



**中國基礎能源控股有限公司**  
**China Primary Energy Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8117)**

**INTERIM RESULTS ANNOUNCEMENT  
FOR THE SIX MONTHS ENDED 30 JUNE 2024**

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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**HIGHLIGHTS**

Total revenue was approximately HK\$88,713,000 for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately HK\$95,369,000), representing a decrease of approximately 7% from the corresponding period of last year.

Loss attributable to owners of the Company amounted to approximately HK\$10,740,000 (six months ended 30 June 2023: loss of approximately HK\$7,087,000).

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

**UNAUDITED RESULTS**

The board of Directors (the “Board”) of China Primary Energy Holdings Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2024 together with the comparative figures as follows. The consolidated interim financial statements of the Group have not been audited but have been reviewed by the audit committee of the Company.

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

		<b>Six months ended</b>	
		<b>30 June</b>	
		<b>2024</b>	2023
	<i>Notes</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
Revenue	2	<b>88,713</b>	95,369
Other income and gains and losses	3	<b>1,850</b>	2,276
Changes in inventories of finished goods		<b>(66,332)</b>	(71,881)
Staff costs, including directors' remuneration		<b>(10,353)</b>	(10,279)
Depreciation		<b>(8,253)</b>	(7,125)
Amortisation of other intangible assets		<b>(189)</b>	(189)
Reversal of impairment loss on trade receivables, net		–	1,103
Other operating expenses	5	<b>(11,555)</b>	(10,254)
Finance costs	4	<b>(5,104)</b>	(6,145)
Loss before income tax	5	<b>(11,223)</b>	(7,125)
Income tax	6	–	–
Loss for the period		<b>(11,223)</b>	(7,125)
Attributable to:			
Owners of the Company		<b>(10,740)</b>	(7,087)
Non-controlling interests		<b>(483)</b>	(38)
Loss for the period		<b>(11,223)</b>	(7,125)

		<b>Six months ended</b>	
		<b>30 June</b>	
		<b>2024</b>	2023
	<i>Note</i>	<b>HK\$'000</b>	<b>HK\$'000</b>
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		<u>(8,201)</u>	<u>(16,497)</u>
Other comprehensive income for the period		<u>(8,201)</u>	<u>(16,497)</u>
Total comprehensive income for the period		<u><u>(19,424)</u></u>	<u><u>(23,622)</u></u>
Total comprehensive income attributable to:			
Owners of the Company		<u>(17,860)</u>	<u>(21,411)</u>
Non-controlling interests		<u>(1,564)</u>	<u>(2,211)</u>
		<u><u>(19,424)</u></u>	<u><u>(23,622)</u></u>
Loss per share	8		
– Basic and diluted		<u><u>HK\$(0.01)</u></u>	<u><u>HK\$(0.007)</u></u>

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		<b>30 June 2024</b>	31 December 2023
	<i>Notes</i>	<i>HK\$'000</i> <b>(Unaudited)</b>	<i>HK\$'000</i> <b>(Audited)</b>
<b>Non-current assets</b>			
Property, plant and equipment		<b>418,861</b>	419,105
Investment properties		<b>194,921</b>	199,610
Goodwill		<b>14,942</b>	15,302
Other intangible assets		–	168
Prepayment for property, plant and equipment		<b>2,706</b>	3,959
Equity instruments measured at fair value through other comprehensive income (“FVTOCI”)		<b>14,537</b>	8,946
<b>Total non-current assets</b>		<b>645,967</b>	647,090
<b>Current assets</b>			
Inventories		<b>7,014</b>	8,060
Trade receivables	<i>10</i>	<b>6,659</b>	18,974
Other receivables, deposits and prepayments		<b>45,377</b>	50,491
Investments held for trading		<b>75</b>	27
Cash and cash equivalents		<b>41,535</b>	30,644
<b>Total current assets</b>		<b>100,660</b>	108,196
<b>Total assets</b>		<b>746,627</b>	755,286
<b>Current liabilities</b>			
Trade payables	<i>11</i>	<b>16,108</b>	12,570
Contract liabilities, other payables and accruals		<b>22,851</b>	34,005
Loans from a major shareholder		<b>943</b>	943
Lease liabilities		<b>825</b>	1,709
Bank borrowings	<i>12</i>	<b>67,699</b>	67,642
Tax payable		<b>8,550</b>	8,682
<b>Total current liabilities</b>		<b>116,976</b>	125,551
<b>Net current liabilities</b>		<b>(16,316)</b>	(17,355)

