



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

(Incorporated in the Cayman Islands with limited liability)
08246.HK

2025-2026
INTERIM REPORT

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This report, for which the directors (the “Directors”) of Zhonghua Gas Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading; or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

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Corporate Information

Board of Directors

Executive Directors

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

Independent non-executive Directors

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

Company Secretary

Mr. Wong Lok Man

Compliance Officer

Mr. Chan Wing Yuen, Hubert

Board Committees

Audit Committee

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

Remuneration Committee

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

Nomination Committee

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

Authorised Representatives

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

Registered Office

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

Principal Place of Business in Hong Kong

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178 Gloucester Road,
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Hong Kong

Share Registrar and Transfer Office in Cayman Islands Conyers Trust Company (Cayman) Limited

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P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Hong Kong Share Registrar Boardroom Share Registrars (HK) Limited

Room 2103B, 21/F,
148 Electric Road,
North Point,
Hong Kong

Legal Advisers to the Company

KS NG Law Office
Stevenson, Wong & Co.
Conyers Dill & Pearman

Auditor

RSM Hong Kong
Certified Public Accountants
Registered Public Interest Entity Auditor
29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

Principal Bankers

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

Company Website

<http://www.8246hk.com>

GEM Stock Code

8246

The board of Directors (the “Board”) of the Company announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2025 (the “Current Period”), together with the unaudited comparative figures for the six months ended 30 September 2024 (the “Corresponding Period”) as follows:

Financial Highlights

	For the six months ended 30 September 2025		For the six months ended 30 September 2024		Decrease
	RMB'000	HK\$'000 ^a	RMB'000	HK\$'000 ^a	
Revenue	6,536	7,159	7,308	8,104	(10.6%)
Gross profit ^(a)	1,492	1,634	1,813	2,010	(17.7%)
Loss and total comprehensive income for the period	(14,680)	(16,079)	(20,676)	(22,928)	(29.0%)
Loss and total comprehensive income attributable to owners of the Company	(13,454)	(14,736)	(21,886)	(24,269)	(38.5%)
Loss before tax	(14,642)	(16,037)	(20,633)	(22,880)	(29.0%)
Loss before tax and depreciation	(13,743)	(15,053)	(19,806)	(21,963)	(30.6%)
Loss per share basic and diluted	RMB(0.003)	HK\$(0.004)	RMB(0.006)	HK\$(0.007)	(50.0%)
Dividend	Nil	Nil	Nil	Nil	N/A

	As at 30 September 2025		As at 31 March 2025		Increase/ (decrease)
	RMB'000	HK\$'000 ^a	RMB'000	HK\$'000 ^Δ	
Total assets	326,668	357,799	342,940	371,610	(4.7%)
Net assets	170,639	186,901	159,694	173,044	6.9%
Cash and cash equivalents	10,518	11,520	11,112	12,041	(5.3%)
Equity attributable to owners of the Company	137,187	150,261	125,016	135,467	9.7%

Key Financial Indicators	For the six months ended 30 September 2025/ As at 30 September 2025	For the six months ended 30 September 2024/ As at 31 March 2025
Gross profit margin ^(b)	22.8%	24.8%
Net loss margin ^(c)	(224.6%)	(282.9%)
Loss on average equity ^(d)	(10.3%)	(23.2%)
Current ratio (times) ^(e)	2.0	1.8
Net gearing ratio ^(f)	21.0%	35.5%

Notes:

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

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

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

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

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

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

Converted to HK\$ at exchange rate of RMB1 = HK\$1.0953 on 30 September 2025 for reference.

* Converted to HK\$ at exchange rate of RMB1 = HK\$1.1089 on 30 September 2024 for reference.

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

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 September 2025

	NOTE	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Revenue	7	6,536	7,308
Cost of sales		(5,044)	(5,495)
Gross profit		1,492	1,813
Other income	8	91	40
Other gains	9	612	1,586
(Allowance of impairment)/reversal of allowance on trade receivables and contract assets		(6,775)	7,433
Administrative expenses		(9,425)	(25,230)
Loss from operations		(14,005)	(14,358)
Finance costs	10	(637)	(6,275)
Loss before tax		(14,642)	(20,633)
Income tax expense	12	(38)	(43)
Loss and total comprehensive income for the period	13	(14,680)	(20,676)
Attributable to:			
Owners of the Company		(13,454)	(21,886)
Non-controlling interests		(1,226)	1,210
		(14,680)	(20,676)
Loss per share attributable to owners of the Company			
Basic and diluted	15	RMB(0.003)	RMB(0.006)

Condensed Consolidated Statement of Financial Position

At 30 September 2025

		30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
	NOTE		
ASSETS			
Non-current assets			
Property, plant and equipment	16	1,488	948
Investment properties	17	7,300	7,300
Right-of-use assets	18	1,973	2,660
Deposits	20	454	454
		11,215	11,362
Current assets			
Trade receivables and contract assets	19	18,712	34,301
Prepayments, deposits and other receivables	20	286,223	286,165
Cash and cash equivalents		10,518	11,112
Total current assets		315,453	331,578
TOTAL ASSETS		326,668	342,940
EQUITY			
Equity attributable to owners of the Company			
Share capital	21	4,409	4,147
Reserves		132,778	120,869
		137,187	125,016
Non-controlling interests		33,452	34,678
		170,639	159,694
LIABILITIES			
Non-current liabilities			
Lease liabilities		600	1,316
Current liabilities			
Trade and other payables and accruals	22	120,251	120,165
Contract liabilities		—	6,446
Shareholder's loan	23	33,654	53,601
Lease liabilities		1,502	1,705
Income tax payables		22	13
Total current liabilities		155,429	181,930
TOTAL LIABILITIES		156,029	183,246
TOTAL EQUITY AND LIABILITIES		326,668	342,940

