Stock Code : 384

CHINA GAS HOLDINGS LIMITED
中國燃氣控股有限公司*

ENERGIZING GREEN GROWTH WITH SMART INNOVATION

ANNUAL REPORT **2025/26**

* For identification purposes only

ABOUT
CHINA GAS

CONTENT

China Gas Holdings Limited (the "Company") and its subsidiaries (the "Group" or "China Gas") are one of China's largest trans-regional, integrated energy suppliers and service providers. Focusing on China, it is primarily engaged in the investment, construction, and operation of city and township gas pipelines, gas terminals, storage and transport facilities, and gas logistics systems to deliver natural gas and LPG to residential, industrial and commercial users. The Group also builds and operates CNG/LNG fueling stations while developing and applying natural gas and LPG technologies. In addition, it has drawn on its extensive consumer base to form a comprehensive business portfolio of value-added services and integrated energy.

DEFINITIONS

In this annual report, the following expressions shall have the following meanings unless the context requires otherwise:

"AGM"	annual general meeting
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company from time to time and references to a "Bye-law" are to a bye-law contained therein
"CG Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"CNG"	compressed natural gas
"CGRC Committee"	the corporate governance and risk control committee of the Board
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company"	China Gas Holdings Limited, a company incorporated in Bermuda as an exempted company with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Company Secretary"	the company secretary of the Company
"connected person(s)"	shall have the meaning ascribed to it in the Listing Rules
"Director(s)"	the director(s) of the Company
"Executive Committee"	the executive committee of the Board
"Executive Director(s)"	the executive Director(s)
"Group" or "China Gas"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HKEX"	Hong Kong Exchange and Clearing Limited
"Independent Non-executive Director(s)"	the independent non-executive Director(s)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"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 Board
"Non-executive Director(s)"	the non-executive Director(s)
"PRC" or "China"	the People's Republic of China, which for the purposes of this annual report, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shares(s)"	the ordinary share(s) of the Company
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	shall have the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"RMB"	Renminbi, the lawful currency of the PRC
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent.

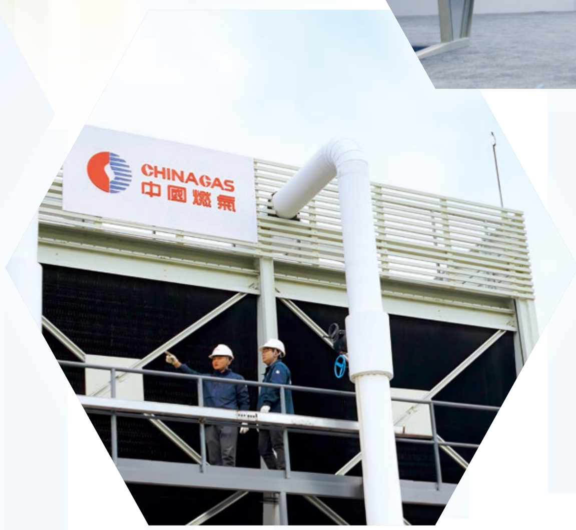
MILESTONES

FY2025/26

662 piped gas projects with concession rights in total

49,591,346 households connected

41.4 billion m³ natural gas sold



FY2001/02
- Commenced city gas businesses

FY2003/04
- 40 city gas projects in total
- 266,992 households connected
- 39.1 million m³ natural gas sold

FY2005/06
- 50 city gas projects in total
- 806,103 households connected
- 176.4 million m³ natural gas sold

FY2007/08
- 68 city gas projects in total
- 2,253,044 households connected
- 1.1 billion m³ natural gas sold

FY2009/10
- 123 city gas projects in total
- 4,837,436 households connected
- 3.6 billion m³ natural gas sold

FY2010/11
- 148 city gas projects in total
- 6,078,806 households connected
- 4.6 billion m³ natural gas sold

FY2011/12
- 160 city gas projects in total
- 7,187,894 households connected
- 5.8 billion m³ natural gas sold

FY2012/13
- 179 city gas projects in total
- 8,438,991 households connected
- 7.0 billion m³ natural gas sold

FY2013/14
- 237 city gas projects in total
- 10,306,995 households connected
- 8.2 billion m³ natural gas sold

FY2014/15
- 273 city gas projects in total
- 12,590,944 households connected
- 9.1 billion m³ natural gas sold

FY2015/16
- 305 city gas projects in total
- 14,691,200 households connected
- 10.0 billion m³ natural gas sold

FY2016/17
- 330 city gas projects in total
- 20,681,656 households connected
- 12.4 billion m³ natural gas sold

FY2017/18
- 495 piped gas projects with concession rights in total
- 24,570,321 households connected
- 18.9 billion m^3 natural gas sold

FY2018/19
- 542 piped gas projects with concession rights in total
- 29,678,157 households connected
- 24.7 billion m^3 natural gas sold

FY2019/20
- 604 piped gas projects with concession rights in total
- 35,105,524 households connected
- 25.4 billion m^3 natural gas sold

FY2020/21
- 642 piped gas projects with concession rights in total
- 40,153,824 households connected
- 31.2 billion m^3 natural gas sold

FY2021/22
- 660 piped gas projects with concession rights in total
- 43,095,245 households connected
- 36.7 billion m^3 natural gas sold

FY2022/23
- 661 piped gas projects with concession rights in total
- 45,394,697 households connected
- 39.2 billion m^3 natural gas sold

FY2023/24
- 662 piped gas projects with concession rights in total
- 47,051,267 households connected
- 41.7 billion m^3 natural gas sold

FY2024/25
- 662 piped gas projects with concession rights in total
- 48,451,788 households connected
- 40.0 billion m^3 natural gas sold

FY2025/26
- 662 piped gas projects with concession rights in total
- 49,591,346 households connected
- 41.4 billion m^3 natural gas sold

FINANCIAL HIGHLIGHTS

Financial Highlights for the year ended 31 March	2026	2025	Change
Turnover (HK$'000)	73,603,933	79,258,009	(7.1%)
Gross profit (HK$'000)	10,880,669	11,263,173	(3.4%)
Gross profit margin (%)	14.8%	14.2%	0.6 pts
Profit attributable to owners of the Company (HK$'000)	4,733,815	5,183,182	(8.7%)
Basic earnings per share (in HK$)	2,719,049	3,251,614	(16.4%)
Non-HKFRS measure: Core profit attributable to owners of the Company (HK$'000) (Note)	2,859,597	3,415,169	(16.3%)
Net operating cash flow (HK$'000)	0.50	0.60	(16.7%)
Free cash flow (HK$'000)	4,838,378	4,661,031	3.8%

	2026	2025	Change
Total assets (HK$'000)	157,730,513	148,220,570	6.4%
Bank balance and cash (HK$'000)	12,394,183	9,163,796	35.3%
Shareholders' equity (HK$'000)	57,173,594	53,864,695	6.1%

Key Financial Indicators for the year ended 31 March	2026	2025
Average finance costs	3.3%	3.8%
Current ratio (times)	0.91	0.95
Gross profit margin	14.8%	14.2%
Net gearing ratio	78%	79%

Definitions:

- **Average finance costs**
  Total interest expenses/Average borrowing for the year
- **Current ratio**
  Current assets/Current liabilities
- **Net gearing ratio**
  Net borrowing/Total equity
- **Gross profit margin**
  Gross profit/Turnover

Note:

"Core profit" is defined as the profit for the year excluding other gains and losses of the Group. "Core profit" is a non-HKFRS measure. As items within other gains and losses of the Group are not directly related to the Group's business activities and are not reflective of the core operating performance of the Group, the Company considers that presenting the core profit attributable to the owners of the Company would provide shareholders and potential investors of the Company with supplementary information on the performance of the Group's core operations. Please refer to the section headed "Reconciliation of Non-HKFRS Measure to the Nearest HKFRS Measure".

OPERATIONAL HIGHLIGHTS

OPERATIONAL PERFORMANCE

for the year ended 31 March

	2026	2025	Change
Operational performance			
Number of piped-gas projects	662	662	–
Connectable residential users for city gas projects (million households)	55.3	54.8	0.9%
Penetration rate of residential users for city gas projects (%)	74.4%	72.9%	1.5 pts
Total natural gas sale volume (million m^3)	41,431.2	39,959.8	3.7%
Natural gas sold through city and township gas projects	23,469.5	23,518.1	(0.2%)
Natural gas sold through direct-supply pipelines and trade	17,961.7	16,441.8	9.2%
Sales of natural gas in city and township gas projects (customer breakdown) (million m^3)			
Residential	8,561.4	8,487.7	0.9%
Industrial	11,471.6	11,360.5	1.0%
Commercial	3,096.5	3,242.7	(4.5%)
CNG/LNG stations	340.0	427.2	(20.4%)
New connections			
Residential	1,139,558	1,400,521	(18.6%)
Industrial	2,184	2,573	(15.1%)
Commercial	36,507	44,206	(17.4%)
Accumulated number of connected customers and gas stations			
Residential	49,591,346	48,451,788	2.4%
Industrial	29,233	27,049	8.1%
Commercial	440,311	403,804	9.0%
CNG/LNG stations	484	488	(0.8%)

OPERATIONAL LOCATIONS OF NATURAL GAS

1. INNER MONGOLIA AUTONOMOUS REGION
Hohhot, Wushen Banner, Baotou, Helingeer County, Tuoketuo County, Tuzuo Banner, Wuchuan County, Alashanmeng Wusitai Industrial Zone, Urad Front Banner, Liangcheng County, Denkou County, Jining District, the City of Ulanqab, Dongshan Industrial Park, Ningcheng County, Hohhot Shengle Economic Zone, Qingshuihe County, Urad Middle Banner, Ejin Horo Banner, Yuanbaoshan District in Chifeng, Chifeng Economic Transformation and Development Pilot Zone, Xinghe County, Bairin Right Banner

2. XINJIANG UYGUR AUTONOMOUS REGION
Horgos Economic Development Zone, Ho City Economic Development Zone

3. HEBEI
Shijiazhuang Gaocheng, Cangzhou Development Zone, Nanpi County, Qinghe County, the City of Wangdu, Tangshan Nanpu, Leting County, Xinle, Pingshan County, Fengnan District of Tangshan, Neiqiu County, Bohai New Zone, Cangzhou Hightech Zone, Tang County, Handan Jinan New Zone, Luquan, Quyang County, Raoyang County, Botou New Zone, Laishui County, Dingzhou, Dingxing County, Yutian County, Yutian Town and Caitingqiao Town of Yutian County, Changli County, Weixian County, Xiahuayuan District, Chengan County, Wuqiao County, Ningjin County, Linzhang County, Zaoqiang County, Longyao County, Xingtang County, Urban Area of Gucheng County, Gucheng County Administrative Jurisdiction, the City of Nangong, Jize County, Xinhe County, Xingtai, Kangbao County, Zanhuang County, Yu County Economic Development Zone, Nanhe County, Julu County, Linxi County, Xian County, Guangping County, Baixiang County of the City of Xingtai

4. GANSU
Lingtai County, Huating County, Jingning County, Chongxin County, Huachi County, Heshui County

5. TIANJIN
Baodi District in Tianjin, Jinghai Economic Development Zone, Ziya Industrial Zone

6. SHANXI
the City of Shuozhou, Xiangning County in the City of Linfen

7. SHANDONG
Dezhou, Qingdao, Leling, Qufu, Sishui, Qufu New Zone, Weifang Binhai Economic Development Zone, Liaocheng, Dezhou Tianqu Industrial Zone, the City of Linyi, Linyi Economic Zone, Linshu County, Zhangqiu District of the City of Jinan, the City of Rongcheng, the City of Haiyang, the City of Wendeng, the City of Rushan, Weifang Binhai Economic Zone, Jiaxiang County, Ningyang County, Laiyang Economic Development Zone

8. NINGXIA HUI AUTONOMOUS REGION
Zhongwei, the City of Guyuan

9. HENAN
Xinyang, the City of Jiaozuo, the City of Qinyang, Wuzhi County, Xiuwu County, 7 Projects in the City of Luohe, Xiping County, the City of Jiyuan, the City of Sanmenxia, Shanxian County, Sanmenxia Industrial Park, the City of Lingbao, the City of Yanshi, the City of Yongcheng, Yongcheng Industrial Zone, the City of Xinmi, Huangchuan County, Guangshan County, Gushi County, Huiguo Town in the City of Gongyi, Yuanyang County, Hui County, the City of Mengzhou, Wen County, Puyang County, Puyang Industrial Zone, Tangyin County, the City of Nanyang Wolong District, Suiping County, Shangcheng County , Ningling County, Xi County, Luoshan Town, Neihuang Town, Puyang Town, Yanjin Town, Changyuan Town, Gongyi Town, Nanyang Town, Luoning Town, Zhengyang Town

10. SHAANXI
Baoji, Qishan County, Yulin, Linyou County, Shangnan County, Heyang County

11. JIANGSU
Nanjing Jiang Bei, Pizhou, Yangzhong, Nanjing Pu Kou District, Xuzhou Jiawang District The north side of Nanjing, Xuzhou Xinyi District, the City of Yangzhou, Taixing East District, Lianyungang Haizhou Economic Development Zone, Nanjing Jingqiao, Donghai County, Tong Shan, Sihong County City Centre, Sihong County, Guannan County, Nanjing ChangLu Industrial Park, certain villages and towns of Sihong County

12. ANHUI
Wuhu, Huainan, Shouxian, Suzhou, Wuhu County, Nanling County, Huoshan County, Fengtai County, Wuwei County, Qimen County, Xiuning County, Maoji Development Zone, Huoqu County, Susong Linjiang Industrial Zone, Suzhou Si County, Suzhou Yongqiao Economic Zone, Wuhe County, Sixian, the City of Susong, Taihu County, Hefei Binghu New District, She County, Huinan Town of Wuhe County, Linbei Village, Xinji Town, Toupu Town, Wuhe Economic Zone

13. HUBEI
Yichang, Xiaogan, Hanchuan, Yingcheng, Yunmeng, Suizhou, Tianmen, Dangyang, Wuhan Jiangnan, Laohekou, Danjiangkou, Yuanan, Dawu County, Run County, Wuxue Industrial Zone, Shiyan Wudangshan Zone, Donghu High-tech Zone, Jianli County, the City of Honghu, the City of Songzi, Xinzhou District in the City of Wuhan, the City of Wuxue, Yingshan County, Tuanfeng County, Longganhu District in Huangmei County, the City of Huanggang, Xishui County, Meichuan Town in the City of Wuxue, Huangmei County, Shiyan, Zigui County, Huangshi Port Industrial Park, Yunxi County, Xiaogan Hightech Zone, Chongyang County, Honghu Economic Development Zone of Wuhan, Yunxi County, Wuhan Guanggu District

14. ZHEJIANG
Hangzhou Xiaoshan District, Taizhou, Jinhua, Hangzhou Jiangdong Development Zone, Daishan Economic Development Zone, the City of Yueqing, Xiushan Village of Zhejiang

15. CHONGQING
Yubei

16. JIANGXI
Nanchang Wanli, Xinfeng County, Wuyuan County, Yihuang County, Xinfeng Industrial Park, Nancheng County, Quannan County, Shangyou County, Jinyuan New District in the City of Yichun

17. HUNAN
Yiyang, Youxian, Zhangjiajie, Yiyang Datonghu, the City of Yiyang New Zone, Huaihua National Agriculture and Technology Zone, Anhua County, Zhijiang Dong Autonomous County, Baojing County, Huishangang Concentrated Industrial Park of Yiyang, Chaling County, Nan County, Lukou County, Yanling County

18. FUJIAN
30 cities/regions, the City of Sanming, the City of Shaowu, Wuping County, Taining County, Qingliu County, Youxi County, Datian County, Jianning County, Huaan Economic Zone, Ninghua County in Sanming, Jianning Xiangfei Industrial Park

19. GUIZHOU
the City of Kaili

20. YUNNAN
Dali Haidong New Zone, the City of Baoshan, Lvchun County

21. GUANGXI ZHUANG AUTONOMOUS REGION
Nanning, Yulin, Qinzhou, Liuzhou, Fangchenggang, Nanning ASEAN Development Zone, Laibin, Baise, Bobai, Chongzuo, Guiping, Luchuan, Tiandeng County, Dahua County, Hechi, Tianlin County, Cenxi, Napo County, Liucheng County, Luocheng Mulao Autonomous County, Yulin Environmental Protection Industrial Park

22. GUANGDONG
Maoming, Conghua, Meizhou, Yunfu, Shanwei, Xinxing County, Fengshun County, Pingyuan County, Dapu County, Wuhua County, Huazhou, Luhe County, Mei County, Jieyang Industrial Park, Ruyuan County

23. HAINAN PROVINCE
Qiongzhong Li-Miao Autonomous County

24. HEILONGJIANG
Harbin, Jiamusi, Mudanjiang, Daxing'anling Jiagedaqi District, Huachuan County, Tangyuan County, Huanan County, Suibin County, Tongjiang, Mudanjiang Jiangnan Development Zone, Nongkenbaoquanling, Raohe County, the City of Qitaihe Jinsha New Zone, Mulan County, Chengguan in the City of Tieli, Fuyu County, Boli County, Luobei County, the City of Yichun Xinqing District, Jixi, Lingdong District in Shuangyashan, the City of Heihe, Nongken Hongxinglong District, the City of Wudalianchi, Xunke County, Qingan County, Sunwu County, the City of Shuangyashan, Tailai County, Acheng, Anda, Bin County, Wuchang, Zhaoyuan County, Fangzheng County, Jiansanjiang, Yilan Economic Development Zone

25. JILIN
Fusong, the City of Baishan, Changbai Mountain International Tourist Resort Zone, Jingyu County, the City of Fuyu, Zhenlai County, Gongzhuling City National Agricultural Science and Technology Park, the City of Jiaohe, the City of Huadian, Dongfeng County, Lushuihe Town and Quanyang Town in the administrative region of Fusong County, Changbai County

26. LIAONING
the City of Shenyang, Fushun, Jinzhou Economic Hi-Tech Development Zone, Shenyang Sujiatun, Dalian Jinzhou Development Zone, Liaoyang, Gaizhou, the City of Zhuanghe, Zhuanghe City Industrial Park, Pulandian, Liaoyang Economic Zone, Liaoyang Taizi River, Xinbin County, Jinzhou Longxiwan New Zone, Qingyuan County, Fushun County, Yi County Qilihe, Changhai County, Jinzhou Dayou Economic Area, Yingkou Bohai Tech City, the City of Jinzhou, Kuandian Manzu Autonomous County, Dalian Puwan Economic Zone, the City of Dandong, the City of Fengcheng

27. BEIJING
Beijing Mentougou, Beijing Economic-Technological Development Area

662 PIPED GAS PROJECTS

15 PROVINCIAL CAPITAL CITIES & MUNICIPALITIES

Major National Natural Gas Pipelines (not drawn to scale)

- West-East Gas Pipeline No. 1
- West-East Gas Pipeline No. 2
- Shaanxi-Beijing Pipeline No. 2
- Zhongwu Pipeline
- Sichuan-East Gas Pipeline
- China-Russia Natural Gas Pipeline
- China-Myanmar Natural Gas Pipeline

OPERATIONAL LOCATIONS OF LIQUEFIED PETROLEUM GAS

- LPG TERMINAL
- LPG STORAGE FACILITY
- LPG WHOLESALE
- LPG RETAIL

THE LARGEST VERTICALLY INTEGRATED
LIQUEFIED PETROLEUM GAS OPERATOR IN CHINA


Heilongjiang
Jilin
Liaoning
Inner Mongolia
Beijing
Tianjin
Hebei
Shanxi
Ningxia
Shandong
Gansu
Shaanxi
Henan
Jiangsu
Shanghai
Anhui
Sichuan
Hubei
Zhejiang
Chongqing
Jiangxi
Hunan
Guizhou
Fujian
Taiwan
Guangdong
Yunan
Guangxi
Hainan

CHAIRMAN'S STATEMENT

DEAR SHAREHOLDERS,

On behalf of the Board of Directors of China Gas Holdings Limited, I am pleased to present to you the 2025/26 annual report.

Mr. LIU Ming Hui
Chairman and President

DIVIDEND

The Board resolved to recommend payment of a final dividend of HK20 cents per share to the Shareholders whose names appear on the register of members of the Company on Monday, 31 August 2026 (the record date for determining the entitlement of the Shareholders to receive the proposed final dividend). Together with the interim dividend of HK15 cents per share paid to the Shareholders on Friday, 6 February 2026, the total dividend for the year ended 31 March 2026 amounts to HK35 cents per share (total dividend for the year ended 31 March 2025 amounted to HK50 cents per share with an option of scrip dividend).

The final dividend, if approved by the Shareholders at the forthcoming AGM, is expected to be distributed on or around Friday, 2 October 2026.

CLOSURE OF REGISTER OF MEMBERS

To be eligible to attend and vote at the forthcoming AGM

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Tuesday, 18 August 2026 to Friday, 21 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 21 August 2026. In order to qualify for attending and voting at the AGM to be held on Friday, 21 August 2026, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 17 August 2026.

To qualify for the proposed final dividend

For the purpose of determining the identity of the Shareholders who are entitled to receive the proposed final dividend for the year ended 31 March 2026, the register of members of the Company will be closed from Thursday, 27 August 2026 to Monday, 31 August 2026 (both days inclusive), during which period no transfer of Shares will be registered. Subject to the approval of the Shareholders at the AGM, the final dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Monday, 31 August 2026. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 26 August 2026.

PROSPECTS

Against the macro backdrop of global economic volatility and growing uncertainties, the complex and ever-changing market environment is driving a profound restructuring of the global energy landscape, with a wave of industry transformation sweeping across the sector. To adapt to these complex and volatile times, the Group has formulated a five-year development plan by leveraging its resource endowments and deep-rooted presence in the energy sector, officially stepping into a new phase of strategic development. In the face of the missions and major responsibilities on this new journey, only by innovating, embracing changes and taking pragmatic and steadfast action can the Group navigate through challenges and achieve steady and long-term development. The Group will firmly adhere to the core business philosophy of "building a solid foundation through transformation, creating value with artificial intelligence, and securing a decisive start with new strategies, new businesses and new organizational structures." It will spare no effort to break through existing development models and market boundaries, proactively pursue changes and explore opportunities, and tap into the growth potential of "new businesses" with precision. The Group will embark on a new journey of transitional development via company-wide transformation and across-the-board innovation. Meanwhile, the Group aims to become an "integrated technology group that gives back to society by using technology as it delivers intelligent and life-enriching services to communities", actively embracing digitalization and artificial intelligence, recognizing data as the key production factor and applying artificial intelligence as the underlying logic for decision-making. It vigorously promotes data assetization across the Group, creating a value loop of "energy + services + data", building its operational and management competitiveness in the new infrastructure era.

As the foundation for strategy implementation, the Group always considers the core gas business as its fundamentals and strictly adhere to all mandatory targets. Meanwhile, it will precisely seize key opportunities for transformation in the domestic urban gas industry, and provide professional management and technical expertise under asset-light operating model, thereby achieving high-quality expansion with low cost. It will also continue to consolidate and enhance the core competitiveness of its main business, laying a solid foundation for overall transitional development.

The Group will comprehensively revitalize its value-added service business model, deeply integrating artificial intelligence technology and big data intelligent analytics capabilities to empower full-link smart marketing, enabling a fundamental shift from experience-driven to data-driven operations. It will innovate its product and service system and efficiently integrate domestic and international markets into a dual circulation system, thereby achieving steady revenue growth with agile market responsiveness and precise customer engagement.

As the Group's "second growth curve," integrated energy serves as the key for achieving strategic transformation. The Group will continue to take technological innovation as its primary driver, concentrating resource advantage on the prioritization of the development of biomass energy projects, with focus on the high-value customer base such as energy intensive industries, industrial parks and data centers. The Group's scalable and standardized solutions will empower market expansion by precisely addressing customers' diversified energy needs, while its standardized operations will enable the Group to forge deep partnerships with customers and significantly broaden its business growth prospects by promoting strategic transition from an energy distributor to a integrated green energy service provider. Meanwhile, the Group will proactively promote the integrated development of energy storage, electricity trading and smart energy businesses. By leveraging diversified financial instruments to achieve asset-light expansion, the Group will continuously break down boundaries within its integrated energy business and enhance business profitability across multiple dimensions.

Global expansion is the core battlefield of the Group's future growth. The Group will focus on enhancing the quality and efficiency of its global operations to inject strong momentum into strategy implementation. In particular, it will accelerate the construction of a smart LNG trading system, establishing a trading network that covers key resource regions worldwide, and achieving the best global optimization and dynamic balance in resource allocation. It will also elevate the strategic level of its LPG business, and strengthen its ability for proactive global asset allocation, steadily increasing its international market share, and continuously enhancing the presence and influence of the Group in the global energy landscape. It deeply develops integrated energy businesses in major regions, driving global expansion through regional breakthroughs, facilitating the transition from resource trading to the export of technical standards, and accelerating the journey toward a world-class energy enterprise.

The Group has always prioritized safe development as an unshakeable bottom line. At the same time, the Group is accelerating its digital transformation and driving the effective implementation of the "Six Brains" (ecological meta-brain, service cloud brain, management super-brain, cultural empowerment brain, energy intelligence brain and safety smart brain) system in all respects. By integrating AI technology across the sectors to empower the entire production, operations and management processes, the Group continuously enhances its operational efficiency, optimizes its service quality, and strengthens its core competitiveness, thereby safeguarding the high-quality development of all businesses.

Looking forward, the Group will unite the wisdom and efforts of all staff, firmly implement its long-term development philosophy, steadfastly drive the precise implementation and in-depth breakthroughs of all strategic initiatives, and steadily advance the implementation of its strategy. By doing so, it will continue to enhance its comprehensive competitiveness and sustainable development capabilities, thus creating stable and sustainable long-term value for its shareholders, employees, and society.

MANAGEMENT DISCUSSION AND ANALYSIS

ABOUT CHINA GAS

The Group is one of China's largest trans-regional, integrated energy suppliers and service providers. Focusing on China, it is primarily engaged in the investment, construction, and operations of city and township gas pipelines, gas terminals, storage and transportation facilities, and gas logistics systems to deliver natural gas and liquefied petroleum gas (LPG) to residential, industrial and commercial users. The Group also builds and operates compressed natural gas (CNG)/liquefied natural gas (LNG) fueling stations while developing and applying natural gas and LPG technologies. At China Gas, over two decades of exploration and growth were translated into a full-fledged business portfolio centered around piped gas, stretching across LPG, LNG, smart energy services, gas equipment and kitchen appliances and grid-based new retail in the private domain backed by stores.

BUSINESS REVIEW AND OUTLOOK

Over the past year, the global energy landscape has undergone a profound reshaping. The complex interplay of industrial transformation and geopolitical context has accelerated the global energy system's transformation toward low-carbon and smart energy. In the domestic market, with the launch of the "15th Five-Year Plan", China's energy policies continue to be further refined. The transition toward "dual-control over the amount and intensity of carbon emissions" and the development of a new power system has led the industry into a period of profound transformation. Driven by multiple external factors such as macroeconomic structural adjustments, rising penetration rate of alternative energy sources, and the evolution of market-based mechanisms, the urban gas industry is undergoing a systematic restructuring of its profit model and an in-depth transformation of its competitive landscape. Facing this pivotal moment in the industry's development, the Group has always remained strategically resilient, transforming challenges into opportunities to deepen reform and build momentum for growth, whilst striving to create more resilient long-term value amid industry volatility.

Adhering to the core development philosophy of "digital intelligence empowerment and strategic restructuring", the Group is accelerating its transformative leap from a traditional utility operator to a leading smart energy service provider. By deeply integrating digital technologies with core business scenarios, the Group is continuously strengthening its competitive barriers and opening a new chapter of technology-enabled growth.

In terms of business operations, the natural gas segment has further consolidated its market-leading position through optimizing resource allocation and implementing smart trading strategies; the LPG business, leveraging lean operations and structural adjustments across the entire industry chain, has achieved a substantial improvement in operational performance, resulting in enhanced asset operation quality and profit margins. Building on its traditional channel strengths, the value-added services business has successfully expanded toward the sector of diversified service offerings, propelled by the large-scale rollout of innovative models such as water purification service. Meanwhile, closely aligning with China's "dual carbon" strategy and the energy development framework of the "15th Five-Year Plan", the integrated energy business has achieved significant breakthroughs at scale in emerging fields such as biomass energy development, energy storage for industrial and commercial users, and smart energy. This has preliminarily established a multi-energy complementary and low-carbon development pattern with competitive industry advantages, laying a solid foundation for the Group's long-term sustainable growth.

During the period, the Group's turnover decreased by 7.1% year-on-year to HK$73,603,933,000; profit attributable to owners of the Company decreased by 16.4% year-on-year to HK$2,719,049,000. Basic earnings per share were HK$0.50, a year-on-year decrease of 16.7%. The free cash flow reached HK$4,838,378,000, a year-on-year increase of 3.8%. The proposed final dividend was HK20 cents, with an annual payout ratio of 70.0%.

SAFETY MANAGEMENT

During this financial year, the Group continued to advance the optimization and upgrading of its HSE management system, deepened the linkage of safety, operations, engineering, customer service, and technology across multiple functions, and steadily promoted the standardization of safety management for new business models. Currently, the Group's HSE management system comprehensively covers all of its major business segments, and the tiered safety supervision mechanism becomes increasingly mature and refined.

The Group has thoroughly implemented the concept of science and technology for safety, establishing an intelligent safety management hub with the "cybersecurity brain" at its core together with a three-tier closed-loop management system of "perception-diagnosis-display". The Group has successfully broken through data barriers across business systems, and deployed nearly 100 data analysis engines. This achieved visualized control over the entire lifecycle of safety hazards, completing the transformation into a data-driven safety management model.

During the period, the Group's indoor safety management evolved from reactive response to proactive prevention and control. Safety hazards at the corporate level were dynamically eliminated, and the implementation rate of safety hazard protection measures on the user end reached 100%. Special safety initiatives, including equipment renewal, security enhancement, and network shielding have been effectively implemented, driving a significant improvement in overall operational safety control and comprehensive support capabilities.

New Projects

Throughout the financial year, in line with prudent financial policy as always, no city piped gas project was added to the existing network. As of 31 March 2026, the Group had secured 662 piped gas projects with concession rights in 30 provinces, municipalities, and autonomous regions in China, as well as 32 long-distance natural gas pipeline projects, 484 CNG and LNG refilling stations for vehicles and vessels, one coalbed methane development project, and 128 LPG distribution projects.

Natural Gas

Pipeline Construction and Connections

City gas pipelines form the backbone of operations for gas supply enterprises. By building trunk and branch pipelines, the Group connects its gas network to residential, industrial, and commercial users, charging them for connection and gas usage.

As of 31 March 2026, the Group had cumulatively built 570,275 km of gas pipelines.

User Acquisition

Number of connections in the gas industry continued to decline as a result of the prolonged downturn in China's real estate market, as shown by persistently weak new housing starts. During the period, the Group connected new residential users by 1,139,558 households, down by approximately 18.6% year-on-year; as of 31 March 2026, the Group had cumulatively connected 49,591,346 residential users, up by approximately 2.4% year-on-year. During the period, the Group connected 2,184 new industrial users and 36,507 new commercial users. As of 31 March 2026, the Group had cumulatively connected 29,233 industrial users and 440,311 commercial users, representing a year-on-year increase of approximately 8.1% and 9.0% respectively.

Users in the Transportation Sector (CNG/LNG Refilling Stations for Vehicles and Vessels)

As of 31 March 2026, the Group boasted 484 CNG/LNG refilling stations for vehicles and vessels. The faster penetration of new energy vehicles has brought diversion pressure on the traditional natural gas transportation energy market in the long run. However, given the cost and environmental advantages of natural gas in heavy-duty truck transport, marine fuel and industrial fields, the structural demand in these segments is not diminishing. In response to this market shift, the Group has adopted a dual-track strategy to promote business upgrading. On one hand, the Group increased end user loyalty and maximized the operation efficiency of existing assets by optimizing and integrating the assets of inefficient refilling stations, enhancing strategic cooperation with upstream gas suppliers, as well as deepening its customer resource networks; on the other hand, actively in response to the national policy that encourages the transformation of traditional oil and gas fueling stations into integrated-energy service stations supplying oil, gas, electricity and hydrogen altogether, the Group continuously studied and adjusted development plans, steadily advancing the transformation of its stations into ones that supply various types of fuel, aiming to serve different kinds of vehicles at one place and cultivating new growth drivers for the business.

Natural Gas Sales

During the financial year, the Group made solid progress in key tasks such as expanding margin spreads through price pass-through, reducing costs and enhancing efficiency. The price linkage mechanism was accelerated in implementation, and continuous efforts were made in cost control across the entire value chain, providing robust support for improving operational quality and efficiency.

In terms of natural gas pricing, a total of 26 provinces/municipalities/autonomous regions across the country have successively issued upstream-downstream natural gas price linkage policies. As of 31 March 2026, price pass-through was applied to an aggregate of approximately 76.3% of residential gas consumption among the Group's gas projects. During the period, the Group sold a total of 41.43 billion m^3 of natural gas, a year-on-year increase of 3.7%. Sales via city and township gas projects accounted for 23.47 billion m^3, a slight year-on-year decrease of 0.2%, while trading and direct-supply pipelines contributed 17.96 billion m3, a year-on-year increase of 9.2%.

LPG

The Group is deepening its development of the integrated LPG industrial chain spanning upstream, midstream and downstream operations, while comprehensively advancing services quality, operation efficiency and profitability.

During the period, the Group diversified the resource sourcing and proactively advanced the implementation of risk hedging measures by restructuring its workforce for international trading and its risk control system and implementing strategies of "structure optimization, flexible position-building and pricing control", achieving substantial breakthroughs in international trading and driving up the per-ton margin of import distribution. In the midstream, the Group advanced its market-based and digitalized synergy in warehousing and logistics, optimized front-middle-back office integration, and leveraged external resources to achieve profitability in domestic trading and warehousing and logistics operations. As for the downstream, the Group achieved refined management through digital control and process standardization, while continuing to optimize its investment model on end user market. Smooth progress in light-asset integration projects have effectively contributed to the quality development of its retail business.

During the period, the Group's LPG sales volume reached 3.42 million tons, representing a year-on-year decrease of 11.6%. The LPG sales revenue totaled HK$14,972,092,000 (for the twelve months ended 31 March 2025: HK$19,575,477,000), representing a year-on-year decrease of 23.5%, and operating profit amounted to HK$82,218,000 (for the twelve months ended 31 March 2025: HK$52,007,000), up by 58.1% year-on-year.

Value-Added Services

During the period, the Group placed AI application at the core of its transformation, empowering all business segments in depth, driving the intelligent transformation of value-added services channels in all dimensions, and achieving simultaneous improvement in consumer scenario digitalization and operational efficiency. The AI-powered smart marketing system yielded initial results, opening up the entire business chain and promoting the application of AI tools including AI smart badges and photo recognition. Private-domain operations and digitalized store management were empowered by AI algorithms.

Both core products and emerging businesses achieved breakthroughs with the assistance of AI. The gas appliance business leveraged AI to develop intelligent safety products and optimize product structure; the gas safety business built early-warning systems using AI and expanded application scenarios; the craftsman platform utilized AI to optimize work order dispatch. The water purification business focused on three core scenarios, with renovation business launching the "AI Home Refresh" mini-program to overcome industry pain points. In addition, AI-powered sales and customer service systems improved quality and efficiency while continuously enhancing customer satisfaction.

Throughout the financial year, as public and commercial projects were affected by factors such as the settlement cycle and the downturn of the real estate industry, as well as the surge in the cost of raw materials including copper, the revenue and profit contribution of the high-margined safety products business declined, affecting the overall profit performance of the value-added services segment. During the period, its revenue from value-added services amounted to HK$3,699,906,000, representing a slight year-on-year decrease of 0.8% and operating profit amounted to HK$1,619,931,000, representing a year-on-year decrease of 7.4%. Although for the moment, the penetration rates of main offerings of value-added services are relatively low, our constant upgrades of the operation strategy for traditional channels, product portfolio diversifying into broader assortments, and new businesses growing at pace all make up the enormous potential for this segment.

Integrated Energy

Biomass Businesses

The Group adheres to a prudent and measured policy orientation and aligns with China's "dual carbon" strategy, aiming to become a "leading green gas producer". With advanced biomass technology as its core business, the Group provided bespoke one-stop clean energy solutions, including green steam, zero-carbon gas for its industrial clients and industrial parks. Leveraging the pyrolysis poly-generation technology, the Group achieves high-value recycling of biomass resources, co-producing biomass carbon, green vinegar and other high value-added products to facilitate customers' low-carbon transition, cost reduction and efficiency improvement. The implementation of green LNG scenarios will drive the biomass business as a new growth curve for the Group.

As of this date, the Group has launched a number of projects across key regions in China, laying a solid foundation for future large-scale expansion. In terms of industry expansion, the Group focuses on the industrial application of biomass energy, targeting fuel replacement scenarios for industrial kilns in sectors such as glass, inorganic salts, aluminum smelting/alumina production and non-ferrous metal smelting, and accurately identifies industry-specific needs and strives to build a differentiated competitive advantage for China Gas in the green industrial energy sector.

As at the end of the financial year, the biomass business secured an order backlog totalling 9.66 million tonnes per year.

Electricity and New Energy Businesses

The Group actively responds to China's "dual carbon" strategy, and is dedicated to becoming a leading integrated-energy service provider in the industry. Aligning with the integrated development trend of "source, grid, load and storage" during the "15th Five-Year Plan" period, the Group positions grid-side energy storage as its core business development, combined with behind-the-meter energy storage for industrial and commercial users, and integrates businesses such as distributed photovoltaics, charging piles and energy saving services, thereby creating a synergistic multi-energy ecosystem. During the period, the Group has started to see the initial formation of a diversified and integrated business landscape.

The Group actively promotes the implementation of the "medium-to-long term + spot" electricity trading model, driving the rapid development of its green electricity and green certificates business. The electricity spot price forecasting model empowered by AI technologies achieves effective improvement in price prediction accuracy. In addition, the virtual power plant has widened its profit channels by aggregating businesses such as energy storage, photovoltaics and charging piles, and completing the trial operation.

During the period, the operational capacity of a total of 709.4 MWh was put into operation in the behind-the-meter energy storage for industrial and commercial users, while two grid-side independent energy storage projects were successfully contracted, together with 3.8 GWh in the overall capacity of energy storage projects was added to the order backlog; 7.33 billion kWh in electricity sales. Meanwhile, the overseas energy storage business also achieved a breakthrough, with the Sweden project commencing successfully.

Human Resources

Building a robust talent pipeline is central to the Group's sustainable development strategy, and serves as a key strategic resource underpinning the Group's long-term growth. We are deeply committed to a human capital-driven approach, and have fostered a systematic and normalized talent development and team building system and mechanisms for better organizational effectiveness, continuously invigorating the Group's high-quality development.

To solidify the foundation for talent development, the Group has already established a full-fledged dual-track mechanism for talent acquisition and internal training. On one hand, it precisely recruits high-quality industry professionals; on the other hand, it continues to deepen internal talent development, with a focus on promoting the young management in its staff and continuously refining the age structure company-wide, so as to build a core team full of vitality and robust capabilities. At the same time, the Group continues to strengthen job-specific competencies for its workforce on which its staff members will be able to perform better and deliver more. Up and running are also its diversified platforms for vocational training, knowledge exchange, and experience sharing, as engines to enrich employees' growth pathways, effectively enhance their sense of professional belonging, job satisfaction and wellbeing, and achieve a virtuous cycle of "attracting, nurturing and retaining talent".

In respect of remuneration and incentive system development, the Group has developed a scientific and differentiated incentive system, taking into account the personal qualification and professional experience of its employees, with full reference to the remuneration levels of industry peers and the local job market. In addition to basic salaries and pension fund and other safeguards, diversified incentive benefits such as discretionary bonuses, performance-based rewards, share options and share awards are also granted to eligible employees. All incentive benefits are closely tied to the Group's overall operating results and their performance, which can fully mobilize employees' initiative and proactivity, and achieve the mutual growth of the Group and its employees.

Taking talents as a core driving force for sustainable development, the Group will be committed to focusing on the growth and development needs of employees in the future, constantly improving knowledge sharing platforms, optimizing incentive mechanisms and enriching training programs, so as to empower employees in achieving personal capability enhancement and breakthroughs in professional value, rallying the wisdom and strength of all employees to provide solid talent assurance for the Group's sustained and steady development.

Financial Review

For the 12 months ended 31 March 2026, the Group's turnover amounted to HK$73,603,933,000 (for the 12 months ended 31 March 2025: HK$79,258,009,000), representing a year-on-year decrease of 7.1%. The gross profit amounted to HK$10,880,669,000 (for the 12 months ended 31 March 2025: HK$11,263,173,000), representing a year-on-year decrease of 3.4%. The overall gross profit margin was 14.8% (for the 12 months ended 31 March 2025: 14.2%). Profit before tax amounted to HK$4,733,815,000 (for the 12 months ended 31 March 2025: HK$5,183,182,000), representing a year-on-year decrease of 8.7%. Profit attributable to owners of the Company amounted to HK$2,719,049,000 (for the 12 months ended 31 March 2025: HK$3,251,614,000), representing a year-on-year decrease of 16.4%.

Earnings per share amounted to HK50 cents (for the 12 months ended 31 March 2025: HK60 cents), representing a year-on-year decrease of 16.7%.

Reconciliation of Non-HKFRS Measure to the Nearest HKFRS Measure

To supplement our consolidated results which were prepared and presented in accordance with HKFRS, the Group also uses core profit as an additional financial measure, which is not required by, or presented in accordance with HKFRS. We believe that this non-HKFRS measure facilitates comparisons of operating performance from period to period and company to company by eliminating potential impacts of items that our management does not consider to be indicative of our operating performance such as certain non-cash or one-off items and exchange losses. The use of this non-HKFRS measure has limitations as an analytical tool, and one should not consider it in isolation from, or as a substitute for analysis of, our results of operations or financial conditions as reported under HKFRS. In addition, this non-HKFRS measure may be defined differently from similar terms used by other companies.

Core profit for the year represents profit for the period adjusted to exclude (i) other gains and losses of the Group.

The following tables set forth the reconciliation of our non-HKFRS measure for the years ended 31 March 2026 and 2025 to the nearest measures prepared in accordance with HKFRS:

	31 March 2026 HK$'000	31 March 2025 HK$'000
Profit for the year (i.e. nearest HKFRS measure) attributable to owners of the Company	**2,719,049**	3,251,614
Add: other gains and losses of the Group	**140,548**	163,555
Core profit (i.e. non-HKFRS measure) attributable to owners of the Company	**2,859,597**	3,415,169

Finance Costs

For the 12 months ended 31 March 2026, the finance costs decreased by 6.6% to approximately HK$1,683,962,000 from the same period last year.

Share of Results of Associates

For the 12 months ended 31 March 2026, the share of results of associates amounted to HK$175,193,000 (for the 12 months ended 31 March 2025: HK$187,465,000).

Share of Results of Joint Ventures

For the 12 months ended 31 March 2026, the share of results of joint ventures amounted to approximately HK$194,029,000 (for the 12 months ended 31 March 2025: HK$253,835,000).

Income Tax Expenses

For the 12 months ended 31 March 2026, the income tax expenses increased by 22.5% to HK$1,216,338,000 (for the 12 months ended 31 March 2025: HK$993,203,000).

Free Cash Flow

During the period, the free cash flow amounted to HK$4,838,378,000 (for the 12 months ended 31 March 2025: HK$4,661,031,000).

Liquidity

The Group's primary business generates cash flow that steadily increases over time. Coupled with an effective and well-established capital management system, the Group continued to maintain stable operations development and healthy cash flow even amid ongoing uncertainties in the macro-economy and capital market.

As at 31 March 2026, the Group's total assets amounted to HK$157,730,513,000 (31 March 2025: HK$148,220,570,000). Bank balances and cash amounted to HK$12,394,183,000 (31 March 2025: HK$9,163,796,000). The Group had a current ratio of 0.91 (31 March 2025: 0.95). The net gearing ratio was 0.777 (31 March 2025: 0.788), as calculated on the basis of net borrowings of HK$50,306,491,000 (total borrowings of HK$66,135,996,000 less trade facilities related to short-term letters of credit for the gas imports of HK$3,435,322,000 and bank balances and cash of HK$12,394,183,000) and net assets of HK$64,783,929,000 as of 31 March 2026.

The Group follows a prudent financial management policy, under which the majority of its available cash is deposited in reputable banks as demand and time deposits.

Financial Resources

The Group has been actively building long-term partnerships with principal banks in China and abroad and has developed effective RMB debt financing instruments that serve the long run with the National Association of Financial Market Institutional Investors (NAFMII) of China. As the Group's principal partners, Industrial and Commercial Bank of China Limited, China Construction Bank Corporation, Bank of Communications Co., Ltd., Bank of China Limited, China CITIC Bank Corporation Limited and Industrial Bank Co., Ltd. have offered financial services across all operations, including credit facilities for a maximum term of 15 years, providing strong financial support for the Group's project investments and stable operations. Other major overseas banks, such as The Hongkong and Shanghai Banking Corporation Limited, Hang Seng Bank Limited, Nanyang Commercial Bank, Limited and OCBC Bank (Hong Kong) Limited, have also granted long-term credit lines to the Group. As of 31 March 2026, over 40 banks had offered the Group with stand-by credit facilities of more than RMB150 billion in total. Such bank loans are generally applied to support the Group's operations and project investments.

The Company and the Group's wholly-owned subsidiaries incorporated in China are all active in issuing RMB debt financing instruments on interbank markets in China. As of 31 March 2026, the Group had a total approved issuance quota of RMB12.45 billion for long-term debt instruments registered with NAFMII.

As at 31 March 2026, the Group's total bank loans and other loans amounted to HK$66,135,996,000.

The Group's operating expenses and CAPEX have been financed by operating cash flow, debt, and equity financing. The Group has maintained a sufficient source of funds to fulfil its future CAPEX and working capital requirements.

Foreign Exchange and Interest Rate

As always, the Group attaches great importance to the management and control of foreign exchange and interest rate risks. It continuously monitors the global macroeconomic trends and changes in market interest rates and exchange rates, and optimizes its debt structure accordingly, with an aim to effectively mitigate potential risks arising from financial market fluctuations.

In terms of exchange risk management, the Group adheres to a prudent and measured policy orientation, adjusts domestic (RMB) and foreign currency debt structures flexibly and offsets the exchange rate risk exposure from its international trade and a small portion of foreign currency debts by leveraging exchange rate and interest rate hedging and other derivatives, in order to significantly reduce potential exchange risk and mitigate the effect of exchange gains and losses on its performance.

In terms of interest rates risk management, the Group maintains flexibility in the control over foreign currency debt by adjusting financing currencies and maturity profiles in response to market conditions in time and on an as needed basis. During the period, in view of the low interest rates in China as well as the sustained downward trend in offshore RMB interest rates, the Group took full advantage of the sources of RMB financing available in such environment to optimize its overall financing structure, thereby effectively bringing down its financing costs and enhancing capital utilization efficiency.

Leveraging the above comprehensive management measures, the Group has maintained steady and resilient performance amid a complex and evolving financial environment, with continuously enhanced risk management capabilities that lay solid foundations for sustaining its high-quality development.

Cash Flows, Contract Assets/Liabilities, Trade Receivables, and Trade and Bill Payables

As at 31 March 2026, the Group recorded contract assets of HK$12,836,295,000 (31 March 2025: HK$11,753,650,000), contract liabilities of HK$7,775,452,000 (31 March 2025: HK$7,921,488,000), trade receivables of HK$6,003,379,000 (31 March 2025: HK$5,699,682,000), and trade and bill payables of HK$12,360,234,000 (31 March 2025: HK$12,526,559,000).

During the period, the Group further strengthened its prudent investment approach by controlling the capital expenditure while managing its operating and free cash flows effectively to continue to improve full-year free cash flow.

Charge on Assets

As of 31 March 2026, the Group pledged property, plant and equipment and investment properties of HK$7,344,235,000 (31 March 2025: HK$6,898,021,000) and pledged bank deposits of HK$104,907,000 (31 March 2025: HK$310,447,000). In addition, equity interests in certain subsidiaries were pledged to banks to secure loan facilities.

