



協合新能源集團有限公司

CONCORD NEW ENERGY GROUP LIMITED

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

Annual Report 2022 年報

截至二零二二年十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER 2022

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CORPORATE INFORMATION

公司資料

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive directors

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

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
Ms. Li Yongli

COMPANY SECRETARY

Mr. Chan Kam Kwan, Jason

AUDITOR

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

FINANCIAL INSTITUTIONS

China Construction Bank Co., Ltd.
Industrial and Commercial Bank of China Co., Ltd.
China Minsheng Bank Co., Ltd.
Bank of China Co., Ltd.
Hua Xia Bank Co., Ltd.
Industrial Bank Co., Ltd.
Shanghai Pudong Development Bank Co., Ltd.
China Merchants Bank Co., Ltd.
China Citic Bank International Limited
Huaneng Tiancheng Financial Leasing Co., Ltd.
China Resources Leasing Co., Ltd.

公司資料

董事會

執行董事

劉順興先生 (*主席*)
劉建紅女士 (*副主席*)
桂凱先生 (*行政總裁*)
牛文輝先生
翟鋒先生
尚佳女士

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
李永麗女士

公司秘書

陳錦坤先生

核數師

畢馬威會計師事務所
執業會計師
於《會計及財務匯報局條例》下的註冊公眾利益
實體核數師

金融機構

中國建設銀行股份有限公司
中國工商銀行股份有限公司
中國民生銀行股份有限公司
中國銀行股份有限公司
華夏銀行股份有限公司
興業銀行股份有限公司
上海浦東發展銀行股份有限公司
招商銀行股份有限公司
中信銀行(國際)有限公司
華能天成融資租賃有限公司
華潤租賃有限公司

REGISTERED OFFICE

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Hamilton HM11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

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香港股份過戶登記分處

卓佳登捷時有限公司
香港
金鐘
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遠東金融中心
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網站

www.cnegroup.com
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 present to you the report on the results of the Group for the year ended 31 December 2022. For the year ended 31 December 2022, the Group generated a revenue of RMB2,679 million, representing an increase of 22.0% over the same period last year, and achieved a profit of RMB872 million, representing an increase of 10.7% over the same period last year. As at 31 December 2022, the Group's net assets amounted to RMB8,095 million and its liability-to-asset ratio was 70.2%.

The New Industrial Landscape

In 2022, the worldwide energy crisis has reshaped the global energy landscape. To mitigate to climate change and to ensure energy security, countries around the world continued to increase their investments in renewable energy. According to the International Energy Agency (IEA), global renewable energy will increase by 2,400GW over the next five years, equivalent to the total amount added in the past 20 years, and China is expected to account for half of this addition globally. Renewable energy is undoubtedly experiencing a historic period of development opportunities.

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2022年12月31日年度業績報告。截至2022年12月31日，本集團獲得收入人民幣26.79億元，較去年同期上升22.0%，實現盈利人民幣8.72億元，較去年同期上升10.7%。於2022年12月31日，本集團淨資產達到人民幣80.95億元，資產負債率為70.2%。

行業新形勢

2022年，世界範圍的能源危機重構著全球能源格局。為應對氣候變化和確保能源安全，各國普遍繼續加大可再生能源投資力度。根據國際能源署(IEA)預測，未來5年全球可再生能源增量將達2,400GW，相當於過去20年的新增總量，而中國預計將佔全球的一半份額。可再生能源無疑正處在歷史性的發展機遇期。



CHAIRMAN'S STATEMENT

主席致詞

In 2022, China's newly installed capacity of wind power and photovoltaic exceeded 120GW, reaching a new record high. The Chinese government has set a target of reaching a total installed capacity of over 1,200GW of wind and solar power by 2030, the newly added capacity of which will continue to lead the world. The Chinese government is vigorously promoting new energy into a new era of high-quality development, by placing greater emphasis on technological innovation as the main driver of this progress, adhering to the general direction of market-oriented reform, accelerating the construction of a nationwide unified electricity market system, and putting emphasis on creating a new era of international cooperation to promote the integrated development of the global clean energy industry chain, supply chain and value chain.

Business Highlights

In 2022, all staff of the Group continued to strive and compete to achieve good results. The Group's key operating indicators, including net profit, net assets, return on net assets, attributable power generation and newly added capacity, all demonstrated growth as compared with last year.

The Group made new breakthroughs in project development through proactive planning, obtaining new annual wind power development and construction permits of 1,355MW and national approval of 4,000MW. The pace of project construction was accelerated, with a capacity of 1,982MW of under-construction and 1,111MW newly added capacity, both hit record high in the Group's history. We strengthened operational management, continued the disposal of power plants with green electricity subsidies, and achieved the increase of attributable installed capacity to 3,588MW while optimising the quality of the existing assets. The Group's levelized cost of electricity continued to decline, achieving impressive results in both green power trading and green certificate sales. These operating results have enhanced the Group's core competitiveness and laid a solid foundation for its rapid and sustainable development.

2022年，中國風電和光伏新增裝機突破120GW，再創歷史新高。中國政府設立了到2030年風電、太陽能發電總裝機容量達到1,200GW瓦以上的目標，新增規模將繼續引領世界。中國政府正大力推動新能源跨入高質量躍升發展的新階段；更加強調科技創新是新能源高質量發展的主要推動力；強調堅持市場化改革總方向，加快建設全國統一電力市場體系；強調開創國際合作的新局面，促進全球清潔能源產業鏈、供應鏈、價值鏈融合發展。

業績多亮點

2022年，本集團全體員工勇於拼搏，敢於競爭，續創佳績。集團的淨利潤、淨資產、淨資產收益率、權益發電量、新增投產容量等主要經營指針均比去年有所增長。

集團積極謀劃，項目開發取得新突破，新獲得風電年度開發建設指標1,355MW和國家批復4,000MW；加快項目建設節奏，建設項目規模1,982MW和新投產容量1,111MW，均創本集團歷史新高；強化了經營管理，繼續出售了綠補電廠，在優化存量資產的同時，實現權益裝機容量增至3,588MW。本集團度電成本持續下降，綠電交易和綠證銷售均獲喜人成績。這些經營成果提升了核心競爭能力，為本集團可持續快速發展奠定了堅實基礎。

With innovation ingrained in its DNA, the Group has been actively nurturing the future-oriented technology and management advantages of its intelligent O&M segment and maintaining its rapid growth in O&M capacity.

In 2022, the Group received an A rating from Morgan Stanley's MSCI ESG Rating for its environmental protection, compliance and social responsibility. This honour reflects the Group's continuous improvement in its sustainability development capability and the creation of more social and economic values over the past year through its practice in various aspects including green environmental protection, social responsibility and corporate governance.

Strategizing for the New Phase

In response to the new and changing situation, the Group continues to maintain its insight and foresight into the industry and has decisively formulated a new five-year development strategy (2023-2027) to lead the Group to grasp new opportunities, address new challenges and achieve new breakthroughs. Compared with the past, the new strategy places greater emphasis on proactive business growth, adopting a differentiated competitive strategy for project development, ensuring continuous and rapid growth in installed capacity, while exploring new opportunities to gradually layout the global market. We prioritize technology-led business by increasing investment in technological innovation and promoting the application of new technologies to create more value. We will take initiative to respond to market-oriented reforms, by placing emphasis on building capacity to adapt to the electricity market, conducting vigorous research on market patterns, diligently carrying out power trading, strengthening the sale of green certificates and plan ahead for the operation of carbon assets.

集團以創新為基因，積極培育智慧運維板塊面向未來的技術與管理優勢，在運維容量保持快速增長。

2022年，本集團在環境保護、合規及社會責任方面，獲得摩根士丹利MSCI ESG評級的A級評價。這項榮譽反映了本集團過去一年在綠色環保、社會責任、公司治理等多方面以行踐知，可持續發展能力不斷提升，創造了更多的社會與經濟價值。

戰略謀新局

因應變化了的新形勢，本集團繼續保持對行業的深刻洞見和敏銳預判，果斷制定了新的五年發展戰略(2023-2027年)，引領集團把握新機遇，應對新挑戰，實現新突破。與以往相比，新戰略更強調：積極拓展業務，採用差異化競爭策略謀劃項目開發，確保裝機容量持續快速增長，同時拓展新的空間，逐步佈局全球市場；注重科技引領業務，加大技術創新的投入，推進應用新技術創造更多價值；主動應對市場化改革，重視適應電力市場化的能力建設，大力研究市場化規律，做好電量交易，加強綠證銷售，提前謀劃好碳資產的經營。

CHAIRMAN'S STATEMENT

主席致詞

Staying True to Original Aspiration

The Group has always been focused, maintaining its original aspiration while keeping up its insight into the essence of the market, making trade-offs, and insisting on doing truly value creating work. As we enter a new phase of development, the Group has conducted a comprehensive review, sorted out and refined its corporate culture, and once again reiterate the core values of "people-orientation, value creation, pursuit for excellence", guiding all our staff to practice the simple but profound belief of "Seeking truth from facts, valuing professionalism".

The Group recognizes corporate culture and development strategy are equally essential. Only by adhering to our original aspirations and upholding traditions can we continue to strive for excellence and create new horizons.

Forge Ahead on a New Journey

Through the efforts of the past year, the Group has been able to build a solid foundation for development and is in a better position to achieve new and greater strategic goals.

We are in an era of exponential growth for renewable energy and we are shouldering the great mission of replacing fossil energy. The great era provides us with excellent opportunities to grow and to show our capabilities. With the rapid expansion in installed capacity, the Group has embarked on a new phase of this great journey. We will seriously implement our new development strategy, grasp the opportunities of the times, focus on planning and development, work hard and strive to move ahead.

專注守初心

本集團始終專注，保持初心，洞察本質，有所取捨，堅持做真正創造價值的事。在邁入發展新階段的當下，本集團對企業文化進行了全面回顧、梳理和提煉，再次明確秉承「以人為本、創造價值、追求卓越」的核心價值觀，指引全體員工踐行「求真務實，重視專業」這樣大道至簡的信條。

本集團視企業文化與發展戰略同樣重要。唯有堅守初心、秉承傳統，方能接續奮鬥、開創新局。

奮進新征程

通過過去一年的努力，本集團發展基礎更加扎實，發展條件更加充裕，能夠支持集團去實現新的、更大的戰略目標。

我們處於可再生能源大發展的時代，肩負著替代化石能源的偉大使命。偉大時代為我們提供了一展身手的絕好發展機會。以裝機容量的快速增長為標誌，本集團開啟了這個偉大征程的新階段。我們將認真執行新的發展戰略，把握時代機遇，聚精會神，謀劃發展，奮勇拼搏，砥礪前行。



CHAIRMAN'S STATEMENT

主席致詞

Finally, on behalf of the Board of Directors, I would like to express our sincere gratitude to our shareholders, investors and friends from all walks of life for their trust and support over the years.

Liu Shunxing

Chairman

28 February 2023

最後，謹代表董事會對各位股東、廣大投資者和社會各界友好人士長期以來給予的信任與支持表示衷心的感謝！

主席

劉順興

二零二三年二月二十八日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論 及分析





I. BUSINESS ENVIRONMENT

Since 2022, global energy security issues have intensified, countries are more determined to promote the energy transition, and significantly increase investment in renewable energy. Renewable energy deployment is obviously accelerated. According to the International Energy Agency's forecast, Renewables are set to account for over 90% of global electricity capacity expansion between 2022 and 2027.

In 2022, the Chinese government issued a number of favorable policies for renewable energy development, specifying that by 2025, annual renewable energy generation will reach around 3.3 trillion kWh, the proportion of incremental electricity generation from renewables in the incremental electricity consumption of the society will exceed 50%, and the electricity generation from wind and solar power will double. China aims for over 1,200 GW of wind and solar power capacity by 2030. It also plans to basically build a modern energy system by 2035. Energy security safeguards shall be greatly enhanced, green production and consumption shall be widely adopted, and renewables shall become the main source of power generation.

一、經營環境

2022年以來，全球能源安全問題凸顯，各國更加堅定地推進能源轉型，並大幅加強對新能源發電的投資，可再生能源建設明顯加速。根據國際能源署預測，2022年至2027年間，全球電力裝機增量的90%以上將來自於可再生能源。

2022年，中國政府發佈多項可再生能源發展利好政策。明確到2025年，可再生能源年發電量達到3.3萬億千瓦時左右，可再生能源發電量增量在全社會用電量增量中的佔比將超過50%，風電和太陽能發電量實現翻倍。明確到2030年中國風電、太陽能發電總裝機容量達到12億千瓦以上的目標，並提出到2035年，基本建成現代能源體系，能源安全保障能力大幅提升，綠色生產和消費模式廣泛形成，可再生能源發電成為主體電源。



I. BUSINESS ENVIRONMENT (CONTINUED)

In 2022, China continued to achieve significant growth in newly installed capacity of wind and PV. According to the National Energy Administration of China, as of the end of December 2022, China's newly installed capacity of wind power was 37,630MW, and the newly installed capacity of PV was 87,410MW. In 2022, China's total electricity consumption was 8.6 trillion kWh, representing a year-on-year increase of 3.6%. Renewable energy generation reached 2.7 trillion kWh, accounting for 31.6% of China's total domestic electricity consumption. The wind and PV generation was about 1.2 trillion kWh, accounting for 13.8% of China's total domestic electricity consumption. It was 2 percentage points up year-on-year, which is close to the consumption of all urban and rural households.

一、經營環境(續)

2022年，中國全年風電、光伏裝機繼續實現大幅增長。依據中國國家能源局統計資料，截至2022年12月底，中國風電新增裝機容量37,630MW，光伏新增裝機容量87,410MW。2022年，中國全社會用電量8.6萬億千瓦時，同比增長3.6%，可再生能源發電量達到2.7萬億千瓦時，佔全社會用電量的31.6%，其中中國全國風電、光伏發電量近1.2萬億千瓦時，佔全社會用電的13.8%，同比提高2個百分點，接近中國城鄉居民生活用電量。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



I. BUSINESS ENVIRONMENT (CONTINUED)

(1) The Upsizing Trend of Wind Turbine Continues, N-Type PV Panel is Replacing the P-Type

During the reporting period, the development of large-sized wind turbines continued to accelerate, with high power, high tower, long blades continuing to be the mainstream development direction for wind turbines. The most common wind turbine model was upgraded from 5.X at the beginning of the year to 6.X. The 7.X model has also been deployed.

During the reporting period, N-type cell technology including TOPCon, HJT, HBC and perovskite cell has been further developed. It is the consensus that N-type cell technology is replacing P-type as the next-generation technology.

一、經營環境(續)

(一) 風電設備繼續大型化發展，光伏N型技術逐步替代P型

本報告期內，風機「大型化」繼續加速，高功率、高塔筒、長葉片仍舊是風機的主流發展方向。主流機型已從年初的5.X，上升到6.X，7.X機型也已開始投入應用。

本報告期內，包括TOPCon、異質結、HBC和鈣鈦礦技術在內的N型技術得到進一步發展，N型電池技術替代P型電池成為下一代電池技術的發展方向已是業內共識。



I. BUSINESS ENVIRONMENT (CONTINUED)

(2) Rapid Growth of Energy Storage While New Technologies Continued to Diversify

Since 2022, China has issued a series of policies to support the development of energy storage, setting the direction for the roll-out target, market position, and business model of energy storage. At present, more than 90% of regions in China released explicitly the mandatory energy storage requirements for wind and solar power plants. Energy storage has been accelerated with the development of renewable energy.

一、經營環境(續)

(二) 儲能加速發展，技術呈現多元化

2022年以來，中國政府發佈多項儲能發展相關政策，為儲能裝機規模目標、市場地位、商業模式指明了方向。當前中國90%以上地區均已明確風光強制性配儲要求，儲能將隨可再生能源加速發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. BUSINESS ENVIRONMENT (CONTINUED)

(2) Rapid Growth of Energy Storage While New Technologies Continued to Diversify (CONTINUED)

During the reporting period, the diversified development trend of novel energy storage technologies such as compressed air, liquid flow battery, flywheel, solid-state battery, sodium ion, and gravity was obvious. About the aspect of use of technology, the new type of energy storage, mainly lithium-ion battery technology, still dominates the new installation market of energy storage. About the aspect of system safety, thanks to the full adoption of lithium battery water-cooling technology, the safety of the energy storage system has been further enhanced.

(3) Wind Turbine Prices are Relatively Stable with Declines, Photovoltaic Panel Prices Began to Drop

Wind turbine price entered a downward path since 2021 and dropped to RMB 2,000/kW in early 2022. The price of wind turbines continued to decline in the second half of the year, with bid price of RMB 1,500/kW reported in the industry.

At the beginning of 2022, the raw material prices of solar panel continued to soar due to supply shortages. At the same time, as the energy crisis has swept many countries, their demand for PV dramatically increased, resulting in the price hike in the PV supply chain. However, since December 2022, the release of domestic silicon production capacity in China led to a drop in prices of PV cells and components, which will help reduce the cost of investment in PV power plants in the future.

一、經營環境(續)

(二) 儲能加速發展，技術呈現多元化(續)

本報告期內，壓縮空氣、液流電池、飛輪、固態電池、鈉離子、重力式儲能等新型儲能技術多元化發展態勢明顯。技術應用方面，以鋰離子電池技術為主的新型儲能在儲能新增裝機中仍佔絕對主導地位。系統安全性方面，隨著鋰電池水冷技術全面應用，儲能系統安全性進一步提升。

(三) 風電設備價格穩中有降，光伏設備價格開始進入下降通道

風電設備價格方面，自2021年風機主機設備價格進入下降通道以來，2022年初已降至2,000元/kW。下半年，風機價格繼續走低，業內甚至已出現1,500元/kW的投標報價。

2022年年初，受供需矛盾影響，光伏原材料價格不斷攀升，同時在能源危機席捲之下，各國對於光伏的需求劇增，導致光伏產業鏈價格隨之上漲。但2022年12月以來，隨著中國國內矽料產能的釋放，帶動光伏電池、組件價格回落，這將有助於降低今後光伏電站投資成本。

I. BUSINESS ENVIRONMENT (CONTINUED)

(4) Further Deepening the Electricity Market Reform, and Electricity Market Becoming Increasingly Sound

In 2022, China continued to deepen the electricity market reform. The regions of pilot provincial electricity spot market continued to expand, with additional 6 provinces joined in. In 2022, the proportion of transacted electricity volume in China, which is about 5.3 trillion kWh, had a significant increase, accounting for approximately 60.8% of China's total electricity consumption, representing an increase of 15.4 percentage points as compare with last year.

(5) Emphasis on Low-Carbon Development Green Manufacturing, Actively Encourage Carbon Asset Development

In November 2022, the National Development and Reform Commission of China (NDRC) published a document clarifying that the newly-added renewable energy would be excluded from the cap on total energy consumption. The issuance of Green Certificates will cover all renewable energy power projects, thereby establishing a nationwide unified green certificate system. These policies will actively promote the construction of a green certificate trading market and the participation of renewable energy in green certificate trading. Green certificates, renewable energy and CCER have become the supportive direction by the Chinese government, and the government also stresses more on the development of carbon assets, thus the income from carbon assets is expected to improve in the future.

一、經營環境(續)

(四) 持續深化電力市場化改革，電力市場日趨完善

2022年，中國政府繼續深化電力市場化改革。省級電力現貨市場範圍繼續擴大，增加6個試點省份。2022年以來，中國市場化交易電量佔比大幅提高。2022年度市場化交易電量近5.3萬億千瓦時，佔同期全社會電量約60.8%，同比增長15.4個百分點。

(五) 重視低碳發展綠色製造，積極鼓勵發展碳資產

2022年11月，中國國家發改委發文明確新增可再生能源不納入能源消費總量控制，綠證核發範圍覆蓋所有可再生能源發電項目，建立全國統一的綠證體系，積極推進綠證交易市場建設，推動可再生能源參與綠證交易。綠證、綠電、CCER等成為中國政府鼓勵方向，中國政府也更加注重碳資產的發展，未來碳資產類收益將有所提升。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

I. BUSINESS ENVIRONMENT (CONTINUED)

(5) Emphasis on Low-Carbon Development Green Manufacturing, Actively Encourage Carbon Asset Development (CONTINUED)

In December 2022, the EU Council and the European Parliament reached an agreement in relation to the Carbon Border Adjustment Mechanism (CBAM, i.e. carbon tariff) of the EU and the EU Emissions Trading System, formally setting the EU's "carbon tariff". Pursuant to the agreement, the EU will levy additional duties on steel, aluminum, cement, fertilizer, electricity, and hydrogen energy importers from 2026 onwards to compensate EU enterprises for the losses caused by stringent emission reduction measures. This will promote the development of carbon assets in the international market.

(6) Continued Easing in the Credit Environment, Further Reduced Financing Cost

On the financial aspect, the financing environment for domestic enterprises in China continues improving in 2022, and the financing environment for renewable energy power plants continues to be relaxed, with China's domestic lending rate (LPR) currently at a low level in the past three years. The Central Bank of China encouraged social capital to raise funds through multiple channels, and set up investment funds to support the development of the renewable energy industry according to market-based principles. Under the guidance of the "Dual Carbon" target, both China's policy banks and commercial banks are actively engaged in the green financing business, providing sufficient bank loans with lower interest rates for investment renewable power plants.

一、經營環境(續)

(五) 重視低碳發展綠色製造，積極鼓勵發展碳資產(續)

2022年12月，歐盟理事會和歐洲議會宣佈，就歐盟碳邊境調整機制(CBAM，即「碳關稅」)和歐盟碳排放交易系統達成協議，歐盟的「碳關稅」正式確定，根據協議要求，歐盟將從2026年開始向鋼鐵、鋁、水泥、化肥、電力以及氫能等行業進口商徵收額外稅收，以彌補歐盟企業因嚴格減排措施造成的損失。這將推動碳資產在國際市場的發展。

(六) 信貸環境持續寬鬆，融資成本進一步降低

金融方面，2022年中國國內企業融資環境持續改善，可再生能源電站融資環境繼續寬鬆，中國國內的貸款利率水平(LPR)目前處在近三年低位，中國央行鼓勵社會資本按照市場化原則，多渠道籌資，設立投資基金，支持可再生能源產業發展。在雙碳目標指引下，中國政策性銀行和商業銀行機構都積極開展綠色融資業務，為新能源電站投資提供充足而且利率較低的銀行貸款。

II. BUSINESS REVIEW

In 2022, the Group achieved remarkable progress in project development, maintaining a continued growth in various businesses. The scale of projects under construction hit a record high. The Group's asset quality continued to be optimized, and the service business was rapidly moving forward.

In 2022, the Group achieved a total revenue of RMB2,679,368,000 (2021: RMB2,195,540,000 (restated)), representing a year-on-year increase of 22.0%. Profit attributable to equity holders of the Group amounted to RMB871,817,000 (2021: RMB787,534,000 (restated)), representing a year-on-year increase of 10.7%. Basic earnings per share was RMB9.90 cents (2021: RMB9.46 cents (restated)), and diluted earnings per share was RMB9.86 cents (2021: RMB9.39 cents (restated)).

As of 31 December 2022, the Group had net assets of RMB8,094,892,000 (31 December 2021: RMB7,562,887,000 (restated)) and net assets attributable to equity shareholders of the Group per share (excluding treasury shares held for the purpose of cancellation) was RMB0.91 (31 December 2021: RMB0.84 (restated)).

二、業務回顧

2022年，本集團項目開發取得了顯著的成績。各項業務均保持了持續發展態勢，在建項目規模再創歷史新高，資產質量繼續優化，服務業務快速推進。

本年度，本集團共實現收入人民幣2,679,368千元(2021年同期：人民幣2,195,540千元重述)，較上年同期上升22.0%；集團權益持有人應佔溢利人民幣871,817千元(2021年同期：人民幣787,534千元重述)，較上年同期上升10.7%；基本每股盈利為人民幣9.90分(2021年同期：人民幣9.46分重述)；攤薄每股盈利為人民幣9.86分(2021年同期：人民幣9.39分重述)。

截至2022年12月31日，本集團資產淨值人民幣8,094,892千元(2021年12月31日：人民幣7,562,887千元重述)，歸屬於權益持有人(剔除為註銷而暫時持有的庫存股)的每股淨資產為人民幣0.91元(2021年12月31日：人民幣0.84元重述)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Breakthrough in Project Development, Rapid Implementation of Power Plant Construction

1. *Actively Develop New Type Projects with Breakthrough in Large Projects*

During the Year, by closely following new policies of renewable energy in various provinces, the Group finely tuned its top-level design, and leveraged the advantage of its flexibility and expertise. It adopted a differentiated strategy by taking advantage of our strengths, avoiding our limitations, and actively planning. The Group kept increasing project reserves by proactive introducing new business sectors and new business models, actively expanding the types of projects, promoting collaboration, and coordinated development of new energy and industries, and developing projects with great efforts by leveraging its professional capabilities.

During the Year, the Group obtained wind power construction permits of 1,355MW in China. Meanwhile, the Group secured preliminary approved renewable energy projects from national authorities of 4,000MW in China (to be further arranged by provincial authorities as renewable energy construction permits) and achieved a breakthrough in the development of large-scale projects. In 2022, 7 wind power projects and 4 PV power projects were newly approved/registered, totaling 1,556MW. The Group also actively developed energy storage projects in several provinces.

二、業務回顧

(一) 項目開發實現突破，電廠建設快速推進

1. *積極拓展項目類型，大型項目實現突破*

本年度，本集團緊密跟蹤各省、市、省級政府出台的再生能源產業政策，做好頂層設計，發揮集團市場機制靈活、專業化的優勢，採取差異化戰略，揚長避短，積極謀劃，主動開發新產業和新業態，積極拓展項目類型，推動新能源與產業融合，協同發展，依託自身專業能力、全力以赴開發項目，不斷增加集團項目儲備。

本年度，本集團在中國境內取得風電年度開發建設指標1,355MW；同時還取得國家批復項目4,000MW（該等項目需要進一步落實到年度開發建設指標），集團大型項目開發實現突破。2022年，新增核准（備案）風電項目7個、光伏項目4個，合計1,556MW，在多個省份積極拓展儲能項目。

II. BUSINESS REVIEW (CONTINUED)

(1) Breakthrough in Project Development, Rapid Implementation of Power Plant Construction (CONTINUED)

1. **Actively Develop New Type Projects with Breakthrough in Large Projects** (CONTINUED)

During the reporting period, the Group signed new contracts, consisting of 3,505MW of wind power resources, 4,000MW of PV power resources, and a total of 4,020MW/8,040MWh of energy storage pipeline projects. The abundant resource reserve enables sufficient project pipeline for the Group's subsequent construction and sustainable growth.

2. **Strong Acceleration of The Pace of Construction, Newly Installed Capacity Hit a New Record High**

During the Year, the scale of the Group's projects under construction hit a new high. The total capacity of the Group's power plants under construction of 1,982MW (2021: 1,834MW). Among them, there are 8 expansion projects and 12 new projects.

During the reporting period, the Group commissioned 10 new power plants into commercial operation with a total installed capacity of 1,111MW. Among them, 9 were wind power plants with a total attributable installed capacity of 992MW, and 1 was a PV power plant with an attributable installed capacity of 70MW.

二、業務回顧(續)

(一) 項目開發實現突破，電廠建設快速推進(續)

1、積極拓展項目類型，大型項目實現突破(續)

本報告期內，本集團新簽風電資源3,505MW、光伏資源4,000MW；新簽儲能項目資源4,020MW/8,040MWh。豐富的資源儲備，保證了集團後續項目的建設與持續發展。

2、大力加快建設節奏，新投產容量再創新高

本年度，本集團建設項目規模達到新高，投資電廠的總建設裝機容量為1,982MW(2021年同期：1,834MW)，其中，續建項目8個，新建項目12個。

本報告期內，本集團新增投產電廠10間，總裝機容量1,111MW，均為集團控股項目。其中風電項目9個，權益裝機容量992MW，光伏項目1個，權益裝機容量70MW。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(1) Breakthrough In Project Development, Rapid Implementation of Power Plant Construction (CONTINUED)

2. Strong Acceleration of The Pace of Construction, Newly Installed Capacity Hit a New Record High (CONTINUED)

As of 31 December 2022, the Group invested in grid-connected wind power and solar power plants with an attributable installed capacity of 3,588MW. Among them, the attributable installed capacity is 3,137MW of wind power plants and 451MW of PV power plants. As of the end of the reporting period, the attributable capacity of the Group's subsidiary-owned power plants accounted for 81.2% of the Group's total attributable installed capacity. The attributable installed capacity of the Group's owned subsidiary-free projects has reached 2,161MW, accounting for 60.2% of the Group's total attributable installed capacity.

二、業務回顧(續)

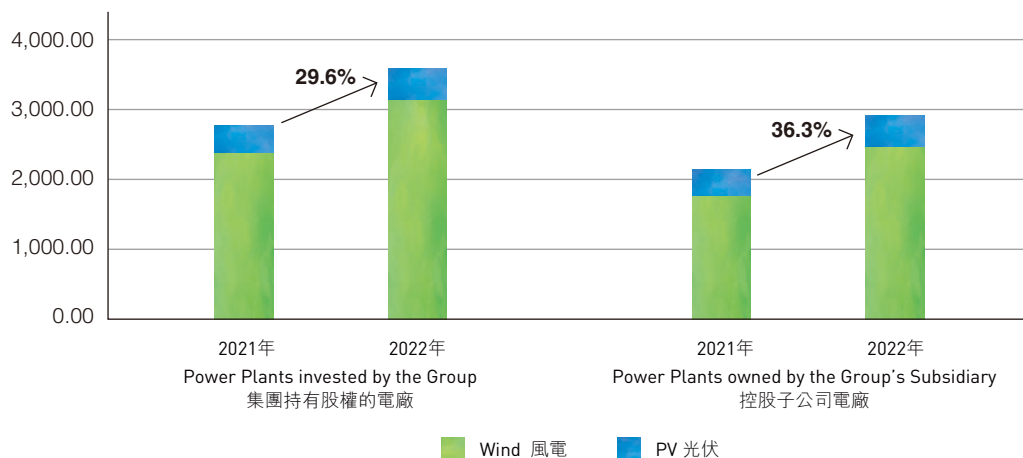
(一) 項目開發實現突破，電廠建設快速推進(續)

2、大力加快建設節奏，新投產容量再創新高(續)

截至2022年12月31日，本集團持有股權的併網發電風電及光伏電廠權益裝機容量3,588MW。其中，風電廠權益裝機容量3,137MW；光伏電廠權益裝機容量451MW。截至本報告期末，本集團控股子公司電廠權益容量佔集團權益裝機容量的81.2%，無補貼項目權益裝機容量已達2,161MW，佔集團權益裝機容量的60.2%。

ATTRIBUTABLE INSTALLED CAPACITY (MW) 權益裝機容量 (MW)

Business Segments	業務板塊	Power Plants invested by the Group 集團持有股權的電廠			Power Plants owned by the Group's Subsidiary 其中：控股子公司電廠		
		2022 2022年	2021 2021年	Change Rate 變化率	2022 2022年	2021 2021年	Change Rate 變化率
Wind	風電	3,137	2,387	31.4%	2,469	1,763	40.1%
PV	光伏	451	381	18.4%	444	374	18.7%
Total	合計	3,588	2,768	29.6%	2,913	2,137	36.3%



II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits

1. Significant Growth in Attributable Electricity Generation, Safe and Efficient Production of Power Plants

During the Year, by consistently following safety management policy of “Safety First, Prevention Priority and Comprehensive Management”, the Group continuously improved the safety management system, and established a regular mechanism for business training of safety professionals and part-time positions. It strengthened the quantitative assessment on the safety responsibility system to tighten process control. It created a database on safety risk source identification and information, improved the standard of safety measures. It steadily carried out hidden risk identification to deepen hidden risks management. It emphasized on ecological environment and quality supervision and commenced safety education and training through multiple means to effectively enhance the Group’s safety level. The above measures have further reinforced the Group’s safety awareness and ensured the Group’s safe and stable operation.

During the Year, the Group’s power plants maintained safe and stable generation. During the year, the Group’s power plants maintained safe and stable production, with no accidents of serious personal injury or above, and no major equipment accidents or above, ensuring stable and reliable power supply and the safety of personnel and property.

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升

1、權益發電量增長迅猛，電廠生產安全高效

本年度，本集團繼續遵循「安全第一，預防為主，綜合治理」的安全管理方針，不斷完善安全管理體系，建立安全專兼職崗位業務培訓常態化機制。同時充實了安全管理團隊專業人員，強化安全責任制量化考核，嚴格過程管控，搭建安全風險源辨識及資料庫，完善安全標準化建設，扎實開展隱患排查，深入隱患治理，注重生態環境與質量監督，通過多種形式開展安全教育培訓，有效提升集團安全水平，進一步築牢集團安全防線，確保集團安全穩定運行。

本年度，本集團電廠保持安全、穩定生產，未發生一般人身重傷及以上事故，未發生重大及以上設備事故等，確保了電力供應穩定、可靠和人員人身及財產安全。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

1. Significant Growth in Attributable Electricity Generation, Safe and Efficient Production of Power Plants (CONTINUED)

In 2022, benefiting from newly added projects, the attributable power generation achieved a rapid growth and recorded an increase of 27.7% over the same period of last year. The attributable power generation of the Group's subsidiary-owned power plants accounted for 78.5% of the Group's attributable power generation.

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升(續)

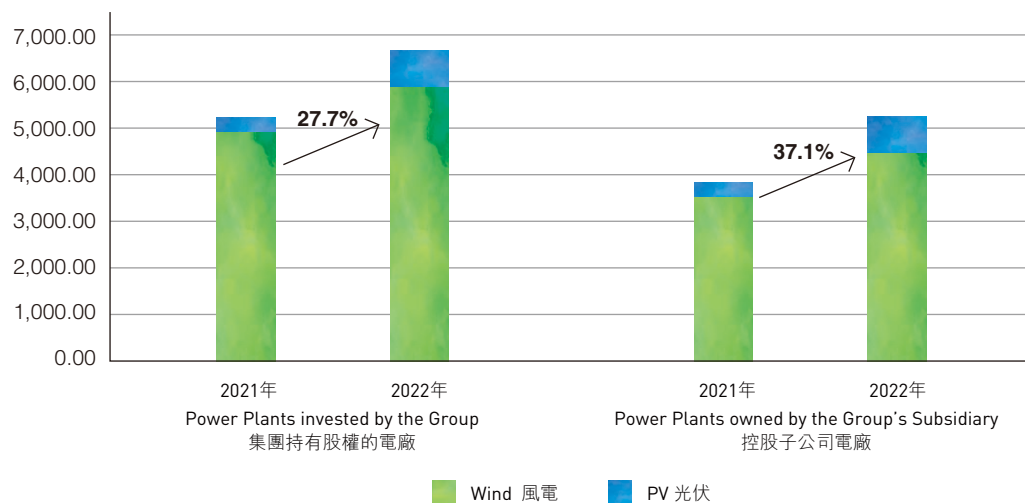
1. 權益發電量增長迅猛，電廠生產安全高效(續)

2022年，得益於年初新投產項目的增多，本集團權益發電量增長強勁，較上年同期增長27.7%。其中控股子公司電廠權益發電量佔集團權益發電量的78.5%。

ATTRIBUTABLE ELECTRICITY GENERATION (GWH)

權益發電量 (GWH)

Business Segments	業務板塊及區域	Power Plants invested by the Group 集團持有股權的電廠			Power Plants owned by the Group's Subsidiary 其中：控股子公司電廠		
		2022 2022年	2021 2021年	Change Rate 變化率	2022 2022年	2021 2021年	Change Rate 變化率
Wind	風電	5,893.7	4,930.7	19.5%	4,474.2	3,541.6	26.3%
PV	光伏	779.3	293.8	165.2%	767.1	282.4	171.6%
Total	合計	6,673.0	5,224.5	27.7%	5,241.3	3,824.0	37.1%



II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

1. Significant Growth in Attributable Electricity Generation, Safe and Efficient Production of Power Plants (CONTINUED)

In 2022, thanks to the increase in the proportion of high-quality grid parity projects, as well as the Group's active implementation of technology improvement and fine management, the operational quality of the Group's power plants was further improved. The average utilization hours of wind and PV continued to rise. The weighted average utilization hours of wind power plants owned by the Group's subsidiaries was 2,921 hours, which was 31.5% higher than the China's average. The weighted average utilization hour of PV power plants held by the Group's subsidiaries was 1,532 hours, which was 14.6% higher than the China's average.

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升(續)

1. 權益發電量增長迅猛，電廠生產安全高效(續)

2022年，得益於優質平價項目佔比的提高，以及集團積極實施提效技改，加強精細化管理，本集團電廠運營質量大幅提升，風電、光伏平均利用小時數繼續增長。本集團控股子公司持有風電廠加權平均利用小時數2,921小時，較中國平均水平高出31.5%。本集團控股子公司持有光伏電廠加權平均利用小時數1,532小時，較中國平均水平高出14.6%。

WEIGHTED AVERAGE UTILIZATION HOURS (HOUR)

電廠加權平均利用小時(小時)

		2022			2021		
		2022年			2021年		
Business Segments	業務板塊	Power Plants	Greater than		Power Plants	Greater than	
		owned by	China's	Average (%)	owned by	China's	Average (%)
		the Group's	Average in	China	the Group's	Average in	China
		subsidiaries	China	差值佔中國	subsidiaries	China	差值佔中國
		集團控股子	中國平均	平均的比率	集團控股子公	中國平均	平均的比率
		公司電廠			司電廠		
Wind	風電	2,921	2,221	31.5%	2,697	2,246	20.1%
PV	光伏	1,532	1,337	14.6%	1,420	1,163	22.1%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

1. Significant Growth in Attributable Electricity Generation, Safe and Efficient Production of Power Plants (CONTINUED)

In 2022, the power curtailment rate of the Group's invested power plants saw a favourable trend, with a year-on-year decrease on wind power and PV power curtailment rates. The consolidated power curtailment rate of the Group's invested power plants was 2.8%, representing a decrease of 0.4 percentage points as compared with the same period last year. The consolidated power curtailment rate of subsidiary-owned power plants was 2.5%, representing a decrease of 0.3 percentage points as compared with the same period of last year.

CURTAILMENT RATES (%)

限電率 (%)

Business Segments	業務板塊	Power Plants invested by the Group 集團持有股權的電廠			Power Plants owned by the Group's Subsidiary 其中：控股子公司電廠		
		2022 2022年	2021 2021年	Change 變化量	2022 2022年	2021 2021年	Change 變化量
Consolidated Power Curtailment Rate	綜合限電率	2.8%	3.2%	-0.4%	2.5%	2.8%	-0.3%
Including: Wind	其中：風電	2.6%	2.9%	-0.3%	2.2%	2.1%	0.1%
PV	光伏	3.8%	9.8%	-6.0%	4.1%	10.9%	-6.8%

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升(續)

1. 權益發電量增長迅猛，電廠生產安全高效(續)

2022年，本集團投資的電廠限電情況向好，風電、光伏限電率同比下降。本集團投資的電廠綜合限電率2.8%，相比去年同期下降0.4個百分點，其中子公司持有電廠綜合限電率2.5%，相比去年同期下降0.3個百分點。

II. BUSINESS REVIEW (CONTINUED)

二、業務回顧(續)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

(二) 生產運營安全高效，電廠效益穩步提升(續)

1. Significant Growth in Attributable Electricity Generation, Safe and Efficient Production of Power Plants (CONTINUED)

1、權益發電量增長迅猛，電廠生產安全高效(續)

In 2022, the availability of the Group's power plants continuously remained at a favourable level.

2022年，本集團電廠可利用率持續維持較好水平。

AVAILABILITY OF POWER PLANTS (%)

電廠可利用率(%)

Business Segments	業務板塊	Power Plants invested by the Group 集團持有股權的電廠			Power Plants owned by the Group's Subsidiary 其中：控股子公司電廠		
		2022 2022年	2021 2021年	Change 變化量	2022 2022年	2021 2021年	Change 變化量
Wind	風電	98.50%	98.28%	0.22%	98.40%	98.63%	-0.23%
PV	光伏	99.90%	99.95%	-0.05%	99.89%	99.94%	-0.05%

2. Steady Growth in Power Plant Revenue and Profit

2、電廠收入及利潤穩步增長

Benefited from commercial operation of high-quality grid-parity projects, improved asset quality of existing power plants and the rising installed capacity, the Group achieved year-on-year growth in revenue and net profit from power generation.

得益於高質量的平價項目投產，存量電廠資產質量提升，以及裝機容量的增加，本集團電廠收入及淨利潤實現同比增長。

In 2022, the Group's subsidiary-owned power plants achieved a revenue of RMB 2,114,106,000, an increase of 20.9% over the same period of last year. It accounted for 78.9% of the Group's total revenue.

2022年，本集團控股子公司電廠共實現收入人民幣2,114,106千元，較上一年度同期增長20.9%，佔集團收入的78.9%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

2. Steady Growth in Power Plant Revenue and Profit (CONTINUED)

In 2022, the Group's subsidiary-owned power plants achieved a total net profit of RMB817,876,000 from power generation, representing an increase of 7.0% over last year. The Group's shared net profits from power generation business of its associates and joint ventures was RMB170,119,000.

