



JIAXING GAS
GROUP CO., LTD.*

嘉興市燃氣集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock code : 9908

2023

ANNUAL REPORT

** For identification purposes only*



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Sun Lianqing (*Chairman and chief executive officer*)
Mr. Xu Songqiang

Non-executive Directors

Mr. Zheng Huanli
Mr. Fu Songquan
Mr. Ruan Hongliang (*Retired on 9 June 2023*)
Mr. Xu Jiong
Ms. Ruan Zeyun (*Appointed on 9 June 2023*)

Independent Non-executive Directors

Mr. Yu Youda
Mr. Cheng Hok Kai Frederick
Mr. Zhou Xinfu

SUPERVISORS

Ms. Liu Wen (*Chairman*)
Ms. Xu Shuping (*Resigned on 11 January 2023*)
Ms. He Haiyan (*Appointed on 11 January 2023*)
Ms. Mu Nini

AUDIT COMMITTEE

Mr. Cheng Hok Kai Frederick (*Chairman*)
Mr. Yu Youda
Mr. Zhou Xinfu

NOMINATION COMMITTEE

Mr. Sun Lianqing (*Chairman*)
Mr. Yu Youda
Mr. Zhou Xinfu

REMUNERATION COMMITTEE

Mr. Yu Youda (*Chairman*)
Mr. Xu Jiong
Mr. Cheng Hok Kai Frederick

JOINT COMPANY SECRETARIES

Ms. Zhou Caihong (*Resigned on 9 June 2023*)
Ms. Pun Ka Ying
(ACG, HKACG)
Ms. Wang Shuiming (*Appointed on 9 June 2023*)

AUTHORIZED REPRESENTATIVES

Mr. Sun Lianqing
Ms. Pun Ka Ying

REGISTERED OFFICE AND HEADQUARTER IN THE PRC

5th Floor, Building 3
Hualong Plaza
Economic and Technological Development Zone
Jiaxing
Zhejiang Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

HONG KONG H SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

AUDITOR

Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

LEGAL ADVISORS

As to Hong Kong Law
Chiu & Partners
40/F, Jardine House
1 Connaught Place
Central
Hong Kong

As to PRC Law
Jia Yuan Law Offices
F408, Ocean Plaza
158 Fuxing Men Nei Street
Xicheng District
Beijing 100031
China

PRINCIPAL BANKERS

Bank of Communications Co., Ltd. (Jiaxing Branch)
No. 1086, Zhongshan East Road
Jiaxing
Zhejiang Province
PRC

Bank of Jiaxing Co., Ltd
No. 1001, Changsheng South Road
Jiaxing
Zhejiang Province
PRC

STOCK CODE

9908

COMPANY WEBSITE

<http://www.jxrqgs.com/>

DEFINITIONS

“AGM”	the annual general meeting of the Company to be held on 7 June 2024
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“City Development”	Jiaxing City Investment & Development Group Co., Ltd. (嘉興市城市投資發展集團有限公司), a state-owned enterprise established under the laws of the PRC on 21 December 2009 and solely owned by Zhejiang Jiaxing State-owned Capital Investment Management Company Limited* (浙江嘉興國有資本投資運營有限公司) and is indirectly owned as to 95.9571% by State-owned Assets Supervision and Administration Commission of Jiaxing Municipal People’s Government* (嘉興市人民政府國有資產監督管理委員會) and as to 4.0429% by Zhejiang Financial Development Co., Ltd.* (浙江省財務開發有限責任公司), a wholly-owned entity under Zhejiang Provincial Department of Finance* (浙江省財政廳)
“Company”	JiaXing Gas Group Co., Ltd.* (嘉興市燃氣集團股份有限公司), a joint stock limited liability company established under the laws of the PRC on 15 March 1998
“Concessions”	the Jiaxing Urban Area Concession and the Jiaxing Port Area Concession
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange
“Gangqu Gas”	Jiaxing Gangqu Natural Gas Company Limited* (嘉興市港區天然氣有限公司), a limited liability company established under the laws of the PRC on 15 August 2003 and a direct non-wholly owned subsidiary of the Company
“Gas and Refuelling”	Jiaxing Gas and Refuelling Station Co., Ltd. (嘉興市加油加氣站有限公司), a limited liability company established under the laws of the PRC on 29 September 2010 and a direct wholly-owned subsidiary of the Company
“Group”, “we”, “our” or “us”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the Stock Exchange
“Hangjia Liquefied Gas”	Zhejiang Hangjia Liquefied Gas Company Limited* (浙江杭嘉液化天然氣有限公司), a limited liability company established under the laws of the PRC on 27 December 2019 and owned as to 70% by Hangjiaxin and a subsidiary of our major joint venture
“Hangjiaxin”	Zhejiang Hangjiaxin Clean Energy Company Limited* (浙江杭嘉鑫清潔能源有限公司), a limited liability company established under the laws of the PRC on 24 July 2017 and owned as to 51% by the Company and regarded as a joint venture of the Company under the applicable accounting standards and a subsidiary of the Company pursuant to the Listing Rules

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Jiaran Construction”	Jiaying Jiaran Construction Company Limited* (嘉興市嘉燃建設有限公司), a limited liability company established under the laws of the PRC on 19 December 2006 and a direct wholly-owned subsidiary of the Company
“Jiaran Liquefied Gas”	Jiaying Jiaran Liquefied Gas Company Limited* (嘉興市嘉燃液化氣有限公司), a limited liability company established under the laws of the PRC on 16 April 2012 and a direct wholly-owned subsidiary of the Company
“Jiaran New Energy”	Jiaying Jiaran New Energy Company Limited* (嘉興市嘉燃新能源有限公司), a limited liability company established under the laws of the PRC on 3 August 2016 and a direct wholly-owned subsidiary of the Company
“Jiaying LPG”	Jiaying LPG Co., Ltd. (嘉興市管道液化氣有限責任公司), a limited liability company established under the laws of the PRC on 6 June 1995, and a direct wholly-owned subsidiary of the Company
“Jiaying Pipeline Company”	Jiaying Natural Gas Pipeline Network Management Co., Ltd.* (嘉興市天然氣管網經營有限公司), a limited liability company established under the laws of the PRC on 2 June 2006, and a direct wholly-owned subsidiary of City Development
“Jiaying Port Area Concession”	the concession agreement between Jiaying Port Area Planning Construction Bureau* (嘉興港區規劃建設局) and us, with effect from 1 May 2008, to act as the exclusive PNG distributor in Jiaying Port Operating Area for a period of 25 years, subject to renewal approval upon expiration, together with two supplemental agreements dated 8 May 2019 and 23 May 2019, respectively
“Jiaying Port Operating Area”	the operating area in Jiaying Port Area where the Group was granted the exclusive right to the operation and management of high, medium and low pressure piped gas, including sales of PNG, liquefied petroleum gas and other gaseous fuels to users by means of pipeline distribution under the Jiaying Port Area Concession
“Jiaying Urban Area Concession”	the concession agreement between Jiaying Planning and Construction Bureau* (嘉興市規劃與建設局), subsequently renamed as Jiaying Urban and Rural Construction Bureau* (嘉興市住房和城鄉建設局), and the Group, with effect from 1 January 2008, to act as the exclusive PNG distributor in Jiaying Urban Operating Area for a period of 25 years, subject to renewal approval upon expiration, together with the supplemental agreement dated 8 May 2019
“Jiaying Urban Operating Area”	the operating area in Jiaying Urban Area where the Group was granted the exclusive right to the operation and management of medium and low pressure piped gas, including sales of PNG and liquefied petroleum gas to users by means of pipeline distribution under the Jiaying Urban Area Concession
“Jiayuan Shencheng”	Zhejiang Jiayuan Shencheng Real Estate Group Co., Ltd* (浙江佳源申城房地產集團有限公司), a limited liability company established under the laws of the PRC on 6 April 2016
“Jie’an”	Jiaying Jie’an Transportation Company Limited* (嘉興市捷安運輸有限公司), a limited liability company established under the laws of the PRC on 4 September 2006 and a direct non-wholly owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“LNG”	liquefied natural gas
“LPG”	liquefied petroleum gas
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

“Nomination Committee”	the nomination committee of the Company
“PNG”	natural gas distributed to end users through pipelines
“PRC” or “China”	the People’s Republic of China, excluding for the purposes of this annual report, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus dated 30 June 2020 issued by the Company
“Qianyu”	Qianyu Group Company Limited* (乾宇集團有限公司), a limited liability company established under the laws of the PRC on 14 July 2009 and an associate of Mr. Fu Songquan (傅松權), the non-executive Director
“Remuneration Committee”	the remuneration committee of the Company
“Reporting Period” or “Year”	the year ended 31 December 2023
“RMB” or “Renminbi”	the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Taiding”	Zhejiang Taiding Investment Company Limited* (浙江泰鼎投資有限公司), a limited liability company established under the laws of the PRC on 26 January 2011 and owned as to 65% by Mr. Sun Lianqing and 35% by Ms. Xu Lili, the spouse of Mr. Sun Lianqing
“Urban Economics”	Urban Economics Pte. Ltd. (新加坡城市經濟發展有限公司*), a limited liability company incorporated in Singapore
“Xingzhou Jiayuan”	Yancheng Xingzhou Jiayuan Real Estate Development Co., Ltd.* (鹽城星洲佳源房地產開發有限公司), a limited liability company established under the laws of the PRC on 20 December 2019, an associate of Mr. Sun Lianqing, the chairman of the Board and an executive Director
“Xinye Energy”	Zhejiang Xinye Energy Co., Ltd. (浙江鑫液能源有限公司), a limited liability company established on 15 June 2023 and owned as to 100% by Hangjiaxin and a subsidiary of our major joint venture
“Zhuji Yujia”	Zhuji Yujia New Energy Technology Company Limited* (諸暨宇嘉新能源科技有限公司), a limited liability company established under the laws of the PRC on 13 December 2018, a wholly-owned subsidiary of Qianyu and an associate of Mr. Fu Songquan (傅松權), the non-executive Director

In this annual report, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of company names in Chinese or another language are marked with “” and are provided for identification purposes only.*

FINANCIAL HIGHLIGHTS

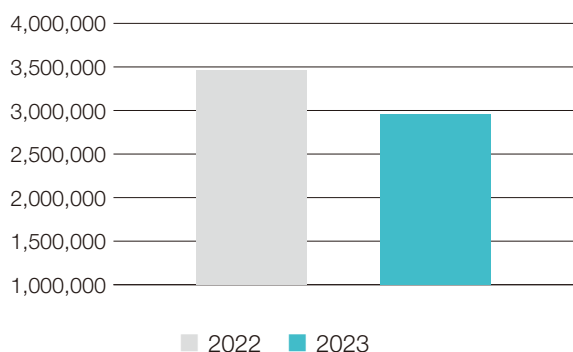
Revenue for the Year was RMB2,956.5 million, representing a decrease of 14.70% over last year.

Profit attributable to the Shareholders of the Company for the Year was RMB239.0 million, representing an increase of 244.88% over last year.

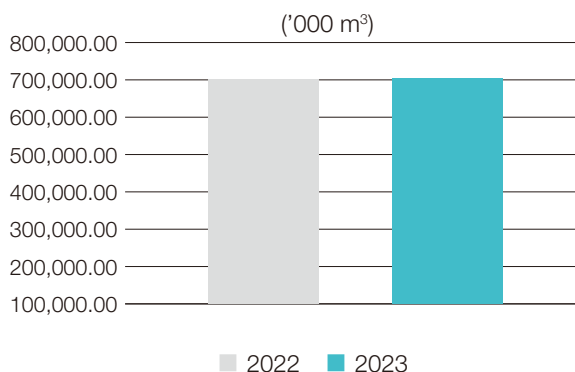
Total sales volume of natural gas for the Year was 704 million m³, representing an increase of 0.43% over last year.

The Board has proposed a final dividend of RMB0.40 (tax inclusive) per Share for the Year.

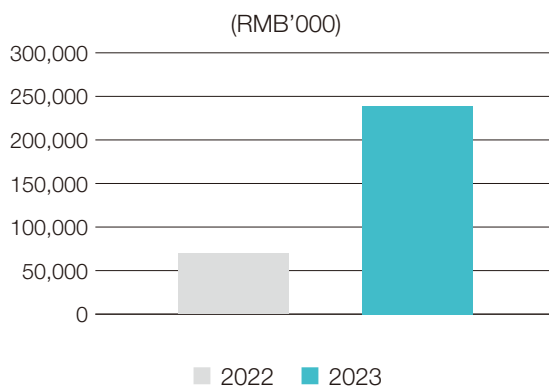
REVENUE (RMB'000)



NATURAL GAS SALES VOLUME



PROFIT ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY



Dear Shareholders,

On behalf of the Board of Jiaxing Gas Group Co., Ltd., I am pleased to present the Annual Report 2023 of the Group to you.

2023 marked the first year of the implementation of the guiding principles of the 20th CPC National Congress, and was a crucial year as a linkage between the past and the future of the implementation of China's "14th Five-Year Plan." Based on "making significant efforts in the energy reform" (深入推進能源革命), "accelerating the planning and construction of a new energy system" (加快規劃建設新型能源體系), "ensuring the safe supply of food, energy resources, and the important industry chain" (確保糧食、能源資源、重要產業鏈供應安全) stated in the report to the 20th CPC National Congress, Zhejiang Province put forward "green and low-carbon energy development and supply guarantee and price stabilization" as the priority of energy work in the next five years in Zhejiang Province. It required engineering focus on green and low-carbon energy transformation, safe and reliable energy supply, stability with a slight decline in energy costs of enterprises. It promoted the construction of power supply, power grids, energy storage, the natural gas pipeline network and other major projects of modern energy infrastructure. Under the principle of "enhancing control in the middle and deregulating on both ends" (管住中間、放開兩頭), Zhejiang Province comprehensively promotes fair access to pipeline network facilities, encourages upstream and downstream direct transactions, and steadily promotes the marketization of natural gas prices. In April 2023, the Development and Reform Commission of Zhejiang Province ceased to appraise and fix the provincial station price of natural gas.

The Group actively seized the opportunity, leveraged its own advantages, continuously optimized the Group's business structure, introduced measures for energy supply and price stability and accelerated the development of new, green and low-carbon energy. By giving full play to the advantages of the Dushan Port project, and the management's decisions and arrangements being in line with the situation and pragmatic initiatives to alleviate the difficulties and pressure, the Group obtained a more preferential gas price, which effectively lowered the natural gas price for the Group's end-users. Coupled with the gradual recovery of the economic development and the growth of local gas demand driven by the improvement of the local economy, the Group's profit attributable to the Shareholders in 2023 increased by 244.88% to RMB239.0 million.

In December 2023, the State Council issued the Action Plan for Continuous Improvement of Air Quality, which requires a resolute curb on blindly launching projects with high energy consumption, high emissions and low level, the increase in steel production capacity be strictly prohibited, and coal consumption in Beijing-Tianjin-Hebei area and its surrounding areas and the Yangtze River Delta decrease by around 10% and 5% respectively in 2025 as compared with those in 2020. Under the policy of strict control of coal consumption growth, coal consumption will gradually reduce after reaching a peak. Then, natural gas will continue to play the role of "a substitute for coal", assist in the synergistic efficiency of industrial energy pollution reduction and carbon reduction. Therefore, we believe that the demand for natural gas as low-carbon and clean energy will continue to increase steadily in the Yangtze River Delta, in consideration of the stable supply and price of natural gas, as well as the expected GDP growth target of Zhejiang Province in 2024, the continuous recovery of the local economy, and the continuous promotion of the policy of "carbon peaking and carbon neutrality". In 2024, we will seize development opportunities and strictly adhere to the fundamental principle of safety. Meanwhile, we will focus on transformation and upgrading, further strengthening the development of new energy businesses, and accelerating our progress towards becoming an integrated energy supplier and service provider.

Finally, on behalf of the Board of Directors, I would like to express my heartfelt thanks to all Shareholders, customers and all partners of the Group for their trust and support, and all employees of the Group for their hard work and dedication.

Sun Lianqing
Chairman

Jiaxing, Zhejiang, the PRC
25 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

In promoting the realization of the carbon peaking and carbon neutrality goal and the construction of a new energy system, the position and role of natural gas has become more and more important and prominent. A number of new policies have been issued or introduced by China in 2023 in relation to the market-oriented reform of natural gas, the development and management of natural gas market, the natural gas price reform, and the utilization of natural gas, such as the Measures for the Entry and Exit Management of Natural Gas Pipeline Network Facility Shippers (draft for comments)* (《天然氣管網設施托運商進入與退出管理辦法(徵求意見稿)》) issued by the National Energy Administration in March, the Guiding Opinions on Establishing and Improving a linkage mechanism for the Upstream and Downstream Prices of Natural Gas* (《關於建立健全天然氣價格上下游聯動機制的指導意見》) issued by National Development and Reform Commission in June, the Work Plan for Special Rectification of Gas Safety in Cities and Towns in China* (《全國城鎮燃氣安全專項整治工作方案》) issued by National Safe Production Commission in August, Natural Gas Utilization Policy (draft for comments)* (《天然氣利用政策(徵求意見稿)》) issued by National Energy Administration in September, the Criteria for Determination of Significant Hidden Dangers in Gas Operation in Cities and Towns issued by the Ministry of Housing and Urban-Rural Development of the PRC* (《城鎮燃氣經營安全重大隱患判定標準》) in October, and the Circular on Appraising and Fixing Trans-Provincial Natural Gas Pipeline Transportation Prices issued by the National Development and Reform Commission of the PRC* (《關於核定跨省天然氣管道運輸價格的通知》) in December. The intensive introduction of new policies about natural gas has great significance for promoting the high-quality development of natural gas.

RESULTS REVIEW

The Group, the largest city gas operator in Jiaxing, a major prefecture-level city in Zhejiang Province, PRC, is mainly engaged in the sale of PNG (subject to concessions), LNG and LPG, as well as the provision of construction and installation services. As at the end of the Reporting Period, the Group provided gas supply services for approximately 458,000 residential users and 2,447 industrial and commercial users.

The total sales volume of natural gas of the Group achieved 704 million m³ in 2023. Although there were factors affecting the business environment of the Group such as the international natural gas market being affected by warm temperatures during the heating season, high-level of natural gas inventories in Europe and the United States, and the easing of the tension between supply and demand of natural gas, all the staff of the Group strive to overcome the difficulties and helped the Group achieve sound performance during the Year and maintain a stable sales volume of natural gas after the 22.13% growth rate in 2022. Meanwhile, the Group has been working on further optimizing its PNG and LNG resource pools to reduce costs and enhance the Group's natural gas supply capacity and competitiveness in order to serve more users and create continuous value for Shareholders.

During the Reporting Period, the purchase price under the long-term LNG purchase agreement between Hangjiaxin and its suppliers was relatively lower than that in the market. During the Year, Hangjiaxin recorded a significant increase in gross profit due to the increase in LNG spot selling prices and buy-sale price spreads in the international market.

Adhering to the Group's policy of "Safety First; Prevention as the key; and Comprehensive Management" in its safe production work, the Group endeavors to perfect its safety responsibility management system, strengthen the inspection and rectification of potential hazards, and establish a solid foundation for safe development. In 2023, the Group has been focusing on specific rectification goals in relation to gas safety in cities and towns and carried out comprehensive inspections. The Group has also normalized inspections and rectifications of potential hazards in outdoor gas pipeline networks and has continuously launched safety inspections on the user-end to enhance publicity of gas safety on the user-end through multiple measures, assist the government in constructing a safe and stable underground "lifeline" in cities and actively fulfill our corporate social responsibility.

As at the end of the Reporting Period, the Group operated a natural gas pipeline network in its operating area, with a total length of 1,157.06 km (comprising 777.85 km of self-constructed pipeline network and 379.21 km of leased urban pipeline network, and excluding 27.44 km of urban pipeline network under construction, among which 13.59 km was self-constructed).

DEVELOPMENT STRATEGY AND OUTLOOK

Since 2020, natural gas development has slowed down due to the COVID-19 pandemic and a slowdown in economic growth, but the upward trend remains unchanged. Natural gas remains indispensable as a bridge and pillar in developing China's low-carbon energy structure by virtue of its advantages, such as low carbon, cleanliness, efficiency, flexibility and convenience. With the continuous growth of the gross domestic product in 2024, the Group will continue to promote residential living, public services, industrial and commercial consumption growth of city natural gas. At the same time, the Group should fully utilize PNG and LNG, LNG under long-term agreements with suppliers, and LNG prices in the spot market, and coordinate its resources, so as to enhance the Group's natural gas supply capacity and competitiveness. Under the background of low-carbon energy transition and the rapid development of new energy, the Group will further accelerate its transformation and upgrade into an integrated energy service provider and seek a new development path. The Group has completed the transformation of two stations into comprehensive energy stations with hydrogen energy and has put the stations into operations. In the future, the Group will further tap the synergy between the new energy business and the natural gas business, and actively expand new energy projects, so as to achieve sustainable development.

FINANCIAL OVERVIEW

Revenue

For the Year, the revenue of the Group was RMB2,956.5 million, representing a decrease of 14.7% compared with RMB3,466.0 million last year, mainly due to the decrease in the purchase price of natural gas and the sales price of non-residential natural gas compared with the same period of last year.

Gross Profit

For the Year, the gross profit of the Group was RMB265.6 million, representing an increase of 60.19% compared with RMB165.8 million last year, mainly due to the increase in gross profit due to lower purchase price as a result of diversification of gas sources.

MANAGEMENT DISCUSSION AND ANALYSIS

Other Income and Gains

For the Year, the other income and gains of the Group were RMB17.9 million, representing a decrease of 52.39% compared with RMB37.6 million last year, mainly due to the recognition of government subsidy income (residential gas price loss subsidy) and higher foreign exchange gains compared to last year.

Finance Costs

For the Year, the finance costs of the Group were RMB12.8 million, representing an increase of 18.52% compared with RMB10.8 million last year, mainly due to the slight increase in interest expense on bank acceptance discounts compared to last year.

Income Tax Expense

For the Year, the income tax expense of the Group increased from RMB26.0 million last year to RMB31.8 million. The effective tax rate for the Year was 24.85%.

Profit Attributable to Owners of the Parent

For the Year, the profit attributable to owners of the parent was RMB239.0 million, representing an increase of 244.88% compared with RMB69.3 million last year, mainly due to the higher gross profit of Hangjiaxin, which has led to a great increase in the profit attributable to the Group.

Liquidity, Financial Position and Capital Structure

As at 31 December 2023, the current assets of the Group amounted to RMB883.6 million (31 December 2022: RMB632.0 million), of which cash and bank balance were equivalent to RMB499.0 million (31 December 2022: RMB233.2 million).

As at 31 December 2023, the current ratio (current assets/current liabilities) of the Group was 0.94 (31 December 2022: 1.2) and the asset-liability ratio (total liabilities/total assets) was 59.75% (31 December 2022: 57.75%). As of 31 December 2023, the utilised bank loans were RMB189.3 million, all of which were denominated in RMB, with the annual interest rate of 4.35%-4.40%. RMB24.4 million of which was wholly repayable within one year or on demand and RMB164.9 million was wholly repayable in the second year, in the third to fifth year, or wholly repayable beyond five years. All the utilised bank loans are floating interest rate loans. As at 31 December 2023, the unutilised bank credit balance was RMB1,044.7 million. As at 31 December 2023, the Group also had lease liabilities of RMB161.3 million, of which RMB10.5 million is analyzed as current portion, and RMB150.8 million analyzed as non-current portion.

The gearing ratio of the Group was about 5.17% as at 31 December 2023 (as at 31 December 2022: about 15.17%). The ratio was calculated as net debt divided by total capital and net debt of the Group. As at 31 December 2023, the Group maintained a net cash position.

Exchange Rate Fluctuation Risk

As the Group operates all its businesses in the PRC, most of its revenues and expenses are denominated in RMB. The Group's foreign exchange exposure was mainly due to LNG trade in US dollars of Hangjiaxin, which affected the profit and loss attributable to the Group as a result of the impact of exchange rate fluctuations on Hangjiaxin's profits. The Group will closely monitor the interest rate and exchange rate in the market and take appropriate measures when necessary.

Contingent Liabilities

As at December 2018, Hangjiaxin, a joint venture company of the Company, obtained a bank loan for investment in property, plant and equipment used in operation, which was guaranteed by the Group. As at 31 December 2023, Hangjiaxin used its own property, plant and equipment in its operation as guarantee instead, and the Group ceased to provide any guarantee for Hangjiaxin. As at 31 December 2023, the Group had no material contingent liabilities.

Financial Guarantee Obligations

As at 31 December 2023, the Group had no financial guarantee obligations (as at 31 December 2022, the Group provided a guarantee to the bank for a loan of RMB477.3 million granted to Hangjiaxin, a joint venture company).

Pledge of Assets

As at 31 December 2023, the Group pledged certain assets to obtain banking facilities granted to the Group. The total carrying amounts of pledged assets of the Group are as follows:

	31 December 2023 (RMB million) (Audited)	31 December 2022 (RMB million) (Audited)
Pledge of assets:		
Investment properties	36.3	113.3
Property, plant and equipment	6.9	7.1

Significant investments and significant plans relating to significant investments or capital assets

Among the investments in joint ventures and associates, the investment in joint venture in relation to Hangjiaxin constituted a significant investment of the Group, with the Company holding a 51% interest in the joint venture. As at 31 December 2023, the Group had paid approximately RMB357.0 million as capital contribution to Hangjiaxin and the carrying amount of the Group's investment was approximately RMB471,035 million, representing approximately 17.74% of the Group's total assets. Hangjiaxin was established in 2017 for the construction and operation of a LNG storage and transportation station in Dushan Port, which is a coastal area, for the import and storage of LNG for diversification of the source of natural gas of the Group and to meet the demand for natural gas in Jiaying and neighbouring cities such as Shanghai, Hangzhou and Suzhou in the Yangtze River Delta. During the Reporting Period, Hangjiaxin commenced full operation, and the Group recorded an investment gain of approximately RMB147,609 million from its investment in Hangjiaxin and did not receive any dividend. The Board is of the view that Hangjiaxin will continue to be an important supplier of LNG to the Group and will continue to bring investment gain to the Group.

Save as disclosed, during the Reporting Period, the Group did not hold any significant investment and the Group does not have any future plans for material investments or capital assets as at the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Material Acquisition and Disposal

References are made to the announcements of the Company dated 8 May 2023 and 18 August 2023, and the circulars of the Company dated 24 May 2023 and 13 September 2023.

On 8 May 2023 and 18 August 2023, Jiaran Construction, a direct wholly-owned subsidiary of the Company entered into equity transfer agreements with Urban Economics for the acquisition of total 20% equity interest in Xingzhou Jiayuan, that is registered under the name of Yancheng Xiangyuan Real Estate Co., Ltd.* (鹽城祥源房地產有限公司) (an associate, within the meaning of the Listing Rules, of Mr. Sun Lianqing, the chairman of the Board and an executive Director) while being beneficially owned by Urban Economics, which shall be satisfied by way of pro tanto set-off against the debt owed by Jiayuan Shencheng to the Group, and Urban Economics has agreed to settle such amount of debt on behalf of Jiayuan Shencheng. The aforementioned acquisition of equity interests were completed upon registration with the market supervision and management authority and Xingzhou Jiayuan has become an associated company of the Company under the relevant accounting standards.

Save as disclosed, during the Reporting Period, the Group did not make any material acquisition or disposal of subsidiaries, associates and joint ventures.

Human Resources and Employee Compensation

As at 31 December 2023, the Group had a total of 408 (31 December 2022: 367) employees in the PRC. The total employee costs of the Group for the Year were approximately RMB79.2 million. The Group further strengthens the training of employees to enhance their professional level and overall quality, by providing targeted training courses to the management team, managers at various positions, professional technicians and service employees, and by distributing relevant policies and regulations, industry information and knowledge documents to employees. The Group also provides employees with competitive remuneration packages which are determined with reference to their qualifications and performance to incentivise them for hard work and better customer service.

Material Litigation

The Company was not involved in any material litigation or arbitration during the Reporting Period. The Directors are also not aware of any material litigation or claims that are pending or threatened against the Group during the Reporting Period and up to the date of this report.

EVENTS AFTER THE REPORTING PERIOD

No significant event occurred after the Reporting Period of the Company and up to the date of this report.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Sun Lianqing (“Mr. Sun”), aged 64, is the executive Director, the chairman and the chief executive officer who is responsible for the overall business strategies and operation of the Group. Mr. Sun is also the chairman of nomination committee of the Company. Mr. Sun has been the chairman of the Board and chief executive officer of the Company since the establishment of the Company on 15 March 1998 and he was re-designated as an executive Director on 23 September 2019. Mr. Sun is also the director of Hangjiaxin, a director of Gangqu Gas, a director and general manager of Hangjia Liquefied Gas and a chairman and general manager of Xinye Energy and a chairman and general manager of JiaXing Gas Group (Hong Kong) Holdings Limited. Mr. Sun is also the sole director of Taiding.

