

綜合財務報表附註

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

1. 一般資料

本公司為一家於百慕達註冊成立的獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市，其中間母公司為於香港註冊成立的華潤（集團）有限公司（「華潤集團」）；而其最終控股公司為中國華潤總公司（「中國華潤」），該公司為一家於中國成立並由中國政府擁有及控制的公司。本公司註冊辦事處及主要營業地點的地址於本年報內公司資料一節披露。

本公司的功能貨幣為人民幣。本公司使用港元作為其呈列貨幣，原因為本公司為一家股份於聯交所上市的上市公司。

本公司為一家投資控股公司，其主要附屬公司、合營公司及聯營公司的業務分別載於附註43、44及45。

1. GENERAL

The Company is a listed public 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 Company's intermediate parent company is China Resources (Holdings) Company Limited ("CRH"), a company incorporated in Hong Kong and its ultimate holding company is China Resources National Corp. ("CRNC"), a company established in the P'RC which is owned and controlled by the PRC government. The addresses of registered office and principal place of business of the Company are disclosed in the Corporate Information in the annual report.

The functional currency of the Company is Renminbi. The Company uses Hong Kong dollars as its presentation currency because the Company is a public company with its shares listed on the Stock Exchange.

The Company is an investment holding company. The activities of its principal subsidiaries, joint ventures and associates are set out in notes 43, 44 and 45, respectively.

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）

採納新訂及經修訂的香港財務報告準則

本集團已於本年度首次採納以下由香港會計師公會（「香港會計師公會」）頒佈的新訂及經修訂香港財務報告準則。

香港財務報告準則的修訂	香港財務報告準則年度改善（二零零九年至二零一二年期間）
香港財務報告準則第7號的修訂	披露－抵銷金融資產及金融負債
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號的修訂	綜合財務報表、聯合安排及其他實體權益的披露：過渡性指引
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	於其他實體的權益披露
香港財務報告準則第13號	公平值計量
香港會計準則第1號的修訂	呈列其他全面收入項目的修訂
香港會計準則第19號（於二零一一年經修訂）	僱員福利
香港會計準則第27號（於二零一一年經修訂）	獨立財務報表
香港會計準則第28號（於二零一一年經修訂）	於聯營公司及合營公司的投資
香港（國際財務報告詮釋委員會）－詮釋第20號	露天採礦場生產階段的剝採成本

除下文所述者外，於本年度採納上述新訂及經修訂的香港財務報告準則對本集團綜合財務報表內所報告的金額及／或所載列的披露並無重大影響。

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

Application of new and revised HKFRSSs

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

Amendments to HKFRSSs	Annual Improvements to HKFRSSs 2009-2012 Cycle
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
HKAS 19 (as revised in 2011)	Employee Benefits
HKAS 27 (as revised in 2011)	Separate Financial Statements
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

Except as described below, the application of the above new and revised HKFRSSs in the current year has had no material effect on the amounts reported and/or disclosures set out in the Group's consolidated financial statements.

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

有關併賬、合營安排、聯營公司及披露的新訂及經修訂準則

於本年度，本集團已首次採納五項有關併賬、合營安排、聯營公司及披露的準則，包括香港財務報告準則第10號「綜合財務報表」、香港財務報告準則第11號「聯合安排」、香港財務報告準則第12號「於其他實體的權益披露」、香港會計準則第27號（於二零一一年經修訂）「獨立財務報表」及香港會計準則第28號（於二零一一年經修訂）「於聯營公司及合營公司的投資」，連同香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號有關過渡性指引的修訂。

由於香港會計準則第27號（於二零一一年經修訂）僅處理獨立財務報表，因此不適用於本集團。

採納該等準則的影響載列如下。

採納香港財務報告準則第10號的影響

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」處理綜合財務報表之部份及香港詮釋常務委員會－詮釋第12號「綜合－特殊目的實體」。香港財務報告準則第10號更改控制權的定義，即倘投資者a)可對被投資方行使權力；b)因參與被投資方業務而承擔浮動回報的風險或享有權利；及c)有能力使用其權力影響其回報，則對被投資方具有控制權。投資者必須符合上述所有三項標準，方對被投資方具有控制權。過往，控制權被界定為有權力規管實體的財務及經營政策以自其經營活動中獲取利益。香港財務報告準則第10號已加入額外指引，以解釋投資者於何時對被投資方具有控制權。尤其是，香港財務報告準則第10號有關擁有投資對象之投票權股份不足50%之投資者對投資對象是否擁有控制權之指引乃與本集團相關。當投資者所持投資對象的投票權不足大多數時，在評估投資者是否擁有充分主導的投票權以符合權力標準時，香港財務報告準則第10號要求投資者計及所有相關事實及情況，尤其是投資者所持之投票權規模相對於其他投票權持有人之投票權規模及股權分散程度。

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

Application of new and revised HKFRSs (Continued)

New and revised Standards on consolidation, joint arrangements, associates and disclosures

In the current year, the Group has applied for the first time the package of five standards on consolidation, joint arrangements, associates and disclosures comprising HKFRS 10 “Consolidated Financial Statements”, HKFRS 11 “Joint Arrangements”, HKFRS 12 “Disclosure of Interests in Other Entities”, HKAS 27 (as revised in 2011) “Separate Financial Statements” and HKAS 28 (as revised in 2011) “Investments in Associates and Joint Ventures”, together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding transitional guidance.

HKAS 27 (as revised in 2011) is not applicable to the Group as it deals only with separate financial statements.

The impact of the application of these standards is set out below.

Impact of the application of HKFRS 10

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and Separate Financial Statements” that deal with consolidated financial statements and HK(SIC) – Int 12 “Consolidation – Special Purpose Entities”. HKFRS 10 changes the definition of control such that an investor has control over an investee when a) it has power over the investee, b) it is exposed, or has rights, to variable returns from its involvement with the investee and c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee. In particular, guidance in HKFRS 10 that deals with whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee is relevant to the Group. In assessing whether or not an investor with less than a majority of the voting rights in an investee has a sufficiently dominant voting interest to meet the power criterion, HKFRS 10 requires the investor to take into account all relevant facts and circumstances, particularly, the size of the investor’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders.

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

採納香港財務報告準則第10號的影響（續）

由於採納香港財務報告準則第10號，本集團改變其會計政策以釐定其對投資對象是否擁有控制權。採納是項準則不會改變本集團於二零一三年一月一日就投資對象所達致任何關於控制權方面之結論。

採納香港財務報告準則第11號的影響

香港財務報告準則第11號取代了香港會計準則第31號「合營公司的權益」，以及包含相關詮釋（香港詮釋常務委員會－詮釋第13號「共同控制實體－合營方提供的非貨幣出資」）的指引已納入香港會計準則第28號（於二零一一年經修訂）。香港財務報告準則第11號訂明由兩個或以上團體擁有共同控制權的合營安排應如何分類及入賬。根據香港財務報告準則第11號，合營安排僅分為兩類：合營業務及合營公司。根據香港財務報告準則第11號對合營安排的分類是基於各方的權利和義務，考慮該等安排的結構、法律形式、訂約各方同意的合約條款及其他相關事實和情況後而釐定。合營業務的合營安排乃訂約各方具有共同控制（即共同經營者）擁有資產的權利及負責的義務的安排。合營公司的合營安排乃訂約各方具共同控制（即合營者）的淨資產擁有權的安排。先前，香港會計準則第31號有三種形式的合營安排－共同控制實體、共同控制業務及共同控制資產。根據香港會計準則第31號對合營安排的分類主要基於該安排的法定形式（例如透過成立一獨立實體成立的合營安排被列為一間共同控制實體）而釐定。

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

Application of new and revised HKFRSs (Continued)

Impact of the application of HKFRS 10 (Continued)

As a result of the adoption of HKFRS10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its investees at 1st January, 2013.

Impact of the application of HKFRS 11

HKFRS 11 replaces HKAS 31 “Interests in Joint Ventures”, and the guidance contained in a related interpretation, HK(SIC) – Int 13 “Jointly Controlled Entities – Non-Monetary Contributions by Venturers”, has been incorporated in HKAS 28 (as revised in 2011). HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified and accounted for. Under HKFRS 11, there are only two types of joint arrangements – joint operations and joint ventures. The classification of joint arrangements under HKFRS 11 is determined based on the rights and obligations of parties to the joint arrangements by considering the structure, the legal form of the arrangements, the contractual terms agreed by the parties to the arrangement, and, when relevant, other facts and circumstances. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint operators) have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement (i.e. joint venturers) have rights to the net assets of the arrangement. Previously, HKAS 31 had three types of joint arrangements – jointly controlled entities, jointly controlled operations and jointly controlled assets. The classification of joint arrangements under HKAS 31 was primarily determined based on the legal form of the arrangement (e.g. a joint arrangement that was established through a separate entity was classified as a jointly controlled entity).

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

採納香港財務報告準則第11號的影響（續）

合營公司及合營業務的初始及其後會計處理方法並不相同。於合營公司的投資乃採用權益法（不再容許採用比例合併法）入賬。於合營業務的投資乃按照各合營業務者確認其資產（包括應佔共同持有的任何資產）、其負債（包括應佔共同產生的任何負債）、其營業收入（包括應佔來自合營業務銷售所產生的營業收入）及其開支（包括應佔共同產生的任何開支）而入賬。各合營業務者根據適用準則就其於合營業務的權益所佔的資產及負債（及相關收入及支出）入賬。

本公司董事根據香港財務報告準則第11號的規定審閱及評估本集團於合營安排中的投資分類。董事認為本集團根據香港會計準則第31號，於各合營安排中的投資分類為共同控制實體且使用比例合併法入賬，根據香港財務報告準則第11號應分類為合營公司並使用權益法入賬。本集團於共同控制實體投資的會計處理的變動已根據香港財務報告準則第11號所載的有關過渡性條文予以採納。就採用權益法而言，二零一二年一月一日的初始投資作為本集團先前按比例合併的資產和負債的賬面金額的總合進行計量。此外，董事對二零一二年一月一日的初始投資進行了減值評估並認為，無需確認任何減值虧損。二零一二年的比較金額已予重列以反映本集團於合營安排投資的會計處理的變動。

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

Application of new and revised HKFRSs (Continued)

Impact of the application of HKFRS 11 (Continued)

The initial and subsequent accounting of joint ventures and joint operations are different. Investments in joint ventures are accounted for using the equity method (proportionate consolidation is no longer allowed). Investments in joint operations are accounted for such that each joint operator recognises its assets (including its share of any assets jointly held), its liabilities (including its share of any liabilities incurred jointly), its revenue (including its share of revenue from the sale of the output by the joint operation) and its expenses (including its share of any expenses incurred jointly). Each joint operator accounts for the assets and liabilities, as well as revenues and expenses, relating to its interest in the joint operation in accordance with the applicable standards.

The directors of the Company reviewed and assessed the classification of the Group's investments in joint arrangements in accordance with the requirements of HKFRS 11. The directors concluded that the Group's investment in jointly controlled entities, which were classified as a jointly controlled entity under HKAS 31 and was accounted for using the proportionate consolidation method, should be classified as a joint venture under HKFRS 11 and accounted for using the equity method. The change in accounting of the Group's investment in jointly controlled entities has been applied in accordance with the relevant transitional provisions set out in HKFRS 11. The initial investment as at 1st January, 2012 for the purposes of applying the equity method is measured as the aggregate of the carrying amounts of the assets and liabilities that the Group had previously proportionately consolidated. Also, the directors performed an impairment assessment on the initial investment as at 1st January, 2012 and concluded that no impairment loss is required. Comparative amounts for 2012 have been restated to reflect the change in accounting for the Group's investment in joint arrangements.

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

採納香港財務報告準則第12號的影響

香港財務報告準則第12號為一項新披露準則，適用於在附屬公司、合營安排、聯營公司及／或未綜合結構實體擁有權益的實體。整體而言，採納香港財務報告準則第12號導致於綜合財務報表中作出更詳盡披露（有關詳情請參閱附註17、18及43）。

香港財務報告準則第13號「公平值計量」

本集團於本年度首次採納香港財務報告準則第13號。香港財務報告準則第13號確立對公平值計量及披露公平值計量的單一指引。香港財務報告準則第13號的範圍廣泛；香港財務報告準則第13號有關公平值計量的規定適用於其他香港財務報告準則規定或准許公平值計量及披露公平值計量的金融工具項目及非金融工具項目，惟在香港財務報告準則第2號「以股份為基礎的付款」範圍內以股份支付的交易及在香港會計準則第17號「租賃」範圍內的租賃交易除外，儘管其計量與公平值有相似之處，但並非公平值（如用作計量存貨的可變現淨值或用作減值評估的使用價值）。

香港財務報告準則第13號界定一項資產的公平值為在現時市況下於計量日期在一個主要（或最有利的）市場按有秩序交易出售一項資產將收取的價格（或倘屬釐定負債的公平值，則轉讓負債時將支付的價格）。香港財務報告準則第13號所界定的公平值為脫手價格，不論該價格是否直接可觀察或使用另一項估值方法作出估計。此外，香港財務報告準則第13號包括廣泛披露規定。除須更多披露外，採納香港財務報告準則第13號對綜合財務報表內所確認的金額並無任何重大影響。

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

Application of new and revised HKFRSs (Continued)

Impact of the application of HKFRS 12

HKFRS 12 is a new disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the application of HKFRS 12 has resulted in more extensive disclosures in the consolidated financial statements (please see notes 17, 18 and 43 for details).

HKFRS 13 “Fair Value Measurement”

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of HKFRS 13 is broad; the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for sharebased payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

香港會計準則第1號的修訂「呈列其他全面收入項目」

本集團已採納香港會計準則第1號的修訂「呈列其他全面收入項目」。採納香港會計準則第1號的修訂後，本集團的「全面收入表」改名為「損益及其他全面收入表」。此外，香港會計準則第1號的修訂要求於其他全面收入項目作出額外披露，故其他全面收入項目分類成兩個類別：(a)其後不會重新分類至損益的項目；及(b)當符合特定條件時，其後可能會重新分類至損益的項目。其他全面收入項目的所得稅須根據相同基礎分配－該等修訂並無更改以除稅前或扣除稅項後之方式呈列其他全面收入項目之選擇。該等修訂已追溯應用，因此，其他全面收入項目之呈列已作修訂以反映該等變動。除上述呈列變動外，採納香港會計準則第1號的修訂並無導致對損益、其他全面收入及全面收入總額產生任何影響。

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

Application of new and revised HKFRSs (Continued)

Amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income”

The Group has applied the amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income”. Upon the adoption of the amendments to HKAS 1, the Group’s statement of comprehensive income is renamed as the statement of profit or loss and other comprehensive income. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the existing option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

香港會計準則第1號的修訂「呈列其他全面收入項目」（續）

上述會計政策變動之影響概要

上述會計政策變動對截至二零一二年十二月三十一日止年度逐項呈列之業績之影響載列如下：

應用香港財務報告準則第11號對年度溢利之影響

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

Application of new and revised HKFRSs (Continued)

Amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income” (Continued)

Summary of the effects of the above changes in accounting policies

The effect of the change in accounting policy described above on the results for the year ended 31st December, 2012 by line items are as follow:

Impact on profit for the year of the application of HKFRS 11

		截至二零一二年 十二月三十一日 止年度 Year ended 31.12.2012 港元 HK\$
營業額減少	Decrease in turnover	(5,968,826)
銷售成本減少	Decrease in cost of sales	4,202,877
其他收入減少	Decrease in other income	(292,681)
銷售及分銷開支減少	Decrease in selling and distribution expenses	444,492
行政開支減少	Decrease in administrative expenses	517,420
財務成本減少	Decrease in finance costs	18,776
應佔合營公司業績增加	Increase in share of results of joint ventures	867,259
應佔聯營公司業績減少	Decrease in share of results of associates	(15,801)
稅項減少	Decrease in taxation	226,484
對年度溢利之影響	Impact on profit for the year	—

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

香港會計準則第1號的修訂「呈列其他全面收入項目」（續）

上述會計政策變動之影響概要（續）

應用香港財務報告準則第11號對於二零一二年一月一日之資產、負債及股本之影響

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

Application of new and revised HKFRSs (Continued)

Amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income” (Continued)

Summary of the effects of the above changes in accounting policies (Continued)

Impact on assets, liabilities and equity as at 1st January, 2012 of the application of HKFRS 11

		於二零一二年 一月一日 As at 1.1.2012 千港元 HK\$'000 (先前呈列) (Previously stated)	香港財務 報告準則 第11號調整 HKFRS 11 adjustments 千港元 HK\$'000	於二零一二年 一月一日 As at 1.1.2012 千港元 HK\$'000 (重列) (Restated)
物業、廠房及設備	Property, plant and equipment	12,394,681	(4,884,690)	7,509,991
預付租約款項	Prepaid lease payments	936,078	(246,265)	689,813
投資物業	Investment properties	54,519	(51,025)	3,494
於合營公司權益	Interests in joint ventures	–	6,176,718	6,176,718
於聯營公司權益	Interests in associates	1,695,774	(98,970)	1,596,804
可供出售投資	Available-for-sale investments	36,942	(19,097)	17,845
商譽	Goodwill	1,216,719	(941,197)	275,522
經營權	Operating rights	751,287	(573,705)	177,582
遞延稅項資產	Deferred tax assets	124,329	(53,979)	70,350
經營權按金	Deposits for operating rights	70,741	(5,733)	65,008
預付租約款項按金	Deposits for prepaid lease payments	49,591	(41,538)	8,053
存貨	Inventories	464,279	(163,179)	301,100
應收貿易賬款及其他應收款	Trade and other receivables	3,095,084	(613,431)	2,481,653
應收客戶合約工程款項	Amounts due from customers for contract works	696,810	(482,381)	214,429
預付租約款項	Prepaid lease payments	37,518	(6,918)	30,600
已抵押銀行存款	Pledged bank deposits	54,002	(49,562)	4,440
銀行結餘及現金	Bank balances and cash	7,123,634	(1,939,006)	5,184,628
應付貿易賬款及其他應付款	Trade and other payables	(4,472,581)	1,083,995	(3,388,586)
應付客戶合約工程款項	Amounts due to customers for contract works	(3,438,710)	1,982,929	(1,455,781)
應付中間控股公司款項	Amount due to an intermediate holding company	(994,313)	4	(994,309)
銀行及其他借貸 (於一年內到期)	Bank and other borrowings (due within one year)	(1,677,164)	215,954	(1,461,210)
應付稅項	Taxation payable	(209,053)	97,840	(111,213)
銀行及其他借貸 (於一年後到期)	Bank and other borrowings (due after one year)	(5,014,425)	131,416	(4,883,009)
其他長期負債	Other long-term liabilities	(195,917)	43,224	(152,693)
遞延稅項負債	Deferred tax liabilities	(624,303)	376,242	(248,061)
對淨資產之影響總額	Total effect on net assets	12,175,522	(62,354)	12,113,168
對股本之影響總額 — 非控股權益	Total effect on equity – Non-controlling interests	(11,866,063)	62,354	(11,803,709)

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

香港會計準則第1號的修訂「呈列其他全面收入項目」（續）

上述會計政策變動之影響概要（續）

應用香港財務報告準則第11號對於二零一二年十二月三十一日之資產、負債及股本之影響

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

Application of new and revised HKFRSs (Continued)

Amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income” (Continued)

Summary of the effects of the above changes in accounting policies (Continued)

Impact on assets, liabilities and equity as at 31st December, 2012 of the application of HKFRS 11

		於二零一二年 十二月三十一日 As at 31.12.2012 千港元 HK\$'000 (先前呈列) (Previously stated)	香港財務 報告準則 第11號調整 HKFRS 11 adjustments 千港元 HK\$'000	於二零一二年 十二月三十一日 As at 31.12.2012 千港元 HK\$'000 (重列) (Restated)
物業、廠房及設備	Property, plant and equipment	17,712,079	(5,122,416)	12,589,663*
預付租約款項	Prepaid lease payments	1,143,767	(293,850)	849,917
投資物業	Investment properties	53,681	(50,817)	2,864
於合營公司權益	Interests in joint ventures	-	6,144,740	6,144,740
於聯營公司權益	Interests in associates	1,861,428	(103,517)	1,757,911
可供出售投資	Available-for-sale investments	26,353	(18,551)	7,802
商譽	Goodwill	1,676,018	(949,246)	726,772*
經營權	Operating rights	855,615	(572,531)	283,084*
遞延稅項資產	Deferred tax assets	191,682	(76,332)	115,350
經營權按金	Deposits for operating rights	70,728	(14,519)	56,209
預付租約款項按金	Deposits for prepaid lease payments	73,022	(46,448)	26,574
物業、廠房及設備按金	Deposits for property, plant and equipment	119,342	(16,068)	103,274
投資按金	Deposit for investments	208,805	(3,652)	205,153
存貨	Inventories	747,339	(212,271)	535,068
應收貿易賬款及其他應收款	Trade and other receivables	4,366,327	(1,192,045)	3,174,282
應收客戶合約工程款項	Amounts due from customers for contract works	838,189	(516,246)	321,943
已抵押銀行存款	Pledged bank deposits	95,480	(27,457)	68,023
銀行結餘及現金	Bank balances and cash	12,285,555	(1,746,008)	10,539,547
應付貿易賬款及其他應付款	Trade and other payables	(6,239,457)	1,147,773	(5,091,684)
應付客戶合約工程款項	Amounts due to customers for contract works	(5,510,223)	2,855,740	(2,654,483)
銀行及其他借貸 (於一年內到期)	Bank and other borrowings (due within one year)	(239,314)	64,207	(175,107)
應付稅項	Taxation payable	(319,516)	94,350	(225,166)
銀行及其他借貸 (於一年後到期)	Bank and other borrowings (due after one year)	(5,952,547)	103,857	(5,848,690)
其他長期負債	Other long-term liabilities	(195,347)	116,470	(78,877)
遞延稅項負債	Deferred tax liabilities	(724,243)	322,222	(402,021)*
對淨資產之影響總額	Total effect on net assets	23,144,763	(112,615)	23,032,148
對股本之影響總額 — 非控股權益	Total effect on equity — Non-controlling interests	(14,804,026)	112,615	(14,691,411)

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

採納新訂及經修訂的香港財務報告準則（續）

香港會計準則第1號的修訂「呈列其他全面收入項目」（續）

上述會計政策變動之影響概要（續）

應用香港財務報告準則第11號對於二零一二年十二月三十一日之資產、負債及股本之影響（續）

* 本集團已就其於截至二零一二年十二月三十一日止年度所收購附屬公司的資產及負債的暫時公平值作出追溯調整，以反映於本年度完成收購入賬時所作的公平值調整。已就物業、廠房及設備、經營權、商譽及遞延稅項負債作出追溯調整（如附註36所載）。

應用香港財務報告準則第11號對截至二零一二年十二月三十一日止年度現金流量之影響

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

Application of new and revised HKFRSs (Continued)

Amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income” (Continued)

Summary of the effects of the above changes in accounting policies (Continued)

Impact on assets, liabilities and equity as at 31st December, 2012 of the application of HKFRS 11 (Continued)

* The Group has retrospectively adjusted the provisional fair values of the assets and liabilities of the subsidiaries acquired during the year ended 31st December, 2012 to reflect the fair value adjustments made upon completion of the purchase accounting during the current year. Adjustments have been made retrospectively to property, plant and equipment, operating rights, goodwill and deferred tax liabilities as set out in note 36.

Impact on cash flows for the year ended 31st December, 2012 of the application of HKFRS 11

		截至二零一二年 十二月三十一日 止年度 Year ended 31.12.2012 千港元 HK\$'000
經營業務所產生的現金流出淨額	Net cash outflow from operating activities	(2,743,263)
投資業務所產生的現金流入淨額	Net cash inflow from investing activities	1,546,069
融資業務所產生的現金流入淨額	Net cash inflow from financing activities	1,401,589
現金流入淨額	Net cash inflow	204,395

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

2. 採納新訂及經修訂的香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早採納以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則的修訂	香港財務報告準則年度改善（二零一零年至二零一二年期間） ³
香港財務報告準則的修訂	香港財務報告準則年度改善（二零一一年至二零一三年期間） ²
香港財務報告準則第9號及香港財務報告準則第7號的修訂	香港財務報告準則第9號的強制性生效日期及過渡性披露 ⁵
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號的修訂	投資實體 ¹
香港財務報告準則第9號	金融工具 ⁵
香港財務報告準則第14號	監管遞延賬目 ⁴
香港會計準則第19號的修訂	遞延福利計劃：僱員供款 ²
香港會計準則第32號的修訂	抵銷金融資產及金融負債 ¹
香港會計準則第36號的修訂	非金融資產的可收回金額披露 ¹
香港會計準則第39號的修訂	衍生工具的更替及對沖會計的延續 ¹
香港（國際財務報告詮釋委員會）— 詮釋第21號	徵費 ¹

¹ 於二零一四年一月一日或以後開始的年度期間生效。

² 於二零一四年七月一日或以後開始的年度期間生效。

³ 於二零一四年七月一日或以後開始的年度期間生效，存在有限的例外情況。

⁴ 於二零一六年一月一日或以後開始的首份年度香港財務報告準則財務報表生效。

⁵ 可供採納—強制性生效日期將於香港財務報告準則第9號的尚待確實階段落實後釐定。

本公司董事現正評估應用該等新訂及經修訂財務報告準則對本集團綜合財務報表的財務影響。

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

New and revised HKFRSs in issue but not yet effective

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

Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle ³
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle ²
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective date of HKFRS 9 and Transition Disclosures ⁵
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ¹
HKFRS 9	Financial Instruments ⁵
HKFRS 14	Regulatory Deferral Accounts ⁴
Amendments to HKAS 19	Deferred Benefit Plans: Employee Contributions ²
Amendments to HKAS 32	Offsetting financial assets and financial liabilities ¹
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets ¹
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting ¹
HK(IFRIC) – Int 21	Levies ¹

¹ Effective for annual periods beginning on or after 1st January, 2014.

² Effective for annual periods beginning on or after 1st July, 2014.

³ Effective for annual periods beginning on or after 1st July, 2014, with limited exceptions.

⁴ Effective for first annual HKFRS financial statements beginning on or after 1st January, 2016.

⁵ Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

The directors of the Company are in the process of ascertaining the financial effect of the application of these new and revised HKFRSs on the Group's consolidated financial statements.

3. 主要會計政策

綜合財務報表乃按照香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表亦包括聯交所證券上市規則及香港公司條例規定的適用披露。

除按公平值計算的若干金融工具外，綜合財務報表乃根據歷史成本基準編製，已在下列會計政策作出解釋。

歷史成本一般以交換貨品及服務時給予代價的公平值為基準。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號範圍的以股份付款的交易、屬於香港會計準則第17號範圍內的租賃交易，以及與公平值有部份相若地方但並非公平值的計量，譬如香港會計準則第2號內的可變現淨額或香港會計準則第36號的使用價值除外。

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values 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, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

3. 主要會計政策 (續)

此外，就財務呈報而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司（其所控制實體）及其附屬公司的財務報表。倘本公司符合以下條件時，即取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承受浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制因素之一項或多項出現變化，本集團將重新評估其是否控制投資對象。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

- has 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.

