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Zhonghua Gas Holdings Limited
(中華燃氣控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8246)

CHANGE OF AUDITOR

This announcement is made by Zhonghua Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that RSM Hong Kong (“**RSM HK**”) resigned as the auditor of the Company with effect from 27 January 2026, as the Company could not reach a consensus with RSM HK on the level of audit fee for the financial year ending 31 March 2026 (“**FY2025/26**”).

In the course of assessing the engagement of auditors to carry out the audit work for the financial year ending 31 March 2026, the Company has obtained several audit fee quotations from professional audit firms, including, among others, RSM HK and Rongcheng (Hong Kong) CPA Limited (“**RCHK**”). The audit committee of the Company (the “**Audit Committee**”) has reviewed the audit fee quotations provided by the potential auditors and considered that the proposed audit fee of RSM HK may not be commensurate with the Group’s cost control measures. In comparison, the audit fee proposal submitted by other professional audit firm is more competitive. Taking into account of the fee factors together with other considerations as disclosed in the paragraph headed “Appointment of Auditor” below, the Audit Committee has recommended the Board to appoint RCHK as the auditor of the Company for FY2025/26.

RSM HK has confirmed in its letter of resignation dated 27 January 2026 that, save and except for the audit fee for FY2025/26, there is no other matter in connection with its resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the Audit Committee are not aware of any disagreements or unresolved matters between RSM HK and the Company, and that there are no other matters in respect of the resignation of RSM HK that need to be brought to the attention of the Shareholders. The Board further confirmed that as at the date of this announcement, RSM HK has not commenced any audit work on the consolidated financial statements of the Group for FY2025/26. Accordingly, it is expected that the change of auditor will not have any significant impact on the annual audit and the release of annual results of the Group for the year ending 31 March 2026.

The Board would like to take this opportunity to express its sincere gratitude to RSM HK for its professional and quality services rendered to the Company during the past years.

APPOINTMENT OF AUDITOR

The Board further announces that RCHK has been appointed as the new auditor of the Company with effect from 27 January 2026 to fill the casual vacancy following the resignation of RSM HK and to hold office until the conclusion of the next annual general meeting of the Company.

The selection and appointment of RCHK was made in accordance with the Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors, issued by the Accounting and Financial Reporting Council (the “**AFRC**”) on 16 December 2021 and the Guidance Notes on Change of Auditors issued by the AFRC in September 2023. The Board and Audit Committee have also taken into account a number of factors, including but not limited to the experience, competent, capability, manpower, time and resources of RCHK.

The Audit Committee has considered a number of factors in assessing the appointment of RCHK as the auditor of the Company, including but not limited to (i) audit plan for FY2025/26; (ii) the competence and quality of RCHK, including its China network, resources, knowledge and experience in handling audit work for companies listed on the Stock Exchange, as well as its familiarity with the requirements under the GEM Listing Rules and the Hong Kong Standards on Auditing and the IFRS Accounting Standards; (iii) RCHK offered a competitive audit fee together with its commitment to allocating sufficient resources to perform the Company’s audit work in a manner that ensures audit quality is not compromised; (iv) RCHK’s independence and objectivity; (v) its market reputation and track record noting that the Audit Committee has assessed RCHK’s experience acting as auditors to Hong Kong listed issuers in recent years; (vi) its resources and capability to complete the audit work within stipulated schedule; and (vii) the relevant guidelines and guidance notes issued by the AFRC.

Based on the above, the Audit Committee has concluded that RCHK is eligible and suitable to act as the auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor would maintain audit quality and enable the Company to carry out more effective cost control to better support its future business development and is in the best interests of the Company and the Shareholders as a whole.

The Board would like to express its warm welcome to RCHK on its appointment as the auditor of the Company.

By order of the Board
Zhonghua Gas Holdings Limited
Chan Wing Yuen, Hubert
Chief Executive Officer and Executive Director

Hong Kong, 27 January 2026

As at the date of this announcement, the executive Directors are Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Ms. Lin Min, Mindy and Ms. Kwong Wai Man, Karina; and the independent non-executive Directors are Ms. Ma Lee, Mr. Lau Kwok Kee and Mr. Wang Weijie.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.8246hk.com.