		<b>30 June 2024</b>	31 December 2023
	<i>Notes</i>	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
		<b>(Unaudited)</b>	<b>(Audited)</b>
<b>Non-current liabilities</b>			
Contract liabilities, other payables and accruals		<b>23,898</b>	25,056
Loans from a major shareholder		<b>43,645</b>	41,819
Deferred tax liabilities		<b>23,698</b>	24,268
Lease liabilities		<b>2,886</b>	2,955
Bank borrowings	<i>12</i>	<b>254,334</b>	235,023
<b>Total non-current liabilities</b>		<b>348,461</b>	329,121
<b>Total liabilities</b>		<b>465,437</b>	454,672
<b>NET ASSETS</b>		<b>281,190</b>	300,614
<b>Equity</b>			
Share capital	<i>13</i>	<b>63,999</b>	63,999
Reserves		<b>172,713</b>	190,573
<b>Equity attributable to owners of the Company</b>		<b>236,712</b>	254,572
<b>Non-controlling interests</b>		<b>44,478</b>	46,042
<b>TOTAL EQUITY</b>		<b>281,190</b>	300,614

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Equity attributable to owners of the Company									
	Share capital <i>HK\$'000</i>	Share premium account <i>HK\$'000</i>	Statutory surplus reserve <i>HK\$'000</i>	Exchange translation reserve <i>HK\$'000</i>	Property revaluation reserve <i>HK\$'000</i>	Financial assets at FVTOCI reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non-controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
<b>Balance at 31 December 2022 and at 1 January 2023 (audited)</b>	63,999	727,375	5,109	19,620	34,512	5,261	(569,898)	285,978	49,440	335,418
Loss for the period	-	-	-	-	-	-	(7,087)	(7,087)	(38)	(7,125)
Other comprehensive income:										
Exchange differences on translation of foreign operations	-	-	-	(14,324)	-	-	-	(14,324)	(2,173)	(16,497)
Total comprehensive income	-	-	-	(14,324)	-	-	(7,087)	(21,411)	(2,211)	(23,622)
<b>Balance at 30 June 2023 (unaudited)</b>	<u>63,999</u>	<u>727,375</u>	<u>5,109</u>	<u>5,296</u>	<u>34,512</u>	<u>5,261</u>	<u>(576,985)</u>	<u>264,567</u>	<u>47,229</u>	<u>311,796</u>

	Equity attributable to owners of the Company									
	Share capital <i>HK\$'000</i>	Share premium account <i>HK\$'000</i>	Statutory surplus reserve <i>HK\$'000</i>	Exchange translation reserve <i>HK\$'000</i>	Property revaluation reserve <i>HK\$'000</i>	Financial assets at FVTOCI reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non-controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
<b>Balance at 31 December 2023 and at 1 January 2024 (audited)</b>	63,999	727,375	6,628	10,844	34,512	131	(588,917)	254,572	46,042	300,614
Loss for the period	-	-	-	-	-	-	(10,740)	(10,740)	(483)	(11,223)
Other comprehensive income:										
Exchange differences on translation of foreign operations	-	-	-	(7,120)	-	-	-	(7,120)	(1,081)	(8,201)
Total comprehensive income	-	-	-	(7,120)	-	-	(10,740)	(17,860)	(1,564)	(19,424)
<b>Balance at 30 June 2024 (unaudited)</b>	<u>63,999</u>	<u>727,375</u>	<u>6,628</u>	<u>3,724</u>	<u>34,512</u>	<u>131</u>	<u>(599,657)</u>	<u>236,712</u>	<u>44,478</u>	<u>281,190</u>

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months ended <b>30 June 2024</b> <i>HK\$'000</i>	Six months ended 30 June 2023 <i>HK\$'000</i>
Net cash generated from operating activities	22,002	16,290
Net cash used in investing activities	(27,134)	(39,015)
Net cash generated from financing activities	16,090	55,596
Net increase in cash and cash equivalents	10,958	32,871
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>30,644</b>	<b>33,159</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>(67)</b>	<b>(1,366)</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>41,535</b>	<b>64,664</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>		
Cash at bank and in hand	<b>41,535</b>	<b>64,664</b>



# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. BASIS OF PRESENTATION AND PRINCIPAL ACCOUNTING POLICIES

The Company is a limited liability company incorporated in the Cayman Islands, as an exempted company under the Companies Law (2001 Revision) of the Cayman Islands on 5 September 2001. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is Room 518, 5/F, Tower B, New Mandarin Plaza, 14 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The Company's shares are listed on the GEM of the Stock Exchange.

The principal activity of the Company is investment holding. The Group engages in the transmission and distribution of natural gas, sales of heat and biomass gasification related products and property investment primarily in the People's Republic of China ("PRC").

The unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards issued by Hong Kong Institute of Certified Public Accountants ("HKICPA"), Hong Kong Accounting Standards ("HKASs") and interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. The financial statements have been prepared under the historical cost convention except for certain financial instruments, which are measured at fair values.

The unaudited condensed consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The accounting policies adopted in the unaudited condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2023.

In this reporting period, the Group had applied for the first time, a number of new HKFRSs issued by the HKICPA that are effective for accounting periods beginning on or after 1 January 2024. The adoption of the new HKFRSs has had no material effect on how the results and financial position for the current or prior accounting periods as prepared and presented.

