



CHINESE PEOPLE HOLDINGS COMPANY LIMITED 中民控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限責任公司)
(Stock Code 股份代號：681)

2023

ANNUAL REPORT

年度報告



於中國業務分布圖 Distribution of business in China

(截至2023年12月31日 At 31 December 2023)



- 本集團業務所在省市
The provinces/cities in which the Group operates
- 管道燃氣輸配項目
Piped gas transmission and distribution projects
- 罐裝燃氣供應項目
Cylinder gas supply projects
- 燃氣分銷項目
Gas distribution project
- 食材供應和賣場項目
Food ingredients supply and FMCG project

Chongqing City
重慶市

- 3 ● in Chongqing.
- 3 ● 位於重慶市。
- 5 ● in Chongqing.
- 5 ● 位於重慶市。

Fujian Province
福建省

- 38 ● which covers 8 regions (total 9 regions) in Fujian Province including Zhangzhou, Longyan; Sanming; Nanping; Ningde and Fuzhou etc.
- 38 ● 已覆蓋福建省內9個地區的8個，包括漳州、龍岩、三明、南平、宁德及福州等。

Guangxi Zhuang Autonomous Region
廣西壯族自治區

- 1 ● in Baise.
- 1 ● 位於百色市。

Guizhou Province
貴州省

- 14 ● in Guiyang and Zunyi, etc.
- 14 ● 貴陽及遵義等地。
- 1 ● in Qianxinan Prefecture.
- 1 ● 位於黔西南州。

Hebei Province
河北省

- 1 ● in Cangzhou.
- 1 ● 位於滄州市。

Henan Province
河南省

- 1 ● in Zhengzhou.
- 1 ● 位於鄭州市。

Hubei Province
湖北省

- 1 ● in Jingzhou.
- 1 ● 位於荊州市。

Hunan Province
湖南省

- 8 ● in Huaihua and Changde, etc.
- 8 ● 位於懷化及常德等地。

Jilin Province
吉林省

- 1 ● in Yanbian.
- 1 ● 位於延邊。

Shanxi Province
陝西省

- 3 ● in Xi'an and Weinan.
- 3 ● 位於西安及渭南等地。
- 1 ● in Xi'an.
- 1 ● 位於西安市。
- 1 ● in Xi'an.
- 1 ● 位於西安市。

Sichuan Province
四川省

- 5 ● in Deyang and Mianyang, etc.
- 5 ● 位於德陽及綿陽等地。

Shandong Province
山東省

- 1 ● Heze City.
- 1 ● 荷澤市。

Tianjin City
天津市

- 4 ● in Tianjin.
- 4 ● 位於天津市。

Yunnan Province
雲南省

- 17 ● in Kunming, Dali, Honghe, Yuxi and Baoshan, etc.
- 17 ● 位於昆明、大理、紅河、玉溪及保山等地。

Guangdong Province
廣東省

- 1 ● in Dongguan.
- 1 ● 位於東莞市。

Contents

目錄

2	Chairman’s Statement 主席報告
7	Management Discussion and Analysis 管理層討論及分析
18	Biography of Directors 董事之履歷
23	Corporate Governance Report 企業管治報告
56	Report of the Directors 董事會報告
	Financials 財務
73	Independent Auditor’s Report 獨立核數師報告
80	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益報表
82	Consolidated Statement of Financial Position 綜合財務狀況報表
84	Consolidated Statement of Changes in Equity 綜合權益變動表
86	Consolidated Statement of Cash Flows 綜合現金流量表
88	Notes to the Consolidated Financial Statements 綜合財務報表附註
	Others 其他
232	Corporate Information 公司資料
234	Five-Year Financial Summary 五年財務概要



Chairman's Statement 主席報告

On behalf of the board of directors (the “**Board**”) of Chinese People Holdings Company Limited (the “**Company**”) and all of its subsidiaries (collectively the “**Group**” or “**we**”), I present the Group’s annual report for the year ended 31 December 2023 to the shareholders of the Company (the “**Shareholder(s)**”).

ECONOMIC CONDITIONS AND ANNUAL RESULTS

In 2023, domestic GDP reached 126.06 trillion, representing an increase of 5.2%. The domestic economy has maintained the momentum of recovery, which has been faster than that of most major economies. In 2021 and 2022, after a series of breakthroughs of 110 trillion and 120 trillion, China’s economic growth has leapt to a new level.

According to public data released by the National Development and Reform Commission of the People’s Republic of China (“**NDRC**”), National Bureau of Statistics of China, etc., the output of natural gas in 2023 was approximately 232.43 billion m³, increased by 5.6% as compared to that of last year; the import of natural gas was 120 million tons, increased by 9.9% year-on-year, and the apparent consumption of natural gas was 394.53 billion m³, increased by 9.5% year-on-year. In 2023, China’s Liquefied Petroleum Gas (“**LPG**”) production was 48.67 million tons, representing a year-on-year increase of 2.1%; the total retail sales of social consumer goods were approximately RMB47.15 trillion, representing a year-on-year increase of 7.2%.

With the joint efforts of the management and all employees, the Group recorded the piped gas sales of 418.35 million m³ for the Year, representing an increase of 8.95% as compared to last year; the cylinder gas sales of 96,332 tons for the Year, representing a decrease of 3.39% as compared to the corresponding period last year.

本人謹代表中民控股有限公司（「我們／本公司」）董事會（「董事會」）及全體附屬公司（「本集團」或「我們」），向本公司股東（「股東」）提呈本集團截至2023年12月31日止年度（「本年度」）之年度報告。

經濟環境及全年業績

2023年，國內生產總值達到126.06萬億元，增長5.2%，我國經濟運行持續穩定恢復，經濟增長快於多數主要經濟體，繼2021年、2022年連續突破110萬億元、120萬億元之後，又躍上新的臺階。

根據中國發展和改革委員會（簡稱「發改委」）、統計局等公開數據顯示：2023年，天然氣產量約為2,324.3億立方米，比上年增長5.6%；天然氣進口1.2億噸，同比增長9.9%；天然氣表觀消費量為3,945.3億立方米，同比增長9.5%。2023年中國液化石油氣（「LPG」）產量為4,867萬噸，同比上升2.1%；社會消費品零售總額約為人民幣47.15萬億元，比上年增長7.2%。

本集團在管理層及全體員工共同努力下，本年度，管道燃氣銷量為41,835萬立方米，同比上年增加8.95%；本年度罐裝燃氣的銷售量為96,332噸，較上年同期減少3.39%。

ECONOMIC CONDITIONS AND ANNUAL RESULTS (Continued)

The revenue was reduced for the year ended 31 December 2023, the revenue of the Group was approximately RMB2,514 million (2022: RMB2,868 million) and the loss for the Year was approximately RMB227 million (2022: profit RMB62 million (Restated)) mainly due to share of loss of joint ventures of approximately RMB243 million for the year ended 31 December 2023. For the year ended 31 December 2023, our joint ventures had made a significant net loss in its book due to the substantial impairment loss was recognized in respect of its property, plant and equipment, right-of-use assets and intangible assets (the "Impairment"). Basic loss per share was RMB2.59 cents (2022: Earnings per share RMB0.40 cents (Restated)). The overall gross profit margin of the Group for the Year was 12.44% (2022: 10.11%), representing an increase of 2.33 percentage points as compared to that of 2022. During the Year, the overall gross profit margin increased as a result of the increase in piped gas price and the decrease in the price of cylinder gas and other goods.

Last but not least, assuming if there was no such Impairment, our joint ventures would turn around from net loss to net profit for the year ended 31 December 2023. In other words, the business of the Group is stable for the year ended 31 December 2023 and the Group's net loss would be turned to net profit for the year ended 31 December 2023 if no such Impairment.

FINANCIAL POSITION

By ensuring the stability of the financial position, the Group carefully utilises fund for reasonable investment and seizes the opportunity of business development. As at 31 December 2023, the debt-to-capitalisation ratio of the Group, representing the ratio of total borrowings to total borrowings and equity attributable to owners of the Company, was 3.17% (2022: 3.02% (Restated)).

經濟環境及全年業績 (續)

截至2023年12月31日止年度的總收入有所減少，本集團收入約為人民幣25.14億元（2022年：人民幣28.68億元），本年度期間虧損約人民幣2.27億元（2022：溢利人民幣0.62億元（經重列）），乃主要由於截至2023年12月31日止年度應佔合資企業虧損約人民幣2.43億元所致。於截至2023年12月31日止年度，因就物業、廠房及設備、使用權資產及無形資產確認重大減值虧損（「減值」），我們的合資企業於其賬面錄得大幅虧損淨額。每股基本虧損為人民幣2.59分（2022年：每股盈利人民幣0.40分（經重列））。於本年度本集團的整體毛利率為12.44%（2022年：10.11%），較2022年增加2.33個百分點。本年度，管道燃氣價格上升及罐裝燃氣和其他貨品價格下降，致整體毛利率增加。

最後但同樣重要的，假設並無有關減值，我們的合資企業將於截至2023年12月31日止年度扭虧為盈。換言之，本集團截至2023年12月31日止年度的業務穩定，且截至2023年12月31日止年度本集團的淨虧損將會轉虧為盈（如沒有該減值）。

財務狀況

本集團在保證財務狀況穩定的基礎上，謹慎使用資金進行合理投資，把握機遇，開拓業務。於2023年12月31日，本集團負債與資本比率（即借貸總額與借貸總額和本公司擁有人權益比率）為3.17%（2022年：3.02%（經重列））。



Chairman's Statement 主席報告

REVIEW AND PROSPECT OF THE INDUSTRY

Piped Gas Transmission and Distribution Business

To achieve green, low-carbon, energy saving and low emission development strategy is still the important goal of the PRC government's work. The establishment and implementation of a dual control system of total energy consumption and intensity will effectively promote China's energy utilization efficiency and reduction of CO₂ emission intensity. During the period, the Group forged ahead with high quality development in the natural gas industry, so as to safeguard the safety, efficiency and continuity of gas users. As supported by multiple dividend policies, such as energy reform and development planning under the "dual carbon" target in the future, the Group's strategic development goal in the natural gas industry will be continuously strengthened in the future. The Group will also continue to expand its market share in the natural gas industry, fully integrate its development strategies and objectives such as low carbonisation and clean energy to develop the piped gas industry in a healthier and safer manner.

Cylinder Gas Supply Business

Since 2023, the policy system related to "dual-carbon" has been improved, and the basic capacity of "dual-carbon" work has been significantly enhanced. Accelerating the energy transition to green and low-carbon is the crux of achieving carbon peaking and carbon neutrality, as well as an important measure to build the new energy system.

Driven by the favorable policy, the Group's canned gas business combines its nature of convenience and flexibility to complement the Group's pipeline gas market niche. We will also proactively help expanding the market coverage of canned gas business in the future, seize the Dual Carbon target and the market opportunity of energy clean-up reform, expand the market scale, optimize the business model of canned gas business, provide convenient and efficient services to customers and enhance market competitiveness.

行業回顧及展望

管道燃氣輸配業務

實現綠色低碳和節能減排仍是政府工作的重要目標，建立並實施能源消耗總量和強度雙控制度，有力促進我國能源利用效率大幅提升和二氧化碳排放強度持續下降。期間本集團在天然氣行業的高質量發展中砥礪前行，保障客戶用氣的安全性、高效性、持續性，未來「雙碳」目標下能源改革發展規劃等多重紅利政策的支撐，將持續鞏固本集團未來對天然氣行業的戰略發展目標。本集團也將持續擴大天然氣行業的市場佔有率，充分結合低碳化、能源清潔等發展策略及目標，更健康、更安全的穩步發展管道燃氣行業。

罐裝燃氣供應業務

2023年以來，與「雙碳」相關的政策制度體系陸續完善，「雙碳」工作基礎能力顯著增強。加快能源綠色低碳轉型，是實現碳達峰碳中和的關鍵，也是建設新型能源體系的重要舉措。

本集團罐裝燃氣業務在紅利政策的驅動下結合自身便捷、靈活的特點，輔助著本集團管道燃氣市場的空白區域，未來我們也將積極拓展罐裝燃氣業務的市場覆蓋率，抓住「雙碳」目標和能源清潔化改革的市場機遇，擴展市場規模，優化罐裝燃氣業務的業務模式，為客戶提供便捷高效的服務，增強市場競爭力。

REVIEW AND PROSPECT OF THE INDUSTRY (Continued)

Gas Distribution Business

In 2023, the import of natural gas has increased sharply, and the quantity of which has reached a record high. With the acceleration of the energy transition to green and low-carbon, the proportion of non-fossil energy in the total energy consumption has been steadily increased, which increased by 0.2 percentage point as compared with the last year, of which the proportion of natural gas increased by 0.1 percentage point. The Group has laid solid foundation for natural gas trading, expanded into new markets for gas distribution, diversified gas distribution business to strengthen its development base and ensure steady growth in sales volume.

The FMCG Supply Business

With the effective implementation of various policies and measures for expanding domestic demand and promoting consumption, residents' consumption confidence has been gradually recovered, thus accelerating the release of consumption demand, as well as giving rise of new changes and bright spots among the consumer market. The Group was actively engaged in collaborating online retail business and offline physical stores business, optimizing industry service and expanding into market gaps, so as to broaden the consumer base. In the future, we will continue to optimise our product range of FMCG supply business to provide quality products and diversified services to community residents and mobile consumers, so that our FMCG supply business can become more professional and branded. We will continue to focus on the consumer and use big data to understand consumer needs, thereby optimising our own products and providing a more personalised, convenient and high-quality consumer experience. In the future, we will also actively make innovation in our businesses, so as to build a more influential and competitive brand.

行業回顧及展望 (續)

燃氣分銷業務

2023年，天然氣的進口大幅增長，數量創歷史新高。隨著能源消費綠色低碳轉型進程的加快，非化石能源占能源消費總量的比重穩步提升，比上年提高0.2個百分點，其中天然氣上升了0.1個百分點。本集團穩紮穩打天然氣行業供需貿易的重要環節，不斷擴展燃氣分銷新市場，多元化發展燃氣分銷業務，鞏固自身發展基調，有力保障銷量的穩步增長。

賣場業務

隨著擴內需、促消費各項政策措施落地顯效，居民消費信心逐步恢復，消費需求加快釋放，消費市場呈現出不少新變化、新亮點。本集團積極開展線上零售業務及線下實體店業務結合，深度優化行業服務，拓展空白市場區域，擴大消費人群受眾面。未來賣場業務要持續優化產品種類，為社區居民和流動消費人群提供優質的貨品和多元化的服務，讓賣場業務更專業化、品牌化。我們仍將以消費者為核心，利用大數據瞭解消費者需求，從而優化自身產品，提供更個性、更便捷、更優質的消費體驗。未來也將積極創新，建設更具影響力和競爭力的品牌。



Chairman's Statement 主席報告

REVIEW AND PROSPECT OF THE INDUSTRY (Continued)

The Food Ingredients Supply Business

With the continuous strengthening of food safety supervision by the government, innovation is one of the most favorable weapons to win the market when facing the increasingly competitive market environment. In recent years, with the continuous improvement of people's living standards and the diversification of food consumption structure, the Group actively responded to the market by integrating the innovation of Internet technology with the information of consumer market to carry out unified information management of the procurement, storage, transportation, sorting, and delivery activities involved in the industry chain, continuously upgrade and improve every step of the food ingredients supply chain based on the market demands, strengthen quality awareness and increase consumers trust.

Looking forward, the Group will maintain its focus on the development in the field of retail terminal, fully respond to national policies, seize market opportunities, and tap the potential of various customers' needs while strengthening the development of natural gas customer connection. The Group will fully leverage the Internet technology to optimize piped gas transmission and distribution business and cylinder gas supply business model, providing customers with convenient and efficient services and enhancing market competitiveness. The Group will gradually boost the FMCG and food ingredients supply business through the collaborating of online and offline operations, utilise Internet technology to expand the scope and increase the income of the FMCG and food ingredients supply business, achieving diversification in the Group's income and creating higher benefits for Shareholders.

APPRECIATION

On behalf of the Board, I hereby gratefully acknowledge the staunch support of all Shareholders and the community over the Year.

Dr. Mo Shikang

Chairman

Beijing, 28 March 2024

行業回顧及展望 (續)

食材供應業務

隨著政府對食品安全監管力度的不斷增強，在競爭日趨激烈的市場環境中，創新是贏得市場最有利的武器之一。近年來，我國人民生活水準的不斷提高和食品消費結構的多元化發展，本集團積極快速的做出市場應對反應，以互聯網科技技術創新與消費市場數據的結合，對產業鏈所涉及的採購、儲存、運輸、分揀、配送等活動進行統一的資訊化管理，嚴格針對市場需求持續升級改善優化食材供應的每一個環節，加強品質意識，增加消費者信任感。

展望未來，本集團將保持在終端零售領域發展的基調不變，充分根據國家政策，緊抓市場機遇，在加強燃氣用戶接駁開發的同時深挖各類用戶的需求，充分利用互聯網技術優化管道燃氣輸配業務和罐裝燃氣供應業務的業務模式，為客戶提供便捷高效的服務，增強市場競爭力。通過線上線下結合的方式逐步推進賣場業務和食材供應業務，利用互聯網技術擴大賣場業務和食材供應業務的範圍，增加賣場業務和食材供應業務的收入，使得集團收入多樣化，為股東創造更高的效益。

致謝

本人謹代表本公司董事會對全體股東及社會各界於本年度內對我們的支持致以衷心感謝。

莫世康博士

主席

北京，2024年3月28日

Management Discussion and Analysis

管理層討論與分析

For the year ended 31 December 2023 (the “Year”), under the leadership of the directors and management of the Company, all of our staff executed the development strategies of the Group seriously, thus successfully achieving the business goals for the year.

BUSINESS REVIEW

The revenue was reduced for the year ended 31 December 2023, the revenue of the Group was approximately RMB2,514 million (2022: RMB2,868 million) and the loss for the Year was approximately RMB227 million (2022: profit RMB62 million (Restated)) mainly due to share of loss of joint ventures of approximately RMB243 million for the year ended 31 December 2023. For the year ended 31 December 2023, our joint ventures had made a significant net loss in its book due to the substantial impairment loss was recognized in respect of its property, plant and equipment, right-of-use assets and intangible assets (the “**Impairment**”). Basic loss per share was RMB2.59 cents (2022: Earnings per share RMB0.40 cents (Restated)). The overall gross profit margin of the Group for the Year was 12.44% (2022: 10.11%), representing an increase of 2.33 percentage points as compared to that of 2022. During the Year, the overall gross profit margin increased as a result of the increase in piped gas price and the decrease in the price of cylinder gas and other goods.

Last but not least, assuming if there was no such Impairment, our joint ventures would turn around from net loss to net profit for the year ended 31 December 2023. In other words, the business of the Group is stable for the year ended 31 December 2023 and the Group’s net loss would be turned to net profit for the year ended 31 December 2023 if no such Impairment.

Piped Gas Transmission and Distribution Business

The piped gas transmission and distribution business mainly relies on the gas pipeline which were built by the Group to transport flammable gas fuels to end-users. The Group’s piped gas transmission and distribution business is categorised into piped gas connection and piped gas sales. Natural gas is the main gas supply of the Group’s piped gas transmission and distribution business. As a clean energy, natural gas can help to improve the environmental pollution problem and simultaneously it has the advantages of safety, high unit heat value and low price. It has become an important development direction of international clean energy.

截至2023年12月31日止年度（「本年度」），本集團全體員工在本公司董事及管理層的領導下，認真貫徹執行本集團的發展戰略，圓滿完成了全年之工作目標。

業務回顧

截至2023年12月31日止年度的總收入有所減少，本集團收入約為人民幣25.14億元（2022年：人民幣28.68億元），本年度期間虧損約人民幣2.27億元（2022：溢利人民幣0.62億元（經重列）），乃主要由於截至2023年12月31日止年度應佔合資企業虧損約人民幣2.43億元所致。於截至2023年12月31日止年度，因就物業、廠房及設備、使用權資產及無形資產確認重大減值虧損（「**減值**」），我們的合資企業於其賬面錄得大幅虧損淨額。每股基本虧損為人民幣2.59分（2022年：每股盈利人民幣0.40分（經重列））。於本年度本集團的整體毛利率為12.44%（2022年：10.11%），較2022年增加2.33個百分點。本年度，管道燃氣價格上升及罐裝燃氣和其他貨品價格下降，致整體毛利率增加。

最後但同樣重要的，假設並無有關減值，我們的合資企業將於截至2023年12月31日止年度扭虧為盈。換言之，本集團截至2023年12月31日止年度的業務穩定，且截至2023年12月31日止年度本集團的淨虧損將會轉虧為盈（如沒有該減值）。

管道燃氣輸配業務

管道燃氣輸配業務主要是本集團通過建設的燃氣管道來實現燃氣的輸送。本集團的管道燃氣輸配業務分為管道燃氣接駁和管道燃氣銷售，天然氣是本集團管道燃氣輸配業務供應的主要氣體。天然氣作為一種清潔能源，可以改善環境污染問題，同時具備安全、單位熱值高、價格低等優點，已成為國際清潔能源的重要發展方向。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Continued)

Piped Gas Transmission and Distribution Business (Continued)

Piped gas transmission and distribution business is one of the Group's main businesses and main source of income. During the Year, revenue of approximately RMB1,169 million (2022: RMB954 million) was recorded from the Group's provision of piped gas transmission and distribution business, which accounted for approximately 46.53% (2022: 33.28%) of the Group's total revenue. The overall gross profit margin of piped gas transmission and distribution business for the Year was approximately 11.67% (2022: 12.82%). During the Year, the gross profit margin slightly decreased due to the increase in gas purchase and selling prices of gases.

Piped Gas Connection

During the Year, revenue from piped gas connection was approximately RMB124 million (2022: RMB120 million). Revenue from piped gas connection represented approximately 10.60% (2022: 12.61%) of the total revenue of the piped gas transmission and distribution business. The gross profit margin of piped gas connection fee for the Year was approximately 50.85% (2022: 50.53%). During the Year, the Group had an addition of 28,549 units of residential household customers and 781 units of commercial and industrial customers, respectively. At the end of the Year, the Group had an accumulated number of connected residential household customers and commercial and industrial customers of 566,904 units and 12,310 units respectively, representing a growth of approximately 5.30% and 6.77% over that of 2022, respectively. During the Year, the gross profit margin of the gas connection business was unchanged from that of the previous year.

Sales of piped gas

During the Year, revenue from piped gas sales was approximately RMB1,045 million (2022: RMB834 million). Revenue from piped gas sales accounted for approximately 89.40% (2022: 87.39%) of the total revenue from the piped gas business. The gross profit margin of piped gas sales was 7.02% (2022: 7.38%). During the Year, the Group's sales volume of piped gas was 418.35 million m³, among the total sales, 128.28 million m³ (2022: 117.64 million m³) were sold to residential household customers; 290.07 million m³ (2022: 266.35 million m³) were sold to commercial and industrial customers. During the Year, piped gas sales volume maintained steady growth, and gross profit margin slightly decreased due to higher purchase and sales prices.

業務回顧 (續)

管道燃氣輸配業務 (續)

管道燃氣輸配業務作為本集團的主要業務，為本集團的主要收入來源。於本年度，本集團的管道燃氣輸配業務實現收入約人民幣11.69億元（2022年：人民幣9.54億元），管道燃氣輸配業務收入佔本集團總收入約46.53%（2022年：33.28%）。本年度管道燃氣輸配業務的整體毛利率約11.67%（2022年：12.82%）。本年度毛利率受燃氣採購和銷售價格上升影響稍為下調。

管道燃氣接駁

於本年度，管道燃氣接駁費收入約人民幣1.24億元（2022年：人民幣1.20億元），管道燃氣接駁費收入佔管道燃氣輸配業務總收入約10.60%（2022年：12.61%）。於本年度，燃氣接駁費的毛利率約50.85%（2022年：50.53%）。於本年度，本集團附屬公司分別新增接駁居民用戶28,549戶，新增接駁工商業用戶781戶。於本年度末，本集團分別累計已接駁居民用戶566,904戶，累計已接駁工商業用戶12,310戶，較2022年分別增加約5.30%及6.77%。本年度，燃氣接駁業務毛利率與上年持平。

管道燃氣銷售

於本年度，管道燃氣銷售收入約人民幣10.45億元（2022年：人民幣8.34億元），管道燃氣銷售收入佔管道燃氣業務總收入89.40%（2022年：87.39%）。管道燃氣銷售毛利率約7.02%（2022年：7.38%）。於本年度，本集團共實現管道燃氣銷售量41,835萬立方米，其中，向居民用戶銷售管道燃氣12,828萬立方米（2022年：11,764萬立方米），向工商業用戶銷售管道燃氣29,007萬立方米（2022年：26,635萬立方米）。本年度，管道燃氣銷售業務量保持平穩增長，毛利率由於採購和銷售價格上漲略微有所降低。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Continued)

Cylinder Gas Supply Business

Cylinder gas supply business is another major business of the Group. Currently, the Group's cylinder gas supply business is mainly the sales of liquefied natural gas (LNG), liquefied petroleum gas (LPG), and liquefied dimethyl ether (DME). During the Year, while maintaining established customers, we actively developed new users and expanded the sales market.

During the Year, the Group sold a total of 96,332 tons of cylinder gas (2022: 99,717 tons), which contributed a total sales revenue of approximately RMB656 million (2022: RMB744 million). During the Year, revenue from cylinder gas supply business accounted for approximately 26.09% (2022: 25.93%) of our total revenue. The gross profit margin of cylinder gas supply business was approximately 23.52% (2022: 19.76%). During the Year, affected by the market, the sales volume and revenue attributable to the customers decreased as a result of the decrease in customer demand, while the gross profit margin increased as a result of the decrease in gas purchase and selling price.

Gas Distribution Business

During the Year, the Group's gas distribution business sold a total of 135,994 tons of gas (2022: 182,939 tons), which contributed a total sales revenue of approximately RMB586 million (2022: RMB1,051 million). During the Year, gas sales volume decreased substantially by approximately 25.66% and revenue decreased by approximately 44.24% as compared with 2022. During the Year, the gas distribution business accounted for approximately 23.31% (2022: 36.66%) of our total revenue. The gross profit margin of gas distribution was approximately 1.09% (2022: 0.70%). During the Year, the Group continued to develop and serve customers. However, due to the influence of the market and drop in sales volumes, both purchase and sales prices decrease, resulting in an increase of the gross profit margin.

業務回顧 (續)

罐裝燃氣供應業務

罐裝燃氣供應業務為本集團的另一項主要業務，目前本集團的罐裝燃氣業務主要為液化天然氣、液化石油氣和二甲醚的罐裝銷售。於本年度，我們在維護固有客戶的同時，積極開發新用戶，擴大銷售市場。

於本年度，本集團共銷售罐裝燃氣96,332噸（2022年：99,717噸），共實現銷售收入約人民幣6.56億元（2022年：人民幣7.44億元）。於本年度，罐裝燃氣供應業務收入佔總收入約26.09%（2022年：25.93%）。罐裝燃氣供應業務的毛利率約23.52%（2022年：19.76%）。本年度內，受市場影響，用戶的需求減少，使銷售量及佔收入下降，毛利率因燃氣採購及銷售價格降低而有所增加。

燃氣分銷業務

於本年度，本集團燃氣分銷業務共銷售燃氣135,994噸（2022年：182,939噸），共實現銷售收入約人民幣5.86億元（2022年：人民幣10.51億元）。於本年度，燃氣銷售量較2022年大幅下降約25.66%及收入下降約44.24%。於本年度，燃氣分銷業務佔總收入約23.31%（2022年：36.66%）。燃氣分銷的毛利率約1.09%（2022年：0.70%）。本年度，本集團持續開發及服務客戶，但受市場的影響銷量下降，採購和銷售的價格下降，毛利率有所上漲。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Continued)

Food Ingredients Supply and Fast-moving Consumer Good (“FMCG”) Business

Food ingredients supply and the FMCG business is the new business vigorously developed by the Group in recent years. The food ingredients supply business is mainly a service providing to commercial consumers through the combination of online and offline operations, supplying fruits and vegetables, fresh produce, seasoning, dry foods and oil and other ingredients. The FMCG business is mainly comprised of the community supermarket and convenience stores. The consumer group targeted by the community supermarket is mainly the residents community population. The community supermarket provides convenient goods and services for the fixed community residents through the combination of online and offline operations; while the target customers of the convenience stores is the community residents with temporary sales needs, which is being satisfied by provision of convenient goods and services to community residents with immediate need by selling FMCG.

During the Year, the food ingredients supply and FMCG business realised revenue of approximately RMB103 million (2022: RMB119 million), accounting for approximately 4.07% (2022: 4.13%) of the Group’s total revenue. The Group has been optimising various sections under food ingredients supply and FMCG business including cost controlling and improving gross profit. As a result, the segment loss decreased compared with that of 2022.

Impairment Losses under the ECL Model, Net of Reversal

Impairment loss under the ECL model, net of reversal, amounted to loss approximately RMB8,291,000 (2022: loss RMB1,401,000), representing an increase approximately RMB6,890,000 as compared with the corresponding period of last year. The reason was mainly attributable to increase in expected credit loss in other receivables.

Other Gains and Losses, Net

Other gains and losses for the Year amounted to loss approximately RMB66,632,000 (2022: RMB21,697,000), representing an increase of approximately RMB44,935,000 as compared with the corresponding period of last year. It was mainly attributable to increase in impairment loss recognised in respect of property, plant and equipment.

業務回顧 (續)

食材供應和賣場

食材供應和賣場業務為本集團近年來大力開拓的新業務。食材供應業務主要通過線上、線下相結合的方式向商業消費者提供果蔬、生鮮、調味品、糧油等食材的服務，而賣場業務則主要包含社區超市和便利店經營。社區超市所面向的消費群體主要為居民社區人口，通過線上線下相結合的方式，為固定的社區居民生活提供便捷商品和服務；便利店所面向的消費需求類型為社區居民的臨時銷售需求，通過銷售快消品為社區居民的即時消費提供便利性的商品和服務。

於本年度，本集團的食材供應和賣場業務實現收入約人民幣1.03億元（2022年：人民幣1.19億元），佔本集團總收入約4.07%（2022年：4.13%）。本集團一直優化食材供應及賣場業務，控制成本及改善毛利。因此，分部虧損較2022年有所減少。

預期信貸虧損模式下之減值虧損，扣除撥回

預期信貸虧損模式下之減值虧損，扣除撥回約虧損人民幣8,291,000元（2022年：虧損人民幣1,401,000元），同比增加約人民幣6,890,000元，主要由於其他應收款項的預期信貸虧損增加所致。

其他收益及虧損淨額

本年度的其他收益及虧損約虧損人民幣66,632,000元（2022年：人民幣21,697,000元），同比增加約人民幣44,935,000元。同比增加主要由於就物業、廠房及設備確認的減值損失增加所致。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Continued)

Other Income

Other income for the Year amounted to approximately RMB42,620,000 (2022: RMB47,502,000), represented a decrease of approximately RMB4,882,000 as compared with the corresponding period of last year. The decrease was mainly due to decrease in rental income.

Finance Costs

Finance costs for the Year amounted to approximately RMB4,494,000 (2022: RMB3,518,000), represented an increase of approximately RMB976,000 as compared with the corresponding period of last year. The increase was mainly due to increase in interest on bank borrowings.

Selling and Distribution Expenses

Selling and distribution expenses for the Year amounted to approximately RMB141,604,000 (2022: RMB152,814,000), representing a decrease of approximately RMB11,210,000 as compared with the corresponding period of last year, which was mainly attributable to decrease in revenue.

Administrative Expenses

Administrative expenses for the Year amounted to approximately RMB115,198,000 (2022: RMB102,739,000), representing an increase of approximately RMB12,459,000 as compared with the corresponding period of last year, which was mainly attributable to increase in staffs costs.

Share of Results of Associates

Share of profit of associates for the Year was approximately RMB21,349,000 (2022: RMB15,264,000), representing an increase of approximately RMB6,085,000 as compared with the corresponding period of last year, which was mainly attributable to the increase in profits generated from the associates of the Company.

業務回顧 (續)

其他收入

本年度的其他收入約人民幣42,620,000元(2022年:人民幣47,502,000元),同比減少約人民幣4,882,000元。該減少乃主要由於租金收入減少所致。

財務成本

本年度的財務成本約人民幣4,494,000元(2022年:人民幣3,518,000元),同比增加約人民幣976,000元。該增加乃主要由於銀行借貸的利息增加所致。

銷售及分銷開支

本年度的銷售及分銷開支約人民幣141,604,000元(2022年:人民幣152,814,000元),同比減少約人民幣11,210,000元,乃主要由於收入減少所致。

行政開支

本年度的行政開支約人民幣115,198,000元(2022年:人民幣102,739,000元),同比增加約人民幣12,459,000元,乃主要由於員工成本增加所致。

應佔聯營公司業績

本年度的應佔聯營公司溢利約人民幣21,349,000元(2022年:人民幣15,264,000元),同比增加約人民幣6,085,000元,乃主要由於本公司聯營公司產生的溢利增漲所致。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Continued)

Share of Results of Joint Ventures

Share of loss of joint ventures for the Year amounted to approximately RMB242,653,000 (2022: profit RMB4,159,000), represented a significant increase of loss of movement approximately 5,934% as compared with the corresponding period of last year. The significant increase of loss was mainly due to our joint ventures had made a significant net loss in its book for the year ended 31 December 2023 because of a substantial one-off impairment loss was recognised in respect of its property, plant and equipment, right-of-use assets and intangible assets for the year ended 31 December 2023 (the "Impairment"). The impairment was based on the below mentioned cash flow forecast to account for, mentioned previously that if there was no such Impairment, our joint venture would turn around from net loss to net profit for the year ended 31 December 2023.

Cash flow forecasts were prepared to determine the recoverable amounts of the property, plant and equipment, right-of-use assets and intangible assets which are determined based on value in use calculations. It was noticed that the recoverable amount of the property, plant and equipment, right-of-use assets and intangible assets was less than the carrying amount of property, plant and equipment, right-of-use assets and intangible assets as at 31 December 2023 due to mainly decrease in sales of natural gas and gas pipeline construction business of joint ventures in cash flow forecasts preparation. The decrease in sales in cash flow forecast preparation was due to reasons, including but not limited to, the slumping property market and related business sectors in the PRC.

The said property, plant and equipment, right-of-use assets and intangible assets are principally related to the sales of natural gas and gas pipeline construction business.

Income Tax Expense

Income tax expense for the Year amounted to approximately RMB24,947,000 (2022: RMB12,545,000 (Restated)), represented an increase of approximately RMB12,402,000 year-on-year. Such increase was mainly attributable to increase in PRC Enterprise Income Tax in current year.

Material Acquisitions or Disposals

There was no material acquisitions or disposals for the Year.

FINANCIAL REVIEW

Liquidity and Capital Resources

As at 31 December 2023, the consolidated financial position of the Group is as follows:

Currently, the sources of the operating and capital expenditure of the Group are operating cash flow, internal current capital, and bank borrowings. The Group has sufficient funds to meet future capital expenditures and operational needs.

業務回顧 (續)

應佔合資企業業績

本年度的應佔合資企業虧損約人民幣242,653,000元(2022年:盈利人民幣4,159,000元),同比虧損波幅增加約5,934%。該虧損大幅增加乃主要由於我們的合資企業於截至2023年12月31日止年度於其賬面錄得大幅虧損淨額,於截至2023年12月31日止年度就物業、廠房及設備、使用權資產及無形資產確認一次性重大減值虧損(「減值」)。減值是基於下述現金流量預測來計提的,並在前面提到如無有關減值,我們的合資企業將於截至2023年12月31日年度扭虧為盈。

編制現金流量預測以確定物業、廠房及設備、使用權資產和無形資產的可收回金額,該金額是根據使用價值計算確定的。注意到於2023年12月31日,物業、廠房及設備、使用權資產和無形資產的可收回金額低於物業、廠房及設備、使用權資產和無形資產的帳面價值,主要由於現金流量預測編制中合資企業天然氣銷售和天然氣管道建設業務減少所致。現金流量預測編制銷售額減少的原因(其中包括但不限於)中國房產市場及相關業務行業下滑。

上述物業、廠房及設備、使用權資產及無形資產主要與銷售天然氣及燃氣管道建設業務有關。

所得稅開支

本年度的所得稅開支約人民幣24,947,000元(2022年:人民幣12,545,000元(經重列)),同比增加約人民幣12,402,000元。該增加乃主要由於本年度企業所得稅增加所致。

重大收購或出售

於本年度並無重大收購或出售。

財務回顧

流動資金及資本來源

於2023年12月31日,本集團的綜合財務狀況如下:

現時本集團的營運及資本性支出的資金來源為營運現金流,內部流動資金及銀行融資安排。本集團有足夠財務資源以應付未來的資本性支出及營運需求。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Borrowing Structure

As at 31 December 2023, the total borrowings of the Group were approximately RMB81,775,000 (2022: RMB85,520,000), which comprised domestic bank borrowings denominated in RMB of the project companies in China. Bank borrowings (in which interest is calculated by reference to the Loan Prime Rate announced by the People's Bank of China plus certain basis points) are mainly applied to gas pipelines construction, as general working capital and for operating expenses. Apart from the borrowings of approximately RMB62,000,000 (2022: RMB67,000,000) which were secured by certain assets with carrying amount of approximately RMB153,017,000 (2022: RMB67,098,000), others were unsecured. Short-term borrowings amounted to approximately RMB81,600,000 (2022: RMB85,020,000), while others were long-term borrowings due after one year.

Capital Structure

The long-term capital of the Group comprised equity attributable to owners and borrowings, which was confirmed by the sound debt-to-capitalisation ratio.

Foreign Exchange Risk

As all of the Group's operations are in China and substantially all of its revenue and expenses are denominated in RMB, there was no significant foreign exchange risk in its operation. We currently do not have foreign currency hedging policy but monitor the market trends of exchange rates closely, and adopt appropriate measures when necessary.

Contingent Liabilities

Details of contingent liabilities is set out in note 46 of the annual report of the Company for the year ended 31 December 2023.

Employees

For the year ended 31 December 2023, we had approximately 4,900 employees (including subsidiaries, associates and joint ventures), most of them were resided in Mainland China. The employees salaries are determined from time to time with reference to their duties and responsibilities, business performance of the Group and profitability and market conditions. In addition to pension funds, individual employees may be granted discretionary bonus and/or share options as rewards for their performance.

財務回顧 (續)

借貸結構

於2023年12月31日，本集團的借貸總額約人民幣81,775,000元（2022年：人民幣85,520,000元），主要為項目公司在國內當地銀行人民幣貸款。貸款以中國人民銀行公佈的貸款基礎利率加若干基點計算，作為管道燃氣建設、日常流動資金及營運開支。除了約人民幣62,000,000元（2022年：人民幣67,000,000元）的貸款需要用帳面值等於約人民幣153,017,000元（2022年：人民幣67,098,000元）的資產作抵押外，其餘貸款均為無抵押的貸款。短期貸款約人民幣81,600,000元（2022年：人民幣85,020,000元），其餘則為超過一年的長期貸款。

資本結構

本集團長期資本包括擁有人權益和借貸，已通過良好的債務對資本比率獲得確認。

外匯風險

本集團的業務均在中國，絕大部份收入與支出以人民幣為主，所以在營運上並無面對重大外匯波動風險，現時我們並無外幣對沖政策，然而，本集團會對市場的匯率走勢緊密地進行監控，在有需要時做出適當調整。

或然負債

或然負債詳情載於本公司截至2023年12月31日止年度之年報附註46。

僱員

於2023年12月31日止年度，我們共有約4,900名僱員（包括附屬公司，聯營公司及合資企業），其中大部分駐於中國大陸境內。僱員薪酬乃參考彼等於本集團之職責、本集團之業務表現、盈利能力及市場狀況釐定。除退休金外，個別僱員可因工作表現出色而獲派發酌情花紅及／或購股權以作獎勵。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Corporate Environmental and Social Responsibility

We adhere to pursue long-term sustainable development in the communities in which our business and operations located. We understand the importance of the views and interests of its stakeholders (such as shareholders, regulators, employees and the public) when making business decisions. We will continue to advance in corporate governance, energy conservation, remuneration of employees, general social welfare and etc.

Social Environment Protection

As a responsible clean energy business operator, we are committed to the promotion and the use of clean energy in order to minimise the environmental damage caused by energy demand for economic development. Through the construction of urban-gas distribution network, we encourage commercial and industrial customers and residential households to replace high polluting coal and oil with clean energy, and vigorously promote the Coal to Gas project. Coal-fired boilers are replaced by natural gas boilers to reduce pollutant emission.

PROSPECTS AND OUTLOOK

2023 marked the first year of economic recovery and development after the transition period of three years of pandemic prevention and control. The PRC government has put forward a series of new requirements for “promoting green development and promoting harmonious coexistence between human and nature”. For promoting green development, profound changes have taken place in China’s internal and external environment and policy requirements. At the same time, substantial progress has been made in the development of green industries, and new technologies, new business forms and new modes of green and low-carbon have been emerging. As the next step, China will unswervingly implement the major strategic decisions for peak carbon dioxide emissions and carbon neutrality, accelerate the development mode for eco-green transformation, and promote the eco-green and low-carbon transformation of industry.

財務回顧 (續)

企業環境及社會責任

我們堅持追求各項業務及經營所在社區之長期可持續發展。我們亦深明於作出商業決定時，其持份者（如股東、監管人、僱員及公眾）之意見及利益有其重要性。我們會繼續於企業管治、節約能源、僱員薪酬及一般社會福利等方面不斷進步。

保護社會環境

作為一家負責任的清潔能源運營商，我們致力於清潔能源的推廣和使用，減少在經濟發展中能源需求對環境造成的損害。我們通過城市燃氣分銷網絡的建設，以清潔能源替代煤、石油等高污染能源在工商業及居民日常生活中的使用，大力推進「煤改氣」工程，將燃煤鍋爐改為天然氣鍋爐，降低污染物排放。

前景展望

2023年是三年新冠疫情防控轉段後經濟恢復發展的一年。政府對「推動綠色發展，促進人與自然和諧共生」提出一系列新要求。我國推動綠色發展的內外部環境和政策要求發生了深刻變化，同時，綠色產業發展取得長足進展，綠色低碳新技術、新業態、新模式不斷湧現。下一步，中國將始終不渝地貫徹落實好「碳達峰、碳中和」重大戰略決策，加快綠色轉型發展方式，推動產業綠色化、低碳化發展。

Management Discussion and Analysis

管理層討論與分析

PROSPECTS AND OUTLOOK (Continued)

In the future, the Group will remain committed to the concept of high-quality natural gas development and build a comprehensive natural gas security system which is safer, more stable and more efficient. It will put in place the decisions and deployments made by the central government on its environmental policies, by proactive response to favorable policies such as peak carbon dioxide emissions and carbon neutrality. It will make full use of policies and the healthy development environment of the gas industry, to expand its market size and market share, while taking solid steps in developing its own industry. Meanwhile, the Group will formulate corresponding business risk response policies, and while enhancing the operating productivity and cost efficiency, we will also remain cautious in capital investment and maintain effective credit monitoring to minimise the risk of default of customers.

Piped Gas Transmission and Distribution Business

In 2023, non-fossil energy accounted for more than 40% of the total new energy production. Thus, the energy production and supply system accelerated the development of low-carbon. Green and low-carbon technologies will be among the world's leading companies. The energy industry chain has become more green and modernised. At the same time, we should firmly establish the basis for safe carbon reduction, continuously enhance the energy production and supply capacity, improve the independent guarantee level, and provide reliable momentum for promoting Chinese-style modernisation. We shall fully realise the role of fossil energy as a backstop, strengthen clean and efficient utilisation, and enhance the role of supporting and regulating the low-carbon transition of energy.

The Group will take the full advantages of piped gas, so as to maintain existing users, identify new users, actively expand value-added business, and continue to promote the development of piped gas business at a steady pace.

Cylinder Gas Supply Business

With the policies such as peak carbon dioxide emissions and carbon neutrality and air pollution prevention and control, the energy market has entered a critical period of deepening reforms as a whole. As one of the urban gas sources, the cylinder gas is featured by cleanness, efficiency and flexibility and forms a strong complement to the piped gas business of the Group.

前景展望 (續)

未來，本集團持續堅守天然氣高質量發展觀念，構建更安全、更穩定、更高效的天然氣綜合保障體系。落實中央政府對環保政策的各項決策和部署，積極回應「碳达峰、碳中和」等有利政策，充分利用政策優勢及燃氣行業的健康發展環境，穩步自身產業發展的同時不斷擴展本集團市場規模及市場佔有率。同時本集團會制定相應的業務風險應對政策，在提升運營生產力及成本效益的同時，我們在資本投資方面亦會保持謹慎態度，並保持有力的信貸監察，以將客戶違約風險降至最低。

管道燃氣輸配業務

2023年新增能源生產總量中，非化石能源佔比超過40%，能源生產供應體系加速低碳化發展。綠色低碳技術加快跨入世界先進行列。能源產業鏈綠色化、現代化水準不斷提升。同時，築牢安全降碳基礎，持續增強能源生產供應能力，提高自主保障水準，為推進中國式現代化提供可靠動能。發揮好化石能源兜底保障作用，加強清潔高效利用，提高對能源低碳轉型的支撐調節作用。

本集團將充分利用管道燃氣的優勢維護現有用戶，深挖新用戶，同時積極拓展增值業務，持續穩步推動管道燃氣業務的發展。

罐裝燃氣供應業務

伴隨碳中和、碳达峰和大氣污染防治等政策紅利，能源市場全面進入深化改革關鍵期，罐裝燃氣作為城市燃氣氣源之一，清潔、高效、靈活方便的特點與本集團管道燃氣業務形成強有力的互補。

Management Discussion and Analysis

管理層討論與分析

PROSPECTS AND OUTLOOK (Continued)

Cylinder Gas Supply Business (Continued)

In view of the favorable policies for clean energy market in the medium-term future (such as clean energy policies and “coal-to-gas changing” which are pointed out in the “14th Five-Year Plan”), there remains a long way to go for the development of gas industry. The prevailing digital trend in China accelerates the pace of digital transformation. As the development of in-house new strategic options for the enterprises is the trend in the future, enterprise-to-customer Internet technology innovation will also be one of the gas industry’s focus. The Group, in light of the characteristics of the cylinder gas industry and the actual business needs, will continue to develop and improve CVG gas management systems, to realise digital and information management of cylinder gas business, to realise electronic filling, distribution, information technology for reducing the operating costs and improving distribution efficiency, and to improve the safety and security capabilities of the cylinder gas business. Leveraging favorable policies and development environment and prospect, the Group will ensure safe operation and efficient transportation, so as to expand the market share of areas with no established presences, and create better economic performance.

Gas Distribution Business

In 2023, the price of energy shown its change from increasing to decreasing. Affected by the downward trend of international oil prices, the price of energy changed from an increase of 11.2% last year to a decrease of 2.6%. The changes in the international market led to the downward trend of the prices of the relevant industries. Among which, the price of oil and gas exploitation decreased between 8.3% and 10.2% for the whole year. Amid this, building on the established presence of gas distribution business, the Group will seize the development opportunities of the gas industry to further expand such business, with an aim to enhance the sales volume and income from the business again.

The construction of ecological civilisation in China has entered a critical period, in which, carbon reduction is the key strategic direction. The regulation and control of total energy consumption and intensity have been improved, which is more focusing on the dual control system of total carbon emission and intensity. The aim of improving the national oil and gas security capability is to ensure the stable and reliable supply of fuel gas. The Group will strengthen the construction of gas distribution system, enhance the efficiency, as well as strengthen the safety management in gas operation, thus establishing a complete safety management system of safety inspection, supervision, rectification and elimination of hidden perils, so as to ensure the safe operation of the Group.

前景展望 (續)

罐裝燃氣供應業務 (續)

「十四五」規劃中指出的能源清潔化和「煤改氣」等未來中長期對清潔能源市場的可利政策來看，燃氣行業還有很長的路要走。當前中國數位化發展的趨勢企業加快數位化轉型腳步，為自己開發新的戰略選擇是大勢所趨未來在企業與客戶之間建立互聯網科技的創新也將是燃氣行業的重心之一。本集團結合罐裝燃氣行業特點及實際業務需要，將不斷開發和完善CVG燃氣管理系統，實現罐裝燃氣業務的數字化、資訊化管理，實現充裝、配送的電子化、資訊化以降低運行成本提高配送效率，同時提高罐裝燃氣業務的安全保障能力。結合政策紅利及發展環境和前景，未來本集團將保障安全運行、運氣高效，拓展市場空白區域佔有率，創造更優秀的經濟效益。

燃氣分銷業務

2023年，能源價格由漲轉降，受國際油價下行影響，能源價格由上年上漲11.2%轉為下降2.6%，國際市場變化帶動相關行業價格下行，其中石油和天然氣開採業價格全年降幅在8.3%-10.2%之間。本集團在此環境下，在原有燃氣分銷業務基礎上，抓住燃氣行業發展機遇，繼續拓展燃氣分銷業務規模，爭取再次提高燃氣分銷業務銷量及收入。

我國生態文明建設已進入以降碳為重點戰略方向的關鍵時期，完善能源消耗總量和強度調控，逐步轉向碳排放總量和強度雙控制度。圍繞提升國家油氣安全保障能力的目標，確保燃氣的穩定可靠供應。加強燃氣分銷體系建設，提高效率，並強化燃氣經營中的安全管理，建立安全檢查、監督、整改和隱患排除的完整安全管理體系，確保本集團的安全經營。

Management Discussion and Analysis

管理層討論與分析

PROSPECTS AND OUTLOOK (Continued)

The Food Ingredients Supply and FMCG Business

In respect of the supply of food business, based on the Internet, the Internet of things, big data and other high-tech technologies, we have optimised supply chain management – from customers order, goods procurement, sorting, logistics distribution to after-sales service. We have enhanced the efficiency of distribution through our integrated platform management and intelligent management. The Group works to strictly monitor every link of the industry, and analyse customer needs through the full combination of technology and realities. It also endeavours to firmly control the quality of food materials and improve operational efficiency. With a commitment to the business philosophy of the last mile between enterprises and residents, it will mainly rely on the diversified online and offline operation pattern and deliver fresh and high-quality ingredients to customers in a more efficient and more accessible way.

In terms of retail business, as the economy of the society have fully restored to its normal operation, consumption potential unleashed under the release of consumption policies. Thus, the consumption has been recovering quickly. While consumers have gradually focused on spiritual demand and experience, more opportunities and challenges are faced by the retail industry among the PRC's huge consumer market. The Group will further tap into the needs of the residents, enrich its products and enhance its service standard. Leveraging the combination of supermarkets and convenience stores, the Group will make efforts to expand its market network, and integrate consumer groups of the store business, so as to further enhance its own brands. It will also make more key breakthroughs to reduce the impact of the special external environment, and ensure the quality of goods while improving the quality of services. These efforts will enable it to satisfy the shopping needs of new and existing consumers in a maximum way.

Mr. Fan Fangyi
Managing Director and Executive Director

Beijing, 28 March 2024

前景展望 (續)

食材供應和賣場業務

食材供應業務方面，基於互聯網、物聯網、大數據等高科技技術，優化供應鏈管理，從客戶下單、貨物採購、分揀、物流配送到售後服務，全部平臺化管理、智能化管理，大大提升了配送效率。本集團嚴格把關產業的每一個環節，充分結合科技與現實，分析客戶需求、穩抓食材品質、提高運行效率，以互聯網線上線下的多元化運營模式為主要方向，打通企業與用戶最後一公里的業務理念為基本保障，讓新鮮優質的食材更高效、更便捷的送到客戶手中。

賣場業務方面，隨著經濟社會全面恢復常態化運行，促消費政策逐漸發力，消費潛力不斷釋放，服務消費加速復蘇，消費者逐漸注重精神需求和服務體驗，中國消費市場的龐大也給零售行業帶來了更多的機遇和挑戰。本集團將深入挖掘居民需求，豐富自身產品，提高服務水準。以超市與便利店與結合，以點帶面，以面織網的拓展市場，整合賣場業務區域的消費群體，持續加強自主品牌的建設，尋找更多關鍵突破口，降低外界特殊環境的影響，保障貨物品質的同時提升服務品質，更有效的迎合新老消費人群的購物需求。

范方義先生
董事總經理及執行董事

北京，2024年3月28日

Biography of Directors 董事之履歷

EXECUTIVE DIRECTORS

Dr. Mo Shikang (“**Dr. Mo**”), aged 66, is the chairman of the Board and an executive Director, he joined our Company since 30 April 2004. Dr. Mo is currently the chairman of our Nomination Committee and a member of the Remuneration Committee, the chairman of the board of 北京中民燃氣有限公司 Beijing Civigas Co., Ltd.* (“**Beijing Civigas**”), a wholly-owned subsidiary of our Group and acts as director posts in certain principal subsidiaries of our Group. Dr. Mo holds a Bachelor degree in Sciences from Tianjin Normal University, a Master degree in Economics from Tianjin University of Finance and Economics and a PhD degree in Economics from Nankai University in the PRC. Dr. Mo has substantial experiences in the development and management of natural gas projects in the PRC. Dr. Mo currently holds shares of our Company, details of which was disclosed in the Report of the Directors under this annual report. Dr. Mo is the father of Miss Mo Yunbi, an executive Director.