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2025

	Attributable to owners of the Company				Total	Non-controlling interests	Total equity
	Share capital	Share premium	Share option reserve	Retained profits/(Accumulated losses)			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 April 2024 (unaudited)	3,724	57,075	30,214	7,327	98,340	34,567	132,907
Total comprehensive income for the period	—	—	—	(21,886)	(21,886)	1,210	(20,676)
Equity-settled share-based payments transaction	—	—	14,211	—	14,211	—	14,211
Share options lapsed	—	—	(21,540)	21,540	—	—	—
Changes in equity for the period	—	—	(7,329)	(346)	(7,675)	1,210	(6,465)
At 30 September 2024 (unaudited)	3,724	57,075	22,885	6,981	90,665	35,777	126,442
At 1 April 2025 (unaudited)	4,147	139,329	—	(18,460)	125,016	34,678	159,694
Total comprehensive income for the period	—	—	—	(13,454)	(13,454)	(1,226)	(14,680)
Forfeiture of unclaimed dividends	—	—	—	665	665	—	665
Issue of shares under loan capitalization	262	24,698	—	—	24,960	—	24,960
Changes in equity for the period	262	24,698	—	(12,789)	12,171	(1,226)	10,945
At 30 September 2025 (unaudited)	4,409	164,027	—	(31,249)	137,187	33,452	170,639

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2025

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash used in operations	(5,719)	(22,757)
Income tax paid	(33)	(34)
Net cash used in operating activities	(5,752)	(22,791)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(778)	(737)
Proceeds from disposals of property, plant and equipment	—	1,147
Interest income on bank deposits received	5	36
Net cash (used in)/generated from investing activities	(773)	446
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of lease liabilities	(919)	(726)
Repayment of other loan	—	(27,311)
Repayment of bank borrowing	—	(8,000)
Advance from a shareholder	6,278	31,690
Interest paid on lease liabilities	(66)	(68)
Interest paid on bank borrowing	—	(72)
Forfeiture of unclaimed dividend	665	—
Net cash generated from/(used in) financing activities	5,958	(4,487)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(567)	(26,832)
Effect of foreign exchange rate changes	(27)	18
CASH AND CASH EQUIVALENTS AT 1 APRIL	11,112	34,560
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	10,518	7,746

Notes to the Condensed Consolidated Interim Financial Information

For the six months ended 30 September 2025

1. GENERAL INFORMATION

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

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) is principally engaged in:

- (i) the provision of diverse integrated energy services including technological development, construction related and consultancy services in relation to heat supply and coal-to-natural gas conversion, supply of liquefied natural gas (“LNG”), coupled with sales of LNG (“Energy Business”); and
- (ii) the leasing of investment properties located in Shanghai, China (“Investment Properties”).

2. CHANGE OF FINANCIAL YEAR END DATE

On 19 December 2024, the Company has resolved to change the financial year end date of the Company from 31 December to 31 March commencing from the financial period covering a period of fifteen months from 1 January 2024 to 31 March 2025. Accordingly, the unaudited condensed consolidated interim financial information of the Company covers a period of six months from 1 April 2025 to 30 September 2025 with comparative figures covers a period of six months from 1 April 2024 to 30 September 2024.

3. GOING CONCERN BASIS

The Group incurred a loss attributable to the owners of the Company of RMB13,454,000 and had a net operating cash outflow of RMB5,752,000 for the six months ended 30 September 2025. As at the same date, the Group’s total and current borrowings amounted to RMB33,654,000, while its cash and cash equivalents amounted to RMB10,518,000. These events or conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis as the directors have taken the following plans and measures:

- (a) The Group is in progress to implement operational plans to control costs and generate sufficient operating cash flows to meet its current and future obligations. These actions include cost control measures, and timely collection of outstanding receivables.
- (b) It is anticipated that a substantial portion of the prepayments for LNG purchases as of 30 September 2025 will be utilised based on the contracted sales. These sales are expected to generate operating cash inflows to the Group.

3. GOING CONCERN BASIS (CONTINUED)

- (c) The Group's borrowing of RMB33,654,000 consists solely of a loan from a shareholder (the "Shareholder") who has committed not to demand repayment until the Group has sufficient resources to settle. Furthermore, the Shareholder has confirmed his intention to provide additional financial support to ensure the Group can continue its operations and meet all third-party obligations over the next twelve months.

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

On 20 October 2025, the Company entered into a loan capitalisation agreement with the Shareholder to convert part of the shareholder's loan owed to him into equity amounting to HK\$13,720,000 by issuing a total of 140,000,000 capitalisation shares at the capitalisation price of HK\$0.098 per capitalisation share (the "2nd Loan Capitalisation"). The 2nd Loan Capitalisation is subject to approval at an extraordinary meeting ("EGM"), which is scheduled to be held on 8 December 2025.

Both loan capitalisation transaction aims to reduce liability without depleting cash resources, and strengthening the Group's liquidity and supporting its going concern.

- (d) On 3 October 2025, the Company entered into 2 share subscription agreements with 2 subscribers to issue 334,000,000 shares (167,000,000 shares each) under general mandate at HK\$0.075 per shares (the "Share Subscription Agreements"), generating net proceeds of approximately HK\$24,750,000, which will be used for general working capital purpose. The share subscription was completed on 17 October 2025.

The directors of the Company have reviewed the Group's cashflow projections prepared by the management. The cash flow projection covers a period of not less than twelve months from 30 September 2025. Having taken into account the above-mentioned plans and measures, the directors of the Company concluded that the Group will have sufficient financial resources to meet in full its working capital requirements and financial obligations as and when they fall due within the next twelve months from the date of the consolidated statement of financial position. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Should the Group fail to achieve the above-mentioned plans and measures, it may be unable to continue as a going concern, and adjustments would have to be made to write down the carrying value of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively. The effect of these potential adjustments have not been reflected in these consolidated financial statements.

4. BASIS OF PREPARATION

This interim financial information is unaudited and has been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" issued by the International Accounting Standards Board (the "IASB") and the applicable disclosures provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

This interim financial information should be read in conjunction with the 2024-2025 annual financial statements. Except as described below, the accounting policies (including the critical judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed interim financial information are consistent with those used in the annual financial statements for the fifteen months ended 31 March 2025.

5. NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS

New and amended standards adopted by the Group

The Group has applied the amendments to IAS 21 "Lack of Exchangeability" for the first time from 1 April 2025. The Group did not change its accounting policies or make retrospective adjustments as a result of adopting the abovementioned amended standard. These new and amendments to IFRS Accounting Standards have had no material effect on how the Group's results and financial position for the current or prior periods that have been presented in this condensed consolidated financial information. The Group has not applied any other new standards or interpretation that is not yet effective for the current accounting period.

6. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

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

During the six months ended 30 September 2025 and 2024, there was no transfer between Level 2 and Level 3. The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. REVENUE

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Revenue from contracts with customers within the scope of IFRS 15		
Energy Business		
— Sales of LNG	5,934	6,717
— Management fee income	477	482
	6,411	7,199
Revenue from other sources		
— Rental income from investment properties	125	109
	6,536	7,308
Timing of revenue recognition		
— At a point in time	5,934	6,717
— Over time	602	591
	6,536	7,308

8. OTHER INCOME

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Rental and operation management service income	78	—
Interest income on bank deposits	5	36
Others	8	4
	91	40

9. OTHER GAINS

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Foreign exchange gains	612	1,617
Net losses on disposal of property, plant and equipment	—	(31)
	612	1,586

10. FINANCE COSTS

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Interest expenses on:		
— Bank borrowing	—	72
— Lease liabilities	66	68
— Other loan	—	2,566
— Late payment with suppliers	571	3,569
	637	6,275

11. SEGMENT INFORMATION

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

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

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

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

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

Information about operating segment results

	Energy business RMB'000 (unaudited)	Investment properties RMB'000 (unaudited)	Unallocated RMB'000 (unaudited)	Total RMB'000 (unaudited)
Six months ended				
30 September 2025				
Revenue from external customers	6,410	126	—	6,536
Segment results	(10,802)	(247)	(3,593)	(14,642)
Depreciation of property, plant and equipment	(221)	(17)	—	(238)
Depreciation of right-of-use assets	(496)	(165)	—	(661)
Allowance of impairment on trade receivables and contract assets	(6,775)	—	—	(6,775)
Other material items of income and expense:				
Cost of inventory sold	(5,044)	—	—	(5,044)
Staff cost, including directors' emoluments	(2,586)	(3)	(3,263)	(5,852)

11. SEGMENT INFORMATION (CONTINUED)

Information about operating segment results (Continued)

	Energy business RMB'000 (unaudited)	Investment properties RMB'000 (unaudited)	Unallocated RMB'000 (unaudited)	Total RMB'000 (unaudited)
Six months ended 30 September 2024				
Revenue from external customers	7,199	109	—	7,308
Segment results	1,565	(492)	(21,706)	(20,633)
Depreciation of property, plant and equipment	(287)	(61)	—	(348)
Depreciation of right-of-use assets	(359)	(120)	—	(479)
Reversal of allowance on trade receivables and contract assets	7,433	—	—	7,433
Other material items of income and expense:				
Cost of inventory sold	(5,495)	—	—	(5,495)
Staff cost, including directors' emoluments	(2,521)	(3)	(18,815)	(21,339)
Reconciliations of segment results	Six months ended 30 September 2025		Six months ended 30 September 2024	
	RMB'000		RMB'000	
	(unaudited)		(unaudited)	
Revenue				
Total revenue of reportable segments	6,536		7,308	
Segment results				
Total segment results of reportable segments	(11,088)		1,031	
Unallocated amounts:				
Unallocated income	1		3	
Unallocated corporate expenses	(3,593)		(21,710)	
Loss for the period	(14,680)		(20,676)	

11. SEGMENT INFORMATION (CONTINUED)

Information about operating segment results (Continued)

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

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Customer A	6,411	7,199

12. INCOME TAX EXPENSE

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

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Current tax		
Provision for the period — the PRC	38	35
Under-provision in prior periods	—	8
	38	43

12. INCOME TAX EXPENSE (CONTINUED)

No provision for Hong Kong Profits Tax was required since the Group had no assessable profits for the six months ended 30 September 2025 and 2024.

PRC Corporate Income Tax has been provided at a rate of 25% for the six months ended 30 September 2025 and 2024, except for subsidiaries eligible to be a "Small and Low-profit Enterprise" under PRC Corporate Income Tax Law to enjoy a beneficial rate of 20%.

13. LOSS FOR THE PERIOD

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

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Auditor's remuneration	—	182
Depreciation		
— Property, plant and equipment	238	348
— Right-of-use assets	661	479
	899	827
Directors' and chief executive's emoluments	1,580	3,315
(Allowance of impairment)/reversal of allowance on trade receivables and contract assets	(6,775)	7,433
Staff costs, excluding those of Directors		
— Salaries and allowances	3,725	3,903
— Retirement benefits	547	544
— Equity-settled share-based payments	—	13,577
	4,272	18,024

14. DIVIDENDS

The Board of Directors does not recommend any payment of any dividend in respect of the six months ended 30 September 2025 and 2024.

15. LOSS PER SHARE

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

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Loss attributable to owners of the Company		
Loss for the purpose of calculating basic and diluted loss per share	(13,454)	(21,886)
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	4,144,225	3,666,936

The computation of diluted loss per share for the six months ended 30 September 2024 did not assume the exercises of the Company's outstanding share options as these are anti-dilutive.

16. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2025, the Group acquired a motor vehicle and other equipment with amount of approximately RMB778,000 (for the six months ended 30 September 2024: acquired approximately RMB737,000 mainly relating to items of motor vehicles).

17. INVESTMENT PROPERTIES

	30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
At 1 April/1 January	7,300	3,780
Fair value change	—	(880)
Transfer from property, plant and equipment	—	4,400
At 30 September/31 March	7,300	7,300

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

18. RIGHT-OF-USE ASSETS

During the six months ended 30 September 2025 and 2024, the Group did not enter into any new lease agreement. The balance as at 30 September 2025 relates to office premises.

