments. Therefore, upon application of HKAS 32 and HKAS 39, it was determined that the notes do not contain any equity component and the entire notes were designated as “financial liabilities at fair value through profit or loss” which requires the notes to be carried at fair value at the balance sheet date and the changes in fair values are recognised in the consolidated income statement. During the year, a loss on change in its fair value of approximately HK\$19,797,000 is recognised in the consolidated income statement (2006: approximately HK\$117,800,000).

The Company incurred one-off expenses of approximately HK\$13,122,000 (2006: approximately HK\$10,140,000) for the issuance of the note. Such expenses have been recognised in the consolidated income statement for the year.

The fair value of the notes at each of the balance sheet date was calculated using the market value basis. The inputs into the model were as follows:

27. 可換股票據 (續)

本公司之功能貨幣為人民幣，此等票據之換股選擇權則以美元為面值。由於換股價可予變動，換股不會導致須以固定數目股權工具作為結算。因此，於採納香港會計準則第32號及第39號後，本集團釐定票據並不包含任何股權成份，而全部票據已指定為「按公平值計入損益之金融負債」，規定票據須於結算日以公平值列值，其公平值之變動於綜合收益表內確認。年內，綜合收益表內確認其公平值變動產生之虧損約為港幣19,797,000元（2006年：約港幣117,800,000元）。

本公司就發行票據而引起一次性開支約港幣13,122,000元（2006年：約港幣10,140,000元）。該等開支已於該年度綜合收益賬內確認。

於各結算日，票據之公平值使用市值基準計算。該模型之輸入值如下：

		2007		2006
		Indopark	Equator	Equator
Stock price	股價	HK\$0.5300 港幣0.5300元	HK\$0.5300 港幣0.5300元	HK\$0.5700 港幣0.5700元
Exercise price	行使價	HK\$0.6000 港幣0.6000元	HK\$0.3433 港幣0.3433元	HK\$0.3433 港幣0.3433元
Expected volatility	預期波幅	56.78%	56.78%	40.00%
Stock borrowing cost	股份借貸成本	3.73%	3.79%	4.31%
Expected dividend yield	預期股息收益	0%	0%	0%
Market yield	市場收益	13.20%	13.20%	6.88%

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綜合財務報表附註

28. DEFERRED TAX LIABILITIES

The components of deferred tax liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 港幣千元	Revaluation of investment properties 重估 投資物業 HK\$'000 港幣千元	Intangible assets 無形資產 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
At 31 March 2005 and 31 March 2006	於2005年3月31日及 2006年3月31日	—	61	—	61
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	2,426	—	25,351	27,777
Disposal of subsidiaries (note 33)	出售附屬公司(附註33)	—	(61)	—	(61)
At 31 March 2007	於2007年3月31日	2,426	—	25,351	27,777

At the balance sheet date, the Group had unrecognised tax losses of approximately HK\$35,456,000 (2006: HK\$35,533,000) available to offset against future profit. No deferred tax asset has been recognised in respect of the unrecognised tax losses due to the unpredictability of future profit streams. Such unrecognised tax losses will be carried forward for five years from respective dates of origination.

遞延稅項負債之組成部份於綜合資產負債表確認，該等組成部份於本年度之變動如下：

於結算日，本集團可用作抵銷未來溢利之未確認稅項虧損約為港幣35,456,000元(2006年：港幣35,533,000元)。由於未來溢利乃不可預料，概無就未確認之稅項虧損確認遞延稅項資產。該等未確認之稅項虧損自起始日起計之五年內生效。

29. OTHER PAYABLES — DUE AFTER ONE YEAR

The amount represents unpaid balance of consideration payable for the acquisition of additional interest in a subsidiary during the year (note 36). The balance is unsecured, interest-free, repayable by instalments and will be fully repaid in January 2009.

The directors have assessed the fair value of the balance by considering the effect of discounting the balance with applicable market interest rate and are of the opinion that such effect is not material and the carrying amount of the balance does not materially deviate from its fair value.

29. 其他應付款項 — 一年後到期

有關金額代表就於本年度收購於一間附屬公司之額外權益之應付代價之未支付結餘(附註36)。該結餘乃無抵押、免息、分期償還及將於2009年1月全數償還。

董事已透過考慮以適用市場利率貼現該結餘之影響估評該結餘之公平值，並認為有關影響並不重大及結餘之賬面值不會與其公平值有重大偏差。

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30. SHARE CAPITAL

30. 股本

		2007	2006	2007	2006
		Number of shares	Number of shares	HK\$'000	HK\$'000
		股份數目	股份數目	港幣千元	港幣千元
Shares of HK\$0.07 each	每股面值港幣0.07元				
Authorised:	法定：				
At the beginning of the year	於年初	4,999,999,999	4,999,999,999	350,000	350,000
Increase of share capital	股本增加	3,000,000,000	—	210,000	—
At the end of the year	於年終	7,999,999,999	4,999,999,999	560,000	350,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the year	於年初	2,885,559,946	2,614,715,736	201,989	183,030
Issue of shares upon exercise of share options	行使購股權時發行股份	411,400,000	36,000,000	28,798	2,520
Issue of shares upon conversion of convertible notes	轉換可換股票據發行股份	123,124,788	234,844,210	8,619	16,439
Issue of shares for acquisition of subsidiaries	收購附屬公司時發行股份	200,000,000	—	14,000	—
		3,620,084,734	2,885,559,946	253,406	201,989

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綜合財務報表附註

30. SHARE CAPITAL (Continued)

Notes:

Pursuant to the special resolution passed on 3 October 2006, the authorised share capital of the Company was increased from HK\$350,000,000 to HK\$560,000,000 by the creation of an additional 3,000,000,000 shares which is rank equally in all respects with all issued shares.

On 15 November 2006, 200,000,000 ordinary shares at a price of HK\$0.40 each were issued to satisfy the consideration pursuant to the Management Rights Transfer Agreement dated 29 September 2006 entered into between the Company and an independent third party as an introduction fee for the transfer of the rights of operation of gas business in Fujian An Ran.

On 18 July 2006, 1 August 2006, 23 August 2006, 26 September 2006, 26 October 2006, 27 October 2006 respectively, the Company allotted and issued an aggregate of 387,800,000 shares of HK\$0.07 each for cash at the exercise price of HK\$0.105 as a result of the exercise of share options.

On 26 March 2007, the Company allotted and issued 2,600,000 shares of HK\$0.07 each for cash at the exercise price of HK\$0.365 as a result of the exercise of share options.

On 6 February 2007, 8 February 2007, 21 February 2007, 2 March 2007 and 26 March 2007 respectively, the Company allotted and issued in an aggregate of 21,000,000 shares of HK\$0.07 each for cash at the exercise price of HK\$0.40, as a result of the exercise of share options.

On 28 November 2006 and 9 February 2007, 77,800,000 shares and 45,324,788 shares, respectively, of HK\$0.07 each were issued to the convertible notes holders upon the partial conversion of the convertible notes of HK\$23,340,000 and HK\$15,560,000 respectively at a conversion price of HK\$0.30 and HK\$0.3433 each.

All the above shares rank pari passu in all respects with other shares in issue.

