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)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2026

The board (the "Board") of directors (the "Directors") of Zhonghua Gas Holdings Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2026. This announcement, containing the full text of the annual report of the Group for the year ended 31 March 2026, complies with the relevant requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange (the "GEM Listing Rules") of Hong Kong Limited (the "Stock Exchange") in relation to information to accompany preliminary announcement of annual results. Printed versions of the Company's annual report for the year ended 31 March 2026 will be despatched to the shareholders of the Company as required and published on the websites of the Company (www.8246hk.com) and the Stock Exchange (www.hkexnews.hk) on or before 31 July 2026.

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

Hong Kong, 26 June 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.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the "Directors") of Zhonghua Gas Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange (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 report 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 report misleading.

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Corporate Information

Board of Directors

Executive Directors

Mr. Hu Yishi *(Executive Chairman)*
Mr. Chan Wing Yuen, Hubert *(Chief Executive Officer)*
Ms. Lin Min, Mindy
Ms. Kwong Wai Man, Karina *(Chief Financial Officer)*

Independent non-executive Directors

Ms. Ma Lee
Mr. Lau Kwok Kee
Mr. Wang Weijie

Company Secretary

Mr. Wong Lok Man

Compliance Officer

Mr. Chan Wing Yuen, Hubert

Board Committees

Audit Committee

Ms. Ma Lee *(Chairlady)*
Mr. Lau Kwok Kee
Mr. Wang Weijie

Remuneration Committee

Ms. Ma Lee *(Chairlady)*
Ms. Lin Min, Mindy
Mr. Lau Kwok Kee
Mr. Wang Weijie

Nomination Committee

Ms. Ma Lee *(Chairlady)*
Ms. Lin Min, Mindy
Mr. Lau Kwok Kee
Mr. Wang Weijie

Authorised Representatives

Mr. Chan Wing Yuen, Hubert
Ms. Kwong Wai Man, Karina

Registered Office

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal Place of Business in Hong Kong

23/F,
Chinachem Century Tower,
178 Gloucester Road,
Wan Chai,
Hong Kong

Share Registrar and Transfer Office in Cayman Islands

Conyers Trust Company (Cayman) Limited
Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Hong Kong Share Registrar

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F,
148 Electric Road,
North Point,
Hong Kong

Legal Advisers to the Company

Conyers Dill & Pearman

Auditors

Rongcheng (Hong Kong) CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
Rooms 4301–4307,
43/F., Cosco Tower,
183 Queen's Road Central,
Hong Kong

Principal Bankers

The Hong Kong & Shanghai Banking Corporation Limited
Huaxia Bank Co., Limited
Shanghai Pudong Development Bank Co., Limited
Bank of China Limited

Company Website

http://www.8246hk.com

GEM Stock Code

8246

Executive Chairman's Statement

On behalf of the board (the "**Board**") of directors (the "**Director(s)**") of Zhonghua Gas Holdings Limited (the "**Company**"), I am pleased to present to our shareholders the 2025–2026 annual report and the consolidated financial statements of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 March 2026 (the "**Current Year**").

BUSINESS REVIEW

During the Current Year, the global economy and macro environment remained complex and ever-changing. Price fluctuations in the energy market and the restructuring of regional supply chains posed significant challenges to our business operations. In the face of headwinds, the Group consistently adhered to a prudent and cautious financial policy. At the extraordinary general meeting held on 20 February 2026, the shareholders approved the proposed share consolidation, pursuant to which every eight existing shares were consolidated into one consolidated share. This effectively optimized the value per board lot. It is believed that investments in the consolidated shares would become more attractive to a broader range of investors, thereby enhancing the liquidity of the consolidated shares and further broadening the Company's shareholder base.

To further optimize the capital structure and demonstrate the management's strong confidence in the long-term development of the Group, the Company and I entered into two loan capitalisation agreements during the Current Year. Pursuant to these agreements, outstanding interest-free shareholder loans were settled through the allotment and issuance of new shares. This initiative significantly reduced the gearing ratio without depleting the Group's cash flow, further strengthened the net asset value, and retained sufficient working capital for the Group's future diversification initiatives and cross-sector transformation.

Deepening and Consolidation of the Core Energy Business

During the Current Year, the energy business remained as the Group's core revenue source and development foundation, contributing over 99% of total revenue. Through refined channel management and stringent risk control, we made every effort to ensure stable supply of clean energy such as liquefied natural gas (LNG) to the existing end-customer network. Although the sale price fluctuations in both international and domestic markets exerted certain pressure on gross margins, the Group sought to minimise the adverse impact of market volatility by optimizing the allocation of supply chain resources.

The Group fully recognizes that digital transformation and refined operation of the traditional energy business is the cornerstone of sustainable development. During the Current Year, we continued to optimize the core natural gas sales business. In April 2026, we entered into a project construction investment agreement with Tianjin Jin Re New Energy Group for the construction of a high-pressure natural gas pipeline in Jinghai District, Tianjin, thereby expanding the business footprint in the regional natural gas infrastructure market, strengthening strategic cooperation with upstream pipeline operators, and enhancing our competitiveness in the regional LNG market. This allows us to maintain the core customer loyalty in the face of intense market competition and achieve a further narrowing of the net loss after tax, fully demonstrating the inherent resilience of the Group's energy business. For details, please refer to the announcement of the Company dated 30 April 2026.

Cross-border Cooperation in ASEAN: Strategic Breakthrough in Laos Project

During the Current Year, the Group achieved significant milestones and substantial progress in its internationalization strategy and its presence along the "Belt and Road" route. On 6 June 2025, the Company entered into the strategic cooperation memorandum of understanding with the Ministry of Industry and Commerce (the "Lao MOIC") of the Lao People's Democratic Republic (the "Lao PDR"). Pursuant to this memorandum, both parties jointly commenced in-depth cooperation on the development project of a fuel oil and natural gas supply network in Lao PDR. For details, please refer to the announcement of the Company dated 6 June 2025.

Executive Chairman's Statement

To accelerate the implementation of this strategic initiative, the Group entered into a project technical consultation agreement with Shandong Longzhong Information Technology Co., Ltd. ("Shandong Longzhong"), a professional information service agency, on 22 October 2025, appointing them to conduct a comprehensive feasibility study and nationwide market survey for the development of the fuel oil and gas supply network in Lao PDR. The report was completed in May 2026 and has been submitted to the Lao MOIC for review and approval. For details, please refer to the announcements of the Company dated 22 October 2025 and 29 May 2026.

As one of the ASEAN countries with the highest energy development potential Lao PDR, supported by its unique geographical location and close connectivity with Southwest China, has opened up a vast incremental market for the Group. During the Current Year, the Lao government authorities attached great importance to this project and provided policy coordination. As the feasibility study report is gradually refined and approved, this project will lay a solid physical network foundation for the Group's expansion from the Greater Central-South China region into the ASEAN market, with the potential to generate diversified cross-border revenue streams in the future.

FUTURE PROSPECTS AND STRATEGIC TRANSITION

Looking forward, the deep integration of clean energy transition, regional connectivity and digital technology has become an irreversible trend of the times. The Group will adopt a multi-driven development strategy of "securing the energy foundation, extending cross-border reach and making breakthroughs with technological innovation".

1. **Strengthen and optimize the domestic energy portfolio**: Continue to secure stable and cost-effective gas sources, enhance the efficiency of LNG procurement and distribution, and proactively explore integrated new energy service opportunities in the Greater China region.

2. **Strive to promote the implementation of transnational project in Laos:** Work closely with the Lao MOIC and relevant government authorities to accelerate the negotiation of concession agreements and the implementation of franchise rights and strive to commence the construction of fuel oil/gas station chains and pipeline network infrastructure at the earliest practicable time.

3. **Accelerate Web3 and RWA technology empowerment:** The Group will gradually involve in assisting corporations in the digitalization of their physical energy assets and green infrastructure in both PRC and Lao PDR, with the aim of becoming a pioneer in the tokenization of energy assets in Southeast Asia. By providing RWA-related services to fuel oil and gas suppliers and other industry participants, the Group seeks to diversify its revenue streams.

The Group will continue to adopt a prudent and flexible operating strategy, striving to optimize resource allocation and maintain a low-leverage, healthy financial structure. We will closely monitor market dynamics and adjust business weightings as appropriate, with a view to achieving sustainable development in a rapidly changing market environment and living up to the trust placed in us by investors.

ACKNOWLEDGEMENT

I would like to take this opportunity to express my sincerest gratitude to our shareholders, customers, banks and business partners, who have consistently placed their trust in and rendered unwavering support to the Group. I would also like to extend my heartfelt thanks to all members of the Board, as well as to all our employees for their steadfast efforts and dedication over the past year. The Group will remain united in our efforts to create long-term and stable investment value for our shareholders.

Hu Yishi
Executive Chairman

Hong Kong, 26 June 2026

Principal Activities

The principal activities of the Group are provision of diverse integrated energy services including technological development, construction related and consultancy services in relation to heat supply and coal-to-natural gas conversion, supply of LNG, coupled with sales of LNG ("Energy Business") and leasing of investment properties (the "Property Investments").

Financial Highlights

The Board announces the audited consolidated annual results of the Group for the Current Year, together with the audited comparative figures for the fifteen (15) months ended 31 March 2025 ("the Previous Period") as follows:

	For the year ended 31 March 2026		For the fifteen months ended 31 March 2025		Increase/ (decrease)
	RMB'000	**HKD'000#**	RMB'000	HKD'000*	
Revenue	**78,503**	**88,912**	121,516	131,675	(35.4%)
Gross profit[(a)]	**7,654**	**8,669**	4,779	5,179	60.2%
Loss and total comprehensive expenses for the year	**(26,150)**	**(30,597)**	(59,995)	(65,011)	(56.4%)
Loss and total comprehensive expenses attributable to owners of the Company	**(23,524)**	**(27,618)**	(60,794)	(65,876)	(61.3%)
Loss before tax	**(26,084)**	**(30,522)**	(61,242)	(66,362)	(57.4%)
Loss before tax and depreciation	**(23,897)**	**(20,312)**	(58,963)	(63,892)	(59.5%)
Loss per share					
Basic and diluted	**RMB(0.04)**	**HK$(0.05)**	RMB(0.13)	HK$(0.14)	(69.2%)
Dividend	**Nil**	**Nil**	Nil	Nil	N/A

Financial Highlights

	As at 31 March 2026		As at 31 March 2025		Increase/ (decrease)
	RMB'000	**HKD'000#**	RMB'000	HKD'000#	
Total assets	**327,641**	**371,086**	342,940	371,610	(4.5%)
Net assets	**193,341**	**218,978**	159,694	173,044	21.1%
Cash and cash equivalents	**111,899**	**126,737**	11,112	12,041	907.0%
Equity attributable to owners of the Company	**161,689**	**183,129**	125,016	135,467	29.3%

Key Financial Indicators	**For the year ended 31 March 2026/ As at 31 March 2026**	For the fifteen months ended 31 March 2025/ As at 31 March 2025
Gross profit margin(b)	**9.7%**	3.9%
Net loss margin(c)	**(33.3%)**	(49.4%)
Loss on average equity(d)	**(16.4%)**	(52.9%)
Current ratio (times)(e)	**2.4**	1.8
Net gearing ratio(f)	**12.4%**	35.5%

Notes:

(a) The calculation of gross profit is based on revenue minus cost of sales.

(b) The calculation of gross profit margin is based on gross profit divided by revenue.

(c) The calculation of net loss margin is based on loss for the year/period divided by revenue.

(d) The calculation of loss on average equity is based on loss attributable to owners of the Company divided by average equity attributable to owners of the Company.

(e) The calculation of current ratio is based on current assets divided by current liabilities.

(f) The calculation of net gearing ratio is based on shareholder's loan and lease liabilities divided by total equity.

Converted to HK$ at exchange rate of RMB1 = HK$1.1326 on 31 March 2026 for reference.

* Converted to HK$ at exchange rate of RMB1 = HK$1.0836 on 31 March 2025 for reference.

Management Discussion and Analysis

BUSINESS REVIEW

For the Current Year, the Group's total revenue amounted to approximately RMB78.5 million, decreased by approximately 35.4% from approximately RMB121.5 million for the Previous Period. Such decrease is due to fifteen months results was recognised in the Previous Period and twelve months results was recognised in Current Year. In addition, due to the Group's customers in Tianjin are heat-supply companies and operate mainly during the winter season (November to March), eight months of sales to those customers as a result in the Previous Period compared to five months in the Current Year. There is no significant difference in sales quantity when comparing the 2024–25 winter season and 2025–26 winter season.

In the Current Year, no equity-settled share-based payment expenses was recognised. (Previous Period: approximately RMB26.9 million). Moreover, due to fifteen months results was recognised in the Previous Period and twelve months results was recognised in the Current Year, the administrative expenses decrease accordingly. The finance cost also decreased from approximately RMB9.9 million in the Previous Period to finance income of approximately RMB1.7 million in the Current Year.

The Energy Business continued to contribute over 99% to the Group's total revenue. A net loss after tax of approximately RMB26.2 million was recorded for the Current Year as compared to a net loss after tax of approximately RMB60.0 million recorded in the Previous Period.

Loss and total comprehensive expenses attributable to owners of the Company for the Current Year amounted to approximately RMB23.5 million compared to loss and total comprehensive expenses attributable to owners of the Company of approximately RMB60.8 million recorded for the Previous Period.

Energy Business

The Group is principally engaged in the provision of diverse integrated energy services including technological development, construction related and consultancy services in relation to heat supply and coal-to-natural gas conversion, supply of LNG, coupled with sales of LNG.

During the Current Year, the Energy Business generated revenue primarily from LNG supply and the management of customers' LNG supply station. The LNG supply business continued to face fierce competition. Also, the construction related and consultancy services of the Energy Business did not show signs of improvement and the coal-to-natural gas conversion in Tianjin is also becoming saturated and the Group expects the number of new projects to continue to decrease in the future.

The Group continues to maintain strategic partnerships with a number of other significant partners with a view to explore new business opportunities with potential customers.

Property Investments

The Group owns two office premises on Beijing West Road, Jing An District, Shanghai, the PRC. Both the properties were held for investment purpose and they generated rental income. The investment properties were expected to bring stable long-term rental income to the Group.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

For the Current Year, revenue of the Group amounted to approximately RMB78.5 million, representing a decrease of 35.4% from approximately RMB121.5 million for the Previous Period. The decrease was mainly attributable to the decrease in revenue of approximately RMB43.1 million from Energy Business during the Current Year, such decrease is due to the Group's customers in Tianjin are heat-supply companies and operate mainly during the winter season (November to March), eight months of sales to those customers as a result in the Previous Period compared to five months in the Current Year. There is no significant in sales quantity when comparing the 2024–25 winter season and 2025–26 winter season.

Cost of Sales

The cost of sales of the Energy Business decreased to approximately RMB70.8 million in the Current Year as compared to approximately RMB116.7 million in the Previous Period. The decrease was mainly attributable to the decrease in LNG sales during the Current Year.

Gross Profit Margin

	For the year ended 31 March 2026	For the fifteen months ended 31 March 2025
Energy Business	**9.5%**	3.8%
Property Investments	**100%**	100%
Group total	**9.7%**	3.9%

Gross profit represents revenue less cost of sales. Gross profit margin of the Energy Business segment was 9.5% in the Current Year (Previous Period: 3.8%). The increase in gross profit margin was mainly due to the decrease in unit purchase price.

The gross profit margin of the Property Investments segment was 100% (Previous Period: 100%).

Other Gains (Losses)

Other gains of approximately RMB0.8 million were recognised in the Current Year as compared to other losses of approximately RMB1.5 million in the Previous Period, mainly due to the fair value changes of investment properties of approximately RMB0.6 million (Previous Period: RMB0.9) and the foreign exchange gains of approximately RMB1.5 million recognised in the Current Year (Previous Period: foreign exchange losses of approximately RMB0.6 million).

Administrative Expenses

Administrative expenses decreased by 59.4% from approximately RMB60.3 million for the Previous Period to approximately RMB24.5 million for the Current Year. The decrease was mainly due to the absence of equity-settled share-based payment expenses during the Current Year (Previous Period: approximately RMB26.9 million), and fifteen months results was recognised in the Previous Period and twelve months results was recognised in the Current Year.

Finance Income (Costs)

For the Current Year, the Group's finance income were approximately RMB1.7 million (Previous Period: finance cost of approximately RMB9.9 million), representing an decrease of finance cost approximately RMB11.6 million or 117.2%, which was mainly due to reversal of provision for interest expenses on the late payments with suppliers and no interest expense for other loan was recognised in the Current Year (Previous Period: approximately RMB5.0 million).

Income Tax (Expense) Credit

Income tax expenses was recorded approximately RMB0.1 million for the Current Year (Previous Period: income tax credit of approximately RMB1.2 million). It was mainly derived from PRC income tax for the Current Year.

(Loss) profit and Total Comprehensive (Expense) Income Attributable to Non-controlling Interests

Profit and total comprehensive income attributable to non-controlling interest of approximately RMB0.8 million was recorded for the Previous Period and loss and total comprehensive expenses attributable to non-controlling interest of approximately RMB2.6 million was recorded for the Current Year. This was mainly attributable to an increase in impairment allowance on trade receivables and contract assets for the Current Year.

Loss and Total Comprehensive Expenses Attributable to Owners of the Company

Loss and total comprehensive expenses attributable to owners of the Company was decreased from approximately RMB60.8 million in the Previous Period to approximately RMB23.5 million in the Current Year. This was mainly attributable to a decrease of finance costs and the decrease in administrative expenses for the Current Year. Also due to fifteen months results was recognised in the Previous Period and twelve months results was recognised in the Current Year.

Basic and diluted loss per share for the Current Year were both RMB0.04, as compared to basic and diluted loss per share of RMB0.13 for the Previous Period.

Review of the Group's operations by segment during the Current Year is as follows:

Management Discussion and Analysis

Energy Business

The results of the Energy Business recorded a decrease in revenue of 35.5% from approximately RMB121.3 million for the Previous Period to approximately RMB78.3 million for the Current Year. The revenue from this business segment accounted for 99.7% of the Group's total revenue (Previous Period: 99.8%).

The table below set forth a breakdown of the Group's revenue generated from the Energy Business segment:

District	**For the year ended 31 March 2026 Revenue RMB million**	For the fifteen months ended 31 March 2025 Revenue RMB million
Beichen, Tianjin (北辰區，天津)	**3.5**	10.5
Xiqing, Tianjin (西青區，天津)	**62.1**	50.3
Zhangjiagang, Jiangsu (張家港市，江蘇)	**12.7**	17.5
Gaoxin, Tianjin (高新區，天津)	**—**	43.0
	78.3	121.3

The revenue from the Energy Business for the Current Year mainly contributed by the LNG supply in Tianjin and Shanghai.

Property Investments

The Group owns two office premises on Beijing West Road, Jing An District, Shanghai, the PRC. The two properties generated rental income and gross profit of approximately RMB0.3 million and RMB0.3 million respectively in the Current Year (Previous Period: approximately RMB0.2 million and RMB0.2 million respectively). The investment properties were expected to bring stable long-term rental income to the Group.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2026, cash and cash equivalents maintained by the Group were approximately RMB111.9 million, representing an increase of 907.0% from approximately RMB11.1 million as at 31 March 2025, mainly due to cash inflow in operation in the Current Year.

Trade and other receivables and contract assets as at 31 March 2026 were approximately RMB49.8 million, increased by 45.2% from approximately RMB34.3 million as at 31 March 2025, which mainly represented by more sales was closed to the Year-End date than the Previous Period.

Prepayments, deposits and other receivables were approximately RMB151.4 million, decreased by 47.1% from approximately RMB286.2 million as at 31 March 2025, which was mainly due to the usage and refund of prepayments.

Management Discussion and Analysis

Trade and other payables and accruals decreased from approximately RMB120.2 million as at 31 March 2025 to approximately RMB110.4 million as at 31 March 2026, by 8.1%, mainly reflected the settlement of certain trade payables and decrease in accrued interest expense for late payment with suppliers.

Lease liabilities arising from right-of-use assets of office locations of approximately RMB2.7 million compared with approximately RMB3.0 million as at 31 March 2025. The tax liability was approximately 0.1 million as at 31 March 2026 and 31 March 2025.

As a result of the above mentioned, the Group's current assets and current liabilities as at 31 March 2026 were approximately RMB314.1 million and approximately RMB133.3 million (31 March 2025: approximately RMB331.6 million and approximately RMB181.9 million) respectively.

The Group had shareholder's loan of approximately RMB21.2 million as at 31 March 2026 (31 March 2025: approximately RMB53.6 million). The gearing ratio of the Group, measured as shareholder's loan and lease liabilities (31 March 2025: shareholder's loan and lease liabilities) to total equity, decreased to 12.4% as at 31 March 2026 (31 March 2025: 35.5%), such decrease was due to the Loan Capitalisation Agreements which converted part of shareholder's loan into equity during the Current Year. The Group recorded net assets of approximately RMB193.3 million as at 31 March 2026 compared with approximately RMB159.7 million as at 31 March 2025. The increase was mainly due to the shareholder's loan capitalisation during the Current Year. During the Current Year, the Group financed its operations with the funds from shareholder's loan, and its internal resources.

The directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial liabilities as and when they fall due given that (i) the substantial shareholder has committed not to demand for repayment of the shareholder's loan until the Group has sufficient resources to settle and agreed to provide adequate funds to ensure the Group can continue its operations and meet all third-party obligations over at least the next twelve months; and (ii) the Group is actively implementation cost-control measures to improve operating cash flows and its financial position and the directors of the Company believe that the performance of the Group will be significantly improved in the forthcoming year.

CAPITAL STRUCTURE

On 16 April 2025, the Company announced that it (as issuer) and Mr. Hu Yishi ("Mr. Hu") (as subscriber) entered into the loan capitalisation agreement, pursuant to which the parties conditionally agreed that Mr. Hu shall subscribe for, and the Company shall allot and issue, a total of 230,000,000 capitalisation shares at the capitalisation price of HK$0.119 per capitalisation share. The aggregate capitalisation price of all capitalisation shares payable by the subscriber shall be satisfied by capitalising and setting off against the partial loan in the amount of HK$27,370,000 upon completion. No cash proceeds were received by the Company. The loan capitalisation involving issue of new shares under specific mandate and the transactions contemplated thereunder was approved in the extraordinary general meeting held on 2 July 2025. For details, please refer to the announcements of the Company dated 16 April 2025, 7 May 2025, 6 June 2025 and 2 July 2025.

On 20 October 2025, the Company announced that it (as issuer) and Mr. Hu (as subscriber) entered into the loan capitalisation agreement, pursuant to which the parties conditionally agreed that Mr. Hu shall subscribe for, and the Company shall allot and issue, 140,000,000 capitalisation shares at the capitalisation price of HK$0.098 per capitalisation share. The aggregate subscription price for all capitalisation shares payable by Mr. Hu shall be satisfied by capitalising and setting off against the partial loan in the amount of HK$13,720,000 upon completion of the loan capitalisation. No cash proceeds were received by the Company. The loan capitalisation involving issue of new shares under specific mandate and the transactions contemplated thereunder was approved in the extraordinary general meeting held on 8 December 2025. For details, please refer to the announcements of the Company dated 20 October 2025, 19 November 2025 and 8 December 2025.

On 3 October 2025, the Company entered into two share subscription agreements with two subscribers. For details, please refer to the announcement of the Company dated 3 October 2025 and the below section headed "Equity Fund Raising Activities and Use of Net Proceeds".

On 6 January 2026, the Company announced the proposals which comprise (i) the share consolidation (the "Share Consolidation") on the basis that every eight (8) existing shares in the issued and unissued share capital of the Company be consolidated into one (1) consolidated share (the "Consolidated Share") and (ii) change in board lot size of the Shares for trading on the Stock Exchange from 8,000 existing shares to 5,000 Consolidated Shares. The Share Consolidation was approved in the extraordinary general meeting held on 20 February 2026 and effective on 24 February 2026. For details, please refer to the announcements of the Company dated 6 January 2026, 23 January 2026, 20 February 2026 and 24 February 2026.

DIVIDENDS

The Board did not recommend any payment of dividend for the Current Year (Previous Period: Nil).

EQUITY FUND RAISING ACTIVITIES AND USE OF NET PROCEEDS

On 3 October 2025, the Company announced that it (as issuer) entered into the subscription agreements (the "Subscription Agreements") with Goal Best Investments Limited and Xue Jian (as subscribers, the "Subscribers"). Pursuant to which, the Subscribers conditionally agreed to subscribe for, and the Company shall allot and issue an aggregate of 334,000,000 subscription shares at the subscription price of HK$0.075 per subscription share. The subscription shares had been fully subscribed, the gross proceeds from the subscriptions are amounted to HK$25,050,000. The net proceeds of the subscription, after deduction of all relevant expenses, are approximately HK$24,750,000, representing a net price of approximately HK$0.074 per subscription share. The Company shall apply the net proceeds as general working capital of the Group. The Company shall apply (a) approximately 60% of the net proceeds for payment of staff costs, such as salaries and allowances, and Directors' and chief executive's emoluments; (b) approximately 10% of the net proceeds for payment of office rental; (c) approximately 15% of the net proceeds for payment of legal and professional fees; and (d) approximately 15% of the net proceeds for payment of other general expenses. Completion took place on 17 October 2025 in accordance with the terms and conditions of the Subscription Agreements.

For details, please refer to the announcements of the Company dated 3 October 2025 and 17 October 2025.

Uses of net proceeds as of 31 March 2026 are listed as follows:

	Planned use of proceeds	Actual use of proceeds up to 31 March 2026	Unutilized net proceeds as at 31 March 2026	Expected timeline for utilisation
Payment of staff costs	approximately RMB13.5 million	approximately RMB7.0 million	approximately RMB6.5 million	By 31 March 2027
Payment of office rental	approximately RMB2.3 million	approximately RMB1.2 million	approximately RMB1.1 million	By 31 March 2027
Payment of legal and professional fee	approximately RMB3.4 million	approximately RMB3.4 million	Nil	Fully utilised as at 31 March 2026
Payment of other general expenses	approximately RMB3.4 million	approximately RMB3.4 million	Nil	Fully utilised as at 31 March 2026
Total:	approximately RMB22.6 million	approximately RMB15.0 million	approximately RMB7.6 million	

Approximately RMB15.0 million of the proceeds from the above mentioned Subscriptions have been utilized by 31 March 2026.

FOREIGN CURRENCY EXPOSURE

The business operations of the Group's subsidiaries were conducted mainly in the PRC with revenues and expenses of the Group's subsidiaries denominated mainly in RMB, with some denominated in Hong Kong dollars. Some of the Group's cash and bank deposits were denominated in RMB, while other cash and bank deposits and Shareholder's loan were denominated in Hong Kong dollars. Any significant exchange rate fluctuations of Hong Kong dollars against RMB as the functional currency may have a financial impact to the Group. The Group managed its foreign exchange risks by performing regular review and monitoring of the foreign exchange exposure. The Group would consider employing foreign exchange hedging arrangements when appropriate and necessary. During the Current Year, the Group did not use any financial instruments for hedging purpose (Previous Period: Nil).

CONTINGENT LIABILITIES

Details of the contingent liabilities of the Group are set out in note 35 to the consolidated financial statements.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies during the Current Year.

There are no plans for material investments or capital assets as at the date of this annual report.

PLEDGE OF ASSETS

As at 31 March 2026, the Group did not have any mortgage or charge over its assets (Previous Period: Nil).

EMPLOYMENT AND REMUNERATION OF EMPLOYEES

As at 31 March 2026, the Group has approximately 30 full-time employees in the PRC and 15 staff members in Hong Kong. The Group recognises the importance of human resources to its success, therefore qualified and experienced personnel are recruited for reviewing and restructuring our existing business. The remuneration of the Group has maintained at competitive level with discretionary bonuses payable on a merit basis and in line with industrial practice. Apart from salary payments, other staff benefits provided by the Group includes mandatory provident fund, insurance schemes and performance related bonus.

PROSPECTS

FUTURE PROSPECTS

Looking forward, the global energy transition, regional connectivity and digital technology revolution are converging and integrating at an unprecedented pace. The Group recognizes that a purely traditional business model is no longer sufficient to hedge against macroeconomic volatility. Accordingly, the Group will adopt an innovative and diversified development strategy of "consolidating domestic fundamentals, accelerating transnational expansion and pursuing breakthroughs through technology", striving to build the Group into a leading "physical energy and digital technology" dual-driven enterprise in the Asia-Pacific region.

I. Further Develop Core Energy Portfolio in Greater China and Improve Operational Efficiency

The Group will continue to regard traditional energy business as the cornerstone for steady cash flow and overall business development. We will keep optimizing the procurement and distribution channels for LNG and related clean energy sources, and proactively establish long-term and stable strategic partnerships with major upstream gas suppliers to reduce procurement costs and strengthen bargaining power. Meanwhile, we will scale up technological investment in heating, coal-to-gas conversion solutions and related consulting services. Differentiated comprehensive energy services will help enhance end-customer loyalty and enable our core business to deliver stronger resilience amid market fluctuations.

II. Seize Opportunities under "Belt and Road" and Fully Advance the Implementation of Laos Project

The economies and infrastructure of ASEAN region, especially Lao PDR, are undergoing rapid expansion, driving strong demand for refined oil and natural gas. Following the completion of the feasibility study and national market survey for the fuel oil and natural gas supply network in Lao PDR conducted by Shandong Longzhong, the Group's strategic layout in Lao PDR is now backed by scientific basis.

In the new financial year, the Group will push ahead with the following priorities:

1. **Strengthen government engagement:** Work closely with the Lao MOIC and relevant government authorities to accelerate negotiations on the Concession Agreement, and strive to implement the relevant franchise right and at the earliest practicable time.

2. **Launch chain network construction:** Based on research outcomes, phase in the construction of a chain network of petrol stations and LNG/CNG refuelling stations, gradually building an energy supply network covering major towns and cross-border logistics routes across Lao PDR.

3. **Advance pipeline infrastructure planning:** Actively explore and push forward the construction of LNG pipelines and other infrastructure in Vientiane, the capital of Lao PDR, and major industrial parks. We will introduce efficient and eco-friendly green energy to Lao PDR, and turn this project into a powerful driver for the Group's transnational revenue and business growth.

III. Forge a New Track for Green Energy Technology Powered by Web3 and RWA

While consolidating our physical energy business, we will ramp up technology-driven operations. This will promote the transformation of the Group from a traditional asset-heavy energy operation model to a technology-driven energy enterprise with advanced technological capabilities, a digital foundation, and a global vision. The transformation will facilitate the digital restructuring of the assets, supply chains and international businesses of the Group, laying a solid foundation for the Group's medium-to-long-term sustainable development. Leveraging advanced blockchain and Web3 technologies, we will actively explore the digitalization of the Group's physical energy assets, supply chain infrastructure and low-carbon green assets in China and Lao PDR.

IV. Adopt Prudent Financial Policies to Enhance Risk Resistance

The Group will continue to implement prudent and flexible financial management policies. With the successful implementation of share consolidation and loan capitalization agreements in the Current Year, the Group has recorded a notable rise in net assets and a greatly improved asset-liability structure. Going forward, we will maintain a healthy low-leverage financial profile, strictly control capital expenditure and flexibly allocate working capital. While ensuring the steady progress of new projects, we will maintain sufficient buffer space to resist risks.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Hu Yishi ("Mr. Hu"), aged 50, is our executive chairman (the "Executive Chairman") and executive Director. He joined our Group in August 2015 and is responsible for the overall corporate development and strategic planning of the Group. Mr. Hu is the spouse of Ms. Lin Min, Mindy, an executive Director. Mr. Hu holds directorship positions within other members of the Group.

Mr. Hu was previously an executive director of Zhong Fa Zhan Holdings Limited, now known as Central Development Holdings Limited (stock code: 475) and a non-executive director and the chairman of Kai Yuan Holdings Limited (stock code: 1215), the issued shares of both companies are listed on the Stock Exchange.

Mr. Hu graduated from Shanghai International Tourism Vocational Technology School. Mr. Hu has accumulated extensive experience in China affairs, business development and business expansion. He is also experienced in the overall strategic planning, management and operation of the Group.

Mr. Chan Wing Yuen, Hubert ("Mr. Chan"), aged 68, is our chief executive officer (the "CEO") and an executive Director. He joined the Group in August 2014 and is responsible for business policy formulation and execution. He is the compliance officer and the authorised representative of the Company and holds directorship positions within other members of the Group.

Mr. Chan has been an independent non-executive director of FIT Hon Teng Limited (stock code: 6088) since November 2016. The issued shares of these companies are listed on the Stock Exchange.

Mr. Chan spent over ten years with the Stock Exchange and his last position was the director of the listing division in charge of the China Listing Affairs Department. Mr. Chan was previously an executive director of Central Development Holdings Limited (stock code: 475) and an independent non-executive director of Tian Ge Interactive Holdings Limited (stock code: 1980). He also held various senior management positions, including the chief executive, director, executive director and independent non-executive director, with various companies listed on the Stock Exchange.

Mr. Chan obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). Mr. Chan is an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute and is also a member of both Hong Kong Securities and Investment Institute and a fellow member of The Hong Kong Institute of Directors. Mr. Chan was a member of the 10th, 11th and 12th Chinese People's Political Consultative Conference — Heilongjiang Province Committee in the PRC.

Biographical Details of Directors and Senior Management

Ms. Lin Min, Mindy ("Ms. Lin"), aged 50, is an executive Director. She joined our Group in August 2014 and is the spouse of Mr. Hu, an executive Director and the Executive Chairman. She is a member of the Remuneration Committee and the Nomination Committee of the Company and holds directorship positions within other members of the Group.

Ms. Lin was previously an executive director of Sheng Yuan Holdings Limited (stock code: 851), the issued shares of which are listed on the Stock Exchange.

Ms. Lin graduated from the research programme on enterprise management from East China Normal University (華東師範大學) and the enterprise management programme from Shanghai Jingan District College (上海市靜安區業餘大學).

Ms. Kwong Wai Man, Karina ("Ms. Kwong"), aged 56, is our chief financial officer (the "CFO") and executive Director. She joined our Group in August 2014 and is responsible for the overall finance and administration functions and corporate governance enforcement of the Group. She is the process agent and the authorised representative of the Company and holds directorship positions within other members of the Group.

Ms. Kwong has extensive experience in accounting, financial management and corporate finance. Ms. Kwong worked as senior executives in sizable organisations of various industries in Canada and Hong Kong.

Ms. Kwong was previously an executive director of Zhong Fa Zhan Holdings Limited (now known as Central Development Holdings Limited) (stock code: 475), Sheng Yuan Holdings Limited (stock code: 851) and Kai Yuan Holdings Limited (stock code: 1215), the issued shares of all companies are listed on the Stock Exchange.

Ms. Kwong holds a bachelor's degree in Business Administration from the Simon Fraser University, is a member of the American Institute of Certified Public Accountants and Hong Kong Securities and Investment Institute, and a fellow member of the Hong Kong Institute of Directors.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Ma Lee ("Ms. Ma"), aged 62, is our independent non-executive Director. She joined our Group in October 2014 and is the chairlady in each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Ms. Ma has years of experience in financial management and professional accounting. Having started her career as a professional accountant in an international accountancy firm, she had undertaken key financial management positions in companies engaged in different industries.

Ms. Ma holds a bachelor's degree of Commerce from the Australian National University and a master degree of Business Administration from the Chinese University of Hong Kong. She is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Biographical Details of Directors and Senior Management

Mr. Lau Kwok Kee ("Mr. Lau"), aged 66, is our independent non-executive Director. He joined our Group in June 2017 and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Lau is a practicing solicitor in Hong Kong since 1989. He is currently a consultant with Messrs. Hau, Lau, Li and Yeung, a firm of solicitors and notaries in Hong Kong. He is also a director of K. K. Lau Consulting Limited, a trust and company secretary provider in Hong Kong.

Mr. Lau graduated with a Bachelor's Degree in Science from the University of Hong Kong in 1982 and later obtained a Bachelor's Degree in Laws from the University of London in 1985. He subsequently obtained a Postgraduate Certificate in Laws at the University of Hong Kong and a Diploma in Chinese Law from the University of East Asia Macau and the China University of Political Science and Law, Beijing.

Mr. Wang Weijie ("Mr. Wang"), aged 49, is our independent non-executive Director. He joined our Group in November 2023 and is a member in each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

He graduated from Liaoning University in June 2004. Mr. Wang is a qualified lawyer in the People's Republic of China (the "PRC"). Mr. Wang went to Oklahoma City University School of Law to study as a visiting scholar in July 2010.

Mr. Wang has more than 20 years professional background in legal industry specialising in provision of special legal service for financing and merger and acquisition. Currently Mr. Wang is a solicitor of 天津依法律師事務所 (transliterated as Tianjin Yifa Law Office) in the PRC and he previously held certain social positions including a committee member of Tianjin Youth Federation; and the guest supervisor of Economic Crime Investigation Corps, Tianjin Municipal Public Security Bureau.

COMPANY SECRETARY

Mr. Wong Lok Man ("Mr. Wong"), was appointed as company secretary of the Company (the "Company Secretary") on 24 June 2021. Mr. Wong obtained a Diploma of Business Administration from Sydney Institute of Business and Technology in 2003 and Bachelor of Commerce-Accounting from Macquarie University in 2005. He is a fellow member of the Hong Kong Institute of Certified Public Accountants with over 20 years of accounting and audit experience, including, among others, as the chief financial officer and company secretary of L & A International Holdings Limited (now known as Legendary Education Group Limited) (stock code: 8195) from September 2014 to May 2016 and as the group financial controller, joint company secretary and authorised representative of Kaisun Holdings Limited (stock code: 8203) from August 2020 to April 2021, the issued shares of both of which is listed on GEM of the Stock Exchange.

Mr. Wong was appointed as an independent non-executive director of UBoT Holding Limited (stock code: 8529) on 20 May 2024 which is listed on GEM of the Stock Exchange.

Mr. Wong was an independent non-executive director of China Financial International Investments Limited (stock code: 721) which is listed on main board of the Stock Exchange from 18 November 2020 to 5 January 2024.

Corporate Governance Report

The Company endeavors in maintaining high standard of corporate governance for the enhancement of shareholders' value and provide transparency, accountability and independence. Various measures have been adopted to ensure that a high level of corporate governance is maintained throughout the operation of the Group.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

To comply with all the new code provisions set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules (the "Corporate Governance Code"), relevant amendments and adoptions have been adopted by the Company for the Current Year. The Board will continue to review regularly and take appropriate actions to comply with the Corporate Governance Code.

The Directors are of the opinion that the Company and the Board have complied with the Corporate Governance Code throughout the Current Year.

COMPLIANCE WITH THE REQUIRED STANDARDS OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company. Upon the Group's specific enquiry, each Director confirmed that during the Current Year, he/she had fully complied with the required standard of dealings and there was no event of non-compliance.

BOARD OF DIRECTORS

As at 31 March 2026, the Board comprised four executive Directors and three independent non-executive Directors and the Board is accountable to shareholders. The management and control of the business of the Company is vested in its Board. It is the duty of the Board to enhance value to the shareholders. The composition of the Board and biographies of the Directors are set out on pages 17 to 19.

The four executive Directors are responsible for the leadership and control of the Company and oversee the Group's businesses, strategic decisions and performances and are collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The three independent non-executive Directors are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as to provide a balance in the Board in order to protect shareholders' interest and overall interest of the Group.

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

Save for that Ms. Lin is the spouse of Mr. Hu, each of the Directors has no relationship with other Directors.

The Company has arranged appropriate Directors' and officers' liability insurance cover for the Directors and officers of the Group. The Company reviews the extent of insurance coverage on an annual basis.

Corporate Governance Report

The Roles of the Executive Chairman and Chief Executive Officer

The Company has appointed Mr. Hu to be the executive Director and Executive Chairman of the Company in August 2015. Mr. Hu is responsible for the overall corporate development and strategic planning of the Group.

According to code provision C.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. At present, Mr. Hu serves as the Executive Chairman. The Executive Chairman is responsible for the leadership and effective running of the Board and ensuring that all material issues are discussed by the Board in a timely and constructive manner while Mr. Chan serves as the CEO of the Group. The CEO is responsible for running the Group's business and the implementation of the approved strategies of the Group.

Number of Meetings and Directors' Attendance

Regular Board meetings should be held at least 4 times a year at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company.

During the Current Year, the Board held 17 Board meetings and 4 general meetings. The Directors attended those meetings in person, by phone or through other electronic means of communication.

The individual attendance record of each Director at the meetings during the financial year is set out below:

	Attendance/ Number of meetings	
Name of Directors	**Board meeting**	**General meeting**
Executive Directors		
Mr. Hu Yishi *(Executive Chairman)*	17/17	4/4
Mr. Chan Wing Yuen, Hubert *(Chief Executive Officer)*	17/17	4/4
Ms. Lin Min, Mindy	17/17	4/4
Ms. Kwong Wai Man, Karina *(Chief Financial Officer)*	17/17	4/4
Independent non-executive Directors		
Ms. Ma Lee	17/17	4/4
Mr. Lau Kwok Kee	17/17	4/4
Mr. Wang Weijie	17/17	4/4

All business transacted at the Board meetings and by written resolutions were well-documented. Minutes of the Board meetings and written resolutions are kept by the Company Secretary and are available to all Directors.

Corporate Governance Report

Practice and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are made available to Directors in advance. Code Provision C.5.3 of Part 2 of the Corporate Governance Code stipulates that at least fourteen (14) days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three (3) days before each Board meeting or committee meetings to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. All Directors are given an opportunity to include matters in the agenda for regular Board meetings. The Board and each Director also have separate and independent access to the senior executives whenever necessary. With the support of the senior executives, the chairman is responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are kept by the Company Secretary and opened for inspection by the Directors.

The memorandum and articles of association of the Company (the "Articles of Association") contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Training and Support of Directors

All Directors have been given relevant guideline materials regarding the duties and responsibilities of being a Director. The relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors. All Directors have been updated on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. There is a procedure agreed by the Board to ensure Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expenses.

