



中民控股有限公司
Chinese People Holdings Company Limited

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限責任公司)

(Stock Code 股份代號 : 681)

Annual Report 年報

2009-2010



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Corporate Information 公司資料

Board of Directors	Mr. Xu Ruixin (Honourable Chairman) Dr. Mo Shikang (Chairman) Mr. Zhang Hesheng (Deputy Chairman) Mr. Zhu Peifeng (Deputy Chairman) Mr. Jin Song (Managing Director) Mr. Chu Kin Wang Peleus Dr. Liu Junmin* Mr. Tan Qinglian* Mr. Sin Ka Man* (* Independent Non-executive Directors)	董事會	徐瑞新先生 (榮譽主席) 莫世康博士 (主席) 張和生先生 (副主席) 朱培風先生 (副主席) 靳松先生 (董事總經理) 朱健宏先生 劉駿民博士* 譚慶璉先生* 冼家敏先生* (*獨立非執行董事)
Audit Committee	Mr. Sin Ka Man (Chairman) Dr. Liu Junmin Mr. Tan Qinglian	審核委員會	冼家敏先生 (主席) 劉駿民博士 譚慶璉先生
Remuneration Committee	Mr. Zhang Hesheng (Chairman) Dr. Mo Shikang Dr. Liu Junmin Mr. Tan Qinglian Mr. Sin Ka Man	薪酬委員會	張和生先生 (主席) 莫世康博士 劉駿民博士 譚慶璉先生 冼家敏先生
Company Secretary	Ms. Li Fun Replen	公司秘書	李歡小姐
Principal Bankers	Bank of China (Hong Kong) Limited The Hong Kong and Shanghai Banking Corporation Limited China Construction Bank Agricultural Bank of China Industrial Bank Co., Ltd. Bank of Communications Industrial and Commercial Bank of China China Citic Bank China Development Bank	主要往來銀行	中國銀行(香港)有限公司 香港上海滙豐銀行有限公司 中國建設銀行 中國農業銀行 興業銀行 中國交通銀行 中國工商銀行 中信銀行 國家開發銀行
Auditor	SHINEWING (HK) CPA Limited	核數師	信永中和(香港)會計師事務所有限公司
Principal Share Registrar and Transfer Office	HSBC Bank Bermuda Limited 6 Front Street Hamilton HM11 Bermuda	股份過戶登記總處	HSBC Bank Bermuda Limited 6 Front Street Hamilton HM11 Bermuda
Hong Kong Branch Share Registrar and Transfer Office	Tricor Tengis Limited 26th Floor Tesbury Centre 28 Queen's Road East Hong Kong	股份過戶登記香港分處	卓佳登捷時有限公司 香港 皇后大道東28號 金鐘匯中心 26樓
Registered Office	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda	註冊辦事處	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda
Head Office	No. 36 BDA International Business Park No. 2 Jingyuan North Street Economic Technological Development Area Beijing, 100176, China	總辦事處	中國北京市經濟技術開發區 景園北街2號 BDA國際企業大道36號 郵編100176
Principal Place of Business in Hong Kong	Unit 2111, 21st Floor China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong	香港主要營業地點	香港 干諾道中168-200號 信德中心 招商局大廈 21樓2111室
Email	info@681hk.com	電郵	info@681hk.com
Website	www.681hk.com	網址	www.681hk.com
Stock Code	00681	股份代號	00681

Chairman's Statement 主席報告

On behalf of the board of directors (the "Board") of Chinese People Holdings Company Limited (the "Company") and all of its subsidiaries (collectively the "Group"), I am pleased to present the Group's annual report for the year ended 31 March 2010 to the shareholders.

With the dedication and hard work of the management and our staff, the results of the Group recorded a steady growth for the year 2009-2010. The Group achieved a turnover and a profit after taxation of approximately HK\$706,250,000 and HK\$309,758,000 for the year, representing an increase of approximately HK\$126,740,000 and HK\$270,521,000 respectively as compared to the corresponding period last year.

DESCRIPTION OF THE CHINESE ECONOMY AND REVIEW AND PROSPECT OF THE INDUSTRY

In 2009, in order to mitigate the adverse effect of the global economic crisis, the PRC government adopted proactive financial policies and moderate monetary policies, including the implementation of the investment plan of RMB4 trillion announced in November 2008 in phases, as well as the adjustment and stimulus plan for ten key industries (including the petroleum and chemical industry) for promoting general improvement in industrial structure. After a year of commitment, the Chinese economy continued to thrive at a fast but steady pace. According to the "Statistical Report on the National Economy and Social Development of China 2009" published by the National Bureau of Statistics of China, the annual GDP of the PRC for 2009 amounted to RMB33.5353 trillion, up 8.7% from that of last year, which was one of the fastest growth rates among the world's major economies.

本人謹代表中民控股有限公司（「本公司」）董事會（「董事會」）及全體附屬公司（統稱「本集團」），欣然向股東提呈本集團截至2010年3月31日止之年度報告。

經過管理層與全體員工的不懈努力，2009-2010年度集團業績實現穩定增長，實現年營業額約港幣706,250,000元，較去年同期增加約港幣126,740,000元，實現全年稅後溢利約港幣309,758,000元，較去年同期增加約港幣270,521,000元。

中國經濟概述與行業回顧及展望

2009年，為抵禦全球金融危機帶來的不利影響，中國政府採取了積極的財政政策和適度寬鬆的貨幣政策，逐步落實了2008年11月公佈的4萬億投資計劃，並陸續實施了包括石油化工在內十大行業的調整振興規劃，全面推進產業結構升級。經過全年的不懈努力，中國經濟保持了平穩較快發展勢頭。中國國家統計局公佈的《2009年國民經濟和社會發展統計公報》顯示，2009年全國實現國內生產總值人民幣335,353億元，比上年增長8.7%，增速在世界主要經濟體中繼續位居前列。

NATURAL GAS INDUSTRY

In 2009, the Chinese natural gas industry continued to flourish with an annual notional production of natural gas of 85.2 billion cubic meters ("m³"), an increase of 6.1% over the previous year. Annual natural gas consumption was 88.7 billion m³, grew by 9.1% over the previous year. Given the substantially lower price of natural gas in the PRC as compared with the international level, upper stream enterprises generally lack the motivation to produce natural gas, thus straining the shortage of natural gas supply in the PRC. The demand-supply equilibrium of natural gas is further affected due to the higher natural gas consumption in the PRC in recent years. In the winter of 2009, many cities in the PRC experienced most serious shortage of natural gas, materially affecting the normal production and daily lives of local enterprises and residents. In order to deal with the difficult position, the PRC Government, on the one hand, has been focusing on constructing infrastructures for natural gas supply and adjusting the allocation of natural gas resources. In January 2010, the western pipeline of the second west-east gas transmission project commenced gas supply. In March 2010, the construction of the pipeline of Sichuan-East China project completed and the operation has been kicked off. Concurrently, coastal Liquefied Natural Gas (LNG) terminal projects have been put into operation. All of these secure the supply of natural gas for the surging consumption in the market. On the other hand, the PRC Government has actively promoted a reform of the pricing mechanism of natural gas in order to rationalise it. In April 2010, the National Development and Reform Commission promulgated "the Notice on the Adjustment of Price of Natural Gas Pipeline Transmission", which raised the tariff of pipeline-transmitted natural gas by RMB0.08 per m³ with effect from 25 April 2010. On 31 May 2010, the National Development and Reform Commission promulgated "the Notice on Raising the Benchmark Price of Natural Gas Produced by Domestic Onshore Fields", which raised the benchmark price of natural gas delivered by oil and gas fields (or terminals) by RMB230 per thousand m³. With the gradual implementation of the PRC's reform of natural gas price, increasing urbanization and the policies to develop a "low carbon economy" which emphasizes on energy saving and emission reduction, the natural gas sector of the PRC exhibits huge growth potential, thereby greatly benefitting the Group's natural gas business.

天然氣行業

2009年，中國天然氣行業繼續保持快速發展勢頭。全國天然氣年產量達852億立方米，比上年增長了6.1%，天然氣年消費量為887億立方米，比上年增長了9.1%。由於中國天然氣的價格與國際平均水準相比明顯偏低，影響了上游企業的生產積極性，致使國內天然氣供應日趨偏緊，而國內天然氣消費量連續多年的快速增長使得天然氣供需矛盾日益突出。2009年冬季，中國許多城市出現了前所未有的「天然氣荒」，嚴重影響了當地企業和居民的正常生產和生活。為了改變這種局面，中國政府一方面致力於加強天然氣供應建設，調整天然氣資源分佈結構。2010年1月，西氣東輸二線（西段）工程開始供氣，2010年3月川氣東送工程建成投產，同時沿海液化天然氣（LNG）接收工程也陸續投入使用，它們的投產將為中國快速增長的天然氣消費市場提供有力保障。另一方面，中國政府也在積極理順天然氣定價機制，推動天然氣氣價改革。2010年4月，國家發展和改革委員會發佈了《關於調整天然氣管道運輸價格的通知》，決定自4月25日起天然氣管輸價格每立方米提高人民幣0.08元。2010年5月31日，國家發展和改革委員會發佈了《關於提高國產陸上天然氣出廠基準價格的通知》，各油氣田出廠（或首站）基準價格每千立方米均提高人民幣230元。隨著中國天然氣氣價改革的逐步推進，城市化率的不斷提高，以及「節能減排」、「低碳經濟」的發展戰略的實施，中國天然氣行業發展潛力巨大，而本集團的天然氣業務也將隨之取得長足的進步。

LPG INDUSTRY

Due to the lack of natural gas resources, Liquefied Petroleum Gas (LPG) is an important energy in some south-western provinces of the PRC, and, hence, is in strong demand with extensive room for development. This was proven by the national LPG consumption of 22.4 million tons in 2009, which was 9% higher than the previous year. Following the implementation of the new pricing mechanism of oil products in 2009, the supply and sales of LPG will follow a more market-oriented development. In May 2009, the PRC Government further issued "the Adjustment and Stimulus Plan for the Petroleum and Chemical Industry", which presented new opportunities for the development of the petroleum and chemical industry. The above reform and measures will promote a healthy and organized growth of the LPG industry, and the Group will aim at steadily and rapidly developing its LPG business under such new market order.

LOTTERY INDUSTRY

In 2009, total sales of lottery in the PRC recorded a year-on-year rise of RMB26.466 billion, or 25%, to RMB132.479 billion, among which RMB75.606 billion were derived from the sales of welfare lottery, representing an increase of RMB15.208 billion or 25.2% as compared with last year. The lottery market of the PRC continues to flourish in recent years. The implementation of "the Lottery Regulations" on 1 July 2009 and the issuance of "the Rules for Implementation of the Lottery Regulations (Draft)" (for solicitation of opinions) in March 2010 has fostered a healthier environment for the development of the PRC lottery market by providing further regulations of the lottery industry and offering concrete protection for the legitimate rights of lottery lovers and operators. The Group will capitalize on such favourable development and actively promote its lottery business.

Looking forward, the Group will take full advantage of the opportunities brought by the tremendous economic strides of the PRC to promote rapid development across each segment, with an ultimate aim to offer better returns to the shareholders.

APPRECIATION

On behalf of the Board, I hereby gratefully acknowledge the staunch support of all the shareholders and the community over the year.

Dr. Mo Shikang
Chairman

Beijing, 23 July 2010

液化石油氣行業

在中國西南部分省份，由於天然氣資源缺乏，液化石油氣（LPG）在當地能源消費中一直佔據重要地位。2009年，全國LPG消費量為2240萬噸，較上年增長了9%，表明LPG的需求依然旺盛，發展空間廣闊。2009年隨著新的成品油定價機制的實施，LPG供銷市場化程度進一步提高。中國政府在2009年5月又頒佈了《石化產業調整和振興規劃》，石油化工行業的發展迎來了新的契機。這些改革措施將帶動LPG行業更加健康有序的發展，本集團也將充分利用這一有利時機，積極把握LPG市場新規律，促進該項業務繼續快速穩健的發展。

彩票行業

2009年，中國彩票銷售額為人民幣1324.79億元，比上年增加了264.66億元，增長25.0%。其中，福利彩票的銷售額為人民幣756.06億元，比上年增加了152.08億元，增長25.2%，中國彩票市場繼續保持快速發展的態勢。而隨著2009年7月1日《彩票管理條例》的正式實施，及2010年3月《彩票管理條例實施細則（草案）》（徵求意見稿）的公佈，彩票行業秩序將得到進一步規範，參與彩票市場的廣大彩民及經營者的合法權益將得到更加切實的保障，為中國彩票市場的發展提供了更加健康的發展環境。集團將緊緊抓住彩票大發展的有利時機，積極推動該項業務的發展。

面向未來，集團將緊緊抓住中國經濟高速發展帶來的市場機會，全面推進各個業務板塊的快速發展，為全體股東提供更好的回報。

致謝

本人謹代表董事會對全體股東及社會各界一年來對本集團的支持致以衷心感謝。

莫世康博士
主席

北京，2010年7月23日

Management Discussion and Analysis 管理層討論及分析

For the year ended 31 March 2010, under the leadership of the Directors and management of the Group, all of our staff executed the development strategies of the Group earnestly and unswervingly and worked through some difficulties, thus successfully completing various tasks for the year.

截至2010年3月31日止年度，本集團全體員工在集團董事及管理層領導下，認真貫徹執行集團發展戰略，克服困難，順利完成了全年的工作任務。

FINANCIAL HIGHLIGHTS 財務摘要

		For the year ended 31 March 截至3月31日止年度		
Items	項目	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元	Change 變動 HK\$'000 港幣千元
Turnover:	營業額：			
Provision of piped gas fuel	供應管道燃氣業務	450,950	312,141	138,809
Transportation, distribution and retail of bottled LPG	運輸、分銷及瓶裝零售 液化石油氣業務	255,300	267,369	(12,069)
Total	合計	706,250	579,510	126,740
Gross profit:	毛利：			
Provision of piped gas fuel	供應管道燃氣業務	172,234	90,816	81,418
Transportation, distribution and retail of bottled LPG	運輸、分銷及瓶裝零售 液化石油氣業務	38,096	41,724	(3,628)
Total	合計	210,330	132,540	77,790
Segment results:	分部業績：			
Provision of piped gas fuel (note)	供應管道燃氣業務 (附註)	110,850	26,195	84,655
Transportation, distribution and retail of bottled LPG	運輸、分銷及瓶裝零售 液化石油氣業務	8,710	15,568	(6,858)
Total	合計	119,560	41,763	77,797

note: exclude the items marked with "#".

附註：不包括標有「#」項目。

FINANCIAL HIGHLIGHTS (Continued)

財務摘要 (續)

		For the year ended 31 March 截至3月31日止年度		
Items	項目	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元	Change 變動 HK\$'000 港幣千元
Loss on fair value changes of convertible notes	可換股票據公平值變動之虧損	(2,118)	(4,496)	2,378
Loss on fair value changes of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動虧損	–	(7,507)	7,507
Reversal of impairment loss recognised in respect of earthquake [#]	地震減值虧損撥回 [#]	–	65,002	(65,002)
Gain on disposal of subsidiaries [#]	出售附屬公司之收益 [#]	257,189	–	257,189
Equity-settled share-based payments	以權益結算股份為基礎之付款	–	(1,666)	1,666
Other revenues & expenses (net)	其它收入及開支(淨額)	(44,625)	(41,813)	(2,812)
Profit before taxation	除稅前溢利	330,006	51,283	278,723
Profit attributable to owners of the Company	本公司擁有人應佔溢利	300,614	35,902	264,712
Earnings per share	每股盈利			
– Basic and diluted (HK cents per share)	– 基本及攤薄 (每股港仙)	7.36	0.88	6.48

note: exclude the items marked with “#”.
附註：不包括標有「#」項目。

OPERATIONAL HIGHLIGHTS

營運摘要

Items	項目	For the year ended 31 March 截至3月31日止年度		Growth 增長額	Growth rate 增長比例 (%)
		2010	2009		
No. of projects	項目數量(個)				
Piped gas fuel (note 1)	燃氣項目 (附註1)	37	36	1	2.8
LPG	液化石油氣	4	4	—	—
Others (note 2)	其它(附註2)	3	3	—	—
Total no. of projects	項目總數	44	43	1	2.3
No. of connected customers for the reporting period (unit)	報告期內接駁用戶數 (戶)				
Household	居民用戶	77,443	27,008	50,435	186.7
Commercial & industrial	工商業用戶	248	213	35	16.4
Total no. of connected customers	已接駁用戶總數	77,691	27,221	50,470	185.4
Accumulated no. of connected customers (unit)	累計已接駁用戶 (戶)				
Household	居民用戶	283,310	205,867	77,443	37.6
Commercial & industrial	工商業用戶	2,477	2,229	248	11.1
Accumulated no. of connected customers	累計已接駁用戶	285,787	208,096	77,691	37.3
Sales of piped gas fuel (10,000 m ³)	管道燃氣銷售量 (萬立方米)				
Household	居民用戶	3,072	2,431	641	26.4
Commercial & industrial	工商業用戶	14,414	10,046	4,368	43.5
Total sales of gas fuel	燃氣總銷售量	17,486	12,477	5,009	40.1
Sales of LPG (tons)	液化石油氣銷售量 (噸)	49,626	46,003	3,623	7.9

OPERATIONAL HIGHLIGHTS (Continued)

Notes:

1. A new piped gas fuel project, the Longyan City Changning Gas Co. Ltd., project was added as compared to the corresponding period last year. Please refer to the section headed "New Projects During the Reporting Period" for details.
2. Others referred to Zhongmin Zai Xian (Beijing) Technology Development Limited, Yan Bian Zhongmin Gas Co. Ltd. and Shenzhen Yongheng Lecai Technology Development Company Limited.

BUSINESS REVIEW

Provision of piped gas fuel business

Provision of piped gas fuel is the Group's major source of income. The Group has been dedicated to supplying piped gas fuel to urban household and commercial & industrial customers by constructing urban gas pipeline networks in the PRC.

During the reporting period, the Group further enhanced its image among its vast customers by strengthening its systematic management and improving its customer services. In addition, the Group worked closely with the central and local governments in the reconstruction following the 5.12 Wenchuan Mega Earthquake, as well as resumed and expanded the piped gas fuel business of its subsidiaries in the earthquake stricken areas by taking advantages of various tax benefits and preferential loan arrangements introduced by the governments. During the reporting period, following the completion of construction and the commencement of operation of Phase I of the Fujian Liquefied Natural Gas (LNG) Project, together with the commencement of the supply of LNG from Indonesia, the pressure on LNG supplies to Fujian Province was significantly relieved. This presented a great opportunity for the Group to expand the Fujian market by undergoing massive LNG replacement for its customers.

營運摘要 (續)

附註：

1. 燃氣項目較去年增加了「龍岩市昌寧燃氣有限公司」項目（詳情請參閱「報告期內新增項目」）。
2. 其他項目指中民在線（北京）科技發展有限公司、延邊中民燃氣有限公司和深圳市永恆樂彩科技開發有限公司。

業務回顧

供應管道燃氣業務

管道燃氣業務是本集團的主要收入來源，本集團一直致力於在中國境內通過修建城市燃氣管網，向廣大城鎮居民用戶及工商業用戶供應管道燃氣。

於本報告期內，集團加強規範化管理，努力提高客戶服務質量，在廣大用戶中樹立了良好形象。此外，集團積極配合中央及地方政府5.12汶川特大地震的災後重建工作，充分利用政府出台的各項稅收及貸款優惠措施，努力恢復及發展災區附屬公司的管道燃氣業務。於本報告期內，福建省液化天然氣項目一期工程建成投產，來自印尼的液化天然氣開始供應，福建省天然氣供應緊張局面得到很大緩解。集團正利用這一有利時機，大力拓展福建市場，為廣大用戶進行LNG置換工作。

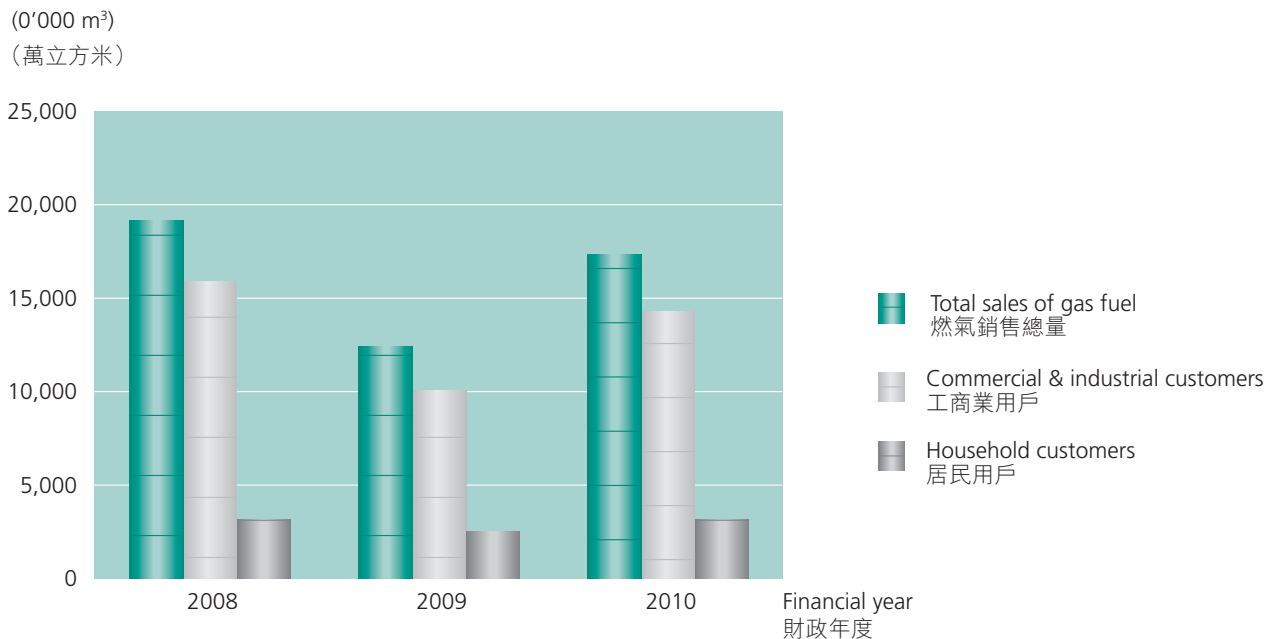
BUSINESS REVIEW (Continued)

Provision of piped gas fuel business (Continued)

During the year ended 31 March 2010, the Group achieved piped gas fuel sales of 174.86 million cubic meters ("m³") in total, representing a growth of 40.1% over the corresponding period last year. Among the total sales, 30.72 million m³ of gas fuel were made to household customers and this represented a growth of 26.4% over the corresponding period last year; and 144.14 million m³ of gas fuel were made to commercial & industrial customers, a growth of 43.5% over the corresponding period last year. A comparison of the Group's sales of piped gas fuel between 2008 and 2010 is shown in Graph 1.

Graph 1: Comparison of sales of piped gas fuel for the latest 3 years

圖表一：比較近三年管道燃氣銷售量



業務回顧 (續)

供應管道燃氣業務 (續)

截至2010年3月31日止年度，本集團共實現管道燃氣銷售量17,486萬立方米(「m³」)，較去年同期增加40.1%。其中，向居民用戶銷售燃氣3,072萬m³，較去年同期增加26.4%；向工商業用戶銷售燃氣14,414萬m³，較去年同期增加43.5%。比較2008-2010年度本集團管道燃氣銷售量可參考圖表一。

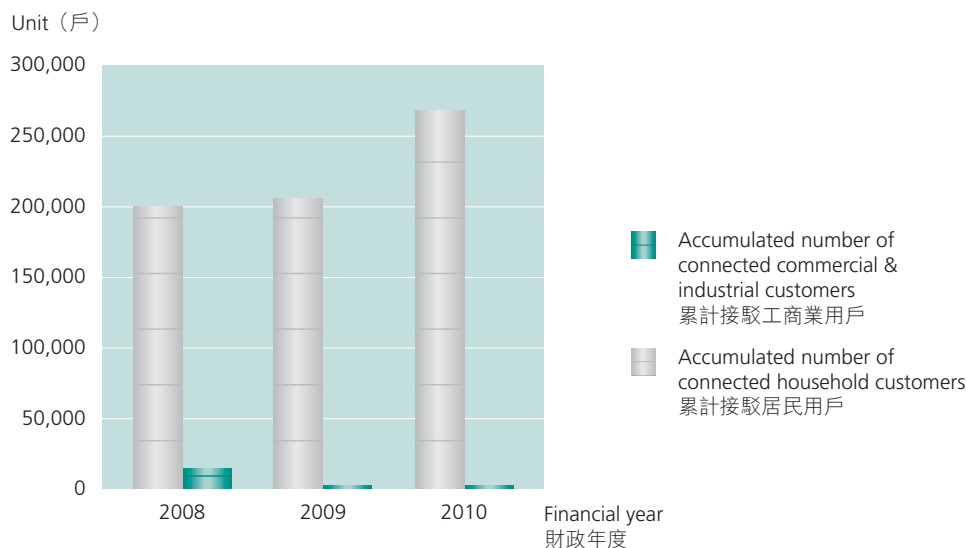
BUSINESS REVIEW (Continued)

Provision of piped gas fuel business (Continued)

During the year ended 31 March 2010, the Group had an addition of 77,443 household customers and 248 commercial & industrial customers, up 186.7% and 16.4% respectively as compared to the corresponding period last year. As at the end of the reporting period, the Group had an accumulated number of connected household customers of 283,310 and commercial & industrial customers of 2,477, representing an increase of 37.6% and 11.1% respectively as compared to last year. A comparison of the accumulated number of connected customers of the Group between 2008 and 2010 is shown in Graph 2.

Graph 2: Comparison of accumulated number of connected customers for the latest 3 years

圖表二：比較近三年累計已接駁用戶數



During the year ended 31 March 2010, the Group recorded a turnover of approximately HK\$450,950,000 from the provision of piped gas fuel, representing an increase of 44.5% over the corresponding period last year. Turnover from the provision of piped gas fuel accounted for 63.9% of the turnover of the Group for the year. The dramatic increase in turnover was due to the simultaneous increase in both connection fee and gas fuel sales income. During the reporting period, Fujian Province commenced to receive Indonesian LNG. The Indonesian LNG relieved the local gas fuel resources shortage. The competitive price of the Indonesian LNG stimulated the demand for such clean energy, resulting in a boost to the number of connected customers and thus the turnover. The subsidiaries of the Group, which were previously affected by the 5.12 Wenchuan Mega Earthquake, had shown continuous improvements after the restoration of gas supply and the local reconstruction works were in smooth progress.

業務回顧 (續)

供應管道燃氣業務 (續)

截至2010年3月31日止年度，本集團新增接駁居民用戶77,443戶，較去年同期增長186.7%；新增接駁工商業用戶248戶，較去年同期增長16.4%。至報告期截至之日，本集團已累計接駁居民用戶283,310戶，累計接駁工商業用戶2,477戶，分別較上年增長37.6%和11.1%。比較2008-2010年度本集團累計已接駁用戶數可參考圖表二。

截至2010年3月31日止年度，本集團供應管道燃氣業務實現收入約港幣450,950,000元，較去年同期增長44.5%，供應管道燃氣收入佔本集團全年營業額的63.9%。營業額的急劇增加是由於接駁費和燃氣銷售收入兩方面同時增加。在報告期間，福建省開始接收印尼液化天然氣。印尼液化天然氣緩解了當地的燃氣資源短缺。價格具競爭力的印尼液化天然氣刺激當地對清潔能源的需求，導致接駁用戶數顯著增加，從而增加營業額。本集團受5.12汶川特大地震影響的附屬公司，自恢復供氣後業績不斷改善，當地的重建工程亦進展順利。

BUSINESS REVIEW (Continued)

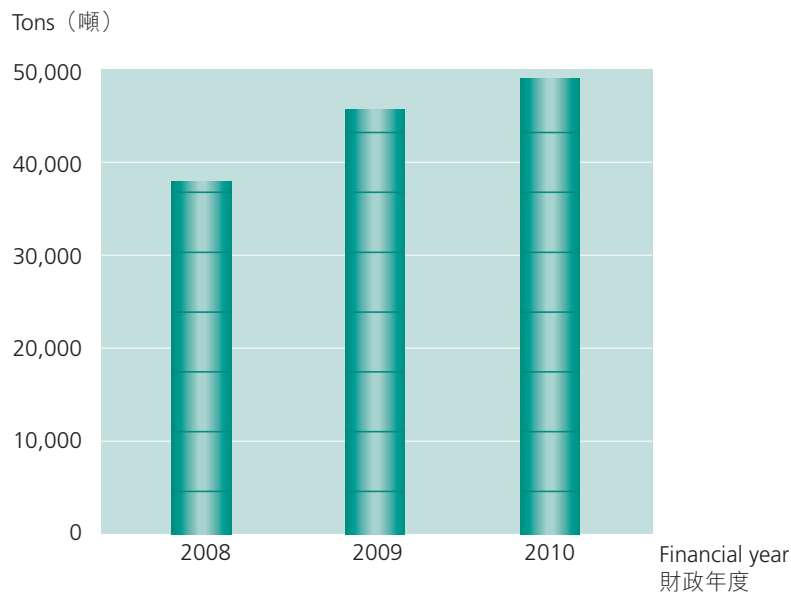
Transportation, distribution and retail of bottled liquefied petroleum gas ("LPG") business

The Group's business of transportation, distribution and retail of bottled LPG commenced in 2007. After three years of development, the business has become one of the Group's principal businesses and maintained its growth momentum. In 2009, the Group employed various marketing approaches to expand its LPG business in various regions and increase its market shares. It also strengthened the centralized management of the retail network and enhanced its brand image, thereby promoting the rapid growth of the Group's LPG business.

During the year ended 31 March 2010, sales of LPG by the Group reached 49,626 tons in total, representing a growth of 7.9% over the corresponding period last year, and the Group realized an income from sales of LPG of approximately HK\$255,300,000, representing a decrease of 4.5% over the corresponding period last year. Income from the transportation, distribution and retail of bottled LPG accounted for approximately 36.1% of the turnover. The increase in sale volume of LPG was due to (1) the decrease in LPG selling price and thus the growth in demand; (2) the organic growth of the existing LPG markets; and (3) the expansion into new markets such as Zhijiang county, Hunan Province. During the reporting period, the LPG selling price showed violent fluctuations, hence the increase in sales volume was completely offset by the effect of the changes in LPG selling price, resulting in an overall decrease in turnover. A comparison of the Group's sales of LPG between 2008 and 2010 is shown in Graph 3.

Graph 3: Comparison of sales of LPG for the latest 3 years

圖表三：比較近三年液化石油氣銷售量



業務回顧 (續)

運輸、分銷及瓶裝零售液化石油氣業務

運輸、分銷及瓶裝零售液化石油氣為本集團2007年度新增業務。經過三年的持續發展，該業務已經成為集團的主要業務之一，並繼續保持快速發展的勢頭。2009年，集團採取多種營銷模式，進一步開拓各地液化石油氣市場，努力提高市場佔有率；同時，集團還不斷強化零售網絡的統一管理，樹立集團的品牌形象，這一系列措施帶動了集團液化石油氣業務的快速增長。

截至2010年3月31日止年度，本集團共銷售液化石油氣49,626噸，較去年同期增長7.9%；共實現液化石油氣銷售收入約港幣255,300,000元，較去年同期減少4.5%。運輸、分銷及瓶裝零售液化石油氣收入佔營業額約36.1%。液化石油氣銷售量的增加是由於(1)液化石油氣銷售價格下降，刺激需求；(2)液化石油氣市場的自然增長；及(3)擴展至新市場，如湖南省芷江縣。在報告期內，液化石油氣銷售價格波動頻繁，銷售量的增加完全被石油氣銷售價格變化的影響所抵銷，導致整體營業額下降。比較2008-2010年度集團液化石油氣銷售量可參考圖表三。

BUSINESS REVIEW (Continued)

Lottery agency and equipment supply business

In December 2008, Beijing Zhongmin Gas Co., Ltd. (“Beijing Zhongmin”), a wholly-owned subsidiary of the Group, and Yongheng Development Group (Shenzhen) Company Limited (“Shenzhen Yongheng”) jointly invested to set up an associate, Shenzhen Yongheng Lecai Technology Development Company Limited (“Yongheng Lecai”), in Shenzhen, the PRC. The registered capital of Yongheng Lecai is RMB75,000,000, of which RMB30,000,000 was contributed by Beijing Zhongmin, which held 40% equity interest in Yongheng Lecai.

On 25 March 2010, the registered capital of Yongheng Lecai was further increased from RMB75,000,000 to RMB125,000,000 according to the amended constitution documents of Yongheng Lecai. On 2 April 2010, contributions have been made on a pro-rata basis as to RMB30,000,000 (equivalent to approximately HK\$34,176,000) by Shenzhen Yongheng and as to RMB20,000,000 (equivalent to approximately HK\$22,784,000) by Beijing Zhongmin.

Yongheng Lecai is engaged in the development of software with intelligent electronic engineering technology, the operation of real estate development on lands with legitimate land use right, industrial investment and operation (specific projects to be applied separately) and the research, development and manufacturing of video lottery machines (license for manufacturing site to be applied). On 8 December 2009, Yongheng Lecai entered into a letter of intent with Shenzhen Welfare Lottery Issuing Centre (深圳市福利彩票發行中心). Pursuant to the letter of intent, Yongheng Lecai will act as an agent to sell the computer welfare lottery Kuai2 (快2) Game in Shenzhen. The application was pending approval and the lottery business of the Group has yet to commence operation as at the date of this report.

On 11 May 2009, the Company entered into a loan agreement with Yongheng Development Corporation Limited (“Yongheng Development”), pursuant to which the Company agreed to provide a loan in an amount of HK\$41,000,000 to Yongheng Development. The loan was used to pay up the registered capital of Yongheng Lecai. Yongheng Development holds 100% equity interest in Shenzhen Yongheng, which in turn holds 60% interest in Yongheng Lecai.

業務回顧 (續)

彩票代理銷售及設備供應業務

2008年12月，本集團全資附屬公司北京中民燃氣有限公司（「北京中民」）與永恆發展集團（深圳）有限公司（「深圳永恆」）共同於中國深圳投資成立聯營公司－深圳市永恆樂彩科技開發有限公司（「永恆樂彩」），永恆樂彩註冊資本為人民幣75,000,000元，北京中民出資人民幣30,000,000元，持有永恆樂彩40%股權。

於2010年3月25日，根據永恆樂彩章程之修訂，永恆樂彩之註冊資本由人民幣75,000,000元進一步增加至人民幣125,000,000元。於2010年4月2日，深圳永恆及北京中民已按比例分別作出注資人民幣30,000,000元（相當於約34,176,000港元）及人民幣20,000,000元（相當於約22,784,000港元）。

永恆樂彩經營範圍為益智電子工程技術軟件的開發，在合法取得使用權的土地上從事房地產開發經營，投資興辦實業（具體項目另行申報），視頻彩票機的研發、生產（生產場地執照另行申辦）。2009年12月8日，永恆樂彩與深圳市福利彩票發行中心訂立合作意向書，永恆樂彩將在深圳代理銷售計算機福利彩票「快2」遊戲，目前該項目正在審批中。截至本報告日期，集團彩票業務尚未正式開展。

於2009年5月11日，本公司與永恆發展集團有限公司（「永恆發展」）（永恆發展持有深圳永恆全部股本權益，深圳永恆持有永恆樂彩60%的權益）簽訂借款協議，據此，本公司同意向永恆發展提供借款港幣41,000,000元，所借款項已用於向永恆樂彩繳付註冊資本。

BUSINESS REVIEW (Continued)

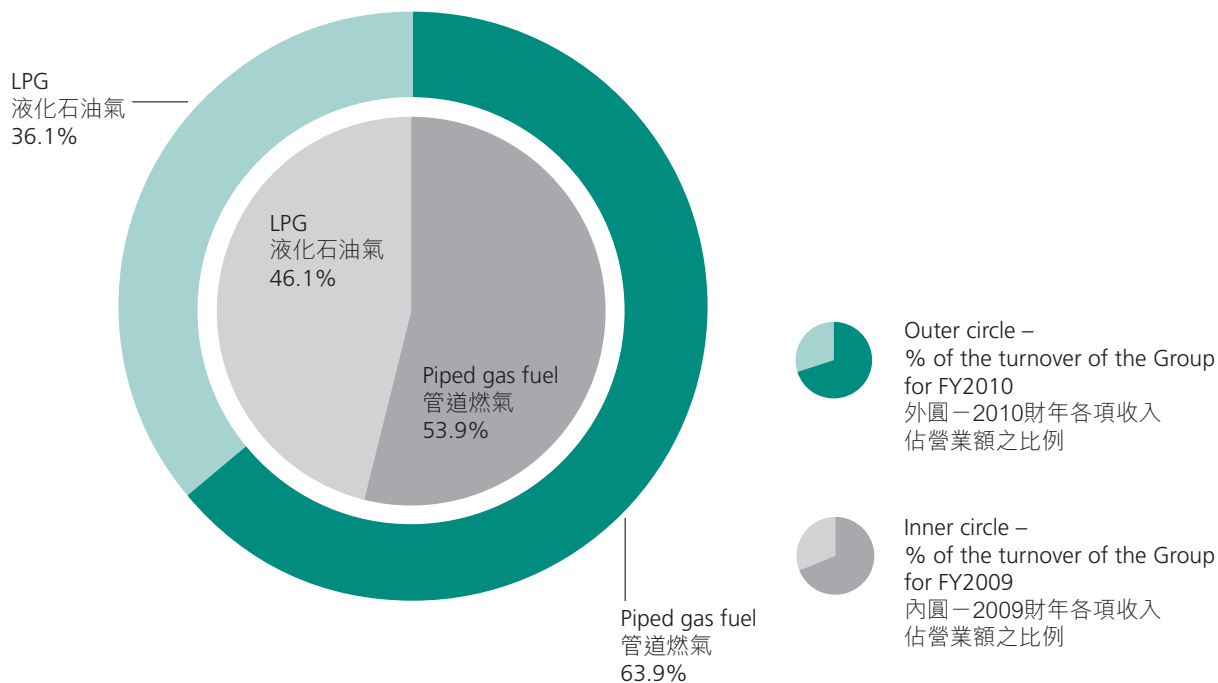
Lottery agency and equipment supply business (Continued)

On 11 May 2010, the Company entered into a loan extension agreement with Yongheng Development, pursuant to which the Company has agreed to extend the repayment date of the total outstanding loan amounted to HK\$43,050,000, being (i) the principal amount of the loan of HK\$41,000,000 and (ii) HK\$2,050,000, being the interest accrued from 12 May 2009 to 11 May 2010 at an interest rate of 5% per annum, to 11 May 2011.