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升(續)

2、電廠收入及利潤穩步增長(續)

2022年，本集團控股子公司電廠共實現發電淨利潤人民幣817,876千元，較上一年度同期增長7.0%，集團分享聯營公司及合營企業發電業務淨利潤人民幣170,119千元。

REVENUE AND NET PROFIT FROM POWER PLANTS (RMB'000)

電廠收入及淨利潤(人民幣：千元)

		2022	2021 (Restated)	Change
		2022年	2021年重述	變化率
Revenue from Subsidiary-owned Power Plants	控股子公司電廠收入	2,114,106	1,748,842	20.9%
Including: Wind	其中：風電	1,769,309	1,553,401	13.9%
PV	光伏	344,797	195,441	76.4%
Net Profit from Subsidiary-owned Power Plants	控股子公司電廠淨利潤	817,876	764,280	7.0%
Including: Wind	其中：風電	702,675	684,240	2.7%
PV	光伏	115,201	80,040	43.9%
Net Profit from Jointly-owned Power Plants	合聯營電廠淨利潤	170,119	153,093	11.1%
Including: Wind	其中：風電	165,532	148,456	11.5%
PV	光伏	4,587	4,637	-1.1%

II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

3. LCOE Continued to Fall, Achieved Breakthrough in Green Certificates Revenue

As China's renewable energy enter the era of grid parity, the average sale price of electricity generated from existing and new projects is declining. However, thanks to technology innovation, the levelized cost of electricity for new projects remains very competitive and enables us to achieve favourable return. During 2022, with the impacts of the operation commencement of more grid parity projects, the increase of electricity trading and ancillary service cost sharing, the weighted average sale price of the electricity generated by the Group's invested power plants fell slightly. However, the Group's consolidated levelized cost of electricity (LCOE) continued to decline, with the LCOE decreased by 10.4% compared with last year.

Meanwhile, with more newly added grid-parity projects and the disposal of power plants with renewable energy subsidies, the Group has continuously reduced its reliance on renewable energy subsidies.

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升(續)

3、度電成本持續下降，綠證收益實現突破

隨著中國風電、光伏行業進入平價時代，包括存量項目、新增項目在內的平均上網電價將呈下降趨勢。但由於技術進步，新增項目的度電成本已具有很強的競爭力，能夠實現較好收益。本年度，受平價項目投產、交易電量增多以及輔助服務分攤等多重影響，本集團投資的電廠加權平均上網電價小幅下降，但集團持有項目綜合度電成本在持續下降，度電成本相比上年度下降了10.4%。

與此同時，隨著本集團平價項目投產增加，帶有綠電補貼電廠的陸續轉讓，本集團綠電補貼的依賴度持續下降。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(2) Safe and Efficient Production and Operation, Steady Growth in Power Plant Profits (CONTINUED)

3. LCOE Continued to Fall, Achieved Breakthrough in Green Certificates Revenue (CONTINUED)

二、業務回顧(續)

(二) 生產運營安全高效，電廠效益穩步提升(續)

3、度電成本持續下降，綠證收益實現突破(續)

WEIGHTED AVERAGE SALE PRICE OF THE ELECTRICITY GENERATED (RMB/KWH) (INCLUDING VAT)

電廠加權平均上網電價(元/千瓦時)(含增值稅)

Business Segments	業務板塊	Power Plants invested by the Group 集團持有股權的電廠			Power Plants owned by the Group's Subsidiary 其中：控股子公司電廠		
		2022 2022年	2021 2021年	Change 變化量	2022 2022年	2021 2021年	Change 變化量
Wind	風電	0.4390	0.5005	-0.0615	0.3904	0.5124	-0.1220
PV	光伏	0.5122	0.8020	-0.2898	0.4895	0.7806	-0.2911

In addition, the sale of green certificates and green electricity made a positive impact on the Group's revenue. During 2022, the Group strengthened the whole-process management of the registration and sale of green certificates. The Group issued 1.519 million green certificates for grid-parity projects, representing an increase of 64% year-on-year. Green certificates bulk sales contract has signed. As of 31 December 2022, a revenue of RMB25,494,000 was obtained by selling green certificates, a leading position in the market. During 2022, the volume of green electricity transacted was approximately 295GWh, equivalent to an average increase of RMB0.05/kWh compared to the reference tariff of thermal power. In the future, the Group will continue to maintain existing customers, and vigorously expand new sectors and new customers, so as to maintain the steady growth of green certificates and green electricity businesses.

此外，綠證、綠電交易對集團收入有正向影響。本年度，本集團加強對綠證註冊、銷售的全過程管理，本報告期內本集團核發無補貼綠證151.9萬張，同比上升64%，並已開啟綠證批量銷售合同簽訂。截至2022年12月31日，累計完成平價項目綠證銷售25,494千元，在行業內名列前茅。本年度，平價項目綠電交易2.95億千瓦時，相比標杆燃煤電價平均提升0.05元/千瓦時。未來將繼續維護老客戶，大力拓展新行業、新客戶，繼續保持綠證、綠電業務穩步增長。

II. BUSINESS REVIEW (CONTINUED)

(3) Actively Expanded Financing Channels, Financing Cost Significantly Reduced

During the reporting period, the Group has been granted comprehensive credit facilities by several banks, with an increasing proportion from bank financing. During the year, the financing interest rate remained low, while the weighted average cost decreased by 0.4 percentage point as compared with last year. Financing channels were further expanded, while the financing cost of new projects decreased remarkably to effectively improve asset efficiency.

(4) Continued Optimization of the Asset Quality

The Group continued to conduct the dynamic analysis of the economic benefits of existing power plants to strengthen the monitoring and analysis of the indicators such as cash flow and debt. It carried out targeted asset optimization to continuously improve asset quality and capital structure. It continuously reduced the reliance on renewable energy subsidies, improved cash flow, and enhanced the shareholder return, to ensure the steady development of the Group.

During the reporting period, the Group actively optimized its assets, disposing of 189MW attributable installed capacity of power plants, result in a decrease of the renewable energy subsidy receivables and contract assets by RMB 306 million. It effectively reduced the Group's reliance on renewable energy subsidies, improved its cash flow and asset structure.

二、業務回顧(續)

(三) 積極拓展融資渠道，融資成本下降顯著

本報告期內，本集團融資渠道得以拓展，已在多家銀行建立綜合授信，實現了銀行融資比例的提高，本年度融資利率持續降低，新增項目融資成本顯著下降，集團加權平均成本較上年減低0.4個百分點，有效提升資產效益。

(四) 繼續開展資產優化，持續提升資產質量

本集團堅持動態分析存量電廠經濟效益，加強現金流和負債指標的監控與分析，有針對性的開展資產優化，持續提升資產質量，優化資本結構，持續降低對綠電補貼的依賴，改善現金流，提高股東回報率，確保集團穩健發展。

本報告期內，本集團積極優化資產，共計出售電廠權益裝機容量189MW。本年度出售電廠減少綠電補貼應收賬款及合同資產共計人民幣3.06億元，有效降低綠電補貼依賴，改善現金流和資產結構。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

II. BUSINESS REVIEW (CONTINUED)

(5) Sustainable Growth Consolidated the Leading Position of Intelligent O&M

During the reporting period, the Group's intelligent O&M sector achieved a revenue of RMB279,092,000 to the Group (2021: RMB244,834,000), representing a year-on-year increase of 14.0%.

The intelligent O&M sector is the significant arrangement for the existing assets of the renewable energy industry. With more than 16 years of experience in the full lifecycle asset management of the Group's own power stations, It developed unique technical and management advantages and gradually established a leading position in the industry. It consistently provided "house-keeper" operation and O&M management services for a variety of renewable energy assets from the perspective of project owners. It keeps innovating in practice and actively develop future-oriented intelligent operation and maintenance technologies. As of the end of 2022, the O&M sector further increased its delivery capabilities. It delivered services covering most provinces across the country, consolidate the advantages consisting of people and networks, enables service resources sharing due to the scale of business. In the future, leveraging on the advantages of the Group, the O&M sector will establish trading service capabilities in the electricity market, and provide customers with personalized service products, quickly adapt to market changes, provide customers with personalized service products that are more adaptable to the new market environment.

二、業務回顧(續)

(五) 智慧運維高速發展，繼續保持行業領先

本報告期內，本集團智慧運維板塊實現收入人民幣279,092千元(2021年同期：人民幣244,834千元)，同比增長14.0%。

智慧運維板塊是本集團面向存量資產運營的重要佈局，依託對集團自有電站超過16年的全生命週期資產管理經驗沉澱，已形成獨特的技術與管理優勢，逐步確立行業領先地位。智慧運維板塊始終從業主的視角出發，為各種清潔能源資產類型提供管家式的運營及運維管理服務，並在實踐中持續創新，積極培育面向未來的智慧運維技術。截至2022年末，智慧運維板塊交付能力進一步提升。交付單元覆蓋全國各省，人才和網點構成的服務優勢更加穩固，業務的規模化實現了服務資源的共用。未來運維板塊將依託集團優勢，建立電力市場交易服務能力，快速適應市場變化，為客戶提供更加適應新市場環境的個性化服務產品。

II. BUSINESS REVIEW (CONTINUED)

(6) Further Progress in Power Design, Leasing and Other Service Businesses

During the reporting period, the Group's design sector endeavored to develop its business and expand its scale, leading to a significant increase of 75% in revenue. It carried out a number of EPC projects including distributed wind power, distributed PV power and energy storage projects. In terms of technology, the "Wuhe Century Concord Yinmahu Wind Farm" project has been recommended by Beijing Engineering Exploration and Design Association to participate in the China Engineering and Consulting Association Awards as the representative of Beijing Outstanding Project. The "The standard iron tower of Yilan Dongsheng Wind Farm adds a T-shaped cross-arm to reduce the total cost of the line" project won the Third Prize for 2022 Outstanding QC Group Results Award granted by China Electric Power Planning and Engineering Association.

During the reporting period, focus on distributed PV and wind power projects and behind-meter energy storage business, the Group's leasing sector carried out financial leasing. It actively expanded businesses as well as strictly controlled risks by integrating industry and financing in investment decision making to effectively control risks. The total assets, net assets, revenue and net profit of the leasing operation saw growth during the year.

During the reporting period, the Group has gradually carried out business adjustments to its electricity sales companies. It improved their qualification and expanded business teams, as well as enhanced its professional service capability by strengthening exchanges and actively studying the trading policies and transactions of pilot provinces. Meanwhile, in compliance with the latest policies of various provinces in China, the Group has actively engaged in market-oriented transactions and related new business.

二、業務回顧(續)

(六) 電力設計、租賃及其他服務業務繼續拓展

本報告期內，本集團所屬設計板塊，努力拓展業務，擴大規模，營收大漲75%。開展分散式風電、分佈式光伏和儲能等多項EPC業務。技術方面，「協合五河縣飲馬湖風電場項目」，作為北京市優秀項目代表被北京市勘察設計協會推薦參與中國勘察設計協會評獎，「依蘭東升風電場標準鐵塔增設丁字型橫擔降低線路總造價」專題榮獲中國電力規劃設計協會2022年電力勘測設計行業優秀QC小組活動三等獎。

本報告期內，本集團所屬租賃板塊，立足於分佈式光伏、分散式風電、用戶側儲能業務等新能源領域開展融資租賃，積極進行業務開拓並嚴格進行風險控制，踐行產融結合的投資選擇，有效控制資金風險。本年度租賃公司資產總額、淨資產、收入和淨利潤均有所增長。

本報告期內，本集團對所屬之售電公司，逐步開展業務調整，完善公司資質，擴充業務團隊，通過加強行業交流，積極研究分析試點省份交易政策、交易情況，提升專業服務能力，同時結合中國國內各省份最新政策，積極參與市場化交易，積極探索新業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

III. ENVIRONMENTAL PROTECTION, COMPLIANCE AND SOCIAL RESPONSIBILITY

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

1. Environmental Policies and Performances

The Group specializes in the wind and PV power generation and related businesses, and emphasis on the investment and management in environmental protection, soil and water conservation and biodiversity protection. The Group has always been implementing the national energy conservation and emission reduction policies to earnestly fulfil its corporate social responsibility in invested countries. The Group always performs its environmental responsibilities in accordance with the environmental regulations and industry practices of locations where it operates. It strives to maintain sustainable and healthy development for the environment as well as for humans and commits to our responsibilities for improving the energy structure, mitigating air pollution, and reducing greenhouse gas emissions and haze. The Group also insists on practicing green office concept to reduce emissions and discharges from its own office operation activities, improve efficiency in the use of resources and energy.

The Group strictly complies with the environmental laws and regulations in invested countries. It actively took the responsibility to conserve energy and reduce emissions. During the Year, there was no violation of environmental laws, regulations, and policies in invested countries. The Group actively fulfilled its social responsibility. While focusing on the development of renewable energy business, the Group was also committed to community welfare in order to reciprocate the society by various means.

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) 環境政策與表現

本集團從事風電和光伏發電等可再生能源發電業務，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，長期積極貫徹國家的節能減排政策，切實履行公司社會責任。始終以運營當地環境法規及行業規則的標準履行環境責任，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。集團亦堅持踐行綠色辦公理念，減少自身辦公運營活動的碳排放，提高資源和能源的使用效率。

本集團嚴格遵守投資國的環保法規和環保政策，積極主動承擔節能減排責任，本年度未發生違反投資國環境法律法規和政策的情況。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，以各種方式回饋社會。

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

三、環境保護、合規及社會責任(續)

1. Environmental Policies and Performances (CONTINUED)

(一) 環境政策與表現(續)

During the Year, the Group achieved the reduction of carbon dioxide, sulphur dioxide, and nitrogen oxides emissions and the saving of standard coal and water conservation from the electricity generated by the Group's invested wind and PV power plants, as compared with those by conventional thermal power plants. The reduction in pollutants positively contributed to the reduction in air pollution, greenhouse gas emissions and haze.

本年度，本集團投資的風電及光伏發電廠所發電量與傳統電廠相比，減少了二氧化碳、二氧化硫、氮氧化物的排放，並節約了標煤和用水。污染物的減排為降低空氣污染和減少溫室氣體排放、減少霧霾作出了積極貢獻。

EMISSION REDUCTION FROM POWER PLANTS

電廠減排量

Emissions Reduction Indicators	減排指標	Accumulated	
		2022 2022年	Amount 累計數
CO ₂ (Kilotons)	CO ₂ (千噸)	7,092	47,543
SO ₂ (tons)	SO ₂ (噸)	1,679	27,757
NO _x (tons)	NO _x (噸)	1,751	25,509
Standard Coal Saving (Kilotons)	節約標煤(千噸)	2,751	17,673
Water Saving (Kilotons)	節約用水(千噸)	10,864	100,374



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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

2. Compliance

During the year, the Group strictly complied with the relevant standards, laws and regulations in business, management and labour regulations.

3. Customers and Suppliers Relationship

During the year, the Group maintained good relationships with its customers and suppliers without major disputes.

During the year, sales of the Group's top five customers accounted for 58.8% of the Group's total sales during the reporting period, including 15.3% from State Grid Hubei Electric Power Company, the largest customer.

During the year, purchases from the Group's top five suppliers accounted for 45.0% of the Group's total procurement during the reporting period, including 18.6% from the largest supplier, Zhejiang Yunda Wind Power Company Limited, which supplied wind turbine for wind power projects invested by the Group.

IV. HUMAN RESOURCES

The Group has been awarded "Outstanding Employer Award" for the third consecutive year by liepin.com (獵聘網). The Group always upholds to the core values of "people-oriented, value creation and pursuit of excellence". The Group safeguards the legitimate rights and interests of its employees, cares about the career development of its employees and their health and safety, strive to achieve the shared growth of its employees and the Group. 202 training sessions were organized in the year 2022. The Group enabled the innovations of training mechanism, trained employees in various aspects to improve their skills.

三、環境保護、合規及社會責任(續)

(二) 合規

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。

(三) 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，本集團五大客戶銷售額佔本報告期總銷售額58.8%，其中最大客戶為國網湖北省電力公司，佔15.3%。

本年度，本集團五大供應商採購額佔本報告總採購額45.0%，其中最大供應商為浙江運達風電股份有限公司，佔18.6%，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

集團已連續三年獲得獵聘網優秀僱主獎。本集團始終秉承「以人為本、創造價值、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。2022年組織各類培訓202餘場次，創新培訓機制，多方面培養員工，提升員工技能水平。

IV. HUMAN RESOURCES (CONTINUED)

During the year, the Group continued to promote management digitalization and centralized management, deepen regional management, optimize the organizational structure and personnel allocation; improve working efficiency, highlight key points to reduce unnecessary work, strengthen the exploration of employee's potential, and match talents to suitable positions through internal transfer and external hiring. During the year, the Group has continuously promote the system of five-career-pathway, providing broader career development and promotion pathways. It has continuously carried out the recruitment qualification standard that implements personnel job evaluation and certification. The Group also refined the talent management mechanism which includes job rotation, transfer and occupational trainings, improved the training system to comprehensively develop talents, well managed the talent pipeline to unleash the full potential of its employees. At the same time, the Group has continuously improved the standardization of its systems and processes as well as its system management mechanism, exercising strict risk control, continuously optimizing the workflow, refining and streamlining, continuously improving the efficiency to support the rapid and efficient development of the Group.

As of 31 December 2022, the Group had 2,574 full-time employees (31 December 2021: 1,907), including 217 staff at the Group headquarters, 450 in project development and management, 1,747 in power plant operation and maintenance, 47 in energy IoT R&D, and 113 in design, leasing and other businesses.

四、人力資源(續)

本年度，集團持續推進管理數位化和集約化，深化區域管理，開展組織機構調整優化，合理配置人員，提高工作效率，突出重點，減少重複工作環節，加強人才潛力的挖掘，通過內調外聘，實現人崗最優匹配。本年度繼續推動五大崗位職系落地，拓寬並完善員工職業發展路徑和晉升通道，持續推行任職資格標準，踐行人員任職評定及認證，完善了輪崗、借調、掛職鍛煉等人才管理機制，持續完善培訓體系，全方位培養人才，加大後備人才培養力度，激發員工潛能。同時，持續完善集團制度流程標準化工作，不斷完善、健全集團制度管理體系，嚴格風險管控，持續優化辦事流程，去粗取精，刪繁就簡，不斷提升工作效率，支撐集團業務快速高效發展。

截至2022年12月31日，本集團擁有2,574名全職僱員(2021年12月31日：1,907名)，其中集團總部人員217人，項目開發、管理450人，運行維護1,747人，能源物聯網技術開發47人，設計、租賃等業務113人。

MANAGEMENT DISCUSSION AND ANALYSIS

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V. FINANCIAL RESOURCES AND COMMITMENTS

As at 31 December 2022, the Group held cash and bank balances of approximately RMB4,049,279,000 (31 December 2021: RMB4,151,437,000); the Group's net assets amounted to RMB8,094,892,000 (31 December 2021: RMB7,562,887,000 restated). The balance of bank and other borrowings of the Group was RMB13,321,143,000 (31 December 2021: RMB10,939,507,000); the liability-to-asset ratio was 70.2% (31 December 2021: 68.6% (restated)).

Pledge of Assets

As of 31 December 2022, the buildings and equipment of the Group were pledged to secure borrowings balance of RMB10,488,820,000 (31 December 2021: RMB9,702,631,000).

Contingent Liability

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) ("Daoxian Century Concord") and Daoxian Jingtang Century Concord Wind Power Co., Ltd.* (道縣井塘) ("Daoxian Jingtang") under the lease contracts. As of 31 December 2022, the total principal debt's balances of Daoxian Century Concord and Daoxian Jingtang which the Group provided joint liability guarantees were RMB338,643,000.

Save as mentioned above, the Group did not have any material contingent liabilities as at 31 December 2022.

Commitments

As of 31 December 2022, the Group had contracted but not yet incurred RMB2,380,563,000 (31 December 2021: RMB2,068,344,000) of capital expenditure.

As of 31 December 2022, the total amount of equity capital contracted but not yet paid to joint ventures and associates was RMB44,500,000 (31 December 2021: RMB103,540,000).

五、財務資源與承擔

截至2022年12月31日，本集團持有貨幣資金約為人民幣4,049,279千元(2021年12月31日：人民幣4,151,437千元)；集團淨資產為人民幣8,094,892千元(2021年12月31日：人民幣7,562,887千元重述)；本集團銀行借款及其他借款餘額為人民幣13,321,143千元(2021年12月31日：人民幣10,939,507千元)；資產負債率為70.2%(2021年12月31日68.6%重述)。

資產抵押

截至2022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10,488,820千元(2021年12月31日：人民幣9,702,631千元)。

或然負債

於2019年6月27日起，本集團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2022年12月31日，本集團擔保的道縣協合、道縣井塘之債務本金餘額為人民幣338,643千元。

除上述提及內容外，於2022年12月31日，本集團並無任何重大或然負債。

承擔

截至2022年12月31日，本集團已簽訂合同但仍未產生資本開支為人民幣2,380,563千元(2021年12月31日：人民幣2,068,344千元)。

截至2022年12月31日，已簽訂合同但未撥付予合營企業及聯營公司權益資本金總額為人民幣44,500千元(2021年12月31日：人民幣103,540千元)。

VI. RISK FACTORS AND RISK MANAGEMENT

The Group's main business is the investment and operation of renewable energy power plants. The main risks faced by the Group include international political risk, exchange rate risk, policy risk, market risk, climate risk and power curtailment risk, etc.

The Group will assess the possible adverse factors, formulate various countermeasures to mitigate the risks, closely follow the international situation and changes in exchange rates, closely track the related policies and evaluate their impacts, formulate scientific electricity trading strategies, strengthen equipment operation management, improve production and operation efficiency and enhance the profitability of power generation. The Group will continue to enhance its capabilities and strengths of project development, implement a strategy that integrating non-power generation investment and project quota acquisition, utilize its flexibility advantages to implement its development strategy. The Group will make reasonable geographic distribution of power plants across the country to minimize the overall risk of regional wind and solar resource fluctuations and power curtailments on the its power plants.

VII. THE OUTLOOK

At present, the renewable energy generation is booming and will gradually become the main power source, which will bring profound changes to the power industry. In the course of building a new power system that adapts to carbon neutrality, more investment and service opportunities will emerge. With years of experience in the renewable energy industry, the Group will actively grasp these opportunities, be brave to compete, actively participate in building new power system, focus on power generation as the main business, leverage our professional advantages, and collaborate with the service business sector for multi-wing development.

六、風險因素及風險管理

本集團以新能源電站投資運營為主要業務，面臨的主要風險有：國際政治風險、匯兌風險、政策風險、市場風險、氣候風險、限電風險等。

本集團將對可能存在的不利因素進行評估，制定降低風險的各項應對措施，緊跟國際局勢，匯率變化，密切跟蹤政策導向並分析政策影響，制定科學的電量交易策略，加強設備運營管理，提高生產運營能力，提升電廠效益；集團將持續提升自身開發能力與力度，實行產業投資與項目獲取相結合的策略，發揮靈活優勢，科學佈局開發策略；本集團將在全國範圍合理佈局，平抑地區風光資源波動和限電可能對集團投資帶來的的總體風險。

七、前景展望

當前新能源行業蓬勃發展，並逐漸成長為電源主體，這將帶來電力行業的深刻變革。在構建適應碳中和的新型電力系統的過程中，將會湧現出更多的投資和服務機會，本集團憑藉在新能源行業多年的積累，將積極把握其中的機遇，勇於競爭、敢於競爭，積極參與新型電力系統的構建活動，聚焦發電主業，發揮專業優勢，協同服務業多翼發展。

VII. THE OUTLOOK (CONTINUED)

In 2023, the Group will focus on the following tasks:

1. Accelerate Project Development And Construction To Achieve Rapid Growth In Installed Capacity

The power generation is the major profit source and profit growth driver of the Group. The Group will scale up the investment of renewables focusing on wind and solar power align with the national policy and its available resource. It will proactively plan the development of comprehensive wind and solar bases, take various measures to obtain project quotas. It will actively speed up the preparation of project construction in advance to promote project construction with scientific arrangement and effective coordination, enhance the control of project nodes and stringent cost to ensure the steady growth of power generation business. With these efforts, the Group aims to achieve rapid growth in installed capacity.

2. Strive to Enhance Market-Based Revenue, Further Exploit the Value Of Carbon Assets

Continuously reducing the LCOE is a long-term goal pursued by the Group. The Group will continue to center on the core concept of “lowest LCOE” to create greater values and further enhance the awareness of operational excellence. By closely keep up the electricity market reform, the Group will establish a professional trading management team, explore scientific trading strategies in depth, and rapidly build its trading capacity to ensure the steady profit growth from power generation. In addition, the Group will continue to broaden its channels of green electricity and green certificates, vigorously exploring new industries and new customers, and striving to increase the revenue from green certificates, green electricity and carbon trading. Keeping up with the market, active planning, the Group will take the initiative in forming its core competitiveness.

七、前景展望(續)

2023年，本集團將重點做好以下幾點：

1、 加快項目開發建設，實現裝機容量大幅增長

電站營運業務是本集團主要的利潤貢獻與利潤增長點。本集團將結合國家政策導向和集團資源情況，加快、加大投資建設力度。主動謀劃開發綜合型新能源基地，採取多種措施，取得項目開發指標。積極推進項目儘早投產，提前謀劃開工前各項準備工作，快速推進項目籌備及建設，科學統籌高效協同，強化工程節點管控，嚴格成本管控，確保發電業務的穩健發展，實現裝機容量快速增長。

2、 努力提升市場化收益，進一步挖掘碳資產效益

不斷降低度電成本是本集團持之以恆追求的目標，本集團將繼續圍繞「度電成本最低」的核心理念開展工作，創造價值，進一步提升經營意識；緊跟電力市場改革進展，建立專業的交易管理團隊，深入研究科學合理的交易策略，快速提升交易能力，保障電廠利潤穩步增長。此外，繼續拓寬綠電、綠證銷售渠道，大力拓展新行業、新客戶，努力提升綠證、綠電、碳交易等相關市場化收益。緊跟市場，積極謀劃，佔據主動，形成核心競爭力。

VII. THE OUTLOOK (CONTINUED)

七、前景展望(續)

3. Vigorously Develop the Service Business, Reinforce the O&M sector's Competitiveness

The Group will vigorously develop the service business of renewable energy. It will actively build up its efficiency and high-quality of O&M business sector, its ability of analysis and improve the assets quality, and its ability to make profits from trading on behalf of customers. The Group will seize market opportunities, make full use of intelligent O&M and optimize intelligent energy management products to actively cultivate its core competitive advantages, in order to continuously expand and strengthen its operation and maintenance business. For the distributed solar and wind power plants, the Group will actively promote financial leasing and EPCM&L integrated services. Meanwhile, it will further upgrade the design qualification, improve design and service quality, to facilitate the coordinated development of design, financial leasing, intelligent operation and maintenance and other service businesses.

4. Establish an International Investment Platform, Gradually Create A Global Market Presence

The Group has extensive experience in renewable power plant development, design, construction, operation and maintenance and other fields. Incorporating these experiences, it will establish a professional international business team and make its presence in international markets by building an international investment platform, keeping up with the international situation and world economic trends. It will identify and select target markets for investment by thoroughly studying related policies. It will also actively explore business opportunities in overseas low-carbon industries and high-tech sectors to fulfill the collaborations and synergies of international and domestic businesses.

3、大力發展服務業務，運維業務持續領先

本集團將大力發展可再生能源服務業務，積極打造高效高品質運維能力、資產質量的分析能力和尋優改進能力、代客交易獲利能力。把握市場機遇，充分利用智慧運維手段，優化智慧能源管理產品，積極培育核心競爭優勢，繼續做大做強運維業務。針對分佈式光伏、分散式風電，積極開展融資租賃，帶動EPCM&L綜合服務業務。同時，進一步提升設計公司設計資質，繼續提升設計水平和服務質量，推動設計、融資租賃、智慧運維等服務業務的協同發展。

4、搭建國際投資平台，逐步佈局全球市場

本集團將結合在新能源開發、設計、建設、運維等多方面積累的豐富經驗，組建專業的國際業務團隊，逐步構建國際佈局，搭建國際投資平台，緊跟國際形式、世界經濟動向，精心遴選可投資國別，並深入研究其政策。同時積極探索境外低碳產業及高新技術的投資機會，實現國際國內業務互通及協同。

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VII. THE OUTLOOK (CONTINUED)

5. Continuously Optimize the Quality of Asset

The Group will constantly improve its abilities in operation and risk control, will continuously conduct dynamic analysis of power plants to formulate reasonable optimization strategy. Through continuous adjustment and optimization of asset structure, its assets quality and cash flow will be comprehensively improved to ensure that liability-to-asset ratio of the Group remains at a reasonable level.

6. Strengthen Safety Management Efforts to Ensure The Safety of Generation and Construction

The Group will enhance its safety management capability by adhering to the principle of safety first, exercising stringent control of safety management and continuing to implement the closed-loop management mechanism. The Group will consistently keep focusing on risk management and taking system construction as effective means. It will insist on process control, insist on target and result orientation, enhance the primary responsibilities assumed by business entities and the fulfillment of responsibilities at all levels. Six key tasks are specified, including quantitative assessment of the safety responsibility system, management of potential safety risks, safety training and benchmarking, standardized safety construction, ecological environmental protection and quality monitoring, and on-site team safety construction. The Group will strengthen the implementation of targeted policies and benchmarking to achieve the safety targets of the year.

七、前景展望(續)

5、持續開展資產優化，全面提升資產質量

本集團將不斷提升自身經營能力和風險應對能力，持續對持有項目進行動態分析，合理制定優化策略，繼續調整優化資產結構，全面提升資產質量，改善現金流，確保集團資產負債率保持在合理水平。

6、加強安全管理力度，確保生產建設安全

本集團將堅持安全第一，嚴管壓實安全管理，繼續落實閉環管理機制，提升安全管理能力。未來，本集團將始終堅持以風險管理為核心，以體系建設為抓手，堅持過程管控、目標導向和結果導向，強化企業主體責任擔當和各級崗位責任落實。明確安全責任制量化考核、安全風險隱患管理、安全培訓與對標、安全標準化建設、生態環保與質量監督、班組安全建設六項重點工作，強化精準施策和對標提升，實現全年安全目標。

VII. THE OUTLOOK (CONTINUED)

7. Enhance Management and Foster Corporate Culture to Support Rapid Business Expansion

The Group will continuously enhance its management by leveraging its strategy, adjusting and optimizing its organization structure reasonably, standardizing performance management, optimizing and strictly executing incentive mechanisms, refining internal policies, procedures, and workflows. With these efforts, the Group aims to comprehensively boost work productivity. The Group will optimize its human resources management system based on the principle of matching strategy, organization, talent 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 can support the strategy implementation and organizational development of the Group. Through the building of corporate culture, the Group's vision and mission that demonstrate the value and code of conduct for the Group's employee are clearly presented. Through management improvement and corporate culture building, the Group aims to comprehensively facilitate its strategy implementation and business development.

七、前景展望(續)

7、提升管理及文化建設，助力業務快速拓展

本集團將進一步發揮戰略引領，提升管理水平，合理調整優化組織機構，規範績效管理，優化並嚴格落實各項激勵機制，完善健全制度流程體系，優化辦事流程，全面提升工作效率。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。同時，通過企業文化建設，清晰呈現集團的願景和使命，明確協合人的價值標準和行為準則。通過管理提升及企業文化建設，助力戰略執行及業務發展。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

EXECUTIVE DIRECTORS

執行董事



Mr. Liu Shunxing, aged 61, 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's degree of Electricity Generation from Tianjin University and a Master's degree of Energy Source Economy Management from the Management College of Harbin Institute of Technology. Mr. Liu is an executive director of the China Energy Research Society and has worked for energy companies such as the China Energy Conservation Investment Corporation.

劉順興先生，61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及哈爾濱工業大學管理學院能源經濟管理專業碩士學位。劉先生為中國能源研究會常務理事，曾於中國節能投資公司等能源企業任職。

Ms. Liu Jianhong, aged 54, 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 a Bachelor's degree and a Master's degree from the Law School of Renmin University of China and an EMBA degree from China Europe International Business School. Ms. Liu has worked for China Energy Conservation Investment Corporation.

劉建紅女士，54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學士、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，曾於中國節能投資公司任職。



Mr. Gui Kai, aged 64, joined the Group in 2015. He has become the Chief Executive Officer ("the CEO") of the Company since August 2020. He is also a director of various subsidiaries of the Group. Mr. Gui holds a Bachelor's degree from the School of Mining Engineering of Anhui University of Science & Technology and a Master's degree from the Energy School of China University of Mining and Technology. He has worked for China Energy Investment Corporation.

桂凱先生，64歲，於2015年加入本集團。彼自2020年8月起為本公司行政總裁（「行政總裁」），亦為本集團多家附屬公司之董事。桂先生持有安徽理工大學礦業工程學院學士學位及中國礦業大學能源學院碩士學位，曾於國家能源集團任職。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

EXECUTIVE DIRECTORS (CONTINUED)

執行董事(續)



Mr. Niu Wenhui, aged 52, 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 is also a director of various subsidiaries of the Group. Mr. Niu holds a Bachelor's degree of Financial Accounting from Hangzhou Institute of Electronics Technology and a Master's degree in Business Administration from Beihang University. He has worked for China Ruilian Industrial Group and Rainbow Group.

牛文輝先生，52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，亦為本集團多家附屬公司之董事。牛先生持有杭州電子工業學院財務會計學士學位及北京航空航天大學工商管理專業碩士學位，曾於中國瑞聯實業集團及彩虹集團任職。

Mr. Zhai Feng, aged 56, joined the Group in 2019. He has become an Executive Director of the Company 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 has worked for Shanghai Shenhua Holdings Company Limited and Guangfa Bank.

翟鋒先生，56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專業學士學位及北京大學高級工商管理碩士學位，曾於上海申華控股股份有限公司及廣發銀行任職。



Ms. Shang Jia, aged 59, joined the Group in 2011. She has become an Executive director of the Company since April 2021. She is also a director of various subsidiaries of the Group. Ms. Shang holds a Bachelor's degree of Industrial Economic & Management from Zhongnan University of Economics and Law and has worked for Hunan Electricity Supervision Office of the State Electricity Regulatory Commission.

尚佳女士，59歲，於2011年加入本集團。自2021年4月起成為本公司執行董事，亦為本集團多家附屬公司之董事。尚女士持有中南財經政法大學工業經濟管理專業學士學位，曾於國家電力監管委員會湖南電監辦任職。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

NON-EXECUTIVE DIRECTOR

非執行董事



Mr. Wang
Feng
王峰先生

Mr. Wang Feng, aged 53, has been a non-executive director of the Company since February 2019. Mr. Wang holds a Bachelor's degree in Hohai University and a Master's degree in North China Electric Power University. Mr. Wang is currently the vice general manager of Huadian New Energy Corporation Limited.

王峰先生，53歲，自2019年2月起為本公司之非執行董事。王先生持有河海大學學士學位及華北電力大學碩士學位，現為華電新能源集團股份有限公司副總經理。

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

Mr. Yap Fat Suan, Henry, aged 77, has been an independent non-executive director of the Company since 2006. He holds a Master's 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.

葉發旋先生，77歲，自2006年起為本公司獨立非執行董事。彼持有復旦大學學士學位、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。



Mr. Yap
Fat Suan,
Henry
葉發旋先生

Dr. Jesse Zhixi Fang, aged 76, has been an independent non-executive director of the Company since January 2018. He holds a Bachelor's degree from Fudan University, a doctorate degree from the University of Nebraska-Lincoln and Postdoctoral Degree of University of Illinois. Dr. Fang was a professor at Kansas State University and Intel Vice President (US) and founded Intel Labs China, ILC as its first dean. Dr. Fang is currently a consultant at Shanghai Processor Technology Innovation Center.

方之熙博士，76歲，自2018年1月起成為本公司獨立非執行董事。彼持有復旦大學學士學位、美國內布拉斯加大學林肯分校博士學位及伊利諾伊州立大學博士後學位。方博士曾任美國堪薩斯州立大學教授及英特爾(美國)副總裁，主持創立英特爾中國研究院，並任第壹任院長。方博士現任上海處理器技術創新中心顧問。



Dr. Jesse
Zhixi Fang
方之熙博士

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)

獨立非執行董事(續)



Ms. Huang
Jian
黃簡女士

Ms. Huang Jian, aged 54, has been an independent non-executive director of the Company since December 2012. Ms. Huang holds a Bachelor's degree and a Master's degree from the Central University of Finance and Economics of the PRC. She is also a certified public accountant in the PRC. Ms. Huang was member of SME Board Public Offering Review Committee of the China Securities Regulatory Commission and partner of ShineWing Certified Public Accountants and is currently an independent non-executive director of Hygon Information Technology Co., Ltd., which is listed on Shanghai Stock Exchange Science and Technology Innovation Board.

黃簡女士，54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學士學位及碩士學位。彼亦為中國註冊會計師。黃女士曾任中國證券監督管理委員會創業板發行審核委員會委員及信永中和會計師事務所合夥人，現為海光信息技術股份有限公司獨立非執行董事，該公司於上海證券交易所科創板上市。

Mr. Zhang Zhong, aged 54, has been an independent non-executive director of the Company since June 2018. Mr. Zhang holds a Bachelor's degree and a Master of Laws degree from Renmin University of China and is currently a partner of Zhong Lun Law Firm and an independent non-executive director of Sinotruk (Hong Kong) Limited, which is listed on The Hong Kong Stock Exchange.

張忠先生，54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學士學位及碩士學位，現為北京市中倫律師事務所合夥人律師及中國重汽(香港)有限公司獨立非執行董事，該公司於香港聯交所上市。



Mr. Zhang
Zhong
張忠先生



Ms. Li Yongli
李永麗女士

Ms. Li Yongli, aged 59, has been an independent non-executive director of the Company since May 2022. Ms. Li holds Bachelor's degree and Master's degree in Electric Power System Automation from Tianjin University and PhD degree in electrical engineering from University Liber De Bruxelles in Belgium and is currently a professor and doctoral advisor of the School of Electrical and Information Engineering in Tianjin University.

李永麗女士，59歲，自2022年5月起為本公司之獨立非執行董事。李女士持有天津大學電力系統自動化學士學位和碩士學位，及比利時布魯塞爾自由大學電氣工程博士學位，現為天津大學電氣自動化與信息工程學院教授兼博士導師。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

SENIOR MANAGEMENT

高層管理人員



Mr. Lu
Yichuan
陸一川先生

Mr. Lu Yichuan, aged 44, joined the Group in 2019. He is the Chief Technology Officer of the Company. Mr. Lu holds a Bachelor's degree in Electrical Engineering from Southeast University, a Master's degree in Electrical Engineering from RWTH Aachen University and a Ph. D in Electrical Engineering from the University of Dortmund. Mr. Lu has worked for Longyuan Power Group and the Energy Foundation.

陸一川先生，44歲，2019年加入本集團。彼為本公司首席技術官。陸先生持有東南大學電氣工程專業學士學位、亞琛工業大學電氣工程專業碩士學位及多特蒙德大學電氣工程專業博士學位，陸先生曾於龍源電力集團及能源基金會任職。

Mr. Wang Xigang, aged 43, joined the Group in 2009. He is the Vice President of the Company. Mr. Wang holds a Bachelor's degree in Economics from China Youth University of Political Studies and an MBA degree from Peking University. He has worked for Aviation Industry Corporation of China.

王錫鋼先生，43歲，於2009年加入本集團。彼為本公司副總裁。王先生持有中國青年政治學院經濟學專業學士學位及北京大學MBA學位，彼曾於中國航空工業集團公司任職。



Mr. Wang
Xigang
王錫鋼先生



Mr. Wang
Meihai
王美海先生

Mr. Wang Meihai, aged 50, joined the Group in 2019. He is the Vice President of the Company. Mr. Wang holds a Bachelor's degree in Business Management from Harbin University of Technology. Mr. Wang has worked for Datang Corporation.

王美海先生，50歲，於2019年加入本集團。彼為本公司副總裁。王先生持有哈爾濱理工大學企業管理專業學士學位。王先生曾於大唐集團任職。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員的個人資料

SENIOR MANAGEMENT (CONTINUED)

高層管理人員(續)



Mr. Gui Bo
桂波先生

Mr. Gui Bo, aged 45, joined the Group in 2018. He is the Vice President of the Company. Mr. Gui holds a Bachelor's degree in Mechanical Design and Manufacturing from Qingdao University and a Master's degree in Solid Mechanics from University of Science and Technology Beijing. Mr. Gui has worked for China Longyuan Power Group Co., Ltd.

桂波先生，45歲，於2018年加入本集團。彼為本公司副總裁。桂先生持有青島大學機械設計及製造專業學士學位及北京科技大學固體力學專業碩士學位，桂先生曾於龍源電力集團任職。

Mr. Zhou Xiaole, aged 42, joined the Group in 2007. He is the Vice President of the Company. Mr. Zhou holds a Bachelor's degree in Electronic Information and Business Administration from Inner Mongolia University of Technology and a Master's degree in Corporate Communications from Marietta University in the United States of America. Mr. Zhou has worked for Yili Group.

