

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

1. General and Basis of Preparation

The Company is a public limited company incorporated in the Cayman Islands on 16 November 2000 under the Companies Law (Revised) Chapter 22 of the Cayman Islands as an exempted company with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). In the opinion of the directors of the Company ("Directors"), the Group's parent holding company and the ultimate controlling shareholder is The Hong Kong and China Gas Company Limited ("HKCG"), a company incorporated in Hong Kong with its shares listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information of the Annual Report.

The functional currency of the Company is Renminbi ("RMB"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$" or "HKD"). The reason for selecting HKD as its presentation currency is because the Company is a public company incorporated in the Cayman Islands with its shares listed on the Stock Exchange, where most of its investors are located in Hong Kong.

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.

In preparing the consolidated financial statements, the Directors have given careful consideration to the future liquidity of the Group in light of the fact that its current liabilities exceeded its current assets by approximately HK\$3,013 million as at 31 December 2014. The Group's liabilities as at 31 December 2014 included borrowings of approximately HK\$2,483 million that are repayable within one year from the end of the reporting period.

As of the date of approval for issuance of the consolidated financial statements, the Group had unutilised facilities (the "Facilities") amounting to approximately HK\$1,200 million. When considering the Group's ability to continue as a going concern, the Directors considered that the Group's bank loans of approximately HK\$2,483 million that are repayable within one year from the end of the reporting period will be rolled over or refinanced as the Group has good relationship with the banks and has good credibility.

Taking into account of the internally generated funds and the available Facilities, the Directors are confident that the Group will be able to meet its financial obligations when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

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2. Application of New and Revised Hong Kong Financial Reporting Standards

The Group has applied for the first time in the current year the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKAS”), amendments and interpretation (“HK(IFRIC) - Int”) (hereinafter collectively referred to as the “new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) - Int 21	Levies

The application of the above new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

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 ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011 - 2013 Cycle ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 - 2014 Cycle ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ³
Amendments to HKAS 1	Disclosure Initiative ³
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ³
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ³
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions ¹
Amendments to HKAS 27	Equity Method in Separate Financial Statements ³
HKFRS 9	Financial Instruments ⁶
HKFRS 14	Regulatory Deferral Accounts ⁴
HKFRS 15	Revenue from Contracts with Customers ⁵

2. Application of New and Revised Hong Kong Financial Reporting Standards *(Continued)*

- ¹ Effective for annual periods beginning on or after 1 July 2014
- ² Effective for annual periods beginning on or after 1 July 2014, with limited exceptions
- ³ Effective for annual periods beginning on or after 1 January 2016
- ⁴ Effective for first annual HKFRS financial statements beginning on or after 1 January 2016
- ⁵ Effective for annual periods beginning on or after 1 January 2017
- ⁶ Effective for annual periods beginning on or after 1 January 2018

HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective. The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods and services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

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

The directors of the Company anticipates that the application of HKFRS 15 in the future may affect the amounts reported and related disclosures. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

Except those mentioned above, the directors of the Company anticipate that the application of the other new and revised HKFRSs that have been issued but are not yet effective may have no material impact on the results and the financial position of the Group.

Notes to the Consolidated Financial Statements

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3. Significant Accounting Policies

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are stated at fair value, as explained in the accounting policies below, and 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.

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

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.

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.

3. Significant Accounting Policies (Continued)

Basis of consolidation

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

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

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.

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
- any additional facts and circumstances that indicate that the Group has, or does not have, 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 income statement from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

3. Significant Accounting Policies (Continued)

Basis of consolidation (continued)

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.

Business combinations

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

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

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

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 HKFRS.

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

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Notes to the Consolidated Financial Statements

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3. Significant Accounting Policies (Continued)

Business combinations (continued)

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 (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see accounting policy above) less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the relevant cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent years.

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

Investments in associates and joint ventures

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

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

3. Significant Accounting Policies (Continued)

Investments in associates and joint ventures (continued)

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5. 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.

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.

Notes to the Consolidated Financial Statements

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3. Significant Accounting Policies (Continued)

Investments in associates and joint ventures (continued)

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.

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 and sales related taxes.

Revenue from gas connection, which relates to contracts for construction of gas connection facilities, is recognised based on the percentage of completion method, measured by reference to the value of work carried out during the year, when the outcome of a gas connection contract can be estimated reliably and the stage of completion at the end of the reporting period can be measured reliably. When the outcome of a gas connection contract cannot be estimated reliably, revenue is recognised only to the extent of contract cost incurred that is probable to be recoverable.

3. Significant Accounting Policies (Continued)

Revenue recognition (continued)

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

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

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 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 other than construction in progress are stated in the consolidated statement of financial position at cost less accumulated depreciation, and any impairment losses.

Depreciation is provided 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 of their estimated residual value, using the straight-line method, as follows:

Buildings	15 - 30 years
Gas pipelines	25 - 40 years
Plant and equipment and others	5 - 15 years

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

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3. Significant Accounting Policies (Continued)

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 "leasehold land" 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.

Construction in progress

Construction in progress, which includes all development expenditure and other direct costs attributable to such projects, is stated at cost less any accumulated impairment losses. It is not depreciated until completion of construction. The costs of completed construction works are transferred to appropriate categories of property, plant and equipment.

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets 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.

Exclusive operating rights for city pipeline network

Exclusive operating rights for city pipeline network are stated at cost less accumulated amortisation and any identified impairment loss. The cost incurred for the acquisition of exclusive operating rights is capitalised and amortised on a straight-line basis over the estimated useful life.

3. Significant Accounting Policies (Continued)

Intangible assets (continued)

Distribution network

Distribution network are stated at cost less accumulated amortisation and any identified impairment loss.

The estimated useful life and amortisation method of intangible assets are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Construction contracts

When the outcome of a construction contract can be estimated reliably and the stage of contract completion at the end of the reporting period can be measured reliably, contract costs are charged to the consolidated income statement by reference to the stage of completion of the contract activity at the end of the reporting period on the same basis as contract revenue is recognised.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that is probably recoverable. Contract costs are recognised as an expense in the period in which they are incurred. When it is probable that total contract costs will exceed contract revenues, the expected loss is recognised as an expense immediately.

Impairment (other than goodwill)

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

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3. Significant Accounting Policies (Continued)

Impairment (other than goodwill) (continued)

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such 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 in prior years. A reversal of an impairment loss is recognised as income immediately.

Financial instruments

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

Financial assets

The Group's financial assets are mainly classified into one of the two categories, 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.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables (including deferred consideration receivable, loan to an associate, loans to joint ventures, trade receivables, other receivables, amounts due from non-controlling shareholders, time deposits over three months and bank balances and cash) 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 are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

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, loans and receivables or held-to-maturity investments.

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

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 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 becoming probable that the borrower will enter bankruptcy or financial re-organisation.

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 financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

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3. Significant Accounting Policies (Continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

Financial liabilities and equity

Financial liabilities 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 the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Bank and other borrowings

Interest-bearing bank loans and other loans are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method.

Other financial liabilities

Other financial liabilities including trade payables, other payables, amounts due to non-controlling shareholders and loans from the ultimate holding company are subsequently measured at amortised cost, using the effective interest method.

3. Significant Accounting Policies (Continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Derivative financial instruments and hedging

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Hedge accounting

The Group designates certain derivatives as hedging instruments for fair value hedges or cash flow hedges.

At the inception of the hedging relationship, the entity documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that is designated and qualifies as cash flow hedges is recognised in other comprehensive income and accumulated in hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity (hedging reserve) are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated income statement as the recognised hedged item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

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For the year ended 31 December 2014

3. Significant Accounting Policies (Continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, 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.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in consolidated income statement.

Share-based payment transactions

Equity-settled share-based payment transactions

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

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 be transferred to retained earnings.

3. Significant Accounting Policies (Continued)

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 tax' as reported in the consolidated income statement 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 temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when 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.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

3. Significant Accounting Policies (Continued)

Taxation (continued)

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 are also recognised in other comprehensive income or directly in equity respectively. When 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.

Leasing

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

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. 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.

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 transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the 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's entities are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of each 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 the exchange reserve (attributed to non-controlling interests as appropriate).

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 cost 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 benefits costs

Payments to defined contribution retirement benefit schemes including, state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme ("MPF Scheme") are recognised as expenses when employees have rendered service entitling them to the contributions.

4. Key Sources of Estimation Uncertainty

In the process of applying the Group's accounting policies which are described in note 3, management has made various estimates based on past experience, expectations of the future and other information. 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 and liabilities within the next financial year, are discussed below.

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 units and a suitable discount rate in order to calculate the present value. Where the actual cash flows are less than expected, a material impairment loss may arise. As at 31 December 2014, the carrying amount of goodwill is HK\$5,890,298,000 (2013: HK\$5,797,674,000). Details of the recoverable amount calculation are disclosed in note 19.

Income taxes

As at 31 December 2014, no deferred tax asset is recognised in the consolidated statement of financial position in relation to the estimated unused tax losses of the Group of HK\$307,655,000 (2013: HK\$232,923,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future assessable profits or taxable temporary differences will be available in the future. In cases where the actual future assessable profits generated are more than expected, a material recognition of deferred tax asset may arise, which would be recognised in the consolidated income statement for the period in which such recognition takes place.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

4. Key Sources of Estimation Uncertainty (Continued)

Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). As at 31 December 2014, the carrying amount of trade receivables is HK\$743,444,000 (2013: HK\$644,465,000).

5. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes borrowings and loans from the ultimate holding company disclosed in notes 29 and 30, equity attributable to shareholders of the Company, comprising issued share capital and reserves.

The Group's management reviews the capital structure on a semi-annual basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital. The Group has a target gearing ratio of 40% determined as the proportion of net debt excluding loans from the ultimate holding company ("ND") to equity plus ND (the "Gearing Ratio").

The Gearing Ratio at the reporting date was as follows:

	2014 HK\$'000	2013 HK\$'000
Debt ⁽ⁱ⁾	7,551,641	6,900,418
Time deposits over three months	(344,914)	(374,271)
Bank balances and cash	(1,451,652)	(2,230,363)
Net debt	5,755,075	4,295,784
Equity ⁽ⁱⁱ⁾	13,253,951	12,531,303
Net debt to equity ratio	43.4%	34.3%
Gearing Ratio ⁽ⁱⁱⁱ⁾	26.4%	20.9%

(i) Debt is defined as long- and short-term borrowings, as detailed in notes 29 and 30.

(ii) Equity includes all capital and reserves of the Group excluding non-controlling interest.

(iii) Being the proportion of ND of HK\$4,761,325,000 (2013: HK\$3,302,034,000) to equity plus ND of HK\$18,015,276,000 (2013: HK\$15,833,337,000).

6. Financial Instruments

Categories of financial instruments

	2014 HK\$'000	2013 HK\$'000
Financial assets		
Loans and receivables (including cash and cash equivalents)	2,909,574	3,685,196
Available-for-sale instruments	170,763	170,248
Financial liabilities		
Amortised cost	9,134,320	8,518,305
Derivative financial instruments	6,948	10,308

Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, deferred consideration receivable, loan to an associate, loans to joint ventures, trade and other receivables, amounts due from non-controlling shareholders, time deposits over three months, bank balances and cash, trade and other payables, amounts due to non-controlling shareholders, borrowings, loans from the ultimate holding company and other financial liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

Certain bank balances and cash, time deposits over three months, bank and other borrowings and loans from the ultimate holding company are denominated in foreign currencies which expose the Group to foreign currency risk.

