

Report of the Directors

The Board has pleasure in presenting the Directors' Report and the audited consolidated financial statements of the Group for the year ended 31 December 2011.

Principal Activities

The Company is an investment holding company. Its subsidiaries are principally engaged in the sales and distribution of piped gas in the People's Republic of China (the "PRC") including the provision of piped gas, construction of gas pipelines, the operation of city gas pipeline network, the operation of gas fuel automobile refilling stations, and the sale of gas household appliances. Particulars of its principal subsidiaries are set out in note 40 to the consolidated financial statements.

Results and Final Dividend

The results of the Group for the year ended 31 December 2011 are set out in the consolidated income statement on page 60.

The Directors have recommended the payment of a final dividend out of the share premium account of five HK cents per share (2010: three HK cents per share) to shareholders whose names are on the register of members of the Company on 12 June 2012. Subject to approval by shareholders at the AGM to be held on 4 June 2012 and compliance with the Companies Law of the Cayman Islands, the final dividend will be paid on or about 18 June 2012 and the register of members of the Company will be closed from Friday, 8 June 2012 to Tuesday, 12 June 2012 (both days inclusive), during which period no transfer of shares of the Company will be registered.

Reserves

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 64.

The Company's reserves available for distribution to shareholders at 31 December 2011 amounted to HK\$4,514 million (2010: HK\$4,587 million), subject to the applicable statutory requirements under the laws of the Cayman Islands.

Financial Summary

A summary of the results, assets and liabilities of the Group for each of the five years ended 31 December 2011 is set out on page 4.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

Share Capital

Details of movements in the share capital of the Company during the year are set out in note 32 to the consolidated financial statements.

Directors

The Directors during the year and up to the date of this Annual Report were as follows:

Executive Directors:

Mr. Chan Wing Kin, Alfred (*Chairman*)
Mr. Wong Wai Yee, Peter (*Chief Executive Officer*)
Mr. Kwan Yuk Choi, James
Mr. Ho Hon Ming, John (*Company Secretary*)
Ms. Law Wai Fun, Margaret

Independent Non-Executive Directors:

Dr. Chow Yei Ching
Dr. Cheng Mo Chi, Moses
Mr. Li Man Bun, Brian David

In accordance with Article 112 of the Articles of Association, Mr. Chan Wing Kin, Alfred, Ms. Law Wai Fun, Margaret and Dr. Chow Yei Ching, having been longest in office since their respective last election, shall retire from office by rotation at the forthcoming AGM. All of them, being eligible, except Dr. Chow Yei Ching who would not offer himself for re-election, would offer themselves for re-election at the forthcoming AGM.

The Board proposed to put forward Mr. Chow Vee Tsung, Oscar for election as an Independent Non-Executive Director at the forthcoming AGM. If Mr. Chow Vee Tsung, Oscar is elected, he will hold office from the date of forthcoming AGM to the conclusion of the annual general meeting of the Company of 2015. Subject to his election at the AGM, the Board also proposes to appoint him as a member of the remuneration committee, nomination committee and audit committee of the Board.

The Company has received an annual confirmation of independence from each of Independent Non-Executive Directors pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers all of Independent Non-Executive Directors to be independent.

Each of the Independent Non-Executive Directors was appointed for a period commencing from his appointment date and is subject to retirement by rotation at the AGM.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The biographical details of the Directors of the Company are set out on pages 28 to 31 of this Annual Report.

Report of the Directors

Directors' Interests or Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2011, the interests or short positions of the Directors and chief executive in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required pursuant to: (a) Divisions 7 to 9 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; (b) Section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in Shares and underlying Shares

Name of company	Name of Director	Capacity	Interest in shares			Total interest in shares	Interest in underlying Shares pursuant to share options	Aggregate interest	Approximate the percentage of issued share capital of the Company or its associated corporation as at 31.12.2011
			Personal interest	Family interest	Corporate interest				
Towngas China Company Limited	Chan Wing Kin, Alfred	Beneficial owner	—	—	—	—	3,618,000	3,618,000	0.15%
	Wong Wai Yee, Peter	Beneficial owner	—	—	—	—	3,015,000	3,015,000	0.12%
	Kwan Yuk Choi, James	Beneficial owner	—	—	—	—	3,015,000	3,015,000	0.12%
	Ho Hon Ming, John	Beneficial owner	—	—	—	—	3,015,000	3,015,000	0.12%
	Chow Yei Ching	Beneficial owner	1,600,000	—	—	1,600,000	—	1,600,000	0.07%
HKCG	Chan Wing Kin, Alfred	Interest held jointly with spouse	150,543	—	—	150,543	—	150,543	0.00%
	Kwan Yuk Choi, James	Beneficial owner and interest of spouse	53,146	60,214	—	113,360	—	113,360	0.00%
	Ho Hon Ming, John	Beneficial owner	23,577	—	—	23,577	—	23,577	0.00%
	Law Wai Fun, Margaret	Beneficial owner	14,374	—	—	14,374	—	14,374	0.00%