周小樂先生，42歲，於2007年加入本集團。彼為本公司副總裁。周先生持有內蒙古工業大學電子信息及工商管理專業學士學位及美國瑪瑞埃塔大學企業傳媒專業碩士學位，周先生曾於伊利集團任職。



Mr. Zhou
Xiaole
周小樂先生



Mr. Chen
Shengjun
陳勝軍先生

Mr. Chen Shengjun, aged 49, joined the Group in 2022. He is the Vice President of the Company. Mr. Chen holds a Bachelor's degree in Precision Instrumentation from Tsinghua University and a Master's degree in Industrial Engineering from the Hong Kong University of Science and Technology. Mr. Chen has worked for Jisheng Xingtai (Beijing) Technology Company Limited and Ningbo CRRC New Energy Technology Company Limited.

陳勝軍先生，49歲，於2022年加入本集團。彼為本公司副總裁。陳先生持有清華大學精密儀器專業學士學位及香港科技大學工業工程專業碩士學位，曾於集盛星泰(北京)科技有限公司及寧波中車新能源科技有限公司任職。

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 2022 (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 52 to the consolidated 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 10 to 43 of this annual report. This discussion forms part of this report of the Directors. An analysis of the Group’s income and contribution to operating profit for the Year is set out in Notes 5 and 6 to the consolidated 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 102. The interim and final dividends for the Year are set out in Note 16 to the consolidated financial statements.

RESERVES

Movements in the reserves of the Company during the Year are set out on pages 106 and 287 and in Note 51 to the consolidated 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 17 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in Note 40 to the consolidated financial statements.

本公司董事(「**董事**」)謹此提呈彼等之報告連同截至2022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

本公司之主要業務為投資控股。主要附屬公司之業務載於綜合財務報表附註52。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10至第43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綜合財務報表附註5和6。

業績及股息

本集團於本年度之業績載於第102頁之綜合損益表。本集團於本年度之中期和末期股息載於綜合財務報表附註16。

儲備

本公司於本年度內之儲備變動載於第106頁和287頁及綜合財務報表附註51。

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綜合財務報表附註17。

股本

本公司之股本變動詳情載於綜合財務報表附註40。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2022, the Company repurchased a total of 384,130,000 ordinary shares of the Company for an aggregate consideration of HK\$250,947,000 on The Stock Exchange of Hong Kong Limited. The repurchased shares were subsequently cancelled by the Company and the issued share capital of the Company was reduced thereon. 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

於截至2022年12月31日止年度，本公司於香港聯合交易所有限公司以250,947,000港元之總價購回合共384,130,000股本公司普通股。購回股份已於隨後註銷，令本公司已發行股本之面值相應減少。於本年度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	
March 2022 2022年3月	38,740,000	0.69	0.62	25,976,200
October 2022 2022年10月	73,540,000	0.65	0.60	45,674,900
November 2022 2022年11月	191,390,000	0.69	0.60	124,717,700
December 2022 2022年12月	80,460,000	0.70	0.66	54,578,200
Total 總計	384,130,000			250,947,000

During the year ended 31 December 2022, the Company purchased a total of 21,750,000 ordinary shares of the Company through Tricor Trust (Hong Kong) Limited, the trustee engaged by the Company for purpose of satisfying the share awards under the Share Award Scheme adopted by the Board.

截至2022年12月31日止年度，本公司透過為滿足董事會採納的股份獎勵計劃下的股份獎勵而聘用的受託人 Tricor Trust (Hong Kong) Limited，購買共計21,750,000股本公司普通股。

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31 December 2022 are set out on Note 51 to the consolidated financial statements.

可分派儲備

本公司於2022年12月31日之可分派儲備詳情載於綜合財務報表附註51。

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 292.

DIVIDEND

The board of Directors recommends to declare a final dividend of HK\$0.035 per ordinary share in respect of the year ended 31 December 2022 (2021: HK\$0.03), 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 these consolidated financial statements, the proposed final dividend amounted to HK\$302,053,000. These consolidated financial statements do not reflect this amount as dividend payable as at 31 December 2022. It is expected that the final dividend will be paid around the end of June 2023. Further announcement will be made by the Company for the date of closure of register of members.

SHARE AWARD SCHEME

The Board has adopted a Scheme on 15 June 2015, which was amended on 29 June 2017. The Company shall comply with the new Chapter 17 of the Listing Rules that became effective on 1 January 2023 when granting the Awarded Shares.

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292頁。

股息

董事建議派付截至2022年12月31日止年度之末期股息每股普通股0.035港元(2021年：0.03港元)，此建議須經本公司股東在應屆股東週年大會上通過。依據批准發佈本綜合財務報表日已發行普通股股數，建議派付末期股息金額為302,053,000港元。於2022年12月31日之綜合財務報表中此金額未反映為應付股利。末期股息預期將於2023年6月底前後派付。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佈。

股份獎勵計劃

董事會於2015年6月15日採納股份獎勵計劃，並於2017年6月29日對該計劃進行了修訂。本公司授出獎勵股份時須遵守2023年1月1日生效的新上市規則第17章。

SHARE AWARD SCHEME (CONTINUED)

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, i.e. the Scheme will expire on 15 June 2025.

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(續)

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(即該計劃將於2025年6月15日屆滿)，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。

SHARE AWARD SCHEME (CONTINUED)

Scheme Limit

The Board shall not make any further award 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, 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.

The total number of Shares available for issue under the Scheme are 155,011,748, out of which 62,250,000 Shares were held by the Trustee which representing approximately 3.538% of the issued Shares as at the date of this annual report.

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，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%)。

根據該計劃可供發行的股份總數為155,011,748股，其中信託人持有62,250,000股股份，約佔於本年報日期已發行股份的3.538%。

SHARE AWARD SCHEME (CONTINUED)

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. The number of unvested Shares held by the Trustee of the Scheme were 85,100,000 as at 31 December 2022.

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.

股份獎勵計劃(續)

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。於2022年12月31日，該計劃信託人持有的未歸屬股份數目為85,100,000股。

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。

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SHARE AWARD SCHEME (CONTINUED)

Vesting and Lapse

Subject to the terms and conditions of the Scheme and the fulfillment of all vesting conditions determined by the Board, 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.

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 in accordance with the terms of the Scheme, unless the Board determines otherwise.

Where any Awarded Share does not vest in accordance with the relevant provision 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 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.

股份獎勵計劃(續)

歸屬及失效

按照該計劃的條款和條件，在董事會釐定的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。

若選定僱員在歸屬日期前不再是僱員，除非董事會另有決定，否則根據該計劃的條款，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。

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。

SHARE AWARD SCHEME (CONTINUED)

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.

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.

股份獎勵計劃(續)

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。

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利)之日期(以較早者為準)終止。

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SHARE AWARD SCHEME (CONTINUED)

股份獎勵計劃(續)

Details of the movements in the number of Awarded Shares during the Year are as follows:

本年度獎勵股份數目的變動詳情如下：

Number of category of participant	Date of grant of Awarded Shares	Number of Awarded Shares unvested as at 1 January 2022 於2022年1月1日	Number of Awarded Shares granted during the Year	Number of Awarded Shares vested during the Year ^a	Number of Awarded Shares cancelled during the Year	Number of Awarded Shares lapsed during the Year	Number of Awarded Shares unvested as at 31 December 2022 於2022年12月31日
參與人姓名或類別	獎勵股份之授出日期	未歸屬之獎勵股份數目	本年度已授出之股份獎勵數目	本年度已歸屬之獎勵股份數目	本年度已註銷之獎勵股份數目	本年度已失效之獎勵股份數目	未歸屬之獎勵股份數目
Executive Directors							
執行董事							
Liu Shunxing (Chairman)	4 April 2019 ^{1, 3} 2019年4月4日	9,000,000	—	4,500,000	—	—	4,500,000
劉順興(主席)	18 October 2021 ^{2, 3} 2021年10月18日	8,000,000	—	2,000,000	—	—	6,000,000
Liu Jianhong (Vice Chairperson)	4 April 2019 ^{1, 3} 2019年4月4日	7,500,000	—	3,750,000	—	—	3,750,000
劉建紅 (副主席)	18 October 2021 ^{2, 3} 2021年10月18日	6,000,000	—	1,500,000	—	—	4,500,000
Gui Kai (CEO)	2 April 2019 ^{1, 3} 2019年4月2日	4,000,000	—	2,000,000	—	—	2,000,000
桂凱 (行政總裁)	15 October 2021 ^{2, 3} 2021年10月15日	4,000,000	—	1,000,000	—	—	3,000,000
Niu Wenhui 牛文輝	2 April 2019 ^{1, 3} 2019年4月2日	4,000,000	—	2,000,000	—	—	2,000,000
	15 October 2021 ^{2, 3} 2021年10月15日	4,000,000	—	1,000,000	—	—	3,000,000
Zhai Feng 翟鋒	15 October 2021 ^{2, 3} 2021年10月15日	4,000,000	—	1,000,000	—	—	3,000,000
Shang Jia 尚佳	2 April 2019 ^{1, 3} 2019年4月2日	2,000,000	—	1,000,000	—	—	1,000,000
	15 October 2021 ^{2, 3} 2021年10月15日	4,000,000	—	1,000,000	—	—	3,000,000

SHARE AWARD SCHEME (CONTINUED)

股份獎勵計劃(續)

Number of category of participant	Date of grant of Awarded Shares	Number of Awarded Shares unvested as at 1 January 2022 於2022年1月1日	Number of Awarded Shares granted during the Year	Number of Awarded Shares vested during the Year ⁶	Number of Awarded Shares cancelled during the Year	Number of Awarded Shares lapsed during the Year	Number of Awarded Shares unvested as at 31 December 2022 於2022年12月31日
參與人姓名或類別	授出日期	未歸屬之獎勵股份數目	本年度已授出之股份獎勵數目	本年度已歸屬之獎勵股份數目	本年度已註銷之獎勵股份數目	本年度已失效之獎勵股份數目	未歸屬之獎勵股份數目
Non-executive Directors							
非執行董事							
Wang Feng 王峰	15 October 2021 ^{2,3} 2021年10月15日	1,500,000	—	—	1,500,000	—	—
Independent non-executive Directors							
獨立非執行董事							
Yap Fat Suan, Henry 葉發旋	2 April 2019 ^{1,3} 2019年4月2日	900,000	—	450,000	—	—	450,000
	15 October 2021 ^{2,3} 2021年10月15日	1,000,000	—	250,000	—	—	750,000
Jesse Zhixi Fang 方之熙	2 April 2019 ^{1,3} 2019年4月2日	900,000	—	450,000	—	—	450,000
	15 October 2021 ^{2,3} 2021年10月15日	1,000,000	—	250,000	—	—	750,000
Huang Jian 黃簡	2 April 2019 ^{1,3} 2019年4月2日	900,000	—	450,000	—	—	450,000
	15 October 2021 ^{2,3} 2021年10月15日	1,000,000	—	250,000	—	—	750,000
Zhang Zhong 張忠	2 April 2019 ^{1,3} 2019年4月2日	900,000	—	450,000	—	—	450,000
	15 October 2021 ^{2,3} 2021年10月15日	1,000,000	—	250,000	—	—	750,000
Subtotal 小計		65,600,000	—	23,550,000	1,500,000	—	40,550,000
Other employees 其他僱員	2 April 2019 ^{1,3} 2019年4月2日	32,700,000	—	16,350,000	—	—	16,350,000
	15 October 2021 ^{2,3} 2021年10月15日	37,600,000	—	9,400,000	—	—	28,200,000
	21 April 2022 ^{3,4} 2022年4月21日	—	3,000,000 ^{5,6,7}	3,000,000 ⁴	—	—	—
Total 總計		135,900,000	3,000,000	52,300,000	1,500,000	—	85,100,000

REPORT OF THE DIRECTORS

董事會報告

SHARE AWARD SCHEME (CONTINUED)

Notes:

1. Vesting period	Percentage of the Awarded Shares to be vested
15 February 2020	25%
15 February 2021	25%
15 February 2022	25%
15 February 2023	25%

2. Vesting period	Percentage of the Awarded Shares to be vested
15 February 2022	25%
15 February 2023	25%
15 February 2024	25%
15 February 2025	25%

- The grant price was nil.
- The fair value of the Awarded Shares at the date of grant was HK\$0.71 per Share and vested on 10 May 2022.
- The fair value of the Awarded Shares was determined based on the published closing price of the Shares at the date of grant. The Group has adopted the accounting standard in accordance with HKFRS 2 — Share-based Payment and for the details of accounting policy applied, please refer to Note 3 to the consolidated financial statements contained in this annual report.
- The Awarded Shares granted during the year ended 31 December 2022 were made without any performance targets.
- The closing price immediately before the date on which the Awarded Shares were granted on 21 April 2022 was HK\$0.74 per Share.
- The weighted average closing price of the Shares immediately before the dates on which the awards were vested in 2022 was approximately HK\$0.65 per Share.
- The above grants were made prior to the amendments to Chapter 17 of the Listing Rules taking effect.

股份獎勵計劃(續)

附註：

1. 歸屬期	將予歸屬之獎勵股份百分比
2020年2月15日	25%
2021年2月15日	25%
2022年2月15日	25%
2023年2月15日	25%

2. 歸屬期	將予歸屬之獎勵股份百分比
2022年2月15日	25%
2023年2月15日	25%
2024年2月15日	25%
2025年2月15日	25%

- 授出價為零。
- 獎勵股份於授出日期之公允價值為每股股份0.71港元，並已於2022年5月10日歸屬。
- 獎勵股份之公允價值乃根據股份於授出日期的公開收市價釐定。本集團已根據香港財務報告準則第2號 — 以股份形式付款採納該會計準則，有關所採納會計政策詳情，請參閱本年報所載綜合財務報表附註3。
- 於截至2022年12月31日止年度，授出的獎勵股份均無任何表現目標。
- 緊接於2022年4月21日授出獎勵股份日期前的收市價為每股0.74港元。
- 緊接於2022年獎勵獲歸屬日期前股份的加權平均收市價約為每股0.65港元。
- 上述授出均於上市規則第17章修訂生效前作出。

DIRECTORS

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

Executive Directors

Mr. Liu Shunxing
Ms. Liu Jianhong
Mr. Gui Kai
Mr. Niu Wenhui
Mr. Zhai Feng
Ms. Shang Jia

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
Ms. Li Yongli (*appointed on 19 May 2022*)

In accordance with bye-law 99 of the Company's Bye-laws, Mr. Zhai Feng, Mr. Yap Fat Suan, Henry, Dr. Jesse Zhixi Fang and Ms. Huang Jian shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

All the non-executive Directors 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.

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 and the senior management of the Group are set out on pages 44 to 49 of the annual report.

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
桂凱先生
牛文輝先生
翟鋒先生
尚佳女士

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
李永麗女士 (*於2022年5月19日獲委任*)

根據本公司之公司細則第99條，翟鋒先生、葉發旋先生、方之熙博士及黃簡女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。

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。

董事及本集團之高級管理人員之履歷詳情載列於年報第44頁至49頁。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' 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.

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 2022, 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。

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2022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：

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	37,500,000	—	1,733,724,242 ¹		1,771,224,242 ¹	19.73
Liu Jianhong 劉建紅	29,710,000	—	150,000,000 ²		179,710,000 ²	2.00
Gui Kai 桂凱	15,600,000	—	—		15,600,000	0.17
Niu Wenhui 牛文輝	16,000,000	—	—		16,000,000	0.18
Zhai Feng 翟鋒	4,000,000	—	—		4,000,000	0.04
Shang Jia 尚佳	8,000,000	—	—		8,000,000	0.09
Yap Fat Suan, Henry 葉發旋	3,000,000	—	—		3,000,000	0.03
Jesse Zhixi Fang 方之熙	2,800,000	—	—		2,800,000	0.03
Huang Jian 黃簡	2,800,000	—	—		2,800,000	0.03
Zhang Zhong 張忠	2,800,000	—	—		2,800,000	0.03

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 of the Company (the "Shares"): (CONTINUED)

Notes:

- 1,002,877,155 Shares are held by China Wind Power Investment Limited ("CWPI") and 730,847,087 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 37,500,000 Shares.
- 150,000,000 Shares are held by a discretionary trust for which Ms. Liu Jianhong is the founder and settlor and Ms. Liu Jianhong beneficially holds 29,710,000 Shares.

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) 於本公司股份(「股份」)之好倉：(續)

附註：

- China Wind Power Investment Limited (「CWPI」) 持有 1,002,877,155 股，Splendor Power Limited 持有 730,847,087 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 37,500,000 股股份。
- 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。劉建紅女士實益持有 29,710,000 股股份。

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

(ii) Long positions in the underlying Shares:

Save as disclosed above, as at 31 December 2022, 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.

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.

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)

(ii) 於相關股份之好倉：

除上文所披露者外，於2022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。

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。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2022, 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:

主要股東

於2022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：

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	1,002,877,155 ¹	11.17
Huadian Fuxin 華電福新	880,000,000	9.80
Splendor Power Limited	730,847,087 ²	8.14

Notes:

1. The 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.
2. The Shares are held by Splendor Power Limited. Mr. Liu Shunxing held as to 99% of the issued shares of Splendor Power Limited.

附註：

1. 該等股份由CWPI持有，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。
2. 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。

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Save as disclosed above, as at 31 December 2022, 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.

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 57.8% of the total sales for the Year, and the largest customer included there in amounted to 15.3%.

Purchases from the Group's 5 largest suppliers accounted for 59.5% of the total purchases for the Year, and the largest supplier included therein amounted to 17.6%.

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.

主要股東(續)

除上文所披露者外，於2022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。

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57.8%，其中已包括最大客戶佔15.3%。

本集團五大供應商之採購額佔本年度之總採購額59.5%，其中已包括最大供應商佔17.6%。

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。

REPORT OF THE DIRECTORS

董事會報告

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 52 to 60 of the annual report.

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 70 to 92 of the annual report.

CONNECTED TRANSACTIONS

A summary of all related party transactions during the Year is set out in Note 46 to the consolidated 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.

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52頁至60頁之董事會報告內。

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70至92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綜合財務報表附註46。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。

AUDITOR

KPMG were appointed as auditors of the Company on 20 November 2020 upon the resignation of Deloitte Touche Tohmatsu.

The consolidated financial statements have been audited by KPMG who retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting of the Company.

On behalf of the Board
Liu Shunxing
Chairman

Hong Kong, 28 February 2023

核數師

畢馬威會計師事務所於2020年11月20日於德勤•關黃陳方會計師行辭任後獲委任為本公司的核數師。

綜合財務報表已經畢馬威會計師事務所審核，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，2023年2月28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 2022, 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 have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2022.

The Company has also established and adopted internal guidelines for securities transactions by relevant employees (the “**Employees Guidelines**”) which are on no less exacting terms than the Model Code. Specified employees who are likely to be in possession of unpublished inside information related to the Company and its securities must comply with the Employees Guidelines.

DIVIDEND POLICY

The dividend policy adopted by the Company in 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2022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，全體董事均已確認彼等於截至2022年12月31日止年度一直遵守標準守則所載之規定標準。

本公司亦已就相關僱員進行證券交易制訂及採納一套內部指引(「**僱員指引**」)，其條款並不較標準守則寬鬆。個別可能擁有關於本公司及其證券的未公開內幕消息的僱員，必須遵守僱員指引。

股息政策

本公司於2019年已採納的股息政策(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。

THE BOARD

As at 31 December 2022, the Board comprised of twelve Directors, including six executive Directors, one non-executive Director and five independent non-executive Directors. On 19 May 2022, Ms. Li Yongli was appointed as an independent non-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 1,002,877,155 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2022年12月31日，董事會由12位董事組成，包括6位執行董事、1位非執行董事和5位獨立非執行董事。於2022年5月19日，李永麗女士獲委任為獨立非執行董事。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1,002,877,155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。

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 2022, a total of 19 board meetings and 3 general meetings (“2022 AGM” and 2 “2022 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2022年12月31日止年度，本公司合共舉行19次董事會會議及3次股東大會（「2022年股東週年大會」及2次「2022年股東特別大會」），各董事之出席情況載列如下：

Number of meetings attended in the year ended 31 December 2022/ Number of meetings eligible to attend and training in 2022 截至2022年12月31日止年度出 席之會議數目/ 2022年合資格出席之會議及培訓數目					
	Name of Directors 董事姓名	Board meetings 董事會會議	2022 SGM ³ 2022年股東 特別大會 ³	2022 AGM ⁴ 2022年股東 週年大會 ⁴	Training 培訓
Chairman 主席	Liu Shunxing 劉順興	19/19	1/2	1/1	✓
Chairperson 副主席	Liu Jianhong 劉建紅	19/19	1/2	1/1	✓
CEO 行政總裁	Gui Kai 桂凱	19/19	1/2	1/1	✓
Executive Directors 執行董事	Niu Wenhui 牛文輝	19/19	1/2	1/1	✓
	Zhai Feng 翟鋒	19/19	2/2	1/1	✓
	Shang Jia ² 尚佳 ²	19/19	1/2	1/1	✓
Non-executive Director 非執行董事	Wang Feng 王峰	19/19	1/2	1/1	✓
Independent Non- executive Directors 獨立非執行董事	Jesse Zhixi Fang 方之熙	19/19	1/2	1/1	✓
	Yap Fat Suan, Henry 葉發旋	19/19	1/2	1/1	✓
	Huang Jian 黃簡	19/19	1/2	1/1	✓
	Zhang Zhong 張忠	19/19	1/2	1/1	✓
	Li Yongli ¹ 李永麗 ¹	14/14	1/2	1/1	✓

CORPORATE GOVERNANCE REPORT

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THE BOARD (CONTINUED)

Notes:

1. Ms. Li Yongli was appointed as an independent non-executive Director on 19 May 2022.
2. 2022 SGMs were held on 15 August and 19 September 2022.
3. 2022 AGM was held on 24 June 2022.

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 2022, 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, which is set out on page 73 of this report.

BOARD COMMITTEES

During the year ended 31 December 2022, 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 four committees including the Nomination Committee, the Remuneration Committee, the Audit Committee and Environmental, Social and Governance Committee ("ESG Committee"). Each committee has its specific terms of reference with reference to the Code:

董事會(續)

附註：

1. 李永麗女士於2022年5月19日獲委任為獨立非執行董事。
2. 2022年股東特別大會分別於2022年8月15日及9月19日舉行。
3. 2022年股東週年大會於2022年6月24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2022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(載於本報告第73頁)。

董事委員會

於截至2022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，本公司已設立四個委員會，包括提名委員會、薪酬委員會、審核委員會及環境、社會及管治委員會("ESG委員會")。各委員會均已參考守則制定特定職權範圍：

BOARD COMMITTEES (CONTINUED)

Board Independence

The Board always maintains its independence. As at 31 December 2022, one was non-executive Director and five out of our twelve Directors were independent non-executive Directors.

Board independence is regularly and consistently reviewed and maintained, including through:

- Strict compliance with our code of conduct, which aims to avoid conflicts of interest;
- Separate discussions amongst independent non-executive Directors and Chairman, without the presence of other executive Directors to provide independent views and input;
- Full disclosure in annual reports of cross-directorships or other business relationships that may interfere with Director's independence;
- Independent professional advice, as and when required by individual Directors; and
- Review by Nomination Committee of potential conflicts of interest and recommendation appropriate actions to take.

The Nominations Committee will review the implementation of the Nomination Policy at least annually, including the mechanisms for ensuring independent views and input are available to the Board, and make recommendations on any proposed changes to the Board for the Board's review and approval to ensure its effectiveness.

As at the date of this Report, the Board, through the Nominations Committee, has reviewed the implementation and effectiveness of the abovementioned mechanisms to ensure that independent views and input are available to the Board.

During the Year, the Nomination Committee carried out a detailed review of the Directors' independence and was satisfied that each of the five independent non-executive Directors was independent at the time of review.

董事委員會 (續)

董事會獨立性

董事會一直保持其獨立性。於2022年12月31日，十二名董事中有一名為非執行董事及五名為獨立非執行董事。

董事會獨立性已予定期及持續檢討及維持，包括通過：

- 嚴格遵守行為守則，旨在避免利益衝突；
- 獨立非執行董事與主席在沒有其他執行董事出席的情況下另行磋商，以提供獨立觀點及投入；
- 在年報內全面披露或會干擾董事獨立性的相互董事關係或其他商業關係；
- 個別董事在有需要時或會要求的獨立專業意見；及
- 提名委員會審閱潛在利益衝突及建議採取的適當行動。

提名委員會將至少每年檢討提名政策的執行情況，包括相關機制以確保董事會可獲得獨立的觀點及意見，亦就任何擬對董事會作出的變動提出建議，並提交董事會審議及批准以確保本政策的有效性。

於本報告日期，董事會已透過提名委員會審視上述機制之實施及成效，以確保董事會獲得獨立觀點及意見。

於本年度，提名委員會曾就董事獨立性進行仔細檢討，並信納五名獨立非執行董事於檢討之事均具獨立性。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONTINUED)

Remuneration Committee

The Remuneration Committee comprises three members. The Remuneration Committee is chaired by Mr. Zhang Zhong with Ms. Liu Jianhong 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, review and approve matters relating to share schemes.

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.

Total remuneration of senior management other than Directors for the year ended 31 December 2022 is as follow:

董事委員會 (續)

薪酬委員會

薪酬委員會由3位成員組成。薪酬委員會由張忠先生擔任主席，成員為劉建紅女士及方之熙博士。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，並審閱及批准有關股份計劃的事宜。

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。

高級管理層(董事除外)於截至2022年12月31日止年度之薪酬總額如下：

Total Remuneration Bands	薪酬總額範圍	Number of Executive 行政人員數目
RMB106,000 to RMB3,750,000	人民幣 106,000 元至人民幣 3,750,000 元	6

BOARD COMMITTEES (CONTINUED)

Remuneration Committee (CONTINUED)

The Company's objective of its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration including but not limit to, fees and salaries paid, and award shares and share options granted to members of the Board of Directors and the senior management, market rates and factors such as each director's workload, performance, job complexity and the Group's performance are taken into account.

During the Year, the Remuneration Committee has held 3 meetings with all members present. The Committee has reviewed the remuneration packages for Directors and senior management of the Group.

Executive Directors' remuneration packages may comprise fixed and variable components linking to individual and the Group's performance. For independent non-executive Directors, they may receive fixed fee and award shares/share options to be set at an appropriate level to attract and retain first-class non-executive talent by reference to the relevant time commitment and the size and complexity of the Group and benchmarked against a peer group.

董事委員會 (續)

薪酬委員會 (續)

本公司的薪酬政策旨在按商業需要及行業常規維持公平而具競爭力的待遇。為釐定董事會成員及高層管理人員的袍金水平，包括但不限於向彼等支付的薪酬及薪金，以及授出的獎勵股份及購股權，市場費率及其他因素（如各董事的工作量、績效、工作的複雜程度以及本集團的表現）均會予以考慮。

於本年度內，薪酬委員會舉行了3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。

執行董事的薪酬待遇可包括固定部分及與個人和本集團業績掛鈎的浮動部份。就獨立非執行董事而言，彼等可收取的固定袍金及獎勵股份／購股權乃經參考彼等投入的時間及本集團的規模及複雜程度，並以同業為標準而釐定，屬適當之水平以吸引及挽留可勝任非執行董事之優秀專才。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONTINUED)

Remuneration Committee (CONTINUED)

During the Year, the Remuneration Committee has reviewed the share award scheme, approved and proposed to the Board for approval the Awarded Shares granted to the Selected Persons.

In determining the number of the Awarded Shares, the Remuneration Committee has mainly considered the following factors:

- (a) the seniority and the importance of the work position, taking into account the background of the Grantees;
- (b) the contribution of the Grantees;
- (c) the individual performance of the Grantees; and
- (d) the Group's overall business performance, objectives and future development plan.

The Remuneration Committee believes that the future success of the Group is closely tied to the commitment and efforts of the Grantees, and the Awards were made to them in recognition of their past contribution to the development and business performance of the Group and as an incentive for their continuing commitment and contribution towards the sustainable growth of the Group. The Remuneration Committee is of the view that the terms of the Awards are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

董事委員會 (續)

薪酬委員會 (續)

於本年度，薪酬委員會已檢討股份獎勵計劃，批准並向董事會建議批准向選定人士授出獎勵股份。

在釐定獎勵股份數目時，薪酬委員會主要考慮以下因素：

- (a) 承授人在工作崗位之年資及重要性，當中考慮承授人之背景；
- (b) 承授人之貢獻；
- (c) 承授人之個人表現；及
- (d) 本集團之整體業務表現、目標及未來發展計劃。

薪酬委員會相信，本集團未來成功與承授人之貢獻及努力息息相關，及給予彼等獎勵可肯定彼等過往對本集團發展及業務表現之貢獻，以激勵彼等為本集團可持續增長繼續作出努力及貢獻。薪酬委員會認為，獎勵之條款屬公平合理，並符合本公司及其股東之整體利益。

BOARD COMMITTEES (CONTINUED)

Nomination Committee

The Nomination Committee comprises three members, namely Mr. Liu Shunxing (Chairman), Ms. Huang Jian and Ms. Li Yongli. During the Year, the Nomination Committee has held 1 meeting with all members present.

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.

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;
- (c) to assess the independence of INEDs with reference to the independence guidelines as set out in the Listing Rules;
- (d) to review the Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Diversity Policy, and the progress on achieving the objectives;

董事委員會 (續)

提名委員會

提名委員會由3位成員組成，分別為劉順興先生(主席)、黃簡女士及李永麗女士。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。

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。

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；
- (c) 根據上市規則所載獨立性指引的規定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；

BOARD COMMITTEES (CONTINUED)

Nomination Committee (CONTINUED)

- (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; and
- (f) 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.

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(續)

- (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；及
- (f) 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。

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；

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;

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;
- for proposing candidates 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；

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；
- 如屬建議人選在股東大會上接受選舉，提名委員會將作出提名，供董事會考慮及建議；

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination Committee (CONTINUED)

2. Nomination Procedures (CONTINUED)

- a circular will be sent to the shareholders of the Company to provide them with the name, brief biography, proposed remuneration, (where an independent non-executive director is to be nominated) independency and other information of the proposing candidate in accordance with the requirements of the applicable laws, rules and regulations including those of the Listing Rules;
- a shareholder can serve a written notice to the Company for the attention of the Company Secretary of his or her intention to propose a certain person for election as a director. This written notice, together with (i) the information of the candidate as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information as may be considered relevant to his or her proposed election; and (ii) the written consent by that person to the publication of his or her personal data provided pursuant to immediately above, by the Company in its corporation communication documents in compliance with the Listing Rules or as may be required by the Stock Exchange at the principal place of business in Hong Kong of the Company for a period of no earlier than the day after the despatch of the notice of the meeting and ending no later than 7 days prior to the date of the general meeting; and
- the Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

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.

董事委員會(續)

提名委員會(續)

2. 提名程序(續)

- 將向本公司股東發出一份通函，以向彼等提供建議人選之姓名、簡歷、建議酬金、(如所提名者為獨立非執行董事)獨立性及適用法例、規則及法規之規定(包括上市規則之規定)所要求之其他資料；
- 股東可向本公司致送書面通知(收件人為公司秘書)，表示彼擬建議指定人士參選董事。此書面通知連同(i)上市規則第13.51(2)條所要求披露該名人選之資料及就彼建議參選而言可能被視為有關之其他資料；及(ii)該名人士書面准許本公司於其符合上市規則或聯交所或會要求之企業傳訊文件內刊登上文所提供之個人資料，須於不早於寄發大會通告後一天起至不遲於股東大會日期前七天止之期間，送達本公司之香港主要營業地點；及
- 董事會對於任何股東大會上建議人選接受選舉之一切事宜有最後決定權。

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。

BOARD DIVERSITY POLICY

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 Diversity 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. The Board considers that the current board composition is from diverse and complementary backgrounds and that it meets the criteria of the board diversity policy. The valuable experience and expertise they bring to our business are critical for the long-term growth of the Group. As of the date of this report, the Board comprises eight male and four female Directors. During the Year, the Board reviewed the board diversity policy to ensure its continued effectiveness.

In order to maintain gender diversity, similar considerations will be taken when recruiting and selecting senior management and employees of different categories. During the Year, we maintained a 83:17 ratio of men to women in the workplace. For details, please refer to our “Environmental, Social and Governance Report” published by the Group.

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.

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。董事會認為現時董事會的組成具有多元化及互為補充的背景，符合董事會多元化政策的標準。彼等為本集團業務帶來的寶貴經驗及專業知識對於本集團的長期發展至關重要。於本報告日期，董事會包括八名男性董事及四名女性董事。董事會於本年度曾檢討董事會多元化政策，確保其持續有效。

為保持性別多元化，於招聘及甄選高層管理人員及僱員時將計及類似之考慮因素。於本年度內，本公司於工作場所之男性與女性的比例維持在 83：17。有關詳情，請參閱本集團發佈的「環境、社會及管治報告」。

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。

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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.

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。

ESG COMMITTEE

The ESG Committee comprises three Directors and is chaired by Ms. Liu Jianhong. The other members of the Committee are Mr. Gui Kai and Ms. Li Yongli. During the Year, the ESG Committee has held 1 meeting with all members present.

The duties of the ESG Committee shall include:

- (a) To give recommendations about the Group's ESG strategies and identify significant ESG risks and opportunities.
- (b) To approve and review ESG-related policies.
- (c) To monitor the effectiveness of ESG management.
- (d) To review the ESG report.

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
		2022	2021
		2022年	2021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	3,870	3,500
		3,870	3,500

ESG 委員會

ESG 委員會由3位董事組成，並由劉建紅女士擔任主席，而委員會其他成員包括桂凱先生及李永麗女士。於本年度內，ESG 委員會舉行了1次會議，全體成員均有出席。

ESG 委員會之職責如下：

- (a) 建議本公司環境、社會及管治策略，以及識別重大環境、社會及管治風險及機遇。
- (b) 批准及檢討環境、社會及管治政策。
- (c) 監察環境、社會及管治管理工作的有效性。
- (d) 審閱環境、社會及管治報告

核數師酬金

核數與非核數服務之費用概列如下：

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.

In addition, the Board believes that the Company's accounting and financial reporting functions as well as the ESG performance and reporting functions have been performed by staff with the appropriate qualifications and experience and that such staff receives appropriate and sufficient training and development. Based on the report of the Audit Committee, the Board also believes that sufficient resources have been obtained for the Company's internal audit function and that its staff qualifications and experience, training programmes and budgets etc., are sufficient.

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。

另外，董事會信納，本公司的會計及財務報告職能以及與環境、社會及管治表現和匯報相關的職能已由足夠的且具有適當資歷及經驗的僱員履行，且該等僱員已接受合適而充分的培訓及發展。基於審核委員會的報告，董事會亦信納，本公司的內部審計職能已獲足夠的資源，其僱員資歷及經驗、培訓計劃及預算等亦均為足夠。

RISK MANAGEMENT AND INTERNAL CONTROLS
(CONTINUED)

The Audit Committee is responsible for the risk management and internal control systems of the Group and the review of their effectiveness, 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", "Internal Control and Work Management Guidelines", "Anti-corruption Management System", "Internal Audit Management System", "Audit Management Guidelines for Employment Termination" and "Professional Ethics and Code of Conduct", 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 continued to carry out risk management and internal control. Knowledge dissemination related to risk management and internal control has been strengthened through internal platform, 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)

審核委員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。其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。本年度公司亦持續開展風險管理與內部監控工作。通過內部平台著重加強風險管理與內部監控相關知識的宣貫，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

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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 throughout the year ended 31 December 2022.

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.

The Board reviews the materiality of the relevant information and assess any possible impact on the Group in order to determine the appropriate course of actions and, if considered appropriate, a Board meeting may be convened to consider and decide whether or not the information constitutes inside information and disclosure shall be made immediately. The Board may seek independent professional advice, if and when appropriate, to ensure that the Company can timely comply with the disclosure requirements.

風險管理及內部監控(續)

於截至2022年12月31日止整個年度，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。

董事會審閱相關消息的重大程度及評估對本集團可能產生的任何影響，以釐定措施的合適之行動流程及可能召開董事會會議(倘認為合適)以審議及決定有關消息是否構成內幕消息以及是否應須即時作出披露。董事會(倘適當時)可尋求獨立專業意見，以確保本公司能夠及時遵守披露規定。

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 2022, the Directors were 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 pages 93 to 101 of this annual report.

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.

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2022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93至101頁。

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。

SHAREHOLDERS

To enable shareholders and other stakeholders to exercise their rights in an informed manner based on a good understanding of the Group's operations, businesses and financial information, the Company adopted the shareholders communication policy which aims to ensure that shareholders and other stakeholders at large are provided with ready, equal, regular and timely access to material information about the Group. The policy also sets out a number of ways to ensure effective and efficient communication with shareholders and other stakeholders is achieved, including but not limited to our results announcements, responses to shareholders' enquiries, corporate communications (in both English and Chinese, to facilitate shareholders' understanding), posting of relevant information on the Company Website, shareholders' meetings and investment market communications. For shareholders to communicate their views on various matters affecting the Company and the Company to solicit and understand the views of shareholders and other stakeholders, the Company adopts a number of mechanisms, including encouraging shareholders to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings and making appropriate arrangements for the annual general meetings to encourage and facilitate shareholders' participation. To facilitate communication between the Company, shareholders and the investor community, investor and analyst briefings, one-on-one meetings, roadshows and media interviews are organised and are attended by our directors and designated spokespersons. In addition, the Company Website published the Company's announcements, press releases and other corporate communications. During the year 2022, the Board reviewed the implementation and effectiveness of the shareholders communication policy, including the multiple communication channels for shareholders in place and the steps taken to handle shareholders' enquiries, and considered that the shareholders communication policy has been properly implemented and effective.

股東

為使股東及其他持份者能基於對本集團經營、業務及財務資料的充分了解以知情方式行使彼等權利，本公司已採納股東通訊政策，旨在確保股東及其他持份者整體能即時、均等、定期且及時獲得有關本集團的重要資料。該政策亦載有多種途徑確保能實現與股東及其他持份者有效且高效的溝通，包括但不限於業績公佈、回覆股東查詢、公司通訊（英文及中文，以便於股東理解）、在本公司網站發佈相關資料、股東大會及投資市場通訊。為了讓股東就影響本公司的各種事項溝通意見，以及為聽取及了解股東及其他持份者的意見，本公司採用了多項機制，包括鼓勵股東參加股東大會或若彼等不能出席會議，則委任代表出席會議並於會上投票，並為股東週年大會作出適當安排以鼓勵及促進股東參與。為便於本公司、股東及投資社群間的溝通，本公司舉辦投資者及分析師簡報、一對一會議、路演及媒體訪談，本公司董事及指定發言人均會出席。此外，本公司網站會發佈本公司公佈、新聞稿及其他公司通訊，其中包括股東通訊政策。於2022年，董事會檢討股東通訊政策的實施及成效，包括現有的多種股東通訊渠道及處理股東查詢的措施，並認為股東通訊政策已獲適當實施且為有效。

SHAREHOLDERS (CONTINUED)

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 send a written requisition for a proposal for consideration at an annual general meeting of the Company subject to compliance with the requirements and procedures as set out in Section 79 of the Act.

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 (續)

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名本公司股東有權發出書面要求，在符合公司法第79條所載規定及程序下，於本公司股東週年大會上提出建議以供考慮。

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 21 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 by-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.

