



# 華潤燃氣控股有限公司 China Resources Gas Group Limited

(於百慕達註冊成立之有限公司)  
(Incorporated in Bermuda with limited liability)

股份代號 stock code : 1193



## 2024 中期報告 Interim Report

學標杆, 勇創新, 提質增效

Bench-marking and Innovating for  
Quality and Efficiency Enhancement



## 公司資料

### 董事會

#### 執行董事

楊平先生(主席)(於二零二四年八月十六日獲委任為  
董事會主席並辭任總裁職務)

黎小雙先生

#### 非執行董事

王傳棟先生(主席)(於二零二四年八月十六日退任)

王高強先生

劉堅先生

葛路女士

#### 獨立非執行董事

黃得勝先生

俞漢度先生

楊玉川先生

李博恩先生

### 審核與風險管理委員會

俞漢度先生(主席)

黃得勝先生

劉堅先生

楊玉川先生

### 薪酬委員會

黃得勝先生(主席)

俞漢度先生

李博恩先生

### 提名委員會

楊平先生(主席)(於二零二四年八月十六日獲委任)

王傳棟先生(主席)(於二零二四年八月十六日退任)

黃得勝先生

俞漢度先生

楊玉川先生

### 企業管治委員會

楊平先生(主席)

黃得勝先生

楊玉川先生

### 授權代表

楊平先生

王傳棟先生(於二零二四年八月十六日退任)

### 公司秘書

鄭桂鈺女士

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### 核數師

畢馬威會計師事務所

執業會計師

根據《會計及財務匯報局條例》註冊的公眾利益實體核數師

### 主要股份過戶登記處

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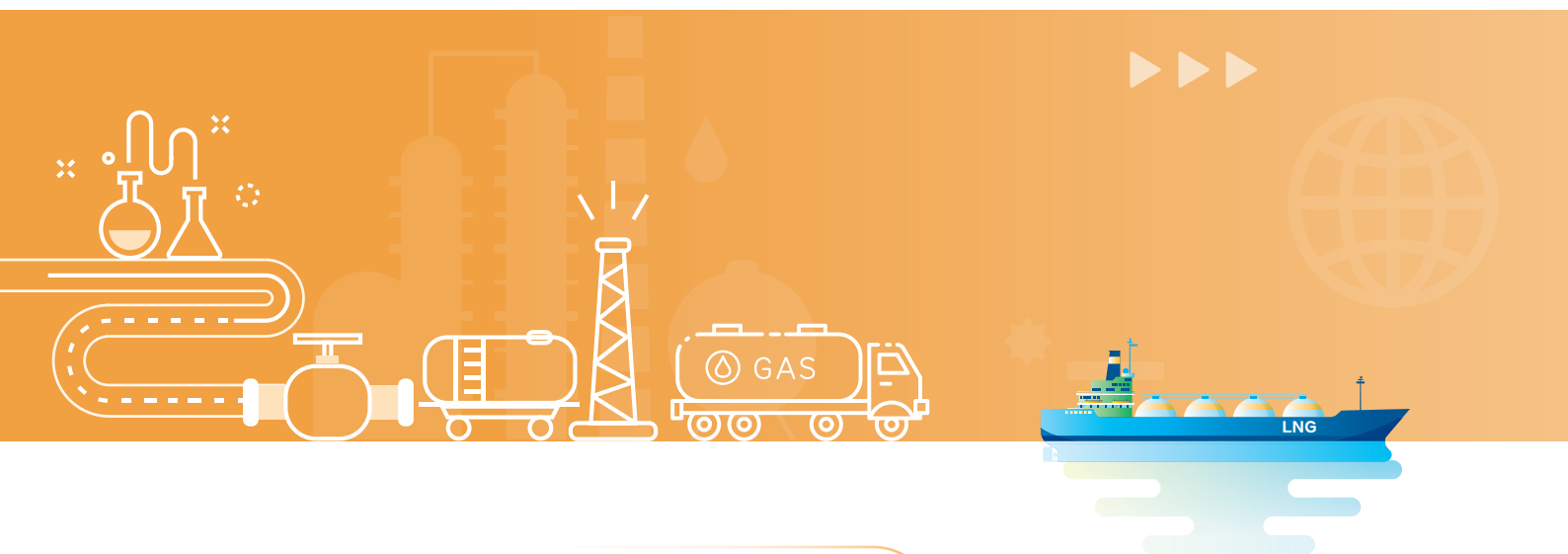


**76** 地級市  
Prefecture-level Cities

**15** 省會城市  
Provincial Capitals

**25** 省份  
Provinces

**3** 直轄市（重慶、上海、天津）  
Municipalities (Chongqing, Shanghai, Tianjin)



**276** 華潤燃氣之城市燃氣項目  
CR Gas City Gas Projects

**20,901** 二零二四年上半年銷氣量（百萬立方米）  
Gas Sales Volume in the First Half of 2024 (Million m<sup>3</sup>)

**5,884** 燃氣用戶（萬戶）  
Number of Customers (Ten Thousand)



華潤燃氣事業版圖  
Pan-China Footprint of CR Gas



## 公司簡介 Corporate Profile

### 華潤集團於中國的城市燃氣分銷旗艦

華潤燃氣控股有限公司（「本公司」或「華潤燃氣」）主要由中國最大的國有企業集團之一的華潤（集團）有限公司擁有。作為中國領先的燃氣公用事業集團，華潤燃氣主要經營業務包括天然氣購買及銷售、管道設施建設及運營、綜合服務、冷熱電綜合能源、車船用氣等。華潤燃氣的業務策略性地分佈於全國各地，主要位於經濟較發達和人口密集的地區以及天然氣儲量豐富的地區。

憑藉良好的行業基礎及本公司及其附屬公司（「本集團」）的執行能力，華潤燃氣於二零二四年繼續通過內涵式增長實現快速擴張。於二零二四年上半年（「期間」），華潤燃氣的城市燃氣項目總共達276個，分佈於中國25個省份，其中包括15個省會城市及76個地級市，二零二四年上半年燃氣總銷量達約209.01億立方米及客戶數達5,884萬戶。

能源結構優化和環境污染治理將推動中國天然氣消費持續增長。中國政府近年來採取多項措施提倡對污染較少的能源資源的發展及使用。同煤炭及原油等傳統能源資源相比，天然氣產業符合國家創新、協調、綠色、開放、共享的核心發展理念，國家在「十四·五」規劃和2035年遠景目標綱要草案中再次強調推動綠色低碳發展，加強生態文明建設，天然氣的推廣及應用對保護生態環境、促進綠色轉型具有重要作用。

中國仍是全球天然氣發展最重要區域，中國天然氣市場仍處於重要發展期，華潤燃氣將會充分利用有利經營環境，透過內涵及外延式增長持續擴張，在追求卓越表現的同時努力提升其經營效率、提供安全可靠的清潔能源供應並向客戶提供體貼、周到及高效的服務，向股東提供不斷增長且可持續的業績表現，為僱員創造廣泛且專業的個人發展機會，為中國及世界的環境保護及改善做出貢獻，成為中國燃氣行業最受尊敬的領導者。

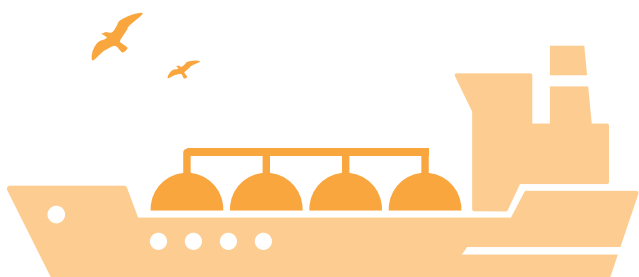
### THE PRC CITY GAS DISTRIBUTION FLAGSHIP OF CHINA RESOURCES GROUP

China Resources Gas Group Limited (the “Company” or “CR Gas”), substantially owned by China Resources (Holdings) Company Limited, one of the largest state-owned conglomerates in China, is a leading gas utilities group in China, the principal businesses of which include the purchases and sales of natural gas, the construction and operation of pipeline facilities, comprehensive service, combined cooling, heating and power, and gas for vehicles and vessels, etc. Its operations are strategically located in areas of China, which are economically more developed and densely populated and areas with rich reserves of natural gas.

Leveraging on the excellent industry fundamentals and the execution competency of the Company and its subsidiaries (the “Group”), CR Gas continues to expand rapidly in 2024 via organic growths. In the first half of 2024 (the “Period”), CR Gas’s portfolio is consisted of 276 city gas projects in 25 provinces of China including 15 provincial capitals and 76 prefecture-level cities with a gross gas sales volume of approximately 20.901 billion cubic meters and 58.84 million customers in the first half of 2024.

The optimisation of energy structure and environmental pollution control will promote the sustainable growth of natural gas consumption in China. The PRC government has, in recent years, taken various measures to promote the development and utilisation of less polluting energy sources. The natural gas industry is in sync with the core development idea of innovation, harmony, green, open and sharing as compared with conventional energy resources such as coal and crude oil. In “The 14th Five-Year Plan” and the draft of “Long-Range Objectives through the Year 2035”, the state once again emphasised that the promotion of green and low-carbon development, the enhancement of the construction of ecological civilisation and the promotion and application of natural gas played an important role in protecting the ecological environment and promoting the transition to green development.

The natural gas market in China is still in the important development period, as China remains the most important region in the global rise of natural gas development. CR Gas is well placed to take advantage of such a favorable operating environment and to become the most respectable leader in the PRC’s gas industry by continuously expanding through organic and external growths; diligently enhancing its operational efficiency in pursue of excellence; delivering a safe and reliable supply of clean energy as well as the caring, competent and efficient services to our customers; offering growing and sustainable performance to shareholders; creating extensive professional and personal development opportunities to employees; and contributing to the protection and improvement of the Chinese and global environment.



## 主席報告與業務及業績回顧 Chairman's Statement and Review of Operations and Results



### 半年業績

二零二四年上半年，世界經濟整體增長放緩，面臨多重挑戰。世界銀行在二零二四年六月發佈的報告中指出，預計二零二四年全球經濟增速將穩定在2.6%。二零二四年上半年，中國國內生產總值(GDP)同比增長5.0%，顯示市場需求逐漸回暖。二零二四年七月二十三日，國家能源局發佈《中國天然氣發展報告(2024)》指出，預計二零二四年下半年，國內天然氣產量將繼續穩步增加，預計全年消費總量將達到4,196.2億立方米，同比增加6.36%。二零二四年達沃斯論壇的氣候、自然與能源議題聚焦於全球氣候變化、自然資源保護和能源轉型之間的相互聯繫。中國被特別強調並被視為全球綠色低碳發展的重要推動者。自然資源保護和低碳發展趨勢將推動天然氣行業的進一步發展，天然氣作為一種相對清潔的能源形式，在環保和低碳趨勢的推動下將迎來更廣闊的發展空間。

### HALF-YEAR RESULTS

In the first half of 2024, the overall growth of the world economy slows down and faces multiple challenges. According to the report released by the World Bank in June 2024, the global economic growth rate is expected to stabilize at 2.6% in 2024. In the first half of 2024, China's gross domestic product (GDP) represents a year-on-year increase of 5.0%, indicating a gradual recovery in market demand. On 23 July 2024, the National Energy Administration released the China Natural Gas Development Report (2024) which pointed out that in the second half of 2024, domestic natural gas production will continue to increase steadily, with annual consumption reaching a total of 419.62 billion cubic meters, representing a year-on-year increase of 6.36%. The Climate, Nature and Energy agenda at Davos Forum 2024 focuses on the interlinkages between global climate change, natural resource conservation and energy transition. China is particularly emphasized and regarded as an important promoter of global green and low-carbon development. The trend of natural resource protection and low-carbon development will promote the further development of the natural gas industry. As a relatively clean form of energy, natural gas will usher in a broader development space driven by the trend of environmental protection and low carbon.

本集團將透過持續性的內涵增長及高質量外延式擴張，繼續穩健的發展，同時積極探討燃氣價值鏈及客戶所能帶來的業務商機。

*The Group will expand steadily via sustainable organic growth and quality external acquisitions, at the same time actively explore new opportunities arising from its gas value chain and customer base.*



期內，本集團秉承追求卓越的進取精神，制定學標桿勇創新提質增效的年度管理主題，積極對標行業一流企業，高效推動業務創新，持續提升運營效率，不斷鞏固本集團在發達經濟區域城市燃氣市場的核心優勢，憑藉良好的運營能力，本集團之總天然氣銷量較去年同期增長5.3%至209.0億立方米，營業額較去年同期增長7.7%至520.8億港元。

During the Period, the Group has adhered to the spirit of pursuing excellence by formulating the annual management theme of "Benchmarking and Innovating for Quality and Efficiency Enhancement". Benchmarked against the leading companies in the industry, the Group efficiently promotes business innovation and continuously improves the operating efficiency in order to constantly consolidate the core advantages of the Group in the city gas market of sophisticated regions and cities. By leveraging on excellent operating capabilities, the Group's total natural gas sales volume increased by 5.3% from the same period last year to 20.9 billion cubic meters, the revenue increased by 7.7% from the same period last year to HK\$52.08 billion.



## 天然氣銷售

二零二四年上半年，本集團持續提升氣源統籌能力；增加年度合同指標量7.5億方，新年度氣源合同覆蓋率增至99.7%，統籌氣量17.5億方，同比增長30%，並補充非常規資源超2億方，推動資源獲取能力提升的同時進一步優化氣源成本。

期內，本集團共銷售209.0億立方米天然氣，其中工業銷氣量錄得96.6億立方米，增長3.7%，佔本集團銷氣量的46.2%；商業銷氣量錄得50.1億立方米，增長8.1%，佔本集團銷氣量的24.0%；而居民銷氣量錄得57.6億立方米，增長7.0%，佔本集團銷氣量的27.6%。

## 新用戶開發

受益於本集團佔有較多的大型城市燃氣項目，且多數項目分佈於京津冀區域、長三角區域、成渝雙城經濟區、粵港澳大灣區等國家重大戰略區域，本集團擁有相對穩定的用戶市場開發空間。本集團關注各地「保交樓」政策落地，緊抓「超大特大城市推進城中村改造」的政策契機，加快居民用戶開發；細分工業行業，前置管網佈局，加快工業客戶開發；豐富商業應用場景，推廣快速報價，同時結合國家安全整治契機，政企聯動推動商業「瓶改管」。

期內，本集團新開發工商業用戶2.5萬戶，新開發居民用戶103.1萬戶，其中：新房接駁用戶88.2萬戶，舊房接駁用戶13.4萬戶，其他用戶1.5萬戶。本集團在中國運營的城市燃氣項目平均氣化率由二零二三年同期的58.4%上升至59.6%。

## SALE OF NATURAL GAS

In the first half of 2024, The Group continues to enhance its ability to coordinate natural gas resources; an additional of 750 million m<sup>3</sup> secured, annual gas contract coverage rate increased to 99.7%, 1.75 billion m<sup>3</sup> natural gas were procured, an increase of 30%, supplemental unconventional gas was 200 million m<sup>3</sup>, gas supply security and costs continue to improve.

During the Period, the Group recorded a total natural gas sales volume of 20.9 billion cubic meters, among which the industrial gas sales volume reached 9.66 billion cubic meters, representing an increase of 3.7% and accounting for 46.2% of the gas sales volume of the Group. Commercial gas sales volume reached 5.01 billion cubic meters, representing an increase of 8.1% and accounting for 24.0% of the gas sales volume of the Group. Residential gas sales volume increased by 7.0% to 5.76 billion cubic meters, accounting for 27.6% of the gas sales volume of the Group.

## DEVELOPMENT OF NEW USERS

Supported by its relatively large number of large-scale city gas projects, most of which are in major national strategic areas such as the Beijing-Tianjin-Hebei region, Yangtze River Delta region, Chengdu-Chongqing Two Cities Economic Zone, and Guangdong-Hong Kong-Macao Greater Bay Area, the Group has room for relatively stable development of the user market. The Group is concerned about the rollout of “assurance of housing project delivery” policy, taking the opportunity of the Nation’s “Urban Village Renovation in Super and Super-Large City” policy, accelerate the development of residential users; categorize potential industrials, design pipeline network in advance to accelerate industrial customer development; enlarge commercial gas usage and promote quick quotation, together with the safe reform approach, promote commercial customers adopting “bottle to gas” by government and gas company.

The Group had 25,000 new industrial and commercial users and 1.031 million new residential users connected during the Period, including the connection to 0.882 million new houses users, 0.134 million old houses users, and 15,000 other users. The average gas penetration rate of city gas projects operated by the Group in China increased from 58.4% at the same period of 2023 to 59.6%.

## 新項目拓展

本集團持續專注城市燃氣核心業務發展，憑藉良好的企業品牌形象，二零二四年上半年，下屬公司層面新增簽約項目2個，註冊項目3個，進一步鞏固了城市燃氣主業的優勢地位。

截至二零二四年上半年，集團層面註冊城市燃氣項目數已經達到276個，遍佈全國25個省份，其中包括：15個省會城市，76個地級市。不斷擴大的經營區域及項目優越的地理位置，為本集團核心業務的持續快速增長奠定了堅實基礎。

## 綜合服務業務

二零二四年上半年，本集團推廣全新的客戶服務模式，深入推行網絡化管理，目前已覆蓋3,261萬用戶；著力打造「燃氣管家」，使客戶從營業廳辦理業務變革為燃氣管家提供上門服務，企微上線用戶1,986萬戶；每名燃氣管家成為經營綜合服務的「流動商店」，打造華潤燃氣綜合服務特色的「百城萬店」模式。全面打造更加智能化的客戶服務體系，通過企微等管理工具、95777集約呼叫中心、公眾號內容管理平台等核心智能化載體，賦能燃氣管家更好服務用戶，引入AI引擎提供更智能、更有溫度的智慧客戶服務。以優質的產品和服務為基礎，豐富綜合服務產品營銷手段，線上搭建潤燃臻選網上商城，線下盤活營業廳渠道，擴大品牌合作範圍，打造綜合服務產品生態圈，為用戶提供高品質的服務和高質量的產品。

## NEW PROJECT EXPANSION

The Group continues to focus on the core business development of city gas by leveraging on its reputable corporate brand image. In the first half of 2024, 2 projects were signed and 3 projects were registered at subordinate level, which further strengthened the leading position of our city gas core business.

As of the first half of 2024, the number of registered city gas projects at the Group level reached 276, spanning across 25 provinces, including 15 provincial capital cities, and 76 prefecture-level cities. The ever-expanding operational regions and prime geographic locations of the projects have laid a solid foundation for the sustained and rapid growth of the Group's core business.

## COMPREHENSIVE SERVICE BUSINESS

In the first half of 2024, the Group promoted a new customer service model and further implemented network management, which has covered 32.61 million users at present. The Group has endeavoured to develop "Gas Butler (燃氣管家)", which evolves from carrying out business operations for customers at sales office to having a Gas Butler providing on-site service, 19.86 million WeChat Business users; Each Gas Butler has become a "mobile shop (流動商店)" operating integrated services, creating the "one million shops in one hundred cities (百城萬店)" model characterised by the consolidated services of CR Gas. The Group has comprehensively built a smarter customer service system, empowering Gas Butler to better serve its users through its core intelligent carriers, such as Enterprise WeChat and other management tools, the 95777 Intensive Call Centre (95777 集約呼叫中心) and public account content management platform, and introducing AI engines to provide smarter and warmer intelligent customer services. Establish CR Gas best selection online store and service center revitalization to enrich the marketing methods of comprehensive service products with high quality products and services, create a comprehensive service ecosystem to expand our brand coverage and offer our customers high quality comprehensive service products.

