



CHINA GAS
中國燃氣

Stock Code : 00384.HK

ANNUAL REPORT 2019/20

CHINA GAS HOLDINGS LIMITED
中國燃氣控股有限公司*

Smart way towards a
GREEN FUTURE



* For identification purpose only



About CHINA GAS

China Gas Holdings Limited (the “Company”) and its subsidiaries (the “Group” or “China Gas”) are primarily engaged in the investment, construction and operation of city and town gas pipeline infrastructure facilities, gas terminals, storage and transportation facilities, and gas logistics systems, transmission of natural gas and liquefied petroleum gas (“LPG”) to residential, industrial and commercial customers, construction and operation of compressed natural gas (“CNG”)/liquefied natural gas (“LNG”) refilling stations as well as development and application of technologies related to natural gas and LPG in China.





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MILESTONES

FY2001/02

- Commenced city gas businesses

FY2003/04

- 21 city gas projects in total
- 266,992 households connected
- 39.1 million m³ piped gas sold

FY2005/06

- 50 city gas projects in total
- 806,103 households connected
- 176.4 million m³ piped gas sold

FY2007/08

- 68 city gas projects in total
- 2,253,044 households connected
- 1.1 billion m³ piped gas sold

FY2009/10

- 123 city gas projects in total
- 4,837,436 households connected
- 3.6 billion m³ piped gas sold

FY2010/11

- 148 city gas projects in total
- 6,078,806 households connected
- 4.6 billion m³ piped gas sold

FY2011/12

- 160 city gas projects in total
- 7,187,894 households connected
- 5.8 billion m³ piped gas sold

FY2012/13

- 179 city gas projects in total
- 8,438,991 households connected
- 7.0 billion m³ piped gas sold

FY2013/14

- 237 city gas projects in total
- 10,306,995 households connected
- 8.2 billion m³ piped gas sold

FY2019/20

- 604 piped gas projects with concession rights in total
- 35,105,524 households connected
- 25.4 billion m³ piped gas sold

FY2017/18

- 495 piped gas projects with concession rights in total
- 24,570,321 households connected
- 18.9 billion m³ piped gas sold

FY2018/19

- 542 piped gas projects with concession rights in total
- 29,678,157 households connected
- 24.6 billion m³ piped natural gas sold

FY2014/15

- 273 city gas projects in total
- 12,590,944 households connected
- 9.1 billion m³ piped gas sold

FY2015/16

- 305 city gas projects in total
- 14,691,200 households connected
- 10.0 billion m³ piped gas sold

FY2016/17

- 330 city gas projects in total
- 20,681,656 households connected
- 12.4 billion m³ piped gas sold



FINANCIAL HIGHLIGHTS

Financial Highlights for the year ended 31 March

	2019/20	2018/19	Change
Turnover (HK\$'000)	59,539,681	59,386,062	0.3%
Gross profit (HK\$'000)	17,097,048	14,059,184	21.6%
Profit for the year (HK\$'000)	10,260,666	8,984,567	14.2%
Profit attributable to owners of the Company (HK\$'000)	9,188,474	8,224,382	11.7%
Basic EPS (in HK dollar)	1.76	1.63	8.0%
Total dividend per share (in HK cents)	50	44	13.6%

	2019/20	2018/19 (restated)	Change
Total assets (HK\$'000)	112,066,808	109,899,276	2.0%
Bank balance and cash (HK\$'000)	7,655,776	13,482,313	-43.2%
Shareholders' equity (HK\$'000)	39,604,964	35,321,051	12.1%

Key Financial Indicators for the year ended 31 March

	2019/20	2018/19
Average finance costs	4.5%	4.6%
Current ratio (times)	0.80	0.89
Gross profit margin	28.7%	23.7%
Net gearing ratio	64.3%	54.3%
Payout ratio (basic)	28.4%	27.0%

Definitions:

- Average finance costs**
 Total interest expenses/Average borrowing for the year
- Current ratio**
 Current assets/Current liabilities
- Gross profit margin**
 Gross profit/Turnover
- Payout ratio**
 Dividend per share/Earning per share
- Net gearing ratio**
 Net borrowing/Total equity

OPERATIONAL HIGHLIGHTS

OPERATIONAL PERFORMANCE

for the year ended 31 March

	2019/20	2018/19	Change
Number of piped-gas projects	604	542	62
Number of integrated energy projects (In operation)	102	68	34
Connectable residential users for city gas projects (household)	44,473,478	43,049,175	3.3%
Penetration rate of residential users for city gas projects (%)	64.9%	60.7%	4.2 pts
Total natural gas sale volume (million m³)	25,372.4	24,656.4	2.9%
Natural gas sold through city and township gas projects	15,631.3	14,744.4	6.0%
Natural gas sold through direct pipelines and trade	9,741.1	9,912.0	-1.7%
Sales of natural gas in city and township gas projects (customer breakdown) (million m³)			
Residential	4,926.7	3,984.7	23.6%
Industrial	7,417.8	7,050.0	5.2%
Commercial	2,286.2	2,516.2	-9.1%
CNG/LNG stations	1,000.5	1,193.5	-16.2%
New connections			
Residential	5,427,367	5,107,836	6.3%
City gas projects	2,731,672	2,716,223	0.6%
Township gas projects	2,695,695	2,391,613	12.7%
Industrial	2,271	2,686	-15.5%
Commercial	34,050	30,673	11.0%
The accumulated number of connected customers and gas stations			
Residential	35,105,524	29,678,157	18.3%
City gas projects	28,869,083	26,137,411	10.5%
Township gas projects	6,236,441	3,540,746	76.1%
Industrial	14,678	12,407	18.3%
Commercial	233,687	199,637	17.1%
CNG/LNG stations	556	575	-3.3%
Average connection fees (RMB)			
City gas projects	2,494	2,508	-0.6%
Township gas projects	2,952	3,010	-1.9%
Average gas tariffs (ex-tax) (RMB/m³)			
Residential	2.53	2.52	0.4%
Industrial	2.68	2.65	1.1%
Commercial	2.77	2.79	-0.7%
CNG/LNG stations	3.18	2.93	8.5%

BATTLE THE PANDEMIC AND SAFEGUARD PEOPLE'S LIVELIHOOD

At the beginning of 2020, the world was ravaged by the outbreak of the COVID-19 pandemic, with China economy being severely disrupted. To address the sudden outbreak of the COVID-19 pandemic, the Group immediately kick-started its emergency response mechanism, under which a dedicated leading team led by Mr. LIU Ming Hui, executive chairman and president of the Group, was set up. By making use of instant communication tools, an online command centre was established for giving orders and directions to the entire Group on battling the pandemic and safeguarding gas supply. Measures taken have significantly enhanced timeliness and accuracy of information circulation.

Uphold Corporate Social Responsibility by Donating HK\$57.48 Million for Anti-Pandemic Support

As a utility company, the Group is deeply aware of its responsibilities and duties. All project managements, as well as the management in the headquarters, cancelled their vacation and returned to work during the Chinese New Year. The

whole group went into "combat" mode in short notice. Facing the lethal virus, China Gas, over 50,000 employees were engaged in a vigorous effort to prevent and control the pandemic, fighting against the steep odds with no hesitation.



In Hubei Province, "fighters" of China Gas demonstrated great courage and a strong sense of responsibility. Upon the outbreak of the pandemic, multiple provinces and cities in China activated level I public health emergency response and enforced unprecedentedly lockdown that disrupted LNG logistics. Provinces in Central China faced tremendous challenges in securing LNG supply. In such harsh business environment, the Group instructed

Zhongran Hongtu Logistics Company Limited ("Hongtu Logistics"), a subsidiary undertaking LNG transportation business, to take every possible measure and overcome all difficulties to "continue supplying gas to all households while strictly upholding service quality", in such a way as to ensure gas supply to Hubei Province. During the lockdown period, the Group undertook the distribution of more than half of the LNG supply in Hubei Province. The Group supplied over 200 million m³ of LNG to heavily-struck regions, including Hubei and its surrounding provinces. The LNG distribution guaranteed constant gas supply to the key pandemic treatment hospitals in Shiyan, Huanggang, Wuxue and other regions. By end of the financial year, the Group's project companies in Hubei Province supplied gas to a total of

68 key anti-pandemic hospitals in the province to ensure the normal running of the healthcare system, instrumental to life-saving. These various endeavour has testified to China Gas' unbending commitment to social responsibility.

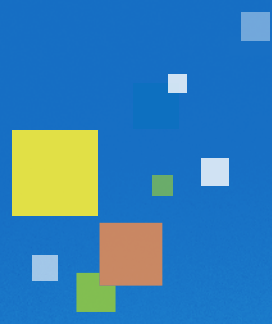
In Wuhan, China Gas employees worked around the clock to deliver LPG to each and every household. China Gas Wumei Panva Limited* (中燃武煤百江公司), a subsidiary of the Group and the sole LPG supplier designated by the Wuhan Municipal Government to secure LPG supply, delivered bottles of "life-saving" LPG to over 400,000 households in the city as well as frontline medical units such as Leishenshan Hospital, makeshift hospitals and quarantine hospitals during the outbreak of the pandemic. LPG supplied to users accumulated to

BATTLE THE PANDEMIC AND SAFEGUARD PEOPLE'S LIVELIHOOD

140,000 tons during that period. While ensuring LPG delivery, China Gas Wumei Panva Limited also took responsibility to secure emergency transportation as part of the assistance to the government in Wuhan. From the Group's LPG import terminal at Xiaomen Island, Zhejiang, China Gas fleet fully loaded with imported high-quality LPG sailed up the Yangtze River to aid Wuhan, which has thus paved the only waterway for transporting LPG to Hubei Province during the outbreak. A total of 5,200 tons of LPG were delivered to Wuhan by the Group through the waterway during the outbreak. The move has demonstrated China Gas' strong sense of social responsibility.

In this nationwide endeavour, the Group's staff members selflessly engaged in "taking concerted actions to battle the pandemic and safeguard people's livelihood", the charitable initiative during the fight against the pandemic. The Group effectively secured supplies for cities and townships nearby to satisfy the urgent needs of our customers. Protection gears and basic necessities such as staple food and vegetables were delivered to hundreds of thousands families in 27 provinces and autonomous regions, and more than 500 cities were supported by community-based services provided by China Gas. Through such efforts made, the plight of the citizens was alleviated and the sales of slow-selling agricultural products were boosted. Thus, our actions had played an important role in maintaining social stability during a critical stage. The Group donated a total of HK\$57.48 million in cash and goods to areas badly hit by the virus to help them fight the pandemic and overcome difficulties. The move has demonstrated China Gas' strong sense of social responsibility.





NATURAL GAS



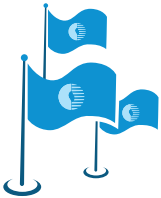


NATURAL GAS

NATURAL GAS BUSINESS

Well acclaimed as an energy source with affluent global reserves supply aside, natural gas is as well bestowed with a host of comparative advantages in terms of efficiency, environmental sustainability and energy safety. According to the statistics disclosed by the International Energy Agency, proven amount of ample reserve of natural gas can be found across the globe, with recoverable resources estimated from 783 trillion m³ to 900 trillion m³. Based on the estimation of worldwide consumption of natural gas of approximately 3.98 trillion m³ in 2019, the given endowment of natural gas we have could be exploited for over 200 years. According to the forecast, global natural gas consumption will increase to 26% that of the global primary energy mix by 2025. By 2035, natural gas will outgrow coal to become the second-largest energy source worldwide and will endure be the only kind of fossil fuel to be able to exhibit sustained consumption growth.

According to statistics released by the National Development and Reform Commission (the “NDRC”), the apparent consumption of natural gas recorded 306.7 billion m³ in 2019, representing a year-on-year increase of 9.4%. Yet, this level of natural gas consumption accounted for only 8.3% of China’s primary energy mix, and still far below the world average of 23%. Particularly, natural gas



PROJECT DEVELOPMENT

62

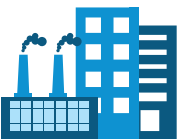
additional piped gas projects with concession rights



RESIDENTIAL USERS DEVELOPMENT

5,427,367

additional households of residential users



INDUSTRIAL AND COMMERCIAL USERS DEVELOPMENT

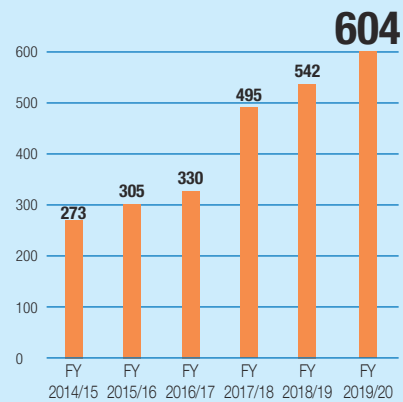
36,321

additional industrial and commercial users

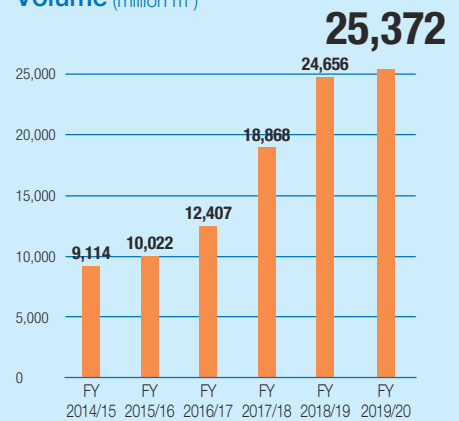


consumption meagerly accounted for approximately 10% of industrial fuel consumption in China, far below the 40% to 50% level recorded in Europe and United States and other developed countries. Therefore, the gas industry still displays an enormous growth potential. Deemed as one of the giant energy consumption countries globally, China has since heavily dependent on coal and oil to fuel its economic and industrial activities due to its previous strategic consumption pattern, though the economy has undergone an enduring period of high-speed economic development. As such, air pollution, energy efficiency and other energy-related issues have turned apparent and pressing. Natural gas, not only functions as an alternative source of energy to the lead country in energy consumption but also bears the merits in terms of efficiency and environmental-friendliness advantages. Natural gas, therefore, has found its way to be a wise energy choice in China on account of the latter diversified energy structure, and rationalized consumption choice. Natural gas is readily poised to evolve steadily to be one of China's main energy sources under the encouraging national policies.

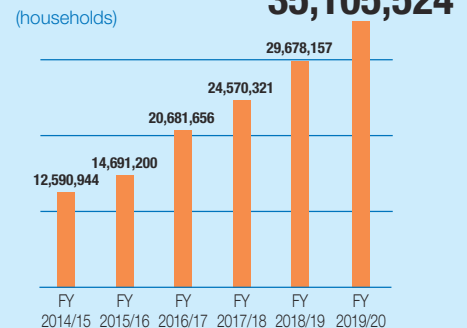
Total Number of Piped Gas Projects with Concession Rights



Piped Natural Gas Sales Volume (million m³)



Total Number of Connected Households





The year 2019 underlined a turnaround stage for the natural gas industry in China. Within the year, we witnessed the launch of the China-Russia east-route gas pipeline, that includes the northwestern, southwestern, offshore and northeastern, the 4 natural gas pipelines in aggregate, and hence, a nationwide natural gas network featured with “trunk lines and the branches inter-connected and every region formed a local network” has begun to take shape. While China’s capacity for gas storage and peak modulation continued to progress forward, seasonal swing of paradoxical insufficient supply was adequately relieved as dynamic balance between supply and demand was sustained. Demand

attributable from downstream markets began to surface. The market-oriented reform taken place within the natural gas sector, along with the official establishment of National Oil and Gas Pipeline Network Company, both of which have profound impacts on facilitating the market-oriented reform, where price-mechanism is applied thoroughly, together with the sustainable and healthy development of gas industry in China. Such development heralds an unprecedented era for market-oriented reform taking off in the natural gas industry in China.



In 2019, the Sino-US trade disputes have brought about dampening influence on global economies, with no exception to China. Early of 2020, as the outbreak of the COVID-19 pandemic cast its spell, with the whole world taken by storm, this brought along an unparalleled tidal turmoil to curtail the economic and social development across the globe. Accordingly, the epidemic impacted the natural gas demand to some extent. As the pandemic restrained and contained and the pace of resumption to production and work began to accelerate in China, we expect to see plenty of room for organic growth in natural gas consumption in China. To jump-start the circulation of market activities, to better safeguard the natural gas supply and uplift the utilisation level of natural gas, the Chinese government unveiled a number of policies to help the healthy development of the industry. The authority's initiatives fully covered every sector along the whole industrial chain. For upstream procurement sectors, the government made intensified effort to safeguard the supply of unconventional gas, with the entry barrier for foreign investment firms being removed. For midstream sectors, National Oil and Gas Pipeline Network Company was founded as an ancillary entity, and measures that opt for the fair opening of natural gas pipeline network unveiled on stage. For downstream sectors, standardized engineering and connection fee charge to be regulated for the gas companies was put in place for the first time, along with the relevant policies to facilitate the development of LNG-powered vessel and vehicle markets. Along the same line of the aforementioned initiatives, investment categories and spectrum applicable for foreign investment in city gas sectors was further opened up. In future, on account of further integration of natural gas market joined with the pipeline network system, as well as the further refinements in market mechanism and institutional regulation, this sets the stage for clean energy consumption in China to enter into a brand-new "natural gas era".



Operational Locations of Natural Gas

1. INNER MONGOLIA AUTONOMOUS REGION

Hohhot, Wuzhen Banner, Baotou, Helingeer County, Tuoketuo County, Tuzuo Banner, Wuchuan County, Alashangmeng, Alashangmeng Wusitai Industrial Zone, Zuo Banner Tenggeji Industrial Zone, Wuhai, Wutelaqian Banner, Liangcheng County, Jinshan Industrial Park, Ganqimaodu Industrial Zone of Urad Zhong, Denkou County, Jining District, Ulanqab City

2. XINJIANG UYGUR AUTONOMOUS REGION

Horgos Economic Development Zone, Ho City Economic Development Zone

3. HEBEI

Shijiazhuang Gaocheng, Cangzhou Development Zone, Nanpi County, Qinghe County, Wangdu City, Tangshan Nampo, Leting County, Xinle, Pingshan County, Fengnan District of Tangshan, Neiqiu County, Bohai New Zone, Cangzhou High-tech Zone, Tang County, Handan Jinan New Zone, Luquan, Quyang County, Raoyang County, Botou New Zone, Laishui County, Dingzhou, Dingxing County, Yutian County, Yutian Town and Caitingqiao Town of Yutian County, Changli County, Weixian County, Xiahuayuan District, Chengan County, Wujiao County, Ningjin County, Linzhang County, Zaoqiang County, Longyao County, Xingtang County, Gucheng County City Area, Gucheng County Administrative Jurisdiction, Nangong City, Jize County, Xinhe County, Xingtai, Kangbao County, Zanhuan County, Yu County Economic Development Zone, Nanhe County, Julu County, Linxi County, Xian County, Guangping County

4. GANSU

Lingtai County, Huating County, Jingning County, Chongxin County, Huachi County, Heshui County

5. TIANJIN

Baodi District in Tianjin, Jinghai Economic Development Zone, Ziya Industrial Zone

6. SHANXI

Shuozhou City, Xiangning County in Linfen City

7. SHANDONG

Dezhou, Qingdao, Leling, Qufu, Sishui, Qufu New Zone, Weifang Binhai Economic Development Zone, Liaocheng, Dezhou Tianqu Industrial Zone, Linyi City, Linyi Economic Zone, Linshu County, Zhangqiu District, Rongcheng City, Haiyang City, Wendeng City, Rushan City, Weihai City, Weifang Free Trade Zone, Jiaxiang County

8. NINGXIA HUI AUTONOMOUS REGION

Zhongwei, Guyuan City

9. HENAN

Xinyang, Jiaozuo City, Qinyang City, Wuzhi County, Xiuwu County, Luohe City 7 Projects, Xiping County, Jiyuan City, Sanmenxia City, Shanxian County, Sanmenxia Industrial Park, Lingbao City, Yanshi City, Yongcheng City, Yongcheng Industrial Zone, Xinmi City, Huangchuan County, Guangshan County, Gushi County, Huiguo Town, Gongyi City, Yuanyang County, Hui County, Mengzhou City, Wen County, Puyang County, Puyang Industrial Zone, Tangyin County, Nanyang City Wolong District, Suiping County, Shangcheng County

10. SHAANXI

Baoji, Qishan County, Yulin, Linyou County, Shangnan County, Heyang County

11. JIANGSU

Nanjing Jiang Bei, Pizhou, Yangzhong, Pu Kou District, Nanjing, Jiawang District, Xuzhou, Xinyi, Xuzhou, Yangzhou City, Taixing East District, Lianyungang Haizhou Economic Development Zone, Nanjing Jingqiao, Donghai County, Tong Shan, Sihong County City Center, Sihong County, Guannan County, Nanjing ChangLu Industrial Park

12. ANHUI

Wuhu, Huainan, Shouxian, Suzhou, Wuhu County, Nanling County, Huoshan County, Fengtai County, Wuwei County, Qimen County, Xining County, Maoji Development Zone, Huoqu County, Susong Linjiang Industrial Zone, Suzhou Si County, Suzhou Yongqiao Economic Zone, Wuhe County, Sixian, Susong City, Taihu County, Hefei Binghu New District

13. HUBEI

Wuhan Qingshan, Yichang, Xiaogan, Hanchuan, Yingcheng, Yunmeng, Suizhou, Tianmen, Dangyang, Wuhan Jiangnan, Laohekou, Danjiangkou, Yuanan, Dawu County, Run County, Wuxue Industrial Zone, Shiyan Wudangshan Zone, Fang County, Donghu High-tech Zone, Jianli County, Honghu City, Songzi City, Xinzhou District in Wuhan, Wuxue City, Yingshan County, Tuanfeng County, Longganhu district in Huangmei County, Huanggang City, Xishui County, Meichuan Town in Wuxue City, Huangmei County, Shiyan City, Zigui County, Huangshi Port Industrial Park, Yunxi County, Xiaogan High-tech Zone, Chongyang County

14. ZHEJIANG

Hangzhou Xiaoshan District, Taizhou, Jinhua, Hangzhou Jiangdong Development Zone, Daishan Economic Development Zone, Yueqing City

15. CHONGQING

Yubei

16. JIANGXI

Nanchang Wanli, Xinfeng County, Wuyuan County, Yihuang County, Xinfeng Industrial Park, Nancheng County

17. HUNAN

Yiyang, Youxian, Zhangjiajie, Yiyang Datonghu, Yiyang City New Zone, Huaihua National Agriculture and Technology Zone, Anhua County, Zhijiang Dong Autonomous County, Baojing County, Huishang Industrial Zone, Taojiang County

18. FUJIAN

30 cities/regions, Sanming City, Shaowu City, Wuping County, Taining County, Qingliu County, Quanzhou Guanqiao Industrial Zone, Youxi County, Datian County, Jianning County, Huaan Economic Zone

19. GUIZHOU

Kaili City

20. YUNNAN

Dali Haidong New Zone, Baoshan City, Lvchun County

21. GUANGXI ZHUANG AUTONOMOUS REGION

Nanning, Yulin, Qinzhou, Liuzhou, Fangchenggang, Nanning ASEAN Development Zone, Laibin, Baise, Bobai, Chongzuo, Guiping, Beihai, Luchuan, Tiandeng County, Dahua County, Hechi, Tianlin County, Cenxi, Napo County, Liucheng County, Luocheng Mulao Autonomous County

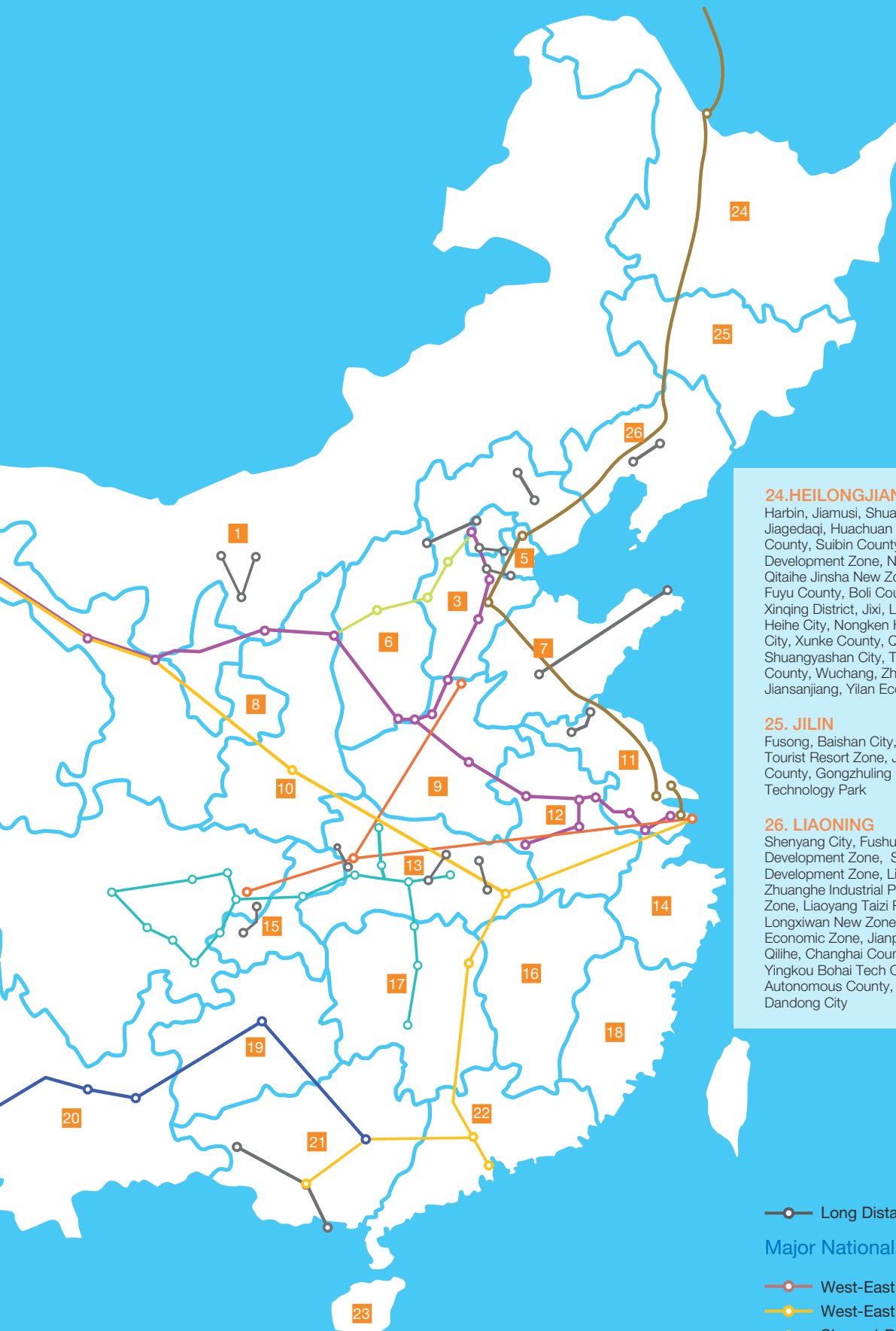
22. GUANGDONG

Maoming, Conghua, Meizhou, Yunfu, Shanwei, Xinxing County, Fengshun County, Pingyuan County, Dapu County, Wuhua County, Huazhou, Luhe County, Mei County, Jieyang Industrial Park, Ruyuan County

23. HAINAN PROVINCE

Qiongzhong Li-Miao Autonomous County





24. HEILONGJIANG

Harbin, Jiamusi, Shuangcheng, Mudanjiang, Daxing'anling Jiagedaqi, Huachuan County, Tangyuan County, Huanan County, Suibin County, Tongjiang, Mudanjiang Jiangnan Development Zone, Nongkenbaoquanling, Raohe County, Qitaihe Jinsha New Zone, Mulan County, Tieli Chengguan, Fuyu County, Boli County, Luobei County, Yichun City Xinqing District, Jixi, Lingdong District in Shuangyashan, Heihe City, Nongken Hongxinglong District, Wudalianchi City, Xunke County, Qingan County, Sunwu County, Shuangyashan City, Tailai County, Acheng, Anda, Bin County, Wuchang, Zhaoyuan County, Fangzheng County, Jiansanjiang, Yilan Economic Development Zone

25. JILIN

Fusong, Baishan City, Changbai Mountain International Tourist Resort Zone, Jingyu County, Fuyu City, Zhenlai County, Gongzhuling City National Agricultural Science and Technology Park

26. LIAONING

Shenyang City, Fushun, Jinzhou Economic Hi-Tech Development Zone, Shenyang Sujiatun, Dalian Jinzhou Development Zone, Liaoyang, Gaizhou, Zhuanghe City, Zhuanghe Industrial Park, Pulandian, Liaoyang Economic Zone, Liaoyang Taizi River, Xinbin County, Jinzhou Longxiwan New Zone, Qingyuan County, Dashiqiao Economic Zone, Jianping County, Fushun County, Yixian Qilihe, Changhai County, Jinzhou Dayou Economic Area, Yingkou Bohai Tech City, Jinzhou City, Kuandian Manzu Autonomous County, Dalian Puwan Economic Zone, Dandong City

—○— Long Distance Pipeline Project

Major National Natural Gas Pipelines

—○— West-East Gas Pipeline No. 1

—○— West-East Gas Pipeline No. 2

—○— Shaanxi-Beijing Pipeline No. 2

—○— Zhongwu Pipeline

—○— Sichuan-East Gas Pipeline

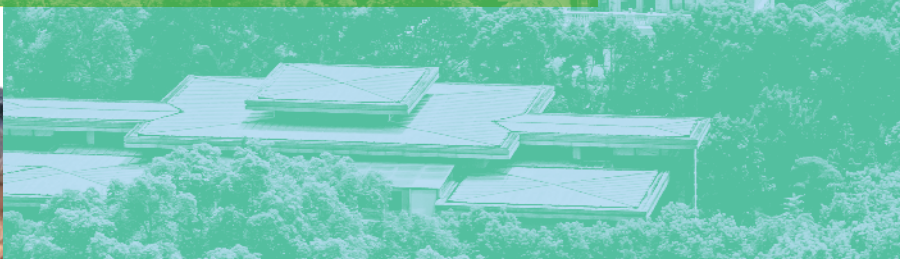
—○— China-Russia Natural Gas Pipeline

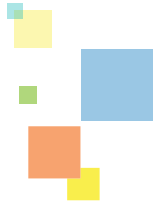
—○— China-Myanmar Natural Gas Pipeline

(not drawn to scale)



TOWNSHIP REPLACEMENT OF COAL WITH GAS





TOWNSHIP REPLACEMENT OF COAL WITH GAS

In recent years, China has ramped up its economic production and social activities as supported by its rapid economic development, causing the total emissions of fine particulates to greatly exceed the environmental carrying capacity. Phantom of air pollution has been elbowed to the south as winter air pollution became stringent, plus “red alert” occasions have become frequent in northern China. To nurture “clear water and green mountain” and facilitate ecological construction, the central government attaches great importance to environmental protection, while various levels of municipal governments have proposed a host of comprehensive governance measures on to curtail atmospheric pollution that endeavored to improve air quality. After three years of the comprehensive governance initiatives, air quality has achieved noticeable improvements in northern regions.





With an aim of reducing the total emissions of fine particulates and improve air quality, the central government has rolled out various major policies since 2017, including the Notification on the Pilot Scheme for Central Finance Subsidies to Support Clean Energy Winter Heating Programs in Northern China* and the Clean Energy Winter Heating Plan for Northern China* (2017–2021), which encouraged clean energy winter heating in the rural areas of northern China. Since then, with the central government’s increasing determination and efforts to control air pollution, the State Council unveiled the Three-Year Action Plan for Winning a Battle for Defending the Blue Sky* in July 2018. As such, the State Council aimed to define the specific objectives for the governance of atmospheric air pollution for the forthcoming three years, along with the effort to extend the untreated coal control regions from “2+26” cities located in the air pollution transport channels to 40 cities lying across Beijing-Tianjin-Hebei region, the Fenhe-Weihe Plain and the Yangtze River Delta. The formulated measures on control of untreated coal included: a schedule that specified the replacement of untreated coal for residential uses and winter heating shall be substantially completed in Beijing-Tianjin-Hebei and its peripheral areas, as well as the plain area in the Fenhe-Weihe Plain prior to the commencement of 2020 heating season; the control on total coal consumption continued in key regions; scale-up control on coal-fired boilers and furnaces; substantially faded out coal-fired boilers with a capacity of 10 steam tons per hour or below, applying to cities of county level or higher in administrative hierarchy. While the introduction of these environmental protection policies provided directives and secured funding for the township “replacement of coal with gas” campaign, they also actively encouraged the use of natural gas in China and opened up incredible market potential in the aforesaid sector.

2019 marked the third year of China Gas’s township “replacement of coal with gas” strategy. Over the past year, the Group worked together at all levels to overcome challenges and unswervingly expanded its market presence by leveraging the merits brought about by the township “replacement of coal with gas” campaign. The Group adhered to its clear-cut strategy and was resolute to carry through the township “replacement of coal with gas” campaign till the end. Our Group was overwhelmingly keen to join the township “replacement of coal with gas” campaign that we brought forth premium, quality and highly efficient facilities and adequate energy supply to allow the rural residents in northern China to access to natural gas. We, therefore, had won wide popularity among all levels of municipal governments and users.



* for identification purposes only

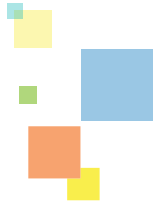
During the financial year, the Group's accumulated residential users contracted for the township "replacement of coal with gas" campaign amounted to more than 9 million household units in total, completed gas pipeline connections for township residential users amounted to 2.69 million units, providing 1 billion m³ of natural gas to rural residents for winter. In the past three years, the Group completed gas pipeline installation for 6.23 million household units under the township "replacement of coal with gas" campaign. This is also a testimony that undue endeavor can be subsequently rewarded. Using Beijing as an example, the average PM2.5 level in Beijing hit another record low in 2019, representing a year-on-year decrease of 17.6%. In addition, the annual average concentration of sulfur dioxide (SO₂), nitrogen dioxide (NO₂) and respirable suspended particulates (PM10) in the capital also reached the national Grade II standard. Only four days of severe pollution was recorded. Moreover, no day was recorded as having extremely severe pollution during the year for the first time. According to certain estimations, since the "replacement of coal with gas" campaign at industrial level and the township "replacement of coal with gas" campaign are both governance efforts to discourage the deployment of untreated coal, they both contribute to 40% of air quality improvements, and have distinctively improved the air quality in northern China.

Launching the township "replacement of coal with gas" and "fighting for the blue sky" campaigns is regarded as more than an occasional game. In fact, they are a series of enduring battles. Although the township "replacement of coal with gas" campaign in Hebei Province will come to an end this year, there is still a huge demand for clean heating in the vast rural areas of northern China. As such, Beijing, Tianjin, and about a dozen of cities in Hebei Province and Shandong Province, have issued their clean heating targets for 2020 since the beginning of this year. They will continue to regard clean heating as an important means to improve air quality, which will continue to provide policy support and financial support for the township "replacement of coal with gas" campaign. Since our Group has identified the township "replacement of coal with gas" campaign as one of its key strategic targets, we are relentless to carry it through till the end, to contribute to the betterment of environmental protection, along with improving the overall livelihood of residents in China.



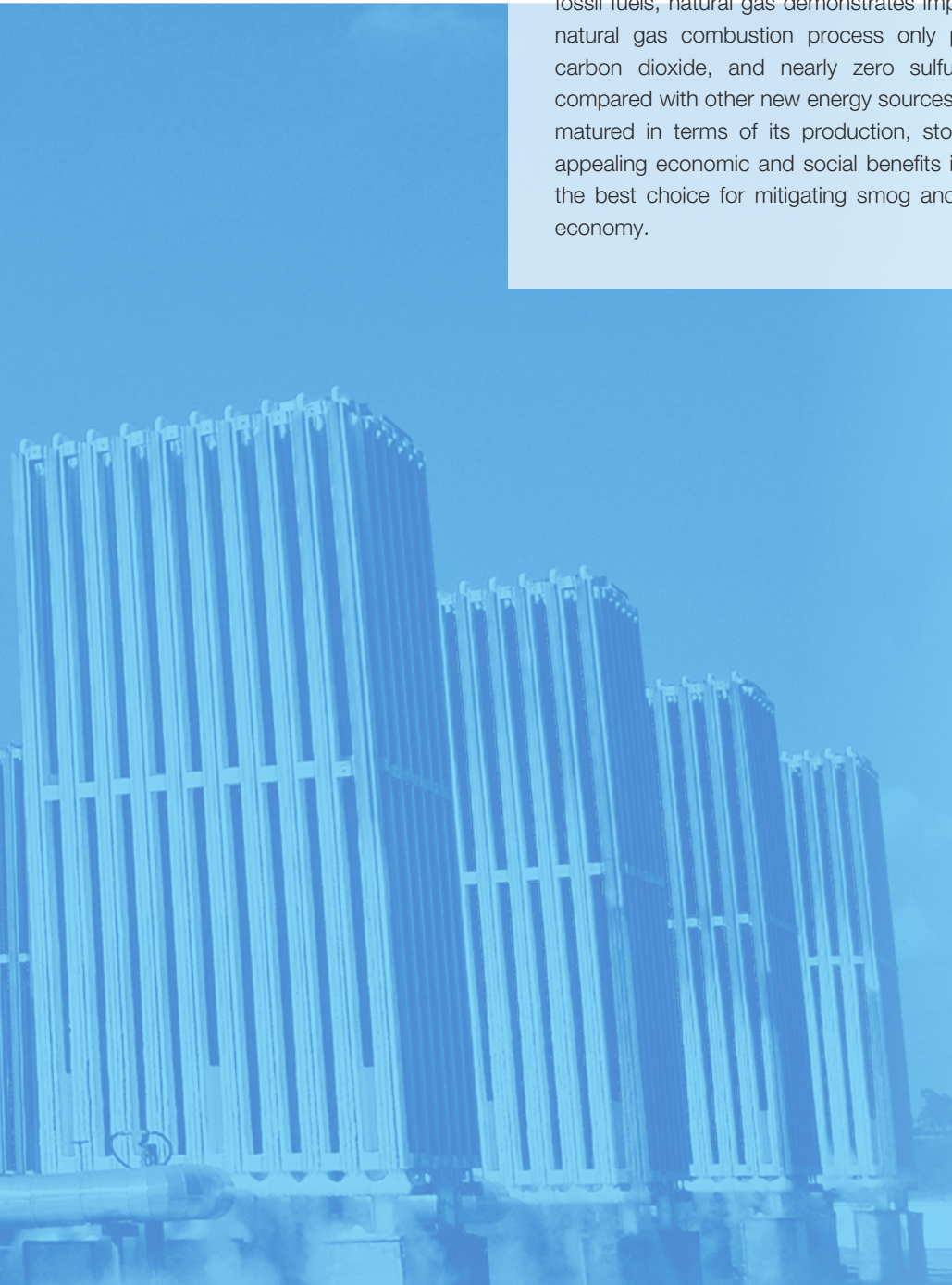
GAS FOR VEHICLES AND VESSELS BUSINESS





GAS FOR VEHICLES AND VESSELS BUSINESS

Identified as one kind of clean hydrocarbon fuel, natural gas can fittingly serve as an adequate substitute for gasoline and diesel in the logistic sector as the fuel is processed with liquefaction and compression process. Compared with other fossil fuels, natural gas demonstrates impressive environmental efficiency as the natural gas combustion process only produces 23% nitrogen oxides, 50% carbon dioxide, and nearly zero sulfur dioxide emissions. Besides, when compared with other new energy sources, natural gas has proved to be utmostly matured in terms of its production, storage and logistic processing. With its appealing economic and social benefits in display, natural gas is testified to be the best choice for mitigating smog and migrating into a pleasing low-carbon economy.



As of the end of 2019, China has over 7 million natural gas vehicles with approximately 9,000 gas refilling stations, ranking the first worldwide in terms of the industrial scale of production. To facilitate the healthy development of natural gas in the transportation sector, the Chinese government has unveiled a handful of incentive policies in recent years. In June 2017, a host of 13 departments including the NDRC, the Ministry of Science and Technology, the Ministry of Industry and Information Technology and the Ministry of Transport jointly published the Opinions on Accelerating the Use of Natural Gas*, which had made explicit the requirements on “implementing transportation fuel upgrading projects and accelerating the development of natural gas vehicles and vessels” and “speeding up the construction of gas refilling stations”. The use of gas for vehicles and vessels is incorporated into the four major areas for the use of natural gas (other aspects including the use of natural gas for industry, urban gas and power generation). On 27 June 2018, the State Council published the Notice on Distributing the Three-Year Action Plan for Winning a Battle for Defending the Blue Sky* to promote the use of new or clean energy such as electricity and natural gas in vessels. In January 2019, the Action Plan for Controlling Diesel Truck Pollution* was jointly issued and published by 11 agencies including the Ministry of Ecology and Environment and the NDRC. The plan specifically stated the requirements on the preferential application of new and clean-energy vehicles in order to fulfil the requirements set by the China VI Standard. Also, the plan effectively increased the supply guarantee capacity for LNG for vehicle and vessel transportation, along with initiating research works on building liquefied natural gas refilling stations along the logistics path of passage. Toward the end of 2019, China Maritime Safety Administration published the Safety Supervision Measures for LNG Refueling Operations on Water*, which stipulated the requirements on the method, safety administration, precautionary measures on anti-pollution, refueling pre-requisite conditions and personnel precautionary and protective measures of LNG refueling operation for vessels on the waterway. The measures also served to further promote the use of natural gas as clean energy for vehicles and vessels. Moreover, from 2020 onwards, the most severe China VI standard for refined oil in record will be mandatorily executed in the PRC. By then, the LNG vehicles and diesel vehicles alike will be non-discriminatorily measured by the same maximum exhaust emission standards, which, in turn, could usher in an outpouring developmental opportunities for the LNG vehicles and LNG-for-vehicle markets.



As a trans-regional comprehensive energy supplier, the Group has gas transmission pipeline network, plus transmission and distribution facilities in 391 cities across 29 provinces in China. The Group, therefore, is endowed with a unique comparative advantage to develop clean energy for vehicle and vessel transportation. Currently, our Group owns over 500 vehicle refilling stations, either in operation or under construction. These stations can serve about 300,000 units of natural gas vehicles per day. The Group will continue to leverage the advantages generated by the integration of trading and sales to end-users, with step-up efforts to expand LNG point to point supply terminal network. Meanwhile, the Group will make use of the synergy derived from the existing LNG fueled vessels, our current customer base to establish an LNG refueling industry alliance for vessels alongside the Yangtze River, with an aim of reinforcing the cooperation between the upstream, midstream and downstream sectors in the industrial chain, and to promote the replacement of oil with gas for vessels. Taking advantage of the mandatory implementation of the emission standards for heavy-duty trucks that meet the China VI emission standard* and the intensification of environmental policies on emissions, the Group will accelerate the promotion and launch of “China Gas e-refilling” phase II. Through the WeChat marketing platform, the Group aims to attain targeted marketing and sales strategy. To enhance loyalty amongst LNG heavy-duty truck drivers the Group makes use of smart gas refilling cards to further increase gas sales volume.





INTEGRATED ENERGY BUSINESS





INTEGRATED ENERGY BUSINESS

Identified as a kind of “versatile” fuel, natural gas could be used as raw material in the industrial sector or functioned as fuel in the transportation sector, or to be applied in the integrated energy business to provide alternative clean energy, while adding to the diversity of choices, to serve the city and communal users. In addition, via the undertaking of cogeneration projects, natural gas could adequately serve the functions of peak-shaving, curtailing network depletion, boosting terminal efficacy and the moderation or reduced reliance on the construction of electricity transmission and distribution facilities, providing high-efficiency, multi-facet energy services to various consumers in cities, including industrial users, hospitals and airports. It is not only a contributing alternative to the existing urban energy supply system but also assumes an indispensable role for energy conservation and emission reduction. Against the backdrop of increasing supply of natural gas, and rapid construction of smart power grid in China, along with a number of incentive policies rolling out across the country to facilitate industry development, integrated energy business through natural gas application is poised for large scale utilization as few of its pre-requisite conditions turned mature.

The Group’s integrated energy business is based on the advantageous fundamentals derived from the existing customer base and networking. To actively response to national industrial initiatives and developmental plans, our business covers centralized heating, distributed heating, “Heated Housing Engineering Project”, electric-vehicle charging stations and photovoltaic power generation projects. The proliferation of integrated energy business not only helps facilitate the refinement of gas sales structure and the cutback on gas costs, but also provide users with diversified energy choice, and helps create a landscape of product diversify to end-users. While our Group constantly develop new client cluster, we also seek after new market potential by creating added value to customers. Through further expanding corporate value chain, our Group aims to achieve optimised energy allocation. Our Group makes the best use of the wide-coverage of gas distribution network, along with the application of latest technologies and products, to step-up the promotion effort on “Heated Housing Engineering Project”, to tap into distributed heating market , as well as to develop the boiler EPC business. By merging building-integrated energy business with energy storage technology, the Group painstakingly acquired to premium projects with adequate heat load provided and business potential to bill users for ancillary services. Taking advantages from successful experience earned from electricity distribution, the Group gave priority to developing industrial and commercial distributed photovoltaic projects. In addition, in response to the national policies on the development of vehicle industry fueled with new energy, the Group actively participated in the construction and operation of centralized and rapid recharging stations, providing electrified recharging services to public transport for passengers, logistics vehicles, taxis, heavy-duty trucks, and other specific transport vehicles. With immeasurable impact brought about to the industry and the society at large, the COVID-19 pandemic has helped us to understand the underlying significance of going “green, low-carbon, environmentally friendly and safe” among the government and the public. The epidemic helps raise public awareness on new energy vehicles, energy-efficient buildings and low carbon travel, and thus helps expand the market potential for clean energy industry. In future, on account of the current development, our Group’s integrated energy business, including “Heated Housing Engineering Project”, distributed energy project and recharging station project, will usher into a golden era of speedy development and growth.

As at 31 March 2020, the Group had a total of 102 integrated energy projects in operation.



LIQUEFIED PETROLEUM GAS





LIQUEFIED PETROLEUM GAS

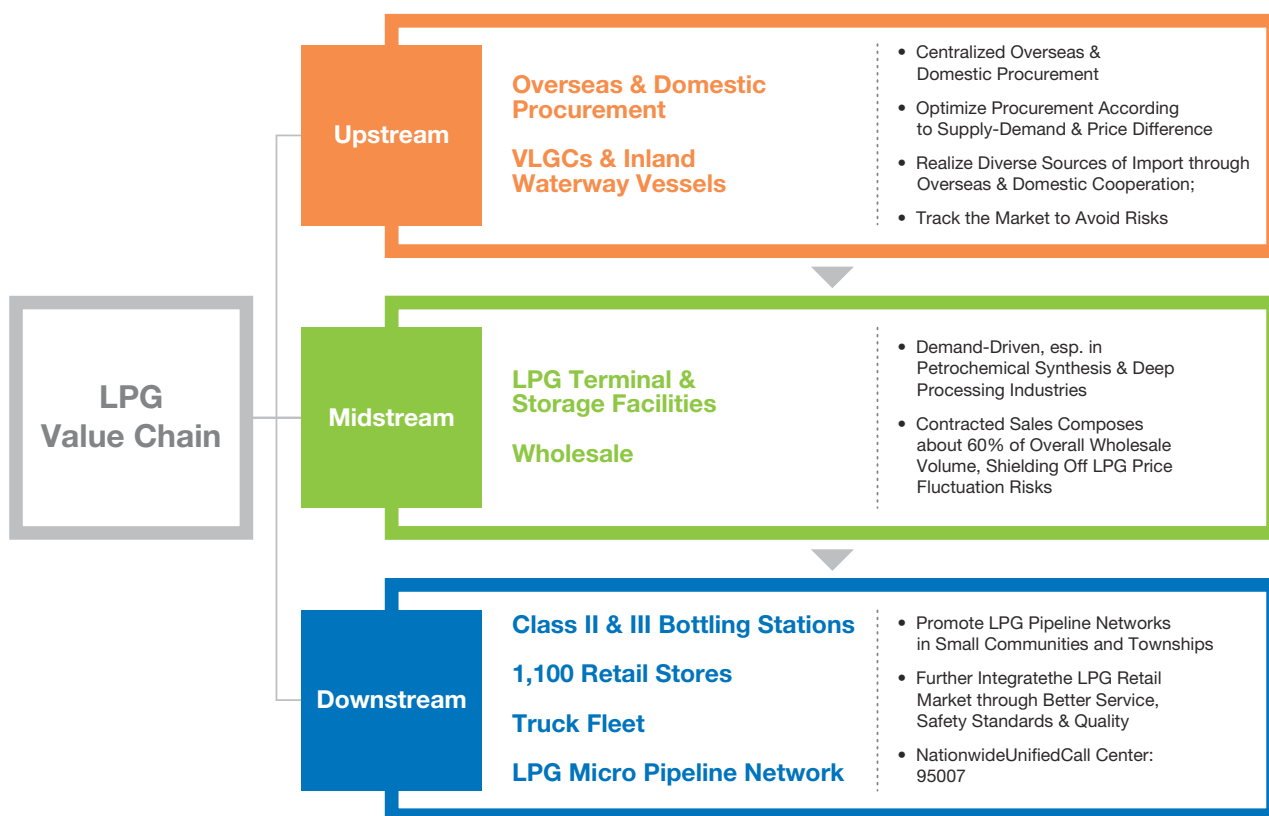
As a crude oil by-product, liquefied petroleum gas (LPG) is a kind of colorless and odorless gas derived from the exploitation of oil and gas fields or the deep processing of oil and coal. Primarily consisted of propane, butane and a small amount of other substances such as propylene and butene, LPG appears in gaseous state at normal temperature and pressure, and can be condensed into liquid state as pressurization and cooling applied. LPG can be used as a clean fuel for general households, as well as applied to industrial use as gaseous fuel, and thus, LPG is considered as an environmentally friendly clean energy, featured with wide applicable functionality.

In recent years, along with the encouraging progress of urbanization across the country, the intensified reform on energy structure and the elevated awareness on social security and environmental protection, LPG market has followed the development trend of intensification and branded promotion, while the progress of transformation is furthered intensified by the mergers and acquisitions, liquidations and rectifications. With the increase in concentration ratio in LPG, this has led to the formation of the market-oriented, highly scaled market mechanism. Such development has resulted in a complementary landscape to help promote the growth in urban pipeline natural gas business, as well as to ensure the diversified energy needs of customers. After years of rapid development, China's LPG market has evolved into one of the largest LPG consumption markets worldwide. According to market statistics, China's apparent consumption of LPG amounted to 47,060,000 tons in 2019. In the total consumption of LPG, fuel and chemical consumption accounted for 53% and 47%, respectively. In terms of area of application, fuel consumption can be alternatively classified into urban residential fuel, industrial fuel, catering fuel and rural fuel, among which, rural fuel accounted for the largest proportion at 38%, while catering fuel, industrial fuel and urban residential fuel accounted for 34%, 5% and 23%, respectively. In the future, LPG in China will gradually be adapted from the application as fuel into chemical feedstock, whereas in terms of consumption sector, rural area will account for higher proportion than urban; source of supply of LPG will shift from domestically produced to imported products. On account of the development of new market features, as well as new consumption trend, we expect to see corresponding adjustments in marketing models, price-fixing methods, direction of trade flow, as well as stakeholders involved in the competitive vista.



To-date, the Group owns seven LPG terminals and 113 LPG distribution projects. With distribution operation extended across as far as 21 provinces in China, our Group is poised as the largest vertically integrated service provider in LPG business in the country. By exercising the developmental strategy of integrating the trading and sales to end-users, and abided by our the primary roadmap of “lifting results, facilitating development, and enhancing management”, the Group strikes to speed up the pace of market integration, initiate the establishment of a tanker logistics system, scale-up investment and introduce standardized operation at the terminals. Our Group will steadily press forward the construction of chemical projects near the LPG storage facilities in our terminals, so as to further optimize the strategic blueprint of trading and sales at terminal integration. Meanwhile, to adequately exploit the Group’s competitive strength in network sales, we promote the cooperation between trading and sales at the terminal, which in turn allow the Group to reap benefits from complementary advantages derived from upstream and downstream cooperation. The Group actively works to develop LPG “micro pipeline network” business and introduce the developmental strategy of integrating sale terminals and “micro pipeline network”. Such aforementioned initiatives thus further expand the value chain of LPG business, enhance the developmental strategy of integrating trading and sales terminals, and opening up new market opportunities for the Group’s LPG business.

LPG – Vertical Integration of the Value Chain



Operational Locations of

Liquefied Petroleum Gas



Xinjiang

21 Qinghai

Tibet





18 Heilongjiang



Jilin

19 Liaoning



Beijing

2 Tianjin



Hebei

1 Inner Mongolia



Shanxi

3 Shandong



Ningxia

4 Gansu



5 Shaanxi



6 Henan



7 Jiangsu



Shanghai

8 Anhui



9 Sichuan



10 Hubei



11 Zhejiang



Chongqing

13 Hunan



Jiangxi

14 Fujian



12 Guizhou



Taiwan

17 Guangdong



15 Yunan



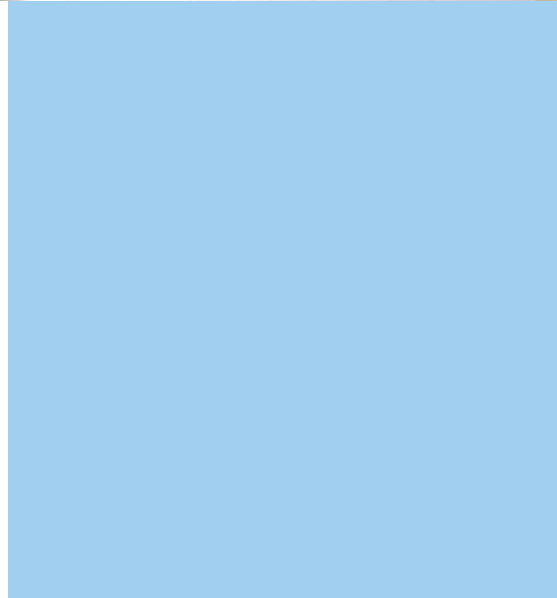
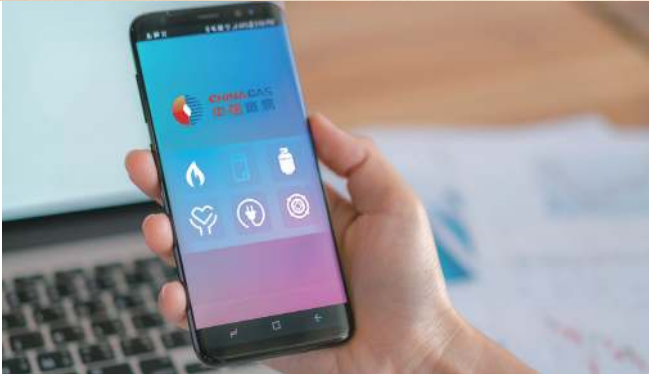
16 Guangxi



Hainan

VALUE-ADDED SERVICES AND NEW RETAIL PLATFORM





VALUE-ADDED SERVICES AND NEW RETAIL PLATFORM

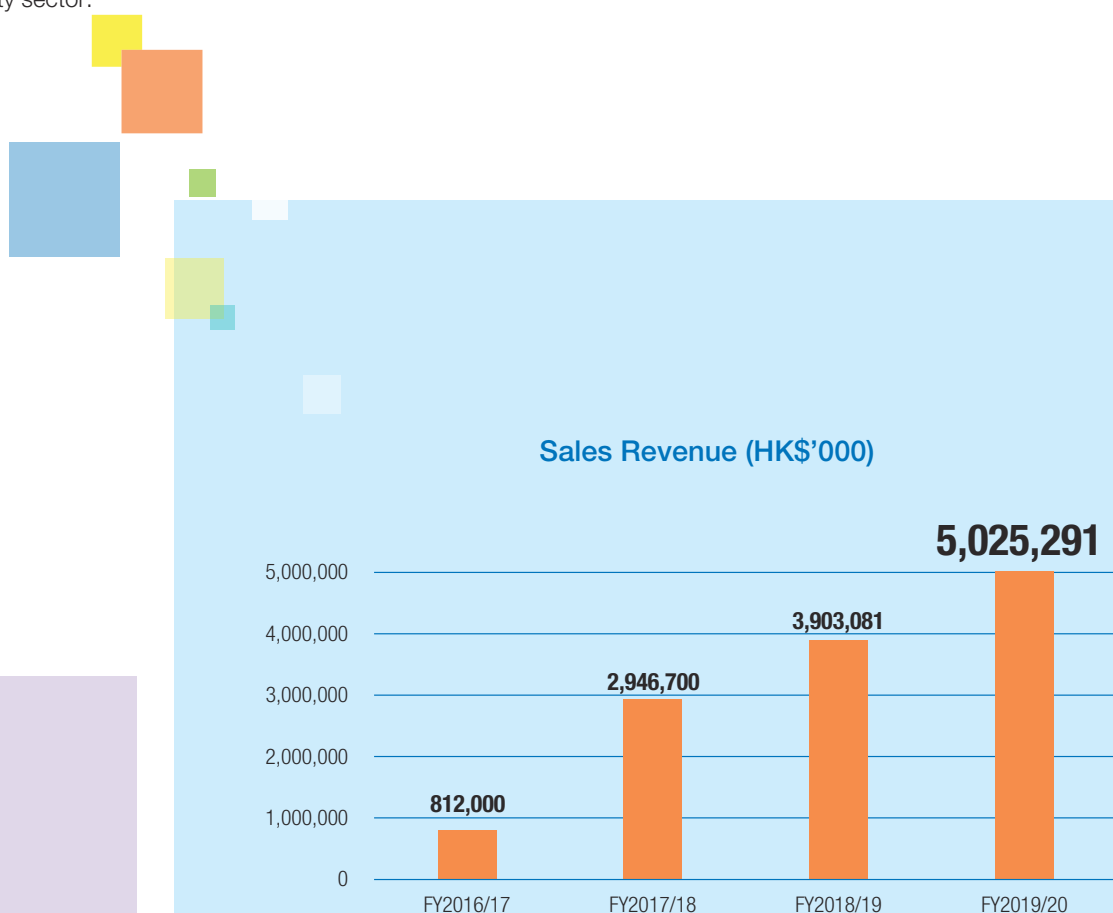


Value-added services are deemed as an effective tool for a company to explore and extract the potential customer values, enhance brand-related comparative advantages, as well as increase service competitiveness. Besides, value-added services constitute a vital development path to breed organic growth. The Group has more than 40 million residential customers of natural gas and LPG in 29 provinces, municipalities and autonomous regions across China, with a network covering more than 160 million population. Well facilitated as a network-based service, gas business can definitely generate strong bonding and trust among its customers, which is conducive to the development of household-related products and services. The brands created by the Group including “CHINA GAS”, “China Gas Home+” and “Smart Living” have earned immense popularity, as the Group made progress on its value-added business. Accordingly, apart from consolidating and expanding its core gas business, the Group fully utilises its extensive user base and strategic corporate brands to put “new retail” strategy in place for its value-added business. The Group promotes sales of gas-related products, such as gas appliances, comprehensive gas insurance, corrugated pipes and fire alarms under the brand name of Gasbo. The Group also pushes forward the sales of gas-fired boilers and energy-saving equipment as well as coal-fired boilers related renovation business and energy-saving consultancy and conversion services. Based on the

expansion of sales channels for gas-related products, the Group develops new products and promotes smart appliances, such as water purifiers and other products under Gasbo brand name, while leveraging the technological strength of “Zhongran Smart Living” to realize the linkage between smart equipment and e-commerce services. With a focus on family needs as well as the value proposition of “fill the kitchen with more love”, the Group provides gas users with products and services such as daily necessities, kitchenware and community services, synchronizing with its “China Gas Home+” business ecosystem strategy.

Meanwhile, relying on the online platform of “Zhongran Smart Living” and the extensive user resources of China Gas, through the use of mobile Internet, consumption big data, artificial intelligence and other technologies, the Group upgrades the production, circulation and sales of products, and implements in-depth integration of online services, offline experience and modern logistics. By utilizing the “new retail” platform which covers customer services (community gridding services, membership services and after-sales services) and provides the function of community-based vertical e-commerce sales (product display, online transaction and social communication), the Group continuously carries out various online-offline marketing activities.

Based on the network-based management system, the Group will apply the latest retail system to commence more localized family services and form an internet-based one-stop vertical e-commerce service platform with the characteristics of China Gas, within the framework of customer-centric orientation. The Group will also work offline to integrate human and service resources, optimise O2O door-to-door service and encourage more customers to use the service through gridding management, thereby providing end-users with more convenient and thoughtful butler-type services. With the aim of moving towards the goal of transforming from an “integrated energy service provider” to a “comprehensive service provider”, continuous efforts will be made by the Group to become a leader and a model for the development of value-added services in the utility sector.



CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors of China Gas Holdings Limited, I am pleased to present to the shareholders the 2019/20 annual report.

Mr. LIU Ming Hui
Executive Chairman,
Managing Director and President



RESULTS

For the year ended 31 March 2020, the Group managed to report steady growth in both financial and operating results amidst the pandemic. The Group's total gas sales volume of natural gas increased by 2.9% to 25.37 billion m³. The number of new residential connections amounted to 5,427,367 households, representing a year-on-year increase of 6.3%. Total revenue was HK\$59.54 billion. Gross profit amounted to HK\$17.10 billion, representing a year-on-year increase of 21.6%. Core profit attributable to owners of the Company increased by 16.2% to HK\$9.47 billion. Core earnings per share were HK\$1.81, representing a year-on-year increase of 12.4%.

DIVIDEND

The board of directors ("Directors", each a "Director") of the Company ("Board") resolved to recommend payment of a final dividend of HK40 cents per share to shareholders whose names appear on the register of members of the Company on 31 August 2020 (the record date for determining the entitlement of the shareholders to receive the proposed final dividend). Together with the interim dividend of HK10 cents per share paid to the shareholders on 31 January 2020, the total dividend for the year ended 31 March 2020 amounts to HK50 cents per share (total dividend for the year ended 31 March 2019 amounted to HK44 cents per share).

The final dividend, if approved by the shareholders at the forthcoming annual general meeting, is expected to be payable on or around 30 September 2020 (Wednesday).





CLOSURE OF REGISTER OF MEMBERS

To be Eligible to Attend and Vote at the Forthcoming Annual General Meeting

For the purpose of determining the shareholders who are entitled to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from 17 August 2020 (Monday) to 20 August 2020 (Thursday) (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the forthcoming annual general meeting to be held on 20 August 2020 (Thursday), all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 August 2020 (Friday).

To Qualify for the Proposed Final Dividend

For the purpose of determining the shareholders who are entitled to receive the proposed final dividend for the year ended 31 March 2020, the register of members of the Company will be closed from 27 August 2020 (Thursday) to 31 August 2020 (Monday) (both days inclusive), during which no transfer of shares will be registered. Subject to the approval of the shareholders at the forthcoming annual general meeting, the final dividend will be payable to the shareholders whose names appear on the register of members of the Company on 31 August 2020 (Monday). In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 August 2020 (Wednesday).


PROSPECT STATEMENT BY THE CHAIRMAN

To-date, due to the outbreak of COVID-19 worldwide, economic slowdown, lengthened period of Sino-US trade disputes and volatile oil price, the current global political, economic and security landscape is undeniably complex, while the surge in other elements of uncertainties only add fuel to the fire. Due to the downsizing of international trade, coupled with the downward pressure on the economy, the growth in energy demand is unavoidably impaired in China.

Over the past year, the Group adhered to the principle of "cost reduction, efficiency enhancement, transformation and development" amid economic and industrial torrential changes. China Gas' staff members, worked as united front, making effort for breakthroughs. They actively responded to the national strategy of "defending the blue sky" and promoted the "replacement of coal with gas" and "beautiful villages" campaigns in townships. By further tapping into the traditional city gas market, investing more resources in market development and optimizing customer layout, the Group is breaking through bottlenecks in the industry and its own business development. In addition, ESG sustainable development is incorporated into the Group's development strategy and continuously implemented in the business practices of various functional departments, professional companies and project companies. According to statistics, the group has reduced carbon dioxide and other pollutants by more than 160 million tons in the past three years, equivalent to planting 88.07 million trees. Also, in response to the unprecedented pandemic, the Group launched campaigns aiming at "taking concerted actions to battle the pandemic and safeguard people's livelihood". We invented the LPG "micro pipeline network" to better service the rural market and promoted the implementation of community gridding. With new breakthroughs made in LPG, integrated energy and value-added businesses, China Gas staff have successfully withstood the harsh challenges and delivered gratifying results.

Facing the severe attack of the COVID-19, China Gas service staff selflessly joined in the task force of the prevention and control of the pandemic and fought against steep odds with no regret and hesitation. In Hubei, in Wuhan, in Zhejiang, and across the country, “fighters” of China Gas engaged in “taking concerted actions to battle the pandemic and safeguard people’s livelihood” during the fight against the pandemic. The Group delivered living supplies amounting to over RMB258 million to hundreds of thousands families. The execution ability of China Gas, “iron army” was further strengthened during the pandemic. Over 50,000 China Gas employees at all levels stood firm against the harsh challenges, and have successfully maintained gas supply with no household left behind and without a moment of disruption. With courage and action, they have embodied the corporate mission of bringing people together and benefitting society. They have earned respects from all walks of life and trust from customers. Most importantly, they have demonstrated the corporate value of China Gas.

Looking forward, the Group will continue to pursue innovative service models, as well as to promote the integration of both online and offline business operations, via the new strategic blueprint, “value chain extension”. The Group will continue to make use of its traditional advantages to expand its core business while exploring emerging business opportunities. By adopting an innovative mindset, we intend to increase the operating share of asset-light businesses. We will scale-up the promotion of the “new retail” platform to swiftly transform from an integrated energy service provider to a comprehensive service provider. In the meantime, the Group will resolutely implement reform and development, push forward marketization and develop new businesses, thereby consolidating its core competence. Regarding natural gas business, the Group will continue to optimize the organizational structure, reward organizational vitality through structural reform, further refine operation and cost control, and press ahead with the development of various businesses through marketization and digitalization. For LPG business, apart from “vertical integration” along the industry chain, the Group will intensify the “horizontal synergy” of market and resources in city piped gas business to further expand market presence in downstream sectors. We will develop the micro pipeline network business and build a “4G” energy network by leveraging its comparative advantages to achieve coordinated development of natural gas and LPG businesses. For value-added services, the Group will continue to focus on promoting its “new retail” platform within the framework of customer-orientation and community gridding to boost integrated online-offline operation and services levels. In the forthcoming year, the Group will forge ahead amid counter current, and intensify reform to address the dynamic changes in the industry and market. We will not hesitate to take up social responsibilities and will abide by our corporate mission of “bringing in harmony to benefit the society”, so as to promote the well-being of the society, as well as the industry we operate. In terms of the overall business roadmap, we target at “mass utilization of low-carbon energy, cleaner use of traditional fuel, diverse energy supply, highly efficient energy consumption and smart energy system”. These guiding directives serve to provide “smart” energy to the society and the general public. Our Group will resolutely carry forward a worthy cause, safeguard national economic development in an environmentally friendly way, and create maximized value for shareholders, society and staff members. Finally, I hereby would like to express my sincere gratitude to all board members, all management staff and service staff for their dedicated endeavour and selfless contributions over the past enduring year.



MANAGEMENT DISCUSSION AND ANALYSIS

INTRODUCTION TO THE COMPANY

The Group is a gas operator and service provider primarily engaged in the investment, construction and operation of city and town gas pipeline infrastructure facilities, gas terminals, storage and transportation facilities and gas logistics systems, transmission of natural gas and LPG to residential, industrial and commercial customers, construction and operation of compressed natural gas (“CNG”)/liquefied natural gas (“LNG”) refilling stations as well as development and application of technologies relating to natural gas and LPG in the PRC.

BUSINESS REVIEW

In 2019, the world political and economic environment grappled with challenges. The overall economic growth appears to be more sluggish. While trade disputes between China and the United States dragged on, the China economic growth rate slowed down to 6.1%, a record low observed for the past 30 years. The world was ravaged by the outbreak of COVID-19 pandemic in early 2020. The lockdowns in response to the pandemic will undeniably pose substantial negative impacts on economic activities in the short run.

For the natural gas industry, encouraged by the government’s determination to curb smog and haze pollution, alongside with the stringent environmental protection policies being put in place, the natural gas industry grew steadily in China. In 2019, the apparent consumption of natural gas in China reached 306.7 billion m³ representing a year-on-year growth of 9.4%. China’s natural gas market reform entered into a phase of intensified implementation, during which we saw an outpouring of emerging opportunities for further development, though with their complementary challenges brought along as well. On 9 December 2019, China Oil and Gas Pipeline Network Company* (國家石油天然氣管網集團有限公司) was officially founded, underlining a decisive step to move towards the intensified reform on the oil and gas system. On 2 December 2019, the China-Russia east-route natural gas pipeline officially came into operation and thereafter Russia commenced supplying gas to China. The pipeline, to-date, has ramped up to an eventual transmission capacity of 38 billion m³ and this capacity limit has been topped up with time since its inception. The supply of Russian gas to China helped root out the severe gas shortage status quo endured in Northeast China and encouraged the use of natural gas in the region, while revamping the long-time imbalanced supply and demand dynamic. Adversely impacted by COVID-19, negative growth for energy consumption kicked in for the first quarter of 2020 as energy demand derived from industrial, commercial and transportation sectors contracted noticeably.

Facing a tangled and complicated external environment, the Group applied strong-hand approach to unleash “replacement of coal with gas” campaign in industrial and commercial sectors in China, based on its management-directed focus on “cost reduction with promoted efficiency, transformation and expansion”. Due to such initiatives, our Group further tapped into heating and residential sectors in townships, with stepped-up efforts to develop LPG, value-added services, integrated energy and other businesses. The Group focused on expanding its customer base, optimised its market distribution plan and actively exploited new opportunities in the “micro pipeline network” business in townships. Meanwhile, in response to COVID-19, the Group swiftly launched the “Battle the Pandemic and Safeguard People’s Livelihood” campaign to enable the comprehensive implementation of the grid-based operation model for its value-added services.

During the financial year, the Group recorded steady growth in both financial and operating results. The Group’s total natural gas sales volume increased by 2.9% to 25.37 billion m³. The number of new residential connections amounted to 5,427,367 households, representing a year-on-year increase of 6.3%. Total revenue increased by 0.3% to HK\$59,539,681,000. Gross profit amounted to HK\$17,097,048,000, representing a year-on-year increase of 21.6%. Profit attributable to owners of the Company increased by 11.7% to HK\$9,188,474,000, and basic earnings per share were HK\$1.76, representing a considerable year-on-year increase of 8.0%.