19. TRADE RECEIVABLES AND CONTRACT ASSETS

	30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
Trade receivables and contract assets	44,803	53,616
Allowance for impairment	(26,091)	(19,315)
	18,712	34,301

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

19. TRADE RECEIVABLES AND CONTRACT ASSETS (CONTINUED)

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

	30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
0 to 60 days	2,098	30,179
61 to 120 days	8,111	—
121 to 180 days	—	—
181 to 365 days	8,503	4,122
	18,712	34,301

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

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
Prepayment		
LNG purchases	280,720	280,714
Administrative expenses	346	469
	281,066	281,183
Deposits		
Rental deposits	484	484
Utility deposits	12	12
Others	6	6
	502	502
Other receivables		
Value-added tax receivables	4,909	4,885
Others	200	49
	5,109	4,934
	286,677	286,619
Less: Portion classified as non-current assets	(454)	(454)
	286,223	286,165

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

21. SHARE CAPITAL

	Number of shares '000	HK\$'000	RMB'000
Authorised:			
Ordinary shares of HK\$0.00125 each			
At 1 January 2024 (audited),			
31 March 2025 (audited),			
1 April 2025 (audited) and			
30 September 2025 (unaudited)	64,000,000	80,000	—
Issued and fully paid:			
Ordinary shares of HK\$0.00125 each			
At 1 January 2024 (audited)	3,666,936	4,584	3,724
Issue of shares under share option schemes	366,688	458	423
At 31 March 2025 (audited) and			
1 April 2025 (audited)	4,033,624	5,042	4,147
Issue of shares under loan capitalisation	230,000	288	262
At 30 September 2025 (unaudited)	4,263,624	5,330	4,409

22. TRADE AND OTHER PAYABLES AND ACCRUALS

	30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
Trade payables	102,561	102,561
Other payables:		
Payables to construction suppliers	7,022	7,022
Dividend payables	556	1,229
Other tax payables	903	938
Others	971	1,126
	9,452	10,315
Accruals:		
Accrual staff costs	387	476
Accrual administrative expenses	2,191	1,724
Accrued interest for late payment to suppliers	5,660	5,089
	8,238	7,289
	120,251	120,165

22. TRADE AND OTHER PAYABLES AND ACCRUALS (CONTINUED)

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

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

	30 September 2025 RMB'000 (unaudited)	31 March 2025 RMB'000 (audited)
0 to 30 days	—	—
31 to 60 days	—	—
61 to 90 days	—	—
91 to 180 days	—	—
Over 180 days	102,561	102,561
	102,561	102,561

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

23. SHAREHOLDER'S LOAN

The shareholder's loan is unsecured and non-interest-bearing. The shareholder has agreed not to demand repayment until the Group has enough cash to repay.

24. SHARE-BASED PAYMENTS

Equity-settled share option scheme

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

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

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

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

24. SHARE-BASED PAYMENTS (CONTINUED)

Equity-settled share option scheme (Continued)

Scheme 2011

Scheme 2011 has become effective on 12 December 2011.

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

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

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

Option type	Date of grant	Exercise period	Exercise price	Fair value at grant date
Option to directors				
Option C	09/06/2017	09/06/2018– 09/06/2024	HK\$0.289	HK\$0.1262
Option D	09/06/2017	09/06/2019– 09/06/2024	HK\$0.289	HK\$0.1273
Option E	09/06/2017	09/06/2020– 09/06/2024	HK\$0.289	HK\$0.1287
Option to employees				
Option I	09/06/2017	09/06/2018– 09/06/2024	HK\$0.289	HK\$0.1117
Option J	09/06/2017	09/06/2019– 09/06/2024	HK\$0.289	HK\$0.1170
Option K	09/06/2017	09/06/2020– 09/06/2024	HK\$0.289	HK\$0.1219
Option to consultants				
Option F	09/06/2017	09/06/2018– 09/06/2024	HK\$0.289	HK\$0.1320
Option G	09/06/2017	09/06/2019– 09/06/2024	HK\$0.289	HK\$0.1320
Option H	09/06/2017	09/06/2020– 09/06/2024	HK\$0.289	HK\$0.1320

24. SHARE-BASED PAYMENTS (CONTINUED)

Equity-settled share option scheme (Continued)

Scheme 2011 (Continued)

The following table discloses movement of share options granted under Scheme 2011 for the fifteen months ended 31 March 2025:

Option type	Outstanding at 1 January 2024	Granted	Exercised	Lapsed	Outstanding at 31 March 2025
	'000 (audited)	'000 (audited)	'000 (audited)	'000 (audited)	'000 (audited)
Option C	30,944	—	—	(30,944)	—
Option D	30,944	—	—	(30,944)	—
Option E	30,944	—	—	(30,944)	—
Option G	1,664	—	—	(1,664)	—
Option H	28,216	—	—	(28,216)	—
Option I	21,776	—	—	(21,776)	—
Option J	26,776	—	—	(26,776)	—
Option K	38,216	—	—	(38,216)	—
	209,480	—	—	(209,480)	—
Exercisable at the end of the period	209,480				—
Weighted average exercise price (HK\$)	0.289	—	—	—	—

Note: All share options were lapsed in the Corresponding Period, no movement for the Current Period.

24. SHARE-BASED PAYMENTS (CONTINUED)

Equity-settled share option scheme (Continued)

Scheme 2023

Scheme 2023 has become effective on 14 September 2023.

On 11 December 2023, the Company granted 366,688,000 share options to the Company's directors and employees at the exercise price of HK\$0.16 per option, those options had been exercised subsequently. As such, as at 30 September 2025, the total number of share options available for grant under the scheme mandate limit (which is 366,693,600 shares, representing 10% of the issued share capital of the Company as at the date of approval of the Scheme 2023) of the Scheme 2023 was 5,600 (31 March 2025: 5,600).

Details of the specific categories of options granted under Scheme 2023 are as follows:

Option type	Grant date	Vesting period	Exercise period	Exercise price	Fair value at grant date
Options to directors	11.12.2023	11.12.2023 to 10.12.2024	11.12.2024–11.12.2033	HK\$0.160	HK\$0.095
Options to employees	11.12.2023	11.12.2023 to 10.12.2024	11.12.2024–11.12.2033	HK\$0.160	HK\$0.085

The following table discloses movement of share options granted under Scheme 2023 for the fifteen months ended 31 March 2025:

Option type	Outstanding at 1 January 2024 '000 (audited)	Granted '000 (audited)	Exercised '000 (audited)	Outstanding at 31 March 2025 '000 (audited)
Options to Directors	14,656	—	(14,656)	—
Options to Employees	352,032	—	(352,032)	—
	366,688	—	(366,688)	—
Exercisable at the end of the period	—			—
Weighted average exercise price (HK\$)	0.160	—	0.160	—

Note: No outstanding share option for the Current Period, no movement for the Current Period.