Details of the Directors' interests in share options granted by the Company are set out under the heading "Directors' Rights to Acquire Shares".

Directors' Rights to Acquire Shares

Pursuant to the Company's share option schemes, the Company has granted to certain Directors options to subscribe the Shares, details of which as at 31 December 2011 were as follows:

Name of Director	Date of grant	Exercisable period	Number of Shares subject to outstanding options as at 01.01.2011	as at 31.12.2011		
				Exercise price HK\$	Number of Shares subject to outstanding options	Approximate percentage of the Company's issued share capital
Chan Wing Kin, Alfred	16.03.2007	16.03.2008–27.11.2015	1,085,400	3.811	1,085,400	0.04%
	16.03.2007	16.03.2009–27.11.2015	1,085,400	3.811	1,085,400	0.04%
	16.03.2007	16.03.2010–27.11.2015	1,447,200	3.811	1,447,200	0.06%
Wong Wai Yee, Peter	16.03.2007	16.03.2008–27.11.2015	904,500	3.811	904,500	0.04%
	16.03.2007	16.03.2009–27.11.2015	904,500	3.811	904,500	0.04%
	16.03.2007	16.03.2010–27.11.2015	1,206,000	3.811	1,206,000	0.05%
Kwan Yuk Choi, James	16.03.2007	16.03.2008–27.11.2015	904,500	3.811	904,500	0.04%
	16.03.2007	16.03.2009–27.11.2015	904,500	3.811	904,500	0.04%
	16.03.2007	16.03.2010–27.11.2015	1,206,000	3.811	1,206,000	0.05%
Ho Hon Ming, John	16.03.2007	16.03.2008–27.11.2015	904,500	3.811	904,500	0.04%
	16.03.2007	16.03.2009–27.11.2015	904,500	3.811	904,500	0.04%
	16.03.2007	16.03.2010–27.11.2015	1,206,000	3.811	1,206,000	0.05%

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. During the year, no option was granted to the Directors and no option held by the Directors had lapsed or was cancelled. 3,015,000 options were exercised by Mr. Tang Yui Man, Francis, who resigned as an alternate Director to Mr. Ou Yaping (a former Executive Director of the Company resigned on 16 March 2011), with effect from 16 March 2011.
3. These options represent personal interest held by the Directors as beneficial owners.

Save as stated above, as at 31 December 2011, there were no other interests or short positions of the Directors and the chief executive in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Report of the Directors

Share Option Schemes of the Company

(a) Pre-GEM Share Option Scheme

The Company approved a pre-GEM listing share option scheme (the "Pre-GEM Scheme") by resolutions of the then sole shareholder of the Company dated 4 April 2001. The purpose of the Pre-GEM Scheme was to recognize the contribution of certain Directors and employees of the Group and group members of Sinolink Worldwide Holdings Limited (the holding company of the Company at that time) to the growth of the Group and/or to the listing of the Shares on GEM Board.

Share options were granted under the Pre-GEM Scheme in 2001 in consideration of HK\$1.00 per grant, at an exercise price of HK\$0.57, being the issue price of the Shares on listing on GEM Board. The exercise price was subsequently adjusted to HK\$0.475 upon capitalization of Shares in 2002. 50% of options under the Pre-GEM Scheme are exercisable from 1 January 2003 with the remaining 50% exercisable from 1 January 2004. The options under the Pre-GEM Scheme were exercisable on a cumulative basis until the expiry date on 3 April 2011. The options under the Pre-GEM Scheme were granted to recognize the then past and present contributions of the grantees to the Group.

The Pre-GEM Scheme ended on the date on which dealings in the Shares commenced on GEM Board (i.e. 20 April 2001), and no further options would be offered or granted after that date but in all other respects the provision of the Pre-GEM Scheme shall remain in full force and effect. As at the date of this report, no Share in respect of which options had been granted under the Pre-GEM Scheme was outstanding (2010: Nil), representing 0% (2010: 0%) of the issued share capital of the Company as at the date of this report.