The turnover proportion for the two principal businesses of the Group, provision of piped gas fuel and transportation, distribution and retail of bottled LPG, is shown in graph 4.

Graph 4: Income Mix of the Group

圖表四：本集團的收入結構



業務回顧 (續)

彩票代理銷售及設備供應業務 (續)

於2010年5月11日，本公司與永恆發展訂立借款延長合同，據此，本公司同意將尚未償還借款總額為港幣43,050,000元，包括(i)借款本金額港幣41,000,000元及(ii)自2009年5月12至2010年5月11日按年利率5%應計之利息港幣2,050,000元，之還款日期延長至2011年5月11日。

綜合本集團兩大主要收入業務：供應管道燃氣和運輸、分銷及瓶裝零售液化石油氣，佔營業額之比例可參考圖表四。

NEW PROJECTS DURING THE REPORTING PERIOD

Acquisition of 75% equity interest in Longyan Changning

In September 2009, Longyan An Ran Gas Co., Ltd (“Longyan An Ran”), a jointly controlled entity of the Group, entered into two respective equity transfer agreements with two independent third parties, pursuant to which Longyan An Ran acquired 75% equity interest in Longyan City Changning Gas Co., Ltd (“Longyan Changning”) at an aggregate consideration of RMB28,500,000 (approximately HK\$32,467,000). Longyan Changning is an enterprise engaging in urban gas fuel business in Longyan City, Fujian Province, the PRC, with a registered capital of RMB10,000,000. Its scopes of operation are to coordinate the construction and operation of gas fuel pipeline networks in the south-western area of the city center of Longyan and the planning zone of San Hua City Garden (三華城市花園), to store and sell liquefied gas, and to sell auxiliary gas equipments. Such scopes of operation involving operations that require license are subject to the approval from the relevant authorities. The acquisition of Longyan Changning will further enhance and consolidate the Group’s local market share, thereby promoting the development of the Group’s piped gas fuel business.

Acquisition of pipeline assets in the Longchi Economic Development Zone in Jiaomei County, Longhai City

On 31 October 2009, Zhangzhou An Ran Gas Co., Ltd. (“Zhangzhou An Ran”), a jointly controlled entity of the Group, entered into an asset acquisition agreement with an independent third party, pursuant to which Zhangzhou An Ran agreed to acquire certain pipeline assets located in the Longchi Economic Development Zone in Jiaomei County, Longhai City, Fujian Province at a consideration of RMB7,000,000 (equivalent to approximately HK\$7,974,000).

報告期內新增項目

收購龍岩昌寧75%股權

2009年9月，龍岩安然燃氣有限公司（「龍岩安然」）（本集團共同控制實體公司）分別與兩名獨立第三方訂立兩份股權轉讓協議，據此，龍岩安然收購龍岩市昌寧燃氣有限公司（「龍岩昌寧」）75%股權，總代價為人民幣28,500,000元（約港幣32,467,000元）。龍岩昌寧為一家於中國福建省龍岩市從事城市燃氣業務的企業，公司註冊資本為人民幣10,000,000元，經營範圍為在龍岩中心城市西南片區及三華城市花園規劃小區內燃氣管網的建設經營的籌建，液化氣貯存、銷售及配套燃氣用具的銷售（以上經營範圍涉及許可經營項目的，應在取得有關部門的許可後方可經營）。收購龍岩昌寧將有助於進一步擴大及鞏固當地市場份額，對本集團管道燃氣業務的發展具有一定的促進作用。

收購龍海市角美鎮龍池經濟開發區的管網資產

於2009年10月31日，漳州安然燃氣有限公司（「漳州安然」）（本集團共同控制實體公司）與獨立第三方訂立資產收購協議，據此，漳州安然同意收購位於福建省龍海市角美鎮龍池經濟開發區的部分管網資產，代價為人民幣7,000,000元（相等於約港幣7,974,000元）。

BUSINESS DISPOSED DURING THE REPORTING PERIOD

Disposal of 49% equity interest in Fujian An Ran

On 26 April 2009, the Company entered into a sale and purchase agreement with China Gas Holdings Limited ("China Gas", stock code: 00384), pursuant to which the Company transferred 100% equity interest in Brilliant China Investments Limited ("Brilliant China"), a wholly-owned subsidiary, at a cash consideration of approximately HK\$320 million. Brilliant China, through Beijing Zhongmin Zhongran Trading Company Limited, its wholly-owned subsidiary, beneficially owns 45.45% equity interest in Fujian Province An Ran Gas Investment Company Limited ("Fujian An Ran"). Pursuant to the sale and purchase agreement, the purchaser shall inject RMB80 million (equivalent to approximately HK\$91.1 million) to Fujian An Ran upon completion of the sale and purchase agreement. On the same day, Beijing Zhongmin entered into an equity transfer agreement with Zhongran Gas (Shenzhen) Company Limited, a wholly-owned subsidiary of China Gas, in respect of the transfer of 3.55% equity interest held by it in Fujian An Ran at a cash consideration of RMB40 million (equivalent to approximately HK\$45.6 million). Upon the completion of the sale and purchase agreement and the equity transfer agreement, according to the memorandum of association of Fujian An Ran, the Group holds 51% of the equity interest of Fujian An Ran and 4 out of 7 directors of Fujian An Ran are appointed by the Group. Furthermore, 4 out of 7 shareholders' representatives of Fujian An Ran are appointed by the Group. Hence the Group controls approximately 57% of the voting power in the board of directors meeting and shareholders meeting. As all the major decisions made in the board of directors meeting and shareholders meeting of Fujian An Ran require at least 2/3 votes from all of the directors and shareholders' representatives, Fujian An Ran is accounted for as a jointly controlled entity. The Group continues to benefit from the profits contribution by the Fujian An Ran Group.

The Group recorded a gain from disposal of approximately HK\$257.2 million. Part of the proceeds has been used for the repayment of the convertible notes due in June 2009 and for the further investment in Yongheng Lecai, while the balance will be used as general working capital of the Group and for suitable investments in the future. For the details of such disposal, please refer to the circular of the Company dated 18 May 2009.

報告期內出售項目

出售福建安然49%之股權

於2009年4月26日，本公司與中國燃氣控股有限公司（「中國燃氣」，股票代碼：00384）訂立買賣協議，根據該買賣協議，本公司以現金約港幣3.2億元轉讓全資附屬公司Brilliant China Investments Limited（「Brilliant China」）之全部股本股權，Brilliant China透過其全資附屬公司北京中民中燃貿易有限公司，實益擁有福建省安然燃氣投資有限公司（「福建安然」）45.45%之股權。同日，北京中民與中燃燃氣實業（深圳）有限公司（中國燃氣之全資附屬公司）訂立股權轉讓協議，以現金人民幣4千萬元（相等於約港幣4,560萬元）轉讓其所持福建安然3.55%之股本股權。根據買賣協議，買方須於買賣協議完成後向福建安然注資人民幣8,000萬元（相等於約港幣9,110萬元）。該等買賣協議及股權轉讓協議完成後，根據福建安然章程，本集團持有福建安然51%股權，福建安然7名董事中有4名由本集團委任。再者福建安然7名股東代表其中4名由本集團委任。因此本集團於其董事會會議及股東會議上控制約57%投票權。由於福建安然之董事會會議及股東會議上作出之一切重大決策最少須獲得全體董事及股東代表2/3票數，因此福建安然入賬列作共同控制實體。本集團仍可繼續從福建安然集團之溢利貢獻中獲益。

是次出售為集團帶來約港幣2.572億元的收入，所得款項部分已用於償還2009年6月到期的可換股票據及進一步向永恆樂彩投資，餘額將用作本集團一般營運資金及未來合適投資用途。有關該出售之詳情，可參閱本公司2009年5月18日刊發之通函。

FINANCIAL REVIEW

Gross profit and segment results

During the year ended 31 March 2010, the Group realised a gross profit from operating activities of approximately HK\$210,330,000 (2009: HK\$132,540,000), representing an increase of 58.7% as compared with last year. The Group's overall gross profit margin was 29.8%, representing an increase of 6.9% as compared with last year. In terms of segment results, total profits surged to approximately HK\$119,560,000 (or increased by 186.3%). Those increases were mainly attributable to the following reasons:

Provision of piped gas fuel business

Gross profit margin of the provision of piped gas fuel business was 38.2%, representing an increase of 9.1% when compared with the corresponding period last year. As a result of the increase in the number of connected customers and the completion of construction and the commencement of operation of Phase I of the Fujian LNG project during the reporting period, the connection fee income increased. The profit margin of connection fee was higher than that of sales of piped gas, resulting in a boost to the gross profit margin and hence the turnover and the segment results. The gradual recovery of the subsidiaries affected by the 5.12 Wenchuan Mega Earthquake had also contributed profits to the Group.

Transportation, distribution and retail of bottled LPG business

Gross profit margin was fairly stable and maintained at around 15-16% in both years. The decrease in segment results was mainly due to the increase in staff costs and setting up more sales points in order to increase market shares.

LIQUIDITY AND CAPITAL RESOURCES

As at 31 March 2010, the total assets of the Group was approximately HK\$1,481,764,000, and current liabilities, long-term liabilities, shareholders' equity and minority interests amounted to approximately HK\$364,357,000, HK\$124,760,000, HK\$928,606,000 and HK\$64,041,000 respectively.

As at 31 March 2010, the Group's cash and cash equivalents, including pledged deposits, amounted to approximately HK\$324,267,000 (2009: approximately HK\$176,952,000), and the total borrowings were equivalent to approximately HK\$208,946,000 (2009: approximately HK\$320,161,000). The debt-to-capitalisation ratio, representing the ratio of total borrowings to borrowings and owners' equity, was 18.3% (2009: 33.6%).

財務回顧

毛利及分部業績

截至2010年3月31日止年度，本集團從經營活動中實現毛利約港幣210,330,000元（2009：港幣132,540,000元），較去年增加58.7%。本集團的整體毛利率為29.8%，較去年增加6.9%。分部業績利潤總額飆升至約港幣119,560,000元（或增加186.3%）。這些增長主要由於以下原因：

供應管道燃氣業務

供應管道燃氣業務的毛利率為38.2%，與去年同期相比增加9.1%。由於報告期內接駁用戶數的增加和福建省液化天然氣項目一期工程建成投產，接駁費收入增加。接駁費收入的邊際利潤率較銷售管道燃氣高，因而刺激毛利率上升，亦同時增加營業額和分部業績。受5.12汶川特大地震影響的附屬公司業務的逐步恢復亦對本集團的利潤作出貢獻。

運輸、分銷及瓶裝零售液化石油氣業務

兩年間的毛利率相當穩定，維持在15-16%左右，分部業績下降是由於建立了更多的銷售點以增加市場份額，員工成本增加。

流動資金及資本來源

於2010年3月31日，本集團資產總值約港幣1,481,764,000元以及流動負債、長期負債、股東權益及少數股東權益分別約為港幣364,357,000元、港幣124,760,000元、港幣928,606,000元和港幣64,041,000元。

於2010年3月31日，本集團的現金及現金等值項目（包括抵押存款）約港幣324,267,000元（2009：約港幣176,952,000元），而借貸總額相等於約港幣208,946,000元（2009：約港幣320,161,000元）。負債與資本比率（即借貸總額與借貸和擁有人權益比率）為18.3%（2009：33.6%）。

LIQUIDITY AND CAPITAL RESOURCES (Continued)

On 30 May 2006, the Company entered into a subscription agreement (the "Subscription Agreement") with Indopark Holdings Limited, an indirect wholly-owned subsidiary of Merrill Lynch & Co., Inc., in respect of the issue of US\$40,000,000 (equivalent to approximately HK\$310,000,000) 2% convertible notes due in 2009. Pursuant to the terms of the Subscription Agreement, the convertible notes can be converted into shares at a conversion price of HK\$0.60 per share (subject to adjustment) (the conversion price was reduced to HK\$0.50 in July 2008). Unless previously redeemed, converted or purchased and cancelled, the convertible notes shall be redeemed by the Company at 106% of the principal amount on the third anniversary of the issue date. The interest of the convertible notes will be paid from the issue date at the rate of 2% per annum of the principal amount of the notes. On 15 June 2009, the Company redeemed the convertibles notes with an outstanding principal amount of US\$20,000,000 at 106% (approximately HK\$164,492,000 in aggregate) pursuant to the Subscription Agreement. All the convertible notes redeemed were cancelled immediately and Indopark no longer held any convertible notes issued by the Company. Details of convertible notes is set out in note 33 to the consolidated financial statements.

BORROWING STRUCTURE

As at 31 March 2010, the total borrowings of the Group were approximately HK\$208,946,000 (2009: approximately HK\$320,161,000), which mainly comprised domestic bank borrowings denominated in Renminbi of the project companies in the PRC. The borrowings, which carried interest at fixed rates or the interest rate announced by People's Bank of China, were applied to gas pipeline construction, as general working capital and for operating expenses. Apart from the borrowings with an amount equivalent to approximately HK\$115,579,000 which were secured by certain assets with a carrying amount of approximately HK\$55,563,000, others were unsecured. Short-term borrowings amounted to approximately HK\$98,539,000, while others were long-term borrowings due after 1 year. Details of the capital commitments and pledge of assets are set out in notes 41 and 42 to the consolidated financial statements respectively.

流動資金及資本來源 (續)

於2006年5月30日，本公司與Indopark Holdings Limited (美林集團之間接全資附屬公司)就發行40,000,000美元(相當於約港幣310,000,000元)於2009年到期之兩厘可換股票據訂立認購協定(「認購協定」)。根據認購協定之條款，可換股票據可按每股港幣0.60元之換股價(可予調整)轉換為股份(於2008年7月換股價已下調至港幣0.50元)。除非可換股票據已被贖回、轉換或購買及註銷，否則本公司將於發行日起第三週年按可換股票據本金額之106%贖回可換股票據。可換股票據利息於發行日起按票據本金額2%之年息支付。於2009年6月15日，本公司已按認購協定以106%贖回未償還本金額20,000,000美元(共約港幣164,492,000元)之可換股票據。所有被贖回的可換股票據隨即予以註銷，據此，Indopark已不再持有本公司發行的任何可換股票據。可換股票據詳情參考綜合財務報表附註33。

借貸結構

於2010年3月31日，本集團的借貸總額約為港幣208,946,000元(2009年：約港幣320,161,000元)，主要為項目公司在國內當地銀行人民幣貸款。貸款以固定息率或中國人民銀行公佈息率計算，作為管道燃氣建設、日常流動資金及營運開支。除了相等於約港幣115,579,000元的貸款需要用賬面值相等於約港幣55,563,000元的資產作抵押外，其餘貸款均為無抵押的貸款。短期貸款相等於約港幣98,539,000元，其餘則為超過一年的長期貸款。而資本承擔及資產抵押詳情請分別參考綜合財務報表附註41及42。

CAPITAL STRUCTURE

The Group's long-term capital comprised shareholders' equity and borrowings, which was confirmed by the sound debt-to-capitalization ratio stated in the section headed "Liquidity and capital resources" above.

EXPOSURE TO FOREIGN EXCHANGE RISK

All of the Group's operations are carried out in the PRC and substantially all of its incomes and expenses are denominated in RMB. During the year ended 31 March 2010, the exchange rate of RMB had no material fluctuation. The Group will closely monitor the market exchange rates and make appropriate adjustment when necessary.

CAPITAL COMMITMENTS

As at 31 March 2010, the Group's capital commitments amounted to approximately HK\$27,910,000, mainly attributable to the acquisition of property, plant and equipment and investment in an associate. Please refer to note 41 to the consolidated financial statements for further details.

CONTINGENT LIABILITIES

As at 31 March 2010, the Group had no material contingent liabilities.

EMPLOYEES

As at 31 March 2010, the Group had approximately 1,300 employees, most of them were stationed in the PRC. The remuneration policy and packages of the Group's employees are reviewed and approved by the Board upon consultations with the remuneration committee. In addition to pension funds, individual employees may be granted discretionary bonus and share options as rewards for their outstanding performance.

資本結構

本集團長期資本包括股東權益和借款，從上文「流動資金及資本來源」一節所述之健康負債與資本比率獲得確認。

外匯風險

本集團的所有業務均在中國，絕大部份收入與支出以人民幣為主。截至2010年3月31日止年度，人民幣匯率並無重大波動。本集團將對市場的匯率走勢緊密地進行監控，在有需要時做出適當調整。

資本承擔

於2010年3月31日，本集團的資本承擔約港幣27,910,000元，主要為物業、廠房及設備之資本支出及於一家聯營公司之資本承擔。詳情請參考綜合財務報表附註41。

或然負債

於2010年3月31日，本集團並無重大或然負債。

僱員

於2010年3月31日，本集團共有約1,300名僱員，其中大部分駐於中國境內。本集團僱員薪酬政策及待遇皆由董事會經諮詢薪酬委員會後審議及批准。除退休金外，個別僱員可因工作表現出色而獲派發酌情花紅及購股權以作獎勵。

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

During the reporting period, neither the Company nor any of its subsidiaries has purchased, sold or repurchased any of the Company's listed securities.

EVENTS AFTER REPORTING PERIOD

Capital injection to Yongheng Lecai

On 2 April 2010, Beijing Zhongmin injected a further RMB20,000,000 (approximately HK\$22,784,000) to the capital of Yongheng Lecai on a pro-rata basis, and owned 40% interest. After such injection, the paid up capital of Yongheng Lecai increased to RMB125,000,000 (approximately HK\$142,000,000). The proceeds will be applied to invest in the establishment and development of the research and production bases of lottery software and technology for Asia in Shenzhen, as well as the business in relation to the agency and distribution of national welfare lotteries.

Disposal of shares in ZMAY Holdings Limited ("ZMAY")

In April 2010, the Group disposed of its 150,000,000 shares in ZMAY at an aggregate cash consideration of approximately HK\$30 million to streamline the Group's business structure and to capture the opportunity to realize its investment. Upon the completion of the disposal, the Group no longer holds any shares in ZMAY and the proceeds from the disposal will be applied to other high value-added projects.

購買、出售及購回本公司之上市證券

於報告期內，本公司及任何其附屬公司概無購買、出售及購回任何本公司上市證券。

報告期後事項

向永恆樂彩增資

於2010年4月2日，北京中民向永恆樂彩按持股比例增資人民幣20,000,000元（約22,784,000港元），擁有其40%之權益。增資完成後，永恆樂彩已繳資本增至人民幣1.25億元（約1.42億港元），所獲資金將用於在深圳投資與發展有獎彩票軟件亞洲技術開發及生產基地，並代理和發行國家相關福利彩票等業務。

出售中民安園控股有限公司（「中民安園」）股份

為優化本集團的業務架構及把握將其投資變現之良機，2010年4月本集團以總現金代價約港幣3,000萬元出售本集團所持中民安園150,000,000股股份，於出售事項完成之後，本集團不再持有中民安園股份，出售所得款項會用於其它高增值項目上。

EVENTS AFTER REPORTING PERIOD (Continued)

Extension of the Loan to Yongheng Development

On 11 May 2010, at the request of Yongheng Development, the Company (as lender) entered into a loan extension agreement with Yongheng Development, pursuant to which the Company agreed to extend the repayment date of the total outstanding loan amount to 11 May 2011. During the extended period, Yongheng Development shall pay an interest calculated on the total outstanding loan amount at the rate of 5% per annum.

PROSPECTS

Piped gas fuel business

In the past few years, despite the booming consumption of natural gas in the PRC, its share of the primary energy consumption was far below the global average at 3.4% in 2009, while the global average already reached 23.7% in 2004. In terms of natural gas, the per capita consumption in the PRC is way below that in developed countries, and even lower than many developing countries. Thus, the natural gas industry in the PRC represents great potential for development. In view of the relatively low level of urbanization in the PRC, it is believed that the process will speed up in the coming decades, resulting in the surge of urban population and hence the rapid growth in natural gas consumption in the PRC. As at the end of 2009, the PRC Government announced the target of reducing carbon dioxide emissions by 40%-45% in 2020 as compared with 2005 on a "per unit of GDP emission" basis. This reflected the PRC Government's commitment to develop a "low carbon" economy. Being a clean, efficient and environmental-friendly energy, natural gas will weight heavier in energy consumption. In light of this, the Group will procure the development of its piped fuel gas business by capturing the opportunities arising from the development of natural gas industry in the PRC.

報告期後事項 (續)

延長永恆發展借款

於2010年5月11日，應永恆發展之要求，本公司（作為貸款人）已與永恆發展訂立借款延長合同，據此，本公司同意將尚未償還借款總額之還款日期延長至2011年5月11日。於延長期間內，永恆發展須按年利率百分之五就未償還借款總額支付利息。

前景展望

管道燃氣業務

近幾年來，中國的天然氣消費規模迅猛發展，但在一次能源消費中佔的比例遠遠低於世界平均水平，2009年的比率僅為3.4%，而世界平均水平在2004年即已達到了23.7%；中國天然氣人均消費量更是遠低於發達國家，甚至低於許多發展中國家，中國天然氣行業發展潛力巨大。目前，中國城市化發展水平還很低，未來十幾年中國城市化進程將快速推進，城市人口也將迅速增加，這將極大促進中國天然氣消費量的快速增長。2009年年底，中國政府公佈二氧化碳減排目標，承諾到2020年單位GDP二氧化碳排放量比2005年減少40%-45%，這意味著中國政府將致力於「低碳經濟」的發展。而天然氣作為一種清潔高效的環保能源，在能源消費中的比例必將逐步提高。集團將充分利用中國天然氣大發展的有利時機，推動集團的管道燃氣業務快速發展。

PROSPECTS (Continued)

LPG business

Given that LPG is one of the major energy resources in Yunnan, Guizhou and the south-western regions of Hunan Province in the PRC, it is expected that the LPG market will continue to be promising in the near future. However, after three years of operations, the Group has noted that the price of LPG is subject to violent fluctuation. To cope with the situation, the Group made great efforts to enhance its capability of LPG transportation by setting up a storage mechanism to mitigate the risk of changing price. In the meantime, the Group will further improve its sales and services in the LPG retail market by introducing a new sales and marketing model, actively expanding its sales network and upgrading its service quality to increase its market share and consolidate its brand influence. The Group will also fully utilize its well-established business operation model integrating transportation, distribution and retail for maximizing the earnings of the whole sales process as well as the profitability of the LPG business.

Lottery agency and equipment supply business

In 2009, total sales of lottery in the PRC recorded a 25% year-on-year increase to RMB132.479 billion; in the first quarter of 2010, the total sales reached RMB34.621 billion, representing an increase of RMB6.818 billion or 24.5% as compared with the corresponding period last year. The lottery market of the PRC continues to flourish in recent years. The new lottery game named "Kuai2 (快2)", which is currently available in Hainan Province, the PRC, has been well received by lottery lovers as the game features a high win rate and quick updates on lottery results. In three months' time since its launch in October 2009, "Kuai2" ranked first in term of sales among all lottery games in Hainan Province. The launch of "Kuai2" and video lottery not only caters for the mass lottery lovers, but also facilitates the rapid and healthy development of the lottery industry. The official launch of Yongheng Lecai's lottery business upon approval will bring remarkable returns on investment and abundant cash flow for the Group.

前景展望 (續)

液化石油氣業務

液化石油氣作為中國雲南、貴州、湖南西南部等地的主要能源之一，在未來一段時期內仍將有廣闊的市場。由於液化石油氣價格波動頻繁，經過三年的經營實踐後，本集團一方面努力提高液化石油氣的運輸能力，建立貯備機制，抵禦價格波動風險；另一方面，將進一步加強液化石油氣零售市場的銷售、服務等工作，創新營銷模式，積極拓展零售網絡，改進服務質量，努力提高市場佔有率和品牌影響力。本集團將充分利用已形成的集運輸、分銷及零售為一體化的運營模式，謀求整個銷售環節的利潤最大化，進一步提升液化石油氣業務的盈利能力。

彩票代理銷售及設備供應業務

2009年，中國彩票銷售總額為人民幣1324.79億元，較去年增長25%；2010年第一季度，彩票銷售總額就達到了346.21億元，同比增加了68.18億元，增長了24.5%，中國彩票市場規模日益擴大。「快2」遊戲是一種深受彩民喜愛的新型彩票，其高返獎率、快速開獎的特點吸引了眾多彩民參與。「快2」遊戲目前在中國海南省銷售，自2009年10月上市起三個月內，其銷售額即躍居海南各類彩票第一位。「快2」和視頻彩票的推出，將不僅滿足廣大彩民的需求，也將促進彩票行業更加快速健康的發展。永恆樂彩的彩票業務獲得審批通過正式開展後，將為本集團帶來豐厚的回報及充足的現金流。

PROSPECTS (Continued)

Looking forward, the Group will adopt different strategies to further the development of the piped gas fuel and LPG businesses and to enhance its influence in the regions and sectors where the Group operates, with the aim of strengthening its ability to respond to the ever-changing market and its competitive edge. Meanwhile, the Group will strive to diversify its businesses by urging the government to approve the operation of its lottery business in order to maximize the returns on investment for our shareholders and investors.

Mr. Jin Song

Managing Director and Executive Director

Beijing, 23 July 2010

前景展望 (續)

面向未來，集團將採取各種方式繼續拓展管道燃氣和液化石油氣市場，擴大集團在業務所在地和同行業中的影響力，提高應對市場變化能力，不斷增強自身的競爭力。同時，為實現集團的多元化發展戰略，集團還將努力爭取彩票業務盡早獲得政府批准，為全體股東及廣大投資者創造更大投資回報。

靳松先生

董事總經理兼執行董事

北京，2010年7月23日

Biography of Directors 董事之履歷

EXECUTIVE DIRECTORS

Mr. Xu Ruixin, aged 69, is the honourable chairman of our board of directors ("Board") and an executive director, he joined our Company since 11 April 2005. Mr. Xu is currently the chairman of the China Association of Social Workers. Mr. Xu was a vice minister and committee member of the Ministry of Civil Affairs of China. Mr. Xu is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in the forthcoming annual general meeting in accordance with the provision of our Company's Bye-laws.

Dr. Mo Shikang, aged 52, is the chairman of our Board and an executive director, Dr. Mo joined our Company since 30 April 2004. Dr. Mo is currently a member of our Remuneration Committee, the chairman of the board of Beijing Zhongmin Gas Co., Ltd., a wholly-owned subsidiary of our Company and acts as director posts in certain principal subsidiaries of the Company. Dr. Mo holds a Bachelor degree in Sciences from Tianjin Education University, a Master degree in Economics from Tianjin University of Finance & Economics and a Doctor degree in Economic from Nankai University in China. Dr. Mo has substantial experiences in the development and management of natural gas projects in the PRC. Dr. Mo is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company's Bye-laws.

Mr. Zhang Hesheng, aged 56, is a deputy chairman of our Board and an executive director, he joined our Company since 21 March 2005. Mr. Zhang is currently the chairman of our Remuneration Committee. Mr. Zhang holds a MBA degree from the La Trobe University in Australia. In late 1980s, Mr. Zhang joined the initial financial securities industry in the PRC, he has been engaged in provision of securities company businesses relating to securities and financial investment; securities brokerages; investment banking; financial research and analysis for Wanguo Holdings Limited, Guotai Securities Company Limited and Guotai Junan Securities Company Limited and acted as senior operation officer. Mr. Zhang has extensive experiences in financial and capital markets. Mr. Zhang is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in the forthcoming annual general meeting in accordance with the provision of our Company's Bye-laws.

執行董事

徐瑞新先生，現年69歲，為我們董事會（「董事會」）榮譽主席兼執行董事，彼於2005年4月11日加盟我們公司。徐先生現為中國社會工作者協會會長。徐先生曾任中國民政部副部長及其黨組成員。徐先生並無與我們公司訂立服務年限，惟須根據我們公司細則於應屆股東週年大會輪席退任及重選。

莫世康博士，現年52歲，為我們公司董事會主席兼執行董事，莫博士於2004年4月30日加盟我們公司。莫博士現亦為我們公司薪酬委員會成員，全資附屬公司北京中民燃氣有限公司董事長及於本公司主要附屬公司擔任董事一職。莫博士持有中國天津師範大學頒發之理學學士學位、天津財經大學頒發之經濟學碩士學位及南開大學頒發之經濟學博士學位。莫博士於中國發展及管理天然氣項目方面擁有豐富經驗。莫博士並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。

張和生先生，現年56歲，為我們公司董事會副主席兼執行董事，彼於2005年3月21日加盟我們公司。張先生現亦為我們公司薪酬委員會主席。張先生持有澳洲拉籌伯大學頒發之工商管理碩士學位。張先生於80年代後期投身中國初創金融證券業，先後在萬國證券公司、國泰證券有限公司、國泰君安證券有限公司等從事證券金融投資、證券經紀、投資銀行及財務分析研究等證券公司業務，並擔任高級經營管理職務。張先生於金融及資本市場擁有豐富經驗。張先生並無與我們公司訂立服務年限，惟須根據我們公司細則於應屆股東週年大會輪席退任和重選。

EXECUTIVE DIRECTORS (Continued)

Mr. Zhu Peifeng, aged 53, is a deputy chairman of our Board and an executive director, he joined our Company since 21 March 2005. Mr. Zhu holds a Bachelor degree in Sciences from Shanghai Maritime University and a Master degree in Economic from Shanghai Tongji University in the PRC. Mr. Zhu joined the financial securities industry in 1992 with over 11 year experiences in relevant industries, during which he worked for Bank of Communication and Guotai's group and acted as a branch general manager of Shenzhen Guotai Securities Company Limited; as a general manager (under the head offices of International Business and Institutional Customer Services) of Guotai Junan Securities Company Limited; as an executive director of Guotai Junan Financial Holdings Company Limited; as a director of Guotai Junan Securities (Hong Kong) Company Limited and Guotai Junan Assets Management (Asia) Limited and as the chairman of Harvest China Equities Investment Company Limited. He has extensive practical experiences in the capital markets of the PRC and Hong Kong. Mr. Zhu is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in the forthcoming annual general meeting in accordance with the provision of our Company's Bye-laws.

Mr. Jin Song, aged 39, is our managing director and an executive director, he joined our Company since 11 April 2005. Mr. Jin is currently a director and president of Beijing Zhongmin Gas Co., Ltd., a wholly-owned subsidiary of our Company and he also acts as director posts in certain principal subsidiaries of the Group. Mr. Jin is responsible for the investment, merger and acquisition businesses. Mr. Jin holds a MBA degree from Oklahoma City University in United States. Mr. Jin has substantial experiences in investment banking as well as merger and acquisition of gas enterprises in the PRC. He was engaged in marketing and project management by Shenzhen Huawei Technologies Co., Ltd., and worked for years in investment banking business with Guangzhou Security Company Limited and Huatai Securities Co., Ltd. Mr. Jin is not appointed for a specific term with our Company but is subject to retirement by rotation and re-election in accordance with the provision of our Company's Bye-laws.

執行董事 (續)

朱培風先生，現年53歲，為我們公司董事會副主席兼執行董事，彼於2005年3月21日加盟我們公司。朱先生持有中國上海海事大學頒發之理學學士學位和上海同濟大學頒發之經濟學碩士學位。朱先生於1992年加入金融證券界，於相關行業有逾十一年經驗，於該期間，彼曾任職交通銀行和國泰集團，並於國泰證券有限公司擔任深圳分公司總經理、國泰君安證券股份有限公司國際業務總部及企業客戶服務總部擔任總經理、國泰君安金融控股有限公司擔任執行董事、國泰君安證券(香港)有限公司及國泰君安資產管理(亞洲)有限公司擔任董事和於Harvest China Equities Investment Company Limited擔任主席。彼於中國及香港資本市場擁有豐富實際工作經驗。朱先生並無與我們公司訂立服務年限，惟須根據我們公司細則於應屆股東週年大會輪席退任及重選。

靳松先生，現年39歲，為我們公司董事總經理兼執行董事，彼於2005年4月11日加盟我們公司。靳先生現亦為我們全資附屬公司北京中民燃氣有限公司董事兼總裁及於本集團主要附屬公司擔任董事一職。靳先生負責投資、合併及收購業務。靳先生持有美國奧克拉荷馬市大學頒發之工商管理碩士學位。彼於中國投資銀行業務及燃氣企業併購方面擁有豐富經驗。彼曾於深圳華為技術有限公司從事市場計劃及項目管理工作；於廣州證券有限公司及華泰證券有限公司從事投資銀行業務多年。靳先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。

EXECUTIVE DIRECTORS (Continued)

Mr. Chu Kin Wang Peleus, aged 46, is appointed as our executive director of Company since 1 December 2008. Mr. Chu was graduated from the University of Hong Kong with a Master's degree in Business Administration. Mr. Chu is a fellow practising member of Hong Kong Institute of Certified Public Accountants, fellow member of the Association of Chartered Certified Accountants, associate member of Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Chu has over 21 years of professional experiences in auditing, accounting and financial management for both private and listed corporations. He is currently an independent non-executive director of Eyang Holdings (Group) Co. Limited (stock code: 00117); Flyke International Holdings Ltd (stock code: 01998); Huayu Expressway Group Ltd. (stock code: 01823); and Sustainable Forest Holdings Limited (stock code: 00723), companies listed on the Stock Exchange. Mr. Chu is not appointed for a specific term with our Company but is subject to retirement and re-election in accordance with the provision of our Company's Bye-laws.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Liu Junmin, aged 60, is our independent non-executive director, Dr. Liu joined our Company since 11 April 2005. Dr. Liu is currently a member of our Audit Committee and Remuneration Committee. Dr. Liu holds a Bachelor degree, a Master degree and a PhD degree in Economics from Nankai University in China, in which Dr. Liu is a professor of the School of Economics and an officer of the Virtual Economics & Management Research Center. Dr. Liu was appointed as independent director of China-Baoding Tianwei Yingli New Energy Resources Co., Limited from June 2008. After completion of the service term, Dr. Liu was resigned as an independent director of Tianjin Faw Xiali Automobile Co. (stock code: 000927), a company listed on the Shenzhen Stock Exchange in June 2008. Dr. Liu has awarded "Sun Yefang Economics Prize" (「孫冶芳經濟學獎」). Dr. Liu has entered into a service contract with our Company for three years but is subject to retirement by rotation and re-election in accordance with the provision of our Company's Bye-laws.

執行董事 (續)

朱健宏先生，46歲，於2008年12月1日獲委任為我們公司執行董事。朱先生畢業於香港大學，並取得工商管理碩士學位。朱先生為香港會計師公會資深執業會員、英國特許會計師公會資深會員、香港特許秘書公會及特許秘書及行政人員公會會員。朱先生在私人及上市公司核數、會計及財務管理方面累積逾二十一年之專業經驗。彼現為宇陽控股(集團)有限公司(股票代號:00117);飛克國際控股有限公司(股票代號:01998);華昱高速集團有限公司(股票代號:01823);及永保林業控股有限公司(股票代號:00723)之獨立非執行董事，該等公司均於聯交所上市。朱先生並無與我們公司訂立服務年限，惟須根據我們公司細則輪席退任及重選。

獨立非執行董事

劉駿民博士，現年60歲，為我們公司獨立非執行董事，劉博士於2005年4月11日加盟我們公司。劉博士現亦為我們公司審核委員會及薪酬委員會成員。劉博士持有中國南開大學頒發之經濟學學士、碩士及博士學位。彼現任南開大學經濟學院教授及虛擬經濟與管理研究中心主任。劉博士於2008年6月獲委任為保定天威英利新能源有限公司的獨立董事。劉博士因任期屆滿，已於2008年6月退任深圳證券交易所上市公司天津一汽夏利汽車股份有限公司(股份代號:000927)獨立董事一職。彼曾獲頒「孫冶芳經濟學獎」。劉博士與我們公司訂立為期三年之服務合約，惟須根據我們公司細則輪席退任和重選。

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Tan Qinglian, aged 72, is our independent non-executive director, he joined our Company since 11 April 2005. He is currently a member of our Audit Committee and Remuneration Committee. He is the member of the 10th National Committee of the Chinese People's Political Consultative Conference and President of China Civil Engineering Society. He was the vice minister of the Ministry of Construction of China. Mr. Tan has entered into a service contract with our Company for three years but is subject to retirement by rotation and re-election in accordance with the provision of our Company's Bye-laws.