Mr. Sun has extensive experience in business administration and management. From August 1980 to June 1992, Mr. Sun was a teacher in various academic institutions in Jiaxing, Zhejiang Province, the PRC and he was responsible for delivering lectures and providing vocational training to students. From July 1992 to December 1997, Mr. Sun successively served as the office manager of Jiaxing Suburban Urban Construction Bureau* (嘉興市郊區城建局), director of Jiaxing Suburban Municipal Public Utilities Office* (嘉興市郊區市政公用事業處) and manager of Jiaxing Suburban LPG Company* (嘉興市郊區液化氣公司) in the PRC.

Mr. Sun graduated from Zhejiang Institute of Education* (浙江教育學院) of the PRC, majoring in mathematics education in July 1990. Mr. Sun graduated from Zhejiang University of the PRC, majoring in economics in July 2002. Mr. Sun is a senior economist in the PRC.

Mr. Xu Songqiang (“Mr. Xu”), aged 56, is the executive Director, standing deputy general manager and chief engineer who is responsible for the strategic planning implementation and internal control supervision of the Group. He was re-designated as an executive Director on 23 September 2019. Mr. Xu is also the chairman of Gangqu Gas, the chairman of the board of directors of Jiaran Liquefied Gas, a director and a manager of Jiaran New Energy, a director of Hangjiaxin, a director of Hangjia Liquefied Gas, a director of Xinye Energy and an executive Director and manager of Jiaxing LPG.

Mr. Xu has extensive experience in engineering project management. From August 1990 to December 1997, Mr. Xu was a staff member of engineering section in Jiaxing Gas Company* (嘉興市煤氣公司), the predecessor of the Company. From January 1998 to March 2000, he was the chief of safety technology section in Jiaxing Gas Company and later the Company, which was established on 15 March 1998. He served as the deputy general manager and was promoted to the current position of standing deputy general manager in November 2009.

Mr. Xu graduated from Zhejiang University in the PRC with a bachelor’s degree in chemical engineering machinery and equipment in June 1990. Mr. Xu is a professor-level senior engineer and a senior economist in the PRC.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

NON-EXECUTIVE DIRECTORS

Mr. Xu Jiong (“Mr. Xu”), aged 44, is a non-executive Director of the Company. Mr. Xu was appointed as a non-executive Director and a member of the Remuneration Committee on 10 June 2022.

Mr. Xu has extensive experience in investment project management. From November 2003 to June 2012, Mr. Xu successively served as the deputy chief and the chief of the Commerce, Trade and Tourism Section of the Office of Pinghu Municipal Government, the chief of the Agricultural Economics Section and the deputy director of the Office of Pinghu Municipal Government. From June 2012 to August 2015, he successively served as the deputy secretary of the party committee and the mayor of Xindai Town, Pinghu City. From August 2015 to November 2016, he served as the secretary of the party committee and the director of the Management Committee of Pinghu Administrative Service Center, and the director of the Office of Pinghu Public Resource Transaction Management Committee. From November 2016 to November 2018, he served as the chairman and the secretary of the party committee of Pinghu Urban Development Investment (Group) Co., Ltd.* (平湖市城市發展投資集團有限公司), as well as the chairman of City New Rural Construction Investment Co., Ltd.* (市新農村建設投資有限公司). From November 2018 to August 2020, he served as a member of the party committee and the deputy general manager of City Development, and the deputy director of the management committee of scenic areas of Nanhu District of Jiaying. Since August 2020, he has been the deputy secretary of the party committee and the deputy general manager of City Development, and the deputy director of the management committee of scenic areas of Nanhu District of Jiaying. Since February 2022, he has served as the deputy secretary of the party committee, the vice chairman and the general manager of City Development, and the deputy director of the management committee of scenic areas of Nanhu District of Jiaying, responsible for assisting the secretary of the party committee and the chairman in managing the business operation of City Development.

Mr. Xu graduated with a bachelor’s degree in law from the Party School of the CPC (中央黨校) in December 2004, and has been a senior economist in the PRC since February 2022.

Mr. Zheng Huanli (“Mr. Zheng”), aged 55, is the non-executive Director. Mr. Zheng was a Director from August 2018 to March 2019. He was re-appointed as a non-executive Director on 23 September 2019.

Mr. Zheng has extensive experience in financial management. He joined City Development in July 2002 and successively served as an assistant, an assistant manager of the finance department, the manager of the finance department and the head of the financial management centre, he is currently the manager of enterprise management department of City Development.

Mr. Zheng graduated from Zhejiang Radio and Television University* (浙江廣播電視大學) in the PRC majoring in financial accounting in March 1994. He graduated from Zhejiang University of Finance & Economics in the PRC majoring in accounting in January 2007.

Mr. Fu Songquan (“Mr. Fu”), aged 77, is the non-executive Director. Mr. Fu was appointed as a non-executive Director on 23 September 2019.

Mr. Fu has extensive experience in engineering and management. From February 1996 to January 2010, he was a legal representative and general manager of Fengye, which was known as Zhejiang Fengye Group Co., Ltd.* (浙江楓葉集團有限公司). From December 2009 to September 2011, he was a legal representative of Qianyu. From March 2009 to December 2012, he was a legal representative of Zhejiang Fengye Machinery Co., Ltd.* (浙江楓葉機械有限公司), a machinery sales and manufacturing company and a subsidiary of Qianyu. Since January 2013, he has been a director and the general manager of Qianyu. Since December 2018, he has been the sole director, the legal representative and the general manager of Zhuji Yujia.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Ruan Zeyun (“Ms. Ruan”), formerly known as Ms. Ruan Xiao (阮曉女士), aged 37, is the non-executive Director. Ms. Ruan was appointed as a non-executive Director on 9 June 2023.

Ms. Ruan has extensive experience in corporate management. Ms. Ruan is currently the company secretary, chairman and executive director of Flat Glass Group Co., Ltd., a company listed on the Stock Exchange (Stock code: 6865.HK) and Shanghai Stock Exchange (Stock code: 601865.SH). Ms. Ruan has been the company secretary of Flat Glass Group Co., Ltd. since November 2015, and the chairman of Flat Glass Group Co., Ltd. since June 2023, and was appointed as the executive director of Flat Glass Group Co., Ltd. in July 2023. Ms. Ruan is the daughter of Mr. Ruan Hongliang, a non-executive Director who has retired after the annual general meeting of the Company on 9 June 2023. Ms. Ruan graduated from Sheffield University in the United Kingdom in September 2009 with a master’s degree in management.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Youda (“Mr. Yu”), aged 59, is the independent non-executive Director. Mr. Yu was appointed as an independent non-executive Director on 10 January 2017. Mr. Yu is also the chairman of Remuneration Committee and a member of both the Audit Committee and Nomination Committee.

Mr. Yu has extensive experience in accounting and finance. From June 1994 to November 1999, he was the director of Zhejiang Xinda Certified Public Accountants, responsible for accounting matters. From December 1999 to August 2005, he was the director of Zhejiang Everbright Certified Public Accountants, responsible for accounting matters. Since September 2005, he has been the chairman of Zhejiang Weining Certified Public Accountants, responsible for overseeing accounting matters. From June 2011 to June 2017 and since August 2021, he was and has been an independent director of Hangzhou Landscape Architecture Design Institute Co., Ltd* (杭州園林設計院股份有限公司), a Chinese landscape architectural services company listed on the Shenzhen Stock Exchange (Stock code: 300649.SZ). Since 2018, Mr. Yu has been appointed as an external supervisor of Bank of Wenzhou. Since July 2019, he has been an independent director of Hengsheng Energy Co., Ltd* (恒盛能源股份有限公司), a Chinese energy company listed on the Shanghai Stock Exchange (Stock code: 605580). From 25 January 2021 to 9 February 2022, Mr. Yu was an independent director of Roshow Science and Technology Stock Co., Ltd, an electromechanical products manufacturing company listed on the Shenzhen Stock Exchange (Stock code: 002617.SZ).

Mr. Yu has been a senior accountant in the PRC since November 1996. He graduated from the Correspondence College of the Party School of the Central Committee of the Chinese Communist Party* (中共中央黨校函授學院) in the PRC in June 1992. Mr. Yu graduated the Zhejiang University in the PRC in July 1997.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Cheng Hok Kai Frederick (“Mr. Cheng”), aged 60, is the independent non-executive Director. Mr. Cheng was appointed as an independent non-executive Director on 23 September 2019. Mr. Cheng is also the chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Cheng has extensive experience in business, finance and accounting management. From November 1985 to August 1988, Mr. Cheng worked as an audit assistant and senior accountant of Price Waterhouse (currently known as PricewaterhouseCoopers), an accounting firm in Hong Kong, where he was primarily responsible for audit assignments for various companies. From July 1997 to August 2004, Mr. Cheng was the finance director of Asia Pacific and Japan of LSI Logic Hong Kong Limited, a company principally engaged in designing, developing, and marketing semiconductors and storage systems, focused in the storage, communication, and consumer markets, where he was primarily responsible for finance function for the operation in Asia Pacific and Japan. From August 2004 to April 2006, he was the finance director of Pacific Rim of Mentor Graphics Asia Pte Ltd., a company principally engaged in providing software and hardware design solutions for electronic design automation. From April 2006 to June 2008, he worked as the finance director for Asia Pacific and Japan of the Autodesk Asia Pte Ltd., a company principally engaged in providing 2D and 3D design software for the manufacturing, building and construction, and media and entertainment markets, where he was primarily responsible for finance and accounting function of the operation in Asia Pacific and Japan. From April 2010 to January 2018, Mr. Cheng worked as the company secretary and managing director of corporate finance and investment in PuraPharm Corporation Ltd., a medicine company listed on the Stock Exchange (Stock code: 1498.HK). From March 2017 to March 2022, Mr. Cheng was an independent non-executive director of Luzhou Xinglu Water (Group) Co., Ltd., a Chinese water supply services company listed on the Stock Exchange (Stock code: 2281.HK). From May 2019 to October 2019, Mr. Cheng worked as an executive director of Sanai Health Industry Group Company Limited, a pharmaceutical company listed on the Stock Exchange (Stock code: 1889.HK). He has been an independent non-executive director of CIMC Vehicles (Group) Co., Ltd, a Chinese company mainly engaged in the design, manufacture and sales of semi-trailers and truck bodies listed on the Stock Exchange (Stock code: 1839.HK) and the Shenzhen Stock Exchange (Stock code: 301039.SZ) since June 2019. Mr. Cheng has also been an independent non-executive director and the chairman of audit committee of China Shun Ke Long Holdings Limited, a company listed on the Stock Exchange (Stock code: 974.HK) since July 2020. On 1 January 2021, Mr. Cheng was appointed as the chief financial officer of Advanced Assembly Materials International Limited, a non-listed company registered in Hong Kong, with subsidiaries in mainland China, Malaysia, Singapore, Thailand, and the Philippines and a semiconductors packaging materials supplier.

Mr. Cheng graduated with a bachelor’s degree in finance and accounting from the University of Salford in the United Kingdom in July 1985, and a master’s degree in accounting from the University of New South Wales in Australia in May 1992. Mr. Cheng was admitted as an associate member of CPA Australia (formerly known as the Australian Society of Certified Practising Accountants) and an associate member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in February 1992 and April 1992, respectively. Mr. Cheng became fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia in March 2003 and January 2004, respectively. Mr. Cheng was admitted as an associate member of the Institute of Chartered Secretaries and Administrators of the United Kingdom in April 1995 and a member of the Governance Institute of Australia (formerly known as Chartered Secretaries Australia) in December 1996. Mr. Cheng became a fellow member of both the Institute of Chartered Secretaries and Administrators of the United Kingdom and the Governance Institute of Australia in June 2012 and November 2013, respectively. Mr. Cheng obtained the certificate of qualification as an independent director of a listed company issued by the Shenzhen Stock Exchange on 25 November 2020.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Zhou Xinfu (“Mr. Zhou”), aged 68, is the independent non-executive Director. Mr. Zhou was appointed as an independent non-executive Director on 4 June 2021. He is also a member of both the Audit Committee and Nomination Committee of the Company.

From June 1979 to July 1988, Mr. Zhou worked as an engineer at Zhejiang Chinese Medical University. After obtaining a master’s degree in engineering, Mr. Zhou worked in China Optoelectronics Development Center* (中国光电发展中心) as a senior engineer from January 1992 to May 2003. From June 2003 to December 2015, Mr. Zhou worked at Zhejiang Energy Research Institute* (浙江省能源研究所) as a professor-level senior engineer. From January 2016 to October 2020, Mr. Zhou worked at Zhejiang Energy Technology Research Institute* (浙能技術研究院) as a professor-level senior engineer. Mr. Zhou has been an independent director of Hengsheng Energy Co., Ltd.* (恒盛能源股份有限公司), a Chinese energy company listed on the Shanghai Stock Exchange (Stock code: 605580), since July 2019. Mr. Zhou has been as an independent non-executive director of Huzhou Gas Co., Ltd.* (湖州燃氣股份有限公司), a gas company listed on the Stock Exchange with its head office in Huzhou City, Zhejiang Province (Stock code: 06661) since 11 May 2021. Since December 2022, Mr. Zhou has been as an independent director of SolaX Power Network Technology (Zhejiang) Co., Ltd., a PRC energy company listed on the Shanghai Stock Exchange on 3 January 2024 (Stock code: 688717).

Mr. Zhou graduated from Zhejiang University and obtained a master’s degree in engineering in January 1992 and a professor-level senior engineer qualification in 2006.

SUPERVISORS

Ms. Liu Wen (“Ms. Liu”), aged 42, is a Supervisor and the chairman of the board of Supervisors who is responsible for supervision of the Board and senior management.

Ms. Liu has extensive experience in accounting and finance. From August 2001 to December 2002, she was an accountant of Jiaxing Nanhu Mingsheng Development Co., Ltd.* (嘉興市南湖名勝發展有限公司), which was principally engaged in investment, development and operation management of scenic areas of Nanhu District, Jiaxing, and was responsible for accounting matters. From December 2002 to July 2006, she successively served as an accounting and financial manager of Jiaxing Nanhu Real Estate Co., Ltd.* (嘉興市南湖房地產有限公司), Jiaxing Jiacheng Construction Development Co., Ltd.* (嘉興市嘉城建設發展有限公司), formerly known as Jiaxing Investment Construction Engineering Management Co., Ltd.* (嘉興市城投建設工程代建管理有限公司), and Jiaxing Urban Construction Real Estate Development Co., Ltd.* (嘉興市城建房地產開發有限公司), which were principally engaged in property development in Jiaxing, Zhejiang Province, the PRC, and was responsible for accounting and finance matters. From August 2006 to January 2020, she worked in City Development, a state-owned enterprise that is principally engaged in investment projects in Jiaxing, Zhejiang Province, the PRC and a Substantial Shareholder of the Company, successively as chief of the accounting section, deputy manager of the finance department, deputy director and director of the financial management department and deputy manager and manager of the investment development department, and successively responsible for accounting, finance and investment matters. Since February 2020, Ms. Liu has been general manager of Jiaxing City Capital Management Co., Ltd.* (嘉興市城市資產經營有限公司), formerly known as Jiaxing Tourism Development Co., Ltd.* (嘉興旅遊發展有限公司), a state-owned enterprise that is principally engaged in operation and management of tourism resources and capital. Since December 2022, Ms. Liu has been concurrently (and on a full-time basis since July 2023) the manager of the finance department (director of the Financial Management Centre) of City Development. Since August 2018, Ms. Liu has been the chairman of the board of Supervisors, and since February 2023, Ms. Liu has been the lawyer of the Company.

Ms. Liu has been a senior accountant in Zhejiang Province, PRC since July 2011, a certified public accountant in the PRC since December 2015, an asset appraiser in the PRC since September 2018. She graduated from the Zhejiang University in the PRC majoring in economics in December 2002.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Mu Nini (“Ms. Mu”), aged 46, is a Supervisor who is responsible for supervision of the Board and senior management.

Ms. Mu has extensive experience in finance, corporate internal control, taxation and treasury management. From August 2001 to April 2010, she served as the accounting and financial manager of Qingdao Haier Group. From April 2010 to May 2011, she served as the financial manager of Jiangsu Shenma Electric Co., Ltd. Ms. Mu joined ENN Energy Holdings Limited (Stock code: 2688.HK), an energy company listed on the Stock Exchange, formerly known as Xin’ao Gas Holdings Co., Ltd.* (新奧燃氣控股有限公司) in 2011 and served as the finance director and chief financial officer until February 20, 2023, and is currently the vice president of the Xin’ao Xinzhi Technology Co., and she is mainly responsible for financial and value-added operations.

Ms. Mu graduated from Qingdao Technological University in 2001 and received the Executive Master of Business Administration from China Europe International Business School (CEIBS) in 2017. She holds the qualifications of Senior Accountant and China Certified Management Accountant in the PRC.

Ms. He Haiyan (“Ms. He”), aged 39, is an employee representative Supervisor who is responsible for the legal compliance and records management of the Group and supervision of the Board and senior management.

Ms. He joined the Company in July 2009 and is engaged in records management. She was promoted to the position of director of Records Office in August 2017 and served until June 30 2023. Since July 1 2023, she has been serving as the manager of Legal Compliance Department (Records Office), and is responsible for the overall work of legal compliance and records management of the Company.

Since November 2021, Ms. He has served as an associate researcher of Zhejiang Province Archives in the PRC. Ms. He graduated from Anhui University in the PRC in June 2006 with a bachelor’s degree in management and graduated from Shanghai University in the PRC, with a Master’s degree in Management in July 2009.

SENIOR MANAGEMENT

Mr. Gu Bin (“Mr. Gu”), aged 50, is a deputy general manager of the Company who is responsible for the overall day-to-day management of the construction projects and trading business development. He is also the chairman of the board of directors and the general manager of Jie’an and an executive Director and general manager of Zhejiang Jiaran Trading Co., Ltd..

Mr. Gu has extensive experience in engineering project management and market expansion. From January 1998 to August 2002, Mr. Gu served in Jiaxing Petroleum Machinery Factory* (嘉興石油機械廠), a company engaged in the manufacturing of petroleum machinery. Mr. Gu joined the Company in December 2002. He served successively as an assistant chief of the technical section, an assistant to chief executive officer and a manager of the pipeline management department and was promoted to the current position of a deputy general manager in January 2014.

Mr. Gu graduated with a junior college diploma in public administration from the Correspondence College of the Zhejiang Provincial Party* (中共浙江省委黨校函授學院) in the PRC in June 2008.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Yao Xiaoying (“Ms. Yao”), aged 49, is a deputy general manager of the Company. She assists the general manager in the procurement of resources and specifically implements the procurement of resources. Ms. Yao is also a director of Hangjiaxin, a director of Hangjia Liquefied Gas and a director of Xinye Energy.

Ms. Yao has extensive experience in business administration and human resources management. From November 2001 to December 2004, Ms. Yao served in Jiaxing Vehicle Management Office and engaged in the management of licences and permits. From January 2005 to March 2014, Ms. Yao served in Jiaxing COSCO Logistics Company Limited and served as the office manager. Ms. Yao joined the Company in July 2014 and served as deputy manager, executive vice manager and manager of the human resources department successively, and served as the chairman of the labour union of the Company from July 2015 to September 2023, and was promoted to the deputy general manager of the Company on 9 June 2023 and has been serving as such since then.

Ms. Yao has been level one enterprise human resources professional in the PRC since May 2013. She graduated from the School of Continuing Education (Online Education), Remin University of China in January 2009 and obtained her graduate diploma in accounting.

Ms. Zhou Caihong (“Ms. Zhou”), aged 38, is the deputy general manager of the Company who is responsible for overall day-to-day office administration matters. She is also a director of Hangjiaxin, a director of Jie’an, a supervisor of Gangqu Gas and a supervisor of Jiaxing LPG.

Ms. Zhou has extensive experience in business administration. Ms. Zhou joined the Company in July 2009 after graduation from university. She served successively as a clerk, assistant office manager, deputy office manager and was promoted to the position of office manager in January 2013. She was appointed as the secretary to the Board in January 2017.

Ms. Zhou graduated from Zhejiang University in the PRC with a bachelor’s degree in administration in June 2009.

Ms. Liu Meng (“Ms. Liu”), aged 45, is the deputy general manager and the chief safety officer, a manager of safety and quality inspection department and the director of general engineer office of the Company who is responsible for overall day-to-day management of production safety and quality assurance matters. She is also a supervisor of Jie’an.

Ms. Liu has extensive experience in safety management. Ms. Liu joined the Company in July 2001 after graduating from the university. She served successively as the chief of the production safety section, a deputy manager and a manager of the production safety and quality assurance department, the assistant to chief executive officer, the chief safety officer and was promoted to the current position of deputy general manager and chief safety officer in 25 March 2024.

Ms. Liu has obtained the qualification of senior engineer of China Energy in the PRC since December 2021. Ms. Liu graduated from Shenyang Aerospace University, formerly known as Shenyang Institute of Aeronautical Engineering, with a bachelor’s degree in safety engineering in July 2001.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Wang Shuiming (“Ms. Wang”), aged 44, is the secretary of the Board and the manager of the planning and finance department of the Group, and was promoted to the chief financial officer on 28 March 2022, who is responsible for the overall financial management of the Group. Ms. Wang is also a director of Jiaran Construction, a supervisor of Jiaran Liquefied Gas, a supervisor of Jiaran New Energy and a supervisor of Gangqu Gas.

Ms. Wang has extensive experience in financial management. From June 2000 to September 2001, Ms. Wang worked in Jiaxing Branch of China Construction Bank Limited, as a savings teller. She served as an audit project manager in Jiaxing Xinhua Certified Public Accountants Co., Ltd.* (嘉興信華會計師事務所有限公司) from October 2001 to August 2005, in Jiaxing Qinghua Certified Public Accountants (General Partnership)* (嘉興慶華會計師事務所(普通合夥)) from September 2005 to February 2007, and in Zhejiang Branch of Zhonglei Certified Public Accountants Co., Ltd.* (中磊會計師事務所有限責任公司浙江分所) from March 2007 to March 2008, respectively. Ms. Wang joined the Company in April 2008. She served successively as an accountant, the vice manager of the planning and finance department, the manager of the planning and finance department and financial director, and was appointed as the secretary of the Board on 9 June 2023.

Ms. Wang has been a senior accountant in Zhejiang Province, PRC since May 2014. She graduated from Zhejiang Institution of Finance & Economics majoring in accounting in December 2003.

Mr. Zhang Chenghong (“Mr. Zhang”), aged 43, is an assistant to chief executive officer of the Company, and the chairman of the board of Jiaran Construction, who is responsible for the development of LNG customers of the Group and the overall day-to-day management of the business operation of Jiaran Construction. Mr. Zhang is also a director and manager of Gas and Refuelling.

Mr. Zhang has extensive experience in engineering project management. Mr. Zhang joined the Company in August 2001 after graduation from university. He served successively as a project management officer and a manager of the technical department and was promoted to the current position of assistant to chief executive officer in July 2015.

Mr. Zhang has obtained the qualification of senior engineer in the PRC since 20 December 2020. Mr. Zhang graduated from East China University of Science and Technology in the PRC with a bachelor’s degree in urban gas engineering in July 2001.

JOINT COMPANY SECRETARIES

Ms. Wang Shuiming (“Ms. Wang”), is the joint company secretary of the Company. Ms. Wang is one of the senior management. Please refer to the paragraph headed “Senior Management” above for her biography.

Ms. Pun Ka Ying (“Ms. Pun”), is the joint company secretary of the Company. Ms. Pun is a senior manager of corporate services of Tricor Services Limited and has been providing corporate secretarial and compliance services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Pun possesses over 10 years of experience in the company secretarial field. Ms. Pun is a Chartered Secretary, a Chartered Governance Professional and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute.

REPORT OF THE DIRECTORS

The Directors are pleased to present their report and the audited consolidated financial statements of the Company for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the sales of PNG (under the Concessions), LNG and LPG in Jiaxing, provision of construction and installation services to construct and install end-user pipeline network and gas facilities for customers, and provision of natural gas transportation services, sales of vapour and construction materials, and leasing of properties.

BUSINESS REVIEW

A fair review of the business of the Group and a discussion and analysis of the Group's performance during the year ended 31 December 2023 and the material factors underlying its results and financial position as required by schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are included in the section of "Management Discussion and Analysis" of this annual report. The future development of the Group's business is discussed in the section of the "Management Discussion and Analysis" of this annual report. The section of the "Management Discussion and Analysis" forms part of this report.

RESULTS

The Group's profits for the year ended 31 December 2023 and the Group's financial position as at 31 December 2023 are set out in the consolidated financial statements on pages 71 to 179 of this annual report.

ANNUAL GENERAL MEETING

The AGM of the Company will be held on Friday, 7 June 2024. Shareholders may refer to the notice convening the AGM despatched by the Company for details regarding the AGM.

FINAL DIVIDEND

The Board resolved to recommend the payment of a final dividend of RMB0.40 (tax inclusive) per Share for the Year (the "**2023 Final Dividend**") with an aggregate amount of RMB55,137,800 (tax inclusive) to Shareholders (whether holders of H Shares or Domestic Shares) of the Company whose names appear on the Company's register of members as on Tuesday, 18 June 2024, subject to the approval by the shareholders of the Company at the AGM. Subject to the passing of the relevant resolution at the AGM, the 2023 Final Dividend is expected to be paid around Friday, 5 July 2024.

Dividends will be paid in Renminbi for holders of domestic shares of the Company, and dividends for H share shareholders of the Company will be paid in Hong Kong dollars. The relevant exchange rate will be the average of the mid-point rates of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of approval of declaration of dividends at the AGM.

REPORT OF THE DIRECTORS

TAX

Under the requirements of the Law of the People's Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法》) and the Regulations for the Implementation of the Law of the People's Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法實施條例》) implemented in 2008, the Company has the obligation to withhold enterprise income tax at a rate of 10% on dividends when it pays the 2023 Final Dividend to its H Shareholders who are overseas non-resident enterprises (including HKSCC Nominees Limited, other institutional nominees and trustees, or other organizations or groups) listed on the H share register of members on Tuesday, 18 June 2024.

According to the requirement under Guo Shui Han [2011] No. 348 issued by the State Administration of Taxation (國家稅務總局國稅函 [2011] 348號規定) and the relevant laws and regulations, for individual H Shareholders who are Hong Kong or Macau residents and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold the individual income tax at the rate of 10%. For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate lower than 10%, the Company will withhold the individual income tax at a tax rate of 10% of dividend. For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate higher than 10% but lower than 20%, the Company will withhold the individual income tax at the effective tax rate under the relevant tax treaty. For individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate higher than 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders.

The Company will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the H share register of members of the Company on Tuesday, 18 June 2024. If the country of domicile of an individual H Shareholder is not the same as the registered address or if the individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before Thursday, 13 June 2024. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and payment provisions and arrangements. Individual H Shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the tax treaties notice if they do not provide the relevant supporting documents to the Company within the time period stated above.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the H Shareholders or any disputes relating to the tax withholding and payment mechanism or arrangements.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the rights of H shareholders to attend and vote at the AGM and their entitlements to the 2023 Final Dividend, the register of H shareholders of the Company will be closed, the details of which are set out below:

- | | | |
|-----|---|---|
| (1) | For determining the rights of H Shareholders to attend and vote at the AGM | |
| | Latest time to lodge transfer documents for registration | 4:30 p.m. on Monday, 3 June 2024 |
| | Closure of register of members (both days inclusive) | Tuesday, 4 June 2024 to Friday, 7 June 2024 |
| | Record date | Tuesday, 4 June 2024 |
| (2) | For determining the entitlements of H Shareholders to the 2023 Final Dividend | |
| | Latest time to lodge transfer documents for registration | 4:30 p.m. on Thursday, 13 June 2024 |
| | Closure of register of members (both days inclusive) | Friday, 14 June 2024 to Tuesday, 18 June 2024 |
| | Record date | Tuesday, 18 June 2024 |

During the above closure periods, no transfer of H shares will be registered. To be eligible to attend and vote at the AGM, and to qualify for the 2023 Final Dividend, all transfer documents, accompanied by the relevant certificates, must be lodged with the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration, by no later than the aforementioned latest times.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 180 of this annual report. This summary does not form part of the audited consolidated financial statements.

SHARE CAPITAL

As of 31 December 2023, the total share capital of the Company was RMB137,844,500.00, divided into 137,844,500 Shares (including 100,000,000 Domestic Shares and 37,844,500 H Shares) of nominal value of RMB1.00 each. Details of movements of the Company's share capital during the year ended 31 December 2023 are set out in note 32 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the Group's property, plant and equipment during the year ended 31 December 2023 are set out in note 14 to the consolidated financial statements of this annual report.