Details of the Group's bank balances and cash, time deposits over three months, bank and other borrowings and loans from the ultimate holding company, denominated in United States Dollar ("USD") and HKD at the end of the reporting period are set out in notes 25, 29 and 30.

The Group currently does not have a foreign currency hedging policy but the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

6. Financial Instruments (Continued)

Financial risk management objectives and policies (continued)

Currency risk (continued)

Sensitivity analysis

The following table details the Group's sensitivity to a reasonably possible change of 3% (2013: 3%) in exchange rate of USD and HKD against RMB while all other variables are held constant. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of each reporting period for a 3% (2013: 3%) change in foreign currency rates.

The sensitivity analysis includes bank balances and cash, borrowings and loans from the ultimate holding company where the denomination of the balances is in a currency other than the currency of the respective group entities. A positive number below indicates an increase in profit before taxation for the year where RMB strengthens by 3% (2013: 3%) against USD and HKD. For a 3% (2013: 3%) weakening of RMB against USD and HKD, there would be an equal but opposite impact on the profit before taxation for the year, and the balances below would be negative. This is mainly attributable to the Group's exposure to foreign exchange on its foreign currency borrowings.

	2014 HK\$'000	2013 HK\$'000
Profit before taxation for the year	201,394	171,381

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank and other loans, fixed-rate short-term bank fixed deposits, loans to joint ventures and loan to associates. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The fair value interest rate risk on bank deposits is insignificant as the fixed deposits are short-term.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank borrowings and the loans from the ultimate holding company and pay-fixed interest rate swap. It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk. The critical terms of the interest rate swap are similar to the hedged borrowing. The interest rate swap is designated as effective hedging instruments and hedge accounting is used (see note 27 for details).

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate arising from the Group's HKD loans and the loans from the ultimate holding company and the fluctuation of basic borrowing rate announced by the People's Bank of China arising from the Group's RMB bank loans.

6. Financial Instruments (Continued)

Financial risk management objectives and policies (continued)

Interest rate risk (continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for financial instruments at the end of the reporting period. For variable-rate bank loans and loans from the ultimate holding company, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 25 basis points (2013: 25 basis points) increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 25 basis points (2013: 25 basis points) higher/lower and all other variables were held constant, the Group's profit before taxation for the year ended 31 December 2014 would decrease/increase by HK\$17,148,000 (2013: HK\$15,401,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings and loans from the ultimate holding company.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable-rate debt instruments.

Credit risk

As at 31 December 2014, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, is arising from the carrying amount of the respective financial assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

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For the year ended 31 December 2014

6. Financial Instruments *(Continued)*

Financial risk management objectives and policies *(continued)*

Credit risk *(continued)*

The credit risk of loans to joint ventures and loan to an associate are concentrated in four (2013: five) joint ventures and one (2013: one) associate respectively. However, the management, having considered the financial background and good creditability of the associate and joint ventures, believes there is no significant credit risk. Management will closely monitor the financial position of each counterparty to ensure overdue debts are timely recovered.

The credit risk of deferred consideration receivable is concentrated in one (2013: one) counterparty. Management will closely monitor the financial position of the counterparty to ensure overdue debts are timely recovered.

The credit risk on bank balances is limited because the counterparties have high credit ratings.

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 monitors the utilisation of bank and other borrowings and ensures compliance with loan covenants.

The Group relies on loans from the ultimate holding company, bank and other borrowings as a significant source of liquidity. As at date of approval for issuance of the consolidated financial statements, the Group had available unutilised bank loan facilities of HK\$1,200 million (at 31 December 2013: HK\$2,201 million). As stated in note 1, the directors have considered the Group's liquidity and going concern in light of the fact that the Group's current liabilities exceed its current assets by approximately HK\$3,013 million (at 31 December 2013: HK\$2,336 million).

6. Financial Instruments (Continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

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.

	Weighted average effective interest rate	Repayable on demand or less than 1 month HK\$'000	1 - 3 months HK\$'000	3 months to 1 year HK\$'000	1 - 5 years HK\$'000	5 + years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount at 31.12.2014 HK\$'000
2014								
Trade payables	—	418,271	272,394	337,518	—	—	1,028,183	1,028,183
Other payables	—	366,404	—	—	—	—	366,404	366,404
Amounts due to non-controlling shareholders	—	188,092	—	—	—	—	188,092	188,092
Loans from the ultimate holding company	2.86%	2,302	4,605	22,501	1,021,270	—	1,050,678	993,750
Bank loans	2.19%	10,194	1,089,615	1,475,434	4,370,504	21,371	6,967,118	6,506,249
Other loans	2.69%	2,984	219	28,268	9,024	14,233	54,728	51,642
		988,247	1,366,833	1,863,721	5,400,798	35,604	9,655,203	9,134,320
Derivative-net settlement								
Interest rate swap		—	1,040	3,120	3,120	—	7,280	6,948
2013								
Trade payables	—	435,854	258,310	175,991	—	—	870,155	870,155
Other payables	—	498,889	—	—	—	—	498,889	498,889
Amounts due to non-controlling shareholders	—	248,843	—	—	—	—	248,843	248,843
Loans from the ultimate holding company	3.61%	—	—	8,181	1,065,480	—	1,073,661	993,750
Bank loans	2.53%	—	1,302,366	1,117,882	3,790,448	16,293	6,226,989	5,849,467
Other loans	2.05%	2,945	—	23,733	15,338	18,947	60,963	57,201
		1,186,531	1,560,676	1,325,787	4,871,266	35,240	8,979,500	8,518,305
Derivative-net settlement								
Interest rate swap		—	1,007	3,022	7,051	—	11,080	10,308

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

6. Financial Instruments (Continued)

Fair value measurements

Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial liabilities are determined (in particular, the valuation techniques and inputs used).

Financial liabilities	Fair value as at		Fair value hierarchy	Valuation techniques and key inputs
	31.12.2014	31.12.2013		
Interest rate swaps classified as other financial liabilities in the statement of financial position	Liabilities (designated for hedging) - HK\$6,948,000	Liabilities (designated for hedging) - HK\$10,308,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at a rate that reflects the credit risk of the Group.

The Directors consider that the carrying amount of financial liabilities recorded at amortised cost in the consolidated financial statements approximates their fair value.

7. Segment Information

Operating segments

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segments and to assess their performance. The chief operating decision maker of the Group has been identified as the executive directors of the Company (the "Executive Directors").

The Group determines its operating segments based on the internal reports reviewed by the Executive Directors to facilitate strategic decision making.

The Group currently organises its operations into two operating divisions, which also represent the operating segments of the Group for financial reporting purposes, namely sales and distribution of piped gas and related products and gas connection. They represent two major lines of business engaged by the Group. The principal activities of the operating and reportable segments are as follows:

Sales and distribution of piped gas and related products	— Sales of piped gas (mainly natural gas) and gas related household appliances*
Gas connection	— Construction of gas pipeline networks under gas connection contracts

* Sales from gas related household appliances contribute to less than 5% of the Group's total revenue.

Segments results represent the profit before taxation earned by each segment, excluding interest income, finance costs, share of results of associates, share of results of joint ventures, other gains, net and unallocated corporate expenses such as central administration costs and directors' salaries. These are reported to the Executive Directors for the purposes of resource allocation and assessment of segment performance.

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7. Segment Information (Continued)

Operating segments (continued)

Information regarding these segments is presented below:

	Sales and distribution of piped gas and related products HK\$'000	Gas connection HK\$'000	Consolidated HK\$'000
For the year ended 31 December 2014			
TURNOVER			
External	6,205,330	1,676,503	7,881,833
Segment results	471,189	746,162	1,217,351
Other gains, net			14,291
Unallocated corporate expenses			(151,312)
Share of results of associates			347,205
Share of results of joint ventures			277,556
Finance costs			(174,032)
Profit before taxation			1,531,059
Taxation			(350,085)
Profit for the year			1,180,974

	Sales and distribution of piped gas and related products HK\$'000	Gas connection HK\$'000	Consolidated HK\$'000
For the year ended 31 December 2013			
TURNOVER			
External	5,264,625	1,451,084	6,715,709
Segment results	426,956	638,269	1,065,225
Other gains, net			246,050
Unallocated corporate expenses			(140,178)
Share of results of associates			336,188
Share of results of joint ventures			265,125
Finance costs			(163,558)
Profit before taxation			1,608,852
Taxation			(382,509)
Profit for the year			1,226,343

7. Segment Information *(Continued)*

Operating segments *(continued)*

Segment results included depreciation and amortisation of HK\$414,807,000 (2013: HK\$342,968,000), most of which are attributable to the sales and distribution of piped gas and related products segment.

Amounts of segment assets and liabilities of the Group are not reviewed by the Executive Directors or otherwise regularly provided to the Executive Directors.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3.

All of the Group's revenue was generated in the PRC (place of domicile of the group entities that derive revenue) and over 90% of the Group's non-current assets other than financial instruments were also located in the PRC (place of domicile of the group entities that hold such assets). No individual customer of the Group had contributed sales of over 10% of the total revenue of the Group for the years ended 31 December 2014 and 2013.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

8. Operating Profit Before Returns on Investments

	2014 HK\$'000	2013 HK\$'000
Turnover	7,881,833	6,715,709
Less expenses:		
Gas fuel, stores and materials used	5,127,833	4,274,570
Staff costs	787,681	670,677
Depreciation, amortisation and release of leasehold land	414,807	342,968
Other expenses	485,473	502,447
	1,066,039	925,047

9. Other Gains, Net

Other gains, net mainly comprised of:

	2014 HK\$'000	2013 HK\$'000
Dividend income from available-for-sale investments	65,450	58,169
Interest income	33,245	38,344
Exchange (loss) gain	(140,678)	159,662
Imputed interest income on deferred consideration receivable	4,860	6,278
Imputed interest income on loans to joint ventures	4,884	5,863
Gain on fair value change of derivative financial instruments	—	1,017
Loss on disposal of a subsidiary	—	(34,712)

10. Finance Costs

	2014 HK\$'000	2013 HK\$'000
Interest on:		
– bank and other borrowings wholly repayable within five years	176,123	161,269
– bank and other borrowings not wholly repayable within five years	858	1,095
Bank charges	3,698	3,587
	180,679	165,951
Less: amounts capitalised	(6,647)	(2,393)
	174,032	163,558

11. Profit Before Taxation

	2014 HK\$'000	2013 HK\$'000
Profit before taxation has been arrived at after charging and (crediting):		
Directors' remuneration (note 12)	10,803	10,307
Other staff costs	712,797	602,311
Retirement benefit scheme contributions (excluding directors)	64,081	58,059
Total staff costs	787,681	670,677
Allowance for doubtful debts	8,473	29,050
Amortisation of intangible assets	20,607	7,454
Release of leasehold land	13,107	12,417
Auditor's remuneration	9,528	11,031
Cost of inventories sold	5,603,735	4,686,162
Depreciation of property, plant and equipment	381,093	323,097
Operating lease rentals in respect of land and buildings	36,047	25,360
(Gain) loss on disposal of property, plant and equipment	(12,617)	19,733
Loss on disposal of leasehold land	2,549	4,788

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

12. Directors' and Employees' Emoluments

The emoluments paid or payable to each of the 7 (2013: 7) directors were as follows:

	Year ended 31 December 2014							Total HK\$'000
	Chan Wing Kin, Alfred HK\$'000	Cheng Mo Chi, Moses HK\$'000	Chow Vee Tsung, Oscar HK\$'000	Kwan Yuk Choi, James HK\$'000	Ho Hon Ming, John HK\$'000 (Note b)	Li Man Bun, Brian David HK\$'000	Wong Wai Yee, Peter HK\$'000 (Note c)	
Fees	200	500	500	200	200	500	200	2,300
Other emoluments								
Salaries and other benefits	—	—	—	—	1,063	—	1,138	2,201
Retirement benefit scheme contributions	—	—	—	—	106	—	114	220
Performance and discretionary bonus (Note a)	—	—	—	—	2,181	—	3,901	6,082
Total emoluments	200	500	500	200	3,550	500	5,353	10,803

	Year ended 31 December 2013							Total HK\$'000
	Chan Wing Kin, Alfred HK\$'000	Cheng Mo Chi, Moses HK\$'000	Chow Vee Tsung, Oscar HK\$'000	Kwan Yuk Choi, James HK\$'000	Ho Hon Ming, John HK\$'000 (Note b)	Li Man Bun, Brian David HK\$'000	Wong Wai Yee, Peter HK\$'000 (Note c)	
Fees	200	500	500	200	200	500	200	2,300
Other emoluments								
Salaries and other benefits	—	—	—	—	1,023	—	1,094	2,117
Retirement benefit scheme contributions	—	—	—	—	102	—	110	212
Performance and discretionary bonus (Note a)	—	—	—	—	2,038	—	3,640	5,678
Total emoluments	200	500	500	200	3,363	500	5,044	10,307

12. Directors' and Employees' Emoluments (Continued)

Notes:

- (a) The performance and discretionary bonus are determined by the Board from time to time with reference to directors' duties and responsibilities and the Group's performance and profitability.
- (b) Mr. Ho Hon Ming, John is also the Company Secretary of the Company and his emoluments disclosed above include those for services rendered by him as Company Secretary. The monthly basic salary of Mr. Ho Hon Ming, John as Company Secretary was increased to HK\$92,600 per month with effect from 1 January 2015.
- (c) Mr. Wong Wai Yee, Peter is also the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as Chief Executive Officer. The monthly basic salary of Mr. Wong Wai Yee, Peter as Chief Executive Officer was increased to HK\$99,120 per month with effect from 1 January 2015.
- (d) No service contracts were entered into by any directors with the Company.

Employees' emoluments:

For the year ended 31 December 2014, the five highest paid individuals of the Group included two (2013: two) directors of the Company, details of their emoluments are included above. The emoluments of the remaining three (2013: three) highest paid individuals are as follows:

	2014 HK\$'000	2013 HK\$'000
Salaries and other benefit	4,228	4,009
Performance related incentive payments	2,247	1,886
Contribution to retirement benefit scheme	293	281
	6,768	6,176

The emoluments were within the following bands:

	Number of employees	
	2014	2013
HK\$1,500,001 to HK\$2,000,000	—	2
HK\$2,000,001 to HK\$2,500,000	2	1
HK\$2,500,001 to HK\$3,000,000	1	—

During the year, no remuneration was paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any remunerations for the year ended 31 December 2014.

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13. Taxation

	2014 HK\$'000	2013 HK\$'000
The charge comprises:		
PRC Enterprise Income Tax ("EIT")		
– current year	314,818	339,651
Deferred taxation (note 31)		
– taxation charge for the year	35,267	42,858
	350,085	382,509

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

The EIT rates applicable for the Group's PRC subsidiaries range from 15% to 25% (2013: 15% to 25%).

Following the Catalogue of Encouraged Industries in Western Region which was promulgated by the National Development and Reform Commission of the PRC in 2014, certain subsidiaries which are operating in the Western China have been granted a concessionary tax rate of 15% by the local tax bureau.

The charge for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

	2014 HK\$'000	2013 HK\$'000
Profit before taxation	1,531,059	1,608,852
Tax at the applicable rate of 25% (2013: 25%) (Note)	382,765	402,213
Tax effect of expenses that are not deductible for tax purposes	90,003	97,173
Tax effect of income that are not taxable for tax purposes	(31,423)	(50,620)
Effect of different tax rates of subsidiaries operating in different regions	(12,138)	(3,641)
Tax effect of share of results of associates	(86,801)	(84,047)
Tax effect of share of results of joint ventures	(69,389)	(66,281)
Tax effect of utilisation of tax losses not previously recognised	(112)	(650)
Tax effect of tax losses not recognised	34,909	42,350
Withholding tax on undistributed profits	42,271	46,012
Tax charge for the year	350,085	382,509

Note: The tax rate of 25% represents EIT which is applicable to most of the Group's operations in the PRC for the year 2014 (2013: 25%).

14. Dividends

During the year, final dividend in respect of year ended 31 December 2013 of HK\$209,246,000 (2013: HK\$156,771,000 in respect of year ended 31 December 2012) was recognised as distribution, being eight HK cents per ordinary share (2013: six HK cents per ordinary share).

Subsequent to the end of the reporting period, final dividend in respect of the year ended 31 December 2014 of ten HK cents (2013: eight HK cents) per ordinary share has been proposed by the Board and is subject to approval by the shareholders in the forthcoming annual general meeting.

15. Earnings Per Share

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

	2014 HK\$'000	2013 HK\$'000
Earnings for the purposes of basic and diluted earnings per share, being profit for the year attributable to shareholders of the Company	1,054,189	1,106,286

	Number of shares	
	2014 '000	2013 '000
Weighted average number of ordinary shares for the purpose of basic earnings per share	2,623,056	2,605,489
Effects of dilutive potential ordinary shares: Share options	6,933	7,288
Weighted average number of ordinary shares for the purpose of diluted earnings per share	2,629,989	2,612,777

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16. Property, Plant and Equipment

	Buildings HK\$'000	Gas pipelines HK\$'000	Plant and equipment and others HK\$'000	Construction in progress HK\$'000	Total HK\$'000
COST					
At 1 January 2013	878,568	6,158,038	958,742	961,814	8,957,162
Currency realignment	29,051	197,243	32,296	28,936	287,526
Additions	62,102	238,799	127,183	1,256,416	1,684,500
Additions from acquisition of businesses	38,323	159,665	52,040	67,279	317,307
Disposals	(9,293)	(11,657)	(44,651)	—	(65,601)
Disposal of a subsidiary	(38,238)	(124,579)	(33,492)	(35,966)	(232,275)
Transfer	112,301	900,030	40,793	(1,053,124)	—
At 31 December 2013	1,072,814	7,517,539	1,132,911	1,225,355	10,948,619
Currency realignment	(47,187)	(193,256)	(40,005)	(24,178)	(304,626)
Additions	95,352	405,351	186,157	1,317,771	2,004,631
Additions from acquisition of businesses	53,067	234,092	10,393	20,900	318,452
Disposals	(12,046)	(1,097)	(26,964)	—	(40,107)
Transfer	41,998	805,808	30,049	(877,855)	—
At 31 December 2014	1,203,998	8,768,437	1,292,541	1,661,993	12,926,969
DEPRECIATION					
At 1 January 2013	120,310	868,985	315,602	—	1,304,897
Currency realignment	4,819	28,906	14,651	—	48,376
Provided for the year	40,211	179,109	103,777	—	323,097
Eliminated on disposals	(1,506)	(2,764)	(29,927)	—	(34,197)
Eliminated on disposal of a subsidiary	(22,818)	(16,559)	(9,422)	—	(48,799)
At 31 December 2013	141,016	1,057,677	394,681	—	1,593,374
Currency realignment	(4,863)	(28,362)	(12,496)	—	(45,721)
Provided for the year	47,814	215,763	117,516	—	381,093
Eliminated on disposals	(6,056)	(698)	(21,374)	—	(28,128)
At 31 December 2014	177,911	1,244,380	478,327	—	1,900,618
CARRYING VALUES					
At 31 December 2014	1,026,087	7,524,057	814,214	1,661,993	11,026,351
At 31 December 2013	931,798	6,459,862	738,230	1,225,355	9,355,245

The buildings situated on land in the PRC are held under medium-term leases.

No property, plant and equipment of the Group was pledged as at 31 December 2014 and 2013.

17. Leasehold Land

	2014 HK\$'000	2013 HK\$'000
Balance at the beginning of the year	363,921	314,580
Currency realignment	(8,246)	9,880
Additions	65,871	41,973
Additions relating to acquisition of businesses	70,482	17,316
Disposals	(5,412)	(7,411)
Charge for the year	(13,107)	(12,417)
Balance at the end of the year	473,509	363,921
Analysis for reporting purpose:		
Non-current portion	449,682	352,258
Current portion	23,827	11,663
	473,509	363,921

The amount represented medium-term land use rights situated in the PRC.

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18. Intangible Assets

	HK\$'000
COST	
At 1 January 2013	227,280
Currency realignment	6,693
At 31 December 2013	233,973
Currency realignment	(5,614)
Additions relating to acquisition of businesses (note 34)	458,780
At 31 December 2014	687,139
AMORTISATION	
At 1 January 2013	50,191
Currency realignment	1,707
Provided for the year	7,454
At 31 December 2013	59,352
Currency realignment	(1,428)
Provided for the year	20,607
At 31 December 2014	78,531
CARRYING VALUES	
At 31 December 2014	608,608
At 31 December 2013	174,621

The intangible assets represent the Group's exclusive operating rights and distribution network for piped city gas.

The exclusive operating rights and distribution network are amortised on a straight-line basis over a period of 25 to 50 years.

19. Goodwill

	HK\$'000
At 1 January 2013	4,284,965
Currency realignment	153,072
Provisional goodwill on acquisition of businesses	1,359,637
At 31 December 2013	5,797,674
Currency realignment	(147,532)
Additions relating to acquisition of businesses (note 34)	240,156
At 31 December 2014	5,890,298

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 investment holding company operating in specific locations together with its respective subsidiaries (together referred to as the "Sub-group") represents a separate CGU for the purpose of goodwill impairment testing. At the end of the reporting period, the carrying amount of goodwill allocated to these Sub-groups are as follows:

	2014 HK\$'000	2013 HK\$'000
Sub-group headed by:		
Hong Kong & China Gas (Qingdao) Limited	357,697	366,490
Hong Kong & China Gas (Zibo) Limited	384,712	394,170
Hong Kong & China Gas (Yantai) Limited	259,824	266,212
Hong Kong & China Gas (Weifang) Limited	149,502	153,177
Hong Kong & China Gas (Weihai) Limited	297,636	304,953
Hong Kong & China Gas (Taian) Limited	263,331	269,805
Hong Kong & China Gas (Maanshan) Limited	312,562	320,246
Hong Kong & China Gas (Anqing) Limited	296,255	303,538
Mianyang Hong Kong and China Gas Co., Ltd.	318,475	326,304
Xin Du Hong Kong and China Gas Company Limited, Cheng Du	242,045	247,995
Towngas (BVI) Holdings Limited ("Towngas BVI")*	443,652	454,559
Miluo Red-Horse Natural Gas Development Co., Ltd.	150,229	153,923
Fuxin Xinqiu Hong Kong & China Gas Co., Ltd. ("Xinqiu")	140,918	144,383
Jinan Pingyin Hong Kong & China Gas Co., Ltd.	135,169	155,665
Shenyang business ("Shenyang")	115,478	139,020
Sichuan Quanxin Gas Co., Ltd. ("Quanxin")	114,628	131,924

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19. Goodwill (Continued)

	2014 HK\$'000	2013 HK\$'000
Chaozhou Fengxi Hong Kong and China Gas Co., Ltd. ("Fengxi")	163,541	184,180
Boxing Hong Kong & China Gas Co., Ltd. ("Boxing")	97,327	113,257
Dafeng Hong Kong and China Gas Company Limited ("Dafeng")	273,903	359,709
Guangxi Zhongwei Pipeline Gas Development Group Co., Ltd. ("Zhongwei")	140,447	151,109
Baotou Hong Kong & China Gas Company Limited ("Baotou")	179,527	—
Xingyi Hong Kong & China Gas Company Limited ("Xingyi")	112,956	—
Others	940,484	857,055
	5,890,298	5,797,674

*Note: The operating entities of Towngas BVI are located in the Liaoning and Zhejiang provinces in the PRC.