## 2. REVENUE

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

	Six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue from contracts with customers		
Transmission and distribution of natural gas	66,941	75,170
Sale of heat and biomass gasification related products	13,652	12,499
Revenue from other sources		
Gross rental income	8,120	7,700
	<u>88,713</u>	<u>95,369</u>

## 3. OTHER INCOME AND GAINS AND LOSSES

	Six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Bank interest income	108	622
Sundry income	1,694	1,556
Foreign exchange losses, net	–	105
Fair value loss on investments held for trading	48	(7)
	<u>1,850</u>	<u>2,276</u>

## 4. FINANCE COSTS

	Six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest on bank loans and other borrowings	2,462	3,711
Interest on loans from a major shareholder	2,490	2,367
Interest on lease liabilities	152	67
	<u>5,104</u>	<u>6,145</u>

## 5. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	Six months ended	
	30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Depreciation of property, plant and equipment		
– owned	7,299	6,319
– right-of-use assets	954	806
	<u>8,253</u>	<u>7,125</u>
Items included in other operating expenses:		
Short-term lease expenses	372	233
Building management fees for self-used office premises	220	180
Investment property management fees	1,316	1,326
Entertainment and trip expenses	1,493	1,323
Legal and professional fees	666	321
Research and development expenses	1,130	220
Motor vehicle expenses	1,052	1,000
Other tax expenses	1,755	1,599
	<u>1,755</u>	<u>1,599</u>

## 6. INCOME TAX

	Six months ended	
	30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Total income tax for the period	<u>–</u>	<u>–</u>

No provision has been made for Hong Kong profits tax as the Group has no assessable profit arising from Hong Kong subsidiaries during the current and prior periods.

In accordance with the PRC Enterprise Income Tax Law approved by the National People's Congress on 16 March 2007 and became effective from 1 January 2008, the Company's subsidiaries in the PRC are subject to enterprise income tax ("EIT") at the unified EIT rate of 25%.

## 7. DIVIDEND

The board of directors does not recommend the payment of any dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

## 8. LOSS PER SHARE

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

	<b>Six months ended</b>	
	<b>30 June</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Loss		
Loss for the period attributable to owners of the Company	<u><b>(10,740)</b></u>	<u><b>(7,087)</b></u>
	<b>Six months ended</b>	
	<b>30 June</b>	
	<b>Number of shares</b>	
	<b>2024</b>	<b>2023</b>
	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares in issue	<u><b>1,023,987</b></u>	<u><b>1,023,987</b></u>

The computation of diluted loss per share for the six months ended 30 June 2024 and 2023 does not assume the exercise of the Company's outstanding share options during the periods since their exercise price exceeds average market price during 2024 and 2023.

Accordingly, the basic and diluted loss per share for the six months ended 30 June 2024 and 2023 are the same.

## 9. REPORTABLE SEGMENTS

For the six months ended 30 June 2024

	Transmission and distribution of natural gas <i>HK\$'000</i> (Unaudited)	Sales of heat and biomass gasification related products <i>HK\$'000</i> (Unaudited)	Property investment <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Revenue from external customers	<u>66,941</u>	<u>13,652</u>	<u>8,120</u>	<u>88,713</u>
Reportable segment profit/(loss)	<u>1,124</u>	<u>(2,531)</u>	<u>2,186</u>	<u>779</u>
Reportable segment assets	<u>362,588</u>	<u>103,984</u>	<u>223,398</u>	<u>689,970</u>
Reportable segment liabilities	<u>(323,489)</u>	<u>(27,368)</u>	<u>(38,602)</u>	<u>(389,459)</u>
Other segment information:				
Bank interest income	103	1	3	107
Unallocated				<u>1</u>
Total bank interest income				<u>108</u>
Depreciation	(4,249)	(756)	(3,009)	(8,014)
Unallocated				<u>(239)</u>
Total depreciation				<u>(8,253)</u>
Amortisation of other intangible assets	(189)	–	–	(189)
Additions to non-current assets	20,306	917	320	<u>21,543</u>

For the six months ended 30 June 2023

	Transmission and distribution of natural gas <i>HK\$'000</i> (Unaudited)	Sales of heat and biomass gasification related products <i>HK\$'000</i> (Unaudited)	Property investment <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Revenue from external customers	<u>75,170</u>	<u>12,499</u>	<u>7,700</u>	<u>95,369</u>
Reportable segment profit/(loss)	<u>1,239</u>	<u>1,492</u>	<u>(2,849)</u>	<u>(118)</u>
Reportable segment assets	<u>264,989</u>	<u>105,873</u>	<u>234,634</u>	<u>605,496</u>
Reportable segment liabilities	<u>(190,712)</u>	<u>(27,871)</u>	<u>(47,842)</u>	<u>(266,425)</u>
Other segment information:				
Bank interest income	183	5	8	196
Unallocated				<u>426</u>
Total bank interest income				<u>622</u>
Depreciation	(4,252)	(630)	(1,841)	(6,723)
Unallocated				<u>(402)</u>
Total depreciation				<u>(7,125)</u>
Amortisation of other intangible assets	(189)	–	–	(189)
Additions to non-current assets	51,472	4,138	185	<u>55,795</u>

