

2019

年報

ANNUAL REPORT

截至二零一九年十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER 2019

股票代碼
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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive directors

Mr. Liu Shunxing (*Chairman*)
Ms. Liu Jianhong (*Vice Chairperson*)
Mr. Yu Weizhou (*Chief Executive Officer*)
Mr. Gui Kai
Mr. Niu Wenhui
Dr. Shang Li
Mr. Zhai Feng

Non-executive director

Mr. Wang Feng

Independent non-executive directors

Mr. Yap Fat Suan, Henry
Dr. Jesse Zhixi Fang
Ms. Huang Jian
Mr. Zhang Zhong

COMPANY SECRETARY

Mr. Chan Kam Kwan, Jason

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

FINANCIAL INSTITUTIONS

Industrial and Commercial Bank of China
China Development Bank
Bank of China
International Finance Corporation
Goldman Sachs Group
China Everbright Bank
Hua Xia Bank
SPD Bank
Huaneng Tiancheng Financial Leasing Co., Ltd.
Everbright Financial Leasing Co., Ltd.
State Grid International Leasing Company Ltd.
Citic Financial Leasing Co., Ltd.
China Resources Leasing Co., Ltd.
CGN International Financial Leasing Co., Ltd.

董事會

執行董事

劉順興先生(*主席*)
劉建紅女士(*副主席*)
余維洲先生(*行政總裁*)
桂凱先生
牛文輝先生
尚笠博士
翟鋒先生

非執行董事

王峰先生

獨立非執行董事

葉發旋先生
方之熙博士
黃簡女士
張忠先生

公司秘書

陳錦坤先生

核數師

德勤•關黃陳方會計師行
執業會計師

金融機構

中國工商銀行
國家開發銀行
中國銀行
國際金融公司
高盛集團
光大銀行
華夏銀行
浦發銀行
華能天成融資租賃有限公司
光大金融租賃股份有限公司
國網國際融資租賃有限公司
中信金融租賃有限公司
華潤租賃有限公司
中廣核國際融資租賃有限公司

CORPORATE INFORMATION

公司資料

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Hamilton HM11
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香港股份過戶登記分處

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www.irasia.com/listco/hk/concordnewenergy/

CHAIRMAN'S STATEMENT 主席致詞

Dear Shareholders:

On behalf of the board of directors of Concord New Energy Group Limited, I would like to present to the Shareholders the annual report for the year ended 31 December 2019.

In 2019, the Group adjusted its development strategy in accordance to changes in the external environmental, with main business all achieved steady growth:

1. STEADY GROWTH IN THE OVERALL RESULTS

For the year ended 31 December 2019 ("the Year"), the Group generated a revenue of RMB1,835,922,000, and realised a profit of RMB604,293,000, representing an increase of 29.8% as compared with the corresponding period last year. As at 31 December 2019, net assets of the Group reached RMB5,969,201,000. In 2019, the Group's attributable power generation was 4,368.1 GWh, representing an increase of 20.1% over last year. In particular, the power generation of the Group's wholly-owned wind power plants represented an increase of 36.6% over the previous year. The proportion of revenue from wholly-owned power generation business to the Group's revenue increased continuously to 89.1%.

During the Year, the total installed capacity of the 7 newly commissioned power plants of the Group was 385.5 MW, all of which are wind power projects. As at the end of the Year, the Group has held the equity interest of 78 grid-connected wind power and photovoltaic power plants in 17 provinces (cities and autonomous regions) and in the United States, with an attributable installed capacity of 2,394 MW. Among them, installed capacity of wholly-owned power plants reached 1,672 MW.

尊敬的各位股東：

本人謹代表協合新能源集團有限公司董事會，向各位股東提呈本集團截至2019年12月31日年度之業績報告。

2019年，本集團根據外部環境變化及時調整發展策略，主要業務均實現了穩步成長：

一、總體業績穩步增長

截至2019年12月31日之12個月（「本年度」），本集團獲得收入人民幣1,835,922,000元，實現盈利人民幣604,293,000元，較去年同期上升29.8%。於2019年12月31日，本集團淨資產達到人民幣5,969,201,000元。2019年，集團權益發電量為436,810萬千瓦時，較去年增長20.1%，其中，獨資風電廠發電量較去年增長36.6%。獨資電廠發電業務收入占比持續增加，佔集團收入的89.1%。

本年度，集團共新增投產7間電廠，總裝機容量385.5MW，全部為風電項目。截至本年末，集團已在境內17個省（市、自治區）及美國地區持有78間併網發電之風電及光伏電廠股權，權益裝機容量達到2,394MW，其中獨資電廠裝機容量1,672MW。

CHAIRMAN'S STATEMENT

主席致詞

2. OPTIMISE THE QUALITY OF EXISTING ASSETS

In 2019, the Group actively applied new technologies, new wind turbine types, and new processes in the construction of the Group's projects and built high-quality, high-efficiency power plants at low costs by optimising design and procurement strategy. The investment and operation in the new grid parity projects were also added this year. High-quality new power plants have improved the Group's asset quality and power generation efficiency.

During the Year, the Group increased its effort in technical transformation, with projects including: lengthening of turbine blades, prevention of ice accumulation on blades, optimising and upgrading the wind turbine torque, and construction of centralized monitoring and control centers. A total of 20 major technical transformation were implemented and enhanced the power generation efficiency of the transformed power plants. During the Year, the Group strengthened its adjustment of asset structure. 5 projects with renewable energy subsidies were disposed with a total installed capacity attributable to the Group of 201 MW.

During the Year, the Group fully promoted intelligent O&M management, deepened the application of Energy Internet of Things (IoT), and continued to optimise the development and operation of POWER+ system, intelligent inspection system ("Yixun") and Enterprise Asset Management ("EAM"), internally researched and developed data collector, strengthening the analysis and applications of big data, building the Group's platform of "intelligent operation and maintenance", as well as achieving information-based operation and management and enhancing the power generation efficiency of power plants.

二、優化了資產質量

2019年，本集團在新項目建設中繼續積極應用新技術、新機型、新工藝，優化設計和採購策略，建設優質、高效、低發電成本的電廠。本年度還新增了平價上網項目的投資、投產。優質的新增電廠提升了集團資產質量和發電效益。

本年度，集團加大了存量電廠技術改造力度，圍繞葉片加長、葉片防覆冰、風機轉矩優化升級、集控中心建設等，全年實施技術改造20大項，被改造電廠發電效率得到提升。本年度，集團繼續加強資產結構調整，出售了帶有綠電補貼的發電項目5個，權益裝機容量共計201MW。

本年度，集團全面推進智慧運營管理，深化能源物聯網應用，繼續優化POWER+系統、智慧巡檢系統(易巡)、資產管理系統(EAM)的開發與應用，自主研發數據採集器，加強大數據分析應用，打造集團「智慧運營」平臺，實現運維管理信息化，提升了電廠發電效率。

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3. SMOOTH ENTERING INTO THE ERA OF GRID PARITY

During the Year, the power curtailment situation in the northern regions have been relieved. The Group simultaneously consolidated its development advantage in the southern regions and swung to the north to focus on developing quality projects in the northern regions, enhancing the degree of development in grid parity and photovoltaic projects. A total of 10 grid parity projects (641 MW in total) are included in the First Batch of Wind Power and PV Power Generation Grid Parity Projects for 2019 and are approved or submitted for approval.

During the Year, the Group commenced the construction of 448 MW of grid parity projects, of which 148.5 MW grid parity projects had already been put into grid-connected operation at the end of 2019.

The grid parity projects developed and constructed by the Group meet the Group's previous investment standard, have high profitability and strong market competitiveness. We have successfully entered into the era of grid parity where grid parity is on level competition with coal-fired power generation, establishing confidence into the Group's future development.

During the year, under the backdrop of global economic slowdown, increased domestic economic downturn pressure, and fierce competition in the industry development, the Group insists on developing in a stable manner and adjusts the strategy timely so as to ensure a steady growth in the core power generation business, as well as further development in relevant service business. With better asset quality, stronger comprehensive strength and persistence in development, the Group is taking a solid step forward in heading towards a healthy sustainable development.

三、順利邁入平價上網時代

本年度，中國北方地區限電形勢繼續緩解，集團在鞏固南方地區開發優勢的同時，揮師北上，啟動北方地區優質項目的開發，並重點加大平價上網和光伏項目的開發力度，全年共有10個平價上網項目（共計641MW）列入國家2019年第一批風電、光伏發電平價上網項目名單，並得到核准或備案。

本年度，本集團新開工建設了448MW平價上網項目，而且至2019年底，已有148.5MW平價項目併網發電。

本集團開發和建設的平價上網項目，均符合本集團既往之投資標準，效益水平較高，具有較強的市場競爭能力。成功邁入平價上網時代，與火力發電平等競爭，更為本集團未來之發展，樹立了信心。

本年度，在全球經濟增速放緩，中國經濟下行壓力加大，行業發展競爭激烈的情況下，本集團堅持穩健發展，適時調整戰略，確保了核心發電業務的穩步提升，以及相關服務業務的進一步發展。集團資產質量更優，綜合實力更強，發展後勁更足，在可持續健康發展方向上又邁出了堅實一步。

CHAIRMAN'S STATEMENT

主席致詞

Currently, the renewable industry in the PRC has already entered the era of grid parity in advance under the backdrop of the basically complete policies of the industry in the PRC. The rush of installation of wind turbines has caused a short term increase in the costs of wind power construction. However, the cost of photovoltaic power generation has lowered significantly, thus it has a promising development prospect. With the accelerated pace of advancement in renewable energy technology, promotion and application of Energy IoT, increased investment in grid construction, closing coal-fired power plants as a result of the reform in supply-side of energy, as well as more stringent ecological and environmental protection measures, the energy industry will continue to head towards the direction of clean, low-carbon, safe and efficient development with a vast and promising market.

In 2020, the Group will continue to stick with the principle of healthy development, focusing on its healthy sustainable development:

1. Earnestly ensures safety production in power plants, and increases technical transformation in order to continuously increase the operation and management efficiency of power plants;
2. Focuses on the development of grid parity wind power projects and photovoltaic projects, develops agriculture-photovoltaic and fishery-photovoltaic power projects and assures the successful commencement of construction on subsequent projects;
3. Follows closely on the price trend of wind turbine and equipment, speeds up the construction progress while assuring the income of invested projects, and ensures the continuous increase of the Group's installed capacity;

目前，中國可再生能源行業政策基本齊備，可再生能源行業已提前步入平價上網時代。風電搶裝導致風電建設成本短期內上升，但光伏發電成本大幅降低，發展前景樂觀。隨著可再生能源技術的加速進步，能源物聯網的推廣應用，電網建設的投資加大，關停燃煤電廠等的能源供給側改革，以及生態環境保護措施愈加嚴格的大趨勢下，能源行業將繼續向清潔低碳、安全高效方向發展，市場廣闊、大有可為。

2020年，本集團將繼續堅持穩健發展的原則，致力於可持續健康發展：

- 1、認真做好存量電廠安全生產，加強電廠技術改造，不斷提升電廠運營效率；
- 2、重點開發平價風電和光伏項目，開發農光互補、漁光互補項目，保證後續項目的順利開工建設；
- 3、密切關注風機和設備價格走勢，在保證項目投資收益的前提下，加快項目建設進度，確保集團裝機容量的持續增長；

CHAIRMAN'S STATEMENT

主席致詞

4. Continues to pursue the principle of the lowest Levelized Cost of Electricity ("LCOE") through means such as optimizing design, innovative applications, technical transformation and intelligent O&M, lowering LCOE and enhancing core competitiveness;
 5. Focuses on developing the renewable energy service business and deepening the synergetic development of service businesses, so as to further increase the competitiveness and profitability of service businesses;
 6. Continues to step up the development efforts in Energy IoT, and continue to promote development and application of products relating to the "POWER+" system; promotes intelligent operation and maintenance of power plants through high-tech measures such as big data analysis, artificial intelligence, etc., and explores the smart new energy management service business in the areas of centralized power stations, distributed PV power and poverty alleviation power stations;
 7. Continues to optimize its asset quality, reduce the reliance on renewable energy subsidies, improve cash flow and resolutely control the Group's gearing ratio.
- 4、繼續貫徹「度電成本最低」原則，通過設計優化、創新應用、技術改造、智慧運營等手段，降低度電成本，提高核心競爭能力；
 - 5、繼續大力發展可再生能源服務業務，深化服務業務的協同發展，進一步提高各服務業務的競爭能力和盈利水平；
 - 6、繼續加大能源物聯網技術的研發力度，繼續推進POWER+系統相關產品的研發和應用，通過大數據分析、人工智能等高科技手段推進電廠的智慧運營，並開拓集中式電站、分佈式光伏、扶貧電站等領域的智慧新能源管理服務業務；
 - 7、持續優化資產質量，降低綠電補貼依賴，改善現金流，堅決控制集團負債率。

In the coming year, the Group will actively embrace changes and take on challenges. Relied on the rich experience in project development, construction, operation and maintenance of the Group, we can quickly investigate and judge the trend of industry, implementing useful measures flexibly and seizing new opportunities created from the changes in industry. At the same time, the Group will continuously strengthen its own capacity and establish a talent reserve. Leveraging a team of high quality talents and highly efficient group cooperation, the Group will meet the challenges in the era of grid parity, to achieve yet another level of remarkable results.

Last but not the least, on behalf of the Company, I would like to express our heartfelt gratitude to our shareholders and friends from the community for their trust and support.

在新的一年，集團將積極擁抱變化，勇於迎接挑戰。依託集團在項目開發、建設、運營等方面獲得的豐富經驗，快速研判行業趨勢，靈活制定實用措施，抓住行業變化帶來的新機遇。同時，不斷加強自身能力建設和後備人才梯隊建設，依託高素質的人才隊伍和高效的組織協作，迎接平價上網時代的挑戰，創造新的、更大的成績。

最後，僅代表公司對各位股東和社會各界朋友的信任與支持表示衷心的感謝！

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. OPERATING ENVIRONMENT

In 2019, with the slowing global economic growth, external instabilities and uncertainties continued to aggravate.

China's wind and photovoltaic power entered the era of grid parity, and as for supply and demand of energy, more focus has been put on transformation and upgrade. While stepping up the structural capacity reduction for coal-fired power generation, China continuously optimized its energy structure by actively promoting the consumption of clean energy and strengthening the construction of energy transmission facilities, and the growth rate of installed capacity for coal-fired power has slowed down, contributing to the constant increase of installed capacity and power generation proportion of renewable energy such as wind and PV power while the development of wind and solar power generation has took a fast lane. Up to the end of 2019, the installed capacity of China's renewable power generation was 794 GW, representing a year-on-year increase of 9% and accounting for 39.5% of total installed capacity. As at the end of December, newly installed grid-connected wind power capacity in 2019 amounted to 25.74 GW with cumulative installed capacity amounted to 210 GW. Newly installed PV power capacity amounted to 30.11 GW, among which 17.91 GW were centralized PV power stations and 12.2 GW were distributed PV power projects. As at the end of December, the cumulative installed capacity of PV power generation amounted to 204 GW.

During the Year, the following characteristics were found in the operating environment of renewable energy of China:

一、經營環境

2019年，全球經濟增速持續放緩，外部不穩定不確定因素持續增加。

中國的風電、光伏已經邁入平價時代，能源供需更加注重轉型升級。在深入推進煤電結構性去產能的同時，積極推進清潔能源消納，加強能源輸送設施建設，能源結構不斷優化，火電裝機增速放緩，風電、光伏等可再生能源裝機及發電佔比不斷提高，風電、光電發展進入快車道。截至2019年底，中國可再生能源發電裝機容量達7.94億千瓦，同比增長9%，佔全部裝機容量的39.5%。其中，2019年新增風電併網裝機容量2,574萬千瓦，截至12月底，風電累計裝機容量2.1億千瓦；新增光伏裝機容量3,011萬千瓦（集中式光伏電站1,791萬千瓦，分佈式光伏1,220萬千瓦），截至12月底，光伏累計裝機容量2.04億千瓦。

本年度，中國可再生能源的經營環境存在以下特徵：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. OPERATING ENVIRONMENT (CONTINUED)

(1) Policies for the Renewable Energy Industry were Basically in Place, Indicating Clear Prospects for Wind and PV Power Generation

During the Year, relevant policies in respect of China's wind and PV power generation including grid parity, competitive bidding, large-scale power plant bases, distributed wind power, distributed PV power and market-based power trading were promulgated and implemented. Through various protective measures including favorable prioritizing of grid parity construction projects, securing power generation priority and full-amount protective buyouts, lowering tariffs and fees for close-proximity direct-trading power transmission and distribution, promoting local power consumption and innovative financial supports, grid parity and competitive bidding have been implemented smoothly, demonstrating a bright future for wind and PV power generation. The first batch of 20.76 GW wind and PV power generation projects for grid parity in 2019 announced by the government were in orderly progress. The grid parity and competitive policies mechanisms and work procedures for wind and PV power have been perfected progressively. Meanwhile, the continued structure reforms of energy supply and reduction of coal-fired power generation were further reinforced, with a coal-fired power generation capacity reduction target set at a total 8.664 GW for 2019. The pilot program for the regional integration of coal-fired power has being launched to reduce coal-fired power generation from state owned enterprises capacity by 1/4 to 1/3 by the end of 2021, making room for the development of renewable energy.

一、經營環境(續)

(一) 可再生能源行業政策基本齊備，風電、光伏發電前景明晰

本年度，中國風電、光伏發電的有關政策，如平價、競價、大基地、分散式風電、分佈式光伏、市場化交易等均落地實施，通過優先建設平價上網項目、保障優先發電和全額保障性收購、降低就近直接交易的輸配電價及收費、推進本地消納、創新金融支持等各項保障措施，推進平價、競價上網的順利實施，風電、光伏發電前景明晰。政府發佈的2019年第一批2,076萬千瓦風電、光伏發電平價上網項目有序建設，風電、光伏平價、競價政策機制和工作程序逐步完善。中國繼續深化能源供給側結構性改革，加快煤電去產能進程，2019年制定淘汰落後煤電產能合計866.4萬千瓦目標任務；啟動中央企業煤電資源區域整合試點方案，力爭到2021年末，煤電產能壓降1/4-1/3，為可再生能源發展騰出空間。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. OPERATING ENVIRONMENT (CONTINUED)

(2) Easing of Wind and PV Power Curtailment and Continuous Improvement of Renewable Energy Consumption and Utilization Level

During the Year, more focus was placed on the transformation and upgrading of China's energy supply and demand, while curtailment and consumption of renewable energy continued to improve. The National Development and Reform Commission ("NDRC") and the National Energy Administration ("NEA") jointly issued "Notice on Establishing and Improving the Protective Mechanism of Renewable Energy Power Consumption" (Fa Gai Neng Yuan [2019] No. 807) (《關於建立健全可再生能源電力消納保障機制的通知》) which laid out the responsibilities of renewable energy consumption according to the level of provincial administration, guiding the market behavior from the demand side of electricity consumption, with a view to promoting the transformation of energy consumption to green energy and securing the consumption of renewable energy. Meanwhile, construction of power grids continued to gain momentum, with relatively higher growth rates for inter-regional and inter-provincial power transmission and improvements in the ability of renewable energy deployments.

In 2019, the national average utilization hours of wind power reached 2,082, representing a year-on-year decrease of 13 hours, and the national average utilization hours of PV power reached 1,169, representing a year-on-year increase of 54 hours. The national average wind power curtailment rate was 4% and the average PV power curtailment was 2%, both demonstrating year-on-year declines. The national inter-regional and inter-provincial power transmission recorded the totals of 540,500 GWh and 1,444,000 GWh respectively, representing growth rates of 12.2% and 11.4% respectively.

一、經營環境(續)

(二) 風電、光伏限電形勢緩解，可再生能源消納和利用水平持續向好

本年度，中國能源供需更加注重轉型升級，可再生能源限電和消納情況繼續好轉。國家發展改革委、國家能源局發佈《關於建立健全可再生能源電力消納保障機制的通知》(發改能源[2019]807號)，按省級行政區域對電力消費設定可再生能源電力消納責任權重，從電力消費側市場行為進行引導，以推動能源消費向綠色用能轉變，保障可再生能源電力消納。同時，電網建設持續增強，跨區跨省送電量較快增長，可再生能源配置能力提升。

2019年，風電全國平均利用小時數為2,082小時，同比減少13小時；光伏全國平均利用小時數為1,169小時，同比增加54小時。全國平均棄風率4%，棄光率2%，均同比下降。中國跨區、跨省送電量分別完成5,405億千瓦時和14,440億千瓦時，分別增長12.2%和11.4%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. OPERATING ENVIRONMENT (CONTINUED)

(3) Accelerated Pace of Advancement in Renewable Energy Technology and Continuous Lowering of PV Power Generation Costs

Following the large-scale development and application of new energy, China has made remarkable progress in renewable energy technologies. Firstly, the rapid uplifting of technical knowhow for critical components of equipment which facilitated the continuing improvement of the capabilities and dependability of equipment. Secondly, with the rapidly increasing new energy production capacity and gradual expansion of market share, as well as the continuous development of products that can adapt to limited resources and withstand harsh environments, the conversion efficiencies of wind turbines and PV modules enhanced significantly to lower the power generation costs, as a consequence of increased capacity of single turbine, upgrading of wind turbines and photovoltaic modules' design and manufacturing process.

During the Year, there was a rush of hastened installation of onshore wind power facilities which contributed to a bottleneck in the delivery capabilities of wind power equipment and a continuous hike of wind turbine prices. While the costs of wind power construction has increased in the short run, it will eventually decrease in the long run driven by technological advancement. The overall prices of PV modules, crystalline silicon wafers and other parts display a consistent downward trend as a result of generations of technical and equipment upgrades, demonstrating a distinct downward trend for the cost of PV power generation.

一、經營環境(續)

(三) 可再生能源技術加速進步，光伏發電成本持續下降

隨著新能源的大規模開發利用，中國風電、光伏等可再生能源技術取得長足進步。一是設備關鍵零部件的技術水平快速提高，設備性能和可靠性不斷增強；二是新能源產能迅速提升，市場佔有率逐步擴大，不斷開發適應資源條件和惡劣環境的產品，通過增加風機單機容量，改進風電機組、光伏組件的設計和製造工藝，使得風機及光伏組件轉換效率顯著提升，促進發電成本降低。

本年度，陸上風電出現搶裝潮，風電設備交付能力出現瓶頸，風機價格持續上漲，風電建設成本短期內出現上升，但從長期來看，技術進步將推動風電建設成本下降。光伏組件、晶硅片等零部件價格整體呈持續下降趨勢，技術迭代促進設備更新，光伏發電成本下降趨勢明顯。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. OPERATING ENVIRONMENT (CONTINUED)

(4) Continuous Promotion of Power System Reform and the Progressive Optimization of the Market-Trading Mechanism in Electricity

In 2019, the promotion of power system reform continued. The technical system for regional frequency modulation ancillary service market in China's first spot market for power trading was put into trial run. With continuous optimization of power tariff marketization mechanism, the benchmarked feed-in tariffs for newly built on-shore and off-shore wind power were revised as guiding tariffs, the on-going benchmarked tariff for feed-in coal-fired power generation was revised to a market price mechanism comprising "a benchmarked tariff +/- fluctuation". The NDRC and the NEA have successively promulgated a series of policies by promoting incremental power distribution business reform, fully liberalizing the power generation and utilization plan for commercial electricity users, deepening the trial sites of spot market for power trading, strengthening the supervision of medium- and long-term power trading, stabilizing the tariff subsidies mechanism for renewable energy power generation and the tariff mechanism for inter-provincial and inter-regional power transmissions, optimizing the power tariff mechanism for ancillary service, and other measures to accelerate the marketization reform of power tariff, liberalize competitive power tariff orderly and enhance the marketization of the power market transactions. In 2019, the amount of electricity traded in the national power market reached 2,834,400 GWh, accounting for 39% of China's total electricity consumption.

一、經營環境(續)

(四) 電力體制改革持續推進，電力市場化機制逐步完善

2019年，電力體制改革繼續推進，中國首個電力現貨市場交易品種——區域調頻輔助服務市場技術系統投入試運行。電力價格市場化形成機制繼續完善，將陸上風電、海上風電標桿上網電價改為指導價，將現行燃煤發電標桿上網電價機制改為「基準價+上下浮動」的市場化價格機制。國家發展改革委、國家能源局先後發佈各項政策，通過推進增量配電業務改革，全面放開經營性電力用戶發用電計劃，深化電力現貨市場建設試點，加強電力中長期交易監管，穩定可再生能源發電價補機制和跨省跨區送電價格形成機制，完善輔助服務電價形成機制等系列措施，加速推進電力價格市場化改革，有序放開競爭性環節電力價格，提升電力市場化交易程度。2019年，中國電力市場交易電量達28,344億千瓦時，佔全社會用電量比重達39%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. OPERATING ENVIRONMENT (CONTINUED)

(5) Slight Improvement of Financing Environment and Effective Tax Reduction Policies

During the Year, the Chinese government increased its efforts to improve the business environment, facilitate smooth accesses to financing channels and reduce financing costs for enterprises. Prudent monetary policy was implemented consistently, as demonstrated by the People's Bank of China's insistence on serving the real economy with financial services, three rounds of deposit reserve ratio cuts, the announcement of Loan Prime Rate ("LPR") in August which as a step to optimize the loan market quoting mechanism, and break the implicit lower limit of loan interest rate, promoting lower financing costs for enterprises. Tax reduction and fees reduction policies were further strengthened, with the Ministry of Finance lowering the original applicable VAT from 16% to 13% on 1 April, increased the corporate income as benchmarked power tariffs (tax inclusive) are fixed.

一、經營環境(續)

(五) 融資環境略有改善，減稅增利效果明顯

本年度，中國政府加大力度優化營商環境，暢通融資渠道，降低企業融資成本。穩健的貨幣政策持續實施，中國人民銀行堅持金融服務實體經濟，三次降低存款準備金率，並於8月份宣佈完善貸款市場報價利率(LPR)形成機制，打破貸款利率隱性下限，促進降低企業融資成本。減稅降費政策力度進一步加大，財政部於4月1日將原適用16%的增值稅率下調至13%，在含稅標桿電價固定的情況下，增加了企業營業收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW

In 2019, by proactively responded to external changes, the Group succeeded in implementing strategic adjustment and successfully entered the era of grid parity, demonstrating steady growth in various business segments and substantial increase in the Group's profit. On the principal business of power generation, the Group increased its investment in technical transformation of power plants, fully implemented intelligent operation management, so that the quality and efficiency of power plant asset further increased; enhanced development in grid parity and photovoltaic projects, and delivered remarkable results in its reserves of resources and approved projects; further optimized asset's structure and innovated financing model, lowering the reliance on renewable energy subsidies and the asset quality of the Group effectively improved. In addition, service businesses such as Energy Internet of Things ("IoT"), intelligent O&M, design and consultancy, energy storage and financial leasing progressed rapidly.

In 2019, the Group materialized a total income of RMB1,835,922,000 (2018: RMB1,414,070,000), accounting for 29.8% increase over the same period of last year. Profit attributable to equity holders of the Group amounted to RMB604,293,000 (2018: RMB502,406,000), representing 20.3% increase over the same period of last year. The basic earnings per share were RMB7.22 cents (2018: RMB5.88 cents); and the fully diluted earnings per share amounted to RMB6.86 cents (2018: RMB5.87 cents).

As of 31 December 2019, the net assets of the Group amounted to RMB5,969,201,000 (31 December 2018: RMB5,546,739,000) and its net assets per share was RMB0.70 (31 December 2018: RMB0.65).

二、業務回顧

2019年，集團積極應對外部環境變化，成功實施戰略調整，順利邁入平價上網時代，各項業績保持穩定增長，集團利潤保持較大幅度提高。主營發電業務方面，集團加大電廠技術改造投入，全面推進智慧運營管理，電廠資產質量和效益進一步提升；加大平價項目和光伏項目的開發力度，資源儲備和項目核准收穫頗豐；加強資產結構調整，創新融資模式，減少對綠電補貼依賴，集團資產質量有效提升。此外，能源物聯網、智慧運維、設計諮詢、儲能及融資租賃等服務業務均快速推進。

2019年，集團共實現收入人民幣1,835,922,000元(2018年同期：人民幣1,414,070,000元)，較去年同期上升29.8%；集團權益持有人應佔溢利人民幣604,293,000元(2018年同期：人民幣502,406,000元)，較去年同期上升20.3%；每股基本盈利為人民幣7.22分(2018年同期：人民幣5.88分)；每股全面攤薄盈利為人民幣6.86分(2018年同期：人民幣5.87分)。

截至2019年12月31日，集團資產淨值人民幣5,969,201,000元(2018年12月31日：人民幣5,546,739,000元)，每股淨資產為人民幣0.70元(2018年12月31日：人民幣0.65元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business

i. Notable Increase in Attributable Power Generation and Continuous Enhancement of Power Plants Efficiency

During the Year, the Group's attributable power generation notably increased, representing 20.1% increase over the same period of last year, of which the power generation of wholly-owned power plants increased 31.8% over the same period of last year. In 2019, benefiting from improvement of asset quality of current power plants as well as scale expansion of power plants, the Group's attributable wind power generation still maintained a growth rate of 21.5%, of which power generation by wholly-owned power plants increased 36.6%, despite substantial decrease of resources in the Southern regions. Benefiting from the increase of photovoltaic resources and the drop of PV power curtailment rate in the Tibet region, attributable PV power generation increased substantially by 10.6% over the same period of last year, of which power generation by wholly-owned power plants rose by 11.0%.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升

1、權益發電量顯著增長，電廠效益穩步提升

本年度，集團權益發電量顯著增長，較上年同期增長20.1%。其中，集團獨資電廠發電量較上年同期增長31.8%。2019年，南方地區資源雖同比下降較多，但受益於存量電廠資產質量的提升和電廠規模的擴張，集團風電權益發電量仍然保持了21.5%的增長幅度，其中獨資風電廠發電量增長36.6%；受益於光資源上升及西藏地區棄光率下降，光伏權益發電量較去年同期顯著提高，增長10.6%，其中獨資光伏電廠發電量增長11.0%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

二、業務回顧(續)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

i. Notable Increase in Attributable Power Generation and Continuous Enhancement of Power Plants Efficiency (CONTINUED)

1、權益發電量顯著增長，電廠效益穩步提升(續)

Total Attributable Power Generation Output (GWh)
權益總發電量(GWh)

Business Segments and Regions 業務板塊及區域	The Group's Invested Power Plants 集團持有股權的電廠			The Group's Wholly-owned Power Plants 其中：獨資電廠		
	2019 2019年	2018 2018年	Change Rate 變化率	2019 2019年	2018 2018年	Change Rate 變化率
Wind Power Generation 風電發電量	3,872.8	3,187.9	21.5%	2,548.0	1,865.4	36.6%
Including: 其中：						
Northeastern China 東北區域	351.5	338.9	3.7%	1.7	—	—
Northern China 華北區域	431.8	438.6	-1.6%	—	—	—
Northwestern China 西北區域	145.4	141.1	3.0%	—	—	—
Eastern China 華東區域	729.8	567.4	28.6%	519.0	323.4	60.5%
Central Southern China 中南區域	1,995.2	1,507.5	32.4%	1,808.3	1,347.6	34.2%
Southwestern China 西南區域	219.0	194.5	12.6%	219.0	194.5	12.6%
PV Power Generation 光伏發電量	495.3	447.9	10.6%	477.7	430.5	11.0%
Including: 其中：						
Northeastern China 東北區域	0.8	—	—	0.8	—	—
Northern China 華北區域	44.4	43.3	2.5%	32.0	31.0	3.2%
Northwestern China 西北區域	13.1	12.5	4.8%	13.1	12.5	4.8%
Eastern China 華東區域	60.3	59.4	1.5%	55.0	54.4	1.1%
Southwestern China 西南區域	355.4	311.6	14.1%	355.4	311.6	14.1%
Overseas Regions 海外區域	21.4	21.0	1.9%	21.4	21.0	1.9%
Total 合計	4,368.1	3,635.8	20.1%	3,025.7	2,296.0	31.8%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

ii. Equivalent Utilization Hours of Power Remained at Relatively High Level, Wind and PV Power Curtailment Rate Reduced Significantly

In 2019, there was a decrease of wind resources and a year-on-year drop of the national wind power equivalent utilization hours. The weighted average utilization hours of the Group's invested wind power plants were substantially consistent with those of the same period of last year, reaching 2,126, higher than the national average level (2,082 hours), of which the weighted average utilization hours of wholly-owned wind power plants reached 2,277. The weighted average utilization hours of the Group's invested PV power plants was 1,517, similarly higher than the national average level (1,169 hours), representing 10.0% growth over the same period of last year, of which the weighted average utilization hours of wholly-owned PV power plants reached 1,505, representing 11.0% growth over the same period of last year.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

2、發電等效利用小時數維持較高水平，棄風、棄光得到改善

2019年，在風資源下降、全國風電等效利用小時數同比下降的情況下，集團投資持有股權的風電廠加權平均利用小時數與去年同期基本持平，達2,126小時，高於全國平均水平(2,082小時)；其中，獨資風電廠加權平均利用小時數為2,277小時。集團投資持有股權的光伏電廠加權平均利用小時數為1,517小時，同樣高於全國平均水平(1,169小時)，較去年同期增長10.0%；其中，獨資光伏電廠加權平均利用小時數為1,505小時，較去年同期增長11.0%。

Weighted Average Utilization Hours of Power Plants (Hour)

電廠加權平均利用小時(小時)

Business Segments 業務板塊	The Group's Invested Power Plants 集團持有股權的電廠			The Group's Wholly-owned Power Plants 其中：獨資電廠		
	2019 2019年	2018 2018年	Change Rate 變化率	2019 2019年	2018 2018年	Change Rate 變化率
Average Utilization Hours of Wind Power 風電平均 利用小時	2,126	2,148	-1.0%	2,277	2,288	-0.5%
Average Utilization Hours of PV Power 光伏平均 利用小時	1,517	1,379	10.0%	1,505	1,356	11.0%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

ii. Equivalent Utilization Hours of Power Remained at Relatively High Level, Wind and PV Power Curtailment Rate Reduced Significantly (CONTINUED)

During the Year, the average wind power curtailment rate of the Group's invested wind power plants was 3.1%, with improvement in the wind power curtailment situation, which was lower than the national average (4%). Affected by the limited output channel during the flooding season, the use of temporary output transmission line for individual projects in southern regions, the curtailment rate of the wholly-owned wind power plants increased slightly to 1.3%. The average curtailment rate of the Group's invested PV power plants was 7.0%, representing a decrease of 43.5% over the same period of last year, of which the PV power curtailment rate of the wholly-owned PV power plants also decreased by 44.1%, mainly benefiting from significant fall of curtailment rate of the projects in Tibet.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

2、發電等效利用小時數維持較高水平，棄風、棄光得到改善(續)

本年度，集團投資持有股權的風電廠平均棄風率3.1%，棄風限電情況有所改善，低於全國平均水平(4%)；其中，受南方地區豐水期外送通道受限、個別項目採用臨時送出線路等的影響，獨資風電廠棄風率達1.3%。集團投資持有股權的光伏電廠平均棄光率7.0%，較去年同期降低43.5%，其中獨資光伏電廠棄光率亦降低44.1%，主要得益於西藏區域項目棄光率大幅下降。

Wind and PV Power Curtailment Rates of Power Plants (%)

電廠棄風棄光率(%)

Business Segments	業務板塊	The Group's Invested Power Plants 集團持有股權的電廠			The Group's Wholly-owned Power Plants 其中：獨資電廠		
		2019 2019年	2018 2018年	Change Rate 變化率	2019 2019年	2018 2018年	Change Rate 變化率
Wind Power Curtailment Rate	風電棄風率	3.1%	4.0%	-22.5%	1.3%	0.1%	—
PV Power Curtailment Rate	光伏棄光率	7.0%	12.4%	-43.5%	7.6%	13.6%	-44.1%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

iii. Increased Investment in Technical Transformation of Power Plants and Continuous Improvement of Power Plants' Operational Efficiency

During the Year, the Group increased its investment in technical transformation of power plants, launching technical improvement projects such as extending the length of turbine blades and preventing accumulation of ice on blades, efficiently expanding power generation capacity, and reducing the loss due to shut down by ice accumulation; the four regional centralized monitoring and control centres of the Group were put into operation, which effectively saved the cost in O&M of the power plants; maintenance and analysis works on equipment were actively implemented, contributing to further enhancement of the reliability and power generation functionalities and constantly improved operational efficiency of the Group's power plants. At the same time, the Group continued to advance intelligent O&M of power plants, through application of centralized monitoring and control centres, POWER⁺ system, Yixun mobile terminal and Enterprise Asset Management ("EAM"), a centralized management with unattended or less-attended O&M model was realized in power plants, integrated online and offline intelligent energy management was fully promoted. The operational efficiency and level of intelligent operation of the Group's power plants were enhanced significantly.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

3、加強電廠技改投入，電廠運營效率持續改善

本年度，集團加大電廠技術改造投入，有序開展了風機葉片延長、葉片防覆冰等技改項目，有效增發電量，降低覆冰停機損失等；集團四大區域集控中心投入使用，有效節約電廠運維成本；積極推進設備治理和分析工作，設備可靠性和發電性能進一步提高，集團電廠運營效率得到持續改善。同時，集團繼續推進電廠智慧運營管理，通過集控中心、POWER⁺系統、易巡移動終端、資產管理系統(EAM)的使用，促進電廠無人值班、少人值守的集約化管理，全面推進線上、線下相結合的智慧能源管理，電廠運營效率和智慧運營水平顯著提升。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

iii. Increased Investment in Technical Transformation of Power Plants and Continuous Improvement of Power Plants' Operational Efficiency (CONTINUED)

In 2019, the availability of wind turbines in the Group's invested wind power plants was effectively improved, reaching 98.40%, of which the availability of wind turbines in its wholly-owned wind power plants was 98.81%. The availability of the PV power plants invested by the Group was 99.78% in which the availability of wholly-owned PV power plants was 99.74%.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

3、加強電廠技改投入，電廠運營效率持續改善(續)

2019年，集團投資持有股權的風電廠機組可利用率有效提高，達到98.40%，其中獨資風電廠機組可利用率為98.81%。集團投資持有股權的光伏電廠可利用率99.78%，其中獨資光伏電廠可利用率為99.74%。

Availability of Wind Turbines and PV Power Plants (%)

風電機組可利用率、光伏電廠可利用率(%)

Business Segments 業務板塊	The Group's Invested Power Plants 集團持有股權的電廠			The Group's Wholly-owned Power Plants 其中：獨資電廠		
	2019 2019年	2018 2018年	Percentage Change 變化量	2019 2019年	2018 2018年	Percentage Change 變化量
Availability of Wind Turbines 風電機組可利用率	98.40%	97.78%	0.62%	98.81%	98.30%	0.51%
Availability of PV Power Plants 光伏電廠可利用率	99.78%	99.18%	0.60%	99.74%	99.03%	0.71%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

iv. Average Feed-in Tariffs of Wind Power remained at Relatively High Level; Proportion of Traded Power Volume of Wholly-owned Projects Decreased

In 2019, affected by both the year-on-year increase in traded power volume, and the increasing on allocated expense of auxiliary services in certain regions, the weighted average feed-in tariff in the Group's invested wind power plants fell slightly, however power trading facilitated the consumption of renewable energy, reducing wind power curtailment.

In 2019, the weighted average feed-in tariff of wind power plants invested by the Group was RMB0.5499/kWh (including VAT) (2018: RMB0.5595/kWh) while the weighted average feed-in tariff of PV power projects was RMB0.9471/kWh (including VAT) (2018: RMB0.9446/kWh). Of those, the weighted average feed-in tariff of wind power plants wholly owned by the Group was RMB0.5800/kWh (including VAT) (2018: RMB0.5948/kWh) while the weighted average tariff (exclusive of subsidies) of wholly-owned wind power plants was RMB0.3635/kWh and the weighted average feed-in tariff of wholly-owned PV power plants was RMB0.9135/kWh (including VAT) (2018: RMB0.9073/kWh).

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

4、風電平均上網電價仍維持較高水平，獨資項目交易電量佔比下降

2019年，受交易電量較去年同期有所增加，以及個別地區輔助服務分攤費用標準調高的雙重影響，集團投資持有股權的風電廠加權平均上網電價略有下浮，但電量交易同時促進了新能源項目的消納，減少了棄風限電。

2019年，集團投資持有股權的風電廠加權平均上網電價為人民幣0.5499元/千瓦時(含增值稅)(2018年同期：人民幣0.5595元/千瓦時)，光伏電廠加權平均上網電價為人民幣0.9471元/千瓦時(含增值稅)(2018年同期：人民幣0.9446元/千瓦時)。其中，集團獨資風電廠加權平均上網電價為人民幣0.5800元/千瓦時(含增值稅)(2018年同期：人民幣0.5948元/千瓦時)，獨資風電廠加權平均不含補貼電價為0.3635元/千瓦時，獨資光伏電廠加權平均上網電價為人民幣0.9135元/千瓦時(含增值稅)(2018年同期：人民幣0.9073元/千瓦時)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

iv. Average Feed-in Tariffs of Wind Power remained at Relatively High Levels; Proportion of Traded Power Volume of Wholly-owned Projects Decreased (CONTINUED)

In 2019, traded power volume of the Group's wholly-owned power plants amounted to 318.59 GWh, accounting for 10.5% (2018: 256.21 GWh, accounting for 11.2%). Of those, traded wind power volume reached 175.29 GWh, accounting for 6.9% of wholly-owned wind power generation (2018: 121.55 GWh, accounting for 6.5%) and average reduction in wind power tariffs as compared with the approved benchmark feed-in tariff was RMB0.0143/kWh (2018: reduction of RMB0.0145/kWh). Traded PV power volume amounted to 143.31 GWh, accounting for 30.0% of the wholly-owned PV power generation (2018: 134.66 GWh, accounting for 31.3%) and average reduction in PV power tariffs over the approved benchmark feed-in tariff was RMB0.0669/kWh (2018: reduction of RMB0.0837/kWh).

v. Ongoing Significant Increase in Income and Profit of Wholly-owned Power Plants

In 2019, the Group's wholly-owned power plants achieved a total income of RMB1,636,294,000, an increase of 30.8% over the same period of last year, accounting for 89.1% of the Group's revenue (2018: 88.5%).

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

4、風電平均上網電價仍維持較高水平，獨資項目交易電量佔比下降(續)

2019年，集團獨資電廠交易電量為31,859萬千瓦時，佔比為10.5%（2018年同期：25,621萬千瓦時，佔比為11.2%）。其中，風電交易電量17,529萬千瓦時，佔獨資風電發電量的6.9%（2018年同期：12,155萬千瓦時，佔比為6.5%），風電電價比核准的標桿電價平均降幅為人民幣0.0143元／千瓦時（2018年同期：降幅0.0145元／千瓦時）；光伏交易電量14,331萬千瓦時，佔獨資光伏發電量的30.0%（2018年同期：13,466萬千瓦時，佔比為31.3%），光伏電價比核准的標桿電價平均降幅為人民幣0.0669元／千瓦時（2018年同期：降幅0.0837元／千瓦時）。

5、獨資電廠收入及利潤繼續大幅增長

2019年，集團獨資電廠共實現收入人民幣1,636,294,000元，較上一年度同期增長30.8%，佔集團收入的89.1%（2018年同期：88.5%）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

二、業務回顧(續)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

v. Ongoing Significant Increase in Income and Profit of Wholly-owned Power Plants (CONTINUED)

5、獨資電廠收入及利潤繼續大幅增長(續)

During the Year, the Group's wholly-owned power plants achieved a total net profit from power generation of RMB628,204,000, and the Group shared net profits totaling RMB170,042,000 from power generation business of its associates and joint ventures.

本年度，集團獨資電廠共實現發電淨利潤人民幣628,204,000元，集團分享聯營公司及合營企業發電業務淨利潤人民幣170,042,000元。

Revenue and Net Profit of Power Plants (RMB)

電廠收入及淨利潤(人民幣：元)

		2019 2019年	2018 2018年	Change Rate 變化率
Revenue of Wholly-owned Power Plants	獨資電廠收入	1,636,294,000	1,251,109,000	30.8%
Including:	其中：			
Wind Power	風電	1,254,404,000	906,206,000	38.4%
PV Power	光伏	381,890,000	344,903,000	10.7%
Net Profit of Wholly-owned Power Plants	獨資電廠淨利潤	628,204,000	511,276,000	22.9%
Including:	其中：			
Wind Power	風電	526,351,000	419,089,000	25.6%
PV Power	光伏	101,853,000	92,187,000	10.5%
Net Profit of Jointly-owned Power Plants	合聯營電廠淨利潤	170,042,000	149,619,000	13.7%
Including:	其中：			
Wind Power	風電	162,913,000	140,654,000	15.8%
PV Power	光伏	7,129,000	8,965,000	-20.5%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

vi. Safety Production of Power Plants was Generally Good with Security and Stability

During the Year, the Group consistently complied with the safety management policy of "safety first, prevention orientation and comprehensive management", constructed a comprehensive safety management system with safety classification mechanism, designated safety responsibilities to various parties of the Group for the respective safety classes, strengthened the efforts in safety supervision and inspection and optimized the safety incentive and control mechanism, ensure the safety management and business operation were concurrently planned, deployed, reviewed, summarized and examined, achieving an orderly implementation of production safety management. In 2019, the Group conducted across-the-board regular safety inspections including holiday safety inspections, seasonal safety inspections, special safety inspection projects, comprehensive safety inspections; as well as top-down self-inspections by subsidiaries, spot checks by the business departments of the Group and safety supervision and inspections by externally appointed third parties, with strengthened efforts in the early monitoring of risks as well as identification and mitigation of potential hazards. In 2019, the Group also conducted safety management training, launched activities such as safety production month, fire-safety day, various safety education and training activities such as safety warning training. Through programs including theoretical training, knowledge competitions, emergency drills, emergency first aid training and OA safety corners, safety responsibility awareness of the employees have been strengthened and their safety knowledge and skills enriched.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

6、電廠安全生產總體良好，保持安全、穩定生產

本年度，集團堅持「安全第一，預防為主，綜合治理」的安全管理方針，全面構建安全管理體系，建立安全分級管控機制，落實集團各級安全責任主體，加大安全監督檢查力度，完善安全激勵約束機制，將安全工作與各項生產經營工作同時計劃、同時佈置、同時檢查、同時總結、同時考核，實現安全生產管理工作有序開展。2019年，集團橫向按照日常安全檢查、節假日安全檢查、季節性安全檢查、專項安全檢查、綜合安全檢查，縱向按照基層企業自查、集團業務部門抽查、外聘第三方機構評價檢查的方式開展安全監督檢查工作，並加大風險預控和安全隱患排查治理力度。2019年，集團還開展了安全管理培訓、安全生產月、消防日、安全警示教育等各類安全教育培訓活動，通過理論培訓、知識競賽、應急演練、應急救護培訓、OA安全園地等方式，強化員工安全責任意識，提高員工安全知識與技能。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Safe Production with Stability and Reliability, and Steady Growth of Power Generation Business (CONTINUED)

vi. Safety Production of Power Plants was Generally Good with Security and Stability (CONTINUED)

During the Year, the power plants of the Group has maintained safe and stable production, with no serious personal injury nor fatal accident, as well as no equipment accident related to responsible parties, ensuring stable and reliable power supply and safety of personnel and properties.

(2) Power Plants' Development and Construction

During the Year, the Group aggressively developed quality projects in the northern regions with better advantage in resources and stable profit. At the same time, it also consolidated its advantage in the southern regions with no power curtailment by continuously developing and constructing new energy projects. During the course of project construction, the Group actively promoted the use of new technologies and application of the latest wind turbines, and improved the construction processes. Through measures such as optimized designs, strict control of design change procedures, optimized procurement strategies, strengthened progress management of construction projects, the Group was able to control the overall budget of construction projects effectively, pursuing the lowest LCOE and enhancing the power plants' competitiveness.

二、業務回顧(續)

(一) 安全生產穩定可靠，發電業務穩步提升(續)

6、電廠安全生產總體良好，保持安全、穩定生產(續)

本年度，集團電廠保持安全、穩定生產，未發生重傷及以上人身傷亡事故，未發生責任性設備事故等，確保了電力供應穩定、可靠和人員人身及財產安全。

(二) 電廠開發與建設

本年度，集團大力開發北方地區資源較好、收益穩定的優質項目，同時鞏固南方優勢，繼續開發建設南方非限電地區的新能源項目。在項目的建設過程中，集團積極推廣使用新技術、應用新機型，改進施工工藝，通過優化設計、嚴格控制設計變更程序、優化採購策略、加強建設項目進度管理等措施，有效控制工程整體造價，追求度電成本最低，提升電廠的競爭能力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Power Plants' Development and Construction (CONTINUED)

i. Stable Progress of Power Plants Construction and Continuous Growth of Installed Capacities

During the Year, the rush of hastened installation of wind power facilities caused by continuing decrease of subsidies contributed to a scarce supply of wind power equipment and a substantial increase of wind turbine prices. By adjusting construction strategy in a timely manner, coordinating resources from various parties and closely working together, the Group was successful in ensuring the growth of its attributable installed capacity. During the Year, the Group increased its asset allocation in grid parity power plant, enabling us to achieve the outstanding efficiency of commencing construction and operation within the same year.

For the Year, the total installed capacity of the Group's invested power plants was 1,031 MW (2018: 1,068 MW), and the attributed installed capacity was 963 MW, 7 of which were wholly-owned, continued construction projects with installed capacity of 394 MW; 9 were new construction projects with installed capacity of 637 MW, with attributable installed capacity of 569 MW, including 6 grid parity projects of 448 MW. Project constructions were carried out normally according to the Group's construction plan.

二、業務回顧(續)

(二) 電廠開發與建設(續)

1、電廠建設穩步推進，裝機容量保持增長

本年度，補貼退坡進程加快導致風電搶裝激烈，風機價格大幅上漲，風機設備供貨緊張。集團適時調整建設策略，統籌調度各方資源，通力協作，確保了集團權益裝機容量的增長。本年度，集團加大平價電廠資產配置力度，一些平價項目實現了當年開工、當年投產的優異成績。

本年度，集團投資電廠的總建設裝機容量1,031MW（2018年同期：1,068MW），權益裝機容量963MW。其中，續建項目7個，裝機容量394MW，均為獨資項目；新開工建設項目9個，裝機容量637MW，權益裝機容量569MW，包括6個平價項目448MW。項目建設均按照集團投資建設計劃正常開展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Power Plants' Development and Construction (CONTINUED)

i. Stable Progress of Power Plants Construction and Continuous Growth of Installed Capacities (CONTINUED)

During the Year, the Group has put into operation a total of 7 new wind power plants, with a total installed capacity of 385.5 MW (2018: 471 MW) and attributable installed capacity of 317.7 MW (2018: 471 MW), including 3 wholly-owned grid parity projects of 148.5 MW.

As at 31 December 2019, the Group owned equity interest of 78 grid-connected wind power and PV power plants with a total installed capacity of 3,446 MW (2018: 3,189 MW), and an attributable installed capacity of 2,394 MW. Among them, 59 were wind power plants with an installed capacity of 3,113 MW (2018: 2,857 MW) and an attributable installed capacity of 2,080 MW, and 19 were PV power plants with an installed capacity of 332 MW (2018: 332 MW), and an attributable capacity of 314 MW.

As at 31 December 2019, the Group had 43 wholly-owned grid-connected wind power and PV power plants with a total installed capacity of 1,672 MW. Among these, 26 were wind power plants with an installed capacity of 1,369 MW, and 17 were PV power plants with an installed capacity of 303 MW.

二、業務回顧(續)

(二) 電廠開發與建設(續)

1、電廠建設穩步推進，裝機容量保持增長(續)

本年度，集團共新增投產7間風電廠，總裝機容量385.5MW(2018年同期：471MW)，權益裝機容量317.7MW(2018年同期：471MW)，包括3個獨資平價項目148.5MW。

截至2019年12月31日，本集團持有78間併網發電之風電及光伏電廠股權，總裝機容量3,446MW(2018年同期：3,189MW)，權益裝機容量2,394MW。其中風電廠59間，裝機容量3,113MW(2018年同期：2,857MW)，權益裝機容量2,080MW；光伏電廠19間，裝機容量332MW(2018年同期：332MW)，權益裝機容量314MW。

截至2019年12月31日，本集團獨資持有43間併網發電之風電及光伏電廠，總裝機容量1,672MW。其中風電廠26間，裝機容量1,369MW；光伏電廠17間，裝機容量303MW。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

二、業務回顧(續)

(2) Power Plants' Development and Construction (CONTINUED)

(二) 電廠開發與建設(續)

i. Stable Progress of Power Plants Construction and Continuous Growth of Installed Capacities (CONTINUED)

1、電廠建設穩步推進，裝機容量保持增長(續)

Attributable Installed Capacity (MW)
權益裝機容量(MW)

Business Segments and Regions	業務板塊及區域	The Group's Invested Power Plants 集團持有股權的電廠			The Group's Wholly-owned Power Plants 其中：獨資電廠		
		2019 2019年	2018 2018年	Change Rate 變化率	2019 2019年	2018 2018年	Change Rate 變化率
Installed Wind Power Capacity	風電裝機容量	2,080	1,963	6.0%	1,369	1,308	4.7%
Including:	其中：						
Northeastern China	東北區域	310	162	91.4%	149	—	—
Northern China	華北區域	219	186	17.7%	—	—	—
Northwestern China	西北區域	103	103	0.0%	—	—	—
Eastern China	華東區域	346	379	-8.7%	228	261	-12.6%
Central Southern China	中南區域	1,022	1,053	-2.9%	912	967	-5.7%
Southwestern China	西南區域	80	80	0.0%	80	80	0.0%
Installed PV Power Capacity	光伏裝機容量	314	314	0.0%	303	303	0.0%
Including:	其中：						
Northeastern China	東北區域	1	1	0.0%	1	1	0.0%
Northern China	華北區域	26	26	0.0%	20	20	0.0%
Northwestern China	西北區域	9	9	0.0%	9	9	0.0%
Eastern China	華東區域	44	44	0.0%	40	40	0.0%
Southwestern China	西南區域	215	215	0.0%	215	215	0.0%
Overseas Regions	海外區域	18	18	0.0%	18	18	0.0%
Total	合計	2,394	2,277	5.1%	1,672	1,611	3.8%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Power Plants' Development and Construction (CONTINUED)

ii. Proactively Explored Quality Wind and PV Power Projects in the Northern Regions, Substantial Growth in the Capacity of Resources Reserve and Approved Projects

During the Year, there was relaxation of power curtailment in the Northern regions, which has made room for further development and investment. Due to stringent ecological protection requirements, it was more difficult to launch construction projects in the Southern regions. The Group actively adjusted its development efforts by moving to the north, focusing on quality wind and PV power projects in Northern regions, and proactively participated in acquiring grid parity and competitive bidding projects. It also innovated development strategies and models through active participation in strategic cooperation, and strived to extend its development scope including renewable energy such as hydrogen energy, offshore wind power, energy storage and distributed wind power. In 2019, the Group entered into new contracts in relation to wind resource of 4,998 MW and photovoltaic resource of 2,987 MW, safeguarding the construction and sustainable development of the Group's subsequent projects.

二、業務回顧(續)

(二) 電廠開發與建設(續)

2、積極開拓北方優質風光項目，資源儲備、項目核准容量大幅增長

本年度，北方限電形勢緩解，投資開發空間增大；南方生態保護趨緊，項目建設難度增大。集團積極調整開發方向，向北發展，重點開發北方資源優質的風電和光伏項目，積極投入平價、競價項目的獲取；創新開發策略和開發模式，積極開展戰略合作；大力拓寬開發方向，關注並參與氫能源、海上風電、儲能、分散式風電等可再生能源相關產業。2019年，集團共新簽約風資源4,998MW，新簽約光資源2,987MW，保證了集團後續項目的建設與持續發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Power Plants' Development and Construction (CONTINUED)

ii. Proactively Explored Quality Wind and PV Power Projects in the Northern Regions, Substantial Growth in the Capacity of Resources Reserve and Approved Projects (CONTINUED)

During the Year, the Group has added 19 newly approved projects (886 MW in total), including 17 wind power projects (741 MW in total) and 2 photovoltaic projects (145 MW in total). Among them, 10 projects (641 MW in total) are included in the First Batch of Wind Power and PV Power Generation Grid Parity Projects for 2019. Other than the first batch of grid parity projects, the Group had 15 projects (457 MW in total) included in the projects related to the Wind Power and Photovoltaic Power Development and Construction Plan for 2019 published by the provinces.

The Group closely follows the development trend and innovative technologies of the renewable industry, adopts specialized development strategies and technologies, optimizes the location of anemometer towers, increases the representing area of anemometer towers, utilizes advanced equipment such as laser anemometer radars to continuously track and evaluate the wind resources, and selects wind and PV resources with the best economic benefits under the current technology and cost levels when deciding on competitive biddings and grid parity project participation.

二、業務回顧(續)

(二) 電廠開發與建設(續)

2、積極開拓北方優質風光項目，資源儲備、項目核准容量大幅增長(續)

本年度，集團新增核准(備案)項目19個(共計886MW)，包括風電項目17個(共計741MW)，光伏項目2個(共計145MW)；其中10個項目(共計641MW)列入國家2019年第一批風電、光伏發電平價上網項目名單。此外，除第一批平價項目，集團共有15個項目(共計457MW)列入各省2019年風電、光伏開發建設方案中。

集團將緊密跟蹤可再生能源行業發展趨勢和創新技術，採取有針對性的開發策略和技術手段，優化測風塔位置，提高測風塔代表範圍，採用激光測風雷達等先進設備，對風能資源進行持續跟蹤和評估，在現有技術和造價水平下優先選擇經濟效益最好的風光資源參與競價和平價發電項目的開發與建設。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Power Plants' Development and Construction (CONTINUED)

iii. Gradual Enhancement of Assets Quality and Diversifying Financing Channel

During the Year, the Group continually brought the "build and transfer" strategy into practice, proactively practised diversified cooperation with financial institutions, safeguarded capital for the Group's development and enhanced the assets quality of the Group. In 2019, the Group disposed of 5 projects representing attributable installed capacity of 201 MW; among which 75% equity interest of 2 projects were disposed of to international clean energy fund, representing attributable installed capacity of 72 MW. While obtaining the capital for the Group's development and enhancing the assets quality of the Group, the structural optimization of the Group's recurrent business and new development businesses was promoted through industry funds. Moreover, the convertible loan withdrew by the Group from Goldman Sachs, and project financing from financial institutions, reassured successful construction and operation of the Group's projects.

二、業務回顧(續)

(二) 電廠開發與建設(續)

3、持續優化資產質量，融資渠道多元化

本年度，集團繼續踐行「建成一出售」策略，積極與金融機構開展多元合作，保障集團發展資金，提升集團資產質量。2019年，集團出售項目5個，對應權益裝機容量201MW；其中出售2個項目75%的股權於清潔能源基金，對應權益裝機容量72MW，在獲得集團發展資金、提高集團資產質量的同時，通過產業基金方式推動集團常規業務結構優化和創新業務發展。另外，集團收到的高盛可換股貸款，以及各項目獲得的金融機構項目融資，同樣保障了集團項目順利建設和持續運營。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses

During the Year, other business segments of the Group contributed RMB199,628,000 to the Group (2018: RMB162,961,000).

While focusing on its core power generation business, the Group also relied on its investments in the renewable energy industry to carry out some related business of renewable energy industry chain based on its main power generation business. In 2019, the Group continued to strengthen its development in aspects such as Energy IoT business, intelligent O&M, power plant design services, financial leasing as well as energy storage and made some achievements.

i. Research and Development of Energy Internet of Things Technology

During the Year, the Group's subsidiary Beijing Power Concord Technology Development Co., Ltd. ("Power Concord") increased its efforts in technology and product developments, and spared great efforts in expanding its external market and gradually increasing market competitiveness.

二、業務回顧(續)

(三) 其他業務

本年度，本集團其他業務板塊為集團貢獻收入人民幣199,628,000元(2018年同期：人民幣162,961,000元)。

本集團專注核心發電業務的同時，以可再生能源產業投資為依託，圍繞發電主業開展可再生能源產業鏈的相關業務。2019年，集團繼續加強能源物聯網業務、智慧運維、電廠設計服務、融資租賃業務、儲能等領域的發展，取得了一定成績。

1、能源物聯網技術研發

本年度，本集團所屬北京動力協合科技有限公司(「動力協合」)深入技術和產品研發，大力拓展外部市場，市場競爭能力逐步提升。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

i. Research and Development of Energy Internet of Things Technology (CONTINUED)

During the Year, the Group continued to optimize the development and operation of POWER+, intelligent inspection system (“Yixun”) and EAM system. In particular it optimized and enriched POWER+3.0 mobile end functions, improved data collection solution and strengthened the application of big data, thoroughly integrated online intelligent monitoring and offline O&M by multi-functional data collection, centralized monitoring and control, production operation and maintenance, intelligent analysis, intelligent early warning and automated logbook. A service loop of data-driven new energy asset full lifecycle intelligent operation based on an asset management model which operates integrated energy services of power stations has been realized. Through technological means including safety management of power stations, application of intelligent O&M, intelligent early warning and intelligent inspection of power stations, a centralized management with unattended or less-attended O&M model was realized, and digitalized intelligent management over the asset’s full lifecycle was achieved.

二、業務回顧(續)

(三) 其他業務(續)

1、能源物聯網技術研發(續)

本年度，集團繼續優化POWER+、智慧巡檢系統(易巡)、資產管理系統(EAM)的開發與運營。優化和豐富POWER+3.0移動端功能，完善數據採集方案，加強大數據功能應用，基於多功能數據採集、集中監控、生產運維、智能分析、智能預警、自動化報表等功能，將線上智能監控與線下運行維護深度融合，以資產管理模式運作電站綜合能源服務，實現基於數據驅動的新能源全生命週期智慧運營的服務閉環。通過電站安全管理、智慧運維應用、智能預警、電站智能巡檢等技術手段，實現電站無人值班、少人值守的集約化管理，實現資產全生命週期的數字化智能管理。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

i. Research and Development of Energy Internet of Things Technology (CONTINUED)

The data collector internally researched and developed by Power Concord and applied to the intelligent operation platform POWER+ can collect and transmit data from any photovoltaic stations facilities, realizing data collection of software and hardware systems from all product lines, and reliable software operations. The new energy intelligent operation platform POWER+ has been implemented in projects such as the Group's operation control centre, third party O&M management platforms; Currently, intelligent energy cloud platform POWER+ has provided quality intelligent energy services to renewable energy power stations with capacity of over 7 GW in total.

二、業務回顧(續)

(三) 其他業務(續)

1、能源物聯網技術研發(續)

動力協合自主研發並應用於POWER+智慧運營平臺的數據採集器可實現各類光伏電站設備的數據採集與傳輸，實現全產品線的數據採集軟件與硬件體系，實現軟件的可靠運行。POWER+新能源智慧運營平臺在集團運營監控中心、第三方運維管理平臺等項目上開展應用；目前，智慧能源雲平臺POWER+已累計為超過7GW的新能源電站提供優質智慧能源服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

ii. Professional Operation and Maintenance of Power Plants

During the Year, the Group's subsidiary Beijing Century Concord Operation and Maintenance Co., Ltd. ("Concord O&M") made considerable effort in developing intelligent operation by organizing a professional technical team of intelligent operation, promoting intelligent operation technology and improving the relevant platform, achieving a preliminary success in the informatization of O&M management. At the same time, it actively innovated new business models and explored new businesses. It started a new O&M model with comprehensive asset management, undertook the wind turbine delivery commissioning business, and acquired the ability of third party wind turbine delivery commissioning. In 2019, Concord O&M won the honorary title of "Chinese Management Innovation Advanced Entity" as a result of its outstanding performance and achievement in the innovation of production-study-research synergy and management philosophy. It also won the honorary title of "2018 Team Star of Operation & Maintenance" at the suppliers' meeting held by a client.

二、業務回顧(續)

(三) 其他業務(續)

2、電廠專業運行維護

本年度，本集團所屬北京協合運維風電技術有限公司(「協合運維」)大力發展智慧運營，組建智慧運營專業技術隊伍，推進智慧運營技術與平臺完善，初步實現運維管理信息化。同時積極創新業務模式，開拓新業務，開啟了全面資產管理運維新模式，承接了風機交付調試業務，具備了第三方領域風機交付調試能力。2019年，協合運維因在產學研協同創新、管理理念創新上的突出表現和成就，榮獲「中國管理創新先進單位」榮譽稱號；並在客戶單位舉辦的供應商大會上榮獲「2018年度運維團隊之星」榮譽稱號。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

ii. Professional Operation and Maintenance of Power Plants (CONTINUED)

During the Year, the Beijing intelligent operation monitoring centre was formally put into operation, and regional control data was connected to Beijing. Concord O&M realized the operational model for headquarters' directorial deployment, regional control and inspection and maintenance through the Beijing monitoring centre + 4 regional monitoring and control centres + 6 regional testing and overhaul centres. Relying on the intelligent operational platforms such as "POWER+" + "Yixun" + "Monitoring and Control Centres" + "EAM", Concord O&M continued to deepen promotion and application of intelligent operational model via three-tier interaction between headquarters + regions + power stations and gradually implemented a new energy operation mode combining the online "centralised monitoring and control, big data analysis, intelligent diagnosis and early warning and intelligent work order" with offline "safety professional standardised operation management, regional centralised maintenance, professional inspection testing and power plants management with unattended or less-attended O&M model".

二、業務回顧(續)

(三) 其他業務(續)

2、電廠專業運行維護(續)

本年度，北京智慧運營監控中心正式投運，區域集控數據接入北京。協合運維通過北京監控中心+四大區域集控中心+六大區域試驗檢修中心，實現了總部指導調度、區域集控及檢修的運營模式。協合運維依託「POWER+」+「易巡」+「集控中心」+「EAM」智慧運營技術平臺，通過總部+區域+電站三級聯動，繼續深化智慧運營模式的推廣應用，逐步實施線上「集中監控、大數據分析、智能診斷預警、智能工單」和線下「安全專業標準化運營管理、區域集中檢修、專業點檢試驗、場站無人值班、少人值守」相結合的新能源運營模式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

ii. Professional Operation and Maintenance of Power Plants (CONTINUED)

During the Year, Concord O&M undertook service contracts with a total of 116 wind power and PV power plants (with a total of 6 GW) for the overall O&M, asset management, inspection and wind turbine delivery and commissioning services. It also signed 16 service contracts covering the areas such as preventive tests, technical renovation and overhaul as well as sales of spare parts.

iii. Engineering Consultancy and Design Business

During the Year, the Group's subsidiary Concord Power Consulting & Design (Beijing) Corp., Ltd. ("Design Company") actively expanded its business areas. In addition to intensive expansion of the traditional areas such as design consultancy markets and EPC markets, it also aggressively followed the development of hydrogen energy and explored markets including energy storage, natural gas power generation, CBM power generation, coal-to-electricity, wind power heating as well as wind power hydrogen production, and achieved a certain breakthroughs in these areas.

二、業務回顧(續)

(三) 其他業務(續)

2、電廠專業運行維護(續)

本年度，協合運維共承擔116間風電及光伏電廠(共計6GW)的整體運行維護、資產管理、檢修及風機交付調試業務服務合同；並簽訂了預防性試驗、技改大修、備件銷售等服務合同16份。

3、工程諮詢、設計業務

本年度，本集團所屬之聚合電力工程設計(北京)股份有限公司(「設計公司」)，積極拓展業務領域，除重點開拓設計諮詢市場、EPC市場等傳統領域，還積極跟蹤氫能源發展方向，開拓儲能、天然氣發電、煤層氣發電、煤改電、風電供暖、風電製氫等市場，並取得了一定突破。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

iii. Engineering Consultancy and Design Business (CONTINUED)

During the Year, the Design Company completed 337 technical service reports, 50 feasibility study reports, 25 microsite selection reports and a total of 37 preliminary designs, construction drawing designs and record drawings. 8 exterior design consultancy contracts were signed and it was selected as qualified vendor by 3 customers. Also, the Design Company was deeply involved in and completed the consultancy of numerous sizable projects, which covered hydrogen production, renewable energy consumption, clean heating, large-scale power base projects, grid parity projects and poverty alleviating projects, which brought preliminary advantage to its consultancy business. The Design Company has also compiled a report on the comparison and selection of semi-automatic control substations to promote unattended or less-attended operation mode of power stations. The Design Company paid attention to technical innovation and new business exploration at the same time, finished the first technical report related to hydrogen energy utilization and the first monograph report of wind power field's ancillary energy storage project, completed the draft of the 3-year new energy industrial plan in Harbin, participated in new businesses such as coal-to-electricity projects, CBM projects, clean heating, hydrogen production by renewable energy, pilot projects for distributed generation market transactions and wind energy storage, and continuously consolidating knowledge reserve and technical reserve over new business areas.

二、業務回顧(續)

(三) 其他業務(續)

3、工程諮詢、設計業務(續)

本年度，設計公司總計完成了技術服務報告337項，可行性研究報告50項，微觀選址報告25項；完成初步設計、施工圖設計、竣工圖設計共計37項。簽訂外部設計諮詢合同8項，供應商入圍3項。同時，設計公司還深度參與並完成了多項大型項目諮詢工作，涵蓋制氫、可再生能源消納、清潔供暖、基地項目、平價項目、扶貧帶貧項目等，為前期諮詢業務帶來優勢。設計公司還編制完成了無人值班集控子站比選方案報告，推進無人值班、少人值守智能化電站運營模式。設計公司同時注重技術創新和新業務拓展，完成了首個氫能源利用相關技術報告和首個風電場配套儲能項目專題研究報告，完成了哈爾濱市新能源產業三年規劃送審稿，參與了煤改電項目、煤層氣項目、清潔供暖、可再生能源製氫、分佈式市場化交易試點項目、風電儲能等新業務，並不斷加強新業務領域的知識儲備和技術儲備。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

iii. Engineering Consultancy and Design Business (CONTINUED)

Simultaneously, the Design Company successfully passed the examination of Grade A qualification credit appraisal of the engineering advisory sector of China National Association of Engineering Consultants and formally received Grade A qualification credit rating in electricity industrial (Thermal Power, Hydropower, Nuclear Power, New Energy) consultancy, and was rated AA in corporate credit rating of China Electric Power Planning & Engineering Association. It also has passed the three standard systems certifications and the “High and New Tech Enterprises” qualification review. The Century Concord Wuhe Yinmahu Wind Power project it undertook won the first prize of the Beijing City Outstanding Engineering Geotechnical Survey & Design Award, which further enhanced the company’s competitiveness in the external market.

二、業務回顧(續)

(三) 其他業務(續)

3、工程諮詢、設計業務(續)

同時，設計公司順利通過中國工程諮詢協會工程諮詢單位甲級資信評價專家評審，獲得了電力行業(火電、水電、核電、新能源)諮詢甲級資信評級，並榮獲中國電力規劃設計協會AA級信用評級，通過了三標體系認證和「高新技術企業」資格複審，承接的協合五河飲馬湖風電項目獲得了「北京市優秀工程勘察設計獎」一等獎，進一步提升了公司外部市場競爭力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

iv. Financial Leasing, Energy Storage and Incremental Distribution Network Businesses

During the Year, the Group's subsidiary Tianjin Green Energy International Leasing Co., Ltd. ("Leasing Company") was active in its exploration of innovative businesses. It grasped new market opportunities, created a sound development system, and strengthened the construction and maintenance of the channel system. Meanwhile, it continued to enhance its capacity in construction and financing abilities, improve its risk management and control mechanisms and enhance its risk response capabilities. In 2019, Leasing Company signed 8 new financing lease contracts with 15 financing lease contracts being executed.

During the Year, the Group's Naidong high-altitude echelon-use energy storage project of power generation side in Tibet won the "Top 10 Models of Energy Storage Application and Innovation in 2019" award, representing the industry's recognition of the Group's strength in the construction and operation of power side energy storage projects. At the same time, Malta energy storage R&D project that the Group invested in the US were making progress as planned, with advancement of the demonstration project under way. Moreover, the Group participated in compilation of "Communication protocols between power conversion system

二、業務回顧(續)

(三) 其他業務(續)

4、融資租賃、儲能、增量配電網業務

本年度，本集團所屬天津國銀新源國際租賃有限公司(「租賃公司」)，積極創新業務探索，抓住新市場機遇，打造穩固的開發體系，強化渠道體系的構建與維護。同時，繼續提升自身能力建設和融資能力，完善風險管控機制，提升風險應對能力。2019年，租賃公司新簽融資租賃合同8份，在執行融資租賃合同15份。

本年度，集團西藏乃東發電側高原梯次電池儲能項目榮獲「2019年儲能應用創新典範TOP10」大獎，代表了業界對集團電源側光儲項目建設與運營實力的認可。同時，集團在美國投資的Malta儲能技術研發項目各項工作均按照計劃開展，並著手示範項目的推進工作。另外，集團參與了《儲能變流器與電池管理系統通訊協議》和《三相儲能變流器上位機Modbus監控協議》兩項標準的編制。2019年，集團積極開展用戶側儲能項目的開

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(3) Other Businesses (CONTINUED)

iv. Financial Leasing, Energy Storage and Incremental Distribution Network Businesses (CONTINUED)

and battery management system” and “Modbus monitoring protocols between three-phase power conversion system and supervising system”. In 2019, the Group actively pursued the development and cooperation of user side energy storage projects and has reached preliminary agreements of cooperation intents with various enterprises to provide users with systematic energy solutions as an energy service provider. The Group will continue to focus on the development of energy storage technology and industry trends, actively explore business models in respect of energy storage service. By summarizing the construction and operation experience of energy storage projects, the Group will optimize the design of energy storage projects, improve the battery power capacity of energy storage projects, and enhance the operational level of energy storage projects.

During the Year, the preliminary substation design of Harbin Comprehensive Bonded Zone incremental distribution network project was completed. All the approvals required will be handled in an active and orderly manner and the project will continue to proceed as planned.

二、業務回顧(續)

(三) 其他業務(續)

4、融資租賃、儲能、增量配電網業務(續)

發合作，與多家企業達成初步合作意向，作為能源服務商，為用戶提供系統的能源解決方案。集團將繼續關注儲能技術發展和行業動態，積極探索圍繞儲能的能源服務商業模式；總結儲能項目建設與運營經驗，優化儲能項目方案設計，提高儲能項目電池發電能力，提升儲能項目運營水平。

本年度，集團哈爾濱綜合保稅區增量配電網項目變電站初步設計完成，各項手續積極有序辦理，均按計劃持續推進。

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY

In addition to financial performance, the Group believes that high-standard of corporate social responsibility is of great significance in building a positive relationship between the enterprise and the society, motivating its employees and achieving sustainable development and return for the Group.

(1) Environmental Protection

The Group is committed to making positive contributions to the Group, the environment and the communities, unswervingly developing clean energy and practicing energy conservation and emission reduction to protect the natural environment.

The Group specializes in the development and investment of renewable energy power projects such as wind power and PV power generation projects that focus on the investments and management in environmental protection, conservation of water and soil and biodiversity protection. Through measures such as increased investment, optimised designs, advanced technologies and intelligent operation as well as strict environmental standards and requirements in the full life cycle management of power plants, the Group strives to maintain sustainable and healthy development for the environment as well as for the human race, and commits to its responsibilities for improving the energy structure, mitigating air pollution and reducing greenhouse gas emission and haze. In 2019, part of the Group's operational power plants strengthened environmental protection via measures such as optimization of the sewage treatment system, addition and fixation of water barriers as well as drainage pipes. The "Three

三、環境保護、合規及社會責任

除財務表現外，本集團相信高標準的企業社會責任對於建立良好的企業和社會關係，激勵員工，為集團創造可持續發展和回報都有著至關重要的作用。

(一) 環境保護

本集團致力於為集團、環境及社區的可持續發展作出積極貢獻，堅定不移的發展清潔能源，踐行節能減排，守護綠水青山。

本集團所從事的風電和光伏發電等可再生能源發電項目，注重環境保護、水土保持和生物多樣性保護方面的投資和管理。在電廠全生命週期管理中，通過加大投入、優化設計、改進技術、智慧運營等措施，嚴格環保標準與要求，努力做到環境與人類的可持續健康發展，為改善能源結構、降低空氣污染和減少溫室氣體排放、減少霧霾作出積極貢獻。2019年，集團部分運營電廠通過優化污水處理系統、加修擋水牆及引流渠等措施加強環境保護。項目建設過程中，嚴格執行「三同時」制度，通過優化設計水土保持方案，擴充水保施工合同範圍，嚴格水保施工標準，減少吊裝平臺面積，使用新的施工工藝等措施減小對環境的影響。同時，採用低噪音風機、安裝驅鳥設備、塗刷驅鳥色帶等措施避免對鳥類的傷

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

(1) Environmental Protection (CONTINUED)

Simultaneities" system was strictly implemented in the course of project construction, and environmental impact was reduced through measures such as optimizing the design of water and soil conservation solution, expand the contracted area of water and soil conservation construction, tightening the standards of water and soil conservation, reducing the area of lifting platforms and using new construction techniques. Meanwhile, low-noise wind turbine was adopted, bird-repelling equipment was installed and bird-repelling colour ribbon was painted to prevent harms to the birds. The Group also adheres to the concept of green operation by reducing the emissions and discharge from administrative activities, promoting the ideas of conservation and environmental protection, and increasing the efficiency of resources and energy consumption.

At the same time, the Group also maintained exchange and communication with the local governments, actively participated in relevant activities and conferences on safety, environmental protection and fire safety organized by the local governments, and proactively promoted the relevant knowledge. Fire and flood prevention signs were also posted around the power plants to promote fire and flood prevention. While putting safety, environmental protection and fire-prevention under strict monitoring, the supervision of the environment surrounding the power plants were also strengthened.

三、環境保護、合規及社會責任(續)

(一) 環境保護(續)

害。另外，集團亦堅持踐行綠色辦公理念，提升資源節約與環境保護理念，減少自身辦公運營活動的排放，提高資源和能源的使用效率。

同時，集團亦保持與地方政府的交流與溝通，積極參與地方政府組織的安全、環保、消防等相關活動與會議，盡一己之力積極宣傳相關知識；同時在電廠周邊製作防火、防洪標識，進行防火、防洪宣傳，在對電廠區域內安全、環保、消防持續嚴格管控的同時，加強對電廠周邊環境的監管。

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

三、環境保護、合規及社會責任(續)

(1) Environmental Protection (CONTINUED)

(一) 環境保護(續)

During the Year, the Group achieved the equivalent reduction of carbon dioxide, sulphur dioxide, and nitrogen oxide emissions and the saving of standard coal and water conservation from the electricity generated by the Group's invested wind power plants and PV power plants, as compared with those by conventional power plants. The reduction in pollutants contributed to the reduction in PM10 and PM2.5 emissions and haze.

本年度，集團投資的風力及光伏發電廠所發電量與傳統電廠相比，相當於減少二氧化碳、二氧化硫、氮氧化物的排放，以及節約標煤和用水。污染物的減排為減少PM10、PM2.5，減少霧霾做出了貢獻。

Emission Reduction by Power Plants

電廠減排量

Emissions Reduction Indicators	減排指標	2019	Accumulated Amount
		2019年	累計數
CO ₂ (Kilotons)	CO ₂ (千噸)	4,978	29,528
SO ₂ (tons)	SO ₂ (噸)	1,643	23,426
NO _x (tons)	NO _x (噸)	1,580	20,992
Standard Coal Saving (Kilotons)	節約標煤(千噸)	1,953	10,577
Water Saving (Kilotons)	節約用水(千噸)	7,899	72,349

(2) Compliance

(二) 合規

During the Year, the Group has complied with the relevant standards, laws and regulations of our business, management and labour standards.

本年度，本集團在業務、管理、勞工規範上，嚴格遵守相關準則、法律及法規。

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

(3) Community Responsibility

The Group actively fulfilled its social responsibility. While focusing on the development of clean energy business, the Group was also committed to community welfare in order to reciprocate the society by various means.

i. Poverty Alleviation and Benevolent Contribution

The Group actively carries out poverty alleviation work in areas where its power plant investments have been made, through a combination of measures such as poverty alleviation projects, poverty alleviation through consumption to assist local poverty reduction and economic development. In 2019, the Group carried out poverty alleviation work in multiple provinces (autonomous regions) such as Heilongjiang, Jilin, Hebei, Anhui, Hunan, Hubei, Yunnan and Guangxi, contributing manpower, resources and finances to assist in local economic development and improvement of living standards for the local communities.

三、環境保護、合規及社會責任(續)

(三) 社區責任

本集團積極履行社會責任，在專注於清潔能源事業發展的同時，投身社會公益事業，不忘以各種方式回饋社會。

1、扶貧與捐助

集團積極在電廠投資地區開展扶貧工作，結合項目扶貧、消費扶貧等措施，通過多種途徑協助當地扶貧減困和發展經濟。2019年，集團在黑龍江、吉林、河北、安徽、湖南、湖北、雲南、廣西等多個省(自治區)開展扶貧工作，投入人力、物力、財力，助力當地經濟發展，提高當地群眾生活水平。

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

(3) Community Responsibility (CONTINUED)

i. Poverty Alleviation and Benevolent Contribution (CONTINUED)

In 2019, our Tongyu wind power project in Jilin contributed machineries and personnel for a number of times to carry out poverty alleviation work such as village environment improvement, road repairs and renovation of dilapidated buildings in various poverty-stricken villages in Tongyu County, with a total investment of over RMB1.47 million. Our Yilan wind power project in Harbin provided help to the local farm by hardening the farm drainage, widening village roads and purchasing of local agricultural products, achieving targeted poverty eradication through “industry poverty alleviation” + “poverty alleviation through consumption”. Our Yongren PV project in Yunnan is our quick response to China’s “Ten Thousand Enterprises help Ten Thousand Villages” targeted poverty alleviation programme which supports the infrastructure construction and the education improvement in some impoverished villages. Over 600 temporary jobs are offered each year. Public benefit activities, employment recommendation and other methods have been adopted for overcoming poverty and achieving prosperity. The Group was awarded the “Model Enterprise of Chuxiong Prefecture” title by the United Front Department of the Party Central Committee of Chuxiong Yi Autonomous Prefecture in June 2019.

三、環境保護、合規及社會責任(續)

(三) 社區責任(續)

1、扶貧與捐助(續)

2019年，吉林通榆風電項目投入多台次設備和多名人員，對通榆縣多個貧困村開展村屯環境整治、道路維修、危房改造等扶貧工作，累計投入147萬餘元。哈爾濱依蘭風電項目幫助當地硬化農田排水渠道，拓寬村屯道路，購買當地農產品，通過「產業扶貧」+「消費扶貧」幫助當地實現精準脫貧。雲南永仁光伏項目積極響應國家「萬企幫萬村」精準扶貧行動，支持當地貧困村基礎設施建設，支持當地教育事業，每年提供臨時工作崗位600多個，通過公益幫扶、就業幫扶等途徑幫助當地脫貧致富，並於2019年6月獲得楚雄彝族自治州委統戰部頒發的「楚雄州示範企業」稱號。河北海興扶貧光伏項目幫扶海興縣地區貧困戶，每年扶貧資金199.8萬元。安徽五河金大山風電項目捐贈當地政府人民幣50萬元整，用於支持當地公共設施建設與經濟發展。湖南道縣審章塘風電項目援助當地政府與

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

(3) Community Responsibility (CONTINUED)

i. Poverty Alleviation and Benevolent Contribution (CONTINUED)

The Haixing poverty alleviation PV project in Hebei provided assistance to poor families by contributing an annual poverty alleviation fund of RMB1.998 million. The Wuhe Jindashan wind power project in Anhui donated RMB500,000 to the local government to support the construction of public facilities and economic development in the district. The Dao County Shenzhangtang Wind Power Project in Hunan assisted the local government and community in road construction and maintenance by making a number of donations amounted to over RMB410,000. The second phase of the Xiangyang Yushan wind power project in Hubei donated RMB100,000 to various villages in Huanglong Township in to help Xiangyang in poverty alleviation. Our Xinzaos wind power project in Fuchuan, Guangxi provided the government of Mailing Town, Fuchuan County a sponsorship of RMB49,000 as poverty alleviation fund. Fuchuan Century Concord Wind Power Co., Ltd. took an active role in poverty alleviation efforts, pairing with Luofeng Village of Fuli Township in Fuchuan Yao Autonomous County, and provided assistance by supplying temporary cadres to work at the village for the economic development of the village and increased income for the community.

三、環境保護、合規及社會責任(續)

(三) 社區責任(續)

1、扶貧與捐助(續)

村民修建道路，先後捐助人民幣41萬餘元。湖北襄陽峪山二期風電項目向襄州區黃龍鎮多個村莊捐贈人民幣10萬元，助力襄陽脫貧攻堅事業。廣西富川新造風電項目向富川縣麥嶺鎮政府贊助扶貧經費4.9萬元；富川協合風力發電有限公司積極參與脫貧攻堅行動，結對幫扶富川瑤族自治縣福利鎮羅豐村，並在該村掛職幹部，幫助該村經濟發展，帶動群眾增收致富。

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III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

(3) Community Responsibility (CONTINUED)

ii. Education and Employment

The Group has been keen on school-enterprise cooperation. We facilitate the educational advancement of renewable energy in China while promoting the development in local economy, culture, employment and environment.

