

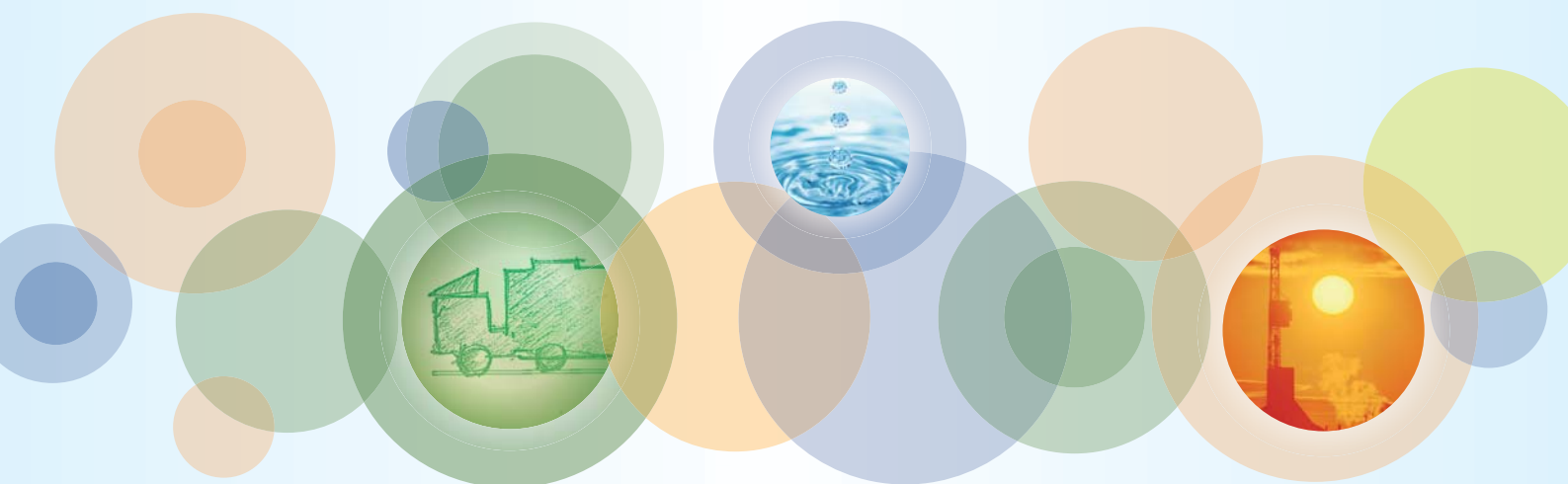


CHINESE PEOPLE HOLDINGS COMPANY LIMITED 中民控股有限公司

(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)



2016-17

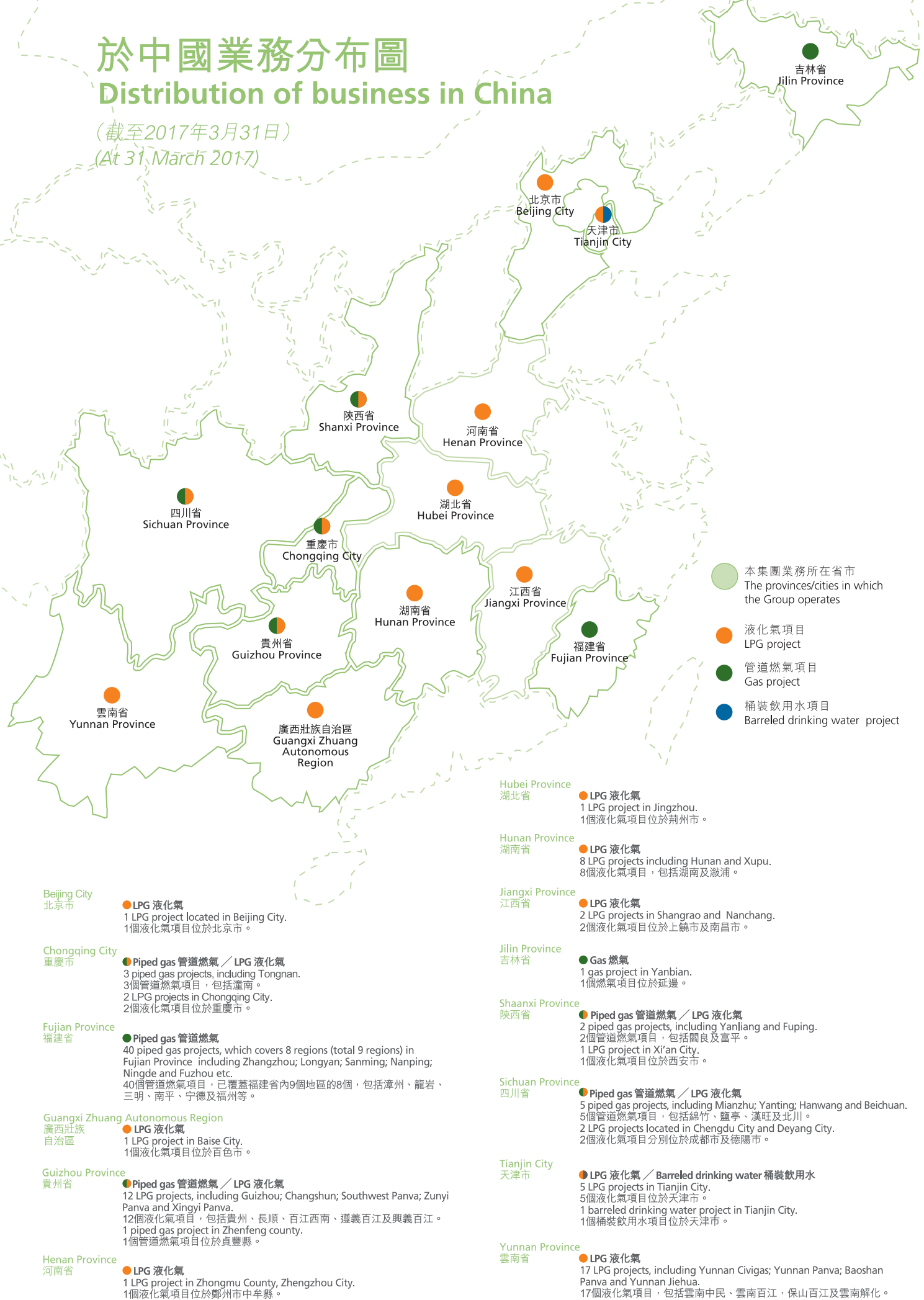
ANNUAL REPORT

年 報

於中國業務分布圖

Distribution of business in China

(截至2017年3月31日)
(At 31 March 2017)



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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 2017 to the shareholders of the Company (the “**Shareholder(s)**”).

ECONOMIC CONDITIONS AND ANNUAL RESULTS

In 2016, the domestic economy grew slowly with steady improvement; its GDP reached approximately RMB74.4 trillion, representing an increase of 6.7%, ranked top of the world. The continuous improvement of reform, the ongoing optimisation of economic structure, and the acceleration of the growth of service and high-tech industries have provided new impetus for sustainable and healthy economic development in the future.

In accordance with public statistics of the National Development and Reform Commission (“**NDRC**”), natural gas production was approximately 137.1 billion cubic metres (“**m³**”) in 2016, grew by 1.5% year-on-year; natural gas import was approximately 72.1 billion m³, grew by 17.4% year-on-year; natural gas consumption was approximately 205.8 billion m³, grew by 6.6% year-on-year. In 2016, the apparent consumption of liquefied petroleum gas (“**LPG**”) of China increased significantly over the previous year, with annual total consumption of approximately 38.50 million tons, representing a year-on-year increase of 14.3%.

Benefiting from the reduction in gas prices in November 2015 and the rebound in international crude oil prices, the natural gas has relatively higher economic benefits as compared with other alternative energy sources. With the implementation of stricter environmental protection measures by the Chinese government to actively promote “Coal to Gas”, “Oil to Gas” in an attempt to improve air quality, the downstream demand for natural gas continued to grow. Under the joint efforts of management and all employees, the Group (including subsidiaries, associates and joint ventures) recorded piped gas sales volume of 592.43 million m³ for the year ended 31 March 2017, representing a year-on-year increase of 13.12%; the sales volume of transportation, distribution and retail of LPG was 353,486 tons, also representing a year-on-year increase of 59.52%.

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（「**本集團**」），欣然向本公司股東（「**股東**」）提呈本集團截至2017年3月31日之年度報告。

經濟環境及全年業績

2016年，國內經濟運行緩中趨穩、穩中向好，國內生產總值達到約人民幣74.4萬億元，增速6.7%，名列世界前茅。隨著改革的不斷推進，經濟結構持續優化，服務業和高技術產業的增長速度加快，為未來經濟的持續健康發展提供了新動力。

根據中國發展和改革委員會（「**發改委**」）公開資料顯示，2016年天然氣產量約1,371億立方米（「**立方米**」），同比增長1.5%；天然氣進口量約721億立方米，同比增長17.4%；天然氣消費量約2,058億立方米，同比增長6.6%。2016年中國液化石油氣（「**液化氣**」）表觀消費量較上一年有較大增長，全年累計表觀消費量為3,850萬噸，同比增加14.3%。

受惠於2015年11月份氣價下調，以及國際原油價格反彈，天然氣相對其他替代能源的經濟性擴大，再加上中國政府實施更嚴格的環保措施，大力推動「煤改氣」、「油改氣」以改善空氣質量，天然氣下游需求持續好轉，在管理層及全體員工共同努力下，截至2017年3月31日止年度，本集團（包括附屬公司、聯營公司及合資企業）的管道燃氣銷售量共錄得59,243萬立方米，同比增長13.12%；而運輸、分銷及零售液化氣的銷售量為353,486噸，亦同比增長59.52%。

ECONOMIC CONDITIONS AND ANNUAL RESULTS (Continued)

The revenue of the Group for this year reached approximately RMB970 million, representing a slight year-on-year increase of 1.89% from last year. The overall gross profit margin of the Group was 28.02%, representing a decrease of 0.28% as compared with last year. The profit for the year of the Group was approximately RMB229 million, while a loss of approximately RMB128 million was recorded in the previous year. The turnaround was mainly attributable to the impairment loss recognised in respect of intangible assets of approximately RMB316 million in the previous year while no such exceptional item incurred in the current year and the recognition of gain on the disposal of lottery agency business of approximately RMB54 million.

New Investments/Acquisition

The Group had added 9 projects during this year, including 1 piped gas and 8 LPG projects. The piped gas project is located in Guizhou and the LPG projects are mainly distributed in Hunan, Hubei, Guizhou and Jiangxi. Through the expansion and development of new projects, we continuously expand our businesses in existing markets in southwestern and southeastern China, and expand our business scope and business volume.

Financial Position

As at 31 March 2017, the Group maintained a healthy financial position to cope with our future development and opportunities. By ensuring the stability of the financial position, the Group carefully utilises fund for reasonable investment and seizes the opportunity of business development. The consolidated debt-to-capitalisation ratio of the Group, representing the ratio of total borrowings to total borrowings and equity attributable to owners of the Company, was 13.57% (2016: 13.21%).

經濟環境及全年業績 (續)

本年度本集團收入約人民幣9.70億元，較去年同期微升1.89%，本集團的整體毛利率為28.02%，與去年比較下降0.28個百分點。本年度本集團盈利約人民幣2.29億元，而上年度則錄得虧損約人民幣1.28億元。虧轉盈主要由於上年度有無形資產減值虧損約人民幣3.16億元入賬而今年度則無此特殊項目和出售彩票代理業務錄得溢利約人民幣0.54億元。

新項目投入／收購

本年度，本集團新增9個項目（包括1個管道燃氣和8個液化氣項目），管道燃氣項目位於貴州，液化氣項目則主要分布在湖南、湖北、貴州及江西等地。通過新項目的拓展和開發，我們持續擴展於中國西南地區和東南地區之現有市場，增加本集團的業務範圍和業務量。

財務狀況

於2017年3月31日，本集團擁有穩健的財務狀況以應付未來的發展和機遇，在保證財務狀況穩定的基礎上，謹慎使用資金進行合理投資，把握機遇，開拓業務。本集團的綜合負債與資本比率（即借貸總額與借貸總額和本公司擁有人權益比率）為13.57%（2016年：13.21%）。

REVIEW AND PROSPECT OF THE INDUSTRY

Natural Gas Industry

In 2016, clean, low-carbon and high-efficiency have gradually established as new energy consumption indicators. Natural gas is a clean energy, and its development and application have always been the national attention. In the face of worsening air quality deterioration, the NDRC and the National Energy Administration required to speed up the national progress of replacing coal with natural gas (referred to as “**Coal to Gas**”). The “13th Five-Year Plan for the Development of Renewable Energy” 《能源發展十三五規劃》 and the “13th Five-Year Plan for the Development of Natural Gas” 《天然氣發展十三五規劃》 of China proposed that, by 2020, the proportion of natural gas among primary energy consumption will reach 10%, the total mileage of pipeline will reach 104,000 km, the overall guaranteed supply will reach 360 billion m³, urban gasification rate will reach 57%. During the period of 13th Five-Year Plan, the “Coal to Gas” project will increase gas consumption of 45 billion m³, substitute coal-fired boiler of 189,000 tons of steam, support the construction of more than 12,000 filling stations, more than 200 marine filling stations, and approximately 10 million vehicles with gasification by 2020. The abovementioned policies and market environment shall promote the sustainable development and growth of the urban gas industry.

On 22 June 2017, the NDRC issued the “Guidance on Strengthening Gas Distribution Price Regulation” 《關於加強配氣價格監管指導意見》 (the “**Guidance**”) to strengthen the price regulation of urban gas distribution and promote the healthy development of natural gas industry. The Guidance suggests that the full investment after-tax internal rate of return during the approval of gas price should not exceed 7%, with the operating period of not less than 30 years. With the increase in operating gas, it can be timely adjusted to the principle of “permitted cost with reasonable income”. China introduced the “Measures for the Administration of the Price of Natural Gas Pipeline Transportation (Trial Implementation)” 《天然氣管道運輸價格管理辦法(試行)》 and the “Measures for the Supervision and Examination of the Pricing and Costs of Natural Gas Pipeline Transportation (Trial Implementation)” 《天然氣管道運輸定價成本監審辦法(試行)》 in 2016 to establish the middle pipeline transport price regulation rules, but the downstream urban gas distribution price regulation is relative lagging behind. After the introduction of the Guidance, the natural gas industry chain has established a more comprehensive price regulatory framework, from cross-provincial long-distance transport pipeline to province short-distance transport pipeline, and to urban gas distribution network and other monopoly links, which will have a profound impact on the natural gas market.

行業回顧及展望

天然氣行業

2016年清潔、低碳和高效逐步獲確立為新的能源消費指標。天然氣是清潔能源，其發展及應用向來備受國家重視，面對空氣品質日益惡化的情況，發改委及國家能源局要求全國加快以天然氣取代煤炭(簡稱「**煤改氣**」)工作進度。中國《能源發展十三五規劃》及《天然氣發展十三五規劃》提出到2020年天然氣佔一次能源消費比重將達到10%，管道總里程將達到10.4萬公里，整體保證供應量將達到3,600億立方米，城鎮人口氣化率達到57%；十三五期間「煤改氣」工程將增加用氣450億立方米，替代燃煤鍋爐18.9萬蒸噸，配套建設加氣站超過1.2萬座，船用加注站超過200座，2020年氣化各類車輛約1,000萬輛。以上政策和市場環境都將推動城市燃氣行業持續發展和增長。

2017年6月22日發改委發布《關於加強配氣價格監管指導意見》(「**指導意見**」)，以加強城鎮燃氣配送環節價格監管，促進天然氣行業健康發展。指導意見提出，核定配氣價格時全投資稅後內部收益率不超過7%，經營期不低於30年。隨著經營氣量的增加，可適時調整為「准許成本加合理收益」的原則核定。國家於2016年出臺《天然氣管道運輸價格管理辦法(試行)》和《天然氣管道運輸定價成本監審辦法(試行)》，建立起中游管道運輸價格監管規則，但對下游城鎮燃氣配送環節價格監管相對滯後。指導意見出臺後，天然氣產業鏈從跨省長輸管道到省內短途運輸管道、再到城市配氣管網等各個壟斷環節均構建起較為完善的價格監管制度框架，必將對天然氣市場產生深遠的影響。

REVIEW AND PROSPECT OF THE INDUSTRY (Continued)

Natural Gas Industry (Continued)

Looking ahead, China will continue to carry out ecological civilisation construction and green low-carbon energy strategy, and develop urban gases, vehicle gases and other businesses. We will continue to strengthen the development of household customer connection, deepen the potential of industrial and commercial customers, and further enhance the urban gas business. The Group is confident to become a respected integrated energy supplier through the improvement of operational capability and constantly enhances enterprise value to create a better return for the shareholders.

LPG Industry

LPG is a clean energy and is generally used in the fields of civil and commercial gas, petrochemical raw materials, vehicle fuel and refinery fuel, etc.

In 2016, the apparent consumption of LPG in China increased over last year, with annual accumulated apparent consumption of approximately 38.50 million tons, representing a year-on-year increase of 14.3%. The total domestic LPG import in 2016 was approximately 16.13 million tons, representing a year-on-year increase of 33.4%. The domestic LPG commodity supply in 2016 was approximately 23.48 million tons, of which the major refinery LPG supply was approximately 14.58 million tons, representing approximately 62.1% of the total supply; and the LPG supply of non-major LPG manufacturers comprising local refineries and gas processing enterprises was approximately 8.90 million tons, representing 37.9% of the total supply.

The rapid expansion of natural gas caused a shrinking proportion of LPG among urban gases, but the absolute volume of LPG consumption continued to grow, and natural gas cannot completely replace LPG. Compared with natural gas, LPG is bottled and convenient and has a broader space for development in small villages and rural areas. There is still a market for LPG in areas without natural gas resources, with difficulties and requiring a huge investment in construction of natural gas pipelines.

行業回顧及展望 (續)

天然氣行業 (續)

展望未來，中國將繼續推行生態文明建設和綠色低碳能源戰略，城市燃氣、車用氣等業務將繼續發展。我們將繼續加強居民用戶接駁開發，深挖工商用戶潛能，進一步提升城市燃氣業務。本集團有信心通過卓越運營能力的提升，成為一家受尊敬的綜合能源供應商，不斷提升企業價值，為股東創造更好的回報。

液化氣行業

液化氣是一種清潔能源，一般用於民用和商業燃氣、石化原料、車用燃料及煉廠燃料等領域。

2016年中國液化氣表觀消費量較上一年有所增加，全年累計表觀消費量為約3,850萬噸，同比增加14.3%。2016年國內液化氣進口總量約1,613萬噸，同比增加33.4%。2016年國內液化氣商品供應量在約2,348萬噸，其中主營煉廠液化氣供應量在約1,458萬噸，佔供應總量的62.1%；而由地方煉廠及燃氣深加工企業組成的非主營廠家液化氣供應量在約890萬噸，佔總供應量的37.9%。

受到天然氣快速擴張的影響，液化氣在城市燃氣中所佔比重不斷縮小，但其絕對消費量仍在不斷增長，且天然氣不可能完全取代液化氣，液化氣相對於天然氣的瓶裝便捷性，在小城鎮及鄉村等地區有著更廣闊的發展空間，在缺乏天然氣資源的地區及修建天然氣管道施工困難或修建天然氣管道投資巨大的地區仍是液化氣的市場。

Chairman's Statement 主席報告

REVIEW AND PROSPECT OF THE INDUSTRY (Continued)

LPG Industry (Continued)

The Group will follow overall development plan, consolidate the profitability levels of existing mature projects, expand the market shares of existing regional markets, and continue to seek new projects with high investment return. The Group will make full use of national policies to seize market opportunities and expand the influence of the Group, enlarge the LPG business of the Group, further optimise the revenue structure of the Group and enhance the value of the Company, so as to create considerable benefits for the investors. Based on the expansion in urban markets, the Group focuses on investment and development of urban peripheral markets to further increase the business volume of the Group and generate more stable benefits to investors.

Barreled Drinking Water Industry

In view of the rapid development of national economy and the continuous improvement of people's living standards, people pay more attention to health. The quality of drinking water has become one of the important concerns, thus raising the requirements on the barreled water industry. In the face of competition in the barreled water industry, the Group is committed to ensuring the quality of barreled water while maintaining the quality of service to maintain the existing market and expand new markets.

APPRECIATION

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

Dr. Mo Shikang

Chairman

Beijing, 30 June 2017

行業回顧及展望 (續)

液化氣行業 (續)

本集團將根據整體的發展規劃，鞏固已有成熟項目的盈利水準，拓展現有區域市場佔有份額，並不斷尋求具有高投資回報率的新項目。本集團將充分利用國家政策，緊抓市場機遇，擴展本集團影響力，做大做強本集團的液化氣業務，進一步優化本集團的收入結構及提高本公司的價值，為投資者創造可觀之收益。本集團在拓展城鎮市場的基礎上，著力投資、開發城鎮周邊市場，從而進一步增加本集團的業務量，為投資者帶來更多、更穩定的收益。

桶裝飲用水行業

隨著國民經濟的高速發展和人民生活水準的不斷提高，人們對健康的關注度越來越高，飲水健康成為重要關注點之一，對桶裝水行業的要求也由此提升。面對桶裝水行業的競爭，本集團在保證桶裝水品質的同時，著重提升服務品質，來維護現有市場和拓展新市場。

致謝

本人謹代表本公司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 • 2017年6月30日

Management Discussion and Analysis

管理層討論及分析

For the year ended 31 March 2017, under the leadership of the directors and management of the Company, all of our staff executed the development strategies of the Group seriously, thus successfully completing various tasks for the year.

截至2017年3月31日止年度，本集團全體員工在本公司董事及管理層的領導下，認真貫徹執行本集團的發展戰略，圓滿完成了全年之工作目標。

FINANCIAL HIGHLIGHTS

財務摘要

Items	項目	For the year ended 31 March 截至3月31日止年度		Changes 變動 RMB'000 人民幣千元
		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	
Revenue from continuing operations:	持續經營業務收入：			
Piped gas business	管道燃氣業務	536,555	578,556	(42,001)
Transportation, distribution & retail of LPG business	運輸、分銷及零售液化氣業務	424,081	372,312	51,769
Barreled drinking water business	桶裝飲用水業務	8,888	636	8,252
Total	合計	969,524	951,504	18,020
Segment results of continuing operations:	持續經營業務分部業績：			
Piped gas business	管道燃氣業務	53,452	110,564	(57,112)
Transportation, distribution & retail of LPG business	運輸、分銷及零售液化氣業務	39,714	(198,447)	238,161
Barreled drinking water business	桶裝飲用水業務	6,274	(158,357)	164,631
Total	合計	99,440	(246,240)	345,680
Share of results of associates	應佔聯營公司業績	19,259	44,224	(24,965)
Share of results of joint ventures	應佔合資企業業績	129,773	131,954	(2,181)
Finance costs	財務成本	(14,779)	(12,419)	(2,360)
Other income and expenses, net	其他收入及支出，淨額	(26,341)	(11,313)	(15,028)
Income tax expense	所得稅支出	(32,284)	(30,209)	(2,075)
Profit (loss) for the year from continuing operations	持續經營業務本年度溢利(虧損)	175,068	(124,003)	299,071
Discontinued operation:	已終止經營業務：			
Profit (loss) for the year from discontinued operation	已終止經營業務本年度溢利(虧損)	53,433	(3,928)	57,361
Profit (loss) for the year	本年度溢利(虧損)	228,501	(127,931)	356,432
Profit (loss) attributable to owners of the Company	本公司擁有人應佔溢利(虧損)	205,895	(147,281)	353,176
Earnings (loss) per share	每股盈利(虧損)	RMB cents 人民幣(分)	RMB cents 人民幣(分)	RMB cents 人民幣(分)
From continuing and discontinued operations	來自持續及已終止經營業務			
Basic	基本	2.96	(2.12)	5.08
Diluted	攤薄	2.96	n/a 不適用	n/a 不適用
From continuing operations	來自持續經營業務			
Basic	基本	2.20	(2.06)	4.26
Diluted	攤薄	2.20	n/a 不適用	n/a 不適用

Management Discussion and Analysis

管理層討論及分析

FINANCIAL HIGHLIGHTS (Continued)

財務摘要 (續)

		For the year ended 31 March 截至3月31日止年度		Changes 變動 RMB'000 人民幣千元
		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	
Analysis of results	業績之分析			
Profit (loss) for the year from continuing operations	持續經營業務本年度溢利(虧損)	175,068	(124,003)	299,071
Adjustments for:	就下列項目作出調整:			
Finance costs	財務成本	14,779	12,419	2,360
Depreciation and amortisation	折舊及攤銷	36,615	61,255	(24,640)
Income tax expense	所得稅支出	32,284	30,209	2,075
Impairment loss recognised in respect of intangible assets	就無形資產確認之減值虧損	-	315,652	(315,652)
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	-	4,679	(4,679)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	11,620	-	11,620
Share-based payments	以股份結算為基礎的付款	12,212	-	12,212
Core profit from continuing operations	持續經營業務核心溢利	282,578	300,211	(17,633)
Breakdown as follows:	細分如下:			
The Group	本集團	133,546	124,033	9,513
Share of results of associates	應佔聯營公司業績	19,259	44,224	(24,965)
Share of results of joint ventures	應佔合資企業業績	129,773	131,954	(2,181)
		282,578	300,211	(17,633)

Management Discussion and Analysis

管理層討論及分析

FINANCIAL HIGHLIGHTS (Continued)

財務摘要 (續)

Revenue:

Piped gas business : The slowdown of growth was due to the effect of macroeconomic downturn on some industrial and commercial (“C/I”) customers and the decline in energy demand reduced the use of gas, coupled with the full implementation of residential gas ladder price system, lower gas selling price resulted in lower income.

Transportation, distribution and retail of LPG business : The increase in revenue was mainly due to the development of Tianjin and its peripheral markets, which offset the effect of relatively intense competition in some areas.

Barreled drinking water business : Benefit from Tianjin and its peripheral LPG market development, driven the sales of barreled drinking water and market share is increasing.

Segment results:

Piped gas business : The decrease was mainly due to the decrease in gross profit margin of piped gas sales; the increase in staff costs and maintenance costs, and the impairment loss recognised in respect of goodwill (based on prudent principle).

Transportation, distribution and retail of LPG business : Benefit from new projects development, revenue and gross profit increased, offsetting the rising pressure of part of the operating costs. The loss for the previous year was mainly due to the impairment loss recognised in respect of intangible assets and the loss of disposal of property, plant and equipment.

Barreled drinking water business : Benefit from the development of Tianjin and its peripheral LPG markets, sales of barreled drinking water and net profit increased. The loss for the previous year was mainly due to the impairment loss on intangible assets.

收入:

管道燃氣業務 : 增速放緩是一些主要工商業(「工商業」)用戶受宏觀經濟不景氣影響,用能需求下降而減少用氣,加上全面實施居民用氣階梯價格制度,燃氣銷售價格下調導致收入下降。

運輸、分銷及零售液化氣業務 : 收入增加主要是開發天津及其周邊市場,抵銷了部分地區因競爭比較激烈帶來的影響。

桶裝飲用水業務 : 受惠於天津及其周邊液化氣市場開發,帶動桶裝飲用水銷售,市場份額正在增加。

分部業績:

管道燃氣業務 : 下降主要受管道燃氣銷售毛利率下跌;員工成本及維修費用增加和就商譽確認之減值虧損(基於保守原則)。

運輸、分銷及零售液化氣業務 : 受惠於新項目開發增加收入及毛利,抵銷部分營運成本上漲的壓力。上年度虧損主要是就無形資產確認之減值虧損及出售物業、廠房及設備虧損所致。

桶裝飲用水業務 : 受惠於天津及其周邊液化氣市場開發,帶動桶裝飲用水銷售及淨利潤增加。上年度虧損主要是由於無形資產減值虧損。

Management Discussion and Analysis

管理層討論及分析

OPERATIONAL HIGHLIGHTS

營運摘要

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

Items	項目	2017			2016		
		Controlling 控股	Non- controlling 非控股	Total 合計	Controlling 控股	Non- controlling 非控股	Total 合計
No. of projects (unit)	項目數量 (個)						
Piped gas projects	管道燃氣項目	12	40	52	11	40	51
LPG projects	液化氣項目	27	26	53	22	23	45
Lottery projects	彩票項目	-	-	-	3	-	3
Barreled drinking water projects	桶裝飲用水項目	1	-	1	1	-	1
Total	項目總數	40	66	106	37	63	100
New connected customers	新增接駁用戶數						
Household customers (unit)	居民用戶 (戶)	35,830	146,944	182,774	27,921	155,759	183,680
C/I customers (unit)	工商業用戶 (戶)	881	2,748	3,629	665	1,967	2,632
Total connected customers (unit)	已接駁用戶總數 (戶)	36,711	149,692	186,403	28,586	157,726	186,312
Accumulated connected customers	累計已接駁用戶數						
Household customers (unit)	居民用戶 (戶)	330,327	1,006,695	1,337,022	294,497	859,751	1,154,248
C/I customers (unit)	工商業用戶 (戶)	5,927	7,004	12,931	5,046	4,256	9,302
Total accumulated connected customers (unit)	累計已接駁用戶總數 (戶)	336,254	1,013,699	1,349,953	299,543	864,007	1,163,550
Sales volume of piped gas (10,000 m³)	管道燃氣銷售量 (萬立方米)						
Household customers	居民用戶	7,084	3,684	10,768	6,867	3,130	9,997
C/I customers	工商業用戶	14,922	33,553	48,475	15,200	27,175	42,375
Total sales volume of piped gas	管道燃氣總銷售量	22,006	37,237	59,243	22,067	30,305	52,372
Sales volume of LPG (tons)	液化氣銷售量 (噸)	82,969	270,517	353,486	69,575	152,018	221,593
Sales of barreled drinking water (bottle)	桶裝飲用水銷售量 (桶)	1,905,435	-	1,905,435	159,609	-	159,609
Number of lottery betting stores	彩票投注站數目	-	-	-	21	-	21

Notes:

- For details of new projects, please refer to "New projects during the reporting period" in this report.
- Operation statistics, including all statistics from subsidiaries, associates and joint ventures, are presented according to the entire interests of the projects.

附註:

- 新增項目詳情載列於本年報「報告期內新增項目」內。
- 營運數據包括附屬公司、聯營公司及合資企業之所有數據並按項目之全數權益計算。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

For the year ended 31 March 2017, revenue from continuing operations of the Group amounted to approximately RMB970 million, representing a year-on-year increase of 1.89%, while profit for the year was approximately RMB229 million (2016: loss of approximately RMB128 million). Basic and diluted earnings per share from continuing operations were RMB2.20 cents (2016: basic loss per share of RMB2.06 cents). The overall gross profit margin of the Group was 28.02%, representing a slightly decrease of 0.28% as compared with last year.

The turnaround was mainly due to (1) the impairment losses recognised in respect of intangible assets and property, plant and equipment in the aggregate amount of approximately RMB320 million in the previous year, while there are no such non-recurring items this year; (2) the reduction of the amortisation charged to profit or loss this year as the impairment of the related intangible assets has been previously charged; and (3) recognition of gain on disposal of lottery agency business of approximately RMB54 million.

Piped gas business

Piped gas business is our main business and our main source of income. During the year ended 31 March 2017, revenue of approximately RMB536,555,000 was recorded from our piped gas business, representing a year-on-year decrease of RMB42,001,000 (7.26%) over last year, which accounted for 55.34% (2016: 60.80%) of our total revenue from continuing operations. For the year ended 31 March 2017, the overall gross profit margin of piped gas business was 26.34% (2016: 29.66%).

In order to deepen the marketisation of natural gas price, change the diminishing situation of household gas prices, and alleviate the C/I price burden, the National Development and Reform Commission ("NDRC") announced the implementation of the residential gas ladder pricing system. At present, the gas ladder pricing system has been established for household served by the piped gas project companies of the Group. In 2016, a variety of pricing has been gradually opened, which further promoted the marketisation of natural gas price and greatly stimulated the demand for natural gas, providing favourable conditions for the development of the downstream urban gas industry. We kept up with development situation, focused on increasing the sales of piped gas business, while at the same time paid more attention to provide and protect existing customers with quality services and gas safety, improved customer management system, actively developed new connected customers, strengthened the segment management functions of each operation centre, and achieved scientific management, so as to provide wider range of customers with high-quality piped gas services.

業務回顧

截至2017年3月31日止年度，本集團持續經營業務總收入約人民幣9.70億元，與上年同比增加1.89%，而本年度溢利為約人民幣2.29億元（2016：應佔虧損約人民幣1.28億元）。來自持續經營業務每股基本及攤薄盈利為人民幣2.20分（2016：每股基本虧損人民幣2.06分）。本集團的整體毛利率為28.02%，較去年輕微下降0.28百分點。

虧轉盈主要由於(1)上年度有無形資產及物業、廠房及設備確認減值虧損共計金額約人民幣3.20億元而今年則沒有該等非經常性項目確認；(2)因相關的無形資產已計提減值而令今年於損益攤銷的金額減少；及(3)出售彩票代理業務錄得溢利約人民幣0.54億元。

管道燃氣業務

管道燃氣業務作為我們的主要業務，為我們的主要收入來源。截至2017年3月31日止年度，我們的管道燃氣業務實現收入約人民幣536,555,000元，較去年同期減少人民幣42,001,000元或7.26%，管道燃氣收入佔我們持續經營業務全年收入約55.34%（2016年：60.80%）。截至2017年3月31日止年度，管道燃氣業務整體毛利率為26.34%（2016年：29.66%）。

為使天然氣價格更市場化、改變居民燃氣價格倒掛狀況以及減輕工商業的價格負擔，中國國家發展和改革委員會（「發改委」）宣布實施居民生活用氣階梯價格制度，目前本集團管道燃氣項目公司所服務的居民用氣均已建立階梯氣價制度，2016年多種價格逐漸全面開放，天然氣價格市場化進一步推進，大大刺激了天然氣的需求量，十分有利於下游城市燃氣行業的發展。我們緊跟發展形勢，注重管道燃氣業務銷售增加的同時，更重視向現有用戶提供優質服務並保障現有用戶用氣安全，完善客戶管理制度，積極開發新的接駁用戶，加強各營運中心的板塊管理職能，實現科學管理，向更廣大的用戶提供優質的管道燃氣服務。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Continued)

Piped gas business (Continued)

Gas connection

For the year ended 31 March 2017, revenue from gas connection construction contracts was approximately RMB138,641,000, representing a decline of RMB9,021,000 or 6.11% over last year. Gross profit margin for gas connection was 52.98% (2016: 55.94%). Revenue from gas connection construction contracts represented approximately 25.84% (2016: 25.52%) of total revenue of piped gas business. There was addition of 35,830 units of household customers this year, and addition of 881 units of C/I customers. At the end of the reporting period, the accumulated number of connected household customers was 330,327 units; and the accumulated number of connected C/I customers was 5,927 units, representing a growth of 12.17% and 17.46% respectively over last year. A comparison of the accumulated number of connected customers of the Group among the years of 2015 to 2017 is shown in Graph 1.

業務回顧 (續)

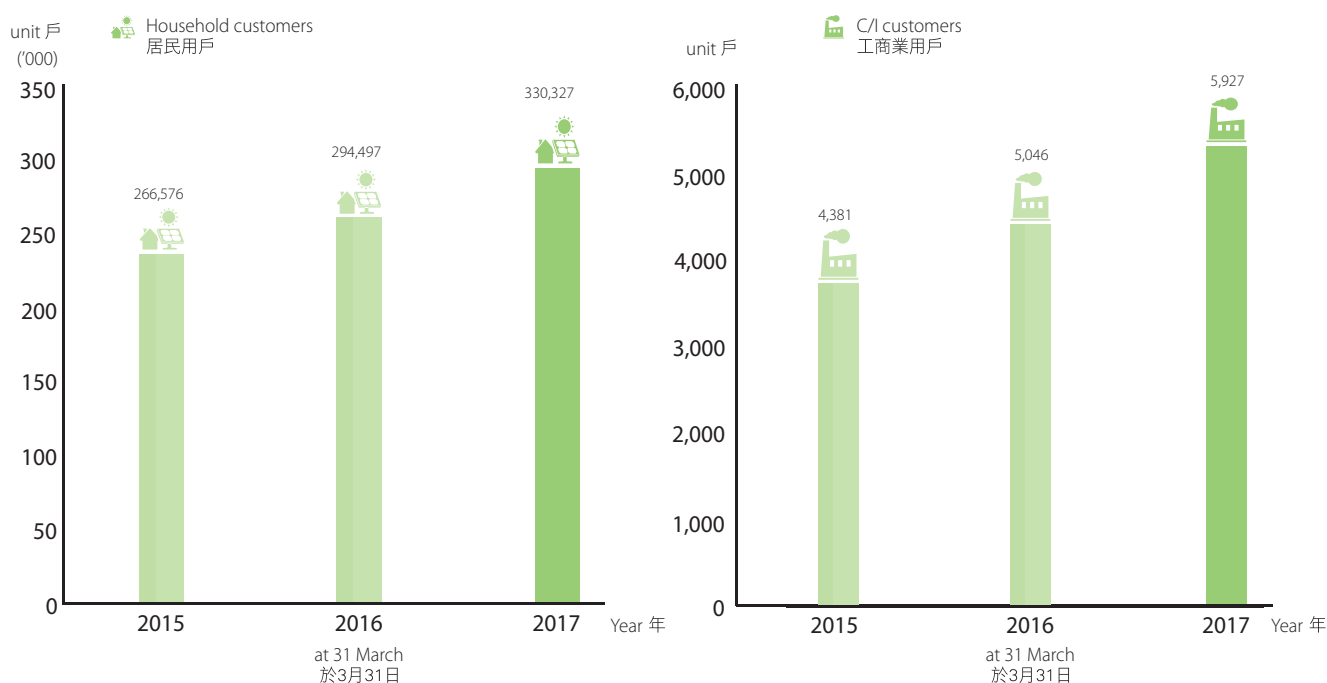
管道燃氣業務 (續)

燃氣接駁

截至2017年3月31日止年度，燃氣接駁建築合約收入約人民幣138,641,000元，較去年減少人民幣9,021,000元或6.11%，燃氣接駁毛利率為52.98%（2016年：55.94%）。燃氣接駁建築合約收入佔管道燃氣業務總收入約25.84%（2016年：25.52%）。今年度新增接駁居民用戶35,830戶，新增接駁工商業用戶881戶。至本報告期末，累計已接駁居民用戶330,327戶；累計已接駁工商業用戶5,927戶，分別較上年增長12.17%和17.46%。比較2015-2017年度本集團累計已接駁使用者數可參考圖表一。

Graph 1: Comparison of the accumulated number of connected units among the past three years

圖表一：比較近三年累計已接駁用戶數



BUSINESS REVIEW (Continued)

Piped gas business (Continued)

Gas sales

For the year ended 31 March 2017, revenue from gas sales was approximately RMB397,914,000, representing a decline of RMB32,980,000 or 7.65% over last year. Revenue from gas sales represented approximately 74.16% (2016: 74.48%) of total revenue of piped gas business. Gross profit margin for gas sales was 17.06% (2016: 20.65%). During the year ended 31 March 2017, our total piped gas sales was approximately 220.06 million cubic metres ("m³"), which was overall balanced with last year. Among the total sales, 70.84 million m³ were sold to household customers, which represented a growth of 3.16% over last year; 149.22 million m³ were sold to C/I customers, which represented a decline of 1.83% over last year. The constant increase in gas sales of household customers was due to the gradual use of natural gas by the newly connected household customers. The slowdown in gas sales of C/I customers was due to the effect of macroeconomic downturn on some C/I customers, and the reduction of gas utilisation brought by declining energy demand.

A comparison of the sales volume of piped gas of the Group among the years of 2015 to 2017 is shown in Graph 2.

業務回顧 (續)

管道燃氣業務 (續)

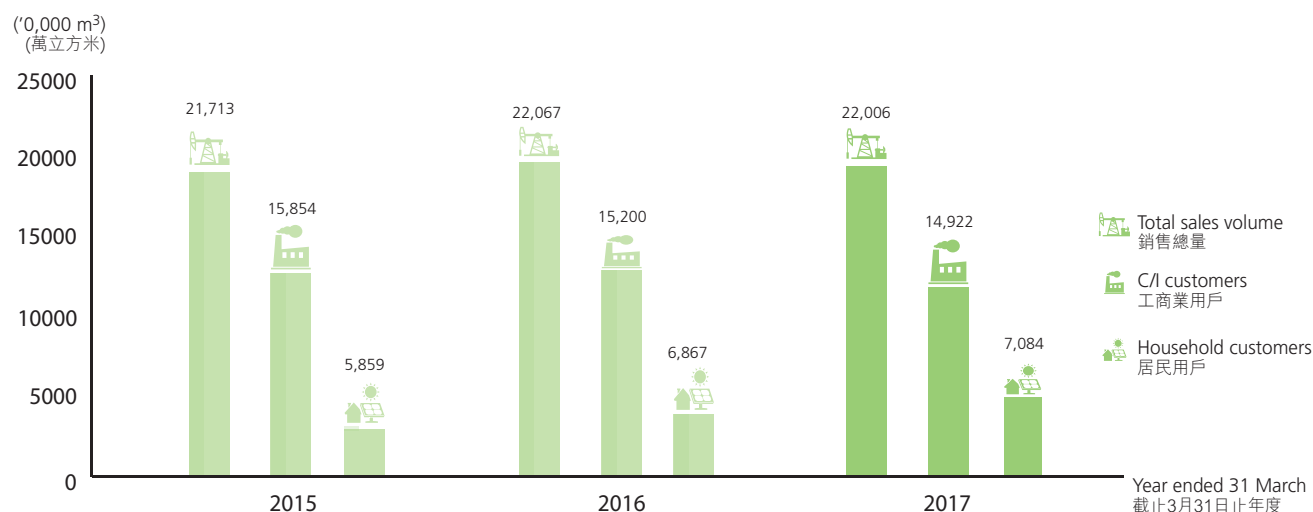
燃氣銷售

截至2017年3月31日止年度，燃氣銷售收入約人民幣397,914,000元，較去年減少人民幣32,980,000元或7.65%，燃氣銷售收入佔管道燃氣業務總收入約74.16%（2016年：74.48%），燃氣銷售毛利率為17.06%（2016年：20.65%）。截至2017年3月31日止年度，我們的管道燃氣銷售量為22,006萬立方米（「立方米」），整體與去年持平。其中，向居民用戶銷售燃氣7,084萬立方米，較去年同期增加3.16%；向工商業用戶銷售燃氣14,922萬立方米，較去年同期減少1.83%。居民用戶售氣量保持增長是由於新接駁的居民用戶逐步用上天然氣；工商業用戶銷售氣量增速放緩的原因是一些工業客戶受宏觀經濟不景氣影響，用能需求下降而減少用氣。

比較2015-2017年度本集團管道燃氣銷售量可參考圖表二。

Graph 2: Comparison of the total sales volume of piped gas among the past three years

圖表二：比較近三年管道燃氣銷售



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Continued)

Transportation, distribution and retail of LPG business

During the reporting period, we consolidated the existing sales market, integrated with the local market situation, and fully satisfied various retail and distribution needs of existing customers. At the same time, we continued to develop the peripheral regions of the sales market and developed new projects through acquisition, new gas station construction and other methods for continuous market expansion. We strived to advance the information technology of the Group, and established information management system, including the establishment of customer service call centre and steel cylinder management system. We also used information communication technology and Internet platform to transform traditional gas logistics and distribution, which consistently enhanced the management level and core competitiveness of the Group. In addition, we continuously improved the safety production management system of the segment management company, gradually established and improved safety production and management system, focused on safety education and security checks to achieve safety management personnel specialisation and enterprise management standardisation.

During the year ended 31 March 2017, sales of LPG was 82,969 tons in total, representing an increase of 19.25% over last year. Revenue from transportation, distribution and retail of LPG accounted for approximately RMB424,081,000, representing an increase of RMB51,769,000 or 13.90% over last year, and representing 43.74% (2016: 39.13%) of our total revenue from continuing operations. The gross profit margin for LPG business was 28.74% (2016: 26.23%). The increase in sales volume and revenue were due to the greater growth of LPG business in Beijing-Tianjin region.

A comparison of the sales volume of LPG of the Group among the years of 2015 to 2017 is shown in Graph 3.

業務回顧 (續)

運輸、分銷及零售液化氣業務

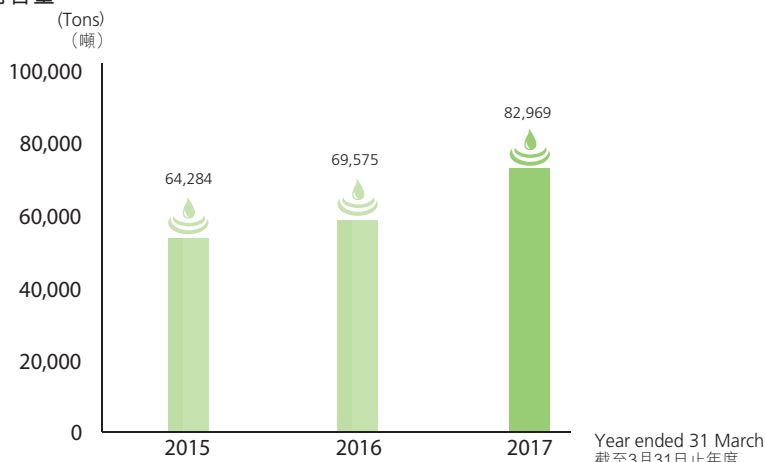
本報告期內，我們鞏固現有的銷售市場，結合當地市場情況，充分滿足現有客戶的零售及分銷多種需求，同時開發周邊地區的銷售市場，透過收購、新建氣站等多種合作方式開發新項目，逐步擴大市場。我們大力發展本集團的資訊化建設，積極構建資訊化管理系統，包括客戶服務呼叫中心的建設、鋼瓶管理系統，同時利用資訊通信技術及互聯網平臺，改造傳統的燃氣物流和配送，不斷提升本集團管理水準和核心競爭力。另外我們不斷完善板塊管理公司安全生產管理制度，逐步建立並完善安全生產經營管理體系，著重強調安全教育和安全檢查，實現安全管理人才專業化，企業管理規範化。

截至2017年3月31日止年度，我們共銷售液化氣82,969噸，較去年同期增加19.25%。運輸、分銷及零售液化氣收入約人民幣424,081,000元，較去年增加人民幣51,769,000元或13.90%和佔我們持續經營業務的總收入約43.74%（2016年：39.13%），液化氣業務毛利率為28.74%（2016年：26.23%）。銷售量及收入上升是由於京津地區的液化氣業務有較大的增長。

比較2015-2017年度本集團液化氣銷售量可參考圖表三。

Graph 3: Comparison of the sales volume of LPG among the past three years

圖表三：比較近三年液化氣銷售量



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Continued)

Barreled drinking water business

We carry out barreled drinking water business with Tianjin region as the centre and expand to the peripheral areas, make full use of existing terminal retail sales channels of LPG, and combine with existing logistics and distribution network to achieve multi-effect use and create more wealth value for the Group. During the reporting period, we actively developed new markets, continued to adjust business strategy to cope with market conditions, actively implemented multi-directional publicity to explore more potential customers, established a good brand image, and achieved significant and stable sales volume growth.

Lottery agency business

In view of the loss and failure to meet the expected return of the lottery agency business, on 28 June 2016, the Group entered into equity transfer agreements with Yongheng Development Corporation Limited and 永恒發展集團(深圳)有限公司 (Yongheng Development Group (Shenzhen) Co., Ltd.*) (collectively, the “**Purchasers**”), to dispose the entire equity interests of 深圳市永恒樂彩科技開發有限公司 (Shenzhen Yongheng Le Cai Technology Development Limited*) (“**Shenzhen Le Cai**”), 深圳市永恒進彩科技開發有限公司 (Shenzhen Yongheng Jin Cai Technology Development Limited*) and 深圳彩彩樂電子娛樂科技開發有限公司 (Shenzhen Cai Cai Le Electronic Entertainment Technology Development Limited*) for the total consideration of RMB73,000,000 (the “**Disposal**”), which was satisfied by the Purchasers as to (i) RMB20,000,000 in cash and in instalment and (ii) RMB53,000,000 settled through assignment of the debt to the Purchasers. The Disposal recorded a gain of approximately RMB54,174,000. The cash proceeds from the Disposal was utilised as general working capital of the Group. For further details of the Disposal, please refer to note 13 to the consolidated financial statements and the announcement of the Company dated 28 June 2016 respectively.

* for identification purpose only

業務回顧 (續)

桶裝飲用水業務

以天津地區為中心向周邊地域輻射開展桶裝飲用水業務，充分利用液化氣已有的終端零售銷售管道，結合現有的物流配送網路，實現多效利用，為本集團創造更多財富價值。本報告期內，我們積極開發新市場，結合市場情況不斷調整經營策略，積極採取多方位的宣傳，開發更多潛在客戶，樹立良好的品牌形象，銷售量取得顯著及穩定的增長。

彩票代理業務

鑑於彩票代理業務一直處於虧損及未達至預期的回報，於2016年6月28日，本集團與永恒發展集團有限公司及永恒發展集團(深圳)有限公司(統稱「**買方**」)訂立股權轉讓協議，出售深圳市永恒樂彩科技開發有限公司(「**深圳樂彩**」)、深圳市永恒進彩科技開發有限公司及深圳彩彩樂電子娛樂科技開發有限公司全部股本權益(「**出售事項**」)，總代價為人民幣73,000,000元，由買方按以下方式支付(i)人民幣20,000,000元以現金分期支付；及(ii)向買方轉讓債務人民幣53,000,000元的方式支付。出售事項錄得約人民幣54,174,000元的溢利。本集團從出售事項獲得的現金款項已被用作一般營運資金，出售事項進一步詳情請分別參閱綜合財務報表附註13及本公司日期為2016年6月28日的公布。

* 僅供識別用途

Management Discussion and Analysis

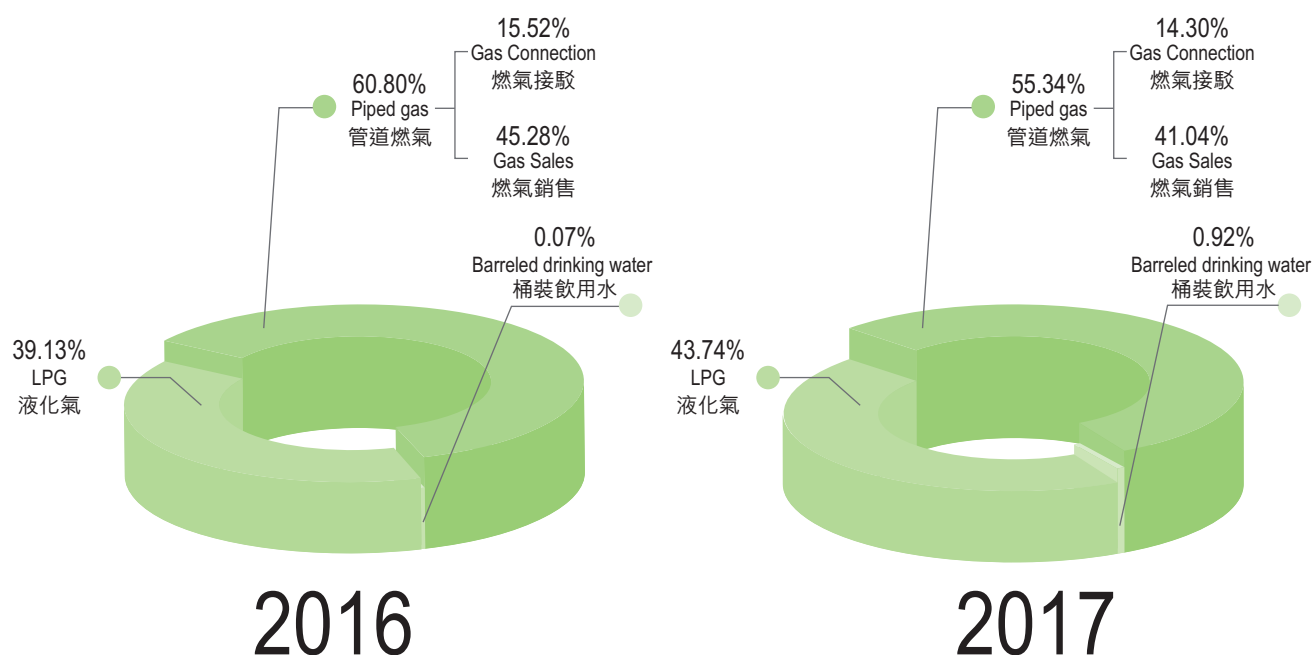
管理層討論及分析

BUSINESS REVIEW (Continued)

業務回顧 (續)

Graph 4: Revenue structure for continuing operations of the Group

圖表四：本集團的持續經營業務收入結構



New projects during the reporting period

During the reporting period, we acquired/set up a total of 1 piped gas and 8 LPG projects. As at 31 March 2017, we managed 106 projects in China, which are mainly located in Chongqing, Tianjin, Sichuan, Yunnan, Hunan, Hubei, Jiangxi, Shaanxi, Guizhou, Guangxi and Fujian provinces. The local industry and commerce of such regions are more developed with exciting prospects, as we can further expand the scale of our sales. In the face of energy structure adjustment of China, and the advance of urbanisation and industrialisation, we expect the continuous emergence of new project opportunities in the future.

報告期內新增項目

本報告期內，我們收購／投資成立1個管道燃氣和8個液化氣項目。截止到2017年3月31日，我們在國內所管理之項目共計106個，主要分布於重慶市、天津市、四川、雲南、湖南、湖北、江西、陝西、貴州、廣西及福建等省分，新增項目當地之工商業均比較發達，發展前景非常可觀，可進一步擴大我們售氣規模，面對中國能源結構調整、城鎮化及工業化之推進，我們預計未來還將會不斷出現新項目的機會。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Liquidity and capital resources

At 31 March 2017, the consolidated financial position of the Group is as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	Change 變動 RMB'000 人民幣千元
Non-current assets	非流動資產	1,805,364	1,629,290	176,074
Current assets	流動資產	551,794	436,496	115,298
Current liabilities	流動負債	(480,157)	(265,918)	(214,239)
Non-current liabilities	非流動負債	(50,888)	(195,458)	144,570
Net assets	淨資產	1,826,113	1,604,410	221,703
Equity attributable to owners of the Company	本公司擁有人權益	1,657,176	1,439,422	217,754
Non-controlling interests	非控股權益	168,937	164,988	3,949
Total equity	總權益	1,826,113	1,604,410	221,703

As at 31 March 2017, the bank balances and cash of the Group amounted to approximately RMB392,287,000 (2016: RMB305,147,000), and the total borrowings amounted to approximately RMB260,268,000 (2016: RMB219,113,000). The consolidated debt-to-capitalisation ratio, representing the ratio of total borrowings to total borrowings and equity attributable to owners of the Company, was 13.57% (2016: 13.21%).

Currently, the sources of the operating and capital expenditure of the Group are operating cash flow, current assets and bank borrowings. The Group has sufficient funds to meet future capital expenditures and operational needs.

Operating cash flow before movements in working capital for the year ended 31 March 2017 amounted to approximately RMB134,741,000, representing a decrease of RMB10,413,000 or 7.17% over last year. The decrease was mainly due to the increase in operating costs.

財務回顧

流動資金及資本來源

於2017年3月31日，本集團的綜合財務狀況如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	Change 變動 RMB'000 人民幣千元
Non-current assets	非流動資產	1,805,364	1,629,290	176,074
Current assets	流動資產	551,794	436,496	115,298
Current liabilities	流動負債	(480,157)	(265,918)	(214,239)
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Non-controlling interests	非控股權益	168,937	164,988	3,949
Total equity	總權益	1,826,113	1,604,410	221,703

於2017年3月31日，本集團的銀行結餘及現金約人民幣392,287,000元（2016年：人民幣305,147,000元），而借貸總額約人民幣260,268,000元（2016年：人民幣219,113,000元），綜合負債與資本比率（即借貸總額與借貸總額和本公司擁有人權益比率）為13.57%（2016年：13.21%）。

現時本集團的營運及資本性支出的來源為營運現金流、流動資產及銀行貸款。本集團有足夠的資金應付未來的資本性支出及營運需要。

截至2017年3月31日止年度，營運資金變動前之經營現金流量約人民幣134,741,000元，較上年減少人民幣10,413,000元或7.17%，該減少主要是營運成本增加。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Liquidity and capital resources (Continued)

Net cash used in investing activities amounted to approximately RMB83,194,000, representing an increase of RMB15,669,000 or 23.20% over last year. The increase was mainly due to the increase in capital expenditure during the year.

Net cash generated from financing activities amounted to approximately RMB72,378,000 (2016: net cash used in financing activities amounted to approximately RMB18,546,000), which was due to the new bank borrowings raised for the purpose of replenish cash reserves and as future capital expenditures.

Borrowing structure

As at 31 March 2017, the total borrowings of the Group were approximately RMB260,268,000 (2016: RMB219,113,000), which mainly comprised domestic bank and other borrowings denominated in Renminbi of the project companies in China and consideration payable (2016: bank and other borrowings; consideration payable and amount due to a former director). Bank and other borrowings are calculated by reference to the interest rate announced by the People's Bank of China plus certain basis point, mainly applying to gas pipelines construction, as general working capital and for operating expenses. Apart from the borrowings amounted to approximately RMB91,500,000 (2016: RMB3,199,000) which were secured by certain assets with carrying amount of approximately RMB103,074,000 (2016: RMB4,780,000), others were unsecured. Short-term borrowings amounted to approximately RMB217,768,000 (2016: RMB28,227,000), while others were long-term borrowings due after one year. Details of the capital and other commitments and pledge of assets are set out in notes 42 and 43 to the consolidated financial statements respectively.

Capital structure

The long-term capital of the Group comprised equity attributable to owners of the Company and borrowings, which was confirmed by the sound debt-to-capitalisation ratio stated in the section headed "Liquidity and capital resources" above.