Mr. Zhang Hesheng (“**Mr. Zhang**”), aged 70, is the deputy chairman of the Board and an executive Director since 21 March 2005. Mr. Zhang is currently a member of the Remuneration Committee. Mr. Zhang holds a MBA degree from the La Trobe University in Australia. In late 1980s, Mr. Zhang joined the initial financial securities industry in the PRC, he has been engaged as senior management for provision of services relating to securities and financial investment; securities brokerages; investment banking; financial research and analysis for Wanguo Holdings Limited, Guotai Securities Company Limited and Guotai Junan Securities Company Limited. Mr. Zhang has extensive experiences in financial and capital markets. Mr. Zhang currently holds shares of our Company, details of which was disclosed in the Report of the Directors under this annual report.

執行董事

莫世康博士（「**莫博士**」），現年66歲，為董事會主席兼執行董事。彼於2004年4月30日加盟我們公司。莫博士現亦為提名委員會主席和薪酬委員會成員，我們集團全資附屬公司北京中民燃氣有限公司（「**北京中民燃氣**」）董事長及於我們集團主要附屬公司擔任董事一職。莫博士持有中國天津師範大學頒發之理學學士學位、天津財經大學頒發之經濟學碩士學位及南開大學頒發之經濟學博士學位。莫博士於中國發展及管理天然氣項目方面擁有豐富經驗。莫博士持有我們公司股份，詳情載於本年報之董事會報告內。莫博士為執行董事莫雲碧小姐的父親。

張和生先生（「**張先生**」），現年70歲，自2005年3月21日出任董事會副主席兼執行董事。張先生現亦為薪酬委員會成員。張先生持有澳洲拉籌伯大學頒發之工商管理碩士學位。張先生於80年代後期投身中國初創金融證券業，先後在萬國證券公司、國泰證券有限公司及國泰君安證券有限公司等證券公司擔任高級職務，從事證券金融投資、證券經紀、投資銀行、財務分析及研究等工作。張先生於金融及資本市場擁有豐富經驗。張先生持有我們公司股份，詳情載於本年報之董事會報告內。

* For identification purpose only

EXECUTIVE DIRECTORS (Continued)

Mr. Fan Fangyi (“Mr. Fan”), aged 47, is an executive Director and the managing Director, he joined our Group since December 2003 and then was appointed an executive Director and the managing Director by the Board on 1 September 2015. He is currently a director of Beijing Civigas, a wholly-owned subsidiary of our Company, and also acts as a director in certain principal subsidiaries of our Group. Mr. Fan has over 10 years of experiences in the management of our Group and is familiar with the scope of our Group’s operation in all aspect. Mr. Fan holds a Degree in Economics from the Renmin University of China, 法律職業資格 (Legal Professional Qualification*) from the Ministry Justice of the PRC, and registered as a non-practising member of the Beijing Institute of Certified Public Accountants. Mr. Fan has worked in Grant Thornton (Beijing) Certified Public Accountants and responsible for auditing. Thereafter, he has engaged by 華銀國際 (控股)有限公司 (Wah Ying International (Holdings) Limited*) and was in charge of various investment business projects. Mr. Fan has extensive experiences in investment banking sector, auditing and merger and corporate acquisition.

Miss Mo Yunbi (“Miss Mo”), aged 34, is an executive Director, Miss Mo joined our Company since 13 January 2015. Miss Mo is also a director of certain subsidiaries of our Group and in charge of the development of our Group’s food ingredients supply and fast-moving consumer goods supply business. Miss Mo has been engaged as a food and safety analyst in a private entity in the PRC. Miss Mo graduated in the University of Bedfordshire, the United Kingdom, with a Bachelor degree of Business Administration with First Class Honours. Afterward, she has awarded a Master of Science in Agricultural Economics with Distinction and a PhD degree from the University of Reading, the United Kingdom. Miss Mo holds shares of our Company, details of which was disclosed in the Report of the Directors under this annual report. Miss Mo is the daughter of Dr. Mo, the chairman of the Board, an executive Director and the substantial Shareholder.

* For identification purpose only

執行董事 (續)

范方義先生 (「范先生」)，現年47歲，為執行董事兼董事總經理，彼自2003年12月加入我們集團，並於2015年9月1日獲委任為執行董事兼董事總經理。彼現亦為我們公司全資附屬公司北京中民燃氣董事及於我們集團部分主要附屬公司擔任董事一職。范先生在管理我們集團方面擁有逾10年經驗，並熟悉我們集團營運之各項範疇。范先生持有中國人民大學頒發經濟學學士學位、中國司法部授予之法律職業資格及於北京註冊會計師協會註冊為非執業會員。范先生曾於中京富會計師事務所從事審計工作，及後亦曾受聘於華銀國際 (控股)有限公司負責多項投資業務項目。范先生於投資銀行業務、審計及企業併購方面擁有豐富經驗。

莫雲碧小姐 (「莫小姐」)，現年34歲，為執行董事，莫小姐於2015年1月13日加盟我們公司。莫小姐亦為我們集團部份附屬公司之董事，負責發展我們集團的食材供應及賣場業務。莫小姐曾任中國一間私人企業的食品安全計量分析師。莫小姐以一級榮譽成績取得英國貝德福德大學工商管理學士學位，及後獲英國雷丁大學頒發農業經濟學碩士證書 (優異等級)及博士證書。莫小姐持有我們公司股份，詳情載於本年報之董事會報告內。莫小姐為董事會主席兼執行董事及主要股東莫博士之女兒。

Biography of Directors 董事之履歷

EXECUTIVE DIRECTORS (Continued)

Ms. Li Fun Replen (“Ms. Li”), aged 51, is an executive Director with effect from 1 July 2021, she is current the company secretary and an authorized representative of our Company, director and secretaries of certain subsidiaries of our Group, she has joined our Company since 30 November 2006. Before joining our Company, Ms. Li has been engaged under company secretarial departments in certain sizable companies listed in the main board of the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). Ms. Li has over 20 years’ experiences in charge of company secretarial duties in listed companies. She is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. She holds a Bachelor degree in Business Administration in United Kingdom, a Postgraduate Diploma in Corporate Administration from The Hong Kong Polytechnic University and a Master of Laws in Chinese and Comparative Law from the City University of Hong Kong.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Liu Junmin (“Dr. Liu”), aged 74, is an independent non-executive Director, he joined our Company on 11 April 2005. Dr. Liu is currently a member of Audit Committee, Remuneration Committee and Nomination Committee. Dr. Liu holds a Bachelor degree, a Master degree and a PhD degree in Economics from the Nankai University in China. He currently acts as a professor of the Virtual Economics and Management Research Center of Nankai University, China and is an independent non-executive director of China Literature Limited (stock code: 00772, shares of which are listed on the main board of the Stock Exchange). Dr. Liu has awarded the 8th Sun Yefang Economics Prize and 第三屆中國高校人文社會科學研究優秀成果獎 (The 3rd China High School Humanity Social Science Research Excellent Award*). Dr. Liu has acted as lecturer of Tianjin University of Finance and Economics, professor and associate professor of the Faculty of Economics, Nankai University, China. Dr. Liu resigned as independent non-executive Director of China Huarong Asset Management Co., Limited (stock code: 02799, shares of which are listed on the Main Board of the Stock Exchange), on 29 October 2020 and retired as independent non-executive director of Tianjin Faw Xiali Automobile Co., Ltd. (stock code: 000927, shares of which are listed on the Shenzhen Stock Exchange), on 9 December 2020.

* For identification purpose only

執行董事 (續)

李歡女士 (「李女士」)，51歲，自2021年7月1日起出任執行董事，現亦為我們公司之公司秘書兼授權代表，我們集團部份附屬公司之董事及秘書，彼自2006年11月30日加入我們公司。加入我們公司之前，李女士曾於數間具規模並在香港聯合交易所有限公司 (「聯交所」) 主版上市的公司之公司秘書部任職。李女士擁有逾20年負責上市公司公司秘書職務之經驗，彼現為特許秘書、特許管治專業人員以及香港公司治理公會及英國特許公司治理公會會士。彼持有英國工商管理學士學位、香港理工大學企業管理深造文憑及香港城市大學中國法及比較法法學碩士學位。

獨立非執行董事

劉駿民教授 (「劉博士」)，74歲，為獨立非執行董事，彼自2005年4月11日加入我們公司。劉博士現為審核委員會、薪酬委員會及提名委員會成員。劉博士持有中國南開大學頒發之經濟學學士、碩士及博士學位。彼現為中國南開大學虛擬經濟與管理研究中心教授兼任閱文集團 (股票代碼：00772，其股份於聯交所主板掛牌) 的獨立非執行董事。劉博士曾獲第八屆孫治方經濟學獎和第三屆中國高校人文社會科學研究優秀成果獎。劉博士曾在天津財經大學擔任講師及中國南開大學經濟學院擔任教授及副教授。於2020年10月29日辭任中國華融資產管理股份有限公司 (股票代碼：02799，其股份於聯交所主板掛牌) 的獨立非執行董事及於2020年12月9日退任天津一汽夏利汽車股份有限公司 (股票代碼：000927，其股份在深圳證券交易所掛牌) 的獨立非執行董事。

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Prof. Zhao Yanyun (“**Prof. Zhao**”), aged 67, was appointed as an independent non-executive Director on 24 July 2013. Prof. Zhao is a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Prof. Zhao currently is a professor and a doctoral tutor of Faculty of Statistics, as well as an officer, a professor and a doctoral tutor of the China Research Center for Competitiveness and Evaluation in the Renmin University of China. Prof. Zhao also acts as part-time tutor in certain universities in China including Zhejiang Gongshang University; Hebei University of Engineering and Shanxi University of Finance and Economics. Prof. Zhao is currently a consultant of 中國統計學會 (Statistical Society of China*) and a consultant of 中國統計教育學會 (Statistical Education Society of China*). Prof. Zhao has awarded a winner of 國務院特殊貢獻專家政府津貼 (the Government of the State Council Special Contribution Expert Government Allowance*), 中國教育部跨世紀人才 (Century Talent of Ministry of Education of China*), 中國國家人事部新世紀百千萬人才工程國家級人選 (National Candidate of the Ministry of Personnel New Century Hundred Thousand Talents Project of China*) and a candidate of 中國北京市百人工程 (Beijing Hundred Project of Chain*).

獨立非執行董事 (續)

趙彥雲教授 (「**趙教授**」), 67歲, 於2013年7月24日獲委任為獨立非執行董事。趙教授現亦為審核委員會, 提名委員會及薪酬委員會成員。趙教授現為中國人民大學統計學院教授、博士生導師, 同時為競爭力與評價研究中心主任、教授及博士生導師。趙教授亦於中國部份大學任職兼職教授, 包括浙江工商大學; 河北工程大學及山西財經大學。趙教授現亦擔任中國統計學會顧問及中國統計教育學會顧問。趙教授曾獲中國國務院特殊貢獻專家政府津貼獲得者; 中國教育部跨世紀人才; 中國國家人事部新世紀百千萬人才工程國家級人選及中國北京市百人工程人選。

* For identification purpose only

Biography of Directors 董事之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Cheung Chi Ming (“**Mr. Cheung**”), aged 45, is an independent non-executive Director appointed with effect from 15 July 2020, he is currently the chairman of the Audit Committee and Remuneration Committee as well as a member of Nomination Committee. Mr. Cheung holds a Bachelor degree in Accountancy from the Hong Kong Polytechnic University and a Master degree in Corporate Governance from the Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants, a member of The Hong Kong Chartered Governance Institute and a member of The Chartered Governance Institute. He is an executive director and the Chief Financial Officer of CDW Holding Limited, a company listed on the stock exchange of Singapore. He has acted as the Financial Controller of OVM International Development Co. Ltd. (“**OVM Int'l**”), a wholly-owned subsidiary of a State-owned enterprise. OVM Int'l is principally engaged in international trading and investment holding. He has over seventeen years' experience in finance, accounting and business management functions.

All executive Directors have not entered into any service contract with the Company except Miss. Mo and Ms. Li who have entered into service contracts with the Company. All independent non-executive Directors have entered into service agreements with the Company without specific period. All Directors are subject to retirement by rotation and re-election in the Annual General Meeting in accordance the Bye-laws of the Company and the Listing Rules.

獨立非執行董事 (續)

張志明先生 (「**張先生**」), 45歲, 自2020年7月15日起出任獨立非執行董事, 現亦為審核委員會主席、薪酬委員會主席及提名委員會成員。張先生持有香港理工大學會計學士學位及香港理工大學公司管治碩士學位。張先生為英國特許公認會計師公會資深會員、香港公司治理公會會員及特許公司治理公會會員。張先生現為CDW Holding Limited (一間於新加坡交易所上市之公司)之執行董事及首席財務官。張先生曾出任歐維姆國際發展有限公司財務總監, 歐維姆國際為一間中國國有企業全資控股之附屬公司, 主要從事國際貿易及投資控股工作。張先生擁有逾十七年的財務、會計以及業務管理職能經驗。

所有執行董事並沒有與本公司訂立服務合約除莫小姐及李女士與本公司訂立服務合約外, 所有獨立非執行董事已與本公司訂立無特定服務年期之服務協議。所有董事需根據公司細則及上市規則於股東週年大會輪席退任及重選。

Corporate Governance Report

企業管治報告

GOVERNANCE CULTURE

The Company currently performs a high standard of corporate governance practices in enhancing the confidence of shareholders, investors, employees, creditors and business partners and also the growth of its business. The Board of Directors (the “**Director(s)**”) of the Company (the “**Board**”) is committed to and regularly enhancing the Company’s corporate governance practices to ensure high standards of ethics are maintained with the balancing of returns to its shareholders and for the long-term success and sustainability of the Company’s businesses.

CORPORATE GOVERNANCE

The Company’s corporate governance practices are based on the principles and the code provisions (the “**Code Provisions**”) as set out in the “Corporate Governance Code” contained in Appendix C1 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). As far as the Code Provisions is concerned, for the year ended 31 December 2023 (the “**Year**”) and up to the date of this annual report, the Company complies with all aspect of the Code Provisions.

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group for the Year that give a true and fair view of the Group’s financial position as a going concern basis in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements required by the Listing Rules and the Hong Kong Companies Ordinance, amended from time to time. This responsibilities include designing, implementing and maintaining internal control systems relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

管治文化

本公司為增強股東、投資者、員工、債權人及業務夥伴的信心及促進業務增長，一直致力奉行高水平之企業管治常規。本公司之董事（「**董事**」）會（「**董事會**」）致力及恆常地加強本公司之企業管治常規，以確保本公司維持按高水平之道德標準行事並同時平衡對股東之回報和本公司之長遠成功及可持續發展至為關鍵。

企業管治

本公司之企業管治常規以香港聯合交易所有限公司（「**聯交所**」）證券上市規則附錄C1所載《企業管治守則》（經不時修訂）所列明之原則及守則條文作為基礎制定。就守則條文而言，截至2023年12月31日止年度（「**本年度**」）及截至本年報日期止，本公司已全面遵守守則條文。

董事知悉彼等有關根據香港會計師公會頒布的香港財務報告準則和上市規則及香港《公司條例》（經不時修訂）的披露規定以持續經營準則編製及真實而公允地呈列本集團截至本年度之綜合財務報表的責任。此責任包括設計、實行及維持有關編製及真實而公允地呈列綜合財務報表的內部控制系統，以使該等綜合財務報表並不存在任何由於欺詐或錯誤而導致的重大錯誤陳述；選擇及應用適當的會計政策及根據情況作出合理的會計估計。

Corporate Governance Report

企業管治報告

(a) Directors' securities transactions

Adoption of Model Code

The Board has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "**Model Code**"), amended from time to time, as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

Confirmation on Compliance

Specific respectively enquiry has been made to all the Directors regarding any non-compliance with the Model Code during the Year and up to the date of this annual report, they all confirmed in writing that they have fully complied with the required standard set out in the Model Code during the Year and up to the date of this annual report.

Written Guideline for Relevant Employees

In addition, the Company has also adopted provisions of the Model Code as written guidelines for relevant employees, who are likely to be in possession of unpublished inside information of the Company. Such relevant employees did and would abide by the provisions of the Model Code. Besides, the Company has adopted internal control policy in relation to the disclosure of inside information of the Company (the "**Inside Information Policy**").

No incident of non-compliance of the Model Code and/or the Inside Information Policy by such relevant employees was noted by the Company.

(a) 董事之證券交易

採納標準守則

董事會已採納上市規則附錄C3所載之「上市公司董事進行證券交易的標準守則」（「標準守則」）（經不時修訂）作為有關董事進行證券交易須遵守之操守守則。

合規確認

本公司已就截至本年度及截至本年報日期有關不遵守標準守則之任何條文向全體董事作出個別具體查詢，而董事已書面確認彼等截至本年度及截至本年報日期止全面遵守標準守則所規定之標準。

給予有關僱員之書面指引

此外，本公司亦已採納標準守則條文作為有關僱員（可能擁有本公司未公布的內幕消息）在進行本公司證券交易之書面指引。該等有關僱員已經及會遵守標準守則條文。此外，本公司就有關披露本公司之內幕消息已採納內幕消息披露政策（「內幕消息政策」）。

本公司並不知悉有任何僱員違反標準守則條文及／或內幕消息政策之事宜。

(b) The Board

Composition

The nomination committee of the Company (“NC”) is responsible for reviewing the Board composition and diversity of the Board, developing and formulating the relevant procedures for nomination and appointment of the Directors, monitoring the re-appointment and succession planning of the Directors and assessing the independence of each independent non-executive Director.

The composition of the Board ensures a balance of skills and experiences appropriate to the requirements of the businesses and the development of the Company and to the exercising of independent. Other than Dr. Mo Shikang is the father of Miss Mo Yunbi, the Board members have no financial, business, family or other material/relevant relationships with each other.

The Directors who held office during the Year and up to the date of this annual report are:

Executive Directors:

Dr. Mo Shikang (*Chairman*)
Mr. Zhang Hesheng (*Deputy Chairman*)
Mr. Fan Fangyi (*Managing Director*)
Miss Mo Yunbi
Ms. Li Fun Replen

Independent non-executive Directors:

Dr. Liu Junmin
Prof. Zhao Yanyun
Mr. Cheung Chi Ming

(b) 董事會

組成

本公司提名委員會負責檢討董事會成員之組成及董事會成員多元化，並制定提名與任命董事之相關程序、監督董事之續任及繼任計劃以及評估各獨立非執行董事之獨立性。

董事會之組成確保集各方專長技能及經驗，以滿足本公司之業務及發展需求和行使獨立判斷。除莫世康博士為莫雲碧小姐的父親外，董事會各成員之間並無任何財務、業務、家族或其他重大／相關關係。

本年度內及截至本年報日期止在任董事：

執行董事：

莫世康博士（主席）
張和生先生（副主席）
范方義先生（董事總經理）
莫雲碧小姐
李歡女士

獨立非執行董事：

劉駿民博士
趙彥雲教授
張志明先生

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Composition (Continued)

The composition, experiences, balance of skills, qualifications and diversity on the Board are regularly reviewed by the NC to ensure that the Board retains a core of members with longstanding and deep knowledge of the Group alongside new Directors who bring fresh perspectives and diverse experiences to the Board.

The Board complied with the requirements of the Listing Rules relating to (i) the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise; (ii) independent non-executive Director representing at least one-third of the Board; and (iii) the audit committee of the Company (“AC”) should comprise only independent non-executive Directors.

The biographical details of all the current Directors are set out in this annual report.

The list of Directors (by category) is also disclosed in this annual report and all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The Company also maintains on its website (www.681hk.com) and on the Stock Exchange’s website (www.hkexnews.hk) an updated list of its Directors (by category) identifying the role and function.

Appointment, Re-election and Resignation of Directors

The Company has established formal, considered and transparent procedures and criteria for the appointment, re-election, resignation, re-designation, rotation, retirement and/or removal of the Director(s) in accordance with the Company’s Bye-laws, the Listing Rules and all applicable laws.

Pursuant to the Company’s Bye-laws and/or the Code Provisions of the Listing Rules, (1) at each annual general meeting of the Company (“AGM”) not less than one-third of the Directors for the time being shall retire from the Board by rotation; (2) each Director shall be subject to retirement by rotation at least once every three years at the conclusion of the AGM after he/she was last re-elected as Director by shareholders of the Company (the “Shareholder(s)”) at the AGM and (3) each Director appointed to fill a casual vacancy or as an additional Director by the Board should retire from the Board at the conclusion of the first annual general meeting of the Company to be held but they, being eligible, offer themselves for re-election as the Director by the Shareholders at the same meeting.

(b) 董事會 (續)

組成 (續)

提名委員會定期檢討董事會組成、經驗、技能平衡、資格及多元化，以確保董事會除了留有對本集團有長久深入認識的核心成員之外，亦能加入新董事為董事會帶來新觀點和不同的經驗。

董事會已遵守上市規則有關(i)委任至少三名獨立非執行董事，而其中至少一名獨立非執行董事具備適當的專業資格或會計或相關財務管理專長；(ii)獨立非執行董事人數佔董事會至少三分之一；及(iii)本公司審核委員會(「審核委員會」)須全部是獨立非執行董事的規定。

所有現任董事之履歷詳情載於本年報內。

根據上市規則按類別分類之董事會名單於本公司年報及所有不時刊發之企業通訊中披露，本公司並於其網站(www.681hk.com)及聯交所網站(www.hkexnews.hk)按類別提供最新董事名單以及其角色與職能。

董事委任、重選及辭任

本公司已根據本公司之公司細則、上市規則及所有適用法例就董事委任、重選、辭任、調任、輪席、退任及／或罷免制定若干正式、合適及具透明度之程序與準則。

根據本公司之公司細則及／或上市規則之守則條文，(1)至少三分之一在任董事須於本公司每屆股東週年大會(「股東週年大會」)上輪席退任董事會；(2)各董事須由彼上次於股東週年大會獲本公司股東(「股東」)重選為董事後每三年在股東週年大會上退任董事會一次，及(3)獲董事會委任以填補臨時空缺或出任增補位置之各董事均須於彼獲委任後舉行之首個本公司股東週年大會結束時退任董事會，惟彼等符合資格可於同一大會上由股東重選為董事。

(b) The Board (Continued)

Appointment, Re-election and Resignation of Directors (Continued)

During the Year, Mr. Fan Fangyi, Miss Mo Yunbi and Prof. Zhao Yanyun retired from the Board by rotation at the conclusion of the AGM held on 16 June 2023 (the “**2023 AGM**”) and were then re-elected as the Directors by the Shareholders with separate resolutions passed in the 2023 AGM in accordance with the Company’s Bye-laws and the Listing Rules.

In accordance with Bye-laws of the Company and pursuant to the Code Provisions, Dr. Mo Shikang, Mr. Zhang Hesheng, and Dr. Liu Junmin shall retire from the Board by rotation at the conclusion of forthcoming AGM (“**2024 AGM**”) but, being eligible, offer themselves for re-election at the 2024 AGM.

Dr. Liu Junmin served as an independent non-executive Director from 11 April 2005 and he will be re-election as Director at the 2024 AGM. During his tenure, Dr. Liu Junmin has demonstrated his ability to provide independent view to the Company’s matters. The Board and the nomination committee of the Company (“**NC**”) are of the view that Dr. Liu Junmin is able to continue to fulfill his role as required and thus recommended him for re-election at the 2024 AGM in accordance with the Listing Rules, his further re-election will be subject to a separate resolution to be approved by the Shareholders. Dr. Liu Junmin has made a written annual confirmation of independence for the Year pursuant to rule 3.13 of the Listing Rules.

The Board and the NC have also recommended the re-election of all the abovementioned retiring Directors (Dr. Mo Shikang, Mr. Zhang Hesheng and Dr. Liu Junmin) standing for re-election at the 2024 AGM.

Detailed biographical information of all the abovementioned retiring Directors standing for re-election at the 2024 AGM will be dispatched to Shareholders with this annual report.

(b) 董事會 (續)

董事委任、重選及辭任 (續)

本年度內，根據本公司之公司細則及上市規則，范方義先生、莫雲碧小姐及趙彥雲教授已於本公司2023年6月16日舉行之股東週年大會（「**2023年股東週年大會**」）結束時輪席退任董事會，彼等於2023年股東週年大會獲股東通過個別決議案重選為董事。

根據本公司之公司細則及根據守則條文，莫世康博士、張和生先生及劉駿民博士將於應屆股東週年大會（「**2024年股東週年大會**」）結束時輪席退任董事會，惟彼等符合資格並願意於2024年股東週年大會上膺選續任。

於2024年股東週年大會續任之劉駿民博士由2005年4月11日起擔任獨立非執行董事。彼任期內履行職責，就本公司事務提供獨立意見，董事會及本公司提名委員會（「**提名委員會**」）均認為劉駿民博士有能力繼續履行其角色所規定之職能，故推薦彼於2024年股東週年大會上根據上市規則接受重選，彼續任會以獨立決議案形式由股東通過。劉駿民博士已根據上市規則第3.13條作出本年度年度書面確認，確認其獨立性。

董事會及提名委員會亦建議於2024年股東週年大會上重選上述全體退任董事（莫世康博士、張和生先生及劉駿民博士）。

於2024年股東週年大會候任重選之全體退任董事詳細履歷資料會連同本年報寄發予股東。

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Service Contracts with the Company

Each of the independent non-executive Director, Miss Mo Yunbi and Ms. Li Fun Replen, executive Director, have entered into service contracts with the Company without specific period respectively. Save as disclosed above, the Company did not enter into any service contract with other Directors. All Directors are subject to retirement by rotation and re-election in accordance with the Company's Bye-laws and the Listing Rules.

Number of Meetings Held and Attendance

The Board normally has at least four (4) scheduled meetings a year to review the strategies and budgets, internal control systems, risk management systems, environmental, social and governance report, material transactions (in particular those may involve conflict of interests), financial information, change of Directors, ad hoc projects and other significant financial and operational matters, if any, and meets at other times as and when required. The Board requires Directors to devote sufficient time and attention to discharge their duties and responsibilities. During the Year, a total number of seven (7) Board meetings, four (4) AC meetings, one (1) NC meeting and one (1) remuneration committee of the Company ("RC") meeting and were held. Minutes of these meetings are currently kept by the Company Secretary of the Company and are open for inspection by the Directors and Board committees' members.

(b) 董事會 (續)

與本公司之服務合約

各獨立非執行董事和執行董事莫雲碧小姐及李歡女士已分別與本公司訂立無特定年期的服務合約。除上述所披露外，本公司並無與其他董事訂立服務合同。所有董事須根據本公司之公司細則及上市規則輪席退任及重選。

會議次數及出席率

董事會一般每年舉行至少四(4)次會議，審閱整體策略及財政預算、內部控制系統、風險管理系統、環境、社會及管治報告、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事變更、特殊項目及其他重大財務和營運事宜，並在有需要時舉行其它會議。董事會要求董事投入足夠時間及心力履行職責及職務。本年度內，本公司共召開七(7)次董事會會議、四(4)次審核委員會會議、一(1)次提名委員會會議及一(1)次本公司薪酬委員會（「薪酬委員會」）會議。本公司之公司秘書一直負責保存該等會議紀錄並可公開供董事及董事會委員會成員查閱。

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Number of Meetings Held and Attendance (Continued)

During the Year, the Board has regularly reviewed the contributions from the Directors and confirmed that they have spent sufficient time performing their responsibilities. The individual attendance records of each Director, on a named basis, at the meetings of the Board, AC, NC and RC as well as the Shareholders' meeting(s) (AGM and special general meeting ("SGM"), if any), during the Year are set out below:

Names of Director	董事姓名	AGM 股東週年大會	Board 董事會	AC 審核委員會	NC 提名委員會	RC 薪酬委員會
Numbers of Meeting	會議數目	1	7	4	1	1
Executive Directors	執行董事					
Dr. Mo Shikang	莫世康博士	1/1	7/7		1/1	1/1
Mr. Zhang Hesheng	張和生先生	1/1	7/7			1/1
Mr. Fan Fangyi	范方義先生	1/1	7/7			
Miss Mo Yunbi	莫雲碧小姐	1/1	7/7			
Ms. Li Fun Replen	李歡女士	1/1	7/7			
Independent Non-executive Directors	獨立非執行董事					
Dr. Liu Junmin	劉駿民博士	1/1	7/7	4/4	1/1	1/1
Prof. Zhao Yanyun	趙彥雲教授	1/1	7/7	4/4	1/1	1/1
Mr. Cheung Chi Ming	張志明先生	1/1	7/7	4/4	1/1	1/1

The high attendance record at the Board and its committee meetings during the Year, which was reviewed by the NC and RC, demonstrated the Directors' strong commitment to the Company.

Each Director ensures that he/she can give sufficient time and attention to the Company's affairs. All Directors disclose to the Board on their first appointment their interests as Director or otherwise in other companies or organisations and such information be reviewed and/or updated regularly. During the Year, the Board has regularly reviewed the contributions from the Directors and confirmed that they have spent sufficient time in performing their responsibilities.

(b) 董事會 (續)

會議次數及出席率 (續)

本年度內，董事會已定期檢討董事對本公司所付出的貢獻，並確認彼等投入足夠時間履行其職責。本年度內，各董事個別出席本公司董事會、審核委員會、提名委員會及薪酬委員會會議以及股東大會（股東週年大會及股東特別大會（如有）之記錄（按成員姓名分列）載列如下：

本年度內董事會及其委員會會議的高出席率，並已由提名委員會及薪酬委員會審閱，顯示董事們對本公司有高度承擔。

各董事確保能投入足夠時間及精力於本公司之事務。所有董事於首次獲委任時，須向董事會申報於其他公司或機構之董事身份或其他利益，有關資料亦須定期審閱及／或更新。本年度內，董事會已定期檢討董事所作出之貢獻，並確認彼等已投入足夠時間履行職責。

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Responsibility of the Board

The Company has a division of functions reserved to the Board and delegated to the senior management. The Board currently provides leadership and approves strategic policies and plans with a view to enhance Shareholders' interests while the day-to-day operations of the Company and the Group are delegated to the senior management. The Board has full support of the managing Director and the senior management to discharge its responsibilities.

The Board reserves for its decisions all major matters of the Group, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control systems, environmental, social and governance, risk management systems, material transactions (in particular those may involve conflict of interests), financial information, change of Directors, ad hoc projects and other significant financial and operational matters.

Responsibility of the Directors

The day-to-day management, administration and operation of the Group are delegated to managing and executive Directors and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers.

Each executive Director is delegated individual responsibility to oversee and monitor the operations of the specific business unit and/or corporate transactions and to implement the strategies and policies set by the Board. Each Director may seek for independent professional advice in appropriate circumstances at the Company's expenses, upon making request to the Board. All members of the Board are provided with monthly updates to enable them to discharge their duties.

(b) 董事會 (續)

董事會之責任

本公司劃分董事會職責及授權高級管理人員處理董事會事項。董事會一直發揮領導角色及審批策略政策及計劃，務求提高股東權益，並授權高級管理層處理本公司及本集團日常運作。董事會獲得董事總經理及高級管理人員全力支持，以履行其職責。

董事會保留對本集團所有重大事宜決策權，包括批准及監察一切政策事宜、整體策略及財政預算、內部控制系統、環境、社會及管治、風險管理系統、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事變更、特殊項目及其他重大財務和營運事宜。

董事之責任

本集團日常管理、行政及營運事宜授權董事總經理、執行董事及高級管理層處理，並定期對本集團委託之職能及工作會進行檢討。上述主管人員於進行任何重大交易前，必須取得董事會事先批准。

每位執行董事被授予各自責任監督及監控特定業務單位之營運及／或企業交易及推行董事會制定之策略及政策。於適當情況下，每名董事可向董事會提出要求，尋求獨立專業意見，費用由本公司支付。全體董事會成員均獲提供每月最新資料，讓彼等履行其職責。

(b) The Board (Continued)

Responsibility of and Annual Confirmation from Independent Non-Executive Directors

Through active participation in meetings of the Board, Board committees and general meetings of the Company, the independent non-executive Directors currently bring professional qualifications, a wide range of business knowledges and financial expertise, experiences, skills and independent judgment on the issues of strategy, policy, performance accountability, usage of resources, key appointments, connected transactions and standards of conduct to the Board. Independent non-executive Directors have taken and/or shall take lead when potential conflicts of interest arise. Independent Board committee, comprising all independent non-executive Directors, has formed and/or will form to advise the independent Shareholders on those connected transactions to be approved by the independent Shareholders at the SGM. All independent non-executive Directors have made various contributions to the effective direction and performance of the Company. One of the independent non-executive Directors possesses the appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received, from each independent non-executive Directors for the Year, a written annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board and the NC considered all of the independent non-executive Directors are independent in accordance with the independent guidelines set out in the Listing Rules.

Insurance of the Directors

The Company has arranged appropriate Directors' and Officers' liability insurance including company securities, employment practices, regulatory crisis event, investigation, litigation, tax liabilities and public relation, etc, for the Directors and senior officers of the Group, which is reviewed by the Board on a regular basis. The Company undertakes an annual review of the Company's Directors' and Officers' liability insurance policy in light of recent trends in the insurance market and other relevant factors. The review benchmarks the amount of cover against other similar companies and considers whether separate cover be required for members of the Board.

(b) 董事會 (續)

獨立非執行董事之責任及年度確認

透過積極參與本公司董事會、董事會委員會會議以及股東大會，獨立非執行董事與董事會分享彼等專業資格、於不同業務知識、財務的專業技能和個人經驗，並就策略事項、政策、表現問責、資源運用、主要任命、關連交易及操守標準問題提出獨立判斷。本公司獨立非執行董事於潛在利益衝突出現時發揮引導作用。當獨立股東須就關連交易於股東特別大會上作出批准時，由所有獨立非執行董事組成的獨立董事委員會已及／或將會向獨立股東提供意見。所有獨立非執行董事為本公司之實際發展及表現作出多方面貢獻。其中一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出截至本年度之年度書面確認。董事會及提名委員會認為全體獨立非執行董事均符合上市規則所載獨立地位之指引。

董事保險

本公司已為本集團董事及高級人員安排適當責任保險（包括公司證券、僱用事項、監管危機事件、審查、訴訟、稅務負債及公共關係等方面），並由董事會定期檢討。本公司會每年度根據保險市場的最近趨勢及其他有關因素，對本公司董事與高級人員責任保險進行檢討。該檢討與其他同類型公司的投保金額作比較及考慮是否需要為董事會成員購買獨立保險。

Corporate Governance Report

企業管治報告

(b) The Board (Continued)

Conflict of Interest

All Directors are required to comply with their duties to act in the best interest of the Company and have particular regard to the interest of the Shareholders as a whole. Amongst others, all Directors are required to declare the nature and extent of their interests, if any, in any transaction, arrangement, contract or other proposal to be considered by the Board at meetings. Unless specifically permitted by the Bye-laws of the Company, a Director cannot cast a vote on any contract, transaction, arrangement or any other proposal in which he/she has or any of his/her close associates is materially interested.

Supply of and Access to Information

The Board and Board committees members are supplied with comprehensive meeting papers and relevant materials within a reasonable period of time in advance of the intended meeting date (in any event no less than three (3) days before the date of the meeting). All Directors and the Board committees members are given opportunities to include matters in the agenda for regular Board and Board committees meetings and/or their meetings, if required. To facilitate the decision-making process, the Directors and the Board committees members are free to have access to the management for enquiries and to obtain further information, when required.

All Directors and the Board committees members have unrestricted access to the advice and services of the Company Secretary, who ensures that the Board and Board committees receive appropriate and timely information for its decision-making and the Board and Board committees procedures, and all applicable rules and regulations, are being followed. The Directors and the Board committees members can obtain independent professional advice at the Company's expenses.

(b) 董事會 (續)

利益衝突

全體董事均須履行其職責，並以本公司的最佳利益行事，並特別考慮股東整體利益。當中，全體董事均須申報其於任何將由董事會於會議上考慮的交易、安排、合約或其他建議上彼等權益的性質及內容（如有）。除非本公司組織章程細則特別批准，否則董事不得就其或其任何緊密聯繫人士於當中擁有重大權益的任何合約、交易、安排或任何其他建議上投票。

提供及取得資料

董事會及董事委員會成員於擬定會議召開日期前之一段合理期間內（無論如何不會遲於會議召開日期前三(3)日），獲提供詳盡之董事會及董事委員會會議文件及相關資料。所有董事及董事委員會成員皆有機會提出商討事項列入董事會及董事委員會定期會議及／或其它會議（如要求）議程。為方便決策過程之進行，董事及董事委員會成員可自由接觸管理層，以諮詢及取得進一步資料（如需要）。

全體董事及董事委員會成員均可隨時要求公司秘書提供意見及服務，以確保董事會及董事委員會取得合適及適時之資料，以供董事會及董事委員會作出決定，並確保董事會及董事委員會程序及所有適用規則及規例均獲得遵守。董事及董事委員會成員可獲得獨立專業意見，有關費用由本公司承擔。

(b) The Board (Continued)

Supply of and Access to Information (Continued)

The Board receives from the management monthly management accounts, explanation or analysis of the operation performance of the Group and relevant information which enable the Board to make an informed assessment for the performance of the Group, from time to time. Other regular and ad hoc reports are also prepared for the Board and Board committees, to ensure that the Directors and members of the Board committees are supplied with all the requested information in a timely and appropriate manner.

(c) Chairman and Chief Executive Officer

Role of Chairman

The Company fully supports the division of responsibility between the chairman of the Board and the Managing Director, who perform similar role as chief executive officer, to ensure a balance of power and authority. The respective responsibilities of the chairman of the Board and the Managing Director are clearly defined. The chairman of the Board provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the management, the chairman of the Board is also responsible for ensuring that the Directors receive adequate information and appropriate briefing on issues arising at Board meetings. The position of the chairman of the Board is currently held by Dr. Mo Shikang.

The chairman of the Board ensures that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. He also ensures all Directors are properly briefed on issues to be discussed at Board meetings. The chairman of the Board encourages Directors with different views to voice their concerns, allows sufficient time for discussion of issues and ensures that Board decisions fairly reflect Board consensus. He pushes all Directors to make a full and active contributions to the Board's affairs and takes the lead to ensure that the Board acts in the best interest of the Company and the Shareholders as whole.

(b) 董事會 (續)

提供及取得資料 (續)

董事會收到由管理層提供本集團之每月管理賬目、營運表現說明或分析和相關資料，以就本集團表現不時作出知情評估。本公司亦為董事會及董事會委員會編製其他定期及專案報告，以確保董事及董事會委員會成員可適時及合適地獲得彼等所需一切資料。

(c) 主席及行政總裁

主席之職能

本公司全面支持董事會主席與董事總經理（其履行與行政總裁類似之職能）間之責任區分，以確保權力及職權之平衡分配。董事會主席及董事總經理各自之責任有明確界定。董事會主席擔當領導角色，負責確保董事會按照良好企業管治常規有效運作。在管理層支持下，董事會主席亦負責確保董事獲得董事會會議事宜足夠資料及適當簡報。董事會主席職位現由莫世康博士出任。

董事會主席確保董事會有效運作及履行職責，以及董事會及時討論所有主要適切事項。彼亦確保全體董事於董事會會議討論之事宜上均得到適當說明。董事會主席鼓勵持不同意見的董事表達出彼等關注的事宜、給予彼等充足時間討論有關事宜，以及確保董事會的決定能公正反映董事會的共識。彼推動全體董事全力投入董事會事務，並以身作則，確保董事會行事符合本公司及股東的整體利益。

Corporate Governance Report

企業管治報告

(c) Chairman and Chief Executive Officer (Continued)

Role of Chief Executive Officer

The Managing Director focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The Managing Director is also responsible for developing strategic plans and formulating the organisational structure, internal control system, risk management system and internal procedures and processes for the Board's approval. The position of the Managing Director is currently held by Mr. Fan Fangyi.

(d) Training for Directors

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the Group structure, Board and Board committees meetings procedures, business, management and operations of the Company, etc. and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements in Bermuda and Hong Kong.

An induction programme covering the roles of a Director from the strategic, planning and management perspective, the Listing Rules, the Securities and Futures Ordinance, as well as the essence of corporate governance and the trends in these areas, be therefore arranged for newly appointed Director(s), if any, after he/she joined the Board.

The Board acknowledges that continuous professional development and training of Directors is an ongoing process to ensure the continued enhancement of their skills and knowledge.

(c) 主席及行政總裁 (續)

行政總裁之職能

董事總經理主要負責執行經董事會批准及授權之目標、政策及策略。彼負責本公司之日常管理及運作。董事總經理亦負責制定策略計劃及擬定組織架構、內部控制制度、危機處理制度及內部程序，供董事會批准。董事總經理之職位現由范方義先生擔任。

(d) 董事之培訓

在首次獲得委任時，每名新獲委任之董事須接受全面、正式及特設的入職培訓，以確保其對本集團架構、董事會及董事會委員會議事程序、本公司之業務、管理及運作等具有適當之瞭解，並讓其完全知悉於上市規則及百慕達及香港之相關監管規定項下須遵守之職責及責任。

獲委任加入董事會為新董事（如有），本公司會為彼等安排培訓，內容包括董事於策略、規劃及管理方面的角色，上市規則、證券及期貨條例，以及公司管治的要素和該等方面的趨勢。

董事會明白董事的持續發展專業及培訓是持續進程，旨在持續強化董事的技能和知識。

Corporate Governance Report

企業管治報告

(d) Training for Directors (Continued)

Besides, the Company keeps circulating information and materials to develop and refresh Directors' knowledge and skills from time to time. All the information and materials are relevant to the Group's business, the economy, corporate governance, rules and regulations, accounting, financial or professional skills and/or directors' duties and responsibilities. There are also arrangements in place for providing continuing briefing and professional development to each Director. During the Year, the record of the trainings of the Directors, on named basis, is set out in the table below:

Directors	董事	Reading journals, written training materials and/or updates	Attending webcast training and/or forums	Receiving briefings from financial officers, company secretary and/or other executives
		閱讀期刊，書面培訓材料和／或更新	參加網路直播培訓和／或論壇	接收財務人員，公司秘書和／或其他高管的簡報
Executive Directors	執行董事			
Dr. Mo Shikang	莫世康博士	✓		✓
Mr. Zhang Hesheng	張和生先生	✓	✓	✓
Mr. Fan Fangyi	范方義先生	✓		✓
Miss Mo Yunbi	莫雲碧小姐	✓		✓
Ms. Li Fun Replen	李歡女士	✓	✓	✓
Independent Non-executive Directors	獨立非執行董事			
Dr. Liu Junmin	劉駿民博士	✓		✓
Prof. Zhao Yanyun	趙彥雲教授	✓		✓
Mr. Cheung Chi Ming	張志明先生	✓	✓	✓

All Directors are encouraged to attend relevant training courses at the Company's expenses. The company secretary is responsible to keep records of training taken by each Director. The NC reviewed the training records of each Director annually.

(d) 董事之培訓 (續)

除此之外，本公司不時通過傳閱各種資訊及材料，增進和更新董事的知識及技能。所有資訊及材料均與本集團之業務、經濟、企業管治、規則及規例、會計、財務或專業技能及／或董事的職責和責任有關。另安排不斷向各董事提供簡報及專業培訓。本年度內董事的培訓記錄以人名載列如下：

本公司鼓勵全體董事出席相關培訓課程，費用由本公司負責。公司秘書負責保存各董事接受的培訓記錄。提名委員每年會審閱各董事之培訓記錄。

Corporate Governance Report

企業管治報告

(e) Company Secretary

The company secretary, being an employee of the Company, has day-to-day knowledge of the Company's affairs and reports to the Board. She keeps close contact with all Directors and ensures that the operation of the Board and all Board committees are in compliance with the procedures as set forth in the Company's Bye-laws and the Listing Rules. Additionally, the company secretary is responsible for compiling and regularly submitting draft minutes of Board meetings and Board Committee meetings to the Directors and committee members for their comment, and final version of minutes for their records, within a reasonable time after the relevant meetings. Each Director may obtain advice from and the assistance of the company secretary to ensure that the meeting of Board and Board committees procedures, and all applicable rules and regulations, are followed. To ensure the possession of up-to-date knowledge and market information to perform her duties, the company secretary attended sufficient professional training during the Year.

(f) Corporate Governance

The Board is responsible for performing the corporate governance duties, which includes developing and reviewing the Company's policy and practices on corporate governance, assessing and monitoring the training and continuous professional development of Directors and senior management. During the Year, the Board reviewed, monitored and assessed the policy and practices on corporate governance, training and continuous professional development to Directors and senior management, policies and practice on compliance with legal and regulatory requirement and the compliance with the Model Code under the Listing Rule and disclosure requirements in this Corporate Governance Report. The Board kept under review in light of the changing legal and regulatory requirements.

(e) 公司秘書

公司秘書作為本公司的僱員，對本公司的日常事務有所認知並向董事會匯報。公司秘書與所有董事均保持緊密聯繫，並確保董事會及各董事委員會的運作符合本公司公司細則及上市規則列明之程序。此外，公司秘書也負責整理及於會議後的合理時間內提交董事會及各董事委員會之會議記錄初稿予董事會及委員會成員審閱及提出意見，並提交會議記錄最終稿供存檔。每位董事均可取得公司秘書的意見和協助，以確保董事會及董事會委員會程序及所有適用規則及規例均獲得遵守。為確保備有最新知識及市場信息以履行其職務，公司秘書於本年度內參加了充分的專業培訓。

(f) 企業管治

董事會負責履行企業管治職責，當中包括制定及檢討本公司企業管治政策及常規，評核及監督董事及高級管理人員之培訓及持續專業發展。本年度內，董事會檢討、監控及評估企業管治政策及常規、董事及高級管理人員培訓及持續專業發展、遵守法例及監管規定之政策及常規、遵守上市規則項下標準守則與本企業管治報告之披露要求。董事會會按法例及規則之變更，行常進行檢討。

(g) Board Committees

The Board has established three committees, namely, the AC, NC and RC is responsible for monitoring the Company's specific affairs. All Board committees of the Company have been established with defined written terms of reference, which are disclosed in the corporate website of the Company (www.681hk.com) and the Stock Exchange (www.hkexnews.hk) and are available to Shareholders upon request.

The members of the AC at present are all independent non-executive Directors whereas, the majority of NC and the RC comprise independent non-executive Directors. The list of the chairman and members of each Board committee is set out under "Corporate Information" in this annual report.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at Company's expenses.

Audit Committee

The written terms of reference (amended from time to time) has been suggested under the Code Provisions. The AC currently comprises independent non-executive Directors, among them one independent non-executive Director possesses the appropriate professional qualifications or accounting or related financial management expertise. None of the members of the AC is a director, former partner or principal of the Company's existing external auditor. The AC currently comprises the following three members:

- (i) Mr. Cheung Chi Ming, (chairman)
- (ii) Dr. Liu Junmin
- (iii) Prof. Zhao Yanyun

(g) 董事委員會

董事會已成立審核委員會、提名委員會及薪酬委員會三個委員會，負責監察本公司特定事務。本公司全部董事委員會均具有明確之書面職責範圍，並已於本公司(www.681hk.com)及聯交所(www.hkexnews.hk)網站內披露，並可應股東要求提供。

審核委員會現任成員全體均為獨立非執行董事，而提名委員會及薪酬委員會成員亦以獨立非執行董事為主。各董事委員會之主席及成員名單載於本年報「公司資料」一節。

各董事委員會均獲提供足夠資源以便履行其職務，並可於適當情況下提出合理要求以尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會書面職權範圍（經不時修訂）乃按照守則條文所建議訂明。審核委員會現時由獨立非執行董事組成，其中包括一名具備適當專業資格或會計或相關財務管理專業之獨立非執行董事。概無審核委員會成員為本公司現任外聘核數師之前任董事、合夥人及主事人。審核委員會現由下列三名成員組成：

- (i) 張志明先生（主席）
- (ii) 劉駿民博士
- (iii) 趙彥雲教授

Corporate Governance Report

企業管治報告

(g) Board Committees (Continued)

Audit Committee (Continued)

The main duties of the AC include the followings:

- (1) To review the financial statements and reports and consider any significant or unusual items raised by the responsible staff of accounting and financial report function, compliance officer (if any), internal auditor or external auditor before submission to the Board;
- (2) To review the relationship with the external auditor and its independence by reference to the work performed and services provided by the external auditor, their fees, their firm's standards and practices and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and/or removal of external auditor;
- (3) To review the continuing connected transactions as disclosed in the annual report, if any, and confirm that those transactions entered into by the Group were (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the respective agreements governing them on terms that are fair and reasonable and in the interest of the Shareholders as a whole; and
- (4) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

(g) 董事委員會 (續)

審核委員會 (續)

審核委員會之主要職責包括下列各項：

- (1) 在向董事會提交財務報表及報告前審閱，並考慮由負責會計及財務報告職能之員工、合規主任（如有）、內部核數師或外聘核數師提出之任何重大或不尋常項目；
- (2) 參照外聘核數師進行之工作及所提供服務、收費、事務所的水平及慣例和聘任條款，檢討與外聘核數師之關係及其獨立性，並就委任、續聘及／或罷免外聘核數師向董事會提供推薦建議；
- (3) 審閱年報所披露之持續關連交易（如有），並確認本集團所訂立之該等交易為(i)於本集團之日常及一般業務過程中；(ii)按正常商業條款或較佳條款；及(iii)按照各自規管該等交易且屬公平合理並符合股東整體利益之協議條款訂立；及
- (4) 檢討本公司之財務報告制度、內部控制制度及風險管理系統和相關程序是否足夠及有效。

(g) Board Committees (Continued)

Audit Committee (Continued)

The AC held four (4) meetings during the Year and up to the date of this annual report to, inter alia,

- (1) review and approve the draft audited and unaudited consolidated financial statement together with and the respective draft result announcements, including changes in accounting policies and practices; major judgmental areas; significant adjustments resulting from the audit (if any); going concern assumption; compliance with accounting and auditing standards and compliance with the Listing Rules and legal requirements in relation to financial reporting to the Board for consideration and approval;
- (2) review the results of the external audit and discuss with the external auditor on any significant findings and audit issues;
- (3) assess the independence of the external auditor of the Company and the effectiveness of audit process;
- (4) review the relationship with the external auditor and then recommend the re-appointment of the external auditor of the Company and recommended its remuneration;
- (5) evaluate the adequacy and effectiveness of the Group's systems of internal control and risk management;
- (6) review the adequacy of resources, qualifications and experience of staffs of the Group's accounting and financial reporting function and their training programmes and budget; and
- (7) review the current continuing connected transactions.

The attendance records of the meetings of AC during the Year is set out in this report.

(g) 董事委員會 (續)

審核委員會 (續)

本年度內及截至本報告日期止，審核委員會曾舉行四(4)次會議，以（其中包括）：

- (1) 審閱及批准經審核及未經審核綜合財務報表草擬本，連同相關業績公布草擬本，包括會計政策及常規變動、主要判斷範疇、審核導致之重大調整（如有）、持續經營假設、會計及審核準則合規及上市規則合規及有關財務報告之法律規定，以供董事會省覽及批准；
- (2) 審閱獨立核數師之審核結果，並與獨立核數師商討任何重大發現及核數事宜；
- (3) 評估本公司外聘核數師是否獨立及其審核過程之效力；
- (4) 檢討與外聘核數師之關係，然後推薦續聘本公司外聘核數師及建議其薪酬；
- (5) 評估本集團之內部控制及風險管理系統是否充分及有效；
- (6) 審視本集團會計及財務報告職能員工之資源、資格及經驗及其培訓計劃及預算是否充分；及
- (7) 審視當前之持續關連交易。

審核委員會本年度內之會議出席記錄載於本報告內。

Corporate Governance Report

企業管治報告

(g) Board Committees (Continued)

Audit Committee (Continued)

Auditor's Remuneration

During the Year, the fee paid/payable to auditor in respect of audit service and/or non-audit services provided by the auditor to the Group were as follows:

Nature of services	服務性質	2023 RMB'000 人民幣千元
Audit for the Year	本年度審核	1,000

Nomination Committee

The written terms of reference has been suggested (amended from time to time) under the Code Provisions. The NC currently comprises the following four members, major of them are independent non-executive Directors:

- (i) Dr. Mo Shikang[#], (chairman)
- (ii) Dr. Liu Junmin^{*}
- (iii) Prof. Zhao Yanyun^{*}
- (iv) Mr. Cheung Chi Ming^{*}

[#] executive Director

^{*} independent non-executive Director

The main duties of the NC include the followings:

- (1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations any proposed changes to the Board to complement the Company's corporate strategy;

(g) 董事委員會 (續)

審核委員會 (續)

核數師酬金

本年度內，就核數師向本集團提供之核數服務及／或非核數服務所支付／應付之費用載列如下：

Nature of services	服務性質	2023 RMB'000 人民幣千元
Audit for the Year	本年度審核	1,000

提名委員會

提名委員會按照守則條文的建議訂明書面職權範圍（經不時修訂）。提名委員會現大部份由獨立非執行董事組成，共有下列四名成員：

- (i) 莫世康博士[#] (主席)
- (ii) 劉駿民博士^{*}
- (iii) 趙彥雲教授^{*}
- (iv) 張志明先生^{*}

[#] 執行董事

^{*} 獨立非執行董事

提名委員會主要職責包括下列各項：

- (1) 最少每年就董事會的架構、人數及組成（包括技能、知識及經驗方面）進行檢討，並就任何擬作出的變動向董事會提出建議以配合本公司企業策略；

(g) Board Committees (Continued)

Nomination Committee (Continued)

- (2) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (3) review the Board diversity with reference to the Board Diversity Policy (defined below);
- (4) assess the independence of independent non-executive Directors; and
- (5) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.