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

3. 主要會計政策 (續)

綜合基準 (續)

倘本集團於投資對象的投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時，本公司即對投資對象擁有權力。在評估本集團於投資對象的投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 本集團持有投票權之規模相較其他投票權持有人所持投票權之規模及分散度；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 可顯示於需要作出決定時，本公司當前能否掌控相關活動的任何其他事實及情況（包括於過往股東大會上的投票方式）。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收入報表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收入之每個項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，將對附屬公司之財務報表作出調整，以令彼等之會計政策與本集團之會計政策一致。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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

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

3. 主要會計政策 (續)

綜合基準 (續)

有關本集團成員之間交易的所有集團內公司間之資產及負債、權益、收入、支出及現金流量於綜合時悉數對銷。

本集團於現有附屬公司所有權的變動

本集團於現有附屬公司所有權的權益出現變動，但並無導致本集團失去該等附屬公司的控制權，均以權益交易入賬。本集團的權益與非控股權益的賬面值均予以調整，以反映彼等於附屬公司的相關權益的變動。非控股權益所調整的款額與所付或所收代價的公平值兩者之間的差額，均直接於權益確認並歸屬於本公司擁有人。

倘本集團失去附屬公司控制權，則收益或虧損於損益確認並按(i)所收代價之公平值及任何保留權益的公平值與(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益兩者之間的差額計算。先前於其他全面收益就該附屬公司確認之所有款額，會按猶如本集團已直接出售該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所訂明/允許而重新分類至損益或轉撥至另一權益類別)。於失去控制權當日在前附屬公司保留之任何投資的公平值，會根據香港會計準則第39號(如適用)首次確認於聯營公司或合營企業之投資之成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted 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, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策 (續)

業務合併

並非合併共同控制業務的收購業務採用收購法入賬。業務合併中之轉讓代價按公平值計量，而計算方法為本集團所轉讓資產、本集團自被收購方原股東承接之負債及本集團為交換被收購方之控制權而發行之股權於收購當日之公平值總額。有關收購之費用通常於產生時於損益中確認。

於收購日期，所收購之可識別資產及所承擔之負債乃於收購日按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排所產生的資產或負債或資產分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方的以股份為基礎的付款安排或為取代被收購方的以股份為基礎的付款安排而訂立的本集團的以股份為基礎的付款安排有關的負債或權益工具，乃於收購日期按香港財務報告準則第2號「以股份為基礎的付款」計量；及
- 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」分類為持作出售的資產（或出售組別）根據該準則計量。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Acquisitions of businesses that are not combinations of business under common control 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 at the acquisition date, except that:

- deferred tax assets or liabilities, and assets or 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; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-Current Assets held for Sale and Discontinued Operations” are measured in accordance with that standard.

3. 主要會計政策 (續)

業務合併 (續)

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額、及本集團以往持有之被收購方股權之公平值(如有)之總和,減所收購之可識別資產及所承擔之負債於收購日期之淨值後,所超出之差額計值。倘經重估後,所收購之可識別淨資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額以及本集團以往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收購收益。

現時屬擁有權權益且於清盤時賦予持有人權利可按比例分佔實體淨資產的非控股權益,可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公平值或(倘適用)另一項準則規定的基準計量。

倘業務合併的初步會計處理於合併發生的報告期末尚未完成,則本集團就未完成會計處理的項目呈報臨時數額。該等臨時數額會於計量期間予以調整,或確認額外資產或負債,以反映有關於收購日期已存之事實與情況的新資訊(倘彼等於當日得悉可能影響當日所確認的數額)。

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

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

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 during the measurement period 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 at that date.

3. 主要會計政策 (續)

商譽

收購業務所產生商譽，乃按於業務收購日期（請參閱上文的會計政策）的成本減任何累計減值虧損（若有）入賬。

就減值測試而言，商譽會分配至預期會從合併獲得協同效益的各個現金產生單位或組別。獲分配商譽的現金產生單位會每年或於單位出現減值跡象時更頻繁進行減值測試。就於報告期內收購產生的商譽，獲分配商譽的現金產生單位會於財政年度結束前進行減值測試。倘若現金產生單位的可收回金額少於單位的賬面值，則減值虧損會首先分配以削減單位獲分配的任何商譽的賬面值，其後按各項資產所佔單位的賬面值比例分配至單位的其他資產。商譽的減值虧損於損益內確認，惟不可於之後的期間撥回。

於出售有關現金產生單位或合營公司時，在釐定出售溢利或虧損時會計入應佔的商譽數額。

本集團對於聯屬公司及合營公司產生的商譽的政策載列如下。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

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

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

On disposal of the relevant cash-generating unit or a joint venture, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

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

3. 主要會計政策 (續)

於聯營公司及合營公司的投資

聯營公司指本集團可對其產生重大影響的實體。重大影響指參與被投資公司的財務及營運決策的權力，而非控制或聯合控制有關政策的權力。

合營公司的合營安排乃訂約各方具共同控制的淨資產擁有權的安排。共同控制權指按照合約協定對一項安排所共有的控制權，僅在相關活動必須獲得共同享有控制權的各方一致同意方能決定時存在。

聯營公司或合營公司的業績、資產及負債採用權益會計法納入該等綜合財務報表。根據權益法，於聯營公司或合營公司的投資按成本於綜合財務狀況表中初步確認，其後經調整以確認本集團所佔聯營公司或合營公司損益及其他全面收益。倘本集團應佔聯營公司或合營公司的虧損高於本集團於該聯營公司或合營公司的權益（包括實質上構成本集團於該聯營公司或合營公司的投資淨額一部分的任何長期權益），則本集團會終止確認其應佔的進一步虧損。額外虧損僅以本集團已產生法律或推定責任或代表該聯營公司或合營公司作出付款為限。

自被投資方成為一家聯營公司或合營公司當日起，對聯營公司或合營公司的投資採用權益法入賬。於收購一間聯營公司或合營公司的投資時，投資成本高於本集團應佔被投資方確認的可識別資產及負債公平淨值的數額確認為商譽。有關商譽計入投資的賬面值。倘本集團所佔可識別資產及負債的公平淨值高於投資成本之數額，則會於重新評估後於收購投資期間即時於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures

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

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

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. 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)

於聯營公司及合營公司的投資 (續)

香港會計準則第39號之規定予以應用，以釐定是否需要就本集團於聯營公司或合營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認之減值虧損構成該項投資之賬面值的一部份，有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。

自投資不再作為聯營公司或合營公司當日或投資（或投資之一部份）分類為持作出售當日，本集團終止使用權益法。當本集團保留於前聯營公司或合營公司之權益，且保留權益為金融資產時，則本集團於當日按公平值計量保留權益，而公平值則被視為根據香港會計準則第39號初步確認時之公平值。聯營公司或合營公司於終止使用權益法當日之賬面值與任何保留權益之公平值及出售聯營公司或合營公司部份權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司或合營公司之損益。此外，倘該聯營公司或合營公司直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營公司的以往於其他全面收益確認的所有金額。因此，倘聯營公司或合營公司以往於其他全面收益確認之損益重新分類為出售相關資產或負債之損益賬，則本集團將於終止使用權益法時將權益盈虧重新分類至損益（列作重新分類調整）。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, 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 in accordance with HKAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part 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) when the equity method is discontinued.

3. 主要會計政策 (續)

於聯營公司及合營公司的投資 (續)

當於聯營公司之投資成為對合營公司之投資或於合營公司之投資成為對聯營公司之投資時，本集團繼續使用權益法。於發生該等所有權變動時，不會對公平值進行重新計量。

當本集團削減於聯營公司或合營公司之所有權權益但繼續使用權益法時，倘以往於其他全面收益確認有關削減所有權權益之盈虧部分將於出售相關資產或負債時重新分類至損益，則本集團會將該盈虧重新分類至損益。

倘一集團實體與本集團之聯營公司或合營公司交易（如出售或供入資產），與該聯營公司或合營公司交易所產生之損益只會在有關聯營公司或合營公司之權益與本集團無關的情況下，才會在本集團之綜合財務報表確認。

確認收益

收益按於日常業務過程中就銷售貨品及提供服務已收或應收的代價，減去折扣後的公平值計算。

來自燃氣接駁建築合約的收益乃於能可靠地估計燃氣接駁建築合約的結果及可靠地衡量報告期末的完工進度時確認。來自燃氣接駁建築合約的收益及開支按完工百分比法確認，並參照年內合約估計成本總額產生的成本計量。當無法可靠估計燃氣接駁建築合約的結果時，收益僅以可能收回的已產生的合約成本為限進行確認。

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 (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue recognition

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

Revenue from a construction contract for gas connection is recognised when the outcome of a construction contract for gas connection can be estimated reliably and the stage of completion at the end of reporting period can be measured reliably. Revenue from and expenses on construction contracts for gas connection are recognised using the percentage of completion method, measured by reference to the costs incurred during the year relative to the estimated total costs of the contract. When the outcome of a construction contract for gas connection cannot be estimated reliably, revenue is recognised only to the extent of contract cost incurred that is probable to be recoverable.

3. 主要會計政策 (續)

確認收益 (續)

來自燃氣供應的收益於客戶使用燃氣時確認。

出售貨品的收入於貨品付運及其業權轉移後確認。

服務收入於提供服務時確認。

金融資產之利息收入於經濟利益有可能流入本集團且收入金額能可靠計量時確認。金融資產的利息收入按時間比例入賬，參考尚未償還本金額及適用實際利率計算。適用實際利率指將估計日後所得現金按金融資產估計可使用年期準確折算至資產於初步確認時的賬面淨值的利率。

投資的股息收入於股東收取股息的權利獲確立時予以確認（惟經濟利益可能會流入本集團且收益金額能可靠計量）。

物業、廠房及設備

物業、廠房及設備（包括持作生產、提供貨品或服務、或行政管理用途的租賃物業，惟不包括在建工程）乃按成本值減其後累計折舊及累計減值虧損（如有）於綜合財務狀況表列賬。

折舊乃以按估計可使用年期及經考慮其估計剩餘價值後以直線法撇銷物業、廠房及設備（在建工程除外）的項目成本而予以確認。估計可使用年期、估計剩餘價值及折舊方法於各報告期末進行檢討，而任何估計變動的影響以預期基準列賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from gas supply is recognised when gas is used by customers.

Revenue from sales of goods is recognised when goods are delivered and title has passed.

Service income is recognised when services are provided.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than construction in progress over their estimated useful lives and after taking into account their estimated residual values, 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 (續)

在建工程包括處於動工階段以供生產用途或自用的物業、廠房及設備。在建工程按成本減任何已確認減值虧損列賬。在建工程於完成及可用作擬定用途時分類為適當類別的物業、廠房及設備。該等資產的折舊於資產可投入擬定用途時按與其他物業資產相同的基準開始提撥。

物業、廠房及設備項目於出售或當預期持續使用該資產不再帶來未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生之任何收益或虧損按出售所得款項與資產賬面值間之差額計算，並於損益內確認。

供業主日後自用的發展中租約土地及樓宇

倘發展中租約土地及樓宇乃作生產或管理用途，分類為經營租約的租約土地部分歸類為預付租約款項，並以直線法按租期攤銷。於興建期間，就租約土地撥備的攤銷開支列作在建樓宇成本的一部分。在建樓宇按成本值減任何已識別減值虧損列賬，並分類為物業、廠房及設備。樓宇於可供使用時（即樓宇在管理層擬定地點及達致管理層擬定運作狀況時）開始折舊。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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

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

Leasehold land and buildings under development for future owner-occupied purpose

When the leasehold land and buildings are in the course of development for production or for administrative purposes, the leasehold land component classified as an operating lease is classified as a prepaid lease payment and amortised on a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses and are classified as property, plant and equipment. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

3. 主要會計政策 (續)

投資物業

投資物業乃為賺取租金及／或資本增值而持有的物業。

投資物業乃按成本初步計量，包括任何直接應佔開支。於首次確認後，投資物業乃按成本減其後累計折舊及任何累計減值虧損列賬。折舊乃按估計可用年期及經考慮其估計剩餘價值後以直線法撇銷投資物業成本予以確認。

投資物業於被出售時或當其永久不能使用及預期日後無法從出售中獲得任何經濟利益時解除確認。解除確認該資產所產生的任何收益或虧損（按出售該資產所得款項淨額與其賬面值的差額計算）於該項目被解除確認的期內計入損益。

建築合約

倘於報告期末一項建造合約的結果能可靠地計量及合約工程完工階段能可靠地計量，其收入及成本乃參考於報告期末的合約工程完工階段確認，並按迄今已落實工程產生的合約成本佔估計總合約成本的比例計算。

當燃氣接駁建築合約的結果不能可靠地估計時，合約成本在產生期間確認為開支。當合約成本總額有可能超出合約收益時，預計虧損即時確認為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (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.

Construction contracts

When the outcome of a construction contract for gas connection can be estimated reliably and the stage of contract completion at the end of the reporting period can be measured reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion that contract costs incurred for work performed to date relative to the estimated total contract costs.

When the outcome of a construction contract for gas connection cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred. When it is probable that total contracts costs will exceed contract revenue, the expected loss is recognised as an expense immediately.

3. 主要會計政策 (續)

建築合約 (續)

倘迄今所產生的合約成本加已確認溢利減已確認虧損超出進度款項，則超出部分列作客戶合約工程欠款。倘進度款項超出迄今所產生的合約成本加已確認溢利減已確認虧損，則超出部分列作欠客戶合約工程款。於完成有關工程前收取的款項，乃計入綜合財務狀況表為負債中的預收款。就工程完成發出賬單但客戶尚未支付的款項則計入綜合財務狀況表的應收貿易賬款及其他應收款項下。

無形資產

無形資產是指城市管道網絡的經營權。

獨立收購的無形資產

獨立收購及可使用年期有限的無形資產按成本減累計攤銷及任何累計減值虧損列賬。可使用年期有限的無形資產於估計可使用年期以直線法攤銷。

無形資產乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時解除確認。於解除確認無形資產時產生的任何收益或虧損（以出售所得款項淨額與資產賬面值的差額計算），於解除確認該資產的期內的損益確認。

存貨

存貨以成本值及可變現淨值兩者的較低者入賬。成本值以加權平均法計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Construction contracts (Continued)

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade and other receivables.

Intangible assets

Intangible assets refer to the operating rights for city pipeline network.

Intangible assets acquired separately

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

An intangible asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in profit or loss in the period when the asset is derecognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

3. 主要會計政策 (續)

金融工具

如集團實體為工具合約條文的訂約方，則有關金融資產及金融負債在綜合財務狀況表內確認。金融資產及金融負債初步以公平值計量。於首次確認時，收購或發行金融資產及金融負債產生的直接交易成本（按公平值計入損益的金融資產及金融負債除外）將視乎情況加入或扣除金融資產或金融負債的公平值。

金融資產

本集團的金融資產歸類為以下兩類的其中一項，包括貸款及應收賬款以及可供銷售金融資產。分類乃視乎金融資產的性質及目的而定並於初次確認時釐定。

貸款及應收賬款

貸款及應收賬款為有指定或可釐定付款而並無活躍市場報價的非衍生金融資產。於首次確認後，貸款及應收賬款（包括應收貿易賬款及其他應收款、應收同系附屬公司款項、已抵押銀行存款以及銀行結餘及現金）按實際利息法計算已攤銷成本再減去任何可識別減值虧損入賬（請參閱下文所載的有關金融資產減值虧損的會計政策）。

實際利息法乃計算金融資產的攤銷成本及按相關期間攤分利息收入的方法。實際利率為可準確透過金融資產的估計可使用年期或（倘適用）在較短期間內將估計未來現金收入（包括支付或收取屬實際利息組成部分的全部費用、交易成本及其他溢價或折讓）折算至於首次確認時該項資產的賬面淨值的利率。就債務工具而言，利息收入按實際利率基準確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

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

Financial assets

The Group's financial assets are classified into one of the two categories, including loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Loans and receivables

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

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

3. 主要會計政策 (續)**金融工具 (續)****貸款及應收賬款 (續)****可供銷售金融資產**

可供銷售金融資產指定為可供銷售或不歸屬任何按公平值計入損益(「按公平值計入損益」)的金融資產、貸款及應收賬款或持至到期投資的非衍生工具。

本集團所持有列作可供銷售及於活躍市場買賣的股本證券於各報告期末按公平值計量。可供出售金融資產賬面值的變動於其他綜合收入確認及於投資重估儲備中累計。倘該投資被出售或確定減值時，過往於投資重估儲備中累計的累積收益或虧損會重列至損益(請參閱下文所載有關金融資產減值虧損的會計政策)。

在任何活躍市場並無市場報價及無法可靠地計量公平值的可供銷售股本投資，及與該等無報價股本工具掛鉤及須透過交付該等工具進行結算的衍生工具，於各報告期末按成本減任何可識別減值虧損計量(請參閱下文有關金融資產減值虧損的會計政策)。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Financial instruments (Continued)****Financial assets (Continued)****Available-for-sale financial assets**

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, or held-to-maturity investments.

Equity securities held by the Group that are classified as available-for-sale and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

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

3. 主要會計政策 (續)

金融工具 (續)

貸款及應收賬款 (續)

金融資產減值

金融資產於各報告期末評估有否減值跡象。金融資產於有客觀證據顯示金融資產的估計未來現金流量因於首次確認該金融資產後發生的一項或多項事件而受到影響時視作減值。

就可供銷售的股本投資而言，低於其成本的投資公平值出現重大或長期下跌被視為減值的客觀證據。

就所有其他金融資產而言，減值的客觀證據可包括：

- 發行人或對約方出現重大財務困難；或
- 發生欠繳或拖欠利息或本金付款等違約行為；或
- 借款人可能面臨破產或財務重組。

此外，就若干類別的金融資產（如應收貿易賬款）而言，不會單獨作出減值的資產會於匯集一併評估減值。應收賬款組合出現減值的客觀證據包括本集團過往收款記錄、組合內超過平均信貸期的還款數目上升，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

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

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becomes probable that the borrower will enter bankruptcy or financial re-organisation.

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

3. 主要會計政策 (續)

金融工具 (續)

貸款及應收賬款 (續)

金融資產減值 (續)

就以攤銷成本列賬的金融資產而言，減值虧損金額會於資產的賬面值與估計未來現金流量的現值（按金融資產的原實際利率折算）之間的差額確認。

就以成本列賬的股本證券投資而言，減值虧損的金額按資產賬面值與估計未來現金流量的現值（按類似金融資產的現有市場回報率折算）之間的差額。該減值虧損將不會於其後期間撥回。減值虧損後的任何公平值增加直接於其他全面收入確認並於投資重估儲備累計。

與所有金融資產有關的減值虧損會直接於金融資產賬面值中作出扣減，惟應收貿易賬款除外，其賬面值會透過撥備賬作出扣減。當應收貿易賬款被視為不可收回時，其將於撥備賬內撇銷。撥備賬內的賬面值變動會於損益中確認。先前撇銷的款項倘其後收回，則計入損益。

就以攤銷成本計量的金融資產而言，倘減值虧損額於往後期間減少，且該減少與於確認減值後所發生的事件具有客觀關係，則之前確認的減值虧損會於損益中撥回，惟於減值被撥回當日該投資的賬面值不得超過倘無確認減值的已攤銷成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For investments in equity securities that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具

集團實體所發行的債務及股本工具乃根據合約安排的實際性質及金融負債與股本工具的定义而被分類為金融負債或股本。

股本工具

股本工具為證明實體經扣除其所有負債後的資產剩餘權益的任何合約。本公司發行的股本工具按已收所得款項減直接發行成本計值。

金融負債(包括應付貿易賬款及其他應付款、應付中間控股公司及同系附屬公司款項、銀行及其他借貸、優先票據以及其他長期負債)在首次確認後以實際利息法按攤銷成本計量。

實際利息法乃計算金融負債的攤銷成本及按相關期間攤分利息支出的方法。實際利率乃按金融負債預計年期(或適當時按初步確認的賬面淨值後較短期間)折讓估計未來現金支付的比率。利息支出按實際利率基準確認。

取消確認

僅於資產現金流量的合約權利屆滿時，或將金融資產所有權的絕大部分風險及回報轉讓予另一實體時，本集團方會解除確認金融資產。

於解除確認金融資產時，該項資產賬面值與已收及應收代價及於其他全面收入確認並於權益中累計的累計損益總額的差額在損益賬中確認。

本集團於且僅於其責任被解除、註銷或屆滿時解除確認金融負債。已解除確認的金融負債的賬面值與已付或應付代價間差額於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities, including trade and other payables, amounts due to an intermediate holding company and fellow subsidiaries, bank and other borrowings, senior notes and other long-term liabilities, are measured at amortised cost, using the effective interest method subsequent to initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liability when, and only when, the Group's obligations are discharged, cancelled or expire. 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)

租約

凡租約條款規定將擁有權的絕大部分風險及回報撥歸承租人的租約均列作融資租約。所有其他租約則列作經營租約。

作為出租人

經營租約的租金收入按相關租約年期以直線法於損益內確認。

作為承租人

經營租約付款按相關租約年期以直線法確認為開支。作為訂立經營租約優惠的已收及應收利益按相關租約年期以直線法確認為租金開支減少。

租約土地及樓宇

當租約包括土地及樓宇兩個部份時，本集團需要考慮其風險與報酬是否全部轉移至集團並把每項資產劃分為經營租約或融資租約，除非兩個部分均可確定為經營租約，在此情況下，整份租約歸類為經營租約。尤其是，最小應付租金（包括任何一次性預付款）在租約期開始時，需按出租方從租約土地、樓宇所獲取利益的公平值的比例分派。

租金能夠可靠的分配時，經營租約的土地利益應在綜合財務狀況表中列為「預付租約款項」，按直線基準在租約期間攤銷。當租金不能夠在土地和樓宇間可靠的分配時，整項租賃視為融資租約，並作為物業、廠房及設備列賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

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

As lessor

Rental income from operating leases is recognised in profit or loss a straight-line basis over the relevant lease term.

As lessee

Operating lease payments are recognised as an expense on a straight-line basis over the relevant lease term. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

3. 主要會計政策 (續)

借貸成本

收購、建設或生產於用作其擬定用途或出售前須較長準備時間的合資格資產的直接產生的借貸成本乃計入有關資產的成本，直至有關資產已大致可作其擬定用途或銷售為止。特定借貸在未用作合資格資產的開支前進行的短期投資所賺取的投資收入，將從撥充資本的借貸成本扣除。

所有其他借貸成本於產生期間於損益賬中確認。

退休福利成本

向界定供款退休福利計劃／國家管理的退休福利計劃／強制性公積金計劃支付的款項乃於僱員提供服務後而享有供款時確認為開支。

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項按年內應課稅溢利計算。應課稅溢利不包括其他年度的應課稅或可扣稅收支項目，亦不包括毋須課稅或不可扣稅項目，因而與綜合全面收入報表所呈報的除稅前純利有所不同。本集團的即期稅項負債乃按在報告期末已頒佈或實質頒佈的稅率計算。

遞延稅項乃指綜合財務報表內資產及負債賬面值與計算應課稅溢利時採用的相應稅基兩者間的差額。遞延稅項負債一般就所有應課稅暫時差額確認入賬。遞延稅項資產通常於可能有應課稅溢利可用於抵銷所有可扣稅暫時差額時就該等可扣稅暫時差額確認入賬。如暫時差額乃因商譽或在一項不會對應課稅溢利及會計溢利造成影響的交易中首次確認（業務合併除外）其他資產及負債而產生，則此類資產及負債將不會確認入賬。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 costs of those assets until such time as the assets are substantially ready for their intended use or sale. 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.

Retirement benefit costs

Payments to defined contribution retirement benefit plans/state-managed retirement benefit schemes/the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

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 before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項負債就於附屬公司、聯營公司及共同控制實體的投資所產生的應課稅暫時差額確認，惟倘本集團可控制暫時差額撥回及該暫時差額可能不會於可見將來撥回時則除外。因與有關投資及權益相關的可扣減暫時差額而產生的遞延稅項資產僅於可能產生足夠應課稅溢利以動用暫時差額溢利並預期可於可見將來撥回時確認。

遞延稅項資產的賬面值於報告期末均會進行審閱，如不再可能有足夠應課稅溢利可用於抵免全部或部分相關資產，則會予以扣減。

遞延稅項資產及負債乃根據於報告期末已實施或大致上已實施的稅率（及稅法），按預期於負債清償或資產變現期間適用之稅率計算。

遞延稅項負債與資產之計算，反映按照本集團於報告期末預期收回或清償資產及負債賬面值之方式所產生稅務結果。即期及遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收益或直接於股本權益確認項目，則即期及遞延稅項亦會分別於其他全面收益或直接於股本權益內確認。倘對業務合併進行初步會計處理時產生即期或遞延稅項，則對業務合併進行會計處理時會計入該稅項影響。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax is 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.

3. 主要會計政策 (續)

外幣

編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣（外幣）進行的交易均按交易日期的適用匯率換算為各種功能貨幣（即該實體經營業務所在主要經濟環境的貨幣）計值。於報告期末，以外幣計值的貨幣項目均按結算日的適用匯率重新換算。

於結算及換算貨幣項目時產生的匯兌差額均於彼等產生期間內於損益中確認。

就呈列綜合財務報表而言，集團實體的資產及負債按於報告期末適用的匯率換算為本集團的呈列貨幣（即港元），而其收入及開支則按該年度平均匯率換算。所產生的匯兌差額（如有）會在匯兌儲備項下於其他全面收入中確認及於權益中累計。

於二零零五年一月一日或其後收購海外業務所產生商譽及所購入可識別資產的公平值調整，視作該海外業務的資產及負債處理，按於報告期末適用的匯率換算。所產生的匯兌差額於匯兌儲備中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the date.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rates of exchange prevailing at the end of reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

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

3. 主要會計政策 (續)

以股份支付的交易

於二零零二年十一月七日後授予僱員並於二零零五年一月一日或之後歸屬的購股權及股份獎勵計劃

就購股計劃而言，獲提供服務的公平值乃參考所授購股權於授出日期的公平值釐定，在歸屬期以直線法確認為開支，股本（購股權儲備）則相應增加。購股權獲行使時，過往已確認的購股權儲備數額將轉撥至股份溢價。如購股權於歸屬日期後被沒收或截至屆滿日期尚未行使，則過往已確認的購股權儲備數額將繼續保留在購股權儲備。

於各報告期末，本集團修訂其對預期最終歸屬之認股權之估計數目。於歸屬期內修訂原估計數目產生之影響（如有）於損益賬中確認，以使累計開支反映經修訂估計，並對購股權儲備作相應調整。

就獎勵計劃而言，收購本公司持作獎勵計劃之股份的成本列作庫存股份（持作獎勵計劃之股份）。持作獎勵計劃之股份將被出售以換取現金，該現金將分派予僱員。

倘持作獎勵計劃之股份被出售而出售所得款項被分派予僱員，則分派予僱員的所得款項被確認為開支（員工成本）及已收代價與股份成本之間的差額將計入保留溢利。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions

Share options and equity incentive scheme granted to employees after 7th November, 2002 and vested on or after 1st January, 2005

For share option schemes, the fair value of services received, determined by reference to the fair value of share options granted at the grant date, is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve). At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will continue to be held in share option reserve.

At the end of each reporting period, the Group revises its estimates of the number of share options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in the profit or loss, such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the share option reserve.

For incentive award schemes, the cost of acquisition of the Company's shares held for the incentive award scheme is recorded as treasury shares (shares held for share incentive scheme). The shares held for the incentive award scheme will be disposed of for cash which will be distributed to the employees.

When the shares held for incentive award scheme are disposed of and the resulting proceeds from disposal are distributed to the employees, the proceeds distributed to employees are recognised as expenses (staff costs), and the difference between the consideration received and the cost of the shares will be credited to retained profits.