CONSTITUTIONAL 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21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。



**Independent auditor's report to the shareholders of
Concord New Energy Group Limited**

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Concord New Energy Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 102 to 291, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致協合新能源集團有限公司股東

(於百慕達註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第102至291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2022年12月31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。

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2022年12月31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》之披露規定妥為編製。

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”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. The matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

意見的基礎

我們已根據香港會計師公會頒佈之《香港審計準則》進行審計。我們在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈之《專業會計師道德守則》（以下簡稱「守則」）以及與我們對百慕大綜合財務報表的審計相關之道德要求，我們獨立於貴集團，並已履行這些道德要求以及守則中之其他專業道德責任。我們相信，我們所獲得之審計憑證能充足及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。我們不對該事項發表單獨意見。

KEY AUDIT MATTER (CONTINUED)

關鍵審計事項(續)

Assessment of potential impairment of goodwill in relation to the group of cash generating units of investment in wind power plants 對風電場投資現金產生單元組之潛在商譽減值之評估	
Refer to Note 19 to the consolidated financial statements and the accounting policies in Note 3. 請參閱綜合財務報表附註 19 及會計政策附註 3。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們在審計中如何處理關鍵審計事項
<p>As at 31 December 2022, the goodwill allocated to the group of cash generating units ("CGU") of investment in wind power plants arising on this acquisition amounted to RMB714 million. 於2022年12月31日，貴集團風電場投資現金產生單元組之商譽約人民幣714百萬元。</p> <p>The Group conducted an annual impairment assessment on goodwill by assessing the recoverable amount of the relevant group of CGUs to which the goodwill has been allocated based on their fair value less costs to disposal using discounted cash flow method. 貴集團通過計算折現現金流之方法以評估現金產生單元組之相關公允價值扣減處置成本後之可收回金額，對商譽執行年度減值測試。</p> <p>The impairment assessment performed by the management involves the exercise of significant management judgement, particular in estimating future sales volumes and future on-grid tariffs as well as in the estimation of the discount rates applied. 由管理層執行之減值測試涉及管理層實施重大判斷，尤其在估計未來發電量、未來上網電價和折現率等假設時。</p> <p>We identified goodwill impairment assessment on the group of CGUs of investment in wind power plants as a key audit matter because the carrying amount of the goodwill is material to the consolidated financial statements and also because management's judgement and assumptions involved as part of the impairment assessment are inherently uncertain and could be subject to potential management bias. 由於商譽帳面價值對貴集團綜合財務報表是重大的，並且作為減值評估一部分之管理層判斷和假設本身具有不確定性和可能會受到潛在管理層偏見之影響，我們將風電場投資現金產生單元組之潛在商譽減值評估識別為關鍵審計事項。</p>	<p>Our audit procedures to address potential impairment of goodwill in relation to the group of CGUs of investment in wind power plants included the following: 就應對風電場投資現金產生單元組之潛在商譽減值我們之審計程式包括：</p> <ul style="list-style-type: none"> assessing management's identification of CGUs and the allocation of assets to each CGU with reference to our understanding of the Group's business and the requirements of the prevailing accounting standards; 參照我們對貴集團業務之理解和現行會計準則的要求，評估管理層對現金產生單元之識別和資產分配； comparing the actual results for the current year with management's forecast in the previous year to assess the historical accuracy of management's forecasting process and if there is any indication of management bias; 通過比對本年實際發電量與上年度管理層預測，對於發電量執行追溯性覆核以評估管理層預測過程之歷史準確性，以及管理層是否存在偏見； involving our internal valuation specialists to evaluate the valuation methodology used in determining the recoverable amount of the relevant group of CGUs, and assess whether the discount rates applied in the impairment assessment were within the ranges adopted by other companies in the same industry; 引入畢馬威估值專家，評價用於確定貴集團現金產生單元組之可收回金額之估值方法，並評估減值測試中採用的折現率是否在同行業其他公司採用之範圍內；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTER (CONTINUED)

關鍵審計事項(續)

Assessment of potential impairment of goodwill in relation to the group of cash generating units of investment in wind power plants 對風電場投資現金產生單元組之潛在商譽減值之評估	
Refer to Note 19 to the consolidated financial statements and the accounting policies in Note 3. 請參閱綜合財務報表附註 19 及會計政策附註 3。	
The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們在審計中如何處理關鍵審計事項
	<ul style="list-style-type: none"> • challenging management's basis on the estimation of the estimated future sales volumes of wind power plants in operation by comparing with the historical sales volumes and on-grid tariffs and government's policies on on-grid tariffs and validating management's reason of significant deviations, if any; 通過比對發電量、上網電價之歷史資訊以及政府上網電價政策，質疑管理層估計運營風電場未來售電量之假設基礎，驗證管理層可能出現之重大偏差原因(如有)； • evaluating the assumptions of the estimated sales volumes and on-grid tariffs of wind power plants under construction by checking to the feasibility reports and by considering the future development plans from the local government, on a sample basis, and government's policies on on-grid tariffs; 在抽樣的基礎上，通過檢查可行性研究報告以及考慮當地政府未來發展計畫，評價在建風電場上網發電量和上網電價估計中使用之假設； • evaluating management's sensitivity analysis of the key assumptions adopted and considering if there were any indicators of management bias; and 評價管理層對採用的關鍵假設之敏感性分析，進而評價是否存在任何管理層偏見跡象； • assessing the reasonableness of the disclosures in the consolidated financial statements in respect of the impairment assessment of goodwill, including the key assumptions and sensitivities, with reference to the requirements of the prevailing accounting standards. 參照現行會計準則之要求，評估綜合財務報表中商譽減值評估之披露合理性，包括關鍵假設和敏感性等資訊。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than 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 THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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.

綜合財務報表及其核數師報告以外之資訊

董事對該等其他資訊負責。其他資訊包括刊載於年報內之全部資訊，但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綜合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報之情況。

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。

董事就綜合財務報表須承擔之責任

貴集團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，編製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 THE DIRECTORS 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.

The directors are assisted by the Audit Committee in discharging their responsibilities 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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就綜合財務報表須承擔之責任(續)

在編製綜合財務報表時，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)。

審計委員會協助董事履行監督集團財務報告流程之職責。

核數師就審計綜合財務報表承擔之責任

我們之目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照《百慕大公司條例》第90條的規定，僅向整體成員報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告之內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平之保證，但不能保證按照《香港審計準則》進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

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

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.
- 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.

核數師就審計綜合財務報表承擔之責任
(續)

在根據《香港審計準則》進行審計之過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報之風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯報之風險高於未能發現因錯誤而導致之重大錯報之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們之結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- 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 the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, 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.

核數師就審計綜合財務報表承擔之責任 (續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當之審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計之方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制之任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或運用之防範措施。

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見之情況下，如果合理預期在我們報告中溝通某事項造成之負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

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

The engagement partner on the audit resulting in this independent auditor's report is Chu Man Wai.

KPMG

Certified Public Accountants

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

28 February 2023

核數師就審計綜合財務報表承擔之責任
(續)

出具本獨立核數師報告的審計項目合夥人為朱文偉。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

2023年2月28日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2022 (Expressed in Renminbi ("RMB"))

截至2022年12月31日止年度(以人民幣列示)

			2022	2021
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
Revenue	收入	5, 6	2,679,368	2,195,540
Cost of sales and services rendered	服務成本及銷售成本	13	(1,084,395)	(875,878)
Gross profit	毛利		1,594,973	1,319,662
Other income	其他收入	7	60,132	82,735
Other gains and losses, net	其他收益及虧損，淨額	8	317,810	153,563
Impairment losses under expected credit loss model, net of reversal	信用減值損失	9	1,181	27,550
Distribution and selling expenses	銷售費用		(18,814)	(12,708)
Administrative expenses	管理費用		(426,476)	(337,598)
Finance costs	財務成本	12	(546,316)	(446,120)
Share of profit of joint ventures, net	應佔合營企業溢利，淨額		151,115	134,246
Share of profit of associates, net	應佔聯營公司溢利，淨額		20,004	18,265
Profit before income tax	除所得稅前溢利	13	1,153,609	939,595
Income tax expense	所得稅開支	14	(227,840)	(121,733)
Profit for the year	本年度溢利		925,769	817,862
Profit for the year attributable to:	本年度溢利歸屬於：			
Equity shareholders of the Company	本公司股東		871,817	787,534
Non-controlling interests	非控制性權益		53,952	30,328
			925,769	817,862
Earnings per share	每股盈利	15		
Basic (RMB cents)	基本(人民幣分)		9.90	9.46
Diluted (RMB cents)	攤薄(人民幣分)		9.86	9.39

The notes on pages 110 to 291 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in Note 16.

第110至291頁之附註構成該等財務報表一部分。當期權益股東所分配股利的詳細情形，列示於附註16。

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 2022 (Expressed in RMB)

截至2022年12月31日止年度(以人民幣列示)

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
			(Restated)
			(重述)
Profit for the year	本年度溢利	925,769	817,862
Other comprehensive income:	其他全面收益：		
<i>Item that may be reclassified</i>	<i>可能重分類至損益之項目</i>		
<i>subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations	貨幣匯兌折算差額	(16,227)	9,594
Other comprehensive income for the year, net of tax	本年度其他全面收益，扣除稅項	(16,227)	9,594
Total comprehensive income for the year	本年度全面收益總額	909,542	827,456
Total comprehensive income attributable to:	全面收益總額歸屬：		
Equity shareholders of the Company	本公司股東	858,076	796,487
Non-controlling interests	非控制性權益	51,466	30,969
		909,542	827,456

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 (Expressed in RMB)

於2022年12月31日(以人民幣列示)

		2022	2021
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
ASSETS			
資產			
Non-current assets			
非流動資產			
Property, plant and equipment	17	14,876,597	11,849,709
Right-of-use assets	18	559,208	530,534
Intangible assets	19	788,224	817,455
Interests in associates	20	776,034	510,030
Interests in joint ventures	21	1,578,123	1,273,201
Financial assets at fair value through profit or loss			
	22	13,716	76,631
Prepayments, deposits and other receivables	25	1,666,400	1,354,914
Finance lease receivables	26	164,993	91,426
Loan receivables	27	45,240	49,663
Deferred tax assets	37(b)	39,486	37,738
		20,508,021	16,591,301
Current assets			
流動資產			
Inventories	28	59,196	27,679
Contract assets	23	206,728	345,848
Trade and bills receivable	24	1,369,622	1,795,948
Prepayments, deposits and other receivables	25	615,485	981,583
Finance lease receivables	26	32,599	17,171
Loan receivables	27	16,347	9,909
Amounts due from associates	20	85,835	84,758
Amounts due from joint ventures	21	90,563	29,184
Financial assets at fair value through profit or loss			
	22	138,841	10,000
Cash and cash equivalents	29	3,471,039	3,510,470
Restricted deposits	29	578,240	640,967
		6,664,495	7,453,517
Total assets		27,172,516	24,044,818
LIABILITIES			
負債			
Non-current liabilities			
非流動負債			
Bank borrowings	33	1,285,516	765,496
Other borrowings	34	10,321,434	8,786,142
Senior notes	35	—	544,107
Lease liabilities	36	98,748	77,066
Deferred tax liabilities	37(b)	93,522	38,089
Deferred government grants	38	4,865	5,215
Payables for construction in progress, other payables and accruals			
	31	745,976	541,364
Financial guarantee contract liabilities	39	10,602	17,115
		12,560,663	10,774,594

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 (Expressed in RMB)

於2022年12月31日(以人民幣列示)

			2022	2021
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
Current liabilities	流動負債			
Trade and bills payable	應付貿易賬款及票據	30	1,262,570	1,078,538
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	31	2,736,516	3,016,253
Contract liabilities	合同負債	32	59,325	139,301
Amounts due to associates	應付聯營公司款項	20	2,540	—
Amounts due to joint ventures	應付合營企業款項	21	156	155
Bank borrowings	銀行借款	33	979,411	526,106
Other borrowings	其他借款	34	734,782	861,763
Senior notes	優先票據	35	618,905	17,029
Lease liabilities	租賃負債	36	13,502	11,411
Financial guarantee contract liabilities	財務擔保合同負債	39	7,535	7,319
Current income tax liabilities	應付所得稅	37(a)	101,719	49,462
			6,516,961	5,707,337
Total liabilities	負債總額		19,077,624	16,481,931
Net current assets	流動資產淨值		147,534	1,746,180
Total assets less current liabilities	資產總額減流動負債		20,655,555	18,337,481
Net assets	資產淨值		8,094,892	7,562,887
EQUITY	權益			
Share capital	股本	40	77,443	77,499
Reserves	儲備		7,754,304	7,336,427
Total equity attributable to equity shareholders of the Company	本公司股東應佔 權益總額		7,831,747	7,413,926
Non-controlling interests	非控制性權益		263,145	148,961
Total equity	權益總額		8,094,892	7,562,887

Approved and authorised for issue by the board of directors on 28 February 2023.

於二零二三年二月二十八日獲董事會批准及授權刊登。

Liu Shunxing

劉順興

Chairman and Executive Director

董事會主席及執行董事

Liu Jianhong

劉建紅

Vice Chairperson and Executive Director

董事會副主席及執行董事

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 (Expressed in RMB)

截至2022年12月31日止年度(以人民幣列示)

		Attributable to equity shareholders of the Company										
		本公司股東應佔										
		Premium arising on acquisition and disposal of non-								Non-		Total equity
		Share capital	Treasury shares	Share premium	Contributed surplus	controlling interests	Exchange reserves	Other reserves	Retained earnings	Subtotal	controlling interests	
		(Note 40(a))	(Note 40(b))	(Note 40(c))	(Note 40(c))	(Note 40(c))	(Note 40(d))	(Note 40(d))	(Note 40(e))	(Note 40(e))	(Note 40(f))	(Note 40(f))
		收購及處置非控制性權益所產生										
		股本	庫存股	股份溢價	繳入盈餘	之溢價	匯兌儲備	其他儲備	保留溢利	小計	非控制性權益	權益總額
		(附註 40(a))	(附註 40(b))	(附註 40(c))	(附註 40(c))	(附註 40(c))	(附註 40(d))	(附註 40(d))	(附註 40(e))	(附註 40(e))	(附註 40(f))	(附註 40(f))
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於2022年1月1日	77,499	(46,760)	731,627	2,359,063	(65,761)	27,677	110,523	4,220,058	7,413,926	148,961	7,562,887
Profit for the year	本年度溢利	—	—	—	—	—	—	—	871,817	871,817	53,952	925,769
Other comprehensive income	其他全面收益	—	—	—	—	—	(13,741)	—	—	(13,741)	(2,486)	(16,227)
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	—	(13,741)	—	871,817	858,076	51,466	909,542
Repurchase of ordinary shares (Note 40(b))	普通股回購 (附註 40(b))	—	(239,451)	—	—	—	—	—	—	(239,451)	—	(239,451)
Cancellation of treasury shares (Note 40(a))	註銷庫存股 (附註 40(a))	(549)	39,510	(38,961)	—	—	—	—	—	—	—	—
Ordinary share issued as treasury share (Note 40(a))	作為庫存股發行之普通股 (附註 40(a))	493	(493)	—	—	—	—	—	—	—	—	—
Vesting of shares under share award scheme (Note 41)	獎勵股份之歸屬 (附註 41)	—	6,812	15,772	—	—	—	(22,584)	—	—	—	—
Share-based compensation (Note 41)	以股份為基準之付款 (附註 41)	—	—	—	—	—	—	29,519	—	29,519	—	29,519
2021 final dividends (Note 16)	2021年度股息 (附註 16)	—	—	—	—	—	—	—	(230,272)	(230,272)	—	(230,272)
Disposal of partial interest in subsidiaries	處置附屬公司部分股權	—	—	—	—	—	—	—	—	—	7,105	7,105
Contribution by non-controlling interests	非控制性權益出資	—	—	—	—	—	—	10,739	—	10,739	149,522	160,261
Acquisition of non-controlling interests	非控制性權益收購	—	—	—	—	(10,790)	—	—	—	(10,790)	(66,197)	(76,987)
Dividends declared to non-controlling interests	宣派股息予非控制性權益	—	—	—	—	—	—	—	—	—	(27,712)	(27,712)
Balance at 31 December 2022	於2022年12月31日	77,443	(240,382)	708,438	2,359,063	(76,551)	13,936	128,197	4,861,603	7,831,747	263,145	8,094,892

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 (Expressed in RMB)

截至2022年12月31日止年度(以人民幣列示)

		Attributable to equity shareholders of the Company										
		本公司股東應佔										
		Share capital (Note 40(a))	Treasury shares (Note 40(b))	Share premium (Note 40(c))	Contributed surplus (Note 40(c))	Premium arising on acquisition and disposal of non-controlling interests	Exchange reserves	Other reserves (Note 40(d))	Retained earnings (Note 40(e))	Subtotal	Non-controlling interests	Total equity
		股本 (附註 40(a))	庫存股 (附註 40(b))	股份溢價 (附註 40(c))	繳入盈餘 (附註 40(c))	收購及處置非控制性權益所產生之溢價	匯兌儲備	其他儲備 (附註 40(d))	保留溢利 (附註 40(e))	小計	非控制性權益	權益總額
		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	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 2021	於2021年1月1日	72,412	(32,201)	313,780	2,359,063	(65,770)	18,724	112,479	3,641,381	6,419,868	74,634	6,494,502
Profit for the year (Restated)	本年度溢利(重述)	—	—	—	—	—	—	—	787,534	787,534	30,328	817,862
Other comprehensive income	其他全面收益	—	—	—	—	—	8,953	—	—	8,953	641	9,594
Total comprehensive income for the year	本年度全面收益總額	—	—	—	—	—	8,953	—	787,534	796,487	30,969	827,456
Conversion to ordinary shares	轉換為普通股	5,087	—	410,857	—	—	—	—	—	415,944	—	415,944
Repurchase of ordinary shares (Note 40(b))	普通股回購 (附註 40(b))	—	(18,406)	—	—	—	—	—	—	(18,406)	—	(18,406)
Vesting of shares under share award scheme (Note 41)	獎勵股份之歸屬 (附註 41)	—	3,847	6,990	—	—	—	(10,837)	—	—	—	—
Share-based compensation (Note 41)	以股份為基準之付款 (附註 41)	—	—	—	—	—	—	8,881	—	8,881	—	8,881
2020 final dividends	2020年度股息	—	—	—	—	—	—	—	(208,857)	(208,857)	—	(208,857)
Disposal of partial interest in subsidiaries	處置附屬公司部分股權	—	—	—	—	—	—	—	—	—	42,103	42,103
Contribution by non-controlling interests	非控制性權益出資	—	—	—	—	—	—	—	—	—	13,717	13,717
Acquisition of non-controlling interests	非控制性權益收購	—	—	—	—	9	—	—	—	9	(260)	(251)
Dividends declared to non-controlling interests	宣派股息予非控制性權益	—	—	—	—	—	—	—	—	—	(12,202)	(12,202)
Balance at 31 December 2021 (Restated)	於2021年12月31日 (重述)	77,499	(46,760)	731,627	2,359,063	(65,761)	27,677	110,523	4,220,058	7,413,926	148,961	7,562,887

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 (Expressed in RMB)

截至2022年12月31日止年度(以人民幣列示)

			2022	2021
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
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	42(a)	2,526,948	1,378,616
Income tax paid	支付所得稅		(126,898)	(75,217)
Net cash generated from operating activities	經營活動所產生之現金淨額		2,400,050	1,303,399
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		(4,254,027)	(2,988,348)
Payments for right-of-use assets	購買使用權資產		(109,293)	(154,701)
Capital injection to joint ventures and an associate	向合營企業及聯營公司註資		(300,000)	(50,060)
Net cash inflow on disposal/liquidation of subsidiaries	處置/清算附屬公司所得款項淨額	42(b)	711,532	995,798
Net proceeds from disposal/liquidation of joint ventures	處置/清算合營企業所得款項淨額		—	193,462
Net proceeds from disposal of associates	處置聯營公司所得款項淨額		—	5,000
Net proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項淨額	42(c)	1,197	498
Payments for acquisition of subsidiaries	收購附屬公司支付款項		—	(20)
Proceeds from disposal of other financial assets	出售其他金融資產所得款項		6,049,039	3,399,055
Payments for acquisition of other financial assets	購置其他金融資產支付款項		(6,028,827)	(3,387,548)
Dividends received from joint ventures and associates	已收合營企業及聯營公司之股息		54,000	91,721
Proceeds from dividends received from disposed subsidiaries	收回以前年度處置附屬公司股利		14,572	222,329
Receipts of government grants	政府補助之收款		—	10,407
Interest received	已收利息		27,435	16,115
Placement of restricted deposits	新增受限製存款		(578,240)	(640,967)
Withdrawal of restricted deposits	受限製存款返還		640,967	327,610
Net cash used in investing activities	投資活動所用之現金淨額		(3,771,645)	(1,959,649)

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 (Expressed in RMB)

截至2022年12月31日止年度(以人民幣列示)

		2022	2021
		RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
	Note 附註		
Cash flows from financing activities	來自融資活動之現金流量		
Payment for repurchase of shares of the Company	回購公司股份之付款	40(b) (239,451)	(18,406)
Proceeds from bank borrowings	銀行借款所得款項	1,190,251	704,398
Repayment of bank borrowings	償還銀行借款	(253,837)	(887,142)
Proceeds from other borrowings	其他借款所得款項	3,084,481	4,554,383
Repayment of other borrowings	償還其他借款	(1,531,438)	(779,665)
Deposits placed	支付保證金	(49,656)	(148,831)
Repayment of lease liabilities	償還租賃負債	(12,037)	(12,590)
Repayment of senior notes	償還優先票據	35 —	(761,153)
Repayment of outstanding convertible loan	償還尚未償付的可換股貸款	31 (112,150)	(31,879)
Dividends paid to equity shareholders of the Company	支付股息予本公司股東	(231,315)	(208,857)
Dividends paid to non-controlling interests	支付股息予非控制性權益持有人	(23,209)	(4,868)
Proceeds from disposal of partial interests in subsidiaries without losing control	部分出售附屬公司股權所得款項	7,105	42,103
Payment for acquisitions of non-controlling interests of subsidiaries	收購附屬公司非控制性權益	(74,700)	(251)
Contributions by non-controlling interests	非控制性權益出資	160,261	6,383
Interest paid	已付利息	(637,001)	(562,669)
Net cash generated from financing activities	融資活動所產生之現金淨額	1,277,304	1,890,956
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)或增加淨額	(94,291)	1,234,706
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值項目	3,510,470	2,280,459
Effect of foreign exchange rate changes	匯兌影響	54,860	(4,695)
Cash and cash equivalents at the end of the year	年終之現金及現金等值項目	3,471,039	3,510,470
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	現金及銀行結餘	29 4,049,279	4,151,437
Restricted deposits	受限製存款	29 (578,240)	(640,967)
		3,471,039	3,510,470

The notes on pages 110 to 291 form part of these financial statements.

第110至291頁之附註構成該等財務報表一部分。

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, the People’s Republic of China (“PRC”).

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”).

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」)。本公司註冊辦事處為香港金鐘夏慤道16號遠東金融中心39樓3901室。主要營業地址為中華人民共和國(「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、電廠智慧運行及維護服務、提供設計、技術及諮詢服務。

本綜合財務報表均以人民幣列報。

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 accounting period

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) to these financial statements for the current accounting period:

- Amendments to HKAS 16, *Property, plant and equipment: Proceeds before intended use*
- Amendments to HKAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts — cost of fulfilling a contract*
- Amendments to HKFRS 3, *Business combinations: Reference to the conceptual framework*
- Annual Improvements to HKFRSs 2018-2020 Cycle

The group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKAS 16, Property, plant and equipment: Proceeds before intended use

The amendments prohibit an entity from deducting the proceeds from selling items produced before that asset is available for use from the cost of an item of property, plant and equipment. Instead, the sales proceeds and the related costs should be included in profit and loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021.

2 應用新訂及經修訂的《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

本集團已將香港會計師公會頒佈之《香港財務報告準則》修訂應用於本會計年度之財務報表。

- 《香港會計準則》第16號修訂 — 「物業、廠房及設備：作擬定用途前之所得款項」
- 《香港會計準則》第37號修訂 — 「預計負債、或然負債及或然資產：虧損合同 — 履約合同成本」
- 《香港財務報告準則》第3號修訂 — 企業合併框架的引用
- 《香港財務報告準則》2018-2020年週期改進

本集團沒有採用任何在本會計期間尚未生效之新準則或解釋。採用經修訂之香港財務報告準則之影響將在下文討論：

《香港會計準則》第16號修訂 — 「物業、廠房及設備：作擬定用途前之所得款項」

該修正案禁止實體從物業、廠房及設備項目之成本中扣除出售在該資產可使用前生產之項目收益。反之，銷售收入及相關成本應計入利得或損失。本集團已將修訂追溯適用於2021年1月1日之後可供使用的不動產、廠房及設備專案。

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 accounting period (CONTINUED)

Summary of effects arising from initial application of HKAS 16

The table below summarizes the items affected in the Group’s consolidated statement of financial position for the year ended 31 December 2021 and the consolidated statement of profit and loss for the twelve months ended 30 December 2021, applicable to amendments to HKAS 16. Unaffected items are not included.

2 應用新訂及經修訂的《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)

首次應用《香港會計準則》第16號產生影響之概要

下表概述了本集團截至2021年12月31日年度適用於《香港會計準則》第16號的綜合財務狀況表和截至2021年12月31日之12個月的綜合損益表中受影響之項目。未受影響之項目不包括在內。

		As reported 基於報告	Adjustments 調整	Restated 重述
		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	綜合財務狀況表之影響			
Property, plant and equipment	物業、廠房及設備	11,840,303	9,406	11,849,709
Reserves	儲備	7,327,369	9,058	7,336,427
Non-controlling interests	非控制性權益	148,613	348	148,961
Impact on the consolidated statement of profit or loss	綜合損益表之影響			
Revenue	收入	2,183,048	12,492	2,195,540
Cost of sales and services rendered	服務成本及銷售成本	(872,792)	(3,086)	(875,878)
Gross profit	毛利	1,310,256	9,406	1,319,662
Profit before income tax	除所得稅前溢利	930,189	9,406	939,595
Profit for the period	本年度溢利	808,456	9,406	817,862

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 accounting period (CONTINUED)

Amendments to HKAS 37, Provisions, contingent liabilities and contingent assets: Onerous contracts — cost of fulfilling a contract

The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

Previously, the Group included only incremental costs when determining whether a contract was onerous. In accordance with the transitional provisions, the Group has applied the new accounting policy to contracts for which it has not yet fulfilled all its obligations at 1 January 2022, and has concluded that none of them is onerous.

Amendments to HKFRS 3, Business combinations: Reference to the conceptual framework

The amendments update the reference to the latest version of Conceptual Framework issued in March 2018, and add an exception to the requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability.

2 應用新訂及經修訂的《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)

修訂《香港會計準則第37號 — 預計負債、或有負債及或有資產：虧損合同 — 履行合同的成本》

該修正案澄清，為評估一項合同是否虧損，履行合同的成本包括履行該合同的增量成本和與履行合同直接相關的其他成本的分配。

以前，集團在確定一項合同是否虧損時只包括增量成本。根據過渡性規定，本集團已將新的會計政策應用於在2022年1月1日尚未履行所有義務的合同，並得出結論認為這些合同都不是虧損的。

《香港財務報告準則第3號 — 企業合併》的修訂：參考概念框架

修訂更新了對2018年3月發佈的最新版本概念框架的引用，並對實體參考概念框架以確定什麼構成資產或負債的要求增加了一個例外。

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 accounting period (CONTINUED)

Amendments to HKFRS 3, Business combinations: Reference to the conceptual framework (CONTINUED)

The exception relates to liabilities and contingent liabilities that would have been within the scope of HKAS 37 or HKFRIC-Int 21 if they were incurred separately rather than assumed in a business combination. Under the exception, when applying HKFRS 3 an entity should apply the more specific criteria in HKAS 37 or HKFRIC-Int 21 respectively (instead of the Conceptual Framework) to determine whether a present obligation exists at the acquisition date.

Annual Improvements to HKFRSs 2018-2020 Cycle

This package of annual improvements contains amendments to three standards, namely HKFRS 1, HKFRS 9 and HKAS 41, and an amendment to an illustrative example accompanying HKFRS 16.

The amendment to HKFRS 1 provides optional relief for the measurement of cumulative translation differences to those first-time adopters which take advantage of the exemption in paragraph D16(a) of HKFRS 1. Such entities are subsidiaries which become first-time adopters later than their parents.

2 應用新訂及經修訂的《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3號 — 企業合併》的修訂：參考概念框架(續)

該例外情況與負債和或有負債有關，如果這些負債和或有負債是單獨發生而不是在企業合併中承擔的，則屬於《香港會計準則》第37號或《香港財務報告準則》第21號的範圍。根據該例外情況，當應用《香港財務報告準則》第3號時，實體應分別應用《香港會計準則》第37號或《香港財務報告準則》第21號中更具體的標準(而不是概念框架)，以確定在收購日期是否存在現有義務。

香港財務報告準則2018-2020週期年度改進措施

本套年度改進包括對三項準則(即《香港財務報告準則》第1號、《香港財務報告準則》第9號及《香港會計準則》第41號)的修訂，以及對《香港財務報告準則》第16號所附說明性實例的修訂。

《香港財務報告準則》第1號的修訂為那些利用《香港財務報告準則》第1號第D16(a)段的豁免權的首次採用者提供累積換算差異的測量的可選擇豁免。這些實體是比其母公司晚成為首次採用者的子公司。

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 accounting period (CONTINUED)

Annual Improvements to HKFRSs 2018-2020 Cycle (CONTINUED)

The amendment to HKFRS 9 clarifies that only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf, are included when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability.

The amendment to illustrative example 13 accompanying HKFRS 16 removes from the fact pattern a reimbursement relating to leasehold improvements, as the example had not explained clearly whether the reimbursement would meet the definition of a lease incentive in HKFRS 16.

The amendment to HKAS 41 removes the requirement to exclude taxation cash flows when measuring fair value, thereby aligning the fair value measurement requirements in HKAS 41 with those in HKFRS 13.

Except for the effect of HKAS 16, none of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

2 應用新訂及經修訂的《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2018-2020週期年度改進措施(續)

《香港財務報告準則》第9號的修訂澄清，在評估新的或經修改的金融負債的條款是否與原金融負債的條款存在實質性差異時，只包括借款人與貸款人之間支付或收取的費用，包括借款人或貸款人代表另一方支付或收取的費用。

《香港財務報告準則》第16號所附例13的修訂從事實模式中刪除了與租賃改善有關的補償，因為該示例沒有清楚地解釋該補償是否符合《香港財務報告準則》第16號中租賃激勵的定義。

《香港會計準則》第41號修訂取消了在計量公允價值時排除徵稅現金流的要求，從而使《香港會計準則》第41號中的公允價值計量規定與《香港財務報告準則》第13號中的公允價值計量要求保持一致。

除《香港會計準則》第16號產生之影響外，這些發展均未對本集團本期或前期的業績和財務狀況的編製或列報產生重大影響。

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)

2.2 New and amendments to HKFRSs in issue but not yet effective

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2022 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

2 應用新訂及經修訂的《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修訂及經修訂之《香港財務報告準則》

截至本財務報表發出日期，香港會計師公會已頒佈若干新的或修訂之準則，這些修訂在截止2022年12月31日止年度尚未生效，亦未在綜合財務報表中採納。這些包括以下可能與集團有關之方面：

*Effective for
accounting periods
beginning on or after
在以下日期或之後開始的
會計期間生效*

HKFRS 17, <i>Insurance contracts</i> 《香港會計準則》第17號 — 「保險合同」	1 January 2023 2023年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements</i> “Classification of Liabilities as Current or Non-current” 《香港會計準則》第1號修訂 — 財務報表的呈列「流動與非流動負債的劃分」	1 January 2023 2023年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements</i> and HKFRS Practice Statement 2, <i>Making materiality judgements:</i> <i>Disclosure of accounting policies</i> 對《香港會計準則》第1號 — 「財務報表的呈列」及 《香港財務報告準則實務公告》第2號 — 「作出重要性 之判斷：會計政策的披露」修訂	1 January 2023 2023年1月1日
Amendments to HKAS 8, <i>Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates</i> 對《香港會計準則》第8號修訂 — 「會計政策、會計估計之變化及錯誤： 會計估計的定義」	1 January 2023 2023年1月1日
Amendments to HKAS 12, <i>Income taxes: Deferred tax related to assets and liabilities arising from a single transaction</i> 《香港會計準則》第12號修訂 — 「所得稅：與單一交易所產生的資產及 負債相關之遞延稅項」	1 January 2023 2023年1月1日
Amendments to HKAS 1, <i>Non-current Liabilities with Covenants</i> 《香港會計準則》第1號修訂 — 附有契約條件之非流動負債	1 January 2024 2024年1月1日
Amendments to HKFRS 16, <i>Lease Liability in a Sale and Leaseback</i> 《香港財務報告準則》第16號修訂 — 售後回租之租賃負債	1 January 2024 2024年1月1日
Amendments to HKFRS 10 and HKAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i> 《香港財務報告準則》第10號和《香港會計準則》第28號修訂 — 「投資者與其聯營公司或合營企業之間的資產銷售或投入」	To be decided 尚未確認

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)

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

3 SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations 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. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2.1 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

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.

Non-current assets held for sale are stated at the lower of carrying amount and fair value less cost to sell.

2 應用新訂及經修訂的《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修訂及經修訂之《香港財務報告準則》(續)

本集團正在評估首次採用新修訂準則預期影響。截至目前認為採用這些新修訂準則不會對綜合財務報告產生重大影響。

3 主要會計政策

本綜合財務報表根據香港會計師公會頒佈之《香港財務報告準則》，其統稱包括所有個別《香港財務報告準則》、《香港會計準則》(「香港會計準則」)及詮釋編製。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》(「上市規則」)和香港《公司條例》規定之適用披露。這些財務報表也符合香港聯合交易所有限公司證券上市規則之適用披露規定。

香港會計師公會已頒佈若干對《香港財務報告準則》之修訂，這些修訂在本集團當前之會計期間首次生效或可提前採用。附註2.1提供了因初次應用這些修訂準則而導致會計政策發生任何變化之信息，它們與本集團在這些財務報表中反映的當前會計期間相關。

如下列會計政策所述，除了在每一報告期末按公允價值計量之某些金融工具之外，本綜合財務報表是在歷史成本基礎上編製。

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。

持有待售的非流動資產以賬面價值與公允價值減去銷售成本的較低者列示。

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, and measurements that have some similarities to fair value but are not fair value, such as net realizable 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.

In addition, for financial reporting purposes, fair value measurements are categorized 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.

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特性。在本綜合財務報表中計量和／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》第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。

此外，出於財務報告目的，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。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries. (together referred to as the “Group”) and the Group’s interest in associates and a joint venture. 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.

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 equity shareholders of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the equity shareholders 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.

3 主要會計政策(續)

合併基礎

截至2022年12月31日，綜合財務報表之權益包括本公司及其子公司(合稱「本集團」)以及本集團在聯營公司和一家合資企業。本公司之控制權在以下情況下實現：

- 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回報之金額。

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股東及非控制性權益。屬公司之全面收益總額歸屬於本公司之股東及非控制性權益，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，必要時對附屬公司之財務報表進行調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (CONTINUED)

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealised losses relating from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

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.

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 equity shareholders of the Company.

3 主要會計政策(續)

合併基礎(續)

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。與集團內部交易相關之未實現虧損，與未實現收益之抵銷方法相同，但僅限於沒有減值跡象的部分。

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。

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股東持有之權益中。

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 (CONTINUED)

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 equity shareholders 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.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

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(續)

當本集團喪失對附屬公司之控制權時，將終止確認該附屬公司及非控制性權益(如有)的資產和負債，並確認利得或損失及計入損益，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《香港財務報告準則》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《香港財務報告準則》第9號/《香港會計準則》第39號進行初始確認之公允價值，或者作為在聯營公司或合營企業中之投資之初始確認成本(如適當)。

在財務狀況表中，除非該投資分類為持有待售(或包括在分類為持有待售的處置組中)，則對附屬公司之投資以成本減去減值虧損列示。

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。

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益條款。

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)減累計減值虧損(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生單元(或現金產生單元組合)，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生單元(或現金產生單元組合)會每年進行減值測試，但如果跡象顯示該現金產生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。如果現金產生單元(或現金產生單元組合)之可收回金額低於其賬面金額，減值虧損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虧損分攤到該單元(或該組合)之其他資產。

商譽之減值虧損直接計入損益。商譽之減值虧損不可在後續期間轉回。

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.

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.

3 主要會計政策(續)

商譽(續)

在處置相關現金產生單元或現金產生單元組中的任何現金產生單元時，所佔分攤商譽均計入處置損益中。在處置現金產生單元(或現金產生單元組中的任何現金產生單元)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(或現金產生單元)的相關價值及現金產生單元(或現金產生單元組)的留存部分計量。

本集團有關購買聯營公司及合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。

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綜合財務報表。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製。

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)

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, unless it is classified as held for sale.

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.

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.

3 主要會計政策(續)

聯營公司和合營企業中之投資(續)

根據權益法，除非已被分類為持有待售，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。

對合營企業或聯營公司中除損益及其他全面收益以外之淨資產變動不予確認，但上述變動導致本集團所持有之權益發生變動之情況除外。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虧損中所佔之份額。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。

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。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Investments in associates and joint ventures
(CONTINUED)**

The Group assesses whether there is 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.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

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.

3 主要會計政策(續)

聯營公司和合營企業中之投資(續)

本集團就是否存在客觀證據表明於聯營公司或合營企業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。任何已確認減值虧損構成該項投資之賬面餘額之一部分。任何減值虧損轉回需按照《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。

如果對聯營公司之投資變為對合資企業之投資，則保留權益不會重新計量，反之亦然。投資繼續採用權益法核算。

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，在本集團之綜合財務報表中予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Non-current assets held for sale

Non-current assets 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 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. As long as a non-current asset is classified as held for sale, the non-current asset is not depreciated or amortised.

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.

3 主要會計政策(續)

持有待售非流動資產

當非流動資產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會按其以往賬面金額及公允價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。只要一項非流動資產被分類為持有待售，則該非流動資產不應計提折舊或攤銷。

客戶合同收益

根據《香港財務報告準則》第15號，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。

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 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.

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.

3 主要會計政策(續)

客戶合同收益(續)

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。

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。而應收貿易款項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。

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)

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.

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 recognise revenue in the amount to which the Group has the right to invoice.

3 主要會計政策(續)

客戶合同收益(續)

具有多項履約義務之合同(包括交易價格之分配)

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。

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同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(本集團為其所提供服務時間收取固定金額之服務合同)，則本集團按其有權開具發票的金額確認收益。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (CONTINUED)

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.

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.

3 主要會計政策(續)

客戶合同收益(續)

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。

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，合同包括重大融資組成部分。無論是否於合同中明確規定或通過合同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。

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 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.

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 revenue 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)

客戶合同收益(續)

存在重大融資組成部分(續)

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。

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。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

Definition of a lease

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

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 non-lease 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

租賃之定義

如果合同賦予在一段時期內控制一項已識別資產之使用的權利以換取代價，則該合同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同，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)評估合同是否是一項租賃或包含一項租賃。除非合同條款和條件在後續發生變更，否則不會對此類合同進行重新評估。

本集團作為承租人

合同組成部分對價之分攤

倘合同包含一個租賃部分以及一個或多個額外之租賃或非租賃部分，則本集團應基於租賃部分之相關單獨價格及非租賃部分之單獨價格總和，將合同中之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之影響不會與投資組合內之個別租賃有重大差異時，具有類似特徵之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 (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.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3 主要會計政策(續)

租賃(續)

本集團作為承租人(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之確認豁免。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之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

使用權資產之成本包括：

- 租賃負債之初始計量金額；
- 在租賃期開始日或之前支付之任何租賃付款額，減去所取得之任何租賃激勵金額；
- 本集團發生之任何初始直接成本；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之預計成本。

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，並對租賃負債之任何重新計量作出調整。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

The Group as a lessee (CONTINUED)

Right-of-use assets (CONTINUED)

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

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost. Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

3 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

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之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

可退還租金按金之初始公允價值按照適用於以攤餘成本計量之債務證券投資之會計政策與使用權資產分開入賬。初始公允價值與按金名義價值之間之任何差異均作為額外租賃付款入賬，併計入使用權資產成本。

租賃負債

在租賃期開始日，本集團應當按該日尚未支付之租賃付款額現值確認及計量租賃負債。在計算租賃付款額之現值時，如果不易於確定租賃之內含利率，本集團則使用租賃期開始日之增量借款利率。

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 (CONTINUED)

Lease liabilities (CONTINUED)

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.

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.

3 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

租賃付款額包括：

- 固定付款額(包括實質上固定付款額)，減去應收租賃激勵措施金額；
- 本集團預期應支付剩餘價值擔保金額；
- 倘本集團合理確定將行使購買選擇權之行權價；及
- 終止租賃罰款金額，如果租賃期反映出本集團將行使終止租賃之選擇權。

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。

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之折現率對修正後之租賃付款額進行折現重新計量相關之租賃負債。

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 (CONTINUED)

Lease liabilities (CONTINUED)

- 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.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

3 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

- 租賃付款因市場租金審查後之市場租金率／剩餘價值擔保下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之租賃付款額進行折現來重新計量相關之租賃負債。

本集團在綜合財務狀況表中將租賃負債作為單獨項目呈列。

當租賃合同原未規定之租賃範圍或租賃對價發生變化(「租賃修改」)，不作為一項單獨租賃進行會計處理時，租賃負債應重新計量。在此情況下，應根據修訂後之租賃付款額和租賃期限，使用修訂後之折現率，在修訂生效之日重新計量租賃負債。唯一例外是任何因新型冠狀病毒流行直接導致獲得的租金寬減，而這些寬減符合《香港財務報告準則》第16號—「租賃」46B段所載之條件時。此情況下，本集團利用簡便實務操作方法未對租賃寬減是否為租賃修訂進行評估，並於觸發已發生租賃寬減的事件或條件的當期損益內將對價變動確認為負可變動租賃付款額。

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 (CONTINUED)

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.

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.

3 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

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
- 租賃代價增加之金額與針對擴大租賃範圍之單獨價格及為反映特定合同之具體情況而對單獨價格作出之任何適當之調整相稱。

對於不作為一項單獨租賃進行會計處理之租賃修改，在租賃修改之生效日，本集團根據修改後租賃之租賃期，通過使用修改後之折現率對修改後之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。當修改後之合同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之相對獨立價格及非租賃部分之總獨立價格將修改後之合同中之代價分配至每個租賃組成部分。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (CONTINUED)

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.

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 revenue 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

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，則該合同為融資租賃。所有其他租賃均為經營租賃。

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之固定定期收益率。

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價值，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 (CONTINUED)

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

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

3 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

合同組成部分對價的分攤

當合同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號將合同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，並按公允價值進行初始計量。初始確認時對公允價值之調整被視為承租人之額外租賃付款。

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

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。

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)

Sale and leaseback transactions (CONTINUED)

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 financial liabilities within the scope of HKFRS 9.

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 financial asset equal to the transfer proceeds within the scope HKFRS 9.

