



# 中民控股有限公司

## Chinese People Holdings Company Limited

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限責任公司)  
(Stock Code 股份代號 : 681)

# 2007-2008

Annual Report 年報



Facilities for the distribution of  
piped natural gas and LPG in China  
於中國之配氣及液化石油氣設施



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# Corporate Information

## 公司資料

<b>Board of Directors</b>	<p>Mr. Xu Ruixin (Honourable Chairman)</p> <p>Dr. Mo Shikang (Chairman)</p> <p>Mr. Zhang Hesheng (Deputy Chairman)</p> <p>Mr. Zhu Peifeng (Deputy Chairman)</p> <p>Mr. Jin Song (Managing Director)</p> <p>Mr. Wong Ching</p> <p>Dr. Liu Junmin*</p> <p>Mr. Tan Qinglian*</p> <p>Mr. Sin Ka Man*</p> <p>(* Independent Non-executive Directors)</p>	<b>董事會</b>	<p>徐瑞新先生 (榮譽主席)</p> <p>莫世康博士 (主席)</p> <p>張和生先生 (副主席)</p> <p>朱培風先生 (副主席)</p> <p>靳松先生 (董事總經理)</p> <p>王政先生</p> <p>劉駿民博士*</p> <p>譚慶璉先生*</p> <p>冼家敏先生*</p> <p>(*獨立非執行董事)</p>
<b>Audit Committee</b>	<p>Mr. Sin Ka Man (Chairman)</p> <p>Dr. Liu Junmin</p> <p>Mr. Tan Qinglian</p>	<b>審核委員會</b>	<p>冼家敏先生 (主席)</p> <p>劉駿民博士</p> <p>譚慶璉先生</p>
<b>Remuneration Committee</b>	<p>Mr. Zhang Hesheng (Chairman)</p> <p>Dr. Mo Shikang</p> <p>Dr. Liu Junmin</p> <p>Mr. Tan Qinglian</p> <p>Mr. Sin Ka Man</p>	<b>薪酬委員會</b>	<p>張和生先生 (主席)</p> <p>莫世康博士</p> <p>劉駿民博士</p> <p>譚慶璉先生</p> <p>冼家敏先生</p>
<b>Company Secretary</b>	<p>Ms. Li Fun Replen</p>	<b>公司秘書</b>	<p>李歡小姐</p>
<b>Qualified Accountant</b>	<p>Mr. Tse Ting Kwan</p>	<b>合資格會計師</b>	<p>謝庭均先生</p>
<b>Principal Bankers</b>	<p>Bank of China (Hong Kong) Limited</p> <p>The Hong Kong and Shanghai Banking Corporation Limited</p> <p>China Construction Bank</p> <p>Agricultural Bank of China</p> <p>Industrial Bank Co., Ltd.</p> <p>Bank of Communications</p> <p>Industrial and Commercial Bank of China</p>	<b>主要往來銀行</b>	<p>中國銀行(香港)有限公司</p> <p>香港上海滙豐銀行有限公司</p> <p>中國建設銀行</p> <p>中國農業銀行</p> <p>興業銀行</p> <p>中國交通銀行</p> <p>中國工商銀行</p>
<b>Auditors</b>	<p>SHINEWING (HK) CPA Limited</p>	<b>核數師</b>	<p>信永中和(香港)會計師事務所有限公司</p>



<b>Principal Share Registrar and Transfer Office</b>	The Bank of Bermuda Limited 6 Front Street Hamilton HM11 Bermuda	<b>股份過戶登記總處</b>	The Bank of Bermuda Limited 6 Front Street Hamilton HM11 Bermuda
<b>Hong Kong Branch Share Registrar and Transfer Office</b>	Tricor Tengis Limited 26th Floor Tesbury Centre 28 Queen's Road East Hong Kong	<b>股份過戶登記香港分處</b>	卓佳登捷時有限公司 香港 皇后大道東28號 金鐘匯中心 26樓
<b>Registered Office</b>	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda	<b>註冊辦事處</b>	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda
<b>Head Office</b>	No. 36 BDA International Business Park No. 2 Jingyuan North Street Economic Technological Development Area Beijing, 100176, China	<b>總辦事處</b>	中國北京市經濟技術開發區 景園北街2號 BDA國際企業大道36號 郵編100176
<b>Principal Place of Business in Hong Kong</b>	Unit 2113, 21st Floor China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong, China	<b>香港主要營業地點</b>	中國香港 干諾道中168-200號 信德中心 招商局大廈 21樓2113室
<b>Email</b>	info@681hk.com	<b>電郵</b>	info@681hk.com
<b>Website</b>	www.681hk.com	<b>網址</b>	www.681hk.com
<b>Stock Code</b>	00681	<b>股份代號</b>	00681

On behalf of the board of directors (the "Board") of the Chinese People Holdings Company Limited (the "Company") and all of its subsidiaries (collectively the "Group"), I am pleased to present the Group's annual report for the year ended 31 March 2008 to the shareholders.

## REVIEW AND PROSPECT OF GAS FUEL INDUSTRY

### Natural Gas Industry

Year 2007 witnessed the sustainable, stable and rapid growth of the Chinese economy. According to statistics released by the National Bureau of Statistics of China, GDP of China was about RMB24.7 trillion in 2007, an increase of 11.4% over the previous year. For five consecutive years, the growth rate has been raising over 10%. The sustainable growth of the Chinese economy brought along swift growth of natural gas production and consumption. In 2007, the total production volume of natural gas in the PRC was around 69.3 billion cubic meters, an increase of 18.4% over the previous year; total consumption of natural gas was 67.3 billion cubic meters, an increase of 19.9% over the previous year. The growth rate of natural gas production and consumption rank the top among various energy sources. Natural gas in the PRC, being a kind of clean and highly efficient energy, occupied an even more prominent role in the energy structure.

本人謹代表中民控股有限公司（「本公司」）董事會（「董事會」）及全體附屬公司（統稱為「本集團」），欣然向股東提呈本集團截至2008年3月31日止之年度報告。

## 燃氣行業回顧及展望

### 天然氣行業

2007年中國經濟持續、穩定及快速增長，據中國國家統計局發布的統計公報顯示，2007年中國國內生產總值約人民幣24.7萬億元，較上年增長11.4%，增長速度連續5年超過10%。中國經濟的持續增長帶動了天然氣產量、消費量快速增長。2007年中國天然氣生產總量約693億立方米，較上年增長18.4%；天然氣消費總量673億立方米，較上年增長19.9%，天然氣生產和消費增長速度居各種能源之首。作為一種清潔、高效的能源，中國天然氣在能源結構中的地位日益突出。

## REVIEW AND PROSPECT OF GAS FUEL INDUSTRY (Continued)

### Natural Gas Industry (Continued)

According to the "Development Plan for Energy in the 11th Five-Year Plan" issued by the National Development and Reform Commission in the PRC, the transmission pipeline network project for oil and gas will be constructed under the framework of "Transmitting oil and gas from West to East, Northeast to South, Ocean to the Land". In February 2008, the construction work of the second pipeline under the west-east gas transmission project commenced. It is expected that the whole project will be completed by the end of 2011, by then the annual gas transmission capacity will reach 30 billion cubic meters. In the earlier of 2008, Fujian Province Liquefied Natural Gas ("LNG") terminal began to handle LNG purchased from overseas. From 2009 onwards, Fujian Province will import LNG from Indonesia ("Inshore of Indonesia LNG"), subject to a contract term of 25 years. The first phase under stabilized production period will handle 2.6 million tons LNG per year, while the second phase is expecting a planned handling capacity of 5 million tons LNG per year. The perfection of natural gas infrastructure in the PRC will be a meaningful step towards optimization of energy consumption structure, balance in supply and demand of natural gas and promotion of development of urban gas.

Despite since 2008 more uncertainties confronted by the economic growth of China and various factors, the overall position is still favorable. According to statistics, GDP of China in the first half year of 2008 was RMB13,061.9 billion, an increase of 10.4% over the last same period. It is sure that the sound development of China economy will bring along greater demand on natural gas. At the same time, the rapid surge of international crude oil price, the reinforcement of national environmental protection policy and the enhancement of environmental awareness among citizens will definitely induce an increasing consumption of clean energies like natural gas. According to "China Energy Development Report of 2007" released by China Academy of Social Science, the following 15 years will see a sustainable growth on the demand of natural gas in China, with an average growth rate between 11%-13%; by the end of 2010, the demand of natural gas in the PRC will reach 100 billion cubic meters and by the end of 2020, the demand will be over 200 billion cubic meters. With the accelerating industrialization and urbanization in the PRC, the prospect of the natural gas industry will be brighter and the business of piped gas fuel supply of the Group will sure to keep sustainable, fast and sound development.

## 燃氣行業回顧及展望(續)

### 天然氣行業(續)

根據中國國家發展和改革委員會發布的《能源發展「十一五」規劃》提出的油氣輸送管網建設「西部油氣東輸·東北油氣南送·海上油氣登陸」的格局·2008年2月·西氣東輸二線工程開工建設·預計2011年底全線貫通·年輸氣能力300億立方米。2008年初福建省液化天然氣(「LNG」)站開始處理從國外購買的LNG。自2009年起福建省將從印度尼西亞進口LNG(「印尼LNG上岸」)·合同期25年·第一期穩產期每年可接收260萬噸LNG·第二期規劃年接收500萬噸LNG。中國天然氣基礎設施的完善對優化能源消費結構·緩解天然氣供需矛盾·促進城市燃氣發展意義重大。

受各種因素的影響·2008年以來中國經濟增長所面臨的不確定因素增加·但總體形勢仍然良好。據統計2008年上半年中國國內生產總值為人民幣130,619億元·比去年同期增長10.4%。中國經濟的良好發展必然加大對天然氣的消費需求·同時·國際原油價格的大幅飆升·國家環保政策的加強以及國民環保意識的提高必然加大對天然氣等清潔能源的使用。中國社科院主編的《2007中國能源發展報告》顯示·未來15年中國天然氣需求將持續增長·平均增速達11%至13%·至2010年底中國天然氣需求量將達到1,000億立方米·至2020年底中國天然氣需求量將突破2,000億立方米。隨著中國工業化和城市化進程加快·天然氣行業未來發展前景廣闊·本集團供應管道燃氣業務未來將保持持續·快速及健康發展。

### REVIEW AND PROSPECT OF GAS FUEL INDUSTRY (Continued)

#### LPG Industry

According to the statistical yearbook released by the National Bureau of Statistics of China, consumption of Liquefied petroleum gas ("LPG") in urban gas fuel increased from 2.19 million tons in 1990 to 12.637 million tons in 2006, with an average annual growth rate of 11%. For cities where natural gas is unavailable, the use of LPG as the primary urban gas fuel is popular. With the acceleration of urbanization of China, the consumption of LPG has a prosperous prospect. The business of transportation & distribution of LPG and retail of bottled LPG of the Group will keep sustained, fast and sound development.

### OPERATION AND DEVELOPMENT OF THE GROUP

On 30 August 2007, the Company subscribed for 150 million new shares of New Chinese Medicine Holdings Limited, ("NCM") stock code: 08085.HK), which represented 14.24% of the issued share capital of NCM as at 31 March 2008. In connection with the development of the existing and future business scopes and operation, the Company held a general meeting on 27 September 2007 and renamed the Company as "CHINESE PEOPLE HOLDINGS COMPANY LIMITED" and adopted 「中民控股有限公司」 as its Chinese name. The new name and the Chinese name (for identification only) of the Company were effective from 12 October 2007 and 15 November 2007 respectively. In the future, the Group will, on the basis of steady development of piped gas fuel and LPG business, explore businesses with even more profitable returns so as to maximize wealth for all shareholders of the Company.

### 燃氣行業回顧及展望(續)

#### 液化石油氣行業

據中國國家統計局發布的統計年鑒統計，液化石油氣（「LPG」）在城市燃氣中的消費量從1990年的219萬噸上升到2006年的1,263.7萬噸，年均增長11%。在天然氣供應無法到達的城市，LPG作為主要的城市燃氣得到廣泛使用。隨著中國城市化進程的加快，LPG的消費前景廣闊，本集團的LPG運輸和分銷及零售瓶裝業務未來亦將保持持續、快速及健康發展。

### 集團經營與發展

於2007年8月30日，本公司認購新醫藥控股有限公司（以下簡稱「新醫藥」，股票代碼為08085.HK）1億5000萬股新股，佔新醫藥於2008年3月31日發行股本的14.24%。為配合現在及未來業務範疇及營運基礎的發展，本公司股東大會於2007年9月27日批准將本公司名稱改為「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，本公司新名稱及中文名稱（僅供識別）分別自2007年10月12日和2007年11月15日生效。未來，本集團將在繼續穩步發展管道燃氣及LPG業務的基礎之上，進一步努力拓展回報豐厚的業務，為本公司全體股東創造更大財富。



## OPERATION AND DEVELOPMENT OF THE GROUP (Continued)

On 12 May 2008, a 8.0 magnitude of Richter Scale earthquake took place in Wenchuan of Sichuan Province, the PRC, causing heavy casualties of the local urban population, severe destruction of urban buildings and infrastructures, and the Group's subsidiaries located in Chuanyu district and adjacent areas suffered from various degree of damages (see "Impairment loss in respect of earthquake" under Management Discussion and Analysis of this annual report). After the disaster, the Group has taken an active role to assist in the earthquake remedial and recovery works, and gas supply in certain areas have already resumed to normal. The Group believes that, in the short run, the earthquake adversely affected the results of our subsidiaries located in the disaster areas. However, owing to the support of the favourable reconstruction policies to be implemented by the state and the guidelines with regard to the reconstruction plan for earthquake, it is expected that future development of piped gas fuel supply business of our subsidiaries in the disaster area are still promising.

## APPRECIATION

On behalf of the Board, I hereby gratefully acknowledge the supports of all shareholders and all social sectors over the year.

**Dr. Mo Shikang**  
*Chairman*

Beijing, 25 July 2008

## 集團經營與發展 (續)

2008年5月12日，中國四川省汶川縣發生黎克特制8.0級地震，造成居民重大傷亡、城市房屋及基礎設施等嚴重損毀，對本集團位於川渝及鄰近地區之附屬公司亦造成不同程度的損失（詳見本年報管理層討論與分析之地震帶來的減值虧損）。災情發生後，本集團積極展開抗震救災和災後重建，部分地區已恢復通氣。本集團認為此次地震短期內對本集團災區附屬公司的業績產生不利影響，但從長遠看，本集團相信在國家災後重建優惠政策的支持下和災後重建規劃的指導下，本集團災區附屬公司供應管道燃氣業務未來發展前景依然廣闊。

## 致謝

本人謹代表董事會對全體股東及社會各界一年來對本集團的支持致以衷心感謝。

**莫世康博士**  
*主席*

北京，2008年7月25日

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS

#### 財務摘要

		For the year ended 31 March 截至3月31日止年度		
Items	項目	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	Change 變動 HK\$'000 港幣千元
<b>Provision of piped gas fuel:</b>	<b>供應管道燃氣:</b>			
Turnover	營業額	<b>425,846</b>	489,115	(63,269)
Gross profit	毛利	<b>119,340</b>	169,764	(50,424)
Segment result	分部業績	<b>58,640</b>	97,784	(39,144)
<b>Transportation &amp; distribution of LPG and retail of bottled LPG:</b>	<b>LPG運輸和分銷及瓶裝零售:</b>			
Turnover	營業額	<b>193,830</b>	33,689	160,141
Gross profit	毛利	<b>23,026</b>	2,643	20,383
Segment result	分部業績	<b>9,626</b>	(744)	10,370
Total segment result	分部業績總額	<b>68,266</b>	97,040	(28,774)
Change in fair value of convertible notes	可換股票據公平值變動	<b>(61,789)</b>	(19,797)	(41,992)
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產變動	<b>71,998</b>	–	71,998
Impairment loss in respect of earthquake	地震減值虧損	<b>(279,922)</b>	–	(279,922)
Impairment loss in respect of goodwill	商譽減值虧損	<b>(8,397)</b>	(91)	(8,306)
Share based expense in respect to share option schemes	有關購股權計劃以股份為基礎之開支	<b>(31,551)</b>	(5,677)	(25,874)
Other revenues & expenses (net)	其他收入及開支(淨額)	<b>(59,266)</b>	(23,726)	(35,540)
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(300,661)</b>	47,749	(348,410)
(Loss)/profit attributable to shareholders	股東應佔(虧損)/溢利	<b>(309,456)</b>	22,123	(331,579)
(Loss)/earnings per share Basic (HK cents per share)	每股(虧損)/盈利基本(每股港仙)	<b>(7.87)</b>	0.69	(8.56)
Diluted (HK cents per share)	攤薄(每股港仙)	<b>N/A不適用</b>	0.69	N/A不適用

## OPERATIONAL HIGHLIGHTS

### 營運摘要

Items	項目	For the year ended 31 March 截至3月31日止年度			Percentage of changes 變動百分比 (%)
		2008	2007	Changes 變動	
<b>No. of projects</b>	<b>項目數量(個)</b>				
Piped gas fuel (Note 1)	管道燃氣項目(附註1)	36	33	3	9.1
LPG	液化石油氣項目	4	4	0	0.0
Others (Note 2)	其他(附註2)	2	3	-1	-33.3
Total No. of projects	項目總數	42	40	2	5.0
<b>No. of connected for the year</b>	<b>已接駁用戶數量 (於報告期內)</b>				
Household customers	居民用戶(戶)	31,491	73,874	-42,383	-57.4
Commercial & industrial customers	工商業用戶(戶)	638	5,389	-4,751	-88.2
Total No. of connected	已接駁用戶總數(戶)	32,129	79,263	-47,134	-59.5
<b>Accumulated No. of connected</b>	<b>累計已接駁用戶</b>				
Household customers	居民用戶(戶)	200,175	168,684	31,491	18.7
Commercial & industrial customers	工商業用戶(戶)	14,561	13,923	638	4.6
Accumulated No. of connected	累計已接駁用戶(戶)	214,736	182,607	32,129	17.6
<b>Sales of piped gas fuel (10,000 m<sup>3</sup>)</b>	<b>管道燃氣銷售量(萬立方米)</b>				
Household customers	居民用戶	4,356	3,389	967	28.5
Commercial & industrial customers	工商業用戶	13,804	14,665	-861	-5.9
Total sales of piped gas fuel	管道燃氣總銷售量	18,160	18,054	106	0.6
<b>Sales of LPG (tons)</b>	<b>液化石油氣銷售量(噸)</b>	<b>38,263</b>	8,017	30,246	377.3

Notes: 1. Newly added gas fuel projects of the year are set out under the section of "New Investments For The Year".

2. Other items refer to "Zhongmin Zai Xian" and "Yan Bian Zhongmin" and Yan Bian Hua Xin Project was disposed during the year (details of which is set out in the section headed "Business Disposed During The Year").

附註：1. 本年度新增燃氣項目見「年內投資新項目」一項內。

2. 其他項目指中民在線和延邊中民，而延邊華新項目已於年內出售（詳情見「年內出售業務」一項內）。

### BUSINESS REVIEW

#### Provision of piped gas fuel business

Supplying piped gas fuel to household and commercial and industrial customers by gas pipeline networks in the PRC is the principal business of the Group, which is the Group's major source of income.

During the year ended 31 March 2008, the Group achieved piped gas fuel sales of 181.60 million cubic meters, representing an increase of 0.6% as compared with the corresponding period of last year. Among which, the sales of 43.56 million cubic meters of piped gas fuel to household customers represented an increase of 28.5% as compared to the corresponding period of last year as well as the sales of 138.04 million cubic meters of piped gas fuel to commercial and industrial customers, representing a decrease of 5.9% as compared with the corresponding period of last year. A comparison of sales of piped gas fuel among the financial years from 2006 to 2008 is shown in the Graph 1.

### 業務回顧

#### 供應管道燃氣業務

於中國通過燃氣管網向居民及工商業用戶提供管道燃氣供應為本集團之主要業務，是本集團主要收入來源。

於截至2008年3月31日止年度內，集團實現管道燃氣銷售量18,160萬立方米，較去年同期增長0.6%。其中，向居民用戶銷售管道燃氣4,356萬立方米，較去年同期增加28.5%；向工商業用戶銷售管道燃氣13,804萬立方米，較去年同期減少5.9%。比較2006年至2008年財政年度本集團管道燃氣銷售量可參考圖表一。

## BUSINESS REVIEW (Continued)

## 業務回顧 (續)

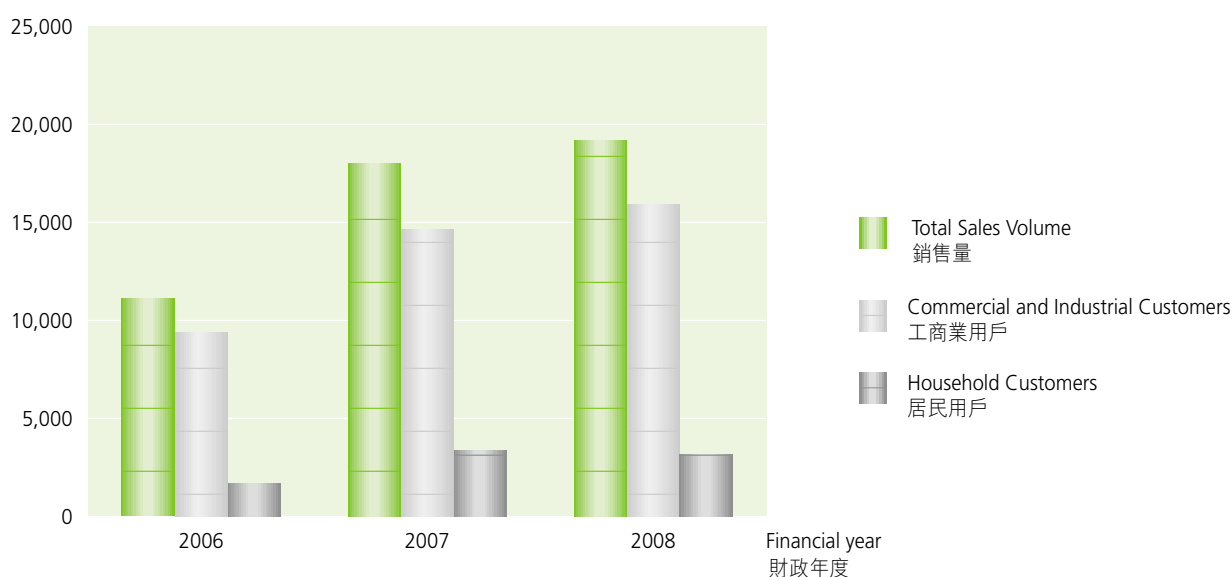
### Provision of piped gas fuel business (Continued)

### 供應管道燃氣業務 (續)

Graph 1: Comparison of sales volumes of piped gas fuel

圖表一：比較管道燃氣銷售量

(0'000 cubic meter)  
(萬立方米)



During the year ended 31 March 2008, the Group completed connection work for a total number of 31,491 household customers, a decrease of 57.4% from the corresponding period of last year and 638 commercial and industrial customers, a decrease of 88.2% from the corresponding period of last year. The decrease in the number of connected customers during the year is primarily attributable to the fall in number of connected customers at the Group's subsidiaries in Fujian Province resulted from the tight supply and high price of gas in the region of Fujian Province. This negative factor is expected to be eliminated when Inshore of Indonesia LNG be introduced in year 2009.

於截至2008年3月31日止年度內，集團共接駁居民用戶31,491戶，較去年同期減少57.4%，接駁工商業用戶638戶，較去年同期減少88.2%。本年度內集團接駁用戶數量減少的主要原因是位於福建省地區氣源緊張和價格高漲，導致本集團福建省地區之附屬公司接駁用戶數量減少，此不利因素將在2009年印尼LNG上岸之後得到改善。

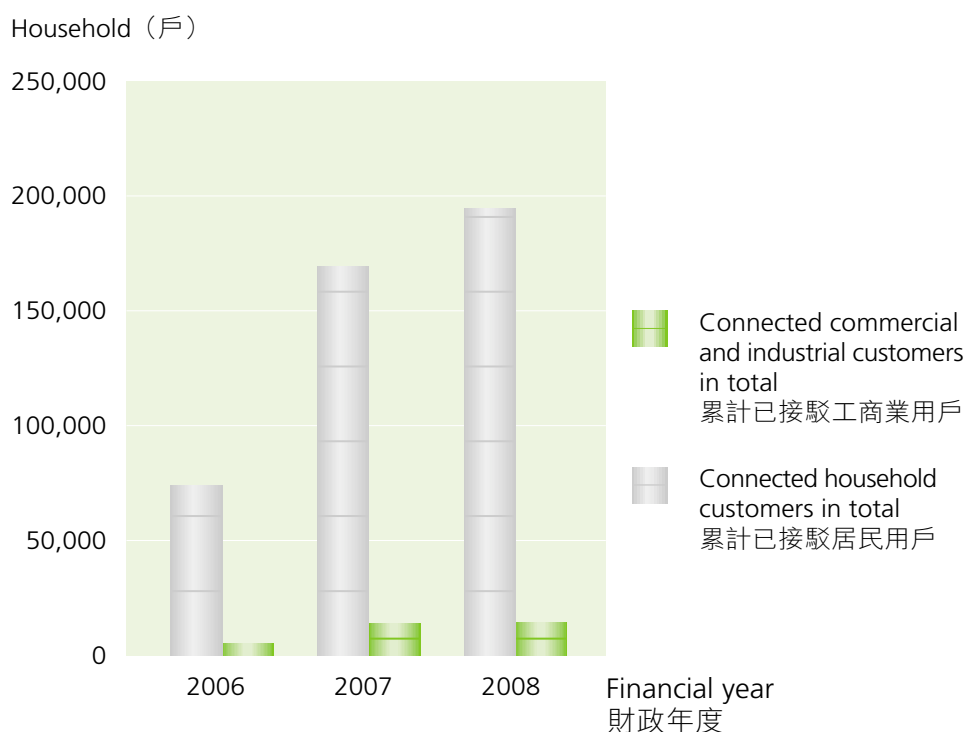


### BUSINESS REVIEW (Continued)

#### Provision of piped gas fuel business (Continued)

During the year, the Group realised an income from provision of piped gas fuel of approximately HK\$425,846,000 (2007: approximately HK\$489,115,000), representing a decrease of 12.9% as compared with the corresponding period of last year. Income from provision of piped gas fuel accounted for approximately 68.7% of the Group's overall turnover during the year. A comparison of number of connected customers among the financial years from 2006 to 2008 are shown in the Graph 2 below.

Graph 2: Comparison of number of connected customers in total  
圖表二：比較累計已接駁用戶數量



### 業務回顧 (續)

#### 供應管道燃氣業務 (續)

本集團本年度供應管道燃氣業務實現收入約港幣425,846,000元(2007年:約港幣489,115,000元),較去年同期減少12.9%。供應管道燃氣收入佔本集團全年營業額約68.7%。比較2006年至2008年財政年度本集團累計已接駁用戶數量可參考下列圖表二。

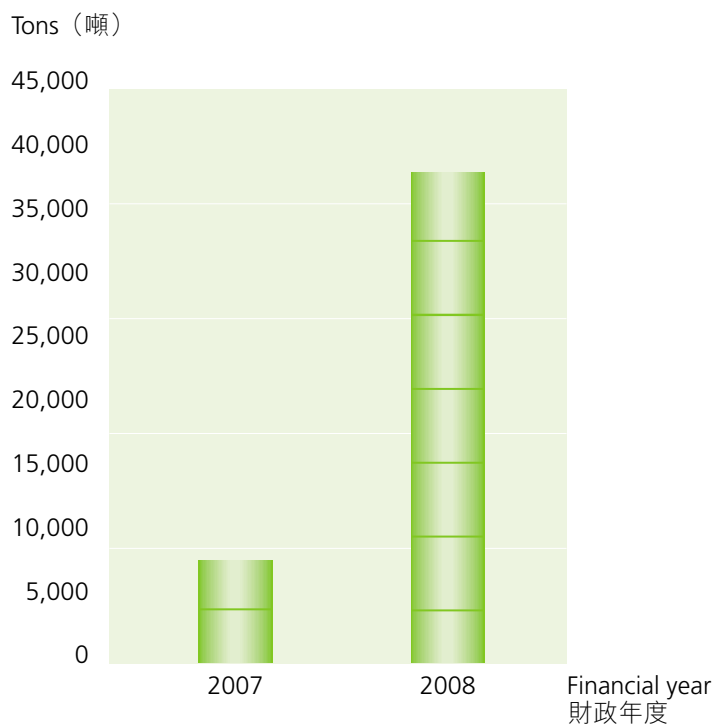
## BUSINESS REVIEW (Continued)

### Transportation and distribution of LPG and retail of bottled LPG business

Transportation and distribution of LPG and retail of bottled LPG in the PRC is a newly added business of the Group in 2007. After a year of instant development, they have now become another major source of income for the Group. During the year ended 31 March 2008, the sales of LPG by the Group reached 38,263 tons in total, representing an increase of 377.3% over the corresponding period of last year and the Group realised an income from sales of LPG of approximately HK\$193,830,000 (2007: approximately HK\$33,689,000), representing an increase of 475.3% over corresponding period of last year. The Group's income from the transportation and distribution of LPG and retail of bottled LPG accounted for approximately 31.3% of the turnover during the year. A comparison of the sales volumes of LPG of the Group between financial years 2007 and 2008 are shown in the Graph 3 below.

Graph 3: Comparison of sales volumes of LPG

圖表三：比較LPG銷售量



## 業務回顧 (續)

### LPG運輸和分銷及瓶裝零售業務

LPG於中國運輸和分銷及瓶裝零售為本集團2007年新增之業務，經過一年的快速發展，現已成為本集團另一主要收入來源。於截至2008年3月31日止年度內，集團共銷售LPG 38,263噸，較去年同期增長377.3%；集團共實現LPG銷售收入約港幣193,830,000元（2007年：約港幣33,689,000元），較去年同期增長475.3%。本集團本年度LPG運輸和分銷及瓶裝零售收入佔營業額約31.3%。比較2007年至2008年財政年度本集團LPG銷售量可參考下列圖表三。

### BUSINESS REVIEW (Continued)

#### Video lottery system and equipment supply business

The Group intended to engage in the video welfare lottery system and equipment supply business in the PRC through investing in its associate – Zhong Min Zai Xian (Beijing) Technology Development Ltd. (“Zhong Min Zai Xian”), and the related license is still pending for approval. The lottery business has not yet to commence operation during the year.

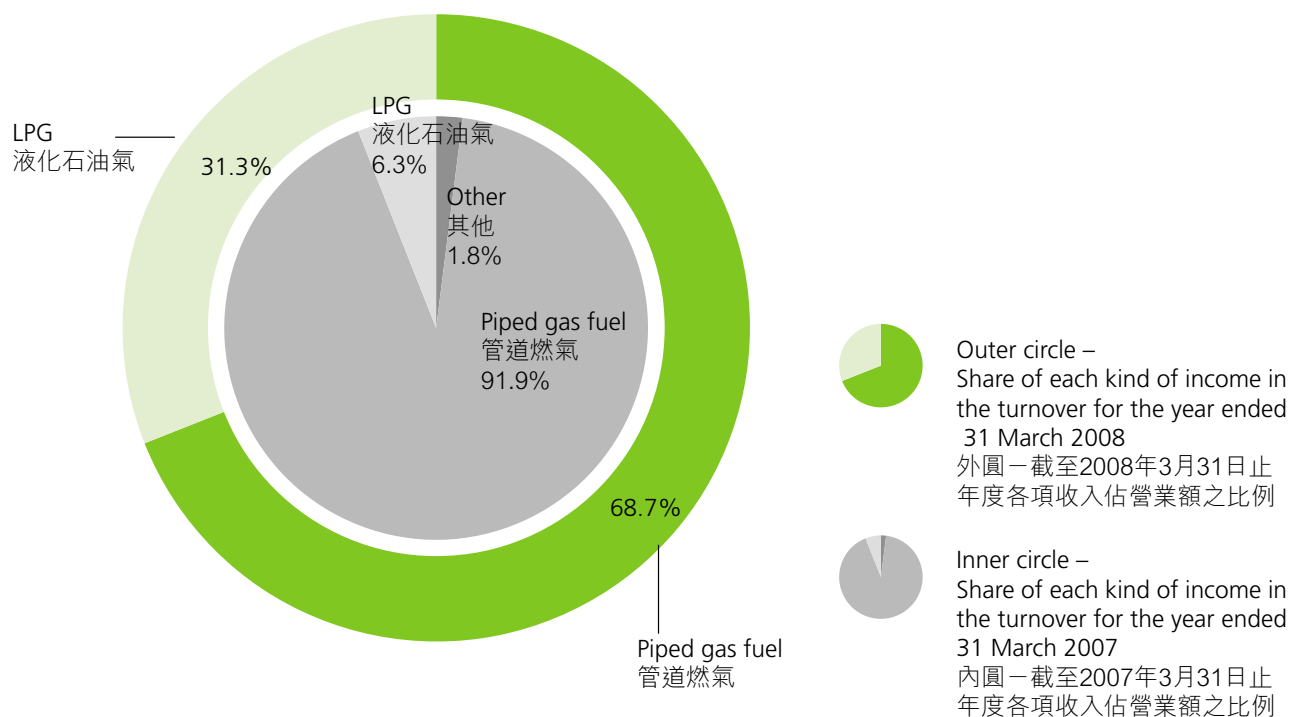
### 業務回顧 (續)

#### 視頻彩票系統及設備供應業務

本集團透過參股聯營公司中民在線(北京)科技發展有限公司(「中民在線」)擬於中國從事視頻福利彩票系統及設備供應業務，相關牌照正在審批過程中。本年度內彩票業務尚未正式開展。

Graph 4: Revenue structure of the Group

圖表四：本集團收入結構



### NEW INVESTMENTS FOR THE YEAR

#### Establishing branches through investment

Zhangzhou City is one of the five major cities planned for gas fuel supply under the Fujian Province LNG project in the PRC. In order to prepare for the Inshore of Indonesia LNG, the Group has established three branches in Hua'an County, Zhao'an County and Pinghe County of Zhangzhou City during the year. They are mainly engaged in piped gas fuel business.

Hua'an County has a population of approximately 160,000. It has established an economic development structure with hydroelectricity, photoelectricity, fine chemical industry, construction materials production, glasswork, and green food as the core industries, and tea, jade processing, bamboo and wood processing as the featured industries.

Zhao'an County has a population of approximately 570,000. Food processing and textile clothing industry are being well-established in the area, and a preliminary development framework for harbour front industries, such as ship-building and repairing, wind power generation, aquiculture, etc., have been formed.

Pinghe County has a population of approximately 550,000. It is one of the major hometowns of overseas Chinese and the original family home of China Taiwanese in Fujian Province. Mechanical manufacturing, food processing, paper processing, hydroelectricity, etc. are being the core industries within the area.

These three counties are densely populated and the development of industry and commerce has been fast, with favorable prospects for the growth of gas fuel market. When Inshore of Indonesia LNG is introduced, branches in these three counties are sure to bring along increasing numbers of connectable household customers and commercial and industrial customers, thus increasing the Group's sales volume of piped gas fuel.

### 年內投資新項目

#### 投資設立分公司

漳州市是中國福建省LNG項目規劃供氣的五個主要城市之一，為迎接印尼LNG上岸，本集團於本年度內在漳州市華安縣、詔安縣及平和縣投資設立三家分公司，主要從事管道燃氣業務。

華安縣總人口約16萬，已形成了水電、光電、精細化工、建材生產、玻璃製品、綠色食品為主導產業和茶葉、玉石加工及竹木加工為特色產業的經濟發展格局。

詔安縣總人口約57萬，食品加工和紡織服裝工業發展已具規模，船舶修造、風力發電、水產養殖等臨港工業發展框架也已初步形成。

平和縣總人口約55萬，是福建省重點僑鄉和台胞祖籍地，已初步形成了機械製造、食品加工、紙品加工、水電等幾個主導產業。

華安、詔安和平和縣人口稠密，工商業發展較快，燃氣市場發展前景廣闊。在印尼LNG上岸後，上述三地分公司可為本集團帶來更多的可接駁居民用戶和工商業用戶，增加本集團的管道燃氣銷售量。

### NEW INVESTMENTS FOR THE YEAR (Continued)

#### Equity participation in New Chinese Medicine Holdings Limited

In August 2007, the Group subscribed for 150,000,000 new shares of New Chinese Medicine Holdings Limited (“NCM”, stock code: 08085.HK) at a price of HK\$0.20 per share, accounting for approximately 14.24% of the issued share capital of NCM at 31 March 2008. As at the date of this annual report, the Company held 12.46% of the issued share capital of NCM. NCM, registered in Cayman Islands, is listed in the Growth Enterprise Market of Hong Kong on 7 March 2002.

In April 2008, NCM entered into the funeral business in the PRC by acquiring the entire share capital of Beijing Zhong Min An Yuan Investment Co., Ltd. and its eight companies dealing in cemetery in Jinzhou City in Liaoning Province, Hangzhou City in Zhejiang Province, Urumchi City in Xinjiang Uygur Autonomous Region, Hohhot City in Inner Mongolia Autonomous Region, Xining City in Qinghai Province, Xi’an City in Shaanxi Province, Taiyuan City in Shanxi Province, and Dongying City in Shandong Province. The Group believes that funeral business has a prosperous future and it is expected that NCM will bring considerable investment returns for the Group.

### BUSINESS DISPOSED DURING THE YEAR

#### Disposal of 51% equity interest in Dehua Guang An Project

In October 2007, the Group disposed its 51% equity interest of Dehua Guang An Natural Gas Co., Ltd. (“Dehua Guang An”), its wholly-owned subsidiary, at a cash consideration of RMB28,600,000 (approximately HK\$31,789,000). After the disposal, the Group retained 49% equity interest in Dehua Guang An. The proceeds is used for investment into other businesses with higher profitability and for the Group’s general working capital.