Capital Commitments

As at 31 March 2026, the Group had capital commitments in respect of the acquisition of property, plant and equipment, construction materials for property, plant and equipment and properties under development contracted for but not provided in the consolidated financial statements amounting to HK$88,895,000 (31 March 2025: HK$88,690,000), HK$96,513,000 (31 March 2025: HK$142,016,000) and HK$174,355,000 (31 March 2025: HK$167,537,000), respectively, which would require the utilization of the Group's cash on hand and external financing. The Group has undertaken to acquire shares of certain Chinese enterprises and set up joint ventures in China.

Contingent Liabilities

As at 31 March 2026, the Group did not have any material contingent liabilities (31 March 2025: nil).

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. LIU Ming Hui, aged 63, is currently the chairman of the Board and the president of the Group. He is also the chairman of the Executive Committee and the Nomination Committee, a vice chairman of the Sustainability Committee and a director of Zhongran Investment Limited Company, Zhongran Gas Industrial (Shenzhen) Company Limited* (中燃燃氣實業（深圳）有限公司), YPH Inc., China Gas Biomass Energy Technology (Asia) Limited, China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司) and certain subsidiaries of the Company. Mr. LIU was appointed as a Non-executive Director in August 2012 and was elected as an Executive Director in September 2012. Mr. LIU was a Non-executive Director from April 2002 to July 2002, an Executive Director from July 2002 to April 2011 and the managing director of the Company from July 2002 to January 2011. He was re-appointed as the managing director and president of the Company in August 2012. Mr. LIU is the founder of the Group. He is fully responsible for the development and operational management of the Group, overseeing the management of the Talent Management Centre, Investment and Development Centre, new business development and digital construction. Mr. LIU received a bachelor's degree in science from Hebei Normal University in 1984, a master's degree in political economics from the Graduate School of Renmin University of China in 1999 and completed the education of DBA (Doctor of Business Administration) programme from the Shenzhen Research Institute of Renmin University of China in 2006. He has substantial experience in the infrastructure and energy industry in China. He is the elder brother of Dr. LIU Mingxing (Executive Director) and the father of Ms. LIU Chang (Executive Director). Mr. LIU is the director of China Gas Group Limited, which has discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO, relevant information of which is disclosed in the Directors' Report.

Mr. HUANG Yong, aged 63, is currently the executive president of the Group. He is also a member of each of the Executive Committee and the Nomination Committee, a director of Zhongran Investment Limited Company, Zhongran Gas Industrial (Shenzhen) Company Limited* (中燃燃氣實業（深圳）有限公司), China Gas Biomass Energy Technology (Asia) Limited, China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司) and certain subsidiaries of the Company. Mr. HUANG was appointed as an Executive Director in June 2013. He is the founder of the Group and has been the executive president of the Company since joining the Company in 2002. He is responsible for overall operating results of the Group and oversees management of the Risk Control Management Centre, Inspection Steering Committee, Administration Management Centre and Safety Committee. Prior to joining the Company, he worked at Shenzhen Nanyou (Holdings) Ltd. and Asia Environmental Development Company Limited. Mr. HUANG received a bachelor's degree and a master's degree in law from Wuhan University in 1985 and 1988 respectively. He has extensive experience in legal affairs and corporate management.

Mr. ZHU Weiwei, aged 53, is currently the chief operating officer of the Group. He is also a member of the Executive Committee, president of Gas Business Group, director of Zhongran Investment Limited Company, Zhongran Gas Industrial (Shenzhen) Company Limited* (中燃燃氣實業（深圳）有限公司), China Gas Biomass Energy Technology (Asia) Limited, China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司) and certain subsidiaries of the Company. Mr. ZHU was appointed as an Executive Director in September 2002. He is responsible for daily operation and management of the Group, and is responsible for the Treasury Management Centre, Enterprise Management Centre, and oversees the management of China Gas Energy Group, China Gas Natural Gas Smart Trading Group, Natural Gas Development Excellence Centre, Natural Gas Operation Excellence Centre, Safety Supervision Department, Construction Group, Design Institute and Regional Operation and Management Centre. Mr. ZHU received a bachelor's degree and a master's degree in economics from Zhongnan University of Economics and Law in 1993 and 1996 respectively. He has substantial experience in capital and corporate management.

Ms. LI Ching, aged 68, is currently a member of the Executive Committee and a director of certain subsidiaries of the Company. Ms. LI was appointed as an Executive Director in January 2014. She is responsible for business management and operation of gas supply and infrastructure projects in China. Since 1998, she has been an executive director of Fortune Oil Limited (formerly known as Fortune Oil PLC and was listed on the London Stock Exchange) which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO, the relevant information of which is disclosed in the Directors' Report. She has been working in Fortune Oil Limited for 28 years. Prior to joining Fortune Oil Limited, Ms. LI worked in China North Industries Corporation for 15 years and was in charge of finance and audit departments. Ms. LI received a bachelor's degree in economics from Central University of Finance and Economics in 1982. She has extensive experience in finance and corporate management.

Ms. LIU Chang, aged 37, is currently a vice president of the Group. She is also a member of the Executive Committee, the deputy general manager of Capital Management Centre (corporate finance and investor relations), the deputy general manager of the Office of the Board and Company Secretarial Department of the Company and the chairperson of Yipin Smart Living Technology Limited* (壹品慧生活科技有限公司), a director of YPH Inc., Electronic Business Development Company Limited, China Gas Biomass Energy Technology (Asia) Limited, China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司) and certain subsidiaries of the Company. Ms. LIU is a director of China Gas Group Limited which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Ms. LIU was appointed as an Executive Director in April 2020. Before such appointment, she was an alternate director to Dr. LIU Mingxing (a Non-executive Director in that period) and his alternate member of the CGRC Committee from November 2017 to April 2020. She is responsible for Talent Management Centre, Digitalization and AI Division, Yipin Smart Living Technology Limited* (壹品慧生活科技有限公司), China Gas Hongming Electricity Technology Group and assists in managing China Gas Natural Gas Smart Trading Group. She is also responsible for legal affairs, corporate finance and investor relations of the Group. From 2016 to 2017, Ms. LIU served as a legal associate at the office of Vitol Inc. in Houston, the USA. She has been admitted to practise law in New York State, the USA. Ms. LIU has obtained the qualification of Chartered Financial Analyst (CFA) and the certification for Cyber Security Competence awarded by the National Internet Emergency Centre. Ms. LIU received a bachelor's degree in economics and finance and a master's degree in economics from the Hong Kong University of Science and Technology in 2011 and 2012 respectively and a juris doctor degree in law from Cornell Law School in 2016. She has extensive experience in legal affairs, investor relations and operation and management of business. Ms. LIU is the daughter of Mr. LIU Ming Hui (Executive Director) and the niece of Dr. LIU Mingxing (Executive Director).

Mr. ZHAO Kun, aged 49, is currently a vice president of the Group. He is also a member of the Executive Committee, a chief compliance officer and the executive officer of Work Safety Committee, the general manager of Group Safety Monitoring Centre and the vice president of Gas Business Group. He was appointed as the Executive Director in August 2021. He is responsible for Natural Gas Operation Excellence Centre, Safety Supervision Department and Design Institute. Mr. ZHAO joined Beijing Gas Engineering Co., Ltd.* (北京市煤氣工程有限公司) in 2000 and served as the secretary to the party committee and the chairman, and joined Beijing Enterprises Energy Investment Co., Ltd.* (北京北控能源投資有限公司) ("Beijing Enterprises Energy") in 2013 until June 2021 and served as the deputy secretary of the general party branch, the chairman of labour union and employee representative director. Beijing Enterprises Energy is a subsidiary of Beijing Enterprises Group Company Limited ("Beijing Enterprises Group"). Beijing Enterprises Group has discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Mr. ZHAO received an equivalent of bachelor's degree in city gas engineering of urban construction engineering at Beijing University of Civil Engineering and Architecture (formerly known as Beijing Institute of Civil Engineering and Architecture) in 2000, and a master's degree in architecture and civil engineering at Beijing University of Civil Engineering and Architecture in 2015, respectively. He has extensive experience in operation and management of natural gas business.

Dr. LIU Mingxing, aged 53, is currently a member of the CGRC Committee. He is also a member of the Executive Committee, the chief economist, a chief investment officer and the general manager of Group Investment and Development Centre, the chairman of the Science and Technology Committee, the chairman of the Strategic Development Committee of the Group, a director of Beijing Zhongran Shenchuang Technology Company Limited* (北京中燃森創科技有限公司) and China Gas Biomass Energy Technology (Asia) Limited. Dr. LIU was appointed as a non-executive Director of the Company in July 2014 and was re-designated as an Executive Director from a Non-executive Director in August 2025. He is responsible for Investment Development Centre, China Gas Smart Energy Group, China Gas Biomass Energy Group, the Strategic Development Committee and the Science and Technology Committee. Dr. LIU is a professor and executive deputy director of Economics of China Institute for Educational Finance Research, Peking University, and part-time professor of political economics at Shanghai Jiao Tong University. He was an associate professor of Economics of China Institute for Educational Finance Research, Peking University from January 2008 to July 2013, and a lecturer of economics and an associate professor of Economics of the School of Government, Peking University from September 2003 to December 2007. From 2001 to 2003, he did postdoctoral research at The National Bureau of Economic Research in the United States. Dr. LIU acted as a consultant and provided policy advisory services to the Ministry of Finance and the Ministry of Education of China, the World Bank, the Organization for Economic Co-operation and Development (OECD), the United Nations Educational, Scientific and Cultural Organization and Department for International Development of the United Kingdom on various occasions. Dr. LIU published a large number of academic papers and books in respect of economics and finance in China and worldwide. He received a bachelor's degree and a master's degree in economics from Zhongnan University of Economics and Law in 1994 and 1997 respectively and a doctorate degree in economics from Peking University in 2001. He has substantial experience in finance and economics. Dr. LIU Mingxing is the younger brother of Mr. LIU Ming Hui (Executive Director) and the uncle of Ms. LIU Chang (Executive Director).

Non-executive Directors

Mr. XIONG Bin, aged 59, is currently a member of CGRC Committee. Mr. XIONG was appointed as the vice chairman of the Board and a Non-executive Director in March 2022. He is currently an executive director and the chief executive officer of Beijing Enterprises Holdings Limited ("Beijing Enterprises Holdings") (Stock Exchange Stock Code: 392) and also serves as an executive director, the chairman of the board and the chairman of the nomination committee of Beijing Enterprises Water Group Limited ("Beijing Enterprises Water") (Stock Exchange Stock Code: 371), the assistant to the general manager of Beijing Enterprises Group Company Limited ("Beijing Enterprises Group") and a director of Beijing Gas Group Co., Ltd. ("Beijing Gas Group"). Mr. XIONG joined Beijing Gas Group in 1999, Beijing Enterprises Group in 2011 and Beijing Enterprises Holdings in 2021. Both Beijing Enterprises Holdings and Beijing Enterprises Group have discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Mr. XIONG is a PRC engineer. He graduated from the department of thermal engineering of the School of Mechanical Engineering of Tongji University in 1989 and received an EMBA degree from the School of Economics and Management of the Tsinghua University in 1998. He has substantial experience in public infrastructure facilities management and in strategic and investment management.

Mr. Ayush GUPTA, aged 55, is currently a member of the CGRC Committee. Mr. GUPTA was appointed as a Non-executive Director in December 2023. He is currently a full time director of GAIL (India) Limited ("GAIL") which is a company listed on the National Stock Exchange of India Limited (stock code: GAIL) and BSE Limited, Bombay (stock code: 532155), the chairman of GAIL Mangalore Petrochemicals Limited and a director of GAIL Gas Limited, both being wholly-owned subsidiaries of GAIL. He is also a director of ONGC Tripura Power Company Limited. Mr. GUPTA joined GAIL in May 1998 and is currently responsible for human resources operations of GAIL. Mr. GUPTA received a bachelor's degree in electrical engineering from University of Roorkee, India in 1992, a master's degree in business administration in 2003 and a post-graduate diploma in human resources management in 2023, both from Indira Gandhi National Open University. He has also completed the Chevening Rolls-Royce Science, Innovation & Policy Leadership Programme from Saïd Business School of University of Oxford in 2013. He has over 34 years of rich experience in human resources management, project management and operations as well as maintenance in oil and gas and process industry.

Ms. ZHOU Xueyan, aged 53, is currently a member of the CGRC Committee. Ms. ZHOU was appointed as a Non-executive Director in March 2025. She is the executive director of Beijing Enterprises Water (Stock Exchange Stock Code: 371), the chairman of Beijing Xinjing Yihao Technology Co., Ltd.* (北京新景壹号科技有限公司)(formerly known as Beijing Enterprises Water Treatment Limited* (北京北控水務有限公司), a director of BMEZ Co., Ltd.* (北京京城環保股份有限公司), the director and the general manager of Beijing Beikong Water Manufacturing Co., Ltd.* (北京北控制水有限公司). Ms. ZHOU joined Beijing Enterprises Holdings (Stock Exchange Stock Code: 392) in August 2011 and served as the deputy manager of the enterprise management department of Beijing Enterprises Holdings from August 2011 to August 2014, the manager of the comprehensive business management department of Beijing Enterprises Holdings from August 2014 to June 2021 and the general manager of the operation management department of Bejing Enterprises Holdings from June 2021 to March 2025. Beijing Enterprises Holdings has discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Ms. ZHOU received a bachelor's degree in economics, a master's degree in economics and a Ph.D. degree in management from Renmin University of China in 1995, 1998 and 2008 respectively. She has extensive experience in economics and corporate management.

Independent Non-executive Directors

Mr. ZHAO Yuhua, aged 58, is currently the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee and the CGRC Committee. Mr. ZHAO was appointed as an Independent Non-executive Director in November 2002. He has been engaging in corporate financing and financial advisory business since 1993. Mr. ZHAO received a bachelor's degree and a master's degree in economics from Nankai University in 1989 and 1993 respectively. He has substantial experience in finance.

Dr. MAO Erwan, aged 63, is currently the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the CGRC Committee. Dr. MAO was appointed as an Independent Non-executive Director in January 2003. He is currently an executive director of the China Mathematics, Mechanics and Physics High-Tech Interdisciplinary Research Society* (中國數學力學物理學高新技術交叉研究學會) and a standing member and a deputy director of Financial Quantity Analysis and Computation Committee* (金融量化分析與計算專業委員會). He was a deputy professor of the International Business School of Beijing Foreign Studies University, Deputy Director of Institute of Finance and Securities, Beijing Foreign Studies University and a committee member of China Institute of Finance, Financial Engineering. He was a senior economist of Da Cheng Fund Management Co. Ltd. Dr. MAO received a bachelor's degree in science from Hebei Normal University in 1984, a master's degree in science from Sichuan University in 1989 and a doctorate degree in science from Chinese Academy of Sciences in 1998. He has substantial experience in finance.

Ms. CHEN Yanyan, aged 63, is currently a chairperson of CGRC Committee, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Ms. CHEN was appointed as an Independent Non-executive Director in December 2012. She is an economist, senior political engineer, a member in the Logistics and Supply Chain of Science and Technology Expert Committee of Shenzhen Municipal Government, a research fellow of the Chinese Logistics Society and a representative of the 11th Women's Congress of Guangdong Province. Ms. CHEN is currently an independent director of Shenzhen Manst Technology Co., Ltd. (Shenzhen Stock Exchange "SZSE" Growth Enterprise Market ("GEM") Stock Code: 301325) and an independent director of Shenzhen Comix Group Co., Ltd. (SZSE Stock Code: 2301) (She was an independent director of this company from 2013 to 2019). She was an independent director of Shenzhen Woer Heat-Shrinkable Material Co., Ltd. SZSE Stock Code: 2130) from 2010 to 2016 and from 2019 to 2025, and an independent director of Shenzhen Cheng Chung Design Co., Ltd. (SZSE Stock Code: 2811) from 2018 to 2024. She has also been appointed as a member of the MBA Expert Advisory Committee of the Renmin University of China Business School since May 2019, a member of the China Supply Chain Research Centre* (中國供應鏈研究中心) in 2024 and a Special Invited Expert of Shenzhen ESG Co-Building and Sailing Program by Shenzhen General Chamber of Commerce in January 2026. Ms. CHEN received a post-graduate education in Economics from Guangdong Provisional Committee Party School of the Communist Party of China in 1999 and "Second Prize of Technological Progress by the China Federation of Logistic and Purchasing" in 2008 and 2009 and the outstanding delegate of the "20th Anniversary of China Logistics Entrepreneurs Annual Conference" in 2022. She has substantial experience in logistics and supply chain management, including experience in gas-related logistics.

Mr. ZHANG Ling, aged 70, is currently a member of each of the Audit Committee, the Remuneration Committee and the CGRC Committee. Mr. ZHANG was appointed as an Independent Non-executive Director in November 2017. He is currently a lawyer of Beijing DeHeng Law Offices and a senior academic advisor of the Chinese Society of Criminology. He was a professor and a mentor of doctoral students at the China University of Political Science and Law, a director of the China Law Society, an executive vice president and a legal representative of the Chinese Society of Criminology, the person-in-charge of the National Victimology Professional Committee* (全國被害人學專業委員會) and an officer of the Asian Law (East Asia) Research Institution of the China University of Political Science and Law and a committee member of the expert consultation committee of the Fourth Court of Beijing People's Procuratorate (Railway Inspections)* (北京市檢察院第四分院（鐵檢分院）). Mr. ZHANG served as an independent director of Huadian Energy Company Limited (Shanghai Stock Exchange ("SSE") Stock Code: 600726) from April 2008 to April 2014, Luzhou Laojiao Co., Ltd. (SZSE Stock Code: 000568) from May 2012 to May 2018 and Zhengzhou Sino-Crystal Diamond Co., Ltd. (SZSE GEM Stock Code: 300064) (delisted in June 2022) from June 2014 to May 2020. In 1999, Mr. ZHANG was an external lecturer in the law department of Aichi University in Japan. From 2000 to 2002, Mr. ZHANG was a foreign researcher in the law research centre of Waseda University in Japan. Subsequently, Mr. ZHANG served as the deputy chief procurator and a member of the Procuratorial Committee of Beijing Chaoyang People's Procuratorate* (北京市朝陽區檢察院) during 2004 to 2010. Mr. ZHANG received a master's degree in law from Jilin University in 1987, a doctorate degree in law from the same university in 1995 and a doctorate degree in law from Waseda University in Japan in 2002. He has extensive experience in legal affairs and risk management.

Dr. MA Weihua, aged 78, is currently the chairman of the Sustainability Committee, a member of each of the Audit Committee and the CGRC Committee. Dr. MA was appointed as an Independent Non-executive Director in February 2022. He is responsible for leading and steering the Group's work on sustainability and ESG governance. He is the chairman of the board and non-executive director of Modern Innovative Digital Technology Company Limited (formerly known as Hong Kong Chaoshang Group Limited) (Stock Exchange Stock Code: 2322), an independent non-executive director and a member of Nomination Committee of Haidilao International Holding Ltd. (Stock Exchange Stock Code: 6862), the chairman of the board of China Global Philanthropy Institute, the chairman of China Alliance of Social Value Investment, the director-general of One Foundation and held positions including adjunct professor in various higher education institutes such as Peking University and Tsinghua University. Dr. MA previously served as the executive director, president and chief executive officer of China Merchants Bank Co., Ltd. (Stock Exchange Stock Code: 3968, SSE Stock Code: 600036), the chairman of the board of CMB Wing Lung Bank Limited (formerly known as Wing Lung Bank Limited), CIGNA & CMB Life Insurance Company Limited (formerly known as CIGNA & CMC Life Insurance Company Limited) and China Merchants Fund Management Co., Ltd., an independent non-executive director of Postal Savings Bank of China Co., Ltd. (Stock Exchange Stock Code: 1658) and China Eastern Airlines Corporation Limited (Stock Exchange Stock Code: 670, SSE Stock Code: 600115), and an independent director of China World Trade Centre Co. Ltd. (SSE Stock Code: 600007) and Guangdong Qunxing Toys Joint Stock Co., Ltd.* (廣東群興玩具股份有限公司) (SZSE Stock Code: 002575), the chairman and a non-executive director of Bison Finance Group Limited (Stock Exchange Stock Code: 888), an independent non-executive director of Legend Holdings Corporation (Stock Exchange Stock Code: 3396), as well as the deputy of the 10th National People's Congress and the member of the 11th and 12th National Committee of the China People's Political Consultative Conference. He was appointed as Special Advisor by United Nations Development Programme in China and chairman of SDG Financing Advisory Committee in March 2019, and was appointed as a member of SDG Impact Steering Group* (可持續發展影響力投資全球指導委員會) by the United Nations Development Programme in April of the same year. Dr. MA received a bachelor's degree in economics from Jilin University in 1982, and a doctor of philosophy degree in economics from Southwest Finance and Economics University in 1999. He has substantial experience in bank credit risk management, corporate management, risk management and sustainability.

SENIOR MANAGEMENT

Mr. CHEN Youmin, aged 56, is currently a vice president, a co-president of Terminal Business Units, a director of Zhongran Natural Gas Smart Trade (Shenzhen) Company Limited* (中燃天然氣智慧交易(深圳)有限公司) and China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司). Mr. CHEN has joined the Company since December 2002. He is responsible for Natural Gas Development Excellence Centre and Construction Group. Mr. CHEN received a bachelor's degree in internal combustion engine from College of Automotive Engineering, Jilin University (formerly known as Jilin University of Technology) in 1992 and a master's degree in internal combustion engine from Department of Power Machinery Engineering, Jiangsu University (formerly known as Jiangsu University of Technology) in 1995. He has substantial experience in project investment and operation management.

Ms. GUO Juan, aged 51, is currently a chief risk officer of the Group and the general manager of Group Risk Control and Monitoring Centre. Ms. GUO has joined the Company since July 2005. She is responsible for the Risk Control Management Centre and Administrative Management Centre. She is a PRC qualified lawyer, an investment project analyst and a registered risk manager. Ms. GUO received a master's degree in law from Wuhan University in 2011. She has substantial experience in legal affairs.

CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining high standard of corporate governance. The Board believes that good corporate governance is essential for sustainable development and growth of the Company and enhancement of the Shareholders' value and is therefore in the long-term interests of the Company and its Shareholders.

The Company has applied the principles and complied with the code provisions and, where applicable, the recommended best practices of the CG Code, as set out in Part 2 of Appendix C1 to the Listing Rules throughout the financial year ended 31 March 2026, save and except 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, details of which are set out in the section headed "Chairman and President" below.

THE BOARD

The Company is headed by the Board, which assumes responsibility for leadership and control of the Group. The Directors are collectively responsible for promoting the success of the Group by directing and supervising its affairs in an effective manner. The Board is responsible for all major aspects of the Group's affairs, including setting overall strategies and priorities, identifying and assessing the opportunities and challenges that the Group might face, approving annual budgets, ensuring that sound internal control and risk management systems are in place, monitoring the performance of the management and other significant financial and operational matters. All operational decisions are delegated to the Executive Committee, which comprises seven Executive Directors. Details of the Executive Committee are set out in the section headed "Executive Committee" below. All Directors are kept informed on a timely basis of major development of the Group's businesses. The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board.

The Board meets regularly at least four times each year and additional meetings are arranged as and when required. The Company schedules regular Board meetings in advance to facilitate Directors' active participation. The Directors can attend meetings in person or through electronic means of communication in accordance with the Bye-laws.

Directors are given written notice of regular Board meetings at least 14 days in advance, together with an agenda with supporting board papers not less than three days prior to the meeting. All Directors are consulted for on matters proposed for inclusion in the agenda for regular Board meetings. For non-regular Board meetings, reasonable notices will be given. Special Board meetings are convened as and when required. Minutes of meetings of the Board, Board committees and general meetings are maintained by the Company Secretary and are made available and circulated to all Directors periodically. Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, thereby ensuring compliance with Board procedures and all applicable rules and regulations. Management is obligated to provide the Board and Board committees with adequate, complete and reliable information in a timely manner to enable them to make informed decisions. Each Director also has separate and independent access to the management.

Except in circumstances permitted by the Bye-laws and the Listing Rules, Directors are required to declare their interests (if any) in any business proposals discussed by the Board, and, where appropriate, they are required to abstain from voting. If a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent Board committee will be established to deal with the matter.

In the financial year ended 31 March 2026, the Company held 12 Board meetings. The attendance record is set out below:

Name of Director	Number of meetings attended/held
Executive Directors	
Mr. LIU Ming Hui	12/12
Mr. HUANG Yong	11/12
Mr. ZHU Weiwei	12/12
Ms. LI Ching	12/12
Ms. LIU Chang	12/12
Mr. ZHAO Kun	12/12
Dr. LIU Mingxing (re-designated from a Non-executive Director with effect from 1 August 2025)	11/12
Non-executive Directors	
Mr. XIONG Bin	10/12
Mr. Ayush GUPTA	7/12
Ms. ZHOU Xueyan	11/12
Independent non-executive Directors	
Mr. ZHAO Yuhua	12/12
Dr. MAO Erwan	12/12
Ms. CHEN Yanyan	12/12
Mr. ZHANG Ling	12/12
Dr. MA Weihua	5/12

Apart from Board meetings, the Chairman also held a meeting with the Independent Non-executive Directors without the presence of the other Executive Directors and Non-executive Directors during the financial year ended 31 March 2026.

Board Composition

As at the date of this annual report, the Board comprises 15 Directors, including seven Executive Directors, three Non-executive Directors and five Independent Non-executive Directors. The names and biographical details of the Directors are set out in the section headed "Biographies of Directors and Senior Management" of this annual report. The list of Directors and their roles and function is also available on the websites of HKEX and the Company.

Board Diversity Policy

A board diversity policy has been adopted by the Company since 2013 and updated in March 2026. It ensures that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business. The diverse backgrounds of the Board members ensure that they can fully represent the interests of all Shareholders and to enhance the effectiveness of the Board and corporate governance. The Company believes that the active involvement of the Non-executive Directors and Independent Non-executive Directors in the management and decision making of the Board and its committees strengthens the objectivity and independence of the Board. Further details relating to the diversity of the Board are set out in the section headed "Nomination Committee" below.

Save as disclosed in the section headed "Biographies of Directors and Senior Management" of this annual report, there is no other financial, business, family and other material or relevant relationships among members of the Board and, in particular, between the chairman and chief executive.

The Company has received annual confirmations from all of the Independent Non-executive Directors acknowledging full compliance with the relevant requirements in respect of their independence pursuant to Rule 3.13 of the Listing Rules. The Company is therefore of the view that all of the Independent Non-executive Directors are independent.

Chairman and President

The roles of the chairman as well as the president of the Company were taken by Mr. LIU Ming Hui. Under the current organization structure of the Company, the functions of chief executive officer are also performed by Mr. LIU Ming Hui. Mr. LIU provides leadership for the Board and undertakes the management of the Group's business and overall operation, with the support from other Executive Directors, vice presidents and senior management. This structure constitutes a deviation from code provision C.2.1 of the CG Code that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Nevertheless, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company, and has been effective in discharging its functions satisfactorily. The Board will review the reasonableness and effectiveness of the structure from time to time.

Appointment, Re-election and Removal of Directors

The procedures and processes of appointment, re-election and removal of Directors are laid down in the Bye-laws. The Board, with the recommendation of the Nomination Committee, is responsible for developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession of Directors and assessing the independence of Independent Non-executive Directors.

Pursuant to bye-law 86(2) of the Bye-laws, the Board may appoint a director either to fill a casual vacancy or, subject to the authorization by the Shareholders in a general meeting, as an addition to the existing Board from time to time during the year. Any director so appointed shall hold until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting. Pursuant to bye-law 87(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. The rotating directors who are subject to retirement and re-election at forthcoming 2026 AGM are set out on page 54 in Directors' Report.

The term of the Non-executive Directors is the period from the date of appointment up to his/her retirement by rotation at least once every three years and in accordance with the Bye-laws. Pursuant to the Bye-laws, all Directors are subject to retirement from office by rotation at least once every three years and are eligible for re-election by Shareholders.

BOARD COMMITTEES

The Board has delegated authority to five committees, namely the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee, and the CGRC Committee to deal with specific matters as defined under their own terms of reference. Sufficient resources, including advice of the external auditor and independent professional advisers, are provided to the Board committees to enable them to discharge their duties.

Executive Committee

The Board has delegated the power, authorities and discretions for the management of the Group's operations and activities to a formally established Executive Committee, which currently comprises seven Executive Directors, namely Mr. LIU Ming Hui (Chairman), Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching, Ms. LIU Chang, Mr. ZHAO Kun and Dr. LIU Mingxing.

The major responsibilities and authorities of the Executive Committee are:

- advising the Board in formulating policies and strategies in relation to the management and business operation of the Company and supervising the management in implementing such policies and strategies;
- supervising and directing the management on the conduct of the business operations of the Company;
- preparing monthly management reports and annual business plans and budgets of the Company;
- formulating and implementing remuneration policies for the staff of the Group below the level of vice president;
- approving the appointment and removal of the staff of the Group below the level of vice president;
- approving the appointment of directors of the Group's subsidiaries and joint venture companies;
- approving loan facilities or debt financing, each with a principal amount (or, in respect of the same series of loan facilities or debt financing, an aggregate principal amount) representing not more than 5% of the total banks and other borrowings of the Company as stated in, whichever is more recent: (A) the most recently published audited consolidated statement of financial position of the Company for a full financial year, or (B) the most recently published interim condensed consolidated statement of financial position of the Company; and
- execute any exercise of options which were issued by the Company pursuant to its share option scheme.

Certain matters including matters which are subject to disclosure and/or shareholders' approval requirements, and fund raising above certain predetermined thresholds are specifically reserved for approval by the Board.

In respect of the decision-making process, the management, pursuant to the levels of authority formally approved by the Executive Committee, submits written proposals with detailed analysis and recommendations to the Executive Committee for consideration and approval. Where the subject matter exceeds the authority of the Executive Committee or relates to any matters specifically reserved to the Board as aforesaid, it would be submitted to the Board for approval.

During the year ended 31 March 2026, the principal work performed by the Executive Committee included:

- approval of banking facilities of the Group;
- approval of derivatives transactions of subsidiaries; and
- approval of tenders of overseas projects.

Audit Committee

The Audit Committee currently comprises five Independent Non-executive Directors, namely Mr. ZHAO Yuhua (Chairman), Dr. MAO Erwan, Ms. CHEN Yanyan, Mr. ZHANG Ling and Dr. MA Weihua.

The Audit Committee is accountable to the Board and assists the Board to oversee the Company's financial reporting process and to review the Group's interim and annual consolidated financial statements. The terms of reference of the Audit Committee are available on the websites of HKEX and the Company.

Attendance of members at Audit Committee meetings for the year ended 31 March 2026 is set out below:

Name of member	**Number of meetings attended/held**
Mr. ZHAO Yuhua *(Chairman)*	3/3
Dr. MAO Erwan	3/3
Ms. CHEN Yanyan	3/3
Mr. ZHANG Ling	3/3
Dr. MA Weihua	2/3

During the year ended 31 March 2026, the principal work performed by the Audit Committee included:

- review of the Company's interim and annual financial statements and making recommendation to the Board for approval;
- making recommendation to the Board to re-appoint Deloitte Touche Tohmatsu as external auditors of the Company for the 2025/26 financial year subject to shareholders' approval at the forthcoming AGM;
- review of audit plan of the external auditors for the year ended 31 March 2026;
- review of the external auditor's independence and engagement of non-audit services;
- approval of the remuneration and terms of engagement of the external auditors;
- approval of the annual audit fee;
- review of the report and the management letter submitted by the external auditors for the matters arising from their audit on the Group for the year ended 31 March 2026;
- review of the Group's external auditors' significant findings and recommendations, and monitoring of the subsequent implementation;
- review of the Group's financial information, financial reporting procedures and financial and accounting policies and practices;

- review of the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting functions and related issues; and

- meeting with the external auditors in the absence of Executive Directors and management.

A summary of remuneration paid and payable in connection with the services provided by Deloitte Touche Tohmatsu, the Company's auditors, for the year ended 31 March 2026, is as follows:

Audit services	Amount HK$
Annual audit for the year ended 31 March 2026	10,200,000
Other audit services	9,531,600

Non-audit services	Amount HK$
Tax advisory services and assurance and other services	2,131,000

There is no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

Nomination Committee

The Nomination Committee currently comprises two Executive Directors and three Independent Non-executive Directors, namely Mr. LIU Ming Hui (Chairman), Mr. HUANG Yong, Mr. ZHAO Yuhua, Dr. MAO Erwan, and Ms. CHEN Yanyan.

In reviewing the structure, size and composition of the Board and making recommendations on any proposed changes, the Nomination Committee is mindful of the principle of achieving a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. The terms of reference of the Nomination Committee are available on the websites of HKEX and the Company.

The Company recognises the benefits of having a diverse Board to enhance the quality of its performance. The Board has adopted a board diversity policy upon the recommendation of the Nomination Committee to set out the approach to achieve diversity of the Board members. When recommending nominations to the Board for approval, the Nomination Committee will consider the merit and contribution that the selected candidates will bring to the Board, having due regard for a range of diversity perspectives (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the board diversity policy.

During the year, the Nomination Committee reviewed the existing composition of the Board and considered the existing diversity policy was effective.

Attendance of members at Nomination Committee meetings for the year ended 31 March 2026 is set out below:

Name of member	Number of meetings attended/held
Mr. LIU Ming Hui *(Chairman)*	2/2
Mr. HUANG Yong	2/2
Mr. ZHAO Yuhua	2/2
Dr. MAO Erwan	2/2
Ms. CHEN Yanyan	2/2

During the year ended 31 March 2026, the principal work performed by the Nomination Committee included:

- review of the structure, size, composition and diversity of the Board taking into account a number of aspects, including but not limited to gender, age, cultural background, educational background, ethnicity, professional experience, skills, knowledge and length of service, as well as any applicable Listing Rules requirements;
- revision of the board diversity policy and the measurable objectives for implementing diversity on the Board;
- review of the nomination policy;
- update of the terms of reference of the Nomination Committee;
- assessment of succession plan of the Board;
- assessment of independence of the independent non-executive Directors;
- determination of the rotation and re-election of the Directors for the forthcoming AGM; and
- making recommendation to the Board relating to the re-designation of a Non-executive Director to an Executive Director.

Nomination Policy

The Board adopted a nomination policy which aims to identify and nominate suitable candidates to the Board from time to time to enhance and strengthen the management quality of the Board.

Pursuant to the nomination policy, the Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- reputation for integrity;
- accomplishment and experience in the industry and scope of businesses of the Company;
- time commitment;
- the diversity policy of the Company;
- requirements of the memorandum of association of the Company and the Bye-laws, and the laws and regulations of Bermuda, Hong Kong and other applicable laws and regulations; and
- any other factors which the Nomination Committee considers relevant.

In selecting and recommending candidates for directorship, the Nomination Committee shall follow the procedures below:

- The Company Secretary shall convene a meeting of the Nomination Committee, and provide information of candidates for the Nomination Committee's consideration prior to its meeting;
- candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as Directors and to the public disclosure of their personal data on any relevant documents or relevant websites for the purpose of or in relation to their standing for election as Directors according to applicable regulations;
- members of the Nomination Committee shall resolve on whether the candidates are suitable for becoming Directors. After making such resolutions, the Nomination Committee shall report the comments and suggestions of the Nomination Committee to the Board. If the Board accepts its suggestions, and appoints a candidate as a Director, the candidate will be duly appointed as a Director, subject to any required shareholders' approval. The Company Secretary will make disclosure in accordance with applicable regulations. The newly appointed director shall be subject to retirement and re-election at a general meeting in accordance with the Bye-laws;
- if a Shareholder wishes to nominate a person to be elected as a Director, he/she has to serve a notice in accordance with the procedures set out in the Bye-laws;
- in order to provide information of a candidate nominated by the Board to stand for election at a general meeting, and to invite nominations from Shareholders, the Company will send a circular to its Shareholders. The circular will set out the lodgment period for Shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in such circular; and

- the Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Nomination Committee will review the nomination policy from time to time to ensure its effectiveness. Should the need arise, it will propose amendment to the Board for approval. The Board shall have the responsibility of selecting and appointing Directors.

Having due regard to the board diversity policy and the nomination policy, the Nomination Committee shall make recommendations to the Board when it identifies an individual who is suitable for becoming Directors. The Board shall consider the recommendation and make decision for the appointment.

The composition, structure and size of the Board are reviewed annually by the Nomination Committee to ensure that it has a balance of appropriate skills, experience and diversity of perspectives to meet the business needs of the Group. Members of the Board have a diverse range of business, financial and professional expertise. Brief biographical details of the Directors are set out in the section headed "Biographies of Directors and Senior Management" of this annual report.

As of 31 March 2026, an analysis of the current Board composition based on measurable objectives under the board diversity policy is set out in the following chart:

	Number of Directors
By Gender	
Female	4
Male	11
By Ethnicity	
Chinese	14
Non-Chinese	1
By Age	
Under 40	1
41–50	1
51–60	6
Over 60	7
By Length of services	
1–10 years	7
Over 10 years	8

Both the Nomination Committee and the Board recognise the importance and benefits of gender diversity at the Board level and the Board targets to maintain at least two female directors in the Board. Where necessary, the Board shall continue to take initiatives to identify female candidates to maintain the gender diversity at the Board level. The Company has followed the Group's Board diversity policy which highlights the benefits of diversity with respect to the Board's effectiveness and decision making process, and sets out the Board's commitment to gender diversity and other diversity aspects.

The Nomination Committee concluded that the board diversity policy was implemented effectively during the financial year.

The Board also recognises the importance of diversity in the workforce (including senior management). The workforce of the Group (including its senior management) comprised approximately 62.2% male employees and 37.8% female employees as at 31 March 2026. The Group employs our staff based on meritocracy and we respect our staff's personal choices, regardless of gender, age, religion, nationality etc.

Our Directors also have a balance mix of knowledge and skills and obtained degrees in various majors. We have five Independent Non-executive Directors with diverse industry and knowledge backgrounds. Taking into account of our business model and needs, as well as the diverse backgrounds of our Directors, the Nomination Committee and the Board are of the view that the composition of our Board satisfy the board diversity policy.

Remuneration Committee

The Remuneration Committee currently comprises four Independent Non-executive Directors, namely Dr. MAO Erwan (Chairman), Mr. ZHAO Yuhua, Ms. CHEN Yanyan and Mr. ZHANG Ling.

The Remuneration Committee is delegated with the authority of determining and reviewing remuneration packages of the Directors and senior management with a view to attracting, retaining and motivating Directors and senior management of the quality required to run the Company successfully. The Remuneration Committee determines remuneration of all Executive Directors and senior management and make recommendation to the Board of the remuneration of Non-executive Directors. The terms of reference of the Remuneration Committee are available on the websites of HKEX and the Company.

The objective of the Company's remuneration policy for the Directors and senior management is to attract, motivate and retain talented employees to achieve the Group's long-term corporate goals and objectives. The remuneration of the Directors and senior management is determined with reference to the performance and responsibilities of the individuals, the performance of the Company, prevailing market conditions and remuneration benchmarks from comparable companies. No individual Director or senior management of the Company is permitted to determine his/her own remuneration. Details of the remuneration, as well as the share option benefits of Directors, for the year ended 31 March 2026 are set out in note 11 to the consolidated financial statements.

Attendance of members at Remuneration Committee meetings for the year ended 31 March 2026 is set out below:

Name of member	Number of meetings attended/held
Dr. MAO Erwan *(Chairman)*	2/2
Mr. ZHAO Yuhua	2/2
Ms. CHEN Yanyan	2/2
Mr. ZHANG Ling	2/2

During the year ended 31 March 2026, the principal work performed by the Remuneration Committee included:

- review and approval of remuneration of Executive Directors and employees ranking vice president and above;
- review and approval of payment of bonus to Executive Directors and employees ranking vice president and above;
- review and approval of remuneration and payment of bonus to all Non-executive and Independent Non-executive Directors;
- review emolument policy; and
- review performance of executive Directors.

For the year ended 31 March 2026, the annual remuneration of the senior management who are not Directors was within the following band:

	Number of senior management
HK$1,500,001 to HK$2,000,000	2

Corporate Governance and Risk Control Committee

The CGRC Committee currently comprises one Executive Director, three Non-executive Directors and five Independent Non-executive Directors, namely Ms. CHEN Yanyan (Chairperson), Dr. LIU Mingxing, Mr. XIONG Bin, Mr. Ayush GUPTA, Ms. ZHOU Xueyan, Mr. ZHAO Yuhua, Dr. MAO Erwan, Mr. ZHANG Ling and Dr. MA Weihua.

The CGRC Committee is accountable to the Board and assists the Board to oversee the corporate governance and risk control on business operations and financial management of the Group. The terms of reference of the CGRC Committee are available on the websites of HKEX and the Company.

Attendance of members at CGRC Committee meetings for the year ended 31 March 2026 is set out below:

Name of member	Number of meetings attended/held
Ms. CHEN Yanyan *(Chairperson)*	2/2
Dr. LIU Mingxing	2/2
Mr. XIONG Bin	0/2
Mr. Ayush GUPTA	2/2
Ms. ZHOU Xueyan	2/2
Mr. ZHAO Yuhua	2/2
Dr. MAO Erwan	2/2
Mr. ZHANG Ling	2/2
Dr. MA Weihua	1/2

During the year ended 31 March 2026, the principal work performed by the CGRC Committee included:

- review of interim and annual reports of the Group's corporate governance and risk management and internal audit;
- review of and advising on general corporate governance and risk control policy and procedures of the Group;
- review of the adequacy and effectiveness of the Group's internal control and risk management system;
- review of the Group's internal audit and the internal audit plan;
- review of the effectiveness of internal audit function of the Group; and
- review of the Group's legal compliance and the work of safety supervision.

COMPANY SECRETARY

The Company Secretary provides support to the Board by ensuring timely flow of information to the Board and Board policy and procedures are followed. The Company Secretary is responsible for taking minutes of all Board and committee meetings and ensuring that sufficient details of the matters considered and decisions reached have been recorded. The Company Secretary is also responsible for advising the Board through the chairman and/or the Executive Committee on corporate governance matters and should facilitate induction and professional development of Directors.

The Company Secretary is an employee of the Company. The Company Secretary confirmed that she undertook no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules during the year ended 31 March 2026.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Every Director must always know his/her responsibilities as a director of a listed company and its conduct, business activities and development. Each newly appointed Director receives a comprehensive induction on the first occasion of his/her appointment so as to ensure that he/she has a proper understanding of the Group's operations and business and his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements. In addition, all Directors are advised to participate in continuous professional development to develop and refresh their knowledge and skills.

The Company also continues its effort in providing updates on the changes in the relevant regulatory requirements applicable to the Group from time to time and recommending and organizing relevant seminars and trainings to the Directors as and when appropriate.

During the year ended 31 March 2026, the Company organized an in-house seminar and arranged continuous professional development programme for the Directors and provided reading materials on relevant topics to Directors where appropriate. Details of trainings received by each Director is set out below:

Name of Director	Reading materials	Attending seminars
Executive Directors		
Mr. LIU Ming Hui	√	√
Mr. HUANG Yong	√	√
Mr. ZHU Weiwei	√	√
Ms. LI Ching	√	√
Ms. LIU Chang	√	√
Mr. ZHAO Kun	√	√
Dr. LIU Mingxing	√	√
Non-executive Directors		
Mr. XIONG Bin	√	√
Mr. Ayush GUPTA	√	√
Ms. ZHOU Xueyan	√	√
Independent non-executive Directors		
Mr. ZHAO Yuhua	√	√
Dr. MAO Erwan	√	√
Ms. CHEN Yanyan	√	√
Mr. ZHANG Ling	√	√
Dr. MA Weihua	√	√

The Directors acknowledge the need for continuous professional development, and the Company provides support whenever relevant and necessary. All Directors are required to provide the Company with the records of the training they received annually.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges its responsibilities for presenting a balanced, clear and comprehensible assessment in respect of annual and interim reports, announcements of inside information and other disclosures required under the Listing Rules and other regulatory requirements. The Directors also acknowledge their responsibility for preparing the financial statements of the Company for each financial period.

The Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements on a going concern basis.

THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as a code of conduct of the Company for Directors' securities transactions.

Having made specific enquiries by the Company, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the financial year ended 31 March 2026.

Formal notifications were sent by the Company to all Directors and relevant employees reminding them that they should not deal in the securities of the Company during the black-out periods specified in the Model Code.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is committed to implementing effective and sound internal control system to safeguard the interest of Shareholders and the Group's assets. The internal control system includes a well-defined management structure with limits of authority, clear and written policies, standard operation procedures, and risk control self-assessment conducted for all major operating units of the Group. The system is designed to provide reasonable assurance of no material misstatement or loss and to manage risks failure in operational systems and achievement of the Group's objectives.

The CGRC Committee, via internal audit which is independent of the Group's management, has reviewed and evaluated the effectiveness of the Group's internal control system put in place by management covering financial, operational and compliance controls. Internal audit function provides independent assurance to the Board and executive management as to the adequacy and effectiveness of internal compliance for the Group on an ongoing basis, which is carried out by the Company's audit and supervisory department. The internal audit team has free access to review all aspects of the Group's activities and systems.

During the year ended 31 March 2026, the audit and supervisory department performed operational and financial reviews with objectives to ensure that all material controls, including financial, operational and compliance controls and risk management functions are in place and functioning effectively. The audit and supervisory department focused on review on the code of conduct and anti-fraud issues such as bribery and corruption, conflicts of interests and fair dealing. The department emphasized on whistleblowing policy which provided a reporting channels and guidance for employees and other parties who deal with the Group such as contractors and suppliers to report possible improprieties in matters of financial reporting and other matters. The team summarised audit findings and control weaknesses, analyzed causes for errors and irregularities, followed up procedures on corrective actions, provided consulting and advisory services on control and related matters, conducted independent investigations of situations raised by whistleblowers and provided learning materials for staff training. The audit and supervisory department reported directly to the CGRC Committee on a semi-annual basis. The CGRC Committee considered the internal control system of the Company was effective and adequate in all material respects.

In addition to the Company's audit and supervisory department, the CGRC Committee and the legal and compliance department of the Company also assists the Board to review the adequacy and effectiveness of corporate governance and risk management. During the year ended 31 March 2026, the legal and compliance department upgraded the controlling and compliance system with the assistance of external professional consultant company to prevent the happening of irregularities, strengthened the control of safety production and operation, financial management, strengthened the supervision of contracts management and procurement of goods in different regions and provided seminars and trainings on anti-briberies. The project companies were encouraged to obtain certification to recognize their work on compliance. The legal and compliance department submitted reports to the CGRC Committee on a semi-annual basis. The CGRC Committee considered that all material risks are identified and appropriately managed and the risk management system of the Company was effective.

Further, the safety supervision department of the Company also assisted the CGRC Committee and the Board to review the current situation of site safety of different projects in different areas. They mainly focused on the audit of operation safety and compliance of the sites. The department also submitted reports to the CGRC Committee on a semi-annual basis.

The Company has adopted a whistleblowing policy for employees with guidelines and channels to raise employees' concerns about malpractice or misconduct to the Group to strengthen the governance and internal control of the Company. The aim is to prevent and control corruption, reduce operational risk, regulate occupational conduct of employees and safeguard the legitimate rights and interests of the Group and its shareholders. If employees become aware of any actual or suspected impropriety, misconduct or malpractice, he/she must report in accordance with the whistleblowing channels and procedures. Employees are encouraged to report any concerns about corruption. The audit and supervisory department would investigate upon receipt of report and take appropriate actions. The information of whistleblowers is strictly protected.

Other than the whistleblowing policy, the Company also has adopted anti-bribery and anti-corruption policy. The objective is to regulate the conduct of employees of the Group, especially the middle and senior management and employees in key positions and to build up an honest, diligent and dedicated work style with professional ethics.

For the financial year ended 31 March 2026, neither the audit and supervisory department nor the legal and compliance department was aware of any material internal control issues that would have been a material adverse effect on the financial position or operations of the Group. The Board, through the review of the CGRC Committee, considered the internal control system of the Group effective and adequate in all material respects.

INSIDE INFORMATION

The Company is aware of the obligations under the SFO, the applicable Listing Rules and other statutory regulations with regard to the timely and proper disclosure of inside information, announcements and financial disclosures and authorizes the publication. It follows the relevant Listing Rules and code for securities dealing for governing the securities transactions of those employees are likely to have access to confidential or inside information. The Company has identified and authorized senior management to act as the Company's spokespersons and respond to external enquiries.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Board places considerable importance on communication with Shareholders and recognises the significance of transparency and timely disclosure of corporate information, which enables Shareholders and investors of the Company to make the most informed investment decisions.