Mr. Sin Ka Man, aged 43, is our independent non-executive director, Mr. Sin joined our Company since 23 December 2006 and he is also the chairman and a member of our Audit Committee and Remuneration Committee, respectively. Mr. Sin has over 18 years of professional experiences in auditing, accounting and financial management for both private and listed corporations. Mr. Sin is an associate member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a certified practicing accountant of the CPA in Australia. Mr. Sin is currently an vice-president of Huayu Expressway Group Limited (stock code: 01823) and is responsible for the accounting and financial management. Mr. Sin holds a Bachelor degree in Social Sciences from the University of Hong Kong, a Master degree in Finance from the University of Strathclyde in the United Kingdom and a Master degree in accounting from Curtin University of Technology in Australia. Mr. Sin is an independent non-executive director of LeRoi Holdings Limited (stock code: 00221); China Motion Telecom International Limited (stock code: 00989); and Xtep International Holdings Limited (stock code: 01368) (companies are listed on the Main Board of the Stock Exchange) and Sino Haijing Holdings Limited (stock code: 08065) (a company listed on Growth Enterprise Market). Mr. Sin has entered into a service contract with our Company for three years but is subject to retirement by rotation and re-election in accordance with the provision of our Company's Bye-laws.

獨立非執行董事 (續)

譚慶堦先生，現年72歲，為我們公司獨立非執行董事，彼於2005年4月11日加盟我們公司。彼現亦為我們公司審核委員會及薪酬委員會成員。彼為第十屆全國政協委員及中國土木工程學會理事長，曾任中國建設部副部長。譚先生與我們公司訂立為期三年之服務合約，惟須根據我們公司細則輪席退任和重選。

冼家敏先生，現年43歲，為我們公司獨立非執行董事，冼先生於2006年12月23日加盟我們公司，彼分別為審核委員會主席及薪酬委員會成員。冼先生在私人及上市公司核數、會計及財務管理方面累積逾十八年之專業經驗。冼先生為香港會計師公會會員、英國特許公認會計師公會資深會員及澳洲註冊執業會計師。冼先生現時為華昱高速集團有限公司（股票代號：01823）之副總裁，專責該公司之會計及財務管理。冼先生持有香港大學社會科學學士學位、英國斯特拉斯克萊德大學金融學碩士學位及澳洲科廷科技大學會計學碩士學位。冼先生現為利來控股有限公司（股票代號：00221）；潤迅通信國際有限公司（股票代號：00989）和特步國際控股有限公司（股票代號：01368）（彼等均於香港聯交所主板上市）及中國海景控股有限公司（股票代號：08065）（彼為創業板上市公司）之獨立非執行董事。冼先生與我們公司訂立為期三年之服務合約，惟須根據我們公司細則輪席退任和重選。

Report of the Directors 董事會報告

The directors of the Company (the "Directors") are pleased to present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2010.

PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company acts as an investment holding company. The Group is principally engaged in the sale and distribution of natural gas and Liquefied petroleum gas ("LPG") (collectively referred to as "gas fuel") in the People's Republic of China (the "PRC") including the sales of LPG in bulk and cylinders, the provision of piped gas fuel, construction of gas pipelines, the operation of city gas pipeline network, the sale of LPG and natural gas household appliances and lottery agency and equipment supply. The principal activities of its subsidiaries as at 31 March 2010 are set out in note 47 to the consolidated financial statements of this annual report.

RESULTS AND DIVIDEND

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

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2010 (2009: Nil).

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movement in property, plant and equipment and investment properties of the Group during the year are set out in notes 18 and 19 to the consolidated financial statements of this annual report respectively.

SHARE CAPITAL

Details of the movement in the share capital of the Company during the year ended 31 March 2010 are set out in note 35 to the consolidated financial statements of this annual report.

RESERVES

Details of the movement in the reserves of the Group and the Company during the year are set out in page 60 and note 46 to the consolidated financial statements of this annual report respectively.

本公司董事(「董事」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至2010年3月31日止年度之年報及經審核綜合財務報表。

主要業務及附屬公司

本公司為一間投資控股公司。本集團主要在中國從事銷售及分銷天然氣及液化石油氣(「LPG」)(統稱「燃氣」)，包括銷售散裝及瓶裝液化石油氣，提供管道液化石油氣及天然氣、興建燃氣管道、經營城市燃氣管道網絡、銷售液化石油氣及天然氣家用器具，以及彩票代理及設備供應。其附屬公司於2010年3月31日之主要業務載於本年報綜合財務報表附註47。

業績及股息

本集團之年度業績載於本年報綜合全面收入報表。

董事不建議派發截至2010年3月31日止年度之末期股息(2009年：無)。

物業、廠房及設備及投資物業

本集團之物業、廠房及設備及投資物業於本年度之變動詳情分別載於本年報綜合財務報表附註18和19。

股本

本公司股本於截至2010年3月31日止年度之變動詳情載於本年報綜合財務報表附註35。

儲備

本集團及本公司於本年度之儲備變動詳情分別載於本年報第60頁及綜合財務報表附註46。

DISTRIBUTABLE RESERVES

As at 31 March 2010, the Company did not have any distributable reserves.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2010, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 5.9% and 17.4% of the Group's total turnover for the year.

During the year ended 31 March 2010, the aggregate purchase attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 21.4% and 64.9% of the Group's total purchase for the year.

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

DIRECTORS

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

Executive Directors:

Mr. Xu Ruixin (*Honourable Chairman*)
Dr. Mo Shikang (*Chairman*)
Mr. Zhang Hesheng (*Deputy Chairman*)
Mr. Zhu Peifeng (*Deputy Chairman*)
Mr. Jin Song (*Managing Director*)
Mr. Chu Kin Wang Peleus

Independent Non-Executive Directors:

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

可供分派儲備

於2010年3月31日，本公司概無可供分派儲備。

主要客戶及供應商

截至2010年3月31日止年度，本集團最大客戶及五大客戶之銷售總額佔本集團於本年度之營業總額5.9%及17.4%。

截至2010年3月31日止年度，本集團最大供應商及五大供應商之採購總額佔本集團於本年度之採購總額21.4%及64.9%。

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

董事

於本年度內及截至本報告日期之在任董事如下：

執行董事：

徐瑞新先生（榮譽主席）
莫世康博士（主席）
張和生先生（副主席）
朱培風先生（副主席）
靳松先生（董事總經理）
朱健宏先生

獨立非執行董事：

劉駿民博士
譚慶璉先生
冼家敏先生

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the Directors are set out on page 24 to page 27 of this annual report.

DIRECTORS' SERVICE CONTRACT AND ROTATION

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

In accordance with Bye-Laws 99 of the Company, Messrs. Xu Ruixin, Zhang Hesheng and Zhu Peifeng will retire by rotation at the forthcoming annual general meeting but, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

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

DIRECTORS' EMOLUMENT

Details of Directors' emoluments on a named basis are set out in note 12(a) to the consolidated financial statements of this annual report.

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

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

董事之履歷詳情

董事之履歷詳情載於本年報第24至27頁。

董事服務合約及輪席

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

根據本公司之公司細則第99條規定，徐瑞新先生，張和生先生及朱培風先生將於應屆股東週年大會上輪席告退，惟符合資格，彼等願意於應屆股東週年大會上膺選連任。

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

董事酬金

以記名方式之董事酬金詳情載於本年報綜合財務報表附註12(a)。

獨立非執行董事之年度確認

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

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 March 2010, the interests of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long position in the shares of the Company

本公司股份中之好倉

董事於股份、相關股份及債券中之權益

於2010年3月31日，根據證券及期貨條例第352條本公司須予存置之登記冊所記錄，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」），有關董事於本公司或其任何相關法團（定義見證券及期貨條例第XV部）（「相關法團」）之股份、相關股份及債券中之權益如下：

Name of Director	董事名稱	Number of shares 股份數目			Number of underlying shares held under equity derivatives 股本衍生工具 項下持有之 相關股份數目	Total 總數	Percentage of aggregate interests to total number of shares in issue* 權益總額 佔已發行股份 總數百分比* %
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益			
Dr. Mo Shikang	莫世康博士	-	-	1,000,798,538 ¹	1,410,000 ²	1,002,208,538	24.55
Mr. Zhang Hesheng	張和生先生	3,710,000 ³	-	-	10,000,000 ²	13,710,000	0.34
Mr. Zhu Peifeng	朱培風先生	2,600,000 ³	-	-	10,000,000 ²	12,600,000	0.31
Mr. Jin Song	靳松先生	-	-	-	10,000,000 ²	10,000,000	0.24
Mr. Chu Kin Wang Peleus	朱健宏先生	-	-	-	8,000,000 ²	8,000,000	0.20
Dr. Liu Junmin	劉駿民博士	-	-	-	3,600,000 ²	3,600,000	0.09
Mr. Sin Ka Man	冼家敏先生	-	-	-	3,600,000 ²	3,600,000	0.09

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

Notes:

1. This represents interests held by Dr. Mo Shikang ("Dr. Mo") through Asian Allied Limited ("Asian Allied"), which holds 1,000,798,538 shares of the Company registered under the name of Super Win Development Limited ("Super Win"), its wholly-owned subsidiary. Dr. Mo has 42.75% interest in Asian Allied, he is therefore deemed to be interested in 1,000,798,538 shares of the Company.
 2. This represents interests in share option held by the relevant Directors as beneficial owner to subscribe for the relevant underlying shares granted by the Company under the 2006 Share Option Scheme, details of which is set out in the section headed "Share Option" under Directors' Report in this annual report.
 3. This represents interests held by the relevant Directors as beneficial owner.
- * The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 March 2010 (i.e. 4,082,224,554 shares).

Save as disclosed above, as at 31 March 2010, none of the Directors had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

董事於股份、相關股份及債券中之 權益(續)

附註:

1. 此代表由莫世康博士(「莫博士」)透過 Asian Allied Limited (「Asian Allied」)持有之權益,並以其全資附屬公司 Super Win Development Limited (「Super Win」)名義登記持有本公司1,000,798,538股股份。莫博士擁有 Asian Allied 42.75%權益,彼因此被視為擁有本公司1,000,798,538股股份之權益。
 2. 此代表相關董事作為實益擁有人持有之購股權權益以認購本公司根據2006年購股權計劃授出之有關相關股份,詳情載於本年報董事會報告「購股權」一節。
 3. 此代表由相關董事作為實益擁有人持有之權益。
- * 百分比已經根據本公司於2010年3月31日已發行股份總數(即4,082,224,554股股份)作出調整。

除以上披露者外,於2010年3月31日,根據證券及期貨條例第352條本公司須予存置之登記冊所記錄,或根據標準守則須知會本公司及聯交所,概無董事於本公司或其任何相關法團之股份、相關股份或債券中擁有任何權益或淡倉。

董事於重大合約之權益

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

As at 31 March 2010, the number of outstanding option shares granted by the Company under the 2006 Share Option Scheme (defined under section headed "Share Option" below) for the Directors to subscribe the shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code is set out in the section headed "Share Option" under Directors' Report of this annual report.

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

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 March 2010, the interests of those persons (other than the Directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

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

(L) = long position 好倉

董事購買股份及債券之權利

於2010年3月31日，根據證券及期貨條例第352條本公司存置之登記冊內所記錄，或根據標準守則須知會本公司及聯交所，本公司根據2006年購股權計劃（定義見下文「購股權」一節內）已向董事授出可認購本公司股份之未行使購股權數目已載於本年報董事會報告「購股權」一節。

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

本公司股本中之主要權益

於2010年3月31日，根據證券及期貨條例第336條本公司所存置之登記冊，該等人士（除董事外）擁有本公司股份之權益如下：

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

Notes:

1. This represents interests held by Dr. Mo through Asian Allied, which holds 1,000,798,538 shares of the Company registered under the name of Super Win, a wholly-owned subsidiary of Asian Allied. Dr. Mo has 42.75% interest in Asian Allied, he is therefore deemed to be interested in 1,000,798,538 shares of the Company.
- * The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 March 2010 (i.e. 4,082,224,554 shares).

Save as disclosed above, as at 31 March 2010, the Company had not been notified of any interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

COMPETITION AND CONFLICTS

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

PUBLIC FLOAT

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

PRE-EMPTIVE RIGHTS

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

本公司股本中之主要權益(續)

附註:

1. 此代表由莫博士透過Asian Allied持有之權益，並以其全資附屬公司Super Win名義登記持有本公司1,000,798,538股股份。莫博士擁有Asian Allied 42.75%權益，彼因此被視為擁有本公司1,000,798,538股股份之權益。
- * 百分比已經根據本公司於2010年3月31日已發行股份總數(即4,082,224,554股股份)作出調整。

除上文所披露者外，於2010年3月31日，根據證券及期貨條例第336條須予置存之登記冊，本公司並無獲悉本公司股份及相關股份中之任何權益及淡倉記錄。

競爭與利益衝突

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

公眾持股量

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

優先購買權

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

SHARE OPTION

On 3 October 2006, the shareholders of the Company approved the adoption of a new share option scheme (the "2006 Share Option Scheme"). On 27 September 2007, the shareholders of the Company approved the resolution for refreshment of 10% limit on the grant of options under the 2006 Share Option Scheme. On 28 August 2008, the shareholders of the Company approved the resolution for the amendments to the terms of the 2006 Share Option Scheme, details of which may refer to the circular of the Company dated 31 July 2008.

As at 31 March 2010 and up to the date of this annual report, 362,452,000 and 331,052,000 option shares were outstanding under the 2006 Share Option Scheme respectively.

The following is a summary of the principal terms of the 2006 Share Option Scheme:

Purpose Provide incentives to the eligible persons to contribute to the Group, to enable the Group to recruit and retain quality employees to serve the Group on a long-term basis and to attract human resources that are valuable to the Group.

Participants Eligible person include any executive, employee (whether full-time or part-time), Director (including non-executive director and independent non-executive director), consultant, adviser, partner, joint-venture partner, service provider, customer and/or agent of the Company or any of its subsidiary or any person, who in the absolute discretion of the Board, has contributed or may contribute to the Group at the time when an option is granted to such person (Note).

購股權

於2006年10月3日，本公司之股東批准採納一項新購股權計劃（「2006年購股權計劃」）。於2007年9月27日，本公司股東批准更新2006年購股權計劃授出購股權之10%限額之決議案。於2008年8月28日，本公司股東批准修訂2006年購股權計劃條款之決議案，詳情可參閱本公司2008年7月31日之通函。

於2010年3月31日及截至本年報日期，根據2006年購股權計劃授出之購股權尚有362,452,000份及331,052,000份未行使。

下文概述2006年購股權計劃之主要條款：

目的 鼓勵合資格人士為本集團作出貢獻、幫助本集團招聘及挽留優秀僱員以長期服務本集團和吸引對本集團有價值之人力資源。

參與者 合資格人士包括當向該名人士授出購股權時其為本公司或其任何附屬公司之任何行政人員、僱員（不論是全職或兼職）、董事（包括非執行董事及獨立非執行董事）、顧問、諮詢人、合夥人、合資企業伙伴、服務供應商、客戶及／或代理或董事會全權酌情處理，為該名人士獲授權購股權當時曾經對本集團作出貢獻或可能對本集團作出貢獻之任何人士（附註）。

SHARE OPTION (Continued)

Price of Shares Determined by the Board and shall at least be the highest of:

- (a) the nominal value of the share of the Company;
- (b) the closing price of the share of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer, which must be a trading day; and
- (c) the average closing price of the share of the Company as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer.

Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of this annual report

269,007,405 shares, being approximately 6.59% of the issued share capital of the Company.

購股權 (續)

股份價格

由董事會釐定，惟不得低於下列之較高者：

- (a) 本公司股份之面值；
- (b) 授出購股權之日（須為交易日）聯交所每日報價表所報本公司股份之收市價；及
- (c) 緊隨授出購股權之前五個營業日聯交所每日報價表所報本公司股份之平均收市價。

於本年報日期可供發行之股份總數及其佔已發行股本百分比

269,007,405股股份，約佔本公司已發行股本6.59%。

SHARE OPTION (Continued)

Maximum entitlement of each participant	Not exceed 1% of the shares of the Company in issue in any 12-month period.
Period within which the securities must be taken up under the option	Subject to the discretion by the Board (Note).
Minimum period for which an option must be held before it can be exercised	Not applicable (Note).
Amount payable on acceptance	No amount is payable on acceptance of an offer.
Period within which calls/loans must be made/repaid	Not applicable.
Remaining life of the scheme	The scheme will be valid and effective until 5 October 2016, after which no further options will be granted, but in all other respects the provisions of this scheme shall remain in full force and effect in respect of any option granted prior to the termination of this scheme and any such option shall continue to be exercisable in accordance with their terms of issue.

Note: This term has been revised in the 2008 annual general meeting.

購股權 (續)

每名參與者可獲發股份之上限	於任何12個月內不得超過本公司已發行股份之1%。
根據購股權認購證券之期限	由董事會酌情釐定(附註)。
行使購股權前須持有之最短期限	不適用(附註)。
接納時應付之金額	接納購股權毋須支付金額。
徵收款項／償還貸款之期限	不適用。
計劃之剩餘年期	此計劃直至2016年10月5日生效及有效，該日後將不會授出額外之購股權，惟就此計劃終止前已授出之任何購股權而言，此計劃所有其他條文將仍全面生效及有效，而該等購股權將可根據彼等授出之條款予以行使。

附註： 本條款於2008年股東週年大會被修訂。

SHARE OPTION (Continued)

購股權 (續)

Movements of the option shares, which were granted under the 2006 Share Option Scheme, during the year ended 31 March 2010 are listed below in accordance with rule 17.07 of the Listing Rules:

根據上市規則第17.07條，於截至2010年3月31日止年度根據2006年購股權計劃授出之購股權之變動詳情如下：

Category 類別	Date of grant 授出日期	As at 於 01.04.2009	During the year 年內		As at 於 31.03.2010	Exercise price ¹ 行使價 ¹ HK\$ 港元	Exercise period ² 行使期 ²
			Granted/ (exercised) 授出/ (行使)	Lapsed*/ cancelled 失效*/註銷			
Directors 董事							
Dr. Mo 莫博士	02.04.2007	750,000	-	-	750,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	660,000	-	-	660,000	0.514	01.05.2008- 14.04.2011
					1,410,000		
Mr. Zhang Hesheng 張和生先生	02.04.2007	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
					10,000,000		
Mr. Zhu Peifeng 朱培風先生	02.04.2007	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
					10,000,000		
Mr. Jin Song 靳松先生	02.04.2007	7,500,000	-	-	7,500,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,500,000	-	-	2,500,000	0.514	01.05.2008- 14.04.2011
					10,000,000		

SHARE OPTION (Continued)

購股權 (續)

Category 類別	Date of grant 授出日期	As at 於 01.04.2009	During the year 年內		As at 於 31.03.2010	Exercise price ¹ 行使價 ¹ HK\$ 港元	Exercise period ² 行使期 ²
			Granted/ (exercised) 授出/ (行使)	Lapsed*/ cancelled 失效*/註銷			
Mr. Chu Kin Wang Peleus 朱健宏先生	02.04.2007	6,000,000	-	-	6,000,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	2,000,000	-	-	2,000,000	0.514	01.05.2008- 14.04.2011
					8,000,000		
Dr. Liu Junmin 劉駿民博士	02.04.2007	2,700,000	-	-	2,700,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	900,000	-	-	900,000	0.514	01.05.2008- 14.04.2011
					3,600,000		
Mr. Sin Ka Man 冼家敏先生	02.04.2007	2,700,000	-	-	2,700,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	900,000	-	-	900,000	0.514	01.05.2008- 14.04.2011
					3,600,000		
	Subtotal 小計	46,610,000	-	-	46,610,000		

SHARE OPTION (Continued) 購股權 (續)

Category 類別	Date of grant 授出日期	As at 於 01.04.2009	During the year 年內		As at 於 31.03.2010	Exercise price ¹ 行使價 ¹ HK\$ 港元	Exercise period ² 行使期 ²
			Granted/ (exercised) 授出/ (行使)	Lapsed*/ cancelled 失效*/註銷			
Continuous Contracts Employee 持續合約制僱員	02.04.2007	83,980,000	-	(3,160,000)*	80,820,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	36,230,000	-	(1,040,000)*	35,190,000	0.514	01.05.2008- 14.04.2011
	02.11.2007	1,250,000	-	(150,000)*	1,100,000	0.632	10.05.2008- 01.05.2011
	04.01.2008	20,000,000	-	-	20,000,000	0.382	17.07.2008- 03.07.2011
	Subtotal 小計	141,460,000	-	(4,350,000)	137,110,000		
Consultants 顧問	11.10.2006	46,000,000	-	-	46,000,000	0.385	11.04.2007- 10.04.2010
	02.04.2007	59,382,000	-	-	59,382,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	18,750,000	-	-	18,750,000	0.514	01.05.2008- 14.04.2011
	Subtotal 小計	124,132,000	-	-	124,132,000		
Agents 代理	02.04.2007	26,540,000	-	-	26,540,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	9,760,000	-	-	9,760,000	0.514	01.05.2008- 14.04.2011
	Subtotal 小計	36,300,000	-	-	36,300,000		
Advisors 諮詢人	02.04.2007	13,610,000	-	-	13,610,000	0.530	18.10.2007- 01.10.2010
	15.10.2007	4,690,000	-	-	4,690,000	0.514	01.05.2008- 14.04.2011
	Subtotal 小計	18,300,000	-	-	18,300,000		
	Total 合計	366,802,000	-	(4,350,000)	362,452,000		

SHARE OPTION (Continued)

Notes:

1. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The vesting period is six months from the date of acceptance of the offer.

PENSION SCHEMES

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

CONNECTED TRANSACTIONS

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

RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 39 to consolidated financial statements of this annual report.

MANAGEMENT CONTRACTS

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

購股權（續）

附註：

1. 購股權之行使價可根據供股或紅股發行或本公司股本之其他類似變動予以調整。
2. 歸屬期為由接納授出日期起計六個月。

退休金計劃

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

關連交易

於年內，本公司並無訂立任何須遵守上市規則之關連交易。

與有關連人士之交易

與有關連人士之交易詳情載於本年報綜合財務報表附註39。

管理合約

年內概無訂立或存在任何關於本公司業務全部或任何重要部分之管理及行政合約。

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board adopted the Model Code, which has been revised and adopted by the Board pursuant to the recent amendments to the Listing Rule. All Directors have confirmed their compliance with the required standard set out in the Model Code during the year ended 31 March 2010.

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

Neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the Company's listed securities during the year ended 31 March 2010.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period as set out in note 43 to the consolidated financial statements of this annual report.

董事進行證券交易之守則

董事會採納標準守則（按上市規則最近修訂內容已獲董事會修改及採納）。全部董事已確認截至2010年3月31日止年度遵守標準守則規定之準則。

購買、出售或贖回本公司之上市證券

截至2010年3月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

報告期後事項

有關報告期後重大事項之詳情載於本年報綜合財務報表附註43。

AUDITOR

SHINEWING (HK) CPA Limited (the "SHINEWING") will retire and, being eligible offer, offer themselves for re-appointment in forthcoming annual general meeting of the Company. A resolution for the re-appointment of SHINEWING as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Mr. Jin Song

Managing and Executive Director

Beijing, 23 July 2010

核數師

信永中和(香港)會計師事務所有限公司(「信永中和」)將於本公司應屆股東週年大會任滿告退，彼合資格及表示願意膺選連任。有關續聘信永中和為本公司核數師之決議案將於應屆股東週年大會上提呈。

承董事會命

靳松先生

董事總經理兼執行董事

北京，2010年7月23日

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

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

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

(a) Directors' securities transactions

Adoption of Model Code

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

Confirmation on Compliance

Specific respectively enquiry has been made to all the Directors regarding any non-compliance with the Model Code during the year ended 31 March 2010 and up to the date of this annual report, they all confirmed that they have fully complied with the required standard set out in the Model Code during the year and up to the date of this annual report.

企業管治常規

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

本公司董事（「董事」）知悉彼等有關根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製及真實而公平地呈列該等綜合財務報表的責任。此責任包括設計、實行及維持有關編製及真實而公平地呈列該等綜合財務報表的內部監控，以使該等財務報表並不存在任何由於欺詐或錯誤而導致的重大錯誤陳述；選擇及應用適當的會計政策；及根據情況作出合理的會計估計。

(a) 董事之證券交易

採納標準守則

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

合規確認

本公司已就截至2010年3月31日止年度及截至本年報日期有關不遵守標準守則之任何條文向全體董事作出個別具體查詢，而董事已確認彼等於年內及截至本年報日期全面遵守標準守則所規定之標準。

(a) Directors' securities transactions (Continued)**Written Guideline for Relevant Employees**

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

Amendments to the Model Code

In consideration of the new amendments to the Model Code (the "Amendments"), which became effective on the 1st quarter of 2009, the Board revised its Model Code corresponding to the Amendments in the 1st quarter of 2009.

(b) The Board**Composition**

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

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

Executive directors:

Mr. Xu Ruixin (*Honourable Chairman*)
Dr. Mo Shikang (*Chairman*)
Mr. Zhang Hesheng (*Deputy Chairman*)
Mr. Zhu Peifeng (*Deputy Chairman*)
Mr. Jin Song (*Managing Director*)
Mr. Chu Kin Wang Peleus

Independent non-executive directors:

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

The biographical details of the Directors are set out on page 24 to page 27 of this annual report.

(a) 董事之證券交易（續）**給予有關僱員之書面指引**

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

修訂標準守則

考慮到標準守則的新修訂（「修訂」，已於2009年第一季生效），董事會已於2009年第一季根據修訂對其標準守則作出相應修改。

(b) 董事會**組成**

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

下列為本年度及截至本報告日期止在任董事：

執行董事：

徐瑞新先生（榮譽主席）
莫世康博士（主席）
張和生先生（副主席）
朱培風先生（副主席）
靳松先生（董事總經理）
朱健宏先生

獨立非執行董事：

譚慶璉先生
劉駿民博士
冼家敏先生

董事之履歷詳情載於本年報第24頁至第27頁。

(b) The Board (Continued)

Number of Meetings Held and Attendance

The Board normally has four (4) scheduled meetings a year and meets at other times as and when required to review financial, internal control, risk management, company strategy and operating performance of the Group. During the year ended 31 March 2010, a total number of five (5) regular Board meetings, two (2) Audit Committee meetings and one (1) Remuneration Committee meetings were held. Minutes of these meetings are kept by the Company Secretary of the Company and are open for inspection by the Directors.

The individual attendance records of each Director, on a named basis, at the meetings of the Board, Audit Committee and Remuneration Committee during the year ended 31 March 2010 are set out below:

(b) 董事會 (續)

會議次數及出席率

董事會每年一般定期舉行四(4)次會議，並在有需要時舉行會議以審閱本集團之財務、內部監控、風險管理、公司策略及營運表現。截至2010年3月31日止年度內，本公司共召開五(5)次定期董事會會議、兩(2)次審核委員會會議及一(1)次薪酬委員會會議。本公司之公司秘書負責保存該等會議紀錄並可公開供董事查閱。

於截至2010年3月31日止年度，各董事個別出席董事會、審核委員會及薪酬委員會會議之紀錄(按成員姓名分列)載列如下：

Name of Directors	董事姓名	Attendance/Number of meetings entitled to attend 出席率／有權出席會議之數目		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Executive Directors 執行董事				
Mr. Xu Ruixin	徐瑞新先生	5/5	–	–
Dr. Mo Shikang	莫世康博士	5/5	–	1/1
Mr. Zhang Hesheng	張和生先生	5/5	–	1/1
Mr. Zhu Peifeng	朱培風先生	5/5	–	–
Mr. Jin Song	靳松先生	5/5	–	–
Mr. Chu Kin Wang Peleus	朱健宏先生	5/5	–	–
Independent Non-executive Directors 獨立非執行董事				
Mr. Tan Qinglian	譚慶璉先生	5/5	2/2	1/1
Dr. Liu Junmin	劉駿民博士	5/5	2/2	1/1
Mr. Sin Ka Man	冼家敏先生	5/5	2/2	1/1

(b) The Board (Continued)**Responsible of the Board**

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

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

Responsible of the Directors

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

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

Annual Confirmation from Independent Non-Executive Directors

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

(b) 董事會 (續)**董事會之責任**

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

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

董事之責任

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

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

獨立非執行董事之年度確認

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

(b) The Board (Continued)

Terms of Non-Executive Directors

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

(c) Chairman and Chief Executive Officer

Role of Chairman

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

Role of Chief Executive Officer

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

(b) 董事會 (續)

非執行董事之任期

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

(c) 主席及行政總裁

主席之職能

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

行政總裁之職能

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

(d) Remuneration Committee

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

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

The RC meets at least once a year to determine the remuneration policy for the Directors and senior management. During the year ended 31 March 2010, a total number of one (1) meeting was held to determine the remuneration policy, bonus and/or share option for the Directors and/or senior management. The attendance records of the RC, on a named basis, are set out under section of “Number of Meetings Held and Attendance” under the Corporate Governance Report, on page 49, of this annual report.

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

- (i) to make recommendations to the Board on the Company’s policy and structure for all remuneration of Directors and senior management and on the establishment of a formal transparent procedure for developing policy on such remuneration;
- (ii) to determine which individual or individuals constitute senior management;

(d) 薪酬委員會

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

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

薪酬委員會最少每年舉行一次會議，以釐定董事及高級管理層之薪酬政策。於截至2010年3月31日止年度內，薪酬委員會共舉行一(1)次會議以釐定董事及／或高級管理層之薪酬政策、花紅及／或購股權。薪酬委員會出席紀錄（按成員姓名分列）載於本年報第49頁企業管治報告「會議次數及出席率」一節內。

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

- (i) 就本公司董事及高級管理層之所有薪酬政策及架構向董事會提出意見，並確立具透明度之正式程序以擬定該等薪酬政策；
- (ii) 釐定組成高級管理層之人士；

(d) Remuneration Committee (Continued)

- (iii) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (iv) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office;
- (v) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (vi) to ensure that no Director or any of his associates is involved in deciding his own remuneration;

During the year, the Board approved all the recommendations of the RC. Details of the amount of Directors' emoluments during the year ended 31 March 2010 are set out in note 12(a) to the consolidated financial statements of this annual report.

(e) Audit Committee

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

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

The AC meets at least twice a year to review and approve the Group's financial reporting process and internal control system. During the year ended 31 March 2010, a total number of two (2) meetings were held. The attendance records of the AC, on a named basis, are set out under section of "Number of Meetings Held and Attendance" under the Corporate Governance Report, on page 46, of this annual report.

(d) 薪酬委員會 (續)

- (iii) 參考董事會不時議決之企業目標及宗旨以檢討及批准與表現掛鈎之薪酬;
- (iv) 檢討及批准就執行董事及高級管理層之離職或損失而應付予彼等之補償;
- (v) 檢討及批准就董事行為失當遭撤職或免職須作出之賠償安排; 及
- (vi) 確保董事或其任何聯繫人士不得參與釐定其本身之薪酬;

於本年度內，董事會批准薪酬委員會作出之全部建議。有關截至2010年3月31日止年度之董事報酬金額，詳情載於本年報綜合財務報表附註12(a)。

(e) 審核委員會

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

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

審核委員會最少每年舉行兩次會議，以檢討及批准本集團之財務報告流程及內部監控系統。截至2010年3月31日止年度內，審核委員會共舉行兩(2)次會議。審核委員會出席紀錄(按成員姓名分列)載於本年報第46頁企業管治報告「會議次數及出席率」一節內。

(e) Audit Committee (Continued)

The AC acknowledged the new amendments to the terms of reference of the AC under the Listing Rules in relation to, inter alia, abolishment of the requirement of appointment of qualified accountant and the amendments to the terms of reference of the AC and thereafter appropriate actions have been taken by the Board and the AC accordingly.

The major responsibilities of the AC are:

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

The Group's annual results for the year ended 31 March 2010 have been reviewed by the AC.

Auditor's Remuneration

During the year ended 31 March 2010, the fee paid/payable to auditor in respect of audit service and non-audit services provided by the auditor to the Group were as follows:

Nature of services	服務性質	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Audit for the year	年度審核	<u>1,800</u>	<u>1,800</u>

(f) Nomination Committee

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

(e) 審核委員會 (續)

審核委員會知悉上市規則下有關審核委員會職權範圍的新修訂，該等新修訂關於（其中包括）廢除委任合資格會計師的規定及對審核委員會職權範圍作出的修訂，而董事會及審核委員會亦已於其後採取適當的行動。

審核委員會主要職責為：

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

審核委員會已審閱本集團截至2010年3月31日止年度之全年業績。

核數師酬金

截至2010年3月31日止年度，就核數師向本集團提供之核數服務及非核數服務所支付／應付之費用載列如下：

(f) 提名委員會

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

(g) Internal Control

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

(h) Investor Relation

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

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

(g) 內部監控

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

(h) 投資者關係

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

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

Independent Auditor's Report 獨立核數師報告



SHINEWING (HK) CPA Limited
43/F., The Lee Gardens
33 Hysan Avenue
Causeway Bay, Hong Kong

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
CHINESE PEOPLE HOLDINGS COMPANY LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Chinese People Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 56 to 183, which comprise the consolidated statement of financial position as at 31 March 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

獨立核數師報告

致中民控股有限公司全體股東
(於百慕達註冊成立之有限公司)

本核數師已審核中民控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)載於第56頁至第183頁的綜合財務報表，當中包括於2010年3月31日的綜合財務狀況報表、截至該日止年度的綜合全面收入報表、綜合權益變動表及綜合現金流量表、主要會計政策概要及其他闡釋附註。

董事對綜合財務報表的責任

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated 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 consolidated financial statements.

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

核數師的責任

我們的責任是根據我們審核工作的結果，對該等綜合財務報表表達意見，並根據百慕達公司法第90條之規定，僅向整體股東作出報告，除此以外本報告並無其他用途。我們不會就本報告的內容向任何其他人士承擔或負上任何責任。我們乃根據香港會計師公會頒布的香港審核準則進行審核工作。該等準則規定我們遵守道德規範，並規劃與履行審核工作，以合理確保綜合財務報表是否並無存有重要錯誤陳述。

審核涉及執行政序以取得有關綜合財務報表所載金額及披露資料的審核憑證。選取的程序須視乎核數師的判斷，包括評估綜合財務報表存有重大錯誤陳述（不論其由欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師將考慮與該實體編製並真實公平地呈報綜合財務報表有關的內部監控，以為不同情況設計適當審核程序，但並非旨在就該實體內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策的恰當性及貴公司董事所作的會計估算的合理性，並就綜合財務報表的整體呈報方式作出評估。

我們相信，我們所取得充份適當的審核憑證，作為審核意見的基礎。

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2010 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.