The Group has entered into a donation agreement with the North China Electric Power University Education Foundation and set up a scholarship. The Group provided assistance to 97 students in 2019, making an accumulative number of 1,274 student beneficiaries. The school-enterprise cooperative mode of training, launched jointly by the Group's O&M Company and a number of colleges and universities, proceeded smoothly. A modern apprenticeship system with cooperative development class was set up jointly with Ulanqab Vocational College and Hunan Polytechnic of Water Resources and Electric Power. As at the end of 2019, 79 students have joined the company's power plants for internship.

三、環境保護、合規及社會責任(續)

(三) 社區責任(續)

2、教育與就業

集團積極開展校企合作，在促進地方經濟、文化、就業和環境發展的同時，促進國家可再生能源教育事業的發展。

集團與華北電力大學基金會簽訂捐贈協議，設立獎學金，2019年資助學生97人，累計資助學生1,274人。集團運維公司與多家高校開展的校企合作培養模式順利開展，同烏蘭察布職業學院和湖南水利水電職業技術學院成立現代學徒制合作培養班，截至2019年底，共計79名學生進入公司電廠實習。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY (CONTINUED)

(4) Customers and Suppliers Relationship

During the Year, the Group maintained a good relationship between customers and suppliers with no major dispute.

During the Year, the Group's top five customers accounted for 67% of the Group's total sales, including 16% from State Grid Hunan Electric Power Co., Ltd., the largest customer.

During the Year, the Group's top five suppliers accounted for 72% of the Group's total procurement, including 22% from the largest supplier, Envision Energy (Jiangsu) Co., Ltd., which supplied wind turbine equipment for wind power projects invested by the Group.

IV. HUMAN RESOURCES

The Group always upholds its core values of "people-orientation, value creation, working for a better future and striving for excellence". It protects the legal rights of its employees, pays attention to their career development, cares for their health and safety, and puts efforts in achieving the common development of the employees as well as the Group. The Group continuously optimizes its human resources management system based on the principle of coordinated strategy, organization, talents and incentives. The Group respects the value of talents, seeks to develop their potentials and optimizes the incentive mechanism, fostering a human resources management system that is able to support the strategic implementation and organizational development of the Group.

三、環境保護、合規及社會責任(續)

(四) 客戶及供應商關係

本年度，本集團與客戶及供應商維持良好關係，並無重大爭議。

本年度，本集團五大客戶之銷售額佔本年度之總銷售額67%，其中最大客戶佔16%。最大客戶為國網湖南省電力有限公司。

本年度，本集團五大供應商之採購額佔本年度之總採購額72%，其中最大供應商佔22%。最大供應商為遠景能源(江蘇)有限公司，該公司為本集團投資風電項目供應風電主機設備。

四、人力資源

集團始終秉承「以人為本、創造價值、著眼未來、追求卓越」的核心價值觀，維護員工合法權益，關心員工職業發展，關注員工健康安全，努力實現員工與集團的共同發展。集團不斷優化人力資源管理體系，依據戰略、組織、人才、激勵相匹配的原則，尊重人才價值，開發人才潛能，完善人才激勵，形成支撐集團戰略落地和組織發展的人力資源管理體系。

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管理層討論及分析

IV. HUMAN RESOURCES (CONTINUED)

(1) Corporate Employees

During the Year, 4 centralized monitoring and control centres of the Group in Hunan, Hubei, Anhui and Tibet all came into operation. Through centralised monitoring and control, regional inspections and maintenance as well as continued optimization of the “POWER+” system and EAM system, the Group launched an unattended or less-attended intelligent O&M model which has facilitated a centralised administration of power plants with highly efficient, economical and scientific management, significantly improving the efficiency of power plant O&M and the level of intelligent inspection and maintenance. With the improvement of the Group’s intelligent operation which allows optimised allocation personnel, the number of employees has been reduced as compared with the end of the previous year.

As at 31 December 2019, the Group had 1,448 full-time employees (31 December 2018: 1,493), 160 of whom worked at the Group’s headquarters, 338 in project development and management, 771 in O&M, 92 in Energy IoT technological development and 87 in businesses such as design and leasing.

四、人力資源(續)

(一) 企業員工

本年度，集團湖南、湖北、安徽、西藏4個集控中心全部投入運營，通過集中監控、區域檢修，以及POWER+系統和資產管理系統(EAM)功能的持續優化推進，開展無人值班、少人值守的智慧運維模式，促進電廠集約化管理，營造更加高效、經濟、科學的電廠管理，電廠運維效率和智能化檢修水平顯著提升；集團智慧運營水平提升促進組織設計和人員配置優化，人員較去年底有所精簡。

截至2019年12月31日，本集團擁有1,448名全職僱員(2018年12月31日：1,493名)，其中集團總部人員160人，項目開發、管理338人，運行維護771人，能源物聯網技術開發92人，設計、租賃等業務87人。

MANAGEMENT DISCUSSION AND ANALYSIS

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IV. HUMAN RESOURCES (CONTINUED)

(2) Employees' Development

Human resources make up the foundation of the Group's sustainable development. We have firmly established the belief in people-orientation, all-encompassing coordination and sustainable development. We respect and thank every employee for their hard work in the new energy business and strive to provide them with a good working environment and a broad development platform, with a view to achieving the common development of the employees and the enterprise by inciting positive energy, strengthening cohesiveness and building an organization of happiness.

The Group pays attention to the growth and development of its employees. In 2019, it commenced the design of job functions and remuneration system and set up a system of five major job functions, providing broad career development paths and promotion paths for different positions and individual capabilities, while constantly improving the recruitment qualifications system. Meanwhile, continuous efforts has been made to improve our internal talent mobility and incentive mechanism, enhance the pairing between employees and job functions, and reinforce the incentive and training of reserve talents. The Group also encourages its employees to obtain certificates of relevant professional qualification according to their career development needs and promotes the improvement of employees' professional competence and building the Group as a knowledge-based organization through test-driven learning. The Group has also made precise human resources planning through talent review and optimized the training of talent pipeline in order to provide the employees with a highly efficient path of career development, contributing to the constant elevation of the Group's organizational capabilities.

四、人力資源(續)

(二) 員工發展

人力資源是本集團可持續發展之基礎，我們牢固樹立以人為本，全面協調、持續發展的理念。我們尊重並感恩每一位員工在新能源事業中的辛勤耕耘，並努力為其提供良好的工作環境和廣闊的發展平臺，激發正能量，增強凝聚力，建設幸福企業，從而實現員工與企業的共同發展。

集團關注員工的成長和發展，2019年開展了崗位和薪酬體系設計，設立了五大崗位職係，針對不同的崗位和個人能力，拓寬並完善員工職業發展路徑和晉升通道，並不斷完善任職資格體系。同時，不斷完善內部人才流動機制和激勵機制，提高人崗匹配程度，加強後備人才激勵與培養。另外，集團鼓勵員工根據職業發展需要考取相關職業資格證書，通過以考促學，促進員工職業能力的提升和集團學習型組織的建設。集團亦通過人才盤點，精準做好人力資源規劃，優化人才梯隊培養，為員工提供更有效的職業發展道路，持續提升集團組織能力建設。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

IV. HUMAN RESOURCES (CONTINUED)

(3) Employees' Trainings

The Group is committed to establishing a learning organization and improving its talent nurturing mechanism by building a hierarchical and categorized talent incubation system. The Group has built and optimized the training system in various aspects, including training systems, training courses, instructors, and training assessments. Taking advantage of training channels such as online and offline courses, school-enterprise cooperation, learning groups as well as industry communications, different curricula are designed for the management, middle managers, reserve management cadres and new employees and technicians, and targeted training are carried out. The subsidiaries of the Group also established and optimized their own training systems and developed various trainings based on their respective development and business characteristics. A variety of trainings are conducted through various training channels to broaden the employees' knowledge and enhance their self-competence, in order to achieve developments of the employees as well as the company. Training designs and effectiveness are also improved through training evaluation. In addition, the Group focuses on building an internal team of part-time instructors, developing in-house training courses and providing employees with convenient conditions for the learning.

四、人力資源(續)

(三) 員工培訓

集團致力於建設學習型組織，健全人才培養機制，搭建分層分類的人才培養體系。通過培訓制度、培訓課程、培訓講師、培訓評估等多角度建立和完善集團培訓體系，依託線上、線下、校企合作、學習聯盟、行業交流等培訓渠道，針對管理層、中層管理人員、後備管理幹部、新員工、技術技能人員等設計不同的課程體系，開展有針對性的培訓。集團各級單位亦根據自身業務特點和員工職業發展需要制定培訓計劃，通過多種培訓渠道開展多樣化培訓，豐富員工知識體系，提升自我能力素質，實現員工和企業的共同成長。集團亦通過培訓評估改進培訓設計，提高培訓效果。另外，集團注重搭建內部兼職講師隊伍，自主開發培訓課件，為員工提供便利的學習條件。

MANAGEMENT DISCUSSION AND ANALYSIS

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IV. HUMAN RESOURCES (CONTINUED)

(4) Caring for Employees

The Group puts its value of “people-orientation” fully into practice and focuses on building good corporate culture. It provides employees with good compensations and benefits as well as development platform. Besides, it introduces to its employees a variety of caring measures including staff physical examinations, staff supplemental medical insurance, festival benefits, employee support and activities. Employees’ mutual funds are also set up and employees’ donations are coordinated to alleviate the difficulties of employees in need. In April 2019, an ex-employee of the Group initiated a personal fundraising campaign on an online donation platform for medical expenses. The Group and its employees made donations of over RMB105,000 in total, and visited and encouraged the ex-employee.

The Group promotes a positive, green and healthy work and lifestyle by establishing a corporate culture of dedication, cooperation, tolerance, high efficiency and coordination, in order to enhance team cohesiveness, employees’ satisfaction and sense of belonging. In 2019, the Group organized a number of events on corporate culture, including billiards competitions, table tennis competitions, fun sports games, family activities on Children’s Day, theme activities titled “Celebrate the Mid-Autumn Festival with Gourmet Food and Reunion”, health lectures, outreach activities, etc., and participated in the Tour de France and basketball competitions in the industry. Besides improving the employees’ health conditions, these activities also facilitate employees’ communication and enhance cohesiveness among them. The Group also continued to improve the office space and working environment with a view of improving office experience and corporate image. It focuses on fire safety management in the office space, striving to provide the employees with a safe, healthy and comfortable working environment.

四、人力資源(續)

(四) 員工關懷

集團充分踐行「以人為本」的價值觀，注重建設優秀的企業文化，除提供良好的薪資福利和發展平臺，亦通過員工體檢、員工補充醫療保險、節日福利、員工互助、員工活動等多種措施關懷員工；同時通過員工互助基金、員工捐助等，幫扶員工解決實際困難。2019年4月，集團某前員工因病在網絡募捐平臺發起個人求助，集團及員工總計捐助救助金10.5萬多元，並對該員工進行探望、鼓勵。

集團倡導積極向上、綠色健康的工作與生活方式，建立愛崗敬業、合作包容、高效協同的企業文化，以提升團隊的凝聚力、員工的幸福感和歸屬感。2019年，集團開展了多項企業文化活動，包括檯球比賽、乒乓球比賽、趣味運動會、六一親子活動、「迎中秋、品美食、話團圓」中秋主題活動、健康講座、員工拓展活動等，並參加了環法自行車挑戰賽、行業組織的籃球比賽等，在提高員工身體素質的同時，促進員工交流，提升凝聚力。集團亦持續改善辦公區域和辦公環境，提升辦公體驗和公司形象，注重辦公區域的消防安全管理工作，努力為員工提供安全、健康、舒適的工作環境。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

IV. HUMAN RESOURCES (CONTINUED)

(5) Safety and Health

The Group has always focused on securing the safety and occupational health of its employees and kept improving the management system of occupational safety and health in order to provide systematic and institutional protection to its employees.

While strengthening the foundation of safety management and perfecting the safety management system, the Group has also continuously enhanced staff's safety knowledge and awareness by reinforcing their safety trainings. Safety inspections are carried out on a daily, holiday, seasonal, special and comprehensive basis, and a third party professional institution is engaged to conduct a safety evaluation. In 2019, the Group also conducted the spring and autumn safety inspections and safety management trainings. In order to respond to the national theme of "safety production month", the Group organized a "safety production week", a series of events including themed symposiums, potential hazards investigation and control, emergency drills and early warning education. In addition to the above measures, the Group also fully implemented the management philosophy of "safety by everyone and safety for everyone" through activities such as the safety knowledge competition "Concord New Energy Cup" and first aid trainings, ensuring the employees' well-being in health and safety.

四、人力資源(續)

(五) 安全與健康

集團始終堅持關注和保障員工的安全與職業健康，並不斷完善安全與職業健康管理體系，為員工安全與健康提供制度保障、組織保障。

集團在夯實安全管理基礎，完善安全管理制度體系的同時，亦不斷加強員工安全培訓，強化員工安全知識和安全意識；按照日常安全檢查、節假日安全檢查、季節性安全檢查、專項安全檢查、綜合安全檢查等形式開展安全檢查工作，並聘請第三方專業機構進行安全評價。2019年集團開展了春季、秋季安全大檢查工作、安全管理培訓工作；同時響應國家「安全生產月」主體，組織開展了集團「安全生產主體周」系列活動，包括主體宣講周、隱患排查治理周、應急演練周、警示教育周活動，並開展了「協合新能源杯」安全知識競賽、應急救護培訓等，全面貫徹「人人管安全、人人要安全」的管理理念，切實保障員工健康與安全。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

IV. HUMAN RESOURCES (CONTINUED)

(5) Safety and Health (CONTINUED)

The Group takes employees' safety and health in work processes as its top priorities. It has strictly carried out a number of safety and health initiatives. Comprehensive safety protection gears and tools in compliance with power safety requirements have been provided by all power plants. Potential hazards and sources of danger have been inspected and reviewed periodically or as needed. Emergency response trainings, emergency drills and first aid simulation drills have been organized for on-site project staff. Employees have been organized to participate in safety and occupational skills qualification exams. Water purification equipment have been installed to improve the water quality and ensure the safety of drinking water for the employees of on-site projects.

V. FINANCIAL RESOURCES AND COMMITMENTS

As at 31 December 2019, the Group held cash and cash equivalents of approximately RMB1,605,128,000 (31 December 2018: RMB1,366,305,000). The net assets of the Group were RMB5,969,201,000 (31 December 2018: RMB5,546,739,000). The balance of bank and leasing loans of the Group was RMB7,841,675,000 (31 December 2018: RMB7,061,877,000). The gearing ratio was 69.99% (31 December 2018: 69.88%).

四、人力資源(續)

(五) 安全與健康(續)

集團同時將員工工作過程中的安全與健康視為重中之重，將安全與健康措施落到實處。電廠均按電力安規要求，配置完備的安全防護用品及工器具；定期、不定期的對安全隱患及危險源進行排查；組織項目現場人員開展應急能力培訓、應急預案演練及人員救護急救模擬演練；組織員工參加安全職業技能鑒定考試；對部分升壓站供水設備加裝淨化水處理設備，提高水質，保障項目現場員工飲水健康等。

五、財務資源與承擔

截至2019年12月31日，本集團持有現金及現金等值項目約為人民幣1,605,128,000元(2018年12月31日：人民幣1,366,305,000元)；集團淨資產為人民幣5,969,201,000元(2018年12月31日：人民幣5,546,739,000元)；集團之銀行借款及租賃借款餘額為人民幣7,841,675,000元(2018年12月31日：人民幣7,061,877,000元)；資產負債率為69.99%(2018年12月31日：69.88%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

V. FINANCIAL RESOURCES AND COMMITMENTS (CONTINUED)

Pledge of Assets

As at 31 December 2019, the buildings and equipment of the Group were pledged to secure a loan balance of RMB5,251,063,000 (31 December 2018: RMB3,503,839,000).

Contingent Liability

As at 31 December 2019, the Group had pledged its 49% equity interest in Erlianhaote Changfeng Century Concord Wind Power Exploiture Co., Ltd. ("Erlian") with the total registered capital of approximately RMB37,240,000 (31 December 2018: RMB37,240,000). The outstanding balance of the bank loan of Erlian as of 31 December 2019 was RMB19,731,000 (31 December 2018: RMB31,519,000).

With effective from 27 June 2019, the subsidiaries of the Group provided joint liability guarantees for the debts of Daoxian Century Concord Wind Power Co., Ltd.* (道縣協合風力發電有限公司) ("Daoxian Century Concord") and Daoxian Jingtang Century Concord Wind Power Co., Ltd.* (道縣井塘協合風力發電有限公司) ("Daoxian Jingtang") under the lease contracts. As at 31 December 2019, the total debts of Daoxian Century Concord and Daoxian Jingtang were RMB494,570,000.

Save as mentioned above, there was no material contingent liability of the Group as at 31 December 2019.

Commitments

As of 31 December 2019, the Group had capital commitments of RMB1,471,579,000 (31 December 2018: RMB1,283,819,000), which were not included in the financial statements. The amount included the capital committed to joint ventures and associates that was contracted but not provided of RMB nil (31 December 2018: RMB61,050,000) and the capital contracted by subsidiaries but unpaid for the payment for equipment purchased of RMB1,471,579,000 (31 December 2018: RMB1,222,769,000) by the subsidiaries.

五、財務資源與承擔(續)

資產抵押

截至2019年12月31日，本集團以房屋及機器設備抵押獲得貸款餘額人民幣5,251,063,000元(2018年12月31日：人民幣3,503,839,000元)。

或然負債

於2019年12月31日，本集團已抵押其所佔二連浩特長風協合風能開發有限公司(「二連」)之49%權益，註冊資本總值約為人民幣37,240,000元(2018年12月31日：人民幣37,240,000元)。截至2019年12月31日，二連未償還銀行貸款餘額為人民幣19,731,000元(2018年12月31日：人民幣31,519,000元)。

於2019年6月27日起，本集團之附屬公司為道縣協合風力發電有限公司(「道縣協合」)、道縣井塘協合風力發電有限公司(「道縣井塘」)在租賃合同項下的債務提供連帶責任保證。截至2019年12月31日，道縣協合、道縣井塘之債務總額為人民幣494,570,000元。

除上述提及內容外，於2019年12月31日，本集團並無任何重大或然負債。

承擔

截至2019年12月31日，本集團有資本承擔人民幣1,471,579,000元(2018年12月31日：人民幣1,283,819,000元)並未計入財務報表。已簽訂合同但未撥付予合聯營公司之權益資本金總額為人民幣零元(2018年12月31日：人民幣61,050,000元)，及附屬公司已簽訂了設備採購合同未付款部分人民幣1,471,579,000元(2018年12月31日：人民幣1,222,769,000元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

V. FINANCIAL RESOURCES AND COMMITMENTS (CONTINUED)

Convertible Loan

On 13 December 2018 (as amended and restated on 16 January 2019), the Company entered into the agreement (a) for the convertible loan of US\$30,000,000 with Goldman Sachs (the "GS Convertible Loan") which consists of three tranches: (i) Tranche I being US\$12,000,000; (ii) Tranche II being US\$9,000,000; and (iii) Tranche III being US\$9,000,000; and (b) to grant to Goldman Sachs the option and the right to advance the additional loan of up to an aggregate principal amount of US\$20,000,000 to the Company (the "GS Additional Loan") which consists of three tranches: (a) Tranche I being US\$8,000,000; and (b) Tranche II being US\$6,000,000; and (c) Tranche III being US\$6,000,000. Goldman Sachs and other lenders of the GS Convertible Loan and the GS Additional Loan have the right to convert all or any part of the outstanding principal amount of their respective participation in the GS Convertible Loan and the GS Additional Loan into ordinary shares of the Company at a conversion price of (i) HK\$0.5 per Share (for Tranche I); (ii) HK\$0.55 per Share (for Tranche II); and (iii) HK\$0.6 per Share (for Tranche III) (subject to the adjustments as set out in the agreement for the GS Convertible Loan (the "GS Convertible Loan Agreement")). The closing price per Share is HK\$0.305 on the date of the GS Convertible Loan Agreement.

五、財務資源與承擔(續)

可換股貸款

於2018年12月13日(於2019年1月16日修訂及重訂)，本公司與Goldman Sachs就以下各項訂立協議：(a)為數30,000,000美元之可換股貸款(「GS可換股貸款」)，由三批貸款組成：(i)第一批為12,000,000美元；(ii)第二批為9,000,000美元；及(iii)第三批為9,000,000美元；及(b)向Goldman Sachs授出選擇權及權利，據此Goldman Sachs將向本公司提供本金總額最多為20,000,000美元之額外貸款(「GS額外貸款」)，由三批貸款組成：(a)第一批為8,000,000美元；及(b)第二批為6,000,000美元；及(c)第三批為6,000,000美元。Goldman Sachs以及GS可換股貸款及GS額外貸款之貸款人有權將其各自涉及之GS可換股貸款及GS額外貸款之全部或任何部分尚未償還本金額轉換為本公司普通股，轉換價為(i)每股股份0.5港元(第一批)；(ii)每股股份0.55港元(第二批)；及(iii)每股股份0.6港元(第三批)，可根據GS可換股貸款協議(「GS可換股貸款協議」)所載予以調整。於GS可換股貸款協議日期，股份之收市價為0.305港元。

MANAGEMENT DISCUSSION AND ANALYSIS

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V. FINANCIAL RESOURCES AND COMMITMENTS

(CONTINUED)

Convertible Loan (CONTINUED)

The GS Convertible Loan and the GS Additional Loan are convertible into approximately 720,650,000 Shares (with nominal value of HK\$7,206,500). The net proceeds from the GS Convertible Loan and the GS Additional Loan, after deducting the commissions and other estimated expenses payable, will amount to approximately US\$29,650,000 and US\$19,770,000 respectively. As disclosed in the circular of the Company dated 25 February 2019, the net proceeds of approximately US\$29,650,000 of the GS Convertible Loan are expected to be used: (i) as to approximately US\$6 million as working capital for the daily operations of overseas offices during February 2019 to February 2020; (ii) as to approximately US\$7.9 million for repaying interest of US\$ bonds in or around July 2019; and (iii) as to approximately US\$15.75 million for funding the capital investment for construction of wind power plant in the PRC during February 2019 to June 2019. The net proceeds of approximately US\$19,770,000 of the GS Additional Loan are expected to be used: (i) as to approximately US\$15 million for funding the capital investment for construction of solar power energy projects in the United States during June 2019 to March 2020; and (ii) as to approximately US\$4.77 million for funding the capital investment for construction of wind power plant in the PRC during June 2019 to March 2020. The net price to the Company for each Share upon conversion of the GS Convertible Loan and the GS Additional Loan is approximately HK\$0.536 and approximately HK\$0.535 respectively.

五、財務資源與承擔(續)

可換股貸款(續)

GS可換股貸款及GS額外貸款可轉換為約720,650,000股股份(面值為7,206,500港元)。GS可換股貸款及GS額外貸款之所得款項淨額(經扣除佣金及其他估計應付開支)將分別約為29,650,000美元及19,770,000美元。誠如本公司日期為2019年2月25日之通函所披露，GS可換股貸款之所得款項淨額約29,650,000美元預期將作以下用途：(i)約6,000,000美元用作營運資金，供其於海外辦公室於2019年2月至2020年2月之日常營運；(ii)約7,900,000美元用作於2019年7月或前後償還美元債券之利息；及(iii)約15,750,000美元用作於2019年2月至2019年6月建設於中國之風力發電站之資本投資資金。GS額外貸款之所得款項淨額約19,770,000美元預期將作以下用途：(i)約15,000,000美元用作於2019年6月至2020年3月建設於美國之太陽能發電項目之資本投資資金；及(ii)約4,770,000美元用作於2019年6月至2020年3月建設於中國之風力發電站之資本投資資金。於轉換GS可換股貸款及GS額外貸款時，本公司之每股股份淨價格分別為約0.536港元及約0.535港元。

MANAGEMENT DISCUSSION AND ANALYSIS

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V. FINANCIAL RESOURCES AND COMMITMENTS (CONTINUED)

Convertible Loan (CONTINUED)

As at the date of this annual report, the net proceeds of the GS Convertible Loan were mainly used: (i) as to approximately US\$6 million as working capital for the daily operations of overseas offices during February 2019 to February 2020; (ii) as to approximately US\$7.9 million for repaying interest of US\$ bonds in or around July 2019; and (iii) as to approximately US\$15.75 million for funding the capital investment for construction of wind power plant in the PRC during February 2019 to June 2019.

As at the date of this annual report, the option and right of Goldman Sachs in the GS Additional Loan has not been exercised which was expired on 2 April 2020.

五、財務資源與承擔(續)

可換股貸款(續)

截至本年報日期，GS可換股貸款之所得款項淨額主要用途：(i)約6,000,000美元用於海外辦公室於2019年2月至2020年2月之日常營運；(ii)約7,900,000美元用作於2019年7月或前後償還美元債券之利息；及(iii)約15,750,000美元用作於2019年2月至2019年6月建設於中國之風力發電站之資本投資資金。

截至本年報日期，Goldman Sachs於GS額外貸款之選擇權尚未行使，並已於2020年4月2日到期。

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VI. RISK FACTORS AND RISK MANAGEMENT

Risks Associated with Policies

The profits of wind and PV power companies are to a great extent affected by changes of state and industrial policies. Following the issue and implementation of various policies on grid parity, the directions and policies of “cancellation of subsidies”, “market trading” and “grid parity” in the wind power and PV power generation industries have been clarified. Meanwhile, with the improvement on the power trading mechanism in the market, the scale of traded power volume continues to expand, the electricity price of commissioned plants is therefore subject to a downward adjustment risk. Renewable energy subsidy is granted in batches annually in accordance to the budget by the Ministry of Finance of the PRC. Projects already listed in the subsidy catalogue would be relatively secured from the recovery of unsettled amounts. However, projects that are not listed in the subsidy catalogue are facing the problem of arrears in subsidies. Following the implementation of Green Certificate trading, subsidies will be granted based on the condition of marketization instead of a fixed amount provided by the government, resulting in uncertainties in prices. So far, there were no relevant policies or implementation rules in this regard. As policies and regulatory requirements in relation to environmental protection are becoming more stringent, approval of projects are subject to the risk of extended review time. The Group will keep abreast of the policies’ directions, exercise sound judgement and prospectively predict any unfavorable circumstances, so that various measures will be designed to minimize the risks arising from the changes of policies.

六、風險因素及風險管理

政策風險

風電和光伏發電企業的利潤受國家、行業政策變化的影響較大。隨著平價上網各項政策的發佈與實施，風電、光伏發電行業「去補貼」、「市場化交易」、「平價上網」的方向與政策已明晰。同時，隨著電力市場交易機制的完善，市場交易電量規模不斷擴大，存量電廠電價結算水平亦有下降風險。可再生能源補貼由國家財政部每年按預算分批次下發，已列入補貼目錄的項目欠款金額回收具有一定的保障，但未列入補貼目錄的項目仍面臨補貼金額拖欠的問題。另外，綠證交易推進後，補貼方式由政府固定模式向市場化轉變，價格存在不確定性，目前相關政策、實施細則尚未出臺。環境保護政策和監管要求愈加嚴格，項目核准與備案的時間存在延長風險。本集團將緊跟政策導向，加強對政策的研判，並前瞻性的估計可能存在的因素，制定降低風險的各項應對措施，將政策因素變化帶來的風險降到最低。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VI. RISK FACTORS AND RISK MANAGEMENT (CONTINUED)

Market Risk

Since the development of wind power and PV projects is subject to the resources and local grid transmission capacity in an area, competition among wind power and PV companies is fierce in areas with abundant resources and sufficient grid transmission capacity. With the national policies support on renewable energy sources including wind, solar, hydro energy, biomass, geothermal, marine energy and hydrogen, the development of other renewable energy power generation companies may also pose impact to the Group. In addition, supply chain management and bargaining power will also have a significant impact on the Group's project construction. In particular, changes in the prices of wind turbines and PV equipment will have a direct impact on the investment cost and return of projects, while the deliverability of the supply chain will have a direct impact on the construction progress. While closely keeping track of the policies regarding renewable energy sources in all regions, the Group will continue to increase its development capabilities and efforts, and strengthen its interchange and learning with counterparts in the industry. By maintaining market sensitivity, the Group will be able to respond to market changes proactively, and make effort to minimize the market risks.

Risks Associated with Climate

The volume of power generation is subject to seasonal fluctuation of wind and PV resources. This is the primary climatic risk faced by the wind power and PV power industries. Any unforeseen climate changes will have an impact on electricity production, revenue and operating results. In addition, extreme weather conditions such as typhoons, frosts, strong sandstorms, hazes, and lightning strikes will not only pose safety risks to wind power and PV power companies, but also will significantly reduce the production capacity of power plants, giving rise to an unfavorable impact on the power generation volume and thus the revenue of power plants.

六、風險因素及風險管理(續)

市場風險

風電、光伏項目的開發受某一地區資源情況和當地電網輸送容量的限制，各個風電、光伏運營企業在資源豐富、電網輸送容量充足的地區競爭非常激烈。國家對包括風能、太陽能、水能、生物質、地熱、海洋能源、氫能等可再生能源均實施政策支持，其他可再生能源發電企業的發展也將會對本集團產生影響。另外，供應鏈管理和議價能力也將對集團項目建設產生重大影響，一方面風機、光伏設備價格的變動將直接影響項目的投資成本與收益，另一方面供應鏈的交付能力將直接影響項目的投產進度。集團將緊密跟蹤各地區可再生能源發展政策，持續提升自身開發能力與力度，加強行業交流與學習，保持市場敏感度，積極應對市場變化，努力將市場風險降至最低。

氣候風險

風電和光伏發電行業面臨的主要氣候風險是發電量隨著風、光資源的年際變化而相應波動，任何不可預見的天氣變化都會對電力生產、收入和經營業績產生影響。另外，如遇颱風、凝凍、強沙塵暴、霧霾、雷擊等極端天氣氣候，除會給風電和光伏發電企業帶來安全風險，還會大幅降低電廠的生產水平，給電廠發電量和收入帶來不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VI. RISK FACTORS AND RISK MANAGEMENT (CONTINUED)

Risks Associated with Climate (CONTINUED)

The Group has already completed wind power and PV power generation projects in 17 provinces (cities and autonomous regions) which have been put into operation. In order to address the risks of annual climate changes, further actions will be taken to optimize project deployments and counteract the impact caused by climatic risks. In addition, the Company will increase its scientific research and improve design standards in areas such as turbine type selection and circuitry plans, fully assess the impact of climatic factors regarding safety and effectiveness of power plants and respond accordingly.

Risks Associated with Power Curtailment

Due to the uneven development levels of renewable energy power in different regions, the mismatch between the planning and construction of grid supporting facilities and that of renewable energy power, as well as the low power load in certain regions, certain regions suffered from curtailment of wind power and PV power to varying extents.

Following the issuance of “Guarantee Mechanism of Renewable Energy Power Consumption” and the removal of wind power monitoring and alert in Jilin and Heilongjiang during the Year, the wind power and PV power grid curtailment was further reduced, demonstrating a favorable trend which will likely to sustain. The Group will continue to optimize project deployment, increase the development and construction in regions without power curtailment and step up the operating level of equipment and turbines by strengthening equipment management and technology application. With an aim to strive for a sound business environment, the Group will also pay active attention to industrial and policy changes and take advantage of government policies to counter the problem of power curtailment.

六、風險因素及風險管理(續)

氣候風險(續)

目前本集團已經在17個省(市、自治區)擁有投產風電和光伏發電項目，為應對氣候年際變化帶來的風險，未來將繼續優化佈局，進一步平衡氣候風險所帶來的影響。同時，公司將在機組選型、線路方案等方面加大科研力度、提高設計標準，充分評估和應對氣候因素帶來的電廠安全及效益影響。

限電風險

由於各地區可再生能源電力發展水平的不平衡、電網配套設施規劃建設與可再生能源電力規劃建設的不協調以及部分地區用電負荷少等原因，導致部分地區存在不同程度的棄風棄光現象。

本年度，隨著「可再生能源電力消納保障機制」的出臺，吉林和黑龍江風電監測預警的放開，風電、光伏限電形勢進一步緩解，並將延續向好的趨勢。本集團將繼續優化項目佈局，加大不限電地區的開發建設力度；加強設備管理和技術應用，提高設備和機組運行水平；積極關注行業政策變化，爭取良好的經營環境，利用好國家政策，全力應對限電問題。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VI. RISK FACTORS AND RISK MANAGEMENT (CONTINUED)

Capital Risk

The Group is principally engaged in the investment in wind power and PV power plants in the PRC, with relatively high demand for borrowings. The cost and amount of capital will have a direct impact on the Group's operations. With sound performance and credibility, a stable debt structure and diversified financing channels, the Group has consistently enjoyed financing interest rates that are lower than the average level of our peers. Meanwhile, the Group will continuously pay attention to the financing market, expand the financing channels, bring forth new financing models and optimize capital structure to secure the supply of capital.

Exchange Rate Risk

The Group's business is primarily based in mainland China with most of its revenue and expenses denominated in Renminbi. Besides, the Group also engages in foreign investment and issues dollar bonds. Therefore, fluctuations in Renminbi exchange rate will result in foreign exchange losses or gains from the Group's operations in foreign currencies. In 2019, the overall RMB exchange rate was generally stable and exchange rate flexibility had increased significantly. The Group will pay active attention to the fluctuations of exchange rates, strengthen exchange rate risk management by various means and take effective measures to hedge the risks associated to exchange rate.

六、風險因素及風險管理(續)

資金風險

本集團主要從事中國境內風電、光伏電站投資，對借貸資金需求較高，資金成本和金額都將對本集團的業務產生直接影響。本集團業績和資信情況良好，負債結構穩健，融資渠道多元化，融資利率一向低於同行業平均水平。同時，本集團將持續關注融資市場、拓展融資渠道、創新融資模式、優化資本結構，確保資金供應。

匯率風險

本集團業務主要集中於中國內地，絕大部分收入、支出以人民幣計價。集團亦進行海外投資，發行美元債券，人民幣匯率的變動會對本集團外幣業務產生匯兌損失或者收益。2019年，人民幣匯率總體穩定，匯率彈性明顯增強。本集團將積極關注匯率變化，採取多種手段加強匯率風險管理，有效開展匯率保護措施。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS

Looking ahead, under the backdrop of stagnant global economic growth and complicated external environment, exacerbated by the material impacts of Novel Coronavirus (“COVID-19”) on a number of industries including transportation and logistics, the Chinese economy will be subject to constant downward pressure. However, as there are still many strong drivers contributing to the stable growth of the Chinese economy, the supply-side structural reform will be further strengthened, with proactive fiscal policy and prudent monetary policy exerted gradually, economic growth will continue to remain resilient. Renewable energy industry is a sunrise industry that protects the environment and facilitates economic development, and is barely affected by the current adverse factors. Countries around the world including China are all increasing their efforts in development, with the capital-intensive nature of the industry, the low interest rate era will favor the reduction of power generation cost.

The primary ancillary policies related to “Renewable Energy Law of the People’s Republic of China” were recently basically in place, clearly further stating the subsidies mechanism of non-hydro renewable power generation, enforcing “determination of expenditure based on revenues” strategy when deciding the scale of newly subsidized projects. Any current projects that meet the requirements will be included in the subsidy project list, there will not be any further publications of the Renewable Energy Tariff Catalogue, and review of the first batch of subsidized items have commenced. Meanwhile, the investment in grid construction increased, projects such as ultra-high voltage power transmission project and power grid restructuring further facilitated the consumption of renewable energy. Marketization reform in the power market, application of energy internet services, and technological advancements propel the innovation of business model in the renewable energy industry. The high quality march of energy industry towards a clean, low-carbon, safe and efficient will continue.

七、 前景展望

未來一段時期，面對全球經濟增長放緩、外部環境錯綜複雜的形勢，加之新冠肺炎(COVID-19)對交通、物流等各行業的影響，中國經濟依然存在下行壓力；但中國經濟保持平穩發展的有力因素較多，供給側結構性改革將繼續深化，積極的財政政策和穩健的貨幣政策逐步發力，經濟增長將會繼續保持韌性。可再生能源行業是保護環境、促進經濟發展的朝陽行業，受當下不利因素的影響不大，包括中國在內的世界各國都在加大力度支持發展，作為資本密集型行業，低利率時代將會更有利於發電成本的降低。

當前，《中華人民共和國可再生能源法》涉及的主要相關配套政策基本出臺，進一步明確了非水可再生資源發電的補貼機制，明確「以收定支」確定新增補貼項目規模，且凡符合條件的存量項目均納入補貼清單，國家不再發佈可再生能源電價附加目錄，並已開展首批補貼項目清單的審核工作。同時，電網建設投資加大，特高壓輸變電工程、電網改造工程等將進一步促進可再生能源消納。電力市場化改革、能源互聯網的應用、技術進步等將推進可再生能源行業商業模式的創新。能源行業將繼續向清潔低碳、安全高效的發展，推進高質量發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

In recent years, the Group has optimized its assets quality, transformed operating model and adjusted its investment strategies with accurate strategies for development and operation. With substantial increased capabilities, the Group has successfully addressed various changes in the external operating environment, and successfully entered the era of grid parity. In 2020, firmly as an investor and a service provider in the area of renewable energy, the Group will continue its efforts in developing the industrial chain of renewable energy, as well as new applications and business modes of renewable energy, improving the quality of development by consistently upholding the principle of prudent development. Meanwhile, it will take various measures to minimize the impact of COVID-19 on the Group's performance. In 2020, the Group will focus on aspects including production safety, project construction, lowering LCOE, initial stage development, the construction of Energy IoT and intelligent O&M, improving asset quality, control over debt ratio and construction of corporate culture, and strive to achieve the following:

七、前景展望(續)

近年來，在正確的發展戰略和經營策略的指導下，集團優化資產質量、轉變經營模式、調整投資策略，實力顯著提升，成功應對了外界經營環境的各種變化，順利邁入了平價上網時代。2020年，集團將堅持以可再生能源領域投資者和服務提供者的身份，圍繞可再生能源產業鏈研究業務發展，創新可再生能源應用模式和商業模式，貫徹穩健發展的原則，提升發展質量。同時，積極採取各項措施，最大程度降低新冠肺炎對集團業績的影響。2020年，集團將圍繞安全生產、項目建設、度電成本降低、前期開發、能源物聯網和智慧運營建設、資產質量優化、負債率控制、企業文化建設等，重點做好以下幾點：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

1. Strengthen Safety Management and Control to Ensure Safety, Stability and Efficiency in Various Business Segments

The Group will ensure that each business segment is operated on a safe, stable and efficient basis by adhering to the principle of safety first, continuing to improve the safety management system by intensifying the implementation of the accountability system for production safety and strengthening the level-by-level management and control mechanism for safety management. Through inspections such as routine inspections, seasonal inspections and evaluation by third party institutions, the Group strengthens the works in early control of risks as well as inspection and effective elimination of potential hazards. Safety management skills and awareness of employees are enhanced through trainings of safety education and the building of a safety culture. The Group will continue to improve the emergency management system. Leveraging emergency plans and the information technology infrastructure of safety management, the efficiency of messaging and handling of safety issues can be improved with timely responses to emergencies, in order to further enhance the Group's ability to respond to emergencies, prevent various safety incidents and safeguard the personal safety and property of the Group and its employees.

七、 前景展望(續)

1、 強化安全管控，確保各項業務安全、穩定、高效

集團將堅持安全第一，不斷完善安全管理體系，狠抓安全生產責任制落實，夯實安全管理分級管控機制，確保各項業務安全、穩定、高效。通過日常性檢查、季節性檢查、第三方機構評價檢查等，加強風險預控和隱患排查治理工作，切實消除安全隱患。通過安全教育培訓、安全文化建設等，提高員工安全管理技能，強化安全管理意識。集團將繼續完善應急管理系統，通過應急預案和安全管理信息化建設，提高安全信息報送效率，強化集團應急響應與處置速度，進一步提升應對突發事件的能力，預防各項安全事件事件的發生，保證集團和員工的人身財產安全。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

2. Strict Refined Management of Power Plants to Uplift Operation Efficiency

The Group will continue to ensure the power plants' safe production and refined management, by leveraging the technologies such as Energy IoT and Intelligent O&M. The Group will continue to increase its effort in technical transformation of power plants. Through feasibility studies, experimental testing and load calculation, it promotes power plants' technical upgrades including lengthening of turbine blades, preventing ice accumulation on blades and safety techniques such as grounding for lightning protection, and improving the reliability of equipment and efficiency in power generation under the premise of ensuring safety and effectiveness. Refined management is adopted to control the O&M of power plants to support critical projects, with clearly defined inspection and acceptance standards for improvements in inspection and maintenance abilities. Continued efforts will be made to promote intelligent operation by deepening the application of centralized monitoring and control centres, POWER+ system and EAM system, so as to enhance the level of intelligent operation of the power plants. The intelligent and regional management of spare parts will be optimized to enhance supplies management efficiency and rapid fault handling abilities of the power plants. The production plans of the power plants will be devised scientifically by strengthening finer break-down and control of the power plants' operation indicators. Through the latest intelligent technical and management measures, the achievement of the power plants' mission in power production as well as profit objectives can be ensured by improving the power plants' operation efficiency with increased amount of power generation.

七、 前景展望(續)

2、 嚴抓電廠精細化管理，提升電廠運營效益

集團將繼續依託能源物聯網與智慧運維等技術，嚴格做好電廠安全生產與精細化管理。集團將繼續加大電廠技術改造力度，通過可行性分析、試驗測試以及載荷計算，在確保安全有效的前提下推動電廠技術改造工作，包括葉片延長、葉片防覆冰等提效類技改，防雷接地等安全類技改，以提升設備可靠性和發電效率；細化管控電廠運行維護重點項目，規範定檢驗收標準，提升檢修能力；持續推進智慧運營，深化集控中心、POWER+系統、資產管理系統的應用，提高電廠運營的智能化水平；完善備品備件的智能化和區域化管理，提高電廠物資管理效率和故障快速處理能力；科學制定電廠生產計劃，強化電廠運營指標分解與管控。通過智能化、現代化的技術與管理手段，提升電廠運營效益，增發電量，保證電廠生產任務與利潤目標的實現。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

3. Increase Development Efforts in Grid Parity Projects with Innovative Development Modes and Improve the Quality of Projects Approved

At present, due to the rush of installation of wind power projects, the prices of wind turbines have increased sharply, resulting in higher investment cost in wind power. Meanwhile, technology in renewable energy has been advancing and the price of PV modules continues to decline, with further relief in power curtailment. The Group will adjust its investment strategies timely, by optimizing development deployment, dynamically calculating investment return of projects to guarantee the overall investment income of the Group. The Group will vigorously develop high yield PV power projects and grid parity wind power projects, develop agriculture-photovoltaic and fishery-photovoltaic power projects, and follow the development trend of large-scale power base projects, offshore wind power, energy storage, wind power hydrogen production and clean heating industry. With innovative development modes and enhanced development capabilities, the Group will forcefully capture resources and approved projects, ensuring the abundance of resource reserves and smooth construction of projects.

七、 前景展望(續)

3、 加大平價項目開發力度，創新開發模式，提高核准質量

現階段，受風電搶裝潮影響，風機設備價格上漲迅速，風電投資成本上升；同時，可再生能源技術不斷進步，光伏組件價格持續下降，限電形勢進一步緩解。集團將及時調整投資策略，優化開發佈局，動態測算各項目投資收益情況，確保集團整體投資收益。集團將大力開發平價風電和光伏項目，開發農光互補、漁光互補項目，跟蹤關注大基地項目、海上風電、儲能、風電製氫、清潔供暖產業的發展。集團將創新開發模式，提升開發能力，加大力度搶佔資源和核准項目，保證資源儲備和項目順利開工建設。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

4. Accelerate the Construction and Control the Cost of Projects to Ensure Steady Growth of the Attributable Installed Capacity

With the accelerated implementation of the on-grid price deduction mechanism and the rushed installations of wind power project, the Group will speed up the preparation and construction of projects in the pipeline, reasonably arrange the construction progress of subsidized and grid parity projects, and conduct proper preliminary work for the construction of PV projects in respect of personnel, technology and engineering, ensuring that the subsidized projects are put into operation by stages, and the grid parity projects are commenced and put into operation on schedule, so as to reduce the impact of on-grid price deduction and the rushed installation of wind power equipment on the Group's performance. Paying close attention to the price fluctuation of wind turbines and equipment, the Group will make proper price estimations, optimize procurement strategies, reduce purchase costs and control construction costs. It will continue to strengthen construction projects management, engineering projects planning management and improve synergy capabilities, and strictly control the procedures for change of designs. The Group will optimize design and construction plans, apply new technologies and processes, strengthen the management of suppliers and construction contractors, and put more efforts to get all the approvals needed on time, ensuring the smooth progress of project construction and operation as well as the steady growth of the Group's attributable installed capacity and the return of the power plants.

七、 前景展望(續)

4、 加快項目建設，控制項目成本，確保權益裝機容量穩步增長

隨著電價退坡機制的加快實施和風電搶裝潮的持續升溫，集團將加快可開工項目的籌備與建設速度，合理安排補貼項目和平價項目建設進度，做好光伏項目建設的人員、技術和工程準備工作，確保補貼項目按節點投產，平價項目及時開工投產，以減少價格退坡和風電搶裝對集團收益的影響。集團將密切關注風機和設備價格走勢，做好價格預測，優化採購策略，降低採購成本，嚴格成本管控，控制建設項目造價成本。集團將持續加強建設項目管理，強化工程項目計劃管理和系統聯動能力，嚴控設計變更流程，通過優化設計方案、施工方案，使用新技術、新工藝，加強供應商和施工單位管理，加大力度完善項目各項手續，確保項目建設順利推進與投產，實現集團權益裝機容量和電廠收益穩步增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

5. Adhere to the Strategy of “the Lowest LCOE” to Enhance the Core Competitiveness of the Group

Continuously adhering to the strategy of “the lowest LCOE”, the Group will continue to improve the asset qualities and operation efficiencies of its power plants, in order to increase its core competitiveness in the era of competitive bidding and grid parity. The Group will proactively conduct technical transformation and facilities management, increase the utilization rate of power plants and facilities, consistently raise the amount of electricity generation and lower LCOE of grid-connected power plants; leveraging on the Energy IoT technology and deepening the application of the centralized monitoring and control centers, POWER⁺ and EAM, the level of smart operation and refined management of power plants will be improved; leveraging on EAM, intelligent and regionalized management of spare parts will be improved, and the working efficiency and scientific nature of resources management in power plants will be increased. By implementing the measures including optimizing designs and construction plans, applying the latest wind turbines and new technologies and processes, improving procurement strategies, reducing procurement costs, making cost process monitoring and dynamic analysis, enhancing supply chain management and expediting project construction, the Group will be able to effectively control the cost of newly-built power plants and lower the direct LCOE of the newly-built projects. Besides, by optimizing asset structure to reduce reliance on the renewable energy subsidies, the Group will be able to improve the operation stability and profitability of its power plants.

七、 前景展望(續)

5、 貫徹「度電成本最低」策略，提升集團核心競爭能力

集團將繼續貫徹「度電成本最低」策略，持續提升電廠資產質量和運營效益，增強集團在競價、平價上網時代的核心競爭力。集團將積極開展技術改造和設備管理，提高電廠和設備可利用率，不斷提升發電量，降低存量電廠的運營度電成本；依託能源物聯網技術，深化集控中心、POWER⁺、資產管理系統(EAM)的應用，提高電廠智慧運營和精細化管理水平；依託資產管理系統，完善備品備件的智能化和區域化管理，提高電廠物資管理的科學性和工作效率。通過優化設計和施工方案，應用新機型及新技術、新工藝，優化採購策略、降低採購成本，做好成本過程監控和動態分析，加強供應鏈管理，加快項目建設等措施，有效控制新建電廠造價，降低新建項目直接度電成本。同時優化資產結構，降低電廠對綠電補貼的依賴，提高電廠經營的穩定性和盈利能力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

6. Continuously Develop Energy IoT to Promote the Smart Energy Undertaking

Insisting on the promotion of smart energy management, the Group will step up its efforts in developing products of Energy IoT and continue to advance the development and application of the POWER+ system, so as to realize the smart operating model of “online and offline” integration. Leveraging on the POWER+ new energy smart platform, the unattended or less-attended smart operating model of power plants and reduction of operation cost of power plants will be realized by technical means such as multi-functional data collection, big data analysis, centralized monitoring and control, intelligent O&M and smart early warning. In addition, based on its application experience in respect of centralized power plants, distributed PV power plants and poverty alleviation power plants, the application of the Group’s POWER+ new energy smart platform will be extended into power generation and user sectors, by providing management services of energy and other derivative services.

七、 前景展望(續)

6、 繼續發展能源物聯網業務，推進智慧能源事業

集團將堅持推進智慧能源管理，加大能源物聯網產品的開發力度，繼續推進 POWER+ 系統的研發與應用，實現「線上+線下」相結合的智慧運營模式。利用 POWER+ 新能源智慧運營平臺，通過多功能數據採集、大數據分析、集中監控、智慧運維、智能預警等技術手段，實現電廠無人值班、少人值守的智慧運營模式，降低電廠運行成本。此外，集團 POWER+ 新能源智慧運營平臺將在總結其集中式電站、分佈式光伏電站、扶貧電站上的應用經驗基礎上，繼續拓展發電側和用戶側領域的應用，向用戶提供能源管理服務及其他衍生服務等。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

7. Enhance Asset Management and Optimize Asset Quality and Liability Structures

The Group will continuously improve its abilities in sustainable operation and risk control, and dynamically analyze the investment return of the projects of the Group periodically. Through strategies such as “build & transfer”, the Group can lower its reliance on the renewable energy subsidies, improve cash flows, optimize asset structure, and increase the asset quality, thus increasing the overall return on investment of the Group. At the same time, optimize liability structure to ensure that the gearing ratio of the Group remain at a reasonable level. Financial analysis and capital management will be enhanced to improve the efficiency of capital utilization. Financing channels will be expanded and new financing methods will be adopted to ensure adequate funding.

8. Enhance the Synergetic Development of Services Business to Achieve Better and Stronger Performance

The Group will increase its efforts in the synergetic development of services business, continue to intensify the development of services. By innovating business models relying on the IoT, further expanding the business scope, seizing the development opportunities of service business, the Group will improve its overall profitability and influence of its intangible assets. Based on the POWER+ new energy smart operation platform, and by deeply integrating online intelligent monitoring with offline O&M, the Group will explore a one-stop business model of integrated energy services, and expand its market share of intelligent O&M. It will continue to optimize its design concepts and improve its design and consultation qualifications, and actively explore and upgrade financial leasing business models to promote the development of the Group in the main business of power generation and other businesses including design, energy storage, O&M and Energy IoT. By accumulating business experience in energy storage and focusing on relevant technical development, the Group will form a reserve of technical team in the area of energy storage. The Group also will follow up the development of renewable energy hydrogen production.

七、 前景展望(續)

7、 加強資產經營，優化資產質量和負債結構

集團將不斷提升自身持續經營能力和風險應對能力，定期、動態分析集團各項目投資回報收益情況，通過「建成-出售」等策略，降低對綠電補貼的依賴，改善現金流，優化資產結構，提升資產質量，提高集團整體投資回報率。同時，優化負債結構，確保集團資產負債率保持在合理水平。加強財務分析和資金管理，提高資金使用效率；並拓寬融資渠道，創新融資方式，保障資金支持。

8、 深化服務業務協同發展，做優做強做大服務業務

集團將進一步深化服務業務的協同發展，不斷強化服務業務發展力度，依託物聯網創新業務模式，進一步拓寬業務領域，積極抓住服務業務發展時機與機遇，提升集團整體盈利能力和無形資產的影響力。集團將以 POWER+ 新能源智慧運營平臺為基礎，將線上智能監控與線下運行維護深度融合，探索一站式全方位的綜合能源服務的商業模式，擴大集團智慧運維市場佔有率。繼續提升設計理念和諮詢、設計資質；積極探索和創新融資租賃業務模式，發揮以融助產，帶動集團發電主業、設計、儲能、運維、能源物聯網業務的發展。積累儲能業務經驗，關注儲能業務技術發展，儲備儲能技術團隊，並關注可再生能源製氫發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VII. PROSPECTS (CONTINUED)

In the future, the Group will continue to strengthen its capabilities and improve the talent retention mechanism, by strengthening the construction of a reserve of succession talents, optimizing the pool of talents and upgrading the incentive system. Meanwhile, it will establish a first-rate corporate culture, which can foster an atmosphere of dedication, fraternal cooperation, collaboration, tolerance and efficiency, and advocate a proactive, aggressive, serious, responsible and collaborative work style. By consistently exploring and pursuing innovation, the Group will strive to become a world-class renewable energy power generation enterprise, create higher value for our Shareholders and investors and provide the society with more clean energy and services.

VIII. IMPACT AND RESPONSE OF COVID-19

Since the outbreak of the COVID-19 epidemic in early 2020, the Group swiftly responded by establishing a leading group for the prevention and control for COVID-19 in a timely manner, simultaneously protecting employees' health and safety and ensuring the normal operation of the Group.

The Group actively adopts a flexible working arrangement, monitors and tracks employees' health status, provides employees with preventive and control supplies such as masks and disinfection alcohol, and regularly sterilizes the workplace. Through active prevention and response, all employees of the Group are in good health with no cases of infections.

七、 前景展望(續)

今後，集團將不斷加強自身能力建設，完善人才留任機制，加強後備人才梯隊建設，優化人才隊伍，創新激勵機制；同時，建立優秀的企業文化，塑造愛崗敬業、友愛互助、協作包容、高效協同的企業文化氛圍，倡導主動、進取、認真、責任、擔當、協作的工作作風。集團將不斷開拓創新，努力拼搏，將集團打造成國際一流的可再生能源發電企業，為股東和投資者創造更大的價值，為社會提供更多的清潔能源與服務。

八、 新冠病毒疫情影響及應對

自2020年初爆發新型冠狀病毒疫情以來，集團為抗擊新冠肺炎疫情，迅速反應，及時成立新型冠狀肺炎疫情防控工作領導小組，在保障員工健康安全同時，確保集團正常運營。

集團積極採取彈性工作制，監測和跟蹤員工健康狀況，為員工提供口罩、酒精等防控物資，並對辦公場所進行定時消毒。通過積極的預防和應對，集團全體員工健康狀況良好，未發生一例感染事件。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

VIII. IMPACT AND RESPONSE OF COVID-19 (CONTINUED)

During the epidemic, the power plants of the Group were operating for generation normally, and the projects under construction were less affected by handling daily work through mobile offices and remote video conferencing systems due to the off-season during the Spring Festival. In accordance with the development of the COVID-19, the Group made overall arrangements and flexibly adjusted the construction plan and schedule. At present, all the projects under construction of the Group have been resumed. The Group will continuous monitor the development of the COVID-19 and minimize the impact of the COVID-19 on the Group.

八、新冠病毒疫情影響及應對(續)

疫情期間，本集團所屬電廠均正常運營發電，在建項目由於春節期間原本就是施工淡季，日常工作通過移動辦公和遠端視頻會議系統進行處理，受疫情影響較小。集團根據疫情的發展情況，統籌安排、靈活調整施工方案和進度，目前，集團所有在建項目已經全部復工。集團將繼續跟蹤本次新冠病毒疫情的發展，最大程度降低新冠病毒疫情對本集團的影響。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

EXECUTIVE DIRECTORS

Mr. Liu Shunxing, aged 58, joined the Group in 2007. He has become the Chairman of the Company since June 2009. He is also a director of various subsidiaries of the Group. Mr. Liu holds a Bachelor degree of Electricity Generation from Tianjin University and a Master degree of Energy Source Economy Management from the Management College of Harbin Institute of Technology. Mr. Liu is an executive director of China Energy Council. He was formerly the Vice CEO of China Energy Conservation Investment Corporation.

Ms. Liu Jianhong, aged 51, joined the Group in 2007. She has become the Vice Chairperson of the Company since January 2016. She is also a director of various subsidiaries of the Group. Ms. Liu holds her Master degree from the Law School of Renmin University of China and an EMBA from China Europe International Business School. She was the Chief Legal Officer of China Energy Conservation Investment Corporation.

Mr. Yu Weizhou, aged 55, joined the Group in 2009. He has become the Chief Executive Officer (“the CEO”) of the Company since January 2016. He is also a director of various subsidiaries of the Group. He holds a Bachelor degree in statistics and a Master degree in finance from Renmin University of China and a Ph. D degree of Engineering Management from Xi’an University of Technology. Mr. Yu once worked in State Economic & Trade Commission, State Power Management Commission and China Shenhua-Guohua Energy Investment Ltd.

執行董事

劉順興先生，58歲，於2007年加入本集團。彼自2009年6月起成為本公司之主席。彼亦為本集團多家附屬公司之董事。劉先生持有天津大學發電專業學士學位以及哈爾濱工業大學管理學院能源經濟管理碩士學位。劉先生為中國能源研究會常務理事。彼曾任中國節能投資公司副總裁。

劉建紅女士，51歲，於2007年加入本集團。彼自2016年1月起為本公司之副主席，亦為本集團多家附屬公司之董事。劉女士持有中國人民大學法學院碩士學位及中歐國際工商學院高級管理人員工商管理碩士學位。彼曾為中國節能投資公司之法律總負責人。

余維洲先生，55歲，於2009年加入本集團。彼自2016年1月起為本公司行政總裁（「行政總裁」）。彼亦為本集團多家附屬公司之董事。彼持有中國人民大學統計學學士學位、金融學碩士學位及西安理工大學管理工程博士學位。余先生先後任職國家經貿委、國家電力監管委員會及中國神華國華能源投資公司。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

EXECUTIVE DIRECTORS (CONTINUED)

Mr. Gui Kai, aged 61, joined the Group in 2015. He has become an Executive Director of the Company since June 2016. He holds a Master Degree of China University of Mining & Technology. He had served as General Manager of Shenhua Trading Group and Shenhua Science and Technology Development Co., Limited.

Mr. Niu Wenhui, aged 49, joined the Group in 2010. He is the Chief Financial Officer of the Company and has become an Executive Director of the Company since January 2017. He holds a Master Degree in Business Administration of Beihang University. He had served as vice president of China Ruilian Industrial Group and Chief Financial Officer of Rainbow Group Shenzhen Branch.

Dr. Shang Li, aged 46, joined the Group in 2012. He has become an Executive Director of the Company since January 2018. He holds a Ph. D degree in Computer Engineering from Princeton University, USA. He was an Associate Professor of the Department of Electrical, Computer and Energy Engineering in University of Colorado at Boulder and the Chair Professor in Tongji University. He was formerly the vice president and Chief Architect of Intel China Research.

Mr. Zhai Feng, aged 53, joined the Group in 2019. He has become an Executive Director since January 2020. He holds a Bachelor's degree in law from Fudan University and a master's degree in business administration from Peking University. He was formerly a director and vice president of Shanghai Shenhua Holdings Co., Ltd.

NON-EXECUTIVE DIRECTOR

Mr. Wang Feng, aged 50, has been a non-executive director of the Company since February 2019. Mr. Wang holds a Master's degree in North China Electric Power University. Mr. Wang is currently the General Manager of Planning and Investment Department of Huadian Fuxin Energy Corporation Limited ("Huadian Fuxin", a substantial shareholder of the Company).

執行董事(續)

桂凱先生，61歲，於2015年加入本集團。彼自2016年6月起成為本公司執行董事。彼持有中國礦業大學碩士學位。彼曾擔任神華銷售集團及神華科技發展有限責任公司總經理。

牛文輝先生，49歲，於2010年加入本集團。彼為首席財務執行官，自2017年1月起成為本公司執行董事。彼持有北京航空航天大學工商管理碩士學位。彼曾擔任中國瑞聯實業集團副總裁及彩虹集團深圳分公司財務總監。

尚笠博士，46歲，於2012年加入本集團。自2018年1月起成為本公司執行董事。彼持有美國普林斯頓大學計算機工程博士學位。彼曾任科羅拉多大學博爾德分校電子計算機與能源工程系副教授及同濟大學講座教授，曾任英特爾中國研究院副院長及首席架構師。

翟鋒先生，53歲，於2019年加入本集團。自2020年1月起成為本公司執行董事。彼持有復旦大學法學學士和北京大學高級工商管理碩士學位。彼曾任上海申華控股股份有限公司董事和副總裁。

非執行董事

王峰先生，50歲，自2019年2月起為本公司之非執行董事。王先生持有華北電力大學碩士學位，現為華電福新股份有限公司（「華電福新」，本公司之主要股東）計劃投資部主任。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高層管理人員的個人資料

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yap Fat Suan, Henry, aged 74, has been an independent non-executive director of the Company since 2006. He holds a master degree in Business Administration from the University of Strathclyde, Glasgow, in the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Yap is also an independent non-executive director of Frontier Services Group Limited, which is listed on The Hong Kong Stock Exchange, and Brockman Mining Limited, which is listed on The Hong Kong Stock Exchange and the Australian Securities Exchange.

Dr. Jesse Zhixi Fang, aged 73, has been an independent non-executive director of the Company since January 2018. He holds a doctorate degree from the University of Nebraska-Lincoln. He was the global vice president of Intel and founded Intel Labs China, ILC as its first dean.

Ms. Huang Jian, aged 51, has been an independent non-executive director of the Company since December 2012. Ms. Huang holds a Master degree from the Central University of Finance and Economics of the PRC. She is also a certified public accountant in the PRC. Ms. Huang is the partner of ShineWing Certified Public Accountants.

獨立非執行董事

葉發旋先生，74歲，自2006年起為本公司獨立非執行董事。彼持有英國格拉斯哥斯特拉斯克萊德大學工商管理碩士學位。彼為英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。葉先生亦為先豐服務集團有限公司之獨立非執行董事，該公司於香港聯交所上市，以及布萊克萬礦業有限公司之獨立非執行董事，該公司於香港聯交所及澳洲證券交易所上市。

方之熙博士，73歲，自2018年1月起成為本公司獨立非執行董事。彼持有美國內布拉斯加大學林肯分校博士學位，曾任英特爾全球副總裁，主持創立英特爾中國研究院，並任第壹任院長。

黃簡女士，51歲，自2012年12月起為本集團獨立非執行董事，黃女士持有中國中央財經大學碩士學位。彼亦為中國註冊會計師。黃女士現為信永中和會計師事務所合夥人。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

INDEPENDENT NON-EXECUTIVE DIRECTORS

(CONTINUED)

Mr. Zhang Zhong, aged 50, has been an independent non-executive director of the Company since June 2018. Mr. Zhang received a Master of Laws degree from Renmin University of China and is currently a partner of Zhong Lun Law Firm.

SENIOR MANAGEMENT

Mr. Jiang Yingjiu, aged 51, joined the Group in 2007. He is the Vice President of the Company. He holds a Bachelor degree of Renming University of China. Mr. Jiang has worked for Beijing Urban and Rural Construction Committee and China Energy Conservation Investment Corporation.

Mr. Wang Xigang, aged 40, joined the Group in 2009. He is the Vice President of the Company. He holds a Master degree from Peking University. He has worked for Aviation Industry Corporation of China.

Mr. Ma Suoming, aged 46, joined the Group in 2015. He is the Vice President of the Company. He holds a Master degree from North China Electric Power University. He has worked for National Electricity Dispatching and Communication Centre.

獨立非執行董事(續)

張忠先生，50歲，自2018年6月起為本公司之獨立非執行董事。張先生持有中國人民大學法學碩士學位，現為北京市中倫律師事務所合夥人律師。

高層管理人員

姜迎九先生，51歲，於2007年加入本集團。彼為本公司副總裁。彼持有中國人民大學學士學位。姜先生曾於北京市城鄉建設委員會及中國節能投資公司任職。

王錫綱先生，40歲，於2009年加入本集團。彼為本公司副總裁。彼持有北京大學碩士學位。彼曾於中國航空工業集團公司任職。

馬鎖明先生，46歲，於2015年加入本集團。彼為本公司副總裁。彼持有華北電力大學碩士學位。彼曾於國家電力調度通信中心任職。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

SENIOR MANAGEMENT (CONTINUED)

Mr. Wang Meihai, aged 47, joined the Group in 2019. He is the Vice president of the Company. He holds a Bachelor degree of Harbin University of Science and Technology. Mr. Wang has worked for China Datang Corporation Renewable Power Co., Ltd. and Datang Changyu (Beijing) New Energy Co., Ltd.

Mr. Lu Yichuan, aged 41, joined the Group in 2019. He is the Vice President of the Company. He holds a Ph.D from the University of Dortmund. Mr. Lu has worked for China Longyuan Power Group Co., Ltd. and the Energy Foundation.

Mr. Zhou Xiaole, aged 39, joined the Group in 2007. He is the Vice president of the Company. He holds a Master degree of Marietta College of United States of America. Mr. Zhou has worked for Yili Group.

高層管理人員(續)

王美海先生，47歲，於2019年加入本集團，彼為本公司副總裁，彼持有哈爾濱理工大學學士學位。王先生曾於中國大唐集團新能源股份有限公司及大唐昌裕(北京)新能源有限公司任職。

陸一川先生，41歲，2019年加入本集團，彼為本公司副總裁。彼持有多特蒙德大學博士學位。陸先生曾於龍源電力集團股份有限公司及能源基金會任職。

周小樂先生，39歲，於2007年加入本集團，彼為本公司副總裁。彼持有美國瑪瑞埃塔大學碩士學位。周先生曾於伊利集團任職。

REPORT OF THE DIRECTORS

董事會報告

The directors of the Company (the “Directors”) submit their report together with the audited consolidated financial statements for the year ended 31 December 2019 (the “Year”).

PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the principal subsidiaries are set out in Note 56 to the financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 9 to 75 of this annual report. This discussion forms part of this directors’ report of the Directors. An analysis of the Group’s income and contribution to operating profit for the Year is set out in Note 6 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of profit or loss on page 217. The interim and final dividends for the Year are set out in Note 16 to the financial statements.

RESERVES

Movements in the reserves of the Company during the Year are set out on pages 221 and 422 and in Note 55 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group and of the Company are set out in Note 18 to the financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in Note 42 to the financial statements.

本公司董事(「董事」)謹此提呈彼等之報告連同截至2019年12月31日止年度(「本年度」)之經審核綜合財務報表。

主要業務、業務回顧及經營地區分析

本公司之主要業務為投資控股。主要附屬公司之業務載於財務報表附註56。按香港公司條例附表5規定對有關該等業務所作的進一步討論和分析，包括討論本集團面對的主要風險及不明朗因素，及指出本集團日後可能的業務發展的指示，均載於本年報第9至第75頁的「管理層討論及分析」。有關討論乃本董事會報告的一部分。本集團於本年度之收入及經營溢利貢獻分析載於財務報表附註6。

業績及股息

本集團於本年度之業績載於第217頁之綜合損益表。本集團於本年度之中期和末期股息載於財務報表附註16。

儲備

本公司於本年度內之儲備變動載於第221頁和422頁及財務報表附註55。

物業、廠房及設備

本集團及本公司之物業、廠房及設備變動詳情載於財務報表附註18。

股本

本公司之股本變動詳情載於財務報表附註42。

REPORT OF THE DIRECTORS 董事會報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Year, the Company repurchased a total of 147,170,000 shares of HK\$0.01 each of the Company on the Stock Exchange. All the repurchased shares were subsequently cancelled by the upon repurchases and 26,030,000 shares were cancelled on 11 February 2020. Details of the share repurchases during the Year are as follows:

本公司購買、出售或贖回上市證券

年內，本公司於聯交所購回其合共147,170,000股每股0.01港元之股份。所有購回股份已全部註銷，其中26,030,000股於2020年2月11日註銷。年內購回股份之詳情如下：

Month 月份	Number of share repurchased and cancelled 購回及註銷股份數目	Purchase price per share 每股購買價		Aggregate amount 總額 HK\$ 港元
		Highest 最高價 HK\$ 港元	Lowest 最低價 HK\$ 港元	
May 2019 二零一九年五月	44,090,000	0.365	0.340	15,468,000
June 2019 二零一九年六月	26,720,000	0.375	0.350	9,735,000
August 2019 二零一九年八月	37,420,000	0.370	0.360	13,646,000
September 2019 二零一九年九月	12,910,000	0.375	0.365	4,823,000
November 2019 二零一九年十一月	9,510,000	0.370	0.355	3,465,000
December 2019 二零一九年十二月	16,520,000	0.380	0.360	6,076,000
Total 總計	147,170,000			53,213,000

The repurchase of the Company's shares by the Directors during the Year was made pursuant to the mandate granted by shareholders at the last annual general meeting of the Company held on 26 April 2019, with a view to benefiting shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company.

董事根據上屆股東週年大會(於二零一九年四月二十六日召開)之股東授權於年內購回本公司股份，旨在提升本公司每股資產淨值及每股盈利，以符合股東整體利益。

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31 December 2019 are set out on page 422.

可分派儲備

本公司於2019年12月31日之可分派儲備詳情載於第422頁。

REPORT OF THE DIRECTORS

董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws and there is no restriction against such rights under the laws of the Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, and of the assets, liabilities and equities of the Group for the last five financial years is set out on page 428.

DIVIDEND

The board of directors recommends to declare a final dividend of HK\$0.025 per ordinary share in respect of the year ended 31 December 2019 (2018: HK\$0.02), subject to the approval of the shareholders of the Company at the forthcoming annual general meeting. Based on the number of issued ordinary shares as of the date of approving this consolidated financial information, the proposed final dividend amounted to HK\$210,742,000 (equivalent to approximately RMB191,436,000). This consolidated financial information does not reflect this amount as dividend payable as at 31 December 2019. It is expected that the final dividend will be paid out before the end of June 2020. Further announcement will be made by the Company for the date of closure of register of members.

優先購買權

本公司之公司細則並無有關優先購買權之條文，而百慕達法例亦無針對有關權利之限制，而令本公司須按比例向其現有股東提呈發售新股。

五年財務概要

本集團於過去5個財政年度之業績及資產、負債及權益概要載於第428頁。

股息

董事建議派付截至2019年12月31日止年度之末期股息每股普通股0.025港元(2018: 0.02港元)，此建議須經本公司股東在應屆股東週年大會上通過。依據批准發佈此綜合財務信息日已發行普通股股數，建議派付末期股息金額為210,742,000港元(相當於人民幣約191,436,000元)。於2019年12月31日之綜合財務信息中此金額未反映為應付股利。末期股息預期將於2020年6月底之前派付。本公司將就暫停辦理股份過戶登記手續日期刊發進一步公告。

REPORT OF THE DIRECTORS 董事會報告

SHARE AWARD SCHEME

The Board has adopted a Scheme on 15 June 2015, which is revised on 29 June 2017, and issued 113,000,000 shares on 15 November 2019 pursuant to the Scheme. The Scheme does not constitute a share option scheme for the purpose of Chapter 17 of the Listing Rules. Reference is made to the announcement dated 15 June 2015, 29 June 2017, 2 April 2019 and circular dated 3 June 2019. Capitalised terms therein should contain the same meanings unless otherwise specified. The principal terms of the Scheme are outlined below.

Purpose

The purpose of the Scheme is to (i) recognize the contributions of the Employees; (ii) provide additional incentives in order to retain the Employees to continue to work for the Group; and (iii) attract suitable personnel for further development of the Group.

Duration

Subject to any early termination as may be determined by the Board, the Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

Administration

The Scheme shall be subject to the administration of the Board (or a committee from time to time authorized by the Board to manage the Scheme) and the Trustee in accordance with the rules of the Scheme and the Trust Deed. The Board may, from time to time, at its sole discretion determine the number of Awarded Shares to be awarded to the Selected Employees. The Board is entitled to impose any vesting conditions, as it deems appropriate in its absolute discretion with respect to the entitlement of the Selected Employees to the Awarded Shares. Any grant of the Awarded Shares to the connected persons (as defined in the Listing Rules) of the Company must be approved by the independent non-executive Directors (other than the independent non-executive Director who is the Selected Employee). The Board shall not instruct the Trustee to deal in any shares in the market during the period when any Director is in possession of unpublished inside information in relation to the Company or when the dealings in the Company's securities by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws.

股份獎勵計劃

董事會於2015年6月15日採納該計劃，並於2017年6月29日對該計劃進行了修訂，並根據該計劃於2019年11月15日發行了113,000,000股，每股發行價為0.01港元。本計劃並不構成上市規則第17章所定義之購股權計劃。茲提述本公司日期為2015年6月15、2017年6月29日及2019年4月2日之公佈，及2019年6月3日之通函。除文義另有所指外，本年報所用詞彙應具有相同涵義。該計劃之主要條款概述如下。

目的

該計劃旨在(i)嘉許若干僱員作出之貢獻；(ii)提供更多獎勵，以留住上述僱員繼續為本集團效力；及(iii)吸引合適人員加入推動本集團進一步發展。

年期

該計劃之有效期為採納日期起計十(10)年，惟董事會可決定提前終止。

管理

股份獎勵計劃將由董事會(或獲董事會不時授權以管理該計劃之委員會)和信託人根據該計劃及信託契約之規則管理。董事會可不時全權酌情釐定授予選定僱員之獎勵股份數目。董事會在其認為合適之情況下，有權就選定僱員所享有之獎勵股份之歸屬權利施加任何條件。任何向本公司之關連人士(定義見上市規則)授出獎勵股份之事宜必須得到獨立非執行董事(不包括將獲得股份獎勵的獨立非執行董事)的批准。董事會不可在董事獲知本公司有關之內幕消息或者上市規則或其他任何適用之法律規定或要求董事禁止買賣本公司證券期間指示信託人進行任何股份交易。

REPORT OF THE DIRECTORS

董事會報告

SHARE AWARD SCHEME (CONTINUED)

Scheme Limit

The Board shall not make any further Awarded which will result in the nominal value of Shares awarded by the Board under the Scheme exceeding five (5) per cent of the issued share capital of the Company as at the Adoption Date (the "Scheme Limit").

The maximum number of Shares which may be awarded to a Selected Employee under the Scheme shall not exceed one (1) per cent of the issued share capital of the Company as at the Adoption Date (the "Individual Limit").

Each of the Scheme Limit and the Individual Limit shall be refreshed automatically on each anniversary date of the Adoption Date during the duration of the Scheme as stipulated under the above stated in the Duration, such that (i) the Scheme Limit so refreshed shall not exceed five (5) per cent of the issued share capital of the Company as at each anniversary date of the Adoption Date; and (ii) the Individual Limit so refreshed shall not exceed one (1) per cent of the issued share capital of the Company as at each anniversary date of the Adoption Date.

Operation of the Scheme

The Board or a committee authorized by the Board to manage the Scheme shall (i) issued as new Shares by the Company to the Trustee held on trust for the Selected Person or (ii) purchased by the Trustee on the market, in either case out of cash paid by the Company by way of settlement to the Trustee pursuant to the terms of the Scheme. The Company shall pay the Trustee sufficient funds for any purchase including the cost of the Awarded Shares and the relevant expenses.

股份獎勵計劃(續)

計劃限額

董事會不得根據股份獎勵計劃再向選定僱員授出任何獎勵股份，致使根據股份獎勵計劃授出之股份面值超過本公司於採納日期已發行股本之百分之五(5%)「計劃限額」。

根據股份獎勵計劃授予單個選定僱員之股份數目最多不得超過本公司於採納日期已發行股本之百分之一(1%)「個人限額」。

計劃限額及個人限額將於上文「年期」所述股份獎勵計劃期間採納日期後之每個周年日自動更新，使(i)經更新之計劃限額不超過本公司於採納日期各周年日已發行股本之百分之五(5%)；及(ii)經更新之個人限額不超過本公司於採納日期各周年日已發行股本之百分之一(1%)。

股份獎勵計劃之運作

董事會或經其授權管理該計劃之委員會可以根據信託契約條款，由(i)本公司向信託人發行以信託方式為選定人士持有之新股份或(ii)信託人在市場上購入，上述兩種情況均由本公司根據計劃之條款以現金向信託人償付之方式作出。本公司應向信託人支付足額購股資金，包括獎勵股份成本及其他相關費用。

REPORT OF THE DIRECTORS 董事會報告

SHARE AWARD SCHEME (CONTINUED)

Operation of the Scheme (Continued)

The Board or a committee authorized by the Board to manage the Scheme shall inform the Trustee the names of the Selected Employees, the number of shares awarded to them, the vesting date, the vesting conditions (if any) and other relevant information under the Scheme and the Trust Deed. Within 20 business days (on which the trading of Shares has not been suspended) after the Trustee receives the cash for the acquirement of new Shares or the purchase of the Awarded Shares, the Trustee shall apply the same towards the purchase of the Awarded Shares at the prevailing market price at its discretion. The Awarded Shares so purchased will be kept by the Trustee until the relevant vesting conditions are met and until then the Awarded Shares will be transferred to the Selected Employees accordingly.

Vesting and Lapse

Subject to the terms and conditions of the Scheme and the fulfillment of all vesting conditions, the relevant Awarded Shares and Related Income held by the Trustee on behalf of any Selected Employee shall vest in such Selected Employee on the Vesting Date and the Trustee shall cause the Awarded Shares and Related Income to be transferred to such Selected Employee. If the Selected Employee fails to deliver the signed and completed transfer documents to the Trustee within the stipulated period, unless the Board determines otherwise, the Awarded Shares and the Related Income shall not vest and shall revert to the Trustee as the Returned Shares.

In the event that prior to the Vesting Date the Selected Employee ceases to be an Employee, any unvested Awarded Shares and Related Income that the Selected Employee is entitled to shall lapse accordingly, unless the Board determines otherwise.

股份獎勵計劃(續)

股份獎勵計劃之運作(續)

董事會或經其授權管理該計劃之委員會應通知信託人選定僱員名單、授予彼等之股份數目、歸屬日期、歸屬條件(如有)以及該計劃及信託契約下之其他相關資料。在信託人收到購入獎勵股份的現金後20個營業日(屆時股份不得被暫停買賣)內，信託人應該酌情將之用以取得新股份或按現行市場價格購入獎勵股份。在相應歸屬條件達成及屆時將獎勵股份相應過戶予選定僱員前，該等獎勵股份將由信託人持有。

歸屬及失效

按照該計劃的條款和條件，在所有歸屬條件達成時，由信託人代表選定僱員持有的獎勵股份和相關收益，應於歸屬日期當日歸屬於該選定僱員，信託人應促成將獎勵股份和相關收益過戶予該選定僱員。如若該選定僱員未能在規定期限內將經簽署的轉讓文件交給信託人，除非董事會另有決定，否則獎勵股份和相關收益將不予歸屬，並作為退還股份轉回予信託人。

若選定僱員在歸屬期前不再是僱員，除非董事會另有決定，否則該選定僱員有權獲授予之獎勵股份及相關收益將予相應失效。

REPORT OF THE DIRECTORS

董事會報告

SHARE AWARD SCHEME (CONTINUED)

Vesting and Lapse (Continued)

In the event that a Selected Employee dies before any Award to him as vested, unless the Board determines otherwise, the Award to him shall lapse immediately and the Awarded Shares to which the Award relate and the Related Income shall revert to the Trustee as Returned Shares. If Awarded Shares have vested before the death of the Selected Employee but have not been transferred by the Trustee to him, such vested Awarded Shares and Related Income shall be held by the Trustee for the personal representative(s) of such Selected Employee and the Trustee shall transfer to such personal representative(s) such Awarded Shares and Related Income pursuant to the terms of the Scheme and the Trust Deed.

Where any Awarded Share does not vest in accordance with the relevant provision herein and becomes Returned Share, the Board may grant Award(s) of such Returned Shares to other Selected Employees subject to such conditions or limitations as the Board may decide.

Notwithstanding any other provisions provided in the Share Award Scheme, if there occurs an event of change of control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, unless the Board determines otherwise, all the unvested Awarded Shares shall immediately vest on the date when such change of control event becomes or is declared unconditional and such date shall be deemed to be the Vesting Date.

Rights

The Selected Employees shall not have any interest or rights (including the right to vote or receive dividends) in any Awarded Shares or in the Related Income unless and until the Trustee has vested the ownership of such Awarded Shares in the Selected Employees.

The Trustee shall not exercise the voting rights in respect of any Shares held under the Trust.

股份獎勵計劃(續)

歸屬及失效(續)

若選定僱員在獲歸屬任何獎勵之前逝世，除非董事會另有決定，否則彼獲授予的獎勵將立即失效，與獎勵有關之獎勵股份和相關收益將作為退還股份轉回予信託人。若獎勵股份在選定僱員逝世前獲歸屬，但信託人尚未將之過戶，則已歸屬的獎勵股份和相關收益將由信託人代選定僱員的遺產代理人持有，且信託人應按照該計劃和信託契約的條款，將獎勵股份和相關收益過戶予該遺產代理人。

任何未按有關條文歸屬的獎勵股份將構成退還股份，董事會可以將該等退還股份授予其他選定僱員，並按董事會之決定賦予條件或限制。

儘管於股份獎勵計劃內有任何其他條文規定，惟倘本公司發生控制權變動(不論以要約、合併、協議安排或其他方式進行)，除非董事會另有決定，所有未獲歸屬之獎勵股份須於該等控制權變動事項成為或被宣告為無條件之日期立即予以歸屬，而該日期須被視為歸屬日期。

權利

選定僱員不得於任何獎勵股份或相關收益中擁有任何權益或權利(包括投票或收取股息的權利)，直到信託人將有關獎勵股份的所有權歸屬予選定僱員。

信託人不能就信託下持有的任何股份行使投票權。

REPORT OF THE DIRECTORS 董事會報告

SHARE AWARD SCHEME (CONTINUED)

Termination

The Scheme shall terminate on the earlier of the 10th anniversary date of the Adoption Date or such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of the Selected Employees.

The maximum number of Awarded Shares that can be awarded under the Scheme is 447,311,748. On 5 April 2016, 61,700,000 Shares have been awarded to the Selected Employees pursuant to the Scheme. On 4 April 2019, 33,000,000 Shares have been awarded to the Selected Employees pursuant to the Scheme. On 20 June 2019, an aggregate of 113,000,000 New Awarded Shares have been granted to 32 Selected Persons by way of allotment and issue of the New Awarded Shares pursuant to the Specific Mandate, out of which (a) 55,600,000 Connected New Awarded Shares will be granted to 12 Connected Grantees and (b) 57,400,000 Non-connected New Awarded Shares will be granted to 20 Non-connected Grantees by way of allotment and issue of new Shares.

DIRECTORS

The Directors during the Year and up to the date of this report were:

Executive Directors

Mr. Liu Shunxing
Ms. Liu Jianhong
Mr. Yu Weizhou
Mr. Gui Kai
Mr. Niu Wenhui
Dr. Shang Li
Mr. Zhai Feng (appointed on 16 January 2020)

股份獎勵計劃(續)

終止

股份獎勵計劃須於採納日期第十週年之日，或董事會決定提早終止(該終止不影響選定僱員之現有權力)之日期(以較早者為準)終止。

根據該計劃將予發放之獎勵股份最多為447,311,748股。於2016年4月5日，本公司已根據該計劃向選定僱員授出61,700,000股獎勵股份。於2019年4月4日，本公司根據該計劃向選定僱員授出33,000,000股獎勵股份。於2019年6月20日，本公司根據特別授權配發及發行新獎勵股份之方式向32名選定人士合共授出113,000,000股新獎勵股份，其中(a) 55,600,000股關連新獎勵股份將透過配發及發行新股份之方式授予12名關連承授人；及(b) 57,400,000股非關連新獎勵股份將透過配發及發行新股份之方式授予20名非關連承授人。

董事

於本年度內及截至本報告日期之董事為：

執行董事

劉順興先生
劉建紅女士
余維洲先生
桂凱先生
牛文輝先生
尚笠博士
翟鋒先生(於2020年1月16日獲委任)

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS (CONTINUED)

Non-executive Directors

Mr. Wu Shaohua (resigned on 28 February 2019)
Mr. Wang Feng (appointed on 28 February 2019)

Independent Non-executive Directors

Mr. Yap Fat Suan, Henry
Dr. Jesse Zhixi Fang
Ms. Huang Jian
Mr. Zhang Zhong

In accordance with bye-law 99 of the Company's Bye-laws, Mr. Liu Shunxing, Ms. Liu Jianhong, Mr. Niu Wenhui and Dr. Jesse Zhixi Fang shall retire by rotation and, being eligible, offer themselves for re-election at the forth coming annual general meeting. In accordance with bye-law 102(B) of the Company's Bye-laws, Mr. Zhai Feng shall retire by rotation and, being eligible, offer themselves for re-election at the forth coming annual general meeting.

All the non-executive Directors are appointed for as specific term and will be subject to retirement by rotation and re-election at the annual general meeting of the Company.

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules during the Year and the Company considered that they are independent.

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 76 to 80 of the annual report.

DIRECTORS'S SERVICE CONTRACTS

None of the Directors has a service contract with the Company which requires the Company to give a period of notice of more than one year, or to pay compensation or make other payments equivalent to more than one year's emolument.