期內，廚電燃熱和保險代理業務的市場佔有率繼續提升，綜合服務存量用戶客單價持續提升，綜合服務營業額由二零二三年同期14.7億港元增長20.0%至二零二四年上半年17.7億港元，分部溢利由二零二三年同期6.2億港元增長22.1%至二零二四年上半年7.6億港元，剔除匯率波動影響，綜合服務營業額和分部溢利分別增長23.5%和25.7%。本集團綜合服務業務滲透率仍處於低位，相信通過持續深入推廣，未來綜合服務業務將進入快速發展階段，成為本集團重要業務組成部份。

### 綜合能源業務發展

二零二四年上半年，本集團充分利用城市燃氣主業的渠道優勢和用戶資源優勢，擇優選取分佈式光伏、分佈式能源和充電業務賽道，不斷提升綜合能源方案解決能力，打造具有華潤燃氣特色的綜合能源業務。依託智慧能源管理平台，以綠電光伏、節能管控為切入點，改造用戶用能結構，實現智能化管控，挖掘能源數據價值。期內，新簽約分佈式光伏項目27個，新投運18個，累計開發208個，新簽約分佈式能源項目28個，新投運31個，累計開發211個，能源銷售量14.9億千瓦時，同比增長54.6%。

加快發展交通充電業務，利用城市燃氣項目區位優勢，佈局全液冷超級充電站，推廣超級充電及光儲充一體化應用；與集團內在港利潤中心合作，充分發揮雙方技術和資源優勢，投資香港汽車充電市場；累計投運充電站263座，同比增加86座，累計綁定公交車輛9,386輛，上半年售電量1.8億度，同比增長20%。

During the Period, the market share of the kitchen appliances and heaters and insurance agency businesses continued to increase, and the customer unit price of the consolidated service stock continued to improve. The consolidated service turnover increased by 20.0% from HK\$1.47 billion for the same period of 2023 to HK\$1.77 billion in first half of 2024, and the segment profit increased by 22.1% from HK\$0.62 billion for the same period of 2023 to HK\$0.76 billion in first half of 2024. Excluding the effect of exchange rate fluctuations, the consolidated service turnover and segment profit increased by 23.5% and 25.7%, respectively. The penetration rate of the Group's comprehensive service business is still at a low level. The Group believes that through continuously vigorous promotion, the comprehensive service business will step into a stage of rapid development in the future and become an important part of the Group's business.

### DEVELOPMENT OF COMPREHENSIVE ENERGY BUSINESSES

In the first half of 2024, the Group made full use of the pipeline advantage and user resource advantage of the city gas business, selected the best distributed photovoltaic, distributed energy and charging business, and continued to enhance its comprehensive energy solution capability to build a comprehensive energy business with the characteristics of CR Gas. With the use of smart energy management platform, taking green power photovoltaic and energy saving control as the starting point to reform customer's energy usage structures, achieve intelligent management and exploit the value of energy data. During the Period, 27 new distributed photovoltaic projects were signed and 18 were newly put into operation, resulting in a total of 208 distributed photovoltaic projects developed, and 28 new distributed energy projects were signed and 31 were newly put into operation, resulting in a total of 211 distributed energy projects developed, with energy sales volume of 1.49 billion kWh, representing an increase of 54.6%.

The Group accelerated the development of transport charging business, taking advantage of the location advantages of city gas projects to deploy liquid-cooled supercharging stations and promote the integrated application of supercharging and solar energy storage and charging. The Group cooperated with its profit center in Hong Kong to invest vehicle charging market in Hong Kong by giving full play to both parties' advantages in technology and resources, resulting in a total of 263 charging stations put into operation, representing an increase of 86, and a total of 9,386 bonding bus vehicles, with electricity sales in the first half of the year 180 million kWh, representing an increase of 20%.

## 可持續發展

在企業快速發展過程中，本集團積極推進本公司董事（「董事」）會（「董事會」）公司管治的發展，不斷完善董事會與管理層職能，權責分明、各司其職、有效制衡、科學決策，形成有效運轉的法人治理結構。本集團高度重視誠信合規經營，遵守法律法規、國際慣例和商業道德，堅持以公平誠信原則處理與員工、供應商、客戶、相關政府部門、合作夥伴以及競爭者等利益相關方的關係，以誠信贏得市場、贏得尊重，以合規經營提升本公司內在品質和價值。

本集團高度重視在環境、社會、管治(ESG)方面的管理，成立董事會領導下的ESG工作小組，推動ESG可持續發展管理體系全面落实。憑藉全體員工的努力及有效的管理，二零二四年上半年，本集團的萬元人民幣營業收入綜合能耗下降7.8%，萬元人民幣增加值綜合能耗下降10.9%。本集團亦繼續聘用了顧問公司為本集團的ESG管理體制、政策、數據披露、表現及實踐等各方面提供專業建議，致力將本集團的ESG表現進一步提升。本集團相信這些舉措將會促進本集團的可持續發展，並為構建更美好的生態環境作出貢獻。

二零二四年上半年，本集團組織董事會成員及管理層進行了反貪腐和環保方面的培訓，自上而下深入強化學習廉政文化、增強環保意識。期內，MSCI維持公司ESG評級A級，本集團將通過務實、可查的ESG優質管理舉措，獲得社會各界認可與肯定，將國家2030碳達峰和2060碳中和的雙目標融於日常經營管理，落於實質業務發展。

## SUSTAINABLE DEVELOPMENT

In the course of its rapid development, the Group proactively facilitated the development of the corporate governance of the board (the "Board") of directors (the "Director(s)") of the Company. It kept enhancing the roles and functions of the Board and the management, whereby each had defined terms of reference and responsibilities, executed effective check and balance, and conducted rational decision-making, thus forming a corporate governance structure with high efficiency. The Group has always attached great importance to honesty and integrity management, and complied with laws and regulations, international practice, and business ethics. It has also insisted that the relationships among staff, suppliers, customers, relevant government authorities, partners, competitors, and other stakeholders shall be dealt with on an arm's length basis and in good faith, so as to gain market share and win respect with integrity and to improve the Company's inherent qualities and value with compliance management.

The Group also attaches great importance to environmental, social and governance (ESG) management, and has established an ESG working group under the leadership of the Board to promote the full implementation of the ESG sustainable development management system. With the efforts of all employees and effective management, in the first half of 2024, the Group's comprehensive energy consumption per RMB10,000 operating revenue decreased by 7.8%, and comprehensive energy consumption per RMB10,000 value added decreased by 10.9%. We also continue to engage consulting firms to provide professional advice on the Group's ESG management system, policies, data disclosure, performance, and practice, and strive to further improve the Group's ESG performance. The Group believes that these measures in place will promote the Group's sustainable development and contribute to the construction of a better ecological environment.

In the first half of 2024, the Group organized members of the Board and management to conduct anti-corruption and environmental protection training by carrying out an in-depth study to strengthen the culture of integrity and awareness of environmental protection. During the Period, MSCI maintained the Company's ESG rating at A. The Group will obtain recognition and affirmation from all walks of life through pragmatic and accountable ESG quality management measures, integrating the national dual goals of "peak carbon dioxide emissions target by 2030 and reach carbon neutrality by 2060" into daily operational management to achieve substantive business development.



## 主要財務資料

本集團二零二四年上半年，實現營業額520.8億港元，同比增長7.7%。本集團整體毛利率為18.6%，較去年同期增長0.4個百分比。接駁業務營收佔比從二零二三年同期8.8%下降至二零二四年上半年5.8%，本集團相信，未來收入結構將有持續優化空間，本集團有信心未來保持高質量可持續發展。

本集團一直採取審慎的財務資源管理政策，將借貸及資本性開支控制在健康水平。二零二四年上半年，本集團經營性現金流為42.5億港元，保持高品質經營質量。本集團有足夠的資金及可動用銀行信貸應付未來的資本性支出及營運需要。基於本集團堅持穩健的業績質量，期內，穆迪、標準普爾及惠譽分別繼續維持本集團A2、A-、A-評級。該等評級反映了本集團專注主業發力綜合服務及綜合能源業務的發展戰略及當期的財務表現得到了市場的廣泛認可，將保障本集團可獲得較低的潛在融資的財務成本，為本集團長期健康發展提供充足的財務資源。

## 發展展望

在二零二四年的上半年，憑藉中國經濟呈現的溫和復甦態勢，中國正致力於構建多元能源協同發展的新格局。其中，天然氣扮演著關鍵角色，助力打造多能互補的能源體系。同時，中國在國際舞台上積極參與並優化全球能源治理體系，中國在穩定全球天然氣市場、提振消費者信心、推動國際貿易及吸引外資等方面發揮著積極的引領作用。中國經濟的長期積極趨勢未變，未來發展前景廣闊，天然氣行業依舊保持著強勁的發展勢頭。

## KEY FINANCIAL INFORMATION

The Group achieved a revenue of HK\$52.08 billion in the first half of 2024, representing a year-on-year increase of 7.7%. Overall gross profit margin of the Group was 18.6%, representing an increase of 0.4ppt compared with the same period last year. The proportion of revenue from gas connection business decreased from 8.8% in the corresponding period in 2023 to 5.8% in first half of 2024. The Group believes that revenue structure will continue to be optimized in the future, and the Group is optimistic of high-quality and sustainable development in the future.

The Group has been adopting prudent financial resources management policies to keep borrowings and capital expenditure at a sound level. In the first half of 2024, the Group's operating cash flow achieved HK\$4.25 billion, maintain high-quality management. The Group has sufficient funds and available banking facilities to meet capital expenditures and operating requirements in the future. Given the Group sustained stable performance, Moody's, Standard & Poor's and Fitch maintained the credit rating of the Group at A2, A- and A-, respectively in the Period. The ratings reflect the Group's development strategy of focusing on its core business comprehensive services and comprehensive energy and its financial performance for current period has been widely recognised by the market, which will further reduce the finance costs to be incurred by the Group in its potential financing activities and provide sufficient financial resources for the long-term healthy development of the Group.

## DEVELOPMENT PROSPECT

In the first half of 2024, with China's economy showing signs of a mild recovery, China was striving to forge a new horizon in the synchronization development of diversified energy. Specifically, natural gas, played a key role in helping to build a multi-energy complementary energy system. Meanwhile, China was active in participating in and optimizing the global energy governance system on the international stage and played an active leading role in stabilizing the global natural gas market, boosting consumer confidence, promoting international trade and attracting foreign investment. The long-term positive trend of China's economy remains unchanged, with promising future development prospects, whereby the natural gas industry maintains a strong momentum of development.

## 主席報告與業務及業績回顧

### Chairman's Statement and Review of Operations and Results

進入二零二四年的下半年，中國經濟的長期向好趨勢和天然氣行業的穩健發展，為本集團提供了良好的外部環境。本集團在穩固主營業務的同時，將優化價格管理策略，積極響應國家推動清潔能源發展的號召。我們計劃繼續擴大並深化雙綜業務的發展規模，並持續推動區域整合，以確保業績的穩步提升。通過這些舉措，為本集團的可持續發展奠定堅實基礎，確保本集團業績與股東利益的雙重增長。

### 財務回顧

期內，本集團未經審核綜合營業額為520.76億港元（二零二三年：483.70億港元），毛利為96.71億港元或毛利率為18.57%（二零二三年：88.19億港元或18.20%），期內本公司擁有人應佔溢利為34.57億港元（二零二三年：35.45億港元）。

### 現金流量

期內，經營業務現金流入淨額為42.53億港元（二零二三年：47.56億港元）。

本集團於期內為擴充燃氣營運斥資23.1億港元（二零二三年：19.4億港元）建設管道及相關設施。上述所需資金乃由本集團經營業務的現金流量、銀行借貸及庫存現金撥付。於期終，本集團可動用的庫存現金（包括其他存款）為115.7億港元（二零二三年十二月三十一日：99.8億港元）。現金結餘中有98.5%為人民幣，0.9%為港元及0.6%為美元。

As we entered into the second half of 2024, the long-term positive trend of China's economy and the steady development of natural gas industry have provided a favorable external environment for the Group. While solidifying its principal businesses, the Group will optimize its price management strategy in a proactive respond to the promotion of the development of clean energy advocated by the PRC government. We plan to continue to expand and deepen the scale of the dual-comprehensive businesses development and continue to promote regional integration to ensure steady improvement in performance. These initiatives, through which a solid foundation for the Group's sustainable development have been laid, ensured the dual growth of the Group's performance and the interests of shareholders.

### FINANCIAL REVIEW

The Group's unaudited consolidated revenue for the Period amounted to HK\$52,076 million (2023: HK\$48,370 million) with gross profit of HK\$9,671 million or 18.57% gross profit margin (2023: HK\$8,819 million or 18.20%) and a profit attributable to the owners of the Company for the Period of HK\$3,457 million (2023: HK\$3,545 million).

### Cash Flow

The net cash inflow from operations during the Period amounted to HK\$4,253 million (2023: HK\$4,756 million).

The Group has spent HK\$2.31 billion on pipeline construction and related facilities for expansion of gas operation during the Period (2023: HK\$1.94 billion). The above required funding was financed by the operating cash flow, bank borrowings and cash on hand of the Group. As at the end of the Period, the Group's free cash on hand (including other deposits) was HK\$11.57 billion (31 December 2023: HK\$9.98 billion). Among the cash balance, 98.5% was in Renminbi, 0.9% in Hong Kong dollar, and 0.6% in US dollar.

### 流動資金和財務資源

本集團的資金政策為使用經營業務所得現金流量及適當水平的借貸，作為主要擴展及收購所需資金的主要來源。於期終，本集團的借貸總額為281.6億港元（二零二三年十二月三十一日：265.3億港元），其中56.9%（二零二三年：32.8%）列作流動負債，須於一年內償還。人民幣、港元、美元及日元借貸分別佔借貸總額的82.7%、10.1%、6.1%及1.1%。

本集團於期終的現金結餘為115.7億港元（二零二三年十二月三十一日：99.8億港元）。本集團於期終的資產負債比率按中期票據，銀行及其他借貸總額除以資產總值計算為20.2%（二零二三年十二月三十一日：19.2%）。整體而言，本集團的財務狀況及流動資金穩健。穩健的經營現金流量，將為可見將來之擴展及營運資金需求提供充裕資金。

本集團授信規模646.5億港元，其中人民幣80億元、6.6億美元、61億港元於二零二三年至二零二四年到期的銀行備用額。備用額為無抵押，並以浮動利率計息。於期終，本集團已使用52%的人民幣備用額及20%港幣備用額。

除上文所述者外，本集團並無其他已承諾借貸備用額。在日常流動資金管理方面，為了維持資金靈活彈性，本集團已獲銀行批出足夠的無承諾短期備用額。

### 物業、廠房及設備

截至二零二四年六月三十日止期間，本集團於添置燃氣管道方面支出0.20億港元，於在建工程方面支出25.13億港元（二零二三年：分別為0.33億港元及19.66億港元）。

### Liquidity and Financial Resources

It is the Group's policy to use the cash flow generated from operations and appropriate level of borrowings as the principal source of fund to finance major expansion and acquisition. As at the end of the Period, the Group had total borrowings of HK\$28.16 billion (31 December 2023: HK\$26.53 billion). 56.9% (2023: 32.8%) of the borrowings was considered as current liabilities and repayable within one year. Renminbi, Hong Kong dollar, US dollar and Japanese Yen denominated borrowings accounted for 82.7%, 10.1%, 6.1% and 1.1% of the total borrowings respectively.

The cash balance of the Group was HK\$11.57 billion as at the end of the Period (31 December 2023: HK\$9.98 billion). The gearing ratio of the Group at the end of the Period, calculated as total medium-term notes, bank and other borrowings to total assets was 20.2% (31 December 2023: 19.2%). On the whole, the financial position and liquidity of the Group is healthy and stable. The healthy operating cash flow will provide sufficient funding for foreseeable expansion and working capital requirement.

The Group has been granted banking facilities of HK\$64.65 billion, among which are RMB8.0 billion, USD0.66 billion and HK\$6.1 billion banking facilities with maturities from 2023 to 2024. The facilities are unsecured and with floating interest rates. As at the end of the Period, 52% of the RMB facilities and 20% of the HK\$ facilities have been drawn down.

Save for the above, the Group has no other committed borrowing facilities. For day-to-day liquidity management and maintaining flexibility in funding, the Group has managed to obtain sufficient uncommitted short-term facilities from banks.

### Property, Plant and Equipment

During the Period ended 30 June 2024, the Group spent HK\$20 million on additions of gas pipelines and HK\$2,513 million on construction in progress (2023: HK\$33 million and HK\$1,966 million, respectively).

#### 或然負債

於二零二四年六月三十日，本集團並無任何重大或然負債。

#### 資產抵押

於二零二四年六月三十日，本集團無任何重大資產抵押。

#### 財務管理和庫務政策

本集團的財務風險管理由香港總部的司庫負責。本集團的庫務政策以管理利率及外幣匯兌波動風險為主要宗旨之一。本集團的政策為不參與任何投機活動。

本集團大部分資產和負債均以港元、美元和人民幣計值。本集團預期在此方面不會面臨重大的外匯波動風險。

### 重大投資、收購和出售，於合資公司及聯營公司的投資

#### 投資

於二零二四年六月三十日，本集團對2個城市燃氣項目預計作出約0.5億港元的新增投資。

收購事項將擴大大本公司在該等省份的現有覆蓋率，並將在集中採購、管道設計及工程服務以及管理效率方面與現有城市燃氣項目進一步締造集群協同效應。

本集團還於期間花費23.1億港元用於管道建設及相關設施，以擴張燃氣運營。

除了上述所披露者外，於二零二四年六月三十日，本集團並無任何重大投資，有關附屬公司、聯營公司或合營企業的重大收購及出售。

#### Contingent Liabilities

As at 30 June 2024, the Group did not have any material contingent liabilities.

#### Pledge of Assets

As at 30 June 2024, the Group did not have any material pledge of assets.

#### Financial Management and Treasury Policy

The financial risk management of the Group is the responsibility of the Group's treasury function at the head office in Hong Kong. One of the major objectives of the Group's treasury policies is to manage its exposure to fluctuation in interest rates and foreign currency exchange rates. It is the Group's policy not to engage in speculative activities.

Most of the Group's assets and liabilities are denominated in Hong Kong dollar, US dollar and Renminbi. The Group does not expect significant exposure to foreign exchange fluctuations in this regard.

### SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS, INVESTMENTS IN JOINT VENTURE(S) AND ASSOCIATE(S)

#### Investments

As at 30 June 2024, the Group was expected to make new investments of approximately HK\$0.05 billion in 2 city gas projects.

The acquisitions will add to the Company's existing footprint in these provinces and create further cluster synergy with existing city gas projects in terms of centralised procurement, pipeline design & construction and management efficiency.

The Group has also spent HK\$2.31 billion during the Period on pipeline construction and related facilities for expansion of gas operation.

Saved as disclosed above, as at 30 June 2024, the Group did not have any significant investments, significant acquisitions and disposals of subsidiaries, associates or joint ventures.



### 未來重大投資或資本資產計劃

除本報告所披露者外，於本報告日期，並無實際計劃收購任何重大投資或資本資產，惟循本集團日常業務進行者除外。

### 期後事項

本集團於期間結束後及直至本報告日期並無重大期後事項。

### 持續經營業務

經計及本集團的內部錄得資金以及與銀行的良好往績記錄及關係令本集團可改善其續新現有借貸融資的能力，董事認為本集團有充足營運資金可滿足二零二四年六月三十日起計未來十二個月的現時需求。因此，編製中期財務報告時繼續採用持續經營業務基準。

### 中期股息

董事議決派付截至二零二四年六月三十日止六個月的中期股息每股25港仙（截至二零二三年六月三十日止六個月：每股15港仙），將於二零二四年十一月四日向於二零二四年九月十七日名列本公司股東名冊的股東支付。

### 暫停辦理股份過戶登記

本公司將由二零二四年九月十六日（星期一）至二零二四年九月十七日（星期二）（首尾兩天包括在內）期間暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，所有填妥之過戶表格連同有關股票，必須於二零二四年九月十三日（星期五）下午四時三十分之前送達本公司之股份過戶登記分處卓佳秘書商務有限公司，地址為香港夏慤道16號遠東金融中心17樓。

### FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in this report, as at the date of this report, there are currently no concrete plans to acquire any material investment or capital assets other than those conducted in the Group's ordinary course of business.