REPORT OF THE DIRECTORS

INVESTMENT PROPERTIES

Set out below are the major investment properties held by the Group during the Reporting Period:

Address	Use	Lease
Portions of Buildings 1 and 2 Hualong Plaza, Qinyi Road, Economic and Technological Development Zone, Jiaxing, Zhejiang Province, The People's Republic of China, 314050	Office and hotel	Medium-term lease
Buildings 4101 and 4102, Meiwan Business Center, Hexing Road South, Nanhu District, Jiaxing, Zhejiang Province, The People's Republic of China, 314000	Commercial	Medium-term lease

RESERVES

Details of the movements in the reserves of the Group during the year ended 31 December 2023 are set out in note 33 to the consolidated financial statements and in the consolidated statement of changes in equity of this annual report.

As at 31 December 2023, the distributable reserve of the Company was approximately RMB432.8 million.

BANK BORROWINGS AND OTHER BORROWINGS

Details of the bank borrowings and other borrowings of the Company and its subsidiaries as at 31 December 2023 are set out in note 31 to the consolidated financial statements of this annual report.

PRE-EMPTIVE RIGHTS

Pursuant to the articles of association of the Company and the laws of the PRC, the Company is not subject to any pre-emptive rights requiring it to issue new issues to its existing Shareholders in proportion to their shareholdings.

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties facing by the Group, some of which are beyond its control. Some of the major risks we face include:

1. Our Concessions for the operation of our PNG business will expire or may be terminated before expiration and we may not be able to renew our existing concessions or secure new concessions.
2. We are affected by risks arising from the PRC government's price control regime for PNG. For example, given that there is generally a time gap between the increase in our purchase price and the increase in our selling price, any price adjustment may negatively affect our profit margin for the relevant period.
3. We are affected by proposed or recently issued PRC government's policies over our business operation. There is no assurance that we will be able to adapt to these government policies in a timely manner or at all.
4. We require various licences and permits to commence, operate and expand our business operation. Any failure to obtain or renew any or all of these licences and permits or any enforcement action taken against us for non-compliance incident may materially and adversely affect our business and expansion plans.

5. The PRC government may impose fines or other fees on us if we fail to comply with the terms of the land grant contract, and we could have financial loss or lose our previous investments in the land and the opportunity to develop the land, which may adversely affect our business, results of operations and financial conditions.
6. We may not have adequate insurance to cover all hazards common to the natural gas industry to which our operations are subject.
7. We require substantial funding for our current and future projects. In addition, the capital expenditures required could be higher than expected due to various reasons which are beyond our control. Any failure to obtain adequate funding or refinance our existing debt at reasonable rates, or at all, could adversely affect our financial condition and results of operations and could prevent us from fulfilling our financial obligations and business objectives.

However, the above is not an exhaustive list. For further details, please refer the section headed “Risk Factors” in the Prospectus. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

DIRECTORS

The Directors during the year ended 31 December 2023 and up to the date of this report were:

Executive Directors:

Mr. Sun Lianqing (*Chairman and Chief Executive Officer*)
Mr. Xu Songqiang

Non-executive Directors:

Mr. Zheng Huanli
Mr. Fu Songquan
Mr. Ruan Hongliang (*Retired on 9 June 2023*)
Mr. Xu Jiong
Ms. Ruan Zeyun (*Appointed on 9 June 2023*)

Independent Non-executive Directors:

Mr. Yu Youda
Mr. Cheng Hok Kai Frederick
Mr. Zhou Xinfu

No Director will be proposed for re-election at the forthcoming annual general meeting.

SUPERVISORS

The Supervisors during the year ended 31 December 2023 and up to the date of this report were:

Ms. Liu Wen (*Chairman*)
Ms. Xu Shuping (*Resigned on 11 January 2023*)
Ms. He Haiyan (*Appointed on 11 January 2023*)
Ms. Mu Nini

REPORT OF THE DIRECTORS

Details of the events conducted by the board of Supervisors during 2023 are set out in the section headed “Report of the Board of Supervisors” of this annual report.

Details of biography of Directors and Supervisors are set out in the section headed “Biographical Details of Directors, Supervisors and Senior Management” of this annual report.

SERVICE CONTRACTS OF DIRECTORS AND SUPERVISORS

Each of the Directors has entered into a service contract with the Company for a term of three years from the date of appointment until the expiration of the term of office of the third session of the Board. The appointments are subject to the relevant provisions of the Company’s articles of association with regard to vacation of office of Directors, removal and re-election of Directors.

Each of the Supervisors has entered into a service contract with the Company for a term of three years from the date of appointment, until the expiration of the term of office of the third session of the board of Supervisors. The appointments are subject to the provisions of the Company’s articles of association with regard to vacation of office of Supervisors, removal and re-election of Supervisors.

None of the Directors and Supervisors has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

EMOLUMENT POLICY AND DIRECTORS’ REMUNERATION

The Company has established the Remuneration Committee of the Company to formulate remuneration policies. The remuneration is determined and recommended based on each Director’s and senior management personnel’s qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. Details of the remuneration of the Directors and the five highest paid individuals are set out in note 9 and note 10, respectively to the consolidated financial statements.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

DIRECTORS’ AND SUPERVISORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the sections headed “Connected Transactions” and “Continuing Connected Transactions” below, none of the Directors and Supervisors nor any entity connected with the Directors and Supervisors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during the year ended 31 December 2023.

DIRECTORS’ AND SUPERVISORS’ INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2023, Directors and Supervisors and their associates did not have any competing interests in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group or had any other conflict of interests with the Group.

MANAGEMENT CONTRACT

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into or existed during the year ended 31 December 2023.

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, so far as known to the Directors of the Company, the interests and short positions of the Directors, Supervisors and chief executives of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) (a) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code (including those they are taken or deemed to have under such provisions of the SFO) are as follows:

Long Positions in the Domestic Shares of the Company:

Name	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding in the relevant class of Shares (Note 2)	Total approximate percentage of shareholding in the total share capital of the Company (Note 3)
Sun Lianqing (Note 4)	Interest in a controlled corporation	44,939,477 (L)	44.94%	32.60%
Xu Songqiang (Note 4)	Beneficial owner Deemed interest pursuant to Section 317 of the SFO	3,069,891 (L) 41,869,586 (L)	44.94%	32.60%

Notes:

- (1) The letter "L" denotes the long position in the Shares and underlying shares of the Company.
- (2) The calculation is based on the total number of 100,000,000 Domestic Shares in issue.
- (3) The calculation is based on the total number of 137,844,500 Shares in issue.
- (4) Taiding, Zhuji Yujia, Mr. Xu Songqiang and Ms. Xu Hua are parties acting in concert pursuant to the acting in concert agreement dated 16 July 2023. Under the SFO, each member of the concert parties is deemed to be interested in the Shares beneficially owned by the other members of the concert parties. Mr. Sun Lianqing is interested in 65% of the equity interest in Taiding and is therefore deemed to be interested in the same number of Shares in which Taiding is interested under the SFO. Mr. Sun Lianqing is also the sole Director of Taiding.

Save as disclosed above, as at 31 December 2023, none of the Directors, Supervisors or chief executives of the Company had an interest and short position in the Shares, underlying shares or debentures of the Company or its associated corporations which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, so far as is known to the Directors, the interests or short positions of the persons (other than the Directors, Supervisors or chief executives of the Company) in the Shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO are as follows:

Long positions in Shares of the Company:

Name	Class of Shares	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding in the relevant class of Shares (Note 2)	Total approximate percentage of shareholding in the total share capital of the Company (Note 3)
Taiding (Note 4)	Domestic Shares	Beneficial owner	29,789,013 (L)	44.94%	32.60%
		Deemed interest pursuant to Section 317 of the SFO	15,150,464 (L)		
Xu Lili (徐麗麗) (Note 5)	Domestic Shares	Interest in a controlled corporation	44,939,477 (L)	44.94%	32.60%
Chen Ying (陳瑛) (Note 6)	Domestic Shares	Interest of spouse	44,939,477 (L)	44.94%	32.60%
Xu Hua (徐華) (Note 4)	Domestic Shares	Beneficial owner	186,199 (L)	44.94%	32.60%
		Deemed interest pursuant to Section 317 of the SFO	44,753,278 (L)		
Zhuji Yujia (Note 4 & 8)	Domestic Shares	Beneficial owner	11,894,374 (L)	44.94%	32.60%
		Deemed interest pursuant to Section 317 of the SFO	33,045,103 (L)		
Qianyu (Note 4, 8 & 9)	Domestic Shares	Interest in a controlled corporation	44,939,477 (L)	44.94%	32.60%
Tang Shiyao (湯仕堯) (Note 4 & 8)	Domestic Shares	Interest in a controlled corporation	44,939,477 (L)	44.94%	32.60%
Fu Fangying (傅芳英) (Note 4 & 9)	Domestic Shares	Interest in a controlled corporation	44,939,477 (L)	44.94%	32.60%
City Development (Note 7)	Domestic Shares	Beneficial owner	32,757,502 (L)	32.76%	23.76%
Zhejiang Jiaxing State-owned Capital Investment Management Company Limited (浙江嘉興國有資本投資運營有限公司) (Note 7)	Domestic Shares	Interest in a controlled corporation	32,757,502 (L)	32.76%	23.76%

Name	Class of Shares	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding in the relevant class of Shares (Note 2)	Total approximate percentage of shareholding in the total share capital of the Company (Note 3)
State-owned Assets Supervision and Administration Commission of Jiaxing Municipal People's Government (嘉興市人民政府國有資產監督管理委員會) (Note 7)	Domestic Shares	Interest in a controlled corporation	32,757,502 (L)	32.76%	23.76%
Xiniao Gas Development Company Limited* (新奧燃氣發展有限公司) (Note 10 & 11)	Domestic Shares	Beneficial owner	7,155,049 (L)	7.16%	5.19%
Xiniao (China) Gas Investment Company Limited* (新奧(中國)燃氣投資有限公司) (Note 10 & 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
ENN Energy Holdings Limited (新奧能源控股有限公司) (Note 10 & 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
Xinneng (Hong Kong) Energy Investment Limited (新能(香港)能源投資有限公司) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
ENN Natural Gas Co., Ltd. (新奧天然氣股份有限公司) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
ENN Group International Investment Limited (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
ENN Investment Holdings Company Limited (新奧控股投資股份有限公司) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%

REPORT OF THE DIRECTORS

Name	Class of Shares	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding in the relevant class of Shares (Note 2)	Total approximate percentage of shareholding in the total share capital of the Company (Note 3)
ENN Capital Management Co., Ltd. (新奧資本管理有限公司) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
Langfang City Natural Gas Company Limited (廊坊市天然氣有限公司) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
ENN Yingchuang Technology Co., Ltd. (新奧贏創科技有限公司) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
Wang Yusuo(王玉鎖) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
Zhao Baoju(趙寶菊) (Note 11)	Domestic Shares	Interest in a controlled corporation	7,155,049 (L)	7.16%	5.19%
Flat (Hong Kong) Co., Limited (福萊特(香港)有限公司) (Note 13)	H Shares	Beneficial owner	6,250,000 (L)	16.51%	4.53%
Flat Glass Group Co., Ltd. (福萊特玻璃集團股份有限公司) (Note 13)	H Shares	Interest in a controlled corporation	6,250,000 (L)	16.51%	4.53%
Hong Sung Timber Trading Co., Limited (香港泓盛木業貿易有限公司) (Note 14)	H Shares	Beneficial owner	5,700,000 (L)	15.06%	4.14%
Jiaxing Jinyuan Investment Co., Ltd.* (嘉興金源投資有限公司) (Note 14)	H Shares	Interest in a controlled corporation	5,700,000 (L)	15.06%	4.14%
Shen Xiaohong (沈小紅) (Note 14)	H Shares	Interest in a controlled corporation	5,700,000 (L)	15.06%	4.14%
Mingyuan Group Investment Limited (Note 15)	H Shares	Beneficial owner	5,300,000 (L)	14.00%	3.84%
Shum Tin Ching (沈天晴) (Note 15)	H Shares	Interest in a controlled corporation	5,300,000 (L)	14.00%	3.84%
Wang Xinmei (王新妹) (Note 16)	H Shares	Interest of spouse	5,300,000 (L)	14.00%	3.84%
ENN Energy China Investment Limited (Note 11 & 12)	H Shares	Beneficial owner	4,355,500 (L)	11.51%	3.16%
ENN Energy Holdings Limited (新奧能源控股有限公司) (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%

Name	Class of Shares	Capacity	Number of Shares (Note 1)	Approximate percentage of shareholding in the relevant class of Shares (Note 2)	Total approximate percentage of shareholding in the total share capital of the Company (Note 3)
Xinneng (Hong Kong) Energy Investment Limited (新能(香港)能源投資有限公司) (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
ENN Natural Gas Co., Ltd. (新奧天然氣股份有限公司) (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
ENN Group International Investment Limited (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
ENN Investment Holdings Company Limited (Note 11&12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
ENN Capital Management Co., Ltd. (新奧資本管理有限公司) (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
Langfang City Natural Gas Company Limited (廊坊市天然氣有限公司) (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
ENN Yingchuang Technology Co., Ltd. (新奧贏創科技有限公司) (Note 11 & 12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
Wang Yusuo (王玉鎖) (Note 11&12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
Zhao Baoju (趙寶菊) (Note 11&12)	H Shares	Interest in a controlled corporation	4,355,500 (L)	11.51%	3.16%
Fashion Home International Trading Co., Limited (香港美時居國際貿易有限公司) (Note 17)	H Shares	Beneficial owner	2,771,000 (L)	7.32%	2.01%
Liu Zhenjiang (劉振江) (Note 17)	H Shares	Interest in a controlled corporation	2,771,000 (L)	7.32%	2.01%
Dan Hongying (但紅英) (Note 18)	H Shares	Interest of spouse	2,771,000 (L)	7.32%	2.01%

REPORT OF THE DIRECTORS

Notes:

- (1) The letter “L” denotes the shareholder’s long position in the Shares and underlying shares of the Company. The letter “S” denotes the shareholder’s short position in the Shares and underlying shares of the Company.
- (2) The calculation is based on the total number of 100,000,000 Domestic Shares in issue or 37,844,500 H Shares in issue.
- (3) The calculation is based on the total number of 137,844,500 Shares in issue
- (4) Taiding, Zhuji Yujia, Mr. Xu Songqiang and Ms. Xu Hua are parties acting in concert pursuant to the acting in concert agreement dated 16 July 2023. Under the SFO, each member of the concert parties is deemed to be interested in the Shares beneficially owned by the other members of the concert parties.
- (5) Ms. Xu Lili is interested in 35% of the equity interest in Taiding and is therefore deemed to be interested in the same number of Shares in which Taiding is interested under the SFO.
- (6) Ms. Chen Ying is the spouse of Mr. Xu Songqiang. Under the SFO, Ms. Chen Ying is deemed to be interested in the same number of Shares in which Mr. Xu Songqiang is interested.
- (7) City Development was wholly-owned by Zhejiang Jiaying State-owned Capital Investment Management Company Limited* (浙江嘉興國有資本投資運營有限公司), which was owned as to 95.9571% by State-owned Assets Supervision and Administration Commission of Jiaying Municipal People’s Government* (嘉興市人民政府國有資產監督管理委員會) and as to 4.0429% by Zhejiang Financial Development Co., Ltd.* (浙江省財務開發有限責任公司), a wholly-owned entity under Zhejiang Provincial Department of Finance* (浙江省財政廳), respectively. Under the SFO, each of Zhejiang Jiaying State-owned Capital Investment Management Company Limited* and Jiaying State-owned Assets Supervision and Administration Commission is deemed to be interested in the same number of Shares in which City Development is interested. Mr. Xu Jiong, the non-executive Director, serves as the general manager, legal representative and Director of City Development. Mr. Zheng Huanli, the non-executive Director, serves as the manager of enterprise management department of City Development.
- (8) Zhuji Yujia is wholly-owned by Qianyu, which is 40%-owned by Mr. Tang Shiyao. Under the SFO, each of Mr. Tang Shiyao and Qianyu is deemed to be interested in the same number of Shares in which Zhuji Yujia is interested. Mr. Fu Songquan, the non-executive Director, serves as the Director and general manager of Qianyu, and he is the sole Director, legal representative and general manager of Zhuji Yujia.
- (9) Zhuji Yujia is wholly-owned by Qianyu, which is 60%-owned by Ms. Fu Fangying. Under the SFO, each of Ms. Fu Fangying and Qianyu is deemed to be interested in the same number of Shares in which Zhuji Yujia is interested.
- (10) Xinao Gas Development Company Limited* (新奧燃氣發展有限公司) was a wholly-owned subsidiary of Xinao (China) Gas Investment Company Limited* (新奧(中國)燃氣投資有限公司), which was in turn a wholly-owned subsidiary of ENN Energy Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 2688). Under the SFO, each of Xinao (China) Gas Investment Company Limited* and ENN Energy Holdings Limited is deemed to be interested in the same number of Shares in which Xinao Gas Development Company Limited* is interested.
- (11) ENN Energy Holdings Limited indirectly owned as to 33.30% by Mr. Wang Yusuo (“Mr. Wang”) and Ms. Zhao Baoju (“Ms. Zhao”), the spouse of Mr. Wang through their controlled corporations, including ENN Yingchuang Technology Co., Ltd. (“EYCT”), Langfang City Natural Gas Company Limited (“LCNG”), ENN Capital Management Co., Ltd. (“ECM”), ENN Investment Holdings Company Limited (“EIH”), ENN Group International Investment Limited (“EGII”), ENN Natural Gas Co., Ltd. (“ENN-NG”) and Xinneng (Hong Kong) Energy Investment Limited (“Xinneng HK”). Under the SFO, each of Mr. Wang, Ms. Zhao, EYCT, LCNG, ECM, EIH, EGII, ENN-NG and Xinneng HK is deemed to be interested in the same number of Shares in which ENN Energy Holdings Limited, Xinao (China) Gas Investment Company Limited* and Xinao Gas Development Company Limited* are interested.
- (12) The Shares are held by ENN Energy China Investment Limited, a wholly-owned subsidiary of ENN Energy Holdings Limited (新奧能源控股有限公司). Under the SFO, ENN Energy Holdings Limited is deemed to be interested in the same number of Shares in which ENN Energy China Investment Limited is interested

- (13) Flat (Hong Kong) Co., Limited (福萊特(香港)有限公司) was a wholly-owned subsidiary of Flat Glass Group Co., Ltd., the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 6865) and the Shanghai Stock Exchange (Stock code: 601865). Under the SFO, Flat Glass Group Co., Ltd. is deemed to be interested in the same number of Shares in which Flat (Hong Kong) Co., Limited is interested. Ms. Ruan Zeyun, the non-executive Director, serves as the executive Director, chairman, general manager of the public utilities department, and company secretary of Flat Glass Group Co., Ltd.
- (14) Hong Sung Timber Trading Co., Limited (香港泓盛木業貿易有限公司) was a wholly-owned subsidiary of Jiaxing Jinyuan Investment Co., Ltd.* (嘉興金源投資有限公司), which was in turn owned as to 75% by Mr. Shen Xiaohong. Under the SFO, each of Jiaxing Jinyuan Investment Co., Ltd.* and Mr. Shen Xiaohong is deemed to be interested in the same number of Shares in which Hong Sung Timber Trading Co., Limited is interested.
- (15) Mingyuan Group Investment Limited was wholly-owned by Mr. Shum Tin Ching. Under the SFO, Mr. Shum Tin Ching is deemed to be interested in the same number of Shares in which Mingyuan Group Investment Limited is interested.
- (16) Ms. Wang Xinmei is the spouse of Mr. Shum Tin Ching. Under the SFO, Ms. Wang Xinmei is deemed to be interested in the same number of Shares in which Mr. Shum Tin Ching is interested.
- (17) Fashion Home International Trading Co., Limited (香港美時居國際貿易有限公司) was wholly-owned by Mr. Liu Zhenjiang. Under the SFO, Mr. Liu Zhenjiang is deemed to be interested in the same number of Shares in which Fashion Home International Trading Co., Limited is interested.
- (18) Ms. Dan Hongying (但紅英) is the spouse of Mr. Liu Zhenjiang (劉振江). Under the SFO, Ms. Dan Hongying is deemed to be interested in the same number of Shares in which Mr. Liu Zhenjiang is interested.

Save as disclosed above, as at 31 December 2023, the Directors are not aware of any other person (other than the Directors, Supervisors or chief executives of the Company) who had an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fail to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 December 2023 was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group had conducted the following connected transactions:

PROVISION OF LANDSCAPE CONSTRUCTION SERVICES TO XINGZHOU JIAYUAN

On 28 March 2023, Jiaran Construction, a direct wholly-owned subsidiary of the Company, entered into a landscape construction agreement (the "**Landscape Construction Agreement**") with Xingzhou Jiayuan. Pursuant to the Landscape Construction Agreement, Jiaran Construction as contractor shall provide landscape construction services within the scope of construction drawings in relation to a residential property being developed by Xingzhou Jiayuan in Yancheng, Jiangsu Province. The contract price was RMB15,900,000, subject to adjustments arising from change of construction works or fluctuations in published price of labour, materials and machinery, and shall be payable by instalments.

The Directors believed that the entering into of the Landscape Construction Agreement would enable Jiaran Construction to accumulate further project experience as it expanded its business from municipal engineering construction services to landscape construction for property projects.

REPORT OF THE DIRECTORS

As at the date of the Landscape Construction Agreement, Xingzhou Jiayuan was beneficially owned as to 65% by a company that was ultimately controlled as to 51% by Mr. Sun Lianqing, an executive Director and the chairman of the Board of Directors, and his spouse. Under Chapter 14A of the Listing Rules, Xingzhou Jiayuan was an associate of Mr. Sun Lianqing and a connected person of the Company, and the transaction contemplated under the Landscape Construction Agreement constituted a connected transaction. Based on the applicable percentage ratios, the transaction is subject to the disclosure (including announcement and annual reporting) requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements in accordance with Chapter 14A of the Listing Rules.

Please refer to the announcement of the Company dated 28 March 2023 in connection with the above connected transaction for further details.

ACQUISITION OF EQUITY INTEREST IN XINGZHOU JIAYUAN FROM URBAN ECONOMICS

On 8 May 2023, Jiaran Construction as purchaser entered into an equity transfer agreement ("**Equity Transfer Agreement I**") with, among others, Urban Economics, an independent third party, as vendor. Pursuant to Equity Transfer Agreement I, Jiaran Construction agreed to conditionally purchase from Urban Economics 10% of the equity interest in Xingzhou Jiayuan as the target company for a consideration of RMB33,600,000. The consideration shall be satisfied by way of pro tanto set-off upon completion against an equivalent amount of the debt owed by Jiayuan Shencheng to Jiaran Construction, where Urban Economics had agreed to settle such an amount of debt on behalf of Jiayuan Shencheng given the indebtedness owed by Urban Economics owed to an associated company of Jiayuan Shencheng.

Xingzhou Jiayuan was the developer of a real estate project in Yancheng, Jiangsu Province involving construction of residential buildings and commercial building(s), shop(s) and hotel(s). Given the firm support of the PRC government in the real estate market and the steady progress of the real estate project of Xingzhou Jiayuan, the Directors were of the view that the investment in Xingzhou Jiayuan would bring a positive financial impact on the Group after it had accumulated profit from sales under the real estate project. As the Group had also been providing landscape construction services to real estate developers (including Xingzhou Jiayuan) as part of its business, the Directors believed that the property development business of Xingzhou Jiayuan would also create synergies with the existing municipal construction business of the Group.

As at the date of Equity Transfer Agreement I, Mr. Sun Lianqing, an executive Director and the chairman of the Board of Directors, was a substantial shareholder of Xingzhou Jiayuan, the target company. Since Mr. Sun Lianqing was a controller (as defined under Rule 14A.28 of the Listing Rules) of the Company, the acquisition contemplated under Equity Transfer Agreement I constituted a connected transaction under Rule 14A.28 of the Listing Rules. Based on the applicable percentage ratios, the acquisition is subject to the disclosure (including announcement and annual reporting), circular (including independent financial advice) and independent shareholders' approval requirements in accordance with Chapter 14A of the Listing Rules.

Equity Transfer Agreement I was approved by the independent shareholders at the extraordinary general meeting of the Company held on 9 June 2023. Completion of the acquisition took place on 20 June 2023, upon which Xingzhou Jiayuan became owned as to 10% by Jiaran Construction.

Please refer to the announcement of the Company dated 8 May 2023 and the circular of the Company dated 24 May 2023 in connection with the above connected transaction for further details.

FURTHER ACQUISITION OF EQUITY INTEREST IN XINGZHOU JIAYUAN FROM URBAN ECONOMICS

On 18 August 2023, Jiaran Construction as purchaser entered into an equity transfer agreement (the “**Equity Transfer Agreement II**”) with, among others, Urban Economics, an independent third party, as vendor. Pursuant to Equity Transfer Agreement II, Jiaran Construction agreed to conditionally purchase from Urban Economics an additional 10% of the equity interest in Xingzhou Jiayuan as the target company for a consideration of RMB32,689,388.89. The consideration shall be satisfied by way of pro tanto set-off against an equivalent amount of the debt owed by Jiayuan Shencheng to Jiaran Construction, where Urban Economics had agreed to settle such an amount of debt on behalf of Jiayuan Shencheng given the indebtedness owed by Urban Economics to an associated company of Jiayuan Shencheng.

The acquisition contemplated under Equity Transfer Agreement II was intended to achieve the same purposes as the acquisition contemplated under Equity Transfer Agreement I. Please refer to the sub-paragraphs headed “ACQUISITION OF EQUITY INTEREST IN XINGZHOU JIAYUAN” above for a description of the reasons for and benefits of the acquisition contemplated under Equity Transfer Agreement I, which also apply to the acquisition contemplated under Equity Transfer Agreement II.

As at the date of Equity Transfer Agreement II, Mr. Sun Lianqing, an executive Director and the chairman of the Board of Directors, was a substantial shareholder of Xingzhou Jiayuan, the target company. Since Mr. Sun Lianqing was a controller (as defined under Rule 14A.28 of the Listing Rules) of the Company, the acquisition contemplated under Equity Transfer Agreement II constituted a connected transaction under Rule 14A.28 of the Listing Rules. Based on the applicable percentage ratios, the acquisition is subject to the disclosure (including announcement and annual reporting), circular (including independent financial advice) and independent shareholders’ approval requirements in accordance with Chapter 14A of the Listing Rules.

Equity Transfer Agreement II was approved by the independent shareholders at the extraordinary general meeting of the Company held on 28 September 2023. Completion of the acquisition took place on 13 October 2023, upon which Xingzhou Jiayuan became owned as to 20% by Jiaran Construction.

Please refer to the announcement of the Company dated 18 August 2023 and the circular of the Company dated 13 September 2023 in connection with the above connected transaction for further details.

LEASE OF PIPELINE NETWORK FROM JIAXING PIPELINE COMPANY

On 28 December 2023, the Company entered into a pipeline network lease agreement (the “**Pipeline Network Lease Agreement**”) with Jiaxing Pipeline Company. Pursuant to the Pipeline Network Lease Agreement, Jiaxing Pipeline Company, as lessor, agreed to lease to the Company certain pipeline network in Jiaxing Urban Area of approximately 22.8024 kilometers for the period from 1 January 2023 to 31 December 2032, subject to and in accordance with the terms and conditions of the Pipeline Network Lease Agreement. The annual rental fee shall be RMB1,188,243.35 for the first year payable by the Company in cash on or before 31 December 2023, and RMB1,548,048.76 for each subsequent year payable by the Company in cash on or before 30 September of the relevant year.

REPORT OF THE DIRECTORS

The Group had entered into concession agreements with Jiaxing Planning and Construction Bureau* (嘉興市規劃與建設局) (subsequently renamed Jiaxing Urban and Rural Construction Bureau* (嘉興市住房和城鄉建設局)) to act as the exclusive distributor of PNG in a specific operating area in Jiaxing Urban Operating Area for a period of 25 years with effect from 1 January 2008. Since Jiaxing Pipeline Company had invested and owned some pipeline network and gas facilities within the Jiaxing Urban Operating Area at the time the Group was granted the concession, pursuant to the relevant local government's requirements, Jiaxing Pipeline Company and the Company entered into a framework agreement stipulating that Jiaxing Pipeline Company shall lease all of its invested urban pipeline network and gas facilities in the Jiaxing Urban Operating Area to the Company for its use and operation of its PNG business. The Board of Directors considered that the entering into of the Pipeline Network Lease Agreement would enable the Group to secure the use of the leased pipeline networks for a long period of time for the Group's operation in a larger area with less capital investment.

