

XINDA INVESTMENT HOLDINGS LIMITED 鑫達投資控股有限公司

(formerly known as "LONGITECH SMART ENERGY HOLDING LIMITED"
前稱“隆基泰和智慧能源控股有限公司”)

(incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)
Stock Code 股份代號：1281

Annual Report 2022 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Director

Mr. Wei Qiang (*Chairman and Chief Executive Officer*)

Non-executive Director

Mr. Wei Shaojun (*Resigned on 24 June 2022*)

Independent Non-executive Directors

Dr. Han Qinchun

Mr. Wong Yik Chung, John

Mr. Han Xiaoping (*Resigned on 8 July 2022*)

Mr. Feng Zhidong (*Appointed with effect on 7 October 2022*)

AUDIT COMMITTEE

Mr. Wong Yik Chung, John (*Chairman*)

Dr. Han Qinchun

Mr. Han Xiaoping (*Resigned on 8 July 2022*)

Mr. Feng Zhidong (*Appointed with effect on 7 October 2022*)

REMUNERATION COMMITTEE

Dr. Han Qinchun (*Chairman*)

Mr. Wong Yik Chung, John

Mr. Wei Qiang

NOMINATION COMMITTEE

Mr. Wei Qiang (*Chairman*)

Mr. Wong Yik Chung, John

Mr. Han Xiaoping (*Resigned on 8 July 2022*)

Mr. Feng Zhidong (*Appointed with effect on 7 October 2022*)

AUTHORISED REPRESENTATIVES

Mr. Wei Qiang

Ms. Zou Yanhong

COMPANY SECRETARY

Ms. Zou Yanhong

LEGAL ADVISOR

As to Hong Kong law:

FANGDA PARTNERS

26/F, One Exchange Square

8 Connaught Place

Central

Hong Kong

AUDITOR

BDO Limited

Certified Public Accountants

25/F, Wing On Centre

111 Connaught Road Centre

Hong Kong

董事會

執行董事

魏強先生 (*主席兼行政總裁*)

非執行董事

魏少軍先生 (*已於二零二二年六月二十四日辭任*)

獨立非執行董事

韓秦春博士

黃翼忠先生

韓曉平先生 (*已於二零二二年七月八日辭任*)

馮志東先生 (*於二零二二年十月七日獲委任並生效*)

審核委員會

黃翼忠先生 (*主席*)

韓秦春博士

韓曉平先生 (*已於二零二二年七月八日辭任*)

馮志東先生 (*於二零二二年十月七日獲委任並生效*)

薪酬委員會

韓秦春博士 (*主席*)

黃翼忠先生

魏強先生

提名委員會

魏強先生 (*主席*)

黃翼忠先生

韓曉平先生 (*已於二零二二年七月八日辭任*)

馮志東先生 (*於二零二二年十月七日獲委任並生效*)

授權代表

魏強先生

鄒燕紅女士

公司秘書

鄒燕紅女士

法律顧問

香港法律：

方達律師事務所

香港

中環

康樂廣場8號

交易廣場1期26樓

核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

干諾道中111號

永安中心25樓



Corporate Information 公司資料

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTERS IN THE PRC

Longjitaihe Industrial Park
66 Dongfang Road
Gaobeidian City
Hebei Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1231, 12/F China Resources Building,
26 Harbour Road,
Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

China Development Bank
Bank of China
Industrial & Commercial Bank of China
China Minsheng Bank

COMPANY'S WEBSITE

www.longitech.hk

STOCK CODE

1281 (Main Board of The Stock Exchange of Hong Kong Limited)

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

中國總部

中國
河北省
高碑店市
東方路66號
隆基泰和工業園

香港主要營業地點

香港
灣仔
港灣道26號
華潤大廈12樓1231室

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
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Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

國家開發銀行
中國銀行
中國工商銀行
中國民生銀行

公司網址

www.longitech.hk

股份代號

1281 (香港聯合交易所有限公司主板)

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Xinda Investment Holdings Limited (the “**Company**”) together with its subsidiaries (collectively, the “**Group**”), I hereby present the annual report of the Company for the year ended 31 December 2022 (the “**Reporting Period**”) to all shareholders of the Company (the “**Shareholders**”).