### EVENTS AFTER THE REPORTING PERIOD

The Group had no significant subsequent events since the end of the Period and up to the date of this report.

### GOING CONCERN

Taking into account of the internally generated funds of the Group and the good track records and relationship with banks which would enhance the Group's ability to renew the existing borrowing facilities, the Directors are of the view that the Group has sufficient working capital for its present requirements for the next twelve months from 30 June 2024. Accordingly, the going concern basis continues to be adopted in preparing the interim financial report.

### INTERIM DIVIDEND

The Directors have resolved to declare the payment of an interim dividend of 25 HK cents per share for the six months ended 30 June 2024 (six months ended 30 June 2023: 15 HK cents per share), payable on 4 November 2024 to shareholders whose names appear on the register of members of the Company on 17 September 2024.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 16 September 2024 to Tuesday, 17 September 2024, both days inclusive. To qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 13 September 2024.

### 股東之選擇權

二零二四年中期股息將以港幣（「港幣」）現金派發予各股東，除非股東選擇以人民幣（「人民幣」）現金收取二零二四年中期股息。

股東有權選擇按照以港幣1.0元兌人民幣0.91310元之匯率（即緊接二零二四年八月三十日前五個營業日（包括當日在內）中國人民銀行公佈的港幣兌人民幣平均基準匯率）計算以人民幣收取全部或部分二零二四年中期股息。倘股東選擇以人民幣收取二零二四年中期股息，則該股息將以每股人民幣0.2282745元派付予股東。股東須填妥股息貨幣選擇表格（「股息貨幣選擇表格」）（於釐定股東享有收取二零二四年中期股息權利的記錄日期二零二四年九月十七日後，該表格預計於實際可行情況下盡快於二零二四年九月二十五日寄發予股東）以作出有關選擇，並最遲須於二零二四年十月十四日下午四時三十分前送達本公司之股份過戶登記分處卓佳秘書商務有限公司，地址為香港夏愨道16號遠東金融中心17樓。

有意選擇以人民幣支票收取全部股息的股東應注意，(i)彼等應確保彼等持有適當的銀行賬戶，以使收取股息的人民幣支票可兌現；及(ii)概不保證人民幣支票於香港結算並無重大手續費或不會有所延誤或人民幣支票能夠於香港境外兌現時過戶。支票預計於二零二四年十一月四日以普通郵遞方式寄發予相關股東，郵誤風險由股東自行承擔。

### SHAREHOLDERS' OPTION TO ELECT

2024 interim dividend will be payable in cash to each shareholder in HK Dollars ("HKD") unless an election is made to receive the same in Renminbi ("RMB").

Shareholders will be given the option to elect to receive all or part of the 2024 interim dividend in RMB at the exchange rate of HKD1.0: RMB0.91310, being the average benchmark rate of HKD to RMB as published by the People's Bank of China for the five business days immediately preceding 30 August 2024 (inclusive). If shareholders elect to receive the 2024 interim dividend in RMB, such dividend will be paid to shareholders at RMB0.2282745 per share. To make such election, shareholders should complete the dividend currency election form (the "Dividend Currency Election Form") which is expected to be dispatched to shareholders on 25 September 2024 as soon as practicable after the record date of 17 September 2024 to determine shareholders' entitlement to the 2024 interim dividend, and return it to the Company's branch share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 14 October 2024.

Shareholders who are minded to elect to receive all of their dividends in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honored for payment upon presentation outside Hong Kong. The cheques are expected to be posted to the relevant shareholders by ordinary post on 4 November 2024 at the shareholders' own risk.

## 獎勵計劃

於二零零八年十二月一日，本公司採納一項股份購回現金獎勵計劃（「獎勵計劃」），據此，本集團或投資公司的經甄選僱員皆有權根據計劃規則參加獎勵計劃。投資公司乃指任何一家由本公司直接或間接擁有5%或以上歸屬權益的公司（「投資公司」），就計算歸屬權益百分比而言，在投資公司所持有權益的百分比須乘以本集團透過其他公司持有該權益的該等中間公司的百分比。

獎勵計劃旨在嘉許若干僱員的貢獻及鼓勵彼等作出貢獻，並提供獎勵及協助本集團及投資公司挽留其現有僱員及延聘更多僱員，並就達到本公司的長期商業目標向彼等提供直接經濟利益。除非被董事會提前終止，獎勵計劃自採納日期起十年內有效。根據獎勵計劃授出獎勵股份及於其整個有效期內授予個別經甄選僱員獎勵股份的總數上限分別以本公司不時已發行股本的5%及0.5%為限。

根據獎勵計劃規則，本公司已委託中銀國際英國保誠信託有限公司為受託人（「受託人」），據此，受託人將於市場上以本集團授出的現金購入現有股份，並以信託形式代相關經甄選僱員持有，直至該等股份按獎勵計劃的條文歸屬予相關經甄選僱員為止。受託人於二零零九年四月七日以總成本約253,534,680港元（包括交易成本）購買合共70,000,000股股份（佔於收購日期本公司已發行股本約4.95%）。本公司並未計劃購買獎勵計劃項下的任何其他股份。

## INCENTIVE AWARD SCHEME

On 1 December 2008, the Company adopted a share repurchased cash award scheme (the "Incentive Award Scheme"), pursuant to which selected employees of the Group or investee companies (being any company in which the Company directly or indirectly owns 5% or more attributable equity interests (the "Investee Company"), and in calculating the percentage interest so attributed, the percentage interest held in the Investee Company shall be multiplied by the percentage interest in each intermediate company through which such interest is held by the Group), are entitled to participate in the Incentive Award Scheme pursuant to the scheme rules.

The purpose of the Incentive Award Scheme is to recognise and motivate the contribution of certain employees and to provide incentives and to enable the Group and the Investee Company in retaining their existing employees and recruiting additional employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company. Unless early termination by the Board, the Incentive Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date. The maximum aggregate numbers of award shares which can be awarded under the Incentive Award Scheme and to a selected employee throughout its duration are limited to 5% and 0.5% of the issued share capital of the Company from time to time respectively.

Pursuant to the rules of the Incentive Award Scheme, the Company has appointed BOCI-Prudential Trustee Limited as trustee (the "Trustee"), pursuant to which existing shares will be purchased by the Trustee from the market out of cash contributed by the Group and be held in trust for the relevant selected employees until such shares are vested with the relevant selected employees in accordance with the provisions of the Incentive Award Scheme. A total of 70,000,000 shares were purchased at an aggregate cost of approximately HK\$253,534,680 (including transaction costs) on 7 April 2009, representing approximately 4.95% of the issued share capital of the Company as at date of acquisition. The Company does not intend to purchase any further share under the Incentive Award Scheme.

於二零一零年三月十六日，本公司修訂獎勵計劃，因此將根據獎勵計劃授予現金而非獎勵股份。本公司將動用出售獎勵股份的所得款項，該等獎勵股份由受託人持有作為根據計劃授出的獎勵。該等獎勵須經本公司薪酬委員會批准及現金獎勵僅於達成授予獎勵日期規定的有關歸屬條件後作出。

於二零一八年十二月一日，該計劃已到期，本公司正在着手關閉該計劃。本公司於二零二四年六月三十日止六個月未有授出獎勵股份。受託人所持獎勵股份的變動詳情如下：

On 16 March 2010, the Company amended the Incentive Award Scheme such that cash instead of award shares will be awarded under the Incentive Award Scheme. The Company will utilise the proceeds generated from disposal of the award shares held by the Trustee for the awards made under the scheme. The awards will be subject to the approval of the Company's Remuneration Committee and the cash under the award will only be given upon fulfillment of relevant vesting conditions imposed on the date of grant of the award.

The Scheme expired on 1 December 2018 and the Company was working on the closure of the Scheme. For the six months ended 30 June 2024, the Company did not grant any award share. Details of the movement of the award shares held by the Trustee are as follows:

|                   |  | 獎勵股份數目<br>Number of<br>award shares |
|-------------------|--|-------------------------------------|
| 於二零零九年四月七日購買      | Purchased on 7 April 2009                                | 70,000,000                          |
| 於二零一零年授出及出售       | Granted and disposed of during 2010                      | (1,818,000)                         |
| 於二零一一年授出及出售       | Granted and disposed of during 2011                      | (7,741,496)                         |
| 於二零一二年授出及出售       | Granted and disposed of during 2012                      | (6,893,520)                         |
| 於二零一三年授出及出售       | Granted and disposed of during 2013                      | (2,268,500)                         |
| 於二零一四年授出及出售       | Granted and disposed of during 2014                      | (1,905,100)                         |
| 於二零一五年授出及出售       | Granted and disposed of during 2015                      | (1,310,000)                         |
| 於二零一六年授出及出售       | Granted and disposed of during 2016                      | (2,266,000)                         |
| 於二零一七年授出及出售       | Granted and disposed of during 2017                      | (0)                                 |
| 於二零一八年授出及出售       | Granted and disposed of during 2018                      | (0)                                 |
| 於二零一九年授出及出售       | Granted and disposed of during 2019                      | (0)                                 |
| 於二零二零年授出及出售       | Granted and disposed of during 2020                      | (0)                                 |
| 於二零二一年授出及出售       | Granted and disposed of during 2021                      | (0)                                 |
| 於二零二二年授出及出售       | Granted and disposed of during 2022                      | (0)                                 |
| 於二零二三年授出及出售       | Granted and disposed of during 2023                      | (0)                                 |
| 於二零二四年(前六個月)授出及出售 | Granted and disposed of for the first six months of 2024 | (0)                                 |
| 於二零二四年六月三十日的結餘    | Balance as at 30 June 2024                               | 45,797,384                          |



## 獎勵僱員

於二零二四年六月三十日，本集團在中國香港和中國大陸共聘用約58,197名員工。本集團一向重視人才，深明吸納、培訓和留聘優秀員工是本集團繼續致勝之道。本集團按僱員的表現、工作經驗及現行市場工資水平支付薪酬。此外，本集團會按成績及表現向僱員發放花紅及授予獎勵。本集團相信此舉有助本集團吸納及留聘優秀員工，並鼓勵員工發揮最佳表現。

## 致謝

本集團有賴各業務夥伴、客戶及股東的鼎力支持和全體員工努力不懈的竭誠服務以達致本集團的業務目標，本人謹代表董事會向彼等致以衷心謝意。

代表董事會  
華潤燃氣控股有限公司  
主席  
楊平

香港，二零二四年八月三十日

## REWARD FOR EMPLOYEES

As at 30 June 2024, the Group employed approximately 58,197 employees in Hong Kong and mainland China. The Group values human resources and recognises the importance of attracting, training and retaining quality staff for its continual success. The Group remunerates its employees based on their performance, work experience and the prevailing market wage level. Further, bonuses are granted to employees and incentive awards are made to employees based on merit and performance. The Group believes this will assist the Group to attract and retain quality staff and at the same time encourage the employees to give their best performance.

## APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our most sincere appreciation to our business partners, customers and shareholders for their unfailing support as well as all the Group's employees for their hard work and dedication in carrying out their duties and in achieving the Group's business goal.

On behalf of the Board  
**CHINA RESOURCES GAS GROUP LIMITED**  
**YANG Ping**  
*Chairman*

Hong Kong, 30 August 2024

## 企業管治及其他資料

### Corporate Governance and Other Information

#### 董事所佔證券權益

於二零二四年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所指登記冊的權益及淡倉，或根據上市規則所載有關上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

#### (a) 於本公司已發行普通股的權益

| 董事姓名<br>Name of Directors  | 好倉或淡倉<br>Long or short position | 股份數目<br>Number of shares | 所佔權益<br>總額百分比 <sup>1</sup><br>Aggregate percentage of interest <sup>1</sup> |
|--|---------------------------------|--------------------------|---|
| 黃得勝先生 <sup>2</sup><br>Mr. WONG Tak Shing <sup>2</sup>  | 好倉<br>Long position             | 120,000                  | 0.0052%   |
| 王傳棟先生（於二零二四年八月十六日退休） <sup>3</sup><br>Mr. WANG Chuandong (Retired on 16 August 2024) <sup>3</sup> | 好倉<br>Long position             | 800,000                  | 0.0346%   |
| 劉堅先生 <sup>4</sup><br>Mr. LIU Jian <sup>4</sup>   | 好倉<br>Long position             | 30,000                   | 0.0013%   |

附註：

1. 此為於二零二四年六月三十日所持本公司普通股及相關股份好倉總額佔本公司全部已發行股份的百分比。所佔權益總額百分比是根據於二零二四年六月三十日本公司已發行普通股2,314,012,871股計算。
2. 上文所披露的所有權益現由董事以實益擁有人身份持有。
3. 王傳棟先生被視為擁有其配偶之800,000股股份之權益。
4. 於30,000股股份當中，劉堅先生被視為擁有其配偶之10,000股股份之權益。

#### DIRECTORS' INTEREST IN SECURITIES

As at 30 June 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Interests in issued ordinary shares of the Company

| 董事姓名<br>Name of Directors  | 好倉或淡倉<br>Long or short position | 股份數目<br>Number of shares | 所佔權益<br>總額百分比 <sup>1</sup><br>Aggregate percentage of interest <sup>1</sup> |
|--|---------------------------------|--------------------------|---|
| 黃得勝先生 <sup>2</sup><br>Mr. WONG Tak Shing <sup>2</sup>  | 好倉<br>Long position             | 120,000                  | 0.0052%   |
| 王傳棟先生（於二零二四年八月十六日退休） <sup>3</sup><br>Mr. WANG Chuandong (Retired on 16 August 2024) <sup>3</sup> | 好倉<br>Long position             | 800,000                  | 0.0346%   |
| 劉堅先生 <sup>4</sup><br>Mr. LIU Jian <sup>4</sup>   | 好倉<br>Long position             | 30,000                   | 0.0013%   |

Notes:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of the Company to the total issued shares of the Company as at 30 June 2024. Aggregated percentage of interest was calculated based on 2,314,012,871 ordinary shares of the Company in issue as at 30 June 2024.
2. All interests disclosed above are being held by the Director in his capacity as beneficial owner.
3. Mr. WANG Chuandong was deemed to be interested in 800,000 shares through interests of his spouse.
4. Among 30,000 shares, Mr. LIU Jian was deemed to be interested in 10,000 shares through interests of his spouse.

**(b) 於本公司相聯法團華潤醫療控股有限公司（「華潤醫療」）已發行普通股及相關股份的權益**

**(b) Interests in issued ordinary shares and underlying shares of China Resources Medical Holdings Company Limited (“CR Medical”), an associated corporation of the Company**

| 董事姓名<br>Name of Directors                       | 好倉或淡倉<br>Long or short position | 股份數目<br>Number of shares | 所佔權益<br>總額百分比 <sup>1</sup>                    |
|---|---------------------------------|--------------------------|---|
|   |                                 |                          | Aggregate percentage of interest <sup>1</sup> |
| 楊平先生 <sup>2</sup><br>Mr. YANG Ping <sup>2</sup> | 好倉<br>Long position             | 80,000                   | 0.0062%                                       |
| 葛路女士 <sup>2</sup><br>Ms. GE Lu <sup>2</sup>     | 好倉<br>Long position             | 66,000                   | 0.0051%                                       |

附註：

Notes:

1. 此為於二零二四年六月三十日所持華潤醫療普通股及相關股份好倉總額佔華潤醫療全部已發行股份的百分比。
2. 上文所披露的所有權益現由董事以實益擁有人身份持有。

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR Medical to the total issued shares of CR Medical as at 30 June 2024.
2. All interests disclosed above are being held by the Director in his/her capacity as beneficial owner.

**(c) 於本公司相聯法團華潤啤酒（控股）有限公司（「華潤啤酒」）已發行普通股及相關股份的權益**

**(c) Interests in issued ordinary shares and underlying shares of China Resources Beer (Holdings) Company Limited (“CR Beer”), an associated corporation of the Company**

| 董事姓名<br>Name of Director                    | 好倉或淡倉<br>Long or short position | 股份數目<br>Number of shares | 所佔權益<br>總額百分比 <sup>1</sup>                    |
|---|---------------------------------|--------------------------|---|
|   |                                 |                          | Aggregate percentage of interest <sup>1</sup> |
| 葛路女士 <sup>2</sup><br>Ms. GE Lu <sup>2</sup> | 好倉<br>Long position             | 2,000                    | 0.000062%                                     |

附註：

Notes:

1. 此為於二零二四年六月三十日所持華潤啤酒普通股及相關股份好倉總額佔華潤啤酒全部已發行股份的百分比。
2. 上文所披露的所有權益現由董事以實益擁有人身份持有。

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares of CR Beer to the total issued shares of CR Beer as at 30 June 2024.
2. All interests disclosed above are being held by the Director in her capacity as beneficial owner.

## 主要股東

於二零二四年六月三十日，據本公司董事或最高行政人員所知，以下人士（並非本公司董事或最高行政人員）於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或本公司根據證券及期貨條例第336條存置的登記冊所記錄的權益或淡倉：

## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2024, so far as is known to the Directors or chief executive of the Company, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register maintained by the Company pursuant to section 336 of the SFO:

| 股東名稱<br>Name of shareholders   | 身份<br>Capacity  | 好倉或淡倉<br>Long or short position | 股份數目<br>Number of shares | 所佔權益<br>總額百分比 <sup>1</sup><br>Aggregate percentage of interest <sup>1</sup> |
|--|---|---------------------------------|--------------------------|---|
| 華潤集團(燃氣)有限公司(「華潤集團燃氣」) <sup>2</sup><br>CRH (Gas) Limited ("CRH Gas") <sup>2</sup>      | 實益擁有人<br>Beneficial owner                                   | 好倉<br>Long position             | 1,407,828,991            | 60.84%  |
| 華潤(集團)有限公司 <sup>2</sup><br>China Resources (Holdings) Company Limited <sup>2</sup>     | 受控制公司的權益<br>Controlled company's interest                   | 好倉<br>Long position             | 1,422,298,991            | 61.46%  |
| CRC Bluesky Limited ("CRC Bluesky") <sup>2</sup>                                       | 受控制公司的權益<br>Controlled company's interest                   | 好倉<br>Long position             | 1,422,298,991            | 61.46%  |
| 華潤股份有限公司(「華潤股份」) <sup>2</sup><br>China Resources Inc. ("CRCL") <sup>2</sup>            | 受控制公司的權益<br>Controlled company's interest                   | 好倉<br>Long position             | 1,422,298,991            | 61.46%  |
| 中國華潤有限公司(「中國華潤」) <sup>2</sup><br>China Resources Company Limited ("CRNC") <sup>2</sup> | 受控制公司的權益<br>Controlled company's interest                   | 好倉<br>Long position             | 1,422,298,991            | 61.46%  |
| JPMorgan Chase & Co. <sup>3</sup>  | 受控制公司的權益<br>Controlled company's interest                   | 好倉<br>Long Position             | 6,921,166                | 0.30%   |
|  |   | 淡倉<br>Short Position            | 4,273,799                | 0.18%   |
|  | 投資經理<br>Investment Manager                                  | 好倉<br>Long Position             | 30,264,942               | 1.31%   |
|  | 於股份擁有證券權益的人士<br>Person having a security interest in shares | 好倉<br>Long position             | 517,000                  | 0.022%  |
|  | 獲批准的貸款代理<br>Approved lending agent                          | 好倉<br>Long Position             | 79,844,211               | 3.45%   |

附註：

1. 此為於二零二四年六月三十日所持普通股及相關股份好倉總額佔本公司全部已發行股份的百分比。
2. 華潤集團燃氣及合貿有限公司分別於本公司1,407,828,991股股份及14,470,000股股份中擁有直接權益，該兩家公司均為華潤（集團）有限公司的全資附屬公司。因此，華潤（集團）有限公司被視作於本公司的1,422,298,991股股份中擁有權益。華潤（集團）有限公司為CRC Bluesky的全資附屬公司，進而由華潤股份全資擁有。華潤股份乃為中國華潤的全資附屬公司。因此，華潤（集團）有限公司、CRC Bluesky、華潤股份及中國華潤被視作於本公司的1,422,298,991股股份中擁有權益。
3. 根據證券及期貨條例第XV部第2及第3分部規定向本公司披露的資料顯示，該等股份由JPMorgan Chase & Co. 直接或間接擁有100%控制權之法團持有。其中，有4,200股股份（淡倉）乃現金交收的上市衍生工具，726,938股股份（好倉）乃實物交收的非上市衍生工具，以及2,543,000股股份（好倉）及1,794,100股股份（淡倉）乃現金交收的非上市衍生工具。

### 購回、出售或贖回本公司的上市證券

於期內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。於二零二四年六月三十日，本公司並無庫存股份（定義見上市規則）。

### 賬目審閱

截至二零二四年六月三十日止六個月的中期財務報告並未經審核，惟已經由本公司審核與風險管理委員會審閱。

### 企業管治

本集團一直致力維持一個優良可靠的企業管治架構，以就本集團管理方針和方向為本公司股東提供一個具透明度、公開和負責的架構。展望未來，本集團將會繼續加強其企業管治政策，以確保有關政策與現行慣例和準則相符，不負各股東對本集團的期望。為加強董事會職能及提升其專長，董事會下設有四個委員會，包括審核與風險管理委員會、薪酬委員會、提名委員會及企業管治委員會，各自履行不同職能。

Notes:

1. This represents the percentage of aggregate long position in ordinary shares and underlying shares to the total issued shares of the Company as at 30 June 2024.
2. CRH Gas and Commotra Company Limited were directly interested in 1,407,828,991 shares and 14,470,000 shares in the Company respectively and both companies are wholly-owned subsidiaries of China Resources (Holdings) Company Limited. China Resources (Holdings) Company Limited is therefore deemed to be interested in 1,422,298,991 shares of the Company. China Resources (Holdings) Company Limited is a wholly-owned subsidiary of CRC Bluesky, which is in turn wholly-owned by CRCL. CRCL is a wholly-owned subsidiary of CRNC. So, China Resources (Holdings) Company Limited, CRC Bluesky, CRCL and CRNC are therefore deemed to have interest in 1,422,298,991 shares of the Company.
3. According to the information disclosed to the Company under Divisions 2 and 3 of Part XV of SFO, these shares were held by JPMorgan Chase & Co. through corporations controlled directly or indirectly as to 100% by it. Among which, 4,200 shares (short position) are cash settled listed derivatives, 726,938 shares (long position) are physically settled unlisted derivatives, and 2,543,000 shares (long position) and 1,794,100 shares (short position) are cash settled unlisted derivatives.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period. The Company did not have any treasury shares (as defined under the Listing Rules) as at 30 June 2024.