The individual training record of each Director received for the Current Year is summarised as follows:

Name of Director	Types of Trainings
Executive Directors	
Mr. Hu Yishi	A, B
Mr. Chan Wing Yuen, Hubert	A, B
Ms. Lin Min, Mindy	A, B
Ms. Kwong Wai Man, Karina	A, B
Independent non-executive Directors	
Ms. Ma Lee	A, B
Mr. Lau Kwok Kee	A, B
Mr. Wang Weijie	A, B

Type of trainings:

A: attending seminars/conferences/forums

B: reading newspapers, journals and updates relating to the economy, general business, risk management, corporate governance and directors' duties and responsibilities

The Directors confirmed that they have complied with the code provision C.1.4 of Part 2 of the Corporate Governance Code on Directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge.

Independent non-executive Directors

Ms. Ma, Mr. Lau and Mr. Wang has entered into a letter of appointment with the Company respectively on 1 October 2014, 8 June 2017 and 13 November 2023, and shall continue thereafter unless terminated by not less than one month's notice in writing. Each of the independent non-executive Directors is entitled to a Director's fee.

Independence

Pursuant to the Code Provision B.2.3 of Part 2 of the Corporate Governance Code, if an independent non-executive director serves more than 9 years, his or her further appointment should be subject to a separate resolution to be approved by shareholders of the Company.

As at the date of this report, Ms. Ma Lee and Mr. Lau Kwok Kee have each served as independent non-executive Directors for more than 9 years. Pursuant to the GEM Listing Rules, the re-election of Ms. Ma and Mr. Lau as independent non-executive Directors will be subject to separate resolutions to be approved by the shareholders. The Company has received from each of Ms. Ma and Mr. Lau a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. Both Ms. Ma and Mr. Lau continue to demonstrate the attributes of independent non-executive Directors, and there is no evidence that their tenure has affected their independence. They are not involved in the daily management of the Group, nor do they have any relationships or circumstances that would interfere with the exercise of their independent judgment. The nomination committee of the Company has assessed and is satisfied with Ms. Ma and Mr. Lau's independence. In view of (i) Ms. Ma's extensive experience in financial management and professional accounting positions; and (ii) Mr. Lau's experience as a practising solicitor, the Board believes that they are well positioned to provide constructive contributions as well as broad spectrum of independent opinion to the Company. Accordingly, the Nomination Committee and the Board are of the opinion that Ms. Ma and Mr. Lau possess the required character, integrity, experience and knowledge to continue to perform their roles as independent non-executive Directors effectively and are satisfied that both Ms. Ma and Mr. Lau remain independent, and consider that their experience continues to generate significant contribution to the Company and the shareholders as a whole.

The Nomination Committee and the Board considered that the independent non-executive Directors continue to provide a balanced and independent view to the Board. The independent non-executive Directors expressed objective views and have given independent guidance to the Company and have the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. None of the independent non-executive Directors has any involvement in the daily management of the Group and in any circumstances which would materially interfere with their exercise of independent judgment. Independent non-executive Directors do not receive any equity-based remuneration with performance-related elements.

Mechanism to Ensure Independent Views and Input

The Board has established a mechanism to ensure independent views and input are available to the Board. The Board comprises three independent non-executive Directors out of seven Directors, representing more than one-third of the Board. All independent non-executive Directors have devoted sufficient time in addressing Company's business and affairs and provided independent judgements. The Executive Chairman has held meeting with the independent non-executive Directors without the presence of other Directors annually to listen to independent views on issues concerning the Group. Independent professional advice would be provided by the independent non-executive Directors upon reasonable request to assist them to perform their duties to the Company.

The Nomination Committee and the Board has reviewed the implementation and the effectiveness of the board independence mechanism and considered it to be effective.

Corporate Governance Functions

The Board recognises that corporate governance should be the collective responsibility of the Directors, including but not limited to:

1. developing and reviewing the Company's policies and practices on corporate governance;

2. reviewing and monitoring the training and continuous professional development of the Directors and senior management;

3. reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

4. developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and the Directors;

5. reviewing the Company's compliance with the Corporate Governance Code and disclosure in this annual report; and

6. continue monitoring, assessing and managing material environmental and social risks and disclosing environmental and social matters in Environmental, Social and Governance ("ESG") reports.

During the Current Year, the Board has reviewed and discussed the corporate governance practices and is satisfied with the effectiveness of the corporate governance practices.

Audit Committee

The Company has established the Audit Committee on 12 December 2011 with written terms of reference in compliance with the GEM Listing Rules. The current Audit Committee has three members comprising all the independent non-executive Directors, namely, Ms. Ma Lee (Chairlady), Mr. Lau Kwok Kee and Mr. Wang Weijie.

The latest terms of reference of the Audit Committee are posted on the websites of the Stock Exchange and the Company.

All committee members possess appropriate industry and financial experience to advise on the Group's strategy and other matters. The composition of the Audit Committee meets the requirements of Rule 5.28 of the GEM Listing Rules. The primary duties of the Audit Committee are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal audit functions, internal control systems, risk management matters and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and oversee independence and qualifications of the external auditor.

During the Current Year, 4 Audit Committee meetings were held and the attendance of each member is set out as follows:

Members of the Audit Committee	Number of attendance
Ms. Ma Lee	4/4
Mr. Lau Kwok Kee	4/4
Mr. Wang Weijie	4/4

The following is a summary of work performed by the Audit Committee during the Current Year:

1. Reviewed the Group's interim and annual results and corporate governance matters for inclusion in the Company's annual report and recommended them to the Board for review and approval;

2. Reviewed and discussed the Company's financial controls, internal audit function, internal control and risk management systems with management to ensure that management has performed its duty to have effective systems;

3. Reviewed with the management of the Company the accounting principles and practices adopted by the Group for the Current Year; and

4. Reviewed the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, their independence and objectivity and made recommendation to the Board on the appointment of Rongcheng (Hong Kong) CPA Limited as the auditor of the Company.

Remuneration Committee

The Company has established the Remuneration Committee on 12 December 2011 with written terms of reference in compliance with the GEM Listing Rules. The current Remuneration Committee comprises one executive Director, namely, Ms. Lin Min, Mindy and three independent non-executive Directors, namely, Ms. Ma Lee (Chairlady), Mr. Lau Kwok Kee and Mr. Wang Weijie. The Remuneration Committee is mainly responsible for making recommendations to the Board as to the policy and structure for the remuneration of the executive Directors and senior management, determining the specific remuneration packages of all the executive Directors and senior management, reviewing and approving performance based remuneration and compensation for loss or termination of office payable to executive Directors and senior management, ensuring no Director is involved in deciding his/her own remuneration, approving the service contracts of Directors and senior management and reviewing and/or approving matters relating to Share Schemes under Chapter 23 of the GEM Listing Rules.

The latest terms of reference of the Remuneration Committee are posted on the websites of the Stock Exchange and the Company.

During the Current Year, 1 Remuneration Committee meeting was held and the attendance of each member is set out as follows:

Members of the Remuneration Committee	Number of attendance
Ms. Ma Lee	1/1
Ms. Lin Min, Mindy	1/1
Mr. Lau Kwok Kee	1/1
Mr. Wang Weijie	1/1

The following is a summary of work performed by the Remuneration Committee during the Current Year:

1. Reviewed the policy for the remuneration of the executive Directors;

2. Assessed performance of the executive Directors; and

3. Made recommendations to the Board on the remuneration packages of individual Directors and senior management.

Nomination Committee

The Company has established the Nomination Committee on 12 November 2011 with written terms of reference in compliance with the GEM Listing Rules. The current Nomination Committee comprises one executive Director namely, Ms. Lin Min, Mindy and three independent non-executive Directors, namely, Ms. Ma Lee (Chairlady), Mr. Lau Kwok Kee and Mr. Wang Weijie. The Nomination Committee is mainly responsible for making recommendations to the Board on the appointment of Directors and succession planning of the Directors.

The latest terms of reference of the Nomination Committee are posted on the websites of the Stock Exchange and the Company.

During the Current Year, 1 Nomination Committee meeting was held and the attendance of each member is set out as follows:

Members of the Nomination Committee	Number of attendance
Ms. Ma Lee	1/1
Ms. Lin Min, Mindy	1/1
Mr. Lau Kwok Kee	1/1
Mr. Wang Weijie	1/1

The following is a summary of work performed by the Nomination Committee during the Current Year:

1. Reviewed the policy for the nomination of Directors;

2. Reviewed the nomination procedures, the process and criteria to select and recommend candidates for directorship;

3. Reviewed the structure, size and composition of the Board;

4. Recommended to the Board the appointment of and the re-appointment of executive Directors and independent non-executive Directors;

5. Reviewed the independence of independent non-executive Directors; and

6. Reviewed the Board Diversity Policy to achieve a more balanced and diverse Board composition.

Board Nomination Policy

The Company has adopted a nomination policy (the "Board Nomination Policy") for the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. In selecting and recommending candidates for directorship to the Board, the Nomination Committee would consider various aspects such as candidate's qualification, time commitment to the Company and contributions that will bring to the Board as well as factors concerning the Board diversity as set out in the Company's Board Diversity Policy, before making recommendation to the Board on the appointment of Directors. The Nomination Committee will review the Board Nomination Policy, as appropriate, to ensure its continued effectiveness from time to time.

Board Diversity Policy

The Board has adopted a board diversity policy (the "Board Diversity Policy") effective on 1 September 2013 which sets out the approach to achieve diversity on the Board. The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and other qualities. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board. The Nomination Committee has set measurable objectives based on four focus areas: gender, age, working experience and ethnicity to implement the Board Diversity Policy.

As at the date of this report, the Board comprises three female Directors and four male Directors. The Board considers that the gender diversity in respect of the Board is satisfactory and will continue to maintain a diverse Board. The Nomination Committee will select appropriate candidates through multiple channels and make recommendation to the Board based on the Company's Board Diversity Policy and Board Nomination Policy. Such objectives will be reviewed from time to time to ensure their appropriateness. The Nomination Committee and the Board will review the Board Diversity Policy annually to ensure its continued effectiveness.

Workforce Diversity

The Company takes relevant factors into account in the recruitment and selection of key management and other personnel, and strives to promote gender diversity. As at 31 March 2026, the male and female staff (including the senior management) represented 57% and 43% of the Company's total workforce, respectively. We will continue to uphold gender diversity among all our staff as an important objective and review our policies on recruitment and human resources management in a timely manner in accordance with the Company's business development and needs.

COMPANY SECRETARY

Mr. Wong Lok Man was appointed as the Company Secretary on 24 June 2021. Mr. Wong reports to the Board directly and ensures that the Board procedures, applicable law, rules and regulations are followed and the Board activities are efficiently and effectively conducted. He is also responsible for ensuring that the Board is fully appraised of the relevant corporate governance developments relating to the Group and facilitating the induction and professional development of Directors. According to the Rule 5.15 of the GEM Listing Rules, Mr. Wong has taken no less than 15 hours of relevant professional training for the Current Year. The Company Secretary's biography is set out in the "Biographical Details of Directors and Senior Management".

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of interim and annual reports, price-sensitive announcements and other disclosures required by the GEM Listing Rules and other regulatory requirements.

The Directors acknowledged their responsibility for preparing the consolidated financial statements of the Company for the Current Year and ensure that the preparation of the consolidated financial statements of the Company is accordance with the applicable standards and requirements. The Directors have prepared the consolidated financial statements on the assumption that the Group will continue as a going concern.

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 54 to 58.

CHANGE OF AUDITOR

RSM Hong Kong has resigned as the external auditor of the Company with effect from 27 January 2026 and Rongcheng (Hong Kong) CPA Limited has been appointed as the external auditor of the Company with effect from 27 January 2026 to fill the casual vacancy following the resignation of RSM Hong Kong and to hold office until the conclusion of the forthcoming annual general meeting of the Company.

Details of the above change of auditor can be referred to the Company's announcement published on the website of the Stock Exchange and of the Company on 27 January 2026. Saved as above disclosed, there has been no other change in auditor of the Company in the past three years.

AUDITOR'S REMUNERATION

Analysis of remuneration in respect of audit and non-audit service provided by the external auditor of the Group, Rongcheng (Hong Kong) CPA Limited, for the Current Year is as follows:

Nature of services	**Amount** RMB'000
Audit services	690

RISK MANAGEMENT AND INTERNAL CONTROL

It is the responsibility of the Board to maintain effective risk management and internal control systems in order to protect the overall interests of the Company and its shareholders. However, the systems are designed to manage but not eliminate all risks of failure to achieve business objectives. It does not provide an absolute shield against unpredictable risks and uncontrollable events such as natural catastrophes, fraud, and errors of judgement. It can only provide reasonable but not absolute assurance against material misstatement or loss.

The Group has established an Enterprise Risk Management (the "ERM") framework to implement effective risk management. The ERM framework mainly comprises of two parts: (1) risk management structure and (2) risk management process.

Risk Management Structure

Board

As a body in charge of the Group's risk management and internal control systems, the Board is responsible for setting up the clear ERM framework and risk management policies, the purposes of which are to assess and evaluate the business strategies of the Group and its degree of risk tolerance. With the assistance of the Audit Committee, whose authority has been delegated by the Board, the Board maintains constant monitoring of the risk management and internal control systems of the Group, as well as conducting review at least once a year as to its effectiveness.

Audit Committee

As the highest body, second only to the Board, being responsible for the risk management and internal control systems, the Audit Committee provides advices and supports to the Board in respect of all risk-related matters, including monitoring the implementation of the overall risk management procedures of the Group, conducting review on the risk register of the Group, review and approve the internal control review plan and its results.

Management

The management of the Group is responsible for identifying and continuous monitoring of the Group's exposure to risks in relation to strategy, operation, finance, reporting and compliance during the daily operations of the Group. It reports to the Board and the Audit Committee regarding the risks and their changes, formulates a set of internal control measures to mitigate the risks, collects through various channels the deficiencies of the internal control system and conducts rectifications in a timely manner.

Internal Audit Function

The Group has put in place the internal audit function. Annual review on the effectiveness of the risk management procedures of the Group will be conducted by the management and the Audit Committee, and professional internal control advisers may be consulted if necessary. The plan of internal control review will be submitted to the Audit Committee for review and approval, and the person in charge of the internal control review will also report the review results to the Audit Committee.

Risk Management Process

The ERM framework has been set up by the Group so as to manage the Group's risk exposures in an effective manner. The framework defines the procedures to identify, evaluate, response and monitor risks (including ESG risks) and any change thereof. Through periodic internal discussion, the risk management knowledge of different departments will be enriched, which enables better understanding and timely reporting of risks by all staff, thereby strengthening the Group's risk management capability.

When identifying risks (including ESG risks), the management will communicate with different operational departments and collect information of significant risk factors in various aspects such as strategy, operations and finance, reporting and compliance in a bottom up approach. Upon specifying areas of risk assessment, the management will evaluate the importance of risks based on their potential impact and the possibility of occurrence and set up internal control measures to mitigate the risks. On-going monitoring and reporting of any change of risks will also be conducted.

Main Features of Risk Management and Internal Control System

Maintaining an Effective Internal Control System (Operational Level)

- Definite internal control policies and procedures are in place to enable clear segregation of responsibilities, authority and accountability of different departments and positions;
- Code of conducts have been formulated to promote integrity and ethical conducts to the staff;
- Whistleblowing system is set up to encourage employees to report any misconduct or fraud;
- Appropriate IT system access restrictions have been set to avoid disclosure of price sensitive information; and
- Policies regarding inside information disclosure are established, which involve reporting channels. The person in charge of the information disclosure will be responsible for answering external enquiries and seek consultation from professional financial consultants or the Stock Exchange when necessary.

During the Current Year, the Board had reviewed the effectiveness of the internal control policies and procedures, including the procedures regarding financial reporting and those as stipulated under the Listing Rules. When carrying out review on the risk management and internal control procedures, the Board had taken into consideration the adequacy of resources for accounting, internal audit and financial reporting, the qualifications and experience of the staff, trainings to be provided to the staff and the relevant budget.

Ongoing Monitoring of Risks (Risk Management Level)

Based on the ERM framework and risk management policies as formulated by the Board, the management will communicate with different operational departments and collect information of significant risk factors which will affect the Group in a bottom up approach and consistently monitor changes in risks. Risks (including ESG risks) which has been identified will be recorded in a risk register. Regular assessment will be carried out on the potential impact to the Group and the possibility of occurrence of each major risk so as to lay down relevant internal control measures.

During the Current Year, the management had reviewed risk management structure and procedures and had submitted to the Board and the Audit Committee a risk assessment report and a 3-year plan of internal control review, so that the Board and the Audit Committee can enable effective monitoring of the Group's major risk and better understanding of how the management handle and mitigate the risks.

Independent Review

The internal audit team of the Group is comprised of the persons who are not responsible for areas under the review. The list of review team and scope of review have been approved by the Audit Committee. The team conducts independent review on risk management and internal control systems of the Group so as to assess the effectiveness. A report of internal control review is submitted to the Audit Committee.

During the Current Year, the internal audit team had completed review on internal control, period of reviews covered transactions carried out from 1 April 2025 to 31 March 2026. The management had implemented rectifications and remediated internal control weaknesses identified. The internal audit team had reported the review results to the Audit Committee.

Nothing has come to the Audit Committee's or the Board's attention that would lead them to believe that the risk management and internal control systems of the Group are inadequate or ineffective.

Whistleblowing Policy and Anti-Corruption Policy

The Company has established whistleblowing policy which enhance the awareness of corporate governance and it constitutes an important part of the effective internal control and risk management system. It provides employees or relevant third parties with reporting channels and guidance on whistleblowing about possible improprieties in any matter related to the Company.

The Group adopts a zero-tolerance approach to any unethical behaviour such as bribery, extortion, fraud and money laundering, and actively strengthens the Group's culture of integrity and maintains a fair and ethical business and working environment. The Company has established anti-corruption policy to uphold high standards of integrity, honesty and transparency in all its business dealings.

THE GROUP'S MAJOR RISKS AND THEIR CHANGES

The Group's major risks and their changes thereof are set out as follows:

Risk	Description	Internal Control Measures	Change
Market Competition	The natural gas market in Mainland China continues to evolve. As the "X+1+X" reform model deepens, the market structure shows the following characteristics: upstream gas sources are becoming more diversified, midstream transportation is centralized through a unified pipeline network, while the downstream LNG retail market faces intense competition, coupled with supply-demand mismatch in the global natural gas market and increased price volatility, resulting in overall margin decline.	• The Group actively seeks opportunities to expand its business scope and develop the Energy Business in other areas such as South East market to lower risks. • The Company keeps abreast of market trends and maintains cooperative relationships with upstream suppliers, utilizing seasonal LNG price fluctuations to reduce the economic impact of supply growth.	Increased
Changes in Government Policies	The national 14th Five-Year Plan and 20th National Congress emphasized the importance of low-carbon transition and energy security strategies. The government plans to promote the upgrading and renovation of the natural gas pipeline network, while deepening price marketization reforms and accelerating industry consolidation. However, relevant policies and regulations may be gradually tightened at the same time to improve the overall planning, which may increase the operating costs of our business.	• The management closely follows the dynamics of relevant policies and adjusts the business following relevant policies promptly. • Increase the types of services the Group can provide to diversify risks. • Conduct sales structure analysis in advance, optimize client structure, and strengthen LNG sales.	Unchanged

Risk	Description	Internal Control Measures	Change
Health and Safety	Given that the Company's core business involves LNG operations, safety production management is crucial. Any operational accidents could lead to significant safety risks and economic losses, which would adversely affect the Group's overall business performance. At the same time, China is also promoting optimization of gas storage facilities planning and construction, and the safety supervision of natural gas pipelines may be further tightened, and may propose intelligent upgrades and legislation for gas station safety management in the future, which may further increase the Group's operating costs.	• The Company's operations and on-site operations strictly comply with the relevant laws and regulations on hazardous chemicals in China and the Group's relevant operating specifications. • Strengthen equipment and facility operation and maintenance management to improve equipment management level and ensure equipment integrity rate. • Employ professionals with qualifications and improve employees' safety awareness through training etc. • Timely warning of abnormalities through the self-control monitoring system to ensure 100% monitoring rate of important production operations. • Formulate the Emergency Plan to continuously improve the business capabilities of teams at all levels such as dispatching operation, on-site operation, patrol, repair and maintenance.	Unchanged
Environmental Protection	In terms of environmental compliance, the Company must strictly adhere to environmental protection regulations issued by Chinese environmental authorities at all levels. Failure to comply with relevant standards may result in administrative penalties, including mandated operational suspension for rectification by regulatory authorities until violations are fully addressed. Furthermore, under the current environmental tax system, the Company is legally required to declare and pay taxes on pollutants, waste, and noise generated during production processes. Failure to effectively implement energy conservation and emission reduction measures may lead to a substantial increase in environmental tax obligations.	• The Company complies with local regulatory agencies' laws and regulations, and conducts internal inspections from time to time to reduce the possibility of violating laws and regulations. • The Company establishes environmental protection specifications for the projects, which are organized by the management and require all employees to follow; at the same time, environment-related key performance indicators are set up in the projects and completed by project participants.	Unchanged