(b) 2001 GEM Share Option Scheme

Pursuant to a share option scheme approved by the resolution of the sole shareholder of the Company dated 4 April 2001 (the "2001 GEM Scheme"), options may be granted to the Directors or employees of the Company or its subsidiaries, for the recognition of their contributions to the Group, to subscribe for Shares. The exercise price of the share option would be determined at the higher of the average of closing prices of the Shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option, the closing price of the Shares on the Stock Exchange on the date of grant or the nominal value of the Shares.

The share options granted under the 2001 GEM Scheme were exercisable until the expiry date on 3 April 2011.

Options granted under the 2001 GEM Scheme should be taken up within 28 days of the date of grant, upon payment of HK\$1.00 per grant.

Share Option Schemes of the Company (Continued)

(b) 2001 GEM Share Option Scheme (Continued)

The total number of Shares in respect of which options might be granted under the 2001 GEM Scheme was not permitted to exceed 10% of the Shares in issue at any point in time without prior approval from the Company's shareholders. No option might be granted to any one employee which if exercised in full would result in the total number of Shares already issued and issuable to him under all the options previously granted to him and the said option exceeding 25% of the number of Shares issued and issuable under all the options which might be granted under the 2001 GEM Scheme or any other share option schemes at the time it has proposed to grant the relevant options to that employee.

The 2005 GEM Scheme has replaced the 2001 GEM Scheme on 18 May 2005 and no further options may be offered or granted under the 2001 GEM Scheme after that date but in all other respects the provision of the 2001 GEM Scheme shall remain in full force and effect. As at the date of this report, no Share in respect of which options had been granted under the 2001 GEM Scheme was outstanding (2010: 9,307,500), representing 0% (2010: approximately 0.38%) of the issued share capital of the Company as at the date of this report.

(c) 2005 GEM Share Option Scheme

Pursuant to a share option scheme approved by, inter alia, the resolution of the Company's shareholders at the AGM held on 26 April 2005 (the "2005 GEM Scheme"), options may be granted to the Directors or employees of the Company or its subsidiaries, for the recognition of their contributions to the Group, to subscribe for the Shares. The exercise price of the share option would be determined at the higher of the average of closing prices of the Shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option, the closing price of the Shares on the Stock Exchange on the date of grant or the nominal value of the Shares.

The 2005 GEM Scheme remained in force for a period of 10 years commencing on the date of adoption of the scheme, i.e. 18 May 2005.

The share options under the 2005 GEM Scheme are exercisable at any time for a period to be determined by the Directors, which shall not be more than 10 years after the date of grant.

Options granted under the 2005 GEM Scheme should be taken up within 28 days of the date of grant, upon payment of HK\$1.00 per grant.

The total number of Shares in respect of which options might be granted under the 2005 GEM Scheme was not permitted to exceed 10% of the Shares in issue at the date of approval of the 2005 GEM Scheme without prior approval from the Company's shareholders. No option might be granted in any 12-month period to any one employee which if exercised in full would result in the total number of Shares already issued and issuable to him under all the options previously granted to him and the said option exceeding 1% of the number of Shares issued and issuable under all the options which might be granted under the 2005 GEM Scheme or any other share option schemes at the time it has proposed to grant the relevant options to that employee.

Report of the Directors

Share Option Schemes of the Company (Continued)

(c) 2005 GEM Share Option Scheme (Continued)

2005 GEM Scheme ended on the date on which dealings in the Shares commenced on Main Board (i.e. 8 December 2005), and no further options would be offered or granted after that date. No option was granted under the 2005 GEM Scheme since its adoption.

(d) 2005 Main Board Share Option Scheme

Pursuant to a share option scheme adopted by the shareholders of the Company at an extraordinary general meeting held on 28 November 2005 ("2005 Main Board Scheme"), options may be granted to the Directors or employees of the Company or its subsidiaries, for the recognition of their contributions to the Group, to subscribe for Shares in the Company. The exercise price of the share option will be determined at the higher of the average of closing prices of the Shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option, the closing price of the Shares on the Stock Exchange on the date of grant or the nominal value of the Shares.

The 2005 Main Board Scheme will remain in force for a period of 10 years commencing on 28 November 2005.

The share options under 2005 Main Board Scheme are exercisable at any time for a period to be determined by the Directors, which shall not be more than 10 years after the date of grant.