### 年內投資新項目(續)

#### 參股新醫藥控股有限公司

2007年8月，本集團按每股0.20港元認購新醫藥控股有限公司（以下簡稱「新醫藥」，股票代碼為08085.香港）150,000,000股新股，於2008年3月31日擁有其約14.24%之已發行股本。於本年報日，本公司擁有其12.46%之已發行股本。新醫藥是一家於開曼群島註冊並於2002年3月7日在香港創業板上市之公司。

2008年4月，新醫藥透過收購北京中民安園投資有限公司的全部股本及其於遼寧省錦州市、浙江省杭州市、新疆維吾爾自治區烏魯木齊市、內蒙古自治區呼和浩特市、青海省西寧市、陝西省西安市、山西省太原市、山東省東營市所擁有的八間墓園公司，進入中國境內殯葬業務。本集團相信殯葬業務前景廣闊，預計投資新醫藥將會給本集團帶來可觀的投資回報。

### 年內出售業務

#### 出售德化廣安項目51%股本權益

2007年10月，本集團以現金代價人民幣28,600,000元（約港幣31,789,000元）出售全資附屬公司德化廣安天然氣有限公司（簡稱「德化廣安」）51%之股本權益，出售後，本集團維持德化廣安49%股本權益，所得款項用作投資於盈利能力更高的其他業務以及用作本集團的一般營運資金。



### BUSINESS DISPOSED DURING THE YEAR (Continued)

#### Disposal of 100% equity interest in Tian An Trading Project

In December 2007, the Group disposed 100% of its equity interest of Hefei Tian An Trading Co., Ltd. ("Tian An Trading"), its wholly-owned subsidiary. Since Tian An did not have any physical business operation, the disposal did not have any material effect on the operating income and cash flow of the Group.

#### Disposal of 50% equity interest in Yan Bian Hua Xin Project

Since Yan Bian Hua Xin Oil Exploitation Company Limited ("Yan Bian Hua Xin") has not yet operated its businesses, no income has contributed to the Group. In January 2008, the Group disposed its 50% equity interest in Yan Bian Hua Xin at a total consideration of HK\$30,000,000. The proceeds is used for investment into other businesses with higher profitability and for the Group's general working capital.

### FINANCIAL REVIEW

#### Gross profit margin

For the year ended 31 March 2008, the overall gross profit margin of the Group was 23%, representing a decrease of 10% as compared with 33% of gross profit margin in the corresponding period last year, the gross profit also declined by 17.4%. The decrease of gross profit margin and gross profit was mainly attributable to the following reasons:

- (1) the change in income structure of the Group, namely the business of piped gas fuel with higher in gross profit margin accounted for the turnover of the year has decreased substantially to 68.7%, as compared to 91.9% of the corresponding period last year, meanwhile the income from LPG sales with lower in gross profit margin accounted for the turnover of the year has increased to 31.3%, as compared to 6.3% of the corresponding period last year. The gross profit margin was diluted accordingly.

### 年內出售業務 (續)

#### 出售天安經貿項目 100% 股本權益

2007年12月，本集團出售全資附屬公司合肥天安經貿有限公司（簡稱「天安經貿」）100%之股本權益，由於天安經貿並無實際經營業務，因此該出售事項並不重大影響本集團的經營收益及現金流。

#### 出售延邊華新項目 50% 股本權益

由於延邊州華新石油開發有限公司（簡稱「延邊華新」）仍未正式運營，尚不能為本集團帶來收益，2008年1月，本集團以總代價港幣30,000,000元出售本集團所持有的延邊華新50%之股本權益，所得款項用作投資於盈利能力更高的其他業務以及用作本集團的一般營運資金。

### 財務回顧

#### 毛利率

截至2008年3月31日止年度，本集團的整體毛利率為23%，較去年同期的33%下降10%，毛利也下降了17.4%。毛利率及毛利下降的主要原因是由於：

- (1) 集團收入結構的改變，即毛利率較高的供應管道燃氣業務佔營業額的百分比從去年同期的91.9%降低到本年度的68.7%，而毛利率相對較低的LPG銷售收入佔營業額的百分比則從去年同期的6.3%增加到31.3%；導致毛利率被攤薄。

### FINANCIAL REVIEW (Continued)

#### Gross profit margin (Continued)

- (2) the purchase cost of gas fuel greatly raised this year when compared with the beginning of the year. The increase in cost not only limits the sale of gas fuel, but also affects the number of connection to new customers. It is estimated that this situation will be improved after Inshore of Indonesia LNG in 2009.

#### Liquidity and capital resources

As at 31 March 2008, the total assets of the Group was approximately HK\$1,365,454,000, and current liabilities, long term liabilities, shareholders' equity and minority interests were approximately HK\$389,888,000, HK\$258,581,000, HK\$650,896,000 and HK\$66,089,000 respectively.

As at 31 March 2008, the Group's cash and cash equivalents amounted to approximately HK\$170,318,000 (2007: approximately HK\$184,031,000) and the total borrowings amounted to approximately HK\$384,219,000 (2007: approximately HK\$643,374,000). The debt-to-capitalisation ratio, representing the ratio of total borrowings to equity (excluding minority interests), was 37.1% (2007: 56.1%).

### 財務回顧 (續)

#### 毛利率 (續)

- (2) 本年度燃氣採購成本較年初大幅攀升，成本的大幅增加既限制了燃氣的銷售，也影響了新用戶接駁數量，預計這狀況在2009年印尼LNG上岸後得到緩解。

#### 流動資金及資本來源

於2008年3月31日，本集團資產總值約港幣1,365,454,000元以及流動負債、長期負債、股東權益及少數股東權益分別約為港幣389,888,000元、港幣258,581,000元、港幣650,896,000元和港幣66,089,000元。

於2008年3月31日，本集團的現金及年現金等值項目約港幣170,318,000元（2007年：約港幣184,031,000元），而借貸總額約港幣384,219,000元（2007年：約港幣643,374,000元），負債與資本比率（即借貸總額與股本（不包括少數股東權益）比率為37.1%（2007年：56.1%）。

## FINANCIAL REVIEW (Continued)

### Liquidity and capital resources (Continued)

#### US\$20,000,000 2% Convertible notes due in 2008

On 7 September 2005, the Company issued US\$20,000,000 (equivalent to approximately HK\$156,000,000) 2% convertible notes due in 2008 to Equator View Capital (an independent third party which is indirectly owned as to 49% by Oasis Management Holdings LLC, an international investment fund). During the year ended 31 March 2008, the convertible notes with remaining principal amount of US\$5,000,000 (equivalent to approximately HK\$38,900,000) were converted into 126,706,488 ordinary shares of the Company. As of 31 March 2008, the convertible notes with full amount of US\$20,000,000 (equivalent to approximately HK\$156,000,000) were fully converted into 484,675,486 ordinary shares of the Company.

#### US\$40,000,000 2% Convertible notes due in 2009

On 30 May 2006, the Company entered into a subscription agreement (the "Subscription Agreement") with Indopark Holdings Limited, an indirect wholly-owned subsidiary of Merrill Lynch & Co., Inc., in respect of the issue of US\$40,000,000 (equivalent to approximately HK\$310,000,000) 2% convertible notes due in 2009. Pursuant to the terms of the Subscription Agreement, the convertible notes can be converted into shares at a conversion price of HK\$0.60 per share (subject to adjustment). Unless previously redeemed, converted or purchased and cancelled, the convertible notes shall be redeemed by the Company at 106% of their principal amount at the third anniversary of the issue date. The convertible notes carried interest from the issue date at the rate of 2% per annum of the principal amount. During the year ended 31 March 2008, convertible notes with an amount of US\$20,000,000 (equivalent to approximately HK\$155,000,000) have been converted into 258,333,332 ordinary shares of the Company. As of 31 March 2008, the convertible notes with an amount of US\$20,000,000 (equivalent to approximately HK\$155,000,000) remained outstanding. The conversion price was reset in accordance to Reset Reference Price as stated in Subscription Agreement to HK\$0.50 in July 2008.

## 財務回顧 (續)

### 流動資金及資本來源 (續)

#### 20,000,000美元2%可換股票據 (於2008年到期)

於2005年9月7日，本公司向獨立第三方 Equator View Capital (Oasis Management Holdings LLC，一家國際性投資基金，間接擁有其49%權益) 發行20,000,000美元 (相當於約港幣156,000,000元) 於2008年到期之2%可換股票據。於截至2008年3月31日止年度，餘下本金5,000,000美元 (相當於約港幣38,900,000元) 的可換股票據已轉換為本公司126,706,488股普通股股份。截至2008年3月31日，全數20,000,000美元 (相當於約港幣156,000,000元) 的可換股票據已悉數轉換為本公司484,675,486股普通股股份。

#### 40,000,000美元2%可換股票據 (於2009年到期)

於2006年5月30日，本公司與 Indopark Holdings Limited (美林集團公司之間接全資附屬公司) 就發行40,000,000美元 (相當於約港幣310,000,000元) 於2009年到期之2%可換股票據訂立認購協議 (「認購協議」)。根據認購協議之條款，可換股票據可按每股港幣0.60元之換股價 (可予調整) 轉換為股份，除非票據已被贖回、轉換或購買及註銷，否則本公司將於發行日起第三週年按可換股票據本金金額之106%贖回可換股票據。可換股票據於發行日起按票據本金金額2%之年息支付利息。於截至2008年3月31日止年度，20,000,000美元 (相當於約港幣155,000,000元) 的可換股票據已轉換為本公司258,333,332股普通股股份。截至2008年3月31日，剩餘20,000,000美元 (相當於約港幣155,000,000元) 的可轉換股票據仍未轉換。根據認購協議中的重訂參考價，換股價於2008年7月下調至港幣0.50元。

### FINANCIAL REVIEW (Continued)

#### Borrowing structure

As at 31 March 2008, the total borrowings of the Group was approximately HK\$384,219,000 (2007: approximately HK\$643,374,000), which included interest-bearing convertible notes with a fair value of approximately HK\$157,878,000, while the balance comprised domestic bank loans denominated in Renminbi of the project companies in the PRC. Other than the convertible notes with fixed interest, bank loans, which were applied to gas pipeline construction, general working capital and for operating expenses, carried interest at floating fixed rates or the interest rate announced by PBOC. Apart from the loans with an amount equivalent to approximately HK\$148,536,000 were pledged with certain assets with carrying amount of approximately HK\$92,883,000, other were unsecured. Short-term bank loans amounted to approximately HK\$147,629,000, while others were due after 1 year. For details of pledge of assets, please refer to note 43 to the consolidated financial statements.

#### Capital structure

The Group's long-term capital comprises shareholders' equity and debt, which includes the bank borrowings and convertible notes, that is confirmed by the sound debt-to-capitalisation ratio discussed in the section headed "Liquidity and capital resources" above.

#### Exposure to foreign exchange risk

All of the Group's operation are carried out in the PRC and substantially all of its income and expenses were denominated in RMB. During the year ended 31 March 2008, the continuous appreciation of RMB has been favourable to the Group as a whole. The Group will closely monitor the market interest rates and make appropriate adjustment when necessary.

### 財務回顧 (續)

#### 借貸結構

於2008年3月31日，本集團的借貸總額約為港幣384,219,000元（2007年：約港幣643,374,000元），其中包括公平值約港幣157,878,000元之付息可換股票據；其餘則為項目公司在中國國內當地銀行人民幣貸款。除可換股票據為定息外，銀行貸款以浮定息率或中國人民銀行公布息率計算，作為燃氣管道建設、日常流動資金及營運開支。除了相當於約港幣148,536,000元的貸款需要用賬面值相當於約港幣92,883,000元的資產作抵押外，其餘均為無抵押的貸款。短期銀行貸款相當於約港幣147,629,000元，其餘則為超過一年。而資產抵押詳情請參考綜合財務報表附註43。

#### 資本結構

本集團長期資本包括股東權益和負債（包括銀行貸款及可換股票據）從上文「流動資金及資本來源」一節所述之健康負債與資本比率獲得確認。

#### 外匯風險

本集團的所有業務均在中國，絕大部份收入與支出均以人民幣為主。截至2008年3月31日止年度，人民幣持續升值，整體上對本集團有益。本集團會對市場的匯率走勢緊密地進行監控，在有需要時作出適當調整。

### FINANCIAL REVIEW (Continued)

#### Capital commitments

As at 31 March 2008, the Group's capital commitment amounted to approximately HK\$332,783,000, mainly attributable to the major engineering works of the Fujian Province LNG terminals project. Please refer to note 42 to the consolidated financial statements for further details.

#### Contingent liabilities

As at 31 March 2008, the Group had no material contingent liabilities.

### EMPLOYEES

As at 31 March 2008, the Group had approximately 1,100 employees, most of them are stationed in the PRC. The remuneration policy and package of the Group's employees are reviewed and approved by the Board after consulting the Remuneration Committee. Apart from pension funds, individual employees may be granted discretionary bonus and share options as rewards for the outstanding performance. The Group may provide training for employees when necessary.

### PURCHASE, SALE AND REPURCHASE OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or repurchased any of the Company's listed securities during the year.

### 財務回顧(續)

#### 資本承擔

於2008年3月31日，本集團的資本承擔約港幣332,783,000元，主要為福建省LNG接收站項目的主要工程。詳情請參考綜合財務報表附註42。

#### 或然負債

於2008年3月31日，本集團並無重大或然負債。

#### 僱員

於2008年3月31日，本集團共有約1,100名僱員，其中大部份駐於中國大陸境內。本集團僱員薪酬政策及待遇皆由董事會經諮詢薪酬委員會後審議及批准。除退休金外，個別僱員可因工作表現出色而獲派發酌情花紅及購股權以作獎勵。如有需要，本集團會為僱員提供培訓。

### 購買、出售及購回本公司之上市證券

本年內，本公司及任何其附屬公司概無購買、出售及購回任何本公司上市證券。



### POST BALANCE SHEET DATE EVENT

#### Impairment loss in respect of earthquake

On 12 May 2008, a 8.0 magnitude of Richter Scale earthquake took place in Wenchuan County of Sichuan Province. The earthquake has caused members of the Group located in Chuanyu County and the adjacent areas suffered from various degree of damages, causing severe disruption to the supply of gas fuel business and there were casualties among the staff and families. Such companies include Mian Zhu City Hong Sen Natural Gas Co., Ltd., Mian Zhu City Long Teng Gas Installation Co., Ltd., Longxing (Yan Ting) Natural Gas Co., Ltd., Bei Chuan County Zhongmin Gas Co., Ltd., Mian Zhu City Han Wang Natural Gas Co., Ltd., Chongqing Zhongmin Gas Co., Ltd and Xi'an Zhongmin Gas Co., Ltd. Based on our assessment, the direct economic loss of such subsidiaries in the affected area amounted to approximately HK\$279,922,000, including damages/impairment of property, plant and equipment, inventories, available-for-sale investments, trade and other receivables as well as impairment of intangible assets such as prepaid lease payments and goodwill. The Group has accounted such losses as impairment loss in respect of earthquake for the year ended 31 March 2008. Please refer to note 44 to the consolidated financial statements for further details.

Due to heavy casualties of the local urban population, severe destruction of urban buildings and infrastructures, the operating results from the supply of piped gas fuel of our subsidiaries in the affected area will definitely drop in the short run. Given the Group's subsidiaries within the area used to have significant contributions to the operating results of the Group, accounting for approximately 23.3% of the Group turnover for the year ended 31 March 2008 and 53.9% of the results from the provision of piped gas fuel under the segment results of the Group, "5.12 Wenchuan Earthquake" will adversely influence the operating results of the Group in the short run.

### 結算日後事項

#### 地震帶來的減值虧損

2008年5月12日，四川省汶川縣發生黎克特制8.0級大地震。地震對本集團位於川渝縣地區及鄰近地區的綿竹市紅森天然氣有限責任公司、綿竹市龍騰燃氣安裝有限責任公司、鹽亭龍興燃氣有限責任公司、北川縣中民燃氣有限公司、綿竹市漢旺天然氣有限公司、重慶中民燃氣有限公司及西安中民燃氣有限公司造成了不同程度的損失，供應管道燃氣業務因此遭到重大中斷，員工及家屬出現傷亡。經評估，該等災區附屬公司直接經濟損失約港幣279,922,000元，損失主要包括地震所造成附屬公司的物業、廠房及設備、存貨、可供出售投資和貿易及其他應收款項的損失／減值，以及無形資產包括預付租金及商譽的減值，本集團已將該等損失於截至2008年3月31日止年度作為地震減值虧損處理。詳情請參考綜合財務報表附註44。

由於地震造成當地城市居民重大傷亡，城市房屋及基礎設施損毀嚴重，災區附屬公司供應管道燃氣業務在短期內會有所下降，而本集團之災區附屬公司對本集團的經營業績有較大貢獻，其佔截至2008年3月31日止年度集團營業額中的約23.3%以及集團分部業務中供應管道燃氣業績中的53.9%。因此，「5.12汶川大地震」短期內會對本集團之經營業績造成不利影響。

### PROSPECT

#### Provision of piped gas fuel

With the sustainable, stable and sound development of the economy of China, the accelerating industrialization and urbanization, as well as the introduction of multiple supply of gas promoted by gas transmission from West to East and coastal LNG projects, supports from the national energy policy, the operation of piped gas fuel supply is expected to undergo rapid development.

The gas fuel business of the Group is operating in densely populated areas where industry and commerce are flourishing, while great demand for piped gas fuel. The Indonesia LNG will be introduced to Fujian Province in early 2009. Compared with the high and rising oil and LPG in current prices, the Indonesia LNG is relatively cheap. This will definitely induce substantial change on the pattern of present energy consumption in Fujian Province, and the household, commercial and industrial customers who consumed LPG and oil in the past will shift to use LNG, bringing an increase in the consumption volume from LNG customers as well. It is expected that our number of customers connected with piped gas fuel and our sales volume in Fujian area will increase substantially, thus creating sufficient returns and cash flow for the Group.

On 8 June 2008, the PRC government issued "Regulation on Restoration and Reconstruction of Wenchuan after Earthquake". Pursuant to the regulation, the state will offer financial supports and tax allowance for the reconstruction of the earthquake area, and the restoration and reconstruction of basic needs and public services has the high priority in the suffered area. Benefiting from the reconstruction policies announced by the state and following the works on re-building, removal and new building for the disaster cities, there is enormous room for growth to the subsidiaries of the Group located in the disaster areas during the process of the construction of new cities and towns. Future development of piped gas fuel supply of our subsidiaries in the area are still promising.

### 前景展望

#### 供應管道燃氣

隨著中國經濟的持續、穩定及健康發展，工業化和城市化進程加速，加上西氣東輸、沿海LNG工程等多氣源供應格局的形成，國家能源政策的支持，供應管道燃氣業務將快速發展。

本集團燃氣業務所覆蓋的地區人口稠密，工業發達，工業化、城市化發展對管道燃氣的消費需求殷切。福建省將於2009年初從印尼進口LNG，相對於目前高漲的石油價格和LPG價格，從印尼進口之LNG價格相對低廉，必將極大的改變福建省目前的能源消費結構，之前以使用LPG及石油為燃料的居民及工商業用戶將轉向於使用LNG，將增加LNG用戶的使用數量，預計本集團福建省地區管道燃氣接駁用戶數量和銷售量將顯著增長，從而將為本集團帶來充足的盈利及現金流。

2008年6月8日，中國政府發布《汶川地震災後恢復重建條例》。根據該條例，國家將對地震災區災後重建給予財政支持和稅收優惠，並將優先恢復重建受災居民基本生活和公共服務設施。受惠於國家災後重建政策，並隨著受災城鎮的重建及遷址新建工作的展開，本集團災區附屬公司在未來城鎮建設過程中將具有較大的發展空間，供應管道燃氣業務之未來發展前景依然良好。

### PROSPECT (Continued)

#### LPG business

Natural gas resources is deficient in southwest areas in China such as Yunnan Province, Guizhou Province, southwest of Hunan Province, thus such areas rely principally on the import of LPG from other provinces. The supply in consumer market is relatively limit and the prices are relatively high. The lack of natural gas resources in the southwest China continuous for a certain period of time. For areas where natural gas is unavailable, LPG will be a prime choice for the local citizens. Thus, there is a favorable market prospect.

#### Lottery business

According to statistics, sales revenues of lottery of the state in 2007 in the PRC reached RMB101.6 billion, an increase of 24.2% over last year. Total sales of welfare lottery reached RMB63.2 billion, accounting for 62.2% of the total sales of lottery of the state, representing an increase of RMB13.6 billion over corresponding period of last year, an increase by 27.4%. In March 2008, China Legal Affairs Office of the State Council promulgated "Regulation on Management of Lottery (Draft for comment)", asking for suggestions from different social sectors, being a step forward for the construction of legal system for lottery industry. With the sustainable growth of China economy, the per capita income and consumption power of the domestic citizens will be driven up in general. It is forecasted that the lottery market in China will have sustainable, fast and sound development. The lottery business of the Group, on its approval and launching, will surely bring remarkable returns and abundant cash flow for the Group.

### 前景展望 (續)

#### LPG業務

在中國雲南省、貴州省、湖南省西南部等西南地區，天然氣資源相對匱乏，能源主要依賴外省LPG的輸入，消費市場相對封閉，價格相對較高。中國西南地區天然氣資源相對匱乏的情況在一定時期內將長期存在，在天然氣無法到達的城鄉地區，LPG將成為當地居民之首選能源，市場前景廣闊。

#### 彩票業務

據統計，2007年中國全國彩票銷售總量達人民幣1,016億元，較上年增長24.2%，其中福利彩票總銷量達人民幣632億元，佔全國彩票銷售總量的62.2%，較上年同期增長人民幣136億元，增幅為27.4%。2008年3月，中國國務院法制辦公佈《彩票管理條例（徵求意見稿）》，向社會各界徵求意見。彩票行業的法制化建設更進一步。中國經濟的持續增長將帶動國民人均收入及消費能力全面上升，預計中國彩票市場未來將持續、快速及健康發展。本集團的彩票業務獲審批並開展後，將會為本集團帶來豐厚的回報及充足的現金流。

### PROSPECT (Continued)

Look forward to the future, the Group will continue to develop the piped gas fuel business, on the one hand, actively expand the gas fuel markets where the Group operates its business, put more effort in the construction of urban pipeline network, and steadily increase the number of customers connected with piped gas fuel and the sales volume; on the other hand, continuously expand new and quality gas fuel project. At the same time, we will keep on investing in our LPG business and expanding the scale of our LPG business. The Group will actively explore business which could generate much profits and cash returns, with the aim to establish an integrated holding enterprise and acquiring much values and returns for all shareholders.

**Mr. Jin Song**

*Managing Director and Executive Director*

Beijing, 25 July 2008

### 前景展望 (續)

展望未來，本集團將繼續發展管道燃氣業務，一方面積極開拓集團業務覆蓋地區的燃氣市場，加大城市管網建設，穩步增加管道燃氣接駁用戶數量及銷售量，另一方面將繼續擴大新的優質燃氣項目；同時，不斷加大對LPG業務的投入，擴大LPG業務規模。本集團將積極努力拓展收益及現金回報豐厚之業務，將本集團發展成為控股型的綜合性企業，為全體股東創造更大的價值和回報。

**靳松先生**

*董事總經理兼執行董事*

北京，2008年7月25日

## Biography of Directors 董事之履歷

### EXECUTIVE DIRECTORS

**Mr. Xu Ruixin**, aged 67, is the honourable chairman of our board of directors (“Board”) and an executive director, he joined our Company since 11 April 2005. Mr. Xu is currently the chairman of the China Association of Social Workers. Mr. Xu was a vice minister and committee member of the Ministry of Civil Affairs of China. Mr. Xu is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company’s bye-laws. Mr. Xu has no interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

**Dr. Mo Shikang**, aged 50, is the chairman of our Board and an executive director, Dr. Mo joined our Company since 30 April 2004. Dr. Mo is currently a member of our Remuneration Committee and the chairman of the Board of Beijing Zhongmin Gas Co., Ltd. (「北京中民燃氣有限公司」), a wholly-owned subsidiary of our Company. Dr. Mo hold a Bachelor degree in Sciences from Tianjin Education University, a Master degree in Economics from Tianjin University of Finance & Economics and a Doctor degree in Economic from Nankai University in China. Dr. Mo has substantial experiences in the development and management of natural gas projects in China. Dr. Mo is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company’s bye-laws. Dr. Mo has interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed “Directors’ Interest in Shares, Underlying Shares or Debentures” under Directors’ Report in this annual report.

### 執行董事

徐瑞新先生，現年67歲，為我們董事會（「董事會」）榮譽主席兼執行董事，彼於2005年4月11日加盟我們公司。徐先生現為中國社會工作者協會會長。徐先生曾任中國民政部副部長及其黨組成員。徐先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。按證券及期貨條例第XV部所界定，徐先生並無於我們公司股份及／或相關股份中擁有權益。

莫世康博士，現年50歲，為我們公司董事會主席兼執行董事，莫博士於2004年4月30日加盟我們公司。莫博士現亦為我們公司薪酬委員會成員及全資附屬公司北京中民燃氣有限公司董事長。莫博士持有中國天津師範大學頒發之理學學士學位、天津財經大學頒發之經濟學碩士學位及南開大學頒發之經濟學博士學位。莫博士於中國發展及管理天然氣項目方面擁有豐富經驗。莫博士並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。按證券及期貨條例第XV部所界定，莫博士於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節內披露。

## EXECUTIVE DIRECTORS (Continued)

**Mr. Zhang Hesheng**, aged 54, is a deputy chairman of our Board and an executive director, he joined our Company since 21 March 2005. Mr. Zhang is currently the chairman of our Remuneration Committee and a director of Fujian Province An Ran Gas Investment Co., Ltd. (「福建省安然燃氣投資有限公司」), a wholly-owned subsidiary of our Group. Mr. Zhang holds a MBA degree from the Latrobe University in Australia. In late 1980s, Mr. Zhang joined the initial financial securities industry in China, he has been engaged in provision of securities company businesses relating to securities and financial investment; securities brokerages; investment banking; financial research and analysis for Wanguo Holdings Limited, Guotai Securities Company Limited and Guotai Junan Securities Company Limited and acted as senior operation officer. Mr. Zhang has extensive experiences in financial and capital markets. Mr. Zhang is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Mr. Zhang has interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed "Directors' Interest in Shares, Underlying Shares or Debentures" under Directors' Report in this annual report.

## 執行董事(續)

張和生先生，現年54歲，為我們公司董事會副主席兼執行董事，彼於2005年3月21日加盟我們公司。張先生現亦為我們公司薪酬委員會主席和本集團全資附屬公司福建省安然燃氣投資有限公司董事長。張先生持有澳洲拉托貝大學頒發之工商管理碩士學位。彼於80年代後期投身中國初創金融證券業，先後在萬國證券公司、國泰證券有限公司、國泰君安證券有限公司等從事證券金融投資、證券經紀、投資銀行及財務分析研究等證券公司業務，並擔任高級經營管理職務。張先生於金融及資本市場擁有豐富經驗。張先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任和重選。按證券及期貨條例第XV部所界定，張先生於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節內披露。

### EXECUTIVE DIRECTORS (Continued)

**Mr. Zhu Peifeng**, aged 51, is a deputy chairman of our Board and an executive director, he joined our Company since 21 March 2005. Mr. Zhu holds a Bachelor degree in Sciences from Shanghai Maritime University and a Master degree in Economic from Shanghai Tongji University in China. Mr. Zhu joined the financial securities industry in 1992 with over 10 years experiences in relevant industries, during which he worked for Bank of Communication and Guotai's group and acted as a branch general manager of Shenzhen Guotai Securities Company Limited; as a general manager (under the head offices of International Business and Institutional Customer Services) of Guotai Junan Securities Company Limited; as an executive director of Guotai Junan Financial Holdings Company Limited; as a director of Guotai Junan Securities (Hong Kong) Company Limited and Guotai Junan Assets Management (Asia) Limited and as the chairman of Harvest China Equities Investment Company Limited. He has extensive practical experiences in the capital markets of China and Hong Kong. Mr. Zhu is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Mr. Zhu has interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed "Directors' Interest in Shares, Underlying Shares or Debentures" under Directors' Report in this annual report.

### 執行董事 (續)

朱培風先生，現年51歲，為我們公司董事會副主席兼執行董事，彼於2005年3月21日加盟我們公司。朱先生持有中國上海海事大學頒發之理學學士學位和上海同濟大學頒發之經濟學碩士學位。朱先生於1992年加入金融證券界，於相關行業有逾十年經驗，於該期間，彼曾任職交通銀行和國泰集團，並於國泰證券有限公司擔任深圳分公司總經理、國泰君安證券股份有限公司國際業務總部及企業客戶服務總部擔任總經理、國泰君安金融控股有限公司擔任執行董事、國泰君安證券(香港)有限公司及國泰君安資產管理(亞洲)有限公司擔任董事和於Harvest China Equities Investment Company Limited擔任主席。彼於中國及香港資本市場擁有豐富實際工作經驗。朱先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。按證券及期貨條例第XV部所界定，朱先生於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節內披露。



## EXECUTIVE DIRECTORS (Continued)

**Mr. Jin Song**, aged 37, is our managing director and an executive director, he joined our Company since 11 April 2005. Mr. Jin is currently a director and president of Beijing Zhongmin Gas Co., Ltd. (「北京中民燃氣有限公司」), a wholly-owned subsidiary of our Company, he is responsible for the investment, merger and acquisition businesses. Mr. Jin holds a MBA degree from Oklahoma City University in United States. Mr. Jin has substantial experiences in investment banking as well as merger and acquisition of gas enterprises in China. He was engaged in marketing and project management by Shenzhen Huawei Technologies Co., Ltd., and worked for years in investment banking business with Guangzhou Security Company Limited and Huatai Securities Co., Ltd. Mr. Jin is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Mr. Jin has interest in the shares and/or underlying shares of our company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed "Directors' Interest in Shares, Underlying Shares or Debentures" under Directors' Report in this annual report.

## 執行董事(續)

靳松先生，現年37歲，為我們公司董事總經理兼執行董事，彼於2005年4月11日加盟我們公司。靳先生現亦為我們全資附屬公司北京中民燃氣有限公司董事兼總裁，彼負責投資、合併及收購業務。靳先生持有美國奧克拉荷馬市大學頒發之工商管理碩士學位。彼於中國投資銀行業務及燃氣企業併購方面擁有豐富經驗。彼曾於深圳華為技術有限公司從事市場計劃及項目管理工作；於廣州證券有限公司及華泰證券有限公司從事投資銀行業務多年。靳先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。按證券及期貨條例第XV部所界定，靳先生於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節內披露。

### EXECUTIVE DIRECTORS (Continued)

**Mr. Wong Ching**, aged 43, is our executive director, he joined our Company since 23 December 2006. Mr. Wong was graduated from Department of Automation under Tsinghua University in China. He was deputy chief executive officer of Beijing Zhong Zheng Hai Financial Consultancy Company Limited (北京中政海投資顧問有限公司) and chief executive officer of Beijing Xin You Shi Tong Financial Consultancy Company Limited (北京信郵世通投資顧問有限公司). Mr. Wong has arranged Rui Zhong Risk Investment Seminar (瑞中風險投資研討會) with foreign big financial institutions, including UBS Warburg and venture capital funds corporation. Mr. Wong was engaged by Dreamer d3y Group (夢想家d3y集團), he has experiences in network industry and has introduced venture capital funds management. Mr. Wong was United State Fantasy Entertainment Group Company's executive director and chief executive officer and also acted as Shanghai, Guangzhou, Chengdu and Wuhan United State Fantasy Park's (美國夢幻樂園) executive director and chief executive officer. He was responsible for the investment and management of the large chain theme park in China which was funded by United State's companies. He has participated in the setting up various enterprises and has extensive experiences in business operation and management, trading, financing and related markets and acted as the PRC consultant for many foreign investment institutions. Mr. Wong is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Mr. Wong has interest in the shares and/or underlying shares of our company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed "Directors' Interest in Shares, Underlying Shares or Debentures" under Directors' Report in this annual report.

### 執行董事 (續)

王政先生，現年43歲，為我們公司執行董事，彼於2006年12月23日加盟我們公司。王先生於中國清華大學自動化系畢業。彼曾出任北京中政海投資顧問有限公司副總裁及北京信郵世通投資顧問有限公司總裁。王先生曾與國外大型金融機構，包括瑞銀華寶及風險基金一起創辦「瑞中風險投資研討會」。王先生亦曾加盟夢想家d3y集團，有從事網絡行業的經驗及引入風險基金管理。王先生曾任美國夢幻娛樂集團公司執行董事、總裁，並兼任美國夢幻樂園於上海、廣州、成都和武漢公司執行董事及總裁，負責美資在中國的投資及管理，其主要是大型連鎖主題樂園。彼曾參與多項企業創辦，於業務營運和管理、貿易、融資及相關市場方面擁有豐富經驗，亦曾於多間外資機構任職中國投資顧問。王先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。按證券及期貨條例第XV部所界定，王先生於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節內披露。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Liu Junmin**, aged 58, is our independent non-executive director, Dr. Liu joined our Company since 11 April 2005. Dr. Liu is currently a member of our Audit Committee and Remuneration Committee. Dr. Liu holds a Bachelor degree, a Master degree and a PhD degree in Economics from Nankai University in China, in which Mr. Liu is a professor of the School of Economics and an officer of the Virtual Economics & Management Research Center. Dr. Liu is also the president of Tianjin branch of China Foreign Economics Research Association (中華外國經濟學研究會); a member of Tianjin Academic Degree Committee and an independent director of Tianjin Faw Xiali Automobile Co. (stock code: 000927), a company listed on the Shenzhen Stock Exchange. Dr. Liu has awarded "Sun Yefang Economics Prize (「孫冶芳經濟學獎」)". Dr. Liu has entered into a service contract with our Company for three years but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Dr. Liu has interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed "Directors' Interest in Shares, Underlying Shares or Debentures" under Directors' Report in this annual report.

**Mr. Tan Qinglian**, aged 70, is our independent non-executive director, he joined our Company since 11 April 2005. He is currently a member of our Audit Committee and Remuneration Committee. He is the member of the 10th National Committee of the Chinese People's Political Consultative Conference and President of China Civil Engineering Society. He was the vice minister of the Ministry of Construction of China. Mr. Tan has entered into a service contract with our Company for three years but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Mr. Tan has no interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the SFO.

## 獨立非執行董事

**劉駿民博士**，現年58歲，為我們公司獨立非執行董事，劉博士於2005年4月11日加盟我們公司。劉博士現亦為我們公司審核委員會及薪酬委員會成員。劉博士持有中國南開大學頒發之經濟學學士、碩士及博士學位。彼現任南開大學經濟學院教授及虛擬經濟與管理研究中心主任。劉博士現亦為中華外國經濟學研究會天津分會理事長、天津市學位委員會委員和深圳證券交易所上市公司天津一汽夏利汽車股份有限公司(股份代號:000927)獨立董事。彼曾獲頒「孫冶芳經濟學獎」。劉博士與我們公司訂立為期三年之服務合約，惟須根據我們公司細則輪席退任和重選。按證券及期貨條例第XV部所界定，劉博士於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節披露。

**譚慶璉先生**，現年70歲，為我們公司獨立非執行董事，彼於2005年4月11日加盟我們公司。彼現亦為我們公司審核委員會及薪酬委員會成員。彼為第十屆全國政協委員及中國土木工程學會理事長，曾任中國建設部副部長。譚先生與我們公司訂立為期三年之服務合約，惟須根據我們公司細則輪席退任和重選。按證券及期貨條例第XV部所界定，譚先生並無於我們公司或其相聯法團之股份及／或相關股份中擁有權益。

### INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

**Mr. Sin Ka Man**, aged 41, is our independent non-executive director. Mr. Sin joined our Company since 23 December 2006 and he is also the chairman and a member of our Audit Committee and Remuneration Committee, respectively. Mr. Sin has over 17 years of professional experience in auditing, accounting and financial management for both private and listed corporations. Mr. Sin is an associate member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a certified practicing accountant of the CPA in Australia. Mr. Sin is currently an vice-president of China Agri-Products Exchange Limited (stock code: 00149), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, he is responsible for the accounting and financial management. Mr. Sin holds a Bachelor degree in Social Sciences from the University of Hong Kong, a Master degree in Finance from the University of Strathclyde in the United Kingdom and a Master degree in accounting from Curtin University of Technology in Australia. Mr. Sin is an independent non-executive director of LeRoi Holdings Limited (stock code: 00221) and Xtep International Holdings Limited (stock code: 01368) (both companies are listed on the Main Board of the Stock Exchange of Hong Kong Limited) and Sino Haijing Holdings Limited (stock code: 08065) (a company listed on Growth Enterprise Market), was an independent non-executive director of China Leason Investment Group Company Limited (stock code: 08270) (company listed on Growth Enterprise Market). Mr. Sin has entered into a service contract with our Company for three years but is subject to retirement by rotation and re-election in accordance with the provision of our Company's bye-laws. Mr. Sin has interest in the shares and/or underlying shares of our Company or its associated corporations within the meaning of Part XV of the SFO, details of which is disclosed in the section headed "Directors' Interest in Shares, Underlying Shares or Debentures" under Directors' Report in this annual report.