In accordance with IFRS 16, the Group would recognise right-of-use assets in relation to fixed term leases in the form of an asset (representing the right to use the underlying assets during the lease term) and a corresponding lease liability (for the obligations to make future lease payment during the lease term). With a fixed term, the transaction contemplated under the Pipeline Network Lease Agreement would be regarded as a one-off acquisition of capital asset (i.e. the leased pipeline) under the Listing Rules. As at the date of the Pipeline Network Lease Agreement, Jiaxing Pipeline Company was a direct wholly-owned subsidiary of City Development, a Substantial Shareholder. Under Chapter 14A of the Listing Rules, Jiaxing Pipeline Company was an associate of City Development and a connected person of the Company, and the transaction contemplated under the Pipeline Network Lease Agreement constituted a connected transaction. Based on the applicable percentage ratios, the transaction is subject to the disclosure (including announcement and annual reporting) requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements in accordance with Chapter 14A of the Listing Rules.

Please refer to the announcement of the Company dated 28 December 2023 in connection with the above connected transaction for further details.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group had conducted the following continuing connected transactions:

LEASE OF PROPERTY TO QINGYUAN HOTEL

On 1 July 2016, the Company entered into a tenancy agreement (the **"Hotel Property Tenancy Agreement"**) with Jiaxing Qingyuan Hotel Management Company Limited* (嘉興市清園酒店管理有限公司) (**"Qingyuan Hotel"**). Pursuant to the Hotel Property Tenancy Agreement, the Company, as lessor, leased to Qingyuan Hotel, as lessee, a commercial property with a total land area of 25,798.46 sq.m. to operate as a hotel for a term commencing on 1 July 2016 and ending on 31 December 2030. The rental rate under the Hotel Property Tenancy Agreement is about RMB18 per square metre per month with a 5% increment for every three years which was determined after arm's length negotiation and with reference to the prevailing market rent in the proximity. The Directors estimated that the annual rent to be received from Qingyuan Hotel for the years ended/ending 31 December 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029 and 2030 for the transactions contemplated under the Hotel Property Tenancy Agreement would not exceed RMB5.6 million, RMB5.6 million, RMB5.8 million, RMB5.9 million, RMB5.9 million, RMB6.0 million, RMB6.2 million, RMB6.2 million, RMB6.3 million, RMB6.5 million and RMB6.5 million respectively.

As the owner of the commercial property, the Group had historically been leasing the commercial property Group to Qingyuan Hotel for its hotel operation. The entering into of the Hotel Property Tenancy Agreement would permit continuation of such business arrangements and the business relationship between Qingyuan Hotel and the Group.

As at the date of listing of the Company on the Main Board of the Stock Exchange, Qingyuan Hotel was a subsidiary of Zhejiang Qingyuan Tourism Development Group Company Limited* (浙江清園旅遊發展集團有限公司), which was controlled as to more than 30% by each of (i) Jiaxing Qingyang Trading Company Limited* (嘉興市清陽貿易有限公司), a company owned as to 74% by Mr. Sun Lianqing, an executive Director and the chairman of the Board of Directors; and (ii) Taiding, a Substantial Shareholder. Under Chapter 14A of the Listing Rules, Qingyuan Hotel was an associate of each of Mr. Sun and Taiding and hence a connected person of the Company, and the transactions contemplated under the Hotel Property Tenancy Agreement constituted continuing connected transactions upon Listing. Based on the applicable percentage ratios, such transactions would be subject to the disclosure (including announcement and annual reporting) and annual review requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements in accordance with Chapter 14A of the Listing Rules. Pursuant to Rule 14A.105 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with the requirements under Chapter 14A of the Listing Rules to (i) announce the transactions contemplated under the Hotel Property Tenancy Agreement; and (ii) limit the term of the Hotel Property Tenancy Agreement to a period of three years or less.

For the year ended 31 December 2023, the total rental paid by Qingyuan Hotel for the commercial property amounted to approximately RMB5.9 million.

Please refer to the paragraphs headed "Continuing Connected Transactions – Continuing Connected Transactions Which Are Subject to the Reporting, Annual Review and Announcement Requirements But Exempt from the Independent Shareholders' Approval Requirement – Lease of property to Qingyuan Hotel by our Group" in the Prospectus for further details.

LEASE OF LNG STATION AND EQUIPMENT FROM JIAXING PIPELINE COMPANY

On 1 January 2012, the Company entered into a LNG station tenancy agreement (the "**LNG Station Tenancy Agreement**") with Jiaxing Pipeline Company. Pursuant to the LNG Station Tenancy Agreement, Jiaxing Pipeline Company, as lessor, agreed to lease to the Group the LNG station and equipment in Nanhu for a term commencing on 1 January 2012 and ending on 31 December 2028. The annual rent under the LNG Station Tenancy Agreement is variable and will be determined with reference to the maintenance fee for the relevant equipment and facilities, depreciation of the relevant equipment and facilities, finance expenses and actual profit generated from the LNG station. The Directors estimated that the annual rent to be paid by the Company for each of the nine years ending 31 December 2028 for the transactions contemplated under the LNG Station Tenancy Agreement would not exceed RMB3.2 million.

Jiaxing Pipeline Company owned a LNG station in Nanhu District of Jiaxing. By entering into the LNG Station Tenancy Agreement, the Company would be able to secure continuous and long-term use of the LNG station in Nanhu for its LNG sale.

As at the date of Listing, Jiaxing Pipeline Company was a direct wholly-owned subsidiary of City Development, a Substantial Shareholder. Under Chapter 14A of the Listing Rules, Jiaxing Pipeline Company was an associate of City Development and a connected person of the Company, and the transactions contemplated under the LNG Station Tenancy Agreement constituted continuing connected transactions upon Listing. Based on the applicable percentage ratios, such transactions would be subject to the disclosure (including announcement and annual reporting) and annual review requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements in accordance with Chapter 14A of the Listing Rules. Pursuant to Rule 14A.105 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with the requirements under Chapter 14A of the Listing Rules to (i) announce the transactions contemplated under the LNG Station Tenancy Agreement; and (ii) limit the term of the LNG Station Tenancy Agreement to a period of three years or less.

REPORT OF THE DIRECTORS

For the year ended 31 December 2023, the total rental paid by the Company amounted to approximately RMB2.8 million.

Please refer to the paragraphs headed “Continuing Connected Transactions – Continuing Connected Transactions Which Are Subject to the Reporting, Annual Review and Announcement Requirements But Exempt from the Independent Shareholders’ Approval Requirement – Lease of LNG station and equipment by Jiaying Pipeline Company to our Group” in the Prospectus for further details.

PURCHASE OF CONSTRUCTION MATERIALS FROM ZHEJIANG JINFENG

On 30 December 2022, Jiaran Construction, a direct wholly-owned subsidiary of the Company, entered into a master agreement (the “**Pipeline Network Construction Materials Supply Agreement**”) with Zhejiang Jinfeng Pipeline Co., Ltd.* (浙江錦楓管業有限公司) (formerly known as Zhuji Jinfeng Pipeline Company Limited* (諸暨錦楓管業有限公司)) (“**Zhejiang Jinfeng**”). Pursuant to the Pipeline Network Construction Materials Supply Agreement, Zhejiang Jinfeng, as supplier, agreed to supply pipeline network construction materials to Jiaran Construction for a term commencing on 1 January 2023 and ending on 31 December 2025. The detailed terms and conditions such as the manner of payment, price, volume and delivery arrangements shall be determined in specific agreements to be entered into between Jiaran Construction and Zhejiang Jinfeng. The price payable under each separate agreement should be determined by Jiaran Construction and Zhejiang Jinfeng after arm’s length negotiations with respect to Jiaran Construction’s specific needs of products with reference to the prevailing relevant market prices. Jiaran Construction shall obtain quotes from independent third party suppliers from time to time to understand the market prices and to ensure the purchase price and terms offered by Zhejiang Jinfeng to Jiaran Construction would be fair and reasonable and comparable to those offered by independent third parties. If the price offered by Zhejiang Jinfeng is higher than the prices quoted by independent third parties for products in similar quantities, Jiaran Construction has the right to adjust the price of an executed order, and Zhejiang Jinfeng agrees that Jiaran Construction may deduct the difference from the payment due to Zhejiang Jinfeng. The Directors estimated that the annual aggregate amount of fees payable by Jiaran Construction to Zhejiang Jinfeng for the years ended/ending 31 December 2023, 2024 and 2025 for the transactions contemplated under the Pipeline Network Construction Materials Supply Agreement would not exceed RMB4.6 million, RMB5.2 million and RMB5.8 million respectively.

Historically, the Group had, from time to time during its ordinary and usual course of business, purchased pipeline network construction materials from Zhejiang Jinfeng for pipeline construction and connection operation. This was primarily because (i) the existing production capacity of Zhejiang Jinfeng could meet the Group’s potential increase in demand for pipeline network construction materials; and (ii) Zhejiang Jinfeng had provided the Group with steady and high quality products in the past. The entering into of the Pipeline Network Construction Materials Supply Agreement would permit continuation of such business arrangements, such that the Group could be assured of stable and uninterrupted supply of pipeline network construction materials by Zhejiang Jinfeng and continue to enjoy the associated benefits.

As at the date of the Pipeline Network Construction Materials Supply Agreement, Zhejiang Jinfeng was a 30%-controlled company (as defined in the Listing Rules) of the spouse of Mr. Fu Songquan, a non-executive Director. Under Chapter 14A of the Listing Rules, Zhejiang Jinfeng was an associate of Mr. Fu Songquan and a connected person of the Company, and the transactions contemplated under the Pipeline Network Construction Materials Supply Agreement constituted continuing connected transactions. Based on the applicable percentage ratios, such transactions are subject to the disclosure (including announcement and annual reporting) and annual review requirements but exempt from the circular (including independent financial advice) and independent shareholders’ approval requirements in accordance with Chapter 14A of the Listing Rules.

For the year ended 31 December 2023, the annual purchase price paid by the Group under the Pipeline Network Construction Materials Supply Agreement amounted to approximately RMB3.7 million.

Please refer to the announcement of the Company dated 30 December 2022 in connection with the above continuing connected transactions for further details.

PURCHASE OF PNG FROM JIAXING PIPELINE COMPANY

On 16 June 2016, the Group entered into two master supply agreements (the “**Master Supply Agreements**”) with Jiaxing Pipeline Company. Pursuant to the Master Supply Agreements, Jiaxing Pipeline Company shall sell to the Company PNG in Jiaxing for a term up to 31 December 2025. Pursuant to the Master Supply Agreements, the purchase price shall be determined in accordance with the price set by the Jiaxing Municipal People’s Government from time to time with reference to regulatory notices issued by Zhejiang Provincial Development and Reform Commission. The Directors estimated that the PNG charges under the Master Supply Agreements for the years ended/ending 31 December 2020, 2021, 2022, 2023, 2024 and 2025 would not exceed RMB905.4 million, RMB1,300 million, RMB1,950 million, RMB1,573 million, RMB1,730 million and RMB1,903 million respectively, as represented by the annual caps disclosed in the Prospectus as subsequently revised (further details of which are set out below).

Jiaxing Pipeline Company has been primarily engaged in the supply of PNG and investment and construction of pipeline in Jiaxing. Due to the highly regulated nature of the natural gas supply industry in the PRC, the Group has maintained a long-standing business relationship with Jiaxing Pipeline Company as its direct PNG supplier for its PNG supply business. The entering into of the Master Supply Agreements would permit continuation of such business arrangements, such that the Group could be assured of stable and uninterrupted supply of PNG by Jiaxing Pipeline Company.

As at the date of Listing, Jiaxing Pipeline Company was a direct wholly-owned subsidiary of City Development, a Substantial Shareholder. Under Chapter 14A of the Listing Rules, Jiaxing Pipeline Company was an associate of City Development and a connected person of the Company, and the transactions contemplated under the Master Supply Agreements constituted continuing connected transactions upon Listing. Based on the applicable percentage ratios, such transactions would be subject to the disclosure (including announcement and annual reporting), circular (including independent financial advice), independent shareholders’ approval and annual review requirements in accordance with Chapter 14A of the Listing Rules. Pursuant to Rule 14A.105 of the Listing Rules, the Company has applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with the requirements under Chapter 14A of the Listing Rules to (i) announce and seek independent shareholders’ approval for the transactions contemplated under the Master Supply Agreements; and (ii) limit the term of the Master Supply Agreements to a period of three years or less.

The Company had subsequently sought to revise the publicly announced annual caps in respect of the transactions contemplated under the Master Supply Agreements on two occasions. According to Rule 14A.54 of the Listing Rules, the Company was required to re-comply with the announcement and independent shareholders’ approval requirements in relation to revision of annual caps. At each such point of time, Jiaxing Pipeline Company remained a direct wholly-owned subsidiary of the Substantial Shareholder City Development; hence, under Chapter 14A of the Listing Rules, Jiaxing Pipeline was an associate of City Development and a connected person of the Company, and the transactions contemplated under the Master Supply Agreements constituted continuing connected transactions. Based on the applicable percentage ratios, each such revision of the annual caps would be subject to the disclosure (including announcement and annual reporting), circular (including independent financial advice), independent shareholders’ approval and annual review requirements in accordance with Chapter 14A of the Listing Rules. The revisions of the annual caps were approved by the independent shareholders at the extraordinary general meetings of the Company held on 4 November 2021 and 2 November 2022 respectively.

During the year ended 31 December 2023, the Master Supply Agreements had been substituted by the New Natural Gas Framework Agreement (as defined below). Please refer to the sub-paragraphs headed “Purchase and Procurement of Natural Gas and Pipeline Gas Transmission Services from Jiaxing Pipeline Company and/or Its Subsidiaries” below for further details.

REPORT OF THE DIRECTORS

Please refer to the paragraphs headed “Continuing Connected Transactions – Continuing Connected Transactions Which Are Subject to the Reporting, Annual Review and Announcement Requirements But Exempt from the Independent Shareholders’ Approval Requirement – Supply of PNG by Jiaxing Pipeline Company to our Group” in the Prospectus, and the announcements of the company dated 30 August 2021, 23 September 2022 and 14 July 2023 and the circulars of the Company dated 15 October 2021, 14 October 2022 and 31 July 2023 in connection with the above continuing connected transactions for further details.

PURCHASE AND PROCUREMENT OF NATURAL GAS AND PIPELINE GAS TRANSMISSION SERVICES FROM JIAXING PIPELINE COMPANY AND/OR ITS SUBSIDIARIES

On 14 July 2023, the Company entered into a natural gas framework agreement (the “**New Natural Gas Framework Agreement**”) with Jiaxing Pipeline Company. Pursuant to the New Natural Gas Framework Agreement, Jiaxing Pipeline Company and/or its subsidiaries shall supply natural gas and pipeline gas transmission services to the Group for the period from 1 April 2023 to 31 March 2028 in substitution for the existing Master Supply Agreements to reflect, among others, the new pricing basis under which the Group would purchase, and Jiaxing Pipeline Company and/or its subsidiaries would sell to the Group, natural gas for a term commencing on 1 April 2023 and ending on 31 March 2028. For natural gas is sold and transmitted by Jiaxing Pipeline Company and/or its subsidiaries to the Group, the price to be charged shall be the gas sourcing price consisting of the two components of (i) gas purchase price and (ii) pipeline gas transmission price. For natural gas transmitted by Jiaxing Pipeline Company and/or its subsidiaries only (where the natural gas is sold by parties other than Jiaxing Pipeline Company and/or its subsidiaries), the price to be charged shall be the pipeline gas transmission price only. The gas purchase price shall be determined based on the government regulated price published by Zhejiang Provincial Development and Reform Commission from time to time. If there is no such government regulated price, the price shall be the price at which Jiaxing Pipeline Company purchases the natural gas from its upstream supplier(s). Pipeline gas transmission price shall be determined based on the government regulated price published by Jiaxing Development and Reform Commission from time to time. The Directors estimated that total amount of prices to be charged under the New Natural Gas Framework Agreement for the years ended/ending 31 December 2023, 2024, 2025, 2026 and 2027 and for the three months ending 31 March 2028 would not exceed RMB1,350 million, RMB1,385 million, RMB1,550 million, RMB1,600 million, RMB1,670 million and RMB450 million respectively

Under the Master Supply Agreements, the gas sourcing price (which comprised (1) gas purchase price and (2) pipeline gas transmission price) charged by Jiaxing Pipeline Company to the Group shall be set according to the pricing notices published by the government from time to time. Pursuant to the new regulatory policy in Zhejiang Province, the PRC which came into effect on 1 April 2023, pricing notices regulating the gas purchase prices would no longer be issued by the government, whereas pricing notices regulating the pipeline gas transmission price would remain to be issued by the government from time to time. Such changes in regulatory policy necessitated corresponding changes to the pricing basis for transactions contemplated under the Master Supply Agreements. The New Natural Gas Framework Agreement was entered in response to the such changes and to ensure continuous supply of natural gas by Jiaxing Pipeline Company to the Group. The New Natural Gas Framework Agreement shall take effect and substitute the Master Supply Agreements after the necessary approval is obtained from the Independent Shareholders.

As at the date of the New Natural Gas Framework Agreement, Jiaxing Pipeline Company was a direct wholly-owned subsidiary of City Development, a Substantial Shareholder. Under Chapter 14A of the Listing Rules, Jiaxing Pipeline Company was an associate of City Development and a connected person of the Company, and the transactions contemplated under the New Natural Gas Framework Agreement constituted continuing connected transactions. Based on the applicable percentage ratios, such transactions would be subject to the disclosure (including announcement and annual reporting), circular (including independent financial advice), independent shareholders' approval and annual review requirements in accordance with Chapter 14A of the Listing Rules. The New Natural Gas Framework Agreement was approved by the independent shareholders at the extraordinary general meeting of the Company held on 17 August 2023.

For the year ended 31 December 2023, the total PNG and pipeline gas transmission service fees under the New Natural Gas Framework Agreement amounted to approximately RMB894.5 million.

Please refer to the announcement of the Company dated 14 July 2023 and the circular of the Company dated 31 July 2023 in connection with the above continuing connected transactions for further details.

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors had reviewed the continuing connected transactions conducted during the year ended 31 December 2023 as set forth above and confirmed that such transactions had been conducted:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- (3) according to the agreements governing them on terms that fair and reasonable and in the interests of Shareholders as a whole.

CONFIRMATION BY AUDITOR

The external auditor of the Company was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter to the Board of Directors containing its conclusions in respect of the continuing connected transactions conducted during the year ended 31 December 2023 as set forth above on the matters referred to in Rule 14A.56 of the Listing Rules.

RELATED PARTY TRANSACTIONS

Save for the transactions disclosed in the sections headed "Connected Transactions" and "Continuing Connected Transactions" above, none of the related party transactions as disclosed in note 38 to the financial statements constituted a connected transaction or continuing connected transaction that was not fully exempt from all disclosure, shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

COMPLIANCE WITH DISCLOSURE REQUIREMENTS IN RELATION TO CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in relation to those connected transactions and continuing connected transactions conducted by the Group during the year ended 31 December 2023 which were not exempt from the disclosure requirements under Chapter 14A of the Listing Rules.

REPORT OF THE DIRECTORS

MATERIAL LITIGATION

The Group was not involved in any material litigation or arbitration during the year ended 31 December 2023. The Directors are also not aware of any material litigation or claims that are pending or threatened against the Group during the year ended 31 December 2023 and up to the date of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, the total revenue attributable to the Group's five largest customers was approximately 27.87%, and the revenue attributable to the Group's largest customer from the sales was approximately 7.85%. Flat Glass Group Co., Ltd., which was owned more than 5% as at 31 December 2023 by Ms. Ruan Zeyun, a non-executive Director, was the first largest customer of the Group for the year ended 31 December 2023.

During the year ended 31 December 2023, the total purchases attributable to the Group's five largest suppliers was approximately 86.30% and the purchase attributable to the Group's largest supplier was approximately 33.24%. Jiaxing Pipeline Company, which is a direct wholly-owned subsidiary of City Development, a Substantial Shareholder, was the largest supplier of the Group for the year ended 31 December 2023.

At all times during the year ended 31 December 2023, save as disclosed above, none of the Directors, their close associates or any Shareholder who, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital, had any direct interest in any of the Group's five largest customers and suppliers.

RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group understands the importance of maintaining good relationships with its stakeholders and considers it a key element to its sustainable business growth.

EMPLOYEES

The Group has always been people-oriented and has attached great importance to its human resources management. The Group attracts talents through a fair recruitment policy and provides employees with training opportunities, good career development prospects and growth opportunities. In addition, the Group offers attractive remuneration packages to its employees. The Group also values its employees' physical and mental developments.

In accordance with applicable PRC regulations, the employees of the Group based in the PRC are required to participate in a central pension scheme operated by the local municipal government. The Group is required to contribute a certain percentage of the payroll costs to the central pension scheme. There is no provision under the central pension scheme for forfeited contributions to be used by the Group to reduce the existing level of contributions.

As at 31 December 2023, the male-to-female ratio in the workforce, including the senior management, was approximately 1 to 0.4. While the Group recognises the importance and benefits of having different genders in the working environment, the business nature of the Group requires the Group to hire a higher proportion of male employees. The Group shall further strengthen the gender diversity in the workforce in the future where possible.

CUSTOMERS AND SUPPLIERS

The Group strives to build and maintain long term and strong relationships with customers. The Company's business department has from time to time conducted a customer satisfaction survey with a view to understand and fulfill customers' demands and enhance their satisfaction. In terms of suppliers, the Group's objective is to keep mutually beneficial and win-win partnerships with all suppliers. At the same time, the Group regularly evaluates the performance of its suppliers.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

EQUITY-LINKED AGREEMENT

The Company did not enter into any equity-linked agreement, nor did any equity-linked agreement exist during the year ended 31 December 2023.

PERMITTED INDEMNITY PROVISION

The Company has purchased appropriate liability insurance for its Directors, Supervisors and senior management. The permitted indemnity provisions are set out in such liability insurance.

COMPLIANCE WITH CG CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code. For the year ended 31 December 2023, the Company has complied with all code provisions as set out in the CG Code, save for code provisions C.2.1 and F.1.1. For more details, please see the section headed "Corporate Governance Report" of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to operate in compliance with the applicable environmental laws as well as protecting the environment by minimising the negative impact of the Group's existing business activities on the environment. To the best knowledge of the Directors, the Group has complied with all relevant laws and regulations regarding environmental protection for the year ended 31 December 2023. For details, please refer to the Environmental, Social and Governance Report for the year ended 31 December 2023 published by the Company which can be accessed on the websites of the Stock Exchange and the Company.

COMPLIANCE WITH LAWS AND REGULATIONS

Since the Company is established and conducts its operations mainly in the PRC, and its H Shares are listed on the Stock Exchange, its establishment and operations have to comply with the relevant laws and regulations in both the PRC and Hong Kong. During the year ended 31 December 2023, the Company had complied with the relevant laws and regulations in the PRC and Hong Kong.

REPORT OF THE DIRECTORS

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules at all times during the year ended 31 December 2023 and up to the date of this annual report.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has reviewed together with the management of the Company the accounting principles and policies adopted by the Group and the audited annual results for the year ended 31 December 2023.

AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by Ernst & Young, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for the re-appointment of Ernst & Young as auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board

Sun Lianqing

Chairman

Jiaying, Zhejiang, the PRC
25 March 2024

REPORT OF THE BOARD OF SUPERVISORS

During the Reporting Period, in a serious and accountable manner, the board of Supervisors has conducted effective supervision and inspection on the lawful operation and financial situation of the Company, as well as the implementation of management system of the Company. The board of Supervisors has conscientiously performed its supervisory duties on the members of the Board of Directors and the management of the Company, in strict accordance with the Company Law, the articles of association of the Company, and other relevant laws and regulations.

LAWFUL OPERATION OF THE COMPANY

During the Reporting Period, by convening regular meetings, being present at or attending as non-voting participants in Board meeting and shareholders' meetings, and by understanding and reviewing the financial statements on a regular basis, the members of the board of Supervisors have supervised the Company's operations, risk management, internal control, and duty performance of directors and senior management. The board of Supervisors believes that the operations of the Group in 2023 is sound and rational, and is in compliance with various laws, regulations and rules and the articles of association of the Company. The members of the Board and senior management of the Group have conscientiously and diligently performed their duties. There were no any acts that damaged the interests of the Company and the legal interest of shareholders.

FINANCIAL ACTIVITIES OF THE COMPANY

During the Reporting Period, the board of Supervisors has carefully reviewed the financial statements and financial information of the Company during the Reporting Period. According to the audit report issued by Ernst & Young, the board of Supervisors believes that the financial report of the Company for the year 2023 presented truly and objectively the financial position and operating results of the Company.

CONNECTED TRANSACTIONS

The connected transactions (including continuing connected transactions) entered into by the Group disclosed during the Reporting Period were found to be in compliance with relevant laws and regulations, and in conformity to the provisions of relevant connected transactions, and have fulfilled the obligation of information disclosure in accordance with the Listing Rules of the Stock Exchange.

PLAN FOR 2024

In 2024, the board of Supervisors of the Company will continue to abide by the principle of being responsible to all the Shareholders, and perform its supervisory duties in strict accordance with the requirements of relevant laws and regulations and the articles of association of the Company. With the Company's operations as the core, the board of Supervisors will effectively supervise the Company's major decision-making matters, urge and further improve the Company's internal control system, and facilitate the Company's standardized operation, as well as sustainable and healthy development.

Liu Wen

Chairman of the board of Supervisors

Jiaxing, Zhejiang, the PRC
25 March 2024

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE CULTURE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that Shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:

- satisfactory and sustainable returns to Shareholders;
- that the interests of those who deal with the Company are safeguarded;
- that overall business risk is understood and managed appropriately;
- the delivery of high-quality products and services to the satisfaction of customers; and
- that high standards of ethics are maintained.

The Group will continuously review and adjust, if necessary, its business strategies and keep track of the changing market conditions to ensure prompt and proactive measures will be taken to respond to the changes and meet the market needs to foster the sustainability of the Group.

CORPORATE GOVERNANCE REPORT CORPORATE GOVERNANCE PRACTICES

The Company believes that maintaining high standards of corporate governance is the foundation for effective management and successful business growth. The Company is committed to developing and maintaining robust corporate governance practices to safeguard the interests of its shareholders and to enhance corporate value, accountability and transparency of the Company.

The Company has adopted the principles and code provisions of the CG Code as the basis of the Company's corporate governance practices. The Board is of the view that throughout the Reporting Period, the Company has complied with all the code provisions of the CG Code effective during the year with the exception of code provisions C.2.1 and F.1.1. Details of the deviation are explained in the subsections headed "Chairman and Chief Executive Officer" and "Dividend Policy" in this report.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company adopted its own code of conduct regarding Directors' and Supervisors' dealings in the Company's securities on terms no less exacting than the Model Code ("**Code of Conduct**").

Specific enquiry has been made of all the Directors and Supervisors, and all the Directors and Supervisors have confirmed that they have complied with the Code of Conduct throughout the Reporting Period.

The Code of Conduct also applies to employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Code of Conduct by the employees was noted by the Company throughout the Reporting Period.

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance, assumes responsibility for its leadership and control and be collectively responsibility for promoting the Company's success by directing and supervising the Company's affairs. Directors takes decisions objectively in the best interests of the Company.

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and regularly reviews the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them that are commensurate with their role and the Board responsibilities. The Board includes a balanced composition of Executive Directors and Non-executive Directors (including Independent Non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

CORPORATE GOVERNANCE REPORT

Composition

The Board currently comprises nine Directors, two executive Directors, four non-executive Directors and three independent non-executive Directors.

The composition of the Board is set out below:

Executive Directors

Mr. Sun Lianqing (*Chairman and Chief Executive Officer*)

Mr. Xu Songqiang

Non-executive Directors

Mr. Zheng Huanli

Mr. Fu Songquan

Mr. Ruan Hongliang (*Retired on 9 June 2023*)

Mr. Xu Jiong

Ms. Ruan Zeyun (*Appointed on 9 June 2023*)

Independent Non-executive Directors

Mr. Yu Youda

Mr. Cheng Hok Kai Frederick

Mr. Zhou Xinfa

The biographical information of the Directors is contained in the section headed “Biographical Details of Directors, Supervisors and Senior Management” of this annual report.

None of the members of the Board is related to one another.

Chairman and Chief Executive Officer

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. However, the role of the chairman and the chief executive officer of the Company is not separated and are performed by the same individual, Mr. Sun Lianqing.

Mr. Sun Lianqing, who has been responsible for overall strategic planning and management of the Group since 1998. The Board meets regularly to consider major matters affecting the operations of the Group, as such, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group and believes that this structure will enable the Group to make and implement decisions promptly and efficiently. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

Independent Non-Executive Directors

During the Reporting Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

BOARD INDEPENDENCE EVALUATION

The Company has established a Board Independence Evaluation Mechanism during the Reporting Period which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence.

During the year ended 31 December 2023, all Directors has completed the independence evaluation and supplemented by individual interviews. The Board Independence Evaluation Report was presented to the Board and the evaluation results were satisfactory.

