



中國水務集團有限公司*

China Water Affairs Group Limited

Stock code : 855



Annual Report **2008/09**



* For identification purposes only

	<i>Pages</i>
Corporate Information	2
Chairman's Statement	3
Directors' and Senior Management Biographical Details	8
Corporate Governance Report	10
Directors' Report	14
Independent Auditors' Report	21
Consolidated	
Income Statement	23
Balance Sheet	25
Statement of Changes in Equity	27
Cash Flow Statement	29
Company	
Balance Sheet	31
Notes to the Financial Statements	32
Particulars of Properties for Investment	143
Financial Summary	144

2 Corporate Information

BOARD OF DIRECTORS

Executive

Mr. Duan Chuan Liang (*Chairman*)
Mr. Li Ji Sheng

Non-executive

Mr. Zhao Hai Hu
Mr. Chen Guo Ru
Mr. Zhou Wen Zhi
Mr. Wu Jiesi

Independent Non-executive

Ms. Huang Shao Yun
Ms. Liu Dong
Mr. Chau Kam Wing
Mr. Ong King Keung

AUDIT COMMITTEE

Mr. Chau Kam Wing (*Chairman of committee*)
Ms. Huang Shao Yun
Ms. Liu Dong
Mr. Ong King Keung

REMUNERATION COMMITTEE

Mr. Chau Kam Wing (*Chairman of committee*)
Ms. Huang Shao Yun
Ms. Liu Dong
Mr. Ong King Keung

COMPANY SECRETARY

Mr. Tam Chun Yip

AUTHORISED REPRESENTATIVES

Mr. Duan Chuan Liang
Mr. Tam Chun Yip

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 6408, 64/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR

Tricor Tengis Limited
26th Floor, Tesbury Centre,
28 Queen's Road East,
Wanchai, Hong Kong

LEGAL ADVISERS

As to Bermuda law
Conyers Dill & Pearman

AUDITORS

Grant Thornton

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Agricultural Development Bank of China

WEBSITE

<http://www.chinawatergroup.com>

STOCK CODE

855

I'm pleased to present to you the Group's results for the financial year ended 31 March 2009. The Group recorded a turnover of HK\$1,033.2 million, representing an increase of 35% from HK\$765.5 million recorded last year. The Group recorded a gross profit of HK\$320.8 million representing an increase of 20% from HK\$267.0 million last year. For the year under review, the Group recorded a profit for the year from continuing operations of HK\$228.7 million (2008: HK\$175.4 million). The total basic earning per share from continuing operations increased by 48% to 9.39 cents.

The Group upholds its business vision of "Water-oriented, Kindness to Society" while striving for its goal of becoming the best operator of raw water, tap water, sewage treatment and related services in the PRC and achieving satisfactory results.

The Group sustained continuous growth in its water supply business, serving more than 5 million people in over 10 cities and counties in various provinces. Other projects relating to water resources had also achieved desirable progresses, among which the stable increase in income from water projects had made, for the year, and will make major contribution to the Group's profit.

On behalf of the Directors, I hereby express my gratitude to all shareholders, investors, customers and business partners for their strong support to the Group. I would also like to thank the directors and the staff members of the Group for their endeavor and active contribution. Innovation creates the future and hard work the splendor. We are confident of achieving successive good results in various aspects such as quality water supply, better utilization of water resources and promotion of water pollution prevention and cure with an aim to reward our shareholders and contribute to the society.

4 Chairman's Statement

BUSINESS REVIEW

(I) Water Supply Business Analysis

In the year, the Group sustained rapid growth in its revenue and profit from water supply business.

The revenue from city water supply amounted to approximately HK\$385.9 million (2008: HK\$255.2 million), representing an increase of 51.2% as compared with last year. The revenue from water supply related installation works amounted to approximately HK\$271.0 million (2008: HK\$128.7 million), representing an increase of 110.5% as compared with last year.

City water supply projects owned by the subsidiaries of the Group spread various provinces and municipalities across China, including provinces such as Henan, Jiangsu, Hubei, Jiangxi, Guangdong and Hainan, and Chongqing Municipality. The total water segments profits (included city water supply, water related installation works and meter installation) amounted to approximately HK\$150.7 million (2008: HK\$79.8 million).

(II) Sewage Business Analysis

During the year, the Group has recorded turnover from sewage treatment business of HK\$29.6 million (2008: HK\$26.8 million). The revenue contribution mainly from a sewage treatment plant located at Hongguang Road, Development Zone, Jingzhou City, Hubei Province. For the year ended 31 March 2009, the profit after tax and the profit after tax but before amortization of cost of franchise of that sewage treatment business is amounted to approximately HK\$11.1 million and HK\$17 million, respectively.

(III) Investment Business Analysis

As at the balance sheet date, the Group's investment portfolio held for trading mainly consists of Qian Jiang Water Resources Development Co., Ltd ("Qian Jiang") (Shanghai Stock Exchange Code: 600283). The Group has disposed 6,533,400 A shares of Qian Jiang with gross sale proceeds of approximately HK\$56 million.

The proceeds from disposal of shares have been retained for development of current water projects.

FUTURE PROSPECTS

With the continuous economic development in China that promotes urbanization and the government's policy that advocates integration of urban and rural water supply, water supply is extended to wider areas and management standards are enhanced. All these factors provide remarkable room for growth of income from water supply and installation work under the current city water supply projects of the Group. In addition, the Group is also identifying with effort some promising water projects to enlarge its water supply business and enhance its effectiveness.

On top of its prior solid foundation of water supply, the Group endeavors to realize integration of water supply and emission, to expand its sewage treatment business and to optimize the structural linkage between water supply industry and related water industry so as to fully enhance its overall effectiveness, service quality and competitiveness.

MAJOR ACQUISITIONS AND DISPOSALS

Details of the Group's acquisitions and disposals during the years ended 31 March 2008 and 2009 are set out in note 44 and note 45(a) to the financial statements respectively.

CAPITAL RAISING

On 26 June 2009, Mr. Duan Chuan Liang, a director of the Company and Asset Full Resources Limited ("AFRL") entered into a placing agreement with Kim Eng Securities (Hong Kong) Limited for the placing of up to 120,000,000 ordinary shares of the Company at a price of HK\$1.90 per share. Pursuant to a subscription agreement on the same date, Mr. Duan Chuan Liang and AFRL subscribed for 120,000,000 new ordinary shares of the Company at a price of HK\$1.90 per share. On 10 July 2009, the subscription completed and raised total consideration of approximately HK\$228,000,000 (before expenses).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2009, the Group has total cash and bank balances of approximately HK\$577.7 million (2008: HK\$458.1 million). The gearing ratio, calculated as a percentage of total liabilities to total assets, is 51.5% (2008: 49.7%) as at 31 March 2009. The current ratio is 1.15 times (2008: 1.32 times) as at 31 March 2009. In the opinion of the directors, the Group will have sufficient working capital to meet its financial obligations in full as they fall due in the foreseeable future.

HUMAN RESOURCES

As at 31 March 2009, the Group has employed approximately 5,000 staff. Most of them stationed in the PRC and the remaining in Hong Kong. The remuneration package of the employees is determined by various factors including their experience and performance, the market condition, industry practice and applicable employment law.

FOREIGN EXCHANGE RISK MANAGEMENT

The Group's exposure to currency exchange rate is minimal as majority of the subsidiaries of the Group operates in the PRC with most of the transaction denominated and settled in RMB. Accordingly, the Group does not use derivative financial instruments to hedge its foreign currency risk.

6 Chairman's Statement

PLEDGE OF ASSETS

- (i) The Group's bank loans and other loans at 31 March 2009 were secured by:
- (a) pledge of water and sewage treatment revenue of certain subsidiaries;
 - (b) guarantees by You Tao and Lin Hua Dong (being senior management of certain subsidiaries), 江西省水利水電開發總公司, 新余市人大常委會 and 韶關市丹霞山旅遊投資經營有限公司. The Group has not recognised the financial impact in respect of these guarantees as their fair value cannot be reliably measured and no transaction price was recorded;
 - (c) charges over property, plant and equipment in which their aggregate carrying amount as at 31 March 2009 was HK\$95,480,000 (2008: HK\$106,602,000);
 - (d) charges over interests in land use rights in which their aggregate carrying amount as at 31 March 2009 was HK\$8,584,000 (2008: HK\$3,532,000);
 - (e) charges over investment properties in which their aggregate carrying amount as at 31 March 2009 was HK\$147,426,000 (2008: HK\$Nil);
 - (f) charges over properties under development in which their aggregate carrying amount as at 31 March 2009 was HK\$78,598,000 (2008: HK\$Nil);
 - (g) charges over other intangible assets in which their aggregate carrying amount as at 31 March 2009 was HK\$172,771,000 (2008: HK\$138,267,000);
 - (h) charges over interests in Qian Jiang Water Resources Development Co., Limited in carrying amount of HK\$36,046,000 as at 31 March 2009 (2008: HK\$Nil);
 - (i) charges over the Group's bank balances in amount of HK\$31,587,000 as at 31 March 2009 (2008: HK\$35,333,000); and
 - (j) (1) charges over shares of certain subsidiaries of the Group; (2) the Group's equity interests in China Botanic Development Holdings Ltd.; and (3) a bank account of the Group.

CONTINGENT LIABILITIES

As at 31 March 2009, the Group did not have any material contingent liabilities (2008: Nil).

ACKNOWLEDGEMENTS

Lastly, on behalf of the Directors, I wish to express my gratitude to all shareholders, investors, and business partners for their continued trust and support. I would also like to thank the staff members of the Group for the valuable contribution they have made, with team spirit and dedication, to the Group's long-term development. I look forward to continuing working hand-in-hand with all of us for mutual advancement. With staff members at all levels of the Group going all out, we can certainly bring our potential into full play to achieve the Group's operation objectives and create shareholders' value.

Duan Chuan Liang

Chairman

Hong Kong, 28 July 2009

8 Directors' and Senior Management Biographical Details

DIRECTORS

Executive Directors

Mr. Duan Chuan Liang, aged 46, was graduated from the North China College of Water Conservancy and Hydro Power with a bachelor degree, major in irrigation and water conservancy works. Mr. Duan had been working for the Water Conservancy Department of the PRC Government for more than ten years. At present, Mr. Duan is a director of numerous enterprises in the PRC. He joined the Group in January 2003.

Mr. Li Ji Sheng, aged 70, graduated from 北京水利發電學校. He was appointed as the director-general of Department of Personnel, Labor and Education of the Ministry of Water Resources of the PRC and the chairman and party secretary of China Water Investment Corporation. Mr. Li is the director and general manager of Foundation Water Affairs Investment Co. Ltd. (江河水務投資有限公司). He joined the Group in May 2007.

Non-executive Directors

Mr. Wu Jiesi, aged 57, holds a doctorate degree in Economics from the Nankai University of the People's Republic of China. He was the former chairman of Guangdong Yue Gang Investment Holdings Company Limited and GDH Limited. From 1984 to 1995, Mr. Wu has also worked for the Industrial and Commercial Bank of China as president of its Shenzhen branch. He is currently holding directorships in certain companies listed on the Main Board of the Stock Exchange, including being an independent non-executive director of Beijing Enterprises Holdings Limited (北京控股有限公司), China Merchants Bank Co., Ltd. (招商銀行股份有限公司) and China Insurance International Holdings Company Limited (中保國際控股有限公司), a non-executive director of Shenzhen Investment Limited (深圳控股有限公司). In April 2009, Mr. Wu is appointed as a non-executive director of Silver Base Group Holdings Limited (銀基集團控股有限公司). He joined the Group in February 2006.

Mr. Chen Guo Ru, aged 63, graduated from South China Normal University in 1985. Mr. Chen was a deputy general manager of Guangdong Investment Limited and a managing director and chairman of Guangdong Yue Gang Water Supply Company Limited. Mr. Chen joined Dongshen Water Bureau in December 1988 and has acted as the Chairman of the Trade Union, Vice General Secretary and Vice President of Dongshen Water Bureau. He joined the Group in 30 November 2005.

Mr. Zhao Hai Hu, aged 54, was graduated from Zhejiang University with a master degree in Engineering. He is a general manager of an irrigation technology company which is engaged in the research and development of irrigation and hydroelectric technology. Mr. Zhao is primarily responsible for project management, research and development of irrigation, water supply. Mr. Zhao acted as an assistant to the head of North China College of Water Conservancy and Hydro Power, he was also the head of the infra-structure department and the head of the personnel department. Mr. Zhao has over 27 years' experience in engineering. He joined the Group in July 2003.

Mr. Zhou Wen Zhi, aged 68, was graduated from Liaoning Agriculture University. He was the vice minister of Ministry of Water Resources of the PRC from 1991 until his retirement in June 2001. Mr. Zhou has over 11 years' experience in the development and construction of the PRC water resources. He joined the Group in October 2004.

Independent Non-executive Directors

Ms. Huang Shao Yun, aged 54, is the Financial Controller of Beijing Water Conservancy Material Supply Company. Ms. Huang graduated from Beijing Commercial College with a diploma in accountancy. Ms. Huang has over 35 years of accounting experience. She joined the Group in July 2003.

Ms. Liu Dong, aged 41, was appointed as independent non-executive director and a member of the audit committee and the remuneration committee of the Company with effect from 5 February 2007. Ms. Liu was graduated from the Capital University of Economics and Business. Ms. Liu is currently the vice manager of the finance head quarter of the China Galaxy Securities Co. Ltd.

Mr. Chau Kam Wing, aged 46, obtained a master degree in Business Administration from the University of San Francisco, USA and is a fellow member of the Association of Chartered Certified Accountants and a practicing member of Hong Kong Institute of Certified Chartered Accountant. He has over 20 years experience in auditing, taxation, and financial management of various listed companies. He is now practicing as a Certified Public Accountant in Hong Kong, a council member of the Society of Chinese Accountants & Auditors in Hong Kong and an independent executive Director of two companies listed in GEM of the Hong Kong Stock Exchange. He joined the Group in March 2007.

Mr. Ong King Keung, aged 33, is the chief financial officer of a company listed on the Main Board of the Hong Kong Stock Exchange. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He holds a bachelor's degree in Accountancy from The Hong Kong Polytechnic University and Master Degree in Corporate Finance from the City University of Hong Kong. He has ample of experiences in auditing, financial management and initial public offering. He was senior management of several listed companies including Hunan Nonferrous Metals Corporation Limited. He joined the Group in March 2007.

SENIOR MANAGEMENT

Mr. Du Lin Dong, aged 41, is the chief executive officer of the Company. Mr. Du is the former managing director of Beijing Huaxin Shiji Investment Company Limited and the former director of Xin Shadai Investment Company Limited. He joined the Group in November 2004.

Mr. Tam Chun Yip, aged 34, is the company secretary of the Company. Mr. Tam graduated from the Hong Kong University of Science & Technology and is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He joined the Group in September 2003.

Mr. Liu Yong, aged 40, is the executive general manager and deputy executive general manager of the Group. Mr Liu graduated from the Southeast University in 1991, majoring in detection technology and instrument of the Department of Automatic Control. He studied water supply and drainage in the Southeast Jiao Tong University from 1993 to 1994 and was awarded the qualification of senior water supply and drainage engineer in 2004. He obtained the PRC Certified Asset Appraiser Qualification Certificate in 1997. Mr Liu has over 13 years of senior management experience in water project design, water construction project management and water plant operation in water industry in China.

Mr. Li Xing Ping, aged 40, is the deputy general manager of the Group and the general manager of Jingzhou Water Affairs Group Co., Ltd. He graduated from water supply and drainage specialty in the Department of Civil Engineering, Yellowstone Institute of Technology in 1991. He was awarded the bachelor degree in Engineering from Changjiang University and MBA from Huazhong University of Science and Technology in 2005. Mr Li has over 13 years of senior management experience in water project design, water engineering construction project management and water plant operation in water industry in China. He currently serves as deputy executive director of China Urban Water Association and director of Township Office.

10 Corporate Governance Report

The board of directors (the “Board”) is committed to maintaining good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders’ value. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders and comply with the increasingly tightened regulatory requirements.

The Code on Corporate Governance Practice (“CGP Code”) issued by The Stock Exchange of Hong Kong Limited (“Stock Exchange”) in its Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) sets out two levels of corporate governance practices, i.e. mandatory code provisions that a listed company must comply with or explain its non-compliance, and recommended best practices that listed companies are encouraged to comply with but need not disclose in the case of non-compliance. The Company is in compliance with the mandatory code provisions of the CGP Code, save for the deviations discussed below.

The number of the Board Meetings, Audit Committee Meetings and Remuneration Committee Meetings attended by each Director during the year under review are set out in the following table. Figure in brackets indicates maximum of meetings in the period in which the individual was a Board Members or Audit Committee Members or Remuneration Committee Members (as the case may be).

	Meetings attended/(held)		
	Board	Audit Committee	Remuneration Committee
<i>Executive Directors</i>			
Mr. Duan Chuan Liang (<i>Chairman</i>)	4/(4)	N/A	N/A
Mr. Li Ji Sheng	4/(4)	N/A	N/A
<i>Non-executive Directors</i>			
Mr. Chen Guo Ru	2/(4)	N/A	N/A
Mr. Zhao Hai Hu	3/(4)	N/A	N/A
Mr. Zhou Wen Zhi	0/(4)	N/A	N/A
Mr. Wu Jiesi	1/(4)	N/A	N/A
<i>Independent Non-executive Directors</i>			
Ms. Huang Shao Yun	4/(4)	2/(2)	1/(1)
Ms. Liu Dong	4/(4)	2/(2)	1/(1)
Mr. Chau Kam Wing	4/(4)	2/(2)	1/(1)
Mr. Ong King Keung	4/(4)	2/(2)	1/(1)

Each of the Independent Non-executive Directors have confirmed in writing their independence from the Company in accordance with the guidelines on director independence of the Listing Rules. On this basis, the Company considers all such Directors to be independent.

The Board is principally responsible for formulating business strategies, and monitoring the performance of the business of the Group. The Board decides on corporate strategies, approves overall business plans, evaluates the Group's financial performance and management and reviews the financial and internal control system. Other than the daily operational decisions which are delegated to the management of the Group, most of the decisions are taken by the Board. Specific tasks that the Board delegates to the Group's management include the implementation of strategies approved by the Board, the monitoring of operating budgets, the implementation of internal controls procedures, and the ensuring of compliance with relevant statutory requirements and other rules and regulations.

The Directors are remunerated with reference to their respective duties and responsibility with the Company, the Company's performance and current market situation. The Board members have no financial, business, family or other material/relevant relationships with each other. Given the composition of the Board and the skills, knowledge and expertise of the Director, the Board believes that it is appropriately structured to provide sufficient checks and balances to protect the interests of the Group and the shareholders. The Board will review its composition regularly to ensure that it has appropriate balance of expertise, skills and experience to continue to effectively oversee the business of the Company.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

During the year under review, appointment of new Directors was considered and approved by the full Board by taking into account criteria such as expertise, experience, integrity and commitments. Under Code Provision A.4.2, every Director should be subject to retirement by rotation at least once every three years. According to the Company's bye-laws, at each annual general meeting, one third of the Directors shall retire from office by rotation provided that notwithstanding anything therein, the Chairman of the Board of the Company shall not be subject to retirement by rotation or taken into account in determining the number of Directors to retire. As continuation is a key factor to the successful long term implementation of business plans, the Board believes that the roles of the Chairman provide the Group with strong and consistent leadership and allow more effective planning and execution of long-term business strategy. As such, the Board is of the view that the Chairman of Board should not be subject to retirement by rotation.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The posts of the Chairman and the Chief Executive Officer (the "CEO") of the Group were separately held by Mr. Duan Chuan Liang and Mr. Du Lin Dong respectively for the year to ensure a clear distinction between the Chairman's responsibility to lead the Board and the CEO's responsibility to manage the Company's business affairs. The Company intends to continue to have the role of the Chairman and CEO assumed by different individuals.

12 Corporate Governance Report

AUDIT COMMITTEE

The Audit Committee currently comprises of four Independent Non-executive Directors, namely Mr. Chau Kam Wing (Chairman), Mr. Ong King Keung, Ms. Huang Shao Yun and Ms. Liu Dong, and is responsible for review of the Group's financial information and oversight of the Group's financial reporting system and internal control procedures. The Committee is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval. In performing its duties, it has unrestricted access to personnel, records, external auditors and senior management.

The Audit Committee has specific written terms of reference which are of no less exacting terms than those stipulated in Code Provision. For the year under review, the Audit Committee held two meetings included the review of the final results for the year ended 31 March 2008 and the interim accounts for the six months ended 30 September 2008 and the internal control system of the Group.

REMUNERATION COMMITTEE

The Remuneration Committee, currently comprises of four Independent Non-executive Directors, namely Mr. Chau Kam Wing (Chairman), Mr. Ong King Keung, Ms. Huang Shao Yun and Ms. Liu Dong, is responsible for reviewing and determining the compensation and benefits of the Directors and senior management. The Remuneration Committee has specific written terms of reference which are of no less exacting terms than those stipulated in Code Provision. During the year under review, one meeting was held by the Remuneration Committee and it reviewed the remuneration packages of the Directors.

NOMINATION OF DIRECTORS

In considering the nomination of new Directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates. Furthermore, as the full Board is responsible for the selection and approval of candidate for appointment as Director to the Board, therefore the Company has not established a Nomination Committee for the time being.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Company and of the Group and the results and cash flow of the Group for the period. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable.

INTERNAL CONTROL

The Board has overall responsibilities for maintaining a sound and effective internal control system of the Group. The Group's system of internal control includes a defined management structure with limits of authority, safeguard its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The system is designed to provide reasonable assurance against material misstatement or loss, and to oversee the Group's operational systems for the achievement of the Group's business objectives. During the year under review, the Board reviewed the overall effectiveness of the Group's system of internal control over financial, operational and compliance controls and risk management functions. The Board concluded that in general, the Group's internal control system is effective and adequate. The Board's review has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. Appropriate measures and actions have been taken during the year ended 31 March 2009 on areas where rooms for improvement were identified.

AUDITORS' REMUNERATION

Total auditors' remuneration for the year ended 31 March 2009 amounted to HK\$5,350,000 (2008: HK\$5,350,000). HK\$Nil (2008: HK\$200,000) was paid for other non-audit services provided by Grant Thornton for the Company and its subsidiaries during the year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry to all Directors regarding any non-compliance with the Model Code during the period and they all confirmed that they have fully complied with the required standard set out in the Model Code.

COMMUNICATION WITH SHAREHOLDERS

The Company attaches great priority to establishing effective communications with its shareholders and investors. As a means of communications, the Company provides information relating to the Company and its business in its interim and annual reports. The Company regards its Annual General Meeting as an opportunity for direct communications between the Board and its shareholders. All Directors, senior management and external auditors make an effort to attend the Annual General Meeting to address shareholders' queries. The Company also responds to requests for information and queries from the shareholders and investors and welcomes the views of shareholders on matters concerning the Group and encourages them to attend shareholders' meetings to communicate any concerns they might have with the Board or management direct.

14 Directors' Report

The Directors herein present their report and the audited financial statement of the Company and of the Group for the year ended 31 March 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 18 to the financial statements. Save as disclosed in the financial statements, there were no other significant changes in the nature of the Group's principal activities during the year.

SEGMENT INFORMATION

An analysis of the Group's turnover and contribution to results by principal activity and geographical area of operations for the year ended 31 March 2009 is set out in note 6 to the financial statements.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out on page 144 of this annual report.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2009 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 23 to 142. The Directors recommended a final dividend of HK3 cents (2008: Nil) per ordinary share, which is subject to approval of the shareholders at the forthcoming annual general meeting of the Company to be held on Friday, 4 September 2009, will be payable on or about Friday, 11 September 2009 to the shareholders whose names appear on the register of members on Friday, 4 September 2009. In addition, the payment of the final dividend is subject to the satisfaction of certain conditions under an amended and restated term facility agreement.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 31 August 2009 to Friday, 4 September 2009 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 March 2009 and attending and voting at the annual general meeting, all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's Share Registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 28 August 2009.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment, and investment properties of the Group during the year are set out in notes 15 and 17 to the financial statements, respectively. Further details of the Group's investment properties are set out on page 143.

SHARE CAPITAL, SHARE OPTIONS, WARRANTS AND CONVERTIBLE BONDS

Details of movements in the Company's share capital, share options, warrants and convertible bonds during the year are set out in notes 41, 42, 39 and 38 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda where the Company continued registration as an exempted company which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 March 2009, the Company repurchased its own shares on The Stock Exchange of Hong Kong Limited as follows:

Month/Year	Number of Shares repurchased	Highest price per share HK\$	Lowest price per share HK\$	Aggregate consideration (excluding expenses) HK\$
September 2008	10,314,000	1.38	1.17	13,617,180
October 2008	22,598,000	1.33	1.00	24,840,720

The shares repurchased during the period were cancelled accordingly, the issued share capital of the Company was diminished by the nominal value thereof. The premium payable on repurchase was charged against the share premium account of the Company.

Save as disclosed above, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 43 to the financial statements and in the consolidated statement of changes in equity, respectively. Details of the distributable reserves of the Company are set out in note 43 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 35% of the total sales for the year and sales to the largest customer included therein amounted to approximately 19%. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year. None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

16 **Directors' Report**

DIRECTORS

The Directors of the Company during the year and up to date of this report were as follows:

Executive Directors

Mr. Duan Chuan Liang (*Chairman*)

Mr. Li Ji Sheng

Non-executive Directors

Mr. Chen Guo Ru

Mr. Wu Jiesi

Mr. Zhao Hai Hu

Mr. Zhou Wen Zhi

Independent Non-executive Directors

Ms. Huang Shao Yun

Ms. Liu Dong

Mr. Chau Kam Wing

Mr. Ong King Keung

In accordance with clause 87 of the Company's Bye-laws, Ms. Huang Shao Yun, Ms. Liu Dong and Mr. Chau Kam Wing will retire at the forthcoming annual general meeting and all of them being eligible, will offer themselves for re-election. Apart from Mr. Duan Chuan Liang, all the other Directors of the Company, including the Independent Non-executive Directors, are subject to retirement by rotation and reelection in accordance with the provisions of the Company's Bye-laws.