Without qualifying our opinion above, we draw attention to the fact that our report dated 10 July 2009 on the Group's consolidated financial statements for the year ended 31 March 2009, which form the basis for the comparative amounts presented in the current year's financial statements, was disclaimed in view of the significance of the limitations in the scope of our audit resulting from insufficiency of supporting documentation due to the lost of accounting books and records of certain subsidiaries of the Company as a result of the earthquake in Sichuan Province of the People's Republic of China. We were unable to express an opinion as to whether the opening net assets of the Group as at 1 April 2008 were fairly stated. Any adjustments to the opening net assets of the Group as at 1 April 2008 would have consequential impact on the profits of the Group for the year ended 31 March 2009. Accordingly, the comparative amounts of the consolidated statement of comprehensive income, consolidated statement of cash flows and the related disclosures in the notes to the consolidated financial statements of the Group for the year ended 31 March 2009 may not be comparable with the amounts for the current year.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Pang Wai Hang

Practising Certificate Number: P05044

Hong Kong
23 July 2010

意見

我們認為，此等綜合財務報表乃根據香港財務報告準則真實公平地顯示 貴集團於2010年3月31日的財務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

我們沒有就上文發出保留意見，惟謹請注意，鑑於 貴公司若干附屬公司因中華人民共和國四川省發生地震而失去會計賬冊及記錄，因而並無足夠支持文件，令我們的審核工作範圍受到重大限制，故此，我們就 貴集團截至2009年3月31日止年度的綜合財務報表（其構成本年度財務報表所呈列的比較金額的基準）而於2009年7月10日發出的報告並無表示意見。我們無法就 貴集團於2008年4月1日的期初資產淨值是否公平呈列而發表意見。對 貴集團於2008年4月1日的期初資產淨值作出任何調整，將對 貴集團截至2009年3月31日止年度的溢利產生影響。因此， 貴集團綜合全面收益表、綜合現金流量表以及綜合財務報表附註內的相關披露事項中截至2009年3月31日止年度的比較金額未必能與本年度金額作比較。

信永中和（香港）會計師事務所有限公司

執業會計師

彭衛恆

執業證書號碼：P05044

香港
2010年7月23日

Consolidated Statement of Comprehensive Income 綜合全面收入報表

For the year ended 31 March 2010 截至2010年3月31日止年度

		Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元 (Restated) (重列)
Turnover	營業額	7	706,250	579,510
Cost of sales	銷售成本		(495,920)	(446,970)
Gross profit	毛利		210,330	132,540
Other operating income	其他經營收入	9	11,376	4,133
Administrative expenses	行政開支		(123,946)	(125,295)
Discount on acquisition of additional interests in a subsidiary	收購附屬公司額外權益之折讓		-	216
Gain on disposal of subsidiaries	出售附屬公司之收益	38	257,189	-
Impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項確認之減值虧損		(20,534)	(3,288)
Loss on disposal of an associate	出售聯營公司虧損		-	(1,459)
Loss on fair value changes of convertible notes	可換股票據公平值變動虧損	33	(2,118)	(4,496)
Equity-settled share-based payments	以權益結算股份為基礎之付款		-	(1,666)
Reversal of impairment loss recognised in respect of earthquake	已就地震確認之減值虧損撥回	11	-	65,002
Share of results of associates	應佔聯營公司業績		4,564	5,196
Loss on fair value changes of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動虧損		-	(7,507)
Finance costs	財務成本	13	(6,855)	(12,093)
Profit before tax	除稅前溢利		330,006	51,283
Income tax expense	所得稅開支	14	(20,248)	(12,046)
Profit for the year	本年度溢利	10	309,758	39,237
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)			
Exchange differences arising on translation of foreign operations	換算境外業務所產生之匯兌差額		2,436	13,434
Exchange reserve realised on disposal of subsidiaries	出售附屬公司時變現匯兌儲備		(14,388)	-
Gain (loss) on fair value changes of available-for-sale financial assets	可供出售金融資產公平值變動收益(虧損)		6,616	(69,014)
Revaluation surplus on property, plant and equipment upon reclassification to investment properties	物業、廠房及設備重新分類為投資物業之重估盈餘		-	454
Other comprehensive expense for the year	本年度其他全面開支		(5,336)	(55,126)
Total comprehensive income (expense) for the year	本年度全面收入(開支)總額		304,422	(15,889)

	Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元 (Restated) (重列)
Profit for the year attributable to:	下列應佔之本年度溢利：		
Owners of the Company	本公司擁有人	300,614	35,902
Minority interests	少數股東權益	9,144	3,335
		309,758	39,237
Total comprehensive income (expense) attributable to:	下列應佔之全面收入 (開支)總額：		
Owners of the Company	本公司擁有人	295,278	(19,224)
Minority interests	少數股東權益	9,144	3,335
		304,422	(15,889)
		HK Cents	HK Cents
		港仙	港仙
Earnings per share – basic and diluted	每股盈利 – 基本及攤薄	7.36	0.88

Consolidated Statement of Financial Position 綜合財務狀況報表

At 31 March 2010 於2010年3月31日

		Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	635,370	765,802
Investment properties	投資物業	19	7,024	11,458
Prepaid lease payments	預付租金	20	29,493	37,682
Goodwill	商譽	21	93,113	169,065
Intangible assets	無形資產	22	101,983	140,271
Interests in associates	於聯營公司權益	23	63,647	56,342
Available-for-sale financial assets	可供出售金融資產	25	38,567	32,291
Deposit paid on acquisition of property, plant and equipment	收購物業、廠房及設備已付按金		4,891	2,483
			974,088	1,215,394
Current assets	流動資產			
Inventories	存貨	26	26,843	34,770
Trade and other receivables	貿易及其他應收款項	27	91,569	102,445
Other loan to a shareholder of an associate	聯營公司股東之其他貸款	28	41,000	–
Amount due from a joint venturer	應收合資企業合營方款項	29	23,298	–
Prepaid lease payments	預付租金	20	699	814
Pledged bank deposits	已抵押銀行存款	30	8,076	–
Bank balances and cash	銀行結餘及現金	30	316,191	176,952
			507,676	314,981
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	31	203,283	241,633
Tax liabilities	稅項負債		57,022	58,123
Amounts due to associates	應付聯營公司款項	23	11,389	34,458
Bank borrowings	一年內到期之			
– due within one year	銀行借貸	32	92,663	145,839
Convertible notes	可換股票據	33	–	162,374
			364,357	642,427
Net current assets (liabilities)	流動資產(負債)淨值		143,319	(327,446)
Total assets less current liabilities	總資產減流動負債		1,117,407	887,948

		Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Capital and reserves	股本及儲備			
Share capital	股本	35	285,756	285,756
Reserves	儲備		642,850	347,572
Equity attributable to owners of the Company	本公司擁有人應佔權益		928,606	633,328
Minority interests	少數股東權益		64,041	68,810
Total equity	總權益		992,647	702,138
Non-current liabilities	非流動負債			
Bank borrowings	一年後到期之銀行借貸			
– due after one year		32	110,407	164,102
Deferred tax liabilities	遞延稅項負債	34	14,353	21,708
			124,760	185,810
			1,117,407	887,948

The consolidated financial statements on pages 56 to 183 were approved and authorised for issue by the board of directors on 23 July 2010 and are signed on its behalf by:

載於第56至183頁之綜合財務報表已獲董事會於2010年7月23日批准及授權刊發，並由以下代表簽署：

Dr. Mo Shikang
Director
 莫世康博士
 董事

Mr. Jin Song
Director
 靳松先生
 董事

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 March 2010 截至2010年3月31日止年度

		Share capital	Share premium	Capital reserve	Contributed surplus	Surplus reserve fund	Capital contribution	Share-based compensation reserve	Property revaluation reserve	Investment valuation reserve	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Minority interests	Total
		股本	股份溢價	資本儲備	繳入盈餘	盈餘公積金	注入資金	以股份為基礎之酬金儲備	重估儲備	估值儲備	匯兌儲備	累計虧損	本公司擁有人應佔權益	股東權益	合計
		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
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Note a)	(Note b)	(Note a)	(Note b)	(Note c)	(Note a)	(Note b)	(Note b)	(Note b)	(Note b)	(Note b)	(Note b)	(Note b)	(Note b)
		(附註a)	(附註b)	(附註a)	(附註b)	(附註c)	(附註a)	(附註b)	(附註b)	(附註b)	(附註b)	(附註b)	(附註b)	(附註b)	(附註b)
At 1 April 2008	於2008年4月1日	285,763	615,526	2,182	89,800	9,093	7,482	34,375	-	-	105,522	(498,847)	650,896	66,089	716,985
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	35,902	35,902	3,335	39,237
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)	-	-	-	-	-	-	-	454	(69,014)	13,434	-	(55,126)	-	(55,126)
Total comprehensive income (expense) for the year	本年度全面收入(開支)總額	-	-	-	-	-	-	-	454	(69,014)	13,434	35,902	(19,224)	3,335	(15,889)
Share repurchased and cancelled	購回及註銷股份	(7)	(3)	-	-	-	-	-	-	-	-	-	(10)	-	(10)
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益	-	-	-	-	-	-	-	-	-	-	-	-	(614)	(614)
Appropriations	撥款	-	-	-	-	5,095	-	-	-	-	-	(5,095)	-	-	-
Recognition of equity-settled share-based payments	確認以權益結算股份為基礎之付款	-	-	-	-	-	-	1,666	-	-	-	-	1,666	-	1,666
Effect on share options forfeited	沒收購股權之影響	-	-	-	-	-	-	(326)	-	-	-	326	-	-	-
At 31 March 2009 and 1 April 2009	於2009年3月31日及2009年4月1日	285,756	615,523	2,182	89,800	14,188	7,482	35,715	454	(69,014)	118,956	(467,714)	633,328	68,810	702,138
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	300,614	300,614	9,144	309,758
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)	-	-	-	-	-	-	-	-	6,616	(11,952)	-	(5,336)	-	(5,336)
Total comprehensive income (expense) for the year	本年度全面收入(開支)總額	-	-	-	-	-	-	-	-	6,616	(11,952)	300,614	295,278	9,144	304,422
Acquisition of a jointly controlled entity (Note 24)	收購共同控制實體(附註24)	-	-	-	-	-	-	-	-	-	-	-	-	4,587	4,587
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	-	-	-	-	-	-	-	-	-	-	-	-	(17,388)	(17,388)
Appropriations	撥款	-	-	-	-	5,829	-	-	-	-	-	(5,829)	-	-	-
Dividends paid to minority shareholders	付予少數股東之股息	-	-	-	-	-	-	-	-	-	-	-	-	(1,112)	(1,112)
Effect on share options forfeited	沒收購股權之影響	-	-	-	-	-	-	(436)	-	-	-	436	-	-	-
At 31 March 2010	於2010年3月31日	285,756	615,523	2,182	89,800	20,017	7,482	35,279	454	(62,398)	107,004	(172,493)	928,606	64,041	992,647

Notes:

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

附註：

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

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 March 2010 截至2010年3月31日止年度

	Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Operating activities	經營活動		
Profit before tax	除稅前溢利	330,006	51,283
Adjustments for:	就下列項目作出調整：		
Amortisation of intangible assets	攤銷無形資產	5,216	5,382
Amortisation of prepaid lease payments	攤銷預付租金	882	801
Loss on fair value changes of convertible notes	可換股票據公平值變動虧損	2,118	4,496
Loss on fair value changes of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動虧損	-	7,507
Dividend income	股息收入	(11)	(362)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,034	20,232
Discount on acquisition of additional equity interests in subsidiaries	收購附屬公司額外股權之折讓	-	(216)
Reversal of impairment loss recognised in respect of earthquake	已就地震確認之減值虧損撥回	11	(65,002)
Impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項確認之減值虧損	27	3,288
Reversal of impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項確認之減值虧損撥回	27	(32)
Finance costs	財務成本	6,855	12,093
Interest income	利息收入	(3,369)	(1,415)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1,907	790
Gain on disposal of subsidiaries	出售附屬公司之收益	(257,189)	-
Loss on disposal of an associate	出售聯營公司虧損	-	1,459
(Gain) loss on fair value changes of investment properties	投資物業公平值變動(收益)虧損	(1,160)	454
Share of results of associates	應佔聯營公司業績	(4,564)	(5,196)
Waiver of trade payables	豁免貿易應付款項	(1,333)	-
Equity-settled share-based payments	以權益結算股份為基礎之付款	-	1,666

	Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	117,495	37,228
Increase in inventories	存貨增加	(3,410)	(9,831)
(Increase) decrease in trade and other receivables	貿易及其他應收款項(增加)減少	(2,411)	20,156
Increase in trade and other payables	貿易及其他應付款項增加	67,587	63,771
Cash generated from operations	經營業務產生現金	179,261	111,324
PRC Enterprise Income Tax paid	繳付中國企業所得稅	(11,582)	(6,178)
Hong Kong Profits tax paid	繳付香港利得稅	-	(4,285)
Net cash generated from operating activities	經營業務產生現金淨額	167,679	100,861
Investing activities			
Proceed from capital reduction of an associate	聯營公司股本削減所得款項	-	3,815
Proceed from disposal of an associate	出售聯營公司所得款項	-	3,402
(Increase) decrease in deposits paid on acquisition of property, plant and equipment	收購物業、廠房及設備已付按金(增加)減少	(4,891)	2,106
Interest received	已收利息	1,549	1,415
Dividend income	股息收入	11	362
Proceed from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	971	343
Purchase of property, plant and equipment and investment properties	購置物業、廠房及設備以及投資物業	(153,045)	(167,428)
Increase in pledged bank deposits	已抵押銀行存款增加	(8,076)	-
Other loan advanced to a shareholder of an associate	授予聯營公司股東之其他貸款	(41,000)	-
Increase in investment in an associate	於聯營公司之投資增加	(27,341)	(7,494)
Net cash outflow from acquisition of a jointly controlled entity	收購共同控制實體產生之現金流出淨額	(16,019)	-
Purchase of prepaid lease payments	購買預付租金	(5,707)	(6,781)
Payment for acquisition of additional equity interests in subsidiaries	收購附屬公司額外股權付款	-	(2,666)
Net cash inflow from disposal of subsidiaries	出售附屬公司產生之現金流入淨額	363,329	-
Purchase of intangible assets	購買無形資產	(995)	-
Net cash generated from (used in) investing activities	投資活動產生(所用)現金淨額	108,786	(172,926)

	Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Financing activities	融資活動		
New bank borrowings raised	所籌得新銀行貸款	164,025	229,991
(Decrease) increase in other loans	其他貸款(減少)增加	(4,377)	10,220
(Repayment to) advance from associates	(償還)聯營公司之墊款	(6,038)	10,770
Repayment of convertible notes	償還可換股票據	(164,492)	–
Repayment of bank borrowings	償還銀行借貸	(118,760)	(151,279)
Interest paid	已付利息	(6,855)	(22,498)
Dividends paid to minority shareholders	付予少數股東之股息	(1,112)	–
Share repurchased	購回股份	–	(10)
Net cash (used in) generated from financing activities	融資活動(所用)產生現金淨額	(137,609)	77,194
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	138,856	5,129
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	176,952	170,318
Effect of foreign currency rate changes	外幣匯率變動影響	383	1,505
Cash and cash equivalents at end of the year, represented by bank balances and cash	年終現金及現金等值項目，即銀行結餘及現金	316,191	176,952

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 March 2010 截至2010年3月31日止年度

1. GENERAL INFORMATION

Chinese People Holdings Company Limited (the "Company") is an exempted company with limited liability incorporated in Bermuda on 13 November 1996. On 24 April 1997, the Company's shares were listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company are disclosed in the section headed "Corporate Information" of the Annual Report.

The Company is an investment holding company. Its subsidiaries principally engage in the sale and distribution of natural gas and liquefied petroleum gas ("LPG") (collectively referred to as "Gas Fuel") in the People's Republic of China (the "PRC") including the sale of LPG in bulk and in cylinders, the provision of piped LPG and natural gas, construction of gas pipelines, the operation of city gas pipeline network and the sale of LPG.

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

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

1. 一般資料

中民控股有限公司(「本公司」)於1996年11月13日於百慕達註冊成立為獲豁免有限公司。於1997年4月24日，本公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處及主要營業地點之地址於本年報之「公司資料」一節內披露。

本公司為一間投資控股公司，其附屬公司主要在中華人民共和國(「中國」)從事銷售及分銷天然氣及液化石油氣(「液化石油氣」)(統稱為「燃氣」)，包括銷售批發及瓶裝液化石油氣、提供管道液化石油氣及天然氣、興建燃氣管道、經營城市燃氣管道網絡及銷售液化石油氣。

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

本公司及其附屬公司(統稱為「本集團」)之功能貨幣為人民幣(「人民幣」)。除非另外說明，否則此等綜合財務報表均以港幣(「港幣」)呈列，而所有價值均計至最接近之千位數。本公司選用港幣為呈列貨幣之理由，為本公司乃於百慕達註冊成立之公眾公司，其股份在聯交所上市，而其大部分投資者均位於香港。

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

In the current year, the Group has applied the following new and revised standards, amendments to standards and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Hong Kong Accounting Standard (“HKAS”) 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKAS 32 and HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 and HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) – Interpretation (“INT”) 9 and HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC) – INT 13	Customer Loyalty Programmes
HK(IFRIC) – INT 15	Agreements for the Construction of Real Estate
HK(IFRIC) – INT 16	Hedges of a Net Investment in a Foreign Operation

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用以下由香港會計師公會（「香港會計師公會」）頒布之新訂及經修訂準則、準則修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

香港會計準則（「香港會計準則」）第1號（2007年修訂）	財務報表之呈列
香港會計準則第23號（2007年修訂）	借貸成本
香港會計準則第32號及香港會計準則第1號（修訂本）	可沽售金融工具及清盤產生之責任
香港財務報告準則第1號及香港會計準則第27號（修訂本）	於附屬公司、共同控制實體或聯營公司之投資成本
香港財務報告準則第2號（修訂本）	歸屬條件及註銷
香港財務報告準則第7號（修訂本）	金融工具披露之改進
香港財務報告準則第8號	經營分部
香港（國際財務報告詮釋委員會）－詮釋（「詮釋」）第9號及香港會計準則第39號（修訂本）	嵌入式衍生工具
香港（國際財務報告詮釋委員會）－詮釋第13號	客戶忠誠計劃
香港（國際財務報告詮釋委員會）－詮釋第15號	房地產建設協議
香港（國際財務報告詮釋委員會）－詮釋第16號	海外業務投資淨額對沖

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

HK(IFRIC) – INT 18	Transfers of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

Except as described below, the adoption of the new and revised HKFRSs had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

New and revised HKFRSs affecting presentation and disclosure only

HKAS 1 (Revised 2007) Presentation of Financial Statements

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港（國際財務報告 詮釋委員會）－詮 釋第18號	自客戶轉讓資產
香港財務報告準則 （修訂本）	於2008年頒布之 香港財務報告 準則之改進， 惟於2009年7 月1日或之後開 始之年度期間 生效之香港財 務報告準則第5 號之修訂本除 外
香港財務報告準則 （修訂本）	於2009年頒布之 香港財務報告 準則之改進， 有關香港會計 準則第39號第 80段之修訂本

除下文所述者外，採納新訂及經修訂香港財務報告準則對本集團於本會計期間或過往會計期間之綜合財務報表並無造成重大影響。

僅影響呈列方式及披露資料之新訂及經修訂香港財務報告準則

香港會計準則第1號（2007年修訂） 「財務報表之呈列」

香港會計準則第1號（2007年修訂）引入多個術語之改動（包括修改財務報表之名稱），並更改財務報表之格式及內容。

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

New and revised HKFRSs affecting presentation and disclosure only (Continued)

Improving Disclosures about Financial Instruments (Amendments to HKFRS 7 Financial Instruments: Disclosures)

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The amendments also expand and amend the disclosures required in relation to liquidity risk. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs 2008 ¹
HKFRSs (Amendments)	Improvements to HKFRSs 2009 ²
HKFRSs (Amendments)	Improvements to HKFRSs 2010 ³
HKAS 24 (Revised)	Related Party Disclosures ⁷
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
HKAS 32 (Amendment)	Classification of Rights Issues ⁵
HKAS 39 (Amendment)	Eligible Hedged Items ¹
HKFRS 1 (Revised)	First-time adoption of HKFRSs ¹

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

僅影響呈列方式及披露資料之新訂及經修訂香港財務報告準則（續）

金融工具披露之改進（香港財務報告準則第7號「金融工具：披露」之修訂本）

香港財務報告準則第7號之修訂本將就有關按公平值計量之金融工具之公平值計量方法所需披露範疇擴大。該等修訂本亦將有關流動資金風險之披露範疇擴大及修改。根據該等修訂本所載之過渡性修文，本集團並無就經擴大披露範疇提供比較資料。

本集團並無提早採納下列已頒布但尚未生效之新訂及經修訂準則、修訂本或詮釋。

香港財務報告準則（修訂本）	香港財務報告準則第5號之修訂本，作為於2008年頒布之香港財務報告準則之改進一部分 ¹
香港財務報告準則（修訂本）	於2009年頒布之香港財務報告準則之改進 ²
香港財務報告準則（修訂本）	於2010年頒布之香港財務報告準則之改進 ³
香港會計準則第24號（經修訂）	關連人士披露 ⁷
香港會計準則第27號（經修訂）	綜合及獨立財務報表 ¹
香港會計準則第32號（修訂本）	供股之分類 ⁵
香港會計準則第39號（修訂本）	合資格對沖項目 ¹
香港財務報告準則第1號（經修訂）	首次採納香港財務報告準則 ¹

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

HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ⁴
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS7 Disclosures for First – time Adopters ⁶
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ⁴
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁸
HK(IFRIC) – INT 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁷
HK(IFRIC) – INT 17	Distributions of Non-cash Assets to Owners ¹
HK(IFRIC) – INT 19	Extinguishing Financial Liabilities with Equity Instruments ⁶

¹ Effective for annual periods beginning on or after 1 July 2009.

² Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.

³ Amendments that are effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate.

⁴ Effective for annual periods beginning on or after 1 January 2010.

⁵ Effective for annual periods beginning on or after 1 February 2010.

⁶ Effective for annual periods beginning on or after 1 July 2010.

⁷ Effective for annual periods beginning on or after 1 January 2011.

⁸ Effective for annual periods beginning on or after 1 January 2013.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第1號（修訂本）	首次採納者之額外豁免 ⁴
香港財務報告準則第1號（修訂本）	首次採納者就香港財務報告準則第7號披露比較資料之有限豁免 ⁶
香港財務報告準則第2號（修訂本）	集團以現金結算以股份為基礎之付款交易 ⁴
香港財務報告準則第3號（經修訂）	業務合併 ¹
香港財務報告準則第9號	金融工具 ⁸
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂本）	最低資金要求之預付款項 ⁷
香港（國際財務報告詮釋委員會）— 詮釋第17號	向擁有人分派非現金資產 ¹
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具抵銷金融負債 ⁶

¹ 於2009年7月1日或之後開始之年度期間生效。

² 於2009年7月1日或2010年1月1日（如適用）或之後開始之年度期間生效之修訂本。

³ 於2010年7月1日或2011年1月1日（如適用）或之後開始之年度期間生效之修訂本。

⁴ 於2010年1月1日或之後開始之年度期間生效。

⁵ 於2010年2月1日或之後開始之年度期間生效。

⁶ 於2010年7月1日或之後開始之年度期間生效。

⁷ 於2011年1月1日或之後開始之年度期間生效。

⁸ 於2013年1月1日或之後開始之年度期間生效。

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

The application of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent’s ownership interest in a subsidiary.

HKFRS 9 “Financial Instruments” introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group’s financial assets.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

應用香港財務報告準則第3號（經修訂）可能會影響到本集團對適用於收購日期為於2009年7月1日或之後之首個年度報告期間開始當日或之後之業務合併之會計處理方法。香港會計準則第27號（經修訂）將會影響到適用於母公司於附屬公司所擁有權益變動之會計處理方法。

香港財務報告準則第9號「金融工具」引入金融資產分類及計量方法之新規定，將於2013年1月1日起生效，並准許提早應用。該準則規定，所有屬於香港會計準則第39號「金融工具：確認及計量」範圍內之已確認金融資產，按攤銷成本或公平值計量。具體而言，(i)於業務模式內是以收取合約現金流量為目的而持有，及(ii)純粹為支付本金及尚未償還本金之利息而擁有合約現金流量之債務投資，一般按攤銷成本計量。所有其他債務投資及權益投資則按公平值計量。應用香港財務報告準則第9號可能影響本集團金融資產之分類及計量方法。

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

In addition, as part of Improvements to HKFRSs issued in 2009, HKAS 17 “Leases” has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 April 2010, with earlier application permitted. Before the amendments to HKAS 17, lessees were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group’s leasehold land.

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

此外，作為於2009年頒布之香港財務報告準則改進之一部分，香港會計準則第17號「租賃」已就租賃土地之分類作出修訂。該等修訂本將於2010年4月1日起生效，並准許提早應用。修訂香港會計準則第17號前，承租人須將租賃土地分類為經營租賃，並於綜合財務狀況報表內呈列為預付租金。該等修訂本已刪除有關規定。取而代之，該等修訂本規定將租賃土地按香港會計準則第17號所載之一般原則為基準分類，即根據出租人或承租人就租賃資產之擁有權所承擔附帶之風險及回報程度釐定。應用香港會計準則第17號之修訂本可能影響本集團租賃土地之分類及計量方法。

本公司董事預期，應用其他新訂及經修訂準則、修訂本或詮釋不會對綜合財務報表造成重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

3. 主要會計政策

除投資物業及若干金融工具如下列會計政策所述以公平值計量外，本綜合財務報表以歷史成本法為編製時之基準。

本綜合財務報表乃按照香港會計師公會頒布之香港財務報告準則編製。此外，本綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露。

綜合賬目基準

綜合財務報表包括本公司及本公司所控制之實體（其附屬公司）之財務報表。本公司有權力監督一間實體之財務及經營政策以從其業務中取得利益，則對其具有控制權。

於年內收購或出售之附屬公司業績分別由收購生效日期起或截至出售生效日期止（如適用）計入綜合全面收入報表內。

如有需要，將對附屬公司之財務報表進行調整，以使其會計政策與本集團旗下其他成員公司所使用者一致。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

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

Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date.

3. 主要會計政策 (續)

綜合賬目基準 (續)

所有集團內公司間之交易、結餘、收入及開支已於綜合賬目內對銷。

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

業務合併

收購業務使用收購法列賬。收購成本按本集團於交換日為交換被收購者的控制權而放棄的資產、產生或承擔的負債及發行的股本工具的公平值總額，另加業務合併產生的任何直接成本而計算。被收購者的可確認資產、負債及或然負債，若符合香港財務報告準則第3號「業務合併」的確認條件，則於收購日按其公平值確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

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

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

Investments in associates

An associate is an entity over which the investors has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

3. 主要會計政策 (續)

業務合併 (續)

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

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

聯營公司投資

聯營公司是指投資者對其擁有重大影響力且並非附屬公司或合營公司權益之實體。重大影響力乃指參與制定接受投資實體之財務及經營政策之權力，但並非控制或共同控制該等政策。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

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

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is not tested for impairment separately. Instead, the entire carrying amount of the investment is tested for impairment as a single asset. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of carrying amount of the investment in the associate. Any reversal of impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

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

3. 主要會計政策 (續)

聯營公司投資 (續)

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

任何收購成本超出本集團攤分聯營公司之可識別資產、負債及或然負債之公平淨值，則於收購當日將差額確認為商譽。該商譽將列入投資之賬面值，且不會個別作出減值測試。取而代之，投資之賬面總值會作為單一資產進行減值測試。任何已確認減值虧損不會分配至組成於聯營公司之投資賬面值一部分之任何資產（包括商譽）。減值虧損任何撥回以投資可收回金額於其後之增加為限確認。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The Group recognises its interests in jointly controlled entities using proportionate consolidation. The Group's share of each of the assets, liabilities, income and expenses of the jointly controlled entities are combined with the Group's similar line items, line by line, in the consolidated financial statements.

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 jointly controlled entities recognised at the date of acquisition is recognised as goodwill. The goodwill is presented separately in the consolidated statement of financial position.

Any goodwill arising on the acquisition of the Group's interest in a jointly controlled entity is accounted for in accordance with the Group's accounting policy for goodwill arising on the acquisition of a business or a jointly controlled entity.

Where a group entity transacts with a jointly controlled entity of the Group, profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

3. 主要會計政策（續）

共同控制實體

涉及成立獨立實體而各合營方對該實體之經濟活動具有共同控制權之合營企業安排乃指共同控制實體。

本集團按綜合比例確認其於共同控制實體之權益。本集團所佔共同控制實體各資產、負債、收入及支出於綜合財務報表與本集團之類似之資產、負債、收入及支出逐項合併。

收購成本超逾本集團分佔收購當日共同控制實體可識別資產、負債及或然負債公平淨值之任何差額均確認為商譽。商譽於綜合財務狀況報表內獨立呈列。

任何因收購本集團於共同控制實體之權益而產生之商譽會根據本集團因收購業務或共同控制實體而產生之商譽之會計政策入賬。

倘集團實體與本集團共同控制實體進行交易，則盈虧會以本集團所佔有關共同控制實體之權益為限而予以對銷。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on an acquisition of a business or a jointly controlled entity (which is accounted for using proportionate consolidation) is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

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

On subsequent disposal of the relevant cash-generating unit or a jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

3. 主要會計政策 (續)

商譽

收購業務或共同控制實體(按比例綜合列賬)所產生商譽,乃按成本減任何累計減值虧損入賬,並於綜合財務狀況報表分開呈列。

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

隨後出售有關現金產生單位或共同控制實體時,已資本化之應佔商譽金額計入以釐定出售之損益金額。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

A discount on acquisition arising on an acquisition of a subsidiary or a jointly controlled entity represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination, after reassessment. Discount on acquisition is recognised immediately in profit or loss.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purpose other than construction in progress are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write-off the cost of item of property, plant and equipment other than construction in progress over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

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

3. 主要會計政策 (續)

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

於重新評估後，收購附屬公司或共同控制實體產生之收購折讓指被收購公司可識別資產、負債及或然負債的公平淨值超出業務合併成本值之數額。收購折讓即時於損益內確認。

物業、廠房及設備

在建工程以外之物業、廠房及設備(包括持作生產或供應貨品或服務或行政目的用途之樓宇)按成本值減日後累計折舊及累積減值虧損列賬。

物業、廠房及設備(在建工程除外)在計及其估計剩餘價值後，使用直線法按其估計可使用年期計提折舊，以撇減其成本。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on derecognition of the assets (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of comprehensive income in the year in which the item is derecognised.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

在建工程包括正在興建中用於生產或自用之物業、廠房及設備。在建工程按成本值扣除任何已確認減值虧損列賬。在建工程於竣工及投入使用時重新分類至物業、廠房及設備之適當類別。該等資產按其他物業資產之相同基準進行折舊，並於資產可作擬定用途時開始計算。

倘物業、廠房及設備項目因其用途已在證實業主自用完結時發生改變而成為投資物業，則該項目於轉讓日期之賬面值與公平值之差額於物業重估儲備中確認。其後當出售或停用資產時，有關重估儲備直接轉撥至保留溢利。

物業、廠房及設備乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時不再確認。於不再確認該資產時產生之任何損益（按出售所得款項與該項目賬面值間之差額計算）乃計入於該資產不再確認年度之綜合全面收入報表中。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

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

Intangible assets acquired in a business combination

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

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

3. 主要會計政策 (續)

投資物業

投資物業用作賺取租金及／或作資金升值用途而持有。

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

於業務合併所收購之無形資產

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Leasing

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

The Group as lessor

Rental income from operating lease is recognised in the consolidated statement of comprehensive income on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease.

3. 主要會計政策 (續)

獨立收購之無形資產

獨立收購而具有有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損入賬。該等無形資產之攤銷乃按直線法基準於其估計可使用年期撥備。

租賃

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

本集團作為出租人

來自經營租賃之租金收入按相關租賃期以直線法於綜合全面收入報表確認。

本集團作為承租人

經營租賃租金按相關租賃期以直線法確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasehold land and building

The land and building elements of a lease of land and building are considered separately for the purpose of the lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is generally treated as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of lease payments can be made reliably, leasehold interests in land are accounted for as operating leases and amortised over the lease term on a straight-line basis. Upfront prepayments made for the land use rights and leasehold land are initially recognised on the consolidated statement of financial position as prepaid lease payments and are expensed in the consolidated statement of comprehensive income.

Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

3. 主要會計政策 (續)

租賃土地及樓宇

就租賃分類而言，一項土地及樓宇租賃中之土地及樓宇部分乃分開考慮，除非不能在土地及樓宇部分之間可靠地分配租金則除外，而在此情況下，整項租賃一般被視為融資租賃，並以物業、廠房及設備列賬。倘租金可作出可靠分配，於土地之租賃權益以經營租賃列賬，並按租賃期以直線法攤銷。就土地使用權及租賃土地作出之首筆預付款項初步於綜合財務狀況報表確認為預付租金，並於綜合全面收入報表支銷。

有形及無形資產 (商譽除外) 減值虧損 (參見上文有關商譽之會計政策)

本集團會於報告期末檢討有形及無形資產之賬面值，以釐定該等資產有否出現減值虧損之跡象。倘出現任何有關跡象，將估計資產之可收回金額以釐定減值虧損 (如有) 之程度。倘估計資產之可收回數額降至低於其賬面值，則該資產之賬面值將調減至可收回數額之水平。減值虧損會即時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Financial instruments

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

3. 主要會計政策 (續)

有形及無形資產 (商譽除外) 減值虧損 (參見上文有關商譽之會計政策) (續)

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

存貨

存貨乃按成本值及可變現淨值之較低者列賬。成本值按先入先出法計算。

金融工具

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

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

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

3. 主要會計政策 (續)

金融工具 (續)

金融資產

本集團之金融資產可分類為以下兩個類別當中的任何一個類別，包括貸款及應收款項及可供出售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售之金融資產是指按照市場規條或慣例須在一段期限內進行資產交付之金融資產買賣。採納之會計政策載於下文。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入（包括所有支付或收取而構成整體實際利率之費用、交易成本及其他溢價或折讓）按金融資產之預期使用年期，或較短期間（倘合適）實際貼現至其於初步確認時之賬面淨值之利率。

債務工具之利息收入按實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are not classified as loans and receivables.

At the end of each reporting period subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in other comprehensive income and accumulated in investment valuation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised and accumulated in investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment loss on financial assets below).

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of each reporting period. (see accounting policy on impairment loss on financial assets below).

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項為不於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。於首次確認後，貸款及應收款項（包括貿易及其他應收款項、已抵押銀行存款以及銀行結餘和現金）使用實際利率法按攤銷成本減任何可識別之減值虧損列賬（參見下文有關金融資產減值虧損之會計政策）。

可供出售金融資產

可供出售金融資產為未被分類為貸款及應收款項之非衍生項目。

於首次確認後之各報告期末，可供出售金融資產會按公平值計算。公平值的變動會於其他全面收入中確認，並於投資估值儲備內累計，直至該金融資產被出售或決定被減值，屆時，過往於投資估值儲備中獲確認的累計損益會重新分類至損益（參見下文有關金融資產減值虧損之會計政策）。

對於在活躍的市場上沒有市場報價且其公平值不能可靠計量的可供出售股本投資，以及與該等無報價的股本工具相聯繫、且須通過交付該等股本工具進行結算的衍生工具，在各報告期末，以成本減任何已識別減值虧損計量（參見下文有關金融資產減值虧損之會計政策）。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss on financial assets

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

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

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值虧損

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

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

就所有其他金融資產而言，減值之客觀證據可能包括：

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss on financial assets (Continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 30 to 90 days (extending to 180 days for major customers), observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of impairment loss is measured at the difference between the assets' carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值虧損 (續)

就貿易應收款項等若干種類金融資產而言，在個別評估時獲評為未有減值之資產其後進行集體減值評估。有關應收款項組合減值之客觀證據包括本集團過往收賬情況、組合內超過30至90日（可就主要客戶延長至180日）之信貸期的延誤付款數目增加以及與拖欠應收款項相關之國際或本地經濟狀況出現顯著變動。

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

有關按成本列賬之金融資產，減值虧損之數額按資產賬面值與按類似金融資產當時之市場回報率對估計未來現金流量進行貼現後之現值兩者間之差額計量。有關減值虧損不會在隨後之期間撥回。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss on financial assets (Continued)

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

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed in the profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值虧損 (續)

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

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

可供出售的股本投資的減值虧損將不會於以後期間在損益撥回，而經確認減值虧損後出現之任何公平值增加於其他全面收入直接確認並於投資重估儲備累計。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Reclassification of financial assets out of FVTPL

Financial assets held for trading which is no longer held for the purpose of selling or repurchasing it in the near term are reclassified as available-for-sale financial assets at its fair value on the date of reclassification only in rare circumstances.

Any gain or loss already recognised in profit or loss before the reclassification is not reversed. The fair value of the financial asset on the date of reclassification becomes its new cost or amortised cost, as appropriate.

Financial liabilities and equity instruments

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

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into other financial liabilities and financial liability at FVTPL.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

從按公平值計入損益之金融資產重新分類

持作買賣用途之金融資產 (有關金融資產不再為於近期出售或購回而持有) 僅會在極少數情況下, 按其於重新分類當日之公平值重新分類為可供出售金融資產。

已於重新分類前於損益確認之任何收益或虧損不能撥回。金融資產於重新分類當日之公平值成為其新成本值或攤銷成本 (如適用)。

金融負債及股權工具

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

股權工具乃證明於本集團扣減所有負債後之資產中擁有剩餘權益之任何合同。本集團之金融負債一般被分類為其他金融負債及按公平值計入損益之金融負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Other financial liabilities

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

Financial liabilities at FVTPL

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股權工具 (續)

實際利率法

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

利息開支乃按實際利率基準確認。

其他金融負債

其他金融負債，包括貿易及其他應付款項、應付聯營公司款項及銀行借貸，乃隨後採用實際利率法按已攤銷成本計量。

按公平值計入損益之金融負債

倘符合以下條件，金融負債可能於初始確認時指定為按公平值計入損益：

- 有關指定會消除或大幅減少因不按此指定而出現之計量或確認不一致之情況；或
- 有關金融負債屬於一組金融資產或金融負債或金融資產及負債之一部分，而根據本集團之書面風險管理或投資策略，是按公平值基準管理，其表現亦按此基準評估，且內部按該基準提供有關組合之資料；或
- 其構成包含一項或多項嵌入衍生工具之合約的一部分，而香港會計準則第39號容許將整項合併合約（資產或負債）指定為按公平值計入損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

The Group's financial liabilities at FVTPL including convertible notes. Convertible notes issued by the Company are designated as financial liabilities at FVTPL on initial recognition. At the end of each reporting period subsequent to initial recognition, the entire convertible notes are measured at fair value, with changes in fair value arising from re-measurement recognised directly in profit or loss in the period in which they arise.