3. 主要會計政策 (續)

以股份支付的交易 (續)

於二零零二年十一月七日或之前授予僱員或於二零零二年十一月七日後授出並於二零零五年一月一日之前歸屬的購股權及股份獎勵計劃

在購股權獲行使，購股權的財務影響不會列入綜合財務報表，且所授出購股權的價值亦不會在損益確認。因購股權獲行使而發行的股份按股份面值列賬為新增股本，而每股行使價超出股份面值的部分，則會列賬為股份溢價賬。行使日期前失效或被註銷的購股權，於尚未行使購股權登記冊刪除。

有形及無形資產 (商譽除外) 的減值虧損

於報告期末，本集團檢查其附有限定使用年期的有形及無形資產的賬面值以決定是否有任何顯示該等資產受到減值虧損。如有此跡象，估計資產的可收回金額以確定減值虧損的程度 (如有)。倘無法估算單項資產的可收回金額，本集團會估算該資產所屬現金產生單位的可收回金額。於可識別合理及一貫分配基準的情況下，企業資產亦會被分配至個別的現金產生單位，否則或會被分配至可合理及按一貫分配基準而識別的最小現金產生單位中。

可收回金額是指公平值減去銷售費用後的餘額和使用價值兩者中的較高者。在評估使用價值時，預計未來現金流量會採用稅前折現率折現為其現值，該稅前折現率反映了對貨幣時間價值的當前市場評價及該資產特有的風險 (並無就該風險調整估計未來現金流量)。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions (Continued)

Share options and equity incentive scheme granted to employees on or before 7th November, 2002, or granted after 7th November, 2002 and vested before 1st January, 2005

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in the profit or loss in respect of the value of options granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

Impairment losses of tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策 (續)

有形及無形資產 (商譽除外) 的減值虧損 (續)

若某資產 (或現金產生單位) 的可收回金額估計少於其賬面值, 該資產 (或現金產生單位) 賬面值減至其可收回金額。減值虧損即時確認為開支。

當減值虧損其後撥回, 該資產 (或現金產生單位) 的賬面值增至其可收回金額的修訂估計值, 然而, 賬面值增加不會超過假若該資產 (或現金產生單位) 過往年度並無確認減值虧損所應釐定的賬面值。減值虧損撥回數額即時確認為收入。

政府補助金

政府補助金乃於有合理保證本集團將遵守政府補助金隨附條件並將取得補助金時確認。

政府補助金於本集團確認補助金擬補償的有關成本為開支的期間於損益內以系統方式確認。與可予折舊資產有關的政府補助金於綜合財務狀況表中確認為遞延收入, 並於相關資產可使用年期內按系統及合理基準轉撥至損益內。其他政府補助金於與該等政府補助金擬補償的成本相符的期間內以系統方式確認為收益。作為開支或已承受的虧損的補償或提供即時財務援助而可收取 (並無日後相關成本) 的政府補助金, 乃於其成為可收取的期間於損益內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses of tangible and intangible assets other than goodwill (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. An impairment loss is recognised as an expense immediately.

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

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

4. 關鍵性會計判斷及估計不明朗因素的主要來源

於應用本集團的會計政策（如附註3所述）時，本公司董事須就並未在其他來源顯示的資產及負債的賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過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。

有關估計及相關假設會作持續檢討。倘對會計估計的修訂僅影響進行修訂的期間，則於該期間確認，或倘修訂會影響目前及未來期間，則會於目前及未來期間確認。

應用會計政策的關鍵性判斷

以下為董事在應用本集團會計政策過程中所作關鍵性判斷（涉及估計（見下文）者除外），該等判斷對於綜合財務報表中確認的金額有重大影響。

對富陽華潤燃氣有限公司的控制權

富陽華潤燃氣有限公司為本集團附屬公司，儘管本集團僅擁有該公司50%權益及投票權。自二零零六年六月起，本集團擁有富陽華潤燃氣有限公司50%權益，剩餘50%股權則由一名與本集團並無關連的股東持有。有關詳情載於附註43。

本公司董事估計，本集團對富陽華潤燃氣有限公司是否有控制權乃基於本集團是否有單方面管轄富陽華潤燃氣有限公司相關活動的實際能力。於作出判斷時，董事會考慮本集團所持富陽華潤燃氣有限公司的投票權。富陽華潤燃氣有限公司董事會包括七名董事。本集團提名及委任富陽華潤燃氣有限公司的四名董事，富陽華潤燃氣有限公司的相關活動須超過半數以上的董事批准。經評估後，董事認為，本集團擁有絕對支配比例之投票權，足以管轄富陽華潤燃氣有限公司的相關活動，因此，本集團擁有富陽華潤燃氣有限公司的控制權。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, 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 on-going 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.

Critical judgements in applying accounting policies

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

Control over 富陽華潤燃氣有限公司

富陽華潤燃氣有限公司 is subsidiary of the Group although the Group has only 50% ownership interest and voting rights in 富陽華潤燃氣有限公司. The Group has the 50% ownership since June 2006 on 富陽華潤燃氣有限公司 and the remaining 50% of shareholdings are owned by a shareholder that is unrelated to the Group. Details of these are set out in note 43.

The directors of the Company assessed whether or not the Group has control over 富陽華潤燃氣有限公司 based on whether the Group has the practical ability to direct the relevant activities of 富陽華潤燃氣有限公司 unilaterally. In making their judgement, the directors considered the Group's voting power of holding in 富陽華潤燃氣有限公司. The board of directors of 富陽華潤燃氣有限公司 comprise 7 directors. The Group nominated and appointed 4 directors in 富陽華潤燃氣有限公司 and the relevant activities of 富陽華潤燃氣有限公司 require over 50% of directors approval. After assessment, the directors concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of 富陽華潤燃氣有限公司, therefore, the Group has control over 富陽華潤燃氣有限公司.

4. 關鍵性會計判斷及估計不明朗因素的主要來源 (續)

對無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的控制權

儘管本集團分別僅擁有無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的50%及51%擁有權權益及投票權，但無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司仍為本集團的附屬公司。本集團自二零零五年四月及二零零七年二月起分別擁有無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的50%及51%擁有權，剩餘股權乃由與本集團並無關連的股東擁有。有關詳情載於附註43。

本公司董事已基於本集團是否有實際能力單方面掌管無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的相關活動，評估本集團對是否無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司擁有控制權。在作出判斷時，董事已考慮本集團所持無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的投票權。於二零一三年一月一日及二零一三年七月一日，無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的股東簽訂備忘錄，在該備忘錄中，另一名股東將同意本集團對無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的經營、投資及融資業務所作的決策，且另一名股東將同意委任由本集團分別提名的無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司的所有高級管理層。經評估後，董事認定本集團擁有可掌管無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司相關活動的絕對主導性投票權，因此本集團對無錫華潤燃氣有限公司及濟寧華潤燃氣有限公司擁有控制權。

估計不明朗因素的主要來源

涉及未來的主要假設，及於報告期末的估計不明朗因素的其他主要來源（均有導致下個財政年度資產的賬面值須作出大幅調整的重大風險）載列如下。

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

Control over 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司

無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 are subsidiaries of the Group although the Group has only 50% and 51% ownership interest and voting rights in 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 respectively. The Group has the 50% and 51% ownership since April 2005 and February 2007 on 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 respectively and the remaining shareholdings are owned by shareholders that are unrelated to the Group. Details of these are set out in note 43.

The directors of the Company assessed whether or not the Group has control over 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 based on whether the Group has the practical ability to direct the relevant activities of 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 unilaterally. In making their judgement, the directors considered the Group's voting power of holding in 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司. On 1st January, 2013 and 1st July, 2013, the shareholders of 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 signed a memorandum in which the other shareholder would agree the Group's decisions on operating, investing and financing activities of 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司, and the other shareholder would agree the appointment of all senior management of 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 nominated by the Group respectively. After assessment, the directors concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司 and therefore the Group has control over 無錫華潤燃氣有限公司 and 濟寧華潤燃氣有限公司.

Key sources of estimation uncertainty

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

4. 關鍵性會計判斷及估計不明朗因素的主要來源 (續)

物業、廠房及設備的可使用年期估計

管理層以物業、廠房及設備的預計可使用年期為基準估計其可使用年期。物業、廠房及設備的可使用年期可能因技術創新而出現重大變動。倘物業、廠房及設備的實際可使用年期因商業及技術環境變動而有別於估計可使用年期，有關差異則會影響未來期間的折舊費用及所撇減的資產數額。

於二零一三年十二月三十一日，物業、廠房及設備的賬面值為**18,527,861,000**港元(二零一二年：**13,009,571,000**港元)。

商譽減值

釐定商譽有否減值需估計獲分配商譽的現金產生單位的使用價值。在計算使用價值時，本集團需估計該現金產生單位產生的未來現金流量，並以適當的貼現率計算其現值。倘實際的未來現金流量低於預期，則可能會出現重大減值虧損。於二零一三年十二月三十一日，商譽的賬面值為**409,952,000**港元(二零一二年：**402,369,000**港元)。可收回款項的計算詳情於附註20披露。

經營權減值

於報告期末，管理層評估其經營權的可收回程度，該經營權於二零一三年十二月三十一日的賬面值為**758,244,000**港元(二零一二年：**288,485,000**港元)。有關現金產生單位業務依然有令人滿意的進展。已進行詳細估值分析，且管理層有信心可悉數收回資產的賬面值。有關情況將受密切監控。業務環境的任何變動或導致估計未來現金流量於將來發生變動。倘未來可收回金額低於賬面值，則須作出額外減值。

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

Estimation of useful lives of property, plant and equipment

Management estimates the useful lives of property, plant and equipment based on the expected lifespan of those property, plant and equipment. The useful lives of property, plant and equipment could change significantly as a result of technical innovation. When the actual useful lives of property, plant and equipment due to the change of commercial and technological environment are different from their estimated useful lives, such difference will impact the depreciation charges and the amounts of assets written down for future periods.

The carrying amount of property, plant and equipment at 31st December, 2013 is HK\$18,527,861,000 (2012: HK\$13,009,571,000).

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the 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 the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31st December, 2013, the carrying amount of goodwill is HK\$409,952,000 (2012: HK\$402,369,000). Details of the recoverable amount calculation are disclosed in note 20.

Impairment of operating rights

At the end of the reporting period, management assessed the recoverability of its operating rights, in which the carrying amount at 31st December, 2013 was HK\$758,244,000 (2012: HK\$288,485,000). The business of the cash generating unit continues to progress in a satisfactory manner. Detailed valuation analysis has been carried out and management is confident that the carrying amount of the asset will be recovered in full. This situation will be closely monitored. Any change in the business environment may lead to the change of expected future cashflows in the future. If the future recoverable amounts fall below the carrying amounts, additional impairment is required.

4. 關鍵性會計判斷及估計不明朗因素的主要來源 (續)

呆賬撥備

本集團根據對應收賬款可收回程度的評估作出呆賬撥備。如有任何客觀證據證明結餘可能無法收回，將會就應收貿易賬款作出撥備。本集團根據觀察所得的數據，包括客戶的信譽度及付款記錄，就可收回程度評估作出判斷（有關詳情請參閱附註23）。在客觀撥備證據存在時，撥備數額為債項賬面值與估計未來現金流量現值之間按原實際利率折現的差額。倘債項可收回程度的預期與原估計不符，有關差異將影響估計改變期間的應收賬款的賬面值及呆賬開支。

於二零一三年十二月三十一日，應收貿易賬款的賬面值為2,977,606,000港元（已扣除撥備35,324,000港元（二零一二年：8,679,000港元））（二零一二年：1,803,776,000港元）。

存貨撥備

本集團根據存貨可變現淨值的估計作出存貨撥備。倘出現事件或情況變動顯示可變現淨值低於存貨成本，則會對存貨作出撥備。陳舊存貨的確定規定對存貨狀況及有效性作出判斷及估計。倘評估存貨的可變現淨值較預期少，或須就存貨確認重大撥備，並將於確認該撥備期間於損益中確認。

於二零一三年十二月三十一日，存貨的賬面值為791,955,000港元（二零一二年：535,068,000港元）。

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

Allowance for doubtful debts

The Group makes allowance for doubtful debts based on an assessment of the recoverability of debtors. Allowances are made on trade debtors whenever there is any objective evidence that the balances may not be collectible. The Group makes judgment in assessing the collectability based on observable data including creditworthiness and payment history of the customers (for details please refer to note 23). When objective evidence for allowance exists, the amount of allowance is the difference between the carrying amounts of the debts and the present value of estimated future cash flows, discounted at the original effective interest rate. Where the expectation on the recoverability of the debts is different from the original estimate, such difference will impact the carrying amounts of debtors and doubtful debt expenses in the periods in which such estimate has been changed.

The carrying amount of trade debtors, net of allowance of HK\$35,324,000 (2012: HK\$8,679,000), at 31st December, 2013 is HK\$2,977,606,000 (2012: HK\$1,803,776,000).

Allowance for inventories

The Group makes allowance for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgment and estimates on the conditions and usefulness of the inventories. In cases where the net realisable value of inventories assessed are less than expected, a material recognition of allowance for inventories may arise, which would be recognised in profit or loss in the period in which such recognition takes place.

At 31st December, 2013, the carrying amount of inventories is HK\$791,955,000 (2012: HK\$535,068,000).

5. 資本風險管理

本集團管理其資本以維持銀行及其他借貸靈活性及經營業務所得現金流量的持續供應的平衡。本集團亦定期監控現時及預期流動資金需求及符合貸款契諾，以確保具備足夠的營運資金及充足的融資渠道以滿足流動資金需求。本集團維持過往年度之整體策略不變。

本集團的資本架構由負債淨額（包括銀行及其他借貸）、優先票據、銀行結餘及本公司擁有人應佔股本（由已發行資本、保留溢利及其他儲備組成）。

本集團管理層定期檢討資本架構。管理層認為資本成本及相關風險乃檢討內容的一部分，並採取適當行動調整本集團的資本架構，包括派付股息、發行新股、發行新債或償清現有債務。

6. 金融工具

金融工具類別

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
金融資產	Financial assets		
貸款及應收款項（包括現金及現金等值）	Loans and receivables (including cash and cash equivalents)	14,066,709	13,213,843
可供銷售投資	Available-for-sale investments	21,383	7,802
金融負債	Financial liabilities		
攤銷成本	At amortised cost	22,890,601	18,289,620

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to maintain a balance between continuity of cash flows from operating activities and the flexibility through the use of bank and other borrowings. The Group also monitors the current and expected liquidity requirements and its compliance with lending covenants regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which include bank and other borrowings, senior notes, bank balances and equity attributable to owners of the Company, comprising issued capital, retained profits and other reserves.

The management of the Group reviews the capital structure on a regular basis. As part of this review, management considers the cost of capital and the associated risk, and take appropriate actions to adjust the Group's capital structure through the payment of dividends, new share issues as well as the issue of new debts or the redemption of existing debts.

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

6. 金融工具 (續)**財務風險管理目標及政策**

本集團的主要金融工具包括可供銷售投資、應收貿易賬款及其他應收款、應收／應付中間控股公司及同系附屬公司款項、已抵押銀行存款、銀行結餘及現金、應付貿易賬款及其他應付款、銀行及其他借貸、優先票據及其他長期負債。該等金融工具的詳情披露於其各自的附註。與該等金融工具相關的風險及如何減低該等風險的政策載於下文。本集團管理及監察該等風險，確保能按時及有效採取適當措施。

外幣風險

以下載列本集團於報告期末以外幣（即各集團實體之功能貨幣以外的貨幣）列值的貨幣資產及貨幣負債（主要來自應收／付中間控股公司及同系附屬公司款項、已抵押銀行存款、銀行結餘及現金、銀行及其他借貸及優先票據）的賬面值：

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies**

The Group's major financial instruments include available-for-sale investments, trade and other receivables, amounts due from/to an intermediate holding company and fellow subsidiaries, pledged bank deposits, bank balances and cash, trade and other payables, bank and other borrowings, senior notes and other long-term 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 Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Foreign currency risk

The carrying amounts of the Group's monetary assets and monetary liabilities denominated in foreign currencies, i.e. currency other than the functional currency of the respective group entities, which are mainly amounts due from/to an intermediate holding company and fellow subsidiaries, pledged bank deposits, bank balances and cash, bank and other borrowings and senior notes, at the end of the reporting period are as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
資產	Assets		
美元	United States dollars	78,210	425,180
港元	Hong Kong dollars	519,791	1,027,470
負債	Liabilities		
美元	United States dollars	5,683,954	5,669,130
港元	Hong Kong dollars	7,800,000	8,009,689
日元	Japanese Yen	157,467	170,778

6. 金融工具 (續)**財務風險管理目標及政策 (續)****外幣風險 (續)**

本集團透過密切關注外幣匯率波動以控制其外幣風險。本集團現時並無訂立任何外幣遠期合約對沖外幣風險。管理層將於必要時考慮對沖外幣風險。

外幣敏感度分析

下表載列本集團就人民幣(「人民幣」，集團實體的功能貨幣)兌換相關外幣上升及下跌5% (二零一二年：5%) 的敏感度。5%為敏感度率，為管理層對外幣匯率可能出現變動的評估的基準。敏感度分析僅包括尚未處理的以外幣為單位的貨幣項目，並於年內按外幣匯率5%的變化調整其匯兌。倘人民幣兌相關外幣上升5%，則正(負)數表示年內稅前溢利增加(減少)；倘人民幣兌相關外幣下跌5%，則年內稅前溢利可能受到相等但反向的影響。

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Foreign currency risk (Continued)**

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group currently has not entered into any foreign currency forward contracts to hedge against foreign currency risk. Management will consider hedging foreign currency exposure should the need arise.

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 5% (2012: 5%) increase and decrease in Renminbi ("RMB"), the functional currency of the group entities, against relevant foreign currencies. 5% is the sensitivity rate which represents management's assessment of the possible change in foreign currency rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for 5% change in foreign currency rates. A positive number indicates an increase in pre-tax profit for the year when RMB strengthens 5% against the relevant foreign currencies. For a 5% weakening of RMB against the relevant currency, there would be an equal but opposite impact on the pre-tax profit for the year.

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
美元	United States dollars		
年內稅前溢利	Pre-tax profit for the year	280,287	262,198
港元	Hong Kong dollars		
年內稅前溢利	Pre-tax profit for the year	364,010	349,111
日元	Japanese Yen		
年內稅前溢利	Pre-tax profit for the year	7,873	8,539

管理層認為，由於在年終面臨的風險並不反映全年的風險，因此敏感度分析不能代表固有的外匯風險。

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.

6. 金融工具 (續)**財務風險管理目標及政策 (續)****利率風險**

本集團承受有關浮息應收／應付合營公司款項、應付同系附屬公司款項、銀行及其他借貸的現金流量利率風險(有關該等借貸的詳情請參閱附註29)。管理層持續監察利率波動情況並於需要時考慮進一步對沖利率風險。

本集團亦承受有關應收合營公司的款項、定息銀行、其他借貸及優先票據的公平值利率風險(有關詳情請參閱附註23、29及30)。管理層會持續監察利率風險。

由於銀行結餘所適用的現行市場利率波動不定，本集團的銀行結餘承受現金流量利率風險(有關存款的詳情請參閱附註26)。管理層認為，由於計息銀行結餘的期限較短，故本集團的短期銀行存款所承受的利率風險甚微。

利率敏感度分析

敏感度分析皆決定於計息銀行結餘以及銀行及其他借貸利率風險。分析乃假設於各報告期末的該等未償還結餘於整年內均未償還。採用10或50個基點的增加或減少，代表管理層對利率的合理可能變動作出評估。

倘按浮息計值的銀行結餘及已抵押銀行存款的利率上調／下浮10個基點且所有其他變數維持不變，則截至二零一三年十二月三十一日止年度的稅前溢利將增加約9,803,000港元(二零一二年：10,608,000港元)。倘浮息銀行及其他借貸的利率上調／下浮50個基點且所有其他變數維持不變，則截至二零一三年十二月三十一日止年度的稅前溢利將減少約39,660,000港元(二零一二年：28,153,000港元)。這主要是由於本集團浮息銀行結餘、浮息銀行及其他借貸承受利率風險所致。

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****Interest rate risk**

The Group is exposed to cash flow interest rate risk in relation to floating-rate amounts due from/to joint ventures, amount due to a fellow subsidiary, bank and other borrowings (see note 29 for details of these borrowings). The management continuously monitors interest rate fluctuation and will consider further hedging interest rate risk should the need arise.

The Group is also exposed to fair value interest rate risk in relation to amount due from a joint venturer, fixed-rate bank and other borrowings, and senior notes (see notes 23, 29 and 30 for details). The management continuously monitors interest rate exposure.

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances (see note 26 for details of these deposits). The management considers the Group's exposure of the short-term bank deposits to interest rate risk is not significant as interest bearing bank balances are within short maturity period.

Interest rate sensitivity analysis

The sensitivity analysis has been determined based on the exposure to interest rates for interest bearing bank balances and bank and other borrowings. The analysis is prepared assuming those balances outstanding at the end of each reporting period were outstanding for the whole year. A 10 or 50 basis points increase or decrease which represents the management's assessment of the reasonably possible change in interest rates is used.

If the interest rate on bank balances and pledged bank deposits carried at variable rates had been 10 basis points higher/lower and all other variables were held constant, the pre-tax profit for the year ended 31st December, 2013 would increase by approximately HK\$9,803,000 (2012: HK\$10,608,000). If the interest rate on floating-rate bank and other borrowings had been 50 basis points higher/lower and all other variables were held constant, the pre-tax profit for the year ended 31st December, 2013 would decrease by approximately HK\$39,660,000 (2012: HK\$28,153,000). This is mainly attributable to the Group's exposure to interest rates on its bank balances with variable rates and floating-rate bank and other borrowings.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

利率風險 (續)

利率敏感度分析 (續)

本集團面臨的現金流量利率風險主要是來自本集團港元借貸的香港銀行同業拆息及本集團人民幣及歐元借貸的中國人民銀行基準利率之波動。

信貸風險

倘交易對手未能履行有關各類已確認金融資產的責任，則本集團的信貸風險將以綜合財務狀況表所列的該等資產賬面值為限。為盡量減低信貸風險，本集團制訂政策以釐定信貸限額、批核信貸額及其他監管程序，以確保能跟進追討有關逾期債務的事宜。

於接納任何新客戶前，本集團就新客戶的信譽進行調查、評估潛在客戶的信貸質素並界定客戶的信貸限額。賦予客戶的信貸限額每年檢討一次。

此外，本集團定期檢討各項個別貿易債務是否可收回，以確保就不可收回款項作出足夠減值虧損。就此，本集團董事認為信貸風險已大幅減少。

由於交易對手為具有良好信貸評級的金融機構，故此銀行存款的信貸風險有限。

於二零一三年十二月三十一日，本集團有關應收同系附屬公司、合營公司及一間合營公司款項的信貸集中風險分別為零港元（二零一二年：33,913,000港元）、455,202,000港元（二零一二年：173,804,000港元）及524,382,000港元（二零一二年：493,308,000港元）。為盡量減低信貸風險，管理層於各報告期末均審閱各項應收其同系附屬公司、合營公司及一間合營公司款項的可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，本公司董事認為本集團的信貸風險顯著減少。

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

Interest rate sensitivity analysis (Continued)

The Group's exposure to cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR") arising from the Group's borrowings denominated in Hong Kong dollars and People's Bank of China Base Rate arising from the Group's borrowings denominated in RMB.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

Before accepting any new customer, the Group carries out searches on the creditability of the new customer and assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed once a year.

In addition, the Group reviews the recoverability of each individual trade debt on a regular basis to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Group considers that the credit risk is significantly reduced.

The credit risk on bank deposits is limited because the counterparties are financial institutions with high credit standing.

At 31st December, 2013, the Group has concentration of credit risk in relation to the receivables from fellow subsidiaries, joint ventures and a joint venturer amounting to nil (2012: HK\$33,913,000), HK\$455,202,000 (2012: HK\$173,804,000) and HK\$524,382,000 (2012: HK\$493,308,000), respectively. In order to minimise the credit risk, the management has reviewed the recoverable amount of each receivable from its fellow subsidiaries, joint ventures and a joint venturer at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

6. 金融工具 (續)**財務風險管理目標及政策 (續)****流動資金風險**

管理流動資金風險時，本集團監察並維持管理層認為足以撥付本集團業務的現金及現金等值水平，減輕波動對現金流量的影響。管理層亦監察銀行借貸的動用，確保遵守貸款契諾（如有）。

下表詳細載列本集團的金融負債的剩餘合約年期。該表按金融負債（於本集團可被要求支付的最早日期）的未貼現現金流量編製。該表包括利息及本金的現金流量。

6. FINANCIAL INSTRUMENTS (Continued)**Financial risk management objectives and policies (Continued)****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. The management also monitors the utilisation of bank borrowings and ensures compliance with loan covenants, if any.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

		加權平均利率	按要求或 不到一年	超過一年但 不超過五年 Over	超過五年 Over	未貼現現金 流量總額 Total undiscounted cash flows	賬面值 Carrying amounts
		Weighted average interest rate	On demand or less than 1 year	1 year but not more than 5 years	5 years	千港元	千港元
		%	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
於二零一三年十二月三十一日		At 31st December, 2013					
應付貿易賬款及 其他應付款	Trade and other payables						
— 免息	— interest-free	—	6,880,879	—	—	6,880,879	6,880,879
— 計息	— interest bearing	2.16	1,930,915	—	—	1,930,915	1,890,038
銀行及其他借貸	Bank and other borrowings	1.25	154,897	8,144,271	201,456	8,500,624	8,190,325
優先票據	Senior notes	2.38	261,718	1,046,871	6,993,680	8,302,269	5,683,954
其他長期負債	Other long-term liabilities	3.00	16,833	42,879	240,327	300,039	245,405
			9,245,242	9,234,021	7,435,463	25,914,726	22,890,601
於二零一二年十二月三十一日 (重列)		At 31st December, 2012 (restated)					
應付貿易賬款及 其他應付款	Trade and other payables						
— 免息	— interest-free	—	2,651,967	—	—	2,651,967	2,651,967
— 計息	— interest bearing	2.00	1,281,212	—	—	1,281,212	1,256,160
應付中間控股公司款項	Amount due to an intermediate holding company	—	45,016	—	—	45,016	45,016
應付同系附屬公司款項	Amounts due to fellow subsidiaries	2.44	2,584,315	—	—	2,584,315	2,564,673
銀行及其他借貸	Bank and other borrowings	1.67	182,810	5,737,887	409,336	6,330,033	6,023,797
優先票據	Senior notes	2.38	261,621	1,046,485	7,121,911	8,430,017	5,669,130
其他長期負債	Other long-term liabilities	2.31	18,462	129,811	1,268	149,541	78,877
			2,025,403	6,914,183	7,532,515	21,472,101	18,289,620

6. 金融工具 (續)

公平值

上市證券為1,891,000港元(二零一二年: 2,375,000港元)之可供銷售投資之公平值計量均來自在活躍市場中的報價。

可供銷售投資之估價被列為公平值等級之一級,其公平值來自於活躍市場中同樣資產之報價(未經調整)。

本公司董事認為,於綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面值與彼等的公平值相若。計入三級類別之金融資產及金融負債的公平值乃根據公認定價模式,按照貼現現金流量分析釐定。

7. 營業額及分類資料

為就資源分配及分類業績評估向本公司執行董事,即主要營運決策者報告之資料,重點為交付貨物或提供服務的類型。

本集團根據香港財務報告準則第8號的經營分類如下:

銷售及分銷氣體燃料及相關產品 – 銷售天然氣及較少量住宅、商業和工業用液化石油氣

燃氣接駁 – 根據燃氣接駁合約建設燃氣管網

分類業績指各分類所賺取的除稅前溢利,但不包括雜項收入、利息收入、財務成本、中央行政成本、從預付租約款項撥回及董事薪金。此等為呈報予本公司執行董事用作資源分配及評估分類表現的方式。

6. FINANCIAL INSTRUMENTS (Continued)

Fair values

The fair value measurement of the available-for-sale investments which are listed securities of HK\$1,891,000 (2012: HK\$2,375,000) are derived from quoted prices in an active market.