Nomination Policy

The NC has been delegated by the Board to review the size, structure and composition of the Board on an annual basis.

The Company has adopted below the policy for nomination of Directors (including the nomination procedures and criteria for selection and recommendation of candidates for directorship) in accordance with the Code Provisions.

Objective of the policy

NC shall nominate suitable candidates to the Board for it to consider and make recommendations to the Shareholders for election as Director(s) at general meetings or appoint as Director(s) to fill casual vacancies.

NC may, as it considers appropriate, nominate a number of candidates more than the number of the Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

(g) 董事委員會 (續)

提名委員會 (續)

- (2) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (3) 根據董事會成員多元化政策檢討董事會成員的多元化（定義見下文）；
- (4) 評估獨立非執行董事的獨立性；及
- (5) 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

提名政策

董事會已委派提名委員會每年檢討董事會之規模、架構及組成。

本公司根據守則條文採納以下董事提名政策（包括提名程序和甄選準則及董事候選人的推薦）。

政策目的

提名委員會須向董事會提名適當人選，以供董事會考慮及向股東推薦於股東大會上選任為董事，或供董事會委任為董事以填補臨時空缺。

提名委員會提名的人選數目可（按其認為適當）超過將於股東大會上委任或重新委任的董事人數，或超過需要填補的臨時空缺數目。

Corporate Governance Report

企業管治報告

(g) Board Committees (Continued)

Nomination Committee (Continued)

Selection Criteria

The factors listed below would be used as reference by the NC in assessing the suitability of a proposed candidate:

- reputation for integrity;
- accomplishment, experiences and/or knowledge in the principal business of our group, from time to time;
- commitment in respect of available time and relevant interest; and
- diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

These factors are for reference only, and not meant to be exhaustive and decisive. The NC has the discretion to nominate any person, as it considers appropriate.

Nomination Procedures

1. The secretary of the NC shall call a meeting of the NC, and invite nominations of candidates from Board members, if any, for consideration by the NC prior to its meeting. The NC may also put forward candidates who are not nominated by Board members.
2. For filling a casual vacancy, the NC shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the NC shall make nominations to the Board for its consideration and recommendation.
3. Until the issue of the circular to Shareholders, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

(g) 董事委員會 (續)

提名委員會 (續)

甄選準則

提名委員會在評估人選時將參考以下因素：

- 信譽；
- 於我們集團主要業務的不時成就、經驗及／或知識；
- 可投入的時間及代表相關界別的利益；及
- 董事會各方面的多元化，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、種族、專業經驗、技能、知識和服務任期等方面。

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可決定提名任何其認為適當的人士。

提名程序

1. 提名委員會秘書須召開提名委員會會議，並邀請董事會成員提名人選（如有）供提名委員會開會前考慮。提名委員會亦可提名未獲董事會成員提名的人選。
2. 如要填補臨時空缺，提名委員會須推薦人選供董事會考慮及批准。如要推薦候選人在股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。
3. 在直至發出股東通函前，被提名人士不可假設其已獲董事會推薦在股東大會上參選。

(g) Board Committees (Continued)

Nomination Committee (Continued)

The Company has adopted a Board diversity policy (“**Board Diversity Policy**”) and has posted it on the Company’s website (www.681hk.com), which sets out the approach to achieve diversity on the Board, the summary of which are set out below:

- (a) With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.
- (b) In designing the Board’s composition, the diversity of Board members has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.
- (c) All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The NC held one (1) meetings during the Year and up to the date of this report to, inter alia,

- (1) assess the structure, size and composition of the Board and analysis the diversity of the Board with reference to the Board Diversity Policy adopted by the Board;
- (2) evaluate the performance of the Board with reference to the Board performance report;
- (3) study the independence of each independent non-executive Director in accordance with the Listing Rules;
- (4) identify those Directors to be retired from the Board and by rotation in the AGM and then be re-elected as Director in the same meeting in accordance with the Company’s Bye-laws and the Listing Rules;

(g) 董事委員會 (續)

提名委員會 (續)

本公司已採納董事會成員多元化政策(「**董事會成員多元化政策**」)，並已把政策登載於本公司網站(www.681hk.com)。該政策為達致董事會成員多元化而制定的方案。該政策摘要如下：

- (a) 為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。
- (b) 在設定董事會成員組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。
- (c) 董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

本年度內及截至本報告日期止，提名委員會舉行一(1)次會議，以(其中包括)：

- (1) 參考董事會採納之董事會成員多元化政策，評估董事會之架構、規模及組成及分析董事會之多樣性；
- (2) 參考董事會表現報告，評估董事會之表現；
- (3) 根據上市規則審視各獨立非執行董事是否獨立；
- (4) 根據本公司及章程細則及上市規則識別須於股東週年大會上輪席退任董事會及於同一大會上膺選連任董事之董事；

Corporate Governance Report

企業管治報告

(g) Board Committees (Continued)

Nomination Committee (Continued)

- (5) propose the maximum number of Directors of the Board in the AGM; and
- (6) review the service contract(s) entered and to be entered with the Director(s), if any

The attendance records of the meetings of the NC during the Year is set in this report.

Analysis of the diversity of the Board by NC is shown by the following charts:

(g) 董事委員會（續）

提名委員會（續）

- (5) 於股東週年大會建議董事會最多董事人數；及
- (6) 審閱已及將與董事訂立之服務合約（如有）

提名委員會本年度內之會議出席記錄載於本報告內。

下列各圖表為展示由提名委員會就董事會多元化的分析：

Executive Directors 執行董事



Independent Non-executive Directors 獨立非執行董事



Age Group

年齡組別



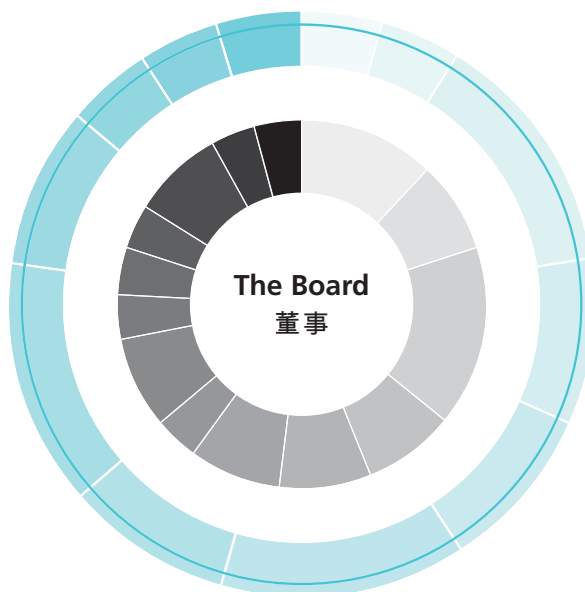
Directorship with the Company

任本公司董事年期



(g) Board Committees 董事委員會 (Continued) (續)

Nomination Committee 提名委員會 (Continued) (續)



Business Experience

商業經驗

- Accounting
會計
- Auditing
審計
- Business management
商業管理
- Compliance with the corporate governance
遵守公司治理
- Development & management of fuel gas projects
燃氣項目的開發與管理
- Development of the Group's food ingredients supply and FMCG Supply business
本集團食材供應及賣場業務發展
- Financial management
財務管理
- Financial research and analysis
財務分析及研究
- Food safety
食品安全
- Investment banking
投資銀行
- Marketing and project management
市場計劃及項目管理
- Merger and acquisition of gas enterprises
燃氣企業併購
- Securities and financial investment
證券及金融投資
- Securities brokerages
證券經紀

Academic Background and

Professional Qualification

學術背景及專業資格

- Accounting
會計
- Agricultural economics
農業經濟
- Business administration
工商管理
- Certified public accountant
註冊會計
- Chartered secretaries
註冊公司秘書
- Economics
經濟
- Legal
法律
- PhD
博士
- Professor
教授
- Statistics
統計學
- Sciences
科學
- Virtual economics & management research
虛擬經濟與管理研究

Corporate Governance Report

企業管治報告

(g) Board Committees (Continued)

Remuneration Committee

The written terms of reference (amended from time to time) of RC has been suggested under the Code Provisions. The RC currently comprises the following five members:

- (i) Mr. Cheung Chi Ming*, chairman
- (ii) Dr. Mo Shikang#
- (iii) Mr. Zhang Hesheng#
- (iv) Dr. Liu Junmin*
- (v) Prof. Zhao Yanyun*

* *independent non-executive Director*

executive Director

The RC meets at least once a year to determine the remuneration policy for the Directors and senior management. The RC has primary responsibility for making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive Directors and senior management to the Board after consultation with the Chairman and Deputy Chairman, assessed performance of the executive Directors and accessed to professional advice, at the Company's expenses, when necessary. The RC is also responsible for establishing a formal and transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates be participated in deciding his/her own remuneration, which remuneration be determined by reference to the duties and responsibilities of Directors in the Group, business performance, profitability and market conditions.

(g) 董事委員會 (續)

薪酬委員會

薪酬委員會書面職權範圍(經不時修訂)乃按照守則條文所建議訂明。薪酬委員會現由下列五名成員組成:

- (i) 張志明先生* (主席)
- (ii) 莫世康博士#
- (iii) 張和生先生#
- (iv) 劉駿民博士*
- (v) 趙彥雲教授*

* *獨立非執行董事*

執行董事

薪酬委員會最少每年舉行一次會議,以釐定董事及高級管理層之薪酬政策。薪酬委員會主要負責在諮詢主席及副主席之意見,評核執行董事表現,並於必要時徵詢專業意見(費用由本公司承擔)後,就薪酬政策及架構和執行董事及高級行政人員之薪酬組合向董事會作出建議及審批。薪酬委員會亦負責為制定薪酬政策及架構建立正式及具透明度之程序,以確保董事或其任何聯繫人並無參與決定本身薪酬。上述人士之薪酬乃經參考董事於本集團之職務及職責、業務表現、盈利能力以及市況後釐定。

(g) Board Committees (Continued)

Remuneration Committee (Continued)

The RC held one (1) meetings during the Year and up to the date of this report to, inter alia,

- (1) review the summary of remuneration package paid to each Director and senior management of the Company for the Year;
- (2) study the current remuneration package, policy and structure of all Directors (including appointment(s), resignation(s) and retirement(s) during the Year, if any);
- (3) propose remuneration packages in the coming year with reference to the duties and responsibilities of Directors, business performance and profitability of the Group and market conditions, the corporate objective and goal set by the Board with reference to salaries paid by the comparable companies to Directors;
- (4) consider the service contract(s) entered and to be entered with Director(s) and/or Director(s), if any; and
- (5) review the procedures of remuneration policy, procedures and structure for fixing the remuneration packages.

The attendance records of the meetings of the RC during the Year is set out in this report.

(g) 董事委員會 (續)

薪酬委員會 (續)

本年度內及截至本報告日期止，薪酬委員會曾舉行一(1)次會議，以(其中包括)：

- (1) 檢討向本公司各董事及高級管理層支付本年度之薪酬組合概要；
- (2) 審視全體董事(包括本年度委任、辭任及退任董事(如有))之現行薪酬組合、政策及架構；
- (3) 建議薪酬組合，當中參考董事之職務及責任、本集團業務表現及盈利能力及市場狀況、董事會訂立之公司方針及目標及可資比較公司向董事支付之薪金；
- (4) 省覽已及將與董事訂立之服務合約(如有)；及
- (5) 檢討釐定薪酬組合之薪酬政策、程序及架構)。

薪酬委員會本年度內之會議出席記錄載於本報告內。

Corporate Governance Report

企業管治報告

(h) Internal Control and Risk Management System

The Board has overall responsibility for the systems of internal control and risk management of the Group and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal control and risk management systems to safeguard the interest of Shareholders and the assets of the Group. During the Year and up to the date of this annual report, the Board, through the AC, reviewed the implementation of the systems of internal control and risk management and reviewing of financial, operational, compliance controls and risk management functions system. A review be conducted at least annually on the effectiveness of the systems of internal control and risk management. During the Year and up to the date of this annual report, we has reviewed and monitored effectiveness of our major subsidiaries in relation to corporate management, human resource, procurement and sale, inventory, finance, engineering, fixed assets, contracts and/or information system.

The Group has maintained a tailored governance structure with defined lines of responsibility and appropriate delegation of responsibility and authority to the management. The internal control and risk management systems of the Group are designed to identify and evaluate the significant risks and to minimise the risks to which the Group is exposed, and are designed to manage rather than eliminate the risks of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatements or losses.

The Group which currently engages in the businesses of the sales and distribution of fuel gas including piped gas transmission and distribution, cylinder gas supply, gas distribution, and food ingredients supply and FMCG supply in China, has established internal control and risk management systems which are designed and structured in accordance with its specific business and operation functions.

(h) 內部監控及風險管理系統

董事會對本集團內部監控系統及風險管理制度負整體責任及須檢討其成效。董事會致力實行有效及完善之內部監控系統及風險管理制度，以保障股東利益及本集團資產。截至本年度及本年報日期，董事會已透過審核委員會檢討內部監控系統及風險管理制度之實行及檢討財務、營運、合規監控及風險管理功能系統。董事會每年至少對內部監控系統及風險管理制度之成效進行一次檢討。截至本年度及本年報日期檢討了主要附屬公司有關企業管理、人力資源、採購及銷售、存貨、財務、工程、固定資產、合同及／或信息系統之成效。

本集團已制定合適之管治架構，清楚界定責任，並適當地授予管理人員責任及權力。本集團內部監控及風險管理制度之設計旨在識別及評估重大風險及本集團所面對風險減至最低，以及管理（而非消除）失敗風險以達成業務目的，並僅可對重大錯誤陳述或虧損提供合理而非絕對保證。

本集團現時於中國從事燃氣銷售及分銷包括管道燃氣輸配、罐裝燃氣供應、燃氣分銷和食材供應和賣場業務，並自設內部監控及風險管理制度，此等制度依照其專門業務及營運職能而設計及構成。

(h) Internal Control and Risk Management System (Continued)

The Board monitors the Group's business risk, operating risk management and internal controls. An internal audit team is maintained to carry out internal audit functions to ensure proper compliance with the internal control and risk management systems to identify the potential risks which may arise in the operation and financial aspects of the Group's business for implementation of appropriate measures and policies on a continuing basis. The scope of review and the audit plan of the internal audit team for the Year, which are formulated based on a risk assessment approach and focuses on areas with relatively higher perceived risks, are reviewed and approved by the AC in conjunction with the management. The internal audit team executes its functions based on a yearly plan and prepares reports for its assignments. These reports are submitted to the management, the Board and the AC for review on a regular basis.

During the Year, the Board, through the AC, has conducted a review of the effectiveness of the internal control and risk management systems and the internal audit functions of Group. The review covers all material controls, including financial reporting system, operational and compliance controls and risk management system. The Board and the AC confirmed that during the Year, there were no significant control failings or weaknesses identified which might have a material impact on the Company's financial performance or condition and the required procedures and human resources are in place to ensure adequate internal controls within the Group.

An external audit has also been conducted to carry out the internal audit functions to ensure proper compliance with the internal control system and risk management system to identify the potential risks which may arise in the operation and financial of the Group's business for implementation of appropriate measures and policies on a continuing basis. The scope of review and the audit programme of external audit firm, which are formulated based on a risk assessment approach and focuses on areas with relatively higher perceived risks, are approved by the AC at the end of the preceding financial year in conjunction with the management. The external audit firm executes their functions based on a yearly plan and prepares reports for their assignments. These reports are submitted to the management, the Board and the AC for review on a regular basis. Such reports are also circulated to the external auditor on an annual basis.

(h) 內部監控及風險管理系統 (續)

董事會監察本集團之業務風險、營運風險管理及內部監控。內部審核小組執行內部審核職能，確保妥善遵守內部監控及風險管理制度，以識別本集團業務營運及財務方面可能產生之潛在風險，以持續執行適當措施及政策。內部審核小組的審閱及審核計劃乃根據風險評估法制定及專注於比較高潛在風險之區域，內部審核小組於截至本年度之審核範疇及計劃由審核委員會連同管理層審閱及批准。內部審核小組執行根據年度計劃執行其職能及編製其報告。該等報告定期呈交予管理層、董事會及審核委員會以供審閱。

本年度，董事會已透過審核委員會檢討本集團內部監控、風險管理系統及內部審核職能之成效。該等檢討之範圍涵蓋全部重大監控，包括財務匯報制度、經營及法規規管、風險管理制度。董事會及審核委員會確認，本年度概無識別到有重大監控失誤或不足之處，而對本公司財務表現或狀況有重大影響及有關程序及人力資源已確保本集團具備足夠內部監控措施之要求。

我們亦對內部審核職能進行外部審核，確保妥善遵守內部監控制度及風險管理制度，以識別本集團業務營運及財務方面可能產生的潛在風險、以持續執行適當措施及政策。外聘審核機構的審閱範疇及審核計劃乃根據風險評估法制定及專注於比較高潛在風險的區域，且由審核委員會會同管理層於上個財政年度結束時批准，外聘審核機構根據年度計劃履行其職能及編製其任務的報告。該等報告定期呈交予管理層、董事會及審核委員會以供審閱。該等報告亦按年度基準派發予外聘核數師。

Corporate Governance Report

企業管治報告

(h) Internal Control and Risk Management System (Continued)

Procedures and Internal Controls for Handling and Dissemination of Inside Information

The Board has approved and adopted an Inside Information Policy for the Company for monitoring inside information to ensure compliance with the Listing Rules and the Securities and Futures Ordinance. The procedures and internal controls for handling and dissemination of inside information as set out in the Inside Information Policy are summarised below:

Handling of Inside Information

- (a) Inside information shall be announced as soon as reasonably practicable after it becomes known to the Board and/or is the subject of a decision by the Board in accordance with the Listing Rules. In cases where a decision by the Board is pending or in cases of incomplete negotiations, the Group shall implement the procedures set out in the Inside Information Policy to maintain the confidentiality of information. Until an announcement is made, the Directors and the management should ensure that such information is kept strictly confidential. If the confidentiality cannot be maintained, an announcement shall be made as soon as practicable.
- (b) Each department shall keep inside information on transactions confidential. If there is a leakage of inside information, they shall inform the Directors and/or the company secretary, immediately so that remedial actions, including making an inside information announcement, can be taken at the earliest opportunity.
- (c) The Group's finance department shall keep track of the Group's threshold levels for disclosure pursuant to the percentage ratios as defined in the Listing Rules, so that an announcement can be made as soon as practicable should a notifiable transaction arise.

(h) 內部監控及風險管理系統 (續)

處理及披露內幕消息之程序與內部控制

董事會已批准及採納內幕消息政策監控內幕消息，以確保遵守上市規則及證券及期貨條例。載於內幕消息政策內的處理及披露內幕消息之程序與內部控制概述如下：

處理內幕消息

- (a) 董事會在知悉及／或經決議後，將根據上市規則於合理可行的時間內盡快公布內幕消息。若有關事宜仍有待董事會作出決定或商議尚未結束，本集團將實施內幕消息政策內的程序以維持資料之保密。直至公布發出前，董事及管理層應確保該資料絕對保密。若保密不能維持，公布將在可行情況下盡快發出。
- (b) 各部門應對內幕消息的交易保密。如該資料外洩，他們應立即通知董事和／或公司秘書，以便把握最早時機，採取補救行動，包括發出內幕消息的公布。
- (c) 本集團的財務部門將根據上市規則界定之百分比率計算方法監控本集團作為披露之界線水平，因而在可行情況下盡快就須予公布的交易發出公告。

(h) Internal Control and Risk Management System (Continued)

Dissemination of Inside Information

Inside information is announced promptly through the websites of the Exchange (www.hkexnews.hk) and the Company (www.681hk.com). The electronic publication system of the Stock Exchange is the first channel of dissemination of the Group's information before any other channels.

(i) Investor Relation

The Company has committed to maintain an open and effective investor relation policy and to update investors on relevant information/developments in a timely manner, subject to relevant regulatory requirements. Briefings and meetings with institutional investors and analysts, if required, are conducted from time to time. The Company also replied the enquiries from Shareholders timely. The Directors host the AGM each year to meet the Shareholders and answer their enquiries.

The Company's website at www.681hk.com contains important corporate information, biographical details of current Directors, organisation structure, annual and interim reports with comprehensive and user-friendly information about the Group, as well as announcements and circulars issued by the Company in order to enable the Shareholders and the investor community to have timely access to updated information about the Company and the Group.

(j) Shareholders' Rights

Shareholders holding not less than one-tenth of the paid-up capital of the Company may deposit a requisition to convene a SGM and state the purpose therefore at the Company's registered office in Bermuda at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

Dividend Policy

The Directors propose the dividend, if any, in accordance with the dividend policy of the Company ("**Dividend Policy**") which essential features are summarised below:

(h) 內部監控及風險管理系統 (續)

披露內幕消息

內幕消息會及時經聯交所(www.hkexnews.hk)及本公司(www.681hk.com)之網站公布。聯交所之電子發布系統為本集團向其他渠道披露消息之優先渠道。

(i) 投資者關係

本公司致力按照有關監管規定，維持公開及有效的投資者關係政策，並適時向投資者提供最新業務資料／發展。本公司不時與機構投資者及分析員簡報及會面（如有需要），亦適時回應股東查詢。董事每年主持股東週年大會，會見股東及回應提問。

本公司之網站www.681hk.com載有本集團全面及方便瀏覽者使用之資料，包括重要企業資料、現任董事詳盡履歷、組織架構、年報及中期報告、以及本公司所刊發之公布及通函，股東及投資者能適時取得本公司及本集團之最新資料。

(j) 股東權利

持有不少於本公司繳足股本十分之一之股東，可提出要求召開股東特別大會，當中訂明大會目的，並提交至本公司百慕達註冊辦事處，地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda。

股息政策

董事根據本公司股息政策（「**股息政策**」）擬派股息（如有），該政策主要特點概述如下：

Corporate Governance Report

企業管治報告

(j) Shareholders' Rights (Continued)

Dividend Policy (Continued)

Purpose

The Dividend Policy sets out the principles and guidelines of the Company in relation to the distribution of dividend to the Shareholders.

The objective of the Dividend Policy is to reward the Shareholders by sharing a portion of profits/earning, while also ensuring that enough funds are retained for the future growth and prospects of the Company.

Factors when considering the distribution of dividend

The distribution of any dividend by the Company is subject to the discretion of the Board, which normally did/will take into account of the following factors:

- The financial results of the Company and the Group;
- Interests of the Shareholders;
- General business conditions and strategies;
- The capital requirements of the Group;
- Contractual restrictions on the payment of dividends by the Company to the Shareholders or by the subsidiaries to the Company, if any;
- Taxation considerations;
- Possible effects on our creditworthiness;
- Statutory and regulatory restrictions; and
- Any other factors the Board may deem relevant.

There is no assurance that any particular dividend amount, or any dividend at all, will be declared and paid in the future.

Provisions with regard to distribution of dividend

Any distribution of dividend for a financial year shall be subject to the approval by the Shareholders. Shareholders at a general meeting of the Company can approve any distribution of final dividend, which may not exceed the amount recommended by the Board.

All of the Shareholders have equal rights to dividend.

(j) 股東權利 (續)

股息政策 (續)

目的

本股息政策載列本公司就分派股息予股東的原則及指引。

本股息政策旨在通過分享部分溢利／盈利以獎勵股東，同時確保為本公司未來增長和前景保留足夠資金。

考慮分派股息的因素

本公司之任何股息分派須經董事會酌情決定，董事會一般考慮以下因素：

- 本公司及本集團之財務業績；
- 股東權益；
- 一般商業條件及策略；
- 本集團之資本需求；
- 本公司向股東或附屬公司向本公司派付股息的合約限制（如有）；
- 稅務考慮因素；
- 對我們的信譽可能產生之影響；
- 法定及規管限制；及
- 董事會可能視為相關之任何其他因素。

概不保證將在將來宣派及派付任何特定股息金額或任何股息。

有關分配股息的規定

財政年度派付的任何股息分派均須待股東批准。股東於本公司股東大會上可批准派發末期股息，惟不可超過董事會建議之金額。

所有股東於股息方面享有同等權利。

(j) Shareholders' Rights (Continued)

Dividend Policy (Continued)

Provisions with regard to distribution of dividend (Continued)

Dividend may be distributed in the form of cash and/in specie of Shares. Any distribution of Shares, however, must be approved by the Shareholders.

The Board may from time to time to declare the special, quarterly and/or interim dividends as appear to the Board to be justified.

Communication Policy

The Company has adopted communications policy with Shareholders and investors that provide ready, equal and timely access to understandable information about the Company, the policy is posted on the Company's website (www.681hk.com). The Board is welcome to Shareholders for their comments and/or enquiries about the Company. Shareholders may send their comments and/or enquiries to the Board by addressing them to the company secretary who ensures these enquires and/or comments to be properly directed to the Board. Shareholders who wish to put forward proposal for the Company's consideration at the general meetings can send their proposal to the company secretary.

Pursuant to Bye-laws of the Company, if a Shareholder wish to propose a person other than a retiring Director for election as a Director at a general meeting of the Company, the Shareholder should deposit a written notice of nomination which shall be given to the head office of the Company within the 7-day period commencing the day after the despatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time). The relevant procedures are posted on the Company's website (www.681hk.com).

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch registrar and transfer office, namely, Tricor Tengis Limited, whose contact details are stated in the section headed "Corporate Information" of this annual report.

(j) 股東權利 (續)

股息政策 (續)

有關分配股息的規定 (續)

股息可以現金及／或股份形式分派。然而，任何股份分派必須經股東批准。

董事會可不時向宣派其認為本公司足以支付的特別、季度及／或中期股息。

通訊政策

本公司已採納與股東及投資者通訊政策，確保可隨時取得適時、相同及易於理解之本公司資料，有關政策於本公司網站 (www.681hk.com) 刊載。董事會歡迎股東向董事會提出意見及／或查詢。股東可向董事會寄交有關意見及／或查詢，並註明收件人為公司秘書，確保該查詢及／或意見會恰當處理。股東如欲提出建議以供本公司於股東大會上考慮，則可向公司秘書寄交其建議書。

根據本公司之公司細則，如欲建議退任董事之外的人士於本公司股東大會選任董事，股東須於寄發有關會議通告翌日開始七日期間或董事不時決定及公布之該等其他期間，向本公司總辦事處提交書面提名通告。相關程序已於本公司網站 (www.681hk.com) 刊載。

股東如對名下持股有任何疑問，應向本公司之香港股份過戶登記分處卓佳登捷時有限公司提出，其聯絡詳情載於本年報「公司資料」一節。

Corporate Governance Report

企業管治報告

(k) Communications with Shareholders and Investors

The Company's AGM is one of the principal channels of communication with its Shareholders. The Board and the management are committed to the constructive use of AGM as a forum to meet with Shareholders and to hear their views and answer their enquiries about the Group and its business.

Dr. Mo Shikang, the chairman of the Board, did and would use his endeavours to attend all Shareholders' meetings. The chairman of the Board did and would arrange for the chairmen of RC, NC and AC or their alternates be available to answer enquiries at each AGM of the Company. A member of the independent Board committee of the Company also be available to answer enquiries at any general meeting of the Company, if any, to approve connected transactions or any other transactions that are subject to independent Shareholders' approval.

The Board did and would arrange auditor to attend every AGM of the Company to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

Most resolutions would be passed by way of poll at each of the general meeting of the Company. Shareholders who are unable to attend general meetings of the Company can appoint proxies to attend and vote at general meetings of the Company. The chairman of general meetings of the Company would provide explanation of the detailed procedures for conducting a poll and then would answer enquiries (if any) from the Shareholders regarding voting by way of poll. The Company would send notice of the AGM of the Company to the Shareholders at least 21 clear days before each AGM of the Company and at least 14 clear days before all other general meetings of the Company.

The Company's website (www.681hk.com) is maintained for the dissemination of the Company's announcements, press releases and other relevant financial and non-financial information on a timely basis.

The Company continues to enhance communications and relationships with its investors. Executive Director maintains dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

(k) 與股東及投資者之溝通

本公司的股東週年大會乃與股東溝通的主要渠道之一，董事會和管理層致力建構股東週年大會作為一個平臺與股東會面，聆聽股東的意見及回答諮詢有關本集團和其業務事宜。

董事會主席莫世康博士已經及會盡可能出席本公司所有股東大會。董事會主席已經及會安排薪酬委員會、提名委員會及審核委員會之主席或彼等替任代表在每屆本公司股東週年大會上回答諮詢。本公司獨立董事委員會之成員，亦會出席本公司任何批准關連交易或任何其他須經獨立股東批准交易之股東大會（如有），以回答諮詢。

董事會已經及會安排核數師出席每屆本公司股東週年大會，以回應有關核數工作、核數師報告之編製及內容、會計政策及核數師獨立性的提問。

大部份決議案將會在本公司各股東大會上以投票表決方式通過。未能出席本公司股東大會之股東，可委任代表出席本公司股東大會並於會上投票。本公司股東大會之主席會解釋進行投票表決之詳細程序，並會解答股東對投票表決之諮詢（如有）。本公司會於本公司舉行之每個股東週年大會至少21個完整日之前，向股東寄發本公司股東週年大會之通告，而本公司所有其他股東大會則於至少14個完整日之前寄發。

本公司網站(www.681hk.com)乃為適時發布本公司之公布、新聞稿及其他相關財務及非財務資訊而設立。

本公司會繼續增強其與投資者之溝通及關係。執行董事會與機構投資者及分析員保持溝通，使彼等知悉本公司之最新發展。本公司亦會適時處理投資者之查詢，並向其提供足夠之資料。

(I) Proposed Amendments to the Bye-laws

The existing Bye-laws have not been amended since 2009. The Stock Exchange has amended the Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the Listing Rules with effect from 1 January 2022 for which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring their constitutional documents to conformation.

In order to (i) bring the Bye-laws in line with the relevant requirements of the Listing Rules as well as the applicable laws of Bermuda; (ii) allow general meetings of the Company to be held in the form of a hybrid meeting or electronic meeting where the Shareholders may attend by electronic means in addition to a physical meeting where the Shareholders attend in person; and (iii) adopt house-keeping improvements and amendments in line with the aforesaid proposed amendments, the Directors got the approval from the Shareholders by way of special resolution for the amendments to the Bye-laws and the adoption of the New Bye-laws in 2023 AGM.

(I) 建議採納經修訂及重列之公司細則

現有公司細則自2009年後沒有修訂。聯交所已根據上市規則新附錄3修訂上市規則，其中包括上市發行人的組織章程細則或等效憲法文件，自2022年1月1日生效，上市發行人必須在2022年1月1日之後的第二次股東週年大會上對憲法文件進行必要的修訂，使其符合要求。

為了(i)使公司細則符合上市規則的相關規定以及百慕達的適用法律；(ii)允許公司股東大會以混合會議或電子會議的形式召開，除股東親自出席的現場會議外，股東還可以通過電子方式參加會議；(iii)根據上述建議修訂案採納內務改進和修訂，董事已於2023年股東週年大會上以特別決議案的形式獲得股東批准修訂公司細則及採納新公司細則。

Report of the Directors 董事會報告

The directors of the Company (the “**Director(s)**”) are pleased to present this report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2023 (the “**Year**”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The Group is principally engaged in the sales and distribution of fuel gas including the piped gas transmission and distribution, cylinder gas supply, gas distribution and food ingredients supply and fast moving consumer goods (“**FMCG**”) supply businesses in the People’s Republic of China (the “**PRC**” or “**China**”). Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, can be found in the “Chairman’s Statement” and the “Management Discussion and Analysis” set out in this annual report. All these sections form part of this “Report of the Directors”.

SUBSIDIARIES

The activities of its principal subsidiaries as at 31 December 2023 are set out in note 48 to the consolidated financial statements of this annual report.

RESULTS AND DIVIDEND

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income in this annual report.

The Directors do not recommend the payment of a final dividend for the Year (2022: nil).

本公司董事（「董事」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至2023年12月31日之止年度（「本年度」）報告及經審核綜合財務報表。

主要業務及業務審視

本公司為一間投資控股公司。本集團主要在中華人民共和國（「中國」）從事燃氣銷售及分銷包括管道燃氣輸配、罐裝燃氣供應、燃氣分銷以及食材供應和賣場業務。根據香港公司條例附表5所規定，有關該等業務之進一步討論及分析（包括有關本集團所面對主要風險及不明朗因素之討論以及本集團業務未來可能發展之指引）載於本年報「主席報告」及「管理層討論及分析」內，所有該等章節構成本「董事會報告」一部份。

附屬公司

主要附屬公司於2023年12月31日之業務載於本年報綜合財務報表附註48。

業績及股息

本集團本年度業績載於本年報綜合損益及其他全面收益報表。

董事不建議派發本年度之末期股息（2022年：無）。

CLOSURE OF REGISTER OF MEMBERS

FOR ATTENDANCE OF 2024 AGM

The register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024 (both dates inclusive), for the purpose of determining the shareholders of the Company (the “Shareholders”) eligibility to attend and vote at the annual general meeting of the Company to be held on Friday, 7 June 2024 (the “2024 AGM”) and during which period no transfer of the shares of the Company (the “Shares”) will be effected. In order to qualify for attendance of the 2024 AGM, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company’s branch share registrar, Tricor Tengis Limited (address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) not later than 4:30 p.m. on Monday, 3 June 2024.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the past five financial years is set out in this annual report. This summary does not form part of the consolidated financial statements of the Group in this annual report.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movement in property, plant and equipment and investment properties of the Group during the Year are set out in notes 16 and 18 to the consolidated financial statements of this annual report.

SHARE CAPITAL AND SHARE-BASED PAYMENT TRANSACTIONS

Further details of the movement in the share capital and share options of the Company, if any, during the Year are set out in notes 34 and 40 to the consolidated financial statements of this annual report respectively.

暫停辦理股份過戶登記手續

出席2024年股東週年大會

本公司將於2024年6月4日(星期二)至2024年6月7日(星期五)(首尾兩日包括在內)暫停辦理本公司股東(「股東」)登記手續,以釐定股東有權出席於2024年6月7日(星期五)舉行之股東週年大會(「2024年股東週年大會」)並於會上投票之資格,於此期間亦不會辦理本公司股份(「股份」)過戶登記手續。為符合資格出席2024年股東週年大會,股東必須於2024年6月3日(星期一)下午4時30分前,將所有過戶表格連同有關本公司股票送達本公司之股份過戶登記分處卓佳登捷時有限公司(地址:香港夏慤道16號遠東金融中心17樓)。

五年財務概要

本集團過去五個財政年度業績及資產與負債概要載於本年報。此概要不構成本年報的本集團綜合財務報表一部分。

物業、廠房及設備和 投資物業

於本年度本集團之物業、廠房及設備和投資物業之變動詳情載於本年報綜合財務報表附註16及18。

股本及以股份基礎支付 之交易

於本年度本公司之股本及購股權變動(如有)的進一步詳情,分別載於本年報綜合財務報表附註34及40。

Report of the Directors 董事會報告

EQUITY-LINKED AGREEMENT

Save as disclosed under the section of “SHARE CAPITAL AND SHARE-BASED PAYMENT TRANSACTIONS” above, no equity-linked agreement was entered into during the Year.

RESERVES

Details of the movement in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity and note 47 to the consolidated financial statements of this annual report respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company did not have any distributable reserve (2022: nil).

PARTICULARS OF BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2023 is set out in note 32 to the consolidated financial statements of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 2.23% and 10.20% of the Group's total revenue for the Year, respectively.

For the Year, the aggregate purchase attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 13.34% and 44.37% of the Group's total purchase for the Year, respectively.

None of the Directors, their respective associates or, so far as the Directors are aware, any Shareholder who owns more than 5% of the issued share capital of the Company has any interest in any of the said top five customers and/or suppliers of the Group for the Year.

股票掛鈎協議

除於上述一節「股本及以股份基礎支付之交易」內披露外，本年度內並無訂立任何與股票掛鈎協議。

儲備

於本年度本集團及本公司之儲備變動詳情，分別載於本年報的綜合權益變動表及綜合財務報表附註47內。

可供分派儲備

於2023年12月31日，本公司概無可供分派儲備（2022年：無）。

銀行借貸之詳情

本集團於2023年12月31日之銀行借貸之詳情載於本年報綜合財務報表附註32。

主要客戶及供應商

本年度，本集團最大客戶及五大客戶之銷售總額佔本集團於本年度之收入總額分別為2.23%及10.20%。

本年度，本集團最大供應商及五大供應商之採購總額佔本集團於本年度之採購總額分別為13.34%及44.37%。

概無董事、彼等有關之聯繫人士，或就董事所知，概無任何擁有本公司已發行股本超過5%之股東於本年度擁有任何上述本集團五大客戶及／或供應商之任何權益。

DIRECTORS

The Directors who held office during the Year and up to the date of this annual report were:

Executive Directors:

Dr. Mo Shikang (*Chairman*)
Mr. Zhang Hesheng (*Deputy Chairman*)
Mr. Fan Fangyi (*Managing Director*)
Miss Mo Yunbi
Ms. Li Fun Replen

Independent Non-Executive Directors:

Dr. Liu Junmin
Prof. Zhao Yanyun
Mr. Cheung Chi Ming

Board Committees

As at the date of this annual report, the composition of the board committees of the Company is set out in the section headed "Corporate Information" of this annual report.

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of all the current Directors are set out in this annual report.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Bye-laws of the Company, the Directors shall be indemnified against all losses and liabilities which they may incur in connection with their duties. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Company.

DIRECTORS' SERVICE CONTRACT AND ROTATION

Each of the independent non-executive Directors, Miss Mo Yunbi and Ms. Li Fun Replen, being executive Directors, have entered into service contracts with the Company without specific period, all Directors are subject to retirement by rotation from the Board and then re-election in the annual general meeting of the Company in accordance with the Company's Bye-laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

董事

於本年度內及截至本年報日期之在任董事如下：

執行董事：

莫世康博士（主席）
張和生先生（副主席）
范方義先生（董事總經理）
莫雲碧小姐
李歡女士

獨立非執行董事：

劉駿民博士
趙彥雲教授
張志明先生

董事委員會

於本年報日期，本公司董事委員會的組成載於本年報之「公司資料」一節內。

董事之履歷詳情

所有現任董事之履歷詳情載於本年報。

獲准許的彌償條文

根據本公司之公司細則，董事就履行其職務而引致任何損失或責任，均有權獲得賠償。本公司已為本公司董事及高級職員安排恰當的董事及高級職員責任保險。

董事服務合約及輪席

每位獨立非執董事、執行董事莫雲碧小姐及李歡女士已與本公司訂立無特定年期的服務合約，所有董事須根據本公司之公司細則及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）規定輪席退任董事會及於本公司股東週年大會膺選連任。

Report of the Directors 董事會報告

DIRECTORS' SERVICE CONTRACT AND ROTATION (Continued)

In accordance with Bye-law of the Company and pursuant to the Code on Corporate Governance Code annexed as Appendix C1 to the Listing Rules, Dr. Mo Shikang and Mr. Zhang Hesheng, being executive Directors, and Dr. Liu Junmin, being independent non-executive Director, shall retire from the Board by rotation at the conclusion of 2024 AGM but they, being eligible, offer themselves for re-election at the 2024 AGM.

There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any Director proposed for re-election (Dr. Mo Shikang, Mr. Zhang Hesheng and Dr. Liu Junmin) at the 2024 AGM.

DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS EMOLUMENT

Details of Directors' emoluments on a named basis and five highest paid individuals (five of them are Directors) are set out in note 11 to the consolidated financial statements of this annual report.

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive Director, namely, Dr. Liu Junmin, Prof. Zhao Yanyun and Mr. Cheung Chi Ming, of their independence for the Year pursuant to the rule 3.13 of the Listing Rules and both the Board and the Nomination Committee considered all independent non-executive Directors are independent.

董事服務合約及輪席 (續)

根據本公司之公司細則及根據上市規則附錄C1所載的《企業管治守則》規定，執行董事莫世康博士及張和生先生和獨立非執行董事劉駿民博士將於2024年股東週年大會結束時輪席退任董事會，惟彼等符合資格並願意於2024年股東週年大會上膺選連任。

本公司並無與擬於2024年股東週年大會膺選連任之董事（莫世康博士、張和生先生及劉駿民博士）訂立於一年內不作賠償（法定賠償除外）而不能終止之服務合約。

董事酬金及五名最高薪人士

以記名方式之董事酬金及五名最高薪人士（其中五名為董事）詳情載於本年報綜合財務報表附註11。

獨立非執行董事之年度確認

本公司已收到各獨立非執行董事（即劉駿民博士、趙彥雲教授及張志明先生）根據上市規則第3.13條本年度之書面獨立性確認書。董事會及提名委員會均認為所有獨立非執行董事均為獨立人士。

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 December 2023, the interests of the Directors in the shares, underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") were as follows:

Long position in the shares of the Company 本公司股份中之好倉

董事於股份、相關股份及債券中之權益

於2023年12月31日，根據證券及期貨條例第352條本公司須予存置之登記冊所記錄，或根據「上市發行人董事進行證券交易的標準守則」（「標準守則」）須知會本公司及聯交所，有關董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券條例」）第XV部）（「相聯法團」）之股份、相關股份及／或債券中之權益如下：

Names of Director	董事姓名	Number of ordinary Shares held 持有普通股股份數目			Total 總數	Approximate percentage of the issued ordinary Share capital* 所佔已發行普通股份概約百分比*
		Personal interests ¹ 個人權益 ¹	Family interests 家族權益	Corporate interests ² 公司權益 ²		
Dr. Mo Shikang ("Dr. Mo")	莫世康博士 （「莫博士」）	-	-	2,497,782,762 1,135,000,000	3,632,782,762	40.66
Miss Mo Yunbi ("Miss Mo")	莫雲碧小姐 （「莫小姐」）	-	-	2,497,782,762 1,135,000,000	3,632,782,762	40.66
Mr. Zhang Hesheng	張和生先生	338,271,282	-	-	338,271,282	3.79
Mr. Fan Fangyi	范方義先生	22,000,000	-	-	22,000,000	0.25
Dr. Liu Junmin	劉駿民博士	5,000,000	-	-	5,000,000	0.06
Prof. Zhao Yanyun	趙彥雲教授	5,000,000	-	-	5,000,000	0.06

Report of the Directors 董事會報告

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

(Continued)

Notes:

1. This represents interests held by the relevant Directors as beneficial owner.
 2. Civios Group Limited (“**Civios Group**”) is the ultimate holding company of the Company, which was legal and beneficially owned 70% by Dr. Mo and 30% by Miss Mo. Civios Group legally held the entire issued share capital of Renown City Holdings Limited (“**Renown City**”), whereas the entire issued share capital of Lofty Key Limited (“**Lofty Key**”) and Ping Da Development Limited (“**Ping Da**”) were both legally held by Renown City. Lofty Key and Ping Da legally held 2,497,782,762 Shares and 1,135,000,000 Shares, respectively. Therefore, Dr. Mo and Miss Mo are deemed to be interested in the Shares in which Lofty Key and Ping Da are interested under the SFO.
- * The percentage has been adjusted, if any, based on the total number of ordinary shares of the Company in issue as at 31 December 2023 (i.e. 8,934,561,203 Shares).

Save as disclosed above and under section headed “DIRECTORS’ RIGHTS TO ACQUIRE SHARES AND DEBENTURES” below, as at 31 December 2023, none of the Directors nor their associates had any other interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its Associated Corporations which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份、相關股份及 債券中之權益 (續)

附註：

1. 此代表由相關董事作為實益擁有人持有的權益。
 2. 本公司之最終控股公司為犀埜集團有限公司(「犀埜集團」)，犀埜集團則由莫博士及莫小姐分別合法及實益持有70%及30%。犀埜集團合法持有城譽控股有限公司(「城譽」)全部已發行股份，而崇鍵有限公司(「崇鍵」)和平達發展有限公司(「平達」)全部已發行股份均合法由城譽持有。崇鍵和平達分別合法持有2,497,782,762股股份及1,135,000,000股股份。故此，莫博士及莫小姐根據證券及期貨條例被視作於崇鍵和平達擁有權益之股份中擁有權益。
- * 百分比已經根據本公司於2023年12月31日已發行普通股份總數(即8,934,561,203股股份)作出調整(如有)。

除以上披露者及下文「董事購買股份及債券之權利」一節所披露者外，於2023年12月31日，根據證券及期貨條例第352條本公司須予存置之登記冊所記錄，或根據標準守則須知會本公司及聯交所，概無董事或其聯繫人於本公司或其任何相關法團之股份、相關股份及／或債券中擁有任何權益或淡倉。

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the section headed "CONNECTED TRANSACTIONS" in this report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director or any entities connected with a Director had a material interest, whether directly or indirectly, subsisted as at the end of the Year or at any time during the Year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

At no time during the Year was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the Directors, their spouse and children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board adopted the Model Code, amended from time to time. All Directors have confirmed their compliance with the required standard set out in the Model Code during the Year. Employees, who are likely to be in possession of unpublished inside information of the Company, have been requested to comply with provisions of Model Code.

董事於交易，安排或合約中之重大權益

除於本報告「關連交易」一節所披露者外，本公司、其任何附屬公司、其同系附屬公司或其控股公司概無訂立與本集團有關的業務的任何重大交易、安排或合約為本公司董事或與董事有關連的任何實體（不論直接或間接地）擁有重大權益，且於本年度末或本年度內任何時間仍然有效。

董事購買股份及債券之權利

於本年度任何時間，本公司、其附屬公司、其同系附屬公司或其控股公司並無訂立任何安排，致使董事、彼等配偶及其18歲以下之子女可藉購入本公司或任何其他法團之股份或債券而獲益。

董事進行證券交易之守則

董事會採納標準守則（經不時修訂）。全部董事已確認本年度遵守標準守則規定之準則。可能擁有本公司未公布的內幕消息的僱員均須遵守標準守則的條文。

Report of the Directors 董事會報告

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 December 2023, the interests of those persons (other than the Directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long position in the shares of the Company

本公司股份中之好倉

本公司股本中之主要權益

於2023年12月31日，根據證券及期貨條例第336條本公司須予存置之登記冊內所記錄，該等人士（除董事外）擁有本公司股份之權益如下：

Name of Shareholder 股東名稱	Capacity 身份	Nature of interest 權益性質	Number of ordinary Shares held 持有普通股份數目	Approximate percentage (%) of the issued ordinary share capital* 所佔已發行普通股份概約百分比(%)*
Lofty Key 崇鍵	Beneficial owner 實益擁有人	Corporate 公司	2,497,782,762 ¹	27.96
Ping Da 平達	Beneficial owner 實益擁有人	Corporate 公司	1,135,000,000 ²	12.70
Renown City 城譽	Interested in controlled corporation 受控制公司之權益 Lofty Key 崇鍵 Ping Da 平達	Corporate 公司	2,497,782,762 ¹ 1,135,000,000 ²	40.66
Civios Group 犀堃集團	Interested in controlled corporation 受控制公司之權益 Lofty Key 崇鍵 Ping Da 平達	Corporate 公司	2,497,782,762 ¹ 1,135,000,000 ²	40.66

Notes:

- The entire issued share capital of Lofty Key was held by Renown City, whereas the entire issued share capital of Renown City was held by Civios Group, Civios Group was legal and beneficially owned 70% by Dr. Mo and 30% by Miss Mo, respectively. Accordingly, Renown City, Civios Group, Dr. Mo and Miss Mo are deemed to be interested in the Shares in which Lofty Key is interested under the SFO.

附註：

- 崇鍵全部已發行股由城譽持有，而城譽全部已發行股本由犀堃集團持有，犀堃集團則由莫博士及莫小姐分別持有70%及30%。故此，城譽、犀堃集團、莫博士及莫小姐根據證券及期貨條例被視作於崇鍵擁有權益之股份中擁有權益。

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY (Continued)

Notes: (Continued)

2. The entire issued share capital of Ping Da was held by Renown City, whereas the entire issued share capital of Renown City was held by Civios Group, Civios Group was legal and beneficially owned 70% by Dr. Mo and 30% by Miss Mo, respectively. Accordingly, Renown City, Civios Group, Dr. Mo and Miss Mo are deemed to be interested in the Shares in which Ping Da is interested under the SFO.

* The percentage has been adjusted (if any) based on the total number of Shares in issue as at 31 December 2023 (i.e. 8,934,561,203 Shares).

Save as disclosed above, as at 31 December 2023, the Company had not been notified of any interests and short positions in the shares and/or underlying shares of the Company any of its Associated Corporations, which had been recorded in the register required to be kept under section 336 of the SFO.

COMPETITION AND CONFLICTS

During the Year, none of the Directors or substantial Shareholders or any of their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

PUBLIC FLOAT

Based on the information that is publicly available to the Company, during the Year and up to the date of this annual report and within the knowledge of the Directors, there was sufficiency of public float of the Company's securities as required under the Listing Rules.

PRE-EMPTIVE RIGHTS

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

本公司股本中之主要權益 (續)

附註：(續)

2. 平達全部已發行股由城譽持有，而城譽全部已發行股本由犀堃集團持有，犀堃集團則由莫博士及莫小姐分別持有70%及30%。故此，城譽、犀堃集團、莫博士及莫小姐根據證券及期貨條例被視作於平達擁有權益之股份中擁有權益。

* 百分比已經根據於2023年12月31日已發行股份總數（即8,934,561,203股股份）作出調整（如有）。

除以上披露者外，於2023年12月31日，根據證券及期貨條例第336條須予置存之登記冊內所記錄，本公司並無獲悉本公司或其任何相關法團之股份及／或相關股份中之任何權益及淡倉記錄。

競爭與利益衝突

於本年度內，概無任何董事或主要股東或任何彼等之緊密聯繫人士參與任何與本集團業務直接或間接構成競爭或可能構成競爭之業務，或與本集團有任何其他利益衝突。

公眾持股量

於本年度內及截至於本年報日期根據公開所獲得之資料及據董事所知，本公司已按上市規則之規定維持足夠公眾持股量。

優先購買權

本公司之公司細則或百慕達法律並無有關優先購買權之規定，而令本公司必須首先按比例向現有股東發售新股份。

Report of the Directors

董事會報告

SHARE OPTION

Shareholders approved a resolution of adoption of a new share option scheme (the “**Share Option Scheme**”) in the annual general meeting of the Company held on 9 September 2016.

During the Year and up to the date of this annual report, nil share option was outstanding, granted, exercised, lapsed and/or cancelled under the Share Option Scheme.

The following is a summary of the principal terms of the Share Option Scheme:

Purpose	Provide incentives to the eligible persons to contribute to the Group, to enable the Group to recruit and retain quality employees to serve the Group on a long-term basis and to attract human resources that are valuable to the Group.
Participants	Eligible person include any executive, employee (whether full-time or part-time), Director (including independent non-executive Director), consultant, adviser, partner, joint-venture partner, service provider, customer and/or agent of the Company or any of its subsidiary or any person, who in the absolute discretion of the Board, has contributed or may contribute to the Group at the time when an option is granted to such person.
Price of Shares	Determined by the Board and shall at least be the highest of: (a) the nominal value of the Share; (b) the closing price of the Share as stated in the Stock Exchange’s daily quotations sheet on the date of offer, which must be a trading day; and (c) the average closing price of the Share as stated in the Stock Exchange’s daily quotations sheet for the five business days immediately preceding the date of offer.

購股權

股東已於2016年9月9日舉行之股東週年大會批准採納一項新購股權計劃（「**購股權計劃**」）。

於本年度及截至本年報日期，並無根據購股權計劃授出、行使、失效及／或被取消之購股權及並無購股權尚未行使。

下文概述購股權計劃之主要條款：

目的	鼓勵合資格人士為本集團作出貢獻、幫助本集團招聘及挽留優秀僱員以長期服務本集團和吸引對本集團有價值之人力資源。
參與者	合資格人士包括當向該名人士授出購股權時其為本公司或其任何附屬公司之任何行政人員、僱員（不論是全職或兼職）、董事（包括獨立非執行董事）、顧問、諮詢人、合夥人、合資企業伙伴、服務供應商、客戶及／或代理或董事會全權酌情處理，為該名人士獲授權購股權當時曾經對本集團作出貢獻或可能對本集團作出貢獻之任何人士。
股份價格	由董事會釐定，惟不得低於下列之較高者： (a) 股份之面值； (b) 授出購股權之日（須為交易日）聯交所每日報價表所報股份之收市價；及 (c) 緊隨授出購股權之日前五個營業日聯交所每日報價表所報股份之平均收市價。

SHARE OPTION (Continued)

Total number of Shares available for issue and the percentage of the issued share capital that it represents as at the date of this annual report	694,495,413 Shares, being approximately 7.77% of the issued share capital of the Company.
Maximum entitlement of each participant	Not exceed 1% of the Shares in issue in any 12-month period.
Period within which the securities must be taken up under the option	Subject to the discretion by the Board.
Minimum period for which an option must be held before it can be exercised	Not applicable.
Amount payable on acceptance	No amount is payable on acceptance of an offer.
Period within which calls/loans must be made/repaid	Not applicable.
Remaining life of the scheme	The scheme will be valid and effective until 8 September 2026, after which no further options will be granted, but in all other respects the provisions of this scheme shall remain in full force and effect in respect of any option granted prior to the termination of this scheme and any such option shall continue to be exercisable in accordance with their terms of issue.