During the year ended 31 December 2023, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

Appointment and Re-Election of Directors

All the Directors are subject to retirement by rotation and re-election at annual general meeting. Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years, however, pursuant to the Company's articles of association, an independent non-executive Director shall serve no more than nine years (if more than nine years, such independent non-executive Director's re-election shall be approved by the Shareholders by means of separate resolution). Upon expiry of the term, a Director shall be eligible to offer himself for re-election and re-appointment.

CORPORATE GOVERNANCE REPORT

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors have disclosed to the Company details of other offices held by them and the Board has regularly reviewed the contribution required from each Director to perform his responsibility to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged appropriate insurance coverage on Directors' and senior managements' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses.

During the Reporting Period, all the Directors attended training sessions on the respective obligations of the Directors and senior management. In addition, relevant reading materials have been provided to the Directors for their reference and studying.

The training records of the Directors for the Reporting Period are summarized as follows:

Directors	Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops	Reading relevant news alerts, newspapers, journals, magazines and relevant publications
Executive Directors		
Sun Lianqing	✓	✓
Xu Songqiang	✓	✓
Non-executive Directors		
Ruan Hongliang (<i>Retired on 9 June 2023</i>)	✓	✓
Zheng Huanli	✓	✓
Fu Songquan	✓	✓
Xu Jiong	✓	✓
Ruan Zeyun (<i>Appointed on 9 June 2023</i>)	✓	
Independent Non-executive Directors		
Yu Youda	✓	✓
Cheng Hok Kai Frederick	✓	✓
Zhou Xinfu	✓	✓

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference for the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

Each Board committee has also been provided with sufficient resources to discharge its duties and, upon reasonable request, is able to seek independent professional advice in appropriate circumstances at the Group's expense.

CORPORATE GOVERNANCE REPORT

Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Mr. Yu Youda, Mr. Cheng Hok Kai Frederick and Mr. Zhou Xinfu. Mr. Cheng Hok Kai Frederick is the chairman of the Audit Committee.

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the Reporting Period, the Audit Committee held two meetings to review the annual and interim financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, re-appointment of external auditors and relevant scope of works and, connected transactions and arrangements for employees to raise concerns about possible improprieties as well as amend the terms of reference of the Audit Committee.

The Audit Committee also met the external auditors twice without the presence of the executive Directors.

Remuneration Committee

The Remuneration Committee consists of one non-executive Director, namely Mr. Xu Jiong, and two independent non-executive Directors, namely Mr. Yu Youda and Mr. Cheng Hok Kai Frederick. Majority of them are independent non-executive Directors. Mr. Yu Youda is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration.

During the Reporting Period, the Remuneration Committee held two meetings to review and make recommendations to the Board on the remuneration policy and structure of the Company, remuneration packages of the executive Directors and senior management.

Details of the remuneration payable to each Director for the Reporting Period are set out in note 9 to the consolidated financial statements.

The remuneration of the members of senior management (excluding Directors and Supervisors) by band for the Reporting Period is set out below:

Remuneration bands (RMB)	Number of persons
0-300,000	–
300,001-700,000	6

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Sun Lianqing, the Chairman and Executive Director, and two independent non-executive Directors, namely Mr. Yu Youda and Mr. Zhou Xinfa. Majority of them are independent non-executive Directors. Mr. Sun Lianqing is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, the chairman and the chief executive officer, and assessing the independence of independent non-executive Directors.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the board diversity policy (the "**Board Diversity Policy**") and the director nomination policy (the "**Director Nomination Policy**") adopted by the Board on 16 June 2020, summaries of which are detailed in the subsections headed "Board Diversity Policy" and "Directors Nomination Policy" in this report, that are necessary to complement the corporate strategy, where appropriate, before making recommendation to the Board. The Nomination Committee would discuss and agree annually on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

During the Reporting Period, the Nomination Committee held two meetings to review the structure, size and composition of the Board and the independence of the independent non-executive Directors.

Board Diversity Policy

The Company has adopted a Board Diversity Policy on 16 June 2020 which sets out the objective and approach to achieve and maintain diversity of the Board in order to enhance the effectiveness of the Board.

The Board Diversity Policy provides that the Company should endeavour to ensure that the Board members have the appropriate skills, expertise and diversity of perspectives that are required to support the execution of business strategy. Pursuant to the Board Diversity Policy, selection of candidates will be based on a range of diversity perspectives, including but not limited to skills, professional experience, educational background, knowledge, expertise, culture, independence, age and gender. The ultimate decision of appointment will be based on merit and contribution that the selected candidates will bring to the Board and the business needs of the Company from time to time. The Board believes that such merit-based appointments will best enable the Company to serve the Shareholders and other stakeholders going forward.

The Board consists of eight male members and one female, aging from 37 to 77 years old. Based on the membership and composition of the Board, the Nomination Committee considers that the Board has a balanced mix of experiences, including management and strategic development, finance and accounting experiences in addition to the PNG business. Furthermore, the Board has a good mix of new and experienced Directors, who have valuable knowledge and insights of the Group's business over the years, while the new Directors are expected to bring in fresh ideas and new perspective to the Group.

CORPORATE GOVERNANCE REPORT

With regards to gender diversity on the Board, the Company recognizes the particular importance of gender diversity and will continue to promote gender diversity of the Board. To ensure gender diversity of the Board in the long run, the Company will identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals, which will be reviewed by the Nomination Committee periodically to ensure a pipeline of potential successors to the Board to achieve gender diversity. The Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that the Company will have a pipeline of female senior management and potential successors to the Board. The Group plans to offer all-rounded trainings to female employees whom we consider to have the suitable experience, skills and knowledge of our operation and business, including but not limited to, business operation, management, accounting and finance, legal and compliance and research and development. The Group is of the view that such strategy will offer chances for the Board to identify capable female employees to be nominated as a member of the Board in future.

The Nomination Committee and the Board considered that the current composition of Board is sufficiently diverse and the Board has not set any measurable objectives.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

The Nomination Committee will review the Board Diversity Policy as appropriate and recommend revisions, if any, to the Board for consideration and approval.

GENDER DIVERSITY

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as at the date of this Annual Report:

	Female	Male
Board	11.11% (1)	88.89% (8)
Senior Management	50% (4)	50% (4)
Other employees	27% (108)	73% (292)
Overall workforce	27.45% (112)	72.55% (296)

The Board had achieve at least 11.11% (1) of female Directors, 50% (4) of female senior management and 27% (108) of female employees of the Group in 2023 and considers that the above current gender diversity is satisfactory.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and recommendation on the appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to the nomination and appointment of Directors. The Director Nomination Policy aims to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company as well as Board continuity and appropriate leadership at Board level.

The Director Nomination Policy sets out the criteria to be taken into account when considering the suitability of a candidate, including but not limited to the following:

In evaluating and selecting any candidate for directorship, the criteria to be taken into account when considering the suitability of a candidate shall be his or her educational background, qualification, skills and experience with reference to the Company's business and specific needs, his or her character and reputation for integrity, his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- bringing an independent judgment and make constructive recommendation on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- taking the lead where potential conflicts of interests arise;
- serving on the audit committee, the remuneration committee and the Nomination Committee (in the case of candidate for non-executive Director) and other relevant Board committees of the Company, if invited;
- devoting sufficient time to the Board and/or any committee(s) on which he or she serves so as to allow them to benefit from his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board;
- scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- ensuring the committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules on the Stock Exchange, where appropriate.

If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

CORPORATE GOVERNANCE REPORT

The Director Nomination Policy also sets out the process for the selection and nomination of new Directors and re-election of Directors at general meetings as follows:

(a) Nomination of New Director

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company, background check and third-party reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to nominate the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

(b) Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

Where the board proposes a resolution to elect or re-elect a candidate as Director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

(c) Election of INED at General Meeting

Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

- (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (iii) the perspectives, skills and experience that the individual can bring to the Board; and
- (iv) how the individual contributes to diversity (including gender diversity) of the Board.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this corporate governance report.

BOARD MEETINGS

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance.

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

Notice of regular Board meetings is served to all Directors and Supervisors 14 days prior to the meeting. While at least 7 days' notice shall be given to all members of the Audit Committee, Nomination Committee and Remuneration Committee prior to the meetings, but such notice period can be waived by unanimous consent of all committee members. For extraordinary Board or committee meetings, notice shall be served to all Directors and Supervisors 5 days prior to the meeting.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or committee meeting to keep Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management where necessary.

Where necessary, senior management would attend regular Board meetings and other Board and committee meetings to advise on business developments, financial and accounting matters, laws and regulatory compliance, corporate governance and other major aspects of the Company.

All the Directors have access to advice and services of the Company's joint company secretaries, who are responsible for ensuring that Board procedures and applicable regulations under the Company's articles of association or otherwise are complied with. Each Director is entitled, if necessary, to seek independent professional advice at the Company's expense.

CORPORATE GOVERNANCE REPORT

All minutes are kept by the Company and are open for inspection by any Director during normal office hours with reasonable advance notice. Matters considered and decisions reached at the Board and Committee meetings are recorded with sufficient detail in the minutes. Draft and final versions of minutes of Board meetings will be sent to all Directors for their comments and recorded within a reasonable time after the relevant meeting is held.

The Company's 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.

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board meetings, Board committee meetings and the general meetings of the Company held during the Reporting Period is set out in the table below:

Name of Director	Attendance/Meetings entitled to attend in 2023				
	Board	Nomination Committee	Remuneration Committee	Audit Committee	General Meetings
Sun Lianqing	7/7	2/2	–	–	2/4
Xu Songqiang	7/7	–	–	–	4/4
Zheng Huanli	7/7	–	–	–	4/4
Fu Songquan	7/7	–	–	–	4/4
Ruan Hongliang ¹	2/2	–	–	–	2/2
Ruan Zeyun ²	5/5	–	–	–	2/2
Xu Jiong	7/7	–	2/2	–	4/4
Yu Youda	7/7	2/2	2/2	2/2	4/4
Cheng Hok Kai Frederick	7/7	–	2/2	2/2	4/4
Zhou Xinfa	7/7	2/2	–	2/2	4/4

Notes:

1. Mr. Ruan Hongliang retired as a non-executive Director with effect from 9 June 2023.
2. Ms. Ruan Zeyun was appointed as a non-executive Director with effect from 9 June 2023.

Apart from Board meetings, the Chairman also met twice with independent non-executive Directors without the presence of executive Directors during the Reporting Period.

The independent non-executive directors and non-executive Directors have attended general meetings of the Company to gain and develop a balanced understanding of the view of the Shareholders.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the formulation of, and overseeing the implementation of, the internal control measures and the effectiveness of risk management system, which is designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting and compliance. The Group has established procedures for developing and maintaining internal control systems. Such systems cover corporate governance, operations, management, legal matters, finance, auditing, and environmental, social and governance (“ESG”) risks as appropriate for our needs.

The Group has adopted the following policies and procedures for internal control and risk management:

- (1) the executive Director and standing deputy general manager, Mr. Xu Songqiang has acted as the principal channel of communication between members of the Group in relation to legal, regulatory and financial reporting compliance matters of the Group as well as the chief coordinators to oversee the internal control procedures in general; upon receipt of any queries or reports on legal, regulatory and financial reporting compliance matters, Mr. Xu will look into the matter and, if considered appropriate, seek advice, guidance and recommendation from professional advisers and report to relevant members of the Group and/or the Board;
- (2) a qualified PRC law firm has been appointed as an external PRC legal adviser which assists the Company in performing the requisite legal due diligence and complying with the relevant laws and regulations in respect of our business operations; and
- (3) the Directors, senior management and employees of the Group will be provided with training and/or updates regarding the legal and regulatory requirements applicable to the business operations of the Group from time to time.

The Company has developed its disclosure policy which provides a general guide to the Directors, officers, senior management and relevant employees of the Company in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited. The Board is aware of its obligations to announce any inside information in accordance with the Listing Rules.

The Board confirms its responsibilities for risk management (including ESG related risks) and internal control systems, and for reviewing the effectiveness of such risk management and internal control systems. Such systems are designed to manage rather than eliminate the risk of failing to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company has an internal audit function which aims at helping the Company to accomplish its objectives by applying a systematic, disciplined approach to evaluate and improve the effectiveness of the Group’s risk management and internal control systems and to resolve material internal control defects.

CORPORATE GOVERNANCE REPORT

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Reporting Period, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function, qualifications and experience of staff and adequacy of resources.

During the Reporting Period, the Board, through a review covering all material controls, including financial, operational and compliance controls for the Reporting Period, considered that the risk management and internal control systems of the Group was effective and adequate. The Board will conduct annual review on the risk management and internal control systems of the Company.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Reporting Period.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 65 to 70 of this annual report.

AUDITORS' REMUNERATION

The remuneration paid/payable to the Company's external auditor in respect of audit services and non-audit services for the Reporting Period is set out below:

	Fees Paid/Payable RMB'000
Audit services	2,030
Non-audit services (Note)	450
Total	2,480

Note: The non-audit services mainly consisted of reviewing the Group's interim financial results for the six months ended 30 June 2023.

JOINT COMPANY SECRETARIES

Ms. Zhou Caihong ("**Ms. Zhou**") resigned and had ceased to act as a joint company secretary (the "**Joint Company Secretary**") of the Company, and Ms. Wang Shuiming ("**Ms. Wang**") has been appointed in place of Ms. Zhou as one of the Joint Company Secretaries with effect from 9 May 2023.

Ms. Wang is the financial director of the Group and the manager of the planning and finance department of the Group and is responsible for the overall financial management of the Group, including the management of the Group's budget, coordinating the Group's audit function and formulating internal policies relating to finance and accounting. Ms. Wang also serves as a director and supervisor of certain subsidiaries of the Company.

Ms. Wang is a qualified Secretary to the Board in the PRC and also obtained the Qualification Certificate of the Secretary to the Board of Directors issued by the Shanghai Stock Exchange in December 2018. She has also been a senior accountant in Zhejiang Province, PRC since May 2014.

Ms. Pun Ka Ying (“**Ms. Pun**”) serves as the other Joint Company Secretary, and is the senior manager of Tricor Services Limited, an external service provider and a global professional services provider specializing in integrated business, corporate and investor services. Ms. Pun’s primary contact person of the Company is Ms. Wang.

Both Ms. Wang and Ms. Pun have confirmed that each of them has taken no less than 15 hours of relevant professional trainings during the Reporting Period respectively in compliance with Rule 3.29 of the Listing Rules. All Directors have access to the joint company secretaries’ advices and services.

SHAREHOLDERS’ RIGHTS

To safeguard shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

CONVENING AN EXTRAORDINARY GENERAL MEETING

The following procedures for Shareholders to convene an extraordinary general meeting (“**EGM**”) of the Company are prepared in accordance the Company’s articles of association:

- (1) Two or more Shareholders (“**Requisitionist(s)**”) holding, at the date of deposit of the requisition, 10% or more of the shares of the Company, separately or jointly, carrying the right of voting at general meetings shall have the right, by one or several written requests of the same format and content, to require an EGM or class meeting to be called by the Board of for the transaction or any business specified in such requisition. The Board shall convene an EGM or class meeting as soon as possible upon receipt of the aforesaid written request. The aforesaid number of shares shall be calculated in accordance with the shares held on the day on which the written request is made by the Requisitionist(s).
- (2) If the Board fails to issue a notice to convene a meeting within 30 days after receiving the aforesaid written request, the Requisitionist(s) making the request may request the board of Supervisors to convene an EGM or a class meeting.
- (3) If the board of Supervisors fails to issue a notice to convene the meeting within 30 days after receiving the aforesaid written request, the Shareholders holding 10% or more of the voting shares of the proposed meeting, individually or in aggregate, for 90 consecutive days may convene the meeting by themselves within four months after the receipt of the request by the Board of Directors, provided that the procedure for convening a EGM shall be the same as that used by the Board when possible. If the Shareholders convene and hold a meeting on their own due to the failure of the Board or board of Supervisors to hold the meeting as aforesaid, the Company shall bear the reasonable expenses incurred thereby and deduct the amount owed by the Company to the delinquent Directors.

CORPORATE GOVERNANCE REPORT

Putting Forward Proposals at Annual General Meetings

Shareholder(s) who hold(s) 3% or more of the voting shares of the Company, individually or in aggregate, shall have the right to submit provisional proposals (“**Proposal**”) in writing to the Company and submit them to the Board 10 days before the general meeting. The Board shall, within 2 days of receiving the proposal, send a supplementary notice to the general meeting and submit the provisional proposal to the general meeting for consideration. The contents of the Proposal shall fall within the scope of the responsibilities of the general meeting and shall have clear topics and specific resolutions.

Putting Forward Enquiries to the Board

For putting forward relevant enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Registered Office and Headquarters
5th Floor, Building 3, Hualong Plaza
Economic and Technological Development Zone
Jiaxing, Zhejiang Province
The People’s Republic of China

Principal Place of Business in Hong Kong
5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

Email: jxgas@jxrqgs.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above addresses indicating “To the Board or Company Secretary” and provide their full name, contact details and identification in order to give effect thereto. Shareholders’ information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

Separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Shareholders' Communication Policy

The Company has established a Shareholders' Communication Policy in order to ensure the Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company (to the extent that such information is publicly available), to exercise their rights in an informed manner and to allow Shareholders and the investment community to engage actively with the Company through annual general meetings and other general meetings. The Group also communicates with the Shareholders and the investment community through regular announcements and publications via the websites of the Company and the Stock Exchange. The Shareholders' Communication Policy is regularly reviewed to ensure its effectiveness, and the Group is of the view that such policy has been implemented effectively during the year as the Company was able to understand the views of the Shareholders through the available channels.

(a) Shareholders' or Investors' Enquiries

Shareholders should direct their questions about their shareholdings to the Company or the Company's H share registrar. Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available. Shareholders and the investment community shall be provided with designated contacts, correspondence addresses, email addresses and enquiry lines in order to enable them to make relevant query in respect of the Company.

(b) Corporate Communication

Corporate communication refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to, annual reports, the interim reports, notices of meeting, circulars and proxy forms. They will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding.

(c) Corporate Website

A dedicated investor relations section is available on the Company's website at www.jxrqgs.com. Information on the Company's website is updated on a regular basis. Information released by the Company to the Stock Exchange is also posted on the Company's website simultaneously or immediately thereafter. Such information includes announcements, financial statements, results announcements, circulars and notices of general meetings, associated explanatory documents and other information in compliance with the applicable laws, rules and regulations. All press releases issued by the Company will be made available on the Company's website.

(d) Shareholders' Meetings

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. Appropriate arrangements for the general meetings shall be in place to encourage Shareholders' participation. The process of the Company's general meetings will be monitored and reviewed on a regular basis, and, if necessary, changes will be made to ensure the highest level of Shareholders' participation. Board members, in particular, the chairmen of Board committees or their delegates, appropriate management executives and external auditors of the Company will use all reasonable efforts to attend annual general meetings to answer Shareholders' questions.

Dividend Policy

The Company has not adopted a formal dividend policy. As the Company is still in its development phase and the performance will continue to be impacted by the relevant industry's and economic outlook in the foreseeable future, the Board is of the opinion that it is not appropriate to adopt a dividend policy at this stage. There is no assurance that dividends of any amount will be declared or be distributed in any year. The Board will review the Company's status periodically and consider adopting a dividend policy if and when appropriate.

Constitutional Documents

During the Reporting Period, the Company has not amended its articles of association. An updated version of the Company's articles of association is also available on the Company's website and the Stock Exchange's website.

INDEPENDENT AUDITOR'S REPORT



Ernst & Young
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To the shareholders of JiaXing Gas Group Co., Ltd.

(Established in the People's Republic of China with limited liability)

OPINION

We have audited the consolidated financial statements of JiaXing Gas Group Co., Ltd (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 71 to 179, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, 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 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**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**”), and we have 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.

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition</p> <p>During the year, the Group recognised revenue of RMB2,956,483,000, of which, revenue from the sale of piped natural gas (“PNG”) and provision of construction services amounted to RMB1,827,052,000 and RMB160,005,000, respectively.</p> <p>Revenue from the sale of PNG was significant to our audit because the revenue was highly dispersed and derived from a large number of residential customers, commercial customers and industrial customers. The volume of gas consumed by customers was determined by the gas-meters installed and the readings were examined cyclically and the reading date did not all fall exactly on the month or year end. Therefore, revenue from the last gas-meter reading date to the year end date involved estimation of management.</p>	<p>Our procedures in relation to the recognition of revenue derived from the sale of PNG included:</p> <ul style="list-style-type: none">• Tested the design and operating effectiveness of key controls related to the sale of PNG;• Discussed with the management about the recognition basis of revenue from the sale of PNG and assessing the appropriateness of revenue recognition policy of sale of PNG applied by the Group;• Performed detailed analytical review procedures on the revenue from the sale of PNG;• Performed test of details, on a sampling basis, by checking contracts, gas-meter reading records and invoices;• Assessed the calculation algorithms and data used in developing the estimation of revenues from the last gas-meter reading date to the year end date; and;• Assessed the adequacy of the disclosure of revenue from sale of PNG included in the notes to the consolidated financial statements.

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition (continued)</p> <p>Revenue recognition from the provision for construction services was significant to our audit because the revenue from construction services had a significant impact on the consolidated financial statements and it involved significant judgement and estimation of management, which included the output method to measure the progress towards complete satisfaction of the performance obligation based on the construction completion report agreed between the Group, the construction companies and supervision companies.</p> <p>The disclosures about revenue recognition are included in note 2.4 <i>Material Accounting Policies</i>, note 3 <i>Significant Accounting Judgements and Estimations</i> and note 5 <i>Revenue</i>.</p>	<p>Our procedures in relation to the recognition of revenue derived from the provision of construction services included:</p> <ul style="list-style-type: none"> • Tested the design and operating effectiveness of key controls related to the provision of construction services; • Discussed with the management about the recognition basis and assessed the revenue recognition policy applied by the Group to ensure the compliance with IFRS; • Performed detail analytical review procedures on the revenue from provision of construction services; • Performed test of details, on sampling basis, by checking contracts, construction completion report, invoice, etc; • Examined the construction progress reports prepared by the Group, the construction companies and supervision companies collaborate the progress towards complete satisfaction of that performance obligation, obtained confirmation from the supervision companies, and recalculated revenue based on the construction progress; and; • Assessed adequacy of the disclosure included in the notes to the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than 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 THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee 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. Our report is made solely to you, as a body, 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 HKSAAs 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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.

The engagement partner on the audit resulting in this independent auditor's report is Hsu Lung Wu.

Ernst & Young

Certified Public Accountants

Hong Kong

25 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
REVENUE	5	2,956,483	3,466,036
Cost of sales		(2,690,919)	(3,300,275)
Gross profit		265,564	165,761
Other income and gains	6	17,855	37,557
Selling and distribution costs		(26,314)	(19,119)
Administrative expenses		(68,562)	(54,164)
Impairment losses on financial and contract assets, net		(36,189)	(6,639)
Other expenses		13,855	(2,468)
Finance costs	8	(12,815)	(10,763)
Share of profits and losses of:			
Joint Ventures		147,609	(10,589)
Associates		8,744	2,838
PROFIT BEFORE TAX	7	282,304	102,414
Income tax expense	11	(31,791)	(25,992)
PROFIT FOR THE YEAR		250,513	76,422

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
OTHER COMPREHENSIVE INCOME			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Fair value reserve of financial assets at fair value through other comprehensive income:			
Initial recognition of bills receivable as settlement of trade receivables		(29)	(398)
Changes in fair value		(26)	230
Income tax effect		15	41
Exchange differences on translation of foreign operations		52	–
<hr/>			
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods		12	(127)
<hr/>			
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		12	(127)
<hr/>			
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		250,525	76,295
<hr/>			
Profit attributable to:			
Owners of the parent	13	239,004	69,344
Non-controlling interests		11,509	7,078
<hr/>			
		250,513	76,422
<hr/>			
Total comprehensive income attributable to:			
Owners of the parent		239,016	69,217
Non-controlling interests		11,509	7,078
<hr/>			
		250,525	76,295
<hr/>			
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted			
For profit for the year (RMB)	13	1.73	0.50
<hr/>			

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	652,926	576,333
Investment properties	15	198,044	203,248
Right-of-use assets	16	135,818	131,925
Other intangible assets	17	4,320	3,835
Investments in joint ventures	18	471,035	323,426
Investments in associates	19	122,862	10,826
Financial assets at fair value through profit or loss	20	59,147	57,270
Deferred tax assets	21	125,098	127,617
Goodwill		42	42
Other non-current assets	25	1,809	10,315
Total non-current assets		1,771,101	1,444,837
CURRENT ASSETS			
Inventories	22	17,506	56,392
Trade and bills receivables	23	236,423	207,459
Contract assets	24	13,483	9,797
Prepayments, other receivables and other assets	25	115,931	63,778
Financial assets at fair value through profit or loss	20	1,287	2,773
Debt investment at amortised cost	26	–	58,600
Term deposits and pledged deposits	27	155,793	12,500
Cash and cash equivalents	27	343,216	220,691
Total current assets		883,639	631,990
CURRENT LIABILITIES			
Trade and bills payables	28	494,138	305,536
Other payables and accruals	29	293,376	65,215
Contract liabilities	30	118,673	100,128
Interest-bearing bank borrowings	31	24,440	34,440
Lease liabilities	16	10,540	13,670
Tax payable		3,317	6,547
Total current liabilities		944,484	525,536
NET CURRENT (LIABILITIES)/ASSETS		(60,845)	106,454
TOTAL ASSETS LESS CURRENT LIABILITIES		1,710,256	1,551,291

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
NON-CURRENT LIABILITIES			
Contract liabilities	30	326,118	338,109
Interest-bearing bank borrowings	31	164,900	189,340
Lease liabilities	16	150,768	146,242
Deferred tax liabilities	21	54	91
Total non-current liabilities		641,840	673,782
Net assets		1,068,416	877,509
EQUITY			
Equity attributable to owners of the parent			
Share capital	32	137,845	137,845
Reserves	33	887,717	703,839
		1,025,562	841,684
Non-controlling interests		42,854	35,825
TOTAL EQUITY		1,068,416	877,509

Sun Lianqing

Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the parent								Total equity RMB'000
	Share capital RMB'000	Capital reserve RMB'000	Statutory surplus reserve RMB'000	Special reserve safety fund RMB'000	Fair value reserve of financial assets at fair value through other comprehensive income RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	
At 31 December 2021	137,845	271,226	66,464	14,298	-	312,205	802,038	22,735	824,773
Impact of adopting amendments to IAS 16 (note 2.2(b))	-	-	-	-	-	(8,894)	(8,894)	-	(8,894)
At 1 January 2022 (restated)	137,845	271,226*	66,464*	14,298*	-	303,311*	793,144	22,735	815,879
Profit for the year	-	-	-	-	-	69,344	69,344	7,078	76,422
Other comprehensive income for the year:									
Fair value reserve of financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	(127)	-	(127)	-	(127)
Total comprehensive income for the year	-	-	-	-	(127)	69,344	69,217	7,078	76,295
Acquisition of subsidiaries	-	-	-	-	-	-	-	3,562	3,562
Capital injection by non-controlling shareholders	-	-	-	-	-	-	-	2,450	2,450
Final 2021 dividend declared and paid	-	-	-	-	-	(20,677)	(20,677)	-	(20,677)
Transfer from retained profits	-	-	3,501	-	-	(3,501)	-	-	-
Special reserve – safety fund	-	-	-	146	-	(146)	-	-	-
At 31 December 2022	137,845	271,226*	69,965*	14,444*	(127)*	348,331*	841,684	35,825	877,509

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the parent									
	Share capital RMB'000	Capital reserve RMB'000	Statutory surplus reserve RMB'000	Special reserve safety fund RMB'000	Fair value reserve of financial assets at fair value through other comprehensive income RMB'000	Exchange fluctuation Reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2023	137,845	271,226	69,965	14,444	(127)*	-	348,331	841,684	35,825	877,509
Profit for the Year	-	-	-	-	-	-	239,004	239,004	11,509	250,513
Other comprehensive income for the Year:										
Exchange differences on translation of foreign operations	-	-	-	-	-	52	-	52	-	52
Fair value reserve of financial assets at fair value through other comprehensive income, net of tax	-	-	-	-	(40)	-	-	(40)	-	(40)
Total comprehensive income for the Year	-	-	-	-	(40)	52	239,004	239,016	11,509	250,525
Final 2022 dividend declared and paid	-	-	-	-	-	-	(27,569)	(27,569)	-	(27,569)
Interim 2023 dividend declared and paid	-	-	-	-	-	-	(27,569)	(27,569)	-	(27,569)
Distribution of dividends or profit to non-controlling interests by subsidiaries	-	-	-	-	-	-	-	-	(4,480)	(4,480)
Transfer from retained profits	-	-	15,816	-	-	-	(15,816)	-	-	-
Special reserve – safety fund	-	-	-	3,266	-	-	(3,266)	-	-	-
At 31 December 2023	137,845	271,226*	85,781*	17,710*	(167)*	52*	513,115*	1,025,562	42,854	1,068,416

* These reserve accounts comprise the consolidated reserves of RMB887,717,000 (2022: RMB703,839,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
CASH FLOWS USED IN INVESTING ACTIVITIES			
Dividends received from associates	19	720	16,448
Dividends received from financial assets at fair value through profit or loss	6	–	487
Purchases of items of property, plant and equipment		118,870	(94,786)
Additions to other intangible assets		(2,697)	(1,288)
Acquisition of subsidiaries, net	34	(2,142)	(1,661)
Investment in joint ventures	18	–	(1,000)
Investment in an associate		55,700	(850)
Purchase of financial assets at fair value through profit or loss		(3,605)	(34,370)
Principle received from debt investment at amortised cost		1,000	–
Proceeds from disposal of fixed assets		13	886
Proceeds from disposal of financial assets at fair value through profit or loss		–	851
NET CASH USED IN INVESTING ACTIVITIES		181,281	(115,283)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid to non-controlling shareholders		(4,480)	–
Dividends paid		(55,138)	(20,677)
Interest paid	8	(12,980)	(13,208)
Proceeds from bank loans		150,000	–
Repayment of interest-bearing bank borrowings		(184,440)	(20,720)
Capital injection by non-controlling shareholders		–	2,450
Collections on behalf of the joint venture		204,322	–
Payment of lease liabilities	35(b)	(24,269)	(21,648)
NET CASH FROM FINANCING ACTIVITIES		73,015	(73,803)

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		282,304	102,414
Adjustments for:			
Finance costs	8	12,815	10,763
Share of profits of associates		(8,744)	(2,838)
Share of (gain)/losses of joint ventures		(147,609)	10,589
Interest income	6	(10,173)	(4,378)
Dividends received from financial assets at fair value through profit or loss	6	–	(487)
Depreciation of property, plant and equipment	7	58,586	45,967
Gain on of financial assets measured at amortised cost		(2,756)	(5,819)
Gain on deemed disposed of associate		(1,122)	(512)
Depreciation of investment properties	7	7,111	7,008
Depreciation of right-of-use assets	7	12,950	11,237
Amortisation of other intangible assets	7	2,212	1,951
Impairment of financial and contract assets, net	7	36,189	6,639
Fair value loss from financial assets through profit or loss	7	3,214	2,058
Loss on disposal of items of property, plant and equipment	7	10,191	214
		255,168	184,806
Decrease in inventories		38,886	4,201
Increase in trade and bills receivables		(49,397)	(67,740)
Increase in contract assets		(3,686)	(2,011)
Increase in prepayments, other receivables and other assets		(52,991)	(14,545)
Increase in trade and bills payables		187,702	58,827
Increase in other payable and accruals		6,347	2,566
Decrease/(increase) in pledged time deposits		(143,293)	2,362
Decrease/(increase) in contract liabilities		6,554	(703)
Cash generated from operations		245,290	167,763
Interest received		10,173	6,178
Tax paid		(26,639)	(22,828)
NET CASH FLOWS FROM OPERATING ACTIVITIES		228,824	151,113

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS			
		120,558	(37,973)
Cash and cash equivalents at beginning of year		220,691	258,664
Effect of exchange rate changes, net		1,967	–
CASH AND CASH EQUIVALENTS AT END OF YEAR		343,216	220,691
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	27	353,754	98,199
Time deposits	27	145,255	134,992
Term deposits and pledged deposits	27	(155,793)	(12,500)
Cash and cash equivalents as stated in the statement of cash flow		343,216	220,691

NOTES TO FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION

JiaXing Gas Group Co., Ltd. (the “**Company**”) is a joint stock company with limited liability established in the People’s Republic of China (“**PRC**”). The registered office of the Company is located at Building 3, Hualong Plaza, 32 Qinyi Road, Jiaxing, China.