### 獨立非執行董事 (續)

**冼家敏先生**，現年41歲，為我們公司獨立非執行董事，冼先生於2006年12月23日加盟我們公司，彼分別為審核委員會主席及薪酬委員會成員。冼先生在私人及上市公司核數、會計及財務管理方面累積逾17年之專業經驗。冼先生為香港會計師公會會員、特許公認會計師公會資深會員及澳洲註冊執業會計師。冼先生現時為香港聯合交易所有限公司主板上市公司中國農產品交易有限公司(股票代號:00149)之副總裁，專責該公司之會計及財務管理。冼先生持有香港大學社會科學學士學位、英國斯特拉斯克萊德大學金融學碩士學位及澳洲科廷科技大學會計學碩士學位。冼先生現為利來控股有限公司(股票代號:00221)和特步國際控股有限公司(股票代號:01368)(兩家均於香港聯合交易所有限公司主板上市)及中國海景控股有限公司(股票代號:08065)(彼為創業板上市公司)之獨立非執行董事，並曾擔任中國聯盛投資集團有限公司(股票代號:08270)(彼為創業板上市公司)之獨立非執行董事。冼先生與我們公司訂立為期三年之服務合約，惟須根據我們公司細則輪席退任和重選。按證券及期貨條例第XV部所界定，冼先生於我們公司或其相聯法團之股份及／或相關股份中擁有權益，詳細資料已於本年報董事會報告「董事於股份、相關股份及債券中之權益」之一節內披露。

The directors of the Company (the "Directors") are pleased to present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (together the "Group") for the year ended 31 March 2008.

## PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company acts as an investment holding company. The Group is principally engaged in the provision of gas fuel and gas pipeline connection, transportation and distribution of LPG and retail of bottled liquefied petroleum gas ("LPG") and supply of video lottery operating system and bottled equipment in the PRC. The principal activities of its subsidiaries as at 31 March 2008 are set out in note 47 to the consolidated financial statements of this annual report.

## CHANGE OF COMPANY'S NAME

In order to reflect the current and future development of the scope and base of operations, on 27 September 2007, the shareholders of the Company at the annual general meeting approved the change of the Company's name to "Chinese People Holdings Company Limited" and the adoption of "中民控股有限公司" as the Chinese name of the Company. The new name and new Chinese name of the Company, *for identification purpose only*, are effective commencing from 12 October 2007 and 15 November 2007 respectively.

## RESULTS AND DIVIDEND

The results of the Group for the year are set out in the consolidated income statement of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2008 (2007: Nil).

本公司董事(「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至2008年3月31日止年度之年報及經審核綜合財務報表。

## 主要業務及附屬公司

本公司為一間投資控股公司。本集團主要在中國從事供應燃氣及接駁燃氣管道、液化石油氣(「LPG」)運輸和分銷及瓶裝零售及視頻彩票系統及設備供應業務。其附屬公司於2008年3月31日之主要業務載於本年報綜合財務報表附註47。

## 更改本公司名稱

為配合現在及未來業務範疇及營運基礎的發展，本公司股東於2007年9月27日在股東週年大會上批准將本公司名稱更改為「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。本公司新名稱及中文名稱(僅供識別)分別自2007年10月12日及2007年11月15日起生效。

## 業績及股息

本集團之年度業績載於本年報綜合收益表。

董事不建議派發截至2008年3月31日止年度之末期股息(2007年:無)。

## PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movement in property, plant and equipment and investment properties of the Group during the year are set out in notes 17 and 18 to the consolidated financial statements of this annual report respectively.

## SHARE CAPITAL

Details of the movement in the share capital of the Company during the year ended 31 March 2008 are set out in note 34 to the consolidated financial statements of this annual report.

## RESERVES

Details of the movement in the reserves of the Group and the Company during the year are set out in page 79 and note 46 to the consolidated financial statements of this annual report respectively.

## DISTRIBUTABLE RESERVES

As at 31 March 2008, the Company did not have any distributable reserves.

## 物業、廠房及設備及投資物業

本集團之物業、廠房及設備及投資物業於本年度之變動詳情分別載於本年報綜合財務報表附註17和18。

## 股本

本公司股本於截至2008年3月31日止年度之變動詳情載於本年報綜合財務報表附註34。

## 儲備

本集團及本公司於本年度之儲備變動詳情分別載於本年報第79頁及綜合財務報表附註46。

## 可供分派儲備

於2008年3月31日，本公司概無可供分派儲備。

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2008, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 6.4% and 19.5% of the Group's total turnover for the year.

During the year ended 31 March 2008, the aggregate purchase attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 20% and 56% of the Group's total purchase for the year.

None of the Directors, their respective associates or, so far as the Directors are aware, any shareholder who owns more than 5% of the issued share capital of the Company has any interest in any of the said top five customers and suppliers of the Group for the year.

## DIRECTORS

The Directors who held office during the year and up to the date of this report were:

### Executive Directors:

Mr. Xu Ruixin (*Honourable Chairman*)

Mr. Liu Jing (*Chairman*)

(resigned on 31 December 2007)

Dr. Mo Shikang (*Chairman*)

Mr. Zhang Hesheng (*Deputy Chairman*)

Mr. Zhu Peifeng (*Deputy Chairman*)

Mr. Jin Song (*Managing Director*)

Mr. Wong Ching

### Independent non-executive Directors:

Dr. Liu Junmin

Mr. Tan Qinglian

Mr. Sin Ka Man

## 主要客戶及供應商

截至2008年3月31日止年度，本集團最大客戶及五大客戶之銷售總額佔本集團於本年度之營業總額6.4%及19.5%。

截至2008年3月31日止年度，本集團最大供應商及五大供應商之採購總額佔本集團於本年度之採購總額20%及56%。

概無董事、彼等有關之聯繫人士，或就董事所知，概無任何擁有本公司已發行股本超過5%之股東於本年度擁有任何上述本集團五大客戶及供應商之任何權益。

## 董事

於本年度內及截至本報告日期之在任董事如下：

### 執行董事：

徐瑞新先生（榮譽主席）

劉京先生（主席）

（於2007年12月31日辭任）

莫世康博士（主席）

張和生先生（副主席）

朱培風先生（副主席）

靳松先生（董事總經理）

王政先生

### 獨立非執行董事：

劉駿民博士

譚慶璉先生

冼家敏先生



### BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the Director are set out on page 26 to page 32 of this annual report.

### DIRECTORS' SERVICE CONTRACT AND ROTATION

Each of the independent non-executive Directors has entered into a service contract with the Company for a term of 3 years but subject to retirement by rotation and re-election in accordance with the Company's Bye-laws.

In accordance with Bye-Laws 99 of the Company, Mr. Zhang Hesheng, Mr. Zhu Peifeng, Dr. Liu Junmin and Mr. Tan Qinglian will retire by rotation at the forthcoming annual general meeting but, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Company will enter into a 3 years service contract with Dr. Liu Junmin and Mr. Tan Qinglian, both independent non-executive Directors, following their re-election in the forthcoming annual general meeting, respectively, but subject to retirement by rotation and re-election in accordance with the Company's Bye-laws.

Other than disclosed above, none of the Directors has entered or has proposed to enter into any service contract with the Company or any of its subsidiaries which is not expiring or determinable by the employing company within one year without payment of compensation other than statutory compensation.

### 董事之履歷詳情

董事之履歷詳情載於本年報第26至32頁。

### 董事服務合約及輪席

各獨立非執行董事已與本公司訂立服務合約，為期三年，惟須根據本公司之公司細則規定輪席告退及重選。

根據本公司之公司細則第99條規定，張和生先生、朱培風先生、劉駿民博士及譚慶璉先生將於應屆股東週年大會上輪席告退，惟符合資格，彼等願意於應屆股東週年大會上膺選連任。

本公司待劉駿民博士及譚慶璉先生（彼等均為獨立非執行董事）於應屆股東週年大會重選連任後，將與彼等訂立三年期服務合約，惟須根據本公司之公司細則規定輪席告退及重選。

除上述所披露者外，概無董事已與本公司或其任何附屬公司訂立或擬訂立不可於一年內無須支付賠償（法定賠償除外）則期滿或終止之任何服務合約。

## RE-POSITION OF THE BOARD

Immediately following the resignation of Mr. Liu Jing as the Chairman and an executive Director of the Company on 31 December 2007, Dr. Mo Shikang, an executive Director and the managing Director of the Company, has been promoted as the Chairman of the Company to replace the resignation of Mr. Liu Jing on the same date. Simultaneously, on that date, Mr. Jin Song, an executive Director of the Company, has also been promoted as the managing Director of the Company.

## DIRECTORS' EMOLUMENT

Details of Directors' emoluments on a named basis are set out in note 10(a) to the consolidated financial statements of this annual report.

## ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive Directors of their independence pursuant to the rule 3.13 of the rules governing the listing of securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Board considered all independent non-executive Directors are independent.

## 董事會之職位調動

緊隨劉京先生於2007年12月31日辭任本公司主席及執行董事之職位，本公司執行董事兼董事總經理莫世康博士已於同日獲晉升為本公司主席，以接替劉京先生之辭任。同日，本公司執行董事靳松先生獲晉升為本公司董事總經理。

## 董事酬金

以記名方式之董事酬金詳情載於本年報綜合財務報表附註10(a)。

## 獨立非執行董事之年度確認

本公司已根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條收到各獨立非執行董事之書面獨立性確認書。董事會認為所有獨立非執行董事均為獨立人士。

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 March 2008, the interests of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

#### Long position in the shares of the Company

##### 本公司股份中之好倉

### 董事於股份、相關股份及 債券中之權益

於2008年3月31日，根據證券及期貨條例第352條本公司須予存置之登記冊所記錄，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」），有關董事於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）（「相聯法團」）之股份、相關股份及債券中之權益如下：

Name of Director	董事名稱	Number of shares			Number of underlying shares held under equity derivatives	Total	Percentage of aggregate interests to total number of shares in issue*
		Personal interests	Family interests	Corporate interests			
		個人權益	家族權益	公司權益	股本衍生工具項下持有之相關股份數目	總數	權益總額佔已發行股份總數百分比*
Dr. Mo Shikang	莫世康博士	-	-	1,000,798,538 <sup>1</sup>	1,410,000 <sup>2</sup>	1,002,208,538	24.55
Mr. Zhang Hesheng	張和生先生	3,710,000 <sup>3</sup>	-	-	10,000,000 <sup>2</sup>	13,710,000	0.34
Mr. Zhu Peifeng	朱培風先生	2,600,000 <sup>3</sup>	-	-	10,000,000 <sup>2</sup>	12,600,000	0.31
Mr. Jin Song	靳松先生	-	-	-	10,000,000 <sup>2</sup>	10,000,000	0.24
Mr. Wong Ching	王政先生	-	-	-	10,000,000 <sup>2</sup>	10,000,000	0.24
Dr. Liu Junmin	劉駿民博士	-	-	-	3,600,000 <sup>2</sup>	3,600,000	0.09
Mr. Sin Ka Man	冼家敏先生	-	-	-	3,600,000 <sup>2</sup>	3,600,000	0.09

## DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES (Continued)

### Long position in the shares of the Company (Continued)

Notes:

1. This represents interests held by Dr. Mo Shikang ("Dr. Mo") through Asian Allied Limited ("Asian Allied"), which holds 1,000,798,538 shares of the Company registered under the name of Super Win Development Limited ("Super Win"), its wholly-owned subsidiary. Dr. Mo has 42.75% interest in Asian Allied, he is therefore deemed to be interested in 1,000,798,538 shares of the Company.
  2. This represents interests in share option held by the relevant Directors as beneficial owner to subscribe for the relevant underlying shares granted by the Company under the 2006 Share Option Scheme, details of which is set out in the section headed "Share Option" under Directors' Report in this annual report.
  3. This represents interests held by the relevant Directors as beneficial owner.
- \* The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 March 2008 (i.e. 4,082,324,554 shares).

Save as disclosed above, as at 31 March 2008, none of the Directors had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## 董事於股份、相關股份及 債券中之權益 (續)

### 本公司股份中之好倉 (續)

附註:

1. 此代表由莫世康博士(「莫博士」)透過Asian Allied Limited(「Asian Allied」)持有之權益,並以其全資附屬公司Super Win Development Limited(「Super Win」)名義登記持有本公司1,000,798,538股股份。莫博士擁有Asian Allied 42.75%權益,彼因此被視為擁有本公司1,000,798,538股股份之權益。
  2. 此代表相關董事作為實益擁有人持有之購股權權益以認購本公司根據2006年購股權計劃授出之有關相關股份,詳情載於本年報董事會報告「購股權」一節。
  3. 此代表由相關董事作為實益擁有人持有之權益。
- \* 百分比已經根據本公司於2008年3月31日已發行股份總數(即4,082,324,554股股份)作出調整。

除以上披露者外,於2008年3月31日,根據證券及期貨條例第352條本公司須予存置之登記冊所記錄,或根據標準守則須知會本公司及聯交所,概無董事於本公司或其任何相關法團之股份、相關股份或債券中擁有任何權益或淡倉。

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance to which the Company or any of its subsidiaries or its holding companies was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

As at 31 March 2008, the number of outstanding option shares granted by the Company under the 1997 Share Option Scheme and the 2006 Share Option Scheme (defined under section headed "Share Option" below) for the Directors to subscribe the shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code is set out in the section headed "Share Option" under Directors' Report of this annual report.

Apart from the aforesaid, at no time during the year was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### 董事於重大合約之權益

本公司、其任何附屬公司或其控股公司概無訂立任何重大合約為本公司董事（不論直接或間接地）擁有重大權益，且於年終或本年度內任何時間仍然有效。

### 董事購買股份及債券之權利

於2008年3月31日，根據證券及期貨條例第352條本公司存置之登記冊內所記錄，或根據標準守則須知會本公司及聯交所，本公司根據1997年購股權計劃及2006年購股權計劃（定義見下文「購股權」一節內）已向董事授出可認購本公司股份之未行使購股權數目已載於本年報董事會報告「購股權」一節。

除上述者外，於本年度任何時間，本公司、其附屬公司、其同系附屬公司或其控股公司並無訂立任何安排，致使董事可藉購入本公司或任何其他法團之股份或債券而獲益。

**SUBSTANTIAL INTERESTS IN THE SHARE  
CAPITAL OF THE COMPANY**

**本公司股本中之主要權益**

As at 31 March 2008, the interests of those persons (other than the Directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

於2008年3月31日，根據證券及期貨條例第336條本公司所存置之登記冊，該等人士（除董事外）擁有本公司股份之權益如下：

<b>Name</b> 名稱	<b>Capacity in which shares were held</b> 持有股份之身份	<b>Number of shares</b> 股份數目	<b>Number of underlying shares held under equity derivatives</b> 股本衍生工具 項下持有之 相關股份數目	<b>Percentage of shares to total number of shares in issue*</b> 佔已發行股份 總數百分比*
Super Win <sup>1</sup>	Beneficial owner 實益擁有人	1,000,798,538(L)	–	24.52
Asian Allied <sup>1</sup>	Interest of controlled corporation 受控制公司權益	1,000,798,538(L)	–	24.52
Merrill Lynch & Co., Inc. <sup>2</sup>	Interest of controlled corporation 受控制公司權益	–	264,609,815(S)	6.48

(L) = long position好倉 (S) = short position淡倉

## SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY (Continued)

Notes:

1. This represents interests held by Dr. Mo through Asian Allied, which holds 1,000,798,538 shares of the Company registered under the name of Super Win, a wholly-owned subsidiary of Asian Allied. Dr. Mo has 42.75% interest in Asian Allied, he is therefore deemed to be interested in 1,000,798,538 shares of the Company.
  2. This represents interests held by Merrill Lynch & Co., Inc. ("Merrill Lynch") through Indopark Holdings Ltd., a wholly-owned subsidiary of Merrill Lynch, which holds 264,609,815 underlying shares of the Company. Merrill Lynch is therefore deemed to be interested in 264,609,815 underlying shares of the Company.
- \* The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 March 2008 (i.e. 4,082,324,554 shares).

Save as disclosed above, as at 31 March 2008, the Company had not been notified of any interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

## COMPETITION AND CONFLICTS

None of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

## 本公司股本中之主要權益 (續)

附註:

1. 此代表由莫博士透過Asian Allied持有之權益，並以其全資附屬公司Super Win名義登記持有本公司1,000,798,538股股份。莫博士擁有Asian Allied 42.75%權益，彼因此被視為擁有本公司1,000,798,538股股份之權益。
  2. 此代表由Merrill Lynch & Co., Inc. (「Merrill Lynch」) 透過其全資附屬公司Indopark Holdings Ltd.持有之權益，彼持有本公司264,609,815股相關股份。Merrill Lynch因此被視為擁有本公司264,609,815股股份之權益。
- \* 百分比已經根據本公司於2008年3月31日已發行股份總數(即4,082,324,554股股份)作出調整。

除上文所披露者外，於2008年3月31日，根據證券及期貨條例第336條須予置存之登記冊，本公司並無獲悉本公司股份及相關股份中之任何權益及淡倉記錄。

## 競爭與利益衝突

概無任何本公司董事或主要股東或任何彼等之聯繫人士參與任何與本集團業務構成競爭或可能構成競爭之業務，或與本集團有任何其他利益衝突。



## PUBLIC FLOAT

Based on the information that is publicly available to the Company as at the date of this annual report and within the knowledge of the Directors, there was sufficiency of public float of the Company's securities as required under the Listing Rules.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## SHARE OPTION

On 3 October 2006, the shareholders of the Company approved the termination (to the effect that no further options shall be offered) of the share option scheme adopted by the Company on 4 April 1997 (the "1997 Share Option Scheme") and the adoption of a new share option scheme (the "2006 Share Option Scheme"). On 27 September 2007, the shareholders of the Company approved the resolution for refreshment of 10% limit on the grant of options under the 2006 Share Option Scheme.

As at 31 March 2008 and up to the date of this annual report, 370,052,000 option shares were outstanding under the 2006 Share Option Scheme and all option shares granted under the 1997 Share Option Scheme were fully exercised.

## 公眾持股量

於本年報日期根據公開獲得之資料及據董事所知，本公司已按上市規則之規定維持足夠公眾持股量。

## 優先購買權

本公司之公司細則或百慕達法律並無有關優先購買權之規定，而令本公司必須首先按比例向現有股東發售新股份。

## 購股權

於2006年10月3日，本公司之股東批准終止（據此不可進一步授出購股權）本公司於1997年4月4日採納之購股權計劃（「1997年購股權計劃」）及採納一項新購股權計劃（「2006年購股權計劃」）。於2007年9月27日，本公司股東批准更新2006年購股權計劃授出購股權之10%限額之決議案。

於2008年3月31日及截至本年報日期，根據2006年購股權計劃授出之購股權尚有370,052,000份未行使，而根據1997年購股權計劃授出之購股權已悉數行使。

## SHARE OPTION (Continued)

The following is a summary of the principal terms of these two share option schemes (for the 1997 Share Option Scheme, only those terms applying to the outstanding option shares are set out).

### (a) 1997 Share Option Scheme

<b>Purpose</b>	Provides incentives and rewards to eligible participants who contribute to the success of the Group's operations.
<b>Participants</b>	Any full time employees (including executive Directors) of the Group.
<b>Exercise Price of Shares Options</b>	Determined by the Board and will be the higher of:  (a) a price being not less than 80% of the average of the closing price of the share of the Company on the Stock Exchange for the five trading days immediately preceding the offer date; and  (b) the nominal value of the share of the Company.

## 購股權 (續)

下文概述該兩項購股權計劃之主要條款(就1997年購股權計劃而言,僅載列適用於尚未行使購股權之條款)。

### (a) 1997年購股權計劃

<b>目的</b>	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。
<b>參與者</b>	本集團之全職僱員(包括執行董事)。
<b>購股權行使價格</b>	由董事會釐定(以下較高者為準):  (a) 將不少於本公司股份於緊接授出日前五個交易日於聯交所所報之平均收市價之80%之價格;及  (b) 本公司股份面值。

## SHARE OPTION (Continued)

### (a) 1997 Share Option Scheme (Continued)

**Period within which the securities must be taken up under the option**

Subject to the discretion by the Board and in any event such period of time whichever is the earlier:

(a) shall not exceed a period of 3 years commencing on the expiry of 6 months after the commencement date (i.e. the date on which the option is accepted) and expiring on the last day of such period; or

(b) 3 April 2007.

**Minimum period for which an option must be held before it can be exercised**

Subject to the discretion by the Board and the expiry of 6 months after the commencement date (i.e. the date on which the option is accepted).

**Amount payable on acceptance**

HK\$1.00 paid on acceptance of the offer.

**Period within which calls/loans must be made/repaid**

Not applicable.

**Remaining life of the scheme**

This scheme was terminated on 3 October 2006 by the shareholder of the Company and as at 31 March 2008 and up to the date of this annual report, all option share granted under this scheme were fully exercised.

## 購股權 (續)

### (a) 1997年購股權計劃 (續)

**根據購股權認購證券之期限**

由董事會酌情釐定，惟於任何情況下該期間（以下較早者為準）：

(a) 不可超過開始日期（即接受購股權之日期）後六個月屆滿之日起計三年期間及於該期間最後一日屆滿；或

(b) 2007年4月3日。

**行使購股權前須持有之最短期限**

由董事會酌情釐定，並由開始日期（即接受購股權之日期）後六個月屆滿之日。

**接納購股權時應付之金額**

接納購股權須支付金額港幣1.00元。

**徵收款項／償還貸款之期限**

不適用。

**計劃之剩餘年期**

此計劃由本公司股東於2006年10月3日終止，並於2008年3月31日及截至本年報日期，根據此計劃授出之購股權已悉數行使。

## SHARE OPTION (Continued)

### (b) 2006 Share Option Scheme

<b>Purpose</b>	Provide incentives to the eligible persons to contribute to the Group, to enable the Group to recruit and retain quality employees to serve the Group on a long-term basis and to attract human resources that are valuable to the Group.
<b>Participants</b>	Eligible person include any executive, employee, Director (including non-executive Director and independent non-executive Director), consultant, adviser and/or agent of the Company or any of its subsidiary at the time when an option is granted to such person.
<b>Price of Shares</b>	Determined by the Board and shall at least be the highest of:  (a) the nominal value of the share of the Company;  (b) the closing price of the share of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer, which must be a trading day; and  (c) the average closing price of the share of the Company as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer.

## 購股權 (續)

### (b) 2006年購股權計劃

<b>目的</b>	鼓勵合資格人士為本集團作出貢獻、幫助本集團招聘及挽留優秀僱員以長期服務本集團和吸引對本集團有價值之人力資源。
<b>參與者</b>	合資格人士包括當向該名人士授出購股權時其為本公司或其任何附屬公司之任何行政人員、僱員、董事（包括非執行董事及獨立非執行董事）、顧問、諮詢人及／或代理者。
<b>股份價格</b>	由董事會釐定，惟不得低於下列之較高者：  (a) 本公司股份之面值；  (b) 授出購股權之日（須為交易日）聯交所每日報價表所報本公司股份之收市價；及  (c) 緊隨授出購股權之日前五個營業日聯交所每日報價表所報本公司股份之平均收市價。

**SHARE OPTION (Continued)**

**(b) 2006 Share Option Scheme (Continued)**

**Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of this annual report** 296,007,405 shares, being approximately 7.25% of the issued share capital of the Company.

**Maximum entitlement of each participant** Not exceed 1% of the shares of the Company in issue in any 12-month period.

**Period within which the securities must be taken up under the option** Subject to the discretion by the Board, provided that such period:

(a) shall not commence until after the Minimum Moratorium Period (defined below); and

(b) shall not expire after the business day preceding the tenth anniversary of 5 October 2006.

**Minimum period for which an option must be held before it can be exercised** Subject to the discretion by the Board and must be held a period of six months from the date of acceptance of the offer (the "Minimum Moratorium Period").

**購股權 (續)**

**(b) 2006年購股權計劃 (續)**

**於本年報日期可供發行之股份總數及其佔已發行股本百分比** 296,007,405股股份，約佔本公司已發行股本之7.25%。

**每名參與者可獲發股份之上限** 於任何十二個月內不得超過本公司已發行股份之1%。

**根據購股權認購證券之期限** 由董事會酌情釐定，惟該期間：

(a) 在最短禁售期（定義見下面）完結後方可開始；及

(b) 不可於2006年10月5日第十週年前營業日屆滿。

**行使購股權前須持有之最短期限** 由董事會酌情釐定，並必須由接納購股權日起持有六個月（「最短禁售期」）。

## SHARE OPTION (Continued)

### (b) 2006 Share Option Scheme (Continued)

<b>Amount payable on acceptance</b>	No amount is payable on acceptance of an offer.
<b>Period within which calls/loans must be made/repaid</b>	Not applicable.
<b>Remaining life of the scheme</b>	The scheme will be valid and effective until 5 October 2016, after which no further options will be granted, but in all other respects the provisions of this scheme shall remain in full force and effect in respect of any option granted prior to the termination of this scheme and any such option shall continue to be exercisable in accordance with their terms of issue.

## 購股權 (續)

### (b) 2006年購股權計劃 (續)

<b>接納時應付之金額</b>	接納購股權毋須支付金額。
<b>徵收款項／償還貸款之期限</b>	不適用。
<b>計劃之剩餘年期</b>	此計劃直至2016年10月5日生效及有效，該日後將不會授出額外之購股權，惟就此計劃終止前已授出之任何購股權而言，此計劃所有其他條文將仍全面生效及有效，而該等購股權將可根據彼等授出之條款予以行使。

SHARE OPTION (Continued)

購股權 (續)

(a) 1997 Share Option Scheme

(a) 1997年購股權計劃

Movements of the option shares, which were granted under the 1997 Share Option Scheme, during the year ended 31 March 2008 are listed below in accordance with rule 17.07 of the Listing Rules:

根據上市規則第17.07條，於截至2008年3月31日止年度根據1997年購股權計劃授出之購股權之變動詳情如下：

Category 類別	As at 於 01.04.2007	During the year 年內			As at 於 31.03.2008	Exercise price 行使價 HK\$ 港元	Exercise period <sup>1</sup> 行使期 <sup>1</sup>
		Granted 授出	Exercised 行使	Lapsed/ cancelled 失效/註銷			
<b>Directors</b> 董事							
Mr. Liu Jing <sup>2</sup> 劉京先生 <sup>2</sup>	26,000,000 <sup>3</sup>	-	(26,000,000)	-	-	0.365	12.10.2005- 03.04.2007
Dr. Mo 莫博士	2,600,000 <sup>3</sup>	-	(2,600,000)	-	-	0.365	12.10.2005- 03.04.2007
Mr. Zhang Hesheng 張和生先生	2,600,000 <sup>3</sup>	-	(2,600,000)	-	-	0.365	12.10.2005- 03.04.2007
Mr. Jin Song 靳松先生	26,000,000 <sup>3</sup>	-	(26,000,000)	-	-	0.365	12.10.2005- 03.04.2007
<b>Continuous Contracts Employee</b> 持續合約制僱員	5,000,000 <sup>3</sup>	-	(5,000,000)	-	-	0.365	12.10.2005- 03.04.2007
	5,000,000 <sup>4</sup>	-	(5,000,000)	-	-	0.400	17.05.2006- 03.04.2007
<b>Total</b> 合計	<b>67,200,000</b>	<b>-</b>	<b>(67,200,000)</b>	<b>-</b>	<b>-</b>		



## SHARE OPTION (Continued)

### (a) 1997 Share Option Scheme (Continued)

Notes:

1. The vesting period for all the option granted is six months from the date of acceptance of the offer.
2. Mr. Liu Jing resigned as Director of the Company on 31 December 2007.
3. The option was granted on 13 April 2005.
4. The option was granted on 18 November 2005.

### (b) 2006 Share Option Scheme

Movements of the option shares, which were granted under the 2006 Share Option Scheme, during the year ended 31 March 2008 are listed below in accordance with rule 17.07 of the Listing Rules:

Category 類別	Date of grant 授出日期	As at 於 01.04.2007	During the year 年內			As at 於 31.03.2008	Exercise price <sup>1</sup> 行使價 <sup>1</sup> HK\$ 港元	Exercise period <sup>2</sup> 行使期 <sup>2</sup>
			Granted 授出	Exercised 行使	Lapsed/ cancelled* 失效/註銷*			
<b>Directors</b> 董事								
Mr. Liu Jing <sup>3</sup> 劉京先生 <sup>3</sup>	02.04.2007	-	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		
Dr. Mo 莫博士	02.04.2007	-	750,000	-	-	750,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	660,000	-	-	660,000	0.514	01.05.2008- 14.04.2011
						1,410,000		
Mr. Zhang Hesheng 張和生先生	02.04.2007	-	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		

## 購股權 (續)

### (a) 1997年購股權計劃 (續)

附註:

1. 所有授出購股權之歸屬期為由接納授出日期起計六個月。
2. 劉京先生於2007年12月31日辭任本公司董事一職。
3. 該購股權於2005年4月13日授出。
4. 該購股權於2005年11月18日授出。

### (b) 2006年購股權計劃

根據上市規則第17.07條，於截至2008年3月31日止年度根據2006年購股權計劃授出之購股權之變動詳情如下：

SHARE OPTION (Continued)

購股權 (續)

(b) 2006 Share Option Scheme (Continued)

2006年購股權計劃 (續)

Category 類別	Date of grant 授出日期	As at 於 01.04.2007	During the year 年內			As at 於 31.03.2008	Exercise price <sup>1</sup> 行使價 <sup>1</sup> HK\$ 港元	Exercise period <sup>2</sup> 行使期 <sup>2</sup>
			Granted 授出	Exercised 行使	Lapsed/ cancelled* 失效/註銷*			
Mr. Zhu Peifeng 朱培風先生	02.04.2007	-	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		
Mr. Jin Song 靳松先生	02.04.2007	-	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		
Mr. Wong Ching 王政先生	02.04.2007	-	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
						10,000,000		
Dr. Liu Junmin 劉駿民博士	02.04.2007	-	2,700,000	-	-	2,700,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	900,000	-	-	900,000	0.514	01.05.2008- 14.04.2011
						3,600,000		
Mr. Sin Ka Man 冼家敏先生	02.04.2007	-	2,700,000	-	-	2,700,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	900,000	-	-	900,000	0.514	01.05.2008- 14.04.2011
						3,600,000		
Subtotal 小計		-	58,610,000	-	-	58,610,000		

## SHARE OPTION (Continued)

### 購股權 (續)

#### (b) 2006 Share Option Scheme (Continued)

##### 2006年購股權計劃 (續)

Category 類別	Date of grant 授出日期	As at 於 01.04.2007	During the year 年內			As at 於 31.03.2008	Exercise price <sup>1</sup> 行使價 <sup>1</sup> HK\$ 港元	Exercise period <sup>2</sup> 行使期 <sup>2</sup>
			Granted 授出	Exercised 行使	Lapsed/ cancelled* 失效/註銷*			
<b>Continuous Contracts Employee</b> 持續合約制僱員	02.04.2007	-	97,270,000	-	(6,240,000)*	91,030,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	39,700,000	-	(1,120,000)*	38,580,000	0.514	01.05.2008- 14.04.2011
	02.11.2007	-	1,300,000	-	-	1,300,000	0.632	10.05.2008- 01.05.2011
	04.01.2008	-	20,000,000	-	-	20,000,000	0.382	17.07.2008- 03.07.2011
	Subtotal 小計	-	158,270,000	-	(7,360,000)	150,910,000		
<b>Consultants 顧問</b>	11.10.2006	56,000,000	-	(10,000,000)	-	46,000,000	0.385	11.04.2007- 10.04.2010
	02.04.2007	-	47,382,000	-	(3,000,000)*	44,382,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	13,750,000	-	-	13,750,000	0.514	01.05.2008- 14.04.2011
	Subtotal 小計	56,000,000	61,132,000	(10,000,000)	(3,000,000)	104,132,000		
<b>Agents 代理</b>	02.04.2007	-	27,760,000	-	(1,220,000)*	26,540,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	10,000,000	-	(240,000)*	9,760,000	0.514	01.05.2008- 14.04.2011
	Subtotal 小計	-	37,760,000	-	(1,460,000)	36,300,000		
<b>Advisors 諮詢人</b>	02.04.2007	-	16,090,000	-	(1,130,000)*	14,960,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	-	5,510,000	-	(370,000)*	5,140,000	0.514	01.05.2008- 14.04.2011
	Subtotal 小計	-	21,600,000	-	(1,500,000)	20,100,000		
	<b>Total 合計</b>	<b>56,000,000</b>	<b>337,372,000</b>	<b>(10,000,000)</b>	<b>(13,320,000)</b>	<b>370,052,000</b>		

## SHARE OPTION (Continued)

### (b) 2006 Share Option Scheme (Continued)

Notes:

1. 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.
2. The vesting period is six months from the date of acceptance of the offer.
3. Mr. Liu Jing resigned as Director on 31 December 2007.

The fair value Company's shares at the date of issue of share options during the year is HK\$0.53 on 2 April 2007; HK\$0.45 on 15 October 2007; HK\$0.57 on 2 November 2007 and HK\$0.38 on 4 January 2008 respectively.

The estimated fair value of share option granted on during the year estimated at the date of grant were calculated using the Black-Scholes Pricing Model and Binomial Lattice Model together with the assumptions used are set out in the note 35 to the consolidated financial statements of this annual report.

## PENSION SCHEMES

The pension schemes of the Company and its subsidiaries are primary in form of contributions to Hong Kong's Mandatory Provident Funds and the China statutory public welfare fund respectively.

## 購股權 (續)

### (b) 2006年購股權計劃 (續)

附註:

- (1) 購股權之行使價可根據供股或紅股發行或本公司股本之其他類似變動予以調整。
- (2) 歸屬期為由接納授出日期起計六個月。
- (3) 劉京先生於2007年12月31日辭任董事一職。

於年內發行購股權之日，本公司股份之公平值於2007年4月2日為港幣0.53元；於2007年10月15日為港幣0.45元；於2007年11月2日為港幣0.57元及於2008年1月4日為港幣0.38元。

年內所授出購股權於授出當日之估計公平值，乃按伯力克－舒爾斯定價模式及二項式格子模式計算，連同其假設值載於本年報綜合財務表附註35。

## 退休金計劃

本公司及其附屬公司之退休金計劃主要供款形式分別為香港強制性公積金計劃及中國法定公益金供款計劃。

## CONNECTED TRANSACTIONS

During the year, the Company did not have any connected transactions which were subject to the requirements of the Listing Rules.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 40 to consolidated financial statements of this annual report.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole and any substantial part of the business of the Company were entered into or existed during the year.

## CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board adopted the Model Code. All Directors have confirmed their compliance with the required standard set out in the Model Code during the year ended 31 March 2008.

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

Neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the Company's listed securities during the year ended 31 March 2008.

## 關連交易

於年內，本公司並無訂立任何須遵守上市規則之關連交易。

## 與有關連人士之交易

與有關連人士之交易詳情載於本年報綜合財務報表附註40。

## 管理合約

年內概無訂立或存在任何關於本公司業務全部或任何重要部分之管理及行政合約。

## 董事進行證券交易之守則

董事會採納標準守則。全部董事已確認截至2008年3月31日止年度遵守標準守則規定之準則。

## 購買、出售或贖回本公司之上市證券

截至2008年3月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## POST BALANCE SHEET EVENT

Details of significant events occurring after the balance sheet date as set out in note 44 to the consolidated financial statements of this annual report.

## AUDITORS

On 3 November 2006, Messrs. Deloitte Touche Tohmatsu (the "Deloitte"), who acted as auditors for the period from 1 April 2004 to 31 March 2006, resigned and SHINEWING (HK) CPA Limited (the "SHINEWING") was appointed as auditors of the Company on 6 November 2006 to fill the causal vacancy occasioned by the resignation of Deloitte and to hold office until the conclusion of the 2007 annual general meeting (the "2007 AGM") of the Company.

A shareholder of the Company, pursuant to section 89(3) of the Companies Act 1981 of Bermuda, has given the Company a notice of intention to nominate SHINEWING as the auditors of the Company in the 2007 AGM. Accordingly, an ordinary resolution in respect of the appointment of SHINEWING as the auditors of the Company was duly passed at the 2007 AGM accordingly.

SHINEWING will retire and, being eligible offer, offer themselves for re-appointment in forthcoming annual general meeting of the Company. A resolution for the re-appointment of SHINEWING as auditors of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Mr. Jin Song**

*Managing and Executive Director*

Beijing, 25 July 2008

## 結算日後事項

有關結算日後重大事項之詳情載於本年報綜合財務報表附註44。

## 核數師

於2006年11月3日，德勤·關黃陳方會計師行（「德勤」）（彼於2004年4月1日至2006年3月31日止期間擔任本公司核數師）辭任，而信永中和（香港）會計師事務所有限公司（「信永中和」）於2006年11月6日獲委任為本公司核數師以填補因德勤辭任之臨時空缺，任期直至2007年股東週年大會（「2007年股東週年大會」）完結。

根據百慕達1981年公司法第89(3)條，一名股東已向本公司發出意向通告以於2007年股東週年大會提名信永中和為本公司之核數師。據此，於2007年股東週年大會就委任信永中和為本公司核數師之一項普通決議案獲正式通過。

信永中和將於本公司應屆股東週年大會任滿告退，彼合資格及表示願意膺選連任。有關續聘信永中和為本公司核數師之決議案將於應屆股東週年大會上提呈。

承董事會命

**靳松先生**

*董事總經理兼執行董事*

北京，2008年7月25日

### CORPORATE GOVERNANCE PRACTICES

The Company has committed to perform a high standard of corporate governance practices in enhancing the confidence of shareholders, investors, employees, creditors and business partners and also the growth of its business. The Company's corporate governance practices are based on the principles and the code provisions (the "Code Provisions") as set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). As far as the CG Code is concerned, during the year and up to the date of this annual report, the Company complies with all aspect of the Code Provisions.

#### (a) Directors' securities transactions

##### Adoption of Model Code

The board of directors (the "Board") has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company (the "Directors").