## 10. TRADE RECEIVABLES

	<b>30 June 2024</b>	31 December 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	(Audited)
Trade receivables	<b>12,538</b>	24,994
Less: provision for impairment	<b>(5,879)</b>	(6,020)
	<b>6,659</b>	18,974

(a) The group granted a credit period of 3 and 5 working days after the billing date to customers relating to sale of biomass gasification related products and transmission and distribution of natural gas respectively. For the sale of heat business, no credit period is granted to customers. For the business of property investment, tenants are required to pay rentals, generally 1 to 3 months, in advance. The Group sets a maximum credit limit for each customer and seeks to maintain strict control over its outstanding receivables. The sales department and the management of the responsible department for the sales together perform the credit control function to minimise credit risk. Overdue balances are reviewed and followed up regularly by senior management.

(b) The table below reconciled the provision for impairment loss of trade receivables for the period:

	<b>30 June 2024</b>	31 December 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	(Audited)
At beginning of the period/year	<b>6,020</b>	8,161
(Reversal of impairment loss)/impairment loss, net	–	(1,100)
Amount written off as uncollectible	–	(849)
Exchange realignment	<b>(141)</b>	(192)
	<b>5,879</b>	6,020

- (c) An ageing analysis of the trade receivables (net of impairment loss) as at the end of reporting period, based on the invoice dates, is as follows:

	<b>30 June 2024 HK\$'000 (Unaudited)</b>	31 December 2023 HK\$'000 (Audited)
Within 30 days	5,992	18,362
31 – 60 days	80	149
61 – 90 days	17	73
Over 90 days	570	390
	<u>6,659</u>	<u>18,974</u>

- (d) An ageing analysis of trade receivables (net of impairment loss) that are neither individually nor collectively considered to be impaired is as follows:

	<b>30 June 2024 HK\$'000 (Unaudited)</b>	31 December 2023 HK\$'000 (Audited)
Not past due	<u>1,292</u>	<u>17,857</u>
Less than 31 days past due	4,764	654
31 – 60 days past due	34	73
61 – 90 days past due	70	73
Over 90 days but less than 1 year past due	429	291
More than 1 year past due	70	26
	<u>5,367</u>	<u>1,117</u>
	<u>6,659</u>	<u>18,974</u>



## 11. TRADE PAYABLES

An ageing analysis of trade payables, based on the invoice dates, is as follows:

	<b>30 June 2024 HK\$'000 (Unaudited)</b>	31 December 2023 HK\$'000 (Audited)
Within 30 days	7,992	7,745
31 – 60 days	1,139	749
61 – 90 days	2,382	630
Over 90 days	4,595	3,446
	<u>16,108</u>	<u>12,570</u>

## 12. BANK BORROWINGS AND LOAN FACILITIES

The Group had the following interest-bearing borrowings at the end of the reporting period:

	<b>30 June 2024 HK\$'000 (Unaudited)</b>	31 December 2023 HK\$'000 (Audited)
<b>Current</b>		
– secured bank term loans	63,401	66,432
– unsecured bank loans	4,298	1,210
	<u>67,699</u>	<u>67,642</u>
<b>Non-current</b>		
– secured bank term loans	245,739	226,221
– secured bank revolving loans	8,595	8,802
	<u>254,334</u>	<u>235,023</u>
<b>Total</b>	<u>322,033</u>	<u>302,665</u>

The bank loans were secured by the following:

- (i) Certain investment properties;
- (ii) Certain property, plant and equipment;
- (iii) Corporate guarantee by a subsidiary of the Company;
- (iv) Corporate guarantee by a non-controlling shareholder;
- (v) Corporate guarantees by certain independent third parties;
- (vi) Legal charge over properties of Ms. Ma Zheng, a major shareholder and director of the Company; and
- (vii) Personal guarantees by a director of a subsidiary of the Company, Mr. Wei Bu Ti, and his spouse.

As at 30 June 2024, the effective interest rate of the interest-bearing borrowing was 4.113% per annum (2023: 4.624% per annum).

The carrying amounts of all borrowings are carried at amortised cost and approximate their fair values which carry interest at fixed rates.

The carrying amounts of the borrowings are denominated in RMB.