FINANCIAL HIGHLIGHTS

for the year ended 31 March

	2020	2019	Change
Turnover (HK\$'000)	59,539,681	59,386,062	0.3%
Gross profit (HK\$'000)	17,097,048	14,059,184	21.6%
Profit attributable to owners of the Company (HK\$'000)	9,188,474	8,224,382	11.7%
Basic earnings per share (in HK dollars)	1.76	1.63	8.0%
Operational performance			
Number of piped-gas projects	604	542	62
Number of integrated energy projects (In operation)	102	68	34
Connectable residential users for city gas projects (households)	44,473,478	43,049,175	3.3%
Penetration rate of residential users for city gas projects (%)	64.9%	60.7%	4.2 pts
Total natural gas sale volume (million m³)			
Natural gas sold through city and township gas projects	15,631.3	14,744.4	6.0%
Natural gas sold through direct pipelines and trade	9,741.1	9,912.0	-1.7%
Sales of natural gas in city and township gas projects (customer breakdown) (million m³)			
Residential	4,926.7	3,984.7	23.6%
Industrial	7,417.8	7,050.0	5.2%
Commercial	2,286.2	2,516.2	-9.1%
CNG/LNG stations	1,000.5	1,193.5	-16.2%
New connections			
Residential	5,427,367	5,107,836	6.3%
City gas projects	2,731,672	2,716,223	0.6%
Township gas projects	2,695,695	2,391,613	12.7%
Industrial	2,271	2,686	-15.5%
Commercial	34,050	30,673	11.0%



	2020	2019	Change
The accumulated number of connected customers and gas stations			
Residential	35,105,524	29,678,157	18.3%
City gas projects	28,869,083	26,137,411	10.5%
Township gas projects	6,236,441	3,540,746	76.1%
Industrial	14,678	12,407	18.3%
Commercial	233,687	199,637	17.1%
CNG/LNG stations	556	575	-3.3%
Average connection fees (RMB)			
City gas projects	2,494	2,508	-0.6%
Township gas projects	2,952	3,010	-1.9%
Average gas tariffs (ex-tax) (RMB/m³)			
Residential	2.53	2.52	0.4%
Industrial	2.68	2.65	1.1%
Commercial	2.77	2.79	-0.7%
CNG/LNG stations	3.18	2.93	8.5%

NEW PROJECTS EXPANSION

During the financial year, the Group secured 26 additional cities' piped gas projects. As at 31 March 2020, the Group cumulatively secured a total of 604 piped gas projects with concession rights (including 391 cities piped gas projects, 213 townships "replacement of coal with gas" projects at county or district levels) in 29 provinces, municipalities and autonomous regions in China. The Group also owns 17 natural gas long-distance transmission pipeline projects, 556 CNG/LNG refilling stations for vehicles and vessels, one coal bed methane development project, 113 LPG distribution projects and 102 integrated energy projects, with multi-energy complementation.

The Group secured 26 additional cities piped gas projects from 1 April 2019 to 31 March 2020 in the following locations:

Provinces	Cities/Districts
Liaoning Province	Dandong City
Hunan Province	Anhua County Zhijiang Dong Autonomous County, Baojing County Huishang Industrial Zone, Taojiang County
Heilongjiang Province	Yilan Economic Development Zone
Inner Mongolia Autonomous Region	Jining District, Ulanqab City
Shandong Province	Weifang Free Trade Zone, Jiaxiang County
Jilin Province	Zhenlai County, Gongzhuling City National Agricultural Science and Technology Park
Henan Province	Mengzhou City, Wen County, Puyang County, Puyang Industrial Zone, Tangyin County, Suiping County, Shangcheng County
Hebei Province	Yu County Economic Development Zone, Nanhe County, Julu County, Linxi County, Xian County, Guangping County
Shaanxi Province	Heyang County
Guangdong Province	Ruyuan County

As at 31 March 2020, the number of connectable urban population covered by all the Group's gas projects increased to 137 million (approximately 44.47 million households), representing a year-on-year increase of 3.3%.

In response to the BlueSky Project rolled out by the Chinese government, the Group actively invested in gas supply projects for winter heating in townships, i.e. township "replacement of coal with gas" projects, subsequent to prudent investigation and study, scientific design, comprehensive planning, efficient construction and safe operation. To date, the Group has established strategic partnerships with Tianjin municipality and Hebei, Shandong, Shanxi, Henan, Shaanxi, Anhui, Yunnan, Hainan, Heilongjiang, Hubei, Jilin, Guizhou, Sichuan and Hunan provinces to invest in projects such as township "replacement of coal with gas", conversion of coal boilers to natural gas boilers, natural gas for vehicles, distributed energy, gas storage facilities, gas pipeline network and "beautiful villages" in 213 counties and districts in China.

Up to 31 March 2020, the Group have signed agreements with more than 9 million users for the township "replacement of coal with gas" and "beautiful villages" projects.

NATURAL GAS BUSINESS REVIEW

Natural Gas Pipeline Network Construction and User Connection

City gas pipeline network is the foundation for the operation of gas suppliers. By constructing trunk and branch pipelines of city gas pipeline network, the Group connects natural gas pipelines to its residential, industrial and commercial users and charges them for connection fees and gas bills.

As of 31 March 2020, the Group completed the construction of a gas transmission pipeline network with a total length of 402,381 km.



Residential Users

While connecting pipelines to new buildings, the Group makes vigorous efforts in connecting pipelines to existing residential users in a continuous manner, and has achieved remarkable success. During the financial year, the proportion of newly connected existing urban residential users against the total number of newly connected urban residential users has reached 36%.

The Group's municipal pipeline construction and the installation works of pipelines for residential, industrial and commercial users were disrupted by the COVID-19 pandemic, as engineering and construction activities across the country were delayed for more than one month. While we proceeded with the conscientious obligation to fight against the pandemic, our Group also made careful planning in advance to help speed up the resumption of work and production. Applying its highly efficient management expertise in the area of engineering and construction, the Group successfully realized its whole-year project target. During the financial year, the Group completed natural gas connection for 5,427,367 (for the year ended 31 March 2019: 5,107,836) new residential households (of which 2,731,672 were connected in city gas projects, and 2,695,695 were connected in the township "replacement of coal with gas" projects), representing a year-on-year increase of approximately 6.3% as compared with the corresponding period in the previous year. The average connection fees paid by residential users connected in city gas projects and that paid by township "replacement of coal with gas" projects were RMB2,494 per household and RMB2,952 per household respectively.

As at 31 March 2020, the accumulated number of connected residential users of the Group was 35,105,524 (of which 28,869,083 were users connected in city gas projects, and 6,236,441 were users connected in the township "replacement of coal with gas" projects), representing a year-on-year increase of approximately 18.3%. The penetration rate of residential households of city gas projects reached 64.9%.

Industrial and Commercial Users

The Group has hundreds of natural gas projects with footprints widely spread across the country. Many of them are located in the industrially developed regions in northern and central China, including Beijing-Tianjin-Hebei, Shandong Province, Jiangsu Province, Hubei Province, Shaanxi Province, Inner Mongolia Autonomous Region, Northeast, Henan Province, Anhui Province and other regions. These regions are key regions of national air pollution prevention and control with natural gas demand and its consumption growth rate both above the national average. Fueled by the twin benefits brought along by China's economic restructuring and upgrade, together with the stringent environmental protection policies, the Group has played an active role in coordinating all levels of governments to facilitate the construction of the natural gas-fired central heating system and "replacement of coal with gas" projects in industrial and commercial sectors, based on the requirements as set out in the Action Plan on the Prevention and Control of Air Pollution promulgated by the State Council of the PRC. The Group will also leverage its natural gas logistics fleet to develop township and point-to-point natural gas supply projects, thereby effectively increasing its industrial and commercial gas sales volume.

During the financial year, the Group connected a total of 2,271 new industrial users and 34,050 new commercial users. As at 31 March 2020, the Group cumulatively connected 14,678 industrial users, representing a year-on-year increase of approximately 18.3% as compared with the corresponding period in the previous year; and 233,687 commercial users, representing a year-on-year increase of 17.1% as compared with the corresponding period in the previous year. The average connection fees for each industrial user and each commercial user were RMB173,720 and RMB18,890 respectively.

Transportation Users (CNG/LNG Refilling Stations for Vehicles and Vessels)

During the financial year, due to the sudden outbreak of COVID-19 pandemic, transportation facilities across the country came to a halt. Natural gas consumption in gas refilling stations plummeted in the first quarter of 2020. Upon gradual reopening in China in March, the transportation industry also gradually resumed to normal. Always observant to market changes, the Group proactively applied strategies to increase the sales volume of individual stations, while various measures included scale-up promotion, strengthened management and enhanced services.

On 17 January 2020, the Ministry of Transport, the National Development and Reform Commission, the Ministry of Ecology and Environment and the Ministry of Housing and Urban-Rural Development jointly published the Plan for the Rectification of Prominent Pollution Issues Related to Vessels and Ports in the Yangtze River Economic Belt (《長江經濟帶船舶和港口污染突出問題整治方案》) (the “Rectification Plan”) to set out the requirements for pollution prevention and control capabilities of vessels and ports in the Yangtze River Economic Belt to foster the green development in the shipping sector. The Group has committed to playing a leading role in the industry to promote the utilization of natural gas in the water transportation sector in China. Having previously acquired patents and intellectual property rights for engine conversion for LNG vessels, the Group successfully converted the first LNG-powered vessel in China and completed the construction of the first shore-based refilling wharf along Yangtze River’s in Chongqing City. The publication and implementation of the Rectification Plan help boost the Group’s LNG refilling services for vessels. The Group will also continue to build LNG refilling stations for vessels along the Yangtze River, the Xijiang River and the Beijing-Hangzhou Grand Canal to accelerate the development of LNG refilling market for vehicles and vessels, based on the Group’s construction and development plan, themed with “Green Water Transportation, Low Carbon Ports”.

As of 31 March 2020, the Group had a total of 556 CNG/LNG refilling stations for vehicles and vessels.

Township “Replacement of Coal with Gas”

During the financial year, the Group unswervingly expanded its market presence by leveraging the merits brought about by the township “replacement of coal with gas” campaign, adhered to its well-defined strategy and was resolute to carry through the campaign till the end. Our Group was overwhelmingly keen to implement the township “replacement of coal with gas” campaign in northern China. We managed to bring forth premium quality and highly efficient facilities as well as guaranteed energy supply to allow the rural residents in northern China to have convenient access to natural gas. Upon completion of pipeline installation and gas supply for users, the Group works meticulously to collect receivables by actively coordinating with local governments to check and confirm the projects in accordance with the subsidy payment policies laid down by the State and local governments for the township “replacement of coal with gas” investment projects.

As at the end of the financial year, the Group accumulatively contracted residential users under the township “replacement of coal with gas” campaign amounted to more than 9 million households in total, and completed gas pipeline connections for 6,236,441 township households. During the financial year, the Group provided about 1 billion m³ of natural gas to rural residents for winter heating consumption.

Launching the township “replacement of coal with gas” and “fighting for the blue sky” campaigns are regarded as more than an occasional game. In fact, they are a series of enduring battles. Since our Group has identified the township “replacement of coal with gas” campaign as one of its key strategic targets, we are relentless to carry it through till the end, to contribute to the betterment of environmental protection, along with improving the overall livelihood of residents in China.



NATURAL GAS SALES

From January to March 2020, the growth of natural gas consumption of non-resident users declined year on year due to the COVID-19 pandemic, dampening the Group's total sales volume of natural gas for the year. During the financial year, the Group's total natural gas sales volume increased by 2.9% year on year to 25.37 billion m³. Natural gas was mainly sold through networks of gas pipelines laid in cities and townships, trading business and direct-supply pipelines. Gas sales volume attributable by city gas pipelines recorded 15.63 billion m³, representing a year-on-year increase of 6.0%. Trading segment and direct-supply pipeline business recorded 9.74 billion m³ in gas sale volume, representing a year-on-year decrease of 1.7%.

During the financial year, the Group recorded natural gas sales revenue of HK\$27,053,131,000, accounting for 45.4% of its total turnover for the year, and representing a year-on-year slight decrease of 0.2%.

LIQUEFIED PETROLEUM GAS BUSINESS

The Group currently has seven LPG terminals and 113 LPG distribution projects. With wide distribution footprints across 21 provinces, municipalities and autonomous regions in China, it is poised as the largest vertically integrated LPG service provider in the country.

With LPG becoming popular among rural and suburban residents, with industrial and commercial LPG demand growing steadily over the long term, and with LPG rapidly developed and applied as a form of raw material primary fed into the production of petrochemical synthesis and deep-processing sectors. LPG also serves as the primary input to produce alkylate, methyl tert-butyl ether (MTBE) and propylene. LPG industry has exhibited continuous and rapid development since late 2014. The Group makes full use of the strengths yielded from its LPG terminals, storage facilities, vessel and vehicle fleets and networks to boost procurement of LPG from both international and local markets, thereby continuously increasing the utilization rate of its LPG assets. The Group adopts unified and centralized standard on LPG procurement for its downstream retail business, to draw on the advantages generated by the integration of trading and sales to end-users, realize rational placement of gas procurement, storage and distribution of resources and market coverage, and effectively integrate wholesale segment and retail segment, and thus profit-maximization along the entire supply chain achieved.

During the financial year, the international LPG trading business was crippled by the serious fall in crude oil prices in June 2019 and February and March 2020. The Group closely tracked the changes in LPG prices, triggered by the dynamic changes in demand and supply situation and promptly took effective measures such as international re-export trade, spot purchase quantity control, and signing cost-plus contracts with users. As such, and the Group's international procurement business was sheltered to the greatest extent from the adverse impact brought about by the slump in oil prices. Meanwhile, the spread of the pandemic and lockdowns elbowed in great hardship for the transportation and distribution of LPG. To this end, the Group applied its best effort and strategically deployed all LPG resources, vehicles and vessels to protect and secure users' demand, including the demand from the residents in Wuhan and the pandemic-fighting hospitals, namely, Leishenshan Hospital and Huoshenshan Hospital.

During the financial year, the Group's total LPG sales volume decreased by 4.2% year on year to 3,826,764 tons, of which 2,728,739 tons were sold through wholesale business, representing a year-on-year decrease of 2.0%, and 1,098,025 tons were sold through retail business, representing a year-on-year decrease 9.1%. Total sales revenue amounted to HK\$13,774,300,000 (for the year ended 31 March 2019: HK\$15,917,100,000), representing a year-on-year decrease of 13.5%. When excluding the impacts of non-core factors such as exchange gain or loss, core net profit for the year attributable to the owners of the Company amounted to HK\$179,323,000 (for the year ended 31 March 2019: HK\$101,766,000), representing a year-on-year increase of 76.2%.

Today, the prices of international crude oil and LPG are still at a relatively low level in history, and the domestic floor price policy applicable to refined oil backs up the selling price of LPG to a certain extent and presents an attractive prospect for the LPG business. By exercising prudent risk control measures to safeguard any LPG price fluctuation, the Group can safely increase the volume of international LPG imports, as well as to boost LPG sales, and thus improve the overall profitability of LPG on an ongoing basis. Meanwhile, on account of the opportunities brought about by the national rural revitalization strategy, the Group presses forward with the construction of LPG micro pipeline network, expand the penetration ratio of end-users, and continuously strengthen its core competence through integrating LPG trading and sales to end-users.

VALUE-ADDED SERVICES

With ever increasing penetration rate, the Group's customer base has been rapidly expanding. Currently, the Group provides natural gas and LPG services to more than 40 million residential, industrial and commercial users, and therefore, such favourable prerequisite has provided us with an amazing potential for enlisting value-added products. Accordingly, it will strive to gradually increase the percentage of its income derived from a value-added business in its overall revenue by diversifying its value-added services and edging up its marketing efforts, with the prime aim of increasing the profitability and competitiveness of its service network. The Group's value-added business, including sales of wall-mounted gas heaters and kitchen appliances under the brand of "Gasbo (中燃寶)", smart home product line, provision of comprehensive gas insurance agency services, and sales of corrugated pipes, gas alarms and other products such as bottled water, recorded significant growth during the financial year despite the impact of COVID-19. Sales volume of wall-mounted gas heaters and kitchen appliances series under the brand of "Gasbo" reached 1,240,000 units, representing a year-on-year increase of 49.4%, making the Group a leading manufacturer and distributor of wall-mounted gas heaters and kitchen appliances in China. The penetration rate of major value-added products among the overall users of the Group was approximately 3% only, so there was a huge room for future development. Meanwhile, through the innovative grid-type market layout and application of new retail platform, the Group has established a business model for value-added services which matches the characteristics of the natural gas industry and will keep optimizing the model in practice to continuously facilitate the rapid development of value-added services in medium to long-run.

During the period, the Group's revenue from value-added business amounted to HK\$5,025,292,000, representing year-on-year growth of 28.8%; gross profit amounted to HK\$1,950,384,000, representing year-on-year growth of 37.3%; and operating profit amounted to HK\$1,594,333,000, representing year-on-year growth of 39.3%.



INTEGRATED ENERGY BUSINESS

Facilitated by the unveiling of environmental protection policies, changes taken place in energy consumption structure and the adjustments in consumption patterns, China's energy industry is undergoing an unprecedented transformation phase towards clean energy application, diversified energy consumption and integrated energy supply. Over the years, the Group has been committed to leap forward with extensive penetration into new business sectors, including natural gas-fired distributed energy, photovoltaic power generation, distribution and sale of electricity, centralized heating and electric-vehicle charging facilities in China, on account of the comparative advantages reaped from the respective massive market potential and the extensive customer base accumulated from its gas projects. The Group leverages the accumulated experience earned from market development and technical innovation to undertake integrated energy utilization projects, with the prime aim of providing customers with highly efficient integrated energy such that their various demand for gas, heating, electricity and cooling are met. By virtue of the synergy effect unleashed from the Group's extensive gas distribution network, application of new technology and new products, the Group has scaled up investment on distributed heating supply market, especially the distributed heating service for newly built properties.

During the financial year, the Group signed 46 new contracts for industrial park integrated energy projects. As at 31 March 2020, the Group had a total of 102 integrated energy projects in operation.

In the future, the Group will expand its market share of the integrated energy business through external expansion and organic growth, and continue to source for new projects, based on the guiding principle set out as "heating supply as the core and thermoelectric as a complementary pillar". The Group will stride forward with research and development, as well as applying smart cloud platform, big data and Internet of Things technologies, to build an internet-based energy portal and gradually evolves into "high-tech, intelligent and unmanned" operation mode, providing users with an integrated clean energy solutions. Meanwhile, our Group will continue to improve its capability in project management and profitability performance.

HUMAN RESOURCES

The Group always adheres to "People come first" as our management motif as we believe that a team of highly competent staff members are vital to the successful operation of an enterprise. In terms of personnel training and team building, our Group follows the of the sound guidelines set out as "cultivating potential talents within the Group and recruiting talents from outside" and based on such mechanism, the Group has established a comprehensive system for talent recruitment and in-house training programme.

The Group constantly upgrades the professional expertise and competence of its staff at all levels while proactively creating platforms for its staff to exchange knowledge and share experience, to attract talents and retain outstanding staff by enhancing their job satisfaction and developing optimal remuneration and welfare system.

As at 31 March 2020, the Group had 59,462 employees. Employees' remuneration is determined with reference to their qualification, experience and prevailing local industry practice. Apart from basic salary and pension fund contribution, eligible employees may be awarded bonuses or share options, based on the Group's financial results and their performance.

CORPORATE MANAGEMENT AND CORPORATE GOVERNANCE

It has been a long-standing tradition of the Group to adhere to the “normalized, standardized and systematic” management principle to achieve continuous improvement in operational management. Along with its growing scale, expanding service region, developing new businesses, changing staff structure and the gradually maturing gas industry, the Group keeps on optimizing management policies to achieve scientific corporate management, while progressively establishing strategy implementation mechanism, improving smart information system and facilitating smart transformation to become a strategically-empowering enterprise.

In terms of operational management, the Group vigorously pushes ahead with meticulous operational management, continuously increases investment in the construction of IT-based operating system, and actively encourages innovation, to improve operational management and to achieve a shift of operating system from standardized management to IT-based management, thereby raising its overall operational management level on an ongoing basis.

In terms of engineering construction management, the Group emphasizes on classification and hierarchical management of engineering construction and bid invitation through the establishment of a normalized standard system, so as to give full play to the functions of regional management centres in coordination, supervision and services on the spot. While speeding up engineering construction, the Group keeps on strengthening engineering construction investment management, compliance with the principle of “setting strict standards on efficiency and increasing returns on investment”, and rational control over the scale of investment in non-productive engineering construction projects, thereby creating maximum returns through efficient utilization of its core assets.

In the course of development, the Group endeavors to improve corporate governance and internal control on an ongoing basis. It has committed to incorporating effective and sustainable measures of corporate governance and internal control into its corporate development strategy and risk control system, through internal review and adoption of professional opinions provided by independent third parties, with an aim to ensuring a higher standard of corporate governance and internal control.

FINANCIAL REVIEW

For the year ended 31 March 2020, the Group’s sales revenue amounted to HK\$59,539,681,000 (for the year ended 31 March 2019: HK\$59,386,062,000), representing a year-on-year increase of 0.3%. Gross profit amounted to HK\$17,097,048,000 (for the year ended 31 March 2019: HK\$14,059,184,000), representing a year-on-year increase of 21.6%. The overall gross profit margin was 28.7% (for the year ended 31 March 2019: 23.7%). Profit for the year attributable to owners amounted to HK\$9,188,474,000 (for the year ended 31 March 2019: HK\$8,224,382,000), representing a year-on-year increase of 11.7%. Basic earnings per share amounted to HK\$1.76 (for the year ended 31 March 2019: HK\$1.63), representing a year-on-year increase of 8.0%.

OPERATING EXPENSES

Operating expenses (including sales and distribution costs and administrative expenses) increased by 3.7% to HK\$4,419,814,000 from HK\$4,262,231,000 in the same period last year.



FINANCE COSTS

For the year ended 31 March 2020, financial costs increased by 8.1% to HK\$1,387,920,000 from HK\$1,284,304,000 in the same period last year.

SHARE OF RESULTS OF ASSOCIATES

For the year ended 31 March 2020, the share of results of associates amounted to HK\$405,184,000 (for the year ended 31 March 2019: HK\$519,575,000), representing a year-on-year decrease of 22.0%.

SHARE OF RESULTS OF JOINT VENTURES

For the year ended 31 March 2020, the share of results of joint ventures was approximately HK\$570,798,000 (for the year ended 31 March 2019: HK\$1,132,056,000), representing a year-on-year decrease of 49.6%.

INCOME TAX EXPENSES

For the year ended 31 March 2020, income tax expenses amounted to HK\$2,464,389,000 (for the year ended 31 March 2019: HK\$2,198,479,000), which was mainly due to an increase in taxable profit as a result of business growth.

LIQUIDITY

The Group's primary business generates steadily growing cash flow. Coupled with an effective and well-established capital management system, the Group has been able to maintain stable business development and healthy cash flow, despite uncertainties in the macro-economy and capital market.

As at 31 March 2020, the Group's total assets amounted to HK\$112,066,808,000, representing a year-on-year increase of approximately 2.0%. Bank balance and cash (including pledged bank deposits) amounted to HK\$7,655,776,000 (31 March 2019: HK\$13,482,313,000). Current ratio was 0.80 (31 March 2019: 0.89). The net gearing ratio was 0.64 (31 March 2019: 0.54), as calculated on the basis of net borrowings of HK\$29,455,976,000 (total borrowings of HK\$39,689,118,000 less trade facility relating to short-term import letters of credit of the LPG business of HK\$2,577,366,000 and bank balance and cash (including pledged bank deposits) of HK\$7,655,776,000) and net assets of HK\$45,783,392,000 as at 31 March 2020.

The Group always adopts a prudent financial management policy, under which a majority of available cash of the Group is deposited in reputable banks as current and fixed deposits.

FINANCIAL RESOURCES

The Group has been actively building up long-standing cooperation relationships with Chinese (including Hong Kong) and overseas banks. As the principal cooperating banks of the Group, China Development Bank, Industrial and Commercial Bank of China, Bank of Communications and Agricultural Bank of China have provided the Group with long-term credit facilities of over RMB60 billion under a maximum term of 15 years, which has given strong financial support to the Group's project investments and stable operations. Other major domestic and foreign banks such as Asian Development Bank, Bank of China, China Construction Bank, China Merchants Bank, Hong Kong and Shanghai Banking Corporation, Mitsubishi UFJ Financial Group, Australia and New Zealand Banking Group have also granted long-term credit to the Group. As at 31 March 2020, over 30 banks offered long-term loans and standby credit facilities to the Group. Such bank loans are generally used to fund the Group's operations and project investments.

Both the Company acting as an overseas issuer and the Group's wholly-owned subsidiaries incorporated in China actively participate in the issuance of RMB bonds on stock exchanges and interbank bond market in China. As at 31 March 2020, the remaining balance of the RMB corporate bonds and medium-term RMB notes issued by the Group amounted to RMB10.9 billion.

As at 31 March 2020, the Group's bank and other loans portfolios were as follows:

	2020 HK\$'000	2019 HK\$'000
Within one year	24,120,679	16,407,520
More than one year, but not more than two years	2,749,850	9,833,244
More than two years, but not more than five years	11,938,323	10,018,833
More than five years	880,266	1,639,310
	39,689,118	37,898,907

As at 31 March 2020, the Group's bank loans and other loans amounted to HK\$39,689,118,000 in aggregate, representing a year-on-year increase of 4.7%, among which trade facility relating to short-term import letters of credit of LPG business amounted to HK\$2,577,366,000.

The Group's operating and capital expenditure has been financed by operating cash flow, indebtedness and equity financing. The Group has maintained a sufficient source of funds to satisfy its future capital expenditure and working capital requirements.

FOREIGN EXCHANGE AND INTEREST RATE

Most of the income of the Group is received in RMB while most of the expenses and capital expenditure are also denominated in RMB. However, certain bank loans and other borrowings and bank balances of the Group are denominated in currencies other than the relevant functional currency (RMB) of the entities of the Group. The appreciation or depreciation of RMB against foreign currencies will give rise to exchange gain or loss. Although most of such gain or loss is non-operating in nature, it can make a positive or negative impact on the results of the Group.



Based on the principle of prudence, the Board has formulated strict exchange rate risk management and control policies to closely monitor the trends of market interest rates and foreign exchange rates and adjust its debt structure in a timely and reasonable manner to avoid risks effectively. In accordance with such exchange rate risk management and control policies, the Group actively adjusted the structure of debt in domestic currency (RMB) and foreign currencies and adopted currency hedging derivatives to hedge the currency risk and interest risk of a small portion of existing foreign currency loans, which significantly lowered the potential exchange rate risks. As at 31 March 2020, the proportion of foreign currency debts out of all debts of the Group was 19.7%. The strict control measures on debt in foreign currencies immensely mitigated the effect of exchange gain or loss on the Group's results.

PLEDGE OF ASSETS

As at 31 March 2020, the Group pledged bank deposits amounting to HK\$536,570,000 (31 March 2019: HK\$243,381,000), other deposits amounting to HK\$60,109,000 (31 March 2019: HK\$63,953,000), and certain subsidiaries have pledged their equity investments in other subsidiaries to banks to secure loan facilities.

CAPITAL COMMITMENTS

As at 31 March 2020, the Group had capital commitments amounting to HK\$2,159,013,000 (31 March 2019: HK\$133,916,000) and HK\$67,678,000 (31 March 2019: HK\$81,404,000) respectively in respect of the acquisition of property, plant and equipment and construction materials of property, plant and equipment contracted but not provided for in the financial statements, which would require the utilization of the Group's cash on hand and external financing. The Group has undertaken to acquire shares of certain Chinese enterprises and set up Sino-foreign joint ventures in China.

CONTINGENT LIABILITIES

As at 31 March 2020, the Group did not have any material contingent liabilities (31 March 2019: nil).

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

BOARD MEMBERS

Executive Directors

Mr. ZHOU Si, aged 63, was appointed as an executive Director of the Company in August 2013. He did not offer himself for re-election in the 2019 annual general meeting of the Company held in August 2019 (“2019 AGM”) and retired after the close of the 2019 AGM. Mr. ZHOU was the chairman of the Board and the chairman of the Corporate Governance and Risk Control Committee (“CGRC Committee”) of the Company. Mr. ZHOU worked with comprehensive planning department of Urban Management Commission of Beijing Municipality as chief officer, deputy director and director; and deputy director of Urban Management Commission of Beijing Municipality. He was the vice chairman, executive director and chief executive officer of Beijing Enterprises Holdings Limited (“Beijing Enterprises Holdings”), a company listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (Stock Exchange Stock Code: 392) from June 2005 to August 2017, during which Mr. ZHOU was also the vice chairman of Beijing Enterprises Group Company Limited (“Beijing Enterprises Group”). Both Beijing Enterprises Holdings and Beijing Enterprises Group have discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) and the relevant information is disclosed in the Directors’ Report. From January 2011 to January 2014, he served as chairman and executive director of Beijing Properties (Holdings) Limited (Stock Exchange Stock Code: 925). Mr. ZHOU received a bachelor’s degree in science (physics) from Capital Normal University in 1982, a master’s degree in business administration from School of Economics and Management, Tsinghua University in 1998 and possesses the title of senior economist. He has extensive experience in urban management, economics, finance and corporate management.

Mr. LIU Ming Hui, aged 57, is currently the executive chairman, managing director and president of the Company. He is also the chairman of the Executive Committee and the Nomination Committee and a member of the Remuneration Committee and a director of certain subsidiaries of the Company. Mr. LIU was appointed as a non-executive Director of the Company in August 2012 and was elected as an executive Director of the Company in September 2012. Mr. LIU was a non-executive Director of the Company from April 2002 to July 2002, an executive Director of the Company from July 2002 to April 2011 and the managing director of the Company from July 2002 to January 2011. He was re-appointed as the managing director and president of the Company in August 2012. Mr. LIU is the founder of the Group. He is responsible for the Group’s overall strategic planning and development and operation. Mr. LIU received a bachelor’s degree in science from Hebei Normal University in 1984, a master’s degree in political economics from the Graduate School of Renmin University of China in 1999 and completed the education of DBA (Doctor of Business Administration) program from the Shenzhen Research Institute of Renmin University of China in 2006. He has substantial experience in the infrastructure and energy industry in China. He is the elder brother of Mr. LIU Mingxing, a non-executive Director of the Company and the father of Ms. LIU Chang, an executive Director of the Company. Mr. LIU has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors’ Report.



Mr. HUANG Yong, aged 57, is currently the executive president and a member of each of the Executive Committee, the Nomination Committee and the Remuneration Committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. HUANG was appointed as an executive Director of the Company in June 2013. He is the founder of the Group and has been the executive president of the Company since joining the Company in 2002. He is responsible for the formulation and implementation of the Group's overall strategies and plans and the Group's development and operation. Prior to joining the Company, he worked at Shenzhen Nanyou (Holdings) Ltd. and Asia Environmental Development Company Limited. Mr. HUANG received a bachelor's degree and a master's degree in law from Wuhan University in 1985 and 1988 respectively. He has extensive experience in legal affairs and corporate management.

Mr. ZHU Weiwei, aged 47, is currently the managing vice president and the chief financial officer of the Company. He is also a member of each of the Executive Committee and the Remuneration Committee and a director of certain subsidiaries of the Company. Mr. ZHU was appointed as an executive Director of the Company in September 2002. He is responsible for the Group's overall financial management, financing and capital management, internal control matters. Mr. ZHU received a bachelor's degree and a master's degree in economics from Zhongnan University of Economics and Law in 1993 and 1996 respectively. He has substantial experience in financing and capital management.

Ms. LI Ching, aged 62, is currently a member of the Executive Committee and a director of certain subsidiaries of the Company. Ms. LI was appointed as an executive Director of the Company in January 2014. She is responsible for business management and operation of gas supply and infrastructure projects in China. Since 1998, she has been an executive director of Fortune Oil Limited (formerly known as Fortune Oil PLC and was listed on the London Stock Exchange) which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. She has been working in Fortune Oil Limited for more than 15 years. Prior to joining Fortune Oil Limited, Ms. LI worked in China North Industries Corporation for 15 years and was in charge of finance and audit departments. Ms. LI received a bachelor's degree in economics from Central University of Finance and Economics in 1982. She has extensive experience in finance and corporate management.

Ms. LIU Chang, aged 31, is currently a vice president and a member of the Executive Committee of the Company. She is also the deputy general manager of Capital Management Centre (corporate finance and investor relations), the deputy general manager of the Office of the Board and Company Secretarial Department of the Company and the chairperson of Yipin Smart Living Technology Limited* (壹品慧生活科技有限公司), a subsidiary of the Company. Ms. LIU is also a director of China Gas Group Limited which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Ms. LIU was appointed as an executive Director of the Company in April 2020. Before such appointment, she was an alternate director to Mr. LIU Mingxing, a non-executive director of the Company, and his alternate member of the CGRC Committee from November 2017 to April 2020. Ms. LIU is responsible for the management of value-added services business, legal affairs, corporate finance and investor relations of the Group. From 2016 to 2017, Ms. LIU served as a legal associate at the office of Vitol Inc. in Houston, the USA. She has been admitted to practise law in New York State, the USA. Ms. LIU received a bachelor's degree in economics and finance and a master's degree in economics from the Hong Kong University of Science and Technology in 2011 and 2012 respectively and a juris doctor degree in law from Cornell Law School in 2016. She has experience in legal affairs and investor relations. Ms. LIU is the daughter of Mr. LIU Ming Hui, an executive Director of the Company, and the niece of Mr. LIU Mingxing, a non-executive Director of the Company.

Non-executive Directors

Mr. LIU Mingxing, aged 47, is currently a member of the CGRC Committee of the Company. Mr. LIU was appointed as a non-executive Director of the Company in July 2014. He is currently a professor of Economics of China Institute for Educational Finance Research, Peking University. He was an associate professor of Economics of China Institute for Educational Finance Research, Peking University from January 2008 to July 2013, and a lecturer of economics and an associate professor of Economics of the School of Government, Peking University from September 2003 to December 2007. From 2001 to 2003, he did postdoctoral research at The National Bureau of Economic Research in the United States. Mr. LIU acted as a consultant and provided policy advisory services to the Ministry of Finance and the Ministry of Education of China, the World Bank, the Organization for Economic Co-operation and Development (OECD), the United Nations Educational, Scientific and Cultural Organization and Department for International Development of the United Kingdom on various occasions. Mr. LIU published a large number of academic papers and books in respect of economics and finance in China and worldwide. He received a bachelor's degree and a master's degree in economics from Zhongnan University of Economics and Law in 1994 and 1997 respectively and a doctorate degree in economics from Peking University in 2001. He has substantial experience in finance and economics. Mr. LIU Mingxing is the younger brother of Mr. LIU Ming Hui and the uncle of Ms. LIU Chang, both are executive Directors of the Company.

Mr. JIANG Xinhao, aged 55, is currently the chairman of the CGRC Committee of the Company. Mr. JIANG was appointed as a non-executive Director of the Company in June 2015. He is a chief senior economist and currently an executive director and vice president of Beijing Enterprises Holdings (Stock Exchange Stock Code: 392). He also serves as a vice general manager of Beijing Enterprises Group and an executive director of Beijing Enterprises Water Group Limited (Stock Exchange Stock Code: 371). Mr. JIANG served as a policy analyst of the Chinese State Commission of Restructuring Economic System from 1987 to 1989. He was a lecturer at Peking University between 1992 and 1994. From 1995 to 1997, Mr. JIANG was a deputy general manager of Jingtai Finance Company in Hong Kong, and subsequently a director and deputy general manager of BHL Industrial Investment Company. From 1997 to February 2005, Mr. JIANG was a director and the chief executive officer of Tramford International Limited, a public company listed on Nasdaq. Mr. JIANG was a manager of the investment development department of Beijing Holdings Limited and a general manager of Beijing BHL Investment Center between May 2000 and February 2005. From January 2011 to June 2016, Mr. JIANG was an executive director of Beijing Properties (Holdings) Limited (Stock Exchange Stock Code: 925). Both Beijing Enterprises Holdings and Beijing Enterprises Group have discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Mr. JIANG received a bachelor's degree and a master's degree in law from Fudan University in 1987 and 1992 respectively. He has extensive experience in economics, finance and corporate management.



Mr. Rajeev Kumar MATHUR, aged 59, is currently a member of the CGRC Committee of the Company. Mr. MATHUR was re-appointed as a non-executive Director of the Company in July 2018. He was a non-executive Director and a member of CGRC Committee of the Company from November 2013 to November 2014. Mr. MATHUR is currently an executive director of GAIL (India) Limited (“GAIL”). He is an engineer. Mr. MATHUR is the chairman of Energy Committee of PHD Chamber of Commerce & Industry and a member of Hydrocarbon Committee of Federation of Indian Chamber of Commerce & Industry. He is also a member of the Governing Council of Natural Gas Society in India. Mr. MATHUR started his career with GAIL. Over 30 years in the natural gas industry, he has steered many initiatives in the marketing and business development areas covering natural gas trading, transmission and marketing and other allied products within India and overseas. He was the managing director of Mahanagar Gas Limited, a leading city gas distribution company in Mumbai and is listed on National Stock Exchange of India Limited and The Bombay Stock Exchange in India, from September 2014 to May 2018. He is currently in charge of corporate affairs and risk management in GAIL. Mr. MATHUR received a master’s degree in business administration from the University of Jodhpur in 1983. He has substantial experience in the marketing and business development in the natural gas industry.

Mr. JO Jinho, aged 58, was appointed as a non-executive Director and a member of the CGRC Committee of the Company in August 2018 and resigned in April 2020. Mr. JO is currently a President of SK E&S Co., Ltd. (“SK E&S”) in China business department. SK E&S had discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO as at 31 March 2020 and the relevant information is disclosed in the Directors’ Report. He was a general manager of Wuhan Sailuo SK City Gas Co., Limited. Mr. JO received a bachelor’s degree of arts from National Chengchi University, Taiwan, Republic of China, and a master’s degree of arts from Fu Jen Catholic University, Taiwan, Republic of China and executive master’s degree in business administration of Guanghua School of Management from Peking University, PRC. He has substantial experience in management.

Mr. KWON Woonsang (*alternate to Mr. JO Jinho*), aged 56, was appointed as an alternate Director to Mr. JO Jinho and an alternate member to Mr. JO of the CGRC Committee of the Company in August 2018 and resigned as Mr. JO’s alternate following the resignation of Mr. JO in April 2020. Before acting as an alternate to Mr. JO, Mr. KWON was an alternate to Mr. YU Jeong Joon (the vice chairman of the Board and a non-executive Director of the Company) in November 2017 and ceased to be Mr. YU’s alternate following the retirement of Mr. YU in August 2018. Mr. KWON joined the Group in December 2014 and was an assistant to the president of the Company. He was responsible for planning and development. He has joined SK Group since 1990 and is the head of SK E&S Shenzhen representation office. He has been working in different group companies within the SK Group including SK Holdings Limited (“SK Holdings”). Both SK E&S and SK Holdings had discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO as at 31 March 2020 and the relevant information is disclosed in the Directors’ Report. Mr. KWON received a bachelor’s degree in science from Seoul National University in 1990. He has substantial experience in corporate planning and new business development.

Independent Non-executive Directors

Mr. ZHAO Yuhua, aged 52, is currently the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee and the CGRC Committee of the Company. Mr. ZHAO was appointed as an independent non-executive Director of the Company in November 2002. He has been engaging in corporate financing and financial advisory business since 1993. Mr. ZHAO received a bachelor's degree and a master's degree in economics from Nankai University in 1989 and 1993 respectively. He has substantial experience in finance.

Dr. MAO Erwan, aged 57, is currently the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the CGRC Committee of the Company. Dr. MAO was appointed as an independent non-executive Director of the Company in January 2003. He is currently a deputy professor of School of International Business, Beijing Foreign Studies University, a committee member of China Institute of Finance, Financial Engineering and Deputy Director of Financial Quantity Analysis and Computation Committee. He was a senior economist of Da Cheng Fund Management Co. Ltd.. Dr. MAO received a bachelor's degree in science from Hebei Normal University in 1984, a master's degree in science from Sichuan University in 1989 and a doctorate degree in science from Chinese Academy of Sciences in 1998. He has substantial experience in finance.

Ms. WONG Sin Yue Cynthia, aged 68, was the chairperson of the CGRC Committee, and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Ms. WONG resigned as an independent non-executive Director, the chairperson and a member of aforesaid committees in June 2020. Ms. WONG was appointed as an independent non-executive Director of the Company in October 2003 and acted as a non-executive chairperson of the Board from March 2011 to August 2013. Ms. WONG was a deputy general manager of China Merchants Holdings (International) Company Limited (Stock Exchange Stock Code: 144) from November 2003 to February 2015. Prior to that, she held various senior positions at reputable international investment banks including Societe Generale, Deutsche Morgan Grenfell, Samuel Montague and Bear Stearns Asia for over 15 years during which she had advised more than 50 companies in Greater China and Asia in their equity, equity finance or equity-related activities. Ms. WONG received a master's degree in business administration from the University of East Asia, Macau in 1989. She has substantial experience in corporate finance.

Ms. CHEN Yanyan, aged 57, is currently a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the CGRC Committee of the Company. Ms. CHEN was appointed as an independent non-executive Director of the Company in December 2012. She is an economist, senior political engineer, and an expert in Logistics and Supply Chain Management Specialty of Expert Database of Science and Technology Expert Committee of Shenzhen Municipal Government. She is also a research fellow of the Chinese Logistics Society and a representative of the 11th Women's Congress of Guangdong Province. Ms. CHEN is currently an independent director of four public companies listed on the Shenzhen Stock Exchange, i.e. Shenzhen Huashengchang Technology Industrial Co., Ltd* (SZSE Stock Code 2980), Shenzhen Wenke Landscape Co., Ltd. (SZSE Stock Code: 2775), Shenzhen Cheng Chung Design Co., Ltd. (SZSE Stock Code: 2811) and Shenzhen Woer Heat-Shrinkable Material Co., Ltd. (SZSE Stock Code: 2130) (She was also an independent director of the company from 2010 to 2016). Ms. CHEN has also been appointed as an expert member of the MBA Advisory Committee of the Renmin University of China Business School since May 2019. She received a post-graduate education in Economics from Guangdong Provisional Committee Party School of the Communist Party of China in 1999 and "Second Prize of Technological Progress by the China Federation of Logistic and Purchasing" in 2008 and 2009. She has substantial experience in logistics and supply chain management.



Mr. Zhang Ling, aged 64, is currently a member of each of the Audit Committee, the Remuneration Committee and the CGRC Committee of the Company. Mr. ZHANG was appointed as an independent non-executive Director of the Company in November 2017. He is currently a professor and a mentor of doctoral students at the China University of Political Science and Law, a director of the China Law Society, an executive vice president and a legal representative of the Chinese Society of Criminology*, the person-in-charge of the National Victimology Professional Committee* and an officer of the Asian Law (Eastern Asia) Research Institution of the China University of Political Science and Law. Mr. ZHANG also serves as an independent director of each of Luzhou Laojiao Co., Ltd. (SZSE Stock Code: 000568) and Zhengzhou Sino-Crystal Diamond Co., Ltd. (Shenzhen Growth Enterprise Market Stock Code: 300064). In 1999, Mr. ZHANG was an external lecturer in the law department of Aichi University in Japan. From 2000 to 2002, Mr. ZHANG was a foreign researcher in the law research centre of Waseda University in Japan. Subsequently, Mr. ZHANG served as the deputy procurator and a committee member of the inspection committee of Beijing Chaoyang People's Procuratorate* during 2004 to 2010, and has been serving as a committee member of the expert consultation committee of the Forth Court of Beijing People's Procuratorate (Railway Inspections)* since 2015. Mr. ZHANG served as an independent director of Huadian Energy Company Limited (Shanghai Stock Exchange Stock Code: 600726) from 2010 to 2014. Mr. ZHANG received a master's degree in law from Jilin University in 1987, a doctorate degree in law from the same university in 1995 and a doctorate degree in law from Waseda University in Japan in 2002. He has substantial experience in law and legal affairs.

SENIOR MANAGEMENT

Mr. MA Jinlong, aged 53, is currently a vice president and a director of certain subsidiaries of the Company. Mr. MA was an executive Director of the Company from September 2002 to November 2019. He is responsible for development of coal-bed methane. Mr. MA received a bachelor's degree in economics from Hebei University in 1989 and executive master's degree in business administration from University of International Business and Economics in 2006. He has substantial experience in business operations.

Mr. DENG Yaobo, aged 48, is currently a vice president and a director of certain subsidiaries of the Company. Mr. DENG has joined the Company since May 2002. He is responsible for strategic development, investment development and executive management of the Company. Mr. DENG received a bachelor's degree in industrial economics from Zhongnan University of Economics and Law in 1993, and holds the registered qualification certificate for cost engineer of the PRC and the registered qualification certificate for certified public valuer of the PRC. He has substantial experience in project investment and management.

Mr. CHEN Xinguo, aged 52, is currently a vice president and a member of the Executive Committee and a director of certain subsidiaries of the Company. Mr. CHEN was an executive Director of the Company from April 2013 to June 2015. Mr. CHEN is a senior economist. He is responsible for thermoelectric business development of the Group. Prior to joining the Company, Mr. CHEN was a deputy general manager of Beijing Gas Holdings Limited and Beijing Gas Group Co., Limited from 2009 to 2013 and a deputy manager and a manager of strategic development department of Beijing Enterprises Group from 2005 to 2009. He was an Officer and a Deputy Commissioner of Beijing Planning Committee (Development and Planning Committee) from 1994 to 2003. Mr. CHEN received a doctorate degree in economics from Renmin University of China in 2005. He has substantial experience in business management and development.

CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining high standard of corporate governance. The Board believes that good corporate governance is essential for sustainable development and growth of the Company and enhancement of shareholders' value and is therefore in the long-term interests of the Company and the shareholders.

Save as disclosed below, the Company has adopted all code provisions (the "Code Provisions") and, where applicable, the recommended best practices of the Corporate Governance Code, as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

Throughout the year ended 31 March 2020, the Company complied with all the Code Provisions, except for the deviations of the following:

Code Provision A.2.1, the roles of chairman and chief executive should be separate and performed by different individuals, details of which are explained in the paragraph headed "Chairman, and Managing Director and President";

Code Provision A.4.1, details of which are set out in the paragraph headed "Appointment, Re-election and Removal of Directors" below; and

Code Provision A.6.7, all independent non-executive directors and non-executive directors of the Company should attend general meetings but one of the non-executive directors did not attend the annual general meeting of the Company held on 21 August 2019 due to overseas business commitment or pre-arranged business engagements.

THE BOARD

The Company is headed by the Board, which assumes responsibility for leadership and control of the Group. The Directors are collectively responsible for promoting the success of the Group by directing and supervising its affairs in an effective manner. The Board is responsible for all major aspects of the Group's affairs, including setting overall strategies and priorities, identifying and assessing the opportunities and challenges that the Group might face, approving annual budgets, ensuring that sound internal control and risk management systems are in place, monitoring the performance of the management and other significant financial and operational matters. All operational decisions are delegated to the Executive Committee, which comprises five executive Directors and one vice president of the Company. Details of the committee are set out in the paragraph headed "Executive Committee" below. All Directors are kept informed on a timely basis of major development of the Group's businesses.

The Board meets regularly at least four times each year and additional meetings are arranged as and when required. The Company schedules regular board meetings in advance to give Directors the opportunity to participate actively.

Directors receive written notices of the regular board meetings at least 14 days in advance and an agenda with supporting board papers no less than three days prior to the meeting. All Directors are consulted for matters to be included in the agenda for regular Board meetings. For non-regular Board meetings, reasonable notices were given. Special board meetings are convened as and when needed. Minutes of meetings of the Board, Board committees and general meetings are kept by the company secretary and are made available and circulated to all Directors periodically. Directors have full and timely access to all relevant information as well as the advice and services of the company secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Management has an obligation to supply to the Board and its committees adequate, complete and reliable information in a timely manner to enable them to make informed decisions. Each Director also has separate and independent access to the management.



Except for those circumstances permitted by the bye-laws of the Company (“Bye-laws”) and the Listing Rules, Directors are required to declare their interests (if any) in any business proposals discussed by the Board, and, where appropriate, they are required to abstain from voting. If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent board committee will be set up to deal with the matter.

Attendance of board members at regular board meetings for the year ended 31 March 2020 is set out below:

Name of Director	Number of regular meetings attended/held
Executive Directors	
Mr. ZHOU Si (note 1)	2/2
Mr. LIU Ming Hui	4/4
Mr. HUANG Yong	4/4
Mr. ZHU Weiwei	4/4
Mr. MA Jinlong (note 2)	3/3
Ms. LI Ching	4/4
Non-executive Directors	
Mr. LIU Mingxing	3/4
Ms. LIU Chang (<i>alternate to Mr. LIU Mingxing</i>) (note 4)	4/4
Mr. JIANG Xinhao	4/4
Mr. Rajeev Kumar MATHUR	2/4
Mr. JO Jinho (note 9)	2/4
Mr. KWON Woonsang (<i>alternate to Mr. JO Jinho</i>) (note 10)	4/4
Independent non-executive Directors	
Mr. ZHAO Yuhua	3/4
Dr. MAO Erwan	4/4
Ms. WONG Sin Yue Cynthia (note 3)	4/4
Ms. CHEN Yanyan	4/4
Mr. ZHANG Ling	4/4

Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of executive Directors and non-executive Directors during the year ended 31 March 2020.

Board Composition

As at the date of this annual report, the Board comprises 12 Directors, including five executive Directors, three non-executive Directors and four independent non-executive Directors. The names and biographical details of the Directors are set out on pages 53 to 58. The list of Directors and their roles and function is also available on the websites of the Company and the Stock Exchange.

Board Diversity Policy

A Board Diversity Policy has been adopted by the Company since 2013 so as to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business. The diverse backgrounds of the Board members ensure that they can fully represent the interests of all shareholders of the Company and to enhance the effectiveness of the Board and corporate governance. The Company believes that the active involvement of the non-executive Directors and independent non-executive Directors in the management and decision making of the Board and its committees strengthens the objectivity and independence of the Board. Further details relating to the diversity of the Board are set out in the paragraph headed "Nomination Committee" below.

Save as disclosed in the section headed "Biographies of Directors and Senior Management", there is no financial, business, family and other material or relevant relationships among members of the Board.

The Company has received annual confirmations from all of the independent non-executive Directors acknowledging full compliance with the relevant requirements in respect of their independence pursuant to Rule 3.13 of the Listing Rules. The Company is therefore of the view that all of the independent non-executive Directors are independent.

Chairman, and Managing Director and President

The roles of the chairman as well as the managing director and president of the Company were separately played by Mr. ZHOU Si and Mr. LIU Ming Hui respectively. However, Mr. ZHOU Si did not offer himself for re-election at the 2019 annual general meeting ("2019 AGM") held in August 2019 and retired after the close of the 2019 AGM. Since then, the role of the chairman was taken by Mr. Liu Ming Hui. Under the current organization structure of the Company, the functions of chief executive officer are performed by the Executive Chairman, Mr. LIU Ming Hui. Mr. LIU provides leadership for the Board and undertakes the management of the Group's business and overall operation, with the support from other executive directors, vice presidents and senior Management. This structure constitutes a deviation from Code Provision A.2.1 that the roles of chairman and chief executive should be separate and performed by different individuals. Nevertheless, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company, and has been effective in discharging its functions satisfactorily. The Board will review the reasonableness and effectiveness of the structure from time to time.

Appointment, Re-election and Removal of Directors

The procedures and processes of appointment, re-election and removal of Directors are laid down in the Bye-laws. The Board, with the recommendation of the Nomination Committee, is responsible for developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession of Directors and assessing the independence of independent non-executive Directors.

Pursuant to the Bye-laws, the Board may appoint a director either to fill a casual vacancy or as an addition to the Board from time to time during the year. Any director so appointed by the Board shall hold office only until the next following general meeting (in the case of filling a vacancy) or until the next following annual general meeting (in the case of an addition to their number) of the Company and shall then be eligible for re-election at that meeting.



Under Code Provision A.4.1, non-executive Directors should be appointed for a specific term and be subject to re-election. None of the existing non-executive Directors and independent non-executive Directors is appointed for a specific term. This constitutes a deviation from the Code Provision A.4.1. However, pursuant to bye-law 87(1) of the Bye-laws, one-third of the Directors for the time being must retire from the office by rotation at each annual general meeting. The Company has observed the need for good corporate governance practices. All non-executive Directors and independent non-executive Directors have retired from the office by rotation and have been re-elected in the past three years. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the relevant Code Provision.

BOARD COMMITTEES

The Board has delegated authority to five committees, namely the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee and the Corporate Governance and Risk Control Committee (the "CGRC Committee"), to deal with specific matters under defined terms of reference. Sufficient resources, including advice of the external auditor and independent professional advisers, are provided to the board committees to enable them to discharge their duties.

Executive Committee

The Board has delegated the power, authorities and discretions for the management of the Group's operations and activities to a formally established Executive Committee, which currently comprises five executive Directors and one vice president of the Company, namely Mr. LIU Ming Hui (Chairman), Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching, Ms. LIU Chang (note 4) and Mr. CHEN Xinguo.

The major responsibilities and authorities of the Executive Committee are:

- advising the Board in formulating policies and strategies in relation to the management and business operation of the Company and supervising the management in implementing such policies and strategies;
- supervising and directing the management on the conduct of the business operations of the Company;
- preparing monthly management reports and annual business plans and budgets of the Company;
- formulating and implementing remuneration policies for the staff of the Group below the level of vice president;
- approving the appointment and removal of the staff of the Group below the level of vice president;
- approving the appointment of directors of the Group's subsidiaries and joint venture companies;
- approving loan facilities or debt financing, each with a principal amount (or, in respect of the same series of loan facilities or debt financing, an aggregate principal amount) representing not more than 5% of the total banks and other borrowings of the Company as stated in, whichever is more recent: (A) the most recently published audited consolidated statement of financial position of the Company for a full financial year, or (B) the most recently published interim condensed consolidated statement of financial position of the Company; and
- execute any exercise of options which were issued by the Company pursuant to its share option scheme.

Certain matters including matters which are subject to disclosure and/or shareholders' approval requirements, and fund raising above certain predetermined thresholds are specifically reserved for approval by the Board.

In respect of the decision making process, the management, pursuant to the levels of authority formally approved by the Executive Committee, submits written proposals with detailed analysis and recommendations to the Executive Committee for consideration and approval. Where the subject matter exceeds the authority of the Executive Committee or relates to any matters specifically reserved to the Board as aforesaid, it would be submitted to the Board for approval.

During the year ended 31 March 2020, the Executive Committee approved, among others, numerous loan facilities of the Company and its subsidiaries.

Audit Committee

The Audit Committee currently comprises four independent non-executive Directors, namely Mr. ZHAO Yuhua (Chairman), Dr. MAO Erwan, Ms. CHEN Yanyan and Mr. ZHANG Ling.

The Audit Committee is accountable to the Board and assists the Board to oversee the Company's financial reporting process and to review the Group's interim and annual consolidated financial statements. The terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

Attendance of members at Audit Committee meetings for the year ended 31 March 2020 is set out below:

Name of member	Number of meetings attended/held
Mr. ZHAO Yuhua (<i>Chairman</i>)	2/2
Dr. MAO Erwan	2/2
Ms. WONG Sin Yue Cynthia (note 3)	2/2
Ms. CHEN Yanyan	2/2
Mr. ZHANG Ling	2/2

During the year ended 31 March 2020, the principal work performed by the Audit Committee included:

- review of the Company's interim and annual financial statements and making recommendation to the Board for approval;
- making recommendation to the Board to re-appoint Deloitte Touche Tohmatsu as external auditors of the Company for the 2019/20 financial year subject to shareholders' approval at the forthcoming annual general meeting ("AGM");
- review of the external auditor's independence and engagement of non-audit services;
- approval of the remuneration and terms of engagement of the external auditors;
- approval of the annual audit fee;
- review of the report and the management letter submitted by the external auditors for the matters arising from their audit on the Group for the year ended 31 March 2019;

- review of the Group's external auditors' significant findings and recommendations, and monitoring of the subsequent implementation;
- review of the Group's financial information, financial reporting procedures and financial and accounting policies and practices;
- review of the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting functions and related issues; and
- meeting with the external auditors in the absence of executive Directors and management.

A summary of remuneration paid and payable in connection with the services provided by Deloitte Touche Tohmatsu, the Company's auditors, for the year ended 31 March 2020, is as follows:

Audit services	Amount HK\$
Final results for the year ended 31 March 2020 (to be agreed)	10,200,000
Final results for the year ended 31 March 2019	9,980,000
Non-audit services	Amount HK\$
Agreed-upon procedures on preliminary announcement of results	20,000

There is no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

Nomination Committee

The Nomination Committee currently comprises three independent non-executive Directors and two executive Directors, namely Mr. LIU Ming Hui (Chairman) (note 5), Mr. HUANG Yong, Mr. ZHAO Yuhua, Dr. MAO Erwan, and Ms. CHEN Yanyan.

In reviewing the structure, size and composition of the Board and making recommendations on any proposed changes, the Nomination Committee is mindful of the principle of achieving a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. The terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

The Company recognises the benefits of having a diverse Board to enhance the quality of its performance. The Board adopted a Board Diversity Policy upon the recommendation of the Nomination Committee to set out the approach to achieve diversity of the Board members. When recommending nominations to the Board for approval, the Nomination Committee will consider the merit and contribution that the selected candidates will bring to the Board, having due regard for a range of diversity perspectives (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the Board Diversity Policy.

Nomination Policy

The Board adopted a Nomination Policy which aims to identify and nominate suitable candidates to the Board from time to time to enhance and strengthen the management quality of the Board.

Pursuant to the Nomination Policy, the Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- reputation for integrity;
- accomplishment and experience in the industry and scope of businesses of the Company;
- time commitment;
- the diversity policy of the Company;
- requirements of the memorandum of association and the Bye-laws of the Company, and the laws and regulations of Bermuda, Hong Kong and other applicable laws and regulations; and
- any other factors which the Nomination Committee considers relevant.

Having due regard to the Board Diversity Policy and the Nomination Policy, the Nomination Committee shall make recommendations to the Board when it identifies an individual who is suitable for becoming directors of the Company. The Board shall consider the recommendation and make decision for the appointment.

The composition, structure and size of the Board are reviewed annually by the Nomination Committee to ensure that it has a balance of appropriate skills, experience and diversity of perspectives to meet the business needs of the Group. Members of the Board have a diverse range of business, financial and professional expertise. Brief biographical details of the Directors are set out in the section headed "Biographies of Directors and Senior Management".



An analysis of the current Board composition is set out in the following chart:

Number of Directors	Gender	Designation	Ethnicity	Age group	Skills/industry experience	Directorship with the Company (number of years)
12	Female	Executive	Non-Chinese	under 40	Economics	1–10 years
11			Chinese	41–50		
10	Male	Non-executive		51–60	Accounting & Finance	
9						
8						
7		Independent non-executive			Business administration	Over 10 years
6						
5						
4				Over 60	Marketing	
3						
2					Logistics	
1						

Attendance of members at Nomination Committee meetings for the year ended 31 March 2020 is set out below:

Name of member	Number of meetings attended/held
Mr. LIU Ming Hui (<i>Chairman</i>) (note 5)	3/3
Mr. HUANG Yong	3/3
Mr. MA Jinlong (note 2)	2/3
Mr. ZHAO Yuhua	2/3
Dr. MAO Erwan	3/3
Ms. WONG Sin Yue Cynthia (note 3)	3/3
Ms. CHEN Yanyan	3/3

During the year ended 31 March 2020, the principal work performed by the Nomination Committee included:

- review of the structure, size and composition of the Board taking into account a number of aspects, including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience and/or length of service;
- review of the board diversity policy and the measurable objectives for implementing diversity on the Board;
- approval of the recommendations by the management of the removal and appointment of vice presidents;
- assessment of independence of the independent non-executive Directors; and
- determination of the rotation and re-election of the Directors for the forthcoming AGM.

Remuneration Committee

The Remuneration Committee currently comprises four independent non-executive Directors and three executive Directors, namely Dr. MAO Erwan (Chairman) (note 6), Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Mr. ZHAO Yuhua, Ms. CHEN Yanyan and Mr. ZHANG Ling (note 7).

The Remuneration Committee is delegated with the authority of determining and reviewing remuneration packages of the Directors and senior management with a view to attracting, retaining and motivating Directors and senior management of the quality required to run the Company successfully. The Remuneration Committee determined remuneration of all executive Directors and senior management and make recommendation to the Board of the remuneration of non-executive Directors. The terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange.

The objective of the Company's remuneration policy for the Directors and senior management is to attract, motivate and retain talented employees to achieve the Group's long-term corporate goals and objectives. The remuneration of the Directors and senior management is determined with reference to the performance and responsibilities of the individuals, the performance of the Company, prevailing market conditions and remuneration benchmarks from comparable companies. No individual Director or senior management of the Company is permitted to determine his/her own remuneration. Details of the remuneration, as well as the share option benefits of Directors, for the year ended 31 March 2020 are set out in notes 12 and 38 of the 2019/20 Financial Report.



Attendance of members at Remuneration Committee meetings for the year ended 31 March 2020 is set out below:

Name of member	Number of meetings attended/held
Dr. MAO Erwan (<i>Chairman</i>) (note 6)	3/3
Mr. LIU Ming Hui	3/3
Mr. HUANG Yong	3/3
Mr. ZHU Weiwei	3/3
Mr. ZHAO Yuhua	2/3
Ms. WONG Sin Yue Cynthia (note 3)	3/3
Ms. CHEN Yanyan	3/3

During the year ended 31 March 2020, the principal work performed by the Remuneration Committee included:

- review and approval of remuneration of newly appointed vice presidents;
- review and approval of remuneration adjustment of executive Directors and employees ranking vice president and above;
- review and approval of payment of bonus to executive Directors and employees ranking vice president and above;
- review and making recommendation on payment of bonus to all non-executive and independent non-executive directors;
- review refreshment of the share options scheme mandate limit; and
- review emolument policy.

For the year ended 31 March 2020, the annual remuneration of the senior management who are not Directors was within the following band:

	Number of senior management
HK\$2,000,001 to HK\$2,500,000	1
HK\$2,500,001 to HK\$3,000,000	1
HK\$4,000,001 to HK\$4,500,000	1

Corporate Governance and Risk Control Committee

The CGRC Committee is accountable to the Board and assists the Board to oversee the corporate governance and risk control on business operations and financial management of the Group. The terms of reference of the CGRC Committee are available on the websites of the Company and the Stock Exchange.

The CGRC Committee currently comprises all the non-executive Directors and independent non-executive Directors, namely Mr. JIANG Xinhao (Chairman) (note 8), Mr. LIU Mingxing, Mr. Rajeev Kumar MATHUR, Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. CHEN Yanyan and Mr. ZHANG Ling.

Attendance of members at CGRC Committee meetings for the year ended 31 March 2020 is set out below:

Name of member	Number of meetings attended/held
Mr. ZHOU Si (<i>Chairman</i>) (note 1)	1/1
Ms. WONG Sin Yue Cynthia (<i>Chairperson</i>) (note 3)	2/2
Ms. LIU Mingxing	2/2
Mr. LIU Chang (<i>alternate to Mr. LIU Mingxing</i>) (note 4)	0/2
Mr. JIANG Xinhao (note 8)	2/2
Mr. Rajeev Kumar MATHUR	2/2
Mr. JO Jinho (note 9)	1/2
Mr. KWON Woonsang (<i>alternate to Mr. JO Jinho</i>) (note 10)	2/2
Mr. ZHAO Yuhua	2/2
Dr. MAO Erwan	2/2
Ms. CHEN Yanyan	2/2
Mr. ZHANG Ling	2/2

During the year ended 31 March 2020, the principal work performed by the CGRC Committee included:

- review of interim and annual reports of the Group's corporate governance and risk management;
- review of and advising on general corporate governance and risk control policy and procedures of the Group;
- review of the adequacy and effectiveness of the Group's internal control and risk management system;
- review of the Group's internal audit and the internal audit plan; and
- review of the effectiveness of internal audit function of the Group.



COMPANY SECRETARY

The company secretary of the Company provides support to the Board by ensuring good information flow within the Board and Board policy and procedures are followed. The company secretary is also responsible for advising the Board through the chairman and/or the Executive Committee on governance matters and should facilitate induction and professional development of Directors.

The company secretary had complied with Rule 3.29 of the Listing Rules during the year under review.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Every Director must always know his/her responsibilities as a director of a listed company and its conduct, business activities and development. Each newly appointed Director receives a comprehensive induction on the first occasion of his/her appointment so as to ensure that he/she has a proper understanding of the Group's operations and business and his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements. In addition, all Directors are advised to participate in continuous professional development to develop and refresh their knowledge and skills.

The Company also continues its effort in providing updates on the changes in the relevant regulatory requirements applicable to the Group from time to time and recommending and organizing relevant seminars and trainings to the Directors as and when appropriate.

During the year ended 31 March 2020, the Company organized an in-house seminar for the Directors. Details of trainings received by each Director for the year ended 31 March 2020 is set out as follows:

Name of Director	Reading materials	Attending seminars
Executive Directors		
Mr. ZHOU Si (note 1)	√	
Mr. LIU Ming Hui		√
Mr. HUANG Yong	√	
Mr. ZHU Weiwei		√
Mr. MA Jinlong (note 2)	√	√
Ms. LI Ching	√	√
Non-executive Directors		
Mr. LIU Mingxing	√	√
Ms. LIU Chang (<i>alternate to Mr. LIU Mingxing</i>) (note 4)	√	√
Mr. JIANG Xinhao		√
Mr. Rajeev Kumar MATHUR	√	√
Mr. JO Jinho (note 9)		√
Mr. KWON Woonsang (<i>alternate to Mr. JO Jinho</i>) (note 10)		√
Independent non-executive Directors		
Mr. ZHAO Yuhua	√	√
Dr. MAO Erwan	√	√
Ms. WONG Sin Yue Cynthia (note 3)	√	√
Ms. CHEN Yanyan		√
Mr. ZHANG Ling		√

The Directors acknowledge the need for continuous professional development, and the Company provides support whenever relevant and necessary. All Directors are required to provide the Company with the records of the training they received annually.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges its responsibilities for presenting a balanced, clear and comprehensible assessment in respect of annual and interim reports, announcements of inside information and other disclosures required under the Listing Rules and other regulatory requirements. The Directors also acknowledge their responsibility for preparing the financial statements of the Company for each financial period.

The Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements on a going concern basis.



THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the “Model Code”).

Following the specific enquiries by the Company, all Directors confirmed that they have complied with the Model Code throughout the financial year ended 31 March 2020.

Formal notifications were sent by the Company to all Directors and relevant employees reminding them that they should not deal in the securities of the Company during the black-out periods specified in the Model Code.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is committed to implementing effective and sound internal control system to safeguard the interest of shareholders and the Group’s assets. The internal control system includes a well-defined management structure with limits of authority, clear and written policies, standard operation procedures, and risk control self-assessment conducted for all major operating units of the Group. The system is designed to provide reasonable assurance of no material misstatement or loss and to manage risks failure in operational systems and achievement of the Group’s objectives.

The CGRC Committee, via internal audit, has reviewed and evaluated the effectiveness of the Group’s internal control system put in place by management covering financial, operational and compliance controls. Internal audit function provides independent assurance to the Board and executive management as to the adequacy and effectiveness of internal compliance for the Group on an ongoing basis, which is carried out by the Company’s audit and supervisory department. The internal audit team has free access to review all aspects of the Group’s activities and systems. During the year ended 31 March 2020, the audit and supervisory department performed operational and financial reviews with objectives to ensure that all material controls, including financial, operational and compliance controls and risk management functions are in place and functioning effectively. The team summarised audit findings and control weaknesses, analyzed causes for errors and irregularities, followed up procedures on corrective actions, provided consulting and advisory services on control and related matters, conducted independent investigations of situations raised by whistleblowers and provided learning materials for staff training. The audit and supervisory department reported directly to the CGRC Committee on a biannual basis. The CGRC Committee considered the internal control system of the Company was effective and adequate in all material respects.

In addition to the Company’s audit and supervisory department and the CGRC Committee, with the assistance of the legal and risk controls department of the Company, also assists the Board to review the adequacy and effectiveness of internal control and risk management. During the year ended 31 March 2020, the legal and risk controls department upgraded the controlling system, set up controlling system for non-controlling companies and small and medium size project companies in various cities, strengthened the supervision of contracts management in different regions and provided seminars and trainings on risks prevention and management. The legal and risk controls department also reported directly to the CGRC Committee on a biannual basis. The CGRC Committee considered that all material risks are identified and appropriately managed and the risk management system of the Company was effective.

For the financial year ended 31 March 2020, neither the audit and supervisory department nor the legal and risk controls department was aware of any material internal control issues that would have been a material adverse effect on the financial position or operations of the Group. The Board, through the review of the CGRC Committee, considered the internal control system of the Group effective and adequate in all material respects.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Board places considerable importance on communication with shareholders and recognises the significance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make the most informed investment decisions.

Information in relation to the Group is disseminated to shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars published in accordance with the Listing Rules. Such published documents, together with the latest corporate information and news, are also available on the Company's website.

During the year ended 31 March 2020, the capital management centre (corporate finance and investor relations) of the Company, carried out various functions, such as more than 500 meetings with analysts and investors in Hong Kong and Shenzhen, two analyst and investor briefings, 18 international investors forums and five domestic and overseas road shows. The Company has made available its contact details, such as telephone hotline and email address, on the Company's website, in order to enable shareholders to make any queries that they may have with respect to the Company. They can also send their enquiries to the Board through these means.

The AGM also provides a valuable forum for the Board to communicate directly with the shareholders each year. The chairman of the Company attended the annual general meeting to answer any questions from the shareholders. In addition, the chairpersons of the various Board committees, or in their absence, other members of the relevant committees and the Company's external auditor are available to answer questions at the meeting.

Attendance of Directors at general meetings of the Company for the year ended 31 March 2020 is set out below:

Name of Director	Number of meetings attended/held
Executive Directors	
Mr. ZHOU Si (note 1)	0/1
Mr. LIU Ming Hui	1/1
Mr. HUANG Yong	0/1
Mr. ZHU Weiwei	1/1
Mr. MA Jinlong	0/1
Ms. LI Ching	1/1
Non-executive Directors	
Mr. LIU Mingxing	1/1
Ms. LIU Chang (<i>alternate to Mr. LIU Mingxing</i>) (note 4)	1/1
Mr. JIANG Xinhao	1/1
Mr. Rajeev Kumar MATHUR	0/1
Mr. JO Jinho (note 9)	1/1
Mr. KWON Woonsang (<i>alternate to Mr. JO Jinho</i>) (note 10)	1/1
Independent Non-executive Directors	
Mr. ZHAO Yuhua	1/1
Dr. MAO Erwan	1/1
Ms. WONG Sin Yue Cynthia (note 3)	1/1
Ms. CHEN Yanyan	1/1
Mr. ZHANG Ling	1/1

SHAREHOLDERS' RIGHTS

The Board and the management shall ensure that all shareholders are treated equitably and fairly. Pursuant to the Bye-laws, any shareholder entitled to attend and vote at a general meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the company secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. In addition, according to the Bermuda Companies Act 1981, shareholders holding not less than one-twentieth of the total voting rights or not less than 100 shareholders may submit a written request to the Company stating the resolution intended to be proceeded at the annual general meeting.

Any vote of the shareholders at a general meeting must be taken by poll (other than procedural matters). Voting results are posted on the websites of the Company and the Stock Exchange on the day of the general meeting. Since August 2009, there were no changes to the memorandum of association of the Company and Bye-laws. The updated versions of the memorandum of association of the Company and Bye-laws are available on the websites of the Company and the Stock Exchange.