The principal business activities of the Group during the year included (i) sale of gas, mainly piped natural gas (“**PNG**”) (under the concessions), liquefied natural gas (“**LNG**”) and liquefied petroleum gas (“**LPG**”) in Jiaxing; (ii) provision of construction and installation services; and (iii) other activities, including provision of natural gas transportation services, sale of vapour and construction materials, and leasing of properties, etc.

On 16 July 2021, the concert parties, namely Zhejiang Taiding Investment Company Limited (“**Taiding**”), Fengye Holdings Group Company Limited (“**Fengye**”), Mr. Xu Songqiang (徐松強) and Ms. Xu Hua (徐華), entered into concert party agreements with respect to their interests in the Company. Pursuant to the concert party agreements, Fengye, Mr. Xu Songqiang and Ms. Xu Hua agreed to delegate their voting rights at general meetings of the Company to Taiding from 16 July 2021 to 15 July 2023. Concert parties have interests in each other’s interests. As of 15 July 2023, the concert parties held an approximately 25.42% equity interest of the Company, while Jiaxing City Investment & Development Group Co., Ltd. held an approximately 23.76% equity interest of the Company.

On 16 July 2023, the concert parties, namely Zhejiang Taiding Investment Company Limited (“**Taiding**”), Zhuji Yujia New Energy Technology Company Limited (“**Zhuji Yujia**”), Mr. Xu Songqiang (徐松強) and Ms. Xu Hua (徐華), entered into concert party agreements with respect to their interests in the Company. Pursuant to the concert party agreements, Zhuji Yujia, Mr. Xu Songqiang and Ms. Xu Hua agreed to delegate their voting rights at general meetings of the Company to Taiding from 16 July 2023 to 15 July 2026. Concert parties have interests in each other’s interests. As of 31 December 2023, the concert parties held an approximately 32.60% equity interest of the Company, while Jiaxing City Investment & Development Group Co., Ltd. held an approximately 23.76% equity interest of the Company. Accordingly, there was no controlling shareholder for the Company under IFRS.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 16 July 2020.

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Gangqu Gas****	PRC/Chinese Mainland	RMB36,000,000	65	–	Distribution and sale of natural gas and provision of construction and installation services of gas pipelines network
Jiaran Construction***	PRC/Chinese Mainland	RMB10,000,000	100	–	Distribution and sale of gas equipment and provision of gas, technology consulting services, and construction
Jie'an***	PRC/Chinese Mainland	RMB5,000,000	80	20	Transportation of LNG and compressed natural gas
Jia'ran Liquefied Gas***	PRC/Chinese Mainland	RMB5,000,000	100	–	Distribution and sale of LPG
Jia'ran New Energy***	PRC/Chinese Mainland	RMB20,000,000	100	–	Construction and operation of new energy facilities
Jiaxing Chengzhang Energy Service Co., Ltd. (" Chengzhang Energy ") 嘉興市成章能源服務有限公司*/*****	PRC/Chinese Mainland	RMB5,000,000	–	51	Sale of chemical products, provision of technology service and consulting service
Gas and Refuelling Station***	PRC/Chinese Mainland	RMB30,000,000	100	–	Operation of natural gas refuelling stations
Zhejiang Jiaqing New Energy Technology Co., Ltd. (" Jiaqing New Energy ") 浙江嘉氫新能源科技有限公司*/*****	PRC/Chinese Mainland	RMB28,000,000	–	60	Sale of hydrogen refuelling and hydrogen storage facilities for stations
Jiaxing Gangqu Jiajin Hydrogen Refuelling Station Co., Ltd. (" Jia'jin ") 嘉興港區嘉錦加氣站有限公司*/*****	PRC/Chinese Mainland	RMB20,000,000	–	60	Sale of hydrogen refuelling and hydrogen storage facilities for stations

NOTES TO FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows (continued):

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
JiaXing Gas Group (Hong Kong) Holdings Limited (" Jiaxing Gas Hong Kong ") 嘉燃集團(香港)控股有限公司*/***	Hong Kong	USD5,000,000	100	-	Trading of LNG
Jiaxing LPG***	PRC/Chinese Mainland	RMB1,200,000	100	-	Distribution and sale of gas and gas equipment, and construction
Zhejiang Jiaran Trading Co., Ltd. (" Jiaran Trading ") 浙江嘉燃貿易有限公司**/**/****	PRC/Chinese Mainland	RMB20,000,000	100	-	Trading of LNG

* The English names of these subsidiaries represent the best efforts made by management of the Company to translate their Chinese names as they do not have official English names registered in the PRC.

** In 2023, Jiaran Trading was set up on May 31, 2023, but it has not started any business yet.

*** These companies are wholly-owned subsidiaries of the Company.

**** The company is a co-operative joint venture registered in the PRC.

***** These companies are subsidiaries of the co-operative joint venture of the Company and, accordingly, are accounted for as subsidiaries by virtue of the Company's control over them.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRSs**"), which comprise all standards and interpretations approved by the International Accounting Standards Board ("**IASB**"), and International Accounting Standards ("**IASs**") and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi ("**RMB**"), and all values are rounded to the nearest thousand except when otherwise indicated.

The Group had net current liabilities of RMB60,845,000 (2022: net current assets of RMB106,454,000) as at 31 December 2023. The financial statement has been prepared under the going concern basis because after taking into account that the forecasted net cash inflow from operating activities in 2024 and the available unutilised banking facilities. The directors of the Company consider that the Group will have sufficient funds to finance its operations and financial obligations as and when they fall within the next 12-month period, and accordingly, are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

2. ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

Basis of consolidation (continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in accounting policies and disclosures

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

IFRS 17	<i>Insurance Contracts</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below:

(a) IFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 replaces IFRS 4 Insurance Contracts. The standard applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of the standard is to provide an accounting model for insurance contracts that is more useful and consistent for insurers, covering all relevant accounting aspects. The core of the standard is the general model, supplemented by:

- a specific adaptation for contracts with direct participation features (the variable fee approach); and
- a simplified approach (the premium allocation approach) mainly for short-duration contracts.

2. ACCOUNTING POLICIES (continued)

2.2 Changes in accounting policies and disclosures (continued)

- (b) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (c) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates.

The Group has applied the amendments to changes in accounting policies and changes in accounting estimates that occur on or after 1 January 2023. Since the Group's policy of determining accounting estimates aligns with the amendments, the amendments had no impact on the Group's financial statements.

- (d) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Prior to the initial application of these amendments, the Group has applied the amendments on temporary differences related to lease as at 1 January 2022. The adoption of amendments to IAS 12 did not have any material impact on the basic and diluted earnings per share attributable to ordinary equity holders of the parent, other comprehensive income and the consolidated statements of cash flows for the years ended 31 December 2023 and 2022.

- (e) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.3 Issued but not yet effective International Financial Reporting Standards

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the “ 2020 Amendments ”) ¹
Amendments to IAS 1	<i>Non-current Liabilities with Covenants</i> (the “ 2022 Amendments ”) ¹
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to IAS 21	<i>Lack of Exchangeability</i> ²

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor’s profit or loss only to the extent of the unrelated investor’s interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group’s financial statements.

2. ACCOUNTING POLICIES (continued)

2.3 Issued but not yet effective International Financial Reporting Standards (continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Business combinations and goodwill (continued)

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

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2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Fair value measurement

The Group measures its financial assets and equity investments at fair value through profit or loss at the end of each reporting period. 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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for a non-financial asset is required (other than inventories, contract assets, deferred tax assets, investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and 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, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Impairment of non-financial assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);

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2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Related parties (continued)

A party is considered to be related to the Group if: (continued)

(b) the party is an entity where any of the following conditions applies: (continued)

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognised such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated useful lives and residual value of property, plant and equipment are as follows:

Buildings	20-50 years 5%
Gas pipelines	20 years 5%
Plant and machinery	4-15 years 5%
Furniture and office equipment	3-10 years 5%
Motor vehicles	4-5 years 5%
Lease holding improvements	3-5 years 0%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Property, plant and equipment and depreciation (continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents gas and refuelling station structures, machinery, gas pipelines and other property, plant and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Operating rights

Operating rights for construction are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of four years.

Software copyrights

Purchased software copyrights are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of three to ten years.

NOTES TO FINANCIAL STATEMENTS

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2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Leases

The Group assesses at contract inception whether a 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Prepaid leasehold lands	50 years
Buildings	2-8 years
Plant and gas pipelines	9-21 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and lap top computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

NOTES TO FINANCIAL STATEMENTS

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2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Derecognition of financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("**ECLs**") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 30 days past due for sale of gas, and 180 days past due for construction and installation services. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Impairment of financial assets (continued)

General approach (continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, financial liabilities included in other payables and accruals, lease liabilities, interest-bearing bank borrowings.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Financial liabilities (continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain industrial products and the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are initially recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate. The warranty-related cost is revised annually.

Special reserve – safety fund

Provisions for the Group's obligations for safety operation are based on the Group's revenue arising from sales of natural gas per year in accordance with related PRC rules and regulations. The Group records a corresponding cost when such expenditure for safety operation incurs. The remaining provisions for the Group's obligations for safety operation would be recorded as special reserve – safety fund. The remaining provisions would not be recorded in the consolidated statements of profit or loss while the Group decreases its retained profits when it recognises the special reserve – safety fund.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the above goods.

(b) Provision of installation and management services of gas pipelines

Revenue from the provision of installation and management services of gas pipelines is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(c) Provision of construction services

Revenue from the provision of construction services is recognised over time, using an output method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The output method recognises revenue on the basis of direct measurements of the value to the customer of the services transferred to date relative to the remaining goods or services promised under the contract.

(d) Provision of natural gas transportation services

The Group's provision of natural gas transportation services generally includes a series of distinct services that are substantially the same and that have the same pattern of transfer to the customers. Revenue from the transmission of natural gas is recognised at the point in time when the Group provides the promised service to the customer.

(e) Provision of gas storage services

Revenue from the provision of natural gas storage services is recognised over time, because the Group provides natural gas storage services to customers for their on-demand consumption, and customers simultaneously receives and consumes the benefits of the Group's performance.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify,
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Renminbi ("RMB"), which is the Group's and the Company's functional currency because the Group's principal operations are carried out in Chinese Mainland. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2. ACCOUNTING POLICIES (continued)

2.4 Material accounting policies (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries, joint ventures and associates are currencies other than the Chinese Yuan. As at the end of the reporting period, the assets and liabilities of these entities are translated into Chinese Yuan at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Chinese Yuan at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Determining the timing of satisfaction of construction services

The Group concluded that revenue for construction services is recognised over time because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The fact that another entity would not need to re-perform the construction that the Group has provided to date demonstrates that the customer simultaneously receives and consumes the benefits of the Group's performance as it performs.

The Group determined that the output method is the best method in measuring the progress of the construction services because the output selected would faithfully depict the entity's performance towards complete satisfaction of the performance obligation. The Group recognises revenue on the basis of direct measurements of the value to the customer of the services transferred to date relative to the remaining services promised under the contract.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Estimation uncertainty

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

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2023 was RMB42,000.00 (2022: RMB42,000.00).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns according to the sales type and rating.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the energy industry sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 23 and note 24 to the financial statements, respectively.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Useful lives of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations, competitor actions in response to severe industry cycles or unforeseeable change in legal enforcement rights in future. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Useful lives of intangible assets

The Group determines the estimated useful lives and related amortisation charges for its intangible assets. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are amortised over the useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Estimation of the amortisation period of installation and management services recorded as contract liabilities

The Group receives fees from customers in advance in exchange for the installation and management of gas pipelines to the urban natural gas pipeline network. These fees are received in advance and gradually amortised. The Group determines the estimated amortisation period of fifteen years for its revenue recognition. This estimate is based on the Group's historical experience of the actual service period and the strength of the Group's business relationship with each individual customer. It could differ significantly based on the customer's profile, expected term of the relationship and the strength of the customer's business relationship established with the Group. Generally, amortisation is calculated on the straight-line basis for fifteen years. The carrying amount of installation and management services in the consolidated statement of financial position as at 31 December 2023 was RMB368,311,000 (31 December 2022: RMB380,141,000), details of which are set out in note 30 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. There was no carrying value of deferred tax assets relating to recognised tax losses at 31 December 2023 and 2022. There were unrecognised tax losses of RMB4,096,000 as at 31 December 2023 (31 December 2022: Nil). Further details are contained in note 21 to the financial statements.

Volume of gas consumed by customers

The revenue from sales of gas was highly dispersed and derived from a large number of residential customers, commercial customers and industrial customers. The Group developed a statistical model for estimating the volume of gas consumed by customers between the last gas-meter reading date and the end of the reporting period. The model used the historical gas-meter readings, the average daily volume of gas consumed by customers and the gas-meter reading date of each customer to come up with the estimated volume of gas consumed by customers between the last gas-meter reading date and the end of the reporting period.

4. SEGMENT INFORMATION

The Group has only one reportable operating segment which engages in (i) the sale of gas, mainly PNG (under the concessions), LNG and LPG in Jiaxing; (ii) the provision of construction installation services; and (iii) others, including the provision of natural gas transportation services, sales of vapour and construction materials, and leasing of properties in the year. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

Geographical information is not presented since all of the Group's revenue from external customers is generated in Chinese Mainland and all of the non-current assets of the Group are located in Chinese Mainland.

Information about major customers

Revenue from continuing operations of approximately RMB369,729,000 (2022: RMB311,533,000) was derived from sales to a single customer, including sales to a group of entities which are known to be under common control with that customer.

5. REVENUE

An analysis of the Group's revenue is as follows:

	2023 RMB'000	2022 RMB'000
<i>Revenue from contracts with customers</i>		
Sales of goods	2,723,270	3,251,696
Provision of construction services	160,005	142,143
Provision of installation and management services	55,807	53,724
Provision of gas storage services	–	6,424
Provision of gas transportation services	1,920	2,131
Others	9,266	4,569
	2,950,268	3,460,687
<i>Revenue from other sources</i>		
Gross rental income	14,298	13,835
	2,964,566	3,474,522
Less: Government surcharges	(8,083)	(8,486)
	2,956,483	3,466,036

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE (continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

	2023 RMB'000	2022 RMB'000
Sales of PNG	1,827,052	2,025,701
Sales of LNG	661,415	957,739
Sales of LPG	110,722	133,521
Sales of other gas	81,807	93,556
Sales of vapour	33,934	35,427
Sales of construction materials	6,706	5,040
Sales of electricity	1,634	712
Provision of construction services	160,005	142,143
Provision of installation and management services	55,807	53,724
Provision of gas storage services	–	6,424
Provision of gas transportation services	1,920	2,131
Others	9,266	4,569
Total revenue from contracts with customers	2,950,268	3,460,687
Timing of revenue recognition		
Goods or services transferred at a point in time	2,734,456	3,258,396
Services transferred over time	215,812	202,291
Total revenue from contracts with customers	2,950,268	3,460,687

The following table shows the amounts of revenue recognised in the reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2023 RMB'000	2022 RMB'000
Provision of installation and management services	42,032	43,730
Provision of construction services	33,709	28,322
Sales of goods	24,387	22,785
Total	100,128	94,837

There was no revenue recognised from performance obligations satisfied in previous years or not previously recognised due to constraints on variable consideration.

5. REVENUE (continued)

Revenue from contracts with customers

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sales of goods

The performance obligation is satisfied upon delivery of the PNG, LNG, LPG, vapour and construction materials, and payment is generally due within 30 to 180 days from deliver, except for customers who purchased store-value cards.

Provision of construction and installation services and management of gas pipelines services

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before or during the rendering of the services.

Provision of gas transportation services

The performance obligation is satisfied upon completion of gas transportation and payment is generally due within 30 days from completion.

Provision of gas storage services

The performance obligation is satisfied over time as the services are provided till the completion of gas storage services.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2023 RMB'000	2022 RMB'000
Amounts expected to be recognised as revenue:		
Within one year	118,673	100,128
After one year	326,118	338,109
Total	444,791	438,237

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised after one year relate to installation and management of gas pipelines, of which the performance obligations are to be satisfied within two to fifteen years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

6. OTHER INCOME AND GAINS

	2023 RMB'000	2022 RMB'000
Other income		
Interest income	10,173	4,378
Dividends received from financial assets at fair value through profit or loss	–	487
Government grants	2,819	10,940
Gain on foreign exchange differences	417	14,855
Gain on disposal of items of property, plant and equipment	2	43
Others	566	457
Total other income	13,977	31,160
Gains		
Gain on financial assets measured at amortised cost	2,756	5,819
Gain on deemed disposed of associate	1,122	578
Total gains	3,878	6,397
Total other income and gains	17,855	37,557

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	2023 RMB'000	2022 RMB'000
Cost of inventories sold		2,563,589	3,199,504
Cost of services provided		127,330	100,771
Depreciation of property, plant and equipment	14	58,586	45,967
Depreciation of investment properties	15	7,111	7,008
Depreciation of right-of-use assets	16(a)	12,950	11,237
Amortisation of intangible assets	18	2,212	1,951
Lease payments not included in the measurement of lease liabilities	16(c)	1,320	474
Auditor's remuneration		2,480	2,667
Employee benefit expense (excluding Directors' and chief executive's remuneration (note 9)):			
Wages and salaries		60,090	52,821
Pension scheme contributions		5,316	5,053
Social security contributions and accommodation benefits		7,749	6,883
Foreign exchange gain		(417)	(14,855)
Impairment of financial and contract assets, net:			
Impairment of trade receivables, net	23	20,453	5,116
Impairment of financial assets included in prepayments, other receivables and other assets	25	(786)	123
Impairment of debt investment at amortised cost		16,522	1,400
Fair value losses on financial assets at fair value through profit or loss		3,214	2,058
Dividend income from financial assets at fair value through profit or loss	6	–	(487)
Interest income	6	(10,173)	(4,378)
Loss on disposal of items of property, plant and equipment		10,191	214

NOTES TO FINANCIAL STATEMENTS

31 December 2023

8. FINANCE COSTS

An analysis of finance costs is as follows:

	2023 RMB'000	2022 RMB'000
Interest on interest-bearing bank borrowings	12,980	13,208
Interest expense on leases liabilities	8,822	8,272
Total interest expense on financial liabilities not at fair value through profit or loss	21,802	21,480
Less: Interest capitalised	(8,987)	(10,717)
	12,815	10,763

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2023 RMB'000	2022 RMB'000
Fees	481	365
Other emoluments:		
Salaries, allowances and benefits in kind	588	492
Performance-related bonuses	911	1,055
Pension scheme contributions	189	193
	1,688	1,740
	2,169	2,105

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

	2023	2022
	RMB'000	RMB'000
Mr. Cheng Hok Kai Frederick	227	165
Mr. Yu Youda	127	100
Mr. Zhou Xinfu	127	100
	481	365

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

NOTES TO FINANCIAL STATEMENTS

31 December 2023

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors, non-executive directors, the chief executive

	Fees RMB'000	Salaries allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Pension scheme contributions RMB'000	Total RMB'000
2023					
Executive directors:					
– Mr. Xu Songqiang	–	207	343	104	654
Non-executive directors:					
– Mr. Zheng Huanli	–	–	–	–	–
– Mr. He Yujian (Resigned on 10 June 2022)	–	–	–	–	–
– Mr. Xu Jiong (Appointed on 10 June 2022)	–	–	–	–	–
– Mr. Fu Songquan	–	–	–	–	–
Chief executive:					
– Mr. Sun Lianqing	–	321	316	–	637
Supervisors:					
– Ms. Liu Wen	–	–	–	–	–
– Ms. Xu Shuping*	–	–	–	–	–
– Ms. He Haiyan**	–	60	252	85	397
Total	–	588	911	189	1,688

* Ms. Xu Shuping resigned as a supervisors of the Company on 11 January 2023.

** Ms. He Haiyan was appointed as a supervisors of the Company on 11 January 2023.

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)**(b) Executive directors, non-executive directors, the chief executive** (continued)

	Fees RMB'000	Salaries allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Pension scheme contributions RMB'000	Total RMB'000
2022					
Executive directors:					
– Mr. Xu Songqiang	–	211	337	103	651
Non-executive directors:					
– Mr. Zheng Huanli	–	–	–	–	–
– Mr. He Yujian (Resigned on 10 June 2022)	–	–	–	–	–
– Mr. Xu Jiong (Appointed on 10 June 2022)	–	–	–	–	–
– Mr. Fu Songquan	–	–	–	–	–
Chief executive:					
– Mr. Sun Lianqing	–	230	461	4	695
Supervisors:					
– Ms. Liu Wen	–	–	–	–	–
– Mr. Wang Dongzhi (Resigned on 10 June 2022)	–	–	–	–	–
– Ms. Mu Nini (Appointed on 10 June 2022)	–	–	–	–	–
– Ms. Xu Shuping	–	51	257	86	394
Total	–	492	1,055	193	1,740

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors, including the chief executive (2022: two directors, including the chief executive), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining three highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2023 RMB'000	2022 RMB'000
Salaries, allowances and benefits in kind	553	587
Performance related bonuses	904	1,007
Pension scheme contributions	312	210
Total	1,749	1,804

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	2023	2022
Nil to RMB500,000	–	–
RMB500,001 to RMB1,000,000	3	3
Total	3	3

11. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2022: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

The provision for China Mainland current income tax is based on the statutory rate of 25% of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008 (the “**New Corporate Income Tax Law**”), except for a small and micro enterprise of the Group in China Mainland: For a qualified small low-profit enterprise, whose annual taxable income shall be included in the taxable income at 25% of its taxable income, such taxable income is taxed at a preferential rate of 20%.

11. INCOME TAX EXPENSE (continued)

The major components of income tax expense are as follows:

	2023	2022
	RMB'000	RMB'000
Current tax:		
Income tax in the PRC for the year	28,659	19,349
Income tax in the HK for the year	631	–
Deferred tax	2,501	6,643
Total tax charge for the year	31,791	25,992

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the country in which the Company and the major operating subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates are as follows:

2023

	2023	2022
	RMB'000	RMB'000
Profit before tax	282,304	102,414
Tax at the statutory tax rate	70,151	25,603
Lower tax rate for specific provinces or enacted by local authority	(1,443)	(883)
Adjustments in respect of current tax of previous periods	1,438	(627)
Expenses not deductible for tax	49	106
Tax losses not recognised	1,024	–
Profits attributable to joint ventures and associates	(39,088)	1,938
Others	(340)	(145)
Tax charge at the Group's effective rate	31,791	25,992

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12. DIVIDENDS

	2023 RMB'000	2022 RMB'000
Interim – RMB0.2 (2022: Nil) per ordinary share	27,569	–
Proposed final dividends – RMB0.4 (2022: RMB0.2) per ordinary share	55,138	27,569

The proposed final dividend for the year ended 31 December 2023 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 137,844,500 (2022: 137,844,500) in issue during the year, as adjusted to reflect the rights issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

	2023 RMB'000	2022 RMB'000
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Earnings

Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	239,004	69,344
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	Number of shares	
	2023	2022

Shares

Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation	137,844,500	137,844,500
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14. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Gas pipelines RMB'000	Plant and machinery RMB'000	Furniture and office equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Leasehold improvements RMB'000	Total RMB'000
31 December 2023								
At 1 January 2023								
Cost	119,952	651,954	186,856	10,604	13,700	49,576	27,039	1,059,681
Accumulated depreciation	(35,326)	(292,707)	(114,545)	(8,539)	(11,083)	-	(21,148)	(483,348)
Net carrying amount	84,626	359,247	72,311	2,065	2,617	49,576	5,891	576,333
At 1 January 2023, net of								
accumulated depreciation	84,626	359,247	72,311	2,065	2,617	49,576	5,891	576,333
Additions	33,893	-	2,614	509	1,891	97,026	4,304	140,237
Acquisition of a subsidiary (net)	7,053	-	-	-	-	-	-	7,053
Depreciation provided								
during the year	(5,100)	(33,451)	(13,939)	(858)	(1,113)	-	(4,125)	(58,586)
Disposals	-	(10,084)	-	-	(31)	-	(89)	(10,204)
Transferred from Construction in progress	2,404	65,778	23,118	-	-	(91,300)	-	-
Transferred from investment properties	8,279	-	-	-	-	-	-	8,279
Transferred to investment properties	(10,186)	-	-	-	-	-	-	(10,186)
At 31 December 2023, net of accumulated depreciation	120,969	381,490	84,104	1,716	3,364	55,302	5,981	652,926
At 31 December 2023								
Cost	161,277	691,857	212,588	11,113	14,961	55,302	31,343	1,178,441
Accumulated depreciation	(40,308)	(310,367)	(128,484)	(9,397)	(11,597)	-	(25,362)	(525,515)
Net carrying amount	120,969	381,490	84,104	1,716	3,364	55,302	5,981	652,926

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14. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings RMB'000	Gas pipelines RMB'000	Plant and machinery RMB'000	Furniture and office equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Leasehold improvements RMB'000	Total RMB'000
31 December 2022								
At 1 January 2022								
Cost	100,326	584,674	164,151	9,430	15,004	37,400	21,800	932,785
Accumulated depreciation	(28,488)	(265,687)	(105,865)	(7,767)	(11,165)	–	(19,533)	(438,505)
Net carrying amount	71,838	318,987	58,286	1,663	3,839	37,400	2,267	494,280
At 1 January 2022, net of								
accumulated depreciation	71,838	318,987	58,286	1,663	3,839	37,400	2,267	494,280
Additions	7,738	4,482	4,774	1,161	241	84,576	5,239	108,211
Acquisition of a subsidiary (net)	451	–	10,931	16	–	–	–	11,398
Depreciation provided								
during the year	(4,500)	(27,101)	(11,031)	(775)	(1,018)	–	(1,542)	(45,967)
Disposals	(460)	–	(124)	–	(445)	–	(73)	(1,102)
Transferred from Construction in progress	46	62,879	9,475	–	–	(72,400)	–	–
Transferred from investment properties	9,960	–	–	–	–	–	–	9,960
Transferred to investment properties	(447)	–	–	–	–	–	–	(447)
At 31 December 2022, net of								
accumulated depreciation	84,626	359,247	72,311	2,065	2,617	49,576	5,891	576,333
At 31 December 2023								
Cost	119,952	651,954	186,856	10,604	13,700	49,576	27,039	1,059,681
Accumulated depreciation	(35,326)	(292,707)	(114,545)	(8,539)	(11,083)	–	(21,148)	(483,348)
Net carrying amount	84,626	359,247	72,311	2,065	2,617	49,576	5,891	576,333

The carrying amount of construction in progress of the Group included capitalised interest of approximately RMB8,987,000 (2022: RMB10,717,000) charged for the year (note 8).