### REVIEW OF ACCOUNTS

The interim financial report for the six months ended 30 June 2024 are unaudited and have been reviewed by the Company's Audit and Risk Management Committee.

### CORPORATE GOVERNANCE

The Group is dedicated to maintaining a good credible framework of corporate governance with a view to being transparent, open and accountable to our shareholders as regards to the principles under which the Group is managed and directed. Going forward, the Group will continue to strengthen its corporate governance policies to ensure that they remain consistent with the prevailing practices and standards, which the shareholders would expect from us. To strengthen the functions of the Board and to enhance its expertise, there are four committees under the Board, namely, the Audit and Risk Management Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee, with each performing different functions.



## 企業管治及其他資料

### Corporate Governance and Other Information

#### 審核與風險管理委員會

審核與風險管理委員會包括三名獨立非執行董事俞漢度先生、楊玉川先生及黃得勝先生，以及一名非執行董事劉堅先生。俞漢度先生為審核與風險管理委員會主席。審核與風險管理委員會的職責為就本集團財務申報過程、內部監控與風險管理以及內部核數職務的效率提供獨立客觀的審閱，主要旨在提升董事會的效率、問責度、透明度和客觀性。

審核與風險管理委員會(i)已與管理層人員共同審閱本集團所採納的會計原則及慣例；及(ii)已就內部監控及風險管理以及財務申報事宜(包括未經審核的中期業績及期內的財務報表)進行審閱與討論。

#### 薪酬委員會

薪酬委員會包括三名獨立非執行董事黃得勝先生、俞漢度先生及李博恩先生。黃得勝先生為薪酬委員會主席。薪酬委員會的職責為(其中包括)就本集團有關董事與高級管理層人員酬金政策及架構向董事會提供建議，並參考董事會不時議決的公司目標及目的，檢討及批准薪酬。

#### 提名委員會

提名委員會包括董事會主席楊平先生以及三名獨立非執行董事黃得勝先生、俞漢度先生及楊玉川先生。於二零二四年八月十六日，王傳棟先生辭任提名委員會主席，及楊平先生獲委任為提名委員會主席。提名委員會的主要目的為協助董事會就委任新董事加入董事會制定正式、經審慎考慮及具透明度的程序。提名委員會的職責亦包括(其中包括)定期檢討董事會架構、規模及組成，並就任何建議更改向董事會提供意見。

#### Audit and Risk Management Committee

The Audit and Risk Management Committee comprises of three Independent Non-executive Directors namely Mr. YU Hon To, David, Mr. YANG Yuchuan and Mr. WONG Tak Shing and one Non-executive Director namely Mr. LIU Jian. Mr. YU Hon To, David is the Chairman of the Audit and Risk Management Committee. The Audit and Risk Management Committee's role is to provide an independent and objective review of the effectiveness of the financial reporting process, internal control and risk management as well as internal audit function of the Group. It primarily aims to increase the Board's effectiveness, accountability, transparency and objectivity.

The Audit and Risk Management Committee has (i) reviewed with the management the accounting principles and practices adopted by the Group; and (ii) reviewed and discussed internal control and risk management and financial reporting matters including the unaudited interim results and the financial statements for the Period.

#### Remuneration Committee

The Remuneration Committee comprises of three Independent Non-executive Directors namely Mr. WONG Tak Shing, Mr. YU Hon To, David and Mr. LI Pok Yan. Mr. WONG Tak Shing is the Chairman of the Remuneration Committee. The duties of the Remuneration Committee, among others, are to make recommendations to the Board on the Group's policy and structure for the remuneration of Directors and senior management and to review and approve remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

#### Nomination Committee

The Nomination Committee comprises of the Chairman of the Board, Mr. YANG Ping and three Independent Non-executive Directors namely Mr. WONG Tak Shing, Mr. YU Hon To, David and Mr. YANG Yuchuan. On 16 August 2024, Mr. WANG Chuangdong resigned as the Chairman of the Nomination Committee, and Mr. YANG Ping was appointed as the Chairman of the Nomination Committee. The primary objective of the Nomination Committee is to assist the Board in establishing a formal, considered and transparent procedure for the appointment of new Directors to the Board. The Nomination Committee's duties also include, among others, the review of the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes.

### 企業管治委員會

企業管治委員會包括兩名獨立非執行董事黃得勝先生及楊玉川先生，以及一名執行董事楊平先生。楊平先生為企業管治委員會主席。企業管治委員會的主要目的為協助董事會制定及檢討適用於本集團的企業管治政策及常規，並向董事會提出建議以及制定股東通訊政策並定期檢討以確保其成效。

### 遵守企業管治守則

本公司已採納上市規則附錄C1所載企業管治守則（「守則」）作為其自身的企業管治守則。為符合守則的規定，本公司已於二零零五年十二月二十三日採納並不時更新企業管治手冊（「手冊」）。手冊內容包括（其中包括）董事職責、董事進行證券交易的標準守則、有關僱員進行證券交易的標準守則、審核與風險管理、薪酬、提名及企業管治委員會的功能及職權範圍、資料披露、與股東溝通、股東提名候選董事的程序以及董事會成員多元化政策等內容。手冊已採納並反映守則的所有適用條文的規定。於期內，除偏離守則條文C.3.3外，本公司已遵守所有適用守則條文的規定，偏離行為之解釋如下：

守則條文C.3.3規定，本公司應有正式的董事委任書，訂明有關彼等委任的主要條款及條件。本公司並沒有向董事發出正式的委任書，惟彼等須根據本公司細則至少每三年輪值退任一次。再者，董事須參考由公司註冊處出版之《董事責任指引》及由香港董事學會出版之《董事指引》及《獨立非執行董事指南》（如適用）中列明之指引履行彼等作為董事之職責及責任。而且，董事亦須遵守根據法規及普通法之要求、上市規則、法律及其他法規之要求及本公司之業務及管治政策。

除上述披露者外，董事認為，於期內，本公司一直遵守守則所載之守則條文。

### Corporate Governance Committee

The Corporate Governance Committee comprises of two Independent Non-executive Directors namely Mr. WONG Tak Shing and Mr. YANG Yuchuan and one Executive Director namely Mr. YANG Ping. Mr. YANG Ping is the Chairman of the Corporate Governance Committee. The primary objectives of the Corporate Governance Committee are to assist the Board in developing and reviewing the policies and practices on corporate governance which are applicable to the Group and make recommendations to the Board, and to develop a Shareholder communication policy and review it regularly to ensure its effectiveness.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the "Code") set out in Appendix C1 to the Listing Rules as its own code of corporate governance. In line with the Code, the Company has adopted a Corporate Governance Handbook (the "Handbook") on 23 December 2005 and subsequently updated it from time to time. The contents of the Handbook include, among others, directors' duties, model code for directors' transactions in securities, model code for securities transactions by relevant employees, the functions and terms of reference of the Audit and Risk Management, Remuneration, Nomination and Corporate Governance Committees, disclosure of information, communication with shareholders, procedures for shareholders to propose a person for election as a director and board diversity policy. All the applicable code provisions under the Code have been adopted and reflected in the Handbook. During the Period, the Company was in compliance with all applicable code provisions of the Code except for the deviation from code provision C.3.3 which is explained as follows:

Under the code provision C.3.3, the Company should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for Directors. However, the Directors are subject to retirement by rotation at least once every three years in accordance with the Company's Bye-Laws. In addition, the Directors are required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-Executive Directors" (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as directors. Besides, the Directors are required to comply with the requirements under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

Save as those mentioned above, in the opinion of the Directors, the Company has met the code provisions set out in the Code during the Period.

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為本公司有關董事進行證券交易之行為守則。經向全體董事作出特定查詢後，本公司確認，全體董事於期內均已遵守標準守則所載規定的標準。

### 董事資料

自本公司二零二三年年報日期以來，根據《上市規則》第13.51B(1)條所須披露之本公司董事資料的變更載列如下：

於二零二四年八月十六日，王傳棟先生已退任董事會主席、非執行董事及提名委員會主席職務，及不再擔任上市規則第3.05條所規定的本公司授權代表及香港法例第622章公司條例第16部規定代表本公司之本公司於香港接收法律程序文件及通知的授權代表（「法律程序文件代理人」）。於同日，執行董事楊平先生辭任本公司總裁職務，並獲委任為董事會主席、提名委員會主席及法律程序文件代理人。

除上文所披露者外，於期內及直至本報告日期，概無其他根據上市規則第13.51B(1)條須予披露有關任何董事的資料變動。

代表董事會  
華潤燃氣控股有限公司  
主席  
楊平

香港，二零二四年八月三十日

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry to all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the Period.

### DIRECTORS’ INFORMATION

Changes in Directors’ information since the date of the 2023 annual report of the Company which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

On 16 August 2024, Mr. WANG Chuandong has retired as the Chairman of the Board, a non-executive Director, and the Chairman of the Nomination Committee, and has ceased to act as an Authorised Representative of the Company under Rule 3.05 of the Listing Rules and the authorised representative of the Company for the acceptance of service of process and notice in Hong Kong on behalf of the Company (the “Process Agent”) under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). On the same date, Mr. YANG Ping, an executive Director, has resigned as the chief executive officer of the Company, and has been appointed as the Chairman of the Board, the Chairman of the Nomination Committee and the Process Agent.

Save as disclosed above, there was no other change to any information required to be disclosed in relation to any Director pursuant to Rule 13.51B(1) of the Listing Rules during the Period and up to the date of this report.

On behalf of the Board  
**CHINA RESOURCES GAS GROUP LIMITED**  
**YANG Ping**  
*Chairman*

Hong Kong, 30 August 2024

## 財務及業務摘要 Financial & Operational Highlights

### 財務摘要

### FINANCIAL HIGHLIGHTS

| 截至六月三十日止期間                        | For the period ended 30 June   | 二零二四年<br>2024<br>千港元<br>HK\$'000 | 二零二三年<br>2023<br>千港元<br>HK\$'000 | 增加／(減少)<br>Increase/<br>(Decrease) |
|-----------------------------------|--|----------------------------------|----------------------------------|------------------------------------|
| 營業額                               | Revenue  | <b>52,075,587</b>                | 48,369,601                       | 7.7%                               |
| 毛利                                | Gross profit   | <b>9,671,182</b>                 | 8,818,865                        | 9.7%                               |
| 經營溢利(不包括<br>財務成本及應佔合資<br>及聯營公司業績) | Profit from operations<br>(before finance cost and share<br>of joint ventures & associates<br>results) | <b>5,820,640</b>                 | 5,597,876                        | 4.0%                               |
| 期內溢利                              | Profit for the Period  | <b>4,493,418</b>                 | 4,557,546                        | (1.4%)                             |
| 本公司擁有人應佔溢利                        | Profit attributable to the owners of<br>the Company  | <b>3,456,742</b>                 | 3,545,256                        | (2.5%)                             |
| 經營業務所得現金<br>淨額(支付稅款之後)            | Net cash from operating<br>activities (after tax payments)   | <b>4,252,981</b>                 | 4,756,323                        | (10.6%)                            |
| 每股基本盈利 <sup>(1)</sup> (港仙)        | Basic EPS <sup>(1)</sup> (HK cents)  | <b>152</b>                       | 156                              | (2.6%)                             |
| 擬派／已派中期股息，<br>每股(港仙)              | Interim dividend proposed/paid<br>per share (HK cents)   | <b>25</b>                        | 15                               | 66.7%                              |

附註：

Note:

(1) 每股基本盈利按已發行股份的加權平均數計算，不包括受託人持有的獎勵股份。

(1) Basic earnings per share is calculated based on weighted average number of issued shares, excluding award shares held by the trustee.

## 財務及業務摘要

### Financial & Operational Highlights

| 截至               | For the period ended                                | 二零二四年<br>六月三十日<br>30 June<br>2024<br>千港元<br>HK\$'000 | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000 | 增加／<br>(減少)<br>Increase/<br>(Decrease) |
|------------------|---|--|--|--|
| 總資產              | Total assets  | <b>139,687,367</b>                                   | 137,871,085  | 1.3%                                   |
| 銀行結餘及現金          | Bank balances and cash                              | <b>11,568,360</b>                                    | 9,978,468  | 15.9%                                  |
| 借貸總額             | Total borrowings                                    | <b>28,161,145</b>                                    | 26,528,718   | 6.2%                                   |
| 借貸淨額             | Net borrowings                                      | <b>16,592,785</b>                                    | 16,550,250   | 0.3%                                   |
| 本公司股本持有人<br>應佔股本 | Equity attributable to the owners of<br>the Company | <b>41,616,168</b>                                    | 40,772,231   | 2.1%                                   |
| 非控股權益            | Non-controlling interests                           | <b>23,288,186</b>                                    | 22,611,451   | 3.0%                                   |
| 股本總值             | Total equity  | <b>64,904,354</b>                                    | 63,383,682   | 2.4%                                   |

| 財務指標                  | Financial Indicators   | 二零二四年<br>六月三十日<br>As at<br>30 June<br>2024 | 於二零二三年<br>六月三十日<br>As at<br>30 June<br>2023 |
|-----------------------|--|--|---|
| 毛利率                   | Gross profit margin  | <b>18.6%</b>                               | 18.2%                                       |
| 淨利率(期內)               | Net profit margin (for the period)                           | <b>8.6%</b>                                | 9.4%  |
| 淨利率(股東應佔)             | Net profit margin (attributable to<br>owners of the Company) | <b>6.6%</b>                                | 7.3%  |
| 資本負債比率 <sup>(2)</sup> | Debt to capitalisation ratio <sup>(2)</sup>                  | <b>30.3%</b>                               | 29.5% <sup>(1)</sup>                        |
| 資產負債比率 <sup>(3)</sup> | Debt to assets ratio <sup>(3)</sup>                          | <b>20.2%</b>                               | 19.2% <sup>(1)</sup>                        |
| 股本回報率(年化)             | Return on equity (annualised)                                | <b>16.6%</b>                               | 17.8%                                       |

附註：

Notes:

(1) 於二零二三年十二月三十一日的負債比率。

(1) Debt ratios as at 31 December 2023.

(2) 資本負債比率指借貸總額與借貸總額及股本總值的比例。

(2) Debt to capitalisation ratio is the ratio of total borrowings to total borrowings and total equity.

(3) 資產負債比率指借貸總額與資產總值的比例。

(3) Debt to assets ratio is the ratio of total borrowings to total assets.



財務及業務摘要  
Financial & Operational Highlights

| 營運表現               | Operational Performance                       | 於二零二四年<br>六月三十日<br>As at<br>30 June<br>2024 | 於二零二三年<br>六月三十日<br>As at<br>30 June<br>2023 | 變動<br>Change     |
|--------------------|---|---|---|------------------|
| 項目數目               | Number of projects                            | 276   | 275   | 1                |
| 接駁可覆蓋戶數(百萬)        | Connectable householders (million)            | 98.42                                       | 95.32                                       | 3.3%             |
| 接駁可覆蓋人口(百萬)        | Connectable population (million)              | 333.16                                      | 324.09                                      | 2.8%             |
| 居民用戶滲透率            | Penetration rate of residential household     | 59.6%                                       | 58.4%                                       | 1.2 PPT          |
| 管網長度(公里)           | Total length of Pipeline (km)                 | 316,282                                     | 298,482                                     | 17,800           |
| 接駁用戶               | Connected customers                           | 58,836,112                                  | 55,850,146                                  | 2,985,966        |
| 居民用戶               | Residential                                   | 58,326,194                                  | 55,383,608                                  | 2,942,586        |
| 工業用戶               | Industrial                                    | 44,241                                      | 39,338                                      | 4,903            |
| 商業用戶               | Commercial                                    | 465,677                                     | 427,200                                     | 38,477           |
| 新增接駁總戶數(已收款)       | Gross new households with paid connection fee |   |   |                  |
| 總數                 | Total   | 1,031,384                                   | 1,341,941                                   | (310,557)        |
| 合併口徑               | Consolidated                                  | 769,974                                     | 1,073,471                                   | (303,497)        |
| 加氣站(CNG/LNG/L-CNG) | Gas station (CNG/LNG/L-CNG)                   | 310 (190/69/51)                             | 331 (201/78/52)                             | (21)(11)/(9)/(1) |

# 獨立審閱報告

## Independent Review Report



### 致華潤燃氣控股有限公司董事會的審閱報告

(於百慕達註冊成立之有限公司)

#### 引言

本所已審閱列載於第32至64頁的中期財務報告，其中包括華潤燃氣控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零二四年六月三十日的綜合財務狀況表與截至該日止六個月期間的有關綜合損益及其他綜合收益表、綜合權益變動表及簡明綜合現金流量表以及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，上市公司必須遵照該上市規則有關規定及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」的規定編製中期財務報告。董事須負責根據香港會計準則第34號編製該中期財務報告。

本所的責任是根據本所的審閱對中期財務報告作出結論，並按照雙方所協定的委聘條款，僅向全體董事報告我們的結論。除此以外，本所的報告不可用作其他用途。本所概不就本報告的內容，對任何其他人士負責或承擔法律責任。

#### 審閱範圍

本所已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體獨立核數師對中期財務資料的審閱」進行審閱。中期財務報告的審閱工作包括主要向負責財務及會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證本所會注意到在審核中可能識別的所有重大事項。因此，本所不會發表任何審核意見。

### Review report to the board of directors of China Resources Gas Group Limited

(Incorporated in Bermuda with limited liability)