### 13. SHARE CAPITAL

	<b>Number of Shares '000</b>	<b>Amount HK\$'000</b>
Authorised:		
Ordinary shares of HK\$0.0625 each at 31 December 2023, 1 January 2024 and 30 June 2024	1,920,000	120,000
	<u>1,920,000</u>	<u>120,000</u>
Issued and fully paid:		
Ordinary shares of HK\$0.0625 each at 31 December 2023, 1 January 2024 and 30 June 2024	1,023,987	63,999
	<u>1,023,987</u>	<u>63,999</u>

#### 14. OPERATING LEASES

##### As lessor

At the end of each reporting period, the undiscounted lease payments receivable by the Group in future periods in respect of leased properties under non-cancellable lease as follows:

	<b>30 June</b> <b>2024</b> <i>HK\$'000</i> <b>(Unaudited)</b>	31 December 2023 <i>HK\$'000</i> (Audited)
Within one year	<b>15,198</b>	17,022
Later than one year and not later than two years	<b>12,192</b>	12,756
Later than two years and not later than three years	<b>13,765</b>	14,799
Later than three years and not later than four years	<b>11,406</b>	12,110
Later than four years and not later than five years	<b>8,181</b>	10,074
Over five years	<b>15,845</b>	21,614
	<b>76,587</b>	88,375

#### 15. CAPITAL COMMITMENTS

	<b>30 June</b> <b>2024</b> <i>HK\$'000</i> <b>(Unaudited)</b>	31 December 2023 <i>HK\$'000</i> (Audited)
Contracted for but not provided: – acquisition of property, plant and equipment	<b>50,361</b>	61,249

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW AND FUTURE OUTLOOK**

Total revenue of the Group for the six months ended 30 June 2024 decreased slightly by 7% when compared to the corresponding period in 2023. Such slight decrease was mainly due to decrease in natural gas price in 2024 which in turn reduced the revenue of certain operations of the Group and the relative weak performance of Renminbi in 2024.

In the first half of 2024, the international economic situation shows some important trends and challenges. The economy of United States of America (the “USA”) showed stable growth in the first half of 2024, with an annual gross domestic product (“GDP”) growth rate of approximately 2.9%. However, growth was slower than expected due to weaker consumption and negative contributions from net trade. Economic growth in the Eurozone is slow, with GDP growth in the first quarter being only 0.5%. Despite the strong performance of the services sector, manufacturing continued to be weak.

On the other hand, the economy of The People’s Republic of China (the “PRC”) grew by approximately 5.0% in the first half of 2024. Although the weak real estate market and slow consumption recovery remain major challenges, manufacturing and domestic demand continue to grow. Nevertheless, in 2024, the political and trade conflicts between the PRC and the USA was becoming more intensive. However, the result of the Group was not adversely affect due to the increase in demand of the clean energy in the PRC which was an important factor that motivated the growth of the natural gas business of the Group.

The natural gas business is still the core business of the Group. Operation of the natural gas business segment continued to be stable in 2024. The government of the PRC is implementing the policies to encourage the use of clean energy in the PRC and the board (the “Board”) of directors (the “Director(s)”) considered the prospect of natural gas business is bright. Those policies included the use of natural gas for vehicles and industrial users, the set up of the natural gas network department, etc. The Group operated the natural gas business in various areas and provinces in the PRC in 2024. Our customers are mostly industrial customers.

The construction of Yichang China Primary Natural Gas Utilisation Company Limited<sup>#</sup> (“China Primary Utilisation”) was completed and commenced its formal operation in 2024. On 5 August 2024, China Primary Utilisation entered into the Natural Gas Transmission Agreement with Yichang City Yiling District China Primary Thermal Power Co. Limited<sup>#</sup> (“Yiling China Primary Thermal Power”), pursuant to which China Primary Utilisation agreed to provide Natural Gas Transmission Services to Yiling China Primary Thermal Power for a term of three years commencing from the date of the Natural Gas Transmission Agreement and will contribute considerable revenue and profit to the Group.

The biomass gasification heating supply business in Huaining County, Anhui Province grew stable in 2024. With the great demand of heat supply in the relevant area in Huaining County, the Group expects the segment will generate considerable revenue for the Group. In 2024, part of the factory construction was not yet finished, the revenue generated was not able to cover the operating costs yet. At such, loss was incurred in 2024 for this segment. The situation is expected to be improved upon the completion of the construction which leads to full operation and increase in revenue of this segment.

The property investment business in Yichang contributed stable cash inflow to the Group during the period under review. The area of our investment properties is the industrial park for manufacturing of vehicle which was developed by the Yichang government. Therefore, all of our tenants are manufacturers of vehicle parts. Since the industry is supported and developed by the Yichang government, we believe the property investment business will continue to be one of the major segments of the Group.

Overall, despite facing multiple challenges, the global economy has shown some recovery momentum in the first half of 2024, but in the future we still need to pay attention to the impact of geopolitical risks and the high interest rate environment. Luckily, the impact of the global economic situation to the Group was not so direct and significant as our business of natural gas distribution and property investment relied more on customers' internal demand and natural gas is necessity. Nevertheless, the Company will closely monitor the situation and assess if there is any impact on the Group's operations and operating results.

In view of the unstable global political and economic condition, the Board and management will be more careful and prudent in managing the operations of the Group. In the meantime, the Board has been exploring possible investing opportunities to increase the Company's value.

