



# 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)

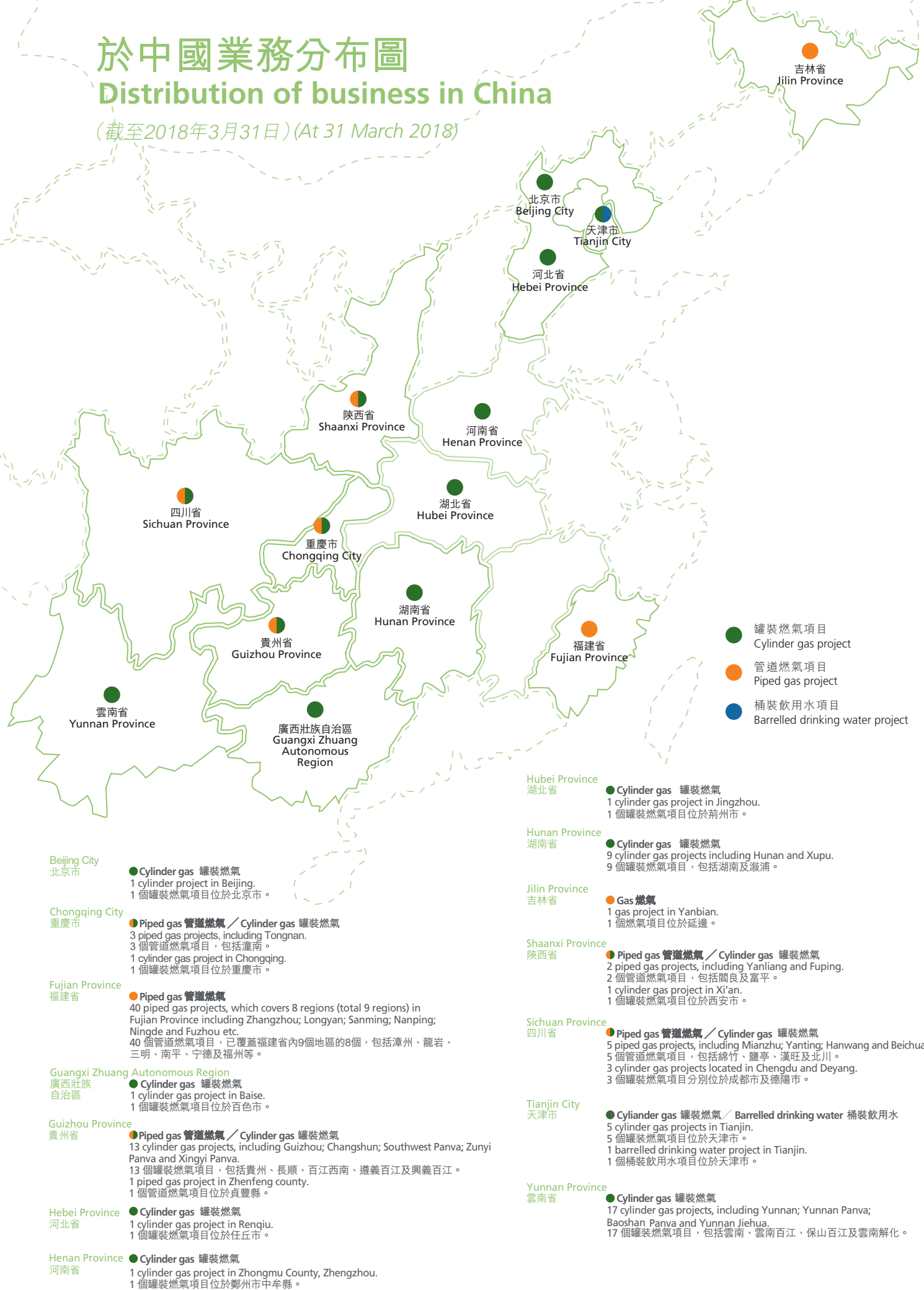
## 2017-18 ANNUAL REPORT 年 報



# 於中國業務分布圖

## Distribution of business in China

(截至2018年3月31日) (At 31 March 2018)



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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**” or “**we**”), I am pleased to present the Group’s annual report for the year ended 31 March 2018 (the “**Year**”) to the shareholders of the Company (the “**Shareholder(s)**”).

## SUMMARY OF THE BUSINESS OF THE GROUP

After a long period of practice and exploration, the Group has identified the development direction of its interim and short-term business. The business of the Group will be defined as the operation and management of the sales, distribution and supply chain, which take end-users as our services target, and adopt the whole supply chain procedure, which includes procurement, logistics (transportation, warehousing, distribution) and end-selling (B2B&B2C), into the business area of the Group’s enterprise operational management.

Currently, the Group’s business is divided into four major types of operational management systems: (1) provision of piped gas; (2) sales and distribution of cylinder gas; (3) production and sales of barrelled drinking water and (4) food ingredients and fast moving consumer goods (“**FMCG**”) supply chain business.

### Provision of piped gas

Provision of piped gas is an urban pipeline distribution business and operated under the brand name of “Civigas” (CVG), It is a business system using urban gas pipeline network to complete the procurement, logistics, and end-selling of flammable gases fuel namely natural gas (NG), liquefied petroleum gas (LPG) and dimethyl ether (DME) (collectively referred to as “**piped gas**”), etc.

### Sales and distribution of cylinder gas

Sales and distribution of cylinder gas also operated under the brand name of “Civigas” (CVG), but the business system is using tank containers (pressure or cryogenic) as carriers storing flammable gases fuel including liquefied natural gas (LNG), LPG and DME etc. (collectively referred to as “**cylinder gas**”) separately to finish the procurement, logistics, and end-selling of cylinder gas.

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」或「我們」），欣然向本公司股東（「股東」）提呈本集團截至2018年3月31日止年度（「本年度」）之報告。

## 本集團的業態概述

經過長期實踐和摸索，本集團明確中短期業務的發展方向。本集團所從事的業態將定義為零售、分銷和供應鏈的經營與管理（即以終端使用者為服務對象，將採購、物流（運輸、倉儲、配送）到終端銷售（B2B&B2C）的全供應鏈流程納入本集團企業經營管理的業務範疇內）。

目前，本集團的業務分為四大類型經營管理體系：(1) 供應管道燃氣；(2) 供應及分銷罐裝燃氣；(3) 生產及銷售桶裝飲用水及(4) 食材及快速消費品（「快消品」）供應鏈業務。

### 供應管道燃氣

供應管道燃氣即城市管道輸配業務，以「中民燃氣」的品牌經營，以城市燃氣管道網路完成天然氣、液化石油氣和二甲醚等可燃氣體（統稱「**管道燃氣**」）的採購、物流和終端銷售的業務系統。

### 供應及分銷罐裝燃氣

同樣以「中民燃氣」的品牌經營供應，但以儲罐（壓力罐或低溫罐）分裝液化天然氣、液化石油氣和二甲醚等可燃氣體（統稱「**罐裝燃氣**」）的分銷業務系統，以儲罐容器為載體，完成罐裝燃氣的採購、物流及終端銷售的業務系統。

## SUMMARY OF THE BUSINESS OF THE GROUP (Continued)

### Production and sales of barrelled drinking water

The production base of barrelled drinking water is in Tianjin, though the use of our distribution network of cylinder gas to complete the logistics, and end-selling of barrelled drinking water to end-users.

### Food ingredients and FMCG supply chain

The food ingredients and FMCG supply chain business will be the other business area the Group intended to focus and actively developed. The supply chain system of food ingredients will be operated under the brand name of "Civi Kitchen" and "Yelang Kitchen" while FMCG will be operated under the brand name "Civi Home". As the new business growth point of the Group, we will summarise and develop a business model that is suitable for the Group's development, work steadily to expand the Group's business scope in the supply chain of food ingredients and FMCG and create new profit growth point for the Group; increase the enterprise value of the Group to reward all Shareholders.

## ECONOMIC CONDITIONS AND ANNUAL RESULTS

In 2017, the domestic GDP reached approximately RMB80,000 billion, representing an increase of 6.9%. China upholds her philosophy on new development, and persistently focusing on improving the quality of development and efficiency, as well as making the supply-side structural reform as her main theme. By organising and motivating various projects, China's economy develops in a stable yet thriving condition, which results better than expectation, maintaining both economy and society grow in a stable and healthy way.

Benefiting from the advancement of the macro-economy and the determination of the state to settle the environmental pollution, the apparent consumption of China natural gas grew rapidly in 2017, representing an increase of 15.3%, whom growth rate is higher than the previous two years. Through the strong business expansion and the capability of management and support, the Company, its subsidiaries, joint ventures and associates have grasped the opportunity brought by the external favorable condition, and actively develop more customers in order to boost the sales volume. During the Year, the sales volume of piped gas and cylinder gas reached 780.88 million m<sup>3</sup> and 470,402 tons respectively, representing a significant increase of 31.81% and 33.08% respectively. The monumental increase in sales volume drove the revenue of the Year increased 23.81% to RMB 1.2 billion. The profit for the Year from continuing operations also increased 31.33% year-on-year to RMB 0.23 billion.

## 本集團的業態概述 (續)

### 生產及銷售桶裝飲用水

以天津為產生基地生產桶裝飲用水，透過本集團的罐裝燃氣分銷網絡完成桶裝飲用水的物流及終端銷售的業務系統。

### 食材及快消品供應鏈

食材及快消品供應鏈業務是本集團擬著力發展的另一個業務領域。食材的供應鏈體系將以「中民廚坊」和「夜郎廚坊」的品牌經營；快消品的供應鏈體系則以「中民若家」的品牌經營。作為本集團新的業務增長點，我們將總結和發展出適應本集團發展的業務模式，穩紮穩打，穩步擴展本集團在食材及快消品供應鏈行業業務範圍，為本集團創造出新的利潤增長點，提高本集團企業價值，回報全體股東。

## 經濟環境及全年業績

2017年，國內生產總值達到約人民幣80萬億元，增長6.9%。我國堅持新發展的理念，堅持以提高發展品質和效益為中心，以供給側結構性改革為主線，統籌推進各項工作，經濟運行穩中有進、好於預期、經濟社會保持平穩健康發展。

受惠於宏觀經濟改善及政府推動環境污染治理的決心，中國天然氣表觀消費量於2017年錄得15.3%的快速增長，增速高於過去兩年。憑藉強大的業務拓展和管理支援能力，本公司、其附屬公司、合營企業及聯營公司抓緊利好的外部環境帶來的契機，積極開發更多客戶提升銷售量。本年度管道燃氣和罐裝燃氣的銷售量分別為78,088萬立方米（「立方米」）及470,402噸，按年大幅增長31.81%和33.08%。強勁的銷售量增長帶動本年度的收入上升23.81%至人民幣12.0億元，本年度持續經營業務的溢利亦按年增長31.33%至人民幣2.3億元。

# Chairman's Statement

## 主席報告

### NEW INVESTMENTS

The Group has added 6 cylinder gas projects during the Year and are mainly located at Guizhou, Henan, and Hebei Provinces among which the project in Hebei marked a new journey for the Group to develop the market in Hebei. Through the expansion and development of new projects, we expand our business scope and business volume.

### FINANCIAL POSITION

As at 31 March 2018, by ensuring the stability of the financial position, the Group carefully utilises fund for reasonable investment and seizes the opportunity of business development. During the Year, the capital structure of the Group was being improved through the allotment and issuance of subscription shares to a substantial shareholder to set off the consideration payable. 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, decreased significantly to 5.98% (2017: 13.57%).

The Board believes that the recent transaction price of the Company's shares ("Share(s)") reflects the undervaluation of the Shares and does not reflect the true value of the Group. After considering the current working capital status of the Group, during April to May 2018, the Group used a total of approximately HKD13 million in repurchase of Shares on the open market and cancelled the repurchased Shares subsequently. The Share repurchase can increase the value of the Shares and thus bring benefits to the Shareholders.

### 新項目投入

本年度本集團投入6個罐裝燃氣新項目，主要分布在貴州、河南和河北省等地，其中河北項目開啟了本集團開拓河北市場的新征程。通過新項目的拓展和開發，增加了本集團的業務範圍和業務量。

### 財務狀況

於2018年3月31日，本集團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。本年度透過向主要股東配發及發行認購股份以抵銷應付代價款項以完善資本架構，本集團的綜合負債與資本比率（即借貸總額與借貸和本公司擁有人應佔權益比率）大幅降低至5.98%（2017：13.57%）。

董事會認為近期本公司股份（「股份」）交易價反映股份價值被低估，未能反映本集團之真正價值。經考慮本集團目前之營運資金狀況，2018年4至5月期間，本集團動用共約港幣1,300萬元於公開市場進行股份回購並隨後註銷回購股份，股份回購可提升股份價值，從而為股東帶來利益。

## REVIEW AND PROSPECT OF THE INDUSTRY

### Fuel gas industry

In 2018, clean, low-carbon and high-efficiency have gradually established as new energy consumption indicators. NG; LNG; LPG and DME etc are clean energy, and its development and application have always been the national attention. In the face of worsening air quality deterioration, the National Development and Reform Commission 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 have reached 10%, the total mileage of pipeline will have reached 104,000 km, the overall guaranteed supply will have reached 360 billion m<sup>3</sup>, urban gasification rate will have reached 57%. During the period of 13th Five-Year Plan, the "Coal to Gas" project will increase gas consumption of 45 billion m<sup>3</sup>, substitute coal-fired boiler of 189,000 tons of steam. In 2017, the apparent consumption of LPG in China increased from the previous year. The annual cumulative apparent consumption amounted to 38.894 million tons, a year-on-year increase of 14.34%. The national policies and economic growth shall promote the sustainable development and growth of the urban gas industry.

Looking ahead, China will continue to carry out ecological civilisation construction and green low-carbon energy strategy, while the demand of fuel gas market will continue to grow, bringing possibilities for the fuel gas business of the Group to grow. The Group will continue to strengthen the development of residential household customer connection, deepen the potential of industrial and commercial customers, and further enhance the scale and management standard of the retail supply of fuel gas business, constantly consolidating the value of the Group, and release the true value of the Group through capital open market, and create a better return for the Shareholders.

## 行業回顧及展望

### 燃氣行業

2018年清潔、低碳和高效已經確立為新的能源消費指標。天然氣、液化石油氣和二甲醚等是清潔能源，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，國家發展和改革委員會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》、《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至10%，管道總里程將達至10.4萬公里，整體保證供應量將達到3,600億立方米，城鎮人口氣化率達至57%；十三五期間「煤改氣」工程將增加用氣量450億立方米，替代燃煤鍋爐18.9萬蒸噸。2017年中國液化石油氣表觀消費量較上一年有所增加，全年累計表觀消費量為3,849.9萬噸，同比增加14.34%。國家各項環保政策和經濟增長都將推動城市燃氣行業持續發展和增長。

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，燃氣市場的需求還將持續增長，為本集團燃氣業務的增長提供可能。本集團將繼續加強住宅居民用戶接駁開發，深挖工商業客戶的用氣潛能，進一步提升燃氣零售供應業務規模和管理水準，不斷提升鞏固企業價值，透過資本公開市場釋放本集團的真正價值，為股東創造更好的回報。

# Chairman's Statement 主席報告

## REVIEW AND PROSPECT OF THE INDUSTRY (Continued)

### Food ingredients and FMCG industry

The market demand for food ingredients and FMCG supply chain business stems from the steady progress of urbanisation in China. With the growth of the urbanisation rate, the scale of market expands accordingly; the disposable income level of people increased, the consumption level in turn rises. The Group will make full use of national policies, seize market opportunities and expand the Group's influence in food ingredients and FMCG industry. Steadily expanding the business scale, continuous attempts to integrate new business with existing businesses, strive to achieve economies of scale, further optimise the Group's income structure, increase corporate value, and create new benefit growth point for all Shareholders.

## 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, 29 June 2018

## 行業回顧及展望 (續)

### 食材及快消品行業

食材及快消品供應鏈業務的市場需求源自於中國穩步推進的城市化進程。其市場規模隨著城市化率的提高而擴大，消費水準隨著人們可支配收入水準增長而增長。本集團將充分利用國家政策，緊抓市場機遇，擴展本集團在食材及快消品行業的影響力，穩健地擴大業務規模，不斷嘗試將新業務與已有業務的結合，爭取實現規模經濟效益，進一步優化本集團的收入結構，提高企業價值，為全體股東創造新的利益增長點。

## 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我們的支持致以衷心感謝。

**莫世康博士**  
*主席*

北京，2018年6月29日



# Management Discussion and Analysis

## 管理層討論及分析

For the year ended 31 March 2018 (the “Year”), 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 achieving the business goals for the Year.

截至2018年3月31日止年度(「本年度」)，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 in 變動	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	amount RMB'000 人民幣千元	% 百分比
Revenue from continuing operations:	持續經營業務收入：				
Provision of piped gas	供應管道燃氣	571,693	536,555	35,138	6.55
Sales and distribution of cylinder gas	供應及分銷罐裝燃氣	628,232	424,081	204,151	48.14
Production and sales of barrelled drinking water	生產及銷售桶裝飲用水	434	8,888	(8,454)	(95.12)
<b>Total</b>	<b>合計</b>	<b>1,200,359</b>	<b>969,524</b>	<b>230,835</b>	<b>23.81</b>
Segment results of continuing operations:	持續經營業務分部業績：				
Provision of piped gas	供應管道燃氣	82,357	53,452	28,905	54.08
Sales and distribution of cylinder gas	供應及分銷罐裝燃氣	22,869	39,714	(16,845)	(42.42)
Production and sales of barrelled drinking water	生產及銷售桶裝飲用水	(218)	6,274	(6,492)	(103.47)
<b>Total</b>	<b>合計</b>	<b>105,008</b>	<b>99,440</b>	<b>5,568</b>	<b>5.60</b>
Share of results of associates	應佔聯營公司業績	34,148	19,259	14,889	77.31
Share of results of joint ventures	應佔合資企業業績	148,343	129,773	18,570	14.31
Finance costs	財務成本	(12,648)	(14,779)	2,131	(14.42)
Others	其他	(18,234)	(26,341)	8,107	(30.78)
Income tax expense	所得稅支出	(26,706)	(32,284)	5,578	(17.28)
Profit for the year from continuing operations	持續經營業務本年度溢利	229,911	175,068	54,843	31.33
Discontinued operation:	已終止經營業務：				
Profit for the year from discontinued operation	已終止經營業務本年度溢利	-	53,433	(53,433)	(100.00)
<b>Profit for the year</b>	<b>本年度溢利</b>	<b>229,911</b>	<b>228,501</b>	<b>1,410</b>	<b>0.62</b>
<b>Profit attributable to owners of the Company</b>	<b>本公司擁有人應佔溢利</b>	<b>201,456</b>	<b>205,895</b>	<b>(4,439)</b>	<b>(2.16)</b>
<b>Earnings per share</b>	<b>每股盈利</b>				
From continuing operations	來自持續經營業務				
Basic (cents)	基本(人民幣分)	2.82 cents 分	2.20 cents 分	0.62 cents 分	28.18
Diluted (cents)	攤薄(人民幣分)	2.78 cents 分	2.20 cents 分	0.58 cents 分	26.36

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS (Continued)

#### 財務摘要 (續)

Analysis of results	業績之分析	For the year ended 31 March 截至3月31日止年度		Changes in 變動	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	amount RMB'000 人民幣千元	% 百分比
Profit for the year from continuing operations	持續經營業務本年度溢利	229,911	175,068	54,843	31.33
Adjustments for:	就下列項目作出調整：				
Finance costs	財務成本	12,648	14,779	(2,131)	(14.42)
Depreciation and amortisation	折舊及攤銷	38,940	36,615	2,325	6.35
Income tax expense	所得稅支出	26,706	32,284	(5,578)	(17.28)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	4,868	11,620	(6,752)	(58.11)
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認之減值虧損	2,177	–	2,177	n/a 不適用
Share-based payments	以股份結算為基礎的付款	13,223	12,212	1,011	8.28
Adjusted EBITDA* from continuing operations	持續經營業務之經調整稅息折舊及攤銷前利潤*	328,473	282,578	45,895	16.24
Breakdown as follows:	細分如下：				
The Group	本集團	145,982	133,546	12,436	9.31
Share of results of associates	應佔聯營公司業績	34,148	19,259	14,889	77.31
Share of results of joint ventures	應佔合資企業業績	148,343	129,773	18,570	14.31
		328,473	282,578	45,895	16.24

\* Adjusted EBITDA represents profit before income tax, finance costs, depreciation and amortisation and impairment, excluding share-based payments.

\* 經調整稅息折舊及攤銷前利潤是指除所得稅、財務成本、折舊及攤銷和減值前的利潤，且不包括以股份為基礎的開支。

### FINANCIAL HIGHLIGHTS (Continued)

#### 財務摘要 (續)

##### Revenue:

- Piped gas* : The turnover in 2018 increased 6.55% from approximately RMB537 million in 2017 to approximately RMB572 million; the increase is mainly attributable to the rise in sales volume and average gas price.
- Cylinder gas* : As cylinder gas is being used stably and persistently in industrial and commercial (“C/I”) market, the cylinder gas revenue increased continuously, among which the Beijing-Tianjin-Hebei markets becomes the main driving force of the Group’s cylinder gas business.
- Barrelled drinking water* : During the Year, affected by the increase in the labour cost and the Group allocated relevant staff to actively expand the cylinder gas business in Beijing-Tianjin-Hebei regions, the sales volume of barrelled drinking water slowdown compared to the last year.

##### 收入:

- 管道燃氣* : 2018年度的營業額由2017年度約人民幣5.37億元上升6.55%至約人民幣5.72億元，主要原因是售氣量上升及平均售氣價有所提升。
- 罐裝燃氣* : 隨著罐裝燃氣在工商業（「工商業」）市場的長期穩定使用，本集團罐裝燃氣業務收入持續攀升，其中京津冀市場更成為本集團罐裝燃氣業務收入的動力。
- 桶裝飲用水* : 受勞工成本增加影響及本集團調配相關人員積極拓展其於京津冀地區的罐裝燃氣業務，桶裝飲用水銷售量較上年有所放緩。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS (Continued)

#### 財務摘要 (續)

##### Segment results:

*Piped gas* : Under the dual impetus of China's macroeconomic growth stabilisation this year and the strict environmental protection policy, the overall demand for natural gas has shown a relatively substantial increase compared with the previous two years. Benefited from the increase in the number of new connected residential household and C/I customers during the Year and the increase in gas sales volume, the segment performance of piped gas increased by approximately 54.08% from the same period of last year.

*Cylinder gas* : The decrease in segment results is mainly attributable to the impairment loss recognised in respect of other receivables; goodwill and available-for-sale investments as well as the increase in initial set-up cost and operational expenditure of new project companies.

*Barrelled drinking water* : Loss is mainly attributable to the decrease of revenue and sales volume and sunk costs.

##### 分部業績：

*管道燃氣* : 在今年中國宏觀經濟增長企穩回升以及嚴格的環保政策的雙重推動下，天然氣整體需求量與前兩年相比，呈現出較大幅度的增長，受惠於本年度新增接駁住宅居民及工商業用戶數目增加及售氣量上升，管道燃氣業務分部業績較去年同期增長約54.08%。

*罐裝燃氣* : 分部業績下跌主要是對其他應收款項；商譽以及可供出售投資確認減值虧損以及新項目公司的籌建及經營費用支出增加所致。

*桶裝飲用水* : 虧損主要是收入及銷量下降以及沉沒成本。

# Management Discussion and Analysis

## 管理層討論及分析

### OPERATIONAL HIGHLIGHTS

### 營運摘要

Items	項目	For the year ended 31 March 截至3月31日止年度					
		2018			2017		
		Controlling 控股	Non- controlling 非控股	Total 合計	Controlling 控股	Non- controlling 非控股	Total 合計
<b>No. of projects (unit)</b>	<b>項目數量 (個)</b>						
Piped gas	管道燃氣	12	40	52	12	40	52
Cylinder gas	罐裝燃氣	25	29	54	26	26	52
Barrelled drinking water	桶裝飲用水	1	-	1	1	-	1
Total no. of projects	項目總數	38	69	107	39	66	105
<b>New connected customers for piped gas in the reporting period</b>	<b>報告期內管道燃氣新增接駁用戶數</b>						
Residential household customers (unit)	住宅居民用戶 (戶)	38,080	166,774	204,854	35,830	146,944	182,774
C/I customers (unit)	工商業用戶 (戶)	1,087	3,209	4,296	881	2,748	3,629
Total connected customers (unit)	已接駁用戶總數 (戶)	39,167	169,983	209,150	36,711	149,692	186,403
<b>Accumulated connected customers for piped gas</b>	<b>管道燃氣累計已接駁用戶數</b>						
Residential household customers (unit)	住宅居民用戶 (戶)	368,407	1,173,469	1,541,876	330,327	1,006,695	1,337,022
C/I customers (unit)	工商業用戶 (戶)	7,014	10,213	17,227	5,927	7,004	12,931
Total accumulated connected customers (unit)	累計已接駁用戶總數 (戶)	375,421	1,183,682	1,559,103	336,254	1,013,699	1,349,953
<b>Sales volume of piped gas (10,000 m<sup>3</sup>)</b>	<b>管道燃氣銷售量 (萬立方米)</b>						
Residential household customers	住宅居民用戶	8,262	4,782	13,044	7,084	3,684	10,768
C/I customers	工商業用戶	16,546	48,498	65,044	14,922	33,553	48,475
Total sales volume of piped gas	管道燃氣總銷售量	24,808	53,280	78,088	22,006	37,237	59,243
<b>Sales volume of cylinder gas (tons)</b>	<b>罐裝燃氣銷售量 (噸)</b>	118,755	351,647	470,402	82,969	270,517	353,486
<b>Sales of barrelled drinking water (bottle)</b>	<b>桶裝飲用水銷售量 (桶)</b>	175,388	-	175,388	1,905,435	-	1,905,435

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 2018, revenue from continuing operations of the Group amounted to approximately RMB 1,200.36 million, representing a year-on-year increase of 23.81%, while profit for the Year from continuing operations was approximately RMB229.91 million (2017: RMB175.07 million), representing a year-on-year increase of 31.33%. Basic and diluted earnings per share from continuing operations were RMB2.82 cents and RMB2.78 cents respectively (2017: basic and diluted earnings per share were RMB2.20 cents). The overall gross profit margin of the Group was 24.84% (2017: 28.02%), representing a decrease of 3.18% as compared with last year. The decrease in gross profit margin was mainly due to the increase in sales proportion of cylinder gas (with lower margin) as a recurring income and the increase in its average purchase price. The decrease in net profit margin from 23.57% in 2017 to 19.15% in 2018 was mainly due to the decrease in gross profit margin and the profit from discontinued operation recognised in last year.

#### Provision of piped gas business

Provision of piped gas is our main business and our main source of income. During the Year, revenue of approximately RMB571,693,000 was recorded from our provision of piped gas business, representing a year-on-year increase of RMB35,138,000 or 6.55% over last year, which accounted for 47.63% (2017: 55.34%) of our total revenue from continuing operations. The overall gross profit margin of provision of piped gas business for the Year was 27.52% (2017: 26.34%).

The piped gas business mainly relies on the gas pipeline which were built by the Group to transport flammable gas fuels to end-users. Profit comes from two main aspects: connection of gas pipeline and sales of piped gas. Currently, the piped gas the Group distributing is mainly natural gas.

### 業務回顧

截至2018年3月31日止年度，本集團持續經營業務總收入約人民幣1,200.36百萬元，與上年同比增加23.81%，而持續經營業務之本年度溢利約人民幣229.91百萬元（2017：人民幣175.07百萬元），與上年同比增加31.33%。來自持續經營業務之每股基本及攤薄盈利分別為人民幣2.82分和人民幣2.78分（2017：每股基本及攤薄盈利為人民幣2.20分）。本集團的整體毛利率為24.84%（2017：28.02%），較去年下降3.18百分點。毛利率下跌主要由於作為經常性收入的罐裝燃氣（毛利率較低）銷售佔位比增加，以及其平均採購成本增加所致。純利率由2017年度的23.57%下跌至2018年度的19.15%乃主要由於毛利率減少及上年度確認來自自己終止經營業務之溢利所致。

#### 供應管道燃氣業務

供應管道燃氣作為我們的主要業務，為我們的主要收入來源。本年度，我們的管道燃氣業務實現收入約人民幣571,693,000元，較去年同期增加人民幣35,138,000元或6.55%，佔我們持續經營業務總收入約47.63%（2017：55.34%）。供應管道燃氣業務本年度的整體毛利率為27.52%（2017：26.34%）。

管道燃氣業務主要通過本集團建設的燃氣管道來實現可燃氣體的輸送。盈利主要來源於兩部分，管道燃氣接駁和管道燃氣銷售。目前本集團供應的管道燃氣主要為天然氣。

## BUSINESS REVIEW (Continued)

### Provision of piped gas business (Continued)

#### *Piped Gas Connection*

During the Year, revenue from piped gas connection construction contracts was approximately RMB122,095,000, representing a decrease of RMB16,546,000 or 11.93% over the corresponding period last year. Gross profit margin from piped gas connection was approximately 55.74% (2017: 52.98%). Revenue from piped gas connection construction contracts represented approximately 21.36% (2017: 25.84%) of the total revenue of the provision of piped gas business. During the Year, there was an addition of 38,080 units of residential household customers and 1,087 units of C/I customers from subsidiary companies. As at the end of the reporting period, the accumulated number of connected residential household customers from subsidiary companies was 368,407 units; and the accumulated number of connected C/I customers from subsidiary companies was 7,014 units, representing a growth of 11.53% and 18.34% respectively over the corresponding period last year. The overall connection rate of the Group's piped gas projects continues to rise, but there is still a gap compared with the average gas connection rate of mature markets in China of 70-80%. It is expected that the number of newly connected residential household customers will increase steadily, bringing the Group a steady increase in gas connection income. A comparison of the accumulated connected customers of the Group among the years of 2016 to 2018 is shown in Graph 1.