### 企業管治常規

本公司為增強股東、投資者、員工、債權人及業務夥伴的信心及促進業務增長，一直致力奉行高素質之企業管治常規。本公司之企業管治常規以香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「企業管治守則」）所列明之原則及守則條文（「守則條文」）作為基礎制定。就企業管治守則而言，年內及截至本年報日期本公司已全面遵守守則條文。

#### (a) 董事之證券交易

##### 採納標準守則

董事會已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為有關本公司董事（「董事」）進行證券交易須遵守之操守守則。

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (a) Directors' securities transactions (Continued)

#### Confirmation on Compliance

Specific respectively enquiry has been made to all the Directors regarding any non-compliance with the Model Code during the year ended 31 March 2008 and up to the date of this annual report, they all confirmed that they have fully complied with the required standard set out in the Model Code during the year.

#### Written Guideline for Relevant Employees

In addition, the Company has also adopted provisions of the Model Code as written guidelines for relevant employees in respect of their dealings in the securities of the Company. Such relevant employees shall abide by the provisions of the Model Code.

### (b) The Board

#### Composition

The composition of the Board ensures a balance of skills and experiences appropriate to the requirements of the businesses of the Company and to the exercising of independent. None of the members of the Board is related to one another.

## 企業管治常規 (續)

### (a) 董事之證券交易 (續)

#### 合規確認

本公司已就截至2008年3月31日止年度及截至本年報日期有關不遵守標準守則之任何條文向全體董事作出個別具體查詢，而董事已確認彼等於年內全面遵守標準守則所規定之標準。

#### 給予有關僱員之書面指引

此外，本公司亦已採納標準守則條文作為有關僱員進行本公司證券交易之書面指引。該等有關僱員須遵守標準守則條文。

### (b) 董事會

#### 組成

董事會之組成確保集各方專長技能及經驗，以滿足本公司之業務需求及達致獨立判斷。董事會成員之間並無任何關係。



**CORPORATE GOVERNANCE PRACTICES  
(Continued)**

**(b) The Board (Continued)**

**Composition (Continued)**

The Directors who held office during the year and up to the date of this report were:

**Executive directors:**

Mr. Xu Ruixin (*Honourable Chairman*)  
Mr. Liu Jing (*Chairman*)  
*(resigned on 31 December 2007)*  
Dr. Mo Shikang (*Chairman*)  
Mr. Zhang Hesheng (*Deputy Chairman*)  
Mr. Zhu Peifeng (*Deputy Chairman*)  
Mr. Jin Song (*Managing Director*)  
Mr. Wong Ching

**Independent non-executive directors:**

Mr. Tan Qinglian  
Dr. Liu Junmin  
Mr. Sin Ka Man

The biographical details of the Directors are set out on page 26 to page 32 of this annual report.

**企業管治常規 (續)**

**(b) 董事會 (續)**

**組成 (續)**

下列為本年度及截至本報告日期止在任董事:

**執行董事:**

徐瑞新先生 (榮譽主席)  
劉京先生 (主席)  
*(已於2007年12月31日辭任)*  
莫世康博士 (主席)  
張和生先生 (副主席)  
朱培風先生 (副主席)  
靳松先生 (董事總經理)  
王政先生

**獨立非執行董事:**

譚慶璉先生  
劉駿民博士  
冼家敏先生

董事之履歷詳情載於本年報第26頁至第32頁。

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (b) The Board (Continued)

#### Re-position of the Board

Immediately following the resignation of Mr. Liu Jing as the Chairman and executive Director of the Company on 31 December 2007, Dr. Mo Shikang, an executive Director and the managing Director of the Company, has been promoted as the Chairman of the Company to replace the resignation of Mr. Liu Jing on the same date. Simultaneously, on that date, Mr. Jin Song, an executive Director of the Company, has been promoted as the managing Director of the Company.

#### Number of Meetings Held and Attendance

The Board normally has four (4) scheduled meetings a year and meets at other times as and when required to review financial, internal control, risk management, company strategy and operating performance of the Group. During the year ended 31 March 2008, a total number of eight (8) regular Board meetings, two (2) Audit Committee meetings and six (6) Remuneration Committee meetings were held. Minutes of these meetings are kept by the Company Secretary of the Company and are open for inspection by the Directors.

## 企業管治常規 (續)

### (b) 董事會 (續)

#### 董事會之職位調動

緊隨劉京先生於2007年12月31日辭任本公司主席兼執行董事一職後，本公司執行董事兼董事總經理莫世康博士已於同日獲晉升為本公司主席，以接替劉京先生之辭任。同日，本公司執行董事靳松先生獲晉升為本公司董事總經理。

#### 會議次數及出席率

董事會每年一般定期舉行四(4)次會議，並在有需要時舉行會議以審閱本集團之財務、內部監控、風險管理、公司策略及營運表現。截至2008年3月31日止年度內，本公司共召開八(8)次定期董事會會議、兩(2)次審核委員會會議及六(6)次薪酬委員會會議。本公司之公司秘書負責保存該等會議紀錄並可公開供董事查閱。

**CORPORATE GOVERNANCE PRACTICES  
(Continued)**

**(b) The Board (Continued)**

**Number of Meetings Held and Attendance  
(Continued)**

The individual attendance records of each Director, on a named basis, at the meetings of the Board, Audit Committee and Remuneration Committee during the year ended 31 March 2008 are set out below:

Name of Directors	董事姓名	Attendance/Number of Meetings entitled to attend 出席率／有權出席會議之數目		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Mr. Xu Ruixin	徐瑞新先生	8/8	–	–
Mr. Liu Jing*	劉京先生*	7/7	–	–
Dr. Mo Shikang	莫世康博士	8/8	–	6/6
Mr. Zhang Hesheng	張和生先生	8/8	–	6/6
Mr. Zhu Peifeng	朱培風先生	8/8	–	–
Mr. Jin Song	靳松先生	8/8	–	–
Mr. Wong Ching	王政先生	8/8	–	–
Mr. Tan Qinglian	譚慶璉先生	8/8	2/2	6/6
Dr. Liu Junmin	劉駿民博士	8/8	2/2	6/6
Mr. Sin Ka Man	冼家敏先生	8/8	2/2	6/6

\* Resigned on 31 December 2007. 已於2007年12月31日辭任。

**企業管治常規 (續)**

**(b) 董事會 (續)**

**會議次數及出席率 (續)**

於截至2008年3月31日止年度，各董事個別出席董事會、審核委員會及薪酬委員會會議之紀錄（按成員姓名分列）載列如下：

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (b) The Board (Continued)

#### Responsible of the Board

The Company has a division of functions reserved to the Board and delegated to the management. The Board provides leadership and approves strategic policies and plans with a view to enhance shareholders' interests while the day-to-day operations of the Company are delegated to the management. The Board has full support of the managing Director and the management to discharge its responsibilities.

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

#### Responsible of the Directors

Each executive Director is delegated individual responsibility to oversee and monitor the operations of the specific business unit and to implement the strategies and policies set by the Board. Each Director may seek for independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

## 企業管治常規 (續)

### (b) 董事會 (續)

#### 董事會之責任

本公司劃分董事會職責及授權管理人員處理董事會事項。董事會發揮領導角色及審批策略政策及計劃，務求提高股東權益，並授權管理層處理本公司日常運作。董事會獲得董事總經理及管理人員全力支持，以履行其職責。

董事會保留對本公司所有重大事宜決定權，包括批准及監察一切政策事宜、整體策略及財政預算、內部監控及風險管理系統、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事任命及其他重大財務及營運事宜。

#### 董事之責任

各執行董事授予個別責任監督及監控特定業務單位之營運及推行董事會制定之策略及政策。於適當情況下，每名董事可向董事會提出要求，尋求獨立專業意見，費用由本公司支付。

### CORPORATE GOVERNANCE PRACTICES (Continued)

#### (b) The Board (Continued)

##### Responsible of the Directors (Continued)

The day-to-day management, administration and operation of the Company are delegated to the managing Director and the management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers.

##### Annual Confirmation from Independent Non-executive Directors

The Company has received, from each independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers all of the independent non-executive Directors are independent.

##### Terms of Non-executive Directors

Each independent non-executive Directors of the Company has entered into a services contract with the Company for specific term of 3 years, but subject to retirement by rotation and re-election in accordance with the Company's Bye-laws.

### 企業管治常規 (續)

#### (b) 董事會 (續)

##### 董事之責任 (續)

本公司日常管理、行政及營運事宜授權董事總經理及管理層處理。本公司委託之職能及工作會定期進行檢討。上述主管人員於進行任何重大交易前，必須取得董事會事先批准。

##### 獨立非執行董事之年度確認

本公司已分別接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認。董事會認為全體獨立非執行董事均為獨立人士。

##### 非執行董事之任期

本公司各獨立非執行董事均已經與本公司訂立為期三年之服務合約，但須根據本公司之公司細則輪席退任及重選。

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (c) Chairman and Chief Executive Officer

#### Role of Chairman

The Company fully supports the division of responsibility between the Chairman of the Board and the managing Director, who performs similar role as chief executive officer, to ensure a balance of power and authority. The respective responsibilities of the Chairman and the managing Director are clearly defined and set out in writing. The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the management, the Chairman is also responsible for ensuring that the Directors receive adequate information and appropriate briefing on issues arising at Board meetings. The position of the Chairman is held by Dr. Mo Shikang.

#### Role of Chief Executive Officer

The managing Director focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The managing Director is also responsible for developing strategic plans and formulating the organizational structure, control systems and internal procedures and processes for the Board's approval. The position of the managing Director is held by Mr. Jin Song.

## 企業管治常規 (續)

### (c) 主席及行政總裁

#### 主席之職能

本公司全面支持董事會主席與董事總經理(其履行與行政總裁類似之職能)間之責任區分,以確保權力及職權之平衡分配。主席及董事總經理各自之責任有明確界定,並以書面訂明。主席擔當領導角色,負責確保董事會按照良好企業管治常規有效運作。在管理層支持下,主席亦負責確保董事獲得足夠資料及獲適當簡介董事會會議事宜。主席職位由莫世康博士出任。

#### 行政總裁之職能

董事總經理主要負責執行經董事會批准及授權之目標、政策及策略。彼負責本公司之日常管理及運作。董事總經理亦負責制定策略計劃及擬定組織架構、監控制度及內部程序,供董事會批准。董事總經理之職由靳松先生出任。

### CORPORATE GOVERNANCE PRACTICES (Continued)

#### (d) Remuneration Committee

The Board has established a remuneration committee ("RC") with written terms of reference as suggested under the Code Provision under the Code. The RC comprises the following five members,

- (i) Mr. Zhang Hesheng, chairman of RC  
(*executive Directors*)
- (ii) Dr. Mo Shikang (*executive Director*)
- (iii) Mr. Tan Qinglian (*independent non-executive Director*)
- (iv) Dr. Liu Junmin (*independent non-executive Director*)
- (v) Mr. Sin Ka Man (*independent non-executive Director*)

The RC meets at least once a year to determine the remuneration policy for the Directors and senior management. During the year ended 31 March 2008, a total number of six (6) meetings were held to determine the remuneration policy, bonus and/or share option for the Directors and/or senior management. The attendance records of the RC, on a named basis, are set out under section of "Number of Meetings Held and Attendance" under the Corporate Governance Report, on page 60, of this annual report.

### 企業管治常規 (續)

#### (d) 薪酬委員會

董事會已成立薪酬委員會，並按照守則下守則條文所建議訂明書面職權範圍。薪酬委員會由下列五名成員組成，

- (i) 張和生先生，薪酬委員會主席  
(*執行董事*)
- (ii) 莫世康博士 (*執行董事*)
- (iii) 譚慶璉先生 (*獨立非執行董事*)
- (iv) 劉駿民博士 (*獨立非執行董事*)
- (v) 冼家敏先生 (*獨立非執行董事*)

薪酬委員會最少每年舉行一次會議，以釐定董事及高級管理層之薪酬政策。於截至2008年3月31日止年度內，薪酬委員會共舉行六(6)次會議以釐定董事及／或高級管理層之薪酬政策、花紅及／或購股權。薪酬委員會出席紀錄(按成員姓名分列)載於本年報第60頁企業管治報告「會議次數及出席率」一節內。

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (d) Remuneration Committee (Continued)

The RC has primary responsibility for making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive Directors and the executives after consultation with the Chairman/managing Director and accessed to professional advice, at the Company's expenses, when necessary. The major responsibilities of the remuneration committee are:

- (i) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal transparent procedure for developing policy on such remuneration;
- (ii) to determine which individual or individuals constitute senior management;
- (iii) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (iv) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office;
- (v) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (vi) to ensure that no Director or any of his associates is involved in deciding his own remuneration;

## 企業管治常規 (續)

### (d) 薪酬委員會 (續)

薪酬委員會主要負責在諮詢主席／董事總經理之意見，並於必要時徵詢專業意見（費用由本公司承擔）後，就薪酬政策及架構和執行董事及行政人員之薪酬組合作出建議及審批。薪酬委員會主要責任包括：

- (i) 就本公司董事及高級管理層之所有薪酬政策及架構向董事會提出意見，並確立具透明度之正式程序以擬定該等薪酬政策；
- (ii) 釐定組成高級管理層之人士；
- (iii) 參考董事會不時議決之企業目標及宗旨以檢討及批准與表現掛鈎之薪酬；
- (iv) 檢討及批准就執行董事及高級管理層之離職或損失而應付予彼等之補償；
- (v) 檢討及批准就董事行為失當遭撤職或免職須作出之賠償安排；及
- (vi) 確保董事或其任何聯繫人士不得參與釐定其本身之薪酬。



### CORPORATE GOVERNANCE PRACTICES (Continued)

#### (d) Remuneration Committee (Continued)

During the year, the Board approved all the recommendations of the RC. Details of the amount of Directors' emoluments during the financial year ended 31 March 2008 are set out in note 10 to the consolidated financial statements of this annual report.

#### (e) Audit Committee

The Board has established an audit committee ("AC") with written terms of reference as suggested under the Code Provision under the Code. The AC comprises the following three members, all independent non-executive Directors:

- (i) Mr. Sin Ka Man; chairman of AC
- (ii) Mr. Tan Qinglian
- (iii) Dr. Liu Junmin

The AC meets at least twice a year to review and approve the Group's financial reporting process and internal control system. During the year ended 31 March 2008, a total number of two (2) meetings were held. The attendance records of the AC, on a named basis, are set out under section of "Number of Meetings Held and Attendance" under the Corporate Governance, on page 60, of this annual report.

### 企業管治常規 (續)

#### (d) 薪酬委員會 (續)

於本年度內，董事會批准薪酬委員會作出之全部建議。有關截至2008年3月31日止財政年度之董事報酬金額，詳情載於本年報綜合財務報表附註10。

#### (e) 審核委員會

董事會已成立審核委員會，並按照守則下守則條文所建議訂明書面職權範圍。審核委員會由下列三名獨立非執行董事組成，

- (i) 冼家敏先生；審核委員會主席
- (ii) 譚慶璉先生
- (iii) 劉駿民博士

審核委員會最少每年舉行兩次會議，以檢討及批准本集團之財務報告流程及內部監控系統。於截至2008年3月31日止年度內，審核委員會共舉行兩(2)次會議。審核委員會出席紀錄(按成員姓名分列)載於本年報第60頁企業管治報告「會議次數及出席率」一節內。

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (e) Audit Committee (Continued)

The major responsibilities of the AC are:

- (i) to review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant, compliance officer (if any) or external auditors before submission to the Board.
- (ii) to review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment and removal of external auditors.

The Group's annual results for the year ended 31 March 2008 have been reviewed by the AC.

## 企業管治常規 (續)

### (e) 審核委員會 (續)

審核委員會主要職責為:

- (i) 審閱財務報表及報告，考慮合資格會計師、合規主任（如有）或外聘核數師提出之任何重大或不尋常事項後，提交董事會。
- (ii) 根據外聘核數師履行之工作、其收費及委聘條款，檢討與該核數師之關係，並就委聘及撤換外聘核數師事宜，向董事會提出推薦意見。

審核委員會已審閱本集團截至2008年3月31日止年度之全年業績。

**CORPORATE GOVERNANCE PRACTICES  
(Continued)**

**(e) Audit Committee (Continued)**

**Auditor's Remuneration**

During the year ended 31 March 2008, the fees paid/payable to auditors in respect of audit services and non-audit services provided by the auditor to the Group were as follows:

Nature of services	服務性質	2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元
Types of Services	服務種類		
Audit for the year	年度審核	<b>2,800</b>	3,500

**(f) Nomination Committee**

The Company does not have Nomination Committee. The Board as a whole is responsible for the procedure for agreeing to the appointment of its members and for nominating appropriate person for election by shareholders of the Company at the annual general meeting either to fill a casual vacancy or as an addition to the existing Directors.

**企業管治常規 (續)**

**(e) 審核委員會 (續)**

**核數師酬金**

於截至2008年3月31日止年度，就核數師向本集團提供之核數服務及非核數服務所支付／應付之費用載列如下：

**(f) 提名委員會**

本公司並無成立提名委員會。整體董事會負責協定委任董事程序及提名適當人選，供本公司股東在股東週年大會任命以填補臨時空缺或委任新增董事。

## CORPORATE GOVERNANCE PRACTICES (Continued)

### (g) Internal Control

The Board has overall responsibilities for the system of internal controls of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal controls system to safeguard the interests of shareholders and the assets of the Group. During the year, the Board, through the RC, has reviewed the implementation of the system of internal controls and reviewing of all relevant financial, operational, compliance controls and risk management functions. A review will be conducted at least annually on the effectiveness of the system of internal controls.

### (h) Investor Relation

The Company is committed to maintain an open and effective investor relation policy and to update investors on relevant information/developments in a timely manner, subject to relevant regulatory requirements. Briefings and meetings with institutional investors and analysts are conducted from time to time. The Company also replied the enquiries from shareholders timely. The Directors host the annual general meeting each year to meet the shareholders and answer their enquiry.

The Company's website at [www.681hk.com](http://www.681hk.com) contains important corporate information, biographical details of Directors, organization structure, annual and interim report, major historical developments with comprehensive and user-friendly information about the Group, as well as announcements and circulars issued by the Company in order to enable the Company's shareholders and the investor community to have timely access to updated information about the Company and the Group.

## 企業管治常規 (續)

### (g) 內部監控

董事會對本公司內部監控系統負責整體責任及須檢討其成效。董事會致力實行有效及完善之內部監控系統，以保障股東利益及本集團資產。董事會年內已透過審核委員會檢討內部監控系統之實行及檢討所有相關財務、營運、合規監控及風險管理功能。董事會每年至少對內部監控系統之成效進行一次檢討。

### (h) 投資者關係

本公司致力按照有關監管規定，維持公開及有效的投資者關係政策，並適時向投資者提供最新業務資料／發展。本公司不時與機構投資者及分析員簡報及會面，亦適時回應股東查詢。董事每年主持股東週年大會，會見股東及回應提問。

本公司之網站[www.681hk.com](http://www.681hk.com)載有本集團全面及方便瀏覽者使用之資料，包括重要企業資料、董事詳盡履歷、組織架構、年報及中期報告、過往重大發展，以及本公司所刊發之公布及通函，本公司股東及投資者能適時取得本公司及本集團之最新資料。

### CORPORATE GOVERNANCE PRACTICES (Continued)

#### (i) Shareholder Rights

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's Bye-Laws. Details of such rights and procedures are included in all circulars to shareholders convening shareholders' meetings and will be explained during the proceedings of meetings. Whenever voting by the way of a poll is required, the detailed procedures for conducting a poll will be explained in meeting.

Poll results will be posted on the website of the Stock Exchange and the Company's website ([www.681hk.com](http://www.681hk.com)) on the business day following the shareholders' meeting. The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The Chairman of the Board as well as chairman of the RC and the AC, or in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholders' meetings.

### 企業管治常規 (續)

#### (i) 股東權利

股東於股東大會上要求就決議案進行投票表決之權利及程序載於本公司之公司細則。該等權利及程序之詳情載於召開股東大會之所有股東通函內，並將於大會舉行期間進行解釋。如要求以投票方式表決，會議上會宣讀進行投票表決之詳細程序。

投票表決之結果會於股東大會後下一個營業日於聯交所網站及本公司網頁 ([www.681hk.com](http://www.681hk.com))刊登。本公司股東大會為股東與董事會提供溝通良機。董事會主席及薪酬委員會與審核委員會主席，或（在彼等缺席時）各委員會之其他委員（倘適用）及獨立董事委員會會在股東大會上回答提問。



SHINEWING (HK) CPA Limited  
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INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
**CHINESE PEOPLE HOLDINGS COMPANY LIMITED**  
(FORMERLY KNOWN AS CHINESE PEOPLE GAS HOLDINGS  
COMPANY LIMITED)  
*(incorporated in Bermuda with limited liability)*

We were engaged to audit the consolidated financial statements of Chinese People Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 76 to 215, which comprise the consolidated balance sheet as at 31 March 2008, and the consolidated income statement, the consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

獨立核數師報告

致：中民控股有限公司全體股東  
(前稱中民燃氣控股有限公司)  
(於百慕達註冊成立之有限公司)

本核數師獲委聘審核中民控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)載於第76頁至第215頁之綜合財務報表，當中包括於2008年3月31日之綜合資產負債表、截至該日止年度的綜合收益表、綜合權益變動表及綜合現金流量表、主要會計政策概要及其他闡釋附註。

## 董事對綜合財務報表的責任

董事負責按照香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定編製及真實公平地呈報綜合財務報表。該等責任包括設計、推行及維持與編製及真實公平地呈報並無重大錯誤陳述(不論出於欺詐或錯誤)的綜合財務報表相關之內部監控;篩選及應用合適的會計政策;以及於相關情況下作出合理會計估算。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Except for the limitation in the scope of our work as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. However, because of the matters described in the basis for disclaimer of opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### BASIS FOR DISCLAIMER OF OPINION

As described in note 44 to the consolidated financial statements, there was an earthquake with a magnitude of 8.0 on the Richter scale struck Wenchuan area of Sichuan Province of the People's Republic of China ("Wenchuan") on 12 May 2008. Certain of the Group's subsidiaries, namely, Mian Zhu City Han Wang Natural Gas Company Limited, Mian Zhu City Hong Sen Natural Gas Company Limited, Mian Zhu City Long Teng Gas Installation Company Limited, Longxing (Yan Ting) Natural Gas Company Limited ("Longxing") and Bei Chuan County Zhongmin Gas Company Limited (collectively referred to as the "Sichuan Companies") located in Wenchuan were severely affected. A considerable portion of assets and operating facilities of the Sichuan Companies have been suffered from serious damage. The accounting books and records of the Sichuan Companies except Longxing were destroyed and not be able to be recovered. The operations of the Sichuan Companies have been forced to be suspended for the time being.

### 核數師的責任

我們的責任是根據我們審核工作的結果，對該等綜合財務報表表達意見，並根據1981年百慕達公司法第90條之規定，僅向整體股東作出報告，除此以外本報告並無其他用途。我們不會就本報告的內容向任何人士承擔或負上任何責任。除下文所闡釋我們的工作範疇所限制外，我們乃根據香港會計師公會頒布之香港審核準則進行審核工作。該等準則規定我們遵守道德規範，並規劃與履行審核工作，以合理確保財務報表是否存有重要錯誤陳述。然而，基於不表示意見的基礎一段所述事宜，我們未能取得充分適當的審核憑證，作為審核意見之基準。

### 不表示意見的基礎

如綜合財務報表附註44所述，2008年5月12日中國四川省汶川地區（「汶川」）發生黎克特制8.0級地震。貴集團之若干附屬公司，即位於汶川的綿竹市漢旺天然氣有限公司、綿竹市紅森天然氣有限公司、綿竹市龍騰燃氣安裝有限責任公司、鹽亭龍興燃氣有限責任公司（「龍興」）、北川縣中民燃氣有限公司（統稱為「四川公司」）都受到了嚴重的影響。四川公司極大部分的資產和經營設備損壞嚴重。除龍興外，四川公司的會計賬冊及記錄受到損毀且無法復原。四川公司的經營自地震發生後被迫暫停。

**BASIS FOR DISCLAIMER OF OPINION  
(Continued)**

As a result of the lack of certain accounting books and records for inspection caused by the earthquake, we were unable to carry out audit procedures to satisfy ourselves as to whether the following balances relating to the Sichuan Companies except Longxing, which have been included in the consolidated financial statements of the Group, are valid, complete, have been accurately recorded and properly accounted for in the consolidated financial statements:

Income and expenses for the year ended 31 March 2008:	
Turnover	HK\$144,311,000
Cost of sales	HK\$104,355,000
Other operating income	HK\$1,749,000
Administrative expenses	HK\$8,959,000
Finance costs	HK\$210,000
Income tax expenses	HK\$3,090,000

Assets and liabilities as at 31 March 2008 (in gross amount):	
Property, plant and equipment	HK\$123,374,000
Available-for-sale investment	HK\$11,985,000
Prepaid lease payments	HK\$3,353,000
Bank balances and cash	HK\$27,659,000
Inventories	HK\$455,000
Trade and other receivables	HK\$19,499,000
Trade and other payables	HK\$22,677,000
Income tax payables	HK\$18,150,000
Bank borrowings	HK\$6,447,000

**不表示意見的基礎 (續)**

由於地震造成的部份會計賬冊及記錄缺失，我們無法進行審核程序以確定包含在貴集團綜合財務報表中四川公司（除龍興外）的以下資產是否有效、完整，及是否已在綜合財務報表中準確記錄和適當審核：

截至2008年3月31日止年度之收入及開支：	
營業額	港幣144,311,000元
銷售成本	港幣104,355,000元
其他經營收入	港幣1,749,000元
行政開支	港幣8,959,000元
財務成本	港幣210,000元
所得稅開支	港幣3,090,000元

於2008年3月31日之資產及負債（總額）：	
物業、廠房及設備	港幣123,374,000元
可供出售投資	港幣11,985,000元
預付租金	港幣3,353,000元
銀行結餘及現金	港幣27,659,000元
存貨	港幣455,000元
貿易及其他應收款項	港幣19,499,000元
貿易及其他應付款項	港幣22,677,000元
應付所得稅	港幣18,150,000元
銀行借貸	港幣6,447,000元



### BASIS FOR DISCLAIMER OF OPINION (Continued)

In view of the significance of the damage on the Sichuan Companies' assets caused by the earthquake and its impact on the continuous operation of the Sichuan Companies, as well as the uncertainty about the recovery and resumption of the Sichuan Companies' business operation, the directors of the Company are of the opinion that assets of and goodwill attributable to the Sichuan Companies have been significantly impaired and an impairment loss with respect to the assets and goodwill of the Sichuan Companies of HK\$223,424,000 in aggregate, as set out in more detail in note 44 to the consolidated financial statements, is accordingly recognised and charged to the consolidated income statement for the year ended 31 March 2008.

As a result of the limitation of scope in our work with respect to the Sichuan Companies as mentioned above, we were unable to assess whether the provision for such impairment of assets and goodwill has been properly made and whether the amount of the impairment is adequate.

We were also unable to obtain sufficient reliable evidence to satisfy ourselves as to whether the Group has any significant contingent liabilities and commitment in respect of the Sichuan Companies arising as a result of the earthquake that need to be adjusted for or disclosed in the consolidated financial statements.

### 不表示意見的基礎(續)

由於四川公司的資產在地震中遭受嚴重損失，並影響四川公司的持續經營，以及不能確定四川公司何時恢復業務運營，貴公司董事認為四川公司的資產和商譽已嚴重受損，四川公司的資產和商譽之減值虧損總計達港幣223,424,000元。(詳情載述於綜合資產負債表附註44)，並於截至2008年3月31日止年度之綜合收益表中相應地確認及扣除。

由於我們對上述四川公司進行的審核工作範圍受到限制，我們無法評估該等資產和商譽減值是否適當及該等減值虧損金額是否足夠。

我們亦無可靠證據足以令我們信納貴集團因四川公司受地震影響而出現任何重大或然負債或承擔，以及是否需要於綜合財務報表中作出調整和披露。

## BASIS FOR DISCLAIMER OF OPINION (Continued)

There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding the abovementioned matters. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustment to these figures may have a consequential significant effect on the loss for the year and net assets at 31 March 2008.

## DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY CONSOLIDATED FINANCIAL STATEMENTS

Because of the significance of the matters described in the basis for disclaimer of opinion paragraph, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of the Group's affairs as at 31 March 2008 and of its loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards. In all other respects, in our opinion the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### SHINEWING (HK) CPA Limited

*Certified Public Accountants*

#### Pang Wai Hang

Practising Certificate Number: P05044

Hong Kong  
25 July 2008

## 不表示意見的基礎 (續)

我們並無其他可予信納的審核程序以就上述事件取得足夠證據。因此，我們並沒有獲得充足和適當的證據為我們的審核意見提供基礎。調整任何對該等數據均可能對2008年3月31日資產淨值及於本年度的虧損產生重大影響。

## 不表示意見：拒絕承認綜合財務 報表所作出的意見

由於不表示意見的基礎一段所述之事項的重要性，我們未能就綜合財務報表是否按香港財務報告準則真實及公平地反映 貴集團於2008年3月31日之財務狀況及 貴集團截至該日止年度之虧損及現金流發表意見。就其他各方面，我們認為綜合財務報表已按照香港公司條例之披露規定而適當編製。

### 信永中和(香港)會計師事務所有限公司

*執業會計師*

#### 彭衛恆

執業證書號碼：P05044

香港  
2008年7月25日

# Consolidated Income Statement

## 綜合收益表

For the year ended 31 March 2008  
截至2008年3月31日止年度

		Notes 附註	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Turnover	營業額	6	<b>619,676</b>	522,804
Cost of sales	銷售成本		<b>(477,310)</b>	(350,397)
Gross profit	毛利		<b>142,366</b>	172,407
Other operating income	其他經營收入	8	<b>9,569</b>	16,167
Administrative expenses	行政開支		<b>(118,469)</b>	(109,794)
Discount on acquisition of additional interests in subsidiaries	收購附屬公司額外權益之折讓		-	9,240
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益/(虧損)	37	<b>2,675</b>	(10,143)
Loss on disposal of an associate	出售聯營公司虧損		<b>(2,324)</b>	-
Change in fair value of convertible notes	可換股票據公平值變動		<b>(61,789)</b>	(19,797)
Convertible notes issue expenses	可換股票據發行開支		-	(13,122)
Share-based payment expenses	以股份為基礎付款開支		<b>(31,551)</b>	(5,677)
Impairment loss in respect of earthquake	地震減值虧損	44	<b>(279,922)</b>	-
Impairment loss in respect of goodwill	商譽減值虧損		<b>(8,397)</b>	(91)
Share of results of associates	應佔聯營公司業績		<b>(10,369)</b>	25,299
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動		<b>71,998</b>	-
Finance costs	財務成本	11	<b>(14,448)</b>	(16,740)
(Loss)/profit before taxation	除稅前(虧損)/溢利	9	<b>(300,661)</b>	47,749
Taxation	稅項	12	<b>(8,739)</b>	(15,208)
(Loss)/profit for the year from continuing operations	本年度持續經營業務之(虧損)/溢利		<b>(309,400)</b>	32,541
<b>Discontinued operation</b>	<b>終止業務</b>			
Profit for the year from discontinued operation	本年度已終止經營之業務之溢利	15	-	923
(Loss)/profit for the year	本年度(虧損)/溢利		<b>(309,400)</b>	33,464
Attributable to:	下列應佔:			
Equity holders of the Company	本公司權益持有人		<b>(309,456)</b>	22,123
Minority interests	少數股東權益		<b>56</b>	11,341
			<b>(309,400)</b>	33,464
Dividend	股息	14	-	-
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>	16		
From continuing and discontinued operations	來自持續及已終止經營之業務			
Basic (cents per share)	基本(每股港仙)		<b>(7.87)</b>	0.69
Diluted (cents per share)	攤薄(每股港仙)		<b>n/a不適用</b>	0.69
From continuing operations	來自持續經營業務			
Basic (cents per share)	基本(每股港仙)		<b>(7.87)</b>	0.67
Diluted (cents per share)	攤薄(每股港仙)		<b>n/a不適用</b>	0.67
From discontinued operation	來自終止業務			
Basic (cents per share)	基本(每股港仙)		<b>n/a不適用</b>	0.02
Diluted (cents per share)	攤薄(每股港仙)		<b>n/a不適用</b>	0.02

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31 March 2008  
於 2008年 3月 31日

		Notes	2008	2007
		附註	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	<b>541,777</b>	615,764
Investment properties	投資物業	18	<b>8,370</b>	7,237
Prepaid lease payments	預付租金	19	<b>29,591</b>	27,470
Goodwill	商譽	20	<b>167,192</b>	225,050
Intangible assets	無形資產	21	<b>142,582</b>	122,570
Interests in associates	於聯營公司權益	22	<b>53,711</b>	84,138
Available-for-sale investments	可供出售投資	23	<b>6,627</b>	11,601
Deposit paid on acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益已付按金	24	<b>2,223</b>	–
			<b>952,073</b>	1,093,830
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	25	<b>23,560</b>	23,562
Trade and other receivables	貿易及其他應收款項	26	<b>116,845</b>	118,696
Amounts due from associates	應收聯營公司款項	22	–	16,150
Prepaid lease payments	預付租金	19	<b>616</b>	594
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	27	<b>102,042</b>	–
Bank balances and cash	銀行結餘及現金	28	<b>170,318</b>	184,031
			<b>413,381</b>	343,033
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	29	<b>166,217</b>	149,550
Taxation payable	應付稅項		<b>55,345</b>	39,542
Amounts due to associates	應付聯營公司款項	22	<b>20,697</b>	–
Bank borrowings – due within one year	一年內到期之銀行借貸	30	<b>147,629</b>	106,238
Convertible notes	可換股票據	31	–	62,658
			<b>389,888</b>	357,988
Net current assets/(liabilities)	流動資產／(負債)淨值		<b>23,493</b>	(14,955)
Total assets less current liabilities	總資產減流動負債		<b>975,566</b>	1,078,875

# Consolidated Balance Sheet

## 綜合資產負債表

As at 31 March 2008  
於 2008 年 3 月 31 日

		Notes	2008	2007
		附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Capital and reserves	股本及儲備			
Share capital	股本	34	<b>285,763</b>	253,406
Reserves	儲備		<b>365,133</b>	250,115
Equity attributable to equity holders of the Company	本公司權益持有人 應佔權益		<b>650,896</b>	503,521
Minority interests	少數股東權益		<b>66,089</b>	66,033
Total equity	總權益		<b>716,985</b>	569,554
Non-current liabilities	非流動負債			
Bank borrowings	一年後到期之 銀行借貸	30	<b>78,712</b>	126,162
Convertible notes	可換股票據	31	<b>157,878</b>	348,316
Other payables	一年後到期之 其他應付款項	32	–	7,066
Deferred tax liabilities	遞延稅項負債	33	<b>21,991</b>	27,777
			<b>258,581</b>	509,321
			<b>975,566</b>	1,078,875

The financial statements on pages 76 to 215 were approved and authorised for issue by the board of directors on 25 July 2008 and are signed on its behalf by:

載於第76至215頁之財務報表已獲董事會於2008年7月25日批准及授權發行，並由以下代表簽署：

**Dr. Mo Shikang**

*DIRECTOR*

莫世康博士

董事

**Mr. Jin Song**

*DIRECTOR*

靳松先生

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2008  
截至2008年3月31日止年度

		Share capital	Share premium	Capital reserve	Contributed surplus	Surplus reserve fund	Capital contribution	Share-based compensation reserve	Exchange reserve	Accumulated losses	Attributable to equity holders of the Company	Minority interests	Total
		股本	股份溢價	資本儲備	繳入盈餘	盈餘公積金	注入資金	以股份支付之酬金儲備	匯兌儲備	累計虧損	本公司權益持有人應佔	少數股東權益	合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元 (Note c) (附註c)	HK\$'000 港幣千元 (Note a) (附註a)	HK\$'000 港幣千元 (Note b) (附註b)	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
At 1 April 2006	於2006年4月1日	201,989	164,699	2,182	89,800	2,629	7,482	7,056	3,113	(206,475)	272,475	4,713	277,188
Exchange difference arising on translation of foreign operations	換算境外業務所產生之匯兌差額	-	-	-	-	-	-	-	20,567	-	20,567	-	20,567
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	22,123	22,123	11,341	33,464
Total recognised income for the year	本年度已確認收入總額	-	-	-	-	-	-	-	20,567	22,123	42,690	11,341	54,031
Issue of shares upon exercise of share options	行使購股權時發行股份	28,798	23,091	-	-	-	-	(1,821)	-	-	50,068	-	50,068
Issue of shares on conversion of convertible notes	兌換可換股票據時所發行股份	8,619	43,992	-	-	-	-	-	-	-	52,611	-	52,611
Issue of shares for acquisition of subsidiaries	收購附屬公司時所發行股份	14,000	66,000	-	-	-	-	-	-	-	80,000	-	80,000
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	72,771	72,771
Capital contribution by minority shareholders	少數股東注資	-	-	-	-	-	-	-	-	-	-	12,036	12,036
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益	-	-	-	-	(947)	-	-	-	947	-	(34,828)	(34,828)
Appropriations	撥款	-	-	-	-	2,801	-	-	-	(2,801)	-	-	-
Recognition of equity-settled share-based payments	確認以權益結算股份為基礎之付款	-	-	-	-	-	-	5,677	-	-	5,677	-	5,677
At 31 March 2007 and 1 April 2007	於2007年3月31日及2007年4月1日	253,406	297,782	2,182	89,800	4,483	7,482	10,912	23,680	(186,206)	503,521	66,033	569,554
Exchange difference arising on translation of foreign operations	換算境外業務所產生之匯兌差額	-	-	-	-	-	-	-	81,842	-	81,842	-	81,842
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(309,456)	(309,456)	56	(309,400)
Total recognised income and expense for the year	本年度已確認收入及開支總額	-	-	-	-	-	-	-	81,842	(309,456)	(227,614)	56	(227,558)
Issue of shares upon exercise of share options	行使購股權時發行股份	5,404	29,812	-	-	-	-	(6,663)	-	-	28,553	-	28,553
Issue of shares on conversion of convertible notes	兌換可換股票據時所發行股份	26,953	287,932	-	-	-	-	-	-	-	314,885	-	314,885
Appropriations	撥款	-	-	-	-	4,610	-	-	-	(4,610)	-	-	-
Recognition of equity-settled share-based payments	確認以權益結算股份為基礎之付款	-	-	-	-	-	-	31,551	-	-	31,551	-	31,551
Share options forfeited	沒收購股權	-	-	-	-	-	-	(1,425)	-	1,425	-	-	-
At 31 March 2008	於2008年3月31日	285,763	615,526	2,182	89,800	9,093	7,482	34,375	105,522	(498,847)	650,896	66,089	716,985

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2008

截至2008年3月31日止年度

### Notes:

- (a) The contributed surplus of the Group represents the difference between the nominal value of the Company's share capital issued as consideration in exchange for the nominal value of the issued share capital of the subsidiaries acquired at the time of the Company's listing in 1997.
- (b) As stipulated by the relevant laws and regulations for foreign investment enterprises in the People's Republic of China (the "PRC"), the Company's PRC subsidiaries are required to maintain a statutory surplus reserve fund and a discretionary surplus reserve fund, which are non-distributable. Appropriations to such reserves are made out of profit after taxation of the statutory financial statements of the PRC subsidiaries while the amount and allocation basis are decided by their board of directors annually. The statutory surplus reserve fund can be used to make up their prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.
- (c) The amount represents a revaluation surplus which was recognised as a result of the acquisition of an additional interest in Xin Hua Resources Investment Limited ("Xin Hua") (previously an associate) which resulted in Xin Hua becoming a subsidiary. Xin Hua was deregistered in year 2006 and its assets and liabilities were transferred to the Company.