The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

Equity instruments

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

Derecognition

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股權工具 (續)

按公平值計入損益之金融負債 (續)

本集團按公平值計入損益之金融負債包括可換股票據。於初始確認時，本公司發行之可換股票據指定為按公平值計入損益之金融負債。於初始確認後之各報告期末，所有可換股票據均以公平值計量，重新計量所產生之公平值變動於其產生期間直接於損益內確認。

已於損益內確認之收益或虧損淨額不包括任何已就金融負債而支付之利息。

股權工具

本公司發行的股權工具乃按已收所得款項（扣除直接發行成本）記賬。

取消確認

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all deductible temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

3. 主要會計政策 (續)

稅項

所得稅開支指現行應付稅項及遞延稅項之總和。

現行應付稅項根據本年度之應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅之收入或開支項目，亦不包括毋須課稅或不可扣減項目，故有別於綜合全面收入報表所呈報之溢利。本集團當期稅務負債使用於報告期末已頒布或實質頒布之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債之賬面值與計算應課稅溢利時使用之相應稅基之暫時差額確認。一般而言，所有可扣稅暫時差額均確認遞延稅項負債，而僅於可能出現應課稅溢利以抵銷該等可扣稅暫時差額時，始就所有可扣稅暫時差額確認遞延稅項資產。倘暫時差額因商譽，或初始確認（並非在業務合併之情況下）一項交易中之其他資產及負債而產生，惟對應課稅溢利或會計溢利概無影響，則不予確認該等資產及負債。

除非本集團可控制有關暫時差額之回撥或暫時差額在可見將來都不會回撥，否則附屬公司與聯營公司投資及共同控制實體權益產生之應課稅暫時差額均確認遞延稅項負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Revenue recognition

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

Sales of Gas Fuel (including natural gas and LPG) and gas appliances are recognised when goods are delivered and title has passed.

Service income is recognised when the services are rendered.

Deposits and instalments received from purchase prior to meeting the above criteria on revenue recognition are included in the statement of financial position under current liabilities.

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項資產及負債乃根據於報告期末已實施或大致上已實施之稅率(及稅法)，按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項負債與資產之計算，反映按照本集團於報告期末預期收回或清償資產及負債賬面值之方式所產生稅務結果。遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收入確認或直接於權益內確認之項目，則遞延稅項亦會分別於其他全面收入或直接於權益內確認。

收入確認

收入按已收或應收代價之公平值計算，代表經扣除折扣及銷售相關稅項後於日常業務過程中售出之貨品及提供之服務應收款項。

燃氣(包括天然氣及液化石油氣)及燃氣器具之銷售須於貨物送抵且物權轉移時確認。

服務收入乃於提供服務時予以確認。

於符合上述收益確認條件前已收之購貨訂金及分期款項會計入財務狀況報表內之流動負債中。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

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

Dividend income from investments including available-for-sale financial assets is recognised when the shareholders' rights to receive payment has been established.

Foreign currencies

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

3. 主要會計政策 (續)

收入確認 (續)

來自金融資產之利息收入，乃參考未償還本金按時間比例適用之實際利率（即按金融資產之預期年期實際貼現估計未來現金收入至其初步確認時之賬面淨值之利率）計算確認。

租金收入於相關租約期間內以直線法確認。

來自投資（包括可供出售金融資產）之股息收入，在股東確定有權收取股息時予以確認。

外幣

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the exchange reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the exchange reserve.

3. 主要會計政策 (續)

外幣 (續)

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內於損益中確認。以公平值入賬之非貨幣項目經重新換算後產生之匯兌差額於該期間列作損益。

就呈報綜合財務報表而言，本集團之境外業務資產及負債乃按於報告期末之適用匯率換算為本集團呈報貨幣（即港幣），相關收支則按年內平均匯率換算。所產生之匯兌差額（如有）乃於其他全面收入確認，並於權益（匯兌儲備）累計。該項匯兌差額乃於出售境外業務之期間在損益確認。

於收購境外業務時產生之有關所收購可識別資產之商譽及公平值調整乃作為該境外經營業務之資產及負債處理，並按於報告期末之適用匯率進行換算。產生之匯兌差額乃於匯兌儲備內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing cost directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as profit or loss in the period in which they are incurred.

Government grants

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Other government grants are recognised as revenue over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. 主要會計政策 (續)

借貸成本

直接因收購、建造或生產合資格資產(該等資產需長時間籌備方可作其擬定用途)而產生之借貸成本,乃計入該等資產之成本,直至此等資產大致上已可作其擬定用途或予以出售時,方會停止。

所有其他借貸成本乃於產生期間確認為損益。

政府補助金

政府補助金於本集團確認補助金擬補償之有關成本為開支之期間於損益內以有系統方式確認。其他政府補助金於與該等政府補助金擬補償之成本相符之期間內以有系統方式確認為收益。作為開支或已承受之虧損之補償或向本集團提供即時財務援助而可收取(並無日後相關成本)之政府補助金,乃於其成為可收取之期間於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefits costs

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

Equity-settled share-based payment transactions

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

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

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share-based compensation reserve.

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

3. 主要會計政策 (續)

退休福利成本

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

以權益結算股份為基礎之付款交易

於2002年11月7日後授予僱員及於2005年1月1日或之前歸屬之購股權

參考於授出日期之所授出購股權公平值而釐定之應收服務公平值，按歸屬期以直線基準列支，權益（「以股份為基礎之酬金儲備」）則相應增加。

本集團於報告期末修訂其對預期最終歸屬的購股權之估計數字。若修訂對歸屬期間之估計數字產生任何影響，概於損益內處理，並於以股份為基礎之酬金儲備作相應調整。

當購股權獲行使時，早前於以股份為基礎之酬金儲備確認之數額將轉撥至股份溢價。倘購股權於歸屬日期後被收回或於屆滿日期尚未行使，早前於以股份為基礎之酬金儲備確認之數額將轉撥至累計虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to consultants, agents and advisors

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share-based compensation reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. 主要會計政策 (續)

以權益結算股份為基礎之付款交易 (續)

授予諮詢人、代理及顧問之購股權

發行以換取貨品或服務之購股權按所收取貨品或服務之公平值計量，惟倘公平值無法可靠計量，則所收取貨品或服務參照所獲購股權之公平值計量。當本集團取得貨品或當對方提供服務時，除非所收取之貨品或服務合資格確認為資產，否則該等貨品或服務之公平值確認為開支，而權益（以股份為基礎之酬金儲備）則相應增加。

4. 重要會計判斷與估計不確定因素之主要來源

於應用本集團之會計政策時（有關政策載於附註3），本公司董事需就未能於其他來源取得之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他被認為屬相關之因素作出。實際結果可能與該等估計有異。

估計及相關假設會不斷作出審閱。倘會計估計之修訂僅會對作出修訂估計之期間構成影響，則有關修訂將於作出修訂之期間確認，或倘修訂對作出修訂之期間及未來期間均會構成影響，則會於作出修訂之期間及未來期間確認。

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

Critical judgements in applying the entity's accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition

The Group recognised revenue in respect of the connection and construction of gas pipeline upon the construction of pipelines for users and connection of such pipelines to the Company's existing gas pipeline network, which is concurrent with the "fire ignition ceremony".

Reclassification of financial assets

During the year ended 31 March 2009, following the severe deterioration of the world's financial market during the third quarter of 2008, the directors of the Company have reviewed the Group's investment strategy. After taking into account the Group's liquidity position, the directors confirmed that certain quoted equity investments (previously held for short-term profit-taking purpose) amounted to approximately HK\$94,535,000 were no longer held for trading purpose and the Group had the intention and ability to hold them for the foreseeable future. Such quoted equity investments have been reclassified as available-for-sales financial assets on 28 July 2008.

Details and the financial impact of the above reclassifications are set out in Note 6(b).

4. 重要會計判斷與估計不確定因素之主要來源 (續)

應用實體會計政策之關鍵判斷

除該等涉及估計者外(參見下文),以下關鍵判斷為董事於應用實體會計政策之過程中所作出,並對綜合財務報表內已確認金額構成最重大影響。

收入確認

本集團於完成為客戶建造管道並將其接駁本公司現有燃氣管道網絡時確認燃氣管道接駁及建造收入,此乃與「點火儀式」一致。

金融資產之重新分類

截至2009年3月31日止年度,在全球金融市場於2008年第三季度經歷嚴峻衰退後,本公司董事已對本集團之投資策略進行檢討。經計及本集團之流動資金狀況,董事確認數額約港幣94,535,000元之若干有報價之股本投資(以往持作短期贏利用途)現時不再持作買賣用途,而本集團有意及有能力於可見之未來持有該等投資。於2008年7月28日,該等有報價之股本投資已獲重新分類為可供出售金融資產。

上述重新分類之詳情及財務影響載於附註6(b)。

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

Legal titles of certain land and buildings

As stated in Notes 18 and 20 to the consolidated financial statements, the titles of certain buildings and a parcel of land were not transferred to the Group as at 31 March 2010. Despite the fact that the Group has not obtained the relevant legal titles, the directors determine to recognise those buildings and land use right as property, plant and equipment and prepaid lease payment, respectively, on the grounds that they expect the transfer of legal titles in future should have no major difficulties and the Group is in substance controlling those buildings and that parcel of land.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment loss (reversal of impairment loss) recognised in respect of property, plant and equipment and prepaid lease payments

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

4. 重要會計判斷與估計不確定因素之主要來源 (續)

若干土地及樓宇之業權

如綜合財務報表附註18及20所載，若干樓宇及部份土地之業權於2010年3月31日尚未轉讓予本集團。儘管本集團尚未獲得相關業權，惟由於預期未來業權之轉讓並不存在重大困難，而本集團實質上亦控制該等樓宇及該幅土地，故董事決定將該等樓宇及土地使用權分別作為物業、廠房及設備以及預付租金確認。

估計不確定因素之主要來源

於報告期末就未來和其他估計之不確定因素之主要來源所作出之主要假設如下，這些假設具有足以致使下一個財政年度之資產及負債賬面值發生重大調整之重大風險。

就物業、廠房及設備與預付租金確認之估計減值虧損 (減值虧損撥回)

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

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

Estimated impairment of goodwill or intangible asset

Determining whether goodwill or intangible asset is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated or the intangible asset belongs. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Depreciation of property, plant and equipment

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

4. 重要會計判斷與估計不確定因素之主要來源 (續)

商譽或無形資產之估計減值

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

物業、廠房及設備之折舊

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

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

Impairment loss recognised in respect of trade and other receivables

The Group makes impairment of trade and other receivables based on an assessment of the recoverability of receivables. Impairment loss are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible or when the net present value of the receivable is less than the carrying amount of the receivable. The identification of impairment loss requires the use of judgement and estimates. Where the expectation on the recoverability of trade and other receivables is different from the original estimate, such difference will impact the carrying value of trade and other receivables and the impairment in the periods in which such estimate has been changed. At 31 March 2010, the carrying amount of trade and other receivables is approximately HK\$91,569,000 (2009: HK\$102,445,000) (net of impairment losses of trade receivables and other receivables approximately HK\$805,000 (2009: HK\$733,000) and HK\$23,551,000 (2009: HK\$3,471,000)) respectively. Details of movement in impairment on trade and other receivables are set out in Note 27.

Fair value of convertible notes

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

4. 重要會計判斷與估計不確定因素之主要來源 (續)

就貿易及其他應收款項確認之減值虧損

本集團根據對應收款項可收回性之評估對貿易及其他應收款項作出減值。倘有任何事件或情況改變顯示結欠可能不可收回或應收款項之現值淨額低於應收款項之賬面值，則對貿易及其他應收款項作出減值虧損。識別減值虧損須運用判斷及估計。倘貿易及其他應收款項之預期可收回金額與原先估計有別，其有關差額將影響在估計出現變動期內之貿易及其他應收款項以及減值之賬面值。於2010年3月31日，貿易及其他應收款項之賬面值約為港幣91,569,000元（2009年：港幣102,445,000元）（扣除貿易應收款項及其他應收款項減值虧損分別約港幣805,000元（2009年：港幣733,000元）及港幣23,551,000元（2009年：港幣3,471,000元））。貿易及其他應收款項之減值變動詳情載於附註27。

可換股票據之公平值

可換股票據之公平值利用蒙地卡羅模擬模型計算。該模型涉及對本公司之信貸息差、貼現率、預期信貸評級及未來現金流量之假設。倘該等假設出現變動，會令估值出現重大變動。

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, including bank borrowings, convertible notes, other loans and equity attributable to the owners of the Company, comprising issued share capital and reserves.

The Group's risk management reviews the capital structure on a semi-annual basis. As part of the review, the management considers the cost of capital and the risks associated with each class of capital. The Group monitors capital through the gearing ratio. This ratio is calculated as net debt divided by total debt and capital. Net debt includes bank borrowings (including current and non-current bank borrowings as shown in the consolidated statement of financial position) and other loans, less bank balances and cash. Total capital includes convertible notes and equity attributable to owners of the Company. The Group aims to maintain the gearing ratio at a reasonable level.

5. 資本風險管理

本集團管理其資本，確保本集團內各實體能夠持續經營，同時亦透過優化債務與權益之平衡而為股東爭取最高回報。本集團之整體策略與過往年度相同。

本集團之資本架構包括負債（包括銀行借貸、可換股票據、其他貸款及本公司擁有人應佔權益（包括已發行股本和儲備））。

本集團之風險管理人員會每半年檢討資本架構。作為檢討之一部分，管理人員會考慮與每類資本有關之資本成本及風險。本集團透過資本負債比率監察資本狀況。該比率乃按負債淨額除以負債總額及資本計算。負債淨額包括銀行借貸（包括綜合財務狀況報表所示即期與非即期銀行借貸）和其他貸款減銀行結餘及現金。資本總值包括可換股票據及本公司擁有人應佔權益。本集團旨在將其資本負債比率維持在合理水平。

5. CAPITAL RISK MANAGEMENT (Continued)

The gearing ratios at the year end were as follows:

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Bank borrowings (Note 32)	銀行借貸 (附註32)	203,070	309,941
Other loans (Note 31)	其他貸款 (附註31)	5,876	10,220
Less: Bank balances and cash	減: 銀行結餘及現金	(316,191)	(176,952)
Net debt	淨負債	(107,245)	143,209
Convertible notes	可換股票據	-	162,374
Equity attributable to owners	擁有人應佔權益	928,606	633,328
Total capital	資本總值	928,606	795,702
Total net debt and capital	淨負債及資本總額	821,361	938,911
Gearing ratio	資本負債比率	N/A 不適用	15.25%

The improvement in the gearing ratio during the year ended 31 March 2010 resulted primarily from the proceeds received for disposal of subsidiaries (Note 38).

5. 資本風險管理 (續)

年末資本負債比率如下:

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Bank borrowings (Note 32)	銀行借貸 (附註32)	203,070	309,941
Other loans (Note 31)	其他貸款 (附註31)	5,876	10,220
Less: Bank balances and cash	減: 銀行結餘及現金	(316,191)	(176,952)
Net debt	淨負債	(107,245)	143,209
Convertible notes	可換股票據	-	162,374
Equity attributable to owners	擁有人應佔權益	928,606	633,328
Total capital	資本總值	928,606	795,702
Total net debt and capital	淨負債及資本總額	821,361	938,911
Gearing ratio	資本負債比率	N/A 不適用	15.25%

截至2010年3月31日止年度期間，資本負債比率有所改善，主要是由於出售附屬公司所收取之所得款項 (附註38)。

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The carrying amounts of each of the following categories of financial assets and financial liabilities at the end of the reporting period are set out as follows:

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Financial assets	金融資產		
Available-for-sale financial assets	可供出售金融資產	38,567	32,291
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)	432,480	225,823
		471,047	258,114
Financial liabilities	金融負債		
Other financial liabilities stated at amortised cost	按攤銷成本列賬之其他金融負債	310,574	433,375
Financial liabilities designated as FVTPL (Note)	指定為按公平值計入損益之金融負債 (附註)	-	162,374
		310,574	595,749

Note:

The change in fair value due to market risk factors was calculated using the market yield curves of 10.34% as at 31 March 2009 holding credit risk margin constant. The fair value of financial liabilities designated at FVTPL was estimated by discounting future cash flows using market yield curves as at the end of the reporting period and by obtaining lender quotes for borrowing of similar maturity to estimate credit risk margin.

6. 金融工具

(a) 金融工具之分類

以下各類別金融資產及金融負債於報告期末之賬面值如下：

	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Financial assets		
Available-for-sale financial assets	38,567	32,291
Loans and receivables (including cash and cash equivalents)	432,480	225,823
	471,047	258,114
Financial liabilities		
Other financial liabilities stated at amortised cost	310,574	433,375
Financial liabilities designated as FVTPL (Note)	-	162,374
	310,574	595,749

附註：

由於市場風險因素導致之公平值變動，乃使用2009年3月31日之市場收益曲線10.34%計算，並假設信貸風險利率不變而作出計算。指定為按公平值計入損益之金融負債之公平值乃透過使用於報告期末所報之市場收益曲線貼現未來現金流量及獲取具有相若到期日之借貸之貸款人報價估計信貸風險狀況進行估計。

6. FINANCIAL INSTRUMENTS (Continued)

(b) Reclassification of financial assets

During the year ended 31 March 2009, the Group has made the following reclassification in respect of financial assets:

Reclassification of quoted equity investments classified as financial assets at FVTPL into available-for-sale financial assets

將獲分類為按公平值計入損益之金融資產之有報價股本投資重新分類至可供出售金融資產

HK\$'000
港幣千元

94,535

Following the severe deterioration of the world's financial market during the third quarter of 2008, certain quoted equity investments previously held by the Group for short-term profit-taking are no longer held for trading purpose. The severe deterioration of the financial market is considered as a rare circumstance, such investments are reclassified to available-for-sale financial assets on 28 July 2008.

As of 31 March 2010 and 2009, the carrying amount and fair value of the financial assets that have been reclassified are as following:

在全球金融市場於2008年第三季度出現嚴重衰退後，本集團以前持有用於短期贏利之若干有報價股本投資不再作買賣用途持有。金融市場之嚴重衰退被視為罕見情況，有關投資已於2008年7月28日獲重新分類至可供出售金融資產。

於2010年及2009年3月31日，已獲重新分類之金融資產之賬面值及公平值如下：

	2010	2009
	Carrying amount and fair value	Carrying amount and fair value
	賬面值及公平值	賬面值及公平值
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Available-for-sale financial assets 可供出售金融資產	<u>32,137</u>	<u>25,521</u>

6. FINANCIAL INSTRUMENTS (Continued)

(b) Reclassification of financial assets (Continued)

The effects of the reclassification of the financial assets upon adoption of the amendments to HKAS 39 and HKFRS 7 during the year ended 31 March 2009 were:

		HK\$'000 港幣千元
Increase in profit for the year	年度溢利增加	69,014
Increase of fair value losses recognised in other comprehensive income	於其他全面收入確認之公平值虧損增加	69,014

The financial effects recognised during the year ended 31 March 2009 in respect of the financial assets that were reclassified on 28 July 2008 are as follows:

		Recognised in 於下列各項確認	
		Loss 虧損 HK\$'000 港幣千元	Other comprehensive income 其他全面收入 HK\$'000 港幣千元
Before reclassification	重新分類前		
– loss on fair value changes of financial assets at FVTPL	– 按公平值計入損益之金融資產之公平值變動虧損	(7,507)	–
After reclassification	重新分類後		
– loss on fair value changes of available-for-sale financial assets	– 可供出售金融資產之公平值變動虧損	–	(69,014)
		<u>(7,507)</u>	<u>(69,014)</u>

During the year ended 31 March 2010, additional fair value increase of approximately HK\$6,616,000 (2009: decrease of HK\$69,014,000) would had been recognised as an income (2009: expense) in profit or loss had the financial assets not been reclassified out of financial assets at FVTPL.

6. 金融工具 (續)

(b) 重新分類金融資產 (續)

截至2009年3月31日止年度採納香港會計準則第39號及香港財務報告準則第7號修訂本後重新分類金融資產之影響如下：

就於2008年7月28日獲重新分類之金融資產於截至2009年3月31日止年度確認之財務影響如下：

截至2010年3月31日止年度，假設金融資產並無從按公平值計入損益之金融資產獲重新分類，則額外公平值增加約港幣6,616,000元（2009年：減少港幣69,014,000元）將於損益內確認為收入（2009年：開支）。

6. FINANCIAL INSTRUMENTS (Continued)

(c) Financial risk management objectives and policies

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

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate other loan (see Note 31 for details) and other loan to a shareholder of an associate (see Note 28 for details). The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group's cash flow interest rate risk relates primarily to variable-rate bank deposits (see Note 30 for details of these deposits), and variable-rate bank borrowings (see Note 32 for details of these borrowings). It is the Group's policy to keep its bank deposits and bank borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point (2009: 50 basis point) increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

6. 金融工具 (續)

(c) 金融風險管理目標及政策

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

利率風險

本集團就固定息率之其他貸款(詳情參見附註31)及聯營公司股東之其他貸款(詳情參見附註28)而面對公平值利率風險。本集團現時並無利率掉期政策。然而，管理層監察利率風險，並將於預期出現重大利率風險時考慮採取其他必要行動。

本集團之現金流量利率風險主要與浮動利率銀行存款(此等存款詳情見附註30)及浮動利率銀行借貸(此等借貸詳情見附註32)有關。為減低公平值利率風險，本集團之政策為保持其銀行存款及銀行借貸以浮動利率計息。

以下之敏感度分析乃根據非衍生工具於報告期末之利率風險為基準而釐定。就浮動利率借貸而言，編製該項分析時假設於報告期末之未償還負債金額於全年內仍未償還。當向內部主要管理人員匯報利率風險時會將利率加減50個基點(2009年：50個基點)，此亦代表管理層對利率合理可能變動之評估。

6. FINANCIAL INSTRUMENTS (Continued)

(c) Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

If interest rates had been 50 basis points (2009: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2010 would increase/decrease by approximately HK\$454,000 (2009: post-tax profit for the year decrease/increase by approximately HK\$499,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank deposits and borrowings.

Other price risk

The Group was exposed to equity price risk through its investment in listed equity securities for the year ended 31 March 2010 and 2009. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities operating in industry sectors quoted in the Stock Exchange.

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

6. 金融工具 (續)

(c) 金融風險管理目標及政策 (續)

利率風險 (續)

倘利率調高／調低50個基點(2009年：50個基點)而所有其他可變因素維持不變，本集團截至2010年3月31日止年度之稅後溢利將增加／減少約港幣454,000元(2009年：年度稅後溢利減少／增加約港幣499,000元)，主要是因為本集團承擔浮動利率銀行存款及借貸之利息。

其他價格風險

於截至2010年及2009年3月31日止年度，本集團因其投資於上市股本證券而面對股本價格風險。管理層透過維持不同風險及回報之投資組合，從而管理此風險。本集團之股本價格風險主要集中於在聯交所報價之行業分部運作之股本證券。

以下之敏感度分析乃根據於報告日期所面對之股本價格風險而釐定。

		Increase/(decrease) in investment valuation reserve 投資估值儲備增加／(減少)	
		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
If equity prices had been 10% higher (2009: 10%)	倘股本價格已上漲10% (2009年：10%)	3,214	2,552
If equity prices had been 10% lower (2009: 10%)	倘股本價格已下滑10% (2009年：10%)	(3,214)	(2,552)

6. FINANCIAL INSTRUMENTS (Continued)

(c) Financial risk management objectives and policies (Continued)

Currency risk

Currency risk refers to the risk associated with movements in foreign currency rates which will affect the Group's financial results and its cash flow. The management considers the Group is not exposed to significant foreign currency risk as the majority of its operations and transactions are in the PRC with their functional currency of RMB. The Group's exposure to currency risk is attributable to the bank balances and cash and deposits of the Group which are denominated in currencies other than RMB (see Note 30 for details). The Group currently does not have a foreign currencies hedging policy in respect of foreign currency exposure since HK\$ is pegged to the US\$. Management considers the Group's exposure to currency risk is minimal. However, management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Credit risk

As at 31 March 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

6. 金融工具 (續)

(c) 金融風險管理目標及政策 (續)

貨幣風險

貨幣風險乃指與外幣匯率變動相關且將影響本集團之財務業績及其現金流量之風險。管理層認為，由於本集團大部分業務及交易主要於中國經營及進行，並以人民幣為功能貨幣，故本集團毋須面對重大外幣風險。本集團面對之貨幣風險乃由於本集團之銀行結餘及現金與存款以人民幣以外貨幣計值所致（詳情見附註30）。由於港幣與美元掛鈎，本集團現時並無就外幣風險實行任何外幣對沖政策。管理層認為本集團面對之貨幣風險微不足道。然而，管理層密切監察有關外幣涉及之風險，並將於有需要時考慮對沖重大之外幣風險。

信貸風險

於2010年3月31日，因交易對手未能履行責任因而導致本集團出現金融虧損所涉最大信貸風險即綜合財務狀況報表內各已確認金融資產之賬面值。

6. FINANCIAL INSTRUMENTS (Continued)

(c) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The Group trades only with recognised and creditworthy third parties. The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The normal credit period is generally for a period of 30 days to 90 days and extending up to 180 days for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in Note 27.

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

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 100% (31 March 2009: 100%) of the total trade receivable as at 31 March 2010.

Liquidity risk

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

6. 金融工具 (續)

(c) 金融風險管理目標及政策 (續)

信貸風險 (續)

本集團只與認識及信譽超著之第三方進行交易。本集團主要以賒賬形式與其客戶交易，惟新客戶則通常需要預先付款。普遍賒賬期一般為30日至90日，主要客戶更可延長至180日。每名客戶均有最高信貸額。本集團嚴密監控未償還之應收款項。高級管理層定期審閱逾期結欠。鑑於上文所述及本集團之貿易應收款項與大批不同類型客戶有關，本集團並無高度集中之信貸風險。本集團就貿易及其他應收款項面對之信貸風險相關之其他定量數據，於附註27中披露。

由於交易對手乃獲得高度信貸評級之銀行，故流動資金之信貸風險有限。

按地理位置分析，本集團之信貸風險集中於中國，其於2010年3月31日佔貿易應收款項總額之100% (2009年3月31日：100%)。

流動現金風險

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

6. FINANCIAL INSTRUMENTS (Continued)

(c) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Due to the capital intensive nature of the Group's business, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements. The Group finances its working capital requirements through a combination of funds generated from operations and bank borrowings.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

6. 金融工具 (續)

(c) 金融風險管理目標及政策 (續)

流動現金風險 (續)

由於本集團業務屬資本密集性質，故本集團確保維持充足現金和信貸融資以符合本集團流動資金需要。本集團透過經營所產生之資金及銀行借貸綜合方式滿足營運資金需要。

下表載列按照協定之償還條款，本集團非衍生金融負債剩餘合約到期之詳情。此表乃根據於本集團可能最早被要求付款之日，金融負債之未貼現現金流量而編製。此表包括利息及本金現金流量。倘利息以浮動利率計算，則未貼現金額會根據報告期末之利率曲線計算。

		Within one year	Within the second year	Within the third year	Within the forth year	Within the fifth year	Over five years	Total undiscounted cash flow 未貼現現金 流量總額	Carrying amount 賬面值
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 31 March 2010	於2010年3月31日								
Trade and other payables	貿易及其他應付款項	96,554	-	-	-	-	-	96,554	96,115
Amounts due to associates	應付聯營公司款項	11,389	-	-	-	-	-	11,389	11,389
Bank borrowings	銀行借貸	100,028	8,092	26,622	12,194	13,646	78,744	239,326	203,070
		<u>207,971</u>	<u>8,092</u>	<u>26,622</u>	<u>12,194</u>	<u>13,646</u>	<u>78,744</u>	<u>347,269</u>	<u>310,574</u>
At 31 March 2009	於2009年3月31日								
Trade and other payables	貿易及其他應付款項	89,379	-	-	-	-	-	89,379	88,976
Amounts due to associates	應付聯營公司款項	34,458	-	-	-	-	-	34,458	34,458
Bank borrowings	銀行借貸	163,607	97,013	11,528	16,646	21,293	47,717	357,804	309,941
Convertible notes	可換股票據	165,242	-	-	-	-	-	165,242	162,374
		<u>452,686</u>	<u>97,013</u>	<u>11,528</u>	<u>16,646</u>	<u>21,293</u>	<u>47,717</u>	<u>646,883</u>	<u>595,749</u>

6. FINANCIAL INSTRUMENTS (Continued)

(d) Fair value

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

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values due to their immediate or short-term maturities.

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.

6. 金融工具 (續)

(d) 公平值

金融資產及金融負債之公平值按下列方式釐定：

- 具有標準條款及條件及於活躍流動市場買賣之金融資產及金融負債之公平值，乃分別參考所報市場買盤價及賣盤價釐定；及
- 其他金融資產及金融負債（不包括衍生工具）之公平值乃按貼現現金流量分析之公認定價模式，使用可觀察現時市場奉行之交易價格及類似工具之交易商報價釐定。

董事認為於綜合財務報表中以攤銷成本入賬之金融資產及金融負債之賬面值與其公平值相若，原因為彼等於中短期間到期。

於綜合財務狀況報表中確認之公平值計量

下表提供於初始確認後按公平值計量之金融工具分析，並根據其公平值之可觀察程度歸入第一級。

- 第一級別之公平值計量乃活躍市場內相同資產或負債之市場報價（未經調整）。

6. FINANCIAL INSTRUMENTS (Continued)

(d) Fair value (Continued)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

	Level 1 第一級 HK\$'000 港幣千元
Available-for-sale financial assets	
– Listed securities listed in Hong Kong	32,137

6. 金融工具 (續)

(d) 公平值 (續)

於綜合財務狀況報表中確認之公平值計量 (續)

	Level 1 第一級 HK\$'000 港幣千元
可供出售金融資產	
– 於香港上市之上市證券	32,137

7. TURNOVER

Turnover represents the fair value of the consideration received or receivable and represents amounts receivable for goods and services in the normal course of business, net of discounts and sales related taxes. An analysis of the Group's turnover is as follows:

7. 營業額

營業額按已收或應收代價之公平值計算，代表經扣除折扣及銷售相關稅項後於日常業務過程中之貨品及服務應收款項。本集團之營業額分析如下：

	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Provision of piped Gas Fuel Transportation, distribution and retail of bottled LPG	450,950	312,141
供應管道燃氣 運輸、分銷及瓶裝 零售液化石油氣	255,300	267,369
	706,250	579,510

8. SEGMENT INFORMATION

The Group has adopted HKFRS 8 Operating Segments with effect from 1 April 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the board of directors (being the chief operation decision maker (“CODM”)) for the purpose of allocating resources to segments and assessing their performance. In contrast, the predecessor standard (HKAS 14, Segment Reporting) required an entity to identify two sets of segments (business and geographical) using a risks and returns approach. In the past, the Group’s primary reporting format was business segments. The application of HKFRS 8 has not resulted in a redesignation of the Group’s reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14. Nor has the adoption of HKFRS 8 changed the basis of measurement of segment profit or loss.

For management purposes, the Group is currently organised into two operating divisions, and has two reportable operating segments as follows – provision of piped Gas Fuel and transportation, distribution and retail of bottled LPG.

Provision of piped Gas Fuel – construction of gas pipeline networks, provision of piped natural gas and LPG

Transportation, distribution and retail of bottled LPG – the sale of LPG in bulk to wholesale customers and the retail of bottled LPG to end user households, industrial and commercial customers.

8. 分部資料

本集團已由2009年4月1日起採用香港財務報告準則第8號「經營分部」。香港財務報告準則第8號為披露準則，要求確認經營分部時，必須以定期由董事會（即主要營運決策者（「主要營運決策者」））審視，用作對各分部進行資源分配及表現評估之本集團構成部分內部報告作為基準。對比之下，舊準則（香港會計準則第14號「分部呈報」）則要求實體按風險及回報方法，呈列兩套分部資料（按業務及地區）。本集團以往之主要報告方式為業務分部。應用香港財務報告準則第8號並無導致本集團所呈報分部由根據香港會計準則第14號所釐定之主要呈報分部重新劃分。採納香港財務報告準則第8號亦無更改分部溢利或虧損之計量基準。

為方便管理，本集團現分為兩個經營分部，並分為以下兩個呈報經營分部 – 供應管道燃氣以及運輸、分銷及瓶裝零售液化石油氣。

供應管道燃氣 – 興建燃氣管道網絡、供應管道天然氣及液化石油氣

運輸、分銷及瓶裝零售液化石油氣 – 批發液化石油氣予批發客戶及零售瓶裝液化石油氣予居民、工業及商業客戶之最終用者。

8. SEGMENT INFORMATION (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment.

For the year ended 31 March	截至3月31日止年度	Provision of piped Gas Fuel 供應管道燃氣		Transportation, distribution and retail of bottled LPG 運輸、分銷及瓶裝零售液化石油氣		Consolidation 綜合	
		2010	2009	2010	2009	2010	2009
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Turnover	營業額	450,950	312,141	255,300	267,369	706,250	579,510
Segment profits	分部溢利	368,039	91,197	8,710	15,568	376,749	106,765
Unallocated income	未分配收入					2,566	2,852
Unallocated corporate expenses	未分配企業開支					(24,906)	(33,776)
Loss on fair value changes of convertible notes	可換股票據公平值變動之虧損					(2,118)	(4,496)
Loss on fair value changes of financial assets at FVTPL	按公平值計入損益之金融資產之公平價變動虧損					-	(7,507)
Loss on disposal of an associate	出售聯營公司虧損					-	(1,459)
Equity-settled share-based payments	以權益結算股份為基礎之付款					-	(1,666)
Impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項確認之減值虧損					(19,994)	(2,533)
Finance costs	財務成本					(6,855)	(12,093)
Share of results of associates	應佔聯營公司業績					4,564	5,196
Profit before tax	除稅前溢利					330,006	51,283

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of bank interest income, other operating income, central administrative expenses, directors' emoluments, loss on fair value changes of convertible notes, loss on fair value changes of financial assets at FVTPL, loss on disposal of an associate, equity-settled share based payments, impairment loss recognised in respect of trade and other receivables, share of results of associates and finance costs. This is the measure reported to CODM for the purposes of resource allocation and performance assessment.

8. 分部資料 (續)

分部收入及業績

以下為本集團按呈報分部分類之收入及業績分析。

呈報分部之會計政策與附註3所載本集團之會計政策相同。分部溢利指各分部賺取之溢利，惟並無分配銀行利息收入、其他經營收入及中央行政開支、董事酬金、可換股票據公平值變動之虧損、按公平值計入損益之金融資產之公平值變動虧損、出售聯營公司虧損、以權益結算股份為基礎之付款、已就貿易及其他應收款項確認之減值虧損、應佔聯營公司業績及財務成本。此乃就資源分配及表現評估向主要營運決策者呈報之計量方式。

8. SEGMENT INFORMATION (Continued)**Segment assets and liabilities**

The following is an analysis of the Group's assets and liabilities by reportable segments.

Segment assets

		2010	2009
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Provision of piped Gas Fuel Transportation, distribution and retail of bottled LPG	供應管道燃氣 運輸、分銷及瓶裝 零售液化石油氣	826,846	1,045,350
		133,489	139,953
Total segment assets	分部資產總值	960,335	1,185,303
Unallocated	未分配	521,429	345,072
Consolidated assets	綜合資產	1,481,764	1,530,375

Segment liabilities

		2010	2009
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Provision of piped Gas Fuel Transportation, distribution and retail of bottled LPG	供應管道燃氣 運輸、分銷及瓶裝 零售液化石油氣	189,207	244,157
		24,781	20,685
Total segment liabilities	分部負債總額	213,988	264,842
Unallocated	未分配	275,129	563,395
Consolidated liabilities	綜合負債	489,117	828,237

8. 分部資料 (續)**分部資產及負債**

以下為本集團按呈報分部分類之資產及負債分析。

分部資產

	2010	2009
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Provision of piped Gas Fuel Transportation, distribution and retail of bottled LPG	826,846	1,045,350
	133,489	139,953
Total segment assets	960,335	1,185,303
Unallocated	521,429	345,072
Consolidated assets	1,481,764	1,530,375

分部負債

	2010	2009
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Provision of piped Gas Fuel Transportation, distribution and retail of bottled LPG	189,207	244,157
	24,781	20,685
Total segment liabilities	213,988	264,842
Unallocated	275,129	563,395
Consolidated liabilities	489,117	828,237

8. SEGMENT INFORMATION (Continued)

Segment liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than investment properties, interests in associates, available-for-sale financial assets, bank balances and cash and assets used jointly by reportable segments.
- all liabilities are allocated to reportable segments other than tax liabilities, bank borrowings, convertible notes, deferred tax liabilities and liabilities for which reportable segments are jointly liable.