財務回顧 (續)

流動資金及資本來源 (續)

投資活動所用現金淨額約人民幣83,194,000元，較上年增加人民幣15,669,000元或23.20%，主要是今年資本性開支增加。

融資活動產生現金淨額約人民幣72,378,000元(2016年所用現金淨額約人民幣18,546,000元)，主要是新增銀行借貸以補充現金儲備及用作未來的資本開支。

借貸結構

於2017年3月31日，本集團的借貸總額為約人民幣260,268,000元(2016年：人民幣219,113,000元)，主要為項目公司在國內當地銀行及其他的人人民幣貸款和應付代價款項(2016年：銀行及其他貸款：應付代價款項及應付一名前董事款項)。銀行及其他貸款以中國人民銀行公布息率加若干基點計算，作為管道燃氣建設、日常流動資金及營運開支。除了約人民幣91,500,000元(2016年：人民幣3,199,000元)的貸款需要用賬面值約人民幣103,074,000元(2016年：人民幣4,780,000元)的資產作抵押外，其餘貸款均為無抵押的貸款。短期貸款約人民幣217,768,000元(2016年：人民幣28,227,000元)，其餘則為超過一年的長期貸款。而資本及其他承擔及資產抵押詳情請分別載於綜合財務報表附註42及43。

資本結構

本集團長期資本包括本公司擁有人權益和借貸，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。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Foreign exchange risk

As all of our operations are in China and substantially all of its revenue and expenses are denominated in Renminbi, there was no significant foreign exchange risk in its operation. We currently do not have foreign currency hedging policy but monitor the market trends of exchange rates closely, and adopt appropriate measures when necessary.

Capital and other commitments

As at 31 March 2017, the capital and other commitments of the Group amounted to approximately RMB22,194,000 (2016: RMB43,408,000), mainly attributable to running district gas pipelines construction and prepaid lease payments (2016: running district gas pipelines, prepaid lease payments and acquisition of a subsidiary). Please refer to note 42 to the consolidated financial statements for details.

Contingent liabilities

At 31 August 2015, Beijing Civigas Co., Ltd. (“**Beijing Civigas**”) (a wholly-owned subsidiary of the Company) together with the joint venture partner entered into a guarantee agreement with a bank, whereby Beijing Civigas and the joint venture partner have agreed to provide a joint and several corporate guarantee in favour of the bank for the loan of RMB100,000,000 granted to Fujian Province An Ran Gas Investments Co., Ltd. (“**Fujian An Ran**”) (as borrower), a joint venture of the Group. Details of this transaction are set out in the Company’s announcement dated 31 August 2015. Up to 31 March 2017, Fujian An Ran has drawn the whole facility line. Save as disclosed, as at 31 March 2017, we had no material contingent liabilities.

Employees and remuneration policy

As at 31 March 2017, we had approximately 1,700 employees, most of them were stationed in China. The employees’ salaries are determined from time to time with reference to their duties and responsibilities with the Group, business performance, profitability and market conditions. In addition to pension funds, individual employees may be granted discretionary bonus, share options and award shares as rewards for their outstanding performance.

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.

財務回顧 (續)

外匯風險

我們的業務均在中國，絕大部份收入與支出以人民幣為主，所以在營運上並無面對重大外匯波動風險，現時我們並無外幣對沖政策，然而，本集團會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。

資本及其他承擔

於2017年3月31日，本集團的資本及其他承擔約人民幣22,194,000元（2016年：人民幣43,408,000元），主要為地區管網鋪設投資及預付土地（2016年：地區管網鋪設投資，預付土地及收購一間項目公司）。詳情請參考綜合財務報表附註42。

或然負債

於2015年8月31日，本公司全資附屬公司北京中民燃氣有限公司（「北京中民」）連同合資企業夥伴與一間銀行簽訂保證合同，據此北京中民及合資企業夥伴同意向銀行為授予本集團合資企業福建省安然燃氣投資有限公司（「福建安然」）（作為借款人）人民幣100,000,000元貸款作出連帶責任企業擔保。此交易之詳情載於本公司日期為2015年8月31日之公布。截至2017年3月31日止年度，福建安然已提取整個融資額度。除以上披露者外，於2017年3月31日，我們並無重大或然負債。

僱員及薪酬政策

於2017年3月31日，我們共有約1700名僱員，其大部分駐於中國境內。僱員薪酬乃參考彼等於本集團之職責、業務表現、盈利能力及市場狀況釐定。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、購股權及獎勵股份以作獎勵。

購買、出售及購回本公司之上市證券

於本報告期內，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。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Profit guarantee

On 5 September 2014, the Company entered into the sale and purchase agreement (as supplemented by the supplemental agreement dated 13 November 2014) with Dr. Mo Shikang (“**Dr. Mo**” or “**Vendor**”, the then and existing chairman of the Board, an executive Director and the substantial Shareholder) for the acquisition of the Target Group. Further details of the acquisition of the Target Group are set out in the Company’s circular dated 25 November 2014 (“**Circular**”). Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise. The major terms for the acquisition of the Target Group are as follow:

1. The aggregated consideration was RMB370,000,000 (equivalent to HKD466,612,550), of which the consideration of the Sale Shares was RMB361,025,956.98 (equivalent to HKD455,295,250) and the consideration of the Sale Loan was RMB8,974,043.02 (equivalent to HKD11,317,300); and
2. The Vendor warranted and guaranteed that the 2017 EBITDA of the Target Group will not be less than RMB30,000,000.

The Company has confirmed with the auditor of the Company that the 2017 EBITDA of the Target Group was no less than RMB30,000,000. The achievement of 2017 EBITDA was mainly due to the increase of revenue from transportation and distribution of LPG and barreled drinking water. The consideration payable balance (after deducting the subscription proceeds of Warrants and earlier partial payment to avoid unnecessary potential tax liabilities) of RMB155,768,000 have been recognised as current liabilities in the consolidated statement of financial position at 31 March 2017.

財務回顧 (續)

溢利保證

本公司與莫世康博士(「**莫博士**」或「**賣方**」)·當時及至今乃本公司的董事會主席·執行董事和主要股東·於2014年9月5日訂立買賣協議(經日期為2014年11月13日的補充協議補充)收購目標集團。有關收購目標集團之進一步詳情載列於本公司日期為2014年11月25日之通函(「**該通函**」)。除非文義另有所指·以下所用之詞彙與該通函所界定者具備相同涵義。收購目標集團的主要條款如下:

1. 總代價為人民幣370,000,000元(相等於港幣466,612,550元)·其中待售股份之代價為人民幣361,025,956.98元(相等於港幣455,295,250元)和待售貸款人民幣8,974,043.02元(相等於港幣11,317,300元);及
2. 賣方需要為出售目標集團提供溢利保證·即2017年EBITDA不低於人民幣30,000,000元。

本公司已與本公司的審計師確認目標集團2017年EBITDA不低於人民幣30,000,000元。2017年EBITDA達標主要是由液化氣配送和銷售及桶裝水銷售收入增加所致。應付代價款項(經抵消認股權證款和因避免不必要的潛在稅項負債而提前支付的部分款項)的餘額約人民幣155,768,000元已於2017年3月31日的綜合財務狀況報表流動負債項下反映。

Management Discussion and Analysis 管理層討論及分析

CORPORATE ENVIRONMENTAL AND SOCIAL RESPONSIBILITY

We adhere to pursue long-term sustainable development in the communities in which our business and operations located. We understand the importance of the views and interests of its stakeholders (such as shareholders, regulators, employees and the public) when making business decisions. We will continue to advance in corporate governance, energy conservation, remuneration of employees, general social welfare and etc.

SOCIAL ENVIRONMENT PROTECTION

As a responsible clean energy distributor, we are committed to the promotion and the use of clean energy in order to minimise the environmental damage caused by energy demand for economic development. Through the construction of urban-gas distribution network, we encourage C/I customers and residential households to replace high polluting coal and oil with clean energy, such as natural gas and LPG, and vigorously promote the “Coal to Gas” project. Coal-fired boilers are replaced by natural gas boilers to reduce pollutant emission. During this year, we (including subsidiaries, associates and joint ventures) sold natural gas and LPG of 592.43 million m³ and 353,486 tons in total, achieved a saving (substitution) of approximately 1.29 million tons standard coal, reduced emissions of carbon dioxide 3.22 million tons, sulfur dioxide 0.10 million tons and, nitrogen oxide 0.05 million tons.

PARTICIPATION IN SOCIETY

We are committed to be a responsible party in society, and strive to actively contribute to local community. We encourage employees to participate in various volunteer activities, establish a strong community network, render assistance and support to people in need, so that employees have opportunities to go out of workplace to establish relationships with others. They can gain experience related to teamwork when contributing to local community.

企業環境及社會責任

我們堅持追求各項業務及經營所在社區之長期可持續發展。我們亦深明於作出商業決定時，其持份者（如股東、監管人、僱員及公眾）之意見及利益有其重要性。我們會繼續於企業管治、節約能源、僱員薪酬及一般社會福利等方面不斷進步。

保護社會環境

作為一家負責任的清潔能源分銷商，我們致力於清潔能源的推廣和使用，減少在經濟發展中能源需求對環境造成的損害。我們通過城市燃氣分銷網絡的建設，用天然氣及液化氣等清潔能源替代煤、石油等高污染能源在工商業及居民日常生活中的使用，大力推進「煤改氣」工程，將燃煤鍋爐改為天然氣鍋爐，降低污染物排放。本年度，我們（包括附屬公司、聯營公司及合資企業）共銷售天然氣59,243萬立方米及液化氣353,486噸，已實現節約（替代）129.20萬噸標準煤，減排二氧化碳322.03萬噸、二氧化硫9.69萬噸及氮氧化物4.84萬噸。

社會參與

我們致力成為社會上負責任一員，力求為本地社會積極貢獻。我們鼓勵僱員參與各種義務活動，締造有力社區網絡，為有需要人士提供協助及支援，讓僱員有機會走出工作場所，與他人建立聯繫，在為本地社會貢獻時獲取團隊合作相關經驗。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS

In 2016, the global economy recovered slowly with volatility, and the Chinese economy entered the “new norm”, shifting from high-rate growth to mid-high-rate growth, and achieved GDP growth rate of 6.7%. The year 2016 is the beginning of the final stage of establishing a prosperous society in China, and a crucial year to promote supply-side structural reform. China actively adapts and leads the new norm of economic development, accelerates the transformation of economic development and economic restructuring, so that the economy can obtain stable operation in a reasonable range. Under the continuous advancement of supply-side structural reform, the demand for green energy transformation is increasingly urgent, which brings new opportunities for the development of energy industry.

Piped gas business

The promotion of supply-side structural reform and the achievement of development energy conversion need to proceed with the energy development. Energy becomes the major factor of economic transformation in China. As a high-quality, efficient, clean low-carbon energy, natural gas is an efficient alternative to coal, crude oil, and other traditional energy. Therefore, the Chinese government vigorously promotes the healthy and sustainable development of natural gas. China signed the “Paris Agreement” in 2016, promises globally to reach the peak carbon emissions around 2030 and strive to reach the peak as soon as possible; carbon dioxide emissions per unit of GDP fell 60%-65% from 2005; and non-fossil energy accounted for approximately 20% of the primary energy consumption. Under the advancing resource environment constraints, the need for green energy transformation is increasingly urgent. Benefit from the impact of the international environment, the implementation of “Coal to Gas”, “non-fossil energy replaces fossil fuels” and other more stringent environmental protection measures of China, energy green reform is vigorously promoted; the reduction of natural gas prices contributes to the rising demand for downstream natural gas. In accordance with the statistics issued by the NDRC, natural gas consumption was approximately 205.8 billion m³ in 2016, representing an increase of 6.6% year-on-year.

前景展望

2016年，全球經濟在波動中緩慢復蘇，中國經濟也進入「新常態」，從高速增長進入中高速增長階段，實現GDP增速6.7%。2016年是我國全面建成小康社會決勝階段的開局之年，也是推進供給側結構性改革的攻堅之年，中國積極適應和引領經濟發展新常態，加快經濟發展方式轉變和經濟結構調整，使經濟平穩運行在合理區間。隨著供給側結構性改革的不斷推進，綠色能源轉型的需求日益迫切，為能源行業發展帶來新的契機。

管道燃氣業務

供給側結構性改革的推進，發展動能轉換的實現，都需要從能源發展著手，能源已經成為我國經濟轉型的總抓手。天然氣作為優質、高效、清潔的低碳能源，成為煤炭、原油等傳統能源的有效替代品。因此，我國政府大力推進天然氣健康持續發展。2016年中國簽訂《巴黎協定》，向世界承諾碳排放2030年左右達到峰值並爭取儘早達峰；單位GDP二氧化碳排放比2005年下降60%~65%；和非化石能源佔一次能源消費比重達到20%左右。資源環境約束趨進的形勢下，能源綠色轉型的要求日益迫切。受益於國際環境的影響，與中國實施「煤改氣」、「非化石能源代替化石能源」等更嚴格的环境保護措施，大力推進能源綠色改革，同時下調天然氣價格，天然氣下游需求持續升溫。根據發改委發布資料顯示，2016年天然氣消費量約2,058億立方米，同比增長6.6%。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS (Continued)

Piped gas business (Continued)

The wide use of natural gas plays important roles in protecting ecological environment, improving atmospheric quality, enhancing the quality of public lives and health standards, and achieving sustainable development. The expansion of natural gas coverage and the increase of natural gas penetration enable more and more people to share the cleanliness of natural gas, improve the quality of life, which perform an important function on the sustainable development of the Chinese economy and society. Various factors showed that the natural gas industry of China has a good development trend. We will keep up with the national development trend, explore potential customers, speed up the construction of urban pipeline network, raise the urban gasification rate, and continue to promote the development of piped gas business steadily.

Transportation, distribution and retail of LPG business

In 2016, under the effect of diminishing natural gas price, LPG was gradually replaced by urban natural gas pipeline network, resulting in the continuous decline of LPG price. However, with the improvement of economic and material standards, the LPG consumption in rural and villages areas increased significantly. The rapid domestic development of deep olefin processing and deep alkane processing increases the consumption of LPG, which is utilised as raw material gas. Under the coexistence of opportunities and challenges, we actively explore the development of new models. In the future, we will continue to promote and explore the establishment of information system, change the original customer service points and bottled LPG store business model, create new model of new technology, offer a comparative advantage over traditional operators with better gross margin and cost control, and achieve “technology leadership” in the industry. The LPG companies of the Group will gradually implement information management system in groups depending on their business types and operating characteristics. We will develop the LPG industry from “commodity management” to “information management”, transform the traditional logistics and distribution with Internet technology, and establish the core competitiveness of “Civigas” LPG enterprise to become the technology leader in the industry.

前景展望 (續)

管道燃氣業務 (續)

天然氣廣泛使用對保護生態環境，改善大氣品質，提高公眾生活品質和健康水準，實現可持續發展具有重要作用。天然氣覆蓋面的擴大和天然氣普及率的提高，使越來越多的人民群眾能共用天然氣的清潔性，生活品質得到提高，對我國經濟社會可持續發展將發揮重要作用。多方面因素顯示我國天然氣行業具有良好的發展趨勢，我們將緊跟國家發展趨勢，挖掘潛在用戶，加快城市管網建設，提高城鎮居民氣化率，持續穩步推動管道燃氣業務發展。

運輸、分銷及零售液化氣業務

2016年受天然氣價格下調的衝擊，城市天然氣管網覆蓋正在逐步取代液化氣，造成液化氣的價格持續走低。但隨著經濟和物質水準的提高，農村和鄉鎮等地區的液化氣用量大幅度提高。國內烯烴深加工和烷烴深加工發展的迅速，液化氣作為原料氣的用量增加。在機遇與挑戰並存的環境下，我們要發展，就要積極探索發展新模式，未來我們將繼續推進和探索資訊系統的建設，資訊化建設將改變原有的客服網點和瓶裝液化氣門店經營模式，以新技術創造新模式，外抓差價內控費用和傳統經營者形成比較優勢，實現行業內「技術領先」。本集團的液化氣公司將根據業務類型和經營特點逐步分批實施資訊管理系統，我們要將液化氣行業的「商品經營」演繹發展為「資訊經營」，以互聯網技術改造傳統的物流配送產業，建立「中民」液化氣企業的核心競爭力，成為行業的技術領先者。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS (Continued)

Barreled drinking water business

The drinking water industry of China has gradually become mature after years of development, entering from the “convenient era”, “health era” into the “ecological era”. With the increasing living standards, quality demand for drinking water from consumers is getting higher and higher, leading to the multi-directional development of the drinking water industry, and giving technology and product innovation advantages. Energy conservation, environmental protection, nutrition, service and other comprehensive needs aiming at health have been formed. A harmonious drinking water ecological environment for consumers has been built in the industry, together with a substantial increase in technology and product innovation power, further expansion of consumer demand, thus providing a new opportunity for the development of drinking water in China. The Group will actively enhance its production efficiency, build brand-name products, carry out a variety of marketing approach, and make full use of the existing terminal resources of the Group to create more profits for shareholders.

The Group is actively expanding its business, including but not limited to expand the scale of investment in existing subsidiaries; acquire other businesses; expand its gas stations and to utilise the advantages of distribution system to develop natural gas, LPG and living products. Respective plans have yet to be implemented and the Group will make further announcement(s) as and when appropriate and comply with all applicable requirements under the Listing Rules.

Mr. Fan Fangyi

Managing Director and Executive Director

Beijing, 30 June 2017

前景展望 (續)

桶裝飲用水業務

我國的飲用水行業經過多年的發展逐漸走向成熟，在「便捷時代」、「健康時代」之後，進入「生態時代」。隨著人們生活水準的日益提高，消費者對飲用水的要求也越來越高，引導飲用水行業開始向多方向發展，技術和產品的創新優勢開始顯現，圍繞健康，形成對節能、環保、營養、服務等綜合性需求，行業圍繞消費者構建飲用水和諧生態環境，技術和產品創新動力的大幅提升，消費者需求將進一步擴大，我國飲用水發展又迎來新的一次機遇。本集團將積極提高生產效率，打造名牌產品，採取多種行銷手段，充分利用本集團現有的終端資源，為股東創造更多利潤。

本集團正在積極拓展業務，包括但不限於計劃擴充現有附屬公司的投資規模、收購同業、擴建氣站和利用配送系統的優勢發展天然氣、液化氣和生活配套的產品。有關方案尚未落實，本公司將根據上市規則所有適用規定於適當時間另行作出公告。

范方義先生

董事總經理及執行董事

北京，2017年6月30日

Biography of Directors 董事之履歷

EXECUTIVE DIRECTOR

Dr. Mo Shikang

Chairman of the Board

Aged 59

Director since 30 April 2004

Chairman since 1 August 2013

Term of office: 21 August 2015 (re-appointed) to 2018 AGM

holds entirely interests in Ping Da Development Limited, a substantial shareholder of our Company, details of which was disclosed in the Report of the Directors under this annual report

Other positions held within our Group:

- chairman of Nomination Committee
- member of Remuneration Committee
- chairman of the board of Beijing Civigas Co., Ltd., a wholly owned subsidiary of our Company
- director of certain principal subsidiaries of our Group

Academic background:

- Bachelor degree in Sciences from the Tianjin Education University, China
- Master degree in Economics from the Tianjin University of Finance and Economics, China
- Doctor degree in Economics from the Nankai University, China

Other current major offices:

- part-time professor of the Faculty of Statistics of the Renmin University of China
- supervising tutor of Master degree students of the Faculty of Statistics of the Renmin University of China

Experiences:

- has substantial experiences in the development and management of gas projects in China

Other:

- father of Ms. Mo Yunbi, an executive director of our Company

執行董事

莫世康博士

董事會主席

59歲

自2004年4月30日起出任董事

自2013年8月1日起出任主席

任期：2015年8月21日（再獲委任）至2018年股東週年大會

持有我們公司主要股東平達發展有限公司之全部權益，詳情載於本年報之董事會報告內

於我們集團所擔任的其他職位：

- 提名委員會主席
- 薪酬委員會成員
- 我們公司全資附屬公司北京中民燃氣有限公司董事長
- 我們集團部分主要附屬公司出任董事職務

學術背景：

- 中國天津師範大學理學學士學位
- 中國天津財經大學經濟學碩士學位
- 中國南開大學經濟學博士學位

其他現在主要職務：

- 中國人民大學統計學院兼職教授
- 中國人民大學統計學院碩士學位研究生導師

工作經驗：

- 於中國發展及管理燃氣項目方面擁有豐富經驗

其他：

- 我們公司執行董事莫雲碧小姐的父親

Biography of Directors 董事之履歷

Mr. Zhang Hesheng

Deputy Chairman of the Board

Aged 63

Director and Deputy Chairman since 21 March 2005

Term of office: 21 August 2015 (re-appointed) to 2018 AGM

Other position held within our Group:

- member of Remuneration Committee

Academic background:

- MBA degree from the La Trobe University, the Australia

Experiences:

- joined the initial financial securities industry in China in late 1980s
- acted as senior management in various securities companies including Wanguo Holdings Limited, Guotai Securities Company Limited and Guotai Junan Securities Company Limited, engaged in the provision of services to securities and financial investment; securities brokerages; investment banking; financial research and analysis
- has extensive experiences in financial and capital markets

張和生先生

董事會副主席

63歲

自2005年3月21日起出任董事及副主席

任期：2015年8月21日（再獲委任）至2018年股東週年大會

於我們集團所擔任的其他職位：

- 薪酬委員會成員

學術背景：

- 澳洲拉籌伯大學工商管理碩士學位

工作經驗：

- 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、國泰證券有限公司及國泰君安證券有限公司等證券公司擔任高級職務，從事證券金融投資、證券經紀、投資銀行、財務分析及研究等證券公司業務
- 於金融及資本市場擁有豐富經驗

Mr. Chu Kin Wang Peleus

Deputy Chairman of the Board

Aged 53

Director since 1 December 2008

Deputy Chairman since 23 March 2015

Term of office: 9 September 2016 (re-appointed) to 2019 AGM

Other positions held within our Group:

- director of certain subsidiaries of our Group

Academic background:

- Master degree in Business Administration from the University of Hong Kong

Qualifications:

- fellow practising member of the Hong Kong Institute of Certified Public Accountants (*FCPA (Practising)*)
- fellow member of the Association of Chartered Certified Accountants (*FCCA*)
- associate member of the Hong Kong Institute of Chartered Secretaries (*ACS*)
- associate member of the Institute of Chartered Secretaries and Administrators (*ACIS*)

Other current major offices:

- Independent non-executive director of the following companies, shares of which are listed on the Main Board of the Stock Exchange:
 - Tianli Holdings Group Limited (formerly known as EYANG Holdings (Group) Co. Limited) (stock code: 00117)
 - ITC Corporation Limited (stock code: 00372)
 - Mingfa Group (International) Company Limited (stock code: 00846)
 - China First Capital Group Limited (stock code: 01269)
 - Huayu Expressway Group Ltd. (stock code: 01823)
 - Flyke International Holdings Ltd. (stock code: 01998)
 - China Huishan Dairy Holdings Company Limited (stock code: 06863)

朱健宏先生

董事會副主席

53歲

自2008年12月1日起出任董事

自2015年3月23日起出任副主席

任期：2016年9月9日（再獲委任）至2019年股東週年大會

於我們集團所擔任的其它職務：

- 我們集團部分附屬公司出任董事職務

學術背景：

- 香港大學工商管理碩士學位

專業資格：

- 香港會計師公會資深執業會員
- 英國特許公認會計師公會資深會員
- 香港特許秘書公會會員
- 英國特許秘書及行政人員公會會員

其他現在主要職務：

- 為以下公司之獨立非執行董事，其股份於聯交所主板掛牌：
 - 天利控股集團有限公司（前稱宇陽控股（集團）有限公司）（股票代號：00117）
 - 德祥企業集團有限公司（股票代號：00372）
 - 明發集團（國際）有限公司（股票代號：00846）
 - 中國首控集團有限公司（股票代號：01269）
 - 華昱高速集團有限公司（股票代號：01823）
 - 飛克國際控股有限公司（股票代號：01998）
 - 中國輝山乳業控股有限公司（股票代號：06863）



Biography of Directors 董事之履歷

- independent non-executive director of the following companies, shares of which are listed in the Growth Enterprise Market of the Stock Exchange:
 - Madison Wine Holdings Limited
(stock code: 08057)
 - Telecom Service One Holdings Limited
(stock code: 08145)
 - SkyNet Group Limited
(stock code: 08176)

Past office:

- resigned of the following companies, shares of which are listed on the Main Board of the Stock Exchange:
 - National Agricultural Holdings Limited
(stock code: 01236) as an independent non-executive director on 11 September 2015
 - Perfect Group International Holdings Limited
(stock code: 03326) as a non-executive director on 1 March 2017

Experiences:

- over 25 years of professional experiences in auditing, accounting and financial management for both private and listed corporations

- 為以下公司之獨立非執行董事，其股份於聯交所創業板掛牌：

- 麥迪森酒業控股有限公司
(股票代號：08057)
- 電訊首科控股有限公司
(股票代號：08145)
- 航空互聯集團有限公司
(股票代號：08176)

前任職務：

- 辭任以下公司職位，其股份於聯交所主板掛牌：
 - 於2015年9月11日辭任
國農控股有限公司(股票代號：01236)
獨立非執行董事職務
 - 於2017年3月1日辭任
保發集團國際控股有限公司(股票代號：03326)非執行董事職務

工作經驗：

- 於私人及上市公司核數、會計及財務管理方面累積逾25年之專業經驗

Mr. Fan Fangyi

Managing Director

Aged 40

Director and Managing Director since 1 September 2015

Term of office: 9 September 2016 (re-appointed) to 2019 AGM

Other positions held within our Group:

- a director and the president of Beijing Civigas Co., Ltd., a wholly owned subsidiary of our Company
- director of certain principal subsidiaries of our Group

Academic background:

- Degree in Economics from the Renmin University of China

Professional qualifications:

- Legal Professional Qualification* from the Ministry Justice of the People's Republic of China
- registered as a non-practising member of the Beijing Institute of Certified Public Accountants

Experiences:

- has over 10 years of experience in the management of the Group and is familiar with the scope of the Group's operation in all aspect
- has worked in Grant Thornton (Beijing) Certified Public Accountants and was responsible for auditing
- has engaged by Wah Ying International (Holdings) Limited* and was in charge of various investment business projects
- has extensive experiences in investment banking sector, auditing and merger and acquisition

* For identification purpose only

范方義先生

董事總經理

40歲

自2015年9月1日起出任董事及董事總經理

任期：2016年9月9日（再獲委任）至2019年股東週年大會

於我們集團所擔任的其他職位：

- 我們公司全資附屬公司北京中民燃氣有限公司董事兼總裁
- 於本集團部分主要附屬公司擔任董事一職

學術背景：

- 中國人民大學經濟學學士學位

專業資格：

- 中國司法部授予之法律職業資格
- 北京註冊會計師協會註冊為非執業會員

工作經驗：

- 在管理本集團方面擁有逾10年經驗，並熟悉本集團營運之各項範疇
- 曾於中京富會計師事務所從事審計工作
- 曾受聘於華銀國際（控股）有限公司負責多項投資業務項目
- 於投資銀行業務、審計及企業併購方面擁有豐富經驗

Ms. Mo Yunbi

Aged 27

Director since 13 January 2015

Term of office: 21 August 2015 (re-appointed) to 2018 AGM

Other position held within our Group:

- director of a subsidiary of our Group

Academic background:

- Bachelor degree in Business Administration with First Class Honours from the University of Bedfordshire, the United Kingdom
- Master of Science in Agricultural Economics with Distinction from the University of Reading, the United Kingdom

Experiences:

- engaged as a food and safety analyst in a private entity in China

Other:

- daughter of Dr. Mo Shikang, our chairman of the Board and an executive director of our Company

莫雲碧小姐

27歲

自2015年1月13日起出任執行董事

任期：2015年8月21日（再獲委任）至2018年股東週年大會

於我們集團所擔任的其它職務：

- 我們集團一附屬公司出任董事職務

學術背景：

- 英國貝德福德大學工商管理學士學位（一級榮譽）
- 英國雷丁大學農業經濟學碩士（優異等級）

工作經驗：

- 曾於中國一間私人企業任食品安全計量分析師

其他：

- 我們公司董事會主席及執行董事莫世康博士之女兒

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Liu Junmin

Aged 67

Director since 11 April 2005

Term of office: 9 September 2016 (re-appointed) to 2019 AGM

Other positions held within our Group:

- member of Audit Committee
- member of Nomination Committee
- member of Remuneration Committee

Academic background:

- Bachelor degree, Master degree and PhD degree in Economics from Nankai University, China

Other current major offices:

- Professor of the Virtual Economics and Management Research Center of Nankai University, China
- independent director of AVIC Electromechanical Systems Co., Ltd. (stock code: 002013), a company listed on the Small & Medium Enterprises Board of Shenzhen Stock Exchange
- independent non-executive Director of China Huarong Asset Management Co., Limited (stock code: 02799), a company listed on the Main Board of the Stock Exchange
- independent non-executive director of Tianjin Faw Xiali Automobile Co., Ltd (shares of which are listed on Shenzhen Stock Exchange (Stock code: 000927))
- independent non-executive director of Yingli Green Energy Holdings Co., Ltd.

Awards:

- The 8th Sun Yefang Economics Prize
- The 3rd China High School Humanity Social Science Research Excellent Award

Past offices:

- lecturer of Tianjin University of Finance and Economics
- professor and associate professor of the School of Economics, Nankai University, China

獨立非執行董事

劉駿民博士

67歲

自2005年4月11日起出任董事

任期：2016年9月9日（再獲委任）至2019年股東週年大會

於我們集團所擔任的其他職位：

- 審核委員會成員
- 提名委員會成員
- 薪酬委員會成員

學術背景：

- 中國南開大學經濟學學士、碩士及博士學位

其他現在主要職務：

- 中國南開大學虛擬經濟與管理研究中心教授
- 中航工業機電系統股份有限公司（股票代號：002013）的獨立董事，其股份於深圳證券交易所中小企業板掛牌
- 中國華融資產管理股份有限公司（股票代號：02799）的獨立非執行董事，其股份於聯交所主板掛牌
- 天津一汽夏利汽車股份有限公司（股票代碼：000927）的獨立非執行董事，其股份在深圳證券交易所掛牌
- 英利綠色能源控股有限公司獨立非執行董事

所獲獎項：

- 第八屆孫治方經濟學獎
- 第三屆中國高校人文社會科學研究優秀成果獎

前任職務：

- 在天津財經大學任講師
- 中國南開大學經濟學院任教授及副教授

Prof. Zhao Yanyun

Aged 60

Director since 24 July 2013

Term of office: 21 August 2015 (re-appointed) to 2018 AGM

Other positions held within our Group:

- member of Audit Committee
- member of Nomination Committee
- member of Remuneration Committee

Academic background:

- professor of Faculty of Statistics, the Renmin University of China

Other current major offices:

- doctoral tutor of Faculty of Statistics, the Renmin University of China
- officer, professor and doctoral tutor of the China Research Center for Competitiveness and Evaluation in the Renmin University of China

Past offices:

- part-time tutor in the following universities in China:
 - Anhui University
 - Anhui University of Finance and Economics
 - Beijing University of Technology
 - Hebei University
 - Henan University of Economics and Law
 - Lanzhou University of Finance and Economics
 - Shandong University of Finance and Economics
 - Shanxi University of Finance & Economics
 - Shijiazhuang University of Economics

Awards:

- winner of the Government of the State Council Special Contribution Expert Government Allowance* in China
- the century talent of Ministry of Education* in China
- national candidate of the Ministry of Personnel New Century Hundred Thousand Talents Project* in China
- candidate of the Beijing Hundred Project* in China

* For identification purpose only

趙彥雲教授

60歲

自2013年7月24日起出任董事

任期：2015年8月21日（再獲委任）至2018年股東週年大會

於我們集團所擔任的其他職位：

- 審核委員會成員
- 提名委員會成員
- 薪酬委員會成員

學術背景：

- 中國人民大學統計學院教授

其它現在主要職務：

- 中國人民大學統計學院博士生導師
- 中國人民大學競爭力與評價研究中心主任、教授及博士生導師

前任職務：

- 為以下中國大學兼職教授：
 - 安徽大學
 - 安徽財經大學
 - 北京工業大學
 - 河北大學
 - 河南財經政法大學
 - 蘭州商學院
 - 山東財經大學
 - 山西財經大學
 - 石家莊經濟學院

所獲獎項：

- 中國國務院特殊貢獻專家政府津貼獲得者
- 中國教育部跨世紀人才
- 中國國家人事部新世紀百千萬人才工程國家級人選
- 中國北京市百人工程人選

Mr. Sin Ka Man

Aged 50

Director since 23 December 2006

Term of office: 26 August 2014 (re-appointed) to 2017 AGM

Other positions held within our Group:

- chairman of Audit Committee
- chairman of Remuneration Committee
- member of Nomination Committee

Academic background:

- Bachelor degree in Social Sciences from the University of Hong Kong
- Master degree in Finance from the University of Strathclyde, the United Kingdom
- Master degree in accounting from the Curtin University of Technology, the Australia

Professional qualification:

- member of the Hong Kong Institute of Certified Public Accountants (CPA)
- fellow member of the Association of Chartered Certified Accountants (FCCA)
- certified practising accountant of the CPA Australia

Other current major offices:

- vice-president of Huayu Expressway Group Limited (stock code: 01823) and is responsible for the accounting and financial management
- independent non-executive director of the following company listed on the Main Board of the Stock Exchange:
 - Easy One Financial Group Limited (stock code: 00221)

冼家敏先生

50歲

自2006年12月23日起出任董事

任期：2014年8月26日（再獲委任）至2017年股東週年大會

於我們集團所擔任的其他職位：

- 審核委員會主席
- 薪酬委員會主席
- 提名委員會成員

學術背景：

- 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
- 澳洲科廷科技大學會計學碩士學位

專業資格：

- 香港會計師公會會員
- 英國特許公認會計師公會資深會員
- 澳洲註冊執業會計師

其他現在主要職務：

- 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
- 為以下聯交所主板掛牌的公司之獨立非執行董事：
 - 易易壹金融集團有限公司（股票代號：00221）



Biography of Directors 董事之履歷

Past offices:

- resigned as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange:
 - Sino Haijing Holdings Limited (stock code: 01106) on 14 April 2015
 - Xtep International Holdings Limited (stock code: 01368) on 8 May 2017
 - Infinity Financial Group (Holdings) Limited (stock code: 01152) on 6 June 2017

Experiences:

- has over 20 years of professional experiences in auditing, accounting and financial management for both private and listed corporations

Save as disclosed above, none of director of the Company has been appointed for a specific term with our Company but all of them are subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the provision of our Company's Bye-laws and the Listing Rules.

前任職務:

- 辭任以下聯交所主板掛牌的公司之獨立非執行董事職務:
 - 於2015年4月14日辭任中國海景控股有限公司(股票代號:01106)
 - 於2017年5月8日辭任特步國際控股有限公司(股票代號:01368)
 - 於2017年6月6日辭任新融宇集團(控股)有限公司(股票代號:01152)

工作經驗:

- 在私人及上市公司核數、會計及財務管理方面累積逾20年之專業經驗

除上述披露後，並無本公司董事與我們公司訂立服務年限，惟彼等均須根據我們公司細則及上市規則於本公司股東週年大會輪席退任及重選。

Environmental, Social and Governance Report

環境、社會及管治報告

CHAIRMAN'S SPEECH

Dear Readers:

The risks of climate change and haze pollution to the global ecology and social system are gradually emerging. Subsequent to the Paris Climate Conference, the development of low-carbon clean energy has become a global consensus. China, as the world's second largest economy and the world's biggest energy production and consumption nation, has made substantial commitments to climate management and greenhouse gas emissions, using clean energy in the future and adhering to low-carbon and green development as fundamental policies of national development. Also, the emission reduction targets have been announced, in which the greenhouse gas emission per unit of GDP in 2030 will be reduced by 60%-65% based on the data of 2005, and non-fossil energy will account for approximately 20% of primary energy consumption.

In respect of the sustainable development process in China, natural gas, as a safe and efficient clean energy, has distinct advantages in substituting coal, heavy oil, diesel, petrol and other fuels, and it can effectively reduce primary pollutant emissions. Although there are gradual formation of the "west to east", "north to south", "landing from sea" and other diversified gas supply system, with China's long-term dependence on coal as its major energy source, natural gas (as clean energy) accounts for only 6% of the total primary energy consumption in China, well below the world average of 24%, and its natural gas consumption per capita is only a quarter of the world average. Therefore, the development of natural gas has significant meanings – adjusting national energy structure, reducing air pollution, improving energy safety, etc. At present, China is in the critical period of economic development mode and energy consumption structure transformation. In the context of the global economic slowdown and the Chinese economy entering the "new norm", the natural gas industry of China has also entered the "new norm" with slow demand growth. In 2016, the apparent consumption of natural gas (including shale gas and coalbed methane) in China was approximately 224 billion cubic metres ("m³"), grew by 9.3% year-on-year. It brings unprecedented challenges to the natural gas industry of China. At the same time, the decline in international energy prices and the diversification of gas supply provide an invaluable opportunity for the development and reform of the domestic natural gas industry.

主席致辭

尊敬的各位讀者：

氣候變化、霧霾污染對全球生態和社會系統帶來的風險正逐漸顯現，巴黎氣候大會之後，發展低碳清潔能源已成為全球共識。中國作為全球第二大經濟體以及全球最大的能源生產和消費國，在氣候治理、溫室氣體排放等方面做出重要承諾，並將使用清潔能源，堅持低碳，綠色發展作為國家發展的一項基本國策，並公布了「單位國內生產總值溫室氣體排放到2030年在2005年的基礎上減少60%-65%，非化石能源佔一次能源消費比重達到20%左右」的減排目標。

對於中國的可持續發展進程而言，天然氣作為一種安全高效的清潔能源在替代煤、重油、柴油和汽油等其他燃料方面優勢明顯，能有效降低主要各種污染物排放。但由於中國長期依賴煤炭作為國家主要的能源，雖然目前已逐步形成「西氣東輸」、「北氣南下」、「海氣登陸」等多元化的供應體系，但天然氣作為清潔能源佔中國一次能源消耗總量僅為6%，遠低於24%之世界平均水準，人均天然氣消費量僅為全球平均水準的四分之一，因此大力發展天然氣對調整國家能源結構、降低大氣污染、提高能源保障等方面都具有十分積極的意義。目前，中國正處於經濟發展方式和能源消費結構轉型的關鍵期。在全球經濟放緩，中國經濟進入「新常態」的大背景下，中國的天然氣行業也進入了需求增速放緩的「新常態」。2016年中國全年天然氣（含頁岩氣和煤層氣）的表觀消費量約為2,240億立方米，同比增長9.3%，這給中國的天然氣行業帶來前所未有的挑戰；與此同時，國際能源價格下跌以及氣源供應的多元化，也給國內天然氣行業發展提供了不可多得的改革機遇。

Environmental, Social and Governance Report

環境、社會及管治報告

CHAIRMAN'S SPEECH (Continued)

During the year ended 31 March 2017, the Group continued to promote the business of natural gas and LPG. During the reporting period, the sales of natural gas and LPG of the Group (including associates and joint ventures) reached 592.43 million m³ and 353,486 tons respectively, representing an increase of 13.12% and 59.52% respectively. The growing business further enhances our sustainable development, but more importantly, we create a positive impact on the sustainable development of society through continuous improvement of supply capacity of clean energy. We contribute tax through business operations and provide job positions. During the reporting period, we carried out system construction in security, environmental protection, occupational health and other aspects, reduced the adverse effects of our operations in respect of environment, employee and community, increased investment in employee development, customer satisfaction, supplier management, and enhances communication with stakeholders and information disclosure, with a view to better understand the needs of the community, responded to our actions and improved the content of corporate sustainable development management.

For the year 2017-18, although there are still uncertainties, such as natural gas price fluctuation, we believe that the overall strategy of China, which adheres to ecological civilisation, clean energy development, and environmental protection promotion, will remain unchanged. We also adhere to clean energy promotion, assurance of employees, customers, community and other interests, and achieve win-win development with partners and will remain unchanged. We are also looking forward to hearing the voice of more stakeholders, advising on our development and environmental, social performance, and driving us to play a greater role in promoting social development sustainability in the future.

Dr. Mo Shikang

Chairman

Beijing, China, 30 June 2017

主席致辭 (續)

截至2017年3月31日止年度，本集團繼續推進天然氣和液化氣等方面的業務，本報告期間，本集團（含聯營公司及合資企業）天然氣及液化氣銷售量分別為達59,243萬立方米及353,486噸，同比分別增加13.12%和59.52%。不斷增長的業務進一步增強了我們的可持續發展能力，但更為重要的是，我們通過不斷提升清潔能源供應能力，對社會的可持續發展產生積極影響。我們通過業務運營貢獻了稅收、提供了就業崗位，本報告期間，我們穩步推進在安全、環保、職業健康等方面的體系化建設，降低我們在運營中對環境、員工以及社區的不利影響，同時增加在員工發展、客戶滿意度、供應商管理等方面的投入，並增加資訊披露等與持份者間的溝通，以期更好地瞭解社會各界的需求，並通過我們的行動作出回應，完善企業可持續發展管理內容。

面對2017-18年，儘管依然存在天然氣價格變動等不確定因素，但我們相信，國家對堅持生態文明、發展清潔能源、推動環境保護等整體戰略將保持不變，我們對於推進清潔能源建設，保證員工、客戶、社區等各方利益，實現與合作夥伴共贏發展的堅持也將保持不變。我們也期待著能夠聽到更多利益相關方的聲音，對於我們的發展和環境社會表現提出建議，以驅動我們未來在推動社會發展可持續方面發揮更大的作用。

莫世康博士

主席

中國北京，2017年6月30日

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT CHINESE PEOPLE HOLDINGS COMPANY LIMITED

The Group is one of the leading clean energy distributors in China, which is principally engaged in the investment, construction and operation of urban gas pipeline infrastructure, storage and transportation facilities in China, conveying natural gas and LPG to household and C/I customers, developing and applying natural gas, LPG related technology, and the production and sale of barreled drinking water. As at 31 March 2017, we invested/managed 106 projects, with its business scope throughout southwest, northwest, southeast, north, northeast and other provinces (cities) in China.

For the year 2016-17, the domestic economic growth slowed down further. The domestic gas industry experienced the changes of supply and demand which brought us an unprecedented challenge. Under the circumstances of severe economic development condition and the complicated industry development, all employees of the Group continue to carry on the principle of "serving society, serving livelihood, leading industry, eternal foundation", and adhere to the core values of "service first, respect customer, better quality". We actively respond to the "Policies of Energy Conservation, Emission Reduction and Environmental Governance, and Implementation of the Air Pollution Prevention and Control Action Plan". We constantly enhance management with actions in the face of difficulties, take the initiative to carry out reform and innovation, continue to motivate employees, and firmly grasp development initiatives. At the same time, we actively expand sales and marketing network, provide customers with clean and convenient energy and services to improve the urban ecological environment, and continue to create long-term and stable value for shareholders, employees, customers, and society.

ABOUT THIS REPORT

This report is the first Environmental, Social and Governance ("ESG") Report published by the Group to disclose the actions and performance on sustainable development issues of the Group in a transparent and open manner, aiming at raising stakeholders' confidence in and understanding of the Group.

關於中民控股有限公司

本集團是國內具規模的清潔能源分銷商之一，主要於中國從事投資、建設、經營城市燃氣管道基礎設施、儲運設施，向居民和工商業用戶輸送天然氣和液化氣，開發與應用天然氣、液化氣相關技術及生產和銷售桶裝飲用水。截至2017年3月31日，我們已投資成立／管理達106個項目，業務範圍遍及中國西南、西北、東南、華北、東北等省（市）區域。

2016-17年，國內經濟增速進一步放緩，國內燃氣行業出現了供需格局逆變，給我們帶來了前所未有的挑戰。面對嚴峻的經濟發展形勢和複雜的行業發展現狀，本集團全體員工繼續秉承「貢獻社會、服務民生、行業領先、基業永恆」的宗旨，堅守「服務為先、客戶為尊、質量為佳」的核心價值觀，積極響應國家「節能減排和環境治理的政策，深入實施大氣污染防治行動計劃」的號召，迎難而上，不斷用行動提升管理，主動進行變革創新。持續提高全體員工的奮鬥心，牢牢把握發展的主動權，積極擴張銷售及營銷網絡，為用戶提供清潔便利的能源和服務，改善城市生態環境，持續為股東、員工、客戶和社會創造長期穩定的價值。

關於本報告

本報告為本集團發布的首份《環境、社會及管治（「環境、社會及管治」）報告》，以透明、公開的方式披露本集團在可持續發展議題上的行動和績效，以增加持份者對本集團的信心和瞭解。



Environmental, Social and Governance Report

環境、社會及管治報告

REPORTING YEAR

All the information included in this report reflects the performance of the Group in environmental management and social responsibility for the period from 1 April 2016 to 31 March 2017. Afterwards, the Group will publish the ESG Report on a regular basis every year for continuous public inspection and enhance the transparency of information disclosure.

REPORTING SCOPE

This report focuses on the operation of the Group in respect of its principal operating segments, i.e. the businesses of piped gas and transportation, distribution and retail of LPG in China. Subject to the maturity of the Group's data collection system and the deepening of the environment, society and governance efforts, the Group will expand disclosure scope and even fully cover all the operations of the Group. This report does not include disclosure of key environmental performance indicators. The Group will further refine and standardise the reporting indicators in the following year.

REPORTING PRINCIPLES

This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**Guides**”) issued by the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Stock Exchange presents four reporting principles in the Guides, including materiality, quantitative, balance, and consistency, as the basis for the preparation of the ESG Report. This report provides an overview of the Group's ESG performance in a simple and concise manner. The information included in this report is derived from the Group's official files and statistics and the consolidation of monitoring, management, and operational information in accordance with the relevant systems of the Group. The final chapter of this report contains a complete content index for quick reference.

The Group is committed to contributing to the energy and environmental protection in China, and maximising the long-term interests of shareholders, customers, employees, society and business at the same time.

報告年度

本報告中的所有資料均反映本集團於2016年4月1日至2017年3月31日止期間在環境管理和社會責任方面的績效。往後，本集團將每年定期發布環境、社會及管治報告，以供各界隨時查閱，持續提升資訊披露的透明度。

報告範圍

本報告聚焦於本集團在其主要營運點，即位於中國境內之管道燃氣業務及運輸、分銷及零售液化氣業務的營運。待本集團在資料收集系統更趨成熟，以及環境、社會及管治的工作深化之後，本集團將擴大披露的範圍，至本集團的所有營運。是次報告並不包括環境關鍵績效指標的披露，本集團將於明年進一步匯報的指標細化和標準化。

報告準則

本報告是依循香港聯合交易所有限公司（「**聯交所**」）頒布的《環境、社會及管治報告指引》（簡稱「**指引**」）而編制。聯交所在《指引》中提出了匯報的四項原則，包括：重要性、量化、平衡及一致性，作為編制《環境、社會及管治報告》的基礎。本報告以精簡的形式概述本集團的環境、社會及管治表現。本報告中的資料來自本集團的官方檔和統計數據，以及根據本集團相關制度提供的監測、管理和營運資料整合匯總。本報告的最後一章有完整的內容索引，以便讀者快速查閱。

本集團致力為中國的能源和環保事業貢獻力量，與此同時實現股東、客戶、員工、社會和企業的長期利益最大化。

Environmental, Social and Governance Report

環境、社會及管治報告

COMMUNICATION WITH STAKEHOLDERS

The business activities of the enterprise are not simply the process of creating revenue, but also include the reasonable distribution of benefits and commitments of the creditors, shareholders and other stakeholders. The sustainable development of the Group is closely related to the various stakeholders. On the one hand, as a member of industry chain and the society, stakeholders can have a direct impact on the enterprise through their decisions and behaviour, while sustainable development initiative can be effectively achieved through timely response to the needs of stakeholders; On the other hand, the enterprises has a direct and indirect impact on each stakeholder through the provision of products and services and construction. In the course of business operation, the effective participation of stakeholders enables us to assess the impact of our decisions correctly, timely adjust the direction of action and achieve sustainable development of the Group itself and stakeholders finally. The Group is fully committed to establishing good interaction with stakeholders.

By examining the types and content of stakeholders affected by the operations of the Group, we have identified key stakeholders and their ways of participation, and have carried out targeted response measures for respective demand. Among them, effective communication with stakeholders can help us understand the requirements of both sides, explore the development of future cooperation measures, which has gradually become an important part of the work of various departments.

與持份者溝通

企業的經營活動並不單純是利益的創造過程，同時還包括對債權人與股東等持份者的合理利益分配以及責任承擔。本集團的可持續發展與各持份者息息相關。一方面，作為行業產業鏈及社會中的一員，持份者能通過他們的決策及行為對企業產生直接的影響，通過對持份者需求的及時回應，能有效獲得發展的持續動力；另一方面，企業通過所提供的產品及服務、工程建設，對各持份者產生了直接及間接的影響。在企業運營過程中，持份者的有效參與能夠幫助我們正確評估自身的決策影響，及時調整行動方向最終實現本集團自身與持份者的可持續發展。本集團全力與持份者形成良好互動關係。

通過審視本集團運營各環節所影響的利益相關方類型與內容，我們識別出了重要的利益相關方及其參與方式，並針對各需求點採取了針對性的回應措施。其中，與利益相關方的有效溝通能夠幫助我們瞭解雙方的要求，探討制定未來的合作措施，逐漸成為了各部門工作的重要內容。

Environmental, Social and Governance Report

環境、社會及管治報告

TABLE OF STAKEHOLDERS' CONCERNS AND COMMUNICATION CHANNELS 持份者關注點與溝通管道一覽表

Types of stakeholders 持份者類型	Expectations and requirements 期望與要求	Communication and response methods 溝通與回應方式	Main communication methods 主要溝通方式
Shareholders, investors and creditors 股東、投資者與債權人	<ul style="list-style-type: none"> ➢ continuous and stable investment return with timely information disclosure ➢ business operations with compliance ➢ understand the business status of the Company ➢ 持續穩定的投資回報及時的資訊披露 ➢ 合規的企業運營 ➢ 瞭解公司經營情況 	<ul style="list-style-type: none"> ➢ improve profitability, improve resource use efficiency, improve investment value of shareholder ➢ timely information disclosure ➢ comply with market rules ➢ attention to transparent operation ➢ 提高盈利能力，提升資源利用效率，提高股東投資價值 ➢ 及時披露資訊 ➢ 遵守市場規則 ➢ 重視透明經營 	<ul style="list-style-type: none"> ➢ interim and annual reports and corporate announcements ➢ general meetings ➢ Company website ➢ Company email ➢ Company telephone ➢ 中期及年度報告及企業公告 ➢ 股東大會 ➢ 公司網站 ➢ 公司電郵 ➢ 公司電話
Employees 員工	<ul style="list-style-type: none"> ➢ broad space of career development ➢ attractive salary and benefits ➢ complete health and safety protection ➢ grow together ➢ 廣闊的職業發展空間 ➢ 豐富的薪酬福利 ➢ 完善的健康安全保障 ➢ 共同成長 	<ul style="list-style-type: none"> ➢ improve staff recruitment, promotion and other internal management system ➢ enrich staff life ➢ provide a variety of staff work and life security ➢ democratic communication ➢ education and training ➢ 完善員工招聘、晉升等內部管理制度 ➢ 豐富員工生活 ➢ 提供多樣化的員工工作與生活保障 ➢ 民主溝通 ➢ 教育培訓 	<ul style="list-style-type: none"> ➢ internal website ➢ enterprise newsletter ➢ working conference ➢ provide learning platform ➢ carry out employee activities ➢ focus on employee health ➢ 內部網站 ➢ 企業內刊 ➢ 工作會議 ➢ 提供學習平台 ➢ 開展員工活動 ➢ 關注員工健康

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TABLE OF STAKEHOLDERS' CONCERNS AND COMMUNICATION CHANNELS

持份者關注點與溝通管道一覽表 (續)

(Continued)

Types of stakeholders 持份者類型	Expectations and requirements 期望與要求	Communication and response methods 溝通與回應方式	Main communication methods 主要溝通方式
Customers 用戶	<ul style="list-style-type: none"> ➢ stable, safe gas supply ➢ timely response to customer requirements ➢ improve service quality ➢ integrity compliance ➢ transparent information ➢ reasonable price 	<ul style="list-style-type: none"> ➢ establish comprehensive safety monitoring system and response system ➢ improve customer complaint process, define customer responsibility system ➢ formulate service standardisation guidance manual ➢ contract execution ➢ suggestions and feedback ➢ 建立全面的安全監察制度與回應制度 ➢ 完善客訴處理流程，界定客訴責任制 ➢ 制定服務標準化指導手冊 ➢ 合同執行 ➢ 建議與回饋 	<ul style="list-style-type: none"> ➢ carry out regular community publicity, such as gas safety ➢ customer complaint return visit ➢ conduct customer satisfaction surveys ➢ establish call centre ➢ 定期開展安全用氣等社區宣傳 ➢ 用戶投訴回訪 ➢ 開展用戶滿意度調查 ➢ 建立呼叫中心
Partners	<ul style="list-style-type: none"> ➢ common development, resource sharing, win-win cooperation ➢ open and fair ➢ open procurement ➢ execute contract on time ➢ guaranteed payment 	<ul style="list-style-type: none"> ➢ ensure transparency in procurement process, accept internal and external monitoring ➢ reasonable control of corporate cash, ensure timely perform agreement and contract payment ➢ high-level visits, negotiation and communication ➢ regular meetings, multi-channel cooperation and research, advice and support ➢ carry out strategic cooperation ➢ open procurement information 	<ul style="list-style-type: none"> ➢ procurement, tender notice and publicity on government website ➢ corporate integrity report phone
合作夥伴	<ul style="list-style-type: none"> ➢ 共同發展、資源分享、合作共贏 ➢ 公開公正 ➢ 公開採購 ➢ 按時履行合同約定 ➢ 保證付款 	<ul style="list-style-type: none"> ➢ 保證採購流程的透明度，接受內部及外部監察 ➢ 合理管控企業現金，保證及時付款和協議合同執行 ➢ 高層互訪、談判與交流 ➢ 定期會議、多管道合作與研究，建議與支持 ➢ 開展戰略合作 ➢ 公開採購資訊 	<ul style="list-style-type: none"> ➢ 政府網站上的採購、招標公告與公示 ➢ 企業廉政舉報電話

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持份者關注點與溝通管道一覽表 (續)

(Continued)

Types of stakeholders 持份者類型	Expectations and requirements 期望與要求	Communication and response methods 溝通與回應方式	Main communication methods 主要溝通方式
Government 政府	<ul style="list-style-type: none"> ➢ promote local and peripheral industries development ➢ business operations with compliance ➢ service with livelihood protection ➢ 帶動地方及周邊產業發展 ➢ 合規的企業運營 ➢ 服務民生保障 	<ul style="list-style-type: none"> ➢ provide employment for operating areas, tax contribution ➢ cooperate with government supervision, improve internal compliance monitoring system ➢ actively promote urban gas supply ➢ enhance safety level ➢ 為經營地提供就業崗位，貢獻稅收 ➢ 配合政府監察工作，完善內部合規監察制度 ➢ 積極推進城市供氣 ➢ 提升安全水平 	<ul style="list-style-type: none"> ➢ participate in government meetings, regular visits ➢ accept supervision by government officials ➢ 參與政府會議，定期拜訪 ➢ 接受政府工作人員監察
Environment 環境	<ul style="list-style-type: none"> ➢ energy saving, resource saving ➢ address climate change and ecological protection ➢ 節能減排、節約資源 ➢ 應對氣候變化和生態保護 	<ul style="list-style-type: none"> ➢ ensure compliance with laws and regulations of environment, safety, integrity, etc. ➢ green design and construction ➢ maintain ecological balance ➢ green office ➢ 保證對環境、安全、廉潔等各方面法律、法規的遵守 ➢ 綠色設計及施工 ➢ 維護生態平衡 ➢ 綠色辦公 	<ul style="list-style-type: none"> ➢ actively respond to "Coal to Gas" policy, assist local governments, actively promote green environmental protection projects ➢ implement emission reduction and energy-saving measures in office ➢ 積極響應「煤改氣」政策，協助各地政府，積極推進綠色環保工程 ➢ 實行辦公室減排節能措施

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持份者關注點與溝通管道一覽表 (續)

(Continued)

Types of stakeholders 持份者類型	Expectations and requirements 期望與要求	Communication and response methods 溝通與回應方式	Main communication methods 主要溝通方式
Community and the public 社區與公眾	<ul style="list-style-type: none"> ➢ contribute to community development ➢ participate in community activities, maintain good communication with the community ➢ promote local industry development 	<ul style="list-style-type: none"> ➢ promote community public utilities development ➢ improve local infrastructure construction through road construction, pipeline laying, etc. ➢ maintain good communication with local residents ➢ training and publicity ➢ communication and public welfare 	<ul style="list-style-type: none"> ➢ community representative survey ➢ daily operation visits ➢ join public welfare ➢ poverty alleviation ➢ community volunteer service
社區與公眾	<ul style="list-style-type: none"> ➢ 貢獻社區發展 ➢ 參與社區活動，保持與社區的良好溝通 ➢ 帶動當地產業發展 	<ul style="list-style-type: none"> ➢ 推動社區公共事業發展 ➢ 通過道路修建、管道鋪設等行動，完善當地基礎設施建設 ➢ 保持與運營地居民的良好溝通 ➢ 培訓與宣傳 ➢ 溝通及公益行動 	<ul style="list-style-type: none"> ➢ 社區代表調查 ➢ 日常運營中的走訪 ➢ 投身公益 ➢ 扶貧幫困 ➢ 社區志願者服務動

The business of the Group affects different stakeholders, while stakeholders also have different expectations for the Group. In the future, the Group will continue and expand the communication with stakeholders, and collect the views of stakeholders more broadly through different forms so that the substantive analysis will be more complete. Meanwhile, the Group will enhance the reporting principles of quantitative, balance and consistency, and define the content and information presentation of this report in a manner that is more compliance with the expectations of stakeholders.