Detailed procedures for the Shareholders to convene a special general meeting, putting forward proposals at a general meeting and proposing a person for election as a Director are also available on the website of the Company.

DIVIDEND POLICY

The Company has adopted a dividend policy with an aim to giving reasonable returns on investment to investors and shareholders and, at the same time, to maintain the long-term sustainable development of the Company.

The Company expects to distribute dividends (an interim dividend and a final dividend) to shareholders twice a year. The dividend is payable in cash or scrip or in cash and scrip or other means permitted by the law to shareholders. In proposing any dividend payout, the Board shall take into account, among others, the Group's current and future operations, profitability, level of liquidity, capital requirements, and the overall financial position etc. The Board in its sole discretion makes suggestions and decisions in relation to dividend distribution, and obtains shareholders' approval (if applicable).

Notes:

1. Mr. ZHOU Si did not offer himself for re-election in the 2019 AGM held on 21 August 2019 and retired from the Board as a Director and ceased to be the chairman of the Board after closing of the 2019 AGM. He also resigned as a member of CGRC Committee on the same day.
2. Mr. MA Jinlong resigned as an executive Director and a member of each of the Executive Committee and the Nomination Committee on 25 November 2019.
3. Ms. WONG Sin Yue Cynthia was appointed as a chairperson of the CGRC Committee on 21 August 2019. She resigned as an independent non-executive Director, the chairperson of the CGRC Committee and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee on 26 June 2020.
4. Ms. LIU Chang was appointed as an executive Director and a member of the Executive Committee on 13 April 2020. On the same day, she ceased to be an alternate director to Mr. LIU Mingxing and his alternate member of CGRC Committee.
5. Mr. LIU Ming Hui was appointed as a chairman of the Nomination Committee on 21 August 2019.
6. Dr. MAO Erwan was appointed as a chairman of the Remuneration Committee on 21 August 2019.
7. Mr. ZHANG Ling was appointed as a member of the Remuneration Committee on 26 June 2020.
8. Mr. JIANG Xinhao was appointed as the chairman of the CGRC Committee on 26 June 2020.
9. Mr. JO Jinho resigned as a non-executive Director and a member of CGRC Committee on 23 April 2020.
10. Mr. KWON Woonsang, following the resignation of Mr. JO Jinho, resigned as an alternate director to Mr. JO Jinho and his alternate member of CGRC Committee.



DIRECTORS' REPORT

The Directors present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2020 (the “2019/20 Financial Report”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is a gas operator and service provider principally engaged in the investment, construction and operation of city and town gas pipeline infrastructure facilities, gas terminals, storage and transportation facilities, gas logistics systems, transmission of natural gas and LPG to residential, industrial and commercial customers, construction and operation of compressed natural gas/liquefied natural gas refilling stations as well as development and application of technologies related to natural gas and LPG in China. Details of the Group’s principal subsidiaries, joint ventures and associates as at 31 March 2020 are set out in notes 49, 21 and 20 respectively to the financial statements.

BUSINESS REVIEW

A fair review of the Group for the year ended 31 March 2020 as required pursuant to Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), comprising analysis of the Group’s performance during the year, description of the principal risks and uncertainties facing the Group, important events affecting the Company that have occurred since 1 April 2019, an indication of likely future development in the Group’s business, a discussion on the Group’s environmental policies and performance, the Group’s compliance with the relevant laws and regulations that have a significant impact on the Group and an account of the Group’s key relationships of the Group and its stakeholders, is set out in the sections headed “Financial Highlights”, “Operational Highlights”, “Natural Gas”, “Operational Locations of Natural Gas”, “Township Replacement of Coal with Gas”, “Gas for Vehicles and Vessels Business”, “Integrated Energy Business”, “Liquefied Petroleum Gas”, “Operational Locations of Liquefied Petroleum Gas”, Value-Added Services and New Retail Platform”, “Chairman’s Statement”, “Management Discussion and Analysis”, “Corporate Governance Report”, and “2019/20 Financial Report” of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income of the 2019/20 Financial Report.

The interim dividend of HK10 cents per share for the six months ended 30 September 2019 (2018/19: HK8 cents) was paid on 31 January 2020.

The Board resolved to recommend payment of a final dividend of HK40 cents per share for the year ended 31 March 2020 (2018/19: HK36 cents) to the holders of shares of the Company whose names appear on the register of members of the Company on 31 August 2020 amounting to approximately HK\$2,087,425,000 subject to shareholders’ approval at the forthcoming AGM.

The final dividend, if approved by the shareholders, is expected to be payable on or about 30 September 2020 (Wednesday).

BANK AND OTHER BORROWINGS

Details of the bank and other borrowings of the Group are set out in note 33 to the consolidated financial statements of the 2019/20 Financial Report.

DEBENTURE ISSUED DURING THE YEAR

During the year, the Company has issued a 5-year medium-term notes in an aggregate amount of RMB1 billion at a fixed coupon rate of 3.38% in March 2020.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 279 of the 2019/20 Financial Report.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

The Group revalued all of its investment properties at the end of the financial year. The net decrease in fair value of investment properties in the amount of HK\$17,087,000 has been credited to the consolidated statement of profit or loss.

Details of movements during the year in investment properties and property, plant and equipment of the Group are set out in notes 16 and 17 to the consolidated financial statements of the 2019/20 Financial Report respectively.

MAJOR PROPERTIES

Details of the major properties of the Group as at 31 March 2020 are set out on page 280 of the 2019/20 Financial Report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 34 to the consolidated financial statements of the 2019/20 Financial Report.

RESERVES

The Company's reserves, comprising the accumulated profits, available for distribution to shareholders as at 31 March 2020 amounted to approximately HK\$4,703,132,000.

Movements in the reserves of the Company during the year are set out in the movement in the Company's reserves on page 277 of the 2019/20 Financial Report.



DIRECTORS

The Directors during the year and up to the date of this report are:

Executive Directors

Mr. ZHOU Si (note 1)
Mr. LIU Ming Hui
Mr. HUANG Yong
Mr. ZHU Weiwei
Mr. MA Jinlong (note 2)
Ms. LI Ching
Ms. LIU Chang (note 3)

Non-executive Directors

Mr. LIU Mingxing
Mr. JIANG Xinhao
Mr. Rajeev Kumar MATHUR
Mr. JO Jinho (note 4)
Mr. KWON Woonsang (note 5)

Independent non-executive Directors

Mr. ZHAO Yuhua
Dr. MAO Erwan
Ms. WONG Sin Yue Cynthia (note 6)
Ms. CHEN Yanyan
Mr. ZHANG Ling

Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the Board. Any Director so appointed by the Board shall hold office only until the next following general meeting (in the case of filling a vacancy) or until the next following annual general meeting (in the case of an addition to their number) of the Company and shall then be eligible for re-election at that meeting. In this connection, Ms. LIU Chang will retire, and being eligible, will offer herself for re-election at the AGM.

Pursuant to Bye-law 87(1) of the Bye-laws and the Code Provision A.4.2, Mr. LIU Ming Hui, Mr. ZHU Weiwei, Ms. CHEN Yanyan and Mr. ZHANG Ling will retire by rotation, and they, being eligible, will offer themselves for re-election at the forthcoming AGM.

Notes:

1. Mr. ZHOU Si did not offer himself for re-election in the 2019 AGM held on 21 August 2019 and retired from the Board as a Director and ceased to be the chairman of the Board after closing of the 2019 AGM.
2. Mr. MA Jinlong resigned as an executive Director on 25 November 2019.

3. Ms. LIU Chang was appointed as an executive Director of the Company and ceased to be an alternate Director to Mr. LIU Mingxing on 15 April 2020.
4. Mr. JO Jinho resigned as a non-executive Director on 23 April 2020.
5. Mr. KWON Woonsang resigned as an alternate Director to Mr. JO Jinho on 23 April 2020.
6. Ms. WONG Sin Yue Cynthia resigned as an independent non-executive Director on 26 June 2020.

DISCLOSURE UNDER RULE 13.51B (1) OF THE LISTING RULES

Save as disclosed below, there is no change in the information of the Directors required to be disclosed in this annual report pursuant to Rule 13.51B (1) of the Listing Rules:

Mr. ZHOU Si and Mr. JIANG Xinhao waived all the emoluments, allowances and discretionary bonus as Directors and members of CGRC Committee.

On 25 June 2020, the Remuneration Committee of the Company has (1) approved (a) payment of bonus equivalent to 12 months' salary to be made to each of Mr. LIU Ming Hui and Mr. HUANG Yong; (b) payment of bonus equivalent to 10 months' salary to be made to Mr. ZHU Weiwei; (c) payment of bonus equivalent to 8 months' salary to be made to Ms. LI Ching and (d) 6 months' salary to be made to Ms. LIU Chang⁺; (2) resolved to make recommendation to the Board of Directors of the Company payment of bonus equivalent to 4 months' salary to be made to each of Mr. LIU Mingxing, Mr. Rajeev Kumar MATHUR, and all independent non-executive Directors for the year ended 31 March 2020.

On 26 June 2020, the Board of the Company has confirmed and approved the above bonus payment.

⁺ Exact amount of the bonus to be calculated pro rata to the duration of appointment.

DIRECTORS' SERVICE CONTRACTS

Other than Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei and Mr. MA Jinlong, none of the Directors has entered into any service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). Each of Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei and Mr. MA Jinlong has entered into a term of 10-year senior executive employment contract with the Company. The employment contracts of Mr. LIU Ming Hui and Mr. HUANG Yong were approved by shareholders in the 2018 annual general meeting and the employment contracts of Mr. ZHU Weiwei and Mr. MA Jinlong were approved by shareholders in the 2017 annual general meeting. The details were disclosed in the circulars of the Company dated 11 July 2017 and 20 July 2018. Mr. MA resigned as an executive Director of the Company on 25 November 2019, but he remains as a vice president of the Company.

RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement benefits schemes are set out in note 46 to the consolidated financial statements set out in the 2019/20 Financial Report.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 31 March 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(a) Ordinary shares of HK\$0.01 each of the Company (the "Shares")

Name of Director	Nature of interest	Number of Shares held (long position*)	Approximate percentage of total issued Shares of the Company (%) (note 1)
Mr. LIU Ming Hui ("Mr. LIU")	Personal and corporate	1,091,579,628 (note 2)	20.92
Mr. HUANG Yong	Personal	168,628,000 (note 3)	3.23
Mr. ZHU Weiwei	Personal	6,000,000	0.11
Mr. MA Jinlong (note 4)	Personal	1,874,800	0.04
Ms. LI Ching	Personal	2,000,000	0.04
Mr. LIU Mingxing	Personal	800,000	0.02
Mr. ZHAO Yuhua	Personal	2,400,000	0.05
Dr. MAO Erwan	Personal	2,200,000	0.04
Ms. WONG Sin Yue Cynthia	Personal	1,720,000	0.03

(b) Ordinary shares of HK\$1.00 each of China Gas Fortune Marine Transportation Limited (associated corporation of the Company)

Name of Director	Nature of interest	Number of shares held (long position*)	Approximate percentage of total issued shares of the company (%)
Mr. LIU	Corporate	189,356,089 (note 5)	60.00

Save as disclosed above, as at 31 March 2020, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTIONS

Particulars of the Company's share option scheme (the "Share Option Scheme") and details of movements in the share options under the Share Option Scheme during the year ended 31 March 2020 are set out in note 38 to the consolidated financial statements of the 2019/20 Financial Report and summarized as below:

Name or category of grantee	Date of grant	Exercise period	Exercise price (HK\$)	Balance as at 1/4/2019	Granted during the year	Exercised during the year	Lapsed during the year	Balance as at 31/3/2020
Eligible persons (note 6)	16 April 2014	16 April 2017 to 15 April 2019	12.40	2,000,000	-	-	2,000,000	-
Total				2,000,000	-	-	2,000,000	-

Notes:

- * Long position in Shares (other than pursuant to equity derivatives such as share options, warrants or convertible bonds)
- 1. The percentage was calculated based on 5,218,562,972 Shares in issue as at 31 March 2020.
- 2. Mr. LIU was deemed to be interested in a total of 1,091,579,628 Shares, comprising:
 - (i) 334,086,028 Shares beneficially owned by him; and
 - (ii) 757,493,600 Shares beneficially owned by China Gas Group Limited, which was owned as to 50% by Joint Coast Alliance Market Development Limited, which, in turn, is wholly-owned by Mr. LIU.
- 3. The number of shares held included the 770,000 Shares held by Ms. ZHAO Xiaoyu, the spouse of Mr. HUANG Yong.
- 4. Mr. MA Jinlong resigned as an executive Director of the Company on 25 November 2019.
- 5. Mr. LIU was deemed to be interested in 189,356,089 shares of China Gas Fortune Marine Transportation Limited beneficially owned by China Gas Group Limited (incorporated in Anguilla). China Gas Group Limited was owned as to 50% by Joint Coast Alliance Market Development Limited, which, in turn, is wholly-owned by Mr. LIU.
- 6. Such share options were options previously granted to a former director of the Company and lapsed during the year.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2020, so far as was known to the Directors and chief executive of the Company, the interests or short positions of substantial shareholders and other persons of the Company (other than a Director or chief executive of the Company), in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company, were as follows:

Long and short positions in shares and underlying shares of the Company:

Name	Capacity	Number of Shares held	Approximate percentage of total issued Shares of the Company (%) (note 1)
Beijing Enterprises Group Company Limited ("BE Group")	Interest of controlled corporation	1,237,663,143 (L) (note 2)	23.72
Beijing Enterprises Group (BVI) Company Limited ("BE Group BVI")	Interest of controlled corporation	1,237,663,143 (L) (note 2)	23.72
Beijing Enterprises Holdings Limited ("Beijing Enterprises")	Beneficial owner and interest of controlled corporation	1,237,663,143 (L) (note 2)	23.72
Hong Mao Developments Limited ("Hong Mao")	Beneficial owner	1,164,911,143 (L) (note 2)	22.32
Mr. LIU	Beneficial owner and interest of controlled corporation	1,091,579,628 (L) (notes 3 and 4)	20.92
Joint Coast Alliance Market Development Limited ("Joint Coast")	Interest of controlled corporation	757,493,600 (L) (notes 3 and 4)	14.52
China Gas Group Limited ("CGGL")	Beneficial owner	757,493,600 (L) (notes 3 and 4)	14.52
Mr. CHIU Tat Jung Daniel ("Mr. CHIU")	Interest of controlled corporation	979,309,035 (L) (note 5)	18.77
First Level Holdings Limited ("First Level")	Beneficial owner and interest of controlled corporation	979,309,035 (L) (note 5)	18.77
Fortune Dynasty Holdings Limited ("Fortune Dynasty")	Interest of controlled corporation	978,309,035 (L) (note 5)	18.75

Name	Capacity	Number of Shares held	Approximate percentage of total issued Shares of the Company (%) (note 1)
Fortune Oil Limited (“Fortune Oil”)	Interest of controlled corporation	978,309,035 (L) (note 5)	18.75
Fortune Oil PRC Holdings Limited (“Fortune Oil PRC”)	Beneficial owner and interest of controlled corporation	913,995,144 (L) (note 5)	17.51
JPMorgan Chase & Co.	Interest of controlled corporation	20,027,669 (L) 5,747,247 (S)	0.38 0.11
	Investment manager	47,666,600 (L)	0.91
	Person having a security interest in shares	202,925 (L)	0.004
	Trustee	37,825 (L)	0.0007
	Approved lending agent	353,936,224 (L) (note 6)	6.78
SK Holdings Co., Ltd. (“SK Holdings”)	Interest of controlled corporation	610,908,500 (L) (note 7)	11.71
SK E&S Co., Ltd. (“SK E&S”)	Beneficial owner and interest of controlled corporation	610,908,500 (L) (note 7)	11.71
The Capital Group Companies, Inc.	Interest of controlled corporation	375,664,979 (L) (note 8)	7.20

L – Long position
S – Short position

Notes:

- The percentage was calculated on the basis of 5,218,562,972 Shares in issue as at 31 March 2020.
- Each of BE Group, BE Group BVI and Beijing Enterprises was deemed to be interested in 1,237,663,143 Shares, 72,752,000 of which were directly and beneficially owned by Beijing Enterprises, and 1,164,911,143 Shares were directly and beneficially owned by Hong Mao. Hong Mao was wholly-owned by Beijing Enterprises which was owned as to 41.06% by BE Group BVI, 7.93% by Modern Orient Limited (“Modern Orient”) and 12.97% by Beijing Enterprises Investments Limited (“Beijing Enterprises Investments”). Modern Orient was wholly-owned by Beijing Enterprises Investments which is owned as to 72.72% by BE Group BVI. BE Group BVI was wholly-owned by BE Group.



3. Mr. LIU was deemed to be interested in a total of 1,091,579,628 Shares, comprising:
 - (i) 334,086,028 Shares beneficially owned by him; and
 - (ii) 757,493,600 Shares beneficially owned by CGGL. CGGL was owned as to 50% by Joint Coast which, in turn, is wholly-owned by Mr. LIU.
4. Joint Coast was deemed to be interested in 757,493,600 Shares beneficially owned by CGGL. CGGL is owned as to 50% by Joint Coast which, in turn, is wholly-owned by Mr. LIU.
5. Each of Mr. CHIU and First Level was deemed to be interested in a total of 979,309,035 Shares, comprising:
 - (i) 757,493,600 Shares beneficially owned by CGGL. CGGL was owned as to 50% by Fortune Oil PRC;
 - (ii) 156,501,544 Shares beneficially owned by Fortune Oil PRC which is a wholly-owned subsidiary of Fortune Oil. Fortune Oil is a wholly-owned subsidiary of Fortune Dynasty which is owned as to 70% by First Level;
 - (iii) 27,617,919 Shares beneficially owned by First Marvel Investment Limited which is a wholly-owned subsidiary of Fortune Oil;
 - (iv) 36,695,972 Shares beneficially owned by Fortune Oil Holdings Limited which is a wholly-owned subsidiary of Fortune Oil; and
 - (v) 1,000,000 Shares beneficially owned by First Level which, in turn, is owned as to 99% by Mr. CHIU.
6. JPMorgan Chase & Co., was deemed to be interested 421,871,243 Shares in long position, 5,747,247 Shares in short position and 353,936,224 Shares in lending pool through its numerous 100% controlled companies, a 99.99% controlled company and a 49% controlled company. Part of the interest is derivative interests. Please refer to Form 2 — Corporate Substantial Shareholder Notice for further details of the shareholding.
7. Each of SK Holdings and SK E&S was deemed to be interested in a total of 610,908,500 Shares, comprising:
 - (i) 535,034,500 Shares beneficially owned by SK E&S. SK E&S is owned as to 90% by SK Holdings;
 - (ii) 73,008,000 Shares beneficially owned by Busan City Gas Co., Ltd. ("Busan City") which is owned as to 67.32% by SK E&S; and
 - (iii) 2,866,000 Shares beneficially owned by SK E&S HongKong Corporation Limited which is owned as to 50% by Busan City and 50% by SK E&S.
8. The Capital Group Companies, Inc. was deemed to be interested in 375,664,979 Shares which were beneficially owned by its wholly-owned subsidiary Capital Research and Management Company.

Save as disclosed above, as at 31 March 2020, there was no other person (other than directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme of the Company as disclosed in note 38 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option scheme as mentioned above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements which enable the Directors to acquire benefits by means of the acquisition of the Shares in, or debenture of, the Company or any other body corporate.

CONNECTED TRANSACTIONS

During the year, there was a connected transaction which was required to be disclosed in accordance with the requirements of the Listing Rules.

Time Charter Contracts

On 20 December 2017, Proud Keen Limited (“Proud Keen”), a wholly-owned subsidiary of the Company, entered into a joint venture deed with China Gas Group Limited (incorporated in Anguilla) (“CGGLA”) to form and operate a joint venture company, namely China Gas Fortune Marine Transportation Limited (the “JV Company”), on a 40:60 basis by CGGLA and Proud Keen respectively. The purpose of forming the JV Company is to own and operate vessels to provide transportation services for the Group’s LPG purchase. The JV Company subsequently set up two wholly-owned subsidiaries, China Gas Fortune Legend Limited (“CG Fortune Legend”) and China Gas Fortune Glory Limited (“CG Fortune Glory”) for holding two vessels CHINAGAS LEGEND and CHINAGAS GLORY respectively.

On 27 March 2020, Zhongran Energy Limited (a subsidiary of the Company) entered into two Time Charter Contracts as charterer with CG Fortune Legend and CG Fortune Glory as owners for the lease of two vessels, CHINAGAS LEGEND and CHINAGAS GLORY, for a term of 10 years from the respective delivery dates of the two vessels.

CG Fortune Legend and CG Fortune Glory are wholly-owned subsidiaries of the JV Company, which is owned by CGGLA and Proud Keen. Mr. LIU, the executive chairman, managing director and president of the Company, held 100% equity interests in Joint Coast, which in turn held 50% equity interests in CGGLA. Accordingly, CG Fortune Legend and CG Fortune Glory are connected persons of the Company pursuant to the Listing Rules and the transaction contemplated constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

For further details, please refer to the relevant announcement of the Company on the websites of the Company and the Stock Exchange.

During the year, the Group entered into certain related party transactions which are disclosed in note 47 to the consolidated financial statements of the 2019/20 Financial Report. The related party transactions as disclosed in note 47 did not constitute connected transactions of the Company discloseable under Chapter 14A of the Listing Rules.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules for the year ended 31 March 2020.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed, as at 31 March 2020 or during the year, none of the Directors had a material interest, whether directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.



DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 March 2020, save as disclosed, none of the Directors or their respective associates had any interest in any business, apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2020, the aggregate amount of turnover attributable to the Group's five largest customers was less than 30% (being the Listing Rule disclosure threshold) of total turnover of the Group. The amount of purchases attributable to the Group's five largest suppliers and the largest supplier were approximately 24.0% and approximately 12.0% respectively, of the total purchases of the Group.

To the knowledge of the Directors, none of the Directors, their close associates, or any shareholders (which to the knowledge of the Directors own 5% or more of the issued shares of the Company) had any interest in the major suppliers mentioned above.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

During the year ended 31 March 2020, neither the Company nor any of its subsidiaries repurchased, sold or redeemed any of the Company's Shares during the year ended 31 March 2020.

EMOLUMENT POLICY

The Company's emolument policy is to maintain fair and competitive packages with reference to industry standards and prevailing market conditions. The Board is mindful that levels of remuneration must be sufficient to attract and retain Directors and senior management to run the Company successfully, but at the same time, the Company should avoid setting remunerations which are in excess of those necessary for this purpose.

The emoluments of the executive Directors and employees ranking vice president or above are decided by the Remuneration Committee while the remuneration of the non-executive Directors and other senior management are determined by the Board, having regard to the Company's results, individual performance and prevailing market conditions.

The Company has adopted a share option scheme on 20 August 2013 providing incentives to Directors and eligible employees and persons, details of the scheme are set out in note 38 to the consolidated financial statements of the 2019/20 Financial Report.

PRE-EMPTIVE RIGHTS

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

DONATIONS

During the year ended 31 March 2020, donations made by the Group were approximately HK\$57,476,267.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considered all of them to be independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is available to the Company and within the knowledge of the Directors, the Company maintained sufficient amount of public float under the Listing Rules as at the date of this annual report.

POST BALANCE SHEET EVENTS

No significant event occurred after the date of the balance sheet.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In accordance with Rule 13.91 of the Listing Rules, the Company will publish a Sustainability Report within three months after the publication of this annual report in compliance with the provisions set out in the Environmental, Social and Governance Reporting Guide in Appendix 27 to the Listing Rules.

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business was entered into or existed during the year 2019/20.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-laws, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their offices.

Such permitted indemnity provision has been in force throughout the year and is still in force. In addition, the Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.



AUDITORS

A resolution will be proposed in the forthcoming AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

China Gas Holdings Limited

LIU Ming Hui

Executive Chairman, Managing Director and President

26 June 2020

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. LIU Ming Hui
(Executive Chairman, Managing Director and President)
Mr. HUANG Yong *(Executive President)*
Mr. ZHU Weiwei *(Managing Vice President)*
Ms. LI Ching
Ms. LIU Chang *(Vice President)*

Non-executive Directors

Mr. LIU Mingxing
Mr. JIANG Xinhao
Mr. Rajeev Kumar MATHUR

Independent Non-executive Directors

Mr. ZHAO Yuhua
Dr. MAO Erwan
Ms. CHEN Yanyan
Mr. ZHANG Ling

COMPANY SECRETARY

Ms. LAM Ngan Ling

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Asian Development Bank
Australia and New Zealand Banking Group Limited
Bank of China Limited
Bank of Communications Co., Ltd.
China Development Bank
China Merchants Bank Co., Ltd.
Hang Seng Bank Limited
Hong Kong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China Limited
MUFG Bank Ltd.

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1601
16th Floor, Capital Centre
151 Gloucester Road
Wan Chai
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda



HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

STOCK CODE

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WEBSITE

www.chinagasholdings.com.hk



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INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE MEMBERS OF CHINA GAS HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

致中國燃氣控股有限公司股東
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Gas Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 10 to 278, which comprise the consolidated statement of financial position as at 31 March 2020, 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 2020, 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 (the "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.

意見

本核數師(以下簡稱「我們」)已審計列載於10至278頁的中國燃氣控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二零年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表和綜合現金流量表，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香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二零年三月三十一日的綜合財務狀況及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》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《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佈的《專業會計師道德守則》(以下簡稱「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。

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.

Key audit matter

關鍵審計事項

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。

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

Recognition of gas connection and engineering design and construction income

煤氣接駁以及工程設計及施工收入之確認

We identified recognition of gas connection and engineering design and construction income as a key audit matter due to its quantitative significance to the consolidated statement of profit or loss and other comprehensive income and significant judgments involved in the recognition of income.

我們已識別煤氣接駁以及工程設計及施工收入之確認為關鍵審計事項，因為其對綜合損益及其他全面收入報表有重大定量影響，且有關收入確認涉及重大判斷。

As disclosed in note 3 to the consolidated financial statements, income from gas connection contracts and engineering design and construction are measured based on the input method, which is to recognise revenue on the basis on the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. The Group recognised income of approximately HK\$13,686,958,000 from gas connection and engineering design and construction during the year ended 31 March 2020.

誠如綜合財務報表附註3披露，來自煤氣接駁以及工程設計及施工的收入乃根據投入法計量，即按貴集團為達成履約責任所作付出或投入（相對於預期為達成履約責任的總投入）確認收入。貴集團於截至二零二零年三月三十一日止年度確認來自煤氣接駁以及工程設計及施工的收入約為13,686,958,000港元。

Our procedures in relation to recognition of gas connection and engineering design and construction income included:

我們就確認煤氣接駁以及工程設計及施工收入之程序包括：

- Understanding the key controls relating to the approval of construction contracts for gas connection and monitoring of the satisfaction of that performance obligation;
- 了解批准煤氣接駁建造合約及監察履約情況所涉及的關鍵控制；
- Discussing with management with respect to the recognition basis on gas connection and engineering design and construction income;
- 與管理層討論有關煤氣接駁以及工程設計及施工收入的確認基準；

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

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

As set out in note 4 to the consolidated financial statements, significant judgments are applied in determining the satisfaction of that performance obligation, budgeted costs to complete, and the ability to deliver contracts within forecast timescales as at the end of the reporting period for gas connection and engineering design and construction income.

誠如綜合財務報表附註4所載，就燃氣接駁以及工程設計及施工收入而言，運用了重大判斷釐定履約情況、竣工預算成本及在報告期末於預計時限內交付合約的能力。

- Evaluating the satisfaction of that performance obligation by examining the relevant contracts, invoices, completion reports from external parties and other supporting documents on a sample basis; assessing the reasonableness of budgeted material costs against recent purchase prices and budgeted labour cost by reference to historical experience taking into account the size and complexity of the gas connection contracts on a sample basis; and verifying the percentage of completion by reference to the proportion of the contract costs incurred for the work performed to date over the estimated total contract costs; and
- 透過抽樣方式審查來自外部各方的相關合約、發票、完工報告及其他證明文件以評估燃氣管道接駁的完成進度；以抽樣方式評估原材料預算成本相對於近期的材料購入價之合理性及參考過往經驗並考慮燃氣接駁合約之規模及複雜程度以評估人工預算成本之合理性；根據已履行工作之合約成本佔該合約之預算總成本比例核實按完成階段之百分比；及
- Considering the historical accuracy of the Group's percentage of completion estimates through assessing the significance of historical changes made to the estimates to adjust these based on actual costs incurred or changes to estimated progress of the contract.
- 通過根據已產生實際成本或合約估計進程變更評估對估計作出調整的歷史變動的重要性，以考慮貴集團過往估計完成比例的準確度。

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項

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

Impairment assessment of goodwill

商譽減值評估

We identified impairment assessment of goodwill arising from acquisition of businesses in current and prior years 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 has been allocated, which is derived from value in use calculations using discounted cash flow models.

我們已識別今年及過往年度收購業務所產生的商譽之減值評估為關鍵審計事項，因為於釐定包含已分配至商譽的現金產生單位（「現金產生單位」）之可回收金額（由貼現現金流量模式計算使用價值產生）涉及重大判斷及假設。

At 31 March 2020, the Group has goodwill of approximately HK\$3,041,977,000 relating to CGUs principally engaged in the sale of piped gas and liquefied petroleum gas (“LPG”) business and provision of value-added services in the People’s Republic of China (the “PRC”) which is subject to annual impairment assessment. Details are disclosed in notes 4 and 23 to the consolidated financial statements.

於二零二零年三月三十一日，貴集團之商譽約為3,041,977,000港元，此商譽與主要在中華人民共和國（以下簡稱「中國」）從事銷售管道天然氣及液化石油氣（「液化石油氣」）業務及提供增值服務的現金產生單位有關。該商譽受制於年度減值評估。詳情已披露於綜合財務報表附註4及23。

Our procedures in relation to impairment assessment of goodwill included:

我們就商譽減值評估的程序包括：

- Understanding the Group’s impairment assessment process, including the impairment model, basis of allocation of goodwill to CGUs and the preparation of the cash flow projections;
- 了解 貴集團減值評估的過程（包括減值模型、商譽分配至現金產生單位的基準及現金流量預測的編製）；
- Evaluating the appropriateness of the impairment model applied by the management;
- 評估管理層運用減值模型的恰當性；
- Evaluating the accuracy of the management’s cash flow forecasts by comparing the actual results of those CGUs to the previously forecasted results;
- 透過將該等現金產生單位的實際結果與此前預測結果進行比較以評估管理層現金流量預測的準確性；

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

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

Management's assessment of goodwill impairment is highly judgmental and is dependent on certain significant inputs including the discount rates, growth rates and expected changes to selling prices and direct costs, which are based on past practices, expectations of future changes in the market and the stage of each operation with reference to the development curve of the piped gas business, LPG business and value-added services business in the PRC region. During the year ended 31 March 2020, an impairment of goodwill directly related to sales of piped gas business amounting to HK\$62,866,000 has been recognised.

管理層對商譽減值的評估過程涉及重大判斷，而該判斷取決於若干重大輸入數據，包括貼現率、增長率及銷售價格及直接成本的預期變動，前述各項均基於過往常規、市場未來變更預期及各階段營運（乃經參考於中國地區的管道天然氣業務、液化石油氣業務及增值服務業務的發展曲線）。截至二零二零年三月三十一日止年度，確認了與銷售管道天然氣業務直接相關的商譽62,866,000港元。

- Engaging our internal valuation experts to assess the appropriateness of certain of the discount rates used;
- 聘用我們的內部估值專家評估所用貼現率的適當性；
- Assessing the reasonableness of growth rates applied in the forecast based on historical experiences and trends; and
- 基於過往經驗及趨勢評估預測所使用增長率的合理性；及
- Comparing the expected changes in selling prices and direct costs against historical performance and the management's business plans in respect of each CGU.
- 就每一項現金產生單位，將銷售價格及直接成本的預期變動與過往表現及管理層的業務計劃進行比較。

OTHER INFORMATION

其他資料

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.

貴公司董事須對其他資料負責。其他資料包括列載於年報內的資料，但不包括綜合財務報表及我們的核數師報告。

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

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。

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.

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綜合財務報表或我們在審計過程中所了解的情況存在重大矛盾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，我們沒有任何報告。

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.

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 HKSAAs 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.

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求編製真實而中肯的綜合財務報表，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控制負責。

在編製綜合財務報表時，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 貴集團的財務報告過程。

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條僅向全體股東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。我們並不就我們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。合理保證是高水平的保證，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，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合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。

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

As part of an audit in accordance with HKSAAs, 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.
- 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.

核數師就審計綜合財務報表承擔的責任(續)

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。
- 了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。
- 對董事採用持續經營會計基礎的恰當性作出結論。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產生重大疑慮。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注意綜合財務報表中的相關披露。假若有關的披露不足，則修改我們的意見。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。

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

- 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.

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 Wong Wang Hei.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
26 June 2020

核數師就審計綜合財務報表承擔的責任(續)

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

我們與治理層溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已遵守有關獨立性的相關道德要求，並與彼等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。

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這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是黃宏禧。

德勤•關黃陳方會計師行
執業會計師
香港
二零二零年六月二十六日

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 2020 截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入	6	59,539,681	59,386,062
Cost of sales	銷售成本		(42,442,633)	(45,326,878)
Gross profit	毛利		17,097,048	14,059,184
Other income	其他收入	7	639,656	786,459
Other gains and losses	其他收益及虧損	8	(179,897)	295,444
Selling and distribution costs	銷售及分銷成本		(1,973,125)	(1,819,914)
Administrative expenses	行政開支		(2,446,689)	(2,442,317)
Share of results of associates	應佔聯營公司之業績		405,184	519,575
Share of results of joint ventures	應佔合資公司之業績		570,798	1,132,056
			14,112,975	12,530,487
Share-based payments	以股份為基礎的開支		—	(63,137)
Finance costs	財務費用	9	(1,387,920)	(1,284,304)
Profit before taxation	除稅前溢利		12,725,055	11,183,046
Taxation	稅項	10	(2,464,389)	(2,198,479)
Profit for the year	年度溢利	11	10,260,666	8,984,567
Other comprehensive expense	其他全面開支			
<i>Item that will be reclassified subsequently to profit or loss:</i>	<i>其後將重新分類至損益之項目：</i>			
Deferred loss on swap in hedge accounting relationship	使用套期會計政策之掉期工具的遞延虧損		(8,910)	(21,764)
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益之項目：</i>			
Exchange differences arising on translation	換算產生之匯兌差額		(2,790,733)	(2,490,256)
Decrease in fair value of investments in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之股本工具投資公平值減少		(60,316)	(8,627)
Other comprehensive expense for the year	年度其他全面開支		(2,859,959)	(2,520,647)
Total comprehensive income for the year	年度總全面收入		7,400,707	6,463,920

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit for the year attributable to:	年度溢利歸屬：			
Owners of the Company	本公司擁有人		9,188,474	8,224,382
Non-controlling interests	非控股權益		1,072,192	760,185
			10,260,666	8,984,567
Total comprehensive income attributable to:	全面收入總額歸屬：			
Owners of the Company	本公司擁有人		6,718,691	5,965,216
Non-controlling interests	非控股權益		682,016	498,704
			7,400,707	6,463,920
Earnings per share	每股盈利	15		
Basic	基本		HK\$ 港元 1.76	HK\$ 港元 1.63
Diluted	攤薄		HK\$ 港元 1.76	HK\$ 港元 1.63

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 March 2020 於二零二零年三月三十一日

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (重列)
		Notes 附註		
Non-current assets	非流動資產			
Investment properties	投資物業	16	523,525	555,940
Property, plant and equipment	物業、廠房及設備	17	46,127,861	42,964,931
Right-of-use assets	使用權資產	18	2,458,283	—
Prepaid lease payments	預付租賃款項	19	—	2,148,176
Investments in associates	於聯營公司之投資	20	7,063,399	5,746,251
Investments in joint ventures	於合資公司之投資	21	7,814,552	8,021,611
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之股本工具	22	787,605	746,766
Goodwill	商譽	23	3,041,977	3,130,110
Other intangible assets	其他無形資產	24	3,548,413	3,631,740
Deposit for acquisition of property, plant and equipment	收購物業、廠房及設備按金		692,571	524,239
Deposit for acquisition of subsidiaries, joint ventures and associates and other deposits	收購附屬公司、合資公司及聯營公司之按金以及其他按金		239,828	596,425
Deferred tax assets	遞延稅項資產	37	259,633	229,960
			72,557,647	68,296,149
Current assets	流動資產			
Inventories	存貨	26	3,246,225	3,411,922
Contract assets	合約資產	27	12,750,848	7,185,220
Trade and other receivables	貿易應收賬項及其他應收賬項	28	9,893,026	10,061,223
Amounts due from associates	應收聯營公司款項	25	467,532	45,037
Amounts due from joint ventures	應收合資公司款項	21	5,491,212	7,348,607
Prepaid lease payments	預付租賃款項	19	—	67,025
Derivative financial instrument	衍生金融工具	36	3,539	—
Held-for-trading investments	持作買賣投資	29	1,003	1,780
Pledged bank deposits	已抵押銀行存款	30	536,570	243,381
Bank balances and cash	銀行結存及現金	30	7,119,206	13,238,932
			39,509,161	41,603,127
Current liabilities	流動負債			
Trade and other payables	貿易應付賬項及其他應付賬項	31	17,700,374	23,698,697
Lease liabilities	租賃負債	32	75,054	—
Amounts due to associates	應付聯營公司款項	25	65,819	40,849
Amounts due to joint ventures	應付合資公司款項	21	110,754	62,022
Contract liabilities	合約負債	27	5,997,661	5,167,594
Derivative financial instrument	衍生金融工具	36	30,674	22,566
Taxation	稅項		1,245,940	1,244,993
Bank and other borrowings — due within one year	銀行及其他借貸 — 於一年內到期	33	24,120,679	16,407,520
			49,346,955	46,644,241
Net current liabilities	流動負債淨額		(9,837,794)	(5,041,114)
Total assets less current liabilities	總資產減流動負債		62,719,853	63,255,035

At 31 March 2020 於二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (重列)
Equity	權益			
Share capital	股本	34	52,186	52,186
Reserves	儲備		39,552,778	35,268,865
Equity attributable to owners of the Company	歸屬本公司擁有人之權益		39,604,964	35,321,051
Non-controlling interests	非控股權益		6,178,428	5,471,537
Total equity	權益總額		45,783,392	40,792,588
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借貸			
— due after one year	— 於一年後到期	33	15,568,439	21,491,387
Lease liabilities	租賃負債	32	157,868	—
Deferred taxation	遞延稅項	37	1,210,154	971,060
			16,936,461	22,462,447
			62,719,853	63,255,035

The consolidated financial statements on pages 10 to 278 were approved and authorised for issue by the Board of Directors on 26 June 2020 and are signed on its behalf by:

第10至278頁之綜合財務報表已於二零二零年六月二十六日經董事會批准並授權刊發，並由以下人士代表簽署：

LIU MING HUI
劉明輝
DIRECTOR
董事

ZHU WEIWEI
朱偉偉
DIRECTOR
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

Attributable to owners of the Company

歸屬本公司擁有人

		Share	Share	Translation	Investment	Properties	Hedging	Special	Employee	Capital	Statutory	Accumulated	Total	Non-	Total	
		capital	premium	reserve	revaluation	revaluation	reserve	reserve	reserve	share-based	redemption	funds		profits		controlling
		股本	股份溢價	匯兌儲備	投資	物業	對沖儲備	特別儲備	僱員股份	資本儲備	購回儲備	法定基金	累計溢利	總計	非控股	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note 35)	(note 35)			(note i)		(note ii)		(note ii)		(restated)		
				(附註35)	(附註35)			(附註i)		(附註ii)		(附註ii)		(重列)		
At 1 April 2018	於二零一八年 四月一日	49,685	7,805,136	1,468,866	(13,977)	1,601	—	1,602	644,320	(298,309)	1,634	1,571,134	16,675,686	27,907,378	4,274,104	32,181,482
Profit for the year	年度溢利	—	—	—	—	—	—	—	—	—	—	8,224,382	8,224,382	760,185	8,984,567	
Other comprehensive expense for the year	年度其他全面開支	—	—	(2,228,775)	(8,627)	—	(21,764)	—	—	—	—	—	(2,259,166)	(261,481)	(2,520,647)	
Total comprehensive (expense) income for the year	年度全面(開支)收入總額	—	—	(2,228,775)	(8,627)	—	(21,764)	—	—	—	—	8,224,382	5,965,216	498,704	6,463,920	
Acquisition of additional interest of subsidiaries (note 39)	收購附屬公司額外權益(附註39)	—	—	—	—	—	—	—	—	6,049	—	—	—	6,049	(96,762)	(90,713)
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	—	—	—	—	—	—	—	—	—	—	—	—	—	1,117,180	1,117,180
Disposal and winding up of subsidiaries	出售附屬公司及附屬公司清盤	—	—	—	—	—	—	—	—	—	—	—	—	—	(12,826)	(12,826)
Recognition of equity-settled share-based payments (note 38)	確認以股本結算以股份為基礎的開支(附註38)	—	—	—	—	—	—	—	63,137	—	—	—	—	63,137	—	63,137
Exercise of share options	行使購股權	2,599	4,061,503	—	—	—	—	—	(696,256)	—	—	—	—	3,367,846	—	3,367,846
Lapse of share options	購股權失效	—	—	—	—	—	—	—	(2,094)	—	—	—	2,094	—	—	—
Capital contribution from non-controlling interests of subsidiaries	附屬公司非控股權益之出資	—	—	—	—	—	—	—	—	—	—	—	—	—	86,700	86,700
Dividends paid by subsidiaries to non-controlling interests	附屬公司派付非控股權益之股息	—	—	—	—	—	—	—	—	—	—	—	—	—	(395,563)	(395,563)
Repurchase of shares	回購股份	(98)	(211,613)	—	—	—	—	—	—	—	98	—	(98)	(211,711)	—	(211,711)
Dividends paid	已付股息	—	—	—	—	—	—	—	—	—	—	—	(1,776,864)	(1,776,864)	—	(1,776,864)
Transfer	轉撥	—	—	—	—	—	—	—	—	—	—	177,939	(177,939)	—	—	—
At 31 March 2019 (restated)	於二零一九年三月三十一日(重列)	52,186	11,655,026	(759,909)	(22,604)	1,601	(21,764)	1,602	9,107	(292,260)	1,732	1,749,073	22,947,261	35,321,051	5,471,537	40,792,588

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

Attributable to owners of the Company
歸屬本公司擁有人

	Share capital	Share premium	Translation reserve	Investment revaluation reserve	Properties revaluation reserve	Hedging reserve	Special reserve	Employee share-based compensation reserve	Capital reserve	Capital redemption reserve	Statutory funds	Accumulated profits	Total	Non-controlling interests	Total	
																股本
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 April 2019 (restated)	於二零一九年四月一日(重列)	52,186	11,655,026	(759,909)	(22,604)	1,601	(21,764)	1,602	9,107	(292,260)	1,732	1,749,073	22,947,261	35,321,051	5,471,537	40,792,588
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	-	-	9,188,474	9,188,474	1,072,192	10,260,666	
Other comprehensive expense for the year	年度其他全面開支	-	-	(2,400,557)	(60,316)	-	(8,910)	-	-	-	-	-	(2,469,783)	(390,176)	(2,859,959)	
Total comprehensive (expense) income for the year	年度全面(開支)收入總額	-	-	(2,400,557)	(60,316)	-	(8,910)	-	-	-	-	9,188,474	6,718,691	682,016	7,400,707	
Acquisition of additional interest of subsidiaries (note 39)	收購附屬公司額外權益(附註39)	-	-	-	-	-	-	-	(18,129)	-	-	-	(18,129)	(14,520)	(32,649)	
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	-	-	-	-	-	-	-	-	-	-	-	224,622	224,622	
Disposal and winding up of subsidiaries	出售附屬公司及附屬公司清盤	-	-	-	-	-	-	-	-	-	(16,012)	-	(16,012)	(57,147)	(73,159)	
Lapse of share options	購股權失效	-	-	-	-	-	-	(9,107)	-	-	-	9,107	-	-	-	
Capital contribution from non-controlling interests of subsidiaries	附屬公司非控股權益之出資	-	-	-	-	-	-	-	-	-	-	-	-	95,997	95,997	
Dividends paid by subsidiaries to non-controlling interests	附屬公司派付非控股權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(224,077)	(224,077)	
Dividends paid	已付股息	-	-	-	-	-	-	-	-	-	-	(2,400,637)	(2,400,637)	-	(2,400,637)	
Transfer	轉撥	-	-	-	-	-	-	-	-	-	252,163	(252,163)	-	-	-	
At 31 March 2020	於二零二零年三月三十一日	52,186	11,655,026	(3,160,466)	(82,920)	1,601	(30,674)	1,602	-	(310,389)	1,732	1,985,224	29,492,042	39,604,964	6,178,428	45,783,392

Notes:

- (i) The special reserve of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1995.
- (ii) Capital reserve represent the effect of changes in the ownership interests in subsidiaries on the equity attributable to owners of the Company upon the acquisition of non-controlling interests.
- (iii) In accordance with statutory requirements in the People's Republic of China, other than Hong Kong (the "PRC"), subsidiaries registered in the PRC are required to transfer a certain percentage of the annual net income from accumulated profits to the statutory funds, until the statutory funds are accumulated up to 50% of its registered capital. Under normal circumstances, the statutory funds are not allowed to be distributed to the subsidiaries' shareholders as dividends. The statutory funds shall only be used for making good losses, capitalisation into paid-in capital and expansion of its production and operations.

附註:

- (i) 本集團之特別儲備乃指本公司所收購附屬公司之股份面值與本公司股份於一九九五年上市前集團重組期間進行收購所發行本公司股份面值之差額。
- (ii) 資本儲備指於收購非控股權益後，附屬公司所有權權益變動對本公司擁有人應佔權益影響。
- (iii) 根據中華人民共和國(「中國」，不包括香港)的法定規定，於中國註冊的附屬公司須從累計溢利將其年度淨收入若干百分比撥往法定基金，直至法定基金達致其註冊資本50%為止。在一般情況下，法定基金不得分派予該附屬公司股東作為股息。法定基金僅可用作彌補虧損、資本化至繳入資本及擴展生產及營運。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before taxation	除稅前溢利	12,725,055	11,183,046
Adjustments for:	經以下調整：		
Change in fair value of investment properties	投資物業公平值變動	17,087	(1,281)
Impairment losses for financial assets and contract assets, net of reversal	金融資產及合約資產減值，扣除撥回部分	98,803	86,530
Impairment loss on goodwill	商譽減值虧損	62,866	68,857
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,472,029	1,203,130
Depreciation of right-of-use assets	使用權資產之折舊	158,227	—
Release of prepaid lease payments	發還預付租賃款項	—	66,254
Amortisation of intangible assets	無形資產攤銷	134,005	122,652
Change in fair value of held-for-trading investments	持作買賣投資之公平值變動	777	15,097
Share-based payments	以股份為基礎的開支	—	63,137
Losses on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	12,465	96,442
Interest expense	利息開支	1,387,920	1,284,304
Share of results of associates	應佔聯營公司業績	(405,184)	(519,575)
Share of results of joint ventures	應佔合資公司業績	(570,798)	(1,132,056)
Interest income	利息收入	(151,838)	(176,252)
Exchange loss	匯兌虧損	54,458	150,334
Gain on acquisition of subsidiaries	收購附屬公司之收益	(97,533)	(30,018)
Gain on partial disposal of investment in an associate	出售聯營公司部分股份之收益	(19,057)	(350,804)
Loss (gain) on disposal and remeasurement of associates	出售及重新計量聯營公司之虧損(收益)	10,532	(341,131)
Operating cash flows before movements in working capital	營運資金變動前之經營業務現金流量	14,889,814	11,788,666
Decrease (increase) in inventories	存貨減少(增加)	99,005	(233,447)
Increase in contract assets	合約資產增加	(6,034,212)	(4,210,981)
Decrease (increase) in trade and other receivables	貿易應收賬項及其他應收賬項減少(增加)	19,204	(1,043,544)
Decrease (increase) in amounts due from associates	應收聯營公司款項減少(增加)	19,579	(19,420)
Decrease (increase) in amounts due from joint ventures	應收合資公司款項減少(增加)	2,135,689	(6,411,676)
Increase (decrease) in amounts due to joint ventures	應付合資公司款項增加(減少)	52,460	(20,763)
(Decrease) increase in trade and other payables	貿易應付賬項及其他應付賬項(減少)增加	(3,655,297)	11,317,169
Increase in amounts due to associates	應付聯營公司款項增加	27,425	40,732
Increase in contract liabilities	合約負債增加	1,115,936	770,787
Cash from operations	經營業務產生現金	8,669,603	11,977,523
PRC Enterprise Income Tax paid	已付中國企業所得稅	(2,183,864)	(1,860,754)
NET CASH GENERATED FROM OPERATING ACTIVITIES	經營業務所得現金淨額	6,485,739	10,116,769

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註		
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	151,838	176,252
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備已付按金	(200,063)	—
Deposits paid for acquisition of subsidiaries, joint ventures and associates	收購附屬公司、合資公司及聯營公司已付按金	(106,798)	(493,575)
Placement of pledged bank deposits	已抵押銀行存款存入	(4,261,742)	(2,207,900)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	3,953,924	2,236,655
Additions of property, plant and equipment	添置物業、廠房及設備	(6,795,087)	(8,602,502)
Additions of prepaid lease payments	添置預付租賃款項	—	(209,355)
Additions of equity instruments at fair value through other comprehensive income	添置按公平值計入其他全面收入之股本工具	(124,864)	(145,640)
Additions of other intangible assets	添置其他無形資產	(887)	(77,920)
Proceeds from disposal of held-for-trading investments	出售持作買賣投資之所得款項	—	31,200
Proceeds from partial disposal of an associate	部分出售聯營公司之所得款項	24,162	435,527
Proceeds from disposal of property, plant and equipment and prepaid lease payments	出售物業、廠房及設備及預付租賃款項之所得款項	69,817	56,374
Proceeds from disposal of right-of-use assets	出售使用權資產之所得款項	349	—
Payments for right-of-use assets	使用權資產付款	(130,547)	—
Disposals and winding up of subsidiaries	出售附屬公司及附屬公司清盤	(55,008)	(8,899)
Acquisition of subsidiaries, net of cash and cash equivalents acquired	收購附屬公司，扣除所得現金及現金等值項目	(475,721)	184,858
Additions of investments in joint ventures	添置於合資公司之投資	(237,829)	(2,353,859)
Additions of investments in associates	添置於聯營公司之投資	(1,132,533)	(72,060)
Advance to non-controlling interests of subsidiaries	向附屬公司非控股權益墊款	(47,089)	(35,871)
Advances to associates	向聯營公司作出的墊款	(25,026)	—
Advances to joint ventures	向合資公司作出的墊款	(233,469)	(61,577)
Repayments from associates	獲聯營公司還款	—	329
Dividend paid by associates	聯營公司已付股息	109,212	100,439
Dividend paid by joint ventures	合資公司已付股息	62,797	15,520
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(9,454,564)	(11,032,004)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
FINANCING ACTIVITIES				
Interest paid	已付利息		(1,841,664)	(1,454,626)
Payment on repurchase of ordinary shares	回購普通股份款項		—	(211,711)
Dividends paid	已付股息		(2,400,637)	(1,776,864)
New bank and other borrowings raised	新籌得銀行及其他借貸		27,656,631	27,958,491
Repayment of lease liabilities	償還租賃負債		(79,465)	—
Repayments of bank and other borrowings	償還銀行及其他借貸		(24,222,106)	(21,129,127)
Advance from non-controlling interests of subsidiaries	附屬公司非控股權益墊款		48,560	291,460
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益	39	(32,649)	(90,713)
Repayment of consideration payables	應付代價還款		(48,295)	(311,334)
Capital contribution from non-controlling interests of subsidiaries	附屬公司非控股權益出資		95,997	86,700
Dividend paid by subsidiaries to non-controlling interests	附屬公司派付非控股權益之股息		(224,077)	(395,563)
Proceeds from exercise of share options	行使購股權之所得款項		—	3,367,846
Repayment of amounts due to staff	應付員工還款		(1,613,615)	—
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額		(2,661,320)	6,334,559
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之(減少)增加淨額		(5,630,145)	5,419,324
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值項目		13,238,932	8,246,322
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響		(489,581)	(426,714)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等值項目		7,119,206	13,238,932
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析			
Bank balances and cash	銀行結存及現金		7,119,206	13,238,932

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

1. GENERAL

The Company is a public limited company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office and principal place of business are disclosed in the section headed “Corporate Information” of the Group’s annual report.

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out note 49.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and the functional currency of the Company and majority of its subsidiaries is Renminbi (“RMB”). As the Company is a listed entity in Hong Kong, the directors of the Company consider that it is appropriate to present the consolidated financial statements in HK\$.

1. 一般資料

本公司為於百慕達註冊成立之公眾有限公司，為一間獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地點於本集團年報「公司資料」一節內披露。

本公司為一間投資控股公司。本公司主要附屬公司之業務載於附註49。

綜合財務報表乃以港元（「港元」）列示，而本公司及其大部份附屬公司之功能貨幣則為人民幣（「人民幣」）。由於本公司為於香港上市之實體，故本公司董事認為以港元呈列綜合財務報表屬恰當。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year

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

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

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

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂準則及修訂本

於本年度強制生效之香港財務報告準則新訂準則及修訂本

於本年度，本集團首次應用以下由香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則新訂準則及修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不确定性
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
香港會計準則第19號(修訂本)	計劃修訂、削減或清償
香港會計準則第28號(修訂本)	於聯營公司及合資公司之長期權益
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年度之年度改進

除下文所述者外，於本年度應用的香港財務報告準則新訂準則及修訂本及詮釋對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露並無重大影響。

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (“HKFRS 16”)

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated.

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則新訂準則及修訂本（續）

香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）

本集團已於本年度初始應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」（「香港會計準則第17號」）及有關詮釋。

租賃之釋義

本集團已採用可行權宜方法，將香港財務報告準則第16號應用於以往應用香港會計準則第17號及香港（國際財務報告詮釋委員會）—詮釋第4號「釐定安排是否包括租賃」時獲識別為租賃之合約，且並無將該準則應用於以往無獲識別為包含租賃之合約。因此，本集團並未重新評估除此應用日期前已存在的合約。

至於於二零一九年四月一日或之後訂立或修訂的合約，本集團在評估合約是否包含租賃時，根據香港財務報告準則第16號所載規定採用租賃之釋義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，而累計影響於初始應用日期二零一九年四月一日確認。

於二零一九年四月一日，本集團通過應用香港財務報告準則第16.C8(b)(ii)段過渡條文，確認額外租賃負債（經就額外租賃付款調整）及等值的使用權資產。初始應用日期的任何差額確認於期初累計溢利及並無重列比較資料。

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (“HKFRS 16”) (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) relied on the assessment of whether leases are onerous by applying HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” as an alternative of impairment review; and
- (ii) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities is 4.64%.

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則新訂準則及修訂本（續）

香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）（續） 作為承租人（續）

於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- (i) 依賴應用香港會計準則第37號「撥備、或然負債及或然資產」作為減值檢討的替代方法，評估租賃是否繁重；及
- (ii) 選擇不就租期於初始應用日期起計12個月內結束的租賃確認使用權資產及租賃負債。

於確認先前分類為經營租賃的租賃負債時，本集團已應用於初始應用日期相關集團實體的增量借款利率。相關集團實體的加權平均增量借款利率為4.64%。

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (“HKFRS 16”) (Continued)

As a lessee (Continued)

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則新訂準則及修訂本（續）

香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）（續）
作為承租人（續）

		At 1 April 2019 於二零一九年 四月一日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 March 2019	於二零一九年三月三十一日披露的經營租賃承擔	280,850
Lease liabilities discounted at relevant incremental borrowing rates	按有關增量借款利率貼現的租賃負債	249,844
Less:	減：	
Recognition exemption — short-term leases	確認豁免 — 短期租賃	(28,165)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 April 2019	於二零一九年四月一日與在應用香港財務報告準則第16號後確認的經營租賃相關租賃負債	221,679
Analysed as	分析	
Non-current	非流動	162,043
Current	流動	59,636
		221,679

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綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (“HKFRS 16”) (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 April 2019 comprises the following:

	Note	Right-of-use assets 使用權資產
	附註	HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		221,679
Add: Reclassified from prepaid lease payments	(a)	2,215,201
		2,436,880
		HK\$'000 千港元
By class:	按類別分類：	
Leasehold lands	租賃土地	2,215,201
Properties	物業	211,938
Machinery and equipment	機器及設備	3,373
Motor vehicles	汽車	6,368
		2,436,880

Note:

- (a) Upfront payments for leasehold lands in the PRC for own used properties were classified as prepaid lease payments as at 31 March 2019. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to approximately HK\$67,025,000 and approximately HK\$2,148,176,000 respectively were reclassified to right-of-use assets.

Based on the assessment by the directors of the Company, there is no material impact of transition to HKFRS 16 on accumulated profits at 1 April 2019.

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則新訂準則及修訂本（續）

香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）（續） 作為承租人（續）

於二零一九年四月一日使用權資產的賬面值包括以下各項：

	Note	Right-of-use assets 使用權資產
	附註	HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		221,679
Add: Reclassified from prepaid lease payments	(a)	2,215,201
		2,436,880
		HK\$'000 千港元
By class:	按類別分類：	
Leasehold lands	租賃土地	2,215,201
Properties	物業	211,938
Machinery and equipment	機器及設備	3,373
Motor vehicles	汽車	6,368
		2,436,880

附註：

- (a) 於二零一九年三月三十一日就中國租賃土地作出的前期款項分類為預付租賃款項。於應用香港財務報告準則第16號後，預付租賃款項的流動及非流動部分分別約為67,025,000港元及約2,148,176,000港元已重新分類至使用權資產。

根據本公司董事的評估，過渡至香港財務報告準則第16號對二零一九年四月一日的累計溢利並無重大影響。

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (“HKFRS 16”) (Continued)

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 April 2019. The application has had no impact on the Group’s consolidated statement of financial position at 1 April 2019. However, effective 1 April 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.

Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under trade and other payables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. As at 1 April 2019, the relevant adjustment is considered to be insignificant.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂準則及修訂本(續)

於本年度強制生效之香港財務報告準則新訂準則及修訂本(續)

香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)(續) 作為出租人

根據香港財務報告準則第16號的過渡條文，本集團毋須就本集團為出租人的租賃過渡作出任何調整，但須自首次應用日期起根據香港財務報告準則第16號對該等租賃進行會計處理，且並無重述比較資料。

於應用香港財務報告準則第16號後，有關現有租賃合約項下相同有關資產的已訂立但於首次應用日期後開始的新訂租賃合約按猶如現有租賃已於二零一九年四月一日修改入賬。應用不會對本集團於二零一九年四月一日的綜合財務狀況表產生影響。然而，自二零一九年四月一日起，有關經修訂租賃條款之租賃款項修改後已於延長租期按直線法確認為收入。

於應用香港財務報告準則第16號前，已收可退回租金按金被視為應付賬款及其他應付款項下的香港會計準則第17號適用的租賃項下的權利及義務。根據香港財務報告準則第16號下租賃款項的定義，該等按金並非與使用權資產有關的款項，並經調整以反映於過渡時的貼現影響。於二零一九年四月一日，有關調整被視為不重大。

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

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

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 “Leases” (“HKFRS 16”) (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則新訂準則及修訂本（續）

香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）（續）

對於二零一九年四月一日在綜合財務狀況表中確認的金額進行以下調整。未受變更影響的項目並無載於下表。

			Carrying amounts previously reported at 31 March 2019	Adjustments	Carrying amounts under HKFRS16 at 1 April 2019
		Note	先前於二零一九年三月三十一日呈報之賬面值 HK\$'000 千港元	調整 HK\$'000 千港元	香港財務報告準則第16號二零一九年四月一日之賬面值 HK\$'000 千港元
Non-current assets	非流動資產				
Prepaid lease payments	預付租賃款項	(a)	2,148,176	(2,148,176)	—
Right-of-use assets	使用權資產		—	2,436,880	2,436,880
Current assets	流動資產				
Prepaid lease payments	預付租賃款項	(a)	67,025	(67,025)	—
Current liabilities	流動負債				
Lease liabilities	租賃負債		—	(59,636)	(59,636)
Non-current liabilities	非流動負債				
Lease liabilities	租賃負債		—	(162,043)	(162,043)

Note:

(a) For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 March 2020, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 April 2019 as disclosed above.

附註：

(a) 就根據間接法呈報截至二零二零年三月三十一日止年度經營業務所得現金流量，營運資金之變動已根據上文所披露於二零一九年四月一日的期初綜合財務狀況表計算。

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts ¹
Amendment to HKFRS 16	COVID-19—Related Rent Concessions ⁵
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods beginning on or after 1 January 2021.

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

³ Effective for annual periods beginning on or after a date to be determined.

⁴ Effective for annual periods beginning on or after 1 January 2020.

⁵ Effective for annual periods beginning on or after 1 June 2020.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂準則及修訂本(續)

已頒佈但尚未生效之香港財務報告準則新訂準則及修訂本

本集團並無提早應用以下已頒佈但尚未生效之香港財務報告準則新訂準則及修訂本：

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第16號(修訂本)	新型冠狀病毒相關租金寬免 ⁵
香港財務報告準則第3號(修訂本)	業務的定義 ²
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資公司之間的資產出售或投入 ³
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 ⁴

¹ 於二零二一年一月一日或之後開始之年度期間生效。

² 於二零二零年一月一日或之後開始的首個年度期間開始或之後的業務合併與資產收購的收購日期生效。

³ 於有待釐定日期或之後開始之年度期間生效。

⁴ 於二零二零年一月一日或之後開始之年度期間生效。

⁵ 於二零二零年六月一日或之後開始之年度期間生效。

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, “the Amendments to References to the Conceptual Framework in HKFRS Standards”, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKFRS 3 “Definition of a Business”

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;
- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The Group will apply the amendments prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the annual reporting period beginning on or after 1 April 2020.

The optional concentration test and the amended definition of a business are not expected to have a significant impact to the Group.

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

已頒佈但尚未生效之香港財務報告準則新訂準則及修訂本（續）

除上述香港財務報告準則新訂準則及修訂本外，經修訂財務報告概念框架已於二零一八年頒佈。其後續修訂「香港財務報告準則中對概念框架的提述的修訂」將於二零二零年一月一日或之後開始之年度期間生效。

除下文所述之香港財務報告準則新訂準則及修訂本外，本公司董事預期，應用所有其他香港財務報告準則新訂準則及修訂本於可見將來將不會對綜合財務報表構成重大影響。

香港財務報告準則第3號（修訂本）「業務的定義」

該等修訂本：

- 加入選擇性集中測試，容許簡化評估被收購之業務及資產組別是否屬於業務。可按逐項交易基準選擇是否應用選擇性集中測試；
- 澄清被收購之業務及資產必須至少包括一項投入及實質過程，兩者合共對創造產出之能力具有重大貢獻，方被視為一項業務；及
- 透過將重點放於向客戶提供之貨品及服務上及刪除有關降低成本之能力之提述，以收窄業務及產出之定義。

本集團將對收購日期為二零二零年四月一日或之後開始之年度報告期間的所有業務合併及資產收購提前應用有關修訂本。

預期可選的集中性測試及經修訂業務的定義不會對本集團產生重大影響。

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 April 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

2. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

已頒佈但尚未生效之香港財務報告準則新訂準則及修訂本（續）

香港會計準則第1號及香港會計準則第8號（修訂本）「重大的定義」

該等修訂本於作出重大判斷時加入額外指引及解釋，從而完善重大定義。具體而言，該等修訂本：

- 包括「遮蓋」重大資料的概念，其影響類似遺漏或錯報資料；
- 將影響用戶的重要性門檻由「可以影響」替換為「可以合理預期影響」；及
- 包括使用「主要用戶」一詞，而非「用戶」，因於財務報表中披露何種資料時被認為過於廣泛。

該等修訂本亦使所有香港財務報告準則的定義一致，並將於本集團與二零二零年四月一日開始的年度期間強制生效。應用該等修訂本預期並不會對本集團的財務狀況及表現造成重大影響，但可能會影響綜合財務報表的呈列及披露。

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 April 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

2. 應用香港財務報告準則(「香港財務報告準則」)之新訂準則及修訂本(續)

已頒佈但尚未生效之香港財務報告準則新訂準則及修訂本(續)

二零一八年財務報告概念框架(「新框架」)及香港財務報告準則概念框架參考(修訂本)

新框架：

- 重新引入「管理工作」及「謹慎」兩個用語；
- 引入以權益為重點的新資產定義及可能比其所取代定義更廣泛的新負債定義，惟不會改變負債與股本工具之劃分；
- 討論歷史成本及現值計量，並就如何就特定資產或負債選擇計量基準提供額外指引；
- 述明損益為財務狀況的主要指標，且僅於特殊情況下使用其他全面收入，並僅用於資產或負債現值變動產生之收入或開支；及
- 討論不確定性、終止確認、會計單位、報告實體及合併財務報表。

已作出的相應修訂以致若干香港財務報告準則中的參考資料已更新至新框架，而若干香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年四月一日或之後開始的年度期間生效，允許提早應用。除仍參照該框架先前版本的特定準則外，本集團將於新框架之生效日期依賴新框架釐定會計政策，特別是對於未根據會計準則另行處理的交易、事件或情況。

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments 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 for 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 characteristics 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 accounted for in accordance with HKFRS 16 (since 1 April 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value for the purposes of measuring inventories in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

3. 主要會計政策

綜合財務報表已按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露。

綜合財務報表乃按歷史成本基準編製，惟投資物業及若干金融工具於各報告期末乃按公平值計量，如下文會計政策所解釋。

歷史成本一般按交換貨品及服務之代價公平值計算。

公平值為出售資產或轉移負債時按計量日市場參與者之間正常交易可收回或應支付之價格，不管該價格是否可直接觀察得到，或利用其他估價方法估計得到。估計資產或負債公平值時，本集團考慮市場參與者於計量日定價時會考慮的該資產或負債的特徵。除了香港財務報告準則第2號「股份付款交易」適用的股份付款交易、根據香港財務報告準則第16號（自二零一九年四月一日起）或香港會計準則第17號（於應用香港財務報告準則第16號前）入賬的租賃交易、及其他與公平值類似但不是公平值的計量（例如香港會計準則第2號「存貨」中計量存貨所用的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）外，本綜合財務報表中公平值計量及／或披露按照同一基準。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

- has 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 to affect its returns.

3. 主要會計政策(續)

非金融資產的公平值計量已考慮一個市場參與者透過最高及最佳利用該資產，或出售予另一個可以最高及最佳利用該資產的市場參與者而產生經濟效益的能力。

此外，就財務報告而言，公平值計量可按公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體之重要性劃分為第一、二及三級，詳述如下：

- 第一級 輸入數據乃實體於計量日期可於活躍市場就相同資產或負債獲得之報價(未經調整)；
- 第二級 輸入數據乃為第一級所載報價以外之輸入數據，而該等數據乃就有關資產或負債可直接或間接觀察之輸入數據；及
- 第三級 輸入數據乃資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表合併本公司及其控制的實體及其附屬公司之財務報表。當以下事項發生時，本公司獲得其控制權當：

- 本公司對被投資方擁有權力；
- 本公司因來自參與被投資方的可變回報承受風險或享有權利；及
- 本公司可行使權力以影響其回報。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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.

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 主要會計政策(續)

綜合賬目基準(續)

倘事實及情況顯示以上所列控制權三項因素之一項或多項出現變動，本集團會重新評估其是否控制被投資方。

附屬公司於本集團取得附屬公司之控制權時開始綜合入賬，並於本集團失去附屬公司之控制權時終止入賬。具體而言，於年內收購或出售附屬公司之收入及開支，於本集團取得控制權當日起直至本集團失去附屬公司之控制權當日計入綜合損益及其他全面收入報表。

溢利或虧損及其他全面收入之各個部份會分配予本公司擁有人及非控股權益。附屬公司之全面收入總額會分配予本公司擁有人及非控股權益，即使會導致非控股權益錄得虧絀結餘。

如需要，將會就附屬公司之財務報表作出調整，使其會計政策與本集團之會計政策貫徹一致。

與本集團成員公司間之交易相關之所有集團內公司間資產及負債、權益、收入、開支及現金流量已於綜合賬目時全部對銷。

於附屬公司之非控股權益與本集團的權益獨立呈列，其代表於清盤時賦予其持有人權利按比例分佔相關附屬公司資產淨值的現時擁有權權益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策(續)

Basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries

Changes in the Group's interests in 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 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 carrying amount of the assets (including goodwill), and liabilities of the subsidiary 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 HKFRS 9 "Financial Instruments" ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

綜合賬目基準(續)

本集團於附屬公司之權益變動

本集團於附屬公司之權益並無導致本集團失去對附屬公司之控制權之變動入賬為權益交易。本集團相關權益組成部分的賬面值及非控股權益調整以反映其在附屬公司之有關權益變動，包括根據本集團及非控股權益的權益比例，重新歸屬本集團及非控股權益的相關儲備。

所調整的非控股權益金額與已付或已收代價公平值之間之差額直接確認為權益及由本公司擁有人分佔。

當本集團失去對附屬公司之控制權時，有關附屬公司之資產及負債及非控股權益(如有)終止確認。收益或虧損會於損益中確認，並按以下各項之間的差異計算：(i)已收代價公平值之總額及任何保留權益公平值及(ii)歸屬於本公司擁有人的附屬公司資產(包括商譽)及負債賬面值。先前於有關該附屬公司之其他全面收入確認之所有款額，將按猶如本集團已直接出售附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/允許重新分類至損益或轉撥至另一權益類型)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據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」)於其後入賬時被列作初步確認之公平值，或(如適用)於初步確認時之於聯營公司或合資企業之投資成本。

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 liabilities or assets 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);
- 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; and
- leases liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 主要會計政策(續)

業務合併

業務收購使用收購法列賬。在業務合併中轉讓的代價按公平值計量，而公平值乃按本集團所轉讓資產、本集團向被收購方前擁有人承擔之負債及本集團為交換被收購方控制權所發行股本權益於收購日期的公平值總和計算。收購相關成本一般在產生時於損益確認。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，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負債或資產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；
- 與被收購方之以股份為基礎的開支安排或本集團所訂立以股份為基礎的開支安排取代被收購方之以股份為基礎的開支安排有關之負債或權益工具於收購日期根據香港財務報告準則第2號「以股份為基礎的開支」計量（見下文會計政策）；
- 根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」劃分為持作出售之資產（或出售組合）乃根據該準則計量；及
- 租賃負債按剩餘租賃付款額（定義見香港財務報告準則第16號）的現值確認及計量，猶如所獲得的租賃在收購日為新租賃。使用權資產的確認及計量與相關租賃負債的金額相同，並進行調整以反映與市場條款相比租賃的有利或不利條款。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Business combinations (Continued)**

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 amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount 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.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group has disposed directly of the previous held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

3. 主要會計政策 (續)**業務合併 (續)**

商譽乃以所轉讓代價、任何非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方權益之公平值(如有)之總和, 超出所收購之可識別資產及所承擔之負債淨額之差額計量。倘經重估後, 所收購之可識別資產及所承擔負債之淨額高於轉讓之代價、任何非控股權益於被收購方中所佔金額以及收購方先前持有之被收購方股權之公平值(如有)之總和, 則差額即時於損益內確認為議價購買收益。

屬現時擁有權權益且於清盤時賦予持有人權利按比例分佔相關附屬公司資產淨值之非控股權益, 初步按非控股權益分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。

當業務合併分階段實現, 本集團過往持有之被收購方股權權益須按於收購日期(即本集團取得控制權當日)之公平值重新計量, 而由此產生之收益或虧損(如有)須於損益或其他全面收入確認(如適用)。於收購日期前由收購方權益產生且過往已於其他全面收入中確認、並根據香港財務報告準則第9號計量的金額, 須如本集團直接出售過往持有權益之處理方法入賬。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成, 則本集團會報告未完成會計處理項目之臨時數額。該等臨時數額會於計量期間(見上文)追溯調整, 及確認額外資產或負債, 以反映於收購日期已存在而據悉可能影響該日已確認款額之事實與情況所取得之新資訊。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Goodwill

Goodwill arising on the 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 cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is amortised for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) 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 (or group of cash-generating units) 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 (or group of cash-generating units) 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 on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

3. 主要會計政策(續)

收購不構成業務的附屬公司

當本集團收購一組資產或負債而其不構成一項業務，本集團則識別並確認個別可識別的所收購資產及所承擔負債，其乃透過先將購買價格按相關公平值分配至金融資產及金融負債，購買價格餘額其後根據於購買日期的相關公平值分配至其他可識別的資產及負債。該等交易並不會產生商譽或議價購買收益。

商譽

收購業務產生之商譽，按收購該業務之日所定成本(見上文會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽分配到預期從合併之協同效應中受益之各個現金產生單位(或現金產生單位組別)，指商譽為內部管理而攤銷的最低水平，不再為一個經營分部。

獲分配商譽之現金產生單位按年或當有跡象顯示單位(或現金產生單位組別)可能出現減值時更加頻繁進行減值測試。就於某個報告期間因收購產生的商譽而言，獲分配有關商譽的現金產生單位(或現金產生單位組別)會於該報告期末前測試減值。倘現金產生單位(或現金產生單位組別)之可收回金額少於單位之賬面值，則首先將減值虧損分配，以扣減分配到該單位的任何商譽的賬面值，而其後則按單位(或現金產生單位組別)內各資產的賬面值按比例分配至該單位的其他資產。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Goodwill (Continued)**

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described in below.

Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. 主要會計政策 (續)**商譽 (續)**

出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，釐定出售損益金額時會計入商譽應佔金額。當本集團出售現金產生單位(或現金產生單位組別內現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

本集團在收購聯營公司及合資公司時產生的商譽政策如下所述。

於聯營公司及合資公司之投資

聯營公司為本集團擁有重大影響力的實體。重大影響力指參與被投資方的財務及經營決策但並非控制或共同控制該等政策的權力。

合資公司為合資安排，各方於該安排下共同擁有合資安排下之淨資產。共同控制乃以合約協議攤分對安排的控制權，僅於相關業務決策須攤分控制權各方一致同意時存在。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 主要會計政策(續)

於聯營公司及合資公司之投資(續)

聯營公司及合資公司的業績、資產及負債乃以權益會計法於本綜合財務報表列賬。聯營公司及合資公司用於權益會計之財務報表，編製時所用會計政策與本集團對類似交易及類似情況中事件所用者一致。根據權益法，於聯營公司或合資公司之投資初步按成本於綜合財務狀況表確認，並於其後作出調整以確認本集團分佔該聯營公司或合資公司之損益及其他全面收入。當本集團應佔某聯營公司或合資公司的虧損超出本集團於該聯營公司或合資公司的權益(其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司或合資公司的投資淨額一部分)，則本集團不再確認其應佔的進一步虧損。額外虧損之確認僅限於本集團已產生法定或擬定責任或代該聯營公司或合資公司支付款項。

於聯營公司或合資公司之投資自被投資方成為聯營公司或合資公司之日起按權益法入賬。收購聯營公司或合資公司投資時，投資成本超出本集團分佔被投資方可識別資產及負債的公平淨值的任何差額確認為商譽，並計入該投資之賬面值。本集團應佔可識別資產及負債的公平淨值超出投資成本的任何差額(重估後)，則會於收購投資期間即時於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Investments in associates and joint ventures (Continued)**

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, 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 is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 “Impairment of Assets” to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

3. 主要會計政策(續)**於聯營公司及合資公司之投資(續)**

本集團會評估是否存在客觀證據證明於一間聯營公司或合資公司的權益將會減值。於存在客觀證據時，投資(包括商譽)的全部賬面值將會根據香港會計準則第36號「資產減值」作為單一資產透過比較可收回金額(使用價值及公平值減銷售成本之較高者)與其賬面值進行減值測試。任何確認之減值虧損不會分配至屬投資賬面值之一部分的任何資產(包括商譽)。減值虧損之任何撥回乃按香港會計準則第36號「資產減值」確認，惟僅限於投資之可收回金額隨後增加。

當本集團對聯營公司或共同控制的合資公司不再有重大影響，則入賬列為出售該被投資公司之全部權益，所產生之損益於損益內確認。本集團倘保留前聯營公司或合資公司權益，而所保留權益為金融資產(於香港財務報告準則第9號)，則本集團將所保留權益會按當日之公平值計量，並將該公平值視為初步確認之公平值。聯營公司或合資公司的賬面值與任何所保留權益公平值之間的差額，以及出售聯營公司或合資公司相關權益所得之任何所得款項乃於釐定出售該聯營公司或合資公司之收益或虧損時計入。此外，本集團將先前於其他全面收入就該聯營公司或合資公司確認之所有金額入賬，基準與倘該聯營公司或合資公司直接出售相關資產或負債時所規定之基準相同。因此，倘該聯營公司或合資公司先前於其他全面收入確認之收益或虧損將於出售相關資產或負債時重新分類至損益，則出售／部分出售相關聯營公司或合資公司後，本集團將收益或虧損由權益重新分類至損益(作為重新分類調整)。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

The group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, 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 from contracts with customers

The Group 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.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

3. 主要會計政策(續)

於聯營公司及合資公司之投資(續)

當於一間聯營公司的投資成為對一間合資公司的投資或於一間合資公司的投資成為對一間聯營公司的投資時，本集團將繼續採用權益法。所有權權益發生此類變動時，無需按公平值進行重新計量。

本集團減低於聯營公司或合資公司之擁有權權益時，倘續用權益法，而關於減低擁有權益之收益或虧損先前於其他全面收入中確認之部分，於出售相關資產或負債時轉為分類至損益，則將相關部分重新分類至損益。

倘某集團實體與本集團聯營公司或合資公司交易，則與該聯營公司或合資公司交易所產生之損益僅會在於聯營公司或合資公司之權益與本集團無關的情況下，才會在本集團綜合財務報表確認。

客戶合約收入

本集團於完成履約責任時(即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時)確認收入。

履約責任指一項明確貨品或服務(或一批明確貨品或服務)或一系列大致相同的明確貨品或服務。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 主要會計政策(續)

客戶合約收入(續)

倘符合以下標準之一，則控制權隨時間轉移，而收入經參考相關履約責任的完成進度按時間確認：

- 於本集團履約時，客戶同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建或提升客戶於本集團履約時控制的資產；或
- 本集團的履約並未創建對本集團具有替代用途的資產，而本集團可強制執行權利以收取至今已完履約部分的款項。

否則，收入於客戶取得明確貨品或服務控制權的時間點確認。

合約資產指本集團就已轉讓予客戶的貨品或服務收取相應代價的權利(尚未成為無條件)。根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即只需待時間推移代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或已到期收取代價)，而須向客轉讓貨品或服務的責任。

相同合約相關合約資產及合約負債按淨額基準入賬及呈列。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. 主要會計政策(續)

客戶合約收入(續)

隨著時間確認收入：計量履約責任的完成進度 投入法

完全達成履約責任的進度乃根據投入法計量，其按本集團為達成履約責任所作付出或投入(相對於預期為達成履約責任的總投入)確認收入，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

存在重大融資成分

在釐定交易價格過程中，倘訂約雙方(不論以明示或暗示方式)協定之付款時間為客戶或本集團帶來就向客戶轉讓商品或服務進行融資之重大利益，則本集團會就資金時間值的影響調整已承諾之代價金額。在該等情況下，合約存有重大融資成分。不論融資承諾在合約中有明確指出或透過訂約雙方協定之付款條款作出暗示，重大融資成分均可能存在。

就付款與轉讓相應商品或服務的間隔期間少於一年的合約而言，本集團會應用實際可行的權宜方式以免就任何重大融資成分調整交易價格。

租賃

租賃的定義(於根據附註2的過渡應用香港財務報告準則第16號後)

如果合約給予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約是一項租賃或包含一項租賃。

對於首次應用日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款和條件在後續發生變更，否則將不會對相關合約進行重新評估。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Short-term leases

The Group applies the short-term lease recognition exemption to lease of certain properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, if any.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人(於根據附註2的過渡應用香港財務報告準則第16號後)

短期租賃

本集團將短期租賃確認豁免適用於自開始日期起租賃期為12個月或以下且不包含購買選擇權的某些物業的租賃。短期租賃的租賃付款在租賃期內按直線法確認為費用。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或將相關資產恢復至租賃條款及條件所規定的狀態所發生的預計成本(如有)。

除分類為投資物業及根據公平值模式計量者外，使用權資產按成本減去任何累計折舊及減值虧損進行計量，並對租賃負債的任何重新計量作出調整。

使用權資產按其估計可使用年期及租期的較短者以直線法折舊。

本集團於綜合財務狀況表中將使用權資產作為單獨的項目呈列。

可退回租賃按金

已付可退回租賃按金根據香港財務報告準則第9號入賬及按公平值進行初始計量。初始確認時對公平值所作的調整被視為額外租賃付款並計入使用權資產的成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(於根據附註2的過渡應用香港財務報告準則第16號後)(續)

租賃負債

於租期開始日期，本集團按該日尚未支付租賃付款的現值確認及計量租賃負債。在計算租賃付款的現值時，本集團會採用在租賃開始日期的增量借貸利率。

租賃付款包括固定租賃付款(包括實質性固定付款)，減去任何應收租賃優惠。

於開始日期後，租賃負債按應計利息及租賃付款予以調整。

在以下情況，本集團對租賃負債進行重新計量(並對相關使用權資產進行相應調整)：

- 租賃期限已更改，在此情況下，使用重新評估日的經修訂貼現率貼現經修訂租賃付款以重新計量相關租賃負債。

本集團於綜合財務狀況表中將租賃負債作為單獨的項目呈列。

租賃修訂

倘存在下列情形，則本集團將租賃修訂作為一項單獨的租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格所作的任何適當調整。

就並非作為一項單獨租賃入賬的租賃修訂而言，本集團會透過使用修訂生效當日的經修訂貼現率貼現經修訂租賃付款，按經修訂租賃的租期重新計量租賃負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Leases (Continued)****The Group as a lessee (prior to 1 April 2019)**

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.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

The Group as a lessor*Classification and measurement of leases*

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Interest and rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

3. 主要會計政策 (續)**租賃 (續)****本集團作為承租人 (於二零一九年四月一日前)**

當租賃條款將所有權之絕大部分風險及回報轉讓至承租人，則該等租約均被分類為融資租約。所有其他租約乃分類作經營租約。

經營租賃款項 (包括根據經營租賃持有之土地的收購成本) 以直線法於租期內確認為開支。

本集團作為出租人*租賃的分類及計量*

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款將與相關資產所有權相關的絕大部分風險及報酬轉讓予承租人時，合約被分類為融資租賃。所有其他租賃被分類為經營租賃。

經營租賃的租金收入在相關租期內按直線法於損益中確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，及有關成本於租期內按直線法確認為開支，惟按公平值模式計量之投資物業除外。

來自本集團日常業務過程的利息及租金收入列為收入。

可退回租賃按金

已收取之可退還租金按金根據香港財務報告準則第9號入賬，並於初步確認時以公平值計量。初步確認時對公平值的調整被視為承租人的額外租賃付款。

租賃修訂

本集團自修訂生效之日起將經營租賃的變更作為新租賃入賬，並將與原始租賃有關的任何預付或應計租賃款項作為新租賃的租賃付款的一部分。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment including buildings are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes, (other than construction in progress and described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any cost directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Ownership interests in leasehold land and building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" (upon application of HKFRS 16) or "prepaid lease payments" (before application of HKFRS 16) in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備包括屬有形資產的持作生產或供應貨品或服務或行政用途之樓宇(不包括下文所述在建工程)，其按成本減後續累計折舊及後續累計減值虧損(如有)於綜合財務狀況表內列賬。

作生產、供應或行政用途之在建物業乃按成本減任何已確認之減值虧損列賬。成本包括直接歸因於將資產移至使其能夠以管理層預期的方式運作所必需的地點及狀況的任何成本，以及就合資格資產而言，根據本集團之會計政策資本化之借貸成本。當此等資產可作擬定用途時開始按與其他物業資產之相同基準計算折舊。

租賃土地及樓宇的所有權權益

當本集團支付包括租賃土地及樓宇元素的物業的所有權權益時，全部代價按初步確認時的相對公平值成比例分配在租賃土地及樓宇元素之間。

於相關付款能可靠分配的情況下，租賃土地中的利息於綜合財務狀況表以「使用權資產」(應用香港財務報告準則第16號後)或「預付租賃付款」(應用香港財務報告準則第16號前)列示，但在公平值模式下歸類和核算為投資性房地產的除外。當代價不能可靠地分配在非租賃建築元素及相關租賃土地的不可分割權益之間時，整個物業被分類為物業、廠房及設備。

該等資產(不包括在建工程)確認的折舊乃按成本減其剩餘價值在估計可使用年期按直線法撇銷。估計可使用年期、剩餘價值及折舊法會在各報告期末檢討，而任何估計變動之影響均按前瞻基準入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Ownership interests in leasehold land and building (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or 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.

Building under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided 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).

Investment properties

Investment properties are properties held to earn rentals or for capital appreciation. Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Effective 1 April 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

3. 主要會計政策(續)

物業、廠房及設備(續)

租賃土地及樓宇的所有權權益(續)

物業、廠房及設備項目在出售或預期繼續使用該資產不會帶來未來經濟利益時終止確認。出售或棄用物業、廠房及設備項目之任何盈虧按出售所得款項與資產賬面值之間的差額計算並於損益中確認。

用作未來業主自用之發展中樓宇

當樓宇正在發展作生產或行政用途，於興建期就預付租賃款項攤銷之撥備乃計入在建樓宇之部分成本。在建樓宇按成本減任何已識別減值虧損列賬。樓宇於可供使用(即其地點及狀況已可供其按符合管理層擬定的方式營運)時開始計算折舊。

投資物業

投資物業為持作賺取租金或資本增值之物業。投資物業包括未決定未來用途之土地，該等土地被視為持作資本增值用途。

自二零一九年四月一日起，投資物業還包括租賃物業，該等租賃物業在應用香港財務報告準則第16號時被確認為使用權資產，並由本集團根據經營租賃轉租。

投資物業按成本(包括任何直接應佔費用)初步計量。於初步確認後，投資物業按公平值計量，並進行調整以排除任何預付或應計經營租賃收入。

因投資物業之公平值變動而產生之盈虧於變動產生期間計入損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

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. Effective 1 April 2019, a leased property which is recognised as a right-of-use asset upon application of HKFRS 16 is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. 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 item is derecognised.

Transfer from investment property to owner-occupied property

An item of investment property becomes an owner-occupied property because its use has changed as evidenced by commencement of owner-occupation. When an investment property carried at fair value is transferred to owner-property, the property's deemed cost for subsequent accounting is measured at its fair value of the date of change in use. Furthermore, the property interests held under an operating lease that is transferred to property, plant and equipment continues to be accumulated for as if it were a finance lease.

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair values at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets 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. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

3. 主要會計政策(續)

投資物業(續)

投資物業乃於出售後或在投資物業永久不再使用且預期出售該物業不會生未來經濟利益時終止確認。自二零一九年四月一日起，倘本集團作為中間出租人將轉租分類為融資租賃，則在應用香港財務報告準則第16號時被確認為使用權資產的租賃物業終止確認。於終止確認該物業時產生的任何盈虧(以出售所得款項淨額與該資產的賬面值的差額計算)乃計入終止確認該項目的期間的損益。

由投資物業轉移至自用物業

投資物業項目因用途轉變並已證實開始作自用用途而變為一項自用物業。當按公平值列賬之投資物業轉撥至自用物業，就日後之會計處理而言，該物業權益視作成本按其於改變用途當日之公平值計量。此外，轉撥至物業、廠房及設備的根據經營租約持有的物業權益繼續作為融資租約累計。

無形資產

業務合併中所收購之無形資產

業務合併中所收購之無形資產與商譽分開確認，並按彼等於收購日期之公平值(有關公平值被視為彼等之成本)初步確認。

於初步確認後，有限定可用年期之無形資產乃按另行收購之無形資產之相同基準，按成本減累計攤銷及任何累計減值虧損匯報。有限定可用年期之無形資產按彼等之估計可使用年期以直線法計提攤銷。可使用年期不確定的業務合併中取得的無形資產，以成本減去後續累計減值虧損後的淨額列示。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Intangible assets acquired in a business combination (Continued)

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or 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.

Inventories

Inventories, including construction materials, gas appliances and gas for sales, liquefied petroleum gas (“LPG”), coke, consumables and spare parts, are stated at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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 of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

3. 主要會計政策 (續)

無形資產 (續)

業務合併中所收購之無形資產 (續)

於出售時或預期使用或出售不會帶來未來經濟效益時，方會終止確認無形資產。終止確認一項無形資產產生的盈虧乃按出售所得款項淨額與該資產的賬面值的差額計算，並於終止確認該資產時於損益中確認。

存貨

存貨(包括建築物料、銷售之燃氣器具及燃氣、液化石油氣、燃煤、消耗品及備件)乃按成本及可變現淨值兩者中之較低者列賬。存貨成本按加權平均法釐定。可變現淨值指存貨的估計銷售價格減一切估計完成成本及進行銷售所需的成本。

外幣

在編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)計價之交易按交易日期之通行匯率確認。在報告期末，以外幣計值之貨幣項目均按該日之通行匯率重新換算。按公平值列賬以外幣計值的非貨幣項目按釐定公平值當日通行匯率重新換算。按歷史成本計算以外幣計值的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目產生的匯兌差額會在其產生的期間在損益確認，惟日後用於生產的在建資產相關的外幣借貸匯兌差額則除外，如其被視為該等外幣借貸利息成本的調整，則列入該等資產的成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollar) using exchange rates prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributable to non-controlling interests as appropriate).

Exchange differences arising from the translation of the Company's functional currency, RMB, to the presentation currency, HK\$, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate) and will not be reclassified subsequently to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation before 1 January 2005 is treated as non-monetary foreign currency items of the acquirer and reported using the historical cost prevailing at the date of acquisition.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme ("MPF Scheme") and state-managed retirement benefits schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策(續)

外幣(續)

就編製綜合財務報表而言，本集團海外業務之資產及負債按各報告期末之通行匯率換算為本集團的呈報貨幣(即港元)。收入及開支則按期內之平均匯率換算，除非匯率在期內大幅波動，在該情況下，則使用交易日期的匯率。所產生之匯兌差額(如有)將於其他全面收入確認，並累計至權益內換算儲備項下(歸屬於非控股權益，倘適用)。

將本公司功能貨幣(人民幣)換算為列報貨幣(港元)而產生的匯兌差異乃於其他全面收入確認，並在匯兌儲備項下於股本內累積((倘適用)則列為非控股權益應佔)並不會於其後重新分類為損益。

於二零零五年一月一日前於收購海外業務所產生之已收購可識別資產商譽及公平值調整被視作收購方之非貨幣外幣項目，並於收購日期按當時的歷史成本呈報。

於二零零五年一月一日或之後收購海外業務所產生之已收購可識別資產商譽及公平值調整被視作該海外業務的資產及負債，並按各報告期末的匯率換算。產生之匯兌差額於其他全面收入確認。

退休福利成本

向強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃所作供款於僱員已提供服務而有權獲得供款時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Short-term and other long-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.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit (loss) before tax 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.

3. 主要會計政策(續)

短期和其他長期員工福利

短期員工福利是在員工提供服務時預期支付的福利的未貼現金額。所有短期員工福利均被確認為費用，除非另有香港財務報告準則要求或允許在資產成本中納入利益。

在扣除已支付的金額後，員工應計福利(如工資和薪酬、年假和病假)確認為負債。

就其他長期員工福利確認的負債，按本集團預計在截至報告日期就員工提供的服務預計未來現金流出的現值計量。由於服務成本、利息和重新計量產生的負債賬面價值變動於損益確認，除非另有香港財務報告準則要求或允許將其納入資產成本。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與除稅前溢利(虧損)不同，乃由於在其他年度應課稅或可扣稅收入或開支及從未課稅或扣稅之項目所致。本集團之即期稅項負債以報告期末前已制訂或實際制訂的稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases 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 deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of 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 difference arise from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in 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 the 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 the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策(續)

稅項(續)

遞延稅項乃按綜合財務報表中資產及負債賬面值及計算應課稅溢利所用相應稅基之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產在可能出現可利用該等暫時差額扣稅之應課稅溢利時通常會就所有可扣稅暫時差額確認。若於一項交易中，因業務合併以外原因而初步確認資產及負債所引致之暫時差額既不影響應課稅溢利、亦不影響會計溢利，則不會確認該等遞延資產及負債。此外，倘暫時差額自初步確認商譽產生，則不會確認遞延稅項負債。

遞延稅項負債乃就與附屬公司及聯營公司之投資及於合資公司之權益相關之應課稅暫時差額確認，惟本集團可控制暫時差額之撥回及暫時差額於可見未來將不會撥回則除外。因與該等投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅於有可能有足夠應課稅溢利可得益於使用暫時差額，且預期有關暫時差額於可見將來可以撥回時確認。

遞延稅項資產之賬面值於報告期末檢討，並以不再可能有足夠應課稅溢利恢復全部或部分資產價值為限作調減。

遞延稅項資產及負債按清償負債或變現資產期內預期應用的稅率計算，有關稅率按報告期末已頒佈或實際頒佈的稅率(及稅法)釐定。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策(續)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax 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 the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

稅項(續)

遞延稅項負債及資產的計量反映按照本集團預期於報告期末以可收回或結算其資產及負債賬面值的方式計算而得出的稅務結果。

就使用公平值模式計量投資物業之遞延稅項而言，有關物業之賬面值乃假設為可通過銷售全數收回，惟該假設被推翻則除外。當投資物業可予折舊及於業務模式(其目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)範圍內持有時，有關假設會被推翻。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅務減免應歸因於使用權資產還是租賃負債。

對於稅務減免歸因於租賃負債的租賃交易，本集團對整個租賃交易應用香港會計準則第12號「所得稅」的規定。與使用權資產及租賃負債有關的暫時差額以淨額評估。使用權資產折舊超過租賃負債本金部分的租賃付款，導致出現可扣減暫時差額淨額。

當有合法執行權利可將即期稅項資產與即期稅項負債抵銷，且與同一稅機關向同一應課稅實體徵收之所得稅有關，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益確認，惟倘與在其他全面收入或直接於權益確認的項目有關則除外，在該情況下，即期及遞延稅項亦分別於其他全面收入或直接於權益確認。倘即期稅項或遞延稅項產生自業務合併的初步會計處理，則稅項影響會計入該業務合併的會計處理內。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Borrowing costs

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

Effective 1 April 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. 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 market place.

3. 主要會計政策(續)

稅項(續)

在評估所得稅處理的任何不確定性時，本集團考慮相關稅務機關是否有可能會接受已使用或建議在個別集團實體所得稅備案中使用的不確定稅收處理。如果可能，當期和遞延稅項的確定與所得稅申報表中的稅務處理一致。倘有關稅務機關不太可能接受不確定的稅收待遇，則通過使用最可能的金額或預期值來反映每種不確定性的影響。

借貸成本

收購、興建或生產合資格資產(即必須經過長時間方可作擬定用途或可供銷售之資產)應佔的直接借貸成本會計入該等資產的成本，直至有關資產已實際上可作擬定用途或銷售時為止。

自二零一九年四月一日起，在相關資產準備用於其預期用途或出售後仍未償還的任何特定借款，均計入一般借貸池，以計算一般借貸的資本化比率。特定借貸在用作合資格資產開支前作暫時投資所賺取之投資收入乃從合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期間在損益確認。

金融工具

當集團實體成為工具合約條文的一方時，會確認金融資產及金融負債。所有以一般方式買賣之金融資產均按買賣日期基準確認及終止確認。一般方式買賣是指要求在市場上的法規或慣例規定的期限內交付資產的金融資產的買賣。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and 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 asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group’s ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 主要會計政策 (續)

金融工具 (續)

金融資產和金融負債在初步確認時以公平值計量，惟根據香港財務報告準則第15號進行初步計量的來自客戶合約的貿易應收賬款除外。於購置或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)之金融資產及金融負債除外)直接應佔的交易成本在初步確認時計入或扣自金融資產或金融負債(視何者適用而定)的公平值。購置按公平值計入損益之金融資產或金融負債的直接應佔交易成本即時在損益確認。

實際利率法為計算金融資產或金融負債攤銷成本及分配於有關期間利息收入及利息開支之方法。實際利率按金融資產或金融負債之預計年期或(倘適用)較短期間內於初步確認時準確貼現估計未來收取及支付的現金(包括構成實際利率不可或缺部分之一切已付或已收費用、交易成本及其他溢價或折讓)至其賬面淨值之利率。

於本集團日常業務過程中產生的利息開支呈列為收入。

金融資產

金融資產之分類及其後計量

滿足以下條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及其後計量 (續)

滿足以下條件的金融資產其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量：

- 以出售及收取合約現金流量及出售金融資產為目的而持有資產之業務模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產隨後按公平值計入損益計量，惟倘股本投資並非持作買賣亦並非香港財務報告準則第3號「業務合併」適用的業務合併中收購方所確認的或然代價，於金融資產首次應用香港財務報告準則第9號當日／首次確認日期，本集團可不可撤銷地選擇在其他全面收入中呈列該股本投資公平值的其後變動。

金融資產於下列情況下屬持作買賣：

- 其主要就短期內出售之目的而收購；或
- 初步確認時，其為本集團共同管理的已識別金融工具投資組合的一部分，並且近期具有短期獲利的實際模式；或
- 其為並非指定為有效對沖工具的衍生工具。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Financial instruments (Continued)****Financial assets (Continued)***Classification and subsequent measurement of financial assets (Continued)*

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

- (i) **Amortised cost and interest income**
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

- (ii) **Equity instruments designated as at FVTOCI**
Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

3. 主要會計政策 (續)**金融工具 (續)****金融資產 (續)***金融資產之分類及其後計量 (續)*

此外，本集團可不可撤銷地指定須按攤銷成本或按公平值計入其他全面收入計量的金融資產為按公平值計入損益計量，倘如此行事，則可消除或大幅減少會計錯配。

- (i) **攤銷成本及利息收入**
利息收入乃使用金融資產之實際利息法其後按攤銷成本計量。就已購買或發起的信貸減值金融資產以外的金融工具而言，利息收入乃透過向金融資產(其後信貸減值的金融資產除外)賬面值總額應用實際利率法計算得出(見下文)。就其後信貸減值的金融資產而言，利息收入乃透過向來自下一個報告期的金融資產攤銷成本應用實際利率法的確認。倘信貸減值金融工具的信貸風險有所改善，使致金融資產不再信貸減值，利息收入則透過向來自隨確定資產不再信貸減值後之報告期初的金融資產賬面值總額應用實際利率法確認。

- (ii) **指定按公平值計入其他全面收入之股本工具**
按公平值計入其他全面收入的本工具投資會其後連同來自於其他全面收入確認並於投資重估儲備累積之公平值變動收益或虧損按公平值計量；並且無須接受減值評估。出售股本投資時，累積收益或虧損將不會重新分類至損益，並且將轉撥至累計溢利。

除非來自股本工具投資之股息明確代表投資成本之收回部分，否則該等股息會於本集團收取股息的權利確立時於損益中確認。股息在損益中包含在「其他收入」項目中。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, deposits, other receivables, amounts due from non-controlling interests of subsidiaries, amounts due from associates and joint ventures, pledged bank deposits and bank balances and cash) and contract assets which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-months ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed individually with significant balances and collectively using a provision matrix for the remaining balances.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之分類及其後計量 (續)

(iii) 按公平值計入損益的金融資產並不符合按攤銷成本或按公平值計入其他全面收入或指定為按公平值計入其他全面收入計量的準則的金融資產乃按公平值計入損益計量。

於各報告期末按公平值計入損益的金融資產按公平值計量，而倘有任何公平值收益或虧損於損益確認。在損益中確認的淨損益包括該金融資產賺取的任何股息或利息，計入「其他收益及虧損」項下。

金融資產之減值

本集團根據預期信貸虧損（「預期信貸虧損」）模型對金融資產（包括貿易應收賬項、按金、其他應收賬項、應收附屬公司非控股權益款項、應收聯營公司及合資公司款項、已抵押銀行存款及銀行結餘及現金）進行減值評估，可根據香港財務報告準則第9號予以減值。預期信貸虧損的金額於各報告日期更新，以反映自初步確認後信貸風險的變化。

存續期間預期信貸虧損指相關工具的預期年期內所有可能的違約事件將導致之預期信貸虧損。反之，12個月預期信貸虧損（「12個月預期信貸虧損」）指預期於報告日期後12個月內可能發生的違約事件導致之存續期間預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團通常就貿易應收賬項及合約資產確認存續期間預期信貸虧損。該等資產之預期信貸虧損是分開評估的，並且有龐大餘額，並且使用餘下結餘撥備矩陣進行集體評估。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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(續)

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初步確認後信貸風險顯著增加，本集團確認存續期間預期信貸虧損。是否應確認存續期間預期信貸虧損的評估乃基於自初步確認以來發生違約之可能性或風險的顯著增加。

(i) 信貸風險顯著增加

評估信貸風險自初步確認以來是否顯著增加時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初步確認日期發生違約的風險。作出評估時，本集團會考慮合理及具支持性的定量及定性資料，包括歷史經驗及可以合理成本及精力獲取的前瞻性資料。

具體而言，評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信貸息差、債務人的信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人償還債項的能力顯著下降。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

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(續)

(i) 信貸風險顯著增加(續)

不論上述評估結果如何，本集團均假設合約付款逾期超過30日的信貸風險自初步確認以來顯著上升，除非本集團有合理及具支持性的資料說明其他情況。

本集團定期監察用以識別信貸風險是否顯著增加之準則的有效性，並酌情對其進行修訂，以確保該準則能夠在金額逾期前，確定信貸風險的顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，當內部或從外來資訊得知債務人不大可能全額(不考慮本集團持有的任何抵押)支付其債權人(包括本集團)時，本集團認為違約事件會發生。

不管上述情況如何，本集團將逾期超過90日的金融資產視為出現違約，除非本集團有合理及具支持性的資料說明更為滯後的違約標準更適用。

(iii) 金融資產信貸減值

當發生對金融資產的估計未來現金流量產生不利影響的一宗或多宗違約事件時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，例如違約或逾期事件；

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- (iii) Credit-impaired financial assets (Continued)
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (iv) Write-off policy
- The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.
- (v) Measurement and recognition of ECL
- The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

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 (續)

- (iii) 金融資產信貸減值 (續)
- (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
- (d) 借款人有可能面臨破產或其他財務重組；或
- (e) 由於財務困難，該金融資產的活躍市場消失。
- (iv) 撇銷政策
- 在有資料顯示對手方陷入嚴重財務困難，且無實際收回金融資產可能之時，例如對手方清盤或已進入破產程序，本集團會撇銷金融資產。在考慮法律意見（如適用）後，已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成終止確認事件。任何其後收回的金額會在損益確認。
- (v) 預期信貸虧損之計量及確認
- 預期信貸虧損之計量為違約概率、違約虧損（即違約時虧損幅度）及違約時風險敞口之函數。違約概率及違約虧損乃根據經前瞻性資料調整之過往數據評估。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據權數的相應違約風險而確定。

合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額（按初步確認時釐定之實際利率貼現）。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)
Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated profits.

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(續)

(v) 預期信貸虧損之計量及確認(續)
若預期信貸虧損是按整體基準計算或若個別工具級別的證據尚未能提供時配合情況而定，金融工具能根據以下基礎而歸類：

- 金融工具的性質；
- 已逾期狀況；
- 債務人的性質及行業；及
- 外部信貸評級(倘適用)。

管理層定期檢討分組方法，確保各組別的組成項目仍然具有相似的信貸風險特徵。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產之攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收賬項及合約資產透過虧損撥備賬確認相應調整除外。

終止確認金融資產

只有當從資產收取現金流量的合約權利到期，本集團才會終止確認金融資產。

終止確認按攤銷成本計量的金融資產時，該資產之賬面值與已收代價及應收賬款總和之差額於損益中確認。

於終止確認本集團已選擇初步確認按公平值計入其他全面收入計量之股本工具投資時，先前於投資重估儲備中累計的收益及虧損並不會重新分類至損益，而是轉移至累計溢利。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments 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 Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具

分類為債務或權益

債務和股本工具根據所訂立的合約安排的實質內容以及金融負債和股本工具的定義而歸類為金融負債或股本。

股本工具

股本工具指能證明擁有實體資產在減除其所有負債後的剩餘權益的任何合約。本集團發行之股本工具按已收取的所得款項(扣除直接發行成本)確認。

購回本公司自身股本工具於權益中直接確認及扣除。概無購買、銷售、發行或註銷本公司自身的股本工具的任何盈虧於損益內確認。

金融負債

所有負債其後均採用實際利率法或按公平值計入損益以攤銷成本計量。

按公平值計入損益之金融負債

當金融負債為(i)香港財務報告準則第3號適用業務合併內收購方的或然代價，(ii)持作買賣或(iii)指定為按公平值計入損益，則金融負債分類為按公平值計入損益。

倘符合下列條件，則金融負債為持作買賣：

- 其乃主要以於短期內購回為目的而購入；或
- 於初步確認時，其為本集團共同管理的已識別金融工具投資組合的一部分，並且近期具有短期獲利的實際模式；或
- 其為衍生工具，惟衍生工具為金融擔保合約或指定有效的對沖工具除外。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amounts due to associates and joint ventures, amounts due to a non-controlling interests of subsidiaries and bank and other borrowings, are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognised financial liabilities when, and only when, the Group's obligation are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

按公平值計入損益之金融負債(續)
倘符合下列條件，除為交易而持有的金融負債或業務合併中收購方的或然代價外的金融負債於初步確認時可指定為按公平值計入損益：

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性；或
- 該金融負債構成一組金融資產或金融負債或金融資產或兩者之一部份，而根據本集團制定的風險管理或投資策略，該金融負債乃以公平值為基準進行管理及評估績效，且有關分組之資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合約之一部份，而香港財務報告準則第9號允許將整個組合合約指定為按公平值計入損益。

對於指定為按公平值計入損益的金融負債，由於該負債信貸風險的變化而引起的金融負債公平值的變動額於其他全面收入中確認，除非於其他全面收入中確認該負債信貸風險變化的影響會造成或擴大損益的會計錯配。

按攤銷成本計量之金融負債

金融負債包括貿易應付賬項及其他應付賬項、應付聯營公司及合資公司款項、應付附屬公司非控股權益款項以及銀行及其他借貸，乃其後運用實際利率法以攤銷成本計量。

終止確認金融負債

本集團僅會有在其義務獲解除、取消或終止時，方會終止確認金融負債。終止確認的金融負債的賬面值與已及應付代價之間的差額會在損益確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Financial instruments (Continued)****Derivative financial instrument**

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately, unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of HKFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Equity settled share-based payment transactions**Share options granted to employees**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 38 to the Group's consolidation financial statements.

3. 主要會計政策(續)**金融工具(續)****衍生金融工具**

衍生工具初始以衍生工具合約簽訂日的公平值確認，其後則以報告期末的公平值重新計量。所產生的收益或虧損將即時於損益內確認，除非衍生工具被指定為有效的對沖工具，在這種情況下，損益確認的時間取決於對沖關係的性質。

嵌入衍生工具

包含香港財務報告準則第9號界定範圍內的金融資產主合約的混合合約中的嵌入衍生工具不單獨核算。整個混合合約按整體進行分類，且其後按攤銷成本或按公平值(視情況而定)整體進行計量。

倘嵌入式非衍生主合約中衍生工具(並非香港財務報告準則第9號界定範圍內的金融資產)符合衍生工具的定義、其風險及特徵與主合約的風險及特徵並無密切關係，且主合約並非透過損益按公平值計量時，則該等衍生工具視為獨立衍生工具。

一般而言，單一工具中獨立於主合約的多個嵌入衍生工具被視為單一複合嵌入衍生工具，除非該等衍生工具面臨不同風險及未能隨時分開，且彼等各自相互獨立。

股本結算以股份為基礎的開支交易**授予僱員之購股權**

向僱員及其他提供類似服務的人士作出股本結算以股份為基礎的開支乃按股本工具於授出日期之公平值計量。有關釐定股本結算以股份為基礎的開支之交易之公平值的詳情載於本集團綜合財務報表附註38。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity settled share-based payment transactions (Continued)

Share options granted to employees (Continued)

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (employee share-based compensation reserve). Market conditions are taken into account when estimating the fair value of the equity instruments granted. Vesting conditions other than market conditions are not taken into account when estimating the fair value of the shares or share options at the measurement date. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on an assessment of all relevant non-market vesting conditions. 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 the equity settled employee share-based compensation reserve.

For market conditions, the Group recognised share-based payment expense from employees who satisfy all other vesting conditions, irrespective of whether the market conditions is satisfied.

When share options are exercised, the amount previously recognised in employee 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 employee share-based compensation reserve will be transferred to accumulated profits.

Government grants

Government grants are not recognised 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 are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

3. 主要會計政策(續)

股本結算以股份為基礎的開支交易(續)

授予僱員之購股權(續)

於股本結算以股份為基礎的開支之授出日期釐定之公平值於歸屬期間按直線法基於本集團估計最終歸屬之股本工具支銷，而權益(僱員股份報酬儲備)亦會相應增加。於估計所授股本工具的公平值時會考慮市場狀況。於估計股份或購股權於計量日期的公平值時，除市場狀況外的歸屬條件不會加以考慮。於各報告期末，基於本集團評估非市場歸屬條件修訂其預期歸屬之股本工具之估計數目。修訂原估計之影響(如有)於損益中確認，從而使累計開支反映經修訂估計，而股本結算以股份為基礎之僱員福利儲備亦會作出相應調整。

就市場狀況而言，本集團確認來自達成所有其他歸屬條件的僱員之以股份為基礎的開支之費用，而不論市場狀況是否達成。

當購股權獲行使時，先前於僱員以股份為基礎報酬儲備確認之款額將轉撥至股份溢價賬。當購股權於歸屬日期後被沒收或於到期日仍未行使，先前於僱員股份報酬儲備確認之款額將轉撥至累計溢利。

政府補助金

政府補助金在可合理保證本集團將遵守彼等所附帶之條件並獲得有關補助金前不作確認。

政府補助金乃就本集團確認的有關開支(預期補助金可予抵銷成本開支)期間按系統化的基準於損益中確認。具體而言，主要條件為本集團須購買、興建或以其他方法獲得非流動資產的政府補助金於綜合財務狀況表作為有關資產賬面值的扣減確認，並於有關資產的可使用年內有系統及合理地撥入損益。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Government grants (Continued)**

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.

Impairment on property, plant and equipment, right-of-use assets, 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 property, plant and equipment, right-of-use assets and intangible assets with finite useful life 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.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策 (續)**政府補助金 (續)**

政府補助金是作為支出或已發生的虧損補償或以給予本集團即時財務支援為目的而應收，且並無未來相關成本，並在其成為應收的期間內於損益確認。

物業、廠房及設備、使用權資產、無形資產(商譽除外)之減值(見上文有關商譽之會計政策)

於報告期末，本集團會審閱具有有限可使用年期之物業、廠房及設備、使用權資產及無形資產之賬面值，以釐定是否有資產出現減值虧損之跡象。倘出現任何有關跡象，將估計資產的可收回金額以釐定減值虧損(如有)的程度。

物業、廠房及設備、使用權資產及無形資產的可收回金額為個別估計。當無法個別估計可收回金額時，本集團估計資產所屬之現金產生單位之可收回金額。

此外，本集團評估是否有跡象表明公司資產可能出現減值。如存在此等跡象，則在可以確定合理及一致的分配基準時，公司資產亦被分配至個別現金產生單位，或於其他情況下彼等則被分配至現金產生單位的最小組合，而該現金產生單位的合理及一致分配基準為可予識別。

可收回金額為減除銷售成本後之公平值與使用價值兩者之較高者。在評估使用價值時，估計未來現金流量乃使用除稅前貼現率貼現至其現值，該貼現率能反映當前市場所評估之貨幣時間值及資產(或現金產生單位)特定風險(就此而言，未來現金流量估計尚未作出調整)。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on property, plant and equipment, right-of-use assets, intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. 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 or the group of cash-generating units. 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 or the group of cash-generating units. 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 or a group of cash-generating units) 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 or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised as income immediately.

3. 主要會計政策(續)

物業、廠房及設備、使用權資產、無形資產(商譽除外)之減值(見上文有關商譽之會計政策)(續)

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值,則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的公司資產或一部分公司資產而言,本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值)與現金產生單位組別的可收回款項作比較。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按比例根據該單位各資產的賬面值或現金產生單位組別分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可計量)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損會即時於損益中確認。

倘減值虧損其後撥回,則資產之賬面值(或現金產生單位或現金產生單位組別)調升至其可收回金額之經修訂估計值,惟該增加之賬面值不可超過倘該資產(或現金產生單位或現金產生單位組別)於過往年度並無減值虧損時釐定之賬面值。減值虧損之撥回即時確認為收入。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make 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 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.

Revenue recognition of gas connection and engineering design and construction contract

Construction income from gas connection and engineering design and construction contracts is measured based on the input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. Accordingly, any changes to the estimated total contract cost may have material impact on the contract revenue recognised in each accounting period over the contract term, 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. Management of the Group is required to exercise significant judgements in the assessment of the satisfaction of that performance obligation, budgeted costs to complete, and the ability to deliver contracts within forecast timescales as at the end of the reporting period for gas connection and engineering design and construction income.

4. 估計不明朗因素之主要來源

本公司董事於應用附註3所載本集團的會計政策時，須就未能即時明顯從其他來源得知的資產及負債賬面值作出估計及假設。有關估計及相關假設乃根據以往經驗及被視為相關的其他因素作出。實際結果或會有別於該等估計。

估計及相關假設將持續進行審閱。倘會計估計的修訂僅影響該期間，修訂將於修訂估計的期間確認；或倘修訂同時影響現時及未來期間，則於修訂及未來期間確認。

燃氣接駁以及工程設計及施工合約之收入確認

來自燃氣接駁以及工程設計及施工合約之工程收入乃根據投入法計量，即按本集團為達成履約責任所作付出或投入（相對於預期為達成履約責任的總投入）確認收入。因此，估計總合約成本之任何變動均可能對合約期內各個會計期間所確認之合約收入構成重大影響，包括根據本集團及非控制性權益的比例將本集團與非控制性權益相關儲備重新歸屬。本集團管理層須就燃氣接駁以及工程設計及施工的收入，於評估報告期末履約情況、竣工預算成本以及於預測時限內交付合約的能力時運用重大判斷。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount which is the higher of fair value less costs to sell and value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. When the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2020, the carrying amount of goodwill was HK\$3,041,977,000 (2019: HK\$3,130,110,000), whereas impairment loss recognised during the year ended 31 March 2020 is HK\$62,866,000 (2019: HK\$68,857,000). Details of the recoverable amount calculation disclosed in note 23.

Depreciation of property, plant and equipment

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

Deferred taxation

As at 31 March 2020, the Group has unused tax losses of HK\$8,733,821,000 (2019: HK\$7,074,430,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$194,820,000 (2019: HK\$200,464,000) of the tax losses. No deferred tax asset in relation to these unused tax losses approximately to HK\$8,539,001,000 (2019: HK\$6,873,966,000) has been recognised in the consolidated statement of financial position. In cases where there are future profits generated to utilise the tax losses, a material deferred tax assets may arise, which would be recognised in the consolidated statement of profit or loss and other comprehensive income for the period in which the estimated future profits are expected.

4. 估計不明朗因素之主要來源 (續)

商譽減值

釐定商譽是否出現減值須估計獲分配商譽之現金產生單位之公平值減銷售成本及使用價值中較高者之可收回金額。計算使用價值時，本集團須估計現金產生單位預期未來產生之現金流量，以及選擇合適之貼現率以計算現值。當實際未來現金流量少於預期時，則可能會產生重大減值虧損。於二零二零年三月三十一日，商譽之賬面值為3,041,977,000港元(二零一九年：3,130,110,000港元)；截至二零二零年三月三十一日止年度確認減值虧損62,866,000港元(二零一九年：68,857,000港元)。計算可收回金額之詳情披露於附註23。

物業、廠房及設備之折舊

物業、廠房及設備之折舊乃於其估計可使用年期內按直線法基準折舊，並經計及估計剩餘價值。本集團會按年評估物業、廠房及設備之剩餘價值及可用年期，而倘預期有別於原有估計，則與原有估計之有關差異將對估計變更之年內之折舊費用構成影響。

遞延稅項

於二零二零年三月三十一日，本集團可供對銷未來溢利之未使用稅項虧損為8,733,821,000港元(二零一九年：7,074,430,000港元)。已就194,820,000港元(二零一九年：200,464,000港元)之稅項虧損確認遞延稅項資產。本集團並無於綜合財務狀況表內確認關於該等未使用稅項虧損約8,539,001,000港元(二零一九年：6,873,966,000港元)之遞延稅項資產。倘日後產生溢利以使用稅項虧損，則可能引致重大遞延稅項資產，而該等遞延稅項資產將於預計收取估計未來溢利之期間內在綜合損益及其他全面收入報表確認。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment assessment of financial assets and measurement of unquoted equity investments under HKFRS 9

Under HKFRS 9, measurement of unquoted equity investments is subject to fair value measurement and impairment assessment of financial assets is subject to the ECL model. The Group has policies for allowance of bad and doubtful debts which are based on the evaluation of collectability and age analysis of trade receivables and on the management's judgment including the current creditworthiness and the past collection history of each customer. At every reporting date, the potential in credit risk, the historical observed default rates are reassessed and changes in the forward-looking information are considered. These assessments and measurements are sensitive to changes in estimates. Details are disclosed in note 42.

5. RESTATEMENTS

During the year ended 31 March 2019, the Group acquired businesses through purchase of subsidiaries of which the fair values of the identifiable assets, liabilities and contingent liabilities acquired were determined provisionally. During the year ended 31 March 2020, the Group made certain fair value adjustments, with reference to the valuation reports, to the carrying amounts of the identifiable assets and liabilities of the subsidiaries acquired as a result of completing the initial accounting. The adjustments to the fair values at the acquisition date of the identifiable assets, liabilities and contingent liabilities were made as if initial accounting had been completed on the acquisition date.

4. 估計不明朗因素之主要來源 (續)

香港財務報告準則第9號項下之金融資產減值及無報價股本投資計量

根據香港財務報告準則第9號，無報價股本投資乃按公平值計量，而財務資產之減值評估乃根據預期信貸虧損模式進行。本集團之呆壞賬撥備政策乃根據追回貿易應收款項機率之評估及賬項之賬齡分析，並根據管理層對包括每名客戶現時之信譽及收款往績之判斷。客戶的潛在信貸風險及過往拖欠還款率將於每個報告日重新評估，並將前瞻性資料的變動納入考慮。過往該等評估及計量均易受估計變動之影響。詳情披露於附註42。

5. 重列

截至二零一九年三月三十一日止年度，本集團透過收購附屬公司收購業務，其中所收購之可識別資產、負債及或然負債之公平值乃暫時釐定。於截至二零二零年三月三十一日止年度，由於完成初步會計處理，本集團經參考估值報告後對所收購附屬公司之可識別資產及負債之賬面值進行對若干公平值調整。於收購可識別資產、負債及或然負債當日對公平值進行調整，猶如初步會計處理已於收購日期完成。

5. RESTATEMENTS (Continued)

The cumulative effects of the above restatements on the consolidated statement of financial position as at 31 March 2019 are summarised below:

5. 重列(續)

上述重列對於二零一九年三月三十一日之綜合財務狀況表的累積影響概述如下：

		As at 31 March 2019	Subsequent fair value adjustments on acquisition of businesses through purchase of subsidiaries (note 40)	As at 31 March 2019
		於 二零一九年 三月三十一日 HK\$'000 千港元 (originally stated) (原列)	透過收購附屬 公司收購業務 之其後 公平值調整 (附註40) HK\$'000 千港元	於 二零一九年 三月三十一日 HK\$'000 千港元 (restated) (重列)
Goodwill	商譽	3,148,019	(17,909)	3,130,110
Other intangible assets	其他無形資產	3,594,288	37,452	3,631,740
Deferred tax liabilities	遞延稅項負債	(961,697)	(9,363)	(971,060)
Other assets and liabilities	其他資產及負債	35,001,798	—	35,001,798
Net assets	淨資產	40,782,408	10,180	40,792,588
Non-controlling interests	非控股權益	5,461,357	10,180	5,471,537
Other reserves items	其他儲備項目	35,321,051	—	35,321,051
		40,782,408	10,180	40,792,588

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

6. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue mainly represents the net amounts received and receivable for sales of piped gas, gas connection, engineering design and construction, sales of LPG and value-added services by the Group for the year.

(i) Disaggregation of revenue from contracts with customers

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Types of goods or service	產品或服務類型		
Sales of piped gas	管道天然氣銷售	27,053,131	27,105,713
Gas connection and engineering design and construction	燃氣接駁以及工程設計及施工	13,686,958	12,460,168
Sales of LPG	液化石油氣銷售	13,774,300	15,917,100
Value-added services	增值服務	5,025,292	3,903,081
Total	總計	59,539,681	59,386,062
Timing of revenue recognition	收入確認之時間		
A point in time	某一時間點	45,852,723	46,925,894
Overtime	一段時間	13,686,958	12,460,168
Total	總計	59,539,681	59,386,062

All the revenue from contracts with customers are derived from the PRC.

所有客戶合約收入均來自中國。

6. 收入及分部資料

收入

收入主要指年內本集團銷售管道天然氣、燃氣接駁、工程設計及施工、液化石油氣銷售及增值服務業務已收及應收款項淨額。

(i) 客戶合約收入分析

6. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(ii) Performance obligations for contracts with customers

The Group recognises revenue from the following major sources:

(a) Sales of goods

For the sales of piped gas and LPG, the Group would require advance payment before the usage of the natural gas and LPG for certain customers, any shortage against the periodically actual charge for the actual usage of natural gas and LPG will be billed by the Group accordingly. The Group allows an average credit period of 30 to 90 days to its customers for the invoices issued. These customers are required to top up the advance payment for future usage of natural gas and LPG to be supplied by the Group.

The Group requires advance payment before the usage of the natural gas through prepaid card for certain household users. The charge of the actual usage of natural gas will be deducted directly to the balance of the prepaid card. These customers can only consume the natural gas up to the balance of the prepaid card.

For the sales of gas appliances under “value-added services”, a receivable is recognised by the Group when the goods are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The Group allows an average credit period of 30 to 180 days to its customers for the invoices issued.

6. 收入及分部資料(續)

收入(續)

(ii) 客戶合約履約責任

本集團確認來自以下主要來源之收入：

(a) 銷售產品

就銷售管道天然氣及液化石油氣而言，本集團於若干客戶使用天然氣及液化石油氣前要求預付款項，而本集團將按照實際使用天然氣及液化石油氣收取任何不足的定期實際收費款項。本集團向其客戶就已發出發票批出平均30日至90日信貸期。該等客戶需要就未來天然氣及液化石油氣之使用支付預付款項以確保本集團的燃氣供應。

本集團要求於就若干家居使用者於使用天然氣前通過預付卡預付款項。實際使用天然氣的費用將直接於預付卡結餘中扣減。此等客戶可消耗的天然氣費用相等於其預付卡結餘。

就銷售「增值服務」項目下的燃氣器具而言，本集團於產品交付至客戶時確認應收賬款，原因為收取代價之權利於這時間點成為無條件，僅須待時間過去便可收取付款。本集團向其客戶就已發出發票批出平均30日至180日信貸期。

6. REVENUE AND SEGMENT INFORMATION

(Continued)

Revenue (Continued)**(ii) Performance obligations for contracts with customers (Continued)****(b) Gas connection and engineering design and construction**

The Group provides gas connection services under gas pipeline construction contracts with its customers. Such contracts are entered into before construction of the gas pipeline begins. The Group centralises its engineering design and construction functions by setting up certain subsidiaries to carry out those functions (“Centralised EDC Subsidiaries”). Certain construction and design work under those construction contracts with the Group’s customers are performed by the Centralised EDC Subsidiaries on behalf of the group companies, while the Centralised EDC Subsidiaries would also perform the construction work for the Group’s joint ventures and associates for their gas connection contracts with their own customers under separate construction contracts with the Group. The Group’s performance creates and enhances an asset that the customer controls as the Group performs. Revenue from construction of gas pipeline is recognised over time on an input method, i.e. based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. The directors of the Company consider that this input method is an appropriate measure of the progress towards complete satisfaction of these performance obligations under HKFRS 15.

6. 收入及分部資料(續)**收入(續)****(ii) 客戶合約履約責任(續)****(b) 燃氣接駁及工程設計及施工**

本集團根據燃氣管道建設合約向客戶提供燃氣接駁服務。該等合約均於燃氣管道建設服務開始前簽訂。本集團設立若干負責工程設計及施工職能的附屬公司（「集中式工程設計及施工附屬公司」），集中其工程設計及施工職能。集中式工程設計及施工附屬公司代表集團公司與本集團客戶訂立的工程合約進行若干建設及設計工程，同時亦會根據與本集團另行訂立的工程合約，就本集團合資公司及聯營公司與其各自客戶訂立的燃氣接駁合約進行建設工程。本集團的履約創建及提升客戶於本集團履約時控制的資產。來自燃氣管道建設的收入採用投入法按時間確認，即根據迄今為止所完成的工作所產生的合約成本相對於估計的合約總成本的比例。本公司董事認為，此投入法乃根據香港財務報告準則第15號對完全符合該等履約責任的進度作出適當衡量。

6. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(ii) Performance obligations for contracts with customers (Continued)

(b) Gas connection and engineering design and construction (Continued)

The Group requires certain customers to provide upfront deposits before the commencement of the construction which will give rise to contract liabilities until the revenue recognised on the relevant contracts exceed the amount of the deposits. The Group is entitled to invoice customers for gas pipeline construction services upon completion of construction works. The Group recognises contract asset for any work performed in excess of payment from customer for the same contract. Any amount previously recognised as a contract asset is reclassified to trade receivables upon completion of construction works. The Group allows an average credit period of 30 to 180 days to its customers upon completion of the construction works.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All the contracts for sales of piped gas, LPG and other goods and gas pipeline construction are for original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. 收入及分部資料(續)

收入(續)

(ii) 客戶合約履約責任(續)

(b) 燃氣接駁及工程設計及施工(續)

本集團於施工前要求若干客戶提供預付存款，其將導致合約負債增加，直至於相關合約確認的收入超出存款金額。本集團有權於工程完成時就燃氣管道建設服務向客戶發出發票。本集團會就超出相同合約的客戶款項的任何已進行工作確認合約資產。工程完成後，先前已確認為合約資產的任何金額將重新分類為貿易應收賬項。工程完成後，本集團向其客戶批出平均30日至180日信貸期。

(iii) 就與客戶的合約分配至餘下履約責任的交易價

所有管道燃氣、液化石油氣及其他貨品銷售及燃氣管道建設合約的原定預期期限為一年或以內。誠如香港財務報告準則第15號所允許，並未披露分配至該等未達成合約的交易價格。

6. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment Information

Information reported to the Group's chief operating decision maker ("CODM"), being the managing director of the Group, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services rendered which is also consistent with the basis of organisation of the Group.

The CODM reviews the results of Zhongyu Gas Holdings Limited ("Zhongyu Gas"), an associate of the Group, being accounted for under equity accounting separately and thus Zhongyu Gas is presented as a single operating and reportable segment.

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

- (i) Sales of piped gas;
- (ii) Gas connection;
- (iii) Engineering design and construction;
- (iv) Sales of LPG;
- (v) Value-added services; and
- (vi) Zhongyu Gas

Information regarding the above segments is presented below.

6. 收入及分部資料(續)

分部資料

向本集團主要營運決策者(「主要營運決策者」)(即本集團董事總經理)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。

主要營運決策者單獨審閱依據權益會計法計算本集團應佔聯營公司中裕燃氣控股有限公司(「中裕燃氣」)之業績，因此中裕燃氣呈列為單一經營及可呈報分部。

根據香港財務報告準則第8號，本集團之可呈報及經營分部如下：

- (i) 管道天然氣銷售；
- (ii) 燃氣接駁；
- (iii) 工程設計及施工；
- (iv) 液化石油氣銷售；
- (v) 增值服務；及
- (vi) 中裕燃氣

有關上述分部之資料於下文呈列。

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Segment revenues and results

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

For the year ended 31 March 2020

		Sales of piped gas 管道 天然氣銷售 HK\$'000 千港元	Gas connection 燃氣接駁 HK\$'000 千港元	Engineering design and construction 工程設計 及施工 HK\$'000 千港元	Sales of LPG 液化 石油氣銷售 HK\$'000 千港元	Value-added services 增值服務 HK\$'000 千港元	Zhongyu Gas 中裕燃氣 HK\$'000 千港元	Segment total 分部總額 HK\$'000 千港元
Total segment revenue	分部收入總額	27,053,131	12,319,583	12,410,770	13,774,300	5,025,292	—	70,583,076
Inter-segment revenue	分部間收入	—	—	(11,043,395)	—	—	—	(11,043,395)
External segment revenue	來自外界客戶之分部收入	27,053,131	12,319,583	1,367,375	13,774,300	5,025,292	—	59,539,681
Segment profit	分部溢利	3,370,915	2,767,468	4,443,530	208,937	1,594,333	177,190	12,562,373
Change in fair value of investment properties	投資物業之公平值變動							(17,087)
Interest and other gains	利息及其他收益							100,335
Unallocated corporate expenses	未分配公司開支							(379,168)
Finance costs	財務費用							(339,882)
Exchange loss on translation of foreign currency monetary items into functional currency	換算外幣貨幣項目為功能貨幣之匯兌虧損							(43,500)
Loss on disposal and remeasurement of associates	出售及重新計量聯營公司之虧損							(10,532)
Gain on partial disposal of investment in an associate	出售聯營公司部分股份之收益							19,057
Gain on acquisition of subsidiaries	收購附屬公司之收益							97,533
Impairment loss on goodwill	商譽減值虧損							(62,866)
Share of results of associates	應佔聯營公司之業績							227,994
Share of results of joint ventures	應佔合資公司之業績							570,798
Profit before taxation	除稅前溢利							12,725,055

6. 收入及分部資料(續)

分部資料(續)

分部收入及業績

本集團按營運及可呈報分部劃分之收入及業績分析如下：

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Segment revenues and results (Continued)

For the year ended 31 March 2019

		Sales of piped gas 管道 天然氣銷售 HK\$'000 千港元	Gas connection 燃氣接駁 HK\$'000 千港元	Engineering design and construction 工程設計 及施工 HK\$'000 千港元	Sales of LPG 液化 石油氣銷售 HK\$'000 千港元	Value-added services 增值服務 HK\$'000 千港元	Zhongyu Gas 中裕燃氣 HK\$'000 千港元	Segment total 分部總額 HK\$'000 千港元
Total segment revenue	分部收入總額	27,105,713	11,179,302	12,789,396	15,917,100	3,903,081	—	70,894,592
Inter-segment revenue	分部間收入	—	—	(11,508,530)	—	—	—	(11,508,530)
External segment revenue	來自外界客戶之分部收入	27,105,713	11,179,302	1,280,866	15,917,100	3,903,081	—	59,386,062
Segment profit	分部溢利	2,980,679	3,442,093	2,104,120	123,515	1,144,539	259,536	10,054,482
Change in fair value of investment properties	投資物業之公平值變動							1,281
Interest and other gains	利息及其他收益							58,151
Unallocated corporate expenses	未分配公司開支							(435,880)
Finance costs	財務費用							(326,708)
Exchange loss on translation of foreign currency monetary items into functional currency	換算外幣貨幣項目為功能貨幣之匯兌虧損							(150,334)
Gain on disposal and remeasurement of associates	出售及重新計量聯營公司之收益							341,131
Gain on partial disposal of investment in an associate	出售聯營公司部分股份之收益							350,804
Gain on acquisition of a subsidiary	收購附屬公司之收益							30,018
Impairment loss on goodwill	商譽減值虧損							(68,857)
Share-based payments	以股份為基礎的開支							(63,137)
Share of results of associates	應佔聯營公司之業績							260,039
Share of results of joint ventures	應佔合資公司之業績							1,132,056
Profit before taxation	除稅前溢利							11,183,046

6. 收入及分部資料(續)

分部資料(續)

分部收入及業績(續)

截至二零一九年三月三十一日止年度

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Segment revenues and results (Continued)

Inter-segment revenue are charged at prevailing market rates.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Except for segment profit of Zhongyu Gas, segment profit for remaining reportable segments represents the profit earned by each segment without allocation of interest and other gains, head office administration costs, change in fair value of investment properties, impairment loss on goodwill, gain on partial disposal of investment in an associate, (loss) gain on disposal and remeasurement of associates, gain on acquisition of subsidiaries, share-based payments, share of results of associates, share of results of joint ventures, exchange loss on translation of foreign currency monetary items into functional currency and certain finance costs. The segment profit of Zhongyu Gas represents share of results of Zhongyu Gas. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

6. 收入及分部資料(續)

分部資料(續)

分部收入及業績(續)

分部間收入按當時市場價扣除。

營運分部的會計政策與附註3所述的本集團會計政策相同。除中裕燃氣之分部溢利外，餘下呈報分部的分部溢利指各分部所賺取的利潤，而並無計及利息及其他收益分配、總部行政成本、投資物業公平值變動、商譽減值虧損、出售聯營公司部份股份之收益、出售及重新計量聯營公司之(虧損)收益、收購附屬公司之收益、以股份為基礎的開支、應佔聯營公司業績、應佔合資公司業績、換算外幣貨幣項目為功能貨幣之匯兌虧損及部份財務費用。中裕燃氣分部溢利指應佔中裕燃氣業績。此乃就資源分配及表現評估而言向主要營運決策者匯報的計量方法。

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6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Segment assets and liabilities

The following is an analysis of the Group's segment assets and segment liabilities that are regularly reviewed by the CODM:

At 31 March 2020

	Sales of piped gas 管道 天然氣銷售 HK\$'000 千港元	Gas connection 燃氣接駁 HK\$'000 千港元	Engineering design and construction 工程設計 及施工 HK\$'000 千港元	Sales of LPG 液化 石油氣銷售 HK\$'000 千港元	Value- added services 增值服務 HK\$'000 千港元	Zhongyu Gas 中裕燃氣 HK\$'000 千港元	Segment total 分部總額 HK\$'000 千港元
Assets	資產						
Segment assets	60,395,750	15,540,774	1,038,190	3,667,287	124,066	1,942,610	82,708,677
Investment properties							523,525
Property, plant and equipment (for corporate)							43,490
Right-of-use assets (for corporate)							30,526
Investments in associates							5,120,789
Investments in joint ventures							7,814,552
Amounts due from associates							467,532
Amounts due from joint ventures							5,491,212
Derivative financial instrument							3,539
Equity instruments at fair value through other comprehensive income							787,605
Deferred tax assets							259,633
Held-for-trading investments							1,003
Other receivables (for corporate)							1,158,949
Pledged bank deposits							536,570
Bank balances and cash							7,119,206
Consolidated total assets							112,066,808
Liabilities	負債						
Segment liabilities	4,122,259	10,299,861	5,004,784	1,636,204	317,290	—	21,380,398
Other payables (for corporate)							2,550,559
Derivative financial instrument							30,674
Taxation							1,245,940
Bank and other borrowings							39,689,118
Amounts due to joint ventures							110,754
Amounts due to associates							65,819
Deferred taxation							1,210,154
Consolidated total liabilities							66,283,416

6. 收入及分部資料(續)

分部資料(續)

分部資產及負債

以下為本集團由主要營運決策者定期檢討的分部資產及分部負債分析：

於二零二零年三月三十一日

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Segment assets and liabilities (Continued)

At 31 March 2019 (restated)

6. 收入及分部資料(續)

分部資料(續)

分部資產及負債(續)

於二零一九年三月三十一日(重列)

	Sales of piped gas 管道 天然氣銷售 HK\$'000 千港元	Gas connection 燃氣接駁 HK\$'000 千港元	Engineering design and construction 工程設計 及施工 HK\$'000 千港元	Sales of LPG 液化 石油氣銷售 HK\$'000 千港元	Value- added services 增值服務 HK\$'000 千港元	Zhongyu Gas 中裕燃氣 HK\$'000 千港元	Segment total 分部總額 HK\$'000 千港元 (restated) (重列)
Assets	資產						
Segment assets	58,015,145	9,464,689	766,564	4,294,628	116,580	1,708,538	74,366,144
Investment properties							555,940
Property, plant and equipment (for corporate)							47,851
Prepaid lease payments (for corporate)							32,478
Investments in associates							4,037,713
Investments in joint ventures							8,021,611
Amounts due from associates							45,037
Amounts due from joint ventures							7,348,607
Equity instruments at fair value through other comprehensive income							746,766
Deferred tax assets							229,960
Held-for-trading investments							1,780
Other receivables (for corporate)							983,076
Pledged bank deposits							243,381
Bank balances and cash							13,238,932
Consolidated total assets							109,899,276
Liabilities	負債						
Segment liabilities	4,018,988	11,869,884	6,705,871	1,660,341	308,860	—	24,563,944
Other payables (for corporate)							4,302,347
Derivative financial instrument							22,566
Taxation							1,244,993
Bank and other borrowings							37,898,907
Amounts due to joint ventures							62,022
Amounts due to associates							40,849
Deferred taxation							971,060
Consolidated total liabilities							69,106,688

6. REVENUE AND SEGMENT INFORMATION

(Continued)

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, except for the investments in associates other than Zhongyu Gas, investments in joint ventures, amounts due from associates and joint ventures, equity instruments at FVTOCI, derivative financial instrument, property, plant and equipment for corporate use, investment properties, right-of-use assets for corporate use (2019: prepaid lease payments for corporate use), deferred tax assets, held-for-trading investments, pledged bank deposits and bank balances and cash of the Group, and corporate assets of the Group.
- All liabilities are allocated to operating segments other than taxation, derivative financial instrument, bank and other borrowings, amounts due to joint ventures and associates and deferred taxation of the Group, and corporate liabilities of the Group.

6. 收入及分部資料(續)

分部資料(續)

分部資產及負債(續)

就監察分部表現及於分部間分配資源而言：

- 除於聯營公司(不包括中裕燃氣)之投資、於合資公司之投資、應收聯營公司及合資公司款項、按公平值計入其他全面收入之股本工具、衍生金融工具、公司使用之物業、廠房及設備、投資物業、公司使用之使用權資產(二零一九年：公司使用之預付租賃款項)、遞延稅項資產、持作買賣投資、已抵押銀行存款及本集團銀行結存及現金以及本集團公司資產外，所有資產均分配至營運分部。
- 除稅項、衍生金融工具、銀行及其他借貸、應付合資公司及聯營公司款項及本集團遞延稅項以及本集團公司負債外，所有負債均分配至營運分部。

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Other segment information

6. 收入及分部資料(續)

分部資料(續)

其他分部資料

		Sales of piped gas 管道 天然氣銷售	Gas connection 燃氣接駁	Engineering design and construction 工程設計 及施工	Sales of LPG 液化 石油氣銷售	Value-added services 增值服務	Zhongyu Gas 中裕燃氣	Segment total 分部總額	Unallocated 未分配	Consolidated 綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts included in the measure of segment profit or loss or segment assets:	計入計算分部損益或分部資產的金額:									
For the year ended 31 March 2020	截至二零二零年三月 三十一日止年度									
Additions of right-of-use assets	使用權資產增加	293,740	—	—	97,558	—	—	391,298	—	391,298
Gain on acquisition of subsidiaries	收購附屬公司之收益	1,110	—	—	78,554	17,869	—	97,533	—	97,533
Additions to property, plant and equipment	添置物業、廠房及設備	7,043,961	—	—	95,801	—	—	7,139,762	1,471	7,141,233
Losses on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(5,688)	—	—	(6,670)	—	—	(12,358)	(107)	(12,465)
Amortisation of intangible assets	無形資產攤銷	(133,954)	—	—	—	—	—	(133,954)	(51)	(134,005)
Depreciation of right-of-use assets	使用權資產折舊	(122,246)	—	—	(1,839)	(31,487)	—	(155,572)	(2,655)	(158,227)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(1,384,634)	—	(2,776)	(76,246)	—	—	(1,463,656)	(8,373)	(1,472,029)
Impairment losses on	以下項目之減值虧損									
— trade and other receivables	— 貿易應收賬項及其他應收賬項	—	(59,062)	—	—	—	—	(59,062)	—	(59,062)
— other financial assets subjected to ECL	— 其他受預期信貸損失影響之金融資產	—	(39,741)	—	—	—	—	(39,741)	—	(39,741)
Share of results of associates	應佔聯營公司之業績	—	—	—	—	—	177,190	177,190	227,994	405,184
Impairment loss on goodwill	商譽減值虧損	(62,866)	—	—	—	—	—	(62,866)	—	(62,866)

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6. REVENUE AND SEGMENT INFORMATION (Continued)

6. 收入及分部資料(續)

Segment Information (Continued)

分部資料(續)

Other segment information (Continued)

其他分部資料(續)

		Sales of piped gas 管道 天然氣銷售 HK\$'000 千港元	Gas connection 燃氣接駁 HK\$'000 千港元	Engineering design and construction 工程設計 及施工 HK\$'000 千港元	Sales of LPG 液化 石油氣銷售 HK\$'000 千港元	Value-added services 增值服務 HK\$'000 千港元	Zhongyu Gas 中裕燃氣 HK\$'000 千港元	Segment total 分部總額 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
For the year ended	截至二零一九年									
31 March 2019 (restated)	三月三十一日									
	止年度(重列)									
Additions of prepaid lease payments	添置預付租賃款項	100,170	—	—	109,185	—	—	209,355	—	209,355
Gain on acquisition of a subsidiary	收購附屬公司之收益	—	—	—	—	—	—	30,018	30,018	30,018
Additions to property, plant and equipment	添置物業、廠房及設備	8,680,573	—	166,918	142,401	—	—	8,989,892	56,469	9,046,361
Losses on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	—	—	—	—	—	—	(96,442)	(96,442)	(96,442)
Amortisation of intangible assets	無形資產攤銷	(122,619)	—	—	—	—	—	(122,619)	(33)	(122,652)
Release of prepaid lease payments	發還預付租賃款項	(48,914)	—	(95)	(17,245)	—	—	(66,254)	—	(66,254)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(1,127,876)	—	(4,320)	(62,392)	—	—	(1,194,588)	(8,542)	(1,203,130)
Impairment losses on	以下項目之減值虧損									
— trade and other receivables	— 貿易應收賬項及其他應收賬項	—	(19,096)	—	—	—	—	(19,096)	—	(19,096)
— other financial assets subjected to ECL	— 其他受預期信貸損失影響之金融資產	—	(67,434)	—	—	—	—	(67,434)	—	(67,434)
Share of results of associates	應佔聯營公司之業績	—	—	—	—	—	259,536	259,536	260,039	519,575
Impairment loss on goodwill	商譽減值虧損	(68,857)	—	—	—	—	—	(68,857)	—	(68,857)

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment Information (Continued)

Geographical information

The Group's operations are mainly located in the PRC.