25. CONTINGENT LIABILITIES

Up to the authorisation of this condensed consolidated financial information, 6 suppliers of the Group have initiated total 10 claims against the Group's subsidiary in the PRC.

Pursuant to the claims, these suppliers are seeking settlement of approximately RMB11,758,000 together with interest of approximately RMB4,597,000 for construction works completed in 2018 and 2019.

The court has concluded 8 out of 10 cases, the Group is liable to repay the amount claimed of approximately RMB6,972,000 by suppliers together with related interest of approximately RMB2,572,000.

The progress of litigation with the remaining 2 cases is still ongoing at the date of authorisation of this condensed consolidated financial information.

As at 30 September 2025, the Group has recorded in the condensed consolidated statement of financial position an amount of approximately RMB11,564,000 (31 March 2025: approximately RMB11,564,000) as amount due to the suppliers and accrued interest of approximately RMB5,660,000 (31 March 2025: approximately RMB5,089,000).

26. MAJOR NON-CASH TRANSACTION

As disclosed in note 3, on 4 July 2025, the Company completed the 1st Loan Capitalisation with Mr. Hu Yishi, an executive Director and chairman of the Board, which the Company had allotted and issued, a total of 230,000,000 capitalisation shares at the capitalisation price of HK\$0.119 per capitalisation share. Partial shareholder's loan of HK\$27,370,000 (equivalent to approximately RMB24,960,000) was set off by converted into equity.

27. RELATED PARTY TRANSACTIONS

Save as disclosed in note 24 and 26, the Group had the following significant transactions with related parties.

The remuneration of key management members of the Group for both periods are as follows:

	Six months ended 30 September 2025 RMB'000 (unaudited)	Six months ended 30 September 2024 RMB'000 (unaudited)
Directors' fee	364	364
Salaries and other allowances	1,281	1,966
Retirement benefit scheme contributions	60	76
Equity-settled share-based payments	—	636
	1,705	3,042

28. EVENTS AFTER THE REPORTING PERIOD

Except for the 2nd Loan Capitalisation and the Share Subscription Agreements as mentioned in Note 3 to the condensed consolidated financial information, there were no other significant events after the reporting period up to the date of this report.

Management Discussion and Analysis

BUSINESS REVIEW

For the Current Period, the Group's total revenue amounted to approximately RMB6.5 million, representing a decrease of approximately 10.6% from approximately RMB7.3 million for the Corresponding Period, principally due to the sales price fluctuation of market.

The Energy Business continued to contribute over 99% to the Group's total revenue. Net loss after tax of approximately RMB14.7 million in the Current Period was recorded compared to net loss of approximately RMB20.7 million for the Corresponding Period. Such decrease in net loss after tax was mainly attributable to (i) no equity-settled share-based expense was recorded in the Current Period (Corresponding Period: approximately RMB14.1 million); (ii) a decrease in reversal of allowance of impairment on trade receivables and contract assets from approximately RMB7.4 million for the Corresponding Period to allowance of impairment on trade receivables and contract assets of approximately RMB6.8 million for the Current Period, which was due to the recovery of certain long outstanding trade receivable balance in the Corresponding Period; (iii) a decrease of finance cost from approximately RMB6.3 million for the Corresponding Period to approximately RMB0.6 million in the Current Period; and (iv) the Group implemented certain cost control measures which led to a decrease in administrative expenses.

Energy Business

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

During the Current Period, the Energy Business generated revenue primarily from the supply of LNG and the management of customers' LNG supply stations. The LNG supply business continued to face fierce competition. Also, as the construction related and consultancy services of the Energy Business showed no sign of improvement and the coal-to-natural gas conversion initiatives in Tianjin has become increasingly saturated, the Group expects the number of new projects to continue to decrease in the future.

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

The Group has been actively broadening its business scope and geographic reach to achieve diversification and global expansion.

On 6 June 2025, the Company, entered into a memorandum of understanding (the "MOU") with the Ministry of Industry and Commerce ("Lao MOIC") of the Lao People's Democratic Republic ("Lao PDR"). Pursuant to the MOU, the Company and Lao MOIC intend to cooperate with each other and conduct the feasibility studies for the development of fuel oil and gas supply network in the Lao PDR. On 22 October 2025, the Company and Shandong Longzhong Information Technology Co., Ltd entered into a project technical consultation agreement to perform the feasibility studies in respect of the development of fuel oil and natural gas supply network in Lao PDR and to conduct market research.

The Board considers the strategic cooperation with Lao MOIC will enable the Group to venture into the refined oil (gas) business in the Lao PDR and diversify its existing business portfolio and broaden its revenue base.

Investment Properties

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

FINANCIAL REVIEW

Revenue

For the Current Period, revenue of the Group amounted to approximately RMB6.5 million, representing a decrease of 10.6% from approximately RMB7.3 million for the Corresponding Period. The decrease was due to the sales price fluctuation of market.

Cost of Sales

The cost of sales for Energy Business amounted to approximately RMB5.0 million (Corresponding Period: approximately RMB5.5 million). The decrease was mainly attributable to the decrease in cost in LNG supply during the Current Period.

Gross Profit Margin

Gross profit represents revenue less cost of sales. Gross profit margin of the Energy Business segment was 22.8% in the Current Period (Corresponding Period: 24.8%). The decrease was mainly attributable to the decrease in sales price during the Current Period.

The gross profit margin of the Investment Properties segment was 100% (Corresponding Period: 100%).

Other Gains

Other gains of approximately RMB0.6 million were recorded in the Current Period as compared to approximately RMB1.6 million in the Corresponding Period, mainly due to the foreign exchange gains of approximately RMB0.6 million recognised in the Current Period (Corresponding Period: approximately RMB1.6 million).

Administrative Expenses

Administrative expenses decreased by 62.6% from approximately RMB25.2 million for the Corresponding Period to approximately RMB9.4 million for the Current Period. The decrease was mainly due to the absence of equity-settled share-based expenses during the Current Period (Corresponding Period: approximately RMB14.1 million), as well as the implementation of other costs control measures.

Finance Costs

For the Current Period, the Group's finance costs amounted to approximately RMB0.6 million (Corresponding Period: approximately RMB6.3 million), representing a decrease of RMB5.6 million or 89.8%, which was mainly due to a decrease in the interest expense from the other loan and late payment with suppliers.