## 業務回顧 (續)

### 供應管道燃氣業務 (續)

#### 管道燃氣接駁

本年度，管道燃氣接駁建築合約收入約人民幣122,095,000元，較去年減少的人民幣16,546,000元或11.93%，管道燃氣接駁的毛利率為55.74%（2017：52.98%）。管道燃氣接駁建築合約收入佔供應管道燃氣業務總收入約21.36%（2017：25.84%）。本年度自附屬公司新增接駁住宅居民用戶38,080戶及工商業用戶1,087戶。至本報告期末，附屬公司的累計已接駁住宅居民用戶數量為368,407戶；累計已接駁工商業用戶數量為7,014戶，分別較去年增長11.53%和18.34%。本集團管道燃氣項目的整體接駁率持續上升，但與中國成熟市場平均接駁率達70-80%的水平比較還存在差距，預計未來新增接駁住宅居民用戶將穩步增長，為本集團帶來穩定的燃氣接駁費收入。比較2016-2018年度本集團累計已接駁使用者數可參考圖表一。

# Management Discussion and Analysis

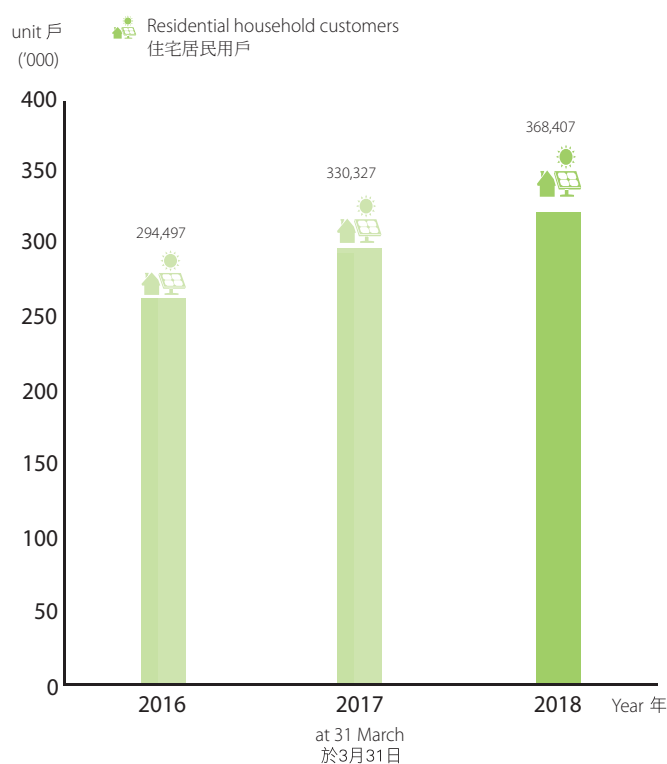
## 管理層討論及分析

### BUSINESS REVIEW (Continued)

Provision of piped gas business (Continued)

Piped Gas Connection (Continued)

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

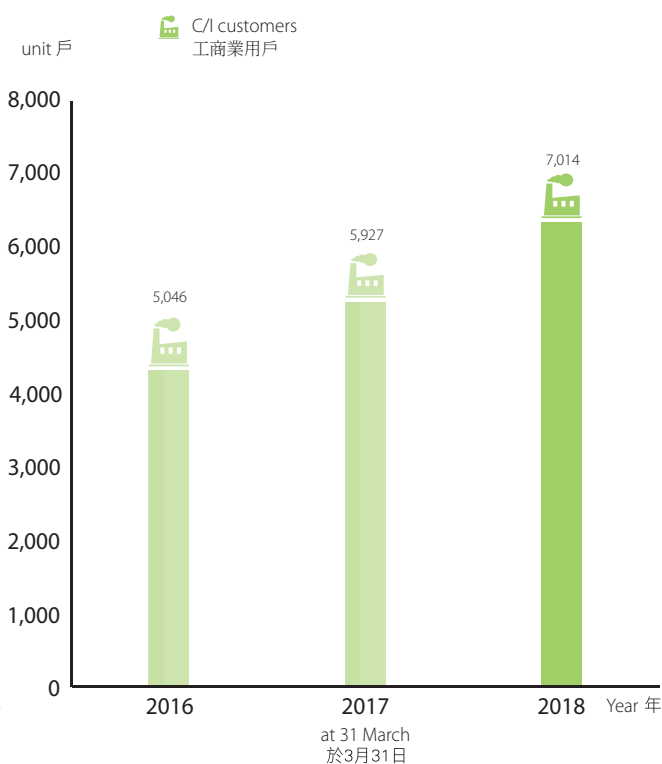


### 業務回顧 (續)

供應管道燃氣業務 (續)

管道燃氣接駁 (續)

圖表一：比較近三年累計已接駁用戶數





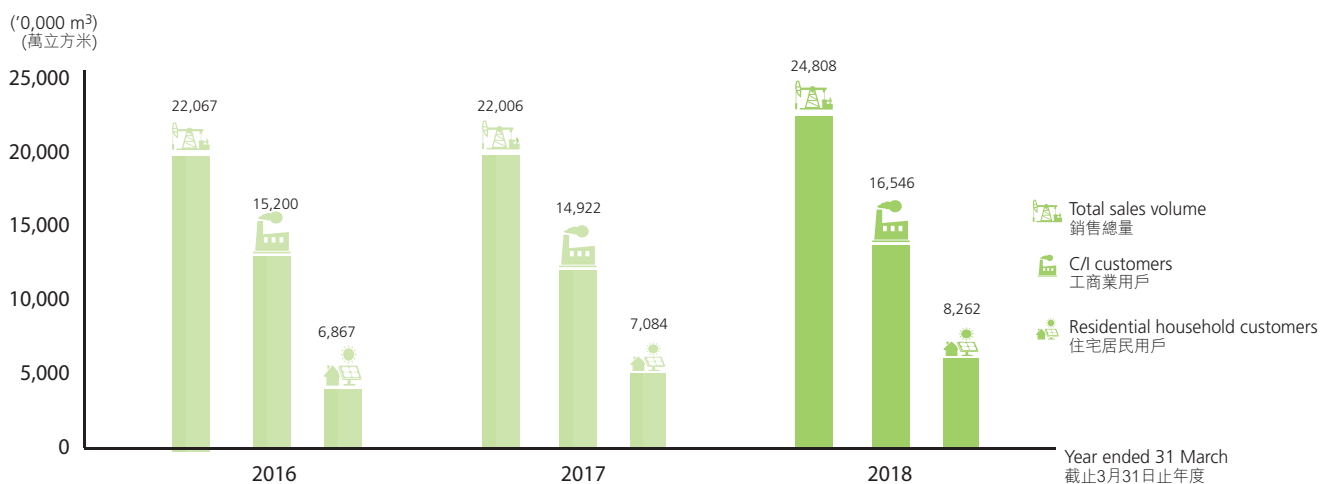
### BUSINESS REVIEW (Continued)

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

##### Piped Gas Sales

During the Year, revenue from piped gas sales was approximately RMB449,598,000, representing an increase of RMB51,684,000 or 12.99% over the corresponding period last year, while the gross profit margin of piped gas sales is 19.86% (2017: 17.06%). Revenue from piped gas sales accounted for approximately 78.64% (2017: 74.16%) of the total revenue from the provision of piped gas business. Our total piped gas sales from subsidiary companies achieved approximately 248.08 million cubic metre ("m<sup>3</sup>"), representing a year-on-year increase of 12.73%. Among the total sales, 82.62 million m<sup>3</sup> were sold to residential household customers, which represented a year-on-year increase of 16.63%; 165.46 million m<sup>3</sup> were sold to C/I customers, which represented a year-on-year increase of 10.88%. The gas sales volume of residential household customers increased steadily is mainly due to the newly-connected residential household customers gradually use natural gas. Meanwhile, in the C/I aspect, the demand from the "Coal to Gas" C/I customers continuous to grow, which become the main driving force of the growth of piped gas sales volume. A comparison of the sales volume of piped gas of the Group among the years of 2016 to 2018 is shown in Graph 2.

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



### 業務回顧 (續)

#### 供應管道燃氣業務 (續)

##### 管道燃氣銷售

本年度，管道燃氣銷售收入約人民幣449,598,000元，較去年增加人民幣51,684,000元或12.99%，管道燃氣銷售的毛利率為19.86%（2017：17.06%）。管道燃氣銷售收入佔供應管道燃氣業務總收入約78.64%（2017：74.16%）。本年度附屬公司的管道燃氣銷售量為24,808萬立方米（「立方米」），較去年同期增加12.73%。其中，向住宅居民用戶銷售管道燃氣8,262萬立方米，較去年同期增加16.63%；向工商業用戶銷售管道燃氣16,546萬立方米，較去年同期增加10.88%。住宅居民用戶售氣量保持增長是由於新接駁的住宅居民用戶逐步用上天然氣。同時，就工商業方面，「煤改氣」工商業用戶對天然氣需求將持續向好，成為支持管道燃氣銷售量增長的重要推動力之一。比較2016-2018年度本集團管道燃氣銷售量可參考圖表二。

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

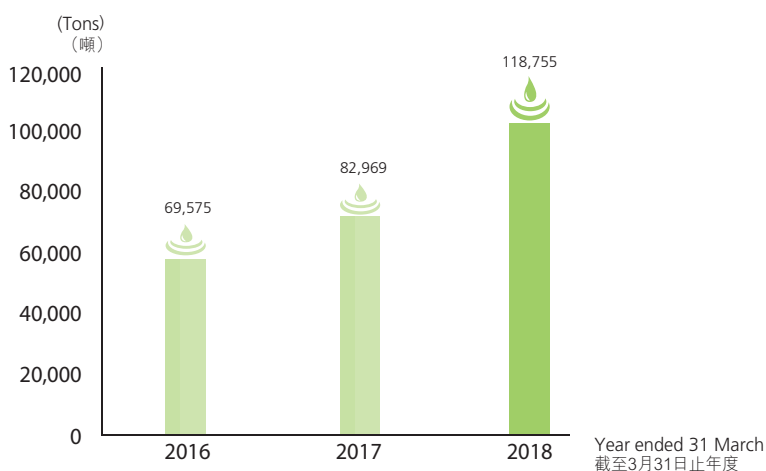
### BUSINESS REVIEW (Continued)

#### Sales and distribution of cylinder gas (formerly named as "Transportation, distribution and retail of LPG") business

The sales and distribution of cylinder gas is another major business of the Group. The sales and distribution of cylinder gas is mainly through transport vehicles and tank containers (pressure and cryogenic). Currently, the cylinder gas distributed by the Group includes liquefied petroleum gas (LPG), liquefied natural gas (LNG) and dimethyl ether (DME).

During the Year, sales and distribution of cylinder gas from subsidiary companies was 118,755 tons in total, representing an increase of 43.13% over the corresponding period last year. Revenue from cylinder gas accounted for approximately 52.34% (2017: 43.74%) of our total revenue from continuing operations. The gross profit margin of cylinder gas business was 22.46% (2017: 28.74%). The increase in sales volume and revenue are mainly due to the stable usage of C/I market, as well as the significant growth in Beijing-Tianjin-Hebei regions. The decrease in gross profit margin is mainly due to the increase in its average purchase costs. A comparison of the sales volume of cylinder gas of the Group among the years of 2016 to 2018 is shown in Graph 3.

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



### 業務回顧 (續)

#### 供應及分銷罐裝燃氣 (前稱「運輸、分銷及零售液化氣」) 業務

供應及分銷罐裝燃氣為本集團的另一項主要業務，罐裝燃氣的供應及分銷主要通過運輸車輛和儲罐（壓力罐和低溫罐）作為罐裝燃氣的配送。目前本集團銷售的罐裝燃氣包括液化石油氣、液化天然氣和二甲醚。

本年度，附屬公司共銷售罐裝燃氣118,755噸，較去年同期增加43.13%。罐裝燃氣收入佔我們的持續經營業務總收入約52.34%（2017：43.74%）。罐裝燃氣業務的毛利率為22.46%（2017：28.74%）。銷售量及收入上升是由於工商業市場的普遍使用，以及在京津冀地區的罐裝燃氣業務有較大的增長。毛利率下降主要是平均採購成本增加所致。比較2016-2018年度本集團罐裝燃氣銷售量可參考圖表三。

圖表三：比較近三年罐裝燃氣銷售量

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Production and sales of barrelled drinking water business

During the reporting period, affected by the increase in the labour cost and the Group allocated relevant manpower to actively expand its cylinder gas business in Beijing-Tianjin-Hebei regions, the sales volume of barrelled drinking water business had been slowdown. We are now consolidating the market situation and adjusting out business strategy continuously, and actively developing the barrelled drinking water business.

### 業務回顧 (續)

#### 生產及銷售桶裝飲用水業務

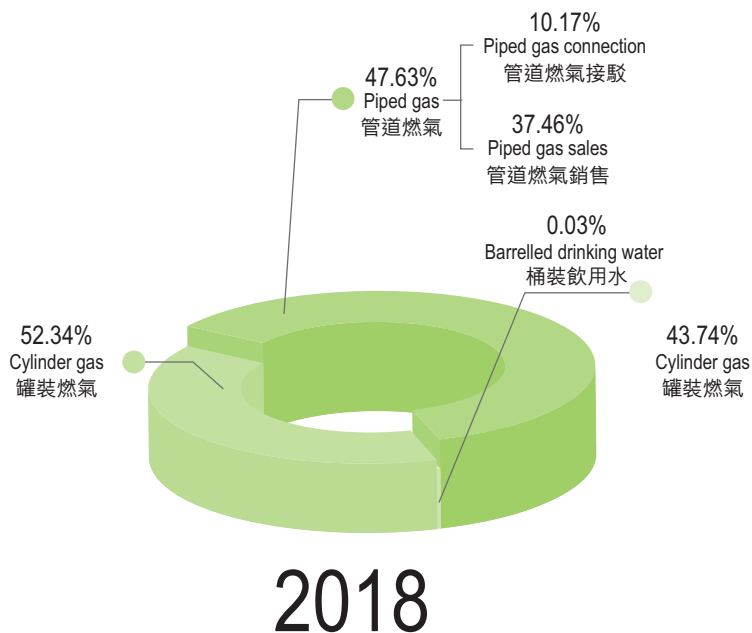
本報告期內，受勞工成本增加影響及本集團調配相關人員積極拓展其於京津冀地區的罐裝燃氣業務，桶裝飲用水業務的銷售量放緩。我們正結合市場情況不斷調整經營策略，積極開展桶裝飲用水業務。

# Management Discussion and Analysis

## 管理層討論及分析

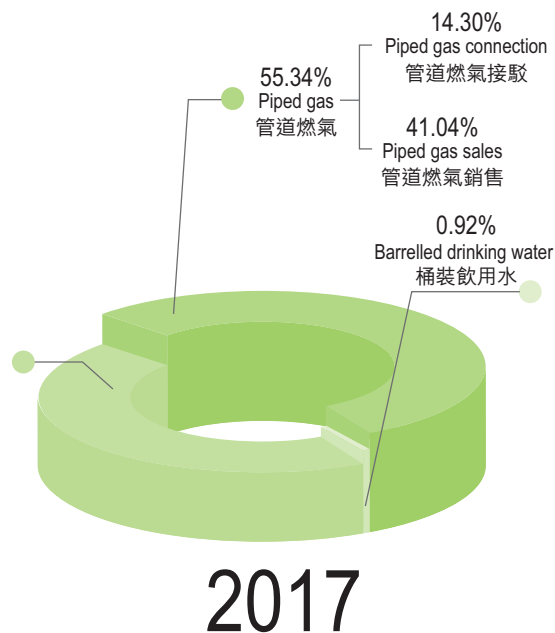
### BUSINESS REVIEW (Continued)

Graph 4: Revenue structure for continuing operations of the Group



### 業務回顧 (續)

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 have invested 6 cylinder gas projects. As at 31 March 2018, the number of domestic projects under our management amounted to 107. The projects are mainly diversified across Sichuan, Yunnan, Fujian Provinces and Tianjin. The local commercial and industrial business of our new projects resided are more developed and the development prospects are very impressive, which can further expand our scale of gas sales and generate economies of scale, reduce operating costs; and seize market share. 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，我們投資6個罐裝燃氣項目。截止到2018年3月31日，我們在國內所管理之項目共計107個，該等項目主要分布於四川、雲南、福建和天津等省市。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及產生規模效應，減低運營成本；和搶佔市場份額，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遇。

# Management Discussion and Analysis

## 管理層討論及分析

## FINANCIAL REVIEW

### Liquidity and capital resources

As at 31 March 2018, the consolidated financial position of the Group is as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	Change 變動 人民幣千元
Non-current assets	非流動資產	2,025,356	1,805,364	219,992
Current assets	流動資產	610,404	551,794	58,610
Current liabilities	流動負債	(403,437)	(480,157)	76,720
Non-current liabilities	非流動負債	(24,248)	(50,888)	26,640
Net assets	淨資產	2,208,075	1,826,113	381,962
Equity attributable to owners of the Company	本公司擁有人權益	2,027,546	1,657,176	370,370
Non-controlling interests	非控股權益	180,529	168,937	11,592
Total equity	總權益	2,208,075	1,826,113	381,962
Among those:	其中：			
Bank balance and cash	銀行結餘及現金	409,630	392,287	17,343
Total borrowings	借貸總額	(129,000)	(260,268)	131,268
Net cash	現金淨額	280,630	132,019	148,611
Consolidated debt-to-capitalisation ratio*	綜合負債與資本比率*	5.98%	13.57%	(7.59)%

\* Consolidated debt-to-capitalisation ratio is the ratio of total borrowings to total borrowings and equity attributable to owners of the Company

## 財務回顧

### 流動資金及資本來源

於2018年3月31日，本集團的綜合財務狀況如下：

\* 綜合負債與資本比率為借貸總額與借貨總額和本公司擁有人權益的比率

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

現時本集團的營運及資本性支出的資金來源為營運現金流、內部流動資金及銀行融資安排。本集團有足夠的財務資源以應付未來的資本性支出及營運需求。

During the year ended 31 March 2018, the operating cash flow before movements in working capital is approximately RMB153,543,000, representing an increase of RMB18,802,000 or 13.95% over the corresponding period last year. The increase is mainly due to the growth in operational revenue.

截至2018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153,543,000元，較上年增加人民幣18,802,000元或13.95%，該增加主要是營運收入增加。

Net cash used in investing activities is approximately RMB93,740,000, representing an increase of RMB10,646,000 or 12.81%, which is mainly due to the increase of capital expenditure during the Year.

投資活動所用現金淨額約人民幣93,740,000元，較上年增加人民幣10,646,000元或12.81%，主要是本年度內資本性開支增加。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Liquidity and capital resources (Continued)

Net cash from financing activities is approximately RMB2,653,000, representing a decrease of RMB69,625,000 or 96.33%, which is mainly due to the repayment of bank borrowings.

#### Borrowing Structure

At 31 March 2018, the total borrowings of the Group were approximately RMB129,000,000 (2017: RMB260,268,000), which mainly comprised domestic bank borrowings (2017: bank borrowings and consideration payable) denominated in RMB of the project companies in China. Bank borrowings, in which interest is calculated by reference to the interest rate announced by the People's Bank of China plus certain basis points, are mainly applied to gas pipelines construction, as general working capital and for operating expenses. Apart from the borrowings of approximately RMB111,000,000 (2017: RMB91,500,000) which were secured by certain assets with carrying amount of approximately RMB158,413,000 (2017: RMB103,074,000), others were unsecured. Short-term borrowings amounted to approximately RMB113,000,000 (2017: RMB217,768,000), 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 43 and 44 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.

#### Issue of award shares and subscription shares

On 27 July 2016, the Board resolved to grant share awards (the "Award Shares") in respect of 208,000,000 shares of the Company (the "Share(s)") to 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 approved by the shareholders of the Company (the "Shareholder(s)") 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. On 30 September 2017, a total of 208,000,000 Shares were vested; issued and allotted to the entitled grantees pursuant to the terms of Award Shares.

### 財務回顧 (續)

#### 流動資金及資本來源 (續)

融資活動產生現金淨額約人民幣2,653,000元，較上年減少人民幣69,625,000元或96.33%，主要是償還銀行借貸。

#### 借貸結構

於2018年3月31日，本集團的借貸總額約人民幣129,000,000元（2017：人民幣260,268,000元），主要為項目公司在國內當地銀行的人民幣貸款（2017：銀行貸款及應付代價款項）。銀行貸款（其利息以中國人民銀行公布息率加若干基點計算）主要作為管道燃氣建設、日常流動資金及營運開支。除約人民幣111,000,000元（2017：人民幣91,500,000元）的貸款需要用賬面值約人民幣158,413,000元（2017：人民幣103,074,000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113,000,000元（2017：人民幣217,768,000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參考綜合財務報表附註43及44。

#### 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。

#### 發行獎勵股份及認購股份

於2016年7月27日，董事會決議向合資格承授人（為本公司部份董事、主要行政人員及本集團之僱員）授予涉及208,000,000股本公司股份（「股份」）的股份獎勵（「獎勵股份」），方式為根據本公司股東（「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。獎勵股份之詳情載於本公司日期為2016年9月23日之通函內。根據獎勵股份之條款，獎勵股份已於2017年9月30日歸屬，並向合資格承授人發行及配發合共208,000,000股股份。

# Management Discussion and Analysis

## 管理層討論及分析

## FINANCIAL REVIEW (Continued)

### Issue of award shares and subscription shares (Continued)

On 29 December 2017, the Company and Dr. Mo Shikang (“**Dr. Mo**”), the chairman of the Board and an executive director, entered into the subscription agreement whereby Dr. Mo agreed to subscribe for, and the Company agreed to allot and issue an aggregate of 1,888,865,067 subscription Shares at the subscription price of HKD0.104 per subscription Share to set off the consideration payable on a dollar-to-dollar basis. The subscription agreement was approved by the independent Shareholders at the special general meeting held on 9 March 2018. The Company issued and allotted the subscription Shares to Dr. Mo on 16 March 2018. Details of the subscription agreement are set out in the Company’s circular dated 2 February 2018.

### Foreign exchange risk

As all of our operations are in China and substantially all of its revenue and expenses are denominated in RMB, 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 2018, the capital and other commitments of the Group amounted to approximately RMB61,711,000 (2017: RMB22,194,000), mainly attributable to running district gas pipelines construction and prepaid lease payments. Please refer to note 43 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 2018, Fujian An Ran has repaid the whole facility line while such facility line is revolving in nature and could be drawn in the future. Save as disclosed, as at 31 March 2018, the Group had no material contingent liabilities.

## 財務回顧 (續)

### 發行獎勵股份及認購股份 (續)

於2017年12月29日，本公司與董事會主席兼執行董事莫世康博士（「莫博士」）訂立認購協議，據此，莫博士同意認購及本公司同意配發及發行合共1,888,865,067股認購股份，認購價為每股認購股份港幣0.104元，以按等額基準抵銷應付代價款項。認購協議已獲本公司獨立股東在2018年3月9日舉行之股東特別大會上批准。本公司已於2018年3月16日向莫博士發行及配發認購股份。認購協議之詳情載於本公司日期為2018年2月2日之通函內。

### 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2018年3月31日，本集團的資本及其他承擔約人民幣61,711,000元（2017：人民幣22,194,000元），主要為地區管網鋪設投資及預付土地，詳情請參考綜合財務報表附註43。

### 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2018年3月31日，福建安然已償還整個融資額度，而該等融資額度屬循環貸款性質，將來可被提取。除以上披露外，於2018年3月31日，本集團並無重大或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

#### Events after the end of the reporting period

The Board is of the view that the recent trading price of the Shares reflects that the Shares have been undervalued thus failing to reflect the true value of the Company. Having taken into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in conducting the Share repurchase and the Share repurchase could enhance the value of the Shares thereby benefitting the Shareholders. Subsequent to the end of the reporting period and up to the date of this annual report, the Company repurchased its own Shares on the Stock Exchange as follows:

Month of repurchase	回購月份	Number of ordinary Shares of HKD0.07  每股面值港幣 0.07元普通股 之數目	Price per Share		Aggregated repurchase cost  總回購成本  港幣千元
			Highest HKD  每股價格 最高 港幣元	Lowest HKD  最低 港幣元	
April 2018	2018年4月	43,828,000	0.120	0.104	4,992
May 2018	2018年5月	63,430,000	0.129	0.119	7,933

The Share repurchase complied with the terms and conditions of the general mandate to the Directors to repurchase the Company's Shares that passed by the Shareholders in the Company's 2017 annual general meeting. 43,828,000 and 63,430,000 ordinary Shares repurchased were then cancelled on 4 May 2018 and 25 May 2018 respectively.

#### Employees

As at 31 March 2018, we had approximately 1,800 employees, most of them were stationed in China. The employees' salaries are determined from time to time with reference to their duties and responsibilities, business performance of the Group and 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.

### 財務回顧 (續)

#### 於報告期末後之事項

董事會認為，近期股份交易價反映股份價值被低估，故未能反映本公司之真正價值。經考慮本集團目前之營運資金狀況，董事認為，進行股份回購對本集團之營運資金及資本負債狀況不會造成重大不利影響，且股份回購可提升股份價值，從而為股東帶來利益。於報告期末後及截至本年報日期，本公司已於聯交所回購股份如下：

回購股份符合於本公司2017年股東週年大會上獲股東通過之授予董事一般授權之條款及條件以回購本公司股份。所回購之43,828,000股及63,430,000股普通股已隨後分別於2018年5月4日及2018年5月25日被註銷。

#### 僱員

於2018年3月31日，我們共有約1,800名僱員，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。



# Management Discussion and Analysis

## 管理層討論及分析

## FINANCIAL REVIEW (Continued)

### 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.

Subsequent to the end of the reporting period and up to the date of this annual report, the Company repurchased its own Shares in the aggregate amount of 107,258,000 Shares on the Stock Exchange. For details, please refer to the "Events after the end of the reporting period" above.

### 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, and vigorously promote the "Coal to Gas" project. Coal-fired boilers are replaced by natural gas boilers to reduce pollutant emission. During the Year, we (including subsidiaries, associates and joint ventures) sold piped gas and cylinder gas of 780.88 million m<sup>3</sup> and 470,402 tons in total, achieved a saving (substitution) of approximately 1.71 million tons standard coal, reduced emissions of carbon dioxide 4.26 million tons, sulfur dioxide 0.13 million tons and, nitrogen oxide 0.06 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.

More information in relation the management of environmental, social and governance ("ESG") of the Company during the Year be disclosed in an independent ESG report, which will be released and posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.681hk.com](http://www.681hk.com)) in due course.

## 財務回顧 (續)

### 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。

於報告期末後及截至本年報日期，本公司已於聯交所回購107,258,000股股份。有關詳情請參閱上文「於報告期末後之事項」一節。

### 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路的建設，以清潔能源替代煤、石油等高污染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）共銷售管道燃氣78,088萬立方米及罐裝燃氣470,402噸，已實現節約（替代）1.71百萬噸標準煤，減排二氧化碳4.26百萬噸、二氧化硫0.13百萬噸及氮氧化物0.06百萬噸。

### 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，締造有力社區網路，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。

本年度內有關本公司環境、社會及管治（「ESG」）管理之更多資料，會在ESG獨立報告內披露，該報告適當時候會上載聯交所([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.681hk.com](http://www.681hk.com))。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS AND OUTLOOK

The economic structure of our country is continuously optimised, the resource utilisation rate is constantly improved, and the circular industry is under development. Green traffic and green construction have grown rapidly, and energy-saving and emission reduction are initially taking effect. The tremendous achievements made in energy development of China have created a new situation in the reform of energy development with Chinese characteristics and has provided the Group with a good environment for growth.

Natural gas, LPG, and DME and other flammable gas fuels are all clean energy and are all important components of urban gas. In 2017, the 13 agencies including the National Development and Reform Commission published and issued the "Opinions on Accelerating the Use of Natural Gas", and proposed to gradually cultivate natural gas as one of the main sources of energy for China's modern clean energy system. By 2020, the share of natural gas in the primary energy consumption structure will strive to reach around 10%. By 2030, it will strive to increase the share of natural gas in primary energy consumption to about 15%. With the deepening of the state's implementation of atmospheric governance and environmental protection policies in recent years, focus on the centralised improvement of scattered companies, accelerate the comprehensive management of bulk coal pollution, promote the treatment of coal-fired boilers in a deep-going manner, and strongly promote "Coal to Gas", we believe that the fuel gas market will continue to expand.

#### Piped gas

The piped gas distribution mainly includes the long-distance transmission of high-pressure gas pipelines, the urban transmission and distribution of medium-pressure gathering pipeline networks, and the terminal distribution of low-pressure courtyard pipeline networks and household pipeline networks. Along with the increase in fuel gas demand, the space for construction and development of gas pipeline is huge. The Group's piped gas mainly concentrates on the construction of urban medium-pressure pipeline network and the construction and use of terminal courtyard pipeline network and household pipeline network, and it aims at end-users to develop the piped gas business.