The valuation of available-for-sale investments is classified as level 1 of the fair value hierarchy with the fair value derived from quoted prices (unadjusted) in active market for identical assets.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values. The fair values of financial assets and financial liabilities included in the level 3 category have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

7. TURNOVER AND SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's operating segments under HKFRS 8 are as follows:

Sale and distribution of gas fuel and related products – sale of natural gas and to a much lesser extent, liquefied petroleum gas for residential, commercial and industrial use

Gas connection – construction of gas pipelines networks under gas connection contracts

Segments results represent the profit before taxation earned by each segment, excluding sundry income, interest income, finance costs, central administration costs, release from prepaid lease payments and directors' salaries. This is the measure reported to the executive directors of the Company for the purpose of resource allocation and assessment of segment performance.

7. 營業額及分類資料 (續)

分類收益、分類業績、分類資產及分類負債的資料如下：

截至二零一三年十二月三十一日止年度

分類收益及業績

7. TURNOVER AND SEGMENT INFORMATION (Continued)

The information of segment revenue, segment results, segment assets and segment liabilities are as follows:

For the year ended 31st December, 2013

Segment revenue and results

		銷售及分銷氣體 燃料及相關產品 Sale and distribution of gas fuel and related products 千港元 HK\$'000	燃氣接駁 Gas connection 千港元 HK\$'000	合計 Total 千港元 HK\$'000
營業額	Turnover			
外銷	External sales	17,164,278	5,123,749	22,288,027
業績	Results			
分類業績	Segment results	2,247,139	2,492,593	4,739,732
應佔合營公司業績	Share of results of joint ventures			698,426
應佔聯營公司業績	Share of results of associates			99,901
財務成本	Finance costs			(523,558)
未分配收入	Unallocated income			595,872
未分配開支	Unallocated expenses			(1,799,512)
除稅前溢利	Profit before taxation			3,810,861

7. 營業額及分類資料 (續)

7. TURNOVER AND SEGMENT INFORMATION
(Continued)截至二零一三年十二月三十一日止年度
(續)

For the year ended 31st December, 2013 (Continued)

分類資產及負債

Segment assets and liabilities

		銷售及分銷氣體 燃料及相關產品 Sale and distribution of gas fuel and related products 千港元 HK\$'000	燃氣接駁 Gas connection 千港元 HK\$'000	合計 Consolidated 千港元 HK\$'000
資產	ASSETS			
分類資產	Segment assets	22,015,545	2,209,792	24,225,337
於合營公司的權益	Interests in joint ventures			8,853,031
於聯營公司的權益	Interests in associates			1,956,465
遞延稅項資產	Deferred tax assets			98,630
未分配公司資產 (附註a)	Unallocated corporate assets (Note a)			15,348,328
				50,481,791
負債	LIABILITIES			
分類負債	Segment liabilities	2,759,135	6,481,791	9,240,926
應付稅項	Taxation payable			396,520
遞延稅項負債	Deferred tax liabilities			560,957
未分配公司負債 (附註b)	Unallocated corporate liabilities (Note b)			21,667,550
				31,865,953

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

7. 營業額及分類資料 (續)

截至二零一三年十二月三十一日止年度
(續)

其他資料

計量分類溢利及分類資產所計入之款項：

7. TURNOVER AND SEGMENT INFORMATION
(Continued)

For the year ended 31st December, 2013 (Continued)

Other information

Amounts included in the measure of segment profit and segment assets:

		銷售及分銷 氣體燃料及 相關產品 Sale and distribution of gas fuel and related products 千港元 HK\$'000	燃氣接駁 Gas connection 千港元 HK\$'000	未分配 Unallocated 千港元 HK\$'000	合計 Total 千港元 HK\$'000
添置非流動資產	Additions to non-current assets	3,842,211	–	241,390	4,083,601
收購附屬公司所產生 之非流動資產添置	Additions to non-current assets arising from acquisition of subsidiaries	2,432,167	–	–	2,432,167
折舊及攤銷	Depreciation and amortisation	466,589	–	105,887	572,476
解除預付租賃款項	Release of prepaid lease payments	–	–	50,676	50,676
貿易應收賬款減值虧損	Impairment loss on trade receivables	26,410	–	–	26,410
出售物業、廠房及 設備收益	Gain on disposal of property, plant and equipment	6,712	–	–	6,712
出售投資物業虧損	Loss on disposal of investment properties	–	–	727	727

截至二零一二年十二月三十一日止年度

分類收益及業績

For the year ended 31st December, 2012

Segment revenue and results

		銷售及分銷氣體 燃料及相關產品 Sale and distribution of gas fuel and related products 千港元 HK\$'000 (重列) (Restated)	燃氣接駁 Gas connection 千港元 HK\$'000 (重列) (Restated)	合計 Total 千港元 HK\$'000 (重列) (Restated)
營業額	Turnover			
外銷	External sales	10,725,495	2,896,292	13,621,787
業績	Results			
分類業績	Segment results	1,259,379	1,346,107	2,605,486
應佔合營公司業績	Share of results of joint ventures			867,259
應佔聯營公司業績	Share of results of associates			109,568
財務成本	Finance costs			(315,022)
未分配收入	Unallocated income			180,164
未分配開支	Unallocated expenses			(878,638)
除稅前溢利	Profit before taxation			2,568,817

7. 營業額及分類資料 (續)

截至二零一二年十二月三十一日止年度
(續)

分類資產及負債

分類資產及負債		Segment assets and liabilities		
		銷售及分銷氣體 燃料及相關產品 Sale and distribution of gas fuel and related products 千港元 HK\$'000 (重列) (Restated)	燃氣接駁 Gas connection 千港元 HK\$'000 (重列) (Restated)	合計 Consolidated 千港元 HK\$'000 (重列) (Restated)
資產	ASSETS			
分類資產	Segment assets	14,551,054	1,567,272	16,118,326
於合營公司的權益	Interests in joint ventures			6,144,740
於聯營公司的權益	Interests in associates			1,757,911
遞延稅項資產	Deferred tax assets			115,350
未分配公司資產 (附註a)	Unallocated corporate assets (Note a)			13,546,208
				37,682,535
負債	LIABILITIES			
分類負債	Segment liabilities	1,737,307	4,780,392	6,517,699
應付稅項	Taxation payable			225,166
遞延稅項負債	Deferred tax liabilities			508,348
未分配公司負債 (附註b)	Unallocated corporate liabilities (Note b)			15,745,332
				22,996,545

其他資料

計量分類溢利所計入之款項：

Other information

Amounts included in the measure of segment profit:

		銷售及分銷 氣體燃料及 相關產品 Sale and distribution of gas fuel and related products 千港元 HK\$'000 (重列) (Restated)	燃氣接駁 Gas connection 千港元 HK\$'000 (重列) (Restated)	未分配 Unallocated 千港元 HK\$'000 (重列) (Restated)	合計 Total 千港元 HK\$'000 (重列) (Restated)
添置非流動資產	Additions to non-current assets	2,433,516	–	197,408	2,630,924
收購附屬公司所產生 之非流動資產添置	Additions to non-current assets arising from acquisition of subsidiaries	3,502,771	–	–	3,502,771
折舊及攤銷	Depreciation and amortisation	404,262	–	96,421	500,683
解除預付租賃款項	Release of prepaid lease payments	–	–	20,008	20,008
貿易應收賬款減值虧損	Impairment loss on trade receivables	5,201	–	–	5,201
出售物業、廠房及設備 收益	Gain on disposal of property, plant and equipment	1,983	–	–	1,983

7. 營業額及分類資料 (續)**地區資料**

於該兩年內，本集團的營業額及非流動資產（不包括金融工具及遞延稅項資產）乃於中華人民共和國（「中國」）產生並位於中國。

有關主要客戶的資料

於該兩年內，並無來自單一外部客戶交易的收益佔本集團收益10%或以上。

附註：

- (a) 未分配公司資產指收購從事銷售及分銷氣體燃料及相關產品以及燃氣接駁的附屬公司所產生的商譽、投資物業、預付租約款項、預付租約款項按金、投資按金、可供銷售投資、其他應收款、應收合營公司款項、應收同系附屬公司款項、已抵押銀行存款以及銀行結餘及現金。
- (b) 未分配公司負債指其他應付款、應計開支、收購附屬公司的應付代價、應付中間控股公司及同系附屬公司款項、銀行及其他借貸、優先票據以及其他長期負債（不包括收購經營權的應付款項）。應付中間控股公司及同系附屬公司款項、銀行及其他借貸及優先票據由本集團的司庫中央管理，故分類為未分配公司負債。

7. TURNOVER AND SEGMENT INFORMATION (Continued)**Geographical information**

The Group's turnover and non-current assets (excluded financial instruments and deferred tax assets) are arisen in and located in the People's Republic of China ("PRC") during both years.

Information about major customers

No single external customer contributed revenue from transactions amounting to 10% or more of the revenue of the Group during both years.

Notes:

- (a) Unallocated corporate assets represent goodwill arising on acquisition of subsidiaries and which are engaged in sale and distribution of gas fuel and related products and gas connection, investment properties, prepaid lease payments, deposits for prepaid lease payments, deposits for investments, available-for-sale investments, other receivables, amount due from a joint venturer, amounts due from fellow subsidiaries, pledged bank deposits and bank balances and cash.
- (b) Unallocated corporate liabilities represent other payables, accrued expenses, consideration payable for acquisition of subsidiaries, amounts due to an intermediate holding company and fellow subsidiaries, bank and other borrowings, senior notes and other long-term liabilities (excluding payable for acquisition of operating rights). The amounts due to an intermediate holding company and fellow subsidiaries, bank and other borrowings and senior notes are classified as unallocated corporate liabilities because they are managed centrally by the treasury function of the Group.

8. 財務成本

8. FINANCE COSTS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
利息：	Interests on:		
須於五年內悉數償還的銀行及其他借貸	Bank and other borrowings wholly repayable within five years	188,989	61,841
毋須於五年內悉數償還的銀行及其他借貸	Bank and other borrowings not wholly repayable within five years	6,565	9,231
毋須於五年內悉數償還的優先票據	Senior notes not wholly repayable within five years	274,450	201,120
應付合營公司款項	Amounts due to joint ventures	32,022	28,534
應付同系附屬公司款項	Amount due to a fellow subsidiary	19,378	12,326
其他長期負債	Other long-term liabilities	2,154	1,970
		523,558	315,022

9. 稅項

9. TAXATION

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
稅項支出包括：	The tax charge comprises:		
即期稅項	Current taxation		
中國企業所得稅	PRC Enterprise Income Tax	875,084	463,542
過往年度撥備不足	Underprovision in prior years	19,464	5,040
有關中國投資已分派溢利支付的預扣稅	Withholding tax paid for distributed profits of investments in the PRC	77,253	54,277
		971,801	522,859
遞延稅項(附註32)	Deferred taxation (note 32)		
本年度	Current year	15,306	16,674
		987,107	539,533

9. 稅項 (續)

年內的香港利得稅乃根據估計應課稅溢利按稅率**16.5%** (二零一二年：**16.5%**) 計算。本公司及其於香港經營的附屬公司並無應課稅溢利，因此，並無於綜合財務報表內計提香港利得稅撥備。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司的稅率為**25%**，惟若干集團實體享有優惠稅率。

根據財政部及國家稅務總局聯合下發的通知(財稅二零一一年第**1**號)，外資企業僅於向外國投資者分派其於二零零八年一月一日前賺取的溢利時可豁免繳納預扣稅；而於該日後根據所產生溢利而分派的股息則須根據新稅法第**3**條及第**27**條以及其詳細實施規則第**91**條按**5%**或**10%**的稅率繳納企業所得稅(由中國實體扣除)。

9. TAXATION (Continued)

Hong Kong Profits Tax is calculated at 16.5% (2012: 16.5%) on the estimated assessable profits for the year. The Company and its subsidiaries operating in Hong Kong do not have assessable profits, accordingly, no provision for Hong Kong Profits Tax has been made in the consolidated financial statements.

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

According to a joint circular of the Ministry of Finance and State Administration of Taxation, Cai Shui 2011 No. 1, only the profits earned by foreign-investment enterprise prior to 1st January, 2008, when distributed to foreign investors, can be grandfathered and exempted from withholding tax. Whereas, dividend distributed out of the profits generated thereafter, shall be subject to the Enterprise Income Tax at 5% or 10% and withheld by the PRC entities, pursuant to Articles 3 and 27 of the New Law and Article 91 of its Detailed Implementation Rules.

9. 稅項 (續)

年內稅項開支可與按綜合損益及其他全面收入報表所列的除稅前溢利對賬如下：

9. TAXATION (Continued)

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

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
除稅前溢利	Profit before taxation	3,810,861	2,568,817
按適用所得稅率25% (二零一二年：25%) 計算的稅項	Tax at the applicable income tax rate of 25% (2012: 25%)	952,715	642,204
就稅務用途不可扣減開支的 稅務影響	Tax effect of expenses not deductible for tax purposes	130,184	98,908
就稅務用途毋須課稅收入的 稅務影響	Tax effect of income not taxable for tax purposes	(13,382)	(10,385)
應佔聯營公司業績的稅務影響	Tax effect of share of results of associates	(24,975)	(27,392)
應佔合營公司業績的稅務影響	Tax effect of share of results of joint ventures	(174,607)	(216,815)
未確認稅項虧損的稅務影響	Tax effect of tax losses not recognised	34,810	20,505
動用過往並未確認的稅項虧損	Utilisation of tax losses previously not recognised	(2,303)	(2,425)
於中國經營的附屬公司所獲 稅項減免的影響	Effect of tax exemptions and reliefs granted to subsidiaries operating in the PRC	(27,930)	(27,643)
按優惠稅率計算的所得稅	Income tax at concessionary rates	(3,808)	(2,628)
附屬公司不同稅率的影響	Effect of different tax rates of subsidiaries	4,071	1,384
有關中國投資未分派溢利的 預扣稅	Withholding tax for undistributed profits of investments in the PRC	15,678	12,449
有關中國投資已分派溢利支付 的預扣稅	Withholding tax paid for distributed profits of investments in the PRC	77,253	54,277
過往年度撥備不足	Underprovision in prior years	19,464	5,040
其他	Others	(63)	(7,946)
年內稅項支出	Tax charge for the year	987,107	539,533

10. 年內溢利

10. PROFIT FOR THE YEAR

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
年內溢利已扣除 (計入) :	Profit for the year has been arrived at after charging (crediting):		
員工成本	Staff costs		
董事酬金 (附註11)	Directors' emoluments (note 11)	26,026	47,410
其他員工	Other staff		
– 薪金及紅利	– Salaries and bonus	1,352,611	673,742
– 其他福利	– Other benefits	586,661	473,730
– 獎勵計劃下論功行賞的獎金	– Performance related incentive payments under the Incentive Award Scheme	36,173	75,246
– 退休福利計劃供款	– Retirement benefits schemes contributions	279,609	180,071
員工成本總額	Total staff costs	2,281,080	1,450,199
核數師酬金	Auditor's remuneration	5,378	5,500
物業、廠房及設備折舊	Depreciation of property, plant and equipment	530,779	486,123
投資物業折舊	Depreciation of investment properties	12,177	625
經營權攤銷 (已計入行政開支)	Amortisation of operating rights (included in administrative expenses)	29,520	13,935
預付租約款項撥回	Release of prepaid lease payments	50,676	20,008
應收貿易賬款減值虧損	Impairment loss on trade receivables	26,410	5,201
租賃物業的經營租約租金	Operating lease rentals in respect of rented premises	106,041	71,737
出售可供銷售投資虧損	Loss on disposal of available-for-sale investments	–	1,680
出售投資物業虧損	Loss on disposal of investment properties	727	–
出售物業、廠房及設備收益	Gain on disposal of property, plant and equipment	(6,712)	(1,983)
政府補助金	Government grants	(65,285)	(29,501)
銀行存款利息	Interest on bank deposits	(241,079)	(218,235)
來自應收合營公司款項的利息收入	Interest income from amounts due from joint ventures	(3,829)	(2,233)
來自應收合營者款項的利息收入	Interest income from amount due from a joint venturer	(15,575)	–
來自投資物業的租金收入 (已扣除可忽略開支)	Rental income from investment properties (net of negligible outgoings)	(2,907)	(3,758)

11. 董事及行政總裁酬金及五名最高薪僱員

董事

已付或應付董事的酬金如下：

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

Directors

The emoluments paid or payable to the directors are as follows:

董事姓名	Name of Director	二零一三年 2013					二零一二年 合計 2012 Total
		袍金 Fees 千港元 HK\$'000	薪金及 其他福利 Salaries and other benefits 千港元 HK\$'000	論功行賞 的獎金 Performance related incentive payments 千港元 HK\$'000	退休福利 計劃供款 Retirement benefit schemes contributions 千港元 HK\$'000	合計 Total 千港元 HK\$'000	
執行董事 Executive directors							
王傳棟	Wang Chuandong	70	1,917	9,381	144	11,512	16,940
石善博	Shi Shanbo	70	1,495	7,493	144	9,202	1,531
王添根	Ong Thiam Kin, Ken	70	1,638	2,682	182	4,572	7,734
馬國安	Ma Guoan	a	-	-	-	-	20,545
非執行董事 Non-executive directors							
杜文民	Du Wenmin	-	-	-	-	-	70
魏斌	Wei Bin	-	-	-	-	-	70
黃道國	Huang Daoguo	70	-	-	-	70	35
陳鷹	Chen Ying	70	-	-	-	70	35
陸志昌	Luk Chi Cheong	b	-	-	-	-	150
獨立非執行 Independent non- executive directors							
黃得勝	Wong Tak Sing	150	-	-	-	150	150
于劍	Yu Jian	150	-	-	-	150	150
俞漢度	Yu Hon To, David	c	150	-	-	150	-
秦朝葵	Qin Chaokui	c	150	-	-	150	-
			950	5,050	19,556	470	26,026
							47,410

附註：

- (a) 該名董事乃於二零一二年六月一日辭任。
- (b) 該名董事乃於二零一二年十二月二十八日辭任。
- (c) 該等董事已於二零一二年十二月二十八日獲委任。

Notes:

- (a) The director resigned on 1st June, 2012.
- (b) The director resigned on 28th December, 2012.
- (c) These directors were appointed on 28th December, 2012.

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11. 董事酬金及五名最高薪僱員 (續)

董事 (續)

董事總經理石善博先生亦承擔本公司行政總裁職務，上文所披露石先生的酬金包括彼作為行政總裁提供服務所獲酬金。

論功行賞的獎金乃根據本集團的經營業績、個人表現及可供比較的市場統計數據釐定。其中包括根據附註34所定義的獎勵計劃授予董事**18,230,000**港元(二零一二年：**37,120,000**港元)。

僱員

本集團五名最高薪人士包括兩名(二零一二年：兩名)執行董事，彼等的酬金詳情載於上文。本集團其餘三名(二零一二年：三名)最高薪僱員的酬金如下：

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

Directors (Continued)

The managing director, Mr. Shi Shanbo, is also carrying out the duties of the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

Performance related incentive payments were determined with reference to the Group's operating results, individual performances and comparable market statistics. Included therein were amounts granted to directors of HK\$18,230,000 (2012: HK\$37,120,000) under the Incentive Award Scheme as defined in note 34.

Employees

The five highest paid individuals of the Group included two (2012: two) executive directors, details of whose emoluments are set out above. The emoluments of the remaining three (2012: three) highest paid employees of the Group are as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
薪金及其他福利	Salaries and other benefits	2,205	2,064
論功行賞的獎金	Performance related incentive payments	14,028	27,097
退休福利計劃供款	Retirement benefit schemes contributions	250	205
		16,483	29,366

上述僱員的酬金介乎以下範圍：

The emoluments of the above employees are within the following bands:

		二零一三年 2013 僱員人數 Number of employees	二零一二年 2012 僱員人數 Number of employees
4,500,001港元至5,000,000港元	HK\$4,500,001 to HK\$5,000,000	2	–
6,500,001港元至7,000,000港元	HK\$6,500,001 to HK\$7,000,000	1	–
8,000,001港元至8,500,000港元	HK\$8,000,001 to HK\$8,500,000	–	1
9,500,001港元至10,000,000港元	HK\$9,500,001 to HK\$10,000,000	–	1
11,000,001港元至11,500,000港元	HK\$11,000,001 to HK\$11,500,000	–	1

12. 股息

12. DIVIDENDS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
年內確認為分派的股息：	Dividends recognised as distribution during the year:		
二零一三年中期股息－ 每股2港仙(二零一二年： 二零一二年中期股息－ 每股2港仙)	2013 interim dividend – 2 HK cents per share (2012: 2012 interim dividend – 2 HK cents per share)	44,480	40,073
二零一二年末期股息－ 每股14港仙(二零一二年： 二零一一年末期股息－ 每股10港仙)	2012 final dividend – 14 HK cents per share (2012: 2011 final dividend – 10 HK cents per share)	303,874	200,357
		348,354	240,430

董事建議向股東派付截至二零一三年十二月三十一日止年度的末期股息每股20港仙(二零一二年：每股14港仙)，總額達434,547,000港元(二零一二年：303,874,000港元)。

The directors recommend the payment of a final dividend of 20 HK cents per share for the year ended 31st December, 2013 (2012: 14 HK cents per share) amounting to HK\$434,547,000 (2012: HK\$303,874,000).

Notes to the Consolidated Financial Statements

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

13. 每股盈利

每股基本及攤薄盈利乃按以下數據計算：

13. EARNINGS PER SHARE

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

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
盈利：	Earnings:		
用以計算每股基本及攤薄盈利的盈利(本公司擁有人應佔年內溢利)	Earnings for the purposes of basic and diluted earnings per share (profit for the year attributable to owners of the Company)	2,160,945	1,645,543
		二零一三年 2013	二零一二年 2012
股份數目：	Number of shares:		
用以計算每股基本盈利的加權平均已發行股份數目減為獎勵計劃持有的股份	Weighted average number of shares in issue less shares held for incentive award scheme for the purpose of basic earnings per share	2,170,601,351	2,015,851,847
潛在攤薄股份的影響購股權	Effect of dilutive potential shares Share options	452	748
用以計算每股攤薄盈利的加權平均已發行股份數目減為獎勵計劃持有的股份	Weighted average number of shares in issue less shares held for incentive award scheme for the purpose of diluted earnings per share	2,170,601,803	2,015,852,595

14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		租賃物業	廠房、 機器及設備	燃氣管道	傢俬及 裝置	租賃裝修	汽車	在建工程	合計
		Leasehold properties	Plant, machinery and equipment	Gas pipelines	Furniture and fixtures	Leasehold improvements	Motor vehicles	Construction in progress	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
本集團	THE GROUP								
成本	COST								
於二零一二年一月一日 (重列)	At 1st January, 2012 (restated)	761,969	802,846	3,876,018	81,992	24,128	294,515	2,222,628	8,064,096
匯兌調整	Exchange adjustments	2,785	1,185	8,614	4,680	14	526	1,436	19,240
添置	Additions	232,494	326,681	640,275	49,955	4,726	142,727	1,202,585	2,599,443
收購附屬公司	Acquisition of subsidiaries	256,116	112,821	2,622,229	15,101	5,984	33,649	363,705	3,409,605
出售	Disposals	(14,772)	(34,814)	(1,292)	(5,492)	-	(17,935)	(1,988)	(76,293)
轉讓	Transfer	239,937	96,389	821,410	4,458	-	2,729	(1,164,923)	-
於二零一二年十二月三十一日	At 31st December, 2012	1,478,529	1,305,108	7,967,254	150,694	34,852	456,211	2,623,443	14,016,091
匯兌調整	Exchange adjustments	10,396	10,560	23,293	11,916	7,603	8,105	12,531	84,404
添置	Additions	253,100	349,604	838,991	45,993	29,304	145,064	2,205,245	3,867,301
收購附屬公司	Acquisition of subsidiaries	516,922	69,190	1,224,486	21,890	-	19,970	292,687	2,145,145
出售	Disposals	(13,567)	(18,089)	(13,153)	(10,020)	-	(20,654)	(5,118)	(80,601)
轉讓	Transfer	165,914	166,208	2,018,774	5,233	-	3,179	(2,359,308)	-
於二零一三年十二月三十一日	At 31st December, 2013	2,411,294	1,882,581	12,059,645	225,706	71,759	611,875	2,769,480	20,032,340
折舊及減值	DEPRECIATION AND IMPAIRMENT								
於二零一二年一月一日 (重列)	At 1st January, 2012 (restated)	2,454	79,702	369,352	18,682	1,514	55,570	26,831	554,105
匯兌調整	Exchange adjustments	143	247	686	119	5	136	-	1,336
本年度撥備	Provided for the year	46,786	107,198	236,343	36,597	1,425	57,774	-	486,123
出售時撇除	Eliminated on disposals	(747)	(18,236)	(205)	(2,458)	-	(13,398)	-	(35,044)
於二零一二年十二月三十一日	At 31st December, 2012	48,636	168,911	606,176	52,940	2,944	100,082	26,831	1,006,520
匯兌調整	Exchange adjustments	155	665	682	116	2	37	-	1,657
本年度撥備	Provided for the year	54,570	57,397	325,102	29,837	1,731	62,142	-	530,779
出售時撇除	Eliminated on disposals	(2,214)	(6,998)	(1,787)	(10,001)	-	(13,477)	-	(34,477)
於二零一三年十二月三十一日	At 31st December, 2013	101,147	219,975	930,173	72,892	4,677	148,784	26,831	1,504,479
賬面值	CARRYING VALUES								
於二零一三年十二月三十一日	At 31st December, 2013	2,310,147	1,662,606	11,129,472	152,814	67,082	463,091	2,742,649	18,527,861
於二零一二年十二月三十一日 (重列)	At 31st December, 2012 (restated)	1,429,893	1,136,197	7,361,078	97,754	31,908	356,129	2,596,612	13,009,571

14. 物業、廠房及設備 (續)

上述物業、廠房及設備項目(在建工程除外)按估計可使用年期在計及其估計剩餘價值後以直線法予以折舊:

租賃物業	25至40年或按有關租期(倘為較短者)
廠房、機器及設備	5至20年
燃氣管道	20至30年
傢俬及裝置	3至12年
租賃物業裝修	3至5年或按有關租期(倘為較短者)
汽車	3 $\frac{1}{3}$ 至10年

本集團的租賃物業包括位於中國土地上按中期租約持有之樓宇。

於二零一三年十二月三十一日,賬面總值為6,223,000港元(二零一二年:6,624,000港元)的物業、廠房及設備已經抵押,以取得授予本集團的銀行借貸。

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, as follows:

Leasehold properties	25 to 40 years or over the relevant lease terms, if shorter
Plant, machinery and equipment	5 to 20 years
Gas pipelines	20 to 30 years
Furniture and fixtures	3 to 12 years
Leasehold improvements	3 to 5 years or over the relevant lease terms, if shorter
Motor vehicles	3 $\frac{1}{3}$ to 10 years

The Group's leasehold properties comprise buildings situated on land in the PRC and held under medium-term leases.