Information in relation to the Group is disseminated to Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars published in accordance with the Listing Rules. Such published documents, together with the latest corporate information and news, are also available on the Company's website.

The Company holds press conferences and analyst briefings at least twice a year following the release of interim and annual results announcements. During the year ended 31 March 2026, the capital management centre (corporate finance and investor relations) of the Company, carried out various functions, such as more than 590 meetings with analysts and investors, 2 analyst and investor briefings, more than 50 international investors forums and road shows. The Company has made available its contact details, such as telephone hotline, postal address and email address, on the Company's website, in order to enable Shareholders to make any queries or comments that they may have with respect to the Company at any time.

During the year ended 31 March 2026, the Company has reviewed the implementation and effectiveness of the shareholders' communication policy through discussions amongst Board members during Board meetings. The Board has reviewed the communication activities with shareholders for the year ended 31 March 2026 and considers that there are sufficient communication channels for the Shareholders to communicate with the Company.

The AGM also provides a valuable forum for the Board to communicate directly with the Shareholders every year. The chairman of the Company attended the annual general meeting to answer any questions from the Shareholders. In addition, the chairmen of the various Board committees, or in their absence, other members of the relevant committees and the Company's external auditor are available to answer questions at the meeting.

Mr. LIU Ming Hui and the Directors, the senior management and the auditors attended the 2025 AGM physically and electronically. Shareholders were encouraged to appoint the chairman of the 2025 AGM and general meetings as their proxy to vote on the resolutions instead of attending the meeting in person.

Attendance of Directors at 2025 AGM is set out below:

Name of Director	Number of meetings attended/held
Executive Directors	
Mr. LIU Ming Hui	1/1
Mr. HUANG Yong	0/1
Mr. ZHU Weiwei	1/1
Ms. LI Ching	1/1
Ms. LIU Chang	1/1
Mr. ZHAO Kun	1/1
Dr. LIU Mingxing	0/1
Non-executive Directors	
Mr. XIONG Bin	1/1
Mr. Ayush GUPTA	1/1
Ms. ZHOU Xueyan	1/1
Independent Non-executive Directors	
Mr. ZHAO Yuhua	1/1
Dr. MAO Erwan	1/1
Ms. CHEN Yanyan	1/1
Mr. ZHANG Ling	1/1
Dr. MA Weihua	0/1

SHAREHOLDERS' RIGHTS

The Board and the management shall ensure that all Shareholders are treated equitably and fairly. Pursuant to the Bye-laws, any Shareholder entitled to attend and vote at a general meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company on a one vote per share basis shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. In addition, according to the Bermuda Companies Act 1981, shareholders holding not less than one-twentieth of the total voting rights or not less than 100 shareholders may submit a written request to the company stating the resolution intended to be proceeded at the annual general meeting.

Any vote of the Shareholders at a general meeting must be taken by poll (other than procedural matters). Voting results are posted on the websites of HKEX and the Company on the day of the general meeting.

Detailed procedures for the Shareholders to convene a special general meeting, putting forward proposals at a general meeting and proposing a person for election as a Director are also available on the website of the Company.

Shareholders may send their enquiries or proposals to the Company for putting forward such enquiries and concerns to the Board at any time. Contact details are as follows:

Address: Room 1601, 16th Floor, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong
Email: investor@chinagasholdings.com.hk

CONSTITUTIONAL DOCUMENTS OF THE COMPANY

There was no change in the Company's constitutional documents during the year ended 31 March 2026.

The Company has published its updated and consolidated version of Memorandum of Association and the Bye-laws at the websites of HKEX and the Company.

DIVIDEND POLICY

The Company has adopted a dividend policy with an aim to giving reasonable returns on investment to investors and Shareholders and, at the same time, to maintain the long-term sustainable development of the Company.

The Company expects to distribute dividends to its Shareholders twice a year (an interim dividend and a final dividend). The dividend is payable in cash or scrip or in cash and scrip or other means permitted by the law to Shareholders. In proposing any dividend payout, the Board shall take into account, among others, the Group's current and future operations, profitability, level of liquidity, capital requirements, and the overall financial position. The Board in its sole discretion makes suggestions and decisions in relation to dividend distribution, and obtains Shareholders' approval (if applicable).

SUSTAINABILITY

For further details of the Group's sustainability and ESG matters, please refer to the Company's Sustainability Report 2025/26 which will be published on the websites of HKEX and the Company at the same time as this annual report is published.

WORKFORCE DIVERSITY

The Company adopted a workforce diversity policy during the year ended 31 March 2026. It is committed to (i) providing equal opportunities for all employees, and to fostering an inclusive and supportive working environment that enables each employee to fully realize their potential; and (ii) identifying and implementing various talent development programmes to build a broader pool of skilled and experienced employees, preparing them for future promotion to senior management and Board positions.

As at the date of this annual report, approximately 80% of senior management, 70% of middle management and 60% of general staff is male and approximately 20% of senior management, 30% of middle management and 40% of general staff is female. The gender ratio is in line with industry practice.

DIRECTORS' REPORT

The Directors present this annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2026.

PRINCIPAL ACTIVITIES

China Gas Holdings Limited (the "Company") and its subsidiaries (the "Group" or "China Gas") are one of China's largest trans-regional, integrated energy suppliers and service providers. Focusing on China, it is primarily engaged in the investment, construction, and operation of city and township gas pipelines, gas terminals, storage and transport facilities, and gas logistics systems to deliver natural gas and liquefied petroleum gas ("LPG") to residential, industrial and commercial users. The Group also builds and operates CNG/LNG fueling stations while developing and applying natural gas and LPG technologies. In addition, it has drawn on its extensive consumer base to form a comprehensive business portfolio of value-added services and integrated energy. Details of the Group's principal subsidiaries, joint ventures and associates as at 31 March 2026 are set out in notes 46, 19 and 18 respectively to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group for the year ended 31 March 2026 as required pursuant to Schedule 5 to the Companies Ordinance, comprising analysis of the Group's performance during the year, description of the principal risks and uncertainties facing the Group, important events affecting the Company that have occurred since 1 April 2025, an indication of likely future development in the Group's business, a discussion on the Group's environmental policies and performance, the Group's compliance with the relevant laws and regulations that have a significant impact on the Group and an account of the Group's key relationships with its stakeholders, is set out in the sections headed "Financial Highlights", "Operational Highlights", "Operational Locations of Natural Gas", "Operational Locations of Liquefied Petroleum Gas", "Chairman's Statement", "Management Discussion and Analysis", "Corporate Governance Report", and "Consolidated Financial Statements" of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2026 are set out in the section headed "Consolidated Statement of Profit or Loss and Other Comprehensive Income" of this annual report.

The interim dividend of HK15.0 cents per Share for the six months ended 30 September 2025 (six months ended 30 September 2024: HK15.0 cents per Share with an option of scrip dividend) was paid on 6 February 2026.

The Board resolved to recommend payment of a final dividend of HK20.0 cents per Share for the year ended 31 March 2026 (2024/25: HK35.0 cents) to the Shareholders whose names appear on the register of members of the Company on 31 August 2026 amounting to approximately HK$1,089,631,000 subject to Shareholders' approval at the forthcoming AGM.

The final dividend, if approved by the Shareholders, is expected to be distributed on or around Friday, 2 October 2026.

BANK AND OTHER BORROWINGS

Details of the bank and other borrowings of the Group are set out in note 32 to the consolidated financial statements.

DEBENTURE ISSUED DURING THE YEAR

During the year, the Company has issued the following notes:

1. On 22 May 2025, the Company issued a 5-year medium terms notes of RMB600 million with maturity date on 23 May 2030 at 2.27% coupon rate at the National Association of Financial Market Institutional Investors (the "NFMII"), the proceeds of which have been used for repayment of due debts of the Company. The notes were listed on the NFMII on 26 May 2025 (Bond Code: 102582126).

2. On 15 July 2025, the Company issued a 7-year medium terms notes of RMB400 million with maturity date on 16 July 2032 at 2.32% coupon rate at the NFMII, the proceeds of which have been used for construction of energy storage power stations and repayment of initial project construction expenditures. The notes were listed on the NFMII on 17 July 2025 (Bond Code: 132500017).

3. On 29 July 2025, the Company issued a 3-year medium terms notes of RMB650 million with maturity date on 30 July 2028 at 2.10% coupon rate at the NFMII, the proceeds of which have been used for repayment of principal and interest for the debts of the Company. The notes were listed on the NFMII on 31 July 2025 (Bond Code: 102583142).

4. On 7 November 2025, the Company issued a 5-year medium terms notes of RMB900 million with maturity date on 10 November 2030 at 2.35% coupon rate at the NFMII, the proceeds of which have been used for repayment of principal of super short term commercial papers of the Company. The notes were listed on the NFMII on 11 November 2025 (Bond Code: 102584682).

5. On 6 January 2026, the Company issued two 5-year medium terms notes of RMB500 million each with the same maturity date on 7 January 2031 at 2.51% coupon rate at the NFMII, the proceeds of which have been used for repayment of the due financial instruments of the Company. The notes were listed on the NFMII on 8 January 2026 (Bond Codes: 102680039 and 102680056).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out in the section headed "Financial Summary" of this annual report.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

The Group revalued all of its investment properties at the end of the financial year ended 31 March 2026. The net decrease in fair value of investment properties in the amount of HK$27,573,000 has been debited to the consolidated statement of profit or loss.

Details of movements during the year in investment properties and property, plant and equipment of the Group are set out in notes 15 and 16 to the consolidated financial statements respectively.

MAJOR PROPERTIES

Details of the major properties of the Group as at 31 March 2026 are set out in the section headed "Particulars of Major Properties" of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 33 to the consolidated financial statements.

RESERVES

The Company's reserves, comprising the accumulated profits, available for distribution to shareholders as at 31 March 2026 amounted to approximately HK$5,376,732,000.

Movements in the reserves of the Company during the year are set out in note 47 to the consolidated financial statements.

DIRECTORS

The Directors during the year and up to the date of this annual report are:

Executive Directors

Mr. LIU Ming Hui
Mr. HUANG Yong
Mr. ZHU Weiwei
Ms. LI Ching
Ms. LIU Chang
Mr. ZHAO Kun
Dr. LIU Mingxing (re-designated from a Non-executive Director with effect from 1 August 2025)

Non-executive Directors

Mr. XIONG Bin
Mr. Ayush GUPTA
Ms. ZHOU Xueyan

Independent Non-executive Directors

Mr. ZHAO Yuhua
Dr. MAO Erwan
Ms. CHEN Yanyan
Mr. ZHANG Ling
Dr. MA Weihua

Pursuant to Bye-law 87(1) of the Bye-laws and the Code Provision B.2.2, Mr. LIU Ming Hui, Ms. LI Ching, Mr. Ayush GUPTA, Mr. ZHAO Yuhua and Mr. ZHANG Ling will retire by rotation, and they, being eligible, will offer themselves for re-election at the forthcoming AGM.

DISCLOSURE UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed below, there is no change in the information of the Directors required to be disclosed in this annual report pursuant to Rule 13.51B(1) of the Listing Rules:

1. Mr. XIONG Bin waived all the emoluments, allowances and discretionary bonus as a Director, a member of the CGRC Committee and a Vice Chairman of the Board.

2. Ms. ZHOU Xueyan waived all the emoluments, allowances and discretionary bonus as a Director and a member of the CGRC Committee.

3. Dr. LIU Mingxing was re-designated from a Non-executive Director to an Executive Director with effect from 1 August 2025. He entered into a letter of appointment with the Company as an Executive Director for a fixed term of three years commencing from 1 August 2025. For further details, please refer to the announcement of the Company dated 1 August 2025. Dr. LIU was appointed as a chief investment officer of the Group and chairman of the science and technology committee of the Company with effect from 22 November 2025. His annual remuneration will be revised to HK$2,400,000 with effect from 1 July 2026 and Dr. LIU will waive all fees as chairmans and members of all committees.

4. Ms. CHEN Yanyan was appointed as independent director, member and convenor of nomination committee, and a member of audit committee of Shenzhen Comix Group Co., Ltd. (SZSE Stock Code: 2301) for a term of 3-year commencing from 19 July 2025. Her term as an independent director of Shenzhen Woer Heat-Shrinkable Material Co., Ltd. (SZSE Stock Code: 2130) expired in November 2025 and her term as a vice convenor of the 100 Scholars of Shenzhen Ma Hong Foundation also expired. She was appointed as a special invited expert of Shenzhen ESG Co-Building and Sailing Program by Shenzhen General Chamber of Commerce for a term of 3-year commencing from January 2026.

5. Dr. MA Weihua has ceased to be a director of Shenzhen Royole Technologies Co., Ltd. (深圳市柔宇科技股份有限公司) and the director-general of the Council of National Fund for Technology Transfer and Commercialization (國家科技成果轉化引導基金理事會). He was appointed as a member of the nomination committee of Haidilao International Holding Ltd (Stock Exchange Stock Code: 6862) with effect from 20 June 2025.

6. On 25 June 2026, the Remuneration Committee (1) approved payment of bonus equivalent to 3 months' salary to be made to each of Ms. LIU Chang, Mr. ZHAO Kun and Dr. LIU Mingxing; and (2) resolved to make recommendation to the Board for payment of bonus equivalent to 2 months' salary to be made to each of Mr. Ayush GRUPTA, Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. CHEN Yanyan, Mr. ZHANG Ling and Dr. MA Weihua for the year ended 31 March 2026. On 26 June 2026, the Board confirmed and approved the above bonus payment.

DIRECTORS' SERVICE CONTRACTS

Other than Mr. LIU Ming Hui, Mr. HUANG Yong and Mr. ZHU Weiwei, none of the Directors has entered into any service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). Each of Mr. LIU Ming Hui, Mr. HUANG Yong and Mr. ZHU Weiwei has entered into a term of 10-year senior executive employment contract with the Company. The employment contracts of Mr. LIU Ming Hui and Mr. HUANG Yong were approved by Shareholders in the 2018 annual general meeting and the employment contract of Mr. ZHU Weiwei was approved by Shareholders in the 2017 annual general meeting. For further details, please refer to the circulars of the Company dated 20 July 2018 and 11 July 2017.

RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement benefits schemes are set out in note 43 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 31 March 2026, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(a) Ordinary Shares of HK$0.01 each

Name of Director	Nature of interest	Number of Shares held	Approximate percentage of total issued Shares as at 31 March 2026 (%) (note 1)
Mr. LIU Ming Hui ("Mr. LIU")	Personal and corporate	735,102,328 (note 2)	13.49
Mr. HUANG Yong ("Mr. HUANG")	Personal	164,783,200 (note 3)	3.02
Mr. ZHU Weiwei	Personal	6,000,000	0.11
Ms. LI Ching	Personal	2,000,000	0.04
Dr. LIU Mingxing ("Dr. LIU")	Personal	800,000	0.01
Mr. ZHAO Yuhua	Personal	2,400,000	0.04
Dr. MAO Erwan	Personal	2,200,000	0.04

(b) Ordinary shares of HK$1.00 each of China Gas Fortune Marine Transportation Limited ("China Gas Fortune Marine") (an associated corporation of the Company)

Name of Director	Nature of interest	Number of shares held	Approximate percentage of total issued shares of the associated corporation of the Company as at 31 March 2026 (%) (note 4)
Mr. LIU	Corporate	189,356,089 (note 5)	60.00

(c) Ordinary shares of US$0.0001 each of YPH Inc. ("YPH") (a subsidiary of the Company)

Name of Director	Nature of interest	Number of shares held	Approximate percentage of total issued shares of the subsidiary of the Company as at 31 March 2026 (%) (note 6)
Mr. LIU	Personal and corporate	217,500,000 (note 7)	43.50
Mr. HUANG	Personal	100,000,000 (note 7)	20.00

(d) Ordinary shares of RMB1.00 each China Gas Biomass Energy Technology (Asia) Limited ("China Gas Biomass") (a subsidiary of the Company)

Name of Director	Nature of interest	Number of shares held	Approximate percentage of total issued shares of the subsidiary of the Company as at 31 March 2026 (%) (note 8)
Mr. LIU	Corporate	150,000,000 (notes 9)	30.00
Dr. LIU	Corporate	150,000,000 (notes 9)	30.00
Mr. HUANG	Corporate	50,000,000 (notes 9)	10.00

(e) Interest in China Gas Hongming Electricity Sales Limited*(中燃宏明電力銷售有限公司) ("China Gas Hongming") (a subsidiary of the Company)

Name of Director	Nature of interest	Interest held	Approximate percentage of interest of the subsidiary of the Company as at 31 March 2026 (%) (note 10)
Mr. LIU	Corporate	60,921,518.18 (note 11)	7.00
Mr. HUANG	Corporate	52,218,444.16 (note 11)	6.00
Ms. LIU Chang	Corporate	87,030,740.26 (note 11)	10.00

Save as disclosed above, as at 31 March 2026, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Notes:

1. The percentage was calculated based on 5,448,152,741 Shares in issue as at 31 March 2026.

2. Mr. LIU was deemed to be interested in a total of 735,102,328 Shares, comprising:

   (i) 300,471,228 Shares beneficially owned by Mr. LIU;

   (ii) 334,631,100 Shares beneficially owned by Joint Coast Alliance Market Development Limited ("Joint Coast"), a company wholly-owned by Mr. LIU directly; and

   (iii) 100,000,000 Shares beneficially owned by China Gas Group Limited (incorporated in Hong Kong) ("CGGL"), which was owned as to 50% by Joint Coast, a company wholly-owned by Mr. LIU directly.

3. Mr. HUANG was deemed to be interested in a total of 164,783,200 Shares, comprising:

   (i) 164,013,200 Shares beneficially owned by Mr. HUANG; and

   (ii) 770,000 Shares held by Ms. ZHAO Xiaoyu, the spouse of Mr. HUANG.

4. The percentage was calculated based on 315,593,482 shares of China Gas Fortune Marine in issue as at 31 March 2026.

5. Mr. LIU was deemed to be interested in 189,356,089 shares of China Gas Fortune Marine beneficially owned by China Gas Group Limited (incorporated in Anguilla) which was owned as to 50% by Joint Coast, a company wholly-owned by Mr. LIU directly.

6. The percentage was calculated based on 500,000,000 shares of YPH in issue as at 31 March 2026.

7. Mr. LIU was deemed to be interested in a total of 217,500,000 shares of YPH, comprising:

   (i) 117,500,000 shares of YPH beneficially owned by Wonderful Pearl (BVI) Limited, a company wholly-owned by Mr. LIU; and

   (ii) a put option in 100,000,000 shares of YPH jointly and severally granted by Mr. LIU and Mr. HUANG under the acquisition agreement (as announced on 10 March 2022) and its amendments (as announced on 15 November 2024 and 20 March 2026) (the "Acquisition Agreement and its Amendments"), and Mr. LIU is therefore deemed to be interested in 100,000,000 shares of YPH.

   In addition, Mr. HUANG is also deemed to be interested in 100,000,000 shares of YPH pursuant to a put option jointly and severally granted by Mr. LIU and Mr. HUANG under the Acquisition Agreement and its Amendments.

   For further details, please refer to the announcements of the Company dated 15 November 2024 and 20 March 2026, and the circular of the Company dated 29 November 2024.

8. The percentage was calculated based on 500,000,000 shares of China Gas Biomass in issue as at 31 March 2026.

9. (i) Mr. LIU and Dr. LIU were deemed to be interested in 150,000,000 shares of China Gas Biomass beneficially owned by Shining Innovation Limited ("Shining Innovation"), a company owned as to 50% each by Mr. LIU and Dr. LIU.

   (ii) Mr. HUANG was deemed to be interested in 50,000,000 shares of China Gas Biomass beneficially owned by Dragon Media Enterprise Limited ("Dragon Media"), a company wholly-owned by Mr. HUANG directly.

10. China Gas Hongming was incorporated in the PRC. It has not issued any shares. Its registered capital is RMB870,307,402.60.

11. (i) Mr. LIU was deemed to be interested in 7.00% of China Gas Hongming through paid capital of RMB60,921,518.18 by China Dual Carbon Management Technology Limited ("China Dual Carbon") which is wholly-owned by Mr. LIU directly.

    (ii) Mr. HUANG was deemed to be interested in 6.00% of China Gas Hongming through paid capital of RMB52,218,444.16 by Brilliant Linkwise Limited ("Brilliant Linkwise") which is wholly-owned by Mr. HUANG directly.

    (iii) Ms. LIU Chang was deemed to be interested in 10.00% of China Gas Hongming through paid capital of RMB87,030,740.26 by Beauty Asia Limited ("Beauty Asia") which is wholly-owned by Ms. LIU Chang directly.

SHARE-BASED COMPENSATION SCHEMES

The Company adopted a share option scheme on 20 August 2013 (the "2013 Share Option Scheme") (which was terminated on 23 August 2023), a share award scheme on 27 November 2020 (the "2020 Share Award Scheme"), a share option scheme on 23 August 2023 (the "2023 Share Option Scheme") and a share award scheme on 24 June 2026 (the "2026 Share Award Scheme"). Please refer to the circulars of the Company dated 20 July 2023 and 4 June 2026 for details.

(A) 2013 Share Option Scheme

The 2013 Share Option Scheme was adopted pursuant to a resolution passed on 20 August 2013 and expired on 20 August 2023 (the "Scheme Expiration"). The purpose of the 2013 Share Option Scheme was to grant share options to eligible persons as incentives or rewards for their contribution to the Group.

The eligible persons as defined in the 2013 Share Option Scheme are individuals or entities who or which may participate in the 2013 Share Option Scheme ("Eligible Persons"). The following individuals or entities who in the absolute discretion of the Board have contributed to the Group on the basis of their contribution to the development and growth of the Group may participate in the 2013 Share Option Scheme:

(i) an eligible employee;

(ii) a non-executive director and an independent non-executive director of any member of the Group;

(iii) an agent or a consultant of any member of the Group;

(iv) a supplier of goods or services to any member of the Group or any director or employee of such supplier;

(v) a customer of any member of the Group or any director or employee of such customer;

(vi) person or entity that provides research, development or other technological support or any advisory, consultancy or professional services to any member of the Group or any director or employee of any such entity;

(vii) a subsidiary of the Company; and

(viii) a company in which the Company holds, either directly or indirectly, 20% or more of its equity interest.

The 2013 Share Option Scheme has expired. Therefore, no further share options shall be granted by the Company pursuant to the 2013 Share Option Scheme. 3,000,000 share options granted by the Company under the 2013 Share Option Scheme lapsed on 24 May 2025. Therefore, no Shares are available for issue under the 2013 Share Option Scheme, representing approximately 0.00% of the issued share capital of the Company as at the date of this annual report.

Options granted under the 2013 Share Option Scheme must be taken up within 20 business days of the date of grant and pay the Company the amount payable, if any, on acceptance of the option. Any option under the 2013 Share Option Scheme which has vested, in respect of which all conditions attaching to it have satisfied and which has not lapsed may be exercised at any time, but no option may be exercised if such exercise would, in the opinion of the Board, be in breach of the 2013 Share Option Scheme, any applicable law, rule or regulation or the terms and conditions of the relevant option granted under the 2013 Share Option Scheme.

During the term of the 2013 Share Option Scheme in force and until the scheme expiration, the exercise price was determined by the Directors, and would not be less than the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

During the year ended 31 March 2026, no share option was granted under the 2013 Share Option Scheme and the 3,000,000 share options granted on 24 May 2023 lapsed on 24 May 2025.

Particulars of the 2013 Share Option Scheme and details of movements in the share options under the 2013 Share Option Scheme during the year ended 31 March 2026 are set out in note 35 to the consolidated financial statements and summarized as below:

				Number of share options				
Name or category of grantee	Date of grant	Exercise period	Exercise price (HK$)	Balance as at 1 April 2025	Granted during the period	Exercised during the period	Lapsed during the period	Balance as at 31 March 2026
Service Providers (note 1)	24 May 2023	24 May 2023 to 23 May 2025	10.50 (note 2)	3,000,000	—	—	3,000,000	—
Total				3,000,000	—	—	3,000,000	—

(B) 2023 Share Option Scheme

The purpose of the 2023 Share Option Scheme is to (a) recognise and reward the contribution of certain eligible participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (b) to attract suitable personnel for further development of the Group.

The 2023 Share Option Scheme shall remain in force for a period of 10 years commencing on 23 August 2023.

The Board believes that the authority given to the Board under the 2023 Share Option Scheme to specify any minimum holding period and/or performance targets as conditions in any Option granted as well as the authority to select the appropriate eligible participants as prescribed by the rules of the 2023 Share Option Scheme will serve to protect the value of the Company and to achieve such purpose of retaining and motivating personnel to contribute to the Group.

The eligible participants of the 2023 Share Option Scheme include the Employee Participants, the Service Providers and the Related Entity Participants (each, an "Eligible Participant", as defined below).

"Employee Participants" include any director and employee of the Group.

"Service Providers" include any person who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including the following persons:

(i) consultants providing business consulting services to the Group, in relation to the Company's principal business activities involving sale of natural gas, gas connection, engineering design and construction, sale of LPG and value-added services (which include the sale of kitchen-focused household products and services, value-added services provided to corporate customers, customer pipeline maintenance and the sale of value-added products and services for government-led projects) and any other principal business activities the Company may engage in from time to time; and

(ii) persons or entities that provide marketing, public relations, investor relations and corporate communications-related and other professional services to any member of the Group.

For the avoidance of doubt, Service Providers may not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, as well as professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

For each category of Service Providers, assessing factors include (where applicable): the individual performance, experience or qualification of the relevant Service Provider, the length of business relationship with the Group, the materiality and nature of the business relationship with the Group, track record in the quality of services and/or cooperation and the actual or expected improvement to the Group which is or may be attributable to the Service Providers. In assessing whether the Service Provider provides services to the Group on a continuing and recurring basis and in its ordinary and usual course of business, the Board shall take into consideration the length and type of services provided/to be provided and the recurrences and regularity of such services, and (where applicable) will benchmark such metrics against the performance of the relevant employees, officers and directors of the Group to whom the Group provides equity incentives, while taking into account the purpose of the 2023 Share Option Scheme and the objectives in engaging the Service Provider, the nature of the services provided/to be provided to the Group by the Service Provider, and whether such services form part of or are necessary or ancillary to the businesses conducted by the Group from time to time.

"Related Entity Participants" include the directors, chief executive and employees of the holding companies, fellow subsidiaries or associated companies of the Company, provided that the Board shall have absolute discretion to determine whether or not one falls within such category.

Pursuant to the limit stipulated under the 2023 Share Option Scheme, the maximum number of share options available for grant under the scheme mandate and service provider sub-limit of the 2023 Share Option Scheme at both the beginning and the end of the financial year ended 31 March 2026 was 544,033,577 and 54,403,357, representing approximately 9.99% and 1.00% of the total issued shares of the Company, respectively, as at 1 April 2025, and approximately 9.99% and 1.00% of the total issued shares of the Company, respectively, as at 31 March 2026.

The total number of shares of the Company available for issue under the 2023 Share Option Scheme is 544,033,577 Shares, representing approximately 9.99% of the total issued shares of the Company as at the date of this annual report.

Regarding the maximum entitlement of each eligible participants under the 2023 Share Option Scheme, unless shareholders' approval is obtained in accordance with the Listing Rules, the Board cannot grant any option ("Triggering Option") to any eligible participant which, if exercised, would result in that eligible participant becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him upon exercise of all options granted to him under the 2023 Share Option Scheme or any other share option scheme in the 12-month period immediately preceding the grant date of the Triggering Option to exceed one per cent of the number of shares of the Company in issue as at that grant date.

Options for the time being outstanding may be exercised in whole or in part at any time during the option period. In order for the exercise of an option to be effective, the Company must, prior to the expiry of the option period, have received: (i) a written notice from the option holder exercising the option, signed by or on behalf of such holder and specifying the number of shares of the Company in respect of which the option is being exercised; and (ii) payment in full of an amount equal to the exercise price multiplied by the relevant number of shares of the Company in respect of which such option is exercised.

Notwithstanding anything in provisions under the 2023 Share Option Scheme to the contrary, the option period shall not be extended and, on the expiry of the option period, all rights in respect of an option for the time being outstanding shall terminate, except in so far as there has been an effective exercise of that option prior thereto and the Company has not discharged all its obligations under the 2023 Share Option Scheme in relation to such exercise.

The vesting period for share options granted under the 2023 Share Option Scheme shall not be less than twelve (12) months, save for instances where the Board and the Remuneration Committee of the Company are of the view that a strict twelve (12)-month vesting requirement would not work or would not be fair to the option holder, as prescribed in the 2023 Share Option Scheme.

To accept an offer to grant an option, an amount of HK$10.00 per option shall be payable by the Eligible Participant within ten (10) business days from the date of grant.

The exercise price shall be a price determined by the Board on the date of grant at the absolute discretion of the Board as an amount per share which shall not be less than the highest of (a) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five (5) business days immediately preceding the date of grant; and (c) the nominal value of the shares of the Company on the date of grant.

The 2023 Share Option Scheme was adopted on 23 August 2023 and is valid and effective for a period of 10 years from the date of its adoption, expiring on 23 August 2033, with a remaining life of about 7.5 years as of 31 March 2026.

As at 31 March 2026, there is no outstanding share options exercisable under the 2023 Share Option Scheme.

No share options were granted, exercised, lapsed or cancelled under the 2023 Share Option Scheme during the 12 months ended 31 March 2026. The maximum number of share options available for grant under the scheme mandate and service provider sub-limit of the 2023 Share Option Scheme as at the end of the period is 544,033,577 and 54,403,357, representing approximately 9.99% and 1.00% of the total issued shares of the Company as at 31 March 2026 respectively.

For further details of the accounting policy adopted for the fair value of the share options, please refer to note 35 to the consolidated financial statements.

(C) 2020 Share Award Scheme

The Company adopted the Share Award Scheme on 27 November 2020 and amended and restated by the Board in 2023 such that only grant of awards involving existing shares may be made hereunder and no further grant of awards involving new shares may be made under amended and restated 2020 Share Award Scheme. Pursuant to the 2020 Share Award Scheme, the Board may from time to time at its absolute discretion select eligible persons including the directors, senior management and consultant of any member of the Group and employee of any member of the Group to participate in the 2020 Share Award Scheme and determine the shares to be awarded. The Scheme shall be valid and effective for a term of 10 years commencing on the adoption date. The remaining life of the 2020 Share Award Scheme is approximately 4.5 years as of 31 March 2026.

The Board shall not make any further award of shares under the 2020 Share Award Scheme which will result in the total nominal value of the aggregate of Shares awarded by the Board under the scheme exceeding 5% of the issued share capital of the Company from time to time. For avoidance of doubt, the awards lapsed in accordance with the terms of the 2020 Share Award Scheme will not be counted for the purpose of calculating the limit of the scheme. The maximum number of shares which may be awarded to a selected participant under the Scheme shall not exceed 1% of the issued share capital of the Company in any 12-month period.

Tricor Trust (Hong Kong) Limited (the "2020 Share Award Scheme Trustee") was appointed as a trustee of the 2020 Share Award Scheme and may utilise the trust fund of the trust to purchase the Company's shares on the Stock Exchange, or offmarket or by subscription (as the case may be), in such manner as the Board may determine from time to time, and shall hold such shares until they are vested in accordance with the rules of the 2020 Share Award Scheme.

The vesting period shall, in any event, be no longer than ten years. A share award may be exercised in accordance with the required conditions (such as performance targets, as the case may be) and vesting period set out in the grant letters and the terms of the 2020 Share Award Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant.

It is intended that the awarded shares under the 2020 Share Award Scheme will be offered to the selected grantees to take up the relevant awarded shares for no consideration subject to the compliance with the relevant laws and regulations, and certain conditions to be decided by the Board at the time of grant of the awarded shares under the 2020 Share Award Scheme. Award shall be deemed to be accepted by the selected grantee when the Company receives a duplicate of the grant notice signed by such selected grantee within five business days after the date of granting. No amount is payable on acceptance of the award. Awarded shares held by the 2020 Share Award Scheme Trustee upon the trust and which are referable to a selected grantee shall vest to that selected grantee in accordance with a vesting schedule determined at the discretion of the Board, provided that the selected grantee remains at all times after the reference date (the date of final approval by the Board of the total number of shares to be awarded to the selected grantees in a single occasion pursuant to the 2020 Share Award Scheme or the date of an award by the 2020 Share Award Scheme Trustee pursuant to the trust deed) and on each relevant vesting date(s) an eligible person. The Board may also, in its absolute discretion, determine the performance, operating and financial targets and other criteria, if any, to be satisfied by the selected grantee before the awarded shares can vest. While the Board may, at its absolute discretion, determine the terms and conditions of an award, the selected grantee shall generally not be required to pay any purchase price upon vesting of the awarded shares.

There were performance targets attached to the award of shares to the grantee. The grantee had to achieve a certain rating in the annual performance appraisal of the department and the Group. The Company has established an appraisal mechanism to assess the fulfilment of performance targets by its employees, which are linked to the Company's strategic goals and values. The appraisal mechanism uses a scoring system based on a matrix of qualitative and quantitative indicators that vary according to the roles and responsibilities of the relevant employees. The indicators include, but are not limited to, measures of work quality, efficiency, collaboration, management and strategy. The scoring system evaluates both the employee's regular duties and the strategic objectives or tasks assigned for the appraisal period.

The grantee is not required to pay any purchase price upon vesting of the awarded share.

During the financial year ended 31 March 2026, the 2020 Share Award Scheme Trustee did not purchase Shares of the Company and 176,000 Shares were awarded by the Company under the 2020 Share Award Scheme but no Share was vested during the financial year. The closing price of the Shares immediately before the date on which 45,000 Shares and 131,000 Shares were granted under the 2020 Share Award Scheme were HK$7.79 per Share and HK$8.33 per Share respectively. Please refer to note 35 to the consolidated financial statements below for further details in relation to the 2020 Share Award Scheme.

Details of the movements in the awarded shares of the Company during the year are set out as follows:

Name of category or grantees	Balance as at 1 April 2025	Granted during the year	Vesting period	Vested during the year	Lapsed during the year	Cancelled during the year	Balance as at 31 March 2026
Employees	0	45,000 (note 3)	7 July 2026 to 7 July 2028	—	—	—	45,000
	0	131,000 (note 3)	6 May 2026 to 7 July 2028	—	—	—	131,000
Total	0	176,000		—	—	—	176,000

The number of shares available for grant under the scheme mandate of the 2020 Share Award Scheme at the beginning and the end of the financial year ended 31 March 2026 are 271,971,788 and 271,795,788 Shares respectively, representing approximately 4.99% and 4.99% of the total issued shares of the Company as at the date of this annual report.

On 6 May 2026, 131,000 Shares were vested to a grantee. The number of shares available for grant under the scheme mandate of the 2020 Share Award Scheme is 271,840,788 Shares, representing approximately 4.99% of the total issued shares of the Company as at the date of this annual report.

The awarded shares will be satisfied by existing shares purchased by the 2020 Share Award Scheme Trustee and therefore there are no shares that may be issued in respect of awards granted under the 2020 Share Award Scheme.

Pursuant to the amendments to the Listing Rules on 1 January 2023, share award schemes which are previously not governed by Chapter 17 of the Listing Rules will also be subject to the same requirements as other share schemes under the relevant rules. The Board amended the 2020 Share Award Scheme such that only grant of awards involving existing shares may be made thereunder and no further grant of awards involving new shares may be made under the amended and restated 2020 Share Award Scheme.

(D) 2026 Share Award Scheme

The Company adopted the 2026 Share Award Scheme pursuant to the ordinary resolutions passed by the Shareholders at the special general meeting held on 24 June 2026 (the "Adoption Date").

Purposes

The purpose of the 2026 Share Award Scheme is to:

(a) recognise and reward the contribution of certain Eligible Participants (as defined below) (other than Excluded Participants (as defined below)) to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and

(b) attract suitable personnel for further development of the Group.

Trustee

Tricor Trust (Hong Kong) Limited (the "2026 Share Award Scheme Trustee") was appointed by the Company to administer the 2026 Share Award Scheme.

Administration

The 2026 Share Award Scheme shall be subject to the administration of the Board or the committee, where applicable, whose decisions on all matters arising in relation to the 2026 Share Award Scheme or its interpretation or effect shall be final, conclusive and binding on all persons who may be affected thereby, provided that such administration shall not prejudice the powers of the 2026 Share Award Scheme Trustee as provided under the trust deed; and for avoidance of doubt, the Remuneration Committee shall have powers on recommending and/or deciding (on and subject to the terms and conditions provided under the 2026 Share Award Scheme) the selection of the selected participants, the number of award shares to be awarded to the respective selected participants and other related matters as expressly provided under the 2026 Share Award Scheme or in accordance with the applicable laws, legislation and regulations (including the applicable Listing Rules). In the event that a selected participant or his associate is a member of the Board, such person will abstain from voting on any approval by the Board of an award to such selected participants.

Award of Shares and Eligible Participants

1. The Board or the committee shall, subject to and in accordance with the rules of the 2026 Share Award Scheme, be entitled (but shall not be bound) to, at any time during the continuation of the 2026 Share Award Scheme, make an award out of the Shares Pool (as defined below) to any of the Eligible Participants (as it shall in its absolute discretion select but excluding any Excluded Participant) such number of Shares, fully paid or credited as fully paid, as the Board or the committee shall, subject to clawback mechanism below, determine pursuant to the rules of the 2026 Share Award Scheme. For the avoidance of doubt until so selected, no Eligible Participant shall be entitled to participate in the 2026 Share Award Scheme.

2. "Eligible Participants" of the 2026 Share Award Scheme means any person belonging to the following classes of participants: (a) Employee Participant; (b) Related Entity Participant; and (c) Service Provider, and, for the purposes of the 2026 Share Award Scheme, the award may be made to any company wholly owned by one or more of the above participant or any trust which the settlor is the above participant.

3. "Employee Participants" include any director and employee of the Company or any other member of the Group.

4. "Related Entity Participants" include directors and employees of the Related Entity (being the holding companies, fellow subsidiaries or associated companies of the Company).

5. "Service Providers" include, subject to compliance with the applicable laws, legislations and regulations (including the applicable Listing Rules), any person who provides services to the Company or other members of the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group. For the avoidance of doubt, Service Providers may not include (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity, and (iii) any person or company having an affiliation with any member of the Board.

6 "Excluded Participants" means any person who is resident in a place where the award of the award shares and/or the award of the returned shares and/or the vesting and transfer of Shares pursuant to the terms of the 2026 Share Award Scheme is not permitted under the laws and regulations of such place or where in the view of the Board or the committee or the 2026 Share Award Scheme Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such person.

7. "Shares Pool" means the pool of issued Shares, fully paid or credited as fully paid, held by the 2026 Share Award Scheme Trustee from time to time pursuant to the trust deed, from which the 2026 Share Award Scheme Trustee may set aside the appropriate number of award shares during the continuation of the 2026 Share Award Scheme and the trust deed.

8. The eligibility of any of the Eligible Participants to an award shall be determined by the Board or the committee in its sole and absolute discretion from time to time on the basis of the Board's or the committee's opinion as to his contribution and/or future contribution to the development and growth of the Group.

9. In determining the basis of eligibility of each Eligible Participant, the Board or the committee would take into account of, where applicable, the experience of the Eligible Participant on the Group's businesses, the length of service of the Eligible Participant with the Group (if the Eligible Participant is an employee or a director of any member of the Group), the actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Eligible Participant has established with the Group (if the Eligible Participant is a Service Provider of any member of the Group), and the amount of support, assistance, guidance, advice, efforts and contributions the Eligible Participant has exerted and given towards the success of the Group and/or the amount of potential support, assistance, guidance, advice, efforts and contributions the Eligible Participant is likely to be able to give or make towards the success of the Group in the future.

Vesting Period

The vesting date in respect of any award under the 2026 Share Award Scheme shall be not less than 12 months from the date of grant of the award unless otherwise permitted under the Listing Rules, provided that for Employee Participants, the vesting date may be less than such 12 months in the following circumstances:

(a) grants of "make whole" awards to new Employee Participants to replace share awards such Employee Participants forfeited when leaving their previous employers;

(b) grants to an Employee Participant whose employment is terminated due to death or disability or event of force majeure;

(c) grants of awards with performance-based vesting conditions provided in the rules of the 2026 Share Award Scheme, in lieu of time-based vesting criteria;

(d) grants of Awards the timing of which is determined by administrative or compliance requirements not connected with the performance of the relevant Employee Participant, in which case the vesting date may be adjusted to take account of the time from which the award would have been granted if not for such administrative or compliance requirements;

(e) grants of awards with a mixed vesting schedule such that the awards vest evenly over a period of 12 months; or

(f) grants of awards with a total vesting and holding period of more than 12 months.

Clawback Mechanism

In the event that any selected participant who is an Employee Participant or Related Entity Participant ceases to be an Employee Participant or Related Entity Participant by virtue of a corporate reorganisation of the Group or the Related Entity, then any award made to such selected participant shall forthwith lapse and be cancelled.

In the event that:

(a) a selected participant ceases to be an Employee Participant or Related Entity Participant other than for reason that the selected participant (i) died; (ii) (in the case of a selected participant who is an employee) retired at his normal retirement date; or (iii) (in the case of a selected participant who is an employee) retired at an earlier retirement date (with prior written agreement given by the Company or the subsidiary or the Related Entity);

(b) the subsidiary or Related Entity by which a selected participant is employed or, in respect of a deceased or retired selected participant as set out in paragraph (a) above, was employed immediately prior to his death or retirement, ceases to be a subsidiary or Related Entity of the Company (or of a member of the Group); or

(c) the Board or the committee shall at its absolute discretion determine in respect of a Service Provider that (i) the Service Provider or his associate has committed any breach of any contract entered into between the Service Provider or his associate on one part and any member of the Group or any Related Entity on the other part as the Board or the committee may in its absolute discretion determine; or (ii) the selected participant has been guilty of misconduct, or has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty; or (iii) the selected participant could no longer make any contribution to the growth and development of any member of the Group or the Related Entity by reason of the cessation of its relationship with the Group or its Related Entity or by any other reasons whatsoever; or (iv) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company),

the award shall automatically lapse forthwith and all the award shares shall not vest on the relevant vesting date but shall become returned shares for the purposes of the 2026 Share Award Scheme under certain conditions.

In the event that:

(a) a selected participant is found to be an Excluded Participant; or

(b) a selected participant fails to return duly executed transfer documents prescribed by the Trustee (or such later date as may be determined by the Board or the committee at its sole and absolute discretion having regard to all relevant circumstances) for the relevant award shares within the stipulated period provided in the rules of the 2026 Share Award Scheme, the relevant part of an award made to such selected participant shall automatically lapse forthwith and the relevant award shares shall not vest on the relevant vesting date but the award shares shall become returned shares and the dividends and other distributions declared and made in respect of the deemed vested award shares shall form part of the income of the trust fund for the purposes of the 2026 Share Award Scheme.

Plan Limit

1. The aggregate maximum number of Shares (the "Plan Mandate Limit") which may be issued and allotted by the Company: (i) for the purpose of the 2026 Share Award Scheme; and (ii) under any other share schemes from time to time, shall not exceed 10% of the total number of issued Shares as at the Adoption Date, being 544,815,274 Shares. The aforesaid mandate limit may be refreshed in accordance with the applicable requirements of the Listing Rules.

2. The aggregate maximum number of Shares (the "Service Provider Sub-limit") to be subscribed for by the 2026 Share Award Scheme Trustee for the awards to be awarded to all Service Providers pursuant to the 2026 Share Award Scheme shall not exceed 1% of the total number of issued Shares as at the Adoption Date or the relevant date of approval of the refreshment of the Service Provider Sub-limit. The Board or the committee shall not instruct the 2026 Share Award Scheme Trustee to subscribe for any Shares for the purpose of the 2026 Share Award Scheme when such subscription will result in the Plan Mandate Limit or the Service Provider Sub-limit being exceeded.

3. Awards lapsed will not be regarded as utilised for the purpose of calculating the Plan Mandate Limit or the Service Provider Sub-limit. If the Company conducts any capitalisation issue, rights issue, share consolidation, share sub-division or capital reduction, unutilised Plan Mandate Limit or the Service Provider Sub-limit shall be adjusted accordingly, with reference to the total number of issued Shares at the date immediately before and after such event and rounded to the nearest whole Share, such that the selected participants will be entitled to the same proportion of the Company's equity capital as to which such selected participants previously entitled to. In respect of any such adjustments, other than any made on a capitalisation issue, an independent financial adviser or the Company's auditors must confirm to the Directors in writing that the adjustments satisfy the requirements under the Note to Rule 17.03(13) of the Listing Rules.

4. Any grant of awards to any Director or chief executive of the Company, or any of his respective associates, shall be subject to the prior approval of the Remuneration Committee (excluding any member who is a proposed recipient of the grant of the award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of Awards). Any grant of awards to any substantial Shareholder, or any of his respective associates, shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of Awards). In addition:

   (a) where any grant of awards (excluding grant of share options) to any Director (other than an independent non-executive Director) or chief executive of the Company, or any of his respective associates, would result in the Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of this 2026 Share Award Scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares) at the date of such grant; or

   (b) where any grant of awards to an independent non-executive Director or substantial Shareholder, or any of his respective associates, would result in the number of Shares issued and to be issued upon exercise of all awards granted (together with all options granted under any share option schemes of the Company) (excluding any awards lapsed in accordance with the terms of the 2026 Share Award Scheme) to such person in the 12 month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares) at the date of such grant, such further grant of Awards must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules. In particular, the Company shall send a circular to the Shareholders. The relevant selected participant, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. The Company must comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

5. Regarding the maximum entitlement of each eligible participants under the 2026 Share Award Scheme, the maximum number of Shares, in a 12-month period up to and including the date of grant of the award, which may be subject to grant of an award or awards to a selected participant together with any Shares issued or to be issued under any options granted to such selected participant under any share option schemes of the Company shall not (i) in aggregate exceed 1% of the share capital of the Company in issue (excluding treasury shares); and (ii) exceed any limits applicable to such selected participant under the Listing Rules, unless otherwise permitted under the Listing Rules.

   The Company may seek approval by its Shareholders in general meeting for refreshing the Plan Mandate Limit and/or the Service Provider Sub-limit in accordance with the applicable Listing Rules.

Acceptance of Offers and Grand of Awards

1. The Board or the committee shall notify the selected participant by a notice in writing (the "Grant Notice") after an award has been provisionally made to such selected participant and the Grant Notice shall contain substantially the same information as that set out in a notice in writing (the "Award Notice") made by the Company to the 2026 Share Award Scheme Trustee.

Performance Targets and Purchase Price

1. The number of award shares granted to the selected participants is determined by comprehensively considering their overall performance in the preceding year, and as part of their remuneration package. Therefore unless otherwise imposed by the Board, there are no performance targets required to be achieved by any selected participant before an award is vested in the selected participant.

2. By providing the Board and the committee with the discretion to impose specific performance targets as and when appropriate depending on the role of each Eligible Participant and the annual business results of the Group, this will facilitate the offering of meaningful incentive to attract and retain quality personnel that are valuable to the development of the Group and the Board considers that such arrangement is fair and reasonable to the Company and the Shareholders as a whole. In this regard, the performance targets imposed by the Board and the committee may be drawn from financial performance measures (such as revenue growth, net profit and return on equity), operational and business development measures (such as customer base expansion, growth in sales volume and project completion milestones) and individual performance measures specific to the Eligible Participant's role within or engagement with the Group. The target levels for such measures will be set by the Board and the Committee at the time of grant by reference to, among other things, the Group's annual budget, business plan and prevailing market conditions. The Board and the committee will assess whether the applicable performance targets have been satisfied by reviewing the Group's audited annual financial statements, management accounts, operational reports and such other evidence as the Board and the committee consider appropriate. The Board considers that it is beneficial for the Company to retain the flexibility to determine when and to what extent such conditions are appropriate.

3. The purchase price in respect of any award shares, if any, shall be such price as determined at the sole and absolute discretion of the Board before vesting of an award and as notified to a selected participant in the Award Notice. The period within which such payment, if any, must or may be made shall be set out in the Award Notice.