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.

3 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

售後租回交易(續)

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號範圍內作為金融負債核算。

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。

外幣

在編製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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (CONTINUED)

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).

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.

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.

3 主要會計政策(續)

外幣(續)

出於本綜合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)均計入其他全面收益，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)。

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。

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。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government grants (CONTINUED)

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.

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.

3 主要會計政策(續)

政府補助(續)

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。

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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Short-term employee benefits (CONTINUED)

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.

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)

短期僱員福利(續)

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。

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製股份溢價。

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 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)

稅項

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「稅前溢利」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溢利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額，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)

稅項(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。

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.

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.

3 主要會計政策(續)

稅項(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，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。

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虧損後之餘額列示。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (CONTINUED)

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.

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

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(續)

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虧損後餘額列示。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。

為使一項物業、廠房及設備達到必要之位置及條件，並且能夠按管理部門預期的方式運作時，可能會產生一些項目。出售任何此類項目獲得的收益和發生的相關成本應計入損益。

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。

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).

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.

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.

3 主要會計政策(續)

物業、廠房及設備(續)

未來自佔目的在建建築物

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。

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虧損後之餘額列示。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。

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虧損後之餘額列示。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (CONTINUED)

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 amounts 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.

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

3 主要會計政策(續)

無形資產(續)

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價值，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。

一項資產的可收回金額是其公允價值扣減處置成本後價值與在用價值孰高。在評估使用價值時，預計未來現金流量折現為它們的現值是採用稅前貼現率，來反映當前的市場評估貨幣的時間價值和資產特有的風險。如果資產沒有產生的現金流入在很大程度上獨立於其他資產的現金流入金額是為產生現金流入的最小資產組確定的獨立(即現金產生單元)。公司賬面價值的一項資產(例如，總部大樓)可以分配給一個單獨的現金產生單元，如分配可在合理和一致的基礎上進行，亦或分配給最小的一組成員現金產出單位。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (CONTINUED)

Impairment losses on tangible and intangible assets other than goodwill (CONTINUED)

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.

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.

3 主要會計政策(續)

無形資產(續)

除商譽以外之無形資產及有形資產之減值虧損(續)

如估計資產(或現金產生單元)之可收回金額較其賬面價值低,該資產(或現金產生單元)之賬面價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價值(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價值)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。

倘減值虧損於其後撥回,則該項資產(或現金產生單元或一組現金產生單元)之賬面價值會增加至其經修訂之估計可收回金額,惟增加後之賬面價值不得超出假設過往年度並無就該項資產(或現金產生單元或一組現金產生單元)確認減值虧損原應釐定之賬面價值。減值虧損撥回即時確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

3 主要會計政策(續)

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。

預計負債及或然負債

當本集團因過去之事件而產生法定或推定義務，並且很可能需要經濟利益的流出來履行該義務，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。如果貨幣時間價值具有重大影響時，預計負債就按預期用於履行義務支出之現值列報。

如果不可能需要經濟利益流出，或不能可靠地估計其數額，則該義務被披露為或然負債，除非經濟利益流出之可能性很小。可能承擔之義務，其存在只能通過一個或多個未來事件之發生或不發生來確認，也作為或然負債披露，除非經濟利益流出之可能性很低。

如果需要結算預計負債的若干或所有費用支出預計由另一方償付，則將幾乎肯定可獲補償的數額確認為另一資產項目。就該項償付已確認的金額僅限於該項預計負債的賬面金額。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract. The cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling that contract.

Financial instruments

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

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest revenue and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3 主要會計政策(續)

虧損合同

當本集團簽訂之合同中，履行合同義務的不可避免的成本超過預期從合同中獲得的經濟利益時，就存在虧損合同。虧損合同之預計負債按終止合同之預期成本和履行合同淨成本兩者中較低者之現值來衡量。履行合同之成本包括履行該合同的增量成本和與履行該合同直接相關的其他成本之分配。

金融工具

當集團實體成為工具合同條文之訂約方時，金融資產及金融負債予以確認。除與客戶之間之合同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價值計量。收購或發行金融資產及金融負債(按公允價值計量且其變動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)之公允價值計入或扣除。收購按公允價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。

實際利息法為計算有關期間金融資產或金融負債之攤銷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)至賬面淨值之利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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
- 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.

3 主要會計政策(續)

金融工具(續)

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銷成本計量：

- 業務模式內所持有以收取合同現金流量之金融資產；及
- 合同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按公允價值計量且其變動計入其他全面收益：

- 業務模式內所持有以同時收回合同現金流量及出售之金融資產；及
- 合同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全面收益中呈列股權投資公允價值之期後變動。

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial assets (CONTINUED)

Classification and subsequent measurement of financial assets (CONTINUED)

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.

(i) Amortised cost and interest revenue

Interest revenue is recognised using the effective interest method for financial assets measured subsequently at amortised cost and receivables subsequently measured at FVTOCI. Interest revenue 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 revenue 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 revenue is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3 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)

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銷成本或按公允價值計量且其變動計入其他全面收益之金融資產指定為透過當期損益按公允價值列賬之金融資產。該指定一經做出，不得撤銷。

(i) 攤銷成本和利息收益

就其後按攤銷成本計量的金融資產和其後按公允價值計量且其變動計入其他全面收益列賬的債務工具／應收款項而言，利息收益乃採用實際利率法進行確認。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賬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銷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賬面總值採用實際利率法進行確認。

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)

Classification and subsequent measurement of financial assets (CONTINUED)

(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” line item.

Impairment of financial assets, contract assets and lease receivables

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.

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)

(ii) 按公允價值計量且其變動計入損益之金融資產

不符合按攤銷成本或按公允價值計量且其變動計入其他全面收益或指定為按公允價值計量且其變動計入其他全面收益之準則的金融資產按公允價值計量且其變動計入損益。

按公允價值計量且其變動計入損益的金融資產按各報告期末之公允價值計量，任何公允價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。

金融資產、合同資產及融資租賃應收款減值

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、受限製存款、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用損失(「預期信用損失」)模型進行減值評估。預期信用損失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。

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, contract assets and lease receivables (CONTINUED)

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 collectively or individually.

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.

3 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產、合同資產及融資租賃應收款減值(續)

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。

本集團始終就應收貿易款項(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集體或個別評估。

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。

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, contract assets and lease receivables (CONTINUED)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

3 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產、合同資產及融資租賃應收款減值(續)

(i) 信用風險大幅加

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；
- 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；

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, contract assets and lease receivables (CONTINUED)

- (i) Significant increase in credit risk (CONTINUED)
- 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.

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、合同資產及融資租賃應收款減值(續)

- (i) 信用風險大幅加(續)
- 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。

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, contract assets and lease receivables (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、合同資產及融資租賃應收款減值(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；
- 違反合同條款，如違約或逾期事件等；
- 債權人出於經濟或合同等方面因素之考慮，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, contract assets and lease receivables (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、合同資產及融資租賃應收款減值(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，或當貿易應收貿易款項金額已逾期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, contract assets and lease receivables (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.

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)

金融資產之分類和後續計量(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同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折現。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，預期虧損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, contract assets and lease receivables (CONTINUED)

(v) Measurement and recognition of ECL (CONTINUED)

Interest revenue is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest revenue 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.

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.

3 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產、合同資產及融資租賃應收款減值(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賬面值總額計算，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銷成本計算。

對於財務擔保合同而言，虧損準備為根據《香港財務報告準則》第9號所確定的虧損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，通過調整其賬面價值，透過損益確認減值利得或損失。而應收貿易款項、合同資產、其他應收款及應收合營企業和聯營公司款項，相應的調整透過虧損準備賬戶確認。

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。

以攤銷成本計量的金融資產終止確認時，該資產之賬面價值和已收及應收代價之和之間的差額計入當期損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

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.

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, trade and bills payable, accruals and other payables, amounts due to joint ventures and associates, are subsequently measured at amortised cost, using the effective interest method.

3 主要會計政策(續)

金融工具(續)

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同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同。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賬。

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。

金融負債

所有金融負債後續均採用實際利率法按攤銷成本計量或按公允價值計量且其變動計入損益。

按攤銷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、應付貿易款項及票據、應計費用及其他應付款，以及應付合營企業和聯營公司款項，採用實際利率法按攤銷成本進行後續計量。

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 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.

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.

3 主要會計政策(續)

金融工具(續)

金融負債和權益工具(續)

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虧損之合同。財務擔保合同負債按其公允價值進行初始計量。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號確定之虧損準備金額；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。

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價值列賬。於後續期間，可轉換貸款之債務成分採用實際利率法按攤銷成本計量。而衍生成分按公允價值計量，且公允價值變動於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (CONTINUED)

Financial liabilities and equity instruments (CONTINUED)

Convertible loan contain debt and derivative components (CONTINUED)

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.

Related parties

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

3 主要會計政策(續)

金融資產(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(續)

與發行可轉換貸款相關之交易成本按其相關公允價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賬面價值，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賬面價值與已付及應付代價之間之差額於損益列賬。

關聯方

- (a) 如屬以下人士，即該人士或該人士的近親是本集團的關聯方：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 是本集團或本集團母公司的關鍵管理人員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (CONTINUED)

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

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

3 主要會計政策(續)

關聯方(續)

- (b) 如符合下列任何條件，即企業實體是本集團的關聯方：
- (i) 該實體與本集團隸屬同一集團（即各母公司、附屬公司和同系附屬公司彼此間有關聯）。
 - (ii) 一家實體是另一實體的聯營公司或合營企業（或另一實體所屬集團旗下成員公司的聯營公司或合營企業）。
 - (iii) 兩家實體是同一第三方之合營企業。
 - (iv) 一家實體是第三方實體之合營企業，而另一實體是第三方實體之聯營公司。
 - (v) 該實體是為本集團或作為本集團關聯方之任何實體的僱員福利而設之離職後福利計劃。
 - (vi) 該實體受到上述第(a)項內所認定人士控制或共同控制。
 - (vii) 上述第(a)(i)項內所認定人士對該實體有重大影響力或是該實體（或該實體母公司）的關鍵管理人員。
 - (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供關鍵管理人員服務。

一名個人之近親是指與有關實體交易並可能影響該個人或受該個人影響的家庭成員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

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.

3 主要會計政策(續)

分類報告

本集團最高層管理人員定期取得用以對本集團各項業務及經營地域進行資源分配及表現評估的財務資料，而經營分部和財務報表所呈示各分類項目的數額會從中確定。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分類的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務之方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要之經營分類如果符合以上大部分準則，則可以合計。

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賬面金額作出判斷、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。

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

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.

Revenue recognition on tariff subsidy on sales of electricity

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 standardized procedures for the settlement of the tariff subsidy has come into force since 2013. The approvals for the registration in the Renewable Energy Tariff Subsidy List (可再生能源發電補貼項目清單) (the "List") 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. In 2020, the government authorities jointly issued several new notices to crystalize the registration and verification process to apply tariff subsidy for wind and solar power plants, which simplify system management of the List and optimize subsidy settlement process.

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

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、對綜合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)。

電力銷售之電價補助收入確認

電價補助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清單(簡稱「清單」)，之後再對本集團進行結算。2020年，政府部門聯合發佈了幾項新通知，明確了對風電和太陽能發電廠實行電價補貼之登記和核實程式，從而簡化了清單的系統管理，優化了補助結算規則。

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 (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 List currently in operation had been qualified for and had met relevant requirements and conditions 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 List in due course and it's highly probable that the accrued revenue on tariff subsidy will be received but only subject to timing of allocation of funds from the PRC government.

As disclosed in Note 23, as at 31 December 2022, the tariff adjustment amounts of RMB Nil (2021: RMB62,696,000) was recognised in contract assets by the power plants which have not been included in the List.

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.

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(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清單中，且已符合或已滿足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清單登記，並且，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。

如附註23所披露，截至2022年12月31日，未列入清單之電場於合同資產中已確認應收貿易款項人民幣零元(2021年：人民幣62,696,000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賬面金額作出重大調整之重大風險。

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (CONTINUED)

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 calculation of recoverable amount 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.

As set out in Note 19 to the consolidated financial statements, the annual impairment review performed by the management involves assumptions, including estimated sales volumes and on-grid tariff 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 2022, the carrying amount of goodwill was RMB787,716,000 (2021: RMB816,850,000). No impairments (2021: No impairments) was recognised during the current year. Details of the recoverable amount calculation are disclosed in Note 19.

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

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生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。計算可收回金額時，本集團須估計現金產生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虧損。

如綜合財務報表附註19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、上網電價及折現率等主觀因素，本公司需要判斷性地應用這些資訊。根據對現金產生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。

當現金產生單元或現金產生單元組之賬面價值超過其可收回金額時，在綜合損益表中確認減值虧損。

於2022年12月31日，商譽之賬面價值為人民幣787,716,000元(2021年：人民幣816,850,000元)。於本年無確認減值(2021年：無)。有關可收回金額計算之詳細資訊於附註19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 markers (“CODM”), for strategic decision making.

The CODM consider 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 review 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;
- Intelligent operation and maintenance segment — provision of operation and maintenance, asset management, overhaul and commissioning service for wind and solar power plants;
- “Others” segment — 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），被認為為一個經營分類。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；
- 智慧運維分類 — 提供風力及太陽能發電電廠之運行維護服務、資產管理、檢修及風機調試業務；
- 「其他」分類 — 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, interest revenue and finance costs, after inter-segment elimination.

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税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。分類收益指在內部分類抵消後未分配總部管理費用、董事報酬、某些其他收入、利息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.

		Intelligent Power generation 發電業務	operation and maintenance 智慧運維	Others 其他	Segment total 分類統計	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	RMB'000 人民幣千元
For the year ended	截至 2022 年 12 月 31 日						
31 December 2022	止年度						
Segment revenue	分類收入						
Sales to external customers*	售予對外客戶*	2,114,106	279,092	286,170	2,679,368	—	2,679,368
Inter-segment revenues	集團分類間收入	—	113,456	481,844	595,300	(595,300)	—
		2,114,106	392,548	768,014	3,274,668	(595,300)	2,679,368
Segment results	分類業績						
Unallocated other gains and losses, net	不予分配之其他收益及虧損，淨額	1,287,115	37,359	12,512	1,336,986	—	1,336,986
Unallocated income	不予分配之收入						318,991
Unallocated expenses	不予分配之開支						16,727
Interest revenue	利息收入						(214)
Finance costs	財務成本						27,435
							<u>(546,316)</u>
Profit before income tax	除所得稅前溢利						1,153,609
Income tax expense	所得稅開支						<u>(227,840)</u>
Profit for the year	本年度溢利						<u>925,769</u>
At 31 December 2022	於 2022 年 12 月 31 日						
Segment assets	分類資產	24,493,235	433,417	1,997,149	26,923,801	—	26,923,801
Unallocated assets	不予分配之資產						<u>248,715</u>
Total assets	資產總額						<u>27,172,516</u>
Segment liabilities	分類負債	(17,569,471)	(243,644)	(877,550)	(18,690,665)	—	(18,690,665)
Unallocated liabilities	不予分配之負債						<u>(386,959)</u>
Total liabilities	負債總額						<u>(19,077,624)</u>

* Revenue from power generation comprised revenue generated from wind power plants and solar power plants of RMB1,769,309,000 and RMB344,797,000 respectively.

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。

5 分類資料(續)

(a) 業務分類(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1,769,309,000元及人民幣344,797,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

5 分類資料(續)

(a) Business segments (CONTINUED)

(a) 業務分類(續)

Segment revenues and results, and segment assets and liabilities (CONTINUED)

分類收入及業績，及分類資產與負債(續)

		Power generation 發電業務	Intelligent operation and maintenance 智慧運維	Others 其他	Segment total 分類統計	Elimination 抵銷	Total 總計
		RMB'000 人民幣千元 (Restated) (重述)	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	RMB'000 人民幣千元 (Restated) (重述)
For the year ended 31 December 2021	截至2021年12月31日 止年度						
Segment revenue	分類收入						
Sales to external customers* (as restated)	售予對外客戶* (重述)	1,748,842	244,834	201,864	2,195,540	—	2,195,540
Inter-segment revenues	集團分類間收入	—	63,919	934,237	998,156	(998,156)	—
		<u>1,748,842</u>	<u>308,753</u>	<u>1,136,101</u>	<u>3,193,696</u>	<u>(998,156)</u>	<u>2,195,540</u>
Segment results (as restated)	分類業績(重述)	1,109,177	26,690	5,003	1,140,870	—	1,140,870
Unallocated other gains and losses, net	不予分配之其他收益及虧損，淨額						181,113
Unallocated income	不予分配之收入						56,145
Unallocated expenses	不予分配之開支						(8,528)
Interest revenue	利息收入						16,115
Finance costs	財務成本						(446,120)
Profit before income tax (as restated)	除所得稅前溢利 (重述)						939,595
Income tax expense	所得稅開支						(121,733)
Profit for the year (as restated)	本年度溢利(重述)						<u>817,862</u>
At 31 December 2021	於2021年12月31日						
Segment assets (as restated)	分類資產(重述)	21,284,614	320,156	2,236,737	23,841,507	—	23,841,507
Unallocated assets	不予分配之資產						203,311
Total assets	資產總額						<u>24,044,818</u>
Segment liabilities	分類負債	(14,909,021)	(127,663)	(1,060,252)	(16,096,936)	—	(16,096,936)
Unallocated liabilities	不予分配之負債						(384,995)
Total liabilities	負債總額						<u>(16,481,931)</u>

* Revenue from power generation comprised revenue generated from wind power plants and solar power plants of RMB1,553,401,000 (restated) and RMB195,441,000 (restated) 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1,553,401,000元(重述)及人民幣195,441,000元(重述)。

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 2022

5 分類資料(續)

(a) 業務分類(續)

其他分類資料

截至2022年12月31日止年度

		Intelligent Power operation and generation	maintenance	Others	Unallocated	Total
		發電業務	智慧運維	其他	不予分配	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
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)	非流動資產之增加(包含物業、廠房、設備及使用權資產)	4,940,066	59,016	76,232	—	5,075,314
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	536,671	6,292	8,458	—	551,421
Amortisation of other intangible assets and depreciation of right-of-use assets	其他無形資產之攤銷及使用權資產之折舊	36,322	—	4,380	—	40,702
Share-based compensation	以股份為基準之付款	26,880	471	2,168	—	29,519
Interests in joint ventures and associates	於合營企業及聯營公司之權益	2,001,790	—	352,367	—	2,354,157
Share of profit of joint ventures and associates, net	應佔合營企業及聯營公司應之溢利，淨額	170,119	—	1,000	—	171,119
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss:	定期向主要經營決策者提供，但並未計入分類損益計量之金額：					
Loss on disposal of property, plant, and equipment	出售物業、廠房及設備之虧損	334	255	674	—	1,263
Reversal of impairment loss on amounts due from joint ventures	應收合營企業款項減值之轉回	—	—	(2,181)	—	(2,181)
Impairment loss on other receivables	其他應收款項減值	—	—	1,000	—	1,000
Interest revenue	利息收入	(5,123)	(38)	(22,274)	—	(27,435)
Finance costs	財務成本	537,132	1,366	7,818	—	546,316
Income tax expense	所得稅開支	214,295	5,395	8,150	—	227,840

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 2021

	Power generation 發電業務	Intelligent operation and maintenance 智慧運維	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	RMB'000 人民幣千元
	(Restated) (重述)				(Restated) (重述)
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) (as restated)	非流動資產之增加(包含物業、廠房、設備及使用權資產) (重述)				
	6,094,149	11,857	5,511	—	6,111,517
Depreciation of property, plant and equipment (as restated)	物業、廠房及設備之折舊 (重述)				
	431,589	8,120	11,343	—	451,052
Amortisation of other intangible assets and depreciation of right-of-use assets	其他無形資產之攤銷及使用權資產之折舊				
	33,073	—	4,586	—	37,659
Share-based compensation	以股份為基準之付款				
	7,937	118	826	—	8,881
Interests in joint ventures and associates	於合營企業及聯營公司之權益				
	1,731,864	—	51,367	—	1,783,231
Share of profit/(loss) of joint ventures and associates, net	應佔合營企業及聯營公司應之溢利/(虧損)，淨額				
	153,093	—	(582)	—	152,511
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss:	定期向主要經營決策者提供，但並未計入分類損益計量之金額：				
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損/(收益)				
	379	203	(189)	—	393
Reversal of impairment loss on trade receivables	應收貿易款項減值之轉回				
	—	—	(5,485)	—	(5,485)
Reversal of impairment loss on other receivables	其他應收款項減值之轉回				
	(9,956)	—	(12,109)	—	(22,065)
Interest revenue	利息收入				
	(2,087)	(80)	(13,948)	—	(16,115)
Finance costs	財務成本				
	437,339	219	8,562	—	446,120
Income tax expense	所得稅開支				
	90,041	2,352	29,340	—	121,733

5 分類資料(續)

(a) 業務分類(續)

其他分類資料(續)

截至2021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.

	Revenue 收入		Non-current assets 非流動資產	
	Year ended 31 December 截至12月31日止年度	2021	At 31 December 於12月31日	2021
	2022	2021	2022	2021
	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
The PRC Others		中國 其他地區		
	2,651,650	2,172,494	19,735,082	15,716,291
	27,718	23,046	229,980	334,477
	2,679,368	2,195,540	19,965,062	16,050,768

(c) Information about major customers

Three (2021: Three) external customers individually contribute more than 10% of the total revenue of the Group. The revenue of these customers is summarized below:

	2022	2021
	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
Customer A Customer B Customer C Customer D	客戶 A 客戶 B 客戶 C 客戶 D	
	410,675	369,337
	400,897	*
	325,512	254,378
	*	392,610

Revenue from customers above are attributable to power generation segment.

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

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中國香港地區。

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。

(c) 主要客戶資訊

三名(2021年：三名)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：

上述客戶之收入均歸屬於發電業務分類。

* 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 收入

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

本集團之收入分析如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
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	1,687,148	1,221,300
Renewable energy subsidy (note (i))	可再生能源補貼收入 (附註(i))	401,464	527,542
Green energy certificates (note (ii))	綠證收入(附註(ii))	25,494	—
Engineering, procurement and construction	設計、採購及施工收入	248,135	201,734
Power plant operation and maintenance services	電廠運行及維護服務收入	259,369	196,531
Provision of technical and consultancy services	提供技術及諮詢服務收入	14,108	16,447
Provision of design services	提供設計服務收入	13,406	10,284
Provision of agency service on sale of equipment	設備銷售代理服務收入	2,466	7,115
Other revenue	其他收入	1,036	511
		2,652,626	2,181,464
Finance lease income	融資租賃收入	26,742	14,076
Total revenue	收入總計	2,679,368	2,195,540

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 REVENUE (CONTINUED)

- Note: (i) 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 List is required before the allocation of renewable energy subsidy by the relevant PRC government authorities.
- (ii) According to the Work Plan for Pilot Green Power Trading approved by National Development and Reform Commission and National Energy Administration, wind power and solar power generations that are not included in the List can apply to obtain green certificates from National Renewable Energy Information Management Center to participate in green energy trading through power exchange centers. During the year ended 31 December 2022, the Group sells green energy certificates to other green energy participants and recognised relevant revenue with amount of RMB25,494,000.

6 收入(續)

- 附註：(i) 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，必須申請註冊清單並予以審批。
- (ii) 根據國家發展和改革委員會、國家能源局準予的《綠色電力交易試點工作方案》，未列入清單的風力發電和太陽能發電可通過電力交易中心申請獲得國家可再生能源資訊管理中心的綠色證書，參與綠色電力交易。在截至2022年12月31日的年度內，本集團向其他綠色電力交易參與者出售綠色證書，並確認相關收入為25,494,000元人民幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 REVENUE (CONTINUED)

An analysis of timing of revenue recognition for revenue from contracts with customers is as follows:

6 收入(續)

基於客戶合同收入按收入確認時間點分析如下：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元 (Restated) (重述)
Point in time:	按時點確認：		
Sales of electricity	售電收入	2,114,106	1,748,842
Provision of technical and consultancy services	提供技術及諮詢服務收入	14,108	16,447
Provision of design services	提供設計服務收入	13,406	10,284
Provision of agency service on sale of equipment	設備銷售代理服務收入	2,466	7,115
Other revenue	其他收入	1,036	511
		2,145,122	1,783,199
Over time:	按進度確認：		
Power plant operation and maintenance services	電廠運行及維護服務收入	259,369	196,531
Engineering, procurement and construction	設計、採購及施工收入	248,135	201,734
		507,504	398,265
Revenue from contracts with customers	基於客戶合同之收入確認	2,652,626	2,181,464

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 REVENUE (CONTINUED)

6 收入(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賬。

		2022			2021		
		Segment revenue	Elimination	Consolidated	Segment revenue	Elimination	Consolidated
		分類收入	抵銷	合併收入	分類收入	抵銷	合併收入
		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
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(重述)	(重述)	(重述)	(重述)	(重述)	(重述)
Revenue from contracts with customers:	基於客戶合同收入確認：						
Sales of electricity	售電收入	2,114,106	—	2,114,106	1,748,842	—	1,748,842
Engineering, procurement and construction	設計、採購及施工收入	515,220	(267,085)	248,135	841,489	(639,755)	201,734
Power plant operation and maintenance services	電廠運行及維護服務收入	343,806	(84,437)	259,369	260,450	(63,919)	196,531
Provision of design services	提供設計服務收入	58,872	(45,466)	13,406	56,319	(46,035)	10,284
Provision of technical and consultancy services	提供技術及諮詢服務收入	174,112	(160,004)	14,108	173,919	(157,472)	16,447
Provision of agency service on sale of equipment	設備銷售代理服務收入	35,046	(32,580)	2,466	90,110	(82,995)	7,115
Other revenue	其他收入	1,036	—	1,036	511	—	511
Revenue from contracts with customers	基於客戶合同收入	3,242,198	(589,572)	2,652,626	3,171,640	(990,176)	2,181,464
Finance lease income	融資租賃收入	32,470	(5,728)	26,742	22,056	(7,980)	14,076
Total revenue	收入總計	3,274,668	(595,300)	2,679,368	3,193,696	(998,156)	2,195,540

6 REVENUE (CONTINUED)

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 relating to engineering, procurement and construction is recognised over time as the relevant contracts relate to assets under the control of the customers and therefore the Group's construction activities create or enhance assets under the customers' control. Revenue for these services is recognised based on input method which recognizes 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 from the sale of electricity comprises of basic electricity price, renewable energy subsidy and green energy certificates. Revenue including the basic electricity price and renewable energy subsidy is recognised when control of the electricity has been transferred, being at the point when electricity is generated and transmitted to the customer. Revenue of green energy certificates is recognised when control of the green certificates has been transferred 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 renewable energy subsidy related to power plants not yet registered in the List are classified as contract assets. Such contract assets are transferred to trade receivables upon the completion of the registration in the List. More details are set out in Note 23.

6 收入(續)

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。與設計、採購及施工相關的收入是隨著時間之推移確認的，因為相關合同與客戶控制下之資產有關，因此集團之施工活動創造或提升了客戶控制下之資產。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。

售電收入包括基本電價、可再生能源補貼和綠色能源證書。包括基本電價和可再生能源補貼在內的收入在電力控制權轉移時確認，即在發電並傳輸給客戶時確認。當綠色證書的控制權轉移給客戶時，綠色能源證書的收入被確認。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。

對於尚未進入清單登記之發電廠相關可再生能源補貼收入歸類為合同資產。此合同資產在進入清單完成登記後轉入應收貿易款項。更多詳情見附註23。

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 is as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest revenue	利息收入	27,435	16,115
Government Grants:	政府補助：		
— Tax refunds (note (i))	— 稅費返還(附註(i))	16,098	12,360
— Others (including amortisation of deferred income in Note 38)	— 其他(包括附註38遞延收益攤銷)	4,412	11,357
Guarantee income (note (ii))	擔保收入(附註(ii))	7,108	7,658
Rental income	租金收入	2,034	7,629
Claim compensation	申索賠償	—	25,842
Others	其他	3,045	1,774
		60,132	82,735

Notes:

- (i) The amounts mainly represent refunds of value-added tax and other taxes received from the PRC tax authorities.
- (ii) The amounts mainly represent guarantee fees earned for providing financial guarantees to two associates (Note 39).

7 其他收入

其他收入之分析如下：

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39)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8 OTHER GAINS AND LOSSES, NET

8 其他收益及虧損，淨額

An analysis of other gains and losses, net is as follows:

其他收益及虧損淨額之分析如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gain on disposal/liquidation of subsidiaries, net (Note 42(b))	出售／清算附屬公司之收益，淨額(附註42(b))	255,589	259,766
Loss on disposal/liquidation of joint ventures and associates, net	出售／清算合營企業和聯營公司之虧損，淨額	—	(27,254)
Change in fair value of financial assets at FVTPL	按公允價值計量且其變動計入損益之金融資產之公允價值變動	82,736	78,154
Exchange gain/(loss), net	匯兌收益／(虧損)，淨額	26,482	(1,348)
Fair value losses on derivative component of convertible loan	可換股貸款衍生部分之公允價值變動虧損	—	(172,636)
Gain on redemption of convertible loan	贖回可換股貸款之收益	—	28,524
Impairment loss recognised for construction in progress (Note 17)	在建工程確認的減值損失(附註17)	(39,139)	—
Loss on disposal of property, plant and equipment (Note 42(c))	出售物業、廠房及設備之虧損(附註42(c))	(1,263)	(393)
Donation	捐贈	(2,024)	(3,530)
Others	其他	(4,571)	(7,720)
		317,810	153,563

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

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Impairment loss recognised/(reversed) in respect of:	已確認/(轉回)以下方面的減值損失：		
— Trade and bills receivable (Note 24)	— 應收貿易和票據 (附註24)	—	(5,485)
— Prepayments, deposits and other receivables (Note 25)	— 預付款、存款和其他應收款 (附註25)	1,000	(22,065)
— Amounts due from joint ventures (Note 21)	— 合資企業應收款項 (附註21)	(2,181)	—
		(1,181)	(27,550)

Details of impairment assessment of financial assets for the year ended 31 December 2022 are set out in Note 48(c).

於2022年12月31日止年度金融資產之減值評估詳情見附註48(c)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) 10 僱員福利開支(包含董事酬金)

		2022	2021
		<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	521,849	389,112
Pension costs-defined contribution plans (note (i))	退休金成本 — 定額供款計劃(附註(i))	52,658	45,209
Share-based compensation (Note 41)	以股份為基準之付款(附註41)	29,519	8,881
		604,026	443,202
Less: Employee benefit expense capitalised (note (ii))	減：資本化僱員福利開支(附註(ii))	(170,872)	(109,336)
		433,154	333,866

Notes:

- (i) As at 31 December 2022, the Group had no significant forfeited contributions available to reduce its contributions to the pension scheme in future years (2021: Nil).
- (ii) Employee benefit expense has been capitalised as construction in progress under property, plant and equipment as at 31 December 2022.

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 11.

附註：

- (i) 於2022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(2021年：無)。
- (ii) 於2022年12月31日，僱員福利開支已資本化計入物業、廠房及設備下之在建工程。

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為董事，其酬金反映在附註11之分析中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 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 2022:

11 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2022年12月31日止年度：

Name	Fees	Salary	Share-based	Employer's	Total
			payment	contribution to	
			(note (i))	a retirement	
姓名	袍金	薪金	股份支付	退休	合計
	RMB'000	RMB'000	(附註(i))	福利計劃之	RMB'000
	人民幣千元	人民幣千元	人民幣千元	僱主供款	人民幣千元
Executive directors:					
Liu Shunxing (Chairman)	—	6,456	2,665	16	9,137
Liu Jianhong (Vice Chairperson)	—	4,702	2,032	233	6,967
Gui Kai (Chief Executive Officer)	—	3,981	1,656	—	5,637
Niu Wenhui	—	4,012	1,656	155	5,823
Zhai Feng	—	3,129	1,545	156	4,830
Shang Jia (note (iii))	—	3,306	1,600	—	4,906
Non-executive director:					
Wang Feng	—	—	—	—	—
Independent non-executive directors:					
Yap Fat Suan, Henry	211	—	411	—	622
Jesse Zhixi Fang	211	—	411	—	622
Huang Jian	211	—	411	—	622
Zhang Zhong	211	—	411	—	622
Li Yongli (note (iv))	133	—	—	—	133
Total	977	25,586	12,798	560	39,921

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

11 董事及行政總裁薪酬(續)

For the year ended 31 December 2021:

截至2021年12月31日止年度：

Name	Fees	Salary	Share-based payment (note (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	股份支付 (附註(i))	僱主供款	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	RMB'000 人民幣千元
Executive directors:					
執行董事：					
Liu Shunxing (Chairman)	—	5,986	1,966	15	7,967
Liu Jianhong (Vice Chairperson)	—	4,342	1,545	145	6,032
Gui Kai (Chief Executive Officer)	—	3,608	617	—	4,225
Niu Wenhui	—	3,329	617	145	4,091
Zhai Feng	—	2,684	201	142	3,027
Shang Jia (note (ii))	—	2,698	409	—	3,107
Shang Li (note (iii))	—	300	104	35	439
Non-executive director:					
非執行董事：					
Wang Feng	—	—	—	—	—
Independent non-executive directors:					
獨立非執行董事：					
Yap Fat Suan, Henry	179	—	144	—	323
Jesse Zhixi Fang	179	—	144	—	323
Huang Jian	179	—	144	—	323
Zhang Zhong	179	—	144	—	323
Total	716	22,947	6,035	482	30,180

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

- (i) These represent amortisation of the fair value of shares award under the Scheme (Note 41) measured at the grant date and charged to the profit or loss during the reporting period.
- (ii) Ms. Shang Jia has been appointed as an executive director with effect from 7 April 2021.
- (iii) Mr. Shang Li resigned as an executive director of the Company with effect from 19 March 2021.
- (iv) Ms. Li Yongli has been appointed as an independent non-executive director with effect from 19 May 2022.

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 (2021: nil).

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 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.

11 董事及行政總裁薪酬(續)

附註：

- (i) 這些是根據該計劃授予的股份公允價值的攤銷(註41)，在授予日期測算，並在報告期內記入損益。
- (ii) 尚佳女士於2021年4月7日獲任本公司執行董事。
- (iii) 尚笠先生於2021年3月19日辭任本公司執行董事。
- (iv) 李永麗女士於2022年5月7日獲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(2021年：無)。

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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 FINANCE COSTS

12 財務成本

		2022	2021
		<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	69,951	45,062
— Other borrowings	— 其他借款	533,401	414,173
— Senior notes (Note 35)	— 優先票據(附註35)	66,454	68,608
— Convertible loan	— 可換股貸款	—	36,950
— Lease liabilities	— 租賃負債	5,223	4,685
		675,029	569,478
Less: Interest capitalised (Note)	減：利息資本化(附註)	(128,713)	(123,358)
		546,316	446,120

Note:

During the year ended 31 December 2022, borrowing costs have been capitalised at various applicable rates ranging from 3.45% to 11.76% (2021: 3.9% to 11.76%) per annum for qualified assets classified as construction in progress under property, plant and equipment.

附註：

截至2022年12月31日止年度，滿足條件之資產之借款成本按不同適用利率3.45%至11.76% (2021年：3.9%至11.76%) 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

13 除所得稅前溢利

Profit before income tax is arrived at after charging the following:

除所得稅前溢利已扣除下列各項：

	2022	2021
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元 (Restated) (重述)
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	697,920	529,371
Cost of power plant operation and maintenance services 電廠運行及維護服務成本	168,140	136,953
Cost of provision of design services 設計服務成本	7,896	5,100
Cost of provision of technical and consultancy services 技術及諮詢服務成本	10,431	16,824
Cost of provision of agency service on sale of equipment 設備銷售代理服務成本	—	6,546
Cost of engineering, procurement and construction services 設計、採購及施工成本	198,920	178,571
Cost of finance lease 融資租賃成本	829	685
Cost of other revenue 其他收入成本	259	1,828
	1,084,395	875,878
Depreciation of property, plant and equipment 物業、廠房及設備之折舊	554,986	452,625
Depreciation of right-of-use assets 使用權資產之折舊	45,021	39,449
Amortisation of other intangible assets 其他無形資產攤銷	97	97
Total depreciation and amortisation 折舊及攤銷總額	600,104	492,171
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	(7,981)	(3,460)
Total depreciation and amortisation charged to profit or loss 計入損益之折舊及攤銷總額	592,123	488,711
Amounts included in cost of sales and services rendered 計入提供服務及銷售成本金額	(564,954)	(455,439)
Amounts included in administrative expenses 計入管理費用金額	27,169	33,272
Auditor's remuneration 核數師酬金	3,870	3,500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 INCOME TAX EXPENSE

14 所得稅開支

(a) Taxation in the consolidated statements of profit or loss represents:

(a) 綜合損益表中所得稅：

		2022	2021
		<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	79,422	69,498
— PRC withholding tax	— 中國預扣稅	95,720	26,661
Under/(Over)-provision in prior years:	過往年度少/(多)計提稅金：		
— PRC corporate income tax	— 中國企業所得稅	4,013	(1,029)
Deferred tax (<i>Note 37</i>)	遞延稅項(<i>附註37</i>)	48,685	26,603
		227,840	121,733

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 (2021: nil)

本集團於本年度內在香港未產生任何應稅溢利，故未對香港利得稅計提撥備(2021年：無)。

PRC corporate income tax is provided for at the rate of 25% (2021: 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.

就中國法定財務報告而言，中國企業所得稅按照本年度溢利之25%(2021年：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。

Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. During the year ended 31 December 2022, no provisions for income tax have been made in other jurisdictions as the Group had no assessable profit generated from other jurisdictions (2021: nil).

從其他司法權區所產生之稅費是基於相關司法權區之現行稅率計算。本年度截至2022年12月31日止本集團無來自其他管轄區之應稅溢利，因此並未產生其他司法管轄區之稅費(2021年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 INCOME TAX EXPENSE (CONTINUED)

- (a) Taxation in the consolidated statements of profit or loss represents: (CONTINUED)

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%.

Deferred tax liabilities, in respect of the PRC withholding tax that would be payable on the distribution of these profits, have not been recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that such profits will not be distributed in the foreseeable future.

14 所得稅開支(續)

- (a) 綜合損益表中所得稅：(續)

根據中華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。本集團目前應遵循代扣5%至10%所得稅之規定。

由於本公司控制附屬公司之股息政策，且已確定在可預見之未來很可能不會分配這些溢利，因此，於分配這些溢利時應支付之中國預扣稅有關之遞延所得稅負債尚未確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

14 INCOME TAX EXPENSE (CONTINUED)

14 所得稅開支(續)

(b) Reconciliation between tax expense and accounting profits at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計溢利之間的對賬：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元 (Restated) (重述)
Profit before income tax	除所得稅前溢利	1,153,609	939,595
Tax calculated at domestic income tax rate of 25% (2021: 25%) (note (i))	各地溢利按當地稅率 25% (2021 年：25%) (附註(i)) 計算	288,402	234,899
Effect of different tax rates of certain subsidiaries (note (ii))	若干附屬公司不同稅率之影響 (附註(ii))	(22,484)	1,195
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	(42,812)	(37,951)
Tax effect of non-taxable income	非應稅收入之影響	(20,998)	(20,515)
Tax effect of non-deductible expenses	不可扣除費用的稅收影響	1,128	1,419
Under/(Over)-provision in prior years	過往年度少/(多)計提稅金	4,013	(1,029)
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))	(133,336)	(138,489)
Tax effect of tax losses not recognised	未確認稅務虧損之稅項影響	41,094	58,893
Utilisation of previously unrecognised tax losses and unrecognised temporary differences	使用過往未確認之稅項虧損及暫時性差異	(7,604)	(20,392)
Tax effect of temporary differences not recognised	未確認暫時性差異之稅項影響	24,717	17,042
Recognition of withholding tax in current year	本年度確認之預扣稅項	95,720	26,661
		227,840	121,733

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 INCOME TAX EXPENSE (CONTINUED)

- (b) Reconciliation between tax expense and accounting profits at applicable tax rates: (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 (2021: 9% and 15% respectively). The tax rate of subsidiaries resided in Hong Kong SAR is 16.5%.
- (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 2017 to 2022 (2021: 2016 to 2021).

14 所得稅開支(續)

- (b) 按適用稅率計算的稅項開支與會計溢利之間的對賬：(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%和15%之優惠所得稅率(2021年：9%和15%)。香港特區附屬公司的稅率為16.5%。
- (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2017至2022年開始(2021年：2016至2021年)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company of RMB871,817,000 (2021: RMB787,534,000 (restated)) by the weighted average number of 8,805,114,000 (2021: 8,325,227,000) ordinary shares in issue during the year, after adjusting the effect of shares repurchased and held under the Company's share award scheme.

The calculation of the weighted average number of ordinary shares is as follows:

		2022	2021
		'000	'000
		千股	千股
Issued ordinary shares at 1 January	1月1日已發行之普通股	8,985,329	8,366,855
Effect of shares converted	可換股之影響	—	87,455
Effect of treasury shares (Note 40)	庫存股之影響(附註40)	(180,215)	(129,083)
Weighted average number of shares in issue	發行股份之加權平均數	8,805,114	8,325,227

15 每股盈利

(a) 基本每股盈利

基本每股盈利是通過調整可換股貸款換股之影響、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871,817,000元(2021年：人民幣787,534,000元(重述後))除以年內已發行普通股之加權平均股數8,805,114,000股(2021年：8,325,227,000股)計算得出。

加權平均普通股股數計算如下：

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15 EARNINGS PER SHARE (CONTINUED)

(b) Diluted earnings per share

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.