DIRECTORS' SERVICE CONTRACTS

As at 31 March 2009, none of the Directors has entered into any service contracts with the Company or any other member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

DIRECTORS' INTEREST IN CONTRACTS

Save as disclosed elsewhere in the financial statements, no Director had a material interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 March 2009, the interests and short positions of the Directors and chief executives of the Company 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 Future Ordinance (Chapter 571 of the Laws of Hong Kong ("SFO")) which had been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 & 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the Model Code for Securities Transaction by Directors of Listing Companies to be notified to the Company and the Stock Exchange were as follows:

(a) Shares

Name of Director	Capacity/ Nature of interest	Number of shares		Approximately percentage of shareholding in the Company
		Long position	Short position	
Mr. Duan Chuan Liang (Note)	Corporate and personal	167,518,301	–	13.88%
Mr. Chen Guo Ru	Personal	1,370,000	–	0.11%
Mr. Zhao Hai Hu	Personal	2,100,000	–	0.17%
Mr. Zhou Wen Zhi	Personal	870,000	–	0.07%

Note: These 167,518,301 shares consist of 112,336,301 shares held by Asset Full Resources Limited of which is wholly and beneficially owned by Mr. Duan Chuan Liang, and 55,182,000 shares held by Mr. Duan personally.

(b) Underlying shares

Name of Director	Capacity/ Nature of interest	Nature of shares		Approximately percentage of shareholding in the Company	
		Long position	Short position	Long position	Short position
Mr. Duan Chuan Liang	Personal	100,000,000	–	8.29%	0%
Mr. Li Ji Sheng	Personal	1,000,000	–	0.08%	0%
Mr. Chen Guo Ru	Personal	500,000	–	0.04%	0%
Mr. Wu Jiesi	Personal	7,000,000	–	0.58%	0%
Mr. Zhao Hai Hu	Personal	800,000	–	0.07%	0%
Mr. Zhou Wen Zhi	Personal	500,000	–	0.04%	0%

Note: Being options to acquire ordinary shares of the Company, and further details of which are set out in the section headed "Share Option Schemes" below.

18 Directors' Report

SHARE OPTION SCHEME

Details of the Company's share option scheme are set out in note 42 to the financial statements. Pursuant to the share option scheme adopted by the Company on 6 September 2002, certain Directors were granted share options. As at 31 March 2009, the interests of the Directors of the Company in options to subscribe for shares in the capital of the Company under the share option scheme were as follows:

Name of Director	Date of grant	Number of share issuable upon exercise of options held as at 31 March 2009	Price per share to be paid on exercise of options HK\$	Approximate percentage of shareholding %
Mr. Duan Chuan Liang	2 April 2007	50,000,000	3.60	4.14
	12 January 2009	50,000,000	1.02	4.14
Mr. Li Ji Sheng	10 August 2007	1,000,000	4.58	0.08
Mr. Chen Guo Ru	10 August 2007	500,000	4.58	0.04
Mr. Wu Jiesi	29 March 2006	6,000,000	1.45	0.50
	10 August 2007	1,000,000	4.58	0.08
Mr. Zhao Hai Hu	10 August 2007	800,000	4.58	0.07
Mr. Zhou Wen Zhi	10 August 2007	500,000	4.58	0.04

Other than as disclosed in the sections headed "Directors' and chief executives' interests in securities" and "Share Option Scheme" above, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and the chief executives were taken or deemed to have under the provisions of the SFO or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SECURITIES

Other than those disclosed in the sections headed "Directors' and chief executives' interests in securities" and "Share Option Scheme" above, at no time during the year was the Company, its subsidiaries or its fellow subsidiaries a party to any arrangements to enable the Company's Directors or members of its management to acquire benefits by means of the acquisition of shares in or debt securities (including debentures) of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

At the balance sheet date, the following interests and short positions of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholder	Capacity/ Nature of interest	Number of shares		Approximately percentage of shareholding in the Company	
		Long position	Short position	Long position	Short position
Asset Full Resources Limited	Beneficial	112,336,301	–	9.31%	0%
Atlantis Investment Management Limited	Beneficial	254,394,000	–	21.08%	0%
Zesigner Capital Group LLC	Beneficial	61,620,000	–	5.11%	0%
JP Morgan Chase & Co.	Beneficial	61,430,356	404,000	5.09%	0.03%
Norges Bank	Beneficial	60,682,000	–	5.03%	0%

Note: These shares are beneficially owned by and registered in the name of Asset Full Resources Limited, a company incorporated in the British Virgin Islands, whose entire issued capital is wholly and beneficially owned by Mr. Duan Chuan Liang, an Executive Director and Chairman of the Company.

Save as disclosed above, as at 31 March 2009, so far as is known to any Director or chief executive of the Company, no person (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

MANAGEMENT CONTRACTS

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

CONNECTED TRANSACTIONS

On 28 March 2008, the Group entered into an agreement for the acquisition of 70% equity interests in 惠州市大亞灣銀龍自來水有限公司 (Huizhou Daya Bay Yinlong Running Water Company Limited), 惠州市大亞灣清源環保有限公司 (Huizhou Daya Bay Qingyuan Environmental Protection Co., Limited) and 惠州市大亞灣溢源淨水有限公司 (Huizhou Daya Bay Riyuan Purified Water Co., Limited) ("Huizhou Riyuan"). The total consideration is approximately RMB190.1 million (approximately HK\$209.1 million) which was settled in cash. The acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules and has been approved by the independent shareholders of the Company on a special general meeting held on 5 May 2008. The acquisition was completed during the year. The Group obtained the control in Huizhou Riyuan only and it is accounted for as a subsidiary during the year.

20 Directors' Report

On 15 October 2008, the Company entered into an agreement with Color Hill Group Limited, a company incorporated under the laws of the British Virgin Islands with limited liability (the "Vendor"), to acquire 10% of the equity interest in 新余仙女湖新城開發有限公司 (Xinyu Xiannuhu Xincheng Kaifa Company Limited), a sino-foreign joint venture enterprise incorporated in the PRC (the "Target"). The Target is principally engaged in infrastructure construction works in Xinyu City, Jiangxi Province, PRC. The cash consideration of HK\$24,500,000 is paid by the Company. After completion, the Company will directly hold 40% and indirectly hold another 30% of the equity interest in the Target. The acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules and has been approved by the independent shareholders of the Company on a special general meeting held on 25 November 2008.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group are set out in note 50 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the directors confirmed that the Company has maintained a sufficient public float throughout the year ended 31 March 2009.

POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events of the Group are set out in note 51 to the financial statements.

AUDITORS

Grant Thornton retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the board

Duan Chuan Liang

Chairman

Hong Kong, 28 July 2009



Member of Grant Thornton International Ltd

To the members of China Water Affairs Group Limited

(originally incorporated in the Cayman Islands and continued in Bermuda with limited liability)

We have audited the consolidated financial statements of China Water Affairs Group Limited (the "Company") set out on pages 23 to 142, which comprise the consolidated and company balance sheets as at 31 March 2009, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these 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 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these 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.

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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

22 Independent Auditors' Report

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Grant Thornton

Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

28 July 2009

Consolidated Income Statement 23

For the year ended 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
Continuing operations			
Revenue	5	1,033,199	765,538
Cost of sales		(712,430)	(498,531)
Gross profit		320,769	267,007
Other income	5	66,702	64,263
Selling and distribution costs		(34,745)	(21,098)
Administrative expenses		(195,132)	(131,461)
Equity-settled share options expenses		(26,666)	(49,526)
Other operating expenses		(4,600)	(9,626)
Valuation surplus on investment properties		225,511	104,987
Fair value (loss)/gain on financial assets at fair value through profit or loss		(73,673)	279,264
Change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds and warrants)		38,120	(66,092)
Impairment loss on available-for-sale financial assets		(109,032)	(73,457)
Gain on repurchase of convertible bonds		187,910	–
Profit from operation	7	395,164	364,261
Finance costs	8	(85,223)	(67,421)
Share of result of an associate		16,692	13,644
Share of result of a jointly-controlled entity		(16)	–
Profit before income tax		326,617	310,484
Income tax expense	9	(97,943)	(135,111)
Profit for the year from continuing operations		228,674	175,373
Discontinued operation			
Profit for the year from a discontinued operation	10	–	344,631
Profit for the year		228,674	520,004
Attributable to :			
Equity holders of the Company	11	115,037	427,242
Minority interests		113,637	92,762
Profit for the year		228,674	520,004
Dividends	12	36,206	–

24 Consolidated Income Statement

For the year ended 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
Earnings per share for profit attributable to equity holders of the Company during the year			
Basic	13	HK cents	HK cents
– For profit for the year		9.39	34.62
– For profit from continuing operations		9.39	6.34
Diluted			
– For profit for the year		9.12	34.15
– For profit from continuing operations		9.12	6.26

Consolidated Balance Sheet 25

As at 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	1,961,865	1,304,053
Prepaid land lease payments	16	222,813	192,152
Investment properties	17	670,900	276,978
Interest in an associate	19	103,580	99,088
Interest in a jointly-controlled entity	20	13,414	–
Investment in debt securities	22	56,497	132,414
Other financial assets	21	456,701	359,888
Goodwill	23	155,126	103,634
Other intangible assets	24	172,771	145,502
Deposits and prepayments	25	119,257	364,168
		3,932,924	2,977,877
Current assets			
Properties under development	26	115,219	21,747
Inventories	27	46,013	39,596
Trade receivables	28	337,318	355,882
Amounts due from grantors for contract work	29(a)	52,797	–
Other financial assets	21	132,896	296,314
Due from minority equity holders of subsidiaries	36	31,208	18,427
Prepayments, deposits and other receivables	30	257,404	188,659
Conversion options embedded in convertible bonds	22, 31	61,984	69,824
Pledged deposits	32	31,587	35,333
Cash and cash equivalents	32	546,067	422,773
		1,612,493	1,448,555
Current liabilities			
Trade payables	33	261,134	164,792
Amounts due to customers for contract work	29(b)	14,665	20,668
Accrued liabilities, deposits received and other payables	34	578,697	340,965
Borrowings	35	332,800	181,892
Due to minority equity holders of subsidiaries	36	109,497	229,657
Due to a jointly-controlled entity	20	13,970	–
Provision for tax		83,940	67,951
Derivative financial instruments	38	6,339	94,635
Warrants	39	552	–
		1,401,594	1,100,560
Net current assets		210,899	347,995
Total assets less current liabilities		4,143,823	3,325,872

26 Consolidated Balance Sheet

As at 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
Non-current liabilities			
Borrowings	35	1,011,367	381,417
Deferred government grants	37	28,309	14,518
Convertible bonds	38	235,530	590,250
Deferred tax liabilities	40	180,780	113,343
		1,455,986	1,099,528
Net assets			
		2,687,837	2,226,344
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	41	12,069	12,398
Proposed final dividend	12	36,206	–
Reserves		1,827,885	1,745,186
		1,876,160	1,757,584
Minority interests			
		811,677	468,760
Total equity			
		2,687,837	2,226,344

Duan Chuan Liang
Director

Li Ji Sheng
Director

Consolidated Statement of Changes in Equity 27

For the year ended 31 March 2009

Equity attributable to equity holders of the Company

	Share capital	Proposed final dividend	Share premium account	Capital redemption reserve	Contributed surplus	Exchange fluctuation reserve	Share option reserve	Convertible bond equity reserve	Other reserves	Available-for-sale financial assets revaluation reserve	Statutory reserves	(Accumulated losses)/ Retained earnings	Total	Minority interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 April 2007	11,898	-	1,062,539	-	70,725	6,680	5,766	2,326	(11,636)	-	2,045	(106,144)	1,044,199	240,098	1,284,297
Convertible bonds exercised	338	-	67,548	-	-	-	-	(2,326)	-	-	-	-	65,560	-	65,560
Placing and subscription of new shares	141	-	46,798	-	-	-	-	-	-	-	-	-	46,939	-	46,939
Repurchase of shares	(12)	-	(5,273)	-	-	-	-	-	-	-	-	-	(5,285)	-	(5,285)
Share repurchase expenses	-	-	(19)	-	-	-	-	-	-	-	-	-	(19)	-	(19)
Equity-settled share option arrangements	-	-	-	-	-	-	49,526	-	-	-	-	-	49,526	-	49,526
Share options exercised	33	-	2,524	-	-	-	(604)	-	-	-	-	-	1,953	-	1,953
Share issue expenses	-	-	(122)	-	-	-	-	-	-	-	-	-	(122)	-	(122)
Arising from acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	121,389	121,389
Arising from disposal of subsidiaries	-	-	-	-	-	(3,364)	-	-	11,636	-	-	-	8,272	(30,243)	(21,971)
Capital contribution by minority equity holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	46,699	46,699
Additional interest in subsidiaries acquired by the Group	-	-	-	-	-	-	-	-	7,141	-	-	-	7,141	(23,538)	(16,397)
Transfer to capital redemption reserve	-	-	-	12	-	-	-	-	-	-	-	(12)	-	-	-
Transfer to statutory reserves	-	-	-	-	-	-	-	-	-	-	18,883	(18,883)	-	-	-
Change in fair value of available-for-sale financial assets	-	-	-	-	-	-	-	-	-	15,863	-	-	15,863	-	15,863
Currency translation	-	-	-	-	-	96,315	-	-	-	-	-	-	96,315	21,593	117,908
Net income recognised directly in equity	-	-	-	-	-	96,315	-	-	-	15,863	-	-	112,178	21,593	133,771
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	427,242	427,242	92,762	520,004
Total recognised income and expense for the year	-	-	-	-	-	96,315	-	-	-	15,863	-	427,242	539,420	114,355	653,775
Balance at 31 March 2008	12,398	-	1,173,995	12	70,725	99,631	54,688	-	7,141	15,863	20,928	302,203	1,757,584	468,760	2,226,344

28 Consolidated Statement of Changes in Equity

For the year ended 31 March 2009

	Equity attributable to equity holders of the Company														
	Share capital	Proposed final dividend	Share premium account	Capital redemption reserve	Contributed surplus	Exchange fluctuation reserve	Share option reserve	Convertible bond equity reserve	Other reserves	Available-for-sale financial assets revaluation reserve	Statutory reserves	Retained earnings	Total	Minority interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 April 2008	12,398	-	1,173,995	12	70,725	99,631	54,688	-	7,141	15,863	20,928	302,203	1,757,584	468,760	2,226,344
Repurchase of shares	(329)	-	(38,129)	-	-	-	-	-	-	-	-	-	(38,458)	-	(38,458)
Share repurchase expenses	-	-	(271)	-	-	-	-	-	-	-	-	-	(271)	-	(271)
Equity-settled share option arrangements	-	-	-	-	-	-	26,666	-	-	-	-	-	26,666	-	26,666
Arising from acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	71,029	71,029
Arising from disposal of subsidiaries	-	-	-	-	-	(65)	-	-	-	-	(8)	-	(73)	(913)	(986)
Capital contribution by minority equity holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	185,725	185,725
Additional interest in subsidiaries acquired by the Group	-	-	-	-	-	-	-	-	(6,758)	-	-	-	(6,758)	(27,961)	(34,719)
Transfer to capital redemption reserve	-	-	-	329	-	-	-	-	-	-	-	(329)	-	-	-
Proposed final dividend 2009 (Note 12)	-	36,206	-	-	(36,206)	-	-	-	-	-	-	-	-	-	-
Transfer to statutory reserves	-	-	-	-	-	-	-	-	-	-	17,360	(17,360)	-	-	-
Disposal of available-for-sale financial assets	-	-	-	-	-	-	-	-	-	(2,203)	-	-	(2,203)	-	(2,203)
Change in fair value of available-for-sale financial assets	-	-	-	-	-	-	-	-	-	(122,692)	-	-	(122,692)	-	(122,692)
Impairment loss on available-for-sale financial assets	-	-	-	-	-	-	-	-	-	109,032	-	-	109,032	-	109,032
Currency translation	-	-	-	-	-	38,296	-	-	-	-	-	-	38,296	1,400	39,696
Net income/(expense) recognised directly in equity	-	-	-	-	-	38,296	-	-	-	(15,863)	-	-	22,433	1,400	23,833
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	115,037	115,037	113,637	228,674
Total recognised income and expense for the year	-	-	-	-	-	38,296	-	-	-	(15,863)	-	115,037	137,470	115,037	252,507
Balance at 31 March 2009	12,069	36,206	1,135,595	341	34,519	137,862	81,354	-	383	-	38,280	399,551	1,876,160	811,677	2,687,837

Consolidated Cash Flow Statement 29

For the year ended 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
Cash flows from operating activities			
Profit before income tax		326,617	655,115
Adjustments for:			
Finance costs	8	85,223	67,421
Share of result of an associate		(16,692)	(13,644)
Share of result of a jointly-controlled entity		16	–
Interest income	5	(5,161)	(16,487)
Dividend income from financial assets	5	(8,901)	(8,317)
Amortisation of deferred government grants	5	(1,294)	(950)
Depreciation	7	90,621	64,001
Amortisation of prepaid land lease payments	7	4,956	3,317
Amortisation of other intangible assets	7	8,256	5,762
Loss on disposal of property, plant and equipment	7	127	395
Write off on property, plant and equipment	7	306	326
Gain on disposal of land use rights	7	(345)	(181)
Valuation surplus on investment properties	17	(225,511)	(104,987)
Equity-settled share options expenses	7, 14(a)	26,666	49,526
Excess over the cost of a business combination recognised in the income statement	5	(7,880)	(18,215)
Gain on disposal of subsidiaries	10, 45	(1,438)	(353,219)
Gain on deemed disposal of interest in a subsidiary		(783)	–
Fair value loss/(gain) on financial assets at fair value through profit or loss		73,673	(279,264)
Change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds and warrants)		(38,120)	66,092
Gain on repurchase of convertible bonds		(187,910)	–
Gain on disposal of other financial assets		(6,715)	–
Impairment loss on available-for-sale financial assets		109,032	73,457
Trade receivables written off	7	5,494	2,931
Impairment loss on amounts due from former subsidiaries	7	694	6,457
Impairment loss on other receivables	7	–	197
Inventories written off	7	36	348
Convertible bonds issuance expenses charged to income statement		–	2,159
Operating profit before working capital changes		230,967	202,240
Decrease in financial assets at fair value through profit or loss		41,486	232,084
Increase in properties under development		(29,623)	(13,271)
Increase in inventories		(8,279)	(16,590)
Increase in trade receivables		(204,294)	(323,231)
Increase in amounts due from grantors for contract work		(52,797)	–
(Increase)/Decrease in amounts due from former subsidiaries		(694)	1,597
Decrease in amounts due from associates		–	10,128
(Increase)/Decrease in prepayments, deposits and other receivables		(34,823)	100,891
Increase in trade payables		94,890	61,153
(Decrease)/Increase in amounts due to customers for contract work		(6,003)	20,668
Increase in accrued liabilities, deposits received and other payables		149,414	90,279
Increase in amount due to a jointly-controlled entity		4,620	–
Cash generated from operations		184,864	365,948
Interest paid on bank and other borrowings		(58,875)	(37,776)
Interest on convertible bonds		–	(478)
Income taxes paid		(18,737)	(6,185)
Net cash generated from operating activities		107,252	321,509

30 Consolidated Cash Flow Statement

For the year ended 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
Cash flows from investing activities			
Interest received		5,161	16,487
Dividend received		8,901	8,317
Purchase of property, plant and equipment		(221,655)	(133,197)
Proceeds from disposal of property, plant and equipment		4,273	170
Land lease payments prepaid		(25,994)	(29,773)
Proceeds from disposal of land use rights		2,955	2,687
Purchase of investment properties		(8,845)	(17,991)
Addition of water supply concession rights		(31,966)	–
Purchase of water supply concession rights		–	(7,442)
Deposits paid		(44,619)	(363,200)
Acquisition of subsidiaries and businesses (net of cash and cash equivalent acquired)	44	(61,008)	(199,054)
Acquisition of minority interests		(34,719)	(16,397)
Disposal of subsidiaries (net of cash and cash equivalent disposed)	45	(278)	(14,230)
Investment in an associate		–	(60,000)
Investment in a jointly-controlled entity		(4,080)	–
Dividends received from an associate		12,200	10,794
Purchases of available-for-sale financial assets		(41,709)	(231,748)
Proceeds from disposal of available-for-sale financial assets		39,784	1,000
Decrease in bank balance held in escrow		–	94
Decrease/(Increase) in pledged deposits		3,746	(35,333)
Government grants received		14,743	2,366
Net cash used in investing activities		(383,110)	(1,066,450)
Cash flows from financing activities			
Proceeds from issue of convertible bonds	38	–	650,000
Convertible bonds issue expenses		–	(14,217)
Repurchase of convertible bonds	38	(258,384)	–
Proceeds from issue of new shares	41	–	48,892
Share issue expenses		–	(122)
Repurchase of shares	41	(38,458)	(5,285)
Share repurchase expenses		(271)	(19)
Repayment to a director		–	(5,652)
Advance from/(Repayment to) minority equity holders of subsidiaries of the Company		7,540	(115,544)
Drawdown of bank loans		506,895	140,261
Repayment of bank loans		(61,665)	(117,586)
Drawdown of other borrowings		282,224	22,978
Repayment of other borrowings		(39,704)	(7,015)
Injection by minority equity holders of subsidiaries of the Company		–	26,008
Net cash generated from financing activities		398,177	622,699
Net increase/(decrease) in cash and cash equivalents		122,319	(122,242)
Cash and cash equivalents at beginning of year		422,773	520,281
Effect of foreign exchange rates, net		975	24,734
Cash and cash equivalents at end of year		546,067	422,773
Analysis of cash and cash equivalents			
Bank and cash balances		546,067	422,773

Balance sheet 31

As at 31 March 2009

	Notes	2009 HK\$'000	2008 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	2,021	2,143
Interests in subsidiaries	18	920,382	899,526
Interest in a jointly-controlled entity	20	13,430	–
Other financial assets	21	182,699	–
Deposits	25	14,503	141,444
		1,133,035	1,043,113
Current assets			
Due from subsidiaries	18	537,901	573,975
Due from minority equity holders of subsidiaries	36	2,140	–
Prepayments, deposits and other receivables	30	19,468	21,786
Other financial assets	21	971	1,561
Bank and cash equivalents	32	74,027	165,943
		634,507	763,265
Current liabilities			
Due to subsidiaries	18	207,072	27,904
Due to a jointly-controlled entity	20	13,970	–
Accrued liabilities and other payables	34	54,994	10,690
Derivative financial instruments	38	6,339	94,635
Warrants	39	552	–
		282,927	133,229
Net current assets		351,580	630,036
Total assets less current liabilities		1,484,615	1,673,149
Non-current liabilities			
Convertible bonds	38	235,530	590,250
		235,530	590,250
Net assets		1,249,085	1,082,899
EQUITY			
Share capital	41	12,069	12,398
Proposed final dividend	12	36,206	–
Reserves	43	1,200,810	1,070,501
Total equity		1,249,085	1,082,899

Duan Chuan Liang
Director

Li Ji Sheng
Director

32 Notes to the Financial Statements

For the year ended 31 March 2009

1. CORPORATE INFORMATION

China Water Affairs Group Limited (the "Company") was previously incorporated in the Cayman Islands as an exempted company under the Cayman Islands Companies Law with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Pursuant to a special resolution passed by the equity holders in an extraordinary general meeting held on 9 June 2003 and approved by the Registrars of Companies in the Cayman Islands and Bermuda on 9 July 2003, the Company de-registered from the Cayman Islands under Section 226 of the Companies Law and re-domiciled in Bermuda under Section 132C of the Companies Act 1981 of Bermuda as an exempted company.

The Company's registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Company's principal place of business is Suite 6408, 64th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in note 18 to the financial statements. The Company and its subsidiaries are together defined to as the "Group" hereafter. The Group was also engaged in cultivation and sale of sea buckthorn's seedlings and products, which the Group had discontinued during the year ended 31 March 2008 (see note 10).

The financial statements on pages 23 to 142 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

2. ADOPTION OF NEW OR AMENDED HKFRSs

In the current year, the Group has applied for the first time the following new standards, amendments and interpretations (the "new HKFRSs") issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 April 2008.

HK (IFRIC) – Int 12

HKAS 39 (Amendments)

Service Concession Arrangements

Reclassification of Financial Assets

2. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

Except for HK(IFRIC) – Int 12 Service Concession Arrangements, the adoption of these new interpretations and amendments has had no significant financial effect on these financial statements. The principal effects of adopting HK(IFRIC) – Int 12 Service Concession Arrangements are as follows :

HK(IFRIC) – Int 12 requires an operator under public-to-private concession arrangements to recognise the consideration received or receivable in exchange for the construction services as a financial asset and/or an intangible asset, based on the terms of the contractual arrangements. HK(IFRIC) – Int 12 also addresses how an operator shall apply existing HKFRSs to account for the obligations and the rights arising from service concession arrangements by which a government or a public sector entity grants a contract for the construction of infrastructure used to provide public services and/or for the supply of public services.

The Group is the operator under certain transfer-operate-transfer (“TOT”) and build-operate-transfer (“BOT”) arrangements in respect of its water supply and sewage treatment businesses. Upon the adoption of HK(IFRIC) – Int 12, this interpretation has had no significant impact on the financial position or results of operations of the Group in respect of its TOT arrangements in prior years. Accordingly, no prior period adjustment is required.