Risk	Description	Internal Control Measures	Change
Supply Chain	The huge increase in demand for natural gas during winter may lead to supply shortages, affecting coal-to-gas, gas supply, heating and other services. Insufficient supervision of sub-suppliers may affect our direct suppliers and our business. If the Group relies excessively on a small number of major suppliers, it may increase the risks of supply chain disruption and difficulty in controlling LNG procurement prices. In the procurement process of working closely with other LNG suppliers, the Group may incur additional costs due to regulations on natural gas pipeline transportation, quality testing, etc., which may adversely affect the business.	• Conduct rigorous evaluation when selecting suppliers and engineering contractors. • Outsourcing contract terms are reviewed by project managers and internal or external legal counsel to ensure clear and unambiguous party responsibilities. • Arrange for a person in charge of the project to regularly inspect the quality and performance of suppliers and engineering contractors on project sites to ensure their products and services meet the Group's requirements. • Seek multiple stable LNG suppliers to avoid a single supplier monopolizing the Company's supply chain. • Make reasonable forecasts of future sales volumes, stock up LNG in advance based on expected sales volume, and reserve during seasons with lower prices, to cope with unexpected price and supply fluctuations. • Stabilize the number of suppliers and LNG prices through seeking temporary supply chain solutions, signing guaranteed supply agreements, etc. • Cooperate with the Company's direct suppliers to effectively supervise sub-suppliers and reduce the impact of sub-suppliers on the business.	Unchanged
Human Resources	Human resources are a core element of the Group's sustainable operation. If the Group fails to effectively recruit, develop, and retain key personnel (including core employees like senior management team, project engineers, and technical directors), and fails to establish a comprehensive talent training system, it may lead to the following operational risks: potential disruption of daily business operations, possible impact on product and service quality, and further constraints on the implementation of the Group's medium to long-term development strategies.	• Maintain a healthy and positive working environment. • Regularly review employee benefits. • Conduct human resources planning and replenish manpower shortages in advance. • Formulate reasonable employee training programs to ensure employees meet operational and regulatory requirements.	Unchanged

Risk	Description	Internal Control Measures	Change
Exchange Rate	The Group holds assets and liabilities denominated in HKD and RMB. Fluctuations in foreign exchange rates may result in exchange losses for the Company.	• Continuously monitor exchange rate risks and formulate relevant response policies. • Conduct sensitivity analysis regularly to quantify relevant risks.	Unchanged
Credit Risk	Due to the impact of the international situation, the Group's clients face financial difficulties and cash flow constraints, slowing down repayments.	• Each business unit manages client credit risk following the Group's established policies, procedures and controls regarding client credit risk management. • To minimize credit risk on trade receivables, the Group's management has delegated a team responsible for determining credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts and that each client's situation is closely monitored. Credit investigations are performed on all clients exceeding a specific credit amount on a regular annual basis. • In addition, at the end of the Reporting Period, the Group's management reviews the recoverable amount of each individual debt to ensure that adequate impairment losses are made for irrecoverable trade receivable amounts. We have also increased the headcount of the collection team to ensure smooth collection procedures. • The Group applies the simplified approach for providing for expected credit losses prescribed by IFRS 9.	Unchanged

Risk	Description	Internal Control Measures	Change
Climate Change	Climate change leads to more frequent and intensified extreme weather. Abnormal weather such as extreme high and low temperatures and torrential rains can easily cause varying degrees of damage or even destruction to gas station infrastructure (such as transport pipelines), which may increase the risks of safety accidents and rising repair costs. Frequent extreme weather also adversely affects employees' commuting.	• The Group has developed emergency response procedures and employee work guidelines for responding to extreme weather in the contingency plans, and regularly conducts safety inspections and rectifications on gas station facilities to safeguard the overall business operations. • In the future, we will research on strengthening the climate resilience of supply systems and further identify the physical and transitional risks of climate change to the Group.	Unchanged

CONSTITUTIONAL DOCUMENTS

The Board is not aware of any significant changes in the constitutional documents of the Company during the Current Year, the memorandum and articles of the Company is available on both websites of the Stock Exchange and the Company.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene an Extraordinary General Meeting and to Put Forward Proposal

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). However, shareholders are requested to follow article 58 of the Articles of Association, general meetings shall be convened on the written requisition of any one or more member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the principal meeting place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for Shareholders to Propose a Person for Election as a Director

Procedures for shareholders proposing a person for election as a Director are as follows:

A. in the event where no notice of general meeting regarding election of Director has been despatched

1. Shareholder(s) can by written requisition to the Board or the company secretary to require an extraordinary general meeting be called by the Board for the transaction of any business or resolution specified in such requisition. To raise such requisition, the shareholder(s) must have held at the date of deposit of such requisition not less than one-tenth of the paid up capital of the Company carrying right to vote at general meetings of the Company (article 58 of the Articles of Association).

2. The meeting so requisitioned shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the principal meeting place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company (article 58 of the Articles of Association).

B. in the event where notice of meeting has already been despatched for a general meeting regarding election of Director

1. In order to propose the appointment of a new Director (other than a Director retiring at the already appointed general meeting who has been recommended by the Board to stand for re-election at such general meeting) at the already appointed meeting, a shareholder (other than the person to be proposed) shall sign a written notice (the "Shareholder Notice") for which such notice is given of his intention to propose such person for election (article 85 of the Articles of Association).

2. The proposed Director shall also sign a written notice (the "Director Notice", together with the Shareholder Notice, the "Notices") of his willingness to be elected (article 85 of the Articles of Association). The nominating shareholder or the proposed Director shall also provide particulars (as stipulated in Rule 17.50(2) of the GEM Listing Rules) of the proposed Director (Rule 17.46B of the GEM Listing Rules).

3. The Notices shall have been lodged at the registered office of the Company or at the head office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the already appointed general meeting and end no later than seven (7) days prior to the date of such already appointed general meeting (article 85 of the Articles of Association). If the Notices are received less than twelve (12) business days prior to the general meeting, the Company may need to consider the adjournment of such general meeting in order to allow the shareholders ten (10) business days to consider the proposal (Rule 17.46B of the GEM Listing Rules).

Procedures for Sending Enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders. The Company has adopted the shareholders communication policy, which ensures that shareholders are provided with ready, equal, and timely access to information about the Company. The policy is regularly reviewed to ensure its effectiveness.

The Company updates the shareholders on its latest business developments and financial performance through its quarterly, interim and annual reports and communicates with the shareholders through annual general meetings and extraordinary general meetings. The annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management. In compliance with the requirements of the GEM Listing Rules, the Company issues regular reports, announcements, circulars and notice of general meetings. Always updated with latest information, the corporate website of the Company (http://www.8246hk.com) has provided an effective communication platform to the public and the shareholders.

The Company reviewed the implementation and effectiveness of the shareholders communication policy and considered it to be effective.

Expansion of the Paperless Listing Regime

Pursuant to the amended Rules 16.04A and 16.04B of the GEM Listing Rules effective on 31 December 2023 and the Articles of Association of the Company, the Company will disseminate future corporate communications, including but not limited to: (a) the directors' report, its annual report together with a copy of the auditors' report and, where applicable, its summary financial report; (b) the interim report and, where applicable, summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; (f) a proxy form; and (g) a reply slip (the "Corporate Communications") to you by electronic means through the website of the Stock Exchange (the "HKEx's website") at www.hkexnews.hk and the Company's website at www.8246hk.com (the "Company's website").

To support environmental protection and enhance efficient communication with the shareholders and stakeholders, the Company encourages the shareholders and stakeholders to access the corporate communications through the HKEx's website or the Company's website in place of receiving printed copies by mail.

For details, please refer to the letters to registered shareholders and non-registered shareholders that were published on 18 January 2024.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting (the "AGM") of the Company is expected to be held on or before 30 September 2026. A notice convening the AGM will be issued and despatched to the shareholders of the Company as soon as practicable in accordance with the Articles of Association and the Corporate Governance Code.

Report of the Directors

The Board hereby presents its report and the audited financial statements of the Group for the Current Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in

(1) Energy Business; and

(2) Property Investments.

RESULTS

The Group's loss for the Current Year and the state of affairs of the Company and of the Group as at that date are set out in the consolidated financial statements on pages 59 to 128.

BUSINESS REVIEW

The business review and future development in the Company's business for the Current Year are set out in the section headed "Management Discussion and Analysis" on pages 8 to 16.

The description of the principal risks and uncertainties facing the Company are set out in the section headed "The Group's major risks and their changes" on pages 32 to 36.

The analysis using financial key performance indicators are set out in the section headed "Financial Highlights" on pages 6 to 7.

Environmental Policies and Performance

The Group adheres to the concept of sustainable development and actively responds to national policies, and strives to promote the use of "coal-to-natural gas conversion" and extensive use of natural gas, such that more people can be benefited from this clean energy and help the Company reduce air pollutants and greenhouse gas emissions. The ESG Regulations formulated by the Group will cover the policies on emissions management and use of resources, and clarify the commitments to reduce the impact on the environment and natural resources. The laws and regulations relating to environmental protection of the Group includes the Environmental Protection Law of the PRC. During the Current Year, the Group did not have any incidents of non-compliance with relevant environmental laws or regulations that have a significant impact on the Group relating to environmental issues.

For further details on environmental performance of the Group during the Current Year, please refer to our environmental, social and governance report published on the HKEx's website and the Company's website.

Environmental, Social and Governance Report

The Group strives to protect the environment and minimize any negative impact on the environment and occupational health and safety induced by our business, achieving the goal of sustainable development.

Pursuant to Rule 17.103 of the GEM Listing Rules, an ESG Report of the Company for the Current Year in compliance with the provisions set out in the ESG Reporting Guide in Appendix C2 to the GEM Listing Rules published on the HKEx's website and the Company's website at the same time as the publication of this report.

Compliance with the Relevant Laws and Regulations

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with such requirements. During the Current Year and up to the date of this annual report, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

Key Relationships with Employees, Customers and Suppliers

The Group believes that employees are a key element to the success of its business. The Group aims to continue establishing a caring environment to employees and emphasis the personal development of its employees. The Group maintains a good relationship with our customers and suppliers, and will continue providing products or services with good quality.

DIVIDEND AND POLICY

The Board has always put the interest of our shareholders in mind and laid down a long-term dividend policy (the "Dividend Policy") that targets to propose to distribute dividend on a continuous basis, when the business conditions of the Company are satisfactory and our business is profitable, and subject to the conditions of this policy, so that our shareholders can share the fruitful success of our business as and when appropriate. Under the Dividend Policy, the Company does not have any pre-determined dividend payout ratio. When considering dividend declaration or recommendation, the Board shall take into account various factors including but not limited to the Group's business condition and strategy, capital requirement; and earnings, financial and cash flow position, and distributable reserves of the Company and the Group.

The Board did not recommend any payment of dividend for the Current Year (Previous Period Year: Nil).

SEGMENT INFORMATION

Details of the segment information of the Group are set out in note 12 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Current Year, the five largest customers of the Group accounted for 99.7% (Previous Period: 91.3%) of the turnover of the Group and the largest customer of the Group accounted for about 44.8% (Previous Year: 35.4%) of the total turnover.

The five largest suppliers of the Group accounted for 100% (Previous Period: 100%) of the Group's total purchases for the Current Year and the largest supplier accounted for 63.4% (Previous Period: 88.4%) of the Group's total purchases.

So far as is known to the Directors, none of the Directors, their associates or substantial shareholders (which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the share capital of the Group's five largest suppliers or customers.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

Details of the movements in property, plant and equipment and investment property of the Group are set out in notes 19 and 20 to the consolidated financial statements respectively.

SHARE CAPITAL

Details of the Company's share capital are set out in note 26 to the consolidated financial statements.

DEBENTURE ISSUED

The Group did not issue any debenture during the Current Year.

RESERVES

Reserves of the Company available for distribution to equity shareholders of the Company as at 31 March 2026 amounted to approximately RMB161.7 million (31 March 2025: approximately RMB125.0 million). Movements in the reserves of the Group during the Current Year are set out in the consolidated statement of changes in equity on page 61.

SUBSIDIARIES

Particulars of the Group's principal subsidiaries are set out in note 36 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Current Year.

BANK BORROWING

The Group had no bank borrowing as at 31 March 2026 (31 March 2025: Nil).

INTEREST CAPITALISED

No interest was capitalised by the Group during the Current Year (Previous Period: Nil).

RETIREMENT BENEFIT SCHEMES

Particulars of the retirement benefit schemes are set out in note 4(o) to the consolidated financial statements.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results of the Group for the past five financial years is set out on page 129.

DIRECTORS

The Directors during the Current Year and up to the date of this annual report were as follows:

Executive Directors:

Mr. Hu Yishi *(Executive Chairman)*
Mr. Chan Wing Yuen, Hubert *(CEO)*
Ms. Lin Min, Mindy
Ms. Kwong Wai Man, Karina *(CFO)*

Independent non-executive Directors:

Ms. Ma Lee
Mr. Lau Kwok Kee
Mr. Wang Weijie

According to the article 84(1) of the Article of Association, Mr. Chan Wing Yuen Hubert and Ms. Li Min Mindy, the executive Directors, and Ms. Ma Lee and Mr. Lau Kwok Kee, the independent non-executive Directors, will retire from office by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Director is entitled to a Director's fee, and is also entitled to a discretionary management bonus by reference to the consolidated net profits of the Group after taxation and non-controlling interest but before extraordinary items as the Remuneration Committee may approve, provide that the relevant executive Director shall abstain from voting and not counted in the quorum in respect of any resolution of the Board approving the amount of annual salary, management bonus and other benefits payable to him/her.

Ms. Ma, Mr. Lau and Mr. Wang has entered into a letter of appointment with the Company on 1 October 2014, 8 June 2017 and 13 November 2023, respectively, and shall continue thereafter unless terminated by not less than one month's notice in writing. Each of the independent non-executive Director is entitled to a Director's fee.

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

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 17 to 19.

CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmations of independence from all three existing independent non-executive Directors pursuant to the GEM Listing Rules. The Company considers the independent non-executive Directors to be independent pursuant to Rule 5.09 of the GEM Listing Rules as at the date of this annual report.

EMOLUMENTS POLICY

All emoluments of the Directors are determined and approved by the Remuneration Committee with reference to the Directors' duties, responsibilities and performance and the results of the Group. Each Director may also receive a year end bonus in respect of each financial year. The amount of such bonus will be determined by the Remuneration Committee.

The emolument policy of the Group is on the basis of the qualifications and contributions of individuals to the Group. The Company has adopted a share option scheme as an incentive to eligible participants, details of which are set out below in the section "Share option scheme".

Details of the emoluments of the Directors and five highest paid individuals pursuant to Rules 18.28 to 18.30 of the GEM Listing Rules are set out in notes 16 and 15 to the consolidated financial statements.

SHARE OPTION SCHEME

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

The Company adopted a share option scheme on 14 September 2023 (the "New Scheme") to replace the share option scheme adopted on 12 December 2011 (the "Old Scheme"). Since then, no further option can be granted under the Old Scheme, but all options granted previously will remain exercisable in accordance with the terms of the Old Scheme and the relevant letters of offers to the respective grantees.

No options were granted, exercised, cancelled and lapsed under the Old Scheme and the New Scheme during the year ended 31 March 2026, and there were no outstanding options under the Old Scheme and the New Scheme as at 31 March 2026.

Details of the New Scheme are listed below in accordance with Rule 23.09 of the GEM Listing Rules:

Purpose of the New Scheme:	The purpose of the New Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to the Eligible Participants (as defined below) and to promote the success of the business of the Group. The New Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth and profitability of the Group.
Eligible participants of the New Scheme (the "Eligible Participants"):	Eligible Participants for the New Scheme include: (i) Employee Participant(s) including the director(s) and employee(s) (whether full-time or part-time) of the Company or any of its subsidiaries (including persons who are granted Options under the New Scheme as inducement to enter into employment contracts with the Group); and (ii) service provider(s) including person(s) who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group, which include any independent contractor, agent, consultant or adviser to any area of business or business development of the Group, but exclude any placing agent or financial adviser providing advisory services for fundraising, mergers or acquisitions, and other professional services provider such as auditor or valuer, provided that the Board may have absolute discretion to determine whether or not one falls within the above categories.
The total number of shares available for issue under the New Scheme together with the percentage of the issued shares (excluding treasury shares) it represents as at the date of this annual report:	45,836,700 shares (after taking into account the effect of share consolidation effective on 24 February 2026) representing approximately 7.74% of the total issued shares (excluding treasury shares) as at the date of this annual report.
Number of options available for grant under the scheme mandate:	700 shares (after taking into account the effect of share consolidation effective on 24 February 2026).

Maximum entitlement of each participant under the New Scheme:	Where any grant of options to an Eligible Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue, such grant must be separately approved by the Shareholders in general meeting with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the options to be granted (and options previously granted to such Eligible Participant in the twelve (12)-month period), the purpose of granting options to the Eligible Participant, an explanation as to how the terms of the options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the subscription price) of options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price.
The period within which the option may be exercised by the grantee under the New Scheme:	Subject to the terms of the New Scheme, an option may be exercised in whole or in part at any time during the period to be determined and notified by the Directors to the grantee thereof at the time of making an offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular option but subject to the provisions for early termination of the New Scheme.
Vesting period of options or awards granted under the New Scheme:	Save for the circumstances prescribed below, an option must be held by the Grantee for at least twelve (12) months before the option can be exercised. The Board may at its discretion grant a shorter vesting period to an Employee Participant in the following circumstances: (a) grants of "make-whole" option(s) to new joiners to replace the share options they forfeited when leaving the previous employers; (b) grants to an Employee Participant whose employment is terminated due to death or occurrence of any out of control event;

	(c) grants that are made in batches during a year for administrative and compliance reasons, which include options that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch. In such case, the vesting period may be shorter to reflect the time from which the option would have been granted;
	(d) grants of options with a mixed or accelerated vesting schedule such as where the options may vest evenly over a period of twelve (12) months; or
	(e) grants with performance-based vesting conditions in lieu of time-based vesting criteria.
The amount payable on application or acceptance of the option and the period within which payments or calls must be made:	Options granted must be taken up within 21 days from the date of grant, upon payment of HK$1.00.
Basis of determining the exercise price of options granted:	The Board may grant options to Directors, employees and service providers of the Company or its subsidiaries to subscribe for shares in the Company at a consideration equal to the higher of the closing price of the shares of the Company on the Stock Exchange at the date of offer of grant and the average closing prices of the shares of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant of the options.
Remaining life of the New Scheme:	As at the date of this annual report, the remaining life of the New Scheme is approximately 7 years and 3 months.

Details of the movements of share options granted, exercised, cancelled or lapsed during the Previous Period, the Current Year and outstanding as at 31 March 2026 are as follows:

	Number of share options								
	At 1 January 2024	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Outstanding as at 31 March 2025 and 31 March 2026	Exercise period	Exercise price HK$	Closing price immediately before the date of grant HK$
Directors									
Mr. Hu Yishi	2,880,000	–	–	–	(2,880,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	2,880,000	–	–	–	(2,880,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	2,880,000	–	–	–	(2,880,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
	3,664,000	–	(3,664,000)	–	–	–	11 December 2024 to 11 December 2033	0.160	0.160
Mr. Chan Wing Yuen, Hubert	11,448,000	–	–	–	(11,448,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	11,448,000	–	–	–	(11,448,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	11,448,000	–	–	–	(11,448,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
	3,664,000	–	(3,664,000)	–	–	–	11 December 2024 to 11 December 2033	0.160	0.160
Ms. Lin Min, Mindy	2,880,000	–	–	–	(2,880,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	2,880,000	–	–	–	(2,880,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	2,880,000	–	–	–	(2,880,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
	3,664,000	–	(3,664,000)	–	–	–	11 December 2024 to 11 December 2033	0.160	0.160
Ms. Kwong Wai Man, Karina	11,448,000	–	–	–	(11,448,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	11,448,000	–	–	–	(11,448,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	11,448,000	–	–	–	(11,448,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
	3,664,000	–	(3,664,000)	–	–	–	11 December 2024 to 11 December 2033	0.160	0.160
Ms. Ma Lee	1,144,000	–	–	–	(1,144,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	1,144,000	–	–	–	(1,144,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	1,144,000	–	–	–	(1,144,000)	–	9 June 2020 to 9 June 2024	0.289	0.28

	Number of share options								
	At 1 January 2024	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Outstanding as at 31 March 2025 and 31 March 2026	Exercise period	Exercise price HK$	Closing price immediately before the date of grant HK$
Mr. Lau Kwok Kee	1,144,000	–	–	–	(1,144,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	1,144,000	–	–	–	(1,144,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	1,144,000	–	–	–	(1,144,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
Total Directors	**107,488,000**	**–**	**(14,656,000)**	**–**	**(92,832,000)**	**–**			
Employees	21,776,000	–	–	–	(21,776,000)	–	9 June 2018 to 9 June 2024	0.289	0.28
	26,776,000	–	–	–	(26,776,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	38,216,000	–	–	–	(38,216,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
	352,032,000	–	(352,032,000)	–	–	–	11 December 2024 to 11 December 2033	0.160	0.160
Total Employees	**438,800,000**	**–**	**(352,032,000)**	**–**	**(86,768,000)**	**–**			
Consultants	1,664,000	–	–	–	(1,664,000)	–	9 June 2019 to 9 June 2024	0.289	0.28
	28,216,000	–	–	–	(28,216,000)	–	9 June 2020 to 9 June 2024	0.289	0.28
Total Consultants	**29,880,000**	**–**	**–**	**–**	**(29,880,000)**	**–**			
Total All Categories	**576,168,000**	**–**	**(366,688,000)**	**–**	**(209,480,000)**	**–**			
Exercisable at the end of the period	**209,480,000**					**–**			

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

At 31 March 2026, the interests and short positions of the Directors and chief executives of the Company in the ordinary shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long Position in Ordinary Shares of HK$0.01 Each of the Company

Name of Director	Notes	Nature of interest	Number of shares	Percentage of the Company's issued share capital
Mr. Hu Yishi ("Mr. Hu")	1	Interest of controlled corporation, beneficial owner and interest of spouse	177,246,000	29.93%
Ms. Lin Min, Mindy ("Ms. Lin")	2	Interest of controlled corporation, beneficial owner and interest of spouse	177,246,000	29.93%
Mr. Chan Wing Yuen, Hubert		Beneficial owner	3,258,000	0.55%
Ms. Kwong Wai Man, Karina		Beneficial owner	3,258,000	0.55%
Ms. Ma Lee		Beneficial owner	280,000	0.05%

Notes:

1. Mr. Hu is deemed to be interested in 56,000,000 shares held by Smart Lane Global Limited and in 12,398,000 shares held by Front Riches Investment Limited, as both companies were 100% controlled by Mr. Hu. Mr. Hu is also interested in 46,708,000 shares which held by himself personally. Mr. Hu is the spouse of Ms. Lin and therefore is deemed to be interested in 62,140,000 shares in which Ms. Lin is interested in under the SFO.