30. 股本 (續)

附註：

根據於2006年10月3日所通過之特別決議案，本公司之法定股本增設額外3,000,000,000股股份由港幣350,000,000元增至港幣560,000,000元，該等股份將在各方面與全部已發行股份享有同等權益。

於2006年11月15日，200,000,000股每股價值為港幣0.40元之普通股作為根據本公司與獨立第三方於2006年9月29日訂立有關轉讓福建安然經營燃氣業務之經營權之顧問服務費之代價。

於2006年7月18日、2006年8月1日、2006年8月23日、2006年9月26日、2006年10月26日及2006年10月27日，購股權因被行使，本公司按行使價每股港幣0.105元之現金，配發及發行合共387,800,000股每股面值港幣0.07元之股份。

於2007年3月26日，因購股權被行使，本公司按行使價每股港幣0.365元之現金，配發及發行2,600,000股每股面值港幣0.07元之股份。

分別於2007年2月6日、2007年2月8日、2007年2月21日、2007年3月2日及2007年3月26日，因購股權被行使，本公司按行使價每股港幣0.40元之現金，配發及發行合共21,000,000股每股面值港幣0.07元之股份。

於2006年11月28日及2007年2月9日，由於本金分別為港幣23,340,000元及港幣15,560,000元之可換股票據持有人提出部分兌換可換股票據，本公司分別以換股價每股港幣0.30元及港幣0.3433元發行77,800,000股及45,324,788股每股面值港幣0.07元之股份。

上述所有股份與其他已發行股份在所有方面獲享同等權利。

31. SHARE OPTIONS

The Company operates a share option scheme (the “Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Option Scheme include full-time employees (including executive directors) of the Group. The Option Scheme became effective on 4 April 1997 (the “1997 Share Option Scheme”) and, unless otherwise amended or altered, will remain in force for 10 years from that date.

On 3 October 2006, a new share option scheme (the “2006 Share Option Scheme”) was adopted by the shareholders of the Company and the 1997 Share Option Scheme were terminated accordingly on the same day and no further options will be granted under the 1997 Share Option Scheme but in all other respects, the provision of the 1997 Share Option Scheme shall remain in full force and effect in respect of any options granted prior to the adoption of the 2006 Share Option Scheme and any such options shall continue to be exercisable in accordance with their terms of issue.

Term of 2006 Share Option Scheme

As at 31 March 2007, the total number of shares available for issue under the 2006 Share Option Scheme was 15,523,994, representing approximately 0.43% and 0.40% of the issued share capital of the Company as at 31 March 2007 and the date of this Annual Report respectively. Without prior approval from the Company’s shareholders, the total number of shares in respect of which options may be granted under the scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the aggregate number of shares in respect of which options may be granted to any individual in any year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

31. 購股權

本公司設有一項購股權計劃(「該計劃」)，藉以鼓勵及回饋對本集團之成功經營作出貢獻之合資格參與者。該計劃之合資格參與者包括本集團之全職僱員(包括執行董事)。除非另外修訂或更改，該計劃將自1997年4月4日起十年內有效(「1997年購股權計劃」)。

於2006年10月3日，本公司股東採納新購股權計劃(「2006年購股權計劃」)，1997年購股權計劃於同日被終止，據此將不會再根據1997年購股權計劃授出任何購股權，但就採納2006年購股權計劃之前所授出之任何購股權而言，1997年購股權計劃在所有其他方面仍具十足效力及作用，且任何該等購股權可根據其發行條款繼續予以行使。

2006年購股權計劃之條款

於2007年3月31日，根據2006年購股權計劃可發行股份總數為15,523,994股，即本公司於2007年3月31日及本年報公報日已發行股本分別約為0.43%及0.40%。未得本公司股東事先批准前，按購股權計劃可予授出購股權之股份總數不得超過本公司於任何時間已發行股份之10%，及於任何年間向任何個別人士授出及可予授出購股權之已發行及將予發行股份之數目不得超過本公司於任何時間已發行股份之1%。

31. SHARE OPTIONS (Continued)

Term of 2006 Share Option Scheme (Continued)

No amount is payable on acceptance of an offer to grant an option to subscribe for the shares of the Company granted pursuant to the 2006 Share Option Scheme (the "Offer"). The 2006 Share Option Scheme may be exercised at any time for a period of ten years commencing after a period of six months from the date of acceptance of the Offer, subject to the conditions imposed by the board of the directors of the Company. The exercise price of the option shares would be at a price equal to the higher of: (i) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheet on the date of offer of the option; (ii) the average closing prices of the shares of the Company on the Stock Exchange for the five trading days immediately preceding the date of offer of the options; and (iii) the nominal value of a share.

During the year ended 31 March 2007, 56,000,000 options were granted under the 2006 Share Option Scheme to the Company's employees of the Group. For the year ended 31 March 2006, 116,800,000 options were granted under the 1997 Share Option Scheme to the Company's directors and employees of the Group.

At 31 March 2007, the number of shares in respect of which option had been granted and remained outstanding under the 2006 Share Option Scheme and the 1997 Share Option Scheme was 56,000,000 and 67,200,000 respectively (2006: 90,800,000 under the 1997 Share Option Scheme), representing 48.6% (2006: 44.9%) of the shares of the Company in issue at the date.

31. 購股權 (續)

2006年購股權計劃之條款 (續)

合資格參與者毋須繳付款項以接納根據2006年購股權計劃授出之購股權(「授出」)認購本公司之股份之購股權。2006年購股權計劃可於自接納授出日起計之後6個月期間起計10年期間任何時間行使，惟須受限於本公司董事會提出之條件。購股權之行使價應等於：(i)於購股權授出日期，於聯交所日報表所列本公司之收市價；(ii)緊接授出日期前五個營業日，於聯交所上本公司股份之平均收市價；或(iii)股份面值(取其較高者)。

於截至2007年3月31日止年度，根據2006年購股權計劃授出56,000,000份購股權予本集團僱員。截至2006年3月31日止年度，根據1997購股權計劃授出116,800,000份購股權予本公司董事及本集團僱員。

於2007年3月31日，就根據2006年購股權計劃及1997年購股權計劃已授出而尚未行使購股權分別涉及56,000,000股及67,200,000股(2006年：根據1997年購股權計劃涉及90,800,000股)股份，佔本公司於該日已發行股份之48.6%(2006年：44.9%)。

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31. SHARE OPTIONS (Continued)

The following tables disclose details of the Company's share options held by employees (including directors) and movements in such holdings during the year.

31. 購股權 (續)

下表披露僱員(包括董事)持有本公司購股權之詳情及年內該等持有量之變動情況。

Name or category of participant 參與者姓名或類別	Date of grant of share options (Note 1) 購股權授出日期 (附註1)	At 1 April 2005 於2005年4月1日	Granted during the year 年內已授出	Exercise during the year 年內已行使	At 31 March 2006 and 1 April 2006 於2006年3月31日及2006年4月1日	Granted during the year 年內已授出	Exercise during the year 年內已行使	At 31 March 2007 於2007年3月31日	Exercise period of share options 購股權行使期間	Exercise price of share options (Note 2) 購股權行使價 (附註2)
Directors 董事										
Liu Jing 劉京	13 April 2005 2005年4月13日	—	26,000,000	—	26,000,000	—	—	26,000,000	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
Mo Shikang 莫世康	13 April 2005 2005年4月13日	—	2,600,000	—	2,600,000	—	—	2,600,000	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
Zhu Peifeng 朱培風	13 April 2005 2005年4月13日	—	2,600,000	—	2,600,000	—	(2,600,000)	—	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
Zhang Hesheng 張和生	13 April 2005 2005年4月13日	—	2,600,000	—	2,600,000	—	—	2,600,000	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
Jin Song 靳松	13 April 2005 2005年4月13日	—	26,000,000	—	26,000,000	—	—	26,000,000	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
Yan Wing Cheung (Note 3) 甄永祥 (附註3)	18 November 2005 2005年11月18日	—	26,000,000	—	26,000,000	—	(21,000,000)	5,000,000	17 May 2006 to 3 April 2007 2006年5月17日至2007年4月3日	0.400
Sub-total 小計		—	85,800,000	—	85,800,000	—	(23,600,000)	62,200,000		
Others 其他										
In aggregate 合計	13 April 2005 2005年4月13日	—	31,000,000	(26,000,000)	5,000,000	—	—	5,000,000	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
	11 October 2006 2006年10月11日	—	—	—	—	56,000,000	—	56,000,000	11 April 2007 to 10 April 2010 2007年4月11日至2010年4月10日	0.385
Total 總計		—	116,800,000	(26,000,000)	90,800,000	56,000,000	(23,600,000)	123,200,000		

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31. SHARE OPTIONS (Continued)

Notes:

1. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
2. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
3. Mr. Yan Wing Cheung resigned as executive director of the Company on 23 December 2006.
4. Subsequent to the balance sheet date, 67,200,000 share options had been exercised and converted into the Company's ordinary shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The fair value of the Company's shares at date of issue of share options during the year is HK\$0.385 (2006: HK\$0.365 on 13 April 2005 and HK\$0.395 on 18 November 2005).