Options granted under 2005 Main Board Scheme must be taken up within 28 days of the date of grant, upon payment of HK\$1.00 per grant.

The total number of Shares in respect of which options may be granted under the 2005 Main Board Scheme is not permitted to exceed 10% of the Shares in issue on the date of approval of the 2005 Main Board Scheme without prior approval from the Company's shareholders. No option may be granted in any 12-month period to any one grantee which if exercised in full would result in the total number of Shares already issued and issuable to him under all the options previously granted to him and the said option exceeding 1% of the total number of Shares in issue.

As at the date of this report, the outstanding number of shares in respect of which options had been granted under 2005 Main Board Scheme was 16,240,800 (2010: 16,240,800), representing approximately 0.66% (2010: approximately 0.66%) of the issued share capital of the Company as at the date of this report.

Share Option Schemes of the Company (Continued)

Details of specific categories of options are as follows:

Option type	Date of grant	Exercise period	Exercise price HK\$
Pre-GEM Scheme:			
Pre-GEM Options	04.04.2001	01.01.2003–03.04.2011	0.473
	04.04.2001	01.01.2004–03.04.2011	0.473
2001 GEM Scheme:			
2001 GEM Options	13.11.2001	13.02.2002–13.02.2007	0.940
	13.11.2001	13.05.2002–13.02.2007	0.940
	13.11.2001	13.11.2002–13.02.2007	0.940
2004 GEM Options	19.11.2004	31.12.2005–30.03.2011	3.483
	19.11.2004	31.12.2006–30.03.2011	3.483
	19.11.2004	31.12.2007–30.03.2011	3.483
2005 Main Board Scheme:			
2006 Options	03.10.2006	04.10.2007–27.11.2015	2.796
	03.10.2006	04.04.2008–27.11.2015	2.796
	03.10.2006	04.10.2008–27.11.2015	2.796
2007 Options	16.03.2007	16.03.2008–27.11.2015	3.811
	16.03.2007	16.03.2009–27.11.2015	3.811
	16.03.2007	16.03.2010–27.11.2015	3.811

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Share Option Schemes of the Company (Continued)

The following table discloses movements in the share options during the year:

	Option types	Date of grant	Exercise period	Exercise price (HK\$)	Outstanding at 01.01.2011	Exercised during the year	Outstanding at 31.12.2011	Weighted average closing price of Shares immediately before the date(s) on which options were exercised (HK\$)
Category 1:								
Directors								
Chan Wing Kin, Alfred	2007	16.03.2007	16.03.2008–27.11.2015	3.811	1,085,400	—	1,085,400	—
	Options	16.03.2007	16.03.2009–27.11.2015	3.811	1,085,400	—	1,085,400	—
		16.03.2007	16.03.2010–27.11.2015	3.811	1,447,200	—	1,447,200	—
Wong Wai Yee, Peter	2007	16.03.2007	16.03.2008–27.11.2015	3.811	904,500	—	904,500	—
	Options	16.03.2007	16.03.2009–27.11.2015	3.811	904,500	—	904,500	—
		16.03.2007	16.03.2010–27.11.2015	3.811	1,206,000	—	1,206,000	—
Kwan Yuk Choi, James	2007	16.03.2007	16.03.2008–27.11.2015	3.811	904,500	—	904,500	—
	Options	16.03.2007	16.03.2009–27.11.2015	3.811	904,500	—	904,500	—
		16.03.2007	16.03.2010–27.11.2015	3.811	1,206,000	—	1,206,000	—
Ho Hon Ming, John	2007	16.03.2007	16.03.2008–27.11.2015	3.811	904,500	—	904,500	—
	Options	16.03.2007	16.03.2009–27.11.2015	3.811	904,500	—	904,500	—
		16.03.2007	16.03.2010–27.11.2015	3.811	1,206,000	—	1,206,000	—
Tang Yui Man, Francis (Note 5)	2004 GEM	19.11.2004	31.12.2005–30.03.2011	3.483	904,500	904,500	—	3.97
	Options	19.11.2004	31.12.2006–30.03.2011	3.483	904,500	904,500	—	3.97
		19.11.2004	31.12.2007–30.03.2011	3.483	1,206,000	1,206,000	—	3.97
Total for Directors					15,678,000	3,015,000	12,663,000	
Category 2:								
Employees								
2004	GEM	19.11.2004	31.12.2005–30.03.2011	3.483	2,562,750	2,562,750	—	4.03
	Options	19.11.2004	31.12.2006–30.03.2011	3.483	2,562,750	2,562,750	—	3.99
		19.11.2004	31.12.2007–30.03.2011	3.483	3,417,000	3,417,000	—	3.99
2006	Options	03.10.2006	04.10.2007–27.11.2015	2.796	301,500	—	301,500	—
	Options	03.10.2006	04.04.2008–27.11.2015	2.796	542,700	—	542,700	—
		03.10.2006	04.10.2008–27.11.2015	2.796	723,600	—	723,600	—
2007	Options	16.03.2007	16.03.2008–27.11.2015	3.811	603,000	—	603,000	—
	Options	16.03.2007	16.03.2009–27.11.2015	3.811	603,000	—	603,000	—
		16.03.2007	16.03.2010–27.11.2015	3.811	804,000	—	804,000	—
Total for Employees					12,120,300	8,542,500	3,577,800	
All categories					27,798,300	11,557,500	16,240,800	