FINANCIAL PERFORMANCE

2022 was a year of turbulence and change with great power game, geopolitics and impact of the pandemic, and the world was caught in a dilemma between controlling inflation and stabilizing growth. However, vigorous development of renewable energy sources has become the dominant direction and concerted action of the global energy revolution and the response to climate change, and renewable energy sources, especially wind power generation and solar power generation, has shown a rapid development momentum. In 2022, the newly installed and total installed capacity of solar power generation in the world and China reached another new record high.

In 2022, due to continuous sharp rise in the price of polycrystalline silicon, the prices of domestic photovoltaic components and raw materials continued to increase. With very low profit margin of the sales and installation business of household solar power generation systems that the Group was originally engaged in, the Group has suspended the expansion of related business after comprehensive consideration. Meanwhile, the investment in the Group's Baoding Donghu PPP project also decreased due to the overall downturn in the domestic real estate industry.

During the Reporting Period, the Group realised a revenue of RMB195,209,000, representing a decrease of approximately 57.8% as compared to the same period of last year, and a loss attributable to owners of the Company of RMB306,368,000, which increased significantly as compared to the same period of last year, mainly attributable to (i) during the Reporting Period, as an associate made significant amount of provision on impairment loss for its certain other receivables from the property developer, the Group recognised a net loss of approximately RMB265,854,000 (same period of 2021: recognition of net profit of RMB2,457,000) for the associate accounted for using equity method; and (ii) due to the deterioration of operating environment, the Group made provisions on impairment loss of approximately RMB15,272,000 for part of financial assets for the Reporting Period, compared with reversal of impairment losses of approximately RMB5,735,000 for the same period of 2021.

尊敬的各位股東：

本人謹代表鑫達投資控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）董事（「董事」）會（「董事會」），向各位股東（「股東」）提呈本公司截至二零二二年十二月三十一日止年度（「本報告期間」）的年度報告。

財務業績

二零二二年是動盪多變的一年，大國博弈、地緣政治、疫情沖擊，全球在控通脹和穩增長之間進退失措。儘管如此，大力發展可再生能源成為全球能源革命和應對氣候變化的主導方向和一致行動，以風力發電及太陽能發電為主的可再生能源呈現快速發展勢頭，二零二二年全球及中國的光伏新增裝機量及累計裝機量再創歷史新高。

二零二二年，受晶矽價格持續大幅上漲影響，國內的光伏組件及原材料價格持續上升，本集團原所從事的戶用光伏系統的銷售及安裝業務利潤空間非常薄弱，為此，經綜合考慮，本集團暫停了相關業務的拓展；同時，本集團的保定東湖PPP項目，受國內房地產行業整體不景氣影響，投資額也有所下降。

於本報告期間，本集團實現收益人民幣195,209,000元，較去年同期下降約57.8%，本公司擁有人應佔虧損人民幣306,368,000元，與去年同期相比虧損大幅增加，主要由於(i)本報告期間，因聯營公司對其持有的房地產開發商的若干其他應收款計提了較大規模的減值撥備，本集團對採用權益法入賬的聯營公司確認純虧約人民幣265,854,000元（二零二一年同期：確認純利人民幣2,457,000元）；及(ii)因經營環境惡化，於本報告期間本集團對部分金融資產計提減值虧損約人民幣15,272,000元，而二零二一年同期減值虧損撥回約人民幣5,735,000元。



Chairman's Statement 主席報告

OUTLOOK

In 2023, the global economic recovery will face great pressure, and China's economy will also experience a gradual recovery after the adjustment of the pandemic policy, but it still faces a series of challenges. Under the guidance of dual carbon goals and construction of an energy security system, there is still a huge space for the development of green, low-carbon and renewable energy sources in China with further in-depth development. Meanwhile, with more and more enterprises tapping into the field of new energy, the market competition will become increasingly fierce. In 2023, with prudent financial management and cost control measures, the Group will continue to operate and develop its business in a pragmatic manner and seek suitable investment and development opportunities to explore business development opportunities that benefit the Group.