Duration

Subject to termination below, the 2026 Share Award Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date, and after the expiry of such 10-year term, no further awards may be made but the rules of the 2026 Share Award Scheme shall remain in full force and effect to the extent necessary to give effect to any Awards made prior thereto and the administration of the trust property held by the 2026 Share Award Scheme Trustee pursuant to the trust deed. The 2026 Share Award Scheme was adopted by the Company after 31 March 2026. The remaining life of the 2026 Share Award Scheme is approximately 10 years as of the date of this annual report.

Termination

The 2026 Share Award Scheme shall terminate on the earlier of:

(a) on the 10th anniversary date of the Adoption Date; and

(b) such date of early termination as determined by the Board or the committee and notified to the 2026 Share Award Scheme Trustee in writing, provided that such termination shall not affect any subsisting rights of any selected participant hereunder.

As at the date of this annual report, 462,000,000 Shares were awarded by the Company under the 2026 Share Award Scheme. The closing price of the Shares immediately before the date on which 462,000,000 Shares were granted under the 2026 Share Award Scheme was HK$7.29.

The 2026 Share Award Scheme was adopted subsequent to the end of the financial year ended 31 March 2026, pursuant to the ordinary resolutions passed by the Shareholders at the special general meeting held on 24 June 2026. Accordingly, there were no shares that may be issued in respect of any awards under the 2026 Share Award Scheme at the beginning and the end of the financial year ended 31 March 2026. Therefore, the number of shares available for grant under the scheme mandate and service provider sub-limit of the 2026 Share Award Scheme at both the beginning and the end of the financial year ended 31 March 2026 was nil and nil.

The total number of shares of the Company available for issue under the 2026 Share Award Scheme is 544,815,274 Shares, representing approximately 10% of the total issued shares of the Company as at the date of this annual report.

The number of Shares that may be issued in respect of the options and awards granted under all schemes of the Company during the year is 0, which when divided by the weighted average number of shares of the relevant class in issue for 31 March 2026 is 0, as at the date of this annual report.

Notes

1. Such share options were granted to a service provider under the 2013 Share Option Scheme who provides services to the Company on a continuing basis that are conducive to the long term development of the Company's ordinary and usual course of business, and the scope of services mainly include providing professional analysis and advice in respect of the Company's corporate communications, positioning and strengths in the industry and capital market, with a view to enhancing the competitiveness of the Company in the above matters. The share options shall be vested within two years from the date of grant, i.e. 24 May 2023 to 23 May 2025. The exercise of the share options is subject to the conditions of performance targets to be determined by the Company from time to time, and the Company will determine whether the grantee meets such performance targets based on the performance appraisal results and taking into account factors such as the grantee's contributions towards the long-term development of the Company. The Company has established an appraisal mechanism to assess the fulfilment of performance targets by its employees, which are linked to the Company's strategic goals and values. The appraisal mechanism uses a scoring system based on a matrix of qualitative and quantitative indicators that vary according to the roles and responsibilities of the relevant employees. The indicators include, but are not limited to, measures of work quality, efficiency, collaboration, management and strategy. The scoring system evaluates both the employee's regular duties and the strategic objectives or tasks assigned for the appraisal period. The Company intends to make reference to this appraisal mechanism to set and review the performance targets of the grantee periodically. Exercise of the options is also subject to the condition that the grantee shall remain as an external consultant of the Company at the time of exercise of share options. While the share options do not have a minimum vesting period of 12 months, the Company considers that the grant of share options to the grantee is subject to the performance targets and the other conditions as mentioned above, and could effectively incentivize the grantee to contribute to the long-term development and growth of the Group.

2. The closing price of the shares immediately before the date 24 May 2023 on which the options were granted was HK$9.55 per share. The aggregate fair value of such 3,000,000 share options at the grant date amounted to approximately HK$5,796,000. The fair value of equity-settled share options granted was estimated as at the date of grant based on 24 May 2023. For further details of the accounting policy adopted for the fair value of the share options, please refer to note 35 of the Group's audited financial statements for the year ended 31 March 2023.

3. On 7 July 2025 and 4 December 2025, 45,000 Shares and 131,000 Shares were granted, respectively, under the 2020 Share Award Scheme. As at 31 March 2026, none of these awarded Shares had vested. Accordingly, the weighted average closing price of the Shares immediately before the dates on which the awarded shares were vested is not applicable.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2026, so far as was known to the Directors and chief executive of the Company, the interests or short positions of substantial Shareholders and other persons of the Company (other than a Director or chief executive of the Company), in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company, were as follows:

Name	Capacity	Number of Shares held	Approximate percentage of total issued Shares of the Company as at 31 March 2026 (%) (note 1)
Beijing Enterprises Group Company Limited ("BE Group")	Interest of controlled corporation	1,285,557,343 (note 2)	23.60
Beijing Enterprises Group (BVI) Company Limited ("BE Group BVI")	Interest of controlled corporation	1,282,358,343 (note 2)	23.54
Beijing Enterprises Holdings Limited ("Beijing Enterprises")	Beneficial owner and interest of controlled corporation	1,282,358,343 (note 2)	23.54
Beijing Holdings Limited ("Beijing Holdings")	Beneficial owner and interest of controlled corporation	3,199,000 (note 2)	0.06
Hong Mao Developments Limited ("Hong Mao")	Beneficial owner	1,164,911,143 (note 2)	21.38
Mr. LIU	Beneficial owner and interest of controlled corporation	735,102,328 (note 3)	13.49
Joint Coast	Interest of controlled corporation	434,631,100 (note 4)	7.98
CGGL	Beneficial owner	100,000,000 (note 5)	1.84
Mr. CHIU Tat Jung Daniel ("Mr. CHIU")	Interest of controlled corporation	659,446,535 (note 6)	12.10
First Level Holdings Limited ("First Level")	Beneficial owner and interest of controlled corporation	659,446,535 (note 6)	12.10
Fortune Dynasty Holdings Limited ("Fortune Dynasty")	Interest of controlled corporation	658,446,535 (note 6)	12.09
Fortune Oil Limited ("Fortune Oil")	Interest of controlled corporation	658,446,535 (note 6)	12.09
Fortune Oil PRC Holdings Limited ("Fortune Oil PRC")	Beneficial owner and interest of controlled corporation	591,132,644 (note 6)	10.85

Notes:

1. The percentage was calculated on the basis of 5,448,152,741 Shares in issue as at 31 March 2026.

2. BE Group was deemed to be interested in 1,285,557,343 Shares, 3,199,000 of which were directly and beneficially owned by Beijing Holdings Limited, and 1,282,358,343 of which were beneficially owned by Beijing Enterprises, and of which 1,164,911,143 Shares were directly and beneficially owned by Hong Mao. Hong Mao was wholly-owned by Beijing Enterprises which was owned as to 41.19% by BE Group BVI, 7.95% by Modern Orient Limited ("Modern Orient") and 13.02% by Beijing Enterprises Investments Limited ("Beijing Enterprises Investments"). Modern Orient was wholly-owned by Beijing Enterprises Investments which was owned as to 72.72% by BE Group BVI. BE Group BVI and Beijing Holdings Limited were both wholly-owned by BE Group.

3. Mr. LIU was deemed to be interested in a total of 735,102,328 Shares, comprising:

   (i) 300,471,228 Shares beneficially owned by Mr. LIU;

   (ii) 334,631,100 Shares beneficially owned by Joint Coast, a company wholly-owned by Mr. LIU directly; and

   (iii) 100,000,000 Shares beneficially owned by CGGL, which was owned as to 50% by Joint Coast, a company wholly-owned by Mr. LIU directly.

4. Joint Coast was deemed to be interested in a total of 434,631,100 Shares, 334,631,100 Shares of which were directly and beneficially owned by itself and 100,000,000 Shares of which were directly and beneficially owned by CGGL which was owned as to 50% by Joint Coast which, in turn, was wholly-owned by Mr. LIU directly.

5. 100,000,000 Shares were beneficially owned by CGGL, which was owned as to 50% by Joint Coast, a company wholly-owned by Mr. LIU directly.

6. Each of Mr. CHIU and First Level was deemed to be interested in a total of 659,446,535 Shares, comprising:

   (i) 100,000,000 Shares beneficially owned by CGGL, which was owned as to 50% by Fortune Oil PRC;

   (ii) 591,132,644 Shares beneficially owned by Fortune Oil PRC, 100,000,000 of which were deemed to be interested through CGGL and 491,132,644 Shares of which were directly and beneficially owned by itself. Fortune Oil PRC is a wholly-owned subsidiary of Fortune Oil. Fortune Oil is a wholly-owned subsidiary of Fortune Dynasty which is owned as to 70% by First Level;

   (iii) 27,617,919 Shares beneficially owned by First Marvel Investment Limited which is a wholly-owned subsidiary of Fortune Oil;

   (iv) 39,695,972 Shares beneficially owned by Fortune Oil Holdings Limited which is a wholly-owned subsidiary of Fortune Oil; and

   (v) 1,000,000 Shares beneficially owned by First Level, a company wholly-owned by Mr. CHIU directly.

Save as disclosed above, as at 31 March 2026, there was no other person (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

EQUITY-LINKED AGREEMENTS

On 8 October 2021, China Gas Capital Management Limited ("CGCM"), a wholly-owned subsidiary of the Company, entered into the total return swap transaction ("TRS Transaction") with Nomura Singapore Limited ("TRS Counterparty") in order to hedge its exposure to future Share price appreciation in connection with the Share Award Scheme. The maximum equity notional amount of the TRS Transaction is HK$780 million and the maximum number of Shares underlying the TRS Transaction is 37,000,000 Shares, representing approximately 0.66% of the Company's issued share capital as of the date of the TRS Transaction. The TRS Transaction has a term of approximately 12 months. Upon the expiry of such term or at an early termination of the TRS Transaction by CGCM, the TRS Counterparty should pay CGCM an amount in cash determined by reference to the final price. The term of the TRS Transaction expired and was extended for one year by way of an extension agreement dated 10 October 2025, other terms and conditions of the TRS Transaction remaining unchanged.

Other than the TRS Transaction, the 2013 Share Option Scheme, the 2023 Share Option Scheme, the 2020 Share Award Scheme and 2026 Share Award Scheme of the Company as disclosed in note 48 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Other than the 2013 Share Option Scheme, the 2023 Share Option Scheme, the 2020 Share Award Scheme and 2026 Share Award Scheme as mentioned above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements which enable the Directors to acquire benefits by means of the acquisition of the Shares in, or debenture of, the Company or any other body corporate.

CONNECTED TRANSACTIONS

Amendments to the Acquisition Agreement

On 9 March 2022, the Company entered into an acquisition agreement (the "Acquisition Agreement") with Mr. LIU and Mr. HUANG (the "Sellers") pursuant to which the Company conditionally agreed to purchase, and the Sellers conditionally agreed to sell, 20% of the total issued shares in Electronic Business Development Company Limited ("Electronic Business"), at a consideration of HK$3,000 million. Immediately prior to the completion, Electronic Business is a subsidiary of the Company and was beneficially owned as to 51% by the Company, 40% by Mr. LIU and 3.5% by Mr. HUANG, while the remaining 5.5% shareholding in Electronic Business held by Mr. LIU was intended to be allocated to the eligible individuals who contribute to the growth and development of Electronic Business and its subsidiaries. The acquisition was completed on 10 March 2022. Upon completion, Electronic Business became beneficially owned as to 71% by the Company and 23.5% by Mr. LIU, and the remaining 5.5% shareholding would continue to be held by Mr. LIU as aforesaid.

Under the Acquisition Agreement, the Company is entitled to exercise the put option jointly and severally granted by the Sellers. The Sellers jointly and severally agreed to purchase the put shares from the Company or its designated entity(ies) upon the occurrence of the following events:

(a) the Board and (where required under the applicable laws and regulations) the shareholders of the Company having resolved to procure the listing of the shares of Electronic Business or its holding company that may be incorporated, established or otherwise added as part of the reorganization to be undertaken by Electronic Business, or any of its members, in either case that will become the vehicle for the listing (the "Spinco") on the Stock Exchange or any other stock exchange as recognised by the Company; and

(b) (i) the listing does not take place on or before 31 March 2024; or (ii) if listing takes place on or before 31 March 2024, during the period from the date of listing up to and including 31 March 2024, there are less than 10 full trading days on which the market capitalization of the Spinco on the relevant trading day reaches at least HK$15,000 million based on the closing trading price of the share of the Spinco as quoted on relevant stock exchange and the number of shares of the Spinco listed on the relevant stock exchange on trading day.

On 16 June 2023, the Company announced that it had received the approval of the Stock Exchange under Practice Note 15 of the Listing Rules in relation to the proposed spin-off and separate listing on the Main Board of the Stock Exchange of part of its value-added service businesses. However, due to the then Hong Kong capital market conditions, the Board resolved on 8 February 2024 that the proposed spin-off should not take place on or before 31 March 2024. Further, in light of the strong business and financial performance and the development prospects of the spin-off business, the Board considered the Company should re-evaluate the timetable, structure and venue of the proposed spin-off. On 8 February 2024, the Board resolved and determined the proposed spin-off to be taken place on or before 31 March 2026. For further details, please refer to the announcement of the Company dated 8 February 2024.

On 15 November 2024, the Company and the Sellers entered into the amendment agreement (the "Amendment Agreement") to modify limb (b)(ii) of the put option of the Acquisition Agreement. The implementation of the Amendment Agreement was conditional upon the approval by independent Shareholders at the special general meeting held on 30 December 2024. The resolution of the Amendment Agreement was duly passed at such special general meeting. For further details, please refer to the announcement of the Company dated 15 November 2024 and the circular of the Company dated 29 November 2024.

On 20 March 2026, having evaluated the potential timetable of the proposed spin-off, the Board resolved that the proposed spin-off to be taken place on or before 31 December 2026. The aforesaid did not constitute any amendment to the Acquisition Agreement, or any termination of the put option or any decision not to exercise the put option. For further details, please refer to the announcement of the Company dated 20 March 2026.

Mr. LIU is the chairman and an Executive Director and a substantial Shareholder. Mr. HUANG is the executive president and an Executive Director. Accordingly, each of Mr. LIU and Mr. HUANG is a connected person of the Company pursuant to Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the Amendment Agreement exceeded 5%, the entering of the Amendment Agreement constituted a connected transaction of the Company subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. As one or more of the applicable percentage rations in respect of the Amendment Agreement exceeded 5% and all of such percentage ratios are less than 25%, the entering of Amendment Agreement also constituted discloseable transaction subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

For further details, please refer to the announcements of the Company dated 10 March 2022, 16 June 2023, 8 February 2024, 12 November 2024, 15 November 2024, 20 March 2026 and circular of the Company dated 29 November 2024 published on the websites of HKEX and the Company.

Formation of Joint Venture

On 6 December 2024, a wholly-owned subsidiary of the Company Shenzhen Zhongran Smart Energy Company Limited* (深圳中燃智慧能源有限公司) ("Smart Energy"), entered into a joint venture agreement with Shining Innovation Limited ("Shining Innovation") and Dragon Media Enterprises Limited ("Dragon Media"), pursuant to which a joint venture would be established to invest, develop and operate biomass energy-related projects. The joint venture will become a subsidiary of the Company upon its formation and its financial results will be consolidated into the financial statements of the Group. Shining Innovation is held by Mr. LIU and Dr. LIU as to 50:50. Dragon Media is wholly owned by Mr. HUANG.

On 30 May 2025, an amended and restated joint venture agreement was entered into among the joint venture partners and the Company that the joint venture shall be established in Hong Kong instead of the PRC. On 18 June 2025, the joint venture China Gas Biomass Energy Technology (Asia) Limited was incorporated in Hong Kong.

Mr. LIU is the chairman and an Executive Director and a substantial Shareholder. Mr. HUANG is the executive president and an Executive Director. Dr. LIU was a Non-executive Director (before his re-designation with effect from 1 August 2025) and the younger brother of Mr. LIU. Shining Innovation is held by Mr. LIU and Dr. LIU as to 50:50. Dragon Media is wholly owned by Mr. HUANG. Accordingly, each of Shining Innovation and Dragon Media is a connected person of the Company pursuant to Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) exceeds 0.1% and all of them are less than 5%, the entering into of the joint venture agreement and the transactions contemplated thereunder constituted a connected transaction of the Company subject to the reporting and announcement requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

For further details, please refer to the announcements of the Company dated 6 December 2024 and 30 May 2025 published on the websites of HKEX and the Company.

Capital Increase in Relation to the Electricity and New Energy Segment

On 20 June 2025, China Gas Hongming Electricity Sales Limited* (中燃宏明電力銷售有限公司) ("China Gas Hongming") and China Gas Industrial (Shenzhen) Limited* (中燃燃氣實業(深圳)有限公司) ("Zhongran Gas") (each a wholly-owned subsidiary of the Company), China Dual Carbon Management Technology Limited ("China Dual Carbon"), Brilliant Linkwise Limited ("Brilliant Linkwise") and Beauty Asia Limited ("Beauty Asia") entered into a capital increase agreement (the "Capital Increase Agreement"), pursuant to which China Dual Carbon, Brilliant Linkwise and Beauty Asia agreed to subscribe for newly issued registered capital in China Gas Hongming, representing an aggregate of 23% equity interest in China Gas Hongming upon completion for an aggregate consideration of RMB216,000,000.

Mr. LIU is the chairman and an Executive Director and a substantial Shareholder. Mr. HUANG is the executive president and an Executive Director. Ms. LIU Chang is an Executive Director. Accordingly, each of Mr. LIU, Mr. HUANG and Ms. LIU Chang is a connected person of the Company pursuant to Chapter 14A of the Listing Rules.

Given China Dual Carbon, Brilliant Linkwise and Beauty Asia are each wholly-owned by Mr. LIU, Mr. HUANG and Ms. LIU Chang, respectively, each of China Dual Carbon, Brilliant Linkwise and Beauty Asia is an associate of Mr. LIU, Mr. HUANG and Ms. LIU Chang, respectively pursuant to Chapter 14A of the Listing Rules.

As the injection of capital into China Gas Hongming under the Capital Increase Agreement would dilute the Company's shareholding in China Gas Hongming from 100% to 77%, such capital injection constituted a deemed disposal under Rule 14.29 of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) exceeds 0.1% and all of them are less than 5%, the entering into the Capital Increase Agreement and the transactions contemplated thereunder constituted a connected transaction of the Company subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

For further details, please refer to the announcement of the Company dated 20 June 2025 published on the websites of HKEX and the Company.

Sale and Purchase of LNG in December 2025

On 8 December 2025, Beijing Gas Singapore Private Limited (“Beijing Gas Singapore”) and China Gas International Pte. Ltd. (“China Gas International”) entered into a master LNG sale and purchase agreement (the “Master Agreement”), which provides a framework for the sale and purchase of LNG between the parties. On 10 December 2025, China Gas International and Beijing Gas Singapore entered into a confirmation memorandum under the Master Agreement (the “Confirmation Memorandum”), pursuant to which China Gas International agreed to purchase, and Beijing Gas Singapore agreed to sell, 3,400,000 MMBtu of LNG at a total consideration of USD38,885,800 (equivalent to HK$303,309,240).

Beijing Enterprises directly and indirectly owned approximately 23.54% of the issued share capital of the Company. As such, Beijing Enterprises is a connected person of the Company. Beijing Gas Singapore is an indirect wholly-owned subsidiary of Beijing Enterprises. Therefore, Beijing Gas Singapore is a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the transactions under the Master Agreement and the Confirmation Memorandum constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transaction exceed 0.1% but less than 5%, the entering into the Master Agreement and the Confirmation Memorandum and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempt from the circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

For further details, please refer to the announcement of the Company dated 16 December 2025 published on the websites of HKEX and the Company.

Equity transfer

On 6 February 2026, Zhongran Gas, a wholly-owned subsidiary of the Company, as a vendor and Shenzhen YPH Investment Development Limited* (深圳市壹品慧投資發展有限公司) (“Shenzhen YPH”), a non-wholly owned subsidiary of the Company, as a purchaser, entered into an equity transfer agreement (the “Equity Transfer Agreement”) pursuant to which Zhongran Gas agreed to sell and Shenzhen YPH agreed to purchase 50.66% of the entire equity interest in Huatong Gas Equipment (Hebei) Limited* (河北華通燃氣設備有限公司) (“Huatong Gas”) at a consideration of RMB52,668,000 (equivalent to approximately HK$58,520,000). Upon completion, whilst Zhongran Gas ceased to hold any equity interest in Huatong Gas, the Group continues to hold an indirect interest in Huatong Gas through Shenzhen YPH.

Mr. LIU is the chairman of the Board, the president of the Group, an Executive Director and a substantial Shareholder. Accordingly, Mr. LIU is a connected person of the Company. Given Shenzhen YPH is a wholly-owned subsidiary of YPH Inc., which is in turned owned as to 23.5% by Mr. LIU through his wholly-owned company, Wonderful Pearl (BVI) Limited, Shenzhen YPH is a connected subsidiary of the Company. As such, the transaction under the Equity Transfer Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) exceeds 0.1% but all of them are less than 5%, the entering into the Equity Transfer Agreement and the transactions contemplated thereunder constituted a connected transaction of the Company subject to the reporting and announcement requirements but are exempt from independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

For further details, please refer to the announcement of the Company dated 6 February 2026 published on the websites of HKEX and the Company.

Sale and Purchase of LNG in April 2026

On 29 April 2026, Beijing Gas Group (Tianjin) Natural Gas Sales Co., Ltd.* (北京燃氣集團(天津)天燃氣銷售有限公司) ("Beijing Gas Tianjin") and China Gas Hongda Energy Trading Co., Ltd.* (中燃宏大能源貿易有限公司) ("China Gas Hongda") entered into a liquefied natural gas sale and purchase agreement and a letter (collectively, the "Agreement"), pursuant to which China Gas Hongda agreed to purchase and Beijing Gas Tianjin agreed to sell 60,000 tonnes of LNG during the period from 1 April 2026 to 1 April 2027.

Beijing Enterprises directly and indirectly owned approximately 23.54% of the issued share capital of the Company. As such, Beijing Enterprises is a connected person of the Company. Beijing Gas Tianjin is an indirect wholly-owned subsidiary of Beijing Enterprises. Therefore, Beijing Gas Tianjin is a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the transactions under the Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions would be aggregated and be treated as if they were one transaction if they were all entered into within a 12-month period or were otherwise related. Reference was made to the announcement of the Company dated 16 December 2025 in relation to the Master Agreement and the Confirmation Memorandum as disclosed above. As the transactions contemplated thereunder and the transactions contemplated under the Agreement are of similar nature and involved wholly-owned subsidiaries of Beijing Enterprises, such transactions were aggregated for the purposes of determining the applicable percentage ratios.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the transactions under the Master Agreement and the Confirmation Memorandum and the Agreement on an aggregated basis exceeds 0.1% but are less than 5%, the entering into the Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempt from the circular and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

For further details, please refer to the announcement of the Company dated 29 April 2026 published on the websites of HKEX and the Company.

CONTINUING CONNECTED TRANSACTIONS

CCT Agreements with Electronic Business Development Company Limited

On 28 August 2022, the Company and Electronic Business entered into (i) a value-added products purchase framework agreement (the "Value-added Products Purchase Agreement"), pursuant to which Electronic Business and its subsidiaries (collectively, the "Electronic Business Group") agreed to supply value-added products to the Group excluding the Electronic Business Group (collectively, the "Parent Group"), for a term commencing from 1 August 2022 to 31 March 2025; (ii) a safety inspection service framework agreement (the "Safety Inspection Service Agreement"), pursuant to which Electronic Business Group agreed to provide the Parent Group with safety inspection services for the customers, for a term commencing from 1 August 2022 to 31 March 2025; (iii) an IoT service agreement (the "IoT Service Agreement"), pursuant to which Electronic Business Group agreed to provide IoT services to the Parent Group, for a term commencing from 1 August 2022 to 31 March 2025; (iv) an electronic payment and software development service framework agreement (the "Electronic Payment and Software Development Service Agreement"), pursuant to which Electronic Business Group agreed to provide the Parent Group with payment, settlement and other related services on its electronic payment platform and software development services, for a term commencing from 1 August 2022 to 31 March 2025.

Mr. LIU is the chairman and an Executive Director and a substantial Shareholder. Accordingly, Mr. LIU is a connected person of the Company. Prior to the internal reorganisation (as described in the paragraphs below), as Electronic Business was owned as to 71% indirectly by the Company and 29% by Mr. LIU, it was a connected subsidiary of the Company.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) calculated with reference to the respective annual caps of each of the IoT Service Agreement and the Electronic Payment and Software Development Service Agreement exceeds 0.1% and all of them are less than 5%, the entering into the IoT Service Agreement and the Electronic Payment and Software Development Service Agreement and the transactions contemplated thereunder constituted continuing connected transactions of the Company subject to the reporting and announcement requirements but exempt from the circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Given that each of the applicable percentage ratios (as defined in the Listing Rules) calculated with reference to the respective annual caps of each of the Value-added Products Purchase Agreement and the Safety Inspection Service Agreement is less than 0.1%, the entering into the Value-added Products Purchase Agreement and the Safety Inspection Service Agreement and the transactions contemplated thereunder constituted continuing connected transactions of the Company but exempt from reporting, announcement, the circular and independent Shareholder’s approval requirement under Chapter 14A of the Listing Rules.

Subsequently, in view of the introduction of favourable policies for economic recovery, the accelerating pace of pipeline renovation projects and the increase in users’ demand for gas-related security products, the annual caps of the Value-added Products Purchase Agreement were revised on 17 March 2023 for the year ended 31 March 2023, 31 March 2024 and 31 March 2025 respectively. All other terms and conditions remained unchanged.

For further details, please refer to the announcements of the Company dated 28 August 2022, 5 September 2022 and 17 March 2023 published on the websites of HKEX and the Company.

Pursuant to internal reorganization in November 2024, Electronic Business became an indirect wholly-owned subsidiary of YPH, which is in turn owned as to 71% by the Company, 23.5% indirectly by Mr. LIU and 5.5% by YPH Share Award Scheme Limited, YPH acts as the holding company of the value-added service businesses and safety inspection service businesses operated by YPH and its subsidiaries (collectively, the “YPH Group”).

Given the expiry of the Value-added Products Purchase Agreement and the Safety Inspection Service Agreement, the Company entered into new agreements each for a term from 1 April 2025 to 31 March 2028. On 28 March 2025, the Company and Electronic Business entered into (i) a value-added products purchase framework agreement, pursuant to which YPH Group agreed to supply value-added products to the Group excluding the YPH Group (collectively, the “Parent Group”), for a term commencing from 1 April 2025 to 31 March 2028; and (ii) a safety inspection service framework agreement, pursuant to which YPH Group agreed to provide the Parent Group with safety inspection services for the Parent Group’s customers, for a term commencing from 1 April 2025 to 31 March 2028 (collectively, the “CCT Agreements with Electronic Business”).

Mr. LIU is the chairman and an Executive Director and a substantial Shareholder. Accordingly, Mr. LIU is a connected person of the Company. As Electronic Business is an indirect wholly-owned subsidiary of YPH which in turn owned as to 23.5% by Mr. LIU, Electronic Business is a connected subsidiary of the Company. As such, the transactions under the CCT Agreements with Electronic Business constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) calculated with reference to the respective annual caps of each the CCT Agreements with Electronic Business exceed 0.1% but all of them are less than 5%, the entering into the CCT Agreements with Electronic Business and the transactions contemplated thereunder constituted continuing connected transactions of the Company subject to the reporting and announcement requirements but exempt from independent shareholder’s approval requirement under Chapter 14A of the Listing Rules.

The annual caps for each of the CCT Agreements with Electronic Business are set out as follows:

	Annual caps for the year ended 31 March 2026 (RMB million)	Annual caps for the year ending 31 March 2027 (RMB million)	Annual caps for the year ending 31 March 2028 (RMB million)
Value-added products purchase agreement	894.2	803.9	745.9
Safety inspection service agreement	316.2	434.3	548.1

During the year ended 31 March 2026, the aggregate amounts of the transactions under each of the value-added products purchase agreement and safety inspection service agreement amounted to approximately RMB882.0 million and RMB235.7 million respectively, which are within the annual caps of the relevant agreements. The Group has followed the pricing policies as set out in announcement dated 28 March 2025.

For further details, please refer to the announcement of the Company dated 28 March 2025 published on the websites of HKEX and the Company.

CCT Agreements with Beijing Zhongran Sencreat Technology Co., Ltd.*

On 19 September 2025, (i) the Company and Beijing Zhongran Sencreat Technology Co., Ltd.* (北京中燃森創科技有限公司) ("Zhongran Sencreat") entered into a high efficiency machine room systems framework agreement, pursuant to which Zhongran Sencreat and its subsidiaries (collectively, the "Zhongran Sencreat Group") agreed to supply high efficiency machine room systems to the Group, for a term commencing from 19 September 2025 to 31 March 2028; (2) the Company and Zhongran Sencreat entered into a multifunctional household air source heat pump systems framework agreement, pursuant to which Zhongran Sencreat Group agreed to provide multifunctional household air source heat pump systems to the Group, for a term commencing from 19 September 2025 to 31 March 2028; and (3) Electronic Business, a non-wholly owned subsidiary of the Company, and Zhongran Sencreat entered into a comprehensive ecological five-constant air conditioning systems framework agreement, pursuant to which the Zongran Sencreat Group agreed to supply comprehensive ecological five-constant air conditioning systems to the Group, for a term commencing from 19 September 2025 to 31 March 2028 (collectively, the "CCT Agreements with Zhongran Sencreat").

Dr. LIU is an Executive Director. Ms. SONG Ying is the spouse of Dr. LIU. Given Zhongran Sencreat is controlled as to 70% by Ms. SONG Ying, Zhongran Sencreat is an associate of Dr. LIU and therefore a connected person of the Company pursuant to Chapter 14A of the Listing Rules. As such, the transactions under the CCT Agreements with Zhongran Sencreat constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) calculated with reference to the respective annual caps of each of the CCT Agreements with Zhongran Sencreat exceeds 0.1% but all of them are less than 5%, the entering into the CCT Agreements with Zhongran Sencreat and the transactions contemplated thereunder constituted continuing connected transactions of the Company subject to the reporting and announcement requirements but are exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The annual caps for each of the CCT Agreements with Zhongran Sencreat are set out as follows:

	Annual caps for the year ended 31 March 2026 (RMB million)	Annual caps for the year ending 31 March 2027 (RMB million)	Annual caps for the year ending 31 March 2028 (RMB million)
High efficiency machine room systems framework agreement	90.0	157.5	202.5
Multifunctional household air source heat pump systems framework agreement	15.0	30.0	45.0
Comprehensive ecological five-constant air conditioning systems framework agreement	155.0	445.0	1,005.0

During the year ended 31 March 2026, the aggregate amounts of the transactions under each of the high efficiency machine room systems framework agreement, multifunctional household air source heat pump systems framework agreement and comprehensive ecological five-constant air conditioning systems framework agreement amounted to approximately RMB5.7 million, RMB0.0 million and RMB0.1 million respectively, which are within the annual caps of the relevant agreements. The Group has followed the pricing policies as set out in announcement dated 19 September 2025.

For further details, please refer to the announcement of the Company dated 19 September 2025 published on the websites of HKEX and the Company.

Gas Metering and Water Metering Products Procurement Framework Agreement

On 6 February 2026, the Company and Electronic Business, a non-wholly owned subsidiary of the Company, entered into a gas metering and water metering products procurement framework agreement (the “Gas Metering and Water Metering Products Procurement Framework Agreement”), pursuant to which the YPH Group (being YPH and its subsidiaries including Electronic Business and Shenzhen YPH) agreed to supply gas metering and water metering products and related services to the Group excluding the YPH Group (collectively, the “Parent Group”), for a term commencing from 6 February 2026 to 31 March 2028.

Mr. LIU is the chairman of the Board, the president of the Group, an Executive Director and a substantial Shareholder. Accordingly, Mr. LIU is a connected person of the Company. Given Electronic Business is an indirect wholly-owned subsidiary of YPH, which is in turn owned as to 23.5% by Mr. LIU through his wholly-owned company, Wonderful Pear (BVI) Limited, Electronic Business is a connected subsidiary of the Company. As such, the transactions under the Gas Metering and Water Metering Products Procurement Framework Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) calculated with reference to the annual caps of the Gas Metering and Water Metering Products Procurement Framework Agreement exceeds 0.1% but all of them are less than 5%, the entering into the Gas Metering and Water Metering Products Procurement Framework Agreement and the transactions contemplated thereunder constituted continuing connected transactions of the Company subject to the reporting and announcement requirements but are exempt from independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

The annual caps for the Gas Metering and Water Metering Products Procurement Framework Agreement are set out as follows:

	Transaction cap from 6 February 2026 to 31 March 2026 (RMB million)	**Annual caps for the year ending 31 March 2027** (RMB million)	**Annual cap for the year ending 31 March 2028** (RMB million)
Gas metering and water metering products procurement framework agreement	86.64	508.63	592.11

During the year ended 31 March 2026, the aggregate amount of the transactions under the Gas Metering and Water Metering Products Procurement Framework Agreement amounted to approximately RMB85.1 million, which are within the annual caps of the agreement. The Group has followed the pricing policies as set out in announcement dated 6 February 2026.

For further details, please refer to the announcement of the Company dated 6 February 2026 published on the websites of HKEX and the Company.

The above continuing connected transactions during the year have been reviewed by the Independent Non-executive Directors in accordance with Rule 14A.55 of the Listing Rules who have confirmed that the transactions have been entered into:

(i) in the ordinary course and usual course of business of the Group;

(ii) on normal commercial terms;

(iii) in accordance with the terms of the relevant agreements governing them on terms that are fair and reasonable and in the interest of the Shareholders as a whole; and

(iv) within the caps set by the Company as disclosed in the relevant announcements.

The Company has engaged the auditor of the Company to report the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor of the Company has issued an unmodified letter to the Company confirming in accordance with rule 14A.56 of the Listing Rules that nothing has come to their attention that causes them to believe the continuing connected transactions: (i) have not been approved by the Board; (ii) were not, in all material respects, in accordance with the pricing policies of the Group; (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (iv) have exceeded the annual cap set by the Company.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules for the year ended 31 March 2026.

During the year ended 31 March 2026, the Group entered into certain related party transactions which are disclosed in note 44 to the consolidated financial statement. The related party transactions as disclosed in note 44(vi) were connected transactions of the Company discloseable under Chapter 14A of the Listing Rules. Other related party transactions disclosed in note 44 did not constitute connected transactions of the Company discloseable under Chapter 14A of the Listing Rules.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules for the year ended 31 March 2026. The Independent Non-executive Directors also confirm the above continuing connected transactions have been entered into pursuant to the requirements as set out in Rule 14A.55 of the Listing Rules. The Company's auditor have also confirmed the matters set out in Rule 14A.56 of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed, as at 31 March 2026 or during the year, none of the Directors had a material interest, whether directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 March 2026, save as disclosed below, none of the Directors had any interest in any business, apart from the Company's business, which competes or is likely to compete, either directly or indirectly, with the Company's business:

Director	Name of Company	Interest in the competing business	Nature of competing business
Mr. XIONG Bin	Beijing Enterprises	Executive director and chief executive officer	Gas
	BE Group	Assistant to the general manager	Gas
Dr. LIU	Zhongran Sencreat	Director	Integrated energy

Although some of the businesses carried out by these companies are similar to the businesses carried out by the Group, they are of different scale and/or at different locations, and the Group, has been operating independently of, and at arm's length from, the businesses of those companies. When making decisions on the Group's business and in the performance of their duties as Directors of the Company, the above Directors have acted and will act in the best interest of the Group and its shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2026, the aggregate amount of turnover attributable to the Group's five largest customers was less than 30% (being the Listing Rules disclosure threshold) of total turnover of the Group. The amount of purchases attributable to the Group's five largest suppliers and the largest supplier were approximately 30.21% and approximately 18.93% respectively, of the total purchases of the Group.

To the knowledge of the Directors, none of the Directors, their close associates, or any Shareholders (which to the knowledge of the Directors own 5% or more of the issued Shares (excluding treasury shares)) had any interest in the major suppliers mentioned above.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

For the year ended 31 March 2026, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares, if any). As at 31 March 2026, the Company and its subsidiaries did not hold any treasury shares.

FUND RAISING AND USE OF PROCEEDS

On 22 April 2021, the Company entered into a placing agreement with Beijing Enterprises Holdings Limited and China Gas Group Limited (the "Vendors") and UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and The Hongkong and Shanghai Banking Corporation Limited for placing of 392,000,000 Shares (the "Placing Shares") at the placing price of HK$29.75 each to not less than six placees (the "Placing"). To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, such placees and their respective ultimate beneficial owners were third parties independent of the Company and its connected persons. On the same date, the Company also entered into a subscription agreement with the Vendors in relation to the subscription of a total of 392,000,000 new Shares (the "Subscription Shares") by the Vendors (the "Subscription"), which represents the same number of Placing Shares. The subscription price was HK$29.75 per Subscription Share (which was the same as the placing price under the Placing) and the net price for the Subscription after deduction of such expenses was approximately HK$29.60 per Subscription Share. The closing price per Share as quoted on the Stock Exchange was HK$32.70 on 21 April 2021, being the day prior to the date of the placing agreement and the subscription agreement. The number of Subscription Shares represented approximately 6.99% of the then enlarged issued shares upon completion of the Subscription. Please refer to the Company's announcements dated 22 April 2021 and 30 April 2021 for further details of the Placing and Subscription.

The Placing and the Subscription were completed on 26 April 2021 and 30 April 2021 respectively. The gross proceeds from the Placing and the Subscription amounted to approximately HK$11,662 million and the net proceeds (after deducting all applicable costs and expenses in relation to the Placing and the Subscription, including commission and levies) amounted to approximately HK$11,602 million.

The net proceeds were intended to be used for acquisition of city gas projects in China, expansion of LPG Smart MicroGrid business, primarily support the development of integrated energy businesses, development of distributed heating business; and as general working capital of the Group. As at 31 March 2026, save as disclosed in note 1 below, the Company had used, and proposed to use, the net proceeds according to the intentions previously disclosed by the Company. A summary of the use of proceeds up to 31 March 2026 is as follows:

Purpose	Approximate amount for the intended use of net proceeds (and the approximate portion thereof) HK$ million	Approximate amount brought forward as at 1 April 2025 HK$ million	Approximate amount utilized during the year ended 31 March 2026 HK$ million	Approximate amount utilized up to 31 March 2026 HK$ million	Approximate unutilized amount HK$ million	Previously disclosed timeline for the intended use of net proceeds	Current expected timeline for the intended use of net proceeds
Acquisition of city gas projects in China	4,641 (40%)	—	—	(4,641)	—	—	—
Expansion of LPG Smart MicroGrid business (note 1)	143 (1%)	2,771	(13)	(143)	—	—	—
Primarily support the development of integrated energy businesses (note 1)	2,758 (24%) (note 1)	— (note 1)	(404)	(404)	2,354	on or before 31 March 2029 (note 1)	on or before 31 March 2029 (note 1)
Development of distributed heating business	2,901 (25%)	—	—	(2,901)	—	—	—
General working capital of the Group	1,160 (10%)	—	—	(1,160)	—	—	—

Note:

1. As disclosed in the 2025/26 interim report of the Company, the macroeconomic environment and policy direction surrounding the LPG Smart MicroGrid business have undergone adjustments in recent years, consequently altering the fundamental dynamics of the industry's development. Notably, the accelerated clean energy transition under the national "dual carbon" goals and the ongoing tightening of safety regulations have impacted the market growth and investment returns of LPG Smart MicroGrid business. Consequently, based on a prudent assessment of these factors, the Group has refrained from making substantial investments in this sector at present. Moving forward, guided by a principle of prudent investment, the Group will closely monitor the evolution of industry policies and technological models, and dynamically evaluate the development potential of this business.

   Following 30 September 2025, the Group intends to amend the use of unutilized proceeds from expansion of LPG Smart MicroGrid business to primarily support the development of integrated energy businesses, including energy storage, distributed photovoltaics, charging infrastructure, virtual power plants, zero-carbon industrial parks, and biomass energy supply. This aligns with the core strategic positioning of a "green city operator" while simultaneously supporting the national "dual carbon" strategic goals. It aims to establish an integrated ecosystem for the coordinated development of "source, grid, load and storage (源網荷儲)", providing users with comprehensive integrated energy solutions. As at 30 September 2025, the approximate unutilized amount of proceeds for expansion of LPG Smart MicroGrid business stood at HK$2.758 billion.

   Consequently, the expected timeline for the intended use of net proceeds deviated from the timeline disclosed and be on or before 31 March 2029. The Board will continuously assess and monitor on the plan and timeline for the use of the net proceeds. The Group endeavours to adhere to the implementation plan and timeline for the use of proceeds as disclosed.

EMOLUMENT POLICY

The Company's emolument policy is to maintain fair and competitive packages with reference to industry standards and prevailing market conditions. The Board is mindful that levels of remuneration must be sufficient to attract and retain Directors and senior management to run the Company successfully, but at the same time, the Company should avoid setting remunerations which are in excess of those necessary for this purpose.

The emoluments of the Executive Directors and employees ranking vice president or above are decided by the Remuneration Committee while the remuneration of the Non-executive Directors and other senior management are determined by the Board, having regard to the Company's results, individual performance and prevailing market conditions.

The Company has adopted the 2013 Share Option Scheme on 20 August 2013 (which was terminated on 23 August 2023), the 2020 Share Award Scheme on 27 November 2020 (amended and restated in 2023), the 2023 Share Option Scheme on 23 August 2023 and the 2026 Share Award Scheme on 24 June 2026 providing incentives to Directors and eligible employees and persons, details of the scheme are set out in note 35 and note 48 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws or the laws of Bermuda which oblige the Company to offer new Shares to the existing Shareholders on a pro-rata basis.

DONATIONS

During the year ended 31 March 2026, donations made by the Group were approximately HK$3,395,000.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the Independent Non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considered all of them to be independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is available to the Company and within the knowledge of the Directors, the Company maintained sufficient amount of public float under the Listing Rules as at the date of this annual report.

POST BALANCE SHEET EVENTS

On 17 April 2026, conditional upon the Shareholders approving the adoption of the 2026 Share Award Scheme at the special general meeting held on 24 June 2026, the Company conditionally granted an aggregate of 462,000,000 award shares under the 2026 Share Award Scheme to certain Directors, namely Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LIU Chang and Dr. LIU Mingxing, each an Executive Director (the "Directors Conditional Grants"). The adoption of the 2026 Share Award Scheme and the Directors Conditional Grants were approved by the independent Shareholders at the special general meeting held on 24 June 2026. Details of the share awards granted under the 2026 Share Award Scheme are as follows:

Name or category of grantee	Date of grant	Number of award shares granted during the year ended 31 March 2026	Number of award shares vested during the year ended 31 March 2026	Number of award shares cancelled/ forfeited during the year ended 31 March 2026	Number of award share lapsed during the year ended 31 March 2026	Outstanding as at 31 March 2026	Number of award shares granted after the year ended 31 March 2026	Purchase price of each award share HK$	Closing price immediately before the date of grant HK$	Weighted average closing price immediately before the vesting date during the year ended 31 March 2026 HK$
Director										
Mr. LIU Ming Hui	17 April 2026	—	—	—	—	—	270,000,000 (note 1)	5.50, with an additional 2-year lock-up period after vesting	7.15	—
Mr. HUANG Yong)	17 April 2026	—	—	—	—	—	54,000,000 (note 1)	5.00	7.15	—
Mr. ZHU Weiwei	17 April 2026	—	—	—	—	—	48,000,000 (note 1)	5.00	7.15	—
Ms. LIU Chang	17 April 2026	—	—	—	—	—	45,000,000 (note 1)	5.00	7.15	—
Dr. LIU Mingxing	17 April 2026	—	—	—	—	—	45,000,000 (note 1)	5.00	7.15	—
Total							462,000,000			

Note:

1. Vesting Period: subject to the fulfilment of the Vesting Targets (as defined below), all the award shares granted shall vest in instalments over two calendar years, with a vesting rate of 50% for each instalment. The first instalment may be made at any time within the calendar year in which the Vesting Targets have been attained, and the second instalment, comprising the remaining 50% of the award shares, may be made at any time in the next calendar year following the first instalment.

   Vesting Targets: The awards granted to each grantee under the corresponding Directors Conditional Grants shall vest in him/her subject to satisfaction of the vesting conditions set out below (the "Vesting Targets"):

   By using the Group's audited profit attributable to Shareholders (excluding share-based payment expenses and other gains and losses) for the financial year ending 31 March 2026 as the base figure, the following targets must be achieved:

   Annual Target: the Group's audited profit attributable to Shareholders (excluding share-based payment expenses and other gains and losses) for each of the five consecutive financial years from financial year 2027 to financial year 2031 (each ending 31 March) must increase by not less than 15% year-on-year; or

   Ultimate Target: the Group's audited profit attributable to Shareholders (excluding share-based payment expenses and other gains and losses) for the financial year ending 31 March 2031 must have increased by not less than 101.14% cumulatively compared to the base figure for the financial year ended 31 March 2026; if any of the Group's audited annual results confirm that such ultimate growth target has been achieved before the end of the assessment period, the performance vesting condition shall be deemed to have been satisfied early.

   Either the annual target or the ultimate target being achieved shall satisfy the Vesting Targets, and achievement thereof shall be determined by reference to the formal audit report issued by a qualified practising auditor in Hong Kong engaged by the Company.

For further details, please refer to the announcements of the Company dated 17 April 2026 and 10 May 2026, and the circular of the Company dated 4 June 2026 published on the websites of HKEX and the Company.

On 29 April 2026, Beijing Gas Group (Tianjin) Natural Gas Sales Co., Ltd.* (北京燃氣集團(天津)天燃氣銷售有限公司) ("Beijing Gas Tianjin") and China Gas Hongda Energy Trading Co., Ltd.* (中燃宏大能源貿易有限公司) ("China Gas Hongda") entered into a liquefied natural gas sale and purchase agreement and a letter, pursuant to which China Gas Hongda agreed to purchase and Beijing Gas Tianjin agreed to sell 60,000 tonnes of LNG during the period from 1 April 2026 to 1 April 2027. Beijing Gas Tianjin is a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the transactions thereunder constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. Given that one or more of the applicable percentage ratios (as defined in the Listing Rules) on an aggregated basis exceeds 0.1% but are less than 5%, the entering into the relevant agreement and the transactions contemplated thereunder subject to the reporting and announcement requirements but are exempt from the circular and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

For further details, please refer to the announcement of the Company dated 29 April 2026 published on the websites of HKEX and the Company.

Save as disclosed above, no significant event occurred after the date of the balance sheet.

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business was entered into or existed during the year ended 31 March 2026.

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their offices.

Such permitted indemnity provision has been in force throughout the year and is still in force. In addition, the Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

AUDITORS

A resolution will be proposed in the forthcoming AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

SUPPLEMENTAL INFORMATION IN RELATION TO THE 2024/25 ANNUAL REPORT

The Company would like to provide the following supplemental information in relation to its (i) fund raising and use of proceeds and (ii) share-based compensation schemes.

Fund Raising and Use of Proceeds

As disclosed in the annual report of the Company for the year ended 31 March 2025 (the "2024/25 Annual Report"), on 22 April 2021, the Company entered into a placing agreement with Beijing Enterprises Holdings Limited and China Gas Group Limited (the "Vendors") and UBS AG Hong Kong Branch, Goldman Sachs (Asia) L.L.C. and The Hongkong and Shanghai Banking Corporation Limited for placing of 392,000,000 Shares (the "Placing Shares") at the placing price of HK$29.75 each to not less than six placees (the "Placing"). On the same date, the Company also entered into a subscription agreement with the Vendors in relation to the subscription of a total of 392,000,000 new Shares by the Vendors (the "Subscription"), which represents the same number of Placing Shares. The Placing and the Subscription were completed on 26 April 2021 and 30 April 2021 respectively.