The recoverable amounts of CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the year. Management estimates discount rates of 7.6% (2013: 7.6%) using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The value in use calculations is derived from cash flow projections based on the most recent financial budgets for the next 5 years approved by management. Cash flows beyond 5-year period have been extrapolated using growth rates from 4% to 6% (2013: 4% to 6%) per annum, which is based on industry growth forecasts. The directors of the Company considered no impairment loss is necessary as at 31 December 2014 (2013: nil).

20. Interests in Associates/Loan to an Associate

Details of the Group's interests in associates are as follows:

	2014 HK\$'000	2013 HK\$'000
Cost of investments in associates	1,693,860	1,743,493
Share of post-acquisition profits and other comprehensive income, net of dividends received	1,142,637	1,065,674
	2,836,497	2,809,167
Loan to an associate		
– Current portion	18,745	19,206

Details of each of the Group's principal associates as at the end of the reporting period are as follows:

Name of associate	Place of establishment and operation	Percentage of equity interest attributable to the Group and voting power attributable to the Group		Principal activity
		2014	2013	
Changchun Gas Company Limited 長春燃氣股份有限公司	PRC - Limited liability company	25%	25%	Production and distribution of natural gas, coal gas, metallurgical coke and coke oil
Bozhou WanHua Gas Company Ltd 亳州皖華燃氣有限公司	PRC - Sino-foreign equity joint venture	49%	49%	Provision of natural gas and related services and gas pipeline construction
Foshan Gas Group Ltd. 佛山市燃氣集團股份有限公司	PRC - Sino-foreign equity joint venture	43%	43%	Provision of natural gas and related services and gas pipeline construction

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20. Interests in Associates/Loan to an Associate (Continued)

Name of associate	Place of establishment and operation	Percentage of equity interest attributable to the Group and voting power attributable to the Group		Principal activity
		2014	2013	
Dalian DETA Hong Kong and China Gas Co., Ltd. 大連德泰港華燃氣有限公司	PRC - Sino-foreign equity joint venture	40%	40%	Provision of natural gas and related services and gas pipeline construction
Fuzhou Fubei Natural Gas Co., Ltd. 撫州市撫北天然氣有限公司	PRC - Limited liability company	40%	40%	Provision of natural gas and related services and gas pipeline construction
Linqu Hong Kong & China Gas Company Limited 臨朐港華燃氣有限公司	PRC - Sino-foreign equity joint venture	42%	42%	Provision of natural gas and related services and gas pipeline construction
Shandong Jihua Gas Co., Ltd. 山東濟華燃氣有限公司	PRC - Sino-foreign equity joint venture	49%	49%	Provision of natural gas and related services and gas pipeline construction
Shijiazhuang Huabo Gas Co., Ltd. 石家莊華博燃氣有限公司	PRC - Sino-foreign equity joint venture	45%	45%	Provision of natural gas and related services and gas pipeline construction
Zibo Lubo Gas Company Ltd. 淄博綠博燃氣有限公司	PRC - Sino-foreign equity joint venture	27%	27%	Provision of natural gas and related services and gas pipeline construction

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's consolidated financial statements prepared in accordance with HKFRSs, which were not audited by the certified public accountants registered in the PRC.

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

20. Interests in Associates/Loan to an Associate (Continued)

Foshan Gas Group Ltd. ("Foshan")

	2014 HK\$'000	2013 HK\$'000
Current assets	1,229,924	1,260,899
Non-current assets	4,168,079	4,030,285
Current liabilities	(2,208,406)	(2,138,514)
Non-current liabilities	(925,273)	(1,100,913)

	2014 HK\$'000	2013 HK\$'000
Revenue	4,845,834	4,433,568
Profit and total comprehensive income for the year	401,365	456,062
Dividends received from the associate during the year	81,183	54,252

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

	2014 HK\$'000	2013 HK\$'000
Net assets of Foshan	2,264,324	2,051,757
Less: non-controlling interests of Foshan	(576,065)	(511,524)
	1,688,259	1,540,233
Proportion of the Group's ownership interest in Foshan	725,951	662,300
Goodwill	47,316	48,479
Carrying amount of the Group's interest in Foshan	773,267	710,779

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20. Interests in Associates/Loan to an Associate (Continued)

Aggregate information of associates that are not individually material

	2014 HK\$'000	2013 HK\$'000
The Group's share of profit and total comprehensive income	174,618	140,081
Aggregate carrying amount of the Group's interests in these associates	2,063,230	2,098,388

The loan to an associate is unsecured and carried at amortised cost with the following details:

Principal amount 2014	Principal amount 2013	Maturity date	Coupon interest rate	Effective interest rate	Carrying amount	
					2014 HK\$'000	2013 HK\$'000
RMB15,000,000	RMB15,000,000	April 2015 (2013: April 2014)	6.56%	6.56%	18,745	19,206

The principal and interest will be received on respective payment due dates set out in the loan agreements.

21. Interests in Joint Ventures/Loans to Joint Ventures

Details of the Group's investments in joint ventures are as follows:

	2014 HK\$'000	2013 HK\$'000
Cost of investments in joint ventures	1,140,245	1,192,585
Share of post-acquisition profits and other comprehensive income, net of dividends received	795,812	595,145
	1,936,057	1,787,730
Loans to joint ventures		
- Non-current portion	56,012	11,743
- Current portion	166,245	224,514
	222,257	236,257

21. Interests in Joint Ventures/Loans to Joint Ventures (Continued)

Details of the Group's principal joint ventures at the end of the reporting period are as follows:

Name of entity	Place of establishment and operation	Proportion of nominal value of registered capital held by the Group		Principal activities
		2014	2013	
Anqing Hong Kong and China Gas Company Limited 安慶港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision for natural gas and related services and gas pipeline construction
Chongqing Hong Kong and China Gas Company Limited 重慶港華燃氣有限公司	PRC - Limited liability company	50%	50%	Provision of natural gas and related services and gas pipeline construction
Hangzhou Hong Kong and China Gas Company Limited 杭州港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction
Maanshan Hong Kong and China Gas Company Limited 馬鞍山港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction
Taian Taishan Hong Kong and China Gas Company Limited 泰安泰山港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction
Weifang Hong Kong and China Gas Company Limited 濰坊港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction
Weihai Hong Kong and China Gas Company Limited 威海港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction
Wuhu Hong Kong & China Gas Company Limited 蕪湖港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction
Zibo Hong Kong and China Gas Company Limited 淄博港華燃氣有限公司	PRC - Sino-foreign equity joint venture	50%	50%	Provision of natural gas and related services and gas pipeline construction

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21. Interests in Joint Ventures/Loans to Joint Ventures (Continued)

Aggregate information of joint ventures that are not individually material

	2014 HK\$'000	2013 HK\$'000
The Group's share of profit and total comprehensive income	277,556	265,125
Aggregate carrying amount of the Group's interests in these joint ventures	1,936,057	1,787,730

The loans to joint ventures are unsecured and carried at amortised cost with the following details:

Principal amount 2014	2013	Maturity date	Coupon interest rate	Effective interest rate	Carrying amount 2014 HK\$'000	2013 HK\$'000
RMB14,890,000	RMB14,890,000	Repayable on demand (2013: December 2014)	Nil	6.00%	18,920	18,111
RMB35,000,000	RMB35,000,000	July 2017 (2013: July 2014)	Nil	6.12%	43,739	43,208
RMB10,550,000	RMB10,550,000	February 2016 (2013: February 2016)	Nil	6.12%	12,273	11,744
RMB52,000,000	RMB52,000,000	August 2015 (2013: August 2014)	5.84%	5.84%	64,984	66,581
RMB10,000,000	RMB10,000,000	September 2015 (2013: September 2014)	7.87%	7.87%	12,497	12,804
RMB20,000,000	RMB20,000,000	December 2015 (2013: December 2015)	6.00%	6.00%	24,994	25,608
RMB35,889,290	RMB24,138,123	Repayable on demand (2013: Repayable on demand)	5.88%	5.88%	44,850	30,907
—	RMB22,760,000	December 2014 (2013: December 2014)	—	6.12%	—	27,294
					222,257	236,257

The principal and interest will be receivable on the maturity date for each loan.

22. Available-for-sale Investments

	2014 HK\$'000	2013 HK\$'000
Unlisted shares in the PRC, at cost	170,763	170,248

At the end of the reporting period, investments in unlisted equity securities issued by private entities established in the PRC are measured at cost less impairment because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably. These investees are all engaged in the provision of natural gas and related services and gas pipeline construction business.

23. Deferred Consideration Receivable

As part of the consideration for the disposal of certain subsidiaries during the year ended 31 December 2009, deferred consideration of HK\$379,000,000 is to be settled in cash by the purchaser under five annual instalments of HK\$40,000,000 each commencing from June 2010 for five years, and a balancing sum of HK\$179,000,000 in June 2015 (the "Balancing Sum"). The Balancing Sum of the consideration is subject to downward adjustment up to an amount of HK\$65,000,000, if on or before 15 June 2015, trade and other receivables of the disposed subsidiaries that were outstanding at the date of disposal have become uncollectible. The amount is secured against the entire share capital of the holding company of the operations disposed of and interest free. The fair value of the deferred consideration at date of initial recognition is determined based on the estimated future cash flows discounted at 3% per annum. The carrying amounts are analysed for reporting purpose as follows:

	2014 HK\$'000	2013 HK\$'000
Non-current assets	—	123,066
Current assets (included in trade and other receivables, deposits and prepayments)	112,011	39,321
	112,011	162,387

The amount of deferred consideration receivable is within credit period. The directors of the Company consider the amounts will be recoverable because the purchaser is of good financial position.

During the year, imputed interest income from deferred consideration receivable is HK\$4,860,000 (2013: HK\$6,278,000).

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24. Inventories

	2014 HK\$'000	2013 HK\$'000
Finished goods	125,570	151,594
Materials and consumables	440,381	436,687
	565,951	588,281

25. Trade and Other Receivables, Deposits and Prepayments/Time Deposits over three Months and Bank Balances and Cash

	2014 HK\$'000	2013 HK\$'000
Trade receivables	743,444	644,465
Deferred consideration receivable	112,011	39,321
Prepayments	668,718	566,302
Other receivables and deposits	263,913	330,291
	1,788,086	1,580,379

Trade receivables

Included in the balance of trade and other receivables, deposits and prepayments are trade receivables of HK\$743,444,000 (2013: HK\$644,465,000). The Group has a policy of allowing a credit period ranging from 0 to 180 days to its customers. Longer credit period is also allowed on a case by case basis. The following is an aged analysis of trade receivables presented based on the invoice date, which approximated the revenue recognition date, at the end of the reporting period:

	2014 HK\$'000	2013 HK\$'000
0 to 90 days	671,721	579,840
91 to 180 days	21,240	27,747
181 to 360 days	50,483	36,878
	743,444	644,465

25. Trade and Other Receivables, Deposits and Prepayments/Time Deposits over three Months and Bank Balances and Cash (Continued)

Trade receivables (continued)

Included in the Group's trade receivables are debtors with aggregate carrying amount of HK\$23,133,000 (2013: HK\$18,345,000) which have been past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired is as follows:

	2014 HK\$'000	2013 HK\$'000
0 - 90 days	16,479	14,609
91 - 180 days	5,122	1,373
181 - 360 days	1,532	2,363
Total	23,133	18,345

Movement in the allowance for doubtful debts for trade and other receivables is as follows:

	2014 HK\$'000	2013 HK\$'000
Balance at the beginning of the year	75,105	46,055
Impairment losses recognised on receivables	8,473	29,050
Balance at the end of the year	83,578	75,105

The allowance for doubtful debts is all individually impaired receivables which represents amounts that have been long overdue and recoverability has been considered remote.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

The directors determined that such receivables neither past due nor impaired are of good credit quality with no history of default.