#### Introduction

We have reviewed the interim financial report set out on pages 32 to 64 which comprises the consolidated statement of financial position of China Resources Gas Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as of 30 June 2024 and the related consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim Financial Reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

**結論**

根據本所的審閱工作，本所並無注意到任何事項使本所相信於二零二四年六月三十日中期財務報告在各重大方面並無按照香港會計準則第34號「中期財務報告」編製。

畢馬威會計師事務所  
執業會計師

香港中環  
遮打道10號  
太子大廈8樓

二零二四年八月三十日

**Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2024 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG  
Certified Public Accountants

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

30 August 2024

## 綜合損益及其他綜合收益表

## Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

|                       |   |   | 二零二四年<br>2024<br>(未經審核)<br>(Unaudited)<br>千港元<br>HK\$'000 | 二零二三年<br>2023<br>(未經審核)<br>(Unaudited)<br>千港元<br>HK\$'000 |
|-----------------------|---|---|---|---|
| 收入                    | Revenue   | 4 | 52,075,587  | 48,369,601  |
| 銷售成本                  | Cost of sales   |   | (42,404,405)  | (39,550,736)  |
| 毛利                    | Gross profit  |   | 9,671,182   | 8,818,865   |
| 其他收入                  | Other income  |   | 664,836   | 1,208,214   |
| 銷售及分銷開支               | Selling and distribution expenses   |   | (2,872,452)   | (2,812,059)   |
| 行政開支                  | Administrative expenses   |   | (1,642,926)   | (1,617,144)   |
| 財務成本                  | Finance costs   |   | (549,379)   | (433,884)   |
| 應佔合營公司業績              | Share of results of joint ventures  |   | 286,261   | 197,782   |
| 應佔聯營公司業績              | Share of results of associates  |   | 158,903   | 230,292   |
| 除稅前溢利                 | Profit before taxation  |   | 5,716,425   | 5,592,066   |
| 所得稅                   | Income tax  | 5 | (1,223,007)   | (1,034,520)   |
| 期內溢利                  | Profit for the period   | 6 | 4,493,418   | 4,557,546   |
| 期內其他綜合收益：             | Other comprehensive income for the period:                                      |   |   |   |
| <b>隨後可能重新分類至損益的項目</b> | <b>Item that may be subsequently reclassified to profit or loss</b>             |   |   |   |
| 換算產生的匯兌差額             | Exchange differences arising on translation                                     |   | (492,669)   | (1,226,465)   |
| <b>隨後不會重新分類至損益的項目</b> | <b>Item that will not be subsequently reclassified to profit or loss</b>        |   |   |   |
| 指定為按公平值計入其他綜合收益的權益工具： | Equity instruments designated at fair value through other comprehensive income: |   |   |   |
| 公平值儲備(非回收)            | Net movement in fair value reserve  |   |   |   |
| 變動淨額(扣除稅項)            | (non-recycling), net of tax   |   | 1,080   | (1,090)   |
| 期內其他綜合收益(扣除稅項)        | Other comprehensive income for the period, net of tax                           |   | (491,589)   | (1,227,555)   |
| 期內綜合收益總額              | Total comprehensive income for the period                                       |   | 4,001,829   | 3,329,991   |
| 以下人士應佔期內溢利：           | Profit for the period attributable to:  |   |   |   |
| 本公司擁有人                | Owners of the Company   |   | 3,456,742   | 3,545,256   |
| 非控股權益                 | Non-controlling interests   |   | 1,036,676   | 1,012,290   |
|                       |   |   | 4,493,418   | 4,557,546   |

綜合損益及其他綜合收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

|  |                            | 二零二四年<br>2024<br>(未經審核)<br><b>(Unaudited)</b> | 二零二三年<br>2023<br>(未經審核)<br>(Unaudited) |
|--|----------------------------|---|--|
|  |                            | 千港元<br>HK\$'000                               | 千港元<br>HK\$'000                        |
|  |                            | 附註<br>NOTES                                   |  |
| 以下人士應佔期內綜合收益總額： Total comprehensive income for the period attributable to: |                            |   |  |
| 本公司擁有人   | Owners of the Company      | <b>3,127,803</b>                              | 2,518,688                              |
| 非控股權益  | Non-controlling interests  | <b>874,026</b>                                | 811,303                                |
|  |                            | <b>4,001,829</b>                              | 3,329,991                              |
|  |                            | 港元<br>HK\$<br>(未經審核)<br><b>(Unaudited)</b>    | 港元<br>HK\$<br>(未經審核)<br>(Unaudited)    |
| 每股盈利 – 基本  | Earnings per share – Basic | 8   | 1.52                                   |
|  |                            |   | 1.56                                   |



## 綜合財務狀況表

## Consolidated Statement of Financial Position

於二零二四年六月三十日 At 30 June 2024

|                      |  |             | 二零二四年<br>六月三十日<br>30 June<br>2024<br>(未經審核)<br>(Unaudited)<br>千港元<br>HK\$'000 | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>(經審核)<br>(Audited)<br>千港元<br>HK\$'000 |
|----------------------|--|-------------|---|--|
|                      |  | 附註<br>NOTES |   |  |
| 非流動資產                | Non-current assets   |             |   |  |
| 物業、廠房及設備             | Property, plant and equipment  | 9           | 62,374,891  | 61,198,859   |
| 投資物業                 | Investment properties  |             | 888,658   | 913,030  |
| 使用權資產                | Right-of-use assets  | 10          | 4,649,528   | 4,755,028  |
| 於合營公司的權益             | Interests in joint ventures  |             | 17,823,636  | 17,655,331   |
| 於聯營公司的權益             | Interests in associates  |             | 4,566,900   | 4,646,000  |
| 指定為按公平值計入其他綜合收益的權益工具 | Equity instruments designated at fair value through other comprehensive income |             | 368,524   | 382,644  |
| 商譽                   | Goodwill   |             | 4,876,829   | 4,911,756  |
| 其他無形資產               | Other intangible assets  |             | 4,875,565   | 5,022,879  |
| 遞延稅項資產               | Deferred tax assets  |             | 592,346   | 608,779  |
| 向一間合營公司提供貸款          | Loans to a joint venture   | 11          | 1,896,389   | 1,909,907  |
| 購買資產按金               | Deposits for acquisition of assets   |             | 300,724   | 413,073  |
| 非流動資產總額              | Total non-current assets   |             | 103,213,990   | 102,417,286  |
| 流動資產                 | Current assets   |             |   |  |
| 存貨                   | Inventories  |             | 1,031,865   | 1,493,608  |
| 應收貿易賬款及其他應收款         | Trade and other receivables  | 12          | 20,875,512  | 20,896,233   |
| 合同工程相關資產             | Assets related to contract works   |             | 2,821,404   | 2,727,615  |
| 已抵押銀行存款及受限制現金        | Pledged bank deposits and restricted cash                                      |             | 176,236   | 357,875  |
| 銀行結餘及現金              | Bank balances and cash   |             | 11,568,360  | 9,978,468  |
| 流動資產總額               | Total current assets   |             | 36,473,377  | 35,453,799   |
| 流動負債                 | Current liabilities  |             |   |  |
| 應付貿易賬款及其他應付款         | Trade and other payables   | 13          | 31,208,418  | 35,868,589   |
| 合同負債                 | Contract liabilities   |             | 8,946,205   | 9,569,067  |
| 政府補助金                | Government grants  |             | 46,053  | 29,628   |
| 銀行及其他借款              | Bank and other borrowings  | 14          | 16,020,738  | 4,892,674  |
| 租賃負債                 | Lease liabilities  |             | 113,484   | 144,160  |
| 應付稅項                 | Taxation payable   |             | 721,722   | 604,816  |
| 流動負債總額               | Total current liabilities  |             | 57,056,620  | 51,108,934   |
| 流動負債淨額               | Net current liabilities  |             | (20,583,243)  | (15,655,135)   |
| 資產總值減流動負債            | Total assets less current liabilities  |             | 82,630,747  | 86,762,151   |

綜合財務狀況表  
Consolidated Statement of Financial Position

於二零二四年六月三十日 At 30 June 2024

|            |  |             | 二零二四年<br>六月三十日<br><b>30 June</b><br>2024<br>(未經審核)<br><b>(Unaudited)</b><br>千港元<br><b>HK\$'000</b> | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>(經審核)<br>(Audited)<br>千港元<br>HK\$'000 |
|------------|--|-------------|--|--|
|            |  | 附註<br>NOTES |  |  |
| 權益         | Equity                                       |             |  |  |
| 股本         | Share capital                                | 16          | <b>231,401</b>   | 231,401  |
| 儲備         | Reserves                                     |             | <b>41,384,767</b>  | 40,540,830   |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company |             | <b>41,616,168</b>  | 40,772,231   |
| 非控股權益      | Non-controlling interests                    |             | <b>23,288,186</b>  | 22,611,451   |
| 權益總額       | Total equity                                 |             | <b>64,904,354</b>  | 63,383,682   |
| 非流動負債      | Non-current liabilities                      |             |  |  |
| 政府補助金      | Government grants                            |             | <b>846,738</b>   | 819,489  |
| 銀行及其他借貸    | Bank and other borrowings                    | 14          | <b>11,592,572</b>  | 17,279,384   |
| 租賃負債       | Lease liabilities                            |             | <b>349,335</b>   | 328,030  |
| 中期票據       | Medium-term notes                            | 15          | <b>547,835</b>   | 551,740  |
| 其他長期負債     | Other long-term liabilities                  |             | <b>1,521,651</b>   | 1,362,969  |
| 遞延稅項負債     | Deferred tax liabilities                     |             | <b>2,868,262</b>   | 3,036,857  |
| 非流動負債總額    | Total non-current liabilities                |             | <b>17,726,393</b>  | 23,378,469   |
|            |  |             | <b>82,630,747</b>  | 86,762,151   |

楊平  
**YANG PING**  
董事  
DIRECTOR

黎小雙  
**LI XIAOSHUANG**  
董事  
DIRECTOR

## 綜合股本權益變動表

## Consolidated Statement of Changes in Equity

截至二零二四年六月三十日止六個月

For the six months ended 30 June 2024

|  |  | 本公司擁有人應佔                              |                   |                         |                     |                         |   |                    |                    |                      | 非控股<br>權益   | 股本總值                             |                 |
|--|--|---------------------------------------|-------------------|-------------------------|---------------------|-------------------------|---|--------------------|--------------------|----------------------|-------------|----------------------------------|-----------------|
|  |  | Attributable to owners of the Company |                   |                         |                     |                         |   |                    |                    |                      |             |                                  |                 |
|  |  | 股本                                    | 股份溢價*             | 繳入盈餘*                   | 資本儲備*               | 匯兌儲備*                   | 為獎勵計劃<br>持有之股份*                                     | 其他儲備*              | 合併儲備*              | 保留溢利*                | 小計          | Non-<br>controlling<br>interests | Total<br>equity |
|  |  | Share<br>capital                      | Share<br>premium* | Contributed<br>surplus* | Capital<br>reserve* | Translation<br>reserve* | Shares<br>held for<br>incentive<br>award<br>scheme* | Other<br>reserves* | Merger<br>reserve* | Retained<br>profits* | Sub-total   |                                  |                 |
|  |  | 千港元                                   | 千港元               | 千港元                     | 千港元                 | 千港元                     | 千港元   | 千港元                | 千港元                | 千港元                  | 千港元         | 千港元                              | 千港元             |
|  |  | HK\$' 000                             | HK\$' 000         | HK\$' 000               | HK\$' 000           | HK\$' 000               | HK\$' 000   | HK\$' 000          | HK\$' 000          | HK\$' 000            | HK\$' 000   | HK\$' 000                        | HK\$' 000       |
|  |  |                                       |                   | (附註a)<br>(Note a)       | (附註b)<br>(Note b)   |                         |   | (附註c)<br>(Note c)  | (附註d)<br>(Note d)  |                      |             |                                  |                 |
| 於二零二三年十二月三十一日  |  | At 31 December 2023 (audited)         |                   |                         |                     |                         |   |                    |                    |                      |             |                                  |                 |
|  | (經審核)  | 231,401                               | 10,038,588        | 2,126,341               | 236,689             | (3,983,295)             | (166,250)   | 5,728,543          | (8,727,518)        | 35,287,732           | 40,772,231  | 22,611,451                       | 63,383,682      |
| 期內溢利   | Profit for the period  | -                                     | -                 | -                       | -                   | -                       | -   | -                  | -                  | 3,456,742            | 3,456,742   | 1,036,676                        | 4,493,418       |
| 指定為以公平值計量且其<br>變動計入其他綜合收益的<br>權益工具的公平值變動<br>淨額(扣除稅項) | Net movement in fair value of<br>equity instruments designated<br>at fair value through other<br>comprehensive income, net of<br>tax | -                                     | -                 | -                       | -                   | -                       | -   | (4,540)            | -                  | 4,705                | 165         | 915                              | 1,080           |
| 換算產生的匯兌差額  | Exchange differences arising<br>on translation   | -                                     | -                 | -                       | -                   | (329,104)               | -   | -                  | -                  | -                    | (329,104)   | (163,565)                        | (492,669)       |
| 期內綜合收益總額   | Total comprehensive income<br>for the period   | -                                     | -                 | -                       | -                   | (329,104)               | -   | (4,540)            | -                  | 3,461,447            | 3,127,803   | 874,026                          | 4,001,829       |
| 非控股權益注資  | Capital contribution from<br>non-controlling interests   | -                                     | -                 | -                       | -                   | -                       | -   | -                  | -                  | -                    | -           | 15,626                           | 15,626          |
| 已付股息(附註7)  | Dividends paid (note 7)  | -                                     | -                 | (2,126,341)             | -                   | -                       | -   | -                  | -                  | (157,525)            | (2,283,866) | -                                | (2,283,866)     |
| 已付附屬公司非控股權益<br>股息                                    | Dividends paid to non-controlling<br>interests of subsidiaries   | -                                     | -                 | -                       | -                   | -                       | -   | -                  | -                  | -                    | -           | (212,917)                        | (212,917)       |
| 轉撥保留溢利   | Transfer from retained profits   | -                                     | -                 | -                       | -                   | -                       | -   | 128,120            | -                  | (128,120)            | -           | -                                | -               |
| 於二零二四年六月三十日  |  | At 30 June 2024 (unaudited)           |                   |                         |                     |                         |   |                    |                    |                      |             |                                  |                 |
|  | (未經審核)   | 231,401                               | 10,038,588        | -                       | 236,689             | (4,312,399)             | (166,250)   | 5,852,123          | (8,727,518)        | 38,463,534           | 41,616,168  | 23,288,186                       | 64,904,354      |

綜合股本權益變動表  
Consolidated Statement of Changes in Equity

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

|  |  | 本公司擁有人應佔<br>Attributable to owners of the Company |                  |                        |                    |                        |  |                   |                   |                     |             | 非控股<br>權益                        | 股本總值            |
|--|--|---|------------------|------------------------|--------------------|------------------------|--|-------------------|-------------------|---------------------|-------------|----------------------------------|-----------------|
|  |  | 股本  | 股份溢價             | 撥入盈餘                   | 資本儲備               | 匯兌儲備                   | 為獎勵計劃<br>持有之股份                           | 其他儲備              | 合併儲備              | 保留溢利                | 小計          | Non-<br>controlling<br>interests | Total<br>equity |
|  |  | Share<br>capital                                  | Share<br>premium | Contributed<br>surplus | Capital<br>reserve | Translation<br>reserve | Shares<br>held for<br>incentive<br>award | Other<br>reserves | Merger<br>reserve | Retained<br>profits | Sub-total   | Non-<br>controlling<br>interests | Total<br>equity |
|  |  | 千港元   | 千港元              | 千港元                    | 千港元                | 千港元                    | 千港元                                      | 千港元               | 千港元               | 千港元                 | 千港元         | 千港元                              | 千港元             |
|  |  | HK\$'000  | HK\$'000         | HK\$'000               | HK\$'000           | HK\$'000               | HK\$'000                                 | HK\$'000          | HK\$'000          | HK\$'000            | HK\$'000    | HK\$'000                         | HK\$'000        |
|  |  |   |                  | (附註a)                  | (附註b)              |                        |  | (附註c)             | (附註d)             |                     |             |                                  |                 |
|  |  |   |                  | (Note a)               | (Note b)           |                        |  | (Note c)          | (Note d)          |                     |             |                                  |                 |
| 於二零二二年十二月三十一日 At 31 December 2022 (audited)          |  |   |                  |                        |                    |                        |  |                   |                   |                     |             |                                  |                 |
|  | (經審核)  | 231,401   | 10,038,588       | 4,507,967              | 363,159            | (2,748,473)            | (166,250)                                | 5,196,286         | (8,727,518)       | 30,612,452          | 39,307,612  | 13,237,811                       | 52,545,423      |
| 期內溢利   | Profit for the period  | -   | -                | -                      | -                  | -                      | -  | -                 | -                 | 3,545,256           | 3,545,256   | 1,012,290                        | 4,557,546       |
| 指定為以公平值計量且其<br>變動計入其他綜合收益的<br>權益工具的公平值變動<br>淨額(扣除稅項) | Net movement in fair value of<br>equity instruments designated<br>at fair value through other<br>comprehensive income, net of<br>tax | -   | -                | -                      | -                  | -                      | -  | (590)             | -                 | -                   | (590)       | (500)                            | (1,090)         |
| 換算產生的匯兌差額  | Exchange differences arising on<br>translation   | -   | -                | -                      | -                  | (1,025,978)            | -  | -                 | -                 | -                   | (1,025,978) | (200,487)                        | (1,226,465)     |
| 期內綜合收益總額   | Total comprehensive income for<br>the period   | -   | -                | -                      | -                  | (1,025,978)            | -  | (590)             | -                 | 3,545,256           | 2,518,688   | 811,303                          | 3,329,991       |
| 非控股權益注資  | Capital contribution from non-<br>controlling interests  | -   | -                | -                      | -                  | -                      | -  | -                 | -                 | -                   | -           | 30,909                           | 30,909          |
| 收購附屬公司   | Acquisition of subsidiaries  | -   | -                | -                      | -                  | -                      | -  | -                 | -                 | -                   | -           | 4,002,769                        | 4,002,769       |
| 已付股息(附註7)  | Dividends paid (note 7)  | -   | -                | (2,041,394)            | -                  | -                      | -  | -                 | -                 | -                   | (2,041,394) | -                                | (2,041,394)     |
| 已付附屬公司非控股權益<br>股息                                    | Dividends paid to non-controlling<br>interests of subsidiaries   | -   | -                | -                      | -                  | -                      | -  | -                 | -                 | -                   | -           | (88,584)                         | (88,584)        |
| 轉撥保留溢利   | Transfer from retained profits   | -   | -                | -                      | -                  | -                      | -  | 101,101           | -                 | (101,101)           | -           | -                                | -               |
| 於二零二三年六月三十日 At 30 June 2023 (unaudited)              |  |   |                  |                        |                    |                        |  |                   |                   |                     |             |                                  |                 |
|  | (未經審核)   | 231,401   | 10,038,588       | 2,466,573              | 363,159            | (3,774,451)            | (166,250)                                | 5,296,797         | (8,727,518)       | 34,056,607          | 39,784,906  | 17,994,208                       | 57,779,114      |

## 綜合股本權益變動表

### Consolidated Statement of Changes in Equity

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

附註：

a. 根據本公司於二零一一年五月三十日召開的股東特別大會上批准的特別決議案，金額為7,388,600,000港元的股份溢價進賬額已作出削減並轉撥至繳入盈餘。繳入盈餘為可分配儲備並將用於支付股息及《1981年百慕達公司法》容許的其他用途。截至二零二四年六月三十日止六個月，2,126,341,000港元（截至二零二三年六月三十日止六個月：2,041,394,000港元）已用於支付股息。

b. 資本儲備來自就非控股權益調整的金額與就收購／出售於附屬公司的權益所支付／收取的代價之間的差額。

c. 其他儲備包括於中華人民共和國（「中國」）成立的附屬公司的指定為按公平值計入其他綜合收益的權益工具公平值變動、一般儲備、法定盈餘儲備、企業發展基金、法定公益金及酌情盈餘儲備以及以注資方式增加於附屬公司擁有權益方面本集團應佔資產淨值之變動。

一般儲備乃每年自若干附屬公司的除稅後溢利按5%至10%的基準分配，並由彼等各自的董事會根據各附屬公司組織章程細則自行釐定。該儲備僅供彌補虧損、撥充資本及擴充生產力和業務之用。

d. 合併儲備指(i)已付現金代價、視為分派至同系附屬公司及本公司所發行股份；與(ii)集團重組中已合併實體之已發行股本及溢價金額之間的差額。

\* 該等儲備賬目包括於綜合財務狀況表內的合併儲備41,384,767,000港元（二零二三年十二月三十一日：40,540,830,000港元）。

Notes:

a. Pursuant to the approval of a special resolution at the special general meeting of the Company on 30 May 2011, the amount of HK\$7,388,600,000 standing to the credit of share premium has been reduced and transferred to the contributed surplus. The contributed surplus is a distributable reserve and will be used for the payment of dividends and for such other purposes as allowed by the Companies Act 1981 of Bermuda. For the six months ended 30 June 2024, the amount of HK\$2,126,341,000 (for the six months ended 30 June 2023: HK\$2,041,394,000) has been used for the payment of dividends.

b. The capital reserve arose from the difference between the amount by which the non-controlling interests are adjusted and the consideration paid/received for the acquisition/disposal of interests in subsidiaries.

c. Other reserves comprise the changes in fair value of equity instruments designated at fair value through other comprehensive income, general reserve, statutory surplus reserve, enterprise expansion fund, statutory public welfare fund and discretionary surplus reserve of subsidiaries established in the People's Republic of China (the "PRC"), and the changes in net assets attributable to the Group in relation to the increase in ownership interests in subsidiaries through capital contribution.