A summary of the use of proceeds from the Placing and Subscription up to 31 March 2025 is as follows:

Purpose	Approximate amount for the intended use of net proceeds (and the approximate portion thereof) HK$ million	Approximate amount brought forward as at 1 April 2024 HK$ million	Approximate amount utilized during the year ended 31 March 2025 HK$ million	Approximate amount utilized up to 31 March 2025 HK$ million	Approximate unutilized amount HK$ million	Previously disclosed timeline for the intended use of net proceeds	Current expected timeline for the intended use of net proceeds
Acquisition of city gas projects in China	4,641 (40%)	—	—	(4,641)	—	—	—
Expansion of LPG Smart MicroGrid business (note 1)	2,901 (25%)	2,793	(22)	(130)	2,771	on or before 31 March 2029 (note 1)	on or before 31 March 2029 (note 1)
Development of distributed heating business	2,901 (25%)	313	(313)	(2,901)	—	—	—
General working capital of the Group	1,160 (10%)	—	—	(1,160)	—	—	—

Note:

1. As disclosed in the 2025/2026 interim report of the Company (the "2025/26 Interim Report"), the macroeconomic environment and policy direction surrounding the LPG Smart MicroGrid business have undergone adjustments in recent years, consequently altering the fundamental dynamics of the industry's development. Notably, the accelerated clean energy transition under the national "dual carbon" goals and the ongoing tightening of safety regulations have impacted the market growth and investment returns of LPG Smart MicroGrid business. Consequently, based on a prudent assessment of these factors, the Group has refrained from making substantial investments in this sector at present. Moving forward, guided by a principle of prudent investment, the Group will closely monitor the evolution of industry policies and technological models, and dynamically evaluate the development potential of this business.

   Following 30 September 2025, the Group intends to amend the use of unutilized proceeds from expansion of LPG Smart MicroGrid business to primarily support the development of integrated energy businesses, including energy storage, distributed photovoltaics, charging infrastructure, virtual power plants, zero-carbon industrial parks, and biomass energy supply. This aligns with the core strategic positioning of a "green city operator" while simultaneously supporting the national "dual carbon" strategic goals. It aims to establish an integrated ecosystem for the coordinated development of "source, grid, load and storage (源網荷儲)", providing users with comprehensive integrated energy solutions. As at 30 September 2025, the approximate unutilized amount of proceeds originally allocated for expansion of LPG Smart MicroGrid business stood at HK$2,758 million.

   Consequently, it is anticipated that the expected timeline for the intended use of net proceeds will deviate from the timeline disclosed and be on or before 31 March 2029. The Board will continuously assess and monitor on the plan and timeline for the use of the net proceeds.

Share-based Compensation Schemes

As disclosed in the 2024/25 Annual Report, the Company adopted a share option scheme on 23 August 2023 (the "2023 Share Option Scheme").

The maximum number of share options available for grant under the scheme mandate and service provider sub-limit of the 2023 Share Option Scheme as at 31 March is 544,033,577 and 54,403,357, representing approximately 10.01% and 1.00% of the total issued shares of the Company, respectively, as at 1 April 2024, and approximately 9.99% and 1.00% of the total issued shares of the Company, respectively, as at 31 March 2025.

The total number of shares of the Company available for issue under the 2023 Share Option Scheme is 544,033,577 Shares, representing approximately 9.99% of the total issued shares of the Company as at the date of the 2024/25 Annual Report.

The supplemental information set out above does not affect other information contained in the 2024/2025 Annual Report. Save as disclosed above, all other information in the 2024/2025 Annual Report remains unchanged.

On behalf of the Board
China Gas Holdings Limited
LIU Ming Hui
Chairman and President

26 June 2026

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. LIU Ming Hui *(Chairman and President)*
Mr. HUANG Yong *(Executive President)*
Mr. ZHU Weiwei
Ms. LI Ching
Ms. LIU Chang *(Vice President)*
Mr. ZHAO Kun *(Vice President)*
Dr. LIU Mingxing
(re-designated from a Non-executive Director with effect from 1 August 2025)

Non-executive Directors

Mr. XIONG Bin *(Vice Chairman)*
Mr. Ayush GUPTA
Ms. ZHOU Xueyan

Independent Non-executive Directors

Mr. ZHAO Yuhua
Dr. MAO Erwan
Ms. CHEN Yanyan
Mr. ZHANG Ling
Dr. MA Weihua

COMPANY SECRETARY

Ms. CHAN Pui Ling
(appointed with effect from 10 November 2025)
Ms. CHAN Wing Ki
(resigned with effect from 10 November 2025)

AUDITORS

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors

PRINCIPAL BANKS

Industrial and Commercial Bank of China Limited
China Construction Bank Corporation
Bank of Communications Co., Ltd.
Bank of China Limited
China CITIC Bank Corporation Limited
Industrial Bank Co., Ltd.
The Hong Kong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Nanyang Commercial Bank, Limited
Oversea-Chinese Banking Corporation Limited

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

China Gas Building
188 Meiyuan Road
Luohu District
Shenzhen
Guangdong Province
China

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1601
16th Floor, Capital Centre
151 Gloucester Road
Wan Chai
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Corporate Services (Bermuda) Limited
Canon's Court, 22 Victoria Street
PO Box HM 1179, Hamilton HM EX
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–16
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

INVESTOR RELATIONS

Telephone:	(852) 2877 0800
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E-mail:	investor@chinagasholdings.com.hk

STOCK CODE

384

WEBSITE

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INDEPENDENT AUDITOR'S REPORT

Deloitte. 德勤

TO THE SHAREHOLDERS OF CHINA GAS HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of China Gas Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 96 to 234, which comprise the consolidated statement of financial position as at 31 March 2026, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") 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") as issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of goodwill	
We identified impairment assessment of goodwill as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant judgments made by the management in determining the recoverable amounts of cash-generating units ("CGUs") to which goodwill has been allocated, which are derived from value in use calculations using discounted cash flow models. At 31 March 2026, the Group has goodwill with carrying value of HK$3,100,480,000 relating to CGUs principally engaged in the sales of natural gas and gas pipeline construction business, sales of liquefied petroleum gas business and provision of value-added services in the People's Republic of China. Details are disclosed in notes 4 and 21 to the consolidated financial statements. During the process of impairment assessment of goodwill, the management considered the assessment of certain CGUs is highly judgmental and is dependent on key inputs and assumptions used in the discounted cash flow forecast, including discount rates and growth rates. The carrying amount of goodwill of these identified CGUs at 31 March 2026 amounted to HK$2,242,221,000. As at and during the year ended 31 March 2026, no impairment of goodwill has been recognised.	Our procedures in relation to impairment assessment of goodwill of the identified CGUs included: • Understanding the Group's impairment assessment process, including the impairment model adopted and the key inputs and assumptions used; • Assessing the application of the impairment model adopted by the management; • Evaluating the accuracy of historical cash flow forecasts prepared by the management by comparing the actual results to the historical cash flow forecasts; • Engaging our internal valuation experts to assess the appropriateness of discount rates used; and • Assessing the growth rates applied in the cash flow forecast.

OTHER INFORMATION

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

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

OTHER INFORMATION (Continued)

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 HKFRS Accounting Standards as issued by the HKICPA 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible 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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

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

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

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

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

We communicate with those charged with governance 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.

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

We also provide those charged with governance 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 those charged with governance, we determine the 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 TSANG, Yiu Chung (practising certificate number: P05398).

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
26 June 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	NOTES	**2026 HK$'000**	2025 HK$'000
Revenue	5	**73,603,933**	79,258,009
Cost of sales		**(62,723,264)**	(67,994,836)
Gross profit		**10,880,669**	11,263,173
Other income	6	**518,289**	996,758
Other gains and losses	7	**(140,548)**	(163,555)
Selling and distribution costs		**(2,292,694)**	(2,441,024)
Administrative expenses		**(2,917,161)**	(3,111,288)
Finance costs	8	**(1,683,962)**	(1,802,182)
Share of results of associates		**175,193**	187,465
Share of results of joint ventures		**194,029**	253,835
Profit before taxation		**4,733,815**	5,183,182
Taxation	9	**(1,216,338)**	(993,203)
Profit for the year	10	**3,517,477**	4,189,979
Other comprehensive income (expense)			
Items that will not be reclassified to profit or loss:			
Exchange differences arising on translation		**3,524,973**	(693,879)
Increase (decrease) in fair value of investments in equity instruments at fair value through other comprehensive income		**248,398**	(52,564)
		3,773,371	(746,443)
Items that may be reclassified subsequently to profit or loss:			
Fair value (loss) gain on hedging instruments designated as cash flow hedge		**(35,354)**	96,174
Reclassification to profit or loss on realisation of cash flow hedge		**1,084**	(108,879)
		(34,270)	(12,705)
Other comprehensive income (expense) for the year		**3,739,101**	(759,148)
Total comprehensive income for the year		**7,256,578**	3,430,831

For the year ended 31 March 2026

	NOTE	**2026** **HK$'000**	2025 HK$'000
Profit for the year attributable to:			
Owners of the Company		**2,719,049**	3,251,614
Non-controlling interests		**798,428**	938,365
		3,517,477	4,189,979
Total comprehensive income for the year attributable to:			
Owners of the Company		**6,034,569**	2,583,414
Non-controlling interests		**1,222,009**	847,417
		7,256,578	3,430,831
Earnings per share	14		
Basic		**HK$0.50**	HK$0.60
Diluted		**HK$0.50**	HK$0.60

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2026

	NOTES	2026 HK$'000	2025 HK$'000
Non-current assets			
Investment properties	15	**2,628,551**	2,513,161
Property, plant and equipment	16	**71,537,453**	68,749,408
Right-of-use assets	17	**2,542,264**	2,313,285
Investments in associates	18	**10,249,445**	9,786,048
Investments in joint ventures	19	**11,578,907**	11,774,449
Equity instruments at fair value through other comprehensive income	20	**805,475**	800,442
Goodwill	21	**3,100,480**	2,989,853
Other intangible assets	22	**2,984,086**	3,031,174
Deposits for acquisition of property, plant and equipment		**429,192**	175,049
Deposits for acquisition of subsidiaries, joint ventures and associates and other deposits		**126,494**	101,464
Deferred tax assets	34	**1,263,536**	1,438,737
		107,245,883	103,673,070
Current assets			
Inventories	23	**4,181,075**	4,284,695
Contract assets	24	**12,836,295**	11,753,650
Trade and other receivables	25	**16,582,377**	15,562,499
Amounts due from associates	26	**211,750**	177,144
Amounts due from joint ventures	26	**3,696,966**	3,506,016
Derivative financial instruments	27	**530,179**	64,098
Held-for-trading investments	28	**51,805**	35,602
Pledged bank deposits	29	**104,907**	310,447
Cash and cash equivalents	29	**12,289,276**	8,853,349
		50,484,630	44,547,500
Current liabilities			
Trade and other payables	30	**15,927,771**	16,746,886
Amounts due to associates	26	**37,733**	57,770
Amounts due to joint ventures	26	**543,991**	498,058
Contract liabilities	24	**7,775,452**	7,921,488
Derivative financial instruments	27	**587,028**	51,415
Tax payable		**322,564**	480,090
Lease liabilities	31	**95,296**	64,578
Bank and other borrowings — due within one year	32	**29,946,425**	21,081,999
		55,236,260	46,902,284
Net current liabilities		**(4,751,630)**	(2,354,784)
Total assets less current liabilities		**102,494,253**	101,318,286

At 31 March 2026

	NOTES	2026 HK$'000	2025 HK$'000
Equity			
Share capital	33	**54,482**	54,482
Reserves		**57,119,112**	53,810,213
Equity attributable to owners of the Company		**57,173,594**	53,864,695
Non-controlling interests		**7,610,335**	6,862,010
Total equity		**64,783,929**	60,726,705
Non-current liabilities			
Bank and other borrowings — due after one year	32	**36,189,571**	39,148,798
Lease liabilities	31	**305,588**	128,933
Deferred tax liabilities	34	**1,215,165**	1,313,850
		37,710,324	40,591,581
		102,494,253	101,318,286

The consolidated financial statements on pages 96 to 234 were approved and authorised for issue by the Board of Directors on 26 June 2026 and are signed on its behalf by:

LIU MING HUI
DIRECTOR

ZHU WEIWEI
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2026

	Attributable to owners of the Company														Non-controlling interests HK$'000	Total HK$'000
	Share capital HK$'000	Share premium HK$'000	Translation reserve HK$'000	Investment revaluation reserve HK$'000	Properties revaluation reserve HK$'000	Hedging reserve HK$'000	Special reserve HK$'000 (Note i)	Treasury shares reserve HK$'000 (Note iv)	Employee share-based compensation reserve HK$'000	Capital reserve HK$'000 (Note ii)	Capital redemption reserve HK$'000	Statutory funds HK$'000 (Note iii)	Accumulated profits HK$'000	Sub-total HK$'000		
At 1 April 2024	54,356	20,231,731	(6,449,171)	(508,951)	74,738	7,755	1,602	(1,084,360)	2,816	(3,777,948)	3,435	3,900,495	41,471,157	53,927,655	6,819,698	60,747,353
Profit for the year	—	—	—	—	—	—	—	—	—	—	—	—	3,251,614	3,251,614	938,365	4,189,979
Other comprehensive expense for the year	—	—	(602,931)	(52,564)	—	(12,705)	—	—	—	—	—	—	—	(668,200)	(90,948)	(759,148)
Total comprehensive (expense) income for the year	—	—	(602,931)	(52,564)	—	(12,705)	—	—	—	—	—	—	3,251,614	2,583,414	847,417	3,430,831
Issue of shares (note 33)	126	80,175	—	—	—	—	—	—	—	—	—	—	—	80,301	—	80,301
Acquisition of additional interest of subsidiaries	—	—	—	—	—	—	—	—	—	(11,528)	—	—	—	(11,528)	(11,095)	(22,623)
Disposal and winding up of subsidiaries (note 37)	—	—	—	—	—	—	—	—	—	37,152	—	(308)	(36,844)	—	(41,891)	(41,891)
Capital contribution from non-controlling interests of subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	—	—	23,240	23,240
Recognition of equity-settled share-based payments	—	—	—	—	—	—	—	—	2,919	—	—	—	—	2,919	—	2,919
Shares vested under the share award scheme	—	—	—	—	—	—	—	379	(171)	—	—	—	(208)	—	—	—
Dividends paid by subsidiaries to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(775,359)	(775,359)
Dividends recognised as distributions (note 13)	—	—	—	—	—	—	—	—	—	—	—	—	(2,718,066)	(2,718,066)	—	(2,718,066)
Transfer	—	—	—	—	—	—	—	—	—	—	—	107,532	(107,532)	—	—	—
At 31 March 2025	54,482	20,311,906	(7,052,102)	(561,515)	74,738	(4,950)	1,602	(1,083,981)	5,564	(3,752,324)	3,435	4,007,719	41,860,121	53,864,695	6,862,010	60,726,705

For the year ended 31 March 2026

	Attributable to owners of the Company														Non-controlling interests HK$'000	Total HK$'000
	Share capital HK$'000	Share premium HK$'000	Translation reserve HK$'000	Investment revaluation reserve HK$'000	Properties revaluation reserve HK$'000	Hedging reserve HK$'000	Special reserve HK$'000 (Note i)	Treasury shares reserve HK$'000 (Note iv)	Employee share-based compensation reserve HK$'000	Capital reserve HK$'000 (Note ii)	Capital redemption reserve HK$'000	Statutory funds HK$'000 (Note iii)	Accumulated profits HK$'000	Sub-total HK$'000		
At 1 April 2025	54,482	20,311,906	(7,052,102)	(561,515)	74,738	(4,950)	1,602	(1,083,981)	5,564	(3,752,324)	3,435	4,007,719	41,860,121	53,864,695	6,862,010	60,726,705
Profit for the year	—	—	—	—	—	—	—	—	—	—	—	—	2,719,049	2,719,049	798,428	3,517,477
Other comprehensive income (expense) for the year	—	—	3,101,392	248,398	—	(34,270)	—	—	—	—	—	—	—	3,315,520	423,581	3,739,101
Total comprehensive income (expense) for the year	—	—	3,101,392	248,398	—	(34,270)	—	—	—	—	—	—	2,719,049	6,034,569	1,222,009	7,256,578
Acquisition of a subsidiary	—	—	—	—	—	—	—	—	—	—	—	—	—	—	347	347
Acquisition of additional interest of subsidiaries	—	—	—	—	—	—	—	—	—	(2,015)	—	—	—	(2,015)	(16,036)	(18,051)
Disposal and winding up of subsidiaries (note 37)	—	—	—	—	—	—	—	—	—	—	—	(23,063)	23,063	—	(992)	(992)
Capital contribution from non-controlling interests of subsidiaries	—	—	—	—	—	—	—	—	—	—	—	—	—	—	111,195	111,195
Recognition of equity-settled share-based payments	—	—	—	—	—	—	—	—	421	—	—	—	—	421	—	421
Dividends paid by subsidiaries to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(568,198)	(568,198)
Dividends recognised as distributions (note 13)	—	—	—	—	—	—	—	—	—	—	—	—	(2,724,076)	(2,724,076)	—	(2,724,076)
Lapse of share option	—	—	—	—	—	—	—	—	(5,985)	—	—	—	5,985	—	—	—
Disposal of equity instruments at fair value through other comprehensive income	—	—	—	(48,631)	—	—	—	—	—	—	—	—	48,631	—	—	—
Transfer	—	—	—	—	—	—	—	—	—	—	—	41,574	(41,574)	—	—	—
At 31 March 2026	54,482	20,311,906	(3,950,710)	(361,748)	74,738	(39,220)	1,602	(1,083,981)	—	(3,754,339)	3,435	4,026,230	41,891,199	57,173,594	7,610,335	64,783,929

Notes:

(i) The special reserve of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1995.

(ii) Capital reserve represents the effect of changes in the ownership interests in subsidiaries on the equity attributable to owners of the Company upon the acquisition of non-controlling interests.

(iii) In accordance with statutory requirements in the People's Republic of China, other than Hong Kong (the "PRC"), subsidiaries registered in the PRC are required to transfer a certain percentage of the annual net income from accumulated profits to the statutory funds, until the statutory funds are accumulated up to 50% of its registered capital. Under normal circumstances, the statutory funds are not allowed to be distributed to the subsidiaries' shareholders as dividends. The statutory funds shall only be used for making good losses, capitalisation into paid-in capital and expansion of its production and operations.

(iv) Treasury shares reserve comprises the consideration paid for the repurchase of the Company's shares for treasury shares held under the share award scheme of the Company as disclosed in note 35 and transaction costs thereon.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2026

	2026 HK$'000	2025 HK$'000
OPERATING ACTIVITIES		
Profit before taxation	**4,733,815**	5,183,182
Adjustments for:		
Changes in fair value of investment properties	**27,573**	41,344
Impairment losses recognised for trade receivables and contract assets, net	**14,855**	568,028
Depreciation of property, plant and equipment	**2,825,946**	2,687,011
Depreciation of right-of-use assets	**160,454**	149,891
Amortisation of intangible assets	**201,217**	178,525
Changes in fair value of held-for-trading investments	**(16,203)**	(8,017)
Changes in fair value of derivative financial instruments	**(9,721)**	(17,633)
(Gain) loss on disposal of property, plant and equipment	**(1,233)**	1,773
Finance costs	**1,683,962**	1,802,182
Share of results of associates	**(175,193)**	(187,465)
Share of results of joint ventures	**(194,029)**	(253,835)
Interest income	**(112,770)**	(214,786)
Net foreign exchange gain	**(35,843)**	(34,297)
Loss (gain) on disposal and winding up of subsidiaries	**33,284**	(472,146)
Loss on disposal of a joint venture	**—**	3,624
Gain on disposal of interests/partial interests in associates and deemed acquisition of additional interests in an associate	**(95,274)**	(43,822)
Loss on derecognition of financial assets measured at amortised cost	**96,029**	—
Share-based payment expense	**421**	2,919
Operating cash flows before movements in working capital	**9,137,290**	9,386,478
Decrease in inventories	**285,313**	398,234
Increase in contract assets	**(580,467)**	(1,967,240)
Decrease (increase) in trade and other receivables	**1,577,760**	(486,510)
Increase in amounts due from associates	**(25,599)**	(36,661)
(Increase) decrease in amounts due from joint ventures	**(172,951)**	1,265,600
Decrease in trade and other payables	**(1,323,588)**	(247,593)
Increase (decrease) in amounts due to joint ventures	**20,608**	(23,144)
Decrease in amounts due to associates	**(22,974)**	(23,111)
Decrease in contract liabilities	**(478,208)**	(527,016)
Change in derivative financial instruments	**—**	11,752
Cash generated from operations	**8,417,184**	7,750,789
PRC Enterprise Income Tax paid	**(1,399,600)**	(1,309,833)
NET CASH FROM OPERATING ACTIVITIES	**7,017,584**	6,440,956

For the year ended 31 March 2026

	NOTE	2026 HK$'000	2025 HK$'000
INVESTING ACTIVITIES			
Interest received		**112,770**	214,786
Deposits paid for acquisition of subsidiaries, joint ventures and associates		**(23,882)**	(6,185)
Placement of pledged bank deposits		**(198,128)**	(440,967)
Withdrawal of pledged bank deposits		**414,563**	314,519
Additions of investment properties		**(24,332)**	(2,188)
Additions of and deposits paid for acquisition of property, plant and equipment		**(4,451,169)**	(4,637,629)
Additions of right-of-use assets		**(25,113)**	(37,098)
Additions of equity instrument at fair value through other comprehensive income		**(4,581)**	(130,222)
Net cash outflow on acquisition of a subsidiary		**(1,418)**	—
Net cash inflow on disposals and winding-up of subsidiaries	37	**269,843**	429,111
Proceeds from disposal/partial disposal of interests in associates		**194,986**	124,629
Proceeds from capital reduction/disposal of joint ventures		**243,039**	17,095
Proceeds from disposal of property, plant and equipment		**182,874**	190,643
Proceeds from disposal of right-of-use assets		**8,206**	33,803
Proceeds from disposal of investment properties		**3,713**	4,070
Proceeds from disposal of equity instruments at fair value through other comprehensive income		**205,312**	26,158
Additions of investments in joint ventures		**(21,849)**	(22,039)
Additions of investments in associates		**(142,060)**	(134,466)
Repayment from (advances to) non-controlling interests of subsidiaries		**3,570**	(3,785)
Advances to associates		**—**	(66,799)
Repayment from joint ventures		**436,559**	1,738,971
Dividend received from associates		**176,337**	291,735
Dividend received from joint ventures		**461,554**	327,685
Gross cash outflow from derivative financial instruments		**—**	(11,752)
NET CASH USED IN INVESTING ACTIVITIES		**(2,179,206)**	(1,779,925)

For the year ended 31 March 2026

	2026 HK$'000	2025 HK$'000
FINANCING ACTIVITIES		
Interest paid	**(1,929,918)**	(2,271,042)
Dividends paid	**(2,724,076)**	(2,637,765)
New bank and other borrowings raised	**31,814,184**	36,570,782
Repayments of bank and other borrowings	**(28,909,448)**	(34,381,173)
Repayment of lease liabilities	**(96,043)**	(70,645)
Advance from (repayment to) non-controlling interests of subsidiaries	**97,157**	(64,197)
Acquisition of additional interests in subsidiaries	**(18,051)**	(22,623)
Repayment of consideration payables	**(37,615)**	(178,337)
Capital contribution from non-controlling interests of subsidiaries	**111,195**	23,240
Dividends paid by subsidiaries to non-controlling interests	**(568,198)**	(775,359)
NET CASH USED IN FINANCING ACTIVITIES	**(2,260,813)**	(3,807,119)
NET INCREASE IN CASH AND CASH EQUIVALENTS	**2,577,565**	853,912
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**8,853,349**	8,094,336
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**858,362**	(94,899)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	**12,289,276**	8,853,349

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

1. GENERAL INFORMATION

China Gas Holdings Limited (the "Company") is a public limited company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office and principal place of business are disclosed in the section headed "Corporate Information" of the Group's annual report.

The Company acts as an investment holding company. The activities of its principal subsidiaries (together with the Company referred to as the "Group") and its associates and joint ventures are set out in notes 46, 18 and 19 respectively.

The consolidated financial statements are presented in Hong Kong dollars ("HK$") and the functional currency of the Company and majority of its subsidiaries is Renminbi ("RMB"). As the Company is a listed entity in Hong Kong, the directors of the Company consider that it is appropriate to present the consolidated financial statements in HK$.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") for the first time, which are mandatorily effective for the Group's annual period beginning on or after 1 April 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability

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

For the year ended 31 March 2026

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

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

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

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

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

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

HKFRS 18 "Presentation and Disclosure in Financial Statements"

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

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is expected to affect the presentation of the statement of profit or loss and other comprehensive income and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Hong Kong Companies Ordinance.

As at 31 March 2026, the Group's net current liabilities amounted to HK$4,751,630,000. The consolidated financial statements have been prepared on a going concern basis because the directors of the Company believe that the Group has sufficient funds to finance its current working capital requirements taking account of the cash flows from operations and assuming the continuing ability to utilise the available bank facilities. As at 31 March 2026, the Group had available unutilised bank facilities of approximately HK$124,250,090,000.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment" ("HKFRS 2"), leasing transactions that are accounted for in accordance with HKFRS 16 "Leases" ("HKFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets" ("HKAS 36").

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.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Material accounting policy information

Basis of consolidation

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Basis of consolidation (Continued)

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

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.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interests; and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is amortised for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described in below.

Investments in associates and joint ventures

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

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Investments in associates and joint ventures (Continued)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. For associates and joint ventures that use accounting policies that differ from those of the Group for like transactions and events in similar circumstances, appropriate adjustments have been made to conform the associate's and the joint venture's accounting policies to those of the Group. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Investments in associates and joint ventures (Continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Changes in the Group's investments in associates and joint ventures

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When the Group increases its ownership interest in an associate or a joint venture but the Group continues to use the equity method, goodwill is recognised at acquisition date if there is excess of the consideration paid over the share of carrying amount of net assets attributable to the additional interests in associates or joint ventures acquired. Any excess of share of carrying amount of net assets attributable to the additional interests in associates or joint ventures acquired over the consideration paid are recognised in the profit or loss in the period in which the additional interest are acquired.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Revenue from contracts with customers

Information about the Group's accounting policies related to contracts with customers is provided in notes 5 and 24.

Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as a lessee

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

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

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

For a lease modification that is not accounted for as a separate lease, the Group accounts for the remeasurement of the lease liability by (i) decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease. The Group recognises in profit or loss any gain or loss relating to the partial or full termination of the lease; or (ii) making corresponding adjustments to the relevant right-of-use asset for all other lease modifications.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

Exchange differences relating to the retranslation of the Group's net assets in RMB to the Group's presentation currency in HK$ are recognised directly in other comprehensive income and accumulated in equity under the heading of translation reserve. Such exchange differences accumulated in translation reserve will not be reclassified to profit or loss subsequently.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction on production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remains outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

Employee benefits

Retirement benefits costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS Accounting Standard requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees after deducting any amount already paid.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation

Taxation represents the sum of current and deferred income tax expense.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arise from the initial recognition of goodwill.

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

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

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

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Construction in progress is carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Property, plant and equipment (Continued)

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets, other than properties under construction, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

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

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets acquired in a business combination with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful life to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

- cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 29. If the contractual restrictions to use the cash extend beyond 12 months after the end of the reporting period, the related amounts are classified as non-current in the consolidated statement of financial position.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15"). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Equity instruments designated as at fair value through other comprehensive income ("FVTOCI")

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and is transferred to accumulated profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, deposits and other receivables, amounts due from non-controlling interests of subsidiaries, amounts due from associates and joint ventures, pledged bank deposits and bank balances) and other items (contract assets and financial guarantee contracts) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

(iii) Credit-impaired financial assets

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

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

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

Lifetime ECL for trade receivables and contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "other gains and losses" line item as part of the net foreign exchange gain;
- For equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investment revaluation reserve.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated profits.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amounts due to associates and joint ventures, amounts due to non-controlling interests of subsidiaries and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "other gains and losses" line item in profit or loss as part of net foreign exchange gain for financial liabilities that are not part of a designated hedging relationship.

Derecognition of financial liabilities

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

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The Group designates derivatives as hedging instruments for cash flow hedges. At the inception of the hedging relationship the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

3.2 Material accounting policy information (Continued)

Derivative financial instruments (Continued)

For hedge effectiveness assessment, the Group considers whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the "other gains and losses" line item. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

For the year ended 31 March 2026

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Impairment assessment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU to which goodwill has been allocated, which is the higher of the value in use and fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU (or a group of CGUs) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or changes in facts and circumstances which result in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise.

As at 31 March 2026, the Group has goodwill of approximately HK$3,100,480,000 (2025: HK$2,989,853,000). The impairment assessment of certain CGUs is highly judgmental and is dependent on key inputs and assumptions used in the discounted cash flow forecast, including discount rates and growth rates. As at and during the year ended 31 March 2026, no impairment of goodwill has been recognised (2025: Nil). Details of the recoverable amount calculation are disclosed in note 21.

Recognition of engineering design, construction and installation income

Revenue from engineering design, construction and installation is measured based on the input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation. Accordingly, any changes to the actual costs incurred and the estimated budgeted costs may have material impact on the revenue recognised in each accounting period over the contract term. The management of the Group is required to exercise significant judgments in the assessment of the progress of satisfaction of performance obligation, including costs incurred to date and budgeted costs to complete.

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION

Revenue

(i) Disaggregation of revenue from contracts with customers

	2026 HK$'000	2025 HK$'000
Types of goods or services		
Sales of natural gas	48,395,504	49,049,432
Engineering design, construction and installation	4,941,923	5,391,815
Sales of liquefied petroleum gas ("LPG")	14,972,092	19,575,477
Value-added services	3,699,906	3,731,560
Other businesses	1,594,508	1,509,725
Total	73,603,933	79,258,009

(ii) Performance obligations for contracts with customers and revenue recognition policies

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies (Continued)

The Group recognises revenue from the following major sources:

(a) Sales of natural gas

Revenue from the sales of natural gas is recognised at a point in time when control of the natural gas is transferred to the customers, being at the point the natural gas is delivered to the customers. For household customers, the Group generally requires advance payment before the usage of the natural gas through prepaid cards. The charge of the actual usage of natural gas will be deducted directly from the balance of the prepaid cards. The customers can only consume the natural gas up to the balance of the prepaid cards. For certain industrial and commercial customers, the Group requires advance payment before the usage of the natural gas, and bills any shortage against the periodically actual charge for the actual usage of natural gas. For other industrial and commercial customers, the Group allows an average credit period of 30 to 180 days for amounts billed.

(b) Engineering design, construction and installation

The Group provides gas connection services under gas pipeline construction contracts with its customers. Such contracts are entered into before construction of the gas pipeline begins. The Group centralises most of its engineering design, construction and installation functions by setting up certain subsidiaries to carry out those functions (the "Centralised EDC Subsidiaries"). Most engineering design, construction and installation works under those gas pipeline construction contracts with the Group's customers are performed by the Centralised EDC Subsidiaries on behalf of the group companies. The Centralised EDC Subsidiaries also performs the engineering design, construction and installation works for the Group's joint ventures and associates for their gas pipeline construction contracts with their own customers. The Group's performance creates or enhances an asset that the customer controls as the Group performs. As such, revenue from engineering design, construction and installation services is recognised over time.

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services. The directors of the Company consider that input method is an appropriate measure of the progress towards complete satisfaction of these performance obligations under HKFRS 15.

The Group requires certain customers to provide upfront deposits before the commencement of the construction which will give rise to contract liabilities until revenue recognised on the relevant contracts exceeds the amount of deposits received. The Group recognises contract assets for any work performed in excess of payment from customer for the same contract. The Group is entitled to invoice customers for gas pipeline construction services upon completion of construction works and acceptance by the customers, and any amount previously recognised as a contract asset is reclassified to trade receivables. The Group allows an average credit period of 30 to 180 days to its customers for invoices issued.

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue (Continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies (Continued)

(c) Sales of LPG

Revenue from the sales of LPG is recognised at a point in time when the goods are delivered to the customers as this represents the point in time at which the control of the goods are transferred to the customers. The Group requires advance payments from the customers or allows an average credit period of 30 to 90 days to its customers for invoices issued.

(d) Value-added services

Value-added services represent mainly the sales of household products. The Group sells kitchen appliances and gas safety products and other household products (including consumables such as foods and food ingredients, daily necessities and health products and small domestic appliances) directly to its customers (representing individual customers and institutional/enterprise customers).

For sales of products to individual customers, revenue is recognised when control of the goods has transferred, being at the point the customer acquires the goods at the Group's stores or when the goods are delivered to the customer's specific location. Payment of the transaction price is due immediately at the point when the customer purchases the goods. The transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customer.

For sales of products to institutional/enterprise customers, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the customer's specific location. The transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customer. The normal credit term is generally up to 180 days upon issue of invoices.

(e) Other businesses

Revenue from other businesses including the provision of urban heating services, electricity and new energy, biomass energy and supply chain services is recognised over time as the customer simultaneous receives and consumes the benefits provided by the Group's performance as the Group performs.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All the contracts are for original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information

Information reported to the Group's chief operating decision maker ("CODM"), being the Chairman and President of the Group, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services rendered, which is also consistent with the basis of organisation of the Group.

In the current year, the Group reorganised its internal reporting structure which resulted in changes to the composition of its operating and reportable segments. The CODM no longer reviews the results of Zhongyu Energy Holdings Limited ("Zhongyu Energy"), an associate of the Group, being accounted for under the equity method of accounting separately. Accordingly, Zhongyu Energy is no longer presented as a single operating and reportable segment. Prior year's segment disclosures have been represented to conform with the current period's presentation.

In addition, due to business integration and optimization and evaluation of the significance of the segments, the CODM no longer reviews gas connection segment and engineering design and construction segment individually for resource allocation and assessment of segment performance. The Group combines the gas connection segment and engineering design and construction segment into a single engineering design, construction and installation segment in its segment reporting. Accordingly, the segment information reported below for the year ended 31 March 2025 has been represented to conform with the current year's presentation.

The Group's operating and reportable segments under HKFRS 8 "Operating Segments" are as follows:

(i) Sales of natural gas;

(ii) Engineering design, construction and installation;

(iii) Sales of LPG;

(iv) Value-added services; and

(v) Other businesses.

Information regarding the above segments is presented below.

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segment.

For the year ended 31 March 2026

	Sales of natural gas HK$'000	Engineering design, construction and installation HK$'000	Sales of LPG HK$'000	Value-added services HK$'000	Other businesses HK$'000	Segment total HK$'000
External segment revenue	48,395,504	4,941,923	14,972,092	3,699,906	1,594,508	73,603,933
Segment profit	3,402,454	969,326	82,218	1,619,931	421,795	6,495,724
Changes in fair value of investment properties						(27,573)
Changes in fair value of held-for-trading investments						16,203
Changes in fair value of derivative financial instruments						9,721
Interest and other gains and losses						(257,674)
Unallocated corporate expenses						(899,015)
Finance costs						(953,656)
Exchange gain on translation of foreign currency monetary items into functional currency						30,178
Gain on disposal of interests/partial interests in associates and deemed acquisition of additional interests in an associate						95,274
Loss on disposal and winding up of subsidiaries						(33,284)
Loss on derecognition of financial assets measured at amortised cost						(96,029)
Share of results of associates						175,193
Share of results of joint ventures						194,029
Share-based payment expense						(421)
Impairment losses recognised on trade receivables and contract assets, net						(14,855)
Profit before taxation						4,733,815

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment revenues and results (Continued)

For the year ended 31 March 2025 (restated)

	Sales of natural gas HK$'000	Engineering design, construction and installation HK$'000	Sales of LPG HK$'000	Value-added services HK$'000	Other businesses HK$'000	Segment total HK$'000
External segment revenue	49,049,432	5,391,815	19,575,477	3,731,560	1,509,725	79,258,009
Segment profit	3,306,003	1,092,832	52,007	1,749,601	407,749	6,608,192
Changes in fair value of investment properties						(41,344)
Changes in fair value of held-for-trading investments						8,017
Changes in fair value of derivative financial instruments						5,881
Interest and other gains and losses						(48,438)
Unallocated corporate expenses						(650,303)
Finance costs						(1,073,835)
Exchange loss on translation of foreign currency monetary items into functional currency						(7,685)
Gain on disposal of interests/partial interests in associates and deemed acquisition of additional interests in an associate						43,822
Gain on disposal and winding up of subsidiaries						472,146
Loss on disposal of a joint venture						(3,624)
Share of results of associates						187,465
Share of results of joint ventures						253,835
Share-based payment expense						(2,919)
Impairment losses recognised on trade receivables and contract assets, net						(568,028)
Profit before taxation						5,183,182

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment revenues and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit for the reportable segments represents the profit earned by each segment without allocation of changes in fair value of investment properties, changes in fair value of held-for-trading investments and derivative financial instruments, certain interest and other gains and losses, corporate expenses, gain on disposal of interests/partial interests in associates and deemed acquisition of additional interests in an associate, gain (loss) on disposal and winding up of subsidiaries, loss on disposal of a joint venture, share of results of associates, share of results of joint ventures, share-based payment expense, impairment losses recognised on trade receivables and contract assets, loss on derecognition of financial assets measured at amortised cost, certain exchange gain (loss) on translation of foreign currency monetary items into functional currency and certain finance costs. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's segment assets and segment liabilities that are regularly reviewed by the CODM:

At 31 March 2026

	Sales of natural gas HK$'000	Engineering design, construction and installation HK$'000	Sales of LPG HK$'000	Value-added services HK$'000	Other businesses HK$'000	Segment total HK$'000
Assets						
Segment assets	79,203,869	17,967,831	6,070,877	3,747,867	1,856,013	108,846,457
Investment properties						2,628,551
Property, plant and equipment (for corporate)						1,230,420
Right-of-use assets (for corporate)						31,560
Investments in associates						10,249,445
Investments in joint ventures						11,578,907
Equity instruments at fair value through other comprehensive income						805,475
Deferred tax assets						1,263,536
Derivative financial instruments						530,179
Held-for-trading investments						51,805
Other receivables (for corporate)						4,211,279
Amounts due from associates						211,750
Amounts due from joint ventures						3,696,966
Pledged bank deposits						104,907
Cash and cash equivalents						12,289,276
Consolidated total assets						157,730,513
Liabilities						
Segment liabilities	7,100,477	10,397,122	3,154,029	2,506,519	695,216	23,853,363
Other payables (for corporate)						250,744
Amounts due to associates						37,733
Amounts due to joint ventures						543,991
Derivative financial instruments						587,028
Tax payable						322,564
Bank and other borrowings						66,135,996
Deferred tax liabilities						1,215,165
Consolidated total liabilities						92,946,584

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment assets and liabilities (Continued)

At 31 March 2025 (restated)

	Sales of natural gas HK$'000	Engineering design, construction and installation HK$'000	Sales of LPG HK$'000	Value-added services HK$'000	Other businesses HK$'000	Segment total HK$'000
Assets						
Segment assets	79,515,542	16,598,210	5,363,247	3,210,548	1,494,449	106,181,996
Investment properties						2,513,161
Property, plant and equipment (for corporate)						1,186,524
Right-of-use assets (for corporate)						30,033
Investments in associates						9,786,048
Investments in joint ventures						11,774,449
Equity instruments at fair value through other comprehensive income						800,442
Deferred tax assets						1,438,737
Derivative financial instruments						64,098
Held-for-trading investments						35,602
Other receivables (for corporate)						1,562,524
Amounts due from associates						177,144
Amounts due from joint ventures						3,506,016
Pledged bank deposits						310,447
Cash and cash equivalents						8,853,349
Consolidated total assets						148,220,570
Liabilities						
Segment liabilities	7,068,134	10,488,082	4,219,358	2,471,618	397,308	24,644,500
Other payables (for corporate)						217,385
Amounts due to associates						57,770
Amounts due to joint ventures						498,058
Derivative financial instruments						51,415
Tax payable						480,090
Bank and other borrowings						60,230,797
Deferred tax liabilities						1,313,850
Consolidated total liabilities						87,493,865

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information (Continued)

Segment assets and liabilities (Continued)

For the purposes of allocating resources and monitoring segment performance between segments:

- All assets are allocated to operating segments, except for the investment properties, property, plant and equipment and right-of-use assets for corporate use, investments in associates, investments in joint ventures, equity instruments at fair value through other comprehensive income, deferred tax assets, derivative financial instruments, held-for-trading investments, amounts due from associates and joint ventures, pledged bank deposits and cash and cash equivalents of the Group, and other corporate assets of the Group.

- All liabilities are allocated to operating segments, except for amounts due to associates and joint ventures, derivative financial instruments, tax payable, bank and other borrowings, deferred tax liabilities, and other corporate liabilities of the Group. The Group allocates certain finance costs into operating segments without allocating bank and other borrowings into the segments. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

Other segment information

	Sales of natural gas HK$'000	Engineering design, construction and installation HK$'000	Sales of LPG HK$'000	Value-added services HK$'000	Other businesses HK$'000	Segment total HK$'000	Unallocated HK$'000	Consolidated HK$'000
Amounts included in the measure of segment profit or loss or segment assets:								
For the year ended 31 March 2026								
Additions to property, plant and Equipment	**4,398,960**	**9,161**	**42,700**	**70,951**	**69,591**	**4,591,363**	**2,210**	**4,593,573**
Gain on disposal of property, plant and equipment	**1,233**	**—**	**—**	**—**	**—**	**1,233**	**—**	**1,233**
Amortisation of intangible assets	**(200,320)**	**(897)**	**—**	**—**	**—**	**(201,217)**	**—**	**(201,217)**
Depreciation of property, plant and equipment	**(2,614,450)**	**(21,165)**	**(124,492)**	**(17,333)**	**(46,336)**	**(2,823,776)**	**(2,170)**	**(2,825,946)**
For the year ended 31 March 2025 (restated)								
Additions to property, plant and equipment	4,564,001	32,061	335,232	64,914	65,109	5,061,317	128,267	5,189,584
(Loss) gain on disposal of property, plant and equipment	(5,085)	—	7,792	(104)	(4,376)	(1,773)	—	(1,773)
Amortisation of intangible assets	(177,628)	(897)	—	—	—	(178,525)	—	(178,525)
Depreciation of property, plant and equipment	(2,447,682)	(22,365)	(113,083)	(25,337)	(63,434)	(2,671,901)	(15,110)	(2,687,011)

For the year ended 31 March 2026

5. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

All of the Group's revenue is contributed by and derived from external customers in the Mainland of the PRC.

The following is the information about non-current assets other than financial instruments and deferred tax assets by the geographical areas in which the assets are located:

	2026 HK$'000	2025 HK$'000
Hong Kong	95,758	95,758
Singapore	3,748	7,212
Mainland of the PRC	105,077,366	101,330,921
	105,176,872	101,433,891

None of the customers contributed over 10% of total revenue of the Group.

6. OTHER INCOME

	2026 HK$'000	2025 HK$'000
Interest income	112,770	214,786
Subsidies from PRC government authorities (Note i)	97,495	364,275
Tax refund (Note ii)	31,282	58,060
Others	276,742	359,637
	518,289	996,758

Notes:

(i) During the years ended 31 March 2026 and 2025, subsidies are granted by the relevant PRC government authorities to the Group in respect of, among others, support for the Group's natural gas business, labour support such as employment stability and training, costs incurred for the construction of pipeline network into new urban areas, development of new energy services and promotion of energy safety.

(ii) The PRC government authorities have granted tax incentives to certain subsidiaries in the PRC by way of tax refund mainly for the natural gas business and gas pipeline construction business operated in the PRC.

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7. OTHER GAINS AND LOSSES

	2026 HK$'000	2025 HK$'000
Changes in fair value of investment properties	**(27,573)**	(41,344)
Changes in fair value of held-for-trading investments	**16,203**	8,017
Changes in fair value of derivative financial instruments	**9,721**	5,881
Gain on disposal of interests/partial interests in associates and deemed acquisition of additional interests in an associate	**95,274**	43,822
Loss on disposal of a joint venture	**—**	(3,624)
Loss on derecognition of financial assets measured at amortised cost (note 25)	**(96,029)**	—
(Loss) gain on disposal and winding up of subsidiaries (note 37)	**(33,284)**	472,146
Net foreign exchange gain	**35,843**	34,297
Gain (loss) on disposal of property, plant and equipment	**1,233**	(1,773)
Reversal of impairment loss (impairment losses) recognised, net, on:		
— trade and other receivables	**34,581**	(203,789)
— contract assets	**(49,436)**	(364,239)
	(14,855)	(568,028)
Others	**(127,081)**	(112,949)
	(140,548)	(163,555)

For the year ended 31 March 2026

8. FINANCE COSTS

	2026 HK$'000	2025 HK$'000
Interest on bank and other borrowings	**2,051,784**	2,281,024
Interest on lease liabilities	**14,080**	9,635
Total borrowing costs	**2,065,864**	2,290,659
Interest capitalised to construction in progress	**(381,902)**	(488,477)
	1,683,962	1,802,182

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 3.3% (2025: 3.6%) per annum to expenditure on qualifying assets.

9. TAXATION

	2026 HK$'000	2025 HK$'000
Current tax		
PRC Enterprise Income Tax	**1,160,065**	1,140,971
Singapore Corporate Income Tax	**—**	1,053
	1,160,065	1,142,024
Deferred tax expense (credit) (note 34)	**56,273**	(148,821)
	1,216,338	993,203

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group had no assessable profit arising in or derived from Hong Kong for both years.

For the year ended 31 March 2026

9. TAXATION (Continued)

The major operating income is derived from the Mainland of the PRC. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years, except for certain PRC subsidiaries that are subject to tax relief as explained below.

Certain PRC subsidiaries are entitled to the preferential tax rate pursuant to the relevant regulations applicable to enterprises situated in the western region of the PRC and high technology enterprises. The applicable tax rate of those PRC subsidiaries is 15% for both years.

The Group is a multinational enterprise group which is subject to the Global Anti-Base Erosion Model Rules ("Pillar Two model rules") published by the Organisation for Economic Co-operation and Development. The Group has assessed its potential exposure to Pillar Two model rules based on the information available regarding the financial performance of the Group in the current year and does not expect material potential exposure to Pillar Two "top-up" taxes. The Group continues to follow Pillar Two legislative developments, as more countries prepare to enact the Pillar Two model rules, to evaluate the potential future impact on its financial statements.

The Company's subsidiary in Singapore is subject to Singapore Corporate Income Tax at 17% for both years.

The taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2026 **HK$'000**	2025 HK$'000
Profit before taxation	**4,733,815**	5,183,182
Tax at the applicable domestic income tax rates	**1,254,291**	1,374,018
Tax effect of share of results of associates	**(43,798)**	(46,866)
Tax effect of share of results of joint ventures	**(48,507)**	(63,459)
Tax effect of expenses not deductible for tax purpose	**119,731**	117,919
Tax effect of income not taxable for tax purpose	**(137,036)**	(295,457)
Tax effect of estimated tax losses not recognised	**193,628**	86,931
Tax effect of income tax at concessionary rate	**(121,971)**	(179,883)
Taxation	**1,216,338**	993,203

For the year ended 31 March 2026

10. PROFIT FOR THE YEAR

	2026 HK$'000	2025 HK$'000
Profit for the year has been arrived at after charging (crediting):		
Auditor's remuneration — audit services	**19,732**	26,346
Depreciation of property, plant and equipment	**2,825,946**	2,687,011
Depreciation of right-of-use assets	**160,454**	149,891
Amortisation of intangible assets	**201,217**	178,525
Staff costs:		
Directors' emoluments (note 11)	**48,783**	45,160
Salaries and allowances of other staff	**3,304,900**	3,412,132
Contributions to retirement benefits scheme of other staff	**766,325**	770,764
Less: Amount capitalised in construction in progress	**(166,626)**	(173,864)
	3,953,382	4,054,192
Cost of inventories recognised as expenses in respect of:		
Sales of natural gas	**43,881,376**	44,409,462
Sales of LPG	**13,610,670**	18,249,104
Contract costs recognised as expense in respect of engineering design, construction and installation contracts and others	**2,319,713**	2,737,642
	59,811,759	65,396,208
Rental income from investment properties less outgoings of HK$18,510,000 (2025: HK$8,144,000)	**(24,697)**	(36,763)

For the year ended 31 March 2026

11. DIRECTORS' AND CHAIRMAN'S EMOLUMENTS

The emoluments paid or payable to each of the directors and the Chief Executive disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance were as follows:

2026

	Directors' fees HK$'000	Salaries and other benefits HK$'000	Performance-related bonuses HK$'000	Contributions to retirement benefits scheme HK$'000	Total emoluments HK$'000
Executive directors					
Mr. Liu Ming Hui	—	10,220	3,784	18	14,022
Mr. Huang Yong	—	8,324	3,468	18	11,810
Mr. Zhu Weiwei	—	5,316	2,640	18	7,974
Ms. Li Ching	—	924	308	—	1,232
Ms. LIU Chang	—	2,850	1,000	18	3,868
Mr. Zhao Kun	—	2,780	1,000	—	3,780
Dr. Liu Mingxing (Note i)	330	502	83	—	915
Non-executive directors					
Mr. Ayush Gupta	330	—	—	—	330
Mr. Xiong Bin	—	—	—	—	—
Ms. Zhou Xueyan (Note ii)	—	—	—	—	—
Independent non-executive directors					
Mr. Zhao Yuhua	938	—	—	—	938
Dr. Mao Erwan	938	—	—	—	938
Ms. Chen Yanyan	953	—	—	—	953
Mr. Zhang Ling	773	—	—	—	773
Dr. Ma Weihua	1,250	—	—	—	1,250
	5,512	30,916	12,283	72	48,783

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11. DIRECTORS' AND CHAIRMAN'S EMOLUMENTS (Continued)

2025

	Directors' fees HK$'000	Salaries and other benefits HK$'000	Performance-related bonuses HK$'000	Contributions to retirement benefits scheme HK$'000	Total emoluments HK$'000
Executive directors					
Mr. Liu Ming Hui	—	10,220	3,784	18	14,022
Mr. Huang Yong	—	8,324	3,468	18	11,810
Mr. Zhu Weiwei	—	4,420	1,576	18	6,014
Ms. Li Ching	—	924	308	—	1,232
Ms. LIU Chang	—	2,400	1,000	18	3,418
Mr. Zhao Kun	—	2,325	1,000	—	3,325
Non-executive directors					
Dr. Liu Mingxing	413	—	—	—	413
Mr. Jiang Xinhao (Note iii)	—	—	—	—	—
Mr. Ayush Gupta	330	—	—	—	330
Mr. Xiong Bin	—	—	—	—	—
Ms. Zhou Xueyan (Note ii)	—	—	—	—	—
Independent non-executive directors					
Mr. Zhao Yuhua	898	—	—	—	898
Dr. Mao Erwan	898	—	—	—	898
Ms. Chen Yanyan	816	—	—	—	816
Mr. Zhang Ling	734	—	—	—	734
Dr. Ma Weihua	1,250	—	—	—	1,250
	5,339	28,613	11,136	72	45,160

Notes:

(i) Re-designated as Executive Director on 1 August 2025.

(ii) Appointed on 11 March 2025.

(iii) Resigned on 6 January 2025.

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11. DIRECTORS' AND CHAIRMAN'S EMOLUMENTS (Continued)

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

Performance related incentive payments are determined by the remuneration committee, having regard to the performance of the directors and the Group's operating result.

The non-executive directors' emoluments and independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Mr. Liu Ming Hui is also the Chief Executive of the Company and his emoluments disclosed above included those for services rendered by him as the Chief Executive.

Except for Mr. Xiong Bin and Ms. Zhou Xueyan who waived their rights to receive remuneration (2025: Mr. Jiang Xinhao, Mr. Xiong Bin and Ms. Zhou Xueyan), there was no arrangement under which the Chief Executive or a director waived or agreed to waive any emoluments during both years. No emoluments were paid by the Group to the Chief Executive or the directors as an inducement to join the Group or as a compensation for loss of office for both years.

12. FIVE HIGHEST PAID INDIVIDUALS

During the year ended 31 March 2026, of the five individuals with the highest emoluments in the Group, five (2025: four) of them were directors which included the Chief Executive of the Company whose emoluments are included in note 11. The emolument of the remaining individual for the year ended 31 March 2025 is disclosed as follows:

	2025 HK$'000
Salaries and other benefits	2,845
Performance-related bonuses	1,394
Contributions to retirement benefits scheme	—
	4,239

	No. of employee 2025
The emolument was within the following band:	
HK$4,000,001 to HK$4,500,000	1

There was no arrangement under which the above individual(s) waived or agreed to waive any emoluments during both years. No emoluments were paid by the Group to the above individual(s) as an inducement to join the Group or as a compensation for loss of office for both years.

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13. DIVIDENDS

	2026 HK$'000	2025 HK$'000
Final dividend in respect of the year ended 31 March 2025 of HK$0.35 (2025: HK$0.35 in respect of the year ended 31 March 2024) per share		
— Cash dividends	**1,906,853**	1,890,116
— Scrip dividends	**—**	12,335
Interim dividend in respect of the six months ended 30 September 2025 of HK$0.15 (2025: HK$0.15 in respect of the six months ended 30 September 2024) per share		
— Cash dividends	**817,223**	747,649
— Scrip dividends	**—**	67,966
	2,724,076	2,718,066

A final dividend of HK$0.20 in respect of the year ended 31 March 2026 (2025: final dividend of HK$0.35 in respect of the year ended 31 March 2025) per share in an aggregate amount of HK$1,089,631,000 (2025: HK$1,906,853,000) has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

14. EARNINGS PER SHARE

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

	2026 HK$'000	2025 HK$'000
Earnings		
Profit for the year attributable to owners of the Company for the purposes of basic and diluted earnings per share	**2,719,049**	3,251,614

	2026 '000	2025 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	**5,395,413**	5,384,981

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14. EARNINGS PER SHARE (Continued)

The weighted average number of ordinary shares is arrived at after deducting the treasury shares held by the trustee under the share award scheme as set out in note 35.

During the years ended 31 March 2026 and 2025, the computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options as the adjusted exercise price of those share options is higher than the average market price of the shares for the years ended 31 March 2026 and 2025.

15. INVESTMENT PROPERTIES

	HK$'000
FAIR VALUE	
At 1 April 2024	2,596,454
Exchange adjustments	(27,011)
Additions	2,188
Disposal and winding up of subsidiaries (note 37)	(13,056)
Disposal	(4,070)
Changes in fair value recognised in profit or loss	(41,344)
At 31 March 2025	2,513,161
Exchange adjustments	122,344
Additions	24,332
Disposal	(3,713)
Changes in fair value recognised in profit or loss	(27,573)
At 31 March 2026	2,628,551

Included in the investment properties are completed properties of HK$2,117,973,000 (2025: HK$2,045,932,000) and properties under development of HK$510,578,000 (2025: HK$467,229,000) which are located in the PRC.

The fair values of the Group's investment properties in the PRC at 31 March 2026 and 2025 have been arrived at on the basis of a valuation carried out on the respective dates by CHFT Advisory and Appraisal Ltd., an independent qualified professional valuer not connected to the Group. The resulting fair value loss of HK$27,573,000 (2025: fair value loss of HK$41,344,000) for the year ended 31 March 2026 was recognised in profit or loss. The valuation of completed properties was arrived at by reference to comparable market transactions available in the relevant markets for similar properties in the similar locations and conditions. The valuation of properties under construction was arrived at by the adoption of the residual approach on the basis that they will be developed and completed in accordance with the latest development proposals and having taken into account the construction cost that will extent to complete the development to reflect the quality of the completed development. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

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15. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as 31 March 2026 and 2025 are as follows:

	Fair value (Level 3)	
	2026	2025
	HK$'000	HK$'000
Offices located in the PRC	**2,117,973**	2,045,932
Commercial units under construction in the PRC	**510,578**	467,229

There were no transfers into or out of Level 3 during the year.

At the end of the reporting period, the management of the Group works closely with the independent qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 3 fair value measurements. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company.

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15. INVESTMENT PROPERTIES (Continued)

Information about fair value measurements using key unobservable inputs (Level 3)

The following table shows the valuation techniques used in the determination of fair values for investment properties and the key unobservable inputs used in the valuation models.

Description	Fair value as at 31 March		Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
	2026 HK$'000	2025 HK$'000				
Offices located in the PRC	2,117,973	2,045,932	Comparison approach	Adjusted transaction price to reflect market value of similar properties, taking into account factors such as location and direction	RMB3,128 — RMB83,720 per square metre (2025: RMB3,220 — RMB84,476 per square metre)	The higher the adjusted transaction price, the higher the fair value
Commercial units under construction in the PRC	510,578	467,229	Residual approach	Adjusted transaction price to reflect market value of similar properties, taking into account factors such as location and direction	RMB15,000 — RMB16,000 per square metre (2025: RMB14,600 — RMB16,200 per square metre)	The higher the adjusted transaction price, the higher the fair value
				Adjusted developer's profit and risk rate, taking into account of the progress of the property under construction	7.5% (2025: 7.5%)	The higher the adjusted developer's profit and risk rate, the lower the fair value
	2,628,551	2,513,161				

For the purposes of measuring deferred taxation arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolio and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. Accordingly, deferred taxation in relation to the Group's investment properties has been measured based on the tax consequences of recovering the carrying amounts entirely through use.

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16. PROPERTY, PLANT AND EQUIPMENT

	Owned properties HK$'000	Pipelines HK$'000	Construction in progress HK$'000	Machinery and equipment HK$'000	Furniture and fixtures HK$'000	Motor vehicles HK$'000	Coal-bed methane development cost HK$'000	Vessels HK$'000	Total HK$'000
COST									
At 1 April 2024	7,175,466	54,741,036	8,522,372	8,537,789	1,291,115	884,256	1,118,707	60,338	82,331,079
Exchange adjustment	(73,586)	(660,698)	(136,926)	(101,593)	(28,445)	(8,869)	(1,676)	(938)	(1,012,731)
Additions	51,883	71,433	4,367,302	232,369	231,173	52,225	183,199	—	5,189,584
Disposal and winding up of subsidiaries (note 37)	(110,569)	(20,209)	(18,377)	(418,952)	(4,645)	(6,539)	—	—	(579,291)
Disposal	(65,123)	(65,539)	—	(158,691)	(25,269)	(104,095)	—	—	(418,717)
Reclassification	397,770	4,151,636	(4,970,187)	420,781	—	—	—	—	—
At 31 March 2025	7,375,841	58,217,659	7,764,184	8,511,703	1,463,929	816,978	1,300,230	59,400	85,509,924
Exchange adjustment	338,045	3,051,181	652,982	500,250	85,865	39,767	39,200	2,382	4,709,672
Additions	11,438	588,690	3,265,690	326,554	374,929	26,272	—	—	4,593,573
Disposal and winding up of subsidiaries (note 37)	(17,814)	(1,840,618)	(160,165)	(208,653)	(11,203)	(52,885)	—	(61,782)	(2,353,120)
Disposal	(55,407)	(90,786)	—	(127,040)	(36,038)	(118,708)	(588,585)	—	(1,016,564)
Reclassification	76,713	2,034,621	(3,434,313)	1,322,979	—	—	—	—	—
At 31 March 2026	7,728,816	61,960,747	8,088,378	10,325,793	1,877,482	711,424	750,845	—	91,443,485
DEPRECIATION AND IMPAIRMENT									
At 1 April 2024	1,564,002	8,715,438	—	3,562,601	318,331	518,011	90,943	40,500	14,809,826
Exchange adjustment	(16,621)	(134,859)	—	(45,160)	(14,676)	(5,037)	(217)	(517)	(217,087)
Provided for the year	225,965	1,757,353	—	465,399	140,275	64,714	28,174	5,131	2,687,011
Eliminated on disposal and winding up of subsidiaries (note 37)	(37,000)	(1,036)	—	(247,698)	(2,867)	(4,332)	—	—	(292,933)
Eliminated on disposal	(22,801)	(10,263)	—	(102,227)	(14,169)	(76,841)	—	—	(226,301)
At 31 March 2025	1,713,545	10,326,633	—	3,632,915	426,894	496,515	118,900	45,114	16,760,516
Exchange adjustment	68,169	659,251	—	236,725	20,696	23,061	5,469	1,246	1,014,617
Provided for the year	234,526	1,898,572	—	456,934	154,037	50,007	27,956	3,914	2,825,946
Eliminated on disposal and winding up of subsidiaries (note 37)	(1,825)	(247,937)	—	(110,536)	(8,522)	(29,615)	—	(50,274)	(448,709)
Eliminated on disposal	(22,542)	(21,659)	—	(75,590)	(30,587)	(95,960)	—	—	(246,338)
At 31 March 2026	1,991,873	12,614,860	—	4,140,448	562,518	444,008	152,325	—	19,906,032
CARRYING VALUES									
At 31 March 2026	5,736,943	49,345,887	8,088,378	6,185,345	1,314,964	267,416	598,520	—	71,537,453
At 31 March 2025	5,662,296	47,891,026	7,764,184	4,878,788	1,037,035	320,463	1,181,330	14,286	68,749,408

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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The pipelines of the Group are located in the PRC.

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis at the following rates per annum:

Owned properties	Over the shorter of the remaining terms of the leases or 50 years
Pipelines	Over the shorter of 30 years or the operation period of the relevant company
Machinery and equipment	5%–10%
Furniture and fixtures	15%–50%
Motor vehicles	25%
Coal-bed methane development cost	Units of production method based on the expected proven reserve to be extracted
Vessels	7% (new vessels acquired from suppliers) or 34% (acquired from second hand market)

During the year ended 31 March 2026, interest capitalised in construction in progress amounted to HK$381,902,000 (2025: HK$488,477,000).

During the year ended 31 March 2026, the Group is in the process of obtaining title deeds from relevant government authorities for its land and buildings in the PRC amounting to HK$32,223,000 (2025: HK$30,663,000). In the opinion of the directors of the Company, the Group is not required to incur additional cost in obtaining the title deeds for its land and buildings in the PRC.

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17. RIGHT-OF-USE ASSETS

	Leasehold lands HK$'000	Leased properties HK$'000	Machinery and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
As at 31 March 2026					
Carrying amount	2,161,718	180,953	199,593	—	2,542,264
As at 31 March 2025					
Carrying amount	2,127,820	185,465	—	—	2,313,285
For the year ended 31 March 2026					
Depreciation charge	80,870	76,906	2,678	—	160,454
For the year ended 31 March 2025					
Depreciation charge	77,135	72,550	203	3	149,891

	Year ended 31 March 2026 HK$'000	Year ended 31 March 2025 HK$'000
Expense relating to short-term leases	**87,401**	91,979
Total cash outflow for leases	**222,082**	209,357
Additions to right-of-use assets	**314,133**	130,711

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17. RIGHT-OF-USE ASSETS (Continued)

The Group leases various leasehold lands, offices and warehouses, machinery and equipment and motor vehicles for its operations. Except for the lease of leasehold lands, lease contracts are entered into for fixed term of 1 to 30 years (2025: 1 to 30 years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

As at 31 March 2026, the Group has obtained the land use right certificates for all leasehold lands except for leasehold lands with carrying amount of HK$33,382,000 (2025: HK$31,445,000) in which the Group is in the process of obtaining. In the opinion of the directors of the Company, the Group is not required to incur additional cost in obtaining the title deeds for its leasehold lands in the PRC.

The Group regularly entered into short-term leases for properties, machinery and equipment and motor vehicles. As at 31 March 2026, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed as above.

During the year ended 31 March 2024, the Group entered into time charter agreements with its joint ventures in relation to the time charter of four liquefied natural gas ("LNG") vessels for a charter period of 20 years from the date of delivery at a daily hire rate ranging from approximately United States dollars ("USD") 80,000 to USD100,000. Under the time charter agreements, each of the LNG vessels shall neither be delivered nor shall hire commence before 31 December 2026, 31 May 2027, 31 December 2027 and 31 March 2028 respectively. As at 31 March 2026, the total future undiscounted cash flows of the four LNG vessels over the charter period amounted to HK$21,123,260,000 (2025: HK$21,123,260,000).

18. INVESTMENTS IN ASSOCIATES

	2026 **HK$'000**	2025 HK$'000
Cost of investments in associates:		
Listed in Hong Kong	**873,138**	971,551
Unlisted	**5,961,922**	5,825,307
Share of pre-acquisition dividend	**(1,296)**	(1,296)
Share of post-acquisition profits and other comprehensive income (net of post-acquisition dividend received)	**3,415,681**	2,990,486
	10,249,445	9,786,048
Fair value of listed investment, based on quoted market price	**2,600,025**	4,348,981

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18. INVESTMENTS IN ASSOCIATES (Continued)

The Group had interests in the following significant associates:

Name of entity	Form of business structure	Place of registration/ incorporation	Principal place of operations	Class of capital	Proportion of nominal value of registered/issued capital held by the Group		Principal activities
					2026 %	2025 %	
重慶市川東燃氣工程建設有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	44	44	Gas pipeline construction
重慶鼎發實業股份有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	31	31	Exploration, collection, transportation, purification and sales of natural gas
重慶市渝北區佳渝天然氣有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	49	49	Sales of natural gas and gas pipeline construction
哈爾濱中慶燃氣有限責任公司 ("哈爾濱中慶")	Sino-foreign equity joint venture	PRC	PRC	Registered	48	48	Sales of natural gas and gas pipeline construction
福建省晉江廈華石化有限公司	Limited liability company	PRC	PRC	Registered	35	35	Refining process, storage of LPG
湖北能源集團鄂東天然氣有限公司	Limited liability company	PRC	PRC	Registered	25	25	Sales of natural gas and gas pipeline construction
滄州中油燃氣有限公司	Limited liability company	PRC	PRC	Registered	40	40	Sales of LPG
Zhongyu Energy*	Limited liability company	Cayman Islands	PRC	Ordinary	35.98	36.49	Investment holding, sales of natural gas and gas pipeline construction
滄州渤海新區中燃城市燃氣發展有限公司	Limited liability company	PRC	PRC	Registered	44	44	Sales of natural gas and gas pipeline construction
榆林中燃天然氣有限公司	Limited liability company	PRC	PRC	Registered	25	25	Sales of natural gas and gas pipeline construction

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18. INVESTMENTS IN ASSOCIATES (Continued)

Name of entity	Form of business structure	Place of registration/ incorporation	Principal place of operations	Class of capital	Proportion of nominal value of registered/issued capital held by the Group 2026 %	2025 %	Principal activities
廣西中石油天然氣管網有限公司	Limited liability company	PRC	PRC	Registered	**25**	25	Sales of natural gas and gas pipeline construction
天津國潤振華能源技術有限公司	Limited liability company	PRC	PRC	Registered	**42**	42	Development of energy technology and sales of natural gas
成都鑫金秋液化石油氣有限公司	Limited liability company	PRC	PRC	Registered	**40**	40	Sales of LPG
合肥中油昆侖燃氣有限公司	Limited liability company	PRC	PRC	Registered	**30**	30	Sales of natural gas and gas pipeline construction
山東省天然氣利用有限公司	Limited liability company	PRC	PRC	Registered	**25**	25	Sales of natural gas and gas pipeline construction
山東省天然氣管網投資有限公司	Limited liability company	PRC	PRC	Registered	**22**	22	Sales of natural gas and gas pipeline construction
瀋陽瀋西燃氣有限公司 (“瀋陽瀋西”)	Limited liability company	PRC	PRC	Registered	**46**	46	Sales of natural gas and gas pipeline construction
呼和浩特旭陽中燃能源有限公司	Limited liability company	PRC	PRC	Registered	**22**	22	Production of coke and coking chemicals
順平縣中燃天然氣有限公司	Limited liability company	PRC	PRC	Registered	**49**	49	Sales of natural gas and gas pipeline construction
江蘇延長中燃化學有限公司	Limited liability company	PRC	PRC	Registered	**49**	49	Production and sales of LPG

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18. INVESTMENTS IN ASSOCIATES (Continued)

Name of entity	Form of business structure	Place of registration/ incorporation	Principal place of operations	Class of capital	Proportion of nominal value of registered/issued capital held by the Group 2026 %	2025 %	Principal activities
北京華油聯合燃氣開發有限公司	Limited liability company	PRC	PRC	Registered	**49**	49	Sales of natural gas and gas pipeline construction
杭州中油崑崙中燃能源有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**40**	40	Sales of natural gas and gas pipeline construction
廣西燃氣液化天然氣有限責任公司	Limited liability company	PRC	PRC	Registered	**10**	10	Operation and management of liquefied natural gas terminal facilities
江蘇華電揚州中燃能源有限公司	Limited liability company	PRC	PRC	Registered	**37**	—	Heat energy supply and provision of technology services

* Its shares are listed on the Hong Kong Stock Exchange and its financial information is publicly available.

At 31 March 2026, included in the cost of investments in associates is goodwill of HK$2,971,301,000 (2025: HK$2,869,423,000).

The financial year end date for Zhongyu Energy is 31 December. For the purpose of applying the equity method of accounting, the consolidated financial statements of Zhongyu Energy for the year ended 31 December 2025 (2025: 31 December 2024) have been used as the Group considers that it is impracticable for Zhongyu Energy with its shares listed on the Stock Exchange to provide a separate and complete set of financial statements as of 31 March. No significant transactions requiring adjustments took place during the intervening period.

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18. INVESTMENTS IN ASSOCIATES (Continued)

The financial year end date of 瀋陽瀋西 is 31 December. This was the statutory reporting date established when that company was registered. The financial statements of 瀋陽瀋西 for the period other than its statutory reporting date had not been provided by 瀋陽瀋西 to the Group. For the purposes of applying the equity method of accounting, the financial statements of 瀋陽瀋西 for the year ended 31 December 2025 (2025: 31 December 2024) have been used. No significant transactions requiring adjustments took place during the intervening period.

Summarised consolidated financial information of material associates

Summarised consolidated financial information in respect of each of the Group's material associates is set out below. The summarised consolidated financial information below represents amounts shown in the associate's consolidated financial statements.

All of the Group's associates are accounted for using the equity method in these consolidated financial statements.

哈爾濱中慶and its subsidiaries

	2026 HK$'000	2025 HK$'000
Current assets	1,200,129	1,061,224
Non-current assets	3,125,716	3,026,177
Current liabilities	(821,871)	(915,014)
Non-current liabilities	(478,000)	(239,145)
Net assets	3,025,974	2,933,242
Revenue	2,249,133	2,323,867
Total comprehensive income for the year	92,732	12,990

Reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements:

	2026 HK$'000	2025 HK$'000
Net assets of 哈爾濱中慶	3,025,974	2,933,242
Proportion of the Group's ownership interest in 哈爾濱中慶	48%	48%
Carrying amount of the Group's interest in 哈爾濱中慶 reflected in the Group's consolidated statement of financial position	1,452,468	1,407,956

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18. INVESTMENTS IN ASSOCIATES (Continued)

Summarised consolidated financial information of material associates (Continued)

Zhongyu Energy and its subsidiaries

	2026 HK$'000	2025 HK$'000
Current assets	5,245,590	6,557,744
Non-current assets	20,313,723	19,664,880
Current liabilities	(10,834,491)	(9,675,694)
Non-current liabilities	(6,420,099)	(8,165,959)
Net assets	8,304,723	8,380,971
Less: Non-controlling interests	(958,773)	(995,443)
Net assets attributable to owners	7,345,950	7,385,528
Revenue	12,444,246	13,472,199
Total comprehensive income (expense) for the year	130,488	(207,654)
Dividends received from Zhongyu Energy during the year	20,086	—

Reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements:

	2026 HK$'000	2025 HK$'000
Net assets attributable to owners of Zhongyu Energy	7,345,950	7,385,528
Less: Fair value gain on revaluation of pipelines included in property, plant and equipment, net of depreciation thereon*	(1,160,285)	(1,385,739)
	6,185,665	5,999,789
Proportion of the Group's ownership interest in Zhongyu Energy	36%	36%
Goodwill	441,393	461,930
Carrying amount of the Group's interest in Zhongyu Energy reflected in the Group's consolidated statement of financial position	2,667,291	2,651,173

* Zhongyu Energy measures its property, plant and equipment under revaluation model. The cumulative revaluation surplus and the depreciation thereon is reversed to conform with the Group's accounting policy.

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18. INVESTMENTS IN ASSOCIATES (Continued)

Summarised consolidated financial information of material associates (Continued)

瀋陽瀋西 and its subsidiaries

	2026 HK$'000	2025 HK$'000
Current assets	2,790,727	2,300,478
Non-current assets	7,395,097	7,234,788
Current liabilities	(6,905,753)	(5,694,651)
Non-current liabilities	(1,990,646)	(2,607,183)
Net assets	1,289,425	1,233,432
Less: Non-controlling interests	(121,401)	(107,808)
Net assets attributable to owners	1,168,024	1,125,624
Revenue	4,797,417	4,310,007
Total comprehensive income (expense) for the year	55,993	(36,177)

Reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements:

	2026 HK$'000	2025 HK$'000
Net assets attributable to owners of 瀋陽瀋西	1,168,024	1,125,624
Proportion of the Group's ownership interest in 瀋陽瀋西	46%	46%
Goodwill	1,498,256	1,425,760
Carrying amount of the Group's interest in 瀋陽瀋西 reflected in the Group's consolidated statement of financial position	2,035,547	1,943,547

Aggregate information of associates that are not individually material

	2026 HK$'000	2025 HK$'000
The Group's share of results of these associates	116,612	95,390
Aggregate carrying amount of the Group's interests in these associates	4,094,139	3,783,372

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19. INVESTMENTS IN JOINT VENTURES

	2026 HK$'000	2025 HK$'000
Cost of investments in joint ventures — unlisted	**9,329,524**	9,876,530
Share of post-acquisition profits and other comprehensive income (net of post-acquisition dividend received)	**2,249,383**	1,897,919
	11,578,907	11,774,449

As at 31 March 2026 and 2025, the Group had interests in the following significant joint ventures:

Name of entity	Form of business structure	Place of registration/ incorporation	Principal place of operations	Class of capital	Proportion of nominal value of registered/issued capital held by the Group 2026 %	2025 %	Principal activities
柳州中燃城市燃氣有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**50**	50	Sales of natural gas and gas pipeline construction
揚州中燃城市燃氣發展有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**50**	50	Sales of natural gas and gas pipeline construction
德州中燃城市燃氣發展有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**50**	50	Sales of natural gas and gas pipeline construction
蕪湖中燃公交汽車燃氣有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**50**	50	Natural gas refill service and gas station administration
泰能天然氣有限公司	Equity joint venture	PRC	PRC	Registered	**51**	51	Sales of natural gas
福建安然燃氣投資有限公司 (“福建安然”)	Limited liability company	PRC	PRC	Registered	**49**	49	Investment holding, sales of natural gas and gas pipeline construction
重慶長南天然氣輸配有限責任公司	Limited liability company	PRC	PRC	Registered	**49**	49	Sales of natural gas and gas pipeline construction
武鋼江南中燃燃氣(武漢)有限公司	Limited liability company	PRC	PRC	Registered	**49**	49	Sales of natural gas and gas pipeline construction
台州中燃愛思開城市燃氣發展有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**50**	50	Sales of natural gas and gas pipeline construction
金華中燃愛思開匯能城市燃氣發展有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	**50**	50	Sales of natural gas and gas pipeline construction

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19. INVESTMENTS IN JOINT VENTURES (Continued)

Name of entity	Form of business structure	Place of registration/ incorporation	Principal place of operations	Class of capital	Proportion of nominal value of registered/issued capital held by the Group 2026 %	2025 %	Principal activities
天津市天匯燃氣發展有限公司	Limited liability company	PRC	PRC	Registered	40	40	Sales of natural gas and gas pipeline construction
杭州百江液化氣有限公司	Sino-foreign equity joint venture	PRC	PRC	Registered	50	50	Sales and distribution of LPG
凱裏市新能燃氣有限公司	Limited liability company	PRC	PRC	Registered	50	50	Sales of natural gas, petrochemical products and gas accessories
三明市鑫源燃氣有限責任公司	Sino-foreign equity joint venture	PRC	PRC	Registered	49	49	Sales of natural gas and gas pipeline construction
衡水中燃能源發展有限公司	Limited liability company	PRC	PRC	Registered	40	40	Sales of natural gas and gas pipeline construction
山西中燃燃氣發展有限公司	Limited liability company	PRC	PRC	Registered	40	40	Sales of natural gas and gas pipeline construction
山東石油天然氣股份有限公司 ("山東石油")	Limited liability company	PRC	PRC	Registered	41	41	Sales of natural gas and gas pipeline construction
中燃(深圳)清潔能源發展基金(有限合夥) (formerly known as 中保投中燃(深圳)清潔能源發展基金(有限合夥)) (Note i)	Limited partnership	PRC	PRC	Registered	99.34	99.34	Investment holding
深圳市興業中燃清潔能源有限責任公司 (Note i)	Limited liability company	PRC	PRC	Registered	40	40	Investment holding
保定中燃宏潔能源開發集團有限公司 (Note i)	Limited liability company	PRC	PRC	Registered	39.96	39.96	Piped natural gas ("PNG"), LNG, compressed natural gas ("CNG") and LPG energy projects
天津中燃宏潔能源集團有限公司 (Note i)	Limited liability company	PRC	PRC	Registered	39.60	39.60	PNG, LNG, CNG and LPG energy projects
滄州中燃能源發展有限公司 (Note i)	Limited liability company	PRC	PRC	Registered	39.60	39.60	PNG, LNG, CNG and LPG energy projects
廊坊市中燃宏勝能源科技有限公司 (Note i)	Limited liability company	PRC	PRC	Registered	39.60	39.60	PNG, LNG, CNG and LPG energy projects

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19. INVESTMENTS IN JOINT VENTURES (Continued)

Name of entity	Form of business structure	Place of registration/ incorporation	Principal place of operations	Class of capital	Proportion of nominal value of registered/issued capital held by the Group 2026 %	2025 %	Principal activities
邢臺中燃能源發展有限公司 (Note i)	Limited liability company	PRC	PRC	Registered	39.60	39.60	PNG, LNG, CNG and LPG energy projects
北京光曜致新恒悦企業管理諮詢合夥企業(有限合夥) (Note ii)	Limited partnership	PRC	PRC	Registered	60	–	Investment holding
中燃清潔能源科技(深圳)有限公司 (Note ii)	Limited liability company	PRC	PRC	Registered	60.40	–	Investment holding

Notes:

(i) During the year ended 31 March 2017, the Group entered into a limited partnership agreement (the "Limited Partnership Agreement") with 中國保險投資基金(有限合夥)("中保基金") and 深圳市中燃基金管理有限責任公司 ("中燃基金") in relation to the formation of 中保投中燃(深圳)清潔能源發展基金 (the "Fund"), which is now renamed as 中燃(深圳)清潔能源發展基金(有限合夥). The Fund shall focus on investing in PNG, LNG, CNG and LPG energy projects. The Fund has a duration of 7 years from the date of first contribution of the committed capital, subject to an extension by unanimous consent of all parties. The committed capital contribution from the Group, 中保基金 and 中燃基金 amounted RMB3.00 billion, RMB7.00 billion and RMB20.00 million respectively.

Under the Limited Partnership Agreement, 中保基金 is entitled to preferential return (the "Preferential Return") based on its actual capital contribution (after deducting any redeemed amount), and to seek early redemption of its capital contribution (the "Preferential Redemption") at the 5th, 6th and 7th anniversaries of the date of its first capital contribution amounting to 20%, 20% and 60% of the actual amount of capital contribution, respectively.

Pursuant to the Limited Partnership Agreement, all of the shareholders have contractually agreed the sharing of control over the Fund, as key decisions about the relevant activities, including but not limited to business, financial and operation matters of the Fund, require unanimous consents from all of the shareholders of the Fund. Accordingly, the Group has joint control over the Fund and the Group's equity interest in the Fund is accounted for as an investment in joint venture. Subsequent to establishment, the Fund has then invested in investment projects in accordance with the Limited Partnership Agreement and held equity interests in (i) 保定中燃宏潔能源開發集團有限公司; (ii) 天津中燃宏潔能源集團有限公司; (iii) 滄州中燃能源發展有限公司; (iv) 廊坊市中燃宏勝能源科技有限公司; and (v) 邢臺中燃能源發展有限公司 (collectively referred to as the "Platform Companies") and accounts for each of the Platform Companies as the Fund's subsidiaries. The Group, through the Fund, held 33.33% of the voting rights in the Platform Companies.

Up to 31 March 2023, 中保基金 contributed capital (before the Preferential Redemption) of RMB5.80 billion, and early redeemed its capital contribution of RMB2.32 billion. As at 31 March 2023, the capital contribution from 中保基金 and the Group amounted to RMB3.48 billion (approximately HK$3.98 billion) and RMB2.72 billion (approximately HK$3.22 billion) respectively.

During the year ended 31 March 2024, the Group, 西部信託有限公司("西部信託") and each of the Platform Companies entered into a cooperation framework agreement (the "Cooperation Framework Agreement") and related agreements to establish 深圳市興業中燃清潔能源有限責任公司("興業中燃"). The Group and 西部信託 has respectively contributed registered capital amounting to RMB606.40 million (approximately HK$659.10 million) and RMB909.60 million (approximately HK$1,010.70 million) into 興業中燃, and 興業中燃 has applied the capital contributions and the new bank loan of RMB2.27 billion (approximately HK$2.52 billion) (the "Bank Loan") obtained to acquire the entire equity interests of each of the Platform Companies at the aggregate consideration of RMB3.79 billion (approximately HK$4.21 billion) from the Fund. The Group has agreed to provide guarantee (and as guaranteed by the Group on any shortfall) for repayment of such Bank Loan. The Group, through 興業中燃, held 33.33% of the voting rights in the board of directors of the Platform Companies.

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19. INVESTMENTS IN JOINT VENTURES (Continued)

Notes:

(i) (Continued)

Pursuant to the Cooperation Framework Agreement, following repayment of the principal and interest payable in respect of the Bank Loan, all distributable funds shall be distributed to 西部信託 on a preferential basis up to its equity investment amount together with pre-agreed rate of return. Any remaining funds shall be distributed to the Group up to its equity investment amount together with pre-agreed rate of return. After the aforesaid distributions, any remaining funds shall be distributed to the Group and 西部信託 in proportion to their respective paid-up registered capital amounts.

As key decisions about the relevant activities of 興業中燃 require unanimous consents from the Group and 西部信託, the Group has joint control over 興業中燃 and the Group's equity interest in 興業中燃 is accounted for as an investment in joint venture.

Subsequent to the above, the Fund returned RMB3.48 billion (approximately HK$3.78 billion) to 中保基金 as redemption of the remaining capital contribution and approximately RMB283.70 million (approximately HK$308.40 million) to the Group. Following the capital redemption, 中保基金 ceased to be the Fund's joint venture partner, and the Fund continues to be held by the Group and 中燃基金 under joint control in the proportion of 99.34% and 0.66% of the Fund's registered share capital, respectively.

The above transactions resulted in a change in the investment holding of the Platform Companies and therefore, the Platform Companies continue to be the Group's joint ventures after the above transactions and are accounted for under the equity method.

(ii) During the year ended 31 March 2026, the Group, through its wholly owned subsidiary 中燃燃氣實業(深圳)有限公司 ("中燃實業"), entered into a partnership agreement (the "Partnership Agreement") with 中國東方資產管理股份有限公司 ("東方資產") and 光慧京宸(北京)企業管理有限公司 ("光慧京宸") to establish 北京光曜致新恒悦企業管理諮詢合夥企業(有限合夥)(the "Investment Fund"). 中燃實業 has a committed capital contribution of RMB1,148.70 million (approximately HK$1,269.28 million) for subordinated limited partnership units, 東方資產 has a committed capital contribution of RMB765.80 million (approximately HK$846.19 million) for priority limited partnership units, and 光慧京宸 has a committed capital contribution of RMB1.00 million (approximately HK$1.10 million) as the general partner. Up to 31 March 2026, 中燃實業, 東方資產 and 光慧京宸 contributed RMB nil (approximately HK$ nil), RMB765.80 million (approximately HK$846.19 million) and RMB nil (approximately HK$ nil) to the Investment Fund respectively.

The Investment Fund, through its subsidiary 中燃清潔能源科技(深圳)有限公司 (the "Investment Company"), applied the capital contributions and obtained loans of RMB1,148.70 million (approximately HK$1,269.28 million) (the "Loans") to acquire the entire equity interests of 山東中燃清潔能源有限公司 and its subsidiaries (collectively referred as "山東中燃清潔") from the Group, which would be used to repay 山東中燃清潔's outstanding debts to 中燃實業. 中燃實業 has agreed to provide guarantee to Investment Company for repayment of the Loans.

Pursuant to the Partnership Agreement, all distributable funds of the Investment Fund shall be distributed to 東方資產 on a preferential basis up to its equity investment amount together with a pre-agreed rate of return. Any remaining funds shall be distributed to 中燃實業.

As key decisions about the relevant activities of the Investment Fund require unanimous consents from 中燃實業, 東方資產 and 光慧京宸, 中燃實業 has joint control over the Investment Fund, and the Group's equity interests therein are accounted for as investments in a joint venture using the equity method of accounting.

At 31 March 2026, included in the cost of investments in joint ventures is goodwill of HK$241,778,000 (2025: HK$230,079,000).

Summarised financial information of material joint ventures

The summarised financial information below represents amounts shown in the joint ventures' consolidated financial statements.

All of the Group's joint ventures are accounted for using the equity method in these consolidated financial statements.

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19. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

福建安然 and its subsidiaries

	2026 HK$'000	2025 HK$'000
Current assets	1,276,129	1,161,132
Non-current assets	4,437,314	4,154,546
Current liabilities	(1,151,035)	(1,124,189)
Non-current liabilities	(706,658)	(657,259)
Net assets	3,855,750	3,534,230
Revenue	2,834,795	2,865,352
Total comprehensive income for the year	432,018	128,403
Dividend received from 福建安然 during the year	54,144	—

Reconciliation of the above summarised financial information to the carrying amount of the investments in joint ventures recognised in the consolidated financial statements:

	2026 HK$'000	2025 HK$'000
Net assets of 福建安然	3,855,750	3,534,230
Proportion of the Group's ownership interest in 福建安然	49%	49%
Carrying amount of the Group's interest in 福建安然 reflected in the Group's consolidated statement of financial position	1,889,318	1,731,773

For the year ended 31 March 2026

19. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

山東石油 and its subsidiaries

	2026 HK$'000	2025 HK$'000
Current assets	2,125,184	1,732,862
Non-current assets	2,468,317	2,414,925
Current liabilities	(455,348)	(384,777)
Non-current liabilities	(485,441)	(342,709)
Net assets	3,652,712	3,420,301
Less: Non-controlling interests	(1,190,488)	(1,118,155)
Net assets attributable to owners	2,462,224	2,302,146
Revenue	1,214,711	733,961
Total comprehensive income for the year	309,565	144,806
Dividend received from 山東石油 during the year	31,633	24,514

Reconciliation of the above summarised financial information to the carrying amount of the investments in joint ventures recognised in the consolidated financial statements:

	2026 HK$'000	2025 HK$'000
Net assets attributable to owners of 山東石油	2,462,224	2,302,146
Proportion of the Group's ownership interest in 山東石油	41%	41%
Carrying amount of the Group's interest in 山東石油 reflected in the Group's consolidated statement of financial position	1,009,512	943,880

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19. INVESTMENTS IN JOINT VENTURES (Continued)

Summarised financial information of material joint ventures (Continued)

興業中燃 and the Platform Companies

	2026 HK$'000	2025 HK$'000
Current assets	14,375,542	10,861,873
Non-current assets	15,343,205	15,587,302
Current liabilities	(18,689,488)	(14,170,761)
Non-current liabilities	(8,836,611)	(10,073,007)
Net assets	2,192,648	2,205,407
Less: Non-controlling interests of 興業中燃	(198,182)	(179,372)
Net assets attributable to owners of 興業中燃	1,994,466	2,026,035
Revenue	4,268,468	4,818,090
Loss for the year	(131,630)	(54,558)

The carrying amount of the Group's investments in 興業中燃 comprises the following:

	2026 HK$'000	2025 HK$'000
The Group's share of accumulated profits of 興業中燃	16,970	148,600
Capital contributed to 興業中燃 by the Group	659,131	659,131
Carrying amount of the Group's interest in 興業中燃 reflected in the Group's consolidated statement of financial position	676,101	807,731

Aggregate information of joint ventures that are not individually material

	2026 HK$'000	2025 HK$'000
The Group's share of results of these joint ventures	227,070	178,603
Aggregate carrying amount of the Group's interest in these joint ventures	8,003,976	8,291,065

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20. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2026 HK$'000	2025 HK$'000
Equity securities listed:		
— in Hong Kong	**178,278**	139,897
— in the Mainland of the PRC	**205,886**	243,432
Unlisted equity investments	**419,113**	414,915
Other investments	**2,198**	2,198
	805,475	800,442

The directors of the Company have elected to designate these equity investments as at FVTOCI as they believe that these investments are not held for trading and not expected to be sold in the foreseeable future. Details of the fair value measurements of these investments are set out in note 39.

21. GOODWILL

	HK$'000
At 1 April 2024	3,078,353
Eliminated on disposal and winding up of subsidiaries (note 37)	(57,917)
Exchange realignment	(30,583)
At 31 March 2025	2,989,853
Acquisition of a subsidiary	1,870
Eliminated on disposal and winding up of subsidiaries (note 37)	(34,721)
Exchange realignment	143,478
At 31 March 2026	3,100,480

The Group tests goodwill for impairment annually and in the financial year in which the acquisition takes place, or more frequently if there are indications that goodwill might be impaired.

Impairment testing on goodwill

Goodwill acquired in a business combination is allocated to CGUs that are expected to benefit from that business combination. The CGUs are principally engaged in the sales of natural gas and gas pipeline construction business, sales of LPG business and provision of valued-added services.

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21. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

The carrying amounts of goodwill as at 31 March 2026 and 2025 are allocated as follows:

	2026 HK$'000	2025 HK$'000
Sales of natural gas and gas pipeline construction business within each of the following CGUs		
Clever Decision Enterprise Limited	139,314	132,573
宿州中燃城市燃氣發展有限公司	44,042	41,911
北京中油翔科科技有限公司	15,276	14,537
湖南明程貿易發展有限公司	52,777	50,224
南昌中燃城市燃氣發展有限公司	14,676	13,966
遼陽中燃城市燃氣發展有限公司 and its subsidiaries	26,676	25,385
牡丹中燃城市燃氣發展有限公司	29,882	28,436
北京國潤富力能源技術發展有限公司 and its subsidiaries	31,746	30,210
Fortune Gas Investment Holdings Limited and its subsidiaries	977,489	930,189
蕪湖中燃百江燃氣有限公司	16,383	15,590
武漢中燃能源集團有限公司 and China Gas Hong Kong Company Limited and its subsidiaries	180,029	171,318
Beijing Gas Development Limited and its subsidiaries	203,513	193,667
黑龍江中燃城市燃氣發展有限公司 and its subsidiaries	68,379	65,070
巨鹿縣川能天然氣銷售有限公司	16,726	15,917
柏鄉縣金鑫天然氣有限公司	12,191	11,601
綿陽市金泰燃氣有限公司 and its subsidiary	17,697	16,841
青島中燃明月熱電有限公司	17,691	16,835
鄆城縣速騰燃氣有限公司	33,691	32,060
樺甸中燃城市燃氣發展有限公司 and its subsidiary	14,498	13,797
蚌埠中燃百旺能源有限公司	16,294	15,506
Other individually immaterial CGUs	350,033	349,032
	2,279,003	2,184,665
Sales of LPG business within the following CGU		
深圳中燃能源集團有限公司 and its subsidiaries	520,120	518,413
Provision of value-added services within each of following CGUs		
Daily Pride Limited and its subsidiaries	300,241	285,713
恩耐特(重慶)新能源有限公司	1,116	1,062
	301,357	286,775
	3,100,480	2,989,853

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21. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

The recoverable amounts of the CGUs are determined based on value in use calculations. The key assumptions for the value in use calculations are those regarding discount rates and growth rates. The management estimates discount rates using pre-tax rates that reflect current market assessment of the time value of money and the risks specific to the CGUs. The growth rates are based on budgets approved by the management and industry growth forecasts.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the management for the next five years. The cash flows beyond the 5-year period are extrapolated using a steady 2% (2025: 2%) average growth rate for CGUs in the natural gas and gas pipeline construction business, 2% (2025: 2%) for CGU in the sales of LPG business and 2% (2025: 2%) for CGUs engaged in the provision of value-added services. The pre-tax rates used to discount cash flows for CGUs are from 9% to 17% (2025: 9% to 17%). Based on the impairment testing performed, no material impairment loss is identified for both years.

22. OTHER INTANGIBLE ASSETS

	Exclusive rights of natural gas operation HK$'000	Production sharing rights HK$'000	Technology rights HK$'000	Licenses HK$'000	Customer relationship HK$'000	Total HK$'000
COST						
At 1 April 2024	3,194,355	1,330,031	51,477	28,968	14,184	4,619,015
Exchange adjustments	(34,329)	(14,301)	(554)	(303)	(153)	(49,640)
At 31 March 2025	**3,160,026**	**1,315,730**	**50,923**	**28,665**	**14,031**	**4,569,375**
Exchange adjustments	**160,712**	**66,902**	**2,589**	**1,418**	**713**	**232,334**
At 31 March 2026	3,320,738	1,382,632	53,512	30,083	14,744	4,801,709
AMORTISATION						
At 1 April 2024	1,124,655	178,115	51,477	6,033	14,184	1,374,464
Exchange adjustments	(12,102)	(1,915)	(554)	(64)	(153)	(14,788)
Charge for the year	145,571	32,511	—	443	—	178,525
At 31 March 2025	**1,258,124**	**208,711**	**50,923**	**6,412**	**14,031**	**1,538,201**
Exchange adjustments	**63,973**	**10,612**	**2,589**	**318**	**713**	**78,205**
Charge for the year	**145,881**	**52,138**	**—**	**3,198**	**—**	**201,217**
At 31 March 2026	**1,467,978**	**271,461**	**53,512**	**9,928**	**14,744**	**1,817,623**
CARRYING VALUES						
At 31 March 2026	**1,852,760**	**1,111,171**	**—**	**20,155**	**—**	**2,984,086**
At 31 March 2025	1,901,902	1,107,019	—	22,253	—	3,031,174

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22. OTHER INTANGIBLE ASSETS (Continued)

The exclusive rights of natural gas operation, technology rights, licenses and customer relationship are amortised on a straight-line method over the period of 30 years, 40 years, 3 to 10 years and 10 years respectively.

Production sharing right represents the right under the production contract entered into between a subsidiary of the Company and a PRC entity for the exploitation and development of a coal-bed methane resource in the PRC (the "CBM Project") under an exclusive right granted by the PRC government to explore, develop and produce coal-bed methane with that PRC entity as joint operation partner until 2029. The management of the Group sought advice from its legal advisor and has been advised that there is a sound basis to further extend the exclusive right to 2038. The Group has a 50% participating stake in the CBM Project. Production sharing right is amortised by using the units of production method based on the expected proven reserve to be extracted.

23. INVENTORIES

	2026 **HK$'000**	2025 HK$'000
Construction materials	**2,232,404**	2,141,951
Value-added products and service consumables	**750,163**	762,482
Properties under development	**472,401**	374,237
Natural gas	**272,225**	322,335
LPG	**379,918**	594,412
Consumables, spare parts and other materials	**73,964**	89,278
	4,181,075	4,284,695

24. CONTRACT ASSETS/LIABILITIES

	2026 **HK$'000**	2025 HK$'000
Contract assets — current		
Construction contracts in gas pipeline construction	**12,836,295**	11,753,650
Contract liabilities — current		
Construction contracts in gas pipeline construction	**1,295,379**	1,554,742
Purchase of natural gas, LPG and other sales	**6,480,073**	6,366,746
	7,775,452	7,921,488

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24. CONTRACT ASSETS/LIABILITIES (Continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due. Contract assets primarily relate to the Group's right to consideration for work completed because the rights are conditional on the Group's future performance in achieving specified milestones on the contract work. The contract assets are transferred to trade receivables when the rights become unconditional.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

As at 1 April 2024, contract assets amounted to HK$10,260,982,000 and contract liabilities amounted to HK$8,568,261,000.