In accordance with HK(IFRIC) – Int 12, the Group accounts for revenue and costs relating to construction or upgrade services of the infrastructure in respect of its BOT arrangements in accordance with HKAS 11 Construction Contracts. In accordance with HKAS 11, when the outcome of a construction contract can be estimated reliably, revenue from construction services is recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract. When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

Considerations received or receivable by the Group for the construction or update services are recognised at their fair values as financial assets or intangible assets based on the terms of the contractual arrangements. A financial asset is recognised to the extent that (a) the Group has an unconditional right to receive cash or another financial asset from or at the direction of the grantor for the construction services rendered; and (b) the grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law. The Group has an unconditional right to receive cash if the grantor contractually guarantees to pay the Group (a) specified or determinable amounts or (b) the shortfall, if any, between amount received from users of the public services and specified or determinable amounts, even if the payment is contingent on the Group ensuring that the infrastructure meets specified quality or efficiency requirements. An intangible asset is recognised to the extent that the Group receives a right to charge users of the public service, which is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses the service. For financial assets recognised, they are reduced when payments from grantors are received. Finance income on the financial assets is recognised using an estimate of the grantors’ incremental borrowing rates of interest. For intangible asset recognised, it is amortised on a straight-line basis over its estimated useful life.

34 Notes to the Financial Statements

For the year ended 31 March 2009

2. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

Borrowing costs incurred for the construction and update services are not capitalised and are expensed in the period in which they are incurred, except for those which are capitalised and included as intangible assets.

The effect of HK(IFRIC) – Int 12 is summarised below:

	Group HK\$'000
<hr/>	
Consolidated income statement for the year ended 31 March 2009	
Increase in revenue	84,763
Increase in cost of sales	(76,355)
Increase in amortisation of other intangible assets	(2,106)
Decrease in finance costs	127
Increase in income tax expense	(1,375)
	<hr/>
Increase in net profit	5,054
	<hr/> <hr/>
Increase in basic earnings per share (HK cents)	0.41
	<hr/> <hr/>
Increase in diluted earnings per share (HK cents)	0.39
	<hr/> <hr/>
Consolidated balance sheet and equity at 31 March 2009	
Decrease in property, plant and equipment	(48,167)
Increase in other intangible assets	1,799
Increase in amounts due from grantors for contract work	52,797
Increase in deferred tax liabilities	(1,375)
	<hr/>
	5,054
	<hr/> <hr/>
Increase in reserves (retained earnings)	5,054
	<hr/> <hr/>
<hr/>	

2. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

At the date of authorisation of these financial statements, the following new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing costs ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ²
HKAS 32, HKAS 39 & HKFRS 7 (Amendment)	Puttable Financial Instruments and Obligations Arising on Liquidation ¹
HKAS 39 (Amendment)	Eligible Hedged Items ²
HKFRS 1 and HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or an Associate ¹
HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards ²
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations ¹
HKFRS 3 (Revised)	Business Combinations ²
HKFRS 7 (Amendment)	Improving Disclosure about Financial Instruments ¹
HKFRS 8	Operating Segments ¹
HK(IFRIC) – Int 2 (Amendment)	Members' Shares in Co-operative Entities and Similar Instruments ¹
HK(IFRIC) – Int 9 and HKAS 39 (Amendment)	Reassessment of Embedded Derivatives ⁶
HK(IFRIC) – Int 13	Customer Loyalty Programmes ³
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate ¹
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation ⁴
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners ²
HK(IFRIC) – Int 18	Transfer of Assets from Customers ⁵
Various	Annual Improvements to HKFRS 2008 ⁷
Various	Annual Improvements to HKFRS 2009 ⁸

Notes:

- ¹ Effective for annual periods beginning on or after 1 January 2009
- ² Effective for annual periods beginning on or after 1 July 2009
- ³ Effective for annual periods beginning on or after 1 July 2008
- ⁴ Effective for annual periods beginning on or after 1 October 2008
- ⁵ Effective for transfer received on or after 1 July 2009
- ⁶ Effective for annual periods ending on or after 30 June 2009
- ⁷ Generally effective for annual periods beginning on or after 1 January 2009 unless otherwise stated in the specific HKFRS
- ⁸ Generally effective for annual periods beginning on or after 1 January 2010 unless otherwise stated in the specific HKFRS

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement.

36 Notes to the Financial Statements

For the year ended 31 March 2009

2. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

Among these new standards and interpretations, HKAS 1 (Revised) Presentation of Financial Statements is expected to materially change the presentation of the Group's financial statements. The amendments affect the presentation of owner changes in equity and introduce a statement of comprehensive income. The Group will have the option of presenting items of income and expenses and components of other comprehensive income either in a single statement of comprehensive income with subtotals, or in two separate statements (a separate income statement followed by a statement of comprehensive income). The amendment does not affect the financial position or results of the Group but will give rise to additional disclosures.

In addition, HKFRS 8 Operating Segments may result in new or amended disclosures. The directors of the Company are in the progress of identifying reportable operating segments as defined in HKFRS 8.

The directors of the Company are currently assessing the impact of other new and amended HKFRSs upon initial application. So far, the directors of the Company have preliminarily concluded that the initial application of these HKFRSs is unlikely to have a significant impact on the Group's results and financial position.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on the historical cost basis except for investment properties, certain financial assets, derivative financial instruments (including conversion options embedded in convertible bonds) and warrants which are stated at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March each year.

3.3 Subsidiaries

Subsidiaries are entities over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 Subsidiaries (Continued)

Business combinations (other than for combining entities under common control) are accounted for by applying the purchase method. This involves the estimation of fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the balance sheet date.

Minority interest represents the portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned by the Group and are not the Group's financial liabilities.

Minority interests are presented in the consolidated balance sheet within equity, separately from the equity attributable to the equity holders of the Company. Profit or loss attributable to the minority interests are presented separately in the consolidated income statement as an allocation of the Group's results. Where losses applicable to the minority exceeds the minority interest in the subsidiary's equity, the excess and further losses applicable to the minority are allocated against the minority interest to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. Otherwise, the losses are charged against the Group's interests. If the subsidiary subsequently reports profits, such profits are allocated to the minority interest only after the minority's share of losses previously absorbed by the Group has been recovered.

3.4 Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture entity and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

38 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Joint ventures (Continued)

A joint venture is treated as:

- (a) a subsidiary, if the Group/Company has unilateral control, directly or indirectly, over the joint venture (see note 3.3);
- (b) a jointly-controlled entity, if the Group/Company does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group/Company does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture (see note 3.6); or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group/Company holds, directly or indirectly, generally less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture (see note 3.16).

3.5 Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's interests in jointly-controlled entities are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entities are eliminated to the extent of the Group's interests in the jointly-controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred.

The results of jointly-controlled entities are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in jointly-controlled entities are treated as non-current assets and are stated at cost less any impairment losses.

3.6 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture. In consolidated financial statements, investment in associates is initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in associate recognised for the year.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Associates (Continued)

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The 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, plus any costs directly attributable to the investment.

The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. At each balance sheet date, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (see note 3.14) of the associate and its carrying amount.

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 income statement in the determination of the Group's share of the associate's profit or loss in which the investment is acquired.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

3.7 Foreign currency translation

The financial statements are presented in Hong Kong Dollars (HK\$), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the balance sheet date retranslation of monetary assets and liabilities are recognised in the income statement.

40 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Foreign currency translation (Continued)

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the balance sheet date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the exchange fluctuation reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 April 2005 have been treated as assets and liabilities of the foreign operation and translated into Hong Kong dollars at the closing rates.

3.8 Revenue

Revenue comprises the fair value for the sale of goods and rendering of services, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- (i) Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods;
- (ii) Revenue from hotel or sightseeing services is recognised based on the period in which such services have been rendered;
- (iii) Revenue arising from water supply is recognised based on water supplied as recorded by meters read during the year;
- (iv) Revenue from sewage treatment is recognised when services are rendered;
- (v) Water supply related installation and construction income is recognised when services are rendered;
- (vi) Revenue from long-term construction contracts is recognised by reference to the percentage of completion of the contract at the balance sheet date (see note 3.19);
- (vii) Dividend is recognised when the right to receive payment is established;
- (viii) Finance income is recognised as it accrues using the effective interest method; and
- (ix) Interest income is recognised on a time-proportion basis using the effective interest method.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of investment in an associate is set out in note 3.6.

Goodwill represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. The cost of the business combination 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, plus any costs directly attributable to the business combination.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 3.14).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in income statement.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

3.10 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at acquisition cost less accumulated depreciation and accumulated impairment losses. The cost of asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation on the following property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

Leasehold buildings	50 years or over the lease term, whichever is shorter
Leasehold improvements	5 years or over the lease term, whichever is shorter
Plant and machinery	6 to 15 years
Water pipelines	10 to 20 years
Furniture, equipment and motor vehicles	5 years
Vessels	10 years

The assets' residual value, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

42 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 Property, plant and equipment (Continued)

Construction in progress represents leasehold buildings, plant and machinery and water pipelines under construction and is stated at cost less any impairment losses, and is not depreciated. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

3.11 Prepaid land lease payments

Prepaid land lease payments represent up-front payments to acquire the land use rights/leasehold land. They are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated on a straight line basis over the lease term except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets.

3.12 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value. The carrying amounts recognised in the balance sheet reflect the prevailing market conditions at the balance sheet date.

Property that is being constructed or developed for future use as investment property is classified as property, plant and equipment and stated at cost until construction or development is completed, at which time it is reclassified as investment property. Any changes between the fair value of the property at that date and its previous carrying amount is recognised in income statement.

Gains or losses arising from either changes in the fair value or the sale of an investment property is included in income statement for the period in which they arise.

3.13 Intangible assets (other than goodwill)

The Group's intangible assets (other than goodwill) represent up-front payments to acquire the rights to operate a sewage treatment plant and a water supply plant in the People's Republic of China excluding Hong Kong (the "PRC").

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for the rights to operate a sewage treatment plant and a water supply plant with finite useful lives are provided on straight-line basis over their estimated useful lives of 25 years and 30 years respectively. Both period and method of amortisation are reviewed annually.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 Impairment of non-financial assets

Goodwill arising on acquisition of subsidiaries, property, plant and equipment, prepaid land lease prepayments, other intangible assets, interests in subsidiaries, an associate and a jointly-controlled entity are subject to impairment testing.

Goodwill and intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other non-financial assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.15 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

44 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Leases (Continued)

(i) *Classification of assets leased to the Group*

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, except that property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 3.12).

(ii) *Assets acquired under finance leases*

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligation under finance leases.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to income statement in the accounting period in which they are incurred.

(iii) *Operating lease charges as the lessee*

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the income statement on a straight line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in the income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the income statement in the accounting period in which they are incurred.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries, an associate and a jointly-controlled entity are set out below.

Classification of financial assets

Financial assets other than hedging instruments are classified into the following categories: (i) financial assets at fair value through profit or loss, (ii) loans and receivables, and (iii) available-for-sale financial assets.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or
- the assets are part of a group of financial assets which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in the income statement. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in note 3.8 to these financial statements.

46 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 Financial assets (Continued)

Classification of financial assets (Continued)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fee that are an integral part of the effective interest rate and transaction cost.

(iii) Available-for-sale financial assets

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets.

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised directly in equity, except for impairment losses and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity would be recycled to income statement. Interest calculated using the effective interest method is recognised in income statement.

The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the reporting date. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in income statement, and other changes are recognised in equity.

For available-for-sale investments in equity securities 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.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

Recognition and derecognition of financial assets

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 Financial assets (Continued)

Impairment of financial assets

At each balance sheet date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

(i) Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in income statement for the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in income statement for the period in which the reversal occurs.

48 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in the income statement as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the income statement.

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in the income statement. The subsequent increase in fair value is recognised directly in equity. Impairment losses in respect of investment in debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment losses were recognised. Reversal of impairment losses in such circumstances are recognised in the income statement.

(iii) Financial assets carried at cost

The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

Financial assets other than financial assets at fair value through profit or loss and trade receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in income statement.

Impairment losses recognised in an interim period in respect of available for sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period.

3.17 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method and weighted average basis, and in the case of work in progress and finished goods, comprise direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.18 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the income statement.

Deferred tax is calculated using the liability method on temporary differences at the balance sheet date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

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

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised in the income statement, or in equity if they relate to items that are charged or credited directly to equity.

3.19 Construction contracts

Revenue from construction contracts is recognised in accordance with the Group's policies in note 3.8 to these financial statements. When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the balance sheet date. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the balance sheet date are recorded in the balance sheet at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented in the balance sheet as the "Construction contracts". Progress billings not yet paid by the customers are included in the balance sheet under "Trade receivables".

50 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.20 Cash and cash equivalents

For the purpose of the consolidated cash flow statement presentation, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheets, bank and cash balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

3.21 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from the proceeds (net of any related income tax benefits) to the extent they are incremental costs directly attributable to the equity transaction.

3.22 Employee benefits

(i) Retirement benefit obligations

The Group contributes to a defined contribution retirement benefit scheme ("MPF scheme") under the Mandatory Provident Fund Scheme Ordinance which is available to its employees in Hong Kong. Contributions to the MPF Scheme by the Group and employees are calculated as percentages of employees' basic salaries. The retirement benefit scheme cost charged to the income statement represents contributions payable by the Group to the MPF scheme.

The assets of the MPF Scheme are held separately from those of the Group in independently administered funds.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

(ii) Share-based employee compensation

The Group operates equity-settled share-based compensation plans for remuneration of its employees.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. The value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.22 Employee benefits (Continued)

(ii) *Share-based employee compensation (Continued)*

All share-based compensation is recognised as an expense in income statement with a corresponding credit to equity share option reserve, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

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

3.23 Financial liabilities

The Group's financial liabilities include trade payables, other payables, borrowings, amounts due to minority equity holders of subsidiaries and convertible bonds.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance costs in the income statement.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in the income statement.

(i) *Trade and other payables*

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(ii) *Borrowings*

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

52 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.23 Financial liabilities (Continued)

(iii) *Convertible bonds that contain an equity component*

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

Convertible bond issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible bond and the fair value assigned to the liability component, representing the call option for conversion of the bond into equity, is included in equity as convertible bond equity reserve.

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the bond.

When the bond is converted, the convertible bond equity reserve and the carrying value of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the bond is redeemed, the convertible bond equity reserve is released directly to retained profits.

(iv) *Other convertible bonds*

Convertible bonds which do not contain an equity component are accounted for as follows:

At initial recognition the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs that relate to the issue of the convertible bond are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in income statement.

The derivative component is subsequently remeasured in accordance with the Group's accounting policy on derivative financial instruments (see note 3.24). The liability component is subsequently carried at amortised cost. The interest expense recognised in income statement on the liability component is calculated using the effective interest method.

If the bond is converted, the carrying amount of the derivative and liability components are transferred to share capital and share premium as consideration for the shares issued. If the bond is redeemed, any difference between the amount paid and the carrying amount of both components is recognised in income statement.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.23 Financial liabilities (Continued)

(v) Finance lease liabilities

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see note 3.15).

3.24 Derivative financial instruments

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into or the derivative is separated from the host contracts and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are taken directly to the income statement.

3.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate and are presented separately from the costs. Government grants relating to the purchase of assets are included in non-current liabilities as deferred government grants and are recognised in the income statement on a straight line basis over the expected lives of the related assets.

3.26 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

3.27 Properties under development

Properties held under development for future sale in the ordinary course of business are included in current assets and stated at the lower of cost and net realisable value. Cost comprises the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses and an appropriate proportion of overheads.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated selling expenses.

No depreciation is provided on properties held under development.

On completion, the properties are transferred to properties held for sale.

54 Notes to the Financial Statements

For the year ended 31 March 2009

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.28 Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

3.29 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.30 Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

In respect of business segment reporting, unallocated costs include corporate expenses and other expenses that cannot be allocated on a reasonable basis to the reportable segments. Segment assets consist primarily of intangible assets, goodwill, property, plant and equipment, prepaid land lease payments, inventories and trade receivables, and mainly exclude corporate assets, available-for-sale financial assets and financial assets at fair value through profit or loss. Segment liabilities comprise operating liabilities and exclude items such as taxation and corporate borrowings.

Capital expenditure comprises additions to intangible assets, property, plant and equipment and prepaid land lease payments.

In respect of geographical segment reporting, revenue is based on the country in which the customer is located and total assets and capital expenditure are where the assets are located.

3.31 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if early. It also occurs when the operation is abandoned.

When an operation is classified as discontinued, a single amount is presented on the face of the income statement, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

56 Notes to the Financial Statements

For the year ended 31 March 2009

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(i) Depreciation and amortisation

The Group depreciates the property, plant and equipment and amortises prepaid land lease payments and the intangible assets (other than goodwill) in accordance with the accounting policies stated in note 3.10, note 3.11 and note 3.13 respectively. The estimated useful lives reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of these assets.

(ii) Allowance for and written off of irrecoverable receivables

The Group's management determines the allowance for irrecoverable receivables on a regular basis. This estimate is based on the credit history of its customers and current market conditions. When the Group's management determines that there are indicators of significant financial difficulties of the debtors such as default or delinquency in payments, allowance for debtors are estimated. The management of the Group reassesses the estimations at the balance sheet date.

When the Group's management determines the debtors are uncollectible, they are written off against the allowance account for debtors. Any amount held in the allowance account in respect of those debtors are reversed.

(iii) Impairment of available-for-sale financial assets

For available-for-sale financial assets, a significant or prolonged decline in fair value below carrying value is considered to be objective evidence of impairment. Judgement is required when determining whether a decline in fair value has been significant or prolonged. In making this judgement, the management of the Group takes into account factors such as industry and sector performance and financial information regarding the investee.

(iv) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 3.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows.

(v) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(vi) Estimate fair value of investment properties

The best evidence of fair value is current prices in an active market for similar lease and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgment, the Group considers information from a variety of sources including:

- a. current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- b. recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- c. discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

(vii) Construction contracts

As explained in accounting policies stated in notes 3.8 and 3.19, revenue and profit recognition on an uncompleted project (including the Group's BOTs) is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activity undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. However, actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the balance sheet date, which would affect the revenue and profit recognised in future years as an adjustment to the amounts record to date.

(viii) Income taxes

The Group is subject to income taxes in the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

(ix) Land appreciation tax ("LAT")

The Group is subject to LAT in the PRC. However, the implementation and settlement of this tax varies among various tax jurisdictions in cities of the PRC, and the Group has not finalised its LAT calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation and its related LAT. The Group recognised LAT based on management's best estimates according to their understanding on the tax rules.

58 Notes to the Financial Statements

For the year ended 31 March 2009

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(x) Valuation for derivative financial instruments (including conversion options embedded in convertible bonds and warrants)

During the year ended 31 March 2009, the Company issued warrants with the right to subscribe for the ordinary shares of the Company at subscription price of HK\$7 during the subscription period from 18 December 2008 to 18 December 2011 (both days inclusive) up to USD10.8 million in connection with the Amended Loan Agreement (note 35 (a)(iii)).

During the year ended 31 March 2008, the Company issued zero coupon convertible bonds due 2012 with an aggregate principal amount of HK\$650,000,000. The convertible bonds were issued with an initial conversion price of HK\$7 per share and will mature on 3 August 2012. The embedded derivatives consisting of the conversion and redemption options have been separated from the host debt contract and accounted for as derivative financial instruments (as liabilities) (note 38).

During the year ended 31 March 2008, the Group acquired the convertible bonds due 2017 with an aggregate principal amount of HK\$180,050,000. The convertible bonds were acquired with a conversion price of HK\$0.15 per share and will mature on 13 November 2017. The embedded derivatives consisting of the conversion option have been separated from the host debt contract and accounted for as conversion options embedded in convertible bonds (as assets) (note 31).

The fair values of these derivative financial instruments are determined by using valuation techniques. The Group uses its judgement to select an appropriate valuation method and makes assumption that are mainly based on market conditions existing at the issue date and each balance sheet date with reference to the valuation performed by CB Richard Ellis Limited, an independent firm of professional valuers. The valuation model requires the input of subjective assumptions, including the stock price, expected volatility, expected dividend yield, risk free rate and expected life. Changes in subjective input assumptions can materially affect the fair value estimate. For the year ended 31 March 2009, the net fair value gain resulting from change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds and warrants) was approximately HK\$38,120,000 (2008: loss of HK\$66,092,000).

(xi) Classification between financial asset and/or intangible asset under HK(IFRIC) – Int 12 Service Concession Arrangements

As explained in note 2, the Group recognises the consideration received or receivable in exchange for the construction services as a financial asset and/or an intangible asset under public-to-private concession arrangement. However, if the Group is paid for the construction services partly by a financial asset and partly by an intangible asset, it is necessary to account separately for each component of the operator's consideration. The consideration received or receivable for both components shall be recognised initially at the fair value of the consideration received or receivable.

The segregation of the consideration for a service concession arrangement between the financial asset component and the intangible asset component, if any, requires the Group to make an estimate of a number of factors, which include, inter alia, fair value of the construction services, expected future sewage treatment volume of the relevant sewage treatment plant over its service concession period, future guaranteed receipts and unguaranteed receipts, and also to choose a suitable discount rate in order to calculate the present value of those cash flows. These estimates are determined by the Group's management based on their experience and assessment on current and future market condition.

5. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, derived from the Group's principal activities recognised during the year is as follows:

	Continuing operations		Group Discontinued operation		Consolidated	
	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue :						
Sales of goods	89,728	73,195	-	6,960	89,728	80,155
Water supply operation services	379,548	240,332	-	-	379,548	240,332
Water supply construction services	31,966	-	-	-	31,966	-
Water supply related installation	239,043	128,656	-	-	239,043	128,656
Sewage treatment operation services	29,586	26,760	-	-	29,586	26,760
Sewage treatment construction services	52,024	-	-	-	52,024	-
Other infrastructure construction services	191,920	281,918	-	-	191,920	281,918
Hotel and rental income	8,070	6,777	-	-	8,070	6,777
Finance income	773	-	-	-	773	-
Others	10,541	7,900	-	-	10,541	7,900
Total	1,033,199	765,538	-	6,960	1,033,199	772,498

	Continuing operations		Group Discontinued operation		Consolidated	
	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Other income :						
Excess over the cost of a business combination recognised in the income statement (note 44(a) and (d))	7,880	18,215	-	-	7,880	18,215
Interest income	5,161	16,436	-	51	5,161	16,487
Government grants and subsidies #	19,670	2,808	-	-	19,670	2,808
Amortisation of deferred government grants	1,294	950	-	-	1,294	950
Gain on disposal of land use rights	345	181	-	-	345	181
Gain on disposal of other financial assets	6,715	-	-	-	6,715	-
Gain on disposal of subsidiaries	1,438	-	-	-	1,438	-
Gain on deemed disposal of interest in a subsidiary	783	-	-	-	783	-
Dividend income from financial assets	8,901	8,317	-	-	8,901	8,317
Miscellaneous income	14,515	17,356	-	922	14,515	18,278
Total	66,702	64,263	-	973	66,702	65,236

Government grants and subsidies mainly comprised unconditional subsidies for subsidising the Group's water supply business.

60 Notes to the Financial Statements

For the year ended 31 March 2009

6. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's businesses segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary of details of the business segments are as follows :

- (i) "Water" segment, which is presented as "City water supply operation and construction" and "Sewage treatment operation and construction" segments, involves the provision of water supply and sewage treatment operation and construction services (including the TOT and BOT arrangements);
- (ii) "Property development and investment" segment involves development of properties for sale and investment in properties for capital appreciation;
- (iii) "Other infrastructure construction" segment involves construction of road and other municipal works;
- (iv) "Concrete products and others" segment involves manufacture and sale of concrete products and others; and
- (v) "Sea buckthorn related business" segment, which was disposed of during the year ended 31 March 2008 (note 10), involves cultivation, manufacture and sale of sea buckthorn seedling and sea buckthorn based products.