購股權 (續)

於本年報日期可供發行之股份總數及其佔已發行股本百分比	694,495,413股股份，佔本公司已發行股本約7.77%。
每名參與者可獲發股份之上限	於任何12個月內不得超過已發行股份之1%。
根據購股權認購證券之期限	由董事會酌情釐定。
行使購股權前須持有之最短期限	不適用。
接納時應付之金額	接納購股權毋須支付金額。
徵收款項／償還貸款之期限	不適用。
計劃之剩餘年期	此計劃直至2026年9月8日生效及有效，該日後將不會授出額外之購股權，惟就此計劃終止前已授出之任何購股權而言，此計劃所有其他條文將仍全面生效及有效，而該等購股權將可根據彼等授出之條款予以行使。

Report of the Directors

董事會報告

PENSION SCHEMES

The pension schemes of the Group are primary in form of contributions to Hong Kong's Mandatory Provident Fund Scheme and the PRC statutory public welfare fund respectively. Details of which are set out in note 41 to the consolidated financial statements of this annual report.

CONNECTED TRANSACTIONS

Continuing connected transactions during the Year

1. On 30 December 2022, Xi'an Civigas Co., Ltd. ("**Xi'an Civigas**") entered into a natural gas supply agreement ("**2023 Natural Gas Supply Agreement**") with Shaanxi Provincial Natural Gas Co., Ltd. ("**Shaanxi Natural Gas**") to renew the continuing connected transactions, pursuant to which Shaanxi Natural Gas has agreed to supply and Xi'an Civigas has agreed to purchase nature gas for a term of three months commencing from 1 January 2023 to 31 March 2023. The quarter caps amount for the transactions under the 2023 Natural Gas Supply Agreement for the three months ended 31 March 2023 be RMB79,371,000, For the period from 1 January 2023 to 31 March 2023, the aggregate transactions amount was within the abovementioned quarter caps amount, details of which may refer to the announcement of Company dated 30 December 2022.
2. On 31 March 2023, Xi'an Civigas entered into a natural gas supply agreement ("**2023-2025 Natural Gas Supply Agreement**") with Shaanxi Provincial Natural Gas to renew the continuing connected transactions under the 2023 Natural Gas Supply Agreement, pursuant to which Shaanxi Natural Gas has agreed to supply and Xi'an Civigas has agreed to purchase nature gas for a term of two years and nine months commencing from 1 April 2023 to 31 December 2025. The period/annual caps amount for the transactions under the 2023-2025 Natural Gas Supply Agreement for the nine months ended 31 December 2023, and each of the two years ending 31 December 2024 and 31 December 2025 be RMB112,790,000, RMB206,174,000 and RMB227,572,000 respectively. For the period from 1 April 2023 to 31 December 2023, the aggregate transactions amount was within the abovementioned period caps amount, details of which may refer to the announcement of Company dated 31 March 2023.

退休金計劃

本集團之退休金計劃主要供款形式分別為香港強制性公積金計劃及中國法定公益金供款計劃。詳情載於本年報綜合財務報表附註41。

關連交易

於本年度內之持續關連交易

1. 於2022年12月30日，西安中民燃氣有限公司（「**西安中民**」）與陝西省天然氣股份有限公司（「**陝西天然氣**」）訂立天然氣購銷合同（「**2023年天然氣購銷合同**」）重續持續關連交易，據此，陝西天然氣同意提供而西安中民同意採購天然氣，由2023年1月1日至2023年3月31日止三個月。根據2023年天然氣購銷合同，截至2023年3月31日止三個月季度上限為人民幣79,371,000元，由2023年1月1日截至2023年3月31日止期間的交易總額在上述季度上限金額之內，詳情已於本公司日期為2022年12月30日公布內披露。
2. 於2023年3月31日，西安中民與陝西省天然氣訂立天然氣購銷合同（「**2023-2025年天然氣購銷合同**」）重續2023年天然氣購銷合同項下之持續關連交易，據此，陝西天然氣同意提供而西安中民同意採購天然氣，年期由2023年4月1日至2025年12月31日止兩年零九個月。根據2023-2025年天然氣購銷合同，截至2023年12月31日、2024年12月31日及2025年12月31日止兩年零九個月各交易的期間／年度上限金額分別為人民幣112,790,000元、人民幣206,174,000元及人民幣227,572,000元。由2023年4月1日截至2023年12月31日止期間的交易總額在上述期間上限金額之內，詳情已於本公司日期為2023年3月31日公布內披露。

CONNECTED TRANSACTIONS (Continued)

Continuing connected transactions during the Year (Continued)

Shaanxi Natural Gas is a shareholder of Xi'an Civigas (being a 51% owned subsidiary of the Group) holding 40% equity interests in Xi'an Civigas, by virtue of its interests in Xi'an Civigas, is regarded as a connected person of the Company pursuant to chapter 14A of the Listing Rules. Shaanxi Natural Gas is principally engaged in the distribution and pipeline transportation of natural gas, the sale of city gas, as well as the operation of gasification projects. It is one of the leading natural gas providers in Shaanxi Province, China. Through the purchase of natural gas from Shaanxi Natural Gas under 2023 Natural Gas Supply Agreement and 2023-2025 Natural Gas Supply Agreement, it can stable the supply in the region Xi'an Civigas serve.

In view of the highest applicable percentage ratio of the respective transactions under the 2023 Natural Gas Supply Agreement and 2023-2025 Natural Gas Supply Agreement (collectively as “**CCT Agreements**”) and their respective annual cap amounts under the CCT Agreements be more than 5% as set out under Chapter 14A of the Listing Rules, the respective transactions under the respective CCT Agreements were:

- (i) between the Group and a connected person at the subsidiary level,
- (ii) on normal commercial terms or better, and
- (iii) approved by the Board and confirmed by the independent non-executive Directors,

that are therefore exempted from the circular (including independent financial advice) and Shareholders' approval requirements under Rule 14A.101(1) and (2) of the Listing Rules, but are subject to annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

關連交易 (續)

於本年度內之持續關連交易 (續)

陝西天然氣為西安中民(本集團持有其51%權益)的一位股東,持有其40%股本權益,陝西天然氣因於西安中民之權益而根據上市規則第14A章項被視為本公司之關連人士。陝西天然氣主要從事分銷及管道輸送天然氣,城市燃氣銷售和營運氣化項目。彼為中國陝西省一間具領導地位之天然氣供應商。根據2023年天然氣購銷合同和2023-2025年天然氣購銷合同向陝西天然氣採購天然氣可穩定西安中民服務地區的供應。

鑑於2023年天然氣購銷合同和2023-2025年天然氣購銷合同(統稱「該等持續關連交易協議」)及其項下擬進行個別交易及年度上限金額的最高適用百分比率高於上市規則第14A章所載的5%,但因該等持續關連交易協議項下的個別交易符合上市規則第14A規定,交易為:

- (i) 屬於本集團與附屬公司層面的關連人士,
- (ii) 按一般商業條款或更佳條款進行,及
- (iii) 經董事會批准交易及經獨立非執行董事確認,

該等交易只須符合上市規則第14A.101(1)及(2)項下年度審閱以及各項披露規定,遵守通函(包括獨立財務意見)及股東批准的規定可獲豁免。

Report of the Directors

董事會報告

CONNECTED TRANSACTIONS (Continued)

Continuing connected transactions during the Year (Continued)

Pursuant to rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed upon procedures 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 unqualified letter containing their findings and conclusions in respect of the continuing connected transactions under the CCT Agreements as disclosed by the Group in the annual report in accordance with Rule 14A.56 of the Listing Rules.

Pursuant to rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions under the CCT Agreements and confirmed that these transactions entered into by the Group were:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the respective agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

Save as disclosed herein, there were no transactions which need to be disclosed as connected transaction in accordance with the requirements of the Listing Rules.

關連交易 (續)

於本年度內之持續關連交易 (續)

根據上市規則第14A.56條，董事會已委聘本公司核數師根據香港會計師公會頒布之香港核證工作準則第3000號(已修訂)「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號(已修訂)「關於香港上市規則所述持續關連交易之核數師函件」履行若干協定程序。

本公司核數師已根據上市規則第14A.56條就該等持續關連交易協議項下的持續關連交易發出無保留函件，當中載列核數師對有關本集團在年報披露之持續關連交易之發現及結論。

獨立非執行董事已根據上市規則第14A.55條審閱該等持續關連交易協議項下的持續關連交易，並確認本集團所訂立之該等交易為：

- (a) 於本集團的日常業務中訂立；
- (b) 按照一般商業條款或更佳條款進行；及
- (c) 根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

除本文所披露者外，概無交易須按照上市規則之規定披露為關連交易。

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken in the normal course of business are set out in note 42 to the consolidated financial statements of this annual report. In relation to those related party transactions that also constituted connected transactions under the Listing Rules, they are in compliance with applicable requirements under the Listing Rules and are reported in this annual report in accordance with the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole and any substantial part of the business of the Company were entered into or existed during the Year.

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

Throughout the Year and up to the date of the annual report of the Company for the year ended 31 December 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Board reviews and monitors the Group's policies and practices on compliance with legal and regulatory requirements in a regular basis. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

During the Year, to the best of the Company's knowledge, the Company has complied with the requirements under memorandum of association and Bye-laws of the Company, the Listing Rules, the SFO, the Companies Act 1981 Bermuda and other laws applicable to the Company. Details of the Company's compliance with the code provisions set out in the Corporate Governance Code contained in the Listing Rules are provided in the Corporate Governance Report of this annual report.

與有關連人士之交易

於一般業務過程中進行關連人士交易的詳情載於本年報綜合財務報表附註42，而有關根據上市規則構成關連交易的各項關連人士交易，該等交易均據此遵守上市規則的適用規定及已根據上市規則之規定於本年報中披露。

管理合約

本年度內概無訂立或存在任何關於本公司業務全部或任何重要部分之管理及行政合約。

購買、出售或贖回本公司之上市證券股份

於本年度及截至本公司截至2023年12月31日止年度之年報日期，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

遵守法律及法規

本集團現有的合規程序能夠確保本集團遵守適用的、尤其是對本集團有重大影響的法律、法規以及規則。為了遵守相關法律和法規要求，董事會定期檢討並監察本集團採取的合規性政策和措施。相關的僱員和運營單位亦會不時留意適用的法律、法規和規則發生的任何變動。

於本年度，盡本公司所知，本公司已遵守本公司組織章程細則及公司細則，上市規則、證券條例及百慕達一九八一年公司法及其他適用於本公司的法律。有關本公司遵守上市規則《企業管治守則》中守則條文的情況已載於本年報「企業管治報告」內。



Report of the Directors 董事會報告

AUDITOR

With the recommendation of the Audit Committee, Fan, Chan & Co., Limited being the auditor of the Company, will retire and being eligible, offers itself for re-appointment in the 2024 AGM.

On behalf of the Board

Mr. Fan Fangyi

Managing and Executive Director

Beijing, 28 March 2024

核數師

根據審核委員會的建議，本公司核數師范陳會計師行有限公司將於2024年股東週年大會任滿告退，惟符合資格並願意接受續聘。

承董事會命

范方義先生

董事總經理兼執行董事

北京，2024年3月28日

Independent Auditor's Report

獨立核數師報告



范陳會計師行有限公司
Fan, Chan & Co. Limited

To the Shareholders of
Chinese People Holdings Company Limited
(incorporated in Bermuda with limited liability)

Rooms 1007-1012 香港
10/F., K. Wah Centre 北角
191 Java Road 渣華道191號
North Point 嘉華國際中心
Hong Kong 10樓1007-1012室
致股東
中民控股有限公司
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Chinese People Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 80 to 231, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, 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.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("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 ("HKSA") 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"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

本核數師已審核中民控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第80頁至第231頁的綜合財務報表,當中包括於2023年12月31日的綜合財務狀況報表、截至該日止年度的綜合損益及其他全面收益報表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註,包括重大會計政策資料。

我們認為,該等綜合財務報表已根據由香港會計師公會頒布的《香港財務報告準則》真實而公平地反映了貴集團於2023年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, as of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter.

Key audit matter 關鍵審計事項

Impairment of property, plant and equipment and right-of-use assets ("ROU assets")
Refer to notes 16 and 17 to the consolidated financial statements
物業、廠房及設備及使用權資產減值
就綜合財務報表附註16及17之提述

We identified impairment of property, plant and equipment and ROU assets as a key audit matter because the carrying amount of property, plant and equipment and ROU were significant and the estimation of their recoverable amounts involve exercise of significant management judgement. As at 31 December 2023, the net book value of the property, plant and equipment and properties under ROU assets before recognition of impairment loss for the year then ended amounted to RMB990,899,000 and RMB99,942,000 respectively.

我們已將物業、廠房及設備以及使用權資產減值確認為一項主要審計事項，因物業、廠房及裝置以及使用權之賬面值均屬重大，而其可收回金額的估計涉及管理層作出重大判斷。於2023年12月31日，確認截至該日止年度減值虧損前使用權資產項下的物業、廠房及設備以及物業之淨賬面值分別為人民幣990,899,000元及人民幣99,942,000元。

Management performed assessment at the end of each reporting period to determine whether there is any indication that property, plant and equipment and ROU assets may be impaired. Should indication of impairment exist, an impairment assessment will be performed accordingly.

管理層於各報告期末進行評估以釐定物業、廠房及設備以及使用權資產有否出現減值跡象。倘存在減值跡象，則會進行相應減值評估。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該事項提供單獨的意見。

How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our audit procedures in relation to the management's impairment assessment of property, plant and equipment and ROU assets of Group's subsidiaries included:

我們有關管理層所進行 貴集團附屬公司物業、廠房及設備以及使用權資產的減值評估的審計程序包括：

- assessing and challenging the Group's impairment assessment models. This included challenging management's identification of impairment indicators, as well as considering whether the discounted cash flow forecasts of the cash generating units ("CGUs") supported the carrying values of the CGUs and the relevant non-current assets belonging to the CGUs. We also considered whether the Group's impairment assessment indicated that a reversal of a past impairment provision was required;
- 評估及質疑 貴集團的減值評估模式。此舉包括質疑管理層識別減值指標，以及考慮現金產生單位之已貼現現金流量預測是否支持現金產生單位以及屬於現金產生單位之相關非流動資產之賬面值。我們亦考慮 貴集團的減值評估是否表明需要撥回過往減值撥備；
- comparing the most significant inputs used in the discounted cash flow forecasts, including future revenue, margins, staff costs and rental and other lease related expenses, with the historical performance of these CGUs, management's forecasts and new operating lease terms;
- 將貼現現金流量預測中所用的最重要輸入數據（包括未來收益、利潤、員工成本以及租賃及其他租賃相關開支）與該等現金產生單位的歷史表現、管理層預測及新經營租賃條款進行比較；

KEY AUDIT MATTER (Continued)

Key audit matter 關鍵審計事項

Impairment of property, plant and equipment and right-of-use assets ("ROU assets") (Continued)
物業、廠房及設備及使用權資產減值 (續)

As at 31 December 2023, there existed indications that the property, plant and equipment and ROU assets might be impaired. Management has conducted an assessment of impairment for these property, plant and equipment and ROU assets to determine whether the carrying amounts of the assets were higher than their recoverable amounts. The recoverable amount is determined based on the higher of the value in use and fair value less costs of disposal.

於2023年12月31日，有跡象顯示物業、廠房及設備以及使用權資產可能出現減值。管理層已對物業、廠房及設備以及使用權資產減值進行評估，以釐定資產賬面值是否高於可收回金額。可收回金額乃基於使用價值與公允值減出售成本兩者中的較高者釐定。

The value in uses of the CGUs to which these assets belong were calculated from cash flow projections by using data from the Group's internal forecasts and as such relies upon management assumptions, such as the estimates of future performance, corporate expense allocation and the discount rate.

該等資產所屬現金產生單位之使用價值的計算乃根據採用貴集團內部預測數據所作的現金流量預測，該等預測依賴於管理層的假設，如未來表現估計、企業開支分配以及貼現率。

The estimation of future operating performance is dependent on, amongst others, the industry landscape, overall economic environment and the competitors in local markets. Management assesses, on a yearly basis, whether there are events indicating a potential impairment of the non-current assets.

未來經營表現的估計取決於（其中包括）行業格局、整體經濟環境及本地市場的競爭對手。管理層每年評估是否存在表明非流動資產可能出現減值的事項。

Based on the assessment, management is of the view that an impairment loss of RMB63,755,000 and RMB1,640,000 should be recognised for property, plant and equipment and ROU assets, respectively, for the year.

基於該等評估，管理層認為本年度就物業、廠房及設備以及使用權資產應分別確認人民幣63,755,000元及人民幣1,640,000元的減值虧損。

關鍵審計事項 (續)

How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

- evaluating the discount rates adopted in the cash flow forecasts by benchmarking against those of other similar operations;
- 透過參照其他類似業務的貼現率評估在現金流量預測過程中所應用的貼現率；
- performing a sensitivity analysis of both discount rates and cash flows and considering the resulting impact on the impairment charge and whether there were any indicators of management bias; and
- 進行貼現率及現金流量的敏感度分析及考慮減值費用所產生的影響及是否存在任何管理層偏見的跡象；及
- considering the Group's disclosures in the consolidated financial statements in respect of impairment testing of property, plant and equipment and ROU assets, including the key assumptions and sensitivities to changes in such assumptions, with reference to the requirements of the prevailing accounting standards.
- 參考現行會計準則的要求，考慮貴集團於綜合財務報表中有關物業、廠房及設備以及使用權資產的減值測試的披露，包括主要假設以及對該等假設變動的敏感度。



Independent Auditor's Report 獨立核數師報告

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.

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 HKFRSs 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 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.

其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大不符，或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，沒有我們須予報告的情況。

董事及治理層就綜合財務報表承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督 貴集團的財務報告程序。

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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條的規定僅向全體成員出具包括我們意見的核數師報告，除此以外，我們的報告不可用作其他用途。我們概不會就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或整體可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



Independent Auditor's Report 獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with 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.

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.

核數師就審計綜合財務報表 承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中的相關披露的關注。假若有關的披露不足，則修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們須負責指導、監督和執行 貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用情況下為消除威脅或保障措施採取合適的行動。

Independent Auditor's Report 獨立核數師報告

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

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

Fan, Chan & Co. Limited
Certified Public Accountants
Rooms 1007-1012
10/F., K. Wah Centre
191 Java Road
North Point
Hong Kong

28 March 2024

Lam Wai Yan
Practising Certificate Number: P06906

核數師就審計綜合財務報表 承擔的責任 (續)

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露此等事項，或在極端罕見的情況下，若有合理預期在我們報告中傳達某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此情況下在報告中傳達該事項。

范陳會計師行有限公司
執業會計師
香港
北角渣華道191號
嘉華國際中心
10樓1007-1012室

2024年3月28日

林惠茵
執業證書編號：P06906

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益報表

For the Year Ended 31 December 2023 截至2023年12月31日止年度

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
Revenue	收入	5	2,513,521	2,867,697
Cost of sales	銷售成本		(2,200,930)	(2,577,691)
Gross profit	毛利		312,591	290,006
Impairment loss under the expected credit loss ("ECL") model, net of reversal	預期信貸虧損模式下之減值虧損，扣除撥回	7	(8,291)	(1,401)
Other gains and losses, net	其他收益及虧損淨額	8	(66,632)	(21,697)
Other income	其他收入	9	42,620	47,502
Finance costs	財務成本	12	(4,494)	(3,518)
Selling and distribution expenses	銷售及分銷開支		(141,604)	(152,814)
Administrative expenses	行政開支		(115,198)	(102,739)
Share of results of associates	應佔聯營公司業績		21,349	15,264
Share of results of joint ventures	應佔合資企業業績		(242,653)	4,159
(Loss) profit before tax	除稅前(虧損)溢利	10	(202,312)	74,762
Income tax expense	所得稅支出	13	(24,947)	(12,545)
(Loss) profit for the year	本年度(虧損)溢利		(227,259)	62,217
Other comprehensive (expense) income for the year	本年度其他全面(開支)收益			
Items that will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益之項目：			
Fair value change on equity instruments at fair value through other comprehensive (expense) income ("FVTOCI") net of tax	按公允值計入其他全面(開支)收益之權益工具之公允值變動(除稅淨額)		(17,240)	19,784
Other comprehensive (expense) income for the year	本年度其他全面(開支)收益		(17,240)	19,784
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額		(244,499)	82,001

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益報表

For the Year Ended 31 December 2023 截至2023年12月31日止年度

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
	Note 附註		
(Loss) profit for the year attributable to:	下列應佔年度(虧損)溢利:		
Owners of the Company	本公司擁有人	(231,749)	35,655
Non-controlling interests	非控股權益	4,490	26,562
		(227,259)	62,217
Total comprehensive (expense) income attributable to:	下列應佔全面(開支)收入總額:		
Owners of the Company	本公司擁有人	(248,902)	55,555
Non-controlling interests	非控股權益	4,403	26,446
		(244,499)	82,001
(Loss) earning per share – basic	每股(虧損)盈利 – 基本	15	
		RMB 人民幣 (2.59) cents 分	RMB 人民幣 0.40 cents 分

Consolidated Statement of Financial Position

綜合財務狀況報表

As at 31 December 2023 2023年12月31日

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)	2021 2021年 RMB'000 人民幣千元 (Restated) (經重列)
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	16	927,144	946,078	908,381
Right-of-use assets	使用權資產	17	98,302	93,632	105,396
Investment properties	投資物業	18	3,770	4,540	10,720
Goodwill	商譽	19	–	–	–
Intangible assets	無形資產	20	18,355	19,584	20,814
Interests in associates	於聯營公司之權益	21	174,052	152,703	137,439
Interests in joint ventures	於合資企業之權益	22	1,104,454	1,347,107	1,342,948
Deferred tax assets	遞延稅項資產	33	3,163	4,792	5,084
Equity instruments at FVTOCI	按公允值計入其他全面收益 之權益工具	23	107,733	127,544	104,119
Long-term deposits	長期按金	24	18,435	22,352	48,285
Loan receivable	應收貸款		–	–	26,133
			2,455,408	2,718,332	2,709,319
Current assets	流動資產				
Inventories	存貨	25	47,033	48,925	50,993
Trade, bills and other receivables and prepayments	貿易、票據及其他應收款項 以及預付款項	26	195,596	253,155	204,644
Contract assets	合約資產	27	34,072	27,307	37,494
Financial assets at FVTPL	按公允值計入損益之 金融資產	28	16,595	–	1,405
Bank deposits	銀行存款	29	211,468	–	–
Cash and cash equivalents	現金及現金等值項目	29	393,033	555,115	575,164
			897,797	884,502	869,700
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付款項	30	274,020	266,288	245,355
Contract liabilities	合約負債	27	231,903	219,632	238,453
Tax liabilities	稅項負債		9,224	12,953	22,074
Lease liabilities	租賃負債	31	3,730	3,488	3,507
Bank borrowings – due within one year	銀行借貸—一年內到期	32	81,600	85,020	77,000
			600,477	587,381	586,389
Net current assets	流動資產淨值		297,320	297,121	283,311
Total assets less current liabilities	總資產減流動負債		2,752,728	3,015,453	2,992,630

Consolidated Statement of Financial Position

綜合財務狀況報表

As at 31 December 2023 2023年12月31日

		Notes 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)	2021 2021年 RMB'000 人民幣千元 (Restated) (經重列)
Capital and reserves	股本及儲備				
Share capital	股本	34	564,507	564,507	564,507
Reserves	儲備		1,935,642	2,184,544	2,134,681
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,500,149	2,749,051	2,699,188
Non-controlling interests	非控股權益	49	218,502	233,373	234,130
Total equity	總權益		2,718,651	2,982,424	2,933,318
Non-current liabilities	非流動負債				
Bank borrowings – due after one year	銀行借貸 – 一年後到期	32	175	500	23,250
Lease liabilities	租賃負債	31	16,162	11,808	14,666
Deferred tax liabilities	遞延稅項負債	33	17,740	20,721	21,396
			34,077	33,029	59,312
			2,752,728	3,015,453	2,992,630

The consolidated financial statements on pages 80 to 231 were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

第80至231頁之綜合財務報表已於2024年3月28日獲董事會批准及授權刊發，並由以下代表簽署：

Dr. Mo Shikang

Director
莫世康博士
董事

Mr. Fan Fangyi

Director
范方義先生
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the Year Ended 31 December 2023 截至2023年12月31日止年度

		Share capital	Share premium	Capital reserve	Contributed surplus	Surplus Reserve fund	Deemed contribution	Capital contribution	Investment Revaluation reserve	Property Valuation reserve	Other reserve	Retained earnings	Total	Non-Controlling interests	Total
		股本	股份溢價	資本儲備	繳入盈餘	盈餘公積金	視作注資	注入資金	投資重估儲備	物業估值儲備	其他儲備	保留盈利	總計	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)	(Note d) (附註d)	(Note e) (附註e)			(Note f) (附註f)				
At 1 January 2022	於2022年1月1日	564,507	1,003,995	2,086	92,665	198,607	26,628	7,721	65,872	20	6,657	733,323	2,702,081	235,039	2,937,120
Adjustments (note 2)	調整(附註2)	-	-	-	-	-	-	-	-	-	-	(2,893)	(2,893)	(909)	(3,802)
At 1 January 2022 (restated)	於2022年1月1日(經重列)	564,507	1,003,995	2,086	92,665	198,607	26,628	7,721	65,872	20	6,657	730,430	2,699,188	234,130	2,933,318
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	35,655	35,655	26,562	62,217
Fair value change on equity instruments at FVTOCI	按公允價值計入其他全面收益之權益工具之公允價值變動	-	-	-	-	-	-	-	23,412	-	-	-	23,412	(137)	23,275
Income tax relating to fair value change on equity instruments at FVTOCI	與按公允價值計入其他全面收益之權益工具之公允價值變動有關之所得稅	-	-	-	-	-	-	-	(3,512)	-	-	-	(3,512)	21	(3,491)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	-	19,900	-	-	35,655	55,555	26,446	82,001
Appropriations	轉撥	-	-	-	-	27,277	-	-	-	-	-	(27,277)	-	-	-
Acquisition of a subsidiary (note 38)	收購附屬公司(附註38)	-	-	-	-	-	-	-	-	-	-	-	-	4,013	4,013
Acquisition of assets through acquisition of a subsidiary (note 39)	透過收購附屬公司收購資產(附註39)	-	-	-	-	-	-	-	-	-	-	-	-	14,351	14,351
Capital injection into a subsidiary	向一間附屬公司注資	-	-	-	-	-	-	-	-	-	-	-	-	8,000	8,000
Capital reduction of a subsidiary	一間附屬公司之資本削減	-	-	-	-	-	-	-	-	-	-	-	-	(780)	(780)
Acquisition of additional interest in a subsidiary	收購一間附屬公司之額外權益	-	-	-	-	-	-	-	-	-	-	(5,692)	(5,692)	(22,007)	(27,699)
Dividends paid to non-controlling interests of subsidiaries	付予附屬公司非控股權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(30,780)	(30,780)
At 31 December 2022 (restated) and 1 January 2023	於2022年12月31日(經重列)及2023年1月1日	564,507	1,003,995	2,086	92,665	225,884	26,628	7,721	85,772	20	6,657	733,116	2,749,051	233,373	2,982,424
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(231,749)	(231,749)	4,490	(227,259)
Fair value change on equity instruments at FVTOCI	按公允價值計入其他全面收益之權益工具之公允價值變動	-	-	-	-	-	-	-	(19,793)	-	-	-	(19,793)	(102)	(19,895)
Income tax relating to fair value change on equity instruments at FVTOCI	與按公允價值計入其他全面收益之權益工具之公允價值變動有關之所得稅	-	-	-	-	-	-	-	2,640	-	-	-	2,640	15	2,655
Total comprehensive expense (income) for the year	本年度全面開支(收益)總額	-	-	-	-	-	-	-	(17,153)	-	-	(231,749)	(248,902)	4,403	(244,499)
Appropriations	轉撥	-	-	-	-	12,423	-	-	-	-	-	(12,423)	-	-	-
Disposal of an investment property	出售投資物業	-	-	-	-	-	-	-	-	(20)	-	20	-	-	-
Dividends paid to non-controlling interests of subsidiaries	付予附屬公司非控股權益之股息	-	-	-	-	-	-	-	-	-	-	-	-	(19,274)	(19,274)
At 31 December 2023	於2023年12月31日	564,507	1,003,995	2,086	92,665	238,307	26,628	7,721	68,619	-	6,657	488,964	2,500,149	218,502	2,718,651

Consolidated Statement of Changes In Equity

綜合權益變動表

For the Year Ended 31 December 2023 截至2023年12月31日止年度

Notes:

- (a) Capital reserve was recognised as a result of acquisition of additional interest in an associate which became a subsidiary.
- (b) Contributed surplus represents the difference between the nominal value of the Company's share capital issued as consideration in exchange for the nominal value of the issued share capital of the subsidiaries acquired at the time of the Company's listing in 1997.
- (c) The articles of association of the Company's subsidiaries incorporated in the People's Republic of China (the "PRC" OR "China") state that they should make an appropriation of 10% of their profit for the year (prepared under generally accepted accounting principles in the PRC) each year to the surplus reserve fund until the balance reaches 50% of the paid-in capital. The surplus reserve fund shall only be used for making good losses, capitalisation into paid-in capital and expansion of their production and operation.
- (d) The deemed contribution was arisen from a fair value adjustment of imputed interest of a consideration related to acquisition of subsidiaries from the major shareholder during the year ended 31 March 2015.
- (e) Capital contribution was arisen from the discontinuation of electrical and mechanical engineering service operations at the time of disposal of Kenworth Group in 2004.
- (f) The other reserve of the Group represents the effect arising from the change in the Group's equity interest on existing subsidiary without losing control.

附註：

- (a) 因收購一間聯營公司的額外權益（已成為一間附屬公司）而確認的資本儲備。
- (b) 繳入盈餘指本公司於1997年上市時用以作收購附屬公司的代價時所發行之本公司股份的股本面值與該等附屬公司已發行之股本面值交換之差額。
- (c) 本公司於中華人民共和國（「中國」）註冊成立之附屬公司之組織章程細則列明，彼等須將各個年度之溢利（根據中國一般公認會計原則編製）之10%轉撥至盈餘公積金，直至餘額達到繳入資本之50%。盈餘公積金僅可用於彌償虧損、資本化至繳入資本以及擴展其生產及經營。
- (d) 視作注資來自於截至2015年3月31日止年度對與主要股東收購附屬公司有關之代價之估算利息之公允值調整。
- (e) 出資來自於2004年出售Kenworth Group時終止機電工程服務業務。
- (f) 本集團之其他儲備指本集團於現有附屬公司之股權變動（未失去控制權）產生之影響。

Consolidated Statement of Cash Flows

綜合現金流量表

For the Year Ended 31 December 2023 截至2023年12月31日止年度

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
(Loss) profit before tax	除稅前(虧損)溢利	(202,312)	74,762
Adjustments for:	就下列項目作出調整:		
Share of results of joint ventures	應佔合資企業業績	242,653	(4,159)
Share of results of associates	應佔聯營公司業績	(21,349)	(15,264)
Bank interest income	銀行利息收入	(6,520)	(5,293)
Interest income from loan to a non-controlling interest of a subsidiary	來自一間附屬公司非控股權益之貸款利息收入	-	(164)
Dividend income from an equity instrument at FVTOCI	按公允價值計入其他全面收益之權益工具之股息收入	(646)	-
Interest income from financial assets at FVTPL	按公允價值計入損益之金融資產之利息收入	(277)	-
Fair value change of financial assets at FVTPL	按公允價值計入損益之金融資產之公允價值變動	(95)	3
Loss on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產之虧損	2,093	269
Loss on disposal of an investment property	出售投資物業之虧損	79	1,652
Fair value loss of investment properties	投資物業公允價值虧損	480	2,080
Bargain purchase gain on acquisition of a subsidiary	收購一間附屬公司議價收購收益	-	(11)
Difference arising on acquisition	收購產生之差額	-	(1,405)
Amortisation of intangible assets	攤銷無形資產	1,229	1,230
Depreciation of property, plant and equipment	物業、廠房及設備折舊	59,080	57,111
Depreciation of right-of-use assets	使用權資產折舊	5,300	6,620
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	63,755	11,914
Impairment loss recognised in respect of right-of-use assets	就使用權資產確認之減值虧損	1,640	11,446
Impairment loss in respect of trade and other receivables	貿易及其他應收款項之減值虧損	8,291	1,401
Other income	其他收入	-	(44)
Finance costs	財務成本	4,494	3,518
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	157,895	145,666
Decrease in inventories	存貨減少	1,892	4,610
Decrease (increase) in trade, bills and other receivables and prepayments	貿易、票據及其他應收款項以及預付款項減少(增加)	40,958	(44,018)
Increase in amount due to a joint venture	應付一間合營企業款項增加	96	-
Decrease (increase) in amounts due from non-controlling interests of subsidiaries	應收附屬公司非控股權益之款項減少(增加)	8,310	(2,013)
(Increase) decrease in contract assets	合約資產(增加)減少	(6,765)	10,187
Increase (decrease) in contract liabilities	合約負債增加(減少)	12,271	(18,821)
Increase in trade and other payables	貿易及其他應付款項增加	8,498	32,511
Decrease in amount due to a non-controlling interest of a subsidiary	應付一間附屬公司非控股權益之款項減少	(862)	(16,113)

Consolidated Statement of Cash Flows

綜合現金流量表

For the Year Ended 31 December 2023 截至2023年12月31日止年度

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash generated from operations	經營業務產生現金	222,293	112,009
PRC Enterprise Income Tax paid	已付中國企業所得稅	(27,373)	(25,540)
Net cash from operating activities	經營活動所得現金淨額	194,920	86,469
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購置物業、廠房及設備	(98,286)	(33,319)
Deposits paid for acquisition of property, plant and equipment and right-of-use assets	收購物業、廠房及設備及使用權資產之已付按金	(4,478)	(33,851)
Acquisition of subsidiaries, including transaction costs	收購附屬公司，包括交易成本	-	(8,909)
Acquisition of land use rights and other assets and liabilities through acquisition of a subsidiary	通過收購一間附屬公司收購其土地使用權及其他資產及負債	-	(18)
Purchase of equity instruments at FVTOCI	購買按公允價值計入其他全面收益之權益工具	(190)	(150)
Proceeds from disposals of equity instruments at FVTOCI	按公允價值計入其他全面收益之出售權益工具之所得款項	106	-
Addition of right-of-use assets	增加使用權資產	(2,760)	(1,421)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	553	7,139
Proceeds from disposal of an investment property	出售投資物業所得款項	211	2,448
Purchases of financial assets at FVTPL	購買按公允價值計入損益之金融資產	(16,500)	(6,000)
Redemption of financial assets at FVTPL	贖回按公允價值計入損益之金融資產	-	6,044
Dividend received on financial assets at FVTPL	按公允價值計入損益之金融資產已收股息	646	-
Interest received on financial assets at FVTPL	按公允價值計入損益之金融資產已收利息	277	-
Interest received from banks	已收銀行利息	6,520	5,293
Increase in bank deposits	銀行存款增加	(211,468)	-
Net cash used in investing activities	投資活動所用之現金淨額	(325,369)	(62,744)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	所籌得新銀行借貸	105,760	85,520
Repayment of bank borrowings	償還銀行借貸	(109,505)	(100,250)
Capital injection into a subsidiary from non-controlling interests	通過非控股權益向一間附屬公司注資	-	8,000
Capital reduction of a subsidiary	一間附屬公司之資本削減	-	(780)
Dividends paid to non-controlling interests of subsidiaries	付予附屬公司非控股權益之股息	(19,274)	(30,780)
Repayment of lease liabilities	償還租賃負債	(4,120)	(1,966)
Interest paid	已付利息	(4,494)	(3,518)
Net cash used in financing activities	融資活動所用之現金淨額	(31,633)	(43,774)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(162,082)	(20,049)
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	555,115	575,164
Cash and cash equivalents at end of the year, represented by bank balances and cash	年末現金及現金等值項目，以銀行結餘及現金呈列	393,033	555,115

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 December 2023 2023年12月31日

1. GENERAL INFORMATION

Chinese People Holdings Company Limited (the “**Company**”) is an exempted company with limited liability incorporated in Bermuda on 13 November 1996. On 24 April 1997, the Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” of the Company’s annual report.

In the opinion of the directors, the immediate holding company of the Company is Lofty Key Limited, incorporated in the British Virgin Islands with limited liability, the ultimate holding company of the Company is Civios Group Limited, incorporated in the British Virgin Islands with limited liability, and the ultimate controlling party of the Company is Dr. Mo Shikang, who is also the executive director of the Company.

The Company acts as an investment holding company and its subsidiaries are principally engaged in (i) the piped gas transmission and distribution including the provision of piped gas, construction of gas pipelines and the operation of city gas pipeline network; (ii) the cylinder gas supply; (iii) distribution of gas and (iv) the food ingredients supply and fast moving consumer goods (“**FMCG**”) business including the operation of chain stores including supermarkets and a convenience store in the PRC. The activities of its principal subsidiaries are set out in note 48.

The consolidated financial statements are presented in Renminbi (“**RMB**”), which is also the functional currency of the Company and its subsidiaries (collectively referred to as the “**Group**”).

1. 一般資料

中民控股有限公司（「**本公司**」）於1996年11月13日於百慕達註冊成立為獲豁免有限公司。於1997年4月24日，本公司之股份於香港聯合交易所有限公司（「**聯交所**」）主板上市。本公司註冊辦事處及主要營業地點地址於本公司年報「公司資料」一節披露。

董事認為，本公司之直接控股公司為崇鍵有限公司，彼於英屬維爾京群島註冊成立之有限責任公司，本公司之最終控股公司為Civios Group Limited，於英屬維爾京群島註冊成立之有限責任公司，本公司之最終控股方亦為本公司執行董事莫世康博士。

本公司為一間投資控股公司，其附屬公司主要在中國從事(i)管道燃氣輸配，包括供應管道燃氣、興建燃氣管道及經營城市燃氣管道網絡；(ii)罐裝燃氣供應；(iii)燃氣分銷及(iv)食材供應和賣場業務（包括經營超市及便利店在內的連鎖店）。主要附屬公司之活動載於附註48。

綜合財務報表以人民幣呈列，人民幣亦為本公司及其附屬公司（統稱「**本集團**」）之功能貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

a. New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

- HKFRS 17, *Insurance contracts (including the October 2020 and amendments to February 2022 HKFRS 17)*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The application of the new and amendments to HKFRSs in the current year 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 except as discussed below. In accordance with the guidance set out in the amendments, accounting policy information that is standardised information, or information that only duplicates or summarises the requirements of the HKFRSs, is considered immaterial accounting policy information and is no longer disclosed in the notes to the consolidated financial statements so as not to obscure the material accounting policy information disclosed in the notes to the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則

a. 本年度強制生效之新訂及經修訂香港財務報告準則

本集團首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則，其於2023年1月1日或之後開始之年度期間強制生效，以編製綜合財務報表：

- 香港財務報告準則第17號，*保險合約（包括2020年10月及2022年2月香港財務報告準則第17號的修訂本）*
- 香港會計準則第8號（修訂本），*會計政策、會計估計變動及錯誤：會計估計定義*
- 香港會計準則第1號及香港財務報告準則作業準則第2號（修訂本），*作出重要判斷：會計政策披露*
- 香港會計準則第12號（修訂本），*所得稅：與單一交易產生的資產及負債有關的遞延稅項*
- 香港會計準則第12號（修訂本），*所得稅：國際稅務改革—支柱二規則範本*

於本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表內所載之披露並無重大影響，惟下文所討論者除外。根據修訂本所載指引，屬於標準化資料或僅重複或概括香港財務報告準則要求的會計政策資料被視為非重要會計政策資料，不再於綜合財務報表附註中披露，以免模糊綜合財務報表附註中披露的重要會計政策資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

a. New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

Prior to the amendments, the Group did not apply the initial recognition exemption to lease transactions and had recognised the related deferred tax, except that the Group previously determined the temporary difference arising from a right-of-use asset and the related lease liability on a net basis on the basis they arise from a single transaction. Following the amendments, the Group has determined the temporary differences in relation to right-of-use assets and lease liabilities separately. The change primarily impacts disclosures of components of deferred tax assets and liabilities in note 33, and previous year adjustments have been made.

2. 應用新訂及經修訂香港財務報告準則 (續)

a. 本年度強制生效之新訂及經修訂香港財務報告準則 (續)

- 香港會計準則第12號(修訂本), *所得稅: 與單一交易產生的資產及負債有關的遞延稅項*

該等修訂縮小了初始確認豁免的範圍,使其不適用於在初始確認時導致相等和抵銷暫時性差異的交易,例如租賃及停止運作負債。就租賃及停止運作負債而言,相關遞延稅項資產及負債須於所呈列最早比較期間期初確認,任何累計影響於該日確認為保留盈利或其他權益組成部分的調整。就所有其他交易而言,該等修訂適用於所呈列最早期間開始後發生之交易。

於修訂前,本集團並無對租賃交易應用初步確認豁免,並已確認相關遞延稅項,惟本集團先前按因單一交易產生之基準以淨額基準釐定使用權資產及相關租賃負債產生之暫時差額除外。本集團根據修訂本分別釐定使用權資產和租賃負債的暫時性差異。該變動主要影響附註33所披露之遞延稅項資產及負債之組成部分,並且已作出上一年度調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

b. Impacts of application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the consolidated financial statements

The following table summarises the impacts of the changes in accounting policies as a result of application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the Group’s consolidated statement of profit or loss and other comprehensive income and (loss)/earning per share:

Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2022:

2. 應用新訂及經修訂香港財務報告準則 (續)

b. 應用香港會計準則第12號(修訂本)有關單一交易產生的資產及負債的遞延稅項對綜合財務報表的影響

下表概述因應用香港會計準則第12號(修訂本)「因單一交易產生的與資產及負債有關的遞延稅項」對本集團綜合損益及其他全面收益及每股(虧損)/溢利的影響:

於2022年12月31日止年度之綜合損益及其他全面收益表:

		As previously reported	Effect of adoption of the HKICPA guidance	As restated
		如先前所報告 RMB'000 人民幣千元	採納香港會計師公會指引之影響 RMB'000 人民幣千元	經重列 RMB'000 人民幣千元
Income tax expense	所得稅開支	16,073	(3,528)	12,545
Profit for the year	本年度溢利	58,689	3,528	62,217
Profit attributable to equity shareholders of the Company	本公司權益股東應佔溢利	32,890	2,765	35,655
Profit attributable to non-controlling interests	非控股權益應佔溢利	25,799	763	26,562
Total comprehensive income for the year	本年度全面收益總額	78,473	3,528	82,001
Total comprehensive income attributable to equity shareholders of the Company	本公司權益股東應佔全面收益總額	52,790	2,765	55,555
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	25,683	763	26,446
Earning per share	每股盈利			
Basic	基本	0.37 cents 分	0.03 cents 分	0.40 cents 分

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

b. Impacts of application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the consolidated financial statements (Continued)

The following table summarises the impacts of the changes in accounting policies as a result of application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the Group’s consolidated statement of financial position at the end of the immediately preceding financial year, 31 December 2022 and the beginning of the comparative period, 1 January 2022, are as follows:

		31/12/2022 (Originally stated) (原呈列) RMB’000 人民幣千元	Adjustments 調整 RMB’000 人民幣千元	31/12/2022 (Restated) (經重列) RMB’000 人民幣千元
Deferred tax assets	遞延稅項資產	5,264	(472)	4,792
Deferred tax liabilities	遞延稅項負債	20,919	(198)	20,721
Total effects on the net assets	對資產淨值之總影響		(274)	
Non-controlling interests	非控股權益	233,519	(146)	233,373
Retained profits	保留溢利	733,244	(128)	733,116
Total effects on equity	對權益之總影響		(274)	
		1/1/2022 (Originally stated) (原呈列) RMB’000 人民幣千元	Adjustments 調整 RMB’000 人民幣千元	1/1/2022 (Restated) (經重列) RMB’000 人民幣千元
Deferred tax assets	遞延稅項資產	5,649	(565)	5,084
Deferred tax liabilities	遞延稅項負債	18,159	3,237	21,396
Total effects on the net assets	對資產淨值之總影響		(3,802)	
Non-controlling interests	非控股權益	235,039	(909)	234,130
Retained profits	保留溢利	733,323	(2,893)	730,430
Total effects on equity	對權益之總影響		(3,802)	

2. 應用新訂及經修訂香港財務報告準則 (續)

b. 應用香港會計準則第12號(修訂本)有關單一交易產生的資產及負債的遞延稅項對綜合財務報表的影響(續)

下表概述因應用香港會計準則第12號(修訂本)有關單一交易產生的資產及負債的遞延稅項而導致的會計政策變動對本集團於緊接上一財政年度(2022年12月31日)結束及比較期間開始日期(2022年1月1日)的綜合財務狀況表的影響如下:

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

2. APPLICATION OF NEW AND AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2. 應用新訂及經修訂香港財務報告準則 (續)

c. New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective, in these consolidated financial statements.

(c) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無於本綜合財務報表內提早應用下列已頒佈但尚未生效之經修訂香港財務報告準則。

Effective for accounting periods beginning on or after
於下列日期或之後開始的會計期間生效

<ul style="list-style-type: none"> Amendments to HKFRS 10 and HKAS 28, <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> 香港財務報告準則第10號及香港會計準則第28號(修訂本)投資者與其聯營公司或合營企業之間的資產出售或注資 	To be determined 待定
<ul style="list-style-type: none"> Amendments to HKFRS 16, <i>Lease Liability in a Sale and Leaseback</i> 香港財務報告準則第16號(修訂本)售後租回的租賃負債 	1 January 2024 2024年1月1日
<ul style="list-style-type: none"> Amendments to HKAS 1, <i>Classification of Liabilities as Current or Non-Current and related amendments to Hong Kong Interpretation 5 (2020)</i> 香港會計準則第1號(修訂本)有關負債分類為流動或非流動及香港詮釋第5號(修訂本)(2020年) 	1 January 2024 2024年1月1日
<ul style="list-style-type: none"> Amendments to HKAS 1, <i>Non-current Liabilities with Covenants</i> 香港會計準則第1號(修訂本)附帶契諾的非流動負債 	1 January 2024 2024年1月1日
<ul style="list-style-type: none"> Amendments to HKAS 7 and HKFRS 17: <i>Supplier Financing Arrangement</i> 香港會計準則第7號及香港財務報告準則第17號(修訂本): 供應商融資安排 	1 January 2024 2024年1月1日
<ul style="list-style-type: none"> Amendments to HKAS 21: <i>Lack of Exchangeability</i> 香港會計準則第21號(修訂本): 缺乏可兌換性 	1 January 2025 2025年1月1日

The directors of the Company anticipate that the application of all these amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

本公司董事預計，應用上述所有該等經修訂香港財務報告準則將不會對可預見未來的綜合財務報表造成重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION

The consolidated financial statements have been prepared in accordance with HKFRSs 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 and by the Hong Kong Companies Ordinance.

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

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.

3. 重大會計政策資料

綜合財務報表乃根據香港會計師公會頒布之香港財務報告準則編製。編製綜合財務報表時，如果合理地預期該資訊會影響主要使用者的決策，則該資訊被視為重要資訊。此外，綜合財務報表包括香港聯交所證券上市規則及香港《公司條例》規定之適當披露。

本綜合財務報表已根據歷史成本基準編製，惟若干金融工具及投資物業於各報告期末以公允值計量除外，詳情可見下列重大會計政策。

歷史成本一般是根據換取貨品及服務時所付代價之公允值。

公允值乃於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。

非金融資產之公允值計量乃經計及一名市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

The material accounting policies are set out below.

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.

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.

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 intragroup 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.

3. 重大會計政策資料 (續)

重大會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司及本公司控制之實體及其附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內收購或出售附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益報表內。

損益及其他全面收益的各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使將導致非控股權益的金額為負數。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團的會計政策一致。

與本集團成員公司之間交易有關所有集團內公司間的資產及負債、權益、收入、開支及現金流量均於綜合賬目時全數對銷。

於附屬公司的非控股權益與本集團的權益分開呈列，有關權益代表賦予其持有人權利於清盤時按比例分佔相關附屬公司的資產淨值的現有所有權權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy information above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3. 重大會計政策資料 (續)

業務合併

業務收購乃以收購法入賬。於業務合併過程中轉撥之代價按公允值計量，其計算方式為本集團轉撥之資產、本集團欠付被收購方前擁有人之負債及本集團就交換被收購方之控制權所發行之股權於收購日期之公允值總和。與收購事項有關之成本一般於產生時在損益中確認。

商譽乃按所轉撥代價、被收購公司之非控股權益及收購方過往所持被收購公司股權（如有）之公允值總和超出所收購可識別資產及所承擔負債於收購日期之淨額的差額計量。

並不構成業務之附屬公司收購

本集團收購一組並不構成一項業務之資產及負債時，首先會按公允值分配購買價至金融資產及金融負債以識別及確認已收購之個別可識別資產及已承擔負債，而購買價之餘額其後會按其於購買日期之相對公允值分配至其他個別可識別資產及負債。有關交易不會產生商譽或議價購買收益。

商譽

收購業務產生的商譽以於收購業務日期的成本（見上文會計政策資料）減累計減值虧損（如有）列賬。

為進行減值測試，商譽會分配到本集團內預計能享用收購所帶來協同效益之各相關本集團之現金產生單位或現金產生單位組合。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Goodwill (Continued)

A cash-generating unit 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 cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit 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 of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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

3. 重大會計政策資料 (續)

商譽 (續)

獲分配商譽之現金產生單位會每年或倘若
有跡象顯示該商譽可能會發生減值時更頻
密地進行減值測試。就於報告期間因收購而
產生之商譽，獲分配商譽之現金產生單位會
在該報告期結束之前進行減值測試。如現金
產生單位之可收回金額少於賬面金額，減值
損失會首先沖減分配到該單位之商譽之賬
面金額；然後會按該現金產生單位之各項資
產賬面金額之比例，將減值損失之餘額分配
到單位內之其他資產。商譽減值虧損直接確
認為損益。就商譽確認的減值虧損不會於其
後期間撥回。

於出售相關現金產生單位時，商譽應佔金額
於釐定出售時的損益金額時計入在內。

本集團對收購聯營公司及合資企業產生之
商譽之政策載述於下文。

於聯營公司及合資企業之投資

聯營公司乃指投資者對其擁有重大影響力
之實體。重大影響力乃指參與制定接受投資
實體之財務及經營政策之權力，但並非控制
或共同控制該等政策。

合資企業是一項共同安排，對安排擁有共同
控制的各方據此對共同安排的淨資產擁有
權利。共同控制乃對安排控制權的合約協定
共用，僅於與相關業務有關的決策需要共用
控制權的各方一致同意時存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investments in associates and joint ventures (Continued)

The results and assets and liabilities of associates or 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 policy information as those of the Group for like transactions and events in similar circumstances. 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. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. 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.

3. 重大會計政策資料 (續)

於聯營公司及合資企業之投資 (續)

聯營公司或合資企業之業績、資產及負債乃以權益會計法計入綜合財務報表。就權益會計而言，聯營公司及合資企業財務報表的編制使用本集團於類似情況相近交易及事件的統一會計政策資料。根據權益法，於聯營公司或合資企業之投資乃按成本於綜合財務狀況報表中首次確認，其後就確認本集團攤佔該聯營公司或合資企業之損益及其他全面收益作出調整。於該聯營公司／合營企業之資產淨值（損益及其他全面收益除外）變動不會入賬，除非該等變動導致本集團持有之擁有權權益變動。當本集團攤佔某聯營公司或合資企業之虧損超出其於該聯營公司或合資企業之權益（包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司或合資企業之投資淨額之一部分），則本集團不再繼續確認其攤佔之進一步虧損。額外虧損僅以本集團已產生法定或推定責任或代表該聯營公司或合資企業付款者為限而確認。僅於本集團須承擔法律或推定義務，或須代表該聯營公司或合營企業支付款項確認額外虧損。

於投資對象成為一間聯營公司或一間合營企業當日，於一間聯營公司或一間合營企業之投資採用權益法入賬。於收購一間聯營公司或合資企業之投資時，投資成本超過本集團分佔該投資對象可識別資產及負債公允淨值之任何部分乃確認為商譽，並計入投資之賬面值。本集團所佔可識別資產及負債於重新評估後之公允淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investments in associates and joint ventures (Continued)

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 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.

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Revenue from contracts with customers

Under HKFRS 15, 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:

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

3. 重大會計政策資料 (續)

於聯營公司及合資企業之投資 (續)

本集團評估是否存在於聯營公司或合營企業之權益出現減值之客觀證據。如存在任何客觀證據，有關投資之全部賬面值（包括商譽）根據香港會計準則第36號被視為單一資產進行減值測試，方法是將其可收回金額（使用價值與公允值減出售成本兩者之較高者）與其賬面值進行比較。所確認減值虧損構成投資賬面值之一部分。根據香港會計準則第36號所確認之任何減值虧損之撥回乃按該投資隨後可收回金額之增加為限。

當集團實體與本集團聯營公司或合資企業進行交易（如出售資產或注資），僅於聯營公司或合資企業之權益與本集團無關之情況下，與該聯營公司或合資企業進行交易所產生之損益方可於本集團之綜合財務報表確認。

客戶合約收入

根據香港財務報告準則第15號，本集團於完成履約責任時（或就此）確認收益，即於特定履約責任相關之貨品或服務的「控制權」轉讓予客戶時。

履約責任指可區分的單一貨品或服務（或一批貨品或服務）或一系列大致相同的可區分貨品或服務。

倘符合下列其中一項標準，控制權隨時間轉移，而收入會參考已完成相關履約責任的進度隨時間確認：

- (i) 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

- (ii) the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- (iii) 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.