本集團的業務影響著不同持份者，而持份者對本集團也有著不同的期望。未來，本集團將持續並擴大與持份者的溝通，透過不同形式更廣泛地收集持份者的意見，令實質性分析更完備。同時，本集團也會提升量化、平衡及一致性的匯報原則，以更符合持份者期望的方式，界定本報告的內容及資訊的呈現。



Environmental, Social and Governance Report

環境、社會及管治報告

1. Responsibility to Shareholders, Investors and Creditors

The Group is actively responsible for shareholders, creditors and other stakeholders to build a sound corporate governance structure and a business culture with value maximisation so that the value of enterprise continues to grow. Shareholders receive a satisfactory return, and the Group obtains long-term trust and support of shareholders and investors. The Group is strictly in compliance with the relevant laws and regulations and the requirements of the Company regulations, establishes an open and transparent communication mechanism with investors, strictly abides by the pertinent information disclosure requirements of listed companies and communicate closely with investors and shareholders. In-depth understanding of the Group by shareholders and creditors is promoted through the release of results, announcements, press releases, etc.

While focusing on the protection of shareholders' rights, the Group attaches importance to the fulfilment of the obligations to creditors. The Group maintains a good cooperative relationship with financial institutions and suppliers and makes full use of funds to promote the healthy and orderly development of the Group's business. At the same time, good operating performance and strict corporate financial management system further protect the interests of creditors. The Group also takes full account of the legitimate interests of creditors during important business decision-making processes, strictly complies with the contracts signed with creditors to fulfil obligations, and timely inform the creditors about the vital information. The responsibility to creditors is entirely fulfilled to protect the legitimate interests of creditors against infringement and achieve good social and capital reputation.

2. Responsibility to Employees

Since its establishment in 2003, the Group has approximately 1,700 employees in China. They love and focus on their jobs, and continue to enhance their skills. They can actively practice the corporate culture of "Civigas" by leadership and example. They are the promoters of the Group's development.

1. 對股東、投資者與債權人的責任

本集團積極承擔對股東和債權人等持份者的責任，構建完善的公司治理結構，以價值最大化為導向的企業經營文化，使企業價值不斷增長，使股東獲得滿意的回報，贏得股東和投資者的長期信賴和支持。本集團嚴格根據相關法律法規和公司規章要求，與投資者建立公開和透明的溝通機制，嚴格遵守上市公司有關信息披露的規定，與投資者及股東緊密溝通。通過業績發布、公告、新聞稿等方式，促進股東和債權人對本集團的深入瞭解。

在注重對股東權益保護的同時，本集團重視對債權人責任的履行。本集團與金融機構及供應商保持著良好合作關係，本集團充分合理利用資金推動本集團業務健康和有序發展，同時，良好的經營業績和與嚴謹的企業資金管理制度也進一步保障了債權人的利益，本集團在各項重大經營決策過程中也對債權人的合法權益予以充分考慮，嚴格按照與債權人簽訂的合同履行義務，及時通報與債權人相關的重大信息，充分履行對債權人的責任，保障債權人的合法權益不受侵害，取得良好社會和資本信譽。

2. 對員工的責任

從2003年發展至今，本集團已在全國擁有近1,700名員工。他們熱愛並專注於自己的工作，並且能夠不斷提升自己的技能，他們能夠積極踐行「中民」的企業文化，並以身作則，他們是本集團發展的推動者。

Environmental, Social and Governance Report

環境、社會及管治報告

2. Responsibility to Employees (Continued)

Employment System

The Group regards employees as one of the most valuable assets. The Group believes that each employee should be respected and treated fairly. The Group has established a clear employment mechanism and has provided employees with an understanding of their interests and responsibilities as well as the Group's requirements on their behaviour and discipline through the issuance of the Employee Manual, cultural publicity and business training.

The Group also has a well-established performance management system. The Group conducts an assessment at least once a year through staff performance appraisal mechanism, so as to allow the Group to objectively assess the performance and potential of employees and explore ways to enhance working quality and improve working procedures. Regarding employee promotion, the Group promotes its outstanding employees to fill the vacancies as far as possible. Regarding employee benefits, besides annual leave, paid sick leave, maternity leave, paternity leave, and mandatory insurance for employees under the Hong Kong Employment Ordinance and the Labour Contract Law of the People's Republic of China, the Group provides full paid compassionate leave as well as group life insurance. The Group adjusts the salaries of employees with reference to market conditions and provides attendance award and special allowance to affirm the contribution of employees.

2. 對員工的責任 (續)

僱傭制度

本集團視員工為最重要的資產之一。本集團相信每位員工均應受到尊重及公平對待。本集團建立了一套清晰的僱傭機制，並透過發放《僱員手冊》、通過文化宣傳和業務培訓等工作，讓員工瞭解自己的權益與責任，以及本集團對員工行為與紀律的要求等。

本集團亦設有一套完善的工作表現管理制度。本集團透過員工工作表現評核機制，每年最少進行一次評核，讓本集團客觀地評估員工的工作表現及潛能，藉此探討方法提升工作質素和改善工作程式。在員工晉升方面，本集團根據員工的評核結果，盡可能在內部擢升優秀員工以填補公司職位空缺。在員工福利方面，本集團除根據香港的《僱傭條例》及國內的《勞動合同法》要求提供年假、有薪病假、產假及男士侍產假，以及為員工購買必須的保險之外，本集團還額外提供全薪恩恤假期，以及團體人壽保險等。本集團會根據市場情況而調整員工薪酬，並設有勤工獎和特別津貼，以肯定員工的貢獻。

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環境、社會及管治報告

2. Responsibility to Employees (Continued)

Employment System (Continued)

Employee structure of the Group as at 31 March 2017:

2. 對員工的責任(續)

僱傭制度(續)

截止2017年3月31日本集團僱傭員工構成：

		Number 人數
Classified by age structure (person)	按年齡結構劃分(人)	
35 or below	35歲或以下	762
36-45	36-45歲	624
46-55	46-55歲	292
56 or above	56歲或以上	46
Total	合計	1,724
Classified by employee education (person)	按員工學歷構成(人)	
Graduate and above	研究生及以上	9
Degree	本科	225
Tertiary	大專	398
Secondary and below	中專及以下	1,092
Total	合計	1,724
Classified by employee gender (person)	按員工性別劃分(人)	
Male	男	1,142
Female	女	582
		1,724
Resigned employee during the year	年內離職員工	
Total number of resigned employee (person)	離職員工總人數(人)	154
Classified by age structure (person)	按年齡結構劃分(人)	
35 or below	35歲或以下	111
36-45	36-45歲	34
46-55	46-55歲	7
56 or above	56歲或以上	2
Total	合計	154
Classified by employee gender (person)	按員工性別劃分(人)	
Male	男	120
Female	女	34
		154

Environmental, Social and Governance Report

環境、社會及管治報告

2. Responsibility to Employees (Continued)

Employment System (Continued)

Considering that the business of the Group is mainly located in China, this report does not specifically disclose the employment and resignation of employees classified by region.

The daily operations of the Group require manual labour. As such, the number of male employees in the Group is greater than that of female employees. However, there is no unfair treatment to male and female employees of the Group in respect of salary.

The Group prohibits any sexual harassment and does not allow any discrimination. The Group has set up redress mechanism whereby employees can make complaints when they consider being unfairly treated. The Group also ensures that the complainant will receive a reply within a reasonable period. During this reporting period, the Group did not find any non-compliance cases in relation to employment system.

Labour Standards

The Group is acutely aware that child and forced labour violate basic human rights and international labour conventions, and pose a threat to sustainable social and economic development. The Group strictly abides by the Hong Kong Employment Ordinance and the Labour Contract Law of the People's Republic of China and has set up the Policy of Prohibition of Child Labour to ensure the awareness of all employees. To enhance the understanding of the policy by the relevant colleagues, the Group makes a precise definition of child labour. During open recruitment, candidates shall submit a copy of identity document and show the original one to verify. Once child labour is found, the candidate will be escorted to home for guardians. The employment policy of the Group also protects the right of any person to choose a profession freely and ensures that all employment relationships within the Group are voluntary.

All employees recruited during the year are in compliance with the minimum working age requirements stipulated in the relevant laws and regulations of Hong Kong and China, and there were no incidents of child labour and forced labour.

2. 對員工的責任 (續)

僱傭制度 (續)

考慮到本集團業務主要集中在中國境內，本報告不對按地區劃分的員工僱傭及離職資料進行專門披露。

本集團的日常營運需要員工進行體力勞動，因此本集團的男性員工人數比女性員工人數多。但是，本集團的男女在員工薪酬上並沒有出現不公平對待。

本集團嚴禁任何性騷擾行為，亦不容許任何歧視行為。本集團設有申訴機制，讓員工在認為受到不公平對待時，得以作出申訴。本集團亦確保申訴人會於合理的期限內得到回覆。在本報告期內，本集團並無發現與僱傭制度相關的違規個案。

勞工準則

本集團充份認識到童工和強制勞工違反基本人權和國際勞工公約，並對可持續的社會和經濟發展構成威脅。本集團嚴格遵守香港的《僱傭條例》及國內的《勞動合同法》，並訂立《禁止使用童工政策》，確保所有員工知悉。為提升相關同事對政策的理解，本集團對童工的定義作出清晰說明。向社會公開招聘時，應聘人員須提交身份證複印件及出示身份證原件進行核實。一旦發現聘用童工的情況，將會派人護送其回家並交其監護人。本集團的僱傭政策亦保障任何人士自由選擇職業的權利，確保本集團內所有僱傭關係均為自願。

年內僱傭的所有員工均符合香港及中國相關法律法規所規定的最低工作年齡要求，未發生僱傭童工及強制勞工的事件。

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2. Responsibility to Employees (Continued)

Training and Development

The Group is convinced that nurturing and retaining outstanding talents is essential to ensure business development and strengthen enterprise competitiveness. The Group regards employees as the strategic partner of the enterprise and provides them with different types of internal training courses targeted to enhance their working knowledge and skills. The Group also subsidises individual employee to enrol in job-related training courses based on actual needs. The Group will continue to invest resources in enhancing staff training programs.

New employees are an important new force for sustainable personnel development. We carry out induction training, etiquette training, team building and other basic training for new employees, and conduct targeted mental health training to help them adjust mentality and begin their career steadily. Meanwhile, we focus on the integration of theory and practice and provide sufficient opportunities for new employees to practise project operation, helping them to grow rapidly in practice and clear the future direction of development.

In addition, we carry out the “outstanding team and excellent personal” selection and other forms every year to recognise and reward outstanding team and individual, fully stimulating the enthusiasm and passion of employees. More and more outstanding employees become well known throughout the Group after the selection, which in turn raise team cohesion and their centripetal force to the Group. Through the publication of industry policies and news by internal and external networks, the internal newsletter “Civigas” becomes a bridge of employee communication to establish a harmonious relationship among employees. Moreover, we provide staff manual to each employee, actively promote the culture of “Civigas”, constantly inherit corporate culture and innovation, integrate individual goals with enterprise development goals, and achieve common development of employees and enterprise. The headquarter of the Group and project companies also prepare various activities for employees, such as regular democratic life meetings, standard study, medical and physical examination, mountain climbing, fun games, speech competitions, etc. to enrich the cultural lives of employees.

2. 對員工的責任 (續)

培訓與發展

本集團深信培育與留任優秀人才是確保企業得以發展以及強化企業競爭力的核心。本集團把員工視為企業的策略夥伴，有針對性地提供不同類型的內部培訓課程，以提升員工的工作知識及技能。本集團更會按實際需要，資助個別員工報讀與工作有關的培訓課程。本集團亦將不斷投放資源，提升員工的培訓計劃。

新員工是人才可持續發展的重要新鮮力量。我們在對新員工開展入職培訓、禮儀培訓、團隊建設等基礎常規培訓外，還有針對性地開展心理健康培訓，幫助他們調適心態，穩步走上事業之旅。同時，我們注重理論與實踐相結合，充分為新員工提供專案運作的實踐機會，在實踐中迅速成長，幫助新員工清楚未來發展方向。

此外，每年我們還通過「優秀團隊和優秀個人」評選等形式，表彰獎勵優秀團隊和個人，充分調動員工的積極性與奮鬥激情。越來越多的優秀員工通過評選被整個集團所熟知，增加了團隊凝聚力和員工對集團的向心力。通過企業內部網路與外部網路發布行業政策及消息，把《中民燃氣》內刊作為員工溝通的橋樑，構建和諧的員工關係；此外，我們還發佈員工手冊給每一位員工，積極宣傳推廣「中民」企業文化，不斷促進企業文化傳承與創新，把員工個人奮鬥目標與企業發展目標有機結合，實現員工和企業共同發展。集團總部和各項目公司也為員工籌備各類活動，例如定期開展民主生活會、對標學習、醫療體檢、登山、趣味運動會、演講比賽等等以豐富員工的文化生活。

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2. Responsibility to Employees (Continued)

Training and Development (Continued)

Total hours for employee trainings for the year 2016 – 2017:

		Total training hours 培訓總時數
Classified by employee gender (person)	按員工性別劃分 (人)	
Male	男	8,565
Female	女	2,838
		11,403

Health and Safety

The Group believes that the operational efficiency of the enterprise is closely related to the occupational health and safety of all employees. The Group regards the health and safety of its employees as an important mission, strives to maintain a healthy and safe working environment and to prevent accident and occupational disease. In respect of occupational health and safety, the Group continuously strengthens occupational health and safety management and strives to prevent accidents and occupational hazards through the establishment of vocational education and job training systems for employees; and carry out regular medical and physical examination activities every year to provide health and disease prevention advice for employees, so as to create a safe, healthy and stable working environment for employees, while continuously improve their physical and mental health standards.

Regarding safety production, the Group has invested necessary funds to ensure fire safety management, the detection and monitoring of main hazard sources, and the smooth investigation and management of hidden dangers. On the other hand, through the face-to-face training classified by level, professional and types, covering fire safety, major hazard detection and monitoring, and risk detection and management, the safety awareness of employees is strengthened in respect of concept and ideology, so as to secure safe production. To ensure various measures are implemented in place, the safety-related indicators have been included in the staff performance appraisal.

During this reporting period, the Group did not find any non-compliance cases in relation to health and safety.

2. 對員工的責任 (續)

培訓與發展 (續)

2016-2017年度員工培訓總時數：

		Total training hours 培訓總時數
Classified by employee gender (person)	按員工性別劃分 (人)	
Male	男	8,565
Female	女	2,838
		11,403

健康與安全

本集團認為企業的營運效率與所有員工的職業健康與安全有著密切相關。本集團將員工的健康及安全視為重要任務，致力維持一個健康與安全的工作環境，及防止工傷意外及職業病發生。在員工職業健康和安全管理方面，本集團不斷加強職業健康與安全管理，通過建立公司員工的職業教育和崗位培訓制度，努力預防安全事故和職業危害的發生；每年定期開展醫療體檢活動，提供健康及疾病防範諮詢，為員工創建安全、健康、穩定的工作環境，不斷提高員工的身心健康水準。

在安全生產方面，本集團投入必要的資金，保障消防安全管理、重大危險源安全檢測與監控、隱患排查治理工作的順利進行，另一方面通過面授分層級、分專業、分工種開展培訓工作，內容涵蓋消防安全、重大危險源安全檢測與監控及隱患排查治理，促進員工從理念與思想上強化安全意識，從而實踐安全生產。為確保各項措施執行到位，安全生產相關指標已被納入員工績效考核。

在本報告期間內，本集團並未發現與健康與安全相關的違規個案。



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3. Responsibility to Customers/Partners

Under the current intense competitive market environment, customer requirements for products and services continue to rise. The Group believes that only to create the greatest value for customers can get their trust and support.

While providing customer service, the Group requires employees to always focus on the life and property safety of customers, and always prioritise the safety concept of the Group throughout the whole process of service. The safety production principle of “safety first, prevention-oriented, consolidated management, continuous improvement” is adhered, so as to strengthen safety management, establish proper job safety standardisation, and provide customers with stable and safe gas supply. During this reporting period, the Group focused on promoting the safe operation of benchmarking management and enhance safety management standard through benchmarking. The Group continues to organise safety checks of various levels, carry out safe operation emergency drills, strengthen dangerous source control, and implement general hidden risk reports and other activities, which have achieved outstanding results. The project companies provide quality services to customers and carry out safety publicity activities for the local public to disseminate promotional materials, answer inquiries, and vigorously promote urban gas regulations and practical safety knowledge. Customised convenience services are closely provided to residents, forming a good atmosphere of “all stress safety, all value safety, all is safe”, which has been praised and appreciated by local government leadership and the public.

Anti-corruption is also the focus of the Group’s commitment to service quality. During staff recruitment, the Group focuses on employees’ knowledge and technology and also places great importance on their character. The Group stipulates specific requirements for employees to deal with conflicts of interest and prevent corruption and bribery, so as to ensure that the interests of customers are guaranteed. The anti-corruption measures of the Group are effectively implemented. During the reporting period, the Group did not have any corruption litigation cases related to the Group and its employees.

3. 對用戶／合作夥伴的責任

在當今競爭激烈的市場環境下，客戶對產品和服務的要求不斷提高。本集團深知，唯有為客戶創造最大價值才能得到客戶的信賴與支持。

本集團在提供用戶服務的同時，要求員工時刻關注用戶的生命財產安全，始終將本集團的安全理念貫穿於服務的全過程。以「安全第一、預防為主、綜合治理、持續改進」的安全生產方針，強化安全管理，做好安全標準化建設，為廣大用戶平穩安全供氣。本報告期間，本集團著重推動安全運營對標管理工作，通過對標提升安全運營管理水準。不間斷地組織各個層級進行安全檢查、開展安全運營應急演練、加強危險源管控、推行全民事故隱患報告等活動，取得了較好的效果。各項目公司在為用戶提供優質服務的同時亦開展安全宣傳活動，為當地市民發放宣傳材料、解答諮詢，大力宣傳城鎮燃氣法規及各類實用安全知識，零距離為居民提供個性化便民服務，形成了「人人講安全、人人抓安全、人人都安全」的良好格局，得到了當地相關政府領導和市民的一致稱讚和好評。

反貪污同樣是本集團保證服務質量的重點。本集團在員工招聘時，除了注重員工的知識和技術，亦非常重視員工的個人品格。本集團對員工處理利益衝突、防止貪污賄賂等議題提出具體要求，確保客戶利益得到保障。本集團的反貪污措施是行之有效的。在本報告期內，本集團並沒有出現與本集團及員工相關的貪污訴訟案件。

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3. Responsibility to Customers/Partners (Continued)

The Group also attaches great importance to customer privacy and intellectual property rights. The Group will protect the interests of its customers in the form of contracts. The Group also stipulates in the Employee Manual concerning the handling requirements of confidential information and confidentiality responsibilities of employees. The Group expects to maintain fair market competition through employee education. During the reporting period, the Group did not find any non-compliance cases in relation to product responsibility.

To provide quality services, the Group attaches great importance to the relationship with suppliers, expecting to cooperate with each other to enhance the entire supply chain environment and social performance with a high standard of corporate ethic. Suppliers related to the Group mainly comprise the providers of gas fuel, machinery and tools, as well as construction materials. The Group will actively consider product safety when selecting the suppliers and stipulate in the sales contract that the machinery and tools provided by the suppliers shall be accompanied by safety design to ensure employee safety. In the future, the Group will review the policy of supply chain management on a regular basis and adopt more products that have a positive impact on the environment and society under the premise of meeting technical requirements. In the long run, the Group will also encourage suppliers to integrate environmental management and social responsibility into the operation by complying with laws and regulations, and jointly promote the sustainable development of the whole industry.

4. Responsibility to Environment and Resources

As China's economic and social development enters a new norm, the promotion of green development, cycle development, low-carbon development, environmental protection with economic development and livelihood improvement become China's new direction of development. As one of the domestic cross-regional integrated energy service providers, the Group is closely engaged with the adjustment direction of national energy strategy, vigorously develops natural gas and LPG business, provides clean energy supply for a number of cities and regions, and conveys clean energy for all walks of life. While creating economic value, the Group reduces environmental impact through their own products and services.

3. 對用戶／合作夥伴的責任（續）

本集團對用戶私隱及知識產權亦非常重視。本集團會以訂立合約的形式，保障用戶的利益。本集團於《僱員手冊》中亦定明，員工對機密資料的處理要求和保密責任。本集團期望透過員工教育，維護市場的公平競爭。在本報告期內，本集團並無發現與產品責任相關的違規個案。

要提供優質服務，本集團非常重視與供應商的關係，希望透過彼此合作，以高標準的企業道德要求提升整個供應鏈的環境與社會績效。與本集團相關的供應商主要包括燃氣、機器和工具，以及工程物料的供應商。本集團在選擇供應商時，會積極考慮產品的安全性，並在買賣合同上訂明供應商所提供之機器及工具須附有安全設計，保障員工的安全。未來，本集團將定期檢討供應鏈管理政策，在滿足技術需求的前提下，採用更多對環境及社會有正面影響的產品。長遠而言，本集團也會鼓勵供應商在守法合規的基礎上，更多地將環境管理和社會責任融入營運，共同推動整個行業的可持續發展。

4. 對環境和資源的責任

隨著中國經濟社會發展進入新常態，推動綠色發展、迴圈發展、低碳發展，在保護環境中實現經濟發展和民生改善成為中國新的發展方向。作為國內的跨區域綜合能源服務商之一，本集團緊扣國家能源戰略調整方向，大力發展天然氣及液化氣業務，為全國多座城市和地區提供清潔能源供應，為各行各業輸送清潔能源，在創造經濟價值的同時，通過自身的產品和服務減少環境影響。

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4. Responsibility to Environment and Resources (Continued)

Meanwhile, the Group actively considers its own environmental impact during construction and operation so as to further improve the environment. During project construction period, the Group invests substantial funds in reducing the environmental impact caused by project construction, including sewage treatment, oil collection, noise reduction, dust reduction, ecological restoration and hazardous waste disposal. During project operation period, we also invest funds for energy saving, technological transformation, etc., in order to reduce the adverse effect on the environment caused by project operation.

For the year ended 31 March 2017, we promoted the use of natural gas and LPG of approximately 592.43 million m³ and 353,486 tons, achieving a saving (substitution) of 1.29 million tons standard coal, reduced emissions of carbon dioxide 3.22 million tons, sulphur dioxide 0.10 million tons and nitrogen oxide 0.05 million tons. Coal and other energy with high pollution and high energy consumption are replaced by natural gas to improve the atmospheric environment. The Group actively responds to the "Coal to Gas" policy and assists local governments to promote this green project actively.

4. 對環境和資源的責任(續)

同時，本集團項目施工期和運營中也積極考慮自身對環境的影響，進一步改善環境。在項目施工期，本集團投入大量資金用於減少項目施工時造成的環境影響，包括污水處理、油污收集、減震降噪、減少揚塵、生態恢復、危險廢棄物處置等；在項目運營期，我們也投入資金用於節能降耗、技術改造等，以降低項目運營時對環境產生的負面影響。

截至2017年3月31日止年度，我們推廣使用天然氣59,243萬立方米及液化氣353,486噸，已實現節約(替代)129.20萬噸標準煤，減排二氧化碳322.03萬噸、二氧化硫9.69萬噸和氮氧化物4.84萬噸。為改善大氣環境，用天然氣取代高污染、高耗能的煤炭等能源。本集團積極響應「煤改氣」政策，協助各地政府，積極推進這一綠色環保工程。

Natural gas business development performance for the years 2015 – 2017

2015-2017年度天然氣業務發展績效

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

		2015	2016	2017
Natural gas sales volume (million m ³)	天然氣售氣量(萬立方米)	50,288	52,372	59,243

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4. Responsibility to Environment and Resources (Continued)

Energy conservation

Regarding energy conservation, the Group has been promoting low-carbon office for years, encouraging paperless office, reducing employee travel (thereby reducing carbon dioxide emissions), and implementing environmental awareness into every detail of employee's work and life. The Group has strict control over the consumption of various energy and resources, promotes the application of new energy-saving technologies, new processes, new equipment and new materials, encourages rational use of energy, and enhances energy and resource utilisation efficiency and economic benefits, which provide conditions for implementing sustainable development. The Group has clarified the management and statistics of the relevant indicators (including water, electricity, fuel consumption, self-use gas) and the management requirements for sewage and solid waste. We also review the energy conservation design of new construction, expansion and innovation projects, in which energy conservation is included in the performance appraisal target system of the Company.

4. 對環境和資源的責任 (續)

節能減排

在節約能源方面，本集團多年來宣導低碳辦公，鼓勵員工無紙化辦公、減少員工差旅（從而減少產生的二氧化碳排放），切實將環保意識落實到員工工作和生活的每個細節。本集團對各種能源和資源的消耗進行嚴格控制，推廣應用節能新技術、新工藝、新設備、新材料，促進合理用能，提高能源與資源利用效率和經濟效益，為實施可持續發展提供條件。本集團明確了相關指標（包括用水、用電、油耗、自用氣）的管理和統計，對污水和固體廢棄物提出管理要求，還將對新建、擴建、改建項目的節能減排設計進行審核，將節能減排列入公司績效考核目標體系。

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4. Responsibility to Environment and Resources (Continued)

Waste Management

The Group is committed to providing customers with clean energy, focuses on waste management during construction and operation, strives to reduce waste, recycles all recyclable waste, safely disposes hazardous waste, and minimises the environmental impact brought by waste. The types of waste generated during the construction and operation of the Group include broken bricks, waste sand, waste concrete, waste packaging materials and waste water during construction; and residential garbage, waste equipment, waste oil and waste batteries generated in the course of operation. The waste generated during construction will be screened for recycling, while those cannot be recycled will be stacked together and disposed by contractors on a regular basis; the waste generated during operation will be transported to garbage station for centralised disposal or recycling by the qualified companies. Besides the insignificant amount of flue gas and waste water that may be generated during the maintenance of equipment, the Group has no emissions during operation.

In addition, the Group vigorously promotes paperless office to reduce waste paper from the source and reduce the environmental impact brought by the corresponding treatments.

The ecological impact of the Group during construction and operation is mainly the destruction of surface vegetation during the trench excavation of natural gas pipeline construction. While designing project, the Group avoids irreversible impacts on land through a reasonable location and choosing less land and bad land. The construction site has no rare plants, rare animals and rare birds. The surroundings topsoil area and temporarily abandoned land are effectively blocked or covered to avoid dust.

The use of water is limited during natural gas/LPG transportation and construction, while the water used in operation is only for domestic consumption with a little amount. Domestic water is entirely collected by urban drainage network and transported to sewage treatment plant for processing.

4. 對環境和資源的責任(續)

廢棄物管理

本集團致力於為客戶提供清潔的能源，在施工和運營過程中注重廢棄物管理，努力減少廢棄物的產生，對可迴圈利用的廢棄物全部回收，安全處置危險廢棄物，最大程度降低廢棄物所產生的環境影響。本集團在施工和運營過程中產生的廢棄物類型包括施工過程中產生的碎磚、廢沙、廢混凝土、廢舊包裝材料、廢水以及運營過程中產生的生活垃圾、廢舊器件、廢油和廢舊蓄電池等。在施工過程中產生的廢棄物類會進行篩選作回收利用，不能回收的統一堆放，由承包方定期處理；而運營過程中產生的廢棄物則統一運往垃圾站集中處置或由有資質的公司回收。除了在設備檢修過程中可能會產生的極少量煙氣和廢水，本集團在運營中不產生排放物。

此外，本集團大力推行無紙化辦公，從源頭上減少了廢舊紙張的產生及相應的處理帶來的環境影響。

本集團在施工和運營過程中對生態的影響主要是在天然氣管道建設施工過程中開挖管溝對地表植被的破壞。本集團在工程設計時通過合理選址，採用少佔地、佔劣地的措施，避免對土地不可逆的影響。工程所在地均沒有珍稀植物、珍稀動物和珍稀鳥類。表土堆放區和臨時棄土的周圍進行有效攔擋或遮蓋避免揚塵。

在天然氣／液化氣運送及的施工工程中使用水量有限，在運營過程中僅涉及生活用水且用量極少。生活用水全部由城市排水管網匯集並輸送到污水處理廠進行處理。

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5. Responsibility to Community

As a company engaging in gas supply, the opinions and advice of household have a direct relationship with the improvement of service quality of gas business. The development of new projects is inseparable from the support of local government and the cooperation of nearby residents. The Group actively involves in the community, understands the practical difficulties of residents, solves their practical problems, and contributes to the development of society.

Policy Support

In recent years, China has constantly promoted natural gas price reform. In 2015, the NDRC published the "Notice about Adjusting the Price of Natural Gas Consumed by Non-residential Users" 《關於理順非居民用天然氣價格的通知》 (NDRC Price 2015 No. 351) and the "Announcement on Reduction of Natural Gas Station Price for Non-domestic Use and Further Promotion of Price Marketisation Reform" 《關於降低非居民用天然氣門站價格並進一步推進價格市場化改革的通知》 (NDRC Price 2015 No. 2688). The prices of natural gas were unified, and the price of natural gas consumed by non-residential users was adjusted. The sales market for natural gas has become more complicated and fluctuated. However, under the impact of policy, our piped gas teams quickly responded to the corresponding national policy, immediately promoted price adjustment, and adjusted end-users' gas price in accordance with different capacities of customers, alternative energy prices and other factors with a flexible pricing strategy. As such, the growth of gas sales is maintained, and the price difference is relatively stable together with balanced development.

5. 對社區的責任

作為一家從事燃氣供應的公司，居民用戶的意見和建議對燃氣業務服務質量的提升有著直接的關係，新建項目的開發離不開當地政府的支持和周邊居民的配合，本集團積極深入社區，理解居民的現實困難，解決當地居民的實際問題，為社會的發展作出一點綿力。

政策支持

近年來國家不斷推進天然氣價格改革，2015年發改委發布了《關於理順非居民用天然氣價格的通知》（發改價格2015351號）及《關於降低非居民用天然氣門站價格並進一步推進價格市場化改革的通知》（發改價格20152688號），實現價格並軌，理順非居民用天然氣價格。天然氣銷售市場變得更加複雜多變，然而，在受政策影響的同時，我們的管道燃氣團隊迅速相應國家政策，立即推進順價進程，根據不同客戶的承受能力、替代能源價格等多方面因素，以靈活的定價策略調整終端使用者氣價，維持售氣量增長和價差相對穩定的平衡發展。



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環境、社會及管治報告

5. Responsibility to Community (Continued)

Community Involvement

Cooperation and support of community, public and government contribute to the safe operation and steady development of enterprise; while the improvement of enterprise's economic performance also contributes to the domestic economic development and living standard improvement, both are complementary. The Group actively involves in the community and has been strengthening communication and interaction with the community to contribute to local community development. While carrying out business, the Group maintains friendly relations with the local community. Before commencing construction, the Group organises talks with individuals and units that may be affected by the project in order to listen to the public views on it, and compensate the individuals and units that occupy the location in accordance with the national policies and regulations. During construction, the Group provides communication channels for petitions, facilitating residents to reflect the situation and provide their opinions and requests through telephone, mailbox, etc. After the project commences operation, the Group organises activities and participates in activities organised by the local community, such as organising basketball games with other units, donating books to schools, imparting natural gas knowledge to residents, etc., which enable the public to identify and understand the Group.

5. 對社區的責任 (續)

社區參與

社區公眾和政府的配合和支持，有助於企業的安全運營和穩健發展；企業經濟業績的提升，又有助於當地地區的經濟發展和居民生活水準的提高，兩者相輔相成。本集團積極融入社區，一直以來加強與社區的溝通和互動，為當地社區發展做貢獻。本集團在開展業務的同時，與當地社區保持友好關係。施工工程開展前，對可能受到項目影響區域的個人及單位進行訪談，聽取社區公眾對項目建設的意見，對佔用當地土地的個人和單位依照國家政策規定予以補償。施工過程中，本集團提供信訪的溝通管道，方便當地居民通過電話、信箱等方式反映情況，提出意見和要求。項目投入運營後，開展活動及參與當地社區舉辦的活動讓社區公眾認識和瞭解本集團。例如，與其他單位進行籃球比賽，向學校捐贈圖書，為居民普及天然氣常識等。

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《環境、社會及管治報告指引》 內容索引

Subject Areas	Content	Related sections in ESG Report	Page index
主要範疇	內容	環境、社會及管治報告中的相關章節	頁碼索引
A1 Emissions			
A1 排放物			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	4. Responsibility to Environment and Resources	Page 51
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	4. 對環境和資源的責任	第51頁
A2 Use of Resources			
A2 資源使用			
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	4. Responsibility to Environment and Resources	Page 51
一般披露	有效使用資源（包括能源、水及其他原材料）的政策。	4. 對環境和資源的責任	第51頁
A3 The Environment and Natural Resources			
A3 環境及天然資源			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	4. Responsibility to Environment and Resources	Page 51
一般披露	減低發行人對環境及天然資源造成重大影響的政策。	4. 對環境和資源的責任	第51頁

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(Continued)

Subject Areas	Content	Related sections in ESG Report	Page index
主要範疇	內容	環境、社會及管治報告中的相關章節	頁碼索引
B1 Employment			
B1僱傭			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	2. Responsibility to Employees	Page 44
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2. 對員工的責任	第44頁
B2 Health and Safety			
B2健康與安全			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	2. Responsibility to Employees	Page 44
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2. 對員工的責任	第44頁
B3 Development and Training			
B3發展及培訓			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	2. Responsibility to Employees	Page 44
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	2. 對員工的責任	第44頁

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《環境、社會及管治報告指引》 內容索引 (續)

(Continued)

Subject Areas	Content	Related sections in ESG Report	Page index
主要範疇	內容	環境、社會及管治報告中的相關章節	頁碼索引
B4 Labour Standards			
B4 勞工準則			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	2. Responsibility to Employees	Page 44
一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2. 對員工的責任	第44頁
B5 Supply Chain Management			
B5 供應鏈管理			
General Disclosure	Policies on managing environmental and social risks of the supply chain.	3. Responsibility to Customers/ Partners	Page 50
一般披露	管理供應鏈的環境及社會風險政策。	3. 對用戶／合作夥伴的責任	第50頁
B6 Product Responsibility			
B6 產品責任			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling (if applicable) and privacy matters relating to products and services provided and methods of redress.	3. Responsibility to Customers/ Partners	Page 50
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤（如適用）及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3. 對用戶／合作夥伴的責任	第50頁

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(Continued)

Subject Areas	Content	Related sections in ESG Report	Page index
主要範疇	內容	環境、社會及管治報告中的相關章節	頁碼索引
B7 Anti-corruption			
B7反貪污			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	3. Responsibility to Customers/ Partners	Page 50
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3. 對用戶／合作夥伴的責任	第50頁
B8 Community Investment			
B8社區投資			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	5. Responsibility to Community	Page 55
一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	5. 對社區的責任	第55頁

Corporate Governance Report

企業管治報告

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 Corporate Governance Code and Corporate Governance Report, amended from time to time, 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 Code Provision is concerned, during the year ended 31 March 2017 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 "Director(s)") acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 March 2017 that give a true and fair view of the Group's financial position as a going concern basis in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements required by the Listing Rules and the Hong Kong Companies Ordinance, amended from time to time. This responsibility includes designing, implementing and maintaining internal control systems 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"), amended from time to time, 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 2017 and up to the date of this annual report, they all confirmed in writing that they have fully complied with the required standard set out in the Model Code during the year ended 31 March 2017 and up to the date of this annual report.

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《企業管治守則》及《企業管治報告》（經不時修訂）所列明之原則及守則條文（「守則條文」）作為基礎制定。就守則條文而言，截至2017年3月31日止年度及截至本年報日期止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布的香港財務報告準則和上市規則及香港《公司條例》（經不時修訂）的披露規定以持續經營準則編製及真實而公平地呈列本集團截至2017年3月31日止年度之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綜合財務報表的內部監控系統，以使該等綜合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所載之上市公司董事進行證券交易的標準守則（「標準守則」）（經不時修訂）作為有關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2017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，而董事已書面確認彼等截至2017年3月31日止年度及截至本年報日期止全面遵守標準守則所規定之標準。



Corporate Governance Report

企業管治報告

(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, who are likely to be in possession of unpublished inside information of the Company. Such relevant employees did and would abide by the provisions of the Model Code. Besides, the Company has adopted internal control policy in relation to the disclosure of inside information of the Company (the “**Inside Information Policy**”).

No incident of non-compliance of the Model Code and/or the Inside Information Policy by such relevant employees was noted by the Company.

(b) The Board

Composition

The composition of the Board ensures a balance of skills and experiences appropriate to the requirements of the businesses and the development of the Company and to the exercising of independent. Other than Dr. Mo Shikang is the father of Ms. Mo Yunbi, the Board members have no financial, business, family or other material/relevant relationships with each other.

The Directors who held office during the year ended 31 March 2017 and up to the date of this annual report are:

Executive Directors:

Dr. Mo Shikang (*Chairman*)
Mr. Zhang Hesheng (*Deputy Chairman*)
Mr. Chu Kin Wang Peleus (*Deputy Chairman*)
Mr. Fan Fangyi (*Managing Director*)
Ms. Mo Yunbi

Non-executive Director:

Mr. Jin Song¹

Independent non-executive Directors:

Dr. Liu Junmin
Prof. Zhao Yanyun
Mr. Sin Ka Man

Note:

¹ retired at the conclusion of annual general meeting (“**AGM**”) of the Company held on 9 September 2016 (“**2016 AGM**”).

(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（可能擁有本公司未公布的內幕消息）在進行本公司證券交易之書面指引。該等有關僱員已經及會遵守標準守則條文。此外，本公司就有關披露本公司之內幕消息已採納內幕消息披露政策（「**內幕消息政策**」）。

本公司並不知悉有任何僱員違反標準守則條文及／或內幕消息政策之事宜。

(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及發展需求以致獨立判斷。除莫世康博士為莫雲碧小姐的父親外，董事會各成員之間並無任何財務、業務、家族或其他重大／相關關係。

下列為截至2017年3月31日止年度及截至本年報日期止在任董事：

執行董事：

莫世康博士（*主席*）
張和生先生（*副主席*）
朱健宏先生（*副主席*）
范方義先生（*董事總經理*）
莫雲碧小姐

非執行董事：

靳松先生¹

獨立非執行董事：

劉駿民博士
趙彥雲教授
冼家敏先生

備註：

¹ 於2016年9月9日本公司股東週年大會（「**2016年股東週年大會**」）結束時退任。

(b) The Board (Continued)

Composition (Continued)

The composition, experiences, balance of skills, qualifications and diversity on the Board are regularly reviewed by nomination committee of the Company to ensure that the Board retains a core of members with longstanding and deep knowledge of the Group alongside new Directors who bring fresh perspectives and diverse experiences to the Board.

The Board complied with the requirements of the Listing Rules relating to (i) the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise; (ii) independent non-executive Director representing at least one-third of the Board; and (iii) audit committee of the Company should have at least three independent non-executive Directors.

The biographical details of all the current Directors are set out on pages 25 to 34 of this annual report.

The list of Directors (by category) is also disclosed in this annual report and all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The Company also maintains on its website (www.681hk.com) and on the Stock Exchange's website (www.hkexnews.hk) an updated list of its Directors (by category) identifying the role and function.

Appointment, Re-election and Resignation of Directors

The Company has established formal, considered and transparent procedures and criteria for the appointment, re-election, resignation, re-designation, retirement and/or removal of the Director(s) in accordance with the Company's Bye-laws, the Listing Rules and all applicable laws.

Pursuant to the Company's Bye-laws and/or the Code Provisions of the Listing Rules, (1) at each AGM of the Company not less than one-third of the Directors for the time being shall retire from the Board by rotation; (2) each Director shall retire from office no later than the third AGM of the Company after he/she was last elected or re-elected in the general meeting of the Company and (3) each Director appointed to fill a casual vacancy or as an additional Director by the Board should retire at the first general meeting of the Company but, being eligible, offer themselves for re-election as the Director by the Shareholders of the Company (the "Shareholders") at the same AGM.

(b) 董事會 (續)

組成 (續)

本公司提名委員會定期檢討董事會組成、經驗、技能平衡、資格及多元化，以確保董事會除了留有對本集團有長久深入認識的核心成員之外，亦能加入新董事為董事會帶來新觀點和不同的經驗。

董事會已遵守上市規則有關(i)委任至少三名獨立非執行董事，而其中至少一名獨立非執行董事具備適當的專業資格或會計或相關財務管理專長的規定；(ii)獨立非執行董事人數佔董事會至少三分之一；及(iii)本公司審核委員會至少有三位獨立非執行董事。

所有現任董事之履歷詳情載於本年報第25至第34頁。

按類別分類之董事會名單根據上市規則於本公司年報及所有不時刊發之企業通訊中披露，本公司並於其網站(www.681hk.com)及聯交所網站(www.hkexnews.hk)按類別提供最新董事名單以及其角色與職能。

董事委任、重選及辭任

本公司已根據本公司之公司細則、上市規則及所有適用法例就董事委任、重選、辭任、調任、退任及／或罷免制定若干正式、合適及具透明度之程序與準則。

根據本公司之公司細則及／或上市規則之守則條文，(1)至少三分之一在任董事須於本公司每屆股東週年大會上輪值退任董事會；(2)各董事須由彼上次於本公司股東大會當選或重選後不超過三屆本公司股東週年大會上退任董事會，及(3)獲董事會委任以填補臨時空缺或出任增補位置之各董事均須於彼獲委任後舉行之首屆本公司股東大會上退任，惟彼等符合資格可於同一股東週年大會上由本公司股東（「股東」）重選為董事。

(b) The Board (Continued)

Appointment, Re-election and Resignation of Directors
(Continued)

During the year, Mr. Chu Kin Wang Peleus, Mr. Fan Fangyi, Mr. Jin Song and Dr. Liu Junmin retired from the Board in the 2016 AGM of the Company and were then re-elected as the Directors in the same 2016 AGM by separate resolutions passed by the Shareholders except Mr. Jin Song not offer himself for re-election and then retired at the conclusion of the 2016 AGM in accordance with the Company's Bye-laws and the Listing Rules.

In accordance with Bye-law 99 of the Company and pursuant to paragraph A4.2 of the Code Provision (b).Dr. Mo Shikang, Mr. Zhang Hesheng and Mr. Sin Ka Man ("**Mr. Sin**") shall retire from the Board by rotation at the conclusion of forthcoming AGM of the Company ("**2017 AGM**") but, being eligible, offer themselves for re-election at the same 2017 AGM.

Mr. Sin Ka Man has served as an independent non-executive Director for more than 9 years in his further re-election as Director at the 2017 AGM. During his 9 years of tenure, Mr. Sin has demonstrated his ability to provide an independent view to the Company's matters. Notwithstanding during his years of service as an independent non-executive Director, the Board and the Nomination Committee are of the view that Mr. Sin is able to continue to fulfill his role as required and thus recommended him for re-election at the 2017 AGM in accordance with the Listing Rules. Mr. Sin has made a written annual confirmation of independence pursuant to rule 3.13 of the Listing Rules.

The Board and the Nomination Committee have also recommended the re-election of all the abovementioned retiring Directors standing for re-election at the 2017 AGM.

(b) 董事會 (續)

董事委任、重選及辭任 (續)

年內，朱健宏先生、范方義先生、靳松先生及劉駿民博士已根據本公司之公司細則及上市規則於本公司2016年股東週年大會退任董事會，彼等於2016年股東週年大會獲股東通過個別決議案重選為董事，除靳松先生不重選連任並已於2016年股東週年大會結束時退任。

根據本公司之公司細則第99條及根據守則條文第A4.2段規定，莫世康博士、張和生先生及冼家敏先生（「**冼先生**」）將於本公司應屆股東週年大會（「**2017年股東週年大會**」）結束時輪席退任董事會，惟彼等符合資格願意於2017年股東週年大會上膺選連任。

於2017年股東週年大會續任之冼先生已擔任獨立非執行董事逾九年。於其9年任期內，冼先生履行職責，就本公司事務提供獨立意見。儘管彼已擔任獨立非執行董事多年，但董事會及提名委員會均認為冼先生有能力繼續履行其角色所規定之職能，故推薦彼於2017年股東週年大會上根據上市規則接受重選。冼先生已根據上市規則第3.13條作出年度書面確認，確認獨立性。

董事會及提名委員會亦建議於2017年股東週年大會上重選上述全體退任董事。

(b) The Board (Continued)

Appointment, Re-election and Resignation of Directors (Continued)

The Nomination Committee is responsible for reviewing the Board composition and diversity of the Board, developing and formulating the relevant procedures for nomination and appointment of the Directors, monitoring the re-appointment and succession planning of the Directors and assessing the independence of each independent non-executive Director.

Detailed information of all the abovementioned retiring Directors standing for re-election at the 2017 AGM together with the explanation to the Shareholders accompanying the reasons why the Board believes Mr. Sin, who has served the Company for more than 9 years in his further re-election at the 2017 AGM, is still independent and should be re-elected be fully described in the Company's 2017 AGM circular as per the Listing Rules, which will be dispatched to Shareholders in due course.

Number of Meetings Held and Attendance

The Board normally has at least four (4) scheduled meetings a year to review financial information, internal control systems, risk management systems, corporate strategy, operating performance and the progress of the various on-going projects of the Group, if any, and meets at other times as and when required. The Board requires Directors to devote sufficient time and attention to discharge their duties and responsibilities, during the year ended 31 March 2017, a total number of nine (9) Board meetings, three (3) Audit Committee meetings, one (1) Nomination Committee meeting and two (2) Remuneration Committee meetings were held. Minutes of these meetings are currently kept by the Company Secretary of the Company and are open for inspection by the Directors and Board Committees' members.

In consideration of the Code Provision on Directors' time commitments, the Chairman held a private Board meeting (without the presence of the managing Director and executive Directors) in 2017 to review the contribution required from a Director to perform his responsibility to the Company, and whether he is spending sufficient time in performing them.

(b) 董事會 (續)

董事委任、重選及辭任 (續)

提名委員會負責檢討董事會成員之組成及董事會成員多元化，並制定提名與任命董事之相關程序、監督董事之續任及繼任計劃以及評估各獨立非執行董事之獨立性。

根據上市規則，將於適當時間寄發予股東2017年股東週年大會函將詳列全體於2017年股東週年大會候任重選之退任董事資料以及向股東解釋董事會相信於2017年股東週年大會進再次重選連任之冼先生（已服務本公司逾9年）的獨立性及應予重選之原因。

會議次數及出席率

董事會一般每年舉行至少四(4)次會議，以審閱本集團之財務資料、內部監控系統、風險管理系統、公司策略、營運表現及各項持續進行項目之進展情況，如有並在有需要時舉行其他會議。董事會要求董事投入足夠時間及心力履行職責及職務，截至2017年3月31日止年度，本公司共召開九(9)次董事會會議、三(3)次審核委員會會議、一(1)次提名委員會會議及兩(2)次薪酬委員會會議。本公司之公司秘書一直負責保存該等會議紀錄並可公開供董事及董事會委員會成員查閱。

鑑於守則中關於董事付出時間的條文，主席已於2017年在沒有董事總經理及執行董事列席的情況下，舉行董事會私人會議，檢討各董事在其向本公司履行其職責時所付出的貢獻，以及是否付出足夠時間履行職責。

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Number of Meetings Held and Attendance (Continued)

Regarding disclosure of the number and nature of offices held by the Directors in public companies or organisations and other significant commitments as well as their identities and the time involved (the "Commitments") to the Company, all Directors have agreed to disclose their Commitments to the Company and the change, if any, in a timely manner and then confirm their other directorships, major appointments and interests to the Company (if any) twice a year.

During the year ended 31 March 2017, the Board has regularly reviewed the contributions from the Directors and confirmed that they have spent sufficient time performing their responsibilities. The individual attendance records of each Director, on a named basis, at the meetings of the Board, Audit Committee, Nomination Committee and Remuneration Committee as well as the Shareholders' meeting(s) (AGM and special general meeting as "SGM") during the year ended 31 March 2017 are set out below:

(b) 董事會 (續)

會議次數及出席率 (續)

有關規定董事會成員須向本公司披露其於公眾公司或組織擔任職位的數目和性質、其他重大承擔，以及所涉及的公眾公司或組織的名稱和其擔任有關職務所涉及的時間（「職務承擔」），所有董事會成員同意適時向本公司披露彼等的職務承擔及變更（如有）和其後每年確認兩次彼等其它董事職務，主要任命及於本公司之權益（如有）。

截至2017年3月31日止年度，董事會已定期檢討董事對本公司所付出的貢獻，並確認彼等投入足夠時間履行其職責。截至2017年3月31日止年度，各董事個別出席本公司董事會、審核委員會、提名委員會及薪酬委員會會議以及股東大會（股東週年大會及股東特別大會（「股東特別大會」）之記錄（按成員姓名分別）載列如下：

Name of Directors	董事姓名	Attendance/ Number of meetings during the Directors' tenure of office 出席次數/董事於任期內會議數目					
		SGM 股東特別大會	AGM 股東週年大會	Board 董事會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
Number of Meetings	會議數目	1	1	9	3	1	2
Executive Directors	執行董事						
Dr. Mo Shikang	莫世康博士	1/1	1/1	9/9		1/1	2/2
Mr. Zhang Hesheng	張和生先生	1/1	1/1	9/9			2/2
Mr. Chu Kin Wang Peleus	朱健宏先生	1/1	1/1	9/9			
Mr. Fan Fangyi	范方義先生	1/1	1/1	9/9			
Ms. Mo Yunbi	莫雲碧小姐	1/1	1/1	9/9			
Non-executive Director	非執行董事						
Mr. Jin Song ⁽²⁾	靳松先生 ⁽²⁾		1/1	5/5			
Independent Non-executive Directors	獨立非執行董事						
Dr. Liu Junmin	劉駿民博士	1/1	1/1	9/9	3/3	1/1	2/2
Prof. Zhao Yanyun	趙彥雲教授	1/1 ⁽¹⁾	1/1 ⁽¹⁾	9/9	3/3	1/1	2/2
Mr. Sin Ka Man	冼家敏先生	1/1	1/1	9/9	3/3	1/1	2/2

Notes:

- (1) attended by alternate.
(2) retried on 9 September 2016.

附註：

- (1) 由替任人出席。
(2) 於2016年9月9日退任。

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Number of Meetings Held and Attendance (Continued)

The high attendance record at the Board and its committee meetings during the year ended 31 March 2017, which was reviewed by the Nomination Committee and Remuneration Committee in June 2017, demonstrated the Directors' strong commitment to the Company.

Responsibility of the Board

The Company has a division of functions reserved to the Board and delegated to the senior management. The Board currently 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 senior management. The Board has full support of the managing Director and the senior 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 systems, risk management systems, material transactions (in particular those may involve conflict of interests), financial information, change of Directors, ad hoc projects and other significant financial and operational matters.

Responsibility of the Directors

The day-to-day management, administration and operation of the Company are delegated to managing and executive Directors and the senior 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.

Each executive Director is delegated individual responsibility to oversee and monitor the operations of the specific business unit and/or corporate merge and acquisition 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. All members of the Board are provided with monthly updates to enable them to discharge their duties.

(b) 董事會 (續)

會議次數及出席率 (續)

截至2017年3月31日止年度董事會及其委員會會議的高出席率，並已於2017年6月經提名委員會及薪酬委員會審閱，顯示董事們對本公司有高度承擔。

董事會之責任

本公司劃分董事會職責及授權高級管理人員處理董事會事項。董事會一直發揮領導角色及審批策略政策及計劃，務求提高股東權益，並授權高級管理層處理本公司日常運作。董事會獲得董事總經理及高級管理人員全力支持，以履行其職責。

董事會保留對本公司所有重大事宜決策權，包括批准及監察一切政策事宜、整體策略及財政預算、內部監控系統、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、董事變更、特殊項目及其他重大財務和營運事宜。

董事之責任

本公司日常管理、行政及營運事宜授權董事總經理、執行董事及高級管理層處理，並定期對本公司委託之職能及工作會進行檢討。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。

每位執行董事被授予各自責任監督及監控特定業務單位之營運及／或企業併購活動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。全體董事會成員均獲提供每月最新資料，讓彼等履行其職責。

(b) The Board (Continued)

Insurance of the Directors (Continued)

The Company has arranged appropriate Directors' and Officers' liability insurance including company securities, employment practices, regulatory crisis event, investigation, litigation, tax liabilities and public relation, etc, for the Directors and senior officers of the Group, which is reviewed by the Board on a regular basis. The Company undertakes an annual review of the Company's Directors' and Officers' liability insurance policy in light of recent trends in the insurance market and other relevant factors. The review benchmarks the amount of cover against other similar companies and considers whether separate cover be required for members of the Board.

Responsibility of and Annual Confirmation from Independent Non-Executive Directors

Through active participation in meetings of the Board, Board Committees and general meetings of the Company, the independent non-executive Directors currently bring a wide range of business and financial expertise, experiences, skills and independent judgment on the issues of strategy, policy, performance accountability, resources, key appointments, connected transactions and standards of conduct to the Board. Independent non-executive Directors have taken and/or shall take lead when potential conflicts of interest arise. Independent Board Committee, comprising all independent non-executive Directors of the Company, has formed and/or will form to advise the independent Shareholders on those connected transactions to be approved by the independent Shareholders at the SGM of the Company. All independent non-executive Directors have made various contributions to the effective direction and performance of the Company. One of the independent non-executive Directors possesses the appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received, from each independent non-executive Directors, a written annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board and the Nomination Committee considered all of the independent non-executive Directors are independent in accordance with the independent guidelines set out in the Listing Rules.

(b) 董事會 (續)

董事保險 (續)

本公司已就法律訴訟為本集團董事及高級人員安排適當責任保險 (包括公司證券、僱用事項、監管危機事件、審查、訴訟、稅務負債及公共關係等方面)，並由董事會定期檢討。本公司會每年度根據保險市場的最近趨勢及其他有關因素，對本公司董事與高級人員責任保險進行檢討。該檢討與其他同類型公司的投保金額作比較及考慮是否需要為董事會成員購買獨立保險。

獨立非執行董事之責任及年度確認

透過積極參與本公司董事會、董事會委員會會議以及股東大會，獨立非執行董事與董事會分享彼等於不同業務及財務的專業技能和個人經驗，並就策略事項、政策、表現問責、資源、主要任命、關連交易及操守標準問題提出獨立判斷。本公司獨立非執行董事於潛在利益衝突出現時發揮引導作用。當獨立股東須就關連交易於本公司股東特別大會上作出批准時，由所有獨立董事組成的獨立董事委員會已及／或將會向獨立股東提供意見。所有獨立非執行董事為本公司之實際發展及表現作出多方面貢獻。其中一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長。

本公司已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書面確認。董事會及提名委員會認為全體獨立非執行董事均符合上市規則所載獨立地位之指引。

(b) The Board (Continued)

Conflict of Interest

All Directors are required to comply with their duty to act in the best interests of the Company and have particular regard to the interest of the Shareholders as a whole. Amongst others, all Directors are required to declare the nature and extent of their interests, if any, in any transaction, arrangement, contract or other proposal to be considered by the Board at Board meetings. Unless specifically permitted by the by-law of the Company, a Director cannot cast a vote on any contract, transaction, arrangement or any other proposal in which he/she has or any of his/her close associates is materially interested.

Service Contracts with the Company

Each of the independent non-executive Director has entered into a services contract with the Company for specific term of three (3) years and Ms. Mo Yunbi, an executive Director, has entered into a service contract with the Company for no specific years, save as disclosed above, the Company did not enter into any service contract with other Directors. All Directors are subject to retirement by rotation and re-election in accordance with the Company's Bye-laws and the Listing Rules. For independent non-executive Director who has served the Company for more than nine (9) years, his further appointment will be subject to a separate resolution to be approved by the Shareholders and the papers to the Shareholders accompanying that resolution will include the reasons the Board believes he is still independent and should be re-elected.

Supply of and Access to Information

The Board and Board Committees members are supplied with comprehensive meeting papers and relevant materials within a reasonable period of time in advance of the intended meeting date (in any event no less than three (3) days before the date of the meeting). All Directors and the Board Committees members are given opportunities to include matters in the agenda for regular Board and Board Committees meetings and/or their meetings, if required. To facilitate the decision-making process, the Directors and the Board Committees members are free to have access to the management for enquiries and to obtain further information, when required.

All Directors and the Board Committees members have unrestricted access to the advice and services of the Company Secretary, who ensures that the Board and Board Committees receive appropriate and timely information for its decision-making and the Board and Board Committees procedures, and all applicable rules and regulations, are being followed. The Directors and the Board Committees members can obtain independent professional advice at the Company's expenses.

(b) 董事會 (續)

利益衝突

全體董事均須履行其職責，並以本公司最佳利益行事，並特別考慮股東整體利益。當中，全體董事均須申報其於任何將由董事會於董事會會議上考慮的交易、安排、合約或其他建議上彼等權益的性質及內容（如有）。除非本公司組織章程細則特別批准，否則董事不得就其或其任何緊密聯繫人士於當中擁有重大權益的任何合約、交易、安排或任何其他建議上投票。

與本公司之服務合約

各獨立非執行董事已經與本公司分別訂立為期三(3)年之服務合約，而執行董事莫雲碧小姐已與本公司訂立無特定年期的服務合約，除上述所披露外，本公司並無與其他董事訂立服務合同。所有董事須根據本公司之公司細則及上市規則輪席退任及重選。若獨立非執行董事在本公司已出任超過九(9)年，彼下次續任須以獨立決議案形式由股東通過，發給股東的文件中隨附該決議案，並載有董事會認為彼仍屬獨立人士並應獲重選的原因。

提供及取得資料

董事會及董事委員會成員於擬定會議召開日期前之一段合理期間內（無論如何不會遲於會議召開日期前三(3)日），獲提供詳盡之董事會及董事委員會會議文件及相關資料。所有董事及董事委員會成員皆有機會提出商討事項列入董事會及董事委員會定期會議及／或其它會議（如要求）議程。為方便決策過程之進行，董事及董事委員會成員可自由接觸管理層，以諮詢及取得進一步資料（如需要）。

全體董事及董事委員會成員均可隨時要求公司秘書提供意見及服務，以確保董事會及董事委員會取得合適及適時之資料，以供董事會及董事委員會作出決定，並確保董事會及董事委員會程序及所有適用規則及規例均獲得遵守。董事及董事委員會成員可獲得獨立專業意見，有關費用由本公司承擔。

(b) The Board (Continued)

Supply of and Access to Information (Continued)

The Board receives from the management monthly management accounts, explanation and analysis of the operation performance of the Group and relevant information which enable the Board to make an informed assessment for approving the financial statements. Other regular and ad hoc reports are also prepared for the Board and Board Committees, to ensure that the Directors and member of the Board Committees are supplied with all the requested information in a timely and appropriate manner.