6. SEGMENT INFORMATION (Continued)

Business segments

For the financial year ended 31 March 2009

	Continuing operations					Discontinued operation		Consolidated
	City water supply operation and construction	Sewage treatment operation and construction	Property development and investment	Other infrastructure construction	Concrete products and others	Sea buckthorn related business	Inter-segment elimination	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue								
External customers	385,894	29,586	-	191,920	101,993	709,393	-	709,393
Construction and installation income	271,009	52,024	-	-	-	323,033	-	323,033
Finance income	-	773	-	-	-	773	-	773
Inter-segment revenue	22,677	-	-	-	51,066	73,743	(73,743)	-
Revenue	679,580	82,383	-	191,920	153,059	1,106,942	(73,743)	1,033,199
Other income	41,232	-	-	10	502	41,744	-	41,744
Total	720,812	82,383	-	191,930	153,561	1,148,686	(73,743)	1,074,943
Segment results	150,719	16,818	225,419	36,075	10,352	439,383	-	439,383
Interest income								5,161
Unallocated corporate income								19,797
Unallocated corporate expense								(85,836)
Equity-settled share options expenses								(26,666)
Fair value loss on financial assets at fair value through profit or loss								(73,673)
Change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds and warrants)								38,120
Impairment loss on available-for-sale financial assets								(109,032)
Gain on repurchase of convertible bonds								187,910
Profit from operation								395,164
Finance costs								(85,223)
Share of result of an associate	16,692							16,692
Share of result of a jointly-controlled entity								(16)
Profit before income tax								326,617
Income tax expense								(97,943)
Profit for the year								228,674

62 Notes to the Financial Statements

For the year ended 31 March 2009

6. SEGMENT INFORMATION (Continued)

Business segments (Continued)

As at 31 March 2009

	Continuing operations					Discontinued operation		Consolidated
	City water supply operation and construction	Sewage treatment operation and construction	Property development and investment	Other infrastructure construction	Concrete products and others	Total	Sea buckthorn related business	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
ASSETS								
Segment assets	2,657,931	212,849	790,490	294,024	141,507	4,096,801	-	4,096,801
Interest in an associate	103,580	-	-	-	-	103,580	-	103,580
	<u>2,761,511</u>	<u>212,849</u>	<u>790,490</u>	<u>294,024</u>	<u>141,507</u>	<u>4,200,381</u>	-	<u>4,200,381</u>
Unallocated corporate assets								1,345,036
Consolidated total assets								<u>5,545,417</u>
LIABILITIES								
Segment liabilities	514,470	34,748	42,188	196,041	38,636	826,083	-	826,083
Unallocated corporate liabilities								2,031,497
Consolidated total liabilities								<u>2,857,580</u>
Other segment information								
Depreciation and amortisation	87,089	291	19	107	8,071	95,577	-	95,577
Amortisation of deferred government grants	(1,274)	(20)	-	-	-	(1,294)	-	(1,294)
Amortisation of other intangible assets	2,359	5,897	-	-	-	8,256	-	8,256
Capital expenditure	352,735	2,897	264	1,867	5,087	362,850	-	362,850
(Gain)/Loss on disposal of property, plant and equipment	(11)	-	-	-	138	127	-	127
Gain on disposal of land use rights	(345)	-	-	-	-	(345)	-	(345)
Write off on property, plant and equipment	211	-	-	-	95	306	-	306
Valuation surplus on investment properties	-	-	225,511	-	-	225,511	-	225,511
Inventories written off	36	-	-	-	-	36	-	36
Impairment loss on amounts due from former subsidiaries	694	-	-	-	-	694	-	694
Trade receivables written off	3,721	-	-	-	1,773	5,494	-	5,494

6. SEGMENT INFORMATION (Continued)

Business segments (Continued)

For the financial year ended 31 March 2008

	Continuing operations					Discontinued operation		Consolidated HK\$'000
	City water supply operation and construction HK\$'000	Sewage treatment operation and construction HK\$'000	Property development and investment HK\$'000	Other infrastructure construction HK\$'000	Concrete products and others HK\$'000	Total HK\$'000	Sea buckthorn related business HK\$'000	
Segment revenue								
External customers	255,204	26,760	-	281,918	73,000	636,882	6,960	643,842
Installation income	128,650	-	-	-	6	128,656	-	128,656
Revenue	383,854	26,760	-	281,918	73,006	765,538	6,960	772,498
Other income	11,819	22	-	-	1,290	13,131	922	14,053
Total	395,673	26,782	-	281,918	74,296	778,669	7,882	786,551
Segment results	79,791	13,772	103,989	85,115	1,410	284,077	(8,639)	275,438
Interest income								16,487
Unallocated corporate income								38,011
Unallocated corporate expense								(64,452)
Fair value gain on financial assets at fair value through profit or loss								279,264
Equity-settled share options expenses								(49,526)
Change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds)								(66,092)
Impairment loss on available-for-sale financial assets								(73,457)
Gain on disposal of subsidiaries							353,219	353,219
Profit from operation								708,892
Finance costs								(67,421)
Share of result of an associate	13,644							13,644
Profit before income tax								655,115
Income tax expense								(135,111)
Profit for the year								520,004

64 Notes to the Financial Statements

For the year ended 31 March 2009

6. SEGMENT INFORMATION (Continued)

Business segments (Continued)

As at 31 March 2008

	Continuing operations					Discontinued operation		Consolidated HK\$'000
	City water supply operation and construction HK\$'000	Sewage treatment operation and construction HK\$'000	Property development and investment HK\$'000	Other infrastructure construction HK\$'000	Concrete products and others HK\$'000	Total HK\$'000	Sea buckthorn related business HK\$'000	
ASSETS								
Segment assets	1,887,011	144,602	304,461	385,525	98,265	2,819,864	-	2,819,864
Interest in an associate	99,088	-	-	-	-	99,088	-	99,088
	<u>1,986,099</u>	<u>144,602</u>	<u>304,461</u>	<u>385,525</u>	<u>98,265</u>	<u>2,918,952</u>	<u>-</u>	<u>2,918,952</u>
Unallocated corporate assets								1,507,480
Consolidated total assets								<u>4,426,432</u>
LIABILITIES								
Segment liabilities	341,818	7,117	11,197	134,529	27,018	521,679	-	521,679
Unallocated corporate liabilities								1,678,409
Consolidated total liabilities								<u>2,200,088</u>
Other segment information								
Depreciation and amortisation	59,525	-	-	40	6,727	66,292	1,026	67,318
Amortisation of deferred government grants	(950)	-	-	-	-	(950)	-	(950)
Amortisation of other intangible assets	200	5,562	-	-	-	5,762	-	5,762
Capital expenditure	504,240	1,080	3	-	52,858	558,181	13,244	571,425
Loss on disposal of property, plant and equipment	395	-	-	-	-	395	-	395
Gain on disposal of land use rights	(181)	-	-	-	-	(181)	-	(181)
Write off on property, plant and equipment	7	-	-	-	319	326	-	326
Valuation surplus on investment properties	-	-	104,987	-	-	104,987	-	104,987
Inventories written off	348	-	-	-	-	348	-	348
Impairment loss on other receivables	197	-	-	-	-	197	-	197
Impairment loss on amounts due from former subsidiaries	-	6,457	-	-	-	6,457	-	6,457
Trade receivables written off	2,306	-	-	-	625	2,931	-	2,931

6. SEGMENT INFORMATION (Continued)

Geographical segments

A geographical analysis of the Group's revenue, assets and capital expenditure information is not presented as the Group's revenue, results and assets in geographical segments other than the PRC are less than 10% of the aggregate amount of all segments.

7. PROFIT FROM OPERATION

Profit from operation is arrived at after charging/(crediting):

	Continuing operations		Group Discontinued operation		Consolidated	
	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cost of inventories sold	712,430	498,531	–	3,330	712,430	501,861
Depreciation	90,621	62,939	–	1,062	90,621	64,001
Amortisation of prepaid land lease payments	4,956	3,307	–	10	4,956	3,317
Amortisation of other intangible assets	8,256	5,762	–	–	8,256	5,762
Operating leases in respect of						
– leasehold land and buildings	7,824	4,774	–	759	7,824	5,533
– water pipelines, plant and machinery	4,839	–	–	–	4,839	–
Auditors' remuneration	5,350	5,350	–	–	5,350	5,350
Staff costs (excluding directors' remuneration – note 14(a)) :						
Salaries and wages	133,772	82,738	–	2,418	133,772	85,156
Equity-settled share option expenses	12,304	15,310	–	–	12,304	15,310
Retirement scheme contribution	611	1,172	–	264	611	1,436
	146,687	99,220	–	2,682	146,687	101,902
Loss on disposal of property, plant and equipment	127	395	–	–	127	395
Gain on disposal of land use rights	(345)	(181)	–	–	(345)	(181)
Write off on property, plant and equipment	306	326	–	–	306	326
Inventories written off	36	348	–	–	36	348
Impairment loss on other receivables	–	197	–	–	–	197
Trade receivables written off	5,494	2,931	–	–	5,494	2,931
Impairment loss on amounts due from former subsidiaries	694	6,457	–	–	694	6,457

66 Notes to the Financial Statements

For the year ended 31 March 2009

8. FINANCE COSTS

	Group Continuing operations	
	2009 HK\$'000	2008 HK\$'000
Interest on bank loans		
– wholly repayable within five years	26,532	25,617
– not wholly repayable within five years	13,599	5,555
Interest on other borrowings		
– wholly repayable within five years	10,050	3,432
– not wholly repayable within five years	8,694	1,013
Interest on convertible bonds	40,095	34,834
Convertible bonds issuance expenses charged to income statement	–	2,159
Total borrowing costs	98,970	72,610
Less: interest capitalised included in property, plant and equipment and other intangible assets	(13,747)	(5,189)
	85,223	67,421

9. INCOME TAX EXPENSE

(a) Income tax expense in the income statement represents:

	Group					
	Continuing operations		Discontinued operation		Consolidated	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Current						
– Hong Kong profits tax	–	4,709	–	–	–	4,709
– Elsewhere	35,599	66,862	–	–	35,599	66,862
	35,599	71,571	–	–	35,599	71,571
Deferred (note 40)						
– Current year	62,344	74,179	–	–	62,344	74,179
– Attributable to change in tax rates	–	(10,639)	–	–	–	(10,639)
	62,344	63,540	–	–	62,344	63,540
Total tax charge for the year	97,943	135,111	–	–	97,943	135,111

9. INCOME TAX EXPENSE (Continued)

(a) (Continued)

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimate assessable profits arising in Hong Kong during the year. Income tax expense for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The Hong Kong SAR Government enacted a reduction in the Profits Tax Rate from 17.5% to 16.5% with effect from the year of assessment 2008/2009. Accordingly, the relevant current and deferred tax liabilities have been calculated using the new tax rate of 16.5%.

(b) The income tax expense on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

	Group	
	2009 HK\$'000	2008 HK\$'000
Profit before income tax		
Continuing operations	326,617	310,484
Discontinued operation	–	344,631
	<u>326,617</u>	<u>655,115</u>
Tax at applicable rate of 16.5% (2008:17.5%)	53,892	114,645
Tax effect of non-taxable items	(39,421)	(80,539)
Tax effect of non-deductible items	56,094	52,421
Utilisation of tax losses not previously recognised	(1,777)	(28)
Tax effect of unused tax losses not recognised	1,332	5,998
Tax concession	(24,431)	(30,622)
Tax effect of taxable temporary differences not recognised	(363)	(235)
Tax effect of change in tax rates	–	(10,639)
Tax effect of share of after tax profit of an associate	(4,173)	(3,411)
Tax effect of share of after tax profit of a jointly-controlled entity	3	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	<u>56,787</u>	<u>87,521</u>
Income tax expense for the year	<u>97,943</u>	<u>135,111</u>

68 Notes to the Financial Statements

For the year ended 31 March 2009

9. INCOME TAX EXPENSE (Continued)

- (c) At the balance sheet date, the Group has unused tax losses of HK\$64,483,000 (2008: HK\$65,539,000) available for offsetting against future taxable profits of the companies which incurred the losses. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams.
- (d) At the balance sheet date, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is HK\$7,802,000 (2008: HK\$10,098,000). No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of these subsidiaries and it is probable that such differences will not reverse in the foreseeable future.

10. DISCONTINUED OPERATION

During the year ended 31 March 2008, the Group disposed of 100% equity interest in China Environmental Water Holdings Limited ("CEWHL") to China Botanic Development Holdings Ltd. ("CBDH"), a company listed on the main board of the Stock Exchange for an aggregate consideration of HK\$200,000,000. The consideration is satisfied by CBDH issuing (i) 133,000,000 ordinary shares for HK\$0.15 each (note 21), (ii) the convertible notes in the principal amount of HK\$180,050,000 (note 22), and (iii) waiver of amounts due from CEWHL and its subsidiaries by the Group of HK\$19,258,000. CEWHL is an investment holding company which held 50% equity interest in 高原聖果沙棘制品有限公司. 高原聖果沙棘制品有限公司 and its subsidiaries are principally engaged in cultivation, manufacture and sale of sea buckthorn seedlings and sea buckthorn based products.

10. DISCONTINUED OPERATION (Continued)

An analysis of the results and cash flows of the discontinued operation included in the consolidated income statement and the consolidated cash flow statement are as follows:

	2009 HK\$'000	2008 HK\$'000
Profit for the year from a discontinued operation		
Revenue	–	6,960
Cost of sales	–	(3,330)
Gross profit	–	3,630
Other income	–	973
Selling and distribution costs	–	(1,520)
Administrative expenses	–	(7,749)
Other operating expenses	–	(3,922)
Loss before income tax	–	(8,588)
Income tax expense	–	–
	–	(8,588)
Gain on disposal of subsidiaries (note 45(a))	–	353,219
Profit for the year from a discontinued operation	–	344,631
Cash flows generated from a discontinued operation		
Net cash generated from operating activities	–	20,050
Net cash used in investing activities	–	(10,266)
Net cash inflow	–	9,784

70 Notes to the Financial Statements

For the year ended 31 March 2009

10. DISCONTINUED OPERATION (Continued)

	2009 HK cents	2008 HK cents
Earning per share:		
Basic, from discontinued operation	–	28.28
Diluted, from discontinued operation	–	27.89

The calculation of basic and diluted earnings per share from the discontinued operation are based on:

	2009	2008
Profit attributable to equity holders of the Company from the discontinued operation (note 13)	–	HK\$348,965,000
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	–	1,234,083,610
Add: Effect of exercise of share options	–	17,000,680
Weighted average number of ordinary shares used in the diluted earnings per share calculation	–	1,251,084,290

11. PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Of the consolidated profit attributable to the equity holders of the Company of HK\$115,037,000 (2008: HK\$427,242,000), a profit of HK\$178,433,000 (2008: loss of HK\$27,115,000) has been dealt with in the financial statements of the Company.

12. DIVIDENDS

	2009 HK\$'000	2008 HK\$'000
The Company		
Proposed final dividend		
– HK\$0.03 per share (2008: HK\$Nil per share)	36,206	–

Subsequent to the balance sheet date, a final dividend of HK\$0.03 per ordinary share (2008: HK\$Nil), amounting to approximately HK\$36,206,000 (2008: HK\$Nil) (based on the number of issued ordinary shares of 1,206,872,000 as at 31 March 2009), has been proposed and will be submitted for formal approval at the forthcoming annual general meeting. In addition, the payment of the final dividend is subject to the satisfaction of certain conditions under the Amended Loan Agreement (note 35(a)(iii)).

13. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculations of basic and diluted earnings per share are based on :

	2009 HK\$'000	2008 HK\$'000
Earnings		
Profit attributable to equity holders of the Company	115,037	427,242
Less: Profit from discontinued operation	–	(344,631)
Result from discontinued operation attributable to minority interests	–	(4,334)
Profit attributable to equity holders of the Company from the discontinued operation	–	(348,965)
Profit attributable to equity holders of the Company from the continuing operations	115,037	78,277

The calculation of basic earnings per share is based on the profit for the year attributable to equity holders of the Company of HK\$115,037,000 (2008: HK\$427,242,000) and on the weighted average of 1,224,661,305 (2008: 1,234,083,610) ordinary shares in issue during the year. For the year ended 31 March 2008, the calculation of basic earnings per share for profit attributable to equity holders of the Company from the continuing operations is based on the profit for the year attributable to equity holders of the Company from the continuing operations of HK\$78,277,000 and on the weighted average of 1,234,083,610 ordinary shares in issue during the year.

In the calculation of the diluted earnings per share attributable to the equity holders of the Company for the year ended 31 March 2009, the Company's warrants were not taken into account as they had an anti-dilutive effect. Therefore, the calculation of diluted earnings per share is based on the profit for the year attributable to equity holders of the Company of HK\$115,037,000 and after adjustments to reflect the effect of deemed exercise or conversion of convertible bonds, which was HK\$118,315,000 and on the weighted average of 1,297,084,520 ordinary shares outstanding during the year, being the weighted average number of ordinary shares of 1,224,661,305 used in basic earnings per share calculation and adjusted for the effect of share options and deemed exercise or conversion of convertible bonds existing during the year of 72,423,215.

In the calculation of the diluted earnings per share attributable to the equity holders of the Company for the year ended 31 March 2008, the potential shares arising from the conversion of the Company's convertible bonds would increase the earnings per share attributable to the equity holders of the Company from continuing operations and were not taken into account as they had an anti-dilutive effect. Therefore, the calculation of diluted earnings per share is based on the profit for the year attributable to equity holders of the Company of HK\$427,242,000 and the profit for the year attributable to equity holders of the Company from the continuing operations of HK\$78,277,000 and on the weighted average of 1,251,084,290 ordinary shares outstanding during the year, being the weighted average number of ordinary shares of 1,234,083,610 used in basic earnings per share calculation and adjusted for the effect of share options existing during the year of 17,000,680.

72 Notes to the Financial Statements

For the year ended 31 March 2009

14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

(a) Directors' emoluments

	Directors' fees HK'000	Salaries, allowances and benefits in kind HK'000	Bonuses HK'000	Employee share option benefits HK'000	Retirement scheme contribution HK\$'000	Total HK\$'000
2009						
Executive directors						
Mr. Duan Chuan Liang	–	4,999	20,000	12,272	12	37,283
Mr. Li Ji Sheng	–	464	433	550	–	1,447
Non-executive directors						
Mr. Chen Guo Ru	–	180	–	275	–	455
Mr. Zhao Hai Hu	–	373	5	440	–	818
Mr. Zhou Wen Zhi	–	120	–	275	–	395
Mr. Wu Jiesi	–	60	–	550	–	610
Independent non-executive directors						
Ms. Huang Shao Yun	24	–	–	–	–	24
Mr. Chau Kam Wing, Donald	312	–	–	–	–	312
Mr. Ong King Keung	260	–	–	–	–	260
Ms. Liu Dong	72	–	–	–	–	72
	668	6,196	20,438	14,362	12	41,676
2008						
Executive directors						
Mr. Duan Chuan Liang	–	2,528	600	31,399	12	34,539
Mr. Li Ji Sheng (i)	–	204	–	741	–	945
Non-executive directors						
Mr. Chen Guo Ru (i)	–	180	–	371	–	551
Mr. Zhao Hai Hu	–	120	–	593	–	713
Mr. Zhou Wen Zhi	–	120	–	371	–	491
Mr. Wu Jiesi	–	60	–	741	–	801
Independent non-executive directors						
Ms. Huang Shao Yun	24	–	–	–	–	24
Mr. Chau Kam Wing, Donald	240	–	–	–	–	240
Mr. Ong King Keung	180	–	–	–	–	180
Ms. Liu Dong	72	–	–	–	–	72
	516	3,212	600	34,216	12	38,556

14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

- (i) Appointed/Re-designated during the year ended 31 March 2008

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 March 2009 and 2008.

Details of the share options granted to directors of the Company are set out in note 42 to the financial statements.

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included two directors (2008: one director), details of whose emoluments have been disclosed in note (a) above. The emoluments paid to the remaining non-directors, highest paid individuals for the year are as follows:

	2009 HK\$'000	2008 HK\$'000
Salaries, allowances and other benefits	15,586	4,919
Employee share-based compensation expenses	2,860	3,949
Retirement scheme contribution	12	33
	<u>18,458</u>	<u>8,901</u>

The number of the remaining highest paid individuals whose enrolments fell within the following band is as follows:

	2009	2008
Nil to HK\$1,000,000	–	2
HK\$1,000,001 to HK\$1,500,000	2	1
HK\$1,500,001 to HK\$2,000,000	–	–
HK\$2,000,001 to HK\$2,500,000	–	1
Over HK\$2,500,000	<u>1</u>	<u>–</u>

During the years ended 31 March 2009 and 2008, no emoluments were paid by the Group to the directors and the five highest paid employees of the Group as an inducement to join the Group or upon joining the Group or as compensation for loss of office.

74 Notes to the Financial Statements

For the year ended 31 March 2009

15. PROPERTY, PLANT AND EQUIPMENT

Group

	Leasehold buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Water pipelines HK\$'000	Furniture, equipment and motor vehicles HK\$'000	Vessels HK\$'000	Construction in progress HK\$'000	Total HK\$'000
At 1 April 2007								
Cost	204,903	12,264	150,588	333,445	26,068	-	48,319	775,587
Accumulated depreciation	(9,524)	(2,242)	(15,812)	(28,118)	(4,519)	-	-	(60,215)
Net book amount	195,379	10,022	134,776	305,327	21,549	-	48,319	715,372
Year ended 31 March 2008								
Opening net book amount	195,379	10,022	134,776	305,327	21,549	-	48,319	715,372
Additions	81,057	1,373	26,064	245,125	12,152	-	119,165	484,936
Acquisition of subsidiaries	26,340	-	6,381	90,941	3,855	16,320	157	143,994
Disposal of subsidiaries	(30,336)	(1,014)	(25,326)	-	(3,414)	-	(33)	(60,123)
Disposals	(14)	-	(37)	(5)	(509)	-	-	(565)
Written-off	-	-	-	-	(326)	-	-	(326)
Transfers	20,028	-	11,976	23,091	-	-	(55,095)	-
Depreciation	(10,631)	(2,294)	(13,000)	(30,602)	(5,412)	(2,062)	-	(64,001)
Exchange realignment	21,424	949	13,107	40,179	2,191	1,687	5,229	84,766
Closing net book amount	303,247	9,036	153,941	674,056	30,086	15,945	117,742	1,304,053
At 31 March 2008 and 1 April 2008								
Cost	323,752	13,628	184,314	728,563	38,332	18,007	117,742	1,424,338
Accumulated depreciation	(20,505)	(4,592)	(30,373)	(54,507)	(8,246)	(2,062)	-	(120,285)
Net book amount	303,247	9,036	153,941	674,056	30,086	15,945	117,742	1,304,053
Year ended 31 March 2009								
Opening net book amount	303,247	9,036	153,941	674,056	30,086	15,945	117,742	1,304,053
Additions	2,890	60	58,384	43,317	12,025	-	188,087	304,763
Acquisition of subsidiaries	46,128	-	8,116	20,619	1,407	-	339,273	415,543
Disposal of subsidiaries	-	-	(332)	-	(201)	-	-	(533)
Disposals	(2,042)	-	(994)	(497)	(867)	-	-	(4,400)
Written-off	(210)	-	-	-	-	(96)	-	(306)
Transfers	247,259	-	114,914	66,430	1,526	-	(430,129)	-
Depreciation	(18,650)	(2,517)	(19,617)	(40,607)	(7,481)	(1,749)	-	(90,621)
Exchange realignment	7,155	213	3,632	15,900	690	378	5,398	33,366
Closing net book amount	585,777	6,792	318,044	779,218	37,185	14,478	220,371	1,961,865
At 31 March 2009								
Cost	625,749	14,008	368,926	877,916	52,506	18,340	220,371	2,177,816
Accumulated depreciation	(39,972)	(7,216)	(50,882)	(98,698)	(15,321)	(3,862)	-	(215,951)
Net book amount	585,777	6,792	318,044	779,218	37,185	14,478	220,371	1,961,865

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Company

	Furniture, equipment and motor vehicles HK\$'000
<hr/>	
At 1 April 2007	
Cost	1,734
Accumulated depreciation	(123)
	<hr/>
Net book amount	<u>1,611</u>
Year ended 31 March 2008	
Opening net book amount	1,611
Additions	643
Disposals	(2)
Depreciation	(262)
Exchange realignment	153
	<hr/>
Closing net book amount	<u>2,143</u>
At 31 March 2008 and 1 April 2008	
Cost	2,542
Accumulated depreciation	(399)
	<hr/>
Net book amount	<u>2,143</u>
Year ended 31 March 2009	
Opening net book amount	2,143
Additions	168
Depreciation	(333)
Exchange realignment	43
	<hr/>
Closing net book amount	<u>2,021</u>
At 31 March 2009	
Cost	2,760
Accumulated depreciation	(739)
	<hr/>
Net book amount	<u>2,021</u>
<hr/>	

76 Notes to the Financial Statements

For the year ended 31 March 2009

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) The Group's leasehold buildings included above are held under medium term leases in the PRC.
- (b) As at 31 March 2009, the Group's property, plant and equipment at the net book amount of HK\$95,480,000 (2008: HK\$106,602,000) were pledged to secure banking facilities granted to the Group (note 35).
- (c) Included in construction in progress is net interest capitalised of HK\$13,620,000 (2008: HK\$5,189,000) at the capitalisation rates ranging from of 5.9% to 7.8% (2008: 7.1%).

16. PREPAID LAND LEASE PAYMENTS – GROUP

	2009 HK\$'000	2008 HK\$'000
At beginning of the year		
Cost	196,463	106,181
Accumulated amortisation	(4,311)	(867)
Net book amount	<u>192,152</u>	<u>105,314</u>
For the year ended		
Opening net book value	192,152	105,314
Acquisition of subsidiaries	33,706	2,779
Additions	25,994	79,047
Disposals	(28,616)	(2,506)
Disposal of subsidiaries	–	(1,054)
Amortisation	(4,956)	(3,317)
Exchange realignment	4,533	11,889
Net book amount	<u>222,813</u>	<u>192,152</u>
At end of the year		
Cost	232,088	196,463
Accumulated amortisation	(9,275)	(4,311)
Net book amount	<u>222,813</u>	<u>192,152</u>

The Group's prepaid land lease payments represent up-front payments to acquire long term interest in the use of land situated in the PRC, which are held under medium term leases.

As at 31 March 2009, the prepaid land lease payments include certain land with a net book amount of HK\$46,367,000 (2008: HK\$82,257,000) for which the Group is still in the process of obtaining the land use rights certificates. In the opinion of the directors of the Company, the Group has obtained the right to use these lands.

As at 31 March 2009, the Group's interests in land use rights at the net book amount of HK\$8,584,000 (2008: HK\$3,532,000) were pledged to secure banking facilities granted to the Group (note 35).

17. INVESTMENT PROPERTIES – GROUP

	2009 HK\$'000	2008 HK\$'000
Carrying amount at beginning of the year	276,978	139,000
Additions	225,716	17,991
Transfer to properties under development	(63,336)	–
Valuation surplus	225,511	104,987
Exchange realignment	6,031	15,000
Carrying amount at 31 March	670,900	276,978

Investment properties represented various land use rights located in the PRC held for long-term capital appreciation. The land use rights of these investment properties will expire ranging from year 2046 to 2079 for commercial and residential respectively.

As at 31 March 2009, the investment properties include certain land use rights with a carrying amount of HK\$293,604,000 (2008: HK\$Nil) for which the Group is still in the process of obtaining the land use rights certificates. In the opinion of the directors of the Company, the Group has obtained the right to use these lands pursuant to the relevant government approval documents. As confirmed by the Group's legal advisers, there is no legal impediment for the Group to obtain these land use rights certificates.

Investment properties were revalued on 31 March 2009 by CB Richard Ellis Limited, an independent firm of professional valuers at HK\$670,900,000 (2008: HK\$276,978,000) on an open market basis and on the assumption that the Group sells the properties on the open market without the benefit or burden of a deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which could affect the value. Valuations were based on market evidence of recent transaction prices for similar properties and adjusted for the differences.

As at 31 March 2009, the Group's investment properties at the carrying amount of HK\$147,426,000 (2008: HK\$Nil) were pledged to secure banking facilities granted to the Group (note 35).