All of the Group's revenue is contributed by external customers in the PRC.

None of the customers contributed over 10% of total revenue of the Group.

The following is the information about non-current assets other than financial instruments and deferred tax assets by the geographical area in which the assets are located:

6. 收入及分部資料(續)

分部資料(續)

地區資料

本集團的業務主要位於中國。

本集團全部收入來自在中國的外界客戶。

概無客戶貢獻佔本集團總收入的10%以上之收入。

以下為按資產所在地劃分的非流動資產(金融工具及遞延稅項資產除外)的資料：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (重列)
Hong Kong	香港	189,806	202,370
PRC	中國	71,320,603	67,117,053
		71,510,409	67,319,423

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7. OTHER INCOME

7. 其他收入

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income	利息收入	151,838	176,252
Subsidies from PRC governmental authorities (note a)	中國政府機關之補貼 (附註a)	252,126	376,678
Tax refund (note b)	退稅(附註b)	102,304	82,359
Other services income	其他服務收入	47,176	55,381
Income from leasing of equipment	出租設備收入	46,488	42,509
Others	其他	39,724	53,280
		639,656	786,459

Notes:

- (a) During the years ended 31 March 2020 and 2019, certain subsidiaries received subsidies for (1) the costs incurred for connection contracts relating to pipeline network for customers in new urban areas and replacement of old pipeline network of the natural gas users in the relevant cities; (2) the additional costs incurred in certain gas connection contracts in which the connection fee is fixed by the relevant government authorities in the PRC; and (3) the costs incurred in removing the coal gas pipelines and the coal gas storage and replacing with the newly built natural gas pipelines and certain LPG facilities and storage. All the required work has been completed by the relevant subsidiaries. All the costs incurred were recognised as cost of sales in profit or loss either during the current or prior years.
- (b) The PRC government authorities have granted tax incentives to certain subsidiaries in the PRC by way of tax refund mainly for natural gas business operated in the PRC.

附註：

- (a) 截至二零二零年及二零一九年三月三十一日止年度，若干附屬公司已就以下事項獲取補貼：(1)相關城市的新市區客戶管道網有關之接駁合約及天然氣使用者的舊管道網置換產生的成本；(2)若干接駁燃氣合約（當中的接駁費乃由中國有關政府機關釐定）所產生之額外成本；及(3)移除煤氣管道及儲存之煤氣所產生之成本，並以新建的天然氣管道及若干液化石油氣設施及儲存取代。相關附屬公司已完成所有規定工序。所有已產生之成本已於本年度或過往年度之損益中確認為銷售成本。
- (b) 中國政府機關已授出稅務獎勵予若干中國附屬公司，即主要退回在中國經營天然氣業務之稅項。

8. OTHER GAINS AND LOSSES

8. 其他收益及虧損

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other gains and losses comprise:	其他收益及虧損包括：		
Change in fair value of investment properties	投資物業之公平值變動	(17,087)	1,281
Change in fair value of held-for-trading investments	持作買賣投資之公平值變動	(777)	(15,097)
Gain on acquisition of subsidiaries (note 40)	收購附屬公司之收益(附註40)	97,533	30,018
Gain on partial disposal of investment in an associate (note 20)	出售聯營公司部分股份之收益(附註20)	19,057	350,804
(Loss) gain on disposal and remeasurement of other associates	出售及重新計量其他聯營公司之(虧損)收益	(10,532)	341,131
Exchange loss	匯兌虧損	(54,458)	(150,334)
Loss on disposal of property, plant and equipment	物業、廠房及設備處置之虧損	(12,465)	(96,442)
Impairment losses for financial assets and contract assets, net of reversal	扣除撥回後之金融資產及合約資產減值		
— trade and other receivables	— 貿易應收賬項及其他應收賬項	(59,062)	(19,096)
— contract assets	— 合約資產	(39,741)	(67,434)
		(98,803)	(86,530)
Impairment loss on goodwill	商譽減值虧損	(62,866)	(68,857)
Others	其他	(39,499)	(10,530)
		(179,897)	295,444

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9. FINANCE COSTS

9. 財務費用

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸之利息	1,752,826	1,631,064
Interest on lease liabilities	租賃負債之利息	11,479	—
Interest capitalised to construction in progress	撥充在建工程資本之利息	(376,385)	(346,760)
		1,387,920	1,284,304

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 4.10% (2019: 5.00%) per annum to expenditure on qualifying assets.

本年度內已撥充資本之借貸成本乃產生自一般性借貸組合，按用於合資格資產的開支之4.10%（二零一九年：5.00%）的年度資本化率計算。

10. TAXATION

10. 稅項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
PRC Enterprise Income Tax	中國企業所得稅	2,283,092	2,168,241
Deferred taxation (note 37)	遞延稅項(附註37)	181,297	30,238
		2,464,389	2,198,479

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「該條例草案」)。該條例草案引入利得稅兩級制。該條例草案於二零一八年三月二十八日獲簽署成為法律，並於翌日在憲報刊登。根據利得稅兩級制，合資格集團首200萬港元溢利的稅率為8.25%，而超過200萬港元的溢利之稅率為16.5%。未符合利得稅兩級制之集團實體的溢利繼續一律以稅率16.5%計算。

10. TAXATION (Continued)

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group had no assessable profit derived from Hong Kong for both years.

The tax rate of the PRC subsidiaries is 25% except for the tax relief explained below.

Certain PRC group entities are entitled to the preferential tax rate pursuant to the relevant regulations applicable to enterprises situated in the Hebei region or western region of the PRC and high technology enterprises. The applicable tax rate of those PRC group entities is 15% for the year ended 31 March 2020 (2019: 15%) are exempted from the PRC income tax for the year.

10. 稅項(續)

本公司董事認為，實施利得稅兩級制後涉及的金額在綜合財務報表中並不重大。香港利得稅以該兩個年度的估計應課稅溢利的16.5%計算。

由於本集團於該兩個年度並無於香港產生應課稅溢利，故並未於綜合財務報表就香港利得稅作出撥備。

除下述的稅務寬免外，中國附屬公司之稅率為25%。

若干集團中國公司有權享有根據相關法規適用於位於中國湖北省或西部地區企業及高科技企業的優惠稅率。截至二零二零年三月三十一日止年度，該等集團中國公司的適用稅率為15%（二零一九年：15%），獲豁免繳納中國年度所得稅。

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10. TAXATION (Continued)

The taxation for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 稅項(續)

年度稅項與綜合損益及其他全面收入報表所示除稅前(虧損)溢利之對賬如下：

		Hong Kong 香港		PRC 中國		Total 總計	
		2020	2019	2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
(Loss) profit before taxation	除稅前(虧損)溢利	(605,264)	(300,743)	13,330,319	11,483,789	12,725,055	11,183,046
Tax at the domestic income tax rate (note)	按國內所得稅稅率計算之稅項(附註)	(99,869)	(49,623)	3,332,580	2,870,947	3,232,711	2,821,324
Tax effect of share of results of associates	應佔聯營公司業績之稅項影響	—	—	(101,296)	(129,894)	(101,296)	(129,894)
Tax effect of share of results of joint ventures	應佔合資公司業績之稅項影響	—	—	(142,699)	(283,014)	(142,699)	(283,014)
Tax effect of expenses not deductible for tax purpose	就稅項而言不可扣減開支之稅項影響	11,771	13,215	77,899	124,364	89,670	137,579
Tax effect of income not taxable for tax purpose	就稅項而言毋須課稅收入之稅項影響	(28,896)	(5,480)	(328,369)	(273,379)	(357,265)	(278,859)
Tax effect of estimated tax losses not recognised	並無確認之估計稅項虧損之稅項影響	116,994	41,888	238,995	191,332	355,989	233,220
Tax effect of income tax at concessionary rate	按優惠稅率計算所得稅之稅項影響	—	—	(612,721)	(301,877)	(612,721)	(301,877)
Taxation	稅項	—	—	2,464,389	2,198,479	2,464,389	2,198,479

Note: The applicable tax rate for Hong Kong and PRC are 16.5% (2019: 16.5%) and 25% (2019: 25%) respectively.

附註：香港及中國之適用稅率分別為16.5%（二零一九年：16.5%）及25%（二零一九年：25%）。

11. PROFIT FOR THE YEAR

11. 年度溢利

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	本年度溢利已扣除(計入)下列各項:		
Auditor's remuneration	核數師酬金	10,200	10,000
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,472,029	1,203,130
Depreciation of right-of-use assets	使用權資產之折舊	158,227	—
Release of prepaid lease payments	發還預付租賃款項	—	66,254
Amortisation of intangible assets	無形資產攤銷	134,005	122,652
Minimum lease payments for operating leases in respect of rented premises and equipment	有關租賃物業及設備之經營租約之最低租金	—	252,097
Share of tax of associates (included in share of results of associates)	應佔聯營公司之稅項 (計入應佔聯營公司業績)	148,647	184,929
Share of tax of joint ventures (included in share of results of joint ventures)	應佔合資公司之稅項 (計入應佔合資公司業績)	89,851	372,702
Staff costs:	員工成本:		
Directors' emoluments (note 12)	董事酬金(附註12)	57,382	75,216
Salaries and allowances of other staff	其他員工之薪酬及津貼	2,244,308	2,228,547
Share-based payments of other staff	其他員工以股份為基礎的開支	—	40,679
Contributions to retirement benefits scheme of other staff	為其他員工向退休福利計劃供款	546,776	601,591
Less: Amount capitalised in construction in progress	減:撥充在建工程資本之金額	(167,326)	(155,816)
		2,681,140	2,790,217
Cost of inventories recognised as expenses in respect of:	就以下項目已確認為開支之存貨成本:		
Sales of piped gas	管道天然氣銷售	20,675,718	20,845,352
Sales of LPG	液化石油氣銷售	11,714,269	14,264,717
Contract costs recognised as expense in respect of gas connection and engineering design and construction contracts	就燃氣接駁工程合約確認為開支的合約成本	4,367,584	4,853,241
		36,757,571	39,963,310
Rental income from investment properties less outgoing of HK\$1,119,000 (2019: HK\$484,000)	投資物業產生之租金收入 減支銷1,119,000港元 (二零一九年: 484,000港元)	(25,003)	(17,354)

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12. DIRECTORS' AND EXECUTIVE CHAIRMAN'S EMOLUMENTS

The emoluments paid or payable to each of the 17 (2019: 19) directors and the chief executive disclosed pursuant to the applicable Listing Rules and Companies Ordinance, were as follows:

2020

		Directors' fees	Salaries and other benefits	Performance related incentive payments	Contributions to retirement benefits	Share-based payments	Total emoluments
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元 (note ix) (附註ix)	千港元	千港元	千港元
Executive directors							
	執行董事						
Mr. Zhou Si (note v)	周思先生(附註v)	—	—	—	—	—	—
Mr. Liu Ming Hui (Executive Chairman and Managing Director)	劉明輝先生 (執行主席兼 董事總經理)	—	9,416	9,240	18	—	18,674
Mr. Huang Yong	黃勇先生	—	8,784	8,470	18	—	17,272
Mr. Zhu Weiwei	朱偉偉先生	—	4,005	3,300	18	—	7,323
Mr. Ma Jinlong (note vi)	馬金龍先生(附註vi)	—	1,815	2,200	—	—	4,015
Ms. Li Ching	李晶女士	—	924	770	—	—	1,694
Non-executive directors							
	非執行董事						
Mr. Liu Mingxing	劉明興先生	330	—	165	—	—	495
Mr. Jiang Xinhao	姜新浩先生	—	—	—	—	—	—
Mr. Jo Jinho (note iii)	趙真皓先生(附註iii)	264	—	132	—	—	396
Ms. Liu Chang (note vii)	劉暢女士(附註vii)	—	1,500	600	18	—	2,118
Mr. Kwon Woonsang (note viii)	權沅相先生 (附註viii)	—	742	—	—	—	742
Mr. RaJeev Kumar Mathur (note iv)	RaJeev Kumar Mathur 先生(附註iv)	330	—	165	—	—	495
Independent non-executive directors							
	獨立非執行董事						
Ms. Wong Sin Yue, Cynthia (note ix)	黃倩如女士 (附註ix)	660	—	330	—	—	990
Mr. Zhao Yuhua	趙玉華先生	594	—	297	—	—	891
Dr. Mao Erwan	毛二萬博士	594	—	297	—	—	891
Ms. Chen Yanyan	陳燕燕女士	528	—	264	—	—	792
Ms. Zhang Ling	張凌先生	396	—	198	—	—	594
		3,696	27,186	26,428	72	—	57,382

12. 董事及執行主席酬金

根據適用上市規則及公司條例披露之已付或應付各17名(二零一九年: 19名)董事及主要行政人員之酬金如下:

二零二零年

12. DIRECTORS' AND EXECUTIVE CHAIRMAN'S EMOLUMENTS (Continued)

12. 董事及執行主席酬金(續)

2019

二零一九年

		Directors' fees	Salaries and other benefits	Performance related incentive payments	Contributions to retirement benefits scheme	Share-based payments	Total emoluments
		董事袍金	薪金及其他福利	表現相關獎勵款項	退休福利計劃供款	以股份為基礎的開支	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
				(note ix)			
				(附註ix)			
<i>Executive directors</i>	<i>執行董事</i>						
Mr. Zhou Si (Chairman)	周思先生(主席)	—	—	—	—	—	—
Mr. Liu Ming Hui	劉明輝先生						
(Executive Chairman and Managing Director)	(執行主席兼董事總經理)	—	8,880	8,400	18	9,482	26,780
Mr. Huang Yong	黃勇先生	—	8,293	7,700	18	9,482	25,493
Mr. Zhu Weiwei	朱偉偉先生	—	3,736	2,750	18	460	6,964
Mr. Ma Jinlong	馬金龍先生	—	2,586	1,100	—	460	4,146
Ms. Li Ching	李晶女士	—	903	700	—	460	2,063
<i>Non-executive directors</i>	<i>非執行董事</i>						
Mr. Yu Jeong Joon	俞淮先生(副主席)						
(Vice Chairman) (note i)	(附註i)	122	—	150	—	920	1,192
Mr. Liu Mingxing	劉明興先生	323	—	150	—	137	610
Mr. Arun Kumar	Arun Kumar						
Manchanda (note ii)	Manchanda先生	75	—	150	—	137	362
	(附註ii)						
Mr. Jiang Xinhao	姜新浩先生	—	—	—	—	—	—
Mr. Jo Jinho (note iii)	趙真皓先生(附註iii)	161	—	—	—	—	161
Ms. Liu Chang	劉暢女士	—	1,200	400	18	—	1,618
Mr. Kwon Woonsang	權沅相先生	—	869	—	—	—	869
Mr. RaJeev Kumar Mathur	RaJeev Kumar Mathur						
(note iv)	先生(附註iv)	248	—	—	—	—	248
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Ms. Wong Sin Yue, Cynthia	黃倩如女士	645	—	300	—	230	1,175
Mr. Zhao Yuhua	趙玉華先生	581	—	270	—	230	1,081
Dr. Mao Erwan	毛二萬博士	581	—	270	—	230	1,081
Ms. Chen Yanyan	陳燕燕女士	516	—	240	—	230	986
Ms. Zhang Ling	張凌先生	387	—	—	—	—	387
		3,639	26,467	22,580	72	22,458	75,216

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12. DIRECTORS' AND EXECUTIVE CHAIRMAN'S EMOLUMENTS (Continued)

Notes:

- (i) Resigned on 22 August 2018
- (ii) Resigned on 1 July 2018
- (iii) Appointed on 22 August 2018 and resigned on 23 April 2020
- (iv) Appointed on 1 July 2018
- (v) Retired on 21 August 2019
- (vi) Resigned on 25 November 2019
- (vii) Appointed as executive director on 15 April 2020
- (viii) Resigned on 23 April 2020
- (ix) Resigned on 26 June 2020
- (x) Performance related incentive payments were determined by the remuneration committee, having regard to the performance of directors and the Group's operating result.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

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

Mr. Liu Ming Hui is also the Chief Executive of the Company and his emoluments disclosed above included those for services rendered by him as the Chief Executive.

12. 董事及執行主席酬金(續)

附註：

- (i) 於二零一八年八月二十二日辭任
- (ii) 於二零一八年七月一日辭任
- (iii) 於二零一八年八月二十二日獲委任並於二零二零年四月二十三日辭任
- (iv) 於二零一八年七月一日獲委任
- (v) 於二零一九年八月二十一日退任
- (vi) 於二零一九年十一月二十五日辭任
- (vii) 於二零二零年四月十五日獲委任為執行董事
- (viii) 於二零二零年四月二十三日辭任
- (ix) 於二零二零年六月二十六日辭任
- (x) 表現相關獎勵款項由薪酬委員會釐定，當中參考董事表現及本集團之經營業績。

以上所示執行董事之酬金主要有關彼等管理本公司及本集團事務之服務。

以上所示非執行董事之酬金及獨立非執行董事之酬金主要有關彼等擔任本公司董事之服務。

劉明輝先生亦為本公司之行政總裁，上述所披露之酬金包括就其擔任行政總裁提供的服務所支付者。

13. EMOLUMENTS OF EMPLOYEES

During the year ended 31 March 2020, of the five individuals with the highest emoluments in the Group, four (2019: four) of them were directors which included the Executive Chairman of the Company whose emoluments are included in note 12. The emolument of the remaining one (2019: one) individuals is disclosed as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and bonus	薪金及花紅	3,520	3,774
Contributions to retirement benefits scheme	退休福利計劃供款	18	18
		3,538	3,792

		No. of employees 僱員數目	
		2020 二零二零年	2019 二零一九年
Their emoluments were within the following bands HK\$3,500,001 to HK\$4,000,000	彼等之酬金介乎以下範圍 3,500,001港元至4,000,000港元	1	1

No emoluments were paid by the Group to the chief executive or the directors or the above individual as an inducement to join the Group or as a compensation for loss of office for both years.

Except for Mr. Zhou Si and Mr. Jiang Xinhao who have waived their rights to receive remuneration for the years ended 31 March 2020 and 2019, there was no arrangement under which the chief executive or a director waived or agreed to waive any emoluments during the years ended 31 March 2020 and 2019.

13. 僱員酬金

於截至二零二零年三月三十一日止年度，本集團最高薪之五名個人其中四人(二零一九年：四人)為董事(包括本公司執行主席)，有關酬金載於附註12。其餘一名(二零一九年：一名)個人的酬金披露如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and bonus	薪金及花紅	3,520	3,774
Contributions to retirement benefits scheme	退休福利計劃供款	18	18
		3,538	3,792

		No. of employees 僱員數目	
		2020 二零二零年	2019 二零一九年
Their emoluments were within the following bands HK\$3,500,001 to HK\$4,000,000	彼等之酬金介乎以下範圍 3,500,001港元至4,000,000港元	1	1

於該兩個年度本集團概無向主要行政人員或董事支付任何酬金作為加入本集團之獎金或離職賠償。

截至二零二零年及二零一九年三月三十一日止年度，除周思先生及姜新浩先生放棄彼等領取酬金之權利外，截至二零二零年及二零一九年三月三十一日止年度，行政總裁或董事概無根據任何安排放棄或同意放棄領取酬金。

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14. DIVIDENDS

14. 股息

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Final dividend paid in respect of year ended 31 March 2019 of HK\$0.36 (2019: HK\$0.27 in respect of year ended 31 March 2018) per share	已付截至二零一九年三月三十一日止年度每股0.36港元(二零一九年：截至二零一八年三月三十一日止年度每股0.27港元)之末期股息	1,878,683	1,371,146
Interim dividend paid in respect of six months ended 30 September 2019 of HK\$0.10 (2019: HK\$0.08 in respect of six months ended 30 September 2018) per share	已付截至二零一九年九月三十日止六個月每股0.10港元(二零一九年：截至二零一八年九月三十日止六個月每股0.08港元)之中期股息	521,954	405,718
		2,400,637	1,776,864

A final dividend of HK\$0.40 in respect of the year ended 31 March 2020 (2019: final dividend of HK\$0.36 in respect of the year ended 31 March 2019) per share has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

本公司董事建議派發截至二零二零年三月三十一日止年度每股0.40港元(二零一九年：截至二零一九年三月三十一日止年度每股0.36港元之末期股息)之末期股息，惟須經股東於應屆股東大會批准方可作實。

15. EARNINGS PER SHARE

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

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Earnings for the purposes of basic and diluted earnings per share, being profit for the year attributable to owners of the Company	計算每股基本及攤薄盈利之盈利(即本公司擁有人應佔本年度溢利)	9,188,474	8,224,382

		2020 二零二零年 '000 千股/千份	2019 二零一九年 '000 千股/千份
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	5,218,563	5,050,709
Adjustment for effect of dilutive potential ordinary shares:	普通股潛在攤薄之影響調整：		
Share options	購股權	—	1,102
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	5,218,563	5,051,811

15. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

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16. INVESTMENT PROPERTIES

16. 投資物業

		HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	272,929
Exchange adjustments	匯兌調整	(14,084)
Additions	添置	295,814
Change in fair value	公平值變動	1,281
At 31 March 2019	於二零一九年三月三十一日	555,940
Exchange adjustments	匯兌調整	(15,328)
Change in fair value	公平值變動	(17,087)
At 31 March 2020	於二零二零年三月三十一日	523,525

The Group's investment properties are analysed as follows:

本集團之投資物業分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Properties held:	持有之物業：		
– in Hong Kong	– 位於香港	158,200	169,200
– in the PRC	– 位於中國	365,325	386,740
		523,525	555,940

The fair value of the Group's investment properties in Hong Kong as at 31 March 2020 and 2019 has been arrived at on the basis of a valuation carried out as on the respective dates by LCH (Asia-Pacific) Surveyors Limited, an independent qualified professional valuer not connected to the Group. The resulting deficit of HK\$11,000,000 (2019: HK\$3,300,000) was debited to the consolidated statement of profit or loss and other comprehensive income. The valuation was arrived at by reference to comparable market transactions available in the relevant markets for similar properties in the similar locations and conditions.

於二零二零年及二零一九年三月三十一日，本集團位於香港之投資物業之公平值乃根據與本集團並無關連的獨立合資格專業估值師利駿行測量師有限公司於該日進行之估值得出。由此產生之11,000,000港元赤字(二零一九年：3,300,000港元)列入綜合損益及其他全面收入報表。估值乃參考類似物業於類似地理位置及條件下之相關市場可獲得的可資比較市場交易而得出。

16. INVESTMENT PROPERTIES (Continued)

The fair value of the Group's investment properties in the PRC at 31 March 2020 and 2019 has been arrived at on the basis of a valuation carried out at these dates by CHFT Advisory and Appraisal Ltd., an independent qualified professional valuer not connected to the Group. The resulting deficit of HK\$6,087,000 (2019: surplus of HK\$4,581,000) was debited (2019: credited) to consolidated statement of profit or loss and other comprehensive income. The valuation was arrived at by reference to comparable market transactions available in the relevant markets for similar properties in the similar locations and conditions.

Details of the Group's investment properties and information about the fair value hierarchy as 31 March 2020 and 2019 are as follows:

16. 投資物業(續)

於二零二零年及二零一九年三月三十一日，本集團位於中國之投資物業之公平值乃根據與本集團概無關連之獨立合資格專業估值師行華坊諮詢評估有限公司於該等日期進行之估值得出。由此產生之6,087,000港元赤字(二零一九年：4,581,000港元盈餘)列入綜合損益及其他全面收入報表。估值乃參考類似物業於類似地理位置及條件下之相關市場可獲得的可資比較市場交易而得出。

本集團於二零二零年及二零一九年三月三十一日的投資物業及有關公平值等級資料的詳情如下：

		Fair value Level 3	
		公平值 – 第三級	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Commercial property units and land located in Hong Kong	位於香港的商用物業單位及土地	158,200	169,200
Offices located in the PRC	位於中國的辦公室	365,325	386,740

There were no transfers into or out of Level 3 during the year.

At the end of the reporting period, the management of the Group works closely with the independent qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 3 fair value measurements. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company.

年內並無轉入或轉出第三級。

於報告期末，本集團管理層與獨立合資格外聘估值師緊密合作，就第三級公平值計量確立及釐定適合估值方法及輸入數據。倘資產公平值有重大變動，有關變動原因將向本公司董事報告。

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16. INVESTMENT PROPERTIES (Continued)

Information about fair value measurements using key unobservable inputs (Level 3)

The following table shows the valuation techniques used in the determination of fair values for investment properties and the key unobservable inputs used in the valuation models.

Description	Fair value as at 31 March	Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
概況	於三月三十一日之公平值 2020 二零二零年 HK\$'000 千港元	估值方法 2019 二零一九年 HK\$'000 千港元	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值之關係
Commercial units and land located in Hong Kong 位於香港的商用單位及土地	158,200	169,200 Comparison approach 比較法	Adjusted transaction price to reflect market value of similar properties 經調整交易價格以反映類似物業的市值	HK\$22,558–HK\$45,698 per square foot (2019: HK\$26,898–HK\$48,118 per square foot) 每平方呎22,558港元至45,698港元(二零一九年：每平方呎26,898港元至48,118港元)	The higher the adjusted transaction price the higher the fair value 經調整交易價格越高，公平值越高
Offices located in the PRC 位於中國的辦公室	365,325	386,740 Comparison approach 比較法	Adjusted transaction price to reflect direction and height 經調整交易價格以反映方向及高度	RMB3,335–RMB71,284 per square meter (2019: RMB3,289–RMB73,306 per square meter) 每平方米人民幣3,335元至人民幣71,284元(二零一九年：每平方米人民幣3,289元至人民幣73,306元)	The higher the adjusted transaction price the higher the fair value 經調整交易價格越高，公平值越高
	523,525	555,940			

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 property portfolio 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.

16. 投資物業(續)

有關運用主要不可觀察輸入數據之公平值計量(第三級)之資料

下表顯示就投資物業釐定公平值時所用估值方法及估值模型所用主要不可觀察輸入數據。

為計量利用公平值模型計量的投資物業產生的遞延稅項，本公司董事已檢討本集團的投資物業組合，結論為本集團的投資物業乃根據以隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益為目標的業務模式持有。因此，於計量本集團投資物業的遞延稅項時，本公司董事斷定，利用公平值模型計量的投資物業的賬面值乃透過銷售全數收回的假設已被推翻。因此，有關本集團投資物業的遞延稅項已根據透過使用全數收回賬面值的稅務後果計量。

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Pipelines 管道 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 固定裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Coal-bed methane development cost 煤層氣 開發費用 HK\$'000 千港元	Vessels 船舶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本									
At 1 April 2018	於二零一八年 四月一日	3,740,837	20,670,525	10,601,530	4,125,084	406,737	907,908	—	204,306	40,656,927
Exchange adjustment	匯兌調整	(201,048)	(1,335,330)	(716,057)	(271,917)	(62,126)	(70,504)	—	(14,782)	(2,671,764)
Additions	添置	289,798	119,374	8,199,961	301,298	51,549	84,381	—	—	9,046,361
Acquired on acquisitions of subsidiaries	收購附屬公司所得	519,002	1,177,238	1,229,238	456,427	4,455	25,553	—	—	3,411,913
Disposal for the year	年內出售	(104,006)	(46,553)	—	(100,170)	(37,543)	(43,288)	—	—	(331,560)
Reclassification	重新分類	503,183	4,065,549	(4,776,250)	205,642	1,876	—	—	—	—
At 31 March 2019	於二零一九年 三月三十一日	4,747,766	24,650,803	14,538,422	4,716,364	364,948	904,050	—	189,524	50,111,877
Exchange adjustment	匯兌調整	(314,480)	(1,722,306)	(890,975)	(288,799)	(64,952)	(58,091)	—	(13,005)	(3,352,608)
Additions	添置	144,102	402,381	5,692,621	368,361	256,363	72,689	204,716	—	7,141,233
Acquired on acquisitions of business	收購業務所得	71,024	468,728	396,129	52,530	25,105	14,886	—	—	1,028,402
Disposal of subsidiaries	出售附屬公司	(376,689)	(44,038)	(7,408)	(367,344)	(2,272)	(1,100)	—	—	(798,851)
Disposal for the year	年內出售	(69,442)	(36,126)	—	(69,748)	(16,659)	(11,638)	—	—	(203,613)
Reclassification	重新分類	479,295	6,270,272	(7,502,713)	753,146	—	—	—	—	—
At 31 March 2020	於二零二零年 三月三十一日	4,681,576	29,989,714	12,226,076	5,164,510	562,533	920,796	204,716	176,519	53,926,440
DEPRECIATION AND IMPAIRMENT	折舊及減值									
At 1 April 2018	於二零一八年 四月一日	682,731	3,351,550	—	1,894,725	251,736	303,393	—	84,379	6,568,514
Exchange adjustment	匯兌調整	(38,997)	(236,657)	—	(107,721)	(42,137)	(15,046)	—	(5,396)	(445,954)
Provided for the year	年內撥備	154,130	659,182	—	282,385	13,869	80,464	—	13,100	1,203,130
Eliminated on disposals	出售時撇除	(26,106)	(11,705)	—	(74,411)	(32,458)	(34,064)	—	—	(178,744)
At 31 March 2019	於二零一九年 三月三十一日	771,758	3,762,370	—	1,994,978	191,010	334,747	—	92,083	7,146,946
Exchange adjustment	匯兌調整	(39,467)	(386,666)	—	(104,854)	(37,248)	(22,861)	—	(5,874)	(596,970)
Provided for the year	年內撥備	168,911	839,175	—	356,328	12,715	81,068	1,358	12,474	1,472,029
Eliminated on disposal of subsidiaries	出售附屬公司時 撇除	(35,474)	(34,056)	—	(30,563)	(1,511)	(491)	—	—	(102,095)
Eliminated on disposals	出售時撇除	(13,048)	(26,510)	—	(56,820)	(14,270)	(10,683)	—	—	(121,331)
At 31 March 2020	於二零二零年 三月三十一日	852,680	4,154,313	—	2,159,069	150,696	381,780	1,358	98,683	7,798,579
CARRYING VALUES	賬面值									
At 31 March 2020	於二零二零年 三月三十一日	3,828,896	25,835,401	12,226,076	3,005,441	411,837	539,016	203,358	77,836	46,127,861
At 31 March 2019	於二零一九年 三月三十一日	3,976,008	20,888,433	14,538,422	2,721,386	173,938	569,303	—	97,441	42,964,931

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

The pipelines of the Group are located in the PRC.

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:

Leasehold land and buildings	Over the shorter of the remaining terms of the leases or 50 years
Pipelines	Over the shorter of 30 years or the operation period of the relevant company
Machinery and equipment	5%–10%
Furniture and fixtures	15%–50%
Motor vehicles	25%
Coal-bed methane development cost	Units of production method based on the expected proven reserve to be extracted during the contractual period
Vessels	7% (new vessels acquired from suppliers) or 34% (acquired from second hand market)

During the year ended 31 March 2020, interest capitalised in construction in progress amounted to HK\$376,385,000 (2019: HK\$346,760,000).

During the year ended 31 March 2020, the Group is in the process of obtaining title deeds from relevant government authorities for its land and buildings in the PRC amounting to HK\$16,996,000 (2019: HK\$18,083,000). In the opinion of the directors of the Company, the Group is not required to incur additional cost in obtaining the title deeds for its land and buildings in the PRC.

In addition, the Group owns several office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

17. 物業、廠房及設備(續)

本集團之管道位於中國。

上述物業、廠房及設備項目(不包括在建工程)乃按直線法以下列年率折舊:

租賃土地及樓宇	租約餘下年期或50年之較短者
管道	30年或有關公司之經營年期之較短者
機器及設備	5%–10%
傢俬及固定裝置	15%–50%
汽車	25%
煤層氣開發費用	根據於合約期內將開採的預期經探明儲備使用生產單位法
船舶	7%(從供應商購入之新船舶)或34%(從二手市場購入)

於截至二零二零年三月三十一日止年度，撥充在建工程資本之利息為376,385,000港元(二零一九年: 346,760,000港元)。

於截至二零二零年三月三十一日止年度，本集團正就其價值16,996,000港元(二零一九年: 18,083,000港元)位於中國之土地及樓宇從有關政府機關獲取所有權契約。本公司董事認為，本集團毋須就獲取中國土地及樓宇之所有權契約而產生額外成本。

此外，本集團擁有若干辦公室樓宇。本集團為該等物業權益(包括相關租賃土地)之註冊擁有人。已預付一筆過付款以收購該等物業權益。只有在付款能夠可靠分配的情況下，該等自有物業的租賃土地組成部分方可單獨呈列。

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 31 March 2020, the directors of the Company considered that in the leasehold land and building elements of certain properties located in the PRC with a carrying value of HK\$94,730,000 (2019: HK\$102,591,000) cannot be separately identified.

17. 物業、廠房及設備(續)

於二零二零年三月三十一日，本公司董事認為若干位於中國之物業賬面值94,730,000港元(二零一九年：102,591,000港元)之租賃土地及樓宇部分無法分開識別。

18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leasehold lands 租賃土地 HK\$'000 千港元	Properties 物業 HK\$'000 千港元	Machinery and equipment 機器及 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2019	於二零一九年 四月一日					
Carrying amount	賬面值	2,215,201	211,938	3,373	6,368	2,436,880
As at 31 March 2020	於二零二零年 三月三十一日					
Carrying amount	賬面值	2,227,694	224,528	3,188	2,873	2,458,283
For the year ended 31 March 2020	截至二零二零年 三月三十一日 止年度					
Depreciation charge	折舊費用	74,276	76,386	4,234	3,331	158,227
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與租期於首次應用香港財務報告準則第16號之日起計十二個月內結束之短期租賃及其他租賃有關的開支					141,590
Total cash outflow for leases	租賃的現金流出總額					362,732
Additions to right-of-use assets	添置使用權資產					391,298

18. RIGHT-OF-USE ASSETS (Continued)

For both years, the Group leases various leasehold lands, offices, warehouses, machinery and equipment and motor vehicles for its operations. Except for the lease of leasehold lands, lease contracts are entered into for fixed term of 1 to 6 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

As at 31 March 2020, the Group has obtained the land use right certificates for all leasehold lands except for leasehold lands with carrying amount of HK\$19,422,000 (1 April 2019: HK\$32,965,000) in which the Group is in the process of obtaining. In the opinion of the directors of the Company, the Group is not required to incur additional cost in obtaining the title deeds for its prepaid lease payments in the PRC.

The Group regularly entered into short-term leases for properties, machinery and equipment and motor vehicles. As at 31 March 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed as above.

18. 使用權資產(續)

於兩個年度，本集團就其營運租賃多項租賃土地、辦公室、倉庫、機器及設備以及汽車。租賃合約按一至六年的固定期限訂立，惟租賃土地之租賃除外。租賃條款乃按個別基準磋商，且涵蓋多種不同的條款及條件。於釐定租期及評估不可撤銷期間的長度時，本集團應用合約的定義並釐定合約的強制可執行期間。

於二零二零年三月三十一日，本集團已取得所有租賃土地之土地使用權證書，惟本集團正在取得的賬面值19,422,000港元(二零一九年四月一日：32,965,000港元)之租賃土地除外。本公司董事認為，本集團毋須就獲取中國預付租賃款項之所有權契約而產生額外成本。

本集團定期就物業、機器及設備以及汽車訂立短期租賃。於二零二零年三月三十一日，短期租賃組合與已於上文披露短期租賃開支的短期租賃組合類似。

19. PREPAID LEASE PAYMENTS

19. 預付租賃款項

2019
二零一九年
HK\$'000
千港元

The Group's prepaid lease payments comprise leasehold land in the PRC and are analysed for reporting purposes as:

本集團之預付租賃款項包括於中國之租賃土地及就呈報而言分析為：

Non-current portion	非即期部分	2,148,176
Current portion	即期部分	67,025

2,215,201

The leasehold land and land use rights are charged to consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the term of the leases.

租賃土地及土地使用權以直線法按租賃年期自綜合損益及其他全面收入報表扣除。

20. INVESTMENTS IN ASSOCIATES

20. 於聯營公司之投資

2020
二零二零年
HK\$'000
千港元

2019
二零一九年
HK\$'000
千港元

Cost of investments in associates:	投資於聯營公司之成本：		
Listed in Hong Kong	於香港上市	791,937	797,042
Listed in the PRC	於中國上市	39,272	39,272
Unlisted	非上市	4,034,928	2,754,942
Share of pre-acquisition dividend	分佔收購前股息	(1,296)	(1,296)
Share of post-acquisition profits and other comprehensive income (net of post-acquisition dividend received)	分佔收購後溢利及其他全面收入(扣除收購後所收股息)	1,965,588	1,923,321
Discount on acquisition of associates	收購聯營公司之折讓	232,970	232,970
		7,063,399	5,746,251
Fair value of listed investments, based on quoted market price	上市投資之公平值(按市場報價計量)	6,383,276	7,881,532

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20. INVESTMENTS IN ASSOCIATES (Continued)

The Group had interests in the following significant associates:

Name of entity 企業名稱	Form of business structure 業務架構形式	Place of registration/ incorporation 註冊/註冊 成立地點	Principal place of operations 主要營業 地點	Class of capital 股本類型	Proportion of nominal value of registered/issued capital held by the Group 本集團所持註冊/ 已發行股本面值比例		Principal activities 主要業務
					2020 二零二零年 %	2019 二零一九年 %	
重慶市川東燃氣工程建設 有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	44	44	Gas pipeline construction 燃氣管道建設
重慶鼎發實業股份有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	39	39	Exploration, collection transportation, purification and sales of natural gas 勘探、收集、運輸、淨化 及天然氣銷售
重慶市渝北區佳渝天然氣 有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	49	49	Sales of natural gas 天然氣銷售
哈爾濱中慶燃氣有限責任 公司(「哈爾濱中慶」)	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	48	48	Sales of nature gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
福建省晉江慶華石化 有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	35	35	Refining process, storage of LPG 液化石油氣提煉加工 處理、儲存
湖北能源集團鄂東天然氣 有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	25	25	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
滄州中油燃氣有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	40	40	Sales of LPG 液化石油氣銷售

20. 於聯營公司之投資(續)

本集團於以下主要聯營公司中擁有權益：

20. INVESTMENTS IN ASSOCIATES (Continued)

20. 於聯營公司之投資(續)

Name of entity 企業名稱	Form of business structure 業務架構形式	Place of registration/ incorporation 註冊/註冊 成立地點	Principal place of operations 主要營業 地點	Class of capital 股本類型	Proportion of nominal value of registered/issued capital held by the Group 本集團所持註冊/ 已發行股本面值比例		Principal activities 主要業務
					2020 二零二零年 %	2019 二零一九年 %	
Zhongyu Gas	Limited liability company	Cayman Island	PRC	Ordinary	40 (note 1)	42 (note 1)	Investment holding, sales of natural gas and gas pipeline construction
中裕燃氣	有限責任公司	開曼群島	中國	普通	(附註1)	(附註1)	投資控股、天然氣銷售及 燃氣管道建設
滄州渤海新區中燃城市燃氣 發展有限公司	Limited liability company	PRC	PRC	Registered	44	44	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
	有限責任公司	中國	中國	註冊			
榆林中燃天然氣有限公司	Limited liability company	PRC	PRC	Registered	25	25	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
	有限責任公司	中國	中國	註冊			
廣西中石油天然氣管網 有限公司	Limited liability company	PRC	PRC	Registered	25	25	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
	有限責任公司	中國	中國	註冊			
河北華通燃氣設備有限公司 (「河北華通」)	Limited liability company	PRC	PRC	Registered	— (note 40 (E)(i))	31	Sales of gas meter, gas pressure regulator and gas pipeline construction 燃氣表、氣壓調節器的 銷售及燃氣管道建設
	有限責任公司	中國	中國	註冊	(附註 40(E)(i))		
天津國潤振華能源技術 有限公司	Limited liability company	PRC	PRC	Registered	27	27	Development of energy technology and sales of natural gas 能源技術開發及 天然氣銷售
	有限責任公司	中國	中國	註冊			
成都鑫金秋液化石油氣 有限公司	Limited liability company	PRC	PRC	Registered	40	40	Sales of LPG 液化石油氣銷售
	有限責任公司	中國	中國	註冊			

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20. INVESTMENTS IN ASSOCIATES (Continued)

20. 於聯營公司之投資(續)

Name of entity 企業名稱	Form of business structure 業務架構形式	Place of registration/ incorporation 註冊/註冊 成立地點	Principal place of operations 主要營業 地點	Class of capital 股本類型	Proportion of nominal value of registered/issued capital held by the Group 本集團所持註冊/ 已發行股本面值比例		Principal activities 主要業務
					2020 二零二零年 %	2019 二零一九年 %	
合肥中油昆侖燃氣有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	30		30 Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
山東省天然氣利用有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	25		25 Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
山東省天然氣管網投資 有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	22		22 Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
浙江威星智能儀表股份 有限公司(「浙江威星」)	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	12 (note 2) (附註2)		12 Development, production (note 2) and sales of gas meters and other utility system (附註2) 燃氣表及其他電子系統 開發、生產及銷售
瀋陽瀋西燃氣有限公司 (「瀋陽瀋西」)	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	46 (note 40 (G)) (附註40(G))		25 Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣 管道建設
呼和浩特旭陽中燃能源 有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	30		— Production of coke and coke chemicals 生產焦炭及焦炭化學品

20. INVESTMENTS IN ASSOCIATES (Continued)

Notes:

- (1) During the year ended 31 March 2020, the Group disposed of certain equity interest in Zhongyu Gas in the open market with a gain of HK\$19,057,000 (2019: gain of HK\$350,804,000) and recognised as other gains and losses in profit or loss.
- (2) The Group held a 12% equity interest in 浙江威星. The investment in 浙江威星 was classified as an investment in an associate as the Group has the right to appoint one out of four executive directors in 浙江威星. Thus, the Group can exercise significant influence over the financial and operating policies of 浙江威星.

At 31 March 2020, included in the cost of investments in associates is goodwill of HK\$2,566,226,000 (2019: HK\$1,598,457,000).

The financial year end date for Zhongyu Gas is 31 December. For the purpose of applying the equity method of accounting, the consolidated financial statements of Zhongyu Gas for the year ended 31 December 2019 have been used as the Group considers that it is impracticable for Zhongyu Gas with its shares listed on the Stock Exchange to provide a separate and complete set of financial statements as of 31 March. No significant transactions requiring adjustments took place during the intervening period.

The financial year end date of 瀋陽瀋西 is 31 December. This was the statutory reporting date established when that company was registered. The financial statements of 瀋陽瀋西 for the period other than its statutory reporting date had not been provided by 瀋陽瀋西 to the Group. For the purposes of applying the equity method of accounting, the financial statements of 瀋陽瀋西 for the year ended 31 December 2019 have been used. No significant transactions requiring adjustments took place during the intervening period.

20. 於聯營公司之投資(續)

附註：

- (1) 於截至二零二零年三月三十一日止年度，本集團在公開市場出售中裕燃氣的若干股權，獲得收益19,057,000港元(二零一九年：收益350,804,000港元)，並於損益中確認為其他收益及虧損。
- (2) 本集團持有浙江威星之12%股本權益。於浙江威星之投資分類為於聯營公司之投資，因為本集團有權於浙江威星四名執行董事中任命一名董事。因此，本集團可對浙江威星財務及運營政策產生重大影響。

於二零二零年三月三十一日，計入聯營公司之投資成本的商譽為2,566,226,000港元(二零一九年：1,598,457,000港元)。

中裕燃氣之財政年度結算日為十二月三十一日。為應用權益會計法，本集團已使用中裕燃氣於截至二零一九年十二月三十一日止年度之綜合財務報表，因為本集團認為中裕燃氣(其股份於聯交所上市)不可能提供於三月三十一日之獨立完整之財務報表。於間隔期間，概無發生須作出調整的重大交易。

瀋陽瀋西之財政年度結算日為十二月三十一日，為該公司註冊時確定的法定報告日期。瀋陽瀋西並無向本集團提供法定報告日期以外期間的財務報表。為應用權益會計法，本集團已使用瀋陽瀋西於截至二零一九年十二月三十一日止年度之綜合財務報表。於間隔期間，概無發生須作出調整的重大交易。

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20. INVESTMENTS IN ASSOCIATES (Continued)

Summarised consolidated financial information of material associates

Summarised consolidated financial information in respect of each of the Group's material associates is set out below. The summarised consolidated financial information below represents amounts shown in the associate's consolidated financial statements prepared in accordance with HKFRSs.

All of the Group's associates are accounted for using the equity method in these consolidated financial statements:

哈爾濱中慶

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	908,147	850,259
Non-current assets	非流動資產	3,027,313	3,274,371
Current liabilities	流動負債	(1,347,044)	(1,545,115)
Non-current liabilities	非流動負債	(5,755)	(508)
Net assets	淨資產	2,582,661	2,579,007
Revenue	收入	1,885,862	2,050,132
Profit and total comprehensive income for the year	年內溢利及全面收入總額	3,654	41,954
Dividend received from 哈爾濱中慶 during the year	年內已收哈爾濱中慶之股息	—	36,546

20. 於聯營公司之投資(續)

重要聯營公司綜合財務資料概述

本集團各重要聯營公司之綜合財務資料概要載列如下。下文載列之綜合財務資料概要是根據香港財務報告準則編製之聯營公司綜合財務報表所示金額。

本集團所有聯營公司乃採用權益法於本綜合財務報表內入賬：

哈爾濱中慶

20. INVESTMENTS IN ASSOCIATES (Continued)**哈爾濱中慶 (Continued)**

Reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net assets of 哈爾濱中慶	哈爾濱中慶之淨資產	2,582,661	2,579,007
Proportion of the Group's ownership interest in 哈爾濱中慶	本集團於哈爾濱中慶之擁有權權益比例	48%	48%
Carrying amount of the Group's interest in 哈爾濱中慶 reflected in the Group's consolidated statement of financial position	本集團於哈爾濱中慶之權益賬面值(在本集團之綜合財務狀況表中反映)	1,239,677	1,237,923

Zhongyu Gas and its subsidiaries**中裕燃氣及其附屬公司**

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	5,632,410	4,502,232
Non-current assets	非流動資產	14,656,689	11,779,122
Current liabilities	流動負債	(7,191,280)	(7,292,270)
Non-current liabilities	非流動負債	(7,661,746)	(4,468,915)
Net assets	淨資產	5,436,073	4,520,169
Non-controlling interests	非控股權益	660,704	581,650
Revenue	收入	8,143,771	7,627,088
Profit and total comprehensive income for the year	年內溢利及全面收入總額	494,960	867,688
Dividend received from Zhongyu Gas during the year	年內已收中裕燃氣之股息	95,066	55,294

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20. INVESTMENTS IN ASSOCIATES (Continued)

Zhongyu Gas and its subsidiaries (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity attributable to owners of Zhongyu Gas reported in the consolidated financial statements	綜合財務報表所呈報中裕燃氣擁有人應佔權益	4,775,369	3,938,519
Less: Fair value gain on revaluation of pipelines included in property, plant and equipment*	減：計入物業、廠房及設備之管道重估之公平值收益*	(1,127,420)	(1,091,620)
		3,647,949	2,846,899
Proportion of the Group's ownership interest in Zhongyu Gas	本集團於中裕燃氣之擁有的權益比例	40%	42%
Goodwill	商譽	483,469	483,469
Carrying amount of the Group's interest in Zhongyu Gas reflected in the Group's consolidated statement of financial position	本集團於中裕燃氣之權益賬面值(在本集團之綜合財務狀況表中反映)	1,942,610	1,708,538

* Zhongyu Gas has revalued its property, plant and equipment. The revaluation is reversed to conform with the Group's accounting policy.

20. 於聯營公司之投資(續)

中裕燃氣及其附屬公司(續)

上述財務資料概要與於綜合財務報表確認之聯營公司之投資賬面值對賬：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity attributable to owners of Zhongyu Gas reported in the consolidated financial statements	綜合財務報表所呈報中裕燃氣擁有人應佔權益	4,775,369	3,938,519
Less: Fair value gain on revaluation of pipelines included in property, plant and equipment*	減：計入物業、廠房及設備之管道重估之公平值收益*	(1,127,420)	(1,091,620)
		3,647,949	2,846,899
Proportion of the Group's ownership interest in Zhongyu Gas	本集團於中裕燃氣之擁有的權益比例	40%	42%
Goodwill	商譽	483,469	483,469
Carrying amount of the Group's interest in Zhongyu Gas reflected in the Group's consolidated statement of financial position	本集團於中裕燃氣之權益賬面值(在本集團之綜合財務狀況表中反映)	1,942,610	1,708,538

* 中裕燃氣重估其物業、廠房及設備。重估已撥回以符合本集團的會計政策。

20. INVESTMENTS IN ASSOCIATES (Continued)

20. 於聯營公司之投資(續)

瀋陽瀋西

瀋陽瀋西

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	1,245,341	1,944,666
Non-current assets	非流動資產	5,027,615	4,837,180
Current liabilities	流動負債	(1,887,032)	(3,833,838)
Non-current liabilities	非流動負債	(2,796,953)	(1,320,291)
Net assets	淨資產	1,588,971	1,627,717
Non-controlling interests	非控制權益	200,052	185,538
Revenue	收入	4,190,148	4,003,495
Profit (loss) and total comprehensive expense for the year	年內溢利(虧損)及全面開支總額	38,746	(152,679)

Reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements:

上述財務資料概要與於綜合財務報表確認之聯營公司之投資賬面值對賬：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity attributable to owners of 瀋陽瀋西	瀋陽瀋西擁有人應佔權益	1,388,919	1,442,179
Proportion of the Group's ownership interest in 瀋陽瀋西	本集團於瀋陽瀋西之擁有權益比例	46%	25%
Goodwill	商譽	1,450,036	645,626
Carrying amount of the Group's interest in 瀋陽瀋西 reflected in the Group's consolidated statement of financial position	本集團於瀋陽瀋西之權益賬面值(在本集團之綜合財務狀況表中反映)	2,094,078	1,006,171

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20. INVESTMENTS IN ASSOCIATES (Continued)

瀋陽瀋西(Continued)

Aggregate information of associates that are not individually material

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The Group's share of profit	本集團應佔溢利	110,937	168,309
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司之權益的合計賬面值	1,787,034	1,793,619

20. 於聯營公司之投資(續)

瀋陽瀋西(續)

個別而言並非重大之聯營公司的合計資料

21. INVESTMENTS IN JOINT VENTURES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of investments in joint ventures — unlisted	於合資公司之投資成本 — 非上市	5,515,894	4,984,111
Share of post-acquisition profits and other comprehensive income (net of post-acquisition dividend received)	分佔收購後溢利及其他全面收入(扣除收購後所收取股息)	2,268,513	3,007,355
Discount on acquisition of joint ventures	收購合資公司之折讓	30,145	30,145
		7,814,552	8,021,611

21. 於合資公司之投資

21. INVESTMENTS IN JOINT VENTURES (Continued)

21. 於合資公司之投資(續)

As at 31 March 2020 and 2019, the Group had interests in the following significant joint ventures:

於二零二零年及二零一九年三月三十一日，本集團於以下主要合資公司中擁有權益：

Name of entity 企業名稱	Form of business structure 業務架構形式	Place of registration/ incorporation 註冊/註冊 成立地點	Principal place of operations 主要 營業地點	Class of capital 股本類型	Proportion of nominal value of registered/ issued capital held by the Group 本集團所持註冊/已發行股本面值比例		Principal activities 主要業務
					2020 二零二零年 %	2019 二零一九年 %	
柳州中燃城市燃氣有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
揚州中燃城市燃氣發展有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
呼和浩特中燃城市燃氣發展有限公司 (「呼和浩特中燃」)	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	—	— (note 40 (D)(i)) (附註40 (D)(i))	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
德州中燃城市燃氣發展有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
蕪湖中燃新福利汽車燃氣有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Nature gas refill service and gas station administration 天然氣加氣服務及加氣站管理
泰能天然氣有限公司	Equity joint venture 合資企業	PRC 中國	PRC 中國	Registered 註冊	51	51	Sales of natural gas 天然氣銷售
Fujian Anran Gas Investment Company Limited (「Fujian Anran」) 福建安然燃氣投資有限公司(「福建安然」)	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	49	49	Investment holding, sales of natural gas and gas pipeline construction 投資控股、天然氣銷售及燃氣管道建設
重慶長南天然氣輸配有限責任公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	49	49	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設

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21. INVESTMENTS IN JOINT VENTURES (Continued) 21. 於合資公司之投資(續)

Name of entity 企業名稱	Form of business structure 業務架構形式	Place of registration/ incorporation/ 註冊/註冊 成立地點	Principal place of operations 主要 營業地點	Class of capital 股本類型	Proportion of nominal value of registered/ issued capital held by the Group 本集團所持註冊/ 已發行股本面值比例		Principal activities 主要業務
					2020 二零二零年 %	2019 二零一九年 %	
武鋼江南中燃燃氣(武漢)有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	49	49	Gas pipeline construction 燃氣管道建設
台州中燃愛思開城市燃氣發展有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
金華中燃愛思開匯能城市燃氣發展有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Retailing and wholesaling of gas accessories and provision of maintenance service 零售及批發燃氣配件及提供保養服務
天津市天匯燃氣發展有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	40	40	Provision of piped natural gas 提供管道天然氣
杭州百江液化氣有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales and distribution of LPG 液化石油氣銷售及分銷
凱里市新能燃氣有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales of natural gas, petrochemical products and gas accessories 天然氣銷售、石化產品及燃氣配件銷售
三明市鑫源燃氣有限責任公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered 註冊	49	49	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
China Gas – SK E&S LNG Trading Limited 中燃一愛思開液化天然氣貿易有限公司	Limited liability company 有限責任公司	Hong Kong 香港	Hong Kong 香港	Ordinary 普通	50	50	Sales of LNG LNG銷售
張家口中燃清潔能源有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	51	51	Sales of nature gas and delivery of hazardous products 天然氣銷售及危險品運輸

21. INVESTMENTS IN JOINT VENTURES (Continued) 21. 於合資公司之投資(續)

Name of entity 企業名稱	Form of business structure 業務架構形式	Place of registration/ incorporation 註冊/註冊 成立地點	Principal place of operations 主要 營業地點	Class of capital 股本類型	Proportion of nominal value of registered/ issued capital held by the Group 本集團所持註冊/ 已發行股本面值比例		Principal activities 主要業務
					2020 二零二零年 %	2019 二零一九年 %	
杭州蕭山環能實業 有限公司	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	50	50	Sales of natural gas 天然氣銷售
China Insurance Investment China Gas (Shenzhen) Clean Energy Development Fund L.P. (note a)	Investment Fund L.P.	PRC	PRC	Registered	30	30	Investment in piped natural gas ("PNG"), liquefied natural gas ("LNG"), compressed natural gas ("CNG") and LPG energy projects 於管道天然氣(「PNG」)、液化 天然氣(「LNG」)、壓縮天然 氣(「CNG」)及液化石油氣 能源項目投資
中保投中燃(深圳)清潔能 源發展基金(有限合夥) (附註a)	投資基金	中國	中國	註冊			
衡水中燃能源發展有限公 司(「衡水」)(note b) (附註b)	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	30	30	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
山西中燃燃氣發展有限公 司(formerly known as 太原中燃燃氣發展有限 公司("太原"))(note b)	Limited liability company	PRC	PRC	Registered	30	30	Sales of natural gas and gas pipeline construction
山西中燃燃氣發展有限公 司(前稱太原中燃燃氣 發展有限公司燃氣管道 建設(「太原」))(附註b)	有限責任公司	中國	中國	註冊			天然氣銷售及燃氣管道建設
山東石油天然氣股份有限 公司(「山東石油」)	Limited liability company 有限責任公司	PRC 中國	PRC 中國	Registered 註冊	41	41	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
China Gas Fortune Marine Transportation Limited	Limited liability company	Hong Kong	Hong Kong	Ordinary	40	40	Own and operate vessels to provide transportation services 持有及營運船舶以提供運輸 服務
富中海運有限公司	有限責任公司	香港	香港	普通			

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21. INVESTMENTS IN JOINT VENTURES (Continued)

Notes:

- (a) During the year ended 31 March 2017, the Group cooperated with China Insurance Investment Fund L.P. ("CIIF") to establish the China Insurance Investment China Gas (Shenzhen) Clean Energy Development Fund L.P. (the "Fund"). The Fund is expected to have an aggregate capital commitment up to RMB10 billion in which RMB7 billion and RMB3 billion will be contributed by CIIF and the Group respectively. The Fund will provide capital support for investment in the PNG, LNG, CNG and LPG projects. Up to 31 March 2020, the Group and CIIF contributed RMB546,637,000 (2019: RMB348,372,000) and RMB5,800,000,000 (2019: RMB5,800,000,000) to the Fund respectively.

CIIF is entitled to a preferential return based on its actual capital contribution (after deducting any redeemed amount).

In connection with the Fund, the Company made an undertaking to procure, among other things: (i) the divestment of CIIF in the Fund; (ii) the payment of the preferential return of CIIF from the Fund; and (iii) the preferential redemption of CIIF in the Fund in the event that the Fund does not have sufficient funding in satisfying the aforesaid requirements.

Pursuant to shareholders' agreement entered into among the Group and the two other shareholders of the Fund, the shareholders of the Fund has also contractually agreed sharing control over the Fund, as key decisions about the relevant activities, including but not limited to business, financial and operation matters of the Fund, require unanimous consents from all of the shareholders of the Fund. Accordingly, the Group has joint control over the Fund and the Group's equity interest in the Fund is accounted for as investments in joint ventures.

During the year ended 31 March 2020, the Company provided undertakings to the banking facilities amounting to RMB4,500,000,000 (2019: Nil) to the Fund.

21. 於合資公司之投資(續)

附註：

- (a) 截至二零一七年三月三十一日止年度，本集團與中國保險投資基金(有限合夥)(「中保投」)合作建立中保投中燃(深圳)清潔能源發展基金(有限合夥)(「該基金」)。該基金預計將擁有出資總額人民幣100億元，其中人民幣70億元及人民幣30億元將分別由中保投及本集團承擔。該基金將為PNG、LNG、CNG及LPG項目投資提供資本支持。截至二零二零年三月三十一日，本集團與中保投已對該基金作出認繳出資分別為人民幣546,637,000元(二零一九年：人民幣348,372,000元)及人民幣5,800,000,000元(二零一九年：人民幣5,800,000,000元)。

中保投根據其實際認繳出資額(扣除任何已贖回款項後)將有權享有優先回報。

就該基金的投資，本公司作出承諾並促使(其中包括)：(i)中保投在該基金中的撤資；(ii)支付中保投從該基金投資的優先回報；及(iii)本公司將優先贖回中保投在該基金投資份額，倘若該基金並無足夠資金滿足以上要求。

根據本集團與該基金另外兩名股東達成的股東協議，該基金股東亦已有合約同意分享該基金的控制權，作為有關相關活動的關鍵決定，包括但不限於基金的業務、財務及運作事宜，須獲得該基金所有股東的一致同意。因此，本集團對該基金擁有共同控制權，而本集團於該基金之股本權益入賬為合資公司投資。

截至二零二零年三月三十一日止年度，本公司就向給予該基金之人民幣4,500,000,000元(二零一九年：零)銀行授信額度提供擔保。

21. INVESTMENTS IN JOINT VENTURES (Continued)

Notes: (Continued)

- (b) As at 1 April 2018, 衡水 and 太原 were wholly owned subsidiaries of the Group. During the year ended 31 March 2019, the Group and Bank of Communications Schroder Asset Management Company Limited (“BOCOM Schroder Asset Management”) contributed additional registered capital into 衡水 and 太原 such that the Group and BOCOM Schroder Asset Management hold 30% and 70% of the enlarged registered capital respectively. Pursuant to the memorandum of the Group and BOCOM Schroder Asset Management, the shareholders of 衡水 and 太原 have contractually agreed sharing control over 衡水 and 太原, as key decisions about the relevant activities, including but limited to business, financial and operational matters of 衡水 and 太原, require unanimous consents from the shareholders of 衡水 and 太原. Accordingly, the Group has joint control over 衡水 and 太原 and the Group’s in equity interests in 衡水 and 太原 are accounted for as investment in joint ventures. There was no gain or loss on deemed disposal. BOCOM Schroder Asset Management is entitled to a preferential return based on its actual contribution after deducting any redeemed amount.

The Company made an undertaking to procure the divestment of BOCOM Schroder Asset Management in 衡水 and 太原 and the payment of preferential return to BOCOM Schroder Asset Management from 衡水 and 太原. BOCOM Schroder Asset Management cannot dispose of its investment in 衡水 and 太原 without approval from the Group except on certain circumstances which are outside the control of BOCOM Schroder Asset Management.

As all the relevant activities of the above entities require unanimous consent from all joint venture parties, they are accounted for as joint ventures.

At 31 March 2020, included in the cost of investments in joint ventures is goodwill of HK\$233,851,000 (2019: HK\$248,807,000).

21. 於合資公司之投資(續)

附註：(續)

- (b) 於二零一八年四月一日，衡水及太原為集團全資附屬公司。截至二零一九年三月三十一日止年度，本集團與交通銀行施羅德資產管理有限公司（「交銀施羅德資產管理」）向衡水及太原提供額外註冊資本，使本集團及交銀施羅德資產管理分別持有經擴大註冊資本的30%及70%。根據集團與交銀施羅德資產管理的備忘，衡水及太原的股東已有合約同意分享對衡水及太原的共同控制權，作為有關活動的關鍵決定，包括但不限於衡水及太原的業務、財務和運營事項，須獲得衡水及太原股東的一致同意。因此，本集團對衡水及太原擁有共同控制權，而本集團於衡水及太原之權益入賬為合資公司投資。並無任何視作出售事項收益或虧損。交銀施羅德資產管理公司有權在扣除任何贖回金額後，根據其實際貢獻獲得優先回報。

本公司作出承諾並促使交銀施羅德資產管理在衡水及太原的撤資及交銀施羅德資產管理由衡水及太原獲得投資的優先回報。除了交銀施羅德資產管理無法控制的若干情況下，未經本集團同意，交銀施羅德資產管理不得出售於衡水及太原之投資。

由於上述實體所有相關活動需要所有合資公司參與方的一致同意，彼等入賬為合資公司。

於二零二零年三月三十一日，計入合資公司投資成本的商譽為233,851,000港元（二零一九年：248,807,000港元）。

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21. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures

The summarised financial information below represents amounts shown in the joint ventures' consolidated financial statements prepared in accordance with HKFRSs.

All of the Group's joint ventures are accounted for using the equity method in these consolidated financial statements. 呼和浩特中燃 become a subsidiary of the Group in September 2018. See note 40(D)(i).

呼和浩特中燃

		30.9.2018 二零一八年九月三十日 HK\$'000 千港元
Current assets	流動資產	760,258
Non-current assets	非流動資產	3,598,308
Current liabilities	流動負債	(1,662,319)
Non-current liabilities	非流動負債	(287,115)
Net assets	淨資產	2,409,132
		1.4.2018 to 30.9.2018 二零一八年四月一日至 二零一八年九月三十日 HK\$'000 千港元
Revenue	收入	547,307
Profit for the period and other comprehensive expense for the period	期內溢利及其他全面開支	(26,334)

21. 於合資公司之投資(續)

重要合資公司財務資料概述

下文載列之財務資料概要指根據香港財務報告準則編製之合資公司綜合財務報表所示金額。

本集團所有合資公司乃採用權益法於本綜合財務報表內入賬。呼和浩特中燃於二零一八年九月成為本集團附屬公司。見附註40(D)(i)。

呼和浩特中燃

21. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

呼和浩特中燃 (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the investments in joint ventures recognised in the consolidated financial statements:

		30.9.2018 二零一八年九月三十日 HK\$'000 千港元
Net assets reported in the consolidated financial statements of 呼和浩特中燃	綜合財務報表所呈報呼和浩特中燃之淨資產	2,409,132
Proportion of the Group's ownership interest in 呼和浩特中燃	本集團於呼和浩特中燃之擁有權權益比例	51%
Carrying amount of the Group's interest in 呼和浩特中燃 reflected in the Group's consolidated statement of financial position	本集團於呼和浩特中燃之權益的賬面值(在本集團之綜合財務狀況表中反映)	1,228,657

Fujian Anran and its subsidiaries

福建安然及其附屬公司

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	1,182,257	1,246,038
Non-current assets	非流動資產	3,351,459	3,215,188
Current liabilities	流動負債	(1,006,469)	(1,064,638)
Non-current liabilities	非流動負債	(528,069)	(586,700)
Net assets	淨資產	2,999,178	2,809,888

21. 於合資公司之投資(續)

重要合資公司財務資料概述(續)

呼和浩特中燃(續)

上述財務資料概要與於綜合財務報表確認之合資公司之投資賬面值對賬：

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21. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

Fujian Anran and its subsidiaries (Continued)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入	2,360,523	2,310,606
Profit for the year and other comprehensive expense for the year	年內溢利及其他全面開支	183,265	181,265

Reconciliation of the above summarised financial information to the carrying amount of the investments in joint ventures recognised in the consolidated financial statements:

重要合資公司財務資料概述 (續)

福建安然及其附屬公司 (續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net assets reported in the consolidated financial statements of Fujian Anran	綜合財務報表所呈報福建安然之淨資產	2,999,178	2,809,888
Proportion of the Group's ownership interest in Fujian Anran	本集團於福建安然之擁有權益比例	49%	49%
Carrying amount of the Group's interest in Fujian Anran reflected in the Group's consolidated statement of financial position	本集團於福建安然之權益的賬面值(在本集團之綜合財務狀況表中反映)	1,469,597	1,376,845

上述財務資料概要與於綜合財務報表確認之合資公司之投資賬面值對賬：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net assets reported in the consolidated financial statements of Fujian Anran	綜合財務報表所呈報福建安然之淨資產	2,999,178	2,809,888
Proportion of the Group's ownership interest in Fujian Anran	本集團於福建安然之擁有權益比例	49%	49%
Carrying amount of the Group's interest in Fujian Anran reflected in the Group's consolidated statement of financial position	本集團於福建安然之權益的賬面值(在本集團之綜合財務狀況表中反映)	1,469,597	1,376,845

21. INVESTMENTS IN JOINT VENTURES (Continued)**Summarised financial information of material joint ventures (Continued)**

China Insurance Investment China Gas (Shenzhen) Clean Energy Development Fund L.P.

21. 於合資公司之投資(續)**重要合資公司財務資料概述(續)**

中保投中燃(深圳)清潔能源發展基金(有限合夥)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	8,549,089	7,541,115
Non-current assets	非流動資產	8,456,269	7,604,007
Current liabilities	流動負債	(4,656,587)	(7,120,262)
Non-current liabilities	非流動負債	(4,633,291)	(44,316)
Net assets	淨資產	7,715,480	7,980,544
Less: non-controlling interests	減：非控股權益	(38,248)	(7,695)
Net assets attributable to the equity holders	權益持有人應佔淨資產	7,677,232	7,972,849
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入	3,443,413	2,505,990
Profit for the year and other comprehensive expense for the year	年內溢利及其他全面開支	(142,231)	364,113

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21. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

China Insurance Investment China Gas (Shenzhen) Clean Energy Development Fund L.P. (Continued)

The carrying amount of the Group's investments in the Fund comprises the following:

21. 於合資公司之投資(續)

重要合資公司財務資料概述(續)

中保投中燃(深圳)清潔能源發展基金(有限合夥)(續)

本集團於該基金之投資賬面值包括以下各項：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The Group's share of accumulated profits of the Fund	本集團應佔該基金之累計溢利	456,206	483,395
Capital contributed to the Fund by the Group	本集團向該基金出資	621,767	405,084
Exchange realignment	匯兌調整	(37,580)	(1,836)
Carrying amount of the Group's interest in the Fund reflected in the Group's consolidated statement of financial position	本集團於該基金之權益的賬面值(在本集團之綜合財務狀況表中反映)	1,040,393	886,643

21. INVESTMENTS IN JOINT VENTURES (Continued)**Summarised financial information of material joint ventures (Continued)**

山東石油 and its subsidiaries

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	2,489,089	469,923
Non-current assets	非流動資產	2,022,514	4,110,922
Current liabilities	流動負債	(838,026)	(583,350)
Non-current liabilities	非流動負債	(30,621)	(169,884)
Net assets	淨資產	3,642,956	3,827,611
Less: Non-controlling interests	減：非控股權益	(1,690,294)	(1,809,092)
Net assets attributable to the equity holders	權益持有人應佔淨資產	1,952,662	2,018,519
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入	465,927	111,101
Profit for the year and other comprehensive expense for the year	年內溢利及其他全面開支	(50,065)	31,697

21. 於合資公司之投資(續)**重要合資公司財務資料概述(續)**

山東石油及其附屬公司

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21. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

山東石油 and its subsidiaries (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the investments in joint ventures recognised in the consolidated financial statements:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net assets attributable to the equity holders reported in the consolidated financial statements	綜合財務報表所呈報權益持有人應佔淨資產	1,952,662	2,018,519
Proportion of the Group's ownership interest in 山東石油	本集團於山東石油之擁有權益比例	41%	41%
Carrying amount of the Group's interest in 山東石油 reflected in the Group's consolidated statement of financial position	本集團於山東石油之權益的賬面值(在本集團之綜合財務狀況表中反映)	800,591	827,593
Aggregate information of joint ventures that are not individually material:	個別而言並非重大之合資公司的合計資料:		
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The Group's share of profit	本集團應佔溢利	419,490	712,585
Aggregate carrying amount of the Group's interest in these joint ventures	本集團於該等合資公司之權益的合計賬面值	4,503,971	4,799,474

21. 於合資公司之投資(續)

重要合資公司財務資料概述(續)

山東石油及其附屬公司(續)

上述財務資料概要與於綜合財務報表確認之合資公司之投資賬面值對賬:

21. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

Included in the balance of amounts due from joint ventures are (i) loans of HK\$92,899,000 (2019: HK\$98,005,000) which are unsecured, interest bearing at fixed rates 4.99% (2019: 4.35%) per annum and (ii) amounts that are in trade nature of HK\$4,337,650,000 (2019: HK\$6,468,879,000) and aged within 180 days based on invoice date. A credit period of 180 days is granted to the joint ventures. The remaining balance is unsecured, non-interest bearing and repayable on demand. Details of impairment assessment of amounts due from joint ventures at 31 March 2020 and 2019 are set out in note 42.

As at 31 March 2020 and 2019, amounts due to joint ventures are in trade nature and within 180 days based on invoice date.