## **FINANCIAL REVIEW**

Total revenue was approximately HK\$88,713,000 for the six months ended 30 June 2024, which represented a decrease of approximately 7% when compared with approximately HK\$95,369,000 in the corresponding period of last year's total revenue. The Board believes that revenue of the Group will be improved with the growing of the clean energy business, especially the Yichang operation in 2024.

For the six months ended 30 June 2024, unaudited loss before income tax was approximately HK\$11,223,000 (six months ended 30 June 2023: loss of approximately HK\$7,125,000). The loss attributable to owners of the Company was approximately HK\$10,740,000 (six months ended 30 June 2023: loss of approximately HK\$7,087,000). The loss was increased when compared to the corresponding period of last year mainly because of decrease in natural gas price in 2024 which in turn reduced the revenue of certain operations of the Group and the relative weak performance of Renminbi in 2024. In the current economic environment, the Board will continue to exercise stringent cost control and maintain a low and effective overheads structure and prudently utilise the Group's corporate resources to create wealth for the shareholders.

## **BUSINESS OUTLOOK AND PROSPECTS**

From 2024 onwards, the Board is optimistic that the Group will perform much better with the commencement of operation of the natural gas project in Yichang of the energy segment. Currently, the energy segment mainly consists of the natural gas business and biomass gasification heating business. The Group has developed a natural gas sales network of certain scale. The network is still expanding and with the clean energy policy carried out by the PRC government, the management believes the natural gas business will grow steadily under the current economic environment and significant revenue will be contributed by the natural gas business. The energy segment will expand and continue to be the core business segment of the Group.

The land and properties in Yichang will continue to be let out to generate stable rental income.

### **Liquidity and financial resources**

As at 30 June 2024, the Directors anticipated that the Group has adequate financial resources to meet its ongoing operations and future development.

### **Funding activities**

Save as disclosed above, the Company did not carry out any fund raising activities during the period under review.

### **Employee information**

As at 30 June 2024, the Group has 9 full-time employees working in Hong Kong and 147 full-time employees working in the PRC respectively. The total of employee remuneration, including remuneration of the Directors, for the six months ended 30 June 2024 amounted to approximately HK\$10,353,000. The Group remunerates its employees based on their performance, experience and the prevailing industry practice.

### **Capital structure**

The ordinary shares of the Company were initially listed on the GEM of the Stock Exchange on 13 December 2001. As at 30 June 2024, the issued share capital of the Company was made up of 1,023,987,439 ordinary shares of HK\$0.0625 each.

### **Significant investments**

Save as disclosed above, for the period under review, the Group had no other significant investments.

### **Material acquisition and disposal of subsidiaries and affiliated companies/future plans for material investments**

Save as disclosed above, the Group did not have any material acquisition and disposal of subsidiaries and affiliated companies during the six months ended 30 June 2024.

### **Segment information**

Details have been set out in note 9 under “Notes to the unaudited condensed consolidated financial statements” and further elaborated under “Business review and future outlook” of this section.

### **Charge on group assets and contingent liabilities**

As at 30 June 2024, certain of the Group’s investment properties and land and buildings were pledged as security for the Group’s bank borrowing, and the Group did not have any significant contingent liabilities.

### **Gearing ratio**

As at 30 June 2024, current assets of the Group amounted to approximately HK\$100,660,000 which included cash and bank balances of approximately HK\$5,336,000 and approximately RMB33,692,000 (equivalent to HK\$36,199,000), while current liabilities stood at approximately HK\$116,976,000. The Group has external borrowings of approximately HK\$322,033,000. Equity attributable to owners of the Company amounted to approximately HK\$236,712,000. In this regard, the Group was in a net assets position and had a gearing ratio of approximately 136% (borrowings to equity attributable to owners of the Company) as of 30 June 2024.

### **Exposure to fluctuations in exchange rates**

Sales and payment of the Group are denominated in Hong Kong dollars and Renminbi (“RMB”). The Group’s cash and bank deposit were mainly denominated in Hong Kong dollars and RMB, and the business is mainly operated in the PRC. The only foreign currency exposure comes mainly from the funds movement between Hong Kong and the PRC. Exchange risk is not significant as the Group conducts business in PRC and does not have import and export business. No hedging or other alternatives had been implemented for foreign currency exposure. However, the Group will continue to monitor closely the exchange rate movements and will enter into hedging arrangements in future if necessary.

### **DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 30 June 2024, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

The approximate percentage of interests set out below is based on 1,023,987,439 ordinary shares in issue as at 30 June 2024.

Long position in the ordinary shares of HK\$0.0625 each in the Company as at 30 June 2024:

<b>Name of Directors</b>	<b>Number of ordinary shares held</b>		<b>Approximate percentage of interests</b>
	<b>Type of interests</b>	<b>Number of ordinary shares</b>	
Ms. Ma Zheng	Beneficial	372,721,632	36.40%
Mr. Yuan Geng	Beneficial	20,350,633	1.99%

Save as disclosed above, as at 30 June 2024, none of the Directors and chief executive of the Company had any other interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporations, within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.