15 每股盈利(續)

(b) 攤薄每股盈利

攤薄每股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所有攤薄潛在普通股計算。

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
Earnings:	溢利：		
Earnings for the purpose of basic earnings per share	基本每股盈利之溢利	871,817	787,534
Effect of dilutive potential ordinary shares:	攤薄潛在普通股份之影響：		
Share award scheme	股份獎勵計劃	—	—
Earnings for the purpose of diluted earnings per share	攤薄每股盈利之溢利	871,817	787,534
		2022	2021
		'000	'000
		千股	千股
Number of shares:	股份數：		
Weighted average number of ordinary shares for the purpose of basic earnings per share	基本每股盈利之普通股份之加權平均數	8,805,114	8,325,227
Effect of dilutive potential ordinary shares:	攤薄潛在普通股份之影響：		
Share award scheme	股份獎勵計劃	37,477	64,732
Weighted average number of ordinary shares for the purpose of diluted earnings per share	攤薄每股盈利之普通股加權平均數	8,842,591	8,389,959

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16 DIVIDEND

16 股息

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Dividends for ordinary shareholders of the Company recognised 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：		
2021 Final — HK\$0.03 (2020: HK\$0.03) per share	2021年末 — 每股0.03港元 (2020年：每股0.03港元)	230,272	208,857

Subsequent to the end of the reporting period, final dividend in respect of the year ended 31 December 2022 of HK\$0.035 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 (2021: final dividend in respect of the year ended 31 December 2021 of HK\$0.03 per ordinary share has been proposed by the directors of the Company and approved by the shareholders at the general meeting held on 24 June 2022).

於本報告期後，本公司董事已提呈截止2022年12月31日止年度之末期股息每普通股0.035港元，並須股東於即將舉行之股東周年大會上批准（2021年：本公司董事已提呈截止2021年12月31日止年度之末期股息每股0.03港元，並已經股東於2022年6月24日舉行之股東周年大會上批准）。

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綜合財務報表附註

17 PROPERTY, PLANT AND EQUIPMENT

17 物業、廠房及設備

		Buildings	Leasehold improvements	Plant, machinery and equipment	Office furniture and fixtures	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	廠房、機器和設備	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
Cost:	成本:							
As at 1 January 2022	於2022年1月1日	503,142	27,762	9,915,369	82,439	64,801	2,698,091	13,291,604
Additions	添置	509	32,366	9,806	6,223	15,980	4,869,910	4,934,794
Transfer from construction in progress	在建工程轉入	283,469	—	3,888,560	1,302	—	(4,173,331)	—
Reclassifications	重分類	(289,993)	—	289,993	—	—	—	—
Disposals (Note 42(c))	出售(附註42(c))	(120)	(52)	(7,492)	(12,594)	(6,077)	—	(26,335)
Disposal of subsidiaries (Note 42(b))	處置附屬公司(附註42(b))	(68,282)	—	(1,400,942)	(1,879)	(521)	(68,738)	(1,540,362)
As at 31 December 2022	於2022年12月31日	428,725	60,076	12,695,294	75,491	74,183	3,325,932	16,659,701
Less: accumulated depreciation:	減: 累計折舊:							
As at 1 January 2022	於2022年1月1日	96,602	27,762	1,207,953	67,201	40,210	—	1,439,728
Charge for the year	本年度支出	28,669	—	505,135	14,528	6,654	—	554,986
Reclassifications	重分類	(12,151)	—	12,151	—	—	—	—
Disposals (Note 42(c))	出售(附註42(c))	(49)	(52)	(7,065)	(11,650)	(5,059)	—	(23,875)
Disposal of subsidiaries (Note 42(b))	處置附屬公司(附註42(b))	(6,863)	—	(221,065)	(672)	(397)	—	(228,997)
As at 31 December 2022	於2022年12月31日	106,208	27,710	1,497,109	69,407	41,408	—	1,741,842
Less: accumulated impairment loss	減: 累計資產減值準備							
As at 1 January 2022	於2022年1月1日	44	—	—	—	—	2,123	2,167
Impairment loss charged for the year (note (d))	本年計提之減值虧損(附註(d))	—	—	—	—	—	39,139	39,139
Disposal of subsidiaries (Note 42(b))	處置附屬公司(附註42(b))	(44)	—	—	—	—	—	(44)
As at 31 December 2022	於2022年12月31日	—	—	—	—	—	41,262	41,262
Net carrying value:	賬面淨值:							
As at 31 December 2022	於2022年12月31日	322,517	32,366	11,198,185	6,084	32,775	3,284,670	14,876,597

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綜合財務報表附註

17 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

17 物業、廠房及設備(續)

		Buildings	Leasehold improvements	Plant, machinery and equipment	Office furniture and fixtures	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	機器和設備	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
Cost:	成本:							
As at 1 January 2021	於2021年1月1日	685,966	27,863	7,678,970	70,639	51,747	2,013,087	10,528,272
Additions (restated)	添置(重述)	—	—	16,591	17,252	18,990	5,879,064	5,931,897
Disposals	出售	—	—	(538)	(3,658)	(4,371)	—	(8,567)
Transfer from construction in progress	在建工程轉入	—	—	4,806,970	—	—	(4,806,970)	—
Disposal of subsidiaries	處置附屬公司	(182,824)	(101)	(2,586,624)	(1,794)	(1,565)	(387,090)	(3,159,998)
As at 31 December 2021 (restated)	於2021年12月31日(重述)	503,142	27,762	9,915,369	82,439	64,801	2,698,091	13,291,604
Less: accumulated depreciation:	減: 累計折舊:							
As at 1 January 2021	於2021年1月1日	98,718	27,863	940,768	65,695	35,935	—	1,168,979
Charge for the year (restated)	本年度支出(重述)	29,267	—	408,978	6,002	8,378	—	452,625
Disposals	出售	—	—	(570)	(3,261)	(3,700)	—	(7,531)
Disposal of subsidiaries	處置附屬公司	(31,383)	(101)	(141,223)	(1,235)	(403)	—	(174,345)
As at 31 December 2021 (restated)	於2021年12月31日(重述)	96,602	27,762	1,207,953	67,201	40,210	—	1,439,728
Less: accumulated impairment loss	減: 累計資產減值準備							
As at 1 January 2021	於2021年1月1日	44	—	21,260	—	—	2,123	23,427
Disposal of subsidiaries	子公司處置	—	—	(21,260)	—	—	—	(21,260)
As at 31 December 2021	於2021年12月31日	44	—	—	—	—	2,123	2,167
Net carrying value:	賬面淨值:							
As at 31 December 2021 (restated)	於2021年12月31日(重述)	406,496	—	8,707,416	15,238	24,591	2,695,968	11,849,709

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 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
Plant, machinery and equipment	20 years
Office furniture and fixtures	3 to 5 years
Motor vehicles	5 years

- (b) During the year ended 31 December 2022, depreciation of RMB3,565,000 (2021: RMB1,573,000) has been capitalised as construction in progress under property, plant and equipment.

- (c) As at 31 December 2022, certain buildings and power plant equipment with an aggregate net carrying value of RMB237,432,000 (2021: RMB308,268,000), RMB8,575,305,000 (2021: RMB8,533,727,000), respectively, have been pledged to banks and certain financial institutions to secure banking facilities and other borrowings granted to the Group (Note 33 and Note 34).

- (d) During the year ended 31 December 2022, the Group reassessed the recoverable amounts of certain construction in progress in power generation segment due to the change of project development and construction plans, and as a result an impairment loss of RMB39,139,000 was provided and recognised in "Other gains and losses, net". The estimates of recoverable amount were based on the fair values less costs of disposal, using market comparison approach by reference to recent sales price of similar assets. The fair value on which the recoverable amount is based on is categorised as level 3 measurement.

17 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
廠房、機器和設備	20年
辦公傢俱	3至5年
汽車	5年

- (b) 截至2022年12月31日止年度，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3,565,000元(2021年：人民幣1,573,000元)。

- (c) 於2022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之設備為抵押之合計資產賬面淨值分別人民幣237,432,000元(2021年：人民幣308,268,000元)、人民幣8,575,305,000元(2021年：人民幣8,533,727,000元)(附註33及附註34)。

- (d) 於截至2022年12月31日止年度，由於項目開發和施工計劃的變更，本集團重新評估了某些電廠在建工程的可收回金額，確認了減值損失人民幣39,139,000元，並記入「其他損益，淨值」。可收回金額的估計基於公允價值減去處置成本，參考類似資產的近期銷售價格採用市場比較法。可收回金額所依據的公允價值被分類為3級計量。

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綜合財務報表附註

18 RIGHT-OF-USE ASSETS

18 使用權資產

		Power plant equipment 電廠設備	Leasehold lands 租賃土地	Total 總額
		<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
As at 1 January 2022 Net carrying amount	於2022年1月1日 賬面淨值	84,360	446,174	530,534
As at 31 December 2022 Net carrying amount	於2022年12月31日 賬面淨值	68,938	490,270	559,208
For the year ended 31 December 2021 Depreciation charge for the year	截至2021年12月31日 止年度 本年折舊支出	14,151	25,298	39,449
For the year ended 31 December 2022 Depreciation charge for the year	截至2022年12月31日 止年度 本年折舊支出	15,422	29,599	45,021

Amounts included in the cash flow statement for leases comprise the following:

現金流量表中包含租賃金額包括：

		2022	2021
		<i>RMB'000</i> 人民幣千元	<i>RMB'000</i> 人民幣千元
Within operating cash flows	在經營活動現流中	273	371
Within investing cash flows	在投資活動現流中	109,293	154,701
Within financing cash flows	在籌資活動現流中	18,507	15,637
Total cash flow for leases (note(ii))	租賃現金流量總額(附註(ii))	128,073	170,709

Notes:

附註：

- (i) During the year ended 31 December 2022, additions to right-of-use assets were RMB140,520,000 (2021: RMB179,620,000).
- (ii) These amounts include payments of capital and interest element of lease liabilities, payments for leases of low-value-assets and payments of lease payments on or before lease commencement date (including leasehold land). These amounts could be presented in operating, investing or financing cash flows.

- (i) 截止2022年12月31日止年度，使用權資產增加人民幣140,520,000元(2021年：人民幣179,620,000元)。
- (ii) 這些金額包括租賃負債的資本和利息要素付款、低價值資產租賃付款以及租賃開始日或之前的租賃付款(包括租賃土地)。這些金額可以在經營、投資或融資現金流中列示。

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18 RIGHT-OF-USE ASSETS (CONTINUED)

For the years ended 31 December 2022 and 2021, 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, and do not contain 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 36 and 48.

19 INTANGIBLE ASSETS

18 使用權資產(續)

截至2022年及2021年12月31日止年度，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，無延期及終止選擇權。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。

租賃負債之租賃期限分析詳情載於附註36及48。

19 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 2021	於2021年1月1日之賬面淨值	873,557	702	874,259
Amortisation	攤銷	—	(97)	(97)
Disposal of joint ventures and associates	處置合營企業和聯營公司	(14,101)	—	(14,101)
Disposal of subsidiaries (Note 42(b))	出售附屬公司轉出 (附註42(b))	(42,606)	—	(42,606)
Net carrying value as at 31 December 2021	於2021年12月31日之賬面淨值	816,850	605	817,455
Amortisation	攤銷	—	(97)	(97)
Disposal of subsidiaries (Note 42(b))	出售附屬公司轉出 (附註42(b))	(29,134)	—	(29,134)
Net carrying value as at 31 December 2022	於2022年12月31日之賬面淨值	787,716	508	788,224

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綜合財務報表附註

19 INTANGIBLE ASSETS (CONTINUED)

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.

The carrying amounts of goodwill are allocated to the groups of CGUs as follows:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Investment in wind power plants	風力發電廠投資	713,813	742,947
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	電廠運行及維護	60,687	60,687
		850,300	879,434
Less: Impairment	減：減值	(62,584)	(62,584)
		787,716	816,850

19 無形資產(續)

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，收購於2007年8月1日完成。中國風電集團從事風電電廠投資，設計、採購、施工以及電廠運行及維護。

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，現金產生單元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。

商譽之賬面價值被分配到包含下列分類之現金產生單元群組中：

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19 INTANGIBLE ASSETS (CONTINUED)

Goodwill (CONTINUED)

The Group has assessed the recoverable amount of goodwill and determined that the goodwill has not been further impaired, apart from the impairment provided for the EPC Business CGUs in the prior year as explained below.

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 the forecast period and pre-tax discount rate of 17.04% for operating projects and 19.71% for under-construction projects (2021: 14.53% for operating projects and 14.93% for under-construction projects). Cash flows beyond the forecast period are extrapolated at zero% (2021: 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 sales volumes and on-grid tariffs from the Group's existing and forthcoming projects and discount rate. The management determined these key assumptions based on past performance and expectations on market development.

The following analysis demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in discount rate and power generation volume, with all other variables held constant, under which no further impairment is required.

If discount rate applied increased/decreased 1% (2021: 1%) and all other variables were held constant, the Group's recoverable amount of the CGUs as at 31 December 2022 would have decreased/increased by RMB1,486,354,000/RMB1,660,293,000 (2021: RMB1,440,944,000/RMB1,623,574,000).

19 無形資產 (續)

商譽 (續)

本集團已評估商譽之可回收金額，除下方披露之EPC業務現金產生單元已於去年確認之減值外，釐定該商譽並無進一步減值。

投資於風力發電廠現金產生單元

可收回金額按公允價值減出售成本計算。這些計算使用了基於完整預測期間的財務預測的預計現金流，對運營項目採用17.04%的稅前折現率，對在建項目採用19.71%的稅前折現率(2021年：分別為14.53%和14.93%)。超過預測期間之現金流量以零%(2021年：零)增長率來推算。現金流量及折現率反應了市場參與者在對相關現金產生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電量、電價及折現率。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。

以下分析表明，在所有其他變量保持不變之情況下，報告期末對折現率和發電量合理可能變化之敏感性，無需進一步減值。

如果應用之折現率增加/減少1%(2021年：1%)且所有其他變量保持不變，本集團於2022年12月31日之現金產生單元之可收回金額將減少/增加人民幣1,486,354,000元/1,660,293,000元(2021年：人民幣1,440,944,000元/1,623,574,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 INTANGIBLE ASSETS (CONTINUED)

Goodwill (CONTINUED)

Investment in wind power plants CGUs (CONTINUED)

If power generation volume increased/decreased by 5% (2021: 5%) and all other variables were held constant, the Group's recoverable amount of the CGUs as at 31 December 2022 would have increased/decreased by RMB2,469,037,000/RMB2,475,707,000 (2021: RMB2,490,247,000/RMB2,495,030,000).

EPC Business CGUs

The recoverable amount is determined based on a value in use calculation using cash flow projections based on financial budgets covering the forecast period approved by senior management. The pre-tax discount rate applied to the cash flow projections was 15% (2021: 15.0%) and cash flows beyond the five-year period were extrapolated using a growth rate of zero% (2021: 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.

In 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.

19 無形資產(續)

商譽(續)

投資於風力發電廠現金產生單元(續)

如果發電量增加／減少5% (2021年：5%)且所有其他變量保持不變，本集團於2022年12月31日之現金產生單元可收回金額將增加／減少人民幣2,469,037,000元／2,475,707,000元(2021年：人民幣2,490,247,000元／2,495,030,000元)。

設計、採購及施工現金產生單元

可收回金額基於現金流量預測計算出之使用價值而確定，而該現金流量預測乃基於高級管理層批准之財務預算。現金流量預測採用之稅前折現率為15% (2021年：15.0%)，超過五年期之現金流量則按零增長率推算而來(2021年：零)。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釐定該等關鍵假設。

於2017年，本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，本集團將主要著力於提供設計及諮詢服務。因此，2017年度確認人民幣62,584,000元之減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 INTANGIBLE ASSETS (CONTINUED)

Goodwill (CONTINUED)

Power plant operations and maintenance CGUs

The recoverable amount of the CGUs is determined based on a value in use calculation using cash flow projections based on financial budgets covering the forecast period approved by senior management. The pre-tax discount rate applied to the cash flow projections was 15% (2021: 15.0%) and cash flows beyond the five-year period were extrapolated, using a growth rate of zero% (2021: zero%). Key assumptions include estimated service revenue, expected profit margin and discount rate. The management determined these key assumptions based on past performance and expectations on market development.

In view 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.

19 無形資產(續)

商譽(續)

電廠運營及維護現金產生單元

現金產生單元可收回金額基於現金流量預測計算出之使用價值而確定，而該現金流量預測乃基於高級管理層批准之財務預算。現金流量預測應用稅前折現率15% (2021年：15.0%)，五年期之現金流量則按零增長率推算而來(2021年：零)。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生單元之賬面價值超出其可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES 20 於聯營公司之權益及往來款項餘額

		2022	2021
		<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	715,050	415,050
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，扣除已收股息	60,984	94,980
Share of net assets of associates (<i>note (i)</i>)	分享聯營公司之淨資產 (附註(i))	776,034	510,030
Current assets	流動資產		
Amounts due from associates (<i>note (ii)</i>)	應收聯營公司款項(附註(ii))	10,110	12,849
Other receivables from associates (<i>note (iii)</i>)	應收聯營公司其他款項 (附註(iii))	48,073	40,743
Finance lease receivables	融資租賃應收款	29,959	33,473
		88,142	87,065
Less: Allowance for amounts due from associates	減：聯營公司款項壞賬撥備	2,307	2,307
		85,835	84,758
Current liabilities	流動負債		
Amounts due to associates	應付聯營公司款項	(2,540)	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Notes:

- (i) As at 31 December 2022 and 2021, particulars of the principal associates are as follows:

Name of associates 聯營公司名稱	Place of establishment and operations and kind of legal entity 註冊成立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
		2022	2021	
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
Changtu Liaoneng Xiexin Wind Power Co., Ltd. 昌圖遠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% (note) (附註)	17.15% (note) (附註)	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
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%	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%	25%	Wind power plant investment and operation 風電廠投資及運行
Harbin Maitu Precision Technology Co., Ltd. 哈爾濱脈圖精準技術有限公司	The PRC, limited company 中國·有限公司	16.67%	N/A	Medical research and experimental development 醫學研究及實驗性發展
Harbin Beike Health Technology Co., Ltd. 哈爾濱北科健康科技有限公司	The PRC, limited company 中國·有限公司	20%	N/A	Medical research and experimental development 醫學研究及實驗性發展

Note:

Even though the Group holds less than 20% of the voting rights of this investee, the Group demonstrates significant influences over this investee by holding a seat on the board of directors for a board with 10 members and the 10 members each represent 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.

20 於聯營公司之權益及往來款項餘額 (續)

附註：

- (i) 2022年及2021年12月31日，主要聯營公司之詳情如下：

附註：

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10名成員中佔一席位，每一席位代表一位投資人，本集團持有被投資公司總持股量第二高百分比，而最高持股百分比為18.55%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Notes: (continued)

- (ii) Amounts due from associates represent trade receivables and are unsecured, interest-free and repayable based on terms of the relevant contracts.

The ageing analysis of the above trade receivables net of allowance for credit losses, based on the invoice date, is as follows:

Within 3 months	3個月內
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- (iii) Other receivables from associates are unsecured, interest-free, non-trade in nature and repayable on demand.

Summarized financial information of associates

Set out below is the summarized 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.

20 於聯營公司之權益及往來款項餘額 (續)

附註：(續)

- (ii) 應收聯營公司應收貿易款項為無抵押擔保、免息並按照相關合同約定之付款信貸期償還。

基於發票日期之上述應收貿易款項扣減信用虧損撥備後款項之賬齡分析如下：

	2022	2021
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元
Within 3 months	7,803	10,542
	7,803	10,542

- (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。

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編製，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）之未經審計財務資訊概述。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

20 於聯營公司之權益及往來款項餘額 (續)

Summarized financial information of associates (CONTINUED)

重大聯營公司之財務資訊概述 (續)

Fuxin Taihe

阜新泰合

Summarized statement of financial position

	財務狀況表概述	2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	284,860	255,161
Non-current assets	非流動資產	404,987	449,353
Current liabilities	流動負債	(56,906)	(53,488)
Non-current liabilities	非流動負債	(218,500)	(161,300)
Net assets	資產淨值	414,441	489,726

Summarized statement of profit or loss and other comprehensive income

	綜合損益及 其他全面收益表概述	2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	103,631	105,268
Depreciation and amortisation	折舊和攤銷	(36,958)	(37,767)
Finance costs	財務成本	(9,865)	(11,246)
Other expenses	其他開支	(10,872)	(12,333)
Profit before income tax	除所得稅前溢利	45,936	43,922
Income tax expense	所得稅支出	(11,221)	(12,052)
Profit and other comprehensive income for the year	本年度溢利及其他 全面收益總額	34,715	31,870
Dividend received from the associate during the year	本年收到聯營公司股息	30,000	3,000
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	10,415	9,561

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (CONTINUED)

Summarized financial information of associates (CONTINUED)

Fuxin Taihe (CONTINUED)

Reconciliation of the above summarized financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		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	414,441	489,726
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	124,332	146,918
Unrealised profits, net	未實現溢利，淨額	1,069	(2,084)
Carrying amount of the Group's interest in Fuxin Taihe	本集團於阜新泰合權益之賬面價值	125,401	144,834

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.

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		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權益之賬面價值	650,633	365,196
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	9,589	8,704

20 於聯營公司之權益及往來款項餘額 (續)

重大聯營公司之財務資訊概述 (續)

阜新泰合 (續)

上述財務資訊概述與綜合財務報表中確認之於聯營公司權益賬面價值之對賬如下：

下述為本集團採用權益法入賬之所有個別非重大聯營公司之權益賬面價值合計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES

21 於合營企業之權益及往來款項餘額

The amounts recognised in the consolidated statement of financial position are as follows:

在綜合財務狀況表確認之金額如下：

		2022	2021
		<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	1,331,663	1,177,856
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，扣除已收股息	246,460	95,345
Share of net assets of joint ventures (note (i))	應佔合營企業資產淨值(附註(i))	1,578,123	1,273,201
Current assets	流動資產		
Amounts due from joint ventures (note (ii))	應收合營企業款項(附註(ii))	90,563	31,365
Less:	減：	90,563	31,365
— Allowance for amounts due from joint ventures (note (ii))	— 應收合營企業款項壞賬撥備(附註(ii))	—	2,181
		90,563	29,184
Current liabilities	流動負債		
Amounts due to joint ventures	應付合營企業款項	(156)	(155)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Notes:

- (i) As at 31 December 2022 and 2021, 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		Proportion of voting right held by the Group 本集團持有投票權比例		Principal activities 主要業務
		2022	2021	2022	2021	
Jilin CWP-Milestone Wind Power Co., Ltd. 吉林里程協合風力發電有限公司	The PRC, limited Company 中國·有限公司	49%	49%	50%	50%	Wind power plant investment and operation 風電廠投資及運行
Erliahaote Changfeng Century Concord Wind Power Exploiture Co., Ltd. 二連浩特長風協合風能開發有限公司	The PRC, limited Company 中國·有限公司	49%	49%	50%	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, limited Company 中國·有限公司	49%	49%	50%	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, limited Company 中國·有限公司	49%	49%	50%	50%	Wind power plant investment and operation 風電廠投資及運行

21 於合營企業之權益及往來款項餘額 (續)

附註：

- (i) 於2022年及2021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

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Notes: (continued)

- (i) As at 31 December 2022 and 2021, 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		Proportion of voting right held by the Group 本集團持有投票權比例		Principal activities 主要業務
		2022	2021	2022	2021	
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%	32.16%	50%	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, limited Company 中國·有限公司	51.45%	51.45%	50%	50%	Wind power plant 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%	49%	50%	50%	Wind power plant 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%	49%	50%	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%	59.3%	50%	50%	Wind power plant investment and operation 風電廠投資及運行

21 於合營企業之權益及往來款項餘額 (續)

附註：(續)

- (i) 於2022年及2021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

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Notes: (continued)

- (i) As at 31 December 2022 and 2021, particulars of the principal joint ventures are as follows: (continued)

Name of joint ventures 合營企業名稱	Place of establishment and kind of operations and kind of legal entity 註冊成立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		Proportion of voting right held by the Group 本集團持有投票權比例		Principal activities 主要業務
		2022	2021	2022	2021	
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%	59.3%	50%	50%	Wind power plant investment and operation 風電廠投資及運行
Hebi Century Junlong Wind Power Co., Ltd. 鶴壁協合浚龍風力發電有限公司	The PRC, limited Company 中國·有限公司	59.3%	59.3%	50%	50%	Wind power plant investment and operation 風電廠投資及運行
Yantai Yihao New Energy Development Co., Ltd. 煙台億豪新能源開發有限公司	The PRC, limited Company 中國·有限公司	49%	49%	50%	50%	Wind power plant investment and operation 風電廠投資及運行
Yantai Jinghui Consulting Co., Ltd. (Yantai Jinghui)* 煙台環輝諮詢有限公司	The PRC, limited Company 中國·有限公司	49%	N/A	50%	N/A	Wind power plant investment and operation 風電廠投資及運行

* During the year ended 31 December 2022, the Group acquired the 41.5% non-controlling interests of Yantai Jinghui from 5 individual persons, one of them is the director of the Company, and then disposed of 51% interests in Yantai Jinghui to a third party. After the above transactions, the Group lost control of Yantai Jinghui with remaining 49% equity interests in Yantai Jinghui and the 51% equity interests in Yantai Jinghui was held by the third party which is independent to the Group. Under the joint venture agreement, at least two-thirds of the voting rights are required for decision on directing the relevant activities of Yulong, the directors are of the opinion that the Group's interest in Yulong is accounted for as a joint venture (see Note 42(b)).

21 於合營企業之權益及往來款項餘額 (續)

附註：(續)

- (i) 於2022年及2021年12月31日，主要合營企業詳情如下：(續)

* 截至二零二二年十二月三十一日止年度內，本集團向5名個人收購煙台環輝41.5%非控制性權益，其中一人為本公司董事。其後，本集團將煙台環輝的51%權益出售予第三人。上述交易後，集團失去了對煙台環輝的控制權，煙台環輝剩餘49%的股權，煙台環輝剩餘51%股權由獨立於本集團的第三方持有。根據合營協定，就指導嶺龍的相關活動作出決定須具備至少三分之二的投票權，董事認為本集團在嶺龍的權益被視為合營企業(見附註42(b))。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Notes: (continued)

- (ii) Amounts due from joint ventures included trade receivables from joint ventures amounted RMB4,894,000 (2021: RMB11,124,000), which were netted of impairment loss of RMB nil (2021: RMB2,181,000), are unsecured, interest-free and repayable according to the terms of the relevant contracts. The remaining balances of RMB85,669,000 (2021: RMB18,060,000) are unsecured, interest-free and repayable on demand.

The movements in the impairment loss on trade receivables from joint ventures during the year are as follows:

		Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2022 RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2021 RMB'000 人民幣千元
At 1 January	於1月1日	2,181	2,181
Impairment loss reversed during the year, net	本年減值損失轉回，淨額	(2,181)	—
At 31 December	於12月31日	—	2,181

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:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within 3 months	3個月內	4,349	4,223
3 to 6 months	3至6個月	545	—
6 to 12 months	6至12個月	—	—
Over 1 year	1年以上	—	6,901
		4,894	11,124

21 於合營企業之權益及往來款項餘額 (續)

附註：(續)

- (ii) 應收合營企業款項包括合營企業之應收貿易款項扣除減值後金額為人民幣4,894,000元(2021年：人民幣11,124,000元)，減值金額為人民幣零元(2021年：人民幣2,181,000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85,669,000元(2021年：人民幣18,060,000元)為無抵押擔保、免息及須按要求償還。

本年度合營企業應收貿易款項減值損失變動情況如下：

		Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2022 RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2021 RMB'000 人民幣千元
At 1 January	於1月1日	2,181	2,181
Impairment loss reversed during the year, net	本年減值損失轉回，淨額	(2,181)	—
At 31 December	於12月31日	—	2,181

基於發票日期，上述應收貿易賬款扣除信用損失後淨額之賬齡分析如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within 3 months	3個月內	4,349	4,223
3 to 6 months	3至6個月	545	—
6 to 12 months	6至12個月	—	—
Over 1 year	1年以上	—	6,901
		4,894	11,124

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

Summarized financial information of joint ventures

The Group's joint ventures are involved in wind power plant investments and operations and related activities in the PRC, and each joint venture involved in wind power plant investments and operations has similar risks and returns. 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 summarized financial information of the Group's joint ventures engage in the same principal activities on an aggregate basis.

Summarized aggregate financial information of the Group's joint ventures engaged in wind power plant investments and operations is as follows:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Current assets	流動資產	2,181,002	2,385,374
Non-current assets	非流動資產	5,728,662	5,782,836
Current liabilities	流動負債	(1,556,693)	(1,795,582)
Non-current liabilities	非流動負債	(2,988,063)	(3,403,015)
Net assets	資產淨值	3,364,908	2,969,613

The above amounts of assets and liabilities include the following:

		2022	2021
		<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	487,887	201,846
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)	(808,576)	(783,637)
Non-current financial liabilities	非流動金融負債	(2,987,809)	(3,403,015)

21 於合營企業之權益及往來款項餘額 (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發電廠投資、運營及相關活動，每間風力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資訊是適當的。

本集團投資及運營風力發電之合營企業之財務資料匯總如下：

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

21 INTERESTS IN JOINT VENTURES AND BALANCES WITH JOINT VENTURES (CONTINUED)

21 於合營企業之權益及往來款項餘額 (續)

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Revenue	收入	1,243,365	1,277,882
Depreciation and amortisation	折舊與攤銷	(435,104)	(449,452)
Interest expense	利息支出	(170,287)	(200,749)
Other expenses	其他開支	(218,059)	(232,150)
Profit before income tax	除所得稅前溢利	419,915	395,531
Income tax expense	所得稅開支	(76,277)	(80,724)
Net profit and other comprehensive income for the year	本年度淨溢利及其他全面收益總額	343,638	314,807
Dividend received from these joint ventures during the year	本年度收到合營企業分紅	—	79,351

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22 以公允價值計量且其變動計入損益之金融資產

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Unlisted equity securities, at fair value (note)	以公允價值計量之未上市權益證券(附註)	66,782	76,631
Listed equity securities, at fair value	以公允價值計量之上市權益證券	85,565	—
RMB wealth management products	人民幣理財產品	210	10,000
		152,557	86,631
Analysed for reporting purpose as:	為呈報分析如下：		
Current assets	流動資產	138,841	10,000
Non-current assets	非流動資產	13,716	76,631
		152,557	86,631

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Note:

The unlisted equity securities represent investment in equity securities issued by private entities established and operate in the PRC and the United States.

22 以公允價值計量且其變動計入損益之金融資產(續)

附註：

非上市權益證券指在中國及美國成立及經營之私營企業所發行之權益證券投資。

23 CONTRACT ASSETS

23 合同資產

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Tariff adjustment amounts (note)	應收電價調整款項(附註)	—	62,696
Retention receivables	質保金	186,939	254,758
Contract assets arising from performance under construction contracts	根據建造合同履約而產生的合同資產	19,789	28,394
		206,728	345,848
Impairment loss on contract assets	合同資產減值	—	—
		206,728	345,848
Analysed for reporting purposes as:	為呈報分析如下：		
Current assets	流動資產	206,728	345,848
		206,728	345,848

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23 CONTRACT ASSETS (CONTINUED)

Note:

Tariff adjustment amounts represented government subsidies on renewable energy for ground projects to be received from the state grid companies based on the existing government policies.

As mentioned in Note 4, pursuant to the Tariff Notice, a set of standardized procedures for the settlement of the tariff subsidy has come into force since 2013 and according to several new notices issued in 2020, approvals for the registration in the List 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.

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 List 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 List. 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 List in due course and the tariff subsidy is fully funded by the PRC government but subject to timing of allocation of funds from the PRC government.

As at 31 December 2022, none of the tariff adjustment amounts was recognised in contract assets as all power plants of the Group have been registered in the List (2021: RMB62,696,000).

Tariff adjustment amounts classified under contract assets are transferred to trade receivables when the Group's respective power plants are registered in the List 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 List, 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 year based on past experience.

23 合同資產(續)

附註：

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發電項目之政府補貼。

如附註4所述，根據電價通知，電價補助結算全套標準程序自2013年生效後，根據2020年發佈的幾項新通知，要求在資金分配給國家電網公司之前，各項目需逐一獲得批准並登記到可再生能源電價附加資金補助清單，之後再由國家電網公司與本集團進行結算。

本公司董事認為，本集團之運營電廠雖未全部於清單登記，但均符合並滿足清單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，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)在適當的時候將能夠完成目錄登記，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。

截至2022年12月31日，由於本集團所有發電廠均已登記在清單內，因此沒有將電價調整金額確認為合同資產(2021：人民幣62,696,000元)。

根據國家現行可再生能源政策，當本集團電廠登記進入清單中時，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。

有關未納入清單之電廠產生之售電收入，本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國家電網公司，且依據以往經驗通常在2年左右收回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 TRADE AND BILLS RECEIVABLE

24 應收貿易賬款及票據

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Trade receivables, at amortised cost (note (i))	應收貿易款項，按攤餘成本(附註(i))	552,868	444,791
Tariff adjustment receivables, at amortised cost (note (ii))	應收電價調整款項，按攤餘成本(附註(ii))	811,282	1,270,491
Bills receivable, at FVTPL (note (iii))	應收票據，按公允價值變動計入損益(附註(iii))	8,564	85,164
		1,372,714	1,800,446
Impairment loss on trade receivables (note (i))	應收貿易賬款減值(附註(i))	(3,092)	(4,498)
		1,369,622	1,795,948

The Group does not hold any collaterals over trade and bills receivable as security.

Details of impairment assessment of trade receivables for the year ended 31 December 2022 are set out in Note 48.

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 its customers.

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2022年12月31日應收貿易賬款減值評估詳情見附註48。

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款項。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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 TRADE AND BILLS RECEIVABLE (CONTINUED)

Notes: (continued)

(i) Trade receivable (continued)

The movements in the impairment loss on trade receivables during the year are as follows:

		Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2022 RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2021 RMB'000 人民幣千元
At 1 January	於1月1日	4,498	9,983
Impairment reversed during the year, net	本年減值轉回，淨額	—	(5,485)
Written-off during the year	於本年核銷	(1,406)	—
At 31 December	於12月31日	3,092	4,498

As at 31 December 2022, the ageing analysis of the trade receivables, net of allowance for credit losses, presented based on invoice date, is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within 3 months	3個月內	342,775	321,425
3 to 6 months	3至6個月	49,612	83,135
6 to 12 months	6至12個月	54,356	18,084
1 to 2 years	1至2年	86,759	5,877
Over 2 years	2年以上	16,274	11,772
		549,776	440,293

Certain of the Group's bank borrowings (Note 33) are pledged by the cash receipts from the sale of electricity by certain of the Group's power plants.

24 應收貿易賬款及票據(續)

附註：(續)

(i) 應收貿易賬款(續)

應收貿易賬款壞賬撥備變動分析如下：

	Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2022 RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 整個存續期內預期 信用損失 (發生信用減值) 2021 RMB'000 人民幣千元
At 1 January	4,498	9,983
Impairment reversed during the year, net	—	(5,485)
Written-off during the year	(1,406)	—
At 31 December	3,092	4,498

於2022年12月31日，應收貿易賬款扣除信用虧損後淨額之賬齡分析(以發票日期為準)如下：

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within 3 months	342,775	321,425
3 to 6 months	49,612	83,135
6 to 12 months	54,356	18,084
1 to 2 years	86,759	5,877
Over 2 years	16,274	11,772
	549,776	440,293

部分集團發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33)擔保作質押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 TRADE AND BILLS RECEIVABLE (CONTINUED)

Notes: (continued)

(ii) Tariff adjustment receivables

An ageing analysis of the tariff adjustment receivables, net of allowance for credit losses, based on the revenue recognition date, is as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月內	106,622	155,023
3 to 6 months	3至6個月	82,315	174,391
6 to 12 months	6至12個月	196,455	246,371
Over 1 year	1年以上	425,890	694,706
		811,282	1,270,491

Tariff adjustment receivables from the sale of electricity mainly represent 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.

(iii) Bills receivable

As 31 December 2022, the Group endorsed certain bills receivable accepted by banks in Mainland China (the "Bills") to certain of its suppliers in order to settle the trade payables for these suppliers with amount of RMB784,006,000 (2021: RMB1,275,615,000). The Bills have a maturity of one to six months at the end of the reporting period. The directors of the Company are of the opinion that 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.

All of bills receivable of the Group are with a maturity period of less than one year.

Upon the adoption of HKFRS 9, the Group's bills receivable are recognised as financial assets at FVTPL as the bills receivable are held for sale.

24 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虧損後之賬齡分析(以收入確認日期為準)如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月內	106,622	155,023
3 to 6 months	3至6個月	82,315	174,391
6 to 12 months	6至12個月	196,455	246,371
Over 1 year	1年以上	425,890	694,706
		811,282	1,270,491

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項。

(iii) 應收票據

截止2022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項合計人民幣784,006,000元(2021年：人民幣1,275,615,000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，本集團已實質轉移該等票據之全部風險與報酬，因此，本公司並未確認此等票據之全部賬面金額及相關負債。

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，本集團應收票據分類至按公允價值計量且其變動計入損益之金融資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25 預付款項、按金及其他應收款項

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Prepayments for purchase of property, plant and equipment	預付物業、電廠及設備採購款項	217,995	216,437
Other prepayments	其他預付賬款	148,355	131,826
Deposits for other borrowings (Note 34)	其他借款按金(附註34)	240,343	190,687
Other deposits	其他按金	146,903	122,129
Receivables from disposal of subsidiaries	處置附屬公司應收款項	150,687	199,476
Receivables from former subsidiaries	應收原附屬公司款項	101,633	435,561
Receivables on disposal of a convertible bond	應收處置可轉股債券款項	37,192	37,192
Other receivables	其他應收款項	38,910	25,102
Deductible VAT (note i)	可收回增值稅(附註i)	1,195,520	968,972
Premium receivables for financial guarantee contracts	財務擔保合同之應收款項	18,137	24,434
		2,295,675	2,351,816
Less: loss allowance (note ii)	減：減值準備(附註ii)	(13,790)	(15,319)
		2,281,885	2,336,497
Less: Non-current portion	減：非流動部份		
Prepayments for purchase of property, plant and equipment	預付物業、電廠及設備採購款項	217,995	216,437
Deposits for other borrowings	其他借款按金	240,343	190,687
Other deposits and prepayments	其他按金及預付款項	100,445	70,205
Premium receivables for financial guarantee contracts	財務擔保合同之應收款項	10,602	17,115
Other receivables	其他應收款項	34,180	12,668
Deductible VAT (note i)	可收回增值稅(附註i)	1,068,435	853,402
		1,672,000	1,360,514
Less: loss allowance (note ii)	減：減值準備(附註ii)	(5,600)	(5,600)
Non-current portion classified under non-current assets	非流動部分分類至非流動資產	1,666,400	1,354,914
Current portion classified under current assets	流動部分分類至流動資產	615,485	981,583

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Note:

- (i) Deductible VAT mainly represents the input VAT relating to acquisition of property, plant and equipment.
- (ii) The movements of the impairment loss are as follows:

		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)
		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於1月1日	15,319	41,952
Impairment recognised/(reversed) during the year, net	本年確認/(轉回)減值虧損·淨額	1,000	(22,065)
Written-off	核銷	(2,529)	(4,568)
At 31 December	於12月31日	13,790	15,319

Details of impairment assessment of other receivables for the year ended 31 December 2022 are set out in Note 48.

25 預付款項、按金及其他應收款項(續)

附註：

- (i) 可抵扣的加值稅主要是指與購置財產、廠房和設備有關的進項加值稅。
- (ii) 減值損失的變動情況如下。

於2022年12月31日其他應收款之減值評估詳情見附註48。

26 FINANCE LEASE RECEIVABLES

		2022	2021
		RMB'000	RMB'000
		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	32,599	17,171
Non-current assets	非流動資產	164,993	91,426
		197,592	108,597

During the year ended 31 December 2022, the Group entered into finance lease arrangements for certain of its machines and equipment. The period of finance leases entered into is ranged from 3 to 11 years.

26 融資租賃應收款項

在截至2022年12月31日的年度裏，集團為其某些機器和設備訂立了融資租賃安排。簽訂的融資租賃期限為3至11年不等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 FINANCE LEASE RECEIVABLES (CONTINUED)

26 融資租賃應收款項(續)

	Minimum lease payments		Present value of minimum lease payments	
	2022	2021	2022	2021
	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 comprise:	融資租賃應收款項包含：			
Within 1 year	47,242	25,411	32,599	17,171
1 to 2 years	44,376	25,669	32,602	18,902
2 to 5 years	107,838	63,360	87,844	51,139
Over 5 years	49,748	24,289	44,547	21,385
	249,204	138,729	197,592	108,597
Less: unrealised finance income	(51,612)	(30,132)	N/A	N/A
	197,592	108,597	197,592	108,597

Effective interest rates of the above finance leases range from 7.33% to 9.48% per annum.