The general reserve is appropriated each year on the basis of 5% to 10% of the profit after taxation of certain subsidiaries as determined by their board of directors in accordance with the articles of association of the subsidiaries. This reserve should only be used for making up losses, capitalization into capital and expansion of production and operation.

d. The merger reserve represented the difference between (i) the cash consideration paid, deemed distribution to a fellow subsidiary and shares issued by the Company; and (ii) the amount of issued capital and premium of the combined entities under group reorganisations.

\* These reserve accounts comprise the consolidated reserves of HK\$41,384,767,000 (31 December 2023: HK\$40,540,830,000) in the consolidated statement of financial position.



## 簡明綜合現金流量表

### Condensed Consolidated Cash Flow Statement

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

|                          |   | 二零二四年<br>2024<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) | 二零二三年<br>2023<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) |
|--------------------------|---|--|--|
| 經營業務所得現金淨額               | NET CASH FROM OPERATING ACTIVITIES  | <b>4,252,981</b>   | 4,756,323  |
| 投資業務                     | INVESTING ACTIVITIES  |  |  |
| 贖回其他存款所得款項               | Proceeds from redemption of other deposits  | <b>20,732,105</b>  | 19,670,681   |
| 提取／(存放)已抵押銀行存款           | Withdrawal/(placement) of pledged bank deposits   | <b>179,886</b>   | (3,830)  |
| 出售物業、廠房及設備所得款項           | Proceeds from disposal of property, plant and equipment                                 | <b>99,248</b>  | 31,012   |
| 已收聯營公司股息                 | Dividends received from associates  | <b>61,181</b>  | 19,388   |
| 已收合營公司股息                 | Dividends received from joint ventures  | <b>54,696</b>  | -  |
| 經營權、廠房及設備、<br>使用權資產及投資按金 | Deposits for operating rights, plant and equipment, right-of-use assets and investments | <b>6,586</b>   | 174,090  |
| 業務合併                     | Business combinations   | <b>(27,191)</b>  | 611,701  |
| 存放其他存款                   | Placement of other deposits   | <b>(21,182,835)</b>  | (19,975,351)   |
| 購置物業、廠房及設備的付款            | Payments for acquisition of property, plant and equipment                               | <b>(2,265,949)</b>   | (2,105,301)  |
| 向同系附屬公司提供的貸款墊款           | Advances of loans to fellow subsidiaries  | <b>(1,673,095)</b>   | (430,813)  |
| 使用權資產付款                  | Payments for right-of-use assets  | <b>(47,130)</b>  | (10,340)   |
| 於合營公司的投資                 | Investments in joint ventures   | <b>(5,395)</b>   | (1,565,819)  |
| 其他投資現金流量(淨額)             | Other investing cash flows (net)  | <b>206,609</b>   | 227,451  |
| 投資業務所用現金淨額               | NET CASH USED IN INVESTING ACTIVITIES   | <b>(3,861,284)</b>   | (3,357,131)  |
| 融資業務                     | FINANCING ACTIVITIES  |  |  |
| 新增銀行及其他貸款所得款項            | Proceeds from new bank and other loans  | <b>21,806,890</b>  | 18,969,893   |
| 非控股股東注資                  | Contribution from non-controlling shareholders  | <b>15,626</b>  | 30,909   |
| 償還銀行及其他借貸                | Repayments of bank and other loans  | <b>(16,352,769)</b>  | (2,647,796)  |
| 向中間控股公司作出的還款             | Repayment to an intermediate holding company  | <b>(3,800,000)</b>   | (2,500,000)  |
| 向同系附屬公司作出的還款             | Repayment to a fellow subsidiary  | -  | (2,238,960)  |
| 已付附屬公司非控股權益股息            | Dividends paid to non-controlling interests of subsidiaries                             | <b>(153,861)</b>   | (88,584)   |
| 租約款項的本金部分                | Principal portion of the lease payments   | <b>(93,314)</b>  | (79,959)   |
| 其他融資現金流量(淨額)             | Other financing cash flows (net)  | <b>(586,907)</b>   | (481,027)  |
| 融資業務所得現金淨額               | NET CASH FROM FINANCING ACTIVITIES  | <b>835,665</b>   | 10,964,476   |

簡明綜合現金流量表

Condensed Consolidated Cash Flow Statement

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

|              |  | 二零二四年<br><b>2024</b><br>千港元<br><b>HK\$'000</b><br>(未經審核)<br><b>(Unaudited)</b> | 二零二三年<br>2023<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) |
|--------------|--|--|---|
| 現金及現金等價物增加淨額 | NET INCREASE IN CASH AND CASH EQUIVALENTS                | <b>1,227,362</b>   | 12,363,668  |
| 期初現金及現金等價物   | Cash and cash equivalents at the beginning of the period | <b>9,978,468</b>   | 6,437,479   |
| 匯率變動的影響，淨額   | Effect of foreign exchange rate changes, net             | <b>(77,853)</b>  | (200,459)   |
| 期末現金及現金等價物   | CASH AND CASH EQUIVALENTS AT THE END OF PERIOD           | <b>11,127,977</b>  | 18,600,688  |

附註：

Note:

|                     |   | 二零二四年<br><b>2024</b><br>千港元<br><b>HK\$'000</b><br>(未經審核)<br><b>(Unaudited)</b> | 二零二三年<br>2023<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) |
|---------------------|---|--|---|
| 綜合財務狀況表內的銀行結餘及現金    | Bank balances and cash in the consolidated statement of financial position    | 11,568,360   | 18,600,688  |
| 減：存放期限在三個月以上的銀行存款   | Less: Deposits with banks with more than three months to maturity when placed | (440,383)  | -   |
| 簡明綜合現金流量表內的現金及現金等價物 | Cash and cash equivalents in the condensed consolidated cash flow statement   | 11,127,977   | 18,600,688  |

# 中期財務報告附註

## Notes to Interim Financial Report

二零二四年六月三十日 30 June 2024

### 1. 一般資料

本公司為一家於百慕達註冊成立的獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的中間母公司為於香港註冊成立的華潤（集團）有限公司（「中國華潤」），而其最終控股公司為於中國成立並由中國政府擁有及控制的中國華潤有限公司。

本集團主要在中國從事銷售及分銷氣體燃料及相關產品、燃氣接駁業務、綜合服務、設計及建設服務以及經營加氣站。

本集團的中期業績未經審核，但已經本公司的審核及風險管理委員會審閱。

### 2. 編製基準

本中期財務報告按照香港聯合交易所有限公司證券上市規則的適用披露規定編製，且遵守香港會計師公會（「香港會計師公會」）頒佈的《香港會計準則》（「香港會計準則」）第34號中期財務報告。本中期財務報告於二零二四年八月三十日授權刊發。

中期財務報告根據與二零二三年年度財務報表所採用的相同會計政策編製，惟預期於二零二四年年度財務報表中列報的會計政策變動除外。有關會計政策的任何變動詳情載於附註3。

管理層需在編製符合香港會計準則第34號的中期財務報告時作出會對會計政策的應用，以及資產和負債、收入和支出的報告數額構成影響的判斷、估計和假設。實際結果可能有別於估計數額。

### 1. GENERAL

The Company is a listed public company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's intermediate parent company is China Resources (Holdings) Company Limited, a company incorporated in Hong Kong and its ultimate holding company is China Resources Company Limited ("CRCL"), a company established in the PRC which is owned and controlled by the PRC government.

The Group is principally engaged in the sale and distribution of gas fuel and related products, gas connection operation, comprehensive services, design and construction services and gas stations operation in the PRC.

The interim results of the Group are unaudited and have been reviewed by the Company's Audit and Risk Management Committee.

### 2. BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 30 August 2024.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2023 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2024 annual financial statements. Details of any changes in accounting policies are set out in note 3.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

## 2. 編製基準 (續)

本中期財務報告包含簡明綜合財務報表及部分解釋性附註。這些附註包括對理解本集團自二零二三年年度財務報表以來的財務狀況和業績變化有重要意義的事件和交易的解釋。簡明綜合中期財務報表及其附註並不包括根據《香港財務報告準則》(「香港財務報告準則」)編製完整財務報表所需的全部資料。

中期財務報告未經審核，但已由畢馬威會計師事務所根據香港會計師公會頒佈的香港審閱工作準則第2410號，*實體獨立核數師對中期財務資料的審閱*，進行審閱。畢馬威會計師事務所致董事會的獨立審閱報告包含在第三十至三十一頁。

中期財務報告所載有關截至二零二三年十二月三十一日止財政年度的財務資料(作為比較資料)並不構成本公司於該財政年度的法定年度綜合財務報表，惟乃摘錄自該等財務報表。

於編製中期財務報告時，有見及於二零二四年六月三十日本集團的流動負債超逾其流動資產約20,583,243,000港元及本集團有資本承擔約127,738,000港元，本公司董事已審慎考慮本集團的未來流動資金狀況。於二零二四年六月三十日，本集團的銀行及其他借貸及中期票據合共約28,161,145,000港元，其中約16,020,738,000港元被分類為流動負債。

本公司董事認為，經計及本集團未動用的銀行融資37,579,135,000港元及內部錄得資金，本集團有充足營運資金可滿足其自二零二四年六月三十日起計未來十二個月的現時需求。因此，本中期財務報告以持續經營基準予以編製。

## 2. BASIS OF PREPARATION (CONTINUED)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2023 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG's independent review report to the Board of Directors is included on page 30-31.

The financial information relating to the financial year ended 31 December 2023 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements.

In preparing the interim financial report, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group's current liabilities exceeded its current assets by approximately HK\$20,583,243,000 and the Group has capital commitment of approximately HK\$127,738,000 as at 30 June 2024. As at 30 June 2024, the Group has bank and other borrowings, and medium-term notes totaling approximately HK\$28,161,145,000 of which approximately HK\$16,020,738,000 was classified as current liabilities.

The directors of the Company are of the opinion that, taking into account of unutilised banking facilities of HK\$37,579,135,000 and internally generated funds of the Group, the Group has sufficient working capital for its present requirements for the next twelve months from 30 June 2024. Accordingly, the interim financial report has been prepared on a going concern basis.

### 3. 會計政策變動

#### 新訂及經修訂香港財務報告準則

本集團已於本會計期間就本中期財務報告應用香港會計師公會頒佈的下列經修訂香港財務報告準則：

- 香港會計準則第1號的修訂，財務報告的呈列：負債分類為流動或非流動負債
- 香港會計準則第1號的修訂，財務報告的呈列：附帶契約的非流動負債
- 香港財務報告準則第16號的修訂，租賃：售後租回之租賃負債
- 香港會計準則第7號的修訂，現金流量表及香港財務報告準則第7號，金融工具：披露－供應商融資安排

該等修訂並無對本集團於本中期財務報告編製或呈列當期或過往期間的業績及財務狀況的方法產生重大影響。本集團尚未應用於本會計期間尚未生效的任何新準則或詮釋。

### 3. CHANGES IN ACCOUNTING POLICIES

#### New and amended HKFRSs

The Group has applied the following amended HKFRSs issued by the HKICPA to this interim financial report for the current accounting period:

- Amendments to HKAS 1, *Presentation of financial statements: Classification of liabilities as current or non-current*
- Amendments to HKAS 1, *Presentation of financial statements: Non-current liabilities with covenants*
- Amendments to HKFRS 16, *Leases: Lease liability in a sale and leaseback*
- Amendments to HKAS 7, *Statement of cash flows* and HKFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

#### 4. 收益及分類資料

為就資源分配及分類業績評估向本公司執行董事（即主要營運決策者）報告之資料，重點為交付貨物或提供服務的類型。

按照香港財務報告準則第8號，本集團的經營分類如下：

- (i) 銷售及分銷氣體燃料及相關產品 – 銷售天然氣及較少量住宅、商業和工業用液化石油氣
- (ii) 燃氣接駁 – 根據燃氣接駁合同建設燃氣管網
- (iii) 綜合服務 – 銷售燃氣器具、相關產品以及延伸服務
- (iv) 設計及建設服務 – 有關燃氣接駁項目的設計、建設、顧問及管理
- (v) 加氣站 – 於天然氣加氣站銷售氣體燃料

於達致本集團之呈報分類時，並無合併經營分類。

分類業績指各分類所賺取的除稅前溢利，但不包括雜項收入、利息收入、租金收入、財務成本、投資物業折舊、中央行政成本及董事薪金。此等為呈報予本公司執行董事用作收益分配及評估分類表現的方式。

#### 4. REVENUE AND SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's operating segments under HKFRS 8 are as follows:

- (i) Sale and distribution of gas fuel and related products – sale of natural gas and to a much lesser extent, liquefied petroleum gas for residential, commercial and industrial use
- (ii) Gas connection – construction of gas pipelines networks under gas connection contracts
- (iii) Comprehensive services – sales of gas appliances, related products and extended services.
- (iv) Design and construction services – design, construction, consultancy and management for gas connection projects
- (v) Gas stations – sale of gas fuel in natural gas filling stations

No operating segments have been aggregated in arriving at the reportable segments of the Group.

Segment results represent the profit before taxation earned by each segment, excluding sundry income, interest income, rental income, finance costs, depreciation of investment properties, central administrative costs and directors' salaries. This is the measure reported to the executive directors of the Company for the purpose of revenue allocation and assessment of segment performance.

#### 4. 收益及分類資料 (續)

本集團於回顧期間的分類收益及分類業績按經營及可報告分類分析如下：

截至二零二四年六月三十日止六個月

#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The following is an analysis of the Group's segment revenue and segment results by operating and reportable segments for the periods under review:

Six months ended 30 June 2024

|                |   | 銷售及分銷<br>氣體燃料及<br>相關產品<br>Sale and<br>distribution<br>of gas fuel<br>and related<br>products<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) |  |  |   |           | 合計<br>Total<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) |
|----------------|---|---|--|--|---|-----------|--|
|                |   | 燃氣接駁<br>Gas<br>connection<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited)  | 綜合服務<br>Comprehensive<br>services<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) | 設計及<br>建設服務<br>Design and<br>construction<br>services<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) | 加氣站<br>Gas<br>stations<br>千港元<br>HK\$' 000<br>(未經審核)<br>(Unaudited) |           |  |
| 分類收益           | Segment revenue   |   |  |  |   |           |  |
| — 外部銷售         | — external sales  | 45,923,708  | 3,016,023  | 1,765,090  | 335,500   | 1,035,266 | 52,075,587   |
| 分類業績           | Segment results   | 4,654,900   | 1,124,459  | 761,123  | 33,961  | 93,886    | 6,668,329  |
| 應佔合營公司業績       | Share of results of joint ventures                          |   |  |  |   |           | 286,261  |
| 應佔聯營公司業績       | Share of results of associates                              |   |  |  |   |           | 158,903  |
| 未分配收入          | Unallocated income  |   |  |  |   |           | 567,931  |
| 未分配開支          | Unallocated expenses  |   |  |  |   |           | (1,425,464)  |
| 財務成本(租賃負債利息除外) | Finance costs (other than interest on<br>lease liabilities) |   |  |  |   |           | (539,535)  |
| 除稅前溢利          | Profit before taxation                                      |   |  |  |   |           | 5,716,425  |



4. 收益及分類資料 (續)

截至二零二三年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Six months ended 30 June 2023

|                |  | 銷售及分銷<br>氣體燃料及<br>相關產品<br>Sale and<br>distribution<br>of gas fuel<br>and related<br>products<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 燃氣接駁<br>Gas<br>connection<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 綜合服務<br>Comprehensive<br>services<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 設計及<br>建設服務<br>Design and<br>construction<br>services<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 加氣站<br>Gas<br>stations<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 合計<br>Total<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) |
|----------------|--|--|---|---|---|--|---|
| 分類收益           | Segment revenue  |  |   |   |   |  |   |
| - 外部銷售         | - external sales   | 41,236,701   | 4,254,610   | 1,470,499   | 326,969   | 1,080,822  | 48,369,601  |
| 分類業績           | Segment results  | 3,509,041  | 1,592,332   | 623,234   | 47,588  | 107,244  | 5,879,439   |
| 應佔合營公司業績       | Share of results of joint ventures                       |  |   |   |   |  | 197,782   |
| 應佔聯營公司業績       | Share of results of associates                           |  |   |   |   |  | 230,292   |
| 未分配收入          | Unallocated income                                       |  |   |   |   |  | 1,143,112   |
| 未分配開支          | Unallocated expenses                                     |  |   |   |   |  | (1,433,073)   |
| 財務成本(租賃負債利息除外) | Finance costs (other than interest on lease liabilities) |  |   |   |   |  | (425,486)   |
| 除稅前溢利          | Profit before taxation                                   |  |   |   |   |  | 5,592,066   |

#### 4. 收益及分類資料 (續)

截至二零二三年六月三十日止六個月  
(續)

本集團的分類資產及分類負債按經營  
及可報告分類分析如下：

#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Six months ended 30 June 2023 (Continued)

The following is an analysis of the Group's segment assets and  
segment liabilities by operating and reportable segments:

|                    |   | 二零二四年<br>六月三十日<br>30 June<br>2024<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|--------------------|---|---|--|
| 分類資產：              | Segment assets:   |   |  |
| 銷售及分銷氣體燃料及<br>相關產品 | Sale and distribution of gas fuel and<br>related products | <b>84,716,768</b>   | 85,649,753   |
| 燃氣接駁               | Gas connection  | <b>4,998,218</b>  | 5,342,116  |
| 綜合服務               | Comprehensive services                                    | <b>819,458</b>  | 789,748  |
| 設計及建設服務            | Design and construction services                          | <b>826,380</b>  | 766,891  |
| 加氣站                | Gas stations  | <b>1,567,649</b>  | 1,780,576  |
|                    |   | <b>92,928,473</b>   | 94,329,084   |
| 於合營公司的權益           | Interests in joint ventures                               | <b>17,823,636</b>   | 17,655,331   |
| 於聯營公司的權益           | Interests in associates                                   | <b>4,566,900</b>  | 4,646,000  |
| 遞延稅項資產             | Deferred tax assets                                       | <b>592,346</b>  | 608,779  |
| 未分配公司資產(附註a)       | Unallocated corporate assets (note a)                     | <b>23,776,012</b>   | 20,631,891   |
|                    |   | <b>139,687,367</b>  | 137,871,085  |
| 分類負債：              | Segment liabilities:                                      |   |  |
| 銷售及分銷氣體燃料及<br>相關產品 | Sale and distribution of gas fuel and<br>related products | <b>18,528,181</b>   | 20,429,836   |
| 燃氣接駁               | Gas connection  | <b>12,600,539</b>   | 13,692,011   |
| 綜合服務               | Comprehensive services                                    | <b>375,237</b>  | 395,132  |
| 設計及建設服務            | Design and construction services                          | <b>3,125,779</b>  | 2,471,982  |
| 加氣站                | Gas stations  | <b>117,100</b>  | 156,468  |
|                    |   | <b>34,746,836</b>   | 37,145,429   |
| 應付稅項               | Taxation payable  | <b>721,722</b>  | 604,816  |
| 遞延稅項負債             | Deferred tax liabilities                                  | <b>2,868,262</b>  | 3,036,857  |
| 未分配公司負債(附註b)       | Unallocated corporate liabilities (note b)                | <b>36,446,193</b>   | 33,700,301   |
|                    |   | <b>74,783,013</b>   | 74,487,403   |

#### 4. 收益及分類資料 (續)

截至二零二三年六月三十日止六個月  
(續)

附註：

- a. 未分配公司資產指商譽、投資物業、指定按公平值計入其他綜合收益的權益工具、對合營企業的貸款、應收貿易賬款和其他應收款、已抵押銀行存款及受限制現金、其他存款以及銀行結餘及現金。
- b. 未分配公司負債指其他應付款、銀行及其他借貸、中期票據及其他長期負債。

#### 5. 稅項

綜合損益及其他綜合收益表中的稅項指：

#### 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Six months ended 30 June 2023 (Continued)

Notes:

- a. Unallocated corporate assets represent goodwill, investment properties, equity instruments designated at fair value through other comprehensive income, loans to a joint venture, trade and other receivables, pledged bank deposits and restricted cash, other deposits and bank balances and cash.
- b. Unallocated corporate liabilities represent other payables, bank and other borrowings, medium-term notes and other long-term liabilities.