董事(續)

非執行董事

吳韶華先生(於2019年2月28日辭任)
王峰先生(於2019年2月28日獲委任)

獨立非執行董事

葉發旋先生
方之熙博士
黃簡女士
張忠先生

根據本公司之公司細則第99條，劉順興先生、劉建紅女士、牛文輝先生及方之熙博士，須於應屆股東週年大會上輪值告退，惟符合資格並願膺選連任。根據本公司之公司細則第102(B)條，翟鋒先生須於應屆股東週年大會上輪值告退，惟符合資格並願膺選連任。

全體非執行董事已獲委任指定任期，並須於本公司股東週年大會上輪值告退及膺選連任。

本公司已於本年度內接獲各獨立非執行董事根據上市規則第3.13條所發出之年度獨立性確認書，而本公司認為彼等均為獨立人士。

本公司之董事及本集團之高級管理人員之履歷詳情載列於年報第76頁至80頁。

董事之服務合約

概無董事與本公司訂有規定本公司須給予超過一年通知期或支付或作出相等於超過一年酬金之賠償或其他付款之服務合約。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company or any of its fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

DIRECTOR'S INTERESTS IN COMPETING BUSINESS

None of the Directors nor their respective associates had an interest in a business, apart from the businesses of the Group, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules during the Year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2019, the interests and short positions of each director and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), or known to the Company, were as follows:

董事於合約之權益

本公司董事概無於本公司或其任何同系附屬公司所訂立於本年度結束時或本年度內任何時間仍然存續且對本集團業務而言屬重大之任何合約中直接或間接擁有重大權益。

董事於競爭業務中的權益

年內，概無董事或彼等各自之聯繫人於根據上市規則第8.10條與本集團業務直接或間接構成競爭或可能存在競爭之業務(本集團業務除外)中擁有權益。

董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券中擁有之權益及／或淡倉

於2019年12月31日，各董事及主要行政人員於本公司或其任何聯營公司(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有已記錄於本公司須根據證券及期貨條例第352條存置之登記冊內之權益及淡倉，或已根據證券及期貨條例第XV部或香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)下上市公司董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所，或本公司已知悉之權益及淡倉如下：

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券中擁有之權益及／或淡倉(續)

(i) Long positions in the shares of the Company (the "Shares"):

(i) 於本公司股份(「股份」)之好倉：

Name of the Directors 董事姓名	Approximate percentage of the total issued share capital 佔已發行股本總數之概約百分比(%)				Total 總計	Approximate percentage of the total issued share capital 佔已發行股本總數之概約百分比(%)
	Personal 個人	Family 家族	Corporate 公司			
Liu Shunxing 劉順興	27,000,000 ⁽¹⁾	—	1,845,484,242 ¹		1,872,484,242	22.02
Liu Jianhong 劉建紅	23,710,000 ⁽²⁾	—	150,000,000 ²		173,710,000	2.04
Yu Weizhou 余維洲	35,130,000 ⁽³⁾	—	—		35,130,000	0.41
Gui Kai 桂凱	11,600,000 ⁽³⁾	—	—		11,600,000	0.14
Niu Wenhui 牛文輝	12,000,000 ⁽³⁾	—	—		12,000,000	0.14
Shang Li 尚笠	8,000,000 ⁽³⁾	—	—		8,000,000	0.09
Yap Fat Suan, Henry 葉發旋	2,000,000 ⁽³⁾	—	—		2,000,000	0.02
Jesse Zhixi Fang 方之熙	1,800,000 ⁽³⁾	—	—		1,800,000	0.02
Huang Jian 黃簡	1,800,000 ⁽³⁾	—	—		1,800,000	0.02
Zhang Zhong 張忠	1,800,000 ⁽³⁾	—	—		1,800,000	0.02

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

(i) Long positions in the Shares: (CONTINUED)

Notes:

- 1,147,877,155 shares are held by China Wind Power Investment Limited (CWPI) and 697,607,087 shares are held by Splendor Power Limited. CWPI is wholly-owned by Permanent Growth Limited. Mr. Liu Shunxing held as to 46.77% of the issued shares of Permanent Growth Limited and held as to 99% of the issued shares of Splendor Power Limited. Mr. Liu Shunxing beneficially holds 9,000,000 Shares. Such 18,000,000 Shares have been granted to Mr. Liu Shunxing under the share award scheme adopted by the Company on 15 June 2015 (as amended on 29 June 2017) (the "Scheme"), among which, 25% will be vested on 17 February 2020, 25% will be vested on 15 February 2021 (or in the event that 15 February 2021 is not a business day, the first business day thereafter), 25% will be vested on 15 February 2022 (or in the event that 15 February 2022 is not a business day, the first business day thereafter) and the remaining 25% will be vested on 15 February 2023 (or in the event that 15 February 2023 is not a business day, the first business day thereafter).
- 150,000,000 shares are held by a discretionary trust for which Ms. Liu Jianhong is the founder and settlor and can influence how the trustee exercises its discretion. Ms. Liu Jianhong beneficially holds 8,710,000 Shares. Such 15,000,000 Shares have been granted to Ms. Liu Jianhong under the Scheme, among which, 25% will be vested on 17 February 2020, 25% will be vested on 15 February 2021 (or in the event that 15 February 2021 is not a business day, the first business day thereafter), 25% will be vested on 15 February 2022 (or in the event that 15 February 2022 is not a business day, the first business day thereafter) and the remaining 25% will be vested on 15 February 2023 (or in the event that 15 February 2023 is not a business day, the first business day thereafter).

董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券中擁有之權益及／或淡倉(續)

(i) 於股份之好倉：(續)

附註：

- China Wind Power Investment Limited (「CWPI」) 持有1,147,877,155股，Splendor Power Limited持有697,607,087股。CWPI由Permanent Growth Limited全資擁有。劉順興先生持有Permanent Growth Limited之46.77%已發行股份及Splendor Power Limited之99%已發行股份。劉順興先生實益持有9,000,000股股份。其18,000,000股股份乃根據本公司於二零一五年六月十五日採納之股份獎勵計劃(於二零一七年六月二十九日經修訂)(「該計劃」)授予劉順興先生，其中，25%將於二零二零年二月十七日歸屬、25%將於二零二一年二月十五日(或倘二零二一年二月十五日並非營業日，則為其後第一個營業日)歸屬、25%將於二零二二年二月十五日(或倘二零二二年二月十五日並非營業日，則為其後第一個營業日)歸屬，以及餘下25%將於二零二三年二月十五日(或倘二零二三年二月十五日並非營業日，則為其後第一個營業日)歸屬。
- 150,000,000股股份由全權信託持有，劉建紅女士為該全權信託之創辦人及委託人，並可影響受託人行使其酌情權之方式。劉建紅女士實益持有8,710,000股股份。其15,000,000股股份乃根據該計劃授予劉建紅女士，其中，25%將於二零二零年二月十七日歸屬、25%將於二零二一年二月十五日(或倘二零二一年二月十五日並非營業日，則為其後第一個營業日)歸屬、25%將於二零二二年二月十五日(或倘二零二二年二月十五日並非營業日，則為其後第一個營業日)歸屬，以及餘下25%將於二零二三年二月十五日(或倘二零二三年二月十五日並非營業日，則為其後第一個營業日)歸屬。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

(i) Long positions in the Shares: (CONTINUED)

Notes: (CONTINUED)

3. Among such Shares, 10,000,000 Shares of Mr. Yu Weizhou, 8,000,000 Shares of Mr. Gui Kai, 8,000,000 Shares of Mr. Niu Wenhui, 8,000,000 Shares of Dr. Shang Li, 1,800,000 Shares of Mr. Yap Fat Suan, Henry, 1,800,000 Shares of Dr. Jesse Zhixi Fang, 1,800,000 Shares of Ms. Huang Jian and 1,800,000 Shares of Mr. Zhang Zhong, have been granted under the Scheme, among which, 25% will be vested on 17 February 2020, 25% will be vested on 15 February 2021 (or in the event that 15 February 2021 is not a business day, the first business day thereafter), 25% will be vested on 15 February 2022 (or in the event that 15 February 2022 is not a business day, the first business day thereafter) and the remaining 25% will be vested on 15 February 2023 (or in the event that 15 February 2023 is not a business day, the first business day thereafter).

(ii) Long positions in the underlying Shares:

Save as disclosed above, as at 31 December 2019, none of the directors and chief executives of the Company and/or any of their respective associates had any interest or short position in the shares, underlying shares or debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of 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 Part XV of the SFO or the Model Code adopted by the Company.

董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券中擁有之權益及／或淡倉(續)

(i) 於股份之好倉：(續)

附註：(續)

3. 於該等股份當中，10,000,000股余維洲先生之股份、8,000,000股桂凱先生之股份、8,000,000股牛文輝先生之股份、8,000,000股尚笠博士之股份、1,800,000股葉發旋先生之股份、1,800,000股方之熙博士之股份、1,800,000股黃簡女士之股份及1,800,000股張忠先生之股份乃根據該計劃授予彼等，其中，25%將於二零二零年二月十七日歸屬、25%將於二零二一年二月十五日(或倘二零二一年二月十五日並非營業日，則為其後第一個營業日)歸屬、25%將於二零二二年二月十五日(或倘二零二二年二月十五日並非營業日，則為其後第一個營業日)歸屬，以及餘下25%將於二零二三年二月十五日(或倘二零二三年二月十五日並非營業日，則為其後第一個營業日)歸屬。

(ii) 於相關股份之好倉：

除上文所披露者外，於2019年12月31日，概無本公司董事及主要行政人員及／或任何彼等各自之聯繫人士於本公司及／或其任何聯營公司(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何已記錄於本公司根據證券及期貨條例第352條存置之登記冊，或根據證券及期貨條例第XV部或本公司採納之標準守則已知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying shares and Debentures of the Company or any Associated Corporation" above, at no time during the Year was the Company, or any of its subsidiaries or associated corporations, a party to any arrangement to enable the directors (including their respective spouse and children under the age of 18) to acquire benefits by the means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, save as disclosed under the section "Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying shares and Debentures of the Company or any Associated Corporation" above, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital under Section 336 of the SFO.

(i) Long positions in the Shares:

Name of shareholder 股東名稱	Number of the Shares held 持有股份數目	Approximate percentage of the total issued share capital 佔已發行股本總數之 概約百分比 (%)
CWPI ⁽¹⁾	1,147,877,155	13.50
Huadian Fuxin 華電福新	880,000,000	10.35
Splendor Power Limited ⁽²⁾	697,607,087	8.20

(ii) Long positions in the underlying Shares:

Name of shareholder 股東名稱	Number of the underlying Shares held 持有相關股份數目	Approximate percentage of the total issued share capital 佔已發行股本總數之 概約百分比 (%)
Goldman Sachs ⁽³⁾	432,390,000	5.08

董事收購股份或債券之權利

除上文「董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券中擁有之權益及／或淡倉」所披露者外，於本年度內任何時間，本公司或其任何附屬公司或聯營公司概無訂立任何安排，致令董事（包括彼等各自之配偶及18歲以下之子女）可藉購入本公司或其任何聯營公司之股份或相關股份或債券而獲利。

主要股東

於2019年12月31日，除上文「董事及主要行政人員於本公司或任何聯營公司之股份、相關股份及債券中擁有之權益及／或淡倉」一節所披露者外，本公司獲知會下列主要股東權益（即根據證券及期貨條例第336條本公司已發行股本中5%或以上之權益）。

(i) 於股份之好倉：

(ii) 於相關股份之好倉：

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Notes:

- 1,147,877,155 shares are held by CWPI, which is wholly owned by Permanent Growth Limited. Mr. Liu Shunxing held as to 46.77% of the issued shares of Permanent Growth Limited.
- The shares are held by Splendor Power Limited. Mr. Liu Shunxing held as to 99% of the issued shares of Splendor Power Limited.
- On 13 December 2018, the Company entered into the convertible loan agreement (the “**Convertible Loan Agreement**”) with Goldman Sachs, pursuant to which Goldman Sachs agreed to lend and the Company agreed to borrow the convertible loan (the “**Convertible Loan**”) in a principal amount of US\$30,000,000. Goldman Sachs has the right to convert all or any part of the outstanding principal amount of their respective participation in the Convertible Loan into Shares (the “**Conversion Shares**”). Assuming a conversion price (the “**Conversion Price**”) of (i) HK\$0.5 per Share (for tranche I); (ii) HK\$0.55 per Share (for tranche II); and (iii) HK\$0.6 per Share (for tranche III) and there is no adjustment to the Conversion Price pursuant to the terms of the Convertible Loan Agreement, the aggregate principal amount of the Convertible Loan of US\$30,000,000 is convertible into approximately 432,390,000 Conversion Shares. Details can be referred to the announcements dated 13 December 2018 and 16 January 2019 and the circular dated 25 February 2019.

Save as disclosed above, as at 31 December 2019, there were no other persons who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Section 336 of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

MANAGEMENT CONTRACTS

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

主要股東(續)

附註：

- 該等股份由CWPI持有1,147,877,155股，CWPI由Permanent Growth Limited全資擁有，劉順興先生持有Permanent Growth Limited之46.77%已發行股份。
- 該等股份由Splendor Power Limited持有。劉順興先生持有Splendor Power Limited 99%之已發行股份。
- 於2018年12月13日，本公司與Goldman Sachs訂立可換股貸款協議(「可換股貸款協議」)，據此，Goldman Sachs同意借出及本公司同意借入可換股貸款(「可換股貸款」)，本金額為30,000,000美元。Goldman Sachs有權將其涉及之可換股貸款之全部或任何部分尚未償還本金額轉換為股份(「轉換股份」)。假設轉換價(「轉換價」)為(i)每股股份0.5港元(第一批)；(ii)每股股份0.55港元(第二批)；及(iii)每股股份0.6港元(第三批)，及概無根據可換股貸款協議之條款調整轉換價，可換股貸款本金總額30,000,000美元可轉換為約432,390,000股轉換股份。詳情請參閱2018年12月13日及2019年1月16日刊發之公佈以及2019年2月25日之通函。

除上文所披露者外，於2019年12月31日，概無其他人士於本公司之股份或相關股份中擁有須根據證券及期貨條例第336條向本公司披露，或須根據證券及期貨條例第336條記錄於本公司存置之登記冊之權益或淡倉。

管理合約

於本年度內，並無就本公司全部業務或其中任何重要部份之管理及行政而訂立或存有合約。

REPORT OF THE DIRECTORS 董事會報告

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws of the Company, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company against all losses and liabilities & etc. which they may incur or sustain by reason about the execution of their duties, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors. The Company has also arranged appropriate Directors' and liability insurance coverage for the Directors and officers of the Group.

MAJOR SUPPLIERS AND MAJOR CUSTOMERS

During the Year, sales to the Group's largest 5 customers accounted for 67% of the total sales for the Year, and the largest customer included there in amounted to 16%.

Purchases from the Group's 5 largest suppliers accounted for 72% of the total purchases for the Year, and the largest supplier included therein amounted to 22%.

None of the Directors, their associates or any shareholders, which to the knowledge of the Directors own more than 5% of the Company's share capital, had interests in the major suppliers or customers noted above.

EMOLUMENT POLICY

The Group's emolument policy for its employees is set up and approved by the Remuneration Committee and the Board on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee and the Board, as authorised by the shareholders at the annual general meeting, having regarded to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share award scheme as an incentive to Directors and eligible employees, details of the share award scheme are set out in the Report of the Directors on pages 84 to 88 of the annual report.

獲准許之彌償條文

根據本公司之公司細則，董事應從本公司之資產及溢利中獲彌償及保證免責於彼等因執行職務而可能招致或承擔之一切虧損及責任等，惟本彌償保證不得延伸至任何董事可能牽涉之任何欺詐或不誠實事宜。本公司已為本集團董事及高級人員安排投購合適之董事及責任保險。

主要供應商及主要客戶

於本年度內，本集團五大客戶之銷售額佔本年度之總銷售額67%，其中已包括最大客戶佔16%。

本集團五大供應商之採購額佔本年度之總採購額72%，其中已包括最大供應商佔22%。

概無董事、彼等之聯繫人士或任何股東(就董事所知擁有本公司股本5%以上者)於上述主要供應商或客戶中擁有權益。

薪酬政策

本集團之僱員薪酬政策乃經薪酬委員會及董事會參考彼等之表現、資歷及能力制定及批准。

董事酬金由薪酬委員會及董事會獲股東於股東週年大會上授權後經參考本集團之經營業績、個人表現及可資比較市場數據後釐定。

本公司已採納股份獎勵計劃，作為對董事及合資格僱員之獎勵，有關股份獎勵計劃之詳情載於年報第84頁至88頁之董事會報告內。

REPORT OF THE DIRECTORS

董事會報告

CORPORATE GOVERNANCE

The Company is committed to maintain a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 98 to 115 of the annual report.

CONNECTED TRANSACTIONS

A summary of all related party transactions during the Year is set out in Note 49 to the financial statements. All the related party transactions described in this note do not fall under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITOR

The financial statements have been audited by Deloitte Touche Tohmatsu who retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Liu Shunxing
Chairman

Hong Kong, 29 April, 2020

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納企業管治常規之資料載於年報第98至115頁之企業管治報告內。

關連交易

本年度內所有關聯方交易概要載於財務報表附註49。本附註所述所有關聯方交易不屬於關連交易或持續關連交易(定義見上市規則第14A章)項下所界定之交易。

足夠公眾持股量

按本公司可公開取得之資料及就董事所知，於本報告日期，本公司擁有上市規則規定之本公司證券足夠公眾持股量。

核數師

財務報表已經德勤•關黃陳方會計師行審核，該核數師將行退任，惟符合資格並願於本公司應屆股東週年大會上獲續聘。

代表董事會

主席
劉順興

香港，2020年4月29日

CORPORATE GOVERNANCE REPORT 企業管治報告

CORPORATE GOVERNANCE REPORT

The board of Directors of the Company (the “Board”) is committed to achieving a high standard of corporate governance.

Throughout the year ended 31 December 2019, the Board has reviewed the Group’s corporate governance practices and is satisfied that the Company has complied with the code provisions in the Corporate Governance Code (“the Code”) set out in the Appendix 14 to the Listing Rules on the Stock Exchange.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the “Model Code”) set out in Appendix 10 to the Listing Rules. Upon enquiry by the Company, all directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2019.

DIVIDEND POLICY

The dividend policy adopted by the Company in December 2019 is intended to be prudent and sustainable, and will be evaluated from time to time. There is no assurance that dividends will be paid in any particular amount for any particular period. Subject to compliance with applicable rules and regulations, the Board may, at its discretion, determine the declaration of payment of dividend(s) to its shareholders in any amount, frequency in any financial year depending on, among other things, the Company’s operation and financial performance, liquidity condition, capital requirements, future funding needs, contractual restrictions, availability of reserves and prevailing economic climate.

企業管治報告

本公司董事會(「董事會」)致力達致高水平之企業管治。

於截至2019年12月31日止年度，董事會已審閱本集團之企業管治常規，並信納本公司一直遵守聯交所上市規則附錄十四所載之企業管治守則(「守則」)之守則條文。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)。經本公司作出查詢後，本公司全體董事均已確認彼等於截至2019年12月31日止年度一直遵守標準守則所載之規定標準。

股息政策

本公司於二零一九年十二月已採納的股息政策(經不時評估)較為謹慎及可持續，惟不保證本公司將於任何特定期間派付任何特定金額的股息。遵從適用的法例及規例下，董事會可全權酌情釐定向股東宣派任何金額、在任何財政年度的次數的股息，惟視乎(其中包括)本公司的營運及財務表現、流動資金狀況、資本要求、未來資金需要、合約限制、可動用儲備及現行經濟情況。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD

As at 31 December 2019, the Board comprised of eleven Directors, including six executive Directors, one non-executive Director and four independent non-executive Directors. On 28 February 2019, Mr. Wu Shaohua resigned as non-executive Director and Mr. Wang Feng was appointed as non-executive Director. On 16 January 2020, Mr. Zhai Feng was appointed as executive Director. Biographical details of the Directors are stated under the section "Biographical Details of Directors and Senior Management".

The major shareholder of the Company, CWPI holds 1,147,877,155 shares of the Company. CWPI is held indirectly by, amongst others, two executive Directors namely, Mr. Liu Shunxing and Ms. Liu Jianhong.

Save as disclosed above, there are no financial, business, family or other material/relevant relationships between the Board members.

For a Director to be considered independent, that director should not have any direct or indirect material interest in the Group. In determining the independence of Directors, the Board follows the requirement set out in the Listing Rules. Each of the independent non-executive Directors has made an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

All the non-executive Directors (including the independent non-executive Directors ("INEDs")) are appointed for a specific term and will be subject to retirement by rotation and re-election at the annual general meeting of the Company.

董事會

於2019年12月31日，董事會由11位董事組成，包括6位執行董事、1位非執行董事和4位獨立非執行董事。於2019年2月28日，吳韶華先生辭任非執行董事，王峰先生獲委任為非執行董事。於2020年1月16日，翟鋒先生獲委任為執行董事。董事之個人資料載於「董事及高層管理人員的個人資料」一節。

本公司之主要股東CWPI持有1,147,877,155股本公司股份。CWPI現由(其中包括)兩名執行董事(即劉順興先生及劉建紅女士)間接持有。

除上文所披露者外，董事會成員之間並無任何財務、業務、家屬或其他重大／相關關係。

董事於本集團並無任何直接或間接重大權益，方會被視為具獨立性。董事會按照上市規則所載之規定釐定董事之獨立性。各獨立非執行董事已根據上市規則第3.13條之規定提交確認彼符合獨立性之年度確認書。

全體非執行董事(包括獨立非執行董事)均獲委任特定任期，並須於本公司之股東週年大會上輪席退任及重選。

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD (CONTINUED)

The Chairman is responsible for providing leadership to, and overseeing, the functioning of the Board to ensure that the Board acts in the best interest for the Group. The Chairman is responsible for approving the agenda for each Board meeting, after taking into account the matters proposed by other Directors. With the support of the executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate and reliable information in a timely manner. The Chairman also actively encourages all Directors to be fully engaged in the Board's affairs and make contributions to the Board's functions. The Board has adopted good corporate governance practices and procedures and has taken appropriate steps to provide effective communication with shareholders.

The CEO is responsible for managing the business of the Group, attending to the formulation and implementation of group policies, and assuming full accountability for the Group's operations. Acting as the principal manager of the Group's business, the CEO develops a strategic operating plan that reflects the long-term objectives and priorities established by the Board, and is directly responsible for maintaining the operational performance of the Group. Working with the senior management and the Board, the CEO ensures that the funding requirements of the business are met and closely monitors the operating and financial results against the plans and budgets. He also takes remedial actions when necessary and advises the Board of any significant developments and issues of the Group.

Ongoing dialogues are maintained with all Directors to keep them fully informed of all major business developments and issues.

董事會(續)

主席負責領導與監管董事會之運作，以確保董事會為本集團之最佳利益行事。主席負責於考慮其他董事建議列入議程之事項後批准每次董事會會議之議程。在執行董事和公司秘書協助下，主席將確保所有董事獲恰當地簡報在董事會會議上提出之事項，並適時獲得足夠及可靠之資訊。主席亦積極鼓勵所有董事全面參與董事會之事務以及對董事會之職能作出貢獻。董事會已採納良好之企業管治常規和程序，並已採取適當步驟與股東保持有效溝通。

行政總裁負責管理本集團之業務，參與構思及實行集團政策，並對本集團營運負上全責。身為本集團業務之主要管理人，行政總裁制訂反映董事會所訂立長期目標及優先次序之策略性經營計劃，並直接負責維持本集團之營運表現。行政總裁與高層管理人員及董事會攜手合作，確保達到業務之資金要求，並密切監察經營及財務業績符合計劃及預算之情況，於有需要時採取補救行動並就本集團之任何重大發展及事項向董事會提供意見。

行政總裁與全體董事一直保持對話，使彼等完全知悉一切主要業務發展及事項。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD (CONTINUED)

The Board meets regularly, and at least 4 times a year. Between meetings, senior management of the Group provides to Directors the information on the activities and developments in the business of the Group on a timely basis and when required, additional Board meetings are held. In addition, Directors have full access to the information of the Group and the independent professional advice whenever deemed necessary by the Directors. During the year ended 31 December 2019, a total of 26 board meetings and 7 general meetings ("2019 AGM" and "2019 SGMs") were held and the attendance of each director is set out below:

董事會(續)

董事會定期召開會議，並於一年內至少舉行4次會議。於會議之間，本集團高層管理人員適時向董事提供有關本集團活動和業務發展之資料，並於有需要時舉行額外之董事會會議。此外，董事可於彼等認為有需要時全面向本集團索取資料和尋求獨立專業意見。於截至2019年12月31日止年度，本公司合共舉行26次董事會會議及7次股東大會（「2019年股東週年大會」及「2019年股東特別大會」），各董事之出席情況載列如下：

	Name of directors 董事姓名	Number of meetings attended in the year ended 31 December 2019/ Number of meetings eligible to attend 截至2019年12月31日止 年度出席之會議數目/ 合資格出席之會議數目		
		Board meetings 董事會會議	2019 SGMs ³ 2019年股東 特別大會 ³	2019 AGM ⁴ 2019年股東 週年大會 ⁴
Chairman 主席	Liu Shunxing 劉順興	26/26	6/6	1/1
Chairperson 副主席	Liu Jianhong 劉建紅	26/26	6/6	1/1
CEO 行政總裁	Yu Weizhou 余維洲	26/26	6/6	1/1
Executive Directors 執行董事	Gui Kai 桂凱	26/26	6/6	1/1
	Niu Wenhui 牛文輝	26/26	6/6	1/1
	Shang Li 尚笠	26/26	6/6	1/1
Non-executive Director 非執行董事	Wu Shaohua ¹ 吳韶華 ¹	1/26	0/6	0/1
	Wang Feng ² 王峰 ²	24/26	6/6	1/1
Independent Non-Executive Directors 獨立非執行董事	Jesse Zhixi Fang 方之熙	26/26	6/6	1/1
	Yap Fat Suan, Henry 葉發旋	26/26	6/6	1/1
	Huang Jian 黃簡	26/26	6/6	1/1
	Zhang Zhong 張忠	26/26	6/6	1/1

CORPORATE GOVERNANCE REPORT 企業管治報告

THE BOARD (CONTINUED)

Notes:

- ¹ Mr. Wu Shaohua has resigned as a non-executive Director on 28 February 2019.
- ² Mr. Wang Feng was appointed as a non-executive Director on 28 February 2019.
- ³ 2019 SGMs were held on 13 March, 20 June, 10 October, 27 November, 21 December and 21 December 2019.
- ⁴ 2019 AGM was held on 26 April 2019.

Professional training for directors

All Directors, including independent non-executive Directors, should always know their collective responsibilities as Directors and of the businesses and activities of the Group. Each newly appointed Director would receive an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and updates all Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and to enhance their awareness of good corporate governance practices.

During the year ended 31 December 2019, all existing Directors have received relevant trainings by reading relevant materials on the topics relating to corporate governance and regulations and have provided their training records.

BOARD COMMITTEES

During the year ended 31 December 2019, the Board has reviewed and monitored the training and continuous professional development of directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements. Besides, the Company has set up three committees including the Nomination Committee, the Remuneration Committee and the Audit Committee. Each committee has its specific terms of reference with reference to the Code:

董事會(續)

附註：

- ¹ 吳韶華先生於2019年2月28日辭任非執行董事。
- ² 王峰先生於2019年2月28日獲委任為非執行董事。
- ³ 2019年股東特別大會於2019年3月3日、6月20日、10月10日、11月27日、12月21日及12月21日舉行。
- ⁴ 2019年股東週年大會於2019年4月26日舉行。

董事專業培訓

全體董事(包括獨立非執行董事)應清楚彼等身為董事及對本集團業務及活動之集體責任。每名新獲委任之董事將收到一套入職資料，涵蓋本集團之業務及上市公司董事須承擔之法定及監管責任。本集團亦提供簡報及其他培訓，以建立及重溫董事之知識及技能，並為全體董事提供有關上市規則及其他適用監管規定之最新發展資料，以確保彼等遵守良好企業管治常規及提升彼等對此方面之意識。

於截至2019年12月31日止年度，全體現任董事已閱讀有關企業管治及規例課題之相關培訓，並提供培訓記錄。

董事委員會

於截至2019年12月31日止年度，董事會已檢討及監察董事及高層管理人員之培訓及持續專業發展。董事會亦已檢討及確保遵守相關法律及監管規定。此外，本公司已設立三個委員會，包括提名委員會、薪酬委員會及審核委員會。各委員會均已參考守則制定特定職權範圍：

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (CONTINUED)

Remuneration Committee

The Remuneration Committee comprises five members. The Remuneration Committee is chaired by Mr. Zhang Zhong with Mr. Liu Shunxing, Ms. Liu Jianhong, Mr. Yap Fat Suan, Henry and Dr. Jesse Zhixi Fang being the members. The Remuneration Committee meets for the determination of the remuneration packages of Directors and senior management of the Group. In addition, the Remuneration Committee also meets as and when required to consider remuneration related matters such as making recommendations to the Board on the Group's policy and structure for the remuneration of Directors and senior management.

Under its term of reference, the Remuneration Committee assists the Board in achieving its objective of attracting, retaining and motivating people of the highest caliber and experience needed to shape and execute strategies across the Group's operations. The Committee also assists the Group in the administration of the fair and transparent procedure for setting policies on the remuneration of Directors and senior management of the Group. The written terms of reference are posted on the websites of the Company and the Stock Exchange.

During the year, the Remuneration Committee has held 5 meetings with all members present. The Committee has reviewed the remuneration packages for Directors and senior management of the Group.

Remuneration of senior management other than directors for the year ended 31 December 2019.

董事委員會(續)

薪酬委員會

薪酬委員會由5位成員組成。薪酬委員會由張忠先生擔任主席，成員為劉順興先生、劉建紅女士、葉發旋先生及方之熙博士。薪酬委員會舉行會議以釐定董事及本集團高層管理人員之薪酬待遇。此外，薪酬委員會將按需要舉行會議，以審議薪酬相關事宜，如就本集團之政策及董事及高級管理人員之薪酬架構提出建議。

根據其職權範圍，薪酬委員會協助董事會達成其目標，即吸引、保留與激勵最有才能和經驗之人才，為本集團旗下業務營運制訂與執行策略。委員會亦協助本集團監督公平而具透明度之程序，用以制定董事與本集團高層管理人員之薪酬政策。書面職權範圍登載於本公司及聯交所網站。

於本年度內，薪酬委員會舉行了5次會議，全體成員均有出席。委員會已檢討董事及本集團高級管理人員之薪酬待遇。

高級管理層(董事除外)於截至2019年12月31日止年度之薪酬如下。

Total Remuneration Bands	薪酬總額範圍	Number of Executive 行政人員數目
RMB550,000 to RMB2,500,000	人民幣 550,000 元至人民幣 2,500,000 元	6

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination Committee

The Nomination Committee comprises five members, namely Mr. Liu Shunxing (Chairman), Ms. Liu Jianhong, Mr. Zhang Zhong, Mr. Yap Fat Suan, Henry and Ms. Huang Jian.

The terms of reference of the Nomination Committee have been determined with reference to the Code and are posted on the websites of the Company and the Stock Exchange. Under its terms of reference, the Nomination Committee is responsible for identifying potential directors and making recommendations to the Board on the appointment or re-appointment of directors of the Company. Potential new directors are selected on the basis of their qualifications, skills and experience which the Nomination Committee considers will make a positive contribution to the performance of the Board. During the year, the Nomination Committee has held 1 meeting with all members present. The Committee has reviewed the structure, size and composition of the Board.

The nomination policy stipulated the key nomination criteria and procedures for identifying and nominating suitably qualified candidates to join the Board. The selection criteria specified in the nomination policy include:

1. Selection Criteria

- in assessing the suitability of a proposed candidate, the Nomination Committee will consider the factors (as reference), including reputation, integrity, accomplishment and relevant experience in relation to the principal businesses of the Company from time to time, commitment in respect of available time and relevant interest, diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate;

董事委員會(續)

提名委員會

提名委員會由5位成員組成，分別為劉順興先生(主席)、劉建紅女士、張忠先生、葉發旋先生及黃簡女士。

提名委員會之職權範圍乃參考守則釐定，並登載於本公司及聯交所網站。根據其職權範圍，提名委員會負責物色潛在董事及就本公司董事之委任及重新委任向董事會提出建議。潛在新董事乃基於提名委員會認為將為董事會工作帶來裨益之資歷、技能及經驗篩選。於本年度內，提名委員會舉行了1次會議，全體成員均有出席。委員會已檢討董事會之架構、人數及組成。

提名政策制定識別及提名適當符合資格的候選人以加入董事會的關鍵提名標準及程序。提名政策所訂明的甄選標準包括：

1. 甄選標準

- 於評估擬議候選人是否適當時，提名委員會將考慮的因素(作為參考)包括聲譽、誠信、成就及與本公司不時之主要業務有關的經驗、可利用時間及相關利益之承諾、各方面的多樣性，包括但不限於性別、年齡(18歲或以上)、文化和教育背景、種族、專業經驗、技能、知識和服務任期。該等因素僅供參考，並非詳盡無遺及具有決定性。提名委員會於認為適當時有權酌情提名任何人士；

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination Committee (CONTINUED)

1. Selection Criteria (CONTINUED)

- retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting. For those who have served as INEDs for a period of nine consecutive years standing for re-election, the Nomination Committee will consider the independence of such Director for nomination by the Board to stand for election at a general meeting and state the reason in the circular to the Shareholders for the re-election;
- candidate(s) will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as Director(s) and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as Director(s); and
- the Nomination Committee may request candidate(s) to provide additional information and documents, if considered necessary.

2. Nomination Procedures

- the secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidate(s) from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidate(s) who are not nominated by Board members;
- for filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidate(s) to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation;

董事委員會(續)

提名委員會(續)

1. 甄選標準(續)

- 退任董事有資格獲董事會提名於股東大會上膺選連任。就已連續9年擔任獨立非執行董事的膺選連任董事而言，提名委員會需考慮該董事的獨立性，以供董事會於股東大會提名選舉，並於致股東之通函中就重選陳述理由；
- 候選人須以訂明格式提交必要的個人資料，連同同意獲委任為董事以及就或有其選舉為董事的個人資料於任何文件或相關網站公開披露的書面同意書；及
- 倘屬必要，提名委員會可要求候選人提供額外資料及文件。

2. 提名程序

- 提名委員會秘書須召開提名委員會會議，並向董事會成員詢問候選人提名(如有)以供提名委員會於其會議前審議。提名委員會亦可提呈非由董事會成員提名的候選人；
- 為填補臨時空缺，提名委員會須作出推薦建議供董事會考慮及批准。就建議候選人於股東大會上參選而言，提名委員會須向董事會提名供其考慮及作出推薦建議；

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination Committee (CONTINUED)

2. Nomination Procedures (CONTINUED)

- until the issue of the circular to be sent to the Shareholders, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting;
- in order to provide information of the candidate(s) nominated by the Board to stand for election at a general meeting, and to invite nominations from the Shareholders, a circular will be sent to the Shareholders. The circular will set out the lodgment period for the Shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidate(s) will be included in the circular to the Shareholders;
- the Shareholder can serve a notice to the company secretary within the lodgement period of its intention to propose a resolution to elect a certain person as Director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidate(s) set out in the circular to be sent to the Shareholders. The particulars of the candidate(s) so proposed will be sent to all Shareholders for information by a supplementary circular;
- a candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the company secretary;

董事委員會(續)

提名委員會(續)

2. 提名程序(續)

- 於提供予股東的通函發出前，獲提名之人士不得假設彼等已獲董事會建議於股東大會上參選；
- 為提供獲董事會提名於股東大會上參選之候選人資料，以及詢問股東提名，本公司將向股東寄發通函。該通函將載列股東提名的遞交期限。根據適用法律、規則及法規規定提供之建議候選人姓名、簡歷（包括資格及相關經驗）、獨立性、建議薪酬及任何其他資料將載入提供予股東的通函；
- 股東可於遞交期限內向公司秘書寄送通知，表達其有意在非由董事會建議或提名委員會提名的情況下提呈決議案，以推選除提供予股東的通函已載列之該等候選人外的一名特定人士為董事。以此方式獲提名之候選人的詳情將透過向全體股東寄發補充通函之方式供其參考；
- 候選人可於股東大會前任何時間透過向公司秘書寄送書面通知的方式放棄其候選資格；

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination Committee (CONTINUED)

2. Nomination Procedures (CONTINUED)

- the Board shall have the final decision on all matters relating to its recommendation of candidate(s) to stand for election at any general meeting; and
- as there may be more candidate(s) than the vacancies available, and the “gross-vote” method will be used to determine who shall be elected as Director, the resolutions proposed for the candidate(s) by the Shareholders shall therefore take the same form as the resolutions proposed for the candidate(s) recommended by the Board.

In respect of the Diversity Policy (as defined below), the Board is cognisant of the benefits of diversity and the Nomination Committee monitors implementation of this policy as part of the process of selecting and nominating candidates for appointment to the Board. Candidates are considered against the broad and diverse range of aspects specified in the nomination policy, which among other aspects also include gender, ethnicity and cultural background.

The role and function of the Nomination Committee are as follows:

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Nomination Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

董事委員會(續)

提名委員會(續)

2. 提名程序(續)

- 董事會應就其推薦建議之候選人於任何股東大會上參選的所有事宜擁有最終決定權；及
- 由於候選人數目可能超過空缺位置，則將會使用「總額投票」方法以決定獲選為董事的候選人，因此，股東提呈決議案應採用與董事局就推薦人選所提呈決議案的相同形式。

就多元化政策而言，董事會意識到多元化的益處，提名委員會監察該政策的執行，作為向董事會挑選及提名董事候選人過程的一部分。將從提名政策所訂明的廣泛及多元化範疇對候選人進行考量，當中亦包括性別、種族及文化背景。

提名委員會之職責及職務如下：

- (a) 至少每年檢討董事會之架構、人數及成員多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事之人士，並挑選提名有關人士出任董事或就此向董事會提出建議。委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination Committee (CONTINUED)

- (c) to assess the independence of INEDs ;
- (d) review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.
- (f) where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used for identifying the individual why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that the individual can bring to the Board; and
 - how the individual contributes to diversity of the Board.
- (g) the chairman or another member of the committee shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders on the committee's activities and responsibilities.

The Nomination Committee has been provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Diversity Policy and its terms of reference, if considered necessary.

董事委員會(續)

提名委員會(續)

- (c) 評核獨立非執行董事之獨立性；
- (d) 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；及
- (e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事會(尤其主席及行政總裁)繼任計劃向董事會提出建議。
- (f) 倘董事會於股東大會提呈決議案以委任個別人士為獨立非執行董事，其應於寄發予股東的通函及／或相關股東大會通告隨附之說明函件中，闡述：
 - 列明用以物色該名人士的流程；董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
 - 如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
 - 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
 - 該名人士如何促進董事會成員多元化。
- (g) 主席或委員會另一成員須出席本公司股東週年大會，並作萬全準備以回應股東就委員會的活動及職責提出的問題。

提名委員會已獲提供充足資源以履行其職責，如認為有需要，亦已根據多元化政策及其職權範圍索取獨立專業意見。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD DIVERSITY POLICY

In 2013, the Board has adopted a board diversity policy (the "Diversity Policy") setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All board appointments are based on merit and contribution, and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee reviews the Policy on a regular basis and discusses any revisions that may be required, and recommends any such revisions to the Board for consideration and approval.

Having reviewed the Diversity Policy, the nomination policy and the Board's composition, the Nomination Committee is satisfied that the requirements set out in the Diversity Policy had been met.

Audit Committee

The Audit Committee comprises three independent non-executive Directors. The Audit Committee is chaired by Mr. Yap Fat Suan, Henry and the other members of the Committee are Mr. Zhang Zhong and Ms. Huang Jian. Mr. Yap Fat Suan, Henry is a chartered accountant in England and Wales and is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of Hong Kong Institute of Certified Public Accountants.

The terms of reference of the Audit Committee are in line with the Code and are posted on the websites of the Company and the Stock Exchange. Under its terms of reference, the Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's interim and annual financial statements, to review the scope, extent and effectiveness of the Group's risk management and internal control system, and to review the Group's financial and accounting policies.

The Audit Committee has held 3 meetings during the year with all members present.

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

董事會多元化政策

董事會已採納一套董事會多元化政策(「多元化政策」)，該政策載列達致董事會多元化之方針。本公司考慮董事會成員多元化時，會考慮多個範疇，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期，以達致董事會成員多元化。所有董事會委任根據功績及貢獻，且按客觀條件考慮候選人，並審慎考慮董事會多元化之裨益。提名委員會定期檢討政策，討論是否需作任何修訂，並向董事會建議任何該等修訂，以供董事會考慮及批准。

經審查多元化政策、提名政策及成員組成後，提名委員會信納多元化政策載述之各項規定均已達致。

審核委員會

審核委員會由3位獨立非執行董事組成。審核委員會由葉發旋先生擔任主席，而委員會其他成員包括張忠先生及黃簡女士。葉發旋先生為英格蘭及威爾斯特許會計師，並為英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。

審核委員會之職權範圍符合守則，並登載於本公司及聯交所網站。根據其職權範圍，審核委員會須(其中包括)監督與外聘核數師之關係、審閱本集團之中期及年度財務報表，以及檢討本集團風險管理及內部監控系統之範圍、程度及成效，以及審閱本集團之財務及會計政策。

於本年度內，審核委員會舉行了3次會議，全體成員均有出席。

對於挑選、委任、辭退或罷免外聘核數師，董事會與審核委員會並無意見分歧。

CORPORATE GOVERNANCE REPORT 企業管治報告

AUDITORS' REMUNERATION

A summary of fees for audit and non-audit services is as follows:

Nature of the services	服務性質	31 December	31 December
		2019	2018
		2019年	2018年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Audit services	核數服務	3,510	2,633
		3,510	2,633

RISK MANAGEMENT AND INTERNAL CONTROLS

The Company has formulated risk management and internal control policies covering the management of targets, management of values and management of beliefs, and has established a set of risk management and internal control procedures encompassing the Company's organisational, institutional, procedural systems as well as information system, in order to safeguard the Company's assets and shareholders' investment by means of ensuring that risk control and strategic goals are compatible and within the manageable scope, ensuring the proper maintenance of accounting records and reliability of financial reporting, and ensuring the compliance with relevant laws and regulations.

The Company has established a comprehensive set of risk management and internal control and monitoring organisational systems. There is a risk management system comprising the Board of Directors, the Risk Management Committee; and there is an internal monitoring system made up of the Audit Committee and the audit department which reports to the Board. This set of systems ensure the continuous improvement and effectiveness of the risk management and internal control system.

核數師酬金

核數與非核數服務之費用概列如下：

	31 December	31 December
	2019	2018
	2019年	2018年
	12月31日	12月31日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Audit services	3,510	2,633
	3,510	2,633

風險管理及內部監控

本公司形成了包括管理目標、管理價值、管理理念在內的風險管理及內部監控政策，建立了一套包括組織體系、制度體系、流程體系以及信息系統在內的風險管理及內部監控程序，以確保將風險控制在與策略目標相適應並可承受的範圍之內，以保障公司資產和股東投資，確保妥善保存會計記錄及作出可靠之財務報告，並保證符合有關法例及規例。

本公司建立了完善的風險管理及內部監控組織體系，形成了由董事會、風險管理委員會構成的風險管理體系，由審核委員會、董事局審計部構成的內部監控體系。該組織體系保證了風險管理及內部監控系統的持續完善及其有效性。

CORPORATE GOVERNANCE REPORT 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

The Board is responsible for the risk management and internal control systems of the Group and the review of their effectiveness. The Risk Management Committee is made up of the Group's management, which is responsible and reports to the Board. The committee is responsible for the design, implementation and monitoring of the Group's risk management and internal control system, in order to ensure the continuous effectiveness of the system.

The Company has formulated regulations and systems relevant to risk management and internal control, including the "Risk Management System" (《風險管理制度》), "Internal Control and Work Management Guidelines" (《內部控制工作管理辦法》), "Anti-corruption Management System" (《反舞弊管理制度》), "Internal Audit Management System" (《內部審計管理制度》), "Audit Management Guidelines for Employment Termination" (《離任審計管理辦法》) and "Professional Ethics and Code of Conduct" (《職業道德行為準則》), etc. The risk management and internal monitoring system aims to ensure the formulation and effective implementation of financial, operational and regulatory monitoring and risk management functions. The process and information systems guarantee the effective execution of the risk management and internal control systems. Through the establishment of the process system, the Company will be able to carry out risk identification, risk assessment, risk response, risk monitoring and risk improvement. During the year, the Company has also improved the information systems relevant to risk management and internal control. The internal monitoring and reporting platform was expanded from "WeChat Work" to "Ding Talk", covering all employees effectively. Content promotion and fraud information collection upholds the fundamental principles of "Prevention Precedes Punishment" and "Protect Those Who Report, Avoid Those Who are Being Investigated".

風險管理及內部監控(續)

董事會負責本集團之風險管理及內部監控系統，並須檢討其有效性。由集團管理層成員組成的風險管理委員會向董事會匯報和負責，並負責本集團風險管理及內部監控系統的設計、實施及監察，以確保該系統的持續有效。

本公司已制定了《風險管理制度》、《內部控制工作管理辦法》、《反舞弊管理制度》、《內部審計管理制度》、《離任審計管理辦法》、《職業道德行為準則》等風險管理與內部監控相關規章制度。風險管理與內部監控制度旨在確保制定及有效實行財務、營運及法規監控以及風險管理工作。流程體系及信息系統是風險管理及內部監控系統有效實施之保證。公司通過流程體系實現與本公司相關的風險識別、風險評估、風險應對、風險監督及改進。本年度公司亦持續完善風險管理與內部監控工作相關信息系統。內部監督舉報平臺由「企業微信」擴展到「釘釘」，有效覆蓋到全體員工。內容宣傳與舞弊信息收集持「懲防並舉、重在預防」及「舉報保護、調查迴避」之基本原則。

CORPORATE GOVERNANCE REPORT 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS (CONTINUED)

The Board has conducted a review of and is satisfied with the effectiveness of the risk management and internal control system of the Group.

The Company has established an independent audit function. The dedicated general manager of the function is independent of the daily operation of the Group. The Board and the Audit Committee believe that the internal audit function of the Company has the capacity to independently report to the Audit Committee in respect of the matters including audit plan and resources, executed audit procedures and material audit findings, and is capable to conduct analysis and independent assessment on the effectiveness of the Company's risk management and internal control systems.

This year, the Company has continued to engage a risk management and business consultancy company in providing service to the Company, and assisting in the improvement of the Group's risk management and internal monitoring system.

FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing the financial statements which give a true and fair view and are in compliance with the statutory requirements and applicable financial reporting standards. As at 31 December 2019, the Directors was not aware of any material misstatement or uncertainties that might put doubt on the Group's financial position or continue as a going concern. The Board endeavours to ensure a balanced, clear and understandable assessment of the Group's performance, position and prospects in financial reporting.

A statement by the auditor about the auditor's responsibility is set out on page 208 to 216 of this annual report.

風險管理及內部監控(續)

董事會已檢討本集團之風險管理及內部監控系統，並信納其有效性。

本公司建立內部審計職能，由該職能總經理負責並且該職能與本集團日常運營相獨立，董事會及審核委員會相信，公司內部審計職能能夠獨立向審核委員會就審計計劃及資源、已執行的審計程序及重大審計發現等事項進行獨立報告，能夠對公司風險管理及內部監控系統是否有效作出分析及獨立評估。

本公司已聘請的風險管理與商業諮詢公司在本年度繼續為本公司提供服務，以協助本集團風險管理及內部監控系統之完善。

財務報告

董事確認彼等有責任遵守法定規定及適用財務報告準則，真實且公平地編製財務報表。於2019年12月31日，董事並不知悉任何可能會對本集團之財務狀況或持續經營能力構成懷疑之重大錯誤陳述或不確定因素。董事會致力確保於財務報告對本集團表現、狀況及前景作出權衡各方、清晰易明之評估。

核數師就核數師責任作出之聲明載於本年報第208至216頁。

CORPORATE GOVERNANCE REPORT 企業管治報告

COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed and that the activities of the Board are carried out efficiently and effectively. The Company Secretary assists the Chairman to prepare agendas and Board papers for meetings and disseminates such documents to the Directors and board committees in a timely manner. The Company Secretary is responsible for ensuring that the Board is fully briefed on all legislative, regulatory and corporate governance developments when making decisions. The Company Secretary is also directly responsible for the Group's compliance with the continuing obligations of the Listing Rules and Codes on Takeovers and Mergers and Share Repurchases, including publication and dissemination of Report and Financial Statements and interim reports within the period laid down in the Listing Rules, timely dissemination of announcements and information relating to the Group to the market and ensuring that proper notification is made when there are any dealings of the Director in the securities of the Group.

The Company Secretary also advises the Directors on their obligations for disclosure of interests in securities, connected transactions and price-sensitive information and ensure that the standards and disclosures required by the Listing Rules are observed.

During the year, Mr. Chan Kam Kwan, Jason, the Company Secretary of the Company, has undertaken no less than 15 hours of professional training to update his skills and knowledge.

公司秘書

公司秘書向董事會負責，確保董事會程序獲得遵守和董事會活動符合效率和效益。公司秘書協助主席編製會議議程及董事會文件，並適時發送該等文件予董事和董事會各委員。公司秘書負責確保董事會於作出決策時獲得全面簡報一切有關立法、規管和企業管治之發展。公司秘書亦直接負責確保本集團遵照上市規則與公司收購、合併及股份購回守則所規定之持續責任，包括於上市規則規定之期限內出版和發送報告及財務報表與中期報告、適時向市場傳達有關本集團之公佈與資料，並確保於董事買賣任何本集團證券時發出適當通知。

公司秘書亦就董事披露證券權益、關連交易和股價敏感資料方面之責任向彼等提供意見，並確保上市規則規定之標準與披露獲得遵守。

年內，本公司之公司秘書陳錦坤先生已接受不少於15小時之專業培訓，以重溫其技能及知識。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS

How shareholders can convene a special general meeting ("SGM")

Subject to Section 74 of the Companies Act 1981 of Bermuda (the "Act") and Bye-law 62 of the Bye-laws of the Company, shareholders holding in aggregate not less than 10% of the paid-up capital of the Company have the right, by written requisition to the Board or the secretary of the Company, to request a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

Procedures for putting forward proposals at a general meeting

Any number of shareholders representing not less than 5% of the total voting rights of the Company on the date of the requisition or not less than 100 shareholders of the Company are entitled to put forward a proposal for consideration at a general meeting of the Company. Shareholders should follow the requirements and procedures as set out in Section 79 of the Act for putting forward such proposal at a general meeting.

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Suite 3901, 39/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong
Fax: (852) 28660281
Email: cs@cnegroup.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

股東權利

股東如何可以召開股東特別大會(「股東特別大會」)

根據1981年百慕達公司法(「公司法」)第74條及本公司之公司細則第62條，合共持有本公司繳足股本不少於10%之股東有權向董事會或本公司秘書提出書面請求，要求董事會召開股東特別大會處理該請求書中指明之任何事務。

於股東大會上提出建議之程序

於請求書日期佔本公司總投票權不少於5%之任何數目股東，或不少於100名本公司股東有權於本公司股東大會上提出建議以供考慮。股東於股東大會上提出有關建議時須遵守公司法第79條所載規定及程序。

股東向董事會提出查詢之程序

股東可隨時以書面方式透過公司秘書向董事會提出查詢及關注，公司秘書之聯絡詳情如下：

香港金鐘夏慤道16號遠東金融中心39樓3901室
傳真：(852)28660281
電郵：cs@cnegroup.com

股東亦可於本公司股東大會上向董事會提出查詢。

CORPORATE GOVERNANCE REPORT 企業管治報告

INVESTOR RELATIONS

The Board is committed in providing clear and full performance information of the Group to shareholders through the publication of interim and annual reports. In addition to the circulars, notices and financial reports sent to shareholders, additional information of the Group is also available to shareholders on the Group's website.

Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice is given. The Chairman and Directors are available to answer questions on the Group's business at the meeting. Subject to the Act and the bye-laws of the Company, all shareholders shall have statutory rights to call for special general meetings and put forward agenda items for consideration in the general meetings. All resolutions at the general meeting are decided by a poll which is conducted by the Group's branch share registrar in Hong Kong.

The Group values feedback from shareholders on its effort to promote transparency and foster investor relationships. Comments and suggestions are always welcomed.

CONSTITUTION AN DOCUMENT

There are no changes in the Company's constitutional document during the year.

投資者關係

董事會透過刊發中期及年度報告，致力為股東提供清晰及全面之本集團業績資料。股東除獲寄發通函、通告與財務報告外，亦可登入本集團網站取得更多本集團之資料。

本集團鼓勵股東出席股東週年大會，並給予最少20個完整營業日之通知。主席與董事均會出席大會，以解答有關本集團業務之提問。根據公司法及本公司之公司細則，所有股東均有法定權利可要求召開股東特別大會並於股東大會上提出議程項目以供考慮。股東大會上所有決議案均以投票方式表決，而投票是由本集團之香港股份過戶登記分處點算。

本集團致力提高透明度與促進投資者關係，並且十分重視股東之回饋意見。歡迎股東隨時提出意見與建議。

憲章文件

於本年度內，本公司之憲章文件並無變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

I. ABOUT THE REPORT

This report aims to disclose the latest development in Environmental, Social and Governance (ESG) work of the Group as of 31 December 2019 to the stakeholders. This report has been prepared in accordance with the *ESG Reporting Guide* set out in Appendix 27 to the *Listing Rules* of the HKEX. This report should be read together in conjunction with the “Corporate Governance Report” in the 2019 Annual Report and the column Social Responsibility on the Group’s website.

Unless otherwise specified, the scope of this report solely covers the ESG performance of the Group’s business operating in Mainland China.

II. ESG STRATEGY AND GOVERNANCE

(i) ESG Ideal

With the core value of “building a better future with clean energy”, the Group is committed to “being a socially and environmentally responsible centennial corporation”, and is dedicated to being a world-class international clean energy enterprise, and “providing quality clean energy and professional services and promoting harmonious development between human and nature”. We operate our business with the best interests of the society, the living and the environment in mind, in order to facilitate sustainable development of businesses and society.

一、關於本報告

本報告旨在向利益相關方披露本集團2019年在環境、社會及管治(ESG)領域工作的最新情況。報告依據香港交易所《上市規則》附錄二十七《ESG報告指引》編寫。本報告應與2019年《年報》中《企業管治報告》章節、以及集團網站「社會責任」專欄一併閱讀。

除另有說明外，本報告範圍包含本集團在中國境內業務的ESG表現。

二、ESG策略及管治

(一) ESG理念

集團圍繞「用清潔能源創造更好未來」的核心價值，始終秉承「做一個負責任的百年企業」的理念，致力於成為一流的國際化清潔能源企業，積極踐行「提供優質的清潔能源及專業服務，促進人與自然和諧發展」的企業使命，並將造福社會、關愛生命和保護環境的行為準則全面貫徹到企業的經營過程中，促進企業與社會的可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告

II. ESG STRATEGY AND GOVERNANCE (CONTINUED)

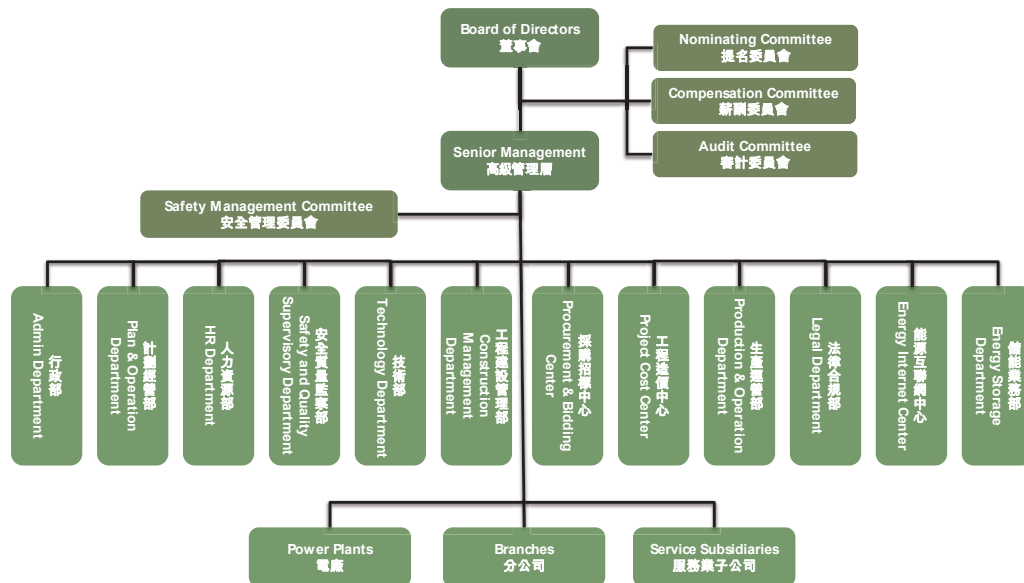
二、ESG 策略及管治(續)

(ii) ESG Governance and Management Framework

(二) ESG 管治及管理架構

The Group's ESG organizational structure includes the Board of Directors, the senior management and functional departments and business units. The Board of Directors is responsible for setting the tone at the top for strategic objectives and review of ESG strategy and reporting, and the Audit Committee under the Board of Directors supervises the Group's ESG work. The senior management of the Group is responsible for implementing the Group's ESG strategy and objectives, and subject to the assessment by the Board of Directors. The Safety Management Committee gives guidance on ESG work implementation, and the Safety and Quality Supervisory Department is responsible for supervision of safety and quality. The functional departments and business units of the Group are responsible for the ESG commitment in their respective fields.

集團ESG組織架構包括董事會、高級管理層及職能部門與業務單位。董事會負責把控集團ESG戰略方向，審閱ESG策略及彙報工作；董事會下設審計委員會對集團ESG工作進行監督。集團高級管理層負責ESG策略及目標的實施並接受董事會考核。安全管理委員會對ESG工作進行指導，安全質量監察部對安全及質量工作進行監督，其他各職能部門及業務單元在各自工作領域負責ESG具體工作的開展。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

II. ESG STRATEGY AND GOVERNANCE (CONTINUED)

(iii) ESG Strategy

In 2019, the Group further reviewed and updated the ESG strategies and further identified the priorities in four aspects of environment, people, operation and community, and integrated the Group's ESG strategy with the United Nations Sustainable Development Goals (SDGs).

Environment

- We comply with the environmental laws and regulations of our operation place, and build the power plants in a responsible manner.
- We adhere to the development of new energy, provide clean energy of high quality, and actively respond to climate change.
- We adopt advanced technology and practices for environmental impact assessment, pay attention to soil and water conservation, biodiversity conservation, and minimize negative impacts on the environment.
- We promote the concept of green office, effectively use energy and resources, and reduce emissions.

二、ESG 策略及管治(續)

(三) ESG 策略

2019年，集團進一步審視並更新 ESG 策略，從環境、人才、運營和社區四個方面進一步識別各領域的工作重點，並將聯合國可持續發展目標(SDGs)進一步融入集團 ESG 策略。

環境



- 遵守營運所在地的環保法規及條例，以負責任的態度建設電廠。
- 堅持開發新能源，提供優質的清潔能源，積極應對氣候變化。
- 採用先進技術和實務進行環境影響評估，注意水土保持、生物多樣性保護，最大限度減少對環境及生態的負面影響。
- 推行綠色辦公的理念，提高能源和資源使用效率，減少廢棄物的排放。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

II. ESG STRATEGY AND GOVERNANCE (CONTINUED)

(iii) ESG Strategy (CONTINUED)

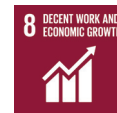
People

- We comply with the laws and regulations relating to employment at our operation place.
- We build a healthy and safe working environment, implement the concept of safety first, and effectively protect employees' health and safety.
- We adhere to the people-oriented concept in talent development, implement impartial recruitment, and provide equal employment opportunities, good salary and benefits as well as development platform.
- We advocate healthy work and lifestyle, and strive to increase employees' happiness.
- We provide more jobs at our operation places, so as to boost local employment.

二、ESG 策略及管治(續)

(三) ESG 策略(續)

人才



- 遵守營運所在地與僱傭相關的法規及條例。
- 構建健康安全的工作環境，貫徹安全第一的理念，切實保障員工的健康與安全。
- 秉持以人為本的人才發展觀念，施行公平、公正的招聘政策，提供平等的就業及發展機會、良好的薪資福利。
- 倡導健康的工作與生活方式，努力提升員工的幸福感。
- 為運營所在地提供更多工作崗位，促進當地就業。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

II. ESG STRATEGY AND GOVERNANCE (CONTINUED)

(iii) ESG Strategy (CONTINUED)

Operation

- On the basis of compliance with laws and regulations of local operation places, we provide high-quality clean energy and professional services to the society and create long-term value for shareholders.
- We consolidate the foundation and promote innovation, and vigorously promote the innovation and application of intelligent energy in the Internet of Things to provide customers with more energy products and services.
- We establish a corporate culture of integrity and improve the transparency of corporate operation.
- We reinforce information security management.
- We strictly regulate supplier's access and evaluation, monitor supplier's social and environmental risks, and strive to achieve a win-win cooperation with our partners.

二、ESG 策略及管治(續)

(三) ESG 策略(續)

運營



- 遵守營運所在地與運營相關的法規及條例，為社會提供優質的清潔能源及專業服務，為股東創造長遠價值。
- 奮實基礎，開拓創新，大力推動物聯網智慧能源創新及應用，為客戶提供更豐富的能源產品及服務。
- 建立廉潔的企業文化，提高企業運營透明度。
- 加強信息安全管理。
- 嚴格規範供應商的准入與審核，監督供應商的社會風險及環境風險，致力於與合作夥伴實現雙贏。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

II. ESG STRATEGY AND GOVERNANCE (CONTINUED)

(iii) ESG Strategy (CONTINUED)

Community

- We actively contribute to the needs of community, increase human and material resources of public welfare, and share the development successes of the enterprise with the society.
- We actively respond to national poverty alleviation policies, and help poverty relief and achieve prosperity in the rural areas.
- We invest in education development, promote school-enterprise cooperation, and support the development of China's clean energy education.
- We organize and advocate volunteer activities to involve more employees in public welfare activities.

(iv) Summary of 2019 Sustainability Actions

The Group has a deep understanding of the common challenges to the sustainable development of the economy, environment and society. We take a global perspective on our own development and connection with the world, actively support SDGs and China's National Plan on implementation of the 2030 Agenda for the Sustainable Development, and has taken a series of actions in the identified SDGs priorities.

二、ESG 策略及管治(續)

(三) ESG 策略(續)

社區



- 關注社區所需，增加社區公益的人力物力投入，與社會共享企業發展成果。
- 積極響應國家扶貧政策，助力鄉村脫貧致富。
- 投資教育發展，促進校企合作，支持中國清潔能源教育事業的發展。
- 倡導和組織志願者活動，讓更多的員工參與到公益活動中。

(四) 2019年可持續發展行動摘要

集團深刻理解人類共同面臨的經濟、環境和社會可持續發展的挑戰。我們以全球化的視野審視自身發展與世界的聯繫，積極支持SDGs及中國落實2030年可持續發展議程國別方案，在識別的重點SDGs領域，採取一系列行動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告

II. ESG STRATEGY AND GOVERNANCE (CONTINUED)

二、ESG 策略及管治(續)

(iv) Summary of 2019 Sustainability Actions
(CONTINUED)

(四) 2019年可持續發展行動摘要(續)

SDGs Priorities identified by the Group 集團識別的重點 SDGs	Measures in China's National Plan that are relevant to the Group 與集團相關的中國落實 SDGs 的舉措	Summary of the Group's sustainability actions in 2019 集團 2019 年可持續發展行動摘要
SDG1 No Poverty 無貧窮	<ul style="list-style-type: none"> • By 2020, ensure all the rural population living under China's current poverty line, or over 50 million people, are lifted out of poverty, achieve poverty alleviation in all poor counties and solve the overall regional poverty issues; • 到 2020 年，確保中國現行標準下的 5,000 多萬農村貧困人口全部實現脫貧，貧困縣全部摘帽，解決區域性整體貧困； • By 2020, eradicate poverty for all by taking categorized and targeted alleviation measures for rural population living in poverty, under the guidance of accurate identification of poverty, good project arrangements, targeted fund usage, precise measures for households, designated staff to villages, and refined achievement assessment. • 按照「扶貧對象精準、項目安排精準、資金使用精準、措施到戶精準、因村派人精準、脫貧成效精準」的要求，對農村貧困人口實行分類精準幫扶，確保實現 2020 年全部脫貧的目標。 	<p>In 2019, the Group carried out poverty alleviation work in several projects locations: 2019 年，集團在多個項目所在地開展扶貧工作：</p> <ul style="list-style-type: none"> • Harbin Yilan Wind Power Project helped local infrastructure construction, and provided RMB50,000 through poverty-alleviation consumption; • 哈爾濱依蘭風電項目助力當地基礎設施建設，消費扶貧 5 萬元； • Hebei Haixing Photovoltaic (PV) Power Project provides poverty-alleviation fund of RMB1.998 million per year; • 河北海興光伏項目每年為當地提供扶貧資金 199.8 萬元；

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		<ul style="list-style-type: none"> • Jilin Tongyu Wind Power Project set up a working group on poverty alleviation, and provided a total of RMB1.47 million in local environmental renovation, road maintenance, renovation of dilapidated houses and other supporting work; • 吉林通榆風電項目成立扶貧攻堅工作組，投入147萬餘元，用於當地環境整治、道路維修、危房改造等幫扶工作； • Anhui Wuhe Wind Power Project built asphalt roads for local residents to help promote local tourism, and donated RMB500,000 to the local government to support the construction of local public facilities and economic development; • 安徽五河風電項目為當地修建柏油路，助力當地旅遊事業發展；並向當地政府捐贈人民幣50萬元，支持當地公共設施建設與經濟發展；

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		<ul style="list-style-type: none"> • Hubei Xiangyang Yushan Phase II Wind Power Project donated RMB100,000 to the poor villages; • 湖北襄陽峪山二期風電項目為貧困村愛心捐贈10萬元； • Hunan Daoxian Shenzhangtang Wind Power Project sent construction team and donated RMB415,000 to support local construction of roads and canals; • 湖南道縣審章塘風電項目安排施工隊並捐款41.5萬元支持當地修築道路及水渠；

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		<ul style="list-style-type: none"> • Yunnan Yongren PV Power Project supported infrastructure construction and local education in poverty-stricken villages, and provided more than 600 temporary jobs every year; • 雲南永仁光伏項目支持當地貧困村基礎設施建設及當地教育事業，每年提供600余個臨時工作崗位； • Guangxi Fuchuan Chaodong Project, Shijia Project and Xinzaio Project donated RMB49,000 for poverty alleviation to the local government, and actively participated in poverty alleviation activities by pairing up to help Luofeng Village, Fuchuan Yao Autonomous County. • 廣西富川朝東、石家、新造項目向當地政府捐贈扶貧經費4.9萬元；積極參與脫貧攻堅活動，結對幫扶富川瑤族自治縣福利鎮羅豐村。

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SDG3 Good Health and Well-Being 良好健康與福祉	<ul style="list-style-type: none"> Intensify prevention and treatment of pollution from hazardous chemicals and promote the recycling or safe disposal of industrial, agricultural, and household wastes. Conduct environmental inspection and strengthen environmental law enforcement. 加大危險化學品污染防治力度，統籌推進工業、農業和生活廢棄物資源化利用、無害化處置。開展環保督察巡視，嚴格環保執法。 	<ul style="list-style-type: none"> We care about the noise pollution problem in project location, strictly control noise pollution in accordance with national standards, and take measures to reduce the interference to the neighboring residents; 關注項目所在地的噪聲污染問題，嚴格按照國家標準控制噪聲污染，並採取各種措施減低對臨近居民的干擾； Domestic sewage is recycled for greening at the project site after treatment to avoid environmental pollution and conserve water resources. 生活污水經處理後用於項目所在地綠化，避免環境污染，循環利用水資源。

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<p>SDG4 Quality Education 優質教育</p>	<ul style="list-style-type: none"> • Promote work-study integration and school-enterprise cooperation in the cultivation of skilled workers and technical talents, and adopt modern corporate apprenticeship. Improve the university disciplines and majors to meet the new needs in emerging strategic industries and people's well-being. • 推行工學結合、校企合作的技術技能人才培養模式，推行企業現代學徒制。加強高等教育學科建設，滿足戰略新興產業、民生等領域的新需求。 	<p>To support higher education and vocational education: 為支持高等教育及職業教育：</p> <ul style="list-style-type: none"> • In 2019, the Group funded 97 students through North China Electric Power University (NCEPU) Scholarships, and the accumulated beneficiaries reached 1,274; • 2019年，集團在華北電力大學可再生能源學院設立的「華北電力大學獎學金」資助學生97人，累計資助1,274人； • The O&M Company continued to cooperate with vocational colleges through "modern apprenticeship classes", and provided 79 internship posts to students. • 運維公司與職業院校合作開展「現代學徒制合作培養班」，2019年提供79個實習崗位。

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SDG5 Gender Equality 性別平等	<ul style="list-style-type: none"> • Protect women's rights to labor security. Raise public awareness of gender equality and eradicate all forms of discrimination and prejudice against women and girls; • 保障婦女在勞動保障等各方面權益，增強全社會性別平等意識，消除對婦女和女童一切形式的歧視和偏見； • Intensify the efforts to cultivate and promote women cadres. Facilitate women cadres in taking the leadership role in important sectors and key posts. • 加大培養、選拔女幹部力度，推動一定比例的女幹部到重要部門、關鍵崗位擔任主要領導職務。 	<p>To create an equal workplace: 集團積極營造平等的工作環境：</p> <ul style="list-style-type: none"> • The Group adopts a fair and impartial recruitment policy, and forbid gender discrimination in employment; • 採取公平公正的招聘政策，杜絕用工過程中的性別歧視； • There are women in the Group's middle and senior management and in the management of the Group's subsidiaries. • 集團中高層管理崗位、分子公司管理層崗位均有女性員工擔任。

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<p>SDG7 Affordable and Clean Energy 經濟適用的清潔能源</p>	<ul style="list-style-type: none"> • By 2030, ensure universal access to affordable, reliable, sustainable and modern energy services. Advance welfare-oriented energy policy by accelerating poverty reduction programs through photovoltaic technology and energy development in poverty-stricken areas; • 到2030年，實現價廉、可靠和可持續的現代化能源服務在中國的全面覆蓋。全面實施能源惠民工程，加快光伏扶貧項目和貧困地區能源開發項目建設； • Optimize the energy mix by increasing the share of clean energy consumption, so that non-fossil fuels and natural gas become the main energy sources; • 優化能源結構，增加清潔能源消費比重，最終形成以非化石能源和天然氣為主的能源結構； 	<ul style="list-style-type: none"> • In 2019, the Group's equity wind power generation reached 3,872.8 GWh, and PV power generation 495.3 GWh; • 2019年，集團權益風能發電3,872.8吉瓦時，權益光伏發電495.3吉瓦時； • As for the energy storage business, the Group's "Photovoltaic Energy Storage Demonstration Project in Tibet Shannan Naidong" was awarded the "Top 10 Innovation Model of Energy Storage Application" in the 3rd International Energy Storage Innovation Competition; • 發展儲能業務，集團「西藏山南乃東光伏儲能示範項目」榮獲第三屆國際儲能創新大賽「2019儲能應用創新典範TOP10」大獎；

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	<ul style="list-style-type: none"> Reform and restructure the energy industry through the development of the Internet of Things, big data, and artificial intelligence. Advance the low-carbon and green urbanization model based on ecological progress and set up a modern energy system. 採用物聯網、大數據、人工智能等技術改造能源產業，建設清潔低碳，安全高效的現代能源體系。 	<ul style="list-style-type: none"> The Group was selected as a co-constructor of the National Technical Standard Innovation Base (Hydrogen Energy), and joined the strategic alliance for "North China Hydrogen Valley"; 集團入選成為國家技術標準創新基地(氫能)的共建單位，參與「中國北方氫穀」產業發展戰略聯盟； The Group developed the POWER+ New Energy Smart Operation Platform to provide smart operation solutions to power plants. 開發POWER+新能源智慧運營平臺，為電廠運營提供智慧運營解決方案。

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SDG8 Decent Work and Economic Growth 體面工作和經濟增長	<ul style="list-style-type: none"> • Crack down on illegal and criminal activities such as child labor and forced labor in accordance with law; • 依法打擊使用童工、強迫勞動等違法犯罪行為； • Step up risk-level control and potential risk detection, strengthen supervision over enterprises with high risks of occupational diseases. • 加快風險等級管控和隱患排查治理，強化職業病危害高風險企業重點監管。 	<p>The Group has always been putting safety first, and protects employees' rights and interests: 集團堅持安全第一，保障員工權益：</p> <ul style="list-style-type: none"> • Forbidding child labor and forced labor; • 杜絕僱傭童工及強制勞動； • Conducting occupational health and safety training and providing employees with labor protection equipment; • 開展職業健康安全培訓並為員工配備勞保用品； • Over 90 video learnings and over 60 emergency drills were held during the 2019 Production Safety Month. • 在2019年「安全生產月」系列活動中，集團開展視頻學習90餘場次，各類應急演練60餘場次。

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SDG9 Industry, Innovation and Infrastructure 產業、創新和基礎設施	<ul style="list-style-type: none"> Accelerate the transformation and upgradation of traditional industries, promote a low-carbon pattern in industrial energy consumption, popularize new energy. 加快傳統產業升級改造，推進工業用能低碳化，積極推廣新能源。 	<ul style="list-style-type: none"> In October 2019, the first wind turbine of the first large-scale wind power industrial equipment base in Northeast China that the Group participated in rolled off the production line, promoting the transformation and upgrading of the manufacturing industry and the restructure of energy. 2019年10月，集團參與建設的東北首個大型風電產業裝備基地首台機組下線，推動製造業轉型升級和能源結構調整。
SDG12 Responsible Consumption and Production 負責任消費和生產	<ul style="list-style-type: none"> Control the total volume of energy and resource consumption, optimize the structure of utilization, and substantially increase secondary utilization of energy and resources. 控制能源資源消費總量，推動能源資源利用結構優化，大幅提高二次能源資源利用。 	<ul style="list-style-type: none"> We actively develop clean energy industry and promote the formation of low-carbon industrial structure; 積極發展清潔能源產業，促進低碳產業結構形成； We adhere to green operation and integrate the concept of resource conservation into daily management. 堅持綠色運營，將資源節約理念融入到日常管理之中。

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SDG13 Climate Action 氣候行動	<ul style="list-style-type: none"> • Formulate the Work Plan for Greenhouse Gas Emission Control during the 13th Five-Year Plan period, and take climate mitigation actions as a driving force for China to shift to a new model of economic growth and consumption pattern and advance environmental protection and ecological progress. • 制定《「十三五」控制溫室氣體排放工作方案》，把應對氣候變化作為轉變經濟增長方式和社會消費方式，加強環境保護和生態建設的新的的重要驅動力。 	<ul style="list-style-type: none"> • In 2019, the Group's clean energy development achieved a carbon dioxide reduction of 4,978,000 tons which otherwise would be produced in thermal power generation. • 2019年，相比火力發電，集團清潔能源開發實現二氧化碳減排4,978,000噸。

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SDG15 Life on Land 陸地生物	<ul style="list-style-type: none"> • Advance comprehensive management of desertification, rock desertification and soil erosion, prevent desert encroachment; • 推進荒漠化、石漠化、水土流失綜合治理，預防土地沙化； • Conduct basic survey and assessment of biodiversity. • 開展生物多樣性基礎調查和評估。 	<p>The Group emphasizes water and soil conservation and biodiversity conservation: 集團注重水土保持與生物多樣性保護：</p> <ul style="list-style-type: none"> • Taking measures during project design, construction and operation to protect vegetation, reduce disturbance to the original landform and prevent soil erosion; • 在項目設計、建設和運營過程中採取措施，保護植被，減少對原地貌的擾動，預防水土流失； • Focusing on the protection of biodiversity in the construction and operation of power plants, and engaging third-party institutions to conduct biodiversity surveys regularly to provide a basis for protection measure. • 在電廠建設和運營中注重生物多樣性的保護，定期聘請第三方機構開展生物多樣性調查，為保護措施的制定提供依據。

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(四) 2019年可持續發展行動摘要(續)

SDGs Priorities identified by the Group 集團識別的重點 SDGs	Measures in China's National Plan that are relevant to the Group 與集團相關的中國落實 SDGs 的舉措	Summary of the Group's sustainability actions in 2019 集團2019年可持續發展行動摘要
<p>SDG17 Partnerships for the Goals 促進目標實現的夥伴關係</p>	<ul style="list-style-type: none"> • Strengthen international cooperation on smart manufacture and cooperation with international organizations such as the United Nations Industrial Development Organization. Actively engage in global technology promotion mechanisms. • 加強中國與其他國家智能製造產業合作，加強與聯合國工業發展組織等國際組織合作。積極參與全球技術促進機制相關工作。 	<p>The Group actively participates in industrial exchanges, to promote industrial development and achieve win-win cooperation: 集團積極參加行業交流，推動行業發展，實現合作共贏：</p> <ul style="list-style-type: none"> • Attending industrial exchange activities such as the International Energy Storage Conference, Hangzhou Energy Storage Conference, China Power Alliance Wind Power and PV Benchmarking Results Indicators Release Conference, Beijing Wind Energy Exhibition and Shanghai SNCE Photovoltaic Exhibition; • 參與國際儲能大會、杭州儲能大會、中電聯風電及光伏對標結果指標發佈會、北京風能展、上海SNCE光伏展等行業交流活動； • Participating in the compilation of two industrial standards of energy storage. • 參與兩項儲能行業標準的編制工作。

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(v) Stakeholder Engagement

(五) 利益相關方參與

Based on our business and operation characteristics, the Group further identifies key stakeholders as follows: government and regulators, shareholders and investors, employees, suppliers and contractors, customers and partners, industrial associations and public and community. Through a variety of channels, the Group maintains good communication with key stakeholders, updates on their major concerns and responds to their expectations with appropriate actions.

根據業務及運營特點，集團進一步識別的主要利益相關方包括：政府及監管機構、股東及投資者、員工、供應商及承包商、客戶及合作夥伴、行業協會以及公眾與社區。集團通過多種渠道與主要利益相關方保持良好溝通，更新其關注的主要事宜，適時採取合適的行動回應他們的期望。

Key stakeholders 主要利益相關方	Concerns 關注議題	Major communication channels 主要溝通渠道
Governments and regulators 政府及監管機構	Compliance operations 合規運營 Ecological environment protection 生態環境保護 Climate change 氣候變化 New energy development 新能源開發	Official correspondence 公文往來 Conference forum 會議論壇 Face-to-face communication 面對面溝通 Phone call 電話
Shareholders and investors 股東及投資者	Compliance operations 合規運營 New energy development 新能源開發	Annual report 年度報告 Announcements and notices 公告及通告 Conference 會議 Phone call 電話
Employees 員工	Employment 僱傭 Employee training and development 員工培訓與發展 Remuneration and benefits 薪酬福利 Equal opportunity 平等機會 Occupational health and safety 職業健康與安全	Staff meeting 職工會議 Face-to-face communication 面對面溝通 Training 培訓

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(v) Stakeholder Engagement (CONTINUED)

(五) 利益相關方參與(續)

Key stakeholders 主要利益相關方	Concerns 關注議題	Major communication channels 主要溝通渠道
Suppliers and contractors 供應商及承包商	Supply chain management 供應鏈管理 Anti-corruption 反貪污	Conference 會議 Phone call 電話 Official correspondence 公文往來 Face-to-face communication 面對面溝通
Customers and partners 客戶及合作夥伴	Quality management 質量管理 Privacy protection 隱私保護 Customer satisfaction 客戶滿意度	Conference 會議 Phone call 電話 Official correspondence 公文往來 Face-to-face communication 面對面溝通 Questionnaire 問卷調查
Industrial associations 行業協會	Technology R&D and application 技術研發與應用 Industry development 行業發展	Conference 會議 Phone call 電話 Industry activities 行業活動 Official correspondence 公文往來
Public and community 公眾與社區	Community investment 社區投資 Ecological environment protection 生態環境保護	Public survey 公眾參與調研 Visiting and interview 走訪瞭解

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(vi) Materiality Assessment

Through the communication channels above, the Group reviewed ESG issues to ensure that our actions and reports accurately reflect stakeholders' expectations. The review results are presented in the materiality matrix below.

(六) 實質性議題分析

通過上述利益相關方溝通渠道，集團審視ESG重要性議題，以確保我們的行動及報告能夠準確反映利益相關方的期望。審視結果列示于下方的重要性矩陣。



In 2019, the Group enriched the pool of important issues and added two new issues of climate change and industry development. Currently, the most important issues we identified are as follows: new energy development, product responsibility, employee occupational health and safety, ecological environment protection and climate change. The other important issues include customer satisfaction, technology R&D and application, community investment, energy consumption, employment, remuneration and benefits, equal opportunity, employee training and development, supply chain management, anti-corruption management, industrial exchange, waste management, water usage and GHG emissions.

2019年，集團進一步完善重要議題庫，新識別氣候變化、行業發展兩項重要議題。目前，我們識別出的最重要議題包括：新能源開發、產品責任、員工職業健康與安全、生態環境保護以及氣候變化；重要議題包括：客戶滿意度、技術研發與應用、社區投資、能源使用、員工雇傭、薪酬福利、平等機會、員工培訓與發展、供應鏈管理、反貪污管理、行業交流、廢棄物管理、水資源使用以及溫室氣體排放。

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III. ESTABLISHING HARMONIOUS ECOLOGY WITH OUR EARNEST EFFORTS

Energy is a common concern of the world and is at the core of almost all major challenges and opportunities. Therefore, the Group has been dedicated to the field of clean energy, and has taken a green, safe and low-carbon development path, to make clean energy a new driver for the green development of the society. During the design, construction and operation of every project, the Group always taken proactive measures for environmental protection.

(i) Responding to Climate Change

Developing new energy is the common focus and trend for climate change globally. In response to the national call for renewable energy development, the Group is committed to reducing carbon emission and mitigating the impacts of climate change by developing new energy.

Compared with traditional thermal power generation, the Group's energy conservation and emission reduction results achieved by new energy development are as follows:

Indicators 指標	2019 (tons) 2019年(噸)	Accumulated (tons) 累計數值(噸)
CO ₂ Emission reduction CO ₂ 減排量	4,978,000	29,528,000
SO ₂ Emission reduction SO ₂ 減排量	1,643	23,426
NO _x Emission reduction NO _x 減排量	1,580	20,992
Standard coal saving 節約標煤	1,953,000	10,577,000
Water saving 節約用水	7,899,000	72,349,000

三、躬體力行，建設和諧生態

能源是全世界共同關心的問題，是幾乎所有主要挑戰和機遇的核心。因此，集團始終堅持深耕清潔能源領域，堅持走綠色、安全、低碳之路，使清潔能源成為社會綠色發展的新動力。在每個項目的設計、建設和運營過程中，集團始終積極採取環境保護措施，以實際行動推動人與自然和諧發展。

(一) 應對氣候變化

發展清潔能源已經成為世界範圍內應對氣候變化的共同選擇。集團響應國家大力發展可再生能源的號召，致力於通過發展新能源產業，降低碳排放，減緩氣候變化的影響。

相比傳統火力發電，集團新能源開發實現的節能減排成果如下：

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(ii) Implementing Ecological Protection

The Group attaches great importance to ecological environment protection at its operations and adheres to the principle of “a combination of development and protection”.

The Group strictly abides by the *Environmental Protection Law of the People's Republic of China*, the *Law of the People's Republic of China on Environmental Impact Assessment*, the *Atmospheric Pollution Prevention and Control Law of the People's Republic of China*, the *Water Pollution Prevention and Control Law of the People's Republic of China*, *Regulations on the Administration of Construction Project Environmental Protection*, etc. Prior to commencement of plant construction, environmental impact assessment (“EIA”) and safety evaluation are performed for all construction projects (including reconstruction and expansion projects) of the Group, and the EIA report and safety assessment report are submitted to relevant government authorities for approval. During the construction phase, the project company and the supervision company conduct supervision and management, and strictly implement a “Three Simultaneous” system for environmental protection, which requires that the measures to prevent and control environmental pollution and safety facilities must be designed, constructed and put into operation simultaneously with the principal parts of the projects. Upon completion of the plant construction, the project company organizes internal acceptance and external acceptance to ensure that environmental protection facilities and ecological protection

三、躬體力行，建設和諧生態(續)

(二) 踐行生態保護

集團高度重視項目所在地的生態環境保護工作，堅持在保護中開發、在開發中保護。

集團全面遵守《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《建設項目環境保護管理條例》等環境類法律法規的規定。項目施工前，集團所有建設項目(含改擴建項目)均進行環境影響評估及安全評價，並報政府相關部門批復；施工中，項目公司同監理單位實施監督管理，認真貫徹建設項目環境保護「三同時」制度，堅持防治環境污染措施、安全設施與主體工程同時設計、同時施工、同時投產使用；施工後，項目公司組織內部驗收及外部驗收，確保各項環境保護設施、生態保護措施均

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三、躬體力行，建設和諧生態(續)

(ii) Implementing Ecological Protection (CONTINUED)

(二) 踐行生態保護(續)

measures are implemented in accordance with the approval requirements of the EIA. The Group's power plants also pay attention to ecological environment protection in the process of operation, strictly carry out environmental protection measures, and actively participate in safety, environmental protection, fire prevention and other related activities and meetings organized by local government. We place signs of fire prevention and flood control around power plants. While we conduct strict management on safety, environmental protection and fire prevention within power plants, we also strengthen the supervision of the environment around the power plants. At the same time, we promote intelligent operation, and actively use new technologies, new processes and new equipment to reduce potential impacts on the environment through technologies.