At 31st December, 2013, property, plant and equipment with an aggregate carrying value of HK\$6,223,000 (2012: HK\$6,624,000) are pledged to secure the bank borrowings granted to the Group.

15. 預付租約款項**15. PREPAID LEASE PAYMENTS**

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
本集團的預付租約款項包括位於中國按中期租約持有的租賃土地:	The Group's prepaid lease payments comprise of leasehold land situated in the PRC on medium-term lease:		
非流動資產	Non-current assets	1,132,220	849,917
流動資產	Current assets	55,115	39,540
		1,187,335	889,457

16. 投資物業

16. INVESTMENT PROPERTIES

		千港元 HK\$'000
成本	COST	
於二零一二年一月一日 (重列)	At 1st January, 2012 (restated)	4,238
匯兌調整	Exchange adjustments	(5)
於二零一二年十二月三十一日	At 31st December, 2012	4,233
匯兌調整	Exchange adjustments	233
添置	Additions	21,029
出售	Disposals	(833)
於二零一三年十二月三十一日	At 31st December, 2013	24,662
折舊	DEPRECIATION	
於二零一二年一月一日 (重列)	At 1st January, 2012 (restated)	744
本年度撥備	Provided for the year	625
於二零一二年十二月三十一日	At 31st December, 2012	1,369
匯兌調整	Exchange adjustments	82
本年度撥備	Provided for the year	12,177
出售	Disposals	(106)
於二零一三年十二月三十一日	At 31st December, 2013	13,522
賬面值	CARRYING VALUES	
於二零一三年十二月三十一日	At 31st December, 2013	11,140
於二零一二年十二月三十一日 (重列)	At 31st December, 2012 (restated)	2,864

本集團所有以經營租約形式持有以賺取租金收入或作資本增值用途的物業權益皆以成本模式計量，並分類為投資物業入賬。折舊乃按剩餘租賃年期以直線法撇銷投資物業的成本。

於二零一三年及二零一二年十二月三十一日，本集團的所有投資物業均位於中國，且均為中期租約。

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using cost model and are classified and accounted for as investment properties. Depreciation is provided to write off the cost of investment properties using straight-line method over the remaining terms of the leases.

At 31st December, 2013 and 2012, all of the Group's investment properties are situated in the PRC with medium-term of lease.

17. 於合營公司權益

17. INTERESTS IN JOINT VENTURES

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
於合營公司非上市投資的成本	Cost of unlisted investments in joint ventures	4,173,143	1,736,527
應佔收購後溢利及其他全面 收入，扣除已收股息	Share of post-acquisition profits and other comprehensive income, net of dividend received	4,679,888	4,408,213
		8,853,031	6,144,740

於報告期末，本集團的合營公司詳情載於附註44。

Details of the Group principal joint ventures at the end of the reporting period are set out in note 44.

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17. 於合營公司權益 (續)**主要合營公司的財務資料概要**

有關本集團主要合營公司的財務資料概要載列如下。

17. INTERESTS IN JOINT VENTURES (Continued)**Summarised financial information of material joint ventures**

The summarised financial information in respect of the Group's material joint ventures is set out below.

合營公司乃於該等綜合財務報表中按權益法入賬：

The joint ventures are accounted for using equity method in these consolidated financial statements:

	成發燃氣 有限公司 二零一三年 千港元	成發燃氣 有限公司 二零一二年 千港元	無錫華豐燃氣 有限公司 二零一三年 千港元	無錫華豐燃氣 有限公司 二零一二年 千港元	廈門華豐燃氣 有限公司 二零一三年 千港元	廈門華豐燃氣 有限公司 二零一二年 千港元	津滄華豐燃氣 有限公司 二零一三年 千港元	津滄華豐燃氣 有限公司 二零一二年 千港元	鎮江華豐燃氣 有限公司 二零一三年 千港元	鎮江華豐燃氣 有限公司 二零一二年 千港元	南門市燃氣 有限公司 二零一三年 千港元	南門市燃氣 有限公司 二零一二年 千港元	福州華豐燃氣 有限公司 二零一三年 千港元	福州華豐燃氣 有限公司 二零一二年 千港元
流動資產	3,086,355	2,771,719	-	1,273,638	1,179,309	966,802	2,190,627	1,960,454	579,251	476,454	289,625	236,875	774,273	541,927
非流動資產	2,225,561	1,861,760	-	2,014,848	1,722,400	1,596,227	9,762,678	797,639	855,497	797,639	1,480,182	1,236,296	1,024,469	790,092
流動負債	(2,736,143)	(2,608,536)	-	(1,903,743)	(1,202,918)	(929,796)	(1,783,744)	(687,186)	(1,080,719)	(687,186)	(1,328,099)	(1,102,337)	(907,039)	(601,038)
非流動負債	(73,813)	(81,826)	-	(69,680)	(30,156)	(32,053)	(3,878,772)	(200)	(206)	(200)	(56,701)	(56,016)	(27,871)	(24,058)
上述資產及負債總額包括 下列各項：														
現金及現金等值	620,957	712,202	-	684,002	718,309	772,308	1,334,175	18,846	27,717	18,846	71,947	56,279	448,385	249,412
流動金融負債 (不包括應付貿易 賬款及其他應付款及撥備)	(3,578)	(3,528)	-	(6,928)	(107,733)	(183,548)	(254,378)	(10,119)	(10,119)	(6,567)	(33,872)	(29,135)	(60,000)	(65,720)
非流動金融負債 (不包括應付貿易 賬款及其他應付款及撥備)	(74,296)	(82,312)	-	(69,680)	-	-	(3,811,346)	-	-	-	(53,824)	(53,647)	(27,553)	(24,058)

* 於二零一三年，該公司被視作本公司的附屬公司 (附註36(a)及36(b))。

* In 2013, the company is regarded as a subsidiary of the Group (notes 36(a) and 36(b)).

17. 於合營公司權益 (續)

主要合營公司的財務資料概要 (續)

Summarised financial information of material joint ventures (Continued)

上述財務資料概要與於綜合財務報表內確認的合營公司權益的賬面值對賬如下：

Reconciliation of the above summarised financial information to the carrying amount of the interest in joint ventures recognised in the consolidated financial statements:

	成都城市燃氣 有限公司 二零一三年 千港元 HK\$'000	二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000	無錫華潤燃氣 有限公司* 二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000	廈門華潤燃氣 有限公司 二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000	天津華潤燃氣 有限公司 二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000	鎮江華潤燃氣 有限公司 二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000	南昌燃氣 有限公司 二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000	福州華潤燃氣 有限公司 二零一二年 千港元 HK\$'000	二零一三年 千港元 HK\$'000
合營公司資產淨值	2,451,960	1,943,117	-	1,315,063	1,688,633	1,601,180	6,290,789	-	353,823	586,707	314,818	863,832	706,923		
本集團於合營公司的 擁有權益比例	36%	36%	N/A	50%	49%	49%	49%	N/A	51%	51%	49%	49%	49%		
商譽	882,705	639,522	-	657,532	817,630	784,578	3,082,486	-	180,449	299,221	154,261	423,278	346,392		
於收購時公平值調整的影響	1,719	1,719	-	3,319	-	-	-	-	-	-	479,512	413,427	413,427		
	249,749	259,369	-	77,801	-	-	-	-	19,073	20,009	181,784	167,172	175,828		
本集團於合營公司中權益的 賬面值	1,134,173	960,610	-	738,652	817,630	784,578	3,082,486	-	199,822	319,230	815,557	1,003,877	935,647		

* 於二零一三年，該公司被視作本公司的附屬公司 (附註36(a)及36(b))。

* In 2013, the company is regarded as a subsidiary of the Group (notes 36(a) and 36(b)).

17. 於合營公司權益 (續)

主要合營公司乃主要從事與本集團相似的活動，對本集團銷售天然氣及液化石油氣及建設燃氣接駁合約項下的燃氣管網具有戰略意義。

單獨而言並非屬重大的合營公司的總計資料

17. INTERESTS IN JOINT VENTURES (Continued)

The material joint ventures are all principally engaged in similar activities as the Group and are strategic to the Group's activities as sale of natural gas and liquefied petroleum gas, and construction of gas pipelines networks under gas connection contracts.

Aggregate information of joint ventures that are not individually material

		截至下列日期止年度	
		Year ended	
		二零一三年	二零一二年
		十二月三十一日	十二月三十一日
		31.12.2013	31.12.2012
		千港元	千港元
		HK\$'000	HK\$'000
			(重列)
			(Restated)
本集團應佔溢利(虧損)及全面收入(開支)總額	The Group's share of profit (loss) and total comprehensive income (expense)	161,235	(67,225)

18. 於聯營公司權益**18. INTERESTS IN ASSOCIATES**

		二零一三年	二零一二年
		2013	2012
		千港元	千港元
		HK\$'000	HK\$'000
			(重列)
			(Restated)
非上市股份，按成本	Cost of unlisted investments in associates	1,688,182	1,571,812
應佔收購後溢利及其他全面收入，扣除已收股息	Share of post-acquisition profits and other comprehensive income, net of dividend received	268,283	186,099
		1,956,465	1,757,911

於報告期末，本集團的主要聯營公司詳情載於附註45。

Details of the Group's principal associates at the end of the reporting period are set out in note 45.

18. 於聯營公司權益 (續)**一間主要聯營公司的財務資料概要**

本集團的主要聯營公司重慶燃氣集團股份有限公司的財務資料概要載列如下。

該聯營公司乃使用權益法於該等綜合財務報表中入賬。

18. INTERESTS IN ASSOCIATES (Continued)**Summarised financial information of a material associate**

Summarised financial information in respect of 重慶燃氣集團股份有限公司, the Group's material associate, is set out below.

This associate is accounted for using the equity method in these consolidated financial statements.

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
流動資產	Current assets	3,357,426	3,283,247
非流動資產	Non-current assets	4,632,814	3,904,795
流動負債	Current liabilities	1,801,344	1,678,446
非流動負債	Non-current liabilities	2,393,016	2,118,016

		截至下列日期止年度 Year ended	
		二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000	二零一二年 十二月三十一日 31.12.2012 千港元 HK\$'000 (重列) (Restated)
收入	Revenue	7,523,912	6,665,210
年內溢利及全面收入總額	Profit and total comprehensive income for the year	393,802	333,965
年內已收聯營公司股息	Dividends received from the associate for the year	21,630	49,320

18. 於聯營公司權益 (續)**一間主要聯營公司的財務資料概要 (續)**

上述財務資料概要與於綜合財務報表內確認的聯營公司權益的賬面值對賬如下：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
聯營公司重慶燃氣集團股份有限公司的資產淨值	Net assets of the associate 重慶燃氣集團股份有限公司	3,795,880	3,231,560
本集團於重慶燃氣集團股份有限公司的擁有權權益比例	Proportion of the Group's ownership interest in 重慶燃氣集團股份有限公司	25%	25%
於收購時公平值調整的影響	Effect of fair value adjustments at acquisition	697,403	713,820
匯兌調整	Exchange realignment	26,614	42,217
本集團於重慶燃氣集團股份有限公司中權益的賬面值	Carrying amount of the Group's interest in 重慶燃氣集團股份有限公司	1,672,987	1,563,927

主要聯營公司乃主要從事與本集團相似的活動，對本集團銷售天然氣及液化石油氣及建設燃氣接駁合約項下的燃氣管網具有戰略意義。

The material associates are all principally engaged in similar activities as the Group and are strategic to the Group's activities as sale of natural gas and liquefied petroleum gas, and construction of gas pipelines networks under gas connection contracts.

單獨而言並非屬重大的聯營公司的總計資料**Aggregate information of associates that are not individually material**

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
本集團應佔溢利及全面收入總額	The Group's share of profit and total comprehensive income	17,868	26,439
本集團於該等聯營公司中權益的賬面總值	Aggregate carrying amount of the Group's interests in these associates	283,478	193,984

19. 可供銷售投資

19. AVAILABLE-FOR-SALE INVESTMENTS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
於中國的上市股份，按公平值	Listed shares in the PRC, at fair value	1,891	2,375
於中國的非上市股本投資， 按成本	Unlisted equity investments in the PRC, at cost	19,492	5,427
		21,383	7,802

上市股份的公平值計量（第一級公平值計量）乃來自活躍市場的市價報價。

The fair value measurements of the listed shares (Level 1 fair value measurements) are derived from quoted prices in an active market.

非上市股本投資按於報告期末的成本減去減值虧損計量，因合理公平值估計的範圍過大，故管理層認為其公平值不能可靠地計量。

The unlisted equity investments are measured at cost less impairment losses at the end of the reporting period because the range of reasonable fair value estimates is so significant that the management is of the opinion that their fair values cannot be measured reliably.

20. 商譽

20. GOODWILL

		千港元 HK\$'000
賬面值	CARRYING VALUE	
於二零一二年一月一日（重列）	At 1st January, 2012 (restated)	275,322
匯兌調整	Exchange adjustments	809
收購附屬公司	Acquisition of subsidiaries	126,238
於二零一二年十二月三十一日	At 31st December, 2012	402,369
匯兌調整	Exchange adjustments	7,583
於二零一三年十二月三十一日	At 31st December, 2013	409,952

20. 商譽 (續)

由業務合併所取得的商譽會分配到各預期將受惠於該業務合併之現金產生單位。就商譽減值測試而言，管理層視各附屬公司為獨立的現金產生單位。因附屬公司同時從事「銷售及分銷氣體燃料及相關產品」及「燃氣接駁」分類，故商譽未進一步分配至各分類。於各報告期間，商譽的賬面值主要指由收購以下附屬公司所產生的商譽：

20. GOODWILL (Continued)

Goodwill acquired in a business combination is allocated to cash generating units ("CGUs") that are expected to benefit from that business combination. The management considers each subsidiary represents a separate CGU for the purpose of goodwill impairment testing. As the subsidiaries are engaged in both "sale and distribution of gas fuel and related products" and "gas connection" segments, the goodwill is not further allocated to each segment. At the end of the reporting period, the carrying amount of goodwill mainly represents goodwill arising from the acquisition of subsidiaries as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
武漢華潤燃氣有限公司	武漢華潤燃氣有限公司	133,436	131,324
上海寶山華潤燃氣有限公司	上海寶山華潤燃氣有限公司	128,893	126,919
安陽華潤燃氣有限公司	安陽華潤燃氣有限公司	34,392	34,318
鄭州華潤燃氣股份有限公司	鄭州華潤燃氣股份有限公司	31,142	30,196
大同華潤燃氣有限公司	大同華潤燃氣有限公司	23,807	23,084
臨海華潤燃氣有限責任公司	臨海華潤燃氣有限責任公司	11,984	11,620
貴溪華潤燃氣有限公司	貴溪華潤燃氣有限公司	11,308	10,964
其他	Others	34,990	33,944
		409,952	402,369

現金產生單位的可收回金額乃按使用價值計算方法釐定。計算使用價值時的主要假設為折現率、增長率及售價與直接成本的預期變動。管理層乃採用可反映有關現金產生單位獨有的貨幣時間值及風險的現行市場評估的稅前比率估計貼現率。增長率按業內增長預測計算。售價及直接成本的變動則按過往慣例及預期市場未來變化而釐定。

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. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

20. 商譽 (續)

本集團根據高級管理層批准有關未來四年的最近期財政預算(銷售液化氣及燃氣接駁業務的一般發展期)編製現金流量預測,及按首八年的估計增長率為5%及按餘下七年的估計增長率為0%(二零一二年:首八年為5%及剩餘七年為0%)來推斷預算期後期間的現金流量。預測現金產生單位的現金流量所用的貼現率為10%(二零一二年:10%)。董事認為,於申報期末,燃氣業務的商譽並無出現任何重大減值虧損。管理層認為,該等假設的任何合理可能變動不會導致現金產生單位的賬面總值超逾該現金產生單位的可收回金額總額。

於截至二零一三年十二月三十一日止年度,已在計量期內完成於二零一二年已收購附屬公司的可識別資產淨值的公平值確認及釐定,而AEI China Gas Limited的物業、廠房及設備之公平值高於收購當日的最初估計。二零一二年的比較數字已經重列,猶如初步會計處理自各收購日期起已完成。

於各收購日期,AEI China Gas Limited物業、廠房及設備的公平值增加427,026,000港元,經營權增加5,511,000港元,而遞延稅項負債增加108,134,000港元。商譽相應減少324,403,000港元。由於產生額外折舊及攤銷7,228,000港元(扣除遞延稅項1,807,000港元),截至二零一二年十二月三十一日止年度本公司擁有人應佔溢利亦減少5,421,000港元。詳情載於附註36(c)。

20. GOODWILL (Continued)

The Group prepares cash flows forecasts derived from the most recent financial budgets approved by senior management for the next 4 years, which is the general development period for sales of liquefied gas and gas connection business and extrapolates cash flows for the period beyond the budget period based on the estimated growth rate of 5% for the first 8 years and 0% for the remaining 7 years (2012: 5% for the first 8 years and 0% for the remaining 7 years). The rate used to discount the forecast cash flows for the CGUs is 10% (2012: 10%). In the opinion of the directors, no material impairment loss of goodwill on gas operation is identified at the end of the reporting period. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed the aggregate carrying amount of the CGU.

During the year ended 31st December, 2013, the identification and determination of fair values of the net identifiable assets of subsidiaries acquired in 2012 has been completed within measurement period and the fair value of the property, plant and equipment of AEI China Gas Limited were greater than the original estimate made at the date of acquisition. The comparative figures of 2012 have been restated as if the initial accounting had been completed from the respective dates of acquisitions.

The fair value of property, plant and equipment of AEI China Gas Limited was increased by HK\$427,026,000, operating rights was increased by HK\$5,511,000 and deferred tax liability was increased by HK\$108,134,000 at the respective date of acquisition. There was a corresponding reduction in goodwill of HK\$324,403,000. The profit attributable to owners of the Company for the year ended 31st December, 2012 was also decreased by HK\$5,421,000 as a result of additional depreciation and amortisation of HK\$7,228,000 net of deferred taxation of HK\$1,807,000. Details are set out in note 36(c).

21. 經營權

21. OPERATING RIGHTS

		千港元 HK\$'000
成本	COST	
於二零一二年一月一日 (重列)	At 1st January, 2012 (restated)	200,854
匯兌調整	Exchange adjustments	211
添置	Additions	58,514
收購附屬公司	Acquisition of subsidiaries	66,133
於二零一二年十二月三十一日	At 31st December, 2012	325,712
匯兌調整	Exchange adjustments	19,027
添置	Additions	195,271
收購附屬公司	Acquisition of subsidiaries	287,022
於二零一三年十二月三十一日	At 31st December, 2013	827,032
攤銷	AMORTISATION	
於二零一二年一月一日 (重列)	At 1st January, 2012 (restated)	23,272
匯兌調整	Exchange adjustments	20
本年度撥備	Provided for the year	13,935
於二零一二年十二月三十一日	At 31st December, 2012	37,227
匯兌調整	Exchange adjustments	2,041
本年度撥備	Provided for the year	29,520
於二零一三年十二月三十一日	At 31st December, 2013	68,788
賬面值	CARRYING VALUES	
於二零一三年十二月三十一日	At 31st December, 2013	758,244
於二零一二年十二月三十一日 (重列)	At 31st December, 2012 (restated)	288,485

城市管道網絡的經營權乃以直線法於估計可用年期10至50年內攤銷。

The operating rights for city pipeline network are amortised over the estimated useful life ranging from 10 to 50 years on a straight-line basis.

22. 存貨

22. INVENTORIES

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
建築材料	Construction materials	564,510	385,594
製成品	Finished goods	227,445	149,474
		791,955	535,068

23. 應收貿易賬款及其他應收款

23. TRADE AND OTHER RECEIVABLES

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
應收貿易賬款	Trade receivables	3,012,930	1,812,455
減：呆賬撥備	Less: Allowance for doubtful debts	(35,324)	(8,679)
		2,977,606	1,803,776
應收合營公司款項	Amounts due from joint ventures	455,202	173,804
應收合營者款項	Amount due from a joint venturer	524,382	493,308
應收非控股股東款項	Amounts due from non-controlling shareholders	76,663	33,991
按金	Deposits	971,271	227,620
預付款(附註)	Prepayments (note)	1,431,131	374,302
其他應收款	Other receivables	229,529	67,481
		6,665,784	3,174,282

附註：預付款主要包括購買建築材料的預付款。

Note: Prepayments mainly include prepayments for purchase of construction materials.

應收合營者款項為無抵押、按固定年利率3.30厘(二零一二年：3.30厘至3.85厘)計息及須於一年內償還。

Amount due from a joint venturer is unsecured, interest bearing at a fixed interest rate of 3.30% (2012: 3.30% to 3.85%) per annum and repayable within one year.

除應收合營公司款項101,751,000港元(二零一二年：61,664,000港元)為無抵押、按介乎5.40厘至5.90厘(二零一二年：5.40厘至5.90厘)不等的固定年利率計息及須於二零一四年償還外，餘下結餘為無抵押、免息及須於要求時償還。

Except for the amounts due from joint ventures of HK\$101,751,000 (2012: HK\$61,664,000) which is unsecured, bears interest ranging from 5.40% to 5.90% (2012: 5.40% to 5.90%) per annum and repayable in 2014, the remaining balances are unsecured, interest free and repayable on demand.

應收非控股股東款項為無抵押、免息及須於要求時償還。

Amounts due from non-controlling shareholders are unsecured, interest free and repayable on demand.

**23. 應收貿易賬款及其他應收款
(續)**

本集團給予其貿易客戶的賒賬期一般為30天至90天。已扣除呆賬撥備的應收貿易賬款於報告期末基於發票日期的賬齡分析如下：

23. TRADE AND OTHER RECEIVABLES (Continued)

The Group generally allows credit periods ranging from 30 to 90 days to its customers. The aged analysis of trade receivables, net of allowance for doubtful debts, is presented based on the invoice date at the end of the reporting period as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
0 – 90天	0 – 90 days	2,621,904	1,592,890
91 – 180天	91 – 180 days	40,992	91,301
180天以上	Over 180 days	314,710	119,585
		2,977,606	1,803,776

於二零一三年十二月三十一日的應收貿易賬款包括於報告日期逾期未付的應收賬款355,702,000港元(二零一二年：210,886,000港元)。由於債務人的信用狀況沒有重大變動，因此並無對該等款項作出減值。董事釐定該等應收賬款的信貸質素良好，既未逾期亦無減值且無拖欠記錄。本集團並無就該等應收賬款持有任何抵押品。

Included in trade receivables as at 31st December, 2013 are receivables of HK\$355,702,000 (2012: HK\$210,886,000) which are past due at the reporting date but are regarded as not impaired as there has not been a significant change in the credit standing of the debtors. The directors determined that such receivables neither past due nor impaired are of good credit quality with no history of default. The Group does not hold any collateral over these receivables.

已逾期但並無減值的應收貿易賬款賬齡**Aging of trade receivables which are past due but not impaired**

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
91 – 180天	91 – 180 days	40,992	91,301
180天以上	Over 180 days	314,710	119,585
		355,702	210,886

23. 應收貿易賬款及其他應收款 (續)

已逾期但並無減值的應收貿易賬款賬齡 (續)

於釐定應收賬款是否可收回時，本集團考慮債務人的信用狀況從信貸最初授出日期起是否有任何不利變動。由於本集團擁有大量客戶，故信貸風險集中有限。因此，本公司董事認為除已在綜合財務報表中作出的呆賬撥備外，無須另行作出信貸撥備。

呆賬撥備包括若干債務人應付的個別已減值應收賬款合共**35,324,000**港元(二零一二年：**8,679,000**港元)。該等債務人正在進行清盤或正面臨財政困難。本集團並未就該等應收賬款持有任何抵押品。

呆賬撥備變動

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
於一月一日	At 1st January	8,679	3,470
匯兌調整	Exchange adjustments	235	8
已確認減值虧損	Impairment loss recognised	26,410	5,201
於十二月三十一日	At 31st December	35,324	8,679

23. TRADE AND OTHER RECEIVABLES (Continued)

Aging of trade receivables which are past due but not impaired (Continued)

In determining the recoverability of a receivable, the Group considers whether there has been adverse change in the credit standing of the debtor from the date credit was initially granted. The concentration of credit risk is limited as the Group's customer base comprises of a large number of customers. Accordingly, the directors of the Company believe that there is no further credit provision required in excess of the allowance for doubtful debts already provided for in the consolidated financial statements.

Included in the allowance for doubtful debts are individually impaired receivables due from certain debtors with an aggregate amount of HK\$35,324,000 (2012: HK\$8,679,000) which have either been placed under liquidation or are in financial difficulties. The Group does not hold any collateral over these receivables.

Movements in the allowance for doubtful debts

**24. 應收／應付客戶合約工程
款項****24. AMOUNTS DUE FROM/TO CUSTOMERS FOR
CONTRACT WORK**

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
產生的合約成本加已確認溢利	Contract costs incurred plus profits recognised	1,484,741	496,582
減：工程進度付款	Less: Progress billings	(5,799,882)	(2,829,122)
		(4,315,141)	(2,332,540)
就呈報而進行分析：	Analysis for reporting purposes as:		
應收客戶合約工程款項	Amounts due from customers for contract work	903,006	321,943
應付客戶合約工程款項	Amounts due to customers for contract work	(5,218,147)	(2,654,483)
		(4,315,141)	(2,332,540)

**25. 應收／應付間接控股公司
及同系附屬公司款項****25. AMOUNTS DUE FROM/TO AN
INTERMEDIATE HOLDING COMPANY AND
FELLOW SUBSIDIARIES**

除於二零一二年十二月三十一日應付同系附屬公司的款項2,415,000,000港元(該款項屬非貿易性質、無抵押、須按現行香港銀行同業拆息率加年利率約2厘計息及須於要求時償還)外，所有其他款項均屬非貿易性質、無抵押、免息及須於要求時償還。

Except for an amount due to a fellow subsidiary of HK\$2,415,000,000 at 31st December, 2012 which was non-trade nature, unsecured, interest bearing at prevailing HIBOR plus 2% per annum and repayable on demand, all other amounts are non-trade nature, unsecured, interest-free and repayable on demand.

26. 已抵押銀行存款／銀行結餘

銀行結餘按市場年利率零至**5.1%**（二零一二年：零至**3.5%**）計息。

於二零一三年十二月三十一日，銀行存款**219,149,000**港元（二零一二年：**68,023,000**港元）已抵押作為應付天然氣供應商的應付貿易賬款的擔保。已抵押銀行存款按市場年利率**0.4%**至**2.20%**（二零一二年：**0.4%**至**2.25%**）計息。

於二零一三年十二月三十一日，銀行結餘及現金**8,986,177,000**港元（二零一二年：**9,120,810,000**港元）及已抵押銀行存款**219,149,000**港元（二零一二年：**68,023,000**港元）乃以人民幣計值，人民幣乃不可在國際市場自由兌換之貨幣。人民幣匯率受中國政府規管及向中國境外匯出該等資金受到中國政府施加的外匯限制制約。

26. PLEDGED BANK DEPOSITS/BANK BALANCES

The bank balances carry interest at market rates ranging from nil to 5.1% (2012: nil to 3.5%) per annum.