The fair values of the share options granted during the year were calculated using The Black-Scholes pricing model. The inputs into model were as follows:

		11 October 2006 2006年10月11日	18 November 2005 2005年11月18日	13 April 2005 2005年4月13日
Weighted average share price	加權平均股價	HK\$0.385 港幣0.385元	HK\$0.395 港幣0.395元	HK\$0.365 港幣0.365元
Weighted average exercise price	加權平均行使價	HK\$0.385 港幣0.385元	HK\$0.400 港幣0.400元	HK\$0.365 港幣0.365元
Expected volatility	預期波幅	65.23%	40%	40%
Expected life	預期年期	1.5	1.37	2
Risk free rate	無風險利率	3.744%	4.163%	2.951%
Expected dividend yield	預期股息收益	N/A 不適用	N/A 不適用	N/A 不適用

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over one and a half years immediately proceeding the grant date.

31. 購股權 (續)

附註：

1. 購股權之歸屬期由授出日期至行使期間開始為止。
2. 當本公司配售新股、發行紅股或本公司股本出現其他類似變動時，購股權之行使價須作出調整。
3. 甄永祥於2006年12月23日辭任本公司執行董事。
4. 於結算日後，67,200,000份購股權被行使並轉換為本公司普通股。

購股權不會授予持有人享有股息或於股東大會上投票之權利。

於年內發行購股權之日，本公司股份之公平價值為港幣0.385元(2006年：於2005年4月13日為港幣0.365元及於2005年11月18日為港幣0.395元)。

年內授出之購股權公平值乃採用Black-Scholes定價模式計算。該模式輸入值如下：

以預期股價回報標準差計量之波幅乃根據緊接授出日期前之一年半內每日股價之統計分析。

31. SHARE OPTIONS (Continued)

The estimated fair value of options granted on 11 October 2006 is approximately HK\$5,172,000. During the year ended 31 March 2006, the estimated fair values of the options granted on 13 April 2005 and 18 November 2005 were approximately HK\$7,835,000 and HK\$1,977,000 respectively.

The weighted average share price of the Company at the dates of exercise of the share options was at a range of HK\$0.34 to HK\$0.63.

32. EMPLOYEE RETIREMENT BENEFIT SCHEMES

In April 2005, the Group enrolled all non-PRC employees in a Mandatory Provident Fund ("MPF") Scheme. The assets of the MPF Scheme are held separately from those of the Group under the control of trustees. The retirement benefit cost for the MPF charged to the consolidated income statement represents contributions payable to the fund by the Group at rates specified in the rules of the MPF Scheme.

The Group's subsidiaries operating in the PRC have participated in defined contribution retirement schemes organised by the relevant local government authorities in the PRC. All PRC employees are entitled to an annual pension equal to a fixed portion of their ending basic salaries at their retirement dates. The Group is required to make specific contributions to the retirement schemes at a rate of 12% to 25% of basic salary of its PRC employees and have no further obligation for post-retirement benefits beyond the annual contributions made.

33. DISPOSAL OF SUBSIDIARIES

During the year ended 31 March 2007, the Group entered into an agreement with an independent third party for the disposal of Penmark Limited, a wholly owned subsidiary of the Company, for a consideration of HK\$6,500,000.

During the year ended 31 March 2007, the Group disposed of its controlling interest in the Glass Products. Relevant details are set out in note 12. After the disposal, the Group remains 19% equity interest in the Glass Products. This investment is classified as available-for-sale investment and disclosed as non-current asset.

On 30 December 2005, the Group disposed of two subsidiaries, namely Billion Treasure Holdings Limited and Bless Honour Limited.

31. 購股權 (續)

於2006年10月11日授出之購股權之估計公平價值約為港幣5,172,000元。於截至2006年3月31日止年度，於2005年4月13日及2005年11月18日授出之購股權之估計公平價值分別約為港幣7,835,000元及港幣1,977,000元。

於購股權行使日期本公司加權平均股價之範圍港幣0.34元至港幣0.63元。

32. 僱員退休福利計劃

於2005年4月，本集團安排所有非中國僱員參與強制性公積金計劃（「強積金計劃」）。強積金計劃之資產與本集團受託人所控制之資產分開持有。於綜合收益表內扣除之退休福利成本指本集團按強積金計劃規則指定之比率應付基金之供款。

本集團於中國營運之附屬公司已參加中國有關地方政府機構營辦之定額供款退休計劃。所有中國僱員有權享有相等於彼等於退休日期時之基本薪資之固定比例作為退休年金。本集團須按中國僱員基本薪資之12%至25%向退休計劃作出特別供款，除作出之年度供款外，本集團並無其他退休後福利之承擔。

33. 出售附屬公司

於截至2007年3月31日止年度，本集團與一名獨立第三方訂立一項協議，以代價港幣6,500,000元出售景達物業有限公司（本公司全資附屬公司）。

於截至2007年3月31日止年度，本集團出售其於玻璃產品中之控股權益。相關詳情載於附註12。於出售後，本集團於玻璃產品餘下19%股權權益，並已分類為可供出售投資及列為非流動資產。

於2005年12月20日，本集團出售兩間附屬公司Billion Treasure Holdings Limited及Bless Honour Limited。

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33. DISPOSAL OF SUBSIDIARIES (Continued)

The net assets of these subsidiaries at the date of disposal were as follows:

33. 出售附屬公司 (續)

於出售日該等附屬公司之資產淨值如下所載：

		Penmark Limited 景達物業 有限公司 2007 HK\$'000 港幣千元	Glass Products 玻璃產品 2007 HK\$'000 港幣千元	Total 合計 2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Net assets disposed of	出售之資產淨值				
Property, plant and equipment	廠房、物業及設備	—	17,343	17,343	—
Investment properties	投資物業	6,984	—	6,984	41,154
Prepaid lease payments	預付租金款項	—	1,894	1,894	—
Trade and other receivables	貿易及其他應收款項	—	7,124	7,124	1,456
Inventories	存貨	—	1,855	1,855	—
Bank balances and cash	銀行結餘及現金	—	3,979	3,979	233
Trade and other payables	貿易及其他應付款項	(134)	(13,305)	(13,439)	(15,824)
Taxation payable	應付稅項	(46)	(2,398)	(2,444)	—
Bank borrowings	銀行借貸	—	(1,009)	(1,009)	—
Deferred tax liabilities	遞延稅項負債	(61)	—	(61)	—
Net assets disposed of	出售之資產淨值	6,743	15,483	22,226	27,019
Remaining interests of 19% in Glass Products	餘下玻璃產品 19%權益	—	(5,583)	(5,583)	—
Loss on disposal	出售虧損	(243)	(9,900)	(10,143)	(5,519)
Total consideration	總代價	6,500	—	6,500	21,500
Satisfied by:	支付方式：				
Cash consideration	現金代價	6,500	—	6,500	21,500
Net cash inflow/(outflow) arising on disposal:	出售時產生之現金 流入／(流出)淨額：				
Cash consideration	現金代價	6,500	—	6,500	21,500
Bank balances and cash disposed of	出售之銀行結餘 及現金	—	(3,979)	(3,979)	(233)
		6,500	(3,979)	2,521	21,267