#### 5. TAXATION

Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

|         |                           | 截至六月三十日止六個月              |             |
|---------|---------------------------|--------------------------|-------------|
|         |                           | Six months ended 30 June |             |
|         |                           | 二零二四年                    | 二零二三年       |
|         |                           | 2024                     | 2023        |
|         |                           | 千港元                      | 千港元         |
|         |                           | HK\$' 000                | HK\$' 000   |
|         |                           | (未經審核)                   | (未經審核)      |
|         |                           | (Unaudited)              | (Unaudited) |
| 即期稅項    | Current tax               |                          |             |
| 中國企業所得稅 | PRC Enterprise Income Tax | 1,357,984                | 939,311     |
| 遞延稅項    | Deferred taxation         | (134,977)                | 95,209      |
|         |                           | <b>1,223,007</b>         | 1,034,520   |

截至二零二四年六月三十日止六個月的香港利得稅根據估計應課稅溢利按稅率16.5% (二零二三年：16.5%) 計算。因本公司及於香港營運的附屬公司在兩個期間並無產生任何應課稅溢利，故並未於中期財務報告中就香港利得稅作出撥備。中國產生的利得稅根據應課稅溢利的適用稅率計算。

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) on the estimated assessable profits for the six months ended 30 June 2024. No provision for Hong Kong Profits Tax has been made in the interim financial report as the Company and subsidiaries operating in Hong Kong had no assessable profits for both periods. Profits tax arising in the PRC is calculated based on the applicable tax rates on assessable profits.

## 6. 期內溢利

## 6. PROFIT FOR THE PERIOD

|                             |   | 截至六月三十日止六個月              |             |
|-----------------------------|---|--------------------------|-------------|
|                             |   | Six months ended 30 June |             |
|                             |   | 二零二四年                    | 二零二三年       |
|                             |   | 2024                     | 2023        |
|                             |   | 千港元                      | 千港元         |
|                             |   | HK\$'000                 | HK\$'000    |
|                             |   | (未經審核)                   | (未經審核)      |
|                             |   | (Unaudited)              | (Unaudited) |
| 期內溢利已扣除／(計入)：               | Profit for the period has been arrived at after charging/(crediting):         |                          |             |
| 物業、廠房及設備折舊                  | Depreciation of property, plant and equipment                                 | 1,548,538                | 1,509,233   |
| 投資物業折舊                      | Depreciation of investment properties   | 17,242                   | 2,348       |
| 經營權攤銷(計入行政開支)               | Amortisation of operating rights<br>(included in administrative expenses)     | 131,096                  | 64,392      |
| 使用權資產攤銷                     | Amortisation of right-of-use assets   | 203,590                  | 117,010     |
| 出售物業、廠房及設備收益                | Gain on disposal of property, plant and equipment                             | (45,929)                 | (21,648)    |
| 金融及合同資產的減值淨值                | Impairment of financial and contract assets, net                              | 27,695                   | 214         |
| 以下各項之利息：                    | Interests on:   |                          |             |
| 超短期商業票據                     | Super short-term commercial papers  | —                        | 3,926       |
| 中期票據                        | Medium-term notes   | 7,956                    | 7,799       |
| 租賃負債                        | Lease liabilities   | 9,844                    | 8,398       |
| 銀行及其他借貸                     | Bank and other borrowings   | 522,932                  | 399,895     |
| 應付合營公司款項                    | Amounts due to joint ventures   | 407                      | 404         |
| 應付中間控股公司款項                  | Amount due to an intermediate holding company                                 | 4,344                    | 11,292      |
| 應付同系附屬公司款項                  | Amounts due to fellow subsidiaries  | —                        | 934         |
| 其他長期負債                      | Other long-term liabilities   | 3,896                    | 1,236       |
|                             |   | 549,379                  | 433,884     |
| 及經計入：                       | and after crediting:  |                          |             |
| 銀行及其他存款利息收入                 | Interest income from bank and other deposits                                  | 149,777                  | 136,735     |
| 來自存放於同系附屬公司的<br>銀行及其他存款利息收入 | Interest income from bank and other deposits<br>placed in a fellow subsidiary | 2,903                    | 6,298       |
| 來自聯營公司的利息收入                 | Interest income from associates   | 2,325                    | 924         |
| 來自合營公司的利息收入                 | Interest income from joint ventures   | 32,741                   | 35,859      |
| 來自向同系附屬公司提供的<br>貸款利息收入      | Interest income from loan to a fellow subsidiary                              | 29,013                   | 4,438       |
| 視作出售聯營公司的收入                 | Gain from deemed disposal of an associate                                     | —                        | 694,093     |

## 7. 股息

截至二零二四年六月三十日止六個月，本公司向其股東宣派截至二零二三年十二月三十一日止年度的末期股息每股100.69港仙，合共2,283,866,000港元，並於二零二四年六月三十日計入其他應付款及應計項目。

截至二零二三年六月三十日止六個月，本公司向其股東宣派並其後派付截至二零二二年十二月三十一日止年度的末期股息每股90港仙，合共2,041,394,000港元。

於二零二四年八月三十日，董事宣佈向於二零二四年九月十七日名列本公司股東名冊上的股東派付本中期期間的中期股息每股25港仙，合共為567,054,000港元（截至二零二三年六月三十日止六個月：每股15港仙，合共為340,232,000港元）。

## 7. DIVIDENDS

During the six months ended 30 June 2024, a dividend of 100.69 HK cents per share, totaling HK\$2,283,866,000, was declared by the Company to its shareholders as the final dividend for the year ended 31 December 2023 and included in other payables and accruals as at 30 June 2024.

During the six months ended 30 June 2023, a dividend of 90 HK cents per share, totaling HK\$2,041,394,000, was declared and subsequently paid by the Company to its shareholders as the final dividend for the year ended 31 December 2022.

On 30 August 2024, the directors declared an interim dividend in respect of the current interim period of 25 HK cents per share amounting to HK\$567,054,000 in aggregate (six months ended 30 June 2023: 15 HK cents per share amounting to HK\$340,232,000 in aggregate) that will be paid to shareholders whose names appear on the register of members of the Company on 17 September 2024.

## 8. 每股盈利

每股基本盈利乃按以下數據計算：

## 8. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on:

|               |   | 截至六月三十日止六個月              |               |
|---------------|---|--------------------------|---------------|
|               |   | Six months ended 30 June |               |
|               |   | 二零二四年                    | 二零二三年         |
|               |   | 2024                     | 2023          |
|               |   | 千港元                      | 千港元           |
|               |   | HK\$'000                 | HK\$'000      |
|               |   | (未經審核)                   | (未經審核)        |
|               |   | (Unaudited)              | (Unaudited)   |
| <b>盈利：</b>    | <b>Earnings:</b>                              |                          |               |
| 用以計算每股基本盈利的盈利 | Earnings for the purpose of basic earnings    |                          |               |
| (本公司擁有人應佔期內   | per share (profit for the period attributable |                          |               |
| 溢利)           | to owners of the Company)                     |                          |               |
|               |   | <b>3,456,742</b>         | 3,545,256     |
|               |   |                          |               |
|               |   | 二零二四年                    | 二零二三年         |
|               |   | 2024                     | 2023          |
| <b>股份數目：</b>  | <b>Number of shares:</b>                      |                          |               |
| 用以計算每股基本盈利的加權 | Weighted average number of shares in issue    |                          |               |
| 平均已發行股份數目減為獎  | less shares held for incentive award scheme   |                          |               |
| 勵計劃持有的股份      | for the purpose of basic earnings per share   |                          |               |
|               |   | <b>2,268,215,487</b>     | 2,268,215,487 |

由於兩個期間並無已發行潛在普通股，故並無呈列每股攤薄盈利。

No diluted earnings per share is presented as there were no potential ordinary shares in issue in both periods.

## 9. 物業、廠房及設備

截至二零二四年六月三十日止六個月，本集團於購置燃氣管道及在建工程方面分別支出20,408,000港元（截至二零二三年六月三十日止六個月：33,028,000港元）及2,513,240,000港元（截至二零二三年六月三十日止六個月：1,965,553,000港元）。

## 10. 使用權資產

於截至二零二四年六月三十日止六個月期間，本集團於預付土地租賃款項及其他使用權資產的添置分別為47,130,000港元（截至二零二三年六月三十日止六個月：39,923,000港元）及77,673,000港元（截至二零二三年六月三十日止六個月：80,700,000港元）。

## 11. 向一間合營公司提供貸款

向一間合營公司提供的貸款為無抵押，按五年期貸款市場報價利率（「貸款市場報價利率」）向下浮動20%（二零二三年十二月三十一日：按五年期貸款市場報價利率向下浮動20%）的年利率計息，貸款期限為五年。

## 9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group incurred a total cost of HK\$20,408,000 (six months ended 30 June 2023: HK\$33,028,000) and HK\$2,513,240,000 (six months ended 30 June 2023: HK\$1,965,553,000) on additions of gas pipelines and construction in progress, respectively.

## 10. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2024, the Group had additions to prepaid land lease payments and other right-of-use assets of HK\$47,130,000 (six months ended 30 June 2023: HK\$39,923,000) and HK\$77,673,000 (six months ended 30 June 2023: HK\$80,700,000), respectively.

## 11. LOANS TO A JOINT VENTURE

The loans to a joint venture are unsecured, bearing interests at a rate of the 5-year Loan Prime Rate ("LPR") floating downward 20% (31 December 2023: 5-year LPR floating downward 20%) per annum and the loan term is five years.



## 12. 應收貿易賬款及其他應收款

## 12. TRADE AND OTHER RECEIVABLES

|                 |   | 二零二四年<br>六月三十日<br>30 June<br>2024<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|-----------------|---|---|--|
| 應收貿易賬款          | Trade receivables   | 11,639,265  | 11,847,395   |
| 減值              | Impairment  | (446,444)   | (411,468)  |
|                 |   | <b>11,192,821</b>   | 11,435,927   |
| 應收合營公司款項(附註a)   | Amounts due from joint ventures (note a)                  | 1,012,318   | 433,893  |
| 應收聯營公司款項(附註b)   | Amounts due from associates (note b)                      | 290,694   | 150,100  |
| 應收非控股股東款項(附註c)  | Amounts due from non-controlling<br>shareholders (note c) | 114,223   | 186,740  |
| 應收同系附屬公司款項(附註d) | Amounts due from fellow subsidiaries (note d)             | 2,364,249   | 824,312  |
| 存款              | Deposits  | 690,929   | 830,866  |
| 預付款項            | Prepayments   | 4,871,953   | 6,690,904  |
| 其他應收款           | Other receivables   | 411,753   | 424,138  |
| 減值撥備            | Impairment allowance                                      | (73,428)  | (80,647)   |
|                 |   | <b>20,875,512</b>   | 20,896,233   |

附註：

Notes:

- a. 除應收合營公司款項79,383,000港元(二零二三年十二月三十一日：75,409,000港元)已宣派但未派付股息外，餘下結餘屬貿易性質。
- a. Except for the amounts due from joint ventures of HK\$79,383,000 (31 December 2023: HK\$75,409,000) which are declared but unpaid dividends, the remaining balances are in trade nature.
- b. 除應收聯營公司款項105,235,000港元(二零二三年十二月三十一日：105,937,000港元)為無抵押、按4.35厘(二零二三年十二月三十一日：4.35厘)的年利率計息及須於一年內償還外，餘下結餘屬貿易性質。
- b. Except for the amounts due from associates of HK\$105,235,000 (31 December 2023: HK\$105,937,000) which are unsecured, bearing interests at a rate of 4.35% (31 December 2023: 4.35%) per annum and repayable within one year, the remaining balances are in trade nature.
- c. 應收非控股股東款項屬貿易性質。
- c. Amounts due from non-controlling shareholders are in trade nature.
- d. 除應收同系附屬公司款項383,485,000港元(二零二三年十二月三十一日：463,462,000港元)及1,753,072,000港元(二零二三年十二月三十一日：無)為無抵押、分別按3.20厘(二零二三年十二月三十一日：3.20厘)及2.65厘(二零二三年十二月三十一日：無)的年利率計息及須於一年內償還外，餘下結餘屬貿易性質。
- d. Except for the amounts due from a fellow subsidiary of HK\$383,485,000 (31 December 2023: HK\$463,462,000) and HK\$1,753,072,000 (31 December 2023: nil) which are unsecured, bearing interest at a rate of 3.20% (31 December 2023: 3.20%) and 2.65% (31 December 2023: nil) per annum, respectively, and repayable within one year, the remaining balances are in trade nature.

## 12. 應收貿易賬款及其他應收款 (續)

本集團給予其客戶的信貸期一般為30天至90天。已扣除預期信貸虧損的應收貿易賬款的賬齡分析如下，基於發票日期或收益確認日期呈列：

## 12. TRADE AND OTHER RECEIVABLES (CONTINUED)

The Group generally allows credit periods ranging from 30 to 90 days to its customers. The following is an ageing analysis of trade receivables, net of expected credit loss, and is presented based on the invoice date or the revenue recognition date:

|          |                | 二零二四年<br>六月三十日<br>30 June<br>2024<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|----------|----------------|---|--|
| 0-90天    | 0 – 90 days    | 7,151,121   | 7,599,525  |
| 91-180天  | 91 – 180 days  | 724,794   | 258,442  |
| 181-365天 | 181 – 365 days | 1,002,182   | 1,436,956  |
| 365天以上   | Over 365 days  | 2,314,724   | 2,141,004  |
|          |                | <b>11,192,821</b>   | <b>11,435,927</b>  |

### 13. 應付貿易賬款及其他應付款

### 13. TRADE AND OTHER PAYABLES

|                 |   | 二零二四年<br>六月三十日<br>30 June<br>2024<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|-----------------|---|---|--|
| 應付貿易賬款          | Trade payables  | 13,382,458  | 14,435,105   |
| 應付合營公司款項(附註a)   | Amounts due to joint ventures (note a)                    | 70,133  | 99,912   |
| 應付聯營公司款項(附註b)   | Amounts due to associates (note b)                        | 176,642   | 53,259   |
| 應付非控股股東款項(附註c)  | Amounts due to non-controlling shareholders<br>(note c)   | 567,509   | 537,503  |
| 應付同系附屬公司款項(附註d) | Amounts due to fellow subsidiaries (note d)               | 54,667  | 16,346   |
| 應付中間控股公司款項(附註e) | Amount due to an intermediate holding<br>company (note e) | –   | 3,804,920  |
| 預收款項            | Receipts in advance                                       | 8,973,043   | 10,134,560   |
| 其他應付款及應計費用      | Other payables and accruals                               | 7,983,966   | 6,786,984  |
|                 |   | <b>31,208,418</b>   | <b>35,868,589</b>  |

附註：

Notes:

- a. 除應付合營公司款項65,384,000港元(二零二三年十二月三十一日：95,249,000港元)為無抵押、按介乎1.15厘至1.65厘(二零二三年十二月三十一日：1.15厘至1.65厘)不等的年利率計息及須於一年內償還外，結餘均屬貿易性質。
- a. Except for the amounts due to joint ventures of HK\$65,384,000 (31 December 2023: HK\$95,249,000) which are unsecured, bearing interests at rates ranging from 1.15% to 1.65% (31 December 2023: from 1.15% to 1.65%) per annum and are repayable within one year, the balances are in trade nature.
- b. 應付聯營公司款項屬貿易性質。
- b. Amounts due to associates are in trade nature.
- c. 除應付非控股股東款項29,528,000港元(二零二三年十二月三十一日：29,739,000港元)為無抵押、按4.28厘的年利率計息及須於三年到期時按求償還外，餘下結餘屬貿易性質。
- c. Except for amounts due to non-controlling shareholders of HK\$29,528,000 (31 December 2023: HK\$29,739,000) which are unsecured, bearing interest at a rate of 4.28% per annum and are repayable on demand with maturity of three years, the remaining balances are in trade nature.
- d. 應付同系附屬公司款項屬貿易性質。
- d. Amounts due to fellow subsidiaries are in trade nature.
- e. 除於二零二三年十二月三十一日應付中間控股公司款項3,800,000,000港元為無抵押、按香港銀行同業拆息率加年利率0.55厘計息及已於二零二四年一月償還外，餘下結餘屬貿易性質。
- e. Except for the amount due to an intermediate holding company of HK\$3,800,000,000 is unsecured and repaid in January 2024, bearing an interest of the Hong Kong Interbank Offered Rate plus 0.55% per annum as at 31 December 2023, the remaining balances are in trade nature.

### 13. 應付貿易賬款及其他應付款 (續)

應付貿易賬款於報告期末基於發票日期的賬齡分析呈列如下：

### 13. TRADE AND OTHER PAYABLES (CONTINUED)

The ageing analysis of trade payables is presented based on the invoice date at the end of the reporting period as follows:

|          |                | 二零二四年<br>六月三十日<br><b>30 June</b><br><b>2024</b><br>千港元<br><b>HK\$'000</b><br>(未經審核)<br><b>(Unaudited)</b> | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|----------|----------------|---|--|
| 0-90天    | 0 – 90 days    | <b>10,081,262</b>   | 10,939,344   |
| 91-180天  | 91 – 180 days  | <b>990,061</b>  | 893,948  |
| 181-365天 | 181 – 365 days | <b>700,335</b>  | 1,020,617  |
| 365天以上   | Over 365 days  | <b>1,610,800</b>  | 1,581,196  |
|          |                | <b>13,382,458</b>   | 14,435,105   |

採購商品的信貸期為7至180日。

The credit period on purchases of goods ranges from 7 to 180 days.