## **SHARE OPTION**

A share option scheme (the “Share Option Scheme”) was adopted by the shareholders of the Company at the annual general meeting of the Company (the “2022 AGM”) held on 17 May 2022 (the “Adoption Date”).

The Share Option Scheme which complies with Chapter 23 of the GEM Listing Rules. The Share Option Scheme is valid and effective for a period of ten years commencing on the Adoption Date.

The purpose of the Share Option Scheme is to provide incentives and/or rewards to Eligible Participants (as defined below) for their contribution to the growth of the Group and continuing efforts to promote the interests of the Group, and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants.

The definition of Eligible Participants in the Share Option Scheme include full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary) and any suppliers, consultants, agents and advisers who, in the reasonable discretion of the Board, has contributed or may contribute to the Group eligible for options (the “Options”) under the Share Option Scheme.

Whilst the scope of the Eligible Participants does not limit to the employees and directors of the Group, the Company considers that there can be circumstances when the other Eligible Participants would make contribution to the Group. As the purpose of the Share Option Scheme is to recognise contributions made and to be made to the growth and development of the Group, the Company is of the view that the wide scope of Eligible Participants will allow flexibility to provide incentives to those Eligible Participants who will contribute to the Group. Granting Options to suppliers and agents of the Group will assist the Group to build its business network and consultants and advisers of the Group may provide valuable advices to the Group and they can be eligible to the Options in light of such advices. The Company will not grant Options to persons who would not or may not contribute to the Group.

The rules of the Share Option Scheme provide that the Company may specify the Eligible Participants to whom Options shall be granted, the number of Shares subject to each Option and the date on which the Options shall be granted. The basis for determining the subscription price is also specified precisely in the rules of the Share Option Scheme. There is no performance target specified in the Share Option Scheme. The Directors consider that the aforesaid criteria and rules will serve to preserve the value of the Company and encourage Eligible Participants to acquire proprietary interests in the Company.

Subject to the obtaining of Shareholders' approval with respect to the adoption of the Share Option Scheme at the 2022 AGM, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and another other schemes must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date unless the Company obtains a fresh approval from Shareholders to renew the 10% Scheme Mandate Limit (as defined in the Share Option Scheme) on the basis that the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme together with any Options outstanding and yet to be exercised under the Share Option Scheme and any other schemes shall not exceed 30% of the issued share capital of the Company from time to time. Having taken into accounts of the outstanding Options, which are less than 10% of the total number of shares in issue, the Company is of the view that the 30% threshold requirement can be met.

The exercise price for shares under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a Business Day, (ii) the average of the closing prices of the shares as stated in the daily quotations sheets of the Stock Exchange for the five Business Days immediately preceding the date of grant; and (iii) the nominal value of the share on the date of grant. The life of the Share Option Scheme shall be for ten years commencing from the Adoption Date. A nominal value of HK\$1.00 is payable on acceptance of each grant of share options.

No Options were granted by the Company and no Options were exercised during the period under review. No Options were outstanding as at 30 June 2024.

#### **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY**

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 June 2024, the Company had been notified that the following substantial shareholders having the following interests and short positions, being 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, in the Company. These interests are shown in addition to those disclosed above in respect of the Directors and chief executives:

The approximate percentage of interests set out below is based on 1,023,987,439 ordinary shares in issue as at 30 June 2024.

Long position in the ordinary shares of HK\$0.0625 each in the Company as at 30 June 2024:

Name of shareholders	Type of interests	Number of the shares held	Approximate percentage of interests
Ms. Guo Xiuqin	Corporate	123,867,678	12.10%
Tung Shing Energy Investment Limited	Corporate	123,867,678	12.10%
Excel Sino Investments Limited	Beneficial ( <i>Note 1</i> )	123,867,678	12.10%
Mr. Ji Shengzhi	Corporate	110,000,000	10.74%
Ms. Lu Ke	Corporate	110,000,000	10.74%
Ultra Vantage Holdings Limited	Beneficial ( <i>Note 2</i> )	110,000,000	10.74%
萬科企業股份有限公司	Corporate	93,089,767	9.09%
成都萬科房地產有限公司	Corporate	93,089,767	9.09%
Chogori Investment (Hong Kong) Limited	Corporate	93,089,767	9.09%
Winsteria (BVI) Company Limited	Corporate	93,089,767	9.09%
Winmaxi (BVI) Company Limited	Beneficial ( <i>Note 3</i> )	93,089,767	9.09%

*Notes:*

- Excel Sino Investments Limited, a company incorporated in the British Virgin Islands with limited liability, is beneficially owned as to 80% by Tung Shing Energy Investment Limited, a company incorporated in the British Virgin Islands (which in turn is 100% beneficially owned by Ms. Guo Xiuqin), and as to the remaining 20% by an independent investor. Tung Shing Energy Investment Limited and Ms. Guo Xiuqin are deemed to be interested in these underlying shares under SFO.
- Ultra Vantage Holdings Limited, a company incorporated in Samoa with limited liability, is jointly owned by Ms. Lu Ke and Mr. Ji Shengzhi. Ms. Lu Ke and Mr. Ji Shengzhi are deemed to be interested in these underlying shares under SFO.