33. DISPOSAL OF SUBSIDIARIES (Continued)

The impact of disposed subsidiaries on the Group results in the current and prior periods is as follow:

33. 出售附屬公司 (續)

出售附屬公司對本集團本年度及過往期間之業績之影響如下：

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Revenue	收入	9,613	25,709
Expenses	開支	(7,981)	(21,536)
Profit before tax	除稅前溢利	1,632	4,173
Income tax expense	所得稅開支	(709)	(1,580)
		923	2,593
Cash flows from disposed subsidiaries:	來自己出售附屬公司之現金流量：		
Net cash flows from operating activities	來自經營活動之現金流量淨額	5,326	3,511
Net cash flows used in investing activities	來自投資活動之現金流量淨額	(3,559)	(2,766)
Net cash flows from financing activities	來自融資活動之現金流量淨額	—	968
		1,767	1,713

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34. ACQUISITIONS OF SUBSIDIARIES/ BUSINESS

(a) Acquisitions during the year ended 31 March 2007

(i) Acquisition of Fujian An Ran

During the year, the Group and an independent third party entered into two equity transfer agreements and an operation rights transfer agreement whereby the Group acquired 100% equity interest in Fujian An Ran at a consideration of RMB104,320,000 (approximately HK\$110,793,000) and acquired its operation rights by issued and allotted 200,000,000 consideration shares at an issue price of HK\$0.40 each. The fair value of the ordinary shares of the Company, being the average of the closing price as quoted on the Stock Exchange for the last ten days prior to the date of the agreement, amounting to HK\$80,000,000.

(ii) Acquisition of gas business at Yan Liang District, Xi'an

On 8 June 2006, the Group acquired 70% of equity interest in a gas business at Yanliang District, Xi'an for cash consideration of RMB42,500,000 (approximately HK\$42,986,000) and set up Xi'an Zhongmin Gas Company Limited ("Xi'an Zhongmin"). This transaction has been accounted for using the purchase method of accounting.

The fair values of assets and liabilities acquired in the transaction and the goodwill arising are as follows:

	Fujian An Ran 福建安然	Gas business at Yan Liang District, Xi'an 西安市閻良區 燃氣業務
Effective date of acquisition 收購之生效日期	1 May 2006 2006年5月1日	8 June 2006 2006年6月8日
Percentage of equity interests acquired (voting rights) 已收購股本權益百分比(投票權)	100%	70%

These transactions have been accounted for by the purchase method of accounting.

34. 收購附屬公司／業務

(a) 於2007年3月31日止年度內收購

(i) 收購福建安然

於本年度，本集團與獨立第三方訂立兩項股權轉讓協議及一項經營權轉讓協議。本集團以代價人民幣104,320,000元(約港幣110,793,000元)收購福建安然100%之股權權益及以每股港幣0.40元發行及配發200,000,000股股份為代價收購其經營權。本公司普通股之公平價值(即協議日期前最後10日內聯交所所報之平均收市價)為港幣80,000,000元。

(ii) 收購西安市閻良區燃氣業務

於2006年6月8日，本集團以現金代價人民幣42,500,000元(約港幣42,986,000元)收購西安市閻良區之天然氣業務70%之註冊資本並成立西安中民燃氣有限公司(「西安中民」)。該交易已以收購會計法入賬。

交易內收購資產及負債之公平值及所產生之商譽如下所載：

	Fujian An Ran 福建安然	Gas business at Yan Liang District, Xi'an 西安市閻良區 燃氣業務
Effective date of acquisition 收購之生效日期	1 May 2006 2006年5月1日	8 June 2006 2006年6月8日
Percentage of equity interests acquired (voting rights) 已收購股本權益百分比(投票權)	100%	70%

該等交易已根據收購會計法入賬。

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34. ACQUISITIONS OF SUBSIDIARIES/ BUSINESS (Continued)

34. 收購附屬公司／業務（續）

(a) Acquisitions during the year ended 31 March 2007 (Continued)

The net assets acquired, being the fair value, in the transaction, and the goodwill on acquisition or discount arising, are as follows:

(a) 於截至2007年3月31日止年度內收購（續）

於交易中收購之資產淨值（以公平值計算）及收購產生之商譽或所產生之折讓如下：

	Fujian An Ran 福建安然			Gas business at Yan Liang District, Xi'an 西安市閩良區燃氣業務			Total 合計			
	Acquiree's carrying amount before combination		Fair value 公平值	Acquiree's carrying amount before combination		Fair value 公平值	Acquiree's carrying amount before combination		Fair value 公平值	
	被收購方 於合併前 之賬面值	Fair value 公平值調整		被收購方 於合併前 之賬面值	Fair value 公平值調整		被收購方 於合併前 之賬面值	Fair value 公平值調整		
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元		
Property, plant and equipment	物業、廠房及設備	287,655	6,410	294,065	50,753	3,846	54,599	338,408	10,256	348,664
Investment properties	投資物業	4,221	—	4,221	—	—	—	4,221	—	4,221
Prepaid lease payments	預付租金	11,243	—	11,243	—	505	505	11,243	505	11,748
Intangible assets	無形資產	23,722	74,791	98,513	—	27,758	27,758	23,722	102,549	126,271
Interests in associates	於聯營公司權益	4,806	—	4,806	—	—	—	4,806	—	4,806
Inventories	存貨	19,011	(2,363)	16,648	334	—	334	19,345	(2,363)	16,982
Trade and other receivables	貿易及其他應收款項	106,858	(15,833)	91,025	6,487	(991)	5,496	113,345	(16,824)	96,521
Available-for-sales investments	可供出售投資	656	—	656	40	—	40	696	—	696
Bank balances and cash	銀行結餘及現金	18,547	—	18,547	11,392	—	11,392	29,939	—	29,939
Taxation recoverable/(payable)	可收回/(應付)稅項	971	(1,083)	(112)	42	12	54	1,013	(1,071)	(58)
Trade and other payables	貿易及其他應付款項	(156,695)	(6,776)	(163,471)	(36,059)	—	(36,059)	(192,754)	(6,776)	(199,530)
Deferred tax liabilities	遞延稅項負債	—	(27,777)	(27,777)	—	—	—	—	(27,777)	(27,777)
Bank borrowings	銀行貸款	(264,359)	—	(264,359)	(6,830)	—	(6,830)	(271,189)	—	(271,189)
Minority interests	少數股東權益	56,636	27,369	84,005	26,159	31,130	57,289	82,795	58,499	141,294
Goodwill	商譽	—	—	(55,584)	—	—	(17,187)	2,884	—	(72,771)
				162,372						165,256
Total consideration	代價總價			190,793			42,986			233,779
Satisfied by:	以下列方式支付：									
Cash consideration	現金代價			110,793			42,986			153,779
Issue of shares	發行股份			80,000			—			80,000
				190,793			42,986			233,779
Cash outflow arising from the transaction	交易產生之現金流出									
Cash consideration	現金代價			110,793			42,986			153,779
Bank balances and cash acquired	收購銀行結餘及現金			(18,547)			(11,392)			(29,939)
Net cashflow of cash and cash equivalents	現金及現金等值項目流出淨額			92,246			31,594			123,840

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34. ACQUISITIONS OF SUBSIDIARIES/ BUSINESS (Continued)

(a) Acquisitions during the year ended 31 March 2007 (Continued)

The goodwill arising on the acquisition of Fujian An Ran and Xi'an Zhongmin are attributable to the anticipated profitability of the gas pipeline connection business.