Typical payment terms which impact on the amount of contract assets and contract liabilities recognised are as follows:

Construction contracts in respect of gas pipeline construction

The Group's revenue from gas pipeline construction contracts is measured using the input method. The Group requires certain customers to provide upfront deposits before the commencement of the construction as part of its credit risk management policies.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

When the Group receives a deposit before the construction commences, this gives rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

Purchase of natural gas and LPG

For the sales of natural gas to household customers, the Group generally requires advance payment before the usage of the natural gas through prepaid cards. The charge of the actual usage of natural gas will be deducted directly from the balance of the prepaid cards. The customers can only consume the natural gas up to the balance of the prepaid cards. For certain industrial and commercial customers, the Group requires advance payment before the usage of the natural gas, and bills any shortage against the periodically actual charge for the actual usage of natural gas. This gives rise to contract liabilities until the revenue recognised on the relevant contract reaches/exceeds the amount of advance payment.

For the sales of LPG, the Group requires advance payments from certain customers for the sales of LPG which gives rise to contract liabilities until the revenue recognised on the relevant contract exceeds the amount of advance payment.

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24. CONTRACT ASSETS/LIABILITIES (Continued)

Purchase of natural gas and LPG (Continued)

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

	Construction contracts HK$'000	**Purchase of natural gas, LPG and other sales** HK$'000
For the year ended 31 March 2026		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	**1,554,742**	**6,366,746**
For the year ended 31 March 2025		
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	1,728,220	6,840,041

Details of impairment assessment of contract assets are set out in note 39.

25. TRADE AND OTHER RECEIVABLES

	2026 **HK$'000**	2025 HK$'000
Trade receivables from contracts with customers	**7,070,647**	6,748,869
Less: Allowance for credit losses	**(1,067,268)**	(1,049,187)
Trade receivables, net	**6,003,379**	5,699,682
Deposits paid for construction and other materials	**1,499,222**	1,286,794
Deposits paid for purchase of natural gas and LPG	**3,017,565**	2,706,018
Advance payments to sub-contractors	**1,075,113**	1,055,454
Rental and utilities deposits	**378,495**	433,036
Other tax recoverable	**676,310**	664,278
Other receivables and deposits	**2,407,476**	2,039,018
Consideration receivable from disposal and winding up of subsidiaries (note 37)	**17,196**	282,021
Prepaid operating expenses	**1,434,951**	1,323,650
Amounts due from non-controlling interests of subsidiaries	**72,670**	72,548
Other receivables, deposits and prepayments	**10,578,998**	9,862,817
Total trade and other receivables	**16,582,377**	15,562,499

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25. TRADE AND OTHER RECEIVABLES (Continued)

As at 1 April 2024, trade receivables from contracts with customers (net of allowance for credit losses) amounted to HK$5,623,799,000.

Other than certain major customers with good repayment history to which the Group allows a longer credit period or settlement by instalment basis, the Group generally allows an average credit period of 30 to 180 days to its trade customers.

During the year ended 31 March 2026, the Group entered into contracts with an independent third party (the "Entrusted Party"), pursuant to which the Group has agreed to entrust the Entrusted Party with trade receivables in the engineering design, construction and installation segment of amounting to approximately RMB2,220,205,000 (approximately HK$2,453,265,000) in aggregate, for the purpose of the issuance of debt financing instruments backed by the cash flow generated from the trade receivables. Management of the Group assessed that, through the contracts with the Entrusted Party, the Group has transferred all the contractual rights to receive the cash flows and transferred substantially all the risks and rewards of ownership of the trade receivables to the Entrusted Party. The Group derecognised the related trade receivables of RMB2,220,205,000 (approximately HK$2,453,265,000) during the year ended 31 March 2026 upon completion of transfer and recognised a loss on derecognition of financial assets measured at amortised cost of HK$96,029,000 in other gains and losses.

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on invoice date at the end of the reporting period:

	2026 **HK$'000**	2025 HK$'000
0–180 days	**2,368,953**	2,377,423
181–365 days	**805,736**	561,231
Over 365 days	**2,828,690**	2,761,028
	6,003,379	5,699,682

The Group has policies for allowance for credit losses which are based on the evaluation of collectability and aged analysis of trade receivables and on the management's judgment including the current creditworthiness and the past collection history of customers as well as relevant forward-looking information.

Details of impairment assessment of trade and other receivables are set out in note 39.

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26. AMOUNTS DUE FROM (TO) ASSOCIATES/JOINT VENTURES

Amounts due from (to) associates

Included in the balance of amounts due from associates are (i) loans of HK$105,069,000 (2025: HK$91,860,000) which are unsecured, non-interest bearing and repayable on demand; (ii) amounts that are of trade nature of HK$99,168,000 (2025: HK$80,557,000) and aged within 180 days based on invoice date; and (iii) a dividend receivable of HK$7,513,000 (2025: HK$4,727,000) from associates. A credit period of 30 to 180 days is granted to the associates for trade amounts. Details of impairment assessment of amounts due from associates are set out in note 39.

As at 31 March 2026, amounts due to associates of HK$37,733,000 (2025: HK$57,770,000) are of trade nature and aged within 180 days based on invoice date.

Amounts due from (to) joint ventures

Included in the balance of amounts due from joint ventures are (i) loans of HK$62,147,000 (2025: HK$59,140,000) which are unsecured, interest-bearing at fixed rate of 5.70% (2025: 5.70%) per annum and repayable on demand; and (ii) amounts that are of trade nature of HK$1,289,107,000 (2025: HK$741,372,000) and aged within 180 days based on invoice date. A credit period of 180 days is granted to the joint ventures for trade amounts. The remaining balance of HK$2,345,712,000 (2025: HK$2,705,504,000) is of non-trade nature, which is unsecured, non-interest bearing and repayable on demand. Details of impairment assessment of amounts due from joint ventures are set out in note 39.

Included in the balance of amounts due to joint ventures are amounts that are of trade nature of HK$199,551,000 (2025: HK$153,618,000) and aged within 180 days based on invoice date. The remaining balance of HK$344,440,000 (2025: HK$344,440,000) is of non-trade nature, which is unsecured, non-interest bearing and repayable on demand.

27. DERIVATIVE FINANCIAL INSTRUMENTS

	2026		2025	
	Assets HK$'000	**Liabilities HK$'000**	Assets HK$'000	Liabilities HK$'000
Derivatives under cash flow hedge accounting:				
Cross currency interest rate swap contracts	**—**	**—**	19,868	24,818
LPG futures contracts	**511,211**	**329,142**	—	—
LNG commodity swap contracts	**16,424**	**72,309**	—	—
	527,635	**401,451**	19,868	24,818
Derivatives not under hedge accounting:				
LPG futures contracts	**—**	**—**	44,230	26,597
LNG futures contracts	**2,544**	**57,472**	—	—
LNG commodity swap contracts	**—**	**128,105**	—	—
	2,544	**185,577**	44,230	26,597
	530,179	**587,028**	64,098	51,415

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27. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

Cross currency interest rate swap contracts

The Group entered into cross currency interest rate swap contracts in order to manage the Group's foreign currency exposure and interest rate exposure in relation to the Group's borrowings which are denominated in HK$ and USD and with interests indexed to Hong Kong Interbank Offered Rate ("HIBOR") and Secured Overnight Financing Rate ("SOFR") respectively. These cross currency interest rate swap contracts are designated as hedging instruments which hedge the variability in the cash flows relating to interest and principal repayments of the underlying hedged borrowings.

As at 31 March 2025, the Group has the following outstanding cross currency interest rate swap contracts:

(i) An aggregate notional amount of HK$1,688,700,000 that requires the Group to buy HK$ for RMB at exchange rate of RMB0.9187 for HK$1 and change from paying floating interest rate of HIBOR+1.10% per annum to paying fixed rates ranging from 3.95% to 3.98% per annum with a maturity period that matches the maturity period of the relevant borrowings; and

(ii) An aggregate notional amount of USD283,500,000 (approximately HK$2,211,300,000)) that requires the Group to buy USD for RMB at exchange rate of RMB7.3127 for USD1 and change from paying floating interest rate of SOFR+1.30% per annum to paying fixed rates ranging from 3.96% to 3.99% per annum with a maturity period that matches the maturity period of the relevant borrowings.

During the year ended 31 March 2026, the fair value loss of cross currency interest rate swap contracts that are designated and effective as hedging instruments of HK$63,112,000 (2025: fair value gain of HK$66,205,000) is recognised in other comprehensive income and accumulated in hedging reserve. Cumulative fair value loss of HK$68,062,000 (2025: fair value gain of HK$78,910,000) was reclassified to profit or loss on realisation of cash flow hedge.

The cross currency interest rate swap contracts are measured at fair value at the end of the reporting period. Details of the fair value measurements are set out in note 39.

LPG futures contracts

The Group enters into LPG futures contracts in order to mitigate the fluctuation in market prices of LPG products in relation to its sales of LPG business. The LPG futures contracts are designated as hedging instruments which hedge the commodities price risk exposures of the underlying purchases or sales of LPG.

During the year ended 31 March 2026, the fair value gain of LPG futures contracts that are designated and effective as hedging instruments of HK$83,643,000 (2025: HK$29,969,000) is recognised in other comprehensive income and accumulated in hedging reserve. Cumulative fair value gain of HK$66,978,000 (2025: HK$29,969,000) was reclassified to profit or loss on realisation of cash flow hedge. The net fair value gain on LPG futures contracts not designated as hedging instruments of HK$9,721,000 (2025: HK$5,881,000) is recognised in other gains and losses in note 7.

The LPG futures contracts are exchange-traded products in an active market. The fair value is determined based on the quoted market bid prices available on the relevant exchange. The fair value of LPG futures contracts is classified as Level 1 of the fair value hierarchy. Details of the fair value measurements are set out in note 39.

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27. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

LNG commodity swap contracts

The Group's two operating international long-term LNG sale and purchase agreements, along with certain domestic long-term liquefied natural gas procurement agreements, are primarily priced based on international natural gas price indices.

The Group is exposed to price risk as the purchase prices of agreements are linked to certain commodity price indices. The Group manages significant portion of such price exposure through entering into various commodity derivative contracts (the "Commodity Derivatives") with certain financial institutions. These contracts have been classified as derivatives under HKFRS 9 and are required to be measured at FVTPL, in which, certain Commodity Derivatives are designated as hedging instruments and accounted for under hedge accounting.

During the year ended 31 March 2026, the fair value loss of LNG commodity swap contracts that are designated and effective as hedging instruments of HK$55,885,000 (2025: nil) is recognised in other comprehensive income and accumulated in hedging reserve. No cumulative fair value gain was reclassified to profit or loss on realisation of cash flow hedge during the year.

The LNG commodity swap contracts are over-the-counter instruments transacted in markets that are not exchange-traded. The fair value is determined using valuation techniques that incorporate observable market inputs, including forward curves and broker quotations, adjusted as necessary for liquidity and credit risk factors. The fair value of LNG commodity swap contracts is classified as Level 2 of the fair value hierarchy. Details of the fair value measurements are set out in note 39.

28. HELD-FOR-TRADING INVESTMENTS

	2026 **HK$'000**	2025 HK$'000
Equity securities at fair value listed in Hong Kong	**51,805**	35,602

Held-for-trading investments as at 31 March 2026 and 2025 represent equity securities listed in Hong Kong. The fair values of the investments are determined based on the quoted market bid prices available on the Stock Exchange. The fair value of held-for-trading investments is classified as Level 1 of the fair value hierarchy. Details of the fair value measurements are set out in note 39.

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29. PLEDGED BANK DEPOSITS/CASH AND CASH EQUIVALENTS

Pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to HK$104,907,000 (2025: HK$310,447,000) have been pledged to secure short-term bank loans and undrawn short-term facilities and are therefore classified as current assets. The pledged bank deposits carry fixed interest rates of 0.25% to 3.45% (2025: 0.20% to 3.45%) per annum.

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less and carry interest at market rates which range from 0.01% to 1.35% (2025: 0.01% to 1.35%) per annum.

The details of the Group's pledged bank deposits and cash and cash equivalents which are denominated in currencies other than the functional currency of the respective group entities are set out below:

	USD HK$'000 equivalent	**SGD** HK$'000 equivalent	**HK$** HK$'000
At 31 March 2026	**110,361**	**553**	**156,147**
At 31 March 2025	203,784	41	71,815

30. TRADE AND OTHER PAYABLES

	2026 **HK$'000**	2025 HK$'000
Trade and bill payables	**12,360,234**	12,526,559
Other payables and accrued charges	**626,588**	1,358,934
Consideration payables	**69,380**	101,818
Construction cost payables	**626,859**	735,848
Retention payables and security deposits received	**1,239,900**	1,252,940
Accrued staff costs	**244,835**	250,291
Loan interest payables	**531,051**	395,105
Amounts due to non-controlling interests of subsidiaries (Note)	**228,924**	125,391
Other payables and accruals	**3,567,537**	4,220,327
Total trade and other payables	**15,927,771**	16,746,886

Note: The amounts due to non-controlling interests of subsidiaries are non-trade in nature, unsecured, non-interest bearing and repayable on demand.

The average credit period on trade purchases and ongoing costs is 90 to 180 days.

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30. TRADE AND OTHER PAYABLES (Continued)

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

	2026 HK$'000	2025 HK$'000
0–90 days	**7,170,168**	7,482,865
91–180 days	**952,291**	1,175,594
Over 180 days	**4,237,775**	3,868,100
	12,360,234	12,526,559

31. LEASE LIABILITIES

	2026 HK$'000	2025 HK$'000
Lease liabilities payable:		
Within one year	**95,296**	64,578
Within a period of more than one year but not more than two years	**75,271**	32,389
Within a period of more than two years but not more than five years	**178,846**	60,509
More than five years	**51,471**	36,035
	400,884	193,511
Less: Amount due for settlement within 12 months shown under current liabilities	**(95,296)**	(64,578)
Amount due for settlement after 12 months shown under non-current liabilities	**305,588**	128,933

The weighted average incremental borrowing rate applied to lease liabilities is 4.64% (2025: 4.64%).

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32. BANK AND OTHER BORROWINGS

	2026 HK$'000	2025 HK$'000
Bank and other borrowings comprise the following:		
Bank borrowings	**40,407,517**	40,551,687
Other borrowings	**25,728,479**	19,679,110
	66,135,996	60,230,797
Analysed for reporting purposes as:		
Current	**29,946,425**	21,081,999
Non-current	**36,189,571**	39,148,798
	66,135,996	60,230,797
Secured	**5,646,172**	5,893,052
Unsecured	**60,489,824**	54,337,745
	66,135,996	60,230,797

	Bank borrowings		**Other borrowings**	
	2026 HK$'000	2025 HK$'000	**2026 HK$'000**	2025 HK$'000
The maturity profile of the above borrowings is as follows:				
On demand or within one year	**22,953,234**	17,965,694	**6,993,191**	3,116,305
Within a period of more than one year but not more than two years	**5,997,723**	7,069,010	**1,948,074**	658,826
Within a period of more than two years but not more than five years	**9,376,574**	13,443,081	**14,856,835**	14,350,809
More than five years	**2,079,986**	2,073,902	**1,930,379**	1,553,170
	40,407,517	40,551,687	**25,728,479**	19,679,110
Less: Amount due within one year shown under current liabilities	**(22,953,234)**	(17,965,694)	**(6,993,191)**	(3,116,305)
Amount due after one year shown under non-current liabilities	**17,454,283**	22,585,993	**18,735,288**	16,562,805

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32. BANK AND OTHER BORROWINGS (Continued)

	2026 HK$'000	2025 HK$'000
Fixed-rate borrowings	**37,786,628**	28,358,231
Floating-rate borrowings		
— HIBOR for offshore RMB("CNH HIBOR") plus 0.11% to 1.00% (2025: CNH HIBOR plus 0.11% to 1.00%)	**1,774,011**	1,855,484
— HIBOR plus 0.7% (2025: HIBOR plus 1.15% to 1.20%)	**780,000**	2,387,625
— SOFR plus 1.30%	**—**	2,211,300
— Base rate of the People's Bank of China	**25,795,357**	25,418,157
	66,135,996	60,230,797

Other borrowings mainly include: (i) other borrowings from certain financial institutions of HK$4,768,027,000 (2025: HK$4,302,766,000) which are secured by property, plant and equipment, carry interest ranging from 3.00% to 4.17% (2025: from 3.18% to 4.17%) per annum and repayable in 2029 to 2035 (2025: in 2029 to 2034); (ii) corporate bonds and super short-term commercial papers in the PRC of HK$5,649,718,000 (2025: HK$7,311,828,000) which are unsecured, carry interest ranging from 1.77% to 3.00% (2025: 1.87% to 3.00%) per annum and repayable in 2027 to 2030 (2025: 2025 to 2029); and (iii) the Company's corporate bonds as disclosed below.

The details of the corporate bonds of the Company as included in the other borrowings are as follows:

	2026 HK$'000	2025 HK$'000
Corporate bond 1 (Note i)	**1,694,915**	1,612,903
Corporate bond 2 (Note ii)	**1,694,915**	1,612,903
Corporate bond 3 (Note iii)	**903,955**	860,215
Corporate bond 4 (Note iv)	**1,355,932**	1,290,323
Corporate bond 5 (Note v)	**1,129,943**	1,075,269
Corporate bond 6 (Note vi)	**1,129,943**	1,075,269
Corporate bond 7 (Note vii)	**564,972**	537,634
Corporate bond 8 (Note viii)	**677,966**	—
Corporate bond 9 (Note ix)	**451,977**	—
Corporate bond 10 (Note x)	**734,463**	—
Corporate bond 11 (Note xi)	**1,016,949**	—
Corporate bond 12 (Note xii)	**1,129,944**	—
Corporate bond 13 (Note xiii)	**1,129,944**	—
Corporate bond 14 (Note xiv)	**564,972**	—
Corporate bond 15 (Note xv)	**564,972**	—
Corporate bond 16 (Note xvi)	**564,972**	—
	15,310,734	8,064,516

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32. BANK AND OTHER BORROWINGS (Continued)

Notes:

(i) The corporate bond of RMB1.5 billion was issued with coupon and effective interest rate of 3.15% per annum through private placement in the PRC on 6 September 2023 and maturity date on 6 September 2028. The corporate bond is tradable in the National Interbank Bond Market of the PRC. At the end of the third year of those bonds' duration, the issuer shall be entitled to adjust the coupon rate of corporate bonds and investors will be entitled to sell back the bonds to the issuer.

(ii) The corporate bond of RMB1.5 billion was issued with coupon and effective interest rate of 3.20% per annum through private placement in the PRC on 18 October 2023 and maturity date on 18 October 2028. The corporate bond is tradable on the National Interbank Bond Market of the PRC. At the end of the third year of those bonds' duration, the issuer shall be entitled to adjust the coupon rate of corporate bonds and investors will be entitled to sell back the bonds to the issuer.

(iii) The corporate bond of RMB800 million was issued with coupon and effective interest rate of 2.46% per annum through private placement in the PRC on 20 May 2024 and maturity date on 20 May 2029. The corporate bond is tradable on the National Interbank Bond Market of the PRC. At the end of the third year of those bonds' duration, the issuer shall be entitled to adjust the coupon rate of corporate bonds and investors will be entitled to sell back the bonds to the issuer.

(iv) The corporate bond of RMB1.2 billion was issued with coupon and effective interest rate of 2.37% per annum through private placement in the PRC on 8 July 2024 and maturity date on 8 July 2029. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(v) The corporate bond of RMB1 billion was issued with coupon and effective interest rate of 2.37% per annum through private placement in the PRC on 15 July 2024 and maturity date on 15 July 2029. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(vi) The corporate bond of RMB1 billion was issued with coupon and effective interest rate of 2.20% per annum through private placement in the PRC on 24 February 2025 and maturity date on 24 February 2030. The corporate bond is tradable on the National Interbank Bond Market of the PRC

(vii) The corporate bond of RMB500 million was issued with coupon and effective interest rate of 2.27% per annum through private placement in the PRC on 21 January 2025 and maturity date on 21 January 2032. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(viii) The corporate bond of RMB600 million was issued with coupon and effective interest rate of 2.27% per annum through private placement in the PRC on 22 May 2025 and maturity date on 23 May 2030. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(ix) The corporate bond of RMB400 million was issued with coupon and effective interest rate of 2.32% per annum through private placement in the PRC on 15 July 2025 and maturity date on 16 July 2032. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(x) The corporate bond of RMB650 million was issued with coupon and effective interest rate of 2.10% per annum through private placement in the PRC on 29 July 2025 and maturity date on 30 July 2028. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(xi) The corporate bond of RMB900 million was issued with coupon and effective interest rate of 2.35% per annum through private placement in the PRC on 7 November 2025 and maturity date on 10 November 2030. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(xii) The corporate bond of RMB1 billion was issued with coupon and effective interest rate of 1.71% per annum through private placement in the PRC on 2 December 2025 and maturity date on 24 April 2026. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(xiii) The corporate bond of RMB1 billion was issued with coupon and effective interest rate of 1.72% per annum through private placement in the PRC on 4 December 2025 and maturity date on 22 May 2026. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(xiv) The corporate bond of RMB500 million was issued with coupon and effective interest rate of 1.73% per annum through private placement in the PRC on 9 December 2025 and maturity date on 17 June 2026. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(xv) The corporate bond of RMB500 million was issued with coupon and effective interest rate of 2.51% per annum through private placement in the PRC on 6 January 2026 and maturity date on 7 January 2031. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

(xvi) The corporate bond of RMB500 million was issued with coupon and effective interest rate of 2.51% per annum through private placement in the PRC on 6 January 2026 and maturity date on 7 January 2031. The corporate bond is tradable on the National Interbank Bond Market of the PRC.

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32. BANK AND OTHER BORROWINGS (Continued)

The range of effective interest rates on the Group's borrowings are as follows:

	2026	2025
Effective interest rates per annum:		
Fixed-rate borrowings	0.89% — 4.17%	0.70% — 3.80%
Floating-rate borrowings	0.90% — 4.15%	0.90% — 6.60%

The details of the Group's borrowings which are denominated in foreign currencies are set out below:

	HK$ HK$'000	Japanese Yen ("JPY") HK$'000 equivalent	Renminbi ("RMB") HK$'000 equivalent
At 31 March 2026	780,000	257,303	237,288
At 31 March 2025	—	280,329	698,924

33. SHARE CAPITAL

	Ordinary shares		Convertible preference shares		Total
	No. of shares '000 at HK$0.01 each	HK$'000	No. of shares '000 at HK$1.00 each	HK$'000	HK$'000
Authorised	9,000,000	90,000	124,902	124,902	214,902
Issued and fully paid:					
At 1 April 2024	5,435,573	54,356	—	—	54,356
Shares issued for scrip dividends (Note i)	12,580	126	—	—	126
At 31 March 2025 and 2026	5,448,153	54,482	—	—	54,482

Note:

(i) During the year ended 31 March 2025, the Company issued 1,866,027 new ordinary shares pursuant to the scrip dividend scheme in relation to the final dividend for the year ended 31 March 2024 and 10,713,542 new ordinary shares pursuant to the scrip dividend scheme in relation to the interim dividend for the six months ended 30 September 2024. The new shares rank pari passu with the existing shares in all respects.

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34. DEFERRED TAXATION

The following is the deferred tax (assets) liabilities recognised and movements thereon during the current and prior years.

	Accelerated tax depreciation HK$'000	Revaluation on properties HK$'000	Fair value adjustment on property, plant and equipment and right-of-use assets HK$'000	Tax losses HK$'000	Intangible assets HK$'000	Impairment on trade and other receivables and contract assets HK$'000	Other payables and accruals HK$'000	Impairment on property, plant and equipment HK$'000	Total HK$'000
At 1 April 2024	445,564	178,653	112,520	(940,574)	694,538	(411,940)	(79,699)	(26,824)	(27,762)
Exchange adjustments	(5,651)	(1,744)	(1,071)	13,911	(6,718)	5,838	857	288	5,710
(Credit) charge to profit or loss for the year (note 9)	(39,911)	(10,990)	(8,616)	(71,573)	(44,631)	(24,272)	51,172	—	(148,821)
Disposal and winding up of subsidiaries (note 37)	(2,224)	—	—	48,210	—	—	—	—	45,986
At 31 March 2025	397,778	165,919	102,833	(950,026)	643,189	(430,374)	(27,670)	(26,536)	(124,887)
Exchange adjustments	13,426	4,208	2,322	(35,781)	14,105	(19,548)	(1,406)	(1,349)	(24,023)
(Credit) charge to profit or loss for the year (note 9)	(53,293)	(6,839)	(8,710)	156,660	(50,281)	6,682	12,054	—	56,273
Disposal and winding up of subsidiaries (note 37)	(11,163)	—	—	55,429	—	—	—	—	44,266
At 31 March 2026	346,748	163,288	96,445	(773,718)	607,013	(443,240)	(17,022)	(27,885)	(48,371)

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

	2026 HK$'000	2025 HK$'000
Deferred tax assets	**1,263,536**	1,438,737
Deferred tax liabilities	**(1,215,165)**	(1,313,850)
	48,371	124,887

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profit earned by PRC subsidiaries from 1 January 2008 onward. No deferred taxation has been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC entities amounting to HK$77,096,852,000 (2025: HK$73,727,277,000) as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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34. DEFERRED TAXATION (Continued)

Majority of the joint ventures and associates established in the PRC are held directly by certain wholly-owned subsidiaries of the Group established in the PRC which are therefore not subject to the above-mentioned withholding tax.

At the end of the reporting period, the Group has estimated unused tax losses of HK$17,887,530,000 (2025: HK$18,131,580,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK$3,157,393,000 (2025: HK$3,859,598,000) of the tax losses. No deferred tax asset has been recognised for the remaining estimated tax losses of HK$14,730,137,000 (2025: HK$14,271,982,000) due to the uncertainty of future profits streams. Included in unrecognised estimated tax losses are losses of HK$2,441,052,000 (2025: HK$2,967,131,000) that will expire in 5 years from the year of origination which is ranged from 2027 to 2030 (2025: 2026 to 2029). Other losses may be carried forward indefinitely.

35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (employee share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on an assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the employee share-based compensation reserve. For share awards/share options that vest immediately at the date of grant, the fair value of the share awards/share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in employee share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in employee share-based compensation reserve will be transferred to accumulated profits.

When share awards granted are vested, the amount previously recognised in employee share-based compensation reserve and the amount of the relevant share awards (presented under treasury shares reserve) will be transferred to accumulated profits.

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35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(A) Share option schemes of the Company

A share option scheme was adopted pursuant to a resolution passed on 20 August 2013 ("Old Share Option Scheme"). The purpose of the Old Share Option Scheme is to grant share options to eligible persons as incentives or rewards for their contribution to the Group. The Old Share Option Scheme was terminated and replaced by a new share option scheme ("New share Option Scheme") on 23 August 2023.

The Old Share Option Scheme

The eligible persons as defined in the Old Share Option Scheme are individuals or entities who or which may participate in the Old Share Option Scheme ("Eligible Persons"). The following individuals or entities who in the absolute discretion of the board of directors of the Company have contributed to the Group on the basis of their contribution to the development and growth of the Group may participate in the Scheme:

(i) an eligible employee;

(ii) a non-executive director and an independent non-executive director of any member of the Group;

(iii) an agent or a consultant of any member of the Group;

(iv) a supplier of goods or services to any member of the Group or any director or employee of such supplier;

(v) a customer of any member of the Group or any director or employee of such customer;

(vi) person or entity that provides research, development or other technological support or any advisory, consultancy or professional services to any member of the Group or any director or employee of any such entity;

(vii) a subsidiary of the Company; and

(viii) a company in which the Company holds, either directly or indirectly, 20% or more of its equity interest.

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35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(A) Share option schemes of the Company (Continued)

The Old Share Option Scheme (Continued)

The maximum number of shares available for subscription is as follows:

(i) Subject to the Listing Rules, the maximum number of the shares of the Company subject to outstanding unvested or vested options under the Old Share Option Scheme and outstanding options under other share option scheme of the Company (if any) must not exceed 30% of the shares of the Company in issue as at 20 August 2013 ("Overriding Limit"). No options may be granted if it will result in this Overriding Limit being exceeded.

(ii) Subject to the Overriding Limit, paragraphs (iii) and (iv) below, the total number of shares of the Company issued and to be issued upon exercise of all options must not exceed 10% of the shares of the Company in issue as at 20 August 2013 (subject to adjustment in the event of a capitalisation issue or rights issue or open offer of shares of the Company, or consolidation, sub-division or reduction of share capital of the Company (other than an issue of shares of the Company as consideration in respect of a transaction)) ("Mandate Limit"). Unless approved pursuant to paragraphs (iii) or (iv) below, no options may be granted if such grant will result in the Mandate Limit being exceeded. Options lapsed according to the terms of the Old Share Option Scheme or other share option scheme(s) will not be counted for the purpose of calculating the Mandate Limit.

(iii) Subject to the Overriding Limit and an approval of shareholders of the Company, the Company may from time to time "refresh" a Mandate Limit provided that the total number of shares of the Company which may be issued upon exercise of all options to be granted under the limit as "refreshed" must not exceed 10% of the shares of the Company in issue at the date of the resolution to approve the "refreshed" limit ("Refresher Date"). Options previously granted (whether outstanding, cancelled, lapsed (according to the Old Share Option Scheme or the other share option schemes of the Company) or exercised) will not be counted for the purpose of calculating the limit as "refreshed". The Company can seek the approval of shareholders of the Company to "refresh" a Mandate Limit any number of times as the board of directors of the Company considers appropriate. Unless approved pursuant to paragraph (iv) below, the board of directors of the Company cannot grant any options on or after the Refresher Date if such grant will result in the Mandate Limit as refreshed being exceeded. On 21 August 2019, the Company obtained the approval of shareholders to refresh the Mandate Limit, which represents 10% of the total issued share capital of the Company on that day.

(iv) Subject to the Overriding Limit and a specific approval of shareholders of the Company, the board of directors of the Company may grant options to Eligible Persons identified by the board of directors of the Company. If the approval of shareholders of the Company is obtained, the board of directors of the Company may grant options to any Eligible Person in respect of such number of shares of the Company and on such terms as specified in that approval of shareholders of the Company.

For the year ended 31 March 2026

35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(A) Share option schemes of the Company (Continued)

The Old Share Option Scheme (Continued)

Options granted under the Old Share Option Scheme must be taken up within 20 business days of the date of grant and pay the Company the amount payable, if any, on acceptance of the option. Any option under the Old Share Option Scheme which has vested, in respect of which all conditions attaching to it have satisfied and which has not lapsed may be exercised at any time, by no option may be exercised if such exercise would, in the opinion of the board of directors of the Company, be in breach of the Old Share Option Scheme, any applicable law, rule or regulation or the terms and conditions of the relevant option granted under the Old Share Option Scheme.

The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

The New Share Option Scheme

The purpose of the New Share Option Scheme is to (a) recognise and reward the contribution of certain eligible participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and (b) to attract suitable personnel for further development of the Group.

The New Share Option Scheme shall remain in force for a period of 10 years commencing on 23 August 2023.

The eligible participants of the New Share Option Scheme include the Employee Participants, the Service Providers and the Related Entity Participants (each, an "Eligible Participant", as defined below).

"Employee Participants" include any director and employee of the Group.

"Service Providers" include any person who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including the following persons:

(i) consultants providing business consulting services to the Group, in relation to the Company's principal business activities involving sale of natural gas, gas connection, engineering design and construction, sale of LPG and value-added services (which include the sale of kitchen-focused household products and services, value-added services provided to corporate customers, customer pipeline maintenance and the sale of value-added products and services for government-led projects) and any other principal business activities the Company may engage in from time to time; and

(ii) persons or entities that provide marketing, public relations, investor relations and corporate communications-related and other professional services to any member of the Group.

For the avoidance of doubt, Service Providers may not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, as well as professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

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35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(A) Share option schemes of the Company (Continued)

The New Share Option Scheme (Continued)

"Related Entity Participants" include the directors, chief executive and employees of the holding companies, fellow subsidiaries or associated companies of the Company, provided that the board of directors shall have absolute discretion to determine whether or not one falls within such category.

The total number of shares of the Company which may be issued upon the exercise of all share options to be granted under the New Share Option Scheme and any other schemes of the Company shall not in aggregate exceed 544,033,577, representing 10% of the shares of the Company in issue on the adoption date of the New Share Option Scheme, i.e. 23 August 2023, on which the New Share Option Scheme was adopted by resolutions of the Shareholders, unless the Company obtains an approval from the Shareholders pursuant to the conditions set out in the New Share Option Scheme.

Subject to certain performance targets and clawback mechanism as further set out in the New Share Option Scheme, the total number of shares of the Company issued and to be issued upon exercise of the options and awards granted to each Eligible Participant or grantee (including exercised and outstanding options but excluding any options and awards lapsed in accordance with the terms of such schemes) in any twelve (12)-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue at the date of grant.

Options for the time being outstanding may be exercised in whole or in part at any time during the option period. In order for the exercise of adoption to be effective, the Company must, prior to the expiry of the option period, have received: (i) a written notice from the option holder exercising the option, signed by or on behalf of the such holder and specifying the number of shares of the Company in respect of which the option is being exercised; and (ii) payment in full of an amount equal to the exercise price multiplied by the relevant number of shares of the Company in respect of which such option is exercised.

Notwithstanding anything in provisions under the New Share Option Scheme to the contrary, the option period shall not be extended and, on the expiry of the option period, all rights in respect of an option for the time being outstanding shall terminate, except in so far as there has been an effective exercise of that option prior thereto and the Company has not discharged all its obligations under the New Share Option Scheme in relation to such exercise.

Save for certain circumstances prescribed in the New Share Option Scheme, an option must be held by the option holder for at least 12 months before the option can be exercised.

To accept an offer to grant an option, an amount of HK$10.00 per option shall be payable by the Eligible Participant within ten (10) business day from the date of grant.

The exercise price (subject to adjustments set out in the New Share Options Scheme) shall be determined on the date of grant at the absolute discretion of the board of directors of the Company as an amount per share which shall be at least the highest of (a) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a trading day; (b) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five (5) trading days immediately preceding the date of grant; and (c) the nominal value of the shares of the Company on the date of grant, provided that the exercise price shall be subject to adjustment in accordance with the provisions set out in the New Share Options Scheme.

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35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(A) Share option schemes of the Company (Continued)

Information about the share options granted by the Company

On 23 April 2020, 268,720,400 share options were granted by the Company to certain directors of the Company, certain employees of the Group and eligible persons. The vesting period of the options is from 23 April 2020 to 31 December 2026, and the options may be exercised on or after 15 October 2023. The exercise of the options will be subject to the satisfaction of either one of the conditions: (i) the Group's audited net profits after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for any of the financial years ending on or before 31 March 2022 based on the audited consolidated financial statements of the Group amounts to HK$14 billion or above; or (ii) if the above condition is not fulfilled, the options may be exercised if the Group's audited net profit after tax (before share-based payment expenses) and deduction of net profit after tax attributable to non-controlling interests for the financial year ending 31 March 2023 based on the audited consolidated financial statements of the Group amounts to HK$15 billion or above. The options will lapse if none of the above conditions is satisfied within the validity period of the options.

All outstanding share options granted on 23 April 2020 lapsed on 5 July 2023 as none of the above conditions had been satisfied.

On 24 May 2023, 3,000,000 share options were granted by the Company to an external consultant of the Group. The exercise of the options is subject to the grantee meeting the performance targets to be determined by the Company from time to time, and the Company will determine whether the grantee meets such performance targets based on the performance appraisal results and taking into account factors such as the grantee's contributions towards the long-term development of the Company. Exercise of the options is also subject to the condition that a grantee shall remain as an external consultant of the Company at the time of exercise of options. In addition, the options will lapse on the date of a grantee ceasing to provide service to the Company, or in the event of serious misconduct, bankruptcy, insolvency, conviction of any criminal offence, or other breach of the terms of his service contract by the grantee, among other things, unless otherwise determined by the Company.

The estimated fair value of the options granted on the date of grant was HK$5,796,000. The fair value of the share options granted was calculated by using the Binomial Options Pricing Model. The variables and assumptions used in computing the fair value of the options were based on the directors' best estimates. The value of a share option varies with different variables of certain subjective assumptions. The following assumptions were used to calculate the fair value of the share options:

Closing price in valuation date	HK$9.55
Exercise price	HK$10.50
Expected life of option	2 years
Annualised validity	49%
Expected dividend yield	5.76%
Risk-free interest rate	3.60%
Exercise multiple	2.20

No share options were granted by the Company during the years ended 31 March 2026 and 2025. No share options were exercised for both years.

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35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(A) Share option schemes of the Company (Continued)

Information about the share options granted by the Company (Continued)

During the year ended 31 March 2026, share-based payment expense in respect of the share options granted on 24 May 2023 of HK$421,000 (2025: HK$2,898,000) is recognised.

As at 31 March 2026, the number of shares in respect of which options had been granted and remaining outstanding is nil (2025: 3,000,000), representing nil (2025: 0.055%) of the shares of the Company.

The following table discloses details of the Company's share options held by employees (including directors of the Company) and movements in such holdings during the years ended 31 March 2026 and 2025:

Date of grant	Vesting and exercisable period	Exercise price per share	Number of share options at 1 April 2024 and 2025	Lapsed during the year ended 31 March 2026	Granted during the year ended 31 March 2026	Number of share options at 31 March 2026
		HK$				
Held by directors of the Company						
23 April 2020	(Note i)	23.80	—	—	—	—
Held by eligible employees						
23 April 2020	(Note i)	23.80	—	—	—	—
Held by consultants						
23 April 2020	(Note i)	23.80	—	—	—	—
24 May 2023	(Note ii)	10.50	3,000,000	(3,000,000)	—	—
			3,000,000	(3,000,000)	—	—
Weighted average exercise price			10.50			—
Exercisable at the end of the year			—	—	—	—

Notes:

(i) The vesting period of the options is from 23 April 2020 to 31 December 2026, and the options may be exercised on or after 15 October 2023 subject to the performance targets as disclosed above. The share options lapsed on 5 July 2023 as none of the conditions had been satisfied.

(ii) The vesting period of the options is from 24 May 2023 to 23 May 2025, after which the options may be exercised subject to the performance target and exercise condition and clawback mechanism as disclosed above.

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35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(B) Share award scheme of the Company

The Company adopted the share award scheme on 27 November 2020 (the "Share Award Scheme"). Pursuant to the Share Award Scheme, the board of directors of the Company may from time to time at its absolute discretion select eligible persons including the directors, senior management and consultant of any member of the Group and employee of any member of the Group to participate in the Share Award Scheme and determine the shares to be awarded. The Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date.

The board of directors of the Company shall not make any further award of shares under the Share Award Scheme which will result in the total nominal value of the aggregate of shares awarded by the board of directors of the Company under the scheme exceeding 5% of the issued share capital of the Company from time to time. For the avoidance of doubt, the awards lapsed in accordance with the terms of the Share Award Scheme will not be counted for the purpose of calculating the limit of the scheme. The maximum number of shares which may be awarded to a selected participant under the scheme shall not exceed 1% of the issued share capital of the Company in any 12-month period.

Tricor Trust (Hong Kong) Limited ("Tricor") was appointed as a trustee of the Share Award Scheme. Subject to the terms and conditions of the Share Award Scheme and the fulfilment of all vesting conditions, the shares awarded held by the trustee on behalf of a selected participant shall vest in such selected participant and the trustee shall transfer the shares to such selected participant.

Tricor did not purchase shares of the Company during the years ended 31 March 2026 and 2025.

On 8 October 2021, China Gas Capital Management Limited, a wholly-owned subsidiary of the Company, entered into the total return swap transaction (the "TRS Transaction") with Nomura Singapore Limited (the "TRS Counterparty") in order to hedge its exposure to future share price appreciation in connection with the Share Award Scheme. Please refer to the Announcement of the Company dated 8 October 2021 for details. In connection with the termination of the TRS Transaction, any shares acquired by the TRS Counterparty may be sold to the trustee. As informed by TRS Counterparty, during the years ended 31 March 2026 and 2025, the TRS Counterparty did not purchase shares of the Company.

As at 31 March 2026, Tricor and the TRS Counterparty hold 15,739,800 (2025: 15,739,800) shares and 37,000,000 (2025: 37,000,000) shares of the Company for the purpose of the Share Award Scheme.

On 19 September 2022, a total of 45,000 share awards divided into three tranches of 15,000 each were granted to a selected employee. The share awards are subject to certain performance conditions and have no cash exercise price. The estimated fair value of share awards granted on 19 September 2022 amounted to HK$513,000, which is based on the market price of the relevant shares at the grant date.

The first tranche of 15,000 share awards vested on the grant date of the share awards. The second tranche vested on 18 June 2023 and the third tranche vested on 18 June 2024. The Group's estimates of the number of share awards that are expected to vest are based on an assessment of the performance conditions at the end of the reporting period. During the year ended 31 March 2026, share-based payment expense in respect of the share awards granted of nil (2025: HK$21,000) is recognised.

For the year ended 31 March 2026

35. SHARE OPTION SCHEMES AND SHARE-BASED PAYMENTS (Continued)

(B) Share award scheme of the Company (Continued)

The movements of the Company's share awards are as follows:

	Number of share awards at 1 April 2023	Vested during the year ended 31 March 2024	Number of share awards at 31 March 2024	Vested during the year ended 31 March 2025	Number of share awards at 31 March 2025 and 2026
19 September 2022	30,000	(15,000)	15,000	(15,000)	—

Share awards vested are settled with the existing treasury shares held by Tricor as the trustee of the Share Award Scheme and are thus credited to treasury shares reserve. As at 31 March 2026 and 2025, there is no outstanding share awards.

36. ACQUISITION OF INTEREST/ADDITIONAL INTEREST IN SUBSIDIARIES

The Group's acquisition of interest and additional interest in subsidiaries for the years ended 31 March 2026 and 2025 are not significant.

37. DISPOSAL AND WINDING UP OF SUBSIDIARIES

During the year ended 31 March 2026, the Group entered into a share transfer agreement with 中燃清潔能源科技(深圳)有限公司 in relation to the disposal of the Group's entire equity interests in 山東中燃清潔. The disposed subsidiary was a subsidiary of the Company established in the PRC and engaged in the sales of natural gas and gas pipeline construction.

The Group also disposed of and winded up certain other wholly-owned subsidiaries during the year ended 31 March 2026 which are not individually or in the aggregate significant to the consolidated financial statements.

For the year ended 31 March 2026

37. DISPOSAL AND WINDING UP OF SUBSIDIARIES (Continued)

Details of the disposal and winding up of subsidiaries for the year ended 31 March 2026 are as follows:

	山東中燃清潔 HK$'000	Others HK$'000	Total HK$'000
Analysis of aggregate assets and liabilities over which control was lost			
Property, plant and equipment	1,867,373	37,038	1,904,411
Goodwill	—	34,721	34,721
Deferred tax assets	55,429	—	55,429
Inventories	32,700	1,131	33,831
Trade and other receivables	680,141	9,935	690,076
Tax recoverable	49,420	310	49,730
Cash and cash equivalents	19,525	45,846	65,371
Trade and other payables	(2,640,845)	(6,226)	(2,647,071)
Contract liabilities	(70,667)	(3)	(70,670)
Deferred tax liabilities	(11,163)	—	(11,163)
Net (liabilities) assets disposed of	(18,087)	122,752	104,665
Aggregate consideration			
Cash received	—	70,389	70,389
Gain (loss) on disposal and winding up of subsidiaries			
Consideration received	—	70,389	70,389
Net liabilities (assets) disposed of	18,087	(122,752)	(104,665)
Non-controlling interests	992	—	992
Gain (loss) on disposal and winding up of subsidiaries	19,079	(52,363)	(33,284)
Net cash (outflow) inflow arising on disposal and winding up of subsidiaries			
Consideration received	—	70,389	70,389
Less: Cash and cash equivalents disposed of	(19,525)	(45,846)	(65,371)
Net cash (outflow) inflow on disposal and winding up of subsidiaries	(19,525)	24,543	5,018

37. DISPOSAL AND WINDING UP OF SUBSIDIARIES (Continued)

During the year ended 31 March 2025, the Group entered into a share transfer agreement with an independent third party in relation to the disposal of the Group's entire equity interests in 廣州華凱石油燃氣有限公司 and 廣州華凱燃氣運輸有限公司 (collectively referred to as "廣州華凱") for an aggregate consideration of RMB650 million (approximately HK$710,383,000). The disposed subsidiaries were wholly-owned subsidiaries of the Company established in the PRC and engaged in the sales, manufacturing and related logistics and transportation of highly purified LPG, highly purified propane and butane.

The Group also disposed of and winded up certain other wholly-owned and non-wholly owned subsidiaries during the year ended 31 March 2025 which are not individually or in the aggregate significant to the consolidated financial statements.

Details of the disposal and winding up of subsidiaries for the year ended 31 March 2025 are as follows:

	廣州華凱 HK$'000	**Others** HK$'000	**Total** HK$'000
Analysis of aggregate assets and liabilities over which control was lost			
Investment properties	13,056	—	13,056
Property, plant and equipment	193,906	92,452	286,358
Right-of-use assets	28,793	2,941	31,734
Goodwill	32,561	25,356	57,917
Deposits for acquisition of property, plant and equipment	—	767	767
Deferred tax assets	48,104	106	48,210
Inventories	2,290	2,390	4,680
Trade and other receivables	324,341	33,716	358,057
Tax recoverable	49,128	—	49,128
Cash and cash equivalents	18,044	83,862	101,906
Trade and other payables	(130,356)	(45,721)	(176,077)
Contract liabilities	(17,082)	(10,543)	(27,625)
Tax payable	—	(581)	(581)
Bank borrowings	(362,523)	—	(362,523)
Deferred tax liabilities	—	(2,224)	(2,224)
Net assets disposed of	200,262	182,521	382,783
Aggregate consideration			
Cash received during the year ended 31 March 2025	428,888	102,129	531,017
Cash received during the year ended 31 March 2026	264,299	526	264,825
Consideration receivable (included in trade and other receivables)	17,196	—	17,196
Total consideration	710,383	102,655	813,038

For the year ended 31 March 2026

37. DISPOSAL AND WINDING UP OF SUBSIDIARIES (Continued)

Details of the disposal and winding up of subsidiaries for the year ended 31 March 2025 are as follows: (Continued)

	廣州華凱 HK$'000	Others HK$'000	Total HK$'000
Gain on disposal and winding up of subsidiaries			
Consideration received and receivable	710,383	102,655	813,038
Net assets disposed of	(200,262)	(182,521)	(382,783)
Non-controlling interests	—	41,891	41,891
Gain (loss) on disposal and winding up of subsidiaries	510,121	(37,975)	472,146
Net cash inflow arising on disposal and winding up of subsidiaries for the year ended 31 March 2025			
Consideration received	428,888	102,129	531,017
Less: Cash and cash equivalents disposed of	(18,044)	(83,862)	(101,906)
Net cash inflow on disposal and winding up of subsidiaries	410,844	18,267	429,111
Net cash inflow arising on disposal and winding up of subsidiaries for the year ended 31 March 2026			
Consideration received	264,299	526	264,825
Net cash inflow on disposal and winding up of subsidiaries	264,299	526	264,825

38. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debts, which include amounts due to non-controlling interests of subsidiaries, lease liabilities and bank and other borrowings disclosed in notes 30, 31 and 32 respectively, and equity attributable to owners of the Company, comprising issued share capital disclosed in note 33, reserves and accumulated profits as disclosed in the consolidated statement of changes in equity.

The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2026 HK$'000	2025 HK$'000
Financial assets		
Equity instruments at FVTOCI	**805,475**	800,442
Derivative financial instruments	**530,179**	64,098
Mandatorily measured at FVTPL		
— Held-for-trading investments	**51,805**	35,602
Amortised cost	**25,182,115**	21,373,261
Financial liabilities		
Derivative financial instruments	**587,028**	51,415
Amortised cost	**82,400,656**	77,283,220

Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, derivative financial instruments, held-for-trading investments, trade and other receivables, pledged bank deposits, cash and cash equivalents, amounts due from associates and joint ventures, trade and other payables, amounts due to associates and joint ventures, amounts due from/to non-controlling interests of subsidiaries and bank and other borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

Currency risk

The Group is not subject to significant foreign currency risk as most of the Group's revenue and costs as well as capital expenditures are denominated in RMB in its operations in the PRC.