APPRECIATION

Lastly, on behalf of the Board, I hereby extend my sincere gratitude to all Shareholders, investors, customers, suppliers and business associates for their continued support. I would also like to thank all employees for their tireless efforts and contribution in 2022.

Wei Qiang
Chairman

28 March 2023

前景

二零二三年，全球經濟復蘇將面臨巨大壓力，中國經濟也將迎來疫情政策調整後的逐步復蘇，但仍面臨一系列挑戰。在雙碳目標及構建能源安全體系的指引下，中國的綠色低碳可再生能源仍有著巨大發展空間，並朝著縱深方向進一步發展；同時，隨著越來越多的企業進入新能源賽道，市場競爭日趨激烈。二零二三年度，本集團將繼續採取審慎的財務管理及成本控制措施的前提下，以務實的態度經營和發展業務，尋求合適的投資發展機會，以探索有利於本集團的業務發展機遇。

致謝

最後，本人謹代表董事會，藉此向所有股東、投資者、客戶、供應商和業務合作夥伴表示衷心的感謝，感謝他們的不斷支持，並感謝所有員工於二零二二年度作出的不懈努力和貢獻。

主席
魏強

二零二三年三月二十八日

Management Discussion and Analysis

管理層討論與分析

OVERVIEW

The Group is principally engaged in smart energy business with focus on the possession and operation of solar power plants and public infrastructure construction business in relation to the Baoding Donghu PPP project, with gradual expansion and diversification to other clean energy businesses.

During the Reporting Period, the Group recorded a revenue of RMB195,209,000 (same period of 2021: RMB462,642,000), representing a decrease of approximately 57.8% as compared to the same period of last year, which was primarily attributable to the Group's significant decrease of sales of household solar power generation systems during the Reporting Period and the decrease in investment in the Baoding Donghu project as compared to the same period of last year. Loss attributable to owners of the Company was RMB306,368,000 (same period of 2021: loss attributable to owners of the Company of RMB28,221,000). The substantial increase in loss was mainly attributable to (among others): (i) affected by the dramatic adjustment of the domestic real estate industry, an associate of the Group made a relatively significant amount of provision on impairment loss for its certain other receivables held by the associate from the property developers for the Reporting Period. For this reason, the Group recognised a net loss of approximately RMB265,854,000 for the associate accounted for using the equity method for the Reporting Period, compared with net profit of approximately RMB2,457,000 for the same period of 2021; and (ii) due to the deterioration of operating environment, the Group made provisions on impairment loss of approximately RMB15,272,000 for part of financial assets for the Reporting Period, compared with reversal of impairment losses of approximately RMB5,735,000 for the same period of 2021.

BUSINESS REVIEW

Smart Energy Business

The Group's smart energy business, positioned as comprehensive energy services for the user side, mainly serves to meet the demands from customers in industrial, commercial and residential sectors as well as public institutions. The Group provides its customers with a full range of smart energy comprehensive utilisation services based on various energy sources including electricity, heat and gas by leveraging on its smart energy cloud platform, to help customers improve their energy utilisation efficiency and reduce energy consumption cost, whereby building a diversified, clean and low-carbon energy supply system.