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25. Trade and Other Receivables, Deposits and Prepayments/Time Deposits over three Months and Bank Balances and Cash (*Continued*)

Trade receivables (*continued*)

Time deposits over three months and bank balances and cash

The deposits and bank balances carry interest at prevailing market rates ranging from 0.35% to 3.25% (2013: 0.1% to 2.5%) per annum.

At the end of the reporting period, included in the time deposits over three months, bank balances and cash are the following amount denominated in currency other than the functional currency of the relevant entities to which it relates.

	2014 HK\$'000	2013 HK\$'000
United States Dollar	23,967	63,586
Hong Kong Dollar	99,327	69,280

26. Amounts Due from/to Non-Controlling Shareholders

The amounts due from/to non-controlling shareholders are unsecured, interest-free and repayable on demand.

27. Other Financial Liabilities

	2014 HK\$'000	2013 HK\$'000
Other financial liabilities		
<i>Derivative under hedge accounting</i>		
Cash flow hedge - Interest rate swap	6,948	10,308

The classification of the measure of the derivative financial instruments at 31 December 2014 using the fair value hierarchy is Level 2. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices).

27. Other Financial Liabilities (Continued)

Cash flow hedges

As at 31 December 2014, the Group had an interest rate swap contract designated as highly effective hedging instrument in order to minimise its exposure to cash flow change of its floating-rate loan which has HK\$350,000,000 principal and will be matured in 2016. The terms of the interest rate swap contract has been negotiated to match the terms of the loan. The interest rate swap contract swaps the interest rate on the floating rate loan from HIBOR plus 0.75% to 2.725%.

28. Trade and Other Payables and Accrued Charges

	2014 HK\$'000	2013 HK\$'000
Trade payables	1,028,183	870,155
Receipt in advance	2,354,328	2,185,799
Consideration payable for acquisitions of businesses	127,861	212,519
Consideration payable to a joint venture (note a)	23,490	73,034
Other payables and accruals	600,433	809,401
Amount due to ultimate holding company (note b)	2,104	729
	4,136,399	4,151,637

Notes:

- (a) The amount represents consideration payable to a joint venture for acquisition of Pingyin business as disclosed in note 34.
- (b) The amount is unsecured, interest-free and repayable on demand.

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

	2014 HK\$'000	2013 HK\$'000
0 to 90 days	754,712	685,272
91 to 180 days	123,977	74,035
181 to 360 days	79,586	46,564
Over 360 days	69,908	64,284
	1,028,183	870,155

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29. Borrowings

	2014 HK\$'000	2013 HK\$'000
Bank loans - unsecured	6,506,249	5,849,467
Other loans - unsecured	51,642	57,201
	6,557,891	5,906,668
Carrying amount repayable:		
On demand or within one year	2,482,814	2,418,883
More than one year but not exceeding two years	1,719,160	1,244,095
More than two years but not exceeding five years	2,329,250	2,212,404
More than five years	26,667	31,286
	6,557,891	5,906,668
Less: Amount due within one year shown under current liabilities	(2,482,814)	(2,418,883)
Amount due after one year	4,075,077	3,487,785

The bank and other loans mainly comprise of:

	Effective interest rate	Carrying amount	
		2014 HK\$'000	2013 HK\$'000
Floating-rate loans:			
Unsecured HKD bank loans	1.51%	5,476,734	4,485,445
Unsecured RMB bank loans	6.00%	404,584	681,116
Fixed rate loans*:			
Unsecured HKD bank loans**	2.73%	350,000	350,000
Unsecured RMB bank loans	3.58%	274,931	332,907
Unsecured RMB other loans	2.69%	31,202	31,969
Unsecured other loans	1.15%	20,440	25,231
Total bank loans and other loans		6,557,891	5,906,668

* The majority of the Group's fixed rate loans are repayable after more than two years but not exceeding five years.

** An interest rate swap agreement was entered into by the Group to swap floating interest rate on the loan for a fixed rate. Please see note 27 for details.

30. Loans from the Ultimate Holding Company

The amount represents unsecured loans denominated in USD and HKD which bear interest at the Hong Kong Interbank Offered Rate plus a premium ranging from 1.25% to 3% per annum and are repayable according to the date of the relevant draw down of the loan.

Principal outstanding	Maturity	Effective interest rate	Carrying amount	
			2014 HK\$'000	2013 HK\$'000
HK\$800,000,000 (2013: HK\$800,000,000)	June 2017 - February 2018 (according to date of draw down) (2013: December 2014 - June 2017) (according to date of draw down)	2.62% (2013: 2.93%)	800,000	800,000
US\$25,000,000 (2013: US\$25,000,000)	December 2016 (2013: December 2016)	3.86% (2013: 3.86%)	193,750	193,750
			993,750	993,750

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31. Deferred Taxation

The following is the major deferred tax liability recognised and movements thereon during the current year:

	Accelerated tax depreciation HK\$'000	Intangible assets HK\$'000	Undistributed profits of joint ventures/ associates/ subsidiaries HK\$'000	Total HK\$'000
At 1 January 2013	45,120	46,761	144,425	236,306
Additions relating to acquisition of businesses	7,135	—	—	7,135
Disposal of a subsidiary	(5,956)	—	—	(5,956)
Currency realignment	1,373	1,411	8,222	11,006
(Credit) charge for the year	(1,420)	(1,734)	46,012	42,858
Withholding tax paid	—	—	(15,526)	(15,526)
At 31 December 2013	46,252	46,438	183,133	275,823
Additions relating to acquisition of businesses (note 34)	26,530	114,695	—	141,225
Currency realignment	(151)	(142)	(593)	(886)
(Credit) charge for the year	(2,019)	(4,985)	42,271	35,267
Withholding tax paid	—	—	(10,826)	(10,826)
At 31 December 2014	70,612	156,006	213,985	440,603

At the end of the reporting period, the Group has unused tax losses of HK\$307,655,000 (2013: HK\$232,923,000) available for offsetting against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Such unrecognised tax losses will expire progressively until 2018.

32. Share Capital

	Number of shares	HK\$'000
At 31 December 2014		
– Authorised:		
Shares of HK\$0.10 each	5,000,000,000	500,000
– Issued and fully paid:		
Shares of HK\$0.10 each	2,632,657,769	263,266

A summary of the movements in the authorised share capital is as follows:

	Number of shares	HK\$'000
At 1 January 2013, 31 December 2013 and 2014	5,000,000,000	500,000

A summary of the movements in the issued and fully paid capital of the Company is as follows:

	Number of shares	HK\$'000
At 1 January 2013	2,460,344,830	246,035
Issue of shares upon share placement (note a)	150,000,000	15,000
Issue of shares upon exercise of share options (note b)	2,505,000	251
At 31 December 2013	2,612,849,830	261,286
Issue of shares upon scrip dividend scheme (note c)	17,087,939	1,708
Issue of shares upon exercise of share options (note d)	2,720,000	272
At 31 December 2014	2,632,657,769	263,266

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

32. Share Capital (Continued)

Notes:

- (a) On 16 January 2013, 150,000,000 new shares of the Company were issued by a share placement ("Placement") at a price of HK\$6.31 per share. The Company intended to use the net proceeds after deducting related commission and other expenses of HK\$930,308,000 from the Placement for the Group's general working capital and further investments of the Group. These new shares were issued under the general mandate granted to the directors at the annual general meeting of the Company held on 4 June 2012.
- (b) During the year ended 31 December 2013, the Company allotted and issued 2,505,000 shares of HK\$0.10 each for cash at the price of HK\$3.811 per share as a result of the exercise of share options.
- (c) On 17 March 2014, a scrip dividend scheme was proposed by the board, which offers the shareholders of the Company may elect to receive the dividend wholly or partly by the allotment of new shares in lieu of cash. This proposal was approved at the annual general meeting of the Company held on 26 May 2014. On 11 July 2014, 17,087,939 shares of HK\$0.10 each were allotted and issued at HK\$9.098 each to shareholders who had elected to receive new shares in lieu of cash dividend in respect of the 2013 final dividend under the scrip dividend scheme.
- (d) During the year ended 31 December 2014, the Company allotted and issued 200,000 and 2,520,000 shares of HK\$0.10 each for cash at the price of HK\$2.796 and HK\$3.811 per share respectively as a result of the exercise of share options.

All the shares which were issued during the year ended 31 December 2014 rank pari passu with the then existing shares in all respects.

33. Reserves

General reserves represent the Enterprise Expansion Fund and General Reserve Fund set aside by certain subsidiaries in accordance with the relevant laws and regulations of the PRC. They are not available for distribution.

34. Acquisition of Businesses

Acquisitions in 2014

During the year ended 31 December 2014, the Group acquired the following businesses which are principally engaged in the sales and distribution of piped gas in the PRC. The primary reason for the below acquisitions was for the expansion of the Group's business and to increase returns to its shareholders.

	Date of acquisition	Percentage of registered capital acquired	Purchase consideration HK\$'000
Business combinations in:			
Xingyi Hong Kong & China Gas Company Limited ("Xingyi")	January 2014	70%	118,385
Jiajiang Hong Kong & China Gas Company Limited ("Jiajiang")	January 2014	70%	66,368
Songyang Hong Kong & China Gas Company Limited ("Songyang")	January 2014	51%	56,807
Siping Hong Kong & China Gas Company Limited ("Siping")	January 2014	80%	61,380
Baotou Hong Kong & China Gas Company Limited ("Baotou")	February 2014	85%	227,244
Qianxinanzhou Ruiyang Compressed Natural Gas Company Limited ("Ruiyang")	April 2014	70%	26,317
Luliang Hong Kong & China Gas Company Limited ("Luliang")	May 2014	—*	116,019

* During the year, the Group acquired the identifiable assets and liabilities associated with the business of sales and distribution of piped gas from the former owners.

The acquisition-related costs were insignificant and were recognised as expenses in the current year, within other expenses of note 8.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2014

34. Acquisition of Businesses (Continued)

Acquisitions in 2014 (continued)

Details of fair value of net identifiable assets acquired and goodwill arising on acquisition are as follows:

	Xingyi HK\$'000	Jiajang HK\$'000	Songyang HK\$'000	Siping HK\$'000	Baotou HK\$'000	Ruiyang HK\$'000	Luliang HK\$'000	Subtotal HK\$'000	Fair value adjustments HK\$'000 (note)	Total HK\$'000
Purchase consideration	118,385	66,368	56,818	61,380	227,244	26,317	116,019	672,531	—	672,531
Non-controlling interests	4,788	18,046	18,006	2,138	8,043	9,724	—	60,745	96,623	157,368
Acquirees' fair value of net identifiable assets acquired (see below)	(7,170)	(60,153)	(37,011)	(10,697)	(53,620)	(32,412)	(116,019)	(317,082)	(272,661)	(589,743)
Goodwill arising on acquisition	116,003	24,261	37,813	52,821	181,667	3,629	—	416,194	(176,038)	240,156

The non-controlling interests recognised at the acquisition dates in respect of the acquisitions in 2014 were measured by reference to the proportionate share of fair values of the acquirees' net assets at the acquisition dates and amounted to HK\$60,745,000.