Performance obligations for contracts with customers

The Group recognises revenue from the following sources:

1) Piped gas transmission and distribution

The Group supplies natural gas to customers through pipelines, including both residential households and commercial and industrial customers. Revenue is recognised when the piped natural gas is transferred to and consumed by customers of which the volume of gas sold is measured by gas meters installed at customer sites.

2) Construction and installation

The Group provides construction and installation service under construction contracts with its customers. Such contracts are entered into for customers to gain access to the Group's gas pipelines. Revenue is recognised over time based on the completion status of respective construction. The construction period is typically less than one year. The management considers that this input method is an appropriate measure of the progress towards complete satisfaction of the performance obligation.

3. 重大會計政策資料 (續)

客戶合約收入 (續)

- (ii) 本集團的履約產生或加強一項資產，而該項資產於本集團履約時由客戶控制；或
- (iii) 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收入會在客戶獲得可區分的貨品或服務的控制權時在某一時點確認。

客戶合約的履約責任

本集團確認自以下來源的收入：

1) 管道燃氣輸配

本集團透過管道向客戶銷售天然氣，包括住宅居民和工商業客戶。當管道天然氣輸送至客戶，並被客戶耗用後，則會確認收入，已售燃氣量按安裝於客戶處所的燃氣錶計量。

2) 工程安裝

本集團根據與客戶訂立的工程合約提供工程安裝服務。訂立合約旨在讓客戶使用本集團的燃氣管道。收入按各自工程的完成進度隨時間予以確認。建築期通常少於一年。管理層認為，此投入法對計算履約責任的完成進度屬恰當。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Performance obligations for contracts with customers (Continued)

3) Cylinder gas supply

The Group sells liquefied petroleum gas (“LPG”) to customers by tank containers, including both residential households and commercial and industrial customers. Revenue is recognised when control of LPG has transferred, being when the LPG has been bulk delivered to the customers’ specific location.

4) Gas distribution

The Group sells liquefied natural gas (“LNG”) and compressed natural gas (“CNG”) to commercial and industrial customers. Revenue is recognised when control of CNG/LNG has transferred, being when CNG/LNG has been delivered to the customers.

5) Food ingredients supply and FMCG

The Group also sells merchandise to customers through supermarket and a convenience store. Revenue is recognised when control of the merchandise has transferred, being when the goods has been passed to the customers.

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.

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.

3. 重大會計政策資料 (續)

客戶合約收入 (續)

客戶合約的履約責任 (續)

3) 罐裝燃氣供應

本集團透過罐裝燃氣向客戶銷售液化石油氣，包括居民、工商業客戶。當液化石油氣之控制權已轉讓，即當批量輸送至客戶之指定地點時，則會確認收入。

4) 燃氣分銷

本集團向工商業客戶銷售液化天然氣／壓縮天然氣。當壓縮天然氣／液化天然氣之控制權已轉讓，即當壓縮天然氣／液化天然氣交付予客戶時，則會確認收入。

5) 食材供應及賣場

本集團亦透過超市及便利店向客戶銷售商品。當商品之控制權已轉讓，即當貨物送至客戶時，則會確認收入。

合約資產指本集團就本集團已向客戶轉讓的貨品或服務而收取代價的權利，有關權利並非無條件，並須根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去代價即需到期支付。

合約負債指本集團因已向客戶收取代價（或代價到期），而須向客戶轉讓貨品或服務的責任。

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

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.

Existence of significant financing component

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Lease

The Group as a lessee

As a practical expedient, leases with similar characteristics are accounted for 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.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of various offices, warehouses, equipment and vehicles that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 重大會計政策資料 (續)

客戶合約收入 (續)

隨著時間的推移，收入確認：衡量完全履行合約責任的進度

完全履行合約責任的進展是基於投入法計量的，即基於本集團的努力或履行合約責任相對於合約責任的總預期投入的投入來確認收入，最能描述本集團於轉移貨品或服務的控制權時的表現。

存有重大融資成分

就相關貨品或服務的支付與轉移期間少於一年的合約而言，本集團就任何重大融資成分應用不調整交易價格的實際權宜方法。

租賃

本集團作為承租人

作為可行權宜方法，倘本集團合理預期按組合基準入賬與於組合內的租賃個別入賬兩者對綜合財務報表之影響並無重大差異時，則具有類似特性之租賃按組合基準入賬。

短期租賃

本集團將短期租賃確認豁免應用於租期自開始日期起為12個月或以下且不包括購買選擇權之不同辦公室、倉庫、設備及汽車租賃。短期租賃之租賃付款於租賃期間內按直線法或另一體系基準確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Lease (Continued)

The Group as a lessee (Continued)

Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from COVID-19-related rent concessions in which the Group applied the practical expedient.

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.

Refundable rental deposits

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

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.

The lease payments include fixed payments less any lease incentives receivable.

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

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed.

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

3. 重大會計政策資料 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產按成本減任何累計折舊及減值虧損計量，並就任何租賃負債重新計量作出調整，惟本集團應用實際權宜之計及新冠病毒疫情相關租金寬免對租賃負債作出的調整除外。

使用權資產於其估計可使用年期及租賃期間之較短者以直線法折舊。

本集團將使用權資產於綜合財務狀況報表呈列為獨立項目。

可退回租賃按金

已支付之可退回租賃按金根據香港財務報告準則第9號「金融工具」入賬及初次按公允值計量。對初次確認公允值之調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按於當日尚未支付之租賃付款之現值確認及計量租賃負債。於計算租賃付款之現值時，本集團使用於租賃開始日期之增量借款利率。

租賃付款包括固定付款減任何應收租賃優惠。

於開始日期後，租賃負債按應計利息及租賃付款予以調整。

租賃條款發生變動時，本集團重新計量租賃負債（並就相關使用權資產作出相應調整）。

本集團將租賃負債於綜合財務狀況報表呈列為獨立項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Lease (Continued)

The Group as a lessor

Classification and measurement of leases

Lease for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Property, plant and equipment

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

Properties, pipelines and other assets in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 重大會計政策資料 (續)

租賃 (續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資或經營租賃。當租賃條款實質上將與相關資產所有權相關的所有風險及報酬轉讓予承租人時，該合約被歸類為融資租賃。所有其他租賃均列作經營租賃。

來自經營租賃之租金收入按相關租賃期以直線法於損益確認。於協商及安排經營租賃時引致之初始直接成本會加至租賃資產之賬面值，而有關成本於租賃期內按直線法確認為開支。

可退回租賃按金

已收取之可退回租賃按金根據香港財務報告準則第9號入賬，並初次按公允值計量。於初次確認時對公允值作出調整被視為承租人之額外租賃付款。

物業、廠房及設備

持作生產或供應貨品或服務或作行政用途之物業、廠房及設備（包括樓宇）（下文所述之在建工程除外）乃按成本或公允值（作為視作成本）減其後之累計折舊及累計減值虧損（如有）於綜合財務狀況報表列賬。

正在建造以供生產、供應或行政用途之物業、管道以及其他資產乃以成本減任何已確認減值虧損列賬。成本包括專業費用及根據本集團之會計政策資本化之借貸成本（就合資格資產而言）。有關物業於完成後可供用作擬定用途時分類為物業、廠房及設備之適當類別。該等資產（按其他物業資產之相同基礎）之折舊乃於資產可供用作擬定用途時開始計提。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost or deemed cost of assets other than construction in progress 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 the continued use of the assets. Any gain or loss arising on disposal and 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.

Ownership interests in leasehold land and building

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. 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.

Investment properties

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 重大會計政策資料 (續)

物業、廠房及設備 (續)

折舊乃利用直線法確認，以撇銷資產（在建工程除外）成本（或視作成本），減去資產於其估計可使用年期之剩餘價值。估計可使用年期、剩餘價值及折舊法乃於各報告期末審閱，而估計之任何變動乃按預先基準入賬。

物業、廠房及設備乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時不再確認。物業、廠房及設備項目出售或報廢產生之任何盈虧乃按相關資產之出售所得款項與賬面值差額予以釐定並於損益內確認。

於租賃土地及樓宇的所有權權益

本集團就於物業的所有權權益（包括租賃土地及樓宇成分）付款時，全部代價於租賃土地及樓宇成分之間按首次確認時相對公允值的比例分配。

當相關付款能夠可靠地分配時，租賃土地權益於綜合財務狀況報表內列作「使用權資產」。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

投資物業

投資物業以成本初步計量時，包括任何直接應佔開支。於初始確認後，投資物業使用公允值模式按其公允值計量。投資物業公允值變動產生之收益或虧損於其產生期間計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investment properties (Continued)

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 the profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets 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 (see the accounting policy in respect of impairment of property, plant and equipment, right-of-use assets and intangible assets (other than goodwill) below).

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date. Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses.

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.

3. 重大會計政策資料 (續)

投資物業 (續)

投資物業於出售時或投資物業永久不再使用時或預期其出售並不會帶來任何未來經濟效益時終止確認。終止確認物業產生之任何收益或虧損（按該資產出售所得款項淨額及賬面值之差額計算）於該項目終止確認之期間計入損益內。

無形資產

獨立收購之無形資產

獨立收購及擁有固定使用年限之無形資產乃以成本減累計攤銷及任何累計減值虧損列賬。擁有固定使用年限之無形資產按直線基準於估計可使用年限確認攤銷。估計可使用年期及攤銷法於報告期末進行檢討，任何估計變動之影響按未來適用法入賬（見下文有關物業、廠房及設備、使用權資產及無形資產（商譽除外）減值之會計政策）。

於業務合併中收購之無形資產

業務合併中取得的無形資產在符合無形資產定義且其公允價值能夠可靠計量的情況下，與商譽分開確定及確認。該無形資產的成本為其於收購日期的公允值。初始確認後，有固定使用年限之無形資產乃以成本減累計攤銷及任何累計減值虧損列賬。

無形資產於出售時或預期其使用或出售不會帶來任何未來經濟效益時終止確認。終止確認無形資產所產生之收益及虧損（按該資產出售所得款項淨額及賬面值之差額計量）於終止確認該資產時於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those 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 cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to 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 cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount.

3. 重大會計政策資料 (續)

存貨

存貨按成本及可變現淨值之較低者列賬。存貨成本值按先入先出法釐定。可變現淨值指存貨之估計售價減所有估計完工成本及進行銷售所必須之成本。

物業、廠房及設備、使用權資產及無形資產 (商譽除外) 減值

於各報告期末，本集團檢討其有固定使用年限的有形及無形資產的賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損。倘存在任何此類跡象，則估計相關資產的可收回金額，以釐定減值虧損的程度（如有）。

物業、廠房及設備、使用權資產及無形資產的可收回金額單獨估計。倘無法單獨估計資產的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

可收回金額為公允值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流使用反映當時市場對貨幣時間價值及資產（或現金產生單位）之特定風險評估的稅前貼現率折算成現值，而估計未來現金流並未被調整。

倘估計資產（或現金產生單位）之可收回金額將少於其賬面值，則資產（或現金產生單位）之賬面值將調減至其可收回金額。



Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

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.

Effective interest method

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.

3. 重大會計政策資料 (續)

金融工具

當一間集團實體成為工具合約其中一方時確認金融資產及金融負債。

金融資產及金融負債初次以公允值計量，惟初步根據香港財務報告準則第15號計量自客戶合約所產生之貿易應收款項除外。

實際利息法

實際利息法乃計算有關期間之金融資產或金融負債攤銷成本及利息收入及利息開支分配之方法。實際利率為透過金融資產或金融負債之預期年期或（如適用）較短期間將估計未來現金收付款（包括構成實際利率不可分割部分之所有已付或已收費用及點數、交易成本及其他溢價或折讓）準確折現至初次確認時之賬面淨值之利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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 the date of 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 (“OCI”) 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.

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 (see below). 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 (which comprises the gross carrying amount less any impairment allowance) 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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產

金融資產的分類及其後計量

符合下列條件之金融資產乃其後按攤銷成本計量：

- 該金融資產於以收取合約現金流量為目的之商業模式下持有；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金額之利息。

所有其他金融資產其後透過損益按公允值計量除於初次確認金融資產當日本集團可以不可撤銷地選擇於其他全面收益呈列股權投資公允值之其後變動，倘該等股權投資並非持作買賣，亦非收購方於香港財務報告準則第3號「業務合併」所應用之業務合併中確認之或然代價。

攤銷成本及利息收入

就其後按攤銷成本計量的金融工具而言，利息收入採用實際利率法確認。利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，利息收入透過自下個報告期起對金融資產的攤銷成本（包括總賬面值減任何減值撥備）應用實際利率確認。倘信貸減值金融工具的信貸風險得以改善，使金融資產不再信貸減值，則利息收入將透過於確定資產不再信貸減值後的報告期間開始起金融資產賬面總值應用實際利率確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Equity instruments designated as at 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 OCI 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 will continue to be held in the investment revaluation reserve.

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.

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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

指定按公允值計入其他全面收益之權益工具

於按公允值計入其他全面收益之權益工具投資其後按公允值計量，且自公允值變動產生之收益及虧損乃於其他全面收益確認並累計至投資重估儲備；及毋須進行減值評估。出售股本投資之累計收益或虧損將不會重新分類至損益，並將繼續於投資重估儲備中持有。

來自該等權益工具投資之股息於本集團確立收取股息的權利時在損益確認，除非能明確顯示股息是用作收回部分投資成本。股息乃計入損益中「其他收入」項目內。

按公允值計入損益之金融資產

並不符合按攤銷成本準則或指定為按公允值計入其他全面收益之金融資產乃按公允值計入損益計量。

按公允值計入損益之金融資產按於各報告期末之公允值計量，而任何公允值收益或虧損均於損益內確認。於損益內確認之淨收益或虧損並不包括就該金融資產所賺取之任何股息或利息，並計入「其他收益及虧損」項目內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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)

The Group performs impairment assessment under ECL model on financial assets (including trade and bills receivables, other receivables and bank balances) and other items (contract assets and financial guarantee contracts) which are subject to impairment 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 represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment 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 recognise lifetime ECL for trade receivables and contract assets from initial recognition until derecognition. The ECL on these assets are assessed individually for the credit impaired balances and based on provision matrix for the remaining balances.

For all other financial assets at amortised cost, the Group measures the loss allowance equal to 12-month ECL, unless when 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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (及根據香港財務報告準則第9號可予減值評估之其他項目)

本集團根據香港財務報告準則第9號就可予減值之金融資產 (包括貿易及票據應收款項、其他應收款項及銀行結餘) 及其他項目 (合約資產及財務擔保合約) 以預期信貸虧損模式進行減值評估。預期信貸虧損金額於各報告日期更新以反映信貸風險自初次確認以來的變動。

存續期預期信貸虧損指於相關工具之預計年內所有可能之違約事件而產生的預期信貸虧損。相反，12個月預期信貸虧損指於報告日期後12個月內因可能發生的違約事件而預期產生的部分存續期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、一般經濟狀況及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團一直就貿易應收款項及合約資產確認存續期預期信貸虧損，自初始確認直至終止確認。該等資產的預期信貸虧損將根據剩餘餘額的撥備矩陣，就信貸減值餘額單獨評估。

就所有其他按攤銷成本計量之金融資產而言，本集團計量虧損撥備相等於12個月預期信貸虧損，除非當信貸風險自初次確認以來顯著增加，在此情況下本集團確認存續期預期信貸虧損。是否應確認存續期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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

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;
- 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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (及根據香港財務報告準則第9號可予減值評估之其他項目) (續)

(i) 信貸風險顯著增加

評估信貸風險自初次確認以來有否顯著增加時，本集團會就金融工具於報告日期發生違約的風險與金融工具於初次確認當日發生違約的風險進行比較。在進行有關評估時，本集團會考慮合理且可靠的定量和定性資料，包括過往經驗及毋須付出不必要的成本或努力即可獲得的前瞻性資料。

具體而言，在評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信貸違約掉期價格顯著上升；
- 商業、金融或經濟狀況出現預計會導致債務人償債能力顯著下降的現有或預期不利變化；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償債能力顯著下降。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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)

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.

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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (及根據香港財務報告準則第9號可予減值評估之其他項目) (續)

(i) 信貸風險顯著增加 (續)

無論上述評估的結果如何，本集團假設倘合約付款逾期超過30日，則信貸風險自初次確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

本集團定期監察就確定信貸風險曾否顯著增加所用標準之成效，並視適當情況修訂有關標準，以確保其能夠於款項逾期前發現信貸風險顯著增加。

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制定或取自外界來源的資料顯示債務人不大可能悉數向其債權人（包括本集團）還款（未計及本集團所持任何抵押品）時發生。

不論上述，本集團認為，違約於金融資產逾期超過90日時發生，除非本集團有合理可靠資料顯示更加滯後的違約標準更為恰當。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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)

(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:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) 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;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (及根據香港財務報告準則第9號可予減值評估之其他項目) (續)

(iii) 信貸減值之金融資產

金融資產在一項或多項違約事件 (對該金融資產估計未來現金流量構成不利影響) 發生時出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據:

- (a) 發行人或借款人出現重大財政困難;
- (b) 違約, 如拖欠或逾期事件;
- (c) 借款人的貸款人因有關借款人出現財政困難的經濟或合約理由而向借款人授出貸款人不會另行考慮的優惠;
- (d) 借款人可能破產或進行其他財務重組; 或
- (e) 由於財政困難, 該金融資產的活躍市場消失。

(iv) 撤銷政策

本集團於有資料顯示交易方處於嚴重財政困難且無實際回收前景時, 例如交易方處於清盤程序或已進入破產程序時, 撤銷金融資產。於計及法律意見 (如適用) 的情況下, 已撤銷的金融資產可仍然受限於根據本集團的收回程序進行的強制執行工作。撤銷構成終止確認事件。任何其後收回均於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group. Loans to related parties are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (及根據香港財務報告準則第9號可予減值評估之其他項目) (續)

(v) 計量及確認預期信貸虧損

計量預期信貸虧損取決於違約概率、違約損失率程度 (即倘發生違約之損失程度) 及違約風險。違約概率及違約損失率程度之評估乃根據過往數據以前瞻性資料作出調整。估計預期信貸虧損反映無偏概率加權平均金額，此乃以發生違約的風險為權重釐定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期將收取之現金流量之間之差額，並按首次確認時釐定之實際利率貼現。

倘預期信貸虧損按集體基準計量或切合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具的性質 (即本集團貿易及其他應收賬款均按獨立組別評估。向關連方提供的貸款以個別基準評估預期信貸虧損)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信用評級 (如有)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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)

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 (which is the gross carrying amount less any impairment allowance).

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 and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity 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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (及根據香港財務報告準則第9號可予減值評估之其他項目) (續)

(v) 計量及確認預期信貸虧損 (續)

管理層定期審查分組，以確保每個集團的成員繼續分享類似的信用風險特徵。

利息收入乃按金融資產之賬面總值計算，除非該金融資產出現信貸減值，於此情況下，利息收入按金融資產之攤銷成本（為總賬面值減任何減值撥備）計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易及其他應收賬款透過虧損撥備賬確認相應調整除外。

金融負債及權益

集團實體所發行之金融負債及權益工具乃根據合約安排之內容及金融負債與權益工具之定義分類為金融負債或權益工具。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, and bank borrowings) are subsequently measured at amortised cost using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the rights to receive cash flows from the assets expire or, when it transfers the financial assets and substantially all the risks and rewards of ownership of the assets to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the consideration received and receivable is recognised in profit or loss.

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.

3. 重大會計政策資料 (續)

金融工具 (續)

金融負債及權益 (續)

按攤銷成本計量之金融負債

金融負債 (包括貿易及其他應付款項及銀行借貸) 其後以實際利率法按攤銷成本計算。

終止確認

本集團僅在自資產收取現金流量之權利屆滿或其將金融資產及擁有有關資產的絕大部份風險及回報轉讓予另一實體時終止確認金融資產。倘本集團保留已轉讓金融資產所有權的絕大部份風險及回報，本集團繼續確認金融資產，並就已收取之所得款項確認有抵押借貸。

於終止確認之金融資產時，資產賬面值與已收及應收代價之差額，將於損益中確認。

當且僅當本集團之責任被解除、註銷或到期時，本集團才會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之間之差額於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “(loss)/profit before tax” as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and it further excludes 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 base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition 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.

Deferred tax liabilities are recognised for taxable differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests 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.

3. 重大會計政策資料 (續)

稅項

所得稅開支指現行應付稅項及遞延稅項之總和。

現行應付稅項根據本年度之應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅之收入或可扣稅開支項目，亦不包括毋須課稅或不可扣減項目，故有別於綜合損益及其他全面收益報表所呈報之「稅前（虧損）／溢利」。本集團當期稅務負債使用於報告期末已頒布或實質頒布之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債之賬面值與計算應課稅溢利時使用之相應稅基之暫時差額確認。所有應課稅暫時差額均確認遞延稅項負債，而僅於可能出現應課稅溢利以抵銷該等可扣稅暫時差額時，始就所有可扣稅暫時差額確認遞延稅項資產。倘暫時差額因初步確認一項不影響應課稅溢利或會計溢利之交易之資產及負債而產生，且於交易時並無產生相等之應課稅及可扣減暫時差額，則該等遞延稅項資產及負債不予確認。

遞延稅項負債乃就於附屬公司之投資產生之應課稅差額確認，惟倘本集團能夠控制暫時差額之撥回及暫時差額於可見將來可能不會撥回則作別論。與該等投資及權益相關之可扣減暫時差異所產生遞延稅項資產，僅於具有足夠應課稅溢利可動用暫時差異之利益，且預期於可見將來撥回時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the 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 rate (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 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 properties portfolios 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.

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.

3. 重大會計政策資料 (續)

稅項 (續)

遞延稅項資產的賬面值於報告期末均會作出檢討，並在預期不再有足夠應課稅溢利以收回全部或部分資產時減少。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間按於報告期末已實施或大致上已實施之適用稅率（及稅法）計量。

遞延稅項負債及資產之計量，反映於報告期末本集團預期收回或償付其資產及負債賬面值之方式所產生之稅務結果。

為計量利用公允值模型計量之投資物業產生之遞延稅項，本公司董事已審閱本集團之投資物業組合，結論為本集團之投資物業乃根據隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益為目標之業務模式持有。因此，於計量本集團投資物業之遞延稅項時，本公司董事釐定，利用公允值模型計量之投資物業之賬面金額乃透過銷售全數收回之假設已被推翻。因此，有關本集團投資物業之遞延稅項已根據透過使用全數收回賬面金額之稅務後果計量。

為就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

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. Where current tax or deferred tax arises from initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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 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.

3. 重大會計政策資料 (續)

稅項 (續)

就租賃負債應佔稅項扣減之租賃交易而言，本集團對租賃負債及相關資產分別應用香港會計準則第12號所得稅規定。本集團確認與租賃負債有關的遞延稅項資產以應課稅溢利可用作抵銷可扣減暫時性差額及確認所有應課稅暫時性差額的遞延稅項負債為限。

當有合法可強制執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關對同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益內確認，惟倘即期及遞延稅項涉及於其他全面收益確認或直接於權益內確認之項目，則即期及遞延稅項亦會分別於其他全面收益或直接於權益內確認。倘即期稅項或遞延稅項因業務合併之初步會計處理而產生，則有關稅務影響將計入業務合併之會計處理。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之現行匯率確認。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

結算及重新換算貨幣專案時產生之匯兌差額均於其產生期間在損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. 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 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 gains and losses".

Retirement benefit costs and termination benefits

Payments to the Mandatory Provident Fund Scheme for staff in Hong Kong and state-managed retirement benefit schemes for staff in the PRC are recognised as an expense when employees have rendered service entitling them to the contributions.

For LSP obligation, the Group accounts for the employer MPF contributions and the offsetting mechanism as a funding mechanism for the LSP obligation and the LSP obligation is measured on a gross basis, which is not reduced by the offsettable accrued benefits, as the employer's rights to those benefits are recognised as a separate reimbursement asset.

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 requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 重大會計政策資料 (續)

政府補助金

政府補助金不會確認，直至合理保證本集團將會遵守隨附之條件且獲取政府補助金為止。

作為開支或已承受之虧損之補償或向本集團提供即時財務援助而可收取（並無日後相關成本）之收入相關政府補助金，乃於其成為可收取款項之期間於損益確認。該等補助金於「其他收益及虧損」呈列。

退休福利成本及離職福利

向香港員工之強制性公積金計劃及中國員工之國家管理退休福利計劃支付之款項於僱員提供服務而有權獲得供款時確認為開支。

就長期服務金義務而言，本集團將僱主之強積金供款及抵銷機制作為長期服務金義務之供款機制入賬，且長期服務金義務以總額計量，不會因可抵銷應計福利而減少，因為僱主對該等福利的權利被確認為單獨償付資產。

短期僱員福利

短期僱員福利按僱員提供服務時預期支付之福利之未貼現金額確認。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許將其利益納入資產成本。

在扣除已支付之任何金額後，僱員應計福利（如工資及薪資、年假及病假）確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Equity settled share-based payment transactions

Share options granted to employees and directors

Equity-settled share-based payments to employees and directors are measured at the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based compensation reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. 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 share-based compensation reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in 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 share-based compensation reserve will be transferred to retained earnings.

Related parties

A person or an entity is related to the Group if:

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

3. 重大會計政策資料 (續)

以權益結算股份為基礎之付款交易

授予僱員及董事之購股權

對僱員及董事之以權益結算股份為基礎之付款按於授出日期之所授出購股權股份公允值計量，並在歸屬期間以直線法支銷，而權益（以股份為基礎之酬金儲備）則相應增加。

本集團於報告期末修訂其對預期最終歸屬的購股權之估計數字。若修訂對歸屬期間之原有估計數字產生任何影響，概於損益內處理，因而累計之開支反映經修訂之估計數字，並於以股份為基礎之酬金儲備作相應調整。

就於授出日期即時歸屬之購股權而言，已授出購股權之公允值即時於損益支銷。

當購股權獲行使時，早前於以股份為基礎之酬金儲備確認之數額將轉撥至股份溢價。倘購股權於歸屬日期後被收回或於屆滿日期尚未行使，早前於以股份為基礎之酬金儲備確認之數額將轉撥至保留溢利。

關連人士

倘存在以下情況，則下列人士或實體被視為與本集團有關連：

- (a) 倘某人士存在以下情況，則某人士或該人士的直屬家庭成員與本集團有關連：
 - (i) 擁有對本集團之控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理人員的一名成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the Company's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 重大會計政策資料 (續)

關連人士 (續)

- (b) 倘適用以下任何一項條件，則某實體與本集團有關連：
- (i) 該實體及本集團為同一集團的成員（意味著各母公司、附屬公司及同系附屬公司與其他方有關連）。
 - (ii) 某實體為另一實體的聯營公司或合營企業（或另一實體為其成員公司之某集團之成員公司之聯營公司或合營企業）。
 - (iii) 兩家實體均為相同第三方的合營企業。
 - (iv) 某實體為第三方的合營企業，另一實體為第三方的聯營公司。
 - (v) 該實體為本集團或與本集團相關連之某實體之僱員的利益而設立之離職福利計劃。
 - (vi) 該實體由(a)中識別之某人士控制或共同控制。
 - (vii) (a)(i)中識別之某人士對該實體有重大影響力或為該實體（或該實體母公司）主要管理人員的一名成員。
 - (viii) 該實體或作為其中一部分之本集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

某人士的直屬家庭成員為可能預期將在彼等與該實體之交易中對該人士造成影響或受到該人士影響之該等家庭成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

4. KEY SOURCES OF ESTIMATION UNCERTAINTIES

In the application of the Group's major accounting policies, which are described in note 3 to the consolidated financial statements of this annual report, 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 assumptions are based on the historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

(a) Assessment of economic useful lives of property, plant and equipment

Property, plant and equipment are depreciated over their economic useful lives. The assessment of estimated useful life of an item of property, plant and equipment is a matter of judgement based on the experience of the Group, taking into account factors such as technological progress, changes in market demand, expected usage and physical wear and tear. Useful lives are periodically reviewed for continued appropriateness. Due to long lives of these assets, changes to the estimates of the useful lives can result in variations in their carrying amounts and depreciation charges recognised in respect of the assets. As at 31 December 2023, the carrying amount of property, plant and equipment was approximately RMB927,144,000 (2022: RMB946,078,000).

4. 估計不確定因素之主要來源

於應用本集團之主要會計政策時（有關政策載於本年報綜合財務報表附註3），本公司董事需就未能於其他來源取得之資產及負債之賬面值作出估計及假設。估計及相關假設乃根據過往經驗及其他被認為屬相關之因素作出。實際結果可能與該等估計有異。

估計及相關假設會不斷作出審閱。倘會計估計之修訂僅會對作出修訂估計之期間構成影響，則有關修訂將於作出修訂之期間確認，或倘修訂對作出修訂之期間及未來期間均會構成影響，則會於作出修訂之期間及未來期間確認。

於報告期末就未來和其他估計之不確定因素之主要來源所作出之主要假設如下，這些假設具有足以致使下一個財政年度之資產及負債賬面值發生重大調整之重大風險。

(a) 評估物業、廠房及設備之估計可使用年期

物業、廠房及設備乃按其經濟可使用年期折舊。估計物業、廠房及設備項目可使用年期之評估乃根據本集團之經驗並計及技術進步、市場需求變化、預期用途及實物損耗等因素而作出之判斷，並定期對可使用年期持續適當性進行檢討。由於資產之長壽命年期，可用年限估計之調整可導致其賬面值出現變動及就有關資產確認折舊。於2023年12月31日，物業、廠房及設備賬面值為約人民幣927,144,000元（2022年12月31日：人民幣946,078,000元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

4. KEY SOURCES OF ESTIMATION UNCERTAINTIES (Continued)

(b) Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at cost less accumulated depreciation and accumulated impairment loss, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators exist that may affect the recovery of the asset's carrying value; (2) whether the carrying amount of an asset can be supported by the recoverable amount, and in the case of value in use, whether the net present value of future cash flows are estimated based upon the net cash inflows expected to be generated from continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including estimation of future cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test. As at 31 December 2023, the carrying amounts of property, plant and equipment and right-of-use assets are approximately RMB927,144,000 (2022: RMB946,078,000) and approximately RMB98,302,000 (2022: RMB93,632,000) respectively. Impairment loss of approximately RMB63,755,000 and RMB1,640,000 (2022: RMB11,914,000 and RMB11,446,000) were recognised for property, plant and equipment and right of used assets respectively during the year end 31 December 2023 (the "Year") to the consolidation financial statements of this annual report.

4. 估計不確定因素之主要來源 (續)

(b) 物業、廠房及設備以及使用權資產之估計減值

物業、廠房及設備以及使用權資產乃按成本減累計折舊及累計減值虧損(如有)列賬。於釐定資產是否減值時,本集團須作出判斷及估計,尤其是評估:(1)是否有事件已發生或有任何現存指標可能影響收回資產賬面價值;(2)資產賬面值是否得到可收回金額支持;而在使用價值之情況下,則是否得到以預計淨現金流由持續使用該資產產生為基礎而估計之未來現金流量之淨現值支持;及(3)將應用於估計可收回金額的適當關鍵假設包括預計將來現金流量預測及適當的貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時,本集團估計資產所屬現金產生單位(「現金產生單位」)的可收回金額。變更有關假設及估計(包括現金流量預測中的貼現率或增長率)可能會對減值測試所用的淨現值產生重大影響。於2023年12月31日,物業、廠房及設備及使用權資產賬面值分別為約人民幣927,144,000元(2022年:人民幣946,078,000元)及約人民幣98,302,000元(2022年:人民幣93,632,000元)。截至2023年12月31日止年度(「本年度」),於本年報之綜合財務報表就物業、廠房及設備以及使用權資產分別確認減值虧損約人民幣63,755,000元及人民幣1,640,000元(2022年:人民幣11,914,000元及人民幣11,446,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

4. KEY SOURCES OF ESTIMATION UNCERTAINTIES (Continued)

(c) Provision of ECL for financial assets measured at amortised cost

Financial assets measured at amortised cost with significant balances or which are credit-impaired are assessed for ECL. In addition, the Group uses provision matrix to calculate ECL for the trade receivables. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable and available without undue costs or effort. At the end of each reporting period, the historical observed default rates are reassessed and changes in the forward-looking information are considered. The provision of ECL is sensitive to the changes in estimates. The information about the ECL and the Group's trade and other receivables are disclosed in notes 36(b) and 26 to the consolidated financial statements of this annual report respectively.

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

Types of goods or services	商品或服務類型
Sales of piped gas	管道燃氣銷售
Piped gas connection	管道燃氣接駁
Cylinder gas supply	罐裝燃氣供應
Gas distribution	燃氣分銷
Food ingredients supply and FMCG	食材供應及賣場
Timing of revenue recognition	收入確認時間
On point in time basis	某時點
On over time basis	某時段

4. 估計不確定因素之主要來源 (續)

(c) 按攤銷成本計量的金融資產的預期信貸虧損撥備

具有重大結餘及發生信貸減值的按攤銷成本計量的金融資產會就預期信貸虧損作出評估。此外，本集團使用撥備矩陣計算微不足道的貿易應收款項的預期信貸虧損。撥備矩陣乃基於本集團之過往違約率，並經計及毋需不必要成本或努力即可獲得的合理及可支持之前瞻性資。於各報告期末，會重新評估過往觀察到的違約率，並考慮前瞻性資料的變動。預期信貸虧損之撥備對估計變動敏感。有關預期信貸虧損及本集團貿易及其他應收賬款已分別在本年報綜合財務報表附註36(b)和26中內披露。

5. 收入

(i) 客戶合約的收入分析

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
	1,045,703	833,924
	123,877	120,317
	655,574	743,744
	585,726	1,051,239
	102,641	118,473
	2,513,521	2,867,697
	2,389,644	2,747,380
	123,877	120,317
	2,513,521	2,867,697

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

5. REVENUE(Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the segment revenue amounts disclosed in the segment information.

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Segment revenue	分部收益		
Piped gas transmission and distribution	管道燃氣輸配		
– Sales of piped gas	– 管道燃氣銷售	1,045,703	833,924
– Piped gas connection	– 管道燃氣接駁	123,877	120,317
		1,169,580	954,241
Cylinder gas supply	罐裝燃氣供應	655,574	743,744
Gas distribution	燃氣分銷	585,726	1,051,239
Food ingredients supply and FMCG	食材供應及賣場		
– Wholesales and retail of merchandises	– 批發及零售商品	102,641	118,473
		2,513,521	2,867,697

All the revenue from contracts with customers are derived from the PRC.

5. 收入 (續)

(i) 客戶合約的收入分析 (續)

客戶合約的收入與分部資料中披露分部收入金額的對賬載列如下：

客戶合約的所有收入均來自中國。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

5. REVENUE (Continued)

(ii) Performance obligations for contract with customers

The Group recognises revenue from the following major sources:

(a) Sales of gas and merchandise

For the sales of cylinder gas, a receivable is recognised by the Group when the goods are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The Group allows an average credit period of 30 to 90 days to its customers and extending to 180 days for major customers for the invoices issued.

For the sales of natural gas, the Group would require advance payment before the delivery of gas for certain customers, any shortage against the periodically actual delivery of the natural gas will be billed by the Group accordingly. The Group allows an average credit period of 30 days to its customers for the invoices issued.

The Group sells merchandise directly to retail customers within supermarkets and a convenience store. Revenue from sales of goods to retail customers is recognised when the product is transferred to the customers upon sales. Payment of the transaction price is due immediately when the customers purchases the goods. The payment is usually settled in cash or using credit cards.

The Group also sell merchandise to wholesalers. Revenue from sales of merchandise to wholesalers is recognised when the control of the merchandises has transferred, being when the merchandises are delivered to the wholesalers and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Payments received in advance that are related to the sales of merchandises not yet delivered to customers are deferred and recognised as contract liabilities. Revenue are recognised when goods are delivered to customers.

5. 收入 (續)

(ii) 客戶合約的履約責任

本集團確認自以下主要來源的收入：

(a) 銷售燃氣及商品

就銷售罐裝燃氣而言，本集團於產品交付至客戶時確認應收賬款，原因是收取代價之權利於這時間點成為無條件，僅須待時間過去便可收取付款。本集團向其客戶就已發出發票批出平均30至90日信貸期，且可為主要客戶延長至180日。

就天然氣貿易而言，本集團於向若干客戶交付天然氣前會要求預付款，若預付金額與定期實際交付的天然氣之間出現任何差額，本集團將相應開具賬單。本集團向其客戶就已發出發票批出平均30日信貸期。

本集團透過超級市場及便利店直接向零售客戶銷售商品。向零售客戶銷售商品的收入於產品在銷售時轉移至客戶時確認。當客戶購買貨物時，交易價格即時應付。付款通常以現金或使用信用卡結算。

本集團亦向批發商銷售商品。向批發商銷售商品的收入於商品的控制權轉移時確認，即商品交付予批發商且並無可能影響批發商接受產品的未履行責任。與尚未交付予客戶的商品銷售相關的預收款將被遞延並確認為合約負債。收入於貨物交付予給客戶時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

5. REVENUE (Continued)

(ii) Performance obligations for contract with customers (Continued)

(a) Sales of gas and merchandise (Continued)

For the sales of piped gas, the Group would require advance payment before the usage of the natural gas for certain customers, any shortage against the periodically actual usage of natural gas will be billed by the Group accordingly. The Group allows an average credit period of 30 to 90 days to its customers and extending to 180 days for major customers for the invoices issued. These customers are required to top up the advance payment for future usage of natural gas supplied by the Group.

In addition, the Group requires advance payment before the usage of the natural gas through prepaid card for certain household users. The charge of the actual usage of natural gas will be deducted directly to the balance of the prepaid card. These customers can only consume the natural gas up to the balance of the prepaid card.

(b) Construction

The Group provides gas pipeline construction services under construction contracts with its customers. Such contracts are entered into before construction of the gas pipeline begins. The Group's performance creates and enhances an asset that the customer controls as the Group performs. Revenue from construction of gas pipeline is recognised over time using an input method, i.e. based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. The directors consider that this input method best depicts the Group's performance in transferring control of services and hence is the appropriate measure of the progress towards complete satisfaction of these performance obligations under HKFRS 15 due to its accuracy.

5. 收入 (續)

(ii) 客戶合約的履約責任 (續)

(a) 銷售燃氣及商品 (續)

就銷售管道燃氣而言，本集團於若干客戶使用天然氣前要求預付款項，而本集團將按照實際使用天然氣收取任何不足的定期實際收費款項。本集團向其客戶就已發出發票批出平均30至90日信貸期，且可為主要客戶延長至180日。該等客戶需要就未來天然氣之使用支付預付款項以確保本集團的燃氣供應。

此外，本集團要求於就若干居民用戶使用天然氣前通過預付卡預付款項。實際使用天然氣的費用將直接於預付卡結餘中扣減。此等客戶可消耗的天然氣費用相等於其預付卡結餘。

(b) 建築

本集團根據建築合約向客戶提供燃氣管道建設服務。該等合約均於燃氣管道建設服務開始前簽訂。本集團的履約產生及加強一項資產，而該項資產於本集團履約時由客戶控制。來自燃氣管道建設的收益採用投入法按時間確認，即根據迄今為止所完成的工作所產生的合約成本相對於估計的合約總成本的比例。董事認為，由於其準確性，此投入法最能描述本集團履行轉移服務控制權，故為完全履行香港財務報告準則第15號項下該等履約責任的進度的適當衡量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

5. REVENUE (Continued)

(ii) Performance obligations for contract with customers (Continued)

(b) Construction (Continued)

The Group requires certain customers to provide upfront deposits before the commencement of the construction which will give rise to contract liabilities until the revenue recognised on the relevant contracts exceed the amount of the deposits. The Group is entitled to invoice customers for gas pipeline construction upon completion of construction works. The Group recognises contract asset for any work performed in excess of payment from customer for the same contract. Any amount previously recognised as a contract asset is reclassified to trade receivables upon completion of construction works. The Group allows an average credit period of 30 to 90 days to its customers and extending to 180 days for major customers.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All the contracts for sales of gas and merchandise, and gas pipeline construction 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.

6. SEGMENT INFORMATION

Information reported to the Group's chief operating decision maker ("CODM"), being the managing director of the Company, for the purposes of resource allocation and assessment of segment performance focuses on types of goods sold or services rendered which is also consistent with the basis of organisation of the Group.

5. 收入 (續)

(ii) 客戶合約的履約責任 (續)

(b) 建築 (續)

本集團於施工前要求若干客戶提供預付存款，其將使致合約負債增加，直至於相關合約確認的收益超出存款金額。本集團有權於工程完成時就燃氣管道建設服務向客戶發出發票。本集團會就超出相同合約的客戶款項的任何已進行工作確認合約資產。先前已確認為合約資產的任何金額將重新分類為貿易應收款項。本集團向其客戶就已發出發票批出平均30至90日信貸期，且可為主要客戶延長至180日。

(iii) 就與客戶的合約分配至餘下履約責任的交易價格

所有燃氣及商品銷售及燃氣管道建設合約的原定預期期限為一年或以內。誠如香港財務報告準則第15號所允許，並未披露分配至該等未達成合約的交易價格。

6. 分部資料

向本集團主要營運決策者（即本公司董事總經理）呈報以便進行資源分配及分部表現評估之資料側重於銷售產品或提供服務之類型，其亦與本集團之組織基礎相吻合。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

6. SEGMENT INFORMATION (Continued)

The Group currently organises its operations into four operating divisions, which also represent the operating segments of the Group for financial reporting purposes, namely (i) piped gas transmission and distribution; (ii) cylinder gas supply; (iii) gas distribution and (iv) Food ingredients supply and FMCG. They represent four major lines of business engaged by the Group. The principal activities of the operating and reportable segments are as follows:

- (1) Piped gas transmission and distribution – sales of piped gas to end-user households, industrial and commercial customers and construction of gas pipeline networks under gas connection contracts;
- (2) Cylinder gas supply – sales and distribution of gas using tank containers to end-user households, industrial and commercial customers;
- (3) Gas distribution – sales of natural gas to industrial and commercial customers; and
- (4) Food ingredients supply and FMCG – wholesales and retail of merchandise (including but not limited to rice; meat; fresh food; FMCG) through supermarkets and a convenience store.

No operating segments have been aggregated to derive the reportable segments for segment information presentation.

6. 分部資料 (續)

本集團目前將其業務分為四個營運部門，亦指本集團的經營分部作財務呈報用途，即(i)管道燃氣輸配；(ii)罐裝燃氣供應；(iii)燃氣分銷以及(iv)食材供應及賣場。其指本集團從事的四大業務。經營及可呈報分部的主要業務如下：

- (1) 管道燃氣輸配—根據燃氣接駁合約向居民、工業及商業客戶銷售管道燃氣及興建燃氣管道網絡；
- (2) 罐裝燃氣供應—以儲罐銷售及分銷燃氣予居民、工商業客戶之最終用者；
- (3) 燃氣分銷—向工業及商業客戶銷售天然氣；及
- (4) 食材供應和賣場—批發及透過超級市場及便利店零售商品（包括但不限於米、肉、生鮮、快消品）。

分部資料呈列之可呈報分部並非匯總經營分部而得出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

6. 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 two years:

For the year ended 31 December 2023

6. 分部資料 (續)

分部收入及業績

以下為本集團兩年內按經營及分部分類之收入及業績分析：

截至2023年12月31日止年度

	Piped gas transmission and distribution	Cylinder gas supply	Gas distribution	Food ingredients supply and FMCG	Total
	管道燃氣輸配	罐裝燃氣供應	燃氣分銷	食材供應及賣場	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue from external customers 來自外部客戶的分部收入	1,169,580	655,574	585,726	102,641	2,513,521
Segment profit (loss) 分部溢利(虧損)	35,661	3,061	4,096	(7,515)	35,303
Unallocated income 未分配收入					7,646
Central administration costs 中央行政開支					(9,155)
Share of results of associates 應佔聯營公司業績					21,349
Share of results of joint ventures 應佔合資企業業績					(242,653)
Unallocated impairment loss of property, plant and equipment 未分配物業、廠房及設備之減值虧損					(10,308)
Finance costs 財務成本					(4,494)
Loss before tax 除稅前虧損					(202,312)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

6. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

The following is an analysis of the Group's revenue and results by operating and reportable segment for the two years: (Continued)

For the year ended 31 December 2022

	Piped gas transmission and distribution	Cylinder gas supply	Gas distribution	Food ingredients supply and FMCG	Total	
	管道燃氣輸配	罐裝燃氣供應	燃氣分銷	食材供應及賣場	合計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Segment revenue from external customers	來自外部客戶的分部收入	954,241	743,744	1,051,239	118,473	2,867,697
Segment profit (loss)	分部溢利(虧損)	62,017	17,105	4,472	(25,524)	58,070
Unallocated income	未分配收入					7,373
Central administration costs	中央行政開支					(6,586)
Share of results of associates	應佔聯營公司業績					15,264
Share of results of joint ventures	應佔合資企業業績					4,159
Finance costs	財務成本					(3,518)
Profit before tax	除稅前溢利					74,762

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

The accounting policies of the reportable and operating segments are the same as the Group's material accounting policies described in note 3 to the consolidated financial statements of this annual report. Segment result represents the profit (loss) earned by (incurred by) each segment without allocation of share of results of associates, share of results of joint ventures, central administration costs, finance costs and certain other income and impairment loss of property, plant and equipment. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

6. 分部資料(續)

分部收入及業績(續)

以下為本集團兩年內按經營及分部分類之收入及業績分析：(續)

截至2022年12月31日止年度

上文呈報之分部收入均來自外部客戶，兩個年度內概無分部間銷售。

呈報及經營分部之會計政策與本年報綜合財務報表附註3所述之本集團之重大會計政策相同。分部業績指各分部賺取(產生)之溢利(虧損)，惟並無分配應佔聯營公司業績、應佔合資企業業績、中央行政開支、財務成本及若干其他收入以及物業、廠房及設備之減值虧損。此乃就資源分配及表現評估向主要營運決策者呈報之計量方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

6. 分部資料 (續)

分部資產及負債

以下為本集團按呈報及經營分部分類之資產及負債分析。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
Segment assets	分部資產		
Piped gas transmission and distribution	管道燃氣輸配	894,918	894,421
Cylinder gas supply	罐裝燃氣供應	253,670	294,324
Gas distribution	燃氣分銷	26,103	51,186
Food ingredients supply and FMCG	食材供應及賣場	48,894	37,969
		1,223,585	1,277,900
Total segment assets	分部資產總值		
Investment properties	投資物業	3,770	4,540
Interests in associates	於聯營公司之權益	174,052	152,703
Interests in joint ventures	於合資企業之權益	1,104,454	1,347,107
Equity instruments at FVTOCI	按公允值計入其他全面收益之權益工具	107,733	127,544
Deferred tax assets	遞延稅項資產	3,163	4,792
Financial assets at FVTPL	按公允值計入損益之金融資產	16,595	-
Bank balances and cash	銀行結餘及現金	604,501	555,115
Other unallocated assets	其他未分配資產	115,352	133,133
		3,353,205	3,602,834
Consolidated assets	綜合資產		
Segment liabilities	分部負債		
Piped gas transmission and distribution	管道燃氣輸配	376,618	299,519
Cylinder gas supply	罐裝燃氣供應	104,384	124,948
Gas distribution	燃氣分銷	2,785	29,471
Food ingredients supply and FMCG	食材供應及賣場	38,478	41,580
		522,265	495,518
Total segment liabilities	分部負債總值		
Bank borrowings	銀行借貸	81,775	85,520
Tax liabilities	稅項負債	9,224	12,953
Deferred tax liabilities	遞延稅項負債	17,740	20,721
Other unallocated liabilities	其他未分配負債	3,550	5,698
		634,554	620,410
Consolidated liabilities	綜合負債		

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than investment properties, interests in associates, interests in joint ventures, equity instruments at FVTOCI, deferred tax assets, financial assets at FVTPL, bank balances and cash, certain property, plant and equipment and other receivables; and
- all liabilities are allocated to operating segments other than bank borrowings, tax liabilities, deferred tax liabilities and certain other payables.

Other segment information

6. 分部資料 (續)

分部資產及負債 (續)

為方便監察分部表現及於分部間分配資源：

- 除投資物業、於聯營公司之權益、於合資企業之權益、按公允值計入其他全面收益之權益工具、遞延稅項資產、按公允值計入損益之金融資產、銀行結餘及現金、若干物業、廠房及設備以及其他應收款項外，所有資產均已分配予各經營分部；及
- 除銀行借貸、稅項負債、遞延稅項負債及若干其他應付款項外，所有負債均已分配予各經營分部。

其他分部資料

	Piped gas transmission and distribution 管道燃氣輸配及分銷 RMB'000 人民幣千元	Cylinder gas supply 罐裝燃氣供應 RMB'000 人民幣千元	Gas distribution 燃氣分銷 RMB'000 人民幣千元	Food ingredients supply and FMCG 食材供應及賣場 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 合計 RMB'000 人民幣千元
For the year ended 31 December 2023	截至2023年12月31日止年度					
Amounts included in measure of segment profit or loss or segment assets:	計算分部溢利或虧損或部分資產時計及之金額：					
Depreciation of property, plant and equipment	物業、廠房及設備折舊					
	39,302	14,988	-	4,377	413	59,080
Depreciation of right-of-use assets	使用權資產折舊					
	1,781	2,874	-	544	101	5,300
Loss on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備及使用權資產之虧損					
	1,379	999	-	(285)	-	2,093
Loss on disposal of an investment property	出售投資物業之虧損					
	-	-	-	79	-	79
Amortisation of intangible assets	攤銷無形資產					
	1,229	-	-	-	-	1,229
Impairment loss recognised in respect of property, plant and equipment and right-of-use assets	就物業、廠房及設備以及使用權資產確認之減值虧損					
	44,825	9,329	-	933	10,308	65,395
Net allowance (reversal of allowances) made in respect of trade and other receivables	就貿易及其他應收款項計提(撥備撥回)之撥備淨額					
	(1,058)	2,806	(110)	3,828	2,825	8,291
Additions in right-of-use assets	添置使用權資產					
	10,629	1,052	-	-	225	11,906
Capital expenditure in respect of property, plant and equipment	有關物業、廠房及設備之資本開支					
	60,149	42,454	-	2,922	1,156	106,681
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要營運決策者提呈但於計算分部溢利或虧損或分部資產時並無計及之金額：					
Interests in associates	於聯營公司之權益					
	-	174,052	-	-	-	174,052
Interests in joint ventures	於合資企業之權益					
	1,104,454	-	-	-	-	1,104,454
Share of results of associates	應佔聯營公司業績					
	-	21,349	-	-	-	21,349
Share of results of joint ventures	應佔合資企業業績					
	(242,653)	-	-	-	-	(242,653)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

	Piped gas transmission and distribution 管道燃氣輸配及分銷 RMB'000 人民幣千元	Cylinder gas supply 罐裝燃氣供應 RMB'000 人民幣千元	Gas distribution 燃氣分銷 RMB'000 人民幣千元	Food ingredients supply and FMCG 食材供應及賣場 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 合計 RMB'000 人民幣千元
For the year ended 31 December 2022	截至2022年12月31日止年度					
Amounts included in measure of segment profit or loss or segment assets:	計算分部溢利或虧損或部分資產時計及之金額：					
Depreciation of property, plant and equipment	物業、廠房及設備折舊					
	34,125	15,725	994	5,954	313	57,111
Depreciation of right-of-use assets	使用權資產折舊					
	1,180	2,436	-	2,250	754	6,620
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損					
	(3)	466	-	(522)	328	269
Amortisation of intangible assets	攤銷無形資產					
	1,230	-	-	-	-	1,230
Impairment loss recognised in respect of property, plant and equipment and right-of-use assets	就物業、廠房及設備以及使用權資產確認之減值虧損					
	-	3,013	-	20,347	-	23,360
Net allowance (reversal of allowances) made in respect of trade and other receivables	就貿易及其他應收款項計提(撥備撥回)之撥備淨額					
	799	(330)	(36)	793	175	1,401
Additions in right-of-use assets	添置使用權資產					
	-	7,329	-	-	217	7,546
Capital expenditure in respect of property, plant and equipment	有關物業、廠房及設備之資本開支					
	51,766	20,594	-	58,693	869	131,922
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要營運決策者呈呈但於計算分部溢利或虧損或部分資產時並無計及之金額：					
Interests in associates	於聯營公司之權益					
	-	152,703	-	-	-	152,703
Interests in joint ventures	於合資企業之權益					
	1,347,107	-	-	-	-	1,347,107
Share of results of associates	分佔聯營公司業績					
	-	15,264	-	-	-	15,264
Share of results of joint ventures	應佔合資企業業績					
	4,159	-	-	-	-	4,159

Geographical information

All of the Group's revenue was generated in the PRC (place of domicile of the Group entities that derived the revenue) and over 90% of the Group's non-current assets were also located in the PRC (place of domicile of the group entities that hold such assets). Accordingly, no geographical information is presented.

Information about major customers

No individual customer of the Group had contributed sales of over 10% of the total revenue of the Group for both years.