## 14. 銀行及其他借貸

## 14. BANK AND OTHER BORROWINGS

|                               |   | 二零二四年<br>六月三十日<br>30 June<br>2024<br>千港元<br>HK\$'000<br>(未經審核)<br>(Unaudited) | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|-------------------------------|---|---|--|
| 銀行貸款，無抵押                      | Bank loans, unsecured   | 27,556,016  | 22,082,504   |
| 銀行貸款，有抵押(附註a)                 | Bank loans, secured (note a)  | 57,294  | 66,971   |
| 其他貸款，有抵押(附註b)                 | Other loans, secured (note b)   | —   | 22,583   |
|                               |   | <b>27,613,310</b>   | 22,172,058   |
| 本集團的銀行及其他借貸須於<br>以下期間償還(附註c)： | The Group's bank and other borrowings are<br>repayable as follows (note c): |   |  |
| 一年內                           | Within one year   | <b>16,020,738</b>   | 4,892,674  |
| 多於一年但不超過兩年                    | More than one year, but not exceeding<br>two years                          | <b>9,356,302</b>  | 7,693,823  |
| 多於兩年但不超過五年                    | More than two years, but not exceeding<br>five years                        | <b>668,403</b>  | 8,873,101  |
| 多於五年                          | More than five years  | <b>1,567,867</b>  | 712,460  |
|                               |   | <b>27,613,310</b>   | 22,172,058   |
| 減：流動負債所示於一年內到期的<br>款項         | Less: Amount due within one year shown<br>under current liabilities         | <b>(16,020,738)</b>   | (4,892,674)  |
| 非流動負債所示於一年後到期的<br>款項          | Amount due after one year shown as non-<br>current liabilities              | <b>11,592,572</b>   | 17,279,384   |

附註：

Notes:

- 於二零二四年六月三十日，銀行融資16,435,000港元(二零二三年十二月三十一日：20,966,000港元)由銷售氣體燃料所得款項作抵押。於二零二四年六月三十日及二零二三年十二月三十一日，已悉數動用該銀行融資。餘下有抵押銀行貸款由若干附屬公司提供擔保。
- 於二零二三年十二月三十一日，本集團其他貸款22,583,000港元由本集團賬面值約22,583,000港元的若干物業廠房及設備作抵押。
- 到期款項乃根據貸款協議內所載的已定還款日釐定。

- As at 30 June 2024, the banking facility of HK\$16,435,000 (31 December 2023: HK\$20,966,000) was secured by the proceeds from the sale of gas fuel. This bank facility was fully utilised as at 30 June 2024 and 31 December 2023. The remaining secured bank loans are guaranteed by certain subsidiaries.
- As at 31 December 2023, the Group's other borrowings of HK\$22,583,000 were secured by the Group's certain property plant and equipment with carrying amount of approximately HK\$22,583,000.
- The amounts due are based on the repayment schedule set out in the loan agreements.

本集團的銀行及其他借貸的實際年利率介乎每年0.65厘至5.61厘(二零二三年十二月三十一日：0.65厘至4.75厘)。於二零二四年六月三十日，銀行及其他借貸的實際年利率加權平均數為2.45厘(二零二三年十二月三十一日：2.59厘)。

The effective annual interest rates on the Group's bank and other borrowings ranged from 0.65% to 5.61% (31 December 2023: 0.65% to 4.75%) per annum. The weighted average effective interest rate on bank and other borrowings was 2.45% (31 December 2023: 2.59%) per annum as at 30 June 2024.

## 15. 中期票據

於二零二二年十一月三日，重慶燃氣集團股份有限公司發行本金額為人民幣500,000,000元（相當於547,835,000港元）的中期票據，發行價為中期票據面值的100%。該等中期票據按息票率每年2.9厘計息，於到期時及按年付息，並將於二零二五年十一月三日期到。該等借貸為無抵押，實際年利率為2.9厘。

## 15. MEDIUM-TERM NOTES

On 3 November 2022, 重慶燃氣集團股份有限公司 issued medium-term notes with principal amount of RMB500,000,000 (equivalent to HK\$547,835,000) at an offer price of 100% of the face values of the medium-term notes. The medium-term notes bear coupon interest at 2.9% per annum, payable at maturity and annually in arrears and would be due on 3 November 2025. These borrowings were unsecured and carried effective interest rate of 2.9% per annum.

## 16. 股本

## 16. SHARE CAPITAL

|  |   | 股份數目<br>Number of<br>shares | 股份面值<br>Nominal value<br>of shares<br>千港元<br>HK\$'000 |
|--|---|-----------------------------|---|
| 每股面值0.10港元的股份                              | Shares of HK\$0.10 each                                 |                             |   |
| 法定：  | Authorised:   |                             |   |
| 於二零二三年一月一日、<br>二零二三年十二月三十一日<br>及二零二四年六月三十日 | At 1 January 2023, 31 December 2023 and<br>30 June 2024 | 10,000,000,000              | 1,000,000   |
| 已發行及繳足：                                    | Issued and fully paid:                                  |                             |   |
| 於二零二三年一月一日、<br>二零二三年十二月三十一日<br>及二零二四年六月三十日 | At 1 January 2023, 31 December 2023 and<br>30 June 2024 | 2,314,012,871               | 231,401   |

## 17. 金融工具的公平值計量

於各報告期末，本集團的部分金融資產乃按公平值計量。下表載列如何釐定該等金融資產公平值的資料（尤其是所使用的估值方法及輸入數據）。

## 17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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).

| 金融資產   | 於下列日期的公平值   |   | 公平值等級        | 估值方法及<br>主要輸入數據<br>Valuation<br>techniques<br>and key inputs | 重大不可觀察輸入數據<br>Significant<br>unobservable input                    | 不可觀察輸入數據與<br>公平值的關係<br>Relationship of<br>unobservable<br>inputs to fair value | 敏感度<br>Sensitivity   |
|--|---|---|--------------|--|--|--|--|
|  | 二零二四年<br>六月三十日<br>30 June 2024                    | 二零二三年<br>十二月三十一日<br>31 December 2023              |              |  |  |  |  |
| 指定為按公平值計入其他綜合收益的權益工具   | 上市股本證券—<br>55,538,000港元                           | 上市股本證券—<br>66,761,000港元                           | 第1級(i)       | 活躍市場所報買入價。   | 不適用  | 不適用  | 不適用  |
| Equity instruments designated at fair value through other comprehensive income | Listed equity securities –<br>HK\$55,538,000      | Listed equity securities –<br>HK\$66,761,000      | Level 1(i)   | Quoted bid prices in an active market.                       | N/A  | N/A  | N/A  |
| 指定為按公平值計入其他綜合收益的權益工具   | 非上市股本證券—<br>312,986,000港元                         | 非上市股本證券—<br>315,883,000港元                         | 第3級(iii)     | 估值倍數   | 同業平均市盈率(P/E)、市銷率(P/S)、市淨率(P/B)、企業價值/於扣除利息、稅項、折舊及攤銷前盈利(EV/EBITA)的倍數 | 倍數愈高，公平值愈高   | 倍數增加/減少5%可導致公平值增加/減少14,551,000港元<br>(二零二三年十二月三十一日：<br>14,686,000港元)  |
| Equity instruments designated at fair value through other comprehensive income | Non-listed equity securities –<br>HK\$312,986,000 | Non-listed equity securities –<br>HK\$315,883,000 | Level 3(iii) | Valuation multiples  | Average P/E, P/S, P/B, EV/EBITA multiples of peers                 | The higher the multiples, the higher the fair value                            | 5% increase/decrease in multiples would result in increase/decrease in fair value by HK\$14,551,000<br>(31 December 2023:<br>HK\$14,686,000) |
|  |   |   |              |  | 缺乏市場流動性折扣  | 折扣越高，公平值則越低  | 折扣增加/減少5%可導致公平值減少/增加6,050,000港元<br>(二零二三年十二月三十一日：<br>6,106,000港元)  |
|  |   |   |              |  | Discount for lack of marketability                                 | The higher the discount, the lower the fair value                              | 5% increase/decrease in discount would result in decrease/increase in fair value by HK\$6,050,000<br>(31 December 2023:<br>HK\$6,106,000)    |
| 按公平值計入其他綜合收益之債務投資  | 應收貿易賬款—<br>219,532,000港元                          | 應收貿易賬款—<br>155,681,000港元                          | 第2級(ii)      | 重大可觀察輸入數據  | 不適用  | 不適用  | 不適用  |
| Debt investments at fair value through other comprehensive income              | Trade receivables –<br>HK\$219,532,000            | Trade receivables –<br>HK\$155,681,000            | Level 2(ii)  | Significant observation inputs                               | N/A  | N/A  | N/A  |



## 17. 金融工具的公平值計量 (續)

公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- (i) 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- (ii) 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；
- (iii) 第三級輸入數據是資產或負債的不可觀察輸入數據。

於本期間及過往期間，第一級、第二級及第三級之間並無任何轉撥。

本公司董事認為，於中期財務報告按攤銷成本入賬的其他金融資產及金融負債的賬面值與其公平值相若。

金融資產及金融負債的公平值乃根據公認定價模式，按照貼現現金流量分析釐定。

管理層已評估，應收貿易賬款及票據的公平值與其賬面值相若，很大程度由於該等工具的到期期限較短。

## 17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

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

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

There were no transfers between Level 1, 2 and 3 in the current period and prior period.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the interim financial report approximate to their fair values.

The fair values of financial assets and financial liabilities have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Management has assessed that the fair values of trade and bills receivables approximate to their carrying amounts is largely due to the short-term maturities of these instruments.

## 18. 承擔

## 18. COMMITMENTS

|                       |  | 二零二四年<br>六月三十日<br><b>30 June</b><br><b>2024</b><br>千港元<br><b>HK\$'000</b><br>(未經審核)<br><b>(Unaudited)</b> | 二零二三年<br>十二月三十一日<br>31 December<br>2023<br>千港元<br>HK\$'000<br>(經審核)<br>(Audited) |
|-----------------------|--|---|--|
| 已訂約但未於中期財務報告中撥備的資本承擔： | Capital commitments contracted for but not provided in the interim financial report: |   |  |
| 投資                    | Investments  | <b>4,500</b>  | 142,790  |
| 購置物業、廠房及設備以及使用權資產     | Acquisition of property, plant and equipment and right-of-use assets                 | <b>123,238</b>  | 293,985  |
|                       |  | <b>127,738</b>  | 436,775  |

## 19. 關連人士披露

### 與關連人士的交易／結餘

除中期財務報告附註11、12及13所載的關連人士結餘外，本集團於期內與關連人士進行下列重大交易：

## 19. RELATED PARTY DISCLOSURES

### Transactions/balances with related parties

In addition to the related party balances set out in notes 11, 12 and 13 to the interim financial report, the Group entered into the following material transactions with related parties during the period:

|               |  | 截至六月三十日止六個月              |             |
|---------------|--|--------------------------|-------------|
|               |  | Six months ended 30 June |             |
|               |  | 二零二四年                    | 二零二三年       |
|               |  | 2024                     | 2023        |
|               |  | 千港元                      | 千港元         |
|               |  | HK\$'000                 | HK\$'000    |
|               |  | (未經審核)                   | (未經審核)      |
|               |  | (Unaudited)              | (Unaudited) |
|               | 附註   |                          |             |
|               | NOTES  |                          |             |
| 與聯營公司的交易      | Transactions with associates                                   |                          |             |
| 銷售貨品          | Sales of goods   | a                        | 70,009      |
| 購買貨品          | Purchase of goods  | b                        | 37,355      |
| 來自貸款之利息收入     | Interest income from loans                                     | e                        | 2,325       |
| 與合營公司的交易      | Transactions with joint ventures                               |                          |             |
| 銷售貨品          | Sales of goods   | a                        | 2,653,733   |
| 購買貨品          | Purchase of goods  | b                        | 75,617      |
| 利息收入          | Interest income  | e                        | 32,741      |
| 利息開支          | Interest expenses  | e                        | 407         |
| 與同系附屬公司的交易    | Transactions with fellow subsidiaries                          |                          |             |
| 銷售貨品          | Sales of goods   | a                        | 229,404     |
| 銀行及其他存款利息收入   | Interest income from bank and other deposits                   | d                        | 2,903       |
| 貸款利息收入        | Interest income from loans                                     | e                        | 29,013      |
| 利息開支          | Interest expenses  | e                        | —           |
| 租金開支          | Rental expenses  | c                        | 16,290      |
| 與附屬公司非控股股東的交易 | Transactions with non-controlling shareholders of subsidiaries |                          |             |
| 銷售貨品          | Sales of goods   | a                        | 215,194     |
| 購買貨品          | Purchase of goods  | b                        | 559,773     |
| 與中間控股公司的交易    | Transactions with an intermediate holding company              |                          |             |
| 利息開支          | Interest expenses  | e                        | 4,344       |

## 19. 關連人士披露 (續)

### 與關連人士的交易 / 結餘 (續)

附註：

- a. 向聯營公司、合營公司、同系附屬公司及附屬公司非控股股東進行的銷售根據向本集團主要客戶提供的已發佈價格及條件作出。
- b. 向聯營公司、合營公司及附屬公司非控股股東進行的購買根據聯營公司、合營公司及附屬公司非控股股東向其主要客戶提供的已發佈價格及條件作出。
- c. 支付予同系附屬公司及非控股股東的租金開支乃根據市場租金作出。
- d. 於二零二四年六月三十日，本集團於本公司同系附屬公司珠海華潤銀行股份有限公司存入銀行及其他存款1,200,145,000港元(二零二三年：1,469,909,000港元)，該等存款計入銀行結餘及現金。
- e. 來自聯營公司、合營公司、同系附屬公司、附屬公司非控股股東及中間控股公司的貸款利息收入及開支乃按中國人民銀行所公佈於該相同期間的人民幣貸款基準利率及香港銀行同業拆息率(「HIBOR」)計得，惟以下各項除外：應收同系附屬公司款項383,485,000港元(二零二三年十二月三十一日：463,462,000港元)按年利率介乎3.20%計息，及1,753,072,000港元(二零二三年十二月三十一日：無)按年利率介乎2.65%計息，應付合營公司款項65,384,000港元(二零二三年十二月三十一日：95,249,000港元)按利率1.15%至1.65%計息，及向合營公司提供的貸款1,896,389,000港元(二零二三年十二月三十一日：1,909,907,000港元)按5年期貸款市場報價年利率減20%的浮動貸款利率計息。

## 19. RELATED PARTY DISCLOSURES (CONTINUED)

### Transactions/balances with related parties (Continued)

Notes:

- a. The sales to associates, joint ventures, fellow subsidiaries and non-controlling shareholders of subsidiaries were made according to the published prices and conditions offered to the major customers of the Group.
- b. The purchases from associates, joint ventures and non-controlling shareholders of subsidiaries were made according to the published prices and conditions offered by the associates, the joint ventures and the non-controlling shareholders of subsidiaries to their major customers.
- c. The rental expenses to the fellow subsidiaries and the non-controlling shareholders were made according to the market rents.
- d. On 30 June 2024, the Group placed bank and other deposits of HK\$1,200,145,000 (2023: HK\$1,469,909,000) with China Resources Bank of Zhuhai Co., Ltd., a fellow subsidiary of the Company, and these deposits were included in bank balances and cash.
- e. The interest income and expenses from loans from associates, joint ventures, fellow subsidiaries, non-controlling shareholders of subsidiaries and intermediate holding companies were made according to the benchmark interest rate for RMB loans over the same period announced by the People's bank of China and Hong Kong Interbank Offered Rate ("HIBOR"), except for amounts due from a fellow subsidiaries of HK\$383,485,000 (31 December 2023: HK\$463,462,000) which bears interest at rates ranging from 3.20% per annum, and HK\$1,753,072,000 (31 December 2023: nil) which bears interest at rates ranging from 2.65% per annum, amounts due to joint ventures of HK\$65,384,000 (31 December 2023: HK\$95,249,000) which bearing interest at rates ranging from 1.15% to 1.65% and loans to a joint venture of HK\$1,896,389,000 (31 December 2023: HK\$1,909,907,000) which bears interest at a floating loan rate of the 5-year LPR downward 20% per annum.

## 19. 關連人士披露 (續)

### 與關連人士的交易 / 結餘 (續)

除與母公司及其附屬公司的交易 (已於中期財務報告的其他附註披露) 外, 本集團亦與中國政府直接或間接控制、共同控制或施加重大影響力的實體在日常業務過程中進行業務, 包括有關其大部分銀行存款及相應利息收入、若干銀行及其他借貸以及相應財務成本、大部分採購及部分燃氣銷售的業務。本公司董事認為與該等政府相關實體進行交易, 屬於正常商業營運, 並根據市場條款進行。本集團亦已制定其定價策略, 而該等策略並不倚賴對手方是否為政府相關實體。

### 本集團主要管理人員酬金

|        |                          |       |       |
|--------|--------------------------|-------|-------|
| 短期福利   | Short-term benefits      | 5,669 | 7,906 |
| 僱員退休福利 | Post-employment benefits | 570   | 631   |
| 酬金總額   | Total compensation       | 6,239 | 8,537 |

## 19. RELATED PARTY DISCLOSURES (CONTINUED)

### Transactions/balances with related parties (Continued)

Apart from the transactions with the parent company and its subsidiaries which have been disclosed in other notes to the interim financial report, the Group also conducts businesses with entities directly or indirectly controlled, jointly controlled or significantly influenced by the PRC government in the ordinary course of business, including businesses regarding the majority of its bank deposits and the corresponding interest income, certain bank and other borrowings and the corresponding finance costs, a large portion of purchases and part of the sales of gas. The directors of the Company consider the transactions with these government-related entities are within normal business operations and are carried out on market terms. The Group has established its pricing strategies and these strategies do not depend on whether or not the counterparties are government-related entities.

### Compensation of key management personnel of the Group

截至六月三十日止六個月

#### Six months ended 30 June

二零二四年 二零二三年

2024

2023

千港元

千港元

HK\$'000

HK\$'000

(未經審核)

(未經審核)

(Unaudited)

(Unaudited)

|        |                          |       |       |
|--------|--------------------------|-------|-------|
| 短期福利   | Short-term benefits      | 5,669 | 7,906 |
| 僱員退休福利 | Post-employment benefits | 570   | 631   |
| 酬金總額   | Total compensation       | 6,239 | 8,537 |

# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. YANG Ping (*Chairman*)  
(Appointed as the chairman of the Board  
and resigned as the Chief Executive Officer  
on 16 August 2024)  
Mr. LI Xiaoshuang

### Non-executive Directors

Mr. WANG Chuandong (*Chairman*)  
(Retired on 16 August 2024)  
Mr. WANG Gaoqiang  
Mr. LIU Jian  
Ms. GE Lu

### Independent Non-executive Directors

Mr. WONG Tak Shing  
Mr. YU Hon To, David  
Mr. YANG Yuchuan  
Mr. LI Pok Yan

## AUDIT AND RISK MANAGEMENT COMMITTEE

Mr. YU Hon To, David (*Chairman*)  
Mr. WONG Tak Shing  
Mr. LIU Jian  
Mr. YANG Yuchuan

## REMUNERATION COMMITTEE

Mr. WONG Tak Shing (*Chairman*)  
Mr. YU Hon To, David  
Mr. LI Pok Yan

## NOMINATION COMMITTEE

Mr. YANG Ping (*Chairman*)  
(Appointed on 16 August 2024)  
Mr. WANG Chuandong (*Chairman*)  
(Retired on 16 August 2024)  
Mr. WONG Tak Shing  
Mr. YU Hon To, David  
Mr. YANG Yuchuan

## CORPORATE GOVERNANCE COMMITTEE

Mr. YANG Ping (*Chairman*)  
Mr. WONG Tak Shing  
Mr. YANG Yuchuan

## AUTHORISED REPRESENTATIVES

Mr. YANG Ping  
Mr. WANG Chuandong (*Retired on 16 August 2024*)

## COMPANY SECRETARY

Ms. CHENG Kwai Yuk

## REGISTERED OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

## PRINCIPAL PLACE OF BUSINESS

Room 1901-02  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

## LEGAL ADVISOR

Reed Smith Richards Butler

## AUDITOR

KPMG  
Certified Public Accountants  
Public Interest Entity Auditor  
registered in accordance with the Accounting and  
Financial Reporting Council Ordinance

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

# 華潤燃氣控股有限公司

## China Resources Gas Group Limited

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