(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 perform similar role as chief executive officer, to ensure a balance of power and authority. The respective responsibilities of the chairman of the Board and the Managing Director are clearly defined. The chairman of the Board 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 of the Board 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 of the Board is currently held by Dr. Mo Shikang.

The chairman of the Board ensures that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. He also ensures all Directors are properly briefed on issues to be discussed at Board meetings. The chairman of the Board encourages Directors with different views to voice their concerns, allows sufficient time for discussion of issues and ensures that Board decisions fairly reflect Board consensus. He pushes all Directors to make a full and active contributions to the Board's affairs and takes the lead to ensure that the Board acts in the best interest of the Company and the Shareholders as whole.

(b) 董事會 (續)

提供及取得資料 (續)

董事會收到由管理層提供本集團之每月管理賬目、營運表現說明及分析和相關資料，以就批准財務報表作出知情評估。本公司亦為董事會及董事會委員會編製其他定期及專案報告，以確保董事及董事會委員會成員可適時及合適地獲得彼等所需一切資料。

(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。董事會主席及董事總經理各自之責任有明確界定。董事會主席擔當領導角色，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，董事會主席亦負責確保董事獲得足夠資料及適當簡介董事會會議事宜。董事會主席職位現由莫世康博士出任。

董事會主席確保董事會有效運作及履行職責，以及董事會及時討論所有主要適切事項。彼亦確保全體董事於董事會會議討論之事宜上均得到適當說明。董事會主席鼓勵持不同意見的董事表達出彼等關注的事宜，給予彼等充足時間討論有關事宜，以及確保董事會的決定能公正反映董事會的共識。彼推動全體董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司及股東的最佳利益。

(c) Chairman and Chief Executive Officer (Continued)

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 organisational structure, control systems and internal procedures and processes for the Board's approval. The position of the managing Director is currently held by Mr. Fan Fangyi.

(d) Training for Directors

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the Group structure, Board and Board Committees meetings procedures, business, management and operations of the Company, etc. and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements in Bermuda and Hong Kong.

An induction programme covering the roles of a Director from the strategic, planning and management perspective, the Listing Rules, the Securities and Futures Ordinance, as well as the essence of corporate governance and the trends in these areas, be therefore arranged for newly appointed Directors(s), if any, after he/she joined the Board.

The Board acknowledges that continuous professional development and training of Directors is an ongoing process to ensure the continued enhancement of their skills and knowledge.

Besides, the Company keeps circulating information and materials to develop and refresh Directors' (Dr. Mo Shikang, Mr. Zhang Hesheng, Mr. Chu Kin Wang Peleus, Mr. Fan Fangyi, Ms. Mo Yunbi, Dr. Liu Junmin, Prof. Zhao Yanyun, Mr. Sin Ka Man and Mr. Jin Song, who retired on 9 September 2016) knowledge and skills from time to time. All the information and materials are relevant to the Group's business, the economy, corporate governance, rules and regulations, accounting, financial or professional skills and/or directors' duties and responsibilities. There are also arrangements in place for providing continuing briefing and professional development to each Director. All Directors are encouraged to attend relevant training courses at the Company's expenses. The company secretary is responsible to keep records of training taken by each Director. NC reviewed the training records of each Director in June 2017.

(c) 主席及行政總裁 (續)

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。董事總經理之職位現由范方義先生擔任。

(d) 董事之培訓

在首次獲得委任時，每名新獲委任之董事須接受全面、正式及特設的入職培訓，以確保其對本集團架構、董事會及董事會委員會議事程序、本公司之業務、管理及運作等具有適當之瞭解，並讓其完全知悉於上市規則及百慕達及香港之相關監管規定項下須遵守之職責及責任。

獲委任為新董事(如有)，加入董事會，本公司會為彼等安排培訓，內容包括董事於策略、規劃及管理方面的角色，上市規則、證券及期貨條例，以及公司管治的要素和該方面的趨勢。

董事會明白董事發展及培訓是持續進程，旨在持續強化董事的技能和知識。

除此之外，本公司不時通過傳閱各種資訊及材料，增進和更新董事(莫世康博士，張和生先生，朱健宏先生，范方義先生，莫雲碧小姐，劉駿民博士，趙彥雲教授，冼家敏先生及靳松先生(彼於2016年9月9日退任董事))的知識及技能。所有資訊及材料均與本集團之業務、經濟、企業管治、規則及規例、會計、財務或專業技能及/或董事的職責和責任有關。另安排不斷向各董事提供簡報及專業培訓。本公司鼓勵全體董事出席相關培訓課程，費用由本公司負責。公司秘書負責保存各董事接受的培訓記錄。提名委員會於2017年6月已審閱各董事之培訓記錄。



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(e) Company Secretary

The company secretary, being an employee of the Company, has day-to-day knowledge of the Company's affairs and reports to the Board. She keeps close contact with all Directors and ensures that the operation of the Board and all Board Committees are in compliance with the procedures as set forth in the Company's Bye-laws and the Listing Rules. Additionally, the company secretary is responsible for compiling and regularly submitting draft minutes of Board meetings and Board Committee meetings to the Directors and committee members for their comment, and final version of minutes for their records, within a reasonable time after the relevant meetings. Each Director may obtain advice from and the assistance of the company secretary to ensure that the meeting of Board and Board Committees procedures, and all applicable rules and regulations, are followed. To ensure the possession of up-to-date knowledge and market information to perform her duties, the company secretary attended sufficient professional training during the year ended 31 March 2017.

(f) Corporate Governance

The Board is responsible for performing the corporate governance duties, which includes developing and reviewing the Company's policy and practices on corporate governance, assessing and monitoring the training and continuous professional development of Directors and senior management. During the year ended 31 March 2017, the Board reviewed, monitored and assessed the policy and practices on corporate governance, training and continuous professional development to Directors and senior management, policies and practice on compliance with legal and regulatory requirement and the compliance with the Model Code under the Listing Rule and disclosure requirements in this Corporate Governance Report. The Board kept under review in light of the changing legal and regulatory requirements.

(e) 公司秘書

公司秘書為本公司的僱員，對本公司的日常事務有所認識並向董事會匯報。公司秘書與所有董事均保持緊密聯繫，並確保董事會及各董事委員會的運作符合本公司公司細則及上市規則列明之程序。公司秘書也負責整理及於會議後的合理時間內提交董事會及各董事會委員會之會議記錄初稿予董事會及委員會成員審閱及提出意見，並提交會議記錄最終稿供存檔。每位董事均可取得公司秘書的意見和協助，以確保董事會及董事會委員會程序及所有適用規則及規例均獲得遵守。為確保備有最新知識及市場信息以履行其職務，公司秘書於截至2017年3月31日止年度內參加了充分的專業培訓。

(f) 企業管治

董事會負責履行企業管治職責，當中包括制定及檢討本公司企業管治政策及常規，評核及監督董事及高級管理人員之培訓及持續專業發展。截至2017年3月31日止年度，董事會檢討、監控及評估企業管治政策及常規、董事及高級管理人員培訓及持續專業發展、遵守法例及監管規定之政策及常規、遵守上市規則項下標準守則與本企業管治報告之披露要求。董事會會按法例及規則之變更常而進行檢討。

(g) Board Committees

The Board has established three committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee. All Board committees of the Company have been established with defined written terms of reference. The terms of reference of the Board committees are disclosed in the corporate website of the Company (www.681hk.com) and the Stock Exchange (www.hkexnews.hk) and are available to Shareholders upon request.

The members of the Audit Committee at present are all independent non-executive Directors whereas, the majority of Nomination Committee and the Remuneration Committee comprise independent non-executive Directors. The list of the chairman and members of each Board committee is set out under "Corporate Information" in this annual report.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at Company's expenses.

Audit Committee

The written terms of reference (amended from time to time) has been suggested under the Code Provision. The Audit Committee comprises independent non-executive Directors, among them one independent non-executive director possesses the appropriate professional qualifications or accounting or related financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditor. The Audit Committee currently comprises the following three members:

- (i) Mr. Sin Ka Man, chairman
- (ii) Dr. Liu Junmin
- (iii) Prof. Zhao Yanyun

(g) 董事委員會

董事會已成立審核委員會、提名委員會及薪酬委員會3個委員會，負責監察本公司特定事務。本公司全部董事委員會均具有明確之書面職責範圍。董事委員會之職責範圍已於本公司(www.681hk.com)及聯交所(www.hkexnews.hk)網站中披露，並可應股東要求提供。

審核委員會現任成員均為全體獨立非執行董事，而提名委員會及薪酬委員會成員亦以獨立非執行董事為主。各董事委員會之主席及成員名單載於本年報「公司資料」一節。

各董事委員會均獲提供足夠資源以便履行其職務，並可於適當情況下提出合理要求以尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會書面職權範圍（經不時修訂）乃按照守則條文所建議訂明。審核委員會由獨立非執行董事組成，其中包括一名具備適當專業資格或會計或相關財務管理專業之獨立非執行董事。概無審核委員會成員為本公司現任外聘核數師之前任合夥人。審核委員會現由下列三名成員組成：

- (i) 冼家敏先生（主席）
- (ii) 劉駿民博士
- (iii) 趙彥雲教授



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(g) Board Committees (Continued)

Audit Committee (Continued)

The main duties of the Audit Committee include the followings:

- (a) To review the financial statements and reports and consider any significant or unusual items raised by the responsible staff of accounting and financial report function, compliance officer (if any), internal auditor or external auditor before submission to the Board;
- (b) To review the relationship with the external auditor and its independence by reference to the work performed and services provided by the external auditor, their fees, their firm's standards and practices and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and/or removal of external auditor;
- (c) To review the connected and continuing connected transactions as disclosed in the annual report, if any, and confirm that those transactions entered into by the Group were (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the respective agreements governing them on terms that are fair and reasonable and in the interest of the Company's shareholders as a whole; and
- (d) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

(g) 董事委員會 (續)

審核委員會 (續)

審核委員會之主要職責包括下列各項：

- (a) 在向董事會提交財務報表及報告前審閱，並考慮由負責會計及財務報告職能之員工、規管主任（如有）、內部核數師或外聘核數師提出之任何重大或不尋常項目；
- (b) 參照外聘核數師進行之工作及所提供服務、收費、核數師行準則及慣例和聘任條款，檢討與外聘核數師之關係及其獨立性，並就委任、續聘及／或罷免外聘核數師向董事會提供推薦建議；
- (c) 審閱年報所披露之關連及持續關連交易（如有），並確認本集團所訂立之該等交易為(i)於本集團之日常及一般業務過程中；(ii)按正常商業條款或較佳條款；及(iii)按照各自規管該等交易且屬公平合理並符合本公司股東整體利益之協議條款訂立；及
- (d) 檢討本公司之財務報告制度、內部監控制度及風險管理系統和相關程序是否足夠及有效。

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(g) Board Committees (Continued)

Audit Committee (Continued)

The Audit Committee held three (3) meetings during the year ended 31 March 2017 and up to the date of this annual report to, inter alia,

- (1) review and approve the draft audited consolidated financial statement and the draft unaudited consolidated financial statement together with and the respective draft result announcements, including changes in accounting policies and practices; major judgmental areas; significant adjustments resulting from the audit (if any); the going concern assumption; compliance with accounting and auditing standards and compliance with the Listing Rules and legal requirements in relation to financial reporting to the Board for consideration and approval;
- (2) assess the independence and the external auditors of the Company and the effectiveness of audit process;
- (3) review the relationship with the external auditor and then recommend the re-appointment of the external auditors of the Company and recommend its remuneration;
- (4) evaluate the adequacy and effectiveness of the Group's system of internal control and risk management which covered all material controls including financial, operational and compliance together with the associated procedures;
- (5) review and approve the internal audit programme, review the internal audit reports and discuss any significant issues with the Management;
- (6) study the adequacy of resources, qualifications and experience of staffs of the Group's accounting and financial reporting function and their training programmes and budget; and
- (7) review the current continuing connected transactions.

The attendance record of the meetings of Audit Committee during the year ended 31 March 2017 is set out on page 66 of this report.

(g) 董事委員會 (續)

審核委員會 (續)

截至2017年3月31日止年度及本報告日期，審核委員會曾舉行三(3)次會議，以(其中包括)：

- (1) 審閱及批准經審核綜合財務報表草擬本及未經審核綜合財務報表草擬本，連同相關業績公告草擬本，包括會計政策及常規變動、主要判斷範疇、審核導致之重大調整(如有)、持續經營假設、會計及審核準則合規及上市規則合規及有關財務報告之法律規定，以供董事會省覽及批准；
- (2) 評估本公司外聘核數師是否獨立及其審核過程之效力；
- (3) 檢討與外聘核數師之關係，然後推薦續聘本公司外聘核數師及建議其薪酬；
- (4) 評估本集團之內部監控及風險管理系統是否充分及有效，其涵蓋所有重大監控，包括財務、經營、合規和相關程序；
- (5) 審視及批准內部審核計劃，審閱內部審核報告及與管理層討論任何重大事項；
- (6) 審視本集團會計及財務報告職能員工之資源、資格及經驗及其培訓計劃及預算是否充分；及
- (7) 審視當前之持續關連交易。

審核委員會截至2017年3月31日止年度之會議出席記錄載於本報告第66頁。

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(g) Board Committees (Continued)

Audit Committee (Continued)

Auditor's Remuneration

During the year ended 31 March 2017, 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	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Audit for the year	年度審核	2,255	1,775
Others	其他	17	-
		2,272	1,775

Nomination Committee

The written terms of reference has been suggested (amended from time to time) under the Code Provision. The Nomination Committee comprises the following four members, major of them are independent non-executive Directors:

- (i) Dr. Mo Shikang[#], chairman
- (ii) Dr. Liu Junmin^{*}
- (iii) Prof. Zhao Yanyun^{*}
- (iv) Mr. Sin Ka Man^{*}

[#] Executive Director

^{*} independent non-executive Director

The main duties of the Nomination Committee include the followings:

- (1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations any proposed changes to the Board to complement the Company's corporate strategy;

(g) 董事委員會 (續)

審核委員會 (續)

核數師酬金

截至2017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：

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Audit for the year	2,255	1,775
Others	17	-
	2,272	1,775

提名委員會

提名委員會按照守則條文的建議訂明書面職權範圍（經不時修訂）。提名委員會大部份由獨立非執行董事組成，共有下列四名成員：

- (i) 莫世康博士[#] (主席)
- (ii) 劉駿民博士^{*}
- (iii) 趙彥雲教授^{*}
- (iv) 冼家敏先生^{*}

[#] 執行董事

^{*} 獨立非執行董事

提名委員會主要職責包括下列各項：

- (1) 最少每年就董事會的架構、人數及組成（包括技能、知識及經驗方面）進行檢討，並就任何擬作出的變動向董事會提出建議以配合公司企業策略；

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(g) Board Committees (Continued)

Nomination Committee (Continued)

- (2) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (3) review the board diversity with reference to the Board diversity policy;
- (4) assess the independence of independent non-executive Directors; and
- (5) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive.

The Company has adopted a Board diversity policy and has posted it on the Company's website (www.681hk.com), which sets out the approach to achieve diversity on the Board, the summary of which are set out below:

- (a) With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.
- (b) In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.
- (c) All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee has been delegated by the Board to review the size, structure and composition of the Board on an annual basis.

(g) 董事委員會 (續)

提名委員會 (續)

- (2) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (3) 根據董事會成員多元化政策檢討董事會多元化；
- (4) 評核獨立非執行董事的獨立性；及
- (5) 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

本公司已採納董事會成員多元化政策，並已把政策登載於本公司網站 (www.681hk.com)。該政策為達致董事會成員多元化而制定的方案。該政策摘要如下：

- (a) 為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。
- (b) 本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。
- (c) 董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

董事會已委派提名委員會每年檢討董事會之規模、架構及組成。

(g) Board Committees (Continued)

Nomination Committee (Continued)

The Nomination Committee held one (1) meeting during the year ended 31 March 2017 and up to the date of this report to, inter alia,

- (1) review the duties of Nomination Committee set out in the terms of reference and the policy for the nomination of Directors;
- (2) assess the structure, size and composition of the Board and analysis the diversity of the Board with reference with the Board Diversity Policy adopted by the Board;
- (3) evaluate the performance of the Board with reference to the board performance report;
- (4) study the independence of each independent non-executive Director in accordance with the Listing Rules;
- (5) identify those Directors to be retired from the Board by rotation in the annual general meeting and then be re-elected as Director in the same meeting in accordance with the Company's bye-laws and the Listing Rules;
- (6) propose the maximum number of Director of the Board in annual general meeting; and
- (7) review the service contract(s) to be entered with the independent non-executive Director.

The attendance records of the meeting of the Nomination Committee during the year ended 31 March 2017 is set on page 66 of this report.

(g) 董事委員會 (續)

提名委員會 (續)

截至2017年3月31日止年度及本報告日期，提名委員會舉行一(1)次會議，以(其中包括)：

- (1) 檢討職權範圍所載提名委員會之職務及董事提名政策；
- (2) 參考董事會採納之董事會多元化政策，評估董事會之架構、規模及組成及分析董事會之多樣性；
- (3) 參考董事會表現報告，評估董事會之表現；
- (4) 根據上市規則審視各獨立非執行董事是否獨立；
- (5) 根據本公司章程細則及上市規則識別須於股東週年大會上輪席退任董事會及於同一大會上膺選連任董事之董事；
- (6) 於股東週年大會建議董事會最多董事人數；及
- (7) 審閱將與獨立非執行董事訂立之服務合約。

提名委員會截至2017年3月31日止年度之會議出席記錄載於本報告第66頁。

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(g) Board Committees (Continued)

Nomination Committee (Continued)

Analysis of the diversity of the Board by Nomination Committee is shown by the following charts:

(g) 董事委員會 (續)

提名委員會 (續)

下列各圖表為展示由提名委員會就董事會多元化的分析：



Age Group
年齡組別

<30	40-49	50-59	> 60
1 Director 1名董事	2 Directors 2名董事	3 Directors 3名董事	2 Directors 2名董事

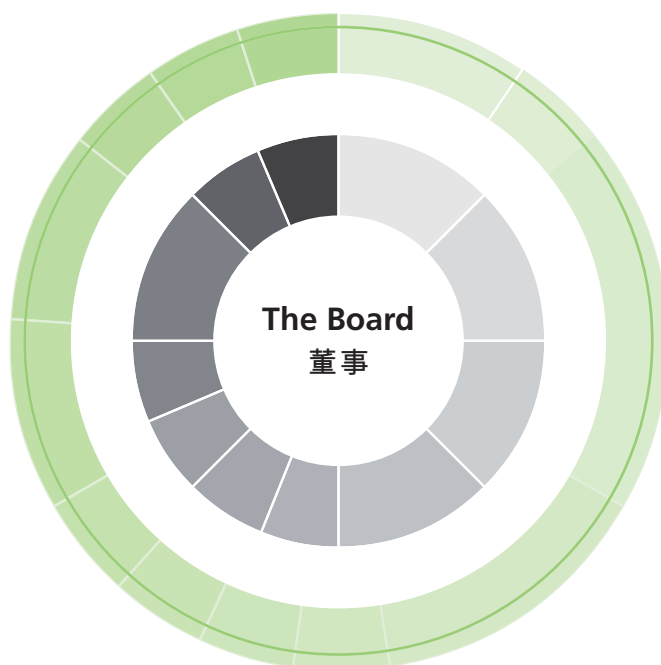
Directorship with the Company
任本公司董事年期

0-3 years年	6-9 years年	> 10 years年
3 Directors 3名董事	1 Director 1名董事	4 Directors 4名董事

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(g) Board Committees 董事委員會 (Continued) (續)

Nomination Committee 提名委員會 (Continued) (續)



Business Experience

商業經驗

- Accounting 會計
- Auditing 核數
- Development and management of natural gas projects
發展及管理天然氣項目
- Financial management 財務管理
- Financial research and analysis 財務分析及研究
- Food safety 食品安全
- Investment banking 投資銀行
- Marketing and project management
市場計劃及項目管理
- Merger and acquisition of gas enterprises
燃氣企業併購
- Securities brokerages 證券經紀
- Securities and financial investment 證券金融投資

Academic Background and Professional Qualification

學術背景及專業資格

- Accounting 會計
- Agricultural Economics 農業經濟
- Business Administration 工商管理
- Certified Public Accountant 註冊會計
- Chartered Secretarices 註冊公司秘書
- Economic 經濟
- Finance 金融
- Legal 法律
- Praetising Accountant 執業會計師
- Professor 教授
- Sciences 科學
- Social Sciences 社會科學
- Statistics 統計學

(g) Board Committees (Continued)

Remuneration Committee

The written terms of reference (amended from time to time) of Remuneration Committee has been suggested under the Code Provision. The Remuneration Committee currently comprises the following five members:

- (i) Mr. Sin Ka Man*, chairman
- (ii) Dr. Mo Shikang#
- (iii) Mr. Zhang Hesheng#
- (iv) Dr. Liu Junmin*
- (v) Prof. Zhao Yanyun*

* *independent non-executive Director*

Executive Director

The Remuneration Committee meets at least once a year to determine the remuneration policy for the Directors and senior management. The Remuneration Committee has primary responsibility for making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive Directors and senior management to the Board after consultation with the Chairman and Deputy Chairmen, assessed performance of the executive Directors and accessed to professional advice, at the Company's expenses, when necessary. The Remuneration Committee is also responsible for establishing a formal and transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates be participated in deciding his/her own remuneration, which remuneration be determined by reference to the duties and responsibilities of Directors in the Group, business performance, profitability and market conditions.

(g) 董事委員會 (續)

薪酬委員會

薪酬委員會書面職權範圍(經不時修訂)乃按照守則條文所建議訂明。薪酬委員會現由下列五名成員組成:

- (i) 冼家敏先生* (主席)
- (ii) 莫世康博士#
- (iii) 張和生先生#
- (iv) 劉駿民博士*
- (v) 趙彥雲教授*

* 獨立非執行董事

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。薪酬委員會主要負責在諮詢主席及副主席之意見,評核執行董事表現,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行政人員之薪酬組合向董事會作出建議及審批。薪酬委員會亦負責為制定薪酬政策及架構建立正式及具透明度之程序,以確保董事或其任何聯繫人並無參與決定本身薪酬。上述人士之薪酬乃經參考董事於本集團之職務及職責、業務表現、盈利能力以及市況後釐定。



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(g) Board Committees (Continued)

Remuneration Committee (Continued)

The Remuneration Committee held two (2) meetings during the year ended 31 March 2017 and up to the date of this report to, inter alia,

- (1) review the summary of remuneration package paid to each Directors and senior management of the Company;
- (2) study the current remuneration package, policy and structure of all Directors (including appointment(s), resignation(s) and retirement(s) during the year, if any);
- (3) propose remuneration packages in the coming year with reference to the duties and responsibilities of Directors, business performance and profitability of the Group and market conditions, the corporate objective and goal set by the Board with reference to salaries paid by the comparable companies to directors;
- (4) consider the service contract(s) to be entered with the independent non-executive Director(s);
- (5) review the procedures of remuneration policy, procedures and structure for fixing the remuneration packages; and
- (6) approve and recommend the grant of award shares of the Company.

The attendance records of the meeting of the Remuneration Committee during the year ended 31 March 2017 is set out on page 66 of this report.

(g) 董事委員會 (續)

薪酬委員會 (續)

截至2017年3月31日止年度及本報告日期，薪酬委員會曾舉行二(2)次會議，以(其中包括)：

- (1) 檢討向本公司各董事及高級管理層支付之薪酬組合概要；
- (2) 審視全體董事(包括年內委任、辭任及退任董事(如有))之現行薪酬組合、政策及架構；
- (3) 建議薪酬組合，當中參考董事之職務及責任、本集團業務表現及盈利能力及市場狀況、董事會訂立之公司方針及目標及可資比較公司向董事支付之薪金；
- (4) 省覽將與獨立非執行董事及或董事訂立之服務合約；
- (5) 檢討釐定薪酬組合之薪酬政策、程序及架構程序；及
- (6) 批准及建議授出本公司獎勵股份。

薪酬委員會截至2017年3月31日止年度之會議出席記錄載於本報告第66頁。

(h) Internal Control and Risk Management System

The Board has overall responsibility for the systems of internal control and risk management of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal control and risk management systems to safeguard the interests of Shareholders and the assets of the Group. During the year ended 31 March 2017 and up to the date of this annual report, the Board, through the Audit Committee, reviews the implementation of the systems of internal control and risk management and reviewing of all relevant financial, operational, compliance controls and risk management functions system. A review be conducted at least annually on the effectiveness of the systems of internal control and risk management. During the year ended 31 March 2017 and up to the date of this annual report, a meeting has held reviewing and monitoring effectiveness of our major subsidiaries in relation to the progress of completion on operational targets, market development, customer service, production and operations management, safety management system, finance, construction works, ad hoc projects and overall performance.

The Group has maintained a tailored governance structure with defined lines of responsibility and appropriate delegation of responsibility and authority to the management. The internal control and risk management systems of the Group are designed to identify and evaluate the significant risks and to minimise the risks to which the Group is exposed, and are designed to manage rather than eliminate the risks of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatements or losses.

(h) 內部監控及風險管理系統

董事會對本公司內部監控系統及風險管理制度負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及風險管理制度，以保障股東利益及本集團資產。截至2017年3月31日止年度及本年報日期，董事會已透過審核委員會檢討內部監控系統及風險管理制度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系統。董事會每年至少對內部監控系統及風險管理制度之成效進行一次檢討。截至2017年3月31日止年度及本年報日期內舉辦的一個工作會議，檢討了各主要附屬公司有關經營指標完成情況，市場開發，客戶服務，生產運營，安全監測，財務，工程建設，專項工作及綜合情況之成效。

本集團已制定合適之管治架構，清楚界定責任，並適當地授予管理人員責任及權力。本集團內部監控及風險管理制度之設計旨在識別及評估重大風險及本集團所面對風險減至最低，以及管理（而非消除）失敗風險以達成業務目的，並僅可對重大錯誤陳述或虧損提供合理而非絕對保證。

(h) Internal Control and Risk Management System (Continued)

The Group which currently engages in the businesses of the sales and distribution of natural gas and liquefied petroleum gas (“LPG”) in China including the provision of piped gas, transportation, distribution and retail of LPG; production and sale of barreled drinking water, has established internal control and risk management systems which are designed and structured in accordance with its specific business and operation functions.

The main features of the internal control and risk management systems of the Group comprise primarily: (i) the setting of objectives, budgets and targets, subject to the close monitoring and periodic update and evaluation by the responsible departments, management and the Directors; (ii) the establishment of regular reporting of financial information supplemented by other regular and ad hoc reports for review and appraisal by the management and the Directors on a timely manner to ensure the management and Directors are supplied with all the requested information to assess the business performances of the Group in arriving at appropriate plans and actions; (iii) the delegation of authority and establishment of clear lines of accountability to ensure an effective day-to-day management, administration and operation of the Group; and (iv) the periodic review and evaluation of the systems and control procedures to ensure their appropriateness to the changing business and operation environment as well as to identify any areas of material risks and weaknesses for the purpose of proper mitigation and improvement.

(h) 內部監控及風險管理系統(續)

本集團現時於中國從事銷售及分銷天然氣及液化石油氣(「液化氣」)，包括提供管道燃氣、運輸、分銷及零售液化氣及生產和銷售桶裝飲用水，並自設內部監控及風險管理制度，此等制度依照其專門業務及營運職能而設計及構成。

本集團內部監控及風險管理制度之重要特色主要包括：(i)根據負責部門、管理層及董事之緊密監察及定期更新資料，制定目的、預算及目標；(ii)設立定期之財務資料報告及由其他定期及臨時報告補充，以供管理層及董事審閱及評核，確保管理層及董事獲提供所有必須資料，以評估本集團之業務表現，作出適切之計劃及行動；(iii)授出權力及制定清晰的問責界線，確保本集團有效之日常管理、行政及營運；及(iv)定期審視及評估制度及監控程序，確保切合不斷變化之業務及經營環境，以及識別任何重大風險範疇及不足之處，以便妥善紓緩及改進。

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(h) Internal Control and Risk Management System (Continued)

The Board monitors the Group's business risk, operating risk management and internal controls. An internal audit department is also maintained to carry out internal audit functions to ensure proper compliance with the internal control and risk management systems to identify the potential risks which may arise in the operation and financial aspects of the Group's business for implementation of appropriate measures and policies on a continuing basis. The scope of review and the audit plan of the internal audit department for the year ended 31 March 2017, which are formulated based on a risk assessment approach and focuses on areas with relatively higher perceived risks, are reviewed and approved by the Audit Committee in conjunction with the Management. The internal audit department executes their functions based on a yearly plan and prepares reports for their assignments. These reports are submitted to the management, the Board and the Audit Committee for review on a regular basis.

During the year under review, the Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control and risk management systems and the internal audit functions of Group. The review covers all material controls, including financial reporting system, operational and compliance controls and risk management system as well as the adequacy of resources, qualifications and experiences of staffs of the Company's accounting and financial reporting system, and their training programmes and budget. The Board and the Audit Committee confirmed that during the year under review, there were no significant control failings or weaknesses identified which might have a material impact on the Company's financial performance or condition and the required procedures and human resources are in place to ensure adequate internal controls within the Group.

(h) 內部監控及風險管理系統 (續)

董事會監察本集團之業務風險、營運風險管理及內部監控。本集團亦建立內部審核部門，執行內部審核職能，確保妥善遵守內部監控及風險管理制度，以識別本集團業務營運及財務方面可能產生之潛在風險，以持續執行適當措施及政策。內部審核部門的審閱及審核計劃乃根據風險評估法制定及專注於比較高潛在風險之區域，內部審核部門於截至2017年3月31日止年度之審核範疇及計劃由審核委員會連同管理層審閱及批准。內部審核部門執行根據年度計劃執行其職能及編製其報告。該等報告定期呈交予管理層、董事會及審核委員會以供審閱。

於回顧年度，董事會已透過審核委員會檢討本集團內部監控、風險管理系統及內部審核職能之成效。該等檢討之範圍涵蓋全部重大監控，包括財務匯報制度、經營及法規規管、風險管理制度和本公司之會計與財務匯報制度之資源、其人員之資歷及經驗以及其培訓方案和預算是否足夠。董事會及審核委員會確認，於回顧年度，概無識別到有重大監控失誤或不足之處，而對本公司財務表現或狀況有重大影響及有關程序及人力資源已確保本集團具備足夠內部監控措施之要求。



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(h) Internal Control and Risk Management System (Continued)

Procedures and Internal Controls for Handling and Dissemination of Inside Information

The Board has approved and adopted an Inside Information Policy for the Company since 2013 for monitoring inside information to ensure compliance with the Listing Rules and the Securities and Futures Ordinance. The procedures and internal controls for handling and dissemination of inside information as set out in the Inside Information Policy are summarised below:

Handling of Inside Information

- (a) Inside information shall be announced as soon as reasonably practicable after it becomes known to the Board and/or is the subject of a decision by the Board in accordance with the Listing Rules. In cases where a decision by the Board is pending or in cases of incomplete negotiations, the Group shall implement the procedures set out in the Inside Information Policy to maintain the confidentiality of information. Until an announcement is made, the Directors and the management should ensure that such information is kept strictly confidential. If the confidentiality cannot be maintained, an announcement shall be made as soon as practicable.
- (b) Each department shall keep inside information on transactions confidential. If there is a leakage of inside information, they shall inform the Directors and/or the company secretary, immediately so that remedial actions, including making an inside information announcement, can be taken at the earliest opportunity.
- (c) The Group's finance department shall keep track of the Group's threshold levels for disclosure pursuant to the percentage ratios as defined in the Listing Rules, so that an announcement can be made as soon as practicable should a notifiable transaction arise.

Dissemination of Inside Information

Inside information is announced promptly through the websites of the Exchange and the Company (www.681hk.com). The electronic publication system of the Exchange is the first channel of dissemination of the Group's information (www.hkexnews.hk) before any other channels.

(h) 內部監控及風險管理系統 (續)

處理及披露內幕消息之程序與內部控制

董事會自2013年起批准及採納內幕消息政策監控內幕消息，以確保遵守上市規則及證券及期貨條例。載於內幕消息政策內的處理及披露內幕消息之程序與內部控制概述如下：

處理內幕消息

- (a) 董事會在知悉及／或經決議後，將根據上市規則於合理可行的時間內盡快公布內幕消息。若有關事宜仍有待董事會作出決定或商議尚未結束，本集團將實施內幕消息政策內的程序以維持資料之保密。直至公告發出前，董事及管理層應確保該資料絕對保密。若保密不能維持，公告將在可行情況下盡快發出。
- (b) 各部門應對內幕消息的交易保密。如該資料外洩，他們應立即通知董事和／或公司秘書，以便把握最早時機，採取補救行動，包括發出內幕消息的公告。
- (c) 本集團的財務部將根據上市規則界定之百分比率計算方法監控本集團作為披露之界線水平，因而在可行情況下盡快就須予公布的交易發出公告。

披露內幕消息

內幕消息會及時經聯交所(www.hkexnews.hk)及本公司之網站(www.681hk.com)公布。聯交所之電子發布系統為本集團向其他渠道披露消息以外之優先渠道。

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(i) Investor Relation

The Company has 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 AGM 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 current Directors, organisation structure, annual and interim reports with comprehensive and user-friendly information about the Group, as well as announcements and circulars issued by the Company in order to enable the Shareholders and the investor community to have timely access to updated information about the Company and the Group.

(j) Shareholders' Rights

Shareholders holding not less than one-tenth of the paid-up capital of the Company may deposit a requisition to convene a SGM and state the purpose therefor at the Company's registered office in Bermuda at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda.

The Company has adopted communications policy with Shareholders and investors that provide ready, equal and timely access to understandable information about the Company, the policy is posted on the Company's website (www.681hk.com). The Board is welcome to Shareholders for their comments and/or enquiries about the Company. Shareholders may send their comments and/or enquiries to the Board by addressing them to the Company Secretary who ensures these enquires and/or comments to be properly directed to the Board. Shareholders who wish to put forward proposal for the Company's consideration at the general meetings can send their proposal to the Company Secretary.

(i) 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、現任董事詳盡履歷、組織架構、年報及中期報告、以及本公司所刊發之公布及通函，股東及投資者能適時取得本公司及本集團之最新資料。

(j) 股東權利

持有不少於本公司繳足股本十分之一之股東，可提出要求召開股東特別大會，當中訂明大會目的，並提交至本公司百慕達註冊辦事處，地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。

本公司已採納與股東及投資者通訊政策，確保可隨時取得適時、相同及易於理解之本公司資料，有關政策於本公司網站(www.681hk.com)刊載。董事會歡迎股東向董事會提出意見及／或查詢。股東可向董事會寄交有關意見及／或查詢，並註明收件人為公司秘書，確保該查詢及／或意見會恰當處理。股東如欲提出建議以供本公司於股東大會上考慮，則可向公司秘書寄交其建議書。

(j) Shareholders' Rights (Continued)

Pursuant to Bye-laws of the Company, if a Shareholder wish to propose a person other than a retiring Director for election as a Director at a general meeting of the Company, the Shareholder should deposit a written notice of nomination which shall be given to the head office of the Company within the 7-day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time). The relevant procedures are posted on the Company's website (www.681hk.com).

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch registrar and transfer office, namely, Tricor Tengis Limited, whose contact details are stated in the section headed "Corporate Information" of this annual report.

(k) Communications with Shareholders and Investors

The Company's AGM is one of the principal channels of communication with its Shareholders. The Board and the management are committed to the constructive use of AGM as a forum to meet with Shareholders and to hear their views and answer their questions about the Group and its business.

Dr. Mo Shikang, the Chairman of the Board, did and would use his endeavours to attend all Shareholders' meetings. The chairman of the Board did and would arrange for the chairmen of Remuneration Committee, Nomination Committee and Audit Committee or their alternates be available to answer questions at each AGM of the Company. A member of the independent board committee of the Company also be available to answer questions at any general meeting of the Company, if any, to approve connected transactions or any other transactions that are subject to independent Shareholders' approval.

The Board did and would arrange auditor to attend every AGM of the Company to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

(j) 股東權利 (續)

根據本公司之公司細則，如欲建議退任董事之外的人士於本公司股東大會選任董事，股東須於寄發有關會議通告翌日開始七日期間或董事不時決定及公布之該等其他期間，向本公司總辦事處提交書面提名通告。相關程序已於本公司網站(www.681hk.com)刊載。

股東如對名下持股有任何疑問，應向本公司之香港股份過戶登記分處卓佳登捷時有限公司提出，其聯絡詳情載於本年報「公司資料」一節。

(k) 與股東及投資者之溝通

本公司的股東週年大會乃與股東溝通的主要渠道之一，董事會和管理層致力並建設性地利用股東週年大會作為一個平臺與股東會面，聆聽股東的意見及為股東提供機會與董事進行面對面的溝通，回答有關本集團表現和營運的事宜。

董事會主席莫世康博士已經及會盡可能出席本公司所有股東大會。董事會主席已經及會安排薪酬委員會、提名委員會及審核委員會之主席或彼等替任代表在每屆本公司股東週年大會上回答提問。本公司獨立董事委員會之成員，亦會出席本公司任何批准關連交易或任何其他須經獨立股東批准交易之股東大會（如有），以回答提問。

董事會已經及會安排核數師出席每屆本公司股東週年大會，以回應有關核數工作、核數師報告之編製及內容、會計政策及核數師獨立性的提問。

(k) Communications with Shareholders and Investors (Continued)

Most resolutions would be passed by way of poll at each of the general meeting of the Company. Shareholders who are unable to attend general meetings of the Company can appoint proxies to attend and vote at general meetings of the Company. The chairman of general meetings of the Company would provide explanation of the detailed procedures for conducting a poll and then would answer questions (if any) from the Shareholders regarding voting by way of poll. The Company would send notice of the AGM of the Company to the Shareholders at least 20 clear business days before each AGM of the Company and at least 10 clear business days before all other general meetings of the Company.

The Company's website (www.681hk.com) is maintained for the dissemination of the Company's announcements, press releases and other relevant financial and non-financial information on a timely basis.

The Company continues to enhance communications and relationships with its investors. Executive Director maintains dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

(k) 與股東及投資者之溝通(續)

大部份決議案將會在本公司各股東大會上以投票表決方式通過。未能出席本公司股東大會之股東，可委任代表出席本公司股東大會並於會上投票。本公司股東大會之主席會解釋進行投票表決之詳細程序，並會解答股東對投票表決之問題(如有)。本公司會於本公司舉行之每個週年股東大會至少20個完整營業日之前，向股東寄發本公司股東週年大會之通告，而本公司所有其他股東大會則於至少10個完整營業日之前寄發。

本公司網站(www.681hk.com)乃為適時發布本公司之公布、新聞稿及其他相關財務及非財務資訊而設立。

本公司會繼續增強其與投資者之溝通及關係。執行董事會與機構投資者及分析員保持溝通，使彼等知悉本公司之最新發展。本公司亦會適時處理投資者之查詢，並向其提供足夠之資料。

Report of the Directors 董事會報告

The directors of the Company (the “**Director(s)**”) are pleased to present this report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2017.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The Group is principally engaged in the sales and distribution of natural gas and liquefied petroleum gas (“**LPG**”) in China including the provision of piped gas, transportation, distribution and retail of LPG and production and sale of barreled drinking water. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, can be found in the Chairman’s Statement and the Management Discussion and Analysis set out on pages 2 to 24 of this annual report. All these sections form part of this report of the Directors.

SUBSIDIARIES

The activities of its principal subsidiaries as at 31 March 2017 are set out in note 46 to the consolidated financial statements of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 112 to 114 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2017 (2016: nil).

CLOSURE OF REGISTER OF MEMBERS

FOR ATTENDANCE OF 2017 AGM

The register of members of the Company will be closed from Thursday, 24 August 2017 to Tuesday, 29 August 2017 (both dates inclusive), for the purpose of determining the shareholders of the Company (the “**Shareholders**”) eligibility to attend and vote at the annual general meeting of the Company to be held on Tuesday, 29 August 2017 (the “**2017 AGM**”) and during which period no transfer of the shares of the Company (the “**Shares**”) will be effected. In order to qualify for attendance of the 2017 AGM, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company’s branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 August 2017.

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2017年3月31日止年度之報告及經審核綜合財務報表。

主要業務及業務審視

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（「**液化氣**」），包括提供管道燃氣、運輸、分銷及零售液化氣以及生產和銷售桶裝飲用水。根據香港公司條例附表5所規定，有關該等業務之進一步討論及分析（包括有關本集團所面對主要風險及不明朗因素之討論以及本集團業務未來可能發展之指引）載於本年報第2至24頁主席報告及管理層討論及分析內，所有該等章節構成本董事會報告一部份。

附屬公司

主要附屬公司於2017年3月31日之業務載於本年報綜合財務報表附註46。

業績及股息

本集團截至2017年3月31日止年度業績載於本年報第112至114頁綜合損益及其他全面收入報表。

董事不建議派發截至2017年3月31日止年度之末期股息（2016年：無）。

暫停辦理股份過戶登記手續

出席2017年股東週年大會

本公司將於2017年8月24日（星期四）至2017年8月29日（星期二）（首尾兩日包括在內）暫停辦理本公司股東（「**股東**」）登記手續，以釐定股東有權出席於2017年8月29日（星期二）舉行之2017年股東週年大會（「**2017年股東週年大會**」）並於會上投票之資格，於此期間亦不會辦理本公司股份（「**股份**」）過戶登記手續。為符合資格出席2017年股東週年大會，股東必須於2017年8月23日（星期三）下午4時30分前，將所有過戶表格連同有關本公司股票送達本公司之股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the past 5 financial years is set out on page 252 of this annual report. This summary does not form part of the consolidated financial statements of the Group in this annual report.

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 16 and 17 to the consolidated financial statements of this annual report respectively.

SHARE CAPITAL AND SHARE-BASED PAYMENT TRANSACTIONS

Details of the movement in the share capital, share options and award shares of the Company, if any, during the year ended 31 March 2017 are set out in notes 34 and 38 to the consolidated financial statements of this annual report respectively.

EQUITY-LINKED AGREEMENT

No equity-linked agreement was entered into during the year, save for the award shares of the Company, details of which is set out in note 38 to the consolidated financial statements of this annual report respectively.

RESERVES

Details of the movement in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 117 to 118 and note 45 to the consolidated financial statements of this annual report respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2017, the Company did not have any distributable reserve (2016: nil).

PARTICULARS OF BANK AND OTHER BORROWINGS

Particulars of bank and other borrowings of the Group as at 31 March 2017 is set out in note 32 to the consolidated financial statements of this annual report.

五年財務概要

本集團過去五個財政年度業績及資產與負債概要載於本年報第252頁。此概要不構成本年報的綜合財務報表一部分。

物業、廠房及設備和投資物業

於本年度本集團之物業、廠房及設備和投資物業之變動詳情分別載於本年報綜合財務報表附註16和17。

股本及以股份基礎支付之交易

截至2017年3月31日止年度本公司之股本、購股權及獎勵股份的變動詳情(如有)分別載於本年報綜合財務報表附註34及38。

股票掛鈎協議

年內，並無訂立任何股票掛鈎協議，惟獎勵股份除外，詳情載於本年報綜合財務報表附註38。

儲備

於本年度本集團及本公司之儲備變動詳情分別載於本年報第117至118頁綜合權益變動表及綜合財務報表附註45。

可供分派儲備

於2017年3月31日，本公司概無可供分派儲備(2016年：無)。

銀行及其他借貸之詳情

本集團於2017年3月31日之銀行及其他借貸之詳情載於本年報綜合財務報表附註32。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2017, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 3.82% and 12.61% of the Group's total revenue from continuing operations for the year, respectively.

During the year ended 31 March 2017, the aggregate purchase attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 17.84% and 37.92% of the Group's total purchase from continuing operations for the year, respectively.

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 annual report were:

Executive Directors:

Dr. Mo Shikang (*Chairman*)
Mr. Zhang Hesheng (*Deputy Chairman*)
Mr. Chu Kin Wang Peleus (*Deputy Chairman*)
Mr. Fan Fangyi (*Managing Director*)
Ms. Mo Yunbi

Non-Executive Director:

Mr. Jin Song (retired at the conclusion of the annual general meeting of the Company held on 9 September 2016)

Independent Non-Executive Directors:

Dr. Liu Junmin
Prof. Zhao Yanyun
Mr. Sin Ka Man

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of all the current Directors are set out on pages 25 to 34 of this annual report.

主要客戶及供應商

截至2017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持續經營業務之收入總額分別為3.82%及12.61%。

截至2017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持續經營業務之採購總額分別為17.84%及37.92%。

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年報日期之在任董事如下：

執行董事：

莫世康博士（主席）
張和生先生（副主席）
朱健宏先生（副主席）
范方義先生（董事總經理）
莫雲碧小姐

非執行董事：

靳松先生（於2016年9月9日舉行之本公司股東週年大會結束時退任）

獨立非執行董事：

劉駿民博士
趙彥雲教授
冼家敏先生

董事之履歷詳情

所有現任董事之履歷詳情載於本年報第25至34頁。

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 and Ms. Mo Yunbi, an executive Director, has entered into a service contract with the Company for no specific year, all Directors are subject to retirement by rotation from the Board and re-election in the annual general meeting ("AGM") of the Company in accordance with the Company's Bye-laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

In accordance with Bye-law 99 of the Company and pursuant to paragraph A4.2 of the Code on Corporate Governance Code and Corporate Report annexed as Appendix 14 to the Listing Rules, Dr. Mo Shikang, Messrs, Zhang Hesheng and Sin Ka Man will retire from the Board by rotation at the conclusion of 2017 AGM but, being eligible, offer themselves for re-election at the 2017 AGM.

There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any Director proposed for re-election at the 2017 AGM.

DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS EMOLUMENT

Details of Directors' emoluments on a named basis and five highest paid individuals (four of them are Directors) are set out in note 10 to the consolidated financial statements of this annual report .

董事服務合約及輪席

每位獨立非執董事已與本公司訂立服務合約，為期3年，而執行董事莫雲碧小姐已與本公司訂立無特定年期的服務合約，所有董事須根據本公司之公司細則及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）規定輪席告退董事會及於本公司股東週年大會（「股東週年大會」）膺選連任。

根據本公司之公司細則第99條及根據上市規則附錄14所載的《企業管治守則》和《企業管治報告》第A4.2段規定，莫世康博士、張和生先生及冼家敏先生將於本公司2017年股東週年大會結束時輪席退任董事會，惟彼等符合資格願意於2017年股東週年大會上膺選連任。

本公司並無與擬於2017年股東週年大會膺選連任之董事訂立於一年內不作賠償（法定賠償除外）而不能終止之服務合約。

董事酬金及五名最高薪人士

以記名方式之董事酬金及五名最高薪人士（其中四名為董事）詳情載於本年報綜合財務報表附註10。

Report of the Directors

董事會報告

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive Directors, namely, Dr. Liu Junmin, Prof. Zhao Yanyun and Mr. Sin Ka Man of their independence pursuant to the rule 3.13 of the Listing Rules and both the Board and the Nomination Committee considered all independent non-executive Directors are independent.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 March 2017, the interests of the Directors in the shares, underlying shares and/or 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 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

獨立非執行董事之年度確認

本公司已收到各獨立非執行董事劉駿民博士、趙彥雲教授及冼家敏先生根據上市規則第3.13條之書面獨立性確認書。董事會及提名委員會均認為所有獨立非執行董事均為獨立人士。

董事於股份、相關股份及債券中之權益

於2017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」）須知會本公司及聯交所，有關董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券條例」）第XV部）（「相聯法團」）之股份、相關股份及／或債券中之權益如下：

Names of Director	董事姓名	Number of ordinary shares held 持有普通股份數目				Total 總數	Approximately percentage (%) of shareholding* 所佔已發行 普通股份 概約百分比(%)*
		Personal interests ¹ 個人權益 ¹	Family interests 家族權益	Corporate interests 公司權益	Number of Award Shares ⁴ 獎勵股份數目 ⁴		
Dr. Mo Shikang ("Dr. Mo")	莫世康博士 （「莫博士」）	608,917,695	-	1,135,000,000 ³	-	1,743,917,695	25.11
Mr. Zhang Hesheng	張和生先生	323,271,282	-	-	15,000,000	338,271,282	4.87
Mr. Chu Kin Wang Peleus	朱健宏先生	-	14,004,605 ²	-	69,000,000	83,004,605	1.20
Mr. Fan Fangyi	范方義先生	-	-	-	22,000,000	22,000,000	0.32
Dr. Liu Junmin	劉駿民博士	-	-	-	5,000,000	5,000,000	0.07
Prof. Zhao Yanyun	趙彥雲教授	-	-	-	5,000,000	5,000,000	0.07
Mr. Sin Ka Man	冼家敏先生	-	-	-	5,000,000	5,000,000	0.07

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

(Continued)

Notes:

1. This represents interests held by the relevant Directors as beneficial owner.
 2. This represents interests legally and beneficially held by his spouse.
 3. This represents interests legally and beneficially held by Ping Da Development Limited (“**Ping Da**”), a company beneficially and wholly-owned by Dr. Mo.
 4. This represents interests legally and beneficially owned by the relevant Directors with respect of the award shares granted by the Company on 27 July 2016 (“**Award Shares**”) and subsequently approved by the independent shareholders of the Company in the special general meeting held on 14 October 2016, details of which are set out in the circular of the Company dated 23 September 2016.
- * The percentage has been adjusted, if any, based on the total number of ordinary shares of the Company in issue as at 31 March 2017 (i.e. 6,944,954,136 shares).

Save as disclosed above and under section headed “DIRECTORS RIGHTS TO ACQUIRE SHARES AND DEBENTURES” below, as at 31 March 2017, none of the Directors nor their associates had any other interests or short positions in the shares, underlying shares and/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 TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S MATERIAL BUSINESS

Save as disclosed under the sections headed “CONNECTED TRANSACTION” and “CONTINUING CONNECTED TRANSACTION” in this report, no transactions, arrangements and contract of significance to which the Company or any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director or an entities connected with 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. 此代表由相關董事作為實益擁有人持有的權益。
 2. 此代表由其配偶合法及實益持有的權益。
 3. 此代表由平達發展有限公司(「平達」)合法及實益持有的權益，平達由莫博士實益及全資擁有。
 4. 此代表由本公司於2016年7月27日授予相關董事獎勵股份(「獎勵股份」)及後於2016年10月14日舉行之股東特別大會上獲本公司獨立股東批准，此權益由相關董事合法及實益持有，詳情載於本公司日期為2016年9月23日之通函。
- * 百分比已經根據本公司於2017年3月31日已發行普通股份總數(即6,944,954,136股股份)作出調整(如有)。

除以上披露者及下文「董事購買股份及債券之權利」一節所披露者外，於2017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，概無董事或其聯繫人於本公司或其任何相關法團之股份、相關股份及／或債券中擁有任何權益或淡倉。

董事於本公司重大業務交 易，安排及合約中之重大權 益

除於本報告「關連交易」及「持續關連交易」一節所披露者外，本公司、其任何附屬公司，其同系附屬公司或其控股公司概無訂立任何重大交易、安排或合約為本公司董事或與董事有關連的任何實體(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 2017, the number of outstanding option shares granted under the share option scheme (if any) (defined under section headed "SHARE OPTION" below) and the Award Shares 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 are set out in the sections headed "SHARE OPTION" and "AWARD SHARES" in this report, respectively.

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, their spouse and children under the age of 18 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 2017, 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 of shareholder 股東名稱	Capacity 身份	Nature of Interest 權益性質	Number of ordinary shares held 持有普通股份數目	Approximate percentage (%) of the issued ordinary share capital* 所佔已發行普通股份概約百分比(%)*
Ping Da (note) 平達 (附註)	Beneficial owner 實益擁有人	Corporate 公司	1,135,000,000 (L)	16.34

(L) = long position 好倉

Note: This represents the Shares held by Ping Da, a company wholly-owned by Dr. Mo.

* The percentage has been adjusted (if any) based on the total number of Shares in issue as at 31 March 2017 (i.e. 6,944,954,136 shares).

董事購買股份及債券之權利

於2017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，本公司已向董事根據購股權計劃（定義見下文「購股權」一節內）授出可認購本公司股份之未行使購股權數目（如有）及授出之獎勵股份已分別載於本報告「購股權」及「獎勵股份」一節內。

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、彼等配偶及其18歲以下之子女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2017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：

附註： 此由平達（由莫博士全資擁有之公司）所持有之股份。

* 百分比已經根據於2017年3月31日已發行股份總數（即6,944,954,136股股份）作出調整（如有）。

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

(Continued)

Save as disclosed above, as at 31 March 2017, the Company had not been notified of any interests and short positions in the shares and/or underlying shares of the Company any of its Associated Corporations, which had been recorded in the register required to be kept under section 336 of the SFO.

COMPETITION AND CONFLICTS

During the year, none of the Directors or substantial Shareholders or any of their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, 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, during the year and up to 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 of the Company on a pro-rata basis to existing shareholders of the Company.

本公司股本中之主要權益

(續)

於2017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或其任何相關法團之股份及／或相關股份中之任何權益及淡倉記錄。

競爭與利益衝突

年內，概無任何董事或主要股東或任何彼等之緊密聯繫人士參與任何與本集團業務直接或間接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

於年內及截至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本公司現有股東發售本公司新股份。

SHARE OPTION

On 3 October 2006, the Shareholders approved the adoption of a share option scheme (the “**Share Option Scheme**”). On 27 September 2007 and 29 August 2011, the Shareholders approved resolutions for refreshment of 10% limit on the grant of options under the Share Option Scheme, respectively. On 28 August 2008, the Shareholders approved the resolution for the amendments to the terms of the Share Option Scheme, details of which may refer to the circular of the Company dated 31 July 2008.

The Share Option Scheme was 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. Shareholders approved a resolution of termination of the Share Option Scheme and adoption of a new share option scheme (the “**New Share Option Scheme**”) in the AGM of the Company held on 9 September 2016.

As at 1 April 2016, 31 March 2017 and up to the date of this annual report, nil share option was outstanding, granted, exercised, lapsed and/or cancelled under the Share Option Scheme and the New Share Option Scheme.

The following is a summary of the principal terms of the New 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.

購股權

於2006年10月3日，股東批准採納一項購股權計劃（「購股權計劃」）。於2007年9月27日及2011年8月29日股東分別批准更新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，股東批准修訂購股權計劃條款之決議案，詳情可參閱本公司日期為2008年7月31日之通函。

購股權計劃直至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。股東已於2016年9月9日舉行之股東週年大會批准終止購股權計劃及採納一項新購股權計劃（「新購股權計劃」）。

於2016年4月1日、2017年3月31日及截至本年報日期，並無根據購股權計劃及新購股權計劃授出、行使、失效及／或取消之購股權及並無購股權尚未行使。

下文概述新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，為該名人士獲授購股權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。

SHARE OPTION (Continued)

Price of Shares	Determined by the Board and shall at least be the highest of: <ul style="list-style-type: none"> (a) the nominal value of the Share; (b) the closing price of the Share 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 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	694,495,413 Shares, being approximately 10% of the issued share capital of the Company.
Maximum entitlement of each participant	Not exceed 1% of the Shares 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.
Minimum period for which an option must be held before it can be exercised	Not applicable

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： <ul style="list-style-type: none"> (a) 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	694,495,413股股份，佔本公司已發行股本約10%。
每名參與者可獲發股份之上限	於任何12個月內不得超過已發行股份之1%。
根據購股權認購證券之期限	由董事會酌情釐定。
行使購股權前須持有之最短期限	不適用。

Report of the Directors

董事會報告

SHARE OPTION (Continued)

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 8 September 2026, 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.

AWARD SHARES

On 27 July 2016, the Board resolved to grant Award Shares in respect of 208,000,000 Shares, to which was the entitled grantees, who are certain Directors, chief executive of the Company and employees of the Group by way of issue of 208,000,000 new Shares that was approved by the Shareholders at the special general meeting held on 14 October 2016. Details of the Award Shares are set out in the Company's circular dated 23 September 2016 and note 38(b) to the consolidated financial statements of this annual report.

The Award Shares shall be vested and allotted and issued to the grantees on 30 September 2017 ("Vesting Period"). If a grantee resigns or be terminated his/her employment during the Vesting Period, no Shares will be allotted and issued to the grantee. The grantee is not entitled to receive dividend during the Vesting Period.

PENSION SCHEMES

The pension schemes of the Group are primary in form of contributions to Hong Kong's Mandatory Provident Fund Scheme and the PRC statutory public welfare fund respectively. Details of which are set out in note 39 to the consolidated financial statement.

購股權 (續)

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2026年9月8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。
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獎勵股份

於2016年7月27日，董事會決議向合資格承授人（為本公司部分董事、主要行政人員及本集團之僱員）授予涉及208,000,000股股份的獎勵股份，方式為發行208,000,000股新股份，並已於2016年10月14日舉行之股東特別大會上獲股東批准。獎勵股份之詳情載列於本公司日期為2016年9月23日之通函及本年報綜合財務報表附註38(b)。

獎勵股份將於2017年9月30日歸屬（「歸屬期間」）並配發及發行予承授人。倘承授人於歸屬期間內辭職或被解聘，則概不會向該承授人配發及發行股份。承授人於歸屬期間內無權收取股息。

退休金計劃

本集團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。詳情載於綜合財務報表附註39。

CONNECTED TRANSACTIONS

The Board has resolved to grant a total of 141,000,000 Award Shares to the Directors, namely, Mr. Zhang Hesheng, Mr. Chu Kin Wang Peleus, Mr. Fan Fangyi, Mr. Jin Song (now as chief strategy officer, retired as a non-executive Director at the conclusion of AGM of the Company held on 9 September 2016), Dr. Liu Junmin, Prof. Zhao Yanyun and Mr. Sin Ka Man on 27 July 2016 (the “**Date of Grant**”). The total value of the Award Shares granted to the Directors as the Date of the Grant and at the date of special general meeting dated 14 October 2016 to approve the Award Shares were HKD16,215,000 and HKD19,881,000 respectively. Under Chapter 14A of the Listing Rules, the grant of the Award Shares (the “**Grant of Award Shares**”) to the Directors constituted connected transactions of the Company which is subject to the reporting, announcement and independent Shareholder’s approval requirements. The Grant of the Award Shares were approved by independent Shareholders at the special general meeting held on 14 October 2016, the Award Shares shall be vested and allotted and issued on 30 September 2017. Details of the Award Shares are set out in the circular of the Company dated 23 September 2016 and note 38(b) to the consolidated financial statements. The Grant of the Award Shares is to (1) align the interest of the Directors with the continue performance of the Group; (2) recognise the contributions the Directors over years of their services; (3) motivate the Directors (4) provide an additional form of reward to the Directors; and (5) attract and retain the Directors for the continual operation and development of the Group.