### 前景展望

我國經濟結構不斷優化，資源利用率持續改善，迴圈型產業有所發展，綠色交通、綠色建築發展迅速，節能減排效果初顯。我國能源發展取得的巨大的成績，開創了中國特色能源發展改革的新局面，這也為我們集團的發展提供良好的環境。

天然氣、液化石油氣和二甲醚等可燃氣體都屬於清潔能源，都屬於城市燃氣中的重要組成部分。2017年國家發展和改革委員會等十三部門印發了《關於加快推進天然氣利用的意見》，提出要逐步將天然氣培育成為我國現代清潔能源體系的主體能源之一。到2020年，天然氣在一次能源消費結構中的佔比力爭達到10%左右，到2030年，力爭將天然氣在一次能源消費中的佔比提高到15%左右。隨著近年來國家對大氣治理和環境保護政策落實的更加深入，對散亂污企業的集中整治，加快散煤污染綜合治理，深入推進燃煤鍋爐治理，對「煤改氣」的大力推動，燃氣市場仍將繼續擴大。

#### 管道燃氣

管道燃氣的供應主要包括燃氣高壓管道的長途輸送，中壓集輸管網的城市輸配以及低壓庭院管網和入戶管網的終端配送，伴隨著燃氣需求的增加，管道燃氣建設和發展的空間巨大。本集團的管道燃氣主要集中在城市中壓管網的建設以及終端庭院管網和入戶管網的建設和使用上，面向終端使用者發展的管道燃氣業務。

## PROSPECTS AND OUTLOOK (Continued)

### Cylinder gas

As the construction of gas pipelines is affected by the investment cost, user's degree of adaptability, geographic location and many other factors, as well as the advantages of cylinder gas itself, many users still choose to use cylinder gas. The Government adopts concept of "when it is necessary to use pipe, then use pipe; necessary to use cylinders, then use cylinders" in dealing with the fuel gas supply method. The cylinder gas has been the focus of the Group's development over the years and the market has great potential.

The Group will continue to make strategic planning in advance in accordance with policy and market changes, seize the business opportunities brought by the favorable business environment, fully tap market and customer potential, actively expand C/I users, steadily develop residential household users, and actively seize the opportunity to enter new markets and further enhance the scale and management standard of the piped gas and cylinder gas businesses, constantly consolidating the value of the Group.

### Barrelled drinking water

Barrelled drinking water is commonly used in the daily lives of households and has become an indispensable product in lives. With the implementation of the new national standard, the standardisation of the barrelled drinking water industry will be conducive to the development of the purified water market. From the perspective of the overall development of the industry, the growth in consumer demand will still drive the development of the industry. It is expected that by 2021, the demand for purified water market will exceed RMB80 billion. The Group will cater to the market demand, vigorously develop barrelled drinking water, and increase the proportion of barrelled drinking water in the Group's revenue.

## 前景展望 (續)

### 罐裝燃氣

由於燃氣管道的建設受到投資成本、用戶的適應程度、地理位置以及其他眾多因素的影響，以及罐裝燃氣自身的優點，很多用戶仍選擇使用罐裝燃氣，從政府對燃氣供應的方式選擇上，也是提出「宜管則管，宜罐則罐」的概念。罐裝燃氣同樣是本集團多年來重點發展的方向，市場潛力巨大。

本集團將繼續根據政策和市場變革提前作出戰略部署，緊抓有利經營環境帶來的商機，充分挖掘市場和客戶潛力，積極拓展工商業用戶，穩步開發住宅居民用戶，並積極抓住進入新市場的機會，進一步提升管道燃氣及罐裝燃氣業務規模和管理水準，不斷提升鞏固集團業務價值。

### 桶裝飲用水

桶裝飲用水普遍用於住戶日常生活，且已成為生活中必需品。憑藉執行國家新標準，桶裝飲用水行業標準化將有助於純淨水市場發展。就行業的整體發展而言，消費需求的增長仍將推動行業發展，預計到2021年，純淨水市場的需求將超過人民幣800億元。本集團將滿足市場需求，大力發展桶裝飲用水，並提高桶裝飲用水佔本集團收入比例。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECTS AND OUTLOOK (Continued)

#### Other business opportunities

##### Food ingredients and fast moving consumer goods (“FMCG”)

Compared with fuel gas, food ingredients (including rice, flour, dry foods, oil, seasoning, and fresh foods such as fruits and vegetables, frozen foods), and FMCG (refers to daily use (hybrid) products and pre-packaged foods) are more frequently used by all types of users, and are more encrypted and inseparable. They are essential for people's lives.

The food ingredients and FMCG supply chain business will be the other business area the Group intended to focus and actively developed. The supply chain system of food ingredients will be operated under the brand name of “Civi Kitchen” and “Yelang Kitchen” while FMCG will be operated under the brand name “Civi Home”. As the new business growth point of the Group, we will summarise and develop a business model that is suitable for the Group's development, work steadily to expand the Group's business scope in the supply chain of food ingredients and FMCG and create new profit growth point for the Group; increase the enterprise value of the Group to reward all Shareholders.

In order to streamline its business operations, the Group is actively considering the possibilities of spinning-off certain business segments on different capital markets. As of the date hereof, no concrete plan has been finalised.

In order to streamline its business operations, the Group is actively considering the possibilities of seeking a separate listing of certain business segments on different capital markets by way of spin-off. As of the date hereof, no concrete plan has been finalised and in this regard, the Company would update further the Shareholders and the investing public on a timely basis.

#### Mr. Fan Fangyi

*Managing Director and Executive Director*

Beijing, 29 June 2018

### 前景展望 (續)

#### 其他業務機遇

##### 食材及快速消費品(「快消品」)

相比較燃氣·食材(包括米麵糧油·調味料·以及蔬果·凍品等生鮮食品)和快消品(指使用者消費量大·需要重複購買使用的日用(雜)品和預包裝食品)對於各類使用者而言其使用頻率更高·更加密不可分·是大眾生活的必需品。

食材及快消品供應鏈業務是本集團擬著力發展的另一個業務領域。食材的供應鏈體系將以「中民廚坊」和「夜郎廚坊」的品牌經營；快消品的供應鏈體系則以「中民若家」的品牌經營。作為本集團新的業務增長點·我們將總結和發展出適應本集團發展的業務模式·穩紮穩打·穩步擴展本集團在食材及快消品供應鏈行業業務範圍·為本集團創造出新的利潤增長點·提高本集團企業價值·回報全體股東。

為整合營運·本集團正積極考慮把部分業務板塊在不同的資本市場分拆。到目前為止沒有決定具體計劃。

為整合營運·本集團正積極考慮把部分業務板塊在不同的資本市場以分拆形式獨立上市。到目前為止沒有決定具體計劃·就此而言·本公司將及時向股東及公眾投資者更新最新情況。

#### 范方義先生

*董事總經理及執行董事*

北京·2018年6月29日

# Biography of Directors 董事之履歷

## EXECUTIVE DIRECTOR

### Dr. Mo Shikang

Chairman of the Board

Aged 60

Director since 30 April 2004

Chairman since 1 August 2013

Term of office: 29 August 2017 (re-elected) to 2020 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 Group
- director of certain principal subsidiaries of our Group

#### Academic background:

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

#### Experiences:

- has substantial experiences in the development and management of sales and distribution chain projects in China

#### Other:

- father of Miss Mo Yunbi, an executive director of our Company

## 執行董事

### 莫世康博士

董事會主席

60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：2017年8月29日（連任）至

2020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
- 我們集團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董事

#### 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

#### 工作經驗：

- 於中國發展及管理零售及供應鏈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 64

Director and Deputy Chairman since 21 March 2005

Term of office: 29 August 2017 (re-elected) to 2020 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

64歲

自2005年3月21日起出任董事及副主席

任期：2017年8月29日（連任）至

2020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 54

Director since 1 December 2008

Deputy Chairman since 23 March 2015

Term of office: 9 September 2016 (re-elected) 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  
(stock code: 00117)
  - Mingfa Group (International) Company Limited  
(stock code: 00846)
  - China First Capital Group Limited  
(stock code: 01269)
  - Huayu Expressway Group Limited  
(stock code: 01823)
  - Flyke International Holdings Ltd.  
(stock code: 01998)

### 朱健宏先生

董事會副主席

54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（連任）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董事

#### 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士
- 英國特許秘書及行政人員公會會士

#### 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  
(股票代號：00117)
  - 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)

## Biography of Directors 董事之履歷

- independent non-executive director of the following companies, shares of which are listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange:
  - Madison Holdings Group Limited (formerly known as “Madison Wine Holdings Limited”) (stock code: 08057)
  - SuperRobotics Limited (formerly known as “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
  - PT International Development Corporation Limited (formerly known as “ITC Corporation Limited”) (stock code: 00372) as an independent non-executive director on 27 September 2017
  - China Huishan Dairy Holdings Company Limited (stock code: 06863) as an independent non-executive director on 15 December 2017
- resigned as an independent non-executive director of Telecom Service One Holdings Limited (stock code: 08145) on 27 December 2017, shares of which are listed on the GEM of the Stock Exchange

### 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（「創業板」）掛牌：

- 麥迪森控股集團有限公司（前稱「麥迪森酒業控股有限公司」）（股票代號：08057）
- 超人智能有限公司（前稱「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
  - 於2017年9月27日辭任保德國際發展企業有限公司（前稱「德祥企業集團有限公司」）（股票代號：00372）獨立非執行董事
  - 於2017年12月15日辭任中國輝山乳業控股有限公司（股票代號：06863）獨立非執行董事
- 於2017年12月27日辭任電訊首科控股有限公司（股票代號：08145）獨立非執行董事，其股份於聯交所創業板掛牌

### 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 41

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 Group
- 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

41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：

- 我們集團全資附屬公司北京中民燃氣有限公司董事兼總裁
- 我們集團部分主要附屬公司董事

#### 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

## Biography of Directors 董事之履歷

### Miss Mo Yunbi

Aged 28

Director since 13 January 2015

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

#### Other position held within our Group:

- director of certain subsidiaries of our Group

#### Academic background:

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

28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：

- 我們集團部份附屬公司董事

#### 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學位（優異等級）
- 英國雷丁大學博士學位

#### 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 68

Director since 11 April 2005

Term of office: 9 September 2016 (re-elected) 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 non-executive director of Tianjin Faw Xiali Automobile Co., Ltd. (stock code: 000927), shares of which are listed on the Shenzhen Stock Exchange
- independent non-executive Director of China Huarong Asset Management Co., Limited (stock code: 02799), shares of which are listed on the Main Board of the Stock Exchange
- independent non-executive director of China Literature Limited (stock code: 00772), shares of which are listed on the Main Board of the Stock Exchange
- independent non-executive director of Yingli Green Energy Holdings Co., Limited

#### 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 Faculty of Economics, Nankai University, China
- resigned as independent director of AVIC Electromechanical Systems Co., Ltd. (stock code: 002013), shares of which are listed on the Small & Medium Enterprises Board of the Shenzhen Stock Exchange, on 26 March 2018

### 獨立非執行董事

## 劉駿民博士

68歲

自2005年4月11日起出任董事

任期：2016年9月9日（連任）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
- 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
- 中國華融資產管理股份有限公司（股票代碼：02799）的獨立非執行董事，其股份於聯交所主板掛牌
- 閱文集團（股票代碼：00772）的獨立非執行董事，其股份於聯交所主板掛牌
- 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：

- 在天津財經大學擔任講師
- 中國南開大學經濟學院擔任教授及副教授
- 於2018年3月26日辭任中航工業機電系統股份有限公司（股票代碼：002013）之獨立董事，其股份於深圳證券交易所中小企業板掛牌

## Biography of Directors 董事之履歷

### Prof. Zhao Yanyun

Aged 61

Director since 24 July 2013

Term of office: 21 August 2015 (re-elected) 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

61歲

自2013年7月24日起出任董事

任期：2015年8月21日（連任）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 51

Director since 23 December 2006

Term of office: 29 August 2017 (re-elected) to 2020 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, shares of which are listed on the Main Board of the Stock Exchange) and is responsible for the accounting and financial management
- independent non-executive director of Easy One Financial Group Limited (stock code: 00221), shares of which are listed on the Main Board of the Stock Exchange

## 冼家敏先生

51歲

自2006年12月23日起出任董事

任期：2017年8月29日（連任）至  
2020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，其股份於聯交所主板掛牌）之副總裁，專責該公司之會計及財務管理
- 易易壹金融集團有限公司（股票代號：00221）之獨立非執行董事，其股份於聯交所主板掛牌

## Biography of Directors 董事之履歷

### Past offices:

- resigned as an independent non-executive director of the following companies, shares of which are listed on the Main Board of the Stock Exchange:
  - Xtep International Holdings Limited (stock code: 01368) on 8 May 2017
  - Momenturn Financial Holdings Limited (formerly known as "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

Each of the independent non-executive Directors has entered into a service contract with the Company for a term of 3 years and as Miss 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 then re-election in the annual general meeting 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.

### 前任職務:

- 辭任以下公司之獨立非執行董事職務，其股份在聯交所主板掛牌：
  - 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日辭任正乾金融控股有限公司（前稱「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

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亦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證券上市規則規定輪席告退董事會及於本公司股東週年大會膺選連任。

# 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 2018 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 responsibilities for preparing the consolidated financial statements of the Group for the year ended 31 March 2018 (the "**Year**") 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 responsibilities include 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 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 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2018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2018年3月31日止年度（「本年度」）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*

本公司已就截至本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本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 NC 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.

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 Miss 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 2018 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*)  
Miss Mo Yunbi

#### Independent non-executive Directors:

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

### (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

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。

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2018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

#### 獨立非執行董事：

劉駿民博士  
趙彥雲教授  
冼家敏先生



### (b) The Board (Continued)

#### Composition (Continued)

The composition, experiences, balance of skills, qualifications and diversity on the Board are regularly reviewed by the nomination committee of the Company (“**NC**”) 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) the audit committee of the Company (“**AC**”) should comprise only independent non-executive directors.

The biographical details of all the current Directors are set out on pages 27 to 36 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](http://www.681hk.com)) and on the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) an updated list of its Directors (by category) identifying the role and function.

### (b) 董事會 (續)

#### 組成 (續)

本公司提名委員會(「**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)本公司審核委員會須全部是(「**審核委員會**」)獨立非執行董事。

所有現任董事之履歷詳情載於本年報第27至第36頁。

根據上市規則按類別分類之董事會名單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](http://www.681hk.com))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))按類別提供最新董事名單以及其角色與職能。

# Corporate Governance Report

## 企業管治報告

### (b) The Board (Continued)

#### *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, rotation, 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 annual general meeting of the Company ("**AGM**") 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 after he/she was last re-elected as Director by shareholders of the Company (the "**Shareholder(s)**") 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 from the Board at the conclusion of the first general meeting of the Company but, being eligible, offer themselves for re-election as the Director by the Shareholders at the same meeting.

During the Year, Dr. Mo Shikang, Mr. Zhang Hesheng and Mr. Sin Ka Man retired from the Board by rotation at the conclusion of the AGM hold on 29 August 2017 (the "**2017 AGM**") and were then re-elected as the Directors by the Shareholders with separate resolutions passed in the 2017 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, Mr. Fan Fangyi, Miss Mo Yunbi and Prof. Zhao Yanyun ("**Prof. Zhao**") shall retire from the Board by rotation at the conclusion of forthcoming AGM ("**2018 AGM**") but, being eligible, offer themselves for re-election at the 2018 AGM.

### (b) 董事會 (續)

#### *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、輪席、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(「**股東週年大會**」)上輪席退任董事會；(2)各董事須由彼上次於本公司股東大會獲本公司股東(「**股東**」)重選為董事後不超過三屆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個本公司股東大會結束時退任董事會，惟彼等符合資格可於同一股東大會上由股東重選為董事。

本年度，根據本公司之公司細則及上市規則，莫世康博士、張和生先生及冼家敏先生已於本公司2017年8月29日舉行之股東週年大會(「**2017年股東週年大會**」)結束時輪席退任董事會，彼等於2017年股東週年大會獲股東通過個別決議案重選為董事。

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，范方義先生、莫雲碧小姐及趙彥雲教授(「**趙教授**」)將於應屆股東週年大會(「**2018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2018年股東週年大會上膺選連任。

### (b) The Board (Continued)

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

Prof. Zhao has served as an independent non-executive Director for around 5 years in his further re-election as Director at the 2018 AGM. During his 5 years of tenure, Prof. Zhao 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 Prof. Zhao is able to continue to fulfill his role as required and thus recommended him for re-election at the 2018 AGM in accordance with the Listing Rules. Prof. Zhao has made a written annual confirmation of independence for the Year pursuant to rule 3.13 of the Listing Rules.

The Board and the NC have also recommended the re-election of all the abovementioned retiring Directors standing for re-election at the 2018 AGM.

Detailed biographical information of all the abovementioned retiring Directors standing for re-election at the 2018 AGM will be dispatched to Shareholders with this annual report.

#### *Service Contracts with the Company*

Each of the independent non-executive Director has entered into a service contract with the Company for specific term of three (3) years and Miss 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.

### (b) 董事會 (續)

#### *董事委任、重選及辭任 (續)*

於2018年股東週年大會續任之趙教授已擔任獨立非執行董事大約五年。彼於5年任期內，趙教授履行職責，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趙教授有能力繼續履行其角色所規定之職能，故推薦彼於2018年股東週年大會上根據上市規則接受重選。趙教授已根據上市規則第3.13條作出本年度年度書面確認，確認獨立性。

董事會及提名委員會亦建議於2018年股東週年大會上重選上述全體退任董事。

詳列於2018年股東週年大會候任重選之全體退任董事履歷資料會連同本年報寄發予股東。

#### *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。



## Corporate Governance Report 企業管治報告

### (b) The Board (Continued)

#### *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, a total number of nine (9) Board meetings, three (3) AC meetings, one (1) NC meeting and two (2) Remuneration Committee (“**RC**”) 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 2018 to review the contribution required from a Director to perform his/her responsibility to the Company, and whether he/her is spending sufficient time in performing them.

### (b) 董事會 (續)

#### 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。截至本年度，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二(2)次薪酬委員會(「**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2018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)

During the Year, 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, AC, NC and RC as well as the Shareholders' meeting(s) (AGM and special general meeting as "SGM") during the Year are set out below:

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	AC 審核委員會	NC 提名委員會	RC 薪酬委員會
<b>Number of Meetings</b>	<b>會議數目</b>	1	1	9	3	1	2
<b>Executive Directors</b>	<b>執行董事</b>						
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			
Miss Mo Yunbi	莫雲碧小姐	1/1	1/1	9/9			
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
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 <sup>(1)</sup>	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

The high attendance record at the Board and its committee meetings during the Year, which was reviewed by the NC and RC in June 2018, demonstrated the Directors' strong commitment to the Company.

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.

### (b) 董事會 (續)

#### 會議次數及出席率 (續)

截至本年度，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。截至本年度，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：

截至本年度董事會及其委員會會議的高出席率，並已於2018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。

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）。



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### (b) The Board (Continued)

#### *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 and the Group 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 Group, 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 Group 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)

#### *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及本集團日常運作。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。

董事會保留對本集團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*

本集團日常管理、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，並定期對本集團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)

#### *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. 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 for the Year, 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.

#### *Insurance of the Directors*

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.

### (b) 董事會 (續)

#### 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股東特別大會上作出批准時，由所有獨立非執行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本年度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。

#### 董事保險

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。



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### (b) The Board (Continued)

#### *Conflict of Interest*

All Directors are required to comply with their duties to act in the best interest 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 meetings. Unless specifically permitted by the Bye-laws 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.

#### *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，並以本公司的最佳利益行事，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。

#### *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。

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### (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, internal control system, risk management system 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, Miss Mo Yunbi, Dr. Liu Junmin, Prof. Zhao Yanyun and Mr. Sin Ka Man) 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. The NC reviewed the training records of each Director in June 2018.

### (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、內部監控制度、危機處理制度及內部程序，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。

獲委任加入董事會為新董事（如有），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等方面的趨勢。

董事會明白董事的持續發展專業及培訓是持續進程，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，趙彥雲教授及冼家敏先生）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2018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.

### (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, 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，公司秘書於截至本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。截至本年度，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。

# Corporate Governance Report

## 企業管治報告

### (g) Board Committees

The Board has established three committees, namely, the AC, NC and RC. All Board committees of the Company have been established with defined written terms of reference, which are disclosed in the corporate website of the Company ([www.681hk.com](http://www.681hk.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and are available to Shareholders upon request.

The members of the AC at present are all independent non-executive Directors whereas, the majority of NC and the RC 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 AC currently 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 AC is a former partner of the Company's existing external auditor. The AC 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，並已於本公司([www.681hk.com](http://www.681hk.com))及聯交所([www.hkexnews.hk](http://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。審核委員會一直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

### (g) Board Committees (Continued)

#### Audit Committee (Continued)

The main duties of the AC 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 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 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、合規主任(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。

# Corporate Governance Report

## 企業管治報告

### (g) Board Committees (Continued)

#### Audit Committee (Continued)

The AC held three (3) meetings during the Year and up to the date of this annual report to, inter alia,

- (1) review and approve the draft audited and 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); 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 auditor 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 auditor 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) review 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 AC during the Year is set out on page 43 of this report.

### (g) 董事委員會 (續)

#### 審核委員會 (續)

截至本年度及本報告日期，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。

審核委員會截至本年度之會議出席記錄載於本報告第43頁。

# Corporate Governance Report

## 企業管治報告

### (g) Board Committees (Continued)

#### Audit Committee (Continued)

##### Auditor's Remuneration

During the Year, 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	2018	2017
		RMB'000 人民幣千元	RMB'000 人民幣千元
Audit for the Year	本年度審核	2,291	2,255
Others	其他	127	17
		<b>2,418</b>	<b>2,272</b>

#### Nomination Committee

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

(i) Dr. Mo Shikang<sup>#</sup>, chairman

(ii) Dr. Liu Junmin<sup>\*</sup>

(iii) Prof. Zhao Yanyun<sup>\*</sup>

(iv) Mr. Sin Ka Man<sup>\*</sup>

<sup>#</sup> Executive Director

<sup>\*</sup> independent non-executive Director

The main duties of the NC 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

截至本年度，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：

#### 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<sup>#</sup> (主席)

(ii) 劉駿民博士<sup>\*</sup>

(iii) 趙彥雲教授<sup>\*</sup>

(iv) 冼家敏先生<sup>\*</sup>

<sup>#</sup> 執行董事

<sup>\*</sup> 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；

# Corporate Governance Report

## 企業管治報告

### (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 (“**Board Diversity Policy**”) and has posted it on the Company’s website ([www.681hk.com](http://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 NC 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（「**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](http://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。



## Corporate Governance Report 企業管治報告

### (g) Board Committees (Continued)

#### Nomination Committee (Continued)

The NC held one (1) meeting during the Year and up to the date of this report to, inter alia,

- (1) 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;
- (2) evaluate the performance of the Board with reference to the Board performance report;
- (3) study the independence of each independent non-executive Director in accordance with the Listing Rules;
- (4) identify those Directors to be retired from the Board by rotation in the AGM and then be re-elected as Director in the same meeting in accordance with the Company's By-laws and the Listing Rules;
- (5) propose the maximum number of Director of the Board in the AGM; and
- (6) review the service contract(s) to be entered with the independent non-executive Director(s).

The attendance records of the meeting of the NC during the Year is set on page 43 of this report.

### (g) 董事委員會 (續)

#### 提名委員會 (續)

截至本年度及本報告日期，提名委員會舉行一(1)次會議，以(其中包括)：

- (1) 參考董事會採納之董事會成員多元化政策，評估董事會之架構、規模及組成及分析董事會之多樣性；
- (2) 參考董事會表現報告，評估董事會之表現；
- (3) 根據上市規則審視各獨立非執行董事是否獨立；
- (4) 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；
- (5) 於股東週年大會建議董事會最多董事人數；及
- (6) 審閱將與獨立非執行董事訂立之服務合約。

提名委員會截至本年度之會議出席記錄載於本報告第43頁。

# Corporate Governance Report

## 企業管治報告

### (g) Board Committees (Continued)

#### Nomination Committee (Continued)

Analysis of the diversity of the Board by NC 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

25-35	36-45	46-55	56-65	> 65
1 Director 1名董事	1 Director 1名董事	2 Directors 2名董事	3 Directors 3名董事	1 Director 1名董事

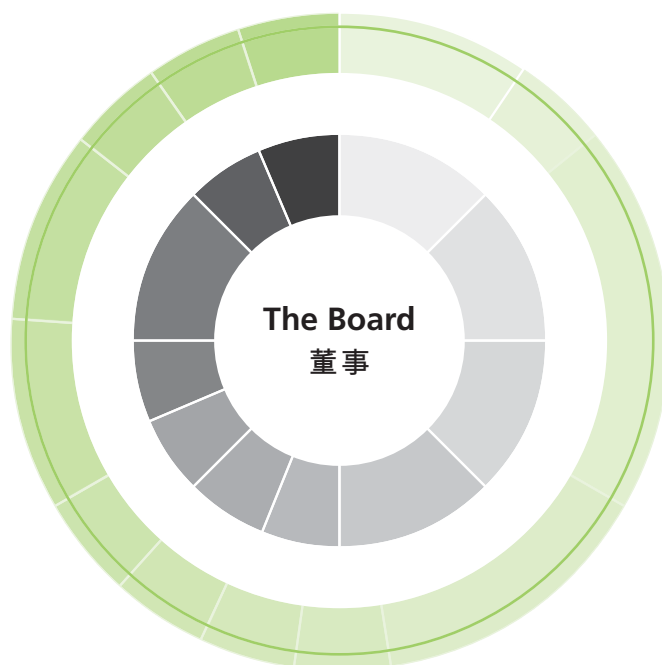
#### Directorship with the Company

任本公司董事年期

0-5 years 年	6-10 years 年	> 10 years 年
3 Directors 3名董事	1 Director 1名董事	4 Directors 4名董事

(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 審計
- Development and management of fuel gas projects  
發展及管理燃氣項目
- 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 Secretaries 註冊公司秘書
- Economic 經濟
- Finance 金融
- Legal 法律
- Practising Accountant 執業會計師
- Professor 教授
- Sciences 科學
- Social Sciences 社會科學
- Statistics 統計學

# Corporate Governance Report

## 企業管治報告

### (g) Board Committees (Continued)

#### Remuneration Committee

The written terms of reference (amended from time to time) of RC has been suggested under the Code Provision. The RC 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 RC meets at least once a year to determine the remuneration policy for the Directors and senior management. The RC has primary responsibility for making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive Directors and senior management 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 RC 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。

## Corporate Governance Report 企業管治報告

### (g) Board Committees (Continued)

#### Remuneration Committee (Continued)

The RC held two (2) meetings during the Year 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); and
- (5) review the procedures of remuneration policy, procedures and structure for fixing the remuneration packages.

The attendance records of the meeting of the RC during the Year is set out on page 43 of this report.

### (g) 董事委員會 (續)

#### 薪酬委員會 (續)

截至本年度及本報告日期，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(包括本年度委任、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；及
- (5) 檢討釐定薪酬組合之薪酬政策、程序及架構程序。

薪酬委員會截至本年度之會議出席記錄載於本報告第43頁。



## Corporate Governance Report 企業管治報告

### (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 interest of Shareholders and the assets of the Group. During the Year and up to the date of this annual report, the Board, through the AC, reviewed 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 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。截至本年度及本年報日期，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。截至本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 fuel gas including piped gas and cylinder gas as well as production and sales of barrelled drinking water in China, 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燃氣銷售及分銷包括管道燃氣及罐裝燃氣以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。

## Corporate Governance Report 企業管治報告

### (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, which are formulated based on a risk assessment approach and focuses on areas with relatively higher perceived risks, are reviewed and approved by the AC in conjunction with the Management. The internal audit department executes its functions based on a yearly plan and prepares reports for its assignments. These reports are submitted to the management, the Board and the AC for review on a regular basis.

During the Year under review, the Board, through the AC, 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 AC 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.

The Board monitors the Group's business risks, operating risk management and internal controls. An external audit has been conducted to carry out the internal audit functions to ensure proper compliance with the internal control systems and risk management system to identify the potential risks which may arise in the operation and financial of the Group's business for implementation of appropriate measures and policies on a continuing basis. The scope of review and the audit programme of external audit company, which are formulated based on a risk assessment approach and focuses on areas with relatively higher perceived risks, are approved by the audit committee at the end of the preceding financial year in conjunction with the management. The external audit company 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 AC for review on a regular basis. Such reports are also circulated to the external auditor on an annual basis.

### (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本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。

董事會監察本集團的業務風險、營運風險管理及內部監控。進行外部審核以執行內部審核職能，確保妥善遵守內部監控制度及風險管理制度，以識別本集團業務營運及財務方面可能產生的潛在風險，以持續執行適當措施及政策。外聘審核機構的審閱範疇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的區域，且由審核委員會會同管理層於上個財政年度結束時批准，外聘審核機構根據年度計劃履行其職能及編製其任務的報告。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。該等報告亦按年度基準派發予外聘核數師。



### (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](http://www.681hk.com)). The electronic publication system of the Exchange is the first channel of dissemination of the Group's information ([www.hkexnews.hk](http://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](http://www.hkexnews.hk))及本公司之網站([www.681hk.com](http://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。

# Corporate Governance Report

## 企業管治報告

### (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 enquiries.

The Company's website at [www.681hk.com](http://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](http://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](http://www.681hk.com)載有本集團全面及方便瀏覽者使用之資料，包括重要企業資料、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](http://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。

# Corporate Governance Report

## 企業管治報告

### (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 RC, NC and AC 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。



## Corporate Governance Report 企業管治報告

### (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](http://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](http://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 2018 (the “**Year**”).

