

# Deloitte.

## 德勤

### TO THE SHAREHOLDERS OF CHINA GAS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of China Gas Holdings Limited (the "Company") and its subsidiaries (the "Group") on pages 60 to 166 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of consolidated financial statements which give a true and fair view. In preparing consolidated financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those consolidated financial statements and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda (as amended), and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Basis of opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the consolidated financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the consolidated financial statements, and of whether the accounting policies are appropriate to the circumstances of the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the consolidated financial statements are free from material misstatement. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

致中國燃氣控股有限公司

(於百慕達註冊成立之有限公司)

列位股東

本核數師行已完成審核中國燃氣控股有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第60至166頁按照香港普遍採納之會計原則編製之綜合財務報表。

### 董事及核數師之個別責任

貴公司之董事須負責編製真實兼公平之綜合財務報表。在編製該等真實兼公平之綜合財務報表時，董事必須貫徹選用合適之會計政策。

本核數師行之責任是根據本核數師行審核工作之結果，對該等綜合財務報表表達獨立意見，並根據百慕達一九八一年公司法第90條(經修訂)向作為團體之股東作出匯報。除此以外，本報告概不可用作其他用途。本核數師行概不就本報告之內容對任何其他人士負責或承擔任何責任。

### 意見基礎

本核數師行是按照香港會計師公會頒佈之香港核數準則進行審核工作。審核範圍包括以抽查方式查核與綜合財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編製該等綜合財務報表時所作之重大估計和判斷，所選用之會計政策是否適合貴集團之具體情況，以及是否貫徹應用並足夠地披露該等會計政策。

本核數師行在策劃和進行審核工作時，均以取得一切本核數師行認為必需之資料及解釋為目標，以使本核數師行能獲得充份之憑證，就該等綜合財務報表是否存在重大錯誤陳述，作出合理之確定。在表達意見時，本核數師行亦已衡量該等綜合財務報表所載之資料在整體上是否足夠。本核數師行相信，本核數師行之審核工作已為下列意見建立了合理之基礎。

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at March 31, 2006 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

July 21, 2006

## 意見

本核數師行認為綜合財務報表均真實及公平地反映 貴集團於二零零六年三月三十一日之財務狀況及 貴集團截至該日止年度之溢利和現金流量，並已按照香港公司條例之披露資料規定而妥善編製。

### **德勤•關黃陳方會計師行**

*執業會計師*

香港

二零零六年七月二十一日