The subsidiaries acquired contributed to the Group's turnover of HK\$367,189,000 and contributed to the Group's profit for the year of HK\$94,751,000 for the period between the date of acquisition and the balance sheet date.

If the acquisition of Fujian An Ran and Xi'an Zhongmin had been completed on 1 April 2006, total group revenue for the year ended 31 March 2007 would have been HK\$532,865,000 and profit for the year ended 31 March 2007 would have been HK\$33,676,000. The proforma information is for illustrative purposes only and is not necessarily an indicative revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2006, nor is it intended to be a projection of future results.

(b) Acquisitions during the year ended 31 March 2006

In last year, the Group acquired the following subsidiaries/business at an aggregated consideration of HK\$31,417,000.

	Mian Zhu City Han Wang Natural Gas Co. Ltd. 綿竹市漢旺天然氣 有限公司	Relevant natural gas assets in Bei Chuan County 北川縣相關 天然氣資產	Chongqing Zhongmin Gas Co. Ltd. 重慶中民燃氣 有限公司	Fu Ping County Zhongmin Gas Co. Ltd. 富平縣中民燃氣 有限公司
Date of acquisition 收購日期	31 July 2005 2005年7月31日	31 July 2005 2005年7月31日	31 July 2005 2005年7月31日	5 August 2005 2005年8月5日
Percentage of equity interests acquired (voting rights) 已收購股本權益(投票權)百分比	100%	N/A 不適用	100%	80%

These transactions have been accounted for by the purchase method of accounting.

34. 收購附屬公司／業務(續)

(a) 於截至2007年3月31日止年度內收購(續)

因收購福建安然及西安中民所產生之商譽乃劃歸天然氣管道接駁業務之預期效益。

於本年度收購日及結算日期間，收購附屬公司為本集團帶來為港幣367,189,000元營業額及為本集團帶來港幣94,751,000元溢利。

倘於2006年4月1日完成收購福建安然及西安中民，截至2007年3月31日止年度之總集團收益為港幣532,865,000元，而截至2007年3月31日止年度之溢利為港幣33,676,000元。備考資料僅供參考，不一定倘收購於2006年4月1日完成，本集團實際可取得之指示性業績及經營業績，亦不擬為未來業績之預測。

(b) 於截至2006年3月31日止年度內收購

本集團於去年以港幣31,417,000元之總代價收購以下附屬公司／業務。

該等交易已使用收購會計法入賬。

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34. ACQUISITIONS OF SUBSIDIARIES/ BUSINESS (Continued)

34. 收購附屬公司／業務(續)

(b) Acquisitions during the year ended 31 March 2006 (Continued)

(b) 於截至2006年3月31日止年度內收購(續)

The net assets acquired, being the fair value, in the transaction, and the goodwill on acquisition or discount arising, are as follows:

於交易中收購之資產淨額(即公平值)及收購時商譽或所產生之折讓如下:

		Mian Zhu City Han Wang Natural Gas Co. Ltd. 綿竹市漢旺天然氣有限公司		Relevant natural gas assets in Bei Chuan County 北川縣相關天然氣資產			Chongqing Zhongmin Gas Co. Ltd. 重慶中民氣有限公司			Fu Ping County Zhongmin Gas Co. Ltd. 富平縣中民燃氣有限公司			Total 總計			
		Acquiree's carrying amount before combination		Acquiree's carrying amount before combination			Acquiree's carrying amount before combination			Acquiree's carrying amount before combination			Acquiree's carrying amount before combination			
		Fair value adjustments	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value	Fair value		
		於合併前 之賬面值	公平值 調整	於合併前 之賬面值	公平值 調整	於合併前 之賬面值	公平值 調整	於合併前 之賬面值	公平值 調整	於合併前 之賬面值	公平值 調整	於合併前 之賬面值	公平值 調整	於合併前 之賬面值		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元		
Property, plant and equipment	物業、廠房及設備	11,810	62	11,872	16,313	(36)	16,277	61,883	1,534	63,417	12,690	(39)	12,651	102,696	1,521	104,217
Prepaid lease payments	預付租金	428	—	428	105	—	105	3,571	—	3,571	8	—	8	4,112	—	4,112
Inventories	存貨	67	—	67	74	—	74	761	—	761	270	—	270	1,172	—	1,172
Trade and other receivables	貿易及其他應收款項	4,539	—	4,539	1,783	—	1,783	14,229	130	14,359	606	—	606	21,157	130	21,287
Bank balances and cash	銀行結存及現金	185	—	185	77	—	77	3,065	—	3,065	91	—	91	3,418	—	3,418
Trade and other payables	貿易及其他應付款項	(13,350)	(415)	(13,765)	(9,580)	—	(9,580)	(62,368)	—	(62,368)	(2,777)	—	(2,777)	(88,075)	(415)	(88,490)
Tax recoverable/(payable)	可收回/(應付)稅項	(85)	—	(85)	—	—	—	84	—	84	(21)	—	(21)	(22)	—	(22)
Bank borrowings	銀行借貸	—	—	—	(2,904)	—	(2,904)	(11,906)	—	(11,906)	(193)	—	(193)	(15,003)	—	(15,003)
		3,594	(353)	3,241	5,868	(36)	5,832	9,319	1,664	10,983	10,674	(39)	10,635	29,455	1,236	30,691
Minority interests	少數股東權益			—			—			—			(2,127)			(2,127)
Goodwill	商譽			2,286			1,777			1,596			—			5,659
Discount on acquisition	收購時折讓			—			—			—			(2,806)			(2,806)
Satisfied by:	支付方式:															
Cash consideration	現金代價			5,527			7,609			12,579			5,702			31,417

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綜合財務報表附註

34. ACQUISITIONS OF SUBSIDIARIES/ BUSINESS (Continued)

34. 收購附屬公司／業務（續）

		Relevant natural gas assets in				
	Mian Zhu City Han Wang Natural Gas Co. Ltd. 綿竹市 漢旺天然氣 有限公司 HK\$'000 港幣千元	Bei Chuan County 北川縣 相關天然氣 輸配資產 HK\$'000 港幣千元	Chongqing Zhongmin Gas Co. Ltd. 重慶中民燃氣 有限公司 HK\$'000 港幣千元	Fu Ping County Zhongmin Gas Co., Ltd. 富平縣中民燃氣 有限公司 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	
Cash outflow arising from the transaction:	交易產生之 現金流出：					
Cash consideration	現金代價	5,527	7,609	12,579	31,417	
Bank balances and cash acquired	收購銀行結存及 現金	(185)	(77)	(3,065)	(3,418)	
		5,342	7,532	9,514	27,999	

The subsidiaries acquired during the year contributed HK\$101,694,000 to the Group's turnover and a profit of HK\$55,588,000 to the Group's profit before tax for the period between the date of acquisition and the balance sheet date. If the acquisition had been completed on 1 April 2005, total group revenue for the year would have been HK\$251,472,000 and loss for the year would have been HK\$52,797,000. The proforma information is for illustrative purpose only and is not necessarily an indicative revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2005, nor is it intended to be a projection of future results.