### 附註：

- (a) 本集團之繳入盈餘指本公司用以作為代價於1997年上市時所收購之附屬公司而發行之本公司股本面值，與該等附屬公司已發行股本面值之差額。
- (b) 誠如中華人民共和國（「中國」）外資企業之相關法律及法例所規定，本公司之中國附屬公司須維持法定盈餘公積金及任意盈餘公積金（為不可分派）。該等儲備之撥入來自中國附屬公司法定財務報表中之除稅後溢利，而金額及分配基準則由該等附屬公司董事會每年釐定。法定盈餘公積金可用作補足上年度之虧損（如有），並可透過資本化發行轉換為股本。
- (c) 該金額指因收購Xin Hua Resources Investment Limited（「Xin Hua」）（本集團當時之聯營公司）額外權益（導致Xin Hua成為本集團附屬公司）而確認之重估盈餘。Xin Hua已於2006年註銷，其資產及負債已轉移至本公司。

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 March 2008  
截至2008年3月31日止年度

	Notes 附註	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
<b>Operating activities</b>	<b>經營活動</b>		
(Loss)/profit before taxation from continuing operations	來自持續經營業務之 除稅前(虧損)/溢利	<b>(300,661)</b>	47,749
Profit before taxation from discontinued operation	來自已終止經營業務之 除稅前溢利	–	1,632
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(300,661)</b>	49,381
Adjustments for:	就下列項目作出調整:		
Amortisation of intangible assets	攤銷無形資產	<b>4,401</b>	3,605
Amortisation of prepaid lease payments	攤銷預付租金	<b>671</b>	498
Change in fair value of convertible notes	可換股票據公平值變動	<b>61,789</b>	19,797
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之 金融資產公平值變動	<b>(71,998)</b>	–
Convertible notes issue expenses	可換股票據發行開支	–	13,122
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>21,257</b>	17,257
Discount on acquisition of additional interests in subsidiaries	收購附屬公司 額外權益折讓	–	(9,240)
Impairment loss in respect of earthquake	地震減值虧損	<b>279,922</b>	–
Impairment loss of goodwill	商譽減值虧損	<b>8,397</b>	91
Impairment loss on trade and other receivables	貿易及其他應收款項 減值虧損	<b>759</b>	1,120
Trade and other receivables written off	貿易及其他應收款項之撇銷	<b>5,189</b>	1,445
Finance costs	財務成本	<b>14,448</b>	16,771
Interest income	利息收入	<b>(4,414)</b>	(8,232)
Loss on disposal of available-for-sale investments	出售可供出售投資虧損	–	79
Loss on disposal of prepaid lease payments	出售預付租金虧損	–	303
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	<b>623</b>	13,758
(Gain)/loss on disposal of subsidiaries	出售附屬公司之 (收益)/虧損	<b>(2,675)</b>	10,143
Loss on disposal of an associate	出售聯營公司虧損	<b>2,324</b>	–
Increase in fair value of investment properties	投資物業之公平值增加	<b>(377)</b>	(455)
Share of results of associates	應佔聯營公司業績	<b>10,369</b>	(25,299)
Equity-settled share-based payment expenses	以權益結算股份 為基礎之付款開支	<b>31,551</b>	5,677



# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 March 2008  
截至2008年3月31日止年度

		Notes 附註	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		<b>61,575</b>	109,821
Increase in inventories	存貨增加		<b>(1,129)</b>	(3,881)
Decrease in trade and other receivables	貿易及其他應收款項減少		<b>22,200</b>	48,116
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)		<b>11,998</b>	(73,765)
Cash generated from operations	經營業務產生現金		<b>94,644</b>	80,291
PRC Enterprise Income Tax paid	繳付中國企業所得稅		<b>(4,495)</b>	(4,477)
Net cash generated from operating activities	經營活動產生現金淨額		<b>90,149</b>	75,814
<b>Investing activities</b>	<b>投資活動</b>			
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司(扣除所收購之現金及現金等值項目)	38	–	(123,840)
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益		–	(33,432)
Acquisition of available-for-sale investments	收購可供出售投資		–	(5,322)
Acquisition of financial assets at fair value through profit or loss	收購按公平值計入損益之金融資產		<b>(30,044)</b>	–
Addition of prepaid lease payments	增加預付租金		<b>(4,475)</b>	(1,947)
Addition of intangible assets	增加無形資產		<b>(8,947)</b>	–
Decrease/(increase) in amounts due from/to associates	應收/應付聯營公司款項減少/(增加)		<b>45,009</b>	(16,150)
Disposal of subsidiaries	出售附屬公司	37	<b>28,035</b>	2,521
Investment in associates	於聯營公司之投資		–	(49,645)
Interest received	已收利息		<b>4,414</b>	8,232
Purchase of property, plant and equipment and investment properties	購置物業、廠房及設備以及投資物業		<b>(164,266)</b>	(127,041)
Proceed from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		<b>94</b>	44,902
Proceed from disposal of prepaid lease payments	出售預付租金所得款項		–	127
Proceed from disposal of available-for-sale investments	出售可供出售投資所得款項		–	117
Net cash used in investing activities	投資活動所用現金淨額		<b>(130,180)</b>	(301,478)

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 March 2008  
截至2008年3月31日止年度

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>Financing activities</b>	<b>融資活動</b>		
Contribution from minority shareholders	少數股東注資	-	2,214
Issue of convertible notes	發行可換股票據	-	310,000
Repayment of bank borrowings	償還銀行借貸	<b>(111,619)</b>	(187,320)
New bank borrowings raised	所籌得新銀行貸款	<b>110,950</b>	117,139
Share options conversion	兌換購股權	<b>28,553</b>	50,068
Expenses incurred in connection with issue of convertible notes	發行可換股票據產生之開支	-	(13,122)
Interest paid	已付利息	<b>(15,706)</b>	(15,238)
Net cash generated from financing activities	融資活動所產生現金淨額	<b>12,178</b>	263,741
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額	<b>(27,853)</b>	38,077
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	<b>184,031</b>	132,986
Effect of foreign currency rate changes	外幣匯率變動影響	<b>14,140</b>	12,968
Cash and cash equivalents at the end of the year, represented bank balances and cash	年終現金及現金等值項目, 即銀行結餘及現金	<b>170,318</b>	184,031

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 1. GENERAL INFORMATION

Chinese People Holdings Company Limited (the “Company”), formerly known as Chinese People Gas Holdings Company Limited, is an exempted company with limited liability incorporated in Bermuda on 13 November 1996. On 24 April 1997, the Company’s shares were listed on the main board of 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 is an investment holding company. Its subsidiaries are principally engaged in the sale and distribution of natural gas and liquefied petroleum gas (“LPG”) (collectively referred to as “Gas Fuel”) in the People’s Republic of China (the “PRC”) including the sale of LPG in bulk and in cylinders, the provision of piped LPG and natural gas, construction of gas pipelines, the operation of city gas pipeline network, the sale of LPG and natural gas household appliances and supply of video lottery system and equipment.

In the opinion of the directors of the Company (the “Directors”), the parent and the ultimate holding company of the Company is Super Win Development Limited and Asian Allied Limited respectively, which are both incorporated in British Virgin Islands.

### 1. 一般資料

中民控股有限公司（「本公司」）（前稱中民燃氣控股有限公司）於1996年11月13日於百慕達註冊成立為獲豁免有限公司。於1997年4月24日，本公司之股份於香港聯合交易所有限公司（「聯交所」）主板上市。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，其附屬公司主要在中華人民共和國（「中國」）從事銷售及分銷天然氣及液化石油氣（統稱「燃氣」），包括銷售散裝及瓶裝液化石油氣、提供管道液化石油氣及天然氣、興建燃氣管道、經營城市燃氣管道網絡、銷售液化石油氣及天然氣家用器具，以及供應視頻彩票系統及設備。

本公司董事（「董事」）認為本公司之母公司及最終控股公司分別為Super Win Development Limited及Asian Allied Limited，兩者均於英屬處女群島註冊成立。

### 1. GENERAL INFORMATION (Continued)

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated. The reason for selecting HK\$ as its presentation currency is because the Company is a public company incorporated in Bermuda with the shares listed on the Stock Exchange, where most of its investors are located in Hong Kong.

#### Change of Company’s name

In order to reflect its current and further development of business scope and base of operations of the Company, the general meeting of the Company approved the change of the Company’s name from “Chinese People Gas Holdings Company Limited” to “Chinese People Holdings Company Limited” and the adoption of “中民控股有限公司” as the Chinese name of the Company on 27 September 2007. The new name and the new Chinese name of the Company, for identification purpose only, are effective commencing from 12 October 2007 and 15 November 2007 respectively.

### 1. 一般資料 (續)

除非另外說明，否則此等綜合財務報表均以港元呈列，而所有價值均計至最接近的千元。本公司選用港元為呈列貨幣之理由，為本公司乃於百慕達註冊成立之公眾公司，其股份在聯交所上市，而其大部份投資者均位於香港。

#### 更改本公司名稱

為反映本公司現在及未來業務範疇及營運基礎的發展，本公司股東大會於2007年9月27日批准將本公司名稱由「Chinese People Gas Holdings Company Limited」改為「Chinese People Holdings Company Limited」，以及採納「中民控股有限公司」為本公司中文名稱（僅供識別），本公司之新名稱及新中文名稱分別由2007年10月12日及2007年11月15日起生效。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 2.1 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time, the following new standard, amendment and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial year beginning 1 April 2007.

Hong Kong Accounting Standard (“HKAS”) 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC) – Interpretation (“Int”) 8	Scope of HKFRS 2
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment
HK(IFRIC) – Int 11	HKFRS2 – Group and Treasury Share Transaction

The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

### 2.1 採納新訂及經修訂香港財務報告準則之影響（「香港財務報告準則」）

於本年度，本集團首次採納以下由香港會計師公會（「香港會計師公會」）頒布於2007年4月1日開始之本集團財政年度生效之新準則、修訂準則及詮釋（「新香港財務報告準則」）。

香港會計準則（「香港會計準則」）第1號（修訂本）	資本披露
香港財務報告準則第7號	金融工具：披露
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
香港（國際財務報告詮釋委員會）— 詮釋第9號	嵌入式衍生工具之重新評估
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
香港（國際財務報告詮釋委員會）— 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

採納新訂香港財務報告準則對本年度或過往會計年度業績及財務狀況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。

**2.2 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HKFRSs**

The Group has not applied the following new and revised HKFRSs, amendment and interpretations that have been issued but are not yet effective, in these consolidated financial statements.

HKAS 1 (Revised)	Presentation of Financial Statements <sup>1</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>2</sup>
HKAS 1 & HKAS 32 (Amendment)	Puttable Financial Instruments and Obligations Arising on Liquidation <sup>1</sup>
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations <sup>1</sup>
HKFRS 3 (Revised)	Business Combinations <sup>2</sup>
HKFRS 8	Operating Segments <sup>1</sup>

**2.2 已頒布但尚未生效之香港財務報告準則之影響**

本集團概無於此等綜合財務報表中採納以下已頒布但尚未生效之新訂及經修訂香港財務報告準則、修訂及詮釋。

香港會計準則第1號(經修訂)	財務報表之呈列 <sup>1</sup>
香港會計準則第23號(經修訂)	借貸成本 <sup>1</sup>
香港會計準則第27號(經修訂)	綜合及獨立財務報表 <sup>2</sup>
香港會計準則第1號及第32號(修訂本)	可沽售金融工具及清盤產生之責任 <sup>1</sup>
香港財務報告準則第2號(修訂本)	歸屬條件及註銷 <sup>1</sup>
香港財務報告準則第3號(經修訂)	業務合併 <sup>2</sup>
香港財務報告準則第8號	經營分部 <sup>1</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 2.2 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HKFRSs (Continued)

HK(IFRIC) – Int 12	Service Concession Arrangements <sup>4</sup>
HK(IFRIC) – Int 13	Customer Loyalty Programmes <sup>3</sup>
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2009.
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2009.
- <sup>3</sup> Effective for annual periods beginning on or after 1 July 2008.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2008.

The Directors anticipate that the application of these new and revised standards or interpretations will have no material impact on the results and the financial position of the Group.

### 2.2 已頒布但尚未生效之香港財務報告準則之影響 (續)

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 <sup>4</sup>
香港(國際財務報告 詮釋委員會) — 詮釋第13號	客戶忠誠計劃 <sup>3</sup>
香港(國際財務報告 詮釋委員會) — 詮釋第14號	香港會計準則第 19號— 界定福 利資產限額、最 低資金要求及 兩者相互關係 <sup>4</sup>

- <sup>1</sup> 於2009年1月1日或之後開始的年度期間生效。
- <sup>2</sup> 於2009年7月1日或之後開始的年度期間生效。
- <sup>3</sup> 於2008年7月1日或之後開始的年度期間生效。
- <sup>4</sup> 於2008年1月1日或之後開始的年度期間生效。

董事預期應用以上新訂或經修訂準則或詮釋不會對本集團之業績及財務狀況造成重大影響。

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments, which are measured at fair values, as explained in the accounting policies set out below. The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

#### 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.

### 3. 主要會計政策

除若干物業及金融工具如下列會計政策所述以公平值計量外，本綜合財務報表以歷史成本法為編製時之基準。本綜合財務報表乃按照香港會計師公會頒布之香港財務報告準則編製。此外，本綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

#### 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。



### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

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.

#### 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.

### 3. 主要會計政策 (續)

#### 綜合賬目基準 (續)

被合併之附屬公司資產淨值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。

#### 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），乃以公平值減銷售成本確認及計算。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combination (Continued)

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 or 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.

#### Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

### 3. 主要會計政策 (續)

#### 業務合併 (續)

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。

#### 附屬公司

附屬公司乃本公司直接或間接控制其財務及經營政策之實體，以從其業務中取得利益。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

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.

### 3. 主要會計政策 (續)

#### 聯營公司投資

聯營公司是指本集團或本公司可以對其管理層發揮重大影響力之實體，包括參與其財務及經營決策，但不是控制或聯合控制其管理層。

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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in associates (Continued)

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.

#### 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.

### 3. 主要會計政策 (續)

#### 聯營公司投資 (續)

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確認為商譽。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。

#### 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越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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

##### Goodwill arising on acquisitions prior to 1 April 2005 (Continued)

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. 主要會計政策 (續)

#### 商譽 (續)

##### 於2005年4月1日前收購產生之商譽 (續)

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

收購附屬公司產生之商譽指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確認之權益之差額。商譽會初步按成本確認為資產，其後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. 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.

### 3. 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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

#### 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.

#### Property, plant and equipment and depreciation

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

### 3. 主要會計政策 (續)

#### 商譽 (續)

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」)

收購附屬公司或聯營公司(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。

#### 物業、廠房及設備和折舊

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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment and depreciation (Continued)

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. 主要會計政策 (續)

#### 物業、廠房及設備和折舊 (續)

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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment and depreciation (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 arising on derecognition of the assets is included in the consolidated income statement in the year in which the asset is derecognised.

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

Investment properties are properties held to earn rental or for capital appreciation.

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 or loss for the period in which they arise.

### 3. 主要會計政策 (續)

#### 物業、廠房及設備和折舊 (續)

物業、廠房及設備乃於出售後或當預期使用或出售該資產將不會產生未來經濟利益時不再確認。於不再確認該資產時產生之任何出售損益乃計入於該資產不再確認年度之綜合收益表中。

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

投資物業用作賺取租金或作資金升值用途而持有。

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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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.

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).

#### Intangible assets acquired separately

Intangible assets acquired separately and 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.

#### 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.

### 3. 主要會計政策 (續)

#### 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。

於首次確認後，具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入賬。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）。

#### 獨立收購之無形資產

獨立收購而具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入賬。該等無形資產攤銷乃按直線法基準於其估計可使用年期撥備。

#### 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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### 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. 主要會計政策 (續)

#### 租賃 (續)

##### 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確認。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

適用於經營租賃之租金在扣除來自出租公司之任何優惠後，於租約期內以直線法基準確認，在綜合收益表中扣除。

於經營租賃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. 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. 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(不包括上文所披露之商譽),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. 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 or 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, financial assets at fair value through profit or loss ("FVTPL") 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. 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、按公平值計入損益之金融資產及可供出售投資。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. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Loans and receivables

Loan 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 other receivables, amounts due from associates and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses.

##### Financial assets at FVTPL

Financial assets are classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short term profit-making; or
- it is a derivative that is not designed and effective as a hedging instrument

At each balance sheet date subsequent to initial recognition, financial assets at FVTPL are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

### 3. 主要會計政策 (續)

#### 金融工具 (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（包括貿易及其他應收款項、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。

##### 按公平值計入損益之金融資產

倘出現下列情況，金融資產乃歸類為持作買賣用途：

- 主要作為近期內出售用途而購入；或
- 為本集團共同管理之金融工具確定組合之一部分及其具短期獲利實際模式；或
- 為一個衍生產品而非指定及有效用作對沖工具。

於首次確認後之各結算日，按公平值計入損益之金融資產乃按公平值計量，而公平值之變動乃於產生期間直接於損益中確認，於損益中確認之淨收益或虧損並不包括金融資產之任何股息或賺取之利息。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (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 FVTPL, 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.

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.

### 3. 主要會計政策 (續)

#### 金融工具 (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之金融資產、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。

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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or, where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments.

##### Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取而構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期,或較短期間(倘合適)實際折現之利率。

就債務工具而言,收入按實際利率基準確認。

##### 金融資產之減值

金融資產會於每個結算日評定是否有減值跡象。當有客觀證據顯示金融資產之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時,即對該金融資產確認減值。

就可供出售股本投資而言,倘有關投資之公平值顯著下降或持續低於其成本,則被視為減值之客觀證據。



### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Impairment of financial assets (Continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 30 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in the consolidated income statement 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.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產之減值 (續)

就所有其他金融資產而言，減值之客觀證據可能包括：

- 發行人或交易方出現重大財政困難；或
- 未能繳付或拖欠利息或本金；或
- 借款人有可能面臨破產或財務重組。

就貿易應收款項等若干種類金融資產而言，在個別評估時獲評為未有減值之資產其後進行集體減值評估。有關應收款項組合減值之客觀證據包括集團過往收賬情況、組合內超過30至90日之信貸期的延誤付款數目增加以及與拖欠應收款項相關之國際或本地經濟狀況出現顯著變動。

就按攤銷成本列賬之金融資產而言，減值虧損乃當可客觀地證明資產減值時於綜合收益表中確認，並按該資產之賬面值與按原先實際利率折讓之估計未來現金流量之現值間的差額計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When trade and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to consolidated income statement.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent 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.

Impairment losses on available-for-sale equity investments will not be reversed in consolidated income statement in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in equity.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產之減值 (續)

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易及其他應收款項之賬面值則會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當貿易及其他應收款項被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷的款項如其後收回，將撥回綜合收益表內。

就按攤銷成本列賬的金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

可作出售的股本投資的減值虧損將不會於以後期間在綜合收益表中撥回，而經確認減值虧損後出現之任何公平值增加於權益直接確認。

### 3. 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 generally classified into financial liabilities at FVTPL and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### Financial liabilities at FVTPL

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

### 3. 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。本集團的金融負債一般被分類為按公平值計入損益之金融負債及其他金融負債。就金融負債及股權工具所採納的會計政策乃載於下文。

##### 按公平值計入損益之金融負債

按公平值計入損益之金融負債分為兩類，包括所持作買賣用途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，按公平值計入損益之金融負債乃按公平值計量，而公平值的變動會於變動產生期間直接在損益內確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Other financial liabilities

Other financial liabilities, including trade and other payables, amounts due to associates 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.

##### Convertible notes

Convertible notes issued by the Company (including related embedded derivatives) are designated as financial liabilities at FVTPL 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.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 其他金融負債

其他金融負債，包括貿易及其他應付款項、應付聯營公司款項及銀行借貸，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。

##### 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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

##### 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 consolidated income statement.

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計日後現金付款按金融負債之預期使用年期，或較短期間（倘合適）實際折現之利率。

利息開支乃按實際利率基準確認。

##### 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，將於綜合收益表中確認。

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綜合收益表中確認。

### 3. 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 consolidated 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.

### 3. 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，故有別於綜合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布或實質頒布之稅率確認。

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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

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.

### 3. 主要會計政策 (續)

#### 稅項 (續)

除非本集團可控制有關暫時性差異之回撥或暫時性差異在可見將來都不能回撥，否則投資附屬公司及合營公司及合營公司權益產生之應課稅暫時性差異均確認遞延稅項負債。

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。

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，且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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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 Gas Fuel (including natural gas and LPG), 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. 主要會計政策 (續)

#### 收入確認

收入按已收或應收代價之公平值計算，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。

燃氣(天然氣及液化石油氣)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。

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

租金收入於相關租約期間內以直線法確認。



### 3. 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. 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. 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 January 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 subsidy

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

### 3. 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集團呈報貨幣（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1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。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing cost 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.

#### Equity-settled share-based payment transactions

##### Share options granted to employees on or before 7 November 2002, or granted after 7 November 2002 and vested before 1 January 2005

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in the consolidated income statement in respect of the value of options granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

### 3. 主要會計政策 (續)

#### 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，乃撥充資本作為部分資產。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，則該等借貸成本停止撥充資本。

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。

#### 以股權結算股份為基礎之付款交易

##### 2002年11月7日或以前授予僱員，或於2002年11月7日後授於及2005年1月1日前歸屬之購股權

已授出購股權於獲行使前不會於綜合財務報表內記錄其財務影響，亦不會於綜合收益表內確認有關所授出購股權價值之支出。當購股權獲行使，因而發行之股份會以股份面值記錄為新增股本，而每股行使價高於股份面值之部份會記錄為股份溢價。於行使日期前失效或被註銷之購股權會於未行使購股權登記冊內刪除。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Equity-settled share-based payment transactions (Continued)

##### Share options granted to employees after 7 November 2002 and vested before 1 January 2005

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 ("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 Share-based compensation reserve.

At the time when the share options are exercised, the amount previously recognised in 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 Share-based compensation reserve will be transferred to retained profits.

### 3. 主要會計政策 (續)

#### 以股權結算股份為基礎之付款交易 (續)

##### 2002年11月7日以後授予僱員及於 2005年1月1日前歸屬之購股權

參考於授出日期之所授出購股權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，權益（「以股份支付之酬金儲備」）則相應增加。

本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酬金儲備確認之數額將轉撥至保留溢利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Equity-settled share-based payment transactions (Continued)

##### Share options granted to consultants/agents/ advisors

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expenses immediately, unless the goods or services qualify for recognition as assets. Corresponding adjustment has been made to equity (Share-based compensation reserve).

### 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### 3. 主要會計政策 (續)

#### 以股權結算股份為基礎之付款交易 (續)

##### 授予諮詢人／代理／諮詢人之購股 權

發行以換取貨品或服務之購股權按所收取貨品或服務之公平值計量。除非該公平值不能可靠地計量，在此情況下，則已收貨品或服務參考已授出購股權之公平值計量。除非所收取之貨品或服務合資格確認為資產，否則該等貨品或服務之公平值即時確認為開支，並對股本權益（以股份支付之酬金儲備）作相應調整。

### 4. 重要會計判斷與估計不確定 因素之主要來源

編製本集團之綜合財務報表時，管理層須作出會影響報告當日所呈報收入、開支、資產及負債之報告金額及或然負債披露之判斷、估計及假設。然而，有關該等假設及估計之不確定因素可導致受影響之資產或負債之賬面值作出重大調整。

#### 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Estimated impairment of assets arising from earthquake

As detailed in note 44 to the consolidated financial statements, an earthquake with a magnitude of 8.0 on the Richter scale struck Wenchuan area of Sichuan Province on 12 May 2008 and certain of the Group's subsidiaries were affected. Impairment loss of approximately HK\$279,922,000 was recognised on certain assets of the subsidiaries affected in the consolidated income statement during the year ended 31 March 2008. This requires an estimation of the recoverable amount of the affected assets which involved a great level of judgement.

In assessing the extent of impairment of and the recoverability of the affected assets, the management made use of information from different sources, both public and generated internally. The management is required to exercise judgement in applying such information to the Group's business. The management's interpretation of such information has a direct impact on the amount of impairment losses recognised. Any material deviation of the actual amount of impairment proved to be necessary in the future from such estimation would lead to an adjustment to the profit or loss in future accounting periods.

#### 4. 重要會計判斷與估計不確定因素之主要來源 (續)

##### 估計地震造成之資產減值

如綜合財務報表附註44所述，2008年5月12日四川省汶川地區發生黎克特製8.0級地震，本集團之若干附屬公司均受到影響。受影響之若干附屬公司資產之減值虧損約港幣279,922,000元已於截至2008年3月31日止年度之綜合收益表中確認。該等確認須估計受影響資產之可收回金額，當中涉及一定程度判斷。

在評估受影響資產之減值程度與可收回程度時，管理層採用來自不同來源之資料，包括公開及內部產生的資料。管理層將該等資料應用於本集團業務時須作出判斷。管理層對該等資料之詮釋直接影響所確認之減值虧損金額。日後證實為有必要之實減值數額如與有關估計出現重大偏差，將導致日後會計期間之損益須作調整。

#### 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Estimated impairment of property, plant and equipment and prepaid lease payments

The Group tests annually whether property, plant and equipment and prepaid lease payments have suffered any impairment in accordance with the accounting policy stated in note 3. The recoverable amounts have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and discount rates.

##### 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.

##### 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. 重要會計判斷與估計不確定因素之主要來源(續)

##### 物業、廠房及設備與預付租金之估計減值

根據附註3所載之會計政策，本集團每年測試物業、廠房及設備及預付租金有否出現任何減值。可收回金額已根據使用價值計算方式釐定。該等計算方式須作出估計，如未來收入及貼現率等。

##### 商譽之估計減值

釐定商譽是否減值須對商譽獲分配之現金產生單位之使用價值作出估計。計算使用價值要求本集團估計預期產生自現金產生單位之未來現金流量及合適之貼現率以計算現值。倘未來現金流量之實際金額少於預期金額，則可能產生重大減值。

##### 物業、廠房及設備之折舊

物業、廠房及設備計及估計剩餘價值後，以直線法按其估計可使用年期折舊。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，倘預期與原先估計出現差異，有關與原先估計之差異將影響該項估計出現變動之年度內之折舊變動。

#### 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Impairment of trade and other receivables

The Group makes impairment of trade and other receivables based on an assessment of the recoverability of receivables. Impairment loss are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible or when the net present value of the receivable is less than the carrying amount of the receivable. The identification of impairment loss requires the use of judgement and estimates. Where the expectation on the recoverability of trade and other receivables is different from the original estimate, such difference will impact the carrying value of trade and other receivables and the impairment in the periods in which such estimate has been changed. At 31 March 2008, the carrying amount of trade and other receivables is HK\$116,845,000 (2007: HK\$118,696,000). Details of movement in impairment on trade and other receivables are set out in note 26 to the consolidated financial statements.

#### 4. 重要會計判斷與估計不確定因素之主要來源 (續)

##### 貿易及其他應收款項之減值

本集團根據對應收款項可收回性之評估對貿易及其他應收款項作出減值。倘有任何事件或情況改變顯示結欠可能不可收回或應收款項之現值淨額低於應收款項之賬面值，則對貿易及其他應收款項作出減值虧損。識別減值虧損須運用判斷及估計。倘貿易及其他應收款項之預期可收回金額與原先估計有別，其有關差額將影響在估計出現變動期內之貿易及其他應收款項以及減值之賬面值。於2008年3月31日，貿易及其他應收款項之賬面值為港幣116,845,000元（2007年：港幣118,696,000元）。貿易及其他應收款項之減值變動詳情，載於綜合財務報表附註26。



#### 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Fair value of derivate and other financial instruments

As described in note 5(b), the Directors use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivate financial instruments, assumption are made based on quoted market rate adjusted for specific features of the instruments. Other financial instruments are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of unlisted equity instruments includes some assumptions not supported by observable market prices or rates. The carrying amount of the available-for-sale investments is HK\$6,627,000 (2007: HK\$11,601,000).

##### 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. 重要會計判斷與估計不確定因素之主要來源(續)

##### 衍生及其他金融工具之公平值

如附註5(b)所述，本公司董事運用其判斷為沒有活躍市場報價之金融工具選取適合之估值技術。此估值技術乃市場從業者常用之技術。至於衍生金融工具，則根據有關工具之個別特色而調整之市場利率報價作出假設。其他金融工具以可觀察市場價格或利率（如可取得）及假設為基準之貼現現金流量分析作估值。非上市股本工具之公平值估計包括一些無可觀察市場報價或利率支持之假設。可供出售投資之賬面值為港幣6,627,000元（2007年：港幣11,601,000元）。

##### 可換股票據之公平值

可換股票據之公平值乃使用二項模式及蒙特卡羅模擬模式計算。該等模式涉及對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。倘此等假設改變，估值將出現重大變動。

#### 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Taxation

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Where the final tax outcome of these transactions is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

As at 31 March 2008, the Group has unused tax losses of approximately HK\$9,586,000 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 expenses are subject to the limitations of the Black-Scholes option pricing model and Binominal Lattic Model respectively 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 models.

#### 4. 重要會計判斷與估計不確定因素之主要來源 (續)

##### 稅項

釐定所得稅撥備時需要對若干交易之未來稅項處理作出判斷。本集團審慎評估交易之稅務影響，從而作出稅項撥備。該等交易之稅項處理會定期重估，以考慮所有稅法之修訂。倘該等交易之最終稅額與初步記錄者不同，則該等差額會影響作出有關釐定之年度內之所得稅及遞延稅撥備。

於2008年3月31日，本集團之未動用稅務虧損約為港幣9,586,000元，可用作抵銷未來溢利。由於未能估計未來之溢利，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之綜合收益表確認。

##### 以股份為基礎付款開支

以股份為基礎付款開支分別受伯力克－舒爾斯期權定價模式及二項式格子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。

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### (a) Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value through the optimisation of the debt and equity.

The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through new share issues as well as raise of new borrowings or repayment of existing borrowings. The Group's approach to capital management remains unchanged throughout the year. The Group has no covenant with banks for the banking facilities granted.

### 5. 財務風險管理目標及政策

#### (a) 資本管理

本集團資本管理之首要目標為保障本集團能夠繼續根據持續經營基準經營，及維持良好資本負債比率，從而維持業務及透過優化債務及權益，盡量提高股東回報。

管理層考慮與每類資本有關之資本成本及風險，從而審閱資本結構。為此，本集團將透過發行新股及籌措新借貸或償還現有借貸，平衡其整體資本結構。本集團之資本管理方針於年內保持不變。本集團並無就其獲授之銀行信貸與銀行訂有任何契諾。

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (a) Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. The Group's policy is to maintain a stable gearing ratio. Net debt includes bank borrowings, trade and other payables, amounts due to associates, less cash and cash equivalents. Capital includes convertible notes and equity attributable to equity holders of the Company. The gearing ratios as at the balance sheet dates were as follows:

## 5. 財務風險管理目標及政策 (續)

### (a) 資本管理 (續)

本集團運用資本負債比率監察資本狀況，該比率乃按負債淨額除以資金總額連負債淨額計算所得，而本集團之政策是維持穩定之資本負債比率。負債淨額包括銀行借貸、貿易及其他應付款項、應付聯營公司款項、扣除現金及現金等值項目。資本包括可換股票據及本公司權益持有人應佔之權益。於結算日之資本負債比率如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Bank borrowings	銀行借貸	226,341	232,400
Trade and other payables	貿易及其他應付款項	166,217	156,616
Amounts due to associates	應付聯營公司款項	20,697	-
Less: Bank balances and cash	減：銀行結餘及現金	(170,318)	(184,031)
Net debt	負債淨額	242,937	204,985
Convertible notes	可換股票據	157,878	410,974
Equity attributable to equity holders	權益持有人應佔權益	650,896	503,521
Total capital	資本總值	808,774	914,495
Total net debt and capital	負債淨額及資本總值	1,051,771	1,119,480
Gearing ratio	資本負債比率	23.10%	18.31%

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, financial assets at fair value through profit or loss, trade and other receivables, amounts due from/to associates, bank borrowings, convertible notes, trade and other payables and bank balances. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Interest rate

The Group's cash flow interest rate risk relates primarily to variable-rate bank deposits and variable-rate borrowings (see note 30 for details of these borrowings). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

### 5. 財務風險管理目標及政策 (續)

#### (b) 金融風險管理目標及政策

本集團之主要金融工具包括可供出售投資、按公平值計入損益之金融資產、貿易及其他應收款項、應收／應付聯營公司款項、銀行借貸、可換股票據、貿易及其他應付款項及銀行結餘。此等金融工具之詳情於有關附註內披露。與金融工具相關之風險包括市場風險（利率風險及其他價格風險）、信貸風險及流動現金風險。下文載列減低此等風險之政策。管理層管理及監察此等風險，確保及時與有效地採取適當措施。

#### 利率

本集團之現金流量利率風險主要與浮動利率銀行存款及浮動利率借貸（此等借貸詳情見附註30）有關。為減低公平值利率風險，本集團之政策為保持其借貸以浮動利率計息。

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (b) Financial risk management objectives and policies (Continued)

#### Interest rate (Continued)

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year. A 100 basis point increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March 2008 would decrease/increase by approximately HK\$68,000 (2007: profit increase/decrease by approximately HK\$19,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

## 5. 財務風險管理目標及政策 (續)

### (b) 金融風險管理目標及政策 (續)

#### 利率 (續)

以下之敏感度分析乃根據非衍生工具於結算日之利率風險為基準而釐定。就浮動利率借貸而言，編製該項分析時假設於結算日之未償還負債金額於全年內仍未償還。當向內部主要管理人員匯報利率風險時會將利率加減100個基點，此亦代表管理層對利率合理可能變動之評估。

倘利率調高／調低100個基點而所有其他可變因素維持不變，本集團截至2008年3月31日止年度之虧損將減少／增加約港幣68,000元（2007年：溢利增加／減少約港幣19,000元），主要是因為本集團承擔浮動利率借貸之利息。

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### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Price risk

The Group is exposed to equity price risk through its investment in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities operating in industry sectors quoted in the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

### 5. 財務風險管理目標及政策 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 價格風險

本集團因其投資於上市股本證券而面對股本價格風險。管理層透過維持不同風險及回報之投資組合，從而管理此風險。本集團之股本價格風險主要集中於在聯交所報價之行業分部運作之股本證券。

以下之敏感度分析乃根據本報告日期所面對之股本價格風險而釐定。

		<b>Decrease/ (increase) in loss for the year 年度虧損 減少 / (增加) HK\$'000 港幣千元</b>
2008	2008年	
If equity prices had been 10% higher	倘股本價格已上漲10%	<b>10,204</b>
If equity prices had been 10% lower	倘股本價格已下滑10%	<b>(10,204)</b>

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (b) Financial risk management objectives and policies (Continued)

#### Currency risk

The Group's exposure to currency risk is attributable to the bank balances and cash and deposits of the Group which are denominated in foreign currencies of RMB (see note 28 for details). The functional currency of the relevant group entities is RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency exposure since HK\$ is pegged to the US\$ and majority transactions are conducted in functional currency of relevant group entities, management considers the Group's exposure to currency risk is minimal. However, management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### Credit risk

The credit risk on liquid fund is limited because the counterparties are banks with high credit standing.

## 5. 財務風險管理目標及政策 (續)

### (b) 金融風險管理目標及政策 (續)

#### 貨幣風險

本集團面對之貨幣風險乃由於本集團之銀行結餘及現金與存款以人民幣以外貨幣計值所致(詳請見附註28)。集團實體之功能貨幣為人民幣。由於港幣與美元掛鈎以及大部分交易均以本集團有關實體之功能貨幣進行,本集團現時並無就外幣風險實行任何外幣對沖政策。管理層認為本集團面對之貨幣風險微不足道。然而,管理層密切監察有關外幣涉及之風險,並將於有需要時考慮對沖重大之外幣風險。

#### 信貸風險

由於交易對手乃獲得高度信貸評級之銀行,故流動資金之信貸風險有限。



### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Credit risk (Continued)

The Group trades only with recognised and creditworthy third parties. The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The normal credit period is generally for a period of 30 days to 90 days and extending up to 180 days for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in note 26 to the consolidated financial statements.