34. Acquisition of Businesses (Continued)

Acquisitions in 2014 (continued)

The net identifiable assets acquired in the transactions are as follows:

Acquirees' fair values at acquisition dates:

	Xingyi HK\$'000	Jiajiang HK\$'000	Songyang HK\$'000	Siping HK\$'000	Baotou HK\$'000	Ruiyang HK\$'000	Luliang HK\$'000	Subtotal HK\$'000	Fair value adjustments HK\$'000 (note)	Total HK\$'000
Net assets acquired:										
Property, plant and equipment	15,288	54,931	104,089	2,421	25,742	12	115,969	318,452	—	318,452
Leasehold land	1,663	573	14,305	1,481	7,543	44,917	—	70,482	—	70,482
Intangible assets	14,857	18,715	4,196	10,640	46,824	—	—	95,232	363,548	458,780
Inventories	2,198	3,817	869	—	1,880	—	6	8,770	—	8,770
Trade and other receivables, deposit, and prepayments	14,580	1,713	3,163	2,127	9,684	13,025	52	44,344	—	44,344
Cash and bank balances	430	7,174	9,185	829	103	96	—	17,817	—	17,817
Trade and other payables and accrued charges	(24,121)	(8,572)	(85,106)	(4,093)	(18,479)	(18,945)	(8)	(159,324)	—	(159,324)
Taxation	(1,200)	(1,852)	4,669	(48)	(2,232)	—	—	(663)	—	(663)
Borrowing	(12,811)	—	(6,406)	—	(3,661)	—	—	(22,878)	—	(22,878)
Deferred taxation	(3,714)	(12,042)	(11,953)	(2,660)	(13,276)	(6,693)	—	(50,338)	(90,887)	(141,225)
Dividend payable	—	(4,304)	—	—	(508)	—	—	(4,812)	—	(4,812)
	7,170	60,153	37,011	10,697	53,620	32,412	116,019	317,082	272,661	589,743

The trade and other receivables acquired with fair value of HK\$44,344,000 had gross contractual amounts of HK\$44,344,000. The best estimate at acquisition date of contractual cash flows not expected to be collected was nil.

Note: At the dates of acquisitions in 2013, goodwill of HK\$1,359,637,000 has been determined provisionally based on the acquirees' provisional fair value of net identifiable assets acquired. During the year ended 31 December 2014, the identification and determination of fair values of the net identifiable assets acquired have been completed.

The directors of the Company consider that the fair value adjustments upon completion of acquisition accounting in respect of the acquisitions in 2013 have no material impact on the results and the financial position of the Group for 2013. Thus, the amounts previously recognised at the acquisition dates are not retrospectively adjusted. The fair value adjustments, amortisation, the corresponding deferred tax effect and non-controlling interests on the fair value adjustments have been adjusted during the year ended 31 December 2014.

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34. Acquisition of Businesses (Continued)

Acquisitions in 2014 (continued)

Net cash outflow arising on acquisitions:

	Xingyi HK\$'000	Jiajiang HK\$'000	Songyang HK\$'000	Siping HK\$'000	Baotou HK\$'000	Ruiyang HK\$'000	Luliang HK\$'000	Total HK\$'000
Purchase consideration	118,385	66,368	56,818	61,380	227,244	26,317	116,019	672,531
Amounts unpaid and included in:								
– consideration payable for acquisitions	(44,539)	–	(6,574)	–	–	–	–	(51,113)
– amounts due to non-controlling shareholders	(24,744)	(24,044)	(6,574)	(3,633)	–	–	–	(58,995)
Bank balances and cash acquired	(430)	(7,174)	(9,185)	(829)	(103)	(96)	–	(17,817)
	48,672	35,150	34,485	56,918	227,141	26,221	116,019	544,606

Goodwill arose from the above acquisitions because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies, revenue growth, future market development and the assembled workforce of the business.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

During the year, acquired businesses contributed HK\$94,336,000 to the Group's turnover and incurred loss of HK\$29,304,000 for the period between the date of acquisitions and the end of the reporting period, respectively.

Had the above acquisitions been effected at the beginning of the reporting period, the total amount of revenue of the Group for the year ended 31 December 2014 would have been HK\$7,891,219,000, and the amount of the profit for the year would have been HK\$1,177,944,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisitions been completed at the beginning of the reporting period, nor is it intended to be a projection of future results.

34. Acquisition of Businesses (Continued)

Acquisitions in 2013

During the year ended 31 December 2013, the Group acquired the following businesses which are principally engaged in the sales and distribution of piped gas in the PRC. The primary reason for the below acquisitions was for the expansion of the Group's business and to increase returns to its shareholders.

	Date of acquisition	Percentage of registered capital acquired	Purchase consideration HK\$'000
Business combinations in:			
Feicheng Hong Kong and China Gas Company Limited ("Feicheng")	January 2013	—*	59,411
Shenyang business ("Shenyang")	January 2013	—*	162,095
Pingyin business ("Pingyin")	January 2013	—*	128,499
Boxing Hong Kong & China Gas Co., Ltd. ("Boxing")	January 2013	51%	114,580
Sichuan Quanxin Gas Co., Ltd. ("Quanxin")	January 2013	80%	168,948
Anxian County Lanyan Gas Co., Ltd. ("Lanyan")	January 2013	80%	10,382
Mianzhu Xinxin Natural Gas Co., Ltd. ("Xinxin")	January 2013	80%	5,209
Chaozhou Fengxi Hong Kong and China Gas Co., Ltd. ("Fengxi")	January 2013	60%	193,713
Yanshan Hong Kong & China Gas Co., Ltd. ("Yanshan")	April 2013	90%	68,010
Mengcun Hong Kong & China Gas Co., Ltd. ("Mengcun")	April 2013	90%	34,005
Cangxian Hong Kong & China Gas Co., Ltd. ("Cangxian")	April 2013	90%	68,010
Dafeng Hong Kong and China Gas Company Limited ("Dafeng")	May 2013	51%	367,089
Jianping Hong Kong and China Gas Company Limited ("Jianping")	August 2013	80%	91,079
Guangxi Zhongwei Pipeline Gas Development Group Co., Ltd. ("Zhongwei")	August 2013	100%	170,434

* During the year, the Group acquired the identifiable assets and liabilities associated with the business of sales and distribution of piped gas from the former owners.

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34. Acquisition of Businesses (Continued)

Acquisitions in 2013 (continued)

The acquisition-related costs were insignificant and were recognised as expenses in the current year, within other expenses of note 8.

Details of provisional fair value of net identifiable assets acquired and provisional goodwill arising from acquisition are as follows:

	Feicheng HK\$'000	Boxing HK\$'000	Quanxin HK\$'000	Lanyan HK\$'000	Xinxin HK\$'000	Shenyang HK\$'000	Fengxi HK\$'000	Pingyin HK\$'000 (note)	Yanshan HK\$'000	Mengcun HK\$'000	Cangxian HK\$'000	Dafeng HK\$'000	Jianping HK\$'000	Zhongwei HK\$'000	Total HK\$'000
Purchase consideration	59,411	114,580	168,948	10,382	5,209	162,095	193,713	128,499	68,010	34,005	68,010	367,089	91,079	170,434	1,641,464
Non-controlling interests	—	4,121	10,120	626	584	—	9,571	—	1,138	1,147	1,139	11,027	8,462	—	47,935
Acquirees' provisional fair value of net identifiable assets acquired (see below)	(19,336)	(8,410)	(50,598)	(3,130)	(2,920)	(26,715)	(23,927)	(74,791)	(11,383)	(11,471)	(11,390)	(22,505)	(42,310)	(20,876)	(329,762)
Provisional goodwill arising from acquisition	40,075	110,291	128,470	7,878	2,873	135,380	179,357	53,708	57,765	23,681	57,759	355,611	57,231	149,558	1,359,637

Note: The Group acquired the Pingyin business from a joint venture of the Group for cash consideration of HK\$84,967,000 and issuance of 35% equity interest in Jinan Pingyin Hong Kong and China Gas Company Limited ("Jinan Pingyin"), a subsidiary of the Group. The provisional fair value of the 35% equity interest in Jinan Pingyin, determined by reference to the provisional fair value of Jinan Pingyin at the date of the acquisition, amounted to HK\$43,532,000.

The non-controlling interests recognised at the acquisition dates were measured by reference to the proportionate share of provisional fair values of the acquirees' net assets at the acquisition dates and amounted to HK\$47,935,000.

34. Acquisition of Businesses (Continued)

Acquisitions in 2013 (continued)

The net identifiable assets acquired in the transactions are as follows:

Acquirees' provisional fair values at acquisition dates:

	Boxing HK\$'000	Quanxin HK\$'000	Shenyang HK\$'000	Fengxi HK\$'000	Pingyin HK\$'000	Dafeng HK\$'000	Jianping HK\$'000	Zhongwei HK\$'000	Other businesses HK\$'000	Total HK\$'000
Net assets acquired:										
Property, plant and equipment	48,775	49,491	25,570	1,415	65,918	41,153	37,182	19,579	28,224	317,307
Leasehold land	—	1,156	467	—	4,021	7,017	3,566	634	455	17,316
Inventories	2,217	3,516	678	—	4,852	2,061	1,562	17	1,089	15,992
Trade and other receivables, deposit, and prepayments (note)	10,105	41,333	—	26	—	15,772	—	63,013	53,390	183,639
Cash and bank balances	42	12,264	—	22,934	—	12,012	—	231	3,151	50,634
Trade and other payables and accrued charges	(43,081)	(27,445)	—	(448)	—	(32,660)	—	(62,582)	(25,163)	(191,379)
Taxation	(920)	—	—	—	—	(2,105)	—	(16)	122	(2,919)
Borrowing	(8,728)	(6,234)	—	—	—	(10,760)	—	—	—	(25,722)
Dividend payable	—	(20,022)	—	—	—	(7,560)	—	—	(389)	(27,971)
Deferred taxation	—	(3,461)	—	—	—	(2,425)	—	—	(1,249)	(7,135)
	8,410	50,598	26,715	23,927	74,791	22,505	42,310	20,876	59,630	329,762

Note: The trade and other receivables acquired with a provisional fair value of HK\$171,215,000 had gross contractual amounts of HK\$171,215,000. The best estimate at acquisition date of contractual cash flows not expected to be collected was nil.

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34. Acquisition of Businesses (Continued)

Acquisitions in 2013 (continued)

Net cash outflow arising on acquisitions:

	Boxing HK\$'000	Quanxin HK\$'000	Shenyang HK\$'000	Fengxi HK\$'000	Pingyin HK\$'000	Dafeng HK\$'000	Jianping HK\$'000	Zhongwei HK\$'000	Other businesses HK\$'000	Total HK\$'000
Purchase consideration	114,580	168,948	162,095	193,713	128,499	367,089	91,079	170,434	245,027	1,641,464
Less: equity instrument issued	—	—	—	—	(43,532)	—	—	—	—	(43,532)
Cash consideration	114,580	168,948	162,095	193,713	84,967	367,089	91,079	170,434	245,027	1,597,932
Amounts unpaid and included in:										
- consideration payable for acquisitions	—	—	(12,881)	—	—	—	(54,407)	(75,223)	—	(142,511)
- consideration payable to a joint venture	—	—	—	—	(73,034)	—	—	—	—	(73,034)
- amounts due to non-controlling shareholders	—	(92,097)	—	—	—	—	—	—	(39,401)	(131,498)
Bank balances and cash acquired	(42)	(12,264)	—	(22,934)	—	(12,012)	—	(231)	(3,151)	(50,634)
	114,538	64,587	149,214	170,779	11,933	355,077	36,672	94,980	202,475	1,200,255

Provisional goodwill arose from the above acquisitions because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies, revenue growth, future market development and the assembled workforce of the business.