2. Ms. Lin is deemed to be interested in 56,000,000 shares held by Uprise Global Investments Limited and in 2,882,000 shares held by Gainup Limited, as both companies were 100% controlled by Ms. Lin. Ms. Lin is also interested in 3,258,000 shares held by herself personally. Ms. Lin is the spouse of Mr. Hu and therefore is deemed to be interested in 115,106,000 shares in which Mr. Hu is interested in under the SFO.

Long Position in the Underlying Shares of Equity Derivatives of the Company

Saved as disclosed above, as at 31 March 2026, none of the Directors or chief executives of the Company or their respective associates had registered any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the Current Year, the Directors were not aware of any business or interest of the Directors and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group or any other conflict of interest which any such person has or may have with the Group.

DEED OF NON-COMPETITION

The deed of non-competition was no longer applied for both of the Current Year and the Previous Period.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2026, so far as is known to the Directors, the following persons, not being Directors or chief executives of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Long Position in Ordinary Shares and Underlying Shares of the Company

Name	Capacity and nature of interest	Number of shares	Number of underlying shares	Percentage of the Company's issued share capital
Depot Up Limited (Note 1)	Beneficial owner	80,000,000	–	13.51%
Mr. Song Zhi Cheng (Note 2)	Interest of controlled corporation	80,000,000	–	13.51%
Smart Lane Global Limited (Note 3)	Beneficial owner	56,000,000	–	9.46%
Uprise Global Investments Limited (Note 4)	Beneficial owner	56,000,000	–	9.46%

Notes:

1. Depot Up Limited, a company incorporated in the Republic of Seychelles on 23 February 2015 with limited liability is an investment holding company where the entire issued share capital of which is held by Mr. Song Zhi Cheng.

2. Mr. Song Zhi Cheng is deemed to be interested in 80,000,000 shares through his interest in Depot Up Limited.

3. Smart Lane Global Limited, a company incorporated in Samoa on 19 February 2014 with limited liability and is an investment holding company where the entire issued share capital of which is held by Mr. Hu, an executive Director and Executive Chairman.

4. Uprise Global Investments Limited, a company incorporated in the British Virgin Islands on 19 December 2013 with limited liability is an investment holding company where the entire issued share capital of which is held by Ms. Lin, an executive Director.

During the Current Year, there was no debt securities issued by the Group and the Company at any time.

Saved as disclosed above, as at 31 March 2026, the Directors are not aware of any other person other than the Directors and the chief executives of the Company who had, or was deemed to have interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or options in respect of such share capital.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

During the Current Year, all other transactions as set out in note 37 of the consolidated financial statements were entered into by the Group in the ordinary and usual course of business and on normal commercial terms and, if constituted connected transactions or continuing connected transactions, are exempt from the relevant disclosure requirements under Chapter 20 of the GEM Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Related Party Transactions and Connected Transactions" in this report of the Directors, no transactions, arrangements or contracts of significance, to which the Company, its holding company, fellow subsidiaries or its subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the Current Year or at any time during the Current Year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Current Year was the Company, its subsidiaries or its ultimate holding company or any subsidiary of such ultimate holding company a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

CORPORATE GOVERNANCE

Principle corporate governance practices as adopted by the Company are set out in the corporate governance report section set out on pages 20 to 38.

SUFFICIENCY OF PUBLIC FLOAT

Throughout the year ended 31 March 2026 and as at the latest practicable date prior to the issue of this annual report, the Company was in compliance with the minimum public float requirement under GEM Listing Rules by maintaining its public float at the level of at least 25% of its total issued Shares. As at 31 March 2026, the Company's public float was 55.41% of its total issued Shares.

Shareholding Ownership as at 31 March 2026 (Note)

(a) Shareholders who are not members of "the public" under the GEM Listing Rules

Name of Shareholders	Number of ordinary shares held/interested	Approximate percentage of the Company's total issued shares
Depot Up Limited	80,000,000	13.51%
Smart Lane Global Limited	56,000,000	9.46%
Uprise Global Investments Limited	56,000,000	9.46%
Mr. Hu Yishi	46,708,000	7.89%
Front Riches Investments Limited	12,398,000	2.09%
Ms. Lin Min, Mindy	3,258,000	0.55%
Mr. Chan Wing Yuen Hubert	3,258,000	0.55%
Ms. Kwong Wai Man, Karina	3,258,000	0.55%
Gainup Limited	2,882,000	0.48%
Ms. Ma Lee	280,000	0.05%

Note: This table is compiled based on the information disclosed in the Disclosure of Interests notices ("DI notices") filed under Part XV of the SFO and other relevant information received by the Company up to the date of this annual report and on the assumption that all such information disclosed in the DI notices or received by the Company is accurate and complete.

(b) Shareholders who are members of "the public" under the GEM Listing Rules

So far as is known to the Directors, as at 31 March 2026, no such Shareholder was required to be notified to the Company and the Stock Exchange pursuant to Rule 17.37D(2)(c)(iii)(1) of the GEM Listing Rules.

MATERIAL EVENTS SINCE THE END OF THE FINANCIAL YEAR

On 2 April 2026, the Company announced the capital increase agreement. ZHG Investments, a direct wholly-owned subsidiary of the Company, W3 Vision and the JV Company entered into the Capital Increase Agreement, pursuant to which ZHG Investments and W3 Vision conditionally agreed to subscribe for 2,804,949 JV Shares and 2,694,951 JV Shares for the ZHG Consideration of US$2,804,949 and W3 Consideration of US$2,694,951, respectively. The subscriptions are in proportion to the JV Shareholders' respective shareholding percentage in the JV Company. As at the date of the announcement, the JV Company is owned as to 51% by ZHG Investments and 49% by W3Vision. The ZHG Consideration shall be satisfied by ZHG Investments procuring the Company to allot and issue 25,000,000 Consideration Shares at the Issue Price of approximately HK$0.88 per Consideration Share, while the W3 Consideration shall be satisfied in cash and/or by W3 Vision transferring the Injected Assets to the JV Company. For details, please refer the announcements of the Company dated 2 April 2026, 28 April 2026 and 15 June 2026.

On 30 April 2026, the Company announced that LNG Sales, an indirect non wholly-owned subsidiary of the Company, and Tianjin Jin Re New Energy entered into the Project Construction Investment Agreement, pursuant to which LNG Sales agreed to contribute a sum of RMB80,000,000 to Tianjin Jin Re New Energy as the Investment Participation Amount for participation in the Project. For details, please refer the announcements of the Company dated 30 April 2026 and 10 June 2026.

Save as disclosed, there were no material events subsequent to the Current Year which would materially affect the Group's operating and financial performance as at the date of this report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands where the Company is incorporated.

AUDITOR

The financial statements of the Group for the fifteen month ended 31 March 2025 have been audited by RSM Hong Kong and for the year ended 31 March 2026 have been audited by Rongcheng (Hong Kong) CPA Limited.

Rongcheng (Hong Kong) CPA Limited will retire and, being eligible, offer itself for re-appointment. A resolution for the re-appointment of Rongcheng (Hong Kong) CPA Limited as auditor of the Company is to be proposed at the forthcoming AGM.

On behalf of the Board

Chan Wing Yuen, Hubert
Chief Executive Officer

Hong Kong, 26 June 2026

Independent Auditor's Report

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TO THE SHAREHOLDERS OF ZHONGHUA GAS HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Zhonghua Gas Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 59 to 128, which comprise the consolidated statement of financial position as at 31 March 2026, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 March 2026, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2026, and of its consolidated financial performance and its consolidated cash flows for the year ended 31 March 2026 in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Companies Ordinance.

Basis For Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent Auditor's Report

Material Uncertainty Relating To The Going Concern Basis

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss for the year of approximately RMB26,150,000 during the year ended 31 March 2026 and, as of that date, the Group's current liabilities amounted to approximately RMB133,262,000 which comprised of overdue trade payables amounted to approximately RMB97,158,000, accrued interest for late payments to suppliers included in other payables amounted to approximately RMB2,239,000 and a shareholder's loan amounted to approximately RMB21,233,000. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the material uncertainty relating to the going concern basis, we have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment allowance for trade receivables and contract assets	
As at 31 March 2026, the Group's gross carrying amount of trade receivables and contract assets amounted to approximately RMB83,192,000, which represented 25.4% of total assets of the Group. Loss allowances for expected credit losses ("ECL") amounting to approximately RMB33,400,000 has been provided on these trade receivables and contract assets. Significant degree of estimation was involved in evaluating the ECL of the Group's trade receivables and contract assets. Management of the Group estimates the amount of lifetime ECL on trade receivables and contract assets based on a provision matrix after considering the past due status of respective aging categories, historical default rates and adjusting for forward-looking information.	Our procedures in relation to impairment allowance for trade receivables and contract assets included: — Understanding key controls on how the management estimates the loss allowances for trade receivables and contract assets; — Understanding and assessing the appropriateness of management's methodology for identifying credit impaired trade receivables and contract assets; — Testing the accuracy of trade receivables and contract assets past due ageing analysis, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices; and — Evaluating the reasonableness of the credit loss allowances on trade receivables and contract assets with reference to historical observed default rate and forward-looking information. Based on the procedures performed, we consider the impairment allowance of trade receivables and contract assets is supported by the available evidence.

Other Matter

The consolidated financial statements of the Group for the fifteen months period ended 31 March 2025 were audited by another auditor who expressed an unqualified opinion on those statements with materiality uncertainty related to the going concern on 27 June 2025.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities Of Directors And Audit Committee For The Consolidated Financial Statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the IASB and the disclosure requirements of the Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's Responsibilities For The Audit Of The Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Auditor's Responsibilities For The Audit Of The Consolidated Financial Statements *(Continued)*

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Rongcheng (Hong Kong) CPA Limited
Certified Public Accountants
Fong Ho Keung
Practising Certificate Number: P08079
Hong Kong
26 June 2026

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2026

	Notes	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Revenue	8	**78,503**	121,516
Cost of sales		**(70,849)**	(116,737)
Gross profit		**7,654**	4,779
Other income	9	**3,479**	2,018
Other gains or losses	10	**830**	(1,502)
Impairment loss on property, plant and equipment		**–**	(497)
Impairment allowance (reversal of impairment allowance) on trade receivables and contract assets under expected credit loss model, net		**(15,265)**	4,174
Administrative expenses		**(24,486)**	(60,301)
Loss from operations		**(27,788)**	(51,329)
Finance income (costs)	11	**1,704**	(9,913)
Loss before tax		**(26,084)**	(61,242)
Income tax (expense) credit	13	**(66)**	1,247
Loss and total comprehensive expenses for the year/period	14	**(26,150)**	(59,995)
Attributable to:			
Owners of the Company		**(23,524)**	(60,794)
Non-controlling interests		**(2,626)**	799
		(26,150)	(59,995)
			(restated)
Loss per share attributable to owners of the Company			
Basic and diluted	18	**RMB(0.04)**	RMB(0.13)

Consolidated Statement of Financial Position

At 31 March 2026

	Notes	31 March 2026 RMB'000	31 March 2025 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	19	**3,852**	948
Investments properties	20	**6,700**	7,300
Right-of-use assets	21	**2,897**	2,660
Deposits	23	**70**	454
		13,519	11,362
Current assets			
Trade receivables and contract assets	22	**49,792**	34,301
Prepayment, deposits and other receivables	23	**151,431**	286,165
Cryptocurrencies	25	**1,000**	—
Cash and cash equivalents	24	**111,899**	11,112
Total current assets		**314,122**	331,578
TOTAL ASSETS		**327,641**	342,940
EQUITY			
Equity attributable to owners of the Company			
Share capital	26	**4,950**	4,147
Reserves	28	**156,739**	120,869
		161,689	125,016
Non-controlling interests		**31,652**	34,678
		193,341	159,694
LIABILITIES			
Non-current liabilities			
Lease liabilities	29	**1,038**	1,316
Current liabilities			
Trade and other payables and accruals	30	**110,385**	120,165
Contract liabilities	31	**—**	6,446
Shareholder's loan	32	**21,233**	53,601
Lease liabilities	29	**1,626**	1,705
Tax payables		**18**	13
Total current liabilities		**133,262**	181,930
TOTAL LIABILITIES		**134,300**	183,246
TOTAL EQUITY AND LIABILITIES		**327,641**	342,940

The consolidated financial statements on pages 59 to 128 were approved and authorised for issue by the board of directors on 26 June 2026 and are signed on its behalf by:

Hu Yishi **Chan Wing Yuen, Hubert**

Consolidated Statement of Changes in Equity

For the year ended 31 March 2026

	Attributable to owners of the Company						
	Share Capital RMB'000	**Share premium** RMB'000	**Share option reserve** RMB'000	**Retained profits (accumulated losses)** RMB'000	**Total** RMB'000	**Non-controlling interests** RMB'000	**Total equity** RMB'000
	(Note 26)	(Note 28)	(Note 28)			(Note 36)	
At 1 January 2024	3,724	57,075	23,170	20,794	104,763	34,479	139,242
Total comprehensive income (expenses) for the period	–	–	–	(60,794)	(60,794)	799	(59,995)
Dividend paid	–	–	–	–	–	(600)	(600)
Equity-settled share-based payments transaction	–	–	26,862	–	26,862	–	26,862
Issue of shares under share option schemes (Note 26)	423	82,254	(28,492)	–	54,185	–	54,185
Transfer upon lapse of share options (Note 33)	–	–	(21,540)	21,540	–	–	–
Changes in equity for the period	423	82,254	(23,170)	(39,254)	20,253	199	20,452
At 31 March 2025 and 1 April 2025	4,147	139,329	–	(18,460)	125,016	34,678	159,694
Total comprehensive expenses for the year	**–**	**–**	**–**	**(23,524)**	**(23,524)**	**(2,626)**	**(26,150)**
Dividend paid	**–**	**–**	**–**	**–**	**–**	**(400)**	**(400)**
Forfeiture of unclaimed dividends (Note 27)	**–**	**–**	**–**	**665**	**665**	**–**	**665**
Placing of shares (Note 26)	**381**	**22,489**	**–**	**–**	**22,870**	**–**	**22,870**
Transaction costs attributable to issue of shares	**–**	**(824)**	**–**	**–**	**(824)**	**–**	**(824)**
Issue of shares under loan capitalisation (Note 26)	**422**	**37,064**	**–**	**–**	**37,486**	**–**	**37,486**
Changes in equity for the year	**803**	**58,729**	**–**	**(22,859)**	**36,673**	**(3,026)**	**33,647**
At 31 March 2026	**4,950**	**198,058**	**–**	**(41,319)**	**161,689**	**31,652**	**193,341**

Consolidated Statement of Cash Flows

For the year ended 31 March 2026

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	**(26,084)**	(61,242)
Adjustments for:		
Depreciation of property, plant and equipment	**641**	811
Depreciation of right-of-use assets	**1,546**	1,468
Finance (income) costs	**(1,704)**	9,913
Net (gains) losses on disposals of property, plant and equipment	**(50)**	31
Impairment allowance (reversal of impairment allowance) on trade receivables and contract assets under expected credit loss model, net	**15,265**	(4,174)
Impairment loss on property, plant and equipment	**—**	497
Interest income on bank deposits	**(17)**	(171)
Equity-settled share-based payment expenses	**—**	26,862
Gains on early termination of leases	**(186)**	—
Fair value changes of cryptocurrencies	**353**	—
Fair value changes of investment properties	**600**	880
Foreign exchange (gains) losses, net	**(1,026)**	345
Operating loss before working capital changes	**(10,662)**	(24,780)
(Increase) decrease in trade receivable and contract assets	**(30,756)**	74,774
Decrease (increase) in prepayment, deposits and other receivables	**135,118**	(248,961)
(Decrease) increase in trade and other payables and accruals	**(7,261)**	1,766
(Decrease) increase in contract liabilities	**(6,446)**	6,446
Cash generated from (used in) operations	**79,993**	(190,755)
Income tax paid	**(61)**	(86)
Net cash from (used in) operating activities	**79,932**	(190,841)

Consolidated Statement of Cash Flows

For the year ended 31 March 2026

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property, plant and equipment	**(3,696)**	(737)
Purchases of cryptocurrencies	**(1,353)**	—
Proceeds from disposals of property, plant and equipment	**201**	1,147
Interest income on bank deposits received	**17**	171
Net cash (used in) from investing activities	**(4,831)**	581
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of lease liabilities	**(2,112)**	(2,243)
Interest paid on bank borrowing	**—**	(173)
Repayment of other loan	**—**	(91,124)
Repayment of bank borrowing	**—**	(8,000)
Dividend paid to non-controlling interests	**(400)**	(600)
Advances from a shareholder	**7,078**	53,093
Repayments to a shareholder	**(632)**	—
Proceeds from issuance of shares, net of transaction costs	**22,046**	54,185
Net cash from financing activities	**25,980**	5,138
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**101,081**	(185,122)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR/ PERIOD	**11,112**	196,083
EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	**(294)**	151
CASH AND CASH EQUIVALENTS AT END OF THE YEAR/PERIOD	**111,899**	11,112

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

1. GENERAL INFORMATION

Zhonghua Gas Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as combined and revised) of the Cayman Islands on 8 September 2011 and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company in Hong Kong is 23/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong.

The Company and its subsidiaries (collectively referred to as the "Group") is principally engaged in:

(i) the provision of diverse integrated energy services in relation to heat supply and coal-to-natural gas conversion, supply of liquefied natural gas ("LNG"), coupled with sales of LNG ("Energy Business"); and

(ii) the leasing of investment properties located in Shanghai, the People's Republic of China ("PRC") ("Property Investments").

The Company is an investment holding company. The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and with the disclosure requirements of the Companies Ordinance.

On 18 December 2024, the directors of the Company resolved to change the financial year end date of the Group and the Company from 31 December to 31 March in order to align with the business cycle of the energy business. The consolidated financial statements for the year presented cover a period of twelve months from 1 April 2025 to 31 March 2026. Accordingly, the comparative figures (which cover a period of fifteen months from 1 January 2024 to 31 March 2025) for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes are not comparable with those of the prior period.

2. BASIS OF PREPARATION *(Continued)*

Going concern basis

During the year ended 31 March 2026, the Group incurred a net loss of approximately RMB26,150,000. As at 31 March 2026, the Group's current liabilities amounted to approximately RMB133,262,000 which comprised of overdue trade payables amounted to approximately RMB97,158,000 and accrued interest for late payments to suppliers included in other payables amounted to approximately RMB2,239,000. The Group held cash and cash equivalents amounted to approximately RMB111,899,000 as at 31 March 2026, while approximately RMB80,000,000 was paid by the Group to an independent third party in relation to a construction project on 30 April 2026 (details are set out in note 38(b)). Further, the Group's ability to operate as a going concern depends on the continuing financial support from the Company's substantial shareholder and an aggregate loan amount of approximately RMB21,233,000 drawn down from the substantial shareholder as at 31 March 2026. These conditions indicate the existence of a material uncertainty relating to going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors of the Company are of the opinion that the Group will have sufficient working capital to meet its financial liabilities as and when they fall due given that (i) the substantial shareholder has committed not to demand for repayment of the shareholder's loan until the Group has sufficient resources to settle and agreed to provide adequate funds to ensure the Group can continue its operations and meet all third-party obligations over at least the next twelve months from the approval of the consolidated financial statements; and (ii) the Group is actively implementation cost-control measures to improve operating cash flows and its financial position and the directors of the Company believe that the performance of the Group will be significantly improved in the forthcoming year.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on the going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS

Amendments to an IFRS Accounting Standard that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to an IFRS Accounting Standard as issued by the International Accounting Standards Board ("IASB") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2025 for the preparation of the consolidated financial statements:

Amendments to IAS 21	Lack of Exchangeability

The application of the amendments to an IFRS Accounting Standard in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS *(Continued)*

New and amendments to IFRS Accounting Standards in issue but not yet effective

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

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature — dependent Electricity[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards — Volume 11[2]
IFRS 18	Presentation and Disclosure in Financial Statements[3]
Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency[3]

1 Effective for annual periods beginning on or after a date to be determined.
2 Effective for annual periods beginning on or after January 1, 2026.
3 Effective for annual periods beginning on or after January 1, 2027.