Share Option Schemes of the Company (Continued)

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. During the year, no share option was cancelled or had lapsed under any share option schemes.
3. During the year, no new option was granted.
4. There was no outstanding share option at the beginning and at the end of the year under the Pre-GEM Scheme.
5. Mr. Tang Yui Man, Francis resigned as an alternate Director to Mr. Ou Yaping (a former Executive Director of the Company resigned on 16 March 2011) with effect from 16 March 2011.

Arrangements to Purchase Shares or Debentures

Other than the share option schemes disclosed above, at no time during the year was the Company, its holding company, fellow subsidiaries or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Contracts of Significance

There are no contracts of significance to which the Company, its holding company, fellow subsidiaries or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management Contracts

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

Competing Business

During the year and up to the date of this report, the following Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, as set out below:

Mr. Chan Wing Kin, Alfred, the Chairman of the Company, is the Managing Director of HKCG and Mr. Kwan Yuk Choi, James, an Executive Director of the Company, is an executive director of HKCG.

HKCG and its subsidiaries (excluding the Group) ("HKCG Group") are principally engaged in the production, distribution and marketing of gas and related activities in Hong Kong and the PRC. Although some of the businesses carried out by the HKCG Group are similar to the businesses carried out by the Group, they are of different scale and/or in different locations. Therefore, the Directors are of the view that the businesses of the HKCG Group do not compete directly with the businesses of the Group.

Report of the Directors

Competing Business (Continued)

Save as disclosed above, none of the Directors had any interest in any business (apart from the Group's business) which competes or is likely to compete, either directly or indirectly with the Group's business.

Substantial Shareholders

As at 31 December 2011, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders (other than the Directors or chief executive of the Company as disclosed above) had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Long positions in Shares and underlying Shares in the Company

Name of shareholder	Capacity	Aggregate interest in Shares	Approximate percentage of the Company's issued share capital as at 31.12.2011
Lee Shau Kee	Interest of controlled corporations	1,628,172,901 (Note 1)	66.18%
Rimmer (Cayman) Limited ("Rimmer")	Trustee	1,628,172,901 (Note 2)	66.18%
Riddick (Cayman) Limited ("Riddick")	Trustee	1,628,172,901 (Note 2)	66.18%
Hopkins (Cayman) Limited ("Hopkins")	Interest of controlled corporations	1,628,172,901 (Note 2)	66.18%
Henderson Development Limited ("HD")	Interest of controlled corporations	1,628,172,901 (Note 2)	66.18%
Henderson Land Development Company Limited ("HLD")	Interest of controlled corporations	1,628,172,901 (Note 2)	66.18%
Faxson Investment Limited ("Faxson")	Interest of controlled corporations	1,628,172,901 (Note 2)	66.18%
HKCG	Interest of controlled corporations	1,628,172,901 (Note 3)	66.18%
Towngas International Company Limited ("TICL")	Interest of controlled corporations	1,585,202,901 (Note 3)	64.43%
Hong Kong & China Gas (China) Limited ("HK&CG (China)")	Beneficial owner	1,585,202,901 (Note 3)	64.43%

Substantial Shareholders (Continued)

Long positions in Shares and underlying Shares in the Company (Continued)