None of the provisional goodwill arising on these acquisitions is expected to be deductible for tax purposes.

During the year, acquired businesses contributed HK\$556,691,000 and HK\$48,143,000 to the Group's turnover and profit for the period between the date of acquisition and the end of the reporting period, respectively.

Had the above acquisitions been effected at the beginning of the reporting period, the total amount of revenue of the Group for the year ended 31 December 2013 would have been HK\$6,824,441,000, and the amount of the profit for the year would have been HK\$1,226,861,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisitions been completed at the beginning of the reporting period, nor is it intended to be a projection of future results.

35. Disposal of a Subsidiary

In May 2013, the Group disposed its 51% equity interest in Jinan Jihua Gas Co., Ltd. ("Jinan") to an associate of the Group, Shandong Jihua Gas Co., Ltd., for cash consideration of HK\$76,659,000. Since the Group lost control on Jinan, relevant assets and liabilities are derecognised from the Group's consolidated financial statements.

	HK\$'000
Net assets disposed of:	
Property, plant and equipment	183,476
Inventories	6,098
Trade and other receivables, deposits and prepayments	28,212
Cash and bank balances	74,820
Trade and other payables and accrued charges	(44,116)
Taxation	(24,159)
Deferred taxation	(5,956)
	218,375
Non-controlling interests	(107,004)
	111,371
The loss on disposal is calculated as follows:	
Cash consideration	76,659
Net assets disposed of	(111,371)
Loss on disposal	(34,712)
Net cash inflow arising on disposal:	
Cash consideration	76,659
Less: bank balances and cash disposed of	(74,820)
	1,839

The revenue and operating losses of the disposed subsidiary included in the Group's consolidated financial statements amounted to HK\$46,392,000 and HK\$8,177,000, respectively.

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For the year ended 31 December 2014

36. Related Party Transactions

Save as disclosed elsewhere in the consolidated financial statements, the following related party transactions took place during the year:

Name of related party	Nature of transaction	2014 HK\$'000	2013 HK\$'000
HKCG	Outstanding loan balances (See note 30)	993,750	993,750
	Interest expense	28,463	30,813
Shenyang Sanquan Project Management Consulting Co., Ltd. (note a)	Project management services	5,014	5,405
Hongkong and China Technology (Wuhan) Company Limited (note a)	System software and supporting services	3,598	4,551
GH - Fusion Corporation Limited (note b)	Purchase of pipeline construction materials and tools	1,163	3,132
Shanxi ECO Coalbed Methane Co., Ltd. (note a)	Purchase of coalbed methane	28,419	50,289
Anhui Province Natural Gas Development Company Limited (note b)	Purchase of compressed natural gas	106,638	77,931
Jilin Province Natural Gas Limited Company (note c)	Purchase of compressed natural gas vehicles	—	3,974
	Consideration for the acquisition of remaining 50% equity interest of Gongzhuling Gangtian Compressed Natural Gas Co., Ltd.	—	6,143
Tongling Hong Kong and China Gas Company Limited (note c)	Purchase of compressed natural gas	15	100
	Sale of compressed natural gas	105	669
Towngas Telecommunications (Shenzhen) Limited (note a)	Cloud computing system and supporting services	9,193	8,615

36. Related Party Transactions (Continued)

Name of related party	Nature of transaction	2014 HK\$'000	2013 HK\$'000
Gongzhuling Gangtian Compressed Natural Gas Co., Ltd. (note b)	Sale of compressed natural gas	—	800
Shandong Hong Kong and China Gas Training Institute (note b)	Training services	1,133	864
M-Tech Metering Solution (Shenzhen) Co., Ltd. (note a)	Purchase of pipeline construction materials and tools	4,939	4,085
G-Tech Piping Tech (Zhongshan) Ltd. (note a)	Purchase of pipeline construction materials and tools	18,490	10,066
Taizhou Hong Kong and China Gas Company Limited (note a)	Purchase of compressed natural gas	4,852	856
Pingxiang Hong Kong & China Gas Company Limited (note a)	Provision of management services	74	—
Nanjing Hong Kong and China Gas Company Limited (note c)	Provision of technical supporting services	277	—
Yixing Hong Kong & China Gas Company Limited (note a)	Compressed natural gas vehicle rental	507	—
Zhuhai S-Tech Technology Limited (note a)	Provision of software	162	—

Notes:

- (a) HKCG has controlling interests in these companies.
- (b) HKCG has significant influences in these companies.
- (c) HKCG jointly controlled these companies with an independent third party.

Emoluments paid to the key management personnel of the Company which represents the executive directors of the Company are set out in note 12.

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37. Operating Lease Commitments

At the end of the reporting period, the Group had commitments for future minimum lease payments in respect of land and buildings under non-cancellable operating leases which fall due as follows:

	2014 HK\$'000	2013 HK\$'000
Within one year	16,966	18,734
In the second to fifth year inclusive	18,516	9,680
Over five years	30,371	2,849
	65,853	31,263

Operating lease payments represent rental payable by the Group for certain of its office properties. Leases are negotiated for terms up to 20 years.

38. Commitments

	2014 HK\$'000	2013 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
– acquisition of property, plant and equipment	112,824	103,817
– acquisition of businesses	11,472	589,417
– acquisition of an associate	41,656	4,609

39. Share Options

Pursuant to a share option scheme adopted by the shareholders of the Company at an extraordinary general meeting held on 28 November 2005 (the "Scheme") and approved by Enerchina Holdings Limited ("Enerchina") and Sinolink Worldwide Holdings Limited ("Sinolink") pursuant to an ordinary resolution passed at the respective special general meeting of Enerchina and Sinolink held on 28 November 2005, the Company may grant options to the directors or employees of the Company or its subsidiaries, for the recognition of their attributions to the Group, to subscribe for shares in the Company.

The Scheme remained in force for a period of 10 years commencing on the date of adoption of the scheme, i.e. 28 November 2005.

The share options under the Scheme (the "Scheme Options") 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.

The Scheme Options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 per option.

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39. Share Options (Continued)

Movements of the share options, which were all held by directors and senior management, during the year were as follows:

	Number of share options			Exercisable share options at the end of the year
	Outstanding at the beginning of the year	Exercised during the year	Outstanding at the end of the year	
For the year ended 31 December 2013				
Scheme				
2006 options (note)	1,567,800	—	1,567,800	1,567,800
2007 options (note)	14,673,000	(2,505,000)	12,168,000	12,168,000
	16,240,800	(2,505,000)	13,735,800	13,735,800
Weighted average exercise price (HK\$)	3.713	3.811	3.695	3.695
For the year ended 31 December 2014				
Scheme				
2006 options (note)	1,567,800	(200,000)	1,367,800	1,367,800
2007 options (note)	12,168,000	(2,520,000)	9,648,000	9,648,000
	13,735,800	(2,720,000)	11,015,800	11,015,800
Weighted average exercise price (HK\$)	3.695	3.736	3.685	3.685

39. Share Options (Continued)

The weighted average price of the Company's shares as at the dates of exercise of 200,000 options on 6 February 2014, 1,515,000 options on 23 April 2014 and 1,005,000 options on 7 May 2014 were HK\$9.04, HK\$9.27 and HK\$8.65 respectively.

Had all the outstanding vested share options been fully exercised on 31 December 2014, the Company would have received cash proceeds of HK\$40,593,000 (2013: HK\$50,756,000). Details of specific categories of options are as follows:

Option type	Date of grant	Vesting proportion	Exercisable period	Exercise price HK\$
2006 options (note)	03.10.2006	30%	04.10.2007 - 27.11.2015	2.796
		30%	04.04.2008 - 27.11.2015	2.796
		40%	04.10.2008 - 27.11.2015	2.796
2007 options (note)	16.03.2007	30%	16.03.2008 - 27.11.2015	3.811
		30%	16.03.2009 - 27.11.2015	3.811
		40%	16.03.2010 - 27.11.2015	3.811

The vesting period of share options is from the date of grant until the commencement of the exercisable period.

The Group did not recognise any expenses for the year ended 31 December 2014 (2013: nil) in relation to share options granted by the Company in previous year.

Note: The 2006 and 2007 option represented the share options granted under the Scheme.

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40. Retirement Benefit Schemes

The Group's subsidiaries operating in the PRC have participated in defined contribution retirement schemes organised by the relevant local government authorities in the PRC. The Group is required to make specific contributions to the retirement schemes at a rate of 12 to 25 percent of basic salary of its PRC employees and have no further obligation for post-retirement benefits beyond the annual contributions made. Pursuant to these arrangements, the retirement plan contributions charge for the year ended 31 December 2014 amounted to HK\$63,625,000 (2013: HK\$57,787,000).

The Group has joined a MPF Scheme for all its non-PRC employees. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect of MPF Scheme is to make the required contributions under the scheme. The retirement benefits scheme contributions arising from the MPF Scheme charged to the consolidated income statement represent contributions payable to the funds by the Group at rates specified in the rules of the scheme. For the year ended 31 December 2014, the Group made retirement benefit scheme contributions amounting to HK\$504,203 (2013: HK\$484,000).

41. Major Non-Cash Transactions

The Group issued additional shares as scrip dividends during the year ended 31 December 2014 as set out in note 32(c).