Income Tax Expense

Income tax expense was recorded approximately RMB0.1 million for the Current Period and the Corresponding Period. It was derived from PRC income tax for the Current Period.

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

Loss and total comprehensive income attributable to non-controlling interests amounted to approximately RMB1.2 million for the Current Period (Corresponding Period: Profit and total comprehensive income attributable to non-controlling interests of approximately RMB1.2 million). This was mainly attributable to a decrease in the reversal of allowance on trade receivables and contract assets for the Current Period.

Loss and Total Comprehensive Income Attributable to Owners of the Company

Loss and total comprehensive income attributable to owners of the Company decreased from approximately RMB21.9 million in the Corresponding Period to approximately RMB13.5 million in the Current Period. This was mainly attributable to a decrease in loss after tax for the Current Period.

Basic and diluted loss per share for the Current Period were both RMB0.003, as compared to basic and diluted loss per share of RMB0.006 for the Corresponding Period.

PROSPECTS

China's natural gas market, as a critical component of the national energy system, is currently undergoing an important phase of deepening transformation. Against the backdrop of global energy restructuring, domestic economic optimization and upgrading, and accelerated technological advancements, the development of the natural gas market in the next three years will present both challenges and opportunities.

Liquefied Natural Gas (LNG), as a clean energy source, directly impacts market supply-demand balance through its trading and sales performance. In recent years, China's LNG imports have shown consistent growth, exceeding 80 million tonnes in 2022, representing a year-on-year increase of 8.6%. According to the International Energy Agency (IEA), China's LNG imports are projected to maintain an average annual growth rate of 5% to 7% between 2024 and 2026. From the policy perspective, PipeChina is accelerating the construction of LNG receiving terminals, with annual receiving capacity projected to reach 120 million tonnes by 2025. On the demand side, industrial fuel and urban gas sectors are increasingly reliant on LNG, particularly in regions such as the Beijing-Tianjin-Hebei cluster, Yangtze River Delta, and Guangdong-Hong Kong-Macao Greater Bay Area, where demand for clean energy substitution remains robust. In terms of pricing, LNG prices are expected to remain volatile between US\$500 and US\$800 per tonne over the next three years due to the supply-demand mismatch in the global natural gas market, which is unlikely resolve in the short term, as well as the volatility of international oil prices and geopolitical risks.

Urban pipeline natural gas, as a crucial terminal segment of the natural gas market, directly impacts residents' quality of life and industrial production efficiency through its development level. By the end of 2023, the total length of urban natural gas pipelines nationwide exceeded 1 million kilometres, with an annual gas transmission volume surpassing 200 billion cubic metres. During the "14th Five-Year Plan" period, China plans to vigorously promote the upgrading and renovation of natural gas pipeline network by building 30,000 kilometres of new high-pressure pipelines and 50,000 kilometres of secondary high-pressure pipelines. The development of Smart natural gas infrastructure is also accelerating, with the widespread application of technologies such as the IoT, big data and other technologies increasing the intelligent rate of pipeline inspections to over 80%. In terms of trading models, as natural gas price marketisation reforms deepen, the price linkage mechanism between pipeline gas and LNG is gradually improving, and the construction of regional spot trading platforms is accelerating. It is expected that by 2025, the proportion of market-based transactions will exceed 50%. Meanwhile, the consolidation within the urban natural gas sector is accelerating, with leading enterprises in the region expanding their scale through mergers and acquisitions and restructuring, thereby further increasing overall market concentration.

The evolution of the market landscape serves as a key indicator of the development of the natural gas industry. China's natural gas market exhibits a "3+N" competitive structure, with the three major state-owned oil and gas companies dominating upstream resources, while local state-owned enterprises and private companies are actively engaged in the end-user market. With the establishment of the China Oil & Gas Pipeline Network Corporation, the monopoly over upstream resources has been broken, and the third-party access system is being implemented at an accelerated pace, leading to more vigorous market competition. Technological innovation has become a key driver for corporate breakthroughs. With the application of technologies such as hydrogen co-firing and distributed energy system expanding gradually, some companies have already launched zero carbon natural gas demonstration projects. Regional market differentiation is also intensifying, with economically developed regions transitioning towards integrated energy service providers, while central and western regions remain focused on traditional natural gas supply. Capital operations are active, with merger and acquisition transactions in the natural gas industry exceeding RMB50 billion in 2022. Financial instruments such as industrial funds and REITs are being widely utilised.

Overall, China's natural gas market in the next three years will be characterised by a tight balance between supply and demand, alongside accelerated structural adjustment. LNG imports will continue to expand, although price volatility is likely to intensify; the transmission and distribution capacity of urban pipeline natural gas is anticipated to improve significantly, accompanied by the emergence of innovative trading models. Meanwhile, market competition landscape will be reshaped through market opening. Companies should leverage their extensive industry experience to strengthen cooperation with long-term strategic partners, capitalise on complementary resource advantages, align with national policy directions, increase investment in technological innovation, and actively respond to market changes. In the coming year, companies should actively explore fields such as LNG trade, urban gas mergers and acquisitions, natural gas pipeline transportation, and integrated energy supply. Following the entering into of the MOU with Lao MOIC of the Laos PDR, the Group had kick started the expansion into Southeast Asian markets which aligned with the Belt and Road initiative. Through this expansion, the Group expects to diversify its business and expand its revenue base. At the same time, the Group will continue explore other suitable business opportunities and investments.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2025, cash and cash equivalents maintained by the Group were approximately RMB10.5 million, representing a decrease of 5.3% from approximately RMB11.1 million as at 31 March 2025.

Trade receivables and contract assets were approximately RMB18.7 million, decrease by 45.4% from approximately RMB34.3 million as at 31 March 2025, which mainly represented the effect of collection of trade receivables and contract assets.

Prepayments, deposits and other receivables amounted to approximately RMB286.2 million as at 30 September 2025 and 31 March 2025.

Trade and other payables and accruals amounted to approximately RMB120.3 million as at 30 September 2025 and approximately RMB120.2 million as at 31 March 2025.

Tax liabilities amounted to approximately RMB0.1 million as at 30 September 2025 and 31 March 2025.