##### Liquidity risk

To manage the liquidity risk, the Group reviews the level of cash and cash equivalents to ensure their adequacy to finance the Group's operations and mitigate the effects of fluctuation in cash flows. The Group also review the utilisation of borrowings and ensures the compliance of loan covenants. The Group relies on bank borrowings as a significant source of liquidity.

### 5. 財務風險管理目標及政策 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 信貸風險 (續)

本集團只與認識及信譽超著之第三方進行交易。本集團主要以賒賬形式與其客戶交易，惟新客戶則通常需要預先付款。普遍賒賬期一般為30日至90日，主要客戶更可延長至180日。每名客戶均有最高信貸額。本集團嚴密監控未償還之應收款項。高級管理層定期審閱逾期結欠。鑑於上文所述及本集團之貿易應收款項與大批不同類型客戶有關，本集團並無高度集中之信貸風險。本集團就貿易及其他應收款項面對之信貸風險相關之其他定量數據，於綜合財務報表附註26中披露。

##### 流動現金風險

為管理流動現金風險，本集團審閱現金及現金等值項目之水平，確保其足以為本集團之營運提供融資及減低流動現金波動之影響。本集團亦審閱借貸之運用並確保遵從貸款契諾之規定。本集團依靠銀行借貸，作為主要流動資金來源。

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (b) Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

## 5. 財務風險管理目標及政策 (續)

### (b) 金融風險管理目標及政策 (續)

#### 流動現金風險 (續)

下表載列本集團非衍生金融負債剩餘合約到期之詳情。此表乃根據本集團可能最早被要求付款之日，金融負債之未貼現現金流量而編製。此表包括利息及本金現金流量。

		Within One year	Within the second year	Within the third year	Within the fourth year	Within the fifth year	Total undis- counted cash flow 未貼現 現金流量總額
		一年內 HK\$'000 港幣千元	第二年內 HK\$'000 港幣千元	第三年內 HK\$'000 港幣千元	第四年內 HK\$'000 港幣千元	第五年內 HK\$'000 港幣千元	HK\$'000 港幣千元
At 31 March 2008	於2008年3月31日						
Trade and other payables	貿易及其他 應付款項	164,721	-	-	-	-	164,721
Amounts due to associates	應付聯營公司 款項	20,697	-	-	-	-	20,697
Bank borrowings	銀行借貸	157,348	32,736	53,220	961	-	244,265
Convertible notes	可換股票據	3,100	165,075	-	-	-	168,175
		<u>345,866</u>	<u>197,811</u>	<u>53,220</u>	<u>961</u>	<u>-</u>	<u>597,858</u>
At 31 March 2007	於2007年3月31日						
Trade and other payables	貿易及其他 應付款項	148,076	7,066	-	-	-	155,142
Bank borrowings	銀行借貸	119,156	59,773	31,882	48,342	1,057	260,210
Convertible notes	可換股票據	6,978	45,554	330,150	-	-	382,682
		<u>274,210</u>	<u>112,393</u>	<u>362,032</u>	<u>48,342</u>	<u>1,057</u>	<u>798,034</u>

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### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

##### *Categories and fair value of financial instruments*

The carrying amounts of each of the following categories of financial assets and financial liabilities at the balance sheet date are set out as follows:

### 5. 財務風險管理目標及政策 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 流動現金風險 (續)

##### 金融工具之分類及公平值

以下各類別金融資產及金融負債於結算日之賬面值如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Available-for-sale financial assets	可供出售金融資產	6,627	11,601
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	102,042	-
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	283,073	315,906
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities stated at amortised cost	按攤銷成本列賬之金融負債	411,759	387,542
Financial liabilities designated as fair value through profit or loss	指定為按公平值計入損益之金融資產	157,878	410,974

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### (b) Financial risk management objectives and policies (Continued)

The fair value of financial assets and financial liabilities are determined as follows:

- The fair value of financial assets and financial liabilities (including derivative instruments) with standard terms and conditions and trade on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- The fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as inputs. For an option-based derivative, the fair value is estimated using option pricing model (for example, the binomial model).

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

## 5. 財務風險管理目標及政策 (續)

### (b) 金融風險管理目標及政策 (續)

金融資產及金融負債之公平值按下列方式釐定：

- 金融資產及金融負債之公平值(包括衍生工具)具有標準條款及條件及於活躍流動市場買賣的金融資產及金融負債，乃分別參考所報市場買盤價及賣盤價釐定；及
- 其他金融資產及金融負債(包括衍生工具)之公平值乃按貼現現金流量分析之公認定價模式，使用可觀察現時市場奉行之交易價格或數率釐定。期權衍生工具則按期權定價模式(如二項模式)估計公平值。

董事認為於綜合財務報表中以攤銷成本入賬之金融資產及金融負債之賬面值與其公平值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
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### 6. TURNOVER

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

### 6. 營業額

營業額按已收或應收代價之公平值計算，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。本集團之營業額（包括持續經營及終止業務）如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Continuing operations	持續經營業務		
Provision of piped Gas Fuel	供應管道燃氣	425,846	489,115
Transportation and distribution of LPG and retail of bottled LPG	液化石油氣運輸、 分銷及瓶裝零售	193,830	33,689
		<b>619,676</b>	522,804
Discontinued operation	已終止業務		
Glass products	玻璃產品	–	9,613
		<b>619,676</b>	532,417

## 7. SEGMENT INFORMATION

Segment information is required by HKAS 14 “Segment Reporting” to be presented by way of two segment formats: (i) on a primary segment reporting basis, which the Group has determined to be by business segment; and (ii) on a secondary segment reporting basis, which the Group has determined to be by geographical segment.

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

Provision of piped Gas Fuel	–	construction of gas pipeline networks, provision of piped natural gas and LPG
Transportation and distribution of LPG and retail of bottled LPG	–	the sale of LPG in bulk to wholesale customers and the retail of bottled LPG to end user households, industrial and commercial customers

The Group had glass products segment which was discontinued during year ended 31 March 2007. The details is disclosed in note 15 to the consolidated financial statements.

In determining the Group’s geographical segments, revenues and results are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets. As the Group’s major operations and markets are located in the PRC, no further geographical segment information is provided.

## 7. 分部資料

分部資料根據香港會計準則第14號「分部申報」之規定以兩類分部申報方式：(i) 主要分部申報方式（本集團釐定以業務劃分分部資料）；及(ii)次要分部申報方式（本集團釐定以地區劃分分部資料）。

為方便管理，本集團現分為兩個業務分部：

供應管道燃氣	–	興建燃氣管道網絡、供應管道天然氣及液化石油氣
液化石油氣運輸、分銷及瓶裝零售	–	運輸、批發液化石油氣予批發客戶及零售瓶裝液化石油氣予居民、工業及商業客戶之最終用者

本集團之玻璃產品分部已於截至2007年3月31日止年度終止。詳情載於綜合財務報表附註15。

於釐定本集團地域分部時，收入及業績乃按客戶所在地點歸類，而資產則按有關資產所在位置歸類。由於本集團之主要營運及市場均位於中國，因此，並無披露地域分部資料之詳細分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 7. SEGMENT INFORMATION (Continued)

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

For the year ended 31 March

### 7. 分部資料 (續)

下表呈列本集團年內按業務分類之收入及貢獻：

截至3月31日止年度

		Continuing operations 持續經營業務				Discontinued operation 已終止業務							
		Provision of piped Gas Fuel		Transportation and distribution of LPG and retail of bottled LPG		Total		Glass Products				Consolidation	
		供應管道燃氣		液化石油氣運輸、 分銷及瓶裝零售		合計		玻璃產品				綜合	
		2008	2007	2008	2007	2008	2007	2008	2007			2008	2007
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				
Turnover	營業額	425,846	489,115	193,830	33,689	619,676	522,804	-	9,613	619,676	532,417		
Segment results	分部業績	58,640	97,784	9,626	(744)	68,266	97,040	-	1,663	68,266	98,703		
Unallocated other operating income	未分配其他經營收入									4,956	8,601		
Change in fair value of convertible notes	可換股票據公平值變動									(61,789)	(19,797)		
Convertible notes issue expenses	可換股票據發行開支									-	(13,122)		
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平價變動									71,998	-		
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益/(虧損)	2,675	-	-	-	2,675	-	-	(9,900)	2,675	(9,900)		
Unallocated amount	未分配數額									-	(243)		
										2,675	(10,143)		
Loss on disposal of an associate	出售聯營公司虧損									(2,324)	-		
Discount on acquisition of additional interests in subsidiaries	收購附屬公司額外權益之折讓									-	9,240		
Impairment loss in respect of earthquake (Note 44)	地震減值虧損(附註44)	(240,939)	-	-	-	(240,939)	-	-	-	(240,939)	-		
Unallocated amount	未分配數額									(38,983)	-		
										(279,922)	-		
Impairment loss in respect of goodwill	商譽減值虧損									(8,397)	(91)		
Unallocated corporate expenses	未分配企業開支									(71,307)	(32,538)		
Finance costs	財務成本									(14,448)	(16,771)		
Share of results of associates	應佔聯營公司業績	(2,130)	26,930	-	-	(2,130)	26,930	-	-	(2,130)	26,930		
Unallocated amount	未分配數額									(8,239)	(1,631)		
										(10,369)	25,299		
(Loss)/profit before taxation	除稅前(虧損)/溢利									(300,661)	49,381		
Taxation	稅項									(8,739)	(15,917)		
(Loss)/profit for the year	本年度(虧損)/溢利									(309,400)	33,464		

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008

截至2008年3月31日止年度

## 7. SEGMENT INFORMATION (Continued)

## 7. 分部資料(續)

As at 31 March

於3月31日

		Continuing operations 持續經營業務				Discontinued operation 已終止業務					
		Provision of piped Gas Fuel 供應管道燃氣		Transportation and distribution of bottled LPG 液化石油氣運輸、 分銷及瓶裝零售		Total 合計		Glass Products 玻璃產品		Consolidation 綜合	
		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Segment assets	分部資產	756,593	919,228	137,755	101,496	894,348	1,020,724	-	-	894,348	1,020,724
Interests in associates	於聯營公司權益	51,501	36,238	-	-	51,501	36,238	-	-	51,501	36,238
Unallocated amount	未分配數額									2,210	47,900
										53,711	84,138
Amounts due from associates	應收聯營公司款項									-	16,150
Goodwill	商譽	159,341	217,920	7,851	7,130	167,192	225,050	-	-	167,192	225,050
Unallocated assets	未分配資產									250,203	90,801
Total assets	資產總值									1,365,454	1,436,863
Segment liabilities	分部負債	116,993	100,242	17,387	18,878	134,380	119,120	-	-	134,380	119,120
Amounts due to associates	應付聯營公司款項	20,697	-	-	-	20,697	-	-	-	20,697	-
Convertible notes	可換股票據									157,878	410,974
Unallocated liabilities	未分配負債									335,514	337,215
Total liabilities	負債總值									648,469	867,309
<b>For the year ended 31 March</b>	<b>截至3月31日止年度</b>										
Other information	其他資料										
Depreciation	折舊	17,198	15,214	2,196	514	19,394	15,728	-	447	19,394	16,175
Unallocated amount	未分配數額									1,863	1,082
										21,257	17,257
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	505	13,712	-	-	505	13,712	-	-	505	13,712
Unallocated amount	未分配數額									118	46
										623	13,758
Amortisation of intangible assets	攤銷無形資產	4,401	3,605	-	-	4,401	3,605	-	-	4,401	3,605
Impairment loss in respect of earthquake (Note 44)	地震減值虧損(附註44)	240,939	-	-	-	240,939	-	-	-	240,939	-
Unallocated amount	未分配數額									47,380	91
										288,319	91
Revaluation gain on investment properties	投資物業重估收益	(377)	(455)	-	-	(377)	(455)	-	-	(377)	(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	-	344,996	-	-	-	344,996	-	-	-	344,996
Unallocated amount	未分配數額									-	3,668
										-	348,664
Property, plant and equipment by the group itself	本集團本身於物業、廠房及設備	128,331	80,629	34,625	32,713	162,956	113,342	-	3,559	162,956	116,901
Unallocated amount	未分配數額									1,310	19,615
										164,266	136,516
										164,266	485,180



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 8. OTHER OPERATING INCOME

### 8. 其他經營收入

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Bank and other interest income	銀行及其他利息收入	4,414	8,228
Exchange gain	匯兌收益	120	4,777
Rental income, net of outgoings	租金收入·扣除支出	267	89
Repair and maintenance income	維修及保養收入	721	1,010
Revaluation gain on investment properties	投資物業重估收益	377	455
Storage income	儲存收入	1,112	110
Subsidy and compensation income	補貼及賠償收入	-	20
Water supply and sales of gas appliance	供水及銷售燃氣器具		
- Income	- 收入	3,098	1,793
- Cost of sales	- 銷售成本	(2,606)	(1,420)
		492	373
LPG cylinders trains rental, net of outgoings	LPG鐵路罐車租賃·減開支	1,217	315
Others	其他	849	790
		<b>9,569</b>	<b>16,167</b>
<b>Discontinued operation</b>	<b>已終止業務</b>		
Subsidy income	補貼收入	-	1,103
Bank and other interest income	銀行及其他利息收入	-	4
Others	其他	-	1
		-	1,108
<b>Total</b>	<b>總計</b>	<b>9,569</b>	<b>17,275</b>

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

## 9. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived after charging the following:

## 9. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已扣除下列各項:

		Continuing operations		Discontinued operation		Consolidated	
		持續經營業務		已終止業務		綜合	
		2008	2007	2008	2007	2008	2007
		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
Staff costs, including directors' and supervisors' emoluments	員工成本·包括董事及監事酬金						
- Salaries, wages, allowances and benefits in kind	- 薪金、工資、津貼及實物利益	42,068	33,803	-	153	42,068	33,956
- Retirement benefits scheme contributions	- 退休福利計劃供款	2,221	1,730	-	19	2,221	1,749
- Share-based payment expense	- 以股份為基礎付款開支	19,657	5,677	-	-	19,657	5,677
		<b>63,946</b>	<b>41,210</b>	<b>-</b>	<b>172</b>	<b>63,946</b>	<b>41,382</b>
Cost of inventories sold	已售存貨成本	477,310	350,397	-	8,531	477,310	358,928
Auditor's remuneration	核數師酬金						
- current year provision	- 本年度撥備	2,800	3,500	-	-	2,800	3,500
- 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	21,257	16,810	-	447	21,257	17,257
Amortisation of prepaid lease payments	攤銷預付租金	671	485	-	13	671	498
Amortisation of intangible assets	攤銷無形資產	4,401	3,605	-	-	4,401	3,605
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	623	13,758	-	-	623	13,758
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 on trade and other receivables	貿易及其他應收款項之減值虧損	759	1,120	-	-	759	1,120
Trade and other receivables written off	貿易及其他應收款項之撇銷	5,189	1,445	-	-	5,189	1,445
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)	3,024	13,704	-	-	3,024	13,704

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
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### 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) DIRECTORS' EMOLUMENTS

The remuneration of the Directors for the year, disclosed pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange and Section 161 of the Hong Kong Companies Ordinance, is analysed as follows:

For the year ended 31 March 2008

	Directors' fee	Salaries, allowances and benefits in kind	Share-based payment	Retirement benefit scheme contributions	Total emoluments
	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
Executive directors	執行董事				
Xu Ruixin	徐瑞新	-	-	-	-
Liu Jing	劉京				
- resigned on 31 December 2007	- 於2007年12月31日辭任	-	1,370	1,005	2,375
Mo Shikang	莫世康	-	1,844	125	1,997
Zhang Hesheng	張和生	-	1,918	1,005	2,953
Zhu Peifeng	朱培風	-	1,836	1,005	2,871
Jin Song	靳松	-	612	1,005	1,643
Wong Ching	王政	-	910	1,005	1,915
Independent non-executive directors	獨立非執行董事				
Liu Junmin	劉駿民	130	-	362	492
Tan Qinglian	譚慶堦	-	-	-	-
Sin Ka Man	冼家敏	140	-	362	502
		<b>270</b>	<b>8,490</b>	<b>5,874</b>	<b>14,748</b>

### 10. 董事及高級管理層酬金

#### (a) 董事酬金

按聯交所證券上市規則(「上市規則」)及香港公司條例第161條所披露,董事於本年度之酬金詳情如下:

截至2008年3月31日止年度

## 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

## 10. 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 2007

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	以股份為基礎之付款	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
Executive directors	執行董事					
Xu Ruixin	徐瑞新	–	–	–	–	–
Liu Jing	劉京	–	1,620	–	–	1,620
Mo Shikang	莫世康	–	1,833	–	23	1,856
Zhang Hesheng	張和生	–	1,828	–	30	1,858
Zhu Peifeng	朱培風	–	1,828	–	30	1,858
Jin Song	靳松	–	435	–	20	455
Yan Wing Cheung	甄永祥					
– resigned on	– 於2006年					
23 December	12月23日辭任					
2006		–	686	505	9	1,200
Wong Ching	王政					
– appointed on	– 於2006年					
23 December	12月23日委任					
2006		–	230	–	–	230
Independent non-executive directors	獨立非執行董事					
Liu Junmin	劉駿民	131	–	–	–	131
Tan Qinglian	譚慶璉	–	–	–	–	–
Wong Shing Kay, Oliver	黃承基					
– resigned on	– 於2006年					
3 October 2006	10月3日辭任	68	–	–	–	68
Chan Chuk Cheung, Ivan	陳祝祥					
– appointed on	– 於2006年					
3 October 2006	10月3日委任					
and resigned on	及於2006年					
23 December	12月23日					
2006	辭任	32	–	–	–	32
Sin Ka Man	冼家敏					
– appointed on	– 於2006年					
23 December	12月23日					
2006	委任	33	–	–	–	33
		264	8,460	505	112	9,341

### 10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

#### (a) DIRECTORS' EMOLUMENTS (Continued)

None of the Directors 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 2008 and 2007.

During the years ended 31 March 2008 and 2007, certain Directors were granted share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in note 35 to the consolidated financial statements. The fair value of such options, which has been charged to the consolidated income statement, was determined as at the date of grant and included in the above Directors' remuneration disclosures.

#### (b) FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments, all (2007: all) are Directors whose emoluments are disclosed in note 10(a).

During the two years ended 31 March 2008 and 2007, 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.

### 10. 董事及高級管理層酬金(續)

#### (a) 董事酬金(續)

截至2008年3月31日及2007年3月31日止兩個年度，董事概無放棄或同意放棄任何本集團支付之酬金，而本集團概無支付或應付款項予任何本公司董事作為加盟本集團之獎勵酬金或離職補償。

於截至2008年及2007年3月31日止年度，根據本公司購股權計劃，若干董事就其向本集團提供之服務獲授予購股權，有關詳情載於綜合財務報表附註35。該等購股權之公平值（已於綜合收益表中扣除）於授出日期釐定，並包括於以上董事酬金之披露。

#### (b) 五位最高薪酬人士

五位（2007年：全部）最高薪酬人士均為董事，其酬金已披露於附註10(a)內。

截至2008年及2007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。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
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## 11. FINANCE COSTS

## 11. 財務成本

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest on convertible notes	可換股票據之利息	4,289	6,277
Interest on bank loans and overdrafts wholly repayable within five years	須於5年內悉數償還之銀行貸款及透支利息	18,238	18,275
		<b>22,527</b>	24,552
Less: amount capitalised in construction in progress (note)	減：在建工程資本化金額（附註）	<b>(8,079)</b>	(7,781)
		<b>14,448</b>	16,771
Attributable to:	下列應佔：		
Continuing operations	持續經營業務	14,448	16,740
Discontinued operation	已終止業務	-	31
		<b>14,448</b>	16,771

Note: The borrowing costs have been capitalised at a rate of 7.48% – 9.69% per annum. (2007: 9.1% to 10.93%).

附註：借貸成本已按每年7.48%至9.69%（2007年：9.1%至10.93%）資本化。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 12. TAXATION

### 12. 稅項

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current tax:	即期稅項：		
Hong Kong Profits tax	香港利得稅	5,042	–
PRC Enterprise Income Tax	中國企業所得稅	11,837	20,180
Overprovision for prior years	過往年度超額撥備	(37)	(4,263)
Deferred tax:	遞延稅項：		
Credit for the year (Note 33)	本年度計入(附註33)	(8,103)	–
		<b>8,739</b>	<b>15,917</b>
Attributable to:	下列應佔：		
Continuing operations	持續經營業務	8,739	15,208
Discontinued operation	已終止業務	–	709
		<b>8,739</b>	<b>15,917</b>

Hong Kong Profits tax is calculated at 17.5% (2007: nil) of the estimated assessable profit for the year. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Pursuant to the relevant laws and regulations in the PRC, the statutory PRC Enterprise Income Tax rate of 25% (2007: 33%) is applied to the Group entities except for entities that are entitled to different concessionary tax rates as disclosed below.

香港利得稅乃根據本年度估計應課稅溢利按17.5%計算(2007年:無)。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法規，除下文所披露享有不同優惠稅率之實體外，本集團之實體均按中國企業法定所得稅率25%(2007年:33%)繳納稅項。

## 12. TAXATION (Continued)

Pursuant to the relevant laws and regulations in the PRC, certain PRC subsidiaries of the Company are entitled to an exemption from the PRC Enterprise Income Tax for the first two years commencing from their first profit-making year of operation and thereafter, these PRC subsidiaries will be entitled to a 50% relief from the PRC Enterprise Income Tax for the following three years ("2+3" tax preference). The PRC Enterprise Income Tax rates applicable to these subsidiaries range from 15% to 33% and the reduced tax rates for the relief period range from 7.5% to 16.5%. The charge of the PRC Enterprise Income Tax for the years has been provided for after taking these tax incentives into account. The tax benefit will expire during the period from year 2008 to 2012.

On 16 March 2007, the PRC promulgated the Law of the PRC on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the PRC. On 6 December 2007, the State Council of the PRC issued Implementation Regulations of the New Law. The new PRC Enterprise Income Tax rate for domestic and foreign enterprises was unified to 25% effective from 1 January 2008 under the New Law and Implementation Regulations.

On 26 December 2007, the State Council of the PRC issued a Circular on the implementation of transitional preferential policies for the PRC Enterprise Income Tax. Entities that are currently entitled to preferential tax rates of 15% under the old PRC Enterprise Income Tax Law can gradually transit to the new tax rate of 25% within 5 years after the enforcement of the New Law at a tax rate of 18%, 20%, 22%, 24% and 25% in year 2008, 2009, 2010, 2011 and 2012 respectively. Entities that originally enjoy the "2+3" tax preference can continue enjoying the tax preference based on the original tax rate until after the expiration of the tax preference. Entities that did not start "2+3" tax preference before 2008 because they were still in loss position shall start the "2+3" tax preference from 2008.

## 12. 稅項 (續)

根據中國有關法律及法規，本公司若干中國附屬公司有權自各自經營首個獲利年度起獲豁免繳納中國企業所得稅兩年，而其後三年該等中國附屬公司則有權獲豁免繳納50%中國企業所得稅（「2+3」稅務優惠）。適用於該等附屬公司之中國企業所得稅率由15%至33%不等，而寬減期間之寬減後稅率介乎7.5%至16.5%。於年內之中國企業所得稅支出乃計入此等稅務優惠而作出撥備。稅務優惠將於2008年至2012年期間到期。

於2007年3月16日，中國頒布中華人民共和國主席令第63號中國企業所得稅法（「新法例」）。於2007年12月6日，中國國務院頒布新法例實施條例。根據新法例及實施條例，本地及海外企業之新訂中國企業所得稅率劃一為25%，由2008年1月1日起生效。

於2007年12月26日，中國國務院就實施中國企業所得稅過渡性優惠政策發出國務院通函。在中國舊企業所得稅法例下，目前合資格按優惠稅率15%繳稅之實體於新法例實施後五年內逐步過渡至新稅率25%，在2008年、2009年、2010年、2011年及2012年之稅率分別為18%、20%、22%、24%及25%。原本享有「2+3」稅務優惠之實體可根據原定稅率繼續享有稅務優惠，直至優惠期滿為止。因未能獲利而在2008年前未開始實行「2+3」稅務優惠之實體，會在2008年開始實行「2+3」稅務優惠。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 12. TAXATION (Continued)

The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective periods when the asset is realised or the liability is settled.

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

### 12. 稅項 (續)

遞延稅項結餘已作出調整，以反映預期於資產變現或清償負債之有關期間內應用之稅率。

綜合收益表之(虧損)/溢利與本年度之稅項對賬如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(300,661)</b>	49,381
Tax at the respective applicable rate	按各自適用稅率	<b>(75,166)</b>	16,296
Tax effect of share of result of associates	分佔聯營公司業績之稅務影響	<b>2,592</b>	(8,349)
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	<b>(16,812)</b>	(2,580)
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	<b>105,598</b>	15,443
Tax loss not recognised	未確認之稅項虧損	<b>2,259</b>	9,126
Tax loss utilised	稅項虧損利用	<b>(4,393)</b>	-
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	<b>(1,495)</b>	(4,552)
Tax effect of exemption granted to subsidiaries	附屬公司獲授豁免之稅務影響	-	(2,410)
Effect of different tax rate of subsidiaries	附屬公司不同稅率之影響	<b>(3,807)</b>	(2,794)
Overprovision for prior years	過往年度超額撥備	<b>(37)</b>	(4,263)
Taxation for the year	本年度稅項	<b>8,739</b>	15,917

### 13. LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Loss attributable to shareholders dealt with in the income statements of the Company is HK\$46,891,000 (2007: HK\$58,889,000).

### 14. DIVIDEND

No dividend had been paid or declared by the Company during the year (2007: nil).

### 15. DISCONTINUED OPERATION

During the year ended 31 March 2007, the Group discontinued its glass products business upon the deemed 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 was resulted. The acquisition has resulted in Glass Products becoming a wholly-owned subsidiary of the Group.

### 13. 本公司權益持有人應佔虧損

於本公司收益表中已獲處理之股東應佔虧損為港幣46,891,000元(2007年:港幣58,889,000元)。

### 14. 股息

於年內,本公司概無支付或宣派股息(2007年:無)。

### 15. 已終止業務

於截至2007年3月31日止年度,本集團視作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%股權,於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。

### 15. DISCONTINUED OPERATION (Continued)

The Glass Products later reconstructed its property, plant and equipment after moving to a new location and increased its registered capital from HK\$1,009,000 (RMB1,000,000) to HK\$17,159,000 (RMB17,000,000) for additional general working capital purpose. However, the Group has not made further investment in Glass Products with a view to focusing its resources in 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.

### 15. 已終止業務(續)

玻璃產品於搬遷至新址後，重建其物業、廠房及設備並將其註冊資本由港幣1,009,000元(人民幣1,000,000元)增加至港幣17,159,000元(人民幣17,000,000元)作為日常營運資金用途。然而，本集團為了集中發展核心業務，未再進一步投資於玻璃產品，因此引入新投資者以增加資本。於完成增加註冊股本後，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。已終止業務產生虧損約港幣9,900,000元，已計入截至2007年3月31日止年度之綜合收益表。

## 15. DISCONTINUED OPERATION (Continued)

## 15. 已終止業務(續)

## Profits for the period from discontinued operation

## 已終止業務之期間溢利

		From 1 April 2006 to 31 July 2006 自2006年4月1日至 2006年7月31日
		HK\$'000 港幣千元
Turnover	營業額	9,613
Cost of sales	銷售成本	(8,531)
Gross profit	毛利	1,082
Other operating income	其他經營收入	1,108
Administrative expenses	行政開支	(527)
Finance costs	財務成本	(31)
Profit before taxation	除稅前溢利	1,632
Taxation	稅項	(709)
Profit for the year from discontinued operation	已終止業務之年度溢利	923
Attributable to:	下列應佔:	
Equity holders of the Company	本公司權益持有人	712
Minority interests	少數股東權益	211
		923
Cash flows from discontinued operation:	已終止業務之現金流量:	
Net cash from operating activities	經營活動產生之現金淨額	5,326
Net cash used in investing activities	投資活動所用之現金淨額	(3,559)
Net cash from financing activities	融資活動產生之現金淨額	-
		1,767

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## 綜合財務報表附註

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### 16. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the (loss)/profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

The calculation of the basic and diluted (loss)/earnings per share are based on the following data:

### 16. 每股(虧損)／盈利

每股基本(虧損)／盈利之計算乃按年內本公司普通權益持有人應佔年度(虧損)／溢利，以及於年內發行之普通股加權平均數計算。

每股基本及攤薄(虧損)／盈利乃按下列數據計算：

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>(Loss)/earnings</b>	<b>(虧損)／盈利</b>		
(Loss)/profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年度(虧損)／溢利	<b>(309,456)</b>	22,123
Profit for the year from discontinued operation attributable to equity holders of the Company	本公司權益持有人應佔已終止業務之年度溢利	-	(712)
(Loss)/profit used in the calculation of basic (loss)/earnings per share from continuing operations	用作計算來自持續經營業務之每股基本(虧損)／盈利之(虧損)／溢利	<b>(309,456)</b>	21,411

## 16. (LOSS)/EARNINGS PER SHARE (Continued) 16. 每股(虧損)/盈利(續)

		Number of shares	
		股份數目	
		2008	2007
<b>Share</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic (loss)/earnings per share calculation	計算每股基本(虧損)/盈利所使用之年內已發行普通股加權平均數	<b>3,934,388,455</b>	3,190,879,300
Effect of dilution – weighted average of number of potential ordinary shares:	具攤薄作用之潛在普通股之加權平均數之影響:		
– share options	– 購股權	<b>46,920,793</b>	18,331,867
Weighted average number of ordinary shares in issue during the year used in the diluted (loss)/earnings per share calculation	計算每股攤薄(虧損)/盈利所使用之年內已發行普通股加權平均數	<b>3,981,309,248</b>	3,209,211,167

The computation of diluted (loss)/earnings per share for the years ended 31 March 2008 and 2007 does not assume the conversion of the Company's outstanding convertible notes since their exercise would result in a decrease in loss per share and an increase in earnings per share from continuing operations.

Diluted loss per share for year ended 31 March 2008 has not be presented as the effect of any dilution is anti-dilutive.

截至2008年及2007年3月31日止年度每股攤薄(虧損)/盈利之計算並無假設本公司轉換尚未轉換之可換股票據，因行使可換股票據會導致來自持續經營業務之每股盈利增加。

由於任何攤薄影響均屬於反攤薄性質，故截至2008年3月31日止年度並無呈列每股攤薄虧損。

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## 綜合財務報表附註

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### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Buildings in PRC for own use under medium lease 中期租賃項下 位於中國之 自用樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃物業 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	Transportation vehicles 運輸車輛 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
<b>Cost</b>	<b>成本</b>							
At 1 April 2006	於2006年4月1日	14,788	427	1,325	213,440	4,846	1,699	236,525
Exchange realignment	匯兌調整	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
Deemed disposal of a subsidiary	視為出售 一間附屬公司	(2,328)	-	(45)	(13,546)	-	(3,294)	(19,213)
Additions	添置	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 and 1 April 2007	於2007年3月31日及 2007年4月1日	67,948	427	4,753	470,101	14,243	79,566	637,038
Exchange realignment	匯兌調整	6,869	-	439	47,334	1,530	8,018	64,190
Additions	添置	1,215	-	1,503	5,235	15,787	140,526	164,266
Transfer	轉讓	5,033	-	-	81,497	-	(86,530)	-
Transfer to prepaid expenses	轉撥預付開支	-	-	-	-	-	(9,079)	(9,079)
Disposal of subsidiaries	出售附屬公司	(8,341)	-	(74)	(46,460)	(329)	(2,463)	(57,667)
Disposals	出售	(84)	-	(169)	(26)	(498)	(487)	(1,264)
At 31 March 2008	於2008年3月31日	<b>72,640</b>	<b>427</b>	<b>6,452</b>	<b>557,681</b>	<b>30,733</b>	<b>129,551</b>	<b>797,484</b>
<b>Accumulated depreciation and impairment loss</b>	<b>累計折舊及 減值虧損</b>							
At 1 April 2006	於2006年4月1日	629	21	235	7,301	515	-	8,701
Exchange realignment	匯兌調整	69	-	27	667	48	-	811
Provided for the year	本年度撥備	1,583	85	666	13,382	1,541	-	17,257
Deemed disposal of a subsidiary	視為出售 一間附屬公司	(121)	-	(12)	(1,737)	-	-	(1,870)
Eliminated on disposal	出售時對銷	(818)	-	(315)	(1,998)	(494)	-	(3,625)
At 31 March 2007 and 1 April 2007	於2007年3月31日及 於2007年4月1日	1,342	106	601	17,615	1,610	-	21,274
Exchange realignment	匯兌調整	283	-	101	2,629	318	-	3,331
Provided for the year	本年度撥備	2,497	85	933	14,191	3,551	-	21,257
Disposal of subsidiaries	出售附屬公司	(1,083)	-	(40)	(6,970)	(116)	-	(8,209)
Eliminated on disposal	出售時對銷	(84)	-	(127)	(19)	(317)	-	(547)
Impairment loss – Note 44	減值虧損 – 附註44	12,116	-	195	183,589	1,626	21,075	218,601
At 31 March 2008	於2008年3月31日	<b>15,071</b>	<b>191</b>	<b>1,663</b>	<b>211,035</b>	<b>6,672</b>	<b>21,075</b>	<b>255,707</b>
<b>Carrying value</b>	<b>賬面值</b>							
At 31 March 2008	於2008年3月31日	<b>57,569</b>	<b>236</b>	<b>4,789</b>	<b>346,646</b>	<b>24,061</b>	<b>108,476</b>	<b>541,777</b>
At 31 March 2007	於2007年3月31日	66,606	321	4,152	452,486	12,633	79,566	615,764

**17. PROPERTY, PLANT AND EQUIPMENT  
(Continued)**

The official property title certificates for certain of the Group's buildings with carrying amounts of approximately HK\$9,895,000 (2007: HK\$13,675,000) 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%
Transportation vehicles	12.5% – 20%

**17. 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9,895,000元（2007年：港幣13,675,000元）仍未獲當地相關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）
租賃物業裝修	租賃期限或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%
運輸車輛	12.5%至20%



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### 18. INVESTMENT PROPERTIES

### 18. 投資物業

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	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	<b>7,237</b>	6,984
Exchange realignment	匯兌調整	<b>756</b>	–
Acquisition of subsidiaries	收購附屬公司	–	4,221
Disposal of subsidiaries	出售附屬公司	–	(6,984)
Additions	添置	–	2,561
Increase in fair value	公平值增加	<b>377</b>	455
At 31 March	於3月31日	<b>8,370</b>	7,237
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：		
PRC – leases between 10 and 50 years	中國 – 租賃期由10年至50年	<b>8,370</b>	7,237

## 18. INVESTMENT PROPERTIES (Continued)

The fair value of the Group's investment properties at 31 March 2008 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 2008, the Group's investment properties amounting to HK\$8,370,000 (2007: HK\$1,756,000) were pledged to secure bank loans granted to the Group (Note 43).

None of the leases include contingent rentals. During the year ended 31 March 2008, the gross rental income from investment properties amounted to approximately HK\$152,000 (2007: HK\$89,000).

## 18. 投資物業 (續)

於2008年3月31日，本集團投資物業之公平值乃根據獨立合資格專業估值機構資產評估顧問有限公司（與本集團並無關連）在該日進行之估值得出。資產評估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於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，最初期限由三年至七年，可選擇按重新商議條款續期。

於2008年3月31日，本集團之投資物業為港幣8,370,000元（2007年：港幣1,756,000元）已予抵押作為授予本集團銀行貸款之擔保（附註43）。

概無任何租賃包括或然租金。於截至2008年3月31日止年度，來自投資物業之總租金收入約港幣152,000元（2007年：港幣89,000元）。

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### 19. PREPAID LEASE PAYMENTS

### 19. 預付租金

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Cost	按成本		
At 1 April	於4月1日	28,638	9,222
Exchange realignment	匯兌調整	2,903	385
Acquisition of subsidiaries	收購附屬公司	–	11,748
Additions	添置	4,475	9,672
Disposal of subsidiaries	出售附屬公司	–	(1,953)
Disposals	出售	–	(436)
At 31 March	於3月31日	<b>36,016</b>	28,638
Amortisation and impairment loss	攤銷及減值虧損		
At 1 April	於4月1日	574	119
Exchange realignment	匯兌調整	105	22
Charge for the year	本年度扣除	671	498
Disposal of subsidiaries	出售附屬公司	–	(59)
Impairment loss recognised (Note 44)	已確認之減值虧損 (附註44)	4,459	–
Eliminated on disposal	出售時對銷	–	(6)
At 31 March	於3月31日	<b>5,809</b>	574
Carrying amount	賬面值		
At 31 March	於3月31日	<b>30,207</b>	28,064
Analysed for reporting purposes as:	按申報目的分析:		
Current portion	即期部份	616	594
Non-current portion	非即期部份	29,591	27,470
		<b>30,207</b>	28,064

## 19. PREPAID LEASE PAYMENTS (Continued)

The amounts represented medium-term land use rights in the PRC and are amortised over the terms of the respective land use rights on a straight-line basis.

The Group's prepaid lease payments with carrying values of approximately HK\$4,921,000 (2007: HK\$793,000) 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 2008, the Group's prepaid lease payments amounting to approximately HK\$17,860,000 (2007: HK\$11,184,000) were pledged to secure bank loans granted to the Group (Note 43).