按環評及環評批復要求落實。集團電廠在運營過程中亦注重生態環境保護，嚴格執行環境保護措施，並積極參與當地政府組織的安全、環保、消防等相關活動與會議，在電廠周邊製作防火、防洪標識，在對電廠區域內安全、環保、消防嚴格管控的同時，加強對電廠周邊環境的監管。同時，推廣智慧運營，積極使用新技術、新工藝、新設備，依託現代化手段減少對環境的潛在影響。

1. Soil and Water Conservation

1. 水土保持

In 2019, for better implementation of "Three Simultaneous" system of water conservation projects, the Group included construction of drainage ditch and water barriers in the scope of road construction contracts, expanded the content of water and soil protection contracts, and applied stricter water and soil protection construction standards.

2019年，為了更好的做到水保施工「三同時」，集團將排水溝施工、擋牆修築等施工內容列入道路施工合同範疇，擴充水保合同內容，嚴格水保施工標準。

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三、躬體力行，建設和諧生態(續)

(ii) Implementing Ecological Protection (CONTINUED)

(二) 踐行生態保護(續)

1. Soil and Water Conservation (CONTINUED)

1. 水土保持(續)

In the course of project design, construction and operation, an array of measures have been taken to reduce damaging effects on ecological environment:

集團在各地的項目設計、建設和運行過程中通過一系列措施，降低對環境生態的不利影響：

- Vegetation protection: reducing the vegetation damage caused by the project construction by bypassing the vegetation area and increasing vegetation coverage;
 - Geomorphic protection: excavation process is improved for the foundation of the electrical circuit, and the area of the fan hoisting platform is reduced through optimized design to reduce disturbance to the original landform;
 - Mountain protection: improving hoisting technology, using blade lift trucks and axle vehicles, which reduces the road width and turning radius, to protect the mountains and vegetation.
- 植被保護：通過繞開植被區、增加植被覆蓋來減少項目施工對植被的破壞；
 - 地貌保護：集電線路基礎改進開挖工藝，並通過優化設計縮減風機吊裝平臺占地面積，減少對原地貌的擾動；
 - 山體保護：改進吊裝工藝，採用葉片舉升車和軸線車，縮減路面寬度和轉彎半徑，減少山體和植被破壞。

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三、躬體力行，建設和諧生態(續)

(ii) Implementing Ecological Protection (CONTINUED)

(二) 踐行生態保護(續)

2. Biodiversity Conservation

2. 生物多樣性保護

In consideration of the noises and the potential damages to animals arising from wind turbine operation and rotation, we concern the existence and migration of birds and wild animals, and protect biodiversity during construction and operation of the wind power plants.

由於風機運行的噪聲、風機轉動對動物可能造成潛在傷害，集團在項目環評過程中關注鳥類及野生動物的生存及遷徙情況，並在電廠建設和運營中注重生物多樣性的保護。

In order to understand and provide targeted biological conservation, we employ third-party professional organizations to conduct field surveys and report on biodiversity in a regular manner. Investigators conducted field surveys in Nanzhao Huanghou Wind Power Plant and Nanzhao Huayuan Wind Power Plant to observe if there are any target species such as *mergus squamatus*, *anthya ferina* and *falco cherrug*, and if there is a possibility of hits on target species from wind turbines operation. Such observations provide basic information for developing protection and management measures. They also conducted detailed surveys especially for *Andrias*, a national Class II protected amphibians wild animal, in the wind farm of the Laomiaogou Reservoir to understand and evaluate the existence of special species such as *Andrias* and means to protect such kind of national rare species.

為瞭解並有針對性地保護生物，我們定期聘請第三方專業機構開展生物物種多樣性實地調查並撰寫報告。調查人員在南召皇后風電廠、南召花園風電廠區域及附近展開了野外調查，瞭解區域內是否有中華秋沙鴨、青頭潛鴨和獵隼等目標鳥種、以及風機運行對目標鳥種可能產生的撞擊情況，為制定保護管理措施提供依據。調查人員還針對國家二級重點保護兩栖野生動物大鯢在風電廠區域老廟溝水庫的情況進行了詳細的調查，瞭解該水域是否存在大鯢，以便於保護國家珍稀物種。

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三、躬體力行，建設和諧生態(續)

(ii) Implementing Ecological Protection (CONTINUED)

(二) 踐行生態保護(續)

3. Emissions Management

3. 排放物管理

During the Group's construction and operation, the emissions include noises generated by wind power, sewage from booster stations, dust and waste from construction, etc.

集團生產建設過程中排放物主要包括風電產生的噪聲、升壓站生活污水、施工建設過程中的揚塵與棄渣等。

The Group is concerned with noise pollution arising from its operation, and controls noise pollution in strict accordance with national standards, to avoid disturbing residents in the neighbourhood. For instance, with respect to construction of power plants, we have taken various factors into consideration to calculate the equivalent decibel line around the noise sensitive point location in a more precise way to ensure that the project arrangement meets the compliance requirements.

集團關注項目所在地的噪聲污染問題，嚴格按照國家標準控制噪聲污染，並採取各種措施減低對臨近居民的干擾。例如，在電廠建設中，我們考慮多種因素的影響，更加精準地計算噪聲敏感區域點位周圍的等分貝線，確保項目機位排布方案滿足噪聲合規要求。

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三、躬體力行，建設和諧生態(續)

(ii) Implementing Ecological Protection (CONTINUED)

(二) 踐行生態保護(續)

3. Emissions Management (CONTINUED)

3. 排放物管理(續)

We also formulate unified regulations for water and sewage treatment measures in the project site. Domestic sewage after treatment is used for greening or sprinkling water to suppress dust in booster stations for recycling purposes. Each project, while implementing the Group's requirement, adopts further sewage treatment measures specifically based on local conditions. For instance, in Shandong Pingyuan PV Power Project, water barriers and drain-pipes were set up in the power plant areas to prevent water from flowing into the reservoir areas which are locating below the power plants. In an effort to reduce wastewater discharge, we have implemented the cleaning water recycling plan in projects when washing photovoltaic modules, realising the recycling use of water resources.

In terms of dust management, we transport the remaining soil produced during the construction to waste disposal areas and shield cover is used to reduce dust and protect the community environment.

我們對項目所在地的用水和污水處理制定了統一的規範措施。生活污水經處理後用於升壓站內綠化或灑水抑塵，循環利用。各項目根據所在地的實際情況，在落實集團規範的同時，進一步採取污水管理措施。例如，我們在山東平原光伏項目上對光伏區高出庫區部分區域加修擋水牆及引流渠保證區內水不流入庫區。為減少廢水排放，在組件清洗過程中實施清洗水回收方案，實現水資源循環利用。

在揚塵管理上，我們將施工中產生的餘土運至專門的棄渣場並進行覆蓋，以減少揚塵，保護社區環境。

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三、躬體力行，建設和諧生態(續)

(iii) Promoting Green Operation

(三) 踐行綠色辦公

1. Resource Conservation

1. 節約資源

The Group focuses on green operation, embedding resource conservation measures into its daily management and striving to increase resource utilisation. The Group's main initiatives include:

集團致力於綠色運營，將資源節約理念融入到日常管理之中，努力提升資源使用效率。集團的主要舉措包括：

In respect of electricity, we replace traditional lamps with energy-saving lamps and strengthen inspection over efficiency of electricity usage;

用電上，用節能燈具替代傳統燈具，並加強用電巡視；

In respect of water, we replace manual faucets with induction faucets and strengthen inspection over efficient use of water;

用水上，用感應水龍頭代替手動水龍頭，並加強用水巡視；

In respect of paper, we centralize procurement, and strictly control the amount of use; we set the printer in double-sided printing mode and use waste paper recycling boxes for paper recycling and sorting of printed waste paper for reuse, as appropriate and improve the efficiency of paper use;

用紙上，集中採購紙張，嚴格把控用量；打印機預設為雙面打印，並設置廢紙回收箱，對打印的廢紙進行回收、分類，合理再利用，提高紙張使用效率；

In terms of vehicles, we actively purchase electric vehicles to replace traditional energy vehicles, implement vehicle management mechanism to reduce the fuel consumption of company vehicles.

用車上，我們積極採購新能源電動車替代傳統能源車，執行車輛專人管理機制，減少公務車油耗。

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三、躬體力行，建設和諧生態(續)

(iii) Promoting Green Operation (CONTINUED)

(三) 踐行綠色辦公(續)

2. Enhancing Environmental Protection Awareness

2. 環保意識宣傳

In 2019, the Group issued an initiative to “make efforts for conservation and reduce waste”, calling on employees to embrace the concept of energy conservation and environmental protection. Specific initiatives include saving electricity, double-sides printing, not using or reducing bottled water, etc.

2019年，集團發佈「厲行節約、減少浪費」的倡議，呼籲員工踐行節約環保的理念。具體倡議包括節約用電、雙面打印、不使用或減少使用瓶裝水等。

(iv) Environmental Key Performance Indicators (KPIs)

(四) 環境關鍵績效指標

Unless otherwise specified, the environmental KPIs provided in this section only cover the business of the Group’s wholly-owned businesses in Mainland China, whereas its joint-venture operations are excluded.

除另有說明外，本節所提供的環境關鍵績效指標數據僅涵蓋集團於中國境內的全資公司的業務，合資公司業務暫不包括在內。

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III. ESTABLISHING HARMONIOUS ECOLOGY WITH OUR EARNEST EFFORTS (CONTINUED)

三、躬體力行，建設和諧生態(續)

(iv) Environmental Key Performance Indicators (KPIs) (CONTINUED)

(四) 環境關鍵績效指標(續)

1. Emissions

1. 排放物

KPIs 關鍵績效指標	2018年	2019年
Total GHG emissions (Scope 1 and 2) (tons) 溫室氣體排放總量(範圍一及範圍二)(噸)	7,697.72	9,119.14
Direct emissions (Scope 1) (tons) 直接排放(範圍一)(噸)	1,595.82	965.40
Petrol for official vehicles (tons) 公務車汽油(噸)	1,573.40	951.53
Diesel for official vehicles (tons) 公務車柴油(噸)	22.42	13.87
Indirect emissions (Scope 2) (tons) 間接排放(範圍二)(噸)	6,101.90	8,153.74
Purchased electricity (tons) 外購電力(噸)	6,101.90	8,153.74
GHG emission intensity (g/kWh) 溫室氣體排放密度(克/千瓦時)	3.35	2.68
Total hazardous waste (tons) 有害廢棄物總量(噸)	1.10	0.76
Hazardous waste per capita (tons per person) 人均有害廢棄物(噸/人)	0.00074	0.00047
Total non-hazardous waste (tons) 無害廢棄物總量(噸)	115.26	127.76
Non-hazardous waste per capita (tons per person) 人均無害廢棄物(噸/人)	0.08	0.08

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(iv) Environmental Key Performance Indicators (KPIs) (CONTINUED)

(四) 環境關鍵績效指標(續)

1. Emissions (CONTINUED)

1. 排放物(續)

Notes:

註：

1. Due to its business nature, the major air emissions of the Group are GHG emissions, arising mainly from purchased electricity and fuels derived from fossil fuels. The Group's GHG inventory includes carbon dioxide, methane and nitrous oxide. GHG emissions data is presented in carbon dioxide equivalent and 2019 data is calculated based on the *Baseline Emission Factors for Regional Power Grids in China for CDM and CCER Projects* issued by the Ministry of Ecology and Environment of the People's Republic of China, and the *2006 IPCC Guidelines for National Greenhouse Gas Inventories* issued by the Intergovernmental Panel on Climate Change (IPCC).

1. 基於集團業務性質，其主要大氣排放為溫室氣體。溫室氣體清單包括二氧化碳、甲烷和氧化亞氮，主要源自外購電力及燃料。溫室氣體核算乃按二氧化碳當量呈列，2019年數據根據中華人民共和國生態環境部刊發的《減排項目中國區域電網基準線排放因子》及政府間氣候變化專門委員會(IPCC)刊發的《2006年IPCC國家溫室氣體清單指南》進行核算。

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三、躬體力行，建設和諧生態(續)

(iv) Environmental Key Performance Indicators (KPIs) (CONTINUED)

(四) 環境關鍵績效指標(續)

1. Emissions (CONTINUED)

1. 排放物(續)

Notes: (CONTINUED)

註：(續)

2. Hazardous waste mainly includes waste toner cartridges, ink cartridges, waste fluorescent tubes, etc. Waste toner cartridges, ink cartridges, waste fluorescent tubes and other hazardous office waste are recycled by qualified service providers.
3. Non-hazardous waste mainly includes household garbage, which is calculated according to the *Handbook on Domestic Discharge Efficiencies for Towns in the First Nationwide Census on Contaminant Discharge* published by the State Council.

2. 有害廢棄物主要包括廢棄硒鼓、墨盒、廢棄螢光燈管等。廢棄的硒鼓、墨盒及螢光燈管等辦公有害廢棄物均由有資質回收商回收處置。
3. 無害廢棄物主要包括生活垃圾，生活垃圾計算依據國務院發佈的《第一次全國污染源普查城鎮生活源產排污係數手冊》進行核算。

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三、躬體力行，建設和諧生態(續)

(iv) Environmental Key Performance Indicators (KPIs) (CONTINUED)

(四) 環境關鍵績效指標(續)

2. Use of Resources

2. 資源使用

KPIs 關鍵績效指標	2018年	2019年
Total energy consumption (MWh) 能源消耗總量(兆瓦時)	15,736.54	15,591.16
Direct energy consumption (MWh) 直接能源消耗(兆瓦時)	6,512.63	3,939.77
Petrol for official vehicles (MWh) 公務車汽油(兆瓦時)	6,427.34	3,887.01
Diesel for official vehicles (MWh) 公務車柴油(兆瓦時)	85.29	52.76
Indirect energy consumption (MWh) 間接能源消耗(兆瓦時)	9,223.91	11,651.39
Electricity (MWh) 外購電力(兆瓦時)	9,223.91	11,651.39
Energy consumption intensity (kWh/kWh) 能耗密度(千瓦時/千瓦時)	0.007	0.005
Water consumption (tons) 耗水量(噸)	17,059.38	13,468.14
Water consumption per employee (tons/person) 人均耗水量(噸/人)	11.43	8.44

Notes:

- Total energy consumption is worked out by the data of electricity and fuel with reference to the coefficients in the *General Principles for Calculation of the Comprehensive Energy Consumption* (GB/T 2589-2008), the national standards of the People's Republic of China.

註：

- 能源消耗量數據根據電力及燃料的消耗量和中華人民共和國國家標準《綜合能耗計算通則(GB/T 2589-2008)》中有關換算因子計算。

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III. ESTABLISHING HARMONIOUS ECOLOGY WITH OUR EARNEST EFFORTS (CONTINUED)

(iv) Environmental Key Performance Indicators (KPIs) (CONTINUED)

2. Use of Resources (CONTINUED)

Notes: (CONTINUED)

2. Energy consumption intensity refers to the ratio of energy consumed to electricity generation.
3. Water consumption refers to that of tap water, which is sourced from municipal water supply.
4. Packing materials are not applicable to the Group.

IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE

Adhering to the management philosophy of safety first, the Group continuously improves the safety management system, implements safety practices, improves safety awareness, and has formed a comprehensive safety network to ensure safe production and employees' occupational health and safety.

三、躬體力行，建設和諧生態(續)

(四) 環境關鍵績效指標(續)

2. 資源使用(續)

註：(續)

2. 能耗密度是指耗用的能源與發電量的比率。
3. 耗水量指自來水耗用量，自來水來自市政供水。
4. 包裝物不適用本集團。

四、安全第一，牢築安全防線

集團堅持安全第一的管理理念，完善安全管理體系、落實安全實踐、提高安全意識，形成全方位、全覆蓋的安全網絡，切實確保安全生產，保障員工職業健康安全。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(i) Establishing a Safety Management System

The Group adheres to the safety management policy of “safety first, prevention as a priority, and comprehensive management”, and always cares and protects the occupational health and safety of employees. On the basis of implementing the relevant provisions of *Law of the People’s Republic of China on Work Safety*, *Law of the People’s Republic of China on Fire Protection*, *Law of the People’s Republic of China on Prevention and Control of Occupational Diseases*, *Regulations on Construction Project Safety Management*, *Regulations on Work Safety Licenses*, and *Regulations on Work Injury Insurance*, the Group issues multiple safety management files such as *the Regulations on Safe Production Management of Concord New Energy Group Limited*, covering safety management, accountability, accident (incident) investigation, safety training, emergency management, safety hazard investigation, and safety incentives and other aspects to ensure that the Group’s safety management work follows relevant rules and regulations.

四、安全第一，牢築安全防線(續)

(一) 建設安全管理體系

集團秉承「安全第一，預防為主，綜合治理」的安全管理方針，始終堅持關注和保障員工的職業健康與安全。在貫徹落實《中華人民共和國安全生產法》、《中華人民共和國消防法》、《中華人民共和國職業病防治法》、《建設工程安全管理條例》、《安全生產許可證條例》、《工傷保險條例》等有關規定的基礎上，集團發佈實施《協合新能源集團有限公司安全生產管理規定》等多個安全管理制度，覆蓋安全管理、責任落實、事故(事件)調查、安全培訓、應急管理、安全隱患排查、安全激勵等多個方面，確保集團安全管理工作有據可依。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(i) Establishing a Safety Management System (CONTINUED)

We have established a Group-level occupational health and safety management system. The subsidiary O&M Company, Design Company, and Engineering Company have attained occupational health and safety management system certification, and established a hazard identification plan and risk assessment plan for the production process. We promptly identify and confirm the risk of occupational diseases at production site, and take safeguard measures to minimize occupational disease hazards. We regularly check the sources of danger in the workplace to ensure that the frequency of exposure of employees to dangerous factors is maintained within our set safety limits.

At the same time, the Group has strengthened safety management information system. The safety management module of the Enterprise Asset Management system went online to improve the efficiency of daily safety supervision management.

四、安全第一，牢築安全防線(續)

(一) 建設安全管理體系(續)

我們建立了集團層面的職業健康安全管理体系，下屬運維公司、設計公司、工程公司均通過職業健康安全管理体系認證，並建立生產過程危險源識別計劃和風險評估計劃。我們及時識別和確認現場職業病風險，並採取保障措施最大限度避免職業病危害。我們定期排查工作場所的危險源，以確保員工與危險因素接觸的頻率降低到安全範圍以內。

集團同時加強安全管理信息化建設，資產管理系統安全管理模塊上線，安全管理初步實現信息化，提高了日常安全監督管理效率。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice

The Group attaches great importance to the implementation of safety management in daily operation. We implement a hierarchical management and control mechanism for safety management, build a multi-level safety management structure, and specifically assign the safety responsibility at all levels to subsidiary companies and project companies. We also strengthen supervision and inspection. As such, safety management measures are fully embedded in all aspects of operations from planning, assignment, inspection, review and evaluation.

1. Construction Safety

In 2019, the Group enhanced safety management in construction projects, and specified the two-level safety management system of "Group-Construction Project Companies". The Group revised and developed a series of management documents for safety and quality management, including the *Regulations on the Administration of Construction Safety of Concord New Energy Group Limited*, the *Regulations on the Administration of Hoisting Operation in Construction Project of Concord New Energy Group Limited*, the *Regulations on Heavy-Cargo Transportation of Construction Project of Concord New Energy Group Limited*, and the *Engineer Construction Quality Management Measures of Concord New Energy Group Limited*, clarifying the safety management responsibilities of all participating units, and improving the management requirements on safety and quality for important procedures in project construction.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐

集團高度重視安全管理工作在日常運營中的貫徹落實。我們實行安全管理分級管控機制，構建多級安全管理架構，落實各級安全責任主體，明確各分、子公司及項目公司的安全責任，加強監督檢查力度，實現安全工作與各項生產經營工作同時計劃、同時佈置、同時檢查、同時總結、同時考核。

1. 安全建設

2019年，集團進一步加強工程建設項目安全管理工作，明確了「集團—工程期項目公司」兩級安全管理體系，修訂、新增《協合新能源集團有限公司工程建設安全管理辦法》、《協合新能源集團有限公司建設項目吊裝作業管理辦法》、《協合新能源集團有限公司建設項目大件運輸安全管理辦法》、《協合新能源集團有限公司工程建設質量管理辦法》等一系列安全、質量管理制度，進一步明確項目建設各參建單位安全管理職責，完善項目建設重點工序的安全質量管理要求。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

1. Construction Safety (CONTINUED)

During the construction, we conduct safety work training for construction contractors and strictly supervise construction safety. In particular, we organize the participating construction units to provide safety technical disclosure training to the construction teams and operators in accordance with the special construction plan before the construction of certain dangerous sub-divisional and divisional projects such as deep foundation pit excavation and equipment hoisting. We constantly enhance safety and quality management, and make great efforts in controlling safety and quality gates, particularly in site management of important procedures including the acceptance of concealed works such as foundation grouting of wind turbines, and the hoisting of wind turbines. Moreover, we carry out regular inspections of construction projects to rule out potential safety hazards, and carry out major safety inspection activities such as pre-holiday safety inspection, spring inspection, autumn inspection, safety inspection during Production Safety Month, and safety evaluation by third-party professional institutions, so as to find and eliminate potential safety hazards in a timely manner. In addition, project companies hold monthly meetings on safety management, and the supervision unit conducts weekly supervision meetings, and carries out comprehensive safety inspection every month. In 2019, the Group carried out the "three investigations (files, management and potential dangers) and rectification" activities for construction projects to ensure that safety management measures are put in place.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

1. 安全建設(續)

在建設過程中，我們對施工承包商人員開展進場安全培訓工作，嚴格監管施工安全。尤其在深基坑開挖、設備吊裝等危險性較大的分部分項工程施工前，我們組織各參建單位按照專項施工方案對施工班組、作業人員進行安全技術交底培訓。我們持續加強安全質量管理，努力把控安全質量關口，尤其是加強風機基礎澆築等隱蔽工程驗收、風機吊裝等重點工序的現場管理。同時，定期對建設項目進行安全隱患排查，開展節前安全大檢查、春檢、秋檢、安全生產月、第三方專業機構安全評價等重大安全檢查活動，及時發現和消除安全隱患。此外，項目公司每月召開安全例會，監理單位每週組織召開監理例會，每月組織開展安全大檢查工作。2019年，集團對各建設項目開展了「三查(查制度、查管理、查隱患)一整改」活動，確保安全管理各項措施落實到位。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

2. Production Safety

The Group attaches great importance to production safety, and has established a three-level management system for production safety. A series of production safety policies and procedures have been established and improved, such as *Regulations on the Safety Production Management of Power Plants*, *Administrative Measures on the Safety Production Responsibility System of Power Plants*, *Standardization Management Regulations on Work Safety*, *Measures to Prevent Fan Fire Accidents*, and *Emergency Plan for Preventing Rain and Snow Freezing*. The Group conducts various safety inspections, comprehensively and meticulously clarifies various requirements for safe production, etc., to ensure that all safety production work organization, responsibilities, management and measures are in place, and that the operation of power plants is "safe, efficient, and standardized".

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

2. 安全生產

集團高度重視安全生產，建立了安全生產三級管理體系，並建立與完善《電廠安全生產管理規定》、《電廠安全生產責任制管理辦法》、《安全生產標準化管理規範》、《預防風機火災事故措施》、《防雨雪冰凍應急預案》等一系列安全生產制度，開展各類安全檢查，全面、細緻明確安全生產各項要求等，確保安全生產工作組織到位、責任到位、管理到位、措施到位，確保電廠運行「安全、高效、規範」。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

2. Production Safety (CONTINUED)

In 2019, the Group's production safety work has been carried out in an orderly manner. Major safety inspection activities such as pre-holiday safety inspections, spring inspections, autumn inspections, production safety month, and third-party professional safety assessments have been carried out effectively. Rectification plans have been formulated for problems identified, with specific rectification period and accountable persons, to ensure closed-loop management and proper control. The Group organized 26 special learnings and examinations on safety to ensure in-depth study and implementation of safety management laws and regulations and management files. At the same time, in response to safety accidents in the industry during the year, the Group carried out education to draw employees' attention to safety by issuing regular safety production risk alerts or articles, so that employees could learn lessons from the incidents, and raise awareness of safety precautions. The Group also rewards outstanding teams and personnel and penalizes mismanagement in production and operation in accordance with the *Provisions on Awards and Punishments for Work Safety in Power Plants*.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

2. 安全生產(續)

2019年，集團安全生產工作有序開展，節前安全大檢查、春檢、秋檢、安全生產月、第三方專業機構安全評價等重大安全檢查活動順利開展，並對發現的問題制定整改方案，確定整改完成時間及整改負責人，確保閉環管控。組織完成26次專項安全學習和考試，確保各項安全管理法律法規和管理制度深入學習與貫徹落實。同時，針對年內行業發生的安全事故，集團開展安全警示教育，發佈安全生產警示文件，從中汲取經驗教訓，提高安全防範意識。集團亦根據《電廠安全生產工作獎懲規定》，對優秀團隊及人員進行嘉獎，對生產運營中的不良管理進行處罰。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

3. O&M Safety

In O&M management, the Group's O&M Company has set up a Safety Management Committee to study, discuss, and resolve key issues for O&M safety management, discuss safety management work such as safety culture construction, formulate annual safety plans and implement safety funds, regularly formulates safety management regulations and countermeasures in accordance with the current national and industry security situation. The Group's O&M Company also has a Safety Technology Training Committee, which is responsible for formulating safety and technical training management files, conducting safety technology training on a regular basis, and ensure safe operation in accordance with safety manuals.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

3. 安全運維

在運維管理中，集團運維公司設有安全管理委員會，以研究、討論、解決安全運維管理存在的重點問題，商討安全文化建設等安全管理工作，制定年度安全計劃並落實安全資金，定期結合當前國家、行業安全形勢制定安全管理規定、應對措施。集團運維公司還設有安全技術培訓委員會，負責制定安全、技術培訓管理制度，定期開展安全技術培訓，依據各類安全手冊確保運維工作安全開展。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

3. O&M Safety (CONTINUED)

The O&M Company has established a three-level safety and quality supervision system of "Company-Region-Power Plants", and strictly implements O&M safety management policies. The O&M company assigns safety responsibility to specific persons. The person in charge of the power plant is designated as the primary person responsible for safety, with annual safety responsibility letter formally signed and the post of safety supervisor is set up. For newly recruited O&M employees, we conduct safety education prior to onboard, establish safety records, and sign formal agreements on safety with them. We also regularly conduct safety technology training, training on "two orders (working order and operation order) and three mechanisms (the shift mechanism, the inspection mechanism and the mechanism of regular test and rotation of equipment)", and emergency plan drills. We carried out Safety Month activities with a theme: "Preventing Risks, Eliminating Potential Dangers, and Avoiding Accidents", and organized Concord O&M "Smart Cup" safety knowledge competition to popularize safety knowledge and improve safety skills. Also, the O&M Company conducted T1 technology capacity certification to enhance employees' technological capacity and to develop reserved technology talents, and 251 employees passed the certification and obtained T1 certificates.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

3. 安全運維(續)

運維公司建立了「公司-區域-電廠」三級安全質量監察體系，嚴格落實各項安全運維管理制度，將運維安全責任落實到人，指定電廠負責人為安全第一責任人，並簽訂年度安全責任書，同時設立安全監督員。對於新入職運維員工，我們對其進行入場安全教育，建立安全檔案，並與之簽訂安全協議。我們亦定期開展安全技術培訓、「兩票三制」培訓、「應急預案演練」，並開展了「防風險、除隱患、遏事故」主題安全月活動，舉辦協合運維「智慧杯」安全知識競賽，普及安全知識，提升安全技能。同時，為提升員工技術能力水平和發掘儲備技術人才，運維公司開展了T1技術能力認證工作，共有251人考評通過並取得T1證書。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

4. Safety Supervision

In order to ensure the effective implementation of safety management work and consolidate the Group's safety management system, the Group comprehensively carries out safety supervision and inspection at different levels and categories, and adopts measures such as regular safety quality supervision and management meetings, and safety information reporting, to ensure that safety management work is carried out in an orderly manner, that safety management measures are put in place, and that safety issues are comprehensively rectified to achieve a closed loop safety management.

In terms of safety information reporting management, we have established a multi-level safety information reporting system in accordance with the safety management structure. Safety specialists at all levels report safety information in a timely manner, including the status of "two orders" inspections, the implementation of emergency drills and anti-accident drills, violation of regulations, and safety activities, etc. Meetings on safety work are also held to guide and supervise subsidiary companies to complete safety work.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

4. 安全監察

為保障安全管理工作有效落實，夯實集團安全管理體系，集團分層次、分類別全面開展安全監督檢查工作，並通過定期召開安全質量監督管理工作會議、安全信息報送等措施，確保安全管理工作有序開展，安全管理措施落實到位，安全問題全面整改等，實現安全管理閉環。

在安全信息報送管理上，我們按照安全管理架構，建立了多級安全信息報送體系，由各級安全專員及時報送安全信息，包括兩票檢查情況、應急演練及反事故演習執行情況、違章情況、安全活動開展情況等，並定期召開安全工作會議，指導、監督各公司完成各項安全工作。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

4. Safety Supervision (CONTINUED)

We regularly carry out safety supervision in office areas, project construction, production, O&M, etc., in accordance with the *Concord New Energy Group Limited Safety Inspection and Management Regulations for Hidden Danger Investigation and Management*. In 2019, the Group's safety supervision and inspection was carried out at three levels comprising self-inspection by grassroots companies, spot checks by the Group's business departments, and evaluation and inspection by external third-party agencies. Daily supervision, seasonal supervision, third-party supervision and supervision cooperated with government authorities were conducted in 15 production and operation projects, 12 construction projects, and 1 energy storage project, to achieve full coverage of supervision and inspection in all types of projects. Rectification plans were made in accordance with the principles of "assigning responsibility to specific persons, setting time limits, and specifying measures", to ensure that all issues are rectified in strict accordance with the rectification plans. The Group hired third-party professional organizations to carry out special potential danger investigations on four production and operation projects, forming a dual system with internal and external safety supervision. At the same time, the Group further standardized spring inspections and autumn inspections, by formulating a phased implementation plan and compiling detailed checklist, and conducted spot checks on the implementation of spring and autumn inspections at various grassroots units to ensure the quality of safety work.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

4. 安全監察(續)

我們依據《協合新能源集團公司安全檢查和隱患排查治理管理規定》，定期對辦公場所、項目建設及生產運維等領域開展安全監察。2019年，集團安全監督檢查從基層企業自查、集團業務部門抽查、外聘第三方機構評價檢查三個層次開展。通過日常性、季節性、第三方及配合政府監管等監督檢查生產運營項目15個、工程建設項目12項次、儲能項目1個，實現各類項目監督檢查全覆蓋，並按照「定責任人、定時限、定措施」的原則制定整改計劃，嚴格按照整改計劃確保各項問題整改完成。集團聘請第三方專業機構對4個生產運營項目開展專項隱患排查工作，形成內外部並行的雙重安全監督體系。同時，集團進一步規範春檢和秋檢，制定了分階段實施方案並編制具體的檢查明細表，對各基層單位春秋檢查實施情況進行抽查，保證工作開展質量。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(ii) Actively Implementing Safety Practice (CONTINUED)

5. Office Safety

In order to create and maintain a safe office environment, the Group has formulated related management documents for fire safety management for office buildings, and strengthened fire safety management for office buildings. Actions have been taken to avoid fire accidents, such as updating of circuit accessories, cleaning of combustible materials, inspection of computer rooms, smoking banning in office buildings, and installation of fire extinguishing equipment in key fire safety areas. The headquarters of the Group organized employees to participate in fire drills in office buildings, and set up part-time fire safety liaison posts in all departments to enhance employees' awareness and skills in fire prevention and fire-fighting self-rescue capabilities. In 2019, the Group increased the monitoring camera equipment at office buildings and installed door opening alarm devices to strengthen the security in office buildings.

四、安全第一，牢築安全防線(續)

(二) 積極開展安全實踐(續)

5. 安全辦公

為營造和維護安全的辦公環境，集團制定了辦公樓消防安全管理相關制度，加強辦公樓消防安全管理工作。通過電路配件更新、可燃物清理、機房巡檢、辦公樓禁煙、重點消防區域增設滅火器材等方式，避免火災事故的發生。集團總部組織員工參加辦公樓消防演習，在各部門設置兼職消防安全聯絡員崗位，提高全員安全消防知識、安全防範與自救能力。2019年，集團增加辦公樓監控攝像設備並安裝開門報警裝置，加強辦公樓內安全。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(iii) Raising Awareness of Safety

1. Safety Training

In order to enhance the safety responsibility awareness and safety skills of employees at all levels, the Group has established a comprehensive safety training system.

At the Group level, the Group organizes companies' main management personnel and safety management personnel to participate in the safety training undertaken by the China Academy of Safety Science and Technology. The training content includes various parts such as responsibility implementation, safety management implementation, etc., which comprehensively improves the safety awareness and management capabilities of participants at all levels, laying a solid foundation for the Group's safety development.

At the level of branches, subsidiaries and project companies, the Group has carried out comprehensive safety training activities, such as power plant safety management training, first-aid training, and safety training in new employees' orientation, as well as certification training for ascending personnel, electricians and safety leaders. Through various safety trainings, the safety quality and safety production skills of all employees have been continuously improved, providing a strong guarantee for safety production.

四、安全第一，牢築安全防線(續)

(三) 提高安全意識

1. 安全培訓

為提升各級員工的安全責任意識和安全技能，集團建立了完善的安全培訓體系。

在集團層面，集團組織企業主要管理人員及安全管理人員參加中國安全生產科學技術研究院承辦的安全培訓，培訓涉及責任落實、安全管理實施等多個層面，全面提升各級參訓人員的安全生產意識和管理能力，為集團安全發展奠定堅實基礎。

在分、子公司及項目公司層面，集團開展了完善的安全培訓活動，如電廠安全管理培訓、應急救護培訓、新員工入職安全培訓，以及登高人員、電工及安全負責人取證培訓。通過各類安全培訓，全員安全素質及安全生產技能得以不斷提升，為安全生產提供有力保障。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

四、安全第一，牢築安全防線(續)

(iii) Raising Awareness of Safety (CONTINUED)

(三) 提高安全意識(續)

2. Activities during the “Production Safety Month”

2. 安全生產月活動

In order to enhance the safety awareness of all employees and respond to the theme of China’s Production Safety Month, the Group launched a series of weekly activities for safe production with a main theme of “preventing risks, eliminating hidden dangers, and curbing accidents”, including various weekly events organized for safety promotion, potential danger investigation and management, emergency drill, and caution education.

為增強全體員工安全意識，響應國家「安全生產月」主題，集團開展了以「防風險、除隱患、遏事故」為主題的「安全生產主題周」系列活動，包括主題宣講周、隱患排查治理周、應急演練周、警示教育周活動。

During the “Production Safety Month”, the Group organized more than 90 video learning sessions and organized more than 60 emergency drills of various types. For example, the Group conducted emergency drill observations and seminars at Guangxi Fuchuan Wind Power Plant, including impeller over-speed drill, tower rescue drill, and electric shock emergency drill, to improve the emergency handling capabilities of production personnel.

「安全生產月」期間，集團組織開展視頻學習90餘場次，組織各類應急演練共計60餘場次。例如，集團在廣西富川風電廠開展了應急演練觀摩和研討活動，包括葉輪超速演練，塔筒救援演練、觸電急救演練等，提高生產人員的應急處理能力。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(iii) Raising Awareness of Safety (CONTINUED)

2. Activities during the "Production Safety Month" (CONTINUED)

The Group and its affiliates organized various safety competitions to further promote the safety culture and production safety management rules, and to motivate all employees to learn safety knowledge. The Group launched the first "Concord New Energy Cup" Production Safety Knowledge Competition. The O&M Company organized the fifth Concord O&M "Smart Cup" safety knowledge competition. The Group and its subordinate units also specially invited the Red Cross and other professional organizations to deliver emergency response training so as to improve employees' safety awareness and the ability to conduct first aid rescue in accidental injuries.

3. Publicity of Safety Concept

In 2019, the Group carried out publicity of laws, regulations, systems, advanced experience in the industry, and caution education on safety accidents through the OA module of safety concept. 94 articles on caution of accidents, 53 articles on advanced industry experience, 53 articles on safety laws, regulations, and industry standards, 15 articles on Production Safety Month were updated to constantly enrich the security knowledge base.

四、安全第一，牢築安全防線(續)

(三) 提高安全意識(續)

2. 安全生產月活動(續)

集團及下屬單位組織各類安全競賽活動，進一步宣傳企業安全文化、安全生產管理制度，並調動全體員工學習安全知識的積極性和主動性。集團開展了首屆「協合新能源杯」安全生產知識競賽。運維公司組織開展了協合運維第五屆「智慧杯」安全知識競賽。同時，為提高員工安全意識和意外傷害自救互救能力，集團及下屬單位特邀紅十字會等專業機構組織開展了應急救護培訓。

3. 安全理念宣傳

2019年，集團通過OA安全園地開展法律法規、制度、行業先進經驗宣傳，以及安全事故警示教育等工作，完成更新安全事故警示教育94篇，行業先進經驗相關資料53篇，安全法律法規及行業標準資料53篇，安全生產月專欄15篇，不斷豐富安全學習知識庫。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(iii) Raising Awareness of Safety (CONTINUED)

3. Publicity of Safety Concept (CONTINUED)

The Group established safety management study manuals based on its own and industry experience, including the *Safety Management and Control Points and Accident Case Study Manual, Typical Work Ticket and Operation Ticket Illustrations*, and organized targeted training programs for production personnel, O&M personnel, safety personnel, etc. While carrying out safety caution education, we implement the concept of safety risk prevention as the first priority, and improve employees' safety awareness and skills.

4. Identification of Hidden Dangers

In order to further promote employees' understanding of fire safety knowledge, raise awareness of fire safety, and effectively prevent fire accidents, the Group launched a fire safety hazard investigation activity for all employees under the theme of "always keeping fire safety in mind, and eliminating hidden dangers to ensure safety". During the event, all employees actively participated in fire safety identification training and investigation activities, and timely eliminated potential safety hazards in buildings, flammable and explosive materials management, fire protection equipment, electrical equipment and high-power equipment. Based on the identified safety hazards, the Group organized training for all employees to familiarize with our internal safety hazards illustrative practice aids.

四、安全第一，牢築安全防線(續)

(三) 提高安全意識(續)

3. 安全理念宣傳(續)

同時，集團結合自身及行業經驗，總結編制安全管理學習手冊，包括《安全管控要點及事故案例學習手冊》、《典型工作票和操作票問題圖冊》等，並組織生產人員、運維人員、安全人員等進行學習。在進行安全警示教育的同时，貫徹預防為主的理念，提升員工安全意識和安全技能。

4. 安全隱患識別

為進一步促進員工掌握消防安全知識、提高消防安全意識，有效防範火災事故的發生，集團開展了「緊繃消防安全弦、排除隱患保平安」為主題的全員消防安全隱患排查活動。活動開展期間，全體員工積極參與消防安全隱患識別培訓及排查活動，及時消除了建築物、易燃易爆物品管理、消防設施器材、電氣設備及大功率設備使用等方面的安全隱患。根據識別的安全隱患，集團梳理並下發安全隱患圖冊並組織全員學習。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(iv) Caring about Employees' Occupational Health

The Group always cares and protects employees' occupational health. We have established an occupational health management system at the Group level and specifications of occupational health management system of subsidiaries. The O&M Company, the Design Company, and the Construction Company have attained the occupational health and safety management system certification. In accordance with the requirements of electric power safety regulations and the Group's system, the Group provides employees with adequate labor protection supplies and tools; timely identifies and confirms the risk of occupational diseases on the site to minimize occupational disease hazards; and conducted regular occupational health and safety training for employees. At the same time, the Group provides sufficient funding guarantees for occupational health and safety training of employees, and purchase of labor protection equipment.

The Group cares occupational health issues of employees working in office, organizes regular medical examinations for employees, holds health lectures from time to time, promotes health knowledge, and improves employees' health awareness.

四、安全第一，牢築安全防線(續)

(四) 關注員工職業健康

集團始終堅持關注和保障員工的職業健康。我們建立了集團層面的職業健康管理體系和下屬公司的職業健康管理制度規範，下屬運維公司、設計公司、工程公司均通過了職業健康安全體系認證。集團按照電力安全工作規程要求及集團制度，為員工配備充足的勞動保護用品和工作器具；及時識別和確認現場職業病風險，最大限度避免職業病危害；定期開展從業員工職業健康安全培訓。同時，集團提供充足的資金保證，用於員工的職業健康和安全教育、購置勞動保護器材等。

集團注重員工日常辦公中的職業健康問題，定期組織員工體檢，不定期舉辦健康講座，宣貫健康知識，提高員工健康意識。

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IV. SAFETY FIRST, STRENGTHENING THE LINE OF DEFENSE (CONTINUED)

(iv) Caring about Employees' Occupational Health (CONTINUED)

Combating the outbreak of the COVID-19, the Group set up a leading group for virus prevention and control timely to ensure the health and safety of employees whilst ensuring the normal operation of the Group. The Group proactively responded to national policies by delaying resumption of work after the Spring Festival, conducting surveys on employees' health conditions, adopting a flexible working policy, and providing rewards to those who kept on working at power plants. Following the resumption of work, the Group provided employees with prevention and control materials such as masks and alcohol, and regularly disinfected the office areas. The Group also carried out knowledge sharing on virus prevention and control to employees through office information tools.

V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE

People-orientated is one of the core values of the Group. We respect and protect employees' labor rights and interests, provide employees with good salary and benefits as well as development platform, and share with them the development achievements. We pay attention to employees' growth and improvement of their abilities, and strive to provide them with diversified training, so as to achieve mutual growth. We expect to create a family-like atmosphere for our employees, to improve their corporate identity.

四、安全第一，牢築安全防線(續)

(四) 關注員工職業健康(續)

為應對新型冠狀肺炎的爆發，集團及時成立新型冠狀肺炎疫情防控工作領導小組，在保障員工健康安全同時，確保集團正常運營。集團積極響應國家政策，延遲復工時間，對員工健康狀況進行統計，採取彈性工作制，並對電廠堅守崗位的一線員工進行慰問獎勵。復工後為員工提供口罩、酒精等防控物資，並對辦公場所進行定時消毒。我們還通過多種辦公信息化工具向員工進行疫情防控宣傳。

五、以人為本，成就卓越員工

以人為本是集團的核心價值觀之一。我們尊重和保護員工的勞動權益，為員工提供良好的薪資福利及發展平臺，希望與員工共享發展成果。我們關注員工成長和能力提升，努力為員工提供多元化的培訓，實現企業與員工共同成長。我們期望給予員工家庭式的工作氛圍，提升員工的企業認同感。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

五、以人為本，成就卓越員工(續)

(i) Protecting Employees' Rights and Interests

(一) 保障員工權益

We strictly abide by relevant laws and regulations such as *Labor Law of the People's Republic of China*, *Labor Contract Law of the People's Republic of China*, *Social Insurance Law of the People's Republic of China*, and *Special Provisions on Labor Protection of Female Employee*, and formulate the *Concord New Energy Group Limited Labor Contract Management System*, *Concord New Energy Group Limited Recruitment Management System*, *Concord New Energy Group Limited Employee Change*, *Concord New Energy Group Limited Secondment and Turnover Management System*, *Concord New Energy Group Limited Reserve Talent Management System*, *Concord New Energy Group Limited Employee Attendance and Vacation Management System*, *Concord New Energy Group Limited Performance Management System*, *Concord New Energy Group Limited Employee Reward and Punishment Management Measures*, *Concord New Energy Group Limited Plateau Subsidy Management Measures*, and other relevant documents, to standardize the management of the Group in terms of recruitment, dismissal, promotion, working hours, holidays, benefits, etc., and fully protect the rights and interests of employees. We ensure fairness, impartiality, and openness in the employment process. We oppose discrimination based on factors such as gender, race, and belief, and strictly forbid child labor and forced labor.

我們嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《女職工勞動保護特別規定》等相關法律法規，並制定了《協合新能源集團有限公司勞動合同管理制度》、《協合新能源集團有限公司招聘管理制度》、《協合新能源集團有限公司員工異動、借調和離職管理制度》、《協合新能源集團有限公司後備人才管理制度》、《協合新能源集團有限公司員工考勤休假管理制度》、《協合新能源集團有限公司績效管理制度》、《協合新能源集團員工獎懲管理辦法》、《協合新能源集團有限公司高原補貼管理辦法》等相關規章制度，以規範集團在招聘、解聘、晉升、工作時數、假期、福利待遇等方面的管理，充分保障員工權益。在僱傭過程中保證公平、公正、公開，反對基於性別、種族及信仰等因素的歧視，並杜絕僱傭童工及強制勞動。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

五、以人為本，成就卓越員工(續)

(ii) Diverse Employee Composition

(二) 多元化員工構成

We are eager to recruit outstanding talents and elites in the industry, implement diversified recruitment, and value talents from different professional and cultural backgrounds to be part of the Group's development. The composition of the Group's employees is as follows:

我們渴望招攬行業優秀人才和精英人才，施行多元化招聘，歡迎不同專業及文化背景的人才加盟，共築集團的發展。集團員工組成情況如下：

Indicators	指標	2017	2018	2019
Total workforce	員工總人數	1,312	1,493	1,448
By gender	按性別			
Male	男性員工	1,062	1,205	1,175
Female	女性員工	250	288	273
By level	按雇傭類型			
Senior management	高級管理層	22	22	26
Middle management	中級管理層	172	200	179
Ordinary staff	基層員工	1,118	1,271	1,243
By age group	按年齡段			
Under 30 years old	30歲及以下	617	704	614
30-50 years old	30-50歲	594	695	745
Over 50 years old	50歲以上	101	94	89
By lines of service	按服務體系			
Headquarters office management	集團總部	166	158	160
Project development and management	項目開發及管理	387	407	338
Operation and maintenance	運行維護	693	782	771
Energy IoT application	能源物聯網技術開發	—	66	92
Design, engineering procurement and construction (EPC)	設計、設備成套供應、建設(EPC)	66	—	—
Design, leasing, etc.	設計、租賃等業務	—	80	87
By region	按地區			
Mainland China	中國大陸	1,304	1,484	1,440
China Hong Kong, Macao and Taiwan	中國港澳臺地區	4	4	4
Foreign countries	國外	4	5	4

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

五、以人為本，成就卓越員工(續)

(iii) Facilitating Employees' Development

(三) 助力員工發展

1. Improving Training System

1. 完善培訓體系

The Group is committed to developing into a learning-based organization, and cares about employees' growth and capacity improvement. We have built a complete training system for employees from various levels and categories, through a combination of on-line and off-line, and internal and external training channels to comprehensively improve staff skills.

集團致力於成為學習型組織，關注每一個員工的成長和能力的提升。我們建立了針對不同層級、不同類別員工的完整培訓體系，通過線下、線上、內部、外部培訓渠道，全方位提升員工能力。

We have formulated management documents such as *Training Management System*, *Training File Management Measures*, *Internal Lecturer Management Measures*, *Beijing Management Center New Employee Onboarding Training Management Measures* for standardized management of training. In 2019, the Group further optimized the employee training system, by supplementing the *Regulations on the Administration of Reserve Management Talent Integral of Concord New Energy Group Limited (Trial)*, and revising the *Regulations on the Administration of Employee Vocational Qualification Examination and Evaluation of Professional and Technical Qualifications of Concord New Energy Group Limited*. The Group encourages its employees to improve their knowledge, skills and professional qualifications through integral incentives and examinations, so as to reserve talent for the Group's long-term development.

我們制定了《培訓管理制度》《培訓檔案管理辦法》、《內部講師管理辦法》、《北京管理中心新員工入職培訓管理辦法》等管理制度，對培訓進行規範化的管理。2019年，集團進一步加強員工培訓制度建設，新增《協合新能源集團有限公司後備管理人才行動積分管理辦法(試行)》，修訂《協合新能源集團有限公司員工職業資格考試及專業技術資格考評管理辦法》，通過積分激勵、以考促學等形式，鼓勵員工在知識、技能、職業資質等方面不斷自我提升，為集團長遠發展儲備人才。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

(iii) Facilitating Employees' Development (CONTINUED)

2. Enriching Training Courses

We provide a variety of training courses, and set up different training courses for senior management, middle management, backup management talents, and new employees. The Group also focuses on training lecturers and independently develops courseware, which are mainly for the onboarding training of new employees.

In order to improve training effectiveness and training satisfaction, we conducted interviews and updated the training course system based on the interview results. The Group also leverages the use of Internet technology to enhance efficiency and convenience of learning for employees through increasing the use of the online Group's Network Academy, and mobile terminal learning function of the Network Academy.

Senior Management Training

The Group strengthened senior management training through executive learning alliances and university cooperation. In 2019, the Group organized senior management to participate in EMBA courses and human resource management courses run by well-known universities in China, and made use of the well-known corporate executive learning platforms to improve management leadership.

五、以人為本，成就卓越員工(續)

(三) 助力員工發展(續)

2. 豐富培訓課程

我們開展多樣化的培訓課程，針對管理層、中層管理人員、後備管理幹部、新員工設置了不同的培訓課程體系。集團還注重培養講師隊伍，自主開發課件，主要負責新員工入職培訓授課工作。

為了提高培訓針對性和培訓滿意度，我們對員工進行訪談瞭解，結合訪談結果更新培訓課程體系。集團充分利用互聯網技術，通過提高集團網絡學院使用率，利用網絡學院手機端學習的功能，提高員工的學習便捷性。

高層管理人員培訓

集團通過高管學習聯盟、高校合作等加強高層管理人員培訓。2019年，集團組織高層管理人員參加國內知名大學開辦的EMBA課程、人力資源管理課程等，並依託知名企業高管實踐學習平臺，提高管理人員領導力。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

五、以人為本，成就卓越員工(續)

(iii) Facilitating Employees' Development (CONTINUED)

(三) 助力員工發展(續)

2. Enriching Training Courses (CONTINUED)

2. 豐富培訓課程(續)

Middle Management Training

中層管理人員培訓

In 2019, the Group organized a special training for middle management on *Performance Management Skills Improvement*, which covered performance interviews, performance coaching, performance incentives to improve the performance management capabilities of middle management.

2019年，集團組織開展了中層管理人員《績效管理技能提升》專題培訓，培訓內容涵蓋績效面談、績效輔導、績效激勵等內容，提升中層管理人員績效管理能力。

Training for Backup Talents' Capacity Building

後備人才能力建設培訓

In 2019, the Group launched the fourth term of training for backup management talents in developing management capabilities. The training program included career planning, and management competency improvement, with follow-up tracking, post training experience sharing and reports to ensure effectiveness of the program.

2019年，集團開展第四期後備管理人才管理能力提升培訓。培訓內容涉及職業生涯規劃、管理能力提升，並通過後期跟蹤、培訓體會、讀書報告等形式確保培訓效果。

New Employee Orientation

新員工入職培訓

In respect of on-boarding training for new employees, we train new employees on company profiles, corporate strategy, and corporate regulations, etc., to help new employees adapt to the job faster.

在新員工入職培訓中，我們向新員工培訓企業概況、企業戰略、企業各項規章制度等，幫助新員工更快融入工作崗位。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

(iii) Facilitating Employees' Development (CONTINUED)

2. Enriching Training Courses (CONTINUED)

Business Department Training

Business departments also organize professional training according to their actual needs. In 2019, the Group's business departments organized development personnel training, production management personnel training, engineering personnel and safety personnel training, financial personnel training, technical personnel training, etc. The training programs included the improvement of management capabilities, power market transactions, production management, construction machinery and operation safety management, professional technology and skills, safety education and group management concepts and requirements, technical management, tax management, etc. The O&M Company actively organized employees to participate in technical exchanges and promotion trainings in the industry. The Design Company conducted diverse internal and external training, to meet the needs of the development of the company and employees

五、以人為本，成就卓越員工(續)

(三) 助力員工發展(續)

2. 豐富培訓課程(續)

業務部門培訓

各業務部門根據實際需要，亦自行組織專業培訓。2019年，集團業務部門組織開展了開發人員培訓、生產管理人員培訓、工程人員及安全人員培訓、財務人員培訓、技術人員培訓等，培訓內容涉及管理能力提升、電力市場交易、生產管理、施工機械及作業安全管理、專業技術與技能、安全教育以及集團管理理念與要求、技術管理、稅務管理等。運維公司積極組織員工參加行業內開展的技術交流及提升類培訓。設計公司以靈活多樣、內外結合的形式開展培訓，滿足公司發展和員工發展需要。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

(iv) Building a Happy Workplace

The Group attaches great importance to the care of employees and strives to create a happy workplace. In 2019, the Group launched a variety of corporate cultural activities to enhance employees' sense of identity with the company. At the same time, the Group actively identifies the needs of employees in difficulty and provides solutions to their problems in a timely manner.

1. Rich Corporate Culture Activities

The Group advocates employees to be active in work and living. Therefore, the Group organizes a variety of corporate cultural activities, including festival events and sports activities, and participating in the Tour de France Challenge.

Festival Events

The Group organizes a variety of activities during important festivals to promote employee communication, enhance employee belongingness, and improve team cohesion. For example, before the Spring Festival, the Group organized a meal for employees. During the Children's Day, the Group organized parent-child activities, and took family parent-child photos for employees. On the Mid-Autumn Festival day, the Group organized an event with a theme "celebrating the Mid-Autumn Festival by tasting food and talking about reunion", where employees gathered to introduce Mid-Autumn customs in their hometown.

五、以人為本，成就卓越員工(續)

(四) 打造幸福職場

集團注重對員工的人文關懷，努力打造幸福職場。2019年，集團開展多種企業文化活動，提升員工對企業的認同感。同時，集團關注困難員工需求，及時為困難員工排憂解難。

1. 豐富企業文化活動

集團倡導積極的工作和生活狀態，組織多種企業文化活動，包括節日活動、體育活動，並多次派員工參與環法自行車挑戰賽。

節日活動

在重大節日之時，集團組織多種活動，促進員工交流，增強員工歸屬感，提高團隊凝聚力。例如，於春節前夕，集團組織員工聚餐；在六一期間，集團組織親子活動，為員工拍攝家庭親子照片；在中秋佳節，集團組織開展「慶中秋、品美食、話團圓」活動，員工齊聚一堂，介紹各自家鄉中秋習俗。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

五、以人為本，成就卓越員工(續)

(iv) Building a Happy Workplace (CONTINUED)

(四) 打造幸福職場(續)

1. Rich Corporate Culture Activities (CONTINUED)

1. 豐富企業文化活動(續)

Sports Activities

體育活動

In order to enrich the leisure life of employees, the Group held basketball games, table tennis games and billiard games in 2019. In order to increase employee participation, the Group held fun sports games and set up many fun activities such as rope skipping and shuttlecocks. These activities promoted communication between employees and increased their enthusiasm for participating in sports.

為豐富員工的業餘生活，集團於2019年舉辦籃球比賽、乒乓球比賽、檯球比賽等。為了提高員工參與度，集團舉辦了趣味運動會，設置了跳繩、踢毽子等多個趣味項目。多類體育活動的開展促進了員工之間的交流，提高了員工參與體育鍛煉的熱情。

Le Tour de France Challenge Race

環法自行車挑戰賽

In 2019, the Group's leaders and employees participated in Le Tour de France Challenge Races three times. Their spirit of self-challenge and persistence and their action proved the value of "Striving for Excellence" and the spirit of "Cooperation and Aggressiveness" of the Group.

本年度，集團領導及員工三次參加環法自行車挑戰賽，主動挑戰自我，勇於拼搏，用實際行動生動詮釋了集團「追求卓越」的價值觀和「合作、進取」的精神。

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V. PEOPLE-ORIENTED, STRIVING FOR EMPLOYEE EXCELLENCE (CONTINUED)

(iv) Building a Happy Workplace (CONTINUED)

2. Focusing on Staff Care

The Group has established “Mutual Fund for Employees” to deliver its care and concerns to all staff. By 2019, the Fund had helped 10 employees in financial difficulties with a total of RMB350,000. At the same time, the Group purchases supplementary medical insurance for employees, hence reducing the financial burden on employees.

The Group also allocates employees based on the needs of employees and the distribution area of the power plants, in accordance with the principle of proximity, and strives to ensure the work-life balance of employees. In 2019, the O&M Company recruited 94 employees living near the project operation sites, accounting for 54% of the new employees.

VI. OPERATING WELL TO CREATE VALUE RETURNS

The Group has been adhering to the enterprise spirit of “Integrity, Dedication, Cooperation and Aggressiveness” to achieve sustainable development through enterprise compliance management, high-quality product and service, scientific and technological innovation, as well as responsible supply chain management and industrial exchange.

五、以人為本，成就卓越員工(續)

(四) 打造幸福職場(續)

2. 注重員工關懷

為使員工感受到集團的溫暖與關愛，集團成立了「員工互助基金」。截至2019年，該基金已累計資助10名困難員工，累計資助金額35萬元。同時，集團為員工購買補充醫療保險，減輕員工負擔。

集團亦根據員工需求和電廠分佈區域，按照就近原則配置員工，努力保障員工的工作生活平衡。2019年，運維公司在項目運營地就近招聘員工94人，占入職新員工的54%。

六、經營有道，創造價值回報

集團始終堅持「誠信、敬業、合作、進取」的企業精神，通過企業合規管理、優質的產品及服務質量、科技創新、負責任的供應鏈管理及行業交流等，實現企業可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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VI. OPERATING WELL TO CREATE VALUE RETURNS

(CONTINUED)

(i) Abiding by Laws and Regulations, Performing Duties with Integrity

1. Doing Business with Integrity

The Group adopts a “Zero Tolerance” attitude towards corruption. In addition to complying with the *Anti-Unfair Competition Law of the People’s Republic of China* and other laws and regulations, the Group also strictly implements internal anti-corruption rules including the *Code of Professional Ethics*, the *Internal Audit Management System* and the *Measures for the Supervision and Administration of Bidding*, and requires all of its employees to follow the *Code of Professional Ethics*.

In respect of implementing measures for anti-corruption, the Group upholds the fundamental principles of “a combination of punishment and prevention, and prevention preceding punishment” and “protecting whistle-blowers, and avoiding conflict of interests”, and adopts comprehensive management measures including training, education, guidance, WeChat dissemination, encouraging whistle-blowing, and public disclosure. Reporting channels including telephone, email, mailbox and corporate WeChat are established.

六、經營有道，創造價值回報(續)

(一) 守法合規，誠信履責

1. 廉潔從業

集團對貪污腐敗行為採取「零容忍」態度。在遵守《中華人民共和國反不正當競爭法》等法律法規的基礎上，嚴格落實《職業道德行為準則》、《內部審計管理制度》、《離任審計管理辦法》、《招標監督管理辦法》等各項公司制度，並要求所有員工遵從《職業道德行為準則》。

集團反貪污工作堅持「懲防並舉、重在預防」及「舉報保護、調查回避」的基本原則，採用培訓、教育、引導、微信平臺宣傳、鼓勵舉報、公開披露等綜合管理措施。舉報渠道包括電話、電子郵件、信箱及企業微信。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(i) Abiding by Laws and Regulations, Performing Duties with Integrity (CONTINUED)

1. *Doing Business with Integrity* (CONTINUED)

The Group has also established multiple mechanisms to combat against the risk of money laundering. The business departments first conducts a preliminary assessment on the risk, which will be reviewed by the Risk Department to determine the risk levels and issue early warning so that the senior management can make the final decision of the risk response strategy.

In 2019, the Group did not have any reported matters or lawsuits related to corruption and money laundering.

六、經營有道，創造價值回報(續)

(一) 守法合規，誠信履責(續)

1. 廉潔從業(續)

集團亦針對洗錢風險建立了多道防線。業務部門首先對風險進行初步判斷；風險部門進行複評，確認風險等級，對發現的問題及時預警；公司高級管理層負責風險應對策略的決策。

2019年度，集團未發生貪污腐敗及洗錢相關訴訟案件。

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VI. OPERATING WELL TO CREATE VALUE RETURNS

(CONTINUED)

(i) Abiding by Laws and Regulations, Performing Duties with Integrity

(CONTINUED)

2. Information Security and Privacy Protection

The Group values information security and privacy protection. In accordance with regulations such as *Administrative Measures for Network and Information Security in the Power Industry, General Scheme for Security Protection of Power Monitoring Systems, Regulations on Secondary Security Protection for Power Systems*, the Group's power stations adhere to the principles of safe zoning, dedicated networks, horizontal isolation, and vertical authentication to ensure the safety of power monitoring systems and power dispatching data networks. The Group has formulated the *Administrative Measures for the Safe Operation of the Booster Station Network during the Commissioning Phase of Concord New Energy Group Limited* to prevent hackers and malicious code from attacking the secondary power system. It clarifies the management responsibilities of the relevant units, the technical standards of related equipment, and daily management requirements during the commissioning stage of the booster station to ensure the safe and stable operation of the monitoring system for the booster station of the power generation project. In terms of customer privacy protection, the Group conducts confidential management of various types of customer data and sets corresponding access permissions, with confidentiality agreements signed as required.

六、經營有道，創造價值回報(續)

(一) 守法合規，誠信履責(續)

2. 信息安全與隱私保護

集團注重信息安全與隱私保護。依據《電力行業網絡與信息安全管理制度》、《電力監控系統安全防護總體方案》、《電力系統二次安全防護規定》等行業規定，集團電站堅持安全分區、網絡專用、橫向隔離、縱向認證的原則，保障電力監控系統和電力調度數據網絡的安全。為防範黑客及惡意程序代碼等對電力二次系統的攻擊侵害，集團制定了《協合新能源集團有限公司調試階段升壓站網絡安全運行管理辦法》；該辦法明確了升壓站調試階段各相關單位的管理職責，相關設備的技術標準，及日常管理要求，保障發電項目升壓站監控系統的安全穩定運行。在客戶隱私保護方面，集團對掌握的各類客戶資料進行保密管理並設置相應權限，並按要求簽訂保密協議。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(i) Abiding by Laws and Regulations, Performing Duties with Integrity (CONTINUED)

3. Building Brand Value

The Group attaches great importance to shaping and enhancing brand value and standardizing external brand promotion. The Group strictly abides by the *Advertising Law of the People's Republic of China*, and publishes the *CNE Manual for Visual Identification of Company Brand Image*, which provides uniform language and systematic visual symbols. As a result, the visual application of the Group's brand has been standardized, which is conducive to the delivery of the Group's brand image in a more consistent and efficient way to uplift both the Group's corporate image and brand influence.

(ii) Striving for Steady Operation, Keeping Improvement

The Group is committed to providing customers with high-quality clean energy and professional services. In 2019, whilst maintaining safe and stable energy supply to the society, we continued to enhance services, improved internal management efficiency and met customer demands, making unremitting efforts to develop the Group into a first-class international clean energy company.

六、經營有道，創造價值回報(續)

(一) 守法合規，誠信履責(續)

3. 塑造品牌價值

集團高度重視塑造並提升品牌價值，規範對外品牌宣傳。集團嚴格遵守《中華人民共和國廣告法》，並通過發佈《協合新能源企業品牌視覺識別形象手冊》，通過標準化的語言和系統化的視覺符號，規範集團品牌的視覺應用，力圖更統一、高效地傳達集團品牌形象，提升集團企業形象和品牌影響力。

(二) 穩健運營，精益求精

集團致力於為客戶提供優質的清潔能源及專業服務。2019年，在確保能源供應安全穩定的同時，我們不斷提升服務水平，提高內部管理效率，滿足客戶訴求，為發展成為一流的國際化清潔能源企業而不懈努力。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

六、經營有道，創造價值回報(續)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

(二) 穩健運營，精益求精(續)

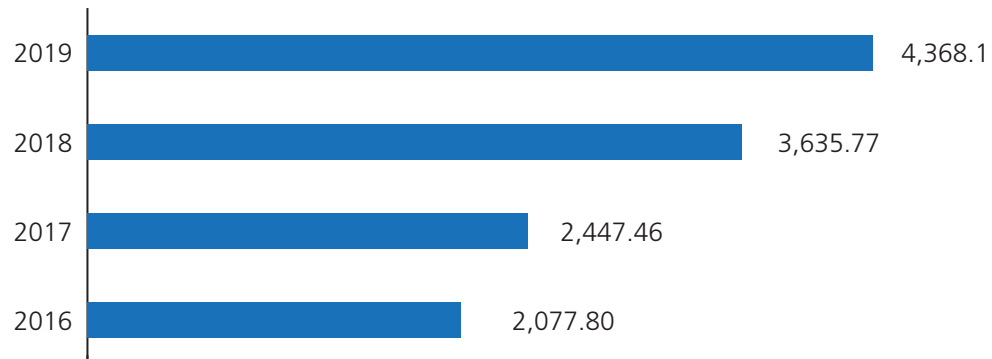
1. Sustained and Stable Energy Supply

1. 持續穩定能源供應

The Group further expanded its production scale. As of the end of 2019, the Group has 78 wholly-owned and joint venture wind and PV power plants located in 17 provinces (cities and autonomous regions) of China and the United States. In 2019, the Group achieved 4,368.1 GWh of attributable power generation throughout the year, a year-on-year increase of 20.1%.

集團進一步擴大生產規模，截至2019年底，集團在17個省(市、自治區)及美國等地區擁有獨資及合資風力及光伏發電廠78間。2019年，集團全年實現權益發電4,368.1吉瓦時，同比上年增長20.1%。

The Group's Attributable Power Generation (GWh)
集團權益發電量 (吉瓦時)



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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

2. *Actively Develop Energy Storage Business*

The clean energy has been occupying an increasing proportion in the energy structure, and energy storage is an effective solution to the full development and utilization of clean energy. In 2019, the Group focused on the development of energy storage technologies and industrial trends, and actively explored energy service models relating to energy storage.

In May 2019, the Group's "Photovoltaic Energy Storage Demonstration Project in Tibet Shannan Naidong" was awarded the "Top 10 Innovation Model of Energy Storage Application" in the 3rd International Energy Storage Innovation Competition. This award provided a benchmark application example for energy storage through utilisation of retired electric vehicle batteries, providing valuable and influencing experiences for other similar projects that launch photovoltaic + energy storage programmes.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

2. *積極發展儲能業務*

清潔能源在能源結構中占比不斷提升，儲能是清潔能源得以充分開發利用的有效解決途徑。2019年，集團持續關注儲能技術發展和行業動態，積極探索圍繞儲能的能源服務商業模式。

2019年5月，集團「西藏山南乃東光伏儲能示範項目」榮獲第三屆國際儲能創新大賽「2019儲能應用創新典範TOP10」大獎，為電動汽車退役電池梯次利用儲能項目樹立了標杆應用案例，也為其它類似項目開展光伏+儲能項目積累了寶貴的建設經驗。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

3. Continuous Improvement of Professional Services

Operation and Maintenance Service

The Group's O&M Company takes active practice of "Internet + O&M", and provides safe, professional and excellent full life-cycle clean energy services based on big data and driven by cloud computing. The O&M Company has obtained certification of ISO management system in quality, environment, health & safety. Complying with the *Contract Law of the People's Republic of China*, the *Fire Control Law of the People's Republic of China*, the *Work Safety Law of the People's Republic of China* and other laws and regulations, the O&M Company established a service quality management system and a quality supervision system via the formulation of regulations including the *Management Rules for Periodical Maintenance and Acceptance of Equipment*, the *Management Measures for Quality Supervision*, the *Implementation Measures for Quality Management* and the *Assessment Measures for Quality Management*. The quality supervision system is led in charge by the deputy general manager, and each power plant is equipped with a two-person quality supervision team, which controls the O&M quality according to the management measures for quality supervision. The quality supervision is conducted by the Security Department and the Power Plant Department through random inspection of production safety records and communication with employees.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

3. 不斷完善專業服務

運維服務

集團所屬運維公司積極踐行「互聯網 + 運維」，提供基於大數據、雲計算驅動的安全、專業、卓越的全生命週期清潔能源服務。運維公司已通過ISO質量、環境及職業健康安全管理体系三標體系認證。在遵守《中華人民共和國合同法》、《中華人民共和國消防法》、《中華人民共和國安全生產法》等法律法規的基礎上，運維公司制定了《設備定期維護驗收管理制度》、《質量督查管理辦法》、《質量管理實施辦法》、《質量管理考核辦法》等制度，建立了服務質量管理體系及質量監督體系。質量監督體系由公司副總經理負責，各電廠由2人組成質量監督小組，按照公司質量監督管理辦法對運維質量進行把控，並由安全部和電廠部通過安全生產記錄抽查、員工交談等方式完成質量監督工作。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

3. Continuous Improvement of Professional Services (CONTINUED)

Operation and Maintenance Service (CONTINUED)

The O&M Company conducts customer satisfaction questionnaires every quarter to fully listen to customers' opinions and suggestions, and responds to customer feedback issues in a timely manner to continuously address and improve service quality and customer satisfaction. In terms of increasing the refinement of power plant management, the O&M Company conducts comprehensive operational analysis, improves maintenance capabilities, and strengthens the implementation of 7S management, which has effectively achieved benefits for customers. In 2019, it received 50 compliment letters from customers. In addition, several teams of the O&M Company won team and individual awards in various skill competitions.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

3. 不斷完善專業服務(續)

運維服務(續)

為充分聽取客戶的意見和建議，運維公司每季度開展客戶滿意度問卷調查，針對客戶回饋的問題，及時溝通協商，不斷提升服務質量和客戶滿意度。在加大電廠精細化管理方面，運維公司進行全面運營分析，提高檢修能力，強化落實7S管理，實實在在地為客戶創造效益，2019年獲得客戶獎勵信50封。此外，運維公司多個團隊在各類技能比賽中榮獲團隊及個人嘉獎。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

六、經營有道，創造價值回報(續)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

(二) 穩健運營，精益求精(續)

3. Continuous Improvement of Professional Services (CONTINUED)

3. 不斷完善專業服務(續)

Design Service

設計服務

The Group's Design Company adheres to the quality policy of "scientific management, elaborate design, sincere service, and customer satisfaction" and strictly complies with the *Administrative Guidelines for Survey and Design of Construction Projects*, the *Contract Management Measures for Survey and Design of Construction Projects* and other laws and regulations. In 2019, the Design Company's consulting credit rating was positively upgraded from "B" to "A", and it attained the certification of ISO management system in quality, environment, health & safety.

集團所屬設計公司堅持「科學管理、精心設計、誠信服務、顧客滿意」的質量方針，嚴格遵守《建設工程勘察設計管理條例》《建設工程勘察設計合同管理辦法》等法律法規的要求。2019年，設計公司諮詢資信等級由原乙級升為甲級，並通過ISO質量、環境及職業健康安全管理体系三標體系認證。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

3. Continuous Improvement of Professional Services (CONTINUED)

Design Service (CONTINUED)

The Design Company provides technical consulting services throughout the whole process of new energy power generation projects, including planning, feasibility study, construction drawing design and post-assessment. During the phase of project planning, the work mainly includes macro-position, preliminary analysis of resources, project scaling, boundary condition investigation, construction schedule and investment estimation and other technological works, as well as assisting the owner to determine the best direction and size of investment., The feasibility study work phase mainly includes detailed analysis of resources, power generating capacity estimation, major scheme design, rough investment calculation, financial appraisal and other technological works, as well as helping clients determine the basic scheme, economic benefits and feasibility of investment. The drawing design work phase mainly includes the construction drawing design for electrical engineering, architecture, structure, road and circuit, as well as helping the client complete the engineering construction for the whole project. The post-assessment work phase mainly includes proposing targeted technical transformation plans based on specific operation and helping clients continuously enhance economic benefits of newly completed projects under operation.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

3. 不斷完善專業服務(續)

設計服務(續)

設計公司提供新能源發電項目的規劃、可行性研究、施工圖設計、後評估等全過程技術諮詢服務。在項目規劃階段，主要完成項目的宏觀選址、資源初步分析、項目規模判定、邊界條件排查、建設進度安排和投資匡算等方面的技術工作，幫助客戶確定投資項目的方向和規模。在項目可行性研究階段，主要完成項目資源詳細分析、發電量估算、主體方案設計、投資概算和財務評價等方面的技術工作，幫助客戶確定投資項目的基本方案和經濟效益，落實項目可行性。在施工圖設計階段，主要完成電氣、建築、結構、道路、線路等專業的施工藍圖設計，幫助客戶完成整個項目的工程建設。在後評估階段，根據具體運行情況，提出有針對性的技術改造方案，幫助客戶不斷提升投運項目的經濟效益。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

3. Continuous Improvement of Professional Services (CONTINUED)

Design Service (CONTINUED)

The Design Company has compiled *Project Manager Post Manual* to clarify the responsibilities of project managers in communicating with different parties involved in the project so as to achieve effective customer communication. At the same time, it has formulated *Communication Control Procedure*, which requires timely response to customer complaints, making rectification, analysing reasons, and adopting corrective and preventive measures. In order to continuously improve the level and quality of design services, after each design project, the Design Company organizes on-site visits led by project managers with participation from major professional designers. Feedbacks on the practicality, applicability and effectiveness of design products are collected through visits to the engineering site, and discussions and surveys with customers, construction, supervision and other participating units.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

3. 不斷完善專業服務(續)

設計服務(續)

為實現有效的客戶溝通，設計公司編制《項目經理崗位作業手冊》，明確項目經理在整個項目中與各方溝通的職責。同時制定了《溝通控制程序》，要求對客戶投訴及時予以答復和整改，並分析原因，採取糾正和預防措施。為持續提高設計服務的水平 and 質量，在每個設計項目結束後，設計公司組織由項目經理帶隊、主要專業設計人員參與的現場回訪。通過對現場實體工程的實地踏勘，與客戶、施工、監理等參建單位的座談和調研，收集各方對設計產品的實用性、適用性和有效性的回饋。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

3. Continuous Improvement of Professional Services (CONTINUED)

Smart New Energy Services

The Group continues to improve the POWER+ new energy smart operation platform. Through independent development of advanced applications and algorithm models, it integrates online intelligent monitoring with offline O&M to provide a one-stop comprehensive new energy smart operation service. The system is based on functions such as multi-functional data collection, centralized monitoring, production O&M, intelligent early warning and automated reporting. It realizes the overall O&M of wind power and PV power stations, operates the integrated energy service of the power stations in an asset management mode, and implements intensive and efficient management with lessor on duty resources through technical means such as power station safety management, smart O&M applications, intelligent early warning, and intelligent power station inspection.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

3. 不斷完善專業服務(續)

智慧新能源服務

集團不斷完善POWER+新能源智慧運營平臺，通過自主開發的高級應用和算法模型，將線上智能監控與線下運行維護深度融合，提供一站式全方位新能源智慧運營服務。系統基於多功能數據獲取、集中監控、生產運維、智能預警、自動化報表等功能，實現風電/光伏電站整體運維，以資產管理模式運作電站綜合能源服務，通過電站安全管理、智慧運維應用、智能預警、電站智能巡檢等技術手段，實現少人值守的集約化管理。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(ii) Striving for Steady Operation, Keeping Improvement (CONTINUED)

3. Continuous Improvement of Professional Services (CONTINUED)

Smart New Energy Services (CONTINUED)

At present, the POWER+ new energy smart operation platform mainly includes 8 core modules including wind/PV intelligent analysis system, wind/PV production O&M system, data analysis platform and edge computing platform, which can realize highly reliable data, intelligent centralized monitoring, visual indicators analysis, rich production O&M management, intelligent early warning, etc. Among these, the data collector independently developed and applied to the POWER+ smart operation platform can realize data collection and transmission of all kinds of photovoltaic power station equipment, forming data collection software and hardware system of the whole product line, and realize the reliable operation of the software. Currently, the POWER+ new energy smart operation platform has been applied in the Group's operation monitoring center, third-party O&M management platform and other projects, providing quality smart energy services for over 7 GW of new energy power stations.

六、經營有道，創造價值回報(續)

(二) 穩健運營，精益求精(續)

3. 不斷完善專業服務(續)

智慧新能源服務(續)

目前，POWER+智慧新能源運營平臺主要包括風電/光伏智能分析系統、風電/光伏生產運維系統、數據分析平臺、邊緣計算平臺等8個核心模塊，可實現高可靠性數據質量、智能化集中監控、可視化指標分析、豐富生產運維管理手段、智能預警等。其中自主研發並應用於POWER+智慧運營平臺的數據採集器可實現各類光伏電站設備的數據採集與傳輸，實現全產品線的數據採集軟件與硬體體系，實現軟件的可靠運行。目前，POWER+新能源智慧運營平臺已在集團運營監控中心、第三方運維管理平臺等項目上開展應用，累計為超過7GW的新能源電站提供優質智慧能源服務。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(iii) Technological Innovation and Intelligent Management

The Group is committed to bringing digital and intelligent solutions into its operation and power plant management by integrating new energy with the Internet. Along with technological innovation and advanced technology application, the Group has also strengthened efforts for internal intellectual property management while giving equal respect to others' intellectual property in accordance with laws and regulations such as the *Anti-Unfair Competition Law of the People's Republic of China*, the *Trademark Law of the People's Republic of China* and the *Intellectual Property Law of the People's Republic of China*.

1. Intelligent Energy Management

In 2019, the Beijing Intelligent Operation Monitoring Centre was officially put into operation. The Group achieved the operation model of centralization, regional centralized monitoring and control and maintenance through Beijing Monitoring Center, four regional centralized monitoring and control centers and six regional experimental maintenance centers. The Group also developed an intelligent O&M inspection platform based on the first-phase Enterprise Asset Management system (EAM) in order to standardize the inspection, accumulate data, and improve efficiency in monitoring equipment and fault analysis.

六、經營有道，創造價值回報(續)

(三) 科技創新，智慧管理

集團致力於通過新能源與互聯網的深度融合，為集團運營及電廠管理帶來數字化、智能化的解決方案。在進行科技創新、應用先進技術的同時，集團亦遵照《中華人民共和國反不正當競爭法》、《中華人民共和國商標法》、《中華人民共和國專利法》等法律法規要求，在加強內部知識產權管理的同時，尊重他人的知識產權。

1. 智慧能源管理

2019年，集團正式啟動北京智慧運營監控中心。通過北京監控中心、四大區域集控中心、六大區域試驗檢修中心，集團實現了總部指導調度、區域集控及檢修的運營模式。同時，為規範巡檢工作，積累數據資產，提升工作效率、設備和故障分析效率，集團在資產管理系統(EAM)一期系統基礎上開發了智慧運維巡檢平臺。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

六、經營有道，創造價值回報(續)

(iii) Technological Innovation and Intelligent Management (CONTINUED)

(三) 科技創新，智慧管理(續)

1. Intelligent Energy Management (CONTINUED)

1. 智慧能源管理(續)

Through centralized monitoring and control centers, POWER⁺ system, Yixun mobile terminal, and Enterprise Asset Management system, the Group comprehensively promoted online and offline smart energy management, achieving company-wide information sharing and collaborative work, as well as higher operational efficiency and better management of power plants.

集團通過集控中心、POWER⁺系統、易巡移動終端、資產管理系統的系統整合，全面推進線上、線下相結合的智慧能源管理，實現公司信息共享與協同工作，實現電廠運營效率持續改善，提高電廠運營水平。

2. Making Better Use of Technology

2. 善用科技力量

The Group continues to focus on the technological development of the industry and actively promotes the use of new technologies in the Group's business.

集團持續關注行業技術發展，並在集團業務中積極推廣使用新技術。

In 2019, the Group completed the development of a digital management platform for wind measurement data, realizing automation of wind measurement data analysis, storage, fault alarming and push; visualization of wind measurement tower (radar) position, wind measurement data and characteristic parameters improved efficiency of wind measurement data management.

2019年，集團完成了測風數據數字化管理平臺的建設，實現測風數據分析、存儲、故障告警及推送等工作自動化；測風塔(雷達)位置、測風數據及特徵參數的視覺化，提升了測風數據管理工作的效率。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(iii) Technological Innovation and Intelligent Management (CONTINUED)

2. Making Better Use of Technology (CONTINUED)

In 2019, the Group for the first time used the drone-based infrared inspection technology for the testing of PV power stations, which greatly enhanced the testing efficiency and for the first time realized the general testing of infrared thermal imaging on PV power plant components. The technology was the first drone-based inspection project in the PV testing industry to receive high recognition from China National Accreditation Service for Conformity Assessment (CNAS). The Group's Testing Centre has also become the first CNAS-recognized testing institute capable of drone-based infrared thermal imaging inspection in China. At present, 17 testing projects of the Testing Centre have received recognition.

The Group has increased investment in the technical transformation of power plants, and carried out technical transformation work such as fan blade extension, anti-icing of blade, fan rotation matrix optimization and upgrading, lightning protection of circuits, etc., so as to effectively improve the asset quality and power generation efficiency of the existing power plants. During project construction, we proactively apply new technologies, new models and new processes to build high-quality, efficient and low-cost power plants.

六、經營有道，創造價值回報(續)

(三) 科技創新，智慧管理(續)

2. 善用科技力量(續)

集團在光伏電站檢測過程中，首次採用無人機紅外巡檢技術，大幅提升了光伏電站元件紅外熱成像檢測的效率，首次實現了對光伏電站元件紅外熱成像的普檢，並獲得中國合格評定國家認可委員會(CNAS)認可，這也是光伏檢測行業首次獲得CNAS能力認可的無人機應用檢測項目。集團檢測中心也成為了全國首家獲CNAS認可的具有戶外無人機紅外熱成像檢測能力的檢測機構。檢測中心目前已獲得認可的檢測項目達到17項。

集團加大電廠技術改造投入，開展風機葉片延長、葉片防覆冰、風機轉矩陣優化升級、線路防雷等技改工作，有效提升存量電廠資產質量和發電效益。項目建設中，積極使用新技術、新機型、新工藝，建設優質、高效、低成本的電廠。

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VI. OPERATING WELL TO CREATE VALUE RETURNS

(CONTINUED)

(iii) Technological Innovation and Intelligent Management (CONTINUED)

2. Making Better Use of Technology (CONTINUED)

According to the characteristics of the business and management needs, the Group builds and upgrades the business management systems, and has set up a collaborative office platform based on the unified user authentication center, unified process approval center and online communication tools. The Group thus aggregates all business systems and achieves convergence between business systems, business flows and management flows, improving business management and efficiency.

(iv) Making Common Progress through Cooperation and Exchange

Adhering to the concept of mutually beneficial and win-win cooperation, through capacity improvement and technological innovation, the Group is committed to developing cooperation with suppliers, industry associations and government agencies to create the strategic cooperation mechanism featuring resource sharing and complementary advantages, so as to achieve common sustainable development.

六、經營有道，創造價值回報(續)

(三) 科技創新，智慧管理(續)

2. 善用科技力量(續)

集團根據業務特點和管理需求，搭建、升級各業務管理系統，並基於統一用戶認證中心、統一流程審批中心及在線溝通工具，搭建了集團協同辦公平臺，將集團所有業務系統進行聚合，實現業務系統之間、業務流與管理流之間的銜接，提高各項業務管理水平和工作效率。

(四) 合作交流，攜手共進

集團秉承互惠共贏的合作理念，通過自身能力提升及科技創新，不斷深化與供應商、行業協會及政府機構的合作，打造資源共享、優勢互補的戰略合作機制，實現共同可持續發展。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(iv) Making Common Progress through Cooperation and Exchange (CONTINUED)

1. Building a Responsible Supply Chain

While leading by example and operating with integrity, the Group adheres to a responsible procurement policy and strictly implements the “Supplier Management Measures” and other systems to promote the management of environmental and social risks for suppliers.

During the bidding stage, the Group adheres to the principles of fairness, justness and openness. We conduct preliminary reviews on supplier qualifications, legal risks, and other aspects. Only suppliers who pass the preliminary reviews are qualified to bid. The complaint hotline is made publicly available in the bidding documents so as to facilitate bidders’ supervision of the proper bidding process. In order to strengthen the management of construction contractors and equipment suppliers, especially the management of hoisting units and centralized boosting station units, the Group conducts site or factory inspections of the units that participate in the bidding for the first time, so as to form a more direct and in-depth understanding of its construction site organization, risk management and control capabilities.

六、經營有道，創造價值回報(續)

(四) 合作交流，攜手共進(續)

1. 打造負責任供應鏈

集團在以身作則、誠信經營的同時，堅持負責任採購政策，嚴格執行《供應商管理辦法》等制度，推動供應商環境風險及社會風險管理。

在招標階段，集團堅持公平、公正、公開的採購原則。我們對供應商資質、法律風險等多方面進行預審，預審合格的供應商方具備投標資格。在招標文件中列明投訴電話，便於投標人對招標過程進行監督。為了加強對施工承包商、設備供應商的管理，尤其是吊裝單位、集中式升壓站單位等的管理，集團對首次參與投標的單位進行現場或工廠考察，對其施工現場組織能力、風險管控能力等方面進行更直觀、深入的瞭解。

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VI. OPERATING WELL TO CREATE VALUE RETURNS

(CONTINUED)

(iv) Making Common Progress through Cooperation and Exchange (CONTINUED)

1. Building a Responsible Supply Chain (CONTINUED)

We have maintained a list of qualified suppliers, where we conduct annual assessment of established indicators, focusing on supplier profitability, product quality, governance structure, service awareness, sustainable development, corporate credibility, and ability to perform. Once a safety incident occurs, the contractor is to be directly blacklisted. We also conducted a questionnaire survey of the main tower manufacturers in the industry. Based on the survey results, we communicated with these suppliers in different focuses, and organized expert field visits to ensure their supply capability.

In 2019, in order to promote suppliers to strengthen EHS management, the Group revised the construction contract. According to the revised contract, construction contractors are required to mandatorily acquire work-related injury insurance and accident insurance, and third party insurance for all their staff in the construction site. Performance indicators such as safety training upon mobilization, unified management, and risk management are evaluated and monitored throughout the life cycle of the project construction, to ensure that the construction contractor's safety management is up to required standards. Supervisor meetings are required to be held weekly at the construction site, and safety inspections are organized every month.