As at 31 December 2023, the Company's property, plant and equipment with a carrying value of RMB6,908,000 (2022: RMB7,148,000) was pledged to secure interest-bearing bank borrowings (note 31).

15. INVESTMENT PROPERTIES

	2023 RMB'000	2022 RMB'000
Cost:		
At beginning of year	267,799	280,393
Transferred from property, plant and equipment	10,788	931
Transferred from intangible assets	–	(608)
Transferred to property, plant and equipment	(8,763)	(12,917)
At end of year	269,824	267,799
Accumulated depreciation:		
At beginning of year	64,551	60,190
Charge for the year	7,111	7,008
Transferred from property, plant and equipment	602	484
Transferred from intangible assets	–	(174)
Transferred to property, plant and equipment	(484)	(2,957)
At end of year	71,780	64,551
Net carrying amount:		
At end of year	198,044	203,248
At beginning of year	203,248	220,203

Investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses. The market values of investment properties are valued based on the investment method whereby the rents receivable during the residue period of the existing tenancies are capitalised at an appropriate capitalisation rate with due allowance for the reversionary interests after expiry of the tenancies. The fair values of the investment properties are disclosed below.

The investment properties are leased to third parties and related parties under operating leases.

As at 31 December 2023, the Group's investment properties with a carrying value of RMB36,251,000 (2022: RMB113,299,000) were pledged to secure interest-bearing bank borrowings (note 31).

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15. INVESTMENT PROPERTIES (continued)

The Group's investment properties principally comprise buildings held for medium term rental yields, which are located in Jiaxing City of Zhejiang Province, the PRC, and are held under the following lease terms:

	2023 RMB'000	2022 RMB'000
Medium term leases	198,044	203,248

Fair value hierarchy

The following table illustrates the fair values and fair value measurement hierarchy of the Group's investment properties:

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant Unobservable inputs (Level 3) RMB'000	
Investment properties	–	–	198,044	198,044

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant Unobservable inputs (Level 3) RMB'000	
Investment properties	–	–	298,318	298,318

15. INVESTMENT PROPERTIES (continued)

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

	Valuation technique	Significant unobservable inputs	Range or weighted average	
			2023	2022
Investment properties	Income approach – Term and Reversion Analysis	Estimated rental value (per square metre and per day)	RMB1.19 to RMB1.67	RMB1.19 to RMB1.67
		Market yield	4.5% to 5.0%	4.5% to 5.0%
		Term yield	4.0% to 4.5%	4.0% to 4.5%

A significant increase/(decrease) in the estimated market rent would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the term yield and market yield in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

The Term and Reversion Analysis estimates the value of the properties on an open market basis by capitalising the rental income on a fully leased basis having regard to the current passing rental income from the existing tenancies and the potential future reversionary rental income in the market. No allowances have been made for vacancy or capital deductions of any nature.

In this valuation method, the total rental income is divided into current passing rental income over the existing lease term (the term income) and potential future reversionary rental income after the expiry of the existing lease term (the reversionary income). The term “value” is derived by the capitalisation of the term “income” over the existing lease term, while the reversionary value is derived by the capitalisation of the reversionary income on a fully leased basis, which is then discounted back to the valuation date.

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16. LEASES

The Group as a lessee

The Group has lease contracts for various items of plant and gas pipelines, buildings and prepaid leasehold land used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings, plant and gas pipelines generally have lease terms between 2 and 21 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Prepaid leasehold land RMB'000	Plant and gas pipelines RMB'000	Buildings RMB'000	Total RMB'000
As at 1 January 2022	41,651	83,552	859	126,062
Transfer from investment properties	434	–	–	434
Additions	–	16,666	–	16,666
Disposals	–	–	–	–
Depreciation charge	(1,184)	(9,909)	(144)	(11,237)
As at 31 December 2022 and 1 January 2023	40,901	90,309	715	131,925
Transfer to investment properties	–	–	–	–
Additions	–	16,127	716	16,843
Disposals	–	–	–	–
Depreciation charge	(1,181)	(11,162)	(607)	(12,950)
As at 31 December 2023	39,720	95,274	824	135,818

As at 31 December 2023, there were no right-of-use assets pledged to secure interest-bearing bank borrowings (2022: Nil).

16. LEASES (continued)**The Group as a lessee** (continued)**(b) Lease liabilities**

The carrying amount of lease liabilities and the movements during the year are as follows:

	2023 RMB'000	2022 RMB'000
Carrying amount at 1 January	159,912	156,622
New leases	16,843	16,666
Accretion of interest recognised during the year	8,822	8,272
Payments	(24,269)	(21,648)
Carrying amount at 31 December	161,308	159,912
Analysed into:		
Current portion	10,540	13,670
Non-current portion	150,768	146,242

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2023 RMB'000	2022 RMB'000
Interest on lease liabilities	8,822	8,272
Depreciation charge of right-of-use assets	12,950	11,237
Expense relating to leases of low-value assets (included in administrative expenses and selling and distribution expenses)	1,320	474
Total amount recognised in profit or loss	23,092	19,983

(d) The total cash outflow for leases are disclosed in note 35(c) to the financial statements.

NOTES TO FINANCIAL STATEMENTS

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16. LEASES (continued)

The Group as a lessor

The Group leases its investment properties (note 15) consisting of buildings in Chinese Mainland under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB13,609,000 (2022: RMB13,835,000), details of which are included in note 5 to the financial statements.

At 31 December 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2023 RMB'000	2022 RMB'000
Within one year	11,845	12,771
After one year but within two years	10,507	11,651
After two years but within three years	8,776	10,451
After three years but within four years	8,189	8,776
After four years but within five years	8,105	8,189
After five years	18,256	26,361
Total	65,678	78,199

17. OTHER INTANGIBLE ASSETS

	Operating right RMB'000	Software RMB'000	Total RMB'000
31 December 2023			
Cost at 1 January 2023, net of accumulated amortisation	981	2,854	3,835
Additions	–	2,697	2,697
Amortisation provided during the year	(513)	(1,699)	(2,212)
At 31 December 2023	468	3,852	4,320
At 31 December 2023:			
Cost	2,050	12,806	14,856
Accumulated amortisation	(1,582)	(8,954)	(10,536)
Net carrying amount	468	3,852	4,320
31 December 2022			
Cost at 1 January 2022, net of accumulated amortisation	1,494	3,004	4,498
Additions	–	1,288	1,288
Amortisation provided during the year	(513)	(1,438)	(1,951)
At 31 December 2022	981	2,854	3,835
At 31 December 2022:			
Cost	2,050	10,109	12,159
Accumulated amortisation	(1,069)	(7,255)	(8,324)
Net carrying amount	981	2,854	3,835

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18. INVESTMENTS IN JOINT VENTURES

	2023 RMB'000	2022 RMB'000
Share of net assets	471,035	323,426

The Group's outstanding balances and transactions with the joint ventures during the year are disclosed in note 38.

Particulars of the Group's material joint ventures are as follows:

Name of company	Nominal value of paid-up/ registered capital	Place of registration and operations	Percentage of		Principal activities
			Voting power	Ownership interest	
Hangjiaxin	RMB700,000,000	PRC/Chinese Mainland	51%	51%	LNG trading

* The English translations of these company names are for reference only. The official names of these companies are in Chinese.

Hangjiaxin, which is considered a material joint venture of the Group, acts as the Group's supplier of LNG in Chinese Mainland and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Hangjiaxin adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

	2023 RMB'000	2022 RMB'000
Current assets	957,089	472,035
Non-current assets	1,819,522	1,687,675
Current liabilities	(510,691)	(312,498)
Non-current liabilities	(1,340,522)	(1,211,243)
Non-controlling interest	(1,800)	(1,800)
Net assets	923,598	634,169

18. INVESTMENTS IN JOINT VENTURES (continued)

Reconciliation to the Group's interest in the joint venture:

	2023	2022
	RMB'000	RMB'000
Proportion of the Group's ownership	51%	51%
Group's share of net assets of the joint venture	471,035	323,426
Carrying amount of the investment	471,035	323,426
Revenue	1,463,624	353,864
Other income	282	–
Total expense	(1,131,540)	(372,587)
Tax	(42,937)	–
Profit and total comprehensive income for the year	289,429	(18,723)
Ownership interest	51%	51%
Share of results	147,609	(9,549)

The Company did not increase the investment in Hangjiixin during the year ended 31 December 2023 (2022: Nil).

Hangjiixin did not propose any dividend to the Company during the year (2022: Nil).

According to the Articles of Association of Hangjiixin, the resolution made at the shareholders' meeting relating to the amendment of the Articles of Association, modification of registered capital, as well as the merger, division, and dissolution of the company, must be adopted by all shareholders. Other general resolutions shall be adopted by two thirds or more of the voting rights held by all shareholders. Therefore, the management of the Group regards that the Group has the joint control over Hangjiixin, and recognised it as the joint venture even if the ownership interests are 51%.

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19. INVESTMENTS IN ASSOCIATES

	2023 RMB'000	2022 RMB'000
Share of net assets	122,862	10,826

The Group's outstanding balances and transactions with the associates during the year are disclosed in note 38.

Particulars of the material associates are as follows:

Name of company	Nominal value of paid-up/ registered capital	Place of registration and operations	Percentage of		Principal activities
			Voting power	Ownership interest	
Pinghu Natural Gas Co., Ltd.* ("Pinghu Natural Gas") (平湖市天然氣有限公司)	RMB76,000,000	PRC/Chinese Mainland	39%	39%	Sales of gas products, and pipeline construction and maintenance
Xingzhou Jiayuan	RMB720,000,000	PRC/ Chinese Mainland	20% (since 28 September 2023)	20% (since 28 September 2023)	Real estate development and operation

* The English translations of these company names are for reference only. The official names of these companies are in Chinese.

19. INVESTMENTS IN ASSOCIATES (continued)

Pinghu Natural Gas, which is considered a material associate of the Group, is a strategic partner of the Group engaged in the trade of natural gas and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Pinghu Natural Gas adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

	2023	2022
	RMB'000	RMB'000
Current assets	97,086	78,315
Non-current assets	307,649	292,789
Current liabilities	(142,115)	(138,233)
Non-Current liabilities	(240,468)	(231,495)
Net assets	22,152	1,376

Reconciliation to the Group's interest in the associate:

	2023	2022
	RMB'000	RMB'000
Proportion of the Group's ownership	39%	39%
Group's share of net assets of the associate	9,094	1,077
Carrying amount of the investment	9,094	1,077
Revenue	407,703	450,101
Other income	784	2,247
Total expense	(383,202)	(433,923)
Tax	(4,422)	(10,636)
Profit and total comprehensive income for the year	20,863	7,789
Ownership interest	39%	39%
Share of results	8,137	3,038
Dividend reinvested	6,240	-
Dividend received	120	16,448

The Company increased the investment of RMB6,240,000 (2022: Nil) in Pinghu Natural Gas during the year ended 31 December 2023.

Pinghu Natural Gas proposed a dividend amounting to RMB6,360,000 to the Company during the year, and the Company reinvested RMB6,240,000 of the dividend as shares in Pinghu Natural Gas.

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19. INVESTMENTS IN ASSOCIATES (continued)

Xingzhou Jiayuan, which was considered a material associate of the Group in 2023, which operated as real estate developer and providing real estate development, and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Xingzhou Jiayuan in 2023 adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

	2023 RMB'000
Current assets	1,502,195
Non-current assets	551
Current liabilities	(642,787)
Non-current liabilities	(221,750)
Net assets	638,209

Reconciliation to the Group's interest in the associate:

	2023 RMB'000
Proportion of the Group's ownership	20%
Group's share of net assets of the associate	102,891
Carrying amount of the investment	102,891
Revenue	887,525
Other income	366
Total expense	(846,827)
Tax	(40,944)
Profit and total comprehensive income for the period after equity transfer agreements	120
Ownership interest	20%
Share of results	24

Xingzhou Jiayuan did not propose any dividend to the Company during the year (2022: Nil).

19. INVESTMENTS IN ASSOCIATES (continued)

As of 7 May 2023, the debt investment which was granted by the Group to Jiayuan Shencheng on 20 December 2021, was recorded at gross amount of RMB66,289,000, net accumulated impairment of RMB17,922,000. The management of the Group considered the fair value of this debt investment approximate to RMB48,367,000 before the equity transfer agreement.

On 8 May 2023 and on 28 September 2023, the equity transfer agreements was entered into between the Group and Urban Economics pursuant to which the Group has agreed to conditionally purchase from Urban Economics each of 10% equity interests in the Xingzhou Jiayuan, which shall be satisfied by way of pro tanto set-off against the debt owed by Jiayuan Shencheng to the Group, and Urban Economics has agreed to settle debt on behalf of Jiayuan Shencheng. After the completion of equity transfer agreements, Jiayuan Shencheng settled all the debt to the Group by total of 20% equity interests in the Xingzhou Jiayuan.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 RMB'000	2022 RMB'000
Listed equity investments, at fair value	1,287	2,773
Other unlisted investments, at fair value		
– Unlisted equity investments, at fair value	59,147	57,270
Total	60,434	60,043
Classified as		
Current	1,287	2,773
Non-current	59,147	57,270
Total	60,434	60,043

The above equity investments were classified as financial assets at fair value through profit or loss as they were held for trading or the Group had not irrevocably elected to classify them as at fair value through other comprehensive income.

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21. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Right-of-use assets RMB'000	Fair value Adjustments arising from acquisition of subsidiaries RMB'000	Total RMB'000
At 1 January 2022	(21,103)	–	(21,103)
Deferred tax credited/(charged) to statement of profit or loss during the year	(1,653)	(91)	(1,744)
Gross deferred tax assets at 31 December 2022 and 1 January 2023	(22,756)	(91)	(22,847)
Deferred tax credited/(charged) to statement of profit or loss during the year	(1,269)	(1,683)	(2,952)
Gross deferred tax liabilities at 31 December 2023	(24,025)	(1,774)	(25,799)

21. DEFERRED TAX (continued)

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

	Impairment of financial assets RMB'000	Contract liabilities RMB'000	Accruals and provisions RMB'000	Lease liabilities RMB'000	Recognition of deductible losses RMB'000	Total RMB'000
At 1 January 2022	2,476	95,601	18,099	39,155	–	155,331
Deferred tax credited/ (charged) to statement of profit or loss during the year	1,702	(10,452)	2,969	823	–	(4,958)
Gross deferred tax assets at 31 December 2022 and 1 January 2023	4,178	85,149	21,068	39,978	–	150,373
Deferred tax credited/ (charged) to statement of profit or loss during the year	4,566	(9,614)	3,449	349	1,720	470
At 31 December 2023	8,744	75,535	24,517	40,327	1,720	150,843

Notes: The Group has applied the Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* on temporary differences related to leases as at 1 January 2022. Upon initial application of these amendments, the Group recognised a deferred tax asset for all deductible temporary differences associated with lease liabilities (provided that sufficient taxable profit is available) of RMB40,327,000 (31 December 2022: RMB39,978,000; 1 January 2022: RMB39,155,000), and a deferred tax liability for all taxable temporary differences associated with right-of-use assets of RMB24,025,000 (31 December 2022: RMB22,756,000; 1 January 2022: RMB21,103,000). The deferred tax asset and the deferred tax liability arising from lease contracts of the same subsidiary have been offset in the statement of financial position for presentation purposes.

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21. DEFERRED TAX (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2023 RMB'000	2022 RMB'000
Net deferred tax assets recognised in the consolidated statement of financial position	125,098	127,617
Net deferred tax liabilities recognised in the consolidated statement of financial position	(54)	(91)
Total	125,044	127,526

The deferred tax assets arising from the impairment of financial assets mainly comprised impairment of accounts receivables and other receivables; the deferred tax assets arising from contract liabilities mainly comprised advances received from customers for installation and management services; and the deferred tax assets arising from accruals and provisions mainly comprised other assets and liabilities which have temporary differences between the carrying amounts and the tax bases. The board of directors is of the opinion that sufficient taxable profit will be available to allow the deferred tax assets to be utilised.

There were unrecognised tax losses of RMB 4,096,000 at 31 December 2023 (31 December 2022: Nil), that are available up to five years for offsetting against future taxable profits of the companies in which the losses arose, which associated with deferred tax assets of RMB 1,024,000 that have not been recognised as at 31 December 2023 (2022: Nil).

22. INVENTORIES

	2023 RMB'000	2022 RMB'000
Natural gas	3,264	42,228
Construction materials	13,918	13,420
Liquefied petroleum gas	324	744
Total	17,506	56,392

23. TRADE AND BILLS RECEIVABLES

	2023 RMB'000	2022 RMB'000
Trade receivables	239,451	201,105
Bills receivables	27,282	16,211
	266,733	217,316
Impairment	(30,310)	(9,857)
Net carrying amount	236,423	207,459

The Group's trading terms with its customers are mainly on credit except for certain new customers where payment in advance is required. The Group's trading terms for the sale of natural gas are paid in advance or due within 30 days from delivery for different customers, while the trading terms for rendering of the construction and connection of gas pipelines services are mainly on credit and the average trade credit period is 180 days. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly and actively monitored by senior management to minimise credit risk. In view of the aforementioned and the fact that the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

Trade and bills receivables are unsecured and non-interest-bearing.

Bills receivable of RMB27,282,000 (2022: RMB16,211,000) were classified as financial assets at fair value through other comprehensive income under IFRS 9.

An aging analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2023 RMB'000	2022 RMB'000
Within one year	197,156	201,980
Over one year	39,267	5,479
Total	236,423	207,459

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31 December 2023

23. TRADE AND BILLS RECEIVABLES (continued)

The movements in the loss allowance for impairment of trade and bills receivables are as follows:

	2023 RMB'000	2022 RMB'000
At beginning of year	9,857	4,741
Impairment losses, net (note 7)	20,453	5,116
At end of year	30,310	9,857

An impairment analysis is performed at the end of the year using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customers with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of the year about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade and bills receivables using a provision matrix:

As at 31 December 2023

	Current	Past due			Total
		Less than 6 months	6 to 12 months	Over 1 year	
Expected credit loss rate	1.64%	14.31%	19.89%	79.52%	11.36%
Gross carrying amount (RMB'000)	166,357	34,310	50,087	15,979	266,733
Expected credit losses (RMB'000)	2,728	4,910	9,964	12,708	30,310

As at 31 December 2022

	Current	Past due			Total
		Less than 6 months	6 to 12 months	Over 1 year	
Expected credit loss rate	1.80%	8.36%	23.71%	55.97%	4.54%
Gross carrying amount (RMB'000)	181,951	23,100	6,841	5,424	217,316
Expected credit losses (RMB'000)	3,267	1,932	1,622	3,036	9,857

24. CONTRACT ASSETS

	31 December 2023 RMB'000	31 December 2022 RMB'000
Contract assets arising from:		
Construction services	13,483	9,797
Impairment	-	-
Net carrying amount	13,483	9,797

Contract assets are initially recognised for revenue earned from construction services as the receipt of consideration is conditional on successful completion of construction. Upon completion of construction and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The increase in contract assets in 2023 was the result of the increase in the ongoing provision of construction services at the end of the year.

During the year ended 31 December 2023, no allowance (2022: Nil) for expected credit losses on contract assets was recognised and the expected loss allowance was assessed to be minimal. The Group's trading terms and credit policy with customers are disclosed in note 23.

The expected timing of recovery or settlement for contract assets as at 31 December 2023 is as follows:

	2023 RMB'000	2022 RMB'000
Within one year	13,483	9,797

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25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2023 RMB'000	2022 RMB'000
Prepayments	115,600	54,345
Other receivables	6,567	24,353
Deposits	192	800
	122,359	79,498
Impairment	(4,619)	(5,405)
Total	117,740	74,093
Classified as:		
Prepayments, other receivables and other assets	115,931	63,778
Other non-current assets	1,809	10,315
Total	117,740	74,093

Deposits and other receivables mainly represent rental deposits, deposits with suppliers and other receivables from related parties and third parties. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default. In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

	As at 31 December 2023		
	Deposits	Other receivables	Uncollectible other receivables
Expected credit loss rate	-	-	100%
Gross carrying amount (RMB'000)	192	1,948	4,619
Expected credit losses (RMB'000)	-	-	4,619

	As at 31 December 2022		
	Deposits	Other receivables	Uncollectible other receivables
Expected credit loss rate	-	-	100%
Gross carrying amount (RMB'000)	800	18,948	5,405
Expected credit losses (RMB'000)	-	-	5,405

25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

The movements in loss allowance for impairment of other receivables are as follows:

	2023 RMB'000	2022 RMB'000
At beginning of year	5,405	5,282
Impairment losses, net (note 7)	(786)	123
At end of year	4,619	5,405

Except for certain other receivables with a carrying amount of RMB4,619,000, as at 31 December 2023, of which a full provision for impairment has been made, none of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2023, the loss allowance was assessed to be minimal.

26. DEBT INVESTMENT AT AMORTISED COST

	2023 RMB'000	2022 RMB'000
Principal	–	60,000
Impairment	–	(1,400)
Net carrying value	–	58,600

The balance of the debt investment amortised cost at 31 December 2023 was nil (2022: RMB58,600,000).

As of 7 May 2023, the debt investment which was granted by the Group to Jiayuan Shencheng on 20 December 2021, was recorded at gross amount of RMB66,289,000, net accumulated impairment of RMB17,922,000. The management of the Group considered the fair value of this debt investment approximate to RMB48,367,000 before the equity transfer agreement.

On 8 May 2023 and on 28 September 2023, the equity transfer agreements was entered into between the Group and Urban Economics pursuant to which the Group has agreed to conditionally purchase from Urban Economics each of 10% equity interests in the Xingzhou Jiayuan, which shall be satisfied by way of pro tanto set-off against the debt owed by Jiayuan Shencheng to the Group, and Urban Economics has agreed to settle debt on behalf of Jiayuan Shencheng. After the completion of equity transfer agreements, Jiayuan Shencheng settled all the debt to the Group by total of 20% equity interests in the Xingzhou Jiayuan.

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27. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	2023 RMB'000	2022 RMB'000
Cash and bank balances	353,754	98,199
Time deposits	145,255	134,992
	499,009	233,191
Less:		
Long term deposits	(135,255)	–
Pledged for issuance of bank acceptance notes	(20,538)	(12,500)
Cash and cash equivalents	343,216	220,691
Denominated in Hong Kong Dollars (“HKD”)	931	29,413
Denominated in RMB	342,285	191,278
	343,216	220,691

The RMB is not freely convertible into other currencies, however, under Chinese Mainland’s Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

28. TRADE AND BILLS PAYABLES

	2023 RMB'000	2022 RMB'000
Trade payables	294,145	243,036
Bills payables	199,993	62,500
Total	494,138	305,536

An aging analysis of the outstanding trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2023 RMB'000	2022 RMB'000
Within 1 year	487,821	303,791
1 to 2 years	5,437	1,082
Over 2 years	880	663
Total	494,138	305,536

Trade payables are non-interest-bearing and are normally settled on demand.

29. OTHER PAYABLES AND ACCRUALS

	31 December 2023 RMB'000	31 December 2022 RMB'000
Construction costs	42,673	30,293
Taxes	19,201	3,716
Payroll and welfare	11,829	9,672
Others	219,673	21,534
Total	293,376	65,215

Other payables are non-interest-bearing and are normally settled on demand.

As of 31 December 2023, the other payable amounting to RMB204,322,000 was collected by the Group on behalf of Hangjiaxin.

NOTES TO FINANCIAL STATEMENTS

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30. CONTRACT LIABILITIES

	31 December 2023 RMB'000	31 December 2022 RMB'000
<i>Short-term advances received from customers</i>		
Installation and management services	42,193	42,032
Construction services	25,059	33,709
Sales of natural gas	51,373	23,816
Sales of construction materials	48	571
Subtotal	118,673	100,128
<i>Long-term advances received from customers</i>		
Installation and management services	326,118	338,109
Total	444,791	438,237

Contract liabilities include advances received from customers to deliver installation and management services, construction services, sales of natural gas and sales of construction materials. The change in contract liabilities in 2023 was not significant.

31. INTEREST-BEARING BANK BORROWINGS

	2023			2022		
	Effective Interest rate (%)	Maturity	RMB'000	Effective Interest rate (%)	Maturity	RMB'000
Current						
Bank-loans				LPR*		
– secured	LPR+0.05%	2024	7,260	(1+20.18%)	2023	10,000
				LPR+0.10%	2023	17,180
				LPR+0.05%	2023	7,260
Bank-loans				LPR+0.10%	2023	–
– credited	LPR+0.10%	2024	17,180			
Total-current			24,440			34,440
Non-Current						
Bank-loans				LPR+0.10%	2024-2029	36,420
– secured	LPR+0.05%	2025-2029	39,080	LPR+0.05%	2024-2028	152,920
Bank-loans				LPR+0.10%	2024-2028	–
– credited	LPR+0.10%	2025-2028	125,820			
Total-non-current			164,900			189,340
Total			189,340			223,780

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31. INTEREST-BEARING BANK BORROWINGS (continued)

	2023 RMB'000	2022 RMB'000
Analysed into:		
Bank loans and borrowings repayable:		
Within one year or on demand	24,440	34,440
In the second year	24,440	24,440
In the third to fifth years, inclusive	132,260	104,720
Beyond five years	8,200	60,180
Total	189,340	223,780

Notes:

- i) All borrowings are in RMB.
- ii) The Group's interest-bearing bank borrowings are secured by the pledges of the following assets with carrying values at the end of the reporting period as follows:

	2023 RMB'000	2022 RMB'000
Pledge of assets:		
Investment properties	36,251	113,299
Property, plant and equipment	6,908	7,148
Total	43,159	120,447

- iii) The Group's unutilised banking facilities amounted to RMB1,044,659,764 (2022: RMB747,000,000) at the end of the reporting period, are secured by the pledge of certain of the Group's assets as set out above.

32. SHARE CAPITAL

Shares

	2023 RMB'000	2022 RMB'000
Issued and fully paid:		
137,844,500 (2022: 137,844,500) ordinary shares	137,845	137,845
	Number of shares	Nominal value RMB'000
At 31 December 2022	137,844,500	137,845
At 31 December 2023	137,844,500	137,845

33. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 75 to 76 of the financial statements.

34. BUSINESS COMBINATION

Jiaxing LPG

Before the business combination, the Group owned a 34% interest in Jiaxing LPG. On 9 October, 2023, the Group acquired a 33% interest in Jiaxing LPG from Jiaxing City Investment & Development Group Co., Ltd, which is one of the shareholders of the Company and another 33% interests from a third-party shareholder. Jiaxing LPG is engaged in the distribution and sale of gas and gas equipment, and construction. The acquisition was made as part of the Group's strategy to expand its market share of integrated energy service in the area of Jiaxing. The total purchase consideration for the acquisitions was in cash of RMB2,178,436.62, paid upon the acquisition date. Upon the completion of the transactions on 9 October 2023, the Group held a 100% equity interest in Jiaxing LPG, and it became a wholly-owned subsidiary of the Group.