## 19. 預付租金 (續)

該等金額指於中國的中期土地使用權，並以直線法按土地使用權的相關租賃期予以攤銷。

本集團賬面值約港幣4,921,000元(2007年：港幣793,000元)之預付租金代表於土地使用權之權益，當地相關政府機關仍未發出有關正式土地使用權證。董事認為，本集團於該等地塊之權利及權益不會因此受到嚴重損害。

於2008年3月31日，本集團之預付租金約港幣17,860,000元(2007年：港幣11,184,000元)已予抵押作為授予本集團銀行貸款之擔保(附註43)。

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## 綜合財務報表附註

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### 20. GOODWILL

### 20. 商譽

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Cost	成本		
At 1 April	於4月1日	<b>225,141</b>	44,725
Arising on acquisition of subsidiaries	因收購附屬公司而產生	–	165,256
Arising on acquisition of additional interests in subsidiaries	因收購附屬公司額外權益而產生	–	14,910
Disposal of subsidiaries – Note 37	出售附屬公司 – 附註37	<b>(19,785)</b>	–
Exchange realignment	匯兌調整	<b>10,683</b>	250
At 31 March	於3月31日	<b>216,039</b>	225,141
Impairment	減值		
At 1 April	於4月1日	<b>91</b>	–
Impairment recognised during the year – Note 44	年內已確認減值 – 附註44	<b>48,756</b>	91
At 31 March	於3月31日	<b>48,847</b>	91
Carrying value	賬面值		
At 31 March	於3月31日	<b>167,192</b>	225,050

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

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。

## 20. GOODWILL (Continued)

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:

## 20. 商譽(續)

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之現金產生單位（「現金產生單位」）。於結算日，商譽之賬面值主要指因收購下列附屬公司產生之商譽：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Mian Zhu City Han Wang Natural Gas Co., Ltd.	綿竹市漢旺天然氣有限公司	–	2,384
Relevant Gas Fuel assets in Bei Chuan County	北川縣相關燃氣資產	–	1,853
Chongqing Zhongmin Gas Co., Ltd.	重慶中民燃氣有限公司	–	1,664
Xin Hua Resources Investment Limited	Xin Hua Resources Investment Limited	–	38,895
Gas Fuel business in Yan Liang District, Xi'an City	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（統稱「福建安然」）	<b>159,341</b>	162,372
Yunnan Zhongmin Gas Co., Ltd.	雲南中民燃氣有限公司	<b>7,851</b>	7,130
Dehua Guang An Natural Gas Co., Ltd. (“Dehua Guang An”)	德化廣安天然氣有限公司（「德化廣安」）	–	7,689
Others	其他	–	179
		<b>167,192</b>	<b>225,050</b>

### 20. GOODWILL (Continued)

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.

Mian Zhu City Han Wang Natural Gas Co., Ltd., relevant Gas Fuel assets in Bei Chuan County, Chongqing Zhongmin Gas Co., Ltd. and Xiu Hua Resources Investment Limited, natural gas business in Yan Liang District, Xi'an City, were affected by the earthquake in Wenchuan area of Sichuan Province with a magnitude of 8.0 on the Richter scale. A considerable portion of assets and operating facilities of these companies have been suffered from serious damage. Accordingly, the Directors consider that no future economic benefits would be generated from such goodwill and impairment loss of approximately HK\$48,756,000 (Note 44) have been recognised.

Except for the Sichuan Companies (as defined in note 44), 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 6% to 59% (2007: 1.5% to 170%) and a discount rate of 12% (2007: 12%). The financial budgets and growth rates are estimated according to the stage of each operation with reference to the development curve of the Gas Fuel industry in the PRC region. This pattern is consistent with the track record of the Group's projects.

### 20. 商譽 (續)

現金產生單位之可收回金額乃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。

綿竹市漢旺天然氣有限公司、北川縣燃氣相關資產、重慶中民燃氣有限公司、Xin Hua Resources Investment Limited及西安市閻良區之燃氣業務均受到四川省汶川地區發生的黎克特制8.0級地震所影響。該等公司極大部分之資產和經營設施損毀嚴重。因此，董事認為無法從該等已確認之商譽產生未來經濟效益，約港幣48,756,000元之減值虧損已確認（附註44）。

除四川公司（於附註44界定）外，本集團乃根據經管理層就未來五年審批之最近期財政預算，以增長率6%至59%（2007年：1.5%至170%）及12%貼現率（2007年：12%）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，經參考中國地區燃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。

## 21. INTANGIBLE ASSETS

## 21. 無形資產

		Exclusive rights of purchase 獨家 採購權利 HK\$'000 港幣千元 (Note a) (附註a)	Exclusive rights of operations 獨家 經營權利 HK\$'000 港幣千元 (Note b) (附註b)	Total 合計 HK\$'000 港幣千元
Cost	成本			
At 1 April 2006	於2006年4月1日	–	–	–
Acquisition of subsidiaries	收購附屬公司	–	126,271	126,271
At 31 March 2007 and 1 April 2007	於2007年3月31日 及2007年4月1日	–	126,271	126,271
Additions	添置	12,282	–	12,282
Exchange realignment	匯兌調整	–	12,399	12,399
At 31 March 2008	於2008年3月31日	<b>12,282</b>	<b>138,670</b>	<b>150,952</b>
Amortisation and impairment	攤銷及減值			
At 1 April 2006	於2006年4月1日	–	–	–
Charge for the year	本年度扣除	–	3,605	3,605
Exchange realignment	匯兌調整	–	96	96
At 31 March 2007 and 1 April 2007	於2007年3月31日 及2007年4月1日	–	3,701	3,701
Charge for the year	本年度扣除	–	4,401	4,401
Exchange realignment	匯兌調整	–	268	268
At 31 March 2008	於2008年3月31日	–	<b>8,370</b>	<b>8,370</b>
Carrying value	賬面值			
At 31 March 2008	於2008年3月31日	<b>12,282</b>	<b>130,300</b>	<b>142,582</b>
At 31 March 2007	於2007年3月31日	–	122,570	122,570



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### 21. INTANGIBLE ASSETS (Continued)

Notes:

- (a) During the year ended 31 March 2008, the Group acquired an exclusive rights of purchase of natural gas explored in Yanji Basin, which is located in Yanji, Long Jing and Long City of Yan Bian Korean Nation Autonomous Area in the eastern part of Jilin Province, from an ex-associate – Yan Bian Hua Xin Oil Exploitation Company Limited at a consideration of HK\$12,282,000. At present, Yanji Basin is in the phase of exploration. The rights have therefore not yet commenced to be amortised.

The Group tests the intangible assets annually for impairment or more frequently if there are indications that the intangible assets might be impaired. At 31 March 2008, the management reviewed the recoverable amounts of the rights of purchase by an estimation of the value in use of the subsidiary holding such rights as a separate cash generating unit (“CGU”) based on a valuation report issued by Asset Appraisal Limited, a qualified valuer not connected with the Group. The valuation has been carried out utilising the discounted cash flow technique based on a 5-year operating budget of the relevant CGU, as approved by the management of the Group, which adopted an estimated annual growth rate in revenue up to 86% and a discount rate of 12%.

- (b) During the year ended 31 March 2007, the addition arose from the acquisition of subsidiaries that was granted with exclusive rights to operate in gas pipeline infrastructure and provision of piped Gas Fuel by local government in various cities in the PRC for a period of 10 to 60 years.

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

### 21. 無形資產 (續)

附註:

- (a) 於截至2008年3月31日止年度，本集團以代價港幣12,282,000元向前聯營公司—延邊州華新石油開發有限公司收購一項位於吉林省東部延邊朝鮮族自治州延吉、龍井及龍城盆地開發之天然氣的獨家採購權利。延吉盆地現時正在勘探階段，因此有關權利尚未開始作攤銷。

本集團每年測試無形資產減值，或倘有跡象顯示無形資產可能減值，則測試將更為頻密。於2008年3月31日，管理層審閱採購權利之可收回金額，審閱乃根據由資產評估顧問有限公司（與本集團並無關連之合資格估值機構）發行的估值報告，持有該權利之附屬公司使用之估值作現金產生單位（「現金產生單位」）之估值。估值乃利用由本集團管理層審批，採納不超過86%之收入估值年度增長率及12%貼現率，根據相關現金產生單位之五年經營預算之貼現現金流量技術。

- (b) 於截至2007年3月31日止年度，增加金額乃因收購附屬公司所產生，而該等附屬公司獲中國若干城市地方政府授予經營燃氣管道基礎設施及提供燃氣之獨家權利，為期10至60年。

所有獨家經營權利及採購權利於10至60年之經營期內以直線基準攤銷。

## 22. INTERESTS IN ASSOCIATES

## 22. 於聯營公司權益

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cost of unlisted investment	非上市投資成本	<b>37,845</b>	57,355
Share of post-acquisitions profits and losses	分佔收購後溢利減虧損	<b>15,582</b>	25,951
Impairment loss of goodwill	商譽減值虧損	<b>(8,397)</b>	–
Exchange realignment	匯兌調整	<b>8,681</b>	832
		<b>53,711</b>	84,138
Amounts due from associates	應收聯營公司款項	–	16,150
Amounts due to associates	應付聯營公司款項	<b>(20,697)</b>	–

Amounts due from/(to) associates are unsecured, interest-free and repayable on demand.

應收／(應付)聯營公司款項為無抵押、免息及須於要求時償還。

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## 綜合財務報表附註

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### 22. INTERESTS IN ASSOCIATES (Continued)

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

### 22. 於聯營公司權益 (續)

於聯營公司權益之賬面值於年內之變動如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
At the beginning of the year	於年初	<b>84,138</b>	3,564
Acquisition of subsidiaries	收購附屬公司	–	4,806
Acquisition of associates	收購聯營公司	–	49,645
Deemed acquisition of an associate as a result of dilution in interest in a former subsidiary (Note 37)	因前附屬公司權益攤薄而視作收購聯營公司 (附註37)	<b>13,935</b>	–
Disposal of an associate	出售一間聯營公司	<b>(33,445)</b>	–
Impairment loss recognised on goodwill	於商譽確認之減值虧損	<b>(8,397)</b>	–
Exchange realignment	匯兌調整	<b>7,849</b>	824
Share of results of associates for the year	本年度應佔聯營公司業績	<b>(10,369)</b>	25,299
		<b>53,711</b>	84,138

## 22. INTERESTS IN ASSOCIATES (Continued)

## 22. 於聯營公司權益(續)

Details of the Group's associates as at 31 March 2008 are as follow:

於2008年3月31日，本集團之聯營公司詳情如下：

Name of company	Form of business structure	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
公司名稱	業務架構形式			主要業務
銀川中民燃氣有限公司 ("Yin Chuan Zhongmin Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	50%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造
德化廣安 Dehua Guang An	Limited liability company 有限責任公司	PRC 中國	49%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造
福州安然居管道燃氣有限公司 ("Fuzhou An Ran Ju Pipeline Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	49%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造

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### 22. INTERESTS IN ASSOCIATES (Continued)

### 22. 於聯營公司權益 (續)

Name of company	Form of business structure	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
廈門嘉安燃氣有限公司 ("Xiamen Jia An Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	49% 49%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造
中民在線(北京)科技發展有限公司 ("Zhongmin Zai Xian (Beijing) Technology Development Limited")	Limited liability company 有限責任公司	PRC 中國	40% 40%	Participate in supply of video lottery operating system and equipment in the PRC 於中國提供視頻彩票系統及設備

## 22. INTERESTS IN ASSOCIATES (Continued)

Included in the cost of investment in associates is goodwill of HK\$1,583,000 (2007: HK\$39,376,000). This goodwill is attributable to the anticipated profitability of (1) sales and distribution of Gas Fuel and related products and (2) the gas pipeline construction operations and (3) the participation in supply of video lottery operating system and equipments respectively. The movement of goodwill is set out below.

At 1 April	於4月1日
Exchange realignment	匯兌調整
Arising on acquisition of associates	因收購聯營公司而產生
Impairment loss recognised	已確認之減值虧損
Disposal of an associate	出售聯營公司
At 31 March	於3月31日

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 the associates. The amount of future dividends depends on the profitability and the availability of cash of the associates.

## 22. 於聯營公司權益 (續)

聯營公司投資成本包括商譽港幣1,583,000元(2007年:港幣39,376,000元)。此商譽乃歸因於(1)銷售及分銷燃氣及相關產品,及(2)燃氣管道建設業務,及(3)參與供應視頻彩票系統及設備服務之預期盈利能力。商譽之變動載列如下:

	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
At 1 April	39,376	1,379
Exchange realignment	3,883	59
Arising on acquisition of associates	—	37,938
Impairment loss recognised	(8,397)	—
Disposal of an associate	(33,279)	—
At 31 March	1,583	39,376

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。

於聯營公司權益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。未來股息的金額視乎聯營公司之盈利能力及現金之可利用性而定。

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### 22. INTERESTS IN ASSOCIATES (Continued)

The cash flow 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 associates on an estimated growth pattern at growth rate between 2% to 6% (2007: 7.8% to 120%) at discount rate of 12% (2007: 12%). The financial budgets and growth rates are estimated according to the stage of each operation with reference to the development curve of the gas fuel industry in the PRC region.

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

### 22. 於聯營公司權益 (續)

現金流量預測乃管理層根據為期5年之財政預算案以增長率2%至6% (2007年: 7.8%至120%) 及貼現率12% (2007年: 12%) 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, 經參考中國地區燃氣行業之發展曲線作出估計。

本集團聯營公司之財務資料概述如下:

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Total assets	資產總值	<b>224,698</b>	159,485
Total liabilities	負債總額	<b>(117,416)</b>	(63,808)
Net assets	資產淨值	<b>107,282</b>	95,677
Group's share of net assets of associates	本集團應佔聯營公司資產淨值	<b>52,128</b>	44,762
Revenue	收入	<b>79,737</b>	99,762
(Loss)/profit for the year	本年度(虧損)/溢利	<b>(24,810)</b>	51,171
Impairment loss recognised in respect of goodwill	已確認之商譽減值虧損	<b>(8,397)</b>	-
Group's share of results of associates for the year	本集團應佔聯營公司本年度業績	<b>(10,369)</b>	25,299

## 23. AVAILABLE-FOR-SALE INVESTMENTS

## 23. 可供出售投資

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Unlisted securities	非上市證券		
– Equity securities (Note)	– 股本證券(附註)	<b>12,774</b>	11,601
Accumulated impairment	累計減值		
Impairment loss recognised (Note 44)	已確認減值虧損 (附註44)	<b>(6,147)</b>	–
		<b>6,627</b>	11,601

Note:

The 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 are of the opinion that their fair values cannot be measured reliably.

附註:

非上市投資指於中國註冊成立之私人實體非上市權益之投資，由於合理公平值估計的範圍頗大，以致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。



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### 24. DEPOSIT PAID ON ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY

The amount represents deposit for acquisition of additional 20% equity interest in Jinjiang Guangan Natural Gas Co., Ltd., which is 80% owned subsidiary of the Group. The acquisition will be completed upon the approval by the relevant PRC authorities.

### 24. 收購一間附屬公司額外權益已付按金

有關金額指購買晉江廣安天然氣有限公司20%權益的按金。該公司為本集團持有80%權益的附屬公司。以上收購在中國相關部門批准之後即可完成。

### 25. INVENTORIES

### 25. 存貨

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Construction materials, spare parts and consumables	建築物料、備件及消耗品	16,689	11,018
Gas appliances	燃氣器具	70	233
Gas Fuel, including natural gas and LPG	燃氣（包括天然氣及液化石油氣）	6,797	12,154
Others	其他	4	157
		<b>23,560</b>	<b>23,562</b>

## 26. TRADE AND OTHER RECEIVABLES

The Group allows its trade customers with credit periods normally ranging from 30 days to 90 days and extending to 180 days for major customers. An aged analysis of the trade receivables (net of allowance for doubtful debts) as at the balance sheet date, based on the invoice date, is as follows:

## 26. 貿易及其他應收款項

本集團給予其貿易客戶之信貸期由30日至90日不等，及為主要客戶延長至180日。貿易應收款項（減呆賬撥備）於結算日之賬齡分析，根據發票日期如下：

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current to 90 days	即期至90日	8,921	14,002
91 days to 180 days	91日至180日	402	847
Over 180 days	180日以上	1,974	3,912
Trade receivables	貿易應收款項	11,297	18,761
Advances to third parties (Note)	預付予第三方之款項（附註）	7,662	5,275
Amount due from an ex-associate	應收一間前聯營公司款項	3,668	-
Prepayments	預付款項	7,551	25,618
Bills receivable	應收票據	5,558	1,009
Deposit paid/payment in advance to suppliers	已付按金／預付予供應商之款項	34,519	33,894
Deposit paid for capital expenditures	資本開支之已付按金	609	15,140
Consideration receivable for the disposal of an associate	出售聯營公司之應收代價款項	31,121	-
Others	其他	14,860	18,999
		<b>116,845</b>	<b>118,696</b>
The movements in provision for impairment of trade and other receivables are as follows:	貿易及其他應收款項減值撥備變動如下：		
At 1 April	於4月1日	1,678	547
Impairment loss	減值虧損	759	1,120
Amount written off as uncollectible	撇銷不可收回款項	(58)	-
Exchange realignment	匯兌調整	261	11
At 31 March	於3月31日	<b>2,640</b>	<b>1,678</b>

### 26. TRADE AND OTHER RECEIVABLES (Continued)

Note:

At 31 March 2008, the advances to third parties were unsecured, interest free and repayable on demand. At 31 March 2007, the advances to third parties were unsecured, bore interest at 5.58% and repayable on demand. Before making any advances, the Group will understand the potential debtor's credit quality and defines its credit limits to debtors with an appropriate credit history. Credit limits attributed to debtors are reviewed regularly.

Before accepting any new customer, the Group uses a system to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed on a regular basis. Minimal amount of the trade receivables that are neither past due nor impaired have the best credit under the credit system used by the Group.

At 31 March 2008, included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$1,974,000 (2007: HK\$3,912,000) which are past due at the reporting date and aged over 90 days for which the Group has not provided for impairment loss. The Group did not hold any collateral over these balances.

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

### 26. 貿易及其他應收款項 (續)

附註:

於2008年3月31日，預付予第三方之款項為無抵押、免息及須於要求時償還。於2007年3月31日，預付予第三方之款項為無抵押、附息5.58%及須於要求時償還。於作出任何墊款前，本集團將瞭解潛在債務人之信貸質量及信貸紀錄以界定其信貸限額。債務人之信貸限額乃定期覆核。

在接納任何新客戶前，本集團採用一個系統來評估潛在客戶之信貸質量及界定其信貸額度。客戶之信貸限額乃定期覆核，根據本集團所採用之系統，尚未逾期及減值之應收賬款最低金額擁有最佳信貸質量。

於2008年3月31日，本集團之貿易應收款項結餘為總賬面值港幣1,974,000元之應收賬款（2007年：港幣3,912,000元），該等賬款已於報告日期逾期，而本集團尚未對逾期超過90日之賬款計提減值虧損。本集團並不持有該等結餘之任何抵押品。

尚未逾期或減值之應收款項與多名客戶有關，該等客戶最近並無拖欠記錄。

**26. TRADE AND OTHER RECEIVABLES  
(Continued)**

Receivables that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

**26. 貿易及其他應收款項 (續)**

已逾期但尚未減值之應收款項與若干於本集團擁有良好付款記錄之客戶有關。根據過往經驗，管理層相信，由於信貸質素並無重大變化，加上有關結餘仍被視為可悉數收回，故毋需就該等結餘作出減值撥備。

**27. FINANCIAL ASSETS AT FAIR VALUE  
THROUGH PROFIT OR LOSS****27. 按公平值計入損益之金融資產**

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Financial assets at fair value through profit or loss include:	按公平值計入損益之金融資產：		
Listed securities:	上市證券：		
– Listed securities listed in Hong Kong, at fair value	– 於香港上市之上市證券，按公平值計算	<b>102,042</b>	–

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### 28. BANK BALANCES AND CASH

At the balance sheet date, the bank balances and cash of the Group denominated in RMB amounted to HK\$124,063,000 (2007: HK\$103,528,000). The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates.

Included in bank deposits, bank balances and cash are the following amounts denominated in currency other than the functional currency of the entity to which they relate.

### 28. 銀行結餘及現金

於結算日，本集團以人民幣結算之銀行結餘及現金為港幣124,063,000元（2007年：港幣103,528,000元）。人民幣不得自由兌換為其他貨幣。然而，根據中國之外匯管理條例及結匯、付匯及售匯管理規定，本集團獲准透過獲授權經營外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率計算之浮動利率計息。短期定期存款之存款期為一日至三個月，取決於本集團之即時現金需求，按有關之短期定期存款利率計息。

銀行存款、銀行結餘及現金包括以下之金額，有關金額乃以該實體之功能貨幣以外之貨幣計值。

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Hong Kong dollars	港幣	11,452	41,851
United States dollars	美元	34,324	37,876

## 29. TRADE AND OTHER PAYABLES

The following is an analysis of major components of the balance with aged analysis of trade payables:

## 29. 貿易及其他應付款項

結餘主要部分分析包括貿易應付款項賬齡分析如下：

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Trade payables, falling due in:	貿易應付款項，到期日如下：		
0 – 3 months	0-3個月	19,262	16,285
4 – 6 months	4-6個月	2,577	4,031
Over 6 months	6個月以上	12,462	21,889
Trade payables	貿易應付款項	34,301	42,205
Deposit received from customers (note (i))	收取客戶之按金（附註(i)）	56,941	15,464
Convertible notes interest payable	應付可換股票據利息	910	2,169
Customer gas fuel deposits and other deposit received	客戶燃氣按金及其他已收按金	8,901	20,008
Income received in advance	預收之收入	23,586	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 payable for the purchase of property, plant and equipment	購買物業、廠房及設備之其他應付款項	8,321	8,803
Consideration payable for the acquisition of additional interest in a subsidiary – Note 32	收購附屬公司額外權益之應付代價 – 附註32	8,892	1,009
Accrued charges and other payables	應計費用及其他應付款項	24,365	37,779
		<b>166,217</b>	<b>149,550</b>

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### 29. TRADE AND OTHER PAYABLES (Continued)

Notes:

- (i) Deposits received from customers represent the gas pipeline connection fee received but the pipelines have not yet been completed.
- (ii) Received in advance for the exercise of share options represent the amount received from the share option holders.

### 29. 貿易及其他應付款項 (續)

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。
- (ii) 就行使購股權預先收取款項代表收取購股權持有人之金額。

### 30. BANK BORROWINGS

### 30. 銀行借貸

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Secured bank loans	有抵押銀行貸款	<b>148,536</b>	122,377
Unsecured bank loans	無抵押銀行貸款	<b>77,805</b>	110,023
		<b>226,341</b>	232,400
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	<b>147,629</b>	106,238
In the second year	於第二年	<b>27,788</b>	52,488
In the third to fifth years, inclusive	於第三至第五年(包括首尾兩年)	<b>50,924</b>	73,674
		<b>226,341</b>	232,400
Less: amounts due within one year shown under current liabilities	減：一年內到期列作 流動負債之金額	<b>(147,629)</b>	(106,238)
Amounts due after one year	一年後到期之金額	<b>78,712</b>	126,162

### 30. BANK BORROWINGS (Continued)

Secured bank loans were secured by pledging of various assets of the Group, details of which are set out in note 43 to the consolidated financial statements.

All bank loans (secured and unsecured) are floating rate borrowings of which interest rates are in the range of 4.73% to 10.36% per annum (2007: ranging from 4.88% to 7.96%).

The Directors 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.

### 30. 銀行借貸 (續)

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43。

所有銀行貸款（有抵押及無抵押）為年利率介乎4.73%至10.36%（2007年：由4.88%至7.96%）之浮動息率借貸。

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。



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### 31. CONVERTIBLE NOTES

### 31. 可換股票據

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Convertible notes measured at fair value:	按公平值計量之可換股票據：		
At the beginning of the year	於年初	<b>410,974</b>	133,788
Issue of convertible note	發行可換股票據	–	310,000
Change in fair value	公平值之變動	<b>61,789</b>	19,797
Conversion to shares	轉換為股份	<b>(314,885)</b>	(52,611)
		<hr/>	<hr/>
At the end of the year	於年末	<b>157,878</b>	410,974
		<hr/>	<hr/>
The balance is analysed into the following components:	結餘分析為以下部份：		
Convertible note – Equator	可換股票據 – Equator	–	62,658
Convertible note – Indopark	可換股票據 – Indopark	<b>157,878</b>	348,316
		<hr/>	<hr/>
		<b>157,878</b>	410,974
Less: amount due within one year shown under current liabilities	減：一年內到期列作流動負債之金額	–	(62,658)
		<hr/>	<hr/>
Amount due after one year	一年後到期之金額	<b>157,878</b>	348,316
		<hr/> <hr/>	<hr/> <hr/>

During the year ended 31 March 2008, an aggregate of 126,706,488 shares of HK\$0.07 each were issued to the holder of convertible note – Equator upon the conversions of the convertible note with total principal amount of HK\$38,900,000 at a conversion price ranging from HK\$0.2158 to HK\$0.3433 each. As such, the convertible note – Equator outstanding at 31 March 2007 were fully converted to the shares of the Company. For details of terms of convertible note – Equator, please refer to the Company's circular dated 12 October 2005.

截至2008年3月31日止年度，經按每股港幣0.2158元至港幣0.3433元之換股價兌換本金總額為港幣38,900,000元之可換股票據後，可換股票據持有人 – Equator 獲發行合共126,706,488股每股港幣0.07元之股份。據此，於2007年3月31日尚未轉換之可換股票據 – Equator 已悉數轉換為本公司之股份。有關可換股票據 – Equator 條款之詳情，請參閱日期為2005年10月12日之本公司通函。

## 31. CONVERTIBLE NOTES (Continued)

During the year ended 31 March 2008, an aggregate of 258,333,332 shares of HK\$0.07 each were issued to the holder of convertible notes – Indopark upon the partial conversion of the convertible notes of HK\$155,000,000 at a conversion price of HK\$0.60 each.

The details of the Group's and the Company's convertible note outstanding as at 31 March 2008 are set out below:

Date of issue 發行日期	15 June 2006 2006年6月15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)
Outstanding principal amount as at balance sheet date 於結算日尚餘之本金額	US\$20,000,000 (approximately HK\$155,000,000) 20,000,000美元 (約港幣155,000,000元)
Coupon rate 票面息率	2 per cent 2%
Conversion price (HK\$) 換股價(港元)	HK\$0.60 港幣0.60元
Conversion period 轉換期	six months after the issue date and up to the tenth trading day before the maturity date 由發行日後滿六個月當日起計 截至到期日前十個交易日止之期間
Collaterals 抵押品	Nil 無
Maturity date 到期日	14 June 2009 2009年6月14日

## 31. 可換股票據(續)

截至2008年3月31日止年度，經按每股港幣0.07元之兌換價部份兌換港幣155,000,000元之可換股票據後，可換股票據持有人－Indorpark獲發行合共258,333,332股每股港幣0.60元之股份。

本集團及本公司於2008年3月31日尚未轉換之可換股票據詳情如下：

### 31. CONVERTIBLE NOTES (Continued)

Other term:

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 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.

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 FVTPL" 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 ended 31 March 2008, a loss on change in its fair value of approximately HK\$61,789,000 (2007: HK\$19,797,000) is recognised in the consolidated income statement.

### 31. 可換股票據 (續)

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15個交易日的加權平均收市價（「重訂參考價」）低於當時的換股價，換股價將重新設定為重訂參考價，惟價格下限以每股港幣0.50元為限。

本集團之功能貨幣為人民幣，此等票據之換股選擇權則以美元列值。由於票據之換股價可予變動，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。於截至2008年3月31日止年度，綜合收益表內確認其公平值變動產生之虧損約為港幣61,789,000元（2007年：港幣19,797,000元）。

**31. CONVERTIBLE NOTES (Continued)**

The fair value of the notes at each of the balance sheet date was calculated using the Monte Carlo Simulation Model and the Binomial Model. The inputs into the model were as follows:

		2008		2007	
		Indopark	Equator	Indopark	Equator
Stock price	股價	<b>HK\$0.2700</b>	n/a不適用	HK\$0.5300	HK\$0.5300
Exercise price	行使價	<b>HK\$0.6000</b>	n/a不適用	HK\$0.6000	HK\$0.3433
Expected volatility	預期波幅	<b>76.47%</b>	n/a不適用	56.78%	56.78%
Stock borrowing cost	股份借貸成本	<b>0.91%</b>	n/a不適用	3.73%	3.79%
Expected dividend yield	預期股息收益	<b>0%</b>	n/a不適用	0%	0%
Market yield	市場收益	<b>10.13%</b>	n/a不適用	13.20%	13.20%

**32. OTHER PAYABLES – DUE AFTER ONE YEAR**

The amount represented unpaid balance of consideration payable for the acquisition of additional interest in a subsidiary. The balance was unsecured, interest-free, repayable by instalments and will be fully repaid in January 2009. Balance at 31 March 2008 has been classified under current liabilities and is included in trade and other payables (Note 29).

**31. 可換股票據 (續)**

於各結算日，票據之公平值使用蒙特卡羅模擬模式及二項模式計算。該模型之輸入值如下：

**32. 一年後到期之其他應付款項**

有關金額代表就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。該結餘乃無抵押、免息、分期償還及將於2009年1月全數償還。於2008年3月31日之結餘已被重新分類為流動負債，並已計入貿易及其他應付款項(附註29)。

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### 33. 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 1 April 2006	於2006年4月1日	-	61	-	61
Acquisition of subsidiaries	收購附屬公司	2,426	-	25,351	27,777
Disposal of subsidiaries	出售附屬公司	-	(61)	-	(61)
At 31 March 2007 and 1 April 2007	於2007年3月31日及 2007年4月1日	2,426	-	25,351	27,777
Exchange realignment	滙兌調整	216	-	2,101	2,317
Charged/(credited) to consolidated income statement	綜合收益表中 扣除/(計入)	128	-	(1,497)	(1,369)
Effect of change in tax rate	稅率改變之影響	(602)	-	(6,132)	(6,734)
At 31 March 2008	於2008年3月31日	<b>2,168</b>	<b>-</b>	<b>19,823</b>	<b>21,991</b>

At the balance sheet date, the Group had unrecognised tax losses of approximately HK\$9,586,000 (2007: HK\$25,105,000) available to offset against future profits. 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.

### 33. 遞延稅項負債

遞延稅項負債之組成部分於綜合資產負債表確認，該等組成部分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9,586,000元（2007年：港幣25,105,000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結轉。

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## 34. SHARE CAPITAL

## 34. 股本

		2008	2007	2008	2007
		Number of	Number of	HK\$'000	HK\$'000
		shares	shares	港幣千元	港幣千元
		股份數目	股份數目		
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	7,999,999,999	4,999,999,999	560,000	350,000
Increase of share capital	股本增加	-	3,000,000,000	-	210,000
At the end of the year	於年末	7,999,999,999	7,999,999,999	560,000	560,000
Issued and fully paid:	已發行及繳足:				
At the beginning of the year	於年初	3,620,084,734	2,885,559,946	253,406	201,989
Issue of shares upon	行使購股權時				
exercise of share options	發行股份	77,200,000	411,400,000	5,404	28,798
Issue of shares upon	兌換可換股票據時				
conversion of convertible	發行股份	385,039,820	123,124,788	26,953	8,619
notes					
Issue of shares for	收購附屬公司時				
acquisition of subsidiaries	發行股份	-	200,000,000	-	14,000
At the end of the year	於年末	4,082,324,554	3,620,084,734	285,763	253,406

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### 34. SHARE CAPITAL (Continued)

Notes:

On 4 April 2007 and 10 April 2007 respectively, the Company allotted and issued 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 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 13 August 2007, the Company allotted and issued 10,000,000 shares of HK\$0.07 each for cash at the exercise price of HK\$0.385 as a result of the exercise of share options.

On 25 May 2007, 13 June 2007, 22 June 2007, 25 June 2007, 3 December 2007, 21 December 2007 and 18 January 2008 respectively, 90,649,576 shares of HK\$0.07 each were issued to the convertible notes holders upon the partial conversion of the convertible notes of HK\$31,120,000 at a conversion price of HK\$0.3433 each.

On 15 February 2008 and 3 March 2008 respectively, 36,056,912 shares of HK\$0.07 each were issued to the convertible notes holders upon the partial conversion of the convertible notes of HK\$7,780,000 at a conversion price of HK\$0.2157 each. After then, the convertible bond of Equator is fully converted during the year.

On 13 June 2007 and 17 August 2007 respectively, 258,333,332 shares of HK\$0.07 each were issued to the convertible notes holders upon the partial conversion of the convertible notes of HK\$155,000,000 at a conversion price of HK\$0.60 each.

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

### 34. 股本 (續)

附註:

於2007年4月4日及2007年4月10日，由於購股權獲行使，本公司按行使價每股現金港幣0.365元配發及發行合共62,200,000股每股面值港幣0.07元之股份。

於2007年4月4日，由於購股權獲行使，本公司按行使價每股現金港幣0.40元，配發及發行5,000,000股每股面值港幣0.07元之股份。

於2007年8月13日，由於購股權獲行使，本公司按行使價每股現金港幣0.385元配發及發行10,000,000股每股面值港幣0.07元之股份。

於2007年5月25日、2007年6月13日、2007年6月22日、2007年6月25日、2007年12月3日、2007年12月21日及2008年1月18日，由於可換股票據持有人部分兌換港幣31,120,000元之可換股票據，本公司以換股價每股港幣0.3433元發行90,649,576股每股面值港幣0.07元之股份。

於2008年2月15日及2008年3月3日，由於可換股票據持有人部分兌換港幣7,780,000元之可換股票據，本公司以換股價每股港幣0.2157元發行36,056,912股每股面值港幣0.07元之股份。此後，Equator之可換股票據已於年內悉數兌換。

於2007年6月13日及2007年8月17日，由於可換股票據持有人部分兌換港幣155,000,000元之可換股票據，本公司以換股價每股港幣0.60元發行258,333,332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。

## 35. 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.

### Terms of 2006 Share Option Scheme

As at 31 March 2008, the total number of shares available for issue under the 2006 Share Option Scheme was 296,007,405, representing approximately 7.25% of the issued share capital of the Company as at 31 March 2008 and the date of this Annual Report. 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.

## 35. 購股權

本公司設有一項購股權計劃（「購股權計劃」），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。購股權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，否則購股權計劃將自1997年4月4日起10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」），而1997年購股權計劃則於同日被終止，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2008年3月31日，根據2006年購股權計劃可發行股份總數為296,007,405股，相等於2008年3月31日及本年報發刊日本公司已發行股本約7.25%。未得本公司股東事先批准前，按購股權計劃可予授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之10%，及於任何年度向任何個別人士可予授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之1%。



### 35. 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 directors. 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 2008, 337,372,000 options were granted under the 2006 Share Option Scheme to the eligible participants of the Group. For the year ended 31 March 2007, 56,000,000 options were granted to the eligible participants of the Group.

### 35. 購股權 (續)

#### 2006年購股權計劃之條款 (續)

接納根據2006年購股權計劃授出認購本公司股份之購股權(「授出」)毋須繳付款項。2006年購股權計劃可於自接納授出日起計六個月期間之後十年內任何時間行使，惟須受限於董事會提出之條件。購股權之行使價應相等於下列之較高者：(i) 於授出購股權之日聯交所每日報價表所列本公司股份之收市價；(ii) 緊接授出購股權之前五個營業日聯交所報本公司股份之平均收市價；及(iii) 股份面值。

於截至2008年3月31日止年度，根據2006年購股權計劃向本集團合資格參與營授出之購股權共337,372,000份。截至2007年3月31日止年度，已向本集團合資格參與營授出56,000,000份購股權。

## 35. SHARE OPTIONS (Continued)

The following table discloses details of the Company's share options held by category of participants (including Directors) under 1997 Share Option Scheme and 2006 Share Option Scheme and movements in such holdings during the year.

Category of participants	Date of grant of share options (Note 1)	At 1 April 2006	Granted during the year	Exercise during the year	At 31 March 2007 and 1 April 2007 於2007年3月31日及2007年4月1日	Granted during the year	Lapsed/cancelled during the year	Exercise during the year	At 31 March 2008	Exercise period of share options	Exercise price of share options (Note 2)
參與者類別	購股權授出日期 (附註1)	於2006年4月1日	年內授出	年內行使	於2007年3月31日及2007年4月1日	年內授出	年內失效/註銷	年內行使	於2008年3月31日	購股權行使期間	購股權行使價 (附註2)
Directors 董事	13 April 2005 2005年4月13日	59,800,000	-	(2,600,000)	57,200,000	-	-	(57,200,000)	-	12 October 2005 to 3 April 2007 2005年10月12日至2007年4月3日	0.365
	2 April 2007 2007年4月2日	-	-	-	-	43,650,000	-	-	43,650,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	-	-	-	-	14,960,000	-	-	14,960,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
Continuous Contract Employees 持續合約制僱員	13 April 2005 2005年4月13日	5,000,000	-	-	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
	18 November 2005 2005年11月18日	26,000,000	-	(21,000,000)	5,000,000	-	-	(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
	2 April 2007 2007年4月2日	-	-	-	-	97,270,000	(6,240,000)	-	91,030,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	-	-	-	-	39,700,000	(1,120,000)	-	38,580,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
	2 November 2007 2007年11月2日	-	-	-	-	1,300,000	-	-	1,300,000	10 May 2008 to 1 May 2011 2008年5月10日至2011年5月1日	0.632
	4 January 2008 2008年1月4日	-	-	-	-	20,000,000	-	-	20,000,000	17 July 2008 to 3 July 2011 2008年7月17日至2011年7月3日	0.382

## 35. 購股權 (續)

下表披露根據1997年購股權計劃及2006年購股權計劃，各類別參與者（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。

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### 35. SHARE OPTIONS (Continued)

### 35. 購股權 (續)

Category of participants	Date of grant of share options (Note 1)	At 1 April 2006	Granted during the year	Exercise during the year	At 31 March 2007 and 1 April 2007	Granted during the year	Lapsed/cancelled during the year	Exercise during the year	At 31 March 2008	Exercise period of share options	Exercise price of share options (Note 2)
參與者類別	購股權授出日期 (附註1)	於2006年4月1日	年內授出	年內行使	於2007年3月31日及2007年4月1日	年內授出	年內失效 / 註銷	年內行使	於2008年3月31日	購股權行使期間	購股權行使價 (附註2)
Consultants 諮詢人	11 October 2006 2006年10月11日	-	56,000,000	-	56,000,000	-	-	(10,000,000)	46,000,000	11 April 2007 to 10 April 2010 2007年4月11日至2010年4月10日	0.385
	2 April 2007 2007年4月2日	-	-	-	-	47,382,000	(3,000,000)	-	44,382,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	-	-	-	-	13,750,000	-	-	13,750,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
Agents 代理	2 April 2007 2007年4月2日	-	-	-	-	27,760,000	(1,220,000)	-	26,540,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	-	-	-	-	10,000,000	(240,000)	-	9,760,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
Advisors 顧問	2 April 2007 2007年4月2日	-	-	-	-	16,090,000	(1,130,000)	-	14,960,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	-	-	-	-	5,510,000	(370,000)	-	5,140,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
		<u>90,800,000</u>	<u>56,000,000</u>	<u>(23,600,000)</u>	<u>123,200,000</u>	<u>337,372,000</u>	<u>(13,320,000)</u>	<u>(77,200,000)</u>	<u>370,052,000</u>		

Notes:

- The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- 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.