At 31st December, 2013, bank deposits of HK\$219,149,000 (2012: HK\$68,023,000) are pledged as security for trade payable to suppliers of natural gas. The pledged bank deposits carry interest at market rates ranging from 0.4% to 2.20% (2012: 0.4% to 2.25%) per annum.

At 31st December, 2013, bank balances and cash of HK\$8,986,177,000 (2012: HK\$9,120,810,000) and pledged bank deposits of HK\$219,149,000 (2012: HK\$68,023,000) were denominated in RMB which is not a freely convertible currency in the international market. The exchange rate of RMB is regulated by the government and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

27. 應付貿易賬款及其他應付款**27. TRADE AND OTHER PAYABLES**

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
應付貿易賬款	Trade payables	5,255,802	2,132,011
應付合營公司款項	Amounts due to joint ventures	2,248,118	1,299,983
應付非控股股東款項	Amounts due to non-controlling shareholders	61,995	–
預收款	Receipts in advance	1,758,426	832,673
已收按金	Deposits received	940,908	350,884
收購經營權應付款項	Payables for acquisition of operating rights	16,343	431
收購附屬公司應付代價 (附註31)	Consideration payable for acquisition of subsidiaries (note 31)	62,520	–
應計員工成本	Accrued staff costs	607,959	288,277
其他應付稅項及應計費用	Other tax payables and accruals	518,180	187,425
		11,470,251	5,091,684

27. 應付貿易賬款及其他應付款 (續)

除為數1,890,038,000港元(二零一二年: 1,256,160,000港元)的應付合營公司款項(該款項為無抵押、按介乎1.15厘至3.30厘(二零一二年: 1.15厘至3.30厘)的利率計息及須於二零一四年償還)外,餘下結餘為無抵押、免息及須於要求時償還。

應付非控股股東款項為無抵押、免息及須於要求時償還。

應付貿易賬款於報告期末基於發票日期的賬齡分析呈列如下:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
0 – 90天	0 – 90 days	4,251,392	1,828,310
91 – 180天	91 – 180 days	343,425	111,688
180天以上	Over 180 days	660,985	192,013
		5,255,802	2,132,011

購貨的平均信貸期為7天至180天。本集團已制定財務風險管理政策,以確保於有關信貸期內支付所有應付賬款。

28. 政府補助金

於二零一三年十二月三十一日,政府補助金100,394,000港元(二零一二年: 135,371,000港元)主要指中國政府有關當局提供的資助,用作為收購物業、廠房及設備以及建設燃氣管道提供資金。

27. TRADE AND OTHER PAYABLES (Continued)

Except for the amounts due to joint ventures of HK\$1,890,038,000 (2012: HK\$1,256,160,000) which is unsecured, bears interest ranging from 1.15% to 3.30% (2012: 1.15% to 3.30%) per annum and repayable in 2014, the remaining balances are unsecured, interest-free and repayable on demand.

Amounts due to non-controlling shareholders are unsecured, interest free and repayable on demand.

The aged analysis of trade payables is presented based on invoice date at the end of the reporting period as follows:

The average credit period on purchases of goods ranges from 7 to 180 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

28. GOVERNMENT GRANTS

At 31st December, 2013, government grants of HK\$100,394,000 (2012: HK\$135,371,000) mainly represent subsidies granted by PRC governmental authorities for the purpose of financing the acquisition of property, plant and equipment and construction of gas pipelines.

29. 銀行及其他借貸

29. BANK AND OTHER BORROWINGS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
銀行貸款	Bank loans	8,147,412	5,984,280
其他貸款	Other loans	42,913	39,517
		8,190,325	6,023,797
有抵押	Secured	89,956	38,662
無抵押	Unsecured	8,100,369	5,985,135
		8,190,325	6,023,797
本集團的銀行及其他借貸 須於以下期間償還：	The Group's bank and other borrowings are repayable as follows:		
一年內	Within one year	858,749	175,107
多於一年但不超過兩年	More than one year, but not exceeding two years	3,131,197	841,316
多於兩年但不超過五年	More than two years, but not exceeding five years	4,040,205	4,686,998
多於五年	More than five years	160,174	320,376
		8,190,325	6,023,797
減：流動負債所示於一年 內到期的款項	Less: Amount due within one year shown under current liabilities	(858,749)	(175,107)
非流動負債所示於一年後 到期的款項	Amount due after one year shown as non-current liabilities	7,331,576	5,848,690

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For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

29. 銀行及其他借貸 (續)

本集團的銀行及其他借貸的條款詳情如下：

29. BANK AND OTHER BORROWINGS (Continued)

Details of the terms of the Group's bank and other borrowings are set out below:

		實際年利率 Effective interest rate per annum	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
定息借貸：	Fixed rate borrowings:			
無抵押人民幣銀行貸款	Unsecured RMB bank loans	6.88%	8,763	144,219
無抵押人民幣其他貸款	Unsecured RMB other loans	2.25% – 6.56%	37,102	39,517
無抵押日元銀行貸款	Unsecured JPY bank loan	0.65%	157,467	170,778
有抵押人民幣銀行貸款	Secured RMB bank loans	4.95% – 9.18%	55,073	38,662
定息借貸總額	Total fixed rate borrowings		258,405	393,176
浮息借貸：	Floating rate borrowings:			
無抵押人民幣銀行貸款， 按中國人民銀行基礎 利率計息	Unsecured RMB bank loans at the People's Bank of China Base Rate	5.06% – 6.89%	97,037	230,621
無抵押港元銀行貸款， 按息差加香港銀行 同業拆息率計息	Unsecured HKD bank loans at margin plus HIBOR	1.35% – 1.85%	7,800,000	5,400,000
有抵押人民幣銀行貸款， 按中國人民銀行基礎 利率計息	Secured RMB bank loans at the People's Bank of China Base Rate	5.90% – 7.69%	29,072	–
有抵押人民幣其他貸款， 按中國人民銀行基礎 利率計息	Secured RMB other loans at the People's Bank of China Base Rate	9.29% – 11.33%	5,811	–
浮息借貸總額	Total floating rate borrowings		7,931,920	5,630,621
借貸總額	Total borrowings		8,190,325	6,023,797

30. 優先票據

於二零一二年四月五日，本公司按票據面值97.95%的發售價發行本金額為750,000,000美元（相等於5,818,890,000港元）的優先票據（「優先票據」）。優先票據按息票率每年4.5%計息，並累計至每半年支付一次，並將於二零一二年四月四日到期。優先票據為無抵押，並按實際年利率4.8%計息。於截至二零一三年十二月三十一日止年度，自損益扣除的利息開支為274,450,000港元（二零一二年：201,120,000港元）。

優先票據於新加坡證券交易所有限公司上市。優先票據於二零一三年十二月三十一日的公平值（按第一級公平值計量計算）估計為738,330,000美元（相等於5,725,454,000港元），乃按該日的收市價釐定。

本集團可於直至到期日前任何時間選擇按優先票據本金額的100%加應計及未付利息，悉數而非部分贖回所有優先票據。

30. SENIOR NOTES

On 5th April, 2012, the Company issued senior notes with principal amount of US\$750,000,000 (equivalent to HK\$5,818,890,000) at an offer price of 97.95% of the face value of the notes ("Senior Notes"). The Senior Notes bear coupon interest at 4.5% per annum payable semi-annually in arrears and are due on 4th April, 2022. The Senior Notes are unsecured and carry effective interest rate of 4.8% per annum. Interest expenses of HK\$274,450,000 (2012: HK\$201,120,000) was charged to profit or loss during the year ended 31st December, 2013.

The Senior Notes are listed on the Singapore Exchange Securities Trading Limited. The fair value of the Senior Notes at 31st December, 2013, which was measured at fair value on Level 1 fair value measurement, was estimated at US\$738,330,000 (equivalent to HK\$5,725,454,000), which was determined based on the closing market price at that date.

The Group has the option to redeem all of the Senior Notes, in full but not in part, at 100% of their principal amount plus accrued and unpaid interest at any time up to the maturity date.

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31. 其他長期負債

於二零一三年十二月三十一日計入其他長期負債的款項為**280,138,000**港元(二零一二年: **16,357,000**港元), 為收購城市管道網絡經營權應付款項中的非流動部份。

收購城市管道網絡經營權應付款項的詳情載列如下:

31. OTHER LONG-TERM LIABILITIES

Included in other long-term liabilities at 31st December, 2013 is an amount of HK\$280,138,000 (2012: HK\$16,357,000), representing non-current portion of payables for acquisition of operating rights for city pipeline network.

The payables for acquisition of operating rights for city pipeline network are repayable as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
一年以內	Within one year	16,343	431
多於一年但不超過兩年	More than one year, but not exceeding two years	12,215	3,628
多於兩年但不超過五年	More than two years, but not exceeding five years	25,882	4,878
多於五年	More than five years	207,308	7,851
		261,748	16,788
減: 流動負債所示計入 應付貿易賬款及 其他應付款於 一年內到期的款項	Less: Amount due within one year included in trade and other payables shown under current liabilities	16,343	431
非流動負債所示於一年後 到期的款項	Amount due after one year shown as non-current liabilities	245,405	16,357

該等現值乃按折現現金流量計算, 所使用的折讓率乃基於還款期為**30**年的實際年利率**3.0**厘(二零一二年: **5.9**厘)。

於二零一二年十二月三十一日的其他長期負債包括一筆金額為**62,520,000**港元的款項, 即用於收購附屬公司須於二零一四年支付的遞延代價。於二零一三年十二月三十一日, 該款項已計入應付貿易賬款及其他應付款(見附註27)。

The present values were based on cash flows discounted using effective interest rate of 3.0% (2012: 5.9%) per annum for a term of 30 years.

Included in other long-term liabilities at 31st December, 2012 was an amount of HK\$62,520,000, representing deferred consideration for the acquisition of subsidiaries repayable in 2014. At 31st December, 2013, the amount is included in trade and other payables (note 27).

32. 遞延稅項

以下為本年度及以往年度主要已確認遞延稅項資產（負債）及其變動：

32. DEFERRED TAXATION

The followings are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

	加速 稅項折舊 Accelerated tax depreciation	經營權 Operating rights	未分配溢利的 預扣稅 Withholding tax on undistributed profits	其他 暫時差額 Other temporary differences	合計 Total
	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
於二零一二年一月一日 At 1st January, 2012					
(重列) (restated)	(178,543)	-	(48,000)	48,831	(177,712)
匯兌調整 Exchange adjustments	33	-	9	(9)	33
年內撥回（支出） Credit (charge) for the year	10,016	30	(12,458)	(14,262)	(16,674)
收購附屬公司 Acquisition of subsidiaries	(205,369)	(1,378)	-	8,102	(198,645)
於二零一二年 At 31st December, 2012					
十二月三十一日	(373,863)	(1,348)	(60,449)	42,662	(392,998)
匯兌調整 Exchange adjustments	(11,827)	(38)	(1,893)	4,415	(9,343)
年內（支出）撥回 (Charge) credit for the year	(16,227)	1,386	(15,678)	15,213	(15,306)
收購附屬公司 Acquisition of subsidiaries	4,370	(49,050)	-	-	(44,680)
於二零一三年 At 31st December, 2013					
十二月三十一日	(397,547)	(49,050)	(78,020)	62,290	(462,327)

就申報目的分析如下：

Analysed for reporting purpose as:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
遞延稅項資產	Deferred tax assets	98,630	115,350
遞延稅項負債	Deferred tax liabilities	(560,957)	(508,348)
		(462,327)	(392,998)

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

32. 遞延稅項 (續)

於二零一三年十二月三十一日，本集團有未動用稅項虧損282,779,000港元(二零一二年：152,751,000港元)可抵銷未來溢利。由於未來溢利來源難以確定，故並無就有關虧損確認遞延稅項資產。於二零一三年及二零一二年十二月三十一日的稅項虧損將自開始年度起五年內到期。

於二零一三年十二月三十一日，與尚未確認遞延稅項負債的附屬公司未分派溢利有關的暫時差額為1,727,215,000港元(二零一二年：1,263,286,000港元)。由於本集團能控制暫時差額的回撥時間且該等差額在可見將來可能不會回撥，故並無就該等差額確認負債。

32. DEFERRED TAXATION (Continued)

At 31st December, 2013, the Group had unused tax losses of HK\$282,779,000 (2012: HK\$152,751,000) available to offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. The tax losses at 31st December, 2013 and 2012 will expire within 5 years from the year of origination.

At 31st December, 2013, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was HK\$1,727,215,000 (2012: HK\$1,263,286,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

33. 股本**33. SHARE CAPITAL**

		股份數目 Number of shares	股份面值 Nominal value of shares 千港元 HK\$'000
每股0.10港元的股份	Shares of HK\$0.10 each		
法定：	Authorised:		
於二零一二年一月一日、 二零一二年十二月三十一日 及二零一三年 十二月三十一日	At 1st January, 2012, 31st December, 2012 and 31st December, 2013	10,000,000,000	1,000,000
已發行及繳足：	Issued and fully paid:		
於二零一二年一月一日	At 1st January, 2012	1,992,269,718	199,227
於收購於附屬公司的其他 權益後發行股份(附註a)	Issue of shares upon acquisition of additional interest in a subsidiary (Note a)	71,741,153	7,174
配售股份(附註b)	Placing of shares (Note b)	160,000,000	16,000
於二零一二年十二月三十一日	At 31st December, 2012	2,224,010,871	222,401
因行使購股權而發行股份 (附註c)	Issue of shares upon exercise of share options (Note c)	2,000	—
於二零一三年十二月三十一日	At 31st December, 2013	2,224,012,871	222,401

33. 股本 (續)

於本年度已發行新股份就各方面而言均與現有已發行股份享有同等權益。

附註：

- a. 於二零一二年二月，本集團以代價805,288,000港元收購附屬公司鄭州華潤燃氣股份有限公司（「鄭州燃氣」）的額外權益，旨在將鄭州燃氣私有化並撤銷其H股上市地位。該代價以現金16,957,000港元及透過配發及發行總面值788,331,000港元的71,741,153股本公司代價股份支付。代價股份按平均股價每股10.99港元發行。
- b. 於二零一二年十一月二十日，本公司直接控股公司CRH (Gas) Limited（「CRH (Gas)」）及本公司與配售代理訂立配售及認購協議，據此配售代理按配售價每股16.95港元配售CRH (Gas)所擁有的160,000,000股現有股份予若干獨立承配人。根據配售及認購協議，CRH (Gas)認購160,000,000股與配售股份數目相同的新股份。配售股份的所得款項（扣除專業費用及現款支付開支）將主要用於收購更多中國下游城市的燃氣分銷業務。
- c. 年內，已按行使價每股9.06港元行使2,000份購股權。

33. SHARE CAPITAL (Continued)

The new shares issued during the year rank pari passu in all respects with the existing shares in issue.

Notes:

- a. In February, 2012, the Group acquired additional interest in a subsidiary, 鄭州華潤燃氣股份有限公司 ("Zhengzhou Gas"), for a consideration of HK\$805,288,000 for the purpose of the privatisation and withdrawal of the listing of H shares of Zhengzhou Gas. The consideration was satisfied by cash of HK\$16,957,000 and the allotment and issue of 71,741,153 consideration shares in the Company of HK\$788,331,000. The consideration shares were issued at an average share price of HK\$10.99 per share.
- b. On 20th November, 2012, CRH (Gas) Limited ("CRH (Gas)"), the Company's immediate holding company, and the Company entered into a placing and subscription agreement with the placing agent pursuant to which the placing agent placed 160,000,000 existing shares at a price of HK\$16.95 per share owned by CRH (Gas) to certain independent placees. Pursuant to the placing and subscription agreement, CRH (Gas) subscribed for 160,000,000 new shares equivalent to the number of the placing shares. The proceeds from the placing of shares, net of professional fees and out-of-pocket expenses, will be used principally for acquisition of more downstream city gas distribution businesses in the PRC.
- c. During the year, 2,000 share options were exercised at an exercise price of HK\$9.06 per share.

34. 以股份支付的交易

(i) 本公司的購股權計劃

於二零零一年十一月二十六日，本公司終止於一九九四年十月十五日採納的購股權計劃並採納新購股權計劃（「該計劃」）。於二零零二年二月二十一日，本公司取得股東批准後修訂該計劃，藉此擴闊有權參與該計劃的參與者的範圍。於二零零八年三月五日，本公司已終止該計劃。

該計劃旨在推動參與者對公司作出貢獻並鼓勵參與者盡力效力本公司，以助本集團達致目標。參與者為由董事會全權決定的本集團任何成員公司的任何董事（或任何建議被委任為董事者）和任何僱員；由本集團任何成員公司的僱員或董事成立的全權信託的任何全權信託對象；本集團任何成員公司的業務顧問、業務夥伴、專業和其他顧問的任何行政人員或僱員（或任何建議被委任為行政人員或僱員者）；本集團成員公司的任何主要股東；本公司董事或主要股東的任何聯繫人士；以及本公司主要股東的任何僱員或該等主要股東的附屬公司或聯營公司的任何僱員。

根據該計劃下的購股權規定必須接納股份的期限不得遲於授出購股權之日起計十年。並無規定購股權於行使前必須持有的最短期限。購股權須予授出後二十八日內接納並繳付1港元。認購價為下列三者中的最高者：(i)購股權授出當日股份在聯交所每日報價表所報的收市價；(ii)緊接購股權授出之日前五個營業日股份在聯交所每日報價表所報的平均收市價；及(iii)股份面值。該計劃由二零零一年十一月二十六日起生效，為期十年。二零一一年十一月二十五日後不會再根據該計劃授出任何購股權。

34. SHARE-BASED PAYMENT TRANSACTIONS

(i) The Company's share option schemes

On 26th November, 2001, the Company terminated the share option scheme adopted on 15th October, 1994 and adopted a new share option scheme (the "Scheme"). On 21st February, 2002, upon approval of the Company's shareholders, the Company amended the Scheme to widen the scope of participants that are eligible to participate in the Scheme. On 5th March, 2008, the Company terminated the Scheme.

The purpose of the Scheme was to promote dedication by its participants and to encourage its participants to perform their best in achieving the goals of the Group. The participants are any directors (or any persons proposed to be appointed as such) and employees of each member of the Group; any discretionary object of a discretionary trust established by any employees or directors of each member of the Group; any executives or employees of any business consultants, business partners, professionals and other advisers to each member of the Group (or any persons proposed to be appointed as such); any substantial shareholders of the member of the Group; any associates of the director or substantial shareholders of the Company; and any employees of the Company's substantial shareholders or any employees of such substantial shareholders' subsidiaries or associated companies, as absolutely determined by the board of directors.

The period within which the shares must be taken up under an option of the Scheme shall not be later than 10 years from the date the option is granted. There is no minimum period for which an option must be held before it can be exercised. An amount of HK\$1 is payable on acceptance of the option within 28 days from its date of grant. The subscription price is the highest of (i) the closing price of the share as stated in the Stock Exchange's daily quotations sheet on the date of grant, (ii) a price being the average of the closing prices of the share as stated in the Stock Exchange's daily quotations sheet on the five business days immediately preceding the date of grant and (iii) the nominal value of a share. The Scheme is valid for 10 years from 26th November, 2001. No further options may be granted pursuant to the Scheme after 25th November, 2011.

34. 以股份支付的交易 (續)**(i) 本公司的購股權計劃 (續)**

購股權一般為可於授出日後十年內全數歸屬及行使，或於接納授出後最多三年內歸屬。

根據該計劃授出的購股權變動詳情如下：

34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)**(i) The Company's share option schemes (Continued)**

Share options generally either become fully vested and exercisable within a period of 10 years immediately after the date of grant or become vested over a period of time up to a maximum of three years after the acceptance of a grant.

Details of the movements of share options granted under the Scheme are as follows:

授出日期	Date of grant	行使價 Exercise price 港元 HK\$	購股權數目 Number of share options				
			於二零一二年 一月一日 尚未行使 Outstanding at 1.1.2012	於年內屆滿 Expired during the year	於二零一三年 一月一日 尚未行使 Outstanding at 1.1.2013	於年內行使 Exercised during the year	於二零一三年 十二月三十一日 尚未行使 Outstanding at 31.12.2013
二零零二年四月九日	9.4.2002	8.20	186,000	(186,000)	-	-	-
二零零四年一月十三日	13.1.2004	9.06	2,000	-	2,000	(2,000)	-
			188,000	(186,000)	2,000	(2,000)	-
加權平均行使價 (港元)	Weighted average exercise price (HK\$)		8.21	8.20	9.06	9.06	-

34. 以股份支付的交易 (續)

- (ii) 於二零零八年十二月一日，本公司採納股份購回現金獎勵計劃（「獎勵計劃」），作為挽留並鼓勵員工的獎勵，以實現本集團持續運營及發展。

根據獎勵計劃，本公司現有股份將由受託人利用本集團所注入的現金從市場購買，並以信託方式為特定僱員持有，直至股份歸屬於特定僱員為止。倘計劃有效期內所授出限制性股份總數超過本公司於計劃採納日期已發行股本之5%，則不得再授出限制性股份。根據獎勵計劃可授予特定僱員的限制性股份的最大數目不得超過本公司不時已發行股本之0.5%。

於二零一零年三月十六日，本公司對獎勵計劃作出修訂，將用現金取代受限制股份作為獎勵。本公司於根據獎勵計劃作出獎勵時，將動用出售由受託人持有的限制性股份的所得款項。

於截至二零一三年十二月三十一日止年度，受託人以平均價約每股23.98港元（二零一二年：16.30港元）向市場出售2,268,500股股份（二零一二年：6,893,520股股份）。出售該等股份的所得款項為54,403,000港元（二零一二年：112,366,000港元）。所得款項全部被授予本集團的若干僱員，相關款項於綜合全面收入報表確認為開支（作為年內的僱員福利）。股份成本與所得款項之間的差額46,186,000港元（二零一二年：87,398,000港元）計入保留溢利。受託人於報告期末持有51,278,484（二零一二年：53,546,984）股股份。

概無根據獎勵計劃向合資格僱員授出限制性股份。

34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

- (ii) On 1st December, 2008, the Company adopted the share repurchased cash award scheme (“Incentive Award Scheme”) as an incentive to retain and encourage the employees for the continual operation and development of the Group.

Pursuant to the Incentive Award Scheme, existing shares of the Company will be purchased by the trustee from the market out of cash contributed by the Group and be held in trust for the selected employees until such shares are vested with the selected employees. No restricted shares will be granted if the aggregate number of restricted shares awarded throughout the duration of the scheme to be in excess of the 5% of the issued share capital of the Company at the adoption date of the scheme. The maximum number of restricted shares which may be awarded to a selected employee under the Incentive Award Scheme shall not exceed 0.5% of the issued share capital of the Company from time to time.

On 16th March, 2010, the Company amended the Incentive Award Scheme such that cash instead of restricted shares will be awarded. The Company will utilise the proceeds generated from disposal of the restricted shares held by the trustee for the awards made under the Incentive Award Scheme.

During the year ended 31st December, 2013, 2,268,500 (2012: 6,893,520) shares were disposed of by the trustee to the market at an average price of HK\$23.98 (2012: HK\$16.30) per share. The proceeds from disposal of those shares amounted to HK\$54,403,000 (2012: HK\$112,366,000). The whole amount of the proceeds was distributed to certain employees of the Group, with an equivalent expense recognised in the consolidated statement of profit or loss and other comprehensive income as employee benefits during the year. The difference of HK\$46,186,000 (2012: HK\$87,398,000) between the cost of the shares and the proceeds was credited to retained profits. There are 51,278,484 (2012: 53,546,984) shares held by the trustee at the end of reporting period.

No restricted shares were granted to eligible employees pursuant to the Incentive Award Scheme.

35. 退休福利計劃

香港

本集團同時參加根據職業退休保障計劃條例登記的定額供款計劃（「職業退休保障計劃」），以及根據強制性公積金條例成立的強制性公積金計劃（「強積金計劃」）。該等計劃的資產與本集團的資產分開持有，並由受託人管理。倘僱員於強積金計劃成立前已經成為職業退休保障計劃的成員，則可選擇繼續選用職業退休保障計劃或轉而參加強積金計劃，而於二零零零年十二月一日或之後加盟本集團的所有新僱員均須參加強積金計劃。

職業退休保障計劃同時由僱員及本集團按僱員基本薪金的特定百分比（視乎有關僱員於本集團的服務年期而定）每月作出供款。倘僱員在可取回供款前退出職業退休保障計劃，則被沒收的供款會用作扣減本集團應付的供款。於兩個年度內，均無按此方式動用被沒收供款。

至於強積金計劃成員方面，本集團會按有關僱員薪酬的5%或每人每月最高限額1,250港元（二零一二年六月一日前：每人1,000港元）向該計劃作出供款，而有關僱員亦會同時作出等額供款。

於二零一三年及二零一二年十二月三十一日，並無任何重大沒收供款可用作扣減未來年度的應付供款。

中國

本集團的中國僱員為中國地方政府營運的國家管理退休福利計劃的成員。本集團須按薪金成本的指定百分比向退休福利計劃作出供款，從而提供退休福利。本集團對於該等退休福利計劃的唯一責任是作出指定的供款。

35. RETIREMENT BENEFIT SCHEMES

Hong Kong

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

The ORSO Scheme is funded by monthly contributions from both employees and the Group based on a specified percentage of the employee's basic salary, depending on the length of service with the Group. Where there are employees who leave the ORSO Scheme prior to vesting, the contributions payable by the Group are reduced by the amount of forfeited contributions. No forfeited contributions were utilised in this manner for both years.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs or at monthly maximum cap of HK\$1,250 each person (Before 1st June, 2012: HK\$1,000 each person) to the scheme, which contribution is matched by the employees.

At 31st December, 2013 and 2012, the amount of forfeited contributions available to reduce contributions payable in the future years is insignificant.

PRC

The employees of the Group in the PRC are members of state-managed retirement benefit schemes operated by the local government in the PRC. The Group is required to contribute a specified percentage of the payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

36. 收購附屬公司

截至二零一三年十二月三十一日止年度

- (a) 無錫華潤燃氣有限公司（「無錫華潤燃氣」）由本集團及其他合營方（中國政府相關實體）分別持有50%。該公司根據先前準則香港會計準則第31號入賬為共同控制實體，因為所有戰略性財務及經營決策需獲得無錫華潤燃氣三分之二董事會成員的批准，而本集團提名的董事會成員人數並未達到規定。於二零一三年一月一日，無錫華潤燃氣股東簽署備忘錄，於其中，其他股東將同意本集團關於無錫華潤燃氣營運、投資及融資業務的決定，而其他股東將同意由本集團提名的無錫華潤燃氣全體高級管理層的委任。因此，本集團可控制戰略性經營、投資及融資決策的相關活動，至此，無錫華潤燃氣成為本公司的附屬公司。

36. ACQUISITION OF SUBSIDIARIES

For the year ended 31st December, 2013

- (a) 無錫華潤燃氣有限公司（“Wuxi CR Gas”）was 50% held by the Group and 50% by the other joint venturer, a PRC government related entity. It was accounted for as a jointly controlled entity under the previous standard HKAS 31 as all of the strategic financial and operating decisions must be approved by two-third of the members of the board of directors in Wuxi CR Gas whereby the number of members nominated by the board of directors by the Group did not meet this requirement. On 1st January, 2013, the shareholders of Wuxi CR Gas signed a memorandum in which the other shareholder would agree the Group’s decisions on operating, investing and financing activities of Wuxi CR Gas, and the other shareholder would agree the appointment of all senior management of Wuxi CR Gas nominated by the Group. Accordingly the Group is able to control the relevant activities on the strategic operating, investing and financial decisions, at which time, Wuxi CR Gas became a subsidiary of the Company.