6. 分部資料 (續)

分部資產及負債 (續)

	Piped gas transmission and distribution 管道燃氣輸配及分銷 RMB'000 人民幣千元	Cylinder gas supply 罐裝燃氣供應 RMB'000 人民幣千元	Gas distribution 燃氣分銷 RMB'000 人民幣千元	Food ingredients supply and FMCG 食材供應及賣場 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 合計 RMB'000 人民幣千元
For the year ended 31 December 2022	截至2022年12月31日止年度					
Amounts included in measure of segment profit or loss or segment assets:	計算分部溢利或虧損或部分資產時計及之金額：					
Depreciation of property, plant and equipment	物業、廠房及設備折舊					
	34,125	15,725	994	5,954	313	57,111
Depreciation of right-of-use assets	使用權資產折舊					
	1,180	2,436	-	2,250	754	6,620
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損					
	(3)	466	-	(522)	328	269
Amortisation of intangible assets	攤銷無形資產					
	1,230	-	-	-	-	1,230
Impairment loss recognised in respect of property, plant and equipment and right-of-use assets	就物業、廠房及設備以及使用權資產確認之減值虧損					
	-	3,013	-	20,347	-	23,360
Net allowance (reversal of allowances) made in respect of trade and other receivables	就貿易及其他應收款項計提(撥備撥回)之撥備淨額					
	799	(330)	(36)	793	175	1,401
Additions in right-of-use assets	添置使用權資產					
	-	7,329	-	-	217	7,546
Capital expenditure in respect of property, plant and equipment	有關物業、廠房及設備之資本開支					
	51,766	20,594	-	58,693	869	131,922
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要營運決策者呈呈但於計算分部溢利或虧損或部分資產時並無計及之金額：					
Interests in associates	於聯營公司之權益					
	-	152,703	-	-	-	152,703
Interests in joint ventures	於合資企業之權益					
	1,347,107	-	-	-	-	1,347,107
Share of results of associates	分佔聯營公司業績					
	-	15,264	-	-	-	15,264
Share of results of joint ventures	應佔合資企業業績					
	4,159	-	-	-	-	4,159

地區資料

本集團所有收入乃於中國(集團實體產生收入之存冊地點)產生及本集團超過90%的非流動資產亦位於中國(集團實體持有該等資產之存冊地點)。因此,概無呈列地區資料。

主要客戶資料

於兩個年度,概無本集團之個別客戶貢獻銷售額超逾本集團總收入的10%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

7. IMPAIRMENT LOSS UNDER THE ECL MODEL, NET OF REVERSAL

7. 預期信貸虧損模式下之減值虧損，扣除撥回

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Impairment loss, net of reversal	減值虧損，扣除撥回		
Trade receivables from contracts with customers	來自客戶合約之應收款項	639	(1,250)
Other receivables	其他應收款項	(8,930)	(151)
		(8,291)	(1,401)

8. OTHER GAINS AND LOSSES, NET

8. 其他收益及虧損淨額

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Loss on disposal of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產之虧損	(2,093)	(269)
Loss on disposal of an investment property	出售投資物業之虧損	(79)	(1,652)
Fair value gain (loss) on financial assets at FVTPL (note 28)	按公允值計入損益之金融資產公允值收益(虧損)(附註28)	95	(3)
Net foreign exchange gain	匯兌收益淨額	1,320	4,251
Fair value loss on investment properties (note 18)	投資物業公允值虧損(附註18)	(480)	(2,080)
Bargain purchase gain on acquisition of a subsidiary (note 38)	收購附屬公司議價收購收益(附註38)	-	11
Difference arising on acquisition (note 39)	收購產生之差額(附註39)	-	1,405
Impairment loss recognised in respect of	就以下各項確認之減值虧損		
– Property, plant and equipment	– 物業、廠房及設備	(63,755)	(11,914)
– Right-of-use assets	– 使用權資產	(1,640)	(11,446)
		(66,632)	(21,697)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

9. OTHER INCOME

9. 其他收入

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	6,520	5,293
Interest income from financial assets at FVTPL	按公允值計入損益之金融資產之 利息收入	277	-
Imputed interest income from loan receivable	應收貸款之推算利息收入	-	164
Rental income, net	租金收入淨額	3,293	8,664
Dividend income from an equity instrument at FVTOCI	按公允值列賬及計入其他全面 收益之權益工具之股息收入	646	-
Repair and maintenance services income	維修保養服務收入	57	1,635
Sales of gas appliances, net	銷售燃氣器具淨額	20,211	22,771
Incentive subsidies (note)	激勵補貼(附註)	2,081	1,387
Others	其他	9,535	7,588
		42,620	47,502

Note:

The amount mainly represents incentives from the government authorities in the PRC related to the Group's operations.

附註：

該金額主要指中國政府機構授予本集團營運有關之獎勵。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

10.(LOSS) PROFIT BEFORE TAX

10.除稅前(虧損)溢利

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Directors' emoluments (note 11)	董事酬金(附註11)	6,030	5,724
Other staff costs (excluding directors)	其他員工成本(不包括董事)		
– Salaries, allowances and benefits in kind	– 薪金、津貼及實物利益	141,413	130,987
– Retirement benefits scheme contributions	– 退休福利計劃供款	20,931	18,361
		168,374	155,072
Total staff costs	總員工成本		
Cost of inventories recognised as expenses	確認為開支之存貨成本	2,140,039	2,518,172
– Costs of gas purchased	– 燃氣採購成本	1,952,727	2,321,572
– Costs of merchandise sold	– 已售商品成本	87,055	105,170
– Manufacturing costs	– 製造成本	100,257	91,430
Auditor's remuneration	核數師酬金		
– Audit services	– 審核服務	1,000	1,000
– Non-audit services	– 非審核服務	–	5
Depreciation and amortisation	折舊及攤銷		
– Property, plant and equipment (note 16)	– 物業、廠房及設備(附註16)	59,080	57,111
– Right-of-use assets (note 17)	– 使用權資產(附註17)	5,300	6,620
– Intangible assets (note 20)	– 無形資產(附註20)	1,229	1,230
Contract cost recognised as expense in respect of gas connection construction contracts (included in cost of sales)	就燃氣接駁建設合約確認為開支之合約成本(計入銷售成本)	60,891	59,519

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(a) Directors' Emoluments

The emoluments paid or payable to each of 8 (2022: 8) directors were as follows:

11. 董事之酬金及五位最高薪酬員工

(a) 董事之酬金

已付或應付8名(2022年: 8名)董事之酬金如下:

		Directors' fees	Salaries, allowances	Performance related incentive payments	Retirement benefits	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(note)		
				(附註)		
For the year ended	截至2023年12月31日					
31 December 2023	止年度					
Executive directors:	執行董事:					
Dr. Mo Shikang	莫世康博士	-	1,534	214	-	1,748
Mr. Zhang Hesheng	張和生先生	-	1,296	165	-	1,461
Mr. Fan Fangyi	范方義先生	-	698	23	34	755
Miss Mo Yunbi	莫雲碧小姐	-	698	67	51	816
Ms. Li Fun Replen	李歡女士	-	706	-	16	722
Independent non-executive directors:	獨立非執行董事:					
Mr. Liu Junmin	劉駿民先生	176	-	-	-	176
Prof. Zhao Yanyun	趙彥雲教授	176	-	-	-	176
Mr. Cheung Chi Ming	張志明先生	176	-	-	-	176
		528	4,932	469	101	6,030

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(Continued)

(a) Directors' Emoluments (Continued)

11. 董事之酬金及五位最高薪酬員工 (續)

(a) 董事之酬金 (續)

	Directors' fees	Salaries, allowances	Performance related incentive payments	Retirement benefits	Total
	董事袍金	薪金、津貼	表現相關獎勵付款	退休福利	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
			(note)		
			(附註)		
For the year ended 31 December 2022	截至2022年12月31日止年度				
Executive directors:	執行董事：				
Dr. Mo Shikang	–	1,463	196	–	1,659
Mr. Zhang Hesheng	–	1,237	147	–	1,384
Mr. Fan Fangyi	–	667	15	34	716
Miss Mo Yunbi	–	668	58	50	776
Ms. Li Fun Replen	–	670	–	15	685
Independent non-executive directors:	獨立非執行董事：				
Mr. Liu Junmin	168	–	–	–	168
Prof. Zhao Yanyun	168	–	–	–	168
Mr. Cheung Chi Ming	168	–	–	–	168
	504	4,705	416	99	5,724

Note:

The performance related incentive payments were determined by reference to the individual performance of the directors and approved by the remuneration committee of the Company and the Board.

附註：

表現相關獎勵付款乃參考董事之個人表現釐定，並經本公司薪酬委員會及董事會批准。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(Continued)

(a) Directors' Emoluments (Continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There was no arrangement under which a director waived or agreed to waive any remuneration during both years. No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, all are directors of the Company whose emoluments are included in the above disclosures.

12. FINANCE COSTS

Interest on bank borrowings	銀行借貸利息
Interest on lease liabilities	租賃負債利息

11. 董事之酬金及五位最高薪酬員工 (續)

(a) 董事之酬金 (續)

上文所示執行董事酬金乃有關彼等管理本公司及本集團事務之服務。

上文所示獨立非執行董事酬金乃有關彼等作為本公司董事之服務。

於兩個年度內，並無據此董事放棄或同意放棄任何薪酬之安排。本集團概無向董事支付酬金作為吸引加入或加入本集團時的獎勵或作為離職補償。

(b) 五位最高薪酬人士

本集團五位最高薪酬人士為本公司董事，其酬金已於上文披露。

12. 財務成本

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on bank borrowings	3,426	2,577
Interest on lease liabilities	1,068	941
	4,494	3,518

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

13. INCOME TAX EXPENSE

13. 所得稅開支

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
PRC Enterprise Income Tax ("EIT"):	中國企業所得稅(「企業所得稅」):		
– Current tax	– 即期稅項	22,710	16,903
– Under (over) provision in prior years	– 過往年度撥備不足(超額撥備)	934	(484)
Deferred taxation (note 33)	遞延稅項(附註33)	1,303	(3,874)
		24,947	12,545

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group had no assessable profit derived in Hong Kong for both years.

由於本集團於本年度均無於香港產生任何應課稅溢利，故此並無在綜合財務報表就香港利得稅提撥準備。

The EIT rates applicable for the Group's PRC subsidiaries ranged from 15% to 25% (2022: 15% to 25%).

本集團中國附屬公司的適用企業所得稅稅率介乎15%至25% (2022年: 15%至25%)。

Following the Catalogue of Encouraged Industries in Western Region which was promulgated by the National Development and Reform Commission of the PRC in 2014, certain subsidiaries which are operating in the Western China region are granted a concessionary tax rate of 15% by the local tax bureau.

根據國家發展和改革委員會正式於2014年發布的《西部地區鼓勵類產業目錄》，於中國西部營運的若干附屬公司已獲當地稅局給予稅務寬減，優惠稅率的企業所得稅為15%。

Income tax credit for small-scaled minimal profit enterprise

小型微利企業所得稅優惠政策

For the year ended 31 December 2023

截至2023年12月31日止年度

In accordance with the announcement no. 12 of 2023 regarding 《關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告》 ("Announcement on Tax and Fee Policies for Further Supporting the Development of Small Profit Making Enterprises and Individual Industrial and Commercial Household*") issued by the Ministry of Finance and the State Taxation Administration, for the period from 1 January 2023 to 31 December 2027, in respect of the portion of taxable income for the year derived by the Group's small profitmaking enterprises, the annual taxable income shall be included in its taxable income at the reduced rate of 25%, with the applicable enterprise income tax rate of 20%.

根據財政部及國家稅務總局發佈之公告2023年第12號《關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告》，於2023年1月1日至2027年12月31日止期間，就本集團小型微利企業產生的年內應課稅收入部分而言，年度應課稅收入應按調減稅率25%計入其應課稅收入，而適用企業所得稅稅率為20%。

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

13. INCOME TAX EXPENSE (Continued)

Income tax credit for small-scaled minimal profit enterprise (Continued)

For the year ended 31 December 2022

In accordance with the announcement no. 12 of 2021 regarding 《關於實施小微企業和個體工商戶所得稅優惠政策的公告》 (“Implementation of Preferential Income Tax Policies for Small Profit Making Enterprises and Individual Industrial and Commercial Household*”) issued by the Ministry of Finance and the State Taxation Administration, for the period from 1 January 2021 to 31 December 2022, in respect of the portion of taxable income for the year of less than RMB1 million derived by the Group's small profitmaking enterprises, the enterprise income tax shall be levied at a further reduced rate of 50% on the basis of preferential policies stipulated in Article Two of the Cai Shui 2019 No. 13 Document.

* For identification purpose only

The charge for the year can be reconciled to the (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

13. 所得稅開支 (續)

小型微利企業所得稅優惠政策 (續)

截至2022年12月31日止年度

根據財政部及國家稅務部發佈之公告202112號《關於實施小微企業和個體工商戶所得稅優惠政策的公告》，2021年1月1日至2022年12月31日止期間，就本集團小微企業產生的人民幣一百萬元以下的年度應課稅收入部分，根據財稅201913號文件第二條規定的優惠政策，進一步按50%減稅率徵收企業所得稅。

本年度開支與綜合損益及其他全面收益報表所列的除稅前(虧損)溢利對賬如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
(Loss) profit before tax	除稅前(虧損)溢利	(202,312)	74,762
Tax at the domestic income tax rate of 25% (2022: 25%)	按本地所得稅稅率25% (2022年: 25%)計算	(50,578)	18,691
Tax effect of share of results of joint ventures	應佔合營企業業績之稅務影響	60,663	(1,040)
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	(5,337)	(3,816)
Tax effect of income not taxable for tax purpose	不可扣稅收入之稅務影響	(2,726)	(2,172)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	22,071	9,186
Tax effect of profit which are under tax concessions	稅項寬減項下溢利之稅務影響	(17,738)	(26,344)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	9,607	11,494
Effect of temporary differences not recognised	未確認暫時差額之影響	6,277	4,898
Under (over) provision in prior years	過往年度撥備不足(超額撥備)	934	(484)
Other	其他	1,774	2,132
Tax charge for the year	年內稅項支出	24,947	12,545

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

13. INCOME TAX EXPENSE (Continued)

Note:

The tax rate of 25% (2022: 25%) represents EIT which is applicable to most of the Group's operations in the PRC for the Year.

At the end of the reporting period, the Group has estimated unused tax losses of approximately RMB304,166,000 (2022: RMB265,738,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the losses due to the unpredictability of future profit streams. These unrecognised tax losses will expire in various dates up to 2028 (2022: 2027).

14. DIVIDEND

No dividend was paid, declared or proposed for ordinary shareholders of the Company during the years ended 31 December 2023 and 2022, nor has any dividend been proposed since the end of the reporting year.

13. 所得稅開支 (續)

附註：

企業所得稅稅率25%適用於本集團截至本年度於中國之大部分業務(2022年：25%)。

於報告期末，本集團擁有未動用稅項虧損約人民幣304,166,000元(2022年：人民幣265,738,000元)可用於抵銷未來溢利。由於無法估計未來之溢利，故並無就該等虧損確認遞延稅項資產。該等未確認稅項虧損將於不同日期屆滿，直至2028年(2022年：2027年)。

14. 股息

於截至2023年及2022年12月31日止年度，概無向本公司普通股股東派付、宣派或建議派付股息，自報告期末以來，亦無建議派付任何股息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

15. (LOSS) EARNING PER SHARE

The calculation of the basic (loss) earning per share attributable to the owners of the Company is based on the following data:

Basic (loss) earning per share are calculated by dividing the (loss) profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the Year.

15. 每股（虧損）盈利

本公司擁有人應佔每股基本（虧損）盈利乃根據以下數據計算：

每股基本（虧損）盈利乃將本公司擁有人應佔（虧損）溢利除以本年度內已發行普通股之加權平均數計算。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
(Loss) earning (Loss) profit for the year attributable to the owners of the Company and for the purpose of basic (loss) earning per share	(虧損) 盈利 本公司擁有人應佔本年度（虧損）溢利及用作計算每股基本（虧損）盈利	(231,749)	35,655
Number of shares Weighted average number of ordinary shares for the purpose of basic (loss) earning per share	股份數目 用作計算每股基本（虧損）盈利之加權平均普通股數目	8,934,561,203	8,934,561,203

No diluted (loss) earning per share is presented for both years as there was no potential ordinary shares in issue.

兩個年度並無呈列每股攤薄（虧損）盈利，因為並無任何已發行的潛在普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Plant, and machinery	Pipeline	Transportation vehicles	Construction in progress	Total
		樓宇	物業裝修租賃	傢俬、裝置及辦公室設備	廠房及機器	管道	運輸車輛	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST	成本								
At 1 January 2022	於2022年1月1日	241,224	11,286	40,831	92,161	846,380	64,754	36,235	1,332,871
Acquisition of a subsidiary (note 38)	收購附屬公司(附註38)	7,901	-	55	2,575	164	271	-	10,966
Acquisition of assets through acquisition of a subsidiary (note 39)	透過收購附屬公司收購資產(附註39)	33	-	2	-	-	44	9,649	9,728
Additions	添置	47,585	1,232	5,018	9,019	30,633	2,725	15,016	111,228
Transfer	轉撥	-	-	-	3,020	29,132	-	(32,152)	-
Disposals/written off	出售/撤銷	(2,920)	-	(18,559)	(2,364)	(829)	(9,535)	(867)	(35,074)
At 31 December 2022	於2022年12月31日	293,823	12,518	27,347	104,411	905,480	58,259	27,881	1,429,719
Additions	添置	24,228	3,825	2,089	18,827	37,929	6,636	13,147	106,681
Transfer	轉撥	-	-	-	4,364	13,484	-	(17,848)	-
Disposals/written off	出售/撤銷	(148)	-	(8)	(877)	(2,854)	(2,174)	-	(6,061)
At 31 December 2023	於2023年12月31日	317,903	16,343	29,428	126,725	954,039	62,721	23,180	1,530,339
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSS	累計折舊及減值虧損								
At 1 January 2022	於2022年1月1日	60,703	6,394	16,334	33,901	262,792	44,366	-	424,490
Provided for the year	本年度撥備	12,572	933	105	11,540	26,626	5,335	-	57,111
Eliminated on disposals/written off	出售/撤銷時對銷	(1,435)	-	(681)	(1,294)	(62)	(6,402)	-	(9,874)
Impairment (note d)	減值(附註d)	1,949	5,183	1,752	2,676	-	354	-	11,914
At 31 December 2022	於2022年12月31日	73,789	12,510	17,510	46,823	289,356	43,653	-	483,641
Provided for the year	本年度撥備	10,563	561	1,532	10,541	29,974	5,909	-	59,080
Eliminated on disposals/written off	出售/撤銷時對銷	(131)	-	(7)	(760)	(848)	(1,535)	-	(3,281)
Impairment	減值	13,739	395	73	3,315	45,117	785	331	63,755
At 31 December 2023	於2023年12月31日	97,960	13,466	19,108	59,919	363,599	48,812	331	603,195
CARRYING VALUES	賬面值								
At 31 December 2022	於2022年12月31日	219,943	2,877	10,320	66,806	590,440	13,909	22,849	927,144
At 31 December 2023	於2023年12月31日	220,034	8	9,837	57,588	616,124	14,606	27,881	946,078

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes:

- (a) At the year end of the 2023, the directors of the Company have conducted impairment assessment to estimate the recoverable amounts of the Group's property, plant and equipment assets which are used in the Group's segment of piped gas transmission and distribution, in view of the unfavorable operating results from the segment. As part of the impairment assessment of these assets belonging to this segment, management estimated the recoverable amount of Fuping Civigas CGU, whose main business is provision of piped gas in Fuping County and is a significant CGU in the piped gas transmission and distribution segment, to be lower than its carrying amount. Based on the results of the impairment assessment of the Fuping Civigas CGU, the management estimated the recoverable amount of the CGU based on its value in use for comparison with the carrying amount of the CGU, which comprised of property, plant and equipment of RMB82,030,000. The recoverable amount of the CGU based on its value in use was estimated to be RMB37,399,000 as at 31 December 2023. Thus an impairment loss of RMB44,631,000 was recognised in the consolidated profit or loss for the year ended 31 December 2023 to write down the carrying amounts of the items of property, plant and equipment belonging to the CGU to their recoverable amounts. The impairment of these assets in the year ended 31 December 2023 was due to the surge in the purchase prices of natural gas. However, the natural gas prices charged by the CGU to its customers could not rise at the same time and same rate as the purchase price increases as the sales price of natural gas is regulated by the local government. The recoverable amount of the CGU has been determined based on the value-in-use calculation using the following assumptions:

Period of cash flow projection	5 years
Growth rate within 5-year period in the financial budgets approved by the management	6.4%-7.4%
Growth rate for extrapolation of cash flows beyond 5-year period	1.7%
Discount rate	11.5%

16. 物業、廠房及設備 (續)

附註：

- (a) 於2023年末，鑒於管道燃氣輸配分部的不利經營業績，本公司董事已進行減值評估，以估計本集團該分部所用物業、廠房及設備的可收回金額。作為該分部所屬該等資產減值評估的一部分，管理層已估計富平中民現金產生單位（其主要業務為於富平縣提供管道燃氣，且為管道燃氣輸配分部的重大現金產生單位的可收回金額）低於其賬面值。根據富平中民現金產生單位的減值評估結果，管理層根據其使用價值估計現金產生單位的可收回金額，以與現金產生單位的賬面值（包括物業、廠房及設備人民幣82,030,000元）進行比較。於2023年12月31日，根據其使用價值計算的現金產生單位的可收回金額估計為人民幣37,399,000元。因此，於截至2023年12月31日止年度的綜合損益中確認減值虧損人民幣44,631,000元，以將屬於現金產生單位的物業、廠房及設備項目的賬面值撇減至其可收回金額。截至2023年12月31日止年度，該等資產價值乃由於天然氣購買價飆升。然而，由於天然氣售價受當地政府監管，故現金產生單位向其客戶收取的天然氣價格無法與購買價同時上漲相同幅度。現金產生單位的可收回金額乃使用以下假設根據使用價值計算釐定：

現金流量預測期	5年
管理層批准之財務預算 五年期內之增長率	6.4%-7.4%
五年期後之增長率	1.7%
貼現率	11.5%

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes: (Continued)

- (b) At the year end of the 2023, the directors of the Company have conducted impairment assessment to estimate the recoverable amounts of the Group's property, plant and equipment and right-of-use assets which are used in the Group's segment of cylinder gas supply, in view of the unfavorable operating results from the segment. As part of the impairment assessment of this segment, management estimated the recoverable amounts of the below companies as individual CGUs whose main business is provision of cylinder gas to be lower than their carrying amounts. Based on the results of the impairment assessment, the management estimated that impairment amounts of the CGUs were RMB7,689,000 for property, plant and equipment, and RMB1,640,000 for right-of-use assets in order to write down the carrying amounts of these CGUs to their recoverable amounts, which were estimated based on their value in use. The impairment losses of property, plant and equipment and right-of-use assets in these CGUs are mainly due to operate the industry in which they are highly competitive, and these CGUs have small market share with low gross margin. The recoverable amounts of these CGUs has been determined based on the value-in-use calculation using the following assumptions in the below table:

CGU		Funing Jiehua Zhongmin Clean Energy	Yuxi Jiehua Zhongmin Clean Energy	Tianjin Jixian Zhongmin Gas Sales	Tianjin Zhongmin Hengan Gas
現金產生單位		富寧解化中民清潔能源	玉溪解化中民清潔能源	天津薊縣中民燃氣銷售	天津中民恆安燃氣
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Recoverable amount	可收回金額	1,059	4,726	635	54,384
Impairment for property, plant and equipment	物業、廠房及設備減值	1,682	2,010	2,569	1,428
Impairment for ROU	使用權價值減值	996	-	644	-
Period of cash flow projection	現金流量預測期	5	5	5	5
Growth rate within 5-year period	五年期內之增長率	-14.49% – 1.00%	0% – 4.62%	-1.00% – 23.99%	-11.29% – 25.64%
Growth rate beyond 5-year period	五年期後之增長率	-	-	-	-
Discount rate	貼現率	11.50%	11.50%	11.50%	11.50%

16. 物業、廠房及設備 (續)

附註：(續)

- (b) 於2023年末，鑒於罐裝燃氣供應分部的不利經營業績，本公司董事已進行減值評估，以估計本集團該分部所用物業、廠房及設備以及使用權資產的可收回金額。作為該分部資產減值評估的一部分，管理層已估計下述公司（作為個別現金產生單位，其主要業務為提供罐裝燃氣）的可收回金額低於其賬面值。根據減值評估結果，管理層估計現金產生單位的物業、廠房及設備以及使用權資產的減值金額分別為人民幣7,689,000元及人民幣1,640,000元，以將該等現金產生單位的賬面值撇減至其根據使用價值估計的可收回金額。該等現金產生單位的物業、廠房及設備以及使用權資產的減值虧損主要由於其經營所在產業競爭激烈，且該等現金產生單位的市場份額較小，毛利率較低。該等現金產生單位的可收回金額乃使用下表所載以下假設根據使用價值計算釐定：

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes: (Continued)

- (c) At the year end of the 2023, the directors of the Company have conducted impairment assessment on the recoverable amount of one of Chongqing Xiye Industrial Co., Ltd's properties, which was purchased with a significant legal issue of ownership. A professional legal opinion shows that there is significant uncertainty to obtain the ownership of the property even if consideration was paid to the seller, because such property was involved in many legal proceedings and the seller does not possess the ownership. The property with an amount of RMB10,308,000 was fully impaired.
- (d) At the end of the 2022, the directors of the Company had conducted impairment assessment to estimate the recoverable amounts of the Group's property, plant and equipment and right-of-use assets which were used in the Group's retail business of merchandise through supermarkets and a convenience store, in view of the unfavorable operating results from that business. The management estimated the recoverable amount of each of the supermarkets and convenience store, each representing an individual CGU, to which the assets belonged. The recoverable amounts of the CGUs had been determined based on value in use calculations. The discount rate in measuring the amount of value in use was 11%. Based on the results of the impairment assessment, the management estimated that the supermarkets and a convenience store would not generate significant amount of positive net cash inflows in the future and hence the recoverable amounts of the relevant leasehold improvements, furniture, fixtures and office equipment, plant and machinery and right-of-use assets belonging to these supermarkets and a convenience store were insignificant. Accordingly, impairment loss on these assets used in the Group's retail business of merchandise of RMB8,901,000 and RMB11,446,000 had been recognised on property, plant and equipment and right-of-use assets respectively for the year ended 31 December 2022 and included in "other gains and losses, net".

16. 物業、廠房及設備 (續)

附註：(續)

- (c) 於2023年末，本公司董事對重慶犀野實業有限公司所購買的存在重大所有權法律問題的物業的可收回金額進行減值評估。專業法律意見表明，即使向賣方支付代價，取得該物業的所有權亦存在重大不確定性，原因為該物業涉及多個法律訴訟，而賣方並無擁有所有權。金額為人民幣10,308,000元的物業已悉數減值。
- (d) 於2022年末，鑒於商品零售業務不利的經營業績，本公司董事已進行減值評估，以估計本集團通過超市及便利店開展該業務所用的物業、廠房及設備及使用權資產的可收回金額。管理層估計各超市及便利店（各自代表資產所屬的個別現金產生單位）的可收回金額。現金產生單位的可收回金額乃根據使用價值計算釐定。計量使用價值金額的貼現率為11%。根據減值評估結果，管理層估計超市及便利店未來不會產生大量正現金流入淨額，故歸屬該等超市及該便利店之相關租賃物業裝修、傢俬、裝置及辦公室設備、廠房及機器以及使用權資產的可收回金額並不重大。因此，截至2022年12月31日止年度，已分別就本集團商品零售業務所用該等資產確認減值虧損人民幣8,901,000元以及就物業、廠房及設備以及使用權資產確認減值虧損人民幣11,446,000元，並計入「其他收益及虧損淨額」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

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:

Buildings	Over the shorter of 40 years or the remaining terms of leases
Leasehold improvements	Over the shorter of 5 years or the remaining terms of the leases
Furniture, fixtures and office equipment	20%
Plant, and machinery	2.5% – 10%
Pipeline	4%
Transportation vehicles	12.5% – 20%

The buildings are situated in the PRC, and are for own use and situated on land held under medium-term lease.

The Group has pledged certain property, plant and equipment with carrying value of approximately RMB151,819,000 (2022: RMB64,475,000), comprising buildings of approximately RMB24,937,000 (2022: RMB25,015,000) and plant, machinery and pipeline of approximately RMB126,882,000 (2022: RMB39,460,000) to secure certain bank borrowings granted to the Group as disclosed in note 45 to the consolidated financial statements of this annual report.

16. 物業、廠房及設備 (續)

上述物業、廠房及設備項目(在建工程除外)乃以直線法按下列年率折舊:

樓宇	40年或剩餘租賃年期(以較短者為準)
租賃物業裝修	5年或剩餘租賃年期(以較短者為準)
傢俬、裝置及辦公室設備	20%
廠房及機器	2.5% – 10%
管道	4%
運輸車輛	12.5% – 20%

樓宇位於中國，乃持有作自用，且位於根據中期租約所持土地上。

本集團已抵押賬面值約人民幣151,819,000元(2022年:人民幣64,475,000元)(含樓宇約人民幣24,937,000元(2022年:人民幣25,015,000元)及廠房、機器和管道約人民幣126,882,000元(2022年12月31日:人民幣39,460,000元)之若干物業、廠房及設備以作為授予本集團若干銀行借貸之擔保(披露於本年報綜合財務報表附註45)。

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Properties 物業 RMB'000 人民幣千元	Equipment 設備 RMB'000 人民幣千元	Transportation vehicles 運輸車輛 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	84,088	20,869	-	439	105,396
Acquisition of assets through acquisition of a subsidiary (note 39)	透過收購附屬公司收購資產(附註39)	6,125	-	-	-	6,125
Additions	添置	-	1,421	-	-	1,421
Depreciation	折舊	(1,936)	(4,603)	-	(81)	(6,620)
Impairment loss (note 16(d))	減值虧損(附註16(d))	-	(11,446)	-	-	(11,446)
Disposal	出售	-	(333)	-	-	(333)
Derecognition	終止確認	-	(911)	-	-	(911)
At 31 December 2022	於2022年12月31日	88,277	4,997	-	358	93,632
Additions	添置	2,589	549	8,768	-	11,906
Depreciation	折舊	(2,767)	(1,696)	(756)	(81)	(5,300)
Impairment loss (note 16(b))	減值虧損(附註16(b))	(644)	(996)	-	-	(1,640)
Derecognition	終止確認	-	(296)	-	-	(296)
At 31 December 2023	於2023年12月31日	87,455	2,558	8,012	277	98,302

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

17. RIGHT-OF-USE ASSETS (Continued)

17. 使用權資產 (續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Expenses relating to short-term leases	與短期租賃相關之開支	3,150	2,463
Total cash outflow for leases	租賃現金流出總額	5,910	4,637

The Group leases various offices, warehouses, gas supply pipelines and related equipment and facilities and transportation vehicles for its operations. Lease contracts were entered into for fixed terms of 1 year to 15 years. Lease terms are negotiated on an individual basis and contained a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Leasehold lands are upfront payments for leasehold lands under medium-term leases in the PRC for own use properties.

The Group entered into several short-term leases for various offices, warehouses, equipment and transportation vehicles. As at 31 December 2023, the total outstanding lease commitments were approximately RMB243,000 (2022: RMB227,000).

At the year end of the 2023, the directors of the Company have conducted impairment assessment on the recoverable amounts of the Group's right-of-use assets and an impairment loss of RMB1,640,000 was recognised in the year ended 31 December 2023 as disclosed in note 16(b) to the consolidated financial statements of this annual report.

The Group has pledged certain right-of-use assets with carrying value of approximately RMB1,198,000 (2022: RMB2,623,000) to secure certain bank borrowings granted to the Group as disclosed in note 45 to the consolidated financial statements of this annual report.

本集團租賃各種辦公室、倉庫、燃氣供應管道及相關設備及設施及運輸車用於運營。租賃合約按固定租期1年至15年訂立。租期乃按個別基礎磋商，並載有各種不同的條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

租賃土地是為租賃土地的預付款，其於中國的中期租賃下作自用物業。

本集團就各種辦公室、倉庫、設備及運輸車訂立若干短期租賃。於2023年12月31日，未償還租賃承擔總額為約人民幣243,000元（2022年：人民幣227,000元）。

於2023年末，本公司董事對本集團使用權資產的可收回金額進行減值評估，並於截至2023年12月31日止年度確認減值損虧人民幣1,640,000元（於本年報綜合財務報表附註16(b)披露）。

本集團已抵押賬面值約為人民幣1,198,000元（2022年：人民幣2,623,000元）的若干使用權資產，以作為授予本集團若干銀行借貸之擔保（於本年報綜合財務報表附註45披露）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

17. RIGHT-OF-USE ASSETS (Continued)

In addition, lease liabilities of approximately RMB19,892,000 (2022: RMB15,296,000) are recognised with related right-of-use assets of RMB10,847,000 (2022: RMB5,355,000) as at 31 December 2023. 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 as disclosed in note 45 to the consolidated financial statements of this annual report.

17. 使用權資產 (續)

此外，於2023年12月31日，確認租賃負債約人民幣19,892,000元（2022年：人民幣15,296,000元）及相關使用權資產人民幣10,847,000元（2022年：人民幣5,355,000元）。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契諾，並且有關租賃資產未必可用作借貸的擔保（於本年報綜合財務報表附註45披露）。

18. INVESTMENT PROPERTIES

18. 投資物業

		RMB'000 人民幣千元
FAIR VALUE	公允值	
At 1 January 2022	於2022年1月1日	10,720
Fair value change recognised in profit or loss	於損益確認之公允值變動	(2,080)
Disposal	出售	(4,100)
		<hr/>
At 31 December 2022	於2022年12月31日	4,540
Fair value change recognised in profit or loss	於損益確認之公允值變動	(480)
Disposal	出售	(290)
		<hr/>
At 31 December 2023	於2023年12月31日	<u>3,770</u>

The above investment properties are situated in the PRC, and are held under medium-term leases.

上述投資物業位於中國，及根據中期租約持有。

The investment properties are under Level 3 fair value measurement. At the end of each reporting period, the senior management works closely with the independent qualified professional valuer to establish and determine the appropriate valuation techniques and inputs. Discussion of valuation process and results are held between senior management and the directors of the Company at least twice a year.

投資物業按第三級別公允值計量。於各報告期末，高級管理層與獨立合資格專業估值師密切合作，以建立及釐定合適的估值技術及輸入數據。高級管理層與本公司董事每年至少兩次討論有關估值程序及結果。

In estimating the fair values of the properties, the highest and best use of the properties is their current use.

於估計物業之公允值時，該等物業的最大及最佳用途為其現時用途。



Notes to the Consolidated Financial Statements 綜合財務報表附註

31 December 2023 2023年12月31日

18. INVESTMENT PROPERTIES (Continued)

The fair values of the Group's investment properties at 31 December 2023 and 31 December 2022 have been arrived based on a valuation carried out on the respective dates by P&W Surveyors Limited, an independent valuer who holds recognised and relevant professional qualification and has recent experience in the valuation of similar properties in the relevant locations and category.

The fair values of the Group's investment properties at 31 December 2023 and 31 December 2022 were determined based on the income capitalisation approach by capitalising the market rentals of all lettable units of the properties by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuer for the similar properties in similar locality and adjusted based on the valuer's knowledge of the factors specific to the respective properties. In the absence of observable market transactions for comparable properties, income approach is adopted.

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The Group leases out the investment properties as retail stores under leasehold interests with rentals payable monthly. The leases typically run for an initial period of 1 to 5 years.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain any residual value guarantees or lessee's options to purchase the property.

18. 投資物業 (續)

於2023年12月31日及2022年12月31日，本集團投資物業之公允值乃根據獨立估值師P&W Surveyors Limited在相關日期進行之估值得出，其具備相關專業資格及於近期對有關地點之類似物業及類型進行估值之經驗。

於2023年12月31日及2022年12月31日，本集團投資物業的公允價值是基於收入資本化釐定，將物業中所有可出租單位的租金資本化，參考市場所有在可出租單位及可出租已出租單位和附近其他類似物業。資本化率由估值師參考類似地區對相似物業所觀察到，並根據估值師對各個物業特定因素認知進行調整收益率得出來的。估值師對各個物業特定因素的了解進行調整。在沒有可比較公司的可觀察市場交易的情況下，採用收入法。

本集團所有持有以賺取租金收入或作資本增值用途之物業權益皆以公允值模式計量，並分類為投資物業入賬。

本集團根據租賃權益出租投資物業為零售店，租金須每月繳付。租賃一般初步為期一至五年。

由於所有租賃以集團實體之相應功能貨幣計值，本集團並無因租賃安排而面對外幣風險。租賃合約並不包括任何殘餘價值保證或承租人購置有關物業之選擇權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

18. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2023 and 31 December 2022, are as follows:

Commercial properties in the PRC 於中國之商業物業	Fair value hierarchy 公允價值層級	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入資料與公允價值之關係	
31 December 2023 2023年12月31日	31 December 2022 2022年12月31日				
RMB3,770,000 人民幣3,770,000元	RMB4,540,000 人民幣4,540,000元	Level 3 第三級	Income capitalisation approach The key inputs are: (1) Capitalisation rate (2) Market rent per square meter 收入資本化法 主要輸入數據為： (1) 資本化比率 (2) 每平方米市場租金	Capitalisation rate, taking into account the capitalisation of the net income potential, nature of the property, prevailing market condition, of 3.5% (2022: 3.5%) Market rent, taking into account direct market comparables within the properties ranging from RMB10 to RMB37.50 (2022: RMB13 to RMB38) per square meter per month. 資本化比率，經計及淨收入潛力、物業性質及現行市況的資本化比率3.5% (2022年：3.5%) 租金（計及該等物業內之直接市場可比較物業）每月每平方米人民幣10元至人民幣37.50元（2022年：人民幣13元至38元）。	The higher the capitalisation rate, the lower the fair value. The higher the market rent, the higher the fair value. 資本化比率越高，公允價值則越低。 市場租金越高，公允價值則越高。

There were no transfers into or out of Level 3 during the Year.

本年度概無轉入或轉出第三級別。

19. GOODWILL

19. 商譽

		RMB'000 人民幣千元
COST	成本	
At 1 January 2022, 31 December 2022 and 31 December 2023	於2022年1月1日，2022年12月31日及2023年12月31日	42,202
ACCUMULATED IMPAIRMENT LOSS	累計減值虧損	
At 1 January 2022, 31 December 2022 and 31 December 2023	於2022年1月1日，2022年12月31日及2023年12月31日	42,202
CARRYING VALUES	賬面值	
At 31 December 2023	於2023年12月31日	—
At 31 December 2022	於2022年12月31日	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

20. INTANGIBLE ASSETS

20. 無形資產

		Construction permission	Water drawing permit	Exclusive rights purchase	Exclusive rights of operation of piped gas	Total
		建築批文 RMB'000 人民幣千元	取水許可證 RMB'000 人民幣千元	獨家採購權利 RMB'000 人民幣千元	獨家燃氣經營權利 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
COST	成本					
At 1 January 2022, and 31 December 2022 Derecognised upon expiry	於2022年1月1日· 及2022年12月31日 於屆滿時終止確認	187,314 (187,314)	162,633 (162,633)	10,000 (10,000)	37,061 -	397,008 (359,947)
At 31 December 2023	於2023年12月31日	-	-	-	37,061	37,061
ACCUMULATED AMORTISATION AND IMPAIRMENT LOSS	累計攤銷及減值虧損					
At 1 January 2022 Charge for the year	於2022年1月1日 年內支出	187,314 -	162,633 -	10,000 -	16,247 1,230	376,194 1,230
At 31 December 2022 Charge for the year Derecognised upon expiry	於2022年12月31日 年內支出 於屆滿時終止確認	187,314 - (187,314)	162,633 - (162,633)	10,000 - (10,000)	17,477 1,229 -	377,424 1,229 (359,947)
At 31 December 2023	於2023年12月31日	-	-	-	18,706	18,706
CARRYING VALUES	賬面值					
At 31 December 2023	於2023年12月31日	-	-	-	18,355	18,355
At 31 December 2022	於2022年12月31日	-	-	-	19,584	19,584

Construction permission and exclusive rights of purchase have expired and could not be prolonged. The water drawing permit has been withdrawn by local government due to concern of strengthening groundwater management to prevent overexploitation and pollution of groundwater.

The exclusive rights of purchase related to the exclusive right of purchasing natural gas acquired separately, while the construction permission, water drawing permit and exclusive rights of operation of piped gas were acquired from third parties in business combinations. The above intangible assets had finite useful live. The intangible assets were amortised on a straight-line basis over the following periods:

Exclusive rights of operation of piped gas 30 years

Exclusive rights of operation of piped gas represent the rights to operate gas pipeline infrastructure and piped gas transmission and distribution businesses granted by local government in various cities in the PRC.

建築批文及獨家購買權已屆滿且無法延長。由於擔心加強地下水管理以防止地下水過度開採及污染，當地政府已吊銷取水許可證。

獨家採購權利是單獨收購之採購天然氣的獨家權利，而建築批文、取水許可證及獨家管道燃氣經營權利乃於業務合併中自第三方收購。上述無形資產有指定可使用年期。該等無形資產於下列期間按直線基準攤銷：

獨家管道燃氣經營權利 30年

獨家管道燃氣經營權利指獲中國若干城市之地方政府授予經營燃氣管道基礎設施及管道燃氣輸配業務之權利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

21. INTERESTS IN ASSOCIATES

21. 於聯營公司之權益

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Carrying amounts at initial recognition	首次確認時之賬面值	91,129	91,129
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收益，扣除已收股息	82,923	61,574
		174,052	152,703

The Group had interests in the following associates:

本集團於下列聯營公司擁有權益：

Name of company 公司名稱	Form of business structure 業務架構形式	Place of establishment and operation 成立及經營所在地	Proportion of nominal value of registered capital held by the Group 本集團持有之註冊資本面值比例		Principal activities 主要業務
			2023 2023年	2022 2022年	
Southwest Panva Gas Co. Ltd.* ("Southwest Panva") 百江西南燃氣有限公司 (「百江西南」)	Limited liability company 有限責任公司	PRC 中國	49.90%	49.90%	Cylinder gas supply 罐裝燃氣供應
Yunnan Panva Gas Co. Ltd.* ("Yunnan Panva")# 雲南百江燃氣有限公司 (「雲南百江」)#	Limited liability company 有限責任公司	PRC 中國	20.12%	20.12%	Cylinder gas supply 罐裝燃氣供應

* Yunnan Panva is a subsidiary of Southwest Panva with 56.94% of its registered capital being held directly by Southwest Panva.

雲南百江為百江西南之附屬公司，百江西南持有其56.94%註冊資本。

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of associates

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts prepared in accordance with HKFRSs. All of these associates are accounted for using the equity method in the Group's consolidated financial statements.

Southwest Panva Group (including Yunnan Panva as its subsidiary)

21. 於聯營公司之權益 (續)

聯營公司之財務資料概要

有關本集團重大聯營公司之財務資料概要載列如下。下列財務資料概要所列示之金額是根據香港財務報告準則編製。所有該等聯營公司採用權益法計入本集團之綜合財務報表。

百江西南集團 (包括雲南百江作為其附屬公司)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	227,535	212,528
Non-current assets	非流動資產	218,772	207,381
Current liabilities	流動負債	(82,890)	(92,569)
Non-current liabilities	非流動負債	(12,650)	(19,564)
Net assets	資產淨值	350,767	307,776
Equity attributable to owners of Southwest Panva	百江西南擁有人應佔權益	283,425	244,354
Non-controlling interests	非控股權益	67,342	63,422
		350,767	307,776

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

21. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of associates (Continued)

Southwest Panva Group (including Yunnan Panva as its subsidiary) (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	1,619,238	1,675,560
Profit and total comprehensive income for the year attributable to:	下列應佔本年度溢利及全面收益總額：		
Owners of Southwest Panva	百江西南擁有人	39,071	24,917
Non-controlling interests	非控股權益	3,920	7,108
		42,991	32,025
Dividend received from the associate during the year	本年度已收聯營公司股息	-	-

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in Southwest Panva recognised in the consolidated financial statements:

上述綜合財務資料概要及於綜合財務報表中確認百江西南權益之賬面值之對賬：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Equity attributable to owners of Southwest Panva Group	百江西南集團擁有人應佔權益	283,425	244,354
Group's share of equity of Southwest Panva at 49.90% (including 28.41% Group's indirect effective interest in Yunnan Panva)	本集團於百江西南之49.90%分佔權益(包括本集團於雲南百江28.41%之間接實際權益)	141,430	121,935
Carrying amount of the Group's interest in Southwest Panva Group	本集團於百江西南集團之權益之賬面值	141,430	121,935

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

21. INTERESTS IN ASSOCIATES (Continued)

Direct ownership interest in Yunnan Panva

Yunnan Panva

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	88,313	81,459
Non-current assets	非流動資產	113,450	116,017
Current liabilities	流動負債	(28,868)	(28,003)
Non-current liabilities	非流動負債	(10,764)	(16,554)
Net assets	資產淨值	162,131	152,919

21. 於聯營公司之權益 (續)

於雲南百江之直接所有權權益

雲南百江

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	579,923	655,344
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	9,212	14,066
Dividend received from the associate during the year	本年度已收聯營公司股息	-	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

21. INTERESTS IN ASSOCIATES (Continued)

Direct ownership interest in Yunnan Panva (Continued)

Yunnan Panva (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Yunnan Panva recognised in the consolidated financial statements:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Equity attributable to owners of Yunnan Panva	本公司擁有人應佔權益	162,131	152,919
Group's share of equity based on its direct ownership interest in Yunnan Panva at 20.12%	本集團按雲南百江之直接擁有權益計算之應佔權益為20.12%	32,622	30,768
Carrying amount of the Group's interest in Yunnan Panva	本集團於雲南百江之權益之賬面值	32,622	30,768

21. 於聯營公司之權益 (續)

於雲南百江之直接所有權權益 (續)

雲南百江 (續)

上述財務資料概要及於綜合財務報表中確認雲南百江權益之賬面值之對賬：

22. INTERESTS IN JOINT VENTURES

Cost of unlisted investments (note)
Share of post-acquisition profits and other comprehensive income, net of dividends received

非上市投資成本 (附註)
應佔收購後溢利及其他全面收益，扣除已收股息

The joint ventures are accounted for using the equity method in these consolidated financial statements.

Note: The cost of investments includes goodwill of RMB76,846,000 (2022: RMB76,846,000).

22. 於合資企業之權益

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of unlisted investments (note)	303,929	303,929
Share of post-acquisition profits and other comprehensive income, net of dividends received	800,525	1,043,178
	1,104,454	1,347,107

合資企業採用權益法計入該等綜合財務報表。

附註：投資成本包括商譽人民幣76,846,000元 (2022年：人民幣76,846,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

22.INTERESTS IN JOINT VENTURES

(Continued)

Details of the Group's joint ventures are as follows:

Name of company 公司名稱	Form of business structure 業務架構形式	Place of establishment and operation 成立及經營所在地	Proportion of nominal value of registered capital held by the Group 本集團持有之註冊資本面值比例		Principal activities 主要業務
			2023 2023年	2022 2022年	
Fujian Province An Ran Gas Investment Co., Ltd.* ("Fujian An Ran") (note)	Limited liability company	PRC	51%	51%	Investment holding in subsidiaries which are engaged in distribution and supply of piped gas and installation of gas distribution facilities
福建省安然燃氣投資有限公司 ("福建安然") (附註)	有限責任公司	中國			於從事分銷及管道燃氣輸配以及裝設燃氣管道設施之附屬公司進行投資控股

Note: The relevant activities that significantly affect the returns of Fujian An Ran require unanimous consent from the Group and the other joint venture partner holding the remaining 49% equity interest in Fujian An Ran. In addition, the joint arrangements do not result in either parties having rights to assets and obligations to liabilities of Fujian An Ran, hence the Group has accounted for Fujian An Ran as joint venture.

本集團之合資企業詳情如下：

附註：對福建安然回報有重大影響之相關活動需要持有福建安然餘下49%股本權益之其他合資企業夥伴之一致同意。此外，由於合資安排並不會導致任何一方對福建安然之資產擁有權利及對其負債擁有責任，因此本集團已將福建安然列作為合資企業入賬。

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures

Summarised financial information in respect of the Group's joint ventures is set out below. The summarised financial information below represents amounts prepared in accordance with HKFRSs. The joint ventures are accounted for using the equity method in the Group's consolidated financial statements.

Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group")

22. 於合資企業之權益 (續)

合資企業之財務資料概要

有關本集團合資企業之綜合財務資料概要載列如下。下列財務資料概要所列示之金額是根據香港財務報告準則編製。合資企業採用權益法計入本集團之綜合財務報表。

福建安然及其附屬公司 (統稱為「福建安然集團」)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	813,662	994,974
Non-current assets	非流動資產	2,889,657	3,610,935
Current liabilities	流動負債	(1,184,618)	(1,360,662)
Non-current liabilities	非流動負債	(420,710)	(501,606)
Net assets	資產淨值	2,097,991	2,743,641
Equity attributable to owners of Fujian An Ran Group	福建安然集團擁有人應佔之權益	1,998,372	2,472,658
Non-controlling interests	非控股權益	99,619	270,983
		2,097,991	2,743,641

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

22.INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)

The above amounts of assets and liabilities include the following:

22.於合資企業之權益 (續)

合資企業之財務資料概要 (續)

福建安然及其附屬公司 (統稱為「福建安然集團」) (續)

上述資產及負債金額包括下列各項：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	569,267	449,498
Property, plant and equipment	物業、廠房及設備	2,630,992	3,329,105
Right-of-use assets	使用權資產	16,541	18,953
Trade receivables	貿易應收款項	46,676	69,751
Current financial liabilities (excluding trade and other payables)	即期金融負債 (不包括貿易及其他應付款項)	(203,762)	(210,388)
Non-current financial liabilities (excluding other payables)	非即期金融負債 (不包括其他應付款項)	(312,979)	(418,685)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

22. INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)

22. 於合資企業之權益 (續)

合資企業之財務資料概要 (續)

福建安然及其附屬公司 (統稱為「福建安然集團」) (續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	2,432,062	2,885,241
Depreciation and amortisation	折舊及攤銷	130,637	109,456
Interest income	利息收入	4,634	5,545
Impairment loss on non-current assets	非流動資產之減值虧損	783,658	-
Interest expense	利息開支	10,380	8,279
Income tax expense	所得稅支出	65,604	46,919
(Loss) profit and total comprehensive income for the year attributable to:	下列應佔本年度(虧損)溢利及全面收益總額:		
Owners of Fujian An Ran Group	福建安然集團擁有人	(474,286)	9,660
Non-controlling interests	非控股權益	(80,920)	13,095
		(555,206)	22,755
Group's share of results of the joint venture	本集團應佔合資企業業績	(241,886)	4,927
Less: other expenses	減: 其他開支	(767)	(768)
Share of result of joint venture	分佔合資企業業績	(242,653)	4,159

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

22.INTERESTS IN JOINT VENTURES

(Continued)

Summarised financial information of joint ventures (Continued)

Fujian An Ran and its subsidiaries (collectively "Fujian An Ran Group") (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Fujian An Ran Group recognised in the consolidated financial statements:

22.於合資企業之權益 (續)

合資企業之財務資料概要 (續)

福建安然及其附屬公司 (統稱為「福建安然集團」) (續)

上述財務資料概要及於綜合財務報表中確認福建安然集團權益之賬面值之對賬：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Equity attributable to owners of Fujian An Ran Group	福建安然集團擁有人應佔之權益	1,998,372	2,472,658
Proportion of the Group's ownership interest in Fujian An Ran Group at 51%	本集團於福建安然集團擁有之51%權益比例	1,019,170	1,261,056
Goodwill	商譽	76,846	76,846
Others	其他	8,438	9,205
Carrying amount of the Group's interest in Fujian An Ran Group	本集團於福建安然集團之權益之賬面值	1,104,454	1,347,107

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

23. EQUITY INSTRUMENTS AT FVTOCI

23. 按公允價值計入其他全面收益之權益工具

		RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	104,119
Addition	添置	150
Fair value change recognised in OCI	確認至其他全面收益的公允價值變動	23,275
At 31 December 2022	於2022年12月31日	127,544
Addition	添置	190
Disposal	出售	(106)
Fair value change recognised in OCI	確認至其他全面收益的公允價值變動	(19,895)
At 31 December 2023	於2023年12月31日	107,733

Note:

The above investments represent equity interests in certain private entities established in the PRC. These entities are mainly engaged in the manufacturing and sale of glass products, banking, sale and distribution of cylinder gas and gas appliances, sale and distribution of cookware and food ingredients supply and FMCG business. These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors have elected to designate these investments in equity instruments 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 investments are disclosed in note 36(c) to the consolidated financial statements of this annual report.