六、經營有道，創造價值回報(續)

(四) 合作交流，攜手共進(續)

1. 打造負責任供應鏈(續)

我們建有合格供應商名錄，每年綜合各項指標進行年度評估，關注供應商盈利能力、產品質量、治理結構、服務意識、可持續發展、企業信譽、履約能力等。對安全事故實行「一票否決制」，一旦出現安全事故，直接將承包商列入黑名單。我們還對業內主要塔筒廠家進行問卷調查，根據調查結果，分不同側重點與供應商進行交流溝通，對其主廠房、代工廠房等組織專家實地考察，確保塔筒供貨。

2019年，為推動供應商加強EHS管理，集團對施工合同進行修訂，在合同中要求施工承包商依照法律規定為其在施工現場的全部員工及其為履行合同聘請的第三方人員辦理工傷保險及意外傷害保險，並支付保費。在合同執行過程中，將施工承包商人員的進場安全培訓工作、統一管理機制、風險管理等加入項目建設各階段的考核與評估，嚴格監管，保證施工承包商的安全管理符合標準。施工現場每週召開監理例會、每月組織開展安全大檢查。

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED)

(iv) Making Common Progress through Cooperation and Exchange (CONTINUED)

2. Cooperation with the Industry for Development

In 2019, the Group actively participated in various industrial exchanges to maintain updates on new industrial knowledge and development trends so as to achieve self-improvement. At the same time, we also shared our experiences with the industry to promote industrial development. In 2019, the Group participated in industry exchange activities such as the International Energy Storage Conference, Hangzhou Energy Storage Conference, China Power Alliance Wind Power and PV Benchmarking Results Indicators Release Conference, Beijing Wind Energy Exhibition and Shanghai SNCE Photovoltaic Exhibition.

Formulation of Industry Standards

In 2019, the Group participated in work conferences on two group standards organized by the Energy Storage Applications Branch of China Industrial Association of Power Sources. In the conferences, we had intensive discussions with industry experts on technical features of devices in the energy storage system, such as data characteristics, information classification and communication conditions. We also participated in the compilation of two industry standards for the energy storage industry.

六、經營有道，創造價值回報(續)

(四) 合作交流，攜手共進(續)

2. 協同行業發展

2019年，集團踴躍參加各項行業交流活動，汲取行業新知識、瞭解行業新動向，以促進自身完善。同時，我們亦與行業分享經驗，促進行業發展。2019年，集團參與國際儲能大會、杭州儲能大會、中電聯風電及光伏對標結果指標發佈會、北京風能展、上海SNCE光伏展等行業交流活動。

行業標準制定

2019年，集團兩次參加中國化學與物理電源行業協會儲能應用分會組織的兩項團體標準的工作會議，與業內專家就儲能系統各設備的數據特點、信息分類、通訊條件等技術內容進行了深入的討論，並參與兩項儲能行業標準的編制工作。

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VI. OPERATING WELL TO CREATE VALUE RETURNS

(CONTINUED)

(iv) Making Common Progress through Cooperation and Exchange (CONTINUED)

2. Cooperation with the Industry for Development (CONTINUED)

Renewable Energy to Produce Hydrogen

At present, the production of hydrogen from renewable energy has become a hot topic in the industry, and “green hydrogen” has become one of the clean energy with the greatest development potential. In 2019, the Group was selected as a co-constructor of the National Technical Standard Innovation Base (Hydrogen Energy). We joined the strategic alliance in response to the government’s initiative, involving in the “North China Hydrogen Valley” industrial development to promote resource exchange, integration and sharing, contributing to the building of “North China Hydrogen Valley”.

六、經營有道，創造價值回報(續)

(四) 合作交流，攜手共進(續)

2. 協同行業發展(續)

可再生能源制氫

當前，可再生能源制氫成為行業關注熱點，「綠色氫氣」已成為最具發展潛力的清潔能源之一。2019年，集團入選成為國家技術標準創新基地(氫能)的共建單位。同時，我們積極響應政府號召，參與「中國北方氫穀」產業發展戰略聯盟，促進資源對接、整合、共享，為打造「中國北方氫穀」作出貢獻。

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VI. OPERATING WELL TO CREATE VALUE RETURNS 六、經營有道，創造價值回報(續) (CONTINUED)

(v) List of Awards

(五) 獲獎清單

In 2019, the Group received the following awards with ongoing positive efforts of all business segments.

2019年，在各業務板塊的不斷努力之下，集團收穫諸多獎項。

Units Rewarded 獲獎單位	Title of Awards 獎項名稱
The Group 集團	Best Energy and Resource Company Award by Golden Hong Kong Stock 金港股「最佳能源與資源股公司」大獎 2015-2019 New Energy Leading Enterprise in Hunan Province 2015-2019年湖南省新能源領軍企業
Concord O&M 協合運維	“New High-tech Enterprise” 「高新技術企業」資格 China Advanced Management Innovation Unit 「中國管理創新先進單位」榮譽稱號
Design Company 設計公司	“New High-tech Enterprise” 「高新技術企業」資格 Grade A Qualification for Engineer Consultation 工程諮詢甲級資信評級 Grade AA Entries by the Electric Power Survey and Design Industry 2019年電力勘測設計行業企業AA級信用評價 First Prize of 2019 Beijing Outstanding Engineer Survey and Design Award (Century Concord Wuhe Yinmahu Wind Power Project) 2019年「北京市優秀工程勘察設計獎」一等獎(協合五河飲馬湖風電項目)
Engineer Company 工程公司	Grade AAA Certificate by Jilin Province Credit Rating Center 吉林省信用評價認證中心「AAA」信用等級證書
Testing Center 檢測中心	Passing CNAS review and over 17 testing items receiving recognition 通過CNAS監督評審，已獲得認可的檢測項目達到17項
Naidong Photovoltaic Energy Storage Demonstration Project 乃東光伏儲能示範項目	Top 10 Model of Energy Storage Application Award in the 3rd International Energy Storage Innovation Competition 第三屆國際創能創新大賽2019儲能應用創新典範TOP10
Wuhe Jindashan Wind Power Project 五河金大山風電項目	“Above-scale Enterprise Award” by Bengbu Government 蚌埠市政府「入規企業獎」

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VI. OPERATING WELL TO CREATE VALUE RETURNS (CONTINUED) 六、經營有道，創造價值回報(續)

(v) List of Awards (CONTINUED)

(五) 獲獎清單(續)

Units Rewarded 獲獎單位	Title of Awards 獎項名稱
Yongren PV Power Project 永仁光伏項目	"Key Enterprise Award" by Yongren County Government 永仁縣政府「重點企業獎」
Eryuan PV Power Project 洱源光伏項目	"Above-scale Enterprise Award" by Eryuan County Government 洱源縣政府「達規企業獎」 AAAAA Rate in PV Power Generation Indicator Benchmark in Yunan Province 雲南省光伏發電對標5A級最高評價
Yanyuan PV Power Project 鹽源光伏項目	AAAAA Rate in PV Power Generation Indicator Benchmark in Sichuan Province 四川省光伏發電對標5A級最高評價
Qiaotoupu Wind Power Project 橋頭鋪風電項目	AAAAA Rate in Wind Power Indicator Benchmark in Hunan Province 湖南省風電指標對標5A級最高評價
Shengjingshan Wind Power Project 聖境山風電項目	AAAAA Rate in Wind Power Indicator Benchmark in Hubei Province 湖北省風電指標對標5A級最高評價

VII. GIVING BACK TO SOCIETY, BUILDING A HARMONIOUS COMMUNITY

七、回饋社會，共建和諧社區

While devoting to the development of clean energy, the Group has also been repaying the society in various ways. We actively communicate with the community to achieve win-win cooperation with the community. In response to the national policy of precision poverty alleviation, we invest in local infrastructure construction to help promote the development of local public utilities and economy, and assist in rural revitalization. At the same time, we also make sustained investment in education to cultivate talents for the new energy industry and society.

在專注於清潔能源事業發展的同時，集團以各種方式積極回饋社會。我們積極與社區溝通，以期實現與社區合作共贏。我們響應國家精準扶貧政策，投資當地基礎設施建設，促進當地公共事業與經濟發展，助力鄉村振興。我們繼續堅持在教育領域的投入，通過教育投入助力新能源行業以及社會的人才培養。

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VII. GIVING BACK TO SOCIETY, BUILDING A HARMONIOUS COMMUNITY (CONTINUED)

(i) Community Engagement

The Group focuses on engaging with community and ensures that the Group's operation gives full consideration of the community's interests so as to achieve sustainable development and win-win results for all parties.

We have established a complaint mechanism for project environmental impacts, which is intended to collect concerns of the affected communities, and facilitate issue resolutions. We monitor all projects and evaluate their impacts on local residents through annual assessment in an effort to reduce impacts on communities and support community through continuous improvement and achieve harmonious development and common progress with local communities.

七、回饋社會，共建和諧社區(續)

(一) 參與社區溝通

集團高度重視社區溝通工作，確保集團的運營活動充分考慮社區的利益，實現可持續發展和多方共贏。

我們建立了項目環境影響投訴機制，意在收集和促進解決受影響社區所關注的問題。我們監測所有項目，繼而通過年度評估來衡量項目對當地居民生活的影響。在不斷工作中持續改善，以減少對社區環境影響，並支持社區發展，實現與當地社區和諧發展、共同進步。

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VII. GIVING BACK TO SOCIETY, BUILDING A
HARMONIOUS COMMUNITY (CONTINUED)

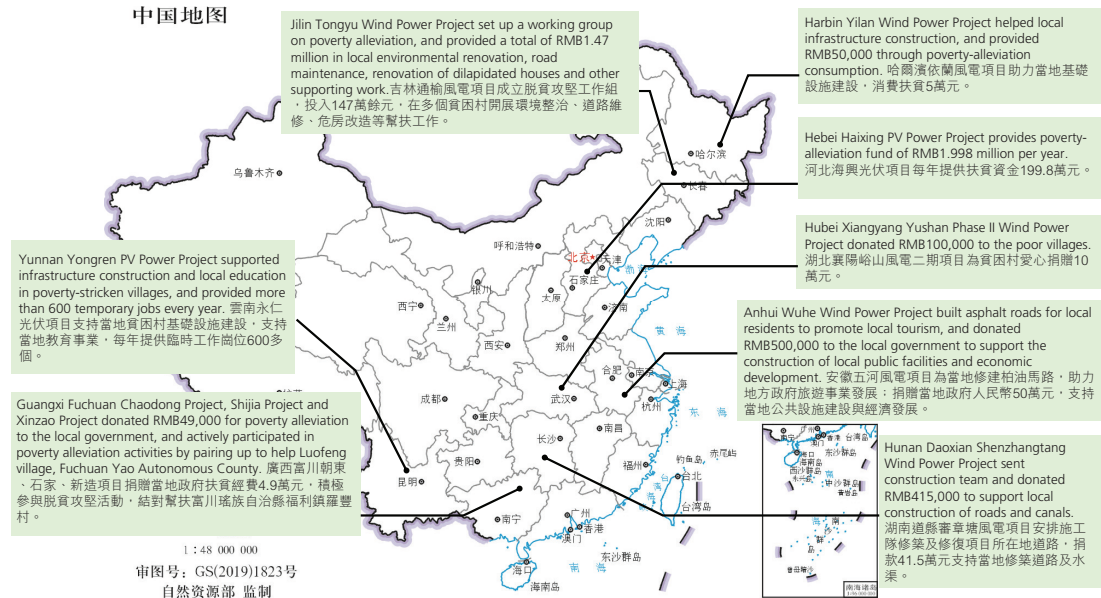
七、回饋社會，共建和諧社區(續)

(ii) Assisting Rural Revitalization

(二) 助力鄉村振興

While pursuing its own development, the Group actively participates in rural revitalization, contributes to rural poverty alleviation, and helps the poor areas achieve sustainable economic and social development through infrastructure construction and boosting employment. In 2019, the Group provided poverty alleviation funds to areas where our projects locate such as in Heilongjiang Province, Jilin Province, Hebei Province, Hubei Province, Hunan Province, Anhui Province, Yunnan Province, and Guangxi Zhuang Autonomous Region to assist local infrastructure development, education, employment, poverty alleviation, etc.

集團在謀求自身發展的同時，積極參與鄉村振興工作，助力鄉村扶貧事業，通過基礎設施建設和帶動就業等方式幫助貧困地區實現經濟和社會的可持續發展。2019年，集團在黑龍江省、吉林省、河北省、湖北省、湖南省、安徽省、雲南省、廣西壯族自治區等項目所在地向當地提供扶貧資金，助力當地基礎設施建設、教育、就業、脫貧工作等。



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VII. GIVING BACK TO SOCIETY, BUILDING A HARMONIOUS COMMUNITY (CONTINUED)

(iii) Supporting Educational Development

Under the guidance of the national strategies of “rejuvenating the country through science and education” and “reinforcing the country through talents”, the Group continues to increase investment in education through providing funds to school and school-enterprise cooperation, so as to help train new energy industries and society through talent investment.

1. NCEPU Scholarships

In 2019, the awards and scholarships set by us for the School of Renewable Energy of North China Electronic Power University (NCEPU) included: “NCEPU CNE Scholarship”, “NCEPU CNE Student Subsidies”, “NCEPU CNE Technology Innovation Award”, “NCEPU CNE Talent Cultivation Award” and “NCEPU CNE Postgraduate Admission Award”, to award outstanding students and teachers with remarkable achievements, and to provide financial assistance to needy students. Since 2018, the total annual scholarship has increased from RMB200,000 to RMB330,000. In 2019, we funded 97 students through NCEPU Scholarships, and the accumulated beneficiaries reached 1,274.

七、回饋社會，共建和諧社區(續)

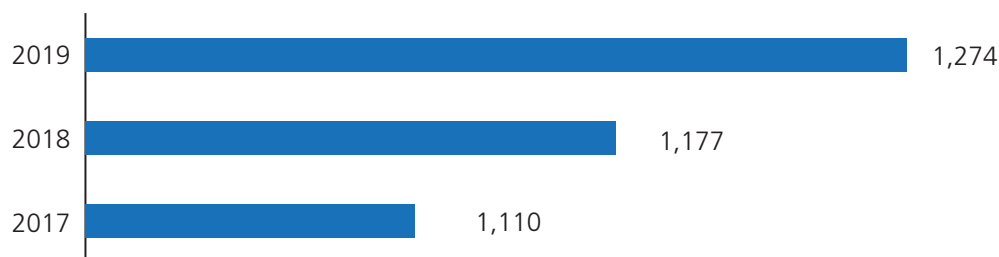
(三) 支持教育事業

在「科教興國」和「人才強國」國家戰略的指導下，集團持續增加教育領域的投入，堅持捐資助學、校企合作，通過教育投入助力新能源行業以及社會的人才培養。

1. 華北電力大學獎學金

我們在華北電力大學可再生能源學院設立了「華北電力大學協合新能源獎學金」、「華北電力大學協合新能源助學金」、「華北電力大學協合新能源科技創新獎」、「華北電力大學協合新能源育才獎」、「華北電力大學協合新能源研究生入學獎」，為成績突出的學生和教學成果優異的教師提供獎勵，並為家境困難的學生提供經濟援助。自2018年起，每年度獎學金總額從20萬元提高至33萬元。2019年，華北電力大學獎學金資助學生97人，累計資助1,274人。

Accumulated Beneficiaries to NCEPU Scholarships
華北電力大學獎學金累計資助學生人數



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VII. GIVING BACK TO SOCIETY, BUILDING A HARMONIOUS COMMUNITY (CONTINUED)

(iii) Supporting Educational Development (CONTINUED)

2. School-Enterprise Cooperation

The Group actively responds to the nation's policy of vigorously developing vocational education. The Group's O&M Company actively cooperates with local colleges to establish apprenticeship classes, and forms an order-based training model. In 2019, the O&M Company continued to cooperate with Hunan Polytechnic of Water Resources and Electric Power and Ulanqab Vocational College to provide modern apprenticeship cooperative training courses. As of the end of 2019, a total of 79 students had internship in the company's power plants.

七、回饋社會，共建和諧社區(續)

(三) 支持教育事業(續)

2. 校企合作

集團積極響應國家大力發展職業教育的政策。集團下屬運維公司積極與當地高校進行合作，建立學徒制訂單班，形成訂單式培養模式。2019年運維公司繼續與湖南水利水電職業技術學院和烏蘭察布職業學院合作開設現代學徒制合作培養班。截至2019年底，共計79名學生進入公司電廠實習。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

VII. GIVING BACK TO SOCIETY, BUILDING A HARMONIOUS COMMUNITY (CONTINUED)

(iv) Timely Supporting the Prevention and Contain of COVID-19

After the outbreak of the COVID-19, the Group took the initiative to assume social responsibilities, actively supported communities' pandemic prevention and contain work where our projects locate, maintained normal operation of the power plants to ensure power supply for local communities' life and production. We worked together with communities to overcome difficulties. In response to the shortage of the pandemic prevention materials faced by local communities, we deployed resources in a timely manner to provide funds and pandemic prevention materials to communities, which has been highly recognized and appreciated by local governments. Our actions are as follows:

- The power plant projects invested by the Group in Jingmen City of Hubei Province actively participated in local pandemic prevention and contain work. During the lockdown of the city, the power plants maintained normal power generation to support local power consumption;
- Wuhe Wind Power Project in Anhui donated 100 liters of alcohol to Zhuding Town Government and Xiaoxi Town Government of Wuhe County respectively to support local pandemic prevention and contain work;
- Gongbaolage Wind Power Project in Taipusi Banner, Inner Mongolia donated RMB20,000 to the Red Cross of Inner Mongolia Taipusi Banner to support local pandemic prevention and contain work;

七、回饋社會，共建和諧社區(續)

(四) 馳援疫情防控

新冠肺炎疫情爆發後，集團主動承擔社會責任，積極支持各項目所在地社區疫情防控工作，保持電廠正常運營發電，保障當地生活生產用電，與當地人民同舟共濟、共克時艱。針對當地社區面臨的防疫物資短缺情況，我們第一時間調配資源，為社區提供資金及防疫物資支持，受到各地政府的高度認可與感謝。其中：

- 集團在湖北荊門所投電廠項目踴躍參與當地疫情防控工作，封城期間電廠保持正常發電，為當地用電提供保障；
- 安徽五河風電項目向五河縣朱頂鎮、小溪鎮鎮政府分別捐贈各100升酒精，支持當地抗疫工作順利開展；
- 內蒙古太旗貢寶拉格風電項目向內蒙太僕寺旗紅十字會捐款2萬元，用於支持當地抗疫工作；

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

VII. GIVING BACK TO SOCIETY, BUILDING A HARMONIOUS COMMUNITY (CONTINUED)

七、回饋社會，共建和諧社區(續)

(iv) Timely Supporting the Prevention and Contain of COVID-19 (CONTINUED)

(四) 馳援疫情防控(續)

- Zhangdong Qujiagou Wind Power Project and Mazongshan Wind Power Project in Liaoning donated 100 coats and 200 medical masks to the township government where the projects are located, and the management of the project donated a special Party fee of RMB1,200 to the Zhangwu County Government where the project is located, to actively support the pandemic prevention and control work;
- Harbin Yilan Wind Power Project donated alcohol, disposable medical masks, disposable gloves, disinfectant and other pandemic prevention materials to the town where the project is located, with a total amount of nearly RMB8,300 to help the local pandemic prevention and control work.
- 遼寧彰東曲家溝、馬鬃山風電項目向項目所在地鄉鎮政府捐贈100件大衣和200個醫用口罩，項目公司管理層向項目所在地彰武縣政府捐贈特殊黨費1,200元，積極支持抗疫工作；
- 哈爾濱依蘭風電項目向項目所在鎮捐贈酒精、一次性醫用口罩、一次性手套、消毒液等防疫物資，總計金額近8,300元，幫助當地防疫工作度過難關。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Deloitte.

德勤

To the Shareholders of Concord New Energy Group Limited

(incorporated in Bermuda with limited liability)

致協合新能源集團有限公司股東

(於百慕大註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of Concord New Energy Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 217 to 427, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「我們」)已審計列載於第217至427頁協合新能源集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日之綜合資產負債表、截至該日止年度之綜合損益表及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註和主要會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已按照香港會計師公會頒佈之「香港財務報告準則」真實而公允地反映貴集團於二零一九年十二月三十一日之財務狀況，以及貴集團於截至該日止年度之財務業績及現金流量，並已按照香港「公司條例」之披露規定妥為編制。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見基準

我們已按照由香港會計師公會頒佈之「香港審計準則」進行審計。根據該等準則我們之責任詳細載列於本報告核數師審計綜合財務報表之責任中。根據「香港會計師公會會計師執業道德準則」(「準則」)，我們獨立於貴集團之外，並根據該準則履行了其他道德責任。我們相信，我們所獲得之審計憑證是充足且適當地為我們之審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們之職業判斷對當前綜合財務報表審計產生重大影響之事項。該等事項作為一個整體，在我們審計綜合財務報表並形成意見之過程中提出。我們不對該等事項發表單獨意見。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key audit matters 關鍵審計事項	How our audit addressed the key audit matters 我們在審計中如何處理關鍵審計事項
Goodwill impairment assessment on the group of cash generating units of investment in wind power plants 風電廠投資現金產生單元組之商譽減值評估	
<p>We have identified the goodwill impairment assessment on the group of cash generating units of investment in wind power plants as disclosed in Note 20 to the consolidated financial statements as a key audit matter because significant management judgements and assumptions are involved as part of the impairment review, any impairment charge could have a significant financial impact on the consolidated financial statements.</p> <p>因減值評估包含重大管理層判斷和假設，且任何減值之發生都將給合併財務報表帶來重大財務影響，因此，我們將在綜合財務報表附註20披露風電廠投資現金產生單元組商譽減值評估識別為關鍵審計事項。</p> <p>The Group conducted an annual impairment review on goodwill by assessing the recoverable amount of the relevant group of cash-generating units to which the goodwill has been allocated based on their fair value less costs to disposal under Hong Kong Accounting Standard 36 — Impairment of Assets.</p> <p>貴集團根據香港會計準則第36號-資產減值規定通過評價現金產生單位群組之相關公允價值減處置成本之可收回金額，對商譽執行了年度減值測試。</p>	<p>Our procedures in relation to goodwill impairment assessment on the group of cash generating units of investment in wind power plants included:</p> <p>我們針對投資於風力發電廠之現金的商譽減值評估所採用之相關程式如下：</p> <ul style="list-style-type: none"> • evaluating the design and implementation of management's key controls over goodwill impairment assessment, including the projection of online power quantity of each wind power plant and determination of discount rate; • 評估管理層對商譽減值測試關鍵控制措施之設計和實施，包括預測各風電場上網電量以及確定折現率； • evaluating the valuation methodology used in determining the recoverable amount of the relevant group of cash-generating units with the assistance of internal valuation specialists; • 在內部估價專家的協助下，評估在確定相關現金產出之可收回金額時使用之估價方法； • evaluating the assumption of the estimated online power quantity of wind power plants in operation by checking the actual online power quantities in 2019, enquiring management the reason of significant deviations, and challenging management's basis on the estimation; • 通過檢查2019年實際上網電量以及詢問管理層重大偏差之原因，並對管理層之估算依據提出挑戰，對運營風電場預計上網電量之假設進行評估；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matters 關鍵審計事項	How our audit addressed the key audit matters 我們在審計中如何處理關鍵審計事項
<p>The impairment review performed by the management involves assumptions as set out below, amongst others, that are subjective in nature and the Company is required to use judgement in applying such information: 由管理層執行之減值測試涉及下述主觀假設，且貴公司在應用上述資訊時需要進行判斷：</p> <ul style="list-style-type: none"> — Estimated online power quantity of each wind power plant; — 各風電廠之預計上網發電量； — Discount rate. — 貼現率。 	<ul style="list-style-type: none"> • evaluating the assumption of the estimated online power quantity of wind power plants under construction by checking to the feasibility reports; • 通過對可行性研究報告之核查，對在建風電場預計上網電量之假設進行評估； • developing a range of estimate on discount rate by the internal valuation specialists to see whether the discount rate adopted by the management are within the range; and • 由內部估價專家對折現率進行一系列評估，以確定管理層採用之折現率是否在該範圍內；以及 • reviewing the management's sensitivity analysis to identify any other sensitive assumptions applied in the impairment assessment, if any, and challenging the management bias on those assumptions. • 檢查管理層之敏感性分析，以確定減值評估中應用之任何其他敏感假設(如有)，並挑戰管理層對這些假設之偏見。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

其他資訊

貴公司董事對該等其他資訊負責。年報中之資訊構成其他資訊，不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表之意見並不包括該等其他資訊，我們亦不發表任何形式之保證結論。

作為綜合財務報表審計之一部分，我們之責任是閱讀該等其他資訊，並通過閱讀該等資訊考慮其是否與合併財務報表或我們在審核過程中獲取之資訊出現重大不一致，或者似乎存在重大錯誤陳述之情況。倘根據我們已經執行之工作，我們發現該等其他資訊中出現了重大錯報，我們有責任報告事實。在此方面，我們並無報告事項。

董事及治理層就綜合財務報表須承擔之責任

貴公司董事須負責遵照香港會計師公會頒佈之「香港財務報告準則」及香港「公司條例」之披露規定，編制真實而公允之綜合財務報表以及維護董事認為必要之內部控制，以確保綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事及治理層就綜合財務報表須承擔之責任(續)

在編制綜合財務報表時，董事負責評估貴集團是否有能力進行持續經營、適當披露與持續經營相關之事項，並使用持續經營會計基礎(但董事有意圖清算貴集團或終止經營或別無其他實際替代方案除外)。

治理層負責監管集團財務報告之編制流程。

核數師就審計綜合財務報表須承擔之責任

我們之責任是根據「百慕大公司條例」第90條，對該等綜合財務報表整體獲取合理保證其是否存在由於欺詐或錯誤而導致之重大錯報，並僅向整體股東報告發表包含我們意見之核數師報告，除此之外，本報告並無其他目的。我們不對其他任何人士就本報告之內容承擔或附上任何責任。合理保證屬於高水準保證，但並不能保證根據「香港審計準則」執行之審計可以發現全部存在之重大錯誤陳述。錯誤陳述可以產生自欺詐或錯誤，如果合理預期其單獨或整體上可能影響使用者根據本合併財務報表作出經濟決策時，有關之錯誤陳述被視為重大。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

核數師就審計綜合財務報表須承擔之責任(續)

作為按照「香港審計準則」執行之審計工作之一部分，我們在審計過程中運用了職業判斷，並維持職業懷疑。同時，我們還：

- 識別及評估本綜合財務報表由於欺詐或錯誤導致之重大錯報風險，設計並執行程式回應該等風險，並獲取充分、適當之審計證據為我們之意見提供基礎。由於欺詐可能涉及合謀、造假、蓄意忽略，虛假陳述，或管理層凌駕，未能識別由於欺詐導致之重大錯報之風險高於由於錯誤導致之重大錯報風險。
- 瞭解與審計相關之內部控制以設計適合當時情況之審計程式，但並非為對貴集團內部控制之效能發表意見。
- 評價董事所採用之會計政策之合適性，以及作出之會計估計及相關披露之合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

核數師就審計綜合財務報表須承擔之責任(續)

- 根據獲取之審計證據，對董事採用持續經營作為會計基礎之合適性做出結論，判斷是否存在可能導致懷疑貴集團持續經營能力之事項或情況相關之重大不確定性。如果我們認為存在重大不確定性，我們有責任在本綜合財務報表中相關披露中提醒或倘若披露不夠充分時修正我們之意見。我們之結論基於截至我們核數師報告日所獲取之審計證據。但是，未來事項或情況有可能導致本集團不能持續經營。
- 評價本綜合財務報表之整體列報，結構及內容，包括披露以及本綜合財務報表是否公允列報了相關交易及事項。
- 獲取關於貴集團內部業務活動或實體財務資訊之充分且適當之審計證據，對本綜合財務報表發表意見。我們負責指導、監督及執行貴集團之審計。我們對審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃之審計範圍，時間安排以及重大審計發現，包括我們在審計過程中識別出內部控制之任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner on the audit resulting in the independent auditor's report is Mak Chi Lung.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
29 April 2020

核數師就審計綜合財務報表須承擔之責任(續)

我們還向治理層提供了聲明，說明我們已經符合有關獨立性相關專業要求，並與他們溝通了有可能合理地被認為會影響我們獨立性之所有關係或其他事項，以及在適用之情況下，相關之防範措施。

根據我們與治理層溝通之事項，我們將在本綜合財務報表審計中之重大事項確定為關鍵審計事項。我們將在核數師報告中描述該等事項，除非法律法規禁止公開該等事項，或在極其罕見之情形下，如果合理預期在我們報告中溝通該等事項造成之負面後果超過產生之公眾利益，則決定不在核數師報告中披露該等事項。

該獨立核數師報告中之審計約定項目合夥人為麥志龍。

德勤•關黃陳方會計師行
執業會計師
香港
2020年4月29日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2019
截至2019年12月31日止年度

			2019	2018
		Notes 附註	RMB'000 人民幣千元	<i>RMB'000</i> 人民幣千元
Revenue	收入	5, 6	1,835,922	1,414,070
Cost of sales and services rendered	服務成本及銷售成本	13	(714,842)	(547,600)
Gross profit	毛利		1,121,080	866,470
Other income	其他收入	7	31,669	30,678
Other gains and losses, net	其他收益及虧損, 淨額	8	104,886	47,140
Impairment losses under expected credit loss model, net of reversal	信用減值損失	9	(40,560)	(17,443)
Distribution and selling expenses	銷售費用		(11,695)	(6,854)
Administrative expenses	管理費用		(287,160)	(235,414)
Other expenses	其他開支	10	(35,500)	—
Finance costs	財務成本	12	(384,809)	(301,210)
Share of profit of joint ventures, net	應佔合營企業收益, 淨額		136,889	130,179
Share of profit of associates, net	應佔聯營公司收益, 淨額		17,406	16,594
Profit before income tax	除所得稅前溢利	13	652,206	530,140
Income tax expense	所得稅開支	14	(39,087)	(16,291)
Profit for the year	本年度溢利		613,119	513,849
Profit for the year attributable to:	本年度溢利歸屬於:			
Owners of the Company	本公司擁有人		604,293	502,406
Non-controlling interests	非控制性權益		8,826	11,443
			613,119	513,849
			<i>RMB cents</i> 人民幣分	<i>RMB cents</i> 人民幣分
Earnings per share attributable to owners of the Company during the year	本年度本公司擁有人應佔之每股盈利	15		
Basic earnings per share	每股基本盈利		7.22	5.88
Diluted earnings per share	每股攤薄盈利		6.86	5.87

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the year ended 31 December 2019
截至2019年12月31日止年度

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Profit for the year	本年度溢利	613,119	513,849
Other comprehensive expense:	其他全面開支：		
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>可能重分類至損益之項目</i>		
Exchange differences on translation of foreign operations	貨幣匯兌折算差額	(4,086)	(9,861)
Other comprehensive expense for the year, net of tax	本年度其他全面開支，扣除稅項	(4,086)	(9,861)
Total comprehensive income for the year	本年度全面收益總額	609,033	503,988
Total comprehensive income attributable to:	全面收益總額歸屬：		
Owners of the Company	本公司擁有人	602,258	492,394
Non-controlling interests	非控制性權益	6,775	11,594
		609,033	503,988

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合資產負債表

As at 31 December 2019

於2019年12月31日

			2019	2018
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	9,222,240	10,297,106
Right-of-use assets	使用權資產	19	548,816	—
Land use rights	土地使用權		—	432,424
Intangible assets	無形資產	20	904,814	1,004,289
Interests in associates	於聯營公司之權益	21	472,072	317,699
Interests in joint ventures	於合營企業之權益	22	1,659,770	1,532,872
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	23	34,845	8,545
Contract assets	合同資產	24	697,545	298,404
Trade and bill receivables	應收貿易賬款及票據	25	28,796	18,482
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	1,175,437	846,029
Finance lease receivables	融資租賃應收款項	27	13,578	53,628
Loan receivables	應收貸款	28	69,571	—
Deferred tax assets	遞延稅項資產	39	40,686	36,898
			14,868,170	14,846,376
Current assets	流動資產			
Inventories	存貨	29	12,958	20,482
Contract assets	合同資產	24	594,913	689,080
Trade and bill receivables	應收貿易賬款及票據	25	612,547	714,746
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	534,659	685,529
Finance lease receivables	融資租賃應收款項	27	4,276	8,327
Loan receivables	應收貸款	28	14,476	—
Amounts due from associates	應收聯營公司款項	21	39,134	20,913
Amounts due from joint ventures	應收合營企業款項	22	42,255	61,050
Cash and cash equivalents	現金及現金等值項目	30	1,462,082	1,353,613
Restricted deposits	受限制存款	30	143,046	12,692
			3,460,346	3,566,432
Assets classified as held for sale	歸類為持有待售之資產	17	1,563,921	—
			5,024,267	3,566,432
Total assets	資產總額		19,892,437	18,412,808
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	34	2,821,165	3,751,233
Other borrowings	其他借款	35	4,349,758	2,587,324
Senior notes and bonds payable	優先票據及債券之應付款項	36	1,392,941	1,463,162
Convertible loan	可換股貸款	37	418,232	200,825
Lease liabilities	租賃負債	38	81,205	—
Deferred tax liabilities	遞延稅項負債	39	12,390	13,577
Deferred government grants	遞延政府補助	40	15,643	23,273
Payables for construction in progress, other payables and accruals	項目建造之應付款項、其他應付款項及應計費用	32	489,799	1,362,746
Financial guarantee contract liabilities	財務擔保合同負債	41	33,808	—
			9,614,941	9,402,140

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合資產負債表(續)

As at 31 December 2019

於2019年12月31日

			2019	2018
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Current liabilities	流動負債			
Trade and bill payables	應付貿易賬款及票據	31	1,081,632	999,809
Payables for construction in progress, other payables and accruals	項目建造之應付款項、其他應付款項及應計費用	32	1,362,755	1,458,157
Contract liabilities	合同負債	33	95,471	61,492
Amounts due to associates	應付聯營公司款項	21	—	234
Amounts due to joint ventures	應付合營企業款項	22	53,943	19,837
Bank borrowings	銀行借款	34	506,364	620,389
Other borrowings	其他借款	35	164,388	102,931
Senior notes and bonds payable	優先票據及債券之應付款項	36	—	199,519
Lease liabilities	租賃負債	38	11,502	—
Financial guarantee contract liabilities	財務擔保合同負債	41	9,098	—
Current income tax liabilities	應付所得稅		13,187	1,561
			3,298,340	3,463,929
Liabilities associated with assets classified as held for sale	歸類為持有待售之負債	17	1,009,955	—
			4,308,295	3,463,929
Total liabilities	負債總額		13,923,236	12,866,069
Net current assets	流動資產淨值		715,972	102,503
Total assets less current liabilities	資產總值減流動負債		15,584,142	14,948,879
Net assets	資產淨值		5,969,201	5,546,739
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	42	73,652	74,049
Reserves	儲備		5,869,651	5,444,179
			5,943,303	5,518,228
Non-controlling interests	非控制性權益		25,898	28,511
Total equity	權益總額		5,969,201	5,546,739

The consolidated financial statements on pages 217 to 427 were approved and authorised for issue by the board of directors on 30 March 2020 and are signed on its behalf by:

載於第217頁至427頁之財務報表於二零二零年三月三十日獲董事會批准及授權刊發並代表簽署：

Liu Shunxing
劉順興
Director
董事

Liu Jianhong
劉建紅
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019
截至2019年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital (Note 42)	Treasury shares (Note 42)	Share premium	Contributed surplus (Note 55)	Premium arising on acquisition of non-controlling interests 收購非控制性權益所產生之溢價	Exchange reserves	Other reserves (Note (b))	Retained earnings (Note (a))	Subtotal	Non-controlling interests	Total equity
		股本 (附註42)	庫存股 (附註42)	股份溢價	繳入盈餘 (附註55)	匯兌儲備	其他儲備 (附註(b))	保留盈利 (附註(a))	總計	非控制性權益	權益總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2019	於2019年1月1日	74,049	(49,814)	396,199	2,359,063	(53,105)	(4,132)	91,641	2,704,327	5,518,228	28,511	5,546,739
Profit for the year	本年度溢利	—	—	—	—	—	—	604,293	604,293	8,826	613,119	
Other comprehensive expense	其他全面開支	—	—	—	—	—	(2,035)	—	(2,035)	(2,051)	(4,086)	
Total comprehensive (expense)/income for the year	本年度全面(開支)/收益總額	—	—	—	—	—	(2,035)	604,293	602,258	6,775	609,033	
Ordinary share issued as treasury shares (Note 42(iii))	作為庫存股發行之普通股(附註42(iii))	1,012	(1,012)	—	—	—	—	—	—	—	—	
Cancellation of treasury shares (Note 42(iii))	註銷庫存股(附註42(iii))	(1,409)	49,313	(47,904)	—	—	—	—	—	—	—	
Repurchase of ordinary shares (Note 42(iii))	普通股回購(附註42(iii))	—	(47,540)	—	—	—	—	—	(47,540)	—	(47,540)	
Vesting of shares under share award scheme (Note 43)	獎勵股份之歸屬(附註43)	—	2,636	(654)	—	—	(1,982)	—	—	—	—	
Recognition of equity-settled share-based payments (Note 43)	以股份為基準之付款(附註43)	—	—	—	—	—	20,030	—	20,030	—	20,030	
2018 final dividends	2018年度股息	—	—	—	—	—	—	(149,673)	(149,673)	—	(149,673)	
Contributions by non-controlling interests	非控制性權益出資	—	—	—	—	—	—	—	—	500	500	
Acquisition of non-controlling interests	非控制性權益收購	—	—	—	—	—	—	—	—	(500)	(500)	
Dividend paid to non-controlling interests	支付股息予非控制性權益	—	—	—	—	—	—	—	—	(9,388)	(9,388)	
Balance at 31 December 2019	於2019年12月31日	73,652	(46,417)	347,641	2,359,063	(53,105)	(6,167)	109,689	3,158,947	5,943,303	25,898	5,969,201

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

For the year ended 31 December 2019
截至2019年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital (Note 42)	Treasury shares (Note 42)	Share premium	Contributed surplus (Note 55)	Premium arising on acquisition of non-controlling interests 收購非控制性權益所產生之溢價	Exchange reserves	Other reserves (Note (b))	Retained earnings (Note (a))	Subtotal	Non-controlling interests	Total equity
		股本 (附註42)	庫存股 (附註42)	股份溢價	繳入盈餘 (附註55)	匯兌儲備	其他儲備 (附註(b))	保留盈利 (附註(a))	總計	非控制性權益	權益總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2018	於2018年1月1日	75,164	(47,593)	430,724	2,359,063	(49,006)	5,880	98,485	2,275,075	5,147,792	97,350	5,245,142
Profit for the year	本年度溢利	—	—	—	—	—	—	—	502,406	502,406	11,443	513,849
Other comprehensive (expense)/ income	其他全面(開支)/ 收益	—	—	—	—	—	(10,012)	—	—	(10,012)	151	(9,861)
Total comprehensive (expense)/ income for the year	本年度全面(開支)/ 收益總額	—	—	—	—	—	(10,012)	—	502,406	492,394	11,594	503,988
Cancellation of treasury shares	註銷庫存股	(1,115)	34,895	(33,780)	—	—	—	—	—	—	—	—
Repurchase of ordinary shares	普通股回購	—	(45,250)	—	—	—	—	—	—	(45,250)	—	(45,250)
Vesting of shares under share award scheme	獎勵股份之歸屬	—	8,134	(745)	—	—	—	(7,389)	—	—	—	—
Share-based compensation	以股份為基準之付款	—	—	—	—	—	—	545	—	545	—	545
2017 final dividends	2017年度股息	—	—	—	—	—	—	—	(73,154)	(73,154)	—	(73,154)
Acquisition of non-controlling interests	非控制性權益收購	—	—	—	—	(4,099)	—	—	—	(4,099)	(68,583)	(72,682)
Dividend paid to non-controlling interests	支付股息予非控制性權益	—	—	—	—	—	—	—	—	—	(11,850)	(11,850)
Balance at 31 December 2018	於2018年12月31日	74,049	(49,814)	396,199	2,359,063	(53,105)	(4,132)	91,641	2,704,327	5,518,228	28,511	5,546,739

Notes:

附註:

- (a) Pursuant to the relevant laws in the People's Republic of China (the "PRC"), each of the subsidiaries established in the PRC is required to allocate 10% of its profit after tax to the statutory reserves fund until such fund reaches 50% of the companies' registered capital. The statutory reserves fund can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase registered capital of the subsidiaries, provided that such fund is maintained at a minimum of 25% of the subsidiaries' registered capital. As at 31 December 2019, retained earnings of the Group comprised statutory reserves fund amounting to RMB568,447,000 (2018: RMB460,680,000).
- (a) 按照中國相關法律，每家中國境內成立之附屬公司按規定須分配公司稅後淨利潤之10%至法定盈餘公積，直至此公積達到公司註冊資本之50%。當取得相關授權批准時，保證公積保持不少於公司註冊資本25%，法定盈餘公積可被使用抵銷累計虧損或增加公司註冊資本金。於2019年12月31日，本集團包含法定盈餘公積之留存收益金額為人民幣568,447,000元(2018：人民幣460,680,000元)。
- (b) Other reserves mainly represent share-based payments reserve and included share-based compensation recognised of which the related share options have forfeited after the vesting date or were still not exercised at the expiry date.
- (b) 其他儲備主要為以股份為基礎之支付，該等支付之股權已於行權日後予以放棄或直至失效日都未行使。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019

截至2019年12月31日止年度

			2019	2018
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash flows from operating activities	來自經營活動之現金流量			
Cash generated from operations	經營業務所得之現金	44(a)	967,948	784,339
Income tax paid	支付所得稅		(31,846)	(18,078)
Net cash generated from operating activities	經營活動所產生之現金淨額		936,102	766,261
Cash flows from investing activities	來自投資活動之現金流量			
Payments for property, plant and equipment	購買物業、廠房及設備		(1,291,223)	(2,310,576)
Payments for right-of-use assets/land use rights	購買使用權資產／土地使用權		(98,690)	(87,198)
Capital injection to joint ventures and associates	向合營企業及聯營公司註資		(62,440)	(54,597)
Net cash inflow on disposal/de-registration of subsidiaries	處置／註銷附屬公司所得款項淨額	44(b)	414,172	87,027
Net proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	44(c)	6,173	2,237
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益之金融資產所得款項		—	208,440
Payments for purchase of financial assets at fair value through profit or loss	購置按公允價值計入損益之金融資產		(27,288)	(175,282)
Proceeds from disposal of other financial assets	出售其他金融資產所得款項		2,605,577	5,329,809
Payments for acquisition of other financial assets	購置其他金融資產		(2,584,680)	(5,291,226)
Dividends received from joint ventures and associates	已收合營企業及聯營公司之股息		5,820	44,615
Deposits received for disposal of subsidiaries	處置附屬公司預收股權款		30,100	1,000
Refund of deposits paid for project investments	收回電廠投資預付款		80,000	6,663
Repayment from joint ventures	收回合營企業之墊款		26,244	23,757
Receipts of government grants	政府補助之收款		330	2,902
Interest received	已收利息		9,605	11,983
Placement of restricted deposits	新增受限制存款		(143,046)	(2,781)
Withdrawal of restricted deposits	受限制存款返還		12,692	89,598
Net cash used in investing activities	投資活動所用之現金淨額		(1,016,654)	(2,113,629)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019
截至2019年12月31日止年度

			2019	2018
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash flows from financing activities	來自融資活動之現金流量			
Payment for share repurchase	42	(47,540)	(45,250)	
Proceeds from bank borrowings		266,447	816,950	
Repayment of bank borrowings		(640,366)	(534,173)	
Proceeds from other borrowings		1,508,337	512,931	
Repayments of other borrowings		(104,698)	(34,770)	
Repayment of lease liabilities		(13,710)	—	
Issue of senior notes and bonds	36	—	1,280,180	
Senior notes and bond issue expense	36	—	(12,290)	
Repayments of senior notes and bonds	36	(300,000)	—	
Issue of convertible loan	37	201,858	189,938	
Convertible loan issue expense	37	(2,019)	(1,894)	
Dividends paid to owners of the Company		(149,673)	(73,154)	
Dividends paid to non-controlling interests		(9,388)	(11,850)	
Acquisition of non-controlling interests of subsidiaries		—	(24,170)	
Contributions by non-controlling interests		500	—	
Interest paid		(502,744)	(378,847)	
Net cash generated from financing activities	融資活動所產生之現金淨額	207,004	1,683,601	
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	126,452	336,233	
Cash and cash equivalents at beginning of the year		1,353,613	1,011,294	
Effect of foreign exchange rate changes		2,501	6,086	
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	1,482,566	1,353,613	
Analysis of balances of cash and cash equivalents	現金及現金等值項目結餘之分析			
Cash and bank balances	30	1,605,128	1,366,305	
Restricted deposits	30	(143,046)	(12,692)	
Cash and bank balances attributable to the disposal subsidiaries classified as held for sale	17	20,484	—	
		1,482,566	1,353,613	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

1. GENERAL INFORMATION

Concord New Energy Group Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The address of its registered office is Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong. The address of principal place of business is Rooms 204 to 205, China Wind Power Building, No. 9, South Shou Ti Road, Haidian District, Beijing, Mainland China.

During the year, the Company and its subsidiaries (together the “Group”) were involved in the following principal activities of operating and investment in power plants, provision of power plant operation and maintenance services, provision of design, technical and consultation services.

These consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

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

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

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

1. 基本資料

協合新能源集團有限公司(本公司)是在百慕大群島註冊成立之有限公司，公司股份在香港證券交易所上市(「香港證券交易所」)。本公司註冊地址為SUITE 3901, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, ADMIRALTY, HONG KONG。主要營業地址為中國北京市海澱區首體南路9號中國風電大廈204-205室。

於本年度內，本公司及其附屬公司(統稱「本集團」)主要從事下列業務：電廠運營及投資、電廠運行及維護、提供設計、技術及諮詢服務。

本綜合財務報表均以人民幣(「人民幣」)列報，人民幣亦是本公司功能貨幣。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

2.1 本年度強制生效之香港財務報告準則之新增及修訂

於本年度，本集團首次應用以下由香港會計師公會頒布之新訂及經修訂香港財務報告準則：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

HKFRS 16
Leases

HK(IFRIC)-Int 23

Uncertainty over Income Tax Treatments

Amendments to HKFRS 9
Prepayment Features with Negative Compensation

Amendments to HKAS 19
Plan Amendment, Curtailment or Settlement

Amendments to HKAS 28
Long-term Interests in Associates and Joint Ventures

Amendments to HKFRSs
Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

香港財務報告準則第16號
租賃

香港(香港財務報告準則解釋公告)一 詮釋第23號
所得稅處理之不確定性

香港財務報告準則第9號(修訂本)
預付費功能及負補償

香港會計準則第19號(修訂本)
計劃修訂、削減或結算

香港會計準則第28號(修訂本)
聯營公司及合營企業之長選擇權益

香港財務報告準則(修訂本)
香港財務報告準則年度改進：2015-2017年週期

除下述外，本年度應用香港財務報告準則修訂對本年度本集團財務表現及本年度及以往年度財務狀況及／或綜合財務報表中所列載披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

香港財務報告準則第16號租賃

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

租賃定義

本集團已選擇採用簡便實務操作方法，對之前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號「釐定一項安排是否包含租賃而識別為租賃之合約」，應用香港財務報告準則第16號；以及對之前並無識別為包含租賃之合約，不應用香港財務報告準則第16號。因此，本集團並無重新評估於首次應用日期前已存在之合約。

就於二零一九年一月一日或之後訂立或修改之合約而言，本集團根據香港財務報告準則第16號所載規定，於評估合約是否包含租賃時應用租賃之定義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，並於首次應用日期(即二零一九年一月一日)確認累計影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

HKFRS 16 Leases (CONTINUED)

As a lessee (CONTINUED)

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained earnings and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

(i) Applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of machinery and equipment in the United States was (“US”) determined on a portfolio basis;

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities is 4.0%.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

於二零一九年一月一日，本集團根據香港財務報告準則第16號C8(b)(ii)之過渡條文按相當於相關租賃負債經任何預付及預提租賃付款額調整之金額確認額外之租賃負債和使用權資產。於首次應用日期之任何差額於期初留存溢利確認，並無重列比較信息。

當於過渡時採用香港財務報告準則第16號項下之經修訂追溯法時，本集團已在逐項租賃之基礎上，對之前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關之租賃，採用以下簡便實務操作方法：

(I) 對於類似經濟環境下具備同類別相關資產及相若剩餘租期之租賃組合採用單一貼現率；具體而言，於美國的若干機械及設備租賃的貼現率乃根據投資組合予以確認；

本集團在確認先前列為經營租賃的租賃負債時，已於首次申請日適用有關集團實體的遞增借款利率。相關集團實體採用的加權平均增量借款利率為4.0%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

HKFRS 16 Leases (CONTINUED)

As a lessee (CONTINUED)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

**At 1 January
2019
於2019年
1月1日**

RMB'000
人民幣千元

Operating lease commitments disclosed at 31 December 2018	於2018年12月31日之 經營租賃承擔	158,546
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現之 租賃負債	105,783
Less: Recognition exemption — low value assets	減：豁免認可 — 低價值資產	(4,663)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	於2019年1月1日適用香港財務報告準則16已確認經營租賃有關之租經營負債	101,120
Analysed as	分析如下	
Current	流動	10,454
Non-Current	非流動	90,666
		101,120

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

HKFRS 16 Leases (CONTINUED)

As a lessee (CONTINUED)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

		Right-of-use assets 使用權資產
		RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	與應用香港財務報告準則第16號時確認的經營租賃有關之使用權資產	101,120
Reclassified from prepayment, deposits and other receivables (Note)	重新分類自預付款、存款和其他應收款(附註)	54,835
Reclassified from Land use rights	重新分類自土地使用權	432,424
		<u>588,379</u>

Note:

Upfront payments for leasehold lands in the PRC and leased machinery and equipment in the US for own used properties were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to RMB22,317,000 and RMB32,518,000 respectively were reclassified to right-of-use assets.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

於2019年1月1日自用使用權資產賬面值包括下列各項：

		Right-of-use assets 使用權資產
		RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	與應用香港財務報告準則第16號時確認的經營租賃有關之使用權資產	101,120
Reclassified from prepayment, deposits and other receivables (Note)	重新分類自預付款、存款和其他應收款(附註)	54,835
Reclassified from Land use rights	重新分類自土地使用權	432,424
		<u>588,379</u>

附註：

於2018年12月31日就中國自用租賃土地及美國租用機器及設備作出的前期款項分類為預付租賃款項。於應用香港財務報告準則第16號後，預付租賃款項的流動部分人民幣22,317,000元及非流動部分人民幣32,518,000元已分別重新分類至使用權資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

HKFRS 16 Leases (CONTINUED)

Sales and leaseback transactions

The Group acts as a seller-lessee

In accordance with the transition provisions of HKFRS 16, sale and leaseback transactions entered into before the date of initial application were not reassessed. Upon application of HKFRS 16, the Group applies the requirements of HKFRS 15 to assess whether sales and leaseback transaction constitutes a sale. During the year, the Group entered into a sale and leaseback transaction in relation to certain plant and machinery and the transaction does not satisfy the requirements as a sale. Accordingly, the Group accounts for the transfer proceeds of RMB2,984,836,000 as other borrowings within the scope of HKFRS 9.

The Group acts as a buyer-lessor

In accordance with the transition provisions of HKFRS 16, sale and leaseback transactions entered into before the date of initial application were not reassessed. Upon application of HKFRS 16, the Group as a buyer-lessor does not recognise the transferred asset if such transfer does not satisfy the requirements of HKFRS 15 as a sale. During the year, several sales and leaseback transactions in which the relevant seller-lessees have an obligation or a right to repurchase the relevant assets were accounted as financing arrangements under HKFRS 9.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

香港財務報告準則第16號租賃(續)

售後租回交易

本集團作為賣方-承租人

根據香港財務報告準則第16號之過渡條款，首次應用日前進行的售後租回交易未經重新評估。應用香港財務報告準則第16號後，本集團根據香港財務報告準則第15號之要求，評估售後租回交易是否構成銷售。年內，本集團就若干廠房及機械進行售後租回交易，但該交易不符合作為銷售之要求。因此，本集團將人民幣2,984,836,000元的轉讓收益在香港財務報告準則第9號範圍內按其他借款核算。

本集團作為買方-出租人

根據香港財務報告準則第16號之過渡條款，首次應用日前進行的售後租回交易未經重新評估。應用香港財務報告準則第16號後，倘若轉讓不符合香港財務報告準則第15號的作為銷售之要求，本集團作為買方-出租人不確認轉讓資產。年內，有關賣方-承租人有義務或有權購回有關資產的若干售後租回交易，均按香港財務報告準則第9號列為融資安排。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2.1 New and amendments to HKFRSs that are mandatorily effective for the current year (CONTINUED)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

	Carrying amount previously reported at 31 December 2018 截止 2018年12月31日 之帳面價值	Adjustments	Carrying amount under HKFRS 16 at 1 January 2019 2019年1月1日 香港財務報告準則 第16號下之帳面價值
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Impact on the consolidated statement of financial position			
Current Assets			
Prepayments, deposits and other receivables			
— current portion			
— of land use rights	22,317	(22,317)	—
Non-current Assets			
Land use rights	432,424	(432,424)	—
Prepayments, deposits and other receivables	32,518	(32,518)	—
Right-of-use assets	—	588,379	588,379
Current Liabilities			
Lease liabilities	—	10,454	10,454
Non-current liabilities			
Lease liabilities	—	90,666	90,666

Note:

For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 本年度強制生效之香港財務報告準則之新增及修訂(續)

於2019年1月1日對綜合資產負債表確認的金額作出以下調整。概無列示未受變更影響的項目。

	Carrying amount previously reported at 31 December 2018 截止 2018年12月31日 之帳面價值	Adjustments	Carrying amount under HKFRS 16 at 1 January 2019 2019年1月1日 香港財務報告準則 第16號下之帳面價值
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Impact on the consolidated statement of financial position			
Current Assets			
Prepayments, deposits and other receivables			
— current portion			
— of land use rights	22,317	(22,317)	—
Non-current Assets			
Land use rights	432,424	(432,424)	—
Prepayments, deposits and other receivables	32,518	(32,518)	—
Right-of-use assets	—	588,379	588,379
Current Liabilities			
Lease liabilities	—	10,454	10,454
Non-current liabilities			
Lease liabilities	—	90,666	90,666

附註：

就按間接法報告截至二零一九年十二月三十一日止年度經營活動所得現金流量而言，營運資金的變動已根據上文所披露的於二零一九年一月一日的期初財務狀況表計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

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

2.2 New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17

*Insurance Contracts*¹

Amendments to HKFRS 3

*Definition of a Business*²

Amendments to HKFRS 10 and HKAS 28

*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*³

Amendments to HKAS 1 and HKAS 8

*Definition of Material*⁴

Amendments to HKFRS 9, HKAS 39 and HKFRS 7

*Interest Rate Benchmark Reform*⁴

¹ Effective for annual periods beginning on or after 1 January 2021.

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

³ Effective for annual periods beginning on or after a date to be determined.

⁴ Effective for annual periods beginning on or after 1 January 2020.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂及經修訂之香港財務報告準則

本集團並未提前採納以下已頒佈但尚未生效之新訂及經修訂之香港財務報告準則：

香港財務報告準則第17號

*保險合約*¹

香港財務報告準則第3號(修訂本)

*業務定義*²

香港財務報告準則第10號及香港會計準則第28號(修訂本)

*投資方與其聯營公司／合營企業間之資產出售／投入*³

香港會計準則第1號和香港會計準則第8號(修訂)

*重要性定義*⁴

香港財務報告準則第9號、香港財務報告準則第39號及香港會計準則第37號(修訂本)

*基準利率改革*⁴

¹ 於二零二一年一月一日或其後開始之年度期間生效。

² 對於收購日期為二零二零年一月一日或之後第一個年度期開始之日或之後之企業合併及資產收購有效。

³ 有效期自確定日期始或之後的年度。

⁴ 於二零二零年一月一日或其後開始之年度期間生效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2.2 New and amendments to HKFRSs in issue but not yet effective (CONTINUED)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

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

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

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

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效之新訂及經修訂之香港財務報告準則(續)

除了上述對香港財務報告準則之修訂外，香港財務報告準則亦於2018年修訂。其相應修訂，即對香港財務報告準則概念框架的修訂，將於2020年1月1日或之後的年度期間生效。

本公司董事預期，應用所有新訂及經修訂香港財務報告準則將不會於可見將來對綜合財務報表產生重大影響。

3. 主要會計政策

本綜合財務報表根據香港會計師公會發佈之香港財務報告準則編制。此外，綜合財務報表還包括《香港聯合交易所有限公司證券上市規則》和香港公司條例規定之適用披露。

如下列會計政策所述，除了在每一報告期末按重估金額或公允價值計量之某些金融工具之外，本合併財務報表是在歷史成本基礎上編制之。

歷史成本一般是基於為取得產品和服務所支付之對價之公允價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

3. 主要會計政策(續)

公允價值是指市場參與者之間在計量日進行之有序交易中出售一項資產所收取之價格或轉移一項負債所支付之價格，無論該價格是直接取得還是採用其他估值技術作出之估計。在對資產或負債之公允價值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮之資產特性。在本合併財務報表中計量和／或披露之公允價值均在此基礎上予以確定，除香港財務報告準則第2號規定之以股份為基礎之支付交易、香港財務報告準則第16號(於2019年1月1日起)或香港會計準則第17號(應用香港財務報告準則第16號之前)規定之租賃範圍內之租賃交易、以及與公允價值類似但並非公允價值之計量，例如，香港會計準則2號規定之存貨中之可變現淨值或香港會計準則第36號規定之資產減值中之使用價值。

就按照公允價值交易之金融工具及其後期間採用不可觀察輸入值計量公允價值之估值技術，對該項估值方法進行校正，以使初始確認時估值技術之計算結果與交易價格相等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

3. 主要會計政策(續)

此外，出於財務報告目之，公允價值計量應基於公允價值計量之輸入值之可觀察程度以及該等輸入值對公允價值計量整體之重要性，被歸入第一層、第二層或第三層級之第公允價值級次，具體如下所述：

- 第一層級輸入值是指主體在計量日能獲得之相同資產或負債在活躍市場中未經調整之報價；
- 第二層級輸入值是指除了第一層級輸入值所包含之報價以外之，資產或負債之其他直接或間接可觀察之輸入值；以及
- 第三層級輸入值是指資產或負債之不可觀察輸入值。

主要之會計政策請見下文。

合併基礎

合併財務報表包括本公司及本公司及其附屬公司控制之主體(包括結構化主體)之財務報表。當本公司符合以下條件時，其具有對該主體之控制：

- 擁有對被投資者之權力；
- 通過對被投資者之涉入而承擔或有權獲得可變回報；以及
- 有能力運用對被投資者之權力影響所得到回報之金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (CONTINUED)

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

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

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

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

3. 主要會計政策(續)

合併基礎(續)

如有事實和情況表明上述控制三要素中之一項或多項要素發生了改變，本集團將重新評估其是否具有對被投資者之控制。

附屬公司之合併始於本集團獲得對該附屬公司之控制權之時，並止於本集團喪失對該附屬公司之控制權之時。特別是，在本年度購入或處置之附屬公司產生之收益和費用自本集團獲得控制權日起直至本集團停止對附屬公司實施控制之日為止納入綜合損益內。

損益和其他全面收益之各個組成部分歸屬於本公司之所有者及非控制性權益。附屬公司之綜合收益總額歸屬於本公司之所有者及非控制性權益，即使這將導致非控制性權益之金額為負數。

為使附屬公司之會計政策與本集團之會計政策一致，必要時已對附屬公司之財務報表進行調整。

合併時，與集團成員之間發生之交易相關之所有集團內部資產和負債、權益、收益、費用和現金流量均全額抵銷。

附屬公司非控股權益與本集團權益中單獨呈列，乃指為於清盤時讓持有人有權按比例攤佔相關附屬公司淨資產之現時所有人權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (CONTINUED)

Changes in the Group's interests in existing subsidiaries

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

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

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9/HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策(續)

合併基礎(續)

本集團在現有附屬公司中之權益變動

本集團在附屬公司中不會導致本集團喪失對附屬公司控制之權益變動作為權益交易核算。本集團持有之權益和非控制性權益之賬面金額應予調整以反映附屬公司中相關權益之變動。調整之非控制性權益之金額與收取或支付之對價之公允價值之間差額直接計入權益並歸屬於本公司之所有者。

任何非控制性權益調整之差異及公允對價之支付或收取均直接確認於權益及歸屬於本公司所有者持有之權益中。

當本集團喪失對附屬公司之控制權時，將確認利得或損失並計入損益，該利得或損失之計算為(1)所收到之對價之公允價值和任何保留權益之公允價值總額與(2)附屬公司資產(包括商譽)和負債以及非控制性權益之原賬面金額之間之差額。此前計入其他全面收益之與附屬公司相關之全部金額應視同本集團已直接處置該附屬公司之相關資產或負債進行核算，即重分類到損益或結轉到適用之國際財務報告準則規定／允許之其他權益類別。在前附屬公司中保留之投資在喪失控制權之日之公允價值應作為按照HKFRS 9/HKAS 39進行初始確認之公允價值，或者作為在聯營企業或合營企業中之投資之初始確認成本(如適當)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations

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

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

3. 主要會計政策(續)

企業合併

購買業務採用購買法進行會計處理。在企業合併中轉讓之對價按公允價值計量(即,按下列各項在購買日之公允價值之和來計算:本集團轉讓之資產、本集團對被購買方之前所有者發生之負債、以及本集團為換取被購買方之控制權而發行之權益)。與購買相關之成本通常在發生時計入損益。

在購買日,所取得之可辨認資產和所承擔之負債應按公允價值予以確認,但以下各項除外:

- 遞延所得稅資產或負債及僱員福利安排之相關資產或負債應分別遵循《香港會計準則第12號—所得稅》和香港會計準則第19號僱員福利予以確認和計量;
- 與被購買方以股份為基礎之支付安排、或為替換被購買方以股份為基礎之支付安排所簽訂之本集團以股份為基礎之支付安排相關之負債或權益工具應在購買日遵循香港財務報告準則第2號以股份為基礎之交易予以計量;以及
- 按照《香港財務報告準則第5號—持有待售之非流動資產和終止經營》,劃歸為持有待售之資產(或處置組)應遵循該準則予以計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations (CONTINUED)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which the lease term ends within 12 months of the acquisition date; or the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at the acquisition date. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

3. 主要會計政策(續)

企業合併(續)

- 租賃負債按剩餘租賃付款的現值確認和計量(如香港財務報告準則第16號所定義)，如收購的租賃在收購日是新的租賃，但租賃期限在收購日起12個月內終止；或標的資產價值較低的租賃除外。使用權資產按相關租賃負債的相同金額進行確認和計量，並在與市場條款比較時進行調整，以反映租賃的有利或不利條款。

商譽應按所轉讓之對價、在被購買方之任何非控制性權益金額以及購買方先前在被購買方持有之權益(如有)之公允價值之總額超過購買日所取得之可辨認資產和所承擔之負債相抵後之淨額之差額進行計量。如果在重新評估後，購買日所取得之可辨認資產和所承擔之負債相抵後之淨額超過了所轉讓之對價、在被購買方之任何非控制性權益金額以及購買方先前在被購買方持有之權益(如有)之總額，超出之差額立即作為廉價購買利得計入損益。

代表當前所有者權益並使其持有者有權在清算時享有主體淨資產之比例份額之非控制性權益，可按其公允價值或非控制性權益享有被購買方可辨認淨資產已確認金額之份額進行初始計量。應在逐筆交易基礎上選擇所採用之計量基礎。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goodwill

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

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

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

Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

3. 主要會計政策(續)

商譽

購買業務所產生之商譽應按在業務購買日確定之成本(參見上文會計政策)減累計減值損失(如有)計量。

為進行減值測試，商譽應分配到本集團預計能從企業合併之協同效應中受益之每一現金產出單元(或現金產出單元組合)，其代表了因內部管理目之而對商譽監督之最低水準，並且不得超過運營分部。

獲分配商譽之現金產出單元(或現金產出單元組合)會每年進行減值測試，但如果跡象顯示該現金產出單元可能會發生減值，則會更頻繁地進行減值測試。如若在報告期內因並購產生商譽則獲分配，商譽之現金產生單元(或現金產生單元組合)將在該報告期期末之前進行商譽減值測試。如果現金產出單元(或現金產出單元組合)之可收回金額低於其賬面金額，減值損失會首先沖減分配到該單元之商譽之賬面金額，然後根據該單元每一資產之賬面金額之比例將減值損失分攤到該單元(或該組合)之其他資產。

商譽之減值損失直接計入損益。商譽之減值損失不可在後續期間轉回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goodwill (CONTINUED)

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

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

Investments in associates and joint ventures

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

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

3. 主要會計政策(續)

商譽(續)

在處置相關現金產出單元或現金產出單元組中的任何現金產出單元時，所佔分攤商譽均計入處置損益中。在處置現金產出單元(或現金產出單元組中的任何現金產出單元)中的一項經營業務時，處置部分的商譽金額按經營業務處置部分(或現金產出單元)的相關價值及現金產出單元(或現金產出單元組)的留存部分計量。

本集團有關購買聯營企業所產生之商譽之政策將於下文闡述。

聯營公司和合營企業中之投資

聯營公司是指本集團對其實施重大影響之主體。重大影響是指參與決定被投資者之財務及經營政策之權力、但不是控制或共同控制這些政策。

合營企業是指共同控制一項安排之參與方對該項安排之淨資產享有權利之合營安排。共同控制是指按合同約定分享對一項安排之控制權，並且僅在對相關活動之決策要求分享控制權之參與方一致同意時才存在。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (CONTINUED)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances.

Under the equity method, an investment in an associate or joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture.

Changes in net assets of the associate or joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 主要會計政策(續)

聯營公司和合營企業中之投資(續)

對聯營公司或合營企業之經營成果、資產及負債按權益法會計納入本合併財務報表。使用權益法核算之聯營公司或合營企業之財務報表採用與本集團對類似情況交易和事件所採用之統一會計準則編制。

根據權益法，聯營公司或合營企業中之投資在綜合財務狀況表中按成本進行初始確認，並在其後進行調整，以確認本集團在該聯營公司或合營企業之損益及其他全面收益中所佔之份額。

如果本集團在聯營公司或合營企業之損失中所佔之份額超過本集團在該聯營公司或合營企業中之權益(包括任何實質上構成本集團對該聯營公司或合營企業之淨投資之長期權益)，本集團應終止確認其在進一步損失中所佔之份額。額外損失僅在本集團發生之法定或推定義務或代表聯營公司或合營企業進行之支付範圍內進行確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (CONTINUED)

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

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

3. 主要會計政策(續)

聯營公司和合營企業中之投資(續)

聯營公司或合營企業中之投資應自被投資者成為聯營公司或合營企業之日起採用權益法進行核算。取得聯營公司或合營企業中之投資時，投資成本超過本集團在被投資者之可辨認資產及負債之公允價值淨額中所佔份額之部份確認為商譽(商譽會納入投資之賬面金額內)。如果本集團在此類可辨認資產及負債之公允價值淨額中所佔之份額超過投資成本，而且在重新評估後亦是如此，則超出之金額會在取得該項投資之當期立即計入損益。

本集團就是否存在客觀證據表明於聯營公司或合營公司中的權益發生減值予以評估。倘存在任何客觀證據，則該項投資(包括商譽)的全部賬面餘額需按照「香港會計準則第36號-資產減值」作為單個資產並通過對比可收回金額(使用價值與公允價值減處置費用後兩者之較高者)與賬面餘額進行減值測試。任何已確認減值損失構成該項投資之賬面餘額之一部分。任何減值損失轉回需按照香港會計準則第36號予以確認，且不得超過後期增加之投資的可回收金額。

當本集團不再對聯營公司或合營企業擁有重大影響，則計量為處置被投資者全部權益，其損益計入當期損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (CONTINUED)

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

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9, which continue to be measured in accordance with the accounting policies as set out in respective sections.

3. 主要會計政策(續)

聯營公司和合營企業中之投資(續)

當某集團主體與本集團之聯營公司或合營企業進行交易時，此類與聯營公司或合營企業進行之交易所產生之損益將僅按聯營公司或合營企業中之權益與本集團無關之份額，在本集團之合併財務報表中予以確認。

持有待售非流動資產

當非流動資產或處置資產組之賬面金額主要是透過銷售交易而不是持續使用收回時，則分類為持有待售。根據出售此類資產(或處置資產組)之慣例，倘資產(或處置資產組)可於其現有狀態立即出售，且其出售很可能發生時，則視為滿足條件。管理層須對出售作出承諾，而出售預期應於分類日起一年內滿足確認為已完成出售之條件。

當本集團承諾出售計劃涉及失去一家附屬公司控制權時，該附屬公司之所有資產及負債於符合上述條件時均分類為持有待售，不論本集團是否將於出售後保持對相關附屬公司之非控制性股東權益。

分類為持有待售之非流動資產(及資產處置組)會按其以往賬面金額及公允值扣減出售成本孰低計量，但香港財務報告準則第9號範圍內之金融資產除外，其繼續按照各相關規定之會計政策計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 主要會計政策(續)

客戶合約收益

本集團於完成履約義務時(或就此)確認收益，即於特定履約責任相關的貨品或服務之「控制權」轉讓予客戶時。

履約義務是指一項可明確區分之商品或服務(或多項商品或服務)或一系列實質相同可明確區分之商品或服務。

當滿足下列條件之一時，控制在一段時間內轉移並且收入按照完成相關履約義務之進度在一段時間內確認：

- 客戶在本集團履約之同時取得並消耗通過本集團履約所提供的利益；
- 本集團之履約創造或改良了客戶在資產被創造或改良時就控制之資產；或
- 本集團之履約並未創造一項可被本集團用於替代用途之資產，且本集團具有就迄今為止已完成之履約部分而獲得付款之權利。

否則，在當客戶取得對該項明確商品或服務控制時之時點確認收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (CONTINUED)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for presented on a net basis.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis, except for the allocation of variable consideration.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

3. 主要會計政策(續)

客戶合約收益(續)

合同資產指本集團已向客戶轉讓商品而有權收取代價的權利，且該權利取決於時間流逝之外之其他因素。合同資產按照香港財務報告準則第9號評估減值。而應收賬款指本集團代表的是本集團無條件收取代價之權利，即僅僅隨著時間之流逝即可收款。

合同負債指本集團已收(或應收)客戶代價而應向客戶轉讓商品或服務之義務。

與同一合同相關之合同資產和合同負債均以淨額列報。

具有多項履約義務之合同(包括交易價格的分配)

合同中包含兩項或多項履約義務，本集團按照相關單獨售價，將交易價格分攤至各單項履約義務，惟折價和可變代價之分攤除外。

每項履約義務所依據的特定商品或服務的單獨售價在合同開始時確定，代表了本集團向客戶單獨出售所承諾之商品或服務之價格。倘單獨售價不能直接觀察到，本集團則使用適當技術對其進行估算，以使最終分配至任一履約義務之交易價格能反映本集團預期有權轉換所承諾貨物或對客戶之服務之對價金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (CONTINUED)

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

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date (service contracts in which the Group bills a fixed amount for the time of service provided), the Group recognises revenue in the amount to which the Group has the right to invoice.

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

3. 主要會計政策(續)

客戶合約收益(續)

某一段時間內收入確認：完全滿足履約進度之計量

完全滿足履約進度乃基於產出法計量，即基於迄今為止向客戶轉移之服務相商品或對於合約下承諾之剩餘商品或服務之價值直接計量，以確認收益，此最佳反映本集團在轉移商品或服務控制權方面之履約義務。

作為簡便實務操作方法，倘若本集團有權獲得與本集團至報告日止完成的業績價值直接對應的金額的代價(例如本集團為其所提供之服務時間收取固定金額之服務合約)，則本集團按其有權開具發票的金額確認收益。

可變代價

合同中存在可變代價，本集團採用(A)期望值法，或(B)最可能發生金額(具體方法之選擇取決於哪一種方法能更好地預計本集團有權收取之代價金額)來確定可變代價之最佳估計數。

計入交易價格之可變代價金額，應當以與可變代價相關的不確定性消除時極可能不會發生累計已確認收入之重大轉回為限。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (CONTINUED)

Variable consideration (CONTINUED)

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

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

3. 主要會計政策(續)

客戶合約收益(續)

可變代價(續)

於每個報告期末，本集團更新估計交易價格(包括更新其對可變代價估計數是否受限的評估)，以忠實反映報告期末之情況和報告期內之變動情況。

存在重大融資組成部分

確定交易價格時，如果已商定付款時間(明示或暗示)使客戶或本集團可因提供資金向客戶轉移貨品或服務而獲得重大利益，則本集團會因貨幣之時間價值影響而對承諾之對價金額加以調整。在該等情況下，合約包括重大融資組成部分。無論是否於合約中明確規定或通過合約各方約定之付款條款隱含地規定融資承諾，都可能存在重大融資組成部分。

對支付和轉移相關商品和服務間期限少於一年之合同，本集團採用便於實務操作之方法，不對任何重大融資成分調整交易價格。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (CONTINUED)

Existence of significant financing component (CONTINUED)

For contracts where the Group transferred the associated goods or services before payments from customers in which the Group adjusts for the promised amount of consideration for significant financing components, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

3. 主要會計政策(續)

客戶合約收益(續)

存在重大融資組成部分(續)

本集團對於收到客戶付款前轉移相關商品或服務(其中，本集團對一項重大融資成分調整承諾的代價金額)之合同，採用合同開始時本集團和客戶間的一項單獨融資交易中將反映出來之折現率。本集團確認客戶付款和轉移相關商品或服務期間之利息收益。

委託人與代理人

當另一方從事向客戶提供商品或服務，本集團厘定其承諾之性質是否為提供指定商品或服務本身之履約義務(即本集團為委託人)或安排由另一方提供該等商品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。

倘本集團之履行義務為安排另一方提供指定之商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品或服務。當本集團為代理人時，應就為換取另一方安排提供之指定商品或服務預期有權取得之任何收費或傭金之金額確認收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the nonlease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

3. 主要會計政策(續)

租賃

租賃的定義(根據附註2過渡性應用香港財務報告準則第16號後)

如果合約賦予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約是一項租賃或包含一項租賃。

對於首次應用日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日、修訂日或收購日(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款和條件在後續發生變更，否則不會對此類合約進行重新評估。

本集團作為承租人(根據附註2過渡性應用香港財務報告準則第16號後)

合約組成部分對價的分攤

倘合約包含一個租賃部分以及一個或多個額外的租賃或非租賃部分，則本集團應基於租賃部分的相關單獨價格及非租賃部分的單獨價格總和，將合約中的代價在各租賃部分之間進行分攤。

非租賃部分根據其相對獨立價格與租賃部分分開。

作為簡便實務操作方法，當本集團合理預期對綜合財務報表的影響不會與投資組合內的個別租賃有重大差異時，具有類似特徵的租賃將以投資組合為基礎進行會計處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (CONTINUED)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡性應用香港財務報告準則第16號後)(續)

短期租賃和低價值資產租賃

本集團對從租賃日開始日租賃期為12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用該項豁免。短期租賃和低價值資產租賃的付款額在租賃期內採用直線法或其他系統基準確認為費用。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的任何租賃付款額，減去所取得的任何租賃激勵金額；
- 本集團發生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在地或將相關資產恢復至租賃條款和條件所規定的狀態所發生的預計成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (CONTINUED)

Right-of-use assets (CONTINUED)

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

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

Refundable rental deposits

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡性應用香港財務報告準則第16號後)(續)

使用權資產(續)

使用權資產按成本減去任何累計折舊和減值虧損進行計量，並對租賃負債的任何重新計量作出調整。

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自租賃期開始日至使用壽命結束的期間內計提折舊。否則，使用權資產應按估計使用壽命和租賃期兩者中的較短者以直線法計提折舊。

本集團將使用權資產作為單獨項目於綜合財務狀況表中呈列。

可退還租金保證金

已支付的可退還租金保證金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)進行核算，並且按公平值進行初始計量。初始確認時的公平值調整視為額外租賃付款並計入使用權資產的成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (CONTINUED)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡性應用香港財務報告準則第16號後)(續)

租賃負債

在租賃期開始日，本集團應當按該日尚未支付的租賃付款額現值確認及計量租賃負債。在計算租賃付款額的現值時，如果不易於確定租賃的內含利率，本集團則使用租賃期開始日的增量借款利率。

租賃付款額包括：

- 固定付款額(包括實質上的固定付款額)，減去應收的租賃激勵措施金額；
- 本集團預期應支付的剩餘價值擔保金額；
- 倘本集團合理確定將行使購買選擇權的行權價；及
- 終止租賃的罰款金額，如果租賃期反映出本集團將行使終止租賃的選擇權。

租賃期開始日之後，租賃負債通過利息增加和租賃付款額進行調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (CONTINUED)

Lease liabilities (CONTINUED)

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

Lease modifications

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

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡性應用香港財務報告準則第16號後)(續)

租賃負債(續)

如果符合下述兩種情況之一，本集團對租賃負債進行重新計量(並對相關使用權資產進行相應調整)：

- 租賃期發生變化或對行使購買選擇權的評估發生變化，在此情況下，使用重新評估日修改後的折現率對修正後的租賃付款額進行折現重新計量相關的租賃負債。
- 租賃付款因【市場租金審查後的市場租金率／剩餘價值擔保下的預期付款】變化而變化，在此情況下，使用初始折現率對修正後的租賃付款額進行折現來重新計量相關的租賃負債。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

租賃修改

如果同時符合以下條件，本集團將租賃修改作為一項單獨租賃進行會計處理：

- 該修改通過增加對一項或多項相關資產的使用權擴大了租賃範圍；及
- 租賃代價增加的金額與針對擴大租賃範圍的單獨價格及為反映特定合約的具體情況而對單獨價格作出的任何適當的調整相稱。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (CONTINUED)

Lease modifications (CONTINUED)

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

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(根據附註2過渡性應用香港財務報告準則第16號後)(續)

租賃修改(續)

對於不作為一項單獨租賃進行會計處理的租賃修改，在租賃修改的生效日，本集團根據修改後租賃的租賃期，通過使用修改後的折現率對修改後的租賃付款額進行折現以重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修改後的合約包含租賃部分和一個或多個其他租賃或非租賃部分時，本集團會根據租賃部分的相對獨立價格及非租賃部分的總獨立價格將修改後的合約中的代價分配至每個租賃組成部分。

本集團作為承租人(於2019年1月1日前)

倘租賃條款將絕大部分所有權風險及回報轉移至承租人，則租賃會分類為融資租賃。所有其他租賃乃分類為經營租賃。

根據融資租賃持有的資產於訂立租賃時按公平值或(倘更低)最低租賃付款的現值確認。出租人的相應負債於綜合財務狀況表內列作融資租賃承擔。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (prior to 1 January 2019) (CONTINUED)

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Lease incentives relating to operating leases are considered as integral part of lease payments, the aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

The Group as a lessor

Classification and measurement of leases

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(於2019年1月1日前)(續)

租賃付款額在財務費用和租賃義務的減少之間進行分攤，以保持負債餘額的固定利率。財務費用即時於損益中確認，直接歸屬於合格資產的除外，在此情況下，將根據本集團的借款費用政策(見下文會計政策)進行資本化。或然租金於產生期間確認為費用。

經營租賃付款(包括根據經營租賃所持土地的收購成本)於租期內按直線法確認為開支。經營租賃產生的或然租金於產生期間確認為開支。

與經營租賃有關的租賃激勵被視為租賃付款額的組成部分，激勵措施的利益總額應按直線法作為租金費用的抵減予以確認。

本集團作為出租人

租賃之分類及計量

本集團作為出租人的租賃分為融資租賃或經營租賃。倘租賃條款實質上將與資產所有權有關的全部風險和報酬轉移給了承租人，則該合約為融資租賃。所有其他租賃均為經營租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessor (CONTINUED)

Classification and measurement of leases (CONTINUED)

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

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

Interest and rental income which are derived from the Group's ordinary course of business are presented as revenue.

3. 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

租售之分類及計量(續)

應收融資租賃承租人款項於開始日期按相當於租賃淨投資額的金額確認為應收款項，並使用各個租賃中內含利率計量。初始直接成本(製造商或經銷商出租人產生的直接成本除外)計入租賃淨投資的初始計量中。將利息收入分攤至各會計期間，以反映本集團有關租賃的未償還淨投資的固定定期收益率。

經營租賃的租金收入乃於有關租賃期以直線法確認於損益表中。於協商及安排一項經營租賃時產生之初始直接成本乃計入租賃資產之賬面值，且該等成本在租賃期內按直線法確認為開支。

本集團正常經營過程中產生的利息和租金收入列為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

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

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Sale and leaseback transactions (upon application of HKFRS 16 since 1 January 2019)

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a seller-lessee

For a transfer that does not satisfy the requirements as a sale, the Group as a seller-lessee accounts for the transfer proceeds as other borrowings within the scope of HKFRS 9.

3. 主要會計政策(續)

租賃(續)

本集團作為出租人(自應用香港財務報告準則16號與附註2中過渡情況一致後)

合約組成部分對價的分攤

當合約同時包括租賃和非租賃部分時，本集團應用香港財務報告準則第15號將合約中的對價分攤至租賃和非租賃部分。非租賃部分根據其相關單獨價格與租賃部分分開。

可退還租金保證金

已支付的可退還租金保證金根據香港財務報告準則第9號進行核算，並按公平值進行初始計量。初始確認時對公平值的調整被視為承租人的額外租賃付款。

租賃修改

本集團自修訂生效之日起將經營租賃作為新租賃進行修訂，並將與原租賃有關的任何預付或應計租賃付款作為新租賃的租賃付款的一部分。

售後租回交易(自2019年1月1日起應用香港財務報告準則第16號後)

本集團應用香港財務報告準則第15號之規定，評估售後租回交易是否構成本集團之銷售。

本集團作為賣方-承租人

對於不符合銷售要求的轉讓，本集團作為賣方-承租人將轉讓收益在香港財務報告準則第9號範圍內作為其他借款核算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

Sale and leaseback transactions (upon application of HKFRS 16 since 1 January 2019) (CONTINUED)

The Group as a buyer-lessor

For a transfer of asset that does not satisfy the requirements of HKFRS 15 to be accounted for as a sale of asset, the Group as a buyer-lessor does not recognise the transferred asset and recognises a loan receivables equal to the transfer proceeds within the scope HKFRS 9.

Sale and leaseback transactions (prior to 1 January 2019)

The accounting treatment of a sale and leaseback transaction depends on the type of lease involved. The leaseback may be a finance lease if it meets the condition that substantially all the risks and rewards of ownership remain with the lessee, or it may be an operating lease (in which case, some significant risks and rewards of ownership have been transferred to the purchaser).

The Group as a seller-lessee

For sale and leaseback transactions which are in substance a financing arrangement under HKFRS 9, the Group accounts for the sales proceeds as other borrowings within the scope of HKFRS 9.

The Group as a buyer-lessor

For sale and leaseback transactions which are in substance a financing arrangement under HKFRS 9, the Group as a buyer-lessor does not recognise the transferred asset and recognises a loan receivables equal to the net investment in the lease.

3. 主要會計政策(續)

租賃(續)

售後租回交易(自2019年1月1日起應用香港財務報告準則第16號後)(續)

本集團作為買方-出租人

對於不符合香港財務報告準則第15號之要求將其作為資產銷售核算的資產轉讓，本集團作為買方-出租人不確認所轉讓的資產，並在香港財務報告準則第9號範圍內確認轉讓收益相等之應收貸款。

售後租回交易(於2019年1月1日以前)

售後租回交易的會計處理取決於所涉及的租賃類型。如果租回滿足實質上一切所有權風險和回報仍由承租人承擔的條件，則租回可以是融資租賃，也可以是經營租賃(在這種情況下，所有權的一些重大風險和回報已轉移給購買人)。

本公司作為賣方-承租人

對於實質上為香港財務報告準則第9號項下融資安排的售後租回交易，本集團將銷售收入作為《香港財務報告準則第9號》範圍內的其他借款核算。

本集團作為買方-出租人

對於實質上為香港財務報告準則第9號項下融資安排的售後租回交易，本集團作為買方-出租人不確認轉讓資產，並確認相當於租賃淨投資之應收貸款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

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

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

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Renminbi) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "Exchange reserve" (attributed to non-controlling interests as appropriate).