18. INTERESTS IN SUBSIDIARIES

	Company	
	2009 HK\$'000	2008 HK\$'000
Unlisted shares, at cost	920,382	899,526
Less: Provision for impairment	–	–
	920,382	899,526
Due from subsidiaries	562,113	598,187
Less: Provision for impairment	(24,212)	(24,212)
Due within one year included under current assets	537,901	573,975

78 Notes to the Financial Statements

For the year ended 31 March 2009

18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the principal subsidiaries at 31 March 2009 are as follows:

Name	Place of incorporation/ establishment/ operation	Particulars of issued capital/ registered capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
Hong Kong Water Affairs Investments Limited	Hong Kong	1 share of HK\$1 each	–	100%	Investment holding
China Water Group (HK) Limited	BVI/Hong Kong	1 share of US\$1 each	100%	–	Investment holding
Sharp Profit Investments Limited	BVI/Hong Kong	1 share of US\$1 each	100%	–	Investment holding
Good Outlook Investments Limited	BVI/Hong Kong	1 share of US\$1 each	100%	–	Investment holding
Oceanup Investments Limited	BVI/Hong Kong	1 share of US\$1 each	100%	–	Investment holding
China Water Supply Group Limited	Hong Kong	2 shares of HK\$1 each	–	100%	Investment holding
China Hydropower Development Limited	BVI/Hong Kong	1 share of US\$1 each	–	100%	Investment holding
Ming Hing Waterworks Engineering (PRC) Limited (i)	BVI/Hong Kong	100 share of US\$1 each	–	100%	Investment holding
長沙(中國水務)有限公司 (formerly known as 明興水務 (長沙)有限公司) * (i)	PRC	Registered capital of RMB40,000,000	–	100%	Water supply and water supply infrastructure
荊州水務集團有限公司*	PRC	Registered capital of US\$60,589,200 (2008: US\$61,253,100)	36.5% (2008: 51%)	14.5% (2008: Nil)	Water supply
荊州水務鼎鑫源工程有限公司^	PRC	Registered capital of RMB1,200,000	–	51%	Water supply infrastructure
荊州水務泉鑫物資貿易有限公司^	PRC	Registered capital of RMB800,000	–	51%	Trading of water supply materials

18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the principal subsidiaries at 31 March 2009 are as follows (Continued):

Name	Place of incorporation/ establishment/ operation	Particulars of issued capital/ registered capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
荊州中水環保有限公司#	PRC	Registered capital of US\$8,200,000	100%	–	Sewage treatment
江陵銀龍水務有限公司#	PRC	Registered capital of USD2,580,000	100%	–	Water supply
重慶市永川區橋立水務有限公司#	PRC	Registered capital of RMB42,200,000	100%	–	Water supply
重慶僑立市政設施工程有限公司*	PRC	Registered capital of RMB5,000,000	10%	90%	Water supply infrastructure
江西萬年銀龍水務有限責任公司*	PRC	Registered capital of USD30,090,000 (2008: USD35,000,000)	100%	–	Water supply
萬年縣中水環保有限公司# (ii)	PRC	Registered capital of USD3,000,000	100%	–	Sewage treatment operation and construction
江西省銀龍大酒店有限公司*	PRC	Registered capital of RMB1,000,000	65%	35%	Hotel operation
鉛山縣銀龍水務有限公司#	PRC	Registered capital of RMB18,000,000	–	100%	Water supply operation and construction
鉛山縣中水環保有限公司# (ii)	PRC	Registered capital of USD2,000,000	100%	–	Sewage treatment operation and construction
上海信臣水務發展有限公司^	PRC	Registered capital of RMB90,000,000	–	100%	Investment holding
江河水務有限公司^	PRC	Registered capital of RMB225,000,000	–	100% (2008: 99%)	Investment holding
北京江河旋龍水泵技術有限公司^	PRC	Registered capital of RMB3,000,000	–	100% (2008: 60%)	Water pump technology development

80 Notes to the Financial Statements

For the year ended 31 March 2009

18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the principal subsidiaries at 31 March 2009 are as follows (Continued):

Name	Place of incorporation/ establishment/ operation	Particulars of issued capital/ registered capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
海南興水城鄉供水有限公司 [^]	PRC	Registered capital of RMB15,830,000	–	56%	Water supply
新余水務集團有限公司*	PRC	Registered capital of RMB100,000,000	60%	–	Water supply
新余市建和混凝土有限責任公司*	PRC	Registered capital of RMB10,000,000	26%	29%	Manufacture and sale of concrete products
新余市渝泉水業有限責任公司 [^]	PRC	Registered capital of RMB50,000,000	–	60%	Water supply infrastructure
新余仙女湖新城開發有限公司* (iii)	PRC	Registered capital of RMB100,000,000	40% (2008: 30%)	18%	Development and infrastructure of sightseeing area
新余水務置業有限責任公司*	PRC	Registered capital of RMB20,000,000	–	54%	Property development and investment
新余市仙女湖游船有限責任公司 [^] (iii)	PRC	Registered capital of RMB5,500,000	–	58% (2008: 48%)	Sightseeing business
高安水務集團有限公司*	PRC	Registered capital of RMB60,000,000 (2008: RMB50,000,000)	60%	–	Water supply
分宜銀龍水務有限公司 [^]	PRC	Registered capital of RMB25,000,000 (2008: RMB16,000,000)	–	100% (2008: 60%)	Water supply
分宜中水環保有限公司 [^]	PRC	Registered capital of RMB6,000,000	–	60%	Sewage treatment operation and construction
廣東仁化銀龍供水有限公司*	PRC	Registered capital of RMB17,260,000	–	73%	Water supply
河南銀龍供水有限公司 [#]	PRC	Registered capital of RMB150,000,000	–	100%	Investment holding

18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the principal subsidiaries at 31 March 2009 are as follows (Continued):

Name	Place of incorporation/ establishment/ operation	Particulars of issued capital/ registered capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
河南銀龍(扶溝)供水有限公司*	PRC	Registered capital of RMB14,000,000	–	100%	Water supply and water supply infrastructure
河南銀龍(西華)供水有限公司*	PRC	Registered capital of RMB14,000,000	–	100% (2008: 55%)	Water supply and water supply infrastructure
周口銀龍水務有限公司*	PRC	Registered capital of RMB50,000,000	–	70%	Water supply and water supply infrastructure
河南鹿邑銀龍供水有限公司#	PRC	Registered capital of RMB14,000,000	–	100%	Water supply and water supply infrastructure
江門銀龍水務有限公司#	PRC	Registered capital of RMB100,000,000	100%	–	Investment holding
江門市粵南供水消防工程有限公司 (formerly known as 江門市銀龍 消防工程有限公司) ^ (iii)	PRC	Registered capital of RMB3,000,000	–	50%	Fire work installation
廣東新會水務有限公司* (iii)	PRC	Registered capital of RMB150,000,000	40%	10%	Water supply and water supply infrastructure
惠州中水水務發展有限公司*	PRC	Registered capital of RMB100,000,000	70%	–	Water supply and water supply infrastructure
惠州大亞灣溢源淨水有限公司^ (i) (iii)	PRC	Registered capital of RMB11,710,000	–	41.85%	Water supply and water supply infrastructure

* registered as Sino-foreign joint ventures under the PRC law.

registered as wholly-foreign owned enterprises under the PRC law.

^ registered as a limited liability company under the PRC.

(i) acquired during the year ended 31 March 2009

(ii) incorporated/established/injected during the year ended 31 March 2009

(iii) accounted for as subsidiaries of the Group because the directors are of the opinion that the Group has the power to cast the majority of votes at meetings of the board of directors in respect of financial and operating policies of these entities.

82 Notes to the Financial Statements

For the year ended 31 March 2009

18. INTERESTS IN SUBSIDIARIES (Continued)

The financial statements of the Company's subsidiaries are audited by Grant Thornton for statutory purpose or Group consolidation purpose.

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

As at 31 March 2009 and 2008 the amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand. Accordingly, the amounts are classified as current assets and current liabilities respectively.

19. INTEREST IN AN ASSOCIATE – GROUP

	2009 HK\$'000	2008 HK\$'000
Share of net assets	<u>103,580</u>	<u>99,088</u>

Particulars of the associate as at 31 March 2009 are as follow:

Name	Place of establishment	Particulars of registered capital	Held by subsidiary	Group's effective interest	Profit sharing	Principal activities
江河港水務(常州)有限公司	PRC	Registered capital of RMB237,000,000	40%	40%	43%	Water supply

Summary of financial information of the Group's associate as extracted from its financial statements is as follows:

	2009 HK\$'000	2008 HK\$'000
Assets	<u>1,002,239</u>	<u>721,809</u>
Liabilities	<u>738,441</u>	<u>472,166</u>
Revenue	<u>120,030</u>	<u>98,582</u>
Profit	<u>38,818</u>	<u>42,855</u>

20. INTEREST IN A JOINTLY-CONTROLLED ENTITY – GROUP AND COMPANY

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Share of net assets	<u>13,414</u>	<u>–</u>	<u>13,430</u>	<u>–</u>

As at 31 March 2009, the amount due to a jointly-controlled entity is unsecured, interest-free and repayable on demand.

Particulars of the jointly-controlled entity as at 31 March 2009 are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
China Kolon Water Management Company Limited	1,343,000,000 shares of HK\$0.01 each	Hong Kong	51%	25%	51%	Inactive

Summary of financial information of the jointly-controlled entity as extracted from its financial statements is as follows:

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Non-current assets	4,656	–	4,656	–
Current assets	<u>21,646</u>	<u>–</u>	<u>21,646</u>	<u>–</u>
	<u>26,302</u>	<u>–</u>	<u>26,302</u>	<u>–</u>
Other income	32	–	32	–
Total expenses	<u>(63)</u>	<u>–</u>	<u>(63)</u>	<u>–</u>
Loss after income tax	<u>(31)</u>	<u>–</u>	<u>(31)</u>	<u>–</u>

84 Notes to the Financial Statements

For the year ended 31 March 2009

21. OTHER FINANCIAL ASSETS

(a) Available-for-sale financial assets

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Listed equity investments in Hong Kong, at fair value (note)	13,300	78,461	–	–
Unlisted equity investments outside Hong Kong, at cost	443,401	281,427	182,699	–
	<u>456,701</u>	<u>359,888</u>	<u>182,699</u>	<u>–</u>

Note: The fair value of these available-for-sale financial assets are determined by the directors of the Company with reference to quoted market price. For the year ended 31 March 2009, the available-for-sale financial asset suffered an impairment loss of HK\$65,161,000 (2008: HK\$73,457,000). The loss was considered permanent and was included in "Impairment loss on available-for-sale financial assets".

The market value of these available-for-sale financial assets at the date of approval of these financial statements was approximately HK\$38,570,000 (2008: HK\$44,835,000).

These financial assets are subject to financial risk exposure in terms of price risk.

21. OTHER FINANCIAL ASSETS (Continued)**(a) Available-for-sale financial assets (Continued)**

Particulars of the major investment in equity securities as at 31 March 2009 disclosed pursuant to section 129 of the Hong Kong Companies Ordinance, are as follows:

Name	Place of establishment	Principal activities	Particulars of registered capital	Percentage of interest held
China Botanic Development Holdings Ltd. *	Cayman Islands	Production and distribution of snack food and convenience frozen food products and cultivation of seabuckthorn seedlings, manufacturing, sales, research and development of seabuckthorn related health products	691,937,500 shares of HK\$0.01 each	19.22%
上海自來水投資建設有限公司 ("上海自來水")	PRC	Water supply infrastructure	Registered capital of RMB70,000,000	28.57%
江河農村電氣化發展有限公司 ("江河農電")	PRC	Hydropower plant operation	Registered capital of RMB399,392,000	45%
中國水務投資有限公司	PRC	Investment, operation, management and related value added services in raw water supply, exploitation, cross-region water transfer, urban water supply and waste water treatment as well as desalination of brackish water in the PRC	Registered capital of RMB800,000,000	19.375%

* Listed on the Stock Exchange and was pledged to secure the amended and restated term facility agreement as detailed in note 35(a)(iii).

Notes:

- (i) The above table lists the major investments of the Group which, in the opinion of the directors, principally affected results for the year or formed a substantial portion of the net assets of the Group. To give details of other investments would, in the opinion of the directors, result in particulars of excessive length.
- (ii) The unlisted available-for-sale financial assets are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant and the probability of the various estimates is significant. Accordingly, the directors of the Company are of the opinion that fair value cannot be reliably measured.
- (iii) The investments in 上海自來水 and 江河農電 are not equity accounted for under HKAS 28 "Investments in Associates". This is because the directors are of the opinion that the Group has no participation in the financial and operating policy-making process.

86 Notes to the Financial Statements

For the year ended 31 March 2009

21. OTHER FINANCIAL ASSETS (Continued)

(b) Financial assets at fair value through profit or loss

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Listed equity investments, at market value:				
– Hong Kong	971	62,689	971	1,561
– Elsewhere (note)	131,925	233,625	–	–
	<u>132,896</u>	<u>296,314</u>	<u>971</u>	<u>1,561</u>

The above equity investments at 31 March 2009 were classified as held for trading. The market value of the above listed equity investments at the date of approval of these financial statements was approximately HK\$149,491,000 (2008: HK\$187,347,000).

Note:

The Group has undertaken the following lockup periods in respect of the disposal of its interests in Qian Jiang Water Resources Development Co., Limited (“Qian Jiang”) in carrying amount of HK\$113,191,000 (2008: HK\$232,858,000), which is listed on the Shanghai Stock Exchange of the PRC (the “SSE”), through the SSE (the “Disposal”):

- (1) no Disposal for a period of twelve months commencing from 27 December 2006 (the “First Lockup Period”); and
- (2) Disposal not exceeding 5% of the total issued shares of Qian Jiang for a period of twelve months after the First Lockup Period and not exceeding 10% of the total issued shares of Qian Jiang for a period of twenty-four months after the First Lockup Period.

As at 31 March 2009, the Group’s interests in Qian Jiang in carrying amount of HK\$36,046,000 (2008: HK\$232,858,000) were within the lockup periods and in carrying amount of HK\$36,046,000 (2008: HK\$Nil) were pledged to secure banking facilities granted to the Group (note 35).

Except for the manner as disclosed above, the Group’s interests in Qian Jiang are freely transferable following the initial recognition.

22. INVESTMENT IN DEBT SECURITIES

During the year ended 31 March 2008, the Group acquired the convertible bonds issued by CBDH with a principal amount of HK\$180,050,000 (the "China Botanic Convertible Bonds") as part of the consideration for the disposal of 100% equity interest in CEWHL (notes 10 and 45(a)). The China Botanic Convertible Bonds due on 13 November 2017 is convertible into fully paid ordinary shares of CBDH with a par value of HK\$0.01 each at an initial conversion price of HK\$0.15, subject to adjustment on the occurrence of dilutive or concentrative event. The Group can exercise the conversion at anytime until the maturity date, provided that any conversion of the China Botanic Convertible Bonds does not trigger a mandatory offer obligation under The Hong Kong Code on Takeovers and Mergers. The China Botanic Convertible Bonds can be redeemed at 100% of the respective outstanding principal amount, together with their unpaid interest on maturity date. Further details of which have been set out in the Company's announcement dated 3 July 2007.

The China Botanic Convertible Bonds are separated into two components: the debt element and the conversion options element (note 31). The Group has classified the debt element of the China Botanic Convertible Bonds as available-for-sale investment and the conversion options element of the China Botanic Convertible Bonds as derivative financial instruments, which have been presented as the "Investment in debt securities" and "Conversion options embedded in convertible bonds" in the balance sheet respectively. The fair values of the debt element and the conversion options element are determined by the directors of the Company with reference to the valuation performed by CB Richard Ellis Limited, an independent firm of professional valuers on Binomial model basis.

The carrying value of the debt element and conversion options element of the China Botanic Convertible Bonds are as follows:

	Debt element	Conversion options element	Total
	HK\$'000	HK\$'000	HK\$'000
At 1 April 2007	–	–	–
Net carrying amounts on initial recognition	116,551	122,669	239,220
Change in fair value			
– charged to income statement	–	(52,845)	(52,845)
– charged to equity	15,863	–	15,863
Net carrying amounts at 31 March 2008 and at 1 April 2008	132,414	69,824	202,238
Disposals	(18,386)	(9,695)	(28,081)
Change in fair value			
– charged to income statement	(43,871)	1,855	(42,016)
– charged to equity	(13,660)	–	(13,660)
Net carrying amounts at 31 March 2009	56,497	61,984	118,481

88 Notes to the Financial Statements

For the year ended 31 March 2009

23. GOODWILL – GROUP

The amount of the goodwill capitalised as an asset recognised in the consolidated balance sheet, arising from business combinations, is as follows:

	2009 HK\$'000	2008 HK\$'000
At beginning of the year		
Gross carrying amount	103,634	80,350
Accumulated impairment	–	–
Net carrying amount	<u>103,634</u>	<u>80,350</u>
For the year ended		
Net carrying amount at beginning of year	103,634	80,350
Acquisition of subsidiaries (note 44(b))	47,304	14,751
Exchange realignment	4,188	8,533
Net carrying amount at end of year	<u>155,126</u>	<u>103,634</u>
At 31 March		
Gross carrying amount	155,126	103,634
Accumulated impairment	–	–
Net carrying amount	<u>155,126</u>	<u>103,634</u>

For the year ended 31 March 2009, the recoverable amounts for the cash-generating units as detailed in note 44(b) and in connection with the Group's acquisition of 重慶市永川區僑立水務有限公司 and 重慶僑立市政設施工程有限公司 were determined based on value-in-use calculations, covering a detailed five-year budget plan, followed by an extrapolation of expected cash flows at the average growth rates of 3% and discount rate of 12% estimated by the management with reference to the valuation performed by CB Richard Ellis Limited, an independent firm of professional valuers.

For the year ended 31 March 2008, the recoverable amounts for the cash-generating units as detailed in notes 44(c), 44(f), 44(g), 44(h) and 44(j) were determined based on value-in-use calculations, covering a detailed five-year budget plan, followed by an extrapolation of expected cash flows at the average growth rates of 3% and discount rate of 12% estimated by the management with reference to the valuation performed by CB Richard Ellis Limited, an independent firm of professional valuers.

The key assumptions for the Group have been determined by the Group's management based on past performance and its expectations for the industry development. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

Apart from the considerations described in determining the value in use of the cash generating units above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

For the year ended 31 March 2009

24. OTHER INTANGIBLE ASSETS – GROUP

	Sewage treatment concession rights (note a)		Water supply concession rights (note b)		Consolidated	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
At beginning of the year						
Cost	144,028	130,000	7,442	–	151,470	130,000
Accumulated amortisation	(5,761)	–	(207)	–	(5,968)	–
Net book amount	138,267	130,000	7,235	–	145,502	130,000
For the year ended						
Opening net book value	138,267	130,000	7,235	–	145,502	130,000
Additions	–	–	32,093	7,442	32,093	7,442
Amortisation	(5,897)	(5,562)	(2,359)	(200)	(8,256)	(5,762)
Exchange realignment	3,261	13,829	171	(7)	3,432	13,822
Net book amount	135,631	138,267	37,140	7,235	172,771	145,502
At 31 March						
Cost	147,426	144,028	39,711	7,442	187,137	151,470
Accumulated amortisation	(11,795)	(5,761)	(2,571)	(207)	(14,366)	(5,968)
Net book amount	135,631	138,267	37,140	7,235	172,771	145,502

Notes:

- (a) Pursuant to several agreements between a wholly-owned subsidiary of the Company, namely 荊州中水環保有限公司 (the “Project Company”) and a relevant authority in the PRC, namely 荊州市建設委員會, during the year ended 31 March 2007, the Project Company obtained the right to operate a sewage treatment plant located at Jingzhou City of Hubei Province in the PRC for a period of 25 years at an aggregate consideration of RMB130 million on a TOT basis. The Project Company is entitled to use all the property, plant and equipment of the sewage treatment plant and to charge for the sewage treatment services at the initial tariff of RMB0.7 per cubic meter.

As at 31 March 2009 and 2008, the sewage treatment concession rights were pledged at a maximum period of 20 years as security for banking facilities granted to the Group (note 35).

- (b) Pursuant to a concession agreement between a wholly-owned subsidiary of the Company, namely 鉛山縣銀龍水務有限公司 (“鉛山縣銀龍”) and a relevant authority in the PRC, namely 鉛山縣人民政府, during the year ended 31 March 2008, 鉛山縣銀龍 obtained the right to operate a water supply plant located at Yanshan City of Jiangxi Province in the PRC for a period of 30 years commencing from 1 June 2007 at an aggregate consideration of RMB6.65 million on a TOT basis. 鉛山縣銀龍 is entitled to use all the property, plant and equipment of the water supply plant. Incidental to this TOT arrangement, the Group entered into a BOT arrangement (“Yanshan BOT”) with the same grantor for the construction of a new water supply plant to increase the water supply capacity. Addition of water supply concession rights in the amount of HK\$32,093,000 in current year represented the aggregate amount of revenue from construction services under the Yanshan BOT of HK\$31,966,000 and net interest capitalised of HK\$127,000.

90 Notes to the Financial Statements

For the year ended 31 March 2009

24. OTHER INTANGIBLE ASSETS – GROUP (Continued)

Notes: (Continued)

(b) (Continued)

As at 31 March 2009, the water supply concession rights were pledged as security for banking facilities granted to the Group (note 35).

The grantors of the above TOT/BOT arrangements regulate the scope of services the Group provides with the sewage treatment/water supply plants and retain the beneficial entitlement to any residual interest in these plants at the end of the service concession periods.

25. DEPOSITS AND PREPAYMENTS – NON-CURRENT

	Notes	Group		Company	
		2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Deposits for acquisition of equity instruments	(i), (ii)	43,662	289,031	14,503	141,444
Other deposits	(iii)	49,589	75,137	–	–
		93,251	364,168	14,503	141,444
Prepayments	(iv)	26,006	–	–	–
		119,257	364,168	14,503	141,444

Notes:

(i) As at 31 March 2009, the deposits for acquisition of equity instruments amounted to HK\$43,662,000 comprised the followings:

(a) The amount of HK\$15,823,000 represented the deposits paid by the Group in relation to the open offer of offer shares by CBDH. On 17 November 2008, the Company entered into the underwriting agreement with CBDH, pursuant to which the Company agreed to act as an underwriter to fully underwrite the offer shares under the open offer on the terms and subject to the conditions set out in the underwriting agreement. Further details of which are disclosed in the Company's announcement dated on 19 November 2008.

The open offer was completed on 1 April 2009. The Group subscribed for 197,784,362 new ordinary shares of CBDH and the effective interest of the Company in CBDH was increased from 19.22% to 31.87%. The total cash consideration was HK\$15,823,000.

(b) The amount of HK\$4,000,000 represented the deposits paid by the Company in relation to the acquisition of 9% equity interest in 廣州市增城自來水有限公司 which is a company established in the PRC and principally engaged in water supply.

25. DEPOSITS AND PREPAYMENTS – NON-CURRENT (Continued)

Notes: (Continued)

- (i) (Continued)
- (c) The amount of HK\$23,702,000 represented the deposit paid by the Group in relation to the acquisition of entire equity interest in 重慶僑立管道製造有限公司 which is a company incorporated in the PRC and principally engaged in production and sale of water pipelines.
- (d) The amount of HK\$137,000 represented the deposits paid by the Group in relation to the acquisition of 49% equity interest in 梧州粵海江河水務有限公司 (“梧州粵海江河水務”) (“梧州 deposits”) which is a company established in the PRC and principally engaged in water supply and water supply infrastructure business in the PRC. Upon completion of this acquisition, the Group would have effective interest of approximately 49% in 梧州粵海江河水務.
- (ii) As at 31 March 2008, the deposits for acquisition of equity instruments amounted to HK\$289,031,000 comprised the followings:
- (a) The amount of HK\$141,444,000 represented the deposits paid by the Company in relation to the acquisition of 19.375% equity interest in China Water Industry Investment Corporation which is a company established in the PRC and principally engaged in the investment, operation, management and related value added services in raw water supply, exploitation, cross-region water transfer, urban water supply and waste water treatment as well as desalination of brackish water in the PRC. Further details of which has been set out in the Company’s announcement dated 30 October 2007.
- (b) The amount of HK\$147,450,000 represented the deposits paid by the Group in relation to the acquisition of 70% equity interest in each of 惠州大亞灣銀龍自來水有限公司, 惠州大亞灣清源環保有限公司 and 惠州大亞灣溢源淨水有限公司 (collectively referred to as “Huizhou Daya Bay Companies”) which are the companies established in the PRC and principally engaged in water supply, water supply infrastructure business and sewage treatment in the PRC. Upon completion of this acquisition, the Group would have effective equity interest of 49% in each of Huizhou Daya Bay Companies. As the vendor, namely 惠州市投資管理有限公司, is a minority equity holder of a subsidiary of the Company, the acquisition is a related party transaction and connected transaction as defined in the Listing Rules. Further details of which has been set out in the Company’s announcement dated 28 March 2008.
- (c) The amount of HK\$137,000 represented the 梧州 deposits.
- (iii) As at 31 March 2009, balance represented deposits of HK\$49,589,000 paid for acquisition of land use rights for the Group’s business expansion. As at 31 March 2008, balances consisted of deposits of HK\$48,495,000 paid for acquisition of land use rights and HK\$26,642,000 for acquisition of property, plant and equipment.
- (iv) The amount represented the Group’s prepaid rental of land situated in the PRC.

92 Notes to the Financial Statements

For the year ended 31 March 2009

26. PROPERTIES UNDER DEVELOPMENT – GROUP

	2009 HK\$'000	2008 HK\$'000
At Cost		
At beginning of the year	21,747	7,650
Additions	29,623	13,271
Transfer from investment properties	63,336	–
Exchange realignment	513	826
At 31 March	115,219	21,747

The Group's properties under development are located in the PRC on leasehold land with lease terms expiring from year 2046 to 2076.

As at 31 March 2009, the Group's properties under development at the carrying amount of HK\$78,598,000 (2008: HK\$Nil) were pledged to secure banking facilities granted to the Group (note 35).