8. 分部資料 (續)

分部負債 (續)

為方便監察分部表現及於分部間分配資源：

- 除投資物業、於聯營公司權益、可供出售金融資產、銀行結餘及現金以及呈報分部共用資產外，所有資產已分配予各呈報分部。
- 除稅項負債、銀行借貸、可換股票據、遞延稅項負債及呈報分部共同承擔之負債外，所有負債已分配予各呈報分部。

8. SEGMENT INFORMATION (Continued)

8. 分部資料 (續)

Other segment information

其他分部資料

For the year ended 31 March	截至3月31日止年度	Provision of piped Gas Fuel		Transportation, distribution and retail of bottled LPG		Unallocated		Consolidation	
		供應管道燃氣		運輸、分銷及瓶裝零售液化石油氣		未分配		綜合	
		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Amounts included in measure of segment profit or segment assets	計算分部溢利或分部資產時計及之金額								
Depreciation	折舊	9,921	15,058	3,601	3,188	4,512	1,986	18,034	20,232
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	2,113	787	(198)	3	(8)	-	1,907	790
Amortisation of prepaid lease payments	攤銷預付租金	649	569	233	232	-	-	882	801
Amortisation of intangible assets	攤銷無形資產	4,699	4,867	517	515	-	-	5,216	5,382
Impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項確認之減值虧損	231	755	309	-	19,994	2,533	20,534	3,288
Reversal of impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項確認之減值虧損撥回	(33)	(25)	-	(7)	(398)	-	(431)	(32)
(Gain) loss on fair value changes of investment properties	投資物業公平值變動之(收益)虧損	(1,160)	454	-	-	-	-	(1,160)	454
Capital expenditure in respect of prepaid lease payments	有關預付租金之資本開支	5,707	4,639	-	699	-	-	5,707	5,338
Capital expenditure in respect of property, plant and equipments	有關物業、廠房及設備之資本開支	127,333	172,552	5,797	1,668	22,406	1,449	155,536	175,669
Capital expenditure in respect of intangible assets	有關無形資產之資本開支	995	-	-	-	-	-	995	-
Deposits paid for property, plant and equipments	就物業、廠房及設備已付按金	4,321	1,902	570	581	-	-	4,891	2,483
Discount on acquisition of addition interests in a subsidiary	收購附屬公司額外權益之折讓	-	(216)	-	-	-	-	-	(216)
Reversal of impairment loss recognised in respect of earthquake	已就地震確認之減值虧損撥回	-	(65,002)	-	-	-	-	-	(65,002)
Gain on disposal of subsidiaries	出售附屬公司收益	(257,189)	-	-	-	-	-	(257,189)	-
Loss on disposal of an associate	出售聯營公司虧損	-	-	-	-	-	1,459	-	1,459
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets	定期提供予主要營運決策者但計算分部溢利或虧損或分部資產時並無計及之金額								
Interest in associates	於聯營公司權益	32,784	50,352	-	-	30,863	5,990	63,647	56,342
Share result of associates	應佔聯營公司業績	(7,046)	(1,925)	-	-	2,482	(3,271)	(4,564)	(5,196)
Bank interest income	銀行利息收入	(882)	(540)	(139)	(49)	(528)	(826)	(1,549)	(1,415)
Finance cost	財務成本	471	2,814	768	853	5,616	8,426	6,885	12,093
Income tax expense	所得稅開支	18,603	8,101	1,645	3,945	-	-	20,248	12,046

8. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations and non-current assets are all located in the PRC. Accordingly, no geographical information is presented.

Information about major customers

No information about major customer is presented as no single customer contributed over 10% of the total turnover of the Group during the years ended 31 March 2010 and 2009.

9. OTHER OPERATING INCOME

8. 分部資料 (續)

地區資料

本集團之營運及非流動資產均位於中國。因此，並無呈列地區資料。

有關主要客戶之資料

由於截至2010年及2009年3月31日止年度均無單一客戶向本集團貢獻逾10%之總營業額，故並無呈列有關主要客戶之資料。

9. 其他經營收入

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Bank interest income	銀行利息收入	1,549	1,415
Other loan interest income	其他貸款利息收入	1,820	-
Gain on fair value changes of investment properties	投資物業公平值變動收益	1,160	-
Exchange gain, net	匯兌收益，淨額	97	-
Dividend income	股息收入	11	362
Rental income from investment properties, net of outgoing (Note a)	投資物業租金收入， 扣除支出（附註a）	291	253
Other rental income, net of outgoing (Note b)	其他租金收入， 扣除支出（附註b）	835	88
Government grants (Note c)	政府補助金（附註c）	2,186	-
Sales of gas appliance:	銷售燃氣器具：		
– Income	– 收入	4,267	5,506
– Cost of sales	– 銷售成本	(3,486)	(4,217)
		781	1,289
LPG cylinders trains rental, net of outgoing (Note d)	液化石油氣鐵路罐車租賃， 扣除支出（附註d）	237	147
Waiver of trade payables	豁免貿易應付款項	1,333	-
Reversal of impairment loss recognised in respect of trade and other receivables	已就貿易及其他應收款項 確認之減值虧損撥回	431	32
Others	其他	645	547
		11,376	4,133

9. OTHER OPERATING INCOME (Continued)

Notes:

- (a) The amount represents net rental income generated from investment properties after deducting direct operating expenses of approximately HK\$15,000 (2009: HK\$13,000).
- (b) The amount represents net rental income generated from other assets after deducting direct operating expenses of approximately HK\$44,000 (2009: HK\$26,000).
- (c) The amount represents unconditional grants from the PRC government specifically for encouraging the Group's business development in Fujian Province, the PRC and one-off government grant for the Group's enlarged investment in a subsidiary.
- (d) The amount represents net rental income generated from LPG cylinders trains after deducting direct operating expenses of approximately HK\$73,000 (2009: HK\$33,000).

9. 其他經營收入（續）

附註：

- (a) 該金額指扣除約港幣15,000元（2009年：港幣13,000元）直接營運開支後來自投資物業之租金收入淨額。
- (b) 該金額指扣除約港幣44,000元（2009年：港幣26,000元）直接營運開支後來自其他資產之租金收入淨額。
- (c) 該金額指中國政府特別為鼓勵本集團發展中國福建省業務而授予之無條件補助金，以及有關本集團擴大附屬公司投資之一次性政府補助金。
- (d) 該金額指扣除約港幣73,000元（2009年：港幣33,000元）直接營運開支後來自液化石油氣鐵路罐車之租金收入淨額。

10. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

10. 本年度溢利

本年度溢利已扣除下列各項：

		2010	2009
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Staff costs, including directors' and management's emoluments	員工成本，包括董事及管理層酬金		
– Salaries, wages, allowances and benefits in kind	– 薪金、工資、津貼及實物利益	52,077	48,251
– Retirement benefits scheme contributions	– 退休福利計劃供款	2,335	2,587
– Equity-settled share-based payments	– 以權益結算股份為基礎之付款	–	1,666
		54,412	52,504
Cost of inventories recognised as expenses	確認為開支之存貨成本	464,763	426,376
Auditor's remuneration	核數師酬金	1,800	1,800
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,034	20,232
Amortisation of prepaid lease payments	攤銷預付租金	882	801
Amortisation of intangible assets	攤銷無形資產	5,216	5,382
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1,907	790
Loss on fair value changes of investment properties	投資物業公平值變動之虧損	–	454
Exchange loss, net	匯兌虧損，淨額	–	866
Share of tax of associates (included in share of results of associates)	應佔聯營公司稅項（已計入應佔聯營公司業績）	1,157	4,438

11. REVERSAL OF IMPAIRMENT LOSS RECOGNISED IN RESPECT OF EARTHQUAKE

On 12 May 2008, there was an earthquake with a magnitude of 8.0 on the Richter scale struck Wenchuan area of Sichuan Province, the PRC (the "5.12 Earthquake"). The urban and rural areas of Bei Chuan County, Mian Zhu City and Han Wang Town, where certain of the Company's subsidiaries are located, were affected. In the 5.12 Earthquake, a considerable portion of assets and operating facilities of wholly owned subsidiaries of the Group namely as Mian Zhu City Han Wang Natural Gas Co., Ltd.; Mian Zhu City Hong Sen Natural Gas Co., Ltd.; Mian Zhu City Long Teng Gas Installation Co., Ltd.; Yan Ting Zhongmin Natural Gas Co., Ltd. and Bei Chuan County Zhongmin Gas Co., Ltd. in Mianzhu City, Han Wang Town, and Bei Chuan County, Sichuan Province were seriously damaged and there were casualties among the staff and families, which caused material disruption to the operation of the supply of Gas Fuel and gas pipeline connection business.

Meanwhile, certain assets of Chongqing Zhongmin Gas Co., Ltd. and Xi'an Zhongmin (collectively referred to as the "Affected Neighbouring Companies"), wholly-owned subsidiaries of the Group located in Chongqing City and Yan Liang District, Xi'an City, both surrounding Sichuan Province, respectively were also damaged during the 5.12 Earthquake.

11. 已就地震確認之減值虧損撥回

2008年5月12日，中國四川省汶川地區發生黎克特制8.0級地震（「5.12地震」）。本公司若干附屬公司所在之北川縣、綿竹市及漢旺鎮的城市及農村地區均受到影響。於5.12地震中，本集團位於四川省綿竹市、漢旺鎮及北川縣的全資附屬公司綿竹市漢旺天然氣有限公司、綿竹市紅森天然氣有限公司、綿竹市龍騰燃氣安裝有限責任公司、鹽亭中民燃氣有限公司及北川縣中民燃氣有限公司極大部分資產及經營設備遭受嚴重損毀，並有員工及家屬傷亡，造成供應燃氣及接駁管道燃氣業務嚴重中斷。

同時，重慶中民燃氣有限公司及西安中民（統稱為「鄰近受影響公司」）（本集團位於四川省附近重慶市及西安市閻良區的全資附屬公司）之若干資產亦分別於5.12地震中損毀。

11. REVERSAL OF IMPAIRMENT LOSS RECOGNISED IN RESPECT OF EARTHQUAKE (Continued)

The 5.12 Earthquake has brought serious loss of staff and assets to the Group. In particular, the operating facilities in Mian Zhu City Hang Wan Natural Gas Co., Ltd. and Bei Chuan County Zhongmin Gas Co., Ltd., both are wholly-owned subsidiaries of the Company, in Hanwang Town and Bei Chuan County were severely damaged. After the 5.12 Earthquake, the Company has been actively engaged in rescue relief, digging, clean-up works and evaluation of asset loss. Upon a period of consolidation of the result of the clean up operations, the Company estimates that the 5.12 Earthquake has caused the Company a direct loss of assets of approximately HK\$214,920,000. A reversal of impairment loss of HK\$65,002,000 in respect of the Sichuan Companies was then recognised in the consolidated statement of comprehensive income for the year ended 31 March 2009 based on the valuation report issued by Assets Appraisal Limited, an independent qualified professional valuer not connected to the Group.

The recoverable amount of the Sichuan Companies, property, plant and equipment and prepaid lease payments of the Sichuan Companies (the "Valued Assets") has been determined based on a value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by Group's management covering a 5-year period, and discount rate of 14.14%. This discount rate is based on the relevant industry growth forecasts and does not exceed the growth rate of 4% – 75% for the relevant industry. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross profit margin of a range from 29% to 71%, such estimation is based on the past performance of the Sichuan Companies and management's expectations for the market development. Management of the Group believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the Valued Assets to exceed the aggregate recoverable amount of the Valued Assets.

11. 已就地震確認之減值虧損撥回 (續)

5.12地震造成本集團之員工及資產重大損失。尤其是，本公司位於漢旺鎮及北川縣之全資附屬公司綿竹市漢旺天然氣有限公司及北川縣中民燃氣有限公司之經營設備遭受嚴重損毀。5.12地震後，本公司積極展開搶險救災、挖掘、清理工作及評估資產損失。於經過一段時間整合清理工作之結果後，本公司估計，5.12地震已造成本公司直接資產損失約港幣214,920,000元。其後根據獨立合資格專業估值機構資產評值顧問有限公司（與本集團並無關連）發出之估值報告，於截至2009年3月31日止年度之綜合全面收入報表內就四川公司確認減值虧損撥回港幣65,002,000元。

四川公司之可收回金額及四川公司之物業、廠房及設備以及預付租金（「已估值資產」）之可收回金額乃根據使用價值計算方法釐定。該計算方法乃根據本集團管理層所批准之五年財政預算使用現金流量預測以及貼現率14.14%計算。該貼現率乃根據相關行業增長預測計算，且並無超出相關行業4% – 75%之增長率。使用價值計算方法之其他主要假設乃與現金流入／流出估計有關，該估計包括預算銷售額及介乎29%至71%之毛利率，有關估計乃根據四川公司之過往表現及管理層對市場發展之預期作出。本集團管理層相信，任何該等假設出現任何可能之合理變動將不會導致已估值資產之賬面總值高於該等已估值資產之可收回總額。

11. REVERSAL OF IMPAIRMENT LOSS RECOGNISED IN RESPECT OF EARTHQUAKE (Continued)

The reversal of impairment loss for the Sichuan Companies in respect of the 5.12 Earthquake was recognised as follows:

11. 已就地震確認之減值虧損撥回 (續)

四川公司有關5.12地震之減值虧損撥回確認如下：

		Reversal of impairment loss for the year ended 31 March 2009 截至2009年 3月31日止年度 減值虧損撥回 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	61,024
Prepaid lease payments	預付租金	3,100
Trade and other receivables	貿易及其他應收款項	8
Inventories	存貨	870
		65,002

As of the date of these consolidated financial statements, the Group has neither received nor been entitled to receive any compensation from the insurance companies or government. The directors are of the opinion that the Group had no significant contingent liabilities and capital commitment arising from the 5.12 Earthquake at the end of the reporting period.

於此等綜合財務報表刊發之日，本集團並無收取亦無權收取來自保險公司或政府之任何賠償。董事認為，於報告期末本集團並無因5.12地震而招致任何重大或然負債及資本承擔。

12. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The remuneration of the directors of the Company for the year, disclosed pursuant to the Listing Rules of the Stock Exchange and Section 161 of the Hong Kong Companies Ordinance, is analysed as follows:

		Salaries, allowances and benefits in kind	Retirement benefits scheme contributions	Total emoluments
	Directors' fee	薪金、津貼及 實物利益	退休福利 計劃供款	總酬金
	董事袍金	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
For the year ended 31 March 2010	截至2010年3月31日止年度			
Executive directors:	執行董事：			
Xu Ruixin	徐瑞新	-	-	-
Mo Shikang	莫世康	-	1,772	1,813
Zhu Peifeng	朱培風	-	1,738	1,786
Zhang Hesheng	張和生	-	1,738	1,786
Jin Song	靳松	-	977	1,009
Chu Kin Wang, Peleus	朱健宏	-	1,090	1,102
Independent non-executive directors:	獨立非執行董事：			
Liu Junmin	劉駿民	130	-	130
Tan Qinglian	譚慶璉	-	-	-
Sin Ka Man	冼家敏	140	-	140
		<u>270</u>	<u>7,315</u>	<u>7,766</u>

12. 董事及高級管理層酬金

(a) 董事酬金

按聯交所上市規則及香港公司條例第161條所披露，本公司董事於本年度之酬金分析如下：

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

(a) Directors' emoluments (Continued)

		Directors' fee	Salaries, allowances and benefits in kind	Retirement benefits scheme contributions	Total emoluments
		董事袍金	薪金、津貼及實物利益	退休福利計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
For the year ended	截至2009年3月31日止年度				
31 March 2009					
Executive directors:	執行董事：				
Xu Ruixin	徐瑞新	–	–	–	–
Mo Shikang	莫世康	–	1,745	41	1,786
Zhu Peifeng	朱培風	–	1,844	41	1,885
Zhang Hesheng	張和生	–	1,711	41	1,752
Jin Song	靳松	–	941	32	973
Wong Ching – Note (a)	王政 – 附註(a)	–	688	–	688
Chu Kin Wang, Peleus – Note (b)	朱健宏 – 附註(b)	–	490	4	494
Independent non-executive directors:	獨立非執行董事：				
Liu Junmin	劉駿民	130	–	–	130
Tan Qinglian	譚慶璉	–	–	–	–
Sin Ka Man	冼家敏	140	–	–	140
		<u>270</u>	<u>7,419</u>	<u>159</u>	<u>7,848</u>

Notes:

- (a) resigned on 1 December 2008
(b) appointed on 1 December 2008

None of the directors waived or agreed to waive any emoluments paid by the Group. No emoluments was paid to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the two years ended 31 March 2010 and 2009.

(a) 董事酬金 (續)

		Directors' fee	Salaries, allowances and benefits in kind	Retirement benefits scheme contributions	Total emoluments
		董事袍金	薪金、津貼及實物利益	退休福利計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
For the year ended	截至2009年3月31日止年度				
31 March 2009					
Executive directors:	執行董事：				
Xu Ruixin	徐瑞新	–	–	–	–
Mo Shikang	莫世康	–	1,745	41	1,786
Zhu Peifeng	朱培風	–	1,844	41	1,885
Zhang Hesheng	張和生	–	1,711	41	1,752
Jin Song	靳松	–	941	32	973
Wong Ching – Note (a)	王政 – 附註(a)	–	688	–	688
Chu Kin Wang, Peleus – Note (b)	朱健宏 – 附註(b)	–	490	4	494
Independent non-executive directors:	獨立非執行董事：				
Liu Junmin	劉駿民	130	–	–	130
Tan Qinglian	譚慶璉	–	–	–	–
Sin Ka Man	冼家敏	140	–	–	140
		<u>270</u>	<u>7,419</u>	<u>159</u>	<u>7,848</u>

附註：

- (a) 於2008年12月1日辭任
(b) 於2008年12月1日獲委任

董事概無放棄或同意放棄任何本集團支付之酬金。截至2010年及2009年3月31日止兩個年度，本公司概無向董事支付任何酬金，作為促使其加入本集團或於加入本集團時之獎勵或離職後之補償。

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

(b) Five highest paid individuals

Of the five individuals with the highest emoluments, all (2009: all) are directors whose emoluments are disclosed in Note 12(a).

None of the five highest paid individuals waived or agreed to waive any emoluments paid by the Group. No emoluments was paid to the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the two years ended 31 March 2010 and 2009.

12. 董事及高級管理層酬金 (續)

(b) 五位最高薪酬人士

五位最高薪酬人士全部(2009年:全部)均為董事,其酬金已於附註12(a)內披露。

五位最高薪酬人士概無放棄或同意放棄任何本集團支付之酬金。截至2010年及2009年3月31日止兩個年度,本公司概無向本集團五位最高薪酬人士支付任何酬金,作為促使其加入本集團或於加入本集團時之獎勵或離職後之補償。

13. FINANCE COSTS

13. 財務成本

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Interest on convertible notes	可換股票據之利息	650	3,120
Interest on other loans (Note 31)	其他貸款之利息(附註31)	279	272
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之銀行貸款利息	10,761	19,209
Interest on bank loans wholly repayable after five years	須於五年後悉數償還之銀行貸款利息	2,030	807
		13,720	23,408
Less: amount capitalised in construction in progress (Note)	減: 在建工程資本化金額(附註)	(6,865)	(11,315)
		6,855	12,093

Note: The borrowing costs have been capitalised at a rate of 6.53% – 8.21% per annum (2009: 6.53% to 8.21%).

附註: 借貸成本已按每年6.53%至8.21%(2009年: 6.53%至8.21%)之息率資本化。

14. INCOME TAX EXPENSE

14. 所得稅開支

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Current tax:	即期稅項：		
– Hong Kong Profits Tax	– 香港利得稅	–	–
– Overprovision in prior years	– 過往年度超額撥備	–	(757)
– PRC Enterprise Income Tax	– 中國企業所得稅	23,103	13,560
– Overprovision in prior years	– 過往年度超額撥備	(2,137)	–
Deferred tax liabilities (Note 34):	遞延稅項負債(附註34)：		
– Current year	– 本年度	(718)	(757)
		20,248	12,046

No provision for Hong Kong Profits Tax has been made since the Group had no assessable profit for the years ended 31 March 2010 and 2009.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards except for entities that are entitled to different concessionary tax rates as disclosed below.

由於本集團截至2010年及2009年3月31日止年度並無任何應課稅溢利，故並無作出任何香港利得稅撥備。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，除下文所披露享有不同優惠稅率之實體外，由2008年1月1日起，中國附屬公司之稅率為25%。

14. INCOME TAX EXPENSE (Continued)

Pursuant to the relevant laws and regulations in the PRC, certain PRC subsidiaries of the Company are entitled to an exemption from PRC Enterprise Income Tax for the first two years commencing from their first profit-making year of operation and thereafter, these PRC subsidiaries will be entitled to a 50% relief from PRC Enterprise Income Tax for the following three years ("2+3" tax preference). The PRC Enterprise Income Tax rates applicable to these subsidiaries range from 15% to 25% (2009: 15% to 25%) and the reduced tax rates for the relief period range from 7.5% to 12.5% (2009: 7.5% to 12.5%). The charge of PRC Enterprise Income Tax for the years has been provided for after taking these tax incentives into account. The tax benefit will expire during the period from year 2008 to 2012.

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

According to the EIT Law, the profits of the PRC subsidiary of the Company derived since 1 January 2008 will be subject to withholding tax at a rate of 5% upon the distribution of such profits to foreign investors incorporated in Hong Kong, or at a rate of 10% for other foreign investors. The Group determined that no deferred tax on withholding tax liabilities shall be recognised since no significant distributable profit was derived by the PRC subsidiary from 1 January 2008.

14. 所得稅開支 (續)

根據中國有關法律及法規，本公司若干中國附屬公司自各自經營首個獲利年度起獲豁免繳納中國企業所得稅兩年，而其後三年該等中國附屬公司則獲豁免繳納50%中國企業所得稅（「2+3」稅務優惠）。適用於該等附屬公司之中國企業所得稅率由15%至25%（2009年：15%至25%）不等，而寬減期間之寬減後稅率介乎7.5%至12.5%（2009年：7.5%至12.5%）。於有關年度內之中國企業所得稅支出乃計入此等稅務優惠而作出撥備。稅務優惠將於2008年至2012年期間到期。

於2007年12月26日，中國國務院頒布關於實施中國企業所得稅過渡優惠政策的通知。在舊有中國企業所得稅法下，目前合資格按優惠稅率繳稅之實體於新中國企業所得稅法實施後5年內逐步過渡至新稅率25%，在2008年、2009年、2010年、2011年及2012年之稅率分別為18%、20%、22%、24%及25%。原本享有「2+3」稅務優惠之實體可根據原定稅率繼續享有稅務優惠，直至優惠期滿為止。因未能獲利而在2008年前未開始實行「2+3」稅務優惠之實體，會在2008年開始實行「2+3」稅務優惠。

根據企業所得稅法，向於香港註冊成立之境外投資者或其他境外投資者分派本公司中國附屬公司由2008年1月1日起賺取之溢利時，須分別繳納5%及10%之預扣稅。由於中國附屬公司自2008年1月1日以來並無賺取任何可觀之可供分派溢利，故本集團認為毋須確認任何有關預扣稅負債之遞延稅項。

14. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit per the consolidated statements of comprehensive income as follows:

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Profit before tax	除稅前溢利	330,006	51,283
Tax calculated at the statutory tax rate of 25% (2009: 25%)	按法定稅率25% (2009年: 25%) 計算之稅項	82,501	12,820
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	(1,141)	(1,299)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(65,077)	(18,639)
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	8,075	8,951
Tax effect of tax losses not recognised	未予確認稅項虧損之稅務影響	4,042	13,849
Tax effect of 50% income tax relief granted to subsidiaries	附屬公司獲授50%所得稅優惠之稅務影響	(6,099)	(2,602)
Tax effect of exemption granted to subsidiaries	附屬公司獲豁免納稅之稅務影響	-	(1,962)
Effect of different tax rate of subsidiaries	附屬公司不同稅率之影響	(84)	1,685
Overprovision for prior years	過往年度超額撥備	(2,137)	(757)
Income tax expense for the year	本年度所得稅開支	20,248	12,046

14. 所得稅開支 (續)

綜合全面收入報表之溢利與本年度之所得稅開支對賬如下：

15. PROFIT/LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit attributable to owners dealt with in the statement of comprehensive income of the Company is HK\$256,668,000 (2009: loss of HK\$32,002,000).

15. 本公司擁有人應佔溢利／虧損

本公司全面收入報表內處理之擁有人應佔溢利為港幣256,668,000元 (2009年：虧損港幣32,002,000元)。

16. DIVIDEND

No dividend was paid or proposed during 2010, nor has any dividend been proposed since the end of the reporting period (2009: nil).

17. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of basic and diluted earnings per share is based on the following data:

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Earnings			
	盈利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度溢利	<u>300,614</u>	<u>35,902</u>
		Number of shares	
		股份數目	
Shares			
	股份		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利所使用之年內已發行普通股加權平均數	<u>4,082,224,554</u>	<u>4,082,260,718</u>

The computation of diluted earnings per share for the year ended 31 March 2009 do not assume the conversion of the Company's outstanding convertible notes as their exercise would result in an increase in earnings per share for year ended 31 March 2009.

The computation of diluted earnings per share does not assume the exercise of the Company's share options because the exercise price of those share options were higher than the average market price of the Company's share for year ended 31 March 2010 and 2009.

The basic and the diluted earnings per share are the same.

16. 股息

於2010年內並無支付或建議支付股息，自報告期末以來亦無建議支付任何股息（2009年：無）。

17. 每股盈利

本公司擁有人應佔每股基本盈利乃按本公司擁有人應佔年度溢利及於年內已發行普通股之加權平均數計算。

每股基本及攤薄盈利乃按下列數據計算：

截至2009年3月31日止年度每股攤薄盈利之計算並無假設本公司尚未轉換之可換股票據獲轉換，因行使可換股票據會導致截至2009年3月31日止年度之每股盈利增加。

每股攤薄盈利之計算並無假設本公司之購股權獲行使，因該等購股權之行使價高於本公司股份於截至2010年及2009年3月31日止年度之平均市價。

每股基本及攤薄盈利相同。

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Buildings in PRC for own use under medium lease 中期租賃項下 位於中國之自用樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃物業裝修 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 HK\$'000 港幣千元	Plant, machinery and pipeline 廠房、機器及管道 HK\$'000 港幣千元	Transportation vehicles 運輸車輛 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
COST	成本							
At 1 April 2008	於2008年4月1日	72,640	427	6,452	557,681	30,733	129,551	797,484
Exchange realignment	匯兌調整	1,568	-	135	12,040	640	2,797	17,180
Additions	添置	1,223	-	1,114	4,362	3,982	164,988	175,669
Transfer	轉讓	-	-	-	49,826	-	(49,826)	-
Reclassification to investment properties	重新分類至投資物業	(3,077)	-	-	-	-	-	(3,077)
Write-off	撇銷	(5,830)	-	(141)	(104,699)	(864)	(20,059)	(131,593)
Disposals	出售	(256)	-	(53)	(966)	-	-	(1,275)
At 31 March 2009 and 1 April 2009	於2009年3月31日及2009年4月1日	66,268	427	7,507	518,244	34,491	227,451	854,388
Exchange realignment	匯兌調整	216	-	24	1,684	107	741	2,772
Acquired from acquisition of a jointly controlled entity	收購共同控制實體時購得	167	-	54	21	87	11	340
Additions	添置	2,158	-	1,323	6,578	8,232	137,245	155,536
Transfer	轉讓	-	-	-	101,761	-	(101,761)	-
Disposal of subsidiaries	出售附屬公司	(11,855)	-	(1,942)	(141,984)	(4,002)	(123,166)	(282,949)
Disposals	出售	-	-	(81)	(2,737)	(1,720)	(330)	(4,868)
At 31 March 2010	於2010年3月31日	56,954	427	6,885	483,567	37,195	140,191	725,219
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSS	累計折舊及減值虧損							
At 1 April 2008	於2008年4月1日	15,071	191	1,663	211,035	6,672	21,075	255,707
Exchange realignment	匯兌調整	329	-	35	4,622	135	455	5,576
Provided for the year	本年度撥備	2,521	85	1,031	12,432	4,163	-	20,232
Reclassification to investment properties	重新分類至投資物業	(170)	-	-	-	-	-	(170)
Write-off	撇銷	(5,830)	-	(141)	(104,699)	(864)	(20,059)	(131,593)
Eliminated on disposal	出售時對銷	(52)	-	(28)	(62)	-	-	(142)
Reversal of impairment loss	減值虧損撥回	(8,095)	-	(127)	(49,721)	(1,610)	(1,471)	(61,024)
At 31 March 2009 and 1 April 2009	於2009年3月31日及2009年4月1日	3,774	276	2,433	73,607	8,496	-	88,586
Exchange realignment	匯兌調整	17	-	9	261	32	-	319
Provided for the year	本年度撥備	2,726	85	874	9,867	4,482	-	18,034
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	(1,523)	-	(991)	(11,433)	(1,886)	-	(15,833)
Eliminated on disposal	出售時對銷	-	-	(72)	(212)	(973)	-	(1,257)
At 31 March 2010	於2010年3月31日	4,994	361	2,253	72,090	10,151	-	89,849
CARRYING VALUES	賬面值							
At 31 March 2010	於2010年3月31日	51,960	66	4,632	411,477	27,044	140,191	635,370
At 31 March 2009	於2009年3月31日	62,494	151	5,074	444,637	25,995	227,451	765,802

18. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 March 2010, the Group's property, plant and equipment amounting to approximately HK\$11,005,000 (2009: HK\$16,336,000) were pledged to secure bank loans granted to the Group (Note 32).

The official property title certificates for certain of the Group's buildings with carrying amounts of approximately HK\$9,726,000 (2009: HK\$9,989,000) in aggregate have not yet been issued by the relevant local government authorities. The directors are of the opinion that the Group's right and interest in such buildings will not be therefore severely prejudiced.

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

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

18. 物業、廠房及設備 (續)

於2010年3月31日，本集團物業、廠房及設備約港幣11,005,000元（2009年：港幣16,336,000元）已予抵押作為授予本集團銀行貸款之擔保（附註32）。

本集團有賬面值合共約港幣9,726,000元（2009年：港幣9,989,000元）之若干樓宇仍未獲相關地方政府機關發出正式物業權證書。董事認為，本集團於該等樓宇之權利及權益不會因此受到嚴重損害。

上述物業、廠房及設備項目乃以直線法按下列年率折舊：

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

19. INVESTMENT PROPERTIES

19. 投資物業

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Investment properties, stated at fair value	以公平值列值之投資物業		
At 1 April	於4月1日	11,458	8,370
Exchange realignment	匯兌調整	38	181
Reclassification from property, plant and equipment	從物業、廠房及設備 重新分類	-	2,907
Revaluation surplus upon reclassification from property, plant and equipment	從物業、廠房及設備重新 分類時之重估盈餘	-	454
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	(5,632)	-
Increase (decrease) in fair value	公平值增加(減少)	1,160	(454)
At 31 March	於3月31日	7,024	11,458
Detail of geographical locations and tenure of investment properties were:	投資物業之地理位置及年期 詳情如下:		
PRC – leases between 10 and 50 years	中國 – 租賃期由10年至50年	7,024	11,458

The fair value of the Group's investment properties at 31 March 2010 and 2009 have been arrived at on the basis of a valuation carried out on that day by Asset Appraisal Limited, an independent qualified professional valuers not connected with the Group. Asset Appraisal Limited is a member of the Institutes of Valuers, and has appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

The Group leases out certain investment properties under operating leases, for an initial period of three to eight years, with an option to renew on renegotiated terms. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

於2010年及2009年3月31日，本集團投資物業之公平值乃根據獨立合資格專業估值機構資產評估顧問有限公司（與本集團並無關連）在該日進行之估值得出。資產評估顧問有限公司為香港測量師學會之會員，並具備適當資格及於近期對有關地點之類似物業進行估值之經驗。根據符合國際估值準則進行之估值，乃於參考位於相同地點及狀況相同之相似物業之交易價格之市場證據後得出。

本集團根據經營租賃出租若干投資物業，最初期限由三年至八年不等，可選擇按重新商議條款續期。本集團所有以經營租賃形式持有以賺取租金收入或作資本增值用途之物業權益皆以公平值模式計量，並分類為投資物業入賬。

19. INVESTMENT PROPERTIES (Continued)

At 31 March 2010, the Group's investment properties amounting to approximately HK\$4,665,000 (2009: HK\$11,458,000) were pledged to secure bank loans granted to the Group (Note 32).

None of the leases include contingent rentals. During the year ended 31 March 2010, the gross rental income from investment properties amounted to approximately HK\$306,000 (2009: HK\$266,000).

20. PREPAID LEASE PAYMENTS

19. 投資物業 (續)

於2010年3月31日，本集團投資物業約港幣4,665,000元(2009年：港幣11,458,000元)已予抵押作為授予本集團銀行貸款之擔保(附註32)。

概無任何租賃包括或然租金。於截至2010年3月31日止年度，來自投資物業之總租金收入約為港幣306,000元(2009年：港幣266,000元)。

20. 預付租金

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Cost	按成本		
At 1 April	於4月1日	42,133	36,016
Exchange realignment	匯兌調整	135	779
Additions	添置	5,707	5,338
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	(13,883)	-
		34,092	42,133
At 31 March	於3月31日	34,092	42,133
Amortisation and impairment loss	攤銷及減值虧損		
At 1 April	於4月1日	3,637	5,809
Exchange realignment	匯兌調整	10	127
Charge for the year	本年度扣除	882	801
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	(629)	-
Reversal of impairment loss	減值虧損撥回	-	(3,100)
		3,900	3,637
At 31 March	於3月31日	3,900	3,637
Carrying values	賬面值	30,192	38,496
Analysed for reporting purposes as:	按申報目的分析：		
Current portion	即期部分	699	814
Non-current portion	非即期部分	29,493	37,682
		30,192	38,496

20. PREPAID LEASE PAYMENTS (Continued)

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

The Group's prepaid lease payments with carrying values of approximately HK\$9,984,000 (2009: HK\$10,174,000) represent interest in land use rights in respect of which official land use certificate have not yet been issued by relevant local government authorities. The directors are of the opinion that the Group's rights and interest in respect of such land lots will not be therefore severely prejudiced.

At 31 March 2010, the Group's prepaid lease payments amounting to approximately HK\$16,235,000 (2009: HK\$22,415,000) were pledged to secure bank loans granted to the Group (Note 32).

20. 預付租金 (續)

該等金額指於中國之中期土地使用權，並以直線法按相關土地使用權之年期予以攤銷。

本集團賬面值約港幣9,984,000元(2009年：港幣10,174,000元)之預付租金代表於土地使用權之權益，相關地方政府機關仍未發出有關正式土地使用權證。董事認為，本集團於該等地塊之權利及權益不會因此受到嚴重損害。

於2010年3月31日，本集團之預付租金約港幣16,235,000元(2009年：港幣22,415,000元)已予抵押作為授予本集團銀行貸款之擔保(附註32)。

21. GOODWILL

21. 商譽

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Cost	成本		
At 1 April	於4月1日	218,967	216,039
Acquisition of a jointly controlled entity (Note 24)	收購共同控制實體 (附註24)	2,799	-
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	(79,041)	-
Exchange realignment	匯兌調整	453	2,928
At 31 March	於3月31日	143,178	218,967
Impairment	減值		
At 1 April	於4月1日	49,902	48,847
Exchange realignment	匯兌調整	163	1,055
At 31 March	於3月31日	50,065	49,902
Carrying values	賬面值		
At 31 March	於3月31日	93,113	169,065

21. GOODWILL (Continued)

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

The management considers each subsidiary and jointly controlled entities represents a separate cash-generating unit ("CGU") for the purpose of goodwill impairment testing. At the end of the reporting period, the carrying value of goodwill mainly represents goodwill arising from the acquisitions of following subsidiaries/jointly controlled entities:

21. 商譽 (續)

本集團每年檢測商譽減值，或倘有跡象顯示商譽可能已減值，則更頻密檢測減值。

管理層認為，就商譽減值測試而言，每家附屬公司及共同控制實體代表一個獨立之現金產生單位（「現金產生單位」）。於報告期末，商譽之賬面值主要指因收購下列附屬公司／共同控制實體產生之商譽：

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Fujian Province An Ran Gas Investment Co., Ltd. and its subsidiaries ("Fujian An Ran Group")	福建省安然燃氣投資有限公司及其附屬公司（「福建安然集團」）	82,267	161,044
Yunnan Zhongmin Gas Co., Ltd.	雲南中民燃氣有限公司	8,047	8,021
Long Yan City Changning Gas Co., Ltd ("Long Yan Changning")	龍岩市昌寧燃氣有限公司（「龍岩昌寧」）	2,799	-
		93,113	169,065

21. GOODWILL (Continued)

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

For the year ended 31 March 2010, the Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next 5 years on an estimated growth pattern at growth rates between 6% to 59% (2009: 6% to 59%) and a discount rate of 13% (2009: 12%). The financial budgets and growth rates are estimated according to the stage of each operation with reference to the development curve of the natural gas industry in the PRC region. This pattern is consistent with the track record of the Group's projects.