3. Winmaxi (BVI) Company Limited (“Winmaxi”) is a company incorporated in the British Virgin Islands with limited liability and is a subsidiary of China Vanke Co., Ltd.# (萬科企業股份有限公司), a company listed on The Stock Exchange of Hong Kong Limited.

Winmaxi is wholly-owned by Winsteria (BVI) Company Limited, which in turn is wholly-owned by Chogori Investment (Hong Kong) Limited, which in turn is wholly-owned by 成都萬科房地產有限公司, while 成都萬科房地產有限公司 is a controlling subsidiary of 萬科企業股份有限公司.

Save as disclosed above, as at 30 June 2024, the Directors are not aware of any other person (other than the Directors or chief executive of the Company) who had an interest or short position in the shares and underlying shares which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or who had an interest, directly or indirectly, in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or any other substantial shareholders whose interests or short position were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### **DIRECTORS’ RIGHTS TO ACQUIRE SHARES**

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### **COMPETITION AND CONFLICT OF INTERESTS**

During the period under review, none of the Directors, significant shareholders, substantial shareholders and any of their respective associates had engaged in any business that competed or might compete directly or indirectly, with the business of the Group, or had or might have any other conflicts of interest with the Group.

### **AUDIT COMMITTEE**

The Company established an audit committee (the “Audit Committee”) with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provisions D.3.3 and D.3.7 of the Corporate Governance Code. The primary role and function of the Audit Committee, among other things, are to (i) review the financial controls, internal controls and risk management systems of the Group; (ii) review and monitor the external auditors’ independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and (iii) review the financial statements and the quarterly, interim and annual reports of the Group. During the period under review, the Audit Committee comprises three members, Mr. Wan Tze Fan Terence, Mr. Chung Chin Keung and Mr. Sung Ren Keh who are the independent non-executive Directors of the Company. The Audit Committee has reviewed the Group’s unaudited results for the six months ended 30 June 2024 and has provided advice and comments thereon.

## **REMUNERATION COMMITTEE**

The remuneration committee of the Company (the “Remuneration Committee”) was established on 1 June 2005. The primary role and function of the Remuneration Committee is to consider and recommend to the Board on the Group’s remuneration policy and structure for the remuneration of all executive Directors and senior management and to review and determine the remuneration packages of the executive Directors and senior management. During the period under review, the Remuneration Committee comprises three members, Mr. Chung Chin Keung, Mr. Wan Tze Fan Terence and Mr. Sung Ren Keh who are the independent non-executive Directors of the Company.

## **NOMINATION COMMITTEE**

The nomination committee of the Company (the “Nomination Committee”) was established on 22 March 2012. The primary role and function of the Nomination Committee, among other things, are to (i) review the structure, size and composition of the Board at least once a year and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy; (ii) assess the independence of the independent non-executive Directors; and (iii) make recommendations to the Board on appointment and re-appointment of Directors. During the period under review, the Nomination Committee comprises three members, Mr. Chung Chin Keung, Mr. Wan Tze Fan Terence and Mr. Sung Ren Keh who are the independent non-executive Directors of the Company.

## **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

The Company had not redeemed any of its ordinary shares during the six months ended 30 June 2024. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company’s ordinary shares during the six months ended 30 June 2024.

## **COMPLIANCE WITH CORPORATE GOVERNANCE CODE**

The Company has applied the principles and complied with all the code provisions set out in the Corporate Governance Code (the “Code”) contained in Part 2 of Appendix C1 of the GEM Listing Rules, with the exception of the following code provision for the six months ended 30 June 2024:

### **Code Provision C.2.1**

Code Provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

During the period under review, the Company still did not have an officer with the title of “Chief Executive” (the “CE”). The Code envisages that the management of the Board should rest with the Chairman, whereas the day-to-day management of the Company’s business should rest with the CE. Ms. Ma Zheng, the Chairman, is also a director of some of the Company’s operating subsidiaries. This constitutes a deviation of Code Provision C.2.1. The Board holds the view that this arrangement is appropriate for the Company but the Company does not compromise accountability and independent decision making for this since the Company has the Audit Committee, all members of which are independent non-executive Directors, to help to ensure the accountability and independence of Ms. Ma Zheng.

### **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, all directors confirmed they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the six months ended 30 June 2024.

By Order of the Board  
**China Primary Energy Holdings Limited**  
**Ma Zheng**  
*Chairman*

Hong Kong, 15 August 2024

# *For identification only*

*As at the date of this announcement, the Board comprises Ms. MA Zheng and Mr. YUAN Geng who are the executive Directors, Mr. JI Jianghua who is the non-executive Director, and Mr. WAN Tze Fan Terence, Mr. CHUNG Chin Keung and Mr. SUNG Ren Keh who are the independent non-executive Directors.*