As a result of the above mentioned, the Group's current assets and current liabilities as at 30 September 2025 were approximately RMB315.5 million and approximately RMB155.4 million (31 March 2025: approximately RMB331.6 million and approximately RMB181.9 million) respectively.

The Group had Shareholder's loan of approximately RMB33.7 million as at 30 September 2025. Gearing ratio of the Group, measured as Shareholder's loan and lease liabilities to total equity, was 21.0% as at 30 September 2025 (31 March 2025: 35.5%). The Group recorded net assets of approximately RMB170.6 million as at 30 September 2025 as compared to approximately RMB159.7 million as at 31 March 2025. The increase was mainly due to the 1st Loan Capitalisation which connected partial shareholder's loan into equity. During the Current Period, the Group financed its operations mainly with the funds from shareholder's loan, and its internal resources.

CAPITAL STRUCTURE

During the Current Period, an aggregate of 230,000,000 shares were issued and allotted pursuant to the 1st Loan Capitalisation with capitalisation price of HK\$0.119. As at 30 September 2025, the Company had an aggregate of 4,263,624,000 shares of HK\$0.00125 each in issue.

DIVIDENDS

The Board does not recommend any payment of dividend for both periods.

FOREIGN CURRENCY EXPOSURE

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

CONTINGENT LIABILITIES

Details of the contingent liabilities of the Group are set out in note 25 of the interim financial information.

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

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

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

PLEDGE OF ASSETS

As at 30 September 2025, the Group did not have any mortgage or charge over its assets (30 September 2024: Nil).

IMPORTANT EVENTS AFTER THE SIX MONTHS ENDED 30 SEPTEMBER 2025

On 3 October 2025 (after trading hours), the Company (as the issuer) entered into two separate share subscription agreements with two independent subscribers, pursuant to which the subscribers had conditionally agreed to subscribe for, and the Company had conditionally agree to allot and issue, an aggregate of 334,000,000 shares (167,000,000 shares each) under general mandate at HK\$0.075 per shares (the "Subscriptions"). The net proceeds from the Subscriptions amounted to approximately HK\$24,750,000, which was intended for payment of salaries and allowances, Directors' and chief executive's emoluments, operating expenses, rental and other legal and professional fees. The share subscription was completed on 17 October 2025. Please refer to the Company's announcements dated 3 October 2025 and 17 October 2025 for details.

On 20 October 2025, the Company entered into a 2nd Loan Capitalisation agreement with Mr. Hu Yishi, an executive Director and chairman of the Board, to convert part of the shareholder's loan owned to him into equity amounting to HK\$13,720,000, which will be satisfied by the allotment and issue of a total of 140,000,000 capitalisation shares at the capitalisation price of HK\$0.098 per capitalisation share. The 2nd Loan Capitalisation constitutes a connected transaction under the GEM Listing Rules and is subject to approval by the independent shareholders of the Company at the extraordinary general meeting to be held on 8 December 2025. Please refer to the Company's announcement dated 20 October 2025 and circular dated 19 November 2025 for details.

Save as disclosed, the Board does not aware of any important events affecting the Group, which have occurred subsequent to the end of the six months ended 30 September 2025 and up to the date of this report.

EMPLOYMENT AND REMUNERATION OF EMPLOYEES

As at 30 September 2025, the Group has 29 full time employees in the PRC and 16 staffs in Hong Kong. The Group recognises the importance of human resources to its success, therefore qualified and experienced personnel are recruited for reviewing and restructuring our existing business. The remuneration of the Group has maintained at competitive level with discretionary bonuses payable on a merit basis and in line with industrial practice. Apart from salary payments, other staff benefits provided by the Group includes mandatory provident fund, insurance schemes and performance related bonus.

SHARE OPTION SCHEME

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

On the extraordinary general meeting of the Company held on 14 September 2023 (the "Adoption Date"), an ordinary resolution was passed by the shareholders that to approve and adopt a new share option scheme (the "Share Option Scheme").

The Share Option Scheme is valid and effective for a period of 10 years commencing on 14 September 2023 and may continue to be exercisable in accordance with their terms of issue. The Board may grant options to Directors, employees and service providers of the Company or its subsidiaries to subscribe for shares in the Company at a consideration equal to the higher of the closing price of the shares of the Company on the Stock Exchange at the date of offer of grant and the average closing prices of the shares of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant of the options. Options granted must be taken up within 21 days from the date of grant, upon payment of HK\$1.00. Options may be exercised at any time from the date of grant of the share option up to the tenth anniversary of the date of grant as determined by the Directors at their discretion. The maximum number of shares of the Company which may be issued in respect of all share options and awards which may be granted at any time under the Share Option Scheme together with options and awards which may be granted under any other share schemes for the time being of the Company shall not exceed such number of shares as equals to 10% of the issued share capital of the Company as at the Adoption Date (the "Scheme Mandate Limit"). The Company may seek approval of the shareholders in general meeting to refresh the Scheme Mandate Limit under the Share Option Scheme after 3 years from the Adoption Date (or the date of shareholders' approval for the last refreshment), provided that the limit so refreshed must not exceed 10% of the relevant class of shares in issue as at the date of passing the relevant resolution.

On 11 December 2023, 366,688,000 share options have been granted under the Share Option Scheme, representing 10% of the shares of the Company in issue at that date. Up to 30 September 2025, all the share options were exercised. No outstanding share options as at 30 September 2025.

During the Current Period, no share options granted under the Share Option Scheme were lapsed or cancelled in accordance with the terms of the scheme.

Upon adoption of the Share Option Scheme, 366,688,000 share options were granted on 11 December 2023. As such, as at 1 April 2025 and 30 September 2025, the total number of share options available for grant under the scheme mandate limit (which is 366,693,600 shares, representing 10% of the issued share capital of the Company as at the date of approval of the Share Option Scheme) and the service provider sublimit (36,669,360 shares, representing 1% of the issued share capital of the Company as at the date of approval of the Share Option Scheme) of the Share Option Scheme was 5,600.

As at 30 September 2025, no shares may be issued in respect of share options granted under the Share Schemes of the Company, as no outstanding share options under Share Option Scheme. Hence, no share option was granted but not yet exercisable. During the Current Period, the weighted average number of ordinary shares in issue was 4,144,225,000. As such, as at 30 September 2025, the number of shares that may be issued in respect of share options granted under all schemes of the Company during the Current Period divided by the weighted average number of ordinary shares in issue of the Company was 0%.