綜述

本集團的主營業務主要為持有及運營光伏電站為主的智慧能源業務，保定東湖PPP項目的公建建設業務，並逐步拓展和豐富其他清潔能源業務。

於本報告期間，本集團之收益為人民幣195,209,000元（二零二一年同期：人民幣462,642,000元），收益較去年同期下降了約57.8%，主要由於本報告期間本集團戶用光伏系統銷售業務大幅下降及保定東湖項目的投資額較去年同期有所下降所致；本公司擁有人應佔虧損人民幣306,368,000元（二零二一年同期：本公司擁有人應佔虧損人民幣28,221,000元），虧損大幅增加的原因（其中包括）主要是：(i) 受國內地產行業深度調整之影響，於本報告期間本集團之一家聯營公司對其持有的房地產開發商的若干其他應收款計提了較大規模的減值虧損，受此影響，本報告期間本集團對採用權益法入賬的聯營公司的業績份額確認純虧約人民幣265,854,000元，而二零二一年同期確認純利約人民幣2,457,000元；及(ii) 因經營環境惡化，本報告期間本集團對部分金融資產計提減值虧損約人民幣15,272,000元，而二零二一年同期減值虧損撥回約人民幣5,735,000元。

業務回顧

智慧能源業務

本集團的智慧能源業務，定位於用戶側的綜合能源服務，主要從工商業、住宅、公共機構等客戶的需求出發，依托於智慧能源雲平台，為客戶提供基於電、熱、氣等多種能源的全方位智慧能源綜合利用服務，幫助客戶提升能源使用效率，降低能源使用成本，構建豐富、清潔、低碳的供能結構體系。



Management Discussion and Analysis 管理層討論與分析

The Group works to realise the above business objectives by integrating its energy systems with internet technology. On one hand, the Group acquires premium energy assets and projects by expanding its offline business in comprehensive energy supply such as electricity, heat and gas, and generates stable operation and investment returns from operating and managing such assets. On the other hand, the Group uploads the real-time data of electricity, heat and gas consumption of its industrial and commercial enterprises and residential users to the Cloud Platform, integrates and analyses such big data, and taps into the energy consumption potential of customers, so as to provide them with other industrial chain services, including multi-energy complementation of electricity, heat and gas, smart operation and maintenance, energy trade, and energy efficiency analysis.

During the Reporting Period, the Group's smart energy business mainly represented the possession and operation of solar power plants, including the possession and operation of 11 existing solar power plants with an installed capacity of approximately 64 megawatts (MW), and the possession and operation of new 18 MW household solar power plants during the year. During the Reporting Period, the total power generation capacity of the existing solar power plants and the new household solar power plants was approximately 108,780 MWh, and the total power generation revenue was RMB73,486,000 (same period of 2021: RMB63,457,000). In terms of household solar power generation business, as the price of photovoltaic raw materials continued to rise during the Reporting Period, the profit margin of the sales and installation of the household solar power generation systems has become very low. Except for the disposal of backlog inventory, the Group has suspended the sales and installation of the household solar power generation systems. Meanwhile, the Group's transformer station can provide power supply and related value-added services in Hefeng Industrial Park in Xinjiang, which was subject to the settlement of enterprises in the park.

During the Reporting Period, the smart energy business contributed approximately RMB104,262,000 (same period of 2021: RMB316,898,000) to the Group's revenue, representing a decrease of approximately 67.1% as compared to the same period of last year, which was primarily attributable to the Group's significant decrease of sales of household solar power generation systems during the Reporting Period. Loss for the Reporting Period amounted to RMB304,018,000 (same period of 2021: loss of RMB28,016,000). Such increase in the loss was primarily attributable to the Group's recognition of a net loss of approximately RMB265,854,000 for the associate accounted for using equity method and provisions on impairment losses of approximately RMB15,272,000 for part of financial assets as a result of the deterioration of operating environment during the Reporting Period.