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The Group is principally engaged in the sales and distribution of fuel gas including the provision of piped gas, sales and distribution of cylinder gas and production and sales of barrelled drinking water in the People’s Republic of China (the “**PRC**” or “**China**”). 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 26 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 2018 are set out in note 49 to the consolidated financial statements of this annual report.

## RESULTS AND DIVIDEND

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 89 to 90 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2018 (2017: nil).

## CLOSURE OF REGISTER OF MEMBERS

### FOR ATTENDANCE OF 2018 AGM

The register of members of the Company will be closed from Tuesday, 14 August 2018 to Friday, 17 August 2018 (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 Friday, 17 August 2018 (the “**2018 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 2018 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 Monday, 13 August 2018.

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2018年3月31日止年度(「**本年度**」)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。本集團主要在中華人民共和國(「**中國**」)從事燃氣銷售及分銷包括供應管道燃氣及供應及分銷罐裝燃氣以及生產及銷售桶裝飲用水。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26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2018年3月31日之業務載於本年報綜合財務報表附註49。

## 業績及股息

本集團本年度業績載於本年報第89至90頁綜合損益及其他全面收入報表。

董事不建議派發截至2018年3月31日止年度之末期股息(2017年：無)。

## 暫停辦理股份過戶登記手續

### 出席2018年股東週年大會

本公司將於2018年8月14日(星期二)至2018年8月17日(星期五)(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2018年8月17日(星期五)舉行之2018年股東週年大會(「**2018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2018年股東週年大會，股東必須於2018年8月13日(星期一)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。

# Report of the Directors

## 董事會報告

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the past five financial years is set out on page 224 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

208,000,000 Award Shares (as defined below under section headed "AWARD SHARES") were vested; allotted and issued to certain Directors and the employees of the Group on 30 September 2017 by the Company pursuant to the terms of Award Shares.

1,888,865,067 new subscription Shares were allotted and issued to Dr. Mo Shikang, the chairman of the Board and an executive Director, on 16 March 2018 by the Company to set off the outstanding amount of cash consideration payable by the Company to Dr. Mo under the sale and purchase agreement dated 5 September 2014.

Details of above transactions may refer to the below sections of "AWARD SHARES" and "CONNECTED TRANSACTION" in this report accordingly.

Further details of the movement in the share capital, Share Options and Award Shares of the Company, if any, during the Year are set out in notes 33 and 39 to the consolidated financial statements of this annual report respectively.

### EQUITY-LINKED AGREEMENT

Save as disclosed under the section of "SHARE CAPITAL AND SHARE-BASED PAYMENT TRANSACTIONS" above, no equity-linked agreement was entered into during the Year.

### 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 93 to 94 and note 48 to the consolidated financial statements of this annual report respectively.

### 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224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

根據獎勵股份條款，208,000,000股獎勵股份（定義見下文「獎勵股份」一節內）已於2017年9月30日歸屬，配發及發行予部分董事和本集團員工。

於2018年3月16日本公司已向本公司董事會主席及執行董事莫世博康博士配發及發行1,888,865,067股認購股份以抵銷本公司根據2014年9月5日買賣協議應付莫博士之現金代價餘額。

上述交易詳情請覽閱本報告下「獎勵股份」及「關連交易」一節內。

於本年度本公司之股本、購股權及獎勵股份變動（如有）的進一步詳情分別載於本年報綜合財務報表附註33及39。

### 股票掛鈎協議

除於上述一節「股本及以股份基礎支付之交易」內披露外，年內並無訂立任何股票掛鈎協議。

### 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93至94頁綜合權益變動表及綜合財務報表附註48。

## DISTRIBUTABLE RESERVES

As at 31 March 2018, the Company did not have any distributable reserve (2017: nil).

## PARTICULARS OF BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2018 is set out in note 31 to the consolidated financial statements of this annual report.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2018, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 2.52% and 9.86% of the Group's total revenue from continuing operations for the Year, respectively.

For the year ended 31 March 2018, the aggregate purchase attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 18.34% and 57.19% 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*)  
Miss Mo Yunbi

### Independent Non-Executive Directors:

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

## 可供分派儲備

於2018年3月31日，本公司概無可供分派儲備（2017年：無）。

## 銀行借貸之詳情

本集團於2018年3月31日之銀行借貸之詳情載於本年報綜合財務報表附註31。

## 主要客戶及供應商

截至2018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2.52%及9.86%。

截至2018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18.34%及57.19%。

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

### 獨立非執行董事：

劉駿民博士  
趙彥雲教授  
冼家敏先生

## Report of the Directors 董事會報告

### BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of all the current Directors are set out on pages 27 to 36 of this annual report.

### DIRECTORS' SERVICE CONTRACT AND ROTATION

Each of the independent non-executive Directors has entered into a service contract with the Company for a term of 3 years and Miss 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 then re-election in the annual general meeting of the Company ("AGM") 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 Governance Report annexed as Appendix 14 to the Listing Rules, Mr. Fan Fangyi and Miss Mo Yunbi, being executive Directors, and Prof. Zhao Yanyun, being an independent non-executive Director, shall retire from the Board by rotation at the conclusion of 2018 AGM but, being eligible, offer themselves for re-election at the 2018 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 2018 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.

### 董事之履歷詳情

所有現任董事之履歷詳情載於本年報第27至36頁。

### 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亦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」）規定輪席退任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，執行董事范方義先生及莫雲碧小姐和獨立非執行董事趙彥雲教授將於本公司2018年股東週年大會結束時輪席退任董事會，惟彼等符合資格並願意於2018年股東週年大會上膺選連任。

本公司並無與擬於2018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。



## 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 for the Year 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 2018, 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

Names of Director 董事姓名	Number of ordinary Shares held 持有普通股股份數目			Total 總數	Approximately percentage (%) of the issued Share capital* 所佔已發行 普通股份 概約百分比(%)*
	Personal interests <sup>1</sup> 個人權益 <sup>1</sup>	Family interests 家族權益	Corporate interests 公司權益		
Dr. Mo Shikang ("Dr. Mo") 莫世康博士 ([莫博士])	2,497,782,762	-	1,135,000,000 <sup>2</sup>	3,632,782,762	40.17
Mr. Zhang Hesheng 張和生先生	338,271,282	-	-	338,271,282	3.74
Mr. Chu Kin Wang Peleus 朱健宏先生	69,000,000	14,004,605 <sup>2</sup>	-	83,004,605	0.92
Mr. Fan Fangyi 范方義先生	22,000,000	-	-	22,000,000	0.24
Dr. Liu Junmin 劉駿民博士	5,000,000	-	-	5,000,000	0.06
Prof. Zhao Yanyun 趙彥雲教授	5,000,000	-	-	5,000,000	0.06

## 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條本年度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2018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：

## Report of the Directors 董事會報告

### 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.
- \* The percentage has been adjusted, if any, based on the total number of ordinary shares of the Company in issue as at 31 March 2018 (i.e. 9,041,819,203 shares).

Save as disclosed above and under section headed "DIRECTORS RIGHTS TO ACQUIRE SHARES AND DEBENTURES" below, as at 31 March 2018, 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 TRANSACTIONS" 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。
- \* 百分比已經根據本公司於2018年3月31日已發行普通股份總數(即9,041,819,203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2018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」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，且於本年度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 2018, the number of outstanding option Shares granted under the Share Option Scheme (if any) and the Award Shares (defined under sections headed "SHARE OPTION" and "AWARD SHARES" below) for the Directors to subscribe the shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code are set out in the sections headed "SHARE OPTION" and "AWARD SHARES" in this report, respectively.

Apart from the aforesaid and disclosed in this annual report, 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 2018, 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)	12.55

(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 2018 (i.e. 9,041,819,203 Shares).

## 董事購買股份及債券之權利

於2018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（定義見下文「購股權」及「獎勵股份」一節內）已分別載於本報告「購股權」及「獎勵股份」一節內。

除上述者及於本年報內披露外，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2018年3月31日，根據證券及期貨條例第336條本公司須予存置之登記冊內所記錄，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2018年3月31日已發行股份總數（即9,041,819,203股股份）作出調整（如有）。



## Report of the Directors 董事會報告

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

(Continued)

Save as disclosed above, as at 31 March 2018, 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 on a pro-rata basis to existing Shareholders.

### 本公司股本中之主要權益 (續)

除以上披露者外，於2018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內所記錄，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

於本年度內，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

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

### 優先購買權

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

## SHARE OPTION

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

As at 1 April 2017, 31 March 2018 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.

The following is a summary of the principal terms of the 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

股東已於2016年9月9日舉行之股東週年大會批准採納一項新購股權計劃（「購股權計劃」）。

於2017年4月1日、2018年3月31日及截至本年報日期，並無根據購股權計劃授出、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當時曾經對本集團作出貢獻或可能對本集團作出貢獻之任何人士。

# Report of the Directors

## 董事會報告

### SHARE OPTION (Continued)

<b>Price of Shares</b>	Determined by the Board and shall at least be the highest of: <ul style="list-style-type: none"> <li>(a) the nominal value of the Share;</li> <li>(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</li> <li>(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.</li> </ul>
<b>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</b>	694,495,413 Shares, being approximately 7.68% of the issued share capital of the Company.
<b>Maximum entitlement of each participant</b>	Not exceed 1% of the Shares in issue in any 12-month period.
<b>Period within which the securities must be taken up under the option</b>	Subject to the discretion by the Board.
<b>Minimum period for which an option must be held before it can be exercised</b>	Not applicable.

### 購股權 (續)

<b>股份價格</b>	由董事會釐定，惟不得低於下列之較高者： <ul style="list-style-type: none"> <li>(a) 股份之面值；</li> <li>(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</li> <li>(c) 緊隨授出購股權之日前五個營業日聯交所每日報價表所報股份之平均收市價。</li> </ul>
<b>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</b>	694,495,413股股份，佔本公司已發行股本約7.68%。
<b>每名參與者可獲發股份之上限</b>	於任何12個月內不得超過已發行股份之1%。
<b>根據購股權認購證券之期限</b>	由董事會酌情釐定。
<b>行使購股權前須持有之最短期限</b>	不適用。

### SHARE OPTION (Continued)

<b>Amount payable on acceptance</b>	No amount is payable on acceptance of an offer.
<b>Period within which calls/loans must be made/repaid</b>	Not applicable.
<b>Remaining life of the scheme</b>	The scheme will be valid and effective until 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 shares award (“**Award Shares**”) in respect of issue and allotment of 208,000,000 new Shares, to which was the entitled grantees, who are certain Directors, chief executive of the Company and employees of the Group (the “**Grantees**”) that was approved by the Shareholders at the special general meeting held on 14 October 2016. The Award Shares were duly vested; allotted and issued to the Grantees on 30 September 2017 by the Company pursuant to the terms of Award Shares. Details of the Award Shares are set out in the Company’s announcements on 27 July 2016 and 14 October 2016, the Company’s circular dated 23 September 2016 and note 39 to the consolidated financial statements of this annual report.

### 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 40 to the consolidated financial statement.

### 購股權 (續)

<b>接納時應付之金額</b>	接納購股權毋須支付金額。
<b>徵收款項／償還貸款之期限</b>	不適用。

<b>計劃之剩餘年期</b>	此計劃直至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「**承授人**」）授予獎勵股份，其涉及配發及發行208,000,000股股份（「**獎勵股份**」），其已於2016年10月14日舉行之股東特別大會獲股東批准。所有獎勵股份已於2017年9月30日歸屬並配發及發行予承授人。獎勵股份之詳情載列於本公司日期為2016年7月27日及2016年10月14日之公布，2016年9月23日之通函及本年報綜合財務報表附註39。

### 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40。

# Report of the Directors

## 董事會報告

### CONNECTED TRANSACTIONS

- (1) As disclosed in the section headed "AWARD SHARES", the Board resolved to grant Award Shares in an aggregate of 208,000,000 new Shares on 27 July 2016 ("Date of Grant"). Out of which, an aggregate of 141,000,000 Award Shares were granted to the then certain Directors, namely, Mr. Zhang Hesheng, Mr. Chu Kin Wang Peleus, Mr. Fan Fangyi, Mr. Jin Song (now as chief strategy officer, has 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. 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 approving the grant of the Award Shares were HKD16,215,000 and HKD19,881,000 respectively and the subscription price of a nominal sum of HKD1 has been payable by each of the Grantees. Under Chapter 14A of the Listing Rules, the grant of the Award Shares (the "Grant of Award Shares") to the certain 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. All the Award Shares were vested; allotted and issued on 30 September 2017. Details of the Award Shares are set out in the announcements of the Company dated 27 July 2016 and 14 October 2016, the circular of the Company dated 23 September 2016 and note 38(b) to the consolidated financial statements of this annual report. 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.
- (2) On 29 December 2017, the Company and Dr. Mo, the chairman of the Board and an executive Director, entered into the subscription agreement whereby Dr. Mo agreed to subscribe for, and the Company agreed to allot and issue an aggregate of 1,888,865,067 new Shares at the subscription price of HKD0.104 per Share (the "Subscription") to set off the outstanding balance of cash consideration of RMB155,768,480 payable by the Company to Dr. Mo under the sale and purchase agreement dated 5 September 2014 entered into between the Company and Dr. Mo in relation to the acquisition of the entire issued share capital of True Vanguard Holdings Limited from Dr. Mo together with the debt due from True Vanguard Holdings Limited to Dr. Mo. Under Chapter 14A of the Listing Rules, Dr. Mo is the connected person of the Company, the Subscription constituted connected transactions of the Company which is subject to the reporting, announcement and independent Shareholder's approval requirements. Independent Shareholders approved the Subscription in the special general meeting of the Company held on 9 March 2018. 1,888,865,067 new Shares were issued and allotted to Dr. Mo on 16 March 2018, in accordance with the terms and conditions as stated in the said subscription agreement, details of which may refer to the announcements of the Company dated 29 December 2017, 8 January 2018, 19 January 2018, 2 February 2018 and 16 March 2018 respectively and the circular of the Company dated 2 February 2018.

### 關連交易

- (1) 誠如「獎勵股份」一節所披露，於2016年7月27日（「授出日期」）董事會決議授出合共208,000,000股新股份之獎勵股份，其中，向當時部份董事（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，彼已於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港幣16,215,000元及港幣19,881,000元，各承授人已支付名義金額港幣1元的認購價。根據上市規則第14A章向部分董事授予獎勵股份（「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。獎勵股份已於2016年10月14日所舉行的股東特別大會上獲獨立股東批准。獎勵股份已於2017年9月30日歸屬；配發及發行。獎勵股份的詳情載於本公司日期為2016年7月27日及2016年10月14日之公布，2016年9月23日之通函及本年報綜合財務報表附註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。
- (2) 於2017年12月29日，本公司與本公司董事會主席及執行董事莫博士訂立認購協議，據此，莫博士同意認購及本公司同意配發及發行合共1,888,865,067股新股份，認購價為每股認購股份港幣0.104元（「該認購」），以抵銷根據本公司與莫博士於2014年9月5日就收購忠鋒控股有限公司全部已發行股本連同忠鋒控股有限公司應付莫博士之債務而簽訂買賣協議內本公司應支付人民幣155,768,480元之未付現金代價餘額。根據上市規則第14A章莫博士為本公司關連人士，因此該認購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。獨立股東已於2018年3月9日舉行之股東特別大會上批准該認購，根據上述認購協議內之條款及條件，1,888,865,067股新股份已於2018年3月16日配發及發行予莫博士，詳情請覽閱本公司日期分別為2017年12月29日、2018年1月8日、2018年1月19日、2018年2月2日及2018年3月16日之公布及本公司日期為2018年2月2日之通函。



## CONTINUING CONNECTED TRANSACTIONS

On 14 December 2016, Xi'an Civigas Co., Ltd. ("**Xi'an Civigas**") entered into a new natural gas supply agreement ("**2017-2019 Natural Gas Supply Agreement**") with Shaanxi Provincial Natural Gas Co., Ltd. ("**Shaanxi Natural Gas**") to renew the 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 ended/ending 31 December 2017, 31 December 2018 and 31 December 2019 under the 2017-2019 Natural Gas Supply Agreement be RMB148,205,000, RMB180,260,000 and RMB210,152,000 respectively.

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 chapter 14A of the Listing Rules. It was expected that the highest applicable percentage ratio of the transactions under the 2017-2019 Natural Gas Supply Agreement and the annual cap amounts will be more than 5% as set out under Chapter 14A of the Listing Rules, the transactions under the 2017-2019 Natural Gas Supply Agreement is (i) between the Group and a connected person at the subsidiary level, (ii) on normal commercial terms or better, and (iii) approved by the Board and confirmed by the independent non-executive Directors, that are therefore exempted from the circular (including independent financial advice) and shareholders' approval requirements, as it has been 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, details of the transactions was disclosed in the Company's announcements on 15 December 2016.

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.

For the year ended 31 December 2017, the amount of the abovementioned continuing connected transactions was within the maximum aggregate value as stated in the 2017-2019 Natural Gas Supply Agreement.

## 持續關連交易

於2016年12月14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**」）訂立新天然氣購銷合同（「**2017-2019年天然氣購銷合同**」）重續持續關連交易，年期由2017年1月1日至2019年12月31日止三個年度。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日止三個年度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。

陝西天然氣為西安中民（本集團持有其51%權益）的一位股東，持有40%股本權益，陝西天然氣因於西安中民之權益而根據上市規則第14A章項被視為本公司之關連人士。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%，因2017-2019年天然氣購銷合同下的交易符合上市規則第14A.101(1)及(2)規定：交易(i)屬於本集團與附屬公司層面的關連人士；(ii)按一般商業條款或更佳條款進行；及(iii)經董事會批准交易及經獨立非執行董事確認，該交易只須符合上市規則第14A章項下年度審閱以及各項披露規定，遵守通函（包括獨立財務意見）及股東批准的規定可獲豁免，該交易詳情已於本公司日期為2016年12月15日公布內披露。

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。

截至2017年12月31日止年度，上述持續關連交易之總額在2017-2019年天然氣購銷合同訂明之最高總值內。

# Report of the Directors

## 董事會報告

### CONTINUING CONNECTED TRANSACTION

(Continued)

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 2017-2019 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 2017-2019 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.

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 41 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)

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2017-2019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2017-2019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。

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41。

### 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. 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. Subsequent to the end of the reporting period and up to the date of this report. The company repurchased and then cancelled in aggregate of 107,258,000 Shares.

### 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 Company.

### 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 2017 Interim Report is as follows:

Mr. Chu Kin Wang Peleus, being a deputy chairman and an executive Director, resigned as an independent non-executive director of China Huishan Dairy Holdings Company Limited (stock code: 06863) on 15 December 2017 and Telecom Service One Holdings Limited (stock code: 08145) on 27 December 2017 respectively, shares of which are listed on the Main Board and the Growth Enterprise Market of the Stock Exchange respectively.

Dr. Liu Junmin, being an independent non-executive Director, resigned as independent director of AVIC Electromechanical Systems Co., Ltd. (stock code: 002013), shares of which are listed on the Small & Medium Enterprises Board of the Shenzhen Stock Exchange, on 26 March 2018.

The fee of each independent non-executive Director, namely, Dr. Liu Junmin, Prof. Zhao Yanyun and Mr. Sin Ka Man, has been increased to HKD15,000 per month with effect from 1 April 2018, such increment has been approved by the remuneration committee of the Company and the Board respectively.

### 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本年度遵守標準守則規定之準則。可能擁有本公司未公布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

截至本年度，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。於報告期末後及截至本報告日期，本公司進行回購並隨後註銷共107,258,000股股份。

### 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。本公司有為本公司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2017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於2017年12月15日及於2017年12月27日分別辭任中國輝山乳業控股有限公司(股票代號：06863)及電訊首科控股有限公司(股票代號：08145)之獨立非執行董事，上述二間公司股份分別於聯交所主板及創業板掛牌。

獨立非執行董事劉駿民博士於2018年3月26日辭任中航工業機電系統股份有限公司(股票代號：002013)之獨立董事，其股份於深圳證券交易所中小企業板掛牌。

每位獨立非執行董事(劉駿民博士、趙彥雲教授及冼家敏先生)之袍金增至每月港幣15,000元，於2018年4月1日生效，並已分別獲本公司薪酬委員會及董事會批准。

## Report of the Directors 董事會報告

### 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, 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 37 to 66 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 2018 AGM. A resolution for the re-appointment of Deloitte as auditor of the Company will be proposed at the 2018 AGM.

On behalf of the Board

**Mr. Fan Fangyi**  
*Managing and Executive Director*

Beijing, 29 June 2018

### 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。為了遵守相關法律和法規要求，董事會會定期檢討並監察本集團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。

於本年度，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37至66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2018年股東週年大會任滿告退，惟符合資格並願意接受續聘。2018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*

北京，2018年6月29日

# Independent Auditor's Report 獨立核數師報告

# Deloitte.

# 德勤

TO THE SHAREHOLDERS OF  
CHINESE PEOPLE HOLDINGS COMPANY LIMITED  
(incorporated in Bermuda with limited liability)

獨立核數師報告  
致中民控股有限公司全體股東  
(於百慕達註冊成立之有限公司)

## 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 89 to 221, which comprise the consolidated statement of financial position as at 31 March 2018, 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 2018, 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.

## 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89頁至第221頁的綜合財務報表,當中包括於2018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2018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。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### 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 2018, the Group's goodwill is allocated to respective CGU relating to sales and distribution of cylinder gas (formerly named as "transportation, distribution and retail of liquefied petroleum gas ("LPG")") operation in the Peoples' Republic of China (the "PRC") amounting to approximately RMB7.1 million. Details are disclosed in notes 4 and 19 to the consolidated financial statements.

於2018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」）供應及分銷罐裝燃氣（前稱「運輸、分銷及零售液化石油氣（「液化氣」）」）有關之各個現金產生單位，分別為約人民幣7,100,000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 sales and distribution of cylinder gas 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供應及分銷罐裝燃氣業務的市場開發預期。

As disclosed in note 19 to the consolidated financial statements, impairment loss of RMB4.9 million has been recognised against the goodwill allocated to the sales and distribution of cylinder gas for the year ended 31 March 2018.

誠如綜合財務報表附註19所披露，就截至2018年3月31日止年度已分配至供應及分銷罐裝燃氣之商譽已確認減值虧損人民幣4,900,000元。

### 關鍵審計事項 (續)

#### 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。

## Independent Auditor's Report 獨立核數師報告

### 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  
29 June 2018

### 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  
2018年6月29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 2018 截至2018年3月31日止年度

		NOTES 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	5	1,200,359	969,524
Cost of sales and services	銷售及服務成本		(902,188)	(697,908)
Gross profit	毛利		298,171	271,616
Other gains and losses	其他收益及虧損	7	(26,920)	(16,642)
Other income	其他收入	8	20,935	11,604
Finance costs	財務成本	11	(12,648)	(14,779)
Selling and distribution expenses	銷售及分銷開支		(101,834)	(84,800)
Administrative expenses	行政開支		(103,578)	(108,679)
Share of results of associates	應佔聯營公司業績		34,148	19,259
Share of results of joint ventures	應佔合資企業業績		148,343	129,773
Profit before tax	除稅前溢利		256,617	207,352
Income tax expense	所得稅開支	12	(26,706)	(32,284)
Profit for the year from continuing operations	持續經營業務之本年度溢利	9	229,911	175,068
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Profit for the year from discontinued operation	已終止經營業務之本年度溢利	13	-	53,433
Profit for the year	本年度溢利		229,911	228,501
Other comprehensive income (expense) for the year	本年度其他全面收入(支出)總額			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:			
Change in fair value of available-for-sale investments	可供出售投資之公允值變動		22	-
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		(15)	-
Other comprehensive income for the year	本年度其他全面收入總額		7	-
Total comprehensive income for the year	本年度全面收入總額		229,918	228,501

# 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 2018 截至2018年3月31日止年度

		NOTE 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Profit for the year attributable to: Owners of the Company	下列應佔之本年度溢利： 本公司擁有人			
Profit from continuing operations	持續經營業務之溢利		201,456	152,462
Profit from discontinued operation	已終止經營業務之溢利		-	53,433
			201,456	205,895
Non-controlling interests	非控股權益			
Profit from continuing operations	持續經營業務之溢利		28,455	22,606
			229,911	228,501
Total comprehensive income attributable to: Owners of the Company	下列應佔之全面收入總額： 本公司擁有人			
Profit from continuing operations	持續經營業務之溢利		201,463	152,462
Profit from discontinued operation	已終止經營業務之溢利		-	53,433
			201,463	205,895
Non-controlling interests	非控股權益			
Profit from continuing operations	持續經營業務之溢利		28,455	22,606
			229,918	228,501
Earnings per share	每股盈利	15		
From continuing and discontinued operations	來自持續及已終止經營業務			
- basic	- 基本		N/A 不適用	RMB2.96 cents 分
- diluted	- 攤薄		N/A 不適用	RMB2.96 cents 分
From continuing operations	來自持續經營業務			
- basic	- 基本		RMB2.82 cents 分	RMB2.20 cents 分
- diluted	- 攤薄		RMB2.78 cents 分	RMB2.20 cents 分

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 March 2018 於2018年3月31日

		NOTES 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	694,524	619,984
Investment properties	投資物業	17	11,300	13,200
Prepaid lease payments	預付租金	18	57,254	59,306
Goodwill	商譽	19	7,064	14,051
Intangible assets	無形資產	20	25,596	26,825
Interests in associates	於聯營公司之權益	21	127,919	107,566
Interests in joint ventures	於合資企業之權益	22	1,065,899	917,556
Available-for-sale investments	可供出售投資	23	14,508	15,032
Long-term deposits	長期按金	24	21,292	31,844
			<b>2,025,356</b>	<b>1,805,364</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	25	28,609	21,401
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	154,095	112,056
Amount due from a joint venture	應收一間合資企業款項	27	16,338	24,556
Prepaid lease payments	預付租金	18	1,732	1,494
Bank balances and cash	銀行結餘及現金	28	409,630	392,287
			<b>610,404</b>	<b>551,794</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	29	250,663	216,352
Tax liabilities	稅項負債		39,618	41,635
Amount due to an associate	應付一間聯營公司款項	27	–	299
Amount due to a joint venture	應付一間合資企業款項	27	156	4,103
Consideration payable	應付代價款項	30	–	155,768
Bank borrowings	銀行借貸	31	113,000	62,000
			<b>403,437</b>	<b>480,157</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>206,967</b>	<b>71,637</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,232,323</b>	<b>1,877,001</b>

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 March 2018 於2018年3月31日

		NOTES 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Capital and reserves	股本及儲備			
Share capital	股本	33	570,574	453,328
Reserves	儲備		1,456,972	1,203,848
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,027,546	1,657,176
Non-controlling interests	非控股權益	50	180,529	168,937
Total equity	總權益		2,208,075	1,826,113
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	31	16,000	42,500
Deferred tax liabilities	遞延稅項負債	32	8,248	8,388
			24,248	50,888
			2,232,323	1,877,001

The consolidated financial statements on page 89 to 221 were approved and authorised for issue by the Board of Directors on 29 June 2018 and are signed on its behalf by:

載於第89至221頁之綜合財務報表已獲董事會於2018年6月29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 2018 截至2018年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益													
		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	Sub-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	小計	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 1 April 2016	於2016年4月1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	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
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	201,456	201,456	201,456	28,455	229,911
Change in the fair value of available-for-sale investments	可供出售投資公允價值變動	-	-	-	-	-	-	-	22	-	-	-	22	-	22
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	-	-	-	-	-	-	-	(15)	-	-	-	(15)	-	(15)
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	-	-	-	-	7	-	201,456	201,463	201,463	28,455	229,918
Appropriations	轉撥	-	-	-	-	13,438	-	-	-	-	(13,438)	-	-	-	-
Recognition of share-based payments	確認以股份為基礎付款	-	-	-	-	-	-	-	-	13,223	-	-	13,223	-	13,223
Issue of Award Shares (as defined in note 39 (b))	發行獎勵股份(定義見附註39(b))	12,402	13,033	-	-	-	-	-	-	(25,435)	-	-	-	-	-
Issue of Subscription Shares (as defined in note 30)	發行認購股份(定義見附註30)	104,844	50,924	-	-	-	-	-	-	-	-	-	155,768	-	155,768
Dividends paid to a non-controlling interests of subsidiaries	付予一間附屬公司非控股權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(29,610)	(29,610)
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注資	-	-	-	-	-	-	-	-	-	-	-	-	13,375	13,375
Deemed disposal of partial interests in subsidiaries (note f)	視作出售附屬公司股份權益(附註f)	-	-	-	-	-	-	-	-	-	(84)	-	(84)	3,533	3,449
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	-	-	-	-	-	-	-	-	-	-	-	-	(4,161)	(4,161)
At 31 March 2018	於2018年3月31日	570,574	1,008,573	2,086	92,665	108,606	26,628	7,721	-	-	6,738	203,955	2,027,546	180,529	2,208,075

# Consolidated Statement Of Changes In Equity

## 綜合權益變動表

For The Year Ended 31 March 2018 截至2018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 interest 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 sales and distribution of cylinder gas at a consideration of RMB100,000. Accordingly, the Group increase of 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.
- (f) On 19 December 2017, the equity interest of Changshun County Civigas Co., Ltd. and its subsidiaries ("Changshun Civigas Group"), the then wholly owned subsidiaries of the Group, was transferred to a 60% owned subsidiary of the Group upon group-restructuring. Accordingly, the Group's effective interest in Changshun Civigas Group had been reduced from 100% to 60%. The carrying amount of the partial interest in Changshun Civigas Group deemed disposed by the Group of RMB80,000 was credited to equity as other reserve during the year ended 31 March 2018.