The Group has cash and cash equivalents and bank and other borrowings that are denominated in currencies other than the functional currencies of the respective group entities which expose the Group to foreign currency risk. At the end of the reporting period, the carrying amounts of the Group's material monetary assets and liabilities and intra-group balances that are denominated in foreign currencies are as follows:

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Currency risk (Continued)

	Assets		Liabilities	
	2026 HK$'000	2025 HK$'000	**2026 HK$'000**	2025 HK$'000
USD	**110,361**	**203,784**	**—**	—
HK$	**156,147**	**71,815**	**780,000**	—
RMB	**—**	—	**237,288**	698,924
JPY	**—**	—	**257,303**	280,329
SGD	**553**	**41**	**—**	—

Intra-group balances

	Assets		Liabilities	
	2026 HK$'000	2025 HK$'000	**2026 HK$'000**	2025 HK$'000
USD	**—**	—	**—**	2,244,720
HK$	**—**	—	**—**	1,678,155

The management of the Group monitors the foreign exchange exposure and considers hedging significant foreign exchange exposure should the need arise. As disclosed in note 27, as at 31 March 2025, the Group entered into cross currency interest rate swap contracts which are designated as effective hedging instruments to hedge the variability in the cash flows relating to interest and principal repayments arising from bank borrowings denominated in HK$ and USD amounting to HK$1,688,700,000 and HK$2,211,300,000 respectively. The Group reviews the continuing effectiveness of the designated hedging instruments at least at the end of each reporting period. The Group mainly uses the dollar offset method for the assessment of the hedge effectiveness of the cross currency interest rate swap contracts. The management of the Group considered that the Group's net exposure to currency risk to the extent that it is under an effective hedging relationship as insignificant.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2025: 10%) and 5% (2025: 5%) increase and decrease in the functional currency of the relevant group entity against USD, HK$ or RMB and JPY or SGD respectively. The respective percentages are the sensitivity rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible changes in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and excludes the effect of foreign currency denominated borrowings that are under an effective hedging relationship as the Group's net exposure to currency risk arising from the hedging relationship is insignificant, and adjusts their translation at the end of the reporting period for a 10% (2025: 10%) and 5% (2025: 5%) change in foreign currency rates of USD, HK$ or RMB and JPY or SGD, respectively. A positive number below indicates an increase in post-tax profit where the USD, HK$, RMB, JPY and SGD weakens against the functional currency of the relevant group entity. For a 10% (2025: 10%) strengthening of USD, HK$ and RMB, and 5% (2025: 5%) strengthening of JPY and SGD respectively there would be an equal and opposite impact on the result for the year and the balances below would be negative.

	2026 HK$'000	2025 HK$'000
Impact on post-tax profit for the year:		
USD	(8,277)	153,070
HK$	46,789	120,476
RMB	17,797	52,419
JPY	9,649	10,512
SGD	(21)	(2)

No sensitivity analysis has been presented for derivatives that are designated as hedging instruments because the Group's net exposure to currency risk arising from the hedging relationship is insignificant.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk mainly in relation to amounts due from joint ventures that are interest-bearing at fixed interest rates, lease liabilities and fixed-rate bank and other borrowings (see notes 26, 31 and 32 for details of these balances respectively).

The Group is also exposed to cash flow interest rate risk mainly in relation to variable-rate bank balances and floating-rate bank and other borrowings (see notes 29 and 32 for details of these balances respectively).

The Group manages its interest rate exposure based on interest rate level as well as potential impact on the Group's financial position arising from volatility. As disclosed in note 27, as at 31 March 2025, the Group entered to cross currency interest rate swap contracts which are designated as effective hedging instruments to hedge the interest rate risk exposure arising from bank borrowings that are indexed to HIBOR and SOFR amounting to HK$1,688,700,000 and HK$2,211,300,000 respectively. The Group reviews the continuing effectiveness of the designated hedging instruments at least at the end of each reporting period. The Group mainly uses the dollar offset method for the assessment of the hedge effectiveness of the cross currency interest rate swap contracts. The management of the Group considered that the Group's net exposure to interest rate risk to the extent that it is under an effective hedging relationship as insignificant.

Sensitivity analysis

The sensitivity analysis has been determined based on the exposure to interest rate risk for floating-rate bank and other borrowings at the end of the reporting period (excluding derivative financial instruments). The sensitivity analysis excludes the effect on variable-rate bank borrowings that are under an effective hedging relationship as the Group's net exposure to interest rate risk arising from the hedging relationship is insignificant. Variable-rate bank balances have not been included in the sensitivity analysis as the management considers that the interest rate would not fluctuate significantly in the near future and therefore the financial impact to the Group is not significant. A change of 100 basis points (2025: 100 basis points) was applied to the yield curves and interest rate on both floating-rate bank and other borrowings. The applied change is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If the interest rate of floating-rate bank and other borrowings had been 100 basis points (2025: 100 basis points) higher/lower and all other variables were held constant, after taking into account the interest capitalised to construction in progress, the Group's post-tax profit for the year would decrease/increase by HK$162,908,000 (2025: HK$150,488,000).

No sensitivity analysis has been presented for derivatives that are designated as hedging instruments because the Group's net exposure to interest rate risk arising from the hedging relationship is insignificant.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Equity price risk

The Group's certain equity instruments at FVTOCI and held-for-trading investments are measured at fair value at the end of the reporting period. Therefore, the Group is exposed to equity price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks of listed equity instrument at the reporting date. A 10% (2025: 10%) change is used when reporting equity price risk internally to key management personnel and represents management's assessment of the reasonably possible change in equity price.

For the year ended 31 March 2026, if the market bid prices of the listed investments had been 10% (2025: 10%) higher/lower and all other variables were held constant, the Group's post-tax profit for the year would increase/decrease by HK$4,326,000 (2025: HK$2,973,000) and the Group's investment revaluation reserve will increase/decrease by HK$38,417,000 (2025: HK$38,333,000) respectively. This is mainly attributable to the changes in fair values of the listed held-for-trading investments and equity instruments at FVTOCI respectively.

Commodity price risk

The Group is exposed to commodity price risk as the Group's sales and purchases of LPG and LNG products are subject to movements in the relevant LPG and LNG market index prices. The Group has appointed a special team to monitor the price risk and has entered into derivative financial instruments (primarily LPG futures contracts and LNG commodity swap contracts) under hedge accounting as disclosed in note 27 to hedge the risk exposure.

No sensitivity analysis has been presented for derivatives that are designated as hedging instruments because the Group's net exposure to commodity price risk arising from the hedging relationship is insignificant.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, contract assets, other receivables and deposits, amounts due from non-controlling interests of subsidiaries, amounts due from associates and joint ventures, pledged bank deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets and financial guarantee contracts.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade receivables based on provision matrix and contract assets based on collective assessment.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Deposits and other receivables and amounts due from non-controlling interests of subsidiaries

The Group has taken into account the economic outlook of the industries in which the counterparties operate, and concluded that there has been no significant increase in credit risk since initial recognition. The ECL on deposits and other receivables and amounts due from non-controlling interests of subsidiaries are assessed based on 12m ECL and are considered to be insignificant.

Amounts due from associates and joint ventures

The Group has assessed the financial position of associates and joint ventures as well as the economic outlook of the industry in which the associates and joint ventures operate, and concluded that there has been no significant increase in credit risk since initial recognition. The ECL on trade-nature amounts due from associates and joint ventures are assessed based on lifetime ECL, and the ECL on non-trade nature amounts due from associates and joint ventures are assessed based on 12m ECL. The ECL are considered to be insignificant.

Pledged bank deposits and bank balances

The credit risk on liquid funds is limited because the counterparties are reputable banks in the PRC or banks with high credit-ratings assigned by international credit-rating agencies and the Group has limited exposure to any single financial institution.

As at 31 March 2026 and 2025, the Group performs impairment assessment on bank balances by reference to the average loss rates for respective credit rating grades published by international credit-rating agencies and concluded that the ECL is insignificant.

Financial guarantee contracts

For financial guarantee contracts, the aggregate amount of outstanding financial guarantees issued to banks in respect of bank facilities granted to and utilised by the Group's associates and joint ventures that the Group could be required to pay amounted to HK$10,867,002,000 as at 31 March 2026 (2025: HK$10,677,848,000). The fair value of these financial guarantees, as at dates of initial recognition, were considered insignificant. At the end of the reporting period, the management has performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Accordingly, the loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12m ECL. No loss allowance was recognised in the profit or loss.

As at 31 March 2026, other than the concentration of credit risk of an amount due from a joint venture of HK$1,405,573,000 (2025: HK$2,549,507,000), the Group does not have other significant concentration of credit risk on trade receivables, with exposure spread over a number of industrial, commercial and household customers. In order to minimise the credit risk of those receivables, the management of the Group closely monitors the recoverability of the amount due. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ trade-nature amounts due from associates and joint ventures/ contract assets	Other financial assets/ other items
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL — not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL — not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — not credit-impaired	Lifetime ECL — not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

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39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, contract assets and financial guarantee contracts, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount	
					2026 HK$'000	2025 HK$'000
Financial assets at amortised cost						
Trade receivables — contracts with customers	25	N/A	(Note i)	Lifetime ECL (provision matrix)	6,994,862	6,676,751
				Lifetime ECL (credit-impaired)	75,785	72,118
					7,070,647	6,748,869
Deposits and other receivables and amounts due from non-controlling interests of subsidiaries	25	N/A	Low risk	12m ECL (not credit-impaired and assessed individually)	2,875,837	2,826,623
Amounts due from associates						
— trade-nature	26	N/A	Low risk	Lifetime ECL (not credit-impaired and assessed individually)	99,168	80,557
— non-trade nature	26	N/A	Low risk	12m ECL (not credit-impaired and assessed individually)	112,582	96,587
					211,750	177,144
Amounts due from joint ventures						
— trade-nature	26	N/A	Low risk	Lifetime ECL (not credit-impaired and assessed individually)	1,289,107	741,372
— non-trade nature	26	N/A	Low risk	12m ECL (not credit-impaired and assessed individually)	2,407,859	2,764,644
					3,696,966	3,506,016
Pledged bank deposits	29	A1	N/A	12m ECL (not credit-impaired and assessed individually)	104,907	310,447
Bank balances	29	Aa2 to Baa3	N/A	12m ECL (not credit-impaired and assessed individually)	12,289,276	8,853,349

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount 2026 HK$'000	Gross carrying amount 2025 HK$'000
Other items						
Contract assets — contracts with customers	24	N/A	Low risk	Lifetime ECL (not credit-impaired and assessed collectively)	**8,237,894**	7,704,305
			Watch list	Lifetime ECL (not credit-impaired and assessed collectively)	**3,161,098**	2,556,089
			Doubtful	Lifetime ECL (not credit-impaired and assessed collectively)	**2,076,284**	1,969,101
			Loss	Lifetime ECL (credit-impaired and assessed individually)	**40,370**	127,027
					13,515,646	12,356,522
Financial guarantee contracts (Note ii)	N/A	N/A	Low risk	12m ECL (not credit-impaired and assessed collectively)	**10,867,002**	10,677,848

Notes:

(i) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on trade receivables grouped by aged analysis of debtors. When there are indicators that the relevant trade receivables may be credit impaired, the relevant amount is assessed for ECL individually.

The Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. Based on the Group's assessment of historical credit loss experience of the existing debtors and all available forward-looking information, including but not limited to the expected economic conditions in the PRC and expected subsequent settlements, the Group does not consider that default occurs for those contractual payments that are more than 90 days past due.

The Group uses estimated loss rates based on aging for classes with different credit risk characteristics and exposures, and the estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and forward-looking information that is available without undue cost or effort, for example the economic growth rates which reflect the expected general economic conditions of the industry in which the debtors operate. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

(i) (Continued)

The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired).

	2026		2025	
Gross carrying amounts (provision matrix)	**Average loss rate**	**Trade receivables HK$'000**	Average loss rate	Trade receivables HK$'000
0–180 days	**0.7%**	**2,386,790**	0.9%	2,399,507
181–365 days	**6.8%**	**864,764**	6.4%	599,529
Over 365 days	**24.4%**	**3,743,308**	24.9%	3,677,715
		6,994,862		6,676,751

(ii) For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the respective contracts.

For the year ended 31 March 2026

39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial guarantee contracts (Continued)

The following table shows the movement in lifetime ECL that has been recognised for both trade receivables and contract assets under the simplified approach.

	Trade receivables			Contract assets		
	Lifetime ECL (credit-impaired) HK$'000	Lifetime ECL (not credit-impaired) HK$'000	Total HK$'000	Lifetime ECL (credit-impaired) HK$'000	Lifetime ECL (not credit-impaired) HK$'000	Total HK$'000
As at 1 April 2024	124,632	935,986	1,060,618	151,958	589,716	741,674
Changes due to financial instruments recognised as at 1 April 2024						
— Transfer to credit-impaired	170,188	(170,188)	—	138,175	(138,175)	—
— Impairment losses recognised	53,114	—	53,114	337,461	—	337,461
— Impairment losses reversed	(70,660)	(265,168)	(335,828)	(3,170)	—	(3,170)
New financial assets/contract assets originated	—	486,503	486,503	—	29,948	29,948
Write-offs	(202,757)	—	(202,757)	(495,763)	—	(495,763)
Exchange adjustments	(2,399)	(10,064)	(12,463)	(1,634)	(5,644)	(7,278)
As at 31 March 2025	**72,118**	**977,069**	**1,049,187**	**127,027**	**475,845**	**602,872**
Changes due to financial instruments recognised as at 1 April 2025						
— Transfer to credit-impaired	**1,580**	**(1,580)**	**—**	**—**	**—**	**—**
— Impairment losses recognised	**2,406**	**—**	**2,406**	**40,370**	**—**	**40,370**
— Impairment losses reversed	**(3,300)**	**(428,419)**	**(431,719)**	**(133,487)**	**—**	**(133,487)**
New financial assets/contract assets originated	**—**	**394,732**	**394,732**	**—**	**142,553**	**142,553**
Write-offs	**(1,320)**	**—**	**(1,320)**	**—**	**—**	**—**
Exchange adjustments	**4,301**	**49,681**	**53,982**	**6,460**	**20,583**	**27,043**
As at 31 March 2026	**75,785**	**991,483**	**1,067,268**	**40,370**	**638,981**	**679,351**

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39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In addition to issuance of new shares, the Group relies on bank and other borrowings as a significant source of liquidity. The consolidated financial statements have been prepared on a going concern basis because the directors of the Company believe that the Group has sufficient funds to finance its current working capital requirements taking account of the cash flows from operations and assuming the continuing ability to utilise the available bank facilities. As at 31 March 2026, the Group had available unutilised bank facilities of HK$124,250,090,000 (2025: HK$93,461,572,000). Details of the Group's bank and other borrowings as at 31 March 2026 are set out in note 32.

The following tables detail the Group's remaining contractual maturity for its financial liabilities and derivative financial instruments. The tables have been drawn up based on the undiscounted cash flows of financial liabilities and lease liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from the interest rate curve at the end of the reporting period.

In addition, the following tables detail the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted gross (inflows) and outflows on those derivatives that require gross settlement. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

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39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

	Weighted average effective interest rate %	Payable on demand or less than 1 month HK$'000	Between 1 to 3 months HK$'000	Between 3 months to 1 year HK$'000	Between 1 to 5 years HK$'000	Over 5 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount at the end of reporting period HK$'000
At 31 March 2026								
Non-derivative financial liabilities								
Trade and bill payables	—	12,360,234	—	—	—	—	12,360,234	12,360,234
Other payables and accruals	—	3,093,778	—	—	—	—	3,093,778	3,093,778
Amounts due to non-controlling interests of subsidiaries	—	228,924	—	—	—	—	228,924	228,924
Bank and other borrowings								
— fixed rate	2.62	2,355,933	2,277,124	12,664,232	19,777,257	2,774,317	39,848,863	37,786,628
— floating rate	2.83	—	1,705,714	11,456,366	14,691,070	2,214,616	30,067,766	28,349,368
Amounts due to associates	—	37,733	—	—	—	—	37,733	37,733
Amounts due to joint ventures	—	543,991	—	—	—	—	543,991	543,991
Lease liabilities	4.64	6,825	19,343	73,585	268,559	57,806	426,118	400,884
		18,627,418	4,002,181	24,194,183	34,736,886	5,046,739	86,607,407	82,801,540
Financial guarantee contracts	—	10,867,002	—	—	—	—	10,867,002	—
Derivative financial (assets) liabilities — net settlement								
LPG futures contracts	—	(26,689)	(56,497)	(98,883)	—	—	(182,069)	(182,069)
LNG futures contracts	—	(585)	(293)	55,806	—	—	54,928	54,928
LNG commodity swap contracts	—	—	—	128,105	55,885	—	183,990	183,990
		(27,274)	(56,790)	85,028	55,885	—	56,849	56,849
At 31 March 2025								
Non-derivative financial liabilities								
Trade and bill payables	—	12,526,559	—	—	—	—	12,526,559	12,526,559
Other payables and accruals	—	3,844,645	—	—	—	—	3,844,645	3,844,645
Amounts due to non-controlling interests of subsidiaries	—	125,391	—	—	—	—	125,391	125,391
Bank and other borrowings								
— fixed rate	2.72	864,229	2,084,937	5,231,265	20,377,272	1,837,682	30,395,385	28,358,231
— floating rate	3.12	143,959	1,999,034	11,134,198	18,415,120	2,415,659	34,107,970	31,872,566
Amounts due to associates	—	57,770	—	—	—	—	57,770	57,770
Amounts due to joint ventures	—	498,058	—	—	—	—	498,058	498,058
Lease liabilities	4.64	6,654	12,534	50,105	108,043	43,633	220,969	193,511
		18,067,265	4,096,505	16,415,568	38,900,435	4,296,974	81,776,747	77,476,731
Financial guarantee contracts	—	10,677,848	—	—	—	—	10,677,848	—
Derivative financial (assets) liabilities — net settlement								
Cross currency interest rate swap contracts	—	(13,280)	—	19,097	—	—	5,817	4,950
LPG futures contracts	—	(17,899)	1,078	(812)	—	—	(17,633)	(17,633)
		(31,179)	1,078	18,285	—	—	(11,816)	(12,683)

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39. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the management considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for floating-rate bank and other borrowings are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and liabilities.

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

The Group's held-for-trading investments, equity instruments at FVTOCI and derivative financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and liabilities are determined.

	Fair value		
Financial instruments	**2026**	**2025**	**Fair value hierarchy**
Held-for-trading investments	**Listed equity securities in Hong Kong — HK$51,805,000 (Note i)**	Listed equity securities in Hong Kong — HK$35,602,000 (Note i)	Level 1
Equity instruments at FVTOCI	**Listed equity securities in Hong Kong — HK$178,278,000 (Note i)**	Listed equity securities in Hong Kong — HK$139,897,000 (Note i)	Level 1
	Listed equity securities in the PRC — HK$205,886,000 (Note ii)	Listed equity securities in the PRC — HK$243,432,000 (Note ii)	Level 1
	Unlisted equity investments — HK$419,113,000 (Note iii)	Unlisted equity investments — HK$414,915,000 (Note iii)	Level 3

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39. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

Financial instruments	Fair value 2026	Fair value 2025	Fair value hierarchy
Derivative financial instruments	**Nil**	Cross currency interest rate swap contracts (Note iv) Assets — HK$19,868,000 Liabilities — HK$24,818,000	Level 2
	LPG futures contracts (note v) Assets — HK$511,211,000 Liabilities — HK$329,142,000	LPG futures contracts (note v) Assets — HK$44,230,000 Liabilities — HK$26,597,000	Level 1
	LNG futures contracts (note v) Assets — HK$2,544,000 Liabilities — HK$57,472,000	LNG futures contracts (note v) Assets — HK$nil Liabilities — HK$nil	Level 1
	LNG commodity swap contracts (note vi) Assets — HK$16,424,000 Liabilities — HK$200,414,000	LNG commodity swap contracts (note vi) Assets — HK$nil Liabilities — HK$nil	Level 2

Notes:

(i) The fair values of the listed equity securities in Hong Kong are determined based on the quoted market bid prices available on the Stock Exchange. The fair value measurement is classified as Level 1 of the fair value hierarchy.

(ii) The fair values of the listed equity securities in the PRC are determined based on the quoted market bid prices available on the Shenzhen Stock Exchange. The fair value measurement is classified as Level 1 of the fair value hierarchy.

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39. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

(i) Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

Notes: (Continued)

(iii) Unlisted equity investments represent the Group's investments in entities which are mainly engaged in (a) investments in financial assets measured at fair value and holding of bank and cash balances; and (b) trading and storage and logistics of natural gas and LPG.

The fair values of the unlisted equity investments are determined by reference to market-based factors such as price-to-book ratio and enterprise value to sales ratio, asset-based factors considering the nature of underlying assets and liabilities held by the investees and net assets value of the investees. The fair value measurement is classified as Level 3 of the fair value hierarchy. The directors of the Company consider that none of these investments is individually significant.

(iv) The fair values of the cross currency interest rate swap contracts are measured based on forward exchange rates (from observable yield curves at the end of the reporting period) and yield curve of relevant interest rates and contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties. The fair value measurement is classified as Level 2 of the fair value hierarchy.

(v) The LPG and LNG futures contracts are exchange-traded products in an active market. The fair values of the LPG and LNG futures contracts are determined based on the quoted market bid prices available on the relevant exchange.

(vi) The fair values of LNG commodity swap contracts are determined using discounted cash flow techniques based on observable forward LNG price curves, contracted terms and observable interest rate yield curves, with appropriate adjustments for counterparty credit risk. As these contracts are not exchange-traded but use observable inputs, the fair value measurement is classified as Level 2 of the fair value hierarchy.

There were no transfers between instruments in Level 1, 2 and 3 in both years.

Reconciliation of Level 3 fair value measurements of financial assets

	Unlisted equity investments at FVTOCI HK$'000
As at 1 April 2024	405,098
Disposal	(10,799)
Addition	24,922
Exchange adjustment	(4,306)
As at 31 March 2025	**414,915**
Disposal	**(20,199)**
Addition	**4,581**
Exchange adjustment	**19,816**
As at 31 March 2026	**419,113**

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39. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

(ii) Fair value of Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis. The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities carried at amortised cost approximate their respective fair values.

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Dividend payable HK$'000	Consideration payables HK$'000	Bank and other borrowings (including loan interest payables) HK$'000	Lease liabilities HK$'000	Amounts due to non-controlling interest of subsidiaries HK$'000	Total HK$'000
At 1 April 2024	—	283,200	59,440,843	173,050	191,649	60,088,742
Financing cash flows	(2,637,765)	(178,337)	(71,798)	(80,280)	(64,197)	(3,032,377)
Foreign exchange translation	—	(3,045)	(661,644)	(2,507)	(2,061)	(669,257)
Disposal and winding up of subsidiaries	—	—	(362,523)	—	—	(362,523)
Interest expenses	—	—	2,281,024	9,635	—	2,290,659
Dividend declared	2,718,066	—	—	—	—	2,718,066
Non-cash scrip dividend	(80,301)	—	—	—	—	(80,301)
New leases entered	—	—	—	93,613	—	93,613
At 31 March 2025	—	101,818	60,625,902	193,511	125,391	61,046,622
Financing cash flows	(2,724,076)	(37,615)	988,898	(110,123)	97,157	(1,785,759)
Foreign exchange translation	—	5,177	3,000,463	13,841	6,376	3,025,857
Interest expenses	—	—	2,051,784	14,080	—	2,065,864
Dividend declared	2,724,076	—	—	—	—	2,724,076
New leases entered	—	—	—	289,575	—	289,575
At 31 March 2026	—	69,380	66,667,047	400,884	228,924	67,366,235

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41. COMMITMENTS

Operating lease arrangements

The Group as lessor

All of the Group's premises, equipment, and motor vehicles held for rental purposes have committed lessees for the next one and after five years (2025: one and after five years).

Lease payments receivable on leases are as follows:

	2026 **HK$'000**	2025 HK$'000
Within one year	**49,015**	47,046
In the second year	**22,991**	26,791
In the third year	**17,361**	21,787
In the fourth year	**14,986**	10,652
In the fifth year	**9,481**	6,237
After five years	**6,947**	5,935
	120,781	118,448

Leases are negotiated for an average term of one to twenty years (2025: one to twenty years) with fixed rentals.

Capital commitments

The Group has capital commitments in respect of the acquisition of property, plant and equipment, construction materials for property, plant and equipment and properties under development contracted for but not provided in the consolidated financial statements amounting to HK$88,895,000 (2025: HK$88,690,000), HK$96,513,000 (2025: HK$142,016,000) and HK$174,355,000 (2025: HK$167,537,000) respectively.

42. PLEDGE OF OR RESTRICTIONS ON ASSETS

Pledge of assets

The Group pledged certain non-current and current assets and equity interests over certain subsidiaries to banks or financial institutions to secure loan facilities granted to the Group. Carrying amount of the non-current and current assets pledged to banks or financial institutions to secure loan facilities granted to the Group is as follows:

	2026 **HK$'000**	2025 HK$'000
Property, plant and equipment and investment properties	**7,344,235**	6,898,021
Pledged bank deposits	**104,907**	310,447
	7,449,142	7,208,468

At the end of the reporting period, the Company's equity interests in certain subsidiaries were pledged to a bank for credit facilities granted to the Group.

Restrictions on assets

In addition, lease liabilities of HK$400,884,000 (2025: HK$193,511,000) are recognised with related right-of-use assets of HK$380,546,000 (2025: HK$185,465,000) as at 31 March 2026. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

43. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. The only obligation of the Group with respect of the MPF Scheme is to make the required contributions. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 March 2026 and 2025.

The employees of the Group's subsidiaries in the PRC are covered by the retirement and pension schemes defined by local practices and regulations. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement and pension schemes. The only obligation of the Group in respect to the retirement benefits scheme is to make the specified contribution.

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44. RELATED PARTY TRANSACTIONS

Apart from the amounts due from (to) related parties and transactions as disclosed in notes 19, 25, 26 and 30, the Group entered into the following transactions with major related parties that are not members of the Group:

(i) During the year ended 31 March 2026, the Group purchased gas for total amount of HK$3,540,000 (2025: HK$3,685,000) from a joint venture.

(ii) During the year ended 31 March 2026, the Group sold gas appliances, consumables and spare parts for a total amount of HK$348,164,000 (2025: HK$518,855,000) to joint ventures and associates.

(iii) During the year ended 31 March 2026, the Group received engineering design and construction revenue and for the building of property, plant and equipment for a total amount of HK$283,211,000 (2025: HK$144,038,000) from joint ventures and associates.

(iv) During the year ended 31 March 2026, the Group purchased consumables and spare parts for total amount of HK$435,708,000 (2025: HK$212,359,000) from joint ventures and associates.

(v) During the year ended 31 March 2026, the Group sold gas for total amount of hk$183,200,000 (2025: hk$230,137,000) to a joint venture.

(vi) During the year ended 31 March 2026, the Group purchased LNG for a total amount of HK$317,340,000 (2025: nil) from a non-wholly owned subsidiary of the Company's shareholder.

(vii) During the year ended 31 March 2026, the Group sold LNG for a total amount of HK$60,128,000 (2025: HK$36,513,000) to an associate.

(viii) During the year ended 31 March 2026, the Group purchased LNG for a total amount of HK$55,220,000 (2025: HK$69,770,000) from an associate.

(ix) The Group provided guarantees for banking facilities granted to the Group's associates and joint ventures of HK$10,867,002,000 (2025: HK$10,677,848,000).

The remuneration of key management of the Group was as follows:

	2026 HK$'000	2025 HK$'000
Short-term benefits	**48,711**	49,327
Post-employment benefits	**72**	72
	48,783	49,399

The remuneration of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

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45. LEGAL CLAIMS

On 30 March 2017, the Company received a form of claim filed by a former director of the Company in the Labour Tribunal of Hong Kong claiming approximately HK$140 million (being the alleged loss of salary in the sum of HK$21.6 million (annual salary of HK$7.2 million) for the three financial years ended 31 March 2014 and the aggregate bonus in the sum of approximately HK$118.4 million for the four financial years ended 31 March 2014) and other unliquidated damages and interest from the Company for the alleged wrongful dismissal by the Company of a former director of the Company as a director and an employee of the Company on 29 March 2011. By the mutual consent of the parties to the claim, the claim has been transferred to the Court of First Instance of the High Court and be consolidated with his claims against the Company with regard to his purported exercise of the share options which would entitle him to a total 100,000,000 shares of the Company.

In respect of the aforementioned legal proceedings, the Company has sought advice from its legal advisors and has been advised that there is a sound basis for defending the above claims, no provision was made as at 31 March 2026 and 2025. For details of the legal proceedings, please refer to the announcement of the Company dated 2 June 2017 on the websites of HKEX and the Company (please note that the above former director has since withdrawn his claims against the Company in respect of HCA751/2017 referred to in the said announcement).

In addition, several other share option holders initiated legal proceedings against the Company with regard to their respective purported exercise of share options, which would have entitled the relevant persons to a total of 10,000,000 shares of the Company. These share option holders withdrew their claims against the Company on 9 May 2025 and have been ordered by the Court to pay the legal costs incurred by the Company in defending their claims.

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46. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
中燃燃氣實業（深圳）有限公司	PRC	Wholly-foreign owned enterprises ("WFOE")	Registered USD234,589,000	100#	100#	Investment holding and treasury
中燃投資有限公司	PRC	WFOE	Registered USD250,000,000	100#	100#	Investment holding and treasury
北京中燃翔科油氣技術有限公司	PRC	Sino-foreign equity joint venture	Registered RMB20,000,000	60##	60##	Sales of natural gas and gas pipeline construction
益陽中燃城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB44,022,000	80##	80##	Sales of natural gas and gas pipeline construction
蕪湖中燃城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB100,000,000	90##	90##	Sales of natural gas and gas pipeline construction
宜昌中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB70,000,000	70##	70##	Sales of natural gas and gas pipeline construction
淮南中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB72,000,000	100##	100##	Sales of natural gas and gas pipeline construction
孝感中燃天然氣有限公司	PRC	Sino-foreign equity joint venture	Registered RMB118,950,000	100##	100##	Sales of natural gas and gas pipeline construction
孝感中亞城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB16,002,000	100##	100##	Sales of natural gas and gas pipeline construction

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46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
邳州中燃城市燃氣發展有限公司	PRC	WFOE	Registered USD9,060,000	100##	100##	Sales of natural gas and gas pipeline construction
宿州中燃城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB40,000,000	75##	75##	Sales of natural gas and gas pipeline construction
寶鷄中燃城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB265,725,582	64##	64##	Sales of natural gas and gas pipeline construction
寶雞中燃蔡家坡燃氣發展有限公司	PRC	Limited liability company	Registered RMB38,000,000	64##	64##	Sales of natural gas and gas pipeline construction
寶雞中燃陳倉燃氣發展有限公司	PRC	Limited liability company	Registered RMB20,000,000	64##	64##	Sales of natural gas and gas pipeline construction
南京中燃城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB200,000,000	100##	100##	Sales of natural gas and gas pipeline construction
撫順中燃城市燃氣發展有限公司	PRC	Sino-foreign equity joint venture	Registered RMB133,330,000	70##	70##	Sales of natural gas and gas pipeline construction
包頭市燃氣有限公司	PRC	Limited liability company	Registered RMB183,800,000	80##	80##	Sales of natural gas and gas pipeline construction
包頭市東河中燃城市發展燃氣有限公司	PRC	Limited liability company	Registered RMB20,000,000	80##	80##	Sales of natural gas and gas pipeline construction

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46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
上海中油能源控股有限公司	PRC	Limited liability company	Registered RMB1,130,000,000	100##	100##	Investment in petrochemical facilities of storage and transportation, fundamental facilities of pier and sales of LPG
浙江中燃華電能源有限公司	PRC	Limited liability company	Registered RMB300,000,000	100##	100##	Sales, producing and storing LPG and chemical products
深圳中燃能源集團有限公司	PRC	Limited liability company	Registered RMB758,324,610	100##	100##	Sales of LPG
Fortune Gas Investment Holdings Limited	Hong Kong	Limited liability company	Ordinary HK$876,980,073	100##	100##	Investment holding, sales of natural gas and CBM business
北京富華燃氣有限公司	PRC	Limited liability company	Registered RMB50,000,000	80##	80##	Sales of natural gas
富地燃氣投資有限公司	PRC	WFOE	Registered USD30,000,000	100##	100##	Investment holding
信陽富地燃氣有限公司	PRC	Sino-foreign equity joint venture	Registered RMB64,000,000	100##	100##	Sales of natural gas and gas pipeline construction
Fortune Liulin Gas Company Limited	Hong Kong	Limited liability company	Ordinary USD102,460,140	70##	70##	Exploration and production of coal bed methane

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
杭州中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB100,000,000	100##	100##	Sales of natural gas and gas pipeline construction
寧夏深中天然氣開發有限公司	PRC	Sino-foreign equity joint venture	Registered RMB16,000,000	75##	75##	Sales of natural gas and gas pipeline construction
佳木斯中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB150,000,000	99##	99##	Sales of natural gas and gas pipeline construction
南寧中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB300,000,000	100##	100##	Sales of natural gas and gas pipeline construction
中燃清潔能源(深圳)有限公司	PRC	Limited liability company	Registered USD59,600,000	100##	100##	Sales of natural gas and gas pipeline construction and investment holding
深圳市中燃中燃氣技術有限公司	PRC	Limited liability company	Registered RMB10,000,000	100##	100##	Development and investment in clean energy projects
十堰中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB397,050,000	100##	100##	Sales of natural gas and gas pipeline construction
中燃物資供應鏈管理(深圳)有限公司	PRC	Limited liability company	Registered RMB100,000,000	100##	100##	Provision of procurement services to group companies
China Natural Gas Investment Limited	BVI	Limited liability company	Ordinary USD100	100#	100#	Investment holding

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
Panriver Investments Company Limited	Hong Kong	Limited liability company	Ordinary HK$1	100##	100##	Investment holding
Energy Link Investments Limited	Hong Kong	Limited liability company	Ordinary HK$800,000,000	100#	100#	Investment holding
China Gas Energy Utilisation Holdings Limited	Hong Kong	Limited liability company	Ordinary HK$1	100#	100#	Investment holding
Zhongran Energy Network Development Limited	Hong Kong	Limited liability company	Ordinary HK$100	100#	100#	Investment holding
武漢中燃能源集團有限公司	PRC	Limited liability company	Registered RMB390,310,169	100##	100##	Investment holding
Beijing Gas Development Limited	BVI	Limited liability company	Ordinary USD1	100##	100##	Investment holding
錦州中燃能源發展有限公司	PRC	Limited liability company	Registered RMB300,000,000	99##	99##	Sales of natural gas and gas pipeline construction
黃岡中燃天然氣有限公司	PRC	Limited liability company	Registered RMB118,000,000	88.91##	88.91##	Sales of natural gas and gas pipeline construction
中晨宏遠建設工程有限公司	PRC	Limited liability company	Registered RMB80,000,000	100##	100##	Development and consultancy services in gas pipeline construction
邯鄲市中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB80,000,000	100##	100##	Sales of natural gas and gas pipeline construction

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
北京國潤富力能源技術發展有限公司	PRC	Limited liability company	Registered RMB107,500,000	85##	85##	Development, consultancy services and investment in clean energy
深圳中燃智慧能源有限公司 (formerly known as 深圳中燃熱力發展集團有限公司)	PRC	Limited liability company	Registered RMB300,000,000	100##	100##	Provision of distributed heating services
中燃宏明電力銷售有限公司	PRC	Limited liability company	Registered RMB870,307,403	77##	100##	Sales of electricity and development, consultancy services and investment in clean energy
深圳市中燃燃氣清潔能源發展有限公司	PRC	Limited liability company	Registered RMB700,000,000	100##	100##	Investment holding
Zhongran Energy Limited	Hong Kong	Limited liability company	Ordinary HK$50,000,002	100#	100#	LPG trading
Sky Access Holdings Limited	BVI	Limited liability company	Ordinary USD100	100#	100#	Investment holding
Fresh Goal Limited	BVI	Limited liability company	Ordinary USD1	100#	100#	Investment holding
China Gas Capital Management Limited	BVI	Limited liability company	Ordinary USD100	100#	100#	Group financing and treasury
武漢中燃投資有限公司	PRC	Limited liability company	Registered RMB69,980,000	100##	100##	Investment in the construction of city gas pipeline network, petrochemical and natural gas projects

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
鄂托克旗長蒙天然氣有限責任公司	PRC	Limited liability company	Registered RMB133,000,000	**65##**	65##	Sales of natural gas and gas pipeline construction
呼和浩特中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB774,027,200	**96.5##**	96.5##	Sales of natural gas and gas pipeline construction
壹品慧生活科技有限公司	PRC	Limited liability company	Registered RMB200,000,000	**71##**	71##	Provision of value-added services and wholesale and retail of household equipment, electric appliances, kitchen appliances and others
Rich Legend International Limited	BVI	Limited liability company	Ordinary USD100	**100#**	100#	Investment holding
深圳市中燃燃氣有限公司	PRC	Limited liability company	Registered RMB50,000,000	**100##**	100##	Investment holding
濟南中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB50,000,000	**89.55##**	89.55##	Sales of natural gas and gas pipeline construction
Hai Xia Finance Limited	Hong Kong	Limited liability company	Ordinary HK$2	**100#**	100#	Securities investments
重慶市川東燃氣工程設計研究院	PRC	Sino-foreign equity joint venture	Registered RMB6,000,000	**65##**	65##	Design, construction and maintenance of city pipeline projects

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
深圳市中燃清潔能源發展有限公司	PRC	Limited liability company	Registered RMB10,000,000	100##	100##	Development and consultancy services in natural gas projects and investment holding
深圳樂邦建設工程有限公司	PRC	Limited liability company	Registered RMB40,000,000	100##	100##	Provision of construction services
莘縣中燃能源發展有限公司	PRC	Limited liability company	Registered RMB158,214,000	100##	100##	Sales of natural gas and gas pipeline construction
天門中燃城市燃氣發展有限公司	PRC	WFOE	Registered HK$59,450,000	100##	100##	Sales of natural gas and gas pipeline construction
黑龍江中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB234,358,158	100##	100##	Sales of natural gas and gas pipeline construction
秦皇島中燃燃氣有限公司	PRC	Limited liability company	Registered RMB30,000,000	70##	70##	Sales of natural gas and gas pipeline construction
Electronic Business Development Company Limited	BVI	Limited liability company	Ordinary USD100	71#	71#	Investment holding
Lofty Intellect Limited	BVI	Limited liability company	Ordinary USD50,000	100##	100##	Investment holding
Nova Gas Limited	BVI	Limited liability company	Ordinary USD2	100##	100##	Investment holding

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
綿陽市中燃金泰燃氣有限公司	PRC	Limited liability company	Registered RMB110,000,000	51##	51##	Sales of natural gas and gas pipeline construction
遼陽中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB68,550,000	80##	80##	Sales of natural gas and gas pipeline construction
Natural Shine Investments Limited	Hong Kong	Limited liability company	Registered HK$1	100#	100#	Investment holding
Trade Merit Holdings Limited	BVI	Limited liability company	Registered USD1,000	100##	100##	Investment holding
China Gas Energy Holdings Company Limited	Hong Kong	Limited liability company	Registered HK$182,000,000	100#	100#	Investment holding
北京中民中燃貿易有限公司	PRC	Limited liability company	Registered RMB26,751,300	100##	100##	Wholesale and trading of gas appliance and parts
牡丹江中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB90,000,000	100##	100##	Sales of natural gas and gas pipeline construction
深圳市中燃科技有限公司	PRC	Limited liability company	Registered RMB20,000,000	100##	100##	Development and consultancy services in software
深圳中燃管道檢測服務有限公司	PRC	Limited liability company	Registered RMB50,000,000	100##	100##	Provision of rental and inspection services for safety production
Fun Track Worldwide Inc.	BVI	Limited liability company	Ordinary USD100	100#	100#	Investment holding

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
United Keen Investment Limited	BVI	Limited liability company	Ordinary USD1	100##	100##	Investment holding
China Gas International Pte. Ltd.	Singapore	Limited liability company	Ordinary USD2,000,000	100##	100##	LNG and LPG trading business
重慶中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB20,000,000	100##	100##	Sales of natural gas and gas pipeline construction
蕪湖灣沚中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB10,000,000	100##	100##	Sales of natural gas and gas pipeline construction
玉林中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB42,000,000	100##	100##	Sales of natural gas and gas pipeline construction
唐縣中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB40,000,000	100##	100##	Sales of natural gas and gas pipeline construction
泰興中燃城市燃氣發展有限公司	PRC	Limited liability company	Registered RMB97,201,250	100##	100##	Sales of natural gas and gas pipeline construction
臨西縣川東天然氣有限公司	PRC	Limited liability company	Registered RMB39,500,000	100##	100##	Sales of natural gas and gas pipeline construction
巨鹿縣川能天然氣銷售有限公司	PRC	Limited liability company	Registered RMB62,000,000	100##	100##	Sales of natural gas and gas pipeline construction

For the year ended 31 March 2026

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Form of business structure	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company 2026 %	2025 %	Principal activities
深圳中晨管道技術有限公司	PRC	Limited liability company	Registered RMB13,000,000	100##	100##	Provision of engineering management, design services and special equipment inspection
深圳市晶湖科技有限公司	PRC	Limited liability company	Registered RMB5,000,000	100##	100##	Development and sales of AI hardware, cloud computing equipment, software, and IoT technology services
中燃天然氣智慧交易(深圳)有限公司	PRC	Limited liability company	Registered RMB350,000,000	100##	100##	Sales of petroleum products and equipment, and supply chain management

Directly held

Indirectly held

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

None of the Company's subsidiaries had issued any debt securities at the end of the year, except for 中燃投資有限公司, a wholly-owned subsidiary of the Company, which has issued medium-term notes and super short-term commercial papers of approximately RMB5,000 million (approximately HK$5,650 million) (2025: RMB6,800 million (approximately HK$7,312 million) in aggregate.

For the year ended 31 March 2026

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of the financial position of the Company at the end of the reporting period is as follows:

	2026 HK$'000	2025 HK$'000
Non-current assets		
Property, plant and equipment	**629**	629
Interests in subsidiaries	**19,271,123**	18,859,833
Investments in associates	**1,271,881**	1,241,903
Investments in joint ventures	**596,419**	567,938
Equity instruments at FVTOCI	**2,900**	2,900
Amounts due from subsidiaries	**37,814,194**	30,051,699
	58,957,146	50,724,902
Current assets		
Other receivables and prepayment	**14,761**	11,461
Cash and cash equivalents	**264,844**	273,873
	279,605	285,334
Current liabilities		
Other payables and accruals	**247,855**	160,629
Amounts due to subsidiaries	**4,749,482**	9,894,392
Bank and other borrowings — due within one year	**17,657,396**	4,745,742
	22,654,733	14,800,763
Net current liabilities	**(22,375,128)**	(14,515,429)
	36,582,018	36,209,473
Equity		
Share capital	**54,482**	54,482
Reserves	**20,985,942**	23,158,713
Total equity	**21,040,424**	23,213,195
Non-current liability		
Bank and other borrowings — due after one year	**15,541,594**	12,996,278
	36,582,018	36,209,473

For the year ended 31 March 2026

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movement in the Company's reserves:

	Share premium HK$'000	Treasury shares reserve HK$'000	Translation reserve HK$'000	Capital reserve HK$'000 (Note)	Employee share-based compensation reserve HK$'000	Capital redemption reserve HK$'000	Accumulated profits HK$'000	Total HK$'000
At 1 April 2024	20,231,731	(1,084,360)	(3,066,856)	65,475	2,816	3,435	7,074,324	23,226,565
Profit for the year	—	—	—	—	—	—	2,433,273	2,433,273
Issue of shares	80,175	—	—	—	—	—	—	80,175
Exchange differences arising from translation	—	—	133,847	—	—	—	—	133,847
Recognition of equity-settled share-based payment	—	—	—	—	2,919	—	—	2,919
Shares vested under the share award scheme	—	379	—	—	(171)	—	(208)	—
Dividends recognised as distributions	—	—	—	—	—	—	(2,718,066)	(2,718,066)
At 31 March 2025	20,311,906	(1,083,981)	(2,933,009)	65,475	5,564	3,435	6,789,323	23,158,713
Profit for the year	—	—	—	—	—	—	1,305,500	1,305,500
Exchange differences arising from translation	—	—	(754,616)	—	—	—	—	(754,616)
Recognition of equity-settled share-based payment	—	—	—	—	421	—	—	421
Dividends recognised as distributions	—	—	—	—	—	—	(2,724,076)	(2,724,076)
Lapse of share option	—	—	—	—	(5,985)	—	5,985	—
At 31 March 2026	20,311,906	(1,083,981)	(3,687,625)	65,475	—	3,435	5,376,732	20,985,942

Note: The capital reserve of the Company represents the difference between the underlying net assets of the subsidiaries acquired by the Company as a result of the group reorganisation prior to the listing of the Company's shares in 1995 and the nominal amount of the Company's share capital issued as consideration for the acquisition.

For the year ended 31 March 2026

48. EVENTS AFTER THE REPORTING PERIOD

Adoption of share award scheme

On 17 April 2026, conditional upon the shareholders approving the adoption of the 2026 share award scheme at the special general meeting held on 24 June 2026, the Company conditionally granted an aggregate of 462,000,000 award shares under the 2026 share award scheme to certain Directors, namely Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LIU Chang and Dr. LIU Mingxing, each an executive director (the "Directors Conditional Grants"). The adoption of the 2026 share award scheme and the Directors Conditional Grants were approved by the independent shareholders at the special general meeting held on 24 June 2026.

For further details, please refer to the announcements of the Company dated 17 April 2026 and 10 May 2026, and the circular of the Company dated 4 June 2026 published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

Issuance of corporate bonds

Subsequent to the end of the reporting period, the Company issued five corporate bonds which are tradable on the National Interbank Bond Market of the PRC as follows:

(i) Corporate bond issued on 3 April 2026 with a face value of RMB1.00 billion (approximately HK$1.13 billion) with effective interest rate of 2.41% per annum and maturity date on 7 April 2031;

(ii) Corporate bond issued on 12 May 2026 with a face value of RMB1.05 billion (approximately HK$1.19 billion) with effective interest rate of 2.37% per annum and maturity date on 13 May 2031;

(iii) Corporate bond issued on 9 June 2026 with a face value of RMB0.65 billion (approximately HK$0.73 billion) with effective interest rate of 2.20% per annum and maturity date on 10 June 2031;

(iv) Corporate bond issued on 11 June 2026 with a face value of RMB0.70 billion (approximately HK$0.79 billion) with effective interest rate of 1.53% per annum and maturity date on 15 January 2027; and

(v) Corporate bond issued on 11 June 2026 with a face value of RMB0.80 billion (approximately HK$0.90 billion) with effective interest rate of 1.54% per annum and maturity date on 19 February 2027.

FINANCIAL SUMMARY

	For the year ended 31 March				
	2026	2025	2024	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Results					
Revenue	**73,603,933**	79,258,009	81,410,133	91,988,445	88,225,193
Profit for the year attributable to owners of the Company	**2,719,049**	3,251,614	3,184,939	4,293,484	7,662,036

	At 31 March				
	2026	2025	2024	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Assets and liabilities					
Total assets	**157,730,513**	148,220,570	148,697,724	157,291,209	163,146,352
Total liabilities	**(92,946,584)**	(87,493,865)	(87,950,371)	(92,500,830)	(91,077,199)
	64,783,929	60,726,705	60,747,353	64,790,379	72,069,153
Equity attributable to owners of the Company	**57,173,594**	53,864,695	53,927,655	57,900,584	63,577,893
Non-controlling interests	**7,610,335**	6,862,010	6,819,698	6,889,795	8,491,260
	64,783,929	60,726,705	60,747,353	64,790,379	72,069,153

PARTICULARS OF MAJOR PROPERTIES

Location	Type	Group's interest (%)	Lease term
Leasehold land and buildings			
In Hong Kong:			
16/F., Capital Centre No. 151 Gloucester Road Wan Chai Hong Kong	Office premises	100	Long term lease
In the Mainland of the PRC:			
聯合廣場A座4樓	Commercial	100	Medium term lease
北京市宣武門廣安門南街6號	Office premises	100	Medium term lease
招商盛世廣場 羅湖區梅園路與梨園路 交滙處西北角	Commercial	100	Long term lease
Investment properties			
招商盛世廣場 羅湖區梅園路與梨園路 交滙處西北角	Commercial	100	Long term lease
深圳市濱河大道5022號 聯合廣場B座4樓A室、6樓、8樓、10樓、 13樓、14樓、15樓及18樓	Commercial and office premises	100	Medium term lease

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