本集團實現上述業務目標是透過將能源系統與互聯網技術融合，一方面通過綫下拓展電、熱、氣等綜合能源業務，獲取優質的能源資產和項目，並通過對電、熱、氣等資產的運營和管理，賺取穩定的運營和投資收益；另一方面，通過在綫的雲平台系統，將電、熱、氣等工商業企業及居民用戶的能源數據實時上傳到雲平台，集成並分析大數據，挖掘客戶用能潛力，為用戶提供包括電、熱、氣為主的多能互補、智能運維、能源交易、能效分析等其他產業鏈服務。

於本報告期間，本集團的智慧能源業務主要是以持有並運營光伏電站為主，包括持有並運營11座裝機容量約64兆瓦的存量光伏電站，另本年度新增持有並運營約18兆瓦的戶用光伏電站。於本報告期間，存量光伏電站及新增戶用光伏電站的總發電量約為108,780兆瓦時，發電總收益為人民幣73,486,000元（二零二一年同期：人民幣63,457,000元）。在戶用光伏業務方面，於本報告期間，由於光伏原材料價格的持續攀升，銷售及安裝戶用光伏系統業務的利潤空間已非常薄弱，除處理歷史存貨外，本集團暫停了銷售及安裝戶用光伏系統業務。同時，本集團於新疆和豐工業園區的變電站項目，需待園區企業入駐後，方可為園區企業提供供電服務及相關增值服務。

於本報告期間，智慧能源業務為本集團帶來的收益約為人民幣104,262,000元（二零二一年同期：人民幣316,898,000元），較上年同期下降約67.1%，主要因為本集團於本報告期間戶用光伏系統銷售業務大幅下降所致；本報告期間虧損為人民幣304,018,000元（二零二一年同期：虧損人民幣28,016,000元），虧損增加主要是因為：本集團於本報告期間對採用權益法入賬的聯營公司確認純虧約人民幣265,854,000元，及因經營環境惡化對部分金融資產計提減值虧損約人民幣15,272,000元所致。

Management Discussion and Analysis 管理層討論與分析

Public Infrastructure Construction Business

The public infrastructure construction business refers to the construction and related preliminary investment and post-construction, operation and management of public infrastructure under the Baoding Donghu Project in Baoding City of Hebei Province. During the Reporting Period, the public infrastructure construction business contributed approximately RMB90,947,000 (same period of 2021: RMB145,744,000) to the Group's revenue. Profit for the Reporting Period amounted to approximately RMB818,000 (same period of 2021: RMB2,684,000). The decrease in both revenue and profit was primarily attributable to the decreased investment due to the sluggish domestic real estate industry.

BUSINESS OUTLOOK

In 2023, China's economy will experience economic recovery after the adjustment of pandemic prevention policies, strategic opportunities and risk challenges co-exist. Under the support of the goal of carbon peak and carbon neutralization, new energy has ushered in a new cycle for full speed development, and is moving towards the direction of main energy. As the main force of new energy, the investment and development of solar power generation have also entered a feverish stage, the market competition has become increasingly fierce, and the industrial concentration has been further enhanced. In the face of fierce market competition, we will continue to operate and develop our business in a pragmatic manner in 2023, consolidate the operation and management level of the existing solar power plants, tap our potentials and continue to reduce the operating costs and management costs of the power plants. Meanwhile, on the basis of the existing businesses, we will proactively explore and develop other clean energy business suitable for the Group.

FINANCIAL REVIEW

Revenue and Gross Profit

The Group's revenue and gross profit for the Reporting Period amounted to RMB195,209,000 (same period of 2021: RMB462,642,000) and RMB50,576,000 (same period of 2021: RMB87,654,000), respectively. The gross profit margin was 25.9% (same period of 2021: 18.9%).

The decrease in revenue as compared to the same period of last year was primarily attributable to the significant decrease in sales revenue of household solar power generation systems and the decrease in investment in public infrastructure construction projects during the Reporting Period. The increase in gross profit margin as compared to the same period of last year was primarily attributable to a decrease in proportion of sales of household solar power generation systems.