CONTINUING CONNECTED TRANSACTIONS

On 12 November 2013, Xi’an Civigas Co., Ltd. (“**Xi’an Civigas**”) entered into a natural gas supply agreement (“**2014-2016 Natural Gas Supply Agreement**”) with Shaanxi Provincial Natural Gas Co., Ltd. (“**Shaanxi Natural Gas**”) in relation to the purchase of natural gas from Shaanxi Natural Gas for a period of three years from 1 January 2014 to 31 December 2016. The annual cap amount for the transaction for each of the three years ended 31 December 2014, 31 December 2015 and 31 December 2016 under 2014-2016 Natural Gas Supply Agreement were RMB121,603,000, RMB140,015,000 and RMB162,421,000 respectively. Details of which were disclosed in the circular of the Company dated 28 November 2013.

Shaanxi Natural Gas is principally engaged in the distribution and pipeline transportation of natural gas, the sale of city gas, as well as the operation of gasification projects. It is one of the leading natural gas providers in Shaanxi Province, China. Through purchasing the natural gas from Shaanxi Natural Gas, it can stable the supply in the region Xi’an Civigas serves. Shaanxi Natural Gas is a shareholder of Xi’an Civigas (being a 51% owned subsidiary of the Group) holding 40% equity interests in Xi’an Civigas, by virtue of its interests in Xi’an Civigas, is regarded as a connected person of the Company pursuant to the Listing Rules.

關連交易

董事會於2016年7月27日決議向若干董事（分別為張和生先生、朱健宏先生、范方義先生、靳松先生（現為首席執行官，於2016年9月9日舉行之本公司股東週年大會結束時退任非執行董事）、劉駿民博士、趙彥雲教授及冼家敏先生）授予總計141,000,000股獎勵股份。於授出日期及於2016年10月14日所舉行之股東特別大會批准獎勵股份時，授予董事之獎勵股份價值分別為16,215,000港元及19,881,000港元。根據上市規則第14A章向關連承授人授予獎勵股份（「**授予獎勵股份**」）構成本公司之關連交易，並須遵守申報、公布及獨立股東批准規定。由於向董事授予獎勵股份構成本公司之關連交易，獎勵股份已於2016年10月14日所舉行之股東特別大會上獲獨立股東批准，獎勵股份將於2017年9月30日歸屬及配發及發行。獎勵股份的詳情載於本公司日期為2016年9月23日之通函及綜合財務報表附註38(b)。授予獎勵股份乃(1)符合董事們與本集團之持續表現一致之利益；(2)表彰董事們於彼等之服務年期內所作之貢獻；(3)激勵董事們；(4)向董事們提供額外形式獎勵；及(5)吸引及挽留有利於本集團持續運營及發展之董事們。

持續關連交易

於2013年11月12日，西安中民燃氣有限公司（「**西安中民**」）與陝西省天然氣股份有限公司（「**陝西天然氣**」）訂立一份天然氣購銷合同（「**2014-2016年天然氣購銷合同**」），內容有關西安中民同意於2014年1月1日至2016年12月31日止3年期間向陝西天然氣購買天然氣。2014-2016年天然氣購銷合同項下截至2014年12月31日、2015年12月31日及2016年12月31日止3年各年度交易的年度上限金額分別為人民幣121,603,000元、人民幣140,015,000元及人民幣162,421,000元，詳情已載於日期為2013年11月28日本公司之通函內。

陝西天然氣主要從事分銷及管道輸送天然氣，城市燃氣銷售和營運氣化項目。彼為中國陝西省一間具領導地位之天然氣供應商。通過向陝西天然氣採購天然氣，可穩定西安中民所服務地區的供應。陝西天然氣為西安中民（本集團持有其51%權益）的一位股東，其持有40%股本權益，彼等因於西安中民之權益而根據上市規則被視為本公司之關連人士。

CONTINUING CONNECTED TRANSACTION

(Continued)

The transaction constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules, independent Shareholders' approval was obtained in the special general meeting of the Company held on 23 December 2013.

For the year ended 31 December 2016, the amount of the abovementioned continuing connected transactions was within the maximum aggregate value as stated in the 2014-2016 Natural Gas Supply Agreement.

Pursuant to rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed upon procedures in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor of the Company has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions under the 2014-2016 Natural Gas Supply Agreement as disclosed by the Group in the annual report in accordance with Rule 14A.56 of the Listing Rules.

Pursuant to rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions under the 2014-2016 Natural Gas Supply Agreement and confirmed that these transactions entered into by the Group were:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the respective agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

持續關連交易 (續)

根據上市規則第14A章，上述交易構成本公司之持續關連交易並已於2013年12月23日舉行之本公司股東特別大會獲獨立股東批准。

截至2016年12月31日止年度，上述持續關連交易之總額在2014-2016年天然氣購銷合同訂明之最高總值內。

根據上市規則第14A.56條，董事會已委聘本公司核數師根據香港會計師公會頒布之香港核證工作準則第3000號「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」履行若干協定程序。

本公司核數師已根據上市規則第14A.56條就2014-2016年天然氣購銷合同項下的持續關連交易發出無保留函件，當中載列核數師對有關本集團在年報披露之持續關連交易之發現及結論。

獨立非執行董事已根據上市規則第14A.55條審閱上述2014-2016年天然氣購銷合同項下的持續關連交易，並確認本集團所訂立之該等交易為：

- (a) 於本集團的日常業務中訂立；
- (b) 按照一般商業條款或更佳條款進行；及
- (c) 根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

CONTINUING CONNECTED TRANSACTION

(Continued)

As the current continuing connected transactions shall continue after the expiration of the 2014-2016 Natural Gas Supply Agreement, on 14 December 2016, Xi'an Civigas entered into a new natural gas supply agreement (“**2017-2019 Natural Gas Supply Agreement**”) with Shaanxi Natural Gas to renew the current continuing connected transactions for a term of three years commencing from 1 January 2017 to 31 December 2019. The annual cap amount for the transactions for each of the three years ending 31 December 2017, 31 December 2018 and 31 December 2019 under the 2017-2019 Natural Gas Supply Agreement will be RMB148,205,000, RMB180,260,000 and RMB210,152,000 respectively.

The highest applicable percentage ratio of the transactions under the 2017-2019 Natural Gas Supply Agreement and the annual cap amounts are expected to be more than 5% as set out under Chapter 14A of the Listing Rules, while considering the transactions under the 2017-2019 Natural Gas Supply Agreement are transactions between the Group and a connected person at the subsidiary level on normal commercial terms or better, these transactions are therefore exempt from the circular (including independent financial advice) and shareholders' approval requirements, as it has been approved by the Board and confirmed by the independent non-executive Directors as required under Rule 14A.101(1) and (2) of the Listing Rules, but are subject to annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

Save as disclosed herein, there were no transactions which need to be disclosed as connected transaction in accordance with the requirements of the Listing Rules.

RELATED PARTY TRANSACTIONS

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

MANAGEMENT CONTRACTS

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

持續關連交易 (續)

由於現有持續關連交易於2014-2016年天然氣購銷合同屆滿後仍會繼續，於2016年12月14日，西安中民與陝西天然氣訂立新天然氣購銷合同（「**2017-2019年天然氣購銷合同**」）重續現有持續關連交易，年期由2017年1月1日至2019年12月31日止3個年度。根據2017-2019年天然氣購銷合同，截至2017年12月31日、2018年12月31日及2019年12月31日止3年各年度交易的年度上限金額分別為人民幣148,205,000元、人民幣180,260,000元及人民幣210,152,000元。

預期2017-2019年天然氣購銷合同及其項下擬進行交易及年度上限金額的最高適用百分比率將高於上市規則第14A章所載的5%，但考慮到2017-2019年天然氣購銷合同下的交易屬於本集團與附屬公司層面的關連人士之交易，並且按一般商業條款或更佳條款進行，倘若依據上市規則第14A.101(1)及(2)條經董事會批准交易及經獨立非執行董事確認，該交易可獲豁免遵守通函（包括獨立財務意見）及股東批准的規定，但須符合上市規則第14A章項下年度審閱以及各項披露規定。

除本文所披露者外，概無交易須按照上市規則之規定披露為關連交易。

與有關連人士之交易

與有關連人士之交易詳情載於本年報綜合財務報表附註40。

管理合約

年內概無訂立或存在任何關於本公司業務全部或任何重要部分之管理及行政合約。

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board adopted the Model Code, amended from time to time. All Directors have confirmed their compliance with the required standard set out in the Model Code during the year ended 31 March 2017. Employees of the Company, who are likely to be in possession of unpublished inside information, have been requested to comply with provisions of Model Code.

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 2017.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Bye-laws of the Company, the Directors shall be indemnified against all losses and liabilities which they may incur in connection with their duties. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

CHANGES IN THE INFORMATION OF DIRECTORS

Pursuant to rule 13.51B(1) of the Listing Rules, the changes in the information of Directors since the date of Company's 2016 Interim Report is as follows:

Mr. Chu Kin Wang Peleus, being a deputy chairman and an executive Director, (1) resigned as a non-executive director of Perfect Group International Holdings Limited (stock code: 03326) on 1 March 2017; and (2) was appointed as an independent non-executive director of ITC Corporation Limited (stock code: 00372) on 8 March 2017 and China Huishan Dairy Holdings Company Limited (stock code: 06863) on 22 June 2017 respectively, shares of these three companies are listed on the Main Board of the Stock Exchange.

Mr. Sin Ka Man, being an independent non-executive Director, retired as an independent non-executive director of Xtep International Holdings Limited (stock code: 01368) on 8 May 2017 and Infinity Financial Group (Holdings) Limited (stock code: 00152) on 6 June 2017, shares of both companies are listed on the Main Board of the Stock Exchange.

董事進行證券交易之守則

董事會採納標準守則（經不時修訂）。全部董事已確認截至2017年3月31日止年度遵守標準守則規定之準則。可能擁有本公司未公佈的內幕消息的僱員均須遵守標準守則的條文。

購買、出售或贖回本公司之上市證券

截至2017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。

獲准許的彌償條文

根據本公司之公司細則，董事就履行其職務而引致任何損失或責任，均有權獲得賠償。本公司有為本集團董事及高級職員安排恰當的董事及高級職員責任保險。

董事資料之變動

根據上市規則第13.51B(1)條，自本公司2016年中期報告日期以來，董事之資料變更為：

副主席兼執行董事朱健宏先生(1)於2017年3月1日辭任保發集團國際控股有限公司（股票代號：03326）之非執行董事，及(2)於2017年3月8日獲委任為德祥企業集團有限公司（股票代號：00372）和於2017年6月22日獲委任為中國輝山乳業控股有限公司（股票代號：06863）之獨立非執行董事，上述三間公司股份均為於聯交所主板掛牌。

獨立非執行董事冼家敏先生於2017年5月8日退任特步國際控股有限公司（股票代號：01368）及於2017年6月6日辭任新融宇集團（控股）有限公司（股票代號：01152）之獨立非執行董事，該等公司股份為於聯交所主板掛牌。

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Board reviews and monitors the Group's policies and practices on compliance with legal and regulatory requirements in a regular basis. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

During the year ended 31 March 2017, to the best of the Company's knowledge, the Company has complied with the requirements under memorandum of association and bye-laws of the Company, the Listing Rules, the SFO, the Companies Act 1981 Bermuda and other law applicable to the Company. Details of the Company's compliance with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in the Listing Rules are provided in the Corporate Governance Report from pages 61 to 89 of this annual report

AUDITOR

Deloitte Touche Tohmatsu ("Deloitte") being the auditor of the Company, will retire and being eligible, offer themselves for re-appointment in the 2017 AGM. A resolution for the re-appointment of Deloitte as auditor of the Company will be proposed at the 2017 AGM.

On behalf of the Board

Mr. Fan Fangyi
Managing and Executive Director

Beijing, 30 June 2017

遵守法律及法規

本集團現有的合規程序能夠確保本集團遵守適用的、尤其是對本集團有重大影響的法律、法規以及規則。董事會會定期檢討並監察本集團為了遵守相關法律和法規要求採取的合規性政策和措施。相關的僱員和運營單位亦會不時留意適用的法律、法規和規則發生的任何變動。

於截至2017年3月31日止年度，盡本公司所知，本公司已遵守本公司組織章程細則及公司細則，上市規則、證券條例及百慕達一九八一年公司法及其他適用於本公司的法律。有關本公司遵守上市規則《企業管治守則》及《企業管治報告》中守則條文的情況已載於本年報第61至89頁的「企業管治報告」。

核數師

本公司核數師德勤•關黃陳方會計師行（「德勤」）將於2017年股東週年大會任滿告退，惟符合資格並願意接受續聘。2017年股東週年大會上將提呈一項決議案，續聘德勤為本公司核數師。

承董事會命

范方義先生
董事總經理兼執行董事

北京，2017年6月30日

Independent Auditor's Report 獨立核數師報告

Deloitte.

To the Shareholders of Chinese People Holdings Company Limited
(incorporated in Bermuda with limited liability)

OPINION

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 112 to 249, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

德勤

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)

意見

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「貴集團」)載於第112頁至第249頁的綜合財務報表,當中包括於2017年3月31日的綜合財務狀況報表、截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒布的香港財務報告準則(「香港財務報告準則」)真實而公平地反映了貴集團於2017年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒布的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

Impairment assessment of goodwill of Group's subsidiaries
貴集團附屬公司商譽的減值評估

We identified annual impairment assessment of goodwill of Group's subsidiaries as a key audit matter due to the involvement of significant judgements and assumptions in determining the recoverable amounts of cash generating units ("CGUs") to which goodwill have been allocated, which are derived from value in use calculations using discounted cash flow models.

我們認為，貴集團附屬公司之商譽年度減值評估為一項關鍵審計事項，因為在釐定已分配商譽的現金產生單位（「現金產生單位」）之可收回金額時涉及重大判斷及假設，其使用貼現現金流模型計算使用價值。

As at 31 March 2017, the Group's goodwill are allocated to respective CGU relating to transportation, distribution and retail of liquefied petroleum gas ("LPG") operation and piped gas operation in the People's Republic of China (the "PRC") amounting to approximately RMB14.1 million and RMB11.6 million, respectively. Details are disclosed in notes 4 and 19 to the consolidated financial statements.

於2017年3月31日，貴集團之商譽分配至與於中華人民共和國（「中國」）進行運輸、分銷及零售液化石油氣（「液化氣」）業務及管道燃氣業務有關之各個現金產生單位，分別為約人民幣14,100,000元及11,600,000元。詳情於綜合財務報表附註4及附註19披露。

Management's assessment of goodwill impairment is highly judgmental and is dependent on certain significant inputs including the growth rates, budgeted gross margin and discount rates applied, all of which vary based on the relevant industry growth and management's expectation for the market development of piped gas operation and transportation, distribution and retail of LPG operation in the PRC.

管理層對商譽減值之評估過程涉及重大判斷，而該評估取決於若干重大輸入數據，包括已應用的增長率、預算毛利率及貼現率，其全部變動均取決於相關行業增長及管理層對中國管道燃氣業務以及運輸、分銷及零售液化氣業務的市場開發預期。

As disclosed in note 19, impairment loss of RMB11.6 million has been recognised against the goodwill allocated to the piped gas operation for the year ended 31 March 2017.

誠如附註19所披露，就截至2017年3月31日止年度已分配至管道燃氣業務之商譽已確認減值虧損人民幣11,600,000元。

How our audit addressed the key audit matter

我們的審計如何對關鍵審計事項進行處理

Our audit procedures in relation to the management's impairment assessment of goodwill of Group's subsidiaries included:

我們就管理層對本集團附屬公司之商譽進行減值評估之審計程序包括：

- Understanding the Group's impairment assessment process, including the impairment model, basis of allocation of goodwill to CGUs, the preparation of the cash flow projections ("Cashflow Forecasts") and key management assumptions adopted in these Cashflow Forecasts through enquiries with the management;
- 透過諮詢管理層，瞭解 貴集團之減值評估過程，包括減值模型、商譽分配予現金產生單位之基準、編製現金流量預測（「現金流量預測」），及於該等現金流量預測採用之關鍵管理假設；
- Challenging the appropriateness of the key assumptions adopted by the management in the Cashflow Forecasts, such as the budgeted gross margin, discount rates and forecast growth rates applied and comparing them with available market data and our knowledge of the current market development in the PRC;
- 質疑管理層於現金流量預測中所採納的主要假設的合理性，如已應用的預算毛利率、貼現率及預測增長率，並將其與可獲得的市場數據及我們對中國目前市場發展的瞭解進行比較；
- Comparing the historical cash flows forecast against the performance of CGUs to test the accuracy of management's projections; and
- 將過往的現金流量預測與現金產生單位的表現進行比較，測試管理層預測的準確性；及
- Reviewing the Cashflow Forecasts by stress testing key assumptions, assessing the impact on the sensitivity analysis, and understanding the degree to which assumptions would need to move before impairment would be triggered.
- 透過壓力測試主要假設、評估敏感度分析的影響以及對需於觸發減值前移除的假設的瞭解程度檢討現金流量預測。



Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與財務報表或我們在審計過程中所瞭解的情況存在重大不符，或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，沒有我們須予報告的情況。

董事及治理層就綜合財務報表承擔的責任

貴公司董事須負責根據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真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督貴集團的財務報告程序。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表 承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條的規定僅向全體成員出具包括我們意見的核數師報告，除此以外，我們的報告不可用作其他用途。我們概不會就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或整體可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露的關注。假若有關的披露不足，則修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們須負責指導、監督和執行貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Yu Kin Man.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
30 June 2017

核數師就審計綜合財務報表 承擔的責任 (續)

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露此等事項，或在極端罕見的情況下，若有合理預期在我們報告中傳達某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此情況下在報告中傳達該事項。

出具本獨立核數師報告的審計項目合夥人為俞堅民。

德勤·關黃陳方會計師行
執業會計師
香港
2017年6月30日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入報表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

		NOTES 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Continuing operations	持續經營業務			
Revenue	收入	5	969,524	951,504
Cost of sales and services	銷售及服務成本		(697,908)	(682,266)
Gross profit	毛利		271,616	269,238
Other gains and losses	其他收益及虧損	7	(16,642)	(347,852)
Other income	其他收入	8	11,604	9,768
Finance costs	財務成本	11	(14,779)	(12,419)
Selling and distribution expenses	銷售及分銷開支		(84,800)	(74,239)
Administrative expenses	行政開支		(108,679)	(114,468)
Share of results of associates	應佔聯營公司業績		19,259	44,224
Share of results of joint ventures	應佔合資企業業績		129,773	131,954
Profit (loss) before tax	除稅前溢利(虧損)		207,352	(93,794)
Income tax expense	所得稅開支	12	(32,284)	(30,209)
Profit (loss) for the year from continuing operations	持續經營業務之本年度溢利(虧損)	9	175,068	(124,003)
Discontinued operation	已終止經營業務			
Profit (loss) for the year from discontinued operation	已終止經營業務之本年度溢利(虧損)	13	53,433	(3,928)
Profit (loss) for the year	本年度溢利(虧損)		228,501	(127,931)
Other comprehensive expense for the year	本年度其他全面支出			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:			
Reclassification adjustment of cumulative gain upon disposal of available-for-sale investments	出售可供出售投資後累計收益重新分類調整		-	(11)
Other comprehensive expense for the year	本年度其他全面支出		-	(11)
Total comprehensive income (expense) for the year	本年度全面收入(支出)總額		228,501	(127,942)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入報表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Profit (loss) for the year attributable to:	下列應佔之本年度溢利(虧損):		
Owners of the Company	本公司擁有人		
Profit (loss) from continuing operations	持續經營業務之溢利(虧損)	152,462	(143,353)
Profit (loss) from discontinued operation	已終止經營業務之溢利(虧損)	53,433	(3,928)
		205,895	(147,281)
Non-controlling interests	非控股權益		
Profit from continuing operations	持續經營業務之溢利	22,606	19,350
		228,501	(127,931)
Total comprehensive income (expense) attributable to:	下列應佔之全面收入(支出)總額:		
Owners of the Company	本公司擁有人		
Profit (loss) from continuing operations	持續經營業務之溢利(虧損)	152,462	(143,364)
Profit (loss) from discontinued operation	已終止經營業務之溢利(虧損)	53,433	(3,928)
		205,895	(147,292)
Non-controlling interests	非控股權益		
Profit from continuing operations	持續經營業務之溢利	22,606	19,350
		228,501	(127,942)

Financials
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Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入報表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

		NOTE 附註	2017 RMB 人民幣	2016 RMB 人民幣 (restated) (經重列)
Earnings (loss) per share	每股盈利(虧損)	15		
From continuing and discontinued operations	來自持續及已終止經營業務			
– basic	– 基本		2.96 cents 分	(2.12) cents 分
– diluted	– 攤薄		2.96 cents 分	N/A 不適用
From continuing operations	來自持續經營業務			
– basic	– 基本		2.20 cents 分	(2.06) cents 分
– diluted	– 攤薄		2.20 cents 分	N/A 不適用

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 March 2017 於2017年3月31日

		NOTES 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	619,984	542,574
Investment properties	投資物業	17	13,200	13,200
Prepaid lease payments	預付租金	18	59,306	58,040
Goodwill	商譽	19	14,051	14,051
Intangible assets	無形資產	20	26,825	18,481
Interests in associates	於聯營公司之權益	21	107,566	130,039
Interests in joint ventures	於合資企業之權益	22	917,556	787,783
Available-for-sale investments	可供出售投資	23	15,032	12,810
Long-term deposits and other receivables	長期按金及其他應收款項	24	31,844	52,312
			1,805,364	1,629,290
Current assets	流動資產			
Inventories	存貨	25	21,401	25,598
Trade, bills and other receivables and prepayments	貿易、票據及其他應收款項以及預付款項	26	112,056	85,757
Amount due from a joint venture	應收一間合資企業款項	27	24,556	18,125
Prepaid lease payments	預付租金	18	1,494	1,869
Bank balances and cash	銀行結餘及現金	28	392,287	305,147
			551,794	436,496
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	29	216,352	189,309
Tax liabilities	稅項負債		41,635	42,261
Amount due to a non-controlling interest of a subsidiary	應付一間附屬公司非控股權益款項	27	–	656
Amount due to an associate	應付一間聯營公司款項	27	299	76
Amount due to a joint venture	應付一間合資企業款項	27	4,103	5,389
Amount due to a former director	應付一名前董事款項	30	–	14,028
Consideration payable	應付代價款項	31	155,768	–
Bank and other borrowings	銀行及其他借貸	32	62,000	14,199
			480,157	265,918
Net current assets	流動資產淨值		71,637	170,578
Total assets less current liabilities	總資產減流動負債		1,877,001	1,799,868

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 March 2017 於2017年3月31日

		NOTES 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Capital and reserves	股本及儲備			
Share capital	股本	34	453,328	453,328
Reserves	儲備		1,203,848	986,094
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,657,176	1,439,422
Non-controlling interests	非控股權益	47	168,937	164,988
Total equity	總權益		1,826,113	1,604,410
Non-current liabilities	非流動負債			
Amount due to a former director	應付一名前董事款項	30	–	17,500
Bank borrowings	銀行借貸	32	42,500	–
Consideration payable	應付代價款項	31	–	173,386
Deferred tax liabilities	遞延稅項負債	33	8,388	4,572
			50,888	195,458
			1,877,001	1,799,868

The consolidated financial statements on pages 112 to 249 were approved and authorised for issue by the Board of Directors on 30 June 2017 and are signed on its behalf by:

載於第112至249頁之綜合財務報表已獲董事會於2017年6月30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. FAN FANGYI

DIRECTOR
范方義先生
董事

Consolidated Statement Of Changes In Equity

綜合權益變動表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益											Non-controlling interests		Total
		Share capital	Share premium	Capital reserve	Contributed surplus	Surplus reserve fund	Deemed contribution	Capital contribution	Investment revaluation reserve	Share-based compensation reserve	Other reserve	(Accumulated losses)/ Retained earnings	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	撥入盈餘	盈餘公積金	視作注資	注入資金	重估儲備	以股份為基礎之酬金儲備	其他儲備	保留溢利	合計	非控股權益	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)					(Note d) (附註d)				
At 31 March 2015	於2015年3月31日	453,328	944,616	2,086	92,665	63,665	26,628	7,721	4	-	7,175	(11,174)	1,586,714	146,046	1,732,760
(Loss) profit for the year	本年度(虧損)溢利	-	-	-	-	-	-	-	-	-	-	(147,281)	(147,281)	19,350	(127,931)
Reclassification adjustment of cumulative gain upon disposal of available-for-sale investments	出售可供出售投資後累計收益重新分類調整	-	-	-	-	-	-	-	(11)	-	-	-	(11)	-	(11)
Total comprehensive (expense) income for the year	本年度全面(支出)收入總額	-	-	-	-	-	-	-	(11)	-	-	(147,281)	(147,292)	19,350	(127,942)
Appropriations	轉撥	-	-	-	-	13,605	-	-	-	-	-	(13,605)	-	-	-
Dividends paid to non-controlling interests of subsidiaries	付予附屬公司非控股權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(4,647)	(4,647)
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	-	-	-	-	-	-	-	-	-	-	-	-	4,239	4,239
At 31 March 2016	於2016年3月31日	453,328	944,616	2,086	92,665	77,270	26,628	7,721	(7)	-	7,175	(172,060)	1,439,422	164,988	1,604,410
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	-	-	-	-	-	-	-	205,895	205,895	22,606	228,501
Appropriations	轉撥	-	-	-	-	17,898	-	-	-	-	-	(17,898)	-	-	-
Recognition of share-based payments	確認以股份為基礎付款	-	-	-	-	-	-	-	-	12,212	-	-	12,212	-	12,212
Dividends paid to a non-controlling interest of a subsidiary	付予一間附屬公司非控股權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(23,310)	(23,310)
Acquisition of partial interests in a subsidiary (note e)	收購一間附屬公司部分權益(附註e)	-	-	-	-	-	-	-	-	-	(353)	-	(353)	253	(100)
Capital injection from non-controlling interests of subsidiaries newly incorporated during the year	年內新成立附屬公司非控股權益之注資	-	-	-	-	-	-	-	-	-	-	-	-	4,400	4,400
At 31 March 2017	於2017年3月31日	453,328	944,616	2,086	92,665	95,168	26,628	7,721	(7)	12,212	6,822	15,937	1,657,176	168,937	1,826,113

Consolidated Statement Of Changes In Equity

綜合權益變動表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

Notes:

- (a) Capital reserve was recognised as a result of acquisition of additional interest in an associate which became a subsidiary.
- (b) Contributed surplus 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) The articles of association of the Company's subsidiaries incorporated in the People's Republic of China (the "PRC") state that they should make an appropriation of 10% of their profit for the year (prepared under generally accepted accounting principles in the PRC) each year to the surplus reserve fund until the balance reaches 50% of the paid-in capital. The surplus reserve fund shall only be used for making good losses, capitalisation into paid-in capital and expansion of their production and operation.
- (d) The other reserve of the Group represents the effect arising from the change in the Group's equity interest on existing subsidiary without losing control.
- (e) On 23 December 2016, the Group entered into an equity transfer agreement with a non-controlling interests to acquire 10% equity interest of Chengdu Zhonglian Hua'an Investment Co., Ltd. ("Chengdu Zhonglian", a 90% owned subsidiary of the Group) which is engaged in transportation, distribution and retail of liquefied petroleum gas ("LPG") at a consideration of RMB100,000. Accordingly, the Group increase its shareholding in Chengdu Zhonglian from 90% to 100%. The difference between the consideration paid and the carrying amount of the non-controlling interests in Chengdu Zhonglian of RMB253,000 was debited to equity as other reserve during the year ended 31 March 2017.

附註：

- (a) 因收購一間聯營公司（已成為一間附屬公司）的額外權益而確認的資本儲備。
- (b) 繳入盈餘指本公司於1997年上市時用作收購附屬公司的代價時所發行之本公司股份的股本面值與該等附屬公司已發行之股本面值交換之差額。
- (c) 本公司於中華人民共和國（「中國」）註冊成立之附屬公司之組織章程細則列明，彼等須將各個年度之年度溢利（根據中國一般公認會計原則編製）之10%轉撥至盈餘公積金，直至餘額達到繳入資本之50%。盈餘公積金僅可用於彌償虧損、資本化至繳入資本以及擴展其生產及經營。
- (d) 本集團之其他儲備指本集團於現有附屬公司之股權變動（未失去控制權）產生之影響。
- (e) 於2016年12月23日，本集團與非控股權益訂立一份股權轉讓協議，收購本集團持有90%之附屬公司成都中聯華安投資有限公司（「成都中聯」）10%股本權益，該公司從事運輸、分銷及零售液化石油氣（「液化氣」），代價為人民幣100,000元。因此，本集團於成都中聯之股權由90%增加至100%。已付代價與於成都中聯之非控股權益賬面金額之差額人民幣253,000元於截至2017年3月31日止年度作為其他儲備自權益扣除。

Consolidated Statement of Cash Flows

綜合現金流量表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit (loss) for the year	本年度溢利(虧損)	228,501	(127,931)
Adjustments for:	就下列項目作出調整:		
Share of results of joint ventures	應佔合資企業業績	(129,773)	(131,954)
Share of results of associates	應佔聯營公司業績	(19,259)	(44,224)
Bank interest income	銀行利息收入	(2,587)	(2,203)
Interest income from loan to a joint venture	來自一間合資企業之貸款利息收入	(1,241)	-
Interest income from loans to non-controlling interests of subsidiaries	來自附屬公司非控股權益之貸款利息收入	(241)	(694)
Dividend income from available-for-sale investments	可供出售投資之股息收入	(63)	(2,188)
Fair value changes of investment properties	投資物業公允值變動	-	600
Gain on disposal of subsidiaries	出售附屬公司之收益	(54,174)	-
Income tax expense	所得稅開支	32,284	30,209
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	2,741	9,679
Loss (gain) on disposal of available-for-sale investments	出售可供出售投資之虧損(收益)	62	(11)
Amortisation of intangible assets	攤銷無形資產	1,217	28,353
Amortisation of prepaid lease payments	攤銷預付租金	1,478	1,562
Depreciation of property, plant and equipment	物業、廠房及設備折舊	34,054	31,846
Share-based payments	以股份為基礎之付款	12,212	-
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	-	4,679
Impairment loss recognised in respect of intangible assets	就無形資產確認之減值虧損	-	315,652
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	11,620	-
Net allowances charged in respect of trade and other receivables	就貿易及其他應收款項計提之撥備淨額	2,927	18,595
Finance costs	財務成本	14,983	13,184
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	134,741	145,154

Consolidated Statement of Cash Flows

綜合現金流量表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Increase in inventories	存貨增加	4,582	(8,351)
(Increase) decrease in trade, bills and other receivables and prepayments	貿易、票據及其他應收款項以及預付款項(增加)減少	(31,659)	32,277
(Decrease) increase in amount due to a joint venture	應付一間合資企業款項(減少)增加	(1,286)	5,389
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)	24,474	(4,278)
Decrease in amount due to a non-controlling interest of a subsidiary	應付一間附屬公司非控股權益款項減少	(656)	(1,081)
Decrease (increase) in amount due to a joint venture	應付一間合資企業款項減少(增加)	810	(2,825)
Cash generated from operations	經營業務產生現金	131,006	166,285
PRC Enterprise Income Tax paid	已付中國企業所得稅	(33,050)	(25,906)
Net cash from operating activities	經營業務產生現金淨額	97,956	140,379

Consolidated Statement of Cash Flows

綜合現金流量表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

	NOTES 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購置物業、廠房及設備	(96,307)	(55,167)
Deposits paid for acquisition of property, plant and equipment and prepaid lease payments	購置物業、廠房及設備以及預付租金已付按金	(2,130)	(6,297)
Deposit paid for acquisition of an available-for-sale investment	收購可供出售投資已付按金	–	(3,002)
Deposit paid for acquisition of a subsidiary	收購一間附屬公司已付按金	–	(9,510)
Addition of available-for-sale investments	可供出售投資增加	–	(5,092)
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	718	19
Acquisition of a subsidiary	收購一間附屬公司	(17,284)	(22,876)
Disposal of subsidiaries	出售附屬公司	16,824	–
Acquisition of non-controlling interests in a subsidiary	收購一間附屬公司非控股權益	(100)	–
Addition of prepaid lease payments	增加預付租金	(1,040)	(7,030)
Withdrawal (placement) of bank deposit	提取(置存)銀行存款	–	3,000
Advance to a joint venture	向一間合資企業墊款	(6,000)	(15,300)
Repayment from a joint venture	一間合資企業還款	–	23
Dividend received	已收股息	63	2,188
Dividend received from associates	已收聯營公司股息	41,732	39,237
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	457	7,473
Repayment from non-controlling interests of subsidiaries	附屬公司非控股權益還款	6,800	1,912
Interest received from a non-controlling interest of a subsidiary	已收一間附屬公司非控股權益利息	241	694
Interest received	已收利息	2,587	2,203
Settlement of consideration payable	結算應付代價款項	(29,755)	–
Net cash used in investing activities	投資活動所用現金淨額	(83,194)	(67,525)

Consolidated Statement of Cash Flows

綜合現金流量表

For The Year Ended 31 March 2017 截至2017年3月31日止年度

	NOTE 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	所籌得新銀行借貸	104,500	11,000
Repayment of bank borrowings	償還銀行借貸	(11,000)	(18,000)
Other borrowing raised	所籌得其他借貸	488	1,971
Repayment of other borrowing	償還其他借貸	(77)	(1,022)
Dividends paid to non-controlling interests of subsidiaries	付予附屬公司非控股權益之股息	(23,310)	(4,647)
Capital contribution from non-controlling interests of subsidiaries	附屬公司非控股權益注資	4,400	–
Advance from (repayment to) an associate	向一間聯營公司墊款(還款)	223	(74)
Repayment to a joint venture	向一間合資企業還款	–	(6,698)
Interest paid	已付利息	(2,846)	(1,076)
Net cash from (used in) financing activities	融資活動產生(所用)現金淨額	72,378	(18,546)
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	87,140	54,308
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	305,147	250,839
Cash and cash equivalents at end of the year, represented by bank balances and cash	年末現金及現金等值項目· 即銀行結餘及現金	392,287	305,147
	28		

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

For The Year Ended 31 March 2017 截至2017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 Company's annual report.

The Company acts as an investment holding company. Details of its principal subsidiaries are set out in note 46.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company and its subsidiaries (collectively referred to as the "Group").

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

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: applying the consolidation exception
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations
Amendments to HKAS 1	Disclosure initiative
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle

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公司年報之「公司資料」一節內披露。

本公司為一間投資控股公司。其主要附屬公司之詳情載於附註46。

綜合財務報表以人民幣（「人民幣」）呈列，人民幣亦為本公司及其附屬公司（統稱「本集團」）之功能貨幣。

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，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒布之香港財務報告準則修訂本：

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號（修訂本）	投資實體：應用合併之例外規定
香港財務報告準則第11號（修訂本）	收購共同經營權益之會計處理
香港會計準則第1號（修訂本）	披露計劃
香港會計準則第16號及香港會計準則第38號（修訂本）	可接受之折舊及攤銷方式之澄清
香港會計準則第16號及香港會計準則第41號（修訂本）	農業：生產性植物
香港財務報告準則（修訂本）	香港財務報告準則於2012年至2014年週期之年度改進

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendment to HKAS 1 Disclosure Initiative

The Group has applied the amendments to HKAS 1 Disclosure Initiative in the current year. The amendments to HKAS 1 clarify that an entity need not provide a specific disclosure required by an HKFRS if the information resulting from that disclosure is not material, and give guidance on the bases of aggregating and disaggregating information. However, the amendments reiterate that an entity should consider providing additional disclosures when compliance with the specific requirements in HKFRS is insufficient to enable users of financial statements to understand the impact of particular transactions, events and conditions on the entity’s financial performance.

As regards the structure of the financial statements, the amendments provide examples of systematic ordering or grouping of the notes. The Group has applied these amendments retrospectively. The grouping and ordering of certain notes have been revised to give prominence to the areas of the Group’s activities that management considers to be most relevant to an understanding of the Group’s financial performance and financial position. Specifically, information to capital risk management was reordered to note 35, while information in relation to financial instruments, was reordered to note 36. Other than the above presentation and disclosure changes, the application of the amendments to HKAS 1 has not resulted in any impact on the financial performance or financial position of the Group in these 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）

除下文所述者外，本年度應用香港財務報告準則修訂本對本集團本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載列之披露並無產生重大影響。

香港會計準則第1號（修訂本）披露計劃

本集團已於本年度應用香港會計準則第1號（修訂本）披露計劃。香港會計準則第1號（修訂本）闡明，倘來自該披露之資料並不重大，則實體毋須按香港財務報告準則規定提供具體披露，並就披露按匯總及分列資料作出指引。然而，修訂本重申，倘在符合香港財務報告準則之具體要求下仍不足以讓使用財務報表之人士理解特定交易、事件及狀況對實體之財務狀況及財務表現之影響，則實體亦須考慮應否披露額外的資料。

關於財務報表之架構，修訂本提供有系統地排序或附註分組之例子。本集團已追溯應用該等修訂本。若干附註之分組及排序已經修改，以突顯管理層認為與理解本集團之財務表現及財務狀況最相關之本集團業務活動之範疇。具體而言，資本風險管理有關之資料記錄於附註35，而金融工具有關之資料則記錄於附註36。除上述呈列及披露變化外，應用香港會計準則第1號（修訂本）將不會對該等綜合財務報表中本集團之財務表現或財務狀況造成任何影響。

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

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs and the new interpretation that have been issued but are not yet effective:

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related amendments ¹
HKFRS 16	Leases ²
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration ¹
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 7	Disclosure Initiative ⁴
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴
Amendments to HKAS 40	Transfers of Investment Property ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 Cycle ⁵

- ¹ Effective for annual periods beginning on or after 1 January 2018.
- ² Effective for annual periods beginning on or after 1 January 2019.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 January 2017.
- ⁵ Effective for annual periods beginning on or after 1 January 2017 and 1 January 2018, as appropriate.

The Company anticipates that the application of the new and amendments to HKFRSs and the new interpretation, other than set out below, 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）

已頒布但尚未生效的新訂及經修訂香港財務報告準則

本集團尚未提早應用下列已頒布但尚未生效的新訂及經修訂香港財務報告準則及新詮釋：

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	來自客戶合約之收入及相關修訂 ¹
香港財務報告準則第16號	租賃 ²
香港（國際財務報告詮釋委員會）詮釋第22號	外幣交易及預付代價 ¹
香港財務報告準則第2號（修訂本）	以股份為基礎之付款交易的分類及計量 ¹
香港財務報告準則第4號（修訂本）	香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約一併應用 ¹
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第7號（修訂本）	披露主動性 ⁴
香港會計準則第12號（修訂本）	就未變現虧損確認遞延稅項資產 ⁴
香港會計準則第40號（修訂本）	轉讓投資物業 ¹
香港財務報告準則（修訂本）	香港財務報告準則於2014年至2016年週期之年度改進 ⁵

- ¹ 於2018年1月1日或之後開始之年度期間生效。
- ² 於2019年1月1日或之後開始之年度期間生效。
- ³ 於將釐定日期或之後開始之年度期間生效。
- ⁴ 於2017年1月1日或之後開始之年度期間生效。
- ⁵ 於2017年1月1日及2018年1月1日或之後開始之年度期間生效（如適用）。

本公司預期新訂香港財務報告準則及修訂本和新詮釋（除以下載列者外）將不會對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

HKFRS 9 Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 which are relevant to the Group are:

- All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income (“FVTOCI”). All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

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9號金融工具

香港財務報告準則第9號引入有關金融資產、金融負債、一般對沖會計法以及金融資產之減值規定之分類及計量之新要求。

與本集團有關之香港財務報告準則第9號之主要規定載述如下：

- 屬於香港會計準則第9號範疇內之所有已確認金融資產，其後均須按攤銷成本或公允值計量。具體而言，按商業模式持有而目的為收取合約現金流量之債務投資，以及僅為支付本金及未償還本金利息之合約現金流量之債務投資，一般均於其後會計期間結束時按攤銷成本計量。通過收取合約現金流量及出售金融資產達成目的之業務模式內持有之債務工具以及金融資產合約條款於特定日期產生純粹為支付本金及未償還本金額之利息之現金流量之債務工具，一般透過其他全面收入按公允值計量。所有其他債務投資及股本投資均於其後報告期結束時按公允值計量。此外，根據香港財務報告準則第9號，實體可以不可撤回地選擇在其他全面收入中呈列股本投資（並非持作買賣）之其後公允值變動，並只在損益中確認股息收入。

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

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

HKFRS 9 Financial Instruments (Continued)

- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group’s financial instruments and risk management policies as at 31 March 2017, the Company anticipates that the adoption of HKFRS 9 in the future may have impact on the classification and measurement of the Group’s financial assets and financial liabilities set out below:

- The Group’s available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfillment of the designation criteria).

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9號金融工具（續）

- 就金融資產的減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於各報告日期將預期信貸虧損及該等信貸虧損的預期變動入賬，以反映信貸風險自初始確認以來的變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

根據本集團於2017年3月31日之金融工具及風險管理政策，本公司預期於日後採納香港財務報告準則第9號或會對本集團之金融資產及金融負債之分類及計量產生影響，載列如下：

- 本集團之可供出售投資（包括目前按成本減減值列賬者）可按透過損益按公允值列賬或指定為透過其他全面收入按公允值（須待達成指定標準）計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

HKFRS 9 Financial Instruments (Continued)

- The expected credit loss model may result in early provision of credit losses which are not yet incurred to the Group’s financial assets measured at amortised cost.

However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until the Group performs a detailed review.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

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9號金融工具（續）

- 預期信貸虧損模式可能導致對本集團按攤銷成本計量之金融資產尚未產生之信貸虧損作出提早撥備。

然而，直至本集團完成詳細審閱之前，提供應用香港財務報告準則第9號之影響之合理估計並不可行。

香港財務報告準則第15號來自客戶合約之收入

香港財務報告準則第15號獲頒布，其制定一項單一全面模式供實體用作將來自客戶合約所產生的收入入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋的收益確認指引。

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收入金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收入的五個步驟：

- 第一步：識別與客戶訂立的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約責任
- 第五步：於實體完成履約責任時（或就此）確認收入

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

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

HKFRS 15 Revenue from Contracts with Customers (Continued)

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e., when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued clarifications to HKFRS 15 in relation to the identification of performance obligation, principal versus agent consideration, as well as licensing application guidance.

The Directors are in the process of assessing the potential impacts of HKFRS 15 in respect of the Group’s contracts with customers, in particular, the identification of performance obligations under HKFRS 15 and the allocation of total consideration to the respective performance obligations that will be based on relative fair values in respect of the Group’s gas connection contracts, if any. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review. In addition, the application of HKFRS 15 in the future may result in more disclosures in 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）

香港財務報告準則第15號來自客戶合約之收入（續）

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收入，即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更詳盡的披露。

於2016年，香港會計師公會頒布對香港財務報告準則第15號之澄清，內容有關識別履約責任、主體對代理代價以及發牌之應用指引。

董事正在進行評估香港財務報告準則第15號對本集團與客戶訂立合約之潛在影響，尤其就判斷本集團的燃氣管道工程在香港財務報告準則第15號中之履約責任，及按照相對公允值對相對應履約責任之總代價分配（如有）。然而，直至本集團完成詳細審閱之前，提供應用香港財務報告準則第15號之影響之合理估計並不可行。此外，香港財務報告準則第15號在將來之應用或會造成在綜合財務報表更多之披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications amongst other. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for own use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16 by the Group, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

Under HKAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

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16號租賃

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號租賃及相關的詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。經營租賃及融資租賃之差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權利資產及相應負債之模式替代，惟短期租賃及低值資產租賃除外。

使用權資產按成本進行初始計量，並隨後按成本（某些例外情況除外）減去累計折舊及減值虧損計量，並對租賃負債之任何重新計量進行調整。租賃負債最初是以該日未支付之租賃付款額之現值計量。隨後因應利息及租賃付款以及租賃修訂之影響等而對租賃負債進行調整。對於現金流量分類，本集團目前將有關自用之租賃土地及分類為投資物業之首付預付租賃付款呈列作投資現金流量，而其他經營租賃付款則呈列作經營現金流量。於本集團採納香港財務報告準則第16號後，本集團有關租賃負債之租賃付款將分為本金及利息部份，將呈列作融資現金流量。

根據香港會計準則第17號，本集團已就本集團作為承租人之租賃土地確認預付租賃款項。應用香港財務報告準則第16號或會導致該等資產之分類發生改變，此取決於本集團是否單獨呈列使用權資產，或在呈列相應相關資產（若有關資產由集團擁有）的同一項目內呈列。

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

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

HKFRS 16 Leases (Continued)

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2017, the Group has non-cancellable operating lease commitments of RMB8,274,000 as disclosed in note 41. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurements, presentation and disclosure as indicated above and prepaid lease payments in the consolidated statement of financial position will be reclassified as right-of-use assets. However, it is not practicable to provide a reasonable of the financial effect until the Group performs a detailed review.

Amendments to HKAS 7 Disclosure Initiative

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes. Specifically, the amendments require the following changes in liabilities arising from financing activities to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair value; and (v) other changes. The amendments apply prospectively for the Group's annual period beginning on 1 April 2017. The application of the amendments will result in additional disclosures on the Group's financing activities, specifically reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

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16號租賃（續）

相對於承租人會計處理，香港財務報告準則第16號實質上沿用香港會計準則第17號之出租人會計規定，並繼續要求出租人將租賃劃分為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求更詳盡的披露。

如附註41所披露，於2017年3月31日，本集團之不可撤銷經營租賃承擔為人民幣8,274,000元。初步評估顯示，該等安排將符合香港財務報告準則第16號有關租賃之定義，故除非該等安排於採納香港財務報告準則第16號後符合低價值或短期租賃，本集團將就所有該等租賃確認使用權資產及相應負債。此外，應用新規定可能導致上述計量、呈列及披露出現變動，而綜合財務狀況表中之預付租賃付款將重新分類為使用權資產。然而，直至本集團完成詳細審閱之前，提供有關財務影響之合理估計並不可行。

香港會計準則第7號（修訂本）披露主動性

該項修訂規定實體作出能使財務報表使用者評估融資活動產生之負債變動，包括來自現金流量之變動及非現金變動。特別是，該項修訂規定披露以下因融資活動引致之負債變動：(i)融資現金流量之變動；(ii)因取得或失去對附屬公司或其他業務控制權而引致之變動；(iii)外幣匯率變動之影響；(iv)公允值變動；及(v)其他變動。該項修訂本可適用於本集團於2017年4月1日開始之年度期間。應用此等修訂將導致就本集團之融資活動作出額外披露，特別是，應用時將提供綜合財務狀況表中融資活動產生之負債之年初及年終結餘之對賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

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

The Directors anticipate that the application of the other amendments to HKFRSs and the new interpretation will have no material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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 of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and investment properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange of goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristic of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of 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）

董事預計，應用其他香港財務報告準則之修訂本及新詮釋將不會對綜合財務報表產生重大影響。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒布之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港《公司條例》規定之適當披露。

本綜合財務報表已根據歷史成本基準編製，惟若干金融工具及投資物業於各報告期末以公允值計量除外，詳情可見下列會計政策。歷史成本一般是根據換取貨品及服務時所付代價之公允值。

公允值乃於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特徵，則本集團於估計資產或負債的公允值時會考慮該資產或負債的特徵。此等綜合財務報表中作計量及／或披露用途的公允值乃按此基準釐定，惟屬於香港財務報告準則第2號「以股份為基礎付款」範圍的以股份為基礎付款交易、屬於香港會計準則第17號「租賃」範圍內的租賃交易，以及與公允值部分相似但並非公允值的計量（如香港會計準則第2號「存貨」內的可變現淨值或香港會計準則第36號「資產減值」的使用價值）除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 主要會計政策 (續)

非金融資產之公允值計量乃經計及一名市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

此外，就財務報告而言，公允值計量根據公允值計量輸入數據的可觀察程度及公允值計量的輸入數據對其整體的重要性分類為第一級別、第二級別及第三級別，詳情如下：

- 第一級別輸入數據是實體於計量日期可以取得的可識別資產或負債於活躍市場之報價（未經調整）；
- 第二級別輸入數據是就資產或負債直接或間接地可觀察之輸入數據（包括在第一級別內的報價除外）；及
- 第三級別輸入數據是資產或負債的不可觀察之輸入數據。

主要會計政策載述如下。

綜合賬目基準

綜合財務報表包括本公司及本公司控制之實體及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 主要會計政策 (續)

綜合賬目基準 (續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內收購或出售附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收入報表內。

損益及其他全面收入之各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬於本公司擁有人及非控股權益，即使將導致非控股權益的金額為負數。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團的會計政策一致。

與本集團成員公司之間交易有關所有集團內公司間的資產及負債、權益、收入、開支及現金流量均於綜合賬目時全數對銷。

本集團於現有附屬公司所有權權益之變動

本集團於現有附屬公司所有權權益之變動如並無導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之權益之相關部分（包括儲備）及非控股權益之賬面值已予以調整，以反映彼等於附屬公司之相關權益之變動。於重新歸屬相關權益部分後非控股權益所調整之分佔資產淨額與所付或所收代價之公允值兩者之間的差額，均直接於權益確認並歸屬本公司擁有人。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income taxes” and HKAS 19 “Employee benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based payment” at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current assets held for sale and discontinued operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 主要會計政策 (續)

業務合併

業務收購乃以收購法入賬。於業務合併過程中轉撥之代價按公允值計量，其計算方式為本集團轉撥之資產、本集團欠付被收購方前擁有人之負債及本集團就交換被收購方之控制權所發行之股權於收購日期之公允值總和。與收購事項有關之成本一般於產生時在損益中確認。

於收購日期，所收購可識別資產及所承擔負債按其於收購日期之公允值確認，惟下列各項除外：

- 遞延稅項資產或負債，及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎付款安排或為替換被收購方以股份為基礎付款安排而訂立之本集團以股份為基礎付款安排有關之負債或股本工具乃於收購日期根據香港財務報告準則第2號「以股份為基礎付款」計量（見下文會計政策）；及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」分類為持作出售之資產（或出售組合）根據該項準則計量。

商譽乃按所轉撥代價、被收購公司之非控股權益及收購方過往所持被收購公司股權（如有）之公允值總和超出所收購可識別資產及所承擔負債於收購日期之淨額的差額計量。倘經重新評估後，所收購之可識別資產及所承擔之負債於收購日期之淨額超出所轉撥代價、被收購公司之非控股權益及收購方過往所持被收購公司權益（如有）之公允值總和，則差額即時於損益確認為議價收購收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

3. 主要會計政策 (續)

業務合併 (續)

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益，可初步按公允值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公允值或（如適用）另一項香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公允值計量，並計入於業務合併轉讓之代價之一部分。符合資格為計量期間調整之或然代價公允值變動將予追溯調整，相應調整於商譽調整。計量期間調整為於「計量期間」（不可超過自收購日期起計一年）取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

不合資格為計量期間調整之或然代價公允值變動後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。其他或然代價於後續報告日期則按公允值重新計量並於損益內確認公允值變動。

商譽

收購業務產生的商譽以於收購業務日期的成本（見上文會計政策）減累計減值虧損（如有）列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of associate and joint venture is described below.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. 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.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. 主要會計政策 (續)

商譽 (續)

為進行減值測試，商譽會分配到本集團內預計能享用收購所帶來協同效益之各相關本集團之現金單位或現金單位組合。

獲分配商譽之現金產生單位會每年或倘若有跡象顯示該商譽可能會發生減值時更頻密地進行減值測試。就於報告期間因收購而產生之商譽，獲分配商譽之現金產生單位會在該報告期結束之前進行減值測試。如現金產生單位之可收回金額少於賬面金額，減值損失會首先沖減分配到該單位之商譽之賬面金額；然後會按該現金產生單位之各項資產賬面金額之比例，將減值損失之餘額分配到單位內之其他資產。商譽減值虧損直接確認為損益。就商譽確認的減值虧損不會於其後期間撥回。

於出售相關現金產生單位時，商譽應佔金額於釐定出售時的損益金額時計入在內。

本集團對收購聯營公司及合資企業產生之商譽之政策載述於下文。

於聯營公司及合資企業之投資

聯營公司乃指投資者對其擁有重大影響力之實體。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。

合資企業是一項共同安排，對安排擁有共同控制的各方據此對共同安排的淨資產擁有權利。共同控制乃對安排控制權的合約協定共用，僅於與相關業務有關的決策需要共用控制權的各方一致同意時存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 主要會計政策 (續)

於聯營公司及合資企業之投資 (續)

聯營公司或合資企業之業績、資產及負債乃以權益會計法計入綜合財務報表。就權益會計而言，聯營公司及合資企業財務報表的編制使用本集團於類似情況相近交易及事件的統一會計政策。根據權益法，於聯營公司或合資企業之投資乃按成本於綜合財務狀況報表中首次確認，其後就確認本集團攤佔該聯營公司或合資企業之損益及其他全面收入作出調整。當本集團攤佔某聯營公司或合資企業之虧損超出其於該聯營公司或合資企業之權益（包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司或合資企業之投資淨額之一部分），則本集團不再繼續確認其攤佔之進一步虧損。額外虧損僅以本集團已產生法定或推定責任或代表該聯營公司或合資企業付款者為限而確認。

於投資對象成為一家聯營公司或合資企業當日，對聯營公司或合資企業之投資採用權益法入賬。於收購一間聯營公司或合資企業之投資時，投資成本超過本集團分佔該投資對象可識別資產及負債公允淨值之任何部分乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公允淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from the sales and distribution of natural gas, LPG and gas appliances and barreled drinking water are recognised when the goods are delivered and titles have passed.

3. 主要會計政策 (續)

於聯營公司及合資企業之投資 (續)

本集團於聯營公司及合資企業之投資乃按香港會計準則第39號的規定來決定是否需要確認任何減值虧損。有需要時，整個投資的賬面值（包括商譽）將視作單一資產並按香港會計準則第36號「資產減值」與其可收回金額作比較以進行減值測試（可收回金額指使用價值和公允值減出售成本之較高者）。任何已確認之減值虧損會成為投資賬面值的一部分。當可收回金額其後回升時，已確認之減值虧損會按香港會計準則第36號轉回。

當一集團實體與本集團聯營公司或合資企業進行交易時（例如出售或注入資產），所產生之溢利或虧損只在有關聯營公司或合資企業之權益與本集團無關的情況下，方會於本集團之綜合財務報表確認。

收入確認

收入按已收或應收代價之公允值計算。收益已就估計折扣及銷售相關稅項作出扣減。

當收入金額能可靠地計量、而未來經濟利益可能流入本集團，且符合以下所述本集團各業務之特定準則時，本集團便會確認收入。

銷售及分銷天然氣、液化氣和燃氣具及桶裝飲用水之收入當該等貨品已交付及所有權已移交時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Service income is recognised when the services are provided.

The Group's policy for recognition of revenue from gas connection construction contracts is described in the accounting policies of construction contracts below.

Commission income from welfare lottery sales is recognised on an accrual basis when earned in accordance with the substance of the relevant agreement.