Name of shareholder	Capacity	Aggregate interest in Shares	Approximate percentage of the Company's issued share capital as at 31.12.2011
Ou Yaping	Interest of controlled corporations	195,487,245 (Note 4)	7.95%
Asia Pacific Promotion Limited ("Asia Pacific")	Interest of controlled corporations	195,487,245 (Note 4)	7.95%
Enerchina Holdings Limited ("Enerchina")	Interest of controlled corporations	195,487,245 (Note 4)	7.95%
Supreme All Investments Limited ("Supreme All")	Beneficial owner	186,440,677 (Note 4)	7.58%
Commonwealth Bank of Australia ("Commonwealth Bank")	Interest of controlled corporations	123,186,900 (Note 5)	5.01%

Notes:

- The entire issued share capital of Rimmer, Riddick and Hopkins were owned by Dr. the Hon. Lee Shau Kee. Dr. the Hon. Lee Shau Kee was therefore taken to be interested in the same 1,628,172,901 Shares as set out in Notes 2 and 3 below by virtue of Part XV of the SFO.
- Rimmer and Riddick as trustees of respective discretionary trusts, held units in a unit trust ("Unit Trust"). Hopkins as trustee of the Unit Trust owned all the issued ordinary shares of HD. HD was entitled to exercise or control the exercise of more than one-third of the voting power at general meetings of HLD. HLD through its subsidiaries (including Faxson) was entitled to exercise or control the exercise of more than one-third of the voting power at general meetings of HKCG. Each of Rimmer, Riddick, Hopkins, HD, HLD and Faxson was therefore taken to be interested in the same 1,628,172,901 Shares which HKCG is deemed interested in as described in Note 3 below by virtue of Part XV of the SFO.
- As HK&CG (China) was a wholly-owned subsidiary of TICL, which in turn was a wholly-owned subsidiary of HKCG, each of TICL and HKCG was therefore taken to be interested in the 1,585,202,901 Shares held by HK&CG (China) by virtue of Part XV of the SFO. In addition, HKCG was also taken to be interested in (1) the 40,470,000 Shares held by its indirect wholly-owned subsidiary, Planwise Properties Limited; and (2) the 2,500,000 Shares held by its indirect wholly-owned subsidiary, Superfun Enterprises Limited.
- Enerchina is interested in the entire issued share capital of Kenson Investment Limited ("Kenson") and Supreme All. As Asia Pacific was entitled to exercise or control more than one-third of the voting power at general meetings of Enerchina, the 9,046,568 Shares and 186,440,677 Shares in which Kenson and Supreme All are interested respectively, by virtue of Part XV of the SFO, duplicate with the interest in Shares held by Enerchina and Asia Pacific. Mr. Ou Yaping is the sole beneficial shareholder of Asia Pacific and is deemed under Part XV of the SFO to have an interest in the Shares held by, Kenson, Supreme All, Enerchina and Asia Pacific.
- Commonwealth Bank was taken to be interested in these 123,186,900 Shares which were held by indirect wholly-owned subsidiaries of Commonwealth Bank.

Report of the Directors

Substantial Shareholders (Continued)

Long positions in Shares and underlying Shares in the Company (Continued)

Save for the shareholders as disclosed herein, the Directors are not aware of any persons who, as at 31 December 2011, were entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and were also, as a practicable matter, able to direct or influence the management of the Company.

Short Positions in Shares and Underlying Shares in the Company

As at 31 December 2011, the Company had not been notified of any short positions being held by any substantial shareholder in the Shares or underlying Shares of the Company.

Other Persons

As at 31 December 2011, the Company had not been notified of any interests or short positions being held by any person (other than the Directors and chief executive and the substantial shareholders as disclosed above) in the share capital of the Company that was required to be disclosed under Division 2 and 3 of Part XV of the SFO and the Listing Rules.

Connected Transactions

Set out below is the information in relation to the connected transactions (all being continuing connected transactions) that existed during the year ended 31 December 2011 which are required to be disclosed in this Annual Report in accordance with Chapter 14A of the Listing Rules.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the auditor's findings and conclusions in respect of the continuing connected transactions disclosed by the Group below and note 35 to the consolidated financial statements, as appropriate, in accordance with Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Gas Purchase, Pipeline Materials Purchase and Gas Sales Transactions

On 12 May 2010, the Company and HKCG entered into three master agreements respectively, namely

- (1) an agreement (the "Gas Purchase Master Agreement") relating to the purchase of various types of fuel gas (including but not limited to liquefied coalbed methane, compressed natural gas and liquefied natural gas) by members of the Group from members of the HKCG Group (the "Gas Purchase Transactions");
- (2) an agreement (the "Pipeline Materials Purchase Master Agreement") relating to the purchase of various pipeline construction materials and tools by members of the Group from members of the HKCG Group (the "Pipeline Materials Purchase Transactions"); and