42. Particulars of Principal Subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2014 and 2013 are as follows:

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Directly-owned subsidiaries					
Hong Kong & China Gas (Anqing) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Maanshan) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Qingdao) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Taian) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Weifang) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Weihai) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Yantai) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Zibo) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
TCCL (Finance) Limited 港華燃氣(融資)有限公司	HK - Limited liability company	HK\$1	100%	100%	Financing
Towngas China Group Limited 港華燃氣集團有限公司	BVI - Limited liability company	US\$12,821	100%	100%	Investment holding

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42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries					
An Shan Hong Kong and China Gas Company Limited 鞍山港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$20,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Baotou Hong Kong and China Gas Company Limited 包頭港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB100,000,000	85%	—	Provision of natural gas and related services and gas pipeline construction
Beipiao Hong Kong and China Gas Company Limited 北票港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB56,000,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Benxi Hong Kong and China Gas Company Limited 本溪港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB310,000,000 (2013: RMB210,000,000)	80%	80%	Provision of natural gas and related services and gas pipeline construction
Boxing Hong Kong & China Gas Co., Ltd. 博興港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB40,000,000 (2013: RMB15,000,000)	65%	65%	Provision of natural gas and related services and gas pipeline construction
Cangxi Hong Kong and China Gas Company Limited 蒼溪港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB20,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Cangxian Hong Kong & China Gas Co., Ltd. 滄縣港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB10,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Changting Hong Kong and China Gas Company Limited 長汀港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB22,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction

42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Chaoyang Hong Kong and China Gas Co., Ltd. 朝陽港華燃氣有限公司	PRC - Sino-foreign equity joint venture	US\$10,791,838	90%	90%	Provision of natural gas and related services and gas pipeline construction
Chaozhou Fengxi Hong Kong and China Gas Co., Ltd. 潮州楓溪港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB60,000,000	60%	60%	Provision of natural gas and related services and gas pipeline construction
China Overlink Holdings Co. Ltd.	BVI - Limited liability company	US\$1	100%	100%	Investment holding
Chi Ping Hong Kong and China Gas Co., Ltd. 荏平港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB40,000,000	85%	85%	Provision of natural gas and related services and gas pipeline construction
Chizhou Hong Kong and China Gas Company Limited 池州港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB20,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Dafeng Hong Kong and China Gas Company Limited 大豐港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB60,000,000	51%	51%	Provision of natural gas and related services and gas pipeline construction
Dalian Changxing Hong Kong and China Gas Co., Ltd. 大連長興港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$14,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Dalian Lvshun Hong Kong and China Gas Co., Ltd. 大連旅順港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$15,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
大連瓦房店金宇港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB40,000,000	60%	60%	Provision of natural gas and related services and gas pipeline construction

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42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Dayi Hong Kong and China Gas Co., Ltd. 大邑港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB20,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Feicheng Hong Kong and China Gas Company Limited 肥城港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB32,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Fuxin Hong Kong and China Gas Company Limited 阜新港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB77,200,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Fuxin Dali Gas Company Limited 阜新大力燃氣有限責任公司	PRC - Wholly foreign-owned enterprise	RMB13,900,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Fuxin Xinqiu Hong Kong and China Gas Company Limited 阜新新邱港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB34,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Gao Chun Hong Kong and China Gas Co., Ltd. 南京高淳港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$4,010,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Gongzhuling Hong Kong and China Gas Company Limited 公主嶺港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB53,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Guangxi Zhongwei Pipeline Gas Development Group Co., Ltd 廣西中威管道燃氣發展集團有限責任公司	PRC - Wholly foreign-owned enterprise	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Guilin Hong Kong and China Gas Co., Ltd. 桂林港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction

42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Heilongjiang Hong Kong & China Lianfu New Energy Company Limited 黑龍江港華聯孚能源有限公司	PRC - Sino-foreign equity joint venture	RMB7,150,000	55%	—	Vehicle gas refilling stations
Hong Kong and China Gas (Dalian) Limited 香港中華煤氣(大連)有限公司	HK - Limited liability company	HK\$100	100%	100%	Investment holding
Hong Kong & China Gas (Hangzhou) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Huzhou) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Tongxiang) Limited	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong & China Gas (Yingkou) Limited 香港中華煤氣(營口)有限公司	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Hong Kong and China Gas (Zhumadian) Limited 香港中華煤氣(駐馬店)有限公司	HK - Limited liability company	HK\$100	100%	100%	Investment holding
Huangshan Hong Kong and China Gas Co., Ltd. 黃山港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB40,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Huangshan Huizhou Hong Kong and China Gas Co., Ltd. 黃山徽州港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$2,100,000	100%	100%	Provision of natural gas and related services and gas pipeline construction

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42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Huangshan Taiping Hong Kong and China Gas Co., Ltd. 黃山太平港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$3,500,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Huzhou Hong Kong and China Gas Company Limited 湖州港華燃氣有限公司	PRC - Sino-foreign equity joint venture	US\$10,500,000	98.85%	98.85%	Provision of natural gas and related services and gas pipeline construction
Jiajiang Hong Kong & China Gas Company Limited 夾江港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB20,000,000	70%	—	Provision of natural gas and related services and gas pipeline construction
Jianping Hong Kong and China Gas Company Limited 建平港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB58,000,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Jianyang Hong Kong and China Gas Company Limited 簡陽港華燃氣有限公司	PRC - Limited liability company	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Jinan Pingyin Hong Kong and China Gas Company Limited 濟南平陰港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB100,000,000	82.5%	82.5%	Provision of natural gas and related services and gas pipeline construction
Jiujiang Hong Kong and China Gas Co., Ltd. 九江港華燃氣有限公司	PRC - Limited liability company	RMB10,000,000	60%	60%	Provision of natural gas and related services and gas pipeline construction
Kazuo Hong Kong and China Gas Co., Ltd. 喀左港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$6,400,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Laiyang Hong Kong and China Gas Co., Ltd. 萊陽港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$5,440,000	100%	100%	Provision of natural gas and related services and gas pipeline construction

42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Lezhi Hong Kong and China Gas Company Limited 樂至港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Longkou Hong Kong and China Gas Co Ltd 龍口港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$7,070,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Luliang Hong Kong & China Gas Company Limited 陸良港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB52,000,000	100%	—	Provision of natural gas and related services and gas pipeline construction
Maanshan Bowang Hong Kong and China Gas Co., Ltd. 馬鞍山博望港華燃氣有限公司	PRC - Sino-foreign equity joint venture	US\$10,000,000	75.1%	75.1%	Provision of natural gas and related services and gas pipeline construction
Maanshan Jiangbei Hong Kong & China Gas Company Limited 馬鞍山江北港華燃氣有限公司	PRC - Limited liability company	US\$10,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Mengcun Hong Kong & China Gas Co., Ltd. 孟村回族自治縣港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB10,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Mianyang Heqing Hong Kong and China Gas Company Limited 綿陽河清港華燃氣有限公司 (Formerly Anxian County Lanyan Gas Co., Ltd. 安縣藍焰燃氣有限公司)	PRC - Sino-foreign equity joint venture	RMB1,000,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Mianyang Hong Kong and China Gas Company Limited 綿陽港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB90,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction

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42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Mianzhu Xinxin Natural Gas Co., Ltd. 綿竹市鑫新天然氣有限責任公司	PRC - Sino-foreign equity joint venture	RMB1,000,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Miluo Hong Kong and China Gas Company Limited 汨羅港華燃氣有限公司 (Formerly Miluo Red-Horse Natural Gas Development Company Limited 汨羅市紅馬燃氣開發有限公司)	PRC - Sino-foreign equity joint venture	RMB50,000,000	70%	70%	Provision of natural gas and related services and gas pipeline construction
Pengshan Hong Kong and China Gas Company Limited 彭山港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB20,000,000	70%	70%	Provision of natural gas and related services and gas pipeline construction
Pengxi Hong Kong and China Gas Company Limited 蓬溪港華燃氣有限公司	PRC - Limited liability company	RMB16,590,000 (2013: RMB3,590,000)	100%	100%	Provision of natural gas and related services and gas pipeline construction
Pingchang Hong Kong and China Gas Company Limited 平昌港華燃氣有限公司	PRC - Limited liability company	RMB20,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Qingdao Dong Yi Hong Kong and China Gas Co Ltd 青島東億港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB30,000,000	60%	60%	Provision of natural gas and related services and gas pipeline construction
Qingdao Zhongji Hong Kong and China Gas Co Ltd 青島中即港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB73,500,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Qing Yuan Hong Kong and China Gas Company Limited 清遠港華燃氣有限公司	PRC - Limited liability company	RMB50,000,000 (2013: RMB10,000,000)	80%	80%	Provision of natural gas and related services and gas pipeline construction

42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Qinhuangdao Hong Kong and China Gas Co., Ltd. 秦皇島港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB15,000,000	51%	51%	Provision of natural gas and related services and gas pipeline construction
Qiqihar Hong Kong and China Gas Company Limited 齊齊哈爾港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB128,561,800	61.67%	61.67%	Provision of natural gas and related services and gas pipeline construction
Shao Guan Hong Kong and China Gas Co., Ltd. 韶關港華燃氣有限公司	PRC - Limited liability company	RMB20,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Shenyang Hong Kong and China Gas Company Limited 瀋陽港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$24,532,434	100%	100%	Provision of natural gas and related services and gas pipeline construction
Sichuan Quanxin Gas Co., Ltd. 四川全新燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB12,000,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Siping Hong Kong and China Gas Company Limited 四平港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB45,000,000	80%	—	Provision of natural gas and related services and gas pipeline construction
Songyang Hong Kong & China Gas Company Limited 松陽港華燃氣有限公司	PRC - Limited liability company	RMB20,000,000	51.35%	—	Provision of natural gas and related services and gas pipeline construction
Tieling Hong Kong and China Gas Company Limited 鐵嶺港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB232,960,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Tongshan Hong Kong and China Gas Company Limited 桐山港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB60,000,000	100%	—	Provision of natural gas and related services and gas pipeline construction

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42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Tongxiang Hong Kong and China Gas Company Limited 桐鄉港華天然氣有限公司	PRC - Sino-foreign equity joint venture	US\$7,000,000	76%	76%	Provision of natural gas and related services and gas pipeline construction
Towngas (BVI) Holdings Limited 港華燃氣(維爾京)控股有限公司	BVI - Limited liability company/HK	US\$1	100%	100%	Investment holding
Towngas China (Fengxi) Limited 港華燃氣(楓溪)有限公司	HK - Limited liability company	HK\$100	100%	100%	Investment holding
Towngas China (Zhengpugang) Limited 港華燃氣(鄭蒲港)有限公司	HK - Limited liability company	HK\$100	100%	100%	Investment holding
Towngas Investments Limited 港華燃氣投資有限公司	PRC - Wholly foreign-owned enterprise	US\$200,000,000	100%	100%	Investment holding
Weiyuan Hong Kong and China Gas Company Limited 威遠港華燃氣有限公司	PRC - Limited liability company	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Wuning Hong Kong and China Gas Company Limited 武寧港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB25,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Xin Du Hong Kong and China Gas Company Limited, Cheng Du 成都新都港華燃氣有限公司	PRC - Limited liability company	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Xin Jin Hong Kong and China Gas Company Limited 新津港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB20,000,000 (2013: RMB12,000,000)	60%	60%	Provision of natural gas and related services and gas pipeline construction
Xin Jin Yong Shuang Hong Kong and China Gas Company Limited 新津永雙港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB20,000,000 (2013: RMB11,500,000)	60%	60%	Provision of natural gas and related services and gas pipeline construction

42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Xingyi Hong Kong and China Gas Company Limited 興義港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB50,000,000	70%	—	Provision of natural gas and related services and gas pipeline construction
Xiushui Hong Kong and China Gas Company Limited 修水港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB30,000,000	80%	80%	Provision of natural gas and related services and gas pipeline construction
Yang Jiang Hong Kong and China Gas Company Limited 陽江港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB50,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Yanshan Hong Kong & China Gas Co., Ltd. 鹽山港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB10,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Yifeng Hong Kong and China Gas Co., Ltd. 宜豐港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB32,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Yingkou Hong Kong and China Gas Company Limited 營口港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	US\$9,400,000	100%	100%	Provision of natural gas and related services and gas pipeline construction

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42. Particulars of Principal Subsidiaries (Continued)

Name of company	Place of incorporation/ establishment and operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group		Principal activities
			2014	2013	
Indirectly-owned subsidiaries (continued)					
Yuechi Hong Kong and China Gas Company Limited 岳池港華燃氣有限公司	PRC - Sino-foreign equity joint venture	RMB30,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction
Zhaoyuan Hong Kong and China Gas Company Limited 招遠港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB22,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Zhongjiang Hong Kong and China Gas Company Limited 中江港華燃氣有限公司	PRC - Wholly foreign-owned enterprise	RMB30,000,000	100%	100%	Provision of natural gas and related services and gas pipeline construction
Ziyang Hong Kong and China Gas Company Limited 資陽港華燃氣有限公司	PRC - Limited liability company	RMB30,000,000	90%	90%	Provision of natural gas and related services and gas pipeline construction

None of the subsidiaries had issued any debt securities at the end of the year.

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