21. 於合資公司之投資(續)

重要合資公司財務資料概述(續)

計入應收合資公司款項結餘之(i)貸款92,899,000港元(二零一九年: 98,005,000港元)乃無抵押、按每年4.99厘(二零一九年: 4.35厘)之固定利率計息, 及(ii)款項4,337,650,000港元(二零一九年: 6,468,879,000港元)乃屬貿易性質及賬齡按發票日基準起計180日內。合資公司的信用期為180日。餘下結餘為無擔保、無息及按要求償還。於二零二零年及二零一九年三月三十一日應收合資公司款項之減值評估詳情載於附註42。

於二零二零年及二零一九年三月三十一日, 應付合資公司款項乃為貿易性質及賬齡按發票日基準起計為180日內。

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22. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

22. 按公平值計入其他全面收入之股本工具

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity securities listed in Hong Kong (note a)	於香港上市之股本證券(附註a)	52,929	114,698
Unlisted equity investments (note b)	非上市股本投資(附註b)	732,478	629,870
Other investments	其他投資	2,198	2,198
		787,605	746,766

Notes:

- (a) Change in fair value of the listed equity securities in Hong Kong for the year ended 31 March 2020 with a decrease of HK\$60,316,000 (2019: a decrease of HK\$8,627,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.
- (b) Included in the balances, amounts of HK\$486,951,000 (2019: HK\$483,091,000) represented the Group's equity interests in certain private entities established in the PRC and Hong Kong. These entities are mainly holding cash and bank balances, financial assets measured at fair value and newly acquired properties. The remaining balances of HK\$245,527,000 (2019: HK\$146,779,000) represented the Group's equity interests in two private entities established in the PRC that operate in the trading and storage of LPG, one of which was acquired in the current year and its businesses are at preliminary stage.

The directors of the Company considered that the carrying amounts of the underlying financial assets, the newly acquired properties and financial liabilities recorded in the financial statements of these private entities approximate to their fair value of the respective investee.

The directors of the Company have elected to designate these equity investments at FVTOCI as they believe that these investments are not held for trading and not expected to be sold in the foreseeable future of the respective investees.

附註：

- (a) 截至二零二零年三月三十一日止年度，於香港上市股本證券之公平價值變動減少60,316,000港元(二零一九年：減少8,627,000港元)於綜合損益及其他全面收入報表確認。
- (b) 計入結餘486,951,000港元(二零一九年：483,091,000港元)的金額指本集團於若干在中國及香港成立的私人實體之股本權益。該等實體主要持有現金及銀行結餘、按公平值計量的金融資產及新收購物業。餘下245,527,000港元(二零一九年：146,779,000港元)的結餘指本集團於兩間在中國成立的私人實體之股本權益，該兩間私人實體經營液化石油氣買賣及儲存，其中一間乃於本年度收購，其業務正處於初始階段。

本公司董事認為，入賬該等私人實體財務報表的相關金融資產、新收購物業及金融負債之賬面值與各被投資方之公平值相約。

由於本公司董事認為該等股本投資並非持作買賣且預計在可預見的將來不會出售各被投資方，彼等選擇指定該等投資按公平值計入其他全面收入。

23. GOODWILL

23. 商譽

		HK\$'000 千港元
COST	成本	
At 1 April 2018	於二零一八年四月一日	3,079,624
Arising on acquisitions of businesses (note 40)	產生自收購業務(附註40)	355,772
Eliminated on disposal of a subsidiary	出售附屬公司時撇除	(3,927)
Impairment loss recognised	減值虧損確認	(68,857)
Exchange realignment	匯兌調整	(232,502)
At 31 March 2019 (restated)	於二零一九年三月三十一日(經重列)	3,130,110
Arising on acquisitions of businesses (note 40)	產生自收購業務(附註40)	171,395
Eliminated on disposal of a subsidiary	出售附屬公司時撇除	(6,250)
Impairment loss recognised	減值虧損確認	(62,866)
Exchange realignment	匯兌調整	(190,412)
At 31 March 2020	於二零二零年三月三十一日	3,041,977

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.

Impairment testing on goodwill

Management considers that each subsidiary engaging in business of the sales of piped gas, sales of LPG business and provision of valued-added services with each subsidiary represents a separate CGU for the purpose of goodwill impairment testing.

本集團於每年及於進行收購之財政年度均會測試商譽有否減值，當有跡象表明商譽可能減值時，會更頻密測試。

商譽減值測試

管理層認為，就商譽減值測試而言，各附屬公司之管道燃氣銷售及液化石油氣銷售業務代表獨立現金產生單位。

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23. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

The carrying amounts of goodwill as at 31 March 2020 and 2019 are allocated as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
Sales of piped gas business within each of the following subsidiaries		
Clever Decision Enterprise Limited	134,746	143,364
宿州中燃城市燃氣發展有限公司	42,599	45,323
北京中油翔科科技有限公司	14,776	15,721
湖南明程貿易發展有限公司	51,047	54,312
南昌中燃城市燃氣發展有限公司	14,195	15,102
遼陽中燃城市燃氣發展有限公司	25,801	27,451
牡丹中燃城市燃氣發展有限公司	28,902	30,750
陝西紫晶能源有限公司	—	65,059
北京國潤富力能源技術發展有限公司	30,705	32,669
China Gas — SK Energy Holdings Co., Limited	86,627	92,167
Fortune Gas Investment Holdings Limited	815,858	868,035
富地柳林燃氣有限公司	17,701	18,833
信陽富地車用燃氣有限公司	111,880	119,035
蕪湖中燃百江燃氣有限公司	15,845	16,858
武漢中燃能源集團有限公司 and China Gas Hong Kong Company Limited (“賽洛燃氣集團”)	174,126	185,262
Beijing Gas Development Limited	166,751	177,416
錦州北燃燃氣有限公司	30,089	32,013
岑溪市恒興天燃氣有限公司	7,917	8,424
南和縣華澳天燃氣有限公司 (“南和華澳”)	13,649	14,522
雙鴨山中燃城市燃氣發展有限公司 (“雙鴨山中燃”)	6,144	6,536
保定奧朗天然氣銷售有限公司 (“保定奧朗”)	1,794	1,909
吉林省嘉鴻能源開發有限公司 (“嘉鴻能源”)	5,419	5,765

23. 商譽(續)

商譽減值測試(續)

於二零二零年及二零一九年三月三十一日的商譽的賬面值分置如下：

23. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

23. 商譽(續)

商譽減值測試(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
黑龍江中佳天然氣源有限公司(“黑龍江中佳”)	黑龍江中佳天然氣源有限公司 (「黑龍江中佳」)	7,156	7,613
山東舜安化學危險品運輸有限責任公司 (“山東舜安”)	山東舜安化學危險品運輸有限責任公司 (「山東舜安」)	9,370	—
黑龍江英聯燃氣有限公司(“黑龍江英聯”)	黑龍江英聯燃氣有限公司(「黑龍江英聯」)	66,137	—
河南中燃順達能源有限公司(“河南順達”)	河南中燃順達能源有限公司(「河南順達」)	3,194	—
天津中長建設工程有限公司(“天津中長”)	天津中長建設工程有限公司(「天津中長」)	929	—
隆堯縣華澳天然銷售有限公司(“隆堯縣華澳”)	隆堯縣華澳天然銷售有限公司 (「隆堯縣華澳」)	7,654	—
巨鹿縣川能天然氣銷售有限公司(“巨鹿縣川”)	巨鹿縣川能天然氣銷售有限公司 (「巨鹿縣川」)	16,178	—
黑龍江省建三江農墾中燃城市燃氣發展有限公司 (“黑龍江建三江”)	黑龍江省建三江農墾中燃城市燃氣發展有限公司 (「黑龍江建三江」)	102	—
臨西縣川東天然氣有限公司(“臨西縣川東”)	臨西縣川東天然氣有限公司(「臨西縣川東」)	6,873	—
東明宏昊燃氣有限公司(“東明宏昊”)	東明宏昊燃氣有限公司(「東明宏昊」)	5,068	—
烏蘭察布市創能清潔能源有限公司(“烏蘭察布”)	烏蘭察布市創能清潔能源有限公司 (「烏蘭察布」)	9,908	—
公主嶺市中益盛天然氣能源有限公司(“公主嶺”)	公主嶺市中益盛天然氣能源有限公司 (「公主嶺」)	16,132	—
昌黎縣泰能加氣有限公司(“昌黎縣泰能”)	昌黎縣泰能加氣有限公司(「昌黎縣泰能」)	20,566	—
安化縣梅山燃氣有限公司(“安化縣梅山燃氣”)	安化縣梅山燃氣有限公司(「安化縣梅山燃氣」)	1,892	—
南城中燃康盛城市燃氣發展有限公司 (“南城中燃”)	南城中燃康盛城市燃氣發展有限公司 (「南城中燃」)	7,392	—
Other CGUs	其他現金產生單位	232,569	251,876
		2,207,691	2,236,015

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23. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
Sales of LPG business within each of the following subsidiaries			
	以下各附屬公司之液化石油氣銷售業務		
上海中油能源控股有限公司	上海中油能源控股有限公司	200,282	213,295
上海華辰船務有限公司	上海華辰船務有限公司	23,843	25,368
清遠普華能源投資有限公司	清遠普華能源投資有限公司	40,247	42,821
Panva Gas Holdings Limited	Panva Gas Holdings Limited	267,599	284,712
甘肅中燃百江能源有限公司	甘肅中燃百江能源有限公司	7,963	8,472
襄陽中燃百江藍緣能源有限公司(“襄陽藍緣”)	襄陽中燃百江藍緣能源有限公司(“襄陽藍緣”)	2,875	3,059
連雲港贛榆中原石油液化氣有限公司(“連雲港贛榆”)	連雲港贛榆中原石油液化氣有限公司(“連雲港贛榆”)	—	6,250
		542,809	583,977
Provision of value-added services within each of following subsidiaries:			
	以下各附屬公司之提供增值服務業務：		
Daily Pride Limited (“Daily Pride”)	宜好有限公司(「宜好」)	290,397	308,969
恩耐特(重慶)新能源有限公司(“恩耐特新能源”)	恩耐特(重慶)新能源有限公司(「恩耐特新能源」)	1,080	1,149
		291,477	310,118
		3,041,977	3,130,110

23. 商譽(續)

商譽減值測試(續)

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (經重列)
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23. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

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

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the management for the next five years. The CGUs cashflows beyond the 5-year period are extrapolated using a steady 3% (2019: 3%) average growth rate for CGUs in the piped gas business, 3% (2019: 5%) for CGUs in the LPG business and 2% (2019: 2%) for CGUs engaged in the provision of value-added services. The financial budgets and growth rates are estimated according to the stage of each operation with reference to the development curve of the natural gas business, LPG business and value-added business in the PRC region. The pre-tax rates used to discount the forecast cash flows for CGUs are from 13% to 20% (2019: 14% to 23%). In the opinion of the directors of the Company, no material impairment loss is identified for both years except for the impairment loss mentioned below. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of CGUs to exceed the aggregate recoverable amount of CGUs. During the year ended 31 March 2020 and 2019, due to the unsatisfactory performance of the gas refilling stations, the directors of the Company have consequently determined impairment of goodwill directly related to sales of piped gas business amounting to HK\$62,866,000 (2019: HK\$68,857,000). No other write-down of the assets is considered necessary.

23. 商譽(續)

商譽減值測試(續)

現金產生單位之可收回價值乃按使用價值釐定。計算使用價值主要假設為期內售價之折扣率、增長率及預期變動及直接成本值。管理層按反映目前評估金錢之時間值及現金產生單位之特定風險之稅前比率估計折扣率。增長率按業內預期增長釐定。售價變動及直接成本按過往慣例及預期市場未來之變動而釐定。

本集團根據管理層批准未來五年之最近期財務預算編製現金流量預算。有關管道燃氣業務及液化石油氣業務以及從事提供增值服務業務五年期後之現金產生單位現金流量則分別採用穩定的平均增長率3%(二零一九年: 3%)、3%(二零一九年: 5%)及2%(二零一九年: 2%)進行推算。財務預算及增長率乃根據各業務之發展階段及經參考中國地區之天然氣業務及液化石油氣業務之發展曲線後估計。用於預測現金產生單位之稅前現金流量折扣比率由13%至20%(二零一九年: 14%至23%)不等。本公司董事認為,除下文所述之減值虧損外,於該兩個年度概無重大可辨認減值虧損。管理層認為以上假設之任何合理可能產生的變動均不會導致現金產生單位之賬面總值超越其總可收回價值。截至二零二零年及二零一九年三月三十一日止年度,由於加氣站表現不理想,本公司董事因此確定與管道氣體業務銷售直接有關的商譽減值,金額為62,866,000港元(二零一九年: 68,857,000港元)。其他資產減值則被認為沒有必要。

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24. OTHER INTANGIBLE ASSETS

24. 其他無形資產

		Exclusive rights of natural gas operation 天然氣業務 之獨家經營權 HK\$'000 千港元	Production sharing rights 生產 分成權 HK\$'000 千港元	Technology rights 技術權 HK\$'000 千港元	Customer relationship 客戶關係 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST		成本				
At 1 April 2018	於二零一八年四月一日	3,036,750	1,342,382	58,830	16,212	4,454,174
Exchange adjustments	匯兌調整	(236,219)	(85,850)	(3,762)	(1,038)	(326,869)
Addition	添置	315	77,605	—	—	77,920
Acquired on acquisition of businesses (note 40)	產生自收購業務(附註40)	65,068	—	—	—	65,068
At 31 March 2019 (restated)	於二零一九年三月三十一日 (經重列)	2,865,914	1,334,137	55,068	15,174	4,270,293
Exchange adjustments	匯兌調整	(170,021)	(80,194)	(3,310)	(912)	(254,437)
Addition	添置	347	—	—	—	347
Acquired on acquisition of businesses (note 40)	產生自收購業務(附註40)	266,382	—	—	—	266,382
At 31 March 2020	於二零二零年三月三十一日	2,962,622	1,253,943	51,758	14,262	4,282,585
AMORTISATION		攤銷				
At 1 April 2018	於二零一八年四月一日	491,942	26,284	16,712	16,212	551,150
Exchange adjustments	匯兌調整	(31,461)	(1,681)	(1,069)	(1,038)	(35,249)
Charge for the year	年內支出	110,204	6,800	5,648	—	122,652
At 31 March 2019	於二零一九年三月三十一日	570,685	31,403	21,291	15,174	638,553
Exchange adjustments	匯兌調整	(34,306)	(1,888)	(1,280)	(912)	(38,386)
Charge for the year	年內支出	114,975	8,318	10,712	—	134,005
At 31 March 2020	於二零二零年三月三十一日	651,354	37,833	30,723	14,262	734,172
CARRYING VALUES		賬面值				
At 31 March 2020	於二零二零年三月三十一日	2,311,268	1,216,110	21,035	—	3,548,413
At 31 March 2019 (restated)	於二零一九年三月三十一日 (經重列)	2,295,229	1,302,734	33,777	—	3,631,740

24. OTHER INTANGIBLE ASSETS (Continued)

Note: The exclusive rights of natural gas operation, technology rights and customer relationship are amortised on a straight-line method over the period of 30 years, 40 years and 10 years respectively.

Production sharing right represents the right under the production contract entered between a subsidiary of the Group and a PRC entity for the exploitation and development of a coal-bed methane resource in the PRC ("CBM Project") under an exclusive right granted by the PRC government to explore, develop and produced coal-bed methane with that PRC entity as joint operation partner until 2029 and management of the Group sought advice from its legal advisor and has been advised that there is a sound basis to further extend the exclusive right to 2038. The Group has a 50% participating stake in the CBM Project. Production sharing right is amortised by using the units of production method based on the expected proven reserve to be extracted during the contractual period.

25. AMOUNTS DUE FROM (TO) ASSOCIATES

As at 31 March 2020, included in the balance of amounts due from associates is loan of HK\$419,754,000 which is unsecured, non-interest bearing repayable according to the terms of agreement. The balance of HK\$15,728,000 (2019: HK\$37,564,000) are of trade nature aged within 180 days based on invoice date and a dividend receivable of HK\$4,805,000 (2019: HK\$5,112,000). A credit period of 30 to 180 days is granted to these trade customers. The remaining balance of HK\$27,245,000 are of non-trade nature, which are unsecured, non-interest bearing and repayable on demand. Details of impairment assessment of amounts due from associates at 31 March 2020 and 2019 are set out in note 42.

As at 31 March 2020, the amounts due to associates of HK\$65,819,000 (2019: HK\$40,849,000) are of non-trade nature which are unsecured, non-interest bearing and repayable on demand.

As at 31 March 2019, the amounts due from associates of HK\$2,361,000 is unsecured, interest-bearing of fixed rate of 6% per annum. It was repaid during the year.

24. 其他無形資產(續)

附註：天然氣業務之獨家經營權、技術權及客戶關係分別於30年、40年及10年之期間內以直線法予以攤銷。

生產分成權指本集團一間附屬公司與一間中國企業就根據中國政府授出與該中國企業(作為共同營運夥伴)勘探、開發及生產煤層氣的獨家經營權而勘探及開發中國煤層氣資源(「煤層氣項目」)訂立的生產合約項下之權益，有效期至二零二九年，而本集團的管理層已向其法律顧問尋求意見並獲告知其有可靠依靠將獨家經營權進一步延長至二零三八年。本集團於煤層氣項目擁有50%參與權益。生產分成權根據於合約期內將開採的預期經探明儲備使用生產單位法作攤銷。

25. 應收(應付)聯營公司款項

於二零二零年三月三十一日，已計入應收聯營公司款項結餘之貸款419,754,000港元乃無抵押、免息並須根據協議條款償還。餘額15,728,000港元(二零一九年：37,564,000港元)屬貿易性質，賬齡由發票日期起計180日內，以及應收股息4,805,000港元(二零一九年：5,112,000港元)。本集團向該等貿易客戶授予30日至180日之信貸期。餘額27,245,000港元乃屬非貿易性質、無抵押、免息及按要求償還。於二零二零年及二零一九年三月三十一日應收聯營公司款項之減值評估詳情載於附註42。

於二零二零年三月三十一日，應付聯營公司款項65,819,000港元(二零一九年：40,849,000港元)乃屬非貿易性質、無抵押、免息及按要求償還。

於二零一九年三月三十一日，應收聯營公司款項2,361,000港元乃無抵押、按6厘之固定年利率計息。該筆款項已於年內償還。

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26. INVENTORIES

26. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Construction materials	建材	1,602,158	1,000,148
Consumables, spare parts, gas appliances and other materials	消耗品、備件、燃氣器具及其他物料	995,996	846,399
Natural gas	天然氣	288,153	625,520
LPG	液化石油氣	359,918	939,855
		3,246,225	3,411,922

27. CONTRACT ASSETS/LIABILITIES

27. 合約資產／負債

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract assets – current	合約資產 – 即期		
Construction contracts in gas pipeline construction	燃氣管道建設建造合約	12,750,848	7,185,220
Contract liabilities – current	合約負債 – 即期		
Construction contracts in gas pipeline construction	燃氣管道建設建造合約	1,887,007	1,942,654
Purchase of piped gas, LPG and other sales	購買管道燃氣、液化石油氣及其他銷售	4,110,654	3,224,940
		5,997,661	5,167,594

As at 1 April 2018, contract assets amounted to HK\$3,106,327,000 and contract liabilities amounted to HK\$4,153,262,000.

於二零一八年四月一日，合約資產為3,106,327,000港元，而合約負債則為4,153,262,000港元。

27. CONTRACT ASSETS/LIABILITIES (Continued)

The contract assets primarily relate to the Group's right to consideration for work completed because the rights are conditioned on the Group's future performance in achieving specified milestones at the reporting date on contract work. The contract assets are transferred to trade receivables when the rights become unconditional.

Typical payment terms which impact on the amount of contract assets and contract liabilities recognised are as follows:

Construction contracts in respect of gas pipeline construction

The Group's revenue from construction contracts is measured by input method. The Group requires certain customers to provide upfront deposits before the commencement of the construction work as part of its credit risk management policies.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

When the Group receives a deposit before the construction activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

27. 合約資產／負債(續)

合約資產主要涉及本集團對已完成工作的代價權，而該等權利取決於本集團今後於合約工作報告日達成特定里程碑的表現。當該等權利變為無條件時，合約資產即轉移至貿易應收款。

影響已確認的合約資產及合約負債金額的標準付款條款如下：

天然氣管道建設合約

本集團的建設合約收入按輸入法計量。本集團要求若干客戶於施工開始前提供前期按金，作為其信貸風險管理政策的一部分。

由於本集團預期於正常營運週期內實現此等合約資產，故將此等合約資產分類為流動資產。

本集團於施工活動開始之前收到按金時，將於合約開始時產生合約負債，直至相關合約所確認的收入超過按金額為止。

27. CONTRACT ASSETS/LIABILITIES (Continued)

Purchase of piped gas and LPG

The Group would require advance payment before the usage of the piped gas and LPG for certain customers, any shortage against the periodical actual charge for the actual usage of piped gas and LPG will be billed by the Group accordingly. These customers are required to top up the advance payment for future usage of piped gas and LPG to be supplied by the Group. The Group requires advance payment before the usage of the piped gas through the prepaid card for certain household users. The charge of the actual usage of piped gas will be deducted directly to the balance of the prepaid card. These customers can only consume the piped gas up to the balance of the prepaid card. This will give rise to contract liabilities until the revenue recognised on the relevant contract exceeds the amount of advance payment.

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

27. 合約資產／負債(續)

購買管道燃氣及液化石油氣

本集團會要求若干客戶於使用管道燃氣及液化石油氣之前預付款項，而有關管道燃氣及液化石油氣實際使用時與實際定期收費產生的不足差額，則由集團相應徵收。該等客戶須為今後使用本集團作供應管道燃氣及液化石油氣追加額外預付款項。本集團要求若干家庭用戶於使用管道燃氣之前通過預付卡預付款項。使用管道燃氣之實際收費將直接從預付卡的餘額扣除。該等客戶只能享用管道燃氣直至預付卡餘額扣完為止。這將產生合約負債，直至相關合約所確認的收入超過預付金額為止。

下表列載本年度確認的收入有多少與結轉合約負債有關以及多少與以前各期已履行的履約義務有關。

		Construction contracts	Purchase of piped gas, LPG and other sales
		建設合約	購買管道燃氣、 液化石油氣 及其他銷售
		HK\$'000	HK\$'000
		千港元	千港元
For the year ended 31 March 2020	截至二零二零年三月三十一日 止年度		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	年初確認包括於合約負債結餘的收入	1,942,654	3,224,940
For the year ended 31 March 2019	截至二零一九年三月三十一日 止年度		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	年初確認包括於合約負債結餘的收入	1,374,293	2,778,969

Details of the impairment assessment of contract assets are set out in note 42.

合約資產減值評估詳情載於附註42。

28. TRADE AND OTHER RECEIVABLES

28. 貿易應收賬項及其他應收賬項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	貿易應收賬項	3,687,255	3,554,884
Less: Accumulated allowances	減：累計撥備	(699,559)	(684,415)
Trade receivables	貿易應收賬項	2,987,696	2,870,469
Deposits paid for construction and other materials	工程及其他材料已付按金	988,852	725,380
Deposits paid for purchase of natural gas and LPG	購買天然氣及液化石油氣已付按金	2,272,033	1,885,387
Advance payments to sub-contractors	預付予分包商之款項	739,241	1,491,572
Rental and utilities deposits	租金及公用事業按金	479,620	464,748
Other tax recoverable	其他可收回稅項	917,083	1,245,364
Other receivables and deposits	其他應收賬項及按金	690,961	806,931
Prepaid operating expenses	預付經營開支	707,190	504,065
Amounts due from non-controlling interests of subsidiaries	應收附屬公司非控股權益款項	110,350	67,307
Total trade and other receivables	貿易應收賬項及其他應收賬項總額	9,893,026	10,061,223

Other than certain major customers with good repayment history which the Group allows a longer credit period or settlement by instalment basis, the Group generally allows an average credit period of 30 to 180 days to its trade customers.

除若干付款記錄良好之主要客戶獲本集團准許有較長信貸期或分期付款外，本集團一般向其貿易客戶提供平均30至180日之信貸期。

28. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables net of impairment losses presented based on invoice date at the end of the reporting period:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-180 days	0至180日	2,348,521	2,520,722
181-365 days	181至365日	491,325	262,870
Over 365 days	365日以上	147,850	86,877
		2,987,696	2,870,469

The Group has policies for allowance for credit loss which are based on the evaluation of collectability and age analysis of trade receivables and on the management's judgment including the current creditworthiness, the past collection history of each customer as well as relevant forward looking information.

As at 31 March 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$639,175,000 (2019: HK\$349,747,000) which are past due as at the reporting date and has been past due 90 days or more and is not considered as default as these are contributed by the debtors without bad debt history or the PRC local governments with low credit risks. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables for the year ended 31 March 2020 and 2019 are set out in note 42.

28. 貿易應收賬項及其他應收賬項(續)

於報告期末，按發票日期呈列之貿易應收賬項(扣除減值虧損)之賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-180 days	2,348,521	2,520,722
181-365 days	491,325	262,870
Over 365 days	147,850	86,877
	2,987,696	2,870,469

本集團之信貸虧損撥備政策乃根據追回款項機率之評估及貿易應收賬項之賬齡分析，並根據管理層對包括每名客戶現時之信用能力及收款往績之判斷以及考慮前瞻性資料。

於二零二零年三月三十一日，本集團之貿易應收賬項中包括帳面值639,175,000港元(二零一九年：349,747,000港元)之欠款，該筆款項於報告日期已逾期，並已逾期90日或以上，且由於該等逾期來自並無壞賬歷史的債務人或信貸風險較低的中國當地政府，故並不被視作拖欠。本集團並無就該等結餘持有任何抵押。

於截至二零二零年及二零一九年三月三十一日止年度貿易應收賬項及其他應收賬項之減值評估詳情載於附註42。

29. HELD-FOR-TRADING INVESTMENTS

29. 持作買賣投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity securities at fair value listed in Hong Kong	按公平值列值之香港上市股本證券	1,003	1,780

Held-for-trading investments as at 31 March 2020 and 2019, represent equity securities listed in Hong Kong. The fair values of the investments are determined based on the quoted market bid prices available on the Stock Exchange. The fair value of held-for-trading investments was classified as Level 1 of the fair value hierarchy.

於二零二零年及二零一九年三月三十一日的持作買賣投資指於香港上市之股本證券。該等投資之公平值基於聯交所所報之市場買價而釐定。持作買賣投資之公平值分類為公平值層級第一級。

30. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

30. 已抵押銀行存款／銀行結存及現金

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less and carry interest at market rates which range from 0.01% to 2.25% per annum (2019: 0.01% to 2.80% per annum).

銀行結存及現金包括本集團持有之現金及原本於三個月或以內到期之短期銀行存款，按每年0.01厘至2.25厘（二零一九年：每年0.01厘至2.80厘）之市場利率計息。

Pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to HK\$536,570,000 (2019: HK\$243,381,000) have been pledged to secure short-term bank loans and undrawn short-term facilities and are therefore classified as current assets. The pledged bank deposits carry fixed interest rates of 0.35% to 2.25% (2019: 1.55% to 4.50%) per annum.

已抵押銀行存款指為取得授予本集團之銀行融資而抵押予銀行之存款。536,570,000港元（二零一九年：243,381,000港元）之存款已作抵押以取得短期銀行貸款及未提取之短期融資，因此分類為流動資產。已抵押銀行存款按每年0.35厘至2.25厘（二零一九年：每年1.55厘至4.50厘）之固定利率計息。

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30. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH (Continued)

The details of the Group's pledged bank deposits and bank balances and cash which are denominated in currencies other than the functional currency of the respective group entities are set out below:

30. 已抵押銀行存款／銀行結存及現金(續)

本集團以各相關集團企業之功能貨幣以外之貨幣計值之已抵押銀行存款以及銀行結存及現金之詳情載列如下：

		United States Dollars ("USD") 美元(「美元」) HK\$'000 千港元 equivalent 等值	HK\$ 港元 HK\$'000 千港元
At 31 March 2020	於二零二零年三月三十一日	309,271	136,269
At 31 March 2019	於二零一九年三月三十一日	190,529	98,889

31. TRADE AND OTHER PAYABLES

Trade and other payables comprise amounts outstanding for trade purchases and ongoing costs. The following is an aged analysis of trade and other payables presented based on the invoice date at the end of the reporting period:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-90 days	0至90日	10,585,817	13,256,485
91-180 days	91日至180日	1,506,466	3,244,308
Over 180 days	180日以上	1,307,046	1,339,618
Trade and bill payables	貿易應付賬項及應付票據	13,399,329	17,840,411
Other payables and accrued charges	其他應付賬項及應計費用	814,268	1,084,705
Consideration payables	應付代價	183,959	220,897
Construction fee payables	應付工程費用	1,108,919	1,025,650
Retention payables and security deposits received	已收保證金及按金	1,009,592	571,174
Other tax payables	應付其他稅項	100,452	99,995
Accrued staff costs	應計員工成本	198,387	193,695
Loan interest payables	應付貸款利息	282,857	355,875
Amounts due to non-controlling interests of subsidiaries (note (a))	應付附屬公司非控股權益款項 (附註(a))	602,611	589,484
Amounts due to staff (note (b))	應付員工款項(附註(b))	—	1,716,811
		17,700,374	23,698,697

Notes:

- (a) The non-trade balances of amounts due to non-controlling interests of subsidiaries are unsecured, non-interest bearing and repayable on demand.
- (b) The balance represented the amounts due to staff at the end of the reporting period which was the proceeds from sales of Company's shares after the exercise of the employees' share options and the amounts have been settled during the year ended 31 March 2020.

All of the balances were aged within 90 to 180 days based on invoice date and the average credit period is 90 to 180 days.

31. 貿易應付賬項及其他應付賬項

貿易應付賬項及其他應付賬項包括貿易買賣及持續成本之未結清數額。於報告期末，按發票日期呈列之貿易應付賬項及其他應付賬項之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
0-90 days	0至90日	10,585,817	13,256,485
91-180 days	91日至180日	1,506,466	3,244,308
Over 180 days	180日以上	1,307,046	1,339,618
Trade and bill payables	貿易應付賬項及應付票據	13,399,329	17,840,411
Other payables and accrued charges	其他應付賬項及應計費用	814,268	1,084,705
Consideration payables	應付代價	183,959	220,897
Construction fee payables	應付工程費用	1,108,919	1,025,650
Retention payables and security deposits received	已收保證金及按金	1,009,592	571,174
Other tax payables	應付其他稅項	100,452	99,995
Accrued staff costs	應計員工成本	198,387	193,695
Loan interest payables	應付貸款利息	282,857	355,875
Amounts due to non-controlling interests of subsidiaries (note (a))	應付附屬公司非控股權益款項 (附註(a))	602,611	589,484
Amounts due to staff (note (b))	應付員工款項(附註(b))	—	1,716,811
		17,700,374	23,698,697

附註：

- (a) 應付附屬公司非控股權益款項之非貿易結餘為無抵押、免息及須於要求時償還。
- (b) 餘額指於報告期末應付員工款項，即僱員購股權獲行使後出售本公司股份所得款項，款項已於截至二零二零年三月三十一日止年度支付。

所有結餘按發票日期計賬齡為90至180日，而平均信貸期為90至180日。

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32. LEASE LIABILITIES

32. 租賃負債

		2020 二零二零年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：	
Within one year	於一年內	75,054
Within a period of more than one year but not more than two years	為期一年以上但不超過兩年	37,630
Within a period of more than two years but not more than five years	為期兩年以上但不超過五年	75,164
More than five years	多於五年	45,074
		232,922
Less: Amount due for settlement with 12 months shown under current liabilities	減：12個月內到期償還列入 流動負債之款項	(75,054)
Amount due for settlement after 12 months shown under non-current liabilities	12個月後到期償還列入 非流動負債之款項	157,868

33. BANK AND OTHER BORROWINGS

33. 銀行及其他借貸

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank and other borrowings comprise the following:	銀行及其他借貸包括以下各項：		
Bank borrowings	銀行借貸	27,551,748	26,570,153
Other borrowings	其他借貸	12,137,370	11,328,754
		39,689,118	37,898,907
Secured	有抵押	2,168,142	3,056,554
Unsecured	無抵押	37,520,976	34,842,353
		39,689,118	37,898,907

33. BANK AND OTHER BORROWINGS (Continued)

33. 銀行及其他借貸(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The maturity profile of the above borrowings is as follows:	上述借貸之到期情況如下：		
Within one year	於一年內	24,120,679	16,407,520
More than one year, but not exceeding two years	多於一年但不超過兩年	2,749,850	9,833,244
More than two years, but not exceeding five years	多於兩年但不超過五年	11,938,323	10,018,833
More than five years	多於五年	880,266	1,639,310
		39,689,118	37,898,907
Less: Amount due within one year shown under current liabilities	減：一年內到期列入流動負債之款項	24,120,679	16,407,520
Amount due after one year	一年後到期之款項	15,568,439	21,491,387
Borrowings comprise:	借貸包括：		
Fixed-rate borrowings	定息借貸	16,998,460	14,954,210
Floating-rate borrowings	浮息借貸		
— London Interbank Offered Rate (“LIBOR”) plus 1.05% to 2.35% (2019: 1.05% to 2.35%)	— 倫敦銀行同業拆息率(「倫敦銀行同業拆息率」)另加1.05厘至2.35厘(二零一九年：1.05厘至2.35厘)	4,460,732	5,017,047
— Hong Kong Interbank Offered Rate (“HIBOR”) plus 0.70% to 1.05% (2019: 1.00% to 1.05%)	— 港元銀行同業拆息率(「港元銀行同業拆息率」)另加0.70厘至1.05厘(二零一九年：1.00厘至1.05厘)	5,840,000	3,576,000
— Base rate of People’s Bank of China	— 中國人民銀行基準利率	12,389,926	14,351,650
		39,689,118	37,898,907

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33. BANK AND OTHER BORROWINGS (Continued)

The details of the corporate bonds of the Company as included in the other borrowings are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Corporate bond 2 (note 1)	公司債券2(附註1)	335,554	2,275,508
Corporate bond 3 (note 2)	公司債券3(附註2)	1,639,279	1,741,422
Corporate bond 4 (note 3)	公司債券4(附註3)	1,634,073	1,707,471
Corporate bond 5 (note 4)	公司債券5(附註4)	2,183,883	2,285,714
Corporate bond 6 (note 5)	公司債券6(附註5)	1,419,465	1,485,714
Corporate bond 7 (note 6)	公司債券7(附註6)	1,092,896	—
		8,305,150	9,495,829

Notes:

- (1) The listed corporate bond of RMB0.3 billion (2019: RMB2 billion) was issued with coupon and effective interest rate of 3.40% (2019: 3.05%) per annum and maturity date on 27 October 2021 to qualified investors in the PRC on 27 October 2016. The corporate bond was listed on Shanghai Stock Exchange Comprehensive Electronic Platform of Fixed Income Securities on 8 November 2016.
- (2) The corporate bond of RMB1.5 billion was issued with coupon and effective interest rate of 4.75% per annum through the private placement in the PRC on 1 August 2017. The corporate bond of RMB1 billion and RMB0.5 billion are with maturity date on 3 August 2020 and 3 August 2022 respectively. The corporate bond is tradable on China Interbank Market.
- (3) The corporate bond of RMB1.5 billion was issued with coupon and effective interest rate of 4.50% per annum and maturity date on 11 September 2023 to qualified investors in the PRC on 11 September 2018. The corporate bond was listed on Shanghai Stock Exchange Comprehensive Electronic Platform of Fixed Income Securities on 27 September 2018.
- (4) The corporate bond of RMB2.0 billion was issued with coupon and effective interest rate of 4.38% per annum through the private placement in the PRC on 24 October 2018. The corporate bond of RMB2.0 billion is with maturity date on 23 October 2023. The corporate bond is tradable on China Interbank Market.

33. 銀行及其他借貸(續)

計入其他借貸之本公司的公司債券詳情如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Corporate bond 2 (note 1)	335,554	2,275,508
Corporate bond 3 (note 2)	1,639,279	1,741,422
Corporate bond 4 (note 3)	1,634,073	1,707,471
Corporate bond 5 (note 4)	2,183,883	2,285,714
Corporate bond 6 (note 5)	1,419,465	1,485,714
Corporate bond 7 (note 6)	1,092,896	—
	8,305,150	9,495,829

附註：

- (1) 人民幣3億元(二零一九年：人民幣20億元)上市公司債券在中國於二零一六年十月二十七日發行予中國合資格投資者，息票利率及實際利率為每年3.40%(二零一九年：3.05%)及到期日為二零二一年十月二十七日。於二零一六年十一月八日，該公司債券於上海證券交易所固定收益證券綜合電子平台上市。
- (2) 人民幣15億元公司債券在中國於二零一七年八月一日透過私募配售發行，息票利率及實際利率為每年4.75%。人民幣10億元公司債券及人民幣5億元公司債券之到期日分別為二零二零年八月三日及二零二二年八月三日。該公司債券可於中國銀行間市場交易。
- (3) 人民幣15億元公司債券在中國於二零一八年九月十一日發行予中國合資格投資者，息票利率及實際利率為每年4.50%及到期日為二零二三年九月十一日。於二零一八年九月二十七日，該公司債券於上海證券交易所固定收益證券綜合電子平台上市。
- (4) 人民幣20億元公司債券在中國於二零一八年十月二十四日透過私募配售發行，息票利率及實際利率為每年4.38%。該人民幣20億元公司債券到期日為二零二三年十月二十三日。該公司債券可於中國銀行間市場交易。

33. BANK AND OTHER BORROWINGS (Continued)

Notes: (Continued)

- (5) The corporate bond of RMB1.3 billion was issued with coupon and effective interest rate of 4.15% per annum through the private placement in the PRC on 7 December 2018. The corporate bond of RMB1.3 billion is with maturity date on 6 December 2023. The corporate bond is tradable on China Interbank Market.
- (6) The corporate bond of RMB1.0 billion was issued with coupon and effective interest rate of 3.38% per annum through the private placement in PRC on 10 March 2020. The corporate bond of RMB1.0 billion is with maturity date on 10 May 2025. The corporate bond is tradeable on China Interbank Market.

The range of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		2020 二零二零年	2019 二零一九年
Effective interest rate per annum:	實際年利率：		
Fixed-rate borrowings	定息借貸	0.90%–8.50%	0.90%–8.50%
Floating-rate borrowings	浮息借貸	1.00%–4.99%	1.43%–7.35%

The details of the Group's borrowings which are denominated in currencies other than the functional currency of the respective group entities are set out below:

		USD	HK\$	Japanese Yen ("JPY") 日圓	Euro dollar ("EURO") 歐元
		美元 HK\$'000 千港元 equivalent 等值	港元 HK\$'000 千港元 equivalent 等值	(「日圓」) HK\$'000 千港元 equivalent 等值	(「歐元」) HK\$'000 千港元 equivalent 等值
At 31 March 2020	於二零二零年三月三十一日	68,048	1,262,181	496,203	7,498
At 31 March 2019	於二零一九年三月三十一日	588,344	3,001,403	513,474	2,506

33. 銀行及其他借貸(續)

附註：(續)

- (5) 人民幣13億元公司債券在中國於二零一八年十二月七日透過私募配售發行，息票利率及實際利率為每年4.15%。該人民幣13億元公司債券到期日為二零二三年十二月六日。該公司債券可於中國銀行間市場交易。
- (6) 人民幣10億元公司債券在中國於二零二零年三月十日透過私募配售發行，息票利率及實際利率為每年3.38%。該人民幣10億元公司債券到期日為二零二五年五月十日。該公司債券可於中國銀行間市場交易。

本集團借貸之實際利率的範圍(亦相當於訂約利率)如下：

本集團除各相關集團實體之功能貨幣以外之貨幣計值之借貸詳情載列如下：

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34. SHARE CAPITAL

34. 股本

		Ordinary shares 普通股		Convertible preference shares 可換股優先股		Total 總計
		No. of shares '000 at HK\$0.01 each 每股面值 0.01港元的 千股股數	HK\$'000 千港元	No. of shares '000 at HK\$1.00 each 每股面值 0.01港元的 千股股數	HK\$'000 千港元	HK\$'000 千港元
Authorised	法定	9,000,000	90,000	124,902	124,902	214,902
Issued and fully paid:	已發行及繳足：					
At 31 March 2018	於二零一八年 三月三十一日	4,968,519	49,685	—	—	49,685
Exercise of share options	行使購股權	259,895	2,599	—	—	2,599
Repurchase of share (note)	回購股份(附註)	(9,851)	(98)	—	—	(98)
At 31 March 2019 and 2020	於二零一九年及 二零二零年 三月三十一日	5,218,563	52,186	—	—	52,186

Note: During the year ended 31 March 2019, the Company repurchased its own shares through the Stock Exchange as follows:

附註：截至二零一九年三月三十一日止年度，本公司透過聯交所回購其自身之股份如下：

Month of repurchase 回購月份	No. of ordinary shares of HK\$0.01 0.01港元之 普通股數目	Price per share 每股價格		Aggregated repurchased costs 總回購成本 HK\$'000 千港元	
		highest 最高 HK\$ 港元	lowest 最低 HK\$ 港元		
September 2018	二零一八年九月	585,000	22.00	21.95	12,861
October 2018	二零一八年十月	9,266,200	22.00	20.00	198,850

35. RESERVES

35. 儲備

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Translation reserve	換算儲備		
At the beginning of the reporting period	於報告期初	(759,909)	1,468,866
Exchange difference arising on translation	因換算而產生之匯兌差額	(2,400,557)	(2,228,775)
At the end of the reporting period	於報告期末	(3,160,466)	(759,909)
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Investment revaluation reserve	投資重估儲備		
At the beginning of the reporting period	於報告期初	(22,604)	(13,977)
Decrease in fair value of equity instruments at FVTOCI	按公平值計入其他全面收入之股本工具公平值減少	(60,316)	(8,627)
At the end of the reporting period	於報告期末	(82,920)	(22,604)

36. DERIVATIVE FINANCIAL INSTRUMENT

36. 衍生金融工具

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Cross currency interest rate swap contract (note)	交叉貨幣利率掉期合約(附註)	3,539	—
Financial liabilities	金融負債		
Interest rate swap contracts (note)	利率掉期合約(附註)	30,674	21,764
Cross currency interest rate swap contract	交叉貨幣利率掉期合約	—	802
		30,674	22,566

Note: The instruments are designated under hedge accounting.

附註：該工具為對沖會計項下指定。

36. DERIVATIVE FINANCIAL INSTRUMENT (Continued)

In order to manage the Group's foreign currency exposure and interest rate exposure in relation to the Group's borrowings which are denominated in USD, the Group entered into a cross currency interest rate swap contract to buy USD for RMB. The Group also entered into USD and HK\$ interest rate swaps to manage the Group's interest rate exposure to LIBOR and HIBOR.

At the end of the reporting period, the Group has an outstanding cross currency interest rate swap contract with an aggregate notional amount of USD7 million (2019: USD14 million) that requires the Group to buy USD for RMB at exchange rate of RMB6.534 (2019: RMB6.534) for USD1 and change from paying floating interest rate of 6 month LIBOR + 1.75% per annum (2019: 6 months LIBOR + 1.75% per annum) to paying fixed rate of 5.52% per annum (2019: 5.52% per annum) with a maturity period that matches the maturity period of the relevant borrowing.

At the end of the reporting period, the Group also has entered into interest rate swap contracts with an aggregate notional amount of USD90 million (2019: USD90 million) and HK\$1,638 million (2019: HK\$1,638 million) that change from paying floating interest rate of 3 month LIBOR + 1.05% per annum and 3 month HIBOR + 1.05% per annum (2019: 3 months LIBOR + 1.05% per annum and 3 months HIBOR + 1.05% per annum) to paying fixed rate of 3.72% per annum and 3.46% per annum respectively (2019: 3.72% per annum and 3.46% per annum respectively) with maturity periods that match the maturity periods of the relevant borrowings. These interest rate swaps are designated as hedging instruments which hedge the interest rate risk exposures of the underlying hedged borrowings. The critical terms of the derivatives match those of the respective hedged borrowings.

The cross currency interest rate swap and USD and HK\$ interest rate swaps are measured at fair value at the end of the reporting period which is determined by reference to the prices as quoted by the counterparty financial institutions.

36. 衍生金融工具(續)

為管理本集團有關以美元計值之本集團借貸的外幣風險及利率風險，本集團訂立交叉貨幣利率掉期合約，以人民幣購入美元。本集團亦訂立美元及港元利率掉期合約，以管理本集團對倫敦銀行同業拆息率與港元銀行同業拆息率的利率風險。

於報告期末，本集團之未到期交叉貨幣利率掉期合約的總名義金額為700萬美元(二零一九年：1,400萬美元)，規定本集團按1美元兌人民幣6.534元(二零一九年：人民幣6.534元)之匯率以人民幣購入美元，並由支付浮動年利率6個月倫敦銀行同業拆息率加年息1.75厘(二零一九年：6個月倫敦銀行同業拆息率加年息1.75厘)改為支付固定年利率5.52厘(二零一九年：年利率5.52厘)，期限與相關借貸的期限相配。

於報告期末，本集團亦已訂立利率掉期合約，總名義金額為9,000萬美元(二零一九年：9,000萬美元)及16.38億港元(二零一九年：16.38億港元)，分別由支付浮動年利率3個月倫敦銀行同業拆息率加年底1.05厘及港元銀行同業拆息率加年息1.05厘(二零一九年：3個月倫敦銀行同業拆息率加年底1.05厘及港元銀行同業拆息率加年息1.05厘)，改為分別支付固定年利率3.72厘及3.46厘(二零一九年：分別為年利率3.72厘及3.46厘)，期限與相關借貸的期限相配。該等利率掉期合約被指定為對沖工具，用於對沖基本已對沖借貸的利率風險。衍生工具的關鍵條款與各自對沖借貸的條款相配。

交叉貨幣利率掉期以及美元及港元利率掉期於報告期末按經參考對手方金融機構所報價格而釐定的公平值計量。

37. DEFERRED TAXATION

The following is the deferred tax liabilities (assets) recognised and movements thereon during the current and prior reporting years.

		Accelerated tax depreciation	Revaluation on investment properties	Fair value adjustment on property, plant and equipment and right-of-use assets 物業、廠房及 設備以及 使用權資產之 公平值調整	Tax losses	Intangible assets	Impairment on trade and other receivables and contract assets 貿易應收賬項及 其他應收賬項及 合約資產	Impairment on property, plant and equipment 物業、廠房 及設備減值	Total
		加速 稅項折舊 HK\$'000 千港元	物業 投資重估 HK\$'000 千港元	公平值調整 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	無形資產 HK\$'000 千港元	合約資產 HK\$'000 千港元	總計 HK\$'000 千港元	
At 1 April 2018	於二零一八年 四月一日	471	42,607	160,399	(25,976)	755,695	(194,876)	(29,449)	708,871
Exchange adjustments	匯兌調整	—	—	11	(7,646)	(2,206)	(6,370)	1,883	(14,328)
Charge (credit) to profit or loss for the year (note 10)	年內於損益中扣除 (計入)(附註10)	62,444	601	(4,885)	545	(27,319)	(1,148)	—	30,238
Acquisition of businesses (note 40)	收購業務(附註40)	—	—	—	—	16,319	—	—	16,319
At 31 March 2019 (restated)	於二零一九年三月 三十一日(重列)	62,915	43,208	155,525	(33,077)	742,489	(202,394)	(27,566)	741,100
Exchange adjustments	匯兌調整	(8,436)	(1,324)	(7,311)	686	(17,114)	(6,629)	1,657	(38,471)
Charge (credit) to profit or loss for the year (note 10)	年內於損益中扣除 (計入)(附註10)	262,984	(3,337)	(6,604)	245	(47,290)	(24,701)	—	181,297
Acquisition of businesses (note 40)	收購業務(附註40)	—	—	—	—	66,595	—	—	66,595
At 31 March 2020	於二零二零年 三月三十一日	317,463	38,547	141,610	(32,146)	744,680	(233,724)	(25,909)	950,521

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances for financial reporting purposes:

以下為於本報告年度及過往報告年度之已確認遞延稅項負債(資產)以及相關變動。

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已予抵銷。以下為就財務報告而言之遞延稅項結餘分析：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (restated) (重列)
Deferred tax assets	遞延稅項資產	259,633	229,960
Deferred tax liabilities	遞延稅項負債	(1,210,154)	(971,060)
		(950,521)	(741,100)

37. DEFERRED TAXATION (Continued)

Under the Law of the PRC on Enterprise Income Tax, withholding tax is imposed on dividends declared in respect of profit earned by PRC subsidiaries from 1 January 2008 onward. No deferred taxation has been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC entities amounting to HK\$41,326,945,000 (2019: HK\$31,624,074,000) as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Majority joint ventures and associates established in the PRC are held directly by certain wholly-owned subsidiaries of the Group established in the PRC which are therefore not subject to the above-mentioned withholding tax.

At the end of the reporting period, the Group has estimated unused tax losses of HK\$8,733,821,000 (2019: HK\$7,074,430,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$194,820,000 (2019: HK\$200,464,000) of the tax losses. No deferred tax asset has been recognised for the remaining estimated tax losses of HK\$8,539,001,000 (2019: HK\$6,873,966,000) due to the uncertainty of future profits streams. Included in unrecognised estimated tax losses are losses of HK\$5,391,183,000 (2019: HK\$4,435,203,000) that will expire in 5 years from the year of origination which is ranged from 2020 to 2024 (2019: 2019 to 2023). Other losses may be carried forward indefinitely.

37. 遞延稅項(續)

根據中國企業所得稅法，由二零零八年一月一日起，就中國附屬公司所賺取之溢利而宣派之股息須徵收預扣稅。綜合財務報表並無就中國企業累計溢利41,326,945,000港元(二零一九年：31,624,074,000港元)之暫時差額作出遞延稅項撥備，原因是本集團能控制撥回暫時差額之時間，且暫時差額很可能不會於可見將來撥回。

大部份於中國成立的合資公司及聯營公司均由本集團在中國成立之若干全資附屬公司直接持有，因此毋須繳納上述預扣稅。

於報告期末，本集團可用以抵銷未來溢利之估計未動用稅項虧損為8,733,821,000港元(二零一九年：7,074,430,000港元)。已就194,820,000港元(二零一九年：200,464,000港元)之稅項虧損確認遞延稅項資產。由於未來溢利來源尚不確定，其餘估計稅項虧損8,539,001,000港元(二零一九年：6,873,966,000港元)並無確認遞延稅項資產。未確認估計稅項虧損中包括自起始年度二零二零年至二零二四年(二零一九年：二零一九年至二零二三年期間)起計5年內屆滿之5,391,183,000港元(二零一九年：4,435,203,000港元)虧損。其他虧損可無限期結轉。

38. SHARE OPTION SCHEME AND SHARE-BASED PAYMENTS

A share option scheme was adopted pursuant to a resolution passed on 20 August 2013 (the “Scheme”). The purpose of the Scheme is to grant share options to eligible persons as incentives or rewards for their contribution to the Group. The Scheme will expire on 19 August 2023.

The eligible persons as defined in the Scheme are individuals or entities who or which may participate in the Scheme (“Eligible Persons”). The following individuals or entities who in the absolute discretion of the Board of Directors of the Company have contributed to the Group on the basis of their contribution to the development and growth of the Group may participate in the Scheme:

- (i) an eligible employee;
- (ii) a non-executive director and an independent non-executive director of any member of the Group;
- (iii) an agent or a consultant of any member of the Group;
- (iv) a supplier of goods or services to any member of the Group or any director or employee of such supplier;
- (v) a customer of any member of the Group or any director or employee of such customer;
- (vi) person or entity that provides research, development or other technological support or any advisory, consultancy or professional services to any member of the Group or any director or employee of any such entity;
- (vii) a subsidiary of the Company; and
- (viii) a company in which the Company holds, either directly or indirectly, 20% or more of its equity interest.

38. 購股權計劃及以股份為基礎的開支

根據二零一三年八月二十日通過的一項決議案採納該購股權計劃（「該計劃」）。該計劃旨在向合資格人士授予股份期權以激勵或獎勵其為本集團作出的貢獻。新計劃將於二零二三年八月十九日屆滿。

該計劃內所界定的合資格人士指可參與該計劃的個人或實體（「合資格人士」）。本公司董事會基於以下個人或實體對本集團的發展及增長所作的貢獻，依其絕對酌情決定權認定以下個人或實體對本集團有貢獻，可參與該計劃：

- (i) 合資格僱員；
- (ii) 本集團任何成員公司的非執行董事和獨立非執行董事；
- (iii) 本集團任何成員公司的代理人或顧問；
- (iv) 本集團任何成員公司的貨物或服務的供應商，或該供應商的任何董事或僱員；
- (v) 本集團任何成員公司的客戶，或該客戶的任何董事或僱員；
- (vi) 向本集團任何成員公司提供研究、開發或其他技術支援或任何建議、諮詢或專業服務的個人或實體，或任何該等實體的董事或僱員；
- (vii) 本公司之附屬公司；及
- (viii) 本公司直接或間接持有其20%或以上股本權益的一間公司。

38. SHARE OPTION SCHEME AND SHARE-BASED PAYMENTS (Continued)**Maximum number of shares available for subscription**

- (i) Subject to the Listing Rules, the maximum number of the shares of the Company subject to outstanding unvested or vested options under the Scheme and outstanding options under other share option scheme of the Company (if any) must not exceed 30% of the shares of the Company in issue as at 20 August 2013 (“Overriding Limit”). No options may be granted if it will result in this Overriding Limit being exceeded.
- (ii) Subject to the Overriding Limit, paragraphs (iii) and (iv) below, the total number of shares of the Company issued and to be issued upon exercise of all options must not exceed 10% of the shares of the Company in issue as at the 20 August 2013 (subject to adjustment in the event of a capitalisation issue or rights issue or open offer of shares of the Company, or consolidation, sub-division or reduction of share capital of the Company (other than an issue of shares of the Company as consideration in respect of a transaction)) (“Mandate Limit”). Unless approved pursuant to paragraphs (iii) or (iv) below, no options may be granted if such grant will result in the Mandate Limit being exceeded. Options lapsed according to the terms of the Scheme or other share option scheme(s) will not be counted for the purpose of calculating the Mandate Limit.

38. 購股權計劃及以股份為基礎的開支(續)**可供認購之股份之最大數目**

- (i) 在上市規則的規限下，計劃項下未行使的未歸屬或已歸屬期權及本公司其他購股權計劃(如有)項下未行使的期權所涉及的股份數目上限不得超過二零一三年八月二十日本公司已發行股份的30% (「絕對限額」)。概不得授出會導致已發行的股份總數超過此絕對限額的任何期權。
- (ii) 在絕對限額、下文(iii)及(iv)段的規限下，行使所有期權後已發行或將予發行的本公司股份總數不得超過二零一三年八月二十日本公司已發行股份的10% (在資本化發行、供股或公開發售本公司股份，或本公司股份合併、分拆或削減股本的情況(發行本公司股份作交易對價者除外)下，該股份數目將予調整)(「授權限額」)。除非根據下文(iii)或(iv)段的規定獲得批准，概不得授出會導致已發行股份總數超過此授權限額的任何期權。釐定該授權限額時根據該計劃或其他購股權計劃條款已失效的期權不予計算。

38. SHARE OPTION SCHEME AND SHARE-BASED PAYMENTS (Continued)

Maximum number of shares available for subscription (Continued)

- (iii) Subject to the Overriding Limit and an approval of shareholders of the Company, the Company may from time to time “refresh” a Mandate Limit provided that the total number of shares of the Company which may be issued upon exercise of all options to be granted under the limit as “refreshed” must not exceed 10% of the shares of the Company in issue at the date of the resolution to approve the “refreshed” limit (“Refresher Date”). Options previously granted (whether outstanding, cancelled, lapsed (according to the Scheme or the other share option schemes of the Company) or exercised) will not be counted for the purpose of calculating the limit as “refreshed”. The Company can seek the approval of shareholders of the Company to “refresh” a Mandate Limit any number of times as the Board of Directors of the Company considers appropriate. Unless approved pursuant to paragraph (iv) below, the board of directors of the Company cannot grant any options on or after the Refresher Date if such grant will result in the Mandate Limit as refreshed being exceeded.
- (iv) Subject to the Overriding Limit and a specific approval of shareholders of the Company, the board of directors of the Company may grant options to Eligible Persons identified by the board of directors of the Company. If the approval of shareholders of the Company is obtained, the board of directors of the Company may grant options to any Eligible Person in respect of such number of shares of the Company and on such terms as specified in that approval of shareholders of the Company.

Options granted under the Scheme must be taken up within 20 business days of the date of grant and pay the Company the amount payable, if any, on acceptance of the option. Any option under the Scheme which has vested, in respect of which all conditions attaching to it have satisfied and which has not lapsed may be exercised at any time, by no option may be exercised if such exercise would, in the opinion of the board of directors of the Company, be in breach of the Scheme, any applicable law, rule or regulation or the terms and conditions of the relevant option granted under the Scheme.

38. 購股權計劃及以股份為基礎的開支(續)

可供認購之股份之最大數目(續)

- (iii) 在絕對限額及本公司股東批准的規限下，本公司可不時「更新」授權限額，但限額「更新」後授出的所有期權予以行使時發行的本公司股份總數不得超過批准「更新」限額日（「更新日」）本公司已發行股份的10%。釐定「更新」限額時，先前授出的（無論未行使、已註銷、（根據該計劃或本公司其他購股權計劃）已失效或已行使的）期權將不予計算。在本公司董事會認為適當的情況下，本公司可不限次數地尋求本公司股東批准「更新」授權限額。除非根據下文(iv)段的規定經股東批准，本公司董事會不會在更新日或之後授出會導致已發行股份總數超過被更新的授權限額的任何期權。
- (iv) 在絕對限額及本公司股東特別批准的規限下，本公司董事會可向本公司董事會指定的合資格人士授出期權。在獲得本公司股東批准後，本公司董事會可按本公司股東批准中列明的本公司股份數目及條款向任何合資格人士授出期權。

根據該計劃授予期權須於授予日並向本公司支付應付款項（如有）後起計20個營業日內作出，以接納期權。可隨時行使新計劃項下任何已歸屬及所附帶的所有條件均已達成且尚未失效的期權。倘本公司董事會認為行使期權將會違反該計劃、任何適用法律、規則、規章或根據該計劃授予相關期權的條款及條件，則不可行使期權。

38. SHARE OPTION SCHEME AND SHARE-BASED PAYMENTS (Continued)**Maximum number of shares available for subscription (Continued)**

The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

No share options were granted by the Company during the years ended 31 March 2020 and 31 March 2019.

The Group estimates of the number of options that are expected to vest are based on an assessment of all relevant non-market vesting conditions at the end of each of the reporting date. For the year ended 31 March 2019, the directors of the Company, based on the actual results, consider that options granted with non-market vesting conditions only are expected to vest as the non-market vesting conditions for exercising those share options are probable to be met.

For options granted with market conditions, the Group recognised share-based payments expense from employees who satisfy all other vesting conditions, irrespective of whether the market condition is satisfied.

No share-based payments expense is recognised for the year ended 31 March 2020. For the year ended 31 March 2019, share-based payments expense of HK\$63,137,000 is recognised.

As at 31 March 2020, no options had been granted and outstanding under the Scheme. As at 31 March 2019, the number of shares in respect of which options had been granted and remaining outstanding under the Scheme is 2,000,000 representing 0.04% of the shares of the Company in issue at that date.

38. 購股權計劃及以股份為基礎的開支(續)**可供認購之股份之最大數目(續)**

行使價由本公司董事釐定，並不得低於下列最高者：(i)本公司股份在授予日期的收市價；(ii)股份在緊接授予日期前5個營業日的平均收市價；及(iii)本公司股份的面值。

截至二零二零年三月三十一日及二零一九年三月三十一日止年度，本公司概無授予任何購股權。

本集團對預期歸屬之購股權數目的估計乃基於各報告日期結束時對所有相關非市場歸屬條件的評估而定。截至二零一九年三月三十一日止年度，本公司董事認為，根據實際結果，以非市場歸屬條件授出之購股權僅預期將會歸屬，因為行使該等購股權之非市場歸屬條件可能達成。

就市場狀況授出之購股權而言，本集團確認來自達成所有其他歸屬條件的僱員之以股份為基礎的開支，而不論市場狀況是否達成。

截至二零二零年三月三十一日止年度，概無確認以股份為基礎的開支。截至二零一九年三月三十一日止年度，確認以股份為基礎的開支63,137,000港元。

於二零二零年三月三十一日，概無購股權根據該計劃授出及尚未行使。於二零一九年三月三十一日，根據該計劃已授出且尚未行使的期權涉及的股份數目為2,000,000股，佔本公司當日已發行股份的0.04%。

38. SHARE OPTION SCHEME AND SHARE-BASED PAYMENTS (Continued)

Maximum number of shares available for subscription (Continued)

The following table discloses details of the Company's share options held by employees (including directors) and movements in such holdings during the two years ended 31 March 2020:

Date of grant	Vesting period	Exercisable period	Exercise price per share	Number of share options at 1 April 2018	Exercised during the year ended 31 March 2019	Lapsed during the year ended 31 March 2019	Transfer during the year ended 31 March 2019	Number of share options at 31 March 2019	Exercised during the year ended 31 March 2020	Lapsed during the year ended 31 March 2020	Number of share options at 31 March 2020
授出日期	歸屬期	可行使期限	每股行使價	購股權數目	年度已行使	年度已失效	年度的轉撥	購股權數目	年度已行使	年度已失效	購股權數目
Held by Directors											
由董事持有											
16.4.2014	(Note 1)	(Note 1)	12.40	17,000,000	(15,000,000)	—	(2,000,000)	—	—	—	—
25.6.2015	(Note 2)	(Note 2)	13.84	100,000,000	(100,000,000)	—	—	—	—	—	—
25.6.2015	(Note 3)	(Note 3)	13.84	1,600,000	(800,000)	(800,000)	—	—	—	—	—
				118,600,000	(115,800,000)	(800,000)	(2,000,000)	—	—	—	—
Held by Others											
由其他人持有											
16.4.2014	(Note 1)	(Note 1)	12.40	227,000,000	(144,094,600)	(82,905,400)	2,000,000	2,000,000	—	(2,000,000)	—
				345,600,000	(259,894,600)	(83,705,400)	—	2,000,000	—	(2,000,000)	—
Weighted average exercise price				HK\$12.82	—	—	—	HK\$12.40	—	—	—
加權平均行使價				12.82港元				12.40港元			
Exercisable at the end of the year				—				2,000,000			—
可於年末行使											

Notes:

- (1) The validity period of the options is five years from 16 April 2014 to 15 April 2019, and the options may be exercised on or after 16 April 2017. The exercise of the options will be subject to the conditions that (i) the audited profit after tax of the Group after deduction of non-controlling interests for the financial year ended 31 March 2017 or before shall not be less than HK\$5.5 billion; (ii) if the above condition is not fulfilled, the options may be exercised if the audited profit after tax of the Group after deduction of non-controlling interests for the financial year ended 31 March 2018 shall not be less than HK\$6 billion; and (iii) the options will lapse if the above two conditions are not satisfied. During the year ended 31 March 2019, the vesting condition "ii)" was met.

38. 購股權計劃及以股份為基礎的開支(續)

可供認購之股份之最大數目(續)

下表列出僱員(包括董事)所持本公司購股權之詳情及截至二零二零年三月三十一日止兩個年度持有購股權之變動情況:

附註:

- (1) 購股權之有效期為二零一四年四月十六日至二零一九年四月十五日,而購股權可於二零一七年四月十六日或之後行使。行使購股權須受限於以下條件:(i)本集團於截至二零一七年三月三十一日止財政年度或之前之經審核稅後溢利(經扣除非控股權益後)須不少於55億港元;(ii)倘以上條件未獲達成,則購股權可在倘本集團於截至二零一八年三月三十一日止財政年度之經審核稅後溢利(經扣除非控股權益後)不少於60億港元的情況下行使;及(iii)倘以上兩項條件未獲達成,則購股權將會失效。截至二零一九年三月三十一日止年度,歸屬條件「(ii)」已達成。

38. SHARE OPTION SCHEME AND SHARE-BASED PAYMENTS (Continued)**Maximum number of shares available for subscription (Continued)**

Notes: (Continued)

- (2) The validity period of the options is from 25 June 2015 to 24 June 2022 and the options are exercisable upon satisfaction of either one of the conditions that (i) the Group's audited net profit after tax and deduction of non-controlling interests for a full financial year based on the consolidated audited financial statements of the Group amounts to HK\$7.5 billion or above; or (ii) the total market capitalisation of the Group amounts to HK\$150 billion or above, where the "total market capitalisation" shall be the product of the closing price of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange at the end of any trading day and the total number of issued shares of the Company on that same day. The options will lapse if none of the above conditions is satisfied within the validity period of the options. During the year ended 31 March 2019, the vesting condition of "(ii)" was met.
- (3) The validity period of the options is from 25 June 2015 to 15 April 2019. And the options may be exercised on or after 16 April 2017. The exercise of the options will be subject to the satisfaction of either one of the conditions that (i) the Group's audited net profits after tax and deduction of non-controlling interests for the financial year ended 31 March 2017 based on the consolidated audited financial statements of the Group amounts to HK\$5.5 billion or above; or (ii) if the above condition is not fulfilled, the options may be exercised if the Group's audited net profit after tax and deduction of non-controlling interests for the financial year ended 31 March 2018 based on the consolidated audited financial statements of the Group amounts to HK\$6 billion or above. The options will lapse if none of the above conditions is satisfied within the validity period of the options. During the year ended 31 March 2019, the vesting condition "(ii)" was met.

No options outstanding as at 31 March 2020. The options outstanding as at 31 March 2019 have a weighted average remaining contractual life of 1 month.

38. 購股權計劃及以股份為基礎的開支(續)**可供認購之股份之最大數目(續)**

附註：(續)

- (2) 購股權之有效期自二零一五年六月二十五日至二零二二年六月二十四日，而購股權可於達成以下任何一項條件後行使：(i) 根據本集團之綜合經審核財務報表，本集團於一個完整財政年度之經審核稅後純利(經扣除非控股權益後)達到75億港元或以上；或(ii) 本集團之總市值達到1,500億港元或以上，而「總市值」應為本公司的股份於任何交易日完結時於聯交所每日報價表所列之收市價，乘以本公司同日已發行股份總數。倘上述條件均未於購股權之有效期內達成，則購股權將會失效。於截至二零一九年三月三十一日止年度，歸屬條件「(ii)」已獲達成。
- (3) 購股權之有效期自二零一五年六月二十五日至二零一九年四月十五日，而購股權可於二零一七年四月十六日或之後行使。行使購股權將須達成任何一項以下條件：(i) 根據本集團之綜合經審核財務報表，本集團於截至二零一七年三月三十一日止財政年度之經審核稅後純利(經扣除非控股權益後)達到55億港元或以上；或(ii) 若上述條件未獲達成，則倘根據本集團之綜合經審核財務報表，本集團於截至二零一八年三月三十一日止財政年度之經審核稅後純利(經扣除非控股權益後)達到60億港元或以上，則本集團可行使購股權。倘上述條件均未於購股權之有效期內達成，則購股權將會失效。截至二零一九年三月三十一日止年度，歸屬條件「(ii)」已達成。

於二零二零年三月三十一日，概無尚未行使購股權。於二零一九年三月三十一日，尚未行使期權之加權平均剩餘合約年期為一個月。

39. ACQUISITION OF ADDITIONAL INTEREST IN SUBSIDIARIES

(A) Acquisition of additional interest in subsidiaries in 2020

The Group entered into certain sale and purchase agreements with the respective holders of the remaining equity interests holders of certain subsidiaries in the PRC for a total consideration of RMB29,049,000 (approximately HK\$32,649,000). The difference between the consideration paid and the carrying amount of the additional interest acquired by the Group of HK\$18,129,000 was debited to equity as capital reserve during the year ended 31 March 2020.

(B) Acquisition of additional interest in subsidiaries in 2019

The Group entered into certain sale and purchase agreements with the respective holders of the remaining equity interests holders of certain subsidiaries in the PRC for a total consideration of RMB78,013,000 (approximately HK\$90,713,000). The difference between the consideration paid and the carrying amount of the additional interest acquired by the Group of HK\$6,049,000 was credited to equity as capital reserve during the year ended 31 March 2019.

39. 收購附屬公司額外權益

(A) 於二零二零年收購附屬公司額外權益

本集團與若干中國附屬公司之餘下股本權益各自之持有人按總代價人民幣29,049,000元(約32,649,000港元)訂立若干買賣協議。已支付代價與本集團所收購額外權益賬面值之差額18,129,000港元於截至二零二零年三月三十一日止年度以資本儲備轉入權益中。

(B) 於二零一九年收購附屬公司額外權益

本集團與若干中國附屬公司之餘下股本權益各自之持有人按總代價人民幣78,013,000元(約90,713,000港元)訂立若干買賣協議。已支付代價與本集團所收購額外權益賬面值之差額6,049,000港元於截至二零一九年三月三十一日止年度以資本儲備計入權益中。

40. ACQUISITION OF SUBSIDIARIES

(A) Acquisition of a business through purchase of subsidiaries in 2020

- (i) In August 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 天津中長 at a cash consideration of RMB100,000 (approximately HK\$110,000). The acquisition was completed in August 2019, and the control in 天津中長 was passed to the Group. 天津中長 is principally engaged in gas pipeline construction and other construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	110

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3
Trade and other receivables	貿易應收賬項及其他應收賬項	604
Bank balances and cash	銀行結存及現金	1,162
Trade and other payables	貿易應付賬項及其他應付賬項	(2,588)
		(819)
Goodwill	商譽	929
		110

40. 收購附屬公司

(A) 於二零二零年透過收購附屬公司收購業務

- (i) 於二零一九年八月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣100,000元（約110,000港元）收購天津中長100%股本權益。收購已於二零一九年八月完成，天津中長之控制權已轉移至本集團。天津中長之主要業務為燃氣管道建設及其他建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

HK\$'000
千港元

本集團於收購日確認之所收購資產及所承擔負債釐定之公平值：

		HK\$'000 千港元
物業、廠房及設備		3
貿易應收賬項及其他應收賬項		604
銀行結存及現金		1,162
貿易應付賬項及其他應付賬項		(2,588)
		(819)
商譽		929
		110

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(i) (Continued)

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$604,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	110
Less: Fair value of identifiable net liabilities acquired	減：所收購可識別淨負債之公平值	819
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	929

The goodwill arising on the acquisition of 天津中長 was attributed to the anticipated profitability of its gas pipeline construction and other construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(i) (續)

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為604,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

收購一間附屬公司之商譽

因收購天津中長而產生之商譽乃基於其燃氣管道建設及其他建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(i) (Continued)

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	1,162
Cash consideration	現金代價	(110)
Deposit paid	已付按金	110
		1,162

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a loss of HK\$922,000 attributable to the acquisition of 天津中長. No revenue of 天津中長 included in the Group's revenue for the year ended 31 March 2020.