There is no movement of share options granted, exercised, cancelled or lapsed during the Current Period and no outstanding share option as at 30 September 2025.

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

At 30 September 2025, the interests and short positions of the Directors and chief executives of the Company in the ordinary shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long position in ordinary shares of HK\$0.00125 each of the Company

Name of Director	Notes	Nature of Interest	Number of shares	Percentage of the Company's issued share capital (Note 3)
Mr. Hu Yishi	1	Beneficial owner	233,664,000	5.48%
		Interest of controlled corporations	547,184,000	12.83%
Ms. Lin Min, Mindy	2	Interest of spouse	497,120,000	11.66%
		Beneficial owner	26,064,000	0.61%
		Interest of controlled corporations	471,056,000	11.05%
Mr. Chan Wing Yuen, Hubert		Interest of spouse	780,848,000	18.31%
Ms. Kwong Wai Man, Karina		Beneficial owner	26,064,000	0.61%
Ms. Ma Lee		Beneficial owner	2,240,000	0.05%

Notes:

- Mr. Hu Yishi ("Mr. Hu") is deemed to be interested in 448,000,000 shares held by Smart Lane Global Limited, and in 99,184,000 shares held by Front Riches Investments Limited, both companies were 100% controlled by Mr. Hu.
- Ms. Lin Min, Mindy ("Ms. Lin") is deemed to be interested in 448,000,000 shares held by Uprise Global Investments Limited and in 23,056,000 shares held by Gainup Limited respectively, both companies were 100% controlled by Ms. Lin.
- The percentage has been compiled based on the total number of the Shares in issue (i.e. 4,263,624,000) as at 30 September 2025.

Long position in the underlying shares of equity derivatives of the Company

As at 30 September 2025, none of the Directors or chief executives of the Company or their respective associates had registered any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

DEED OF NON-COMPETITION

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

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

As at 30 September 2025, so far as is known to the Directors, the following persons not being the Directors or chief executives of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Long position in ordinary shares and underlying shares of the Company

Name	Capacity and nature of interest	Number of shares	Number of underlying shares	Percentage of the Company's issued share capital ^(Note 5)
Depot Up Limited ^(note 1)	Beneficial owner	640,000,000	—	15.01%
Mr. Song Zhi Cheng ^(note 2)	Interest of controlled corporation	640,000,000	—	15.01%
Smart Lane Global Limited ^(note 3)	Beneficial owner	448,000,000	—	10.51%
Uprise Global Investments Limited ^(note 4)	Beneficial owner	448,000,000	—	10.51%

Notes:

1. Depot Up Limited, a company incorporated in the Republic of Seychelles on 23 February 2015 with limited liability is an investment holding company where the entire issued share capital of which is held by Mr. Song Zhi Cheng.
2. Mr. Song Zhi Cheng is deemed to be interested in 640,000,000 shares through his interest in Depot Up Limited.
3. Smart Lane Global Limited, a company incorporated in Samoa on 19 February 2014 with limited liability and is an investment holding company where the entire issued share capital of which is held by Mr. Hu, an executive Director and chairman of the Board.
4. Uprise Global Investments Limited, a company incorporated in the British Virgin Islands on 19 December 2013 with limited liability is an investment holding company where the entire issued share capital of which is held by Ms. Lin, an executive Director.
5. The percentage has been compiled based on the total number of the Shares in issue (i.e. 4,263,624,000) as at 30 September 2025.

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

Save as disclosed above, as at 30 September 2025, the Directors are not aware of any other person other than the Directors and the chief executives of the Company who had, or was deemed to have interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or options in respect of such share capital.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed under the sections “Share Option Scheme” and “Directors’ and chief executives’ interests and short positions in shares, underlying shares and debentures of the Company” above, at no time during the Current Period was the Company, or any of its subsidiaries, or associated corporations, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any of its body corporate.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

COMMUNICATION WITH SHAREHOLDERS

The annual general meetings and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with Directors and senior management. In compliance with the requirements of the GEM Listing Rules, the Company issued regular reports, announcements, circulars, notice of general meetings. Shareholders can get the latest information of the Company through these publications of the Company. Always update with latest information, the corporate website of the Company (<http://www.8246hk.com>) has provided an effective communication platform to the public and the shareholders.

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

The Company has adopted its code of conduct regarding the securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also has made specific enquiries of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding the securities transactions by Directors for the six months ended 30 September 2025.

CORPORATE GOVERNANCE

The Company has applied the principles and complied with all the code provisions under the Corporate Governance Code as set out in Part 2 of Appendix C1 of the GEM Listing Rules (the “Corporate Governance Code”) throughout the Current Period. The Board will continue to review regularly and take appropriate actions to comply with the Corporate Governance Code.

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

NO CHANGE IN DIRECTOR'S INFORMATION

Since the publication of the Company's annual report for the fifteen months ended 31 March 2025, there have been no changes in Directors' information required to be disclosed according to Rule 17.50A(1) of the GEM Listing Rules.

REVIEWED BY AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") pursuant to a resolution of the Directors passed on 12 December 2011 with written terms of reference in compliance with Rule 5.28 and Rule 5.29 of the GEM Listing Rules. The written terms of reference of the audit committee was adopted in compliance with paragraph D.3.3 of the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules. The primary duties of the audit committee, among other things, are to make recommendations to the Board on the appointment, re-appointment and removal of external auditor; review the Company's financial information and significant financial reporting judgments; oversee internal audit functions, internal control procedures and risk management systems of the Company.

As at 30 September 2025, the Audit Committee has three members comprising all the independent non-executive Directors, namely, Ms. Ma Lee (chairlady), Mr. Lau Kwok Kee and Mr. Wang Weijie. The Audit Committee had reviewed the results announcement and interim report for the six months ended 30 September 2025 and is of the opinion that the preparation of such statements complied with the applicable accounting standards and that adequate disclosures have been made. The Audit Committee also monitored the Company's progress in implementing the code provisions of Corporate Governance Code as required under the GEM Listing Rules.

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

Hong Kong, 28 November 2025

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

This report will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the day of its posting and on the website of the Company at <http://www.8246hk.com>.