		千港元 HK\$'000
已收購無錫華潤燃氣可識別資產及負債於獲得控制權當日的公平值所示如下：	Fair value of identifiable assets and liabilities of Wuxi CR Gas acquired at the date of obtaining control are as follows:	
物業、廠房及設備	Property, plant and equipment	1,855,346
預付租約款項	Prepaid lease payments	65,512
經營權	Operating rights	284,240
於聯營公司的權益	Interests in associates	7,844
經營權按金	Deposits for operating rights	24,662
預付租約款項按金	Deposits for prepaid lease payments	1,244
存貨	Inventories	60,964
應收貿易賬款及其他應收款	Trade and other receivables	300,194
應收客戶合約工程款項	Amounts due from customers for contract works	238,660
已抵押銀行存款	Pledged bank deposits	21,456
銀行結餘及現金	Bank balances and cash	626,918
應付貿易賬款及其他應付款	Trade and other payables	(656,785)
應付客戶合約工程款項	Amounts due to customers for contract works	(1,106,763)
應付稅項	Taxation payable	(105,482)
其他長期負債	Other long-term liabilities	(80,780)
遞延稅項負債	Deferred tax liabilities	(51,868)
		1,485,362

36. 收購附屬公司 (續)

截至二零一三年十二月三十一日止年度
(續)

(a) (續)

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2013 (Continued)

(a) (Continued)

		千港元 HK\$'000
收購無錫華潤燃氣所產生的結果：	Results on the acquisition of Wuxi CR Gas:	
已收購無錫華潤燃氣公平值	Fair value of Wuxi CR Gas acquired	1,485,362
以於合營公司的權益表示的	Previously held interest, represented by	
過往所持權益 (按公平值計)	interests in joint ventures, at fair value	(742,681)
非控股權益 (按公平值計)	Non-controlling interests, at fair value	(742,681)
		—
收購無錫華潤燃氣的現金及	Analysis of net inflow of cash and	
現金等值流入淨額分析：	cash equivalents in respect of acquisition of	
	Wuxi CR Gas:	
所得銀行結餘及現金	Bank balances and cash acquired	626,918

於截至二零一三年十二月三十一日止年度，收購附屬公司導致本集團綜合財務報表計入收購後收入2,832,000,000港元及溢利542,000,000港元。

During the year ended 31st December, 2013, the acquisition of the subsidiary resulted in inclusion of post-acquisition revenue of HK\$2,832 million and profit of HK\$542 million in the Group's consolidated financial statements.

(b) 濟寧華潤燃氣有限公司 (「濟寧華潤燃氣」) 由本集團、其他合營方 (中國政府相關實體) 及另一合營方分別持有51%、41%及8%。該公司根據香港財務報告準則第11號入賬為合營公司，因為對濟寧華潤燃氣回報有重大影響的所有戰略性財務及經營決策需獲得濟寧華潤燃氣三分之二董事會成員的批准，而本集團提名的董事會成員人數並未達到規定。於二零一三年七月一日，濟寧華潤燃氣股東簽署備忘錄，於其中，其他股東將同意本集團關於濟寧華潤燃氣營運、投資及融資業務的決定，而其他股東將同意由本集團提名的濟寧華潤燃氣全體高級管理層的委任。因此，本集團可控制戰略性經營、投資及融資決策的相關活動，至此，濟寧華潤燃氣成為本公司的附屬公司。

(b) 濟寧華潤燃氣有限公司 (「Jining CR Gas」) was 51% held by the Group and 41% by the other joint venturer, a PRC government related entity, and 8% by another joint venturer. It was accounted for as joint venture under HKFRS 11 as all of the strategic financial and operating decisions that significantly affect the return of Jining CR Gas must be approved by two-third of the members of the board of directors in Jining CR Gas whereby the number of members nominated by the board of directors by the Group did not meet this requirement. On 1st July, 2013, the shareholders of Jining CR Gas signed a memorandum in which the other shareholders would agree the Group's decisions on operating, investing and financing activities of Jining CR Gas, and the other shareholders would agree the appointment of all senior management of Jining CR Gas nominated by the Group. Accordingly the Group is able to control the relevant activities on the strategic operating, investing and financial decisions, at which time, Jining CR Gas became a subsidiary of the Company.

36. 收購附屬公司 (續)

截至二零一三年十二月三十一日止年度
(續)

(b) (續)

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2013 (Continued)

(b) (Continued)

		千港元 HK\$'000
已收購濟寧華潤燃氣可識別資產及 負債於獲得控制權當日的 公平值所示如下：	Fair value of identifiable assets and liabilities of Jining CR Gas acquired at the date of obtaining control are as follows:	
物業、廠房及設備	Property, plant and equipment	289,799
預付租約款項	Prepaid lease payments	38,982
經營權	Operating rights	2,782
於聯營公司的權益	Interests in associates	2,475
於合營公司的權益	Interests in joint ventures	18,347
經營權按金	Deposits for operating rights	8,587
遞延稅項資產	Deferred tax assets	7,188
存貨	Inventories	19,712
應收貿易賬款及其他應收款	Trade and other receivables	348,289
應收客戶合約工程款項	Amounts due from customers for contract works	42,841
可收回稅項	Tax recoverable	3,506
銀行結餘及現金	Bank balances and cash	31,865
應付貿易賬款及其他應付款	Trade and other payables	(76,542)
應付客戶合約工程款項	Amounts due to customers for contract works	(147,079)
		590,752
收購濟寧華潤燃氣所產生的結果：	Results on the acquisition of Jining CR Gas:	
已收購濟寧華潤燃氣公平值	Fair value of Jining CR Gas acquired	590,752
以於合營公司的權益表示的 過往所持權益 (按公平值計)	Previously held interest, represented by interests in joint ventures, at fair value	(301,283)
非控股權益 (按公平值計)	Non-controlling interests, at fair value	(289,469)
		-
收購濟寧華潤燃氣的現金及 現金等值流入淨額分析：	Analysis of net inflow of cash and cash equivalents in respect of acquisition of Jining CR Gas:	
所得銀行結餘及現金	Bank balances and cash acquired	31,865

36. 收購附屬公司 (續)

截至二零一三年十二月三十一日止年度
(續)

(b) (續)

於截至二零一三年十二月三十一日止年度，收購附屬公司導致本集團綜合財務報表計入收購後收入343,000,000港元及溢利56,000,000港元。

倘收購事項於二零一三年一月一日完成，年內本集團的總收入將為618,000,000港元，而年內溢利將為103,000,000港元。此備考資料僅供說明用途，且不一定為倘收購事項於二零一三年一月一日完成本集團實際應能實現的收入及經營業績的指標，亦無意作為未來業績的預測。

截至二零一二年十二月三十一日止年度

(c) 於二零一二年七月，本集團以現金代價約236,672,000美元（相當於1,857,946,000港元）自獨立第三方收購AEI China Gas Limited的全部股本權益，該公司主要於中國從事城市燃氣管道經營、燃氣銷售與分銷及經營壓縮天然氣、液化天然氣及液化石油氣加氣站。收購事項乃本集團持續擴張策略的一部分，目標是成為下游城市燃氣行業的市場領導者。收購詳情載於本公司日期為二零一二年五月十六日的公告。有關交易已採用收購法入賬。

於收購日期，商譽324,403,000港元已臨時根據AEI China Gas Limited的可識別資產淨值釐定。於截至二零一三年十二月三十一日止年度，已收購的可識別資產淨值公平值的識別及釐定已完成。已作出下列調整以追溯性的調整於收購日期確認的臨時金額。

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2013 (Continued)

(b) (Continued)

During the year ended 31st December, 2013, the acquisition of the subsidiary resulted in inclusion of post-acquisition revenue of HK\$343 million and profit of HK\$56 million in the Group's consolidated financial statements.

Had the acquisition been completed on 1st January, 2013, total Group revenue for the year would have been HK\$618 million, and profit for the year would have been HK\$103 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1st January, 2013, nor is it intended to be a projection of future results.

For the year ended 31st December, 2012

(c) In July 2012, the Group acquired 100% equity interest in AEI China Gas Limited, which is principally engaged in operation of city gas pipelines, gas selling and distribution and operation of compressed natural gas, liquefied natural gas and liquefied petroleum gas stations in the PRC from an independent third party for a cash consideration of approximately US\$236,672,000 (equivalent to HK\$1,857,946,000). The acquisition is part of the on-going expansion strategy of the Group with the aim of becoming the market leader in the downstream city gas industry. Details of the acquisition are set out in the Company's announcement on 16th May, 2012. The transaction has been accounted for using the acquisition method.

At the date of acquisition, goodwill of HK\$324,403,000 has been determined provisionally based on the net identifiable assets of AEI China Gas Limited. During the year ended 31st December, 2013, the identification and determination of fair values of the net identifiable assets acquired have been completed. The following adjustments have been made to retrospectively adjust the provisional amounts recognised at the date of acquisition.

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

36. 收購附屬公司 (續)

截至二零一二年十二月三十一日止年度
(續)

(c) (續)

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2012 (Continued)

(c) (Continued)

	於收購日期 已確認金額 (按臨時 基準計) Amounts recognised at the date of acquisition (provisional basis) 千港元 HK\$'000	公平值調整 Fair value adjustments 千港元 HK\$'000 (重列) (Restated)	於完成 收購會計 處理時的 公平值 Fair value upon completion of acquisition accounting 千港元 HK\$'000 (重列) (Restated)
已收購附屬公司可識別 資產淨值於獲得控制 權當日的公平值 所示如下：	Fair value of net identifiable assets of the subsidiaries acquired at the date of obtaining control are as follows:		
物業、廠房及設備	Property, plant and equipment	1,915,970	2,342,996
經營權	Operating rights	60,622	66,133
經營權按金	Deposits for operating rights	12,267	12,267
存貨	Inventories	33,306	33,306
應收貿易賬款及 其他應收款	Trade and other receivables	279,194	279,194
銀行結餘及現金	Bank balances and cash	280,488	280,488
應付貿易賬款及 其他應付款	Trade and other payables	(653,618)	(653,618)
應付稅項	Taxation payable	(24,666)	(24,666)
其他長期負債	Other long term liabilities	(44,411)	(44,411)
銀行及其他借貸	Bank and other borrowings	(277,607)	(277,607)
遞延稅項資產(負債)	Deferred tax assets (liabilities)	8,201	(99,933)
		1,589,746	1,914,149
已轉讓代價(以現金支付)	Consideration transferred, satisfied by cash		1,857,946
加：於AEI China Gas 所持附屬公司的 非控股權益	Plus: Non-controlling interests in subsidiaries held by AEI China Gas		56,203
減：已收購資產淨值	Less: Net assets acquired		(1,914,149)
收購產生的商譽	Goodwill arising on acquisition		-
收購附屬公司的現金及 現金等值流出淨額分析：	Analysis of net cash outflow of cash and cash equivalents in respect of acquisition of subsidiaries:		
已付現金代價	Cash consideration paid		(1,857,946)
所得銀行結餘及現金	Bank balances and cash acquired		280,488
			(1,577,458)

36. 收購附屬公司 (續)截至二零一二年十二月三十一日止年度
(續)

- (d) 於二零一二年六月，本集團以現金代價約人民幣111,167,000元（相當於136,735,000港元）自獨立第三方收購上海寶山華潤燃氣有限公司的全部股本權益，該公司從事液化氣銷售及燃氣管道接駁業務。有關交易已採用收購法入賬。

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2012 (Continued)

- (d) In June 2012, the Group acquired 100% equity interest in 上海寶山華潤燃氣有限公司, which is engaged in sales of liquefied gas and connection of gas pipelines, from an independent third party for a cash consideration of approximately RMB111,167,000 (equivalent to HK\$136,735,000). The transaction has been accounted for using the acquisition method.

		於收購日期 已確認金額 Amounts recognised at the date of acquisition 千港元 HK\$'000
已收購附屬公司可識別資產淨值於 獲得控制權當日的公平值所示如下：	Fair value of net identifiable assets of the subsidiaries acquired at the date of obtaining control are as follows:	
物業、廠房及設備	Property, plant and equipment	8,529
遞延稅項資產	Deferred tax assets	22
存貨	Inventories	10,279
應收貿易賬款及其他應收款	Trade and other receivables	6,543
銀行結餘及現金	Bank balances and cash	54,033
應付貿易賬款及其他應付款	Trade and other payables	(67,947)
應付稅項	Tax payable	(841)
遞延稅項負債	Deferred tax liabilities	(121)
		10,497
已轉讓代價（以現金支付）	Consideration transferred, satisfied by cash	136,735
減：已收購資產淨值	Less: Net assets acquired	(10,497)
收購產生的商譽	Goodwill arising on acquisition	126,238
收購附屬公司的現金及現金等值 流出淨額分析：	Analysis of net outflow of cash and cash equivalents in respect of acquisition of a subsidiary:	
已付現金代價	Cash consideration paid	(136,735)
所得銀行結餘及現金	Bank balances and cash acquired	54,033
		(82,702)

36. 收購附屬公司 (續)

截至二零一二年十二月三十一日止年度
(續)

(d) (續)

上海寶山華潤燃氣有限公司可識別資產的公平值乃初步按暫定基準釐定。於截至二零一三年十二月三十一日止年度，本集團完成對被收購方可識別資產淨值的估值。並無對可辨認資產及負債的公平值作出調整。該收購事項產生商譽乃因其歸屬於天然氣業務的預期盈利能力及合併產生的預期未來經營合力。由於該等利益並不符合可識別無形資產的確認標準，故該等利益並無與商譽分開確認。

- (e) 南京江寧華潤燃氣有限公司(「南京江寧華潤燃氣」)由本集團及其他合營方(中國政府相關實體)分別持有70%及30%。根據先前準則香港會計準則第31號，該公司入賬為共同控制實體，因為所有戰略性財務及經營決策需獲得南京江寧華潤燃氣三分之二董事會成員的批准，而本集團提名的董事會成員人數並未達到規定。於採納香港財務報告準則第11號後，該公司根據香港財務報告準則第11號使用權益法入賬為合營公司。於二零一二年一月，南京江寧華潤燃氣股東通過決議案，隨後藉以修訂組織章程細則及合營協議，其中可由其他合營方提名的董事人數已減少。於董事會構成發生變動後，本集團提名的董事會成員人數可達到下限，故本集團可控制戰略性財務及經營決策，至此，南京江寧華潤燃氣成為本公司的附屬公司。

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2012 (Continued)

(d) (Continued)

The fair values of identifiable assets of 上海寶山華潤燃氣有限公司 were initially determined on a provisional basis. During the year ended 31st December, 2013, the Group completed the valuation of the net identifiable assets of the acquiree. No adjustment was made to the fair values of identifiable assets and liabilities. Goodwill arose in this acquisition because it is attributable to the anticipated profitability of the gas business and the anticipated future operating synergies from the combination. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

- (e) 南京江寧華潤燃氣有限公司("Nanjing Jiangning CR Gas") was 70% held by the Group and 30% by the other joint venturer, a PRC government related entity. Under the previous standard HKAS 31, it was accounted for as a jointly controlled entity as all of the strategic financial and operating decisions must be approved by two-third of the members of the board of directors in Nanjing Jiangning CR Gas whereby the number of members nominated to the board of directors by the Group did not meet this requirement. It is accounted for as a joint venture under HKFRS 11 using equity method after the adoption of HKFRS 11. In January 2012, the shareholders of Nanjing Jiangning CR Gas passed a resolution which then led to the amendment of the memorandum of association and the joint venture agreement in which the number of directors which can be nominated by the other joint venturer has been reduced. Upon the change of board composition, the number of members nominated to the board of directors by the Group can meet the Threshold, and accordingly the Group is able to control the strategic financial and operating decisions, at which time, Nanjing Jiangning CR Gas became a subsidiary of the Company.

36. 收購附屬公司 (續)

截至二零一二年十二月三十一日止年度
(續)

(e) (續)

36. ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 31st December, 2012 (Continued)

(e) (Continued)

		千港元 HK\$'000
已收購南京江寧華潤燃氣於 獲得控制權當日的可識別 資產淨值所示如下：	Fair value of net identifiable assets of Nanjing Jiangning CR Gas acquired at the date of obtaining control are as follows:	
物業、廠房及設備	Property, plant and equipment	1,085,113
存貨	Inventories	37,608
應收貿易賬款及其他應收款	Trade and other receivables	110,621
銀行結餘及現金	Bank balances and cash	59,793
應付貿易賬款及其他應付款	Trade and other payables	(28,025)
應付稅項	Taxation payable	(2,891)
銀行及其他借貸	Bank and other borrowings	(37,005)
遞延稅項負債	Deferred tax liabilities	(98,613)
		1,126,601
收購南京江寧華潤燃氣所 產生的結果：	Results on the acquisition of Nanjing Jiangning CR Gas:	
已收購南京江寧華潤燃氣的公平值	Fair value of Nanjing Jiangning CR Gas acquired	1,126,601
以於合營公司的權益表示的過往 所持權益 (按公平值計)	Previously held interest, represented by interests in joint ventures, at fair value	(788,619)
非控股權益	Non-controlling interests	(337,982)
		-
收購南京江寧華潤燃氣的現金及 現金等值流入淨額分析：	Analysis of net cash inflow of cash and cash equivalents in respect of the acquisition of Nanjing Jiangning CR Gas:	
所得銀行結餘及現金	Bank balances and cash acquired	59,793

37. 經營租約**本集團作為承租人**

於報告期末，本集團有不可撤銷經營租約承擔，該等承擔的未來最低租金付款如下：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
一年內	Within one year	31,574	20,497
第二至第五年 (包括首尾兩年在內)	In the second to fifth year inclusive	24,206	22,435
五年後	After five years	13,950	9,742
		69,730	52,674

經營租約付款乃指本集團就辦公室及廠房物業的應付租金。租約的磋商及固定租金平均為一至十年期(二零一二年：一至十年期)。

本集團作為出租人

於報告期末，本集團與承租人已訂立不可撤銷經營租約，日後所須支付的最低租金的到期日如下：

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
一年內	Within one year	2,514	1,088
第二至第五年 (包括首尾兩年在內)	In the second to fifth year inclusive	4,873	3,688
五年後	After five years	1,954	1,612
		9,341	6,388

年內已就出租投資物業與租戶訂立一至十二年期(二零一二年：一至十二年期)的租約。概無就上述經營租約安排任何或然租金安排。

37. OPERATING LEASES**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 which fall due as follows:

Operating lease payments represent rentals payable by the Group for office and factory premises. Leases are negotiated and rentals are fixed for term ranging from one to ten years (2012: one to ten years).

The Group as lessor

At the end of the reporting period, the Group had contracted with lessees for the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

The investment properties rented during the year have committed tenants for term ranging from one to twelve years (2012: one to twelve years). No contingent rent was arranged for the above operating lease arrangements.

38. 承擔

38. COMMITMENTS

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
就以下各項已訂約但未 於本集團財務報表中 撥備的資本開支：	Capital expenditure contracted for but not provided in the Group's financial statements in respect of:		
購置物業、廠房及設備／ 預付租賃款項	Acquisition of property, plant and equipment/prepaid lease payments	843,896	48,419
購置經營權	Acquisition of operating rights	25,438	—
投資(附註)	Investments (Note)	1,022,911	5,751,675
		1,892,245	5,800,094
就以下各項已批准但 未訂約的資本開支：	Capital expenditure authorised but not contracted for in respect of:		
購置物業、廠房及設備／ 預付租賃款項	Acquisition of property, plant and equipment/prepaid lease payments	60,767	43,164
購置經營權	Acquisition of operating rights	—	41,931
投資	Investments	595,440	524,880
		656,207	609,975
本集團應佔與其他合營企業 共同作出且與其合營企業 有關的資本承擔如下：	The Group's share of the capital commitments made jointly with other joint venturers relating to its joint ventures are as follows:		
購置物業、廠房及設備／ 預付租賃款項	Acquisition of property, plant and equipment/prepaid lease payments	44,581	56,581

附註：本集團與獨立第三方訂立若干協議以
在中國成立若干家中外合營企業。

Note: The Group entered into several agreements with independent third
parties to establish certain sino-foreign joint venture enterprises in the
PRC.

39. 主要非現金交易

- (a) 年內，無錫華潤燃氣及濟寧華潤燃氣成為本集團附屬公司，而控制權則以零代價自其他合營企業取得（附註36(a)及36(b)）。
- (b) 於二零一二年二月，本集團以代價**805,288,000**港元收購鄭州燃氣的額外權益，旨在將鄭州燃氣私有化並撤銷其H股上市地位，代價以現金**16,957,000**港元及透過配發及發行**71,741,153**股股份支付。
- (c) 於二零一二年十月十六日，本公司以代價**2,415,000,000**港元向一家同系附屬公司收購華潤石化燃氣集團有限公司的全部股本權益。由於該項交易，應付同系附屬公司款項增加**2,415,000,000**港元。

40. 資產抵押

於二零一三年十二月三十一日，本集團已抵押下列資產作為銀行借貸及應付予天然氣供應商的應付貿易賬款的擔保：

39. MAJOR NON-CASH TRANSACTIONS

- (a) During the year, Wuxi CR Gas and Jining CR Gas became the subsidiaries of the Group whereby control was obtained from the other joint venturers without consideration (notes 36(a) and 36(b)).
- (b) In February 2012, the Group acquired additional interest in Zhengzhou Gas for a consideration of HK\$805,288,000 for the purpose of the privatisation and withdrawal of the listing of H shares of Zhengzhou Gas which was settled by cash of HK\$16,957,000 and the allotment and issue of 71,741,153 shares.
- (c) On 16th October, 2012, the Company acquired 100% equity interests in China Resources Petrochem Gas Group Limited from a fellow subsidiary for a consideration of HK\$2,415,000,000. As a result of the transaction, the amounts due to fellow subsidiaries were increased by HK\$2,415,000,000.

40. PLEDGE OF ASSETS

At 31st December, 2013, the Group pledged the following assets as securities for bank borrowings and trade payables to suppliers of natural gas as follows:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
物業、廠房及設備	Property, plant and equipment	6,223	6,624
應收貿易賬款	Trade receivables	26,314	25,122
已抵押銀行存款	Pledged bank deposits	219,149	68,023
		251,686	99,769

41. 關連人士交易**與關連人士的交易**

除相關附註所載的關連人士交易外，本集團於年內與關連人士進行下列重大交易：

41. RELATED PARTY TRANSACTIONS**Transactions with related parties**

In addition to the related party transactions set out in the respective notes, the Group entered into the following material transactions with related parties during the year:

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000 (重列) (Restated)
已付一間同系附屬公司的 利息開支	Interest expenses paid to a fellow subsidiary	19,378	12,326
來自同系附屬公司的利息收入	Interest income from a fellow subsidiary	7,273	1,478
已付同系附屬公司的租金開支	Rental expenses paid to fellow subsidiaries	1,386	608
銷售予合營公司	Sales to joint ventures	588,563	82,140
購自非控股股東	Purchase from non-controlling shareholders	630,383	523,300
購自合營公司	Purchase from joint ventures	4,932	11,668
銷售予聯營公司	Sales to associates	74,726	15,659
銷售予非控股權益	Sales to non-controlling interests	37,689	90,304
已付合營公司的利息開支	Interest expenses paid to joint ventures	32,022	28,534
來自合營公司的利息收入	Interest income from joint ventures	3,829	2,233
來自合營方的利息收入	Interest income from a joint venturer	15,575	–

於二零一三年十二月三十一日，本集團於同系附屬公司珠海華潤銀行股份有限公司存入銀行存款**1,929,367,000**港元（二零一二年：**171,094,000**港元），該等銀行存款計入銀行結餘及現金。

At 31st December, 2013, the Group placed bank deposits of HK\$1,929,367,000 (2012: HK\$171,094,000) with China Resources Bank of Zhuhai Co., Ltd., a fellow subsidiary and these bank deposits were included in bank balances and cash.

與其他國有控制實體的交易／結餘

本集團自身為中國政府控制的中國華潤旗下較大集團公司的一部分，而本集團目前在以中國政府控制、共同控制或施加重大影響力的實體為主的經濟環境運營。

Transactions/balances with other state-controlled entities

The Group itself is part of a larger group of companies under CRNC which is controlled by the government of the PRC and the Group operates in an economic environment currently predominated by entities controlled, jointly controlled or significantly influenced by the PRC government.

除與母公司及其附屬公司的交易（已於綜合財務報表的其他附註披露）外，本集團亦與中國政府直接或間接控制、共同控制或施加重大影響力的實體在日常業務過程中進行業務，包括其大部份銀行存款及相應利息收入、若干銀行及其他借貸以及相應財務成本、大部份採購及部份燃氣銷售。

Apart from the transactions with the parent company and its subsidiaries which have been disclosed in other notes to the consolidated financial statements, the Group also conducts businesses with entities directly or indirectly controlled, jointly controlled or significantly influenced by the PRC government in the ordinary course of business, including majority of its bank deposits and the corresponding interest income, certain bank and other borrowings and the corresponding finance costs, large portion of purchases and part of sales of gas.

For the year ended 31st December, 2013 截至二零一三年十二月三十一日止年度

41. 關連人士交易 (續)

41. RELATED PARTY TRANSACTIONS (Continued)

本集團主要管理人員酬金

Compensation of key management personnel of the Group

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
短期福利	Short-term benefits	80,454	131,034
退休後福利	Post-employment benefits	1,479	1,439
		81,933	132,473

42. 本公司財務狀況表

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	1,119	1,715
於附屬公司的未上市投資	Unlisted investments in subsidiaries	12,357,073	11,981,859
應收附屬公司款項	Amounts due from subsidiaries	15,686,271	11,656,804
		28,044,463	23,640,378
流動資產	Current assets		
其他應收款	Other receivables	49,392	61,690
應收附屬公司款項	Amounts due from subsidiaries	293,186	–
銀行結餘及現金	Bank balances and cash	759,535	4,682,916
		1,102,113	4,744,606
流動負債	Current liabilities		
其他應付款及應計費用	Other payables and accrued charges	154,212	100,546
應付附屬公司款項	Amounts due to subsidiaries	39,916	188
應付一間同系附屬公司款項	Amount due to a fellow subsidiary	–	2,415,000
銀行借貸	Bank borrowings	800,000	–
		994,128	2,515,734
流動資產淨值	Net current assets	107,985	2,228,872
		28,152,448	25,869,250
資本及儲備	Capital and reserves		
股本	Share capital	222,401	222,401
儲備 (附註)	Reserves (Note)	15,246,093	14,577,719
		15,468,494	14,800,120
非流動負債	Non-current liabilities		
銀行借貸	Bank borrowings	7,000,000	5,400,000
優先票據	Senior notes	5,683,954	5,669,130
		12,683,954	11,069,130
		28,152,448	25,869,250

42. 本公司財務狀況表 (續)

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

附註：

Note:

儲備

Reserves

		股份溢價 Share premium 千港元 HK\$'000	繳入盈餘 Contributed surplus 千港元 HK\$'000	購股權儲備 Share option reserve 千港元 HK\$'000	為獎勵計劃 持有之股份 Shares held for incentive award scheme 千港元 HK\$'000	其他 Others 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於二零一二年一月一日	At 1st January, 2012	2,914,756	7,388,600	13,436	(219,298)	419,376	10,516,870
年內溢利及全面收入 總額	Profit and total comprehensive income for the year	-	-	-	-	725,026	725,026
配售股份	Placing of shares	2,696,000	-	-	-	-	2,696,000
股份發行費用	Share issue expenses	(13,270)	-	-	-	-	(13,270)
於收購一間附屬公司的 額外權益後發行股份	Issue of shares upon acquisition of additional interest in a subsidiary	781,157	-	-	-	-	781,157
出售為獎勵計劃 持有的股份	Disposal of shares held for incentive award scheme	-	-	-	24,968	87,398	112,366
已付股息	Dividends paid	-	-	-	-	(240,430)	(240,430)
於二零一二年 十二月三十一日	At 31st December, 2012	6,378,643	7,388,600	13,436	(194,330)	991,370	14,577,719
年內溢利及全面收入 總額	Profit and total comprehensive income for the year	-	-	-	-	962,325	962,325
購股權到期	Expiry of share options	-	-	(13,436)	-	13,436	-
出售為獎勵計劃 持有的股份	Disposal of shares held for incentive award scheme	-	-	-	8,217	46,186	54,403
已付股息	Dividends paid	-	-	-	-	(348,354)	(348,354)
於二零一三年 十二月三十一日	At 31st December, 2013	6,378,643	7,388,600	-	(186,113)	1,664,963	15,246,093

43. 主要附屬公司資料**附屬公司的一般資料**

於報告期末，本集團附屬公司的資料載列如下：

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES**General information of subsidiaries**

Details of the Group's subsidiaries at the end of the reporting period are set out below.