(ii) In July 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 隆堯縣華澳 at a cash consideration of RMB64,000,000 (approximately HK\$72,727,000). The acquisition was completed in July 2019, and the control in 隆堯縣華澳 was passed to the Group. 隆堯縣華澳 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(i) (續)

因收購而產生之現金流入淨額

	HK\$'000 千港元
Bank balances and cash acquired	1,162
Cash consideration	(110)
Deposit paid	110
	1,162

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購天津中長之虧損922,000港元。本集團截至二零二零年三月三十一日止年度收入並無計入天津中長之收入。

(ii) 於二零一九年七月，本集團的一間附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣64,000,000元(約72,727,000港元)收購隆堯縣華澳100%股本權益。收購已於二零一九年七月完成，隆堯縣華澳之控制權已轉移至本集團。隆堯縣華澳主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(ii) (Continued)

Consideration transferred

		HK\$'000 千港元
Cash	現金	72,727

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	44,080
Intangible assets	無形資產	25,743
Inventories	存貨	771
Trade and other receivables	貿易應收賬項及其他應收賬項	1,964
Bank balances and cash	銀行結存及現金	287
Trade and other payables	貿易應付賬項及其他應付賬項	(1,336)
Deferred taxation	遞延稅項	(6,436)

Goodwill	商譽	65,073 7,654
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72,727

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$1,964,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(ii) (續)

已轉讓代價

		HK\$'000 千港元
Cash	現金	72,727

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	44,080
Intangible assets	無形資產	25,743
Inventories	存貨	771
Trade and other receivables	貿易應收賬項及其他應收賬項	1,964
Bank balances and cash	銀行結存及現金	287
Trade and other payables	貿易應付賬項及其他應付賬項	(1,336)
Deferred taxation	遞延稅項	(6,436)

Goodwill	商譽	65,073 7,654
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72,727

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為1,964,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(ii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	72,727
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(65,073)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	7,654

The goodwill arising on the acquisition of 隆堯縣華澳 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	287
Cash consideration	現金代價	(72,727)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	6,338
		(66,102)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(ii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	72,727
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(65,073)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	7,654

因收購隆堯縣華澳而產生之商譽乃基於其天然氣及燃氣設備業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	287
Cash consideration	現金代價	(72,727)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	6,338
		(66,102)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(ii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$53,174,000 attributable to the acquisition of 隆堯縣華澳. Revenue of 隆堯縣華澳 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$152,633,000.

(iii) In August 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 85% equity interest of 黑龍江英聯 at a cash consideration of RMB352,750,000 (approximately HK\$400,852,000). The acquisition was completed in August 2019, and the control in 黑龍江英聯 was passed to the Group. 黑龍江英聯 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	400,852

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(ii) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購隆堯縣華澳之溢利53,174,000港元。計入本集團截至二零二零年三月三十一日止年度收入的隆堯縣華澳收入為152,633,000港元。

(iii) 於二零一九年八月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣352,750,000元(約400,852,000港元)收購黑龍江英聯85%股本權益。收購已於二零一九年八月完成，黑龍江英聯之控制權已轉移至本集團。黑龍江英聯主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(iii) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	252,584
Right-of-use assets	使用權資產	24,620
Intangible assets	無形資產	200,622
Inventories	存貨	40,953
Trade and other receivables	貿易應收賬項及其他應收賬項	82,244
Bank balances and cash	銀行結存及現金	15,305
Trade and other payables	貿易應付賬項及其他應付賬項	(103,108)
Deferred taxation	遞延稅項	(50,155)
Bank and other borrowings	銀行及其他借貸	(68,880)
		394,185
Goodwill	商譽	66,137
Non-controlling interests	非控股權益	(59,470)
		400,852

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$82,244,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為82,244,000港元。於收購日對預期無法收回收約現金流之最佳估計為零。

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(iii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(iii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	400,852
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(334,715)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	66,137

The goodwill arising on the acquisition of 黑龍江英聯 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Non-controlling interests

The non-controlling interests in 黑龍江英聯 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$59,470,000.

40. 收購附屬公司 (續)

(A) 於二零二零年透過收購附屬公司收購業務 (續)

(iii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	400,852
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(334,715)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	66,137

因收購黑龍江英聯而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

非控股權益

於收購日確認之黑龍江英聯非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為59,470,000港元。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(iii) (Continued)

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	15,305
Cash consideration	現金代價	(400,852)
Deposit paid	已付按金	326,896
		(58,651)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$90,925,000 attributable to the acquisition of 黑龍江英聯。Revenue of 黑龍江英聯 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$271,747,000.

- (iv) In August 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 廣平川能天然氣有限公司(“廣平川能”) at a cash consideration of RMB12,200,000 (approximately HK\$13,407,000). The acquisition was completed in August 2019, and the control in 廣平川能 was passed to the Group. 廣平川能 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(iii) (續)

因收購而產生之現金流出淨額

	HK\$'000 千港元
Bank balances and cash acquired	15,305
Cash consideration	(400,852)
Deposit paid	326,896
	(58,651)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購黑龍江英聯之溢利90,925,000港元。計入本集團截至二零二零年三月三十一日止年度收入的黑龍江英聯收入為271,747,000港元。

- (iv) 於二零一九年八月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣12,200,000元(約13,407,000港元)收購廣平川能天然氣有限公司(「廣平川能」)100%股本權益。收購已於二零一九年八月完成，廣平川能之控制權已轉移至本集團。廣平川能主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團的現有業務帶來更多協同效應。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(iv) (Continued)

Consideration transferred

		HK\$'000 千港元
Cash	現金	13,407

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13,400
Trade and other receivables	貿易應收賬項及其他應收賬項	1,102
Bank balances and cash	銀行結存及現金	15
		14,517
Bargain purchase gain	議價購買收益	(1,110)
		13,407

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$1,102,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(iv) (續)

已轉讓代價

		HK\$'000 千港元
Cash	現金	13,407

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13,400
Trade and other receivables	貿易應收賬項及其他應收賬項	1,102
Bank balances and cash	銀行結存及現金	15
		14,517
Bargain purchase gain	議價購買收益	(1,110)
		13,407

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為1,102,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(iv) (Continued)

Bargain purchase gain on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	13,407
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(14,517)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(1,110)

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	15
Cash consideration	現金代價	(13,407)
Deposit paid	已付按金	1,099
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	1,341
		(10,952)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$15,503,000 attributable to the acquisition of 廣平川能. Revenue of 廣平川能 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$103,710,000.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(iv) (續)

收購一間附屬公司之議價購買收益

		HK\$'000 千港元
Consideration transferred	已轉讓代價	13,407
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(14,517)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(1,110)

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	15
Cash consideration	現金代價	(13,407)
Deposit paid	已付按金	1,099
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	1,341
		(10,952)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購廣平川能之溢利15,503,000港元。計入本集團截至二零二零年三月三十一日止年度收入的廣平川能收入為103,710,000港元。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

- (v) In August 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 巨鹿縣川 at a cash consideration of RMB78,100,000 (approximately HK\$85,824,000). The acquisition was completed in August 2019, and the control in 巨鹿縣川 was passed to the Group. 巨鹿縣川 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	85,824

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	66,928
Trade and other receivables	貿易應收賬項及其他應收賬項	2,579
Bank balances and cash	銀行結存及現金	139
		69,646
Goodwill	商譽	16,178
		85,824

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

- (v) 於二零一九年八月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣78,100,000元(約85,824,000港元)收購巨鹿縣川100%股本權益。收購已於二零一九年八月完成，巨鹿縣川之控制權已轉移至本集團。巨鹿縣川主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

		HK\$'000 千港元
		85,824

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	66,928
Trade and other receivables	貿易應收賬項及其他應收賬項	2,579
Bank balances and cash	銀行結存及現金	139
		69,646
Goodwill	商譽	16,178
		85,824

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(v) (Continued)

Consideration transferred (Continued)

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$2,579,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	85,824
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(69,646)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	16,178

The goodwill arising on the acquisition of 巨鹿縣川 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	139
Cash consideration	現金代價	(85,824)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	6,429
		(79,256)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(v) (續)

已轉讓代價(續)

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為2,579,000港元。於收購日對預期無法收回收約現金流之最佳估計為零。

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	85,824
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(69,646)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	16,178

因收購巨鹿縣川而產生之商譽乃基於其天然氣及燃氣設備業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	139
Cash consideration	現金代價	(85,824)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	6,429
		(79,256)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(v) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$88,655,000 attributable to the acquisition of 巨鹿縣川. Revenue of 巨鹿縣川 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$268,796,000.

(vi) In June 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 黑龍江建三江 at a cash consideration of RMB9,830,000 (approximately HK\$10,802,000). The acquisition was completed in June 2019, and the control in 黑龍江建三江 was passed to the Group. 黑龍江建三江 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	10,802

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(v) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購巨鹿縣川之溢利88,655,000港元。計入本集團截至二零二零年三月三十一日止年度收入的巨鹿縣川收入為268,796,000港元。

(vi) 於二零一九年六月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣9,830,000元(約10,802,000港元)收購黑龍江建三江100%股本權益。收購已於二零一九年六月完成，黑龍江建三江之控制權已轉移至本集團。黑龍江建三江主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(vi) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,469
Trade and other receivables	貿易應收賬項及其他應收賬項	9,226
Bank balances and cash	銀行結存及現金	9
Trade and other payables	貿易應付賬項及其他應付賬項	(4)
		10,700
Goodwill	商譽	102
		10,802

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$9,226,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(vi) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為9,226,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(vi) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,802
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(10,700)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	102

The goodwill arising on the acquisition of 黑龍江建三江 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	9
Cash consideration	現金代價	(10,802)
		(10,793)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$9,972,000 attributable to the acquisition of 黑龍江建三江. Revenue of 黑龍江建三江 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$18,806,000.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(vi) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,802
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(10,700)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	102

因收購黑龍江建三江而產生之商譽乃基於其天然氣及燃氣設備業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	9
Cash consideration	現金代價	(10,802)
		(10,793)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購黑龍江建三江之溢利9,972,000港元。計入本集團截至二零二零年三月三十一日止年度收入的黑龍江建三江收入為18,806,000港元。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

- (vii) In August 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 臨西縣川東 at a cash consideration of RMB64,400,000 (approximately HK\$70,769,000). The acquisition was completed in August 2019, and the control in 臨西縣川東 was passed to the Group. 臨西縣川東 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	70,769

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	53,420
Intangible assets	無形資產	11,573
Trade and other receivables	貿易應收賬項及其他應收賬項	1,885
Bank balances and cash	銀行結存及現金	316
Trade and other payables	貿易應付賬項及其他應付賬項	(405)
Deferred taxation	遞延稅項	(2,893)
		63,896
Goodwill	商譽	6,873
		70,769

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

- (vii) 於二零一九年八月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣64,400,000元(約70,769,000港元)收購臨西縣川東100%股本權益。收購已於二零一九年八月完成，臨西縣川東之控制權已轉移至本集團。臨西縣川東主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

HK\$'000
千港元

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

	HK\$'000 千港元
物業、廠房及設備	53,420
無形資產	11,573
貿易應收賬項及其他應收賬項	1,885
銀行結存及現金	316
貿易應付賬項及其他應付賬項	(405)
遞延稅項	(2,893)
	63,896
商譽	6,873
	70,769

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(vii) (Continued)

Consideration transferred (Continued)

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$1,885,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	70,769
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(63,896)
Goodwill on acquisition of a subsidiary		6,873

The goodwill arising on the acquisition of 臨西縣川東 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	316
Cash consideration	現金代價	(70,769)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	6,094
		(64,359)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(vii) (續)

已轉讓代價(續)

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為1,885,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	70,769
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(63,896)
Goodwill on acquisition of a subsidiary		6,873

因收購臨西縣川東而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	316
Cash consideration	現金代價	(70,769)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	6,094
		(64,359)

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(vii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$119,177,000 attributable to the acquisition of 臨西縣川東. Revenue of 臨西縣川東 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$290,026,000.

(viii) In August 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 隆堯縣華樂天然氣有限公司 (“隆堯縣華樂”) at a cash consideration of RMB27,000,000 (approximately HK\$29,670,000). The acquisition was completed in August 2019, and the control in 隆堯縣華樂 was passed to the Group. 隆堯縣華樂 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	29,670

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(vii) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購臨西縣川東之溢利119,177,000港元。計入本集團截至二零二零年三月三十一日止年度收入的臨西縣川東收入為290,026,000港元。

(viii) 於二零一九年八月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣27,000,000元(約29,670,000港元)收購隆堯縣華樂天然氣有限公司(「隆堯縣華樂」)100%股本權益。收購已於二零一九年八月完成，隆堯縣華樂之控制權已轉移至本集團。隆堯縣華樂主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(viii) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	18,731
Intangible assets	無形資產	5,753
Trade and other receivables	貿易應收賬項及其他應收賬項	6,063
Bank balances and cash	銀行結存及現金	613
Trade and other payables	貿易應付賬項及其他應付賬項	(52)
Deferred taxation	遞延稅項	(1,438)
		29,670

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$6,063,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	613
Cash consideration	現金代價	(29,670)
Deposit paid	已付按金	20,769
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	2,967
		(5,321)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(viii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	18,731
Intangible assets	無形資產	5,753
Trade and other receivables	貿易應收賬項及其他應收賬項	6,063
Bank balances and cash	銀行結存及現金	613
Trade and other payables	貿易應付賬項及其他應付賬項	(52)
Deferred taxation	遞延稅項	(1,438)
		29,670

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為6,063,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	613
Cash consideration	現金代價	(29,670)
Deposit paid	已付按金	20,769
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	2,967
		(5,321)

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(viii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$36,139,000 attributable to the acquisition of 隆堯縣華樂. Revenue of 隆堯縣華樂 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$111,996,000.

- (ix) In September 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 70% equity interest of 東明宏昊 at a cash consideration of RMB20,000,000 (approximately HK\$21,978,000). The acquisition was completed in September 2019, and the control in 東明宏昊 was passed to the Group. 東明宏昊 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	21,978

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(viii) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購隆堯縣華樂之溢利36,139,000港元。計入本集團截至二零二零年三月三十一日止年度收入的隆堯縣華樂收入為111,996,000港元。

- (ix) 於二零一九年九月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣20,000,000元(約21,978,000港元)收購東明宏昊70%股本權益。收購已於二零一九年九月完成，東明宏昊之控制權已轉移至本集團。東明宏昊主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(ix) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	45,787
Intangible assets	無形資產	13,496
Trade and other receivables	貿易應收賬項及其他應收賬項	7,657
Bank balances and cash	銀行結存及現金	669
Trade and other payables	貿易應付賬項及其他應付賬項	(38,649)
Deferred taxation	遞延稅項	(3,374)
		25,586
Goodwill	商譽	5,068
Non-controlling interests	非控股權益	(8,676)
		21,978

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$7,657,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(ix) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為7,657,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(ix) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	21,978
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(16,910)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	5,068

The goodwill arising on the acquisition of 東明宏昊 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Non-controlling interests

The non-controlling interests in 東明宏昊 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$8,676,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	669
Cash consideration	現金代價	(21,978)
		(21,309)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(ix) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	21,978
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(16,910)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	5,068

因收購東明宏昊而產生之商譽乃基於其天然氣及燃氣設備業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

非控股權益

於收購日確認之東明宏昊非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為8,676,000港元。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	669
Cash consideration	現金代價	(21,978)
		(21,309)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(ix) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$36,956,000 attributable to the acquisition of 東明宏昊. Revenue of 東明宏昊 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$119,971,000.

- (x) In October 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 59% equity interest of 南城中燃 at a cash consideration of RMB10,000,000 (approximately HK\$10,989,000). The acquisition was completed in October 2019, and the control in 南城中燃 was passed to the Group. 南城中燃 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	10,989

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(ix) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購東明宏昊之溢利36,956,000港元。計入本集團截至二零二零年三月三十一日止年度收入的東明宏昊收入為119,971,000港元。

- (x) 於二零一九年十月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣10,000,000元(約10,989,000港元)收購南城中燃59%股本權益。收購已於二零一九年十月完成，南城中燃之控制權已轉移至本集團。南城中燃主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(x) (Continued)

Consideration transferred (Continued)

Provisional fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	23,277
Right-of-use assets	使用權資產	2,464
Inventories	存貨	3,037
Trade and other receivables	貿易應收賬項及其他應收賬項	1,074
Bank balances and cash	銀行結存及現金	23,040
Trade and other payables	貿易應付賬項及其他應付賬項	(46,796)
		6,096
Goodwill	商譽	7,392
Non-controlling interests	非控股權益	(2,499)
		10,989

The initial accounting for the above acquisition has been determined provisionally, awaiting the receipt of professional valuation in relation to the property, plant and equipment and right-of-use assets.

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$1,074,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(x) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

上述收購事項之初步會計處理乃暫時釐定，仍須待取得有關物業、廠房及設備以及使用權資產之專業估值後確定。

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為1,074,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(x) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,989
Less: Provisional fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之暫時公平值，扣除非控股權益	(3,597)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	7,392

The goodwill arising on the acquisition of 南城中燃 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Non-controlling interests

The non-controlling interests in 南城中燃 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$2,499,000.

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	23,040
Cash consideration	現金代價	(10,989)
		12,051

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(x) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,989
Less: Provisional fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之暫時公平值，扣除非控股權益	(3,597)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	7,392

因收購南城中燃而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

非控股權益

於收購日確認之南城中燃非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為2,499,000港元。

因收購而產生之現金流入淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	23,040
Cash consideration	現金代價	(10,989)
		12,051

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(x) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$4,540,000 attributable to the acquisition of 南城中燃. Revenue of 南城中燃 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$21,337,000.

- (xi) In January 2020, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 51% equity interest of 安化縣梅山燃氣 at a cash consideration of RMB6,296,000 (approximately HK\$6,919,000). The acquisition was completed in January 2020, and the control in 安化縣梅山燃氣 was passed to the Group. 安化縣梅山燃氣 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

	HK\$'000 千港元
Cash 現金	6,919

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(x) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購南城中燃之溢利4,540,000港元。計入本集團截至二零二零年三月三十一日止年度收入的南城中燃收入為21,337,000港元。

- (xi) 於二零二零年一月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣6,296,000元(約6,919,000港元)收購安化縣梅山燃氣51%股本權益。收購已於二零二零年一月完成，安化縣梅山燃氣之控制權已轉移至本集團。安化縣梅山燃氣主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xi) (Continued)

Consideration transferred (Continued)

Provisional fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,360
Right-of-use assets	使用權資產	24
Inventories	存貨	745
Trade and other receivables	貿易應收賬項及其他應收賬項	3,379
Bank balances and cash	銀行結存及現金	2,274
Trade and other payables	貿易應付賬項及其他應付賬項	(925)
		9,857
Goodwill	商譽	1,892
Non-controlling interests	非控股權益	(4,830)
		6,919

The initial accounting for the above acquisition has been determined provisionally, awaiting the receipt of professional valuation in relation to the property, plant and equipment and right-of-use assets.

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$3,379,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xi) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,360
Right-of-use assets	使用權資產	24
Inventories	存貨	745
Trade and other receivables	貿易應收賬項及其他應收賬項	3,379
Bank balances and cash	銀行結存及現金	2,274
Trade and other payables	貿易應付賬項及其他應付賬項	(925)
		9,857
Goodwill	商譽	1,892
Non-controlling interests	非控股權益	(4,830)
		6,919

上述收購事項之初步會計處理乃暫時釐定，仍須待取得有關物業、廠房及設備以及使用權資產之專業估值後確定。

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為3,379,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xi) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	6,919
Less: Provisional fair value of identifiable net assets acquired, net of non-controlling interests	減：已收購可識別淨資產之暫時公平值，扣除非控股權益	(5,027)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	1,892

The goodwill arising on the acquisition of 安化縣梅山燃氣 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Non-controlling interests

The non-controlling interests in 安化縣梅山燃氣 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$4,830,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	2,274
Cash consideration	現金代價	(6,919)
		(4,645)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xi) (續)

收購一間附屬公司之商譽

	HK\$'000 千港元
Consideration transferred	6,919
Less: Provisional fair value of identifiable net assets acquired, net of non-controlling interests	(5,027)
Goodwill on acquisition of a subsidiary	1,892

因收購安化縣梅山燃氣而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

非控股權益

於收購日確認之安化縣梅山燃氣非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為4,830,000港元。

因收購而產生之現金流出淨額

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xi) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a loss of HK\$269,000 attributable to the acquisition of 安化縣梅山燃氣. Revenue of 安化縣梅山燃氣 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$456,000.

(xii) In November 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 昌黎縣泰能 at a cash consideration of RMB29,800,000 (approximately HK\$32,568,000). The acquisition was completed in November 2019, and the control in 昌黎縣泰能 was passed to the Group. 昌黎縣泰能 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	32,568

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xi) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購安化縣梅山燃氣之虧損269,000港元。計入本集團截至二零二零年三月三十一日止年度收入的安化縣梅山燃氣收入為456,000港元。

(xii) 於二零一九年十一月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣29,800,000元(約32,568,000港元)收購昌黎縣泰能100%股本權益。收購已於二零一九年十一月完成，昌黎縣泰能之控制權已轉移至本集團。昌黎縣泰能主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xii) (Continued)

Consideration transferred (Continued)

Provisional fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	10,991
Right-of-use assets	使用權資產	229
Inventories	存貨	110
Trade and other receivables	貿易應收賬項及其他應收賬項	759
Bank balances and cash	銀行結存及現金	356
Trade and other payables	貿易應付賬項及其他應付賬項	(443)
		12,002
Goodwill	商譽	20,566
		32,568

The initial accounting for the above acquisition has been determined provisionally, awaiting the receipt of professional valuation in relation to the property, plant and equipment and right-of-use assets.

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$759,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

上述收購事項之初步會計處理乃暫時釐定，仍須待取得有關物業、廠房及設備以及使用權資產之專業估值後確定。

於收購日，所收購之貿易應收賬項及其他應收賬項之公平值及合約總額為759,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	32,568
Less: Provisional fair value of identifiable net assets acquired	減：已收購可識別淨資產之暫時公平值	(12,002)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	20,566

The goodwill arising on the acquisition of 昌黎縣泰能 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	356
Cash consideration	現金代價	(32,568)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	5,275
		(26,937)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	32,568
Less: Provisional fair value of identifiable net assets acquired	減：已收購可識別淨資產之暫時公平值	(12,002)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	20,566

因收購昌黎縣泰能而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	356
Cash consideration	現金代價	(32,568)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	5,275
		(26,937)

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a loss of HK\$395,000 attributable to the acquisition of 昌黎縣泰能. Revenue of 昌黎縣泰能 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$870,000.

(xiii) In January 2020, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 51% equity interest of 公主嶺 at a cash consideration of RMB51,000,000 (approximately HK\$55,738,000). The acquisition was completed in January 2020, and the control in 公主嶺 was passed to the Group. 公主嶺 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	55,738

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xii) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購昌黎縣泰能之虧損395,000港元。計入本集團截至二零二零年三月三十一日止年度收入的昌黎縣泰能收入為870,000港元。

(xiii) 於二零二零年一月，本集團的一間附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣51,000,000元(約55,738,000港元)收購公主嶺51%股本權益。收購已於二零二零年一月完成，公主嶺之控制權已轉移至本集團。公主嶺主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xiii) (Continued)

Consideration transferred (Continued)

Provisional fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	240,297
Right-of-use assets	使用權資產	20,749
Inventories	存貨	2,739
Trade and other receivables	貿易應收賬項及其他應收賬項	67,026
Bank balances and cash	銀行結存及現金	362
Trade and other payables	貿易應付賬項及其他應付賬項	(253,514)
		77,659
Goodwill	商譽	16,132
Non-controlling interests	非控股權益	(38,053)
		55,738

The initial accounting for the above acquisition has been determined provisionally, awaiting the receipt of professional valuation in relation to the property, plant and equipment and right-of-use assets.

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$67,026,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xiii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	240,297
Right-of-use assets	使用權資產	20,749
Inventories	存貨	2,739
Trade and other receivables	貿易應收賬項及其他應收賬項	67,026
Bank balances and cash	銀行結存及現金	362
Trade and other payables	貿易應付賬項及其他應付賬項	(253,514)
		77,659
Goodwill	商譽	16,132
Non-controlling interests	非控股權益	(38,053)
		55,738

上述收購事項之初步會計處理乃暫時釐定，仍須待取得有關物業、廠房及設備以及使用權資產之專業估值後確定。

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為67,026,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xiii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	55,738
Less: Provisional fair value of identifiable net assets acquired, net of non-controlling interests	減：已收購可識別淨資產之暫時公平值，扣除非控股權益	(39,606)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	16,132

The goodwill arising on the acquisition of 公主嶺 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Non-controlling interests

The non-controlling interests in 公主嶺 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$38,053,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	362
Cash consideration	現金代價	(55,738)
		(55,376)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xiii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	55,738
Less: Provisional fair value of identifiable net assets acquired, net of non-controlling interests	減：已收購可識別淨資產之暫時公平值，扣除非控股權益	(39,606)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	16,132

因收購公主嶺而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

非控股權益

於收購日確認之公主嶺非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為38,053,000港元。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	362
Cash consideration	現金代價	(55,738)
		(55,376)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xiii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a loss of HK\$6,236,000 attributable to the acquisition of 公主嶺. Revenue of 公主嶺 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$4,579,000.

- (xiv) In January 2020, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired effective 80% equity interest of 烏蘭察布 at a cash consideration of RMB16,000,000 (approximately HK\$17,486,000). The acquisition was completed in January 2020, and the control in 烏蘭察布 was passed to the Group. 烏蘭察布 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	17,486

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xiii) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購公主嶺之虧損6,236,000港元。計入本集團截至二零二零年三月三十一日止年度收入的公主嶺收入為4,579,000港元。

- (xiv) 於二零二零年一月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣16,000,000元(約17,486,000港元)收購烏蘭察布80%股本權益。收購已於二零二零年一月完成，烏蘭察布之控制權已轉移至本集團。烏蘭察布主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xiv) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	66,930
Right-of-use assets	使用權資產	5,564
Intangible assets	無形資產	3,078
Inventories	存貨	15
Trade and other receivables	貿易應收賬項及其他應收賬項	14,346
Amount due from related companies	應收關聯公司款項	108
Bank balances and cash	銀行結存及現金	658
Trade and other payables	貿易應付賬項及其他應付賬項	(19,922)
Amount due to related companies	應付關聯公司款項	(60,534)
Deferred taxation	遞延稅項	(770)
		9,473
Goodwill	商譽	9,908
Non-controlling interests	非控股權益	(1,895)
		17,486

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$14,346,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

於收購日，所收購之貿易應收賬項及其他應收賬項之公平值及合約總額為14,346,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xiv) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xiv) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	17,486
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(7,578)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	9,908

The goodwill arising on the acquisition of 烏蘭察布 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Non-controlling interests

The non-controlling interests in 烏蘭察布 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$1,895,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	658
Cash consideration	現金代價	(17,486)
		(16,828)

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xiv) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	17,486
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(7,578)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	9,908

因收購烏蘭察布而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

非控股權益

於收購日確認之烏蘭察布非控股權益經參考相關附屬公司淨資產的各已確認金額比例計量為1,895,000港元。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	658
Cash consideration	現金代價	(17,486)
		(16,828)

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xiv) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a loss of HK\$3,113,000 attributable to the acquisition of 烏蘭察布. Revenue of 烏蘭察布 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$22,482,000.

- (xv) In August 2019, the Group acquired 100% equity interest in 福建中燃湄洲灣能源有限公司 (formerly known as 泉州奧德費爾方正碼頭倉儲有限公司) (“福建湄洲灣”) at a consideration of RMB116,488,000 (approximately HK\$130,885,000). The acquisition was completed in August 2019, on which date control in 福建湄洲灣 was passed to the Group. 福建湄洲灣 is principally engaged in the LPG business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

	HK\$'000 千港元
Cash 現金	130,885

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xiv) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購烏蘭察布之虧損3,113,000港元。計入本集團截至二零二零年三月三十一日止年度收入的烏蘭察布收入為22,482,000港元。

- (xv) 於二零一九年八月，本集團以總現金代價人民幣116,488,000元(約130,885,000港元)收購福建中燃湄洲灣能源有限公司(前稱泉州奧德費爾方正碼頭倉儲有限公司)(「福建湄洲灣」)100%股本權益。收購已於二零一九年八月完成，於當日，福建湄洲灣之控制權轉移至本集團。福建湄洲灣主要從事LPG業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xv) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	145,389
Right-of-use assets	使用權資產	73,896
Inventories	存貨	677
Trade and other receivables	貿易應收賬項及其他應收賬項	21,583
Bank balances and cash	銀行結餘及現金	9,569
Trade and other payables	貿易應付賬項及其他應付賬項	(41,675)
		209,439
Bargain purchase gain	議價購買收益	(78,554)
		130,885

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$21,583,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected is nil.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xv) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為21,583,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xv) (Continued)

Bargain purchase gain on acquisition of a subsidiary

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	130,885
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(209,439)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(78,554)

A gain on acquisition of a subsidiary HK\$78,554,000 recognised in profit or loss and for the year ended 31 March 2020.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	9,569
Cash consideration paid	已付現金代價	(130,885)
Deposit paid	已付按金	66,310
		(55,006)

Impact of acquisition on the results of the Group

Included in the Group's result for the year ended 31 March 2019 was a profit of HK\$2,698,000 attributable to the acquisition of 福建湄洲灣. Revenue of 福建湄洲灣 included in the Group's revenue for the year ended 31 March 2019 amount to HK\$55,944,000.

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xv) (續)

收購一間附屬公司之議價購買收益

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	130,885
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(209,439)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(78,554)

收購一間附屬公司的78,554,000港元收益已在截至二零二零年三月三十一日止年度於損益確認。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	9,569
Cash consideration paid	已付現金代價	(130,885)
Deposit paid	已付按金	66,310
		(55,006)

收購對本集團業績之影響

本集團截至二零一九年三月三十一日止年度業績包括歸屬於收購福建湄洲灣之溢利2,698,000港元。計入本集團截至二零一九年三月三十一日止年度收入的福建湄洲灣收入為55,944,000港元。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

- (xvi) In April 2019, the Group acquired 100% equity interest of 山東舜安 at a cash consideration of RMB14,314,000 (approximately HK\$15,643,000). The acquisition was completed in April 2019, and the control in 山東舜安 was passed to the Group. 山東舜安 is principally engaged in natural gas distribution and logistics business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	15,643

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	9,574
Trade and other receivables	貿易應收賬項及其他應收賬項	3,456
Bank balances and cash	銀行結存及現金	5,758
Trade and other payables	貿易應付賬項及其他應付賬項	(12,515)
		6,273
Goodwill	商譽	9,370
		15,643

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

- (xvi) 於二零一九年四月，本集團以現金代價人民幣14,314,000元(約15,643,000港元)收購山東舜安100%股本權益。收購已於二零一九年四月完成，山東舜安之控制權已轉移至本集團。山東舜安主要從事天然氣分銷及物流業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

HK\$'000
千港元

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

HK\$'000
千港元

物業、廠房及設備	9,574
貿易應收賬項及其他應收賬項	3,456
銀行結存及現金	5,758
貿易應付賬項及其他應付賬項	(12,515)
	6,273
商譽	9,370
	15,643

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xvi) (Continued)

Consideration transferred (Continued)

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$3,456,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	15,643
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(6,273)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	9,370

The goodwill arising on the acquisition of 山東舜安 was attributed to the anticipated profitability of its natural gas distribution and logistics business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	5,758
Cash consideration paid	已付現金代價	(15,643)
Deposit paid	已付按金	15,643
		5,758

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xvi) (續)

已轉讓代價(續)

於收購日，所收購之貿易應收賬項及其他應收賬項之公平值及合約總額為3,456,000港元。於收購日對預期無法收回收約現金流之最佳估計為零。

收購一間附屬公司之商譽

因收購山東舜安而產生之商譽乃基於其天然氣分銷及物流業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流入淨額

40. ACQUISITION OF SUBSIDIARIES (Continued)

(A) Acquisition of a business through purchase of subsidiaries in 2020 (Continued)

(xvi) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a loss of HK\$3,158,000 attributable to the acquisition of 山東舜安. Revenue of 山東舜安 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$529,619,000.

(B) Acquisition of a business through purchase of subsidiaries in 2019

- (i) In April 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 南和華澳 at a cash consideration of RMB55,000,000 (approximately HK\$62,857,000). The acquisition was completed in April 2018, and the control in 南和華澳 was passed to the Group. 南和華澳 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	62,857

40. 收購附屬公司(續)

(A) 於二零二零年透過收購附屬公司收購業務(續)

(xvi) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購山東舜安之虧損3,158,000港元。計入本集團截至二零二零年三月三十一日止年度收入的山東舜安收入為529,619,000元。

(B) 於二零一九年透過收購附屬公司收購業務

- (i) 於二零一八年四月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣55,000,000元(約62,857,000港元)收購南和華澳100%股本權益。收購已於二零一八年四月完成，南和華澳之控制權已轉移至本集團。南和華澳主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(i) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	33,893
Intangible assets	無形資產	20,063
Inventories	存貨	83
Trade and other receivables	貿易應收賬項及其他應收賬項	3,329
Bank balances and cash	銀行結存及現金	1,667
Trade and other payables	貿易應付賬項及其他應付賬項	(5,684)
Deferred taxation	遞延稅項	(5,016)
		48,335
Goodwill	商譽	14,522
		62,857

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$3,329,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(i) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為3,329,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(i) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	62,857
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(48,335)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	14,522

The goodwill arising on the acquisition of 南和華澳 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	1,667
Cash consideration	現金代價	(62,857)
Deposit paid	已付按金	56,571
		(4,619)

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(i) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	62,857
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(48,335)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	14,522

因收購南和華澳而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	1,667
Cash consideration	現金代價	(62,857)
Deposit paid	已付按金	56,571
		(4,619)

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For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(i) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a loss of HK\$6,371,000 attributable to the acquisition of 南和華澳. Revenue of 南和華澳 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$88,138,000.

(ii) In April 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 雙鴨山中燃 at a consideration of RMB70,000,000 (approximately HK\$80,000,000). The acquisition was completed in April 2018, and the control in 雙鴨山中燃 was passed to the Group. 雙鴨山中燃 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	80,000

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(i) (續)

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購南和華澳之虧損6,371,000港元。計入本集團截至二零一九年三月三十一日止年度收入的南和華澳收入為88,138,000港元。

(ii) 於二零一八年四月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣70,000,000元(約80,000,000港元)收購雙鴨山中燃100%股本權益。收購已於二零一八年四月完成，雙鴨山中燃之控制權已轉移至本集團。雙鴨山中燃主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(ii) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	74,577
Inventories	存貨	206
Trade and other receivables	貿易應收賬項及其他應收賬項	890
Bank balances and cash	銀行結存及現金	4,180
Trade and other payables	貿易應付賬項及其他應付賬項	(6,389)
		73,464
Goodwill	商譽	6,536
		80,000

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$890,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	80,000
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(73,464)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	6,536

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(ii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	74,577
Inventories	存貨	206
Trade and other receivables	貿易應收賬項及其他應收賬項	890
Bank balances and cash	銀行結存及現金	4,180
Trade and other payables	貿易應付賬項及其他應付賬項	(6,389)
		73,464
Goodwill	商譽	6,536
		80,000

於收購日，所收購之貿易應收賬項及其他應收賬項之公平值及合約總額為890,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	80,000
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(73,464)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	6,536

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(ii) (Continued)

The goodwill arising on the acquisition of 雙鴨山中燃 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	4,180
Cash consideration	現金代價	(80,000)
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	76,571
		751

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a loss of HK\$1,561,000 attributable to the acquisition of 雙鴨山中燃. Revenue of 雙鴨山中燃 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$23,467,000.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(ii) (續)

因收購雙鴨山中燃而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流入淨額

	HK\$'000 千港元
Bank balances and cash acquired	4,180
Cash consideration	(80,000)
Unsettled consideration (included in trade and other payables)	76,571
	751

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購雙鴨山中燃之虧損1,561,000港元。計入本集團截至二零一九年三月三十一日止年度收入的雙鴨山中燃收入為23,467,000港元。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

- (iii) In May 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired over 50% equity interest of 保定奧朗 at a consideration of RMB8,467,000 (approximately HK\$9,676,000). The acquisition was completed in May 2018, and the control in 保定奧朗 was passed to the Group. 保定奧朗 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	9,676

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Intangible assets	無形資產	7,553
Inventories	存貨	84
Bank balances and cash	銀行結存及現金	11,347
Trade and other payables	貿易應付賬項及其他應付賬項	(52)
Deferred taxation	遞延稅項	(1,888)
		17,044
Non-controlling interests	非控股權益	(9,277)
Goodwill	商譽	1,909
		9,676

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

- (iii) 於二零一八年五月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣8,467,000元(約9,676,000港元)收購保定奧朗逾50%股本權益。收購已於二零一八年五月完成，保定奧朗之控制權已轉移至本集團。保定奧朗主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

		HK\$'000 千港元
		9,676

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
		7,553
		84
		11,347
		(52)
		(1,888)
		17,044
		(9,277)
		1,909
		9,676

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(iii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	9,676
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(7,767)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	1,909

The goodwill arising on the acquisition of 保定奧朗 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

The non-controlling interests in 保定奧朗 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$9,277,000.

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	11,347
Cash consideration	現金代價	(9,676)
Deposit paid	已付按金	9,676
		11,347

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(iii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	9,676
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(7,767)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	1,909

因收購保定奧朗而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

於收購日確認之保定奧朗非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為9,277,000港元。

因收購而產生之現金流入淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	11,347
Cash consideration	現金代價	(9,676)
Deposit paid	已付按金	9,676
		11,347

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(iii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a profit of HK\$2,532,000 attributable to the acquisition of 保定奧朗. Revenue of 保定奧朗 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$29,120,000.

(iv) In June 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 80% equity interest of 恩耐特新能源 at a consideration of RMB9,000,000 (approximately HK\$10,286,000). The acquisition was completed in June 2018, and the control in 恩耐特新能源 was passed to the Group. 恩耐特新能源 is principally engaged in design and consulting of energy projects. The directors of the Company consider that the acquisition will bring about a further synergy effect of the value-added services business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	10,286

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(iii) (續)

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購保定奧朗之溢利2,532,000港元。計入本集團截至二零一九年三月三十一日止年度收入的保定奧朗收入為29,120,000港元。

(iv) 於二零一八年六月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣9,000,000元(約10,286,000港元)收購恩耐特新能源逾80%股本權益。收購已於二零一八年六月完成，恩耐特新能源之控制權已轉移至本集團。恩耐特新能源主要從事能源項目設計及顧問。本公司董事認為收購事項可為本集團的增值服務業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(iv) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,682
Trade and other receivables	貿易應收賬項及其他應收賬項	1,011
Bank balances and cash	銀行結存及現金	8,296
Trade and other payables	貿易應付賬項及其他應付賬項	(568)
		11,421
Non-controlling interests	非控股權益	(2,284)
Goodwill	商譽	1,149
		10,286

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$1,011,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,286
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(9,137)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	1,149

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(iv) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,682
Trade and other receivables	貿易應收賬項及其他應收賬項	1,011
Bank balances and cash	銀行結存及現金	8,296
Trade and other payables	貿易應付賬項及其他應付賬項	(568)
		11,421
Non-controlling interests	非控股權益	(2,284)
Goodwill	商譽	1,149
		10,286

於收購日，所收購之貿易應收賬項及其他應收賬項之公平值及合約總額為1,011,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,286
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(9,137)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	1,149

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(iv) (Continued)

Goodwill on acquisition of a subsidiary

The goodwill arising on the acquisition of 恩耐特新能源 was attributed to the anticipated profitability of its design and consulting of energy projects.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

The non-controlling interests in 恩耐特新能源 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$2,284,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	8,296
Cash consideration	現金代價	(10,286)
Deposit paid	已付按金	1,143
		(847)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a loss of HK\$74,000 attributable to the acquisition of 恩耐特新能源. Revenue of 恩耐特新能源 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$1,000.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(iv) (續)

收購一間附屬公司之商譽

因收購恩耐特新能源而產生之商譽乃基於其能源項目設計及顧問之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

於收購日確認之恩耐特新能源非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為2,284,000港元。

因收購而產生之現金流出淨額

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購恩耐特新能源之虧損74,000港元。計入本集團截至二零一九年三月三十一日止年度收入的恩耐特新能源收入為1,000港元。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

- (v) In December 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 70% equity interest of 嘉鴻能源 at a cash consideration of RMB120,000,000 (approximately HK\$137,143,000). The acquisition was completed in December 2018, and the control in 嘉鴻能源 was passed to the Group. 嘉鴻能源 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	137,143

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	179,681
Other intangible assets	其他無形資產	21,354
Trade and other receivables	貿易應收賬項及其他應收賬項	1,925
Bank balances and cash	銀行結存及現金	137,456
Trade and other payables	貿易應付賬項及其他應付賬項	(147,395)
Deferred taxation	遞延稅項	(5,338)

Non-controlling interests	非控股權益	187,683 (56,305)
Goodwill	商譽	5,765

137,143

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

- (v) 於二零一八年十二月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣120,000,000元(約137,143,000港元)收購嘉鴻能源70%股本權益。收購已於二零一八年十二月完成，嘉鴻能源之控制權已轉移至本集團。嘉鴻能源主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

HK\$'000
千港元

137,143

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

HK\$'000
千港元

179,681
21,354
1,925
137,456
(147,395)
(5,338)

187,683
(56,305)
5,765

137,143

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(v) (Continued)

Consideration transferred (Continued)

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$1,925,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	137,143
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(131,378)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	5,765

The goodwill arising on the acquisition of 嘉鴻能源 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

The non-controlling interests in 嘉鴻能源 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$56,305,000.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(v) (續)

已轉讓代價(續)

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為1,925,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

收購一間附屬公司之商譽

因收購嘉鴻能源而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

於收購日確認之嘉鴻能源非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為56,305,000港元。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(v) (Continued)

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	137,456
Cash consideration	現金代價	(137,143)

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Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a profit of HK\$243,000 attributable to the acquisition of 嘉鴻能源. Revenue of 嘉鴻能源 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$2,911,000.

(vi) In July 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 55% equity interest of 襄陽藍緣 at a cash consideration of RMB9,250,000 (approximately HK\$10,571,000). The acquisition was completed in July 2018, and the control in 襄陽藍緣 was passed to the Group. 襄陽藍緣 is principally engaged in LPG business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(v) (續)

因收購而產生之現金流入淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	137,456
Cash consideration	現金代價	(137,143)

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購嘉鴻能源之溢利243,000港元。計入本集團截至二零一九年三月三十一日止年度收入的嘉鴻能源收入為2,911,000港元。

(vi) 於二零一八年七月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以現金代價人民幣9,250,000元（約10,571,000港元）收購襄陽藍緣55%股本權益。收購已於二零一八年七月完成，襄陽藍緣之控制權已轉移至本集團。襄陽藍緣主要從事LPG業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(vi) (Continued)

Consideration transferred

		HK\$'000 千港元
Cash	現金	10,571

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,470
Other intangible assets	其他無形資產	15,927
Inventories	存貨	204
Trade and other receivables	貿易應收賬項及其他應收賬項	45
Bank balances and cash	銀行結存及現金	12
Trade and other payables	貿易應付賬項及其他應付賬項	(789)
Deferred taxation	遞延稅項	(3,981)
		12,888
Non-controlling interests	非控股權益	(5,376)
Goodwill	商譽	3,059
		10,571

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$45,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(vi) (續)

已轉讓代價

		HK\$'000 千港元
Cash	現金	10,571

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,470
Other intangible assets	其他無形資產	15,927
Inventories	存貨	204
Trade and other receivables	貿易應收賬項及其他應收賬項	45
Bank balances and cash	銀行結存及現金	12
Trade and other payables	貿易應付賬項及其他應付賬項	(789)
Deferred taxation	遞延稅項	(3,981)
		12,888
Non-controlling interests	非控股權益	(5,376)
Goodwill	商譽	3,059
		10,571

於收購日，所收購之貿易應收賬項及其他應收賬項之公平值及合約總額為45,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(vi) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,571
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(7,512)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	3,059

The goodwill arising on the acquisition of 襄陽藍緣 was attributed to the anticipated profitability of its LPG business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

The non-controlling interests in 襄陽藍緣 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$5,376,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	12
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	1,057
Cash consideration	現金代價	(10,571)
		(9,502)

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(vi) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	10,571
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(7,512)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	3,059

因收購襄陽藍緣而產生之商譽乃基於其LPG業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

於收購日確認之襄陽藍緣非控股權益經參考相關附屬公司淨資產的各相關已確認金額比例計量為5,376,000港元。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	12
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	1,057
Cash consideration	現金代價	(10,571)
		(9,502)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(vi) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a profit of HK\$580,000 attributable to the acquisition of 襄陽藍緣. Revenue of 襄陽藍緣 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$19,389,000.

(vii) In March 2019, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 連雲港贛榆 at a consideration of RMB9,500,000 (approximately HK\$11,047,000). The acquisition was completed in March 2019, and the control in 連雲港贛榆 was passed to the Group. 連雲港贛榆 is principally engaged in LPG business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	11,047

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(vi) (續)

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購襄陽藍緣之溢利580,000港元。計入本集團截至二零一九年三月三十一日止年度收入的襄陽藍緣收入為19,389,000港元。

(vii) 於二零一九年三月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣9,500,000元（約11,047,000港元）收購連雲港贛榆100%股本權益。收購已於二零一九年三月完成，連雲港贛榆之控制權已轉移至本集團。連雲港贛榆主要從事LPG業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(vii) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,523
Prepaid lease payments	預付租賃款項	2,294
Inventories	存貨	322
Trade and other receivables	貿易應收賬項及其他應收賬項	956
Bank balances and cash	銀行結存及現金	2,021
Trade and other payables	貿易應付賬項及其他應付賬項	(3,319)
		4,797
Goodwill	商譽	6,250
		11,047

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$956,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(vii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為956,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(vii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	11,047
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(4,797)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	6,250

The goodwill arising on the acquisition of 連雲港贛榆 was attributed to the anticipated profitability of its LPG business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	2,021
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	1,657
Cash consideration	現金代價	(11,047)
		(7,369)

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(vii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	11,047
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(4,797)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	6,250

因收購連雲港贛榆而產生之商譽乃基於其LPG業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	2,021
Unsettled consideration (included in trade and other payables)	未清償代價(計入貿易應付賬項及其他應付賬項)	1,657
Cash consideration	現金代價	(11,047)
		(7,369)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(vii) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a loss of HK\$113,000 attributable to the acquisition of 連雲港贛榆. Revenue of 連雲港贛榆 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$1,957,000.

(viii) In September 2018, a subsidiary of the Group entered into an acquisition agreement with an independent third party, pursuant to which the Group acquired 100% equity interest of 黑龍江中佳 at a consideration of RMB11,520,000 (approximately HK\$13,166,000). The acquisition was completed in September 2018, and the control in 黑龍江中佳 was passed to the Group. 黑龍江中佳 is principally engaged in natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

Consideration transferred

		HK\$'000 千港元
Cash	現金	13,166

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(vii) (續)

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購連雲港贛榆之虧損113,000港元。計入本集團截至二零一九年三月三十一日止年度收入的連雲港贛榆收入為1,957,000港元。

(viii) 於二零一八年九月，本集團的附屬公司與一名獨立第三方訂立收購協議，據此，本集團以代價人民幣11,520,000元(約13,166,000港元)收購黑龍江中佳100%股本權益。收購已於二零一八年九月完成，黑龍江中佳之控制權已轉移至本集團。黑龍江中佳主要從事天然氣及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

已轉讓代價

40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(viii) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,624
Intangible assets	無形資產	171
Prepaid lease payments	預付租賃款項	870
Inventories	存貨	4
Trade and other receivables	貿易應收賬項及其他應收賬項	14
Bank balances and cash	銀行結存及現金	359
Trade and other payables	貿易應付賬項及其他應付賬項	(446)
Deferred taxation	遞延稅項	(43)
		5,553
Goodwill	商譽	7,613
		13,166

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$14,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(viii) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債暫時釐定之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為14,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(B) Acquisition of a business through purchase of subsidiaries in 2019 (Continued)

(viii) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Consideration transferred	已轉讓代價	13,166
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(5,553)
Goodwill on acquisition of a subsidiary		7,613

The goodwill arising on the acquisition of 黑龍江中佳 was attributed to the anticipated profitability of its natural gas and gas pipeline construction business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	359
Cash consideration	現金代價	(13,166)
Deposit paid	已付按金	2,921
		(9,886)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was a loss of HK\$374,000 attributable to the acquisition of 黑龍江中佳. Revenue of 黑龍江中佳 included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$2,475,000.

40. 收購附屬公司(續)

(B) 於二零一九年透過收購附屬公司收購業務(續)

(viii) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Consideration transferred	已轉讓代價	13,166
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(5,553)
Goodwill on acquisition of a subsidiary		7,613

因收購黑龍江中佳而產生之商譽乃基於其天然氣及燃氣管道建設業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	359
Cash consideration	現金代價	(13,166)
Deposit paid	已付按金	2,921
		(9,886)

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購黑龍江中佳之虧損374,000港元。計入本集團截至二零一九年三月三十一日止年度收入的黑龍江中佳收入為2,475,000港元。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(C) Acquisition of a business through purchase of additional interests in a joint venture in 2020

- (i) In April 2019, a subsidiary of the Group entered into acquisition agreements with independent third parties, pursuant to which the Group acquired additional 40% equity interest of 河南順達 at a consideration of RMB8,517,000 (approximately HK\$9,903,000). The acquisition was completed in April 2019, on which date control in 河南順達 was passed to the Group. Since then 河南順達 ceased to be a joint venture of the Group and become a subsidiary with 100% equity interest held of the Group. 河南順達 is principally engaged in the sales of natural gas and gas pipeline construction business.

Consideration transferred

		HK\$'000 千港元
Cash	現金	9,903
Fair value of previously held interest	過往持有權益的公平值	14,856
		24,759

40. 收購附屬公司(續)

(C) 於二零二零年透過收購額外合資公司權益收購業務

- (i) 於二零一九年四月，本集團的附屬公司與獨立第三方訂立收購協議，據此，本集團收購河南順達之額外40%股本權益，代價為人民幣8,517,000元(約9,903,000港元)。收購已於二零一九年四月完成，於當日，河南順達之控制權轉移至本集團。自此，河南順達不再為本集團之合資公司並成為本集團擁有100%股本權益之附屬公司。河南順達主要從事天然氣銷售及燃氣管道建設業務。

已轉讓代價

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(C) Acquisition of a business through purchase of additional interests in a joint venture in 2020

(i) (Continued)

Consideration transferred (Continued)

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	9,260
Intangible assets	無形資產	6,117
Inventories	存貨	149
Trade and other receivables	貿易應收賬項及其他應收賬項	3,005
Bank balances and cash	銀行結存及現金	9,694
Trade and other payables	貿易應付賬項及其他應付賬項	(5,131)
Deferred taxation	遞延稅項	(1,529)
		21,565
Goodwill	商譽	3,194
		24,759

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$3,005,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected is nil.

40. 收購附屬公司(續)

(C) 於二零二零年透過收購額外合資公司權益收購業務

(i) (續)

已轉讓代價(續)

本集團於收購日確認之所收購資產及所承擔負債之公平值：

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為3,005,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(C) Acquisition of a business through purchase of additional interests in a joint venture in 2020 (Continued)

(i) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	9,903
Previously held interest in 河南順達 as a joint venture, at fair value	過往於合資公司河南順達持有權益的公平值	14,856
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(21,565)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	3,194

The Goodwill on acquisition of a subsidiary of 河南順達 was attributed to the anticipated profitability of its sales of natural gas and gas pipeline construction business. The carrying amount of the 60% equity interest in 河南順達 previously held by the Group was re-measured to fair value as of the date of acquisition. The fair value of the previously held net assets approximated to the carrying amounts and is determined by reference to the fair value of the net assets acquired.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	9,694
Cash consideration paid	已付現金代價	(9,903)
		(209)

40. 收購附屬公司(續)

(C) 於二零二零年透過收購額外合資公司權益收購業務(續)

(i) (續)

收購一間附屬公司之商譽

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	9,903
Previously held interest in 河南順達 as a joint venture, at fair value	過往於合資公司河南順達持有權益的公平值	14,856
Less: Fair value of identifiable net assets acquired	減：所收購可識別淨資產之公平值	(21,565)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	3,194

因收購一間附屬公司—河南順達而產生之商譽乃基於其天然氣銷售及燃氣管道建設業務之預期盈利能力。本集團過往持有的河南順達60%股本權益的賬面值已按收購日公平值重新計量。過往持有的淨資產的公平值與賬面值相若，並乃參考所收購淨資產之公平值釐定。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	9,694
Cash consideration paid	已付現金代價	(9,903)
		(209)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(C) Acquisition of a business through purchase of additional in interests in a joint venture in 2020 (Continued)

(i) (Continued)

Impact of acquisition on the results of the Group

Included in the Group's result for the year ended 31 March 2020 was a profit of HK\$899,000 attributable to the acquisition of 河南順達. Revenue of 河南順達 included in the Group's revenue for the year ended 31 March 2020 amount to HK\$41,652,000.

(D) Acquisition of a business through purchase of additional in interests in a joint venture in 2019

(i) In September 2018, a subsidiary of the Group entered into acquisition agreements with independent third parties, pursuant to which the Group acquired additional 12% equity interest of 呼和浩特中燃 at a consideration of RMB261,111,000 (approximately HK\$298,414,000). The acquisition was completed in September 2018, on which date control in 呼和浩特中燃 was passed to the Group. Since then 呼和浩特中燃 ceased to be a joint venture of the Group and become a subsidiary of the Group. 呼和浩特中燃 is principally engaged in the sales of natural gas and gas pipeline construction business. The directors of the Company consider that the acquisition will bring about a further synergy effect of the existing business of the Group.

40. 收購附屬公司 (續)

(C) 於二零二零年透過收購額外合資公司權益收購業務 (續)

(i) (續)

收購對本集團業績之影響

本集團截至二零二零年三月三十一日止年度之業績包括歸屬於收購河南順達之溢利899,000港元。計入本集團截至二零二零年三月三十一日止年度收入的河南順達收入為41,652,000港元。

(D) 於二零一九年透過收購額外合資公司權益收購業務

(i) 於二零一八年九月，本集團的附屬公司與獨立第三方訂立收購協議，據此，本集團收購呼和浩特中燃之額外12%股本權益，代價為人民幣261,111,000元（約298,414,000港元）。收購已於二零一八年九月完成，於當日，呼和浩特中燃之控制權轉移至本集團。自此，呼和浩特中燃不再為本集團之合資公司並成為本集團之附屬公司。呼和浩特中燃主要從事天然氣銷售業務及燃氣管道建設業務。本公司董事認為收購事項可為本集團現有業務帶來更多協同效應。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(D) Acquisition of a business through purchase of additional interests in a joint venture in 2019 (Continued)

(i) (Continued)

Consideration transferred

		HK\$'000 千港元
Cash	現金	298,414
Fair value of previously held interest	過往持有權益的公平值	1,388,636
		1,687,050

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,100,927
Prepaid lease payments	預付租賃款項	125,476
Financial assets at FVTOCI	按公平值計入其他全面收入之金融資產	74,423
Inventories	存貨	153,058
Trade and other receivables	貿易應收賬項及其他應收賬項	918,049
Contract assets	合約資產	134,007
Bank balances and cash	銀行結存及現金	426,303
Trade and other payables	貿易應付賬項及其他應付賬項	(1,507,293)
Contract liabilities	合約負債	(509,161)
Bank and other borrowings	銀行及其他借貸	(190,285)
		2,725,504
Non-controlling interests	非控股權益	(1,008,436)
Bargain purchase gain	議價購買收益	(30,018)
		1,687,050

40. 收購附屬公司(續)

(D) 於二零一九年透過收購額外合資公司權益收購業務(續)

(i) (續)

已轉讓代價

		HK\$'000 千港元
Cash	現金	298,414
Fair value of previously held interest	過往持有權益的公平值	1,388,636
		1,687,050

本集團於收購日確認之所收購資產及所承擔負債之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,100,927
Prepaid lease payments	預付租賃款項	125,476
Financial assets at FVTOCI	按公平值計入其他全面收入之金融資產	74,423
Inventories	存貨	153,058
Trade and other receivables	貿易應收賬項及其他應收賬項	918,049
Contract assets	合約資產	134,007
Bank balances and cash	銀行結存及現金	426,303
Trade and other payables	貿易應付賬項及其他應付賬項	(1,507,293)
Contract liabilities	合約負債	(509,161)
Bank and other borrowings	銀行及其他借貸	(190,285)
		2,725,504
Non-controlling interests	非控股權益	(1,008,436)
Bargain purchase gain	議價購買收益	(30,018)
		1,687,050

40. ACQUISITION OF SUBSIDIARIES (Continued)

(D) Acquisition of a business through purchase of additional interests in a joint venture in 2019 (Continued)

(i) (Continued)

Consideration transferred (Continued)

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$918,049,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

Bargain purchase gain on acquisition of a subsidiary

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	298,414
Previously held interest in 呼和浩特中燃 as a joint venture, at fair value	過往於合資公司呼和浩特中燃持有權益的公平值	1,388,636
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(1,717,068)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(30,018)

A gain on acquisition of a subsidiary HK\$30,018,000 recognised in profit or loss and for the year ended 31 March 2019. The fair value of the 51% equity interest in 呼和浩特中燃 previously held by the Group was re-measured as of the date of acquisition. The fair value is determined by preference to the fair value of the net assets acquired.

The non-controlling interests in 呼和浩特中燃 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$1,008,436,000.

40. 收購附屬公司(續)

(D) 於二零一九年透過收購額外合資公司權益收購業務(續)

(i) (續)

已轉讓代價(續)

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為918,049,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

收購一間附屬公司之議價購買收益

收購附屬公司的30,018,000港元收益已在截至二零一九年三月三十一日止年度於損益確認。本集團過往持有的呼和浩特中燃51%股本權益的公平值已於收購日重新計量。公平值乃參考所收購淨資產之公平值釐定。

於收購日確認之呼和浩特中燃非控股權益經參考相關附屬公司淨資產的各自確認金額比例計量為1,008,436,000港元。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(D) Acquisition of a business through purchase of additional in interests in a joint venture in 2019 (Continued)

(i) (Continued)

Net cash inflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	426,303
Cash consideration paid	已付現金代價	(298,414)
		127,889

Impact of acquisition on the results of the Group

Included in the Group's result for the year ended 31 March 2019 was a profit of HK\$158,607,000 attributable to the acquisition of 呼和浩特中燃. Revenue of 呼和浩特中燃 included in the Group's revenue for the year ended 31 March 2019 amount to HK\$1,327,398,000.

(E) Acquisition of a business through purchase of additional in interests in an associate in 2020

(i) In September 2019, the Group entered into an acquisition agreements with independent third parties, pursuant to which the Group acquired an additional 20% equity interest of 河北華通 at a consideration of RMB32,000,000 (approximately HK\$37,209,000). The acquisition was completed in September 2019, on which date control in 河北華通 was passed to the Group. Since then 河北華通 ceased to be an associate of the Group and has become a subsidiary with 50.66% equity interest held by the Group. 河北華通 is engaged in the value-added services business.

40. 收購附屬公司(續)

(D) 於二零一九年透過收購額外合資公司權益收購業務(續)

(i) (續)

因收購而產生之現金流入淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	426,303
Cash consideration paid	已付現金代價	(298,414)
		127,889

收購對本集團業績之影響

本集團截至二零一九年三月三十一日止年度之業績包括歸屬於收購呼和浩特中燃之溢利158,607,000港元。計入本集團截至二零一九年三月三十一日止年度收入的呼和浩特中燃收入為1,327,398,000港元。

(E) 於二零二零年透過收購額外聯營公司權益收購業務

(i) 於二零一九年九月，本集團與獨立第三方訂立收購協議，據此，本集團收購河北華通之額外20%股本權益，代價為人民幣32,000,000元(約37,209,000港元)。收購已於二零一九年九月完成，於當日，河北華通之控制權轉移至本集團。自此，河北華通不再為本集團之聯營公司並成為本集團擁有50.66%股本權益之附屬公司。河北華通從事增值服務業務。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(E) Acquisition of a business through purchase of additional interests in an associate in 2020 (Continued)

(i) (Continued)

Consideration transferred

		HK\$'000 千港元
Cash	現金	37,209
Fair value of 30.66% previously held interest in 河北華通	過往持有河北華通30.66%權益的公平值	57,042
		94,251

Fair value of assets acquired and liabilities of 河北華通 assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	21,922
Right-of-use assets	使用權資產	30,233
Inventories	存貨	125,565
Trade and other receivables	貿易應收賬項及其他應收賬項	287,000
Bank balances and cash	銀行結存及現金	18,261
Trade and other payables	貿易應付賬項及其他應付賬項	(261,662)
		221,319
Non-controlling interests	非控股權益	(109,199)
Bargain purchase gain	議價購買收益	(17,869)
		94,251

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$287,000,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(E) 於二零二零年透過收購額外聯營公司權益收購業務(續)

(i) (續)

已轉讓代價

	HK\$'000 千港元
Cash	37,209
Fair value of 30.66% previously held interest in 河北華通	57,042
	94,251

本集團於收購日確認於河北華通之所收購資產及所承擔負債之公平值：

	HK\$'000 千港元
Property, plant and equipment	21,922
Right-of-use assets	30,233
Inventories	125,565
Trade and other receivables	287,000
Bank balances and cash	18,261
Trade and other payables	(261,662)
	221,319
Non-controlling interests	(109,199)
Bargain purchase gain	(17,869)
	94,251

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為287,000,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(E) Acquisition of a business through purchase of additional interests in an associate in 2020 (Continued)

(i) (Continued)

Bargain purchase gain on acquisition of a subsidiary

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	37,209
Previously held 30.66% interest in 河北華通 as an associate, at fair value	過往持有聯營公司河北華通30.66%權益，以公平值計	57,042
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(112,120)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(17,869)

The non-controlling interests in 河北華通 recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$109,199,000.

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	18,261
Cash consideration paid	已付現金代價	(37,209)
		(18,948)

40. 收購附屬公司(續)

(E) 於二零二零年透過收購額外聯營公司權益收購業務(續)

(i) (續)

收購一間附屬公司之議價購買收益

		HK\$'000 千港元
Cash consideration transferred	已轉讓現金代價	37,209
Previously held 30.66% interest in 河北華通 as an associate, at fair value	過往持有聯營公司河北華通30.66%權益，以公平值計	57,042
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(112,120)
Gain on acquisition of a subsidiary	收購一間附屬公司之收益	(17,869)

於收購日確認之河北華通非控股權益經參考相關附屬公司淨資產的各已確認金額比例計量為109,199,000港元。

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	18,261
Cash consideration paid	已付現金代價	(37,209)
		(18,948)

40. ACQUISITION OF SUBSIDIARIES (Continued)

(E) Acquisition of a business through purchase of additional in interests in an associate in 2020 (Continued)

(i) (Continued)

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2020 was a profit of HK\$166,576,000 attributable to the acquisition of 河北華通. Revenue of 河北華通 included in the Group's revenue for the year ended 31 March 2020 amounted to HK\$640,372,000.

(F) Acquisition of a business through purchase of additional in interests in an associate in 2019

(i) In September 2018, the Group entered into sale and purchase agreements with another shareholder of Rankam International Holdings Limited ("Rankam International"), an associate of the Group, pursuant to which the Group acquired an additional 31% equity interest of Daily Pride at a consideration of 12.29% equity interest of Rankam International as previously held by the Group. The acquisition was completed in September 2018, on which date control in Daily Pride was passed to the Group. Since then, Daily Pride ceased to be an associate of the Group and has become a subsidiary with 80% equity interest held by the Group while Rankam International ceased to be an associate of the Group and has become investment in equity instruments at fair value through other comprehensive income of the Group. Daily Pride is engaged in the manufacturing and distribution of gas appliances. The directors of the Company consider that the acquisition will bring about a further synergy effect of the value-added business of the Group.

40. 收購附屬公司(續)

(E) 於二零二零年透過收購額外聯營公司權益收購業務(續)

(i) (續)

收購對本集團業績之影響

截至二零二零年三月三十一日止年度之溢利包括歸屬於收購河北華通之溢利166,576,000港元。計入本集團截至二零二零年三月三十一日止年度收入的河北華通收入為640,372,000港元。

(F) 於二零一九年透過收購額外聯營公司權益收購業務

(i) 於二零一八年九月，本集團與Rankam International Holdings Limited (「Rankam International」)(本集團一間聯營公司)另一股東訂立買賣協議，據此，本集團收購宜好之額外31%股本權益，代價為本集團過往持有之Rankam International 12.29%股本權益。收購已於二零一八年九月完成，於當日，宜好之控制權轉移至本集團。自此，宜好不再為本集團之聯營公司並成為本集團持有80%股本權益之附屬公司，而Rankam International不再為本集團之聯營公司並成為本集團按公平值計入其他全面收入之股本工具投資。宜好從事燃氣爐具製造及分銷業務。本公司董事認為收購事項可為本集團增值業務帶來更多協同效應。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(F) Acquisition of a business through purchase of additional interests in an associate in 2019 (Continued)

(i) (Continued)

Consideration transferred

	HK\$'000 千港元
Fair value of 12.29% equity interest of Rankam International (Note)	174,753
Fair value of 49% previously held interest in Daily Pride (Note)	276,223
	450,976

Note: Upon the completion of the disposal, the Group holds 15.71% equity interest in Rankam with a gain on disposal of HK\$155,779,000 recognised in the consolidated statement of profit or loss and other comprehensive income for year ended 31 March 2019. The fair value of the 49% equity interest in Daily Pride previously held by the Group was re-measured to fair value as of the date of the acquisition, resulting in a gain on remeasurement of HK\$185,352,000 recognised in the consolidated statement of profit or loss for year ended 31 March 2019. The fair value is determined based on the discounted cash flows, with reference to expected cash flows and applied appropriate discount rate.

40. 收購附屬公司(續)

(F) 於二零一九年透過收購額外聯營公司權益收購業務(續)

(i) (續)

已轉讓代價

	HK\$'000 千港元
Fair value of 12.29% equity interest of Rankam International (Note)	174,753
Fair value of 49% previously held interest in Daily Pride (Note)	276,223
	450,976

附註：出售事項完成後，本集團持有Rankam 15.71%股本權益，而出售事項的155,779,000港元收益已於截至二零一九年三月三十一日止年度綜合損益及其他全面收入報表確認。本集團過往持有的宜好49%股本權益的公平值已按收購日公平值重新計量，而重新計量收益185,352,000港元已於截至二零一九年三月三十一日止年度的綜合損益表確認。公平值乃根據貼現現金流並參考預期現金流及所應用之適當貼現率釐定。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(F) Acquisition of a business through purchase of additional interests in an associate in 2019 (Continued)

(i) (Continued)

Fair value of assets acquired and liabilities of Daily Pride assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	11,536
Inventories	存貨	151,557
Trade and other receivables	貿易應收賬項及其他應收賬項	302,547
Bank balances and cash	銀行結存及現金	76,781
Trade and other payables	貿易應付賬項及其他應付賬項	(325,428)
Amounts due to related companies	應付關連公司款項	(39,432)
Deferred taxation	遞延稅項	(52)
		177,509
Non-controlling interests	非控股權益	(35,502)
Goodwill	商譽	308,969
		450,976

The fair value as well as the gross contractual amounts of the trade and other receivables acquired amounted to HK\$302,547,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected was nil.

40. 收購附屬公司(續)

(F) 於二零一九年透過收購額外聯營公司權益收購業務(續)

(i) (續)

本集團於收購日確認於宜好之所收購資產及所承擔負債之公平值：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	11,536
Inventories	存貨	151,557
Trade and other receivables	貿易應收賬項及其他應收賬項	302,547
Bank balances and cash	銀行結存及現金	76,781
Trade and other payables	貿易應付賬項及其他應付賬項	(325,428)
Amounts due to related companies	應付關連公司款項	(39,432)
Deferred taxation	遞延稅項	(52)
		177,509
Non-controlling interests	非控股權益	(35,502)
Goodwill	商譽	308,969
		450,976

於收購日，所收購之貿易應收賬項及其他應收賬項公平值及合約總額為302,547,000港元。於收購日對預期無法收回合約現金流之最佳估計為零。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(F) Acquisition of a business through purchase of additional interests in an associate in 2019 (Continued)

(i) (Continued)

Goodwill on acquisition of a subsidiary

		HK\$'000 千港元
Fair value of 12.29% equity interest of Rankam International	於 Rankam International 的 12.29% 股本權益的公平值	174,753
Previously held 49% interest in Daily Pride as an associate, at fair value	過往持有聯營公司宜好 49% 權益，以公平值計	276,223
Less: Fair value of identifiable net assets acquired, net of non-controlling interests	減：所收購可識別淨資產之公平值，扣除非控股權益	(142,007)
Goodwill on acquisition of a subsidiary	收購一間附屬公司之商譽	308,969

The goodwill arising on the acquisition of Daily Pride was attributed to the anticipated profitability of its value-added services business.

None of the goodwill arising on this acquisition was expected to be deductible for tax purposes.

The non-controlling interests in Daily Pride recognised at the date of the acquisition was measured by reference to the respective proportionate shares of recognised amounts of net assets of relevant subsidiary and amounted to HK\$35,502,000.

40. 收購附屬公司(續)

(F) 於二零一九年透過收購額外聯營公司權益收購業務(續)

(i) (續)

收購一間附屬公司之商譽

因收購宜好而產生之商譽乃基於其增值服務業務之預期盈利能力。

預期並無因該項收購而產生之商譽可扣減稅項。

於收購日確認之宜好非控股權益經參考相關附屬公司淨資產已確認金額比例計量為35,502,000港元。

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40. ACQUISITION OF SUBSIDIARIES (Continued)

(F) Acquisition of a business through purchase of additional interests in an associate in 2019 (Continued)

(i) (Continued)

Net cash inflow arising on acquisition

Bank balances and cash acquired	所收購之銀行結存及現金
Cash consideration paid	已付現金代價

HK\$'000
千港元

76,781

—

76,781

Impact of acquisition on the results of the Group

Included in the profit for the year ended 31 March 2019 was HK\$40,488,000 attributable to the acquisition of Daily Pride. Revenue of Daily Pride included in the Group's revenue for the year ended 31 March 2019 amounted to HK\$921,706,000.

收購對本集團業績之影響

截至二零一九年三月三十一日止年度之溢利包括歸屬於收購宜好之40,488,000港元。計入本集團截至二零一九年三月三十一日止年度收入的宜好收入為921,706,000港元。

(G) Acquisition of assets through purchase of subsidiaries in 2020

In 2019, the Group acquired 100% equity interest in 煙台埃維投資有限公司(“煙台埃維”) which holds 21% equity interest in 瀋陽瀋西 at a total consideration of RMB980,000,000 (approximately HK\$1,139,535,000). The acquisition was completed in April 2019. After the acquisition, the Group's equity interest in 瀋陽瀋西 increased from 25% to 46%. 煙台埃維 is an investment holding entity, while 瀋陽瀋西 is engaged in the natural gas and pipeline construction business.