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

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 *Presentation of Financial Statements*. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements and improve aggregation and disaggregation information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (the title of which will be changed to *Basis of Preparation of Financial Statements* upon effective of IFRS 18) and IFRS 17. Minor amendments to IAS 7 *Statement of Cash Flows* and IAS 33 *Earnings per Share* are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. IFRS 18 requires retrospective application with specific transition provisions. The application of new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated financial statements.

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties and cryptocurrencies that are measured at fair value).

The preparation of consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5 to the consolidated financial statements.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the year/period presented, unless otherwise stated.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to the year end date. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(b) Separate financial statements

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale. Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's presentation and functional currency. The directors of the Company consider that choosing RMB as the presentation currency best suits the needs of the shareholders and investors.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the entity initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(c) Foreign currency translation *(Continued)*

(iii) Translation on consolidation

The results and financial position of all foreign operations (none of which has the currency of hyperinflationary economy) that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

(d) Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purpose, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

An owner-occupied property becomes an investment property is carried at fair value at the date of change in use. Any revaluation increase arising on the revaluation of such property is recognised in other comprehensive income and accumulated in property, plant and equipment revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such property is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the property, plant and equipment revaluation reserve relating to a previous revaluation of that property.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(d) Property, plant and equipment *(Continued)*

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Land-use-right and building	The shorter of the period of the respective leases or 30 years
Leasehold improvements	The shorter of the period of the respective leases or 5 years
Machinery and equipment	12%
Furniture, fixtures and equipment	19% – 32%
Motor vehicles	20% – 25%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Investment properties

Investment properties are buildings which are owned or held under a leasehold interest to earn rentals and/or for capital appreciation. Investment property are stated at fair value.

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

An investment property is derecognised upon disposal or when the investment property is withdrawn from use. Any gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

(f) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(f) Leases *(Continued)*

(i) The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received

- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(f) Leases *(Continued)*

(i) The Group as a lessee *(Continued)*

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

The lease liability is remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

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

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

(g) Contract assets and contract liabilities

Contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses ("ECL") and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the group has an unconditional right to receive consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The 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 recognises its retained interest in the asset and an associated liability for amounts it may have to pay. 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.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(i) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments held by the Group are classified as amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(j) Trade and other receivables *(Continued)*

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for credit losses.

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL.

(l) Cryptocurrencies

The Group trades cryptocurrencies by purchasing the assets with a view to their resale in the near future and generating a profit from fluctuations in the prices. The Group applies the guidance in HKAS 2 *Inventories* for commodity broker-traders and measures the cryptocurrencies at fair value less costs to sell. The Group considers that there are no significant "costs to sell" associated with virtual assets and hence the measurement of virtual assets is based on their fair values with changes in fair values recognised in profit or loss in the period of the changes.

(m) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRS Accounting Standards. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(m) Financial liabilities and equity instruments *(Continued)*

(i) Borrowings *(Continued)*

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has a right to defer settlement of the liability for at least 12 months after the reporting period.

(ii) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(iii) Equity instruments

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

(n) Revenue and other income

The Group recognises revenue when or as the control of the goods or services is transferred to the customer. A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same. Revenue is measured at the fair value of the consideration received or receivable, and stated net of value added taxes and discounts.

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

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

(c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(n) Revenue and other income *(Continued)*

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

(i) Revenue from sales of LNG

Revenue from sales of LNG are recognised at a point in time, when control of the good and services is transferred to the customer upon delivery of goods. The credit period granted to customer is 30 days.

(ii) Management fee income and operation management service income are recognised over time.

(iii) Interest income is recognised on a time-proportion basis using the effective interest method.

(iv) Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term.

(o) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations — defined contribution plans

Hong Kong

The Group contributes to defined contribution MPF scheme under the Mandatory Provident Fund Schemes Ordinance in Hong Kong (the “MPF Scheme”), for those employees who are eligible to participate in the MPF Scheme. Contributions to the schemes by the Group and employees are calculated as a percentage of employees’ basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(o) Employee benefits *(Continued)*

(ii) Pension obligations — defined contribution plans *(Continued)*

The PRC

As stipulated by rules and regulations in the PRC, subsidiaries in the PRC are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees (the "PRC Retirement Scheme"). The PRC Retirement Scheme is responsible for the entire pension obligations payable to all retired employees. Under PRC Retirement Scheme, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

(iii) Post employment benefits

The Group has a defined benefit plan for long service payments under the Hong Kong Employment Ordinance.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. For long service payments obligations, the estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

The calculation of defined benefit obligation is performed by a qualified actuary using the projected unit credit method. Remeasurements arising from defined benefit plans, which comprise actuarial gains and losses, and the effect of any asset ceiling (excluding interest), are recognised immediately in other comprehensive income. Net interest expense for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the reporting period to the then net defined benefit liability, taking into account any changes in the net defined benefit liability during the period. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

(p) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants. Equity-settled share-based payments to directors, employees and consultants are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(p) Share-based payments *(Continued)*

Equity-settled share-based payments to consultants are initially recognised and subsequently accounted for resembling to accounting policy for equity-settled share-based payments to certain directors and employees taking into consideration by the management of the Group the services rendered from the consultants to be in substance as the outputs from employees.

(q) Borrowing costs

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

(r) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year/period. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all deductible taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which 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 of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, 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.

The carrying amount of deferred tax assets is reviewed at the end of each 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 rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(r) Taxation *(Continued)*

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

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the asset and settle the liability simultaneously.

(s) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss and other comprehensive income to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGU are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(t) Impairment of financial assets and contract assets

The Group recognises a loss allowance for ECL on trade receivables, contract assets, other receivables and cash and cash equivalents. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(t) Impairment of financial assets and contract assets *(Continued)*

Significant increase in credit risk *(Continued)*

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increase in credit risk on other financial instruments of the same debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

(i) the financial instrument has a low risk of default;

(ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there are no past due amounts.

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

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(t) Impairment of financial assets and contract assets *(Continued)*

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

- significant financial difficulties of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(t) Impairment of financial assets and contract assets *(Continued)*

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the asset's gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16 *Leases*.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(u) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, the directors of the Company are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors of the Company have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors of the Company have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES *(Continued)*

(b) Key sources of estimation uncertainty

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.

Fair value of investment properties

The Group appointed Masterpiece Valuation Advisory Limited, an independent qualified professional valuer, to assess the fair values of the investment properties as at 31 March 2026. In determining the fair values, the valuers have utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

The carrying amount of investment properties as at 31 March 2026 is disclosed in Note 20 to the consolidated financial statements.

Impairment of trade receivables and contract assets

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The amount of the impairment loss of trade receivables and contract assets based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

The carrying amount of trade receivables and contract assets as at 31 March 2026 is disclosed in Note 22 to the consolidated financial statements.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk mainly relating to shareholder's loan and cash and cash equivalents denominated in Hong Kong dollars ("HKD") but presented in the functional currency of RMB by the Group. The Group currently does not have a formal foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities but will consider hedging significant foreign currency exposure should the need arise.

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Foreign currency risk *(Continued)*

The table below summaries the changes in the Group's consolidated loss after tax and total equity in response to reasonably possible changes in the foreign exchange rate of HKD, referred from the trend in foreign exchange rate of HKD in the corresponding reporting period, to which the Group has significant exposure to the foreign currency risk at the end of the reporting period, with all other variables constant.

	Increase (decrease) in foreign exchange rate	(Increase) decrease on consolidated loss after tax and total equity
		RMB'000
31 March 2026	2%/(2%)	(246)/246
31 March 2025	2%/(2%)	(1,018)/1,018

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables and contract assets) and from its financing activities, including deposits with banks and financial institutions. The Group's exposure to credit risk arising from other receivables and deposits is limited after taking into consideration the financial positions of the counterparties, and the Group's historical credit loss experience. In addition, the Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks or financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

Trade receivables and contract assets

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due in 30 days from the date of billing for sales of LNG, and are due within one to two years after the completion of works for construction related and consultancy service. Debtors with balances past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Credit risk *(Continued)*

Trade receivables and contract assets *(Continued)*

The Group measures allowance of impairment on trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience indicate significantly different loss patterns for different customer segments, the allowance of impairment on trade receivables based on historical credit loss experience is further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECL for trade receivables and contract assets as at 31 March 2026 and 2025:

31 March 2026	**Expected loss rate**	**Gross carrying amount**	**Total allowance for impairment**
	%	**RMB'000**	**RMB'000**
Not past due	**15.7%**	**40,814**	**6,418**
Past due:			
— 1 to 60 days	**40.9%**	**15,546**	**6,364**
— 61 to 120 days	**62.4%**	**16,536**	**10,322**
— 121 to 180 days	**N/A**	**—**	**—**
— 181 to 365 days	**100.0%**	**6,396**	**6,396**
— Over 365 days	**100.0%**	**3,900**	**3,900**
		83,192	**33,400**
31 March 2025			
Not past due	2.7%	31,021	842
Past due:			
— 1 to 60 days	N/A	—	—
— 61 to 120 days	N/A	—	—
— 121 to 180 days	N/A	—	—
— 181 to 365 days	24.8%	5,478	1,356
— Over 365 days	100.0%	17,117	17,117
		53,616	19,315

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Credit risk *(Continued)*

Trade receivables and contract assets *(Continued)*

Expected loss rates are based on actual loss experience over the past years. These rates are adjusted to reflect differences between economic conditions during the year over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movements in the loss allowance for trade receivables and contract assets during the year/period are as follows:

	31 March 2026 RMB'000	31 March 2025 RMB'000
At beginning of year/period	**19,315**	226,218
Amount written off during the year/period	**(1,180)**	(202,729)
Provision (reversal) of allowance, net	**15,265**	(4,174)
At end of year/period	**33,400**	19,315

Concentration of credit risk

The Group's concentration of credit risk by geographical locations is solely in the PRC, which accounted for 100% (2025: 100%) of the total carrying amount of trade receivables and contract assets as at 31 March 2026. The Group has concentration of credit risk as 64.5% (2025: 83.9%) and 100.0% (2025: 100.0%) of the total trade receivables and contract assets was due from the Group's largest debtor and the five largest debtors respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The directors of the Company closely monitor the Group's liquidity requirements and have taken a number of measures to improve the Group's cash flows and mitigate the liquidity pressures as described in note 2.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

	Within 1 year or on demand	Between 1 and 2 years	Between 2 and 5 years	Total undiscounted cash flows	Carrying amount
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 31 March 2026					
Trade and other payables	**105,163**	**–**	**–**	**105,163**	**105,163**
Lease liabilities	**1,720**	**428**	**688**	**2,836**	**2,664**
Shareholder's loan	**21,233**	**–**	**–**	**21,233**	**21,233**
	128,116	**428**	**688**	**129,232**	**129,060**
At 31 March 2025					
Trade and other payables	111,938	–	–	111,938	111,938
Lease liabilities	1,815	1,350	–	3,165	3,021
Shareholder's loan	53,601	–	–	53,601	53,601
	167,354	1,350	–	168,704	168,560

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(d) Categories of financial instruments

	31 March 2026 RMB'000	31 March 2025 RMB'000
Financial assets:		
Financial assets measured at amortised cost	**162,307**	45,964
Financial liabilities:		
Financial liabilities measured at amortised cost	**126,396**	165,539
Lease liabilities	**2,664**	3,021

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. FAIR VALUE MEASUREMENTS

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. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. FAIR VALUE MEASUREMENTS *(Continued)*

(a) Disclosures of level in fair value hierarchy

	Fair value measurements as at			
		31 March 2026		31 March 2025
	Level 1 RMB'000	**Level 3 RMB'000**	Level 1 RMB'000	Level 3 RMB'000
Recurring fair value measurements:				
Cryptocurrencies	**1,000**	**–**	–	–
Investment properties	**–**	**6,700**	–	7,300

(b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 March 2026 and 2025:

The Group's Financial Controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes and reports directly to the board of directors for these fair value measurements. Discussions of valuation processes and results are held between the Financial Controller and the board of directors regularly.

For level 3 fair value measurements, the following valuation techniques were applied:

Investment properties

Income approach by taking into account the current passing rent of the properties being held under existing tenancies and the reversionary values upon expiry of the existing tenancies.

7. FAIR VALUE MEASUREMENTS *(Continued)*

(b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurement at 31 March 2026 and 2025: *(Continued)*

Description	Valuation technique	Unobservable input	Range	Effect on fair value for increase of input	Fair value
					RMB'000
31 March 2026					
Investment properties — Commercial units located in the PRC	Income approach	Reversionary value (market unit rate per metre)	RMB30,664 per square metre	Increase	**6,700**
		Capitalisation rate	5%	Decrease	
31 March 2025					
Investment properties — Commercial units located in the PRC	Income approach	Reversionary value (market unit rate per metre)	RMB33,410 per square metre	Increase	7,300
		Capitalisation rate	5%	Decrease	

(c) The reconciliation of investment properties measured at fair value based on Level 3 are disclosed in Note 20 to the consolidated financial statements.

8. REVENUE

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Revenue from contracts with customers within the scope of IFRS 15		
Energy Business		
Sales of LNG	**77,910**	120,104
Management fee income	**340**	1,218
Revenue from other sources		
Property investments		
Rental income	**253**	194
	78,503	121,516
Timing of revenue recognition		
At a point in time	**77,910**	120,104
Over time	**593**	1,412
	78,503	121,516

9. OTHER INCOME

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Other management service income	**1,038**	1,577
Interest income on bank deposits	**17**	171
Interest income on late payments from customers	**2,243**	—
Others	**181**	270
	3,479	2,018

10. OTHER GAINS OR LOSSES

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Fair value changes of cryptocurrencies	**(353)**	—
Fair value changes of investment properties	**(600)**	(880)
Gains on early termination of leases	**186**	—
Net foreign exchange gains (losses)	**1,547**	(591)
Net gains (losses) on disposals of property, plant and equipment	**50**	(31)
	830	(1,502)

11. FINANCE (INCOME) COSTS

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Interest expenses on:		
Lease liabilities	**150**	209
Late payment with suppliers	**1,174**	4,489
Bank borrowing	**—**	173
Other loan	**—**	5,042
Reversal of provision for interest expenses on late payments to suppliers (Note)	**(3,028)**	—
	(1,704)	9,913

Note: On 30 January 2026, the interest expenses on late payments to suppliers were confirmed and the excess amount was reversed to profit or loss during the year ended 31 March 2026. Details are set out in note 35.

12. SEGMENT INFORMATION

Information reported to the Chief Executive Officer, being the chief operating decision maker ("CODM"), for the purpose of resources allocation and assessment of segment performance.

The Group has two reportable operating segments, which are (a) Energy Business; and (b) Property Investments. The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in Note 4 to the consolidated financial statements.

Segment results are measured as gross loss of each segment without allocation of administrative expenses, finance (income) costs, other income, other gains or losses, impairment allowance (reversal of impairment allowance) on trade receivables and contract assets under ECL model, net, impairment loss on property, plant and equipment and income tax (expense) credit. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

No segment assets or liabilities information or other segment information is provided as the CODM does not review this information for the purpose of resource allocation and assessment of segment performance.

No geographical segment information is presented as all the sales and operating losses of the Group are derived within the PRC and all the operating assets of the Group are located in the PRC, which is considered as one geographic location with similar risks and returns.

12. SEGMENT INFORMATION *(Continued)*

Information about operating segment results

	Energy business RMB'000	Investment properties RMB'000	Unallocated RMB'000	Total RMB'000
Year ended 31 March 2026				
Revenue from external customers	78,250	253	–	78,503
Segment results	(13,465)	(1,252)	(11,367)	(26,084)
Depreciation of property, plant and equipment	(562)	(79)	–	(641)
Depreciation of right-of-use assets	(1,211)	(335)	–	(1,546)
Fair value changes of investment properties	–	(600)	–	(600)
Fair value changes of cryptocurrencies	–	–	(353)	(353)
Impairment allowance on trade receivables and contract assets under ECL model, net	(15,265)	–	–	(15,265)
Other material items of income and expense:				
Costs of inventories sold	(70,849)	–	–	(70,849)
Staff cost, including directors' emoluments	(6,184)	(6)	(6,747)	(12,937)

12. SEGMENT INFORMATION *(Continued)*

	Energy business RMB'000	Investment properties RMB'000	Unallocated RMB'000	Total RMB'000
Fifteen months ended 31 March 2025				
Revenue from external customers	121,322	194	—	121,516
Segment results	(9,010)	(2,713)	(49,519)	(61,242)
Depreciation of property, plant and equipment	(651)	(160)	—	(811)
Depreciation of right-of-use assets	(1,101)	(367)	—	(1,468)
Impairment loss on property, plant and equipment	—	(497)	—	(497)
Fair value changes of investment properties	—	(880)	—	(880)
Reversal of impairment allowance on trade receivables and contract assets under ECL model, net	4,174	—	—	4,174
Other material items of income and expense:				
Costs of inventories sold	(116,737)	—	—	(116,737)
Staff cost, including directors' emoluments	(7,810)	(8)	(38,884)	(46,702)

Reconciliations of segment results	**Year ended 31 March 2026 RMB'000**	Fifteen months ended 31 March 2025 RMB'000
Revenue		
Total revenue of reportable segments	**78,503**	121,516
Segment results		
Total segment results of reportable segments	**(14,717)**	(11,723)
Unallocated amounts:		
Unallocated income	**172**	9
Unallocated corporate expenses	**(11,539)**	(49,528)
Loss before tax	**(26,084)**	(61,242)

12. SEGMENT INFORMATION *(Continued)*

Revenue from customers contributing over 10% of the total revenue of the Group are as follows:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Customer A	**35,207**	—
Customer B	**26,897**	26,597
Customer C	**12,727**	17,498
Customer D	**—**	42,961
Customer E	**—**	15,478

13. INCOME TAX EXPENSE (CREDIT)

Income tax has been recognised in profit or loss as follows:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Current tax		
Provision for the year/period – the PRC	**65**	120
Under(over)provision in prior period/years	**1**	(1,336)
Underprovision in current year/period	**—**	(31)
	66	(1,247)

No provision for Hong Kong Profits Tax was required since the Group had no assessable profits for the year ended 31 March 2026 and fifteen months ended 31 March 2025.

PRC Corporate Income Tax has been provided at a rate of 25% (fifteen months ended 31 March 2025: 25%) for the year ended 31 March 2026, except for subsidiaries eligible to be a "Small and Low-profit Enterprise" under PRC Corporate Income Tax Law to enjoy a beneficial rate of 20%.

Tax charged on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

13. INCOME TAX EXPENSE (CREDIT) *(Continued)*

The reconciliation between the income tax expense (credit) and the product of loss before tax multiplied by the respective applicable tax rates is as follows:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Loss before tax	**(26,084)**	(61,242)
Tax at the respective applicable tax rates	**(4,428)**	(11,081)
Tax effect of expenses not deductible	**1,885**	9,083
Tax effect of income not taxable	**(172)**	(6)
Tax effect of tax losses not recognised	**835**	3,440
Net tax effect of temporary differences not recognised	**3,061**	(1,316)
Utilisation of tax losses previously not recognised	**(1,116)**	—
Under(over)provision in prior period/years	**1**	(1,336)
Underprovision in current year/period	**—**	(31)
Income tax expense (credit)	**66**	(1,247)

As at 31 March 2026, the Group has not recognised deferred tax assets in respect of unused tax losses of approximately RMB32,672,000 (2025: RMB32,352,000) due to the unpredictability of future profit streams. Tax losses are all arisen in the PRC and will be expired within five years for offsetting against future taxable profits.

Under the Corporate Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries of approximately RMB224,441,000 (2025: RMB230,422,000) as at 31 March 2026 as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

14. LOSS FOR THE YEAR/PERIOD

The Group's loss for the year/period is stated after charging (crediting) the following:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Auditor's remuneration:		
Audit services	**690**	876
Non-audit services	**–**	367
	690	1,243
Depreciation:		
Property, plant and equipment	**641**	811
Right-of-use assets	**1,546**	1,468
	2,187	2,279
Fair value changes of investment properties	**600**	880
Fair value changes of cryptocurrencies	**353**	–
Impairment loss:		
Property, plant and equipment	**–**	497
Net (gains) losses on disposals of property, plant and equipment	**(50)**	31

15. EMPLOYEE BENEFITS EXPENSE INCLUDING DIRECTORS' EMOLUMENTS

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Employee benefits expense:		
Salaries and other allowances	**9,748**	15,582
Directors' fee	**1,267**	1,603
Discretionary bonus	**664**	1,197
Retirement benefit for defined contribution plans (Note)	**1,258**	1,540
Equity-settled share-based payment expenses	**–**	26,862
	12,937	46,784

Note: During the year ended 31 March 2026 and the fifteen months ended 31 March 2025, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 March 2026 and 31 March 2025 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

15. EMPLOYEE BENEFITS EXPENSE INCLUDING DIRECTORS' EMOLUMENTS *(Continued)*

Five highest paid individuals

The five highest paid individuals in the Group during the period included two directors (fifteen months ended 31 March 2025: four) whose directors' emoluments are reflected in the analysis presented in Note 16(a). The emoluments of the remaining three individual (fifteen months ended 31 March 2025: one) are set out below:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Salaries and allowances	**1,941**	1,068
Retirement benefit for defined contribution plans	**48**	21
	1,989	1,089

The emoluments fell within the following band:

	Number of individuals	
	Year ended 31 March 2026	Fifteen months ended 31 March 2025
HK$500,000 to HK$1,000,000 (equivalent to RMB453,000 to RMB906,000)	**3**	—
HK$1,000,001 to HK$1,500,000 (equivalent to RMB914,001 to RMB1,372,000)	**—**	1

During the year ended 31 March 2026 and the fifteen months ended 31 March 2025, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office, whether directly or indirectly, subsisting at the end of the year/period or any time during the year/period.

16. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

Name of directors	Directors' fee	Salaries and allowances	Retirement benefit for defined contribution plans	Equity-settled share based payments	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
For the year ended 31 March 2026					
Executive directors					
Mr. Hu Yishi	**181**	**–**	**–**	**–**	**181**
Mr. Chan Wing Yuen, Hubert	**181**	**946**	**64**	**–**	**1,191**
Ms. Lin Min, Mindy	**181**	**–**	**–**	**–**	**181**
Ms. Kwong Wai Man, Karina	**181**	**946**	**64**	**–**	**1,191**
Independent non-executive directors					
Ms. Ma Lee	**181**	**–**	**–**	**–**	**181**
Mr. Lau Kwok Kee	**181**	**–**	**–**	**–**	**181**
Mr. Wang Weijie	**181**	**–**	**–**	**–**	**181**
	1,267	**1,892**	**128**	**–**	**3,287**
For the fifteen months ended 31 March 2025					
Executive directors					
Mr. Hu Yishi	229	1,463	21	299	2,012
Mr. Chan Wing Yuen, Hubert	229	1,171	79	299	1,778
Ms. Lin Min, Mindy	229	1,463	21	299	2,012
Ms. Kwong Wai Man, Karina	229	1,171	79	299	1,778
Independent non-executive directors					
Ms. Ma Lee	229	–	–	–	229
Mr. Lau Kwok Kee	229	–	–	–	229
Mr. Wang Weijie	229	–	–	–	229
	1,603	5,268	200	1,196	8,267

During the year/period, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office, whether directly or indirectly, subsisting at the end of the year/period or any time during the year/period.

No director waived or has agreed to waive any emoluments for the year ended 31 March 2026 and the fifteen months ended 31 March 2025, except that Mr. Hu Yishi and Ms. Lin Min, Mindy have agreed to waive for the salaries and allowances for the year ended 31 March 2026.

16. BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company, any of its fellow subsidiaries, its holding companies or its subsidiaries was a party and in which the directors of the Company or the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year/period or at any time during the year/period.

17. DIVIDENDS

The board of directors does not recommend any payment of dividend in respect of the year ended 31 March 2026 and the fifteen months ended 31 March 2025.

18. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Loss attributable to owners of the Company		
Loss for the purpose of calculating basic and diluted loss per share	**(23,524)**	(60,794)

	Year ended 31 March 2026 '000	Fifteen months ended 31 March 2025 (restated) '000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating diluted loss per share	**549,226**	468,620

The number of ordinary shares in issue for the fifteen months ended 31 March 2025 has been adjusted retrospectively to reflect the share consolidation completed on 24 February 2026.

The computation of diluted loss per share for the year ended 31 March 2026 did not assume the exercises of the Company's outstanding share options as these are anti-dilutive.

19. PROPERTY, PLANT AND EQUIPMENT

	Land-use-right and building RMB'000	Leasehold improvements RMB'000	Machinery and equipment RMB'000	Furniture, fixtures and equipment RMB'000	Motor vehicles RMB'000	Total RMB'000
Cost						
At 1 January 2024	5,200	435	87,008	1,222	4,302	98,167
Additions	–	–	–	–	737	737
Disposals	–	–	–	–	(3,048)	(3,048)
Transfer to investment properties (Note 20)	(5,200)	–	–	–	–	(5,200)
At 31 March 2025 and 1 April 2025	**–**	**435**	**87,008**	**1,222**	**1,991**	**90,656**
Additions	**–**	**–**	**–**	**1,100**	**2,596**	**3,696**
Disposals	**–**	**–**	**–**	**–**	**(301)**	**(301)**
At 31 March 2026	**–**	**435**	**87,008**	**2,322**	**4,286**	**94,051**
Accumulated depreciation and impairment losses						
At 1 January 2024	187	359	87,008	1,158	2,358	91,070
Charge for the period	116	20	–	26	649	811
Disposals	–	–	–	–	(1,870)	(1,870)
Impairment loss	497	–	–	–	–	497
Transfer to investment properties (Note 20)	(800)	–	–	–	–	(800)
At 31 March 2025 and 1 April 2025	**–**	**379**	**87,008**	**1,184**	**1,137**	**89,708**
Charge for the year	**–**	**17**	**–**	**74**	**550**	**641**
Disposals	**–**	**–**	**–**	**–**	**(150)**	**(150)**
At 31 March 2026	**–**	**396**	**87,008**	**1,258**	**1,537**	**90,199**
Carrying amount						
At 31 March 2026	**–**	**39**	**–**	**1,064**	**2,749**	**3,852**
At 31 March 2025	–	56	–	38	854	948

20. INVESTMENT PROPERTIES

	31 March 2026 RMB'000	31 March 2025 RMB'000
At beginning of year/period	**7,300**	3,780
Transfer from property, plant and equipment (Note 19)	**—**	4,400
Fair value changes	**(600)**	(880)
At end of year/period	**6,700**	7,300

The Group's investment properties are situated in the PRC and held under medium-term leases. The lease terms of leases whereby the Group leases out its investment properties under operating leases are three years (2025: three years).

The valuations of investment properties were performed by Masterpiece Valuation Advisory Limited (2025: Masterpiece Valuation Advisory Limited) to assist on the fair value determinations using income approach by taking into account the current passing rent of the properties being held under existing tenancies and the reversionary values upon expiry of the existing tenancies.

Amount recognised in consolidated statement of profit or loss for investment properties:

	31 March 2026 RMB'000	31 March 2025 RMB'000
Rental income	**253**	194

Operating leases relate to investment properties owned by the Group with lease terms of three years (2025: three years). All operating lease contracts contain market review clauses in the vent that the lessee exercises its options to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

	31 March 2026 RMB'000	31 March 2025 RMB'000
Within one year	**251**	251
In the second year	**143**	251
In the third year	**—**	143
	394	645

21. RIGHT-OF-USE ASSETS

	Motor vehicle RMB'000	Office premise RMB'000	Total RMB'000
As at 1 January 2024	–	151	151
Additions	–	3,923	3,923
Depreciation	–	(1,468)	(1,468)
Exchange difference	–	54	54
As at 31 March 2025 and 1 April 2025	–	2,660	2,660
Additions	274	1,594	1,868
Depreciation	(27)	(1,519)	(1,546)
Exchange difference	(8)	(77)	(85)
As at 31 March 2026	**239**	**2,658**	**2,897**

Lease liabilities of RMB2,664,000 (2025: RMB3,021,000) are recognised with related right-of-use assets of RMB2,897,000 as at 31 March 2026 (2025: RMB2,660,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Depreciation expenses on right-of-use assets	**1,546**	1,468
Interest expense on lease liabilities (included in finance costs)	**150**	209
Expenses relating to short-term leases (included in administrative expenses)	**314**	374

Details of total cash outflows for leases is set out in Note 34(b) to the consolidated financial statements.

The Group leases office premises and a motor vehicle for its operations. Lease contracts are entered into for fixed terms of 3 to 5 years for the year ended 31 March 2026 (2025: 3 to 5 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

22. TRADE RECEIVABLES AND CONTRACT ASSETS

	31 March 2026 RMB'000	31 March 2025 RMB'000
Trade receivables and contract assets	**83,192**	53,616
Less: allowance for impairment	**(33,400)**	(19,315)
	49,792	34,301

The settlement periods of the construction related and consultancy services are generally within one to two years after the completion of services. Meanwhile, the credit period granted to sales of LNG customers is 30 days.

The aging analysis of trade receivables and contract assets, net of loss allowance, presented based on the invoice dates at the end of the reporting period, which approximate the respective revenue recognition dates, is as follows:

	31 March 2026 RMB'000	31 March 2025 RMB'000
0 to 60 days	**38,635**	30,179
61 to 120 days	**11,157**	—
121 to 180 days	**—**	—
181 to 365 days	**—**	4,122
	49,792	34,301

The carrying amounts of the Group's trade receivables and contract assets are solely denominated in RMB.

23. PREPAYMENT, DEPOSITS AND OTHER RECEIVABLES

	31 March 2026 RMB'000	31 March 2025 RMB'000
Prepayment		
LNG purchases	**145,446**	280,714
Others	**639**	469
	146,085	281,183
Deposits		
Rental deposits	**519**	484
Utility deposits	**12**	12
Others	**6**	6
	537	502
Other receivables		
Value-added tax receivables	**4,800**	4,885
Others	**79**	49
	4,879	4,934
	151,501	286,619
Less: Portion classified as non-current assets	**(70)**	(454)
Portion classified as current assets	**151,431**	286,165

The carrying amounts of the Group's prepayment, deposits and other receivables are mainly denominated in RMB.

24. CASH AND CASH EQUIVALENTS

	31 March 2026 RMB'000	31 March 2025 RMB'000
Cash on hand	**179**	177
Bank balances	**111,720**	10,935
	111,899	11,112

Cash and cash equivalents comprise cash held by the Group and short-term deposits with an original maturity of three months or less. The balances are mainly denominated in HKD and RMB.

Conversion of RMB into foreign currencies is required to comply with the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

25. CRYPTOCURRENCIES

	31 March 2026 RMB'000	31 March 2025 RMB'000
The cryptocurrencies held by the Group representing:		
— Bitcoin	**474**	—
— Ethereum	**526**	—
	1,000	—

26. SHARE CAPITAL

	Number of shares '000	HK$'000	RMB'000
Authorised:			
Ordinary shares of HK$0.01 (2025: HK$0.00125) each			
At 1 January 2024, 31 March 2025 and 1 April 2025	64,000,000	80,000	65,120
Share consolidation (Note (d))	(56,000,000)	—	—
	8,000,000	80,000	65,120
Issued and fully paid:			
Ordinary shares of HK$0.01 (2025: HK$0.00125) each			
At 1 January 2024	3,666,936	4,584	3,724
Issue of shares under share option schemes (Note a)	366,688	458	423
At 31 March 2025 and 1 April 2025	4,033,624	5,042	4,147
Issue of shares under loan capitalisation (Note b)	370,000	462	422
Placing of shares (Note (c))	334,000	418	381
Share consolidation (Note d)	(4,145,421)	—	—
At 31 March 2026	592,203	5,922	4,950

26. SHARE CAPITAL *(Continued)*

Notes:

(a) During the fifteen months ended 31 March 2025, 366,688,000 ordinary shares of the Company were issued under share option schemes. The net proceeds of RMB54,185,000 were credited to share capital and share premium of RMB423,000 and RMB82,254,000 and debited to share option reserve of RMB28,492,000 respectively with the exercise price of HK$0.16 per share at the respective exercise day.

(b) On 16 April 2025, the Company entered into a loan capitalisation agreement with the shareholder to convert part of the shareholder's loan owed to him into equity amounting to approximately HK$27,370,000 (equivalent to approximately RMB24,960,000) by issuing a total of 230,000,000 capitalisation shares at the capitalisation price of HK$0.119 per capitalisation share (the "1st Loan Capitalisation"). The 1st Loan Capitalisation had completed on 4 July 2025.

On 20 October 2025, the Company entered into a loan capitalisation agreement with the shareholder to convert part of the shareholder's loan owed to him into equity amounting to approximately HK$13,720,000 (equivalent to approximately RMB12,526,000) by issuing a total of 140,000,000 capitalisation shares at the capitalisation price of HK$0.098 per capitalisation share (the "2nd Loan Capitalisation"). The 2nd Loan Capitalisation had completed on 8 December 2025.

(c) On 3 October 2025, the Company entered into two share subscription agreements with two subscribers to issue 334,000,000 shares (167,000,000 shares each) under general mandate at HK$0.075 per shares (the "Share Subscription Agreements"). The net proceeds of approximately HK$24,750,000 (equivalent to approximately RMB22,046,000). The share subscription was completed on 17 October 2025.

(d) Pursuant to a resolution passed on 20 February 2026, a share consolidated was approved with effect from 24 February 2026 in which every 8 of the then existing issued and unissued ordinary shares of HK$0.00125 each in the share capital of the Company were consolidated into 1 consolidated share having a par value of HK$0.01 per share (the "Share Consolidation"). Immediately after the Share Consolidation, the authorised share capital of the Company comprised 8,000,000,000 consolidated shares of HK$0.01 each of which 592,203,000 consolidated shares of HK$0.01 each were in issue.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by total equity. Total debt comprises lease liabilities and shareholder's loan. Adjusted capital comprises all components of equity, accumulated losses and other reserves except for non-controlling interests.)

26. SHARE CAPITAL *(Continued)*

The debt-to-adjusted capital ratios at 31 March 2026 and 2025 were as follows:

	31 March 2026 RMB'000	31 March 2025 RMB'000
Total debt	**23,897**	56,622
Less: Cash and cash equivalents	**(111,899)**	(11,112)
Net debt	**(88,002)**	45,510
Total equity	**161,689**	125,016
Debt-to-adjusted capital ratio	**N/A**	36%

27. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	Note	31 March 2026 RMB'000	31 March 2025 RMB'000
Non-current asset			
Investments in subsidiaries		**–**	–
Current assets			
Prepayments		**250**	248
Cash and cash equivalents		**385**	987
		635	1,235
TOTAL ASSETS		**635**	1,235
Capital and reserves			
Share capital		**4,950**	4,147
Reserves	27(b)	**(43,396)**	(76,216)
TOTAL EQUITY		**(38,446)**	(72,069)
Current liabilities			
Other payables and accruals		**1,210**	2,264
Shareholder's loan		**20,432**	53,601
Amounts due to subsidiaries		**17,439**	17,439
		39,081	73,304
TOTAL EQUITY AND LIABILITIES		**635**	1,235

Approved by the board of directors on 26 June 2026 and are signed on its behalf by:

Hu Yishi
Director

Chan Wing Yuen, Hubert
Director

27. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY *(Continued)*

(b) Reserve movement of the Company

	Share premium RMB'000	Share option reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2024	57,075	23,170	(182,633)	(102,388)
Total comprehensive expenses for the period	–	–	(54,452)	(54,452)
Equity-settled share-based payments transaction	–	26,862	–	26,862
Issue of shares under share option schemes (Note 26)	82,254	(28,492)	–	53,762
Forfeiture of share options (Note 33)	–	(21,540)	21,540	–
At 31 March 2025 and 1 April 2025	**139,329**	**–**	**(215,545)**	**(76,216)**
Total comprehensive expenses for the year	**–**	**–**	**(26,574)**	**(26,574)**
Placing of shares (Note 26)	**22,489**	**–**	**–**	**22,489**
Transaction costs attributable to issue of shares	**(824)**	**–**	**–**	**(824)**
Issue of shares under loan capitalisation (Note 26)	**37,064**	**–**	**–**	**37,064**
Forfeiture of unclaimed dividends (Note)	**–**	**–**	**665**	**665**
At 31 March 2026	**198,058**	**–**	**(241,454)**	**(43,396)**

Note: During the year ended 31 March 2026, the Company forfeited the unclaimed dividends amounted to approximately RMB665,000 in relation to the 2018 final dividend declared on 18 March 2019.

28. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account is available for distribution to shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company is in a position to pay off its debts as they fall due in the ordinary course of business of the Company.

(ii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in Note 4(p) to the consolidated financial statements.

29. LEASE LIABILITIES

	Minimum lease payments		**Present value of minimum lease payments**	
	31 March 2026 RMB'000	31 March 2025 RMB'000	**31 March 2026 RMB'000**	31 March 2025 RMB'000
Within 1 year	**1,720**	1,815	**1,626**	1,705
Between 1 and 2 years	**428**	1,350	**385**	1,316
Between 2 and 5 years	**688**	–	**653**	–
	2,836	3,165	**2,664**	3,021
Less: Total future interest expenses	**(172)**	(144)		
Present value of lease liabilities	**2,664**	3,021		

The weighted average incremental borrowing rate applied was 5% (2025: 5%).

The carrying amounts of lease liabilities are mainly denominated in HKD and RMB (2025: RMB).

30. TRADE AND OTHER PAYABLES AND ACCRUALS

	31 March 2026 RMB'000	31 March 2025 RMB'000
Trade payables	**97,169**	102,561
Other payables:		
Payables to construction suppliers	**7,022**	7,022
Dividend payables	**556**	1,229
Other tax payables	**1,369**	938
Others	**416**	1,126
	9,363	10,315
Accruals:		
Accrual staff costs	**145**	476
Accrual administrative expenses	**1,469**	1,724
Accrued interest for late payments to suppliers	**2,239**	5,089
	3,853	7,289
	110,385	120,165

Trade payables comprised amounts due to suppliers for purchase of goods or services used in regular course of business. Trade payables are non-interest bearing and generally due according to contract terms.

The aging analysis of trade payables based on invoice date is as follows:

	31 March 2026 RMB'000	31 March 2025 RMB'000
0 to 30 days	**11**	—
31 to 60 days	**—**	—
61 to 90 days	**—**	—
91 to 180 days	**—**	—
Over 180 days	**97,158**	102,561
	97,169	102,561

The carrying amounts of the Group's trade and other payables and accruals are mainly denominated in RMB.

31. CONTRACT LIABILITIES

Contract liabilities represent receipt in advance from customers and the movements during the year/period are as below:

	31 March 2026 RMB'000	31 March 2025 RMB'000
Balance at beginning of year/period	**6,446**	–
(Decrease) increase in contract liabilities as a result of billing in advance of sales of goods	**(6,446)**	6,446
Balance at end of year/period	**–**	6,446

The carrying amount of the Group's contract liabilities is solely denominated in RMB.

32. SHAREHOLDER'S LOAN

	31 March 2026 RMB'000	31 March 2025 RMB'000
Shareholder's loan	**21,233**	53,601

Note: The shareholder's loan is unsecured, non-interest bearing and denominated in HKD and RMB (2025: HKD). The shareholder has agreed not to demand repayment until the Group has enough cash to repay.

Details of the loan capitalisation for the shareholder's loan are set out in note 26.

33. SHARE-BASED PAYMENTS

Equity-settled share option scheme

The Company operates share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The board of directors of the Company may grant options to directors and eligible employees and consultants of the Company or its subsidiaries to subscribe for shares in the Company at a consideration equal to the higher of the closing price of the shares of the Company on the Stock Exchange at the date of offer of grant and the average closing prices of the shares of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant of the options.

Options granted must be taken up within 28 days for Scheme 2011 and 21 days for Scheme 2023 from the date of grant, upon payment of HK$1. Options may be exercised at any time from the date of grant of the share option up to the tenth anniversary of the date of grant as determined by the directors at their discretion.

The maximum number of shares of the Company in respect of which options may be granted, when aggregated with any other share option scheme of the Company, shall not exceed 30% of the issued share capital of the Company from time to time excluding any shares issued upon the exercise of options granted pursuant to Scheme 2011. Notwithstanding the foregoing, the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under Scheme 2011 shall not exceed 10% of the shares in issue from time to time. For Scheme 2023, the maximum number of shares of the Company which may be issued in respect of all share options and awards which may be granted at any time under Scheme 2023 together with options and awards which may be granted under any other share schemes for the time being of the Company should not exceed such number of shares as equal to 10% of the issued share capital of the Company.

The total number of shares issued and to be issued upon exercise of the options granted to a participant under respective scheme (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue from time to time. Each Scheme is valid and effective for a period of 10 years and may continue to be exercisable in accordance with their terms of issue.

Scheme 2011

Scheme 2011 has become effective on 12 December 2011.

On 25 November 2014, the Company granted 28,000,000 share options to the Company's directors, employees and consultants at the exercise price of HK$0.81 per option (i.e. 224,000,000 share options with exercise price of HK$0.10125 each after the share subdivision on 20 May 2016). Further on 9 June 2017, the Company granted 343,536,000 share options to the Company's directors, employees and consultants at the exercise price of HK$0.289 per option.

On 9 June 2024, the number of shares in respect of which options had been granted under Scheme 2011 of 209,480,000, representing 5.7% of the shares of the Company in issue were lapsed.