Interest income 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 a financial asset is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

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 as described below) are stated in the consolidated statement of financial position at cost or fair value as deemed cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. 主要會計政策 (續)

收入確認 (續)

服務收入乃於提供服務時予以確認

本集團在確認燃氣接駁建築合約收入方面的政策於下文建築合約會計政策中描述。

來自彩票銷售之佣金收入乃根據相關協議之實質內容在賺取時按應計基準確認。

利息收入按時間基準，並參照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。

來自金融資產之股息收入，在確定股東有權收取股息時予以確認（前提為經濟利益很可能流入本集團及收入金額能可靠計量）。

物業、廠房及設備

持作生產或供應貨品或服務或作行政用途的物業、廠房及設備（包括樓宇）（下文所述之在建工程除外）乃按成本或公允值（作為視作成本）減其後之累計折舊及累計減值虧損（如有）於綜合財務狀況報表列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Properties, pipelines and other assets in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories 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.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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 disposal and retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amount of prepaid lease payments released during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

3. 主要會計政策 (續)

物業、廠房及設備 (續)

正在建造以供生產、供應或行政用途之物業、管道以及其他資產乃以成本減任何已確認減值虧損列賬。成本包括專業費及根據本集團之會計政策資本化之借貸成本（就合資格資產而言）。有關物業於完成後可供用作擬定用途時分類為物業、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礎）之折舊乃於資產可供用作擬定用途時開始計提。

折舊乃利用直線法確認，以撇銷資產（在建工程除外）成本，減去資產於其估計可使用年期之剩餘價值。估計可使用年期、剩餘價值及折舊法乃於各報告期末審閱，而估計之任何變動乃按預先基準入賬。

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。物業、廠房及設備項目出售或報廢產生之任何盈虧乃按相關資產之出售所得款項與賬面值差額予以釐定並於損益內確認。

日後由擁有人佔用的在建樓宇

倘在建樓宇作生產或作行政用途，興建期間就預付租賃款項之款項列作在建樓宇成本一部分。在建樓宇按成本值減任何已識別減值虧損列賬。樓宇於可供使用時開始折舊（即於樓宇達致按管理層擬定方式運作所需地點及狀況時）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

If an investment property becomes an item of property, plant and equipment because its use has changed as evidenced by commencement of owner-occupation, the property's deemed cost for subsequent accounting is its fair value at the date of change in use.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss rising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Intangible assets

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 recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

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

倘投資物業因其用途轉換並經物主佔用證實開始而成為物業、廠房及設備之項目，該物業之視作其後會計成本為用途轉換日期之公允值。

投資物業於出售時或投資物業永久不再使用時或預期其出售並不會帶來任何未來經濟效益時終止確認。終止確認物業產生之任何收益或虧損（按該資產出售所得款項淨額及賬面值之差額計算）於該項目終止確認之期間計入損益賬內。

無形資產

獨立收購之無形資產

獨立收購及擁有固定使用年限之無形資產乃以成本減累計攤銷及任何累計減值虧損列賬。擁有固定使用年限之無形資產按直線基準於估計可使用年限確認攤銷。估計可使用年期及攤銷法於報告期末進行檢討，任何估計變動之影響按未來適用法入賬（見下文有關有形及無形資產減值虧損之會計政策）。

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

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially measured at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment 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 with finite useful lives 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. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策 (續)

無形資產 (續)

於業務合併中收購之無形資產

業務合併中收購的無形資產與商譽分開確認，以及初步按其於收購日期的公允值確認（被視作其成本）。

初步確認後，於業務合併中收購之具有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧列賬，基準與獨立收購之無形資產相同。

當出售或預期使用或出售不會帶來未來經濟利益時，則無形資產終止確認。終止確認無形資產所產生之損益乃按出售所得款項淨額及該資產之賬面值差額計算，並於該資產終止確認時於損益確認。

有形及無形資產（商譽除外，參見上文有關商譽之會計政策）減值

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。倘無法估計單個資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。在一個合理且一致之分配基準可被識別之情況下，企業資產亦獲分配至個別現金產生單位，否則將分配至就合理且一致之分配基準而言可被確定之最小現金產生單位組別。

可收回金額乃公允值（扣除銷售成本）與使用價值間之較高者。在評估使用價值時，估計未來現金流量乃使用稅前貼現率貼現至其現有價值，以反映現金時間價值之目前市場評估及針對有關未經調整未來現金流量估計之資產之風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Discontinued operation

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

3. 主要會計政策 (續)

無形資產 (續)

有形及無形資產 (商譽除外, 參見上文有關商譽之會計政策) 減值 (續)

倘估計資產 (或現金產生單位) 之可收回金額低於其賬面值, 則有關資產 (或現金產生單位) 之賬面值將減至其可收回金額。於分配減值虧損時, 首先分配減值虧損以減少任何商譽之賬面值 (如適用), 然後按比例根據該單位各資產之賬面值分配至其他資產。資產賬面值不得減少至低於其公允值減出售成本 (如可計量)、其使用價值 (如可計量) 及零之中之最高值。已另行分配至資產之減值虧損金額按比例分配至該單位之其他資產。減值虧損即時於損益內確認。

倘其後撥回減值虧損, 則資產 (或現金產生單位) 之賬面值將增至修訂估計之可收回金額, 惟增加之賬面值不會超過該資產 (或現金產生單位) 於過往年度並無確認減值虧損時釐定之賬面值。減值虧損撥回會即時於損益內確認。

已終止經營業務

已終止經營業務為集團業務之組成部分, 而其營運及現金流量可與集團餘下業務清楚區分, 並反映獨立主要業務或經營地區, 或一項出售獨立主要業務或經營地區之單一經統籌計劃之一部分, 或一間專為轉售而收購之附屬公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Discontinued operation (Continued)

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss and other comprehensive income, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

Construction contracts

Where the outcome of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade and other receivables.

3. 主要會計政策 (續)

已終止經營業務 (續)

倘一項業務被分類為終止經營，則會於損益及其他全面收入表呈列一項單一金額，該金額包括已終止經營業務之除稅後溢利或虧損，以及就計量構成已終止經營業務之資產或出售組別之公允值減銷售或出售成本所確認之除稅後收益或虧損。

建築合約

倘能夠可靠地估計建築合約之結果，則收入及成本將參照報告期末之合約活動完成進度確認，完成進度乃按目前所進行工程所產生之合約成本佔估計總合約成本之比例計量，惟倘此方法並不能代表完成階段則除外。合約工程改動、索償及獎金以能可靠地計量及被認為有可能收取者為限而入賬。

倘不能可靠地估計建築合約之結果，則僅會以有可能收回之所產生之合約成本為限確認合約收入。合約成本會於產生期間內確認為開支。

當總合約成本將有可能高於總合約收入時，預期虧損會即時確認為開支。

倘目前所產生之合約成本加已確認溢利減已確認虧損超逾工程之進度款，則盈餘以應收客戶合約工程款項列賬。就工程之進度款超逾目前所產生之合約成本加已確認溢利減已確認虧損之合約而言，盈餘以應付客戶合約工程款項列賬。有關工程進行前已收之款項於綜合財務狀況報表內列作預收款（作為負債）。已進行之工程並已開賬單但客戶尚未支付之款項則會於綜合財務狀況報表內列作貿易及其他應收款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 profit or loss 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 lease term.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

3. 主要會計政策 (續)

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損益確認。

本集團作為承租人

經營租賃付款於租賃期限按直線基準確認為開支。

租賃土地及樓宇

當租約包括土地及樓宇部分，本集團需要考慮各部分相關或擁有之絕大部分風險與回報是否已轉移至本集團來將各部分獨立劃分為融資租約或經營租約，除非該兩個部分明確均為經營租約，在此情況下，則整個租賃分類為經營租約。尤其是最低應付租金（包括任何一次性預付款）在租賃期開始時，需按租約中從土地部分與樓宇部分租賃權益獲得之相對公允值之比例在土地與樓宇部分之間分派。

租金能夠可靠分配時，經營租約之租賃土地權益應在綜合財務狀況報表中列為「預付租金」，並按直線基準在租賃期內攤銷，惟根據公允值模型分類並入賬列作投資物業者除外。當租金不能夠在土地和樓宇間可靠地分配時，整項租賃一般視為融資租約，並作為物業、廠房及設備列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit (loss) before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and 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

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 taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits 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. In addition, deferred tax liabilities are not recognised if the temporary differences arises from the initial recognition of goodwill.

3. 主要會計政策 (續)

存貨

存貨按成本及可變現淨值之較低者列賬。存貨成本值按先入先出法計算。可變現淨值指存貨之估計售價減所有估計完工成本及進行銷售所必須之成本。

稅項

所得稅開支指現行應付稅項及遞延稅項之總和。

即期稅項

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之收入或可扣稅開支項目，亦不包括毋須課稅或不可扣減項目，故有別於綜合損益及其他全面收入報表所呈報之「稅前溢利（虧損）」。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

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，所有應課稅暫時差額均確認遞延稅項負債，而僅於可能出現應課稅溢利以抵銷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。此外，倘暫時差額自初步確認商譽產生，則不予確認遞延稅項負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates and joint ventures, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply 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 amounts of its assets and liabilities.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項 (續)

遞延稅項負債按於附屬公司投資以及於聯營公司及合營企業之權益相關之應課稅暫時差異確認，惟本集團可控制暫時差異的撥回且暫時差異不大可能於可見將來撥回則除外。與該等投資及權益相關之可扣減暫時差異所產生遞延稅項資產，僅於具有足夠應課稅溢利可動用暫時差異之利益，且預期於可見將來撥回時確認。

遞延稅項資產的賬面值於各報告期末均會作出檢討，並在預期不再有足夠應課稅溢利以收回全部或部分資產時減少。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間按於報告期末已實施或大致上已實施之適用稅率（及稅法）計量。

遞延稅項負債及資產之計量，反映於報告期末本集團預期收回或償付其資產及負債賬面值之方式所產生之稅務結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax (Continued)

For the purposes of measuring deferred taxation arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment properties portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. Accordingly, deferred taxation in relation to the Group's investment properties has been measured based on the tax consequences of recovering the carrying amounts entirely through use.

Current and deferred tax for the year

Current and deferred tax for the year are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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 recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the 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)

稅項 (續)

遞延稅項 (續)

為計量利用公允值模型計量之投資物業產生之遞延稅項，董事已審閱本集團之投資物業組合，結論為本集團之投資物業乃根據隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益為目標之業務模式持有。因此，於計量本集團投資物業之遞延稅項時，本公司董事釐定，利用公允值模型計量之投資物業之賬面金額乃透過銷售全數收回之假設已被推翻。因此，有關本集團投資物業之遞延稅項已根據透過使用全數收回賬面金額之稅務後果計量。

年內即期及遞延稅項

年內即期及遞延稅項於損益內確認，惟倘即期及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，則即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。倘即期稅項或遞延稅項因業務合併之初步會計處理而產生，則有關稅務影響將計入業務合併之會計處理。

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現行匯率確認。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。按公允值以外幣計值之非貨幣項目乃按於公允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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items are recognised in profit or loss in the period in which they arise.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying 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 in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recorded until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

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.

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme (“MPF Scheme”) and the retirement funds scheme managed by local social security bureau in accordance with the government regulations of the PRC, and are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

3. 主要會計政策 (續)

外幣 (續)

結算貨幣項目產生之匯兌差額於彼等產生期間內於損益賬內確認。

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)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

政府補助金不會列賬，直至合理保證本集團將會遵守隨附之條件且獲取政府補助金為止。

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，乃於其成為可收取款項之期間於損益內確認。

退休福利成本

向強制性公積金計劃(「強積金計劃」)以及根據中國政府規例應支付予由地方社會保障局管理之退休福利計劃之供款於僱員已提供使其有權獲得供款的服務時作為開支確認。

短期僱員福利

短期僱員福利按僱員提供服務時預期支付之福利之未貼現金額確認。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許將其利益納入資產成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-term employee benefits (Continued)

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

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 costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

Financial assets are classified into the following specified categories: available-for-sale investments and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. 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.

3. 主要會計政策 (續)

短期僱員福利 (續)

在扣除已支付之任何金額後，僱員應計福利（如工資及薪資、年假及病假）確認為負債。

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允值計量。收購或發行金融資產及金融負債直接應佔之交易成本乃視乎情況於首次確認時加入金融資產或金融負債之公允值，或從金融資產或金融負債之公允值加入或扣除。

金融資產

金融資產可分類為以下特定類別：可供出售投資以及貸款及應收款項。分類乃根據金融資產之性質及目的而作出且於初始確認時釐定。所有以正規途徑購買或銷售之金融資產乃按交易日期基準確認及取消確認。正規途徑購買或銷售乃要求於市場法規或慣例所建立之時間框架內交付資產之金融資產買賣或銷售。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument 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 and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, 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.

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, bills and other receivables, amount due from a joint venture, bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment (see accounting policy on impairment loss on financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit and loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

實際利率法

實際利率法乃計算債務工具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。

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、票據及其他應收款項、應收一間合資企業款項及銀行結餘和現金)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)。

利息收入以實際利率法確認,惟短期應收款項(其利息確認不屬重大)除外。

可供出售投資

可供出售投資為指定為可供出售或並無分類為(a)貸款及應收款項, (b)持有至到期投資或(c)按公允值計入損益的金融資產的非衍生工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale investments (Continued)

Equity securities held by the Group that are classified as available-for-sale investments and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale investments are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

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 are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

Impairment losses on financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when 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 the investment below its cost is considered to be objective evidence of impairment.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

可供出售投資 (續)

由本集團持有分類為可供出售投資並在活躍市場內買賣之股本證券，於每個報告期末按公允值計量。可供出售投資之賬面值之變動於其他全面收入內確認並於投資重估儲備欄目下累計。當投資被出售或釐定出現減值時，過往於投資重估儲備中累計之累積盈虧會重新分類至損益（參見下文有關金融資產減值虧損之會計政策）。

當本集團收取有關股息之權利確定時，可供出售股本工具之股息於損益中確認。

對於在活躍的市場上沒有市場報價且其公允值不能可靠計量的可供出售股本投資，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）。

金融資產之減值虧損

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，金融資產即會被視為減值。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment losses on financial assets (Continued)

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it is becoming probable that the borrower will enter bankruptcy or financial re-organisation.

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 average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For available-for-sale investments that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's 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.

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, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值虧損 (續)

就所有其他金融資產而言，減值之客觀證據可能包括：

- 發行人或對手方出現重大財政困難；或
- 違約、例如欠付或惡意拖欠利息及本金款項；或
- 借款人有可能面臨破產或財務重組。

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、組合內平均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，獲確認之減值虧損金額為該資產之賬面值與按金融資產的原先實際利率貼現之估計未來現金流量之現值間的差額。

就按成本列賬之可供出售投資而言，減值虧損金額按資產賬面值與按類似金融資產之現行市場回報貼現估計未來現金流量之現值之間差額計量。該等減值虧損將不會於其後期間撥回。

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。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment losses on financial assets (Continued)

When an available-for-sale investment is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

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 investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity investment, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated under the heading of investment revaluation reserve.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值虧損 (續)

當可供出售投資被視為減值，則先前於其他全面收入內確認之累計盈虧將重新分類至期內之損益。

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。

就可供出售股本投資而言，先前於損益確認之減值虧損不會透過損益撥回。確認減值虧損後倘公允值有任何增加，均會直接在其他全面收入內確認及累計入投資重估儲備內。

金融負債及股權工具

分類為債務或股權

集團實體發行的債務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為金融負債或股權。

股權工具

股權工具乃證明於實體扣減所有負債後之資產中擁有剩餘權益之任何合同。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）計賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method (Continued)

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 (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at amortised cost

Other financial liabilities (including trade and other payables, amounts due to a non-controlling interest of a subsidiary, an associate, a joint venture and a former director, bank and other borrowings and consideration payable) are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the assets to another entity.

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 and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股權工具 (續)

實際利率法虧損 (續)

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。實際利率為按金融負債之預測期限或(視適用情況而定)較短期間貼現估計未來現金收入(當中包括所有構成實際利率部分之已付或已收費用、交易成本及其他溢價或折讓)至初步確認時賬面淨值之確切比率。

利息開支乃按實際利率基準確認。

按攤銷成本計量之金融負債

其他金融負債，包括貿易及其他應付款項、應付一間附屬公司非控股權益、一間聯營公司、一間合資企業及一名前董事款項、銀行及其他借貸以及應付代價款項，乃隨後採用實際利率法按已攤銷成本計量。

取消確認

僅當從資產收取現金流量之合約權利屆滿時，或本集團轉讓其金融資產及於金融資產擁有權之絕大部分風險及回報轉移予另一實體時，本集團方終止確認該金融資產。

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並於權益累計之累計損益之總和之差額，將於損益確認。

本集團僅於本集團之責任獲解除後、取消或到期時方終止確認金融負債。終止確認之金融負債的賬面值與已付或應付代價之差額確認為損益。

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity settled share-based payment transactions

Share options granted to employees and directors

Equity-settled share-based payments to employees and directors are measured at the fair value of share options granted at the date of grant and 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 original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based compensation reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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

Award shares granted to employees and directors

The fair value of services received determined by reference to the fair value of awarded shares granted at the grant date, in exchange for the grant of awarded shares is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based compensation reserve). When the awarded shares are vested and issued, the amount previously recognised in share-based compensation reserve will be transferred to share capital with the corresponding adjustment made to share premium. When the awarded shares are not vested or are forfeited during the vesting period, the amount previously recognised in share-based compensation reserve will be transferred to retained earnings.

3. 主要會計政策 (續)

以權益結算股份為基礎之付款交易

授予僱員及董事之購股權

對僱員及董事之以權益結算股份為基礎之付款按於授出日期之所授出購股權股份公允值計量，並在歸屬期間以直線法支銷，而權益（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原有估計數字產生任何影響，概於損益內處理，因而累計之開支反映經修訂之估計數字，並於以股份為基礎之酬金儲備作相應調整。

就於授出日期即時歸屬之購股權而言，已授出購股權之公允值即時於損益支銷。

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保留溢利。

授予僱員及董事之獎勵股份

以授出獎勵股份交換已收取服務之公允值（參考於授出日期已授出之獎勵股份之公允值釐定）按歸屬期以直線法予以支銷，而相應增加於權益（以股份為基礎之酬金儲備）內列賬。當獎勵股份獲歸屬及發行時，原先於以股份為基礎之酬金儲備確認之金額將轉撥至股本並對股份溢價作相應調整。當獎勵股份不獲歸屬或於歸屬期內被沒收時，原先於以股份為基礎之酬金儲備確認之金額將轉撥至保留溢利。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTIES

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make 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.

Key sources of estimation uncertainties

The following are the key assumptions concerning the future, and other key sources of estimation uncertainties 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.

4. 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。

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。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTIES (Continued)

In the application of the Group's estimated impairment loss recognised in respect of goodwill and intangible assets

Determining whether goodwill and other intangible assets are impaired requires estimation of the recoverable amount. The recoverable amount is the higher of fair value less cost of disposal and value in use. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash generating unit ("CGU") and a suitable discount rate in order to calculate the present value. The discount rate represents the rate that reflects the current market assessment of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2017, the carrying amount of goodwill and intangible assets are RMB14,051,000 (2016: RMB14,051,000) and RMB26,825,000 (2016: RMB18,481,000) respectively. Impairment loss of RMB11,620,000 was recognised for goodwill during the year ended 31 March 2017 and impairment loss of RMB315,652,000 was recognised for intangible assets during the year ended 31 March 2016 with details set out in note 19 and note 20 respectively.

5. REVENUE

An analysis of the Group's revenue from continuing operations for the year is as follows:

4. 估計不確定因素之主要來源 (續)

就商譽及無形資產確認之估計減值虧損

於釐定商譽及其他無形資產有否減值時須就可收回金額作出估計。可收回金額為公允值減出售成本及使用價值之較高者。使用價值計算需本集團估計預期產生自現金產生單位（「現金產生單位」）之日後現金流量及合適之貼現率以計算現值。貼現率乃反映出目前市場對金錢之時間值所作之評估，及該等還未作出未來現金流量估計調整之資產之特有風險。當實際未來現金流量少於預期時，便可能會引起重大減值虧損。於2017年3月31日，商譽及無形資產的賬面值分別為人民幣14,051,000元(2016年：人民幣14,051,000元)及人民幣26,825,000元(2016年：人民幣18,481,000元)。截止2017年3月31日止年度，就商譽已確認減值虧損人民幣11,620,000元以及截至2016年3月31日止年度，就無形資產已確認減值虧損人民幣315,652,000元，詳情分別載列於附註19和附註20。

5. 收入

本年度本集團持續經營業務之收入分析如下：

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Continuing operations		
Provision of piped gas	397,914	430,894
Gas connection construction contracts	138,641	147,662
Transportation, distribution and retail of LPG	424,081	372,312
Production and sales of barreled drinking water	8,888	636
	969,524	951,504

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6. SEGMENT INFORMATION

Information reported to the Group's chief operating decision maker ("CODM"), being the managing director of the Company, for the purposes of resource allocation and assessment of segment performance focuses on types of goods sold or services rendered which is also consistent with the basis of organisation of the Group.

The Group ceased the lottery agency business ("Discontinued Operation") upon the completion of disposal of a group of subsidiaries as described in note 13. Accordingly, the results of lottery agency business for the year ended 31 March 2017 have been separately presented as discontinued operation in the consolidated statement of profit or loss and other comprehensive income. The presentation of comparative financial information for the year ended 31 March 2016 has been represented to conform the current year's presentation.

The Group's reportable and operating segments under HKFRS 8 are as follows:

- (1) Provision of piped gas – provision of piped gas and construction of gas pipeline networks;
- (2) Transportation, distribution and retail of LPG – the sale of LPG in bulk to wholesale customers and the retail of LPG to end user households, industrial and commercial customers; and
- (3) Production and sale of barreled drinking water.

No operating segments have been aggregated to derive the reportable segments for segment information presentation.

6. 分部資料

向本集團主要營運決策者（「主要營運決策者」）（即本公司董事總經理）呈報以便進行資源分配及分部表現評估之資料側重於銷售產品或提供服務之類型，其亦與本集團之組織基礎相吻合。

於完成出售一組附屬公司（如附註13所述）後，本集團已終止彩票代理業務（「已終止經營業務」）。因此，截至2017年3月31日止年度彩票代理業務之業績已於綜合損益及其他全面收入報表內單獨呈列為已終止經營業務。截至2016年3月31日止年度比較財務資料之呈列已重列，以符合本年度之呈列。

本集團根據香港財務報告準則第8號之呈報及經營分部如下：

- (1) 供應管道燃氣—供應管道燃氣及興建燃氣管道網絡；
- (2) 運輸、分銷及零售液化氣—批發液化氣予批發客戶及零售液化氣予居民、工業及商業客戶之最終用戶；及
- (3) 生產及銷售桶裝飲用水。

並無匯總經營分部已得出進行分部資料呈列之可呈報分部。

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6. SEGMENT INFORMATION (Continued)

Segment revenues and results

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

For the year ended 31 March 2017

6. 分部資料 (續)

分部收入及業績

以下為本集團按呈報及經營分部分類之收入及業績分析。

截至2017年3月31日止年度

Continuing operations	持續經營業務	Provision of piped gas 供應管道燃氣 RMB'000 人民幣千元	Transportation, distribution and retail of LPG 運輸、分銷及零售液化氣 RMB'000 人民幣千元	Production and sale of barreled drinking water 生產及銷售桶裝飲用水 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment revenue from external customers	來自外部客戶的分部收入	536,555	424,081	8,888	969,524
Segment profit	分部溢利	53,452	39,714	6,274	99,440
Unallocated income	未分配收入				4,068
Central administration costs	中央行政開支				(30,409)
Share of results of associates	應佔聯營公司業績				19,259
Share of results of joint ventures	應佔合資企業業績				129,773
Finance costs	財務成本				(14,779)
Profit before tax from continuing operations	持續經營業務除稅前溢利				207,352

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6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

For the year ended 31 March 2016

6. 分部資料 (續)

分部收入及業績 (續)

截至2016年3月31日止年度

Continuing operations	持續經營業務	Provision of piped gas RMB'000 人民幣千元	Transportation, distribution and retail of LPG 零售液化氣 RMB'000 人民幣千元	Production and sale of barreled drinking water 桶裝飲用水 RMB'000 人民幣千元	Total RMB'000 人民幣千元 (restated) (經重列)
Segment revenue from external customers	來自外部客戶的分部收入	578,556	372,312	636	951,504
Segment profit (loss)	分部溢利(虧損)	110,564	(198,447)	(158,357)	(246,240)
Unallocated income	未分配收入				6,064
Central administration costs	中央行政開支				(17,377)
Share of results of associates	應佔聯營公司業績				44,224
Share of results of joint ventures	應佔合資企業業績				131,954
Finance costs	財務成本				(12,419)
Loss before tax from continuing operations	持續經營業務除稅前虧損				(93,794)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment result represents the profit (loss) earned by (incurred by) each segment without allocation of share of results of associates, share of results of joint ventures, central administration costs, finance costs and certain other income. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

上文呈報之分部收入均來自外部客戶，兩個年度內概無分部間銷售。

呈報及經營分部之會計政策與本集團於附註3所述之會計政策相同。分部業績指各分部賺取(產生)之溢利(虧損)，惟並無分配應佔聯營公司業績、應佔合資企業業績、中央行政開支、財務成本及若干其他收入。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。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

6. 分部資料 (續)

分部資產及負債

以下為本集團按呈報及經營分部分類之資產及負債分析。

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Segment assets	分部資產		
Provision of piped gas	供應管道燃氣	601,048	534,877
Transportation, distribution and retail of LPG	運輸、分銷及零售液化氣	282,527	252,038
Production and sale of barreled drinking water	生產及銷售桶裝飲用水	4,641	795
Assets relating to lottery agency (discontinued operation)	彩票代理相關資產(已終止經營業務)	-	8,673
Total segment assets	分部資產總值	888,216	796,383
Investment properties	投資物業	13,200	13,200
Interests in associates	於聯營公司之權益	107,566	130,039
Interests in joint ventures	於合資企業之權益	917,556	787,783
Available-for-sale investments	可供出售投資	15,032	12,810
Bank balances and cash	銀行結餘及現金	392,287	305,147
Unallocated assets	未分配資產	23,301	20,424
Consolidated assets	綜合資產	2,357,158	2,065,786
Segment liabilities	分部負債		
Provision of piped gas	供應管道燃氣	156,330	136,328
Transportation, distribution and retail of LPG	運輸、分銷及零售液化氣	136,562	151,169
Production and sale of barreled drinking water	生產及銷售桶裝飲用水	80,115	72,543
Liabilities relating to lottery agency (discontinued operation)	彩票代理相關負債(已終止經營業務)	-	37,149
Total segment liabilities	分部負債總值	373,007	397,189
Bank and other borrowings	銀行及其他借貸	104,500	14,199
Tax liabilities	稅項負債	41,635	42,261
Deferred tax liabilities	遞延稅項負債	8,388	4,572
Unallocated liabilities	未分配負債	3,515	3,155
Consolidated liabilities	綜合負債	531,045	461,376

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

- all assets are allocated to operating segments other than investment properties, interests in associates, interests in joint ventures, available-for-sale investments, bank balances and cash, certain property, plant and equipment and other receivables; and
- all liabilities are allocated to operating segments other than bank and other borrowings, tax liabilities, deferred tax liabilities and certain other payables.

為方便監察分部表現及於分部間分配資源：

- 除投資物業、於聯營公司之權益、於合資企業之權益、可供出售投資、銀行結餘及現金、若干物業、廠房及設備以及其他應收款項外，所有資產均已分配予各經營分部；及
- 除銀行及其他借貸、稅項負債、遞延稅項負債及若干其他應付款項外，所有負債均已分配予各經營分部。

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6. SEGMENT INFORMATION (Continued)

Other segment information

6. 分部資料 (續)

其他分部資料

Continuing operations	持續經營業務	Transportation, distribution and retail of Production and sale of								Consolidated	
		Provision of piped gas		LPG		barreled drinking water		Unallocated		合計	
		2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended 31 March	截至3月31日止年度										
Amounts included in measure of segment profit or loss or segment assets:	計算分部溢利或虧損或分部資產時計及之金額：										
Depreciation of property, plant and equipment	物業、廠房及設備折舊	22,327	20,231	9,818	9,449	50	50	1,782	1,782	33,977	31,512
Impairment loss on property, plant and equipment recognised in profit or loss	就物業、廠房及設備於損益確認之減值虧損	-	-	-	4,679	-	-	-	-	-	4,679
Impairment loss on intangible assets recognised in profit or loss	就無形資產於損益確認之減值虧損	-	-	-	175,607	-	140,045	-	-	-	315,652
Impairment loss on goodwill recognised in profit or loss	就商譽於損益確認之減值虧損	11,620	-	-	-	-	-	-	-	11,620	-
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(溢利)	218	(1,260)	2,523	10,938	-	-	-	-	2,741	9,678
Amortisation of prepaid lease payments	攤銷預付租金	698	600	723	790	-	-	-	-	1,421	1,390
Amortisation of intangible assets	攤銷無形資產	1,217	917	-	9,366	-	18,070	-	-	1,217	28,353
Net reversal of allowances (allowance made) in respect of trade and other receivables	貿易及其他應收款項之撥回撥備(計提撥備)淨額	(11)	11	2,788	17,762	-	-	150	822	2,927	18,595
Capital expenditure in respect of prepaid lease payments	有關預付租金之資本開支	5,867	1,068	4,433	5,962	-	-	-	-	10,300	7,030
Capital expenditure in respect of property, plant and equipment	有關物業、廠房及設備之資本開支	96,811	63,252	17,782	37,599	-	-	368	127	114,961	100,978
Capital expenditure in respect of intangible assets	有關無形資產之資本開支	9,561	-	-	-	-	-	-	-	9,561	-
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：										
Interests in associates	於聯營公司之權益	-	-	-	-	-	-	107,566	130,039	107,566	130,039
Interests in joint ventures	於合資企業之權益	-	-	-	-	-	-	917,556	787,783	917,556	787,783
Share of results of associates	應佔聯營公司業績	-	-	-	-	-	-	(19,259)	(44,224)	(19,259)	(44,224)
Share of results of joint ventures	應佔合資企業業績	-	-	-	-	-	-	(129,773)	(131,954)	(129,773)	(131,954)

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Geographical information

The Group's business is principally carried out in the PRC. All the revenue of the Group for both years are derived from the PRC based on the location of goods delivered and services provided and the Group's non-current assets are physically located in the PRC. Accordingly, no geographical information is presented.

Information about major customers

None of the customers contributed over 10% of the total revenue of the Group during the years ended 31 March 2017 and 2016.

6. 分部資料 (續)

地區資料

本集團之業務主要於中國進行。兩個年度內本集團之所有收入均來自中國（基於貨品交付及提供服務的地區）及本集團非流動資產的物理位置均位於中國。因此，並無呈列地區資料。

有關主要客戶之資料

截至2017年及2016年3月31日止年度概無單一客戶向本集團貢獻逾10%之總收入。

7. OTHER GAINS AND LOSSES

7. 其他收益及虧損

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(2,741)	(9,678)
Impairment loss recognised in respect of property, plant and equipment (note 16)	就物業、廠房及設備確認之減值虧損 (附註16)	-	(4,679)
Impairment loss recognised in respect of intangible assets (note 20)	就無形資產確認之減值虧損 (附註20)	-	(315,652)
Impairment loss recognised in respect of goodwill (note 19)	就商譽確認之減值虧損 (附註19)	(11,620)	-
Fair value changes of investment properties	投資物業公允值變動	-	(600)
(Loss) gain on disposal of available-for-sale investments	出售可供出售投資之 (虧損) 收益	(62)	11
Net foreign exchange gain	匯兌收益淨額	708	1,341
Net reversal of allowances (allowance made) in respect of:	有關以下項目之撥回撥備淨額 (計提撥備):		
- trade receivables (note 26)	- 貿易應收款項 (附註26)	11	(17)
- other receivables (note 26)	- 其他應收款項 (附註26)	(2,938)	(18,578)
		(16,642)	(347,852)

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

8. OTHER INCOME

8. 其他收入

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Bank interest income	銀行利息收入	2,587	2,203
Dividend income from available-for-sale investments	可供出售投資之股息收入	63	2,188
Interest income from loans to non-controlling interests of subsidiaries	來自附屬公司非控股權益之貸款利息收入	241	694
Interest income from loan to a joint venture	來自合資企業之貸款利息收入	1,241	-
Rental income	租金收入	880	706
Repair and maintenance services income	維修保養服務收入	2,825	2,322
Sales of gas appliance, net	銷售燃氣器具淨額	2,162	44
Government grant	政府補助金	450	98
Others	其他	1,155	1,513
		11,604	9,768

9. PROFIT (LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS

9. 持續經營業務本年度溢利(虧損)

Profit (loss) for the year from continuing operations has been arrived at after charging:

本年度持續經營業務之溢利(虧損)已扣除下列各項:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Staff costs	員工成本		
Directors' emoluments (note 10)	董事酬金(附註10)	13,812	6,267
Other staff costs	其他員工成本		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	95,567	86,006
Share-based payments	以股份為基礎付款	5,106	-
Retirement benefits scheme contributions	退休福利計劃供款	12,658	11,380
		127,143	103,653
Cost of inventories recognised as expenses	確認為開支之存貨成本	584,538	576,562
Auditor's remuneration	核數師酬金	2,255	1,775
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,977	31,512
Amortisation of prepaid lease payments	攤銷預付租金	1,421	1,390
Amortisation of intangible assets (included in administrative expenses)	攤銷無形資產(已計入行政開支)	1,217	28,353
Operating lease payments in respect of rented premises	租賃物業相關之經營租賃租金支出	8,233	4,380
Contract cost recognised as expense in respect of gas connection construction contracts	確認為開支之燃氣接駁建築合約的合約成本	62,478	56,792

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

10. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS

(a) Directors' and chief executives' emoluments

The emoluments paid or payable to each of 9 (2016: 9) directors and the chief executives were as follows:

10. 董事及行政總裁酬金

(a) 董事及行政總裁酬金

已付或應付9名(2016年: 9名)董事及行政總裁之酬金如下:

		Salaries, allowances and benefits in kind	Performance related incentive payments	Share-based payments	Retirement benefits	Total emoluments	
	Directors' fees	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	董事袍金	薪金、津貼及實物利益	表現相關獎勵付款	股份為基礎付款	退休福利	總酬金	
	人民幣千元	人民幣千元	人民幣千元 (Note iii) (附註iii)	人民幣千元 (Note iii) (附註iii)	人民幣千元	人民幣千元	
For the year ended 31 March 2017	截至2017年3月31日止年度						
Executive directors:	執行董事:						
Dr. Mo Shikang ("Dr. Mo")	莫世康博士 (「莫博士」)	-	1,491	257	-	58	1,806
Mr. Zhang Hesheng	張和生先生	-	1,247	156	881	-	2,284
Mr. Fan Fangyi	范方義先生	-	689	12	1,292	46	2,039
Ms. Mo Yunbi	莫雲碧小姐	-	564	52	-	16	632
Mr. Chu Kin Wang Peleus	朱健宏先生	-	1,015	693	4,051	16	5,775
Non-executive director:	非執行董事:						
Mr. Jin Song (Note i)	靳松先生(附註i)	148	-	-	-	20	168
Independent non-executive directors:	獨立非執行董事:						
Mr. Liu Junmin	劉駿民先生	113	-	-	294	-	407
Mr. Zhao Yanyun	趙彥雲先生	-	-	-	294	-	294
Mr. Sin Ka Man	冼家敏先生	113	-	-	294	-	407
		374	5,006	1,170	7,106	156	13,812

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10. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS (Continued)

(a) Directors' and chief executives' emoluments (Continued)

	Directors' fees	Salaries, allowances and benefits in kind	Performance related incentive payments	Retirement benefits	Total emoluments
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended 31 March 2016	截至2016年3月31日止年度				
Executive directors:	執行董事:				
Dr. Mo	-	1,407	220	57	1,684
Mr. Zhang Hesheng	-	1,178	155	-	1,333
Mr. Fan Fangyi (Note ii)	-	371	-	27	398
Mr. Jin Song (Note i)	-	296	33	18	347
Ms. Mo Yunbi	-	345	-	12	357
Mr. Chu Kin Wang Peleus	-	952	652	15	1,619
Non-executive director:	非執行董事:				
Mr. Jin Song (Note i)	225	-	-	27	252
Independent non-executive directors:	獨立非執行董事:				
Mr. Liu Junmin	106	-	-	-	106
Mr. Zhao Yanyun	65	-	-	-	65
Mr. Sin Ka Man	106	-	-	-	106
	502	4,549	1,060	156	6,267

Notes:

(i) Mr. Jin Song has been re-designated from the managing director and executive director to non-executive director on 1 September 2015. He was then retired as a non-executive director of the Company and did not offer himself for re-election at the conclusion of the 2016 annual general meeting held on 9 September 2016. After his retirement, Mr. Jin became the chief strategy officer and the Award Shares granted to him were treated as employee benefit. Details are set out in note 38.

附註:

(i) 靳松先生已於2015年9月1日由董事總經理及執行董事調任非執行董事，彼隨後於2016年9月9日舉行之2016年股東週年大會結束時退任本公司非執行董事及並無膺選連任。彼退任後，靳先生擔任首席策略管及向彼授予以之獎勵股份被視為僱員福利。詳見附註38。

10. 董事及行政總裁酬金 (續)

(a) 董事及行政總裁酬金 (續)

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10. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS (Continued)

(a) Directors' and chief executives' emoluments (Continued)

Notes: (Continued)

- (ii) Mr. Fan Fangyi was appointed on 1 September 2015.
- (iii) The performance related incentive payments and share-based payments are determined by reference to the individual performance of the directors and approved by the remuneration committee.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive director's emoluments shown above was for his services as a director of the Company or its subsidiaries.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

During the year ended 31 March 2016, Mr. Fan Fangyi was appointed as executive director and chief executive of the Company on 1 September 2015 upon Mr. Jin Song re-designated from the managing director and an executive director to non-executive director on the same date and their emoluments disclosed above included those for services rendered by them as the chief executive.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

10. 董事及行政總裁酬金 (續)

(a) 董事及行政總裁酬金 (續)

附註：(續)

- (ii) 范方義先生乃於2015年9月1日獲委任。
- (iii) 表現相關獎勵付款及以股份為基礎付款乃參考董事之個人表現釐定，並經薪酬委員會批准。

上文所示執行董事酬金乃有關彼等管理本公司及本集團事務之服務。

上文所示非執行董事酬金乃有關彼作為本公司或其附屬公司董事之服務。

上文所示獨立非執行董事酬金乃有關彼等作為本公司董事之服務。

截至2016年3月31日止年度，於靳松先生於2015年9月1日由董事總經理及執行董事調任非執行董事後，范方義先生於同日獲委任為本公司執行董事及行政總裁，且上文所披露彼等酬金包括彼等擔任行政總裁所提供服務之酬金。

並無據此董事或行政總裁放棄或同意放棄兩個年度期間任何薪酬之安排。

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10. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS (Continued)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, four (2016: four) are directors of the Company whose emoluments are included in the above disclosures. The emolument of the remaining one (2016: one) individual is disclosed as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Salaries, allowances, and benefits in kind	薪金、津貼及實物利益	586	547
Discretionary bonuses	酌情花紅	260	244
Share-based payments	以股份為基礎付款	998	-
Retirement benefits	退休福利	16	15
		1,860	806

10. 董事及行政總裁酬金 (續)

(b) 五位最高薪酬人士

本集團五位最高薪酬人士中四位(2016年:四位)為本公司董事,其酬金已於上文披露。餘下一位(2016年:一位)人士之酬金披露如下:

11. FINANCE COSTS

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Imputed interest on consideration payable (note 31)	應付代價款項之應歸利息 (附註31)	12,137	11,343
Interest on bank borrowings	銀行借貸利息	2,642	1,076
		14,779	12,419

No borrowing costs capitalised during both years arose on the general borrowing pool.

於兩年內並無撥充資本之借貸成本源自一般借貸中產生。

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12. INCOME TAX EXPENSE

12. 所得稅開支

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
PRC Enterprise Income Tax:	中國企業所得稅：		
– Current tax	– 即期稅項	31,924	30,737
– Under (over) provision in prior years	– 過往年度撥備不足 (超額撥備)	500	(520)
Deferred taxation (note 33)	遞延稅項(附註33)	(140)	(8)
		32,284	30,209

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group had no assessable profit derived in Hong Kong for both years.

由於本集團於該兩個年度均無來自香港之任何應課稅溢利，故此並無在綜合財務報表就香港利得稅提撥準備。

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years, except certain PRC group entities are entitled to the preferential tax rate pursuant to the relevant regulations applicable to enterprises situated in the western regions of the PRC. The applicable tax rate of those PRC group entities was 15% for both years.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施細則，兩個年度中國附屬公司之稅率為25%。根據適用位於中國西部地區之企業之相關法規，惟若干中國集團實體享有優惠稅率，兩個年度該等中國集團實體之適用稅率為15%。

The income tax expense for the year can be reconciled to the profit (loss) before tax from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

綜合損益及其他全面收入報表之持續經營業務除稅前溢利(虧損)與本年度之所得稅開支對賬如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)
Profit (loss) before tax from continuing operations	持續經營業務除稅前溢利(虧損)	207,352	(93,794)
Tax at the domestic income tax rate of 25%	按國內所得稅率25%計算之稅項	51,838	(23,449)
Tax effect of share of results of joint ventures	應佔合資企業業績之稅務影響	(32,443)	(32,989)
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	(4,815)	(11,056)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(278)	(696)
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	14,363	84,739
Tax effect of profit which are under tax concessions	稅項減免項下溢利之稅務影響	(8,222)	(11,116)
Tax effect of tax losses not recognised	未予確認稅項虧損之稅務影響	11,341	25,296
Under (over) provision in prior years	過往年度撥備不足(超額撥備)	500	(520)
Income tax expense for the year	本年度所得稅開支	32,284	30,209

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

13. DISCONTINUED OPERATION

On 28 June 2016, Beijing Zhongmin Yongheng Investment Consultant Co., Ltd. ("Zhongmin Yongheng"), a wholly-owned subsidiary of the Company, and the Company (collectively as the "Vendors") and Yongheng Development Corporation Limited and Yongheng Development Group (Shenzhen) Co., Ltd (collectively as the "Purchasers"), which were held by a director of Shenzhen Le Cai (as defined below) who regard as connected persons at the subsidiary level of the Company, entered into equity transfer agreements, pursuant to which the Vendors agreed to sell and the Purchasers agreed to purchase the entire equity interest in Shenzhen Yongheng Le Cai Technology Development Limited ("Shenzhen Le Cai"); Shenzhen Yongheng Jin Cai Technology Development Limited ("Shenzhen Jin Cai") and Shenzhen Cai Cai Le Electronic Entertainment Technology Development Limited ("Cai Cai Le"), wholly-owned subsidiaries of the Company (collectively as "Lottery Companies") for the total consideration of RMB73,000,000, which be satisfied by the Purchasers as to (i) RMB20,000,000 in cash and in instalment to the Vendors and (ii) RMB53,000,000 settled through assumption of all the shareholder's loan and other debts owing by Zhongmin Yongheng to Shenzhen Le Cai ("Debt"). The disposal of the Lottery Companies was effected in order to minimise the Company's exposure on the short term difficulties to the PRC lottery market which resulted from the current regulatory development of the PRC lottery industry. Upon the disposal of Lottery Companies completed on 30 June 2016, the Group discontinued its lottery agency business. The profit (loss) for the period/year from the Discontinued Operation is presented below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated as a discontinued operation.

13. 已終止經營業務

於2016年6月28日，北京中民永恒投資諮詢有限公司（「中民永恒」，本公司之全資附屬公司）及本公司（統稱為「賣方」）與永恒發展集團有限公司及永恒發展集團（深圳）有限公司（統稱為「買方」，由深圳樂彩（定義下文）的一名董事持有，彼被視為本公司附屬公司層面之關連人士）訂立股權轉讓協議，據此，賣方同意出售及買方同意購買深圳市永恒樂彩科技開發有限公司（「深圳樂彩」）、深圳市永恒進彩科技開發有限公司（「深圳進彩」）及深圳彩彩樂電子娛樂科技開發有限公司（「彩彩樂」）（統稱為「彩票公司」）之全部股本權益，總代價為人民幣73,000,000元，由買方按以下方式支付(i)人民幣20,000,000元以現金分期支付予賣方；及(ii)以承擔中民永恒結欠深圳樂彩人民幣53,000,000元債務（「債務」）的方式支付。出售彩票公司乃旨在減低本公司所面臨的因中國彩票行業現時監管發展而導致之中國彩票市場短期困難的風險。於出售彩票公司（已於2016年6月30日完成）之後，本集團已終止其彩票代理業務。已終止經營業務的本期間／年度溢利（虧損）呈列如下。綜合損益及其他全面收入報表內之比較數字已重列為一項已終止經營業務。

		Period from 1 April 2016 to 30 June 2016 (date of disposal) 2016年4月1日 至2016年6月30日 (出售日期) 止期間 RMB'000 人民幣千元	2016 Year ended 31 March 2016 截至2016年 3月31日 止年度 RMB'000 人民幣千元
Loss for the period/year from the discontinued operation	已終止經營業務 之本期間／年度虧損	(741)	(3,928)
Gain on disposal of Lottery Companies	出售彩票公司之收益	54,174	-
		53,433	(3,928)

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13. DISCONTINUED OPERATION (Continued)

The results of the discontinued operation for the period from 1 April 2016 to 30 June 2016, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

13. 已終止經營業務 (續)

自2016年4月1日至2016年6月30日止期間已終止經營業務之業績(已計入綜合損益及其他全面收入報表內)如下:

		Period from 1 April 2016 to 30 June 2016 (date of disposal) 2016年4月1日 至2016年6月30日 (出售日期) 止期間 RMB'000 人民幣千元	Year ended 31 March 2016 截至2016年 3月31日 止年度 RMB'000 人民幣千元
Revenue	收入	1,648	2,831
Cost of sales and services	銷售及服務成本	(1,427)	(3,150)
Gross profit (loss)	毛利(損)	221	(319)
Other gains and losses	其他收益及虧損	-	(1)
Other income	其他收入	20	204
Finance costs	財務成本	(204)	(765)
Administrative expenses	行政開支	(778)	(3,047)
Loss before tax	除稅前虧損	(741)	(3,928)
Income tax expense	所得稅開支	-	-
Loss for the period/year from discontinued operation	已終止經營業務之本期間/年度虧損	(741)	(3,928)

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綜合財務報表附註

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13. DISCONTINUED OPERATION (Continued)

Loss for the period/year from the discontinued operation including the following:

13. 已終止經營業務 (續)

已終止經營業務之本期間/年度虧損包括下列各項：

		Period from 1 April 2016 to 30 June 2016 (date of disposal) 2016年4月1日 至2016年6月30日 (出售日期) 止期間 RMB'000 人民幣千元	Year ended 31 March 2016 截至2016年 3月31日 止年度 RMB'000 人民幣千元
Staff costs	員工成本		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	424	1,509
Entirement benefits scheme contributions	退休福利計劃供款	24	92
		448	1,601
Depreciation of property, plant and equipment	物業、廠房及設備折舊	77	334
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	1
Amortisation of prepaid lease payments	攤銷預付租金	57	172

No charge or credit arose on gain on discontinuance of the operation.

已終止經營業務之收益並無產生開支或抵免。

The net cash flows incurred by the discontinued operation are as follows:

已終止經營業務產生的現金流量淨額如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Operating activities	經營活動	(394)	(957)
Financing activities	融資活動	410	949
Net cash inflow (outflow)	現金流入(流出)淨額	16	(8)

Consideration received:

Cash received	已收現金	17,000
Deferred cash consideration	遞延現金代價	3,000
Assignment of Debt to Purchasers	向買方轉讓債務	53,000

Total consideration 總代價 73,000

Gain on disposal of the disposed group:

Consideration received and receivable	已收及應收代價	73,000
Net asset disposed of	出售淨資產	(18,826)

Gain on disposal 出售收益 54,174

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

13. DISCONTINUED OPERATION (Continued)

Details of the net assets of the disposal group disposed of during the year are as follows:

13. 已終止經營業務 (續)

本年度內已出售出售集團之資產淨值之詳情如下：

		30 June 2016 2016年6月30日 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	299
Prepaid lease payments	預付租金	4,538
Long-term deposit	長期存款	1,500
Bank balances and cash	銀行結餘及現金	176
Trade and other receivables and prepayments	貿易及其他應收款項以及預付款項	790
Amount due from Zhongmin Yongheng	應收中民永恒款項	53,000
Trade and other payables	貿易及其他應付款項	(6,339)
Amount due to a former director	應付一名前董事款項	(31,528)
Other borrowings	其他借貸	(3,610)
Net assets disposed of	出售淨資產	18,826
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	17,000
Cash and cash equivalents disposed of	出售之現金及現金等值項目	(176)
		16,824

14. DIVIDEND

No dividend was paid or proposed during the year ended 31 March 2017 (2016: nil), nor has any dividend has been proposed since the end of the reporting period.

14. 股息

於截至2017年3月31日止年度內並無支付或建議支付股息(2016年：無)，自報告期末以來亦無建議支付任何股息。

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

15. EARNINGS (LOSS) PER SHARE

From continuing operations

The calculation of the basic and diluted earnings (loss) per share from continuing operations attributable to the owners of the Company is based on the following data:

15. 每股盈利(虧損)

持續經營業務

本公司擁有人應佔持續經營業務每股基本及攤薄盈利(虧損)乃根據以下數據計算:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Earnings (loss)	盈利(虧損)		
Profit (loss) for the year attributable to the owners of the Company	本公司擁有人應佔本年度溢利(虧損)	205,895	(147,281)
Less: Profit (loss) for the year from the discontinued operation	減: 已終止經營業務之本年度溢利(虧損)	53,433	(3,928)
Earnings (loss) for the purposes of basis and diluted earnings per share (2016: basic loss per share) from continuing operations	計算持續經營業務之每股基本及攤薄盈利(2016年: 每股基本虧損)之盈利(虧損)	152,462	(143,353)
		2017	2016
Number of shares	股份數目		
Number of ordinary shares for the purpose of basic earnings (loss) per share	計算每股基本盈利(虧損)之普通股數目	6,944,954,136	6,944,954,136
Effect of dilutive potential ordinary shares Award Shares (as defined in note 38)	攤薄潛在普通股之影響獎勵股份(定義見附註38)	314,391	
Weighted average number of ordinary shares for the purpose of diluted earnings per share calculation	計算每股攤薄盈利之加權平均普通股數目	6,945,268,527	

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

15. EARNINGS (LOSS) PER SHARE

(Continued)

From continuing and discontinued operations

The calculation of the basic and diluted earnings (loss) per share attributable to the owners of the Company is based on the following data:

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Earnings (loss)		
Profit (loss) for the year attributable to the owners of the Company for the purposes of basic and diluted earnings per share (2016: basic loss per share)	205,895	(147,281)

There are no dilutive potential shares for the year ended 31 March 2016.

The denominators used are the same as these detailed above for basic and diluted earnings (loss) per share from continuing and discontinued operations.

From discontinued operation

Basic earnings per share from discontinued operation is RMB0.76 cents per share (2016: loss per share from discontinued operation was RMB0.06 cents per share) and diluted earnings per share from the discontinued operation is RMB0.76 cents per share (2016: N/A), based on the profit for the year from discontinued operation of RMB53,433,000 (2016: loss from discontinued operation of RMB3,928,000) and the denominators detailed above for both basic and diluted earnings (loss) per share.

15. 每股盈利 (虧損) (續)

持續經營及已終止經營業務

本公司擁有人應佔每股基本及攤薄盈利 (虧損) 乃根據以下數據計算:

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
盈利 (虧損)		
計算每股基本及攤薄盈利 (2016年: 每股基本虧損) 之本公司擁有人應佔本年度溢利 (虧損)	205,895	(147,281)

截至2016年3月31日止年度並無攤薄潛在股份。

所使用之分母與上文詳述之持續經營及已終止經營業務之每股基本及攤薄盈利 (虧損) 之分母相同。

已終止經營業務

已終止經營業務之每股基本盈利為每股人民幣0.76分 (2016年: 已終止經營業務之每股虧損為每股人民幣0.06分) 及已終止經營業務之每股攤薄盈利為每股人民幣0.76分 (2016年: 不適用), 乃根據已終止經營業務之本年度溢利人民幣53,433,000元 (2016年: 已終止經營業務之虧損人民幣3,928,000元) 以及上文詳述之每股基本及攤薄盈利 (虧損) 之分母計算。

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16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Plant, machinery and pipeline	Transportation vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	傢私、裝置及辦公室設備	廠房、機器及管道	運輸車輛	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST	成本							
At 1 April 2015	於2015年4月1日	86,128	3,167	12,290	421,477	78,532	87,622	689,216
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	2,310	-	114	1,083	2,406	-	5,913
Additions	添置	5,411	702	2,072	10,236	10,545	66,099	95,065
Transfer	轉撥	39,705	-	554	72,832	-	(113,091)	-
Disposals/written off	出售/撇銷	(1,903)	-	(334)	(1,795)	(23,692)	-	(27,724)
At 31 March 2016	於2016年3月31日	131,651	3,869	14,696	503,833	67,791	40,630	762,470
Acquisition of a subsidiary (note 37)	收購一間附屬公司(附註37)	-	-	63	10,066	148	1,819	12,096
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	-	-	(2,017)	-	(3,276)	-	(5,293)
Additions	添置	8,289	-	3,306	9,639	1,665	79,966	102,865
Transfer	轉撥	28,698	-	-	31,098	-	(59,796)	-
Disposals/written off	出售/撇銷	(2,237)	-	(522)	(580)	(1,916)	-	(5,255)
At 31 March 2017	於2017年3月31日	166,401	3,869	15,526	554,056	64,412	62,619	866,883
DEPRECIATION AND IMPAIRMENT	折舊及減值							
At 1 April 2015	於2015年4月1日	14,469	2,388	6,495	139,638	30,953	-	193,943
Provided for the year	本年度撥備	5,049	683	1,800	17,322	6,992	-	31,846
Eliminated on disposals/written off	出售時對銷/撇銷	(532)	-	(307)	(982)	(8,751)	-	(10,572)
Impairment loss recognised in profit or loss	於損益確認之減值虧損	-	-	-	-	4,679	-	4,679
At 31 March 2016	於2016年3月31日	18,986	3,071	7,988	155,978	33,873	-	219,896
Provided for the year	本年度撥備	4,863	403	2,003	19,557	7,228	-	34,054
Eliminated on disposals/written off	出售時對銷/撇銷	(139)	-	(456)	(160)	(1,302)	-	(2,057)
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	-	-	(1,866)	-	(3,128)	-	(4,994)
At 31 March 2017	於2017年3月31日	23,710	3,474	7,669	175,375	36,671	-	246,899
CARRYING VALUES	賬面值							
At 31 March 2017	於2017年3月31日	142,691	395	7,857	378,681	27,741	62,619	619,984
At 31 March 2016	於2016年3月31日	112,665	798	6,708	347,855	33,918	40,630	542,574

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16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group has pledged certain property, plant and equipment with carrying value of RMB94,795,000 (2016: RMB186,000) to secure certain bank borrowings (2016: other borrowings) granted to the Group as disclosed in note 43.

During the year ended 31 March 2016, LPG railway tanks were no longer in use as a result of the business restructuring, the management considered that as an impairment indicator. Therefore, the management conducted an impairment assessment of the Group's transportation vehicles which are used in the Group's transportation, distribution and retail of LPG segment on an individual basis. The recoverable amounts of the relevant assets have been determined on the basis of fair value less costs of disposal. The fair values of the relevant assets as at 31 March 2016 were determined by reference to the market observable transactions of similar assets, which takes into account a market participant's ability to generate economic benefits by using the assets in its highest and best use or by selling it to another market participant that would use the assets in its highest and best use. An impairment loss of HK\$4,679,000 was recognised and charged to the profit or loss for the year ended 31 March 2016.

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

Buildings	Over the shorter of 40 years or the remaining terms of leases
Leasehold improvements	Over the shorter of 5 years or the remaining terms of the leases
Furniture, fixtures and office equipment	20%
Plant, machinery and pipeline	3.3% – 20%
Transportation vehicles	12.5% – 20%

The buildings are situated in the PRC, and are for own use under medium-term lease.

16. 物業、廠房及設備 (續)

本集團已抵押賬面值人民幣94,795,000元(2016年:人民幣186,000元)之若干物業、廠房及設備以作為授予本集團若干銀行借貸(2016年:其他借貸)之擔保(披露於附註43)。

截至2016年3月31日止年度,液化氣鐵路罐車因業務重組而不再使用,管理層認為此為減值指標。因此,管理層對於本集團運輸、分銷及零售液化氣分部之本集團運輸車輛個別進行減值評估。相關資產之可收回金額已按公允值減出售成本的基礎而釐定。於2016年3月31日相關資產之公允值經參考同類資產之市場可觀察交易釐定,其經考慮市場參與者透過使用資產最高及最佳用途或出售予另家市場參與者(而該市場參與者可使用資產最高及最佳用途)以產生經濟利益的能力。截至2016年3月31日止年度,減值虧損人民幣4,679,000元已確認及於損益中扣除。

上述物業、廠房及設備項目(在建工程除外)乃以直線法按下列年率折舊:

樓宇	40年或剩餘租賃年期(以較短者為準)
租賃物業裝修	5年或剩餘租賃年期(以較短者為準)
傢俬、裝置及辦公室設備	20%
廠房、機器及管道	3.3% - 20%
運輸車輛	12.5% - 20%

樓宇位於中國,乃根據中期租約持有作自用。

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17. INVESTMENT PROPERTIES

17. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公允值	
At 1 April 2015	於2015年4月1日	13,800
Fair value change recognised in profit or loss	於損益確認之公允值變動	(600)
		<hr/>
At 31 March 2016 and 31 March 2017	於2016年3月31日及2017年3月31日	13,200

The above investment properties are situated in the PRC, and are held under medium-term leases.

上述投資物業位於中國，及根據中期租約持有。

The investment properties are under Level 3 fair value measurements. At the end of each reporting period, the senior management works closely with the independent qualified professional valuer to establish and determine the appropriate valuation techniques and inputs. Discussion of valuation process and results are held between senior management and the directors of the Company at least twice a year.

投資物業按第三級別公允值計量。於各報告期末，高級管理層與獨立合資格專業估值師密切合作，以建立及釐定合適的估值技術及輸入數據。本公司高級管理層與董事每年至少兩次討論有關估值程序及結果。

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

於估計物業之公允值時，該等物業的最大及最佳用途為其現時用途。

The fair value of the Group's investment properties at 31 March 2017 and 2016 have been arrived at on the basis of a valuation carried out on the respective dates by Asset Appraisal Limited ("Asset Appraisal"). Asset Appraisal is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations.

於2017年及2016年3月31日，本集團投資物業之公允值乃根據中誠達資產評估顧問有限公司（「中誠達評估」）在相關日期進行之估值得出。中誠達評估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。

The fair value of Group's investment properties at 31 March 2017 and 2016 were determined based on direct comparison method and making references to comparable market observable transactions of similar properties in the nearby locations as available in the relevant market. There has been no change from the valuation technique used in the prior year.

於2017年及2016年3月31日，本集團之投資物業之公允值根據直接比較法釐定並且參考相關市場可用之位於臨近地點之相似物業之可比較市場可觀察交易得出。去年所使用之估值技術並無發生變化。

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.

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允值模式計量，並分類為投資物業入賬。

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17. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 March 2017 and 2016, are as follows:

Commercial properties in the PRC 於中國之商業物業		Fair value hierarchy 公允價值層級	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公允價值之關係
2017	2016				
RMB 人民幣 13,200,000	RMB 人民幣 13,200,000	Level 3 第三級	Direct comparison method based on market observable transactions of similar properties 直接比較法根據同類物業的市場可觀察交易 The key inputs are: (1) Price per square meter (2) Level adjustment 主要輸入數據 (1) 每平方米價格 (2) 層數調整	Price per square metre, based on gross floor area using market comparables and taking into account of location and level adjustment in individual floor of the property 每平方米價格基於直接市場可比較的總樓面面積，並計及位置及該物業個別樓層之調整 RMB4,100 to RMB15,000 (2016: RMB4,200 to RMB15,000) 人民幣4,100元至人民幣15,000元 (2016年：人民幣4,200元至人民幣15,000元)	The higher the price per square metre, the higher the fair value 每平方米價格越高，公允價值越高

There were no transfers into or out of Level 3 during the year.