附註：

上述投資指於中國成立之若干私人實體之股權。該等實體主要從事製造及銷售玻璃產品、銀行業務、銷售及分銷罐裝燃氣及燃氣器具、銷售及分銷廚具以及食材供應和賣場業務。該等投資並非持作交易，而持作長期戰略目的。董事已選定將權益工具中的該等投資指定為按公允價值計入其他全面收益，原因是他們認為該等投資並非持作交易，且預計在可預見的未來不會出售。投資詳情載於本年報綜合財務報表附註36(c)。

24. LONG-TERM DEPOSITS

24. 長期按金

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Deposits paid for acquisition of property, plant and equipment and right-of-use assets	收購物業、廠房及設備及使用權資產之已付按金	18,435	22,352

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

25. INVENTORIES

25. 存貨

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Materials and consumables	物料及消耗品	15,698	19,215
Gas appliances	燃氣器具	2,076	5,395
Merchandises	商品	15,080	7,045
Gas	燃氣	14,179	17,270
		47,033	48,925

26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

26. 貿易、票據及其他應收款項以及預付款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	60,978	73,120
Bills receivables	票據應收款項	6,677	6,965
		67,655	80,085
Less: Allowance for credit losses	減：信貸虧損撥備	(10,759)	(13,548)
Total trade and bills receivables (net of ECL)	貿易和票據應收款總額 (扣除預期信貸虧損)	56,896	66,537
Deposits paid for purchases of natural gas; cylinder gas; merchandises and construction materials	購買天然氣；罐裝燃氣； 商品及工程材料已付按金	83,670	101,946
Rental and utilities deposits and prepayments	租金及公用事業按金及預付款項	7,914	4,058
Other tax recoverable	其他可收回稅項	11,171	13,720
Amounts due from non-controlling interests	應收非控股權益款項	17,075	25,385
Other receivables and deposits	其他應收款項及按金	43,084	65,343
		162,914	210,452
Less: Allowance for credit losses	減：信貸虧損撥備	(24,214)	(23,834)
Total other receivables and prepayments (net of ECL)	其他應收款項及預付款項總額 (扣除預期信貸虧損)	138,700	186,618
		195,596	253,155

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

Trade receivables

The Group has a policy of allowing a credit period ranging from 0 to 180 days to its customers. Longer credit period is also allowed on a case by case basis. The following is an aged analysis of trade and bills receivables, net of ECL, presented based on the invoice date, which approximated the revenue recognition date for sales of gas and the respective construction contracts completion dates, as appropriate:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
0 to 90 days	0至90日	40,920	48,099
91 to 180 days	91至180日	3,119	5,750
Over 180 days	180日以上	6,180	5,723
Trade receivables	貿易應收款項	50,219	59,572
0 to 90 days	0至90日	3,680	2,766
91 to 180 days	91至180日	2,997	2,199
Over 180 days	180日以上	-	2,000
Bills receivables	票據應收款項	6,677	6,965

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately RMB6,180,000 (2022: RMB5,723,000) which are past due as at the reporting date. These past due balances have been past due 90 days or more and are not considered as in default based on the Group's assessment of historical credit loss experience of the existing debtors and available forward-looking information, including but not limited to the expected economic conditions in the PRC and expected subsequent settlements. The Group does not hold any collateral over these balances.

26. 貿易、票據及其他應收款項以及預付款項 (續)

貿易應收款項

本集團之政策為給予其客戶介乎0至180日之信貸期。視乎個別情況，本集團可給予較長的信貸期。按發票日期（與銷售燃氣收入確認日期及相應的施工合同完成日期（如適用）相若）計算貿易及票據應收款項（扣除預期信貸虧損）的賬齡分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
0 to 90 days	0至90日	40,920	48,099
91 to 180 days	91至180日	3,119	5,750
Over 180 days	180日以上	6,180	5,723
Trade receivables	貿易應收款項	50,219	59,572
0 to 90 days	0至90日	3,680	2,766
91 to 180 days	91至180日	2,997	2,199
Over 180 days	180日以上	-	2,000
Bills receivables	票據應收款項	6,677	6,965

於2023年12月31日，本集團的應收賬款中包括賬面總值為約人民幣6,180,000元（2022年：人民幣5,723,000元）的應收賬款，這些應收賬款於報告日已到期。根據本集團對現有債務人及可獲得前瞻性資料（包括但不限於中國預期經濟狀況以及預期後續結算）的評估，該等已逾期結餘已逾期90天或更長時間，且不被視作違約。本集團並無就該等結餘持有任何抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

26. TRADE, BILLS AND OTHER RECEIVABLES AND PREPAYMENTS

(Continued)

Other receivables and prepayments

As at 31 December 2023, included in other receivables and prepayments, there are deposits and advance payments to suppliers of approximately RMB83,670,000 (2022: RMB101,946,000) in relation to the purchase of natural gas; cylinder gas and merchandises, which will be delivered within one year from the end of the reporting period.

As at 31 December 2023, included in other receivables and prepayments, are amounts due from non-controlling interests of subsidiaries of approximately RMB2,210,000 (2022: RMB9,285,000) in relation to the sales of natural gas, cylinder gas and merchandise. Out of the balances, approximately RMB nil (2022: RMB nil) have been past due 90 days or more.

As at 31 December 2023, included in other receivables and prepayments, are amounts due from non-controlling interests of subsidiaries of RMB14,865,000 (2022: RMB16,100,000) which are of non-trade nature, unsecured, non-interesting bearing and repayable on demand.

The other receivables and deposits mainly include deposits of bid submission, gas supply and pipe installations, staff cash advance and receivable for compensation from government.

Details of the impairment assessment of trade and other receivables are set out in note 36(b) to the consolidated financial statements of this annual report.

26. 貿易、票據及其他應收款項以及預付款項 (續)

其他應收款項及預付款項

於2023年12月31日，其他應收款項及預付款項包括有關採購天然氣、罐裝燃氣及商品之按金及予供應商之預付款項約人民幣83,670,000元（2022年：人民幣101,946,000元），款項將自報告日期末起一年內交付。

於2023年12月31日，其他應收款項及預付款項包括有關銷售天然氣、罐裝燃氣及商品之應收附屬公司非控股權益之款項約人民幣2,210,000元（2022年：人民幣9,285,000元）。結餘中的約人民幣零元（2022年：人民幣零元）已逾期90日或以上。

於2023年12月31日，其他應收款項及預付款項包括應收附屬公司非控股權益之款項約人民幣14,865,000元（2022年：人民幣16,100,000元）屬非貿易性質、無抵押、免息及須按要求償還。

其他應收款項及按金主要包括投標、供氣及管道安裝的保證金、員工預支現金以及政府補償應收款等。

貿易及其他應收款項減值評估之詳情載於本年報綜合財務報表附註36(b)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

27. CONTRACT ASSETS/LIABILITIES

27. 合約資產／負債

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contract assets – current	合約資產 – 即期		
Construction contracts in gas pipeline construction	燃氣管道建設之接駁合約	34,072	27,307
Contract liabilities – current	合約負債 – 即期		
Sales of piped gas	管道燃氣銷售	182,683	164,474
Cylinder gas supply	罐裝燃氣供應	3,624	10,362
Gas distribution	燃氣分銷	2,810	15,438
Wholesales and retail of merchandise	批發及零售商品	127	–
Piped gas connection construction contracts	管道燃氣接駁建築合約	42,659	29,358
		231,903	219,632

The contract assets primarily relate to the Group's right to consideration for work completed because the rights are conditioned on the Group's future performance in achieving specified milestones at the reporting date on contract work. The contract assets are transferred to trade receivables when the rights become unconditional.

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 construction contracts is measured by input method. The Group requires certain customers to provide upfront deposits before the commencement of the construction work 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 and in the next 12 months.

When the Group receives a deposit before the construction activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

合約資產主要與本集團收取完成工作之相應代價的權利有關，因為該等權利取決於本集團於合約工程報告日期達成指定里程碑之未來表現。在權利成為無條件時，合約資產轉讓至貿易應收賬款。

就已確認的合約資產及合約負債金額有影響的典型付款條款如下：

燃氣管道建設之接駁合約

本集團的建築合約收入按投入法計量。於建設工程開始前，本集團要求若干客戶提供預付按金作為其信貸風險管理政策之一部分。

本集團將該等合約資產分類為流動資產，因為本集團預期會在正常營運週期及未來12個月內變現該等資產。

在本集團施工開始前收到按金時，其將在合約開始時產生合約負債，直至相關合約確認之收入超過按金金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

27. CONTRACT ASSETS/LIABILITIES

(Continued)

Sales and distribution of piped gas; cylinder gas; gas destitution and merchandis

The Group would require advance payment before the usage of the natural gas for certain customers, any shortage against the periodically actual charge for the actual usage of natural gas will be billed by the Group accordingly. These customers are required to top up the advance payment for future usage of natural gas to be supplied by the Group. The Group also requires advance payment before the usage of the natural gas through the prepaid card for certain household users. The charge of the actual usage of natural gas will be deducted directly to the balance of the prepaid card. These customers can only consume the natural gas up to the balance of the prepaid card. This will give rise to contract liabilities until the revenue recognised on the relevant contract exceeds the amount of advance payment.

The Group sells cylinder gas to its customers. Payments received in advance that are related to the sales of cylinder gas not yet delivered to customers are deferred and recognised as contract liabilities. Revenue are recognised when cylinder gas are delivered to customers.

The Group sells LNG/CNG to its customers. Payments received in advance that are related to the sales of gas not yet delivered to customers are deferred and recognised as contract liabilities. Revenue are recognised when gas is delivered to customers.

The Group also sells merchandise to wholesalers. Payments received in advance that are related to the sales of merchandises not yet delivered to customers are deferred and recognised as contract liabilities. Revenue is recognised when goods are delivered to customers.

The following table shows how much of the revenue recognised in the current period relates to carried forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

27. 合約資產／負債 (續)

供應及分銷管道燃氣；罐裝燃氣；燃氣分銷及商品

本集團將在若干客戶使用天然氣前要求預付款項，本集團將按照實際使用天然氣收取任何不足的定期實際收費款項。此等客戶需要就將來使用本集團供應的天然氣支付預付。就其他若干居民用戶而言，本集團亦於其使用天然氣前要求透過預付卡預付支付款項。實際使用天然氣的費用將直接於預付卡結餘中扣減。此等客戶可消耗的天然氣費用相等於其預付卡結餘。其將產生合約負債，直至有關合約確認的收入超過預付款項金額為止。

本集團向其客戶銷售罐裝燃氣。有關銷售尚未交付予客戶之罐裝燃氣之預收款項已遞延及確認為合約負債。罐裝燃氣交付予客戶時確認收入。

本集團向客戶銷售液化天然氣／壓縮天然氣。有關燃氣銷售尚未交付予客戶之預收款項已遞延及確認為合約負債。燃氣交付予客戶時確認收入。

本集團亦向批發商銷售商品。與尚未交付予客戶的商品銷售相關的預收款將被遞延並確認為合約負債。收入於貨物交付予給客戶時確認。

下表顯示本期間所確認與結轉合約負債有關的收益金額及與於以往期間履行的履約責任有關的收益金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

27. CONTRACT ASSETS/LIABILITIES

(Continued)

For the year ended 31 December 2023

27. 合約資產／負債 (續)

截至2023年12月31日止年度

	Sales of piped gas 管道燃氣銷售 RMB'000 人民幣千元	Piped gas connection contracts 管道燃氣接駁建築合約 RMB'000 人民幣千元	Cylinder gas supply 罐裝燃氣供應 RMB'000 人民幣千元	Gas distribution 燃氣分銷 RMB'000 人民幣千元	Wholesales and retail of merchandise 批發及零售商品 RMB'000 人民幣千元
Revenue recognised that was included in the contract liability balance at the beginning of the year 包含在年初合約負債結餘已確認為收入	164,474	21,095	10,362	15,438	-

For the year ended 31 December 2022

截至2022年12月31日止年度

	Sales of piped gas 管道燃氣銷售 RMB'000 人民幣千元	Piped gas connection contracts 管道燃氣接駁建築合約 RMB'000 人民幣千元	Cylinder gas supply 罐裝燃氣供應 RMB'000 人民幣千元	Gas distribution 燃氣分銷 RMB'000 人民幣千元	Wholesales and retail of merchandise 批發及零售商品 RMB'000 人民幣千元
Revenue recognised that was included in the contract liability balance at the beginning of the year 包含在年初合約負債結餘已確認為收入	179,256	33,201	6,438	8,039	2,400

Included in the contract liability balance at the beginning of the year, approximately RMB8,263,000 (2022: RMB9,119,000) was not recognised as revenue during the Year mainly due to the delay in the construction work.

於年初的合約負債結餘中，約人民幣8,263,000元（2022年：人民幣9,119,000元）於截至本年度並未確認為收入，主要由於建築工程延遲所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

28. FINANCIAL ASSETS AT FVTPL

28. 按公允值計入損益之金融資產

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets measured at FVTPL	按公允值計入損益之金融資產		
Unlisted wealth management products	非上市理財產品	16,595	–
Analysed for reporting purpose as Current portion	就呈報目的分析為流動部份	16,595	–
Net unrealised gain (loss) included in other gains and losses, net	計入其他收益及虧損的未變現收益(虧損)淨額	95	(3)

During the year ended 31 December 2023, the Group entered into several contracts to acquire unlisted wealth management products with various PRC financial institutions. The returns of those wealth management products were determined by reference to the performance of the underlying investments and their expected return rates range from 1.15% to 2.04% per annum.

In the opinion of the management of the Group, the fair values of the unlisted wealth management products at 31 December 2023 approximated their principal amounts as they have short maturities ranging from 0 to 15 days. All wealth management products will mature within twelve months of 31 December 2023.

於截至2023年12月31日止年度，本集團與多家中國金融機構訂立多份合約以收購非上市理財產品。該等理財產品之回報乃參考相關投資之表現釐定，其預期年回報率介乎1.15%至2.04%。

本集團管理層認為，由於非上市理財產品之到期日為短期，由0至15日不等，故該等產品於2023年12月31日之公允值與其本金額相若。所有理財產品將於2023年12月31日起十二個月內到期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

29. BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

29. 銀行存款以及現金及現金等值項目

	Interest rate 利率	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash at bank and on hand 銀行及手頭現金	0.25% to 1.05% (2022: 0.25% to 1.70% per annum) 0.25%至1.05% (2022年: 年利率0.25%至1.70%)	393,033	555,115
Bank deposits, matured over 3 months 三個月以上到期之銀行存款	2.00% to 3.1% 2.00%至3.1%	211,468	–
		604,501	555,115

As at 31 December 2023, the bank deposits and cash and cash equivalents of the Group denominated in RMB amounted to RMB601,922,000 (2022: RMB543,579,000).

於2023年12月31日，本集團以人民幣計值之銀行存款以及現金及現金等值項目為約人民幣601,922,000元（2022年：人民幣543,579,000元）。

RMB is not freely convertible into foreign currencies in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

人民幣於中國不可自由兌換為其他外幣。根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准於獲授權經營外匯業務之銀行將人民幣兌換為外幣。

Included in bank deposits and cash and cash equivalents, the following amounts are denominated in currencies other than RMB:

銀行存款以及現金及現金等值項目包括下列以人民幣以外貨幣計值之金額：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Hong Kong dollars ("HKD")	港幣	2,579	11,536

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

30. TRADE AND OTHER PAYABLES

Trade and other payables comprise amounts outstanding for trade purchases and ongoing costs with the average credit period on purchases of goods is 90 days. The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

30. 貿易及其他應付款項

貿易及其他應付款項包括貿易採購及持續成本之尚未支付金額，採購貨品之平均信貸期為90日。下列為於報告期末根據發票日期呈列之貿易應付款項之賬齡分析：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
0 to 90 days	0至90日	103,133	89,621
91 to 180 days	91至180日	7,968	4,547
Over 180 days	180日以上	13,766	15,238
Trade payables	應付貿易賬款	124,867	109,406
Bills payable	應付票據	-	4,000
Piped gas customers deposits	管道燃氣客戶存款	19,662	15,348
Amounts due to non-controlling interests of subsidiaries (note (a))	應付附屬公司非控股權益款項 (附註(a))	814	1,676
Amount due to a joint venture	應付一間合營企業款項	96	-
Other tax payables	其他應付稅項	27,712	29,842
Wages and staff benefits	工資及員工福利	20,536	17,609
Retention payables and security deposits received	應付質保金及已收保證金	35,542	32,140
Compensation received in advance (note (b))	已預收之補償 (附註(b))	15,699	15,792
Accrued charges and other payables	應計費用及其他應付賬款		
– Endorsement of bills	– 票據背書	3,675	1,080
– Property, plant and equipment	– 物業、廠房及設備	4,219	8,647
– Reimbursement	– 償付	4,702	5,642
– Others	– 其他	16,496	25,106
Total trade and other payables	貿易及其他應付款項總額	274,020	266,288

Notes:

- (a) The amounts due to non-controlling interests of subsidiaries are unsecured, non-interest bearing and repayable on demand, which is of a non-trade nature.
- (b) Compensation received in advance represents amount received from a third party for compensating the removal of the Group's pipelines and gas facilities. The removal of the facilities to which the receipts as at 31 December 2023 related have not yet been completed as at the date of issue of this annual report. The carrying values of the related property, plant and equipment at 31 December 2023 and 2022 were approximately RMB nil and RMB nil respectively.

附註：

- (a) 應付非控股權益之款項為無抵押、不計息及按要求償還，且屬非貿易性質。
- (b) 預先收到的補償是指從第三方收到的用於補償拆除本集團的管道和燃氣設施的金額。於本年報刊發日期，截至2023年12月31日與補償相關之設施尚未完全拆除。於2023年及2022年12月31日，相關物業、廠房及設備的賬面值分別為約人民幣零元及人民幣零元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

31. LEASE LIABILITIES

31. 租賃負債

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within one year	一年內	3,730	3,488
More than one year, but not more than two years	超過一年但不超過兩年	3,374	2,858
More than two years, but not more than five years	超過兩年但不超過五年	8,747	7,537
More than five years	超過五年	4,041	1,413
		19,892	15,296
Less: Amounts due within one year shown under current liabilities	減：呈列為流動負債項下之一年內到期款項	(3,730)	(3,488)
Amounts shown under non-current liabilities	呈列於非流動負債項下之金額	16,162	11,808

Lease liabilities of approximately RMB19,892,000 (2022: RMB15,296,000) are recognised with related right-of-use assets of RMB10,847,000 (2022: RMB5,355,000) as at 31 December 2023. 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 as disclosed in note 45 to the consolidated financial statements of this annual report.

於2023年12月31日，已確認租賃負債約人民幣19,892,000元（2022年：人民幣15,296,000元）及相關使用權資產約人民幣10,847,000元（2022年：人民幣5,355,000元）。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契諾，並且有關租賃資產未必可用作借貸的擔保（於本年報綜合財務報表附註45披露）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

32. BANK BORROWINGS

32. 銀行借貸

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Secured bank borrowings	有抵押銀行借貸	62,000	67,000
Unsecured bank borrowings	無抵押銀行借貸	19,775	18,520
		81,775	85,520
Carrying amount repayable:	應償還賬面值：		
Within one year or on demand	一年內或按要求	81,600	85,020
In the second and fifth year, inclusive	第二年及第五年（包括首尾兩年）	175	500
		81,775	85,520

All secured and unsecured bank borrowings are Loan Prime Rate ("LPR") borrowings of which interest rates are in the range of People's Bank of China base rate plus 0.00% to 14.15% (2022: 0.00% to 8.45%) per annum.

Certain assets of the Group are pledged for the secured bank borrowings, details of which are set out in note 45 to the consolidated financial statements of this annual report.

所有有抵押及無抵押銀行借貸均為貸款基礎利率借貸，年息率介乎中國人民銀行基本利率加0.00%至14.15%（2022年：0.00%至8.45%）。

本集團之若干資產已就有抵押銀行借貸作抵押，其詳情載於本年報綜合財務報表附註45。

33. DEFERRED TAXATION

33. 遞延稅項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 (Restated) (經重列) 人民幣千元
Deferred tax assets	遞延稅項資產	3,163	4,792
Deferred tax liabilities	遞延稅項負債	(17,740)	(20,721)
		(14,577)	(15,929)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

33. DEFERRED TAXATION (Continued)

The following are the major deferred tax assets/liabilities recognised and movements thereon during the years:

33. 遞延稅項 (續)

下列為於該等年度之已確認主要遞延稅項資產／負債及其變動：

		Allowance for credit loss	Right-of- use assets	Lease liabilities	Others	Fair value revaluation of equity instruments at FVTOCI	Total
		信貸虧損 撥備	使用權 資產	租賃 負債	其他	按公允價值計入 其他全面收益 之權益工具 之公允價值重估	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (note) (附註)	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	6,094	-	-	(5,875)	(12,729)	(12,510)
Adjustments (note 2)	調整 (附註2)	-	(4,290)	488	-	-	(3,802)
At 1 January 2022 (restated)	於2022年1月1日 (經重列)	6,094	(4,290)	488	(5,875)	(12,729)	(16,312)
Charged to OCI	於其他全面收益扣除	-	-	-	-	(3,491)	(3,491)
(Charged) credited to profit or loss (note 13)	於損益 (扣除) 計入 (附註13)	(1,087)	3,821	(293)	1,433	-	3,874
Upon initial recognition	於首次確認後	-	(187)	187	-	-	-
At 31 December 2022 (restated)	於2022年12月31日 (經重列)	5,007	(656)	382	(4,442)	(16,220)	(15,929)
Credited to OCI	於其他全面收益扣除	-	-	-	-	2,655	2,655
(Charged) credited to profit or loss (note 13)	於損益 (扣除) 計入 (附註13)	(1,045)	49	(307)	-	-	(1,303)
Upon initial recognition	於首次確認後	-	(1,337)	1,337	-	-	-
At 31 December 2023	於2023年12月31日	3,962	(1,944)	1,412	(4,442)	(13,565)	(14,577)

Note: The deferred tax was recognised in prior years in respect of the Group's gain on disposal of certain property, plant and equipment and prepaid lease payments. According to the respective EIT Law, the Group can defer the EIT on such gain after considering deductible reconstruction cost, if any.

附註：就本集團有關出售若干物業、廠房及設備及預付租金之收益之遞延稅項已於過往年度獲確認。根據相關企業所得稅法，本集團可容許於計及可扣減重建成本（如有）後就該收益遞延企業所得稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

33. DEFERRED TAXATION (Continued)

Under the EIT Law of PRC, withholding tax of 10% is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB1,062,776,000 (2022: RMB1,296,997,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

As at 31 December 2023, the Group has cumulative tax losses of approximately RMB304,166,000 (2022: RMB265,738,000). The Group has not recognised deferred tax assets in relation to these unutilised tax losses and deductible temporary differences in respect of lease liabilities, ECL provision and impairment for property, plant and equipment and right-of-use assets amounting to RMB64,541,000 (2022: RMB39,433,000) due to the unpredictability of future profit streams. Other temporary differences are not material.

33. 遞延稅項 (續)

根據中國企業所得稅法，就中國附屬公司由2008年1月1日起所賺取溢利所宣派之股息需要繳交10%的預扣稅項尚未就應佔中國附屬公司累計溢利約人民幣1,062,776,000元(2022年：人民幣1,296,997,000元)之暫時性差額於綜合財務報表計提撥備，原因乃本集團有能力控制暫時性差額撥回的時間及該等暫時性差額有可能不會於可預見未來回撥。

於2023年12月31日，本集團累計稅項虧損約為人民幣304,166,000元(2022年：265,738,000元)。本集團並未就該等未動用稅項虧損以及有關租賃負債、預期信貸虧損撥備以及物業、廠房及設備以及使用權資產減值的可扣減暫時差異人民幣64,541,000元(2022年：人民幣39,433,000元)確認遞延所得稅資產，原因為未來溢利來源無法預測。其他暫時差異並不重大。

34. SHARE CAPITAL

34. 股本

		Number of shares	Share capital HKD'000
		股份數目	港幣千元
Authorised	法定：		
Ordinary shares of par value HKD0.07 each	每股面值港幣0.07元之普通股	38,000,000,000	2,660,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2022, 31 December 2022 and 31 December 2023	於2022年1月1日、2022年 12月31日及2023年12月31日	8,934,561,203	625,419
Presented in consolidated financial statements as:	於本綜合財務報表內呈列為：		
At 31 December 2022 and 31 December 2023	於2022年12月31日及 2023年12月31日		564,507

RMB'000
人民幣千元

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

35. 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 balances. The Group's overall strategy remains unchanged from prior year.

As at 31 December 2023, the debt-to-capitalisation ratio of the Group, represents the ratio of total borrowings as disclosed in note 32 to the consolidated financial statements of this annual report to total borrowings and equity attributable to owners of the Company.

35. 資本風險管理

本集團管理其資本，以確保本集團內各實體能夠持續經營，同時亦透過優化債務與權益之結餘而為股東爭取最高回報。本集團之整體策略與過往年度相同。

於2023年12月31日，本集團之負債與資本比率指本年報綜合財務報表附註32內所披露之借貸總額與借貨總額及本公司擁有人應佔權益之比率。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)
Debts	債務	81,775	85,520
Total borrowings and equity attributable to owners of the Company	借貨總額及本公司擁有人應佔權益	2,581,924	2,834,571
Debt-to-capitalisation ratio	負債與資本比率	3.17%	3.02%

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.

管理層通過考慮與每類資本有關之資本成本及風險檢討資本架構。根據管理層之推薦意見，本集團將透過派付股息、發行新股以及發行新債務或償還現有債務之方式平衡整體資本架構。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The carrying amounts of each of the following categories of financial assets and financial liabilities at the end of the reporting period are set out as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets			
Equity instruments at FVTOCI	金融資產 按公允價值計入其他全面收益之權益工具	107,733	127,544
Financial assets at FVTPL	按公允價值計入損益之金融資產	16,595	–
Financial assets at amortised cost	按攤銷成本列賬的金融資產	697,342	688,546
		821,670	816,090
Financial liabilities			
At amortised cost	金融負債 按攤銷成本	320,434	320,668

The Group's major financial instruments include equity instruments at FVTOCI, trade, bills and other receivables, bank deposits, cash and cash equivalents, trade and other payables and bank borrowings. 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.

36. 金融工具

(a) 金融工具之分類

以下各類別金融資產及金融負債於報告期末之賬面值載列如下：

本集團之主要金融工具包括按公允價值計入其他全面收益之權益工具、貿易、票據及其他應收款項、銀行存款、現金及現金等值項目、貿易及其他應付款項及銀行借貸。該等金融工具之詳情於有關附註內披露。與該等金融工具相關之風險以及減低此等風險之政策載列於下文。管理層管理及監察此等風險，確保及時與有效地採取適當措施。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

Interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate bank deposits (note 29 to the consolidated financial statements of this annual report) and bank borrowings (note 32 to the consolidated financial statements of this annual report). It is the Group's policy to keep its bank deposits, and bank borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings at the end of the reporting period. Floating-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. For variable-rate bank borrowings, the analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2022: 50 basis points) increase or decrease in interest rate 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 interest rates had been 50 basis points (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the Year would increase/decrease by approximately RMB307,000 (2022: post-tax profit for the year ended 31 December 2022 would decrease/increase by approximately RMB321,000).

36. 金融工具 (續)

(b) 金融風險管理目標及政策

利率風險

本集團之現金流量利率風險主要與浮動利率銀行存款(本年報綜合財務報表附註29)以及銀行借貸(本年報綜合財務報表附註32)有關。為減低公允價值利率風險,本集團之政策為保持其銀行存款以及銀行借貸以浮動利率計息。

以下之敏感度分析乃根據浮動利率銀行借貸於報告期末之利率風險為基準而釐定。浮動利率銀行結餘並無納入敏感度分析,因為管理層認為近期利率將不會大幅波動,因此對本集團之財務影響並不重大。就浮動利率銀行借貸而言,編製該項分析時假設於報告期末之未償還負債金額於全年仍未償還。當向內部主要管理人員匯報利率風險時會將利率加減50個基點(2022年:50個基點),此亦代表管理層對利率合理可能變動之評估。倘利率調高/調低50個基點(2022年:50個基點)而所有其他可變因素維持不變,本集團截至本年度之稅後虧損將增加/減少約人民幣307,000元(2022年:截至2022年12月31日止年度之稅後溢利將減少/增加約人民幣321,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Currency risk

Currency risk refers to the risk associated with movements in foreign currency rates which will affect the Group's financial results and its cash flow. As at 31 December 2023 and 2022, certain bank balances of the Group are denominated in foreign currencies other than the functional currency of the group entities. The Group does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging the potential foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated bank balances at the end of the reporting period are as follows:

Sensitivity analysis

The Group is mainly exposed to HKD currency risk.

The following table details the Group's sensitivity to a 5% (2022: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2022: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2022: 5%) change in foreign currency rates.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

貨幣風險

貨幣風險乃指與外幣匯率變動相關且將影響本集團之財務業績及其現金流量之風險。於2023年及2022年12月31日，本集團若干銀行結餘是以本集團實體之功能貨幣（即人民幣）以外的外國貨幣計值。本集團並無任何外幣對沖政策。然而，管理層監察外匯涉及之風險，並將於有需要時考慮對沖重大之外幣風險。

以於報告期末，本集團以外幣計值之銀行結餘之賬面值如下：

		Assets 資產	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
HKD	港幣	2,579	11,536

敏感度分析

本集團主要面對港幣之貨幣風險。

下表詳列本集團因人民幣兌換相關外幣升值及貶值5%（2022年：5%）之敏感度。5%（2022年：5%）為內部對主要管理人員報告外匯風險所採用之敏感度利率，亦代表管理層對匯率可能合理變動之評估。敏感度分析僅包括以外幣計算之尚未平倉貨幣項目，並於報告期末調整其兌換以反映外幣匯率之5%（2022年：5%）變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

A negative number below indicates increase in post-tax loss for the Year where the functional currency strengthens 5% (2022: 5%) against the relevant foreign currencies. For a 5% (2022: 5%) weakening of functional currency against the relevant foreign currencies, there would be an equal and opposite impact on profit or loss for the Year and the balances below would be positive.

HKD 港幣

Other price risk

The Group is mainly exposed to price risk through equity instruments at FVTOCI. The directors do not implement specific measures to mitigate the price risk.

Credit risk and impairment assessment

As at 31 December 2023, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, is arising from the carrying amounts of the Group's financial assets and contract assets (excluding financial assets at FVTOCI) as stated in the consolidated statement of financial position.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

貨幣風險 (續)

敏感度分析 (續)

下列負數表示倘功能貨幣兌換相關外幣升值5% (2022年: 5%) 所導致之年度稅後虧損增加。倘功能貨幣兌換相關外幣貶值5% (2022年: 5%)，將會對本年度損益造成等額及相反之影響而以下結餘則為正數。

		Assets 資產	
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
HKD	港幣	(97)	(433)

其他價格風險

本集團的價格風險主要來自按公允值計入其他全面收益之權益工具。本公司董事並未就降低價格風險實施指定措施。

信貸風險及減值評估

於2023年12月31日，因對手方未能履行責任而導致本集團蒙受財務虧損的最高信貸風險來自綜合財務狀況報表所列本集團金融資產及合約資產（除按公允值計入其他全面收益之金融資產外）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade and bills 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 upon application of HKFRS 9 on trade balances based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is effectively managed.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Bank balances

The credit risks on bank balances are limited because the counterparties of significant bank balance are reputable banks in the PRC with high grade ratings assigned by National Financial Regulatory Administration of China.

As at 31 December 2023 and 2022, the Group performed impairment assessment on bank balances by reference to the average loss rate for respective credit rating grades published by international credit-rating agencies and concluded that the expected credit loss is insignificant.

Other receivables

The Group has taken into account the economic outlook of the industries in which the debtors operate and concluded that there has been no significant increase in credit risk since initial recognition. As such, other receivables are assessed for impairment individually at each reporting date.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貿易及票據應收款項及與客戶簽訂的合約產生的合約資產

為最大限度地降低信貸風險，本集團管理層已委派一組人員負責釐訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未付之債項。此外，於應用香港財務報告準則第9號後，本集團按照預期信貸虧損模式，根據撥備矩陣為該等貿易結餘進行減值評估。就此而言，本公司董事認為本集團的信貸風險得到有效管理。

本集團並無重大信貸集中風險，風險分散於眾多對手方及客戶。

銀行結餘

銀行結餘之信貸風險有限，因為重大銀行結餘的對手方乃中國信譽卓著之銀行，且獲中國國家金融監督管理局授予高等級評級。

於2023年及2022年12月31日，本集團經參考國際信貸評級機構就相關信貸評級級別頒布的平均虧損率就銀行結餘進行減值評估，並總結預期信貸虧損微乎其微。

其他應收款項

本集團考慮到債務人經營行業經濟前景，並總結自初步確認後信貸風險並無顯著增加。因此，於各報告日期會評估各其他應收款項之減值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) 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 and bills receivables/ contract assets 貿易及票據應收款項／合約資產	Other financial assets/ other items 其他金融資產／其他項目
內部信貸評級	描述		
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手拖欠風險低，且並無任何逾期款項	Lifetime ECL – not credit-impaired 存續期預期信貸虧損－無信貸減值	12-month ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settles after due date 債務人通常於到期日後償還，但通常於到期日後償還	Lifetime ECL – not credit-impaired 存續期預期信貸虧損－無信貸減值	12-month ECL 12個月預期信貸虧損
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 自首次確認以來，透過內部或外部資源開發之資料，信貸風險大幅增加	Lifetime ECL – not credit-impaired 存續期預期信貸虧損－無信貸減值	Lifetime ECL – not credit-impaired 存續期預期信貸虧損－無信貸減值
Loss 虧損	There is evidence indicating the asset is credit impaired 有證據顯示資產出現信貸減值	Lifetime ECL – credit-impaired 存續期預期信貸虧損－信貸減值	Lifetime ECL – credit-impaired 存續期預期信貸虧損－信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難，而本集團並無實際希望追收有關款項	Amount is written off 金額已被撇銷	Amount is written off 金額已被撇銷

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團內部信貸風險評估包括以下類別：

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL 12個月或存續期 預期信貸虧損	Gross carrying amount	
	附註	外部信貸評級	內部信貸評級		賬面總值	
					2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本列賬的金融資產						
Trade and bills receivables 貿易及票據應收款總額	26	n/a 不適用	(note) (附註)	Lifetime ECL (not credit impaired and provision matrix) 存續期預期信貸虧損－無信貸減值及撥備矩陣	65,212	77,642
			Loss 虧損	Lifetime ECL (credit impaired) 存續期預期信貸虧損(信貸減值)	2,443	2,443
Amounts due from non-controlling interests 應收非控股權益款項	26	n/a 不適用	Low risk 低風險	12-month ECL (assessed individually) 12個月預期信貸虧損(單獨評估)	17,075	25,385

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表詳細列出本集團金融資產的信貸風險，其受限於預期信貸虧損：

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL 12個月或存續期 預期信貸虧損	Gross carrying amount	
					賬面總值	
	附註	外部信貸評級	內部信貸評級		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financial assets at amortised cost (Continued) 按攤銷成本列賬的金融資產 (續)						
Other receivables and deposits 其他應收款項及按金	26	n/a 不適用	Doubtful 存疑	Lifetime ECL (not credit impaired and assessed individually) 存續期預期信貸虧損(無信貸減值及單獨評估)	26,679	42,583
			Loss 虧損	Lifetime ECL (credit impaired) 存續期預期信貸虧損(信貸減值)	16,405	22,760
Bank deposits 銀行存款	29	Bbb+ to Bbb Bbb+至Bbb	Low risk 低風險	12-month ECL (assessed individually) 12個月預期信貸虧損(單獨評估)	211,468	—
Bank balances and cash 銀行結餘及現金	29	AAA to Bbb- AAA至Bbb-	Low risk 低風險	12-month ECL (assessed individually) 12個月預期信貸虧損(單獨評估)	393,033	555,115
Other items 其他項目						
Contract assets 合約資產	27	n/a 不適用	(note) (附註)	Lifetime ECL (not credit impaired and provision matrix) 存續期預期信貸虧損—無信貸減值及撥備矩陣	34,072	27,307

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Note:

For trade and bills receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors which were credit-impaired which are assessed individually, the Group determines the expected credit losses on these items grouped by past due status for trade and bills receivables and the status of the relevant projects of the contract assets. When there are indicators that the relevant contract assets may be credit impaired, the relevant amount will be assessed for expected credit losses 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 used 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 are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：

就貿易、票據應收款項及合約資產，本集團已應用香港財務報告準則第9號簡化方式計量存續期預期信貸虧損的減值撥備。除單獨評估的信貸減值債務人外，本集團就貿易、票據應收款項及合約資產相關項目狀況按已逾期狀況分類此等項目釐定預期信貸虧損。如有跡象相關合約資產可能存在信貸減值，相關金額將單獨評估預期信貸虧損。

本集團使用債務人的賬齡來評估客戶與其營運相關之減值，因為該等客戶包含大量具有共同風險特徵之客戶，代表其根據合約條款支付所有應付金額的能力。根據本集團對現有債務人歷史信貸虧損經驗之評估及所有可用的前瞻性資料（包括但不限於中國的預期經濟狀況及預期後續結算），本集團並不認為該等已逾期超過90天之合約付款屬違約。

本集團根據具有不同信貸風險特徵及風險的賬齡類別使用預期虧損率，而預期虧損率按債務人預期年期以過往可觀察違約率作出估計，並以毋須沉重成本或努力的可得前瞻性資料作出調整。組合由管理層定期檢視，以確保特定債務人的相關資料已獲更新。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Note: (Continued)

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

		2023 2023年			
		Expected average loss rate 預期平均 虧損率 RMB'000 人民幣千元	Gross carrying amount 總賬面值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net carrying amount 賬面淨值 RMB'000 人民幣千元
Less than 3 months	3個月內	0.00%	40,921	(1)	40,920
3 – 6 months	3至6個月	6.22%	3,326	(207)	3,119
6 – 12 months	6至12個月	14.74%	5,191	(765)	4,426
1 – 2 years	1至2年	36.02%	2,610	(940)	1,670
2 – 3 years	2至3年	97.26%	3,067	(2,983)	84
Over 3 years	超過3年	100.00%	3,420	(3,420)	–
			58,535	(8,316)	50,219
Credit impaired	信貸減值	100.00%	2,443	(2,443)	–
		2022 2022年			
		Expected average loss rate 預期平均 虧損率 RMB'000 人民幣千元	Gross carrying amount 總賬面值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net carrying amount 賬面淨值 RMB'000 人民幣千元
Less than 3 months	3個月內	1.64%	48,900	(802)	48,098
3 – 6 months	3至6個月	20.11%	7,196	(1,447)	5,749
6 – 12 months	6至12個月	29.99%	4,768	(1,430)	3,338
1 – 2 years	1至2年	49.56%	3,600	(1,784)	1,816
2 – 3 years	2至3年	80.15%	2,876	(2,305)	571
Over 3 years	超過3年	100.00%	3,337	(3,337)	–
			70,677	(11,105)	59,572
Credit impaired	信貸減值	100.00%	2,443	(2,443)	–

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

During the year, the Group made reversal of impairment loss of approximately RMB639,000 (2022: impairment loss of approximately RMB1,250,000) for trade and bills receivables and contract assets based on the provision matrix.

The following table shows the movement in lifetime ECL that has been recognised for trade and bills receivables and contract asset under the simplified approach.

		Lifetime ECL (not credit Impaired) 存續期預期 信貸虧損 (無信貸減值)	Lifetime ECL (not credit impaired) 存續期預期 信貸虧損 (無信貸減值)	Lifetime ECL (credit impaired)* 存續期預期 信貸虧損 (信貸減值)*	Total 合計
		Contract assets 合約資產 RMB'000 人民幣千元	Trade and bills receivables 貿易及票據應收款 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	-	9,865	2,443	12,308
Reversal of impairment loss recognised	撥回已確認的減值虧損	-	(3,710)	-	(3,710)
Impairment loss recognised	已確認之減值虧損	-	4,960	-	4,960
Write-off	撇銷	-	(10)	-	(10)
At 31 December 2022	於2022年12月31日	-	11,105	2,443	13,548
Reversal of impairment loss recognised	撥回已確認的減值虧損	-	(2,777)	-	(2,777)
Impairment loss recognised	已確認之減值虧損	-	2,138	-	2,138
Write-off	撇銷	-	(2,150)	-	(2,150)
At 31 December 2023	於2023年12月31日	-	8,316	2,443	10,759

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

* Full provision was made for respective credit-impaired trade receivable.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本年度內，本集團根據撥備矩陣就貿易及票據應收款項及合約資產計提減值虧損撥回約人民幣639,000元（2022年：減值虧損約人民幣1,250,000元）。

下表顯示根據簡化方法就貿易及票據應收款項及合約資產已確認的存續期預期信貸虧損之變動。

倘有資料顯示債務人處於嚴重的財務困難且無理想的復甦前景時，本集團會撇銷貿易應收款項，如債務人已清盤或已進入破產程序。

* 已就各自的信貸減值的貿易應收款項作出全額撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the reconciliation of loss that has been recognised for 12-month ECL and lifetime ECL on other receivables.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表顯示已確認12個月預期信貸虧損及存續期預期信貸虧損的虧損與其他應收款的對賬。

		Lifetime ECL (not credit impaired)	Lifetime ECL (credit impaired)	Total
		存續期預期 信貸虧損 (無信貸減值)	存續期預期 信貸虧損 (信貸減值)	合計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於2022年1月1日	9,570	16,193	25,763
Reversal of impairment loss recognised	撥回已確認的減值虧損	(3,796)	(574)	(4,370)
Impairment loss recognised	已確認之減值虧損	958	3,563	4,521
Write-off	撇銷	-	(2,080)	(2,080)
At 31 December 2022	於2022年12月31日	6,732	17,102	23,834
Reversal of impairment loss recognised	撥回已確認的減值虧損	(690)	(2,409)	(3,099)
Impairment loss recognised	已確認之減值虧損	4,030	7,999	12,029
Write-off	撇銷	-	(8,550)	(8,550)
At 31 December 2023	於2023年12月31日	10,072	14,142	24,214

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains the 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 flow. The management manages liquidity risk by monitoring adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows.

Due to the capital intensive nature of the Group's business, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements. The Group finances its working capital requirements through a combination of funds generated from operations and bank borrowings.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

36. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動現金風險

於管理流動現金風險時，本集團監察及維持管理層視為足以應付本集團業務所需水準之現金及現金等值項目，並減低現金流量波動之影響。管理層通過持續監察預測及實際現金流量，以監控充足儲備、銀行授信，從而管理流動現金風險。

由於本集團業務屬資本密集性質，故本集團確保維持充足現金和信貸融資以符合本集團流動資金需要。本集團透過經營所產生之資金及銀行借貸綜合方式滿足營運資金需要。

下表載列按照協定之償還條款，本集團非衍生金融負債剩餘合約到期之詳情。此表乃根據於本集團的金融負債可能最早被要求付款之日之未貼現現金流量而編制。此表包括利息及本金現金流量。倘利息以浮動利率計算，則未貼現金額會根據報告期末之利率曲線計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

		Weighted average effective interest rate	Within one year or on demand	Within second to fifth years, inclusive 第二至五年內 (包括首尾 兩年)	Over fifth years 第五年以上	Total undiscounted cash flow 未貼現現金 流量總額	Carrying amount 賬面值
		%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2023	於2023年12月31日						
Trade and other payables	貿易及其他應付款項	-	238,659	-	-	238,659	238,659
Bank borrowings	銀行借貸	3.72	83,059	192	-	83,251	81,775
Lease liabilities	租賃負債	4.87	4,675	14,209	4,452	23,336	19,892
			326,393	14,401	4,452	345,246	340,326
		Weighted average effective interest rate	Within one year or on demand	Within second to fifth years, inclusive 第二至五年內 (包括首尾 兩年)	Over fifth years 第五年以上	Total undiscounted cash flow 未貼現現金 流量總額	Carrying amount 賬面值
		%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2022	於2022年12月31日						
Trade and other payables	貿易及其他應付款項	-	235,148	-	-	235,148	235,148
Bank borrowings	銀行借貸	4.65	86,447	598	-	87,045	85,520
Lease liabilities	租賃負債	4.89	4,254	12,003	1,450	17,707	15,296
			325,849	12,601	1,450	339,900	335,964

The amounts included above for variable interest rate instruments for non-derivative financial liabilities 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.

倘浮動利率變動與於報告期末釐定的利率估計有別，則上述所包含非衍生金融負債的浮動利率工具金額亦會有變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements

Some of the Group's financial assets 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 are determined (in particular, the valuation techniques and inputs used).

Financial assets 金融資產	Fair value 公允值		Fair value hierarchy 公允值層級	Valuation technique and significant unobservable inputs 估值技術及重大不可觀察輸入數據
	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元		
Unquoted equity investments classified as FVTOCI 分類為按公允值計入其他全面收益之非上市權益工具				
An entity engaged in manufacturing and sale of glass products business 一間從事製造及銷售玻璃產品業務之實體	78,168	92,173	Level 3 第三級	Fair value is derived from market multiple – enterprise value to earnings before interest, tax, depreciation and amortisation (“EV/EBITDA”) of 8.2 (2022: 7.6) and discount for lack of marketability of 20.5% (2022: 20.6%) (note) 公允值乃以市價倍數計算—企業價值除以利息、稅項、折舊及攤銷前盈利(「EV/EBITDA」)為8.2(2022年:7.6),及缺乏市場流通性之折讓為20.5%(2022年:20.6%)(附註)
An entity engaged in banking business 從事銀行業務之實體	20,148	23,614	Level 3 第三級	Fair value is derived from the market multiple – price-to-book (“P/B”) ratio of 0.4 (2022: 0.6) and discount for lack of marketability of 20.5% (2022: 20.6%) (note) 公允值按市價倍數—市賬率(「P/B」)0.4(2022年:0.6),及缺乏市場流通性之折讓20.5%(2022年:20.6%)計算(附註)

36. 金融工具 (續)

(c) 公允值計量

本集團部分金融資產乃於各報告期末按公允值計量。下表提供如何釐定此等金融資產公允值之資料(特別是所使用之估值方法及輸入數據)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements (Continued)

Financial assets 金融資產	Fair value 公允值		Fair value hierarchy 公允值層級	Valuation technique and significant unobservable inputs 估值技術及重大不可觀察輸入數據
	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元		
Unquoted equity investments classified as FVTOCI (Continued) 分類為按公允值計入其他全面收益之非上市權益工具(續)				
Entities engaged in sales and distribution of cylinder gas and gas appliances business 從事銷售及分銷罐裝燃氣及燃氣器具業務之實體	5,154	4,836	Level 3 第三級	Fair values are derived from market multiple – EV/EBITDA of 6.9 (2022: 8.4) and discount for lack of marketability of 20.5% (2022: 20.6%) (note) 公允值乃以市場倍數計算— EV/EBITDA為6.9(2022年: 8.4)及缺乏市場流通性之折讓為20.5%(2022年: 20.6%)(附註)
Entities engaged in sales and distribution of cylinder gas and gas appliances business 從事銷售及分銷罐裝燃氣及燃氣器具業務之實體	412	653	Level 3 第三級	Fair value is derived from market multiple – EV/Revenue of 0.2 (2022: 0.3) and discount for lack of marketability of 20.5% (2022: 20.6%) (note) 公允值乃以市場倍數計算— 企業價值除以收入為0.2(2022年: 0.3)及缺乏市場流通性之折讓為20.5%(2022年: 20.6%)(附註)
Entities engaged in sales and distribution of cylinder gas 從事銷售及分銷罐裝燃氣之實體	2,969	5,880	Level 3 第三級	Fair values are derived from the estimated fair value of the underlying assets and liabilities held by the investees 公允值乃根據投資對象持有之相關資產及負債之估計公允值計算
An entity engaged in sale and distribution of cookware business 從事銷售及分銷廚具業務之實體	366	238	Level 3 第三級	Fair value is derived from the market multiple – EV/EBITDA of 7.9 (2022: 8.1) and discount for lack of marketability of 20.5% (2022: 20.6%) (note) 公允值乃以市場倍數計算— EV/EBITDA為7.9(2022年: 8.1)及缺乏市場流通性之折讓為20.5%(2022年: 20.6%)(附註)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements (Continued)

Financial assets 金融資產	Fair value 公允值	
	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元

Unquoted equity investments classified as FVTOCI (Continued)

分類為按公允值計入其他全面收益之非上市權益工具 (續)

An entity engaged in provision of company consulting service
從事提供公司諮詢服務之實體

516

150

Level 3

Fair value is derived from the estimated fair value of the underlying assets and liabilities held by the investee
公允值乃根據投資對象持有之相關資產及負債之估計公允值計算

第三級

An entity engaged in food ingredients supply and FMCG business
從事食材供應和賣場業務之實體

-

-

Level 3

Fair value is derived from the estimated fair value of the underlying assets and liabilities held by the investee

第三級

公允值乃根據投資對象持有之相關資產及負債之估計公允值計算

36. 金融工具 (續)

(c) 公允值計量 (續)

Fair value hierarchy
公允值層級

Valuation technique and significant unobservable inputs
估值技術及重大不可觀察輸入數據

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements (Continued)

Note:

The higher the market multiples applied, the higher the fair value, and vice versa. The higher the discount, the lower the fair value, and vice versa. The significant unobservable inputs are the discount for lack of marketability, the market multiples applied. A 5% increase/decrease in the discount rate for lack of marketability, holding all other variables constant, the fair value of the investments would decrease/increase by approximately RMB6,589,000 (2022: RMB7,652,000) as at 31 December 2023.

The EBITDA and net asset value of the respective investees used for the valuations at 31 December 2023 are based on the audited financial statements or, where the audited financial statements are not available, the management accounts of the investees up to 31 December 2023.

(d) Fair value measurements

Reconciliation of Level 3 fair value measurements of financial assets

Unquoted equity investments

		RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	104,119
Additions	添置	150
Fair value change recognised in OCI	確認至其他全面收益的公允價值變動	23,275
At 31 December 2022	於2022年12月31日	127,544
Addition	添置	190
Disposal	出售	(106)
Fair value change recognised in OCI	確認至其他全面收益的公允價值變動	(19,895)
At 31 December 2023	於2023年12月31日	107,733

36. 金融工具 (續)

(c) 公允值計量 (續)

附註：

市場倍數越高的應用，公允值越高，反之亦然。折讓增加，公允值則下降，反之亦然。重大不可觀察輸入數據為缺乏市場流通性折讓，市場倍數的應用。於2023年12月31日，缺乏市場流通性折讓增加/減少5%，所有其他變量保持不變，投資之公允值將減少/增加約人民幣6,589,000元（2022年：人民幣7,652,000元）。

於2023年12月31日之估值所用相關投資對象之EBITDA及資產淨值乃根據經審核財務報表或倘無法獲得經審核財務報表，則投資對象截至2023年12月31日止管理賬目作出。

(d) 公允值計量

金融資產第三級公允值計量的對賬

非上市權益工具

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

36. FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurements (Continued)

Reconciliation of Level 3 fair value measurements of financial assets (Continued)

Financial assets at FVTPL

		RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	1,405
Termination after obtaining full control of a subsidiary	獲得附屬公司之全部控制權後終止	(1,405)
At 31 December 2022	於2022年12月31日	–
Purchase of wealth management products	購買理財產品	16,500
Fair value change recognised to profit or loss	確認至損益的公允價值變動	95
At 31 December 2023	於2023年12月31日	16,595

Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management establishes the appropriate valuation techniques and inputs to the model. The management reports the findings to the directors half yearly to explain the cause of fluctuations in the fair value of the assets and liabilities.

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

There were no transfers between Level 1, 2 and 3 during the year.

36. 金融工具 (續)

(d) 公允價值計量 (續)

金融資產第三級公允價值計量的對賬 (續)

按公允價值計入損益之金融資產

		RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	1,405
Termination after obtaining full control of a subsidiary	獲得附屬公司之全部控制權後終止	(1,405)
At 31 December 2022	於2022年12月31日	–
Purchase of wealth management products	購買理財產品	16,500
Fair value change recognised to profit or loss	確認至損益的公允價值變動	95
At 31 December 2023	於2023年12月31日	16,595

公允價值計量及估值程序

於估計資產或負債的公允價值時，本集團盡可能採用市場可觀察數據。當無法取得第一級輸入數據時，管理層會為估值模式建立合適的估值方法及輸入數據。管理層每半年向董事匯報結果以解釋資產及負債公允價值波動的原因。

並非以經常性基準按公允價值計量之金融資產及金融負債之公允價值

董事認為，於綜合財務報表中按攤銷成本記賬的金融資產及金融負債的賬面值與其公允價值相若。

本年度內第一級、第二級及第三級之間概無轉移。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

37. 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.

37. 融資活動所產生負債之對賬

下表詳列本集團融資活動所產生負債之變動（包括現金及非現金變動）。融資活動所產生之負債指其現金流量已或未來現金流量將於本集團綜合現金流量表中分類為融資活動現金流量之負債。

		Bank borrowings	Amounts due to non-controlling interest of subsidiaries 應付附屬公司非控股權益之款項	Lease liabilities 租賃負債	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	100,250	1,733	18,173	120,156
Financing cash flows	融資現金流量	(17,307)	(57)	(2,907)	(20,271)
Finance costs recognised	已確認融資成本	2,577	-	941	3,518
Derecognition of lease liabilities	終止確認租賃負債	-	-	(911)	(911)
At 31 December 2022	於2022年12月31日	85,520	1,676	15,296	102,492
Financing cash flows	融資現金流量	(7,171)	(19,274)	(5,188)	(31,633)
Addition of lease liabilities	租賃負債增加	-	-	9,146	9,146
Increase in amount due to a non-controlling interest of a subsidiary	應付一間附屬公司非控股權益之款項增加	-	18,412	-	18,412
Finance costs recognised	已確認融資成本	3,426	-	1,068	4,494
Derecognition of lease liabilities	終止確認租賃負債	-	-	(430)	(430)
At 31 December 2023	於2023年12月31日	81,775	814	19,892	102,481

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

38. BUSINESS COMBINATIONS

For the year ended 31 December 2022

昆明升建恒通氣體產品有限公司 (Kunming Shengjian Hengtong Gas Products Co., Ltd. *) (“Kunming Shengjian”)

On 1 March 2022, an indirectly wholly-owned subsidiary of the Company entered into equity transfer agreement to acquire 70% equity interest in Kunming Shengjian from the shareholders of Kunming Shengjian at the total consideration of RMB9,352,000. Kunming Shengjian was established in the PRC with limited liability and principally engaged in the sale and distribution of cylinder gas with aggregate fair value at the date of acquisition amounting to RMB13,378,000. The transactions were completed and the Group obtained control in Kunming Shengjian in March 2022.