33. SHARE-BASED PAYMENTS *(Continued)*

Equity-settled share option scheme *(Continued)*

Scheme 2011 *(Continued)*

Details of the specific categories of options granted under Scheme 2011 are as follows:

Option type	Date of grant	Exercise period	Exercise price	Fair value at grant date
Option to directors				
Option C (Note 1)	09.06.2017	09.06.2018 to 09.06.2024	HK$0.289	HK$0.1262
Option D (Note 2)	09.06.2017	09.06.2019 to 09.06.2024	HK$0.289	HK$0.1273
Option E (Note 3)	09.06.2017	09.06.2020 to 09.06.2024	HK$0.289	HK$0.1287
Option to employees				
Option I (Note 1)	09.06.2017	09.06.2018 to 09.06.2024	HK$0.289	HK$0.1117
Option J (Note 2)	09.06.2017	09.06.2019 to 09.06.2024	HK$0.289	HK$0.1170
Option K (Note 3)	09.06.2017	09.06.2020 to 09.06.2024	HK$0.289	HK$0.1219
Option to consultants				
Option F (Note 1)	09.06.2017	09.06.2018 to 09.06.2024	HK$0.289	HK$0.1320
Option G (Note 2)	09.06.2017	09.06.2019 to 09.06.2024	HK$0.289	HK$0.1320
Option H (Note 3)	09.06.2017	09.06.2020 to 09.06.2024	HK$0.289	HK$0.1320

Notes:

1. Option vested upon the first anniversary of the date of granted, being 9 June 2018, which shall be exercisable immediately until expiry of the period from 9 June 2018 to 9 June 2024 (both dates inclusive).

2. Option vested upon the second anniversary of the date of granted, being 9 June 2019, which shall be exercisable immediately until expiry of the period from 9 June 2019 to 9 June 2024 (both dates inclusive)

3. Option vested upon the third anniversary of the date of granted, being 9 June 2020, which shall be exercisable immediately until expiry of the period from 9 June 2020 to 9 June 2024 (both dates inclusive).

33. SHARE-BASED PAYMENTS *(Continued)*

Equity-settled share option scheme *(Continued)*

Scheme 2011 *(Continued)*

The following table discloses movement of Scheme 2011 for the fifteen months ended 31 March 2025 and the year ended 31 March 2026:

Option type	Outstanding at 1 January 2023 '000	Forfeited/ lapsed '000	Outstanding at 31 December 2023 and 1 January 2024 '000	**Lapsed '000**	**Outstanding at 31 March 2025 and 2026 '000**
Option C	30,944	–	30,944	**(30,944)**	**–**
Option D	30,944	–	30,944	**(30,944)**	**–**
Option E	30,944	–	30,944	**(30,944)**	**–**
Option G	1,664	–	1,664	**(1,664)**	**–**
Option H	28,216	–	28,216	**(28,216)**	**–**
Option I	22,776	(1,000)	21,776	**(21,776)**	**–**
Option J	27,776	(1,000)	26,776	**(26,776)**	**–**
Option K	39,216	(1,000)	38,216	**(38,216)**	**–**
	212,480	(3,000)	209,480	**(209,480)**	**–**
Exercisable at the end of the period/year			209,480		**–**
Weighted average exercise price (HK$)	0.289		0.289		**–**

Note: All share options were lapsed during the fifteen months ended 31 March 2025 and therefore no movement was disclosed for the year ended 31 March 2026.

The fair values of the options granted under Scheme 2011 were calculated using the Binomial model. The inputs into the model were as follows:

	Share price	**Exercise price**	**Expected volatility**	**Expected life**	**Risk-free rate**	**Expected dividend yield**
Option C	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option D	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option E	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option G	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option H	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option I	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option J	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%
Option K	HK$0.28	HK$0.289	46.380%	7 years	1.040%	0%

33. SHARE-BASED PAYMENTS *(Continued)*

Equity-settled share option scheme *(Continued)*

Scheme 2011 *(Continued)*

The expected volatilities are based on historical volatilities of the Company. Expected dividend yields are based on historical dividend yields of the Company. Changes in these subjective input assumptions could materially affect the fair value estimate.

209,480,000 share options were lapsed due to expiry of exercisable period during the fifteen months ended 31 March 2025, resulting in the transfer of the corresponding share-based payment reserve of approximately RMB21,540,000 (year ended 31 March 2026: nil) to accumulated losses.

Scheme 2023

Scheme 2023 has become effective on 14 September 2023.

On 11 December 2023, the Company granted 366,688,000 share options to the Company's directors and employees at the exercise price of HK$0.16 per option, those options had been exercised subsequently. As such, as at 31 March 2026, the total number of share options available for grant under the scheme mandate limited (which is 366,693,600 shares, representing 10% of the issued share capital of the Company as at the date of approval of the Scheme 2023) of the Scheme 2023 was 700 (after taking into account the effect of share consolidation effective on 24 February 2026) (2025: 5,600).

Details of the specific categories of options are as follows:

Option type	Date of grant	Vesting period	Exercise period	Exercise price	Fair value at grant date
Options to directors	11.12.2023	11.12.2023 to 10.12.2024	11.12.2024 to 10.12.2033	HK$0.160	HK$0.095
Options to employees	11.12.2023	11.12.2023 to 10.12.2024	11.12.2024 to 10.12.2033	HK$0.160	HK$0.085

33. SHARE-BASED PAYMENTS *(Continued)*

Equity-settled share option scheme *(Continued)*

Scheme 2023 *(Continued)*

The following table discloses movement of Scheme 2023 for the fifteen months ended 31 March 2025 and the year ended 31 March 2026:

Option type	Outstanding at 1 January 2023 '000	Granted '000	Outstanding at 31 December 2023 and 1 January 2024 '000	Exercised '000	Outstanding at 31 March 2025 and 2026 '000
Options to Directors	–	14,656	14,656	(14,656)	–
Options to Employees	–	352,032	352,032	(352,032)	–
	–	366,688	366,688	(366,688)	–
Exercisable at the end of the period/year			–		–
Weighted average exercise price (HK$)	–		0.160		–

Note: All share options were exercised during the fifteen months ended 31 March 2025.

The fair values of the options granted under Scheme 2023 were calculated using the Binomial model. The inputs into the model were as follows:

	Share price	Exercise price	Expected volatility	Expected life	Risk-free rate	Expected dividend yield
Directors	HK$0.160	HK$0.160	59.819%	10 years	3.830%	0%
Employees	HK$0.160	HK$0.160	59.819%	10 years	3.830%	0%

The expected volatilities are based on historical volatilities of the Company. Expected dividend yields are based on historical dividend yields of the Company. Changes in these subjective input assumptions could materially affect the fair value estimate.

During the fifteen months ended 31 March 2025, the Group recorded total expenses of approximately RMB26,862,000 (year ended 31 March 2026: nil) in respect of the share option schemes.

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

(i) During the year ended 31 March 2026, the Group entered into new lease agreements for the use of office premises in Tianjin and Shenzhen, and a motor vehicle in Hong Kong respectively for 3-5 years. On the leases commencement, the Group recognised approximately RMB1,868,000 right-of use assets and lease liabilities respectively (the fifteen months ended 31 March 2025: approximately RMB3,923,000 right-of-use assets and lease liabilities respectively).

(ii) During the year ended 31 March 2026, the Company completed the 1st Loan Capitalisation and the 2nd Loan Capitalisation with Mr. Hu Yishi, an executive director and chairman of the Board, which partial amount of the shareholder's loan of approximately RMB37,486,000 was set off by the converted into equity. Details are set out in note 26.

(iii) During the fifteen months ended 31 March 2025, addition of investment properties of RMB4,400,000 (year ended 31 March 2026: nil) were transferred from property, plant and equipment.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

			Non-cash charges					
	At beginning of period/year	Net cash flows	Addition of right-of-use assets	Interest expense	Early termination	Foreign exchange	Loan capitalisation	At end of period/year
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 March 2026								
Lease liabilities	**3,021**	**(2,112)**	**1,868**	**150**	**(186)**	**(77)**	**–**	**2,664**
Shareholder's loan	**53,601**	**6,446**	**–**	**–**	**–**	**(1,328)**	**(37,486)**	**21,233**
	56,622	**4,334**	**1,868**	**150**	**(186)**	**(1,405)**	**(37,486)**	**23,897**
31 March 2025								
Lease liabilities	1,090	(2,243)	3,923	209	–	42	–	3,021
Other loan	86,082	(91,124)	—	5,042	–	–	–	–
Bank borrowing	8,000	(8,173)	–	173	–	–	–	–
Shareholder's loan	–	53,093	–	–	–	508	–	53,601
	95,172	(48,447)	3,923	5,424	–	550	–	56,622

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(Continued)

(c) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Within operating cash flows	**314**	374
Within financing cash flows	**2,112**	2,243
	2,426	2,617

These amounts relate to the following:

	Year ended 31 March 2026 RMB'000	Fifteen months ended 31 March 2025 RMB'000
Lease rental paid	**2,426**	2,617

35. CONTINGENT LIABILITIES

As at 31 March 2025, certain suppliers of the Group had initiated ten legal claims against its subsidiaries in the PRC, seeking settlement of approximately RMB11,564,000 together with interest of approximately RMB5,089,000 in respect of construction works completed and materials purchased in 2018 and 2019.

During the year ended 31 March 2026, the Group received one additional claim from a supplier for approximately RMB4,196,000. Of the total claims, the courts concluded seven cases (including the additional claim) in which the Group was liable to repay approximately RMB5,403,000 together with related interest of approximately RMB1,118,000, all of which were paid during the year. The courts also ruled against two claims, determining that the Group was not liable to the interest related to the late payments to suppliers of approximately RMB3,028,000. Accordingly, the amount was reversed to profit or loss during the year ended 31 March 2026.

As a result, as at 31 March 2026, the Group has recognised for the remaining two legal claims in its consolidated financial statements amounts due to suppliers of approximately RMB5,571,000 (2025: RMB11,564,000) and accrued interest of approximately RMB2,239,000 (2025: RMB5,089,000).

36. INVESTMENTS IN SUBSIDIARIES

Particulars of the Group's principal subsidiaries at 31 March 2026 and 2025 are set out as follows:

Name of subsidiary	Country of incorporation/ Kind of legal entity	Issued and paid-up capital/ Registered capital	Percentage of ownership interest/voting power/ profit sharing		Principal activities/ Place of operation
			31 March 2026	31 March 2025	
Indirectly owned					
華夏北方能源科技發展(天津)有限公司 Hua Xia Northern Energy Technology Development (Tianjin) Limited**	PRC/Limited liability company	RMB95,000,000	**89.9%**	89.9%	Provision of technological development, construction and consultancy services on energy business/ PRC
華夏北方新能源科技發展(天津)有限公司 Hua Xia Northern New Energy Technology Development (Tianjin) Limited**	PRC/Limited liability company	RMB1,000,000	**90.0%**	90.0%	Provision of technological development, construction and consultancy services on energy business/ PRC
華夏北方科技發展(天津)有限公司 Hua Xia Northern Technology Development (Tianjin) Limited**	PRC/Limited liability company	RMB45,000,000	**89.9%**	89.9%	Provision of technological development, construction and consultancy services on energy business/ PRC
天晟九燃(上海)新能源有限公司 Tian Cheng Jiu Ran (Shanghai) New Energy Company Limited** (Note)	PRC/Wholly foreign owned enterprise	US$2,200,000	**100.0%**	100.0%	Sales of LNG/PRC
上海灝華能源發展有限公司 Shanghai Hao Hua Energy Development Limited**	PRC/Limited liability company	RMB5,000,000	**60.0%**	60.0%	Sales of LNG/PRC
天津津熱天然氣銷售有限公司 Tianjin Jin Re Natural Gas Sales Company Limited**	PRC/Limited liability company	RMB20,000,000	**81.8%**	81.8%	Sales of LNG/PRC
上海盈愷投資管理有限公司 Shanghai Ying Kai Investment Management Limited** (Note)	PRC/Wholly foreign owned enterprise	US$1,500,000	**100.0%**	100.0%	Property investment/ PRC

36. INVESTMENTS IN SUBSIDIARIES *(Continued)*

Name of subsidiary	Country of incorporation/ Kind of legal entity	Issued and paid-up capital/ Registered capital	Percentage of ownership interest/voting power/ profit sharing		Principal activities/ Place of operation
			31 March 2026	31 March 2025	
Indirectly owned (Continued)					
冠能集團有限公司 Crown Glory Holdings Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Money lending/ Hong Kong
怡大有限公司 Total Joy Corporation Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Provision of corporate services/Hong Kong
冠悦管理有限公司 Crown Joy Management Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Investment holding/ Hong Kong
北方新能源發展有限公司 Northern New Energy Development Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Investment holding/ Hong Kong
北方新能源管理有限公司 Northern New Energy Management Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Investment holding/ Hong Kong
鋭力管理有限公司 Sharp Power Management Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Investment holding/ Hong Kong
中華燃氣(香港)有限公司 Zhonghua Gas (Hong Kong) Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Investment holding/ Hong Kong
寶順發展有限公司 Treasure Trend Development Limited	Hong Kong/Limited liability company	HK$1	**100.0%**	100.0%	Investment holding/ Hong Kong

Note: These subsidiaries established in the PRC are wholly foreign owned enterprise.

** The English names of these companies represented the best effort by the management of the Group in translating their Chinese names as they do not have official English names.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

36. INVESTMENTS IN SUBSIDIARIES *(Continued)*

The following table shows information on the subsidiaries that have non-controlling interests material to the Group. The summarised financial information represents amounts before inter-company eliminations.

Name	Hua Xia Northern Energy Technology Development (Tianjin) Limited 華夏北方能源科技發展(天津)有限公司		Hua Xia Northern New Energy Technology Development (Tianjin) Limited 華夏北方新能源科技發展(天津)有限公司		Hua Xia Northern Technology Development (Tianjin) Limited 華夏北方科技發展(天津)有限公司		Tianjin Jin Re Natural Gas Sales Company Limited 天津津熱天然氣銷售有限公司		Shanghai Hao Hua Energy Development Limited 上海灝華能源發展有限公司	
	31 March 2026	31 March 2025	**31 March 2026**	31 March 2025	**31 March 2026**	31 March 2025	**31 March 2026**	31 March 2025	**31 March 2026**	31 March 2025
Place of incorporation/Place of operation	**PRC/PRC**	PRC/PRC	**PRC/PRC**	PRC/PRC	**PRC/PRC**	PRC/PRC	**PRC/PRC**	PRC/PRC	**PRC/PRC**	PRC/PRC
% of ownership interest/voting power/profit sharing held by Non-controlling interests	**10.1%/10.1%**	10.1%/10.1%	**10.0%/10.0%**	10.0%/10.0%	**10.1%/10.1%**	10.1%/10.1%	**18.2%/18.2%**	18.2%/18.2%	**40%/40%**	40%/40%
	RMB'000	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000
Non-current assets	**–**	–	**137**	19	**79,231**	78,419	**7**	–	**4**	7
Current assets	**9**	3,014	**45,531**	54,309	**212,743**	204,510	**293,040**	319,341	**6,462**	6,199
Non-current liabilities	**–**	–	**(94)**	–	**(647)**	–	**–**	–	**–**	–
Current liabilities	**(6,364)**	(9,345)	**(4,855)**	(16,644)	**(85,530)**	(90,750)	**(263,714)**	(265,805)	**(222)**	(204)
(Net liabilities)/net assets	**(6,355)**	(6,331)	**40,719**	37,684	**205,797**	192,179	**29,333**	53,536	**6,244**	6,002
Accumulated Non-controlling interests	**(642)**	(639)	**4,072**	3,768	**20,786**	19,410	**5,338**	9,738	**2,098**	2,401
Revenue	**–**	–	**–**	–	**–**	–	**65,522**	103,823	**12,728**	17,498
Profit/(loss)	**(24)**	(1)	**2,479**	(3,644)	**13,618**	(4,371)	**(26,003)**	4,298	**1,241**	2,058
Total comprehensive income	**(24)**	(1)	**2,479**	(3,644)	**13,618**	(4,371)	**(26,003)**	4,298	**1,241**	2,058
Profit/(loss) allocated to Non-controlling interests	**(2)**	–(*)	**248**	(364)	**1,375**	(441)	**(4,732)**	782	**496**	823
Net cash (used in)/generated from operating activities	**(24)**	–	**(611)**	300	**8,589**	287	**86,723**	(172,257)	**1,361**	361
Net cash generated from/(used in) investing activities	**–**	–	**733**	–	**(8,361)**	–	**(4)**	–	**3**	–
Net cash generated from/(used in) financing activities	**24**	–	**(118)**	(300)	**(216)**	(270)	**7,604**	(8,173)	**(1,000)**	–
Net increase/(decrease) in cash and cash equivalents	**–(*)**	–	**4**	–	**12**	17	**94,323**	(180,430)	**364**	361

(*) Represent amount less than RMB1,000

As at 31 March 2026, the cash and cash equivalents of the Group's subsidiaries in the PRC denominated in RMB amounted to RMB103,754,000 (31 December 2023: RMB8,218,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

37. RELATED PARTY TRANSACTIONS

The directors of the Company and the five highest paid employees are identified as key management members of the Group, whose compensations for the year ended 31 March 2026 and fifteen months ended 31 March 2025 are set out in notes 16 and 15 to the consolidated financial statements. The remunerations of the directors and key management members are determined by the Remuneration Committee of the Company having regard to the performance of individuals and market trends.

38. EVENTS AFTER THE REPORTING PERIOD

(a) On 2 April 2026, a direct wholly-owned subsidiary of the Company entered into a capital injection agreement with a non-controlling interest regarding the capital injection amounted to a total of US$5,499,900 (equivalent to approximately RMB37,869,000) to Gasbit Limited, an indirect non-wholly owned subsidiary of the Company. The proportion of equity interests of Gasbit Limited held by the Group shall remain at 51%. The principal activity of Gasbit Limited is energy asset management, technological research and development, and international strategic positioning. The business activities of Gasbit Limited will encompass the digitalisation and intelligent management of energy assets, the application of blockchain and Web3 technologies, scenario-based deployment of artificial intelligence, and the development of cross-border energy technology platforms and supporting infrastructure. The capital injection was not completed up to the date of this report.

(b) On 30 April 2026, an indirect non wholly-owned subsidiary of the Company and Tianjin Jin Re New Energy Company Limited, an entity established in the PRC with limited liability which is an independent third party ("Tianjin Jin Re New Energy"), entered into the project construction investment agreement, pursuant to which the Group agreed to contribute an investment sum of RMB80,000,000 to Tianjin Jin Re New Energy for participation in the project. The total investment amount of the project is estimated to be approximately RMB397,000,000.

The project refers to the construction project to be carried out by Tianjin Jin Re New Energy and its subsidiaries ("Tianjin Jin Re New Energy Group") in relation to the construction of a high-pressure natural gas pipeline in Jinghai District, Tianjin, the PRC which will connect to the 10.0MPa west-to-east high-pressure pipeline of China Oil & Natural Gas Pipeline Network Corporation's Mengxi coal-to-natural gas project at three gas intake points. Tianjin Jin Re New Energy Group has to complete the following matters on or before 30 June 2027: i) completion and formal acceptance of the main construction work of the project; ii) reclassification of the project from construction in progress to fixed assets; iii) transfer of the beneficial ownership of the fixed assets under the project to the project company owned by the Group and Tianjin Jin Re New Energy Group; and (iv) procure that the project company is in a position to commence operations. The parties further agreed that if the above undertakings are not fulfilled, Tianjin Jin Re New Energy shall refund the full investment amount to the Group without interest within one month after 30 June 2027.

Pursuant to the project construction investment agreement, the investment amount shall upon completion and acceptance of the project, be automatically converted to equity interests in the project company. The proportion of the equity interest in the project company which the Group is entitled to subscribe for shall be determined based on the percentage represented by the investment amount relative to the audited total investment amount of the project. The Group and Tianjin Jin Re New Energy shall enter into a separate agreement in relation to the equity transfer.

As of the date of this report, the project commenced the construction work and the land leveling work has been completed.

Summary of Financial Information

	For the year ended 31 December			For the fifteen months ended 31 March	**For the year ended 31 March**
	2021	2022	2023	2025	**2026**
	RMB'000	RMB'000	RMB'000	RMB'000	**RMB'000**
Revenue	420,656	200,529	186,652	121,516	**78,503**
Loss before taxation	(209,590)	(3,695)	(3,705)	(61,242)	**(26,084)**
Income tax (expense) credit	(3,995)	(44)	(320)	1,247	**(66)**
Loss for the year/period	(213,585)	(3,739)	(4,025)	(59,995)	**(26,150)**

	As at 31 December			As at 31 March	
	2021	2022	2023	2025	**2026**
	RMB'000	RMB'000	RMB'000	RMB'000	**RMB'000**
ASSETS AND LIABILITIES					
Total assets	358,922	346,729	349,670	342,940	**327,641**
Total liabilities	(214,230)	(203,776)	(210,428)	(183,246)	**(134,300)**
Net assets	144,692	142,953	139,242	159,694	**193,341**

A summary of the Group's result for the five financial years and the assets and liabilities of the Group as extracted from the published audited financial statements is set out above. The amounts set out in this financial summary are prepared as if the current structure of the Group had been in existence throughout the year/period presented.

Particulars of Investment Property

Location	Type	Tenure	Attributable interest of the Group
Unit 609, Jing An China Tower, 1701 Beijing West Road, Shanghai, the PRC*	Commercial	Medium-term lease	100%
Unit 1604, Jing An China Tower, 1701 Beijing West Road, Shanghai, the PRC	Commercial	Medium-term lease	100%

* Redesignated for lease out and transferred from property, plant and equipment to investment property in September 2024.