27. INVENTORIES – GROUP

	2009 HK\$'000	2008 HK\$'000
Raw materials and supplies	36,848	35,082
Work-in-progress	9,065	3,534
Finished goods	100	980
	46,013	39,596

For the year ended 31 March 2009

28. TRADE RECEIVABLES – GROUP

	2009	2008
	HK\$'000	HK\$'000
0 to 90 days	115,357	319,981
91 to 180 days	93,798	20,132
Over 180 days	128,163	15,769
	337,318	355,882

The Group has a policy of allowing trade customers with credit normally within 90 days except for construction project for which settlement is made in accordance with the terms specified in the contracts governing the relevant transaction. Overdue balances are reviewed regularly by the Group's management.

At the balance sheet date, the Group's trade receivables included HK\$227,033,000 (2008: HK\$237,269,000) relating to the trade receivables of construction contracts.

As at the balance sheet dates, the Group had no significant balances of trade receivables that were past due but not impaired. The directors of the Company are of the opinion that no further allowance for impairment of trade receivables is necessary as there was no recent history of default in respect of these trade debtors. Trade receivables that were neither past due nor impaired related to a large number of independent customers that had a good track record of credit with the Group. In general, the Group does not hold any collateral or other credit enhancements over these balances.

94 Notes to the Financial Statements

For the year ended 31 March 2009

29. AMOUNTS DUE FROM/(TO) GRANTORS/CUSTOMERS FOR CONTRACT WORK – GROUP

(a) Amounts due from grantors for contract work under BOT arrangements

The Group recognised financial assets – amounts due from grantors for contract work in respect of its sewage treatment business arising from certain BOT arrangements. Details of the impact of HK(IFRIC)-Int 12 on the Group is set out in note 2. In respect of these BOT arrangements, the Group is generally involved in constructing sewage treatment plants on a BOT basis. The Group is eligible to operate and maintain the sewage treatment plants at a specified level of serviceability for periods of approximately 30 years during which the Group will be paid for its services at prices regulated by the grantors. The Group is entitled to use all the property, plant and equipment of the sewage treatment plants. However, the grantors regulate the scope of services the Group provides with the sewage treatment plants and retain the beneficial entitlement to any residual interest in the sewage treatment plants at the end of the service concession periods. The initial tariff of sewage treatment ranged from RMB0.7 to RMB2.0 per cubic meter.

Amounts due from grantors for contract work represented revenue from construction services under BOT arrangements and bear interest at rate of 5.9% per annum. The amounts are not yet due for payment and will be settled by revenue to be generated during the operating periods of the BOT arrangements.

(b) Amounts due to customers for contract work under other infrastructure construction

	2009 HK\$'000	2008 HK\$'000
Contract cost incurred plus recognised profits less recognised losses	490,815	281,918
Less: Progress billings	(505,480)	(302,586)
	<u>(14,665)</u>	<u>(20,668)</u>
Representing:		
Amounts due to customers for contract work	<u>(14,665)</u>	<u>(20,668)</u>
Contract revenue recognised as revenue in the year	<u>191,920</u>	<u>281,918</u>

In respect of construction contracts in progress at the balance sheet date, the amount of receivable from customers, included in "Trade receivables", is HK\$227,033,000 (2008: HK\$237,269,000). In addition, performance deposits paid to the customers, included in "Prepayments, deposits and other receivables", is HK\$10,887,000 (2008: HK\$23,266,000).

30. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES – CURRENT

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Prepayments	49,937	29,660	2,710	12,453
Deposits	12,863	24,728	–	–
Other receivables	194,604	134,271	16,758	9,333
	<u>257,404</u>	<u>188,659</u>	<u>19,468</u>	<u>21,786</u>

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

31. CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE BONDS – GROUP

	2009 HK\$'000	2008 HK\$'000
Unlisted conversion options embedded in convertible bonds, at fair value	<u>61,984</u>	<u>69,824</u>

As at 31 March 2009, convertible options embedded in convertible bonds represent the conversion options element of the China Botanic Convertible Bonds held by the Group (note 22).

The fair value of the conversion options element of the China Botanic Convertible Bonds was calculated using the Binomial model with the major inputs used in the model as follows:

	31 March 2009	31 March 2008
Stock price	HK\$0.099	HK\$0.63
Expected volatility	90.16%	76.89%
Risk free rate	1.823%	2.584%
Expected dividend yield	<u>Nil</u>	<u>Nil</u>

Any changes in the major inputs into the model will result in changes in the fair value of the conversion options element of the China Botanic Convertible Bonds. The change in the fair value of the conversion options element of the China Botanic Convertible Bonds during the year ended 31 March 2009 result in a fair value gain of HK\$1,855,000 (2008: loss of HK\$52,845,000), which has been included in the "Change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds and warrants)" in the income statement for the year ended 31 March 2009.

96 Notes to the Financial Statements

For the year ended 31 March 2009

32. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Cash at bank and in hand	511,924	304,106	62,402	11,943
Short-term bank deposits	65,730	154,000	11,625	154,000
	577,654	458,106	74,027	165,943
Less: Pledged deposits	(31,587)	(35,333)	–	–
	546,067	422,773	74,027	165,943

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term bank deposits are made for varying periods of between seven days and two months depending on the immediate cash requirement of the Group, and earn interest at the respective short-term time deposit rates, ranging from 0.35% to 1.35% per annum (2008: 1.0% to 1.2% per annum).

At as 31 March 2009, the Group had cash and bank balances denominated in RMB amounting to approximately HK\$483,894,000 (2008: approximately HK\$285,073,000), which were deposited with banks in the PRC and held in hand. The RMB is not freely convertible into foreign currencies. Under the PRC Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

33. TRADE PAYABLES – GROUP

The credit terms of trade payables vary according to the terms agreed with different suppliers. The ageing analysis of the Group's trade payables as at the balance sheet is as follows :

	2009 HK\$'000	2008 HK\$'000
0 to 90 days	105,876	39,230
91 to 180 days	67,750	121,006
Over 180 days	87,508	4,556
	261,134	164,792

34. ACCRUED LIABILITIES, DEPOSITS RECEIVED AND OTHER PAYABLES

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Accrued liabilities	58,276	38,473	3,017	518
Deposits received	90,563	47,106	41,255	–
Other payables	429,858	255,386	10,722	10,172
	578,697	340,965	54,994	10,690

35. BORROWINGS – GROUP

	Notes	Original currency	2009 HK\$'000	2008 HK\$'000
Current				
Bank loans – unsecured	a(i)	RMB	–	3,601
Bank loans – secured	a(i)	RMB	198,352	83,813
Other loans – unsecured	a(i)	RMB	61,042	28,394
Other loans – secured	a(i)	RMB	16,330	11,833
Government loans – unsecured	a(ii)	RMB	57,076	54,251
			332,800	181,892
Non-current				
Bank loans – secured	a(i)	RMB	681,215	316,417
Other loans – unsecured	a(i)	RMB	1,134	2,393
Other loans – secured	a(i)	RMB	6,351	11,079
Other loans – secured	a(iii)	USD	269,750	–
Government loans – unsecured	a(ii)	RMB	52,917	51,528
			1,011,367	381,417
			1,344,167	563,309

98 Notes to the Financial Statements

For the year ended 31 March 2009

35. BORROWINGS – GROUP (Continued)

Notes (a):

	2009 HK\$'000	2008 HK\$'000
Analysed into:		
Bank loans repayable:		
Within one year or on demand	198,352	87,414
In the second year	148,055	67,815
In the third to fifth years, inclusive	413,971	210,739
Beyond five years	119,189	37,863
	<u>879,567</u>	<u>403,831</u>
Other loans repayable:		
Within one year or on demand	77,372	40,227
In the second year	59,067	6,160
In the third to fifth years, inclusive	162,774	7,204
Beyond five years	55,394	108
	<u>354,607</u>	<u>53,699</u>
Government loans repayable:		
Within one year or on demand	57,076	54,251
In the second year	5,643	7,638
In the third to fifth years, inclusive	10,576	17,604
Beyond five years	36,698	26,286
	<u>109,993</u>	<u>105,779</u>

- (i) The Group's bank loans and other loans at 31 March 2009 were secured by:
- (a) pledge of water and sewage treatment revenue of certain subsidiaries;
 - (b) guarantees by You Tao and Lin Hua Dong (being senior management of certain subsidiaries), 江西省水利水電開發總公司, 新余市人大常委會 and 韶關市丹霞山旅遊投資經營有限公司. The Group has not recognised the financial impact in respect of these guarantees as their fair value cannot be reliably measured and no transaction price was recorded;
 - (c) charges over property, plant and equipment in which their aggregate carrying amount as at 31 March 2009 was HK\$95,480,000 (2008: HK\$106,602,000);
 - (d) charges over interests in land use rights in which their aggregate carrying amount as at 31 March 2009 was HK\$8,584,000 (2008: HK\$3,532,000);
 - (e) charges over investment properties in which their aggregate carrying amount as at 31 March 2009 was HK\$147,426,000 (2008 : HK\$Nil);
 - (f) charges over properties under development in which their aggregate carrying amount as at 31 March 2009 was HK\$78,598,000 (2008 : HK\$Nil);
 - (g) charges over other intangible assets in which their aggregate carrying amount as at 31 March 2009 was HK\$172,771,000 (2008: HK\$138,267,000);
 - (h) charges over interests in Qian Jiang in carrying amount of HK\$36,046,000 as at 31 March 2009 (2008: HK\$Nil); and

35. BORROWINGS – GROUP (Continued)

Notes (a): (Continued)

(i) The Group's bank loans and other loans at 31 March 2009 were secured by: (Continued)

(i) charges over the Group's bank balances in amount of HK\$31,587,000 as at 31 March 2009 (2008: HK\$35,333,000).

Except for the secured bank loans with aggregate carrying amount of HK\$696,872,000 (2008: HK\$270,383,000) which are interest-bearing at floating rates, all other bank loans of the Group are at fixed rates. The interest rates of the Group's bank loans ranged from 5.2% to 9.7% (2008: 6.4% to 8.7%) per annum.

Except for the other loans with aggregate carrying amount of HK\$4,932,000 (2008: HK\$3,710,000) which are non-interest bearing, the interest rates of the Group's other loans ranged from 2.8% to 13.4% (2008: 2.8% to 11.0%) per annum.

(ii) The government loans comprise loans of HK\$109,993,000 (2008: HK\$105,779,000), which bear interests ranging from 0.75% to 5.0% (2008: 2.3% to 8.0%) per annum.

(iii) On 18 December 2007, the Company entered into a term facility agreement with DEG – Deutsche Investitions – Und Entwicklungsgesellschaft MBH (“DEG”) and Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (“FMO”) for a loan facility of up to US\$36 million (the “Loan Agreement”). On 13 August 2008, the Company and its subsidiary, DEG and FMO entered into amended and restated term facility agreement to amend the Loan Agreement (the “Amended Loan Agreement”). In connection with the Amended Loan Agreement, the Company acted as guarantor and issued to DEG and FMO warrant instrument with the right to subscribe for the ordinary shares of the Company at the subscription price of HK\$7 during the subscription period from 18 December 2008 to 18 December 2011 (both days inclusive) up to USD10.8 million (the “Warrants”) (note 39).

The facility of US\$36 million was fully utilised during the year ended 31 March 2009 (the “DEG and FMO Loan”). The DEG and FMO Loan bears floating rate of 2.10% per annum above the London Inter-Bank Offer Rates. The subscription monies for the Warrants shall be satisfied by way of set off of any outstanding amount under the Amended Loan Agreement. The loan facility under the Amended Loan Agreement is secured by (i) shares of certain subsidiaries of the Group; (ii) the Group's equity interests in CBDH; and (iii) a bank account of the Group.

During the year ended 31 March 2009, certain provisions of the Amended Loan Agreement were breached which could cause the DEG and FMO Loan becomes payable on demand. However, on 31 March 2009, the Group has been granted the waiver in respect of granting a period of grace until 1 April 2010 in connection with the breached provisions. In the opinion of the directors of the Company and the Group's legal advisers after taking into account the waiver, the Group has an unconditional right to defer settlement of the DEG and FMO Loan until 1 April 2010.

36. BALANCES WITH MINORITY EQUITY HOLDERS OF SUBSIDIARIES AND FORMER SUBSIDIARIES – GROUP

Except for the amount due to minority equity holder of subsidiary with carrying amount of HK\$32,774,000 (2008: HK\$Nil) which bears interest rate of 6.7% per annum, all the balances are unsecured, interest-free and repayable on demand.

During the year ended 31 March 2009, the Group made an impairment provision amounted to HK\$694,000 (2008: HK\$6,457,000) for the amounts due from former subsidiaries.

100 Notes to the Financial Statements

For the year ended 31 March 2009

37. DEFERRED GOVERNMENT GRANTS – GROUP

	2009 HK\$'000	2008 HK\$'000
At beginning of the year	14,518	11,856
Additions during the year	14,743	2,366
Amortisation during the year	(1,294)	(950)
Exchange realignment	342	1,246
At 31 March	28,309	14,518

The Group's deferred government grants mainly related to the Group's acquisition of property, plant and equipment.

38. CONVERTIBLE BONDS – GROUP AND COMPANY

The carrying values of the liability component, equity component and derivative component of the convertible bonds are as follows:

Liability component

	2011 Convertible Bonds (note a) HK\$'000	2012 Convertible Bonds (note b) HK\$'000	Total HK\$'000
At 1 April 2007	64,900	–	64,900
Net carrying amounts on initial recognition	–	556,554	556,554
Interest expenses	1,138	33,696	34,834
Interest on convertible bonds paid	(478)	–	(478)
Arising from exercise of conversion rights	(65,560)	–	(65,560)
Net carrying amounts at 31 March 2008 and at 1 April 2008	–	590,250	590,250
Interest expenses	–	40,095	40,095
Arising from repurchases	–	(394,815)	(394,815)
Net carrying amounts at 31 March 2009	–	235,530	235,530

38. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)**Equity component**

	2011 Convertible Bonds (note a) HK\$'000	2012 Convertible Bonds (note b) HK\$'000	Total HK\$'000
At 1 April 2007	2,326	–	2,326
Arising from exercise of conversion rights	(2,326)	–	(2,326)
Net carrying amounts at 31 March 2008	–	–	–
Derivative component			
– classified as current liabilities			
At 1 April 2007	–	–	–
Net carrying amounts on initial recognition	–	81,388	81,388
Change in fair value of derivative financial instruments	–	13,247	13,247
Net carrying amounts at 31 March 2008 and at 1 April 2008	–	94,635	94,635
Arising from repurchases	–	(51,479)	(51,479)
Change in fair value of derivative financial instruments	–	(36,817)	(36,817)
Net carrying amounts at 31 March 2009	–	6,339	6,339

Notes:

- (a) Pursuant to an announcement (the "2006 CB Announcement") dated 26 June 2006 and information memorandum (the "2006 Information Memorandum") of the Company dated 30 June 2006, the Company issued HK\$260,000,000 2.5 per cent convertible bonds (the "2011 Convertible Bonds") at 100% of principal amount to DBS Bank Limited ("DBS") on 30 June 2006 (the "2006 CB Issue"). The 2011 Convertible Bonds were issued in denominations of HK\$100,000 or integral multiples thereof. The Company granted DBS an offer size adjustment option to subscribe for up to an additional HK\$40,000,000 in principal amount, and such option was exercised by DBS and additional HK\$40,000,000 2011 Convertible Bonds were issued on 14 July 2006.

102 Notes to the Financial Statements

For the year ended 31 March 2009

38. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

Notes: (Continued)

(a) (Continued)

The 2011 Convertible Bonds are convertible at any time on or after 1 August 2006 and up to the close of business on 16 June 2011 by the bondholders into ordinary share of the Company of HK\$0.01 each at the option of the bondholder, at an initial conversion price of HK\$2 per share. The conversion price is subject to adjustment on the occurrence of dilutive or concentrative event. Unless previously redeemed, converted or purchased and cancelled, the Company will redeem the 2011 Convertible Bonds at 126.4 per cent of its principal amount on 30 June 2011.

Both the Company and the bondholders have redemption options on the 2011 Convertible Bonds pursuant to the 2006 Information Memorandum.

On or after 30 June 2009 and on or prior to 20 June 2011, the Company may redeem all, and not some only, of the 2011 Convertible Bonds at their accreted principal amount together with accrued but unpaid interest, in whole but not in part if on each of not less than 20 consecutive trading days ending not earlier than 14 days prior to the date on which the notice of redemption is given to bondholders, the aggregate value on each trading day shall have been at least 130 per cent of the accreted principal amount in respect of each HK\$100,000 on such trading day.

On 30 June 2009, the bondholders of the 2011 Convertible Bonds will have the right at such holder's option, to require the Company to redeem all or some of the 2011 Convertible Bonds of such holders at 114.74 per cent of their unpaid principal amount together with accrued but unpaid interest.

In the event that the Company's shares cease to be listed or admitted to trading on the Stock Exchange, each bondholder shall have the right, at such bondholder's option, to require the Company to redeem all or some of such holder's 2011 Convertible Bonds at their accreted principal amount together with accrued but unpaid interest.

Further details of the terms and conditions of the 2006 CB Issue have been set out in the 2006 CB Announcement and the 2006 Information Memorandum.

The fair value of the liability component of the 2011 Convertible Bonds was calculated using a market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, is included in shareholders' equity in convertible bond equity reserve.

On 29 December 2006, the Company completed the new issue of 167,212,400 placing shares. Pursuant to the terms of the 2011 Convertible Bonds, the conversion price of the 2011 Convertible Bonds was adjusted accordingly. The new conversion price per share and the number of conversion shares subject to the 2011 Convertible bonds as at 31 March 2007 was 33,838,000 shares exercisable at HK\$1.98 each.

During the year ended 31 March 2007, 2011 Convertible Bonds with an aggregate amount of HK\$233,000,000 were converted into ordinary shares of the Company. Total number of ordinary shares converted was approximately 116,980,000.

During the year ended 31 March 2008, 2011 Convertible Bonds at the principal amount of HK\$67,000,000 were converted into ordinary shares of the Company and total number of ordinary shares converted was approximately 33,838,000 (note 41).

Interest expense on the 2011 Convertible Bonds is calculated using the effective interest method by applying the effective interest rate of 8.9 per cent to the adjusted liability component.

38. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

Notes: (Continued)

- (b) Pursuant to an announcement (the “2007 CB Announcement”) dated 18 July 2007 and information memorandum (the “2007 Information Memorandum”) of the Company dated 3 August 2007, the Company issued HK\$650,000,000 zero coupon convertible bonds (the “2012 Convertible Bonds”) at 100% of principal amount to DBS on 3 August 2007 (the “2007 CB Issue”). The 2012 Convertible Bonds were issued in denominations of HK\$100,000 or integral multiples thereof.

The 2012 Convertible Bonds are convertible at any time on or after 2 September 2007 and up to the close of business on 20 July 2012 by the bondholders into ordinary share of the Company of HK\$0.01 each at the option of the bondholder, at an initial conversion price of HK\$7 per share (the “Conversion Price”). The conversion price is subject to adjustment on the occurrence of dilutive or concentrative event. If on 3 February 2009, the average of the closing prices of the share of the Company on each trading day in the period of 15 consecutive trading days ending on (and including) the day immediately prior to 3 February 2009 (the “Reference Price”) is less than the Conversion Price on such date, the Conversion Price shall be reset to the Reference Price (the “Conversion Price Reset”) provided that the Conversion Price shall not be reduced on 3 February 2009 to below HK\$5.45. Unless previously redeemed, converted or purchased and cancelled, the Company will redeem the 2012 Convertible Bonds at 132.77 per cent of its principal amount on 3 August 2012.

Both the Company and the bondholders have redemption options on the 2012 Convertible Bonds pursuant to the 2007 Information Memorandum.

On or after 3 February 2009 and on or prior to 2 August 2010, the Company may redeem all or some of the 2012 Convertible Bonds at their accreted principal amount, in whole but not in part if on each of not less than 20 consecutive trading days ending not earlier than 14 days prior to the date on which the notice of redemption is given to bondholders, the aggregate value on each trading day shall have been at least 150 per cent of the accreted principal amount in respect of each HK\$100,000 on such trading day.

On or after 3 August 2010 and on or prior to 24 July 2012, the Company may redeem all or some of the 2012 Convertible Bonds at their accreted principal amount, in whole but not in part if on each of not less than 20 consecutive trading days ending not earlier than 14 days prior to the date on which the notice of redemption is given to bondholders, the aggregate value on each trading day shall have been at least 130 per cent of the accreted principal amount in respect of each HK\$100,000 on such trading day.

On 3 August 2010, the bondholders of the 2012 Convertible Bonds will have the right at such holder’s option, to require the Company to redeem all or some of the 2012 Convertible Bonds at 118.538 per cent of their unpaid principal amount as at 3 August 2010.

In the event that the Company’s shares cease to be listed or admitted to trading on the Stock Exchange, each bondholder shall have the right, at such bondholder’s option, to require the Company to redeem all or some of such holder’s 2012 Convertible Bonds at their accreted principal amount.

Further details of the terms and conditions of the 2007 CB Issue have been set out in the 2007 CB Announcement and the 2007 Information Memorandum.

The Group determined that the Conversion Price Reset will not result in settlement by the exchange of a fixed amount of cash for a fixed number of the Company’s shares. In accordance with the requirement of HKAS 32, the bond contract is separated into two components: a compound derivative component consisting of the conversion option and the redemption option, and a liability component consisting of the straight debt element. The compound derivative component is carried at fair value on the balance sheet with any changes in fair value being charged or credited to the income statement in the period when the change occurs.

104 Notes to the Financial Statements

For the year ended 31 March 2009

38. CONVERTIBLE BONDS – GROUP AND COMPANY (Continued)

Notes: (Continued)

(b) (Continued)

The fair value of the derivative component of the 2012 Convertible Bonds was calculated using the Binomial model with the major inputs used in the model as follows:

	31 March 2009	31 March 2008
Stock price	HK\$1.21	HK\$2.60
Expected volatility	65.06%	57.55%
Risk free rate	1.28%	1.84%

Any changes in the major inputs into the model will result in changes in the fair value of the derivative component. The change in the fair value of the derivative component during the year ended 31 March 2009 result in a fair value gain of HK\$36,817,000 (2008: loss of HK\$13,247,000), which has been included in the "Change in fair value of derivative financial instruments (including conversion options embedded in convertible bonds and warrants)" in the income statement for the year ended 31 March 2009.

The initial carrying amount of the liability component is the residual value after deducting the issuance cost of the 2012 Convertible Bonds allocated to the liability component and the fair value of the derivative component as at 3 August 2007, and is subsequently carried at amortised cost. Interest expenses are calculated using the effective interest method by applying the effective interest rate of 9.2% to the adjusted liability component.

During the year ended 31 March 2009, the Company repurchased 2012 Convertible Bonds in principal amount of HK\$413,100,000 at an aggregate consideration of HK\$258,384,000.

39. WARRANTS – GROUP AND COMPANY

During the year ended 31 March 2009, the Company issued warrants with the right to subscribe for the ordinary shares of the Company at subscription price of HK\$7 during the subscription period from 18 December 2008 to 18 December 2011 (both days inclusive) up to USD10.8 million in connection with the Amended Loan Agreement (note 35(a)(iii)).

The fair value of warrants was calculated using the Black-Scholes-Merton Option Pricing Model with the major inputs used in the model as follows:

	31 March 2009
Stock price	HK\$1.21
Expected volatility	61.35%
Risk free rate	0.762%

40. DEFERRED TAX LIABILITIES – GROUP

Deferred tax liabilities are calculated in full on temporary differences under the liability method using a principal taxation rate of 25% (2008: 25%).

The movement on deferred tax liabilities during the year is as follows:

	Temporary differences on assets recognised under HK(IFRIC)-Int 12 HK\$'000	Fair value adjustments arising from other financial assets HK\$'000	Fair value adjustments arising from acquisition of subsidiaries HK\$'000	Revaluation of properties HK\$'000	Total HK\$'000
At 1 April 2007	–	29,451	–	13,494	42,945
Charged to income statement (note 9)	–	8,553	–	65,626	74,179
Attributable to change in tax rates (note 9)	–	(7,140)	–	(3,499)	(10,639)
Exchange realignment	–	3,178	–	3,680	6,858
At 31 March 2008 and 1 April 2008	–	34,042	–	79,301	113,343
Charged/(Credited) to income statement (note 9)	1,375	(17,831)	–	78,800	62,344
Acquisition of subsidiary (note 44(a))	–	–	2,759	–	2,759
Exchange realignment	–	803	–	1,531	2,334
At 31 March 2009	1,375	17,014	2,759	159,632	180,780

106 Notes to the Financial Statements

For the year ended 31 March 2009

41. SHARE CAPITAL

	Number of shares '000	Par value HK\$'000
Authorised:		
Ordinary shares of HK\$0.01 each at 31 March 2008 and 31 March 2009	20,000,000	200,000
Issued and fully paid:		
Ordinary shares of HK\$ 0.01 each at 1 April 2007	1,189,834	11,898
Share options exercised (note a)	3,270	33
Conversion rights of 2011 Convertible Bonds exercised (note b)	33,838	338
Placing and subscription of new shares (note c)	14,096	141
Repurchased and cancelled (note d)	(1,254)	(12)
Ordinary shares of HK\$ 0.01 each at 31 March 2008	1,239,784	12,398
Repurchased and cancelled (note e)	(32,912)	(329)
Ordinary shares of HK\$ 0.01 each at 31 March 2009	1,206,872	12,069

During the years ended 31 March 2009 and 2008, the movements in share capital were as follows:

- (a) During the year ended 31 March 2008, the subscription rights attaching to 2,570,000, 400,000, and 300,000 share options issued pursuant to the share option scheme of the Company were exercised at the subscription price of HK\$0.41, HK\$1.16 and HK\$1.45 per share respectively, resulting in the issue of 3,270,000 shares of HK\$0.01 each for a total cash consideration of approximately HK\$1,953,000 (before expenses) (note 42).
- (b) During the year ended 31 March 2008, 33,838,000 ordinary shares of HK\$0.01 each were issued pursuant to the exercise of the conversion rights attaching to the Company's 2011 Convertible Bonds at a conversion price of approximately HK\$1.98 per share (note 38).
- (c) On 30 March 2007, Asset Full Resources Limited ("AFRL"), a company beneficially owned by Mr. Duan Chuan Liang, a director of the Company, entered into a placing agreement with Credit Suisse (Hong Kong) Limited for the placement of 14,095,940 ordinary shares of the Company owned by AFRL at a price of HK\$3.33 per share. Pursuant to a conditional subscription agreement on the same date, AFRL subscribed for 14,096,000 new ordinary shares of the Company at a price of HK\$3.33 per share. On 12 April 2007, the subscription was completed and raised total consideration of approximately HK\$46,939,000 (before expenses).
- (d) During the year ended 31 March 2008, the Company repurchased a total of 1,254,000 ordinary shares of HK\$0.01 each in the capital of the Company at an aggregate price of approximately HK\$5,285,000. The highest price paid and the lowest price paid was HK\$4.22 and HK\$4.03 respectively. The repurchased shares were fully cancelled and the issued share capital of the Company was reduced by the nominal value of these shares accordingly. The premium payable on repurchase was charged against the share premium account. An amount equivalent to the nominal value of the shares cancelled was transferred from retained earnings to the capital redemption reserve.