21. 商譽 (續)

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

截至2010年3月31日止年度，本集團乃根據經管理層就未來5年審批之最近期財政預算，以增長率6%至59%（2009年：6%至59%）及貼現率13%（2009年：12%）推斷之增長模式編製現金流量預測。財政預算及增長率根據各業務之階段，經參考中國地區天然氣行業之發展曲線作出估計。這模式與本集團項目之往績一致。

22. INTANGIBLE ASSETS

22. 無形資產

		Exclusive rights of purchase 獨家採購權利 HK\$'000 港幣千元 (Note a) (附註a)	Exclusive rights of operations 獨家經營權利 HK\$'000 港幣千元 (Note b) (附註b)	Total 合計 HK\$'000 港幣千元
COST	成本			
At 1 April 2008	於2008年4月1日	12,282	138,670	150,952
Exchange realignment	匯兌調整	<u>295</u>	<u>2,783</u>	<u>3,078</u>
At 31 March 2009 and 1 April 2009	於2009年3月31日及 2009年4月1日	12,577	141,453	154,030
Acquisition of a jointly controlled entity	收購共同控制實體	–	14,587	14,587
Additions	添置	–	995	995
Disposal of subsidiaries (Note 38)	出售附屬公司 (附註38)	–	(55,063)	(55,063)
Exchange realignment	匯兌調整	<u>37</u>	<u>468</u>	<u>505</u>
At 31 March 2010	於2010年3月31日	<u>12,614</u>	<u>102,440</u>	<u>115,054</u>
AMORTISATION AND IMPAIRMENT	攤銷及減值			
At 1 April 2008	於2008年4月1日	–	8,370	8,370
Charge for the year	本年度扣除	515	4,867	5,382
Exchange realignment	匯兌調整	<u>1</u>	<u>6</u>	<u>7</u>
At 31 March 2009 and 1 April 2009	於2009年3月31日及 2009年4月1日	516	13,243	13,759
Charge for the year	本年度扣除	517	4,699	5,216
Disposal of subsidiaries (Note 38)	出售附屬公司 (附註38)	–	(5,960)	(5,960)
Exchange realignment	匯兌調整	<u>2</u>	<u>54</u>	<u>56</u>
At 31 March 2010	於2010年3月31日	<u>1,035</u>	<u>12,036</u>	<u>13,071</u>
CARRYING VALUES	賬面值			
At 31 March 2010	於2010年3月31日	<u>11,579</u>	<u>90,404</u>	<u>101,983</u>
At 31 March 2009	於2009年3月31日	<u>12,061</u>	<u>128,210</u>	<u>140,271</u>

22. INTANGIBLE ASSETS (Continued)

Notes:

- a) It represented the exclusive rights of purchase of natural gas explored in Yanji Basin, which is located in Yanji, Long Jing and Long City of Yan Bian Korean Nation Autonomous Area in the eastern part of Jilin Province, from an ex-associate – Yan Bian Hua Xin Oil Exploitation Company Limited at a consideration of HK\$12,282,000.
- b) It represented the exclusive rights to operate in gas pipeline infrastructure and provision of piped Gas Fuel granted by local government in various cities in the PRC for a period of 10 to 60 years.
- c) At 31 March 2010, the Group's exclusive rights of operations amounting to approximately HK\$23,658,000 (2009: HK\$51,461,000) were pledged to secure bank loans granted to the Group (Note 32).
- d) All of the exclusive rights of operations and purchases are amortised on a straight-line basis over the operation period of 10 to 60 years.

22. 無形資產 (續)

附註：

- a) 指向前聯營公司—延邊州華新石油開發有限公司收購一項位於吉林省東部延邊朝鮮族自治州延吉、龍井及龍城之延吉盆地開發之天然氣之獨家採購權利，代價為港幣12,282,000元。
- b) 指獲中國若干城市之地方政府授予經營燃氣管道基礎設施及提供管道燃氣之獨家權利，為期10至60年。
- c) 於2010年3月31日，本集團獨家經營權利約港幣23,658,000元（2009年：港幣51,461,000元）已予抵押作為授予本集團銀行貸款之擔保（附註32）。
- d) 所有獨家經營及採購權利於10至60年之經營期內以直線基準攤銷。

23. INTERESTS IN ASSOCIATES

23. 於聯營公司權益

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Cost of unlisted investments	非上市投資成本	43,072	25,722
Share of post-acquisition profits, net of dividends	分佔收購後溢利 (已扣除股息)	10,540	20,778
Exchange realignment	匯兌調整	10,035	9,842
		63,647	56,342
Amounts due to associates (Note 39)	應付聯營公司款項 (附註39)	11,389	34,458

The amounts due to associates are unsecured, interest free and repayable on demand.

應付聯營公司款項為無抵押、免息及須於要求時償還。

23. INTERESTS IN ASSOCIATES (Continued)

Included in the cost of investment in associates is goodwill of approximately HK\$8,397,000 (2009: HK\$8,397,000) arising on acquisition of associates in prior years. The movement of goodwill is set out below:

23. 於聯營公司權益 (續)

於聯營公司之投資成本內包括來自過往年度收購聯營公司所產生之商譽約港幣8,397,000元(2009年:港幣8,397,000元)。商譽變動載列如下:

		HK\$'000 港幣千元
COST	成本	
At 1 April 2008	於2008年4月1日	10,013
Disposal of an associate	出售聯營公司	<u>(1,616)</u>
At 31 March 2009, 1 April 2009 and 31 March 2010	於2009年3月31日、2009年4月1日及 2010年3月31日	<u>8,397</u>
IMPAIRMENT	減值	
At 1 April 2008, 31 March 2009, 1 April 2009 and 31 March 2010	於2008年4月1日、2009年3月31日、 2009年4月1日及2010年3月31日	<u>8,397</u>
CARRYING VALUES	賬面值	
At 31 March 2010 and 2009	於2010年及2009年3月31日	<u>—</u>

23. INTERESTS IN ASSOCIATES (Continued)

Details of the Group's associates as at 31 March 2010 and 2009 are as follows:

Name of company 公司名稱	Form of business structure 業務架構形式	Place of establishment and operation 成立及經營所在地	Class of shares held 持有股份類型	Group effective interest 本集團實際權益		Principal activities 主要業務
				2010	2009	
德化廣安天然氣有限公司(「德化廣安」) (Dehua Guang An Natural Gas Co., Ltd. ("Dehua Guang An."))	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	25%	49%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造
福州安然居管道燃氣有限公司 (Fuzhou An Ran Ju Pipeline Gas Co., Ltd.)	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	25%	49%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造
廈門嘉安燃氣有限公司 (Xiamen Jia An Gas Co., Ltd.)	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	25%	49%	Sales and distribution of Gas Fuel and gas pipeline construction 銷售及分銷燃氣及燃氣管道建造
中閩海油(南平)燃氣有限公司 (Zhongming Hai (Nanping) Gas Company Limited)	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	20%	40%	Fuel gas engineering investment and natural gas wholesale 燃氣工程投資及天然氣批發
中民在線(北京)科技發展有限公司 (Zhongmin Zai Xian (Beijing) Technology Development Limited)	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	40%	40%	Participate in supply video lottery operating system and equipment in the PRC 於中國提供視頻彩票系統及設備
深圳市永恆樂彩科技開發有限公司 (「永恆樂彩」) (Shenzhen Yongheng Lecai Technology Development Limited) (“Yongheng Lecai”)	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	40%	40%	Investing and engaging in the development of lottery software technology in the PRC 於中國投資與經營彩票有獎電子工程技術軟件開發

23. 於聯營公司權益(續)

於2010年及2009年3月31日，本集團之聯營公司詳情如下：

23. INTERESTS IN ASSOCIATES (Continued)

During the year ended 31 March 2009, one of the associates of the Group, Zhongmin Zai Xian (Beijing) Technology Development Limited ("Zhongmin Zai Xian"), underwent a capital reduction. As a result, the registered share capital of Zhongmin Zai Xian decreased from RMB30,000,000 to RMB16,000,000 and the contributed capital by the Group decreased from RMB12,000,000 to RMB6,400,000. The over contribution of HK\$3,815,000 (RMB3,360,000) had been refunded to the Group during the year ended 31 March 2009 with the balance remaining in the trade and other receivables. The balance of HK\$2,552,000 (RMB2,240,000) was received during the year ended 31 March 2010. The Group's share of equity interest in Zhongmin Zai Xian was not changed after the capital reduction.

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

23. 於聯營公司權益 (續)

於截至2009年3月31日止年度，本集團其中一家聯營公司中民在線(北京)科技發展有限公司(「中民在線」)進行資本削減。因此，中民在線之註冊資本由人民幣30,000,000元減至人民幣16,000,000元，而本集團之實繳資本則由人民幣12,000,000元減至人民幣6,400,000元。於截至2009年3月31日止年度，多繳之金額港幣3,815,000元(人民幣3,360,000元)已退還本集團，餘額仍呈列在貿易及其他應收款項項下。於截至2010年3月31日止年度，餘額港幣2,552,000元(人民幣2,240,000元)已收回。本集團應佔中民在線之股權於資本削減後未發生變動。

本集團聯營公司之財務資料概述如下：

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Total assets	資產總值	317,819	229,572
Total liabilities	負債總額	(110,909)	(112,618)
Net assets	資產淨值	206,910	116,954
Group's share of net assets of associates	本集團應佔聯營公司 資產淨值	63,647	56,342
Revenue	收入	146,257	114,023
Profit for the year	本年度溢利	21,184	1,930
Group's share of results of associates for the year	本集團應佔聯營公司 本年度業績	4,564	5,196

23. INTERESTS IN ASSOCIATES (Continued)

The Group has discontinued recognition of its share of losses of an associate since the Group's share of losses in that associate has exceeded its interest in that associate. The amounts of unrecognised share of that associate, extracted from the relevant unaudited management account of the Group's associate, both for the year and cumulatively, are as follows:

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Unrecognised share of losses of an associate for the year	本年度應佔聯營公司之未確認虧損	260	437
Accumulated unrecognised share of losses of an associate	累計應佔聯營公司之未確認虧損	697	437

23. 於聯營公司權益 (續)

因本集團應佔聯營公司之虧損已超過其於聯營公司所佔之權益，故本集團已停止確認其應佔該聯營公司之虧損。本年度及累計應佔聯營公司之未確認金額（摘錄自本集團聯營公司相關未經審核管理賬目）如下：

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES

As at 31 March 2010, the Group had interests in the following significant jointly controlled entities:

24. 於共同控制實體之投資

於2010年3月31日，本集團於下列主要共同控制實體擁有權益：

Name of company	Form of business structure	Place of establishment and operation	Class of shares held	Proportion of nominal value of paid-in capital directly held by the Group	Paid-in capital effectively held by Fujian An Ran	Principal activities
公司名稱	業務架構形式	成立及經營所在地	持有股份類型	本集團直接持有之已繳股本面值比例	福建安然實際持有之已繳股本	主要業務
福建省安然燃氣投資有限公司 （「福建安然」） ("Fujian Province An Ran Gas Investment Co., Ltd.") ("Fujian An Ran")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51% (Note a) (附註a)	N/A 不適用	Investment holding 投資控股
沙縣安然燃氣有限公司* ("Sha County An Ran Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (Continued)

24. 於共同控制實體之投資 (續)

Name of company	Form of business structure	Place of establishment and operation	Class of shares held	Proportion of nominal value of paid-in capital directly held by the Group	Paid-in capital effectively held by Fujian An Ran	Principal activities
公司名稱	業務架構形式	成立及經營所在地	持有股份類型	本集團直接持有之已繳股本面值比例	福建安然實際持有之已繳股本	主要業務
將樂縣安然燃氣有限公司* ("Jiangle County An Ran Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
福州開發區福鐵安然管道燃氣有限公司* ("Fuzhou Development Area Futie An Ran Pipe Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
南平安然燃氣有限公司* ("Nanping An Ran Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
長樂安然燃氣有限公司* ("Changle An Ran Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
永安安然管道燃氣有限公司* ("Yong'an An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	46%	90%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
福鼎市安然燃氣有限公司* ("Fuding City An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	13%	26%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
龍岩安然燃氣有限公司* ("Long Yan An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
羅源安然管道燃氣有限公司* ("Luoyuan An Ran Pipeline Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (Continued)

24. 於共同控制實體之投資 (續)

Name of company	Form of business structure	Place of establishment and operation	Class of shares held	Proportion of nominal value of paid-in capital directly held by the Group	Paid-in capital effectively held by Fujian An Ran	Principal activities
公司名稱	業務架構形式	成立及經營所在地	持有股份類型	本集團直接持有之已繳股本面值比例	福建安然實際持有之已繳股本	主要業務
福州開發區安然燃氣有限公司* ("Fuzhou Development Area An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
漳州安然燃氣有限公司* ("Zhangzhou An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
連江安然燃氣有限公司* ("Lianjiang An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
閩清廣安天然氣有限公司* ("Mingqing Guang An Natural Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
寧德安然燃氣有限公司* ("Ningde An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	26%	51%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
漳浦安然燃氣有限公司* ("Zhangpu An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
龍海安然燃氣有限公司* ("Longhai An Ran Gas Co. Ltd")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (Continued)

24. 於共同控制實體之投資 (續)

Name of company	Form of business structure	Place of establishment and operation	Class of shares held	Proportion of nominal value of paid-in capital directly held by the Group	Paid-in capital effectively held by Fujian An Ran	Principal activities
公司名稱	業務架構形式	成立及經營所在地	持有股份類型	本集團直接持有之已繳股本面值比例	福建安然實際持有之已繳股本	主要業務
南靖安然燃氣有限公司* ("Nanjing An Ran Gas Co. Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	51%	100%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施
龍岩市昌寧燃氣有限公司* ("Long Yan City Changning Gas Co., Ltd.")	Limited liability company 有限責任公司	PRC 中國	Contributed capital 實繳資本	38%	75%	Supply of Gas Fuel and installation of Gas Fuel distribution facilities 供應燃氣及裝設燃氣管道設施

* A subsidiary of Fujian An Ran

* 福建安然之附屬公司

Note:

附註：

Fujian An Ran was a wholly owned subsidiary of the Group and during the year ended 31 March 2010, the Group disposed of its 49% equity interest in Fujian An Ran to an independent third party. (Details are set out in Note 38). Upon the completion of the disposal, according to the memorandum of association of Fujian An Ran, the Group holds 51% of the equity interest of Fujian An Ran and 4 out of 7 directors of Fujian An Ran are appointed by the Group. Further, 4 out of 7 shareholders' representatives of Fujian An Ran are appointed by the Group. Hence the Group controls approximately 57% of the voting power in the board of directors meeting and shareholders meeting. As all the major decisions made in the board of directors meeting and shareholders meeting of Fujian An Ran require at least 2/3 votes from all of the directors and shareholders' representatives, Fujian An Ran is accounted for as a jointly controlled entity.

福建安然為本集團全資附屬公司，於截至2010年3月31日止年度，本集團向一名獨立第三方出售其於福建安然之49%股權。(詳情載於附註38)。於出售完成後，根據福建安然之章程，本集團持有福建安然51%股權，而福建安然7名董事其中4名由本集團委任。再者，福建安然7名股東代表其中4名由本集團委任。因此，本集團控制董事會會議及股東會議上約57%投票權。由於福建安然董事會會議及股東會議上之一切主要決定均需至少全體董事及股東代表2/3票數方可作出，故福建安然列作共同控制實體。

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (Continued)

The summarised financial information in respect of the Group's interests in the jointly controlled entities which are accounted for using proportionate consolidation with the line-by-line reporting format is set out below:

24. 於共同控制實體之投資 (續)

本集團於共同控制實體之權益之財務資料乃以逐項報告形式按比例綜合入賬，概述如下：

		31/3/2010 2010年3月31日 HK\$'000 港幣千元
Current assets	流動資產	<u>79,815</u>
Non-current assets	非流動資產	<u>442,557</u>
Current liabilities	流動負債	<u>193,931</u>
Non-current liabilities	非流動負債	<u>106,270</u>
		1/8/2009 to 31/3/2010 2009年8月1日至 2010年3月31日 HK\$'000 港幣千元
Income	收入	<u>196,955</u>
Expenses	開支	<u>113,909</u>

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (Continued)

Acquisition of a jointly controlled entity

On 1 September 2009, Long Yan An Ran Gas Co., Ltd. ("Long Yan An Ran"), a wholly owned subsidiary of Fujian An Ran, acquired 75% equity interest in Long Yan City Changning Gas Co., Ltd. ("Long Yan Changning") at a total consideration of RMB28,500,000 (equivalent to approximately HK\$32,467,000).

Upon completion of the acquisition, Long Yan An Ran had 75% equity interest in Long Yan Changning, which was thereafter accounted for as a subsidiary of Long Yan An Ran.

Long Yan Changning had contributed a profit of HK\$7,821,000 to the Group's profit attributable to the owners of the Company for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 April 2009, total group revenue for the period would have been approximately HK\$707,661,000, and profit for the period would have been approximately HK\$313,723,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2009, nor is it intended to be a projection of future results.

24. 於共同控制實體之投資 (續)

收購共同控制實體

於2009年9月1日，福建安然之全資附屬公司龍岩安然燃氣有限公司(「龍岩安然」)收購龍岩市昌寧燃氣有限公司(「龍岩昌寧」)75%股權，總代價為人民幣28,500,000元(相等於約港幣32,467,000元)。

於收購完成後，龍岩安然擁有龍岩昌寧75%股權，龍岩昌寧其後列賬作為龍岩安然之附屬公司。

由收購日期至報告期末期間，龍岩昌寧為本集團之本公司擁有人應佔溢利貢獻溢利港幣7,821,000元。

倘收購於2009年4月1日已完成，期內集團收入總額將約為港幣707,661,000元，期內溢利將約為港幣313,723,000元。備考資料僅供說明用途，不一定能顯示倘收購於2009年4月1日已完成，本集團實際可取得之收入及經營業績，亦不擬作為日後業績之預測。

24. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (Continued)

Acquisition of a jointly controlled entity (Continued)

The fair value of the identified assets and liabilities of Long Yan Changning shared by the Group as at the date of acquisition and the corresponding amounts immediately before the acquisition were as follows:

		Carrying amount under proportionate consolidation 比例綜合法下 之賬面值 HK\$'000 港幣千元	Fair value adjustments 公平值調整 HK\$'000 港幣千元	Fair value under proportionate consolidation 比例綜合法下 之公平值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	340	–	340
Intangible assets	無形資產	–	14,587	14,587
Inventories	存貨	126	–	126
Trade and other receivables	貿易及其他應收款項	15,999	–	15,999
Bank balances and cash	銀行結餘及現金	539	–	539
Trade and other payables	貿易及其他應付款項	(6,102)	–	(6,102)
Tax liabilities	稅項負債	(10)	–	(10)
Bank borrowings	銀行借貸	(3,486)	–	(3,486)
Deferred tax liabilities	遞延稅項負債	–	(3,647)	(3,647)
Net assets	資產淨值	<u>7,406</u>	<u>10,940</u>	18,346
Minority interest	少數股東權益			(4,587)
Goodwill	商譽			<u>2,799</u>
Total consideration satisfied by cash	以現金支付之總代價			<u>16,558</u>
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：			
Cash consideration paid	已付現金代價			(16,558)
Bank balances and cash acquired	已收購之銀行結餘及現金			<u>539</u>
				<u>(16,019)</u>

The goodwill is attributable to the sustainable and profitable business model of the acquired business.

24. 於共同控制實體之投資 (續)

收購共同控制實體 (續)

於收購日期，本集團分佔龍岩昌寧之可識別資產與負債公平值，以及緊接收購前之相應金額如下：

商譽源於所收購業務之可持續及有利可圖之業務模式。

25. AVAILABLE-FOR-SALE FINANCIAL ASSETS

25. 可供出售金融資產

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Listed securities	上市證券		
Listed securities listed in Hong Kong, at fair value (Note 6(b))	於香港上市之上市證券，按公平值（附註6(b)）	32,137	25,521
Unlisted securities	非上市證券		
Equity securities, at cost (Note)	股本證券，按成本（附註）	12,730	13,050
Impairment loss recognised	已確認減值虧損	(6,300)	(6,280)
		6,430	6,770
Total	合計	38,567	32,291

Note:

The unlisted investment represents investment in unlisted equity interests in a private entity incorporated in the PRC. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

附註：

非上市投資指於中國註冊成立之私人實體之非上市股權之投資，由於合理公平值估計的範圍頗大，以致本公司董事認為其公平值不能可靠地計量，故有關投資在報告期末按成本減減值計量。

26. INVENTORIES

26. 存貨

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Construction materials, spare parts and consumables	建築物料、備件及消耗品	20,838	31,069
Gas appliances	燃氣器具	162	247
Gas fuel, including natural gas and LPG	燃氣（包括天然氣及液化石油氣）	5,843	3,454
		26,843	34,770

A reversal of impairment loss recognised in respect of inventories of approximately HK\$870,000 has been included in reversal of impairment loss in respect of 5.12 Earthquake in the year ended 31 March 2009. Details are set out in Note 11.

已就存貨確認之減值虧損撥回約港幣870,000元已計入截至2009年3月31日止年度5.12地震減值虧損撥回內。有關詳情載於附註11。

27. TRADE AND OTHER RECEIVABLES

27. 貿易及其他應收款項

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Trade and bill receivables	貿易應收款項及應收票據	29,814	16,570
Less: Impairment loss recognised in respect of trade and bill receivables	減：已就貿易應收款項及 應收票據確認之 減值虧損	(805)	(733)
		<u>29,009</u>	<u>15,837</u>
Other receivables	其他應收款項	86,111	90,079
Less: Impairment loss recognised in respect of other receivables	減：已就其他應收款項 已確認之減值虧損	(23,551)	(3,471)
		<u>62,560</u>	<u>86,608</u>
		<u><u>91,569</u></u>	<u><u>102,445</u></u>

The Group allows its trade customers with credit periods normally ranging from 30 days to 90 days and extending to 180 days for major customers.

本集團給予其貿易客戶之信貸期一般由30日至90日不等，及為主要客戶延長至180日。

(a) An aged analysis of the trade and bill receivables (net of impairment loss recognised) as at the end of the reporting period, based on the invoice date, is as follows:

(a) 貿易應收款項及應收票據（減已確認之減值虧損）於報告期末之賬齡分析，根據發票日期如下：

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Current to 90 days	即期至90日	18,711	13,050
91 days to 180 days	91日至180日	6,921	1,518
Over 180 days	180日以上	3,377	1,269
		<u>29,009</u>	<u>15,837</u>

27. TRADE AND OTHER RECEIVABLES (Continued)

- (b) The movements in the impairment loss recognised in respect of trade and bill receivables are as follows:

At 1 April	於4月1日
Impairment loss recognised	已確認之減值虧損
Reversal of impairment loss recognised in previous years	已就過往年度確認之減值虧損撥回
Amount written-off as uncollectible	撇銷不可收回款項
Exchange realignment	匯兌調整
At 31 March	於3月31日

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

At 31 March 2010, included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK\$3,377,000 (2009: HK\$1,269,000) which are past due at the reporting date and aged over 180 days for which the Group has not provided for impairment loss. The Group did not hold any collateral over these balances.

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default. The Group does not hold any collateral over these balances.

27. 貿易及其他應收款項 (續)

- (b) 已就貿易應收款項及應收票據確認之減值虧損變動如下：

	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
At 1 April	733	856
Impairment loss recognised	105	-
Reversal of impairment loss recognised in previous years	(33)	(32)
Amount written-off as uncollectible	-	(111)
Exchange realignment	-	20
At 31 March	<u>805</u>	<u>733</u>

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

於2010年3月31日，本集團之貿易應收款項結餘包括總賬面值約港幣3,377,000元（2009年：港幣1,269,000元）之應收賬款，該等賬款於報告日期已逾期，賬齡超過180日，而本集團尚未對該等賬款計提減值虧損。本集團並無持有該等結餘之任何抵押品。

尚未逾期或減值之應收款項與多名客戶有關，該等客戶最近並無拖欠紀錄。本集團並無持有該等結餘之任何抵押品。

27. TRADE AND OTHER RECEIVABLES (Continued)

(c) (Continued)

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

Included in the impairment loss recognised are individually impaired trade receivables with an aggregate balance of approximately HK\$805,000 (2009: HK\$733,000) over which the Group does not hold any collateral. The individually impaired receivables mainly related to debtors that are in unexpected financial difficulty or of poor credit history.

(d) An analysis of the other receivables by nature (net of impairment loss recognised) as at the end of the reporting period is as follows:

27. 貿易及其他應收款項 (續)

(c) (續)

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

已確認減值虧損包括個別已減值貿易應收款項，結餘合共約為港幣805,000元（2009年：港幣733,000元），本集團並無持有該等結餘之任何抵押品。個別已減值應收款項主要與面對不可預期財政困難或信貸紀錄不佳之債務人有關。

(d) 其他應收款項（減已確認之減值虧損）於報告期末之分析，根據性質如下：

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Advances to third parties (Note i)	第三方之墊款（附註i）	-	4,542
Amount due from a former associate (Note ii)	應收前聯營公司款項（附註ii）	3,418	3,407
Interest receivable from a shareholder of an associate	應收聯營公司股東利息	1,820	-
Amounts due from jointly controlled entities (Note ii)	應收共同控制實體款項（附註ii）	1,773	-
Prepayments	預付款項	7,842	7,867
Deposit paid/payment in advance to suppliers	已付按金／預付予供應商之款項	40,196	45,707
Consideration receivable for the disposal of an associate	出售聯營公司之應收代價	-	20,031
Others	其他	7,511	5,054
		62,560	86,608

27. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

- (i) As at 31 March 2009, the advances to third parties were unsecured, interest free and repayable on demand. Before making any advances, the Group will understand the potential debtor's credit quality and defines its credit limits to debtors with an appropriate credit history. Credit limits attributed to debtors are reviewed regularly.
- (ii) The balances due from a former associate/jointly controlled entities are unsecured, interest-free and on demand.
- (e) The movements in the impairment loss recognised in respect of other receivables are as follows:

27. 貿易及其他應收款項 (續)

附註：

- (i) 於2009年3月31日，第三方之墊款為無抵押、免息及須於要求時償還。於作出任何墊款前，本集團將了解潛在債務人之信貸質素，再按合適之信貸紀錄界定其信貸限額。債務人之信貸限額會定期覆核。
- (ii) 應收前聯營公司／共同控制實體款項結餘為無抵押、免息及須於要求時償還。
- (e) 已就其他應收款項確認之減值虧損變動如下：

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
At 1 April	於4月1日	3,471	1,784
Impairment loss recognised	已確認之減值虧損	20,429	3,288
Reversal of impairment loss recognised in previous years	已就過往年度確認之減值虧損撥回	(398)	-
Amount written-off as uncollectible	撇銷不可收回款項	-	(1,643)
Exchange realignment	匯兌調整	49	42
At 31 March	於3月31日	23,551	3,471

Included in the impairment loss recognised are individually impaired other receivables with an aggregate balance of approximately HK\$23,551,000 (2009: HK\$3,471,000) over which the Group does not hold any collateral. The individually impaired receivables mainly related to debtors that are in unexpected financial difficulty or of poor credit history.

已確認減值虧損包括個別已減值其他應收款項，結餘合共約為港幣23,551,000元（2009年：港幣3,471,000元），本集團並無持有該等結餘之任何抵押品。個別已減值應收款項主要與面對不可預期財政困難或信貸紀錄不佳之債務人有關。

28. OTHER LOAN TO A SHAREHOLDER OF AN ASSOCIATE

The balance represents loan advanced to a shareholder of an associate is secured by 60% shareholding of the associate, carried interest rate at 5% per annum and repayable on 11 May 2010. The repayment date is extended to 11 May 2011. Details are set out in note 43(d).

29. AMOUNT DUE FROM A JOINT VENTURER

The balance due from a joint venturer is unsecured, interest-free and repayable on demand. The balance represents the outstanding consideration payable for the disposal of 49% interest in Fujian An Ran Group (Note 38).

30. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

At the end of the reporting period, the bank balances and cash of the Group denominated in RMB amounted to approximately HK\$246,485,000 (2009: HK\$155,505,000). The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

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

Hong Kong dollars	港幣
United States dollars	美元

The pledged bank deposits at 31 March 2010 carried prevailing market interest rate at 0.36%, and represented deposits pledged with a bank as guarantee for the letter of credit issued to the supplier.

28. 聯營公司股東之其他貸款

該等結餘指以聯營公司60%股權擔保之聯營公司股東之貸款，按年利率5%計息，須於2010年5月11日償還。還款日期已延長至2011年5月11日。詳情載於附註43(d)。

29. 應收合資企業合營方款項

應收合資企業合營方款項結餘為無抵押、免息及須於要求時償還。有關結餘乃出售福建安然集團49%權益（附註38）之應付未付代價。

30. 已抵押銀行存款／銀行結餘及現金

於報告期末，本集團以人民幣結算之銀行結餘及現金約為港幣246,485,000元（2009年：港幣155,505,000元）。人民幣不得自由兌換為其他貨幣。然而，根據中國內地之外匯管理條例及結匯、付匯及售匯管理規定，本集團獲准透過獲授權經營外匯業務之銀行將人民幣兌換為其他貨幣。

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

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

2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
58,144	1,600
19,638	19,847

於2010年3月31日，已抵押銀行存款按0.36%之現行市場利率計息，指已抵押予銀行作為向供應商發出信用狀之擔保之存款。

31. TRADE AND OTHER PAYABLES

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

		2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Trade payables, falling due in:	貿易應付款項，到期日如下：		
Current to 90 days	即期至90日	34,141	19,851
91 to 180 days	91日至180日	6,964	6,011
Over 180 days	180日以上	11,849	12,957
Trade payables	貿易應付款項	52,954	38,819
Deposit received from customers (Note i)	收取客戶之按金（附註i）	90,547	120,806
Convertible notes interest payable	應付可換股票據利息	-	910
Customer gas deposits and other deposit received	已收客戶燃氣按金及 其他按金	9,864	5,785
Gas fuel income received in advance	預收燃氣收入	16,621	31,851
Other payable for the purchase of property, plant and equipment	購買物業、廠房及 設備之其他應付款項	1,824	5,247
Consideration payable for the acquisition of additional equity interests in a subsidiary	收購附屬公司額外 股權之應付代價	-	6,813
Other loans (Note ii)	其他貸款（附註ii）	5,876	10,220
Accrued charges and other payables	應計費用及其他應付款項	25,597	21,182
		203,283	241,633

31. 貿易及其他應付款項

貿易應付款項結餘主要部分之分析及賬齡分析如下：

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

Notes:

- (i) Deposits received from customers represent the gas pipeline connection fee received but the pipelines have not yet been completed as at the end of the reporting period.
- (ii) Other loans as at 31 March 2010 and 2009 were unsecured, interest bearing at rates ranging from 5.58% to 7.47% per annum and repayable within one year.

採購貨品之平均信貸期為90日。本集團訂有金融風險管理政策，確保所有應付款項於信貸期內清償。

附註：

- (i) 收取客戶之按金指已收取之燃氣管道接駁費收入，惟管道於報告期末尚未完成。
- (ii) 於2010年及2009年3月31日之其他貸款為無抵押、按年利率5.58%至7.47%計息及須於一年內償還。

32. BANK BORROWINGS

Secured bank loans	有抵押銀行貸款
Unsecured bank loans	無抵押銀行貸款
The bank loans are repayable:	須於下列時間償還之銀行貸款：
Within one year or on demand	一年內或於要求時
In the second year	於第二年
In the third to fifth years, inclusive	於第三至第五年 (包括首尾兩年)
Over five years	五年以上
Less: Amounts due within one year shown under current liabilities	減：一年內到期列作流動負 債之金額
Amounts due after one year	一年後到期之金額

Secured bank loans were secured by pledging of various assets of the Group, details of which are set out in Note 42.

All bank loans (secured and unsecured) are floating rate borrowings of which interest rates are in the range of 4.54% to 8.38% per annum (2009: ranging from 4.54% to 9.71%).

33. CONVERTIBLE NOTES

Convertible notes measured at fair value:	按公平值計量之可換股票 據：
At the beginning of the year	於年初
Loss on fair value changes	公平值變動之虧損
Repayment	償還
At the end of the year	於年末

There was no conversion to shares by convertible note for the years ended 31 March 2010 and 2009.

32. 銀行借貸

2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
115,579	217,561
87,491	92,380
203,070	309,941
92,663	145,839
2,905	86,206
42,663	34,066
64,839	43,830
203,070	309,941
(92,663)	(145,839)
110,407	164,102

有抵押銀行貸款以抵押本集團之若干資產作為擔保，詳情載列於附註42。

所有銀行貸款(有抵押及無抵押)為年利率介乎4.54%至8.38%(2009年：介乎4.54%至9.71%)之浮動息率借貸。

33. 可換股票據

2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
162,374	157,878
2,118	4,496
(164,492)	—
—	162,374

截至2010年及2009年3月31日止年度，概無可換股票據轉換為股份。

33. CONVERTIBLE NOTES (Continued)

The details of the Group's convertible note outstanding as at 31 March 2009 are set out below:

Date of issue 發行日期	15 June 2006 2006年6月15日
Aggregate principal amount 合計本金額	US\$40,000,000 (approximately HK\$310,000,000) 40,000,000美元(約港幣310,000,000元)
Outstanding principal amount as at the end of the reporting period 於報告期末尚餘之本金額	US\$20,000,000 (approximately HK\$155,000,000) 20,000,000美元(約港幣155,000,000元)
Coupon rate 票面息率	2 per cent 2%
Conversion price (HK\$) 換股價(港幣)	Reset from HK\$0.60 to HK\$0.50 由港幣0.60元重訂為港幣0.50元
Conversion period 轉換期	six months after the issue date and up to the tenth trading day before the maturity date 由發行日後滿六個月當日起計截至到期日前 第十個交易日止之期間
Collaterals 抵押品	Nil 無
Maturity date 到期日	14 June 2009 2009年6月14日

33. 可換股票據(續)

本集團於2009年3月31日尚未轉換之可換股票據詳情如下：

33. CONVERTIBLE NOTES (Continued)

Other term:

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

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

The functional currency of the Group is Renminbi and the conversion option of these notes is denominated in U.S. dollars. Since the conversion price for the notes is subject to change, the conversion will not result in settlement by the exchange of a fixed number of equity instruments. Therefore, upon application of HKAS 32 and HKAS 39, it was determined that the notes do not contain any equity component and the entire notes were designated as "financial liabilities at FVTPL" which requires the notes to be carried at fair value at the end of the reporting period and the changes in fair values are recognised in the consolidated statement of comprehensive income. During the year ended 31 March 2010, a loss on change in its fair value of approximately HK\$2,118,000 (2009: HK\$4,496,000) is recognised in the consolidated statement of comprehensive income.

33. 可換股票據 (續)

其他條款：

本公司將於可換股票據發行日起第三週年按可換股票據本金額之106%贖回可換股票據。

如於票據發行日之每一週年，每股股份於截至緊接該週年日期前之交易日（及包括該日）止之15個交易日之加權平均收市價（「重訂參考價」）低於當時的換股價，換股價將重新設定為重訂參考價，惟價格下限為每股港幣0.50元。

本集團之功能貨幣為人民幣，此等票據之換股選擇權則以美元列值。由於票據之換股價可予變動，故轉換不會導致須以固定數目股權工具交換方式結算。因此，於應用香港會計準則第32號及香港會計準則第39號後，本集團釐定票據並不包含任何股權成份，而全部票據已指定為「按公平值計入損益之金融負債」，規定票據須於報告期末以公平值列值，其公平值之變動於綜合全面收入報表內確認。於截至2010年3月31日止年度，綜合全面收入報表內確認其公平值變動虧損約港幣2,118,000元（2009年：港幣4,496,000元）。

33. CONVERTIBLE NOTES (Continued)

The fair value of the notes at 31 March 2009 was calculated using The Monte Carlo Simulation Model. The inputs into the model were as follows:

		2009
Stock price	股價	HK\$0.151
Exercise price	行使價	HK\$0.500
Expected volatility	預期波幅	87.75%
Stock borrowing cost	股份借貸成本	0.11%
Expected dividend yield	預期股息收益	0%
Market yield	市場收益	10.34%

34. DEFERRED TAX LIABILITIES

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 港幣千元	Intangible assets 無形資產 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
At 1 April 2008	於2008年4月1日	2,168	19,823	21,991
Exchange realignment	匯兌調整	47	427	474
Credited to consolidated statement of comprehensive income for the year	於本年度之綜合全面收入報表中計入	(57)	(700)	(757)
At 31 March 2009 and 1 April 2009	於2009年3月31日及2009年4月1日	2,158	19,550	21,708
Exchange realignment	匯兌調整	7	64	71
Credited to consolidated statement of comprehensive income for the year	於本年度之綜合全面收入報表中計入	(245)	(473)	(718)
Acquisition of a jointly controlled entity	收購共同控制實體	-	3,647	3,647
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	(859)	(9,496)	(10,355)
At 31 March 2010	於2010年3月31日	<u>1,061</u>	<u>13,292</u>	<u>14,353</u>

33. 可換股票據(續)

於2009年3月31日，票據之公平值使用蒙特卡羅模擬模式計算。該模型之輸入值如下：

34. 遞延稅項負債

遞延稅項負債之組成部分於綜合財務狀況報表確認，該等組成部分於本年度之變動如下：

34. DEFERRED TAX LIABILITIES (Continued)

At the end of the reporting period, the Group had unrecognised tax losses of approximately HK\$76,029,000 (2009: HK\$75,929,000) available to offset against future profits. No deferred tax asset has been recognised in respect of the unrecognised tax losses due to the unpredictability of future profit streams. Such unrecognised tax losses will be carried forward for five years from respective dates of origination.