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

附註:

- 購股權之歸屬期由授出日期至行使期間開始為止。
- 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。

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。

## 35. SHARE OPTIONS (Continued)

The fair value of the Company's shares at date of issue of share options during the year is HK\$0.53 on 2 April 2007; HK\$0.45 on 15 October 2007; HK\$0.57 on 2 November 2007 and HK\$0.38 on 4 January 2008 respectively (2007: HK\$0.385).

The fair values of the share options granted during the year were calculated using the Black-Scholes Pricing Model and the Binomial Lattice Model. The inputs into model were as follows:

		<b>4 January 2008 2008年 1月4日</b>	<b>2 November 2007 2007年 11月2日</b>	<b>15 October 2007 2007年 10月15日</b>	<b>2 April 2007 2007年 4月2日</b>
Weighted average share price	加權平均股價	HK\$0.384	HK\$0.581	HK\$0.471	HK\$0.529
Weighted average exercise price	加權平均行使價	HK\$0.382	HK\$0.632	HK\$0.514	HK\$0.530
Expected volatility	預期波幅	61.63%	61.14%	60.81%	52.77%
Expected life	預期年期	3	1	1	1.5
Risk free rate	無風險利率	2.7%	1.79%	3.55%	3.69%
Expected dividend yield	預期股息收益	n/a不適用	n/a不適用	n/a不適用	n/a不適用
Valuation model used	使用之估值模式	Binomial 二項式格子	Black- Scholes 伯力克- 舒爾斯	Black- Scholes 伯力克- 舒爾斯	Black- Scholes 伯力克- 舒爾斯

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over 156 weeks immediately preceding the grant date.

## 35. 購股權 (續)

於年內發行購股權之日，本公司股份之公平值於2007年4月2日為港幣0.53元；於2007年10月15日為港幣0.45元；於2007年11月2日為港幣0.57元及於2008年1月4日為港幣0.38元（2007年：港幣0.385元）。

年內授出之購股權公平值乃採用伯力克-舒爾斯定價模式及二項式格子模式計算。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156週內每日股價之統計分析。

### 35. SHARE OPTIONS (Continued)

The estimated fair value of options granted on 2 April 2007, 15 October 2007, 2 November 2007 and 4 January 2008 are approximately HK\$26,456,000, HK\$5,062,000, HK\$110,000 and HK\$1,589,000 respectively. During the year ended 31 March 2007, the estimated fair values of the options granted on 11 October 2006 was approximately HK\$5,677,000.

The weighted average share price of the Company at the dates of exercise of the share options was at a range of HK\$0.50 to HK\$0.77 (2007: HK\$0.34 to HK\$0.63).

### 36. 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 PRC have participated in defined contribution retirement schemes organised by the relevant local government authorities in 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.

### 35. 購股權 (續)

於2007年4月2日、2007年10月15日、2007年11月2日及2008年1月4日授出之購股權之估計公平值分別約為港幣26,456,000元、港幣5,062,000元、港幣110,000元及港幣1,589,000元。於截至2007年3月31日止年度，於2006年10月11日授出之購股權之估計公平值約為港幣5,677,000元。

於購股權行使日期，本公司之加權平均股價介乎港幣0.50元至港幣0.77元（2007年：港幣0.34元至港幣0.63元）。

### 36. 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金之固定比例作為退休年金。本集團須按中國僱員基本薪金之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。

### 37. DISPOSAL OF SUBSIDIARIES

On 24 October 2007, the Group entered into an agreement with an independent third party for the disposal of 51% equity interest in Dehua Guang An, an wholly-owned subsidiary of the Group, for consideration of RMB28,600,000 (approximately HK\$31,789,000). After the disposal, the Group remained 49% equity interest in Dehua Guang An. Upon the completion of disposal, Dehua Guang An ceased to be a subsidiary of the Group but became an associate of the Group as the Group is in a position to exercise significant influence over Dehua Guang An.

On 31 December 2007, the Group entered into agreements with independent third parties for the disposal of 100% equity interest in Hefei Tian An Trading Company Limited ("Tian An Trading"), a wholly-owned subsidiary of the Group, for an aggregate consideration of RMB134,320,000 (approximately HK\$149,297,000). The consideration is settled by the purchaser by way of jointly assuming the debt owed by the Group to Tian An Trading under the debt transfer agreement.

During the year ended 31 March 2007, the Group disposed of two subsidiaries, namely Penmark Limited and Mian Zhu City Hongsen Glass Products Company Limited respectively. Glass Products became an available-for-sale investment of the Group thereafter.

### 37. 出售附屬公司

於2007年10月24日，本集團與一名獨立第三方訂立一項協議，以代價人民幣28,600,000元（約港幣31,789,000元）出售德化廣安（本集團全資附屬公司）51%股權。於出售後，本集團保留德化廣安49%股權。出售完成後，德化廣安不再為本集團之附屬公司，但卻成為本集團之聯營公司因本集團可對德化廣安作出重大影響。

於2007年12月31日，本集團與一名獨立第三方訂立一項協議，以總代價人民幣134,320,000元（約港幣149,297,000元）出售合肥天安經貿有限公司（「天安經貿」）（本集團全資附屬公司）100%股權。買方代價乃根據債權債務轉讓協議以共同承擔本集團對天安經貿之債務方式支付。

於截至2007年3月31日止年度，本集團出售兩間附屬公司，分別為景達物業有限公司及綿竹市紅森玻璃製品有限公司。玻璃產品已成為本集團的可供出售投資。

# Notes to the Consolidated Financial Statements

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For the year ended 31 March 2008  
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### 37. DISPOSAL OF SUBSIDIARIES (Continued)

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

### 37. 出售附屬公司 (續)

於出售日該等附屬公司之資產淨值如下:

		Dehua Guang An 德化廣安	Tian An Trading 天安經貿	Total 合計 2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets/(liabilities) disposed of:	出售之資產/(負債)				
Property, plant and equipment	物業、廠房及設備	49,458	–	49,458	17,343
Investment properties	投資物業	–	–	–	6,984
Prepaid lease payments	預付租金	–	–	–	1,894
Trade and other receivables	貿易及其他應收款項	21,622	5,048	26,670	7,124
Inventories	存貨	2,189	–	2,189	1,855
Bank balance and cash	銀行結餘及現金	3,752	2	3,754	3,979
Trade and other payables	貿易及其他應付款項	(5,167)	(10,225)	(15,392)	(13,439)
Amount due from/(to) fellow subsidiaries	應收/(應付) 同系附屬公司款項	(13,531)	149,297	135,766	–
Taxation payable	應付稅項	(985)	–	(985)	(2,444)
Bank borrowings	銀行借貸	(28,899)	–	(28,899)	(1,009)
Deferred tax liabilities	遞延稅項負債	–	–	–	(61)
Net assets disposed of	出售之資產淨值	28,439	144,122	172,561	22,226
Goodwill disposed of	出售之商譽	8,628	11,157	19,785	–
Remaining interests in disposed company	在出售公司餘下之權益	(13,935)	–	(13,935)	(5,583)
Gain/(loss) on disposal	出售收益/(虧損)	8,657	(5,982)	2,675	(10,143)
Total consideration	總代價	31,789	149,297	181,086	6,500
Satisfied by:	支付方式:				
Cash consideration	現金代價	31,789	–	31,789	6,500
Assuming the debt owed by the Group	承擔本集團債務	–	149,297	149,297	–
		31,789	149,297	181,086	6,500
Net cash inflow arising on disposal:	出售時產生之現金 流入淨額:				
Cash consideration	現金代價	31,789	–	31,789	6,500
Bank balances and cash disposed of	出售之銀行 結餘及現金	(3,752)	(2)	(3,754)	(3,979)
		28,037	(2)	28,035	2,521

## 37. DISPOSAL OF SUBSIDIARIES (Continued)

## 37. 出售附屬公司(續)

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

出售附屬公司對本集團本年度及過往期間業績之影響如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Revenue	收入	<b>83,427</b>	129,895
Expenses	開支	<b>(81,683)</b>	(123,301)
Profit before tax	除稅前溢利	<b>1,744</b>	6,594
Income tax expense	所得稅開支	<b>(581)</b>	(2,844)
Profit after tax	除稅後溢利	<b>1,163</b>	3,750
Cash flows from disposed subsidiaries:	來自己出售附屬公司之現金流量：		
Net cash from operating activities	經營活動產生之現金淨額	<b>16,994</b>	16,658
Net cash used in investing activities	投資活動所用之現金淨額	<b>(150)</b>	(1,857)
Net cash from financing activities	融資活動產生之現金淨額	<b>(13,536)</b>	(14,749)
		<b>3,308</b>	52



### 38. ACQUISITION OF SUBSIDIARIES/BUSINESS

#### Acquisition during the year ended 31 March 2007

##### (i) Acquisition of Fujian An Ran

During the year ended 31 March 2007, 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 An Ran Group 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 fuel business at Yan Liang District, Xi'an City

On 8 June 2006, the Group acquired 70% of equity interest in a gas fuel business at Yan Liang District, Xi'an City 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.

### 38. 收購附屬公司／業務

#### 截至2007年3月31日止年度內之收購

##### (i) 收購福建安然

截至2007年3月31日止年度，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值（即協議日期前最後10日內聯交所報之平均收市價）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燃氣業務70%之股權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。

**38. ACQUISITION OF SUBSIDIARIES/BUSINESS  
(Continued)****Acquisition during the year ended 31 March 2007  
(Continued)**

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

<b>Effective date of acquisition</b>	<b>收購之生效日期</b>	<b>Fujian An Ran 福建安然 1 May 2006 2006年5月1日</b>	<b>Gas Fuel business at Yan Liang District, Xi'an City 西安市閻良區 燃氣業務 8 June 2006 2006年6月8日</b>
Percentage of equity interests acquired (voting rights)	已收購股權百分比 (投票權)	100%	70%

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

**38. 收購附屬公司／業務（續）****截至2007年3月31日止年度內之收購（續）**

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：

<b>Effective date of acquisition</b>	<b>收購之生效日期</b>	<b>Fujian An Ran 福建安然 1 May 2006 2006年5月1日</b>	<b>Gas Fuel business at Yan Liang District, Xi'an City 西安市閻良區 燃氣業務 8 June 2006 2006年6月8日</b>
Percentage of equity interests acquired (voting rights)	已收購股權百分比 (投票權)	100%	70%

該等交易已根據收購會計法入賬。

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### 38. ACQUISITION OF SUBSIDIARIES/BUSINESS (Continued)

#### Acquisition 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:

		Fuian An Ran 福建安然			Gas fuel business at Yan Liang District, Xi'an City 西安市閩良區燃氣業務			Total 合計		
		Acquiree's carrying amount		Fair value	Acquiree's carrying amount		Fair value	Acquiree's carrying amount		Fair value
		before combination	Fair value adjustments		before combination	Fair value adjustments		before combination	Fair value adjustments	
		被收購方 於合併前 之賬面值 HK\$'000 港幣千元	公平值調整 HK\$'000 港幣千元	公平值 HK\$'000 港幣千元	被收購方 於合併前 之賬面值 HK\$'000 港幣千元	公平值調整 HK\$'000 港幣千元	公平值 HK\$'000 港幣千元	被收購方 於合併前 之賬面值 HK\$'000 港幣千元	公平值調整 HK\$'000 港幣千元	公平值 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-sale 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	銀行借貸	(264,359)	-	(264,359)	(6,830)	-	(6,830)	(271,189)	-	(271,189)
		56,636	27,369	84,005	26,159	31,130	57,289	82,795	58,499	141,294
Minority interests	少數股東權益			(55,584)			(17,187)			(72,771)
Goodwill	商譽			162,372			2,884			165,256
Total consideration	總代價			190,793			42,986			233,779
Satisfied by:	支付方式:									
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之 現金流出淨額			92,246			31,594			123,840

### 38. 收購附屬公司／業務（續）

#### 截至2007年3月31日止年度內之收購（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：

### 38. ACQUISITION OF SUBSIDIARIES/BUSINESS (Continued)

#### Acquisition 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.

### 39. MAJOR NON-CASH TRANSACTION

During the year ended 31 March 2008, the Group acquired an exclusive rights of purchase from an ex-associate – Yan Bian Hua Xin Oil Exploitation Company Limited at a consideration of HK\$12,282,000. At 31 March 2008, the Group paid HK\$8,947,000 with the balance remaining in trade and other payables.

### 38. 收購附屬公司／業務（續）

#### 截至2007年3月31日止年度內之收購（續）

因收購福建安然及西安中民所產生之商譽乃劃歸燃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入為港幣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，不一定反映倘收購於2006年4月1日完成，本集團實際可取得之指示性收入及經營業績，亦不擬為未來業績之預測。

### 39. 主要非現金交易

於截至2008年3月31日止年度，本集團以代價港幣12,282,000元向前聯營公司一延邊州華新石油開發有限公司收購一項獨家採購權利。於2008年3月31日，本集團已支付港幣8,947,000元，餘額已計入貿易及其他應付款項。

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### 40. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere, the Group entered into the following material related party transactions.

Balance at the balance sheet date:

Amounts due from associates/ ex-associate	應收聯營公司／前聯營 公司款項
Zhongmin Zai Xian (Beijing) Technology Development Limited	中民在線(北京)科技 發展有限公司
Yan Bian Hua Xin Oil Exploitation Co., Ltd.	延邊州華新石油開發 有限公司

Amounts due to associates	應付聯營公司款項
Dehua Guang An	德化廣安
Fuzhou An Ran Ju Pipeline Gas Co., Ltd.	福州安然居管道 燃氣有限公司

Amount of transactions during the year:

Dehua Guang An (note)	德化廣安(附註)
Sales of Gas Fuel to	銷售燃氣予
Purchase of Gas Fuel from	購買燃氣自
Interest payable to	應付之利息

Note:

Dehua Guang An was a wholly-owned subsidiary of the Group in year ended 31 March 2007. During the year ended 31 March 2008, the Group disposed of 51% of its interest and remained 49% equity interest in Dehua Guang An. It is an associate of the Group thereafter.

#### (b) Key management personnel remuneration

Remuneration for key management personnel which comprises mainly the Directors is disclosed in note 10(a).

### 40. 與有關連人士之交易

- (a) 除其他部份披露外，本集團與有關連人士進行下列重大交易：

於結算日之結餘：

	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Amounts due from associates/ ex-associate		
Zhongmin Zai Xian (Beijing) Technology Development Limited	-	7,066
Yan Bian Hua Xin Oil Exploitation Co., Ltd.	<b>3,668</b>	9,084
	<b>3,668</b>	16,150
Amounts due to associates		
Dehua Guang An	<b>4,358</b>	-
Fuzhou An Ran Ju Pipeline Gas Co., Ltd.	<b>16,339</b>	-
	<b>20,697</b>	-
Amount of transactions during the year:		
Dehua Guang An (note)		
Sales of Gas Fuel to	<b>578</b>	-
Purchase of Gas Fuel from	<b>75</b>	-
Interest payable to	<b>943</b>	-

附註：

截至2007年3月31日止年度，德化廣安為本集團全資擁有之附屬公司。於截至2008年3月31日止年度，本集團出售其51%權益，並保留於德化廣安49%之股權。該公司此後成為本集團之聯營公司。

#### (b) 主要管理人員酬金

主要管理人員(主要為董事)之酬金於附註10(a)內披露。

## 41. OPERATING LEASES ARRANGEMENTS

## (a) The Group as lessor

The Group leases its investment properties, as set out in note 18 to the consolidated financial statements, under operating lease arrangements with leases negotiated for terms ranging from three to eight 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.

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

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	一年內	254	125
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	610	270
After five years	五年後	16	71
		<b>880</b>	<b>466</b>

Property rental income earned during the year was approximately HK\$301,000 (2007: HK\$89,000). Properties held at the balance sheet date are expected to generate rental yields of 1% to 2% (2007: 1% to 2%) on an ongoing basis. All of the properties held have committed tenants for the next seven (2007: seven) years.

## 41. 經營租賃安排

## (a) 本集團作為出租人

如綜合財務報表附註18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8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。

於結算日，本集團與租戶訂有合約之未來最低租賃款如下：

於本年度，物業租金收入約為港幣301,000元（2007年：港幣89,000元）。於結算日持有之物業預期可持續帶來1%至2%（2007年：1%至2%）之租金回報率。所有物業於未來七年（2007年：七年）已有承諾租戶。

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### 41. OPERATING LEASES ARRANGEMENTS (Continued)

#### (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. The minimum lease payment under operating lease for rented premises during the year ended 31 March 2008 is HK\$3,139,000 (2007: HK\$2,466,000).

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

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	一年內	1,836	1,080
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	1,193	357
		<b>3,029</b>	<b>1,437</b>

### 41. 經營租賃安排(續)

#### (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一至三年。於相關租賃期內租金維持不變。截至2008年3月31日止年度就租賃物業根據經營租賃之最低租金為港幣3,139,000元(2007年：港幣2,466,000元)。

於結算日，本集團根據不能取消經營租賃之未來最低租金承擔如下：

## 42. COMMITMENTS

## 42. 承擔

		2008	2007
		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 investment in an associate	資本開支： 於聯營公司投資	–	9,690
investment in a subsidiary	於附屬公司投資	<b>30,000</b>	16,150
Commitments in respect of the acquisition for: property, plant and equipment	有關收購之承擔： 物業、廠房及設備	<b>302,783</b>	297,769
		<b>332,783</b>	323,609

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。



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## 綜合財務報表附註

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### 43. PLEDGE OF ASSETS

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

		<b>2008</b>	2007
		<b>HK\$'000</b>	HK\$'000
		港幣千元	港幣千元
Property, plant and equipment	物業、廠房及設備	<b>14,477</b>	15,529
Investment properties	投資物業	<b>8,370</b>	1,756
Intangible assets – exclusive rights of operations	無形資產 – 獨家經營權利	<b>52,176</b>	49,019
Prepaid lease payments in respect of land use rights	就土地使用權之預付租金	<b>17,860</b>	11,184
		<b>92,883</b>	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 as at 31 March 2008 and 2007 respectively.

### 43. 已抵押資產

下列賬面值之資產已抵押以作為授予本集團銀行借貸之擔保。

除以上所述外，本集團亦分別於2008年及2007年3月31日抵押其若干附屬公司收費權予銀行以作為授予本集團銀行信貸之擔保。

#### 44. POST BALANCE SHEET EVENT/ IMPAIRMENT LOSS IN RESPECT OF EARTHQUAKE

On 12 May 2008, there was an earthquake with a magnitude of 8.0 on the Richter scale struck Wenchuan area of Sichuan Province, the PRC. The urban and rural areas of Bei Chuan County, Mian Zhu City and Han Wang Town, where certain of the Company's subsidiaries are located, were affected. In the earthquake, a considerable portion of assets and operating facilities of wholly owned subsidiaries of the Group namely as Mian Zhu City Han Wang Natural Gas Co., Ltd.; Mian Zhu City Hong Sen Natural Gas Co., Ltd.; Mian Zhu City Long Teng Gas Installation Co., Ltd.; Longxing (Yan Ting) Natural Gas Co., Ltd. and Bei Chuan County Zhongmin Gas Co., Ltd. (collectively referred to as the "Sichuan Companies") in Mianzhu City, Han Wang Town, and Bei Chuan County, Sichuan Province were seriously damaged and there were casualties among the staff and families, which caused material disruption to the operation of the supply of Gas Fuel and gas pipeline connection business.

Meanwhile, certain assets of Chongqing Zhongmin Gas Co., Ltd. and Xi'an Zhongmin (collectively referred to as the "Affected Neighbouring Companies"), wholly-owned subsidiaries of the Group located in Chongqing City and Yan Liang District, Xi'an City, both surrounding Sichuan Province, respectively were also damaged during the earthquake.

#### 44. 結算日後事項／地震減值虧損

2008年5月12日，中國四川省汶川地區發生黎克特制8.0級地震。本公司附屬公司所在的北川縣、綿竹市及漢旺鎮的城市及農村地區均受到影響。於地震中，本公司位於四川省綿竹市、漢旺鎮及北川縣的全資附屬公司綿竹市漢旺天然氣有限公司、綿竹市紅森天然氣有限公司、綿竹市龍騰燃氣安裝有限責任公司、鹽亭龍興燃氣有限責任公司及北川縣中民燃氣有限公司（統稱為「四川公司」）極大部分資產及經營設備遭受嚴重損毀，並有員工及家屬傷亡，造成供應燃氣及接駁管道燃氣業務嚴重中斷。

同時，重慶中民燃氣有限公司及西安中民（統稱為「鄰近受影響公司」）（位於四川省附近重慶市及西安市閻良區的全資附屬公司）的若干資產亦分別於地震中損毀。

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### 44. POST BALANCE SHEET EVENT/ IMPAIRMENT LOSS IN RESPECT OF EARTHQUAKE (Continued)

Impairment in respect of earthquake was recognised as follows:

### 44. 結算日後事項／地震減值虧損（續）

地震減值確認如下：

		Affected		
		Sichuan	Neighbouring	Total
		Companies	Companies	
			鄰近	
		四川公司	受影響公司	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Property, plant and equipment	物業、廠房及設備	167,103	51,498	218,601
Goodwill	商譽	43,756	5,000	48,756
Prepaid lease payments	預付租金	4,459	–	4,459
Available-for-sale investment	可供出售投資	6,147	–	6,147
Trade and other receivables	貿易及其他應收款項	633	–	633
Inventories	存貨	1,326	–	1,326
		<u>223,424</u>	<u>56,498</u>	<u>279,922</u>

#### 44. POST BALANCE SHEET EVENT/ IMPAIRMENT LOSS IN RESPECT OF EARTHQUAKE (Continued)

As assessed by Asset Appraisal Limited, independent qualified professional valuers not connected with the Group, impairment loss of approximately HK\$56,498,000 was recognised for property, plant and equipment of and goodwill attributable to the Affected Neighbouring Companies in the consolidated income statement. In addition, the Directors are of the opinion that no future economic benefits would be generated from certain assets of Sichuan Companies, and accordingly impairment loss of approximately HK\$223,424,000 was recognised in the consolidated income statement.

As of the date of these consolidated financial statements, the Group has neither received nor been entitled to receive any compensation from the insurance companies or government. The Directors are of the opinion that the Group had no significant contingent liabilities and capital commitment arising from the earthquake at the balance sheet date.

#### 44. 結算日後事項／地震減值虧損(續)

根據獨立合資格專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,於綜合收益表中確認之鄰近受影響公司之物業、廠房及設備以及商譽之減值虧損約為港幣56,498,000元。此外,董事認為無法從四川公司之若干資產產生未來經濟效益,故已於綜合收益表中確認相應減值虧損約港幣223,424,000元。

於此等綜合財務報表刊發之日,本集團並未收取或有權收取來自保險公司或政府機構之任何賠償。董事認為,於結算日本集團並無因地震而招致任何重大或然負債及資本承擔。

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### 45. BALANCE SHEET INFORMATION OF THE COMPANY

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

### 45. 本公司之資產負債表資料

本公司於結算日之資產負債表資料包括：

		2008 HK\$'000 港幣千元	2007 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	793	1,142
Investments in subsidiaries	於附屬公司之投資	508,992	391,992
Amount due from a subsidiary	應收一間附屬公司款項	–	117,000
		<b>509,785</b>	510,134
Current assets	流動資產		
Other receivables	其他應收款項	669	519
Amounts due from subsidiaries	應收附屬公司款項	116,555	116,242
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	102,042	–
Bank balances and cash	銀行結餘及現金	46,129	80,345
		<b>265,395</b>	197,106
Current liabilities	流動負債		
Other payables	其他應付款項	3,600	15,704
Income tax payables	應付稅項	5,042	–
Convertible notes	可換股票據	–	62,658
		<b>8,642</b>	78,362
Net current assets	流動資產淨值	<b>256,753</b>	118,744
Total assets less current liabilities	總資產減流動負債	<b>766,538</b>	628,878
Non-current liabilities	非流動負債		
Convertible notes	可換股票據	157,878	348,316
Net assets	資產淨值	<b>608,660</b>	280,562
Share capital (Note 34)	股本(附註34)	285,763	253,406
Reserves (Note 46)	儲備(附註46)	322,897	27,156
Total equity	總權益	<b>608,660</b>	280,562

## 46. 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 79 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.

## 46. 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79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 (Note)	Capital contribution	Share-based compensation reserve	Accumulated losses	Total
		股份溢價	實繳盈餘 (附註)	注入資金	以股份支付之 酬金儲備	累計虧損	總計
		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
At 1 April 2006	於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	行使購股權時 發行股份	23,091	-	-	(1,821)	-	21,270
Issue of shares on conversion of convertible notes	兌換可換股票據時 發行股份	43,992	-	-	-	-	43,992
Issue of shares for the acquisition of subsidiaries	收購附屬公司時 發行購份	66,000	-	-	-	-	66,000
Recognition of equity-settled share-based payment	以權益結算股份為 基礎之付款	-	-	-	5,677	-	5,677
Loss for the year	年內虧損	-	-	-	-	(58,889)	(58,889)
At 31 March 2007 and 1 April 2007	於2007年3月31日及 2007年4月1日	297,782	101,688	7,482	10,912	(390,708)	27,156
Issue of shares upon exercise of share options	行使購股權時 發行股份	29,812	-	-	(6,663)	-	23,149
Issue of shares on conversion of convertible notes	兌換可換股票據時 發行股份	287,932	-	-	-	-	287,932
Recognition of equity-settled share-based payment	以權益結算股份為 基礎之付款	-	-	-	31,551	-	31,551
Forfeited of share options	沒收購股權	-	-	-	(1,425)	1,425	-
Loss for the year	年內虧損	-	-	-	-	(46,891)	(46,891)
At 31 March 2008	於2008年3月31日	615,526	101,688	7,482	34,375	(436,174)	322,897

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### 46. RESERVES (Continued)

Note:

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), the 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.

### 46. 儲備(續)

附註:

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1981年公司法(經修訂),公司在以下情況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)公司之資產可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。

## 47. PRINCIPAL SUBSIDIARIES

## 47. 主要附屬公司

Particulars of the Company's principal subsidiaries as at 31 March 2008 are as follows:

於2008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/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團 注資	Group effective interest 本集團實際 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 Co., Ltd.")	PRC# 中國#	US\$60,000,000 60,000,000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 Co., Ltd.")	PRC# 中國#	RMB1,000,000 人民幣1,000,000元	100	-	100	Distribution and supply of Gas Fuel 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 Co., Ltd.")	PRC# 中國#	RMB16,308,800 人民幣16,308,800元	100	-	100	Distribution and supply of Gas Fuel 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 Co., Ltd.")	PRC# 中國#	RMB7,633,400 人民幣7,633,400元	100	-	100	Installation of Gas Fuel distribution facilities 裝設燃氣管道設施
鹽亭龍興燃氣有限責任公司 ("Longxing (Yan Ting) Natural Gas Co., Ltd.")	PRC# 中國#	RMB5,000,000 人民幣5,000,000元	100	-	100	Distribution and supply of Gas Fuel and installation of Gas Fuel distribution facilities 分銷及供應燃氣及 裝設燃氣管道設施



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### 47. PRINCIPAL SUBSIDIARIES (Continued)

### 47. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團 注資	Group effective interest 本集團實際 權益 %	Directly	Indirectly	Principal activities 主要業務
				直接 %	間接 %	
北川縣中民燃氣有限公司 ("Bei Chuan County Zhongmin Gas Co., Ltd.")	PRC# 中國	RMB6,000,000 人民幣6,000,000元	100	-	100	Distribution and supply of Gas Fuel 分銷及供應燃氣
重慶中民燃氣有限公司 ("Chongqing Zhongmin Gas Co., Ltd.")	PRC# 中國#	RMB4,080,004 人民幣4,080,004元	100	-	100	Distribution and supply of Gas Fuel and installation of Gas Fuel distribution facilities 分銷及供應燃氣 及裝設燃氣管道設施
富平縣中民燃氣有限公司 ("Fu Ping County Zhongmin Gas Co., Ltd.")	PRC## 中國##	RMB10,000,000 人民幣10,000,000元	80	-	80	Distribution and supply of Gas Fuel 分銷及供應燃氣
西安中民燃氣有限公司 ("Xi'an Zhongmin Gas Co., Ltd.")	PRC 中國	RMB40,000,000 人民幣40,000,000元	70	-	70	Distribution and supply of Gas Fuel, design of Gas Fuel pipeline and related maintenance 分銷及供應燃氣· 設計燃氣管道及 相關維修
懷化中民燃氣有限公司 ("Huaihua Zhongmin Gas Co., Ltd.")	PRC 中國	RMB18,180,000 人民幣18,180,000元	55	-	55	Transportation and distribution of LPG and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售

## 47. PRINCIPAL SUBSIDIARIES (Continued)

## 47. 主要附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團 注資	Group effective interest 本集團實際 權益 %	Directly	Indirectly	Principal activities 主要業務
				直接 %	間接 %	
貴州中民燃氣有限公司 ("Guizhou Zhongmin Gas Co., Ltd.")	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	–	100	Transportation and distribution of LPG and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售
雲南中民燃氣有限公司 ("Yunnan Zhongmin Gas Co., Ltd.")	PRC 中國	RMB7,560,000 人民幣7,560,000元	100	–	100	Transportation and distribution of LPG and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售
懷化中民石油氣運銷有限公司 ("Huaihua Zhongmin Petroleum Gas Supply Co., Ltd.")	PRC 中國	RMB26,000,000 人民幣26,000,000元	100	–	100	Transportation and distribution of LPG 液化石油氣運輸及分銷
福建省安然燃氣 投資有限公司 ("Fujian Province An Ran Gas Investment Co., Ltd.")	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 Co., Ltd.")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	–	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 47. PRINCIPAL SUBSIDIARIES (Continued)

### 47. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團 注資	Group effective interest 本集團實際 權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
長樂安然燃氣有限公司 ("Changle An Ran Gas Co., Ltd.")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	-	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
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 Co., Ltd.")	PRC 中國	RMB600,000 人民幣600,000元	60	-	60	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
永安安然管道燃氣有限公司 ("Yong'an An Ran Gas Co., Ltd.")	PRC## 中國##	RMB10,000,000 人民幣10,000,000元	90	-	90	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
福鼎市安然燃氣有限公司 ("Fuding City An Ran Gas Co., Ltd.")	PRC 中國	RMB3,550,000 人民幣3,550,000元	26	-	51	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
龍岩安然燃氣有限公司 ("Long Yan An Ran Gas Co., Ltd.")	PRC## 中國##	RMB10,000,000 人民幣10,000,000元	100	-	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施

## 47. PRINCIPAL SUBSIDIARIES (Continued)

## 47. 主要附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團 注資	Group effective interest 本集團實際 權益 %	Directly	Indirectly	Principal activities 主要業務
				直接 %	間接 %	
羅源安然管道燃氣有限公司 ("Luoyuan An Ran Pipeline Gas Co., Ltd.")	PRC 中國	RMB3,000,000 人民幣3,000,000元	100	–	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
福州開發區安然燃氣有限公司 ("Fuzhou Development Area An Ran Gas Co., Ltd.")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	–	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
漳州安然燃氣有限公司 ("Zhangzhou An Ran Gas Co., Ltd.")	PRC 中國	RMB90,000,000 人民幣90,000,000元	100	–	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
連江安然燃氣有限公司 ("Lianjiang An Ran Gas Co., Ltd.")	PRC 中國	RMB10,000,000 人民幣10,000,000元	100	–	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2008  
截至2008年3月31日止年度

### 47. PRINCIPAL SUBSIDIARIES (Continued)

### 47. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團 注資	Group effective interest 本集團實際 權益 %	Directly 直接 %	Indirectly 間接 %	Principal activities 主要業務
閩清廣安天然氣有限公司 ("Minqing Guang An Natural Gas Co., Ltd.")	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	-	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
寧德安然燃氣有限公司 ("Ningde An Ran Gas Co., Ltd.")	PRC 中國	RMB10,000,000 人民幣10,000,000元	51	-	51	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 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 Co., Ltd.")	PRC 中國	RMB1,000,000 人民幣1,000,000元	100	-	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施
龍海安然燃氣有限公司 ("Longhai An Ran Gas Co., Ltd.")	PRC 中國	RMB5,000,000 人民幣5,000,000元	100	-	100	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣 管道設施

#### 47. PRINCIPAL SUBSIDIARIES (Continued)

# Wholly foreign-owned enterprises registered in the PRC.

## Sino-foreign joint equity enterprises registered in the PRC.

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

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

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.

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.

#### 48. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation.

#### 47. 主要附屬公司(續)

# 於中國註冊之外商獨資企業。

## 於中國註冊之中外合資合營企業。

年內及直至本年度完結，附屬公司概無發行任何債務證券。

所有上述附屬公司主要在其各自的註冊成立／成立地點經營。

上表所列之本公司之附屬公司，是對本集團之業績或資產淨值有重大影響。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。

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。

#### 48. 比較數字

若干比較數字已重新歸類以與本年度之呈報方法保持一致。

# Five-year Financial Summary

## 五年財務概要

For the year ended 31 March 2008  
截至2008年3月31日止年度

The following is a summary of the published results and of the assets, liabilities and minority interests of the Group for the five financial years ended 31 March 2008.

本集團截至2008年3月31日止五個財政年度之資產、負債及少數股東權益之刊發業績概要如下：

		Year ended 31 March 截至3月31日止年度				
		2008	2007	2006	2005	2004
		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
<b>RESULTS</b>	<b>業績</b>					
Turnover	營業額	<b>619,676</b>	532,417	240,607	81,080	38,243
Profit/(loss) before tax	除稅前溢利／ (虧損)	<b>(300,661)</b>	49,381	(35,711)	27,435	(9,024)
Tax	稅項	<b>(8,739)</b>	(15,917)	(19,400)	(11,603)	(135)
Profit/(loss) for the year	本年度溢利／ (虧損)	<b>(309,400)</b>	33,464	(55,111)	15,832	(9,159)
Attributable to:	下列應佔：					
Equity holders of the Company	本公司權益 持有人	<b>(309,456)</b>	22,123	(56,061)	15,336	(9,132)
Minority interests	少數股東權益	<b>56</b>	11,341	950	496	(27)
		<b>(309,400)</b>	33,464	(55,111)	15,832	(9,159)
<b>ASSETS, LIABILITIES AND MINORITY INTERESTS</b>	<b>資產、負債及 少數股東權益</b>					
Total assets	資產總值	<b>1,365,454</b>	1,436,863	496,268	260,351	72,053
Total liabilities	負債總額	<b>(648,469)</b>	(867,309)	(219,080)	(92,952)	(38,711)
Net assets	資產淨值	<b>716,985</b>	569,554	277,188	167,399	33,342
Minority interests	少數股東權益	<b>(66,089)</b>	(66,033)	(4,713)	(1,834)	(274)

Note: The result of the year ended 31 March 2004 has not been restated for the effect of the changes to the Group's accounting policies for the adoption of the new HKFRSs.

附註：本集團並無因為採納新香港財務報告準則導致會計政策變動造成之影響而重列截至2004年3月31日止年度之業績。


# 業務分佈圖




## Distribution of businesses

(截至2008年3月31日)

(For the year ended 31 March 2008)



 本集團業務所在省市  
The provinces in which the Group has businesses

-  本集團投資管道燃氣項目(福建安然業務覆蓋福建省內9個地區中的8個，共有28個項目公司)  
The Group's investment on gas pipeline projects (The operation of Fujian An Ran covers 8 regions out of 9 regions in Fujian province, with a total of 28 project companies)
-  本集團投資液化石油氣批發零售項目(懷化項目包括懷化中民燃氣公司和懷化中民運銷公司2個項目)  
The Group's investment on wholesale & retail of LPG projects (Huai Hua project includes 2 projects: Huai Hua Zhongmin Gas Company & Huai Hua Zhongmin Petroleum Gas Supply Company)
-  本集團投資其他項目  
(包括延邊中民燃氣及中民在線2個項目)  
The Group's other investment (including 2 projects: Yan Bian Zhongmin Gas & Zhongmin Zai Xian)



# 中民控股有限公司

## Chinese People Holdings Company Limited

*(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限責任公司)*  
(Stock Code 股份代號 : 681)