Gas Purchase, Pipeline Materials Purchase and Gas Sales Transactions (Continued)

- (3) an agreement (the "Gas Sales Master Agreement", and together with the Gas Purchase Master Agreement and the Pipeline Materials Purchase Master Agreement collectively referred to as the "2010 CCT Master Agreements") relating to the sales of various types of fuel gas (including but not limited to piped natural gas, compressed natural gas and liquefied natural gas) by members of the Group to the HKCG Group (the "Gas Sales Transactions")

each for a term commencing from 12 May 2010 to 30 April 2013. Particulars of the Gas Purchase Transactions, Pipeline Materials Purchase Transactions and Gas Sales Transactions were disclosed in the announcement of the Company dated 12 May 2010.

As HKCG is a controlling shareholder of the Company, members of the HKCG Group are connected persons of the Company under the Listing Rules. The transactions contemplated under the 2010 CCT Master Agreements constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules and were subject to the reporting, annual review and announcement requirements but were exempted from the independent shareholder's approval requirements under Chapter 14A of the Listing Rules.

The Gas Purchase Transactions, Pipeline Materials Purchase Transactions and Gas Sales Transactions are subject to annual cap amounts of RMB58,000,000 (approximately HK\$65,909,000), RMB18,000,000 (approximately HK\$20,455,000) and RMB30,000,000 (approximately HK\$34,091,000) respectively for the year ended 31 December 2011. The respective amounts of the Gas Purchase Transactions, Pipeline Materials Purchase Transactions and Gas Sales Transactions for the year ended 31 December 2011 was RMB22,388,000 (approximately HK\$26,974,000), RMB5,741,000 (approximately HK\$6,917,000) and nil, which have not exceeded the annual cap amounts as stated above.

The Board including the Independent Non-Executive Directors have reviewed and confirmed that the Gas Purchase Transactions, Pipeline Materials Purchase Transactions and Gas Sales Transactions for the year ended 31 December 2011 were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms, or on terms no less favourable to the Group than those available to or from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and are in the interest of the shareholders of the Company as a whole.

Report of the Directors

Project Management, System Software and Supporting Services and Cloud Computing System and Supporting Services Transactions

On 19 December 2011, the Company and three subsidiaries of HKCG entered into master agreements respectively, namely

- (1) an agreement (the “Master Project Management Agreement”) for the provision of project management services relating to the monitoring and managing of gas facilities and construction and installation projects of the Group by 瀋陽三全工程監理諮詢有限公司 (Shenyang Sanquan Project Management Consulting Co., Ltd.), a non wholly-owned subsidiary of HKCG, to members of the Group (the “Project Management Transactions”);
- (2) an agreement (the “Master System Software and Supporting Services Agreement”) relating to the user authorization, installation, management and maintenance and the provision of technical supporting services relating to system software developed by 港華科技(武漢)有限公司 (Hongkong and China Technology (Wuhan) Company Limited) (“HKCG (Wuhan)”), including but not limited to the Towngas Customer Information System, the Towngas Customer Services Centre Hotline System and the Production Operating Management System by HKCG (Wuhan), a non wholly-owned subsidiary of HKCG, to members of the Group (the “System Software and Supporting Services Transactions”); and
- (3) an agreement (the “Master Cloud Computing System and Supporting Services Agreement”, and together with the Master Project Management Agreement and the Master System Software and Supporting Services Agreement collectively referred to as the “2011 CCT Master Agreements”) relating to the user authorization, installation, management and maintenance and the provision of technical supporting services relating to a cloud computing hardware system which will manage, operate and monitor the network infrastructure of information systems, including but not limited to, Towngas Customer Information System by 名氣通智能科技(深圳)有限公司 (Towngas Telecommunications (Shenzhen) Limited), a wholly owned subsidiary of HKCG, to members of the Group (the “Cloud Computing System and Supporting Services Transactions”)

each for a term commencing from 19 December 2011 to 30 September 2014. Particulars of the Project Management Transactions, System Software and Supporting Services Transactions and Cloud Computing System and Supporting Services Transactions were disclosed in the announcement of the Company dated 19 December 2011.