On 1 April 2017, the Group entered into an equity transfer agreement with an independent third party to dispose 49% equity interest of Zhijiang Civigas Co., Ltd. ("Zhijiang Civigas"), the then non-wholly owned subsidiary of the Group with effective interest 55% held through investment in non-wholly subsidiary, Hunan Civigas Co., Ltd. ("Hunan Civigas"), at a consideration of approximately RMB3,449,000. Accordingly, the Group's effective interest in Zhijiang Civigas has been reduced from 55% to 28.05%. The difference between the consideration received and the carrying amount of the partial interest in Zhijiang Civigas disposed by the Group of RMB164,000 was debited to equity as other reserve during the during the year ended 31 March 2018.

### 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，該公司從事供應及分銷罐裝燃氣，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。
- (f) 於2017年12月19日，長順縣中民燃氣有限公司及其附屬公司（「長順中民燃氣集團」，本集團當時之全資附屬公司）於集團重組後已轉讓予本集團一間擁有60%權益之附屬公司。因此，本集團於長順中民燃氣集團之實際權益已由100%降至60%。本集團視作出售於長順中民燃氣集團部分權益之賬面值人民幣80,000元於截至2018年3月31日止年度作為其他儲備計入權益。

於2017年4月1日，本集團與一名獨立第三方訂立股權轉讓協議，出售本集團當時非全資附屬公司芷江中民燃氣有限公司（「芷江中民」，55%實際權益透過投資非全資附屬公司湖南中民燃氣有限公司（「湖南中民」）持有）之49%股權，代價為約人民幣3,449,000元。因此，本集團於芷江中民之實際權益已由55%降至28.05%。已收代價與於本集團出售於芷江中民部分權益之賬面值之差額人民幣164,000元於截至2018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 2018 截至2018年3月31日止年度

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit for the year	本年度溢利	229,911	228,501
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	(148,343)	(129,773)
Share of results of associates	應佔聯營公司業績	(34,148)	(19,259)
Bank interest income	銀行利息收入	(8,125)	(2,587)
Interest income from loan to a joint venture	來自一間合資企業之貸款利息收入	(969)	(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)
Dividend income from available-for-sale investments	可供出售投資之股息收入	(1)	(63)
Fair value changes of investment properties	投資物業公允值變動	1,900	-
Loss (gain) on disposal of subsidiaries	出售附屬公司之虧損(收益)	3,344	(54,174)
Waiver of overdue interest on consideration payable	豁免應付代價款項之逾期利息	(5,335)	-
Income tax expense	所得稅開支	26,706	32,284
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(溢利)虧損	(1,740)	2,741
(Gain) loss on disposal of available-for-sale investments	出售可供出售投資之(溢利)虧損	(108)	62
Amortisation of intangible assets	攤銷無形資產	1,229	1,217
Amortisation of prepaid lease payments	攤銷預付租金	1,700	1,478
Depreciation of property, plant and equipment	物業、廠房及設備折舊	36,011	34,054
Share-based payments	以股份為基礎付款	13,223	12,212
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認之減值虧損	2,177	-
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	4,868	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	18,595	2,927
Finance costs	財務成本	12,648	14,983

## Consolidated Statement of Cash Flows 綜合現金流量表

For The Year Ended 31 March 2018 截至2018年3月31日止年度

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	153,543	134,741
(Increase) decrease in inventories	存貨(增加)減少	(8,099)	4,582
Increase 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	(40,530)	(31,659)
Increase in amount due from a joint venture	應收一間合資企業款項增加	-	(1,286)
Increase in trade and other payables	貿易及其他應付款項增加	36,326	24,474
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)
(Decrease) increase in amount due to a joint venture	應付一間合資企業款項(減少)增加	(3,947)	810
Cash generated from operations	經營業務產生現金	137,293	131,006
PRC Enterprise Income Tax paid	已付中國企業所得稅	(28,863)	(33,050)
Net cash from operating activities	經營業務產生現金淨額	108,430	97,956

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For The Year Ended 31 March 2018 截至2018年3月31日止年度

		NOTES 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Purchase of property, plant and equipment	購置物業、廠房及設備		(113,387)	(96,307)
Deposits paid for acquisition of property, plant and equipment and prepaid lease payments	收購物業、廠房及設備及預付租賃款項之已付按金		(14,834)	(2,130)
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項		169	718
Acquisition of available-for-sale investments	收購可供出售投資		(1,707)	–
Acquisition of a subsidiary	收購一間附屬公司	38	–	(17,284)
Disposal of subsidiaries	出售附屬公司	37/13	(2,438)	16,824
Addition of prepaid lease payments	增加預付租金		–	(1,040)
Advance to a joint venture	向一間合資企業墊款		–	(6,000)
Repayment from a joint venture	一間合資企業還款		8,428	–
Dividend received	已收股息		1	63
Dividend received from associates	已收聯營公司股息		15,804	41,732
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		5,226	457
Proceed from disposal of prepaid lease payments	出售預付租金所得款項		114	–
Repayment from non-controlling interests of subsidiaries	附屬公司非控股權益還款		–	6,800
Interest received from a joint venture	已收一間合資企業利息		759	241
Interest received	已收利息		8,125	2,587
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		(93,740)	(83,094)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For The Year Ended 31 March 2018 截至2018年3月31日止年度

	NOTE 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceed from disposal of partial interest in a subsidiary without losing control	出售一間並無失去控制權之附屬公司部分權益之所得款項	2,000	–
Acquisition of non-controlling interests in a subsidiary	收購一間附屬公司之非控股權益	–	(100)
New bank borrowings raised	所籌得新銀行借貸	81,000	104,500
Repayment of bank borrowings	償還銀行借貸	(56,500)	(11,000)
Other borrowing raised	所籌得其他借貸	–	488
Repayment of other borrowing	償還其他借貸	–	(77)
Dividends paid to non-controlling interests of subsidiaries	付予附屬公司非控股權益之股息	(29,610)	(23,310)
Capital contribution from non-controlling interests of subsidiaries	附屬公司非控股權益注資	13,375	4,400
(Repayment to) advance from an associate	向一間聯營公司(還款)墊款	(299)	223
Interest paid	已付利息	(7,313)	(2,846)
Net cash from financing activities	融資活動產生之現金淨額	2,653	72,278
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	17,343	87,140
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	392,287	305,147
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, 以銀行結餘及現金呈列	409,630	392,287
	28		

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

For The Year Ended 31 March 2018 截至2018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 addresses 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. The activities of its principal subsidiaries are set out in note 49.

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")

Amendments to HKFRSs that are mandatorily effective for the current year

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

Amendments to Hong Kong Accounting Standard ("HKAS") 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle

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

## 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。其主要附屬公司之業務活動載於附註49。

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」）

本年度強制生效之香港財務報告準則修訂本

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：

香港會計準則（「香港會計準則」）第7號（修訂本）	披露計劃
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
香港財務報告準則第12號（修訂本）	作為香港財務報告準則於2014年至2016年週期之年度改進之一部分

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表現及財務狀況及／或該等綜合財務報表所載列之披露並無產生重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

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

### Amendment to HKAS 7 Disclosure Initiative

The Group has applied these amendments for the first time in the current year. 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 cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following 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 values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 36. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 36, the application of these amendments has had no impact on the Group's 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）

### 香港會計準則第7號（修訂本）披露計劃

本集團已於本年度首次應用該等修訂本。該等修訂要求實體提供披露資料，令使用財務報表之人士評估融資活動所產生負債之變動（包括現金及非現金變動）。此外，該等修訂本亦要求，如金融資產在過往產生現金流量或未來的現金流量計入融資活動的現金流量，則需要披露該等金融資產之變動。

特別是，該項修訂規定披露以下：(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。

有關該等項目期初及期末結餘之對賬已於附註36提供。根據修訂本之過渡條文，本集團並無披露去年之比較資料。除附註36之額外披露外，應用該等修訂本並無對本集團綜合財務報表造成影響。

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

For The Year Ended 31 March 2018 截至2018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 in issue but not yet effective

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

HKFRS 9 HKFRS 15	Financial Instruments <sup>1</sup> Revenue from Contracts with Customers and the related Amendments <sup>1</sup>
HKFRS 16 HKFRS 17 HK(IFRIC) – Int 22	Leases <sup>2</sup> Insurance Contracts <sup>3</sup> Foreign Currency Transactions and Advance Consideration <sup>1</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>1</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>2</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>2</sup>
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle <sup>1</sup>
Amendments to HKAS 40	Transfers of Investment Property <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>2</sup>

- 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 1 January 2021.
- 4 Effective for annual periods beginning on or after a date to be determined.

## 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 香港財務報告準則第15號	金融工具 <sup>1</sup> 來自客戶合約之收入及相關修訂 <sup>1</sup>
香港財務報告準則第16號 香港財務報告準則第17號 香港（國際財務報告詮釋委員會）— 詮釋第22號	租賃 <sup>2</sup> 保險合約 <sup>3</sup> 外幣交易及預付代價 <sup>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性 <sup>2</sup>
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 <sup>1</sup>
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 <sup>1</sup>
香港財務報告準則第9號（修訂本）	具有負補償的提前還款特性 <sup>2</sup>
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 <sup>4</sup>
香港會計準則第19號（修訂本）	計劃修訂、縮減或結清 <sup>2</sup>
香港會計準則第28號（修訂本）	於聯營及合營企業的長期權益 <sup>2</sup>
香港會計準則第28號（修訂本）	作為香港財務報告準則於2014年至2016年週期之年度改進的一部分
香港會計準則第40號（修訂本）	轉讓投資物業 <sup>1</sup>
香港財務報告準則（修訂本）	香港財務報告準則於2015年至2017年週期之年度改進 <sup>2</sup>

- 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2021年1月1日或之後開始之年度期間生效。
- 4 於將釐定日期或之後開始之年度期間生效。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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 that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (“FVTOCI”). All other financial assets are generally measured at their fair value at subsequent accounting 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。所有其他金融資產一般於其後會計期間均按其公允值計量。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 2018 截至2018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 “Financial Instruments: Recognition and Measurement”. 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 2018, the directors anticipate the following potential impact on initial application of HKFRS 9:

#### Classification and measurement:

- Unlisted equity securities classified as available-for-sale investments carried at cost less impairment as disclosed in note 23: these securities qualified for designation as measured at FVTOCI under HKFRS 9 and the Group will measure these securities at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised as other comprehensive income and accumulated in the investment revaluation reserve. Upon initial application of HKFRS 9, the fair value changes relating to these securities would be adjusted to investment revaluation reserve as at 1 April 2018.
- All other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

## 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「金融工具：確認及計量」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2018年3月31日之金融工具及風險管理政策，董事預期初始應用香港財務報告準則第9號之潛在影響如下：

#### 分類及計量：

- 分類為按成本減減值列賬之可供出售投資之非上市股本證券（於附註23內披露）：根據香港財務報告準則第9號，該等證券符合資格指定為按公允值計入其他全面收入計量，而本集團將於其後報告期間結束後按公允值計量該等證券，公允值收益或虧損將確認為其他全面收入並於投資重估儲備中累計。於初始應用香港財務報告準則第9號後，有關該等證券之公允值變動將調整至於2018年4月1日之投資重估儲備。
- 所有其他金融資產及金融負債將繼續按目前根據香港會計準則第39號計量之同一基準計量。

# Notes to the Consolidated Financial Statements

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

HKFRS 9 Financial Instruments (Continued)

### Impairment:

In general, the directors of the Company anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs and other items that subject to the impairment provisions upon application of HKFRS 9 by the Group.

Based on the assessment by the directors of the Company, the application of the expected credit loss model of HKFRS 9 has no material impact on the financial position of the Group as at 1 April 2018.

### 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）

### 減值：

一般而言，本公司董事預計，應用香港財務報告準則第9號之預期信貸虧損模式，將導致在本集團應用香港財務報告準則第9號後就本集團按攤銷成本計量之金融資產及須作出減值撥備之其他項目提早就尚未產生之信貸虧損作出撥備。

根據本公司董事作出之評估，應用香港財務報告準則第9號之預期信貸虧損模式，將不會對本集團於2018年4月1日之財務狀況產生重大影響。

### 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

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## 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 obligations, principal versus agent considerations, as well as licensing application guidance.

The directors anticipate that the application of HKFRS 15 may result in change of the identification of performance obligations and allocation of total consideration (including connection fee received from the customers for the construction of the Group’s main gas pipeline) to the respective performance obligations which may affect the timing and amounts of revenue recognition. In addition, application of HKFRS15 may result in adjustments to the carrying amounts and presentation of the related contract assets and contract liabilities.

The application of HKFRS 15 may also result in more disclosures in the consolidated financial statements.

### 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.

## 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。

董事預期應用香港財務報告準則第15號可能導致確定履約責任以及分配至相關履約責任之總代價（包括就本集團主要燃氣管道建設收取客戶的接駁費用）變動，因而可能會影響收入確認之時間及金額。此外，應用香港財務報告準則第15號可導致相關合約資產及合約負債之賬面值及呈列須作出調整。

香港財務報告準則第15號之應用可能亦會造成在綜合財務報表更多之披露。

### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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)

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 others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, 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 respectively by the Group.

Under HKAS 17, the Group has already recognised an asset for 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.

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.

## 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）

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，將分別由本集團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為就預付租賃款項之一項資產。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。

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。

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## 綜合財務報表附註

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

### HKFRS 16 Leases (Continued)

As at 31 March 2018, the Group has non-cancellable operating lease commitments of RMB4.2 million as disclosed in note 42. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for short-term leases or leases of low-value assets. Furthermore, the application of new requirements under HKFRS 16 may result in changes in measurement, presentation and disclosure as indicated above.

In addition, the Group currently considers refundable rental deposits paid of RMB1,049,000 and refundable rental deposits received of RMB5,000 as rights and obligations under leases to which HKAS 17 applies.

Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

Except as disclosed above, the directors of the Company anticipate that the application of the other new and revised HKFRSs in issue but not yet effective will have no material impact on the results and financial position of the Group.

## 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 and by the Hong Kong Companies Ordinance.

## 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）

如附註42所披露，於2018年3月31日，本集團之不可撤銷經營租賃承擔為人民幣4,200,000元。初步評估顯示，該等安排將符合租賃的定義。採用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，除非其符合資格為短期租賃或低價值資產租賃。此外，應用香港財務報告準則第16號項下的新要求可能導致上文所指的計量、呈列及披露的變動。

此外，本集團目前將已付人民幣1,049,000元之可退回租賃按金及已收人民幣5,000元之可退回租賃按金視為適用於香港會計準則第17號之租賃權利及責任。

根據香港財務報告準則第16號項下租賃付款之定義，該等按金並非有關使用相關資產的權利的付款，因此，該等按金的賬面值可調整至攤銷成本及該等調整視為額外租賃付款。已付可退回租賃按金之調整將計入使用權資產之賬面值。已收可退回租賃按金之調整將視為預付租賃款項。

除上文披露者外，本公司董事預期應用已頒布但尚未生效之其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。

## 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，綜合財務報表包括聯交所證券上市規則及香港《公司條例》規定之適當披露。

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## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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".

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.

For investment properties which are transferred at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

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:

### 3. 主要會計政策 (續)

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。

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。

就按公允值轉讓之投資物業以及於其後期間計量公允值時使用不可觀察輸入數據之估值方法而言，估值方法會予以校準以使估值方法結果與交易價相等。

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：

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## 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

- 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 significant 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.

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.

### 3. 主要會計政策 (續)

- 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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

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, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 主要會計政策 (續)

#### 綜合賬目基準 (續)

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。本集團之有關部份權益（包括儲備）及非控股權益之賬面值乃予以調整，以反映其於附屬公司相關權益之變動，包括按照本集團與非控股權益之權益比例，將本集團與非控股權益之間相關儲備重新歸屬。

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。

當本集團失去一個附屬公司之控制權，該附屬公司之資產及負債以及非控股權益（如有）取消確認。收益或虧損於損益內確認，並計作下列二者之差額(i)已收代價公允值及任何保留權益之公允值及(ii)資產賬面額（包括商譽），及本公司擁有人應佔負債。就該附屬公司過往於其他全面收入確認之所有款項，均按猶如本集團已直接出售該附屬公司相關資產或負債（即重新分類至損益或轉至適用香港財務報告準則所規定／允許之另一權益類別）。前附屬公司於失去控制權當日任何保留投資之公允值將視為初始確認香港會計準則第39號「金融工具：確認及計量」項下後續會計處理之公允值，或倘適用，初始確認聯營公司或合資企業投資之成本。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (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.

#### 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.

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.

### 3. 主要會計政策 (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。

#### 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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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.

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. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. 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

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。

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。於該聯營公司／合營企業之資產淨值（損益及其他全面收入除外）變動不會入賬，除非該等變動導致本集團持有之擁有權權益變動。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 2018 截至2018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 provision of natural gas, sales and distribution of cylinder gas, gas appliances and barrelled 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。

提供天然氣、供應及分銷罐裝燃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 2018 截至2018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.

Interest income is accrued on a time apportionment 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.

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.

### 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。

利息收入按時間分配基準，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之物業、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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation is recognised so as to write off the cost or deemed 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)

折舊乃利用直線法確認，以撇銷資產（在建工程除外）成本（或視作成本），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（即於樓宇達致所需地點及狀況時按管理層擬定方式運作）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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 arising 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 2018 截至2018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 losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)*

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets 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.

### 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）減值虧損*

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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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.

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.

### 3. 主要會計政策 (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)減值虧損(續)

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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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)

#### 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 2018 截至2018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 2018 截至2018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 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」。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 2018 截至2018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 2018 截至2018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.

### 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are 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.

Exchange differences arising on the settlement and on the retranslation 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.

### 3. 主要會計政策 (續)

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之現行匯率確認。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。

結算及重新兌換貨幣項目產生之匯兌差額於彼等產生期間內於損益確認。

#### 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於損益確認。

#### 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確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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 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.

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.

### 3. 主要會計政策 (續)

#### 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。

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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

#### *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.

#### *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 and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment (see accounting policy on impairment losses on financial assets below).

### 3. 主要會計政策 (續)

金融工具 (續)

#### *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。

#### *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）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

*Financial assets (Continued)*

*Loans and receivables (Continued)*

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.

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 losses 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 losses on financial assets below).

### 3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項 (續)

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。

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）。

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

For The Year Ended 31 March 2018 截至2018年3月31日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

*Financial assets (Continued)*

### *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.

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.

## 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

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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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 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.

When an available-for-sale investment is considered to be impaired, cumulative 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 carried at fair value, 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.

### 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。

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虧損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。

就按公允值之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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

*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.

*Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (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*

Financial liabilities (including trade and other payables, amounts due to an associate and a joint venture, bank borrowings and consideration payable) are subsequently measured at amortised cost, using the effective interest method.

### 3. 主要會計政策 (續)

金融工具 (續)

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。

實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率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

金融負債 (包括貿易及其他應付款項、應付一間聯營公司及合營企業款項、銀行借貸及應付代價款項) 其後使用實際利息法按攤銷成本列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

#### *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.

#### 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.

### 3. 主要會計政策 (續)

金融工具 (續)

#### *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。

#### 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。

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

For The Year Ended 31 March 2018 截至2018年3月31日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity settled share-based payment transactions (Continued)

*Share options granted to employees and directors (Continued)*

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 reversed to profit or loss.

## 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.

## 3. 主要會計政策 (續)

以權益結算股份為基礎之付款交易 (續)

*授予僱員及董事之購股權 (續)*

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撥回至損益。

## 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTIES (Continued)

#### 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.

#### *Estimated impairment loss recognised in respect of goodwill and intangible assets*

Determining whether goodwill and 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 2018, the carrying amount of goodwill and intangible assets were RMB7,064,000 (2017: RMB14,051,000) and RMB25,596,000 (2017: RMB26,825,000) respectively. Impairment loss of RMB4,868,000 was recognised for goodwill during the year ended 31 March 2018 (2017: RMB11,620,000) with details set out in note 19.

### 4. 估計不確定因素之主要來源 (續)

#### 估計不確定因素之主要來源

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

#### *就商譽及無形資產確認之估計減值虧損*

於釐定商譽及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2018年3月31日，商譽及無形資產的賬面值分別為人民幣7,064,000元（2017年：人民幣14,051,000元）及人民幣25,596,000元（2017年：人民幣26,825,000元）。截止2018年3月31日止年度，就商譽已確認減值虧損人民幣4,868,000元（2017年：人民幣11,620,000元），詳情載列於附註19。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 5. REVENUE

An analysis of the Group's revenue from continuing operations for the year is as follows:

	持續經營業務
Continuing operations	持續經營業務
Provision of piped gas	供應管道燃氣
Piped gas connection construction contracts	管道燃氣接駁建築合約
Sales and distribution of cylinder gas	供應及分銷罐裝燃氣
Production and sales of barrelled drinking water	生產及銷售桶裝飲用水

### 5. 收入

本年度本集團持續經營業務之收入分析如下：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Continuing operations		
Provision of piped gas	449,598	397,914
Piped gas connection construction contracts	122,095	138,641
Sales and distribution of cylinder gas	628,232	424,081
Production and sales of barrelled drinking water	434	8,888
	<b>1,200,359</b>	<b>969,524</b>

### 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 completed on 30 June 2016 as described in note 13. Accordingly, the results of lottery agency business for the year ended 31 March 2017 had been separately presented as discontinued operation in the consolidated statement of profit or loss and other comprehensive income.

The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

- (1) Provision of piped gas – provision of piped gas and construction of gas pipeline networks;
- (2) Sales and distribution of cylinder gas (formerly named as "Transportation, distribution and retail of LPG") – the sales and distribution of gas using tank containers to end-user residential household, industrial and commercial customers; and
- (3) Production and sales of barrelled drinking water.

### 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2016年6月30日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。

本集團根據香港財務報告準則第8號「經營分部」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) 供應及分銷罐裝燃氣（前稱「運輸、分銷及零售液化氣」）—以儲罐供應及分銷燃氣予住宅居民、工業及商業客戶之最終用者；及
- (3) 生產及銷售桶裝飲用水。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 6. SEGMENT INFORMATION (Continued)

No operating segments have been aggregated to derive the reportable segments for segment information presentation.

#### 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 2018

### 6. 分部資料 (續)

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。

#### 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2018年3月31日止年度

		Provision of piped gas 供應管道燃氣 RMB'000 人民幣千元	Sales and distribution of cylinder gas 供應及分銷 罐裝燃氣 RMB'000 人民幣千元	Production and sales of barrelled 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
<b>Continuing operations</b> 持續經營業務					
Segment revenue from external customers	來自外部客戶的分部收入	571,693	628,232	434	1,200,359
Segment profit (loss)	分部溢利(虧損)	82,357	22,869	(218)	105,008
Unallocated income	未分配收入				9,202
Central administration costs	中央行政開支				(27,436)
Share of results of associates	應佔聯營公司業績				34,148
Share of results of joint ventures	應佔合資企業業績				148,343
Finance costs	財務成本				(12,648)
Profit before tax from continuing operations	持續經營業務除稅前溢利				256,617

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 6. SEGMENT INFORMATION (Continued)

For the year ended 31 March 2017

### 6. 分部資料 (續)

截至2017年3月31日止年度

		Provision of piped gas	Sales and distribution of cylinder gas	Production and sales of barrelled drinking water	Total
		供應管道燃氣	供應及分銷 罐裝燃氣	生產及銷售 桶裝飲用水	合計
		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
Continuing operations					
持續經營業務					
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

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.

上文呈報之所有分部收入均來自外部客戶。於兩個年度內並無分部間銷售。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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。

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Segment assets</b>	<b>分部資產</b>		
Provision of piped gas	供應管道燃氣	694,692	601,048
Sales and distribution of cylinder gas	供應及分銷罐裝燃氣	285,225	282,527
Production and sales of barrelled drinking water	生產及銷售桶裝飲用水	515	4,641
		<b>980,432</b>	888,216
Total segment assets	分部資產總值		
Investment properties	投資物業	11,300	13,200
Interests in associates	於聯營公司之權益	127,919	107,566
Interests in joint ventures	於合資企業之權益	1,065,899	917,556
Available-for-sale investments	可供出售投資	14,508	15,032
Bank balances and cash	銀行結餘及現金	409,630	392,287
Unallocated assets	未分配資產	26,072	23,301
		<b>2,635,760</b>	2,357,158
Consolidated assets	綜合資產		
<b>Segment liabilities</b>	<b>分部負債</b>		
Provision of piped gas	供應管道燃氣	175,459	156,330
Sales and distribution of cylinder gas	供應及分銷罐裝燃氣	71,498	136,562
Production and sales of barrelled drinking water	生產及銷售桶裝飲用水	296	80,115
		<b>247,253</b>	373,007
Total segment liabilities	分部負債總值		
Bank borrowings	銀行借貸	129,000	104,500
Tax liabilities	稅項負債	39,618	41,635
Deferred tax liabilities	遞延稅項負債	8,248	8,388
Unallocated liabilities	未分配負債	3,566	3,515
		<b>427,685</b>	531,045
Consolidated liabilities	綜合負債		

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

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 borrowings, tax liabilities, deferred tax liabilities and certain other payables.

#### Other segment information

### 6. 分部資料 (續)

#### 分部資產及負債 (續)

為方便監察分部表現及於分部間分配資源：

- 除投資物業、於聯營公司之權益、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。

#### 其他分部資料

	Provision of piped gas 供應管道燃氣		Sales and distribution of cylinder gas 供應及分銷罐裝燃氣		Production and sales of barrelled drinking water 生產及銷售桶裝飲用水		Unallocated 未分配		Consolidated 合計		
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
<b>Continuing operations</b> 持續經營業務											
For the year ended 31 March Amounts included in measure of segment profit or loss or segment assets:	截至3月31日止年度 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	24,332	22,327	10,356	9,818	51	50	1,272	1,782	36,011	33,977
Impairment loss on goodwill recognised in profit or loss	就商譽於損益確認之 減值虧損	-	11,620	4,868	-	-	-	-	4,868	11,620	
Impairment loss on available- for-sale investments	出售可供出售投資之 減值虧損	-	-	2,177	-	-	-	-	2,177	-	
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損(溢利)	525	218	(2,305)	2,523	-	-	40	-	(1,740)	2,741
Loss on disposal of subsidiaries	出售附屬公司虧損	-	-	3,344	-	-	-	-	-	3,344	-
Amortisation of prepaid lease payments	攤銷預付租金	911	698	789	723	-	-	-	-	1,700	1,421
Amortisation of intangible assets	攤銷無形資產	1,229	1,217	-	-	-	-	-	-	1,229	1,217

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

### 6. 分部資料 (續)

其他分部資料 (續)

		Provision of piped gas		Sales and distribution of cylinder gas		Production and sales of barrelled drinking water		Unallocated		Consolidated	
		供應管道燃氣		供應及分銷罐裝燃氣		生產及銷售桶裝飲用水		未分配		合計	
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Continuing operations											
持續經營業務											
		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
Net (reversal of allowances) allowance made in respect of trade and other receivables	就貿易及其他應收款項之(撥回撥備)計提撥備淨額	(117)	(11)	18,712	2,788	-	-	-	150	18,595	2,927
Capital expenditure in respect of prepaid lease payments	有關預付租金之資本開支	-	5,867	-	4,433	-	-	-	-	-	10,300
Capital expenditure in respect of property, plant and equipment	有關物業、廠房及設備之資本開支	78,798	96,811	35,001	17,782	36	-	1,938	368	115,773	114,961
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:	定期向主要營運決策者提呈但於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	-	-	-	-	-	-	127,919	107,566	127,919	107,566
Interests in joint ventures	於合資企業之權益	-	-	-	-	-	-	1,065,899	917,556	1,065,899	917,556
Share of results of associates	應佔聯營公司業績	-	-	-	-	-	-	(34,148)	(19,259)	(34,148)	(19,259)
Share of results of joint ventures	應佔合資企業業績	-	-	-	-	-	-	(148,343)	(129,773)	(148,343)	(129,773)

#### 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 2018 and 2017.

#### 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2018年及2017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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 7. OTHER GAINS AND LOSSES

### 7. 其他收益及虧損

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之溢利(虧損)	1,740	(2,741)
Loss on disposal of subsidiaries (note 37)	出售附屬公司之虧損(附註37)	(3,344)	-
Impairment loss recognised in respect of goodwill (note 19)	就商譽確認之減值虧損(附註19)	(4,868)	(11,620)
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認之減值虧損	(2,177)	-
Fair value changes of investment properties	投資物業公允值變動	(1,900)	-
Gain (loss) on disposal of available-for-sale investments	出售可供出售投資之收益(虧損)	108	(62)
Net foreign exchange gain	匯兌收益淨額	2,116	708
Net (allowance made) reversal of allowances in respect of:	有關以下項目之(計提撥備)撥回撥備淨額:		
- trade receivables (note 26)	- 貿易應收款項(附註26)	(1,782)	11
- other receivables (note 26)	- 其他應收款項(附註26)	(16,813)	(2,938)
		<b>(26,920)</b>	<b>(16,642)</b>

### 8. OTHER INCOME

### 8. 其他收入

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Bank interest income	銀行利息收入	8,125	2,587
Waiver of overdue interest on consideration payable (note 30)	豁免應付代價款項之逾期利息(附註30)	5,335	-
Dividend income from available-for-sale investments	可供出售投資之股息收入	1	63
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
Interest income from loan to a joint venture	來自一間合資企業之貸款利息收入	969	1,241
Rental income	租金收入	960	880
Repair and maintenance services income	維修保養服務收入	79	2,825
Sales of gas appliance, net	銷售燃氣器具淨額	1,366	2,162
Government grant	政府補助金	913	450
Others	其他	3,187	1,155
		<b>20,935</b>	<b>11,604</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 9. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