41. SHARE CAPITAL (Continued)

- (e) During the year ended 31 March 2009, the Company repurchased a total of 32,912,000 ordinary shares of HK\$0.01 each in the capital of the Company at an aggregate price of approximately HK\$38,458,000. The highest price paid and the lowest price paid was HK\$1.38 and HK\$1.00 respectively. The repurchased shares were fully cancelled and the issued share capital of the Company was reduced by the nominal value of these shares accordingly. The premium payable on repurchase was charged against the share premium account. An amount equivalent to the nominal value of the shares cancelled was transferred from retained earnings to the capital redemption reserve.

42. SHARE OPTION SCHEME

On 6 September 2002, the share option scheme of the Company adopted on 22 September 1999 ceased to operate and a new share option scheme (the "Scheme") was adopted on the same date to comply with the new requirements of Chapter 17 of the Listing Rules regarding share option scheme of a company.

The Company operates the 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 Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, and any minority equity holders in the Company's subsidiaries. The Scheme became effective on 6 September 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in advance in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options. The method of settlement is by delivery of ordinary shares of the Company.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of an ordinary share.

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

108 Notes to the Financial Statements

For the year ended 31 March 2009

42. SHARE OPTION SCHEME (Continued)

Movement in share options during the year ended 31 March 2009 are as follows:

Name or category of participant	Number of share options				At 31 March 2009	Date of grant of share options (note a)	Exercise period of share options	Exercise price of share options (HK\$) (note b)
	At 1 April 2008	Granted during the year	Exercised during the year (note c)	Lapsed during the year				
Directors								
Mr. Duan Chuan Liang	50,000,000	–	–	–	50,000,000	2 April 2007	Period 4	3.60
	–	50,000,000	–	–	50,000,000	12 January 2009*	Period 7	1.02
	<u>50,000,000</u>	<u>50,000,000</u>	<u>–</u>	<u>–</u>	<u>100,000,000</u>			
Mr. Li Ji Sheng	<u>1,000,000</u>	–	–	–	1,000,000	10 August 2007	Period 6	4.58
Mr. Chen Guo Ru	<u>500,000</u>	–	–	–	500,000	10 August 2007	Period 6	4.58
Mr. Zhao Hai Hu	<u>800,000</u>	–	–	–	800,000	10 August 2007	Period 6	4.58
Mr. Zhou Wen Zhi	<u>500,000</u>	–	–	–	500,000	10 August 2007	Period 6	4.58
Mr. Wu Jiesi	6,000,000	–	–	–	6,000,000	29 March 2006	Period 2	1.45
	1,000,000	–	–	–	1,000,000	10 August 2007	Period 6	4.58
	<u>7,000,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>7,000,000</u>			
Other employees								
In aggregate	2,300,000	–	–	–	2,300,000	17 March 2006	Period 3	1.16
	1,000,000	–	–	–	1,000,000	29 March 2006	Period 2	1.45
	<u>21,900,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>21,900,000</u>	<u>30 April 2007</u>	<u>Period 5</u>	<u>4.35</u>
	<u>25,200,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>25,200,000</u>			
Suppliers/Advisers								
In aggregate	<u>9,500,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>9,500,000</u>	<u>30 April 2007</u>	<u>Period 5</u>	<u>4.35</u>
	<u>94,500,000</u>	<u>50,000,000</u>	<u>–</u>	<u>–</u>	<u>144,500,000</u>			

* Approved by the shareholders in the special general meeting on 16 February 2009.

42. SHARE OPTION SCHEME (Continued)

Movement in share options during the year ended 31 March 2008 are as follows:

Name or category of participant	Number of share options				At 31 March 2008	Date of grant of share options (note a)	Exercise period of share options	Exercise price of share options (HK\$) (note b)
	At 1 April 2007	Granted during the year	Exercised during the year (note c)	Lapsed during the year				
Directors								
Mr. Duan Chuan Liang	–	50,000,000	–	–	50,000,000	2 April 2007	Period 4	3.60
Mr. Li Ji Sheng	–	1,000,000	–	–	1,000,000	10 August 2007	Period 6	4.58
Mr. Chen Guo Ru	–	500,000	–	–	500,000	10 August 2007	Period 6	4.58
Mr. Zhao Hai Hu	–	800,000	–	–	800,000	10 August 2007	Period 6	4.58
Mr. Zhou Wen Zhi	870,000	–	(870,000)	–	–	3 January 2006	Period 1	0.41
	–	500,000	–	–	500,000	10 August 2007	Period 6	4.58
	<u>870,000</u>	<u>500,000</u>	<u>(870,000)</u>	<u>–</u>	<u>500,000</u>			
Mr. Wu Jiesi	6,000,000	–	–	–	6,000,000	29 March 2006	Period 2	1.45
	–	1,000,000	–	–	1,000,000	10 August 2007	Period 6	4.58
	<u>6,000,000</u>	<u>1,000,000</u>	<u>–</u>	<u>–</u>	<u>7,000,000</u>			
Other employees								
In aggregate	1,700,000	–	(1,700,000)	–	–	3 January 2006	Period 1	0.41
	2,700,000	–	(400,000)	–	2,300,000	17 March 2006	Period 3	1.16
	1,300,000	–	(300,000)	–	1,000,000	29 March 2006	Period 2	1.45
	–	21,900,000	–	–	21,900,000	30 April 2007	Period 5	4.35
	<u>5,700,000</u>	<u>21,900,000</u>	<u>(2,400,000)</u>	<u>–</u>	<u>25,200,000</u>			
Suppliers/Advisers								
In aggregate	–	9,500,000	–	–	9,500,000	30 April 2007	Period 5	4.35
	<u>12,570,000</u>	<u>85,200,000</u>	<u>(3,270,000)</u>	<u>–</u>	<u>94,500,000</u>			

110 Notes to the Financial Statements

For the year ended 31 March 2009

42. SHARE OPTION SCHEME (Continued)

Notes:

Period 1	3 February 2006 to 2 January 2008
Period 2	29 March 2006 to 28 March 2011
Period 3	17 March 2006 to 16 March 2011
Period 4	2 April 2007 to 1 April 2009
Period 5	30 April 2007 to 29 April 2009
Period 6	10 August 2007 to 9 August 2009
Period 7	12 January 2009 to 11 January 2012

- (a) The vesting date of the share options for Period 1 to 4 and 7 is the date of grant. The share options for Period 5 and 6 are subject to one and half year vesting period.
- (b) 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.
- (c) The weighted average share price of the Company at the date of exercise was HK\$3.31 for the year ended 31 March 2008.

Weighted average exercise prices of share options

For the year ended 31 March 2008

At 1 April 2007	1.18
Granted during the year	3.92
Exercised during the year	0.60
At 31 March 2008	3.67

For the year ended 31 March 2009

At 1 April 2008	3.67
Granted during the year	1.02
At 31 March 2009	2.75

- (d) The weighted average remaining contractual life of the share options outstanding at 31 March 2009 was approximately 1.1 years (2008: 1.1 years).

42. SHARE OPTION SCHEME (Continued)

The fair value of equity-settled share options granted during the year ended 31 March 2009 was estimated as at the approved date of grant using a Binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the weighted average inputs to the model used for the year ended 31 March 2009.

Expected volatility (%)	60.39%
Risk-free interest rate (%)	0.27%
Weighted average share price (HK\$)	HK\$1.04

The expected life of the options is based on the historical data over the past one year and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

At 31 March 2009, the Company had 144,500,000 (2008: 94,500,000) share options outstanding under the Scheme, which represented approximately 12% (2008: 8%) of the Company's shares in issue at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 144,500,000 (2008: 94,500,000) additional ordinary shares of the Company and additional share capital of HK\$1,445,000 (2008: HK\$945,000) and share premium of HK\$396,367,000 (2008: HK\$345,867,000) (before issue expenses).

43. RESERVES**(a) Group**

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.

The capital redemption reserve of the Group represents the nominal value of the share capital of the Company repurchased and cancelled.

The contributed surplus of the Group represents the difference between the reduction in the issued share capital of HK\$0.0995 for every issued share at a nominal value of HK\$0.10 each of the Company and amount to be set-off against the accumulated losses of the Company pursuant to a capital restructuring on 25 July 2003.

The share premium account mainly includes shares issued at a premium.

Other reserve represents the difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from minority equity holders.

In accordance with relevant PRC regulations, certain subsidiaries of the Company are required to appropriate not less than 10% of their profits after tax to the respective statutory reserves, until the respective balances of the fund reach 50% of the respective registered capitals. Subject to certain restrictions as set out in the relevant PRC regulations, these statutory reserves may be used to offset against their respective accumulated losses, if any.

112 Notes to the Financial Statements

For the year ended 31 March 2009

43. RESERVES (Continued)

(b) Company

	Share premium account HK\$'000	Contributed surplus HK\$'000	Capital redemption reserve HK\$'000	Share option reserve HK\$'000	Convertible bond equity reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2007	1,062,539	70,725	-	5,766	2,326	-	(201,380)	939,976
Convertible bonds exercised	67,548	-	-	-	(2,326)	-	-	65,222
Placing and subscription of new shares	46,798	-	-	-	-	-	-	46,798
Repurchase of shares	(5,273)	-	-	-	-	-	-	(5,273)
Share repurchase expenses	(19)	-	-	-	-	-	-	(19)
Equity-settled share option arrangements	-	-	-	49,526	-	-	-	49,526
Share issue expenses	(122)	-	-	-	-	-	-	(122)
Share options exercised	2,524	-	-	(604)	-	-	-	1,920
Transfer to capital redemption reserve	-	-	12	-	-	-	(12)	-
Currency translation	-	-	-	-	-	(412)	-	(412)
Net expense recognised directly in equity	-	-	-	-	-	(412)	-	(412)
Loss for the year	-	-	-	-	-	-	(27,115)	(27,115)
Total recognised income and expense for the year	-	-	-	-	-	(412)	(27,115)	(27,527)
At 31 March 2008 and 1 April 2008	1,173,995	70,725	12	54,688	-	(412)	(228,507)	1,070,501
Repurchase of shares	(38,129)	-	-	-	-	-	-	(38,129)
Share repurchase expenses	(271)	-	-	-	-	-	-	(271)
Equity-settled share option arrangements	-	-	-	26,666	-	-	-	26,666
Transfer to capital redemption reserve	-	-	329	-	-	-	(329)	-
Proposed final dividend (Note 12)	-	(36,206)	-	-	-	-	-	(36,206)
Currency translation	-	-	-	-	-	(184)	-	(184)
Net expense recognised directly in equity	-	-	-	-	-	(184)	-	(184)
Profit for the year	-	-	-	-	-	-	178,433	178,433
Total recognised income and expense for the year	-	-	-	-	-	(184)	178,433	178,249
At 31 March 2009	1,135,595	34,519	341	81,354	-	(596)	(50,403)	1,200,810

43. RESERVES (Continued)

(b) Company (Continued)

The capital redemption reserve of the Company represents the nominal value of the share capital of the Company repurchased and cancelled.

The contributed surplus represented reduction in issued share capital pursuant to a capital restructuring on 25 July 2003. Under the Companies Law of Bermuda, the contributed surplus of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

114 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES

- (a) On 31 December 2008, the Group acquired 100% equity interest in Ming Hing Waterworks Engineering (PRC) Limited and its subsidiary (together, the "Ming Hing Group") at a consideration of HK\$53,760,000. Ming Hing Group is principally engaged in water supply and water supply infrastructure.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Total purchase consideration	53,760
Fair value of net assets acquired	<u>(61,640)</u>
Excess over the cost of a business combination recognised in the income statement	<u><u>(7,880)</u></u>

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	80,684	80,684
Prepaid land lease payments	33,706	22,670
Inventories	31	31
Trade receivables	373	373
Prepayments, deposits and other receivables	10,953	10,953
Bank and cash balances	4,235	4,235
Trade payables	(2,385)	(2,385)
Accrued liabilities, deposits received and other payables	(36,211)	(36,211)
Bank loans	(20,980)	(20,980)
Government loans	(6,007)	(6,007)
Deferred tax liabilities	(2,759)	–
Amounts due to former group companies	<u>(43,175)</u>	<u>(43,175)</u>
	18,465	10,188
Amounts due to former group companies assigned to the Group	<u>43,175</u>	<u>43,175</u>
Net assets acquired	<u><u>61,640</u></u>	<u><u>53,363</u></u>
Bank and cash balances in subsidiaries acquired		4,235
Cash consideration		<u>(53,760)</u>
		(49,525)
Add: Settled through current account		<u>53,760</u>
Net inflow		<u><u>4,235</u></u>

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(a) (Continued)

Since its acquisition, Ming Hing Group contributed revenue of HK\$10,666,000 and net profit of HK\$3,541,000 to the Group for the period from 31 December 2008 to 31 March 2009.

Had the combination taken place on 1 April 2008, the revenue and the net profit of the Group for the year ended 31 March 2009 would have been HK\$1,063,399,000 and HK\$230,991,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2008, nor are they intended to be a projection of future results.

(b) On 21 May 2008, the Group acquired 49% effective equity interest in 惠州大亞灣溢源淨水有限公司(“大亞灣溢源”) from 惠州市投資管理有限公司, a minority equity holder of a subsidiary of the Company at a consideration of RMB190,127,000 (approximately HK\$209,139,000). 大亞灣溢源 is principally engaged in water supply and water supply infrastructure.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Cash consideration	61,689
Deposits paid (note 25 (ii)(b))	147,450
Total consideration	209,139
Direct costs relating to the acquisition	3,900
Fair value of net assets acquired	(165,735)
Goodwill	47,304

The goodwill is attributable to the high profitability of the acquired business and the significant synergies expected to arise after the Group's acquisition of 大亞灣溢源.

116 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(b) (Continued)

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	334,859	334,859
Prepayments, deposits and other receivables	9,006	9,006
Bank and cash balances	346	346
Accrued liabilities, deposits received and other payables	(55,024)	(55,024)
Other borrowings	(52,423)	(52,423)
Minority interests	(71,029)	(71,029)
Net assets attributed to the Group acquired	<u>165,735</u>	<u>165,735</u>
Bank and cash balances in subsidiaries acquired		346
Cash consideration		(61,689)
Direct cost relating to the acquisition paid		<u>(3,900)</u>
Net outflow		<u>(65,243)</u>

Since its acquisition, 大亞灣溢源 contributed revenue of HK\$33,969,000 and net profit of HK\$3,740,000 to the Group for the period from 21 May 2008 to 31 March 2009.

Had the combination taken place on 1 April 2008, the revenue and the net profit of the Group for the year ended 31 March 2009 would have been HK\$1,033,199,000 and HK\$228,674,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2008, nor are they intended to be a projection of future results.

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

- (c) On 24 April 2007, the Group acquired 75.5% equity interest in 江河水務有限公司 and its subsidiaries and its associates (together, the “江河水務 Group”) at a consideration of RMB47,750,000 (approximately HK\$47,750,000). 江河水務 Group is principally engaged in water supply and water supply infrastructure.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Total purchase consideration	47,750
Fair value of net assets acquired	(38,919)
Goodwill	8,831

The goodwill is attributable to the high profitability of the acquired business and the significant synergies expected to arise after the Group's acquisition of 江河水務 Group.

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	24,203	24,203
Prepaid land lease payments	2,779	2,779
Interests in associates	36,238	36,238
Trade receivables	426	426
Prepayments, deposits and other receivables	1,139	1,139
Bank and cash balances	34,538	34,538
Trade payables	(50)	(50)
Accrued liabilities, deposits received and other payables	(38,435)	(38,435)
Other borrowings	(1,780)	(1,780)
Minority interests	(20,139)	(20,139)
Net assets attributed to the Group acquired	38,919	38,919
Bank and cash balances in subsidiaries acquired		34,538
Cash consideration		(47,750)
Net outflow		(13,212)

118 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(c) (Continued)

Since its acquisition, 江河水務 Group contributed revenue of HK\$5,485,000 and net profit of HK\$11,755,000 to the Group for the period from 24 April 2007 to 31 March 2008.

Had the combination taken place on 1 April 2007, the revenue and the net profit of the Group for the year ended 31 March 2008 would have been HK\$772,925,000 and HK\$520,224,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2007, nor are they intended to be a projection of future results.

(d) On 28 May 2007, the Group acquired additional 39.94% equity interest in 廣東新會水務有限公司 (“廣東新會水務”) at a consideration of RMB73,700,000 (approximately HK\$66,540,000). Taking into account the Group's 6.04% effective equity interest in 廣東新會水務 before the acquisition, the Group has 45.98% effective equity interest in 廣東新會水務 upon completion of the acquisition. 廣東新會水務 is principally engaged in water supply business and water supply infrastructure.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Cash consideration	26,540
Deposit paid	40,000
Transfer from other financial assets	18,556
Total consideration	85,096
Fair value of net assets acquired	(103,311)
Excess over the cost of a business combination recognised in the income statement	(18,215)

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(d) (Continued)

The assets and liabilities arising from the acquisition are as follows:

	Fair value	Carrying amount
	HK\$'000	HK\$'000
Property, plant and equipment	102,015	102,015
Inventories	4,526	4,526
Trade receivables	4,494	4,494
Prepayments, deposits and other receivables	117,777	117,777
Bank and cash balances	4,461	4,461
Trade payables	(5,313)	(5,313)
Accrued liabilities, deposits received and other payables	(6,521)	(6,521)
Bank loans	(16,320)	(16,320)
Provision for tax	(124)	(124)
Minority interest	(101,684)	(101,684)
	<u>103,311</u>	<u>103,311</u>
Net assets attributed to the Group acquired	<u>103,311</u>	<u>103,311</u>
Bank and cash balances in subsidiaries acquired		4,461
Cash consideration		(26,540)
		<u>(22,079)</u>
Net outflow		<u>(22,079)</u>

Since its acquisition, 廣東新會水務 contributed revenue of HK\$79,483,000 and net profit of HK\$14,748,000 to the Group for the period from 28 May 2007 to 31 March 2008.

Had the combination taken place on 1 April 2007, the revenue and the net profit of the Group for the year ended 31 March 2008 would have been HK\$782,636,000 and HK\$520,280,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2007, nor are they intended to be a projection of future results.

120 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

- (e) On 1 April 2007, the Group acquired 48% effective equity interest in 新余市仙女湖游船有限責任公司 (“仙女湖游船”) at a consideration of RMB20,300,000 (approximately HK\$20,300,000). 仙女湖游船 is principally engaged in sightseeing business.

Details of the net assets acquired are as follows:

	HK\$'000
Total consideration contributed by the Group	9,744
Fair value of net assets acquired	(9,744)
	—

The assets arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	16,817	16,817
Prepayments, deposits and other receivables	3,483	3,483
Minority interests	(10,556)	(10,556)
Net assets attributed to the Group acquired	9,744	9,744
Deposit paid		20,300
Consideration		(20,300)
Net outflow		—

Since its acquisition, 仙女湖游船 contributed revenue of HK\$4,765,000 and net loss of HK\$456,000 to the Group for the period from 1 April 2007 to 31 March 2008.

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

- (f) On 10 July 2007, the Group acquired 45.98% effective equity interest in 江門市銀龍消防工程有限公司 (“江門市銀龍消防”) at a consideration of RMB3,000,000 (approximately HK\$3,076,000). 江門市銀龍消防 is principally engaged in fire work installation.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Total consideration contributed by the Group	1,414
Fair value of net assets acquired	(726)
Goodwill	688

The goodwill is attributable to the high profitability of the acquired business and the significant synergies expected to arise after the Group's acquisition of 江門市銀龍消防.

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	775	775
Inventories	1,181	1,181
Trade receivables	355	355
Prepayments, deposits and other receivables	4	4
Bank and cash balances	37	37
Trade payables	(375)	(375)
Accrued liabilities and other payables	(398)	(398)
Minority interests	(853)	(853)
Net assets attributed to the Group acquired	726	726
Bank and cash balances in subsidiaries acquired		37
Consideration		(3,076)
Net outflow		(3,039)

Since its acquisition, 江門市銀龍消防 contributed revenue of HK\$236,000 and net loss of HK\$255,000 to the Group for the period from 10 July 2007 to 31 March 2008.

122 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(f) (Continued)

Had the combination taken place on 1 April 2007, the revenue and the net profit of the Group for the year ended 31 March 2008 would have been HK\$772,621,000 and HK\$519,966,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2007, nor are they intended to be a projection of future results.

(g) On 1 April 2007, the Group acquired additional 28% effective equity interest in 荊州水務泉鑫物資貿易有限公司 (“荊州泉鑫物資”) at a consideration of RMB340,000 (approximately HK\$340,000). Upon completion of the acquisition, the Group held 51% effective equity interest in 荊州泉鑫物資. 荊州泉鑫物資 is principally engaged in trading of water supply material and was accounted for as an associate during the year ended 31 March 2007.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Total consideration contributed by the Group	173
Transfer from interests in associates	472
Fair value of net assets acquired	(507)
Goodwill	138

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(g) (Continued)

The assets and liabilities arising from the acquisition are as follows:

	Fair value	Carrying amount
	HK\$'000	HK\$'000
Property, plant and equipment	7	7
Inventories	7,610	7,610
Trade receivables	2,058	2,058
Prepayments, deposits and other receivables	426	426
Bank and cash balances	1,657	1,657
Trade payables	(3,107)	(3,107)
Amounts due to related companies	(7,656)	(7,656)
Minority interests	(488)	(488)
	507	507
Net assets attributed to the Group acquired	507	507
Bank and cash balances in subsidiaries acquired		1,657
Consideration		(340)
		1,317
Net inflow		1,317

Since its acquisition, 荊州泉鑫物資 contributed revenue of HK\$9,962,000 and net profit of HK\$439,000 to the Group for the period from 1 April 2007 to 31 March 2008.

- (h) On 1 April 2007, the Group acquired additional 26% effective equity interest in 荊州水務鼎鑫源工程有限公司 (“荊州鼎鑫源”) at a consideration of RMB854,000 (approximately HK\$854,000). Upon completion of the acquisition, the Group held 51% effective equity interest in 荊州鼎鑫源 after acquisition. 荊州鼎鑫源 is principally engaged in trading of water supply infrastructure and was accounted for as an associate during the year ended 31 March 2007.

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Total consideration contributed by the Group	435
Transfer from interests in associates	503
Fair value of net assets acquired	(493)
	445
Goodwill	445

124 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(h) (Continued)

The goodwill is attributable to the high profitability of the acquired business and the significant synergies expected to arise after the Group's acquisition of 荊州鼎鑫源.

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	177	177
Inventories	510	510
Trade receivables	474	474
Prepayments, deposits and other receivables	2,192	2,192
Bank and cash balances	438	438
Trade payables	(51)	(51)
Accrued liabilities and other payables	(2,774)	(2,774)
Minority interests	(473)	(473)
	<hr/>	<hr/>
Net assets attributed by the Group acquired	493	493
	<hr/>	<hr/>
Bank and cash balances in subsidiaries acquired		438
Consideration		(854)
		<hr/>
Net outflow		(416)
		<hr/>

Since its acquisition, 荊州鼎鑫源 contributed revenue of HK\$28,606,000 and net profit of HK\$2,026,000 to the Group for the period from 1 April 2007 to 31 March 2008.

(i) On 31 July 2007, the Group acquired the entire assets and liabilities and the water supply business from 江門市新會鑫源自來水有限公司 at a consideration of RMB104,291,000 (approximately HK\$115,545,000).

Details of the net assets acquired are as follows:

	HK\$'000
Total consideration	115,545
Fair value of net assets acquired	(115,545)
	<hr/>
	-
	<hr/>

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(i) (Continued)

The assets and liabilities arising from the acquisition are as follows:

	Fair value	Carrying amount
	HK\$'000	HK\$'000
Property, plant and equipment	100,102	100,102
Prepaid land lease payments	30,350	30,350
Inventories	268	268
Trade receivables	3,334	3,334
Prepayments, deposits and other receivables	67,079	67,079
Bank and cash balances	842	842
Trade payables	(63,213)	(63,213)
Accrued liabilities, deposits received and other payables	(5,404)	(5,404)
Bank loans	(17,727)	(17,727)
Provision for tax	(86)	(86)
	<hr/>	<hr/>
Net assets acquired	<u>115,545</u>	<u>115,545</u>
Bank and cash balances acquired		842
Consideration		<u>(115,545)</u>
		<hr/>
Net outflow		<u>(114,703)</u>

Since its acquisition, 江門市新會鑫源自來水有限公司 contributed revenue of HK\$23,640,000 and net profit of HK\$812,000 to the Group for the period from 31 July 2007 to 31 March 2008.

Had the combination taken place on 1 April 2007, the revenue and the net profit of the Group for the year ended 31 March 2008 would have been HK\$780,258,000 and HK\$520,192,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2007, nor are they intended to be a projection of future results.