Finance lease receivables are secured over the machines and equipment leased. The Group is not permitted to sell or repledge the collateral in the absence of default by the lessee.

Details of impairment assessment of finance lease receivables for the year ended 31 December 2022 are set out in Note 48.

上述融資租賃之實際利率為每年7.33%至9.48%。

融資租賃應收款項以租賃之機械設備為擔保。在承租人沒有違約之情況下，本集團不允許出售或再抵押該抵押品。

截至2022年12月31日止年度之減值評估詳情見附註48。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 LOAN RECEIVABLES

27 應收貸款

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Variable-rate loan receivables	浮動利率應收貸款	61,587	59,572
Analysed for reporting purposes as:	為呈報分析如下：		
Current assets	流動資產	16,347	9,909
Non-current assets	非流動資產	45,240	49,663
		61,587	59,572

During the year ended 31 December 2022, the Group engaged in several sales and leaseback transactions as a buyer-lessor, in which the transfer of assets did not satisfy the requirements of HKFRS 15 to be accounted for as a sale from the point of the view of the lessee. Therefore, the Group recognised the transfer amount as loan receivables.

The exposure of the Group's variable-rate loan receivables to interest rate risks and relevant contractual maturity dates are as follows:

截至2022年12月31日止年度，本集團以買方一出租人身份進行若干售後租回交易，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。

本集團之浮動利率應收貸款受利率風險影響的程度及相關合同到期日如下：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Variable-rate loan receivables	浮動利率應收貸款		
Within 1 year	1年內	20,486	14,014
2 to 5 years	2至5年	49,310	56,493
Over 5 years	5年以上	692	329
		70,488	70,836
Less: unrealised finance income	減：實現融資收入	(8,901)	(11,264)
		61,587	59,572

Details of impairment assessment of loan receivables for the year ended 31 December 2022 are set out in Note 48.

截至2022年12月31日止年度應收貸款之減值評估詳情見附註48。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 INVENTORIES

28 存貨

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Raw materials	原材料	721	465
Work in progress	在製品	2,735	13,321
Spare parts and others	備件及其他	55,740	13,893
		59,196	27,679

The cost of inventories recognised as expense and included in profit or loss amounted to RMB73,049,000 (2021: RMB47,104,000).

存貨金額人民幣73,049,000元(2021年：人民幣47,104,000元)在損益內確認為開支。

29 CASH AND CASH EQUIVALENTS

29 現金及現金等值項目

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	4,049,279	4,151,437
Less: Restricted deposits (note)	減：受限製存款(附註)	(578,240)	(640,967)
Cash and cash equivalents	現金及現金等值項目	3,471,039	3,510,470

The Group's cash and cash equivalents denominated in foreign currencies, which are not respective entities' functional currencies, are set out below:

本集團以非相關公司功能貨幣以外之貨幣計量之現金及現金等價值項目如下：

		2022	2021
		<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	51,281	16,487
— HK\$	— 港元	106	64
— US\$	— 美元	331,205	540,739
		382,592	557,290

Note: The restricted deposits mainly represent bank acceptance bill deposits and electricity sale guarantee deposits.

附註：受限製存款主要為銀行承兌匯票相關存款及電力銷售保證金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 CASH AND CASH EQUIVALENTS (CONTINUED)

As at 31 December 2022, the weighted average effective interest rate on the Group's bank balances is 0.25% (2021: 0.3%) per annum.

30 TRADE AND BILLS PAYABLE

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Trade payable	應付貿易賬款	500,932	473,568
Bills payable	應付票據	761,638	604,970
		1,262,570	1,078,538

As at 31 December 2022, retention payables in respect of construction contracts are included in trade payables with amount of RMB204,660,000 (2021: RMB282,305,000) which are normally repayable more than 1 year. The average credit period on purchase of goods is approximately one year (2021: one year).

As at 31 December 2022, the maturity date of bills payable was within 6 and 12 months (2021: within 6 and 12 months).

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

		2022	2021
		<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	94,006	66,186
3 to 6 months	3至6個月	60,287	44,233
6 to 12 months	6至12個月	7,041	2,451
1 to 2 years	1至2年	33,755	10,069
Over 2 years	2年以上	305,843	350,629
		500,932	473,568

29 現金及現金等值項目(續)

於2022年12月31日，本集團銀行結餘之加權平均實際利率為每年0.25%（2021年：0.3%）。

30 應付貿易賬款及票據

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Trade payable	應付貿易賬款	500,932	473,568
Bills payable	應付票據	761,638	604,970
		1,262,570	1,078,538

於2022年12月31日，應付貿易賬款中包含之建造合同之按金為人民幣204,660,000元（2021年：人民幣282,305,000元），通常應在一年以上償還。採購物資之平均信貸期大約為一年（2021年：一年）。

於2022年12月31日，應付票據到期日指6個月及12個月內（2021年：6個月及12個月內）。

應付貿易賬款之賬齡分析（以發票日期為準）如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 PAYABLES FOR CONSTRUCTION IN PROGRESS, OTHER PAYABLES AND ACCRUALS

31 項目建造之應付賬款、其他應付款項及應計費用

		2022	2021
		<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	2,115,696	2,256,511
Retention payables	質保金應付賬款	1,030,618	917,272
Deposits received for disposals of subsidiaries	處置附屬公司預收股權款	2,500	2,500
Payables on redemption of convertible loan	贖回可轉股貸款之應付款項	—	112,150
Other payables and accruals	其他應付款項及應計款項	333,678	269,184
		3,482,492	3,557,617
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之金額	(745,976)	(541,364)
Current portion classified under current liabilities	流動部分分類至流動負債	2,736,516	3,016,253

32 CONTRACT LIABILITIES

32 合同負債

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Construction contracts	建造合同		
— Billings in advance of performance	— 業績提前結算	59,325	139,301

33 BANK BORROWINGS

33 銀行借款

		2022	2021
		<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	1,911,717	910,840
Unsecured	無抵押擔保貸款	353,210	380,762
Total bank borrowings	銀行借款總額	2,264,927	1,291,602

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 BANK BORROWINGS (CONTINUED)

The secured bank borrowings are secured by certain buildings and power plant equipment of the Group (Note 17), cash receipts from the sale of electricity by certain of the Group's power plants (Note 24) and certain equity interests in subsidiaries.

The carrying amounts of bank borrowings are repayable as follows*:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year	1年內	979,411	526,106
Between 1 and 2 years	於第1至第2年間	100,667	246,052
Between 2 and 5 years	於第2至第5年間	307,978	240,224
Over 5 years	5年以上	876,871	279,220
		2,264,927	1,291,602
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	(979,411)	(526,106)
Amounts shown under non-current liabilities	於非流動負債項下列示之	1,285,516	765,496

* The above amounts due are based on scheduled repayment dates set out in the respective loan agreements.

The interest rate risk exposure of the Group's bank borrowings are as follows:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Fixed-rate bank borrowings	固定利率銀行借款	228,409	254,465
Variable-rate bank borrowings	浮動利率銀行借款	2,036,518	1,037,137
		2,264,927	1,291,602

33 銀行借款(續)

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17)，及本集團部分電廠之電力銷售(附註24)取得之現金及部分附屬公司之股權。

銀行借款的賬面價值應償還如下*：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year	1年內	979,411	526,106
Between 1 and 2 years	於第1至第2年間	100,667	246,052
Between 2 and 5 years	於第2至第5年間	307,978	240,224
Over 5 years	5年以上	876,871	279,220
		2,264,927	1,291,602
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	(979,411)	(526,106)
Amounts shown under non-current liabilities	於非流動負債項下列示之	1,285,516	765,496

* 以上款項到期金額基於各借款合同規定之計劃還款日。

本集團銀行借款的利率風險如下：

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綜合財務報表附註

33 BANK BORROWINGS (CONTINUED)

The ranges of effective interest rates on the Group's bank borrowings are as follows:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Effective interest rate:	實際利率：		
Variable-rate bank borrowings	浮動利率銀行借款	2.7%-5.2%	2.9%-5.3%
Fixed-rate bank borrowings	固定利率銀行借款	3.4%-4.5%	1.0%-4.5%

The fair values of bank borrowings are estimated using discounted cash flow calculations based on the Group's current incremental borrowing rates for similar types of borrowings with maturities consistent with those remaining for the debts. The carrying amounts of non-current bank borrowings approximate their fair values at each end of the reporting period.

34 OTHER BORROWINGS

		2022	2021
		<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	734,782	861,763
Non-current liabilities	非流動負債	10,321,434	8,786,142
		11,056,216	9,647,905

During the year, the Group has entered into agreements (the "Agreements") with certain PRC financial institutions (the "Financial Institution") and the Group drew down RMB3,812,177,000 (2021: RMB6,417,307,000) in aggregate from the Financial Institutions of which RMB727,696,000 (2021: RMB1,862,924,000) was received in the form of bank-acceptance bills. Such borrowings are to be repayable in 2023 to 2038 with variable interest rate ranging from 4.25% to 5.5% per annum (2021: ranging from 4.8% to 6.13% per annum).

33 銀行借款(續)

本集團銀行借款之實際利率之範圍如下：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Effective interest rate:	實際利率：		
Variable-rate bank borrowings	浮動利率銀行借款	2.7%-5.2%	2.9%-5.3%
Fixed-rate bank borrowings	固定利率銀行借款	3.4%-4.5%	1.0%-4.5%

銀行借款之公允價值，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，使用現金流量折現預計得來。於報告期末，非流動銀行借款之賬面金額與其公允價值相若。

34 其他借款

		2022	2021
		<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	734,782	861,763
Non-current liabilities	非流動負債	10,321,434	8,786,142
		11,056,216	9,647,905

本年內集團與中國境內金融機構(以下簡稱「金融機構」)簽訂協議(以下簡稱「協議」)並提款總額為人民幣3,812,177,000元(2021年：人民幣6,417,307,000元)其中人民幣727,696,000元(2021年：人民幣1,862,924,000元)是通過銀行承兌匯票收到。該等借款將在2023至2038年得以償還，借款年利率為4.25%至5.66%(2021年：借款年利率為4.8%至6.13%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

34 OTHER BORROWINGS (CONTINUED)

The collaterals for other borrowings are as follow:

- (i) The Group transferred certain ownership titles of certain property, plant and equipment to the Financial Institutions.
- (ii) The Group entered into financial guarantee contracts in favor of the Financial Institutions for the due performance of the Group's obligations under the Agreements.
- (iii) Upon the discharging all the Group's obligations under the Agreements, the Financial Institutions will return those ownership titles of property, plant and equipment to the Group for minimal considerations. Despite the Agreements involved 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 RMB309,673,000 placed with the Financial Institutions as at 31 December 2022 (2021: RMB272,217,000), of which RMB69,330,000 could be offset with certain repayment instalments as agreed with the Financial Institutions (2021: RMB81,530,000).
- (v) Other borrowings are secured by certain equity interests in subsidiaries with an aggregated amount of RMB3,132,215,000 as at 31 December 2022 (2021: RMB3,020,629,000).

34 其他借款(續)

其他借款的抵押品如下：

- (i) 本集團將部分物業、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同以敦促本集團正當履行協議義務。
- (iii) 在本集團履行了所有協約義務後，金融機構將以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。儘管協議涉及租約之法律形式，本集團根據協議之實質將協議按照擔保借款核算。
- (iv) 於2022年12月31日支付押金人民幣309,673,000元(2021年：人民幣272,217,000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69,330,000元(2021年：人民幣81,530,000元)。
- (v) 於2022年12月31日其他借款由一些附屬公司之股權質押，合計金額為人民幣3,132,215,000元(2021年：人民幣3,020,269,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

34 OTHER BORROWINGS (CONTINUED)

The carrying amounts of other borrowings are repayable as follows:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year	1年內	734,782	861,763
Between 1 and 2 years	於第1至第2年間	734,881	950,627
Between 2 and 5 years	於第2至第5年間	3,519,321	2,366,776
Over 5 years	5年以上	6,067,232	5,468,739
		11,056,216	9,647,905

34 其他借款(續)

其他借款的賬面價值應償還如下：

35 SENIOR NOTES

The movements of senior notes issued by the Group during the year are as follows:

35 優先票據

本集團年內已發行優先票據之變動如下：

		Senior notes
		優先票據
		(note)
		(附註)
		<i>RMB'000</i>
		人民幣千元
Carrying amounts at 1 January 2022	於2022年1月1日賬面價值	561,136
Interest charge (Note 12)	利息支出(附註12)	66,454
Interest paid	已付利息	(62,723)
Exchange differences	匯兌調整	54,038
Carrying amounts at 31 December 2022	於2022年12月31日年 末賬面價值	618,905
Less: Amounts due within one year shown under current liabilities	減：一年內到期之流動負債	(618,905)
Amounts show under non-current liabilities	非流動負債列示金額	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 SENIOR NOTES (CONTINUED)

35 優先票據(續)

		Senior notes 優先票據 (note) (附註)	Senior notes 優先票據	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Carrying amounts at 1 January 2021	於2021年1月1日賬面價值	569,292	794,726	1,364,018
Repurchase of senior notes	償還優先票據	—	(761,153)	(761,153)
Interest charge (Note 12)	利息支出(附註12)	64,766	3,842	68,608
Interest paid	已付利息	(60,883)	(30,066)	(90,949)
Exchange differences	匯兌調整	(12,039)	(7,349)	(19,388)
Carrying amounts at 31 December 2021	於2021年12月31日年末賬面價值	561,136	—	561,136
Less: Amounts due within one year shown under current liabilities	減：一年內到期之流動負債	(17,029)	—	(17,029)
Amounts show under non-current liabilities	非流動負債列示金額	544,107	—	544,107

Note:

The senior notes (the "Notes") are with principal amount of US\$90,000,000 and maturity date on 24 September 2023 unless earlier redeemed in accordance with the terms thereof. The Notes bear fixed interest at 10.75% per annum payable semi-annually. The effective interest rate of the Notes is 11.76% per annum.

At any time prior to 24 September 2023, 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.

附註：

優先票據(「票據」)的本金為90,000,000美元，到期日為2023年9月24日(除非根據其條款提前贖回)。票據票面固定年利率為10.75%，每半年支付一次。票據之實際年利率為11.76%。

於2023年9月24日前，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)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 SENIOR NOTES (CONTINUED)

Note: (continued)

At any time and from time to time prior to 24 September 2023, 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 110.75% 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.

35 優先票據 (續)

附註：(續)

本集團可在2023年9月24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，按贖回票據本金之110.75%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%之票據本金總額；條件是在初始發行日初始發行至少65%之票據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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

36 LEASE LIABILITIES

36 租賃負債

At 31 December 2022, the lease liabilities were repayable as follows:

截至2022年12月31日，租賃負債的償還情況如下：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Within 1 year or on demand	1年內或按要求償還	13,502	11,411
Between 1 and 2 years	於第1至第2年間	15,245	11,492
Between 2 and 5 years	於第2至第5年間	36,628	34,993
Over 5 years	5年以上	46,875	30,581
		112,250	88,477
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	(13,502)	(11,411)
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	98,748	77,066

37 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

37 綜合財務狀況表中所得稅

(a) Tax payable in the consolidated statement of financial position represents:

(a) 綜合財務狀況表中應付所得稅

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Net tax payable at 1 January	1月1日應付所得稅淨額	49,462	29,953
Provision for the year (Note 14)	本年度應交所得稅(附註14)	179,155	95,130
Effect of disposal of subsidiaries	處置附屬公司影響	—	(404)
Income tax paid	支付所得稅	(126,898)	(75,217)
Net tax payable at 31 December	12月31日應付所得稅淨額	101,719	49,462

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

37 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred taxation

Reconciliation to the consolidated statement of financial position is as follows:

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	39,486	37,738
Net deferred tax liabilities recognised in the consolidated statement of financial position	(93,522)	(38,089)
	(54,036)	(351)

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	
		2022	2021	2022	2021	2022	2021	2022	2021
		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	於1月1日	8,875	8,875	28,863	26,493	—	2,282	37,738	37,650
Credited/(Debited) to the profit or loss (Note 14)	扣除/(計入)至損益 (附註14)	—	—	6,748	7,034	—	(150)	6,748	6,884
Disposal of subsidiaries (Note 42(b))	處置附屬公司(附註42(b))	—	—	(5,000)	(4,664)	—	(2,132)	(5,000)	(6,796)
At 31 December	於12月31日	8,875	8,875	30,611	28,863	—	—	39,486	37,738

At 31 December 2022, the Group had tax losses of RMB324,654,000 (2021: RMB271,645,000) arose in Chinese Mainland 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.

37 綜合財務狀況表中所得稅(續)

(b) 遞延所得稅

與合併財務報表的調節表如下：

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	39,486	37,738
Net deferred tax liabilities recognised in the consolidated statement of financial position	(93,522)	(38,089)
	(54,036)	(351)

本年內遞延所得稅資產及負債之變動如下：

遞延稅項資產

		Accumulated deductible loss		Unrealised inter-companies gains		Deferred government subsidy		Total	
		2022	2021	2022	2021	2022	2021	2022	2021
		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	於1月1日	8,875	8,875	28,863	26,493	—	2,282	37,738	37,650
Credited/(Debited) to the profit or loss (Note 14)	扣除/(計入)至損益 (附註14)	—	—	6,748	7,034	—	(150)	6,748	6,884
Disposal of subsidiaries (Note 42(b))	處置附屬公司(附註42(b))	—	—	(5,000)	(4,664)	—	(2,132)	(5,000)	(6,796)
At 31 December	於12月31日	8,875	8,875	30,611	28,863	—	—	39,486	37,738

於2022年12月31日，本集團於中國大陸產生之稅項虧損為人民幣324,654,000元(2021年：人民幣271,645,000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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

37 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred taxation (CONTINUED)

Deferred tax assets (CONTINUED)

Such cumulative tax losses will be carried forward and expire in year as follows:

2022	2022年	
2023	2023年	
2024	2024年	
2025	2025年	
2026	2026年	
2027	2027年	
Total unused tax losses	未使用稅項虧損總額	

At 31 December 2022, the Group had estimated unused tax losses of RMB594,182,000 (2021: RMB547,629,000), 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.

37 綜合財務狀況表中所得稅(續)

(b) 遞延所得稅(續)

遞延稅項資產(續)

此類累計稅收損失將結轉並在年度到期，如下所示：

	2022	2021
	<i>RMB'000</i>	<i>RMB'000</i>
	人民幣千元	人民幣千元
	—	15,872
	63,327	82,908
	73,524	87,556
	23,711	27,732
	46,768	57,577
	117,324	—
	324,654	271,645

於2022年12月31日，本集團於香港產生之稅項虧損為人民幣594,182,000元(2021年：人民幣547,629,000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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

37 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

37 綜合財務狀況表中所得稅(續)

(b) Deferred taxation (CONTINUED)

(b) 遞延所得稅(續)

Deferred tax liabilities

遞延稅項負債

		Intra-group transactions		Unremitted interest		Total	
		關聯交易之未實現收益		未實現利息		總額	
		2022	2021	2022	2021	2022	2021
		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	38,089	4,626	—	—	38,089	4,626
Debited to the profit or loss (Note 14)	計入至損益(附註14)	55,433	33,487	—	—	55,433	33,487
Disposal of subsidiaries (Note 42(b))	處置附屬公司(附註42(b))	—	(24)	—	—	—	(24)
At 31 December	於12月31日	93,522	38,089	—	—	93,522	38,089

The deferred tax liabilities recognised relate to temporary differences arising from intra-group transactions including the unremitted earnings of joint ventures and associates and the intercompany interest payables from certain PRC subsidiaries to overseas subsidiaries.

As at 31 December 2022, deferred tax liabilities of RMB217,870,000 (2021: RMB135,151,000) 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.

已確認遞延稅項負債與來自合營企業及聯營公司關聯交易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2022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217,870,000元(2021年：人民幣135,151,000元)並未獲得確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

38 DEFERRED GOVERNMENT GRANTS

Government grants are received from the PRC government and the government of the United States of America (“US”) by the Group in form of 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 deferred income over 5 years as the relevant properties continue to qualify as specified energy properties as defined by the US Department of the Treasury.

The movements in deferred government grant during the year are as follows:

		2022	2021
		<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	5,215	14,693
Government grants obtained during the year	本年獲得政府補助	—	954
Credited to profit or loss during the year	政府補助攤銷	(350)	(1,904)
Write off on disposal of subsidiaries	處置附屬公司之核銷	—	(8,528)
At 31 December	於12月31日	4,865	5,215

38 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。

本年內遞延政府補助之變動如下：

39 FINANCIAL GUARANTEE CONTRACT LIABILITIES

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Current	流動	7,535	7,319
Non-current	非流動	10,602	17,115
		18,137	24,434

39 財務擔保合同負債

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

39 FINANCIAL GUARANTEE CONTRACT LIABILITIES (CONTINUED)

In previous 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 Group to certain leasing companies for the associates' finance lease arrangements. In return, these associates shall pay premium to the Company at 2% of the outstanding debt balance under the finance lease arrangements.

The Group has recognised financial guarantee contract liabilities and corresponding premium receivables based on the fair value of the guarantees provided, equal to the present value of the premium to be received within the leases term.

As at 31 December 2022, the aggregate amount of guarantees was RMB358,432,000 (2021: RMB420,627,000), which represented the amounts (including principal and interests) that could be required to be paid if guarantees were called upon in entirety, of which RMB358,432,000 had been utilised by the associates as at 31 December 2022 (2021: RMB420,627,000).

39 財務擔保合同負債 (續)

於之前年度，本集團出售部分全資附屬公司之75%股權予獨立第三方，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%擔保費用。

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擔保費應收款項，即租賃期內將會收到之擔保費用之現值。

截至2022年12月31日，擔保總額為人民幣358,432,000元(2021年：人民幣420,627,000元)，即可能要求擔保方支付之全額擔保金額(包括本金及利息)，因人民幣358,432,000元(2021年：人民幣420,627,000元)已於2022年12月31日由聯營公司已使用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

40 CAPITAL AND RESERVES

(a) Share capital

Ordinary shares issued of HK\$0.01 each:

		No. of shares	Nominal value
		股份數目	面值
		000's shares	RMB'000
		千股	人民幣千元
As at 1 January 2021	於 2021 年 1 月 1 日	8,366,855	72,412
Conversion of convertible loans into ordinary shares	可轉股貸款轉換為普通股	618,474	5,087
As at 31 December 2021	於 2021 年 12 月 31 日	8,985,329	77,499
Cancellation of ordinary shares (note (i))	註銷普通股 (附註 (i))	(67,460)	(549)
Issue of ordinary shares (note (ii))	發行普通股 (附註 (ii))	57,600	493
As at 31 December 2022	於 2022 年 12 月 31 日	8,975,469	77,443

Notes:

- (i) During the year ended 31 December 2022, the Company purchased a total of 21,750,000 ordinary shares of the Company through Tricor Trust (Hong Kong) Limited, the trustee engaged by the Company for purpose of satisfying the share awards under the Share Award Scheme adopted by the Board.

In addition, the Company repurchased a total of 384,130,000 ordinary shares of the Company for an aggregated consideration of RMB226,689,000 on the Stock Exchange. 67,460,000 repurchased shares with total par value of RMB 549,000 were cancelled by the Company during the current year, the related costs of repurchase were RMB39,510,000 and the exceed of costs of repurchase over the par value of the shares of RMB38,961,000 was charged to share premium. And the remaining purchased shares were cancelled by the Company subsequent to the year end, the issued share capital of the Company was reduced thereon.

- (ii) During the current year, 57,600,000 ordinary shares were issued for the purpose of the Group's share award scheme (Note 41).

40 股本和儲備

(a) 股本

已發行普通股每股 0.01 港元：

		No. of shares	Nominal value
		股份數目	面值
		000's shares	RMB'000
		千股	人民幣千元
As at 1 January 2021	於 2021 年 1 月 1 日	8,366,855	72,412
Conversion of convertible loans into ordinary shares	可轉股貸款轉換為普通股	618,474	5,087
As at 31 December 2021	於 2021 年 12 月 31 日	8,985,329	77,499
Cancellation of ordinary shares (note (i))	註銷普通股 (附註 (i))	(67,460)	(549)
Issue of ordinary shares (note (ii))	發行普通股 (附註 (ii))	57,600	493
As at 31 December 2022	於 2022 年 12 月 31 日	8,975,469	77,443

附註：

- (i) 截至 2022 年 12 月 31 日止年度，本公司透過為滿足董事會採納的股份獎勵計劃下的股份獎勵而聘用的受託人 Tricor Trust (Hong Kong) Limited，購買共計 21,750,000 股本公司普通股。

此外，本公司在聯交所回購共計 384,130,000 股本公司普通股，涉及款項共計人民幣 226,689,000 元。67,460,000 股已回購股份，其總面值為人民幣 549,000 元，在本年度內由本公司註銷，相關回購成本為人民幣 39,510,000 元，回購成本超過股份面值的人民幣 38,961,000 元計入股份溢價。其餘已回購股份於年底後由本公司註銷，因此減少本公司的已發行股本。

- (ii) 本年度，本集團發行了 57,600,000 股普通股用於股份獎勵計劃 (附註 41)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

40 CAPITAL AND RESERVES (CONTINUED)

(b) Treasury shares

As at 31 December 2022, 495,740,000 ordinary shares are held as treasury shares (2021: 152,020,000 shares).

40 股本和儲備(續)

(b) 庫存股

於2022年12月31日，本公司持495,740,000股普通股作為庫存股(2021年：152,020,000股)。

		No. of shares for the purpose of share award schemes 股份激勵計劃 之股份數目 000'shares 千股	No. of shares for the purpose of cancellation 用於註銷的 股份數目 000'shares 千股	Total 合計 000'shares 千股
As at 1 January 2021	於2021年1月1日	156,300	—	156,300
Repurchased during the year	本年回購	—	28,720	28,720
Vested during the year (Note 41)	本年歸屬(附註41)	(33,000)	—	(33,000)
As at 31 December 2021	於2021年12月31日	123,300	28,720	152,020
Repurchased during the year	本年回購	21,750	384,130	405,880
Issue of ordinary shares	發行普通股	57,600	—	57,600
Cancellation of ordinary shares	註銷普通股	—	(67,460)	(67,460)
Vested during the year (Note 41)	本年歸屬(附註41)	(52,300)	—	(52,300)
As at 31 December 2022	於2022年12月31日	150,350	345,390	495,740

During the year ended 31 December 2022, the Company purchased a total of 21,750,000 ordinary shares of the Company at a price ranging from HK\$0.61 to HK\$0.68 per share with a total consideration of RMB12,762,000 through Tricor Trust (Hong Kong) Limited, the trustee engaged by the Company for purpose of satisfying the share awards under the Share Award Scheme adopted by the Board.

In addition, the Company repurchased a total of 384,130,000 ordinary shares of the Company at a price ranging from HK\$0.60 to HK\$0.69 per share with a total consideration of RMB226,689,000 on the Stock Exchange.

截至2022年12月31日止年度，本公司透過為滿足董事會採納的股份獎勵計劃下的股份獎勵而聘用的受託人Tricor Trust (Hong Kong) Limited以每股0.61港元至0.68港元的價格從市場回購共計21,750,000股本公司普通股，總對價為12,762,000元人民幣。

此外，本公司在聯交所以每股0.60港元至0.69港元回購共計384,130,000股本公司普通股，涉及款項共計人民幣226,689,000元。

40 CAPITAL AND RESERVES (CONTINUED)

(b) Treasury shares (CONTINUED)

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 the treasury shares are held for the purpose of the Group's share award scheme (the "Scheme"), of which:

- (i) The directors of the Company approved an aggregate number of 61,700,000 shares under such scheme were granted to the relevant participants of the scheme and all of these shares have been vested to the relevant participants of the scheme up to 31 December 2018.
- (ii) On 4 April 2019, the board of directors of the Company approved to grant an aggregate number of 33,000,000 shares under such scheme to two directors. 8,250,000 shares were vested on 15 February 2020, 15 February 2021 and 15 February 2022, respectively (see Note 41).
- (iii) On 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 Group and all of these shares were vested on 26 April 2019.
- (iv) On 29 April 2020, the board of directors of the Company approved a special share award scheme of 4,000,000 shares to be awarded to employees of the Group and all of these shares were vested on 30 April 2020.

40 股本和儲備(續)

(b) 庫存股(續)

股份激勵計劃之庫存股

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，用於本集團之股份獎勵計劃（「計劃」），其中：

- (i) 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，所有這些股份均已歸屬該計劃相關參與者。
- (ii) 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，分別於2020年2月15日、2021年2月15日和2022年2月15日已歸屬8,250,000股（見附註41）。
- (iii) 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集團之員工，並於2019年4月26日完成歸屬。
- (iv) 於2020年4月29日，本公司董事會批准4,000,000股特殊股份獎勵計劃，該股份將用以獎勵給本集團之員工，並於2020年4月30日完成歸屬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

40 CAPITAL AND RESERVES (CONTINUED)

(b) Treasury shares (CONTINUED)

Treasury shares for the purpose of share award schemes (CONTINUED)

- (v) On 18 October 2021, the board of directors approved to grant an aggregate number of 14,000,000 shares under the Scheme to two directors. 3,500,000 shares were vested on 15 February 2022 (see Note 41).
- (vi) On 21 April 2022, the board of directors of the Company approved a special share award scheme of 3,000,000 shares to be awarded to employees of the Group and all of these shares were vested on 10 May 2022 (see Note 41).

On 2 April 2019, the board of directors of the Company resolved to grant an aggregate number of 113,000,000 shares under the Scheme to the employees of the Company.

- (i) During the year ended 31 December 2019, 113,000,000 ordinary shares were issued for the purpose of the Group's share award scheme (Note 41), of which: 28,250,000 shares were vested on 15 February 2020, 24,750,000 shares were vested on 15 February 2021 and 23,150,000 shares were vested on 15 February 2022. (see Note 41).

On 15 October 2021, the board of directors of the Company resolved to grant an aggregate number of 59,100,000 shares under the Scheme to the employees of the Company.

- (i) During the year ended 31 December 2022, 57,600,000 ordinary shares were issued for the purpose of the Group's share award scheme (Note 41), 14,400,000 shares were vested on 15 February 2022 (see Note 41).

40 股本和儲備(續)

(b) 庫存股(續)

股份激勵計劃之庫存股(續)

- (v) 於2021年10月18日，董事會根據該計劃批准14,000,000股用以獎勵本公司兩位董事。於2022年2月15日已歸屬3,500,000股(見附註41)。
- (vi) 於2022年4月21日，本公司董事會批准3,000,000股特殊股份獎勵計劃，該股份將用以獎勵給本集團之員工，並於2022年5月10日完成歸屬(見附註41)。

2019年4月2日，公司董事會決議根據該計劃向公司員工授予總數為113,000,000股的股份。

- (i) 在截至2019年12月31日的年度內，為集團的股份獎勵計劃發行了113,000,000股普通股(註41)，其中：28,250,000股在2020年2月15日歸屬，24,750,000股在2021年2月15日歸屬，23,150,000股在2022年2月15日歸屬。(見附註41)。

於2021年10月15日，本公司董事會決議向本公司員工授出合共59,100,000股本計劃下的股份。

- (i) 截至2022年12月31日年度，為本集團股份獎勵計劃(註41)而發行了57,600,000股普通股，並於2022年2月15日歸屬了14,400,000股股份(見附註41)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

40 CAPITAL AND RESERVES (CONTINUED)

(b) Treasury shares (CONTINUED)

Treasury shares for the purpose of share award schemes (CONTINUED)

During the year ended 31 December 2022, 21,750,000 ordinary shares were repurchased from market at a price of approximately HK\$0.66 per share for a total consideration of RMB12,762,000, which are held for the purpose of the Group's share award scheme subject to the approval of the directors of the Company in the future.

(c) Contributed surplus

Contributed surplus represented the excess of the fair value of the shares of the former holding company acquired pursuant to the group reorganization in prior years, over the nominal value of the Company's shares issued in exchange thereof.

(d) Other reserves

Other reserves mainly represent share-based payments reserve and included share-based compensation recognized of which the related share options have forfeited after the vesting date or were still not exercised at the expiry date.

40 股本和儲備(續)

(b) 庫存股(續)

股份激勵計劃之庫存股(續)

於截至2022年12月31日的年度內，21,750,000股普通股以每股約0.66港元的價格從市場回購，總對價為人民幣12,762,000元，這些普通股是用於本集團之股份獎勵計劃，但須在未來獲得本公司董事會批准。

(c) 繳入盈餘

本公司之繳入盈餘指根據以往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。

(d) 其他儲備

其他儲備主要為以往年度確認之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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

40 CAPITAL AND RESERVES (CONTINUED)

(e) Retained earnings

Pursuant to the relevant laws in 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 subsidiaries' 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 2022, retained earnings of the Group comprised statutory reserves fund amounting to RMB1,743,603,000 (2021: RMB1,241,481,000).

41 SHARE AWARD SCHEMES

According to the share award scheme approved on 15 June 2015 by the board of directors of the Company, under which a part of shares of the Company will be awarded to the Group's employees as an incentive (the "Scheme").

- (a) On 4 April 2019, the board of directors approved to grant an aggregate number of 33,000,000 shares under the Scheme to two directors of the Company.

On 2 April 2019, the board of directors of the Company 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 allocating 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.

40 股本和儲備(續)

(e) 保留盈利

按照中國相關法律，中國境內公司規定須分配公司淨利潤之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2022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1,743,603,000元（2021年：人民幣1,241,481,000元）。

41 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，根據該計劃公司的一部分股份將作為獎勵授予集團員工（「計劃」）。

- (a) 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。

於2019年4月2日，本公司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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

41 SHARE AWARD SCHEMES (CONTINUED)

41 股份獎勵計劃(續)

(a) (continued)

The vesting dates of the above aggregate 146,000,000 award shares are as follows:

On 15 February 2020 (or in the event that 15 February 2020 is not a Business Day, the first Business Day thereafter)	2020年2月15日(倘2020年2月15日並非為營業日,則為其後第一個營業日)	25%
On 15 February 2021 (or in the event that 15 February 2021 is not a Business Day, the first Business Day thereafter)	2021年2月15日(倘2021年2月15日並非為營業日,則為其後第一個營業日)	25%
On 15 February 2022 (or in the event that 15 February 2022 is not a Business Day, the first Business Day thereafter)	2022年2月15日(倘2022年2月15日並非為營業日,則為其後第一個營業日)	25%
On 15 February 2023 (or in the event that 15 February 2023 is not a Business Day, the first Business Day thereafter)	2023年2月15日(倘2023年2月15日並非為營業日,則為其後第一個營業日)	25%

The fair value of the 146,000,000 shares awarded on the grant date was valued at HK\$0.3236 to HK\$0.3510 each share.

(a) (續)

上述總計146,000,000股獎勵股份之歸屬日期如下:

基於授予日,授予的146,000,000股股票之公允價值為每股0.3236港元至0.3510港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

41 SHARE AWARD SCHEMES (CONTINUED)

- (b) On 18 October 2021, the board of directors approved to grant an aggregate number of 14,000,000 shares under the Scheme to two directors.

On 15 October 2021, the board of directors of the Company resolved to grant 59,100,000 new awarded shares to 37 selected persons by way of allocating and issue of the new awarded shares pursuant to the specific mandate, out of which (a) 31,900,000 connected new awarded shares will be granted to 15 connected grantees by way of allocating and issue of new shares pursuant to the specific mandate and (b) 27,200,000 non-connected new awarded shares will be granted to 22 non-connected grantees. The resolution was adopted by the special general meeting of shareholders on 15 December 2021.

The vesting dates of the above aggregate 73,100,000 award shares are as follows:

On 15 February 2022 (or in the event that 15 February 2020 is not a Business Day, the first Business Day thereafter)	2022年2月15日(倘2022年2月15日並非為營業日,則為其後第一個營業日)	25%
On 15 February 2023 (or in the event that 15 February 2021 is not a Business Day, the first Business Day thereafter)	2023年2月15日(倘2023年2月15日並非為營業日,則為其後第一個營業日)	25%
On 15 February 2024 (or in the event that 15 February 2022 is not a Business Day, the first Business Day thereafter)	2024年2月15日(倘2024年2月15日並非為營業日,則為其後第一個營業日)	25%
On 15 February 2025 (or in the event that 15 February 2023 is not a Business Day, the first Business Day thereafter)	2025年2月15日(倘2025年2月15日並非為營業日,則為其後第一個營業日)	25%

The fair value of the 73,100,000 shares awarded on the grant date was valued at HK\$0.6950 to HK\$0.7876 each share.

41 股份獎勵計劃(續)

- (b) 於2021年10月18日,董事會根據該計劃批准14,000,000股用以獎勵本公司兩位董事。

於2021年10月15日,本公司董事會決議根據特別授權以分配及發行新獎勵股份的方式向37名選定人士授予59,100,000股新獎勵股份,其中(a)31,900,000股相關新獎勵股份將根據特別授權以分配及發行新股的方式授予15名關聯承授人,及(b)27,200,000股非相關新獎勵股份將授予22名非關聯承授人。該項決議於2021年12月15日的特別股東大會審議通過。詳情請參閱日期為2021年10月15日之公佈及日期為2021年11月26日之通函。

上述總計73,100,000股獎勵股份之歸屬日期如下:

於授予日,授予的73,100,000股股票之公允價值為每股0.6950港元至0.7876港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

41 SHARE AWARD SCHEMES (CONTINUED)

(b) (continued)

49,300,000 shares were vested on 15 February 2022 and 3,000,000 shares were vested on 10 May 2022. The relevant fair value of the vested shares of RMB22,584,000 was released from other reserves to eliminate the related cost of treasury shares of RMB6,812,000. The difference of RMB15,772,000 was credited to share premium.

Movements in the number of awarded shares during the year are as follows:

As at 1 January	於1月1日	
Granted during the year	本年授予	
Vested during the year	已歸屬獎勵	
Forfeited during the year	本年喪失	
As at 31 December	於12月31日	

The Group recognised total expense of RMB29,519,000 (2021: RMB8,881,000) for the year ended 31 December 2022 in relation to the share award schemes.