年內收購之附屬公司於收購日期至結算日期間為本集團之營業額貢獻港幣101,694,000元及為本集團之除稅前溢利貢獻溢利港幣55,588,000元。倘若收購事項於2005年4月1日完成，年內集團總收入將為港幣251,472,000元及年內虧損將為港幣52,797,000元。備考資料僅作說明之用，未必能夠真實反映倘若收購事項已於2005年4月1日完成本集團實際可達致之收入及經營業績，亦不作為對未來業績之預測。

35. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following material related party transactions:

(a) Nature of transaction

	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Amounts due from associates (Note i) 應收聯營公司款項(附註i)		
Zhongmin Zai Xian (Beijing) Technology Development Limited 中民在線(北京)科技發展有限公司	7,066	—
Yan Bian Hua Xin Oil Exploitation Company Limited 延邊州華新石油開發有限公司	9,084	—
	16,150	—
Sales of gas to an investee company 銷售燃氣予被投資公司		
Glass Products (Note ii) 玻璃產品(附註ii)	788	—

Notes: (i) Glass Products was a 70% owned subsidiary of the Group in last year. During the year ended 31 March 2007, the Group acquired an additional 30% interests in Glass Products and subsequently disposed of 81% of its interests.

(ii) The amounts due from associates are unsecured, interest-free and repayable on demand.

(b) Key management personnel remuneration

Remuneration for key management personnel which comprises mainly Company's directors is disclosed in note 15 (a) to the consolidated financial statements.

35. 與有關連人士之交易

年內，本集團與有關連人士進行下列之重大交易：

(a) 交易性質

附註：(i) 去年玻璃產品為本集團70%擁有之附屬公司。於截至2007年3月31日止年度，本集團收購玻璃產品之30%額外權益，其後出售其81%權益。

(ii) 應收聯營公司款項為無抵押、不計息及須按要求償還。

(b) 主要管理人員酬金

主要管理人員酬金包括本公司董事已於綜合財務報表附註15(a)內披露。

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綜合財務報表附註

36. OTHER MAJOR NON-CASH TRANSACTION

During the year, the Group established subsidiaries, namely Huaihua Zhongmin Gas Company Limited and Yunnan Zhongmin Gas Company Limited (“Yunnan Zhongmin”), which the Group owns 55% of the registered capital at the incorporation date respectively. The minority shareholders injected bank balances and cash, property, plant and equipment, prepaid lease payments, inventory, trade and other receivables and other payables in aggregate of RMB11,925,000 (approximately HK\$12,036,000).

During the year after the establishment of Yunnan Zhongmin, the Group entered into an agreement with the minority shareholder of Yunnan Zhongmin to acquire the whole of the 45% equity interest in Yunnan Zhongmin it held at a total consideration of RMB10,500,000 (equivalent to HK\$10,599,000) to be settled in cash by installments, and will be fully settled by January 2009. At 31 March 2007, a balance of RMB8,000,000 equivalent to HK\$8,075,000 of the consideration was unsettled and of which RMB7,000,000 equivalent to HK\$7,066,000 recorded as non-current liability in the consolidated balance sheet of the Group (note 29).

37. OPERATING LEASES ARRANGEMENTS

(a) The Group as lessor

The Group leases its investment properties, as set out in note 17 to the consolidated financial statements, under operating lease arrangements with leases negotiated for terms ranging from three to seven years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

36. 其他主要非現金交易

於年內，本集團分別成立兩間附屬公司名為懷化中民燃氣有限公司及雲南中民燃氣有限公司（「雲南中民」）。於註冊成立日期，本集團分別擁有該等公司55%之註冊資本。少數股東注入銀行結餘及現金，物業、廠房及設備，預付租金，存貨及貿易及其他應收款項及其他應付款項，總共人民幣11,925,000元（約港幣12,036,000元）。

於成立雲南中民後之年度，本集團與雲南中民之少數股東訂立協議，以人民幣10,500,000元（相等於港幣10,599,000元）之總代價收購其所持有於雲南中民之全部45%股權權益，該代價以現金分期支付及將於2009年1月前全數支付。於2007年3月31日，人民幣8,000,000元（相等於港幣8,075,000元）之代價結餘尚未支付及其中人民幣7,000,000元（相等於港幣7,066,000元）於本集團之綜合資產負債表中入賬為非流動負債（附註29）。

37. 經營租賃安排

(a) 本集團作為出租人

如綜合財務報表附註17所載，本集團根據經營租賃安排出租其投資物業，經商討後租賃年期為3至7年。租賃條款一般要求租戶按當時的市場情況，繳交保證按金及作定期租金調整。

37. OPERATING LEASES ARRANGEMENTS
(Continued)

(a) The Group as lessor (Continued)

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments.

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Within one year	一年內	125	240
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	270	520
After five years	五年後	71	—
		466	760

Property rental income earned during the year was approximately HK\$89,000 (2006: HK\$1,727,000). Properties held at the balance sheet date are expected to generate rental yields of 1% to 2% (2006: 3% to 4%) on an outgoing basis. All of the properties held have committed tenants for the next seven (2006: five) years.

(b) The Group as lessee

Certain office properties leased by the Group are under operating lease arrangements. Leases for properties are negotiated for terms of one to three years. Rents are fixed for the relevant lease term.

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases falling due as follows:

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Within one year	一年內	1,080	1,300
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	357	336
		1,437	1,636

37. 經營租賃安排 (續)

(a) 本集團作為出租人(續)

於結算日，本集團與租戶訂有合約之未來最低租賃款項如下：

	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Within one year	125	240
In the second to fifth years, inclusive	270	520
After five years	71	—
	466	760

於本年度，物業租金收入約為港幣89,000元(2006年：港幣1,727,000元)。於結算日持有之物業預期可持續帶來1%至2%之租金回報率(2006年：3%至4%)。所有物業於未來7年(2006年：5年)已有承租人。

(b) 本集團作為承租人

根據經營租賃安排，本集團承租若干辦公室物業，經商討後租約年期為1至3年。根據相關租賃條款租金為固定不變。

於結算日，本集團根據不能取消經營租賃之未來最低租賃付款承擔如下：

	2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Within one year	1,080	1,300
In the second to fifth years, inclusive	357	336
	1,437	1,636

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38. COMMITMENTS

38. 承擔

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Contracted for but not provided in the consolidated financial statements	已簽約但未於綜合財務報表上撥備		
Capital expenditure in respect of:	資本開支：		
investments in associates	於聯營公司投資	9,690	—
investments in subsidiaries	於附屬公司投資	16,150	30,975
Commitments in respect of the acquisition of property, plant and equipment	收購物業、廠房及設備之承擔	297,769	—
		323,609	30,975

Apart from the above, the Group had no other material commitments or contingent liabilities at the balance sheet date.

除上文所述者外，本集團於結算日並無其他重大承擔及或然負債。

39. PLEDGED OF ASSETS

39. 資產抵押

Assets with the following carrying amounts have been pledged to secure bank borrowings of the Group.

以下賬面值之資產已抵押，作為本集團借貸之擔保。

		2007	2006
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Property, plant and equipment	物業、廠房及設備	15,529	—
Investment properties	投資物業	1,756	—
Intangible assets	無形資產		
— exclusive rights of operations	— 獨家經營權利	49,019	—
Prepaid lease payments in respect of land use rights	有關土地使用權之預付租金	11,184	—
		77,488	—

In addition to the above, the Group has also pledged its rights to receive fee income of certain subsidiaries in favour of banks to secure banking facilities granted to the Group at 31 March 2007.

除上述外，於2007年3月31日本集團亦將若干附屬公司收取費用收入之權利抵押，作為取得銀行授予本集團銀行融資之擔保。

40. POST BALANCE SHEET EVENT

On 2 April 2007, an aggregate of 232,152,000 share options at the exercise price of HK\$0.53 were granted to the directors and employees of the Company pursuant to the Company's 2006 Share Option Scheme adopted on 3 October 2006. As determined by an independent qualified valuer, Asset Appraisal Limited, the Company will incur one-off expenses of approximately HK\$26,455,000 for the grant of such share options. Such expense will be recognised as share-based employee expense in the consolidated income statement in the next financial year.