3. 主要會計政策(續)

外幣

在編制集團內個別主體之財務報表時，以主體之功能貨幣以外之其他貨幣(外幣)進行之交易會按交易發生日之現行匯率進行折算。在每一報告期末，以外幣計價之貨幣性項目應按資產負債表日之現行匯率重新折算。以公允價值入賬之以外幣計價之非貨幣性項目應按公允價值確定日之現行匯率重新折算。以歷史成本計量之以外幣計價之非貨幣性項目不再重新折算。

貨幣項目結算和貨幣項目重新折算產生之匯兌差額，在其產生之當期計入損益。

出於本合併財務報表之列報目之，本集團之境外經營之資產和負債均採用每個報告期末之現行匯率折算為本集團之列報幣種(如：人民幣)。收益和費用項目均按當期平均匯率折算所產生之匯兌差額(如有)均計入其他綜合收益，並在"外匯儲備"項下累積計入權益(如適當，則分攤至非控制性權益)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

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

Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

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

Government grants

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

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

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

3. 主要會計政策(續)

借款費用

可直接歸屬於符合條件之資產之購置、建造或生產之借款費用，直至此類資產實質上已達到可使用或可銷售狀態之前均計入此類資產之成本。

自二零一九年一月一日起，在相關資產可作擬定用途或可供出售後仍未償還之任何專門用途借款均計入一般借款池，並計算一般借款之資本化率。

所有其他借款費用應在其發生之當期計入損益。

政府補助

政府補助只有在能夠合理保證本集團將符合補助之附加條件並且能夠收到補助時才予以確認。

政府補助應採用系統之方法在本集團將此類補助擬補償之相關成本確認為費用之期間內計入損益。特別是，如果取得政府補助之基本條件是本集團應購買、建造或以其他方式取得非流動資產，則應將政府補助在綜合財務狀況表中確認為遞延收入，並在相關資產之使用年限內按系統合理之方法轉入損益。

作為本集團已發生之費用或損失之補償，或是為本集團提供直接財務支援而未來不會發生任何相關成本之應收政府補助，應在其確認應收款項之期間計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Retirement benefit costs

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

The employees of the Group in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The Group's PRC companies are required to contribute certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the schemes.

Short-term employee benefits

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

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

3. 主要會計政策(續)

退休福利費用

當僱員已提供使其有權利獲得設定提存退休福利計劃之提存金之服務時，為設定提存退休福利計劃支付之金額應確認為費用。

本集團中國境內僱員為中國政府運營之國家管理退休福利計劃成員。本集團之中國公司需要從僱員工資中拿出一定比例之金額繳付至退休福利計劃，為福利提供資金支援。本集團對退休福利計劃之相關義務僅為根據計劃繳付所要求之供款。

短期僱員福利

短期僱員福利相關已確認負債將按照預計將支付給僱員以交換服務之福利未折現金額計量。所有短期僱員福利確認為費用。除非其他香港財務報告準則要求或允許將福利計入資產成本。

在僱員提供服務期間，所產生之工資、以及年假、病假等福利確認為負債，作為預計將支付給僱員以交換服務之福利未折現金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payment arrangements

Equity-settled share-based payment transactions

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments of the Group, namely the share award scheme.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (other reserves). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the other reserves.

Under the share award scheme, when the awarded shares are vested the related cost of the vested shares is released from the other reserves to eliminate the related amount of treasury shares held for the share award scheme. Any difference between the cost of the vested shares and the related amount of treasury shares is transferred to share premium.

3. 主要會計政策(續)

以股份為基礎之支付安排

以權益結算之以股份為基礎之支付安排交易

本集團經營一項以權益結算之以股份為基礎之補償計劃，根據該計畫，將實體獲得之僱員服務作為本集團權益工具之對價，該計劃亦叫做股份獎勵計劃。

對於在授予日確定之以權益結算之以股份為基礎之支付之公允價值金額，會根據本集團對最終授予之權益工具數量之估計在等待期內按直線法確認為費用，並相應增加權益(其他儲備)。在每一報告期末，本集團會修改其對預計授予之權益工具數量之估計。對最初估計之修改產生之影響(如有)會計入損益以使累計費用反映修改後之估計，並相應調整以其他儲備。

當獎勵股份被授予時，所授予股份之相關成本將從僱員以股份為基礎之補償儲備中轉出，以扣除股份獎勵計劃持有股份之相關數額。行權股份及庫存股相關差額轉撥制股份溢價。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 主要會計政策(續)

所得稅

所得稅費用包括當期所得稅和遞延所得稅。

當期所得稅是根據當年應納稅所得額計算得出。應納稅所得額與在綜合損益表上列報之「稅前利潤」不同，因為應納稅所得額不包括計入其他年度內之應稅收入或可抵稅支出等項目，也不包括不應稅或不可抵扣之項目。本集團之當期所得稅按截至報告期末止已執行或實質上已執行之稅率計算。

遞延所得稅基於綜合財務報表中資產和負債之賬面金額與用於計算應納稅所得額時相應計稅基礎之間之暫時性差異進行確認。一般情況下，所有應納稅暫時性差異產生之遞延所得稅負債均予確認。遞延所得稅資產只在很可能取得能利用該可抵扣暫時性差異來抵扣之應納稅所得額之限度內予以確認。

如果暫時性差異是在某一既不影響應納稅所得額也不影響會計利潤之交易中之其他資產和負債之初始確認下產生之，則不確認遞延所得稅資產和負債。倘若商譽初始確認時產生了暫時性差異，則不確認遞延所得稅負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (CONTINUED)

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

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

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

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

3. 主要會計政策(續)

所得稅(續)

對於與附屬公司和聯營公司中以及在合營企業中之權益相關之應納稅暫時性差異應確認遞延所得稅負債，除非本集團能夠控制這些暫時性差異之轉回，且該暫時性差異在可預見之未來很可能不會轉回。僅當很可能取得足夠之應納稅所得額以抵扣此類投資和權益相關之可抵扣暫時性差異，並且暫時性差異在可預見之未來將轉回時，才確認該可抵扣暫時性差異所產生之遞延所得稅資產。

遞延所得稅資產之賬面金額會在每一報告期末進行覆核，如果不再很可能獲得足夠之應納稅所得額來抵扣轉回全部或部分資產，則相應減少遞延所得稅資產之賬面金額。

遞延所得稅負債和資產，以報告期末已執行或實質上已執行之稅率(和稅法)為基礎，按預期清償該負債或實現該資產當期之稅率計量。

遞延所得稅負債和資產之計量，應反映本集團在報告期末預期收回或清償其資產和負債賬面金額之方式所導致之納稅後果。

對於稅項抵扣歸屬於租賃負債之租賃交易，本集團根據香港會計準則第12號所得稅之要求單獨應用於使用權資產及租賃負債。由於採用了初始確認豁免，在初始確認時及租賃期內均未確認與使用權資產及租賃負債相關之暫時性差異。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (CONTINUED)

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

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

3. 主要會計政策(續)

所得稅(續)

當遞延稅項資產及負債具有法律上可執行的抵銷流動稅項資產的權利時，予以抵銷。就當期所得稅負債而言，當涉及同一稅務機關徵收所得稅時，本集團計劃以淨額結算當期稅項資產及負債。

當期和遞延所得稅應計入當期損益中，除非其與計入其他全面收益或直接計入權益之項目相關在這種情況下，當期和遞延所得稅也同樣計入其他全面收益或直接計入權益。倘於進行企業合併之初步會計時產生當期和遞延所得稅，則稅務影響計入企業合併之會計處理內。

在評估所得稅處理之任何不確定性時，本集團考慮相關稅務機關是否有可能接受單個集團實體在其所得稅申報中已使用或擬使用之不確定稅務處理。倘存在可能，即當期所得稅及遞延所得稅之確定與所得稅申報中之稅務處理一致。倘有關稅務機關有可能不接受此不確定稅務處理，則透過使用最可能之金額或預期值以反映各種不確定性之影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment

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

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

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

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

3. 主要會計政策(續)

物業、廠房及設備

用於生產商品或提供勞務，或為了行政目之而持有之建築物(除下文所述之在建工程外)，在綜合財務狀況表上按其重估金額(即該資產在重估日之公允價值)減去隨後發生之任何累計折舊和累計減值損失後之餘額列示。

為生產、供應或行政之目的之在建物業以成本減去已確認減值損失後餘額列示。該成本包括所有按管理之預期使資產到達必要位置及達到使用狀態之直接成本，以及符合條件之資產之借款成本按照集團會計準則進行資本化處理。這些資產在達到其可使用之狀態時，按與其他物業資產相同之基準開始計提折舊。

除永久持有土地及在建不動產外，其他資產會以直線法在其估計使用壽命內對其成本或重估價減去殘值後進行折舊。估計使用壽命、殘值和折舊方法會在每一報告期末覆核，並採用未來適用法對估計變更之影響進行核算。

當一項物業、廠房及設備被處置，或預期沒有來自繼續使用該資產之未來經濟利益流入時，應終止確認該物業、廠房及設備。處置或報廢一項物業、廠房及設備產生之任何利得或損失，應按銷售收入與該資產賬面金額之間之差額予以確定，並計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (CONTINUED)

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, the amortisation of right-of-use assets provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by the management).

Land use rights (prior to 1 January 2019)

Land use rights represent the Group's interests in land held under operating leases and are initially recognised at cost and subsequently amortised on the straight-line basis over the lease terms.

Intangible assets

Intangible assets acquired separately

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

3. 主要會計政策(續)

物業、廠房及設備(續)

未來自佔目之在建樓宇

用於生產或行政目的之在建樓宇，於在建期間將使用權資產計提之攤銷成本計入在建樓宇成本。在建樓宇按成本減去任何已確定減值虧損後之餘額入賬。當樓宇可供使用時(即當樓宇處於其能夠以管理層擬定目的所運行之必要位置及條件時)，即開始折舊。

土地使用權(2019年1月1日前)

土地使用權代表了本集團經營租賃項下持有之土地利益並按成本進行初始計量，後續在租賃期內按直線法進行攤銷。

無形資產

單獨取得之無形資產

單獨取得之使用壽命確定之無形資產，應按成本減去累計攤銷額和累計減值損失後之餘額列示。攤銷額在無形資產之預計使用壽命內按直線法確認。預計使用壽命和攤銷方法會在每一報告期末進行覆核，並採用未來適用法對估計變更之影響進行核算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (CONTINUED)

Intangible assets acquired in a business combination

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

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Impairment losses on tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 主要會計政策(續)

無形資產(續)

企業合併中取得之無形資產

企業合併中取得之並且與商譽分開確認之無形資產按其在購買日之公允價值(即被視為該等無形資產之成本)進行初始確認。

企業合併中取得之無形資產在初始確認之後，應按與單獨取得之無形資產相同之基礎，按成本減去累計攤銷額和累計減值損失後之餘額列示。

除商譽以外之無形資產及有形資產之減值虧損

於報告期完結時，本集團檢討其使用年期有限之有形及無形資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損(如有)之程度。

有形資產和無形資產之可收回金額單獨估計，倘不可能估計個別資產之可收回金額，本集團會估計該資產所屬創現單位之可收回金額。

此外，本集團就是否有跡象表明公司資產可能發生減值予以評估。倘存在減值跡象，於合理一致分配基準得以識別時，將公司資產分配至個別現金產生單元，或分配至能就其識別合理一致分配基準之最小現金產生單元組別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment losses on tangible and intangible assets other than goodwill (CONTINUED)

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

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

3. 主要會計政策(續)

除商譽以外之無形資產及有形資產之減值虧損(續)

可收回金額為公平價值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值以反映市場現時所評估之資金時值及未來現金流量估計未經調整之資產(或現金產生之單元)之特定風險。

如估計資產(或現金產生單元)之可收回金額較其賬面值低，該資產(或現金產生單元)之賬面值須減低至其可收回金額。如公司資產或公司資產一部分不能以合理一致基準分配至現金產生單元，則本集團將現金產生單元組別之賬面值(包括分配至該現金產生單元組別之公司資產或公司資產一部分之賬面值)與該現金產生單元組別之可收回金額進行比較。在分配減值虧損時，首先分配減值虧損至商譽並減少之賬面價值(如適用)，再根據單元內或現金產生單元組之各項資產賬面價值按比例分配至其他資產中。每項資產之賬面價值不得減少至小於公允價值減處置成本(如可計量)、其使用價值(如可確定)及零相最高值。否則，分配至該項資產之減值虧損金額將按比例分配至其他單元或現金產生單元組資產中。任何減值虧損均即時於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment losses on tangible and intangible assets other than goodwill (CONTINUED)

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined using the specific identification of their individual costs. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Provisions

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

3. 主要會計政策(續)

除商譽以外之無形資產及有形資產之減值虧損(續)

倘減值虧損於其後撥回，則該項資產(或現金產出單元或一組現金產出單元)之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往年度並無就該項資產(或現金產出單元或一組現金產出單元)確認減值虧損原應釐定之賬面值。減值虧損撥回即時確認為收入。

存貨

存貨按成本與可變現淨值孰低計量。存貨之成本採用單個成本個別認定法確定。產成品和在製品之包括原材料、直接勞動成本，其他直接成本和相關生產開銷(基於日常經營能力)。可變現淨值指存貨之估計售價減去估計完工成本及銷售所必需之估計費用後之價值。

預計負債

當本集團因過去事項而承擔了現時義務(法定義務或推定義務)，並且很可能被要求履行該義務，而該義務之金額能夠可靠地估計時，本集團會對該義務確認預計負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions (CONTINUED)

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

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 主要會計政策(續)

預計負債(續)

確認為預計負債之金額應是在考慮到與義務相關之風險和不確定性之後，對報告期末履行現時義務所需支付對價之最佳估計。如果預計負債是以預期履行現時義務所需支出之估計現金流量來計量，其賬面金額為該等現金流量之現值（當貨幣之時間價值具有重大影響時）。

金融工具

當集團實體成為工具合約條文之訂約方時，金融資產及金融負債予以確認。對所有以常規方式買賣之金融資產於交易日或結算日予以確認並終止確認。以常規方式買賣指須於市場法規或公約規定之時間內交付資產之金融資產買賣。

除與客戶之間之合約產生之貿易應收款外(自2018年1月1日起按照香港財務報告準則第15號進行初始計量)，其餘金融資產和金融負債初始按公允值計量。收購或發行金融資產及金融負債(按公允值計入損益之金融資產或金融負債除外)直接產生之交易成本，於初次確認時於金融資產或金融負債(按適用情況而定)之公允值計入或扣除。收購按公允值計入損益之金融資產直接產生之交易成本，即時於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and

3. 主要會計政策(續)

金融工具(續)

實際利息法為計算有關期間金融資產或金融負債之攤餘成本及分配利息費用之方法。實際利率乃按債務工具之預計年期或適用的較短期間內於初始確認時準確折現估計未來現金收入(包括構成實際利率不可或缺部份之全部已付或已收費用、交易成本及其他溢價或折讓)至帳面淨值之利率。

金融資產

金融資產之分類和後續計量

滿足下列條件之金融資產於其後採用攤餘成本計量：

- 業務模式內所持有以收取合約現金流量之金融資產；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息之金融資產。

滿足下列條件之金融資產於其後透過其他綜合收益按公允值列賬計量：

- 業務模式內所持有以同時收回合約現金流量及出售之金融資產；及

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Classification and subsequent measurement of financial assets (CONTINUED)

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is classified as held for trading if:

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類和後續計量(續)

- 合約條款令於特定日期產生之現金流量僅為支付本金及未償還本金之利息之金融資產。

所有其他金融資產後續按以公允價值計量且其變動計入損益，但是，倘該股權投資既非交易性金融資產，亦非香港財務報告準則第3號企業合併所適用之企業合併收購方確認的或有對價，於首次採用金融資產之日，本集團將不可撤銷地於其他綜合收益中呈列股權投資公允價值之期後變動。

滿足下列條件之金融資產乃歸類為持作買賣之資產：

- 其購買主要用於在不久將來出售；或
- 於初步確認時，其乃可識別金融工具組合一部分，由本集團一併管理，並於近期顯示實際短期盈利模式；或
- 其乃既無被指定亦非有效對沖工具之衍生工具。

此外，如果能夠消除或顯著減少會計錯配，本集團可以將要求按照攤餘成本或按公允價值計入其他綜合收益之金融資產指定為透過損當期益按公允價值列賬之金融資產。該指定一經做出，不得撤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Classification and subsequent measurement of financial assets (CONTINUED)

(i) Amortised cost and interest income

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

(ii) Financial assets at FVTPL

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類和後續計量(續)

(I) 攤餘成本和利息收益

就其後按攤餘成本計量的金融資產和其後透過其他綜合收益按公允值列賬的債務工具／應收款項而言，利息收益乃採用實際利息法進行確認。除其後發生信用減值的金融資產外(見下文)，利息收益乃通過金融資產之帳面總值採用實際利率法計算。就其後信用減值之金融資產，利息收益自下個報告期起通過金融資產之攤餘成本採用實際利率法進行確認。倘信用減值之金融工具之信用風險改善，使得金融資產不再信用減值，則從確定該項資產不再信用減值之後的報告期初起，利息收益通過金融資產之帳面總值採用實際利率法進行確認。

(II) 透過損益按公允值列賬之金融資產

不符合按攤餘成本或透過其他綜合收益按公允值列賬或指定為透過其他綜合收益按公允值列賬之準則的金融資產透過損益按公允值列賬計量。

透過損益按公允值列賬的金融資產按各報告期末之公允值計量，任何公允值收益或損失於損益中確認。於損益中確認之損益淨額不包括該金融資產所賺取之任何股息或利息，計入其他收益及損失，淨額項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including cash and cash equivalents, restricted deposits, trade receivables, loan receivables and amounts due from joint ventures and associates, other receivables), and finance lease receivables, contract assets and financial guarantee contracts which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables (including trade-related amounts due from joint ventures and associates), finance lease receivables and contract assets. The ECL on these assets are assessed individually.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值

本集團根據香港財務報告準則第9號相關之減值規定對金融資產(包括現金及現金等值項目、受限制存款、應收貿易賬款、應收貸款及應收合營企業及聯營公司款項、其他應收款項)及應收融資租賃款項、合同資產及財務擔保合同基於預期信貸虧損(「預期信貸虧損」)模型進行減值評估。預期信貸虧損金額於各報告期期末更新，以反映信貸風險自首次確認以來發生之變動。

存續期預期信用損失指將相關工具之預期使用期內所有可能之違約事件產生之預期信用損失。相反，12個月預期信用損失將預期於報告日期後12個月內可能發生之違約事件導致之存續期預期信用損失部分。評估乃根據本集團之歷史信用損失經驗進行，並根據債務人特有之因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況之預測作出調整。

本集團始終就應收賬款(包括應收合營企業及聯營公司之貿易相關款項)、融資租賃應收款及合同資產確認存續期預期信用損失。該等資產之預期信用損失進行個別評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

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

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

對於所有其他工具，本集團計量之損失撥備等於12個月預期信用損失，除非自初始確認後信用風險顯著增加，本集團確認存續期預期信用損失。是否應確認存續期預期信用損失之評估乃基於自初始確認以來發生違約之可能性或風險之顯著增加。

(i) 信用風險大幅增加

於評估信用風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告日期出現違約之風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理並有理據支援之定量及定性資料，包括過往經驗及毋須花費不必要成本或努力即可獲得之前瞻性資料。

尤其是，評估信用風險有否大幅增加時會考慮下列資料：

- 金融工具外界(如有)或內部信用評級之實際或預期重大惡化；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

(i) Significant increase in credit risk (CONTINUED)

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(i) 信用風險大幅增加(續)

- 信用風險的外界市場指標的重大惡化，例如信用息差大幅增加，債務人之信用違約掉期價大幅上升；
- 業務、財務或經濟狀況之現有或預測不利變動，預期將導致債務人履行其債務責任之能力大幅下降；
- 債務人經營業績之實際或預期重大惡化；
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任之能力大幅下降。

就財務擔保合同而言，本集團應將其成為作出不可撤銷承諾之一方之日作為初始確認日，以便評估金融工具的減值。在評估財務擔保合同之信用風險自初始確認後是否顯著增加時，本集團會考慮特定債務人合同違約風險之變化。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

(i) Significant increase in credit risk (CONTINUED)

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

(ii) Definition of default

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(i) 信用風險大幅增加(續)

本集團定期監控確定信用風險是否大幅增加之標準的有效性，並進行適時修訂，以確保標準能夠確定金額逾期前的信用風險大幅增加。

(ii) 違約之定義

對於內部信用風險管理，當內部或外部獲取的資訊表明債務人不太可能全額支付債權人時，包括本集團(不考慮本公司持有的任何抵押物)，本集團將視為發生違約事件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

(iii) Credit-impaired financial assets

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(iii) 信用減值之金融資產

倘發生一項或多項事件對於金融資產之預期未來現金流量產生不利影響，則該金融資產發生了信用減值。信用減值的證據包括下列事項之可觀察資料：

- 發行方或債務人發生嚴重財務困難；
- 違反合約條款，如違約或逾期事件等；
- 債權人出於經濟或合約等方面因素之考慮，對發生財務困難的債務人作出讓步(而在其他情況下不會作此讓步)
- 借款人有可能破產或進行其他財務重組；或
- 因財務困難導致金融資產無法在活躍市場繼續交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(iv) 核銷政策

當有資訊表明交易對方處於嚴重之財務困境且沒有現實的恢復希望時(例如：當交易對方已處於清算程式或已進入破產程式，或當貿易應收賬款金額已逾期2年時，取發生較早者)，則本集團核銷該金融資產。考慮到法律建議，在適當情況下，被核銷的金融資產仍可能在本集團之追償程式下受到強制執行。核銷構成終止確認，後續收回之款項於損益中確認。

(v) 預期信用損失的計量及確認

預期信用損失通過違約概率、違約損失率(即違約損失的程度)及違約風險暴露的函數進行計量。對於違約概率和違約損失率的評估，是基於歷史資料和前瞻性資訊進行調整。對預期信用損失之估計反映了無偏和概率加權金額，該金額以發生違約的風險為權重厘定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

(v) Measurement and recognition of ECL
(CONTINUED)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 of period to June any 2019).

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(v) 預期信用損失的計量及確認(續)

一般而言，預期信用損失是本集團根據合同應收的所有合約現金流量與本集團預期收取的所有現金流量之間之差額，並按初始確認時確定的實際利率貼現。對於應收租賃款，用於確定預期信用損失之現金流量與根據香港財務報告準則第16號(於2019年1月1日起)或香港會計準則第17號(於2019年1月1日之前)應收租賃款所使用之現金流量一致。

對於財務擔保合同，本集團僅在根據被擔保的工具條款，債務人發生違約之情況下才進行付款。因此，預期損失為本集團就該合同持有人發生之信用損失向其做出賠付之預計付款額，減去本集團預期向該持有人，債務人或任何其他方收取之金額之間之差額之現值。

對於無法確定實際利率之財務擔保合同或貸款承諾之預期信用損失，本集團將採用的折現率應反映針對貨幣的時間價值及特定於現金流量的風險的當前市場評估，前提是僅當此類風險是通過調整折現率(而非調整正在折現的現金短缺)予以考慮。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Impairment of financial assets (CONTINUED)

(v) Measurement and recognition of ECL (CONTINUED)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

Except for financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, contract assets, other receivables, and amounts due from joint ventures and associates where the corresponding adjustment is recognised through a loss allowance account.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(v) 預期信用損失的計量及確認(續)

利息收入根據金融資產的帳面值總額計算，但金融資產發生信用減值的情況除外，此時利息收入根據金融資產的攤餘成本計算。

對於財務擔保合同而言，損失準備為根據香港財務報告準則第9號所確定的損失準備金額和初始確認金額酌情減去擔保期內確認的累計收入金額之間的較高者。

除財務擔保合同外，本集團就其他所有金融工具，通過調整其帳面值，透過損益確認減值利得或損失。而貿易應收款、合同資產、其他應收款及應收合營和聯營公司款項，相應的調整透過損失準備帳戶確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之終止確認

僅於獲取金融資產所產生之現金流量之合同權利到期，或者將金融資產及該資產所有權上幾乎所有之風險及利益轉讓給另一個主體的情況下，本集團才終止確認金融資產。

以攤餘成本計量的金融資產終止確認時，該資產的帳面值和已收及應收代價之和之間的差額計入當期損益。

金融負債和權益工具

集團實體發行之債務和權益工具根據所訂立之合約安排實質和金融負債和權益工具之定義分類為金融負債或權益。

權益工具

權益工具為證明本公司扣除所有負債後的資產中所剩餘權益的任何合約。本公司發行之權益工具按已收所得款項扣除直接發行成本後入帳。

本公司自有權益工具回購直接於權益中確認和扣減。收益或損失均不計入本公司自有權益工具購買、銷售、發行或註銷產生之損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial liabilities and equity instruments (CONTINUED)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including bank and other borrowings, senior notes and bonds payable, trade and bill payables, accruals and other payables, amounts due to joint ventures and associates, are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. 主要會計政策(續)

金融工具(續)

金融負債和權益工具(續)

金融負債

所有金融負債後續均採用實際利率法按攤餘成本計量或透過損益按公允值列賬。

按攤餘成本計量之金融負債

金融負債，包括銀行借款和其他借款、優先票據和應收債券、應付貿易款項及票據、應計費用及其他應付款，以及應付合營和聯營公司款項，採用實際利率法按攤餘成本進行後續計量。

財務擔保合同

財務擔保合同是指當債務人未按時履行債務時，保證人按照約定履行債務以彌補債權持有者損失之合同。財務擔保合同負債按其公允值進行初始計量。後續按以下兩者中之較高者計量：

- 根據香港財務報告準則第9號確定之損失準備金額；以及
- 初始確認金額減去(如適當)擔保期間確認之累計攤銷額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial liabilities and equity instruments (CONTINUED)

Convertible loan contain debt and derivative components

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible loan is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible loan are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible loan using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融負債和權益工具(續)

可轉換貸款包括債務和衍生組成部分

除以固定金額之現金或其他金融資產換取本集團固定數量之自身權益工具結算之可轉換選擇權外，其他可轉換選擇權作為可轉換選擇權衍生工具核算。

於發行日，債務成分及衍生成分均按公允值列賬。於後續期間，可轉換貸款之債務成分採用實際利率法按攤餘成本計量。而衍生成分按公允值計量，且公允值變動於損益確認。

與發行可轉換貸款相關之交易成本按其相關公允值之比例分攤至債務和衍生成分。與衍生成分相關之交易成本乃即時於損益確認。與債務成分相關之交易成本乃計入債務部分之帳面值，且採用實際利率法於可轉換貸款期間進行攤銷。

金融負債終止確認

當且僅當本集團之義務解除、取消或到期，本集團終止確認金融負債。終止確認金融負債的帳面值與已付及應付代價之間之差額於損益列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparation of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4. 主要會計判斷及不確定估計之主要來源

在採用附註3所述之本集團會計政策時，本公司之董事必須對從其他來源並不易得出之資產及負債之帳面金額作出判斷、估計和假設。有關估計和假設是基於以往經驗及其他被視為相關之因素而作出之，而實際結果可能與此類估計存在差異。

本集團會持續地對上述估計和相關假設進行覆核。如果會計估計之變更僅對變更之當期構成影響，則在變更之當期予以確認，或者，如果變更對當期和未來期間均構成影響，則同時在變更之當期和未來期間內予以確認。

採用會計政策時之關鍵判斷

以下為本公司之董事在採用本集團會計政策過程中所作之、對合併財務報表中確認之金額最具重大影響之關鍵判斷（涉及之估計除外，參見下文）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (CONTINUED)

Revenue recognition on tariff subsidy on sales of electricity and impairment assessment of contract assets of tariff adjustment receivables

Tariff subsidy represents subsidy received and/or receivable from the relevant authorities in respect of the Group's power generation business. Tariff subsidy is recognised as revenue at its fair value where there is a reasonable assurance that the additional tariff will be received and the Group will comply with all attached conditions, if any.

According to the tariff notice released by the National Development and Reform Commission of the PRC (the "Tariff Notice"), for power plants which obtained on-grid approval and commence in generating electricity will be eligible for on-grid tariff subsidy, which is determined by deducting the basic electricity price from the total electricity price set out in respective electricity purchase agreement.

Pursuant to the Tariff Notice, a set of standardised procedures for the settlement of the tariff subsidy has come into force since 2013 and approvals for the registration in the Reusable Energy Tariff Subsidy Catalogue (可再生能源電價附加資金補助目錄) (the "Catalogue") on a project-by-project basis are required before the allocation of funds to the state grid companies, which then would make settlement to the Group.

4. 主要會計判斷及不確定估計之主要來源(續)

採用會計政策時之關鍵判斷(續)

電力銷售之電價補助收入確認及合同資產之應收電價補貼款減值評估

電價補貼指就本集團發電業務從相關機關收到及／或應收之補助。如存在合理保證將會收到電價且本集團符合所有附加條件(如有)，則電價補助將按其公允價值確認。

根據中華人民共和國國家發展與改革委員會發佈之電價通知(以下簡稱「電價通知」)，獲得上網批准並開始發電之電廠將有資格享受電價補貼，這是通過從各電購協議中規定之總電價中扣除基本電價確定之。

根據電價通知，電價補助結算全套標準程式於2013年起生效，在資金分配給中國國家電網公司之前，要求獲得批准將項目逐個登記到可再生能源電價附加資金補助目錄(簡稱「目錄」)，之後再對本集團進行結算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (CONTINUED)

Revenue recognition on tariff subsidy on sales of electricity and impairment assessment of contract assets of tariff adjustment receivables (CONTINUED)

In making their judgement, the directors of the Company, taking into account the legal opinion as advised by the Group's legal advisor, considered that all of the Group's power plants (including power plants held by the Group's joint ventures and associates) of which tariff subsidy is recognised as revenue but yet to register in the Catalogue currently in operation had been qualified for and had met, the requirements and conditions as stipulated in the Tariff Notice for the entitlement of the tariff subsidy when the electricity was delivered on grid.

The directors of the Company are confident that all of the Group's operating power plants (including power plants operated by the Group's joint ventures and associates) are able to be registered in the Catalogue in due course and it's probable that the accrued revenue on tariff subsidy will be received but only subject to timing of allocation of funds from the PRC government, after considering that there are no bad debt experiences with the state grid companies in the past and the tariff subsidy is fully funded by the PRC government.

Any deferral on the timing of receiving the tariff subsidy relative to the directors' estimation in performing impairment assessment may result in potential impairment losses.

4. 主要會計判斷及不確定估計之主要 來源(續)

採用會計政策時之關鍵判斷(續)

電力銷售之電價補助收入確認及合同資 產之應收電價補貼款減值評估(續)

在作出判斷時，本公司董事考慮了本集團法律顧問所建議之法律意見，認為本集團之所有電廠(包括由本集團合營企業及聯營公司所持有之電廠)之電價補助均被確認為收入但尚未登記在目錄中，且已符合或已滿足電價通知中有關上網電量享受電價補貼之要求和條件。

本公司董事相信，本集團全部運營電廠(包括本集團合營企業和聯營公司控股電廠)可以通過正當程式進行目錄登記，並且，考慮到過去國家電網公司無壞賬經歷，且電價補助由國家政府負擔，電價補助很可能可以全額收回，不過需遵從中國政府之資金分配時間安排。

在執行減值評估時，延遲(相對於董事之估計)收取電價補助可能因折現影響而導致潛在之減值損失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (CONTINUED)

Revenue recognition on tariff subsidy on sales of electricity and impairment assessment of contract assets of tariff adjustment receivables (CONTINUED)

As disclosed in Note 24(i), as at 31 December 2019, the tariff adjustment receivables of RMB867,605,000 (2018: RMB501,146,000) was recognised by the power plants which have not been included in the Catalogue.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating units ("CGUs") to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss may arise.

4. 主要會計判斷及不確定估計之主要來源(續)

採用會計政策時之關鍵判斷(續)

電力銷售之電價補助收入確認及合同資產之應收電價補貼款減值評估(續)

如附註24(i)所披露，截至2019年12月31日，未列入目錄之電場已確認應收賬款人民幣867,605,000元(2018年：人民幣501,146,000元)。

估計不確定性之主要來源

以下為在報告期末有關未來之關鍵假設和估計不確定性之其他關鍵來源之資訊，其存在會導致對下一個會計年度之資產帳面金額作出重大調整之重大風險。

商譽之減值

要確定商譽是否已發生減值，須對包含分配商譽在內之現金產出單元之可收回金額作出估計，其為使用價值或公允價值減去處置成本之較高者。計算使用價值時，本集團須估計現金產出單元預期產生之未來現金流量以及用以計算現值之適當折現率。如果實際之未來現金流量低於預期，或事實或情況之改變導致未來現金減少，則可能產生重大之減值損失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (CONTINUED)

Impairment of goodwill (CONTINUED)

As set out in Note 20 to the consolidated financial statements, the annual impairment review performed by the management involves assumptions, including estimated online power quantity of each wind farm, and discount rate, amongst others, that are subjective in nature and the Company is required to use judgement in applying such information. Depending on the complexity of deriving reasonable estimates of the recoverable amount of the CGU, the Group may perform such assessment utilising internal resources or the Group may engage external advisors to counsel the Group in making this assessment.

An impairment loss is recognised in the consolidated statement of profit or loss whenever the carrying amount of a CGU or groups of CGUs exceeds its recoverable amount.

As at 31 December 2019, the carrying amount of goodwill was, RMB900,904,000 (2018: RMB1,000,060,000). No impairment (2018: No impairments) was recognised during the current year. Details of the recoverable amount calculation are disclosed in Note 20.

4. 主要會計判斷及不確定估計之主要 來源(續)

估計不確定性之主要來源(續)

商譽之減值 (續)

如綜合財務報表附註20所載，管理層所執行之年度減值覆核涉及假設，包括各風電場之估計網上電量及折現率等主觀因素，公司需要判斷性地應用這些資訊。根據對現金產出單元可收回金額作出合理估計之複雜程度，本集團可利用內部資源進行評估，或聘請外部顧問以獲取相關意見。

當現金產出單元或現金產出單元組之帳面價值超過其可收回金額時，在綜合損益表中確認減值損失。

於2019年12月31日，商譽之帳面價值為人民幣900,904,000元(2018年：人民幣1,000,060,000元)。於本年無確認減值(2018：無)。有關可收回金額計算之詳細資訊於附註20中披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5. SEGMENT INFORMATION

(a) Business segments

The management has determined the operating segments based on the internal reports reviewed and used by executive directors of the Company, who are the chief operating decision makers (“CODM”), for strategic decision making.

The CODM considers the business from a product and service perspective. The Group is organised into certain business units according to the nature of the products sold or services provided. The CODM reviews operating results and financial information of each business unit separately. Accordingly, each business unit (including joint ventures and associates) is identified as an operating segment. These operating segments with similar economic characteristics and similar nature of products sold or services provided have been aggregated into the following reporting segments.

- Power generation segment — operation of wind and solar power plants through subsidiaries, generating electric power for sale to external power grid companies, investing in power plants through joint ventures and associates;
- “Others” segment — provision of power plant operation and maintenance services, provision of design, technical and consultancy services, undertaking electrical engineering and construction of power plant projects (the “engineering, procurement and construction business”), provision of finance lease services and energy internet services.

5. 分類資料

(a) 業務分類

管理層已根據本公司執行董事即主要經營決策者所審閱及於作出策略性決定時採用之內部報告作運營分類。

本公司主要經營決策者從產品及服務角度分析業務。本集團按出售產品或提供服務之性質確定業務組織。主要經營決策者分別審閱分類業務之經營成果及財務資訊，因此，每一個業務單元(包括合營企業及聯營公司)，被認定為一個經營分類。此類具有類似經濟特徵及出售類似產品或提供類似服務之運營分類分為下述報告分類：

- 發電業務分類 — 運營附屬公司之風力及太陽能發電電廠，生產電力出售予外部電網公司，並投資於合營企業及聯營公司電廠；
- 「其他」分類 — 電廠運行及維護服務，提供設計、技術及諮詢服務，承攬電廠項目之電力工程設計及施工(設計、採購及施工業務)，提供融資租賃服務及能源物聯網服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

5. SEGMENT INFORMATION (CONTINUED)

(a) Business segments (CONTINUED)

The CODM assess the performance of the operating segments based on a measure of adjusted earnings before interest and income tax. This measurement basis excludes the effects of non-recurring income and expenditure from the operating segments.

Inter-segment sales and transfers are transacted with reference to the selling prices used for sales made to the third parties at the then prevailing market prices.

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of central administration costs, directors' remuneration, certain other income, finance income and finance costs.

For the purposes of monitoring segment performance and allocating resources between segments, all assets and liabilities are allocated to operating segments other than assets and liabilities attributable to head office.

5. 分類資料(續)

(a) 業務分類(續)

本公司主要經營決策者根據經調整息稅前盈利之計量評估運營分類之表現。該計量基準不包括來自運營分類之非經常性收入及開支之影響。

集團分類間銷售及轉讓參考以當時現行市價向其他獨立第三方進行銷售所採用之售價進行。

經營分類之會計政策與附註3中所述本集團之會計政策相同。分類收益指在未分配總部管理費用、董事報酬、某些其他收入、財務收入及財務成本情況下由各分類賺取之收益。

為監控分類效益及分配分類間資源之目的，所有資產及負債將分配給經營分類，歸屬於總部之資產及負債除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5. SEGMENT INFORMATION (CONTINUED)

(a) Business segments (CONTINUED)

Segment revenues and results, and segment assets and liabilities

The following is an analysis of the Group's revenue, results, assets and liabilities by reportable operating segment.

5. 分類資料(續)

(a) 業務分類(續)

分類收入及業績，及分類資產與負債

下表中列示本集團運營分類之收入、業績、資產及負債。

		Power generation 發電業務	Others 其他	Segment total 分類總計	Elimination 抵銷	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
For the year ended 31 December 2019	截至2019年12月31日止年度					
Segment revenue	分類收入					
Sales to external customers*	售予對外客戶*	1,636,294	199,628	1,835,922	—	1,835,922
Inter-segment sales	集團分類間銷售	—	321,148	321,148	(321,148)	—
		1,636,294	520,776	2,157,070	(321,148)	1,835,922
Segment results	分類業績	949,187	11,240	960,427		960,427
Unallocated other gains and losses, net	不予分配之其他收益及虧損，淨額					64,326
Unallocated income	不予分配之收入					16,621
Unallocated expenses	不予分配之開支					(13,964)
Finance income	財務收入					9,605
Finance costs	財務成本					(384,809)
Profit before income tax	除所得稅前溢利					652,206
Income tax expense	所得稅開支					(39,087)
Profit for the year	本年度溢利					613,119
At 31 December 2019	於2019年12月31日					
Segment assets	分類資產	17,549,857	2,277,433	19,827,290		19,827,290
Unallocated assets	不予分配之資產					65,147
Total assets	資產總值					19,892,437
Segment liabilities	分類負債	(12,016,630)	(1,473,691)	(13,490,321)		(13,490,321)
Unallocated liabilities	不予分配之負債					(432,915)
Total liabilities	負債總額					(13,923,236)

* Revenue from power generation comprised revenue generated from wind power plants and solar power plants of RMB1,254,404,000 and RMB381,890,000 respectively.

* 發電業務收入分別來自於風力發電廠及太陽能發電廠，金額分別為人民幣1,254,404,000元及人民幣381,890,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5. SEGMENT INFORMATION (CONTINUED)

(a) Business segments (CONTINUED)

Segment revenues and results, and segment assets and liabilities (CONTINUED)

		Power generation 發電業務	Others 其他	Segment total 分類總計	Elimination 抵銷	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
For the year ended 31 December 2018		截至2018年12月31日止年度				
Segment revenue	分類收入					
Sales to external customers*	售予對外客戶*	1,251,109	162,961	1,414,070	—	1,414,070
Inter-segment sales	集團分類間銷售	—	177,229	177,229	(177,229)	—
		1,251,109	340,190	1,591,299	(177,229)	1,414,070
Segment results	分類業績	781,016	12,781	793,797		793,797
Unallocated other gains and losses, net	不予分配之其他收益及虧損，淨額					29,697
Unallocated income	不予分配之收入					11,572
Unallocated expenses	不予分配之開支					(15,699)
Finance income	財務收入					11,983
Finance costs	財務成本					(301,210)
Profit before income tax	除所得稅前溢利					530,140
Income tax expense	所得稅開支					(16,291)
Profit for the year	本年度溢利					513,849
At 31 December 2018		於2018年12月31日				
Segment assets	分類資產	16,195,520	2,127,418	18,322,938		18,322,938
Unallocated assets	不予分配之資產					89,870
Total assets	資產總值					18,412,808
Segment liabilities	分類負債	(11,400,462)	(1,445,863)	(12,846,325)		(12,846,325)
Unallocated liabilities	不予分配之負債					(19,744)
Total liabilities	負債總額					(12,866,069)

* Revenue from power generation comprised revenue generated from wind power plants and solar power plants of RMB906,206,000 and RMB344,903,000, respectively.

5. 分類資料(續)

(a) 業務分類(續)

分類收入及業績，及分類資產與負債(續)

* 發電業務收入分別來自於風力發電廠及太陽能發電廠，金額分別為人民幣906,206,000元及人民幣344,903,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5. SEGMENT INFORMATION (CONTINUED)

(a) Business segments (CONTINUED)

Other segment information

For the year ended 31 December 2019

5. 分類資料(續)

(a) 業務分類(續)

其他分類資料

截至2019年12月31日止年度

	Power generation 發電業務	Others 其他	Unallocated 不予分配	Total 總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:	包含於分類損益或分類資產計量之金額：			
Additions to non-current assets (including property, plant and equipment and right-of-use assets)	2,150,812	23,997	—	2,174,809
Depreciation of property, plant and equipment	445,798	19,715	—	465,513
Amortisation of other intangible assets and depreciation of right-of-use assets	35,794	4,628	319	40,741
Share-based compensation	17,664	2,301	65	20,030
Interests in joint ventures and associates	2,094,818	37,024	—	2,131,842
Share of profit/(loss) of joint ventures and associates, net	170,042	(15,747)	—	154,295
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要經營決策者提供，但並未計入分類損益或分類資產計量之金額：			
Loss on disposal of property, plant, and equipment, net	605	4,672	—	5,277
Impairment loss on contract assets	6,970	—	—	6,970
Impairment loss on trade receivables	4,524	2,418	—	6,942
Reversal of impairment loss on trade receivables	—	(2,630)	—	(2,630)
Impairment loss on other receivables	13,540	15,929	—	29,469
Impairment loss on amounts due from joint ventures	—	2,502	—	2,502
Reversal of impairment loss on amounts due from joint ventures	—	(5,000)	—	(5,000)
Impairment loss on amounts due from associates	—	2,307	—	2,307
Finance income	(1,507)	(8,098)	—	(9,605)
Finance costs	376,635	8,174	—	384,809
Income tax expense	18,188	20,899	—	39,087

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5. SEGMENT INFORMATION (CONTINUED)

(a) Business segments (CONTINUED)

Other segment information (CONTINUED)

For the year ended 31 December 2018

	Power generation 發電業務	Others 其他	Unallocated 不予分配	Total 總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:	包含於分類損益或分類資產計量之金額：			
Additions to non-current assets (including property, plant and equipment and land use rights)	3,649,247	9,001	—	3,658,248
Depreciation of property, plant and equipment	339,006	15,606	—	354,612
Amortisation of other intangible assets and land use rights	15,834	4,645	319	20,798
Share-based compensation	209	27	309	545
Interests in joint ventures and associates	1,798,820	51,751	—	1,850,571
Share of profit/(loss) of joint ventures and associates, net	149,619	(2,846)	—	146,773
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:	定期向主要經營決策者提供，但並未計入分類損益或分類資產計量之金額：			
Loss on disposal of property, plant and equipment, net	11,886	507	—	12,393
Impairment loss on trade receivables	—	11,906	—	11,906
Impairment loss on other receivables	3,977	1,560	—	5,537
Finance income	(3,261)	(8,722)	—	(11,983)
Finance costs	299,158	2,052	—	301,210
Income tax expense	13,323	2,968	—	16,291

5. 分類資料(續)

(a) 業務分類(續)

其他分類資料(續)

截至2018年12月31日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5. SEGMENT INFORMATION (CONTINUED)

(b) Geographical segments

The Group's operations are mainly located in the PRC and the remaining operations are located in the United States of America and Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets (excluding deferred tax assets and financial assets) is presented based on the geographical location of the assets.

5. 分類資料(續)

(b) 地區分類

本集團主要經營地位於中華人民共和國(「中國」)，其他經營地位於美國及香港。

本集團外部客戶之收入根據外部客戶之地理位置確定及列報。本集團之非流動資產資訊(除遞延所得稅資產及金融資產外)根據資產所處地理位置確認及列報。

		Revenue Year ended 31 December 截至12月31日止年度 收入		Non-current assets At 31 December 於12月31日 非流動資產	
		2019	2018	2019	2018
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
The PRC	中國	1,806,778	1,382,822	12,824,885	13,563,562
Others	其他地區	29,144	31,248	975,434	836,121
		1,835,922	1,414,070	13,800,319	14,399,683

(c) Information about major customers

Five (2018: Four) external customers individually contribute more than 10% of the total revenue of the Group. The revenue of these customers is summarised below:

(c) 主要客戶資訊

五名(2018: 四名)外部客戶均分別佔本集團收入逾10%。此等收入之客戶概述如下:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Customer A	客戶 A	300,462	292,284
Customer B	客戶 B	263,785	162,178
Customer C	客戶 C	241,082	213,433
Customer D	客戶 D	215,077	170,245
Customer E	客戶 E	211,412	N/A*

Revenue from customers above are attributable to power generation segment.

上述客戶之收入均歸屬於發電業務分類。

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

* 相應之收入貢獻未超過集團全部收入10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6. REVENUE

6.1 For the year ended 31 December 2019

An analysis of the Group's revenue for the year ended 31 December 2019 is as follows:

6. 收入

6.1 截止2019年12月31止年度

截至2019年12月31日止年度本集團之收入分析如下：

		Power generation 發電業務	Others 其他	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from contracts with customers	基於客戶合同之收入 確認			
Sales of electricity:	售電收入：			
Basic electricity price	標杆電價收入	956,356	—	956,356
Renewable energy subsidy (Note)	可再生能源補貼收入(附註)	667,604	—	667,604
Power plant operation and maintenance services	電廠運行及維護收入	—	120,637	120,637
Engineering, procurement and construction	設計、採購及施工收入	—	29,114	29,114
Provision of design services	提供設計服務收入	—	15,117	15,117
Provision of technical and consultancy services	提供技術及諮詢服務收入	—	14,885	14,885
Provision of agency service on sale of equipment	設備銷售代理收入	—	11,101	11,101
Other revenue	其他收入	—	1,904	1,904
		1,623,960	192,758	1,816,718
Finance lease income	融資租賃收入	—	6,870	6,870
Financing component interest income	融資成分利息收入	12,334	—	12,334
Total revenue	收入總計	1,636,294	199,628	1,835,922

Note: Renewable energy subsidy is provided by the relevant PRC government authorities to the wind and solar power plants operating in the PRC, subject to the fulfilment of certain conditions. As further explained in Note 4, approval for the registration in the Catalogue is required before the allocation of renewable energy subsidy by the relevant PRC government authorities.

附註：可再生能源補貼收入是中國政府部門針對於中國境內經營之符合條件之風力及太陽能電廠提供的。誠如附註4詳述，在中國相關政府部門分配可再生能源補貼之前，必須申請註冊目錄並予以審批。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

6. REVENUE (CONTINUED)

6. 收入(續)

6.1 For the year ended 31 December 2019
(CONTINUED)

6.1 截止2019年12月31止年度(續)

An analysis of timing of revenue recognition for revenue from contracts with customers is as follows:

基於客戶合同收入按收入確認時間點分析如下：

		Power generation	Others	Total
		發電業務	其他	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
A point in time:	按時點確認：			
Sales of electricity	售電收入	1,623,960	—	1,623,960
Engineering, procurement and construction	設計、採購及施工收入	—	29,114	29,114
Provision of design services	提供設計服務收入	—	15,117	15,117
Provision of technical and consultancy services	提供技術及諮詢服務收入	—	14,885	14,885
Provision of agency service on sale of equipment	設備銷售代理收入	—	11,101	11,101
Other revenue	其他收入	—	1,904	1,904
		1,623,960	72,121	1,696,081
Over time:	按進度確認：			
Power plant operation and maintenance services	電廠運行及維護收入	—	120,637	120,637
Revenue from contracts with customers	基於客戶合同收入	1,623,960	192,758	1,816,718

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綜合財務報表附註

6. REVENUE (CONTINUED)

6.1 For the year ended 31 December 2019
(CONTINUED)

Set out below is the reconciliation of the revenue with the amounts disclosed in the segment information.

6. 收入(續)

6.1 截止2019年12月31止年度(續)

以下是收入與分類報告中披露金額之對帳。

		Segment revenue 分類收入	Elimination 抵銷	Consolidated 合併收入
		<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元
Revenue from contracts with customers:	基於客戶合同收入			
Sales of electricity	售電收入	1,623,960	—	1,623,960
Power plant operation and maintenance services	電廠運行及維護收入	201,841	(81,204)	120,637
Engineering, procurement and construction	設計、採購及施工收入	142,958	(113,844)	29,114
Provision of agency service on sale of equipment	設備銷售代理收入	13,653	(2,552)	11,101
Provision of design services	提供設計服務收入	44,710	(29,593)	15,117
Provision of technical and consultancy services	提供技術及諮詢服務收入	96,043	(81,158)	14,885
Other revenue	其他收入	1,904	—	1,904
Revenue from contracts with customers	基於客戶合同收入	2,125,069	(308,351)	1,816,718
Finance lease income	融資租賃收入	19,667	(12,797)	6,870
Financing component interest income	融資成分利息收入	12,334	—	12,334
Total revenue	收入總計	2,157,070	(321,148)	1,835,922

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

6. REVENUE (CONTINUED)

6. 收入(續)

6.2 For the year ended 31 December 2018

6.2 截止2018年12月31止年度

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

集團年度收入之分析如下：

		Power generation 發電業務	Others 其他	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from contracts with customers	基於客戶合同之收入 確認			
Sales of electricity:	售電收入：			
Basic electricity price	標杆電價收入	717,080	—	717,080
Renewable energy subsidy (Note)	可再生能源補貼收入(附註)	529,095	—	529,095
Power plant operation and maintenance services	電廠運行及維護收入	—	95,803	95,803
Engineering, procurement and construction	設計、採購及施工收入	—	28,791	28,791
Provision of design services	提供設計服務收入	—	14,296	14,296
Provision of technical and consultancy services	提供技術和諮詢服務收入	—	10,987	10,987
Provision of agency service on sale of equipment	設備銷售代理收入	—	7,403	7,403
Other revenue	其他收入	—	1,664	1,664
		1,246,175	158,944	1,405,119
Finance lease income	融資租賃收入	—	4,017	4,017
Financing component interest income	融資成分利息收入	4,934	—	4,934
Total revenue	收入總計	1,251,109	162,961	1,414,070

Note: Renewable energy subsidy is provided by the relevant PRC government authorities to the wind and solar power plants operate in the PRC, subject to the fulfilment of certain conditions. As further explained in Note 4, approval for the registration in the Catalogue is required before the allocation of renewable energy subsidy by the relevant PRC government authorities.

附註：可再生能源補貼收入是中國政府部門針對於中國境內經營之符合條件之風力及太陽能電廠提供的。誠如附註4詳述，在分配中國政府相關部門補貼之前，必須申請註冊目錄並予以審批。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6. REVENUE (CONTINUED)

6.2 For the year ended 31 December 2018 (CONTINUED)

An analysis of timing of revenue recognition for revenue from contracts with customers is as follows:

6. 收入(續)

6.2 截止2018年12月31止年度(續)

基於客戶合同收入按收入確認時間點分析如下：

		Power generation 發電業務	Others 其他	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
A point in time:	按時點確認：			
Sales of electricity	售電收入	1,246,175	—	1,246,175
Engineering, procurement and construction	設計、採購及施工收入	—	28,791	28,791
Provision of design services	提供設計服務收入	—	14,296	14,296
Provision of technical and consultancy services	提供技術和諮詢服務收入	—	10,987	10,987
Provision of agency service on sale of equipment	設備銷售代理收入	—	7,403	7,403
Other revenue	其他收入	—	1,664	1,664
		1,246,175	63,141	1,309,316
Over time:	按進度確認：			
Power plant operation and maintenance services	電廠運行及維護收入	—	95,803	95,803
Revenue from contracts with customers	基於客戶合同收入	1,246,175	158,944	1,405,119

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

6. REVENUE (CONTINUED)

6. 收入(續)

6.2 For the year ended 31 December 2018
(CONTINUED)

6.2 截止2018年12月31止年度(續)

Set out below is the reconciliation of the revenue with the amounts disclosed in the segment information.

以下是收入與分類報告中披露金額之對帳。

		Segment revenue 分類收入	Elimination 抵銷	Consolidated 合併收入
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from contracts with customers:	基於客戶合同收入			
Sales of electricity	確認： 售電收入	1,246,175	—	1,246,175
Power plant operation and maintenance services	電廠運行 及維護收入	153,924	(58,121)	95,803
Engineering, procurement and construction	設計、採購及施工 收入	54,935	(26,144)	28,791
Provision of agency service on sale of equipment	設備銷售代理收入	10,300	(2,897)	7,403
Provision of design services	提供設計服務收入	36,583	(22,287)	14,296
Provision of technical and consultancy services	提供技術和諮詢 服務收入	67,643	(56,656)	10,987
Other revenue	其他收入	3,481	(1,817)	1,664
Revenue from contracts with customers	基於客戶合同收入	1,573,041	(167,922)	1,405,119
Finance lease income	融資租賃收入	13,324	(9,307)	4,017
Financing component interest income	融資成分利息收入	4,934	—	4,934
Total revenue	收入總計	1,591,299	(177,229)	1,414,070

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6. REVENUE (CONTINUED)

6.3 Performance obligations for contracts with customers

The Group's revenue is mainly generated from the sale of electricity, the provision of power plant operation and maintenance services, provision of agency service on sale of equipment, the provision of design, technical and consultancy services, engineering, procurement and construction business and finance lease income.

Revenue relating to the operation and maintenance services is recognised over time as the customer simultaneously receives and consumes the benefits provided by the Group as the Group performs. Revenue for these services is recognised based on input method which recognises the Group's performance on the basis of the time incurred by the Group, and in the opinion of the directors, this input method provides a faithful depiction of the transfer of services.

Revenue relating to the sale of electricity is recognised when control of the electricity has been transferred, being at the point when electricity is generated and transmitted to the customer. Revenue from the provision of agency service on sale of equipment is recognised when the equipment have been delivered to the customer's specific location. Revenue from the provision of design, technical and consultancy services are recognised when the services has been provided, being when the customer acknowledges receipt of the Group's drawing designs and reports.

The revenue from the sale of electricity comprises of basic electricity price and renewable energy subsidy. For the renewable energy subsidy related to power plants not yet registered in the Catalogue, the related receivables are classified as contract assets upon the application of HKFRS 15. Such contract assets are transferred to trade receivables upon the completion of the registration in the Catalogue. More details are set out in Note 24(i).

6. 收入(續)

6.3 與客戶簽訂合同之履行義務

本集團收入主要來自售電收入、提供電廠運營及維護服務、設備出售代理服務、提供設計、技術及諮詢服務，設計、採購及施工以及融資租賃收入。

關於運維服務之相關收入是基於時期確認，因為客戶接受及使用本集團提供之相關服務是同時發生。這些服務收入之確認基於投入法，並於本集團發生相關服務時確認，就董事之判斷，該投入法提供了可信之服務轉移之預期。

電力銷售收入之確認是基於電力輸送帶來之控制權轉移，即發電並輸送于用戶端之時點。設備銷售之代理服務收入之確認是基於設備運送到特定位置後而確認。設計服務收入、技術及諮詢服務收入之確認是基於客戶確認收到本集團繪製之設計圖及報告時，確認已提供相關服務，並確認收入。

售電收入包括標杆電價收入及可再生能源補貼收入。對於尚未進入目錄登記之發電廠相關可再生能源補貼收入，相關應收款項根據香港財務報告準則第15號之規定歸類為合同資產。此合同資產在進入目錄完成登記後轉入應收貿易款項。更多詳情見附註24(i)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

7. OTHER INCOME

An analysis of the Group's other income for the year is as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest income	利息收入	9,605	11,983
Tax refunds (Note i)	稅費返還(附註 i)	6,841	9,301
Guarantee income (Note ii)	擔保收入(附註 ii)	4,342	—
Government grants (Note 40)	政府補助(附註 40)	1,984	3,765
Rental income	租金收入	1,166	1,496
Others	其他	7,731	4,133
		31,669	30,678

Notes:

- (i) The amounts mainly represent refunds of value-added tax and other taxes received from the PRC tax authorities.
- (ii) The amounts mainly represented guarantee fees earned for providing financial guarantees to two associates (Note 49).

7. 其他收入

本年其他收入之分析如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest income	利息收入	9,605	11,983
Tax refunds (Note i)	稅費返還(附註 i)	6,841	9,301
Guarantee income (Note ii)	擔保收入(附註 ii)	4,342	—
Government grants (Note 40)	政府補助(附註 40)	1,984	3,765
Rental income	租金收入	1,166	1,496
Others	其他	7,731	4,133
		31,669	30,678

附註：

- (I) 該金額主要是從中國稅務機關取得之增值稅及其他稅款返還。
- (II) 該金額主要是對兩聯營公司提供金融擔保賺取之擔保收入(附註 49)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

8. OTHER GAINS AND LOSSES, NET

An analysis of other gains and losses, net is as follows:

8. 其他收益及虧損，淨額

其他收益及虧損淨額之分析如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gain on disposal/de-registration of subsidiaries, net (Note 44(b))	出售／註銷附屬公司之收益，淨額(附註44(b))	79,784	25,066
Loss on de-registration of a joint venture, net	註銷合營企業之虧損，淨額	(370)	—
Fair value gains on financial assets at FVTPL	按公允價值計入損益之金融資產之公允價值變動收益	15,072	42,750
Fair value gains on derivative component of convertible loan (Note 37)	可換股貸款衍生部分之公允價值變動收益(附註37)	21,085	11,307
Loss on disposal of property, plant and equipment (Note 44(c))	出售物業、廠房及設備之虧損(附註44(c))	(5,277)	(12,393)
Exchange (loss)/gain, net	匯兌(虧損)/收益，淨額	(2,791)	204
Adjustments of sales proceeds of prior year's disposal of subsidiaries	以前年度處置附屬公司所得之調整	—	(17,970)
Others	其他	(2,617)	(1,824)
		104,886	47,140

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

9. 信用減值損失

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Impairment loss on contract assets (Note 24)	合同資產減值(附註24)	(6,970)	—
Impairment loss on trade receivables (Note 25)	應收貿易賬款減值 (附註25)	(6,942)	(11,906)
Impairment loss on other receivables (Note 26)	其他應收款項減值 (附註26)	(29,469)	(5,537)
Impairment loss on amounts due from associates	應收聯營公司款項減值	(2,307)	—
Impairment loss on amounts due from joint ventures	應收合營企業款項減值	(2,502)	—
Reversal of impairment loss on trade receivables (Note 25)	應收貿易賬款減值之 轉回(附註25)	2,630	—
Reversal of impairment loss on amounts due from joint ventures	應收合營企業款項 減值之轉回	5,000	—
		(40,560)	(17,443)

Details of impairment assessment of financial assets for the year ended 31 December 2019 are set out in Note 52.

於2019年12月31日止年度金融資產之減值評估詳情見附註52。

10. OTHER EXPENSES

Other expense represents an amount of RMB35,500,000 incurred for acquisition of non-controlling interest of a non-wholly owned subsidiary, which in substance represents a service fee for expert assistance in relation of operating right of a power plant project. The amount was expensed to the profit or loss because it does not fulfil the capitalization requirement under HKAS 38.

10. 其他開支

其他開支代表一項為取得非全資子公司之少數股東權益而發生之開支，金額為人民幣35,500,000元，此開支為協助一風力發電項目之相關運營權而發生之專業服務費用，此開支由於不滿足香港會計準則第38號下之資本化條件而費用化計入當期損益表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

11. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) **11. 僱員福利開支(包含董事酬金)**

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Wages, salaries and bonuses	工資、薪金及獎金	268,812	185,330
Pension costs — defined contribution plans (Note (i))	退休金成本 — 定額供款計劃(附註(i))	39,666	35,615
Share-based compensation (Note 43)	以股份為基準之付款(附註43)	20,030	545
		328,508	221,490
Less: Employee benefit expense capitalised (Note (ii))	減：資本化僱員福利開支(附註(ii))	(75,345)	(36,254)
		253,163	185,236

Notes:

- (i) As at 31 December 2019, the Group had no significant forfeited contributions available to reduce its contributions to the pension scheme in future years (2018: Nil).
- (ii) Employee benefit expense has been capitalised as construction in progress under property, plant and equipment as at 31 December 2019.

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the current and prior year are all directors whose emoluments are reflected in the analysis shown in Note 50.

附註：

- (I) 於2019年12月31日，本集團無可用於扣減未來年度退休金計劃供款之重大沒收供款(2018：無)。
- (II) 於2019年12月31日，僱員福利開支已資本化計入物業、廠房及設備中在建工程。

五名最高薪人士

本集團本年內及上年五名最高薪人士全部是董事，其酬金反映在附註50之分析中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

12. FINANCE COSTS

12. 財務成本

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Interest expenses on:	利息支出：		
— Bank borrowings	— 銀行借款	199,226	214,439
— Other borrowings	— 其他借款	183,015	90,137
— Senior notes and bonds payable (Note 36)	— 優先票據及債券之應 付款項(附註36)	130,331	123,768
— Convertible loan (Note 37)	— 可換股貸款(附註37)	34,022	11,222
— Lease liabilities	— 租賃負債	3,994	—
		550,588	439,566
Less: Interest capitalised (Note)	減：利息資本化(附註)	(165,779)	(138,356)
		384,809	301,210

Note:

During the year, borrowing costs have been capitalised at various applicable rates ranging from 5.4% to 8.3% (2018: 4.4% to 8.3%) per annum for qualified assets classified as construction in progress under property, plant and equipment.

附註：

於本年度內，滿足條件之資產之借款成本按不同適用利率從5.4%至8.3% (2018年：4.4%至8.3%) 年利率計息並資本化計入物業、廠房及設備下之在建工程中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging the following:

13. 除所得稅前溢利

除所得稅前溢利已扣除下列各項：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Cost of sales and services rendered included:	銷售產品及服務成本包括：		
Direct operating costs for power generation	電廠發電之直接運行成本	570,693	425,487
Cost of power plant operation and maintenance services	電廠運行及維護成本	75,835	68,199
Cost of provision of design services	設計服務成本	5,693	10,226
Cost of provision of technical and consultancy services	技術及諮詢服務成本	31,140	10,415
Cost of provision of agency service on sale of equipment	設備銷售代理成本	6,549	4,367
Cost of engineering, procurement and construction	設計、採購及施工成本	22,535	26,489
Cost of finance lease	融資租賃成本	711	1,120
Cost of other revenue	其他收入成本	1,686	1,297
		714,842	547,600
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	465,513	354,612
Amortisation of land use rights	土地使用權攤銷	—	20,479
Depreciation of right of use assets	使用權資產之折舊	40,422	—
Amortisation of other intangible assets	其他無形資產攤銷	319	319
Total depreciation and amortization	折舊及攤銷總額	506,254	375,410
Less: Amount capitalised as construction in progress under property, plant and equipment	減：計入物業、廠房及設備之在建工程之資本化金額	(5,195)	(7,887)
Total depreciation and amortisation charged to profit or loss	計入損益之折舊和攤銷總額	501,059	367,523
Amount included in cost of sales and services rendered	計入提供服務及銷售成本金額	(478,177)	(357,739)
Amount included in administrative expenses	計入管理費用金額	22,882	9,784
Auditor's remuneration	核數師酬金	3,510	2,633

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

14. INCOME TAX EXPENSE

14. 所得稅開支

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Current tax	當期稅項		
— PRC corporate income tax	— 中國企業所得稅	45,012	17,242
— PRC dividend withholding tax	— 中國股息預扣稅	490	1,070
Underprovision/(overprovision) in prior years:	過往年度少/(多)計提稅金：		
PRC corporate income tax	中國企業所得稅	6,208	(8,056)
Deferred tax (Note 39)	遞延稅項(附註39)	(12,623)	6,035
		39,087	16,291

No provision for taxation in Hong Kong has been made as the Group did not generate any assessable profits arising from Hong Kong during the year (2018: nil).

PRC corporate income tax is provided for at the rate of 25% (2018: 25%) for the year of the profits for the PRC statutory financial reporting purpose, adjusted for those items which are not assessable or deductible for the PRC corporate income tax purpose.

Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. During the year, no provisions for income tax have been made in other jurisdictions as the Group had no assessable profit generated from other jurisdictions (2018: nil).

The law of the PRC on corporate income tax provides that qualified dividend income between two "resident corporates" that have a direct investment relationship is exempted from income tax. Otherwise, such dividends will be subject to 5% to 10% withholding tax under the tax treaty or the domestic law. The Group is currently subject to withholding tax at 5% to 10%.

本集團於本年度內未在香港產生任何納稅溢利，故未對香港利得稅計提撥備(2018：無)。

就中國法定財務申報而言，中國企業所得稅按照本年度溢利之25%(2018：25%)之稅率計提撥備，並根據中國企業所得稅規定，就毋須納稅或不可扣減之項目作出調整。

從其他司法權區所產生之稅收是基於相關司法權區之現行稅率計算。本年度本集團無來自其他管轄區之應稅收益，因此並未產生其他司法管轄區之稅收(2018年：無)。

根據中國人民共和國企業所得稅法規定，直接投資關係下兩個「居民企業」之間進行滿足條件之股息分配可以免稅。否則，根據稅收規定或國內法律，將對上述股息代扣5%至10%所得稅。本集團本年應遵循代扣5%至10%所得稅之規定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. INCOME TAX EXPENSE (CONTINUED)

The tax charge for the year can be reconciled to the profit before income tax per the consolidated statement of profit or loss as follows:

14. 所得稅開支(續)

本年度所得稅開支與綜合損益表之除所得稅前溢利對賬如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before income tax	除所得稅前溢利	652,206	530,140
Tax calculated at domestic income tax rate of 25% (2018: 25%) (Note (i))	各地溢利按當地稅率 25% (2018: 25%)(附註(i))計算	163,052	132,535
Effect of preferential tax rates of certain subsidiaries (Note (ii))	若干附屬公司優惠稅率之影響(附註(ii))	(6,567)	(2,878)
Tax effect of share of results of associates and joint ventures	分享聯營公司及合營企業損益之稅項影響	(38,619)	(36,693)
Income not subject to tax	無需課稅之收入	(11,645)	(17,716)
Expenses not deductible for tax purposes	不可扣稅之開支	23,215	29,708
Underprovision/(overprovision) in prior years	過往年度少/(多)計提稅金	6,208	(8,056)
Effects of tax holiday on assessable profits of subsidiaries established in the PRC (Note (iii))	於中國註冊成立附屬公司應課稅溢利免稅期之稅項影響(附註(iii))	(142,748)	(116,160)
Tax effect of tax losses not recognised	未確認稅務虧損之稅項影響	44,210	57,486
Utilisation of previously unrecognized tax losses and unrecognized temporary differences	使用過往未確認之稅項虧損及暫時性差異	(14,264)	(28,466)
Tax effect of temporary differences not recognised	未確認暫時性差異之稅項影響	15,755	5,461
Recognition of withholding tax in current year	本年度確認之預扣稅項	490	1,070
		39,087	16,291

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

14. INCOME TAX EXPENSE (CONTINUED)

Notes:

- (i) The domestic tax rate (which is PRC corporate income tax rate) in the jurisdiction where the operation of the Group is substantially based is used.
- (ii) Certain subsidiaries resided in western China or engaged in high-technology industry are entitled to preferential income tax rate of 9% and 15%, respectively (2018: 9% and 15% respectively).
- (iii) Certain subsidiaries of the Group established in the PRC are entitled to preferential tax treatments including three years exemption followed by three years of a 50% tax reduction. The first year exemption started from 2014 to 2019.

15. EARNINGS PER SHARE

Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company of RMB604,293,000 (2018: RMB502,406,000) by the weighted average number of 8,365,771,000 (2018: 8,549,412,000) ordinary shares in issue during the year, after adjusting the effect of shares repurchased and held by the Company's share award scheme.

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares from the share award scheme and the convertible loan.

14. 所得稅開支(續)

附註：

- (i) 本集團使用運營實質所在管轄地區之稅率(即中國企業所得稅率)。
- (ii) 部分屬於中國西部地區或從事高薪技術產業之附屬公司分別享受9%及15%之優惠所得稅率(2018年：9%及15%)。
- (iii) 本集團於中國內地若干附屬公司享有稅務優惠，包括三年免稅期及於隨後三年獲減免一半稅項，免稅期第一年從2014至2019年開始。

15. 每股盈利

基本

基本每股盈利是通過調整本公司股份獎勵計劃回購及持有之股票之影響，將本公司股東應佔溢利人民幣604,293,000元(2018年：人民幣502,406,000元)除以年內已發行普通股之加權平均股數8,365,771,000股(2018年：8,549,412,000股)計算得出。

攤薄

每股攤薄盈利是經調整已發行普通股之加權平均數至假設兌換股份獎勵計劃及可換股貸款所有攤薄潛在普通股計算。

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15. EARNINGS PER SHARE (CONTINUED)

15. 每股盈利(續)

Diluted (CONTINUED)

攤薄(續)

		2019	2018
Earnings:	溢利：		
Earnings for the purpose of basic earnings per share (RMB'000)	基本每股盈利之溢利 (人民幣千元)	604,293	502,406
Effect of dilutive potential ordinary shares:	攤薄潛在普通股份之影響：		
Adjustments on convertible loan (RMB'000) (Note 37)	可換股貸款之調整 (人民幣千元) (附註37)	24,837	15,328
		629,130	517,734
Number of shares:	股份數：		
Weighted average number of ordinary shares for the purpose of basic earnings per share (thousands)	基本每股盈利之普通股份 之加權平均數(千股)	8,365,771	8,549,412
Effect of dilutive potential ordinary shares:	攤薄潛在普通股份之影響：		
Share award scheme (thousands)	股份獎勵計劃(千股)	45,381	3,588
Convertible loan (thousands)	可換股貸款(千股)	758,883	263,598
		9,170,035	8,816,598
Weighted average number of ordinary shares for the purpose of diluted earnings per share (thousands)	每股攤薄盈利之普通股加 權平均數(千股)		

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16. DIVIDEND

16. 股息

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Dividends for ordinary shareholders of the Company recognized as distribution during the year:	於本年度內本公司普通股股東股息分配之確認：		
2018 Final — HK\$0.02 (2017: HK\$0.01) per share	2018 年末 — 每股 0.02 港元 (2017 : 每股 0.01 港元)	149,673	73,154

Subsequent to the end of the reporting period, final dividend in respect of the year ended 31 December 2019 of HK\$ 0.025 per ordinary share has been proposed by the directors of the Company and is subject to approval by the shareholders at the forthcoming general meeting (2018: final dividend in respect of the year ended 31 December 2018 of HK\$0.02 per ordinary share has been proposed by the directors of the Company and approved by the shareholders at the general meeting held on 26 April 2019).

於本報告期後，本公司董事已提呈截止 2019 年 12 月 31 日止年度之末期股息每普通股 0.025 港元，並須股東於即將舉行之股東周年大會上批准(2018：本公司董事已提呈截止 2018 年 12 月 31 日止年度之末期股息每股 0.02 港元，並已經股東於 2019 年 4 月 26 日舉行之股東周年大會上批准)。

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17. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE

On 20 September 2019, the Group entered into a letter of intent with Shanghai Shenneng New Energy Investment Co., Ltd (“Shanghai Shenneng”) an independent third party to the Group, pursuant to which the Group has agreed to dispose its entire equity interest in three subsidiaries. The principal activities of the Subsidiaries are wind power plant operation. The net proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and liabilities and accordingly, no impairment loss has been recognised.

On 17 April 2020, the Group and Shanghai Shenneng entered into the equity transfer agreement, pursuant to which, the Group agreed to dispose the entire equity interest in two out of the three subsidiaries at an aggregate consideration of RMB298,595,000.

As at 31 December 2019, the assets and liabilities attributable to Subsidiaries, which were expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position (see below).

The major classes of assets and liabilities of the Subsidiaries as at 31 December 2019, which have been presented separately in the consolidated statement of financial position, are as follows:

17. 歸類為持有待售之資產／負債

於2019年9月20日，本集團與獨立第三方上海申能新能源投資有限公司(以下簡稱「上海申能」)簽訂意向協定，擬將三家附屬公司全部股權轉讓給上海申能，此些附屬公司之主要業務是風力發電場項目之投資及運營。預計處置淨收益將超過相關資產與負債之賬面淨值，因此，未確認減值損失。

2020年4月17日，本集團與上海申能簽訂了《股權轉讓協議》，根據該協議，本集團同意以人民幣298,595,000元之對價出售三家子公司中兩家子公司之全部股權。

於2019年12月31日，預期於十二個月內被出售之附屬公司相應之資產及負債已歸類為持有待售，並於綜合資產負債表內作獨立呈列(見下文)。

截至2019年12月31日，三家附屬公司歸類為持有待售之主要資產及負債在綜合資產負債表中單獨列報如下：

		2019
		RMB'000
		人民幣千元
Property, plant and equipment	物業、廠房及設備	1,160,921
Right-of-use assets	使用權資產	60,553
Goodwill	商譽	42,411
Contract assets	合同資產	76,099
Trade receivables	應收貿易賬款	74,045
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	129,408
Cash and cash equivalents	現金及現金等值項目	20,484
Total assets classified as held for sale	歸類為持有待售之資產總額	1,563,921
Other borrowings	其他借款	547,200
Bank borrowings	銀行借款	400,453
Trade payables	應付貿易賬款	238
Other payables and accruals	其他應付款項及應計費用	62,064
Liabilities associated with assets classified as held for sale	歸類為持有待售之負債	1,009,955

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綜合財務報表附註

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Buildings 樓宇	Leasehold improvements 租賃物業裝修	Power plant equipment 電廠設備	Office furniture and fixtures 辦公傢俱	Motor vehicles 汽車	Construction in progress 在建工程	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
2019								
Cost:	成本值：							
As at 1 January 2019	於2019年1月1日	824,261	27,863	8,209,447	70,783	58,854	2,032,927	11,224,135
Additions	添置	756	—	14,884	4,205	5,377	1,917,259	1,942,481
Disposals (Note 44(c))	出售(附註44(c))	(11,722)	—	(9,598)	(385)	(4,525)	(29)	(26,259)
Reclassifications	重分類	125,653	—	1,707,810	107	—	(1,833,570)	—
Disposal of subsidiaries (Note 44(b))	處置附屬公司 (附註44(b))	(122,141)	—	(1,209,271)	(981)	(5,503)	(88,977)	(1,426,873)
Reclassified to held for sale (Note 17)	重分類至持有代售 (附註17)	(97,739)	—	(1,172,661)	(1,391)	(120)	—	(1,271,911)
As at 31 December 2019	於2019年12月31日	719,068	27,863	7,540,611	72,338	54,083	2,027,610	10,441,573
Accumulated depreciation:	累計折舊：							
As at 1 January 2019	於2019年1月1日	83,992	26,124	748,928	33,438	34,547	—	927,029
Charge for the year	本年度支出	33,923	34	410,131	14,509	6,916	—	465,513
Disposals (Note 44(c))	出售(附註44(c))	(5,290)	—	(5,444)	(321)	(3,704)	—	(14,759)
Disposal of subsidiaries (Note 44(b))	處置附屬公司 (附註44(b))	(4,434)	—	(41,675)	(679)	(672)	—	(47,460)
Reclassified to held for sale (Note 17)	重分類至持有代售 (附註17)	(5,250)	—	(105,171)	(554)	(15)	—	(110,990)
As at 31 December 2019	於2019年12月31日	102,941	26,158	1,006,769	46,393	37,072	—	1,219,333
Net carrying value:	賬面淨值							
As at 31 December 2019	於2019年12月31日	616,127	1,705	6,533,842	25,945	17,011	2,027,610	9,222,240

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18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

18. 物業、廠房及設備(續)

		Buildings	Leasehold improvements	Power plant equipment	Office furniture and fixtures	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	電廠設備	辦公傢俱	汽車	在建工程	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2018								
Cost:	成本值:							
As at 1 January 2018	於2018年1月1日	635,459	27,863	5,315,498	43,777	50,657	1,675,634	7,748,888
Additions	添置	—	—	10,472	27,443	11,177	3,506,926	3,556,018
Disposals (Note 44(c))	出售(附註44(c))	(36)	—	(5,837)	(402)	(2,980)	(11,586)	(20,841)
Reclassifications	重分類	188,838	—	2,889,314	—	—	(3,078,152)	—
Disposal of subsidiaries (Note 44(b))	處置附屬公司(附註44(b))	—	—	—	(35)	—	(59,895)	(59,930)
As at 31 December 2018	於2018年12月31日	824,261	27,863	8,209,447	70,783	58,854	2,032,927	11,224,135
Accumulated depreciation:	累計折舊:							
As at 1 January 2018	於2018年1月1日	55,714	26,091	438,410	24,458	32,421	—	577,094
Charge for the year	本年度支出	28,294	33	312,249	9,079	4,957	—	354,612
Disposals (Note 44(c))	出售(附註44(c))	(16)	—	(1,731)	(83)	(2,831)	—	(4,661)
Disposal of subsidiaries (Note 44(b))	處置附屬公司(附註44(b))	—	—	—	(16)	—	—	(16)
As at 31 December 2018	於2018年12月31日	83,992	26,124	748,928	33,438	34,547	—	927,029
Net carrying value:	賬面淨值							
As at 31 December 2018	於2018年12月31日	740,269	1,739	7,460,519	37,345	24,307	2,032,927	10,297,106

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

- (a) For the above items of property, plant and equipment, except for construction in progress, depreciation is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	20 to 25 years
Leasehold improvements	Over the shorter of useful lives of 5 years and lease terms
Power plant equipment	20 years
Office furniture and fixtures	3 to 5 years
Motor vehicles	5 years

- (b) For the year ended 31 December 2019, depreciation of RMB2,958,000 (2018: RMB4,576,000) has been capitalised as construction in progress under property, plant and equipment.
- (c) As at 31 December 2019, certain buildings and power plant equipment with an aggregate net carrying value of RMB473,881,000 (2018: RMB230,621,000) and RMB5,047,724,000 (2018: RMB3,091,346,000), respectively, have been pledged to banks and certain financial institutions to secure banking facilities and other borrowings granted to the Group (Note 34 and Note 35).

18. 物業、廠房及設備(續)

- (a) 以上物業、廠房及設備，除在建工程外，折舊按預計可使用年期將其成本按直線法分攤至其剩餘價值計算如下：

樓宇	20至25年
租賃物業裝修	按可使用年限5年及租期之較短者
電廠設備	20年
辦公室傢私	3至5年
汽車	5年

- (b) 截至2019年12月31日，物業、廠房及設備項下之在建工程之資本化折舊金額為人民幣2,958,000元(2018：人民幣4,576,000元)。
- (c) 於2019年12月31日，本集團因銀行及其他金融機構貸款及其他借款餘額產生以樓宇及設備為抵押之資產賬面淨值分別人民幣473,881,000元(2018：人民幣230,621,000元)及人民幣5,047,724,000元(2018：人民幣3,091,346,000元)(附註34及附註35)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

19. RIGHT-OF-USE ASSETS

19. 使用權資產

		Power plant equipment	Leasehold lands	Total
		電廠設備	租賃土地	總額
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元
As at 1 January 2019	於2019年1月1日			
Net carrying amount	帳面淨值	114,414	473,965	588,379
As at 31 December 2019	於2019年12月31日			
Carrying amount	帳面價值	100,389	448,427	548,816
For the year ended 31 December 2019	截至2019年12月31 日止年度			
Depreciation charge	折舊支出	14,025	26,397	40,422
Expense relating to leases of low-value assets	低值資產租賃相關 開支	—	504	504
Total cash outflow for leases (Note)	租賃現金流出總額 (附註)	—	14,214	14,214

Note:

Amount includes payments of principal and interest portion of lease liabilities, for low value assets and payments of lease payments on or before lease commencement date (including leasehold land). These amounts could be presented in operating or financing cash flows.

For both years, the Group leases various machineries and leasehold lands for its operations. Lease contracts are entered into for fixed term of 2 years to 49 years, which do not have extension or termination options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Details of the lease maturity analysis of lease liabilities are set out in notes 38 and 52.

附註：

金額包括租賃負債本息部分、租賃開始日或之前支付租賃付款之低值資產及付款(包括租賃土地)。這些金額可能在經營或融資現金流中列示。

於兩年內，本集團租賃若干辦公設施及土地作為其經營之用。租賃合同之固定期限為兩年至四十九年，無延期及終止選擇。每份合同之租賃期經單獨協商，涵蓋不同之條款及條件。對於確定租賃期限及評估不可撤銷期限長度，本集團應用合同之定義確定合同執行期限。

租賃負債之租賃期分析詳情載於附註38和52。

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20. INTANGIBLE ASSETS

20. 無形資產

		Goodwill 商譽	Other intangible assets 其他無形資產	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Net carrying value as at 1 January 2018	於2018年1月1日 之賬面淨值	1,000,060	4,548	1,004,608
Amortisation	攤銷	—	(319)	(319)
Net carrying value as at 31 December 2018	於2018年12月31日 之賬面淨值	1,000,060	4,229	1,004,289
Amortisation	攤銷	—	(319)	(319)
Disposal of subsidiaries (Note 44(b))	出售附屬公司轉出 (附註44(b))	(56,745)	—	(56,745)
Reclassified to held for sale (Note 17)	重分類至持有待售 (附註17)	(42,411)	—	(42,411)
Net carrying value as at 31 December 2019	於2019年12月31日 之賬面淨值	900,904	3,910	904,814

Goodwill

Goodwill mainly arose from the acquisition of China Wind Power Holdings Limited ("China Wind Power") and its subsidiaries (collectively "China Wind Power Group") which was completed on 1 August 2007. China Wind Power Group was engaged in investment in wind power plants, engineering, procurement, construction and power plant operations and maintenance.

Upon application of HKFRS 8 *Operating Segment* in 2009, the relevant goodwill was reallocated to the respective groups of CGUs, which represent the lowest level within the Group at which the relevant goodwill is monitored for internal management purposes, and not larger than an operating segment. The reallocation was based on the relative value of the relevant groups of CGUs.

商譽

商譽是由於收購中國風電控股有限公司（「中國風電」）及其附屬公司（統稱「中國風電集團」）而產生，收購與2007年8月1日完成。中國風電集團從事風電廠投資，設計、採購、施工以及電廠運行和維護。

於2009年應用香港財務報告準則第8號—經營分類時，相關商譽被重新分配至對應現金產出單位群組，現金產生單位群組代表在本集團內部為了內部管理目的對相關商譽進行監控，且不大於相應經營分類之最低層級。重新分配基於相關現金產出單位群組之相對價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20. INTANGIBLE ASSETS (CONTINUED)

Goodwill (CONTINUED)

The carrying amounts of goodwill are allocated to the groups of CGUs as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Investment in wind power plants	風力發電場投資業務	827,001	926,157
Engineering, procurement and construction ("EPC Business")	設計、採購及施工 ("EPC"業務)	75,800	75,800
Power plant operations and maintenance	電場運行及維護	60,687	60,687
		963,488	1,062,644
Less: Impairment	減：減值	(62,584)	(62,584)
		900,904	1,000,060

The Group has assessed the recoverable amount of goodwill and determined that the goodwill has not been impaired, apart from the impairment provided for the EPC Business CGUs in the prior year as explained below.

20. 無形資產(續)

商譽(續)

商譽之賬面值將被分配到包含下列分類之現金產生單位群組中：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Investment in wind power plants	風力發電場投資業務	827,001	926,157
Engineering, procurement and construction ("EPC Business")	設計、採購及施工 ("EPC"業務)	75,800	75,800
Power plant operations and maintenance	電場運行及維護	60,687	60,687
		963,488	1,062,644
Less: Impairment	減：減值	(62,584)	(62,584)
		900,904	1,000,060

本集團已評估商譽之可收回金額，除下方披露之EPC業務現金產生單位已於去年確認之減值外，厘定該商譽並無減值。

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綜合財務報表附註

20. INTANGIBLE ASSETS (CONTINUED)

Goodwill (CONTINUED)

Investment in wind power plants CGUs

The recoverable amount is determined based on fair value less costs of disposal calculations. These calculations use cash flow projections based on the financial forecast covering a ten-year period and pre-tax discount rate of 14% (2018: 14%). Cash flows beyond the ten-year period are extrapolated at zero % (2018: zero %) growth rate. The cash flows and discount rate reflect assumptions that market participants would use when pricing the relevant CGUs. Key assumptions include estimated online power quantity from the Group's existing and forthcoming projects and discount rate. The management determined these key assumptions based on past performance and expectation on market development.

EPC Business CGUs

The recoverable amount was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections was 15% (2018: 15%) and cash flows beyond the five-year period were extrapolated using a growth rate of zero % (2018: zero %). Key assumptions include estimated revenue growth rate and discount rate. The management determined these key assumptions based on past performance and expectation on market development.

During the year of 2017, the directors of the Company determine that the scale of the EPC Business will be reduced in the foreseeable future and the Group will principally focus on the provision of design and consultancy services. Accordingly, an impairment loss of RMB62,584,000 was recognised in the 2017.