As HKCG is a controlling shareholder of the Company, members of the HKCG Group are connected persons of the Company under the Listing Rules. The transactions contemplated under the 2011 CCT Master Agreements constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules and were subject to the reporting, annual review and announcement requirements but were exempted from the independent shareholder’s approval requirements under Chapter 14A of the Listing Rules.

Project Management, System Software and Supporting Services and Cloud Computing System and Supporting Services Transactions (Continued)

The Project Management Transactions, System Software and Supporting Services Transactions and Cloud Computing System and Supporting Services Transactions are subject to annual cap amounts of RMB3,200,000 (approximately HK\$3,902,000), RMB2,500,000 (approximately HK\$3,049,000) and RMB400,000 (approximately HK\$488,000) respectively for the period from 19 December 2011 to 31 December 2011. The respective amounts of the Project Management Transactions, System Software and Supporting Services Transactions and Cloud Computing System and Supporting Services Transactions for the period from 19 December 2011 to 31 December 2011 was RMB1,479,000 (approximately HK\$1,782,000), RMB1,369,000 (approximately HK\$1,650,000) and nil, which have not exceeded the annual cap amounts as stated above.

The Board including the Independent Non-Executive Directors have reviewed and confirmed that the Project Management Transactions, System Software and Supporting Services Transactions and Cloud Computing System and Supporting Services Transactions for the period from 19 December 2011 to 31 December 2011 were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms, or on terms no less favourable to the Group than those available to or from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and are in the interest of the shareholders of the Company as a whole.

Related Party Transactions

Details of the related party transactions undertaken in normal course of business are set out in note 35 to the consolidated financial statements. In relation to those related party transactions that also constituted connected transactions under the Listing Rules, they have complied with applicable requirements under the Listing Rules and are reported in this Annual Report in accordance with the Listing Rules.

Borrowings

Particulars of borrowings of the Group as at 31 December 2011 are set out in note 28 to the consolidated financial statements.

Donations

During the year, the Group made charitable and other donations amounting to approximately HK\$894,582.

Report of the Directors

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this Annual Report and during the year, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

Major Customers and Suppliers

During the year, the five largest suppliers in aggregate accounted for about 42.46% of the Group's operating cost for the year. Purchases from the largest supplier accounted for about 15.71% of the Group's operating costs. None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors owned more than 5% of the issued share capital of the Company) had an interest in the Group's five largest suppliers. The percentage of the turnover attributable of the Group's five largest customers is less than 30% during the year.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands which would oblige the Company to offer new Shares on pro-rata basis to existing shareholders.

Purchase, Sale or Redemption of the Company's Listed Securities

The Company repaid all of its outstanding guaranteed senior notes due 2011 (the "Senior Notes") on 23 September 2011, being the maturity date of the Senior Notes. Following their repayment at maturity, all the outstanding Senior Notes were cancelled and delisted from the Singapore Exchange Securities Trading Limited. Please also refer to the paragraph headed Finance Costs in the section headed "Financial Review" above.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2011.

Emolument Policy

As at 31 December 2011, the Group had 16,513 employees. Approximately 99% of the Group's employees are located in the PRC. The Group remunerates its employees based on their individual performance, job nature and responsibility. Moreover, the Group provides training and various benefits for its employees including medical welfare, provident funds, bonuses and other incentives. The Group also encourages its employees to pursue a balanced life and provides a good working environment for its employees to maximise their potential and contribution to the Group.

The emoluments of the Directors are decided by the Remuneration Committee of the Company, having regard to the Group's operating results, individual performance and comparable market statistics. No Director or executive, nor any of his/her associates, is involved in deciding his/her own remuneration.

Emolument Policy (Continued)

The Company has adopted share option schemes as incentive to Directors and eligible employees, and details of the schemes are set out in note 38 to the consolidated financial statements and under the heading "Share Option Schemes of the Company" in this Annual Report.

Corporate Governance

The Company had complied with the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules throughout the year ended 31 December 2011. Details of the corporate governance of the Group are set out in the section headed "Corporate Governance Report" on pages 50 to 57 in this Annual Report.

Auditor

The consolidated financial statements of the Company for the year ended 31 December 2011 have been audited by Messrs. Deloitte Touche Tohmatsu ("Deloitte"). A resolution will be submitted to the forthcoming AGM of the Company to re-appoint Deloitte as the auditor of the Company.

On behalf of the Board

Ho Hon Ming, John

Executive Director and Company Secretary

Hong Kong, 16 March 2012