Profit for the year from continuing operations has been arrived at after charging:

### 9. 持續經營業務之本年度溢利

本年度持續經營業務之溢利已扣除下列各項：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Staff costs	員工成本		
Directors' emoluments (note 10)	董事酬金(附註10)	12,910	13,812
Other staff costs	其他員工成本		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	98,213	95,567
Share-based payments	以股份為基礎付款	5,697	5,106
Retirement benefits scheme contributions	退休福利計劃供款	13,709	12,658
		<b>130,529</b>	127,143
Cost of inventories recognised as expenses	確認為開支之存貨成本	824,041	584,538
Auditor's remuneration	核數師酬金	2,291	2,255
Depreciation of property, plant and equipment	物業、廠房及設備折舊	36,011	33,977
Amortisation of prepaid lease payments	攤銷預付租金	1,700	1,421
Amortisation of intangible assets	攤銷無形資產	1,229	1,217
Operating lease payments in respect of rented premises	租賃物業相關之經營租賃租金支出	7,675	8,233
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	48,819	62,478



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 10. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

#### (a) Directors' and chief executives' emoluments

The emoluments paid or payable to each of 8 (2017: 9) directors and the chief executives were as follows:

### 10. 董事、行政總裁及五位最高薪酬人士之酬金

#### (a) 董事及行政總裁酬金

已付或應付8名(2017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
		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	合計
		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
			(Note ii)	(Note ii)		
			(附註ii)	(附註ii)		
<b>For the year ended 31 March 2018</b>	<b>截至2018年3月31日止年度</b>					
Executive directors:	執行董事:					
Dr. Mo Shikang ("Dr. Mo")	莫世康博士(「莫博士」)	-	1,503	-	58	1,561
Mr. Zhang Hesheng	張和生先生	-	1,223	933	-	2,156
Mr. Fan Fangyi	范方義先生	-	690	1,368	46	2,104
Miss Mo Yunbi	莫雲碧小姐	-	605	-	31	636
Mr. Chu Kin Wang Peleus	朱健宏先生	-	993	4,292	15	5,300
Independent non-executive directors:	獨立非執行董事:					
Mr. Liu Junmin	劉駿民先生	110	-	311	-	421
Mr. Zhao Yanyun	趙彥雲先生	-	-	311	-	311
Mr. Sin Ka Man	冼家敏先生	110	-	311	-	421
		220	5,014	7,526	150	12,910

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 10. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

### 10. 董事、行政總裁及五位最高薪酬人士之酬金 (續)

(Continued)

(a) Directors' and chief executives' emoluments (Continued)

(a) 董事及行政總裁酬金 (續)

		Salaries, allowances and benefits in kind	Performance related incentive payments	Share-based payments	Retirement benefits	Total emoluments
		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	合計
		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
			(Note ii)	(Note ii)		
			(附註ii)	(附註ii)		
<b>For the year ended 31 March 2017</b>	<b>截至2017年3月31日止年度</b>					
Executive directors:	執行董事:					
Dr. Mo	莫博士	–	1,491	257	–	1,806
Mr. Zhang Hesheng	張和生先生	–	1,247	156	–	2,284
Mr. Fan Fangyi	范方義先生	–	689	12	1,292	2,039
Miss Mo Yunbi	莫雲碧小姐	–	564	52	–	632
Mr. Chu Kin Wang Peleus	朱健宏先生	–	1,015	693	16	5,775
Non-executive director:	非執行董事:					
Mr. Jin Song (Note i)	靳松先生 (附註i)	148	–	–	–	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

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 10. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

(Continued)

#### (a) Directors' and chief executives' emoluments (Continued)

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 39.
- (ii) 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 director of the Company or its subsidiaries.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

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、行政總裁及五位最高薪酬人士之酬金 (續)

#### (a) 董事及行政總裁酬金 (續)

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為非執行董事，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之獎勵股份被視為僱員福利。詳見附註39。
- (ii) 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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 10. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

(Continued)

#### (b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, four (2017: four) are directors of the Company whose emoluments are included in the above disclosures. The emolument of the remaining one (2017: one) individual is disclosed as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Salaries, allowances, and benefits in kind	薪金、津貼及實物利益	574	586
Discretionary bonuses	酌情花紅	–	260
Share-based payments	以股份為基礎付款	976	998
Retirement benefits	退休福利	15	16
		<b>1,565</b>	<b>1,860</b>

### 10. 董事、行政總裁及五位最高薪酬人士之酬金 (續)

#### (b) 五位最高薪酬人士

本集團五位最高薪酬人士中四位(2017年:四位)為本公司董事,其酬金已於上文披露。餘下一位(2017年:一位)人士之酬金披露如下:

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Salaries, allowances, and benefits in kind	574	586
Discretionary bonuses	–	260
Share-based payments	976	998
Retirement benefits	15	16
	<b>1,565</b>	<b>1,860</b>

### 11. FINANCE COSTS

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Imputed interest on consideration payable	應付代價款項之應歸利息	–	12,137
Overdue interest on consideration payable	逾期應付代價款項之利息	5,335	–
Interest on bank borrowings	銀行借貸利息	7,313	2,642
		<b>12,648</b>	<b>14,779</b>

No borrowing costs capitalised during both years arose on the general borrowing pool.

### 11. 財務成本

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Imputed interest on consideration payable	–	12,137
Overdue interest on consideration payable	5,335	–
Interest on bank borrowings	7,313	2,642
	<b>12,648</b>	<b>14,779</b>

於兩年內並無撥充資本之借貸成本源自一般借貸中產生。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 12. INCOME TAX EXPENSE

### 12. 所得稅開支

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
PRC Enterprise Income Tax:	中國企業所得稅：		
– Current tax	– 即期稅項	27,438	31,924
– (Over)underprovision in prior years	– 過往年度(超額撥備)撥備不足	(592)	500
Deferred taxation (note 32)	遞延稅項(附註32)	(140)	(140)
		<b>26,706</b>	<b>32,284</b>

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.

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.

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。

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%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 12. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit before tax from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

### 12. 所得稅開支 (續)

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與本年度之所得稅開支對賬如下：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Profit before tax from continuing operations	持續經營業務除稅前溢利	256,617	207,352
Tax at the domestic income tax rate of 25% (2017: 25%)	按國內所得稅率25% (2017年: 25%) 計算之稅項	64,154	51,838
Tax effect of share of results of joint ventures	應佔合資企業業績之稅務影響	(37,086)	(32,443)
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	(8,537)	(4,815)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	-	(278)
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	12,777	14,363
Tax effect of profit which are under tax concessions	稅項減免項下溢利之稅務影響	(9,137)	(8,222)
Tax effect of tax losses not recognised (Over)underprovision in prior years	未予確認稅項虧損之稅務影響 過往年度 (超額撥備) 撥備不足	5,127 (592)	11,341 500
Income tax expense for the year	本年度所得稅開支	26,706	32,284

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018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”), then wholly-owned subsidiaries of the Company (collectively as “Lottery Companies”) for the total consideration of RMB73,000,000, which was 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 loans 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 for the period from 1 April 2016 to 30 June 2016 (date of disposal) from the Discontinued Operation is presented below.

### 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（定義見下文）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本公司當時之附屬公司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」）及深圳彩樂電子娛樂科技開發有限公司（「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）後，本集團已終止其彩票代理業務。自2016年4月1日至2016年6月30日（出售日期）止期間已終止經營業務的溢利呈列如下。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 13. DISCONTINUED OPERATION (Continued)

### 13. 已終止經營業務 (續)

	Period from 1 April 2016 to 30 June 2016 (date of disposal) 自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
Loss for the period from the discontinued operation 已終止經營業務之本期間虧損	(741)
Gain on disposal of Lottery Companies 出售彩票公司之收益	54,174
	<u>53,433</u>

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:

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) 自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
Revenue 收入	1,648
Cost of sales and services 銷售及服務成本	(1,427)
Gross profit 毛利	221
Other income 其他收入	20
Finance costs 財務成本	(204)
Administrative expenses 行政開支	(778)
Loss before tax 除稅前虧損	(741)
Income tax expense 所得稅開支	-
Loss for the period from discontinued operation 已終止經營業務之本期間虧損	<u>(741)</u>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 13. DISCONTINUED OPERATION (Continued)

Loss for the period 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虧損包括下列各項：

		Period from 1 April 2016 to 30 June 2016 (date of disposal) 自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
Staff costs	員工成本	
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	424
Retirement benefits scheme contributions	退休福利計劃供款	24
		448
Depreciation of property, plant and equipment	物業、廠房及設備折舊	77
Amortisation of prepaid lease payments	攤銷預付租金	57

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
Operating activities	經營活動	(394)
Financing activities	融資活動	410
Net cash inflow	現金流入淨額	16

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 13. DISCONTINUED OPERATION (Continued) 13. 已終止經營業務 (續)

RMB'000  
人民幣千元

<b>Consideration received:</b>	<b>已收代價:</b>	
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
		<hr/>
Total consideration	總代價	73,000
		<hr/>
<b>Gain on disposal of the disposed group:</b>	<b>出售出售集團之收益:</b>	
Consideration received and receivable	已收及應收代價	73,000
Net assets disposed of	出售淨資產	(18,826)
		<hr/>
Gain on disposal	出售收益	54,174
		<hr/>

Details of the net assets of the disposal group disposed as at 30 June 2016 (date of disposal) are as follows:

已於2016年6月30日(出售日期)出售的出售集團資產淨值的詳情如下:

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	長期按金	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)
		<hr/>
Net assets disposed of	出售淨資產	18,826
		<hr/>
<b>Net cash inflow arising on disposal:</b>	<b>出售產生之現金流入淨額</b>	
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)
		<hr/>
		16,824
		<hr/>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 14. DIVIDEND

No dividend was paid or proposed during the year ended 31 March 2018 (2017: nil), nor has any dividend has been proposed since the end of the reporting period.

### 14. 股息

於截至2018年3月31日止年度內並無支付或建議支付股息（2017年：無），自報告期末以來亦無建議支付任何股息。

### 15. EARNINGS PER SHARE

From continuing operations

The calculation of the basic and diluted earnings per share from continuing operations attributable to owners of the Company is based on the following data:

### 15. 每股盈利

來自持續經營業務

本公司擁有人應佔持續經營業務每股基本及攤薄盈利乃根據以下數據計算：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利	201,456	205,895
Less: Profit for the year from the discontinued operation	減：已終止經營業務之本年度溢利	-	53,433
Earnings for the purposes of basic and diluted earnings per share from continuing operations	計算持續經營業務之每股基本及攤薄盈利之盈利	201,456	152,462
		2018	2017
<b>Number of shares</b>	<b>股份數目</b>		
Number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股數目	7,132,038,632	6,944,954,136
Effect of dilutive potential ordinary shares: Award Shares (as defined in note 39)	攤薄潛在普通股之影響：獎勵股份（定義見附註39）	104,284,932	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	7,236,323,564	6,945,268,527

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 15. EARNINGS PER SHARE (Continued)

From continuing and discontinued operations

For the year ended 31 March 2017, the calculation of the basic and diluted earnings per share attributable to the owners of the Company was based on the following data:

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Earnings</b>		
Profit for the year attributable to owners of the Company for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之本公司擁有人應佔本年度溢利	
	N/A不適用*	205,895

The denominators used are the same as these detailed above for basic and diluted earnings per share from continuing and discontinued operations.

\* As the discontinued operation was disposed on 30 June 2016 with details in note 13, there is no earnings from discontinued operation during the year ended 31 March 2018.

From discontinued operation

For the year ended 31 March 2017, basic and diluted earnings per share from discontinued operation was RMB0.76 cents, based on the profit for the year from discontinued operation of RMB53,433,000 and the denominators detailed above for both basic and diluted earnings per share.

### 15. 每股盈利 (續)

來自持續及已終止經營業務

截至2017年3月31日止年度，本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>盈利</b>		
截至2017年3月31日止年度，本公司擁有人應佔每股基本及攤薄盈利之本公司擁有人應佔本年度溢利		
	N/A不適用*	205,895

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之分母相同。

\* 由於已終止經營業務已於2016年6月30日出售（詳情載於附註13），於截至2018年3月31日止年度並無盈利來自已終止經營業務。

已終止經營業務

截至2017年3月31日止年度，已終止經營業務之每股基本及攤薄盈利為每股人民幣0.76分，乃根據已終止經營業務之本年度溢利人民幣53,433,000元以及上文詳述每股基本及攤薄盈利之分母計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 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	物業裝修租賃	傢俬、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
		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
<b>COST</b>								
At 1 April 2016	於2016年4月1日	131,651	3,869	14,696	503,833	67,791	40,630	762,470
Acquisition of a subsidiary (note 38)	收購一間附屬公司(附註38)	-	-	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/撤銷	(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
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(70)	-	(205)	(1,168)	(551)	(99)	(2,093)
Additions	添置	387	111	2,071	19,814	15,379	78,011	115,773
Transfer	轉撥	10,601	-	-	60,150	-	(70,751)	-
Disposals/written off	出售/撤銷	(365)	-	(1,110)	(1,147)	(14,203)	-	(16,825)
At 31 March 2018	於2018年3月31日	176,954	3,980	16,282	631,705	65,037	69,780	963,738
<b>DEPRECIATION AND IMPAIRMENT</b>								
At 1 April 2016	於2016年4月1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/撤銷	(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
Provided for the year	本年度撥備	5,596	297	2,241	21,244	6,633	-	36,011
Eliminated on disposals/ written off	出售時對銷/撤銷	(81)	-	(542)	(633)	(12,083)	-	(13,339)
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(3)	-	(69)	(71)	(214)	-	(357)
At 31 March 2018	於2018年3月31日	29,222	3,771	9,299	195,915	31,007	-	269,214
<b>CARRYING VALUES</b>								
At 31 March 2018	於2018年3月31日	147,732	209	6,983	435,790	34,030	69,780	694,524
At 31 March 2017	於2017年3月31日	142,691	395	7,857	378,681	27,741	62,619	619,984

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

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.

The Group has pledged certain property, plant and equipment with carrying value of RMB146,014,000 (2017: RMB94,795,000) to secure certain bank borrowings granted to the Group as disclosed in note 44.

### 16. 物業、廠房及設備 (續)

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。

本集團已抵押賬面值人民幣146,014,000元（2017年：人民幣94,795,000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之擔保（披露於附註44）。

### 17. INVESTMENT PROPERTIES

### 17. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公允值	
At 1 April 2016, 31 March 2017 and 1 April 2017	於2016年4月1日、2017年3月31日及2017年4月1日	13,200
Fair value change recognised in profit or loss	於損益確認之公允值變動	(1,900)
At 31 March 2018	於2018年3月31日	11,300

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 17. INVESTMENT PROPERTIES (Continued)

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.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The fair values of the Group's investment properties at 31 March 2018 and 2017 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.

The fair values of Group's investment properties at 31 March 2018 and 2017 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.

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.

### 17. 投資物業 (續)

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。高級管理層與本公司董事每年至少兩次討論有關估值程序及結果。

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。

於2018年及2017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。

於2018年及2017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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 17. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 March 2018 and 2017, are as follows:

Commercial properties in the PRC	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Relationship of unobservable inputs to fair value
於中國之商業物業	公允值層級	估值方法	重大不可觀察輸入數據	不可觀察輸入數據與公允值之關係
2018	2017			
RMB11,300,000 人民幣 11,300,000元	RMB13,200,000 人民幣 13,200,000元	Level 3 第三級	Direct comparison method based on market observable transactions of similar properties	The higher the price per square metre, the higher the fair value
		直接比較法根據同類物業的市場可觀察交易	每平方價格基於直接市場比較的總樓面面積，並計及位置及該物業個別樓層之調整	每平方米價格越高，公允值越高
		The key inputs is: 主要輸入數據:		
		Price per square meter	RMB4,400 to RMB9,000 (2017: RMB4,100 to RMB15,000)	
		每平方米價格	人民幣4,400元至 人民幣9,000元(2017年: 人民幣4,100元至人民幣 15,000元)	

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2018年及2017年3月31日之投資物業詳情及公允值層級之資料載列如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 18. PREPAID LEASE PAYMENTS

### 18. 預付租金

		2018 RMB'000 人民幣千元	2017 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	58,986	60,800
Analysed for reporting purposes as:	按申報目的分析：		
Current portion	即期部分	1,732	1,494
Non-current portion	非即期部分	57,254	59,306
		<b>58,986</b>	<b>60,800</b>

The leasehold lands are released to profit or loss on a straight-line basis over the term of leases.

At 31 March 2018, the Group's prepaid lease payments amounting to RMB5,293,000 (2017: RMB3,346,000) were pledged to secure the Group's certain bank borrowings, as disclosed in note 44.

租賃土地以直線基準按相關租賃年期計入損益。

於2018年3月31日，本集團之預付租金約為人民幣5,293,000元（2017年：人民幣3,346,000元）已予抵押作為授予本集團若干銀行借貸之擔保（披露於附註44）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 19. GOODWILL

### 19. 商譽

		RMB'000 人民幣千元
<b>COST</b>		
At 1 April 2016	於2016年4月1日	46,636
Acquisition of a subsidiary (note 38)	收購一間附屬公司(附註38)	11,620
Disposal of subsidiaries (note 13)	出售附屬公司(附註13)	(32,585)
		<hr/>
At 31 March 2017	於2017年3月31日	25,671
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(2,119)
		<hr/>
At 31 March 2018	於2018年3月31日	23,552
<b>ACCUMULATED IMPAIRMENT LOSS</b>		
At 1 April 2016	於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)
		<hr/>
At 31 March 2017	於2017年3月31日	11,620
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	4,868
		<hr/>
At 31 March 2018	於2018年3月31日	16,488
<b>CARRYING VALUES</b>		
At 31 March 2018	於2018年3月31日	7,064
		<hr/>
At 31 March 2017	於2017年3月31日	14,051
		<hr/>

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.

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 the sales and distribution of cylinder gas segment.

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。

為進行減值測試，上述商譽之賬面值已分配至經營供應及分銷罐裝燃氣的各現金產生單位。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 19. GOODWILL (Continued)

Impairment testing of goodwill allocated to the sales and distribution of cylinder gas operation

As at 31 March 2017, there was goodwill of RMB14,051,000 allocated to the CGUs of sales and distribution of cylinder gas operation. During the year ended 31 March 2018, goodwill amounting to RMB2,119,000 was derecognised after the disposal of a subsidiary with details in note 37. In view of the operating loss in certain subsidiaries operating in cylinder gas segment during the year ended 31 March 2018, 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 RMB11,932,000 (2017: RMB14,051,000) and property, plant and equipment of RMB56,450,000 (2017: RMB40,594,000). The recoverable amount of each CGU has been determined based on the value in use calculation of each CGU using the following assumptions for 2018 and 2017:

Period of cash flow projections	5 years (2017: 5 years)
Growth rate within 5-year period in the financial budgets approved by the management	2% (2017: 2%)
Growth rate beyond 5-year period extrapolated in the financial budgets approved by the management	0% (2017: 0%)
Discount rate	14.21% (2017: 14.21%)

The growth rate of 2% 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. At 31 March 2018, the carrying amount of certain CGUs exceeds its respective recoverable amount and accordingly impairment loss of RMB4,868,000 was recognised during the year ended 31 March 2018.

### 19. 商譽 (續)

分配予供應及分銷罐裝燃氣業務之商譽減值測試

於2017年3月31日，商譽人民幣14,051,000元已分配至供應及分銷罐裝燃氣之現金產生單位。截至2018年3月31日止年度，商譽人民幣2,119,000元已於出售一間附屬公司後取消確認（詳情載於附註37）。就截至2018年3月31日止年度經營罐裝燃氣業務的若干附屬公司之營運虧損而言，管理層審閱各現金產生單位可收回金額，以與各現金產生單位之賬面值進行比較。現金產生單位之總賬面值包括商譽人民幣11,932,000元（2017年：人民幣14,051,000元）及物業、廠房及設備人民幣56,450,000元（2017年：人民幣40,594,000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2018年及2017年使用之假設如下：

現金流量預測期間	5年（2017年：5年）
管理層審批財務預算 五年期間內之增長率	2%（2017年：2%）
就管理層審批超逾5年期 財務預算所推算之增 長率	0%（2017年：0%）
貼現率	14.21%（2017年：14.21%）

增長率2%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。於2018年3月31日，若干現金產生單位之賬面值超出其各自之可收回金額，因此於截至2018年3月31日止年度確認減值虧損人民幣4,868,000元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 19. GOODWILL (Continued)

Impairment testing of goodwill allocated to the provision of piped gas operation

During the year ended 31 March 2017, there was goodwill allocated to the provision of piped gas operation. In view of the operating loss and annual impairment review, management has assessed the recoverable amount of this CGU which 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 31 March 2017, the carrying amounts of the CGU exceeded its recoverable amount and accordingly impairment loss of RMB11,620,000 was recognised during the year ended 31 March 2017.

### 19. 商譽 (續)

分配予供應管道燃氣業務之商譽減值測試

截至2017年3月31日止年度，有商譽分配至供應管道燃氣業務。就經營虧損及年度減值審閱而言，管理層已評估根據使用價值計算釐定之本現金產生單位之可收回金額。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2017年3月31日，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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 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 2016	於2016年4月1日	187,314	162,633	10,000	27,500	639,226	1,026,673
Acquisition of a subsidiary (note 38)	收購一間附屬公司(附註38)	-	-	-	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 and 31 March 2018	於2017年3月31日及2018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 2016	於2016年4月1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
Charge for the year	本年度扣除	-	-	-	1,229	-	1,229
At 31 March 2018	於2018年3月31日	187,314	162,633	10,000	11,465	-	371,412
Carrying values	賬面值						
At 31 March 2018	於2018年3月31日	-	-	-	25,596	-	25,596
At 31 March 2017	於2017年3月31日	-	-	-	26,825	-	26,825

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 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 finite 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 (2017: 5-year) period and a pre-tax discount rate of 13.42% (2017: 13.42%). The cash flows for the financial budgets were using a steady growth rate of 2% (2017: 2%) for a 5-year period. The cash flows beyond this 5-year period are extrapolated using a zero percent (2017: 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.

The Group has pledged certain exclusive rights of operation of piped gas with carrying value of RMB1,939,000 (2017: RMB1,990,000) to secure certain bank borrowings granted to the Group as disclosed in note 44.

### 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（2017年：5年）期間）及稅前貼現率13.42%（2017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%（2017年：2%）。超逾5年期間之現金流量採用零（2017年：零）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。

本集團已抵押賬面值人民幣1,939,000元（2017年：人民幣1,990,000元）之若干獨家管道燃氣經營權利以作為授予本集團若干銀行借貸之擔保（披露於附註44）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 21. INTERESTS IN ASSOCIATES

### 21. 於聯營公司權益

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Cost of unlisted investments	非上市投資成本	68,799	68,799
Interest retained in a disposed subsidiary (note 37)	一間已出售附屬公司之保留權益 (附註37)	2,009	-
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)	34,781	16,437
		<b>127,919</b>	<b>107,566</b>
Amount due to an associate	應付一間聯營公司款項	-	(299)

As at 31 March 2018 and 2017, the Group had interests in the following associates:

於2018年及2017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
			2018	2017	
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%	sales and distribution of cylinder gas 供應及分銷罐裝燃氣
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%	sales and distribution of cylinder gas 供應及分銷罐裝燃氣
Qiannan Zhou Civigas Co. Ltd. ("Qiannan Zhou Civigas")** 黔南州中民燃氣有限公司 (「黔南州中民」)**	Limited liability company 有限責任公司	PRC 中國	40%	-	sales and distribution of cylinder gas 供應及分銷罐裝燃氣

\* Yunnan Panva being subsidiary of Southwest Panva with 56.94% registered capital was held by Southwest Panva.

\* 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。

\*\* During the year, the Group disposed its 60% equity interest in Qiannan Zhou Civigas and Qiannan Zhou Civigas became an associate of the Group (note 37).

\*\* 本年度內，本集團出售於黔南州中民的60%股本權益及黔南州中民成為本集團之聯營公司(附註37)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 21. INTERESTS IN ASSOCIATES (Continued)

#### Summarised financial information of material associates

Summarised financial information in respect of the Group's material 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.

*Southwest Panva Group (including Yunnan Panva as its subsidiary)*

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	流動資產	180,429	168,640
Non-current assets	非流動資產	121,105	129,833
Current liabilities	流動負債	(45,254)	(79,640)
Net assets	資產淨值	256,280	218,833
Equity attributable to owners of Southwest Panva	百江西南擁有人應佔權益	194,047	167,559
Non-controlling interests	非控股權益	62,233	51,274
		256,280	218,833
Revenue	收入	1,247,258	970,570
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	53,321	33,062
Non-controlling interests	非控股權益	16,126	5,905
		69,447	38,967
Dividend received from the associate during the year	本年度已收聯營公司股息	13,390	31,672

### 21. 於聯營公司權益 (續)

#### 重大聯營公司之財務資料概要

有關本集團重大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。

*百江西南集團 (包括雲南百江作為其附屬公司)*

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	180,429	168,640
Non-current assets	121,105	129,833
Current liabilities	(45,254)	(79,640)
Net assets	256,280	218,833
Equity attributable to owners of Southwest Panva	194,047	167,559
Non-controlling interests	62,233	51,274
	256,280	218,833
Revenue	1,247,258	970,570
Profit and total comprehensive income for the year attributable to:		
Owners of Southwest Panva	53,321	33,062
Non-controlling interests	16,126	5,905
	69,447	38,967
Dividend received from the associate during the year	13,390	31,672



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates  
(Continued)

Southwest Panva Group (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:

### 21. 於聯營公司權益 (續)

重大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) (續)

上述財務資料概要及於綜合財務報表中確認百江西南權益之賬面值之對賬:

		2018 RMB'000 人民幣千元	2017 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	194,047	167,559
Proportion of the Group's ownership interest in Southwest Panva at 49.90% (including 28.41% Group's indirect effective interest in Yunnan Panva)	本集團於百江西南之49.90%擁有權權益之比例 (包括本集團於雲南百江28.41%之間接實際權益)	96,828	83,612
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	96,828	83,612

Yunnan Panva

雲南百江

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	流動資產	100,094	73,945
Non-current assets	非流動資產	68,804	69,206
Current liabilities	流動負債	(24,392)	(24,094)
Net assets	資產淨值	144,506	119,057
Revenue	收入	433,693	419,923
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	37,449	13,722
Dividend received from the associate during the year	本年度已收聯營公司股息	2,414	10,060

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material 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:

		31.3.2018 RMB'000 人民幣千元	31.3.2017 RMB'000 人民幣千元
Equity attributable to owners of Yunnan Panva	雲南百江擁有人應佔權益	144,506	119,057
Proportion of the Group's direct ownership interest in Yunnan Panva at 20.12%	本集團於雲南百江之20.12%直接擁有權權益之比例	29,075	23,954
Carrying amount of the Group's interest in Yunnan Panva	本集團於雲南百江之權益之賬面值	29,075	23,954

Information of associate that is not individually material:

		31.3.2018 RMB'000 人民幣千元	31.3.2017 RMB'000 人民幣千元
The Group's share of profit and total comprehensive income for the year	本集團應佔本年度溢利及全面收入總額	7	-
Aggregate carrying amount of the Group's interest in this associate	本集團於該聯營公司權益之總賬面值	2,016	-

### 22. INTERESTS IN JOINT VENTURES

		2018 RMB'000 人民幣千元	2017 RMB'000 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 comprehensive income	應佔收購後業績及其他全面收入	761,970	613,627
		1,065,899	917,556

Note: The cost of investments includes goodwill amount of RMB76,846,000 (2017: RMB76,846,000).

### 21. 於聯營公司權益 (續)

重大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綜合財務報表中確認雲南百江權益之賬面值之對賬:

個別不屬重大之聯營公司之資料:

### 22. 於合資企業之權益

		2018 RMB'000 人民幣千元	2017 RMB'000 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 comprehensive income	應佔收購後業績及其他全面收入	761,970	613,627
		1,065,899	917,556

附註: 投資成本包括商譽金額人民幣76,846,000元(2017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 2018 截至2018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 2018 and 2017 are as follows:

### 22. 於合資企業權益 (續)

本集團於2018年及2017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
			2018	2017	
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 (“DME”) and wholesale of cylinder gas 從事分銷及供應乙二醇二甲醚(「二甲醚」)及批發罐裝燃氣

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.

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列作為合資企業入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of material joint ventures

Summarised financial information in respect of the Group's material 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.

*Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group")*

### 22. 於合資企業權益 (續)

重大合資企業之財務資料概要

有關本集團重大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。

*福建安然及其附屬公司 (統稱「福建安然集團」)*

		<b>31.3.2018</b>	31.3.2017
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	<b>1,006,421</b>	826,089
Non-current assets	非流動資產	<b>2,387,421</b>	2,132,904
Current liabilities	流動負債	<b>(844,320)</b>	(787,348)
Non-current liabilities	非流動負債	<b>(494,235)</b>	(428,922)
Net assets	資產淨值	<b>2,055,287</b>	1,742,723
Equity attributable to owners of Fujian An Ran Group	福建安然集團擁有人應佔之權益	<b>1,889,071</b>	1,603,159
Non-controlling interests	非控股權益	<b>166,216</b>	139,564
		<b>2,055,287</b>	1,742,723

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

For The Year Ended 31 March 2018 截至2018年3月31日止年度

## 22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of material joint ventures  
(Continued)

*Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)*

The above amounts of assets and liabilities include the following:

## 22. 於合資企業權益 (續)

重大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)

上述資產及負債金額包括下列各項：

		<b>31.3.2018</b> <b>RMB'000</b> 人民幣千元	31.3.2017 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	<b>190,098</b>	140,299
Property, plant and equipment	物業、廠房及設備	<b>2,112,676</b>	1,865,225
Prepaid lease payments	預付租金	<b>100,359</b>	98,161
Trade receivables	貿易應收款項	<b>576,239</b>	459,210
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)	<b>(263,954)</b>	(305,029)
Non-current financial liabilities (excluding other payables)	非即期金融負債 (不包括其他應付款項)	<b>(473,135)</b>	(407,822)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of material joint ventures  
(Continued)

*Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)*

### 22. 於合資企業權益 (續)

重大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 <b>31.3.2018</b> 截至 <b>31.3.2018</b> 止 年度 <b>RMB'000</b> 人民幣千元	Year ended 31.3.2017 截至 31.3.2017止 年度 RMB'000 人民幣千元
Revenue	收入	<b>1,776,057</b>	1,295,292
Depreciation and amortisation	折舊及攤銷	<b>80,186</b>	71,163
Interest income	利息收入	<b>1,453</b>	873
Interest expense	利息開支	<b>30,356</b>	31,928
Income tax expense	所得稅開支	<b>101,972</b>	87,856
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	<b>285,912</b>	232,427
Non-controlling interests	非控股權益	<b>28,017</b>	29,104
		<b>313,929</b>	261,531
Group's share of results of the joint venture	本集團應佔合資企業業績	<b>145,815</b>	118,538

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of material joint ventures  
(Continued)

*Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)*

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:

		<b>31.3.2018</b> <b>RMB'000</b> 人民幣千元	31.3.2017 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	<b>1,889,071</b>	1,603,159
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	<b>963,426</b>	817,611
Goodwill	商譽	<b>76,846</b>	76,846
Others	其他	<b>10,740</b>	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	<b>1,051,012</b>	905,197

*Yunnan Jiehua and its subsidiaries (collectively "Yunnan Jiehua Group")*

雲南解化及其附屬公司(統稱「雲南解化集團」)

		<b>31.3.2018</b> <b>RMB'000</b> 人民幣千元	31.3.2017 RMB'000 人民幣千元
Current assets	流動資產	<b>44,332</b>	42,607
Non-current assets	非流動資產	<b>43,857</b>	45,302
Current liabilities	流動負債	<b>(41,741)</b>	(45,662)
Net assets	資產淨值	<b>46,448</b>	42,247
Equity attributable to owners of Yunnan Jiehua Group	雲南解化集團擁有人 應佔之權益	<b>29,191</b>	24,234
Non-controlling interests	非控股權益	<b>17,257</b>	18,013
		<b>46,448</b>	42,247

重大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)

上述財務資料概要及於綜合財務報表中確認福建安然集團權益之賬面值之對賬:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 22.INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of material 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)

重大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：

		31.3.2018 RMB'000 人民幣千元	31.3.2017 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	31,829	10,074
Property, plant and equipment	物業、廠房及設備	22,050	23,258
Trade receivables	貿易應收款項	2,210	17,688
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)	(34,252)	(39,639)
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Revenue	收入	101,384	73,171
Depreciation and amortisation	折舊及攤銷	1,900	1,914
Interest income	利息收入	248	40
Interest expense	利息開支	983	1,251
Income tax expense	所得稅開支	3,040	2,708
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	4,957	22,029
Non-controlling interests	非控股權益	3,777	2,478
		8,734	24,507
Group's share of results of the joint venture	本集團應佔合資企業業績	2,528	11,235



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of material 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:

### 22. 於合資企業權益 (續)

重大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綜合財務報表中確認雲南解化集團權益之賬面值之對賬：

		31.3.2018 RMB'000 人民幣千元	31.3.2017 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	29,191	24,234
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	14,887	12,359
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	14,887	12,359

### 23. AVAILABLE-FOR-SALE INVESTMENTS

### 23. 可供出售投資

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Available-for-sale investments comprise:	可供出售投資包括：		
<b>Listed securities</b>	<b>上市證券</b>		
Securities listed in Hong Kong, at fair value	於香港上市之證券，按公允值	-	14
<b>Unlisted securities</b>	<b>非上市證券</b>		
Equity securities (Note)	股本證券 (附註)	14,508	15,018
Total	合計	14,508	15,032

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值計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 24. LONG-TERM DEPOSITS

### 24. 長期按金

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
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	<b>21,292</b>	31,844

### 25. INVENTORIES

### 25. 存貨

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Construction materials, spare parts and consumables	建築物料、備件及消耗品	<b>15,433</b>	9,619
Gas appliances	燃氣器具	<b>1,512</b>	1,298
Cylinder gas	罐裝燃氣	<b>11,664</b>	10,484
		<b>28,609</b>	21,401

### 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

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Trade receivables	貿易應收款項	<b>57,257</b>	45,473
Less: Allowance for doubtful debts	減：呆賬撥備	<b>(1,428)</b>	(1,440)
		<b>55,829</b>	44,033
Bills receivables	票據應收款項	<b>2,211</b>	1,075
Other receivables and prepayments	其他應收款項及預付款項	<b>96,055</b>	66,948
		<b>154,095</b>	112,056
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	<b>154,095</b>	112,056

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

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.

### 26. 貿易、票據及其他應收款項以及預付款項 (續)

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。

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
0 to 90 days	0至90日	47,041	39,608
91 to 180 days	91日至180日	4,392	2,671
Over 180 days	180日以上	4,396	1,754
Trade receivables	貿易應收款項	55,829	44,033
0 to 90 days	0至90日	2,211	1,075
Bills receivables	票據應收款項	2,211	1,075
Trade and bills receivables	貿易及票據應收款項	58,040	45,108

The trade receivables with carrying amount of RMB51,433,000 (2017: RMB42,279,000) are neither past due nor impaired at the end of the reporting period for which the Group believes that the amounts are considered recoverable.

賬面值為人民幣51,433,000元（2017年：人民幣42,279,000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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

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 RMB4,396,000 (2017: RMB1,754,000) 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 372 days (2017: 210 days).

#### Movement in the allowance for doubtful debts

<b>Trade receivables</b>	<b>貿易應收款項</b>	
At beginning of the year	年初	1,440
Impairment recognised on receivables	應收款項已確認減值	1,794
Disposal of subsidiaries	出售附屬公司	(1,794)
Amounts recovered during the year	年內已收回金額	(12)
At end of the year	年末	1,428
<b>Other receivables</b>	<b>其他應收款項</b>	
At beginning of the year	年初	35,195
Impairment recognised on receivables	應收款項已確認減值	17,118
Disposal of subsidiaries	出售附屬公司	-
Amounts recovered during the year	年內已收回金額	(305)
At end of the year	年末	52,008

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.

### 26. 貿易、票據及其他應收款項以及預付款項 (續)

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4,396,000元（2017年：人民幣1,754,000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372日（2017年：210日）。

#### 呆賬撥備變動

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
At beginning of the year	1,440	1,451
Impairment recognised on receivables	1,794	-
Disposal of subsidiaries	(1,794)	-
Amounts recovered during the year	(12)	(11)
At end of the year	1,428	1,440
At beginning of the year	35,195	32,294
Impairment recognised on receivables	17,118	3,938
Disposal of subsidiaries	-	(37)
Amounts recovered during the year	(305)	(1,000)
At end of the year	52,008	35,195

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。

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### 26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

As at 31 March 2018, included in other receivables, there are deposits and advance payments to suppliers of RMB35,909,000 (2017: RMB13,822,000) in relation to the purchase of natural gas and cylinder gas products, which will be delivered within one year from the end of the reporting period.

As at 31 March 2018, included in other receivables, there is advance payment to the non-controlling interest of a subsidiary of RMB3,318,000 (2017: RMB141,000) for the purchase of natural gas.

### 27. AMOUNT DUE FROM A JOINT VENTURE, AMOUNTS DUE TO A JOINT VENTURE AND AN ASSOCIATE

Out of the amount due from a joint venture, balance of RMB14,000,000 (2017: RMB21,300,000) 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 an associate and a joint venture are unsecured, non-interest bearing and repayable on demand.

### 28. BANK BALANCES AND CASH

	Interest rate 利率	2018 RMB'000 人民幣千元	2017 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% (2017: 0.02% to 3.50%) per annum 每年0.02%至3.50% (2017年： 每年0.02%至3.50%)	409,630	392,287

As at 31 March 2018, the bank balances and cash of the Group denominated in RMB amounted to RMB400,313,000 (2017: RMB381,692,000).

### 26. 貿易、票據及其他應收款項以及預付款項 (續)

於2018年3月31日，其他應收款項包括有關採購天然氣及罐裝燃氣產品之按金及予供應商之預付款項人民幣35,909,000元 (2017年：人民幣13,822,000元)，款項將自報告日期末起一年內交付。

於2018年3月31日，其他應收款項包括一間附屬公司非控股權益有關採購天然氣產品之預付款項人民幣3,318,000元 (2017年：人民幣141,000元)。

### 27. 應收一間合資企業款項、應付一間聯營公司及一間合資企業之款項

應收一間合資企業款項內人民幣14,000,000元 (2017年：人民幣21,300,000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. 銀行結餘及現金

於2018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400,313,000元 (2017年：人民幣381,692,000元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 28. BANK BALANCES AND CASH (Continued)

Included in bank balances and cash, the following amounts are denominated in currencies other than RMB:

Hong Kong dollars ("HKD")	港幣(「港幣」)
United States dollars ("USD")	美元(「美元」)

### 28. 銀行結餘及現金 (續)

銀行結餘及現金包括下列以人民幣以外貨幣計值之金額：

2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
6,319	7,252
3,025	3,343

### 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:

0 to 90 days	0至90日
91 to 180 days	91日至180日
Over 180 days	180日以上
Trade payables	貿易應付款項
Advances received from customers for gas connection contracts	來自燃氣接駁合約收取之墊款
Piped gas customers deposits and other deposits received	已收管道燃氣客戶按金及其他按金
Piped gas income received in advance	預收管道燃氣收入
Accrued charges and other payables	應計費用及其他應付款項
Total trade and other payables	貿易及其他應付款項總額

### 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：

2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
40,759	26,886
3,276	3,473
4,788	5,683
48,823	36,042
21,446	14,175
45,983	44,408
94,025	71,206
40,386	50,521
250,663	216,352

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## 綜合財務報表附註

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### 30. 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 imputed interest was recognised as finance costs in profit or loss.

On 30 June 2017, the Company confirmed that the Profit Guarantee Amount has been met. During the year ended 31 March 2018, RMB5,335,000 overdue interest on the consideration payable to be paid by the Company to Dr. Mo was recognised as finance costs in profit or loss.

### 30. 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款項。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元已於損益確認為財務成本。

於2017年6月30日，本公司確認已達致溢利保證金額。截至2018年3月31日止年度，本公司將向莫博士支付之應付代價款項之逾期利息人民幣5,335,000元已於損益確認為財務成本。

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## 綜合財務報表附註

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### 30. CONSIDERATION PAYABLE (Continued)

On 29 December 2017, the Company and Dr. Mo entered into the subscription agreement (“Subscription Agreement”) whereby Dr. Mo agreed to subscribe for, and the Company agreed to allot and issue an aggregate of 1,888,865,067 subscription shares (“Subscription Shares”) at the subscription price of HKD0.104 per Subscription Share to set off the consideration payable on a dollar-to-dollar basis. Dr. Mo also agreed to waive all the interests incurred and to be incurred from the consideration payable. The Subscription Agreement was approved by the independent shareholders of the Company at the special general meeting held on 9 March 2018. The completion took place on 16 March 2018. Upon completion, 1,888,865,067 Subscription Shares have been issued and allotted as fully paid to Dr. Mo. Pursuant to the Subscription Agreement, the aggregate subscription price of approximately HKD196,442,000 (equivalent to RMB155,768,000, based on the exchange rate of RMB1 to HKD1.261115 pursuant to the sale and purchase agreement) payable by Dr. Mo to the Company was set off with the consideration payable, and all overdue interest incurred from the consideration payable of RMB5,335,000 was waived by Dr. Mo. Details of the Subscription Agreement are set out in the Company’s circular dated 2 February 2018.

### 31. BANK BORROWINGS

Secured bank borrowings	有抵押銀行借貸
Unsecured bank borrowings	無抵押銀行借貸
Carrying amount repayable:	應償還賬面值：
Within one year or on demand	一年內或於要求時
Between one and two years	一年至兩年

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 3.45% (2017: 0.44% to 3.05%) per annum.

Certain assets of the Group are pledged for the secured bank borrowings, details of which are set out in note 44.

### 30. 應付代價款項 (續)

於2017年12月29日，本公司與莫博士訂立認購協議（「認購協議」），據此，莫博士同意認購及本公司同意配發及發行合共1,888,865,067股認購股份（「認購股份」），認購價為每股認購股份港幣0.104元，以按等額基準抵銷應付代價款項。莫博士亦同意豁免應付現金代價款項所產生及將產生之所有利息。認購協議已獲本公司獨立股東於2018年3月9日舉行之股東特別大會上批准。完成已於2018年3月16日落實。於完成後，1,888,865,067股繳足認購股份已獲發行及配發予莫博士。根據認購協議，莫博士應付予本公司之總認購價約港幣196,442,000元（根據買賣協議按匯率人民幣1元兌港幣1.261115元計算，相當於人民幣155,768,000元）已與應付代價款項抵銷，而莫博士已豁免應付代價款項所產生之所有逾期利息人民幣5,335,000元。認購協議之詳情載於本公司日期為2018年2月2日之通函內。

### 31. 銀行借貸

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
	111,000	91,500
	18,000	13,000
	129,000	104,500
	113,000	62,000
	16,000	42,500
	129,000	104,500

所有有抵押及無抵押銀行借貸均為浮動利率借貸，年息率介乎中國人民銀行利率加0.44%至3.45%（2017年：0.44%至3.05%）。

本集團之若干資產已就有抵押銀行借貸作抵押，其詳情載於附註44。



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### 32. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		<b>Accelerated tax depreciation</b>	<b>Others</b>	<b>Total</b>
		<b>加速稅項折舊</b>	<b>其他</b>	<b>合計</b>
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
			(Note)	
			(附註)	
At 1 April 2016	於2016年4月1日	130	4,442	4,572
Acquisition of a subsidiary (note 38)	收購一間附屬公司(附註38)	3,956	-	3,956
Credited to profit or loss (note 12)	於損益計入(附註12)	(140)	-	(140)
At 31 March 2017	於2017年3月31日	3,946	4,442	8,388
Credited to profit or loss (note 12)	於損益計入(附註12)	(140)	-	(140)
At 31 March 2018	於2018年3月31日	3,806	4,442	8,248

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 RMB135,972,000 (2017: RMB143,998,000) 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 2022 (2017: 2021).

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 retained earnings of the PRC subsidiaries amounting to RMB1,134,075,000 (2017: RMB1,001,015,000) 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.

### 32. 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135,972,000元（2017年：人民幣143,998,000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2022年（2017年：2021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保留盈利人民幣1,134,075,000元（2017年：人民幣1,001,015,000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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## 綜合財務報表附註

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### 33.SHARE CAPITAL

### 33.股本

		Number of shares 股份數目			
		2018	2017	2018 HKD'000 港幣千元	2017 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	38,000,000,000	2,660,000	2,660,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the year	年初	6,944,954,136	6,944,954,136	486,147	486,147
Issue of Award Shares (note (i))	發行獎勵股份 (附註(i))	208,000,000	-	14,560	-
Issue of Subscription Shares (note (ii))	發行認購股份 (附註(ii))	1,888,865,067	-	132,220	-
At the end of the year	於年末	9,041,819,203	6,944,954,136	632,927	486,147
				2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Presented in consolidated financial statements as:		於綜合財務報表呈列為：			
At the end of the year		於年末		570,574	453,328

Notes:

- (i) On 30 September 2017, a total of 208,000,000 shares of the Company were issued and allotted to the entitled grantees pursuant to the terms of Award Shares as defined in note 39(b).
- (ii) On 29 December 2017, the Company and Dr. Mo entered into the Subscription Agreement whereby Dr. Mo agreed to subscribe for, and the Company agreed to allot and issue an aggregate of 1,888,865,067 Subscription Shares at the subscription price of HKD0.104 per Subscription Share to set off, on a dollar-to-dollar basis the consideration payable regarding the acquisition of the entire interest in True Vanguard as described in note 30. The Subscription Agreement was approved by the independent shareholders of the Company at the special general meeting held on 9 March 2018. The Company issued and allotted the Subscription Shares to Dr. Mo on 16 March 2018. Details of the Subscription Agreement are set out in the Company's circular dated 2 February 2018.

附註：

- (i) 於2017年9月30日，合共208,000,000股本公司股份已根據獎勵股份（定義見附註39(b)）之條款發行及配發予合資格承授人。
- (ii) 於2017年12月29日，本公司與莫博士訂立認購協議，據此，莫博士同意認購及本公司同意配發及發行合共1,888,865,067股認購股份，認購價為每股認購股份港幣0.104元，以按等額基準抵銷就收購忠鋒之全部權益（如附註30所述）的應付代價款項。認購協議已獲本公司獨立股東於2018年3月9日舉行之股東特別大會上批准。於2018年3月16日，本公司向莫博士配發及發行認購股份。認購協議之詳情載於本公司日期為2018年2月2日之通函內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 34. 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 balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, including bank borrowings as disclosed in note 31, cash and cash equivalents and equity attributable to the owners of the Company, comprising issued share capital and reserves as disclosed in note 33 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.

### 34. 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31披露之銀行借貸）、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33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。

### 35. 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:

### 35. 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：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Available-for-sale investments	可供出售投資	14,508	15,032
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）	524,987	491,937
		<b>539,495</b>	<b>506,969</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
At amortised cost	按攤銷成本	212,954	337,454

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 35. 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, amount due to an associate, bank 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 borrowings (note 31). It is the Group's policy to keep its bank deposits and bank borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

As at 31 March 2018 and 2017, the Group's fair value interest rate risk relates primarily to its fixed-rate amount due from a joint venture (see note 27 for details). The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

### 35. 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、應付一間聯營公司款項、銀行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)以及銀行借貸(附註31)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借貸以浮動利率計息。

於2018年及2017年3月31日，本集團之公允值利率風險主要與其應收合營企業之固定利率金額有關(詳情請參閱附註27)。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。

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

For The Year Ended 31 March 2018 截至2018年3月31日止年度

## 35. 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 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 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 (2017: 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 (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2018 would decrease/increase by RMB484,000 (2017: RMB392,000).

### 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 2018 and 2017, 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.

The carrying amounts of the Group's foreign currency denominated bank balances at the end of the reporting period are as follows:

## 35. 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（2017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（2017年：50個基點）而所有其他可變因素維持不變，本集團截至2018年3月31日止年度之稅後溢利將減少／增加人民幣484,000元（2017年：人民幣392,000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2018年及2017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。

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：

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## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

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

#### Currency risk (Continued)

##### Assets

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
HKD	港幣	6,319	7,252
USD	美元	3,025	3,343

#### Sensitivity analysis

The Group is mainly exposed to HKD and USD currency risk.

The following table details the Group's sensitivity to a 5% (2017: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2017: 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% (2017: 5%) change in foreign currency rates.

A negative number below indicates decrease in post-tax profit for the year where the functional currency strengthens 5% (2017: 5%) against the relevant foreign currencies. For a 5% (2017: 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.

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
HKD	港幣	(237)	(272)
USD	美元	(113)	(125)

### 35. 金融工具 (續)

- (b) 金融風險管理目標及政策 (續)

#### 貨幣風險 (續)

##### 資產

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
HKD	港幣	6,319	7,252
USD	美元	3,025	3,343

#### 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% (2017年: 5%) 之敏感度。5% (2017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% (2017年: 5%) 變動。

下列負數表示倘功能貨幣兌相關外幣升值5% (2017年: 5%) 所導致之年度稅後溢利減少。倘功能貨幣兌相關外幣貶值5% (2017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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For The Year Ended 31 March 2018 截至2018年3月31日止年度

## 35. 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 RMB16,338,000 (2017: RMB24,556,000). During the year ended 31 March 2018, the Group received interest income of RMB969,000 (2017: RMB1,482,000) 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.

The Group's concentration of credit risk by geographical location is in the PRC, which accounted for 100% (2017: 100%) of the total trade and bills receivables as at 31 March 2018.

## 35. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 信貸風險

本集團主要以除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。普遍除賬期一般為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16,338,000元（2017年：人民幣24,556,000元）之集中信貸風險。截至2018年3月31日止年度，本集團已收取利息收入人民幣969,000元（2017年：人民幣1,482,000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。

按地理位置分析，本集團之信貸風險集中於中國，其於2018年3月31日佔貿易及票據應收總額之100%（2017年：100%）。

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## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (Continued)

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

##### 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 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.

	Weighted average effective interest rate 加權平均實際利率 %	Within one year or on demand 一年內 或於要求時 RMB'000 人民幣千元	Within the second year 第二年內 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
<b>At 31 March 2018</b>					
Trade and other payables	-	83,798	-	83,798	83,798
Amount due to a joint venture	-	156	-	156	156
Bank borrowings	5.19	118,428	17,204	135,632	129,000
Financing guarantee contracts issued - Maximum amount guarantee	-	100,000	-	100,000	-
		302,382	17,204	319,586	212,954

### 35. 金融工具 (續)

#### (b) 金融風險管理目標及政策 (續)

##### 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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk (Continued)

		Weighted average effective interest rate 加權平均 實際利率 %	Within one year or on demand 一年內 或於要求時 RMB'000 人民幣千元	Within the second year 第二年內 RMB'000 人民幣千元	Total undiscounted cash flow 未貼現 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
<b>At 31 March 2017</b>	<b>於2017年3月31日</b>					
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

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.

### 35. 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 2018 截至2018年3月31日止年度

### 35. 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 are 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
	2018 RMB'000 人民幣千元	2017 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入報價	–	14	Level 1 第一級	Quoted bid price in an active market 於活躍市場之買

The fair value of other 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.

### 35. 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。

其他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 2018 截至2018年3月31日止年度

### 36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's assets and liabilities arising from financing activities, including both cash and non-cash changes. Assets and liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 36. 融資活動所產生負債之對賬

下表詳列本集團融資活動所產生資產和負債之變動(包括現金及非現金變動)。融資活動所產生之資產和負債指其現金流量已或未來現金流量將於本集團綜合現金流量表中分類為融資活動現金流量之負債。

		Consideration receivable for disposal of partial interest in a subsidiary without losing control (included in other receivables) 出售並無失去控制權之附屬公司部分權益之應收代價(計入其他應收款項) RMB'000 人民幣千元	Consideration payable 應付代價款項 RMB'000 人民幣千元	Dividend payable to non-controlling interests of subsidiaries (included in other payables) 應付附屬公司非控股權益之股息(計入其他應付款項) RMB'000 人民幣千元	Bank borrowings 銀行借貸 RMB'000 人民幣千元	Others (note (i)) 其他(附註(i)) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 April 2017	於2017年4月1日	-	155,768	-	104,500	299	260,567
Financing cash flows	融資現金流量	2,000	-	(29,610)	17,187	(299)	(10,722)
Dividend declared of non-controlling interests of subsidiaries	向附屬公司非控股權益宣派之股息	-	-	29,610	-	-	29,610
Settlement through the allotment of subscription shares (detail in note 30)	透過配發認購股份結算(詳情見附註30)	-	(155,768)	-	-	-	(155,768)
Waiver of overdue interest	豁免逾期利息	-	(5,335)	-	-	-	(5,335)
Consideration for disposal of partial interest in a subsidiary without losing control	出售一間並無失去控制權之附屬公司部分權益之代價	(3,449)	-	-	-	-	(3,449)
Finance costs recognised	已確認融資成本	-	5,335	-	7,313	-	12,648
At 31 March 2018	於2018年3月31日	(1,449)	-	-	129,000	-	127,551

Note:

(i) The amount includes amount due to an associate.

附註:

(i) 該金額包括應付聯營公司款項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 37. DISPOSAL OF SUBSIDIARIES

For the year ended 31 March 2018

On 10 November 2017, Guizhou Civigas Co., Ltd. ("Guizhou Civigas"), a wholly-owned subsidiary of the Group, entered into equity transfer agreements with independent third parties, pursuant to which Guizhou Civigas disposed of 60% equity interest of Qiannan Zhou Civigas, the then wholly-owned subsidiary of the Group, at an aggregate consideration of RMB3,000,000. Qiannan Zhou Civigas is principally engaged in the sales and distribution of cylinder gas. The completion took place on 10 November 2017, upon which the assets and liabilities in relation to Qiannan Zhou Civigas were derecognised. Qiannan Zhou Civigas became 40% owned associate of the Group after completion. Loss on disposal of Qiannan Zhou Civigas amounted to RMB13,000 was recognised in the profit or loss for the year ended 31 March 2018.

On 3 January 2018, Hunan Civigas entered into two equity transfer agreements with an independent third party, pursuant to which Hunan Civigas disposed of its entire 60% equity interest in Shangrao City Civigas Xinlong Energy Co., Ltd. ("Shangrao Civigas") and Jiangxi Civigas Xinlong Energy Co., Ltd. ("Jiangxi Civigas") respectively, at an aggregate consideration of RMB1,950,000. Shangrao Civigas and Jiangxi Civigas are principally engaged in the sales and distribution of cylinder gas. The completion took place on 3 January 2018, upon which the assets and liabilities in relation to Shangrao Civigas and Jiangxi Civigas were derecognised. Loss on disposal amounted to RMB335,000 was recognised in the profit or loss for the year ended 31 March 2018.

On 20 March 2018, Beijing Civigas Co., Ltd. ("Beijing Civigas"), a wholly-owned subsidiary of the Group, entered an equity transfer agreement with an independent third party, pursuant to which Beijing Civigas disposed of its entire 51% equity interest held in Zhongmou Xiancheng LPG Co., Ltd. ("Zhongmou Xiancheng"), at a consideration of RMB3,734,000. Zhongmou Xiancheng is principally engaged in the sales and distribution of cylinder gas. The completion took place on 20 March 2018, upon which assets and liabilities in relation to Zhongmou Xiancheng were derecognised. Loss on disposal of Zhongmou Xiancheng amounted to RMB2,996,000 was recognised in the profit or loss for the year ended 31 March 2018.

### 37. 出售附屬公司

截至2018年3月31日止年度

於2017年11月10日，本集團之全資附屬公司貴州中民燃氣有限公司（「貴州中民」）與獨立第三方訂立股權轉讓協議，據此，貴州中民以總代價人民幣3,000,000元出售黔南州中民（本集團當時之全資附屬公司）之60%股權。黔南州中民主要從事供應及分銷罐裝燃氣。完成已於2017年11月10日落實，據此，取消確認有關黔南州中民之資產及負債。於完成後，黔南州中民成為本集團擁有40%權益之聯營公司。出售黔南州中民之虧損人民幣13,000元於截至2018年3月31日止年度之損益內確認。

於2018年1月3日，湖南中民與獨立第三方訂立兩份股權轉讓協議，據此，湖南中民出售其分別於上饒市中民燃氣新龍能源有限公司（「上饒中民」）及江西中民燃氣新龍能源有限公司（「江西中民」）之全部60%股權，總代價為人民幣1,950,000元。上饒中民及江西中民主要從事供應及分銷罐裝燃氣。完成已於2018年1月3日落實，據此，取消確認有關上饒中民及江西中民之資產及負債。出售虧損人民幣335,000元已於截至2018年3月31日止年度之損益內確認。

於2018年3月20日，本集團之全資附屬公司北京中民燃氣有限公司（「北京中民」）與一名獨立第三方訂立股權轉讓協議，據此，北京中民以代價人民幣3,734,000元出售其於中牟縣城信液化氣有限公司（「中牟城信」）之全部51%股權。中牟城信主要從事供應及分銷罐裝燃氣。完成已於2018年3月20日落實，據此，取消確認有關中牟城信之資產及負債。出售中牟城信之虧損人民幣2,996,000元於截至2018年3月31日止年度之損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 37. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 March 2018 (Continued)

The aggregate net assets of Qiannan Zhou Civigas, Shangrao Civigas, Jiangxi Civigas and Zhongmou Xiancheng at the date of disposal were as follow:

### 37. 出售附屬公司 (續)

截至2018年3月31日止年度 (續)

黔南州中民、上饒中民、江西中民及中牟城信於出售日期之總資產淨值如下：

		RMB'000 人民幣千元
Net assets disposed of:	出售淨資產：	
Property, plant and equipment	物業、廠房及設備	1,736
Goodwill	商譽	2,119
Inventories	存貨	891
Trade receivables	貿易應收款項	193
Other receivables	其他應收款項	7,554
Bank balances and cash	銀行結餘及現金	7,720
Trade and other payables	貿易及其他應付款項	(2,015)
		<hr/>
Net assets	資產淨值	18,198
Non-controlling interests	非控股權益	(4,161)
		<hr/>
Net assets disposed of	出售淨資產	14,037
		<hr/>
Cash consideration	現金代價	8,684
Fair value of retained interests	保留權益之公允值	2,009
		<hr/>
		10,693
		<hr/>
Loss on disposal	出售虧損	3,344
		<hr/>
Net cash outflow on disposal:	出售產生之現金流出淨額：	
Cash consideration received (Note)	已收現金代價 (附註)	5,282
Bank balances and cash disposed of	出售銀行結餘及現金	(7,720)
		<hr/>
		(2,438)
		<hr/>

Note: Cash consideration of RMB3,402,000 was not received as at 31 March 2018. Such amount is subsequently received in April 2018.