On 4 April 2007 and 10 April 2007 respectively, the Company allotted and issued in an aggregate of 62,200,000 shares of HK\$0.07 each for cash at the exercise price of HK\$0.365 as a result of the exercise of share options.

On 4 April 2007, the Company allotted and issued in an aggregate of 5,000,000 shares of HK\$0.07 each for cash at the exercise price of HK\$0.40, as a result of the exercise of share options.

On 25 May 2007, 13 June 2007, 22 June 2007 and 25 June 2007 respectively, an aggregate of 56,655,985 shares of HK\$0.07 each were issued to the convertible note holder upon the partial conversion of the convertible note with total principal amount of HK\$19,450,000 at a conversion price of HK\$0.3433 each.

On 13 June 2007, 129,166,666 shares of HK\$0.07 each were issued to the convertible note holder upon the partial conversion of the convertible note with total principal amount of HK\$77,500,000 at a conversion price of HK\$0.60 each.

In order to reflect its current and further development of business scope and base of operations of the Company, a special resolution will be proposed at the coming annual general meeting to change the Company's name from "Chinese People Gas Holdings Company Limited" to "Chinese People Holdings Company Limited" and "中民控股有限公司" will be adopted as the Chinese name of the Company.

40. 結算日後事項

於2007年4月2日，根據2006年10月3日採納之本公司2006年購股權計劃，向本公司董事及僱員授予購股權以行使價為每股港幣0.53元認購總共232,152,000股股份。獨立合資格估值機構資產評值顧問有限公司認為，本公司授予該購股權後會產生一次性開支約為港幣26,455,000元。該開支會確認為下個財政年度之綜合收益表中之股份形式之僱員開支。

因行使購股權，本公司按每股行使價為港幣0.365元之現金，分別於2007年4月4日及2007年4月10日配發及發行62,200,000股每股面值為港幣0.07元之股份。

因行使購股權，本公司按每股行使價為港幣0.40元之現金，於2007年4月4日配發及發行5,000,000股每股面值為港幣0.07元之股份。

分別於2007年5月25日、2007年6月13日、2007年6月22日及2007年6月25日，可換股票據持有人部分轉換其本金額為港幣19,450,000元之可換股票據，本公司以每股轉換價港幣0.3433元發行共56,655,985股每股為港幣0.07元之股份。

於2007年6月13日，可換股票據持有人部分轉換其本金額為港幣77,500,000元之可換股票據，本公司以每股轉換價港幣0.60元發行129,166,666股每股為港幣0.07元之股份。

為了反映本公司業務範疇及經營地點之目前及未來發展，將於應屆股東週年大會提呈特別決議案以將公司名稱由「Chinese People Gas Holdings Company Limited」更改為「Chinese People Holdings Company Limited」，並採納「中民控股有限公司」為本公司之中文名稱。

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綜合財務報表附註

41. BALANCE SHEET INFORMATION OF THE COMPANY

41. 本公司之資產負債表資料

Balance sheet information of the Company at the balance sheet date includes:

本公司於結算日之資產負債表資料包括：

		2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,142	1,472
Investments in subsidiaries	於附屬公司之投資	391,992	230,688
Amount due from a subsidiary	應收一間附屬公司款項	117,000	—
		510,134	232,160
Current assets	流動資產		
Other receivables	其他應收款項	519	430
Amounts due from subsidiaries	應收附屬公司款項	116,242	8,558
Bank balances and cash	銀行結餘及現金	80,345	46,494
		197,106	55,482
Current liabilities	流動負債		
Other payables	其他應付款項	15,704	2,759
Convertible notes	可換股票據	62,658	133,788
		78,362	136,547
Net current assets	流動資產淨值	118,744	(81,065)
Total assets less current liabilities	總資產減流動負債	628,878	151,095
Non-current liabilities	非流動負債		
Convertible notes	可換股票據	348,316	—
Net assets	資產淨值	280,562	151,095
Share capital (note 30)	股本(附註30)	253,406	201,989
Reserves (note 42)	儲備(附註42)	27,156	(50,894)
Total equity	總權益	280,562	151,095

42. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity on page 63 of the consolidated financial statements.

The following table sets out the components of the reserves of the Company and the movements thereof during the current and prior year.

42. 儲備

本集團之儲備金額及其於目前及過往年度之變動呈列於綜合財務報表第63頁之綜合權益變動表。

下表載列本公司之儲備之組成部份及其於目前及過往年度之變動。

		Share premium	Contributed surplus	Capital contribution	Employee share-based compensation reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	注入資金	以股份支付之 僱員酬金儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note a)	(note b)		(note c)		
		(附註a)	(附註b)		(附註c)		
At 1 April 2005	於2005年4月1日	30,856	101,688	7,482	—	(183,159)	(43,133)
Issue of shares upon exercise of share options	於購股權獲行使時 發行之股份	10,271	—	—	(2,251)	—	8,020
Issue of shares on conversion of convertible notes	於兌換可換股票據時 發行之股份	123,572	—	—	—	—	123,572
Recognition of equity-settled share-based payment	以股權結算股份 為基準之付款	—	—	—	9,307	—	9,307
Loss for the year	年內虧損	—	—	—	—	(148,660)	(148,660)
At 31 March 2006 and 1 April 2006	於2006年3月31日及 2006年4月1日	164,699	101,688	7,482	7,056	(331,819)	(50,894)
Issue of shares upon exercise of share options	於購股權獲行使時 發行之股份	23,091	—	—	(1,821)	—	21,270
Issue of shares on conversion of convertible notes	於兌換可換股票據時 發行之股份	43,992	—	—	—	—	43,992
Issue of shares for the acquisition of subsidiaries	就收購附屬公司發行 股份	66,000	—	—	—	—	66,000
Recognition of equity-settled share-based payment	以股權結算股份 為基準之付款	—	—	—	5,677	—	5,677
Loss for the year	年內虧損	—	—	—	—	(58,889)	(58,889)
At 31 March 2007	於2007年3月31日	297,782	101,688	7,482	10,912	(390,708)	27,156

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綜合財務報表附註

42. RESERVES (Continued)

Notes:

- a. The share premium account represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses.
- b. The contributed surplus represents the difference between the nominal value of the Company's shares issued and the value of net assets of the underlying subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.
- c. The employee share-based payment reserve comprises the fair value of unexercised share options granted to employees of the Company recognised in accordance with HKFRS 2.