公司名稱 Name of company	註冊成立／ 成立地點 Place of incorporation/ establishment	已發行及繳足股份／ 註冊股本 Issued and fully paid share/ registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013 %	二零一二年 2012 %	
華潤燃氣有限公司 China Resources Gas Limited	英屬處女群島 British Virgin Islands	普通股4美元 Ordinary US\$4	100	100	投資控股 Investment holding
AEI China Gas Limited	開曼群島 Cayman Islands	普通股1,000美元 Ordinary US\$1,000	100	100	投資控股 Investment holding
南京華潤燃氣有限公司 ¹	中國 PRC	人民幣50,000,000元 RMB50,000,000	80.4	80.4	銷售液化氣 Sales of liquefied gas
蘇州華潤燃氣有限公司 ¹	中國 PRC	15,000,000美元 USD15,000,000	70	70	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
富陽華潤燃氣有限公司 ^{1,2}	中國 PRC	16,000,000美元 USD16,000,000	50	50	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL
SUBSIDIARIES (Continued)

附屬公司的一般資料 (續)

General information of subsidiaries (Continued)

公司名稱 Name of company	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及繳足股份/ 註冊股本 Issued and fully paid share/ registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013 %	二零一二年 2012 %	
臨海華潤燃氣有限公司 ³	中國 PRC	4,000,000美元 USD4,000,000	100	100	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
淮北華潤燃氣有限公司 ^{1,4}	中國 PRC	11,000,000美元 USD11,000,000	57.11	57.11	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
大同華潤燃氣有限公司 ¹	中國 PRC	人民幣81,500,000元 RMB81,500,000	75	75	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
陽泉華潤燃氣有限公司 ¹	中國 PRC	人民幣50,000,000元 RMB50,000,000	75	75	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
襄陽華潤燃氣有限公司 ¹	中國 PRC	人民幣70,000,000元 RMB70,000,000	71.43	71.43	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL
SUBSIDIARIES (Continued)

附屬公司的一般資料 (續)

General information of subsidiaries (Continued)

公司名稱 Name of company	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及繳足股份/ 註冊股本 Issued and fully paid share/ registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013 %	二零一二年 2012 %	
宜城華潤燃氣有限公司 ³	中國 PRC	人民幣10,000,000元 RMB10,000,000	100	100	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
潛江華潤燃氣有限公司 ³	中國 PRC	人民幣10,000,000元 RMB10,000,000	100	100	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
武漢華潤燃氣有限公司 ¹	中國 PRC	人民幣51,300,000元 RMB51,300,000	51	51	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
啟東華潤燃氣有限公司 ¹	中國 PRC	7,788,900美元 US\$7,788,900	100	100	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
什邡華潤燃氣有限公司 ¹	中國 PRC	人民幣29,890,600元 RMB29,890,600	51	51	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

附屬公司的一般資料 (續)

General information of subsidiaries (Continued)

公司名稱 Name of company	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及繳足股份/ 註冊股本 Issued and fully paid share/ registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013 %	二零一二年 2012 %	
滕州華潤燃氣有限公司 ¹	中國 PRC	人民幣80,000,000元 RMB80,000,000	70	70	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
谷城華潤燃氣有限公司 ¹	中國 PRC	人民幣5,000,000元 RMB5,000,000	100	100	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
寧波杭州灣華潤燃氣有限公司 ¹	中國 PRC	人民幣50,000,000元 RMB50,000,000	100	100	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
鄭州華潤燃氣股份有限公司 ⁵	中國 PRC	人民幣680,000,000元 RMB680,000,000	88	84	銷售天然氣壓力控制 設備及燃氣設施及 建造燃氣管道 Sales of natural gas pressure control equipment and gas appliances and construction of gas pipelines

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL
SUBSIDIARIES (Continued)

附屬公司的一般資料 (續)

General information of subsidiaries (Continued)

公司名稱 Name of company	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及繳足股份/ 註冊股本 Issued and fully paid share/ registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013 %	二零一二年 2012 %	
南京江寧華潤燃氣有限公司 ¹	中國 PRC	人民幣667,000,000元 RMB667,000,000	70	70	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
無錫華潤燃氣有限公司 ^{1,6}	中國 PRC	29,980,000美元 USD29,980,000	50	50	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
濟寧華潤燃氣有限公司 ^{1,6}	中國 PRC	人民幣286,582,858元 RMB286,582,858	51	51	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
昆明華潤燃氣有限公司 ¹	中國 PRC	人民幣227,180,000元 RMB227,180,000	64	64	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines

43. 主要附屬公司資料 (續)

附屬公司的一般資料 (續)

- 1 該等公司在中國以中外合資企業的形式存在。
- 2 由於本集團可提名50%以上的董事人選，故本集團現時有權指導該附屬公司的相關活動。因此，該公司被視為本集團的附屬公司。
- 3 該等公司在中國以外商獨資企業的形式存在。
- 4 本集團持有附屬公司54%股權，並根據股東協議分佔57.11%溢利。
- 5 該公司為於中國成立的股份有限公司，其H股於二零一二年二月十四日前在聯交所上市。
- 6 由於在本集團簽訂的備忘錄中另一名股東將同意本集團對該附屬公司的經營、投資及融資業務所作的決策，且另一名股東將同意委任由本集團提名的所有高級管理層，故本集團現時有權指導該附屬公司的相關活動。因此，該公司被視為本集團的附屬公司(附註36(a)及36(b))。

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

General information of subsidiaries (Continued)

- 1 These companies were established in the PRC in the form of sino-foreign equity joint venture enterprise.
- 2 The Group has existing rights that give it the current ability to direct the relevant activities of the subsidiary as the Group is able to nominate over 50% of the board of directors. Accordingly, the company is regarded as a subsidiary of the Group.
- 3 These companies were established in the PRC in the form of wholly foreign-owned enterprise.
- 4 These Group holds 54% equity interest in the subsidiary and shares profit at 57.11% according to the shareholders' agreement.
- 5 The company was established in the PRC as a joint stock limited company and its H shares were listed on the Stock Exchange until 14th February, 2012.
- 6 The Group has existing rights that give it the current ability to direct the relevant activities of the subsidiary as the Group signed a memorandum in which the other shareholder would agree the Group's decisions on operating, investing and financing activities of the subsidiary, and the other shareholder would agree the appointment of all senior management nominated by the Group. Accordingly, the company is regarded as a subsidiary of the Group (notes 36(a) and 36(b)).

43. 主要附屬公司資料 (續)

附屬公司的一般資料 (續)

除華潤燃氣有限公司由本公司直接擁有外，所有其他上述主要附屬公司均由本公司間接持有，並主要在註冊成立／成立地點經營業務。

於二零一三年及二零一二年十二月三十一日或年內任何時間，各附屬公司概無任何未償還債券。

本公司董事認為，上表所列的本集團附屬公司對本集團的業績或資產與負債有重大影響。本公司董事認為，載列其他附屬公司的詳情將令本報告過於冗長。

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

General information of subsidiaries (Continued)

Except for China Resources Gas Limited which is directly held by the Company, all other above principal subsidiaries are indirectly held by the Company and are operating principally in their place of incorporation/establishment.

None of the subsidiaries had any debt securities outstanding at 31st December, 2013 and 2012 or at any time during the year.

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

43. 主要附屬公司資料 (續)

擁有重大非控股權益的非全資附屬公司的詳情

下表列示擁有重大非控股權益的本集團非全資附屬公司詳情：

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

附屬公司名稱 Name of subsidiary	成立地點及 主要營業地點 Place of establishment and principal place of business	擁有權益及 非控股權益所持 投票權比例 Proportion of ownership interests and voting rights held by non-controlling interests		分配予非控股權益 的溢利(虧損) Profit (loss) allocated to non-controlling interests		累計非控股權益 Accumulated non-controlling interests	
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		2013	2012	2013	2012	2013	2012
		%	%	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
蘇州華潤燃氣有限公司	中國 PRC	30	30	35,915	37,070	110,717	116,816
富陽華潤燃氣有限公司	中國 PRC	50	50	8,472	9,465	119,864	107,968
襄陽華潤燃氣有限公司	中國 PRC	28.57	28.57	44,507	36,356	85,107	74,656
武漢華潤燃氣有限公司	中國 PRC	49	49	40,761	33,393	168,447	123,509
什邡華潤燃氣有限公司	中國 PRC	49	49	22,888	21,517	55,243	51,132
滕州華潤燃氣有限公司	中國 PRC	30	30	16,618	14,389	52,533	47,652
鄭州華潤燃氣有限公司	中國 PRC	12	16	67,739	60,253	215,718	368,786
南京江寧華潤燃氣有限公司	中國 PRC	30	30	23,482	6,601	279,191	255,806

43. 主要附屬公司資料 (續)

擁有重大非控股權益的非全資附屬公司的詳情 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

附屬公司名稱 Name of subsidiary	成立地點及 主要營業地點 Place of establishment and principal place of business	擁有權益及 非控股權益所持 投票權比例 Proportion of ownership interests and voting rights held by non-controlling interests		分配予非控股權益 的溢利(虧損) Profit (loss) allocated to non-controlling interests		累計非控股權益 Accumulated non-controlling interests	
		二零一三年 2013	二零一二年 2012	二零一三年 2013	二零一二年 2012	二零一三年 2013	二零一二年 2012
		%	%	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
無錫華潤燃氣有限公司	中國 PRC	50	50	270,877	–	693,319	–
淮北華潤燃氣有限公司	中國 PRC	42.89	42.89	21,309	17,049	76,765	91,901
長治華潤燃氣有限公司	中國 PRC	45	45	(2,080)	(8,259)	160,023	157,187
武鋼華潤燃氣(武漢)有限公司	中國 PRC	50	50	2,224	2,781	189,478	181,561
安陽華潤燃氣有限公司	中國 PRC	35	35	29,223	12,595	159,520	127,900
景德鎮華潤燃氣有限公司	中國 PRC	35	35	20,773	21,924	183,753	166,805
濟寧華潤燃氣有限公司	中國 PRC	49	49	27,085	–	274,587	–

43. 主要附屬公司資料 (續)

擁有重大非控股權益的非全資附屬公司的詳情 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

附屬公司名稱 Name of subsidiary	成立地點及 主要營業地點 Place of establishment and principal place of business	擁有權益及 非控股權益所持 投票權比例 Proportion of ownership interests and voting rights held by non-controlling interests		分配予非控股權益 的溢利(虧損) Profit (loss) allocated to non-controlling interests		累計非控股權益 Accumulated non-controlling interests	
		二零一三年 2013 %	二零一二年 2012 %	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
昆明華潤燃氣有限公司	中國 PRC	36	36	10,936	(8,917)	134,375	127,344
擁有非控股權益的 其他個別非重大附屬公司 Individually immaterial subsidiaries with non-controlling interests						1,474,263	988,115
						4,432,903	2,987,138

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43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

擁有重大非控股權益的非全資附屬公司的詳情 (續)
Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

有關擁有重大非控股權益的本集團各附屬公司的財務資料概要載列如下。以下財務資料概要為集團內公司間抵銷前的金額。
Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	蘇州華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	富陽華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	襄陽華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	武漢華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	什邡華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	滕州華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	南京江寧華潤燃氣 有限公司 二零一二年 千港元	二零一三年 千港元	無錫華潤燃氣 有限公司 二零一二年 千港元
流動資產	238,376	253,964	137,008	84,920	467,615	371,610	233,143	162,041	164,098	134,460	245,730	197,625	325,107	166,150	1,662,255
非流動資產	323,878	300,202	183,211	177,270	321,614	280,817	617,789	538,408	58,656	49,548	141,723	134,048	820,152	762,782	2,154,833
流動負債	(130,366)	(120,930)	(69,694)	(40,952)	(491,316)	(391,117)	(462,901)	(392,894)	(109,787)	(79,356)	(204,070)	(172,835)	(214,620)	(76,244)	(2,357,952)
非流動負債	(62,831)	(43,849)	(5,487)	(5,302)	-	-	(44,262)	(55,497)	(226)	(301)	(8,272)	-	-	-	(69,954)
本公司擁有人應佔股本	258,340	272,571	119,864	107,968	212,782	186,636	175,322	128,550	57,498	53,219	122,578	111,186	651,447	596,881	693,319
非控股權益	110,717	116,816	119,864	107,968	85,107	74,656	168,447	123,509	55,243	51,132	52,533	47,652	279,192	255,806	693,319

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

擁有重大非控股權益的非全資附屬公司的詳情 (續)
 Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

	蘇州華豐燃氣有限公司	高麗華豐燃氣有限公司	蕪湖華豐燃氣有限公司	武漢華豐燃氣有限公司	什沱華豐燃氣有限公司	滕州華豐燃氣有限公司	南京江華豐燃氣有限公司	無錫華豐燃氣有限公司						
	截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止年度	截至十二月三十一日止年度						
	二零一二年	二零一二年	二零一二年	二零一二年	二零一二年	二零一二年	二零一二年	二零一二年						
	31.12.2012	31.12.2012	31.12.2012	31.12.2012	31.12.2012	31.12.2012	31.12.2012	31.12.2012						
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元						
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000						
收入	780,871	708,749	291,002	214,035	638,579	861,556	638,201	213,043	201,986	379,496	333,109	596,551	270,442	2,831,943
開支	(661,155)	(688,183)	(274,058)	(195,084)	(481,328)	(778,370)	(570,052)	(166,334)	(158,074)	(324,102)	(287,145)	(518,276)	(248,437)	(2,290,189)
年內溢利(虧損)	119,716	123,566	16,944	18,951	157,251	83,186	68,149	46,709	43,912	55,394	47,964	78,275	22,005	541,754
本公司擁有人溢利(虧損)	83,801	86,496	8,472	9,486	111,274	42,425	34,756	23,821	22,395	38,776	33,575	54,792	15,403	270,877
非控股權益佔溢利(虧損)	35,915	37,070	8,472	9,465	44,507	40,761	33,393	22,888	21,517	16,618	14,389	23,483	6,602	270,877
年內溢利	119,716	123,566	16,944	18,951	157,781	83,186	68,149	46,709	43,912	55,394	47,964	78,275	22,005	541,754
本公司擁有人應佔全面收入總額	83,801	86,496	8,472	9,486	111,274	42,425	34,756	23,821	22,395	38,776	33,575	54,792	15,403	270,877
非控股權益佔全面收入總額	35,915	37,070	8,472	9,465	44,507	40,761	33,393	22,888	21,517	16,618	14,389	23,483	6,602	270,877
年內全面收入總額	119,716	123,566	16,944	18,951	157,781	83,186	68,149	46,709	43,912	55,394	47,964	78,275	22,005	541,754
已付非控股權益股息	(45,640)	(44,415)	-	-	(35,083)	(59,091)	-	(20,154)	(26,644)	(12,517)	-	(8,786)	-	(120,440)
經營業務產生的現金流入(流出)淨額	98,141	130,861	32,260	29,014	170,921	168,403	124,442	164,839	56,419	94,269	76,359	110,375	138,327	941,875
投資業務所產生的現金流入(流出)淨額	(13,667)	(190,763)	(7,301)	(15,928)	(46,102)	(83,617)	(106,908)	(8,862)	(2,517)	(13,768)	(47,923)	(77,821)	(104,851)	(153,552)
融資業務所產生的現金流入(流出)淨額	(83,277)	(180,648)	5,325	-	(138,111)	(40,378)	(3,959)	(50,623)	(31,004)	(82,665)	(29,299)	(64,726)	(39,653)	(507,116)
現金流入(流出)淨額	1,197	(240,550)	30,284	(13,086)	(19,292)	448	53,972	(3,066)	9,973	(2,164)	1,137	(32,171)	(6,177)	281,207

For the year ended 31st December, 2013

截至二零一三年十二月三十一日止年度

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

擁有重大非控股權益的非全資附屬公司的詳情 (續)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

有關擁有重大非控股權益的本集團各附屬公司的財務資料概要載列如下。以下財務資料概要為集團內公司間抵銷前的金額。

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	進江華潤燃氣 有限公司	長治華潤燃氣 有限公司	武鋼華潤燃氣(武漢) 有限公司	鄭州華潤燃氣 有限公司	安慶華潤燃氣 有限公司	景泰華潤燃氣 有限公司	濟寧華潤燃氣 有限公司	昆陽華潤燃氣 有限公司
	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元	二零一二年 千港元	二零一三年 千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
流動資產	168,814	151,732	194,737	194,093	208,688	191,799	3,769,745	2,325,145
非流動資產	259,563	209,775	253,074	156,158	242,916	195,741	2,857,242	2,625,522
流動負債	(249,396)	(147,235)	(92,203)	(946)	(72,648)	(24,419)	(3,055,264)	(2,341,355)
非流動負債	-	-	-	-	-	-	(284,928)	(304,400)
本公司擁有人應佔股本	102,216	122,371	195,584	192,118	189,478	181,561	1,581,930	1,936,126
非控股權益	76,765	91,901	160,024	157,187	189,478	181,561	215,718	368,786
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-	-	-
Equity attributable to owners of the Company	-	-	-	-	-	-	-	-
Non-controlling interests	-	-	-	-	-	-	-	-
Current assets	-	-	-	-	-	-	-	-
Non-current assets	-	-	-	-	-	-	-	-
Current liabilities	-	-	-	-	-	-	-	-

43. 主要附屬公司資料 (續)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

擁有重大非控股權益的非全資附屬公司的詳情 (續)
Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

	進北華潤燃氣 有限公司 2013 千港元 HK\$'000	長治華潤燃氣 有限公司 2013 千港元 HK\$'000	武鋼華潤燃氣(武漢) 有限公司 2013 千港元 HK\$'000	贛州華潤燃氣 有限公司 2013 千港元 HK\$'000	安慶華潤燃氣 有限公司 2013 千港元 HK\$'000	景德鎮華潤燃氣 有限公司 2013 千港元 HK\$'000	濟寧華潤燃氣 有限公司 2013 千港元 HK\$'000	昆明華潤燃氣 有限公司 2013 千港元 HK\$'000								
收入	419,432	338,748	108,779	2,061	177,183	13,058	3,251,420	3,041,111	739,056	519,981	561,524	475,732	345,660	-	229,914	113,546
開支	(369,750)	(288,952)	(113,401)	(20,414)	(172,735)	(7,496)	(2,686,926)	(2,664,527)	(655,561)	(483,995)	(522,288)	(413,092)	(290,405)	-	(199,536)	(138,314)
年內溢利(虧損)	49,682	39,796	(4,622)	(18,353)	4,448	5,562	564,494	376,584	83,495	35,986	59,236	62,640	55,275	-	30,378	(24,768)
本公司擁有人應佔溢利(虧損)	28,373	22,728	(2,542)	(10,094)	2,224	2,781	496,755	316,331	54,272	23,391	38,503	40,716	28,190	-	19,442	(15,852)
非控股權益佔溢利(虧損)	21,309	17,068	(2,080)	(8,259)	2,224	2,781	67,739	60,253	29,223	12,595	20,733	21,924	27,085	-	10,936	(8,916)
年內溢利	49,682	39,796	(4,622)	(18,353)	4,448	5,562	564,494	376,584	83,495	35,986	59,236	62,640	55,275	-	30,378	(24,768)
本公司擁有人應佔全面收入總額	28,373	22,728	(2,542)	(10,094)	2,224	2,781	496,755	316,331	54,272	23,391	38,503	40,716	28,190	-	19,442	(15,852)
非控股權益佔全面收入總額	21,309	17,068	(2,080)	(8,259)	2,224	2,781	67,739	60,253	29,223	12,595	20,733	21,924	27,085	-	10,936	(8,916)
年內全面收入總額	49,682	39,796	(4,622)	(18,353)	4,448	5,562	564,494	376,584	83,495	35,986	59,236	62,640	55,275	-	30,378	(24,768)
已付非控股權益股息	(38,945)	(26,432)	-	-	-	-	-	-	-	-	-	-	(40,622)	-	-	(9,128)
經營業務所產生的現金流入(流出)淨額	71,723	54,740	50,227	(22,413)	36,886	723	1,252,887	630,745	137,721	138,758	(55,074)	99,326	78,828	-	2,818	(16,936)
投資業務所產生的現金流入(流出)淨額	(47,660)	(54,249)	(77,868)	(247)	(47,882)	(193,693)	(221,294)	(169,937)	(134,668)	(139,596)	(31,345)	(32,527)	(15,675)	-	(98,765)	(31,264)
融資業務所產生的現金流入(流出)淨額	(26,690)	-	(16,955)	219,394	-	388,670	(862,601)	(1,010,420)	-	-	69,134	(107,505)	(96,556)	-	89,547	(17,242)
現金流入(流出)淨額	(2,627)	492	(44,546)	196,834	(10,996)	175,700	168,993	(548,612)	3,053	(838)	(172,865)	(40,706)	(33,404)	-	(6,400)	(65,442)

44. 主要合營公司資料

44. PARTICULARS OF PRINCIPAL JOINT VENTURES

公司名稱 Name of company	成立地點 Place of establishment	註冊股本 Registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年	二零一二年	
			2013 %	2012 %	
成都城市燃氣有限責任公司	中國 PRC	人民幣800,000,000元 RMB800,000,000	36	36	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
瀘州華潤興瀘燃氣有限公司	中國 PRC	人民幣117,939,500元 RMB117,939,500	40	40	銷售液化氣及 接駁輸氣管道 Sales of liquefied gas and connection of gas pipelines
鎮江華潤燃氣有限公司	中國 PRC	人民幣150,000,000元 RMB150,000,000	51	51	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
淄博華潤燃氣有限公司	中國 PRC	人民幣194,541,000元 RMB194,541,000	51	46	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
廈門華潤燃氣有限公司	中國 PRC	人民幣1,000,000,000元 RMB1,000,000,000	49	49	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines

44. 主要合營公司資料 (續)

44. PARTICULARS OF PRINCIPAL JOINT VENTURES (Continued)

公司名稱 Name of company	成立地點 Place of establishment	註冊股本 Registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013	二零一二年 2012	
			%	%	
宜賓華潤燃氣有限公司	中國 PRC	人民幣200,000,000元 RMB200,000,000	50	50	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
內江華潤燃氣有限公司	中國 PRC	人民幣129,068,800元 RMB129,068,800	51	50	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
昆山華潤城市燃氣有限公司	中國 PRC	人民幣148,000,000元 RMB148,000,000	49.9	49.9	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
四川華潤萬通燃氣股份有限公司	中國 PRC	人民幣122,423,372元 RMB122,423,372	50	50	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
中山公用燃氣有限公司	中國 PRC	人民幣164,444,400元 RMB164,444,400	55	55	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines

44. 主要合營公司資料 (續)

44. PARTICULARS OF PRINCIPAL JOINT VENTURES (Continued)

公司名稱 Name of company	成立地點 Place of establishment	註冊股本 Registered capital	本集團應佔股權 Attributable equity interest of the Group		主要業務 Principal activities
			二零一三年 2013	二零一二年 2012	
			%	%	
南昌市燃氣有限公司	中國 PRC	人民幣100,000,000元 RMB100,000,000	49	49	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
福州華潤燃氣有限公司	中國 PRC	人民幣488,376,000元 RMB488,376,000	49	49	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
津燃華潤燃氣有限公司*	中國 PRC	人民幣5,000,000,000元 RMB5,000,000,000	49	—	銷售液化氣及 接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines

* 該實體乃於二零一三年新近成立。

* The entity was newly set up in 2013.

由於決策均需要本集團及合營夥伴的一致同意，故本集團可對該等公司行使共同控制權。故此，該等公司被視為本集團的合營公司。

The Group is able to exercise joint control over these companies which the decisions require the unanimous consent of the Group and the joint venturers. Accordingly, these companies are regarded as joint ventures of the Group.

本公司董事會認為，上表所列的本集團合營公司對本集團年內的業績有重大影響或構成本集團資產淨值重大部份。本公司董事認為，載列其他合營公司的詳情將令本報告過於冗長。

The above table lists the joint ventures of the Group which, in the opinion of the directors of the Company, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other joint ventures would, in the opinion of the directors of the Company, result in particulars of excessive length.

45. 主要聯營公司詳情

45. PARTICULARS OF PRINCIPAL ASSOCIATES

公司名稱 Name of company	成立地點 Place of establishment	註冊股本 Registered capital	共同控制實體／附屬公司 持有的股本權益 Equity interest held by the jointly controlled entities/subsidiary		本集團應佔股權 Attributable interest equity of the Group		主要業務 Principal activities
			二零一三年 2013	二零一二年 2012	二零一三年 2013	二零一二年 2012	
			%	%	%	%	
平頂山燃氣有限責任公司	中國 PRC	人民幣95,590,000元 RMB95,590,000	27	27	25.92	15.16	銷售天然氣、液化石油氣及燃氣具及建造燃氣管道 Sale of natural gas, LPG and gas appliances and construction gas pipelines
重慶燃氣集團股份有限公司	中國 PRC	人民幣1,216,116,082元 RMB1,216,116,082	25	25	25	25	銷售液化氣及接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
無錫洛社中石油昆侖燃氣有限公司	中國 PRC	人民幣40,000,000元 RMB40,000,000	49	49	24.5	24.5	銷售液化氣及接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
雲南中石化華潤發展車用能源有限公司	中國 PRC	人民幣40,000,000元 RMB40,000,000	36	36	36	36	銷售液化氣及接駁輸氣管道 Sale of liquefied gas and connection of gas pipelines
江西天然氣貴溪氣有限公司	中國 PRC	人民幣30,000,000元 RMB30,000,000	49	49	49	49	銷售液化氣及接駁輸氣管道 Sales of natural gas and connection of gas pipelines

本公司董事認為，上表所列的本集團聯營公司對本集團的業績或資產與負債有重大影響。本公司董事認為，載列其他聯營公司的詳情將令本報告過於冗長。

The above table lists the associates of the Group which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other associates would, in the opinion of the directors of the Company, result in particulars of excessive length.