附註：截至2018年3月31日尚未收回人民幣3,402,000元之現金代價。該金額隨後於2018年4月收回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 38. 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:

Cash	現金
Consideration payable (included in other payables)	應付代價款項 (已計入其他應付款項)

**RMB'000**  
人民幣千元

26,945
4,755

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31,700

### 38. 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 2018 截至2018年3月31日止年度

### 38. 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:

### 38. 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.

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.

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。

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 38. 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)

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.

The goodwill arising on the acquisition is not expected to be deductible for tax purpose.

Net cash outflow on acquisition of Zhenfeng Ping'an:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	26,945
Less: deposit paid during the year ended 31 March 2016	減：截至2016年3月31日止年度已付按金	(9,510)
Less: cash and cash equivalents acquired	減：已收購現金及現金等值項目	(151)
		17,284

Included in the profit for the year ended 31 March 2017 was loss of RMB3,717,000 attributable to the additional business generated by Zhenfeng Ping'an. Revenue for the year ended 31 March 2017 includes RMB1,670,000 generated from Zhenfeng Ping'an.

### 38. 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。

產生自收購之商譽預期不作扣稅用途。

收購貞豐平安之現金流出淨額：

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	26,945
Less: deposit paid during the year ended 31 March 2016	減：截至2016年3月31日止年度已付按金	(9,510)
Less: cash and cash equivalents acquired	減：已收購現金及現金等值項目	(151)
		17,284

由貞豐平安產生之額外業務應佔虧損人民幣3,717,000元已計入截至2017年3月31日止年度之溢利。截至2017年3月31日止年度收入包括貞豐平安產生之人民幣1,670,000元。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 39. 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 granted 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 is valid and effective until 8 September 2026.

#### *Terms of Share Option Scheme*

As at 31 March 2018, the total number of shares available for issue under the Share Option Scheme was 694,495,413 (2017: 694,495,413), representing approximately 7.68% (2017: 10%) of the issued share capital of the Company as at 31 March 2018. Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the 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.

### 39. 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，本集團已授出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2026年9月8日之前為有效及生效。

#### *購股權計劃之條款*

於2018年3月31日，根據購股權計劃可發行之股份總數為694,495,413股（2017年：694,495,413股），佔本公司於2018年3月31日已發行股本約7.68%（2017年：10%）。未得本公司股東事先批准，按購股權計劃可予授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之10%，而於任何年度可向任何個別人士授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之1%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 39. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (a) Share option (Continued)

##### *Terms of 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 Share Option Scheme (the "Offer"). The 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.

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

No share option was granted, exercised or outstanding during the years ended 31 March 2018 and 2017.

#### (b) Shares awards

On 27 July 2016, the board of directors of the Company resolved to grant share awards in respect of 208,000,000 shares (the "Award Shares"), to 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 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.

### 39. 以股份為基礎支付之交易 (續)

#### (a) 購股權 (續)

##### *購股權計劃之條款 (續)*

接納根據購股權計劃授出可認購本公司股份之購股權之要約(「要約」)毋須繳付款項。購股權計劃可於自接納要約日起開始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)緊接授出購股權之日前5個交易日聯交所所報本公司股份之平均收市價；及(iii)股份面值。

購股權並無授予持有人享有股息或於股東大會上投票之權利。

於截至2018年及2017年3月31日止年度，概無授出、行使或尚未行使任何購股權。

#### (b) 股份獎勵

於2016年7月27日，本公司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(「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日之通函內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 39. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### (b) Shares awards (Continued)

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

During the year ended 31 March 2018, share awards expense of RMB13,223,000 (2017: 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.

On 30 September 2017, a total of 208,000,000 shares of the Company were issued and allotted to the entitled grantees pursuant to the terms of Award Shares.

### 39. 以股份為基礎支付之交易 (續)

#### (b) 股份獎勵 (續)

獎勵股份於2017年9月30日(「歸屬日期」)歸屬並配發及發行予承授人。倘承授人於歸屬日期前辭職或被解聘，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。

截至2018年3月31日止年度，股份獎勵開支人民幣13,223,000元(2017年：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。

於2017年9月30日，根據獎勵股份之條款向合資格承授人發行及配發合共208,000,000股本公司股份。

Grantees and chief executive	Date of award	Number of Award Shares 獎勵股份數目				As at Vesting date
		As at 1 April 2017 於2017年4月1日	Granted during the year 年內授出	Shares vested during the year 年內歸屬股份	As at 31 March 2018 於2018年3月31日	
- 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
		208,000,000	-	(208,000,000)	-	

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 40. 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 (2017: 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 RMB13,859,000 (2017: RMB12,838,000) represents contributions paid or payable to these schemes by the Group for the year ended 31 March 2018. No forfeited contribution is available to reduce the contribution payable in the future years at 31 March 2018 and 2017.

### 41. 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:

### 40. 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（2017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13,859,000元（2017年：人民幣12,838,000元）指於截至2018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2018年及2017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。

### 41. 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：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Transportation expenses to Yunnan Jiehua	向雲南解化支付運輸費用	8,833	10,547
Interest income from Yunnan Jiehua	雲南解化利息收入	969	1,241
Purchase of cylinder gas from Southwest Panva	自百江西南採購罐裝燃氣	8,282	5,748
Purchase of cylinder gas from Yunnan Panva	自雲南百江採購罐裝燃氣	-	573
Sale of cylinder gas to Qiannan Zhou Civigas	向黔南州中民銷售罐裝燃氣	571	-
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）	152,436	122,422

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 41. RELATED PARTY TRANSACTIONS

(Continued)

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 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.

### 42. 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.

Within one year	一年內
In the second to fifth year, inclusive	於第二至第五年(包括首尾兩年)
Over five years	五年以上

Net property rental income earned during the year was RMB960,000 (2016: RMB880,000) with minimal outgoings. All of the properties held have committed tenants for the next 3 years (2017: 3 years). No contingent rent was arranged for the above operating lease arrangements.

### 41. 與有關連人士之交易 (續)

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。

### 42. 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。

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within one year	505	403
In the second to fifth year, inclusive	1,006	339
Over five years	79	147
	<b>1,590</b>	<b>889</b>

於本年度賺取之物業租金淨收入為人民幣960,000元(2017年：人民幣880,000元)，附帶甚少之開支。所有物業於未來3年(2017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 2018 截至2018年3月31日止年度

### 42. 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 (2017: 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:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within one year	一年內	3,170	3,945
In the second to fifth year, inclusive	於第二至第五年(包括首尾兩年)	721	3,927
Over five years	五年以上	271	402
		<b>4,162</b>	<b>8,274</b>

### 43. CAPITAL AND OTHER COMMITMENTS

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
<b>Capital commitment</b>	<b>資本承擔</b>		
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	物業、廠房及設備	59,660	20,143
Prepaid lease payments	預付租金	2,051	2,051
		<b>61,711</b>	<b>22,194</b>

### 42. 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（2017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：

### 43. 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 2018 截至2018年3月31日止年度

### 44. PLEDGE OF ASSETS

The Group pledged certain assets to banks to secure certain bank borrowings of the Group. Carrying amounts of the assets pledged were as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	146,014	94,795
Intangible assets – exclusive rights of operation of piped gas	無形資產 – 獨家管道燃氣經營權利	1,939	1,990
Prepaid lease payments	預付租金	5,293	3,346
Trade receivables	貿易應收款項	5,167	2,943
		<b>158,413</b>	<b>103,074</b>

### 45. 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 2018, Fujian An Ran has repaid the whole facility line while such facility line is revolving in nature and could be drawn in future.

### 44. 資產抵押

本集團已向銀行抵押若干資產以取得本集團之若干銀行借貸。已抵押資產之賬面值如下：

### 45. 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2018年3月31日，福建安然已償還整個融資額度，而該融資額度屬循環性質，其可於日後提取。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 46. MAJOR NON-CASH TRANSACTION

On 16 March 2018, 1,888,865,067 Subscription Shares have been issued and allotted as fully paid to Dr. Mo as for the settlement of consideration payable. Details of the arrangement are set out in note 30.

### 46. 重大非現金交易

於2018年3月16日，1,888,865,067股認購股份已發行及配發（悉數繳足）予莫博士以結算應付代價款項。有關安排之詳情載列於附註30。

### 47. EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period and up to the date of this report, the Company repurchased its own shares through the Stock Exchange as follows:

### 47. 報告期結束後事項

於報告期結束後及截至本報告日期，本公司透過聯交所回購其股份如下：

Month of repurchase	購回月份	No. of ordinary shares of HKD0.07 面值港幣0.07元之普通股數目	Price per share 每股價格		Aggregated repurchase cost 回購成本總額 HKD'000 港幣千元
			Highest 最高 HKD 港幣元	Lowest 最低 HKD 港幣元	
April 2018	2018年4月	43,828,000	0.120	0.104	4,992
May 2018	2018年5月	63,430,000	0.129	0.119	7,933



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Statement of financial position of the Company at the end of the reporting period includes:

### 48. 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：

		2018 RMB'000 人民幣千元	2017 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	75
Available-for-sale investments	可供出售投資	-	14
Investments in subsidiaries	於附屬公司之投資	772,866	772,866
Amount due from subsidiaries	應收附屬公司款項	57,215	77,576
		<b>830,097</b>	850,531
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	19,800	1,452
Other receivables and prepayments	其他應收款項及預付款項	504	609
Bank balances and cash	銀行結餘及現金	9,149	9,831
		<b>29,453</b>	11,892
Current liabilities	流動負債		
Other payables	其他應付款項	2,391	2,291
Amounts due to subsidiaries	應付附屬公司款項	-	20,812
Consideration payable	應付代價款項	-	155,768
		<b>2,391</b>	178,871
Net current assets (liabilities)	流動資產(負債)淨值	<b>27,062</b>	(166,979)
Total assets less current liabilities	總資產減流動負債	<b>857,159</b>	683,552
Capital and reserves	股本及儲備		
Share capital (Note 33)	股本(附註33)	570,574	453,328
Reserves (Note)	儲備(附註)	286,585	230,224
Total equity	總權益	<b>857,159</b>	683,552

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 48. 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	Capital reserve	Share-based compensation reserve	Investments 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 2016	於2016年4月1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 income (expense) for the year	本年度全面收入(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
Profit for the year	本年度溢利	-	-	-	-	-	-	4,609	4,609
Change in the fair value of available-for-sale investments	可供出售投資之公允值變動	-	-	-	-	-	22	-	22
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	-	-	-	-	-	(15)	-	(15)
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	-	-	-	-	13,223	-	-	13,223
Issue of Award Shares (note 33)	發行獎勵股份(附註33)	13,033	-	-	-	(25,435)	-	-	(12,402)
Subscription of new shares (note 33)	認購新股份(附註33)	50,924	-	-	-	-	-	-	50,924
Total comprehensive income (expense) for the year	本年度全面收入(支出)總額	63,957	-	-	-	(12,212)	7	4,609	56,361
At 31 March 2018	於2018年3月31日	1,008,573	104,932	26,628	7,721	-	-	(861,269)	286,585

### 48. 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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 48. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note: (Continued)

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; and (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.

### 49. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2018 and 2017 are as follows:

Name of company <sup>###</sup>	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 主要業務
			2018	2017	2018	2017	2018	2017	
北京中民 (Beijing Civigas)	PRC <sup>#</sup> 中國 <sup>#</sup>	US\$60,000,000 60,000,000美元	100%	100%	100%	100%	-	-	Investment holding 投資控股
四川投資 (Sichuan Investment)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB300,000,000 (2017: RMB111,260,000) 人民幣300,000,000元 (2017年: 人民幣111,260,000元)	100%	100%	-	-	100%	100%	Investment holdings 投資控股
北京中民同金燃氣有限公司 (前稱北京中聯華安投資有限公司) (Beijing Zhongmin Tongjin Gas Co., Ltd.) (formerly known as Beijing Zhonglian Huan Investment Co., Ltd.)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB152,222,200 (2017: RMB68,500,000) 人民幣152,222,200元 (2017年: 人民幣68,500,000元)	100%	100%	-	-	100%	100%	Investment holdings 投資控股

### 48. 本公司之財務狀況報表 (續)

附註：(續)

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；及(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。

### 49. 主要附屬公司

於2018年及2017年3月31日，本公司之主要附屬公司詳情如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 49. PRINCIPAL SUBSIDIARIES (Continued)

### 49. 主要附屬公司 (續)

Name of company <sup>###</sup>	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 主要業務
			2018	2017	2018	2017	2018	2017	
天津中民燃氣科技有限公司 (Tianjin Civigas Technology Co., Ltd.)	PRC* 中國#	RMB100,000,000 (2017: RMB80,000,000) 人民幣100,000,000元 (2017年: 80,000,000元)	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#	RMB10,000,000 人民幣10,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
綿竹中民燃氣有限公司 (Mian Zhu Civigas Co., Ltd.)	PRC* 中國#	RMB70,000,000 (2017: RMB30,000,000) 人民幣70,000,000元 (2017年: 人民幣30,000,000元)	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
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#	RMB15,000,000 人民幣15,000,000元	100%	100%	-	-	100%	100%	Installation of piped gas 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#	RMB20,000,000 人民幣20,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas and installation of piped gas distribution facilities 供應管道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#	RMB16,762,000 人民幣16,762,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
重慶中民燃氣有限公司 (Chongqing Civigas Co., Ltd.)	PRC* 中國#	RMB44,080,000 (2017: RMB20,080,000) 人民幣44,080,000元 (2017年: 人民幣20,080,000元)	100%	100%	-	-	100%	100%	Provision of piped gas and installation of piped gas distribution facilities 供應管道燃氣以及裝設燃氣管道設施

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 49. PRINCIPAL SUBSIDIARIES (Continued)

### 49. 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 主要業務
			2018	2017	2018	2017	2018	2017	
重慶中民富強工業燃氣有限公司 (Chongqing Civigas Fuqiang Industrial Gas Co., Ltd.)	PRC# 中國#	RMB2,000,000 人民幣2,000,000元	51%	51%	-	-	51%	51%	Provision of fuel gas and installation of fuel gas distribution facilities 供應燃氣以及裝設燃氣管道設施
重慶中民向陽壓縮燃氣有限公司 (Chongqing Civigas Xiangyang Compressed Gas Co., Ltd.)	PRC# 中國#	RMB10,000,000 人民幣10,000,000元	51%	51%	-	-	51%	51%	Provision of fuel gas and installation of fuel gas distribution facilities 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#	RMB10,000,000 人民幣10,000,000元	60%	60%	-	-	60%	60%	Provision of piped gas 供應管道燃氣
西安中民 ("Xi'an Civigas")	PRC# 中國#	RMB62,080,000 人民幣62,080,000元	51%	51%	-	-	51%	51%	Provision of piped gas, design of fuel gas pipeline and related maintenance 供應管道燃氣、設計燃氣管道及進行相關維護
貞豐平安 (Zhenfeng Ping'an)	PRC# 中國#	RMB20,000,000 人民幣20,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
湖南中民燃氣有限公司 (「湖南中民」) (Hunan Civigas Co., Ltd.) ("Hunan Civigas")	PRC# 中國#	RMB26,000,000 (2017: RMB18,180,000) 人民幣26,000,000元 (2017年: 人民幣18,180,000元)	55%	55%	-	-	55%	55%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
瀘浦中民燃氣有限公司### (「瀘浦中民」) (Xupu Civigas Co., Ltd.) ("Xupu Civigas")	PRC 中國	RMB1,000,000 人民幣1,000,000元	28.05%	28.05%	-	-	28.05%	28.05%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
雲南中民 ("Yunnan Civigas")	PRC# 中國#	RMB66,260,000 (2017: RMB26,260,000) 人民幣66,260,000元 (2017年: 人民幣26,260,000元)	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 49. PRINCIPAL SUBSIDIARIES (Continued)

### 49. 主要附屬公司 (續)

Name of company <sup>###</sup> 公司名稱 <sup>###</sup>	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
			2018	2017	2018	2017	2018	2017	
百色中民燃氣有限公司 (Baize Civigas Co., Ltd.)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB10,000,000 人民幣10,000,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
天津薊縣中民燃氣銷售有限公司 (Ji County Civigas Co., Ltd.)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB6,640,000 人民幣6,640,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
天津濱海新區中民聯運燃氣有限公司 (Tianjin Binhai New District Civigas Co., Ltd.)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB16,000,000 人民幣16,000,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
天津恒安 (Tianjin Heng'an)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB32,500,000 人民幣32,500,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
天津市雲澤德生物科技股份有限公司 (Tianjin Yun Ze De Biotechnology Ltd.)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB3,010,000 人民幣3,010,000元	100%	100%	-	-	100%	100%	Production and sales of barrelled drinking water 生產及銷售桶裝飲用水
河北中民燃氣有限公司 <sup>####</sup> (Hebei Civigas Co., Ltd.)	PRC 中國	RMB13,925,483 人民幣13,925,483元	100%	-	-	-	100%	-	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
恒安瑞泰 (Heng'an Ruitai)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB34,000,000 人民幣34,000,000元	90%	90%	-	-	90%	90%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
河南中民燃氣有限公司 <sup>####</sup> (Henan Civigas Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	-	-	100%	-	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
貴州中民 (Guizhou Civigas)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB76,000,000 人民幣76,000,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
懷化中民石油氣運銷有限公司 (Huaihua Civigas Petroleum Gas Supply Co., Ltd.)	PRC <sup>#</sup> 中國 <sup>#</sup>	RMB26,000,000 人民幣26,000,000元	100%	100%	-	-	100%	100%	Distribution of cylinder gas 分銷罐裝燃氣

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 49. PRINCIPAL SUBSIDIARIES (Continued)

### 49. 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 主要業務
			本集團實際權益		由本公司直接持有		由本公司間接持有		
			2018	2017	2018	2017	2018	2017	
重慶中民聯華燃氣有限公司 (Chongqing Civigas Lianhua Gas Co., Ltd)	PRC# 中國#	RMB25,700,000 (2017: RMB14,700,000) 人民幣25,700,000元 (2017年: 人民幣14,700,000元)	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
西安中民液化氣有限公司 (Xi'an Civigas LPG Co., Ltd.)	PRC# 中國#	RMB9,000,000 (2017: RMB8,000,000) 人民幣9,000,000元 (2017年: 人民幣8,000,000元)	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
貞豐中民平安 液化氣有限公司**** (Zhenfeng Civigas Ping'an LPG Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	100%	-	-	-	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
德陽中民燃氣有限公司 (Deyang Civigas Co., Ltd.)	PRC# 中國#	RMB9,700,000 人民幣9,700,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
重慶中民仙丹爐燃氣有限公司 (Chongqing Xianlu Gas Co., Ltd.)	PRC## 中國##	RMB300,000 人民幣300,000元	51%	51%	-	-	51%	51%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
黔南州中民(附註) (Qinanan Zhou Civigas) (Note)	PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100%	-	-	-	100%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
上饒中民 (Shangrao Civigas)	PRC 中國	RMB2,700,000 人民幣2,700,000元	-	60%	-	-	-	60%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
江西中民 (Jiangxi Civigas)	PRC 中國	RMB3,300,000 人民幣3,300,000元	-	60%	-	-	-	60%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣
中牟城信 (Zhongmou Xiancheng)	PRC 中國	RMB8,600,000 人民幣8,600,000元	-	51%	-	-	-	51%	Sales and distribution of cylinder gas 供應及分銷罐裝燃氣

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 49. PRINCIPAL SUBSIDIARIES (Continued)

- # Wholly foreign-owned enterprises registered in the PRC.
- ## Sino-foreign joint equity enterprise registered in the PRC.
- ### The Group obtained control through investment in non-wholly-owned subsidiary, Hunan Civigas.
- #### English translated names are for identification only.
- ##### Being deregistered during the year.
- ##### Being newly incorporated during the year.

Note: 60% equity interest of a Qiannan Zhou Civigas is being disposed during the year ended 31 March 2018 with details disclosed in note 37.

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.

### 49. 主要附屬公司 (續)

- # 於中國註冊之外商獨資企業。
- ## 於中國註冊之中外合資企業。
- ### 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。
- #### 英文名稱僅供識別。
- ##### 於本年度取消登記。
- ##### 於本年度新註冊成立。

附註：黔南州中民之60%股本權益已於截至2018年3月31日止年度內出售，詳情披露於附註37。

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。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. 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	
		2018	2017	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Hunan Civigas 湖南中民	PRC 中國	45%	45%	6,329	5,264	16,036	27,707
Xi'an Civigas 西安中民	PRC 中國	49%	49%	8,389	6,423	78,978	75,489
Xupu Civigas 漩浦中民	PRC 中國	71.95%	71.95%	7,754	8,081	25,703	25,144
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之獨立非重大附屬公司						59,812	40,597
						<b>180,529</b>	<b>168,937</b>

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.

### 50. 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：

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。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(i) Hunan Civigas

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	流動資產	37,267	53,380
Non-current assets	非流動資產	34,664	39,700
Current liabilities	流動負債	(36,295)	(31,386)
Non-current liabilities	非流動負債	-	(123)
Equity attributable to owners of the Company	本公司擁有人應佔權益	19,600	33,864
Non-controlling interests	非控股權益	16,036	27,707

### 50. 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

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	37,267	53,380
Non-current assets	34,664	39,700
Current liabilities	(36,295)	(31,386)
Non-current liabilities	-	(123)
Equity attributable to owners of the Company	19,600	33,864
Non-controlling interests	16,036	27,707

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(i) Hunan Civigas (Continued)

### 50. 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 31.3.2018 截至 31.3.2018 止年度 RMB'000 人民幣千元	Year ended 31.3.2017 截至 31.3.2017 止年度 RMB'000 人民幣千元
Revenue	收入	122,158	96,501
Expenses	開支	(108,093)	(84,804)
Profit for the year	本年度溢利	14,065	11,697
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔之溢利及全面收入總額	7,736	6,433
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔之溢利及全面收入總額	6,329	5,264
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	14,065	11,697
Dividends paid to non-controlling interests	付予非控股權益之股息	18,000	6,750
Net cash inflow from operating activities	經營業務產生之現金流入淨額	13,057	15,540
Net cash inflow (outflow) from investing activities	投資活動產生之現金流入(流出)淨額	3,082	(9,984)
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(30,000)	(8,200)
Net cash outflow	現金流出淨額	(13,861)	(2,644)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(ii) Xi'an Civigas

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	流動資產	81,942	66,484
Non-current assets	非流動資產	163,132	158,232
Current liabilities	流動負債	(83,896)	(70,657)
Equity attributable to owners of the Company	本公司擁有人應佔權益	82,200	78,570
Non-controlling interests	非控股權益	78,978	75,489

### 50. 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

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	81,942	66,484
Non-current assets	163,132	158,232
Current liabilities	(83,896)	(70,657)
Equity attributable to owners of the Company	82,200	78,570
Non-controlling interests	78,978	75,489

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(ii) Xi'an Civigas (Continued)

### 50. 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 31.3.2018 截至 31.3.2018 止年度 RMB'000 人民幣千元	Year ended 31.3.2017 截至 31.3.2017 止年度 RMB'000 人民幣千元
Revenue	收入	182,290	160,572
Expenses	開支	(165,169)	(147,464)
Profit for the year	本年度溢利	17,121	13,108
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔之溢利及全面收入總額	8,732	6,685
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔之溢利及全面收入總額	8,389	6,423
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	17,121	13,108
Dividends paid to non-controlling interests	付予非控股權益之股息	4,900	9,310
Net cash inflow from operating activities	經營業務產生之現金流入淨額	27,703	26,348
Net cash outflow to investing activities	投資活動產生之現金流出淨額	(12,086)	(5,373)
Net cash outflow to financing activities	融資活動產生之現金流出淨額	(10,000)	(19,000)
Net cash inflow	現金流入淨額	5,617	1,975

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iii) Xupu Civigas

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	流動資產	21,350	19,148
Non-current assets	非流動資產	17,170	17,862
Current liabilities	流動負債	(2,797)	(2,064)
Equity attributable to owners of the Company	本公司擁有人應佔權益	10,020	9,802
Non-controlling interests	非控股權益	25,703	25,144

### 50. 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

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current assets	21,350	19,148
Non-current assets	17,170	17,862
Current liabilities	(2,797)	(2,064)
Equity attributable to owners of the Company	10,020	9,802
Non-controlling interests	25,703	25,144

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For The Year Ended 31 March 2018 截至2018年3月31日止年度

### 50. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iii) Xupu Civigas (Continued)

### 50. 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 (續)

		Year ended 31.3.2018 截至 31.3.2018 止年度 RMB'000 人民幣千元	Year ended 31.3.2017 截至 31.3.2017 止年度 RMB'000 人民幣千元
Revenue	收入	47,626	41,890
Expenses	開支	(36,849)	(30,659)
Profit for the year	本年度溢利	10,777	11,231
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔之溢利及全面收入總額	3,023	3,150
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔之溢利及全面收入總額	7,754	8,081
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	10,777	11,231
Dividends paid to non-controlling interests	付予非控股權益之股息	7,195	5,757
Net cash inflow from operating activities	經營業務產生之現金流入淨額	12,387	11,893
Net cash inflow (outflow) from investing activities	投資活動產生之現金流入(流出)淨額	65	(1,221)
Net cash outflow to financing activities	融資活動產生之現金流出淨額	(10,000)	(8,000)
Net cash inflow	現金流入淨額	2,452	2,672

# Corporate Information

## 公司資料

<b>Board of Directors</b>	Dr. Mo Shikang Mr. Zhang Hesheng Mr. Chu Kin Wang Peleus Mr. Fan Fangyi Miss Mo Yunbi Dr. Liu Junmin* Prof. Zhao Yanyun* Mr. Sin Ka Man* (* Independent Non-executive Directors)	(Chairman) (Deputy Chairman) (Deputy Chairman) (Managing Director)	<b>董事會</b>	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)
<b>Audit Committee</b>	Mr. Sin Ka Man Dr. Liu Junmin Prof. Zhao Yanyun	(Chairman)	<b>審核委員會</b>	冼家敏先生 (主席) 劉駿民博士 趙彥雲教授
<b>Nomination Committee</b>	Dr. Mo Shikang Dr. Liu Junmin Prof. Zhao Yanyun Mr. Sin Ka Man	(Chairman)	<b>提名委員會</b>	莫世康博士 (主席) 劉駿民博士 趙彥雲教授 冼家敏先生
<b>Remuneration Committee</b>	Mr. Sin Ka Man Dr. Mo Shikang Mr. Zhang Hesheng Dr. Liu Junmin Prof. Zhao Yanyun	(Chairman)	<b>薪酬委員會</b>	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
<b>Company Secretary</b>	Ms. Li Fun Replen		<b>公司秘書</b>	李歡小姐
<b>Principal Bankers</b>	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		<b>主要往來銀行</b>	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
<b>Auditor</b>	Deloitte Touche Tohmatsu		<b>核數師</b>	德勤•關黃陳方會計師行
<b>Principal Share Registrar and Transfer Office</b>	MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke, HM08, Bermuda		<b>股份過戶登記總處</b>	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  
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183 Queen's Road East  
Hong Kong

**Registered Office** 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

**Principal Place  
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2 Hillier Street  
Central, Hong Kong

**Email** info@681hk.com

**Website** www.681hk.com

**Stock Code** 00681

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皇后大道東183號  
合和中心  
22樓

**註冊辦事處** Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

**總辦事處** 中國北京市經濟技術開發區  
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BDA國際企業大道36號

**香港主要  
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**股份代號** 00681

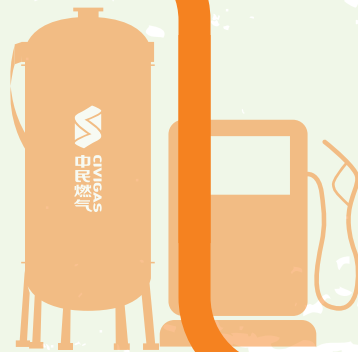
# Five-Year Financial Summary

## 五年財務概要

		2018 RMB'000 人民幣千元	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
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	1,200,359	969,524	951,504	968,325	832,595
Profit (loss) before tax	除稅前溢利(虧損)	256,617	207,352	(93,794)	251,238	68,244
Income tax expense	所得稅開支	(26,706)	(32,284)	(30,209)	(27,418)	(10,301)
Profit (loss) for the year from discontinued operation	已終止經營業務 之本年度溢利(虧損)	–	53,433	(3,928)	–	–
Profit (loss) for the year	本年度溢利(虧損)	229,911	228,501	(127,931)	223,820	57,943
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	201,456	205,895	(147,281)	204,050	47,298
Non-controlling interests	非控股權益	28,455	22,606	19,350	19,770	10,645
		229,911	228,501	(127,931)	223,820	57,943
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	資產總額	2,635,760	2,357,158	2,065,786	2,190,086	1,554,379
Total liabilities	負債總額	(427,685)	(531,045)	(461,376)	(457,326)	(271,589)
Net assets	資產淨值	2,208,075	1,826,113	1,604,410	1,732,760	1,282,790
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,027,546	1,657,176	1,439,422	1,586,714	1,168,605
Non-controlling interests	非控股權益	180,529	168,937	164,988	146,046	114,185
Total equity	總權益	2,208,075	1,826,113	1,604,410	1,732,760	1,282,790

# Principal Activities

## 主要業務



### Cylinder Gas 罐裝燃氣

- Sales  
供應
- Distribution  
分銷

### Piped Gas 管道燃氣

- Construction and Operation of City Gas Pipeline Network  
興建及經營城市燃氣管道網絡
- Provision of Piped Gas  
供應管道燃氣



### Barrelled Drinking Water 桶裝飲用水

- Production  
生產
- Sales  
銷售



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