126 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

- (j) On 31 August 2007, the Group acquired the entire assets and liabilities and the water supply business from 分宜縣自來水公司 (“分宜自來水”) at a consideration of RMB25,000,000 (approximately HK\$25,938,000).

Details of the net assets acquired and goodwill are as follows:

	HK\$'000
Total purchase consideration	25,938
Fair value of net assets acquired	(21,289)
Goodwill	4,649

The goodwill is attributable to the high profitability of the acquired business and the significant synergies expected to arise after the Group's acquisition of 分宜自來水.

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Property, plant and equipment	23,632	23,632
Prepaid land lease payments	5,545	5,545
Inventories	828	828
Trade receivables	139	139
Prepayments, deposits and other receivables	1,832	1,832
Bank and cash balances	88	88
Trade payables	(252)	(252)
Accrued liabilities, deposits received and other payables	(4,619)	(4,619)
Bank loans	(5,904)	(5,904)
Net assets acquired	21,289	21,289
Bank and cash balances acquired		88
Consideration		(25,938)
Net outflow		(25,850)

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(j) (Continued)

Since its acquisition, 分宜自來水 contributed revenue of HK\$6,391,000 and net profit of HK\$1,431,000 to the Group for the period from 31 August 2007 to 31 March 2008.

Had the combination taken place on 1 April 2007, the revenue and the net profit of the Group for the year ended 31 March 2008 would have been HK\$776,807,000 and HK\$520,773,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2007, nor are they intended to be a projection of future results.

(k) On 28 January 2008, the Group acquired assets and the water supply business from 江陵縣建設局 at a consideration of RMB19,000,000 (approximately HK\$21,072,000).

Details of the net assets acquired are as follows:

	HK\$'000
Total consideration	21,072
Fair value of net assets acquired	(21,072)
	-

The assets and liabilities arising from the acquisition are as follows:

	Fair value HK\$'000	Carrying amount HK\$'000
Prepaid land lease payments	8,064	8,064
Property, plant and equipment	13,008	13,008
	21,072	21,072
Net assets acquired		
Consideration		(21,072)
Net outflow		(21,072)

Since its acquisition, 江陵縣建設局 contributed revenue of HK\$525,000 and net profit of HK\$208,000 to the Group for the period from 28 January 2008 to 31 March 2008.

128 Notes to the Financial Statements

For the year ended 31 March 2009

44. ACQUISITION OF SUBSIDIARIES AND BUSINESSES (Continued)

(k) (Continued)

Had the combination taken place on 1 April 2007, the revenue and the net profit of the Group for the year ended 31 March 2008 would have been HK\$773,973,000 and HK\$520,290,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2007, nor are they intended to be a projection of future results.

45. NOTES TO CONSOLIDATED CASH FLOW STATEMENTS

(a) Disposal of subsidiaries

	2009 HK\$'000	2008 HK\$'000
Net (liabilities)/assets disposed of:		
Property, plant and equipment	533	60,123
Prepaid land lease payments	–	1,054
Bank and cash balances	278	14,230
Deposit for acquisition of equity instrument	–	5,100
Trade receivables	866	4
Inventories	1,857	10,584
Prepayments, deposits and other receivables	25	8,247
Trade payables	(933)	(519)
Provision for tax	(31)	(7,267)
Accrued liabilities and other payables	(1,783)	(20,413)
Due to minority equity holders of subsidiaries	(130)	(7,618)
Other loans	–	(3,635)
Minority interests	(913)	(30,243)
	(231)	29,647
Due to group companies disposed of	–	(19,258)
Release of exchange fluctuation reserve upon disposal	(65)	(3,364)
Release of other reserve upon disposal	–	11,636
Release of statutory reserves upon disposal	(8)	–
Gain on disposal of subsidiaries	1,438	353,219
Total consideration	1,134	371,880

45. NOTES TO CONSOLIDATED CASH FLOW STATEMENTS (Continued)

(a) Disposal of subsidiaries (Continued)

	2009 HK\$'000	2008 HK\$'000
Satisfied by:		
Waiver of amounts due from the disposed subsidiaries by the Group	–	(19,258)
China Botanic Convertible Bonds acquired (note 22), at fair value	–	239,220
China Botanic Shares acquired (note 21(a)), at fair value	–	151,918
Cash	1,134	–
Total consideration	1,134	371,880

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	2009 HK\$'000	2008 HK\$'000
Cash consideration	1,134	–
Bank and cash balances disposed of	(278)	(14,230)
Net inflow/(outflow)	856	(14,230)
Less: unsettled amount of cash consideration as at 31 March 2009	(1,134)	–
Net outflow	(278)	(14,230)

The disposed subsidiaries during the year ended 31 March 2009 contributed revenue of HK\$2,374,000 and net profit of HK\$284,006 respectively to the Group for the period from 1 April 2008 to 31 December 2008 (being effective date of disposal).

The disposed subsidiaries during the year ended 31 March 2008 contributed revenue of HK\$6,960,000 and net loss of HK\$8,588,000 respectively to the Group for the period from 1 April 2007 to 26 November 2007 (being effective date of disposal).

130 Notes to the Financial Statements

For the year ended 31 March 2009

45. NOTES TO CONSOLIDATED CASH FLOW STATEMENTS (Continued)

(b) Major non-cash transactions

In addition to those disclosed elsewhere in the financial statements, the Group had the following major non-cash transactions:

- (i) During the year ended 31 March 2008, the Group purchased the property, plant and equipment of HK\$105,870,000 from the minority equity holder and was settled through the current account with the minority equity holder.
- (ii) During the year ended 31 March 2008, registered capital of a subsidiary of the Company in the PRC were paid up by transfer of net assets at a total net carrying value of HK\$20,691,000, which mainly comprised the property, plant and equipment of HK\$33,495,000, land use rights of HK\$5,315,000 and borrowings of HK\$7,345,000, from the minority equity holder of the subsidiary. The excess of net assets over the registered capital of the subsidiary paid up by the minority equity holder of the subsidiary amounted to HK\$4,334,000 was settled through the current account with the minority equity holder.
- (iii) During the year ended 31 March 2009, equity-settled share options expenses of HK\$26,666,000 (2008: HK\$49,526,000) were charged to income statement.
- (iv) During the year ended 31 March 2009, the acquisition of Ming Hing Group at a consideration of HK\$53,760,000 was settled by the disposal of the Group's entire interests of 128,000,000 ordinary shares in Ming Hing Waterworks Holdings Limited, whose shares are listed on the Stock Exchange, at a consideration of HK\$53,760,000.
- (v) During the year ended 31 March 2009, trade receivables of HK\$216,871,000 were settled by the land use rights in various pieces of land situated in the PRC, which were classified as investment properties.
- (vi) During the year ended 31 March 2009, registered capitals of certain subsidiaries of the Group in the PRC were paid up by transfer of the property, plant and equipment of HK\$42,846,000 and were settled through the current account with the minority equity holder of HK\$142,879,000.

46. COMMITMENTS

At the balance sheet date, the Group/Company had the following outstanding commitments:

(i) Capital commitments

	Group	
	2009 HK\$'000	2008 HK\$'000
Contracted, but not provided for		
– Construction in progress	62,604	67,059
– Plant and machinery	14,338	9,799
– Leasehold improvements	306	448
– Water pipelines	72,027	18,623
	<u>149,275</u>	<u>95,929</u>

(ii) Operating lease arrangement

As lessee

The Group leases certain of its leasehold land, office premises, properties, water pipelines, plant and machinery under operating lease arrangements for terms ranging from one to ten years. Certain leases contain an option to renew the lease and renegotiated the terms at the expiry dates or at dates mutually agreed between the Group and the landlords. None of the leases include contingent rentals.

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

	Group	
	2009 HK\$'000	2008 HK\$'000
Within one year	12,750	4,912
In the second to fifth years, inclusive	38,565	9,196
After five years	51,558	19,301
	<u>102,873</u>	<u>33,409</u>

132 Notes to the Financial Statements

For the year ended 31 March 2009

46. COMMITMENTS (Continued)

(ii) Operating lease arrangement (Continued)

As lessor

The Group sub-leases certain of its leased properties under operating lease arrangements for terms ranging from one to five years. Certain leases contain an option to renew the lease and renegotiated the terms at the expiry dates or at dates mutually agreed between the Group and the lessees. None of the leases include contingent rentals.

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

	Group	
	2009 HK\$'000	2008 HK\$'000
Within one year	1,796	1,271
In the second to fifth years, inclusive	2,428	1,415
	<u>4,224</u>	<u>2,686</u>

(iii) At the balance sheet date, the Group had other commitments amounted to HK\$359,124,000 (2008: HK\$540,833,000) in respect of its business development and construction projects (including the BOT arrangements) in the PRC.

(iv) At 31 March 2009, the Company had commitment to make direct capital injections to its equity ventures operating in the PRC of approximately HK\$104,637,000 (2008: HK\$240,435,000).

47. PRELIMINARY AGREEMENTS

During the financial years presented and up to the approval of these financial statements, the Group entered into various preliminary agreements with various parties in respect of the preliminary investments and establishment of joint ventures in the PRC which will be principally engaged in the provision of water supply and other water related businesses. These preliminary agreements (the "Preliminary Agreements") are not legally binding and their terms and conditions have not been agreed and finalised. Details of the Preliminary Agreements were set out in the respective Company's announcements.

48. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate measures to manage the Group's exposure to market risk (including principally changes in interest rates and currency exchange rates), credit risk and liquidity risk. Generally, the Group employs a conservative strategy regarding its risk management. The Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes.

(a) Credit risk

Except for certain other financial assets of HK\$456,701,000 (2008: HK\$577,741,000) which are held directly by the Group, the maximum credit risk exposure of the financial assets is summarised in note (g) below.

The Group's bank balances are deposited with Hong Kong and the PRC banks.

The Group has significant concentration of credit risk in relation to its receivables from customers amounting to HK\$227,033,000 (2008: HK\$302,586,000) arising from its other infrastructure construction operation.

The Group is exposed to credit risk in respect of the China Botanic Convertible Bonds (note 22).

There is no requirement for collateral by the Group.

(b) Foreign currency risk

The Group's exposure to currency exchange rate is minimal as majority of the subsidiaries of the Group operates in the PRC with most of the transaction denominated and settled in RMB. Accordingly, the Group does not use derivative financial instruments to hedge its foreign currency risk.

(c) Interest rate risk

The Group's exposure to interest rate risk mainly arises on bank deposits and interest-bearing borrowings at floating rates (note 35). The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk.

Interest rate sensitivity

If the interest rates had been increased/decreased by 100 basis points at the beginning of the year and all other variables were held constant, the Group's profit after tax and retained profits would decrease/increase by approximately HK\$3,712,000 (2008: HK\$90,000) and the Company's profit after tax would increase/decrease by approximately HK\$623,000 and accumulated losses would decrease/increase by approximately HK\$623,000 (2008: the Company's loss after tax and accumulated losses would decrease/increase by approximately HK\$119,000). The assumed changes have no impact on the Group's and the Company's other components of equity.

The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date.

134 Notes to the Financial Statements

For the year ended 31 March 2009

48. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Fair values

The fair values of the Group's current financial assets and liabilities are not materially different from their carrying amount because of the immediate or short term maturity.

(e) Price risk

The financial assets at fair value through profit and loss, conversion options embedded in convertible bonds, derivative financial instruments, certain available-for-sale financial assets and warrants are stated at fair value and expose the Group to price risk.

Sensitivity analysis

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

If the share price input to the valuation model had been 10% higher while all other variables were held constant, the profit after tax for the year ended 31 March 2008 and 31 March 2009 would increase by approximately HK\$27,506,000 and HK\$15,485,000 respectively for the Group and would decrease by approximately HK\$2,830,000 and HK\$608,000 respectively for the Company. Other components of consolidated equity as at 31 March 2009 would increase by approximately HK\$1,330,000 for the Group (2008: HK\$7,846,000).

If the share price input to the valuation model had been 10% lower while all other variables were held constant, the profit after tax for the year ended 31 March 2008 and 31 March 2009 would decrease by approximately HK\$24,850,000 and HK\$15,485,000 respectively for the Group and would increase by approximately HK\$4,843,000 and HK\$608,000 respectively for the Company. Other components of consolidated equity as at 31 March 2009 would decrease by approximately HK\$1,330,000 for the Group (2008: HK\$7,846,000).

It is also assumed that none of the Group's available-for-sale financial assets would be considered impaired as a result of reasonably possible decrease in the share price.

(f) Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on internally generated funding and borrowings as significant sources of liquidity. The Group is exposed to liquidity risk arising from certain redemption rights of the convertible bonds (note 38).

48. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(f) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the balance sheet dates, based on the contracted undiscounted payments, was as follows:

Group

	On demand HK\$'000	Less than three months HK\$'000	Three to twelve months HK\$'000	Over one year HK\$'000	Total HK\$'000
At 31 March 2009					
Trade payables	251,698	9,257	9	170	261,134
Other payables	429,858	–	–	–	429,858
Accrued liabilities	–	54,739	3,537	–	58,276
Borrowings	125,330	12,109	203,925	1,372,302	1,713,666
Due to minority equity holders of subsidiaries	109,497	–	–	–	109,497
Due to a jointly-controlled entity	13,970	–	–	–	13,970
Convertible bonds	–	–	–	280,817	280,817
	930,353	76,105	207,471	1,653,289	2,867,218
At 31 March 2008					
Trade payables	135,767	29,025	–	–	164,792
Other payables	255,386	–	–	–	255,386
Accrued liabilities	–	36,590	1,883	–	38,473
Borrowings	55,381	38,870	87,641	550,531	732,423
Due to minority equity holders of subsidiaries	229,657	–	–	–	229,657
Convertible bonds	–	–	–	863,005	863,005
	676,191	104,485	89,524	1,413,536	2,283,736

136 Notes to the Financial Statements

For the year ended 31 March 2009

48. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(f) Liquidity risk (Continued)

Company

	On demand HK\$'000	Less than three months HK\$'000	Three to twelve months HK\$'000	Over one year HK\$'000	Total HK\$'000
At 31 March 2009					
Other payables	10,722	–	–	–	10,722
Accrued liabilities	–	3,017	–	–	3,017
Due to subsidiaries	207,072	–	–	–	207,072
Due to a jointly-controlled entity	13,970	–	–	–	13,970
Convertible bonds	–	–	–	280,817	280,817
	231,764	3,017	–	280,817	515,598
At 31 March 2008					
Other payables	10,172	–	–	–	10,172
Accrued liabilities	–	518	–	–	518
Due to subsidiaries	27,904	–	–	–	27,904
Convertible bonds	–	–	–	863,005	863,005
	38,076	518	–	863,005	901,599

48. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**(g) Summary of financial assets and liabilities by categories**

The carrying amounts of the Group's and the Company's financial assets and liabilities as recognised at the balance sheet dates are also analysed into the following categories. See notes 3.16 and 3.23 for explanations about how the category of financial instruments affects their subsequent measurement.

Financial assets

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Loan and receivables				
– Trade receivables	337,318	355,882	–	–
– Amounts due from grantors for contract work	52,797	–	–	–
– Other receivables	194,604	134,271	16,758	9,333
– Due from subsidiaries	–	–	537,901	573,975
– Due from minority equity holders of subsidiaries	31,208	18,427	2,140	–
	615,927	508,580	556,799	583,308
– Bank and cash balances (including pledged deposits)	577,654	458,106	74,027	165,943
	1,193,581	966,686	630,826	749,251
At fair value through profit or loss				
– Financial assets	132,896	296,314	971	1,561
– Conversion options embedded in convertible bonds	61,984	69,824	–	–
	194,880	366,138	971	1,561
Available-for-sale financial assets				
– Financial assets	456,701	359,888	182,699	–
– Investment in debt securities	56,497	132,414	–	–
	513,198	492,302	182,699	–
	1,901,659	1,825,126	814,496	750,812

138 Notes to the Financial Statements

For the year ended 31 March 2009

48. RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(g) Summary of financial assets and liabilities by categories (Continued)

Financial liabilities

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Measured at amortised cost				
– Trade payables	261,134	164,792	–	–
– Other payables	429,858	255,386	10,722	10,172
– Accrued liabilities	58,276	38,473	3,017	518
– Borrowings	1,344,167	563,309	–	–
– Due to subsidiaries	–	–	207,072	27,904
– Due to minority equity holders of subsidiaries	109,497	229,657	–	–
– Due to a jointly-controlled entity	13,970	–	13,970	–
– Convertible bonds	235,530	590,250	235,530	590,250
	<u>2,452,432</u>	<u>1,841,867</u>	<u>470,311</u>	<u>628,844</u>
At fair value through profit or loss				
– Derivative financial instruments	6,339	94,635	6,339	94,635
– Warrants	552	–	552	–
	<u>6,891</u>	<u>94,635</u>	<u>6,891</u>	<u>94,635</u>
	<u>2,459,323</u>	<u>1,936,502</u>	<u>477,202</u>	<u>723,479</u>

49. CAPITAL MANAGEMENT

The Group's capital management objectives include:

- (i) to safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for equity holders and benefits for other stakeholders;
- (ii) to support the Group's stability and growth; and
- (iii) to provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and equity holders' returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

The Group sets the amount of equity capital in proportion to its overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount dividends paid to equity holders, return capital to equity holders, issue new shares or raise new debts, or sell assets to reduce debt.

The capital-to-overall financing ratio at the balance sheet date was as follows:

	Group	
	2009 HK\$'000	2008 HK\$'000
Capital		
Total equity	2,687,837	2,226,344
Overall financing		
Borrowings	1,344,167	563,309
Convertible bonds	235,530	590,250
Derivative financial instruments	6,339	94,635
Warrants	552	–
Due to minority equity holders of subsidiaries	109,497	229,657
	1,696,085	1,477,851
Capital-to-overall financing ratio	1.58 times	1.51 times

140 Notes to the Financial Statements

For the year ended 31 March 2009

50. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following material related party transactions:

(a)

		2009 HK\$'000	2008 HK\$'000
Sales of debt securities	(i)	30,000	–
Sales of listed equity investment to a director	(ii)	–	72,741

Notes:

- (i) During the year ended 31 March 2009, the Group entered into an agreement with Global Business Investment Enterprises Limited, a wholly owned subsidiary of Prime Investments Holdings Limited (“PIHL”), whose shares are listed on the Stock Exchange, for the disposal of China Botanic Convertible Bonds in the principal amount of HK\$25,000,000. The total cash consideration was HK\$30,000,000. Mr. Duan Chuan Liang, a director of the Company, is a substantial shareholder of PIHL. The gain on disposal amounted to approximately HK\$4,092,000 was included in “Gain on disposal of other financial assets”.
- (ii) During the year ended 31 March 2008, the Group entered into an agreement with AFRL for the disposal of a total of 427,890,908 ordinary shares of PIHL at a price of HK\$0.17 per share, which represented approximately 87.92% of the issued share capital of PIHL. The total cash consideration was approximately HK\$72,741,000. The gain on disposal amounted to approximately HK\$21,363,000 was included in fair value gain on financial assets at fair value through profit or loss. This related party transaction also constitutes connected transaction as defined in Listing Rules.
- (b) During the year ended 31 March 2008, the Group made repayment of HK\$5,652,000 to Mr. Duan Chuan Liang. The current account with Mr. Duan Chuan Liang is unsecured, interest-free and repayable on demand.
- (c) Compensation of key management personnel of the Group:

	2009 HK\$'000	2008 HK\$'000
Total remuneration of directors and other members of key management during the year		
– Short term employee benefits	42,888	8,588
– Share-based payments	17,222	37,773
– Retirement scheme contribution	24	33
	60,134	46,394

50. RELATED PARTY TRANSACTIONS (Continued)

- (d) During the year ended 31 March 2009, the Group acquired additional 0.54% and 0.41% equity interest in 江河水務 from Mr. Li Ji Sheng, a director of the Company and the minority equity holder respectively at a consideration of RMB1,500,000 (approximately HK\$1,702,000) and RMB1,250,000 (approximately HK\$1,277,000) respectively. The difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from Mr. Li Ji Sheng and the minority equity holder has been dealt with in the other reserve.
- (e) During the year ended 31 March 2009, the Group acquired additional 45% equity interest in 河南銀龍(西華)供水有限公司 from the minority equity holder at a consideration of RMB6,300,000 (approximately HK\$7,183,000). The difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from the minority equity holder has been dealt with in the other reserve.
- (f) During the year ended 31 March 2009, the Group acquired additional 40% equity interest in 北京江河旋龍水泵技術有限公司 from the minority equity holder at a consideration of RMB50,000 (approximately HK\$57,000). The difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from the minority equity holder has been dealt with in the other reserve.
- (g) During the year ended 31 March 2009, the Group acquired additional 10% equity interest in 新余仙女湖新城開發有限公司 from the minority equity holder at a consideration of HK\$24,500,000. The difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from the minority equity holder has been dealt with in the other reserve.
- (h) During the year ended 31 March 2008, the Group acquired additional 5.71% equity interest in 江河水務 from the minority equity holder at a consideration of RMB14,800,000 (approximately HK\$16,397,000). The difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from the minority equity holder has been dealt with in the other reserve.
- (i) During the year ended 31 March 2008, the Group acquired additional approximately 4.02% equity interest in 廣東新會水務 from the minority equity holder at a consideration of RMB18,556,000 (approximately HK\$20,558,000). The difference between the consideration and the carrying amount of the net assets attributable to the additional interests in subsidiaries being acquired from the minority equity holder has been dealt with in the other reserve.

142 Notes to the Financial Statements

For the year ended 31 March 2009

51. POST BALANCE SHEET EVENTS

In addition to those disclosed elsewhere in these financial statements, the Group had the following material post balance sheet events:

- (a) On 26 June 2009, Mr. Duan Chuan Liang, a director of the Company and AFRL entered into a placing agreement with Kim Eng Securities (Hong Kong) Limited for the placing of up to 120,000,000 ordinary shares of the Company at a price of HK\$1.90 per share. Pursuant to a subscription agreement on the same date, Mr. Duan Chuan Liang and AFRL subscribed for 120,000,000 new ordinary shares of the Company at a price of HK\$1.90 per share. On 10 July 2009, the subscription completed and raised total consideration of approximately HK\$228,000,000 (before expenses).
- (b) On 15 July 2009, the Company announced to propose to reduce the entire amount standing to the credit of the share premium amount of the Company to nil (the "Share Premium Reduction"). The credit arising from the Share Premium Reduction will be credited to the contributed surplus account of the Company. The resolution for the Share Premium Reduction will be submitted for formal approval at the forthcoming annual general meeting.

52. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements for the year ended 31 March 2009 were approved for issue by the board of directors on 28 July 2009.

Particulars of Properties for Investment 143

For the year ended 31 March 2009

Location	Type	Lot number	Lease term
中國江西省新余市體育中心西側	Commercial/ residential	1-3-708	40 years/ 70 years
中國江西省新余市新欣大道以東, 高新大道以北	Commercial	E13-2	40 years
中國江西省新余市清萍公路南側	Commercial/ residential	106	40 years/ 70 years
中國江西省新余市清萍公路南側	Commercial/ residential	107	40 years/ 70 years
中國江西省新余市仙女湖大道北側	Commercial/ residential	202	40 years/ 70 years
中國江西省新余市仙女湖大道北側	Commercial/ residential	203	40 years/ 70 years
中國江西省新余市仙女湖大道北側	Commercial/ residential	204	40 years/ 70 years
中國江西省新余市仙女湖大道南側	Commercial/ residential	205	40 years/ 70 years
中國江西省新余市仙女湖大道南側	Commercial/ residential	206	40 years/ 70 years
中國江西省新余市仙女湖大道南側	Commercial/ residential	207	40 years/ 70 years
中國江西省新余市河下鎮環湖路南側	Commercial/ residential	219	40 years/ 70 years
中國江西省新余市河下鎮環湖路南側	Commercial/ residential	220	40 years/ 70 years
中國江西省新余市河下鎮環湖路南側	Commercial/ residential	221	40 years/ 70 years

144 Financial Summary

RESULTS

	2009 HK\$'000	Year ended 31 March			
		2008 HK\$'000 (Restated)	2007 HK\$'000 (Restated)	2006 HK\$'000 (Restated)	2005 HK\$'000 (Restated)
Revenue					
Continuing operations	1,033,199	765,538	134,735	46,813	48,467
Discontinued operation	–	6,960	5,609	6,088	–
	1,033,199	772,498	140,344	52,901	48,467
Profit/(Loss) before income tax					
Continuing operations	326,617	310,484	129,790	(25,727)	(29,802)
Discontinued operation	–	344,631	21,888	5,474	–
	326,617	655,115	151,678	(20,253)	(29,802)
Income tax expense					
Continuing operations	97,943	(135,111)	(44,512)	(3,767)	(1,185)
Discontinued operation	–	–	(4,222)	(990)	–
	97,943	(135,111)	(48,734)	(4,757)	(1,185)
Profit/(Loss) for the year					
Continuing operations	228,674	175,373	85,278	(29,494)	(30,987)
Discontinued operation	–	344,631	17,666	4,484	–
	228,674	520,004	102,944	(25,010)	(30,987)
Attributable to:					
Equity holders of the Company	115,037	427,242	63,379	(38,590)	(29,269)
Minority interests	113,637	92,762	39,565	13,580	(1,718)
	228,674	520,004	102,944	(25,010)	(30,987)

ASSETS AND LIABILITIES

	2009 HK\$'000	At 31 March			
		2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000
Total assets	5,545,417	4,426,432	2,259,290	530,464	111,645
Total liabilities	(2,857,580)	(2,200,088)	(974,993)	(191,275)	(69,119)
Minority interests	(811,677)	(468,760)	(240,098)	(97,859)	(7,476)
Equity attributable to equity holders of the Company	1,876,160	1,757,584	1,044,199	241,330	35,050

Note: Certain comparative figures have been restated due to the adoption of the new or revised standards and interpretations of Hong Kong Financial Reporting Standards effective from 1 April 2005.