41 股份獎勵計劃(續)

(b) (續)

於2022年2月15日及2022年5月10日，49,300,000及3,000,000股已完成歸屬。已歸屬股份之相關公允價值人民幣22,584,000元從其他儲備中扣除，以抵減庫存股之相關成本人民幣6,812,000元，人民幣15,772,000元之差異計入股份溢價。

於本年內獎勵股份之數量變動如下：

Number of shares	
股份數目	
2022	2021
139,100,000	109,500,000
3,000,000	73,100,000
(52,300,000)	(33,000,000)
(4,700,000)	(10,500,000)
85,100,000	139,100,000

截至2022年12月31日止年度，本集團就本公司股份獎勵計劃確認支出總額為人民幣29,519,000元（2021年：人民幣8,881,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 42 綜合現金流量表附註

(a) Cash generated from operations

(a) 經營業務所得之現金

		2022	2021
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (重述)
Profit before income tax	除所得稅前溢利	1,153,609	939,595
Adjustments for:	已調整項目：		
Finance costs	財務成本	546,316	446,120
Interest revenue	利息收入	(27,435)	(16,115)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	551,421	451,052
Depreciation of right-of-use assets	使用權資產折舊	40,605	37,562
Amortisation of other intangible assets	其他無形資產攤銷	97	97
Release of deferred government grants	遞延政府補助攤銷	(350)	(1,904)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	39,139	—
Impairment loss reversed on trade receivable	應收貿易款項減值轉回	—	(5,485)
Impairment loss recognized/ (reversed) on other receivables	其他應收款項之減值確認／(轉回)	1,000	(22,065)
Impairment loss reversed on amounts due from joint ventures	應收合營企業款項減值轉回	(2,181)	—
Fair value changes in financial assets at FVTPL	以公允價值計量且其變動計入損益之金融資產之公允價值變動	(82,736)	(78,154)
Fair value losses on derivative component of convertible loan	可換股債券公允價值變動虧損	—	172,636
Gain on redemption of convertible loan	贖回可換股債券之收益	—	(28,524)
Share-based compensations	以股份為基準之付款	29,519	8,881
Share of profit of associates, net	應佔聯營公司溢利，淨額	(20,004)	(18,265)
Share of profit of joint ventures, net	應佔合營企業溢利，淨額	(151,115)	(134,246)
Gain on disposal/liquidation of subsidiaries, net	出售／註銷附屬公司之收益，淨額	(255,589)	(259,766)
Loss on disposal/liquidation of joint ventures and associates, net	出售／註銷合營企業和聯營公司之虧損，淨額	—	27,254
Exchange (gain)/loss, net	匯兌(收益)／虧損，淨額	(26,482)	1,348
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1,263	393

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

42 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)

	Note 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元 (Restated) (重述)
Operating profit before working capital changes:		1,797,077	1,520,414
Increase in inventories	存貨增加	(31,517)	(15,852)
Decrease/(increase) in trade and bills receivable	應收貿易賬款及票據減少/(增加)	24,016	(673,871)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)	678,599	(56,460)
Decrease in contract assets	合同資產減少	139,120	317,519
Increase in loan receivables	應收貸款增加	(2,015)	(30,178)
Increase in finance lease receivables	應收融資租賃款項增加	(88,995)	(84,457)
Increase in amounts due from associates	應收聯營公司款項增加	(1,077)	(6,721)
(Increase)/decrease in amounts due from joint ventures	應收合營企業款項(增加)/減少	(23,089)	10,511
Increase/(decrease) in trade and bills payable	應付貿易賬款及票據增加/(減少)	184,446	(59,469)
(Decrease)/increase in other payables and accruals	其他應付款項及應計款項(減少)/增加	(72,182)	386,278
(Decrease)/increase in contract liabilities	合同負債(減少)/增加	(79,976)	75,620
Increase/(decrease) in amounts due to joint ventures	應付合營企業款項增加/(減少)	1	(4,718)
Increase in amounts due to associates	應付聯營公司款項增加	2,540	—
Cash generated from operations	經營業務所得之現金	2,526,948	1,378,616

(b) Disposal/liquidation of subsidiaries

(b) 出售/清算附屬公司

During the year ended 31 December 2022 and 2021, the Group disposed certain equity interests in its subsidiaries to independent third parties with the net gain on disposal/liquidation of subsidiaries as follows:

截至2022年12月31日和2021年，本集團將某些附屬公司之部分股權出售給獨立第三方，處置/清算附屬公司之之收益，淨額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

42 綜合現金流量表附註(續)

(b) Disposal/liquidation of subsidiaries (CONTINUED)

(b) 出售/清算附屬公司(續)

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Consideration and subsequent adjustment:	對價和後續調整：		
Disposal of subsidiaries	出售附屬公司所得款項淨額	708,036	955,266
Proceeds from liquidation of subsidiaries	清算附屬公司所得款項淨額	10	99
		708,046	955,365
Less: Carrying amounts of net assets of subsidiaries disposed of:	所出售附屬公司之淨資產之賬面價值：		
Right-of-use assets	使用權資產	66,824	113,628
Property, plant and equipment	物業、廠房及設備	1,311,321	2,964,393
Inventories	存貨	—	321
Trade and bills receivables	應收貿易款項及票據	325,710	181,248
Contract assets	合同資產	—	54,414
Prepayments deposits and other receivables	預付款項、按金及其他應收款項	66,975	340,900
Deferred tax assets	遞延所得稅資產	5,000	6,796
Cash and cash equivalents	現金及現金等值項目	129,604	48,403
Other borrowings	其他借款	(908,071)	(2,268,627)
Bank borrowings	銀行借款	—	(32,207)
Trade payables	應付貿易賬款	(414)	—
Amounts due to fellow subsidiaries	應付附屬公司之款項	(453,325)	(449,929)
Deferred government grants	遞延政府補助	—	(8,528)
Deferred tax liabilities	遞延所得稅負債	—	(24)
Other payables and accruals	其他應付款項及應計款項	(24,610)	(228,281)
		519,014	722,507
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	7,390	69,514
Adjustment in relation to disposal of a subsidiary (Note 21)	與處置附屬公司相關之調整(附註21)	88,301	—
Goodwill released upon disposal (Note 19)	處置轉出商譽(附註19)	(29,134)	(42,606)
Gain on disposal/liquidation of subsidiaries, net	出售/清算附屬公司之收益，淨額	255,589	259,766

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

42 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

42 綜合現金流量表附註(續)

(b) Disposal/liquidation of subsidiaries (CONTINUED)

Net cash inflow arising on the disposal and liquidation:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Consideration received	收到對價	814,470	848,968
Proceeds received upon liquidation of subsidiaries	附屬公司清算所得	10	99
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	(129,604)	(48,403)
Net cash inflow for consideration of prior year's disposals during the current year	本年度收到過往年度處置事項之對價之淨現金流入	684,876	800,664
		26,656	195,134
		711,532	995,798

(b) 出售/清算附屬公司(續)

處置/清算附屬公司所得款項淨額包含：

(c) Disposal of property, plant and equipment

An analysis of the cash proceeds from the disposal of property, plant and equipment is as follows:

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Net carrying amount (Note 17)	賬面淨值(附註17)	2,460	1,036
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)	(1,236)	(393)
Consideration for the disposal	出售之對價	1,197	643
Consideration not yet received and recorded in other receivables	尚未收到並記錄在其他應收款中之對價	—	(145)
Net cash proceeds received	收到現金收益淨額	1,197	498

(c) 出售物業、廠房及設備

綜合現金流量表中，出售物業、廠房及設備所得款項包含：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

43 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.

43 來自於融資活動之負債之對賬

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綜合現金流量表中融資活動產生之現金流量項下。

		Bank borrowings (Note 33)	Other borrowings (Note 34)	Senior notes (Note 35)	Lease liabilities (Note 36)	Payable on redemption of convertible loan (Note 31)	Total
		銀行借款 (附註33)	其他借款 (附註34)	優先票據 (附註35)	租賃負債 (附註36)	贖回可轉股貸款之應付款項 (附註31)	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
At 1 January 2022	於2022年1月1日	1,291,602	9,647,905	561,136	88,477	112,150	11,701,270
Changes from financing cash flows:	融資現金流變動：						
Proceeds from bank borrowings	銀行借款所得款項	1,190,251	—	—	—	—	1,190,251
Repayment from bank borrowings	償還銀行借款	(253,837)	—	—	—	—	(253,837)
Proceeds from other borrowings	其他借款所得款項	—	3,084,481	—	—	—	3,084,481
Repayment of other borrowings	償還其他借款	—	(1,531,438)	—	—	—	(1,531,438)
Repayment of lease liabilities	償還租賃負債	—	—	—	(12,037)	—	(12,037)
Repayment of other interested-bearing payables	償還其他計息應付款項	—	—	—	—	(112,150)	(112,150)
Interest paid	支付利息	(70,050)	(497,758)	(62,723)	(6,470)	—	(637,001)
Addition of lease liabilities	租賃負債增加	—	—	—	31,227	—	31,227
Exchange differences	匯兌影響	37,010	—	54,038	5,830	—	96,878
Disposal/liquidation of subsidiaries	出售/清算附屬公司轉出	—	(908,071)	—	—	—	(908,071)
Bills received	收到票據	—	727,696	—	—	—	727,696
Interest expenses (Note 12)	利息支出(附註12)	69,951	533,401	66,454	5,223	—	675,029
At 31 December 2022	於2022年12月31日	2,264,927	11,056,216	618,905	112,250	—	14,052,298

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

43 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

43 來自於融資活動之負債之對賬(續)

		Bank borrowings (Note 33) (附註33)	Other borrowings (Note 34) (附註34)	Senior notes (Note 35) (附註35)	Convertible loan (附註36)	Lease liabilities (Note 36) (附註36)	Interest payable (附註36)	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	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	1,507,247	6,247,250	1,364,018	431,665	76,114	—	9,626,294
Changes from financing cash flows:	融資現金流變動：							
Proceeds from bank borrowings	銀行借款所得款項	704,398	—	—	—	—	—	704,398
Repayment from bank borrowings	償還銀行借款	(887,142)	—	—	—	—	—	(887,142)
Proceeds from other borrowings	其他借款所得款項	—	4,554,383	—	—	—	—	4,554,383
Repayment of other borrowings	償還其他借款	—	(779,665)	—	—	—	—	(779,665)
Repayment of lease liabilities	償還租賃負債	—	—	—	—	(12,590)	—	(12,590)
Repayment of senior notes	償還優先票據	—	—	(761,153)	—	—	—	(761,153)
Repayment of other interested-bearing payables	償還其他計息應付款項	—	—	—	—	—	(31,879)	(31,879)
Interest paid	支付利息	(44,169)	(382,533)	(90,949)	(41,971)	(3,047)	—	(562,669)
Conversion to ordinary shares	轉換為普通股	—	—	—	(415,944)	—	—	(415,944)
Redemption of convertible loan	贖回可轉股貸款	—	—	—	(172,259)	—	143,735	(28,524)
Addition of lease liabilities	租賃負債增加	—	—	—	—	24,920	—	24,920
Exchange differences	匯兌影響	(1,587)	—	(19,388)	(11,077)	(1,605)	294	(33,363)
Fair value changes	公允價值變動	—	—	—	172,636	—	—	172,636
Disposal/liquidation of subsidiaries	出售/清算附屬公司轉出	(32,207)	(2,268,627)	—	—	—	—	(2,300,834)
Bills received	收到票據	—	1,862,924	—	—	—	—	1,862,924
Interest expenses (Note 12)	利息支出(附註12)	45,062	414,173	68,608	36,950	4,685	—	569,478
At 31 December 2021	於2021年12月31日	1,291,602	9,647,905	561,136	—	88,477	112,150	11,701,270

44 MAJOR NON-CASH TRANSACTIONS

44 主要之非現金交易

- (a) During the year ended 31 December 2022, the Group entered into financing arrangements with the Financial Institution in respect of property, plant and equipment and drew down an aggregate amount of RMB3,812,177,000 (2021: RMB6,417,307,000) from the Financial Institution, of which RMB727,696,000 (2021: RMB1,862,924,000) was received in the form of bills. Further details of the financing arrangements are set out in Note 34.
- (b) During the year, the Group settled certain payables in the form of bills amounted to RMB1,364,932,000 (2021: RMB1,800,724,000).

- (a) 截至2022年12月31日止年度，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3,812,177,000元(2021年：人民幣6,417,307,000元)，其中人民幣727,696,000元(2021年：人民幣1,862,924,000元)以票據形式收到。融資協議詳情列載於附註34。
- (b) 於本年內，本集團以票據形式結算的部分應付款項共計人民幣1,364,932,000元(2021年：人民幣1,800,724,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

45 COMMITMENTS

Capital expenditure:

Contracted for but not provided
in these consolidated
financial statements:

Property, plant and equipment

這些合併財務報表中
約定但未提供：

財產、廠房和設備

Investment commitments:

According to relevant agreements, the Group has the
following investment commitments:

Investment commitments in:

Joint ventures and associates

投資承擔：

合營企業和聯營公司

45 承擔

資本承擔

2022	2021
RMB'000	RMB'000
人民幣千元	人民幣千元

2,380,563	2,068,344
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投資承擔：

根據相關協定，本集團有以下投資承諾：

2022	2021
RMB'000	RMB'000
人民幣千元	人民幣千元

44,500	103,540
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

46 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:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Provision of services and sales of goods to associates and joint ventures (note (i))	向聯營公司和合營企業提供服務和銷售貨物 (附註(i))	42,386	42,366
Guarantee income from associates (note (ii))	聯營公司擔保收入(附註(ii))	7,108	7,658
Finance lease of associates (note (iii))	聯營公司融資收入(附註(iii))	2,562	2,823

Notes:

- (i) The terms and conditions of sales of goods and provision of services were mutually agreed by both parties.
- (ii) Further details of these guarantees are set out in Note 39.
- (iii) Finance lease income arose from associates bear interest at 8.5% per annum during the year.

(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:

		2022	2021
		RMB'000	RMB'000
		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	36,821	35,003
Share-based compensation	以股份為基礎之付款	15,719	6,785
		52,540	41,788

46 關聯方交易

- (a) 除本綜合財務報表中另有披露外，以下為於本期內與關聯方進行之重大交易：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Provision of services and sales of goods to associates and joint ventures (note (i))	向聯營公司和合營企業提供服務和銷售貨物 (附註(i))	42,386	42,366
Guarantee income from associates (note (ii))	聯營公司擔保收入(附註(ii))	7,108	7,658
Finance lease of associates (note (iii))	聯營公司融資收入(附註(iii))	2,562	2,823

附註：

- (i) 銷售貨品及提供服務按雙方同意之商業條款與關聯方洽商。
- (ii) 有關這些條款的詳情載列於附註39。
- (iii) 向聯營公司提供之融資租賃款按年利率8.5%計息。

(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、指揮和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

47 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:

		2022	2021
		<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	以公允價值計入損益	254,181	283,709
Amortized cost	按攤銷成本計量	6,275,277	6,943,083
Financial liabilities	金融負債		
Amortized cost	以攤銷成本計量	18,685,306	16,134,453
Financial guarantee contract liabilities (Note 39)	財務擔保合同負債(附註39)	18,137	24,434

47 金融工具類別

每一報告期結束時每一類金融工具的賬面價值如下：

48 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), liquidity risk and credit risk. Generally, the Group applies a conservative strategy regarding its risk management and has not used any derivatives or other instruments for hedging purposes.

As at 31 December 2022, the Group's major financial instruments include trade and bills receivable, deposits and other receivables, financial assets at FVTPL, loans receivables, financial lease receivables, and current account balances with associates and joint ventures, cash and cash equivalents, restricted deposits, trade and bills payable, lease liabilities, payables for construction in progress, other payables and accruals, bank borrowings, other borrowings, and senior notes. Details of these financial instruments are disclosed in respective notes.

48 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)、流動性資金風險及信用風險之措施。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2022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、以公允價值計入損益之金融資產／負債、應收貸款、融資租賃應收款項、與聯營公司、合營企業之貸款及往來賬戶餘額，現金及現金等值項目、受限制存款、應付貿易款項及票據、項目建造之應付租賃負債、其他應付款項及應計費用、銀行借款、其他借款及優先票據。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

48 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 subsidiaries. As at 31 December 2022, recognized assets or liabilities that are denominated in a currency that is not the entities’ functional currency include cash and cash equivalents (Note 29) and senior notes (Note 35).

48 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、美國及中國香港地區經營，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(與美元掛鈎)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。截至2022年12月31日，未以各實體功能貨幣計量之已確認以外幣計量之資產和負債並包括現金及現金等值項目(附註29)及優先票據(附註35)。

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綜合財務報表附註

48 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.

RMB — US\$/HK\$	人民幣對美元／港元
Appreciation of RMB by 5%	人民幣升值5%
Depreciation of RMB by 5%	人民幣貶值5%

(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.

The Group's cashflow interest rate risk arises from bank balances, loans to joint ventures, bank borrowings and other 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.

48 財務風險管理(續)

(a) 市場風險

(i) 外匯風險

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賬面價值變動，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。

2022 Increase/ (decrease) in profit after tax 稅後利潤 增加／(減少) RMB'000 人民幣千元	2021 Increase/ (decrease) in profit after tax 稅後利潤 增加／(減少) RMB'000 人民幣千元
11,491	1,841
(11,491)	(1,841)

(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。

本集團現金流利率風險來自銀行餘額、予合營企業之貸款、銀行借款及其他借款。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。

48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk (CONTINUED)

(ii) Cashflow and fair value interest rate risk (CONTINUED)

The Group's exposure to the risk of changes in market interest rates relates primarily due to the Group's bank balances, interest-bearing bank borrowings and interest-bearing other borrowings with a floating interest rate. The effective interest rates and terms of repayment of the interest-bearing bank borrowings and other borrowings of the Group are disclosed in Note 33 and Note 34, respectively. 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.

If interest rates had been 50 basis points (2021: 50 basis points) higher/lower and all other variables were held constant, the Group's profit after tax for the year ended 31 December 2022 would have decreased/increased by RMB61,477,000 (2021: RMB41,975,000).

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 2022, The Group is exposed to fair value interest rate risk in relation to financial assets at FVTPL. 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.

48 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)

本集團對市場利率變動風險主要與本集團的銀行結餘、有浮動利率的計息銀行借貸及計息其他借款有關。附註33與附註34分別披露本集團計息銀行貸款與計息其他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。

若利率上升／下降50個基點(2021年：50個基點)，而所有其他變量維持不變，則本集團截止2022年12月31日止年度之稅後溢利將減少／增加人民幣61,477,000元(2021年：人民幣41,975,000元)。

編製上述敏感性分析時，假設報告期末未償還之金融工具於整個年度仍未償還。

於2022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。

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綜合財務報表附註

48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(a) Market risk (CONTINUED)

(iii) Other price risk

The Group is exposed to other price risk because the fair value of certain financial assets at fair value through profit or loss are measured by reference to quoted prices. Details of the financial assets at fair value through profit or loss are set out in Note 22.

The Group currently does not have a policy to hedge the other price risk. However, the management closely monitors such risk by maintaining a portfolio of investments with different risks.

(b) 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, the management of the Group 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.

48 財務風險管理(續)

(a) 市場風險(續)

(iii) 其他價格風險

本集團面臨其他價格風險是因為以公允價值計量且其變動計入損益的某些金融資產的公允價值是參照報價計量的。以公允價值計量且其變動計入當期損益的金融資產詳情載於附註22。

本集團目前沒有對沖其他價格風險的政策。然而，管理層通過維持具有不同風險的投資組合來密切監控此類風險。

(b) 流動資金風險

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。除當前可用之信貸外，本集團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備用額度。

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之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量。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。

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

48 財務風險管理(續)

(b) Liquidity risk (CONTINUED)

(b) 流動資金風險(續)

As at 31 December 2022

於 2022 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至12個月	1 to 2 years 1至2年	Over 2 years 2年以上	Total undiscounted cashflows 現金流量總額	Total carrying amount 未折現賬面價值總額
		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 bills payable Payables for construction in progress, other payables and accruals	應付貿易款項及票據 項目建造之應付、其他應付款項及應計款項	N/A	1,125,074	137,496	—	—	1,262,570
Amounts due to joint ventures	應付合營企業款項	N/A	2,165,727	570,789	457,214	288,762	3,482,492
Amounts due to associates	應付聯營公司款項	N/A	156	—	—	—	156
Senior notes	優先票據	11.8%	2,540	—	—	—	2,540
Bank borrowings	銀行借款	1.60% — 5.20%	34,440	642,911	—	—	677,351
Other borrowings	其他借款	4.00% — 5.90%	591,154	497,618	141,794	1,406,525	2,637,091
Lease liabilities	租賃負債	4.00% — 5.55%	613,443	619,253	1,259,848	12,100,842	14,593,386
			9,532	9,532	19,202	118,235	156,501
			4,542,066	2,477,599	1,878,058	13,914,364	22,812,087
Financial guarantee issued Maximum amount guaranteed (Note 39)	財務擔保合同(附註39)	N/A	358,432	—	—	—	358,432
							18,137

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

48 財務風險管理(續)

(b) Liquidity risk (CONTINUED)

(b) 流動資金風險(續)

As at 31 December 2021

於2021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 RMB'000 人民幣千元	6 to 12 months 6至12個月 RMB'000 人民幣千元	1 to 2 years 1至2年 RMB'000 人民幣千元	Over 2 years 2年以上 RMB'000 人民幣千元	Total undiscounted cashflows 現金流量總額 RMB'000 人民幣千元	Total carrying amount 未折現 賬面價值總額 RMB'000 人民幣千元	
Trade and bills payable	應付貿易款項及票據	N/A	877,678	200,860	—	—	1,078,538	1,078,538	
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	N/A	2,403,847	612,406	288,727	252,637	3,557,617	3,557,617	
Amounts due to joint ventures	應付合營企業款項	N/A	155	—	—	—	155	155	
Senior notes	應付優先票據及債券	8.3% — 11.8%	29,923	30,437	613,881	—	674,241	561,136	
Bank borrowings	銀行借款	1.7% — 5.23%	98,748	475,527	273,104	598,569	1,445,948	1,291,602	
Other borrowings	其他借款	4.8% — 6.13%	810,787	513,952	1,438,286	10,034,501	12,797,526	9,647,905	
Lease liabilities	租賃負債	4.00% — 5.3%	8,083	8,083	16,509	78,974	111,649	88,477	
			—	4,229,221	1,841,265	2,630,507	10,964,681	19,665,674	16,225,430
Financial guarantee issued	財務擔保合同(附註39)								
Maximum amount guaranteed (Note 39)			—	420,627	—	—	—	420,627	24,434

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.

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。

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.

上述金融擔保合同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。

48 FINANCIAL RISK MANAGEMENT OBJECTIVES
AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment

As at 31 December 2022, 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 39.

As at 31 December 2022, the Group generally does not hold collateral or other credit enhancements to cover its credit risks associated with its financial assets, except for financial lease receivables and loan receivables whose credit loss can be mitigate by the underlying leased 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 set 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 40% (2021: 51%) of the Group's trade receivables as at 31 December 2022.

48 財務風險管理(續)

(c) 信用風險及減值評估

截至2022年12月31日，本集團就交易對手或債務人之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賬面價值產生，以及附註39披露之集團提供財務擔保之金額。

於2022年12月31日，本集團逐漸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，其中金融租賃應收款項和應收貸款除外，其信用虧損可以通過相關租賃資產減輕。

本集團信用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。本集團製定了政策，以持續審查這些應收款項的可收回性，並評估減值準備之充分性。

就應收貿易款項而言，本集團管理層通過評估客戶信貸品質限制信用風險，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2022年12月31日，前五名客戶之應收貿易款項佔集團應收貿易款項的40%(2021年：51%)。

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綜合財務報表附註

48 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 minimize the credit risk associated with receivables due from associates and joint ventures.

The Group seeks to maintain strict control over its outstanding receivables to minimize 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.

48 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公司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，故此部分信用風險有限。

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虧損。

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

48 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 Group's internal credit risk grading assessment comprises the following categories:

本集團內部信用風險分級評估包括以下類別：

Internal credit rating	Description	Trade receivables, contract assets and finance lease receivables 應收貿易款項款、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		其他金融資產
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 呆賬	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

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

48 財務風險管理(續)

(c) 信用風險及減值評估(續)

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 賬面價值 RMB'000 人民幣千元
Financial assets at amortized costs			
按攤銷成本計量之金融資產			
Trade receivables (Note 24)			
應收貿易款項(附註24)			
— Sale of electricity	Low risk (note (b)) 低風險(附註(b))	Lifetime ECL 整個存續期內預期信用損失	811,282
— 電力銷售			
— Others	Low risk (note (b)) 低風險(附註(b))	Lifetime ECL 整個存續期內預期信用損失	546,820
— 其他			
	Loss 損失	Credit-impaired 信用減值	6,048
			1,364,150
Other receivables (Note 25)			
其他應收款(附註25)			
	Low risk (note (a)) 低風險(附註(a))	12-month ECL 12個月內預期信用損失	571,411
	Doubtful (note (a)) 呆賬(附註(a))	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	48,197
	Loss 損失	Credit-impaired 信用減值	3,000
			622,608

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

48 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 賬面價值 RMB'000 人民幣千元
Amounts due from associates (Note 20) 應收聯營公司款項(附註20)			
— 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)	7,803
	Loss 損失	Credit-impaired 信用減值	2,307
— 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	48,073
	Low risk 低風險	Lifetime ECL (not credit-impaired) 整個存續期內預期信用損失 (未發生信用減值)	29,959
			88,142
Amounts due from joint ventures (Note 21) 應收合營企業款項(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)	4,893
— 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	85,670
			90,563

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

48 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 賬面價值 RMB'000 人民幣千元
Loan receivables (Note 27) 應收貸款(附註27)	Low risk (note (a)) 低風險(附註(a))	12-month ECL 12個月內預期信用損失	61,587
Cash and cash equivalents (Note 29) 現金及現金等值項目(附註29)	Low risk 低風險	12-month ECL 12個月內預期信用損失	3,471,039
Restricted deposits (Note 29) 受限製存款(附註29)	Low risk 低風險	12-month ECL 12個月內預期信用損失	578,240
Other items: 其他項目：			
Contract assets (Note 23) 合同資產(附註23)			
— Tariff adjustment amounts — 應收電價調整款項	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)	—
— Others — 其他	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)	206,728
			206,728
Finance lease receivables (Note 26) 融資租賃應收款項(附註26)	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)	197,592
Premium receivable for financial guarantee contracts (Note 39) 應收財務擔保合同款(附註39)	Low risk (note (b)) 低風險(附註(b))	12-month ECL 12個月內預期信用損失	18,137

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

Notes:

- (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.

48 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後是否顯著增加。

		Not past due/ no fixed repayment		Total
		Past due 逾期 無固定還款條件	terms 未逾期/ 總計	
		<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
2022	2022			
Amounts due from associates	應收聯營公司款項	—	48,073	48,073
Amounts due from joint ventures	應收合營企業款項	—	85,670	85,670
Other receivables	其他應收款項	48,197	571,441	619,608
Loan receivables	應收貸款	—	61,587	61,587
2021	2021			
Amounts due from associates	應收聯營公司款項	—	40,743	40,743
Amounts due from joint ventures	應收合營企業款項	—	18,059	18,059
Other receivables	其他應收款項	24,921	860,766	885,687
Loan receivables	應收貸款	—	59,572	59,572

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48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

Notes: (CONTINUED)

- (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.

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 remote 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.

- (c) 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.

48 財務風險管理(續)

(c) 信用風險及減值評估(續)

附註：(續)

- (b) 關於應收貿易款項(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整個生命週期預期信用損失之損失準備。本集團對於個別認定基準判斷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。

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款項違約概率是很低的，因為當地電力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。

- (c) 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(例如，當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)，本集團核銷應收款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

48 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk and impairment assessment (CONTINUED)

Notes: (CONTINUED)

(c) (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 2021	於 2021 年 1 月 1 日	—	9,983	9,983
Impairment losses reversed	減值轉回	—	(5,485)	(5,485)
As at 31 December 2021	於 2021 年 12 月 31 日	—	4,498	4,498
Impairment losses reversed	減值轉回	—	(1,405)	(1,405)
As at 31 December 2022	於 2022 年 12 月 31 日	—	3,092	3,092

For financial guarantee contracts, the gross carrying amount represents the maximum amount that Group has guaranteed under the relevant contract. The maximum amount that the Group has guaranteed under the relevant contract was RMB338,643,000 as at 31 December 2022 (2021: RMB420,627,000). 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 39.

48 財務風險管理(續)

(c) 信用風險及減值評估(續)

附註：(續)

(c) (續)

下表顯列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：

對於財務擔保合同，賬面總值指本集團根據相關合同擔保之最高金額。於截至2022年12月31日止年度，本集團於相關擔保合同中擔保之最高金額為人民幣338,643,000元(2021：人民幣420,627,000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財務擔保合同以來，信用風險尚未顯著增加。財務擔保合同詳見附註39。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

49 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

In estimating the fair value of financial assets and financial liabilities, 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.

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.

49 金融工具之公允價計量

本集團根據可獲得之市場資料之可觀察程度估計金融資產及金融負債公允價值。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。

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之公允價值之資訊。

		Fair value hierarchy			
		公允價值層級			
		Level 1	Level 2	Level 3	Total
		第1層級	第2層級	第3層級	總額
		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
At 31 December 2022	於2022年12月31日				
<i>Financial assets at FVTPL</i>	<i>按公允價值計量且其變動計入損益之金融資產</i>				
Unlisted equity securities	非上市權益證券	—	—	66,782	66,782
Listed equity securities, at fair value	按公允價值計量的上市權益證券	85,565	—	—	85,565
RMB wealth management products	人民幣理財產品	—	—	210	210
Contingent consideration in disposal of subsidiaries	處置附屬公司之或有對價	—	—	93,060	93,060
Bills receivable, at FVTPL	以公允價值計量且其變動計入損益之應收票據	—	8,564	—	8,564

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49 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

49 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)

		Fair value hierarchy 公允價值層級			
		Level 1 第1層級	Level 2 第2層級	Level 3 第3層級	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
At 31 December 2021	於2021年12月31日				
<i>Financial assets at FVTPL</i>	<i>按公允價值計量且其變動計入損益之金融資產</i>				
Unlisted equity securities	非上市權益證券	—	—	76,631	76,631
RMB wealth management products	人民幣理財產品	—	—	10,000	10,000
Contingent consideration in disposal of subsidiaries	處置附屬公司之或有對價	—	—	111,914	111,914
Bills receivable, at FVTPL	以公允價值計量且其變動計入損益之應收票據	—	85,164	—	85,164

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49 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

49 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)

There were no transfers between level 1 and 2 during the years ended 31 December 2022 and 2021, and there were no transfers into or out of Level 3 during both years.

截至2022年12月31日及2021年12月31日止年度在第一層級與第二層級間無轉移，在這兩年中，沒有轉入或轉出第三層級。

Information of level 2 and level 3 fair value measurement are as follow:

二級和三級公允價值計量資訊如下：

Financial assets/ financial liabilities 金融資產/金融負債	Fair value as at 公允價值		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
	2022 (RMB'000) (人民幣千元)	2021 (RMB'000) (人民幣千元)			
Unlisted equity securities 非上市權益證券	66,782	76,631	Level 3 第3層級	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 - 此方法是現金流量折現法，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。 Comparable market value — in this approach, the fair value of unlisted equity instruments is determined at the price of the most recent financing. 可比市場價值 — 在這種方法中，非上市權益工具的公允價值以最近一次融資的價格確定。	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% (2021: 65% to 67%). 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(2021年：65%到67%) Discount rate of 12% (2021:12%) determined using a Capital Asset Pricing Model (note (a)). 貼現率採用資本字詞定價模型為12%(2021年：12%)(附註(a))

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49 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED) **49 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 公允價值		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
	2022 (RMB'000) (人民幣千元)	2021 (RMB'000) (人民幣千元)			
RMB wealth management products 人民幣理財產品	210	10,000	Level 3 第3層級	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。	Basic performance comparison benchmark 基礎業績比較基準
Contingent consideration in disposal of subsidiaries 處置附屬公司之或有對價	93,060	111,914	Level 3 第3層級	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 List (note (b)). 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(b))。
Bills receivable 應收票據	8,564	85,164	Level 2 第2層級	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 不適用

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

49 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 RMB1,228,000 and RMB1,297,000 respectively (2021: RMB1,333,000 and RMB1,409,000 respectively).
- (b) A decrease in the probability for the power plants to be registered in the List sooner used in isolation would result in a decrease in the fair value measurement of the contingent consideration, and vice versa.

49 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1,228,000元及人民幣1,297,000元(2021年：人民幣1,333,000元和人民幣1,409,000元)。
- (b) 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清單之可能性減少，將導致或有對價之公允價值計量減少，反之亦然。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

49 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

49 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

第三層級公允價值計量之調節

		Contingent consideration	Unlisted equity securities	Derivative component of convertible loan	RMB wealth management products	
		Investments in a convertible bond	in disposal of subsidiaries	Non-listed equity securities	convertible loan	
		處置附屬公司 之或有對價	非上市權益證券	可換股貸款 之衍生部分	人民幣 理財產品	
		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	
Balance as at 1 January 2021	於2021年1月1日的結餘	32,787	131,664	17,629	20,512	—
Reclassification from interests in an associate	聯營公司權益重分類	—	—	17,502	—	—
Addition	新增	—	50,951	—	—	3,372,930
Settlement	收款	—	(70,701)	—	—	(3,384,437)
Fair value changes	公允價值變動	4,404	—	52,243	172,636	21,507
Disposal of unlisted equity securities	出售非上市權益證券	—	—	(8,756)	—	—
Redemption of convertible loans	贖回可換股貸款	(37,191)	—	—	(58,964)	—
Converted to ordinary shares	轉換為普通股	—	—	—	(132,650)	—
Exchange differences	匯兌差額	—	—	(1,987)	(1,534)	—
Balance as at 31 December 2021	於2021年12月31日的結餘	—	111,914	76,631	—	10,000
Addition	新增	—	28,148	—	—	5,851,562
Settlement	收款	—	(47,002)	—	—	(5,911,440)
Fair value changes	公允價值變動	—	—	1,857	—	50,088
Disposal of unlisted equity securities	出售非上市權益證券	—	—	(16,193)	—	—
Exchange differences	匯兌差額	—	—	4,487	—	—
Balance as at 31 December 2022	於2022年12月31日的結餘	—	93,060	66,782	—	210

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綜合財務報表附註

49 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value of financial instruments that are not measured at fair value on a recurring basis

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.

50 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.

49 金融工具之公允價計量(續)

非經常性以公允價值計量之金融工具之公允價值

本公司董事認為，綜合財務狀況表中以攤銷成本計量之金融資產和負債之賬面價值，連同應計利息，與報告期末各自之公允價值近似。

50 資本風險管理

本集團管理資本的主要目的是保障本集團可持續經營，從而藉著訂定與風險水平相稱的產品和服務價格並以合理成本獲得融資的方式，繼續為股東提供回報，並為其他利益相關者帶來利益。

本集團積極定期檢討和管理其資本架構，以在維持較高借貸水平可能帶來較高股東回報與穩健資本狀況所提供的優勢和保障兩者之間取得平衡，並因應經濟狀況轉變而調整資本架構。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

50 CAPITAL RISK MANAGEMENT (CONTINUED)

The Group monitors capital on the basis of the liability-to-asset ratio and the gearing ratio. The gearing ratio is calculated as total borrowings divided by total capital. Total borrowings represented bank borrowings plus other borrowings, senior notes, convertible loan, and lease liabilities. Total capital is calculated as total equity plus total borrowings.

The Group's total borrowings and total capital positions as at 31 December 2022 and 2021 are as follows:

50 資本風險管理(續)

本集團以資產負債率及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、優先票據、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。

於2022年及2021年12月31日，本集團借款總額及資本總額狀況如下：

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元 (Restated) (重述)
Total borrowings	借款總額	14,052,298	11,589,120
Total equity	權益總額	8,094,892	7,562,887
Total capital	資本總額	22,147,190	19,152,007
Gearing ratio	資本負債比率	63.45%	60.51%
Liability-to-asset ratio	資產負債率	70.21%	68.55%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

51 STATEMENT OF FINANCIAL POSITION OF THE COMPANY 51 本公司之財務狀況表

		2022	2021
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Assets:	資產：		
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	1,365,681	1,369,289
Deposits	按金	547	547
		1,366,228	1,369,836
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	1,561,318	561,442
Amounts due from joint ventures	應收合營企業款項	429	262
Deposits	按金	52,285	47,818
Cash and cash equivalents	現金及現金等值項目	103,776	151,202
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益之金融資產	85,566	—
		1,803,373	760,724
Total assets	資產總額	3,169,601	2,130,560
Liabilities:	負債：		
Non-current liabilities	非流動負債		
Senior notes	優先票據	—	544,107
Financial guarantee contract liabilities	財務擔保合同負債	66,963	74,006
		66,963	618,113
Current liabilities	流動負債		
Senior notes	優先票據	618,905	17,029
Bank borrowings	銀行借款	352,769	366,161
Other payables and accruals	其他應付款項及應計款項	15,123	118,887
Amounts due to subsidiaries	應付附屬公司款項	252,944	171,574
		1,239,741	673,651
Total liabilities	負債總額	1,306,704	1,291,764
Net current assets	流動資產淨值	563,632	87,073
Net assets	資產淨值	1,862,897	838,796
Equity	權益		
Share capital (Note 40)	股本(附註40)	77,443	77,499
Reserves (note)	儲備(附註)	1,785,454	761,297
Total equity	權益總額	1,862,897	838,796

Approved and authorised for issue by the board of directors on 28 February 2023.

董事會於2023年2月28日核准並許可發出。

Liu Shunxing

劉順興

Chairman and Executive Director

董事會主席兼執行董事

Liu Jianhong

劉建紅

Vice Chairperson and Executive Director

董事會副主席兼執行董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

51 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

51 本公司之財務狀況表(續)

Note:

附註：

Movements in components of reserves of the Company

公司儲備金組成部分的變動

		Share premium	Treasury Shares	Contributed surplus (Note (40(c)) 繳入盈餘 (附註40(c))	Other reserves 其他儲備	Accumulated losses 累計虧損	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
Balance at 1 January 2021	於2021年1月1日的結餘	313,780	(760)	2,359,063	104,896	(1,992,390)	784,589
Loss and total comprehensive income the year	本年度虧損及全面收益總額	—	—	—	—	(212,142)	(212,142)
Conversion to ordinary shares	轉換為普通股	410,857	—	—	—	—	410,857
Share-based compensation	以股份為基準之付款	—	—	—	8,881	—	8,881
Vesting of shares under share award scheme	獎勵股份之歸屬	6,990	222	—	(10,837)	—	(3,625)
2020 final dividend	2020年度股息	—	—	—	—	(208,857)	(208,857)
Repurchase of ordinary shares (Note 40)	普通股回購(附註40)	—	(18,406)	—	—	—	(18,406)
Balance at 31 December 2021	於2021年12月31日的結餘	731,627	(18,944)	2,359,063	102,940	(2,413,389)	761,297
Loss and total comprehensive income the year	本年度虧損及全面收益總額	—	—	—	—	1,458,024	1,458,024
Share-based compensation	以股份為基準之付款	—	—	—	29,519	—	29,519
Vesting of shares under share award scheme	獎勵股份之歸屬	15,772	331	—	(22,854)	—	(6,481)
2021 final dividend	2021年度股息	—	—	—	—	(230,272)	(230,272)
Ordinary share issued as treasury shares	作為庫存股發行之普通股	—	(493)	—	—	—	(493)
Cancellation of treasury shares	註銷庫存股	(38,961)	39,510	—	—	—	549
Repurchase of ordinary shares (Note 40)	普通股回購(附註40)	—	(226,689)	—	—	—	(226,689)
Balance at 31 December 2022	於2022年12月31日的結餘	708,438	(206,285)	2,359,063	109,875	(1,185,637)	1,785,454

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

52 SUBSIDIARIES

As at 31 December 2022, particulars of the principal subsidiaries are as follows:

52 附屬公司

於2022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	Registered share capital 註冊股本	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%	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%	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%	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	80%	80%	Wind power plant operation and maintenance 風電設備運行及維修
Yanyuan Century Concord Solar Power Co., Ltd. 鹽源協合光伏發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB56,000,000 註冊資本人民幣 56,000,000元	100%	100%	Solar power plant investment and operation 太陽能電廠投資及運行
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%	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

52 SUBSIDIARIES (CONTINUED)

52 附屬公司 (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	Registered share capital 註冊股本	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	
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%	100%	Solar power plant investment and operation 太陽能電廠投資及運行
Jilin Century Concord Wind Power Investment Co., Ltd. 吉林協合風力發電投資有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB195,820,000 註冊資本人民幣 195,820,000元	100%	100%	Wind power plant investment and operation 風電廠投資及運行
Jingmen Lixi Wind Power Co., Ltd. 荊門栗溪風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB37,800,000 註冊資本人民幣 37,800,000元	100%	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%	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

52 SUBSIDIARIES (CONTINUED)

52 附屬公司 (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	Registered share capital 註冊股本	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	
Xiangyang Xiangzhou Century Concord Yushan Wind Power Co., Ltd. 襄陽襄州協合峪山風力發電 有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB91,000,000 註冊資本人民幣 91,000,000元	100%	100%	Wind power plant investment and operation 風電廠投資及運行
Wuhe Century Concord Yinmahu Wind Power Co., Ltd. 五河協合飲馬湖風力發電 有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB110,630,000 註冊資本人民幣 110,630,000元	100%	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%	100%	Wind power plant investment and operation 風電廠投資及運行
Suzhou Deren Wind Power Co., Ltd. 宿州德仁風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB70,000,000 註冊資本人民幣 70,000,000元	100%	100%	Wind power plant investment and operation 風電廠投資及運行
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%	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

52 SUBSIDIARIES (CONTINUED)

52 附屬公司 (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	Registered share capital 註冊股本	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	
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%	100%	Wind power plant investment and operation 風電廠投資及運行
Tianjin Green Energy International Leasing Co., Ltd. 天津國銀新源國際租賃有限公司	The PRC, sino-foreign equity joint venture 中國，中外合資企業	Registered capital of RMB1,000,000,000 註冊資本人民幣 1,000,000,000元	100%	100%	Equipment Lease operation 設備租賃
Wuhe Juhe Wind Power Co., Ltd. 五河聚合風力發電有限公司	The PRC, limited company 中國，有限公司	Registered capital of RMB78,000,000 註冊資本人民幣 78,000,000元	100%	100%	Wind power plant investment and operation 風電廠投資及運行

* The English translation of the names of the subsidiaries are for identification only. The official names of these entities are in Chinese.

* 該等附屬公司名稱的英文翻譯僅供識別。該等實體的正式名稱均為中文。

The table above lists the subsidiaries of the Group 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 2022, there was no non-wholly owned subsidiaries of the Group that have material non-controlling interests.

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2022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 2022 截至 2022年 12月31日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至 2021年 12月31日 止年度 RMB'000 人民幣千元 (Restated) (重述)	For the year ended 31 December 2020 截至 2020年 12月31日 止年度 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 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 RMB'000 人民幣千元
Revenue and other income	收入及其他收入	2,739,500	2,278,275	2,042,095	1,867,591	1,444,748
Profit for the year attributable to equity shareholders of the Company	本公司權益股東應佔溢利	871,817	787,534	673,405	604,293	502,406

ASSETS, LIABILITIES AND EQUITIES

資產、負債及權益

		As at 31 December 2022 於2022年 12月31日 RMB'000 人民幣千元	As at 31 December 2021 於2021年 12月31日 RMB'000 人民幣千元 (Restated) (重述)	As at 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元	As at 31 December 2018 於2018年 12月31日 RMB'000 人民幣千元
Total assets	資產總額	27,172,516	24,044,818	19,528,281	19,892,437	18,412,808
Total liabilities	負債總額	(19,077,624)	(16,481,931)	(13,033,779)	(13,923,236)	(12,866,069)
Net assets	資產淨值	8,094,892	7,562,887	6,494,502	5,969,201	5,546,739
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益	7,831,747	7,413,926	6,419,868	5,943,303	5,518,228

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