Consideration transferred:

	RMB'000 人民幣千元
Cash	9,352

Assets acquired and liabilities recognised at the date of acquisition are as follows:

	RMB'000 人民幣千元
Property, plant and equipment	10,966
Trade and other receivables	3,610
Bank balances and cash	443
Inventories	2,542
Trade and other payables	(4,183)
	<u>13,378</u>

* For identification purpose only

38. 業務合併

截至2022年12月31日止年度

昆明升建恒通氣體產品有限公司 (「昆明升建」)

於2022年3月1日，本公司一間間接全資附屬公司訂立股權轉讓協議，以自昆明升建之股東收購昆明升建之70%股本權益，總代價為人民幣9,352,000元。昆明升建為於中國註冊成立之有限公司，及主要從事銷售及分銷罐裝燃氣，於收購日期其總公允值金額為人民幣13,378,000元。該等交易已完成及本集團已於2022年3月取得昆明升建之控制權。

已轉撥代價：

於收購日期已收購資產及獲確認負債如下：

	RMB'000 人民幣千元
物業、廠房及設備	10,966
貿易及其他應收款項	3,610
銀行結餘及現金	443
存貨	2,542
貿易及其他應付款項	(4,183)
	<u>13,378</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

38. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2022 (Continued)

昆明升建恒通氣體產品有限公司 (Kunming Shengjian Hengtong Gas Products Co., Ltd. *) ("Kunming Shengjian") (Continued)

Acquisition-related cost amounting to approximately RMB26,000 had been excluded from consideration transferred and had been recognised as an expense in the year ended 31 December 2022, within the "administrative expense" line item in the consolidated statement of profit or loss and other comprehensive income.

The fair value and the gross contractual amount of trade and other receivables at the date of acquisition were RMB3,610,000. The best estimate at acquisition date of the contractual cash flows not expected to be collected was RMB nil.

Bargain purchase gain arising on acquisition:

	RMB'000 人民幣千元
Cash consideration paid for acquisition of 70% share	9,352
Less: fair value of identifiable net assets acquired of 70% share	(9,363)
	<u>(11)</u>

Bargain purchase gain on acquisition of Kunming Shengjian was recognised in profit or loss within the "other gains and losses" line item in the consolidated statement of profit or loss and other comprehensive income.

* For identification purpose only

38. 業務合併 (續)

截至2022年12月31日止年度 (續)

昆明升建恒通氣體產品有限公司 (「昆明升建」) (續)

收購相關成本約人民幣26,000元已自轉讓代價中剔除，並於截至2022年12月31日止年度在綜合損益及其他全面收益表「行政開支」內確認為開支。

於收購日期，貿易及其他應收款項之公允值及合約總額為人民幣3,610,000元。於收購日期，預期不會收取的合約現金流量的最佳估計為人民幣零元。

收購產生之議價收購收益：

	RMB'000 人民幣千元
已付收購70%股份之現金代價	9,352
減：已收購70%股份之可識別資產淨值之公允值	(9,363)
	<u>(11)</u>

收購昆明升建的議價收購收益於綜合損益及其他全面收益報表的「其他收益及虧損」項目內於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

38. BUSINESS COMBINATIONS (Continued)

For the year ended 31 December 2022 (Continued)

昆明升建恒通氣體產品有限公司 (Kunming Shengjian Hengtong Gas Products Co., Ltd. *) ("Kunming Shengjian") (Continued)

Net cash outflow on acquisition of Kunming Shengjian:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	9,352
Less: cash and cash equivalents acquired	減：已收購現金及現金等值項目	(443)
		<u>8,909</u>

Included in the profit for the year ended 31 December 2022 was loss of approximately RMB694,000 attributable to the consolidation of the profit of Kunming Shengjian after the acquisition date. Revenue of Kunming Shengjian for the year ended 31 December 2022 included approximately RMB4,195,000 generated from Kunming Shengjian.

Had the acquisition of Kunming Shengjian been completed on 1 January 2022, total group revenue for the Year of the Group would have been approximately RMB2,868,081,000 and profit for the Year would have been RMB58,707,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2022, nor is it intended to be projection of future results.

38. 業務合併 (續)

截至2022年12月31日止年度 (續)

昆明升建恒通氣體產品有限公司 (「昆明升建」) (續)

收購昆明升建之現金流出淨額：

	RMB'000 人民幣千元
	9,352
	(443)
	<u>8,909</u>

截至2022年12月31日止年度溢利包括因於收購日期後綜合昆明升建溢利而產生之虧損約人民幣694,000元。截至2022年12月31日止年度昆明升建的收入包括自昆明升建產生的約人民幣4,195,000元。

倘收購昆明升建於2022年1月1日完成，本集團的本年度收入總額將為約人民幣2,868,081,000元及本年度溢利將為約人民幣58,707,000元。該備考資料僅供說明用途，並不一定表示收購於2022年1月1日完成情況下本集團實際取得之收入及經營業績，亦不擬作為未來業績之預測。

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

39. ACQUISITION OF LAND USE RIGHTS AND OTHER ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY

For the year ended 31 December 2022

山東中民氣體有限公司 (Shandong Zhongmin Gas Co., Ltd. *) (“Shandong Zhongmin”) (formally known as 單縣中鑫機動車檢測有限公司)

On 15 September 2022, 北京中民同金燃氣有限公司 (Beijing Zhongmin Tongjin Gas Co., Ltd.) (“Beijing Zhongmin Tongjin”) and 河南中民燃氣有限公司 (Henan Civigas Co., Ltd.) (“Henan Civigas”), indirectly wholly-owned subsidiaries of the Company entered into a capital injection agreement, which Beijing Zhongmin Tongjin and Henan Civigas had to contribute RMB13,530,600 to Shandong Zhongmin, which amounting to RMB8,224,500 was contributed in cash by Beijing Zhongmin Tongjin and amounting to RMB5,306,100 was contributed in property, plant and equipment by Henan Civigas, representing 51% of equity interests (on the enlarged basis). The assets acquired and liabilities assumed did not constitute a business combination as defined in HKFRS 3 Business Combinations and therefore, the acquisition was accounted for as assets acquisition.

* For identification purpose only

39. 透過收購一間附屬公司收購土地使用權及其他資產以及負債

截至2022年12月31日止年度

山東中民氣體有限公司(「山東中民」)(前稱單縣中鑫機動車檢測有限公司)

於2022年9月15日，北京中民同金燃氣有限公司(「北京中民同金」)與河南中民燃氣有限公司(本公司間接全資附屬公司)(「河南中民」)訂立增資擴股合同，其中北京中民同金及河南中民應向山東中民注資人民幣13,530,600元(其中人民幣8,224,500元由北京中民同金以現金形式注資以及人民幣5,306,100元由河南中民以物業、廠房及設備形式注資)，佔51%權益(按經擴大基準)。所收購資產及所承擔負債並不構成香港財務報告準則第3號「業務合併」內界定之一項業務合併，因此該收購入賬列作資產收購。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

39. ACQUISITION OF LAND USE RIGHTS AND OTHER ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY (Continued)

For the year ended 31 December 2022 (Continued)

山東中民氣體有限公司 (Shandong Zhongmin Gas Co., Ltd. *) (“Shandong Zhongmin”) (formally known as 單縣中鑫機動車檢測有限公司) (Continued)

The assets acquired and liabilities assumed by the Group in the transaction upon completion of the acquisition were as follows:

39. 透過收購一間附屬公司收購土地使用權及其他資產以及負債 (續)

截至2022年12月31日止年度 (續)

山東中民氣體有限公司 (「山東中民」) (前稱單縣中鑫機動車檢測有限公司) (續)

本集團於完成該收購事項後於交易所收購之資產及所承擔之負債如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	9,728
Right of use assets	使用權資產	6,125
Trade and other receivables	貿易及其他應收款項	271
Bank overdraft	銀行透支	(18)
Trade and other payables	貿易及其他應付款項	(350)
		15,756
Consideration (note (a))	代價 (附註(a))	–
Non-controlling interest recognised (note (b))	已確認非控股權益 (附註(b))	14,351
Difference arising on acquisition (note (c))	收購產生之差額 (附註(c))	1,405
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：	
Cash consideration paid	已付現金代價	–
Add: bank overdraft	加：銀行透支	18
		18

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

39. ACQUISITION OF LAND USE RIGHTS AND OTHER ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY (Continued)

For the year ended 31 December 2022 (Continued)

山東中民氣體有限公司 (Shandong Zhongmin Gas Co., Ltd. *) ("Shandong Zhongmin") (formerly known as 單縣中鑫機動車檢測有限公司) (Continued)

Notes:

- (a) Consideration of approximately RMB13,531,000 was injected by the Group in Shandong Zhongmin and hence eliminated on consolidation in the preparation of the consolidated financial statements.
- (b) Non-controlling interests were measured at the acquisition date at their proportional share in the recognised amounts of Shandong Zhongmin's identifiable net assets (including the amount of RMB13,530,600 injection of the Group under the acquisition).
- (c) The difference arising on the acquisition of RMB1,405,000 had been recognised in profit or loss for the year ended 31 December 2022 as the amount was immaterial.

* For identification purpose only

40. SHARE-BASED PAYMENT TRANSACTIONS

All services received in exchange for the grant of any share options are measured at their fair values. These are indirectly determined by reference to the fair values of share options granted. Their value is appraised at the grant date and excludes the impact of any service and non-market performance vesting conditions (for example, profitability and sales growth targets).

39. 透過收購一間附屬公司收購土地使用權及其他資產以及負債 (續)

截至2022年12月31日止年度 (續)

山東中民氣體有限公司 (「山東中民」) (前稱單縣中鑫機動車檢測有限公司) (續)

附註：

- (a) 本集團注資代價約人民幣13,531,000元於山東中民，在編製綜合財務報表合併時已被抵銷。
- (b) 於山東中民之非控股權益於收購日按其在山東中民可識別淨資產 (包括本集團收購時注資現金人民幣13,530,600元) 的確認金額中所佔股份比例計量。
- (c) 截至2022年12月31日止年度，收購產生之差額人民幣1,405,000元已於損益確認，原因為該金額並不重大。

40. 以股份為基礎支付之交易

所有為換取授予購股權的服務乃按其公允值計量。此乃參考所授予購股權及獎勵股份之公允值而間接釐定，其價值於授出日期評估並排除任何服務及非市場表現歸屬條件 (例如，盈利能力及銷售增長目標) 的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

40. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share option

The Company operates a share option scheme (the “Share Option Scheme”) for the purposes of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Share Option Scheme include full-time employees (including directors), consultants, agents and advisors of the Group. The Share Option Scheme is valid and effective until 8 September 2026.

Terms of share option scheme

As at 31 December 2023, the total number of shares available for issue under the share option scheme was 694,495,413 (2022: 694,495,413), representing approximately 7.77% (2022: 7.77%) of the issued share capital of the company. Without prior approval from the company’s shareholders, the total number of shares in respect of which options may be granted under the share option scheme is not permitted to exceed 10% of the shares of the company in issue at any point in time, and the aggregate number of shares in respect of which options may be granted to any individual in any year is not permitted to exceed 1% of the shares of the company in issue at any point in time.

No amount is payable on acceptance of an offer to grant an option to subscribe for the shares of the company granted pursuant to the share option scheme (the “offer”). The share option scheme may be exercised at any time for a period of ten years commencing from the date of acceptance of the offer, subject to the conditions imposed by the board of the directors. The exercise price of the option shares would be at a price equal to the higher of: (i) the closing price of the shares of the Company on the Stock Exchange’s daily quotation sheet on the date of offer of the option; (ii) the average closing prices of the shares of the Company on the stock exchange for the five trading days immediately preceding the date of offer of the options; and (iii) the nominal value of a share.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings. No share option was granted, exercised or outstanding during both years.

40. 以股份為基礎支付之交易 (續)

購股權

本公司設有一項購股權計劃(「購股權計劃」)，藉以鼓勵及回饋對本集團之成功經營作出貢獻之合資格參與者。購股權計劃之合資格參與者包括本集團之全職僱員(包括董事)、諮詢人、代理及顧問。購股權計劃於2026年9月8日之前為有效及生效。

購股權計劃之條款

於2023年12月31日，根據購股權計劃可發行之股份總數為694,495,413股(2022年：694,495,413股)，佔本公司已發行股本約7.77%(2022年：7.77%)。未得本公司股東事先批准，按購股權計劃可予授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之10%，而於任何年度可向任何個別人士授出之購股權涉及之股份總數不得超過本公司於任何時間已發行股份之1%。

接納根據購股權計劃授出可認購本公司股份之購股權之要約(「要約」)毋須繳付款項。購股權計劃可於自接納要約日起開始10年內任何時間行使，惟須受限於董事會施加之條件。購股權股份之行使價應相等於下列之較高者：(i)於授出購股權之日聯交所每日報價表所列本公司股份之收市價；(ii)緊接授出購股權之日前5個交易日聯交所報本公司股份之平均收市價；及(iii)股份面值。

購股權並無授予持有人享有股息或於股東大會上投票之權利。於兩個年度，概無授出、行使或尚未行使任何購股權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

41. EMPLOYEE RETIREMENT BENEFIT SCHEMES

The employees of the Company's subsidiaries in the PRC are members of retirement benefits schemes operated by the PRC government. The relevant PRC subsidiaries are required to contribute defined percentages, ranging from 12% to 25%, of payroll costs to the retirement benefit scheme to fund the benefits in compliance with the applicable regulations of the PRC.

The Group operates a MPF Scheme for all qualifying employees in Hong Kong under the rules and regulations of the Hong Kong Mandatory Provident Fund Schemes Authority. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the relevant payroll costs or capped at HKD1,500 (2022: HKD1,500) per month per employee to the Mandatory Provident Fund Scheme in Hong Kong, which contribution is matched by employees. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions under the respective schemes above.

The total expense recognised in profit or loss of approximately RMB21,032,000 (2022: RMB18,460,000) represents contributions paid or payable to these schemes by the Group for the Year. No forfeited contribution is available to reduce the contribution payable in the future years at 31 December 2023 and 2022.

41. 僱員退休福利計劃

本公司於中國附屬公司之僱員乃中國政府之退休福利計劃成員。有關中國附屬公司須以工資成本之指定百分比（介乎12%至25%）向退休福利計劃供款以符合中國之適用法規。

本集團為所有於香港強制性公積金管理局規則及法規項下之合資格香港僱員設立強積金計劃。計劃資產與本集團資產分開持有，由信託人以基金形式管理。本集團就每名僱員之每月有關工資成本向強積金計劃作出5%或上限為港幣1,500元（2022年：港幣1,500元）供款，僱員亦須按相同比例供款。本集團之唯一義務為根據各上述計劃向退休福利計劃作出指定供款。

於損益確認之開支總額約人民幣21,032,000元（2022年：人民幣18,460,000元）指於截至本年度本集團向該等計劃已付或應付之供款。於2023年及2022年12月31日，概無已沒收之供款可用於削減未來年度應付之供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

42. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties during the Year:

42. 與有關連人士之交易

除於綜合財務報表其他部分所披露者外，本集團與關聯人士於本年度內已訂立下列交易：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Purchase of natural gas from Shanxi Provincial Natural Gas Co., Ltd.* (note i)	自陝西省天然氣股份有限公司採購天然氣(附註i)	163,014	146,961
Purchase of cylinder gas from Yunnan Jiehua Clean Energy Development Co., Ltd.* (note ii)	自雲南解化清潔能源開發公司採購罐裝燃氣(附註ii)	23,480	47,869
Purchase of cylinder gas from Southwest Panva	自百江西南採購罐裝燃氣	9,276	4,146
Purchase of cylinder gas from Yunnan Pioneer Chemical Co., Ltd.*	自雲南先鋒化工有限公司採購罐裝燃氣	5,345	-
Purchase of gas appliances from Fujian An Ran	自福建安然購買燃氣器具	1,053	-
Rental fee paid to Mile City Xinyuan Gas Co., Ltd.*	向彌勒市鑫源燃氣有限責任公司支付租金	105	105
Rental fee paid to Funing County Fuxiang Oxygen B Express Factory*	向富甯縣富翔氧氣乙炔廠支付租金	100	100
Consulting service fee received from Fujian An Ran	向福建安然收取諮詢服務費	76	-
Sale of gas to Xianyang Haihui New Energy Co., Ltd.* (note iii)	向咸陽海匯新能源有限公司銷售燃氣(附註iii)	-	28,855
Sale of gas to Yunnan Pioneer Chemical Co., Ltd.*	向雲南先鋒化工有限公司銷售燃氣	-	2,425
Purchase of cylinder gas from Yunnan Panva	自雲南百江採購罐裝燃氣	-	750
Transportation fee paid to Yunnan Panva	向雲南百江支付運輸費	-	31

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

42. RELATED PARTY TRANSACTIONS

(Continued)

The above transactions were made on terms mutually agreed between both parties.

Notes:

- (i) Shanxi Provincial Natural Gas Co., Ltd. is a connected person of the Company as it holds 40% equity interests in Xi'an Civigas Co., Ltd. ("Xi'an Civigas"), a subsidiary of the Company.

These are connected person transactions and details are set out under the heading of connected transactions in the report of the directors.

- (ii) Yunnan Jiehua Clean Energy Development Co., Ltd. is a connected person of the Company as it holds 49% equity interests in Yunnan Jiehua Civigas Clean Energy Co., Ltd. ("Yunnan Jiehua"), a subsidiary of the Company.
- (iii) Xianyang Haihui New Energy Co., Ltd. is a connected person of the Company as it holds 49% equity interests in Xi'an Civigas Haihui New Energy Co., Ltd. ("Xi'an Haihui"), a subsidiary of the Company.

Compensation of key management personnel

The directors of the Company considered they are the sole management personnel of the Group, and their remuneration during the Year is disclosed in note 11 to the consolidated financial statements of this annual report. The remuneration of the directors of the Company is recommended by the remuneration committee to the Board having regard to the performance of individual and market trends.

42. 與有關連人士之交易 (續)

以上交易乃按雙方協定之條款進行。

附註：

- (i) 陝西省天然氣股份有限公司為本公司關連人士，原因為其持有本公司附屬公司西安中民燃氣有限公司（「西安中民」）之40%股本權益。

其為關連交易及詳情載於董事會報告之關連交易一節。

- (ii) 雲南解化清潔能源開發有限公司為本公司關連人士，原因為其持有本公司附屬公司雲南解化中民清潔能源有限公司（「雲南解化」）之49%股權。
- (iii) 咸陽海匯新能源有限公司為本公司關連人士，原因為其持有西安中民海匯新能源有限公司（「西安海匯」，本公司之附屬公司）之49%股本權益。

主要管理人員酬金

本公司董事認為彼等為本集團唯一的管理人員，彼等於年內之酬金於本年報綜合財務報表附註11內披露。本公司董事之薪酬由薪酬委員會根據個別人士之表現及市場趨勢向董事會建議。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

43. OPERATING LEASE COMMITMENTS

The Group as lessor

The Group leased its investment properties, as set out in note 18 to the consolidated financial statements of this annual report under operating lease arrangements with leases negotiated for terms ranging from 1 to 5 years at fixed rental. Net property rental income earned during the year was approximately RMB3,293,000 (2022: RMB8,664,000) with minimal outgoings. The terms of the leases generally also require the tenants to pay security deposits.

Minimum lease payments receivable on leases are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within one year	一年內	1,449	3,413
In the second year	第二年	247	1,899
In the third year	第三年	100	541
In the fourth year	第四年	–	320
In the fifth year	第五年	–	207
		1,796	6,380

43. 經營租賃承擔

本集團作為出租人

如本年報綜合財務報表附註18所載，本集團根據經營租賃安排以固定租金出租其投資物業，經商討後租賃年期為1至5年。於本年度賺取之物業租金淨收入為約人民幣3,293,000元（2022年：人民幣8,664,000元），附帶甚少之開支。租賃條款一般亦要求租戶繳交保證按金。

就租賃應收之最低租賃付款載列如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within one year	1,449	3,413
In the second year	247	1,899
In the third year	100	541
In the fourth year	–	320
In the fifth year	–	207
	1,796	6,380

44. CAPITAL AND OTHER COMMITMENTS

Capital and other expenditure contracted for but not provided in the consolidated financial statements in respect of:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Purchases of:	採購：		
Property, plant and equipment	物業、廠房及設備	11,093	16,828
Right-of-use assets	使用權資產	13,986	15,336
		25,079	32,164

44. 資本及其他承擔

已訂約但尚未於綜合財務報表撥備之資本及其他開支：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Purchases of:		
Property, plant and equipment	11,093	16,828
Right-of-use assets	13,986	15,336
	25,079	32,164

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

45. PLEDGE OF ASSETS

The Group pledged certain assets to banks to secure certain bank borrowings of the Group. Carrying amounts of the assets pledged were as follows:

Property, plant and equipment	物業、廠房及設備
Right-of-use assets	使用權資產

Restrictions on assets

In addition, lease liabilities of approximately RMB19,892,000 (2022: RMB15,296,000) are recognised with related right-of-use assets of RMB10,847,000 (2022: RMB5,355,000) as at 31 December 2023. 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.

A natural gas charging right was pledged from 17 March 2022 to 16 March 2025 as collateral. The assessed or negotiated value of the collateral between the Group and the bank is RMB276,171,100.

46. CONTINGENT LIABILITIES

As at 31 December 2023, the Group has no significant contingent liability.

45. 資產抵押

本集團已向銀行抵押若干資產以取得本集團之若干銀行借貸。已抵押資產之賬面值如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Property, plant and equipment	151,819	64,475
Right-of-use assets	1,198	2,623
	153,017	67,098

資產限制

此外，於2023年12月31日，已確認租賃負債約人民幣19,892,000元（2022年：人民幣15,296,000元）及相關使用權資產約人民幣10,847,000元（2022年：人民幣5,355,000元）。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契諾，並且有關租賃資產未必可用作借貸的擔保。

本集團已將天然氣收費權自2022年3月17日起至2025年3月16日止期間質押作為抵押品。本集團與銀行之間抵押品之評估或協定價值為人民幣276,171,100元。

46. 或然負債

於2023年12月31日，本集團無重大或然負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Statement of financial position of the Company at the end of the reporting period includes:

47. 本公司之財務狀況報表

本公司於報告期末之財務狀況報表包括：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	3	7
Amounts due from subsidiaries	應收附屬公司款項	447,845	426,113
		447,848	426,120
Current assets	流動資產		
Other receivables and prepayments	其他應收款項及預付款項	834	847
Bank balances and cash	銀行結餘及現金	337	9,577
		1,171	10,424
Current liabilities	流動負債		
Other payables	其他應付款項	724	911
		724	911
Net current assets	流動資產淨值	447	9,513
Total assets less current liabilities	總資產減流動負債	448,295	435,633
Capital and reserves	股本及儲備		
Share capital (note 34)	股本(附註34)	564,507	564,507
Reserves	儲備	(116,212)	(128,874)
Total equity	總權益	448,295	435,633
		448,295	435,633

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(Continued)

Note:

The following table sets out the components of the reserves of the Company and the movements thereof during the current year and prior year.

		Share Premium 股份溢價 RMB'000 人民幣千元	Contributed Surplus 繳入盈餘 RMB'000 人民幣千元	Deemed Contribution Reserve 視作注資儲備 RMB'000 人民幣千元	Capital Contribution 注入資金 RMB'000 人民幣千元	Accumulated Losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	1,003,995	104,932	(425,298)	7,721	(849,957)	(158,607)
Deemed contribution arising from imputed interest on amounts due from subsidiaries	應收附屬公司款項之估算利息產生之視作注資	-	-	(3,765)	-	-	(3,765)
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	-	-	-	-	33,498	33,498
At 31 December 2022	於2022年12月31日	1,003,995	104,932	(429,063)	7,721	(816,459)	(128,874)
Deemed contribution arising from imputed interest on amounts due from subsidiaries	應收附屬公司款項之估算利息產生之視作注資	-	-	9,954	-	-	9,954
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	-	-	-	-	2,708	2,708
At 31 December 2023	於2023年12月31日	1,003,995	104,932	(419,109)	7,721	(813,751)	(116,212)

The contributed surplus represents the difference between the nominal value of the Company's shares issued and the value of net assets of the underlying subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

47. 本公司之財務狀況報表

(續)

附註：

下表載列本公司儲備之組成部分及其於本年度及過往年度之變動。

繳入盈餘指本公司已發行股份面值與已收購相關附屬公司之資產淨值之差額。根據百慕達1981年公司法(經修訂)，公司在以下情況不可以其繳入盈餘宣派或派付股息或作出分派：如有足夠理由相信(i)公司於派付後會或可能未能償還到期債務；及(ii)公司資產之可變現值會因此少於其負債、已發行股本及股份溢價賬之總額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

48. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2023 and 31 December 2022 are as follows:

48. 主要附屬公司

於2023年12月31日及2022年12月31日，本公司之主要附屬公司詳情如下：

Name of company ^{###} 公司名稱 ^{###}	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital 已發行及繳足股本	Group's effective interest 本集團實際權益		Held by the Company directly 由本公司直接持有		Held by the Company indirectly 由本公司間接持有		Principal activities 主要業務
			2023 2023年	2022 2022年	2023 2023年	2022 2022年	2023 2023年	2022 2022年	
			北京中民燃氣有限公司 (Beijing Civigas Co., Ltd.)	PRC* 中國*	USD60,000,000 60,000,000美元	100%	100%	-	
四川中民燃氣投資有限公司 (Sichuan Civigas Investment Co., Ltd.)	PRC 中國	RMB300,000,000 人民幣300,000,000元	100%	100%	-	-	100%	100%	Investment holdings 投資控股
北京中民同金 Beijing Zhongmin Tongjin	PRC 中國	RMB152,222,200 人民幣152,222,200元	100%	100%	-	-	100%	100%	Investment holdings 投資控股
天津中民燃氣科技有限公司 (Tianjin Civigas Technology Co., Ltd.)	PRC 中國	RMB100,000,000 人民幣100,000,000元	100%	100%	-	-	100%	100%	Investment holdings 投資控股
北京中民若家超市連鎖管理有限公司 (Beijing Zhongmin Ruojia Supermarket Chain Management Limited)	PRC 中國	RMB114,740,000 (2022: RMB113,040,000) 人民幣114,740,000元 (2022年: 人民幣113,040,000元)	100%	100%	-	-	100%	100%	Investment holdings 投資控股
鹽亭中民燃氣有限公司 (Yanting Civigas Co., Ltd.)	PRC* 中國*	RMB20,000,000 人民幣20,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
綿竹中民燃氣有限公司 (Mianzhu Civigas Co., Ltd.)	PRC* 中國*	RMB70,000,000 人民幣70,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
綿竹市龍騰燃氣安裝有限責任公司 (Mianzhu City Long Teng Gas Installation Co., Ltd.)	PRC* 中國*	RMB15,000,000 人民幣15,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
綿竹市漢旺天然氣有限公司 (Mian Zhu City Han Wang Natural Gas Co., Ltd.)	PRC* 中國*	RMB10,000,000 人民幣10,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
北川縣中民燃氣有限公司 (Beichuan County Civigas Co., Ltd.)	PRC* 中國*	RMB16,762,000 人民幣16,762,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
重慶中民燃氣有限公司 (Chongqing Civigas Co., Ltd.)	PRC* 中國*	RMB70,000,000 人民幣70,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name of company ^{###} 公司名稱 ^{###}	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital 已發行及繳足股本	Group's effective interest		Held by the Company directly		Held by the Company indirectly		Principal activities 主要業務
			本集團實際權益		由本公司直接持有		由本公司間接持有		
			2023 2023年	2022 2022年	2023 2023年	2022 2022年	2023 2023年	2022 2022年	
重慶中民富強工業燃氣有限公司 (Chongqing Civigas Fuqiang Industrial Gas Co., Ltd.)	PRC [#] 中國 [#]	RMB2,000,000 人民幣2,000,000元	51%	51%	-	-	51%	51%	Provision of piped gas 供應管道燃氣
重慶中民向陽壓縮燃氣有限公司 (Chongqing Civigas Xiangyang Compressed Gas Co., Ltd.)	PRC [#] 中國 [#]	RMB10,000,000 人民幣10,000,000元	51%	51%	-	-	51%	51%	Provision of piped gas 供應管道燃氣
富平縣中民燃氣有限公司(「富平中民」) (Fuping Civigas Co., Ltd.) (“Fuping Civigas”)	PRC ^{##} 中國 ^{##}	RMB30,000,000 人民幣30,000,000元	60%	60%	-	-	60%	60%	Provision of piped gas 供應管道燃氣
西安中民 (Xi'an Civigas)	PRC 中國	RMB62,080,000 人民幣62,080,000元	51%	51%	-	-	51%	51%	Provision of piped gas 供應管道燃氣
貴州省貞豐縣平安燃氣有限責任公司 (Guizhou Province Zhengfeng County Ping'an Gas Co., Ltd.)	PRC 中國	RMB40,000,000 人民幣40,000,000元	100%	100%	-	-	100%	100%	Provision of piped gas 供應管道燃氣
西安海匯 (Xi'an Haihui)	PRC 中國	RMB5,000,000 人民幣5,000,000元	51%	51%	-	-	51%	51%	Gas distribution 燃氣分銷
湖南中民燃氣有限公司(「湖南中民」) (Hunan Civigas Co., Ltd.) (“Hunan Civigas”)	PRC 中國	RMB26,000,000 人民幣26,000,000元	55%	55%	-	-	55%	55%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
瀘浦中民燃氣有限公司 ^{###} (「瀘浦中民」) (Xupu Civigas Co., Ltd.) ^{###} (“Xupu Civigas”)	PRC 中國	RMB10,000,000 人民幣10,000,000元	28.05%	28.05%	-	-	28.05%	28.05%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
雲南中民燃氣有限公司 (Yunnan Civigas Co., Ltd.)	PRC 中國	RMB66,260,000 人民幣66,260,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
百色中民燃氣有限公司 (Baise Civigas Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣10,000,000元	51%	51%	-	-	51%	51%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
廣東中民燃氣有限公司 (Guangdong Civigas Co., Ltd.)	PRC 中國	RMB12,353,000 人民幣12,353,000元	51%	51%	-	-	51%	51%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
天津薊縣中民燃氣銷售有限公司 (Tianjin Ji County Civigas Co., Ltd.)	PRC 中國	RMB6,640,000 人民幣6,640,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name of company ^{###} 公司名稱 ^{###}	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital 已發行及繳足股本	Group's effective interest		Held by the Company directly		Held by the Company indirectly		Principal activities 主要業務
			本集團實際權益		由本公司直接持有		由本公司間接持有		
			2023 2023年	2022 2022年	2023 2023年	2022 2022年	2023 2023年	2022 2022年	
天津濱海新區中民聯運燃氣有限公司 (Tianjin Binhai New District Civigas Co., Ltd.)	PRC 中國	RMB16,000,000 人民幣16,000,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
河北中民燃氣有限公司 (Hebei Civigas Co., Ltd.)	PRC 中國	RMB15,000,000 人民幣15,000,000元	60%	60%	-	-	60%	60%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
河南中民 Henan Civigas	PRC 中國	RMB13,000,000 人民幣13,000,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
貴州中民燃氣有限公司 (Guizhou Civigas Co., Ltd.)	PRC 中國	RMB500,000 人民幣500,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
長順中民燃氣有限公司 (Changshun Civigas Co., Ltd.)	PRC 中國	RMB5,000,000 人民幣5,000,000元	60%	60%	-	-	60%	60%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
天津中民恒安燃氣有限公司 (Tianjin Civigas Heng'an Gas Co., Ltd.)	PRC 中國	RMB32,500,000 人民幣32,500,000元	100%	100%	-	-	100%	100%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
重慶渝百家超市連鎖有限責任公司 (Chongqing Yubajia Supermarket Chain Co., Ltd.)	PRC 中國	RMB55,000,000 人民幣55,000,000元	80%	80%	-	-	80%	80%	Food ingredients supply and FMCG 食材供應和賣場
重慶糧食集團渝百家農業科技發展 有限責任公司 (Chongqing Grain Group Yubajia Agricultural Technology Development Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣10,000,000元	80%	80%	-	-	80%	80%	Food ingredients supply and FMCG 食材供應和賣場
重慶市客維佳物流配送有限責任公司 (Chongqing Keweiija Logistics Distribution Co., Ltd.)	PRC 中國	RMB1,789,390 人民幣1,789,390元	80%	80%	-	-	80%	80%	Food ingredients supply and FMCG 食材供應和賣場
重慶輝冠貿易有限公司 (Chongqing Huiguang Trading Co., Ltd.)	PRC 中國	RMB10,000,000 人民幣10,000,000元	80%	80%	-	-	80%	80%	Food ingredients supply and FMCG 食材供應和賣場
重慶中民若家供應鏈管理有限公司 (Chongqing Zhongmin Ruojia Supply Chain Management Limited)	PRC 中國	RMB10,000,000 人民幣10,000,000元	53.50%	53.50%	-	-	53.50%	53.50%	Food ingredients supply and FMCG 食材供應和賣場

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name of company ^{####}	Place of incorporation/ establishment 註冊成立/ 成立地點	Issued and fully paid share capital 已發行及繳足股本	Group's effective interest		Held by the Company directly		Held by the Company indirectly		Principal activities
			本集團實際權益		由本公司直接持有		由本公司間接持有		
			2023 2023年	2022 2022年	2023 2023年	2022 2022年	2023 2023年	2022 2022年	
雲南解化 (Yunnan Jiehua)	PRC 中國	RMB20,000,000 人民幣20,000,000元	51%	51%	-	-	51%	51%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
北京夜郎廚坊網絡科技股份有限公司 (Beijing Ye Lang Chu Fang Network Technology Co., Ltd.)	PRC 中國	RMB6,000,000 人民幣6,000,000元	100%	100%	-	-	100%	100%	Information transmission, software and IT services 信息傳輸、軟件及IT服務
重慶景通犀野實業有限公司 (Chongqing Jingtong Xiye Industrial Co., Ltd)	PRC 中國	RMB58,000,000 人民幣58,000,000元	100%	100%	-	-	100%	100%	Property investments and operation and other related business 物業投資及營運以及其他相關業務
山東中民 Shandong Zhongmin	PRC 中國	RMB26,530,600 (2022: RMB18,000,000) 人民幣26,530,600元 (2022年: 人民幣18,000,000元)	51%	51%	-	-	51%	51%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣
昆明升達 Kunming Shengjian	PRC 中國	RMB13,360,000 人民幣13,360,000元	70%	70%	-	-	70%	70%	Sales and distribution of cylinder gas 銷售及分銷罐裝燃氣

Wholly foreign-owned enterprises registered in the PRC.

Sino-foreign joint equity enterprise registered in the PRC.

Xupu Civigas is a 51% subsidiary of Hunan Civigas. As a result, the total effective interest held by the Group in Xupu Civigas is 28.05%.

English translated names are for identification only.

None of the subsidiaries had issued any debt securities during the Year and at the end of both years.

All of the above subsidiaries operate principally in their respective place of incorporation/establishment.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

於中國註冊之外商獨資企業。

於中國註冊的中外合資企業

瀘浦中民為湖南中民51%持股之附屬公司。因此，本集團於瀘浦中民持有之總實際權益為28.05%。

英文名稱僅供識別。

年內及直至年度完結，附屬公司概無發行任何債務證券。

上述所有附屬公司主要在其各自的註冊成立/成立地點經營。

本公司董事認為上表所列之本公司之附屬公司對本集團之業績或資產淨值有重大影響。倘提供其他附屬公司之詳情，本公司董事認為會使資料過於冗長。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiaries 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之擁有權權益及投票權比例		Profit (loss) attributable to non-controlling interests 非控股權益應佔溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2023 2023年	2022 2022年	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 (Restated) 人民幣千元 (經重列)	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 (Restated) 人民幣千元 (經重列)
Hunan Civigas 湖南中民	PRC 中國	45%	45%	7,427	3,406	21,320	18,480
Xi'an Civigas 西安中民	PRC 中國	49%	49%	13,771	12,798	102,702	93,831
Xupu Civigas 濠浦中民	PRC 中國	71.95%	71.95%	5,367	2,361	19,850	18,080
Yunnan Jiehua 雲南解化	PRC 中國	49%	49%	(2,001)	919	11,970	17,252
Fuping Civigas 富平中民	PRC 中國	40%	40%	(28,148)	1,818	219	28,367
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之獨立非重大附屬公司				8,074	5,260	62,441	57,363
				4,490	26,562	218,502	233,373

49. 擁有重大非控股權益之非全資擁有附屬公司詳情

下表列示擁有重大非控股權益之本集團非全資擁有附屬公司詳情：

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

(i) Hunan Civigas

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Equity attributable to owners of the Company	本公司擁有人應佔權益
Non-controlling interests	非控股權益

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

擁有重大非控股權益之各本集團附屬公司之財務資料概要載列如下。下列財務資料概要指集團內公司間抵銷前之金額。

(i) 湖南中民

2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
29,682	34,085
50,951	51,413
(33,248)	(44,432)
(7)	—
26,058	22,586
21,320	18,480

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(i) Hunan Civigas (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	119,713	105,398
Expenses	開支	(103,208)	(97,830)
Profit for the year	本年度溢利	16,505	7,568
Total comprehensive income for the year	本年度全面收益總額	16,312	7,309
Profit attributable to owners of the Company	本公司擁有人應佔之溢利	9,078	4,162
Profit attributable to the non-controlling interests	非控股權益應佔之溢利	7,427	3,406
Profit for the year	本年度溢利	16,505	7,568
Dividends paid to non-controlling interests	付予非控股權益之股息	4,500	–
Net cash generated from operating activities	經營業務產生之現金淨額	11,493	6,424
Net cash generated from investing activities	投資活動產生之現金淨額	7,598	5,105
Net cash used in financing activities	融資活動所用之現金淨額	(10,000)	–
Net cash inflow	現金流入淨額	9,091	11,529

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(i) 湖南中民 (續)

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	119,713	105,398
Expenses	(103,208)	(97,830)
Profit for the year	16,505	7,568
Total comprehensive income for the year	16,312	7,309
Profit attributable to owners of the Company	9,078	4,162
Profit attributable to the non-controlling interests	7,427	3,406
Profit for the year	16,505	7,568
Dividends paid to non-controlling interests	4,500	–
Net cash generated from operating activities	11,493	6,424
Net cash generated from investing activities	7,598	5,105
Net cash used in financing activities	(10,000)	–
Net cash inflow	9,091	11,529

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(ii) Xi'an Civigas

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	162,741	122,439
Non-current assets	非流動資產	233,099	217,183
Current liabilities	流動負債	(177,879)	(148,130)
Non-current liabilities	非流動負債	(8,365)	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	106,894	97,661
Non-controlling interests	非控股權益	102,702	93,831

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(ii) 西安中民

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(ii) Xi'an Civigas (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	274,146	238,221
Expenses	開支	(246,042)	(212,105)
Profit for the year	本年度溢利	28,104	26,116
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔之溢利及全面收益總額	14,333	13,318
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔之溢利及全面收益總額	13,771	12,798
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	28,104	26,116
Dividends paid to non-controlling interests	付予非控股權益之股息	4,900	19,600
Net cash generated from (used in) operating activities	經營業務產生(所用)之現金淨額	59,006	(37,313)
Net cash (used in) generated from investing activities	投資活動(所用)產生之現金淨額	(4,440)	92,478
Net cash used in financing activities	融資活動所用之現金淨額	(10,000)	(92,000)
Net cash inflow (outflow)	現金流入(流出)淨額	44,566	(36,835)

49. 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

(ii) 西安中民(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iii) Xupu Civigas

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	17,102	14,408
Non-current assets	非流動資產	13,430	13,396
Current liabilities	流動負債	(2,944)	(2,675)
Equity attributable to owners of the Company	本公司擁有人應佔權益	7,738	7,049
Non-controlling interests	非控股權益	19,850	18,080

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(iii) 激浦中民

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iii) Xupu Civigas (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	45,454	47,206
Expenses	開支	(37,995)	(43,924)
Profit for the year	本年度溢利	7,459	3,282
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	7,459	3,282
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔之溢利及全面收益總額	2,092	921
Profit and total comprehensive income attributable to the non-controlling interests	非控股權益應佔之溢利及全面收益總額	5,367	2,361
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	7,459	3,282
Dividends paid to non-controlling interests	付予非控股權益之股息	3,597	2,878
Net cash generated from operating activities	經營業務產生之現金淨額	8,759	5,022
Net cash used in investing activities	投資活動所用之現金淨額	(8)	–
Net cash used in financing activities	融資活動所用之現金淨額	(5,000)	(4,000)
Net cash inflow	現金流入淨額	3,751	1,022

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(iii) 濠浦中民 (續)

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	45,454	47,206
Expenses	(37,995)	(43,924)
Profit for the year	7,459	3,282
Profit and total comprehensive income for the year	7,459	3,282
Profit and total comprehensive income attributable to owners of the Company	2,092	921
Profit and total comprehensive income attributable to the non-controlling interests	5,367	2,361
Profit and total comprehensive income for the year	7,459	3,282
Dividends paid to non-controlling interests	3,597	2,878
Net cash generated from operating activities	8,759	5,022
Net cash used in investing activities	(8)	–
Net cash used in financing activities	(5,000)	(4,000)
Net cash inflow	3,751	1,022

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iv) Yunnan Jiehua and its subsidiaries

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	21,066	26,330
Non-current assets	非流動資產	11,456	14,778
Current liabilities	流動負債	(17,653)	(20,233)
Non-current liabilities	非流動負債	(671)	(146)
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,228	3,477
Non-controlling interests	非控股權益	11,970	17,252

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(iv) 雲南解化及其附屬公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(iv) Yunnan Jiehua and its subsidiaries (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	98,529	134,469
Expenses	開支	(101,065)	(133,504)
(Loss) profit for the year	本年度(虧損)溢利	(2,536)	965
(Loss) profit and total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔之(虧損)溢利及全面(支出)收益總額	(535)	46
(Loss) profit and total comprehensive (expense) income attributable to the non-controlling interests	非控股權益應佔之(虧損)溢利及全面(支出)收益總額	(2,001)	919
(Loss) profit and total comprehensive (expense) income for the year	本年度(虧損)溢利及全面(開支)收益總額	(2,536)	965
Dividends paid to non-controlling interests	付予非控股權益之股息	3,160	2,977
Net cash generated from operating activities	經營業務產生之現金淨額	10,020	5,436
Net cash (used in) generated from investing activities	投資活動(所用)產生之現金淨額	(3,286)	2,190
Net cash used in financing activities	融資活動所用之現金淨額	(6,437)	(8,534)
Net cash inflow (outflow)	現金流入(流出)淨額	297	(908)

49. 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

(iv) 雲南解化及其附屬公司(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(v) Fuping Civigas

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Equity attributable to owners of the Company	本公司擁有人應佔權益
Non-controlling interests	非控股權益

49. 擁有重大非控股權益之非全資擁有附屬公司詳情 (續)

(v) 富平中民

2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
15,019	32,767
37,568	81,622
(52,041)	(43,472)
–	–
327	42,550
219	28,367

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 December 2023 2023年12月31日

49. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

(v) Fuping Civigas (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	60,301	82,901
Expenses	開支	(130,672)	(78,357)
(Loss) profit for the year	本年度(虧損)溢利	(70,371)	4,544
(Loss) profit and total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔之(虧損)溢利及全面(支出)收益總額	(42,223)	2,726
(Loss) profit and total comprehensive (expense) income attributable to the non-controlling interests	非控股權益應佔之(虧損)溢利及全面(支出)收益總額	(28,148)	1,818
(Loss) profit and total comprehensive (expense) income for the year	本年度(虧損)溢利及全面(開支)收益總額	(70,371)	4,544
Dividends paid to non-controlling interests	付予非控股權益之股息	-	-
Net cash used in operating activities	經營業務所用之現金淨額	(12,233)	(11,978)
Net cash used in investing activities	投資活動所用之現金淨額	(517)	(1,399)
Net cash generated from financing activities	融資活動產生之現金淨額	7,108	13,280
Net cash outflow	現金流出淨額	(5,642)	(97)

49. 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

(v) 富平中民(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2023 2023年12月31日

50. EVENT AFTER REPORTING PERIOD

The Group has no significant events after reporting period.

50. 報告期後事項

於報告期後，本集團並無重大事項。

51. COMPARATIVE FIGURES

As a result of the application of amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction, certain comparative figures have been adjusted to conform current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2023. Further details of the changes in accounting policies are disclosed in note 2.

51. 比較數字

由於應用香港會計準則第12號（修訂本）與單一交易產生的資產及負債有關的遞延稅項，若干比較數據已予調整，以符合本年度呈列並就於2023年首次披露的項目提供比較數額。會計政策變動的進一步詳情於附註2披露。

Corporate Information

公司資料

Board of Directors	Dr. Mo Shikang Mr. Zhang Hesheng Mr. Fan Fangyi Miss Mo Yunbi Ms. Li Fun Replen Dr. Liu Junmin* Prof. Zhao Yanyun* Mr. Cheung Chi Ming* (* Independent Non-executive Directors)	<i>(Chairman)</i> <i>(Deputy Chairman)</i> <i>(Managing Director)</i>	董事會	莫世康博士 (主席) 張和生先生 (副主席) 范方義先生 (董事總經理) 莫雲碧小姐 李歡女士 劉駿民博士* 趙彥雲教授* 張志明先生* (*獨立非執行董事)
Audit Committee	Mr. Cheung Chi Ming Dr. Liu Junmin Prof. Zhao Yanyun	<i>(Chairman)</i>	審核委員會	張志明先生 (主席) 劉駿民博士 趙彥雲教授
Nomination Committee	Dr. Mo Shikang Dr. Liu Junmin Prof. Zhao Yanyun Mr. Cheung Chi Ming	<i>(Chairman)</i>	提名委員會	莫世康博士 (主席) 劉駿民博士 趙彥雲教授 張志明先生
Remuneration Committee	Mr. Cheung Chi Ming Dr. Mo Shikang Mr. Zhang Hesheng Dr. Liu Junmin Prof. Zhao Yanyun	<i>(Chairman)</i>	薪酬委員會	張志明先生 (主席) 莫世康博士 張和生先生 劉駿民博士 趙彥雲教授
Company Secretary	Ms. Li Fun Replen		公司秘書	李歡女士
Principal Bankers	Bank of China (Hong Kong) Limited The Hong Kong and Shanghai Banking Corporation Limited Industrial and Commercial Bank of China Postal Savings Bank of China Agricultural Bank of China China Construction Bank		主要往來銀行	中國銀行(香港)有限公司 香港上海滙豐銀行有限公司 中國工商銀行 中國郵政儲蓄銀行 中國農業銀行 中國建設銀行
Auditor	Fan, Chan & Co. Limited		核數師	范陳會計師行有限公司
Principal Share Registrar and Transfer Office	MUFG Fund Services (Bermuda) Limited 4th Floor North Cedar House 41 Cedar Avenue Hamilton HM12 Bermuda		股份過戶登記總處	MUFG Fund Services (Bermuda) Limited 4th Floor North Cedar House 41 Cedar Avenue Hamilton HM12 Bermuda

Corporate Information 公司資料

Hong Kong Branch Share Registrar and Transfer Office	Tricor Tengis Limited 17th Floor Far East Finance Centre 16 Harcourt Road Hong Kong	股份過戶登記香港分處	卓佳登捷時有限公司 香港 夏慤道16號 遠東金融中心 17樓
Registered Office	Victoria Place, 5th Floor 31 Victoria Street Hamilton HM 10 Bermuda	註冊辦事處	Victoria Place, 5th Floor 31 Victoria Street Hamilton HM 10 Bermuda
Head Office	No. 36 BDA International Business Park No. 2 Jingyuan North Street Economic Technological Development Area Beijing, China	總辦事處	中國北京市 經濟技術開發區 景園北街2號 BDA國際企業大道36號
Principal Place of Business in Hong Kong	Room 1503, 15th Floor Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong	香港主要營業地點	香港灣仔 駱克道93-107號 利臨大廈 15樓1503室
Email	info@681hk.com	電郵	info@681hk.com
Website	www.681hk.com	網址	www.681hk.com
Stock Code	00681	股份代號	00681

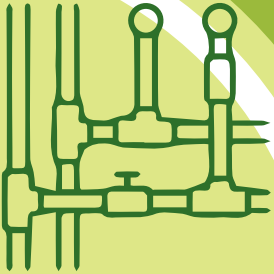
Five-Year Financial Summary

五年財務概要

		For the year ended 31 December 截至12月31日止年度			For the nine months ended 31 December 截至12月31日止9個月	For the year ended 31 March 截至3月31日止年度
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元 (Restated) (經重列)	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
RESULTS	業績					
Revenue	收入	2,513,521	2,867,697	2,731,601	1,747,553	2,232,600
(Loss) profit before tax	除稅前(虧損)溢利	(202,312)	74,762	184,510	168,758	242,165
Income tax (expense) credit	所得稅(開支)抵免	(24,947)	(12,545)	2,543	(24,057)	(25,644)
(Loss) profit for the year/period	本年度/期間(虧損)溢利	(227,259)	62,217	187,053	144,701	216,521
(Loss) profit for the year/period attributable to:	下列應佔年度/期間(虧損)溢利:					
Owners of the Company	本公司擁有人	(231,749)	35,655	167,781	107,906	182,629
Non-controlling interests	非控股權益	4,490	26,562	19,272	36,795	33,892
		(227,259)	62,217	187,053	144,701	216,521
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總額	3,353,205	3,602,834	3,579,584	3,536,600	3,255,315
Total liabilities	負債總額	(634,554)	(620,410)	(642,464)	(710,314)	(594,923)
Net assets	資產淨值	2,718,651	2,982,424	2,937,120	2,826,286	2,660,392
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,500,149	2,749,051	2,702,081	2,590,199	2,452,611
Non-controlling interests	非控股權益	218,502	233,373	235,039	236,087	207,781
Total equity	總權益	2,718,651	2,982,424	2,937,120	2,826,286	2,660,392

Principal Activities

主要業務



Piped Gas Transmission and Distribution Business

管道燃氣輸配業務

- Construction and operation of city gas pipeline network
興建及經營城市燃氣管道網絡
- Provision of piped gas
提供管道燃氣



Cylinder Gas Supply Business

罐裝燃氣供應業務

- Liquefied Natural Gas (LNG)
液化天然氣
- Liquefied Petroleum Gas (LPG)
液化石油氣
- Liquefied Dimethyl Ether (DME)
二甲醚



Gas Distribution Business

燃氣分銷業務

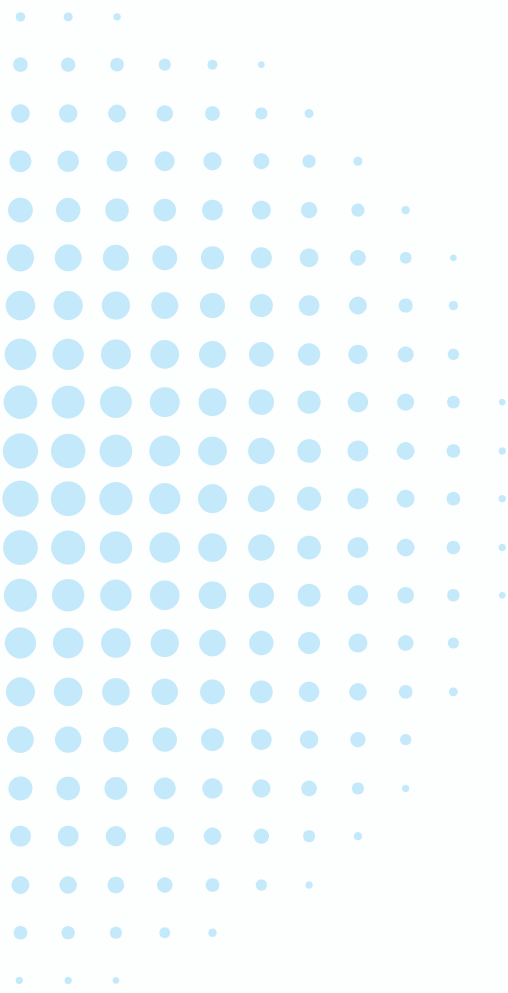
- Purchases a large amount of gas resources from upstream suppliers and then distributes to other gas operating companies
從上游供應商大量採購燃氣資源，分銷給其他的燃氣經營企業



Food Ingredients Supply and FMCG

食材供應及賣場

- Service to commercial consumers by online and offline operations supplying fruits and vegetables, fresh produce, seasoning, dry foods and oil and other ingredients
通過線上線下向商業用戶提供果蔬、生鮮、調味品、糧油等食材的一站式服務
- The community supermarket and convenience stores
社區超市和便利店經營



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