年內概無轉入或轉出第三級別。

17. 投資物業 (續)

本集團於2017年及2016年3月31日之投資物業詳情及公允價值層級之資料載列如下：

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18. PREPAID LEASE PAYMENTS

18. 預付租金

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
The Group's prepaid lease payments comprise: 本集團之預付租金包括：			
Leasehold lands in the PRC under medium term leases	於中國根據中期租賃持有之租賃土地	60,800	59,909
Analysed for reporting purposes as:			
Current portion	按申報目的分析： 即期部分	1,494	1,869
Non-current portion	非即期部分	59,306	58,040
		60,800	59,909

The leasehold lands are released to profit or loss on a straight-line basis over the term of leases.

At 31 March 2017, the Group's prepaid lease payments amounting to RMB3,346,000 (2016: RMB4,594,000) were pledged to secure the Group's certain bank borrowings (2016: other borrowings), as disclosed in note 43.

租賃土地以直線基準按相關租賃年期計入損益。

於2017年3月31日，本集團之預付租金約人民幣3,346,000元（2016年：人民幣4,594,000元）已予抵押作為授予本集團若干銀行借貸（2016年：其他借貸）之擔保（披露於附註43）。

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19. GOODWILL

19. 商譽

		RMB'000 人民幣千元
COST	成本	
At 1 April 2015	於2015年4月1日	44,938
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	1,698
At 31 March 2016 and 1 April 2016	於2016年3月31日及2016年4月1日	46,636
Acquisition of a subsidiary (note 37)	收購一間附屬公司(附註37)	11,620
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	(32,585)
At 31 March 2017	於2017年3月31日	25,671
ACCUMULATED IMPAIRMENT LOSS	累計減值虧損	
At 1 April 2015, 31 March 2016 and 1 April 2016	於2015年4月1日、2016年3月31日及 2016年4月1日	32,585
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	11,620
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	(32,585)
At 31 March 2017	於2017年3月31日	11,620
CARRYING VALUES	賬面值	
At 31 March 2017	於2017年3月31日	14,051
At 31 March 2016	於2016年3月31日	14,051

The Group tests for impairment of goodwill annually and in the financial year in which the acquisition takes place, or more frequently if there are indications that goodwill might be impaired.

During the year ended 31 March 2017, there is goodwill allocated to the provision of piped gas operation. In view of the operating loss in current year and annual impairment review, management has assessed that the recoverable amount of this CGU was less than the carrying amount of the CGU, and accordingly the Group recognised an impairment loss of RMB11,620,000 for the goodwill with details listed below impairment testing of goodwill allocated to the provision of piped gas operation.

For the purposes of impairment testing, the carrying value of the goodwill set out above has been allocated to the respective CGUs which operating in transportation, distribution and retail of LPG.

本集團每年及於出現收購之財政年度測試商譽減值，或倘有跡象顯示商譽可能已減值，則更頻密進行測試。

截至2017年3月31日止年度，商譽獲分配至供應管道燃氣業務。鑑於本年度業務虧損及年度減值評估，管理層已評估此現金產生單位之可收回金額低於現金產生單位之賬面金額，因此本集團已就分配至管道燃氣營運的商譽確認減值虧損人民幣11,620,000元，詳見下文分配予供應管道燃氣業務之商譽減值測試。

為進行減值測試，上述商譽之賬面值已分配至經營運輸、分銷及零售液化氣的各獨立現金產生單位。

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19. GOODWILL (Continued)

Impairment testing

For impairment testing purpose, management reviews each CGU's recoverable amount for comparison with the carrying amount of the respective CGU. The aggregate carrying amounts of the CGUs comprise goodwill of RMB14,051,000 (2016: RMB14,051,000) and property, plant and equipment of RMB40,594,000 (2016: RMB44,844,000). The recoverable amount of each CGU has been determined based on the value in use calculation of each CGU using the following assumptions for 2017 and 2016:

Period of cash flow projections	5 years (2016: 5 years)
Growth rate beyond 5-year period extrapolated in the financial budgets approved by the management	0% (2016: 0%)
Discount rate	14.21% (2016: 14.21%)

This growth rate is based on the relevant industry growth forecast and does not exceed the average long-term growth rate for the relevant industry. Another key assumption for the value in use calculation is the budgeted gross margin, which is determined based on the respective CGU's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of the respective CGU to exceed the aggregate recoverable amount of the respective CGU. At the end of the reporting period, the recoverable amount of each CGU exceeds its carrying amount and no impairment is considered necessary.

Impairment testing of goodwill allocated to the provision of piped gas operation

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation was determined based on the financial budgets approved by the management of the Group covering a 5-year period and a pre-tax discount rate of 13.42%. The cash flows for the financial budgets were using a steady growth rate of 2% for a 5-year period. The cash flows beyond this 5-year period are extrapolated using a zero percent growth rate. At the end of the reporting period, the carrying amounts of the CGU exceed its recoverable amount and accordingly impairment loss of RMB11,620,000 was recognised during the year ended 31 March 2017.

19. 商譽 (續)

減值測試

就減值測試而言，管理層審核各現金產生單位之可收回金額，以比較各現金產生單位之賬面值。現金產生單位之總賬面值包括商譽人民幣14,051,000元(2016年：人民幣14,051,000元)及物業、廠房及設備人民幣40,594,000元(2016年：人民幣44,844,000元)。各現金產生單位之可收回金額已根據各現金產生單位之使用價值計算釐定，於2017年及2016年使用之假設如下：

現金流量預測期間	5年(2016年：5年)
就管理層審批超逾5年期財務預算所推算之增長率	0% (2016年：0%)

貼現率	14.21% (2016年：14.21%)
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增長率乃以相關行業增長預測為基準及不會超逾相關行業之平均長期增長率。使用價值計算方法之另一項主要假設為預算毛利率，其乃按各現金產生單位之過往表現及管理層對市場發展之期望釐定。管理層相信，任何該等假設出現任何可能合理變動將不會導致各現金產生單位之賬面值超出各現金產生單位之可收回總額。於報告期末，各現金產生單位之可收回金額超出其賬面值，且無須作減值。

分配予供應管道燃氣業務之商譽減值測試

本單位之可收回金額根據使用價值計算釐定。該計算根據本集團管理層批准之財政預算(涵蓋5年期間)及稅前貼現率13.42%釐定。財政預算之現金流量採用5年期間之穩定增長率2%。超逾5年期間之現金流量採用零增長率推算。於報告期末，該現金產生單位之賬面值金額大於其可收回金額，因此截至2017年3月31日止年度確認減值虧損人民幣11,620,000元。

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20. INTANGIBLE ASSETS

20. 無形資產

		Construction permission	Water drawing permit	Exclusive rights of purchase	Exclusive rights of operation of piped gas	Exclusive rights of operation of lottery sales	Total
		建築批文	取水許可證	獨家採購權利	燃氣經營權利	獨家彩票銷售經營權利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本						
At 1 April 2015 and 31 March 2016	於2015年4月1日及2016年3月31日	187,314	162,633	10,000	27,500	639,226	1,026,673
Acquisition of a subsidiary (note 37)	收購一間附屬公司(附註37)	-	-	-	7,533	-	7,533
Additions	添置	-	-	-	2,028	-	2,028
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	-	-	-	-	(639,226)	(639,226)
At 31 March 2017	於2017年3月31日	187,314	162,633	10,000	37,061	-	397,008
ACCUMULATED AMORTISATION AND IMPAIRMENT LOSS	累計攤銷及減值虧損						
At 1 April 2015	於2015年4月1日	2,341	4,518	10,000	8,102	639,226	664,187
Charge for the year	本年度扣除	9,366	18,070	-	917	-	28,353
Impairment loss recognised in the year	本年度確認之減值虧損	175,607	140,045	-	-	-	315,652
At 31 March 2016	於2016年3月31日	187,314	162,633	10,000	9,019	639,226	1,008,192
Charge for the year	本年度扣除	-	-	-	1,217	-	1,217
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	-	-	-	-	(639,226)	(639,226)
At 31 March 2017	於2017年3月31日	187,314	162,633	10,000	10,236	-	370,183
CARRYING VALUES	賬面值						
At 31 March 2017	於2017年3月31日	-	-	-	26,825	-	26,825
At 31 March 2016	於2016年3月31日	-	-	-	18,481	-	18,481

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20. INTANGIBLE ASSETS (Continued)

The exclusive rights of purchase was acquired separately, while the construction permission, water drawing permit, exclusive rights of operation of piped gas, and exclusive rights of operation of lottery sales were acquired from third parties in business combinations. The above intangible assets have definite useful live. Such intangible assets are amortised on a straight-line basis over the following periods:

Construction permission	20 years
Water drawing permit	9 years
Exclusive rights of purchase	20 to 25 years
Exclusive rights of operation of piped gas	30 years
Exclusive rights of operation of lottery sales	20 years

Exclusive rights of operation of piped gas represent the rights to operate in gas pipeline infrastructure and provision of piped gas granted by local government in various cities in the PRC. The directors of the Company conducted an impairment review on the CGUs for purposes of impairment testing. The recoverable amounts of the CGUs were determined based on value in use calculation. That calculation was determined based on the financial budgets approved by the management of the Group covering a 5-year (2016: 5-year) period and a pre-tax discount rate of 13.42% (2016: 13.42%). The cash flows for the financial budgets were using a steady growth rate of 2% (2016: 2%) for a 5-year period. The cash flows beyond this 5-year period are extrapolated using a zero percent (2016: zero percent) growth rate. At the end of the reporting period, the recoverable amounts of the CGUs exceed its carrying amount and no impairment loss is considered necessary.

Construction permission represents the non-exclusive right to construct the LPG filling station granted by local government bureau in Tianjin, the PRC. The directors of the Company conducted an impairment review on the CGU for purposes of impairment testing. Affected by Tianjin explosion incident in August 2015, the administrations of Tianjin suspended subsequent approval process for new LPG storage and distributions and the open of LPG retail stores, accordingly the construction progress of the Tianjin Heng'an Civigas Co., Ltd. ("Tianjin Heng'an")'s LPG filling station and related business plan has been postponed and delayed. As at 30 June 2016, the construction of Tianjin LPG filing station was in stagnant and accordingly, the construction permission is not incorporated as assumptions in preparing the cash flow forecasts for impairment testing purpose as they are not clearly supported and therefore not included in the value in use calculations. Since the carrying amount of the CGU was significantly above its recoverable amount, the Group fully impaired the amount of construction permission of RMB175,607,000 in the year ended 31 March 2016.

20. 無形資產 (續)

獨家採購權利是單獨收購，而建築批文、取水許可證、獨家管道燃氣經營權利以及獨家彩票銷售經營權利乃於業務合併中自第三方收購。上述無形資產有指定可使用年期。該等無形資產於下列期間按直線基準攤銷

建築批文	20年
取水許可證	9年
獨家採購權利	20至25年
獨家管道燃氣經營權利	30年
獨家彩票銷售經營權利	20年

獨家管道燃氣經營權利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權利。為進行減值測試，本公司董事已就現金產生單位進行減值審查。現金產生單位之可收回金額是基於使用價值計算釐定。該計算根據本集團管理層批准之財政預算（涵蓋5年（2016年：5年）期間）及稅前貼現率13.42%（2016年：13.42%）釐定。財政預算之現金流量採用5年期間之穩定增長率2%（2016年：2%）。超逾5年期間之現金流量採用零增長率（2016年：零增長）推算。於報告期末，現金產生單位之可收回金額超過其賬面值及概無減值虧損被認為必要。

建築批文是指中國天津市地方政府部門授予非獨家權利建造液化氣加氣站。為進行減值測試，本公司董事已就現金產生單位進行減值審查。受2015年8月天津大爆炸事故影響，天津市主管部門暫緩新建液化氣儲配站以及開設液化氣零售店的後續審批程序，因此，天津中民恒安燃氣有限公司（「天津恒安」）的液化氣加氣站的建設進度以及相關業務計劃受到延誤及推遲。於2016年6月30日，天津液化氣加氣站的建設處於停滯，建築批文並無明確支持，因此並未納入編製現金流量預測以進行減值測試的假設，不列入計算使用價值。由於現金產生單位之賬面值顯著高於其可收回金額，本集團於截至2016年3月31日止年度全數減值建築批文金額人民幣175,607,000元。

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20. INTANGIBLE ASSETS (Continued)

Water drawing permit represents the non-exclusive right to extract the underground water for the production and sale of barreled drinking water granted by local government bureau in Tianjin. The directors of the Company conducted an impairment review on the CGU for purposes of impairment testing. The recoverable amount of the CGU was determined based on value in use calculation. The previous budget was prepared and estimated based on the support of transportation network established by Tianjin Heng'an's LPG business and its customer resources. Owing to the Tianjin explosion incident in August 2015, the original business plan of Tianjin Heng'an's LPG business has been postponed and delayed and accordingly, the barreled drinking water business was directly affected and the financial performance and actual net cash flows generating from the CGU was significantly worse than previous budgeted. In view of this, management adjusted downward the estimated cash flows of the CGU, taking into account the actual performance of the CGU during the year ended 31 March 2016. That calculation was determined based on the financial budget approved by the management of the Group covering a 5-year period and a pre-tax discount rate of 15.88%. The cash flows for the financial budget have applied a steady growth rate of 2.3% for a 5-year period. The cash flows beyond this 5-year period are extrapolated using a zero percent growth rate. The re-estimation of the recoverable amount of the CGU is estimated to be minimal and accordingly impairment loss of RMB140,045,000 was recognised in profit or loss during the year ended 31 March 2016.

20. 無形資產 (續)

取水許可證是指中國天津市地方政府部門授予非獨家權利抽取地下水用於生產及銷售桶裝飲用水。為進行減值測試，本公司董事已就現金產生單位進行減值審查。現金產生單位之可收回金額是基於使用價值計算釐定。先前預算乃基於天津恒安液化氣業務建立之運輸網絡及其客戶資源支持而編製及估計。由於2015年8月天津大爆炸事故，天津恒安之液化氣業務的原業務計劃受到延誤及推遲，桶裝飲用水業務受到直接影響，其財務表現及自現金產生單位產生之實際淨現金流量大幅遜於先前預算。有鑒於此，管理層經考慮截至2016年3月31日止年度現金產生單位之實際表現後，向下調整現金產生單位之估計現金流。該計算根據本集團管理層批准之財政預算（涵蓋5年期間）及稅前貼現率15.88%釐定。財政預算之現金流量採用5年期間之穩定增長率2.3%。超過5年期間之現金流量使用零增長率推斷。現金產生單位之可收回金額之重估預計微不足道，因此，截至2016年3月31日止年度，人民幣140,045,000元之減值虧損已於損益內確認。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

21. INTERESTS IN ASSOCIATES

21. 於聯營公司權益

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Cost of unlisted investments	非上市投資成本	68,799	68,799
Bargain purchase gain	議價收購收益	22,330	22,330
Share of post-acquisition profits and other comprehensive income, net of dividends received	分佔收購後溢利及其他全面收入 (扣除已收取之股息)	16,437	38,910
		107,566	130,039
Amount due to an associate	應付一間聯營公司款項	(299)	(76)

As at 31 March 2017 and 2016, the Group had interests in the following associates:

於2017年及2016年3月31日，本集團於下列聯營公司擁有權益：

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	Proportion of nominal value of registered capital held by the Group 本集團持有之註冊資本之面值比例		Principal activities 主要業務
			2017	2016	
Southwest Panva Gas Co. Ltd. ("Southwest Panva") 百江西南燃氣有限公司 (「百江西南」)	Limited liability company 有限責任公司	PRC 中國	49.90%	49.90%	Transportation, distribution and retail of LPG 運輸、分銷及零售 液化氣
Yunnan Panva Gas Co. Ltd.* ("Yunnan Panva") 雲南百江燃氣有限公司* (「雲南百江」)	Limited liability company 有限責任公司	PRC 中國	20.12%	20.12%	Transportation, distribution and retail of LPG 運輸、分銷及零售 液化氣

Summarised financial information of associates

Summarised financial information in respect of the Group's associates is set out below. The summarised financial information below represents amounts prepared in accordance with HKFRSs. All of these associates are accounted for using the equity method in the Group's consolidated financial statements.

* Yunnan Panva being subsidiary of Southwest Panva with 56.94% registered capital was held by Southwest Panva.

聯營公司之財務資料概要

有關本集團聯營公司之財務資料概要載列如下。下列財務資料概要所列示之金額是根據香港財務報告準則編製。所有該等聯營公司採用權益法計入本集團之綜合財務報表。

* 雲南百江為百江西南之附屬公司，其56.94%的註冊資本是由百江西南持有。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of associates (Continued)

Southwest Panva Group (including Yunnan Panva as its subsidiary)

21. 於聯營公司權益 (續)

聯營公司之財務資料概要 (續)

百江西南集團 (包括雲南百江作為其附屬公司)

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	流動資產	168,640	201,918
Non-current assets	非流動資產	129,833	123,305
Current liabilities	流動負債	(79,640)	(60,356)
Net assets	資產淨值	218,833	264,867
Equity attributable to owners of Southwest Panva	百江西南擁有人應佔權益	167,559	197,968
Non-controlling interests	非控股權益	51,274	66,899
		218,833	264,867
Revenue	收入	970,570	743,184
Profit and total comprehensive income for the year attributable to:	下列應佔之本年度溢利及全面收入總額:		
Owners of Southwest Panva	百江西南擁有人	33,062	70,733
Non-controlling interests	非控股權益	5,905	19,111
		38,967	89,844
Dividend received from the associate during the year	本年度已收聯營公司股息	31,672	29,177

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of associates (Continued)

Southwest Panva (including Yunnan Panva as its subsidiary)
(Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Southwest Panva recognised in the consolidated financial statements:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Equity attributable to owners of Southwest Panva	百江西南擁有人應佔權益	167,559	197,968
Proportion of the Group's ownership interest in Southwest Panva at 49.9% (including 28.41% Group's indirect effective interest in Yunnan Panva)	本集團於百江西南之49.90%擁有權益之比例(包括本集團於雲南百江28.41%之間接實際權益)	83,612	98,786
Carrying amount of the Group's interest in Southwest Panva Group	本集團於百江西南集團之權益之賬面值	83,612	98,786

Yunnan Panva

雲南百江

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	流動資產	73,945	120,044
Non-current assets	非流動資產	69,206	64,756
Current liabilities	流動負債	(24,094)	(29,465)
Net assets	資產淨值	119,057	155,335
Revenue	收入	419,923	367,276
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	13,722	44,374
Dividend received from the associate during the year	本年度已收聯營公司股息	10,060	10,060

21. 於聯營公司權益 (續)

聯營公司之財務資料概要 (續)

百江西南(包括雲南百江作為其附屬公司)
(續)

上述財務資料概要及於百江西南權益之賬面值之對賬於綜合財務報表中確認:

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of associates (Continued)

Yunnan Panva (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Yunnan Panva recognised in the consolidated financial statements:

	31.3.2017	31.3.2016
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Equity attributable to owners of Yunnan Panva 雲南百江擁有人應佔權益	119,057	155,335
Proportion of the Group's direct ownership 本集團於雲南百江之20.12%直接 interest in Yunnan Panva at 20.12% 擁有權權益之比例	23,954	31,253
Carrying amount of the Group's interest in 本集團於雲南百江之權益 Yunnan Panva 之賬面值	23,954	31,253

21. 於聯營公司權益 (續)

聯營公司之財務資料概要 (續)

雲南百江 (續)

上述財務資料概要及於雲南百江權益之賬面值之對賬於綜合財務報表中確認：

22. INTERESTS IN JOINT VENTURES

	2017	2016
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Cost of unlisted investments (Note) 非上市投資成本 (附註)	303,929	303,929
Share of post-acquisition results and other 應佔收購後業績 comprehensive income 及其他全面收入	613,627	483,854
	917,556	787,783

Note: The cost of investments includes goodwill amount of RMB76,846,000 (2016: RMB76,846,000).

22. 於合資企業權益

	2017	2016
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Cost of unlisted investments (Note) 非上市投資成本 (附註)	303,929	303,929
Share of post-acquisition results and other 應佔收購後業績 comprehensive income 及其他全面收入	613,627	483,854
	917,556	787,783

附註：投資成本包括商譽金額人民幣76,846,000元 (2016年：人民幣76,846,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

22. INTERESTS IN JOINT VENTURES

(Continued)

Details of the Group's joint ventures as at 31 March 2017 and 2016 are as follows:

22. 於合資企業權益 (續)

本集團於2017年及2016年3月31日之合資企業詳情如下：

Name of company 公司名稱	Form of business structure 業務架構形式	Place of establishment and operation 成立及經營所在地	Proportion of nominal value of registered capital held by the Group 本集團持有之註冊資本之面值比例		Principal activities 主要業務
			2017	2016	
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	51%	51%	Investment holding in subsidiaries which are engaged in distribution and supply of gas and installation of gas distribution facilities 於從事分銷及供應燃氣以及裝設燃氣管道設施之附屬公司進行投資控股
雲南解化中民清潔能源有限公司 (「雲南解化」) (Yunnan Jiehua Civigas Clean Energy Co., Ltd.) ("Yunnan Jiehua")	Limited liability company 有限責任公司	PRC 中國	51%	51%	Engaged in the distribution and supply of dimethoxymethane and wholesale of LPG 從事分銷及供應乙二醇二甲醚及批發液化氣

The relevant activities that significantly affect the return of Fujian An Ran and Yunnan Jiehua require unanimous consent from the other joint venture partners holding the remaining 49% equity interest in each of Fujian An Ran and Yunnan Jiehua. In addition, the joint arrangements do not result in either parties having rights to assets and obligations to liabilities of Fujian An Ran and Yunnan Jiehua, hence the Group has accounted for Fujian An Ran and Yunnan Jiehua as joint ventures.

Summarised financial information of joint ventures

Summarised financial information in respect of the Group's joint ventures is set out below. The summarised financial information below represents amounts prepared in accordance with HKFRSs. The joint ventures are accounted for using the equity method in the Group's consolidated financial statements.

對福建安然及雲南解化之回報有重大影響之相關活動需要持有福建安然及雲南解化餘下49%股本權益之其他合資企業夥伴之一致同意。此外，由於合資安排並不會導致任何一方對福建安然及雲南解化之資產擁有權利及對其負債擁有責任，因此本集團已將福建安然及雲南解化作為合資企業入賬。

合資企業之財務資料概要

有關本集團合資企業之財務資料概要載列如下。下列財務資料概要所列示之金額是根據香港財務報告準則編製。合資企業採用權益法計入本集團之綜合財務報表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

22.INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group")

22.於合資企業權益 (續)

合資企業之財務資料概要 (續)

福建安然及其附屬公司 (統稱「福建安然集團」)

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	流動資產	826,089	688,022
Non-current assets	非流動資產	2,132,904	1,945,892
Current liabilities	流動負債	(787,348)	(666,105)
Non-current liabilities	非流動負債	(428,922)	(483,675)
Net assets	資產淨值	1,742,723	1,484,134
Equity attributable to owners of Fujian An Ran Group	福建安然集團擁有人應佔之權益	1,603,159	1,370,732
Non-controlling interests	非控股權益	139,564	113,402
		1,742,723	1,484,134

The above amounts of assets and liabilities include the following:

上述資產及負債金額包括下列各項：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	140,299	71,109
Property, plant and equipment	物業、廠房及設備	1,865,225	1,669,384
Prepaid lease payments	預付租金	98,161	96,605
Trade receivables	貿易應收款項	459,210	403,987
Current financial liabilities (excluding trade and other payables)	即期金融負債 (不包括貿易及其他應付款項)	(305,029)	(218,500)
Non-current financial liabilities (excluding other payables)	非即期金融負債 (不包括其他應付款項)	(407,822)	(458,331)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

22.INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)

22.於合資企業權益 (續)

合資企業之財務資料概要 (續)

福建安然及其附屬公司 (統稱「福建安然集團」) (續)

		Year ended 31.3.2017 截至2017年 3月31日止年度 RMB'000 人民幣千元	Year ended 31.3.2016 截至2016年 3月31日止年度 RMB'000 人民幣千元
Revenue	收入	1,295,292	1,281,517
Depreciation and amortisation	折舊及攤銷	71,163	58,241
Interest income	利息收入	873	1,550
Interest expense	利息開支	31,928	33,204
Income tax expense	所得稅開支	87,856	89,117
Profit and total comprehensive income for the year attributable to:	下列應佔之本年度溢利及全面收入總額：		
Owners of Fujian An Ran Group	福建安然集團擁有人	232,427	256,530
Non-controlling interests	非控股權益	29,104	15,749
		261,531	272,279
Group's share of results of the joint venture	本集團應佔合資企業業績	118,538	130,830

Reconciliation of the above summarised financial information to the carrying amount of the interest in Fujian An Ran Group recognised in the consolidated financial statements:

上述財務資料概要及於福建安然集團權益之賬面值之對賬於綜合財務報表中確認：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Equity attributable to owners of Fujian An Ran Group	福建安然集團擁有人應佔之權益	1,603,159	1,370,732
Proportion of the Group's ownership interest in Fujian An Ran Group at 51%	本集團於福建安然集團之51%擁有權權益比例	817,611	699,073
Goodwill	商譽	76,846	76,846
Others	其他	10,740	10,740
Carrying amount of the Group's interest in Fujian An Ran Group	本集團於福建安然集團之權益之賬面值	905,197	786,659

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Yunnan Jiehua and its subsidiaries (collectively "Yunnan Jiehua Group")

22. 於合資企業權益 (續)

合資企業之財務資料概要 (續)

雲南解化及其附屬公司 (統稱「雲南解化集團」)

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	流動資產	42,607	22,660
Non-current assets	非流動資產	45,302	28,218
Current liabilities	流動負債	(45,662)	(42,600)
Net assets	資產淨值	42,247	8,278
Equity attributable to owners of Yunnan Jiehua Group	雲南解化集團擁有人應佔之權益	24,234	2,205
Non-controlling interests	非控股權益	18,013	6,073
		42,247	8,278

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

22.INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Yunnan Jiehua and its subsidiaries (collectively "Yunnan Jiehua Group") (Continued)

The above amounts of assets and liabilities include the following:

22.於合資企業權益 (續)

合資企業之財務資料概要 (續)

雲南解化及其附屬公司 (統稱「雲南解化集團」) (續)

上述資產及負債金額包括下列各項：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	10,074	5,530
Property, plant and equipment	物業、廠房及設備	23,258	7,735
Trade receivables	貿易應收款項	17,688	842
Current financial liabilities (excluding trade and other payables)	即期金融負債 (不包括貿易及其他應付款項)	(39,639)	(18,243)
		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Revenue	收入	73,171	43,395
Depreciation and amortisation	折舊及攤銷	1,914	540
Interest income	利息收入	40	93
Interest expense	利息開支	1,251	-
Income tax expense	所得稅開支	2,708	163
Profit and total comprehensive income for the year	本年度溢利及全面收入總額		
Owners of Yunnan Jiehua Group	雲南解化集團擁有人	22,029	3,168
Non-controlling interests	非控股權益	2,478	(84)
		24,507	3,084
Group's share of results of the joint venture	本集團應佔合資企業業績	11,235	1,124

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Yunnan Jiehua and its subsidiaries (collectively "Yunnan Jiehua Group") (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Yunnan Jiehua Group recognised in the consolidated financial statements:

		31.3.2017 RMB'000 人民幣千元	31.3.2016 RMB'000 人民幣千元
Equity attributable to owners of Yunnan Jiehua Group	雲南解化集團擁有人應佔之權益	24,234	2,205
Proportion of the Group's ownership interest in Yunnan Jiehua Group at 51%	本集團於雲南解化集團之51%擁有權權益比例	12,359	1,124
Carrying amount of the Group's interest in Yunnan Jiehua Group	本集團於雲南解化集團之權益之賬面值	12,359	1,124

22. 於合資企業權益 (續)

合資企業之財務資料概要 (續)

雲南解化及其附屬公司 (統稱「雲南解化集團」) (續)

上述財務資料概要及於雲南解化集團權益之賬面值之對賬於綜合財務報表中確認：

23. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

Listed securities

Securities listed in Hong Kong, at fair value

Unlisted securities

Equity securities (Note)

Total

可供出售投資包括：

上市證券

於香港上市之證券，按公允值

非上市證券

股本證券 (附註)

合計

23. 可供出售投資

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Available-for-sale investments comprise:		
Listed securities		
Securities listed in Hong Kong, at fair value	14	14
Unlisted securities		
Equity securities (Note)	15,018	12,796
Total	15,032	12,810

Note: The unlisted investments represent investments in unlisted equity interests in private entities 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本權益之投資。由於合理公允價值估計的範圍頗大，以致本公司董事認為其公允值不能可靠地計量，故有關投資於報告期末按成本減減值計量。

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24. LONG-TERM DEPOSITS AND OTHER RECEIVABLES

24. 長期按金及其他應收款項

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Deposit paid for acquisition of a subsidiary (Note)	-	9,510
Deposits paid for acquisition of property, plant and equipment and prepaid lease payments	31,844	39,800
Deposit paid for acquisition of an available-for-sale investment	-	3,002
	31,844	52,312

Note:

On 17 March 2016, Sichuan Civigas Investments Co., Ltd. ("Sichuan Investments"), a wholly-owned subsidiary of the Company, entered an equity transfer agreement with the transferors of which one of the transferors is a director of two wholly owned subsidiaries of the Company which regard as connected person at the subsidiary level of the Company, pursuant to which, Sichuan Investments acquired the entire equity interests of Guizhou Province Zhenfeng Ping'an Gas Co., Ltd. ("Zhenfeng Ping'an") at a total consideration of RMB31,700,000. Zhenfeng Ping'an is principally engaged in the construction and operation of gas pipeline infrastructure, sale of gas and gas appliances and repair in Zhenfeng County, Guizhou Province, the PRC. A deposit of RMB9,510,000 had been paid during the year ended 31 March 2016. The transaction is completed on 1 April 2016 and regarded as an acquisition of business. Details are set out in note 37.

附註：

於2016年3月17日，四川中民燃氣投資有限公司（「四川投資」，本公司全資附屬公司）與轉讓方（其中一名轉讓方為本公司兩間全資附屬公司之董事，被視為本公司附屬公司層面之關連人士）訂立股權轉讓協議，據此，四川投資按總代價人民幣31,700,000元收購貴州省貞豐平安燃氣有限責任公司（「貞豐平安」）之全部股權。貞豐平安主要於中國貴州省貞豐縣從事燃氣管道基礎設施建設及營運、燃氣及燃氣設備銷售及維修。截至2016年3月31日止年度，已支付按金人民幣9,510,000元。該交易已於2016年4月1日完成，並獲視為業務收購。詳見附註37。

25. INVENTORIES

25. 存貨

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Barreled water	-	7
Construction materials, spare parts and consumables	9,619	16,944
Gas appliances	1,298	1,145
LPG	10,484	7,502
	21,401	25,598

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26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

26. 貿易、票據及其他應收款項以及預付款項

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Trade receivables	貿易應收款項	45,473	21,473
Less: Allowance for doubtful debts	減：呆賬撥備	(1,440)	(1,451)
		44,033	20,022
Bills receivables	票據應收款項	1,075	690
Other receivables and prepayments	其他應收款項及預付款項	66,948	65,045
		68,023	65,715
Total trade, bills and other receivables and prepayments	貿易、票據及其他應收款項及預付款項總額	112,056	85,757

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. The bills receivables are matured within the range of 30 days to 180 days as at the end of the reporting period. The Group does not hold any collateral over the balances. The following is an aged analysis of the trade receivables (net of impairment loss recognised) presented based on the invoice date as at the end of the reporting period, which approximated the respective revenue recognition dates for sales of piped gas and the billing dates for work performed for construction contracts. The aged analysis of bills receivables at the end of the reporting period is presented based on the date of the Group's receipt of the bills.

本集團給予其貿易客戶之信貸期一般介乎30日至90日，及為主要客戶延長至180日。於報告期末，票據應收款項於介乎30日至180日之間到期。本集團並無就該等結餘持有任何抵押品。下列為於報告期末（與相應的銷售管道燃氣收入確認日期及施工合同進行的工作之開票日期相若）按發票日期呈列之貿易應收款項（減已確認之減值虧損）之賬齡分析。票據應收款項於報告期末之賬齡分析乃根據本集團收取票據之日期呈列。

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
0 to 90 days	0至90日	39,608	18,562
91 to 180 days	91日至180日	2,671	374
Over 180 days	180日以上	1,754	1,086
		44,033	20,022
Trade receivables	貿易應收款項	44,033	20,022
		1,075	690
0 to 90 days	0至90日	1,075	690
Bills receivables	票據應收款項	1,075	690
		45,108	20,712
Trade and bills receivables	貿易及票據應收款項	45,108	20,712

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26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

The trade receivables with carrying amount of RMB42,279,000 (2016: RMB18,936,000) are neither past due nor impaired at the end of the reporting period for which the Group believes that the amounts are considered recoverable.

The Group has policies for allowance of bad and doubtful debts which are based on the evaluation of collectability and age analysis of accounts and on the management's judgment including the past collection history of each customer. 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.

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB1,754,000 (2016: RMB1,086,000) which are past due as at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is 210 days (2016: 210 days).

Movement in the allowance for doubtful debts

26. 貿易、票據及其他應收款項以及預付款項 (續)

賬面值為人民幣42,279,000元(2016年:人民幣18,936,000元)之貿易應收款項於報告期末尚未逾期及減值,本集團認為該等金額屬可收回。

本集團有呆壞賬撥備政策,此乃根據評估可回收性、賬戶之賬齡分析及管理層決策,包括各客戶之過往回收記錄。在接納任何新客戶前,本集團採用一個系統評估潛在客戶之信貸品質及界定其信貸額度。客戶之信貸限額會定期覆核。

本集團之貿易應收款項結餘包括總賬面值人民幣1,754,000元(2016年:人民幣1,086,000元)之應收賬款,該等賬款於報告期末已逾期惟本集團並無就減值虧損作出撥備。本集團並無就該等結餘持有任何抵押品。該等應收款項之平均賬齡為210日(2016年:210日)。

呆賬撥備變動

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Trade receivables			
	貿易應收款項		
At beginning of the year	年初	1,451	1,434
Impairment recognised on receivables	應收款項已確認減值	-	27
Amounts recovered during the year	年內已收回金額	(11)	(10)
	年末	1,440	1,451
Other receivables			
	其他應收款項		
At beginning of the year	年初	32,294	17,148
Impairment recognised on receivables	應收款項已確認減值	3,938	15,152
Disposal of subsidiaries	出售附屬公司	(37)	-
Amounts recovered during the year	年內已收回金額	(1,000)	(6)
	年末	35,195	32,294

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

Movement in the allowance for doubtful debts (Continued)

Included in the allowance for doubtful debts are individually impaired trade receivables, which were either in severe financial difficulties or overdue for a long period of time. The Group has made full allowance on these receivables and considered that they are generally not recoverable.

As at 31 March 2017, included in other receivables, there are deposits and advance payment to suppliers of RMB13,822,000 (2016: RMB16,779,000) in relation to the purchase of natural gas and LPG products, which will be delivered within one year from the end of the reporting period.

As at 31 March 2016, there was an unsecured loan receivable of RMB6,800,000 included in other receivables relating to loan to a non-controlling interest of a subsidiary, which is an investment holding company and its subsidiaries are engaged in the operation of LPG industry in the PRC, carried interest at 10% per annum and is repayable within one year. The loan receivable is fully repaid during the current year ended 31 March 2017. Interest income of RMB241,000 (2016: RMB694,000) is recognised as other income in profit or loss in current year.

26. 貿易、票據及其他應收款項以及預付款項 (續)

呆賬撥備變動 (續)

個別已減值之貿易應收款項計入呆賬撥備，該款項處於重大財務困難或已逾期一段長時間。本集團已就該等應收款項作出悉數撥備，並視該等款項為一般不能收回。

於2017年3月31日，其他應收款項包括有關採購天然氣及液化氣產品之按金及予供應商之預付款項人民幣13,822,000元（2016年：人民幣16,779,000元），款項將自報告日期末起一年內交付。

於2016年3月31日，其他應收款項包括無抵押貸款應收款項人民幣6,800,000元，有關一間附屬公司非控股權益（為一間投資控股公司，其附屬公司主要於中國從事液化氣行業之營運）之貸款附有年利率10%，並須於一年內償還。應收貸款於截至2017年3月31日止年度內已悉數償還。利息收入人民幣241,000元（2016年：人民幣694,000元）於本年度在損益確認為其他收入。

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綜合財務報表附註

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27. AMOUNT DUE FROM A JOINT VENTURE, AMOUNT DUE TO A JOINT VENTURE, AN ASSOCIATE AND A NON-CONTROLLING INTEREST OF A SUBSIDIARY

Out of the amount due from a joint venture, balance of RMB21,300,000 (2016: RMB15,300,000) is unsecured, interest bearing at the rate of 4.35% per annum and repayable on demand.

Other than that, the amount due from a joint venture, and amounts due to a non-controlling interest of a subsidiary, an associate and a joint venture are unsecured, non-interest bearing and repayable on demand.

27. 應收一間合資企業款項，應付一間合資企業、一間聯營公司及一間附屬公司非控股權益之款項

應收一間合資企業款項內人民幣21,300,000元(2016年：人民幣15,300,000元)的結餘為無抵押、按年利率4.35%計息及須於要求時償還。

除此之外，應收一間合資企業款項以及應付一間附屬公司非控股權益、一間聯營公司及一間合資企業之款項為無抵押、免息及須按要求償還。

28. BANK BALANCES AND CASH

	Interest rate 利率	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Cash at bank and on hand 於銀行及手頭現金	0.02% to 3.50% (2016: 0.02% to 3.50%) per annum 每年0.02%至3.50% (2016年：每 年0.02%至3.50%)	392,287	305,147

As at 31 March 2017, the bank balances and cash of the Group denominated in RMB amounted to RMB381,692,000 (2016: RMB298,306,000).

Included in bank balances and cash, the following amounts are denominated in currencies other than RMB:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Hong Kong dollars ("HKD")	港幣(「港幣」)	7,252	3,707
United States dollars ("USD")	美元(「美元」)	3,343	3,134

28. 銀行結餘及現金

於2017年3月31日，本集團以人民幣計值之銀行結餘及現金為人民幣381,692,000元(2016年：人民幣298,306,000元)。

銀行結餘及現金包括下列以人民幣以外貨幣計值之金額：

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29. TRADE AND OTHER PAYABLES

Trade and other payables comprise amounts outstanding for trade purchases and ongoing costs with the average credit period on purchases of goods is 90 days. The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
0 to 90 days	0至90日	26,886	21,924
91 to 180 days	91日至180日	3,473	4,117
Over 180 days	180日以上	5,683	5,953
Trade payables	貿易應付款項	36,042	31,994
Advances received from customers for gas connection contracts	來自燃氣接駁合約收取之墊款	14,175	23,505
Piped gas customers deposits and other deposits received	已收管道燃氣客戶按金及其他按金	44,408	43,232
Piped gas income received in advance	預收管道燃氣收入	71,206	54,209
Accrued charges and other payables	應計費用及其他應付款項	50,521	36,369
Total trade and other payables	貿易及其他應付款項總額	216,352	189,309

29. 貿易及其他應付款項

貿易及其他應付款項包括貿易採購及持續成本之尚未支付金額，採購貨品之平均信貸期為90日。下列為於報告期末根據發票日期呈列之貿易應付款項之賬齡分析：

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
0 to 90 days	26,886	21,924
91 to 180 days	3,473	4,117
Over 180 days	5,683	5,953
Trade payables	36,042	31,994
Advances received from customers for gas connection contracts	14,175	23,505
Piped gas customers deposits and other deposits received	44,408	43,232
Piped gas income received in advance	71,206	54,209
Accrued charges and other payables	50,521	36,369
Total trade and other payables	216,352	189,309

30. AMOUNT DUE TO A FORMER DIRECTOR

On 15 May 2011, Shenzhen Le Cai entered into equity transfer agreements with Mr. Yang Songsheng ("Mr. Yang"), a director of Shenzhen Le Cai (subsequently appointed as an executive director of the Company on 19 December 2011 and resigned on 1 August 2013), in which Shenzhen Le Cai acquired 100% equity interest in Shenzhen Jin Cai at an aggregate consideration of RMB51,006,000. Part of the consideration in the amount of RMB35,000,000 payable to Mr. Yang will be settled in ten equal yearly annual installments at amount of RMB3,500,000. The effective interest rate to discount future cash payment was 7.05% per annum.

The amount was derecognised from the Group upon the completion of disposal of Lottery Companies as set out in note 13.

30. 應付一名前董事款項

於2011年5月15日，深圳樂彩與深圳樂彩之一位董事楊松生先生（「楊先生」）（其後於2011年12月19日獲委任為本公司執行董事並於2013年8月1日辭任）簽訂股權轉讓協議，其中，深圳樂彩以總代價人民幣51,006,000元收購深圳進彩100%股本權益。應付楊先生部分代價金額人民幣35,000,000元將以按年等額分期金額人民幣3,500,000元在10年內結付。貼現未來現金付款之實際年利率為7.05%。

有關金額已於完成出售彩票公司（載列於附註13）後由本集團取消確認。

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31. CONSIDERATION PAYABLE

On 5 September 2014, the Company entered into a sale and purchase agreement with Dr. Mo, the chairman of the Board, to acquire the entire interest in True Vanguard Holdings Limited ("True Vanguard") at the aggregate consideration of RMB370,000,000. The consideration consists of exercise of warrants and consideration payable. RMB184,499,000 was settled by offsetting the subscription proceeds upon the exercise of warrants while the remaining amount of payable to Dr. Mo will be settled on the sixth business day after the issue of the profit certificate for the year ended 31 March 2017, showing the actual year 2017 True Vanguard and its subsidiaries' ("True Vanguard Group") consolidated profit or loss before interest, taxes, depreciation and amortisation ("EBITDA") not less than RMB30,000,000 ("Profit Guarantee Amount"). The recorded actual EBITDA of True Vanguard Group for the year ended 31 March 2017 was approximately RMB31,767,000, and thus, the Profit Guarantee Amount as set out in the sale and purchase agreement was fulfilled. The effective interest rate to discount future cash payment is 7% per annum. The fair value adjustment for imputed interest of RMB26,628,000 was recognised as deemed contribution from a shareholder during the year ended 31 March 2015. During the year ended 31 March 2017, RMB12,137,000 (2016: RMB11,343,000) imputed interest is recognised as finance costs in profit or loss.

31. 應付代價款項

於2014年9月5日，本公司與莫博士（董事會主席）訂立一份買賣協議，以總代價人民幣370,000,000元收購忠鋒控股有限公司（「忠鋒」）之全部權益。代價包含行使認股權證及應付代價。人民幣184,499,000元已通過行使認股權證時抵銷認購所得款項之方式支付，而應付莫博士之餘額將於發出截至2017年3月31日止年度溢利證書後之第六個營業日償付，惟證書須顯示忠鋒及其附屬公司（「忠鋒集團」）之實際2017年除利息、稅項、折舊及攤銷前綜合損益（「除利息、稅項、折舊及攤銷前綜合損益」）不低於人民幣30,000,000元（「溢利擔保金額」）。忠鋒集團截至2017年3月31日止年度錄得之實際除利息、稅項、折舊及攤銷前綜合損益為約人民幣31,767,000元，因此買賣協議內載列之溢利擔保金額已達成。貼現未來現金付款之實際年利率為7%。應歸利息之公允值調整人民幣26,628,000元於截至2015年3月31日止年度確認為視作來自一名股東注資。截至2017年3月31日止年度，應歸利息人民幣12,137,000元（2016年：人民幣11,343,000元）已於損益確認為財務成本。

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32. BANK AND OTHER BORROWINGS

32. 銀行及其他借貸

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Secured bank borrowings	有抵押銀行借貸	91,500	–
Secured other borrowings	有抵押其他借貸	–	3,199
Unsecured bank borrowings	無抵押銀行借貸	13,000	11,000
		104,500	14,199
Carrying amount repayable:	應償還賬面值：		
Within one year or on demand	一年內或於要求時	62,000	14,199
Between one and two years	一年至兩年	42,500	–
		104,500	14,199

All secured and unsecured bank borrowings are floating rate borrowings of which interest rates are in the range of People's Bank of China plus 0.44% to 3.05% (2016: 0.44% to 0.71%) per annum.

As at 31 March 2016, the other borrowings were floating rate borrowings of which interest were carried at 4 times the interest rate at People's Bank of China per annum, which were ranging from 18.40% to 24.00% per annum, and repayable on demand. The amount was derecognised through disposal of subsidiaries which is set out in note 13.

Certain assets of the Group are pledged for the secured bank and other borrowings, details of which are set out in note 43.

所有有抵押及無抵押銀行借貸均為浮動息率借貸，年息率介乎中國人民銀行利率加0.44%至3.05%（2016年：0.44%至0.71%）。

於2016年3月31日，其他貸款為浮動息率借貸，利息為中國人民銀行年利率4倍，年息率由18.40%至24.00%，並須於要求時償還。該金額已透過出售附屬公司終止確認，如附註13所載。

本集團之若干資產已就有抵押銀行及其他借貸作抵押，其詳情載於附註43。

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33. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加速稅項折舊 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元 (Note) (附註)	Total 合計 RMB'000 人民幣千元
At 1 April 2015 Credited to profit or loss (note 12)	於2015年4月1日 於損益計入(附註12)	138 (8)	4,442 -	4,580 (8)
At 31 March 2016 Acquisition of a subsidiary (note 37)	於2016年3月31日 收購一間附屬公司 (附註37)	130	4,442	4,572
Credited to profit or loss (note 12)	於損益計入(附註12)	3,956 (140)	- -	3,956 (140)
At 31 March 2017	於2017年3月31日	3,946	4,442	8,388

Note: The deferred tax was recognised in prior years in respect of the Group's gain on disposal of certain property, plant and equipment and prepaid lease payments. According to the respective EIT Law, the Group can defer the EIT on such gain after considering deductible reconstruction cost, if any.

At the end of the reporting period, the Group has estimated unused tax losses of RMB143,998,000 (2016: RMB141,858,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the losses due to the unpredictability of future profit streams. These unrecognised tax losses will expire in various dates up to 2021 (2016: 2020).

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB1,001,015,000 (2016: RMB877,966,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

33. 遞延稅項負債

下列為於本年度及過往年度之已確認主要遞延稅項負債及其變動：

附註：就本集團有關出售若干物業、廠房及設備及預付租金之收益之遞延稅項已於過往年度獲確認。根據相關企業所得稅法，本集團可容許於計及可扣減重建成本（如有）後就該收益遞延企業所得稅。

於報告期末，本集團有已估計未動用稅務虧損人民幣143,998,000元（2016年：人民幣141,858,000元）可用作抵銷未來溢利。由於未能估計未來之溢利，故並無就虧損確認遞延稅項資產。該等未確認稅項虧損將於不同日期屆滿，直至2021年（2016年：2020年）。

根據中國企業所得稅法，就中國附屬公司由2008年1月1日起所賺取溢利所宣派之股息需要繳交預扣稅項。尚未就應佔中國附屬公司累計溢利人民幣1,001,015,000元（2016年：人民幣877,966,000元）之暫時性差額於綜合財務報表計提撥備，原因乃本集團有能力控制暫時性差額撥回的時間及該等暫時性差額有可能不會於可預見未來回撥。

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34.SHARE CAPITAL

34.股本

		Number of shares 股份數目			
		2017	2016	2017 HKD'000 港幣千元	2016 HKD'000 港幣千元
Authorised:	法定:				
Ordinary shares of HKD0.07 each	每股面值港幣0.07元之普通股	38,000,000,000	7,999,999,999	2,660,000	560,000
Issued and fully paid:	已發行及繳足:				
At the beginning and the end of the year	於年初及年末	6,944,954,136	6,944,954,136	486,147	486,147
				2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Presented in consolidated financial statements	於綜合財務報表呈列為:				
as:					
At the end of the year	於年末			453,328	453,328

The authorised share capital of the Company be increased from HKD560,000,000, divided into 7,999,999,999 shares, to HKD2,660,000,000 divided into 38,000,000,000 shares by creating an additional 30,000,000,001 shares. Details of which is set out in the Company's circular dated 23 September 2016. The increase in authorised share capital was approved by the members in special general meeting dated 14 October 2016.

本公司之法定股本透過增設30,000,000,001股股份，由港幣560,000,000元分為7,999,999,999股股份增至港幣2,660,000,000元分為38,000,000,000股股份。有關詳情載列於本公司日期為2016年9月23日之通函。增加本公司法定股本已獲本公司股東於2016年10月14日舉行之股東特別大會上批准。

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35. 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 and other borrowings as disclosed in note 32, cash and cash equivalents and equity attributable to the owners of the Company, comprising issued share capital and reserves as disclosed in note 34 and the consolidated statement of changes in equity respectively.

The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

36. 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:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Financial assets	金融資產		
Available-for-sale investments	可供出售投資	15,032	12,810
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)	491,937	371,966
		506,969	384,776
Financial liabilities	金融負債		
At amortised cost	按攤銷成本	337,454	292,580

35. 資本風險管理

本集團管理其資本，以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結餘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（包括於附註32披露之銀行及其他借貸）、現金及現金等值項目以及本公司擁有人應佔權益（包括已發行股本和儲備，分別披露於附註34及綜合權益變動表）。

管理層通過考慮與每類資本有關之資本成本及風險檢討資本架構。根據管理層之推薦意見，本集團將透過派付股息、發行新股以及發行新債務或償還現有債務之方式平衡整體資本架構。

36. 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載列如下：

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36. FINANCIAL INSTRUMENTS (Continued)

(a) Categories of financial instruments (Continued)

The Group's major financial instruments include available-for-sale investments, trade, bills and other receivables, amount due from and to a joint venture, bank balances and cash, trade and other payables, amounts due to an associate, a non-controlling interest of a subsidiary and a former director, bank and other borrowings and consideration payable. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and 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.

(b) Financial risk management objectives and policies

Interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate bank deposits (note 28), and bank and other borrowings (note 32). It is the Group's policy to keep its bank deposits, and bank and other borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

As at 31 March 2016, the Group had exposure to fair value interest rate risk in relation to the loan receivable from a non-controlling interest of a subsidiary included in other receivables (as disclosed in note 26) which was at fixed interest rate and consideration payable (as disclosed in note 31).

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.

36. 金融工具 (續)

(a) 金融工具之分類 (續)

本集團之主要金融工具包括可供出售投資、貿易、票據及其他應收款項、應收及應付一間合資企業款項、銀行結餘及現金、貿易及其他應付款項、應付一間聯營公司、一間附屬公司非控股權益及一名前董事款項、銀行及其他借貸以及應付代價款項。該等金融工具之詳情於有關附註內披露。與該等金融工具相關之風險以及減低此等風險之政策載列於下文。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。

(b) 金融風險管理目標及政策

利率風險

本集團之現金流量利率風險主要與浮動利率銀行存款（附註28）以及銀行及其他借貸（附註32）有關。為減低公允值利率風險，本集團之政策為保持其銀行存款以及銀行及其他借貸以浮動利率計息。

於2016年3月31日，本集團承受有關列入其他應收款項中應收一間附屬公司非控股權益貸款（該款項附有固定利率（於附註26披露））和應付代價款項（於附註31披露）之公允值利率風險。

本集團現時並無利率對沖政策。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。

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36. FINANCIAL INSTRUMENTS (Continued)

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

Interest rate risk (Continued)

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank and other borrowings at the end of the reporting period. Floating-rate bank balances have not been included in the sensitivity analysis as the management considers that the interest rate would not fluctuate significantly in the near future and therefore the financial impact to the Group is not significant. For variable-rate bank and other borrowings, the analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2016: 50 basis points) increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 50 basis points (2016: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2017 would decrease/increase by RMB392,000 (2016: post-tax loss increase/decrease RMB53,000).

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. As at 31 March 2017 and 2016, certain bank balances of the Group are denominated in foreign currencies other than the functional currency of the group entities. The Group does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging the potential foreign currency exposure should the need arise.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

利率風險 (續)

以下之敏感度分析乃根據浮動利率銀行及其他借貸於報告期末之利率風險為基準而釐定。浮動利率銀行結餘並無納入敏感度分析，因為管理層認為近期利率將不會大幅波動，因此對本集團之財務影響並不重大。就浮動利率銀行及其他借貸而言，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（2016年：50個基點），此亦代表管理層對利率合理可能變動之評估。倘利率調高／調低50個基點（2016年：50個基點）而所有其他可變因素維持不變，本集團截至2017年3月31日止年度之稅後溢利將減少／增加人民幣392,000元（2016年：稅後虧損增加／減少人民幣53,000元）。

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。於2017年及2016年3月31日，本集團若干銀行結餘是以本集團實體之功能貨幣（即人民幣）以外之外國貨幣計值。本集團並無任何外幣對沖政策。然而，管理層監察外匯涉及之風險，並將於有需要時考慮對沖重大之外幣風險。

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36. FINANCIAL INSTRUMENTS (Continued)

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

Currency risk (Continued)

The carrying amounts of the Group's foreign currency denominated bank balances at the end of the reporting period are as follows:

HKD	港幣
USD	美元

Sensitivity analysis

The Group is mainly exposed to HKD and USD currency risk.

The following table details the Group's sensitivity to a 5% (2016: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2016: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2016: 5%) change in foreign currency rates.

A negative number below indicates decrease in post-tax profit or increase in post-tax loss for the year where the functional currency strengthens 5% (2016: 5%) against the relevant foreign currencies. For a 5% (2016: 5%) weakening of functional currency against the relevant foreign currencies, there would be an equal and opposite impact on profit or loss for the year and the balances below would be positive.

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
HKD	港幣	(272)	(139)
USD	美元	(125)	(118)

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

貨幣風險 (續)

以於報告期末，本集團以外幣計值之銀行結餘之賬面值如下：

	Assets 資產	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
HKD	港幣	7,252	3,707
USD	美元	3,343	3,134

敏感度分析

本集團主要面對港幣及美元之貨幣風險。

下表詳列本集團因人民幣兌相關外幣升值及貶值5% (2016年：5%)之敏感度。5% (2016年：5%)為內部對主要管理人員報告外匯風險所採用之敏感度利率，亦代表管理層對匯率可能合理變動之評估。敏感度分析僅包括以外幣計算之尚未平倉貨幣項目，並於報告期末調整其兌換以反映外幣匯率之5% (2016年：5%)變動。

下列負數表示倘功能貨幣兌相關外幣升值5% (2016年：5%)所導致之年度稅後溢利減少或稅後虧損增加。倘功能貨幣兌相關外幣貶值5% (2016年：5%)，將會對年度損益造成等額及相反之影響而以下結餘則為正數。

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36. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk

The Group's trading terms with its industrial customers in piped gas are mainly on credit, while commercial customers are normally required to pay in advance. 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, bills and other receivables are disclosed in note 26.

The credit risk on liquid fund is limited because the counterparties are reputable banks in the PRC or banks with high credit-ratings assigned by international credit-rating agencies.

The Group has concentration of credit risk in respect of amount due from a joint venture of RMB24,556,000 (2016: amount due from a joint venture of RMB18,125,000 and loan receivable from a non-controlling interest of a subsidiary of RMB6,800,000). During the year ended 31 March 2017, the Group received interest income of RMB1,482,000 (2016: RMB694,000) and recognised as other income in profit or loss. In view of the timely interest repayment from the non-controlling interest of a subsidiary, in the opinion of the directors of the Company, the credit risk in respect to the loan receivable is not significant. Having considered the financial status of the joint venture, the directors of the Company considered the credit risk in relation to the amount due from a joint venture is not significant.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險

本集團主要以賒賬形式與其管道燃氣業務之工業客戶交易，惟商業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。鑒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、票據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26中披露。

由於交易對手乃中國信譽良好之銀行或國際信用評級機構授予高度信貸評級之銀行，故流動資金之信貸風險有限。

本集團面對應收一間合資企業款項人民幣24,556,000元（2016年：應收一間合資企業款項人民幣18,125,000元及來自一間附屬公司非控股權益之貸款應收款項人民幣6,800,000元）之信貸風險。截至2017年3月31日止年度，本集團已收取利息收入人民幣1,482,000元（2016年：人民幣694,000元），並已於損益確認為其他收入。鑒於附屬公司非控股權益按時償還利息，本公司董事認為有關貸款應收款項之信貸風險並不重大。經考慮合資企業之財務狀況，本公司董事認為有關應收一間合資企業款項之信貸風險並不重大。

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36. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk (Continued)

The Group's concentration of credit risk by geographical location is in the PRC, which accounted for 100% (2016: 100%) of the total trade and bills receivables as at 31 March 2017.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains the level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flow. The management manages liquidity risk by monitoring adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows.