35. SHARE CAPITAL

Ordinary shares of HK\$0.07 each	每股面值港幣0.07元之普通股
Authorised:	法定：
At the beginning and the end of the year	於年初及年末
Issued and fully paid:	已發行及繳足：
At the beginning of the year	於年初
Shares repurchased and cancelled (Note)	購回及註銷股份（附註）
At the end of the year	於年末

Note:

On 11 August 2008, the Company repurchased 100,000 of its ordinary shares at HK\$0.099 each on the Stock Exchange. The highest price per share at that day is HK\$0.12 and the lowest price per share is HK\$0.097. The aggregated consideration paid was HK\$9,900. All the shares repurchased were cancelled upon repurchase and accordingly the issued share capital of the Company was reduced by the nominal value of these shares.

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

34. 遞延稅項負債（續）

於報告期末，本集團可用作抵銷未來溢利之未確認稅項虧損約為港幣76,029,000元（2009年：港幣75,929,000元）。由於未來溢利乃不可預料，故概無就未確認之稅項虧損確認遞延稅項資產。該等未確認之稅項虧損自相關起始日起計結轉五年。

35. 股本

	2010 Number of shares 股份數目	2009 Number of shares 股份數目	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Ordinary shares of HK\$0.07 each				
Authorised:				
At the beginning and the end of the year	<u>7,999,999,999</u>	<u>7,999,999,999</u>	<u>560,000</u>	<u>560,000</u>
Issued and fully paid:				
At the beginning of the year	<u>4,082,224,554</u>	4,082,324,554	<u>285,756</u>	285,763
Shares repurchased and cancelled (Note)	<u>-</u>	(100,000)	<u>-</u>	(7)
At the end of the year	<u>4,082,224,554</u>	<u>4,082,224,554</u>	<u>285,756</u>	<u>285,756</u>

附註：

於2008年8月11日，本公司於聯交所以每股港幣0.099元購回100,000股普通股。該日之每股最高價為港幣0.12元，而每股最低價為港幣0.097元。已付總代價為港幣9,900元。所有購回股份已於購回後註銷，因此，本公司已發行股本已減去該等股份之面值。

年內，本公司之附屬公司概無購買、出售或贖回本公司任何上市證券。

36. SHARE OPTIONS

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Share Option Scheme include full-time employees (including executive directors), consultants, agents and advisors of the Group. The Share Option Scheme became effective on 3 October 2006.

Terms of Share Option Scheme

As at 31 March 2010, the total number of shares available for issue under the Share Option Scheme were 296,007,405, representing approximately 7.3% of the issued share capital of the Company as at 31 March 2010 and the date of this Annual Report. Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the aggregate number of shares in respect of which options may be granted to any individual in any year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

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

No share option was granted during the year ended 31 March 2010 and 2009.

36. 購股權

本公司設有一項購股權計劃（「購股權計劃」），藉以鼓勵及回饋對本集團之成功經營作出貢獻之合資格參與者。購股權計劃之合資格參與者包括本集團之全職僱員（包括執行董事）、諮詢人、代理及顧問。購股權計劃已於2006年10月3日生效。

購股權計劃之條款

於2010年3月31日，根據購股權計劃可發行之股份總數為296,007,405股，相等於2010年3月31日及本年報刊發日本公司已發行股本約7.3%。未得本公司股東事先批准，按購股權計劃可予授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之10%，而於任何年度可向任何個別人士授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之1%。

接納根據購股權計劃授出可認購本公司股份之購股權之要約（「要約」）毋須繳付款項。購股權計劃可於自接納要約日起計六個月期間之後十年內任何時間行使，惟須受限於本公司董事會施加之條件。購股權股份之行使價應相等於下列之較高者：(i)於授出購股權之日聯交所每日報價表所列本公司股份之收市價；(ii)緊接授出購股權之日前五個交易日聯交所所報本公司股份之平均收市價；及(iii)股份面值。

於截至2010年及2009年3月31日止年度概無授出任何購股權。

36. SHARE OPTIONS (Continued)

The following tables disclose details of the Company's share options held by category of participants (including directors) under Share Option Scheme and movements in such holdings during the year.

36. 購股權 (續)

下表披露根據購股權計劃，各類別參與者（包括董事）持有本公司購股權之詳情及年內該等持有量之變動情況。

Category of participant	Date of grant of share options	At 1 April 2008	Reclassification	Lapsed/cancelled during the year	At 31 March 2009 and 1 April 2009 於2009年3月31日及2009年4月1日	Lapsed/cancelled during the year	At 31 March 2010	Exercise period of share options	Exercise price of share options
參與者類別	購股權授出日期 (Note 1) (附註1)	於2008年4月1日	重新分類	年內失效/註銷		年內失效/註銷	於2010年3月31日	購股權行使期間	購股權行使價 (Note 2) (附註2)
Directors 董事	2 April 2007 2007年4月2日	43,650,000	(9,000,000)	-	34,650,000	-	34,650,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	14,960,000	(3,000,000)	-	11,960,000	-	11,960,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
Continuous contract employees 持續合約制僱員	2 April 2007 2007年4月2日	91,030,000	(6,000,000)	(1,050,000)	83,980,000	(3,160,000)	80,820,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	38,580,000	(2,000,000)	(350,000)	36,230,000	(1,040,000)	35,190,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
	2 November 2007 2007年11月2日	1,300,000	-	(50,000)	1,250,000	(150,000)	1,100,000	10 May 2008 to 1 May 2011 2008年5月10日至2011年5月1日	0.632
	4 January 2008 2008年1月4日	20,000,000	-	-	20,000,000	-	20,000,000	17 July 2008 to 3 July 2011 2008年7月17日至2011年7月3日	0.382
Consultants 諮詢人	11 October 2006 2006年10月11日	46,000,000	-	-	46,000,000	-	46,000,000	11 April 2007 to 10 April 2010 2007年4月11日至2010年4月10日	0.385
	2 April 2007 2007年4月2日	44,382,000	15,000,000	-	59,382,000	-	59,382,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	13,750,000	5,000,000	-	18,750,000	-	18,750,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514

36. SHARE OPTIONS (Continued)

36. 購股權 (續)

Category of participant	Date of grant of share options	At 1 April 2008	Reclassification	Lapsed/ cancelled during the year	At 31 March 2009 and 1 April 2009 於2009年3月31日及2009年4月1日	Lapsed/ cancelled during the year	At 31 March 2010	Exercise period of share options	Exercise price of share options
參與者類別	購股權授出日期 (Note 1) (附註1)	於2008年4月1日	重新分類	年內失效/ 註銷	於2009年3月31日及2009年4月1日	年內失效/ 註銷	於2010年3月31日	購股權行使期間	購股權行使價 (Note 2) (附註2)
Agents 代理	2 April 2007 2007年4月2日	26,540,000	-	-	26,540,000	-	26,540,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	9,760,000	-	-	9,760,000	-	9,760,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
Advisors 顧問	2 April 2007 2007年4月2日	14,960,000	-	(1,350,000)	13,610,000	-	13,610,000	18 October 2007 to 1 October 2010 2007年10月18日至2010年10月1日	0.530
	15 October 2007 2007年10月15日	5,140,000	-	(450,000)	4,690,000	-	4,690,000	1 May 2008 to 14 April 2011 2008年5月1日至2011年4月14日	0.514
		<u>370,052,000</u>	<u>-</u>	<u>(3,250,000)</u>	<u>366,802,000</u>	<u>(4,350,000)</u>	<u>362,452,000</u>		
Exercisable at the end of the year 於年末可予行使							<u>362,452,000</u>		
Weighted average exercise price 加權平均行使價		0.50	0.53	0.53	0.50	0.53	0.50		

36. SHARE OPTIONS (Continued)

Notes:

1. The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
2. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

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

The Group recognised total expenses of HK\$1,666,000 (2010: nil) for the year ended 31 March 2009 in relation to share options granted by the Company.

None of the share options have been exercised during the year ended 31 March 2010 and 31 March 2009.

37. EMPLOYEE RETIREMENT BENEFIT SCHEMES

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

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

The total cost charged to statement of comprehensive income of HK\$2,335,000 (2009: HK\$2,587,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

36. 購股權 (續)

附註:

1. 購股權之歸屬期由授出日期至行使期間開始為止。
2. 當本公司進行供股、發行紅股或本公司股本出現其他類似變動時，購股權之行使價須作出調整。

購股權並無授予持有人享有股息或於股東大會上投票之權利。

於截至2009年3月31日止年度，本集團就本公司授出之購股權確認開支總額港幣1,666,000元(2010年：無)

於截至2010年3月31日及2009年3月31日止年度，概無購股權獲行使。

37. 僱員退休福利計劃

於2005年4月，本集團安排所有非中國僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃之資產由受託人控制，與本集團之資產分開持有。於綜合全面收入報表內扣除之強積金退休福利成本指本集團按強積金計劃規則指定之比率應付基金之供款。

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

於全面收入報表扣除之總成本港幣2,335,000元(2009年：港幣2,587,000元)指本集團就本會計期間應向此等計劃支付之供款。

38. DISPOSAL OF SUBSIDIARIES

On 26 April 2009, the Company has entered into the sale and purchase agreement with an independent third party (the "Purchaser"), for the disposal of the entire share capital of Brilliant China Investments Limited ("Brilliant China"), a wholly-owned subsidiary of the Company, and its loan incurred by Brilliant China to the Company for a consideration of approximately HK\$323,664,000 for cash. Brilliant China held 100% equity interests in Beijing Zhongmin Zhongran Trading Company Limited ("Zhongmin Zhongran") and the main assets held by Zhongmin Zhongran is 45.45% of the equity interests in Fujian An Ran. Pursuant to the sale and purchase agreement, the Purchaser shall inject RMB80,000,000 (equivalent to approximately HK\$91,136,000) to Fujian An Ran upon completion of the sale and purchase agreement. The amount of RMB40,000,000 (equivalent to approximately HK\$45,568,000) had been injected to the Group during the year ended 31 March 2010 with the balance remaining as amount due from a joint venturer.

38. 出售附屬公司

於2009年4月26日，本公司與一名獨立第三方（「買方」）訂立買賣協議，以現金代價約港幣323,664,000元出售本公司之全資附屬公司Brilliant China Investments Limited（「Brilliant China」）之全部股本及Brilliant China結欠本公司之貸款。Brilliant China持有北京中民中燃貿易有限公司（「中民中燃」）之全部股權，而中民中燃持有之主要資產為福建安然45.45%股權。根據買賣協議，買方須於買賣協議完成後向福建安然注資人民幣80,000,000元（相等於約港幣91,136,000元）。於截至2010年3月31日止年度，金額人民幣40,000,000元（相等於約港幣45,568,000元）已注入本集團，餘額仍呈列為應收合資企業合營方款項。

38. DISPOSAL OF SUBSIDIARIES (Continued)

Those two sales and purchase agreements represented the disposal of entire interests in Brilliant China and Zhongmin Zhongran and 49% equity interests in Fujian An Ran and its subsidiaries and associates (collectively referred to as the "Disposal Group") at an aggregate consideration of approximately HK\$415,711,000 (including approximately HK\$46,479,000, representing the Group's share of 51% of new capital injected by the Purchaser to Fujian An Ran) for cash. This transaction was approved by the special general meeting of the Company held on 3 June 2009 and completed on 31 July 2009 and gain on disposal of approximately HK\$257,189,000 was recognised in the profit or loss, being the difference between the consideration and (i) the aggregate of the net assets value of the Disposal Group being disposed of and (ii) the goodwill attributable to the Fujian An Ran and its subsidiaries. Details had been set out in the Company's announcement dated 28 April 2009.

Upon the completion of the disposal, the Group holds 51% of the equity interest of Fujian An Ran and 4 out of 7 directors of Fujian An Ran are appointed by the Group. Further 4 out of 7 shareholders' representatives of Fujian An Ran are appointed by the Group. Hence the Group controls approximately 57% of the voting power in the board of directors meeting and shareholders meeting. As all the major decisions made in the board of directors meeting and shareholders meeting of Fujian An Ran require at least 2/3 votes from all of the directors and shareholders' representatives, Fujian An Ran is accounted for as a jointly controlled entity.

38. 出售附屬公司 (續)

該兩項買賣協議表示，按現金總代價約港幣415,711,000元（包括本集團應佔買方向福建安然注入之新資本之51%約港幣46,479,000元），出售Brilliant China及中民中燃之全部股權，以及福建安然及其附屬公司與聯營公司（統稱「出售集團」）49%股權。該交易已於2009年6月3日舉行之本公司股東特別大會上獲批准，並於2009年7月31日完成，而出售收益約港幣257,189,000元已於損益中確認。有關出售收益為代價與(i)所出售之出售集團資產淨值總額及(ii)福建安然及其附屬公司應佔商譽間之差額。有關詳情載於本公司日期為2009年4月28日之公布內。

出售事項完成後，本集團持有福建安然51%股權，福建安然7名董事中有4名由本集團委任。再者，福建安然7名股東代表其中4名由本集團委任。因此，本集團於其董事會會議及股東會議上控制約57%投票權。由於福建安然之董事會會議及股東會議上作出之一切重大決策最少須獲全體董事及股東代表2/3票數，因此，福建安然入賬列作共同控制實體。

38. DISPOSAL OF SUBSIDIARIES (Continued)

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

38. 出售附屬公司(續)

於出售日該等附屬公司之資產淨值如下：

		Carrying amounts of assets and liabilities of Disposal Group	Carrying amounts of assets and liabilities retained under proportionate consolidation 按比例綜合 入賬所 保留之資產及 負債之賬面值 HK\$'000 港幣千元	Carrying amount of assets and liabilities disposed of under proportionate consolidation 按比例綜合 入賬所 出售之資產及 負債之賬面值 HK\$'000 港幣千元
Assets (liabilities) disposed of:	出售之資產(負債)：			
Property, plant and equipment	物業、廠房及設備	545,136	(278,020)	267,116
Investment properties	投資物業	11,495	(5,863)	5,632
Prepaid lease payments	預付租金	27,049	(13,795)	13,254
Goodwill	商譽	161,308	(82,267)	79,041
Intangible assets	無形資產	100,211	(51,108)	49,103
Interests in associates	於聯營公司權益	50,597	(25,804)	24,793
Available-for-sale financial assets	可供出售金融資產	740	(377)	363
Inventories	存貨	23,624	(12,048)	11,576
Trade and other receivables	貿易及其他應收款項	23,149	(11,806)	11,343
Bank balance and cash	銀行結餘及現金	58,954	(29,870)	29,084
Trade and other payables	貿易及其他應付款項	(191,003)	84,595	(106,408)
Tax liabilities	稅項負債	(21,821)	11,129	(10,692)
Amounts due to associates	應付聯營公司款項	(34,530)	17,611	(16,919)
Bank borrowings	銀行借貸	(319,660)	163,027	(156,633)
Deferred tax liabilities	遞延稅項負債	(21,132)	10,777	(10,355)
Minority interest	少數股東權益	(35,486)	18,098	(17,388)
Net assets disposed of	出售之資產淨值	378,631	(205,721)	172,910
Exchange reserve realised	已變現匯兌儲備			(14,388)
Gain on disposal	出售收益			257,189
Total consideration, satisfied by cash	總代價，以現金支付			415,711
Net cash inflow arising on disposal:	出售時產生之現金流入 淨額：			
Cash consideration	現金代價			415,711
Amount due from a joint venturer	應收合資企業合營方款項			(23,298)
Bank balances and cash disposed of	出售之銀行結餘及現金			(29,084)
				363,329

38. DISPOSAL OF SUBSIDIARIES (Continued)

The impact of disposed subsidiaries on the Group results and cash flows in the current period is as follow:

38. 出售附屬公司 (續)

已出售附屬公司對本集團本期間業績及現金流量之影響如下：

		2010 HK\$'000 港幣千元
Revenue	收入	196,955
Expenses	開支	(120,348)
Profit (loss) before tax	除稅前溢利 (虧損)	76,607
Income tax expense	所得稅開支	(15,904)
		60,703
Cash flows from disposed subsidiaries:	來自己出售附屬公司之	
	現金流量：	
Net cash flows from operating activities	經營活動產生之 現金流量淨額	117,325
Net cash flows used in investing activities	投資活動所用之 現金流量淨額	(167,887)
Net cash flows from financing activities	融資活動產生之 現金流量淨額	72,363
		21,801

39. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere, the Group entered into the following material related party transactions.

Balance at the end of the reporting period:	於報告期末之結餘：
Amounts due to associates	應付聯營公司款項
Dehua Guang An	德化廣安
Fuzhou An Ran Ju Pipeline Gas Co., Ltd.	福州安然居管道燃氣有限公司
Amount due from jointly controlled entities	應收共同控制實體款項

The balances due from(to) associates/jointly controlled entities are unsecured, interest free and repayable on demand.

39. 與有關連人士之交易

- (a) 除其他部份所披露者外，本集團與有關連人士進行下列重大交易。

2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
(1)	(4,254)
<u>(11,388)</u>	<u>(30,204)</u>
<u>(11,389)</u>	<u>(34,458)</u>
<u>1,773</u>	<u>-</u>

應收（應付）聯營公司／共同控制實體款項結餘為無抵押、免息及須於要求時償還。

39. RELATED PARTY TRANSACTIONS (Continued)

(b) Key management personnel remuneration

Remuneration for key management personnel which comprises mainly the Company's directors is disclosed in Note 12(a).

40. OPERATING LEASES ARRANGEMENTS

(a) The Group as lessor

The Group leased its investment properties, as set out in Note 19, under operating lease arrangements with leases negotiated for terms ranging from three to eight years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the prevailing market conditions.

39. 與有關連人士之交易 (續)

(b) 主要管理人員酬金

主要管理人員(主要為本公司董事)之酬金於附註12(a)內披露。

40. 經營租賃安排

(a) 本集團作為出租人

如附註19所載，本集團根據經營租賃安排出租其投資物業，經商討後租賃年期為3至8年。租賃條款一般亦要求租戶按當時的市場情況，繳交保證按金及作定期租金調整。

40. OPERATING LEASES ARRANGEMENTS (Continued)

(a) The Group as lessor (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments.

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)
After five years	五年後

Property rental income earned during the year was approximately HK\$1,185,000 (2009: HK\$380,000). Properties held at the end of the reporting period are expected to generate rental yields of 1% to 6% (2009: 1% to 10%) on an ongoing basis. All of the properties held have committed tenants for the next five (2009: six) years.

(b) The Group as lessee

Certain office premises of the Group were leased under operating lease arrangements. Leases for properties are negotiated for terms of one to seven years. Rentals are fixed for the relevant lease term. The minimum lease payment under operating lease for rented premises during the year ended 31 March 2010 is HK\$4,517,000 (2009: HK\$4,152,000).

40. 經營租賃安排 (續)

(a) 本集團作為出租人 (續)

於報告期末，本集團與租戶訂有合約之未來最低租金如下。

	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Within one year	305	404
In the second to fifth years, inclusive	688	1,422
After five years	9	28
	1,002	1,854

於本年度賺取之物業租金收入約為港幣1,185,000元(2009年:港幣380,000元)。於報告期末持有之物業預期可持續帶來1%至6%(2009年:1%至10%)之租金回報率。所有物業於未來5年(2009年:6年)已有承諾租戶。

(b) 本集團作為承租人

根據經營租賃安排，本集團承租若干辦公室物業，經商討後租賃年期為1至7年。於相關租賃期內租金維持不變。截至2010年3月31日止年度就租賃物業根據經營租賃之最低租金為港幣4,517,000元(2009年:港幣4,152,000元)。

**40. OPERATING LEASES ARRANGEMENTS
(Continued)****(b) The Group as lessee (Continued)**

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2010	2009
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	一年內	4,210	1,814
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	4,944	3,902
After five years	五年後	4,554	5,476
		13,708	11,192

41. COMMITMENTS**41. 承擔**

		2010	2009
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Contracted for but not provided in the consolidated financial statements	已簽約但未於綜合財務報表 上撥備		
Capital expenditure in respect of: Investment in an associate	資本開支: 於聯營公司之投資	22,784	27,277
Commitments in respect of the acquisition of: Property, plant and equipment	有關收購之承擔: 物業、廠房及設備	5,126	110,145
		27,910	137,422

42. PLEDGE OF ASSETS

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

Property, plant and equipment	物業、廠房及設備
Investment properties	投資物業
Intangible assets – exclusive rights of operations	無形資產 – 獨家經營權利
Prepaid lease payments in respect of land use rights	土地使用權之預付租金

In addition to the above, the Group has also pledged its bank deposits and rights to receive fee income of certain subsidiaries in favour of banks to secure banking facilities granted to the Group as at 31 March 2010 and 2009 respectively.

43. EVENTS AFTER THE REPORTING PERIOD

- (a) On 25 March 2010, the registered capital of Yongheng Lecai, an associate of the Group, was increased from RMB75,000,000 to RMB125,000,000 pursuant to the amendment of constitution documents. On 2 April 2010, capital contribution of RMB20,000,000 (equivalent to approximately HK\$22,784,000) was made by the Group based on its 40% equity interest in Yongheng Lecai.

42. 資產抵押

下列賬面值之資產已抵押以作為本集團銀行借貸之擔保。

	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Property, plant and equipment	11,005	16,336
Investment properties	4,665	11,458
Intangible assets – exclusive rights of operations	23,658	51,461
Prepaid lease payments in respect of land use rights	16,235	22,415
	55,563	101,670

除以上所述外，本集團亦分別於2010年及2009年3月31日抵押其銀行存款及若干附屬公司收費權予銀行，以作為授予本集團銀行信貸之擔保。

43. 報告期後事項

- (a) 於2010年3月25日，本集團聯營公司永恆樂彩之註冊資本根據章程文件之修訂由人民幣75,000,000元增加至人民幣125,000,000元。於2010年4月2日，本集團按照其於永恆樂彩之40%股權作出注資人民幣20,000,000元（相等於約港幣22,784,000元）。

43. EVENTS AFTER THE REPORTING PERIOD (Continued)

- (b) In April 2010, the Group disposed the available-for-sale financial asset with carrying amount of HK\$32,100,000 as at 31 March 2010 at an aggregate consideration of approximately HK\$30,074,000.
- (c) On 12 April 2010, the Company granted share options to a director, employees and consultants of the Group to subscribe for a total of 27,000,000 ordinary shares of HK\$0.07 each at HK\$0.385 per share in the capital of the Company under the share option scheme of the Company adopted on 13 October 2006. All grantees accepted the share options on the same date. The share options are exercisable commencing from the date of acceptance until 11 April 2013.

Out of the 27,000,000 share options granted, 2,000,000 share options were granted to Mr. Chu Kin Wang Peleus, a director of the Company. Details had been set out in the Company's announcement dated 12 April 2010.

- (d) On 11 May 2010, the Company, as lender, has entered into a loan extension agreement with Yongheng Development Corporation Limited, a shareholder of the Group's associate, Yongheng Lecai, pursuant to which the Company has agreed to extend the repayment date of the total outstanding loan of HK\$43,050,000 to 11 May 2011. Yongheng Development Corporation Limited shall pay interest on the total outstanding loan at the interest rate of 5% per annum during the extension period. Details had been set out in the Company's announcement dated 11 May 2010.

43. 報告期後事項 (續)

- (b) 於2010年4月，本集團出售可供出售金融資產（於2010年3月31日之賬面值為港幣32,100,000元），總代價約為港幣30,074,000元。
- (c) 於2010年4月12日，本公司向本集團之董事、僱員及顧問授出購股權，可根據本公司於2006年10月13日採納之購股權計劃，按每股股份港幣0.385元認購本公司股本中合共27,000,000股每股面值港幣0.07元之普通股。所有承授人於同日接納有關購股權。該等購股權可於由接納日期起至2013年4月11日止期間行使。

於27,000,000份已授出購股權中，2,000,000份購股權授予本公司董事朱健宏先生。有關詳情載於本公司日期為2010年4月12日之公佈內。

- (d) 於2010年5月11日，本公司（作為貸款人）與永恆發展集團有限公司（本集團聯營公司永恆樂彩之股東）訂立借款延長合同，據此，本公司同意將尚未償還貸款總額港幣43,050,000元之還款日期延長至2011年5月11日。於延長期間內，永恆發展集團有限公司須按年利率5%就未償還貸款總額支付利息。有關詳情載於本公司日期為2010年5月11日之公佈內。

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

44. 本公司之財務狀況報表

Statement of financial position of the Company at the end of the reporting period includes:

本公司於報告期末之財務狀況報表包括：

		Notes 附註	2010 HK\$'000 港幣千元	2009 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		1,595	445
Investments in subsidiaries	於附屬公司之投資		508,992	508,992
Available-for-sale financial assets	可供出售金融資產		32,138	25,521
			542,725	534,958
Current assets	流動資產			
Other receivables	其他應收款項		57,880	697
Amounts due from subsidiaries	應收附屬公司款項	45	96,296	117,164
Bank balances and cash	銀行結餘及現金		77,456	21,499
			231,632	139,360
Current liabilities	流動負債			
Other payables	其他應付款項		1,773	2,644
Convertible notes	可換股票據		-	162,374
			1,773	165,018
Net current assets (liabilities)	流動資產(負債)淨值		229,859	(25,658)
Total assets less current liabilities	總資產減流動負債		772,584	509,300
Capital and reserves	股本及儲備			
Share capital	股本		285,756	285,756
Reserves	儲備	46	486,828	223,544
Total equity	總權益		772,584	509,300

45. AMOUNTS DUE FROM SUBSIDIARIES

The balances are unsecured, interest free and repayable on demand.

46. RESERVES OF THE COMPANY

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

45. 應收附屬公司款項

結餘為無抵押、免息及於要求時償還。

46. 本公司儲備

下表載列本公司儲備之組成部份及其於本年度及過往年度之變動。

		Share premium	Contributed surplus	Capital reserve	Share-based compensation reserve	Investment valuation reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	資本儲備	以股份支付之酬金儲備	投資估值儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2008	於2008年4月1日	615,526	101,688	7,482	34,375	-	(436,174)	322,897
Loss for the year	本年度虧損	-	-	-	-	-	(32,002)	(32,002)
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	(69,014)	-	(69,014)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(69,014)	(32,002)	(101,016)
Share repurchased and cancelled	已購回及註銷之股份	(3)	-	-	-	-	-	(3)
Recognition of equity-settled share-based payments	確認以權益結算股份為基礎之付款	-	-	-	1,666	-	-	1,666
Effect on share options forfeited	沒收購股權之影響	-	-	-	(326)	-	326	-
At 31 March 2009 and 1 April 2009	於2009年3月31日及2009年4月1日	615,523	101,688	7,482	35,715	(69,014)	(467,850)	223,544
Profit for the year	本年度溢利	-	-	-	-	-	256,668	256,668
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	6,616	-	6,616
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	6,616	256,668	263,284
Effect on share options forfeited	沒收購股權之影響	-	-	-	(436)	-	436	-
At 31 March 2010	於2010年3月31日	615,523	101,688	7,482	35,279	(62,398)	(210,746)	486,828

46. RESERVES OF THE COMPANY (Continued)

Note:

The contributed surplus represents the difference between the nominal value of the Company's shares issued and the value of net assets of the underlying subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

47. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2010 and 2009 are as follows:

Name of company 公司名稱	Place of incorporation/ establishment/ 註冊成立/ 成立地點	Capital contributed by the Group 本集團注資	Group effective interest 本集團實際權益		Directly 直接		Indirectly 間接		Principal activities 主要業務
			2010	2009	2010	2009	2010	2009	
Brilliant China	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	-	-	Investment holding 投資控股
Beijing Zhongmin 北京中民	PRC # 中國 #	US\$60,000,000 60,000,000美元	100%	100%	100%	100%	-	-	Investment holding 投資控股
北京中民中燃貿易有限公司 ("Zhongmin Zhongran Trading Co., Ltd.")	PRC # 中國 #	HK\$30,000,000 港幣30,000,000元	-	100%	-	-	-	100%	Investment holding 投資控股
綿竹市漢旺天然氣有限公司* ("Mian Zhu City Han Wang Natural Gas Co., Ltd.")	PRC # 中國 #	RMB1,000,000 人民幣1,000,000元	100%	100%	-	-	100%	100%	Distribution and supply of Gas Fuel 分銷及供應燃氣
綿竹市紅森天然氣有限責任公司* ("Mian Zhu City Hong Sen Natural Gas Co., Ltd.")	PRC # 中國 #	RMB16,308,800 人民幣16,308,800元	100%	100%	-	-	100%	100%	Distribution and supply of Gas Fuel 分銷及供應燃氣

46. 本公司儲備 (續)

附註：

實繳盈餘代表本公司已發行股份面值與已收購相關附屬公司之資產淨值之差額。根據百慕達1981年公司法(經修訂)，公司在以下情況不可以其實繳盈餘宣派或派付股息或作出分派：如有足夠理由相信(i)本公司於派付後會或可能未能償還到期債務；(ii)本公司資產之可變現值會因此少於其負債、已發行股本及股份溢價賬之總額。

47. 主要附屬公司

於2010年及2009年3月31日，本公司之主要附屬公司詳情如下：

47. PRINCIPAL SUBSIDIARIES (Continued)

47. 主要附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團注資	Group effective interest 本集團實際權益		Directly 直接		Indirectly 間接		Principal activities 主要業務
			2010	2009	2010	2009	2010	2009	
綿竹市龍騰燃氣安裝有限責任公司* ("Mian Zhu City Long Teng Gas Installation Co., Ltd.")	PRC # 中國 #	RMB7,633,400 人民幣7,633,400元	100%	100%	-	-	100%	100%	Installation of Gas Fuel distribution facilities 裝設燃氣管道設施
鹽亭中民燃氣有限公司* (前稱龍興燃氣有限責任公司) ("Yan Ting Zhongmin Natural Gas Co., Ltd. (formerly known as LongXing (Yan Ting) Natural Gas Co., Ltd.)")	PRC # 中國 #	RMB5,000,000 人民幣5,000,000元	100%	100%	-	-	100%	100%	Distribution and supply of Gas Fuel and installation of Gas Fuel distribution facilities 分銷及供應燃氣及裝設 燃氣管道設施
北川縣中民燃氣有限公司* ("Bei Chuan County Zhongmin Gas Co., Ltd.")	PRC # 中國 #	RMB6,000,000 人民幣6,000,000元	100%	100%	-	-	100%	100%	Distribution and supply of Gas Fuel 分銷及供應燃氣
重慶中民燃氣有限公司* ("Chongqing Zhongmin Gas Co., Ltd.")	PRC # 中國 #	RMB4,080,004 人民幣4,080,004元	100%	100%	-	-	100%	100%	Distribution and supply of Gas Fuel and installation of Gas Fuel distribution facilities 分銷及供應燃氣及裝設 燃氣管道設施
富平縣中民燃氣有限公司* ("Fu Ping County Zhongmin Gas Co., Ltd.")	PRC ## 中國 ##	RMB10,000,000 人民幣10,000,000元	80%	80%	-	-	80%	80%	Distribution and supply of Gas Fuel 分銷及供應燃氣

47. PRINCIPAL SUBSIDIARIES (Continued)

47. 主要附屬公司(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Capital contributed by the Group 本集團注資	Group effective interest 本集團實際權益		Directly 直接		Indirectly 間接		Principal activities 主要業務
			2010	2009	2010	2009	2010	2009	
西安中民燃氣有限公司* ("Xi'an Zhongmin Gas Co., Ltd.")	PRC 中國	RMB40,000,000 人民幣40,000,000元	70%	70%	-	-	70%	70%	Sales and distribution of Gas Fuel, design of Gas Fuel pipeline and related maintenance 銷售及分銷燃氣、 設計燃氣管道及 進行相關維護
懷化中民燃氣有限公司* ("Huaihua Zhongmin Gas Co. Ltd.")	PRC 中國	RMB18,180,000 人民幣18,180,000元	55%	55%	-	-	55%	55%	Transportation, distribution and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售
貴州中民燃氣有限公司* ("Guizhou Zhongmin Gas Co., Ltd.")	PRC 中國	RMB18,000,000 人民幣18,000,000元	100%	100%	-	-	100%	100%	Transportation, distribution and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售
雲南中民燃氣有限公司* ("Yunnan Zhongmin Gas Co., Ltd.")	PRC 中國	RMB7,560,000 人民幣7,560,000元	100%	100%	-	-	100%	100%	Transportation, distribution and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售
懷化中民石油氣運銷有限公司* ("Huaihua Zhongmin Petroleum Gas Supply Co., Ltd.")	PRC 中國	RMB26,000,000 人民幣26,000,000元	100%	100%	-	-	100%	100%	Transportation, distribution and retail of bottled LPG 液化石油氣運輸及分銷及 瓶裝零售

Wholly foreign-owned enterprises registered in the PRC.

Sino-foreign joint equity enterprises registered in the PRC.

* For identification purpose only.

於中國註冊之外商獨資企業。

於中國註冊之中外合資合營企業。

* 僅供識別。

47. PRINCIPAL SUBSIDIARIES (Continued)

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

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

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

48. MAJOR NON-CASH TRANSACTION

During the year ended 31 March 2010, the Group disposed certain property, plant and equipment to an independent third party at an aggregate consideration of approximately HK\$1,704,000 of which approximately HK\$733,000 was net-off against the other payable balance that was due to the acquirer.

49. COMPARATIVE FIGURES

Certain comparative figures for the consolidated statement of comprehensive income have been reclassified to conform with the current year's presentation. No consolidated statement of financial position has been presented as the reclassifications would not affect consolidated statement of financial position as at 31 March 2009 and 1 April 2008. Details are set out as follows:

		As previously reported 之前呈報	Reclassification 重新分類	As restated 經重列
Administrative expenses	行政開支	128,583	(3,288)	125,295
Impairment loss recognised in respect of trade and other receivable	已就貿易及其他應收款項 確認之減值虧損	–	3,288	3,288

47. 主要附屬公司 (續)

年內及直至本年度完結，附屬公司概無發行任何債務證券。

上述所有附屬公司主要在其各自的註冊成立／成立地點經營。

董事認為上表所列之本公司之附屬公司對本集團之業績或資產淨值有重大影響。倘提供其他附屬公司之詳情，董事認為會使資料過於冗長。

48. 主要非現金交易

截至2010年3月31日止年度，本集團向一名獨立第三方出售若干物業、廠房及設備，總代價約為港幣1,704,000元，其中約港幣733,000元已與結欠該收購方之其他應付結餘對銷。

49. 比較數字

綜合全面收入報表內若干比較數字已重新分類，以符合本年度之呈列方式。由於重新分類不會影響於2009年3月31日及2008年4月1日之綜合財務狀況報表，故並無呈列綜合財務狀況報表。有關詳情載列如下：

Five-year Financial Summary 五年財務概要

For the year ended 31 March 2010 截至2010年3月31日止年度

The following is a summary of the published results and of the assets, liabilities and minority interests of the Group for the five financial years ended 31 March 2010.

本集團截至2010年3月31日止五個財政年度之已刊發業績及資產、負債及少數股東權益概要如下：

		Year ended 31 March 截至3月31日止年度				
		2010	2009	2008	2007	2006
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
RESULTS	業績					
Turnover	營業額	706,250	579,510	619,676	532,417	240,607
Profit (loss) before tax	除稅前溢利(虧損)	330,006	51,283	(300,661)	49,381	(35,711)
Tax	稅項	(20,248)	(12,046)	(8,739)	(15,917)	(19,400)
Profit (loss) for the year	本年度溢利(虧損)	309,758	39,237	(309,400)	33,464	(55,111)
Attributable to:	下列應佔:					
Owners of the Company	本公司擁有人	300,614	35,902	(309,456)	22,123	(56,061)
Minority interests	少數股東權益	9,144	3,335	56	11,341	950
		309,758	39,237	(309,400)	33,464	(55,111)
ASSETS, LIABILITIES AND MINORITY INTERESTS	資產、負債及 少數股東權益					
Total assets	資產總值	1,481,764	1,530,375	1,365,454	1,436,863	496,268
Total liabilities	負債總額	(489,117)	(828,237)	(648,469)	(867,309)	(219,080)
Net assets	資產淨值	992,647	702,138	716,985	569,554	277,188
Minority interests	少數股東權益	(64,041)	(68,810)	(66,089)	(66,033)	(4,713)

業務分佈圖

Distribution of business

(截至2010年3月31日)

(For the year ended 31 March 2010)



■ 本集團業務所在省市
The provinces in which the Group operates

- 本集團已投資管道燃氣項目(福建安然業務已覆蓋福建省內9個地區中的8個，共有30個項目公司)
The Group's investment on gas pipeline projects (The operation of Fujian An Ran covers 8 out of 9 regions in Fujian province, with a total of 30 project companies)
- 本集團已投資液化石油氣批發零售項目(懷化項目包括懷化中民和懷化運銷公司2個項目)
The Group's investment on wholesale & retail of LPG projects (Huai Hua project includes 2 projects: Huai Hua Zhong Min & Huai Hua Petroleum Gas Supply Company)
- 本集團已投資其他項目
(包括延邊中民、中民在線、永恆樂彩3項目)
The Group's other investment projects (including 3 projects: Yan Bian Zhongmin, Zhongmin Zai Xian and Yongheng Lecai)

中民控股有限公司
Chinese People Holdings Company Limited

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限責任公司)

(Stock Code 股份代號 : 681)