42. 儲備(續)

附註：

- a. 股份溢價賬代表已收取所得款項超過本公司已發行股份面值減股份發行開支。
- b. 實繳盈餘代表本公司已發行股份面值與已收購相關附屬公司之資產淨值之差額。根據百慕達一九八一年公司法(經修訂)，本公司在下列情況下不可以其實繳盈餘宣派或派付股息或作出分派：如有足夠理由相信(i)本公司於宣派、派付或作出分派後會或可能未能償還到期債務；(ii)公司之資產變現值會因此少於其負債、已發行股本及股份溢價賬之總額。
- c. 以股份支付之僱員酬金儲備包括根據香港財務報告準則第2號確認，已授予本公司僱員之未行使購股權之公平價值。

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43. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2007 are as follows:

43. 主要附屬公司

於2007年3月31日，本公司之主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Particulars of registered capital 註冊股本詳情	Group effective interest 集團有效權益 %	Directly	Indirectly	Principal activities 主要業務
				直接 %	間接 %	
北京中民燃氣有限公司 ("Beijing Zhongmin Gas Company Limited")	PRC # 中國#	US\$45,000,000 45,000,000美元	100	100	—	Investment Holding 投資控股
綿竹市漢旺天然氣有限公司 ("Mian Zhu City Han Wang Natural Gas Company Limited")	PRC # 中國#	RMB1,000,000 人民幣1,000,000元	100	—	100	Distribution and supply of gas 分銷及供應燃氣
綿竹市紅森天然氣有限責任公司 ("Mian Zhu City Hong Sen Natural Gas Company Limited")	PRC # 中國#	RMB16,308,800 人民幣16,308,800元	100	—	100	Distribution and supply of gas 分銷及供應燃氣
綿竹市龍騰燃氣安裝 有限責任公司 ("Mian Zhu City Long Teng Gas Installation Company Limited")	PRC # 中國#	RMB7,633,400 人民幣7,633,400元	100	—	100	Installation of gas distribution facilities 安裝燃氣分銷設備
鹽亭龍興燃氣有限責任公司 ("LongXin (Yan Ting) Natural Gas Company Limited")	PRC # 中國#	RMB3,018,900 人民幣3,018,900元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
北川縣中民燃氣有限公司 ("Bei Chuan County Zhongmin Gas Company Limited")	PRC 中國	RMB6,000,000 人民幣6,000,000元	100	—	100	Distribution and supply of gas 分銷及供應燃氣

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綜合財務報表附註

43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Particulars of registered capital 註冊股本詳情	Group effective interest 集團有效權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
重慶中民燃氣有限公司 ("Chongqing Zhongmin Gas Company Limited")	PRC # 中國#	RMB4,080,004 人民幣4,080,004元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應管道燃氣及 安裝燃氣分銷設備
富平縣中民燃氣有限公司 ("Fu Ping County Zhongmin Gas Company Limited")	PRC ## 中國##	RMB10,000,000 人民幣10,000,000元	80	—	80	Distribution and supply of gas 分銷及供應燃氣
西安中民燃氣有限公司 ("Xi'an Zhongmin Gas Company Limited")	PRC 中國	RMB40,000,000 人民幣40,000,000元	70	—	70	Sales and distribution of gas, design of gas pipeline and related maintenance 銷售及分銷燃氣， 設計燃氣管道及 相關維修
懷化中民燃氣有限公司 ("Huaihua Zhongmin Gas Company Limited")	PRC 中國	RMB18,180,000 人民幣18,180,000元	55	—	55	Sale of LPG 液化石油氣銷售
延邊中民燃氣有限公司 ("Yan Bian Zhongmin Gas Company Limited")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	—	100	Gas transportation and sales and installation of gas pipelines 氣體運輸及銷售及 安裝氣體管道
貴州中民燃氣有限公司 ("Guizhou Zhongmin Gas Company Limited")	PRC 中國	RMB18,000,000 人民幣18,000,000元	100	—	100	Sale of LPG 液化石油氣銷售

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43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Particulars of registered capital 註冊股本詳情	Group effective interest 集團有效權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
雲南中民燃氣有限公司 ("Yunnan Zhongmin Gas Company Limited")	PRC 中國	RMB7,560,000 (RMB2,592,000 unpaid) 人民幣7,560,000元 (人民幣2,592,000元 未繳足)	100	—	100	Storage and transportation, wholesale and retail of LPG 儲存及運輸·批發及 零售液化石油氣
懷化中民石油氣運銷有限公司 ("Huaihua Zhongmin Petroleum Gas Supply Company Limited")	PRC 中國	RMB26,000,000 (RMB16,000,000 unpaid) 人民幣26,000,000元 (人民幣16,000,000元 未繳足)	100	—	100	Purchase, transportation and sale of LPG and related petrochemical products 購買·運輸及銷售石油氣及 相關石油化工產品
福建省安然燃氣投資有限公司 ("Fujian Province An Ran Gas Investment Company Limited")	PRC 中國	RMB120,000,000 人民幣120,000,000元	100	—	100	Investment holding 投資控股
南平安然燃氣有限公司 ("Nanping An Ran Gas Company Limited")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應管道燃氣及 安裝燃氣分銷設備
長樂安然燃氣有限公司 ("Changle An Ran Gas Company Limited")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備

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43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Particulars of registered capital 註冊股本詳情	Group effective interest 集團有效權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
福州開發區福鐵安然管道 燃氣有限公司 ("Fuzhou Development Area Futie An Ran Pipe Gas Company Limited")	PRC 中國	RMB600,000 人民幣600,000元	60	—	60	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
永安安然管道燃氣有限公司 ("Yongan An Ran Pipeline Gas Company Limited")	PRC ## 中國 ##	RMB10,000,000 人民幣10,000,000元	90	—	90	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
德化廣安天然氣有限公司 ("Dehua Guang An Natural Gas Company Limited")	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
福鼎市安然燃氣有限公司 (前稱福鼎市平安管道燃氣 有限公司) ("Fuding City An Ran Gas Company Limited (formerly known as Fuding City Ping An Pipeline Gas Company Limited))	PRC 中國	RMB3,550,000 人民幣3,550,000元	26	—	51	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
龍岩安然燃氣有限公司 ("Long Yan An Ran Gas Company Limited")	PRC ## 中國 ##	RMB10,000,000 人民幣10,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備

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43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Particulars of registered capital 註冊股本詳情	Group effective interest 集團有效權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
羅源安然管道燃氣有限公司 ("Luoyuan An Ran Pipeline Gas Company Limited")	PRC 中國	RMB3,000,000 人民幣3,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
福州開發區安然燃氣有限公司 ("Fuzhou Development Area An Ran Gas Company Limited")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
漳州安然燃氣有限公司 ("Zhangzhou An Ran Gas Company Limited")	PRC 中國	RMB90,000,000 人民幣90,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
連江安然燃氣有限公司 ("Lianjiang An Ran Gas Company Limited")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 安裝燃氣分銷設備
閩清廣安天然氣有限公司 ("Minqing Guang An Natural Gas Company Limited")	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	—	100	Distribution and supply of gas 分銷及供應燃氣

Notes to the Consolidated Financial Statements

For the year ended 31 March 2007
截至2007年3月31日止年度

綜合財務報表附註

43. PRINCIPAL SUBSIDIARIES (Continued)

43. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Particulars of registered capital 註冊股本詳情	Group effective interest 集團有效權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
宁德安然燃氣有限公司 ("Ningde An Ran Gas Company Limited")	PRC 中國	RMB10,000,000 人民幣10,000,000元	51	—	51	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 裝設燃氣管道設施
漳浦安然燃氣有限公司 ("Zhangpu An Ran Gas Company Limited")	PRC 中國	RMB1,000,000 人民幣1,000,000元	100	—	100	Distribution and supply of gas and installation of gas distribution facilities 分銷及供應燃氣及 裝設燃氣管道設施

Wholly foreign-owned enterprises registered in the PRC.

於中國註冊之外商獨資企業。

Sino-foreign joint equity enterprises registered in the PRC.

於中國註冊之中外合資合營企業。

None of the subsidiaries had issued any debt securities during the year and at the end of the year.

年內及直至本年度完結，附屬公司概無發行任何債務證券。

All of the above subsidiaries operate principally in their respective place of incorporation/establishment.

所有上述附屬公司主要在其各自的公司/機構所在地經營。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表所包括之本公司之附屬公司，對本集團是年度業績有重大影響。而倘提供其他附屬公司之詳情，董事則認為會使資料過於冗長。

The English names of the PRC companies referred to above in this note represent management's best efforts in translating the Chinese names of those companies as no English names have been registered or available.

由於本附註內上述公司名稱並無註冊或可用之英文名稱，故此英文版的公司名稱為管理層對公司中文名稱的翻譯。