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 and other 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.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

按地理位置分析，本集團之信貸風險集中於中國，其於2017年3月31日佔貿易及票據應收總額之100%（2016年：100%）。

流動現金風險

於管理流動現金風險時，本集團監察及維持管理層視為足以應付本集團業務所需水準之現金及現金等值項目，並減低現金流量波動之影響。管理層通過持續監察預測及實際現金流量，以監控充足儲備、銀行信貸，從而管理流動現金風險。

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及其他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的金融負債可能最早被要求付款之日之未貼現現金流量而編制。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。

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36. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk (Continued)

		Weighted average effective interest rate	Within one year or on demand	Within the second year	Within the third year	Within the fourth year	Within the fifth year	Over five years	Total undiscounted cash flow	Carrying amount
		加權平均實際利率 %	一年內或於要求時 RMB'000 人民幣千元	第二年內 RMB'000 人民幣千元	第三年內 RMB'000 人民幣千元	第四年內 RMB'000 人民幣千元	第五年內 RMB'000 人民幣千元	超過五年 RMB'000 人民幣千元	未貼現現金流量總額 RMB'000 人民幣千元	賬面值 RMB'000 人民幣千元
At 31 March 2017	於2017年3月31日									
Trade and other payables	貿易及其他應付款項	-	72,784	-	-	-	-	-	72,784	72,784
Amount to an associate	應付一間聯營公司款項	-	299	-	-	-	-	-	299	299
Amount due to a joint venture	應付一間合資企業款項	-	4,103	-	-	-	-	-	4,103	4,103
Bank borrowings	銀行借貸	5.54	64,086	46,899	-	-	-	-	110,985	104,500
Consideration payable	應付代價款項	7.00	155,768	-	-	-	-	-	155,768	155,768
Financing guarantee contracts issued	已發出之融資擔保合約									
-Maximum amount guarantee	-最高擔保金額	-	100,000	-	-	-	-	-	100,000	-
			397,040	46,899	-	-	-	-	443,939	337,454
		Weighted average effective interest rate	Within one year or on demand	Within the second year	Within the third year	Within the fourth year	Within the fifth year	Over five years	Total undiscounted cash flow	Carrying amount
		加權平均實際利率 %	一年內或於要求時 RMB'000 人民幣千元	第二年內 RMB'000 人民幣千元	第三年內 RMB'000 人民幣千元	第四年內 RMB'000 人民幣千元	第五年內 RMB'000 人民幣千元	超過五年 RMB'000 人民幣千元	未貼現現金流量總額 RMB'000 人民幣千元	賬面值 RMB'000 人民幣千元
At 31 March 2016	於2016年3月31日									
Trade and other payables	貿易及其他應付款項	-	67,346	-	-	-	-	-	67,346	67,346
Amount due to a non-controlling interest of a subsidiary	應付一間附屬公司非控股權益款項	-	656	-	-	-	-	-	656	656
Amount due to a former director	應付一名前董事款項	7.05	14,028	3,500	3,500	3,500	3,500	3,500	31,528	31,528
Amount to an associate	應付一間聯營公司款項	-	76	-	-	-	-	-	76	76
Amount due to a joint venture	應付一間合資企業款項	-	5,389	-	-	-	-	-	5,389	5,389
Bank borrowings	銀行借貸	5.21	11,231	-	-	-	-	-	11,231	11,000
Other borrowings	其他借貸	20.28	3,902	-	-	-	-	-	3,902	3,199
Consideration payable	應付代價款項	7.00	-	185,523	-	-	-	-	185,523	173,386
Financing guarantee contracts issued	已發出之融資擔保合約									
-Maximum amount guarantee	-最高擔保金額	-	100,000	-	-	-	-	-	100,000	-
			202,628	189,023	3,500	3,500	3,500	3,500	405,651	292,580

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動現金風險 (續)

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

For The Year Ended 31 March 2017 截至2017年3月31日止年度

36. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk (Continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動現金風險 (續)

上述計入融資擔保合約的金額為本集團在倘擔保交易對手申索有關金額的情況下根據完全擔保金額安排可能要求結清的最高金額。根據於報告期末的預期，本集團認為有關金額較有可能毋須根據該安排支付。然而，此項估計視乎交易對手根據擔保作出申索的可能性而可予變動，而其乃交易對手所持獲擔保金融應收款項蒙受信貸損失時，其行使該擔保的可能性會增大。

倘浮動利率變動與於報告期末釐定的利率估計有別，則上述所包含非衍生金融負債的浮動利率工具金額亦會有變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value

The fair value of financial assets with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices.

Some of the Group's financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial instruments 金融工具	Fair value 公允值		Fair value hierarchy 公允值級別	Valuation techniques and key inputs 估值方法及主要輸入數據
	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元		
Listed equity securities in Hong Kong classified as available-for-sale investments in the consolidated statement of financial position 於綜合財務狀況報表分類為可供出售投資之香港上市股本證券	14	14	Level 1 第一級	Quoted bid price in an active market 於活躍市場之買入報價

The fair value of financial assets and financial liabilities are determined by in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the fair values of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair value.

36. 金融工具 (續)

(c) 公允值

具有標準條款及條件及於活躍流動市場買賣之金融資產之公允值，乃分別參考所報市場買盤價釐定。

本集團部分金融工具乃於各報告期末按公允值計量。下表提供如何釐定此等金融資產公允值之資料(特別是所使用之估值方法及輸入數據)，以及公允值計量所屬公允值級別等級按可觀察之公允值計量輸入數據程度分為第一級別至第三級別。

金融資產及金融負債之公允值乃根據公認定價模式，按照貼現現金流量分析釐定。

本公司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公允值與其公允值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

For the year ended 31 March 2017

Guizhou Province Zhenfeng County Ping'an Gas Co., Ltd. ("Zhenfeng Ping'an")

On 17 March 2016, Sichuan Civigas Investment Co., Ltd. ("Sichuan Investment"), a wholly-owned subsidiary of the Group, entered an equity transfer agreement with the transferors of which one of the transferors is a connected person at the subsidiary level of the Company, pursuant to which, Sichuan Investment acquired the entire equity interest of Zhenfeng Ping'an at a total consideration of RMB31,700,000. The acquisition has been accounted for using the acquisition method. Zhenfeng Ping'an is principally engaged in the construction and operation of gas pipeline infrastructure, sale of gas and gas appliance and repair in Zhenfeng County, Guizhou Province. The acquisition is completed on 1 April 2016, on that date the control in Zhenfeng Ping'an was passed to the Group.

Consideration transferred:

		RMB'000 人民幣千元
Cash	現金	26,945
Consideration payable (included in other payables)	應付代價款項 (已計入其他應付款項)	4,755
		<hr/> 31,700

37. 收購附屬公司

截至2017年3月31日止年度

貴州省貞豐平安燃氣有限責任公司(「貞豐平安」)

於2016年3月17日，四川中民燃氣投資有限公司(「四川投資」)，本集團的全資附屬有限公司，與轉讓方(其中一名轉讓方為本公司附屬公司層面之關連人士)訂立股權轉讓協議，據此，四川投資按總代價人民幣31,700,000元收購貞豐平安之全部股權。收購事項採用收購法入賬。貞豐平安主要於貴州省貞豐縣從事燃氣管道基礎設施建設及營運、燃氣及燃氣設備銷售及維修。收購事項已於2016年4月1日完成，貞豐平安之控制權已於該日移交予本集團。

已轉撥代價：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2017 (Continued)

Guizhou Province Zhenfeng County Ping'an Gas Co., Ltd.
("Zhenfeng Ping'an") (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

37. 收購附屬公司 (續)

截至2017年3月31日止年度 (續)

貴州省貞豐平安燃氣有限責任公司(「貞豐平安」) (續)

於收購日期已收購資產及獲確認負債如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	12,096
Intangible assets	無形資產	7,533
Prepaid lease payments	預付租金	5,867
Inventories	存貨	385
Trade receivables	貿易應收款項	93
Other receivables (note)	其他應收款項(附註)	2,064
Bank balances and cash	銀行結餘及現金	151
Trade and other payables	貿易及其他應付款項	(4,153)
Deferred tax liability	遞延稅項負債	(3,956)
		20,080

Note: The fair value of other receivables at the date of acquisition amounted to RMB2,064,000. The gross contractual amount of those other receivables acquired amounted to RMB9,610,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to RMB7,546,000.

附註：於收購日期其他應收款項之公允值為人民幣2,064,000元。於收購日期其他應收款項之合約總額為人民幣9,610,000元。於收購日期預計未能收回合約現金流量之最佳估計為人民幣7,546,000元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2017 (Continued)

Guizhou Province Zhenfeng County Ping'an Gas Co., Ltd. ('Zhenfeng Ping'an') (Continued)

Acquisition-related costs amounting to RMB200,000 have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the Administrative Expenses line item in the consolidated statement of profit or loss and other comprehensive income.

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	31,700
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公允值	(20,080)
		11,620

Goodwill arose in the acquisition of Zhenfeng Ping'an because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Zhenfeng Ping'an. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

37. 收購附屬公司 (續)

截至2017年3月31日止年度 (續)

貴州省貞豐平安燃氣有限責任公司 (「貞豐平安」) (續)

收購相關成本金額人民幣200,000元已從已轉撥代價中撇除，並已於本年度綜合損益及其他全面收入報表行政開支項下確認為開支。

收購產生之商譽：

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	31,700
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公允值	(20,080)
		11,620

由於合併成本包括控制權溢價，因此收購貞豐平安產生商譽。此外，合併已付代價實際包括貞豐平安有關預期協同效應、收益增長、未來市場發展及全體勞工利益之金額。由於不符合可識別無形資產之確認準則，因此該等利益並未與商譽分開確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

37. 收購附屬公司 (續)

(Continued)

For the year ended 31 March 2016 (Continued)

截至2016年3月31日止年度 (續)

(i) Beijing Heng'an Ruitai LPG Co., Ltd. ("Heng'an Ruitai")
(Continued)

(i) 北京恒安瑞泰液化石油氣有限公司
(「恒安瑞泰」) (續)

Consideration transferred:

已轉撥代價：

		RMB'000 人民幣千元
Cash	現金	30,600

Assets acquired and liabilities recognised at the date of acquisition are as follows:

於收購日期已收購資產及獲確認負債如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	5,413
Inventories	存貨	23
Trade and other receivables	貿易及其他應收款項	26,765
Bank balances and cash	銀行結餘及現金	403
Trade and other payables	貿易及其他應付款項	(33)
		32,571

Goodwill arising on acquisition:

收購產生之商譽：

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	30,600
Plus: Non-controlling interests (10% share of net assets of Heng'an Ruitai) (Note)	加：非控股權益(應佔恒安瑞泰 資產淨值之10%)(附註)	3,257
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公允值	(32,571)
		1,286

Note: The non-controlling interests in Heng'an Ruitai recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of Heng'an Ruitai and amounted to RMB3,257,000.

附註：於收購日期確認之恒安瑞泰非控股權益乃參照應佔恒安瑞泰已確認淨資產金額之相關比例計量，金額為人民幣3,257,000元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2016 (Continued)

- (i) Beijing Heng'an Ruitai LPG Co., Ltd. ("Heng'an Ruitai") (Continued)

Goodwill arose in the acquisition of Heng'an Ruitai because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Heng'an Ruitai. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The goodwill arising on the acquisition was not expected to be deductible for tax purpose.

Net cash outflow on acquisition of Heng'an Ruitai:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	30,600
Less: Deposit paid during the year ended 31 March 2015	減：截至2015年3月31日止年度 已付按金	(10,000)
Less: Cash and cash equivalents acquired	減：已收購現金及現金等值項目	(403)
		20,197

Included in the loss for the year ended 31 March 2016 was loss of RMB13,528,000 attributable to the additional business generated by Heng'an Ruitai. Revenue for the year ended 31 March 2016 included RMB4,910,000 generated from Heng'an Ruitai.

37. 收購附屬公司 (續)

截至2016年3月31日止年度 (續)

- (i) 北京恒安瑞泰液石油氣有限公司 (「恒安瑞泰」) (續)

由於合併成本包括控制權溢價，因此收購恒安瑞泰產生商譽。此外，合併已付代價實際包括恒安瑞泰有關預期協同效應、收益增長、未來市場發展及全體勞工利益之金額。由於不符合可識別無形資產之確認準則，因此該等利益並未與商譽分開確認。

產生自收購之商譽預期不作扣稅用途。

收購恒安瑞泰產生之現金流出淨額：

	RMB'000 人民幣千元
已付現金代價	30,600
減：截至2015年3月31日止年度 已付按金	(10,000)
減：已收購現金及現金等值項目	(403)
	20,197

由恒安瑞泰產生之額外業務應佔虧損人民幣13,528,000元已計入截至2016年3月31日止年度之虧損。截至2016年3月31日止年度收入包括恒安瑞泰產生之人民幣4,910,000元。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2016 (Continued)

(ii) Lufeng Civigas Co., Ltd., (“Lufeng Civigas”)

On 11 May 2015, Yunnan Civigas Co., Ltd. (“Yunnan Civigas”), a wholly-owned subsidiary of the Group, entered a capital injection agreement with independent third parties, pursuant to which, Yunnan Civigas will inject RMB2,771,000 into Lufeng Lantie LPG Supply Co., Ltd., and enlarge the paid-in capital of Lufeng Lantie LPG Supply Co., Ltd., and which Yunnan Civigas accounted for 73.3% equity interests. The acquisition has been accounted for using the acquisition method. The company name was changed to Lufeng Civigas after acquisition. Lufeng Civigas is principally engaged in the retail of LPG in Chuxiong Yi Autonomous Prefecture, Yunnan Province, the PRC. The acquisition was completed on 11 May 2015, on that date the control in Lufeng Civigas was passed to the Group.

Consideration transferred:

		RMB'000 人民幣千元
Cash	現金	2,771

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	500
Trade and other receivables	貿易及其他應收款項	2,771
		3,271

37. 收購附屬公司 (續)

截至2016年3月31日止年度 (續)

(ii) 祿豐中民燃氣有限公司 (「祿豐中民」)

於2015年5月11日，雲南中民燃氣有限公司 (「雲南中民」，本集團全資附屬公司) 與獨立第三方訂立注資協議，據此，雲南中民將向祿豐蘭鐵液化氣供應有限公司注資人民幣2,771,000元，並擴大祿豐蘭鐵液化氣供應有限公司之實收資本，使雲南中民擁有其73.3%股本權益。收購事項採用收購法入賬。該公司名稱於收購後改為祿豐中民。祿豐中民主要於中國雲南省楚雄彝族自治州從事液化氣零售。收購事項已於2015年5月11日完成，祿豐中民之控制權已於該日移交予本集團。

已轉撥代價

於收購日期已收購資產及獲確認負債如下：

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2016 (Continued)

(ii) Lufeng Civigas Co., Ltd., (“Lufeng Civigas”) (Continued)

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	2,771
Plus: Non-controlling interests (26.7% share of net assets of Lufeng Civigas) (Note)	加：非控股權益（應佔祿豐中民資產淨值之26.7%）（附註）	873
Less: Fair value of identifiable net assets acquired	減：已收購可識別資產淨值之公允值	(3,271)
		373

Note: The non-controlling interests in Lufeng Civigas recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of Lufeng Civigas and amounted to RMB873,000.

Goodwill arose in the acquisition of Lufeng Civigas because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Lufeng Civigas. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The goodwill arising on the acquisition was not expected to be deductible for tax purpose.

37. 收購附屬公司 (續)

截至2016年3月31日止年度 (續)

(ii) 祿豐中民燃氣有限公司 (「祿豐中民」) (續)

收購產生之商譽：

	RMB'000 人民幣千元
已轉撥代價	2,771
加：非控股權益（應佔祿豐中民資產淨值之26.7%）（附註）	873
減：已收購可識別資產淨值之公允值	(3,271)
	373

附註：於收購日期確認之祿豐中民非控股權益乃參照應佔祿豐中民已確認淨資產金額之相關比例計量，金額為人民幣873,000元。

由於合併成本包括控制權溢價，因此收購祿豐中民產生商譽。此外，合併已付代價實際包括祿豐中民產生有關預期協同效應、收益增長、未來市場發展及全體勞工利益之金額。由於不符合可識別無形資產之確認準則，因此該等利益並未與商譽分開確認。

產生自收購之商譽預期不作扣稅用途。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2016 (Continued)

(ii) Lufeng Civigas Co., Ltd., (“Lufeng Civigas”) (Continued)

Net cash outflow on acquisition of Lufeng Civigas:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	2,771
Less: Cash and cash equivalents acquired	減：已收購現金及現金等值項目	—
		2,771

Included in the loss for the year ended 31 March 2016 was loss of RMB2,787,000 attributable to the additional business generated by Lufeng Civigas. Revenue for the year ended 31 March 2016 included RMB1,658,000 generated from Lufeng Civigas.

(iii) Chongqing Nan'an Qu Runfeng LPG Co., Ltd., (“Chongqing Runfeng”)

On 21 August 2015, Chongqing Kunlun Civigas Co., Ltd. (“Chongqing Kunlun”), a wholly-owned subsidiary of the Group, entered an equity transfer agreement with independent third parties, pursuant to which, Chongqing Kunlun acquired 51% equity interests of Chongqing Runfeng at a total consideration of RMB153,000. The acquisition has been accounted for using the acquisition method. Chongqing Runfeng is principally engaged in the retail of LPG in Nan'an Qu, Chongqing, the PRC. The acquisition was completed on 12 October 2015, on that date the control in Chongqing Runfeng was passed to the Group.

37. 收購附屬公司 (續)

截至2016年3月31日止年度 (續)

(ii) 祿豐中民燃氣有限公司 (「祿豐中民」)
(續)

收購祿豐中民之現金流出淨額：

	RMB'000 人民幣千元
已付現金代價	2,771
減：已收購現金及現金等值項目	—
	2,771

由祿豐中民產生之額外業務應佔虧損人民幣2,787,000元已計入截至2016年3月31日止年度之虧損。截至2016年3月31日止年度收入包括祿豐中民產生之人民幣1,658,000元。

(iii) 重慶市南岸區潤豐液化氣有限公司 (「重慶潤豐」)

於2015年8月21日，重慶昆侖中民燃氣有限公司 (「重慶昆侖」，本集團全資附屬公司) 與獨立第三方訂立股權轉讓協議，據此，重慶昆侖按代價人民幣153,000元收購重慶潤豐51%股本權益。收購事項採用收購法入賬。重慶潤豐主要於中國重慶南岸區從事液化氣零售。收購事項已於2015年10月12日完成，於該日對重慶潤豐的控制權移交本集團。

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2016 (Continued)

(iii) Chongqing Nan'an Qu Runfeng LPG Co., Ltd.,
("Chongqing Runfeng") (Continued)

Consideration transferred:

		RMB'000 人民幣千元
Cash	現金	153

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		RMB'000 人民幣千元
Inventories	存貨	115
Trade and other receivables	貿易及其他應收款項	262
Bank balances and cash	銀行結餘及現金	245
Trade and other payables	貿易及其他應付款項	(399)
		223

Goodwill arising on acquisition:

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	153
Plus: Non-controlling interests (49% share of net assets of Chongqing Runfeng) (Note)	加: 非控股權益(應佔重慶潤豐資產淨值之49%)(附註)	109
Less: Fair value of identifiable net assets acquired	減: 已收購可識別資產淨值之公允值	(223)
		39

Note: The non-controlling interests in Chongqing Runfeng recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of Chongqing Runfeng and amounted to RMB109,000.

37. 收購附屬公司 (續)

截至2016年3月31日止年度(續)

(iii) 重慶市南岸區潤豐液化氣有限公司
(「重慶潤豐」)(續)

已轉撥代價

於收購日期已收購資產及獲確認負債如下:

		RMB'000 人民幣千元
Inventories	存貨	115
Trade and other receivables	貿易及其他應收款項	262
Bank balances and cash	銀行結餘及現金	245
Trade and other payables	貿易及其他應付款項	(399)
		223

收購產生之商譽:

		RMB'000 人民幣千元
Consideration transferred	已轉撥代價	153
Plus: Non-controlling interests (49% share of net assets of Chongqing Runfeng) (Note)	加: 非控股權益(應佔重慶潤豐資產淨值之49%)(附註)	109
Less: Fair value of identifiable net assets acquired	減: 已收購可識別資產淨值之公允值	(223)
		39

附註: 於收購日期確認之重慶潤豐非控股權益乃參照應佔重慶潤豐已確認淨資產金額之相關比例計量, 金額為人民幣109,000元。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

37. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 31 March 2016 (Continued)

- (iii) Chongqing Nan'an Qu Runfeng LPG Co., Ltd., ("Chongqing Runfeng") (Continued)

Goodwill arose in the acquisition of Chongqing Runfeng because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Chongqing Runfeng. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The goodwill arising on the acquisition was not expected to be deductible for tax purpose.

Net cash inflow on acquisition of Chongqing Runfeng:

Cash consideration paid
Less: Cash and cash equivalents acquired

已付現金代價
減：已收購現金及現金等值項目

RMB'000
人民幣千元

153

(245)

(92)

Included in the loss for the year ended 31 March 2016 was loss of RMB121,000 attributable to the additional business generated by Chongqing Runfeng. Revenue for the year ended 31 March 2016 included RMB268,000 generated from Chongqing Runfeng.

Had the acquisitions of Heng'an Ruitai, Lufeng Civigas and Chongqing Runfeng been completed on 1 April 2015, total group revenue from continuing operations for the year ended 31 March 2016 would have been RMB951,960,000, and loss for the year ended 31 March 2016 from continuing operations would have been RMB123,951,000. 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 2015, nor is it intended to be a projection of future results.

37. 收購附屬公司 (續)

截至2016年3月31日止年度 (續)

- (iii) 重慶市南岸區潤豐液化氣有限公司 (「重慶潤豐」) (續)

由於合併成本包括控制權溢價，因此收購重慶潤豐產生商譽。此外，合併已付代價實際包括重慶潤豐有關預期協同效應、收益增長、未來市場發展及全體勞工利益之金額。由於不符合可識別無形資產之確認准則，因此該等利益並未與商譽分開確認。

產生自收購之商譽預期不作扣稅用途。

收購重慶潤豐產生之現金流入淨額：

由重慶潤豐產生之額外業務應佔虧損人民幣121,000元已計入截至2016年3月31日止年度之虧損。截至2016年3月31日止年度收入包括自重慶潤豐產生的人民幣268,000元。

倘收購恒安瑞泰、祿豐中民及重慶潤豐於2015年4月1日完成，截至2016年3月31日止年度本集團之持續經營業務總收入將為人民幣951,960,000元及截至2016年3月31日止年度持續經營業務虧損將為人民幣123,951,000元。備考資料僅供參考，並不表示倘若收購於2015年4月1日完成本集團實際可達到之營運收益及業績，亦非日後業績之預測。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

38. SHARE-BASED PAYMENT TRANSACTIONS

The Group operates a share option scheme for remuneration of its full-time employees (including directors), consultants, agents and advisors of the Group. Also, shares awards were operated by the Group for remuneration to the Group's directors, chief executive of the Company or employees of the Group.

All services received in exchange for the grant of any share options and award shares are measured at their fair value. These are indirectly determined by reference to the fair value of share options and awarded shares granted. Their value is appraised at the grant date and excludes the impact of any service and non-market performance vesting conditions (for example, profitability and sales growth targets).

(a) Share option

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 directors), consultants, agents and advisors of the Group. The Share Option Scheme became effective on 3 October 2006 and valid and effective until 3 October 2016. On 29 July 2016, the Board proposed to terminate the Share Option Scheme and adopt a new share option scheme (the "New Share Option Scheme"). The termination of the Share Option Scheme and the adoption of New Share Option Scheme were approved by the members in annual general meeting dated 9 September 2016.

Terms of New Share Option Scheme

As at 31 March 2017, the total number of shares available for issue under the New Share Option Scheme was 694,495,413 (2016: 408,222,455), representing approximately 10% (2016: 5.88%) of the issued share capital of the Company as at 31 March 2017. Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the New Share Option 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.

38. 以股份為基礎支付之交易

本集團為本集團全職僱員（包括董事）、顧問、代理及諮詢人之薪酬設立一項購股權計劃。同時，本集團亦設有股份獎勵作為本集團之董事、本公司的主要行政人員或本集團的僱員之薪酬。

所有為換取授予購股權及獎勵股份的服務乃按其公允值計量。此乃參考所授予購股權及獎勵股份之公允值而間接釐定，其價值於授出日期評估並排除任何服務及非市場表現歸屬條件（例如，盈利能力及銷售增長目標）的影響。

(a) 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（包括董事）、諮詢人、代理及顧問。購股權計劃於2006年10月3日起生效及於2016年10月3日之前為有效及生效。於2016年7月29日，董事會建議終止購股權計劃及採納新購股權計劃（「新購股權計劃」）。終止購股權計劃及採納新購股權計劃已獲股東於2016年9月9日舉行之本公司股東週年大會上批准。

新購股權計劃之條款

於2017年3月31日，根據新購股權計劃可發行之股份總數為694,495,413股（2016年：408,222,455股），相等於2017年3月31日本公司已發行股本約10%（2016年：5.88%）。未得本公司股東事先批准，按新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%。

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38. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Share option (Continued)

Terms of New Share Option Scheme (Continued)

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

No share option was granted or exercised during the years ended 31 March 2017 and 2016.

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

(b) Shares awards

On 27 July 2016, the Board resolved to grant share awards in respect of 208,000,000 shares (the "Award Shares"), to the entitled grantees, who are directors, chief executive of the Company and employees of the Group by way of issue of 208,000,000 new shares, approved by the shareholders of the Company at the special general meeting held on 14 October 2016. Details of the Award Shares are set out in the Company's circular dated 23 September 2016.

The Award Shares shall be vested and allotted and issued to the grantees on 30 September 2017 ("Vesting Period"). If a grantee resigns or be terminated his/her employment during the Vesting Period, no shares will be allotted and issued to the grantee. The grantee is not entitled to receive dividend during the vesting period.

38. 以股份為基礎支付之交易 (續)

(a) 購股權 (續)

新購股權計劃之條款 (續)

接納根據新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。新購股權計劃可於自接納要約日起開始10年內任何時間行使，惟須受限於董事會施加之條件。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)緊接授出購股權之前5個交易日聯交所報本公司股份之平均收市價；及(iii)股份面值。

於截至2017年及2016年3月31日止年度，概無授出或行使任何購股權。

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。

(b) 股份獎勵

於2016年7月27日，董事會決議向合資格承授人(為本公司董事、主要行政人員及本集團之僱員)授予涉及208,000,000股股份(「獎勵股份」)的股份獎勵，方式為根據本公司股東於2016年10月14日舉行之股東特別大會上批准發行208,000,000股新股份。獎勵股份之詳情載列於本公司日期為2016年9月23日之通函。

獎勵股份將於2017年9月30日(「歸屬期間」)歸屬並配發及發行予承授人。倘承授人於歸屬期間內辭職或被解聘，則概不會向該承授人配發及發行股份。承授人於歸屬期間內無權收取股息。

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38.SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Shares awards (Continued)

In the current year, share awards expense of RMB12,212,000 has been recognised by the Group as staff costs in profit or loss and the corresponding amount has been credited to the share-based compensation reserve. No liabilities were recognised as these were all equity-settled share-based payment transactions.

38.以股份為基礎支付之交易 (續)

(b) 股份獎勵 (續)

於本年度，股份獎勵開支人民幣12,212,000元已由本集團於損益內確認為員工成本以及相應金額已計入以股份為基礎之酬金儲備。概無確認負債，原因是其全部為股權結算以股份為基礎之付款交易。

Grantees and chief executive 承授人及 主要行政人員	Date of award 獎勵日期	As at 1 April 2016 於2016年 4月1日	Number of Award Shares 獎勵股份數目		As at 31 March 2017 於2017年 3月31日	Vesting date 2017 歸屬日期
			Granted during the year 年內授出	Vested during the year 年內歸屬		
- Directors and chief executive of the Company - 本公司董事及主要行政人員	14 October 2016 2016年10月14日	-	121,000,000	-	121,000,000	30 September 2017 2017年9月30日
- Employees - 僱員	14 October 2016 2016年10月14日	-	87,000,000	-	87,000,000	30 September 2017 2017年9月30日

Note: The total fair value of the Award Shares at 14 October 2016 which is the grant date of the Award Shares being HKD29,328,000 (approximately amounted to RMB25,435,000) which was calculated based on the closing price of the Company's shares at 14 October 2016.

附註：獎勵股份於2016年10月14日（獎勵股份之授予日期）之公允值總額為港幣29,328,000元（約為人民幣25,435,000元），乃根據本公司股份於2016年10月14日之收市價計算。

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39. EMPLOYEE RETIREMENT BENEFIT SCHEMES

The employees of the Company's subsidiaries in the PRC are members of retirement benefits schemes operated by the PRC government. The relevant PRC subsidiaries are required to contribute defined percentages, ranging from 12% to 25%, of payroll costs to the retirement benefit scheme to fund the benefits in compliance with the applicable regulations of the PRC.

The Group operates a MPF Scheme for all qualifying employees in Hong Kong under the rules and regulations of the Hong Kong Mandatory Provident Fund Schemes Authority. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the relevant payroll costs or capped at HKD1,500 (2016: HKD1,500) per month per employee to the Mandatory Provident Fund Scheme in Hong Kong, which contribution is matched by employees. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions under the respective schemes above.

The total expense recognised in profit or loss of RMB12,838,000 (2016: RMB11,628,000) represents contributions paid or payable to these schemes by the Group for the year ended 31 March 2017. No forfeited contribution is available to reduce the contribution payable in the future years at 31 March 2017 and 2016.

39. 僱員退休福利計劃

本公司於中國附屬公司之僱員乃中國政府之退休福利計劃成員。有關中國附屬公司須以工資成本之指定百分比（介乎12%至25%）向退休福利計劃供款以符合中國之適用法規。

本集團為所有於香港強制性公積金管理局規則及法規項下之合資格香港僱員設立強積金計劃。計劃資產與本集團資產分開持有，由信託人以基金形式管理。本集團就每名僱員之每月有關工資成本向強積金計劃作出5%或上限為港幣1,500元（2016年：港幣1,500元）供款，僱員亦須按相同比例供款。本集團之唯一義務為根據各上述計劃向退休福利計劃作出指定供款。

於損益確認之開支總額人民幣12,838,000元（2016年：人民幣11,628,000元）指於截至2017年3月31日止年度本集團向該等計劃已付或應付之供款。於2017年及2016年3月31日，概無已沒收之供款可用於削減未來年度應付之供款。

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40. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties during the year:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Transportation expenses to Yunnan Jiehua	向雲南解化支付運輸費用	10,547	9,573
Interest income from Yunnan Jiehua	雲南解化利息收入	1,241	-
Purchase of LPG from Southwest Panva	自百江西南採購液化氣	5,748	7,475
Purchase of LPG from Yunnan Panva	自雲南百江採購液化氣	573	5,045
Purchase of natural gas from Shaanxi Provincial Natural Gas Co., Ltd. (Note)	自陝西省天然氣股份有限公司採購天然氣(附註)	122,422	124,046

The above transactions were made on terms mutually agreed between both parties.

Note: Shaanxi Provincial Natural Gas Co., Ltd. is also a connected person of the Company by holding of 40% equity interests in Xi'an Civigas Co., Ltd. ("Xi'an Civigas"), a subsidiary of the Company.

Compensation of key management personnel

The directors of the Company considered they are the sole management personnel of the Group, and their remuneration during the year is disclosed in note 10. The remuneration of the directors is determined by the remuneration committee having regard to the performance of individual and market trends.

40. 與有關連人士之交易

除於綜合財務報表其他部分所披露者外，本集團與關聯人士於年內已訂立下列交易：

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Transportation expenses to Yunnan Jiehua	10,547	9,573
Interest income from Yunnan Jiehua	1,241	-
Purchase of LPG from Southwest Panva	5,748	7,475
Purchase of LPG from Yunnan Panva	573	5,045
Purchase of natural gas from Shaanxi Provincial Natural Gas Co., Ltd. (Note)	122,422	124,046

以上交易乃按雙方協定之條款進行。

附註：陝西省天然氣股份有限公司持有本公司附屬公司西安中民燃氣有限公司（「西安中民」）之40%股本權益，亦為本公司之關連人士。

主要管理人員酬金

本公司董事認為彼等為本集團唯一的管理人員，彼等於年內之酬金於附註10內披露。董事之薪酬由薪酬委員會根據個別人士之表現及市場趨勢釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

41. OPERATING LEASE COMMITMENTS

The Group as lessor

The Group leased its investment properties, as set out in note 17 under operating lease arrangements with leases negotiated for terms ranging from 2 to 3 years at fixed rental. The terms of the leases generally also require the tenants to pay security deposits.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases.

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Within one year	一年內	403	266
In the second to fifth years, inclusive	於第二至第五年(包括首尾兩年)	339	246
Over five years	五年以上	147	-
		889	512

Net property rental income earned during the year was RMB880,000 (2016: RMB706,000) with minimal outgoings. All of the properties held have committed tenants for the next 3 years (2016: 3 years). No contingent rent was arranged for the above operating lease arrangements.

41. 經營租賃承擔

本集團作為出租人

如附註17所載，本集團根據經營租賃安排以固定租金出租其投資物業，經商討後租賃年期為2至3年。租賃條款一般亦要求租戶繳交保證按金。

於報告期末，本集團根據不可撤銷經營租賃與租戶訂有合約之未來最低租金如下。

於本年度賺取之物業租金淨收入為人民幣880,000元(2016年：人民幣706,000元)，附帶甚少之開支。所有物業於未來3年(2016年：3年)已有承諾租戶。就上述經營租賃安排並無安排或然租金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

41. OPERATING LEASE COMMITMENTS

(Continued)

The Group as lessee

Certain office premises of the Group were leased under operating lease arrangements. Leases for properties are negotiated for terms of 1 to 10 years (2016: 1 to 10 years). Rentals are fixed for the relevant lease term. 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:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Within one year	一年內	3,945	2,519
In the second to fifth years, inclusive	於第二至第五年(包括首尾兩年)	3,927	692
Over five years	五年以上	402	386
		8,274	3,597

42. CAPITAL AND OTHER COMMITMENTS

Capital commitment

資本承擔

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:

已簽約但未於綜合財務報表撥備之資本開支:

Property, plant and equipment
Prepaid lease payments

物業、廠房及設備
預付租金

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
	20,143	19,167
	2,051	2,051
	22,194	21,218

At 31 March 2016, the Group had entered into an equity transfer agreement with the transferors of which one of the transferors is a connected person at the subsidiary level of the Company for acquisition of a subsidiary, the Group's committed amount was RMB22,190,000. Details are set out in note 24.

於2016年3月31日，本集團與轉讓方(其中一名轉讓方為本公司附屬公司層面關連人士)訂立股權轉讓協議以收購一間附屬公司，本集團之承擔金額為人民幣22,190,000元，詳情載於附註24。

41. 經營租賃承擔 (續)

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10年(2016年：1至10年)。於相關租賃期內租金維持不變。於報告期末，本集團根據不能取消經營租賃之未來最低租金承擔到期情況如下：

42. 資本及其他承擔

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

43. PLEDGE OF ASSETS

The Group pledged certain assets to banks (2016: an independent third party) to secure certain bank borrowings (2016: other borrowings) of the Group. Carrying amounts of the assets pledged were as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	94,795	186
Intangible assets – exclusive rights of operation of piped gas	無形資產 – 獨家管道燃氣經營權利	1,990	–
Prepaid lease payments	預付租金	3,346	4,594
Trade receivables	貿易應收款項	2,943	–
		103,074	4,780

43. 資產抵押

本集團已向銀行(2016年:一名獨立第三方)抵押若干資產以取得本集團之若干銀行借貸(2016年:其他借貸)。已抵押資產之賬面值如下:

44. CONTINGENT LIABILITIES

As at 31 August 2015, Beijing Civigas together with the joint venture partner entered into a guarantee agreement with a bank, whereby Beijing Civigas and the joint venture partner have agreed to provide a joint and several corporate guarantee in favor of the bank for the loan of RMB100,000,000 granted to Fujian An Ran (as borrower), a joint venture of the Group. Details of this transaction are set out in the Company's announcement dated 31 August 2015. Up to 31 March 2017, Fujian An Ran has drawn the whole facility line. In the opinion of the directors of the Company, the fair value of the financial guarantee contracts of the Group are insignificant at initial recognition after taking into consideration the possibility of the default of Fujian An Ran. Accordingly, no value has been recognised in the consolidated financial statements.

44. 或然負債

於2015年8月31日,北京中民連同合資企業夥伴與一間銀行簽訂保證合同,據此北京中民及合資企業夥伴同意向銀行為授予本集團合資企業福建安然(作為借款人)人民幣100,000,000元貸款作出連帶責任企業擔保。此交易之詳情載於本公司日期為2015年8月31日之公布。截至2017年3月31日止年度,福建安然已提取整個融資額度。本公司董事認為,經考慮福建安然違約之可能性後,本集團財務擔保合同之公允值於初始確認時數額不大。因此,於綜合財務報表內概無確認任何價值。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Statement of financial position of the Company at the end of the reporting period includes:

45. 本公司之財務狀況報表

本公司於報告期末之財務狀況報表包括：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	75	120
Available-for-sale investments	可供出售投資	14	14
Investments in subsidiaries	於附屬公司之投資	772,866	781,119
Amount due from subsidiaries	應收附屬公司款項	77,576	81,371
		850,531	862,624
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	1,452	1,411
Other receivables and prepayments	其他應收款項及預付款項	609	689
Bank balances and cash	銀行結餘及現金	9,831	6,004
		11,892	8,104
Current liabilities	流動負債		
Other payables	其他應付款項	2,291	1,976
Amounts due to subsidiaries	應付附屬公司款項	20,812	54
Consideration payable	應付代價款項	155,768	-
		178,871	2,030
Net current (liabilities) assets	流動(負債)資產淨值	(166,979)	6,074
Total assets less current liabilities	總資產減流動負債	683,552	868,698
Capital and reserves	股本及儲備		
Share capital (note 34)	股本(附註34)	453,328	453,328
Reserves (Note)	儲備(附註)	230,224	250,980
Total equity	總權益	683,552	704,308
Non-current liability	非流動負債		
Consideration payable	應付代價款項	-	164,390
		683,552	868,698

Notes to the Consolidated Financial Statements

綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

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

		Share premium	Contributed surplus	Deemed contribution reserve	Share-based Capital reserve	Share-based compensation reserve	Investment revaluation reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	視作注資儲備	資本儲備	以股份為基礎之酬金儲備	投資重估儲備	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 April 2015	於2015年4月1日	944,616	104,932	26,628	7,721	-	4	(813,905)	269,996
Loss for the year	本年度虧損	-	-	-	-	-	-	(19,005)	(19,005)
Reclassification adjustment of cumulative gain upon disposal of available-for-sale investments	出售可供出售投資後累計收益重新分類調整	-	-	-	-	-	(11)	-	(11)
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	-	-	(11)	(19,005)	(19,016)
At 31 March 2016	於2016年3月31日	944,616	104,932	26,628	7,721	-	(7)	(832,910)	250,980
Loss for the year	本年度虧損	-	-	-	-	-	-	(32,968)	(32,968)
Equity-settled share-based payments in relation to Award Shares	與獎勵股份有關的以股權結算以股份為基礎付款	-	-	-	-	12,212	-	-	12,212
Total comprehensive expense for the year	本年度全面支出總額	-	-	-	-	12,212	-	(32,968)	(20,756)
At 31 March 2017	於2017年3月31日	944,616	104,932	26,628	7,721	12,212	(7)	(865,878)	230,224

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.

45. 本公司之財務狀況報表 (續)

附註：

下表載列本公司儲備之組成部分及其於本年度及過往年度之變動。

實繳盈餘指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)公司於派付後會或可能未能償還到期債務；(ii)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。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

46. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2017 and 2016 are as follows:

46. 主要附屬公司

於2017年及2016年3月31日，本公司之主要附屬公司詳情如下：

Name of company ^{###}	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		Held by the Company directly 由本公司直接持有		Held by the Company indirectly 由本公司間接持有		Principal activities 主要業務
			2017	2016	2017	2016	2017	2016	
北京中民 (Beijing Civigas)	PRC# 中國#	US\$ 美元 60,000,000	100%	100%	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#	RMB 人民幣 10,000,000	100%	100%	-	-	100%	100%	Distribution and supply of gas fuel 分銷及供應燃氣
綿竹中民燃氣有限公司 (Mian Zhu Civigas Co., Ltd.)	PRC# 中國#	RMB 人民幣 30,000,000	100%	100%	-	-	100%	100%	Distribution and supply of gas fuel 分銷及供應燃氣
綿竹市龍騰燃氣安裝有限責任公司 (Mian Zhu City Long Teng Gas Installation Co., Ltd.)	PRC# 中國#	RMB 人民幣 15,000,000	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 (Yan Ting Civigas Co., Ltd.)	PRC# 中國#	RMB 人民幣 20,000,000	100%	100%	-	-	100%	100%	Distribution and supply of gas fuel and installation of gas fuel distribution facilities 分銷及供應燃氣以及裝設燃氣管道設施
北川縣中民燃氣有限公司 (Bei Chuan County Civigas Co., Ltd.)	PRC# 中國#	RMB 人民幣 16,762,000 (2016: RMB 人民幣 6,000,000)	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 Civigas Co., Ltd.)	PRC# 中國#	RMB 人民幣 20,080,000	100%	100%	-	-	100%	100%	Distribution and supply of gas fuel and installation of gas fuel distribution facilities 分銷及供應燃氣以及裝設燃氣管道設施
重慶中民富強工業燃氣有限公司 (Chongqing Civigas Fuqiang Industrial Gas Co., Ltd.)	PRC 中國	RMB 人民幣 2,000,000	51%	51%	-	-	51%	51%	Distribution and supply of gas fuel and installation of gas fuel distribution facilities 分銷及供應燃氣以及裝設燃氣管道設施

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

46. PRINCIPAL SUBSIDIARIES (Continued)

46. 主要附屬公司 (續)

Name of company ^{###}	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		Held by the Company directly		Held by the Company indirectly		Principal activities
			2017	2016	2017	2016	2017	2016	
重慶中民向陽壓縮燃氣有限公司 (Chongqing Civigas Xiangyang Compressed Gas Co., Ltd.)	PRC 中國	RMB 人民幣 10,000,000	51%	51%	-	-	51%	51%	Distribution and supply of gas fuel and installation of gas fuel distribution facilities 分銷及供應燃氣以及裝設燃氣管道設施
富平縣中民燃氣有限公司 (Fu Ping Civigas Co., Ltd.)	PRC [#] 中國 [#]	RMB 人民幣 10,000,000	60%	60%	-	-	60%	60%	Distribution and supply of gas fuel 分銷及供應燃氣
西安中民 ("Xi'an Civigas")	PRC 中國	RMB 人民幣 62,080,000	51%	51%	-	-	51%	51%	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
貞豐平安 (Zhenfeng Ping'an)	PRC 中國	RMB 人民幣 20,000,000	100%	-	-	-	100%	-	Distribution and supply of gas fuel 分銷及供應燃氣
延邊中民燃氣有限公司 (Yan Bian Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 10,000,000	100%	100%	-	-	100%	100%	Distribution and supply of gas fuel 分銷及供應燃氣
湖南中民燃氣有限公司 ("湖南中民") (Hunan Civigas Co., Ltd.) ("Hunan Civigas")	PRC 中國	RMB 人民幣 18,180,000	55%	55%	-	-	55%	55%	Transportation, distribution and retail of LPG 運輸、分銷及零售液化氣
貴州中民燃氣有限公司 (Guizhou Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 76,000,000	100%	100%	-	-	100%	100%	Transportation, distribution and retail of LPG 運輸、分銷及零售液化氣
雲南中民 ("Yunnan Civigas")	PRC 中國	RMB 人民幣 26,260,000	100%	100%	-	-	100%	100%	Transportation, distribution and retail of LPG 運輸、分銷及零售液化氣

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綜合財務報表附註

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46. PRINCIPAL SUBSIDIARIES (Continued)

46. 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		Held by the Company directly 由本公司直接持有		Held by the Company indirectly 由本公司間接持有		Principal activities 主要業務
			2017	2016	2017	2016	2017	2016	
懷化中民石油氣運銷有限公司 (Huaihua Civigas Petroleum Gas Supply Co., Ltd.)	PRC 中國	RMB 人民幣 26,000,000	100%	100%	-	-	100%	100%	Transportation, distribution and retail of LPG 運輸、分銷及零售液化氣
潞浦中民燃氣有限公司 ^{###} ("潞浦中民") (Xupu Civigas Co., Ltd.) ("Xupu Civigas")	PRC 中國	RMB 人民幣 1,000,000	28.05%	28.05%	-	-	28.05%	28.05%	Wholesale and retail of LPG 批發及零售液化氣
重慶中民聯華燃氣有限公司(前稱 重慶昆侖中民燃氣有限公司) Chongqing Civigas Lianhua Gas Co., Ltd. (formerly known as Chongqing Kunlun Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 14,700,000 (2016: RMB 人民幣 10,000,000)	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
雲南昆侖中民燃氣有限公司 (Yunnan Kunlun Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 10,000,000	-	100%	-	-	-	100%	Wholesale and retail of LPG 批發及零售液化氣
長順縣中民燃氣有限公司 (Changshun County Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 5,000,000	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
四川中民燃氣有限公司 (Sichuan Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 5,000,000	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
西安中民液化氣有限公司 (Xi'an Civigas LPG Co., Ltd.)	PRC 中國	RMB 人民幣 8,000,000 (2016: RMB 人民幣 4,000,000)	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
百色中民燃氣有限公司 (Baise Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 10,000,000	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
貞豐中民平安液化氣有限公司 (Zhenfeng Civigas Ping'an LPG Co., Ltd.)	PRC 中國	RMB 人民幣 10,000,000	100%	-	-	-	100%	-	Wholesale and retail of LPG 批發及零售液化氣

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

46. PRINCIPAL SUBSIDIARIES (Continued)

46. 主要附屬公司 (續)

Name of company ^{###}	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		Held by the Company directly 由本公司直接持有		Held by the Company indirectly 由本公司間接持有		Principal activities 主要業務
			2017	2016	2017	2016	2017	2016	
天津中民燃氣科技有限公司 (Tianjin Civigas Technology Co., Ltd.)	PRC 中國	RMB 人民幣 80,000,000 (2016: RMB 人民幣 20,000,000)	100%	100%	-	-	100%	100%	Investment holding 投資控股
天津恒安 (Tianjin Heng'an)	PRC 中國	RMB 人民幣 32,500,000 (2016: RMB 人民幣 21,500,000)	100%	100%	-	-	100%	100%	Filling and sales of LPG 液化氣加氣及銷售
德陽中民燃氣有限公司 ##### (Deyang Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 9,700,000	100%	90%	-	-	100%	90%	Wholesale and retail of LPG 批發及零售液化氣
天津薊縣中民燃氣銷售有限公司 (Ji County Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 6,640,000	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
天津濱海新區中民聯運燃氣有限公司 (Tianjin Binhai New District Civigas Co., Ltd.)	PRC 中國	RMB 人民幣 16,000,000	100%	100%	-	-	100%	100%	Wholesale and retail of LPG 批發及零售液化氣
重慶中民仙丹爐燃氣有限公司 (Chongqing Xianlu Gas Co., Ltd.)	PRC 中國	RMB 人民幣 300,000	51%	51%	-	-	51%	51%	Wholesale and retail of LPG 批發及零售液化氣
恒安瑞泰 (Heng'an Ruitai)	PRC 中國	RMB 人民幣 34,000,000	90%	90%	-	-	90%	90%	Wholesale and retail of LPG 批發及零售液化氣
祿豐中民 (Lufeng Civigas)	PRC 中國	RMB 人民幣 1,872,700	73.30%	73.30%	-	-	73.30%	73.30%	Wholesale and retail of LPG 批發及零售液化氣
天津市雲澤德生物科技有限公司 (Tianjin Yun Ze De Biotechnology Ltd.)	PRC 中國	RMB 人民幣 3,010,000	100%	100%	-	-	100%	100%	Production and sales of barreled drinking water 生產及銷售桶裝飲用水
深圳樂彩 (Shenzhen Le Cai)	PRC 中國	RMB 人民幣 125,000,000	-	100%	-	-	-	100%	Lottery agency 彩票代理

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

46. PRINCIPAL SUBSIDIARIES (Continued)

46. 主要附屬公司 (續)

Name of company ^{###}	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		Held by the Company directly		Held by the Company indirectly		Principal activities
			2017	2016	2017	2016	2017	2016	
深圳進彩 (Shenzhen Jin Cai)	PRC 中國	RMB 人民幣 10,800,000	-	100%	-	-	-	100%	Lottery agency 彩票代理
彩彩樂 (Cai Cai Le)	PRC 中國	RMB 人民幣 18,000,000	-	100%	-	45%	-	55%	Lottery agency 彩票代理

Wholly foreign-owned enterprises registered in the PRC.

於中國註冊之外商獨資企業。

Sino-foreign joint equity enterprise registered in the PRC.

於中國註冊之中外合資企業。

The Group obtained control through investment in non-wholly-owned subsidiary, Hunan Civigas.

本集團透過投資於非全資擁有附屬公司湖南中民取得控制權。

English translated names are for identification only.

英文名稱僅供識別。

The company was a wholly-owned subsidiary of Chengdu Zhonglian, which was further acquired from 90% to 100% by the Group during the year. For details, please refer to note (e) set out in the consolidated statement of changes in equity.

該公司為成都中聯(本集團於本年度內由90%進一步收購至100%)之全資附屬公司。有關詳情,請參閱綜合權益變動表內載列之附註(e)。

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綜合財務報表附註

For The Year Ended 31 March 2017 截至2017年3月31日止年度

46. PRINCIPAL SUBSIDIARIES (Continued)

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

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

47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之擁有權權益及投票權比例		Profit and total comprehensive income attributable to non-controlling interests 非控股權益應佔溢利及全面收入總額		Accumulated non-controlling interests 累計非控股權益	
		2017	2016	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Hunan Civigas 湖南中民	PRC 中國	45%	45%	5,264	4,230	27,707	29,193
Xi'an Civigas 西安中民	PRC 中國	49%	49%	6,423	7,486	75,489	78,376
Xupu Civigas 溱浦中民	PRC 中國	71.95%	71.95%	8,081	7,077	25,144	22,820
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之獨立非重大附屬公司						40,597	34,599
						168,937	164,988

46. 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。

本公司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，本公司董事認為會使資料過於冗長。

47. 擁有重大非控股權益之非全資擁有附屬公司詳情

下表列示擁有重大非控股權益之本集團非全資擁有附屬公司詳情：

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(i) Hunan Civigas

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
non-current liabilities	非流動負債
Equity attributable to owners of the Company	本公司擁有人應佔權益
Non-controlling interests	非控股權益

47. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

擁有重大非控股權益之各本集團附屬公司之財務資料概要載列如下。下列財務資料概要指集團內公司間抵銷前之金額。

(i) 湖南中民

2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
53,380	49,232
39,700	40,346
(31,386)	(24,575)
(123)	(130)
33,864	35,680
27,707	29,193

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47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(i) Hunan Civigas (Continued)

47. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(i) 湖南中民 (續)

		Year ended 31.3.2017 RMB'000 截至 2017年 3月31日 止年度 人民幣千元	Year ended 31.3.2016 RMB'000 截至 2016年 3月31日 止年度 人民幣千元
Revenue	收入	96,501	100,051
Expenses	開支	(84,804)	(90,651)
Profit for the year	本年度溢利	11,697	9,400
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	6,433	5,170
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	5,264	4,230
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	11,697	9,400
Dividends paid to non-controlling interests	付予非控股權益之股息	6,750	4,500
Net cash inflow from operating activities	經營業務產生之現金流入淨額	15,540	6,574
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(9,984)	(9,155)
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(8,200)	(9,788)
Net cash outflow	現金流出淨額	(2,644)	(12,369)

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(ii) Xi'an Civigas

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	流動資產	66,484	70,806
Non-current assets	非流動資產	158,232	155,842
Current liabilities	流動負債	(70,657)	(66,699)
Equity attributable to owners of the Company	本公司擁有人應佔權益	78,570	81,573
Non-controlling interests	非控股權益	75,489	78,376

47. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(ii) 西安中民

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	66,484	70,806
Non-current assets	158,232	155,842
Current liabilities	(70,657)	(66,699)
Equity attributable to owners of the Company	78,570	81,573
Non-controlling interests	75,489	78,376

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(ii) Xi'an Civigas (Continued)

47. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(ii) 西安中民 (續)

		Year ended 31.3.2017 RMB'000 截至 2017年3月31日 止年度 人民幣千元	Year ended 31.3.2016 RMB'000 截至 2016年3月31日 止年度 人民幣千元
Revenue	收入	160,572	162,621
Expenses	開支	(147,464)	(147,347)
Profit for the year	本年度溢利	13,108	15,274
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	6,685	7,788
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	6,423	7,486
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	13,108	15,274
Dividends paid to non-controlling interests	付予非控股權益之股息	9,310	-
Net cash inflow from operating activities	經營業務產生之現金流入淨額	26,348	17,002
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(5,373)	(8,404)
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(19,000)	-
Net cash inflow	現金流入淨額	1,975	8,598

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47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iii) Xupu Civigas

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	流動資產	19,148	16,603
Non-current assets	非流動資產	17,862	17,264
Current liabilities	流動負債	(2,064)	(2,151)
Equity attributable to owners of the Company	本公司擁有人應佔權益	9,802	8,896
Non-controlling interests	非控股權益	25,144	22,820

47. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(iii) 激浦中民

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current assets	19,148	16,603
Non-current assets	17,862	17,264
Current liabilities	(2,064)	(2,151)
Equity attributable to owners of the Company	9,802	8,896
Non-controlling interests	25,144	22,820

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For The Year Ended 31 March 2017 截至2017年3月31日止年度

47. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iii) Xupu Civigas (Continued)

47. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(iii) 滌浦中民 (續)

		Year ended 31.3.2017 RMB'000 截至 2017年3月31日 止年度 人民幣千元	Year ended 31.3.2016 RMB'000 截至 2016年3月31日 止年度 人民幣千元
Revenue	收入	41,890	38,821
Expenses	開支	(30,659)	(28,985)
Profit for the year	本年度溢利	11,231	9,836
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收入總額	3,150	2,759
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔溢利及全面收入總額	8,081	7,077
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	11,231	9,836
Dividends paid to non-controlling interests	付予非控股權益之股息	5,757	-
Net cash inflow from operating activities	經營業務產生之現金流入淨額	11,893	11,801
Net cash outflow from investing activities	投資活動產生之現金流出淨額	(1,221)	(1,697)
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(8,000)	-
Net cash inflow	現金流入淨額	2,672	10,104

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Corporate Information

公司資料

Board of Directors	Dr. Mo Shikang Mr. Zhang Hesheng Mr. Chu Kin Wang Peleus Mr. Fan Fangyi Ms. Mo Yunbi Dr. Liu Junmin* Prof. Zhao Yanyun* Mr. Sin Ka Man* (* Independent Non-executive Directors)	<i>(Chairman)</i> <i>(Deputy Chairman)</i> <i>(Deputy Chairman)</i> <i>(Managing Director)</i>	董事會	莫世康博士 (主席) 張和生先生 (副主席) 朱健宏先生 (副主席) 范方義先生 (董事總經理) 莫雲碧小姐 劉駿民博士* 趙彥雲教授* 冼家敏先生* (*獨立非執行董事)
Audit Committee	Mr. Sin Ka Man Dr. Liu Junmin Prof. Zhao Yanyun	<i>(Chairman)</i>	審核委員會	冼家敏先生 (主席) 劉駿民博士 趙彥雲教授
Nomination Committee	Dr. Mo Shikang Dr. Liu Junmin Prof. Zhao Yanyun Mr. Sin Ka Man	<i>(Chairman)</i>	提名委員會	莫世康博士 (主席) 劉駿民博士 趙彥雲教授 冼家敏先生
Remuneration Committee	Mr. Sin Ka Man Dr. Mo Shikang Mr. Zhang Hesheng Dr. Liu Junmin Prof. Zhao Yanyun	<i>(Chairman)</i>	薪酬委員會	冼家敏先生 (主席) 莫世康博士 張和生先生 劉駿民博士 趙彥雲教授
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 China Minsheng Bank Mianzhu SPD Rural Bank Agricultural Bank of China		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 中國民生銀行 綿竹浦發村鎮銀行 中國農業銀行
Auditor	Deloitte Touche Tohmatsu		核數師	德勤•關黃陳方會計師行
Principal Share Registrar and Transfer Office	MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke, HM08, Bermuda		股份過戶登記總處	MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke, HM08, Bermuda

Corporate Information 公司資料

Hong Kong Branch Share Registrar and Transfer Office	Tricor Tengis Limited Level 22 Hopewell Centre 183 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183號 合和中心 22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, 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
Principal Place of Business in Hong Kong	Unit 1101, 11th Floor Tung Ning Building 2 Hillier Street Central, Hong Kong	香港主要營業地點	香港中環 禧利街2號 東寧大廈 11樓1101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

Five-Year Financial Summary

五年財務概要

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元 (restated) (經重列)	2015 RMB'000 人民幣千元	2014 RMB'000 人民幣千元	2013 RMB'000 人民幣千元 (restated) (經重列)
RESULTS	業績					
Revenue	收入	969,524	951,504	968,325	832,595	769,456
Profit (loss) before tax	除稅前溢利(虧損)	207,352	(93,794)	251,238	68,244	(464,215)
Income tax (expense) credit	所得稅(開支)抵免	(32,284)	(30,209)	(27,418)	(10,301)	138,680
Profit (loss) for the year from discontinued operation	已終止經營業務本年度溢利(虧損)	53,433	(3,928)	–	–	–
Profit (loss) for the year	本年度溢利(虧損)	228,501	(127,931)	223,820	57,943	(325,535)
Profit (loss) for the year attributable to:	下列應佔之本年度溢利(虧損):					
Owners of the Company	本公司擁有人	205,895	(147,281)	204,050	47,298	(335,415)
Non-controlling interests	非控股權益	22,606	19,350	19,770	10,645	9,880
		228,501	(127,931)	223,820	57,943	(325,535)
Assets and liabilities	資產及負債					
Total assets	資產總額	2,357,158	2,065,786	2,190,086	1,554,379	1,365,849
Total liabilities	負債總額	(531,045)	(461,376)	(457,326)	(271,589)	(224,217)
Net assets	資產淨值	1,826,113	1,604,410	1,732,760	1,282,790	1,141,632
Equity attributable to owners of the Company	本公司擁有人應佔權益	1,657,176	1,439,422	1,586,714	1,168,605	1,082,446
Non-controlling interests	非控股權益	168,937	164,988	146,046	114,185	59,186
Total equity	總權益	1,826,113	1,604,410	1,732,760	1,282,790	1,141,632

Comparative figures for 2013 were restated upon application of HKFRS 11. Details were set out in note 2 to the consolidated financial statements for the year ended 31 March 2014.

2013年比較數字已於應用香港財務報表準則11號經重列。詳情載於截至2014年3月31日止年度之綜合財務報表附註2。

Structure 架構

Principal Activities 主要業務

LPG 液化氣

- Bulk
批發
- Retail
零售

Piped Gas Fuel 管道燃氣

- Operation of City Gas Pipeline Network
經營城市燃氣管道網絡
- Provision of Piped Gas
提供管道燃氣
- Construction of Gas Pipelines
興建燃氣管道

Barreled Drinking Water 桶裝飲用水

- Production
生產
- Sale
銷售



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