20. 無形資產(續)

商譽(續)

投資於風力發電廠現金產出單位

可收回金額按公允價值減出售成本計算。計算所用現金流基於涵蓋十年期之財務預測並採用14% (2018: 14%)之稅前折現率。超過十年之現金流量以零 (2018: 零)增長率來推算。現金流及折現率反應了市場參與者在對相關現金產出單元進行估值時所用之假設。關鍵假設包括本集團現有及未來項目預計產生之上網發電量及折現率。管理層基於過往經驗及對市場發展之預期確定這些關鍵假設。

設計、採購及施工現金產生單位

現金產生單位可收回金額基於現金流預測計算出之使用價值而確定，而該現金流預測乃基於高級管理層批准之涵蓋五年期之財務預算。現金流預測採用之稅前折現率為15% (2018: 15%)，超過五年期之現金流則按0%增長率推算而來 (2018: 0%)。關鍵假設包括估計收入增長率及折現率。管理層根據過往業績及市場發展預期厘定該等關鍵假設。

於2017年，公司董事會認為在可預見之將來設計、採購及施工業務之規模將減少，集團將主要集中在提供設計及諮詢服務上。因此，2017年度確認了人民幣62,584,000元之減值損失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

20. INTANGIBLE ASSETS (CONTINUED)

Goodwill (CONTINUED)

Power plant operations and maintenance CGUs

The recoverable amount of the CGUs was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections was 15% (2018: 15%) and cash flows beyond the five-year period were extrapolated, using a growth rate of zero % (2018: zero %). Key assumptions include estimated service revenue, expected profit margin and discount rate. The management determined these key assumptions based on past performance and expectation on market development.

In the opinion of the directors of the Company, any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the CGUs' carrying amounts to exceed their respective recoverable amounts.

Other intangible assets

Other intangible assets, which mainly arose from business combination completed in prior years represent the operating rights of a power plant in the PRC. This intangible assets are amortised over the estimated useful life of 20 years of the power plant.

20. 無形資產(續)

商譽(續)

電廠運營及維護現金產生單位

現金產生單位可收回金額基於現金流預測計算出之使用價值而確定，而該現金流預測乃基於高級管理層批准之涵蓋五年期之財務預算。現金流預測應用稅前折現率15% (2018 : 15%)，五年期之現金流則按0%之增長率推算而來 (2018 : 0%)。關鍵假設包括估計服務收入、預期利潤及折現率。管理層基於過去業績及市場發展預期情況確定了該等關鍵假設。

本公司董事認為任何關於可收回金額之關鍵假設可能發生之合理變動不會導致現金產出單元之賬面值超出其可收回金額。

其他無形資產

其他無形資產大部分來自於以往年度業務並購並主要代表了中國境內發電廠之運營權。該無形資產將於電廠可使用壽命之20年間進行攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES

21. 於聯營公司之權益

The amounts recognised in the consolidated statement of financial position are as follows:

在綜合資產負債表中確認之金額如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Non-current assets	非流動資產		
Cost of investment in associates	於聯營公司投資成本	414,188	298,061
Share of post-acquisition results and other comprehensive income, net of dividends	應佔收購後業績及其他全面收益，扣除股息	57,884	19,638
		<hr/>	<hr/>
Share of net assets of associates (Note (i))	分享聯營公司之淨資產 (附註(i))	472,072	317,699
		<hr/>	<hr/>
Current assets	流動資產		
Amounts due from associates (Note (ii))	應收聯營公司款項 (附註(ii))	5,112	2,389
Other receivables from associates (Note (iii))	應收聯營公司其他款項 (附註(iii))	12,906	18,524
Finance lease receivables	融資租賃應收款	23,423	—
		<hr/>	<hr/>
		41,441	20,913
		<hr/>	<hr/>
Less:	減：		
Allowance for amounts due from associates	聯營公司款項壞賬撥備	(2,307)	—
		<hr/>	<hr/>
		39,134	20,913
		<hr/>	<hr/>
Current liabilities	流動負債		
Amounts due to associates (Note (iv))	應付聯營公司款項 (附註(iv))	—	(234)
		<hr/>	<hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Notes:

- (i) As at 31 December 2019 and 2018, particulars of the principal associates are as follows:

21. 於聯營公司之權益(續)

附註：

- (i) 於2019年及2018年12月31日，主要聯營公司之詳情如下：

Name of associates 聯營公司名稱	Place of establishment and operations and kind of legal entity 註冊成立／註冊及營業地點及法律實體種類	Proportion of ownership interest and voting rights held by the Group 本集團持股及投票權比例		Principal activities 主要業務
		2019	2018	
Changtu Liaoneng Xiexin Wind Power Co., Ltd. 昌圖遼能協鑫風力發電有限公司	The PRC, Sino-foreign equity joint venture 中國，中外合資企業	25%	25%	Wind power plant investment and operation 風電廠投資及運行
Jilin Province Zhanyu Wind Power Assets Management Co., Ltd. 吉林省瞻榆風電資產經營管理有限公司	The PRC, limited company 中國，有限公司	17.15%	17.15% (Note) (附註)	Wind power plant investment and operation 風電廠投資及運行
Fuxin Union Wind Power Co., Ltd. 阜新聯合風力發電有限公司	The PRC, Sino-foreign equity joint venture 中國，中外合資企業	24.5%	24.5%	Wind power plant investment and operation 風電廠投資及運行
Fuxin Century Concord-Shenhua Wind Power Co., Ltd. 阜新中華協合風力發電有限公司	The PRC, Sino-foreign equity joint venture 中國，中外合資企業	24.5%	24.5%	Wind power plant investment and operation 風電廠投資及運行
Chaoyang Century Concord Wanjia Wind Power Co., Ltd. 朝陽協合萬家風力發電有限公司	The PRC, limited company 中國，有限公司	30%	30%	Wind power plant investment and operation 風電廠投資及運行
Fuxin Taihe Wind Power Co., Ltd. ("Fuxin Taihe") 阜新泰合風力發電有限公司(「阜新泰合」)	The PRC, limited company 中國，有限公司	30%	30%	Wind power plant investment and operation 風電廠投資及運行
Daoxian Century Concord Wind Power Co., Ltd. 道縣協合風力發電有限公司	The PRC, limited company 中國，有限公司	25%	—	Wind power plant investment and operation 風電廠投資及運行
Daoxian Jingtang Century Concord Wind Power Co., Ltd. 道縣井塘協合風力發電有限公司	The PRC, limited company 中國，有限公司	25%	—	Wind power plant investment and operation 風電廠投資及運行

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Notes: (CONTINUED)

Even though the Group holds less than 20 percent of the voting power of this investee, the Group demonstrates significant influences on this investee by holding a seat on the board of directors for a board with 11 members and the 11 members each represents respective shareholders of this investee, and the Group is the second highest percentage in total shareholding of the investee while the largest shareholder hold 18.55% equity interest in this investee.

- (ii) Amounts due from associates represent trade receivables and are unsecured, interest-free and repayable based on terms of the relevant contracts.

The aging analysis of the above trade receivables net of allowance for credit losses, based on the invoice date, is as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 3 months	3個月內	1,696	316
3 to 6 months	3至6個月	317	475
6 to 12 months	6至12個月	475	634
Over 1 year	1年以上	317	964
		2,805	2,389

- (iii) Other receivables due from associates are unsecured, interest-free, non-trade in nature and repayable on demand.
- (iv) Amounts due to associates are unsecured, interest-free and repayable on demand.

21. 於聯營公司之權益(續)

附註：(續)

即使本集團持有被投資公司投票權少於20%，本集團可通過以下方式顯示對被投資公司之重大影響力：在董事會11名成員中佔一席位，而11名成員每一代表被投資者各自股東，本集團持有被投資公司總持股量第二高百分比，而最高百分比為18.55%。

- (ii) 應收聯營公司貿易款項為無抵押擔保、免息並按照相關合約約定之付款信貸期償還。

基於發票日期之上述貿易應收扣減信用損失撥備後款項之賬齡分析如下：

- (iii) 其他應收聯營公司款項為無抵押擔保、免息、非貿易及無固定還款期。

- (iv) 應付聯營公司款項為無擔保、無息按要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Summarised financial information of associates

Set out below is the summarised unaudited financial information for Fuxin Taihe, a principal associate of the Group in the opinion of the directors of the Company, prepared under HKFRSs which is accounted for using the equity method.

Fuxin Taihe

Summarised statement of financial position

	資產負債表概述	2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Current assets	流動資產	234,238	210,403
Non-current assets	非流動資產	508,716	545,989
Current liabilities	流動負債	(56,744)	(101,773)
Non-current liabilities	非流動負債	(246,900)	(289,700)
Net assets	資產淨值	439,310	364,919

21. 於聯營公司之權益(續)

重大聯營公司之財務資訊概述

下表列示應用財務報告準則採用權益法核算之聯營公司阜新泰合(本公司董事認為該公司為本集團之主要聯營公司)滙兌未經審計財務資訊。

阜新泰合

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Summarised financial information of associates (CONTINUED)

Fuxin Taihe (CONTINUED)

Summarised statement of profit or loss and other comprehensive income

	綜合損益及 其他全面收益表概述	2019	2018
		RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue	收入	109,167	124,322
Depreciation and amortisation	折舊及攤銷	(37,547)	(37,370)
Finance costs	財務成本	(15,972)	(17,630)
Other expenses	其他開支	(9,892)	(11,332)
Profit before income tax	除所得稅前溢利	45,756	57,990
Income tax expense	所得稅開支	(11,609)	(15,175)
Profit and other comprehensive income for the year	本年度溢利及其他全面收益總額	34,147	42,815
Dividend received from the associate during the year	本年收到聯營公司股息	—	4,084
Share of profit and other comprehensive income by the Group	本集團應佔溢利及其他全面收益份額	10,244	12,845

21. 於聯營公司之權益(續)

重大聯營公司之財務資訊概述(續)

阜新泰合(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Summarised financial information of associates (CONTINUED)

Fuxin Taihe (CONTINUED)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements.

21. 於聯營公司之權益(續)

重大聯營公司之財務資訊概述(續)

阜新泰合(續)

上述匯總財務資訊與合併財務報表中確認之於聯營公司權益賬面值之對賬如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Fuxin Taihe as at 31 December	阜新泰合於12月31日之資產淨值	439,310	364,919
The Group's shareholding in Fuxin Taihe	本集團持股阜新泰合之權益	30%	30%
The Group's share of net assets of Fuxin Taihe	本集團應佔阜新泰合之淨資產	131,793	109,475
Unrealised profits, net	未實現溢利，淨額	(2,001)	(2,444)
Carrying amount of the Group's interest in Fuxin Taihe	本集團於阜新泰合權益之賬面值	129,792	107,031

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Set out below is, in aggregate, the carrying amounts of the Group's interests in all individually immaterial associates that are accounted for using the equity method.

21. 於聯營公司之權益(續)

下述為本集團採用權益法入賬之所有個別不重大聯營公司之權益賬面值合計。

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Aggregate carrying amount of the Group's interests in these associates	本集團應佔聯營公司業績之賬面價值	342,280	210,668
The Group's share of profit and other comprehensive income for the year	應佔本集團之本年度溢利及其他全面收益總額	7,162	3,749

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES

22. 於合營企業之權益

The amounts recognised in the consolidated statement of financial position are as follows:

綜合資產負債表中確認之金額如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Non-current assets	非流動資產		
Cost of investment in joint ventures	合營企業投資成本	1,462,199	1,461,179
Share of post-acquisition results and other comprehensive income, net of dividends received	應佔收購後業績及其他全面收益，扣除股息	197,571	71,693
Share of net assets of joint ventures (Note (i))	應佔合營企業資產淨值 (附註(i))	1,659,770	1,532,872
Current assets	流動資產		
Amounts due from joint ventures (Note (ii))	應收合營企業款項(附註(ii))	43,236	34,252
Loans to joint ventures	予合營企業之貸款	—	26,798
		43,236	61,050
Less:	減：		
— Allowance for amounts due from joint ventures (Note (ii))	— 合營企業款項壞賬撥備 (附註(ii))	(981)	—
		42,255	61,050
Current liabilities	流動負債		
Amounts due to joint ventures	應付合營企業款項	(53,943)	(19,837)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES
WITH JOINT VENTURES (CONTINUED)

Notes:

- (i) As at 31 December 2019 and 2018, particulars of the principal joint ventures are as follows:

Name of joint ventures 合營企業名稱	Place of establishment and operations and kind of legal entity 註冊成立/註冊及營業地點及法律實體種類	Proportion of ownership interest held by the Group 本集團持有之價值比例 2019 and 2018	Proportion of voting right held by the Group 持有投票權比例 2019 and 2018	Principal activities 主要業務
Jilin CWP-Milestone Wind Power Co.,Ltd. 吉林里程協合風力發電有限公司	The PRC,sino-foreign Equity joint venture 中國·中外合資企業	49%	50%	Wind power plant investment and operation 風電廠投資及運行
Erlianhaote Changfeng Century ConcordWind Power Exploiture Co., Ltd. 二連浩特長風協合風能開發有限公司	The PRC,sino-foreign equity joint venture 中國·中外合資企業	49%	50%	Wind power plant investment and operation 風電廠投資及運行
Jilin Taihe Wind Power Co., Ltd. 吉林泰合風力發電有限公司	The PRC,sino-foreign Equity joint venture 中國·中外合資企業	49%	50%	Wind power plant investment and operation 風電廠投資及運行
Tongliao Taihe Wind Power Co., Ltd. 通遼泰合風力發電有限公司	The PRC,sino-foreign Equity joint venture 中國·中外合資企業	49%	50%	Wind power plant investment and operation 風電廠投資及運行
Taipusiqi Century Concord-Shenhua Wind Power Investment Co.,Ltd. 太僕寺旗中華協合風力發電投資有限公司	The PRC,Sino-foreign equity joint venture 中國·中外合資企業	49%	50%	Wind power plant investment and Operation 風電廠投資及運行
Taipusiqi Union Wind Power Co.,Ltd. 太僕寺旗聯合風力發電有限公司	The PRC, limited Company 中國·有限公司	51%	50%	Wind power plant investment and operation 風電廠投資及運行
Suqian Century Concord New Energy Co.,Ltd. 宿遷協合新能源有限公司	The PRC, limited Company 中國·有限公司	49%	50%	Solar power plant investment and operation 太陽能電廠投資及運行
Mengdong Century Concord New Energy Co.,Ltd. 蒙東協合新能源有限公司	The PRC, limited Company 中國·有限公司	32.16%	50%	Wind power plant investment and operation 風電廠投資及運行

22. 於合營企業之權益(續)

附註：

- (i) 於2019年及2018年12月31日，主要合營企業詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Notes: (CONTINUED)

- (i) As at 31 December 2019 and 2018, particulars of the principal joint ventures are as follows: (CONTINUED)

Name of joint ventures 合營企業名稱	Place of establishment and operations and kind of legal entity 註冊成立/註冊及營業地點及法律實體種類	Proportion of ownership interest held by the Group 本集團持有之價值比例 2019 and 2018	Proportion of voting right held by the Group 持有投票權比例 2019 and 2018	Principal activities 主要業務
Tianchang Century Concord Wind Power Co.,Ltd. 天長協合風力發電有限公司	The PRC, limited Company 中國·有限公司	49%	50%	Wind power plant investment and operation 風電廠投資及運行
Gansu Guazhou Century Concord Wind Power Co., Ltd. 甘肅瓜州協合風力發電有限公司	The PRC, Sino-foreign equity joint venture 中國·中外合資企業	51.45%	50%	Wind power plant investment and Operation 風電廠投資及運行
Wuchuan County YiheWind Power Co.,Ltd. 武川縣義合風力發電有限公司	The PRC, limited Company 中國·有限公司	46%	50%	Wind powerplant investment and operation 風電廠投資及運行
Suzhou Century Concord Wind Power Co.,Ltd. 宿州協合風力發電有限公司	The PRC, limited Company 中國·有限公司	49%	50%	Wind powerplant investment and operation 風電廠投資及運行
Xiaoxian Century Concord Wind Power Co.,Ltd. 蕭縣協合風力發電有限公司	The PRC, limited Company 中國·有限公司	49%	50%	Wind power plant investment and operation 風電廠投資及運行
Jianghua Yao Autonomous County Century Concord Wind Power Co.,Ltd. 江華瑤族自治縣協合風力發電有限公司	The PRC, limited company 中國·有限公司	59.3%	50%	Wind power plant investment and Operation 風電廠投資及運行
Jingmen Century Concord Wind Power Co.,Ltd. 荊門協合風力發電有限公司	The PRC, limited Company 中國·有限公司	59.3%	50%	Wind power plant investment and operation 風電廠投資及運行
Hebi Century Junlong Wind Power Co.,Ltd. 鶴壁協合凌龍風力發電有限公司	The PRC, limited Company 中國·有限公司	59.3%	50%	Wind powerplant investment and operation 風電廠投資及運行

22. 於合營企業之權益(續)

附註：(續)

- (i) 於2019年及2018年12月31日，主要合營企業詳情如下：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES
WITH JOINT VENTURES (CONTINUED)

Notes: (CONTINUED)

- (i) As at 31 December 2019 and 2018, particulars of the principal joint ventures are as follows: (CONTINUED)

Name of joint ventures 合營企業名稱	Place of establishment and operations and kind of legal entity 註冊成立/註冊及營業地點及法律實體種類	Proportion of ownership interest held by the Group 本集團持有之價值比例 2019 and 2018	Proportion of voting right held by the Group 持有投票權比例 2019 and 2018	Principal activities 主要業務
Yantai Yihao New Energy Development Co., Ltd. 煙臺億豪新能源開發有限公司	The PRC, limited Company 中國·有限公司	49%	50%	Wind powerplant investment and operation 風電廠投資及運行

- (ii) Amounts due from joint ventures included trade receivables from joint ventures net of impairment of RMB41,202,000 (2018: RMB31,210,000), net of impairment loss of RMB981,000 (2018: RMB nil), are unsecured, interest-free and repayable according to the terms of the relevant contracts. The remaining balances of RMB1,053,000 (2018: RMB3,042,000), net of impairment of nil (2018: nil) are unsecured, interest-free and repayable on demand.

22. 於合營企業之權益(續)

附註：(續)

- (i) 於2019年及2018年12月31日，主要合營企業詳情如下：(續)

- (ii) 應收合營企業款項包括合營企業之應收貿易賬款扣除壞賬撥備後淨額人民幣41,202,000元(2018：人民幣31,210,000元)，減值金額為人民幣981,000元(2018年：人民幣零元)。該金額無抵押擔保、免息並按相關合同進行償還。剩餘金額人民幣1,053,000元(2018年：人民幣3,042,000元)，減值金額為人民幣零元(2018：人民幣零元)為無抵押擔保、免息及須按的要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Notes: (CONTINUED)

(ii) (CONTINUED)

An aging analysis of the above trade receivables from joint ventures, net of allowance for credit losses based on the invoice date, is as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月以內	9,103	6,798
3 to 6 months	3至6個月	915	2,440
6 to 12 months	6至12個月	2,113	704
Over 1 year	1年以上	29,071	21,268
		41,202	31,210

(iii) As at 31 December 2019, the Group has pledged its equity interests of one (2018: one) joint venture, with total value of its share of registered capital held by the Group amounted to RMB37,240,000 (2018: RMB37,240,000) for certain bank borrowings advanced to such joint venture. At 31 December 2019, the related outstanding bank borrowings amounted to RMB19,731,000 (2018: RMB31,519,000) which bear interest rate at 4.4% (2018: 4.4%) per annum.

22. 於合營企業之權益(續)

附註：(續)

(ii) (續)

基於與發票日期，上述貿易應收賬款扣除信用損失後淨額之賬齡分析如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月以內	9,103	6,798
3 to 6 months	3至6個月	915	2,440
6 to 12 months	6至12個月	2,113	704
Over 1 year	1年以上	29,071	21,268
		41,202	31,210

(iii) 於2019年12月31日，本集團已抵押其所佔之一(2018：一)間合營企業股權，用於該合營企業取得銀行借款，本集團所持有之註冊資本總值為人民幣37,240,000元(2018：人民幣37,240,000元)。截至2019年12月31日，該合營企業此抵押之借款餘額為人民幣19,731,000元(2018：人民幣31,519,000元)，年利率為4.4%(2018：4.4%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES
WITH JOINT VENTURES (CONTINUED)

Summarised financial information of joint ventures

The Group's joint ventures are involved in either wind or solar power plant investments and operations and related activities in the PRC, and each joint venture involved in wind or solar power plant investments and operations has similar risk and return. Accordingly, the directors of the Company have considered that it is appropriate to aggregate the disclosures in accordance with HKFRS 12 Disclosure of Interests in Other Entities and present the summarised financial information of the Group's joint ventures engage in the same principal activities on an aggregate basis.

Summarised aggregate financial information of the Group's joint ventures engage in wind power plant investments and operations is as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	2,154,438	1,698,609
Non-current assets	非流動資產	6,914,411	7,052,187
Current liabilities	流動負債	(1,784,592)	(1,146,648)
Non-current liabilities	非流動負債	(3,633,777)	(4,032,834)
Net assets	資產淨值	3,650,480	3,571,314

The above amounts of assets and liabilities include the following:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等值項目	453,000	377,555
Current financial liabilities (excluding trade payables and other payables)	流動金融負債(不包括應付貿易賬款及其他應付款)	(998,798)	(889,499)
Non-current financial liabilities (excluding trade payables)	非流動金融負債(不包括應付貿易賬款)	(3,633,777)	(4,032,834)

22. 於合營企業之權益(續)

合營企業之財務信息概要

本集團之合營企業在中國境內主要從事風力或太陽能發電電場投資、運營及相關活動，每間風力或太陽能發電合營企業具有相似風險及回報。據此，本公司董事認為將合營企業按照香港財務報告準則第12號其他主體權益之披露進行合併披露且在合併基礎上呈現合營企業匯總財務信息是適當的。

本集團投資及運營風力發電之合營企業之財務資訊匯總如下：

上述資產及負債之金額包含下述：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Summarised financial information of joint ventures (CONTINUED)

22. 於合營企業之權益(續)

合營企業之財務信息概要(續)

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Revenue	收入	1,101,270	1,272,339
Depreciation and amortization	折舊與攤銷	(456,316)	(456,696)
Interest expense	利息費用	(226,123)	(236,804)
Other expenses	其他開支	(77,969)	(270,551)
Profit before income tax	除所得稅前溢利	340,862	308,288
Income tax expense	所得稅開支	(48,475)	(47,449)
Net profit and other comprehensive income for the year	本年度淨溢利及其他全面 收益總額	292,387	260,839
Dividend received from these joint ventures during the year	本年度收到分紅	5,820	25,372

Summarised aggregate financial information of the Group's joint ventures engage in solar power plant investments and operations is as follows:

本集團投資及運營太陽能發電之合營企業之財務概要滙總如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Current assets	流動資產	40,775	20,294
Non-current assets	非流動資產	145,097	150,514
Current liabilities	流動負債	(120,298)	(8,266)
Non-current liabilities	非流動負債	(11,000)	(127,000)
Net assets	資產淨值	54,574	35,542

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

22. INTERESTS IN JOINT VENTURES AND BALANCES
WITH JOINT VENTURES (CONTINUED)

22. 於合營企業之權益(續)

Summarised financial information of joint ventures
(CONTINUED)

合營企業之財務信息概要(續)

The above amounts of assets and liabilities include the following:

上述資產及負債之金額包含下述：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等值項目	11,597	15,870
Current financial liabilities (excluding trade payables and other payables)	流動金融負債(不包括應付貿易賬款及其他應付款)	(106,000)	(3,709)
Non-current financial liabilities (excluding trade payables)	非流動金融負債(不包括應付貿易賬款)	(11,000)	(127,000)
		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Revenue	收入	22,859	22,365
Depreciation and amortization	折舊與攤銷	(5,824)	(7,382)
Interest expense	利息費用	(5,573)	(6,031)
Other expenses	其他開支	(5,092)	(4,225)
Profit before income tax	除所得稅前溢利	6,370	4,727
Income tax expense	所得稅開支	(1,594)	(1,191)
Net profit and other comprehensive income for the year	本年度淨溢利及其他全面收益總額	4,776	3,536

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公允價值計入損益之金融資產

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Financial assets at FVTPL	按公允價值計入損益之 金融資產		
Unlisted equity securities, at fair value (Note (i))	以公允價值計量之未上市權益性證券(附註(i))	12,277	8,545
Investment in a convertible bond (Note (ii))	可轉股債券投資(附註(ii))	22,568	—
		34,845	8,545

Notes:

- (i) The unlisted equity securities represent investment in equity securities issued by private entities established and operating in the PRC.
- (ii) The convertible bond is issued by a private entity established and operate in the PRC.

附註：

- (i) 非上市權益證券指在中國成立及經營之私營企業所發行之權益證券投資。
- (ii) 可轉股債券是指在中國成立及經營之一家私營企業所發行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

24. CONTRACT ASSETS

24. 合同資產

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Tariff adjustment receivables (Note (i))	應收電價調整款項(附註(i))	867,605	501,146
Retention money (Note (ii))	質保金(附註(ii))	416,696	453,555
Construction contracts	建造合同	15,127	32,783
		1,299,428	987,484
Impairment loss on contract assets	合同資產減值	(6,970)	—
		1,292,458	987,484
Analysed for reporting purposes as:	為呈報分析如下：		
Current assets	流動資產	594,913	689,080
Non-current assets	非流動資產	697,545	298,404
		1,292,458	987,484

Notes:

(i) Tariff adjustment receivables

Tariff adjustment receivables represented government subsidies on renewable energy for ground projects to be received from the State Grid based on the existing government policies.

As mentioned in Note 4, pursuant to the Tariff Notice, a set of standardised procedures for the settlement of the tariff subsidy has come into force since 2013 and approvals for the registration in Catalogue on a project-by-project basis are required before the allocation of funds to the state grid companies, which then would make settlement to the Group.

附註：

(i) 應收電價調整款項

應收電價調整款項指根據現行政府政策，應從國家電網公司收取之可再生能源項目之政府補貼。

如附註4所述，根據電價通知，電價補助結算全套標準程式於2013年起生效，在資金分配給中國國家電網公司之前，要求項目逐個獲得批准登記到可再生能源電價附加資金補助目錄，之後再對本集團進行結算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

24. CONTRACT ASSETS (CONTINUED)

Notes: (CONTINUED)

(i) Tariff adjustment receivables (CONTINUED)

The directors of the Company are of the opinion that the recognition of accrued revenue on tariff subsidy is proper based on their judgement and taking into account the opinion from the Group's legal advisor, that all of the Group's power plants of which tariff subsidy is recognised as revenue but yet to register in the Catalogue had been qualified for, and had met, all the requirements and conditions as required according to the requirements and conditions for the registration in the Catalogue. The directors of the Company are confident that all of the Group's operating power plants (including power plants operated by the Group's joint ventures and associates) are able to be registered in the Catalogue in due course and the accrued revenue on tariff subsidy are fully recoverable but only subject to timing of allocation of funds from the PRC government, after considering that there are no bad debt experiences with the state grid companies in the past and the tariff subsidy is fully funded by the PRC government.

As at 31 December 2019, the tariff adjustment receivables of RMB867,605,000 (2018: RMB501,146,000) was recognised by the power plants which have not been included in the Catalogue.

Tariff adjustment receivables classified under contract assets are transferred to trade receivables when the Group's respective power plants are registered in the Catalogue pursuant to the prevailing national government policies on renewable energy.

In respect of the revenue from the sale of electricity by power plants not yet registered in the Catalogue, the directors of the Company have evaluated the terms and conditions of, and the counterparties to, the contracts which may impact revenue recognition. The related receivables are mainly from the PRC state grid companies, which would normally be settled within two and a half year based on past experience. The Group considers the settlement terms contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant counterparties.

24. 合同資產(續)

附註：(續)

(i) 應收電價調整款項(續)

本公司董事認為，因為本集團之全部運營電廠均符合並滿足目錄登記規定之所有要求及條件，因此，在考慮本集團法律顧問意見之基礎上，根據董事判斷確認電價補助計提收入是適當的。本公司董事相信，本集團全部運營電廠(包括本集團合營企業及聯營公司電廠)可以通過正當程式進行目錄登記，並且，考慮到過去國家電網公司無壞賬經歷，且電價補助由國家政府負擔，電價補助可以全額收回，不過需遵從中國政府之資金分配時間安排。

在2019年12月31日，尚未納入目錄之電廠確認之電價補助應收款金額為人民幣867,605,000元(2018年：人民幣501,146,000元)。

根據國家現行可再生能源政策，當本集團發電廠登記進入目錄中時，相關應收電價調整款項會由合同資產分類至應收貿易款項下。

有關未納入目錄之電場產生之售電收入，公司董事已評估可能影響收入確認之合同之相關條款、條件、交易對手等。相關應收款主要來自中國國家電網公司，且依據以往經驗通常在2.5年左右收回，集團認為收款條件中包含了重要融資成份，因此應收金額已按考慮相關交易對手之信用特徵之資金時間價值作相應調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

24. CONTRACT ASSETS (CONTINUED)

Notes: (CONTINUED)

- (ii) Included in the retention money is carrying amount of RMB360,353,000 (2018: RMB418,841,000) which is expected to be received after more than twelve months.

24. 合同資產(續)

附註：(續)

- (ii) 包含於質保金中預期收款超過未來12個月之賬面金額為人民幣360,353,000元(2018：人民幣418,841,000元)。

25. TRADE AND BILL RECEIVABLES

25. 應收貿易賬款及票據

		2019	2018
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables, at amortised cost (Note (i))	應收貿易賬款，按攤餘成本(附註(i))	202,975	258,231
Tariff adjustment receivables, at amortised cost (Note (ii))	應收電價調整款項，按攤餘成本(附註(ii))	420,476	356,179
Bill receivables, at FVTPL (Note (iii))	應收票據，按公允價值變動計入損益(附註(iii))	33,903	130,724
		657,354	745,134
Impairment loss on trade receivables (Note (i))	應收貿易賬款減值(附註(i))	(11,487)	(11,906)
Impairment loss on tariff adjustment receivables	應收電價調整款項減值	(4,524)	—
		641,343	733,228

Analysed for reporting purposes as:

為呈報分析如下：

		2019	2018
		RMB'000 人民幣千元	RMB'000 人民幣千元
Current assets	流動資產	612,547	714,746
Non-current assets	非流動資產	28,796	18,482
		641,343	733,228

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

25. TRADE AND BILL RECEIVABLES (CONTINUED)

The Group does not hold any collaterals over trade and bill receivables as security.

Details of impairment assessment of trade receivables for the year ended 31 December 2019 are set out in Note 52.

Notes:

(i) Trade receivables

The Group's trade receivables include receivables from the sale of electricity, provision of construction and other services. The Group's credit terms granted to customers ranging from 30 to 180 days. For certain construction projects, the Group generally grants project final acceptance period and retention period to its customers ranging from 1 to 2 years from the date of acceptance according to the contracts signed between the Group and customers.

The movements in the impairment loss on trade receivables during the year are as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
At 1 January	於1月1日	11,906	9,592
Impairment recognised during the year, net	本年減值變動，淨額	2,418	11,906
Reversal of loss on trade receivables	應收賬款損失轉回	(2,630)	—
Written-off during the year	於本年撇銷	(207)	(9,592)
At 31 December	於12月31日	11,487	11,906

25. 應收貿易賬款及票據(續)

本集團並未持有任何應收貿易賬款及票據相關之抵押品作擔保。

於2019年12月31日應收貿易賬款減值評估詳情見附註52。

附註：

(i) 應收貿易賬款

本集團應收貿易賬款包括售電、提供施工及其他服務之應收賬款。本集團予客戶之付款信貸期為30天至180天。對於部分施工項目，本集團予客戶之最終確認及質保期為本集團與客戶簽訂合同中約定之驗收之日起1至2年。

應收貿易賬款壞賬撥備變動分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

25. TRADE AND BILL RECEIVABLES (CONTINUED)

Notes: (CONTINUED)

(i) Trade receivables (CONTINUED)

As at 31 December 2019, the aging analysis of the trade receivables, net of allowance for credit losses, presented based on invoice date, is as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 3 months	3個月以內	127,319	162,972
3 to 6 months	3至6個月	17,434	12,451
6 to 12 months	6至12個月	7,788	13,555
1-2 years	1至2年	13,164	32,511
Over 2 years	2年以上	25,783	24,836
		191,488	246,325

Certain of the Group's bank borrowings (Note 34) are pledged by the cash receipts from the sale of electricity by certain of the Group's power plants.

25. 應收貿易賬款及票據(續)

附註：(續)

(i) 應收貿易賬款(續)

於2019年12月31日，應收貿易賬款扣除信用損失撥備後淨額之賬齡分析(以發票日期為準)如下：

	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元
Within 3 months	127,319	162,972
3 to 6 months	17,434	12,451
6 to 12 months	7,788	13,555
1-2 years	13,164	32,511
Over 2 years	25,783	24,836
	191,488	246,325

部分集團發電電廠之應收電價款收費權已為本集團若干之銀行借款(附註34)擔保作質押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

25. TRADE AND BILL RECEIVABLES (CONTINUED)

Notes: (CONTINUED)

(ii) Tariff adjustment receivables

An aging analysis of the tariff adjustment receivables, net of allowance for credit losses, based on the revenue recognition date, is as follows:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月以內	57,306	68,136
3 to 6 months	3至6個月	55,266	56,828
6 to 12 months	6至12個月	136,476	129,489
Over 1 year	1年以上	166,904	101,726
		415,952	356,179

The Group's tariff adjustment receivables from the sale of electricity are mainly receivables from the state grid companies. The collection of the tariff adjustment receivables is subject to settlement by state grid companies upon finalisation of the allocation of funds by relevant PRC government authorities to the state grid companies. See Note 24 for tariff adjustment receivables recognised by the power plants which have not been included in the Catalogue.

(iii) Bill receivables

As 31 December 2019, the Group endorsed certain bill receivables accepted by banks in Mainland China (the "Bills") to certain of its suppliers in order to settle the trade payables due to these suppliers with a carrying amount in aggregate of RMB1,001,928,000 (2018: RMB564,707,000). The Bills had a maturity of one to six months at the end of the reporting period. In the opinion of the directors of the Company, the Group has transferred substantially all risks and rewards relating to the Bills. Accordingly, it has derecognised the full carrying amounts of the Bills and the associated liabilities.

25. 應收貿易賬款及票據(續)

附註：(續)

(ii) 應收電價調整款項

應收電價調整款項扣減信用損失撥備後之賬齡分析(以收入確認日期為準)如下：

	2019	2018
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Within 3 months	57,306	68,136
3 to 6 months	55,266	56,828
6 to 12 months	136,476	129,489
Over 1 year	166,904	101,726
	415,952	356,179

本集團電力銷售應收電價調整款項主要為應收國家電網公司款項。在相關中國政府機構完成給國家電網公司之款項分配後，國家電網公司將結算相應電價調整款。未列入目錄之發電廠確認之應收電價調整款見附註24。

(iii) 應收票據

截止2019年12月31日，本集團背書部分中國大陸銀行可承兌之應收票據(「票據」)給供應商用於結算到期之應付貿易款合計人民幣1,001,928,000元(2018：人民幣564,707,000元)。這些票據於本報告期末後一至六個月內到期。本公司董事認為，集團已實質轉移該等票據之全部風險與報酬，因此，公司並未確認此等票據之全部帳面金額及相關負債。

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綜合財務報表附註

25. TRADE AND BILL RECEIVABLES (CONTINUED)

Notes: (CONTINUED)

(iii) Bill receivables (CONTINUED)

All bills received by the Group are with a maturity period of less than one year.

Upon application of HKFRS 9, the Group's bill receivables were reclassified as financial assets at FVTPL because the bills receivables are held in a business model whose objective is to sell.

25. 應收貿易賬款及票據(續)

附註：(續)

(iii) 應收票據(續)

本集團收到所有票據之到期日均少於一年。

根據香港財務報告準則第9號之規定，由於業務模型下應收票據持有是為了轉讓，集團應收票據分類至按公允價值計入損益之金融資產。

26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

26. 預付款項、按金及其他應收款項

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Deposits paid for purchase of property, plant and equipment	預付物業、電廠及設備採購款	448,269	103,157
Deposits paid for project investments	電廠投資保證金	37,860	119,235
Other prepayments	其他預付帳款	67,726	48,939
Deposits for other borrowings (Note 35)	其他借款保證金 (附註35)	49,515	21,319
Other deposits	其他按金	62,647	43,729
Sales proceeds receivables from disposal of subsidiaries	處置附屬公司應收款項	123,191	106,294
Receivables from former subsidiaries	應收原附屬公司款項	60,089	46,799
Other receivables	其他應收款項	65,026	67,429
Current portion of land use rights	土地使用權之即期部分	—	22,317
Value-added tax recoverable	可收回增值稅	786,209	970,834
Premium receivable for financial guarantee contracts	財務擔保合同應收款項	38,232	—
		1,738,764	1,550,052
Less: Impairment loss on sales proceeds receivables from disposals of subsidiaries	減：處置附屬公司應收款項之減值	(13,093)	(15,197)
Impairment loss on other receivables	其他應收款項減值	(15,575)	(3,297)
		1,710,096	1,531,558

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED) **26. 預付款項、按金及其他應收款項 (續)**

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Less: Non-current portion	減：非流動部份		
Deposits paid for purchase of property, plant and equipment	預付物業、電廠及設備採購款	(448,269)	(103,157)
Deposits paid for project investments	電廠投資保證金	—	(39,235)
Deposits for other borrowings	其他借款保證金	(49,515)	(21,319)
Other deposits and prepayments	其他按金及預付款項	(45,788)	(35,466)
Sales proceeds receivables from disposal of subsidiaries	處置附屬公司應收款項	(59,797)	(15,197)
Premium receivable for financial guarantee contracts	財務擔保合同應收款項	(29,384)	
Other non-current receivables	其他非流動應收款項	(24,636)	(27,579)
Value-added tax recoverable	可收回增值稅	(544,338)	(619,273)
Impairment loss on sales proceeds receivables from disposals of subsidiaries	處置附屬公司應收款項之減值	13,093	15,197
Impairment loss on other receivables	其他應收款項之減值	13,197	—
Non-current portion classified under non-current assets	非流動部分分類至非流動資產	(1,175,437)	(846,029)
Current portion classified under current assets	流動部分分類至流動資產	534,659	685,529

Details of impairment assessment of other receivables for the year ended 31 December 2019 are set out in Note 52.

於2019年12月31日其他應收款項之減值評估詳情請見附註52。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

The movements of the impairment loss during the year are as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
At 1 January	於1月1日	18,494	19,386
Impairment recognized during the year, net	本年確認之壞賬減值, 淨額	29,469	5,537
Written-off during the year	於本年撇銷	(19,295)	(6,429)
At 31 December	於12月31日	28,668	18,494

Note: The deposit at 31 December 2019 relates to certain service agreements in prior years for a term up to January 2021, for introducing and soliciting solar and wind power projects, other new energy or new technology projects in the world apart from China to help the Group expand its business. Subsequent to the end of the reporting period, the agreement has been early terminated and the outstanding deposit has been fully settled.

27. FINANCE LEASE RECEIVABLES

Certain plant and machinery of the Group are leased out under finance leases. All interest rates inherent in the leases are fixed at the contract date over the lease terms.

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Analysed for reporting purposes as:	為呈報分析如下:		
Current assets	流動資產	4,276	8,327
Non-current assets	非流動資產	13,578	53,628
		17,854	61,955

26. 預付款項、按金及其他應收款項 (續)

本年度壞賬撥備變動情況如下:

	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元
At 1 January	18,494	19,386
Impairment recognized during the year, net	29,469	5,537
Written-off during the year	(19,295)	(6,429)
At 31 December	28,668	18,494

附註: 2019年12月31日之預付款涉及前幾年某些服務協議, 有效期至2021年1月, 用於在中國以外之世界範圍內引進和承接太陽能及風能項目、其他新能源或新技術項目, 以幫助集團拓展業務。在本報告所述期間結束後, 本協定已提前終止, 預付款餘額已全部結清。

27. 融資租賃應收款項

本集團某些廠房及機械設備以融資租賃方式出租。所有租賃合同利率在合同簽訂之日起在租期內為固定利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

27. FINANCE LEASE RECEIVABLES (CONTINUED)

27. 融資租賃應收款項(續)

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃付款額		最低租賃付款額現值	
		2019	2018	2019	2018
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Finance lease receivables	融資租賃應收款				
comprise:					
Within one year	1年以內	5,350	12,244	4,276	8,327
In more than one year but not more than two years	1至2年	5,005	16,768	4,030	12,901
In more than two years but not more than five years	2至5年	10,603	43,082	9,548	37,875
In more than five years	5年以上	—	3,001	—	2,852
		20,958	75,095	17,854	61,955
Less: unearned finance income	減：未實現融資收益	(3,104)	(13,140)	N/A	N/A
		17,854	61,955	17,854	61,955

Effective interest rates of the above finance leases range from 7.3 % to 9.5% per annum.

上述融資租賃之實際利率為每年7.3%至9.5%。

Finance lease receivables are secured over the plant and machinery leased. The Group is not permitted to sell or repledge the collateral in the absence of default by the lessee.

融資租賃應收款項以租賃之廠房及機械設備為擔保。在承租人沒有違約之情況下，本集團不允許出售或再抵押抵押品。

Details of impairment assessment for the year ended 31 December 2019 are set out in Note 52.

截至2019年12月31日年度之減值評估詳情見附註52。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

28. LOAN RECEIVABLES

28. 應收貸款

		2019
		<i>RMB'000</i>
		人民幣千元
Variable-rate loan receivables	浮動利率應收貸款	84,047
		84,047
Analysed for reporting purposes as:	為呈報分析如下：	
Current assets	流動資產	14,476
Non-current assets	非流動資產	69,571
		84,047

During the year, the Group engaged in several sales and leaseback transactions as a buyer-lessor, in which the transfer of an asset did not satisfy the requirements of HKFRS 15 to be accounted for as a sale. Therefore, the Group recognised the transfer proceeds as loan receivables.

於本年度，本集團以買方 — 出租人身份進行售後租回交易，其中資產轉讓不符合香港財務報告準則第15號而未能構成一項銷售。因此，本集團將轉讓所得確認為應收貸款。

The exposure of the Group's variable-rate loan receivables to interest rate risks and their contractual maturity dates are as follows:

本集團之浮動利率應收款受利率風險影響的程度及合約到期日如下：

		2019
		<i>RMB'000</i>
		人民幣千元
Variable-rate loan receivables	浮動利率應收貸款	
Within 1 year	1年以內	20,669
2 to 5 years	2至5年	65,759
Over 5 years	5年以上	20,487
		106,915
Less: unearned finance income	減：未實現融資收益	(22,868)
		84,047

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28. LOAN RECEIVABLES (CONTINUED)

Details of impairment assessment for the year ended 31 December 2019 are set out in Note 52.

29. INVENTORIES

Raw materials	原材料
Work in progress	在製品
Finished goods	製成品

The cost of inventories recognized as expense and included in profit or loss amounted to RMB41,620,000 (2018: RMB28,926,000).

30. CASH AND CASH EQUIVALENTS

Cash and bank balances	現金及銀行結餘
Less: Restricted deposits (Note)	減：受限制存款(附註)
Cash and cash equivalents	現金及現金等值物

28. 應收貸款(續)

截至2019年12月31日年度之減值評估詳情見附註52。

29. 存貨

	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元
	4,039	3,905
	5,088	15,583
	3,831	994
	12,958	20,482

存貨金額人民幣41,620,000元(2018：人民幣28,926,000元)在損益內確認為開支。

30. 現金及現金等值項目

	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元
	1,605,128	1,366,305
	(143,046)	(12,692)
	1,462,082	1,353,613

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30. CASH AND CASH EQUIVALENTS (CONTINUED)

The Group's cash and cash equivalents that are denominated in foreign currencies are set out below:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Denominated in:	以下列貨幣計值:		
— RMB	— 人民幣	3,501	24,177
— HKD	— 港幣	1,356	1,326
— US\$	— 美元	46,203	837
		51,060	26,340

Note: The restricted deposits mainly represent bank acceptance bill deposits and electricity sale guarantee deposits.

As at 31 December 2019, the weighted average effective interest rate on the Group's bank balances is 0.4% (2018: 0.4%) per annum.

31. TRADE AND BILL PAYABLES

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Trade payables	應付貿易賬款	946,651	624,002
Bill payables	應付票據	134,981	375,807
		1,081,632	999,809

Included in trade payables as at 31 December 2019 were retention money held in respect of construction contracts of RMB372,614,000 (2018: RMB378,920,000). Apart from the retention money which is normally repayable after one year, the average credit period on purchase of goods is approximately one year (2018: one year).

30. 現金及現金等值項目(續)

本集團以功能貨幣以外之貨幣計量之現金及現金等價值項目如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Denominated in:	以下列貨幣計值:		
— RMB	— 人民幣	3,501	24,177
— HKD	— 港幣	1,356	1,326
— US\$	— 美元	46,203	837
		51,060	26,340

附註：受限制存款主要為銀行承兌匯票相關存款及電力銷售保證金。

於2019年12月31日，本集團銀行結餘之加權平均實際利率為0.4%（2018：0.4%）。

31. 應付貿易賬款及票據

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Trade payables	應付貿易賬款	946,651	624,002
Bill payables	應付票據	134,981	375,807
		1,081,632	999,809

截止2019年12月31日，應付貿易賬款中包含之建造合同之保證金為人民幣372,614,000元（2018年：人民幣378,920,000元）。除一年後支付之保證金，採購物資之平均信貸期大約為一年（2018年：一年）。

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綜合財務報表附註

31. TRADE AND BILL PAYABLES (CONTINUED)

As at 31 December 2019, the maturity date of bill payables was within 6 months (2018: within 12 months).

An aging analysis of the trade payables, based on invoice date, is as follows:

31. 應付貿易賬款及票據(續)

於2019年12月31日，應付票據到期日指「6個月內」(2018：「12個月內」)。

應付貿易賬款之賬齡分析(以發票日期為準)如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 3 months	3個月以內	120,979	39,007
3 to 6 months	3至6個月	12,012	12,184
6 to 12 months	6至12個月	375,320	13,879
1 to 2 years	1至2年	55,806	464,869
Over 2 years	2年以上	382,534	94,063
		946,651	624,002

32. PAYABLES FOR CONSTRUCTION IN PROGRESS, OTHER PAYABLES AND ACCRUALS

32. 項目建造之應付賬款、其他應付款項及應計費用

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Payables for construction in progress	項目建造之應付款項	1,071,429	1,994,782
Retention money payables	保證金應付賬款	348,363	586,432
Deposits received for disposal of subsidiaries	處置附屬公司預收股權款	38,600	8,500
Other payables and accruals	其他應付款項及應計款項	394,162	231,189
		1,852,554	2,820,903
Less: Balances repayable after one year and shown under non-current liabilities	減：一年後償付之金額並列示於非流動負債列示之金額	(489,799)	(1,362,746)
Current portion classified under current liabilities	流動部分分類至流動負債	1,362,755	1,458,157

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33. CONTRACT LIABILITIES

33. 合同負債

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Receipt in advance	預收賬款	95,471	60,116
Construction contracts	建造合同	—	1,376
		95,471	61,492

34. BANK BORROWINGS

34. 銀行借款

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Secured	抵押擔保貸款	2,923,747	3,626,968
Unsecured	無抵押擔保貸款	403,782	744,654
Total borrowings	借款總額	3,327,529	4,371,622

The secured bank borrowings are secured by certain buildings and power plant equipment of the Group (Note 18), cash receipts from the sale of electricity by certain of the Group's power plants (Note 25) and certain equity interests in subsidiaries.

抵押擔保銀行借款之抵押物為本集團物業及電廠機器設備(附註18)·及本集團部分電場之電力銷售(附註25)取得之現金及部分附屬公司之股權。

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34. BANK BORROWINGS (CONTINUED)

The carrying amounts of the above borrowings are repayable*:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year	1年內	506,364	620,389
Between 1 and 2 years	於第1至第2年間	314,836	370,364
Between 2 and 5 years	於第2至第5年間	997,251	1,192,884
Over 5 years	5年以上	1,509,078	2,187,985
		3,327,529	4,371,622
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示之於一年內到期之金額	(506,364)	(620,389)
Amounts shown under non-current liabilities	於非流動負債項下列示之金額	2,821,165	3,751,233

* The above amounts due are based on scheduled repayment dates set out in the respective loan agreements.

The exposure of the Group's bank borrowings are as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Fixed-rate borrowings	固定利率借款	220,490	293,552
Variable-rate borrowings	浮動利率借款	3,107,039	4,078,070
		3,327,529	4,371,622

34. 銀行借款(續)

以上借款之金額需於下列期間償還*：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year	1年內	506,364	620,389
Between 1 and 2 years	於第1至第2年間	314,836	370,364
Between 2 and 5 years	於第2至第5年間	997,251	1,192,884
Over 5 years	5年以上	1,509,078	2,187,985
		3,327,529	4,371,622
Less: Amounts due within one year shown under current liabilities	減：於流動負債項下列示之於一年內到期之金額	(506,364)	(620,389)
Amounts shown under non-current liabilities	於非流動負債項下列示之金額	2,821,165	3,751,233

* 以上款項到期金額基於各借款合同規定之計劃還款日。

本集團銀行借款在不同利率下分佈為：

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34. BANK BORROWINGS (CONTINUED)

The ranges of effective interest rates on the Group's bank borrowings are as follows:

		2019	2018
Effective interest rate:	實際利率：		
Variable-rate bank borrowings	浮動利率銀行借款	2.9%-6.9%	2.9%-6.9%
Fixed-rate bank borrowings	固定利率銀行借款	2.7%-5.9%	2.7%-5.9%

The fair values of the non-current borrowings are estimated using discounted cash flow calculations based upon the Group's current incremental borrowing rates for similar types of borrowings with maturities consistent with those remaining for the debt. The carrying amounts of the non-current borrowings approximate their fair values at the end of the reporting period.

The carrying amounts of the Group's foreign currency denominated bank borrowings at the end of each reporting period are as follows:

34. 銀行借款(續)

本集團銀行借款之實際利率之範圍如下：

		2019	2018
Effective interest rate:	實際利率：		
Variable-rate bank borrowings	浮動利率銀行借款	2.9%-6.9%	2.9%-6.9%
Fixed-rate bank borrowings	固定利率銀行借款	2.7%-5.9%	2.7%-5.9%

非流動借款之公允價值，基於本集團到期期限與未償債務一致之類似借款目前之增量借款利率，使用現金流折現計預計得來。於報告期末，非流動借款之賬面金額與其公允價值相若。

截止每個報告期末本集團外幣銀行借款金額如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Denominated in US dollars:	以美元呈列：		
Fixed-rate borrowings	固定利率貸款	20,490	16,148
Variable-rate borrowings	浮動利率貸款	11,260	11,957
Denominated in HK dollars:	以港幣呈列：		
Fixed-rate borrowings	固定利率貸款	—	7,404
		31,750	35,509

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35. OTHER BORROWINGS

35. 其他借款

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Analysed for reporting purposes as:	為呈報分析如下：		
Current liabilities	流動負債	164,388	102,931
Non-current liabilities	非流動負債	4,349,758	2,587,324
		4,514,146	2,690,255

During the year, the Group has entered into agreements (the "Agreements") with certain PRC financial institutions (the "Financial Institution") whereby the Group drew down RMB2,984,836,000 (2018: RMB1,414,600,000) in aggregate from the Financial Institution of which RMB1,400,805,000 (2018: RMB854,303,000) was received in the form of bills. Such borrowings are to be repayable in 2020 to 2031 and carry interest ranging from 5.4% to 6.5% per annum (2018: ranging from 5.0% to 6.1% per annum).

As collaterals for the above financing:

- (i) The Group transferred the ownership title of certain property, plant and equipment to the Financial Institutions.
- (ii) The Group entered into financial guarantee contracts in favour of the Financial Institution for the due performance of the Group's obligations under the Agreements.

在本年內集團與中國境內金融機構(以下簡稱「金融機構」)簽訂協定(以下簡稱「協議」)並提款總額為人民幣2,984,836,000元(2018: 人民幣1,414,600,000元), 其中人民幣1,400,805,000元(2018: 人民幣854,303,000元)是通過票據收到。該等借款將在2020至2031年得以償還, 借款年利率為5.4%至6.5%(2018: 借款年利率為5.0%至6.1%)。

上述融資之擔保物:

- (i) 本集團已將部分物業、廠房及設備之所有權轉移至金融機構。
- (ii) 本集團訂立了有利於金融機構之融資擔保合約以敦促本集團正當履行協議義務。

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35. OTHER BORROWINGS (CONTINUED)

- (iii) Upon the discharging all the Group's obligations under the Agreements, the Financial Institutions will return the ownership title of those property, plant and equipment to the Group for minimal consideration. Despite the Agreements involve a legal form of a lease, the Group accounted for the Agreements as collateralised borrowing in accordance with the actual substance of the Agreements.
- (iv) An aggregate amount of security deposits of RMB178,045,000 placed with the Financial Institutions as at 31 December 2019 (2018: RMB119,569,000), of which RMB128,530,000 was offset with certain repayment instalments as agreed with the Financial Institution (2018: RMB98,250,000).
- (v) Other borrowings are secured by the Company's equity interests in subsidiaries with an aggregate investment cost of RMB1,842,239,000 as at 31 December 2019 (2018: RMB1,022,776,000).

The maturity profile of the above borrowings is as follows:

35. 其他借款(續)

- (iii) 在本集團履行了所有協約義務後，金融機構將非常低之代價有償歸還本集團上述物業、廠房及設備之所有權。儘管協定涉及租約之法律形式，本集團根據協定之實質將協定按照擔保借款核算。
- (iv) 於2019年12月31日支付押金人民幣178,045,000元(2018：人民幣：119,569,000元)。其中金融機構同意與相關應付款項抵銷之金額為人民幣128,530,000元(2018年：人民幣98,250,000元)。
- (v) 於2019年12月31日其他借款由本集團附屬公司之股權質押，金額為人民幣1,842,239,000元(2018：人民幣：1,022,776,000元)。

上述借款到期情況如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year	1年內	164,388	102,931
Between 1 and 2 years	於第1至第2年間	512,412	130,583
Between 2 and 5 years	於第2至第5年間	1,628,187	1,197,730
Over 5 years	5年以上	2,209,159	1,259,011
		4,514,146	2,690,255

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

36. SENIOR NOTES AND BONDS PAYABLE

The movements of senior notes and bonds issued by the Group during the year are as follows:

		Medium term bonds (Note (a)) 中期票據 (附註(a))	Green bonds (Note (b)) 綠色債券 (附註(b))	Senior notes (Note (c)) 優先票據 (附註(c))	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Carrying amount at 1 January 2018	於2018年1月1日年末賬 面價值	199,457	99,867	—	299,324
Issue of senior notes	優先票據之發行	—	—	1,267,890	1,267,890
Interest charge (Note 12)	利息支出(附註12)	13,002	7,212	103,554	123,768
Interest payable	應付利息	(12,940)	(7,170)	(101,502)	(121,612)
Exchange differences	匯兌調整	—	—	93,311	93,311
Carrying amount at 31 December 2018	於2018年12月31日年 末賬面價值	199,519	99,909	1,363,253	1,662,681
Interest charge (Note 12)	利息支出(附註12)	3,742	6,708	119,881	130,331
Interest payable	應付利息	(3,261)	(6,617)	(108,934)	(118,812)
Principal repayment	償還本金	(200,000)	(100,000)	—	(300,000)
Exchange differences	匯兌調整	—	—	18,741	18,741
Carrying amount at 31 December 2019	於2019年12月31日年 末賬面價值	—	—	1,392,941	1,392,941
Amounts show under non- current liabilities	非流動負債列示金額	—	—	1,392,941	1,392,941

Notes:

- (a) The medium term bonds issued by the Group in April 2016 were registered in the National Association of Financial Market Institutional Investors (Zhong Shi Xie Zhu [2016] GN No.1) and China Development Bank has been designated as the principal underwriter of the bonds. The principal amount of the bonds is RMB200,000,000 with maturity in three years. The bonds bear fixed interest rate of 6.2% per annum, payable annually.

The principal and interest of the bonds are cashed through the custodian in accordance with its face value at the maturity date. The bonds are unsecured and the custodian is the Inter-bank Market Clearing House Co., Ltd. The effective interest rate of the bonds is 6.5% per annum.

36. 優先票據及債券之應付款項

本集團年內已發行優先票據及債券之應付款項之變動如下：

附註：

- (a) 本集團於2016年4月發行了中期票據，該中期票據已獲中國銀行間市場交易商協會(中市協註[2016]GN 1號)註冊，並由國家開發銀行股份有限公司作為此次發行之主承銷商。該中期票據發行金額為人民幣200,000,000元，期限為三年。該票據固定年利率為6.2%，每年付息。

該中期票據之本息兌付通過託管人辦理，到期日按照票面值兌付。中期票據無抵押擔保。該中期票據託管人為銀行間市場清算所股份有限公司。該票據之實際年利率為6.5%。

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36. SENIOR NOTES AND BONDS PAYABLE (CONTINUED)

Notes: (CONTINUED)

- (b) The green bonds were issued by the Group in December 2017 and its principal amount is RMB100,000,000 with maturity in three years. The green bonds bear fixed interest rate of 7.2% per annum, payable annually. The effective interest rate of the green bonds is 7.2% per annum. The principal and interest of the green bonds has been repaid by the Group in advance in December 2019.
- (c) The senior notes (the "Notes") were issued by the Group on 16 January 2018 and its principal amount of is US\$200,000,000 with maturity on 23 January 2021 unless earlier redeemed in accordance with the terms thereof. The Notes bear fixed interest at 7.9% per annum payable semi-annually. The effective interest rate of the Notes is 8.3% per annum.

At any time prior to 23 January 2021, the Group may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

At any time and from time to time prior to 23 January 2021, the Group may at its option redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 107.9% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

36. 優先票據及債券之應付款項(續)

附註：(續)

- (b) 本集團於2017年12月公開發行綠色公司債券，本金為人民幣100,000,000元，三年到期。綠色債券利率為年付固定年利率7.2%。綠色債券之實際利率為年利率7.2%。本集團已於2019年12月提前償還了該綠色債券本金及利息。
- (c) 於2018年1月16日，本集團發行總額為200,000,000美元之優先票據，到期日為2021年1月23日，除非根據其條款提前贖回。該票據票面固定利率為每年7.9%，每半年支付一次。票據的實際利率為每年8.3%。

於2021年1月23日之前任何時間，本集團可選擇贖回全部但不是部分票據，贖回價格等於贖回票據本金之100%，加上截至贖回日期(但不包括贖回日期)之適用溢價，以及應計及未付利息(如有)。

本集團可在2021年1月23日之前直至贖回日(但不包括當日)之任何時間及隨時使用其選擇權，按贖回債券本金之107.9%之贖回價格，加上應計及未付利息(如有)，使用股權融資中出售一筆或多筆本公司普通股所得現金淨額，贖回至多35%之債權本金總額；條件是在初始發行日初始發行至少65%之債券本金總額在每次進行該等贖回後仍未償付，且該等贖回乃於相關權益發行結束後之60天內發生。

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37. CONVERTIBLE LOAN

(1) IFC

On 23 May 2018, the Group issued convertible loan (the "Convertible Loan") in the aggregate principal amount of HK\$233,800,000 (approximately RMB189,938,000) to International Finance Corporation ("IFC"), which consists of three tranches: (i) Tranche I being HK\$93,480,000; and (ii) Tranche II being HK\$70,110,000; and (iii) Tranche III being HK\$70,210,000. IFC has the right to convert all or any part of the outstanding amount of the Convertible Loan into the ordinary shares of the Company at a conversion price of (i) HK\$0.5 per Share (for Tranche I); (ii) HK\$0.55 per Share (for Tranche II); and (iii) HK\$0.6 per Share (for Tranche III) (subject to the adjustments as set out in the agreement for the Convertible Loan dated 28 December 2017 (the "Agreement")).

The outstanding principal of the Convertible Loan bears interest at a rate of (i) 2% per annum for the period commencing on the date of the Agreement until the date falling on the third anniversary of the date of the Agreement; and (ii) 5% per annum thereafter. The maturity date of the Convertible Loan is 27 December 2022 (the "Maturity Date"). If the whole or any part of the Convertible Loan is not converted into the ordinary shares of the Company by the Maturity Date then the relevant non converted portion of the Convertible Loan shall be repaid in full together with an amount required to provide IFC with an Internal Rate of Return (as defined in the Convertible Loan Agreement) in respect of such non-converted portion of the Convertible Loan of 7%.

37. 可換股貸款

(1) IFC

於2018年5月23日，本集團向國際金融公司(簡稱「IFC」)發行本金總額為233,800,000港元(約為人民幣189,938,000元)可換股貸款(簡稱「可換股貸款」)。該筆可換股貸款共分為三期：(i)第一期為93,480,000港元，(ii)第2期為70,110,000港元，(iii)第3期為70,210,000港元。IFC有權按下述轉換價格將該筆可換股貸款之部分或全部未償金額轉換為本公司之普通股：(i)第一期每股0.5港元；(ii)第二期每股0.55港元；及(iii)第三期0.6港元(且根據2017年12月28日簽署之可換股貸款協定(簡稱「協定」)規定進行調整。)

可換股貸款之未償本金將(i)從可換股貸款協議日開始至可換股貸款日後第三周年當日結束期間按2%之年利率計息，且於其後按(ii)5%之年利率計息。該筆可換股貸款之到期日為2022年12月27日(簡稱「到期日」)。倘於到期日，該筆可換股貸款之部分或全部尚未轉換為本公司之普通股，則可換股貸款之尚未轉換部分應加上就未轉換部分需向IFC提供7%之內部收益率計算之金額一併全額償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

37. CONVERTIBLE LOAN (CONTINUED)

(1) IFC (CONTINUED)

IFC may serve a written notice on the Group requiring the Group to (a "Prepayment Notice"): (i) at any time during the period commencing on (and including) the third anniversary of the date of the Agreement and ending on the fourth anniversary of the date of the Agreement (the "First Prepayment Period"), prepay the non-converted portion of the Loan within 45 days of the date of the relevant Prepayment Notice in the amount specified in the Prepayment Notice, provided such amount is not, when aggregated with all other amounts prepaid in response to Prepayment Notices during the First Prepayment Period, greater than one-third of the total amount of the Loan; or (ii) at any time during the period commencing on (and including) the fourth anniversary of the date of this Agreement and ending on the fifth anniversary of the date of the Agreement (the "Second Prepayment Period"), prepay the non-converted portion of the Loan within 45 days of the date of the relevant Prepayment Notice in the amount specified in the Prepayment Notice, provided such amount is not, when aggregated with all other amounts prepaid in response to Prepayment Notices during the First Prepayment Period and the Second Prepayment Period, greater than two-third of the amount of the Loan. Any prepayment made shall be applied pro rata across Tranche I, Tranche II and Tranche III.

The Convertible Loan contain two components, debt component and derivative (including conversion and early redemption options) component. The effective interest rate of the debt component is 10.2% per annum. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

37. 可換股貸款(續)

(1) IFC(續)

IFC可能會向本集團發出書面通知，要求本集團(簡稱「預付款通知」)：(i)從第三周年日(包括當日)開始至協議第四周年當日結束(簡稱「首次預付款期間」)之任何時間，以付款通知規定之金額，在相關付款通知日期後之45天內，預付貸款之未轉換部分，條件是，該金額加上於首次預付款期間就付款通知所預付之所有其他金額之和，不大於貸款總額之三分之一；或(ii)於該協議第四周年當日(包括當日)開始至該協議第五周年當日(簡稱「第二次預付款期間」)結束之任何時間內，以付款通知規定之金額，在相關付款通知日期後之45天內，預付貸款之未轉換部分，條件是，該金額加上首次預付款期間及第二次預付款期間就預付款通知所預付之所有其他金額之和，不大於貸款金額的三分之二。支付之任何預付款均按比例適用於第一期，第二期和第三期。

可換股貸款包括兩個組成部分：債務成分及衍生(包括轉換及提前贖回選擇權)成分。債務成分之實際年利率為10.2%。衍生成分按公允值計量，且公允值變動確認於損益。

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37. CONVERTIBLE LOAN (CONTINUED)

(2) Goldman

As at 1 April 2019, the Group has received the total amount of convertible loan principle of US\$30,000,000 (approximately RMB199,839,000), which is under the convertible loan agreement signed with Goldman Sachs Asia Strategic Pte. Ltd. On 13 December 2018. The convertible loan consists of three tranches: (i) Tranche I being US\$12,000,000; and (ii) Tranche II being US\$9,000,000; and (iii) Tranche III being US\$9,000,000. Goldman Sachs has the right to convert all or any part of the outstanding amount of the Convertible Loan into the ordinary shares of the Company at a conversion price of (i) HK\$0.5 per Share (for Tranche I); (ii) HK\$0.55 per Share (for Tranche II); and (iii) HK\$0.6 per Share (for Tranche III) (subject to the adjustments as set out in the agreement for the Convertible Loan dated 13 December 2018 (the "Agreement")). In addition, on 16 January 2019, the Company and Goldman Sachs agreed to make certain amendments regarding the option and disbursement conditions of the additional US\$20,000,000 convertible loan.

The outstanding principal of the Convertible Loan bears interest at a rate of (i) 2% per annum for the period commencing on the date of the Agreement until the date falling on the third anniversary of the date of the Agreement; and (ii) 5% per annum thereafter. The maturity date of the Convertible Loan is 13 December 2023 (the "Maturity Date"). If the whole or any part of the Convertible Loan is not converted into the ordinary shares of the Company by the Maturity Date then the relevant non converted portion of the Convertible Loan shall be repaid in full together with an amount required to provide Goldman Sachs with an Internal Rate of Return (as defined in the Convertible Loan Agreement) in respect of such non-converted portion of the Convertible Loan of 7%.

37. 可換股貸款(續)

(2) 高盛

根據2018年12月13日與高盛簽訂之可換股貸款協議，本集團於2019年4月1日收到高盛可換股貸款本金總額30,000,000美元(約為人民幣199,839,000元)。該筆可換股貸款共分為三期：(i)第一期為12,000,000美元；(ii)第二期為9,000,000美元；(iii)第三期為9,000,000美元。高盛有權按下述轉換價格將該筆可換股貸款之部分或全部未償金額轉換為本公司之普通股：(i)第一期每股0.5港元；(ii)第二期每股0.55港元；及(iii)第三期每股0.6港元(且根據2018年12月13日簽署之可換股貸款協定(簡稱「協定」)規定進行調整)。此外，於2019年1月16日，本公司和高盛對新增20,000,000美元可轉換貸款之期權及支付條件進行部分修訂。

可換股貸款之未償還本金之利率將(i)從可換股貸款協議日開始至可換股貸款日後第三周年當日結束期間，按2%之年利率計息，且於其後按(ii)5%之年利率計息。該筆可換股貸款之到期日為2023年12月13日(簡稱「到期日」)。倘於到期日，該筆可換股貸款之部分或全部尚未轉換為本公司之普通股，則相關可換股貸款之尚未轉換部分應加就未轉換部分需向高盛提供7%之內部收益率計算之金額一併全額償還。

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37. CONVERTIBLE LOAN (CONTINUED)

(2) Goldman (CONTINUED)

Goldman Sachs may serve a written notice (a "GS Prepayment Notice") on the Company requiring the Company to: (i) at any time during the period commencing on (and including) the third anniversary of the date of the GS Convertible Loan Agreement and ending on the fourth anniversary of the date of the GS Convertible Loan Agreement (the "First Prepayment Period"), prepay the non-converted portion of the GS Convertible Loan within 45 days of the date of the relevant GS Prepayment Notice in the amount specified in the GS Prepayment Notice, provided such amount is not, when aggregated with all other amounts prepaid in response to GS Prepayment Notices during the First Prepayment Period, greater than one-third of the total amount of the Disbursement made on the Disbursement Date; and (ii) at any time during the period commencing on (and including) the fourth anniversary of the date of the GS Convertible Loan Agreement and ending on the GS Maturity Date (the "Second Prepayment Period"), prepay the non-converted portion of the GS Convertible Loan within 45 days of the date of the relevant GS Prepayment Notice in the amount specified in the Prepayment Notice, provided such amount is not, when aggregated with all other amounts prepaid in response to GS Prepayment Notices during the First Prepayment Period and the Second Prepayment Period, greater than two-third of the amount of the Disbursement made on the Disbursement Date.

37. 可換股貸款(續)

(2) 高盛(續)

高盛可能會向本集團發出書面通知(簡稱「高盛預付款通知」)要求本集團：(i)從第三周年日(包括當日)開始至協議第四周年當日結束(簡稱「首次預付款期間」)之任何時間，以付款通知規定之金額，在相關付款通知日期後之45天內，預付貸款之未轉換部分，條件是，該金額加上於首次預付款期間就付款通知所預付之所有其他金額之和不大於貸款日貸款總額之三分之一；或(ii)於該協議第四周年當日(包括當日)開始至該協議結束(簡稱「第二次預付款期間」)之任何時間內，以付款通知規定之金額，在相關付款通知日期後之45天內，預付貸款之未轉換部分，條件是，該金額加上首次預付款期間及第二次預付款期間就預付款通知所預付之所有其他金額之和不大於貸款日貸款金額之三分之二。

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37. CONVERTIBLE LOAN (CONTINUED)

(2) Goldman (CONTINUED)

The Convertible Loan contain two components, debt component and derivative (including conversion and early redemption options) component. The effective interest rate of the debt component is 10.2% per annum. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

The movements of the debt component and derivative component of the convertible loan during the year are as follows:

37. 可換股貸款(續)

(2) 高盛(續)

可換股貸款包括兩個組成部分：債務成分及衍生(包括轉換和提前贖回選擇權)成分。債務成分之實際年利率為10.2%。衍生成分按公允值計量，且公允值變動確認於損益。

本年內，可換股貸款債務成分及衍生成分之變動如下：

		Goldman Sachs 高盛		IFC 國際金融公司		Total 合計
		Debt component 債務部分	Derivative component 衍生部分	Debt component 債務部分	Derivative component 衍生部分	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2018	於2018年12月31日	—	—	190,656	10,169	200,825
Upon issuance	發行	176,479	25,379	—	—	201,858
Issue expense	發行開支	(2,019)	—	—	—	(2,019)
Interest expense (Note 12)	利息支出(附註12)	13,951	—	20,071	—	34,022
Interest payable	應付利息	(3,142)	—	(4,127)	—	(7,269)
Fair value changes	公允價值變動	—	(14,219)	—	(6,866)	(21,085)
Exchange differences	匯兌調整	6,491	818	4,514	77	11,900
At 31 December 2019	於2019年12月31日	191,760	11,978	211,114	3,380	418,232

Binominal valuation model is used for valuation of the derivative component. The key inputs used in the model are disclosed in Note 53.

衍生成分採用二叉樹估值模型進行估值。該模型中所使用之關鍵輸入值載於附註53。

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38. LEASE LIABILITIES

38. 租賃負債

		2019
		<i>RMB'000</i> 人民幣千元
Within 1 year	1年內	11,502
Between 1 and 2 years	於第1至第2年間	11,292
Between 2 and 5 years	於第2至第5年間	36,047
Over 5 years	5年以上	33,866
		<u>92,707</u>
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下列示之未來12個月內交割之金額	<u>(11,502)</u>
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下列示之未來12個月後交割之金額	<u>81,205</u>

39. DEFERRED TAX

39. 遞延稅項

The analysis of deferred tax assets and deferred tax liabilities is as follows:

遞延所得稅資產及遞延所得稅負債之分析如下：

		2019	2018
		<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元
Deferred tax assets	遞延所得稅資產	40,686	36,898
Deferred tax liabilities	遞延所得稅負債	<u>(12,390)</u>	(13,577)
		<u>28,296</u>	23,321

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39. DEFERRED TAX (CONTINUED)

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

	Accumulated deductible loss		Unrealised inter-companies gains		Deferred government subsidy		Total	
	累計可抵扣虧損		未實現收益		遞延政府補貼		總計	
	2019	2018	2019	2018	2019	2018	2019	2018
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January	—	—	34,316	30,524	2,582	2,732	36,898	33,256
Credited/(debited) to the profit or loss (Note 14)	8,875	—	2,711	3,792	(150)	(150)	11,436	3,642
Disposal of subsidiaries (Note 44(b))	—	—	(1,991)	—	—	—	(1,991)	—
Disposal group held for sale	—	—	(5,657)	—	—	—	(5,657)	—
At 31 December	8,875	—	29,379	34,316	2,432	2,582	40,686	36,898

At 31 December 2019, the Group had tax losses of RMB367,758,000 (2018: RMB340,448,000) arose in Mainland China that can be carried forward to set off against future taxable income which will expire within 1 to 5 years. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

39. 遞延稅項(續)

本年內遞延所得稅資產及負債之變動如下：

遞延所得稅資產

於2019年12月31日，本集團於中國大陸產生之稅項虧損為人民幣367,758,000元(2018年：人民幣340,448,000元)，已結轉以抵銷日後應課稅收入，將分別於1至5年內到期。由於未來收入來源有不可預測性而並未確認有關遞延稅項資產。

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39. DEFERRED TAX (CONTINUED)

The unrecognised tax losses will expire in the following years:

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
To be expired on:	將於下列日期屆滿		
31 December 2019	二零一九年十二月三十一日	—	10,347
31 December 2020	二零二零年十二月三十一日	10,071	11,113
31 December 2021	二零二一年十二月三十一日	13,067	15,357
31 December 2022	二零二二年十二月三十一日	65,111	81,399
31 December 2023	二零二三年十二月三十一日	165,336	222,232
31 December 2024	二零二四年十二月三十一日	114,173	—
Total unused tax losses	未動用稅項虧損總額	367,758	340,448

At 31 December 2019, the Group had estimated unused tax losses of RMB240,003,000 (2018: RMB150,904,000), subject to the agreement of the Inland Revenue Department of Hong Kong, arose in Hong Kong available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The estimated tax losses may be carried forward indefinitely.

39. 遞延稅項(續)

未確認稅項虧損將於以下年度屆滿：

於2019年12月31日，本集團於香港產生之稅項虧損為人民幣240,003,000元(2018年：人民幣150,904,000元)可供抵銷日後溢利。由於未來之溢利流無法預測，並未作出遞延稅項資產確認。此估計稅項虧損可無限期結轉。

Deferred tax liabilities

遞延所得稅負債

		Unremitted earnings		Unremitted interest		Total	
		未實現收益	未實現利息	未實現利息	總計		
		2019	2018	2019	2018	2019	2018
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January	於1月1日	4,773	3,900	8,804	—	13,577	3,900
Debited/(credited) to the profit or loss (Note 14)	計入/(扣除)自損益(附註14)	407	873	(1,594)	8,804	(1,187)	9,677
At 31 December	於12月31日	5,180	4,773	7,210	8,804	12,390	13,577

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39. DEFERRED TAX (CONTINUED)

The deferred tax liabilities recognised relate to temporary differences arising from the unremitted earnings of joint ventures and associates, and the unremitted intercompany interest payable from certain PRC subsidiaries to overseas subsidiaries.

As at 31 December 2019, deferred tax liabilities of RMB129,959,000 (2018: RMB99,684,000) have not been recognised for the withholding tax that would be payable on the undistributed retained earnings of subsidiaries of the Group, as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

40. DEFERRED GOVERNMENT GRANTS

Government grants are received from the PRC government and the government of the United States of America ("US") by the Group as financial subsidies for the promotion of the development of renewable energy and investments in the PRC and the US. Government grants from the PRC government are recognised as income over 20 years based on the expected useful lives of the relevant non-current assets including property, plant and equipment invested in certain areas in the PRC, while the government grants from the US government are recognised as income over 5 years as the relevant properties continue to qualify as specified energy properties as defined by the US Department of the Treasury.

39. 遞延稅項(續)

已確認遞延稅項負債與來自合營企業及聯營公司之未實現利潤產生之暫時性差異有關，以及某些中國與境外附屬公司之間未實現之利息。

由於本集團能夠控制遞延稅項暫時性差異轉回之時間，且暫時性差異在可預見之未來很可能不會轉回，於2019年12月31日，本集團附屬公司未分派保留盈利應付之預提稅及其他稅項遞延所得稅負債為人民幣129,959,000元(2018：人民幣99,684,000元)並未獲得確認。

40. 遞延政府補助

政府補助為本集團獲取中國及美國政府為刺激新能源產業發展而提供之政府財政補貼。來自中國政府之新能源產業發展補助按照被投資物業、廠房及設備資產期望之使用期限在20年內分期確認收入，而來自美國政府之補助則基於美國財政部門界定相關資產可持續符合特定能源資產之標準，在5年內分期確認收入。

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40. DEFERRED GOVERNMENT GRANTS (CONTINUED)

The movements in deferred government grants during the year are as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
At 1 January	於1月1日	23,273	24,136
Government grants obtained during the year	本年獲得政府補助	330	2,902
Released to credited to profit or loss during the year	政府補助攤銷	(1,984)	(3,765)
Disposal of subsidiaries (Note 44(b))	處置附屬公司(附註(44(b)))	(5,976)	—
At 31 December	於12月31日	15,643	23,273

40. 遞延政府補助(續)

本年內遞延政府補助之變動如下：

41. FINANCIAL GUARANTEE CONTRACT LIABILITIES

		2019
		<i>RMB'000</i>
		人民幣千元
Current	流動	9,098
Non-current	非流動	33,808
		42,906

41. 財務擔保合同負債

During the year, the Group disposed its 75% equity interests in certain wholly-owned subsidiaries to independent third parties, and retained the remaining 25% equity interests as interests in associates. Financial guarantees were provided by the Company to certain leasing companies for the associates' finance lease arrangements. In return, the associates shall pay premium to the Company at 2% of the outstanding debt balance under the finance lease arrangements.

於本年度，本集團出售部分全資附屬公司之75%股權於獨立協力廠商，並留存剩餘25%股權作為於聯營公司之權益。本公司為該聯營公司之融資租賃安排向融資公司提供財務擔保。反之，聯營公司將支付本公司融資租賃安排之未償還貸款餘額之2%手續費用。

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41. FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

The Group has recognised financial guarantee contract liabilities and corresponding premium receivables based on the fair value of the guarantee provided, which is the present value of the premium to be received within the leases term.

41. 財務擔保合同負債(續)

本集團確認了財務擔保合同負債及與之相關之基於提供擔保之公允價值之手續費應收款項，即租賃期內將會收到之擔保費用之現值。

42. SHARE CAPITAL

Ordinary shares issued of HK\$0.01 each:

42. 股本

已發行普通股每股0.01港元：

		No. of shares 股份數目	Nominal value 面值
		<i>000's shares</i> 千股	<i>RMB'000</i> 人民幣千元
As at 1 January 2018	於2018年1月1日	8,676,795	75,164
Cancellation of ordinary shares (Note (i))	註銷之普通股 (附註(i))	(126,210)	(1,115)
As at 31 December 2018	於2018年12月31日	8,550,585	74,049
Cancellation of ordinary shares (Note (ii))	註銷之普通股(附註(ii))	(159,010)	(1,409)
Issue of ordinary shares (Note (iii))	增發普通股(附註(iii))	113,000	1,012
As at 31 December 2019	於2019年12月31日	8,504,575	73,652

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42. SHARE CAPITAL (CONTINUED)

Notes:

(i) During the prior year, the Group repurchased a total of 164,080,000 ordinary shares of the Company from the market, of which 126,210,000 ordinary shares of the Company with total par value of RMB1,115,000 were cancelled, the related costs of repurchase were RMB34,895,000 and the exceed of costs of repurchase over the par value of the shares of RMB33,780,000 was charged to share premium.

(ii) During the current year, the Group repurchased a total of 147,170,000 ordinary shares of the Company from the market for a total consideration of RMB47,540,000. 159,010,000 ordinary shares of the Company with total par value of RMB1,409,000 were cancelled, the related costs of repurchase were RMB49,313,000 and the exceed of costs of repurchase over the par value of the shares of RMB47,904,000 was charged to share premium.

As at 31 December 2019, the Group had 26,030,000 shares repurchased but not cancelled (2018: 37,870,000 shares).

(iii) During the current year, 113,000,000 ordinary shares were issued for the purpose of the Group's share award scheme (Note 43).

Treasury shares for the purpose of share award schemes

During the year ended 31 December 2015, 151,500,000 ordinary shares were repurchased from market at a price of approximately HK\$0.55 per share for a total consideration of RMB66,572,000 and held as treasury shares for the purpose of the Group's share award scheme (the "Scheme"). The directors of the Company approved an aggregate number of 61,700,000 shares under such scheme and all of these shares have been awarded to the relevant participants of the scheme up to 31 December 2018.

42. 股本(續)

附註：

(i) 上一年度，本集團於市場中回購164,080,000股之本公司普通股公司，其中註銷普通股126,210,000股，總面值人民幣1,115,000元，回購相關費用人民幣34,895,000元，超過面值人民幣33,780,000元的回購費用計入股票溢價。

(ii) 於本年度內，本集團於市場中回購147,170,000股之本公司普通股，總價值為人民幣47,540,000元。159,010,000股面值為人民幣1,409,000元之本公司普通股已註銷，回購相關費用人民幣49,313,000元，超過面值人民幣47,904,000元的回購費用計入股份溢價。

於2019年12月31日，本集團26,030,000股已回購但未註銷(2018：37,870,000股)。

(iii) 於本年度，本公司增發113,000,000股用於股份激勵(附註43)。

股份激勵計劃之庫存股

於截至2015年12月31日止年度內，151,500,000股普通股以每股約0.55港元於市場中回購，總價值為人民幣66,572,000元，並被作為庫存股持有，用於本集團之股票獎勵計劃(「計劃」)。本公司董事根據該計劃批准股份總數為61,700,000股，截至2018年12月31日，所有這些股份均已授予該計劃相關參與者。

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42. SHARE CAPITAL (CONTINUED)

Treasury shares for the purpose of share award schemes (CONTINUED)

As at 2 April 2019, the board of directors resolved to grant an aggregate number of 113,000,000 shares under the Scheme to the employees of the Company. The resolution was approved by special general meeting of shareholders on 20 June 2019.

As at 22 April 2019, the board of directors of the company approved a special share award scheme of 6,000,000 shares to be awarded to employees of the Company and all of these shares were vested on 26 April 2019.

As at 31 December 2019, 196,800,000 ordinary shares are held as treasury shares (2018: 89,800,000 shares).

43. SHARE AWARD SCHEMES

According to the share award scheme approved on 15 June 2015 by the board of directors of the Company, under which shares of the Company will be awarded to the Group's employees as an incentive (the "Scheme").

As at 2 April 2019, the board of directors resolved to grant 113,000,000 New Awarded Shares to not less than 30 Selected Persons by way of allocate and issue of the New Awarded Shares pursuant to the Specific Mandate, out of which (a) 55,600,000 Connected New Awarded Shares will be granted to 12 Connected Grantees by way of allocate and issue of new Shares pursuant to the Specific Mandate and (b) 57,400,000 Non-connected New Awarded Shares will be granted to not less than 18 Non-connected Grantees. The resolution was adopted by the special general meeting of shareholders on 20 June 2019.

42. 股本(續)

股份激勵計劃之庫存股(續)

於2019年4月2日，董事會決議於該計劃下向公司僱員授予總計113,000,000股之股份。該決議於2019年6月20日由特別股東大會通過。

於2019年4月22日，本公司董事會批准6,000,000股特殊股份獎勵計劃，該股份將用以獎勵給本公司之員工，並於2019年4月26日完成授予。

於2019年12月31日，196,800,000股普通股被持作庫存股(2018年：89,800,000股)。

43. 股份獎勵計劃

依據2015年6月15日，本公司董事會批准之一項股票獎勵計劃，根據該計劃公司股份將作為獎勵授予集團員工(「計劃」)。

於2019年4月2日，董事會議決通過根據特別授權配發及發行新獎勵股份之方式向不少於30名選定人士授出113,000,000股新獎勵股份，其中(a) 55,600,000股關連新獎勵股份將通過根據特別授權配發及發行新股份之方式授予12名關連承授人；及(b) 57,400,000股非關連新獎勵股份將授予不少於18名非關連承授人。此決議已於2019年6月20日經股東特別大會通過。

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43. SHARE AWARD SCHEMES (CONTINUED)

As at 4 April 2019, the board of directors approved to grant an aggregate number of 33,000,000 shares under the Scheme two directors.

The vesting dates of the above aggregate 146,000,000 award shares are as follows:

On 1st anniversary of the date of grant	授予日一周年	25%
On 2nd anniversary of the date of grant	授予日二周年	25%
On 3rd anniversary of the date of grant	授予日三周年	25%
On 4th anniversary of the date of grant	授予日四周年	25%

The fair value of the shares awarded at the grant date was HK\$0.34 on 4 April 2019 and HK\$0.365 on 20 April 2019, which were based on the market value of the Company's shares at the grant date.

As at 22 April 2019, the board of directors approved to grant an aggregate number of 6,000,000 shares under the Scheme to three employees of the Company, of which one is the director of the Company, and all of these shares were vested on 26 April 2019. The related fair value of the vested shares of RMB1,982,000 was released from other reserves to eliminate the related cost of treasury shares of RMB2,636,000. The difference of RMB654,000 was charged to share premium.

Movements in the number of awarded shares during the year are as follows:

		Number of shares 股份數量	
		2019	2018
As at 1 January	於1月1日	—	18,510,000
Granted during the year	本期授予	152,000,000	—
Vested during the year	已歸屬獎勵	(6,000,000)	(18,510,000)
As at 31 December	於12月31日	146,000,000	—

The Group recognised total expense of RMB20,030,000 (2018: RMB545,000) for the year ended 31 December 2019 in relation to the Scheme.