(G) 於二零二零年透過收購附屬公司收購資產

於二零一九年，本集團以總現金代價人民幣980,000,000元(約1,139,535,000港元)收購煙台埃維投資有限公司(「煙台埃維」)100%股本權益，其持有瀋陽瀋西21%股本權益。收購已於二零一九年四月完成。於收購後，本集團於瀋陽瀋西之股本權益由25%增加至46%。煙台埃維為一間投資控股實體，而瀋陽瀋西之主要業務為天然氣及燃氣管道建設業務。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(G) Acquisition of assets through purchase of subsidiaries in 2020 (Continued)

Consideration transferred

		HK\$'000 千港元
Cash	現金	1,139,535

Fair value of assets acquired and liabilities assumed at the date of acquisition recognised by the Group:

		HK\$'000 千港元
Interest in associate	於聯營公司之權益	1,139,533
Bank balances and cash	銀行結存及現金	2
		1,139,535

Net cash outflow arising on acquisition

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	2
Cash consideration	現金代價	(1,139,535)
		(1,139,533)

If the above acquisitions of businesses during the year ended 31 March 2020 had been completed on 1 April 2019, total group revenue and profit for the year would have been HK\$63,448,631,000 and HK\$11,188,557,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of the operations of the Group that actually would have been achieved had above acquisition been completed on 1 April 2019, nor is it intended to be projection of future results.

40. 收購附屬公司(續)

(G) 於二零二零年透過收購附屬公司收購資產(續)

已轉讓代價

		HK\$'000 千港元
Cash	現金	1,139,535

本集團於收購日確認之所收購資產及所承擔負債之公平值：

		HK\$'000 千港元
Interest in associate	於聯營公司之權益	1,139,533
Bank balances and cash	銀行結存及現金	2
		1,139,535

因收購而產生之現金流出淨額

		HK\$'000 千港元
Bank balances and cash acquired	所收購之銀行結存及現金	2
Cash consideration	現金代價	(1,139,535)
		(1,139,533)

倘上述於截至二零二零年三月三十一日止年度之業務收購事項均已於二零一九年四月一日完成，年內之集團總收入及溢利應分別為63,448,631,000港元及11,188,557,000港元。備考資料僅供說明，且未必為倘上述收購事項均已於二零一九年四月一日完成時本集團實際能取得之收入及營運業績之指標，亦不擬作為未來業績之預測。

40. ACQUISITION OF SUBSIDIARIES (Continued)

(G) Acquisition of assets through purchase of subsidiaries in 2020 (Continued)

Net cash outflow arising on acquisition (Continued)

If the above acquisitions of businesses during the year ended 31 March 2019 had been completed on 1 April 2018, total group revenue and profit for the year would have been HK\$63,447,358,000 and HK\$9,320,121,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of the operations of the Group that actually would have been achieved had above acquisition been completed on 1 April 2018, nor is it intended to be projection of future results.

41. 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 optimization of the debt and equity balance. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of debts, which include the amounts due to joint ventures and associates and bank and other borrowings disclosed in notes 21, 25 and 33 respectively, and equity attributable to owners of the Company, comprising issued share capital disclosed in note 34, reserves and accumulated profits as disclosed in the consolidated statement of changes in equity.

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.

40. 收購附屬公司(續)

(G) 於二零二零年透過收購附屬公司收購資產(續)

因收購而產生之現金流出淨額(續)

倘上述於截至二零一九年三月三十一日止年度之業務收購事項均已於二零一八年四月一日完成，年內之集團總收入及溢利應分別為63,447,358,000港元及9,320,121,000港元。備考資料僅供說明，且未必為倘上述收購事項均已於二零一八年四月一日完成時本集團實際能取得之收入及營運業績之指標，亦不擬作為未來業績之預測。

41. 資本風險管理

本集團管理其資本，以確保本集團旗下實體將可繼續以持續經營基準經營，同時透過優化債務及股本平衡擴大股東回報。年內，本集團之整體策略維持不變。

本集團之資本結構包括債務(其包括分別於附註21、25及33披露之應付合資公司及聯營公司款項以及銀行及其他借貸)及本公司擁有人應佔權益(由附註34披露之已發行股本以及綜合權益變動表披露之儲備及累計溢利組成)。

管理層藉審議資本成本及與各類別資本有關之風險檢討資本結構。基於管理層之建議，本集團將透過派付股息、發行新股及發行新債或贖回現有債務平衡其整體資本結構。

42. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Equity instruments at FVTOCI	按公平值計入其他全面收入之股本工具	787,605	746,766
Held-for-trading investments	持作買賣投資	1,003	1,780
Amortised costs	攤銷成本	17,883,147	25,085,412
Derivative financial instrument	衍生金融工具		
— non-hedging	— 非對沖	3,539	—
Financial liabilities	金融負債		
Amortised cost	攤銷成本	57,566,065	61,700,475
Derivative financial instrument	衍生金融工具		
— hedging	— 對沖	30,674	21,764
— non-hedging	— 非對沖	—	802

Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, held-for-trading investments, amounts due from associates and joint ventures, trade and other receivables, trade and other payables, amounts due to associates and joint ventures, amounts due from/(to) a non-controlling interests of subsidiaries, derivative financial instrument, bank and other borrowings, pledged bank deposits, bank balances and cash and lease liabilities. 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.

42. 金融工具

金融工具類別

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Equity instruments at FVTOCI	按公平值計入其他全面收入之股本工具	787,605	746,766
Held-for-trading investments	持作買賣投資	1,003	1,780
Amortised costs	攤銷成本	17,883,147	25,085,412
Derivative financial instrument	衍生金融工具		
— non-hedging	— 非對沖	3,539	—
Financial liabilities	金融負債		
Amortised cost	攤銷成本	57,566,065	61,700,475
Derivative financial instrument	衍生金融工具		
— hedging	— 對沖	30,674	21,764
— non-hedging	— 非對沖	—	802

財務風險管理目標及政策

本集團之主要金融工具包括按公平值計入其他全面收入之股本工具、持作買賣投資、應收聯營公司及合資公司款項、貿易應收賬項及其他應收賬項、貿易應付賬項及其他應付賬項、應付聯營公司及合資公司款項、應收/(付)附屬公司非控股權益款項、衍生金融工具、銀行及其他借貸、已抵押銀行存款、銀行結存及現金以及租賃負債。該等金融工具之詳情於相關附註披露。下文載列與該等金融工具有關之風險及有關如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地實行適當之措施。

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42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks

Currency risk

The Group collects most of its revenue in RMB and most of the expenditures as well as capital expenditures are also denominated in RMB. However, the Group has certain bank balances and bank and other borrowings that are not denominated in functional currency of the respective group entities. The appreciation or devaluation of RMB against foreign currencies may have positive or negative impact on the results of operations of the Group.

During the current year, the Group entered into a cross currency interest rate swaps contract (see note 36) to mitigate against the USD foreign currency risk arising from its USD denominated bank borrowings as detailed in note 33.

As at end of the reporting period, the carrying amounts of the Group's monetary assets and liabilities that are denominated in foreign currency are as follows:

42. 金融工具(續)

財務風險管理目標及政策(續)

市場風險

貨幣風險

本集團大部分收入均以人民幣收取，而大部分開支及資本開支亦均以人民幣計值。不過，本集團亦有若干銀行結存以及銀行及其他借貸並非以相關集團實體的功能貨幣計值。人民幣對外幣升值或貶值可能會對本集團之經營業績構成正面或負面影響。

如附註33所述，於本年度，本集團訂立交叉貨幣利率掉期合約(見附註36)，以減低其以美元計值的銀行借貸產生之美元外幣風險。

於報告期末，本集團以外幣計值之貨幣資產及負債之賬面值如下：

		Assets 資產		Liabilities 負債	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
USD	美元	309,271	190,529	68,048	588,344
HK\$	港元	136,269	98,889	1,262,181	3,001,403
JPY	日圓	—	—	496,203	513,474
EURO	歐元	—	—	7,498	2,506

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2019: 5%) increase and decrease in RMB against respective foreign currencies. 5% (2019: 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% (2019: 5%) change in foreign currencies rates. A positive number below indicates an increase in post-tax profit where RMB strengthen 5% (2019: 5%) against the USD, JPY and EURO or where RMB weakening 5% (2019: 5%) against HK\$. For a 5% (2019: 5%) weakening of RMB against the USD, JPY and EURO or strengthening against the HK\$, there would be an equal and opposite impact on the result for the year and the balance below would be negative.

		Increase in post-tax profit for the year 年度除稅後溢利增加	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
USD impact	美元影響	(9,045)	14,918
HK\$ impact	港元影響	42,221	108,844
JPY impact	日圓影響	18,608	19,255
EURO impact	歐元影響	281	94
		52,065	143,111

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

42. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析

下表詳述本集團就人民幣兌各外幣升值及貶值5%(二零一九年:5%)之敏感度。5%(二零一九年:5%)為向主要管理人員內部呈報外幣風險所用之敏感度比率,並代表管理層就外幣匯率合理可能變動進行之評估。敏感度分析僅包括發行在外之外幣計值貨幣項目,並就外幣匯率之5%(二零一九年:5%)變動於報告期末調整其換算。下表所示之正數指出倘人民幣兌美元、日圓及歐元升值5%(二零一九年:5%)或兌港元貶值5%(二零一九年:5%)時,除稅後溢利會有所上升。倘人民幣兌美元、日圓及歐元貶值或兌港元升值5%(二零一九年:5%)時,將對年度業績構成相同但反向之影響,且下述結餘將為負數。

管理層認為,由於年末風險並不能反映年內之風險,故敏感度分析不可代表固有之外匯風險。

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Market risks (Continued)

Interest rate risk

The Group manages its interest rate exposure based on interest rate level as well as potential impact on the Group's financial position arising from volatility.

The Group is exposed to fair value interest rate risk in relation to amounts due from associates, lease liabilities and fixed-rate bank and other borrowings issued by the Group (see notes 25, 32 and 33 for details of these balances respectively).

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and floating-rate bank and other borrowings (see notes 30 and 33 for details of bank balances and these borrowings respectively). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

Sensitivity analysis

The sensitivity analysis has been determined based on the exposure to interest rate risk for both floating-rate bank and other borrowings, together with the interest capitalised to construction in progress 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. A change of 100 basis points (2019: 100 basis points) was applied to the yield curves and interest rate on both floating-rate bank and other borrowings, together with the interest capitalised to construction in progress. The applied change 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 the interest rate of variable rate bank and other borrowings, had been 100 basis points (2019: 100 basis points) higher/lower and all other variables were held constant, after taking into account the interest capitalised to construction in progress, the Group's post-tax profit for the year, after taking amount of interest capitalised to construction in progress, would decrease/increase by HK\$167,357,000 (2019: HK\$169,485,000).

42. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

利率風險

本集團根據利率水平及波幅對本集團財務狀況所構成之潛在影響管理其利率風險。

本集團面臨與應收聯營公司款項、租賃負債及本集團發行之定息銀行及其他借貸(有關該等結餘之詳情分別見附註25、32及33)有關之公平值利率風險。

本集團亦面臨涉及浮息銀行結存及浮息銀行及其他借貸(銀行結存及該等借貸詳情分別見附註30及33)之現金流量利率風險。本集團之政策乃爭取借貸以浮動利率計息，盡量降低公平值利率風險。

敏感度分析

敏感度分析乃根據浮息銀行及其他借貸之利率風險，連同於報告期末已撥充在建工程資本化之利息釐定。由於管理層認為於可見將來利率不會大幅波動，對集團的財務影響不大，故並無將浮息銀行結存計入敏感性分析中。已就浮息銀行及其他借貸之收益曲線及利率(連同撥充在建工程資本化之利息)使用100個基點(二零一九年：100個基點)為變動單位。於內部向主要管理人員呈報利率風險時會使用適用變動，此變動代表管理層對利率之合理可能變動之評估。倘浮息銀行及其他借貸之利率上升/下跌100個基點(二零一九年：100個基點)，而所有其他變數維持不變，經計及已撥充在建工程資本化之利息後，則本集團之年度除稅後溢利於計及已撥充在建工程資本化之利息後應減少/增加167,357,000港元(二零一九年：169,485,000港元)。

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Equity price risk

The Group's certain equity instruments at FVTOCI and held-for-trading investments are measured at fair value at the end of the reporting period. Therefore, the Group is exposed to equity price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks of listed equity instrument at the reporting date. A 10% (2019: 10%) change is used when reporting equity price risk internally to key management personnel and represents management's assessment of the reasonably possible change in equity price.

For the year ended 31 March 2020, if the market bid prices of the listed investments had been 10% (2019: 10%) higher/lower and all other variables were held constant, the Group's post-tax profit for the year would increase/decrease by HK\$84,000 (2019: HK\$149,000) and the Group's investment revaluation reserve will increase/decrease by HK\$5,293,000 (2019: HK\$11,470,000) respectively. This is mainly attributable to the changes in fair values of the listed held-for-trading investments and equity instruments at FVTOCI respectively.

Credit risk and impairment assessment

As at 31 March 2020, the Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the end of reporting period, relates to below recognised financial assets, which is the carrying amount of those assets as stated in the consolidated statement of financial position.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade receivables and contract assets based on provision matrix.

42. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

股本價格風險

本集團之若干按公平值計入其他全面收入之股本工具及持作買賣投資按於報告期末之公平值計量。因此，本集團須承受股本價格風險。管理層已維持不同風險程度之投資組合以管控此方面之風險。

敏感度分析

下文之敏感度分析乃根據上市股本工具於報告日期須承受之股本價格風險而釐定。於內部向主要管理人員呈報股本價格風險時會使用10%(二零一九年：10%)為變動單位，其代表管理層對股本價格之合理可能變動之評估。

截至二零二零年三月三十一日止年度，倘上市投資之市場買價上升/下跌10%(二零一九年：10%)，而所有其他變數維持不變，則本集團之年度除稅後溢利將增加/減少84,000港元(二零一九年：149,000港元)，而本集團之投資重估儲備將增加/減少5,293,000港元(二零一九年：11,470,000港元)。此主要由於上市持作買賣投資及按公平值計入其他全面收入之股本工具公平值分別有所變動所致。

信貸風險及減值評估

於二零二零年三月三十一日，本集團所面臨的最大信貸風險乃交易對手未能履行於報告期末就以下已確認金融資產(即於綜合財務狀況表所列之該等資產之賬面值)之義務。

客戶合約產生的貿易應收賬項及合約資產

為盡量減低信貸風險，本集團之管理層已指派團隊負責釐定信貸額度、信貸審批及其他監察程序，以確保就追討逾期債項採取跟進行動。此外，本集團根據撥備矩陣對貿易應收賬項及合約資產進行預期信貸虧損模式減值評估。

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Credit risk and impairment assessment (Continued)

Deposits and other receivables and amounts due from non-controlling interests of subsidiaries

The Group has taken into account the economic outlook of the industries in which the debtors operate, and concluded that there has been no significant increase in credit risk since initial recognition. The ECL on deposits and other receivables and amounts due from non-controlling interests of subsidiaries are considered to be insignificant.

Amounts due from associates and joint ventures

The Group has assessed the financial position of associates and joint ventures as well as the economic outlook of the industry in which the associates and joint ventures operate, and concluded that there has been no significant increase in credit risk since initial recognition. The ECL on amounts due from associates and joint ventures are considered to be insignificant.

Pledged bank deposits and bank balances and cash

The credit risk on liquid funds is limited because the counterparties are reputable banks in the PRC or banks with high credit-ratings assigned by international credit-rating agencies and the Group has limited exposure to any single financial institution.

As at 31 March 2020, the Group performed impairment assessment on bank balances by reference to the average loss rates for respective credit rating grades published by international credit-rating agencies and concluded that the ECL is insignificant.

As at 31 March 2020, other than the concentration credit risk of an amount due from a joint venture of HK\$1,706,507,000 (2019: HK\$5,114,818,000) which is of a trade nature, the Group does not have other significant concentration of credit risk on trade receivables, with exposure spread over a number of industrial, commercial and household customers. In order to minimise the credit risk of those receivables, management closely monitored the recoverability of the amount due. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

42. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

存款及其他應收賬項及應收附屬公司非控股權益款項

本集團已考慮到債務人經營所在行業的經濟前景，並得出結論，自最初確認以來，信貸風險並未顯著增加。存款及其他應收賬項及應收附屬公司非控股權益款項的預期信貸虧損被認為並不顯著。

應收聯營公司及合資公司款項

本集團已評估聯營公司及合資公司的財務狀況，以及聯營公司及合資公司經營所在行業的經濟前景，並得出結論，自最初確認以來，信貸風險並無顯著增加。應收聯營公司及合資公司款項的預期信貸虧損被認為並不顯著。

已抵押銀行存款及銀行結存及現金

由於交易對手均為中國信譽良好之銀行或獲得國際信貸評級組織評定為屬高信貸評級之銀行，而本集團亦對單一財務機構設定可承受之風險上限，因此流動資金之信貸風險有限。

於二零二零年三月三十一日，本集團參考國際信貸評級機構公佈的各信貸評級等級的平均虧損率，對銀行結存進行減值評估，並得出結論認為預期信貸虧損並不顯著。

於二零二零年三月三十一日，除屬貿易性質之應收合資公司款項1,706,507,000港元(二零一九年：5,114,818,000港元)的集中信貸風險外，本集團並無其他有關貿易應收賬項之重大集中信貸風險，風險分佈於多名工業、商業及家庭客戶。為了盡量減低該等應收款項的信貸風險，管理層密切關注應收款項的可收回性。就此而言，本公司董事認為本集團的信貸風險已大幅減少。

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies
(Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ Contract assets 貿易應收賬項/ 合約資產	Other financial assets/ other items 其他金融資產/ 其他項目
內部信貸評級	描述		
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約風險低，並無任何逾期末償還款項	Lifetime ECL — not credit-impaired 存續期間預期信貸虧損 — 並無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 監察名單	Debtor frequently repays after due dates but usually settle after due date 債務人經常於到期後付款，但通常於到期後才結算	Lifetime ECL — not credit-impaired 存續期間預期信貸虧損 — 並無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 呆滯	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 自首次確認起，信貸風險因內部制訂或從外部資源取得的資料而加劇	Lifetime ECL — not credit-impaired 存續期間預期信貸虧損 — 並無信貸減值	Lifetime ECL — not credit-impaired 存續期間預期信貸虧損 — 並無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據表明資產出現信貸減值	Lifetime ECL — credit-impaired 存續期間預期信貸虧損 — 信貸減值	Lifetime ECL — credit-impaired 存續期間預期信貸虧損 — 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人陷入嚴重的財務困境，因而本集團收回款項的希望渺茫	Amount is written off 款項已被撇銷	Amount is written off 款項已被撇銷

42. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團的內部信貸風險級別評估由以下類別組成：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

42. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳述本集團須進行預期信貸虧損評估的金融資產所面臨的信貸風險：

	Notes 附註	External Credit rating 外部信貸 評級	Internal credit rating 內部信貸 評級	12m or lifetime ECL 12個月或存續期間預期信貸虧損	Gross carrying amount 賬面總值	
					2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets at amortised cost 按攤銷成本計量的金融資產						
Trade receivables — contracts with customers 貿易應收賬項 — 客戶合約	28	N/A 不適用	(Note) (附註)	Lifetime ECL (not credit impaired and provision matrix) 存續期間預期信貸虧損(未信貸 減值及撥備矩陣) Lifetime ECL (credit-impaired) 存續期間預期信貸虧損(已信貸 減值)	3,385,521 301,734	3,234,551 320,333
					3,687,255	3,554,884
Deposits and other receivables and amounts due from non-controlling interests of subsidiaries 存款及其他應收賬項及應 收附屬公司非控股權益 款項	28	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未信貸減 值及個別評估)	1,280,931	1,338,986
Amounts due from associates 應收聯營公司款項	25	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未信貸減 值及個別評估)	467,532	45,037
Amounts due from joint ventures 應收合資公司款項	21	N/A 不適用	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未信貸減 值及個別評估)	5,491,212	7,348,607
Pledged bank deposits 已抵押銀行存款	30	A1	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未信貸減 值及個別評估)	536,570	243,381
Bank balances and cash 銀行結存及現金	30	Aa2 to Baa3 Aa2至Baa3	Low risk 低風險	12m ECL (not credit impaired and assessed individually) 12個月預期信貸虧損(未信貸減 值及個別評估)	7,119,206	13,238,932
Other item 其他項目						
Contract assets — contracts with customers 合約資產 — 客戶合約	27	N/A 不適用	(Note) (附註)	Lifetime ECL (not credit impaired and provision matrix) 存續期間預期信貸虧損(未信貸 減值及撥備矩陣)	12,905,782	7,309,417

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Note: For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items grouped by past due status for trade receivables and the status of the relevant projects of the contract assets. When there are indicators that the relevant trade receivables and contract assets maybe credit impaired, the relevant amount will be assessed for ECL individually.

The Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. Based on the Group's assessment of historical credit loss experience of the existing debtors and all available forward looking information, including but not limited to the expected economic conditions in the PRC and expected subsequent settlements, the Group does not consider that default occurs for those contractual payments that are more than 90 days past due.

The Group used estimated loss rates based on aging for classes with different credit risk characteristics and exposures, and the estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

		2020 二零二零年			2019 二零一九年		
Gross carrying amounts (not credit impaired under provision matrix) 賬面總值(未根據撥備矩陣進行信貸減值)		Average loss rate 平均虧損率	Trade receivables 貿易應收賬項 HK\$'000 千港元	Contract assets 合約資產 HK\$'000 千港元	Average loss rate 平均虧損率	Trade receivables 貿易應收賬項 HK\$'000 千港元	Contract assets 合約資產 HK\$'000 千港元
0-180 days	0至180日	1.7%-3%	2,426,425	12,905,782	1.6%-2%	2,641,801	7,309,417
181-365 days	181至365日	26%-35%	663,804	—	28%-32%	364,794	—
Over 365 days	365日以上	50%-100%	295,292	—	50%-80%	227,956	—
			3,385,521	12,905,782		3,234,551	7,309,417

As at 31 March 2020, the Group made impairment of HK\$301,734,000 (2019: HK\$320,333,000) for credit impaired balance of trade receivables.

42. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：就貿易應收賬項及合約資產而言，本集團已應用香港財務報告準則第9號簡化方式計量存續期間預期信貸虧損的減值撥備。本集團就貿易應收賬項及合約資相關項目狀況按已逾期狀況分類此等項目並釐定預期信貸虧損。如有跡象相關貿易應收賬項及合約資產可能存在信貸減值，相關金額將接受預期信貸虧損個別評估。

本集團使用債務人賬齡來評估客戶與其經營相關之減值，因為該等客戶包含大量具有共同風險特徵之客戶，代表其根據合約條款支付所有應付金額的能力。根據本集團對現有債務人歷史信貸虧損經驗之評估及所有可用的前瞻性資料(包括但不限於中國的預期經濟狀況及預期後續結算)，本集團並不認為該等已逾期超過90天之合約付款屬違約。

本集團根據具有不同信貸風險特徵及風險的賬齡類別使用預期虧損率，而預期虧損率按債務人預期年期以過往可觀察違約率作出估計，並以毋須沉重成本或努力可得的前瞻性資料作出調整。組合由管理層定期檢視，以確保特定債務人的相關資料已獲更新。

於二零二零年三月三十一日，本集團就貿易應收賬項的信貸減值結餘減值301,734,000港元(二零一九年：320,333,000港元)。

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42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Note: (Continued)

During the year ended 31 March 2020, the Group made a reversal of impairment of HK\$124,197,000 (2019: HK\$60,641,000) on contract assets and recognised HK\$223,000,000 (2019: HK\$147,171,000) impairment loss for trade receivables and contract assets, based on the loss provision matrix.

The following table shows the movement in lifetime ECL that has been recognised for both trade receivables and contract assets under the simplified approach.

42. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

於截至二零二零年三月三十一日止年度，本集團就合約資產撥回減值124,197,000港元(二零一九年：60,641,000港元)，並根據虧損撥備矩陣確認貿易應收賬項及合約資產減值虧損223,000,000港元(二零一九年：147,171,000港元)。

下表顯示根據簡化方法已確認貿易應收賬項及合約資產的存續期間預期信貸虧損變動。

		Trade receivables		Contract assets		Total
		Lifetime ECL (credit-impaired)	Lifetime ECL (not credit-impaired)	Lifetime ECL (not credit-impaired)	Lifetime ECL (not credit-impaired)	
		存續期間預期信貸虧損(信貸減值)	存續期間預期信貸虧損(非信貸減值)	存續期間預期信貸虧損(非信貸減值)	存續期間預期信貸虧損(非信貸減值)	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 1 April 2018 — as restated	於二零一八年四月一日					
	— 經重列	473,333	368,557	60,641		902,531
Changes due to financial instruments recognised as at 1 April	於四月一日確認金融工具的變動					
— Amounts written off (note)	— 撇銷金額(附註)	(131,627)	—	—		(131,627)
— Impairment losses reversed	— 已撥回減值虧損	—	—	(60,641)		(60,641)
New financial assets originated or purchased	發起或購入之新金融資產	—	19,096	128,075		147,171
Exchange adjustments	匯兌調整	(21,373)	(23,571)	(3,878)		(48,822)
As at 31 March 2019	於二零一九年三月三十一日	320,333	364,082	124,197		808,612
Changes due to financial instruments recognised as at 1 April	於四月一日確認金融工具的變動					
— Impairment losses reversed	— 已撥回減值虧損	—	—	(124,197)		(124,197)
New financial assets originated or purchased	發起或購入之新金融資產	1,956	57,106	163,938		223,000
Exchange adjustments	匯兌調整	(20,555)	(23,363)	(9,004)		(52,922)
As at 31 March 2020	於二零二零年三月三十一日	301,734	397,825	154,934		854,493

42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Note: During the year ended 31 March 2019, the Group reassess the impaired receivables and considered that there is no realistic prospect of recovery, the relevant receivables of HK\$131,627,000 were written off accordingly.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In addition to issuance of new shares, the Group also relies on bank and other borrowings as a significant source of liquidity. The Group has net current liabilities of HK\$9,837,794,000 (2019: HK\$5,041,114,000) as at 31 March 2020. The consolidated financial statements have been prepared on a going concern basis because the directors believe that the Group has sufficient funds to finance its current working capital requirements taking account of the cash flows from operations and assuming the continuing ability to utilise the available long-term bank loans facilities. As at 31 March 2020, the Group had available unutilised long-term bank loans facilities of HK\$84,844,857,000 (2019: HK\$77,427,904,000). Details of the Group's bank and other borrowings as at 31 March 2020 are set out in note 33.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have 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.

42. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：於截至二零一九年三月三十一日止年度，本集團重新評估已減值應收賬項，並認為並無實際收回可能，因此相關應收賬項131,627,000港元已撇銷。

流動資金風險

於管理流動資金風險時，本集團監控現金及現金等值項目水平及將其維持在管理層視為足夠撥付本集團營運所需及減低現金流波動影響之水平。除發行新股外，本集團亦倚賴銀行及其他借貸作為主要流動資金來源。本集團於二零二零年三月三十一日之淨流動負債為9,837,794,000港元(二零一九年：5,041,114,000港元)。由於董事相信，考慮到經營所得現金流及假設持續動用可供使用長期銀行貸款融資之能力，本集團有充足資金以為其目前營運資金需要提供資金，故綜合財務報表乃按持續經營基準編製。於二零二零年三月三十一日，本集團之可用惟未動用之長期銀行貸款融資為84,844,857,000港元(二零一九年：77,427,904,000港元)。本集團於二零二零年三月三十一日之銀行及其他借貸詳情載於附註33。

下表詳述本集團就其非衍生金融負債之餘下合約到期情況。有關列表按本集團可被要求付款之最早日期的金融負債未貼現現金流列示。

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42. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The tables include both interest and principal gross 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.

Liquidity tables

		Weighted average contractual interest rate 加權平均合約利率 %	Payable on demand 須應要求償還 HK\$'000 千港元	Less than 1 month 少於一個月 HK\$'000 千港元	Between 1 to 3 months 一個月至三個月 HK\$'000 千港元	Between 3 months to 1 year 三個月至一年 HK\$'000 千港元	Between 1 to 5 years 一年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現金額之賬面價值 HK\$'000 千港元	Carrying amount at the end of reporting period 於報告期末之賬面價值 HK\$'000 千港元
At 31 March 2020	於二零二零年三月三十一日									
Non-derivative financial liabilities	非衍生金融負債									
Trade and bill payables	貿易應付賬項及應付票據	—	—	9,289,851	1,295,966	2,126,851	686,661	—	13,399,329	13,399,329
Other payables and accrued charges	其他應付賬項及應計費用	—	—	2,766,431	644,535	287,468	—	—	3,698,434	3,698,434
Amounts due to non-controlling interests of subsidiaries	應付附屬公司非控股權益之款項	—	602,611	—	—	—	—	—	602,611	602,611
Bank and other borrowings	銀行及其他借貸									
— fixed rate	— 定息	4.24	—	—	1,672,364	4,976,883	11,342,450	582,973	18,574,670	16,998,460
— floating rate	— 浮息	4.52	—	—	534,994	18,078,291	4,623,725	548,224	23,785,234	22,690,658
Amounts due to associates	應付聯營公司之款項	—	65,819	—	—	—	—	—	65,819	65,819
Amounts due to joint ventures	應付合資公司之款項	—	110,754	—	—	—	—	—	110,754	110,754
Lease liabilities	租賃負債	4.64	—	7,877	15,302	57,282	132,686	55,689	268,836	232,922
			779,184	12,064,159	4,163,161	25,526,775	16,785,522	1,186,886	60,505,687	57,798,987
At 31 March 2019	於二零一九年三月三十一日									
Non-derivative financial liabilities	非衍生金融負債									
Trade and bill payables	貿易應付賬項及應付票據	—	—	11,057,862	2,198,623	4,310,180	273,746	—	17,840,411	17,840,411
Other payables and accrued charges	其他應付賬項及應計費用	—	—	3,941,068	918,206	409,528	—	—	5,268,802	5,268,802
Amounts due to non-controlling interests of subsidiaries	應付附屬公司非控股權益之款項	—	589,484	—	—	—	—	—	589,484	589,484
Bank and other borrowings	銀行及其他借貸									
— fixed rate	— 定息	3.51	—	—	16,487	2,525,147	13,821,395	594,125	16,957,154	14,954,210
— floating rate	— 浮息	4.79	—	—	1,930,471	12,430,457	8,700,215	1,403,727	24,464,870	22,944,697
Amounts due to joint ventures	應付合資公司之款項	—	62,022	—	—	—	—	—	62,022	62,022
Amounts due to associates	應付聯營公司之款項	—	40,849	—	—	—	—	—	40,849	40,849
			692,355	14,998,930	5,063,787	19,675,312	22,795,356	1,997,852	65,223,592	61,700,475

The amounts included above for variable rate bank borrowings 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.

42. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

表中包括利息及本金現金流量總額。倘按浮動利率計息，未貼現金額按報告期末的利率曲線得出。

流動資金表

倘浮動利率的變動有別於報告期末所釐定的估計利率，則以上計入浮息銀行借貸的金額或會改變。

42. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

(i) **Fair value of the Group's financial assets that are measured at fair value on a recurring basis**

The Group's financial assets at FVTPL 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 assets are determined.

42. 金融工具(續)

金融工具公平值計量

本附註提供有關本集團如何釐定各類金融資產公平值之資料。

(i) **本集團根據持續基準按公平值計量之金融資產公平值**

本集團按公平值計入損益之金融資產乃於各報告期末按公平值計量。下表提供有關如何釐定該等金融資產之公平值之資料。

	Fair value 公平值		Fair value hierarchy 公平值層級
	2020 二零二零年	2019 二零一九年	
Financial assets 金融資產			
Held-for-trading investments 持作買賣投資	Listed equity securities in Hong Kong — HK\$1,003,000 香港上市股本證券— 1,003,000 港元	Listed equity securities in Hong Kong — HK\$1,780,000 香港上市股本證券— 1,780,000 港元	Level 1 第一級
Equity instruments classified as financial assets at FVTOCI 分類為金融資產並 按公平值計入其他 全面收入之股本工具	Listed equity securities in Hong Kong — HK\$52,929,000 Unlisted equity securities — HK\$732,478,000 (note) 香港上市股本證券— 52,929,000 港元 非上市股本證券— 732,478,000 港元(附註)	Listed equity securities in Hong Kong — HK\$114,698,000 香港上市股本證券— 114,698,000 港元 Unlisted equity securities — HK\$629,870,000 (note) 非上市股本證券— 629,870,000 港元(附註)	Level 1 for listed equity securities 第一級 Level 3 for unlisted equity securities 非上市股本證券 第三級
Derivative Financial Instrument 衍生金融工具	Cross currency interest rate swap — HK\$3,539,000 交叉貨幣利率掉期— 3,539,000 港元	— —	Level 2 第二級
Financial liabilities 金融負債			
Derivative Financial Instrument 衍生金融工具	Interest rate swap contracts — HK\$30,674,000 利率掉期合約— 30,674,000 港元	Cross currency interest rate swap and interest rate swap contracts — HK\$22,566,000 交叉貨幣利率掉期及利率掉期 合約—22,566,000 港元	Level 2 第二級

42. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Note: The fair value of the unlisted equity securities is determined by reference to the net asset value of the respective investees. Investees with an aggregate carrying amount of HK\$486,951,000 (2019: HK\$483,091,000) mainly hold cash and bank balances, financial assets measured at fair value and newly acquired properties. The remaining investees with an aggregate carrying amount of HK\$245,527,000 (2019: HK\$146,779,000) consists of two private entities established in the PRC that operates in the trading and storage of LPG, one of which was acquired in the current year and its business is at preliminary stage.

The directors of the Company considered that the carrying amounts of the underlying financial assets, the newly acquired properties and financial liabilities recorded in the financial statements of these private entities approximate to their fair value of the respective investee.

There were no transfer between instruments in Level 1, 2 and 3 in both years.

(ii) Fair value of Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of other financial assets and financial liabilities, except for corporate bonds, is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities carried at amortised cost approximate their respective fair values.

42. 金融工具(續)

金融工具公平值計量(續)

(i) 本集團根據持續基準按公平值計量之金融資產公平值(續)

附註：非上市股本證券公平值乃參考各被投資方的資產淨值而釐定。賬面總值為486,951,000港元(二零一九年：483,091,000港元)的被投資方主要持有現金及銀行結餘、按公平值計量的金融資產及新收購物業。餘下賬面總值為245,527,000港元(二零一九年：146,779,000港元)的餘下被投資方包括兩間於中國成立的私人實體，該兩間私人實體經營液化石油氣買賣及儲存，其中一間乃於本年度收購，其業務正處於初始階段。

本公司董事認為，入賬該等私人實體財務報表的相關金融資產、新收購物業及金融負債之賬面值與各被投資方之公平值相約。

第一、二及三級工具之間於兩個年度均無轉撥。

(ii) 本集團根據持續基準並非按公平值計量之金融資產及金融負債公平值

其他金融資產及金融負債(公司債券除外)公平值乃根據公認之定價模式按貼現現金流量分析而釐定。

本公司董事認為按攤銷成本列賬之其他金融資產及金融負債之賬面值與其各自之公平值相若。

42. FINANCIAL INSTRUMENTS (Continued)

Reconciliation of Level 3 fair value measurements of financial assets

42. 金融工具(續)

金融資產第三級公平值計量之對賬

		Unlisted equity instrument at FVTOCI 按公平值計入其他全面收入之非上市股本工具 HK\$'000 千港元
As at 1 April 2018 after application of HKFRS 9	於二零一八年四月一日應用香港財務報告準則第9號之後	283,607
Purchase	購買	145,640
Arising on acquisition of business	因收購業務而產生	74,535
Transfer from associate to unlisted equity instrument at FVTOCI (note 40(F)(i))	由聯營公司轉移至按公平值計入其他全面收入之非上市股本工具(附註40(F)(i))	146,779
Exchange adjustment	匯兌調整	(20,691)
As at 31 March 2019	於二零一九年三月三十一日	629,870
Purchase	購買	124,864
Exchange adjustment	匯兌調整	(22,256)
As at 31 March 2020	於二零二零年三月三十一日	732,478

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43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. 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.

43. 融資活動產生之負債對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃現金流量或將來現金流量於本集團綜合現金流量表分類為融資活動現金流量之負債。

		Consideration payables	Borrowings (including loan interest payables) 借貸(包括應付貸款利息)	Lease liabilities 租賃負債	Amounts due to non-controlling interests of subsidiaries 應付附屬公司非控股權益款項	Total 合計
		應付代價 HK\$'000 千港元	利息) HK\$'000 千港元 (Notes 31 and 33) (附註31及33)	租賃負債 HK\$'000 千港元	款項 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	482,446	32,551,858	—	300,577	33,334,881
Financing cash flows	融資現金流量	(311,334)	5,374,738	—	291,460	5,354,864
Foreign exchange translation	外幣折算	(29,500)	(1,493,163)	—	(2,553)	(1,525,216)
Interest expenses	利息開支	—	1,631,064	—	—	1,631,064
Consideration payables	應付代價	79,285	—	—	—	79,285
Acquisition of a subsidiary	收購一間附屬公司	—	190,285	—	—	190,285
At 31 March 2019	於二零一九年三月三十一日	220,897	38,254,782	—	589,484	39,065,163
Adjustment (note)	調整(附註)	—	—	221,679	—	221,679
Financing cash flows	融資現金流量	(48,295)	1,604,340	(90,944)	48,560	1,513,661
Foreign exchange translation	外幣折算	(17,087)	(1,708,853)	(14,016)	(35,433)	(1,775,389)
Interest expenses	利息開支	—	1,752,826	11,479	—	1,764,305
New leases entered	新訂租約	—	—	104,724	—	104,724
Consideration payables	應付代價	28,444	—	—	—	28,444
Acquisition of a subsidiary	收購一間附屬公司	—	68,880	—	—	68,880
At 31 March 2020	於二零二零年三月三十一日	183,959	39,971,975	232,922	602,611	40,991,467

Note: The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application at 1 April 2019.

附註：本集團已追溯應用香港財務報告準則第16號，而累計影響於初始應用日期二零一九年四月一日確認。

44. COMMITMENTS

Operating lease arrangements

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises, machinery and equipment and motor vehicles which fall due as follows:

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	93,399
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	141,180
After five years	五年後	46,271
		280,850

Operating lease payments represent rentals payable by the Group in respect of rented premises and equipment. Leases for rented premises and equipment are negotiated for an average term of one to six years with fixed rental.

The Group as lessor

All of the Group's rental premises, equipment and motor vehicles held for rental purposes have committed lessees for the next one and after five years respectively.

Lease payments receivable on leases are as follows:

		2020 二零二零年 HK\$'000 千港元
Within one year	一年內	10,612
In the second year	第二年	4,411
In the third year	第三年	4,025
In the fourth year	第四年	2,996
In the fifth year	第五年	1,721
After five years	五年後	3,487
		27,252

44. 承擔

經營租約安排

本集團作為承租人

於報告期末，本集團根據在下列期間屆滿之不可撤銷租賃物業、機器及設備以及汽車之經營租約而承諾將於未來支付之最低租金如下：

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	93,399
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	141,180
After five years	五年後	46,271
		280,850

經營租約之付款指本集團就租賃物業及設備應付之租金。租賃物業及設備租約經議定平均為期一至六年，租金固定。

本集團作為出租人

本集團所有持作租賃用途的租賃物業、設備及汽車已分別於未來一年及五年後租予承租人。

相關租賃的應收租金如下：

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44. COMMITMENTS (Continued)

Operating lease arrangements (Continued)

The Group as lessor (Continued)

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases in respect of rented premises, equipment and motor vehicles which fall due as follows:

		2019 二零一九年 HK\$'000 千港元
Within one year	一年內	6,544
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	16,890
After five years	五年後	3,779
		27,213

Leases are negotiated for an average term of one to ten years with fixed rentals.

Capital commitments

As at 31 March 2020, the Group has capital commitments in respect of the acquisition of property, plant and equipment and construction materials for property, plant and equipment contracted for but not provided in the consolidated financial statements amounting to HK\$2,159,013,000 (2019: HK\$133,916,000) and HK\$67,678,000 (2019: HK\$81,404,000) respectively.

As at 31 March 2020 and 2019, the Group cooperated with CIIF to establish the Fund and with BOCOM Schroder Asset Management to jointly invest in 衡水 and 太原 and the capital commitment of the Group regarding the Fund and investment in 衡水 and 太原 are set out in note 21.

44. 承擔(續)

經營租約安排(續)

本集團作為出租人(續)

於報告期末，根據在下列期間屆滿之不可撤銷租賃物業、設備及汽車經營租約，本集團已與租戶就以下未來最低租金付款簽訂合約：

	2019 二零一九年 HK\$'000 千港元
Within one year	6,544
In the second to fifth year inclusive	16,890
After five years	3,779
	27,213

租約之平均年期經議定為一至十年，且租金固定。

資本承擔

於二零二零年三月三十一日，本集團就收購物業、廠房及設備及物業、廠房及設備之建材分別作出為數2,159,013,000港元(二零一九年：133,916,000港元)及67,678,000港元(二零一九年：81,404,000港元)之已訂約而尚未於綜合財務報表撥備之資本承擔。

於二零二零年及二零一九年三月三十一日，本公司與中保投合作成立該基金及與交銀施羅德投資管理共同投資衡水及太原。本集團在該基金及衡水及太原投資的資本承擔載於附註21。

45. PLEDGE OF OR RESTRICTIONS ON ASSETS

Pledge of assets

The Group pledged certain non-current and current assets and equity interests over certain subsidiaries to banks or financial institutions to secure loan facilities granted to the Group. Carrying amount of the non-current and current assets pledged to banks or financial institutions to secure loan facilities granted to the Group is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Long-term loan facilities	長期貸款融資		
Other deposits	其他按金	60,109	63,953
Short-term loan facilities	短期貸款融資		
Pledged bank deposits	已抵押銀行存款	536,570	243,381
		596,679	307,334

At the end of the reporting period, the Company's equity interests in certain subsidiaries were pledged to a bank for credit facilities granted to the Group.

Restrictions on assets

In addition, lease liabilities of HK\$232,922,000 are recognised with related right-of-use assets of HK\$230,589,000 as at 31 March 2020. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

46. RETIREMENT BENEFITS SCHEMES

The Group has joined a MPF Scheme for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect of the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 March 2020 and 2019.

45. 資產抵押或限制

資產抵押

本集團將於若干附屬公司之若干非流動及流動資產及股權抵押予銀行或金融機構，作本集團獲授之貸款融資之擔保。已抵押予銀行或金融機構作為本集團獲授之貸款融資擔保之非流動及流動資產賬面值如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Long-term loan facilities	長期貸款融資		
Other deposits	其他按金	60,109	63,953
Short-term loan facilities	短期貸款融資		
Pledged bank deposits	已抵押銀行存款	536,570	243,381
		596,679	307,334

於報告期末，本公司於若干附屬公司之股本權益已就授予本集團之信貸融資抵押予一間銀行。

資產限制

此外，於二零二零年三月三十一日確認租賃負債232,922,000港元及相關使用權資產230,589,000港元。除出租人持有的租賃資產中的抵押權益外，租賃協議不施加任何契諾，而相關租賃資產不得用作借款抵押。

46. 退休福利計劃

本集團為所有香港僱員參加強積金計劃。強積金計劃乃根據強制性公積金條例，向強制性公積金計劃管理局註冊。強積金計劃之資產與本集團之資產分開持有並由獨立受託人管理。根據強積金計劃之規則，僱主及僱員皆須以規則指定之比率向該計劃供款。本集團就強積金計劃之唯一責任為按該計劃之要求供款。於二零二零年及二零一九年三月三十一日，並無沒收供款可作減低未來數年應付之供款。

46. RETIREMENT BENEFITS SCHEMES (Continued)

Employees of the Group's subsidiaries in the PRC are covered by the retirement and pension schemes defined by local practice and regulations. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement and pension schemes. The only obligation of the Group in respect to the retirement benefits scheme is to make the specified contribution.

The calculation of contributions for PRC eligible staff is based on certain percentage of the applicable payroll costs. The contribution to the MPF Scheme is calculated based on the rules set out in the MPF Ordinance which is 5% on the basic salary of the relevant employee subject to a specific ceiling.

47. RELATED PARTY TRANSACTIONS

Apart from the amounts due from (to) related parties and transactions as disclosed in notes 21, 25, 28 and 31 respectively, the Group entered into the following transactions with major related parties that are not members of the Group:

- (i) During the year ended 31 March 2020, the Group purchased gas for total amount of HK\$35,315,000 (2019: HK\$34,855,000) from a joint venture.
- (ii) During the year ended 31 March 2020, the Group sold consumables and spare parts for a total amount of HK\$900,560,000 (2019: HK\$1,600,419,000) to joint ventures and associates.
- (iii) During the year ended 31 March 2020, the Group received engineering design and construction revenue for total amount of HK\$1,367,375,000 (2019: HK\$1,280,866,000) from joint ventures and associates.
- (iv) During the year ended 31 March 2020, the Group purchased consumables and spare parts for total amount of HK\$245,534,000 (2019: HK\$485,012,000) from associates.
- (v) During the year ended 31 March 2020, the Group purchased gas appliances for total amount of nil (2019: HK\$100,577,000) from an associate.

46. 退休福利計劃(續)

本集團國內附屬公司之僱員受地方慣例及規定界定之退休及退休金計劃保障。附屬公司須向退休及退休金計劃按彼等工資成本之特定百分比作出供款。本集團就退休福利計劃之責任僅為作出特定供款。

合資格員工供款乃根據適用工資成本若干百分比計算。對強積金計劃之供款乃根據強積金條例所列明規則計算，即有關僱員底薪之5%加特定上限。

47. 關聯方交易

除附註21、25、28及31分別披露之應收(應付)關聯方之款項及交易外，本集團與並非本集團成員公司之主要關聯方訂立下列交易：

- (i) 截至二零二零年三月三十一日止年度，本集團以總金額35,315,000港元(二零一九年：34,855,000港元)向一間合資公司購買燃氣。
- (ii) 截至二零二零年三月三十一日止年度，本集團以總金額900,560,000港元(二零一九年：1,600,419,000港元)向合資公司及聯營公司出售消耗品及備件。
- (iii) 截至二零二零年三月三十一日止年度，本集團從合資公司及聯營公司收取工程設計及施工收入總額為1,367,375,000港元(二零一九年：1,280,866,000港元)。
- (iv) 截至二零二零年三月三十一日止年度，本集團從聯營公司採購消耗品及備件，總額為245,534,000港元(二零一九年：485,012,000港元)。
- (v) 截至二零二零年三月三十一日止年度，本集團從一間聯營公司採購燃氣器具總額為零(二零一九年：100,577,000港元)。

47. RELATED PARTY TRANSACTIONS (Continued)

The remuneration of key management of the Group was as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term benefits	短期福利	60,830	56,460
Post employment benefits	離職後福利	90	90
Share-based payments	以股份為基礎的開支	—	22,458
		60,920	79,008

The remuneration of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

47. 關聯方交易 (續)

本集團主要管理層之酬金如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term benefits	短期福利	60,830	56,460
Post employment benefits	離職後福利	90	90
Share-based payments	以股份為基礎的開支	—	22,458
		60,920	79,008

主要管理層酬金由薪酬委員會經考慮個人表現及市場趨勢後釐定。

48. CONTINGENT LIABILITIES

On 30 March 2017, the Company received a form of claim filed by a former director of the Company in the Labour Tribunal of Hong Kong claiming approximately HK\$140 million (being the alleged loss of salary in the sum of HK\$21.6 million (annual salary of HK\$7.2 million) for the three financial years ended 31 March 2014 and the aggregate bonus in the sum of approximately HK\$118.4 million for the four financial years ended 31 March 2014) and other unliquidated damages and interest from the Company for the alleged wrongful dismissal by the Company of a former director of the Company as a director and an employee of the Company on 29 March 2011. By the mutual consent of the parties to the claim, the claim has been transferred to the Court of First Instance of the High Court.

In addition, the above former director and several other share option holders initiated legal proceedings against the Company with regard to their respective purported exercise of share options, which would have entitled the relevant persons to a total of 110,000,000 shares of the Company.

48. 或然負債

於二零一七年三月三十日，本公司接獲本公司前任董事於香港勞資審裁處提交的申索書，以聲稱其作為本公司董事及僱員於二零一一年三月二十九日被本公司不當解僱為由向本公司申索約1.4億港元（為聲稱截至二零一四年三月三十一日止三個財政年度的薪金損失總額21.6百萬港元（年度薪金為7.2百萬港元）及截至二零一四年三月三十一日止四個財政年度的花紅約1.184億港元）及其他未經算定損害賠償及利息。經雙方同意，該申索將轉交高等法院原訟法庭。

除此之外，上述前任董事及若干其他購股權持有人就其各自聲稱行使購股權向本公司提起法律訴訟，有關人士將有權獲得本公司共110,000,000股股份。

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48. CONTINGENT LIABILITIES (Continued)

In respect of the aforementioned legal proceedings, the Company has sought advice from its legal advisors and has been advised that there is a sound basis for defending the above claims, no amount of contingent liabilities was provided as at 31 March 2020 and 2019. For details of the legal proceedings, please refer to the announcement of the Company dated 2 June 2017 on the website of the Stock Exchange (please note that the above former director has since withdrawn his claims against the Company in respect of HCA751/2017 referred to in the said announcement).

48. 或然負債(續)

就上述之法律訴訟而言，本公司已向其法律顧問尋求意見並獲告知其有可靠依靠為上述申索作出抗辯。於二零二零年及二零一九年三月三十一日，概無就或然負債計提撥備。有關法律訴訟的詳情，請參閱本公司於二零一七年六月二日在聯交所網站所載的公告(請注意，上述前任董事此後已在前述公告所載訴訟程序HCA751/2017中撤回對本公司的申索)。

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

49. 主要附屬公司詳情

主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
中燃燃氣實業(深圳)有限公司	PRC 中國	Wholly-foreign owned enterprises ("WFOE") 外資企業公司 ("WFOE")	Registered USD187,800,000 註冊 187,800,000 美元	100 [#]	100 [#]	Investment holding and treasury 投資控股及庫務
中燃投資有限公司 (“中燃投資”)	PRC 中國	WFOE 外資企業公司	Registered USD250,000,000 註冊 250,000,000 美元	100 [#]	100 [#]	Investment holding and treasury 投資控股及庫務
北京中燃翔科油氣技術有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB20,000,000 註冊 人民幣20,000,000元	60 [#]	60 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
益陽中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB44,000,000 註冊 人民幣44,000,000元	80 [#]	80 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
蕪湖中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB100,000,000 註冊 人民幣100,000,000元	90 [#]	90 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES
(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
宜昌中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB70,000,000 註冊 人民幣70,000,000元	70**	70**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
淮南中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB72,000,000 註冊 人民幣72,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
孝感中燃天然氣有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB118,950,000 註冊 人民幣118,950,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
孝感中亞城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB16,002,000 註冊 人民幣16,002,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
邳州中燃城市燃氣發展有限公司	PRC 中國	WFOE 外資企業公司	Registered USD3,060,000 註冊 3,060,000美元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
宿州中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered USD40,000,000 註冊 40,000,000美元	75**	75**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
寶雞中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB265,725,000 註冊 人民幣265,725,000元	64**	64**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
寶雞中燃蔡家坡燃氣發展公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB38,000,000 註冊 人民幣38,000,000元	64**	64**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設

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49. PARTICULAR OF PRINCIPAL SUBSIDIARIES

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49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或 註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
寶雞中燃陳倉燃氣發展公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB20,000,000 註冊 人民幣20,000,000元	64**	64**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
南京中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB200,000,000 註冊 人民幣200,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
撫順中燃城市燃氣發展有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB133,330,000 註冊 人民幣133,330,000元	70**	70**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
包頭市燃氣有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB183,800,000 註冊 人民幣183,800,000元	80**	80**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
包頭市東河中燃城市燃氣有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB20,000,000 註冊 人民幣20,000,000元	80**	80**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
上海中油能源有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB1,130,000,000 註冊 人民幣1,130,000,000元	100**	100**	Investment in petrochemical facilities of storage and transportation, fundamental facilities of pier and sales of LPG 石化設備儲存及運輸及碼頭基礎設備投資、原始化學材料及LPG銷售
浙江中燃華電能源有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB300,000,000 註冊 人民幣300,000,000元	100**	100**	Producing and storing LPG and chemical products 生產及儲存LPG及化工產品

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES
(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
廣州華凱石油燃氣有限公司	PRC 中國	Limited liability company 有限責任公司	Registered USD60,000,000 註冊 60,000,000美元	95.37**	95.37**	Manufacturing of highly purified LPG, highly purified propane and butane 生產高淨化LPG、高淨化丙烷及丁烷
深圳中油能源發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB400,000,000 註冊 人民幣400,000,000元	100**	100**	Sales of LPG LPG銷售
Fortune Gas Investment Holdings Limited	Hong Kong 香港	Incorporated 註冊成立	Ordinary HK\$876,980,000 普通 876,980,000港元	100**	100**	Investment holding, sales of natural gas and CBM business 投資控股、天然氣銷售、及CBM業務
北京富華燃氣有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB50,000,000 註冊 人民幣50,000,000元	80**	80**	Sales of natural gas 天然氣銷售
富地燃氣投資有限公司	PRC 中國	WFOE 外資企業公司	Registered USD30,000,000 註冊 30,000,000美元	100**	100**	Investment holding 投資控股
信陽富地燃氣有限公司	PRC 中國	Sino-foreign equity joint venture 中外合資公司	Registered RMB64,000,000 註冊 人民幣64,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
富地柳林燃氣有限公司	Hong Kong 香港	Incorporated 註冊成立	Ordinary USD59,027,780 普通 59,027,780美元	70**	70**	Exploration and production of coal bed methane 勘探及生產煤層氣
杭州中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB100,000,000 註冊 人民幣100,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設

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49. PARTICULAR OF PRINCIPAL SUBSIDIARIES

(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或 註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
寧夏深中天然氣開發有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB16,000,000 註冊 人民幣16,000,000元	75**	75**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
佳木斯中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB150,000,000 註冊 人民幣150,000,000元	99**	99**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
南寧中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB300,000,000 註冊 人民幣300,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
中燃清潔能源(深圳)有限公司	PRC 中國	Limited liability company 有限責任公司	Registered USD59,600,000 註冊 59,600,000美元	100**	100**	Gas station construction, management and consultancy services 燃氣站建設、管理及諮詢服務
深圳市中燃中燃氣技術有限公司	PRC 中國	Limited liability company 有限責任公司	Registered USD10,000,000 註冊 10,000,000美元	100**	100**	Development and investment in clean energy projects 開發及投資清潔能源項目
十堰東風中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB397,050,000 註冊 人民幣397,050,000元	85**	85**	Design, construction and maintenance of city pipeline projects 城市燃氣管道項目設計、建設及維修
中燃宏大能源貿易有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB100,000,000 註冊 人民幣100,000,000元	100**	100**	Wholesale and trading of natural gas and liquefied natural gas 天然氣及液化天然氣批發或買賣

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
中燃物資供應鏈管理(深圳)有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB100,000,000 註冊 人民幣100,000,000元	100 [#]	100 [#]	Provision of procurement services to group companies 為集團公司提供採購服務
Panva Gas Holdings Limited	BVI 英屬處女群島	Incorporated Limited 註冊成立有限公司	Ordinary USD1,111 普通 1,111美元	100 [#]	100 [#]	Investment holding and sales of LPG 投資控股及LPG銷售
China Natural Gas Investments Limited	BVI 英屬處女群島	Incorporated 註冊成立	Registered USD100 註冊 100美元	100 [#]	100 [#]	Investment holding 投資控股
Panriver Investments Company Limited	Hong Kong 香港	Limited liability company 有限責任公司	Registered HK\$200,000,000 註冊 200,000,000港元	100 [#]	100 [#]	Investment holding 投資控股
Energy Link Investments Limited	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$800,000,000 普通 800,000,000港元	100 [#]	100 [#]	Investment holding 投資控股
China Gas Energy Utilization Holdings Limited	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$1 普通 1港元	100 [#]	100 [#]	Investment holding 投資控股
Zhongran Energy Network Development Limited	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$100 普通 100港元	100 [#]	100 [#]	Investment holding 投資控股
遼陽中燃天然氣輸配有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB10,000,000 註冊 人民幣10,000,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
武漢中燃能源集團有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB390,310,000 註冊 人民幣390,310,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設

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49. PARTICULAR OF PRINCIPAL SUBSIDIARIES

(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
Beijing Gas Development Limited	BVI 英屬處女群島	Incorporated 註冊成立	Ordinary USD1 普通 1美元	100 [#]	100 [#]	Investment holding 投資控股
北燃錦州天然氣有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB300,000,000 註冊 人民幣300,000,000元	99 [#]	99 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
黃岡中燃天然氣有限公司 (Former name "黃岡賽洛天然氣有限公司") 黃岡中燃天然氣有限公司 (前稱「黃岡賽洛天然氣有限公司」)	PRC 中國	Limited liability company 有限責任公司	Registered RMB118,000,000 註冊 人民幣118,000,000元	88.91 [#]	97 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
中農宏遠建設工程有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB80,000,000 註冊 人民幣80,000,000元	100 [#]	100 [#]	Development and consultancy services in gas pipeline construction 燃氣管道建設之開發及諮詢服務
邯鄲市中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB80,000,000 註冊 人民幣80,000,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
北京國潤富力能源技術發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB107,500,000 註冊 人民幣107,500,000元	55 [#]	55 [#]	Development, consultancy services and investment in clean energy 清潔能源開發、諮詢服務及投資
中燃能源發展(深圳)有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB50,000,000 註冊 人民幣50,000,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
中燃宏明電力銷售有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB500,000,000 註冊 人民幣500,000,000元	100 [#]	100 [#]	Sales of electricity and development, consultancy services and investment in clean energy 電力銷售及清潔能源開發、諮詢服務及投資

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES
(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
深圳市中燃燃氣清潔能源發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB10,000,000 註冊 人民幣10,000,000元	100 [#]	100 [#]	Investment holding 投資控股
Zhongran Energy Limited	HK 香港	Limited liability company 有限責任公司	Ordinary HK\$2 普通 2港元	100 [#]	100 [#]	Investment holding 投資控股
Sky Access Limited	BVI 英屬處女群島	Incorporated 註冊成立	Ordinary USD100 普通 100美元	100 [#]	100 [#]	Investment holding 投資控股
Fresh Goal Limited	BVI 英屬處女群島	Incorporated 註冊成立	Ordinary USD100 普通 100美元	100 [#]	100 [#]	Investment holding 投資控股
China Gas Capital Management Limited	BVI 英屬處女群島	Incorporated 註冊成立	Ordinary USD100 普通 100美元	100 [#]	100 [#]	Investment holding 投資控股
Daily Pride 宜好	Hong Kong 香港	Limited liability company 有限責任公司	Ordinary HK\$62,400,100 普通 62,400,100港元	80 [#]	80 [#]	Investment holding 投資控股
漢陽中燃能源發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB100,000,000 註冊 人民幣100,000,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
武漢中燃投資有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB69,980,000 註冊 人民幣69,980,000元	100 [#]	100 [#]	Investment in the construction of city gas pipeline network, petrochemical and natural gas projects 對城市燃氣管網建設、石化、天然氣的項目進行投資

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49. PARTICULAR OF PRINCIPAL SUBSIDIARIES

(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
鄂托克旗長蒙天然氣有限責任公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB133,000,000 註冊 人民幣133,000,000元	65**	65**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
望都中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB20,000,000 註冊 人民幣20,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
呼和浩特中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB774,027,200 註冊 人民幣774,027,200元	63**	63**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
遼陽中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB69,236,946 註冊 人民幣69,236,946元	80**	80**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
唐縣中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB20,000,000 註冊 人民幣20,000,000元	100**	100**	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
中燃宏途物流有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB150,000,000 註冊 人民幣150,000,000元	100**	100**	Goods transportation, goods transportation agency and technical advisory services, purchase and sale of gas 貨物運輸、貨物運輸代理及技術諮詢服務、燃氣的採購及銷售
壹品慧生活科技有限公司 (Former name "中燃慧生活電子商務有限公司")	PRC	Limited liability company	Registered RMB200,000,000	100**	100**	Provision of value-added services and wholesale and retail of household equipment, electric appliances, kitchen appliances and others
壹品慧生活科技有限公司 (前稱「中燃慧生活電子商務有限公司」)	中國	有限責任公司	註冊 人民幣200,000,000元			提供增值服務及家用設備、電器、廚房電器等批發及零售

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES
(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
中燃寶電氣(深圳)有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB30,000,000 註冊人民幣30,000,000元	80 [#]	80 [#]	Research and development, wholesale, retail, installation, and maintenance of household equipment, electric appliances, kitchen appliances and others 家用設備、電器、廚房電器等研發、批發、零售、安裝、維修
Rich Legend International Limited	BVI 英屬處女群島	Incorporated 註冊成立	Ordinary USD100 普通100美元	100 [#]	100 [#]	Investment holding 投資控股
深圳市中燃燃氣有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB50,000,000 註冊人民幣50,000,000元	100 [#]	100 [#]	Investment holding 投資控股
牡丹江中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB90,000,000 註冊人民幣90,000,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
山東中燃清潔能源有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB200,000,000 註冊人民幣200,000,000元	100 [#]	100 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
濟南中燃城市燃氣發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB11,000,000 註冊人民幣11,000,000元	89.55 [#]	89.55 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
合陽縣中燃能源發展有限公司	PRC 中國	Limited liability company 有限責任公司	Registered RMB25,000,000 註冊人民幣25,000,000元	70 [#]	70 [#]	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設

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49. PARTICULAR OF PRINCIPAL SUBSIDIARIES

(Continued)

49. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立或註冊/營業地點	Form of business structure 業務架構形式	Paid up issued share capital/ registered capital 繳足已發行股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2020 二零二零年 %	2019 二零一九年 %	
黑龍江英聯	PRC	Limited liability company	Registered RMB234,358,158	85**	N/A	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
	中國	有限責任公司	註冊 人民幣234,358,158元			
臨西縣川東	PRC	Limited liability company	Registered RMB39,500,000	100**	N/A	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
	中國	有限責任公司	註冊 人民幣39,500,000元			
巨鹿縣川	PRC	Limited liability company	Registered RMB62,000,000	100**	N/A	Sales of natural gas and gas pipeline construction 天然氣銷售及燃氣管道建設
	中國	有限責任公司	註冊 人民幣62,000,000元			
河北華通	PRC	Limited liability company	Registered RMB62,500,000	50.66** (note 40(E)(i))	30.66***	Sales of gas meter and gas pressure regulator and gas pipeline construction 燃氣表及氣壓調節器銷售及燃氣管道建設
	中國	有限責任公司	註冊 人民幣62,500,000元			

Direct hold by group

** Indirect hold by group

*** Ceased to be an associate and became a subsidiary of the Group during the year ended 31 March 2020

The above table lists the principal subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

由集團直接持有

** 由集團間接持有

*** 於截至二零二零年三月三十一日止年度不再為聯營公司並成為本集團之附屬公司

上表載列董事認為對本集團業績或資產有主要影響之本公司各主要附屬公司。董事認為，提供其他附屬公司詳情會導致資料過於冗長。

49. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

None of the subsidiaries had issued any debt securities outstanding at the end of years ended 31 March 2020, except for which 中燃投資 has issued HK\$3,607 million (equivalent to RMB3,300 million) (2019: HK\$1,512 million (equivalent to RMB1,300 million)) of bonds, in which the Group has no interest.

49. 主要附屬公司詳情(續)

除中燃投資發行36.07億港元(等值人民幣33.00億元)(二零一九年:15.12億港元(等值人民幣13億元))債券(本集團於其中並無權益)外,各附屬公司於截至二零二零年三月三十一日止年度結束時並無發行任何未償還債務證券。

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of the financial position of the Company at the end of the reporting period is as follows:

50. 本公司財務狀況表

本公司於報告期末之財務狀況表資料如下:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,077	1,316
Interests in subsidiaries	於附屬公司之權益	9,973,274	9,038,810
Investments in associates	於聯營公司之投資	1,363,318	1,365,750
Investments in joint ventures	於合資公司之投資	606,773	606,773
Equity instruments at FVTOCI	按公平值計入其他全面收入之股本工具	2,900	2,900
Amounts due from subsidiaries	應收附屬公司款項	23,186,584	22,010,067
		35,133,926	33,025,616
Current assets	流動資產		
Other receivables and prepayment	其他應收賬項及預付款項	10,540	2,206
Bank balances and cash	銀行結存及現金	825,679	158,901
		836,219	161,107

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2020 截至二零二零年三月三十一日止年度

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 本公司財務狀況表(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current liabilities	流動負債		
Other payables and accruals	其他應付賬項及應計款項	243,174	248,969
Amounts due to subsidiaries	應付附屬公司款項	6,572,109	4,663,251
Bank borrowings — due within one year	銀行借貸 — 於一年內到期	2,550,524	1,846,447
		9,365,807	6,758,667
Net current liabilities	流動負債淨額	(8,529,588)	(6,597,560)
		26,604,338	26,428,056
Equity	權益		
Share capital	股本	52,186	52,186
Reserves	儲備	16,494,433	15,397,773
Total equity	權益總額	16,546,619	15,449,959
Non-current liability	非流動負債		
Bank borrowings — due after one year	銀行借貸 — 於一年後到期	10,057,719	10,978,097
		26,604,338	26,428,056

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

50. 本公司財務狀況表(續)

Movement in the Company's reserves:

本公司之儲備變動：

		Share premium	Employee share-based compensation reserve 僱員股份報酬儲備	Translation reserve 換算儲備	Contributed surplus 實繳盈餘 (note) (附註)	Capital redemption reserve 資本贖回儲備	Accumulated profits 累計溢利	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	7,805,136	644,320	(248,913)	65,475	1,634	2,157,247	10,424,899
Profit and total comprehensive income for the year	年度溢利及全面收入總額	—	—	—	—	—	3,826,040	3,826,040
Recognition of equity-settled share-based payments	確認權益結算以股份為基礎的開支	—	63,137	—	—	—	—	63,137
Exercise of share options	行使購股權	4,061,503	(696,256)	—	—	—	—	3,365,247
Repurchase of shares	回購股份	(211,613)	—	—	—	98	(98)	(211,613)
Lapsed of share options	購股權失效	—	(2,094)	—	—	—	2,094	—
Exchange difference arising from translation	換算產生之匯兌差額	—	—	(293,073)	—	—	—	(293,073)
Dividends paid	已付股息	—	—	—	—	—	(1,776,864)	(1,776,864)
At 31 March 2019	於二零一九年三月三十一日	11,655,026	9,107	(541,986)	65,475	1,732	4,208,419	15,397,773
Profit and total comprehensive income for the year	年度溢利及全面收入總額	—	—	—	—	—	2,886,243	2,886,243
Lapsed of share options	購股權失效	—	(9,107)	—	—	—	9,107	—
Exchange difference arising from translation	換算產生之匯兌差額	—	—	611,054	—	—	—	611,054
Dividends paid	已付股息	—	—	—	—	—	(2,400,637)	(2,400,637)
At 31 March 2020	於二零二零年三月三十一日	11,655,026	—	69,068	65,475	1,732	4,703,132	16,494,433

Note: The contributed surplus of the Company represents the difference between the underlying net assets of the subsidiaries acquired by the Company as a result of the group reorganisation prior to the listing of the Company's shares in 1995 and the nominal amount of the Company's share capital issued as consideration for the acquisition.

附註：本公司之實繳盈餘指本公司因本公司股份於一九九五年上市前進行集團重組而收購之附屬公司之相關資產淨值及本公司作為收購之代價而發行之股本之面值之差額。

51. EVENT AFTER THE END OF THE REPORTING PERIOD

On 23 April 2020, the Company has granted 268,720,400 share options to an eligible grantee of the Company to subscribe for a total of 268,720,400 ordinary shares of HK\$0.10 each of the Company at exercise price of HK\$23.8 per share according to the New Scheme. The directors of the Company were in the progress of estimating the fair value of the share options granted. Up to the date of issuance of these consolidated financial statements, there is no share option being exercised.

51. 報告期後事項

於二零二零年四月二十三日，本公司根據新計劃向本公司一名合資格承授人授出268,720,400股購股權，以認購合共268,720,400股本公司每股面值0.10港元之普通股，行使價為每股股份23.8港元。本公司董事仍在估計授出購股權之公平值。直至本綜合財務報表刊發之日，概無購股權獲行使。

FINANCIAL SUMMARY

財務摘要

		For the year ended 31 March 截至三月三十一日止年度				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Results	業績					
Revenue	收入	59,539,681	59,386,062	52,831,958	31,993,323	29,496,869
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度溢利	9,188,474	8,224,382	6,095,153	4,147,732	2,273,121
		At 31 March 於三月三十一日				
		2020 二零二零年 HK\$'000 千港元 (note) (附註)	2019 二零一九年 HK\$'000 千港元 (restated) (重列)	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	總資產	112,066,808	109,899,276	82,058,007	60,221,785	53,532,891
Total liabilities	總負債	(66,283,416)	(69,106,688)	(49,327,907)	(36,275,206)	(32,568,771)
		45,783,392	40,792,588	32,730,100	23,946,579	20,964,120
Equity attributable to owners of the Company	歸屬本公司擁有人之權益	39,604,964	35,321,051	28,455,996	20,550,233	17,852,562
Non-controlling interests	非控股權益	6,178,428	5,471,537	4,274,104	3,396,346	3,111,558
		45,783,392	40,792,588	32,730,100	23,946,579	20,964,120

Note: In the current year, the Group has applied HKFRS 16 (see note 2 of the Notes to the Consolidated Financial Statements section for the summary of the corresponding financial impact). Accordingly, certain comparative information for the years ended 31 March 2016, 2017, 2018 and 2019 may not be comparable to the year ended 31 March 2020 as such comparative information was prepared under HKAS 17. Accounting policy resulting from application of HKFRS 16 is disclosed in the "Significant Accounting Policies" section.

附註：於本年度，本集團已應用香港財務報告準則第16號（相應財務影響概要請參見綜合財務報表附註之附註2）。因此，截至二零一六年、二零一七年、二零一八年及二零一九年三月三十一日止年度的若干比較數字，未必可與截至二零二零年三月三十一日止年度的數字相比，因為該等比較資料乃根據香港會計準則第17號編製。應用香港財務報告準則第16號所引起的會計政策於「主要會計政策」一節披露。

PARTICULARS OF MAJOR PROPERTIES

主要物業資料

Location 地點	Type 類別	Group's interest (%) 本集團之權益(%)	Lease term 租期
<i>Leasehold land and buildings</i> 租賃土地及樓宇			
In Hong Kong: 香港地區：			
16/F., Capital Centre No. 151 Gloucester Road Wan Chai Hong Kong 香港 灣仔 告士打道151號 資本中心16樓	Office premises 辦公室物業	100	Long term lease 長期租約
In the People's Republic of China: 於中華人民共和國：			
深圳市濱河大道5002號 聯合廣場B座6樓、8樓、10樓101室、 13樓、14樓、15樓及18樓	Commercial 商業	100	Medium term lease 中期租約
聯合廣場A座4樓4305室	Commercial 商業	100	Medium term lease 中期租約
北京市宣武門廣安門南街6號	Office premises 辦公室物業	100	Medium term lease 中期租約
<i>Investment properties</i> 投資物業			
No. 28-30 Kai Tak Road Kowloon City Kowloon Hong Kong 香港 九龍 九龍城 啟德道28-30號	Vacant land 空置土地	100	Medium term lease 中期租約



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