NOTES TO FINANCIAL STATEMENTS

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34. BUSINESS COMBINATION (continued)

Jiaxing LPG (continued)

The fair values of the identifiable assets and liabilities of Jiaxing LPG as at the date of acquisition were as follows:

	Note	Fair value recognised on acquisition RMB'000
Property, plant and equipment	14	7,053
Cash and cash equivalents		36
Trade and bills receivables		7
Prepayments and other receivables		303
Trade and bills payables		(899)
Other payables and accruals		(3,200)
Total identifiable net assets at fair value		3,300
Total consideration:		3,300
– Fair value of initial 34% interest at acquisition date		1,122
– Satisfied by cash		2,178
Goodwill on acquisition		–

The Group did not incur transaction costs from this acquisition.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	RMB'000	
Cash consideration	(2,178)	
Cash and bank balances acquired	36	
Net outflow of cash and cash equivalents included in cash flows from investing activities		(2,142)
Transaction costs of the acquisition included in cash flows from operating activities		–
Total net cash outflow		(2,142)

Since the acquisition, Jiaxing LPG contributed RMB75,428.57 to the Group's revenue and RMB15,851.67 to the consolidated loss of the group for the year ended 31 December 2023.

Had the acquisition taken place at the beginning of the year, the revenue from the continuing operations of the Group and the profit of the Group for the year would have been RMB2,956,243,301.61 and RMB250,517,180.60, respectively.

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB16,843,000 (2022: RMB17,100,000) and RMB16,843,000 (2022: RMB16,666,000), respectively, in respect of lease arrangements for plant and gas pipelines.

As of 7 May 2023, the debt investment which was granted by the Group to Jiayuan Shencheng on 20 December 2021, was recorded at gross amount of RMB66,289,000, net accumulated impairment of RMB17,922,000. The management of the Group considered the fair value of this debt investment approximate to RMB48,367,000 before the equity transfer agreement.

On 8 May 2023 and on 28 September 2023, the equity transfer agreements was entered into between the Group and Urban Economics pursuant to which the Group has agreed to conditionally purchase from Urban Economics each of 10% equity interests in the Xingzhou Jiayuan, which shall be satisfied by way of pro tanto set-off against the debt owed by Jiayuan Shencheng to the Group, and Urban Economics has agreed to settle debt on behalf of Jiayuan Shencheng. After the completion of equity transfer agreements, Jiayuan Shencheng settled all the debt to the Group by total of 20% equity interests in the Xingzhou Jiayuan.

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities

2023

	Bank borrowings RMB'000	Lease liabilities RMB'000	Interest payable included in other payables and accruals RMB'000
At 1 January 2023	223,780	159,912	–
Changes from financing cash flows	(34,440)	(24,269)	(12,980)
Interest expense	–	8,822	12,980
New leases	–	16,843	–
At 31 December 2023	189,340	161,308	–

2022

	Bank borrowings RMB'000	Lease liabilities RMB'000	Interest payable included in other payables and accruals RMB'000
At 1 January 2022	244,500	156,622	–
Changes from financing cash flows	(20,720)	(21,648)	(13,208)
Interest expense	–	8,272	13,208
New leases	–	16,666	–
At 31 December 2022	223,780	159,912	–

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)**(c) Total cash outflow for leases**

The total cash outflow for leases included in the statement of cash flows is as follows:

	2023	2022
	RMB'000	RMB'000
With operating activities	1,320	474
With financing activities	24,269	21,648
Total	25,589	22,122

36. CONTINGENT LIABILITIES

	2023	2022
	RMB'000	RMB'000
Guaranteed bank loan of Hangjiaxin	-	477,252

In December 2018, the Group's joint venture, Hangjiaxin, obtained a bank loan for investment in property, plant and equipment used in operation, which was guaranteed by the Company. By 31 December 2023, Hangjiaxin pledged its own property, plant and equipment used in operation as guarantee instead. The Company was released from the guarantee agreement, and no longer provide any guarantee for the bank loan borrowed by Hangjiaxin.

37. CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the year:

	2023	2022
	RMB'000	RMB'000
Contracted, but not provided for:		
Property, plant and equipment	2,098	3,424

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38. RELATED PARTY TRANSACTIONS

(a) Name and relationship

Name of related party	Relationship with the Group
Gas and Refuelling Station*	Subsidiary
Hangjiaxin	Joint venture
Hangjia Liquefied Gas	Joint venture
Xingzhou Jiayuan	Associate
Jiaqing New Energy*	Subsidiary
Pinghu Natural Gas	Associate
Jiaxing LPG**	Subsidiary
Jiatong New Energy	Associate
Zhejiang Anke	Associate
Jiaxing Pipeline Company	Company controlled by shareholders of the Company
Qingyuan Hotel	Company controlled by shareholders of the Company
Jiaxing Qingyuan Ecological Farm Co., Ltd. (" Ecological Farm ") (嘉興市清園生態農莊有限公司)	Company controlled by shareholders of the Company
Jiaxing Qingchi Hot Spring Tourism Development Co., Ltd. (" Qingchi Hot Spring ") (嘉興市清池溫泉旅遊開發有限公司)	Company controlled by shareholders of the Company
Jiaxing Qingyuan Hot Spring Management Co., Ltd. (" Qingyuan Hot Spring ") (嘉興市清源溫泉管理有限公司)	Company controlled by shareholders of the Company

38. RELATED PARTY TRANSACTIONS (continued)**(a) Name and relationship** (continued)

Name of related party	Relationship with the Group
Jiaxing Qingchi Cultural Industry Development Co., Ltd. ("Qingchi Cultural Industry") (嘉興清池文化產業發展有限公司)	Company controlled by shareholders of the Company
Jiaxing Songjia Trading Co., Ltd. ("Songjia Trading") (嘉興市宋嘉貿易有限公司)	Company controlled by shareholders of the Company
Jiaxing Yunhe Hotel Co., Ltd. ("Yunhe Hotel") (嘉興市運河酒店有限公司)	Company controlled by shareholders of the Company
Jiaxing Salon International Hotel Co., Ltd. ("Salon International Hotel") (嘉興市沙龍國際賓館有限公司)	Company controlled by shareholders of the Company
Jiaxing Yuehe Inn Co., Ltd. ("Yuehe Inn") (嘉興市月河客棧有限公司)	Company controlled by shareholders of the Company
Flat Glass Group Co., Ltd. ("Flat Group") (福萊特玻璃集團股份有限公司)	Company controlled by a director of the Company
Zhejiang Jinfeng	Company controlled by a director of the Company
Jiaxing Nanhu Hetai Finance Co., Ltd. ("Nanhu Hetai") (嘉興市南湖禾泰小額貸款有限公司)	Company significantly influenced by shareholders of the Company
Jiaxing Yintai	Company controlled by a director of the Company
Jiaxing Yinda Properties Co., Ltd. ("Jiaxing Yinda") (嘉興胤達置業有限公司)	Company controlled by a director of the Company
Taiding	Company controlled by a director of the Company
顧斌 ("Gu Bin")	Vice general manager

* Gas and Refuelling Station and Jiaqing New Energy became subsidiaries of the Group on 21 September 2022 and 22 August 2022, respectively.

** Jiaxing LPG became a subsidiary of the Group on 9 October 2023.

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38. RELATED PARTY TRANSACTIONS (continued)

- (b) In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

	Notes	2023 RMB'000	2022 RMB'000
Associates:			
<i>Purchase of LNG from</i>			
Jiatong New Energy	(i)	9	13
<i>Purchase of PNG from</i>			
Pinghu Natural Gas	(i)	1,837	27,594
<i>Sale of LNG to</i>			
Pinghu Natural Gas	(iv)	12	–
<i>Sale of PNG to</i>			
Pinghu Natural Gas	(iv)	7,852	–
<i>Provision of labour service</i>			
Jiatong New Energy	(v)	165	–
<i>Provision of construction services</i>			
Xingzhou Jiayuan	(vi)	13,858	–
<i>Purchase of transportation service</i>			
Zhejiang Anke	(i)	2,014	–
Joint ventures:			
<i>Commission fee</i>			
Hangjiaxin	(ii)	1,562	–
<i>Guarantee of a bank loan</i>			
Hangjiaxin	(ii)	–	477,252
<i>Rental income from</i>			
Hangjiaxin	(iii)	738	712
Jiaqing New Energy	(iii)	–	667
Gas and Refuelling Station	(iii)	–	143
		738	1,522

38. RELATED PARTY TRANSACTIONS (continued)

- (b) In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year: (continued)

	Notes	2023 RMB'000	2022 RMB'000
Joint ventures: (continued)			
<i>Sales of PNG to</i>			
Gas and Refuelling Station	(iv)	–	6,575
<i>Sales of LNG to</i>			
Hangjiaxin	(iv)	–	84,682
<i>Sales of construction materials</i>			
Hangjiaxin	(iv)	136	237
<i>Provision of construction services</i>			
Hangjiaxin	(vi)	–	1,839
<i>Provision of labour service</i>			
Hangjiaxin	(v)	3,140	–
Others:			
<i>Purchase of natural gas from</i>			
Jiaxing Pipeline Company	(i)	894,472	1,839,667
<i>Purchase of construction materials from</i>			
Zhejiang Jinfeng	(i)	3,656	3,385
<i>Purchase of other products from</i>			
Songjia Trading	(i)	19	37
Ecological Farm	(i)	533	–
Jiaxing Pipeline Company	(i)	17	–
		569	37

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31 December 2023

38. RELATED PARTY TRANSACTIONS (continued)

- (b) In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year: (continued)

	Notes	2023 RMB'000	2022 RMB'000
Others: (continued)			
<i>Purchase of services from</i>			
Qingyuan Hotel	(vii)	974	1,025
Qingchi Cultural Industry	(vii)	531	256
Yunhe Hotel	(vii)	95	93
		1,600	1,374
<i>Rental income from</i>			
Qingyuan Hotel	(iii)	5,853	5,713
Nanhu Hetai	(iii)	47	–
		5,900	5,713
<i>Sales of natural gas to</i>			
Flat Group	(iv)	369,371	311,487
Qingyuan Hotel	(iv)	2,570	2,163
Salon International Hotel	(iv)	1,806	1,682
Qingchi Cultural Industry	(iv)	2,579	1,325
Yuehe Inn	(iv)	1,093	918
Yunhe Hotel	(iv)	114	126
		377,533	317,701
<i>Sales of LNG to</i>			
Ecological Farm	(iv)	42	43
<i>Sale of other products to</i>			
Ecological Farm	(iv)	3	–

38. RELATED PARTY TRANSACTIONS (continued)

- (b) In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year: (continued)

	Notes	2023 RMB'000	2022 RMB'000
Others: (continued)			
<i>Provision of construction services</i>			
Flat Group	(vi)	358	46
Yuehe Inn	(vi)	390	–
Jiaxing Pipeline Company	(vi)	249	–
Qingchi Cultural Industry	(vi)	10	–
Yunhe Hotel	(vi)	5	–
Salon International Hotel	(vi)	3	–
		1,015	46
<i>Purchase of rental services from</i>			
Taiding	(vii)	37	–
Gu Bin	(vii)	100	–
		137	–
<i>Interest expense on lease liabilities</i>			
Jiaxing Pipeline Company	(viii)	8,714	8,271
<i>Purchase of right-of-use assets</i>			
Jiaxing Pipeline Company	(viii)	13,140	16,666
Jiaxing Yintai	(viii)	704	–
		13,844	16,666
<i>Purchase of properties from</i>			
Jiaxing Yinda	(ix)	2,573	–
Jiaxing Yintai	(ix)	–	7,513
		2,573	7,513
<i>Sale of equipment to</i>			
Jiaxing Pipeline Company	(iv)	1,505	–

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38. RELATED PARTY TRANSACTIONS (continued)

(b) In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year: (continued)

- (i) The purchases of goods from related parties were made according to the published prices and conditions offered by the related parties to their independent third parties.
- (ii) As of 31 December 2023, the Company did not provide any guarantee for the bank loans of Hangjiaxin (2022: RMB477,252,000). Details of the guarantees are set out in note 36.
- (iii) The rental income represents rentals of investment properties leased to the Group's related parties. The annual rentals were determined by agreement of the parties with reference to market price of similar properties.
- (iv) The sales to related parties were determined based on the prices and conditions offered by the related parties to their independent third-party customers.
- (v) The price of the labour services to related parties were determined based on prices and conditions offered to independent third-party customers of the Group.
- (vi) The price of the construction services to the related parties were determined based on prices and conditions offered to independent third-party customers of the Group.
- (vii) The purchases of services from related parties were made according to the published prices and conditions offered by the related parties to their independent third parties.
- (viii) Part of the purchase of right-of-use assets and interest expense on lease liabilities were resulted from rentals of gas pipelines and properties from Jiaxing Pipeline Company, other purchases of right-of-use assets were resulted from office rental from Jiaxing Yintai. The Company leased right-of-use assets amounting to RMB13,844,000 (2022: RMB16,666,000) and generated interest on lease liabilities amounting to RMB8,714,000 (2022: RMB8,271,000), implying an incremental borrowing rate of 4.3%. The rental prices of gas pipelines and properties were determined based on the arm's length negotiation, taking into account factors including investment costs, depreciation of pipeline network assets, investment return for Jiaxing Pipeline Company and the corresponding repair and maintenance costs to be incurred. The rental prices of office rental were determined based on market price.
- (ix) The prices for the purchase of properties from related parties were determined based on the prices and conditions offered by the related parties to their independent third-party customers. In April 2022, the Company entered into an agreement with Jiaxing Yintai to purchase buildings and made a payment to Jiaxing Yintai amounting to RMB7,513,000 and VAT of RMB375,610 according to the agreement. In December 2023, the Company entered into an agreement with Jiaxing Yinda to purchase buildings and made a payment to Jiaxing Yinda amounting to RMB2,570,000 and VAT of RMB231617.88 according to the agreement.
- (x) The Company increase the investment of RMB54,500,000 in Xingzhou Jiayuan after the completion of equity transfer agreements (2022: Nil).

38. RELATED PARTY TRANSACTIONS (continued)**(c) Outstanding balances with related parties:**

	Notes	2023 RMB'000	2022 RMB'000
Amounts due from related parties before provision			
Jiaxing Pipeline Company	i	12,317	20,409
Xingzhou Jiayuan	i	14,742	–
Jiaxing LPG	ii	–	4,311
Hangjiaxin	i	3,602	3,975
Qingchi Cultural Industry	i	4,395	1,811
Flat Group	i	–	1,377
Qingchi Hot Spring	i	813	813
Gas and Refuelling Station	i	–	213
Salon International Hotel	i	288	201
Yuehe Inn	i	573	26
Qingyuan Hot Spring	i	9,268	9,268
Qingyuan Hotel	i	22,566	14,819
Yunhe Hotel	i	4	–
Ecological Farm	i	4	–
Pinghu Natural Gas	i	3	–
Total		68,575	57,223
Amounts due to related parties			
Hangjiaxin	iv	204,322	–
Jiaxing Pipeline Company	iii	158,289	159,414
Pinghu Natural Gas	iv	–	2,963
Zhejiang Jinfeng	iv	172	497
Yuehe Inn	iv	12	12
Qingyuan Hotel	iv	83	–
Zhejiang Anke	iv	324	–
Total		363,202	162,886

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38. RELATED PARTY TRANSACTIONS (continued)

(c) Outstanding balances with related parties: (continued)

- i The amounts due from related parties amounting to RMB68,575,000 (2022: RMB52,912,000) as at end of the reporting period were trade in nature, unsecured, interest-free and repayable within 180 days.
- ii The amount due from or due to Jiaxing LPG was non-trade in nature, unsecured and interest-free. The balance as at 31 December 2023 has been offset as Jiaxing LPG has become a subsidiary.
- iii The Company rented gas pipelines and properties from Jiaxing Pipeline Company and recognised the corresponding lease liabilities. The maturity profile of the lease liabilities due to Jiaxing Pipeline Company as at the end of the year is as follows:

	Within 1 year RMB'000	Within 2 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
At 31 December 2023	15,403	70,125	72,761	158,289
At 31 December 2022	13,537	61,619	84,258	159,414

There was no remaining balance of the amount due to Jiaxing Pipeline Company (2022: Nil) as at the end of the reporting period which was originally trade in nature, interest-free and repayable within 30 days.

- iv The amounts due to related parties amounting to RMB591,000 (2022: RMB3,472,000) were trade in nature, unsecured, and interest-free.
- v As of 31 December 2023, the amount due to Hangjiaxin was RMB204,322,000 (2022: Nil). It is the collection by the Group on behalf of Hangjiaxin, which is non-trade in nature, unsecured, and interest-free.

(d) Compensation of key management personnel of the Group

	2023 RMB'000	2022 RMB'000
Short term employee benefits	4,607	4,298
Post-employment benefits	772	686
Total compensation paid to key management personnel	5,379	4,984

Further details of directors' and chief executive's emoluments are included in note 9 to the financial statements.

The related party transactions in respect of provision of landscape construction services to Xingzhou Jiayuan, purchase of natural gas and pipeline gas transmission services from Jiaxing Pipeline Company, purchase of construction materials from Zhejiang Jinfeng, rental income from Qingyuan Hotel and lease of LNG station, equipment and pipeline from Jiaxing Pipeline Company above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2023

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Financial assets at fair value through other comprehensive income RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Trade receivables	-	-	209,141	209,141
Bills receivable	-	27,282	-	27,282
Financial assets included in prepayments, other receivables and other assets	-	-	2,140	2,140
Financial assets at fair value through profit or loss	60,434	-	-	60,434
Pledged deposits and long-term deposits	-	-	155,793	155,793
Cash and cash equivalents	-	-	343,216	343,216
	60,434	27,282	710,290	798,006

Financial liabilities

	Financial liabilities measured at amortised cost RMB'000
Trade and bills payables	494,138
Financial liabilities included in other payables and accruals	262,345
Lease liabilities (note 16)	161,308
Interest-bearing bank borrowings (note 31)	189,340
	1,107,131

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39. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2022

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Financial assets at fair value through other comprehensive income RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Trade receivables	–	–	191,248	191,248
Bills receivable	–	16,211	–	16,211
Financial assets included in prepayments, other receivables and other assets	–	–	19,748	19,748
Debt investments at amortised cost	–	–	58,600	58,600
Financial assets at fair value through profit or loss:	60,043	–	–	60,043
Pledged deposits and long-term deposits	–	–	12,500	12,500
Cash and cash equivalents	–	–	220,691	220,691
	60,043	16,211	502,787	579,041

Financial liabilities

	Financial liabilities measured at amortised cost RMB'000
Trade and bills payables	305,536
Financial liabilities included in other payables and accruals	51,827
Lease liabilities (note 16)	159,912
Interest-bearing bank borrowings (note 31)	223,780
	741,055

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000

Financial assets

Financial assets at fair value through profit or loss

	60,434	60,043	60,434	60,043
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	Carrying amounts		Fair values	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000

Financial liabilities

Interest-bearing bank borrowings (non-current portion)

	164,900	189,340	163,624	187,115
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Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade and bills receivables, financial assets included in prepayments, other receivables and other assets, trade and bills payables, financial liabilities included in other payables and accruals and the current portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the board of directors. At the end of each year, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

The fair values of the non-current portion of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings as at the end of each of the years were assessed to be insignificant.

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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of listed equity investments and wealth management products are based on quoted market prices. The fair values of unlisted equity investment and wealth management products at fair value through profit or loss have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the board of directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, for example, price to book (“P/B”) multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by a net assets measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding book value measure of the unlisted equity investment to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in profit or loss, are reasonable, and that they were the most appropriate values at the end of each of the year.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023 and 2022:

	Valuation technique	Significant unobservable input	Range	Sensitivity of fair value to the input
Unlisted equity investment	Valuation multiples	Average P/B multiple of peers	1.55 to 2.68 (2022: 1.03 to 3.00)	10% increase/decrease in multiple would result in increase/decrease in fair value by RMB2,042,000 (2022: RMB2,042,000)

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Bills receivables	–	27,282	–	27,282
Financial assets at fair value through profit or loss	1,287	–	59,147	60,434

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Bills receivables	–	16,211	–	16,211
Financial assets at fair value through profit or loss	2,773	–	57,270	60,043

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value at the end of the year (2022: Nil).

Assets for which fair values are disclosed:

The Group did not have any financial assets for which fair values are disclosed at the end of the year (2022: Nil).

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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Liabilities for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Interest-bearing bank borrowings (non-current portion)	–	163,624	–	163,624

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Interest-bearing bank borrowings (non-current portion)	–	187,115	–	187,115

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and cash equivalents and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of the risks which are summarised below:

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The Group's policy is to manage its interest cost using variable rate debts. The Group does not use derivative financial instruments to hedge its interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit after tax (through the impact on floating rate borrowings) and the Group's equity.

	Increase/ (decrease) in HK\$ rate %	Increase/ (decrease) in profit after tax RMB'000	Increase/ (decrease) in equity* RMB'000
2023			
RMB	50	(584)	(584)
RMB	(50)	584	584
2022			
RMB	50	(657)	(657)
RMB	(50)	657	657

* Excluding retained profits

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group's businesses are located in Chinese Mainland and the majority of transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB. The Group has not hedged its foreign exchange rate risk.

The following table demonstrates the sensitivity at the end of the year to a reasonably possible change in the HK\$ and RMB exchange rate, with all other variables held constant, of the Group's profit after tax and equity.

	Increase/ (decrease) in HK\$ rate %	Increase/ (decrease) in profit after tax RMB'000	Increase/ (decrease) in equity* RMB'000
2023			
If RMB weakens against HK\$	(5)	32	32
If RMB strengthens against HK\$	5	(32)	(32)

* Excluding retained profits

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis; and therefore, the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Credit risk** (continued)**Maximum exposure and year-end staging** (continued)

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade and bills receivables*	-	-	-	266,733	266,733
Contract assets*	-	-	-	13,483	13,483
Financial assets included in prepayments, other receivables and other assets					
– Normal**	2,140	-	-	-	2,140
– Doubtful**	-	-	4,619	-	4,619
Term deposits and pledged deposits	155,793	-	-	-	155,793
Cash and cash equivalents					
– Not yet past due	343,216	-	-	-	343,216
	501,149	-	4,619	280,216	785,984

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2022

	12-month ECLs		Lifetime ECLs		Simplified approach RMB'000	Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000			
Trade and bills receivables*	-	-	-		217,316	217,316
Contract assets*	-	-	-		9,797	9,797
Financial assets included in prepayments, other receivables and other assets						
- Normal**	19,748	-	-		-	19,748
- Doubtful**	-	-	5,405		-	5,405
Pledged deposits	12,500	-	-		-	12,500
Cash and cash equivalents						
- Not yet past due	220,691	-	-		-	220,691
Guarantees given to banks in connection with facilities granted to a joint venture						
- Not yet past due	477,252	-	-		-	477,252
	730,191	-	5,405		227,113	962,709

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 23 and 24 to the financial statements, respectively.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 23 to the financial statements.

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Liquidity risk**

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings and lease liabilities. In addition, banking facilities have been put in place for contingency purposes.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

	On demand RMB'000	Within 1 year RMB'000	Within 2 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
At 31 December 2023					
Trade payables	494,138	-	-	-	494,138
Financial liabilities included in other payables and accruals	262,345	-	-	-	262,345
Lease liabilities	-	24,067	96,391	83,082	203,540
Interest-bearing bank borrowings	-	24,853	178,851	10,190	213,894
	545,965	48,920	275,242	93,272	963,399

	On demand RMB'000	Within 1 year RMB'000	Within 2 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
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At 31 December 2022

Trade payables	305,536	-	-	-	305,536
Financial liabilities included in other payables and accruals	51,827	-	-	-	51,827
Lease liabilities	-	21,971	87,819	97,508	207,298
Interest-bearing bank borrowings	-	35,282	123,459	99,298	258,039
Guarantees given to banks in connection with facilities granted to a joint venture	-	42,003	212,348	322,650	577,001
	357,363	99,256	423,626	519,456	1,399,701

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors capital using the gearing ratio, which is net debt divided by the capital plus net debt. The Group's net debt includes interest-bearing bank borrowings and lease liabilities, less cash and cash equivalents and pledged deposits. Capital includes equity attributable to owners of the parent. The gearing ratios at the end of the reporting periods were as follows:

	2023 RMB'000	2022 RMB'000
Interest-bearing bank and other borrowings (note 31)	189,340	223,780
Lease liabilities (note 16)	161,308	159,912
Other payables*	204,322	–
Less: Cash and cash equivalents	(343,216)	(220,691)
Term deposits and pledged deposits (note 27)	(155,793)	(12,500)
Net debt	55,961	150,501
Equity attributable to owners of the parent	1,025,562	841,684
Capital and net debt	1,081,523	992,185
Gearing ratio	5%	15%

* As of 31 December 2023, the amount due to Hangjiaxin was RMB204,322,000 (2022:Nil). It is the collection by the Group on behalf of Hangjiaxin, which is non-trade in nature, unsecured, and interest-free.

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42. EVENTS AFTER THE REPORTING PERIOD

There have been no significant events since the end of the reporting period.

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS		
Property, plant and equipment	524,649	442,650
Investment properties	224,836	230,972
Right-of-use assets	117,769	116,467
Other intangible assets	3,465	2,766
Investments in joint ventures	472,839	325,230
Investments in associates	18,824	10,826
Investments in subsidiaries	85,850	82,979
Financial assets at fair value through profit or loss	59,147	57,270
Deferred tax assets	88,372	93,787
Other non-current assets	870	8,526
Total non-current assets	1,596,621	1,371,473
CURRENT ASSETS		
Inventories	2,962	41,946
Trade and bills receivables	117,397	104,920
Contract assets	13,483	9,797
Prepayments, other receivables and other assets	106,208	58,940
Financial assets at fair value through profit or loss	1,287	2,773
Term deposits and pledged deposits	155,793	12,500
Cash and cash equivalents	104,437	186,561
Total current assets	501,567	417,437
CURRENT LIABILITIES		
Trade and bills payables	325,271	228,898
Interest-bearing bank borrowings	24,440	34,440
Tax payable	858	–
Other payables and accruals	117,803	47,045
Contract liabilities	109,963	96,324
Lease liabilities	10,228	13,670
Total current liabilities	588,563	420,377

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Information about the statement of financial position of the Company at the end of the reporting period is as follows: (continued)

	2023 RMB'000	2022 RMB'000
NET CURRENT LIABILITIES	(86,996)	(2,940)
TOTAL ASSETS LESS CURRENT LIABILITIES	1,509,625	1,368,533
NON-CURRENT LIABILITIES		
Contract liabilities	275,584	286,970
Interest-bearing bank borrowings	164,900	189,340
Lease liabilities	148,427	146,242
Total non-current liabilities	588,911	622,552
Net assets	920,714	745,981
EQUITY		
Equity attributable to owners of the parent		
Share capital	137,845	137,845
Reserves (note)	782,869	608,136
TOTAL EQUITY	920,714	745,981

Note:

A summary of the Company's reserves is as follows:

	Share premium RMB'000	Statutory surplus reserve RMB'000	Retained profits RMB'000	Total reserves RMB'000
At 1 January 2022	264,277	66,463	267,172	597,912
Total comprehensive income for the year	–	–	30,901	30,901
Final 2021 dividend declared and paid	–	–	(20,677)	(20,677)
Transfer from retained profits	–	3,501	(3,501)	–
At 31 December 2022	264,277	69,964	273,895	608,136
Total comprehensive income for the year	–	–	229,871	229,871
Final 2022 dividend declared and paid	–	–	(55,138)	(55,138)
Transfer from retained profits	–	15,816	(15,816)	–
At 31 December 2023	264,277	85,780	432,812	782,869

FIVE-YEAR FINANCIAL SUMMARY

	For the year ended 31 December				
	2019 RMB'000	2020 RMB'000	2021 RMB'000	2022 RMB'000	2023 RMB'000
Results					
Revenue	1,330,332	1,273,713	1,988,553	3,466,036	2,956,483
Cost	(1,133,267)	(1,050,141)	(1,750,883)	(3,300,275)	(2,690,919)
Gross profit	197,065	223,572	237,670	165,761	265,564
Selling and distribution costs	(21,878)	(22,269)	(26,163)	(19,119)	(26,314)
Administrative expenses	(43,097)	(47,010)	(53,865)	(54,164)	(68,562)
Other expenses	(3,898)	(24,944)	(7,209)	(2,468)	(13,588)
Profit before tax	117,342	125,462	149,249	102,414	282,304
Tax	(27,976)	(29,980)	(36,801)	(25,992)	(31,791)
Profit for the year	89,366	95,482	112,448	76,422	250,513
Profit attributable to for the year					
Shareholders of the Company	86,898	92,520	108,486	69,344	239,004
Non-controlling interests	2,468	2,962	3,962	7,078	11,509
Assets and liabilities					
Non-current assets	1,186,847	1,224,426	1,374,294	1,444,837	1,771,101
Current assets	167,922	490,593	589,427	631,990	883,639
Non-current liabilities	554,265	631,289	712,715	673,782	641,840
Current liabilities	443,675	329,297	435,127	525,536	944,484
Equity attributable to shareholders of the Company	341,018	735,660	815,879	877,509	1,068,416