43. 股份獎勵計劃(續)

於2019年4月4日，本公司董事會根據該計劃批准33,000,000股用以獎勵給本公司之兩名董事。

上述總計146,000,000股獎勵股份之授予日期如下：

基於授予日公司股票之市價，授予日該等用於激勵之股份公允價值分別為2019年4月4日每股0.34港元和2019年4月20日每股0.365港元。

於2019年4月22日，本公司董事會批准6,000,000股特殊股份獎勵計劃，該股份將用以獎勵給本公司三名員工，其中一名是為公司董事，並於2019年4月26日完成授予。已歸屬股份之相關公允價值人民幣1,982,000元從其他儲備中扣除，以抵減庫存股份之相關成本人民幣2,636,000元。人民幣654,000元之差異計入股份溢價。

獎勵股份之數量變動如下：

截至2019年12月31日止年度，本集團就本公司授出之購股權確認支出總額為人民幣20,030,000元(2018：人民幣545,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

44. NOTES TO THE CONSOLIDATED STATEMENT OF
CASH FLOWS

44. 綜合現金流量表附註

(a) Cash generated from operations

(a) 經營業務所得之現金

			2019	2018
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Profit before income tax	除所得稅前溢利		652,206	530,140
Adjustments for:	已調整：			
Finance costs	財務成本	12	384,809	301,210
Interest income	利息收入	7	(9,605)	(11,983)
Depreciation of property, plant and equipment	物業、廠房及設備折舊		462,555	350,036
Amortisation of right-of-use assets/land use rights	使用權資產／土地使用權攤銷		38,185	17,168
Amortisation of other intangible assets	其他無形資產攤銷		319	319
Release of deferred government grants	遞延政府補助攤銷	40	(1,984)	(3,765)
Impairment loss on contract assets	合同資產減值	9	6,970	—
Impairment loss on trade receivables	應收貿易賬款減值	9	6,942	11,906
Impairment loss on other receivables	其他應收賬款減值	9	29,469	5,537
Impairment loss on amounts due from associates	應收聯營公司款項減值	9	2,307	—
Impairment loss on amounts due from joint ventures	應收合營企業款項減值	9	2,502	—
Reversal of impairment loss on trade receivables	應收貿易賬款減值之轉回	9	(2,630)	—
Reversal of impairment loss on amounts due from joint ventures	應收合營企業款項減值之轉回	9	(5,000)	—
Fair value gains on financial assets at FVTPL	按公允價值計入損益之金融資產之變動收益	8	(15,072)	(42,750)
Fair value gains on derivative component of convertible loan	可換股債券公允價值變動收益	8	(21,085)	(11,307)
Share-based compensation	以股份為基準之付款		20,030	545
Share of profit of associates, net	應佔聯營公司業績，淨額		(17,406)	(16,594)
Share of profit of joint ventures, net	應佔合營企業業績，淨額		(136,889)	(130,179)
Adjustment of sales proceeds of prior year's disposal of subsidiaries	以前年出售附屬公司所得銷售款之調整	8	—	17,970
Gain on disposal/de-registration of subsidiaries, net	出售／註銷附屬公司之收益，淨額	8	(79,784)	(25,066)
Loss on de-registration of a joint venture, net	註銷合營企業之虧損，淨額	8	370	—
Exchange loss/(gain), net	匯兌虧損／(收益)，淨額	8	2,791	(204)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	8	5,277	12,393

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

44. NOTES TO THE CONSOLIDATED STATEMENT OF
CASH FLOWS (CONTINUED)

44. 綜合現金流量表附註(續)

(a) Cash generated from operations
(CONTINUED)

(a) 經營業務所得之現金(續)

		2019	2018
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Operating profit before working capital changes:	營運資金變動前之經營溢利：	1,325,277	1,005,376
Decrease in inventories	存貨減少	7,525	29,787
Decrease/(increase) in trade and bill receivables	應收貿易賬款及票據減少/(增加)	15,730	(98,982)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	118,688	234,328
Increase in contract assets	合同資產增加	(304,974)	(119,601)
Increase in loan receivables	應收貸款增加	(40,184)	—
Decrease in finance lease receivables	應收融資租賃款減少	538	—
(Increase)/decrease in amounts due from associates	應收聯營公司款項(增加)/減少	(37,413)	7,779
(Increase)/decrease in amounts due from joint ventures	應收合營企業款項(增加)/減少	(4,004)	139,441
Increase/(decrease) in trade and bill payables	應付貿易賬款及票據增加/(減少)	34,366	(418,251)
Decrease in other payables and accruals	其他應付款項及應計款項減少	(215,452)	(54,492)
Increase in contract liabilities	合同負債增加	33,979	50,748
Decrease in amounts due to associates	應付聯營公司款項減少	(234)	(3,268)
Increase in amounts due to joint ventures	應付合營企業款項增加	34,106	11,474
Cash generated from operations	經營業務所得之現金	967,948	784,339

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Disposal/de-registration of subsidiaries

During the year, the Group disposed of its entire equity interests in certain wholly-owned subsidiaries to independent third parties for an aggregate consideration of RMB300,087,000 (2018: RMB172,417,000), and resulting an aggregate gain on disposal of RMB84,761,000 (2018: RMB30,842,000).

During the year, the Group disposed of its 75% equity interests in certain wholly-owned subsidiaries to independent third parties for an aggregate consideration of RMB226,308,000 (2018: nil), and resulting an aggregate gain on disposal of RMB15,014,000 (2018: nil). 85% of the consideration, as the first installment, was paid on the day when the registration and filing of the equity transfer of the disposed subsidiaries with the relevant Administration for Industry and Commerce is completed; 7.5% of consideration, as the second installment, shall be paid when the project is approved to be included as the eighth batch (or any later batch) in the Catalogue; and the remaining balance of the consideration, as the third installment, shall be paid upon the occurrence of certain circumstances as stipulated in the agreement. The Group considered the second and third installments as contingent considerations which was measured at fair value. The total consideration recognised at the disposal date was RMB205,599,000.

During the year, the Group deregistered certain wholly-owned subsidiaries of the Group and recorded an aggregate loss on de-registrations of RMB19,991,000 (2018: RMB5,776,000).

44. 綜合現金流量表附註(續)

(b) 出售／註銷附屬公司

本年度，本集團將某些全資附屬公司之全部股權以人民幣300,087,000元(2018年：人民幣172,417,000元)之對價出售給獨立第三方，並由此獲得總計人民幣84,761,000元(2018年：人民幣30,842,000元)之處置收益。

本年度，本集團將某些全資附屬公司之75%股權以人民幣226,308,000元(2018年：無)之對價出售給獨立第三方，並由此獲得總計人民幣15,014,000元(2018年：無)之處置收益。第一筆分期支付為85%之對價，已於出售附屬公司股權並於工商行政管理局登記及註冊股權轉讓時支付；第二筆分期支付為7.5%之對價將於項目批准並收錄於第八批(或更晚批次)之補貼目錄時支付；第三筆分期即剩餘對價之款項，將按協議規定於某些情況達成之時支付。本集團判定第二及第三筆分期為或有考量的公允價值計量。處置日確認之對價總額為人民幣205,599,000元。

本年度，本集團註銷了本集團某些全資附屬公司，註銷登記累計虧損人民幣19,991,000元(2018年：人民幣5,776,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

44. NOTES TO THE CONSOLIDATED STATEMENT OF
CASH FLOWS (CONTINUED)

44. 綜合現金流量表附註(續)

(b) Disposal/de-registration of subsidiaries
(CONTINUED)

(b) 出售/註銷附屬公司(續)

The gain on disposal/de-registration of subsidiaries, net, is as follows:

出售/註銷附屬公司之收益，淨額如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Consideration:	對價：		
Disposal of subsidiaries	出售附屬公司所得款項淨額	505,686	172,417
Proceeds from de-registration of subsidiaries	註銷附屬公司所得款項淨額	7,156	92
		512,842	172,509
Carrying amount of net assets of subsidiaries disposed of:	所出售附屬公司之淨資產之賬面總值：		
Right-of-use assets	使用權資產	36,584	—
Property, plant and equipment	物業、廠房及設備	1,379,413	59,914
Trade receivables	應收貿易賬款	13,486	—
Contract assets	合同資產	59,632	—
Prepayments deposits and other receivables	預付款項、按金及其他應收款項	191,735	30,993
Amounts due from fellow subsidiaries	應收附屬公司之款項	47,695	44,640
Deferred tax assets	遞延所得稅資產	1,991	—
Cash and cash equivalents	現金及現金等值項目	69,773	83,063
Other borrowings	其他借款	(478,768)	—
Bank borrowings	銀行借款	(270,000)	—
Amounts due to fellow subsidiaries	應付附屬公司之款項	(462,948)	(48,107)
Deferred government grants	遞延政府補助	(5,976)	—
Other payables and accruals	其他應付款項及應計款項	(141,169)	(19,254)
		441,448	151,249
Realised profits on transactions between the Group and these subsidiaries	本集團與附屬公司間交易已實現之收益	10,060	3,323
Fair value of interests retained as 25% associates	留存25%聯營公司權益之公允價值	55,075	—
Goodwill released upon disposal (Note 20)	處置轉出商譽(附註20)	(56,745)	—
Others	其他	—	483
Gain on disposal/de-registration of subsidiaries, net	出售/註銷附屬公司之收益，淨值	79,784	25,066

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

44. 綜合現金流量表附註(續)

(b) Disposal/de-registration of subsidiaries (CONTINUED)

(b) 出售/註銷附屬公司(續)

Net cash inflow arising on the disposal and de-registration:

出售/註銷附屬公司之收益，淨額如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Consideration for disposal of subsidiaries	出售附屬公司對價	505,686	172,417
Proceeds received upon de-registration of subsidiaries	附屬公司注銷所得	7,156	92
Consideration not yet received and recorded in other receivables	未收取及計入其他應收款項之對價	(41,397)	(18,412)
Deposits received in prior years	以前年度預收轉讓款	—	(38,576)
Cash and cash equivalents derecognised from the consolidated financial statements	未於綜合財務報表確認之現金及現金等值項目	(69,773)	(83,063)
		401,672	32,458
Consideration for prior year's disposals received in the current year	本年度已收過往年度出售事項之對價	12,500	54,569
		414,172	87,027

(c) Disposal of property, plant and equipment

(c) 出售物業、廠房及設備

An analysis of the cash proceeds from the disposal of property, plant and equipment is as follows:

綜合現金流量表中，出售物業、廠房及設備所得款項淨額包含：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net carrying amount (Note 18)	賬面淨值(附註18)	11,500	16,180
Loss on disposal of property, plant and equipment (Note 8)	出售物業、廠房及設備之虧損(附註8)	(5,277)	(12,393)
Consideration for the disposal	出售之對價	6,223	3,787
Less: Settled with other receivables	減：其他應收款項	(50)	(1,550)
Net cash proceeds received	收到現金收益淨額	6,173	2,237

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

45. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

45. 來自於融資活動之負債之對賬表

下表詳述了本集團來自於融資活動之負債之變動，包括現金及非現金變動。對於融資活動產生之負債，其過去現金流量或未來現金流量將歸類至本集團合併現金流量表中融資活動產生之現金流量項下。

		Bank borrowings (Note 34)	Other borrowings (Note 35)	Senior notes and bonds payable (Note 36) 應付優先票據及債券	Convertible loan (Note 37) 可換股貸款	Lease liabilities 租賃負債	Interest payable* 應付利息*	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	4,088,845	1,408,675	299,324	—	—	21,968	5,818,812
Financing cash flows	融資現金流入	282,777	478,161	1,267,890	188,044	—	(378,847)	1,838,025
Deposits placed	保證金	—	47,366	—	—	—	—	47,366
Set off with deposits placed (Note 46)	保證金抵銷(附註46)	—	(98,250)	—	—	—	—	(98,250)
Bills received	收到票據	—	854,303	—	—	—	—	854,303
Interest expenses*	利息支出*	—	—	—	—	—	439,566	439,566
Difference between coupon interest and effective interest	票面利率與實際利率 差額	—	—	2,156	8,675	—	(10,831)	—
Fair value changes	公允價值變動	—	—	—	(11,307)	—	—	(11,307)
Exchange differences	匯兌影響	—	—	93,311	15,413	—	—	108,724
At 31 December 2018	於2018年12月31日	4,371,622	2,690,255	1,662,681	200,825	—	71,856	8,997,239
At 1 January 2019	於2019年1月1日	—	—	—	—	101,120	—	101,120
Financing cash flows	融資現金流入	(373,919)	1,403,639	(300,000)	199,839	(13,710)	(502,744)	413,105
Disposal group held for sale (Note 17)	處置至持有待售 (附註17)	(400,453)	(547,200)	—	—	—	—	(947,653)
Disposal of subsidiaries	出售附屬公司轉出	(270,000)	(478,768)	—	—	—	—	(748,768)
Deposits placed	保證金	—	75,695	—	—	—	—	75,695
Set off with deposits placed (Note 46)	保證金抵銷變化 (附註46)	—	(30,280)	—	—	—	—	(30,280)
Bills received	收到票據	—	1,400,805	—	—	—	—	1,400,805
Interest expenses*	利息支出*	—	—	—	—	—	550,588	550,588
Difference between coupon interest and effective interest	票面利率與實際利率 差額	—	—	11,519	26,753	—	(38,272)	—
Fair value changes	公允價值變動	—	—	—	(21,085)	—	—	(21,085)
Exchange differences	匯兌影響	279	—	18,741	11,900	5,297	(5,713)	30,504
At 31 December 2019	於2019年12月31日	3,327,529	4,514,146	1,392,941	418,232	92,707	75,715	9,821,270

* The movements of interest expenses attributable to bank borrowings, other borrowings, senior notes and bonds payable and convertible loan are group under interest payable.

* 歸屬於銀行借款、其他借款、應付優先票據和債券及可轉股貸款之利息費用變動歸類於應付利息項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

46. MAJOR NON-CASH TRANSACTIONS

- (a) During the year, the Group entered into financing arrangements with the Financial Institution in respect of property, plant and equipment and drew down an aggregate amount of RMB2,984,836,000 (2018: RMB1,414,600,000) from the Financial Institution, of which RMB1,400,805,000 (2018: RMB854,303,000) was received in the form of bills. Further details of the financing arrangements are set out in Note 35.
- (b) During the year, the Group entered into an offset agreement with a Financial Institution to offset the security deposits placed with the Financial Institution and the repayment instalment of RMB128,530,000 (2018: RMB98,250,000).

47. CONTINGENT LIABILITIES

The Group provided guarantee to a bank in favour of a joint venture of the Group in respect of a banking facility provided by the bank to that joint venture. As at 31 December 2019, the aggregate amount of guarantee was RMB10,096,000 (2018: RMB16,126,000), which represented the amount that could be required to be paid if guarantee was called upon in entirety, of which RMB10,096,000 had been utilised by the joint venture as at 31 December 2019 (2018: RMB16,126,000).

The Group provided guarantee to a leasing companies in favour of associates of the Group in respect of a finance lease facilities provided to that associates. As at 31 December 2019, the aggregate amount of guarantees was RMB494,570,000 (2018: Nil), which represented the amount that could be required to be paid if guarantees were called upon in entirety, of which RMB494,570,000 had been utilised by the associates as at 31 December 2019 (2018: Nil). Further details of these guarantees are set out in Note 41.

46. 主要之非現金交易

- (a) 於本年內，本集團就物業、廠房及設備與金融機構訂立了融資協議並從金融機構總計提款人民幣2,984,836,000元(2018：人民幣1,414,600,000元)，其中人民幣1,400,805,000元(2018：人民幣854,303,000元)以票據形式收到。融資協議詳情列載於附註35。
- (b) 本集團於本年度與一家金融機構訂立補償協議，補償存放於該金融機構之保證金及分期付款償款人民幣128,530,000元(2018：人民幣98,250,000元)。

47. 或有負債

本集團關於銀行向合營企業提供之融資向銀行提供以銀行為受益人之擔保。截至2019年12月31日，累計擔保金額為人民幣10,096,000元(2018：人民幣16,126,000元)，倘要求對其提供擔保時，本集團則須支付該金額，其中人民幣10,096,000元已由合營企業於2019年12月31日(2018：人民幣16,126,000元)利用。

本集團為其聯營公司之融資租賃安排向其租賃公司提供擔保。截至二零一九年十二月三十一日，擔保總額為人民幣494,570,000元(2018年：零元)，即可能要求擔保方支付之全額擔保金額，因人民幣494,570,000元(2018年：零元)已於二零一九年十二月三十一日由聯營公司使用。這些擔保詳情敘述於附註41。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

48. COMMITMENTS

Operating lease commitments

As lessee

The Group had commitments for further minimum lease payments under non-cancellable operating leases fall due as follows:

		2018
		<i>RMB'000</i>
		人民幣千元
No later than 1 year	不超過 1 年	17,486
Later than 1 year and no later than 5 years	超過 1 年但不超 5 年	73,707
Over 5 years	五年以上	67,353
		<u>158,546</u>

Capital commitments

At 31 December 2019, the Group had capital expenditure contracted for but not provided for in the consolidated financial statements is as follows:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Acquisition of property, plant and equipment	物業、廠房及設備開支	<u>1,471,579</u>	1,222,769

As at 31 December 2019, the Group had total capital commitments to joint ventures and associates that contracted but not provided for amounted to Nil (2018:RMB 61,050,000).

48. 承擔

經營租賃承擔

作為承租人

本集團根據於不可撤銷經營租賃之未來最低租賃付款總額如下：

		2018
		<i>RMB'000</i>
		人民幣千元
No later than 1 year	不超過 1 年	17,486
Later than 1 year and no later than 5 years	超過 1 年但不超 5 年	73,707
Over 5 years	五年以上	67,353
		<u>158,546</u>

資本承擔

於報告日綜合財務狀況表中本集團已簽訂合同但仍未產生之資本開支如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Acquisition of property, plant and equipment	物業、廠房及設備開支	<u>1,471,579</u>	1,222,769

於2019年12月31日，已簽訂合同但未撥付予合營企業及聯營公司之權益資本金總額為人民幣零元(2018：人民幣61,050,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

49. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere in these consolidated financial statements, the following material transactions were carried out by the Group with related parties during the year:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Sales of goods and services to associates and joint ventures (Note (i))	向聯營公司及合營企業銷售貨品及服務(附註(i))	62,808	59,239
Loan interest income from joint ventures	合營企業貸款利息收入	—	1,135
Guarantee income from associates (Note (ii))	聯營公司擔保收入 (附註(ii))	4,342	—
Finance lease of associates (Note (iii))	聯營公司融資收入 (附註(iii))	1,957	—

Notes:

- (i) The terms and conditions of sales of goods and services were mutually agreed by both parties.
- (ii) Further details of these guarantees are set out in Note 41.
- (iii) Finance lease income arose from associates bear interest at 8.5% per annum during the year.

In addition, an deposit paid for project investments of RMB37,860,000 was guaranteed by a senior management. Such deposit had been settled subsequent to 31 December 2019.

49. 關聯方交易

- (a) 除本綜合財務報表中另有披露外，以下為與關聯方進行之交易：

附註：

- (i) 銷售貨品及服務按雙方同意之商業條款與關聯方洽商。
- (ii) 這些擔保詳情敘述於附註41。
- (iii) 向聯營公司提供之融資租賃款按年利率8.5%計息。

此外，已支付項目投資按金人民幣37,860,000元由一名高級管理人員擔保。該筆按金已於二零一九年十二月三十一日期後結算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

49. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. The total remuneration of the key management personnel is shown below:

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	21,186	15,529
Share-based compensation	以股份為基準之付款	12,257	345
		33,443	15,874

49. 關聯方交易(續)

(b) 關鍵管理層薪酬

關鍵管理人員指有權利並負責進行計劃、指揮及控制本集團活動之人員，關鍵管理人員薪酬總額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

50. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executives' remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, are as follows:

For the year ended 31 December 2019:

50. 董事及行政總裁薪酬

本年董事及行政總裁薪酬，根據所適用之上市規則及香港公司條例，披露如下：

截至2019年12月31日止年度：

Name	Fees	Salary	Share-based payment (Note (i)) 股份支付 (附註(i))	Employer's contribution to a retirement benefit scheme 退休福利計劃之僱主供款	Total	
姓名	袍金	薪金			總額	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive directors	執行董事					
Liu Shunxing (Chairman)	劉順興(主席)	—	3,624	2,224	19	5,867
Liu Jianhong (Vice Chairperson)	劉建紅(副主席)	—	3,265	1,854	144	5,263
Yu Weizhou (Chief Executive Officer)	余維洲(行政總裁)	—	2,527	1,237	144	3,908
Gui Kai	桂凱	—	1,320	989	128	2,437
Niu Wenhui	牛文輝	—	1,568	989	144	2,701
Shang Li (Note ii)	尚笠(附註ii)	—	1,320	989	179	2,488
Non-executive directors:	非執行董事：					
Wu Shaohua (Note v)	吳韶華(附註v)	32	—	—	—	32
Wang Feng (Note vi)	王峰(附註vi)	159	—	—	—	159
Independent non-executive directors:	獨立非執行董事					
Yap Fat Suan, Henry	葉發旋	190	—	223	—	413
Jesse Zhixi Fang (Note iii)	方之熙(附註iii)	190	—	223	—	413
Huang Jian	黃簡	190	—	223	—	413
Zhang Zhong (Note iv)	張忠(附註iv)	190	—	223	—	413
Total	總額	951	13,624	9,174	758	24,507

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

50. DIRECTORS' AND CHIEF EXECUTIVE'S
EMOLUMENTS (CONTINUED)

50. 董事及行政總裁薪酬(續)

For the year ended 31 December 2018:

截至2018年12月31日止年度：

Name	Fees	Salary	Share-based payment (Note (i))	Employer's contribution to a retirement benefit scheme	Total	
姓名	袍金	薪金	股份支付 (附註(i))	退休福利計劃 之僱主供款	總額	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive directors	執行董事					
Liu Shunxing (Chairman)	劉順興(主席)	—	2,628	80	140	2,848
Liu Jianhong (Vice Chairperson)	劉建紅(副主席)	—	2,354	66	140	2,560
Yu Weizhou (Chief Executive Officer)	余維洲(行政總裁)	—	1,907	66	140	2,113
Gui Kai	桂凱	—	1,086	53	125	1,264
Niu Wenhui	牛文輝	—	1,087	35	141	1,263
Shang Li (Note ii)	尚笠(附註ii)	—	1,179	—	174	1,353
Non-executive director:	非執行董事：					
Wu Shaohua (Note v)	吳韶華(附註v)	183	—	—	—	183
Independent non-executive directors:	獨立非執行董事					
Wong Yau Kar, David, GBS, BBS, JP (Note vii)	黃友嘉, GBS, BBS, JP (附註vii)	86	—	—	—	86
Yap Fat Suan, Henry	葉發旋	190	—	—	—	190
Jesse Zhixi Fang (Note iii)	方之熙(附註iii)	183	—	—	—	183
Huang Jian	黃簡	183	—	—	—	183
Zhang Zhong (Note iv)	張忠(附註iv)	107	—	—	—	107
Total	總額	932	10,241	300	860	12,333

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

50. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

- (i) It represents amortisation of the fair value of shares award under the the Scheme (Note 43) measured at the grant date and charged to the profit or loss over the reporting period.
- (ii) Dr. Shang Li has re-designate from Independent Nonexecutive Director to Executive Director on 2 January 2018.
- (iii) Dr. Jesse Zhixi Fang was appointed as an independent non-executive director of the Company with effect from 2 January 2018.
- (iv) Mr. Zhang Zhong was appointed as an independent non-executive director of the Company with effect from 4 June 2018.
- (v) Mr. Wu Shaohua was appointed as a non-executive director of the Company with effect from 9 February 2017 and resigned with effect from 28 February 2019.
- (vi) Mr. Wang Feng was appointed as a non-executive director of the Company with effect from 28 February 2019.
- (vii) Wong Yau Kar, David, GBS, BBS, JP resigned as an independent non-executive director of the Company with effect from 4 June 2018.

Save as those emoluments presented above, no other fees or emoluments were paid, have been or will be paid to the independent non-executive directors in respect of the current year (2018: nil).

50. 董事及行政總裁薪酬(續)

附註：

- (i) 代表按授出日期計量之購股權及股份獎勵計劃(附註43)下獎勵股份公允價值計入在報告期間損益表內攤銷。
- (ii) 尚笠博士於2018年1月2日由獨立非執行董事獲調任執行董事。
- (iii) 方之熙博士於2018年1月2日獲任本公司獨立非執行董事。
- (iv) 張忠先生於2018年6月4日獲任本公司獨立非執行董事。
- (v) 2017年2月9日起，吳韶華先生獲委任為本公司非執行董事，於2019年2月28日辭任。
- (vi) 王峰先生於2019年2月28日獲任本公司非執行董事。
- (vii) 黃友嘉博士，GBS, BBS, JP於2018年6月4日辭任本公司獨立非執行董事。

除上文所列報之酬金外，本年度無任何其他袍金或酬金已經或將會支付予獨立非執行董事(2018：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

50. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

The executive directors' remuneration shown above was for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were for their services as directors of the Company. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

During the current and prior years, no directors of the Company waived or agreed to waive any emoluments, and no emoluments were paid to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

51. CATEGORIES OF FINANCIAL INSTRUMENTS

The carrying amounts of each of the categories of financial instruments at the end of each reporting period are as follows:

50. 董事及行政總裁薪酬(續)

上述執行董事之報酬為其管理本公司和本集團事務之服務報酬。上述非執行董事之報酬為其作為本公司董事之服務報酬。上述獨立非執行董事之報酬為其作為本公司董事之服務報酬。

本年及以前年度，本公司沒有董事放棄或同意放棄任何報酬，且本公司未向本公司董事支付任何報酬作為其加入或即將加入本集團之激勵或作為離職補償。

51. 金融工具類別

每一報告期結束時每一類金融工具的帳面價值如下：

		2019	2018
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Financial assets	金融資產		
Fair value through profit or loss	按公允價值計入損益	181,171	205,282
Amortised cost	按攤餘成本計量	2,673,473	2,400,646
Financial liabilities	金融負債		
Amortised cost	以攤餘成本計量	12,587,019	12,747,497
Derivative financial instruments at FVTPL (Note 37)	以公允價值計量之衍生金融工具(附註37)	15,358	10,169
Financial guarantee contract liabilities	財務擔保合同負債	42,906	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities exposed it to a variety of financial risks. The management periodically analyses and reviews measures to manage its exposure to market risk (including foreign exchange risk, interest rate risk and other price risk), credit risk and liquidity risk. Generally, the Group employs a conservative strategy regarding its risk management and has not used any derivatives or other instruments for hedging purposes.

As at 31 December 2019, the Group's major financial instruments include trade and bill receivables, deposits and other receivables, financial assets at FVTPL, loans and current account balances with associates and joint ventures, cash and cash equivalents, restricted deposits, trade and bill payables, lease liabilities payables for construction in progress, other payables and accruals, bank borrowings, other borrowings, senior notes and bonds payable, and convertible loan. Details of these financial instruments are disclosed in respective notes.

52. 財務風險管理

本集團承受各種財務風險。管理層定期分析和檢查管理其面臨市場風險(包括外幣風險、現金流量及公允價值利率風險)、信貸風險及流動性資金風險之措施。一般而言，本集團就其風險管理採取保守策略，並且不使用任何衍生工具或其他工具作對沖用途。

於2019年12月31日，本集團之金融工具主要包括應收貿易賬款及票據、按金及其他應收款項、按公允價值計入損益之金融資產／負債、應收／應付聯營公司款項、應收／應付合營企業款項、應收／應付合營企業之貸款、現金及現金等值項目、受限制存款、應付貿易賬款及票據、租賃負債、其他應付款項及應計款項、銀行借款、其他賬款、優先票據及應付債券，可轉股貸款。金融工具之具體詳見相應附註披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk

(i) Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risk arises from monetary assets and liabilities denominated in foreign currencies.

The Group operates mainly in the PRC, the United States of America and Hong Kong. Majority of revenue and cost of goods sold and operations are denominated in Renminbi ("RMB"). Almost all of the revenue and costs are denominated in the group entities' respective functional currencies.

The Group is exposed to foreign currency risk primarily with respect to the changes of exchange rate of United States dollars ("US\$") and Hong Kong dollars ("HK\$"), which is pegged with US\$, against RMB, which is the functional currency of most of the Group's operating entities. As at 31 December 2019, recognised assets or liabilities that are denominated in a currency that is not the entities' functional currency include cash and cash equivalents (Note 30), bank borrowings (Note 34), senior notes (Note 36) and convertible loan (Note 37).

52. 財務風險管理(續)

(a) 市場風險

(i) 外匯風險

外幣風險指金融工具之公允價值或未來現金流量將由匯率變動而波動之風險。外匯風險由外幣計值之貨幣資產及負債產生。

本集團主要在中華人民共和國、美國及香港經營，主要收入與銷售貨物及存貨成本用人民幣計值。幾乎所有收入及成本按集團各實體之功能貨幣計量。

本集團外幣風險主要與美元和港元對本集團內相關公司之功能貨幣，即人民幣之匯率變動有關，與美元掛鉤。截至2019年12月31日，已確認以外幣計量之資產和負債並未以各實體功能貨幣計量之包括現金及現金等值項目(附註30)、銀行借款(附註34)、優先票據(附註36)及可換股貸款(附註37)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk (CONTINUED)

(i) Foreign exchange risk (CONTINUED)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in RMB to US\$/HK\$ exchange rates ("RMB — US\$/HK\$"), with all other variables held constant, of the Group's profit after tax due to changes in the carrying value of monetary assets and liabilities.

	2019	2018
	Increase/ (decrease)	Increase/ (decrease)
	in profit after tax	in profit after tax
	稅後利潤增加/ (減少)	稅後利潤增加/ (減少)
	RMB'000	RMB'000
	人民幣千元	人民幣千元
RMB — US\$/HK\$		
Appreciation of RMB by 5%	92,218	78,875
Depreciation of RMB by 5%	(92,218)	(78,875)
	(92,218)	(78,875)

(ii) Cashflow and fair value interest rate risk

Cashflow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate as it is issued at fixed interest rates.

52. 財務風險管理(續)

(a) 市場風險(續)

(i) 外匯風險(續)

下表反映於報表期末，維持所有其他變數恒定不變，由於貨幣資產及負債之帳面價值變動，導致本集團稅後利潤對人民幣兌美元／港元匯率(「人民幣 — 美元／港元」)發生合理潛在變動之敏感性。

	2019	2018
	Increase/ (decrease)	Increase/ (decrease)
	in profit after tax	in profit after tax
	稅後利潤增加/ (減少)	稅後利潤增加/ (減少)
	RMB'000	RMB'000
	人民幣千元	人民幣千元
RMB — US\$/HK\$		
Appreciation of RMB by 5%	92,218	78,875
Depreciation of RMB by 5%	(92,218)	(78,875)
	(92,218)	(78,875)

(ii) 現金流量及公允價值利率風險

現金流量利率風險為金融工具未來現金流量將因市場利率變動而波動之風險。公允價值利率風險為金融工具價值因發行時固定利率波動而面臨風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk (CONTINUED)

(ii) Cashflow and fair value interest rate risk (CONTINUED)

The Group's cashflow interest rate risk arises from bank balances, loans to joint ventures and bank borrowings. Borrowings issued at variable rates expose the Group to cashflow interest rate risk which is partially offset by bank balances held at variable rates.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank balances and interest-bearing bank borrowings with a floating interest rate. The effective interest rates and terms of repayment of the interest-bearing bank borrowings of the Group are disclosed in Note 34. No sensitivity analysis has been presented for the exposure to interest rates for bank balances as the directors of the Company consider that, taking into account that the fluctuation in interest rates on bank balances is minimal, the impact of profit or loss both for the current and prior years is insignificant.

The following analysis demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in interest rates for floating rate bank borrowings, with all other variables held constant.

52. 財務風險管理(續)

(a) 市場風險(續)

(ii) 現金流量及公允價值利率風險(續)

本集團現金流利率風險來自銀行餘額、予合營企業之貸款及銀行借款。本集團以浮動利率發行之借款面臨現金流利率風險，可被持有之浮動利率銀行餘額部份抵銷。

本集團對市場利率變動風險主要與本集團的銀行結餘、計息銀行借貸及浮動利率有關。附註34披露本集團計息銀行貸款的實際利率及還款條件。由於本集團管理層認為，銀行結餘利率波動不大，因此本年度損益的影響不大，因此沒有對銀行結餘利率進行敏感性分析。

下述分析顯示了在其他所有變數保持不變之情況下，報告期末利率之合理可能變動值敏感性分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk (CONTINUED)

(ii) Cashflow and fair value interest rate risk (CONTINUED)

If interest rates had been 50 basis points (2018: 50 basis points) higher/lower and all other variables were held constant, the Group's profit after tax for the year ended 31 December 2019 would have decreased/increased by RMB36,484,000 (2018: RMB32,909,000).

The above sensitivity analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year.

As at 31 December 2019, The Group is exposed to fair value interest rate risk in relation to financial assets at FVTPL and fixed-rate bank borrowings. No sensitivity analysis has been presented as the directors of the Company consider that the impact to profit or loss for both the current and prior years is insignificant.

52. 財務風險管理(續)

(a) 市場風險(續)

(ii) 現金流量及公允價值利率風險(續)

若利率上升/下降50個基點(2018: 50個基點), 而所有其他變量維持不變, 則本集團截止2019年12月31日止年度之稅後溢利將減少/增加人民幣36,484,000元(2018: 人民幣32,909,000元)。

編制上述敏感性分析時, 假設報告期末未償還之金融工具於整個年度仍未償還。

於2019年12月31日, 本集團面臨作為按公允價值計入損益之金融資產之固定利率銀行借款帶來之公允價值利率風險。本公司董事認為該風險對本年及上年損益無重大影響, 因此未進行敏感性測試。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk (CONTINUED)

(iii) Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL. The Group invested in certain unquoted equity securities for investees operating in renewable energy industry sector for long term strategic purposes which are stated at FVTPL. The Group monitors the price risk and will consider hedging the risk exposure should the need arise.

No sensitivity analysis has been presented as the directors of the Company consider that the impact on profit or loss for the current year is insignificant, taking into account that (i) the carrying amount of the investments is insignificant; and (ii) the impact to profit or loss is not material based on a reasonably possible change in fair value of 10%.

52. 財務風險管理(續)

(a) 市場風險(續)

(iii) 其他價格風險

本集團因其對按以公允價值計量且其變動計入當期損益的權益性證券之投資而暴露於股票價格風險。本集團因長期戰略之目的投資部分可再生能源行業之非上市權益性證券，按以公允價值計量且其變動計入損益列報。本集團監控價格風險，倘該風險敞口增加，則本集團將考慮採取套期政策。

由於本公司董事考慮到(i)該等投資之賬面餘額較小；且(ii)基於公允價值10%的合理潛在變動，其他價格風險對損益的影響不重大，認為其他價格風險本年度對損益的影響較小，因此未對敏感性分析進行列報。

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綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash reserves and banking facilities deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows and match maturity profiles of financial assets and liabilities. In addition to the currently available facilities, management expects that further banking facilities will be available by pledging those newly completed power plant equipment.

The table below analyses the financial liabilities of the Group into relevant maturity groups based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows of financial liabilities based on earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

52. 財務風險管理(續)

(b) 流動資金風險

管理流動風險時，本集團保持管理層認為充分的現金及現金等價物並對其進行監控，以滿足本公司經營需要，降低現金流量波動的影響，並滿足金融資產與負債的到期要求。除當前可用之額度外，管理層期望通過質押新建完成之電廠設備以獲得額外的銀行信用額度。

下表顯示本集團之非衍生金融負債，按照相關到期組別，根據由資產負債表至合同到期日之剩餘期間進行分析。在表內披露金額是基於本集團被要求最早還款日期計算出未經折現之合同現金流量。該表包括利息和本金現金流。如果利息流為浮動利率，則未貼現金額源自報告期末之利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND
POLICIES (CONTINUED)

52. 財務風險管理(續)

(b) Liquidity risk (CONTINUED)

(b) 流動資金風險(續)

As at 31 December 2019

於2019年12月31日

	Weighted average effective interest rate 加權平均 實際利率	On demand or less than 6 months 少於6個月	6 to 12 months 6-12個月	1 to 2 years 1-2年	Over 2 years 2年以上	Total undiscounted cashflows 未折現 現金流總額	Total carrying amount 賬面值總額
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and bill payables 應付貿易賬款及票據	—	673,057	55,808	276,933	75,834	1,081,632	1,081,632
Payables for construction in progress, other payables and accruals 項目建造之應付，其他應付款項及應計款項	—	1,105,573	257,182	239,346	250,453	1,852,554	1,852,554
Amounts due to joint ventures 應付合營企業款項	—	53,943	—	—	—	53,943	53,943
Senior notes and bonds payable 應付優先票據和債券	8.3%	55,112	55,112	1,450,352	—	1,560,576	1,392,941
Convertible loan 可換股貸款	10.2%	4,201	4,234	32,524	513,813	554,772	418,232
Bank borrowings 銀行借款	2.7%-6.9%	415,248	236,131	440,519	2,987,047	4,078,945	3,327,529
Other borrowings 其他借款	5.0%-6.5%	202,777	222,309	744,109	4,403,546	5,572,741	4,514,146
Lease liabilities 租賃負債	4.0%	7,571	7,571	14,500	79,536	109,178	92,707
		2,517,482	838,347	3,198,283	8,310,229	14,864,341	12,733,684
Financial guarantee contracts (Note 47) 財務擔保合同 (附註47)		504,666	—	—	—	504,666	42,906

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

52. 財務風險管理(續)

(b) Liquidity risk (CONTINUED)

(b) 流動資金風險(續)

As at 31 December 2018

於2018年12月31日

		Weighted average effective interest rate 加權平均 實際利率	On demand or less than 6 months 少於6個月	6 to 12 months 6-12個月	1 to 2 years 1-2年	Over 2 years 2年以上	Total undiscounted cashflows 未折現 現金流總額	Total carrying amount 賬面值總額
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and bill payables	應付貿易賬款及票據	—	656,059	2,099	204,109	137,542	999,809	999,809
Payables for construction in progress, other payables and accruals	項目建造之應付，其他應付款項及應計款項	—	1,379,583	70,074	467,933	894,813	2,812,403	2,812,403
Amounts due to joint ventures	應付合營企業款項	—	19,837	—	—	—	19,837	19,837
Amounts due to associates	應付聯營公司款項	—	234	—	—	—	234	234
Senior notes and bonds payable	應付優先票據和債券	6.5%-8.3%	266,619	61,389	215,609	1,426,859	1,970,476	1,662,681
Convertible loan	可換股貸款	10.2%	2,049	2,103	4,152	262,550	270,854	190,656
Bank borrowings	銀行借款	2.7%-6.9%	507,349	304,067	538,743	4,087,037	5,437,196	4,371,622
Other borrowings	其他借款	5%-6.1%	130,194	131,961	285,294	3,035,954	3,583,403	2,690,255
			2,961,924	571,693	1,715,840	9,844,755	15,094,212	12,747,497
Financial guarantee contracts	財務擔保合同		16,126	—	—	—	16,126	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Liquidity risk (CONTINUED)

The amounts included above of variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from those estimate of interest rates determined at the end of the reporting period.

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

(c) Credit risk and impairment assessment

As at 31 December 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties or debtors provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position, and the amount of financial guarantees provided by the Group as disclosed in Note 47.

52. 財務風險管理(續)

(b) 流動資金風險(續)

上述非衍生金融負債可變利率工具之金額受可變利率與截至報告期末已確定之利率估計值之變動差異影響。

上述金融擔保合約中規定之金額為合約方索要擔保金時，全額擔保安排下本集團可能被要求結算之最大金額。基於報告期末的預期，本集團認為根據該安排極有可能不存在應付之金額。然而，該估計是否發生變化，取決於合約方是否認為該擔保須於合約方持有之已擔保金融應收賬款遭受信用損失之發揮作用。

(c) 信用風險及減值評估

截至2019年12月31日，本集團就交易對手或債務人未能履行責任以及本集團未能提供所承擔之最大信貸風險(將導致本集團產生財務虧損)是由綜合財務狀況表上呈列各已確認金融資產之帳面值產生，以及附註47披露之集團提供財務擔保之金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

As at 31 December 2019, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group's credit risk primarily attributable to its trade and other receivables, contract assets and amounts due from associates and joint ventures which is arose during the course of the Group's business operations. The Group has policies in place to review the recoverability of these receivables on an ongoing basis and assess the adequacy of provision for impairment.

For trade receivables, the management of the Group limit credit risk by assessing the credit quality of the customers, perform ongoing credit evaluation taking into account its financial position, past trade experience and other factors. The Group's trading terms with its customers are mainly on credit. The credit period is generally 30 to 180 days. Each customer has a maximum credit limit. The Group has concentration of credit risk because trade receivables from its top five customers accounted for 49% (2018: 44%) of the Group's trade receivables as at 31 December 2019.

52. 財務風險管理(續)

(c) 信用風險及減值評估(續)

於2019年12月31日，本集團不持有任何抵押品或其他信用增級，以彌補其與金融資產相關的信用風險。

本集團信貸風險主要來源於貿易和其他應收款，合同資產以及在本集團業務經營過程中產生聯營公司和合營企業應收款項。本集團制定了政策，以持續審查這些應收款的可收回性，並評估減值準備之充分性。

就應收貿易賬款而言，本集團管理層通過評估客戶信貸品質限制信貸風險，經計其財務狀況、過往貿易經驗及其他因素進行持續信貸評估。本集團與客戶之交易條件主要是賒銷。信用期一般為30至180天。每個客戶都有一個最大信用額度。集團信貸風險集中，因為截至2019年12月31日，前五名客戶之應收貿易款佔集團應收貿易款的49% (2018: 44%)。

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綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

For the amounts due from associates and joint ventures, financial positions of the associates and joint ventures are regularly monitored in order to minimise the credit risk associated with receivables due from associates and joint ventures.

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by management. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances based on provision matrix or individually and other debtors individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risks of the Group's bank balances are limited because these balances are placed with reputable financial institutions.

The credit risks on financial guarantee provided by the Group and finance lease receivables are limited as the counterparties have no default in the past and the management of the Group does not expect any loss arising from non-performance by these counterparties.

52. 財務風險管理(續)

(c) 信用風險及減值評估(續)

就應收聯營公司及合資企業款項而言，本集團定期監測聯營企業和合營企業之財務狀況，以便將應收聯營公司和合營企業款項之信用風險降至最低。

本集團試圖對未償付應收賬款予以嚴格控制以將信用風險控制在最小水準。管理層定期復核逾期金額。此外，本集團應用香港財務報告準則第9號單獨或基於計算表對應收貿易款項及其他應收賬款在預期信用損失模型下進行減值評估。對此，本公司董事認為本集團之信用損失風險已大幅減少。

本集團銀行結餘因存放於信譽良好之金融機構，故此部分信貸風險有限。

本集團提供之金融擔保及融資租賃應收款信用風險有限，因為交易方過去未發生過違約且本集團管理層預期不會發生任何由交易方未履行義務而引起之損失。

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綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables, contract assets and finance lease receivables 貿易應收款、合同資產和融資租賃應收款	Other financial assets 其他金融資產
內部信用等級	描述		
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手之違約風險很低，沒有任何逾期金額	Lifetime ECL — not credit-impaired 整個存續期內預期信用損失 — 未發生信用減值	12-month ECL 12個月預期信用損失
Doubtful 呆帳	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 內部或外部取得的資訊顯示，自初始確認以來信貸風險已顯著增加。	Lifetime ECL — not credit-impaired 整個存續期內預期信用損失 — 未發生信用減值	Lifetime ECL-not credit-impaired 整個存續期內預期信用損失 — 未發生信用減值
Loss 損失	There is evidence indicating the asset is credit-impaired 有證據表明資產發生了信用受損	Lifetime ECL — credit-impaired 整個存續期內預期信用損失 — 發生信用減值	Lifetime ECL — credit-impaired 整個存續期內預期信用損失 — 發生信用減值
Write-off 核銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人存在嚴重的財政困難，且集團沒有收回款項的現實可能。	Amount is written off 金額已核銷	Amount is written off 金額已核銷

52. 財務風險管理(續)

(c) 信用風險及減值評估(續)

本集團內部信用風險分級評估包括以下類別：

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52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

52. 財務風險管理(續)

(c) Credit risk and impairment assessment (CONTINUED)

(c) 信用風險及減值評估(續)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

下表詳細列出了本集團的金融資產的信用風險敞口，這些風險受預期信用損失評估的影響：

	Internal Credit rating 內部信用評級	12-month or lifetime ECL 12個月或整個存續期預期信用損失	Gross carrying amount 帳面值總額	
			RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at amortised costs				
按攤餘成本計量之金融資產				
Trade receivables (Note 25) 應收貿易賬款(附註25)				
— Sale of electricity — 電力銷售	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL 整個存續期內預期信用損失		541,417
— Others — 其他	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL 整個存續期內預期信用損失	52,360	
	Loss 損失	Credit-impaired 信用減值	29,674	82,034
<hr/>				
Other receivables (Note 26) 其他應收款(附註26)	Low risk (Note (a)) 低風險(附註(a))	12-month ECL 12個月內預期信用損失	157,107	
	Doubtful (Note (b)) 呆賬(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	36,583	
	Loss 損失	Credit-impaired 信用減值	92,587	286,277
<hr/>				
Amounts due from associates (Note 21) 應收聯營公司款項(附註21)				
— trade nature — 貿易性質	Low risk (Note(b)) 低風險(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	2,805	

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綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND
POLICIES (CONTINUED)

52. 財務風險管理(續)

(c) Credit risk and impairment assessment
(CONTINUED)

(c) 信用風險及減值評估(續)

	Internal Credit rating 內部信用評級	12-month or lifetime ECL 12個月或整個存續期預期信用損失	Gross carrying amount 帳面值總額	
			RMB'000 人民幣千元	RMB'000 人民幣千元
	Loss 損失	Credit-impaired 信用減值	2,307	5,112
— non-trade nature — 非貿易性質	Low risk (Note (a)) 低風險(附註(a))	12-month ECL 12個月內預期信用損失	12,906	
	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	23,423	36,329
Amounts due from Joint Ventures (Note 22) 應收合營企業款項(附註22)				
— trade nature — 貿易性質	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	20,543	
— non-trade nature — 非貿易性質	Low risk 低風險	12-month ECL 12個月內預期信用損失	1,053	
	Loss 損失	Credit-impaired 信用減值	21,640	43,236
Loan receivables (Note 28) 應收貸款(附註28)	Low risk (Note (a)) 低風險(附註(a))	12-month ECL 12個月內預期信用損失		84,047
Cash and cash equivalents (Note 30) 現金及現金等值物(附註30)	Low risk 低風險	12-month ECL 12個月內預期信用損失		1,462,082
Restricted deposits (Note 30) 限制性存款(附註30)	Low risk 低風險	12-month ECL 12個月內預期信用損失		143,046

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

52. 財務風險管理(續)

(c) Credit risk and impairment assessment (CONTINUED)

(c) 信用風險及減值評估(續)

	Internal Credit rating 內部信用評級	12-month or lifetime ECL 12個月或整個存續期預期信用損失	Gross carrying amount 帳面值總額	
			RMB'000 人民幣千元	RMB'000 人民幣千元
Other items 其他項目				
Contract assets (Note 24) 合同資產(附註24)				
— Tariff adjustment receivables	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	867,605	
— Others	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	416,696	
— 其他	Doubtful (Note (b)) 壞帳(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	15,127	1,299,428
Finance lease receivables (Note 27) 融資租賃應收款項(附註27)	Low risk (Note (b)) 低風險(附註(b))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)		17,854
Financial guarantee contracts (Note 46) 財務擔保合同(附註46)	Low risk (Note (c)) 低風險(附註(c))	12-month ECL 12個月內預期信用損失		504,666

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

Note:

- (a) For the purposes of internal risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

		Not past due/ No fixed repayment terms 未逾期/ 無固定 還款條件	Total 總計
	Past due 逾期	RMB'000 人民幣千元	RMB'000 人民幣千元
2019			
Amounts due from associates	—	12,906	12,906
Amounts due from joint ventures	—	1,053	1,053
Other receivables	36,583	157,107	193,690
Loan receivables	—	84,047	84,047
2018			
Amounts due from associates	—	18,524	18,524
Amounts due from joint ventures	—	27,901	27,901
Other receivables	33,474	167,589	201,063

- (b) For trade receivables (including trade-related amounts due from joint ventures and associates), finance lease receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items on an individual balance basis, except for trade receivables and contract assets in relation to its sales of electricity which are based on provision matrix.

52. 財務風險管理(續)

(c) 信用風險及減值評估(續)

附註：

- (a) 為內部風險管理之目的，本集團使用過往逾期資訊評估信用風險自初始確認是否發生重大增長。

- (b) 關於應收貿易賬款(包括貿易項目之應收合營企業及聯營公司之款項)、融資租賃應收款項及合同資產，本集團採用香港財務報告準則第9號之簡化方法計量其生命週期預期信用損失之損失撥備。本集團對於這些事項之判斷預期信用損失是基於個別認定基準，除與銷售電力相關之應收貿易賬款及合同資產是基於計算表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

Note: (Continued)

(b) (Continued)

The trade receivables arising from sales of electricity are mainly due from the local state grid companies in various provinces in the PRC. The management considered the probability of default of trade receivables is low since the local grid companies are state-owned and taking into account the past payment histories of the debtors, adjusted for general economic conditions of the new energy industry and an assessment of both current as well as forecast direction of market conditions at the reporting date. Accordingly, the management is of the opinion that the credit risk of trade receivables arising from sales of electricity is limited.

In relation to contract assets of tariff adjustment receivables, as detailed in Note 4, the management considered that all of the Group's power plants of which tariff subsidy is recognised as revenue but not yet to register in the Catalogue currently in operation had been qualified for and had met, the requirements and conditions as stipulated in the Tariff Notice for the entitlement of the tariff subsidy when the electricity was delivered on grid. The directors of the Company are confident that all of the Group's operating power plants are able to be registered in the Catalogue in due course and it's probable that the accrued revenue on tariff subsidy will be received but only subject to timing of allocation of funds from the PRC government, after considering that there are no bad debt experiences with the state grid companies in the past and the tariff subsidy is fully funded by the PRC government. Accordingly, the credit risk regarding contract assets of tariff adjustment receivables is limited.

- (c) For financial guarantee contracts, the gross carrying amount represents the maximum amount that Group has guaranteed under the relevant contract.

52. 財務風險管理(續)

(c) 信用風險及減值評估(續)

附註：(續)

(b) (續)

應收貿易賬款主要來源於對中國境內各省市本地電力能源局之應收電力銷售款項。公司管理層判斷該應收貿易賬款違約概率是很低的，因為當地電力能源局實質為國營電力公司，並根據過往歷史付款記錄、新能源行業一般商業條款調整、報表日現有及預期市場狀況評估做出此判斷。據此，管理層認為該電力銷售產生之應收貿易賬款信用風險是有限的。

關於合同資產之電價應收調整款項詳細披露於附註4，管理層判斷所有本集團之在運行之發電電廠雖然未登記進入補貼目錄但是根據補貼通知已於並網發電時滿足相關條件可以確權，電價補貼款項可以確認為收入。本公司董事對於所有本集團運營期電廠可以按時並及時登記進入補貼目錄是有信心的，並考慮與國家電網公司過往無壞賬撥備之經驗及電價補貼款項全額由中國政府資助等方面後，僅需考慮中國政府分配相關資金時點安排之影響，可以預期收到計提之電價補貼收入。據此，合同資產之電價調整款項之相關信用風險是有限的。

- (c) 對於財務擔保合同，帳面總金額代表集團根據相關合同擔保之最大金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The Group writes off a receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

The following tables shows the movement in lifetime ECL that has been recognised for contract assets under the simplified approach.

		Lifetime ECL (not credit-impaired) 整個存續期內 預期信用損失 (未發生 信用減值)
		<i>RMB'000</i> 人民幣千元
As at 1 January 2019	於2019年1月1日	—
Impairment losses recognised	本期確認減值損失	6,970
As at 31 December 2019	於2019年12月31日	6,970

The changes in the loss allowance for contract assets are mainly due to the deferral on the expected timing of receiving the contract assets of tariff subsidy based on the directors' estimation

52. 財務風險管理(續)

(c) 信用風險和減值評估(續)

當有資訊表明債務人處於嚴重之財政困難且無實際收回前景時，本集團核銷應收款，例如，債務人正處於清算或已進入破產程式，或當應收款逾期超過兩年時，以較早發生者為準。

下表顯示了按照簡化方法確認之合同資產在整個存續期內預計信用損失之變動。

合同資產減值損失，主要是由於董事會估計收到合同資產之應收電價調整款之時間推遲所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The following tables shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

		Lifetime ECL (not credit-impaired) 整個存續期內預期 信用損失(未發生 信用減值)	Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失(發生 信用減值)	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2019	於 2019 年 1 月 1 日	—	11,906	11,906
Impairment losses recognised	本期確認減值損失	4,524	2,418	6,942
Impairment losses reversed	減值轉回	—	(2,630)	(2,630)
Write-off	核銷	—	(207)	(207)
As at 31 December 2019	於 2019 年 12 月 31 日	4,524	11,487	16,011

The changes in the loss allowance for trade receivables are due to debtors with an aggregate gross carrying amount of RMB2,418,000 defaulted as at 31 December 2019 and the delay in receiving the tariff adjustments receivables with an aggregate gross carrying amount of RMB196,205,000 as at 31 December 2019.

52. 財務風險管理(續)

(c) 信用風險和減值評估(續)

下表顯示了按照簡化方法確認之應收貿易賬款在整個存續期內預計信用損失之變動。

於 2019 年 12 月 31 日，應收貿易賬款損失撥備之變動由於累計賬面總金額人民幣 2,418,000 元之違約。於 2019 年 12 月 31 日，應收電價調整款項延期收到了合計賬面金額約為人民幣 196,205,000 元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The following tables shows reconciliation of loss allowance that has been recognised for other receivables.

		Lifetime ECL (credit-impaired) 整個存續期內 預期信用損失 (發生 信用減值)
		<i>RMB'000</i> 人民幣千元
As at 1 January 2019	於2019年1月1日	18,494
Impairment losses recognised	本期確認減值損失	29,469
Write-off	核銷	(19,295)
		<hr/>
As at 31 December 2019	於2019年12月31日	28,668

The changes in the loss allowance for other receivables are mainly due to debtors with an aggregate gross carrying amount of RMB29,469,000 defaulted.

52. 財務風險管理(續)

(c) 信用風險和減值評估(續)

下表顯示了為其他應收款確認之損失備抵之對帳。

其他應收賬款損失撥備之變動主要由於累計賬面總金額違約並轉入發生信用減值之損失人民幣29,469,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The following tables shows reconciliation of loss allowance that has been recognised for amount due from associates:

		Lifetime ECL (credit-impaired) 整個存續期內 預期信用損失 (發生 信用減值)
		RMB'000 人民幣千元
As at 1 January 2019	於 2019 年 1 月 1 日	—
Impairment losses recognised	本期確認減值損失	2,307
As at 31 December 2019	於 2019 年 12 月 31 日	2,307

The changes in the loss allowance for amounts due from associates are mainly due to debtors with an aggregate gross carrying amount of RMB2,307,000 defaulted.

The following tables shows the movement in lifetime ECL that has been recognised for amounts due from joint ventures under the simplified approach.

		Lifetime ECL (credit-impaired) 整個存續期內 預期信用損失 (發生 信用減值)
		RMB'000 人民幣千元
As at 1 January 2019	於 2019 年 1 月 1 日	—
Impairment losses recognised	本期確認減值損失	2,502
Write-off during the year	核銷	(1,521)
As at 31 December 2019	於 2019 年 12 月 31 日	981

52. 財務風險管理(續)

(c) 信用風險和減值評估(續)

以下列表呈現應收聯營公司確認之壞賬撥備之對賬：

應收聯營公司損失撥備之變動主要為債務人違約之賬款，其賬面值總額人民幣2,307,000元。

以下列表呈現以簡化方法確認應收合營企業款項之全周期預期信用損失之變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The changes in the loss allowance for amount due from Joint ventures are mainly due to debtors with an aggregate gross carrying amount of RMB2,502,000 defaulted.

For financial guarantee contracts, the maximum amount that the Group has guaranteed under the relevant contract was RMB504,666,000 as at 31 December 2019. At the end of the reporting period, the directors of the Company have performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Details of the financial guarantee contracts are set out in Note 47.

53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

This note provides information about how the Group determines fair values of various financial assets and financial liabilities. Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observable data of the extent it is available. Where Level 1 inputs are not available, the Group determines the appropriate valuation techniques and inputs for fair value measurements and works closely with the qualified valuers to establish the appropriate valuation techniques and inputs to the model.

52. 財務風險管理(續)

(c) 信用風險和減值評估(續)

應收合營企業損失撥備之變動主要為債務人違約之賬款，其賬面值總額人民幣2,502,000元。

關於金融擔保合約，截至2019年12月31日之年度，本集團於相關合約中擔保之最大金額為人民幣504,666,000元。截至報告期末，本公司董事已進行減值評估並得出結論稱自初始確認該金融擔保合約以來，信用風險尚未發生大幅增長。金融擔保合約詳見附註47。

53. 金融工具之公允價計量

本附註介紹了集團如何確認不同金融資產和金融負債之公允價值。部分集團之金融工具在財務報告中以公允價值計量。

本集團根據可獲得之市場資料之可觀察程度估計公允價值。如果無法獲得第一層次輸入值，本集團將計量通過適當之估值技術和輸入值進行公允減值計量，並通過合格評估師為該模型建立適當之估值技術和輸入值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value of financial instruments that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value on a recurring basis. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

53. 金融工具之公允價計量(續)

金融工具之公允價值按持續基準進行計量

本集團部分金融資產和金融負債以公允價值計量，下表給出了如何確定這些金融資產和金融負債的公允價值之資訊。

		Fair value hierarchy 公允價值層級			
		Level 1 第1層	Level 2 第2層	Level 3 第3層	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2019	於2019年12月31日				
<i>Financial assets at FVTPL</i>	<i>按公允價值計入損益之 金融資產</i>				
Unlisted equity securities	非上市股票	—	—	12,277	12,277
Investment in a convertible bond	可轉債投資	—	—	22,568	22,568
Contingent consideration in disposal of subsidiaries	股權轉讓款或有對價	—	—	74,191	74,191
Premium receivable for financial guarantee contracts	財務擔保合同應收保費	—	—	38,232	38,232
Bill receivables	應收票據	—	33,903	—	33,903
<i>Financial liabilities</i>	<i>金融負債</i>				
Derivative financial liabilities	衍生金融負債	—	—	15,358	15,358
At 31 December 2018	於2018年12月31日				
<i>Financial assets at FVTPL</i>	<i>按公允價值計入損益之 金融資產</i>				
Unlisted equity securities	非上市股票	—	—	8,545	8,545
Contingent consideration in disposal of subsidiaries	股權轉讓款或有對價	—	—	66,013	66,013
Bill receivables	應收票據	—	130,724	—	130,724
<i>Financial liabilities</i>	<i>金融負債</i>				
Derivative financial liabilities	衍生金融負債	—	—	10,169	10,169

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value of financial instruments that are measured at fair value on a recurring basis (CONTINUED)

There were no transfers between level 1 and 2 during the years ended 31 December 2019 and 2018, and there were no transfers into or out of Level 3 during both years.

53. 金融工具之公允價計量(續)

金融工具之公允價值按持續基準進行計量(續)

截至2019年12月31日和2018年12月31日之年度在第1層與第2層間無轉移，在這兩年中，沒有轉入或轉出第3層。

Financial assets/ Financial liabilities 金融資產/金融負債	Fair value as at (RMB'000) 公允價值 (千元人民幣)		Fair value hierarchy 公允價值 層級	Valuation technique(s) and key input(s) 估值方法及 關鍵資料	Significant unobservable input(s) 重大非直接獲得之資料
	2019	2018			
Unlisted equity securities 非上市股權	12,277	8,545	Level 3 第三層	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of the investees, based on an appropriate discount rate. 收入法 – 此方法是現金流折現法，基於使用適當折現率，用於計算從被投資人所有權相關之未來可預測經濟利益流入之現值。	Long-term pre-tax operating margin, taking into account management's experience and knowledge of market conditions of the specific industries, ranging from 65% to 67% (2018: 66%). 長期稅前經營利潤率，考慮到管理層之經驗和對特定行業市場情況之瞭解，從65%到67%不等(2018年：66%)。 Discount rate of 12% (2018:12%) determined using a Capital Asset Pricing Model (Note(a)). 貼現率採用資本資產定價模型為12%(2018：12%)(附註(a))。
Investment in a convertible bond 可轉換債券之投資	22,568	—	Level 3 第三層	Price (P) to net income (E) multiples method was used to determine the fair value of the investment since the method reflects the going concern of the subject group's business, and there exist a group of comparable companies in the market in the similar business as the subject group that provided direct reference on the P/E multiples. 價格(P)淨利潤(E)倍數法用於確定投資之公允價值，反映集團業務之持續經營狀況，並假設存在一組可直接提供參考市盈率倍數之市場上可比公司之類似業務。	An estimated price to earnings multiple of a group of listed companies operating in comparable business, adjusted for the uniqueness of the subject group's business being valued. (Note (b)) 一組經營可比業務之上市公司之估計市盈率，並根據被評估公司業務之獨特性進行調整(附註(b))。 The net income of the subject groups business for the year 2021. (Note (b)) 集團2021年業務之淨收入(附註(b))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

53. 金融工具之公允價計量(續)

Fair value of financial instruments that are measured at fair value on a recurring basis (CONTINUED)

金融工具之公允價值按持續基準進行計量(續)

Financial assets/ Financial liabilities 金融資產/金融負債	Fair value as at (RMB'000) 公允價值 (千元人民幣)		Fair value hierarchy 公允價值 層級	Valuation technique(s) and key input(s) 估值方法及 關鍵資料	Significant unobservable input(s) 重大非直接獲得之資料
	2019	2018			
Derivative component in relation to the convertible bonds issued by the Group 與本集團發行之可轉換債 券有關之衍生成分	15,358	10,169	Level 3 第三層	Binomial option pricing model 二叉樹期權定價模型	Expected volatility, ranging from 23% to 39% (2018: 36% to 46%), taking into account of the historical stock price of the Company with duration similar to the life of the convertible bonds (Note (c)). 預期波動率從23%到39%不等(2018: 36%到46%不等),考慮到本公司歷 史股價持續時間與可轉換有效期相似 (附註(c))。
Contingent consideration in disposal of subsidiaries 股權轉讓款或有對價	74,191	66,013	Level 3 第三層	Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow into the Group arising from the contingent consideration, based on an appropriate discount rate. 採用折現現金流量法,根據適當之折現 率,計算或有對價將流入本集團之預 期未來經濟利益之現值。	Probability to meet the conditions set out in the share purchase agreements, including whether and when the disposed power plants could be registered in the Catalogue (Note (d)). 符合股份購買協議中規定條件之可能 性,包括是否處置電廠及何時可再 生能源電價附加資金補助目錄中登記 (附註(d))。
Premium receivable for financial guarantee contracts 財務擔保合同應收賬款	38,232	—	Level 3 第三層	Discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow into the Group arising from provision of financial guarantees, based on an appropriate discount rate. 採用折現現金流法,根據適當的折現 率,計算因提供財務擔保而流入本集 團的預期未來經濟利益的現值。	Probability to receive the premium for provision of financial guarantees (Note (e)). 獲得提供財務擔保的擔保費的可能性 (附註(e))
Bill receivables 應收票據	33,903	130,724	Level 2 第二層	Discounted cash flow method was used to capture the present value of the contracted cash flows discounted at a rate that reflects the market credit risk. 現金流量折現法是用反映市場信用風險 之折現率來計算合同現金流量之現 值。	N/A

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value of financial instruments that are measured at fair value on a recurring basis (CONTINUED)

Notes:

- (a) An increase in the discount rate used in isolation would result in a decrease in the fair value measurement of the unlisted equity securities, and vice versa. A 5% increase/decrease in the discount rate holding all other variables constant would decrease/increase the carrying amount of the unlisted equity securities by RMB661,000 and RMB703,000 respectively (2018: RMB993,000 and RMB1,056,000 respectively).
- (b) An increase in the price to earnings multiple or the net income of the subject groups business for the year 2021 used in isolation would result in an increase in the fair value measurement of the investment in a convertible bond, and vice versa. A 5% increase/decrease in the price to earnings multiple holding all other variable constant would increase/decrease the carrying amount of the investment in a convertible bond by RMB1,478,000 and RMB1,477,000 respectively. A 5% increase/decrease in the net income of the subject groups business for the year 2021 holding all other variable constant would increase/decrease the carrying amount of the investment in a convertible bond by RMB502,000 and RMB351,000 respectively.
- (c) An increase in the expected volatility used in isolation would result in an increase in the fair value measurement of the conversion option derivatives, and vice versa. A 5% increase/decrease in the volatility holding all other variables constant would increase/decrease the carrying amount of the conversion option derivatives by RMB7,943,000 and RMB6,555,000 respectively (2018: RMB3,582,000 and RMB3,430,000 respectively).
- (d) An increase in the probability for the power plants to be registered in the Catalogue sooner used in isolation would result in an increase in the fair value measurement of the contingent consideration, and vice versa.
- (e) A decrease in the probability to receive the premium for provision of financial guarantees used in isolation would result in a decrease in fair value measurement of the premium receivable for financial guarantee contracts.

53. 金融工具之公允價計量(續)

金融工具之公允價值按持續基準進行計量(續)

附註：

- (a) 單一上調折現率將導致未上市股票公允價值計量的減少，反之亦然。在其他所有變量不變之情況下，折現率上調/下調5%將使未上市股票之賬面價值分別減少/增加人民幣661,000元和人民幣703,000元(2018年：人民幣993,000元和人民幣1,056,000元)。
- (b) 單一上調2021年集團業務綜合盈利或淨收入之價格，將導致可轉換債券投資的公允價值計量之增加，反之亦然。在其他可變常數不變之情況下，將市盈率提高/降低5%，可轉換債券之投資賬面價值將分別增加/減少人民幣1,478,000元和人民幣1,477,000元。持有所有其他可變常數之2021年集團主體業務淨收入增加/減少5%，可轉換債券投資之賬面價值將分別增加/減少人民幣502,000元和人民幣351,000元。
- (c) 單一上調預期波動率將導致可轉換期權衍生工具公允價值計量之增加，反之亦然。所有其他變數不變之波動率增加/減少5%，將使可轉換期權衍生品帳面價值分別增加/減少人民幣7,943,000元和人民幣6,555,000元(2018年：人民幣3,582,000元和人民幣3,430,000元)。
- (d) 發電廠在單獨使用時儘早登記入可再生能源電價附加資金補助目錄之可能性增加，將導致或有對價之公允價值計量增加，反之亦然。
- (e) 單個提供擔保收取擔保費之可能性減少，導致合同擔保相應之應收款公允價值會減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

53. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

53. 金融工具之公允價計量(續)

Fair value of financial instruments that are measured at fair value on a recurring basis (CONTINUED)

金融工具之公允價值按持續基準進行計量(續)

Reconciliation of Level 3 fair value measurement

3層公允價值計量之調節

		Investments in a convertible bond 可轉股貸款投資	Contingent Consideration in disposal of subsidiaries 股權轉讓款 或有對價	Unlisted equity securities 非上市股票	Derivative component of convertible loan 可轉股貸款之 衍生部分	Premium receivable for financial guarantee contracts 財務擔保合同 應收保費
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance as at 1 January 2018	於2018年1月1日餘額	—	28,030	4,775	—	—
Issue of convertible loan	可轉股貸款	—	—	—	19,430	—
Capital injection	注入資本	—	—	2,230	—	—
Addition	新增	—	37,983	—	—	—
Fair value changes	公允價值變動	—	—	1,540	(11,307)	—
Exchange differences	匯兌損益	—	—	—	2,046	—
Balance as at 31 December 2018	於2018年12月31日餘額	—	66,013	8,545	10,169	—
Issue of convertible loan	可轉股貸款	—	—	—	25,379	—
Purchases	購買	24,667	—	—	—	—
Capital injection	注入資本	—	—	2,621	—	—
Addition	新增	—	48,542	—	—	38,232
Settlement	收款	—	(40,364)	—	—	—
Fair value changes	公允價值變動	(2,099)	—	1,111	(21,085)	—
Exchange differences	匯兌損益	—	—	—	895	—
Balance as at 31 December 2019	於2019年12月31日餘額	22,568	74,191	12,277	15,358	38,232

Fair value of financial instruments that are not measured at fair value on a recurring basis

非經常性以公允價值計量之金融工具之公允價值

The directors of the Company consider that the carrying amounts of financial assets and liabilities recorded at amortised cost in the consolidated statement of financial position, together with the interest accruals, approximate their respective fair values at the end of the reporting period.

本公司董事認為，合併財務狀況表中以攤餘成本計量之金融資產和負債之帳面價值，連同應計利息，與報告期末各自之公允價值近似。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

54. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total capital. Total borrowings represented bank borrowings plus other borrowings, senior notes and bonds payable, convertible loan, and lease liabilities. Total capital is calculated as total equity plus total borrowings, excluded borrowings reclassified to hold for sale.

The Group's total borrowings and total capital positions as at 31 December 2019 and 2018 are as follows:

54. 資本風險管理

本集團資本管理之主要目標為保障本集團之持續經營能力，使其可通過將產品與服務定在與風險水準吻合之價格及通過按合理成本取得融資，繼續為股東提供回報及為其他利益相關者帶來利益。

本集團積極地定期檢查及管理其資本結構，以維持可能因借款水準較高而產生之較高股東回報與良好資本狀況帶來之優勢和保障之間之平衡，並按照經濟變化情況對資本結構作出調整。

本集團以資本負債比率為基礎監測資本。此比率由借款總額除以資本總額計算得出。借款總額為銀行借款加上其他借款、應付優先票據及債券、可轉股貸款及租賃負債。資本總額由權益總額加借款總額計算得出，不包括歸類為持有待售之借款。

於2019年及2018年12月31日，本集團借款總額及資本總額狀況如下：

		2019	2018
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total borrowings	借款總額	9,730,197	8,915,214
Total equity	權益總額	5,969,201	5,546,739
Total capital	資本總額	15,699,398	14,461,953
Gearing ratio	資本負債比率	62%	62%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

55. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

At 31 December 2019

55. 本公司之財務狀況表

於2019年12月31日

		2019	2018
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
Assets:			
Non-current assets	資產：		
Interests in subsidiaries	非流動資產		
Deposits	於附屬公司之權益	3,000,879	3,014,913
	按金	599	586
		3,001,478	3,015,499
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	93,922	—
Amounts due from joint ventures	應收合營企業款項	287	140
Cash and cash equivalents	現金及現金等值項目	55,291	78,414
		149,500	78,554
Total assets	資產總額	3,150,978	3,094,053
Liabilities:			
Non-current liabilities	負債：		
Bank borrowings	非流動負債		
Senior notes	借款	—	7,404
Convertible loan	優先票據	1,392,941	1,363,253
Deferred tax liabilities	可轉股貸款	418,232	200,825
Financial guarantee contract liabilities	遞延所得稅負債	7,209	—
	財務擔保合同負債	61,630	56,660
		1,880,012	1,628,142
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計款項	57,044	63,094
Amounts due to subsidiaries	應付附屬公司款項	39,439	21,702
		96,483	84,796
Total liabilities	負債總額	1,976,495	1,712,938
Net current assets/ (liabilities)	流動資產/(負債)淨值	53,017	(6,242)
Net assets	資產淨值	1,174,483	1,381,115
Equity	權益		
Share capital	股本	73,652	74,049
Reserves (Note (a))	儲備(附註(a))	1,100,831	1,307,066
Total equity	權益總額	1,174,483	1,381,115

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

55. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note (a): Reserves movements of the company

		Share premium	Treasury Share	Contributed Surplus (note (i)) 繳入盈餘 (附註(i))	Other reserves	Accumulated losses	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)	RMB'000 人民幣千元
Balance at 1 January 2018 (Restated)	於2018年1月1日(重述)	430,724	—	2,359,063	93,641	(1,503,085)	1,380,343
Profit and total comprehensive income the year (Restated)	本年度溢利和其他全面收益總額 (重述)	—	—	—	—	51,601	51,601
Share-based compensation	以股份為基準之付款	—	—	—	545	—	545
Vesting of shares under share award scheme	獎勵股份之歸屬	(745)	—	—	(7,389)	—	(8,134)
2017 final dividend	2017年度股息	—	—	—	—	(73,154)	(73,154)
Repurchase of ordinary shares (Note 41)	普通股回購 (附註41)	—	(45,250)	—	—	—	(45,250)
Cancellation of treasury shares	註銷庫存股	(33,780)	34,895	—	—	—	1,115
Balance at 31 December 2018 (Restated)	於2018年12月31日(重述)	396,199	(10,355)	2,359,063	86,797	(1,524,638)	1,307,066
Loss and total comprehensive expense the year	本年度虧損和其他全面損失總額	—	—	—	—	(26,813)	(26,813)
Share-based compensation	以股份為基準之付款	—	—	—	20,030	—	20,030
Vesting of shares under share award scheme	獎勵股份之歸屬	(654)	—	—	(1,982)	—	(2,636)
2018 final dividend	2018年度股息	—	—	—	—	(149,673)	(149,673)
Repurchase of ordinary shares (Note 41)	普通股回購 (附註41)	—	(48,552)	—	—	—	(48,552)
Cancellation of treasury shares	註銷庫存股	(47,904)	49,313	—	—	—	1,409
Balance at 31 December 2019	於2019年12月31日	347,641	(9,594)	2,359,063	104,845	(1,701,124)	1,100,831

Note:

- (i) The Company's contributed surplus brought forward represented the excess of the fair value of the shares of the former holding company acquired pursuant to the group reorganisation in prior years, over the nominal value of the Company's shares issued in exchange thereof.

The Company's statement of financial position as at 31 December 2018 has been restated to recognize financial guarantee contracts liabilities and corresponding interests in subsidiaries. The restatement has increased the interests in subsidiaries at 31 December 2018 by RMB64,840,000, increased financial guarantee contracts liabilities at 31 December 2018 by RMB56,660,000, and increased reserves at 31 December 2018 by RMB8,180,000. The accumulated losses at 1 January 2018 is decreased by RMB3,330,000 and the profit and total comprehensive income for the year ended 31 December 2018 is increased by RMB4,850,000 being the amortization of financial guarantee contracts liabilities for 2018.

55. 本公司之財務狀況表(續)

附註(a): 本公司儲備變動

	Share premium	Treasury Share	Contributed Surplus (note (i)) 繳入盈餘 (附註(i))	Other reserves	Accumulated losses	Total
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)	RMB'000 人民幣千元
Balance at 1 January 2018 (Restated)	430,724	—	2,359,063	93,641	(1,503,085)	1,380,343
Profit and total comprehensive income the year (Restated)	—	—	—	—	51,601	51,601
Share-based compensation	—	—	—	545	—	545
Vesting of shares under share award scheme	(745)	—	—	(7,389)	—	(8,134)
2017 final dividend	—	—	—	—	(73,154)	(73,154)
Repurchase of ordinary shares (Note 41)	—	(45,250)	—	—	—	(45,250)
Cancellation of treasury shares	(33,780)	34,895	—	—	—	1,115
Balance at 31 December 2018 (Restated)	396,199	(10,355)	2,359,063	86,797	(1,524,638)	1,307,066
Loss and total comprehensive expense the year	—	—	—	—	(26,813)	(26,813)
Share-based compensation	—	—	—	20,030	—	20,030
Vesting of shares under share award scheme	(654)	—	—	(1,982)	—	(2,636)
2018 final dividend	—	—	—	—	(149,673)	(149,673)
Repurchase of ordinary shares (Note 41)	—	(48,552)	—	—	—	(48,552)
Cancellation of treasury shares	(47,904)	49,313	—	—	—	1,409
Balance at 31 December 2019	347,641	(9,594)	2,359,063	104,845	(1,701,124)	1,100,831

附註:

- (i) 本公司已轉出之繳入盈餘指根據以前年度集團重組取得之原控股公司股份之公允值，超出本公司作為交換發行之股份之面值之部分。

本公司2018年12月31日之資產負債表已重述以確認財務擔保合同負債和相應於附屬公司之權益金額。此重述事項增加2018年12月31日於附屬公司權益之金額人民幣64,840,000元，增加2018年12月31日財務擔保合同負債之金額人民幣56,660,000元，並且增加2018年12月31日的儲備餘額人民幣8,180,000元。截至2018年1月1日的累計虧損減少人民幣3,330,000元，截至2018年12月31日的利潤和綜合收益總額增加人民幣4,850,000元，作為2018年財務擔保合同負債的攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

56. SUBSIDIARIES

As at 31 December 2019 and 2018, particulars of the principal subsidiaries are as follows:

56. 附屬公司

於2019年及2018年12月31日，主要附屬公司之詳細資訊如下：

Name 名稱	Place of incorporation/ registration and operations and kind of legal entity 註冊成立／註冊及 營業地點及 法律實體種類	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本之面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Century Concord Wind Power Investment Co., Ltd 協合風電投資有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB3,100,000,000 註冊資本人民幣 3,100,000,000元	—	100%	Investment holding 投資控股
Haotai New Energy Equipment Ltd 浩泰新能源裝備有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB500,000,000 註冊資本人民幣 500,000,000元	—	100%	Sales of Solar power equipment and new energy equipment 太陽能設備及新能源設備銷售
Concord Power Consulting & Design (Beijing) Corp., Ltd. 聚合電力工程設計(北京)股份有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB50,000,000 註冊資本人民幣 50,000,000元	—	70%	Power system design, research and exploitation 風電系統設計、研究及開發
Beijing Century Concord Operation and Maintenance Co., Ltd. 北京協合運維風電技術有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB60,000,000 註冊資本人民幣 60,000,000元	—	90%	Wind power plant operation and maintenance 風電設備運行及維修
Yongren Century Concord Solar Power Co., Ltd. 永仁協合太陽能發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB86,690,000 註冊資本人民幣 86,690,000元	—	100%	Solar power plant investment and operation 太陽能電廠投資及運行

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

56. SUBSIDIARIES (CONTINUED)

As at 31 December 2019 and 2018, particulars of the principal subsidiaries are as follows: (CONTINUED)

56. 附屬公司(續)

於2019年及2018年12月31日，主要附屬公司之詳細資訊如下：(續)

Name 名稱	Place of incorporation/ registration and operations and kind of legal entity 註冊成立／註冊及 營業地點及 法律實體種類	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本之面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Naidong Century Concord Solar Power Co., Ltd. 乃東協合太陽能發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB146,150,000 註冊資本人民幣 146,150,000元	—	100%	Solar power plant investment and operation 太陽能電廠投資及運行
Pingyuanxian Century Concord Solar Power Co., Ltd. 平原縣協合太陽能發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB74,380,000 註冊資本人民幣 74,380,000元	—	100%	Solar power plant investment and operation 太陽能電廠投資及運行
Eryuan Century Concord Solar Power Co., Ltd. 洱源協合太陽能發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB48,000,000 註冊資本人民幣 48,000,000元	—	100%	Solar power plant investment and operation 太陽能電廠投資及運行
Huaping Century Concord Solar Power Co., Ltd. 華坪協合太陽能發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB97,860,000 註冊資本人民幣 97,860,000元	—	100%	Solar power plant investment and operation 太陽能電廠投資及運行
Yongzhou Dongtian Century Concord Wind Power Co., Ltd. 永州東田協合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB83,176,000 註冊資本人民幣 83,176,000元	—	100%	Wind power plant investment and operation 風電廠投資及運行

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

56. SUBSIDIARIES (CONTINUED)

As at 31 December 2019 and 2018, particulars of the principal subsidiaries are as follows: (CONTINUED)

56. 附屬公司(續)

於2019年及2018年12月31日，主要附屬公司之詳細資訊如下：(續)

Name 名稱	Place of incorporation/ registration and operations and kind of legal entity 註冊成立/註冊及 營業地點及 法律實體種類	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本之面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Fuchuan Century Concord Wind Power Co., Ltd 富川協合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB140,500,000 註冊資本人民幣 140,500,000元	—	100%	Wind power plant investment and operation 風電廠投資及運行
Yongzhou Jiepai Century Concord Wind Power Co., Ltd. 永州界牌協合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB1,901,834,000 註冊資本人民幣 1,901,834,000元	—	100%	Wind power plant investment and operation 風電廠投資及運行
Huize Century Concord Wind Power Co., Ltd. 會澤協合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB87,150,000 註冊資本人民幣 87,150,000元	—	100%	Wind power plant investment and operation 風電廠投資及運行
Wuhe Century Concord Yinmahu Wind Power Co., Ltd. 五河協合欽馬湖風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB136,540,000 註冊資本人民幣 136,540,000元	—	100%	Wind power plant investment and operation 風電廠投資及運行
Yongzhou Qiaotoupu Century Concord Wind Power Co., Ltd. 永州橋頭鋪協合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB133,920,000 註冊資本人民幣 133,920,000元	—	100%	Wind power plant investment and operation 風電廠投資及運行

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綜合財務報表附註

56. SUBSIDIARIES (CONTINUED)

As at 31 December 2019 and 2018, particulars of the principal subsidiaries are as follows: (CONTINUED)

56. 附屬公司(續)

於 2019年及2018年12月31日，主要附屬公司之詳細資訊如下：(續)

Name 名稱	Place of incorporation/ registration and operations and kind of legal entity 註冊成立/註冊及 營業地點及 法律實體種類	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本之面值	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Suzhou Deren Wind Power Co., Ltd.	The PRC, limited company	Registered capital of RMB93,220,000	—	100%	Wind power plant investment and operation 風電廠投資及運行
宿州德仁風力發電有限公司	中國，有限公司	註冊資本人民幣93,220,000元			
Nanzhao Century Concord Wind Power Co., Ltd.	The PRC, limited company	Registered capital of RMB180,000,000	—	100%	Wind power plant investment and operation 風電廠投資及運行
南召協合風力發電有限公司	中國，有限公司	註冊資本人民幣180,000,000元			
Huize Taihe Wind Power Co., Ltd.	The PRC, limited company	Registered capital of RMB87,870,000	—	100%	Wind power plant investment and operation 風電廠投資及運行
會澤泰合風力發電有限公司	中國，有限公司	註冊資本人民幣87,870,000元			
Tianjin Green Energy International Leasing Co., Ltd.	The PRC, sino-foreign Equity joint venture	Registered capital of RMB1,000,000,000	—	100%	Equipment Lease operation 設備租賃
天津國銀新源國際租賃有限公司	中國，中外合資企業	註冊資本人民幣1,000,000,000元			
Wuhe Juhe Wind Power Co., Ltd.	The PRC, limited company	Registered capital of RMB78,000,000	—	100%	Wind power plant investment and operation 風電場投資及運營
五河聚合風力發電有限公司	中國，有限公司	註冊資本人民幣78,000,000元			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

56. SUBSIDIARIES (CONTINUED)

As at 31 December 2019 and 2018, particulars of the principal subsidiaries are as follows: (CONTINUED)

Name 名稱	Place of incorporation/ registration and operations and kind of legal entity 註冊成立／註冊及 營業地點及 法律實體種類	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本之面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Tianchang Juhe Wind Power Co., Ltd. 天長聚合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB115,810,000 註冊資本人民幣 115,810,000元	—	100%	Wind power plant investment and operation 風電場投資及運營
Jingmen Shengjingshan Wind Power Co., Ltd. 荊門聖境山風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB97,100,000 註冊資本人民幣 97,100,000元	—	100%	Wind power plant investment and operation 風電場投資及運營
Yongzhou Hongtang Century Concord Wind Power Co., Ltd. 永州洪塘協合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB80,000,000 註冊資本人民幣 80,000,000元	—	100%	Wind power plant investment and operation 風電場投資及運營

The table above lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results for the year or formed a substantial portion of the net assets of the Group. As at 31 December 2019, there was no non-wholly owned subsidiaries of the Group that have material non-controlling interests.

56. 附屬公司(續)

於 2019 年及 2018 年 12 月 31 日，主要附屬公司之詳細資訊如下：(續)

以上表格羅列了董事認為對本年業務有重要影響或構成本集團資產淨值重要部份之附屬公司。截止 2019 年 12 月 31 日，本集團非全資附屬公司之非控制性權益無重大影響。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

業績

		For the year ended 31 December 2019 截至 2019年 12月31日 止年度	For the year ended 31 December 2018 截至 2018年 12月31日 止年度	For the year ended 31 December 2017 截至 2017年 12月31日 止年度	For the year ended 31 December 2016 截至 2016年 12月31日 止年度	For the year ended 31 December 2015 截至 2015年 12月31日 止年度
		<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元
Revenue and other income	收入及其他收入	1,867,591	1,444,748	1,079,560	1,834,355	3,509,721
Profit for the year attributable to owners of the Company	本公司擁有人 應佔溢利	604,293	502,406	200,036	457,815	408,090

ASSETS, LIABILITIES AND EQUITIES

資產、負債及權益

		As at 31 December 2019 於2019年 12月31日	As at 31 December 2018 於2018年 12月31日	As at 31 December 2017 於2017年 12月31日	As at 31 December 2016 於2016年 12月31日	As at 31 December 2015 於2015年 12月31日
		<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元
Total assets	資產總額	19,892,437	18,412,808	14,807,138	14,339,349	12,081,060
Total liabilities	負債總額	(13,923,236)	(12,866,069)	(9,551,992)	(9,113,599)	(7,259,155)
Net assets	資產淨值	5,969,201	5,546,739	5,255,146	5,225,750	4,821,905
Equity attributable to owners of the Company	本公司擁有人 應佔權益	5,943,303	5,518,228	5,157,796	5,070,277	4,721,109

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