公建建設業務

公建建設業務是指對位於河北省保定市的保定東湖項目進行的公共基礎設施建設及相關前期投資和後期建設運營管理業務。於本報告期間，公建建設業務為本集團帶來的收益約為人民幣90,947,000元(二零二一年同期：人民幣145,744,000元)，盈利約為人民幣818,000元(二零二一年同期：人民幣2,684,000元)。收益及盈利減少主要是因為受國內地產行業不景氣影響，投資額減少所致。

業務展望

二零二三年度，中國經濟將迎來防疫政策調整後的經濟復蘇，戰略機遇和風險挑戰並存。在碳達峰、碳中和目標的支撐下，新能源迎來全速發展的新周期，並朝著主力能源的方向邁進。光伏發電作為新能源中的主力軍，投資和發展也進入白熱化階段，市場競爭日趨激烈，產業集中度進一步提高。面對激烈的市場競爭，二零二三年度，我們將繼續以務實的態度經營和發展業務，夯實現有光伏電站的運營管理水平，挖掘潛能，不斷降低電站的運營成本和管理成本；同時，在現有業務的基礎上，積極探索及發展適合本集團的其他清潔能源業務。

財務回顧

收益及毛利

本集團於本報告期間的收益為人民幣195,209,000元(二零二一年同期：人民幣462,642,000元)，毛利為人民幣50,576,000元(二零二一年同期：人民幣87,654,000元)，毛利率為25.9%(二零二一年同期：18.9%)。

收益較去年同期下降，主要是由於本報告期間戶用光伏系統銷售收入大幅減少及公建建設項目的投資額減少所致；毛利率較去年同期有所上升，主要是由於戶用光伏系統銷售業務佔比下降所致。



Management Discussion and Analysis 管理層討論與分析

Selling and Distribution Expenses

The Group incurred selling and distribution expenses of RMB2,153,000 during the Reporting Period (same period of 2021: RMB18,242,000), representing a decrease of 88.2% as compared to last year, which was primarily attributable to the decrease in related selling and distribution expenses as a result of the decrease of sales of household solar power generation systems during the Reporting Period.

Administrative Expenses

The Group incurred administrative expenses of RMB32,582,000 during the Reporting Period (same period of 2021: RMB63,622,000), representing a decrease of 48.8% as compared to last year, which was primarily attributable to lower management fees as a result of the downsizing of its business.

Impairment Losses/Reversal of Impairment Losses on Financial Assets

During the Reporting Period, the Group made impairment losses on financial assets of RMB15,272,000 (same period of 2021: reversal of impairment losses of RMB5,735,000), primarily attributable to provisions on impairment losses for part of trade receivables as a result of the deterioration of operating environment.

Finance Expenses – Net

Net finance expenses amounted to RMB4,442,000 for the Reporting Period (same period of 2021: RMB6,290,000), representing a decrease of 29.4% as compared to last year. Such decrease was primarily attributable to the decrease in borrowings.

Income Tax Expense

Income tax expense amounted to RMB31,875,000 for the Reporting Period (same period of 2021: income tax expense of RMB38,873,000), representing a decrease in the expense of 18.0% as compared to last year, which was primarily attributable to the decrease in derecognition of deferred income tax assets in the current period as compared to the same period of last year.

銷售及分銷開支

本集團於本報告期間的銷售及分銷開支為人民幣2,153,000元(二零二一年同期:人民幣18,242,000元),較上年下降88.2%,主要由於本報告期間戶用光伏系統銷售業務下降導致相關銷售及分銷開支減少所致。

行政開支

本集團於本報告期間行政開支為人民幣32,582,000元(二零二一年同期:人民幣63,622,000元),較上年下降48.8%,主要由於業務縮減導致管理費下降所致。

金融資產的虧損減值/撥回

於本報告期間,本集團對金融資產虧損減值人民幣15,272,000元(二零二一年同期:虧損撥回人民幣5,735,000元),主要因經營環境惡化,對部分貿易應收款項計提減值虧損所致。

融資開支淨額

本報告期間的融資開支淨額為人民幣4,442,000元(二零二一年同期:人民幣6,290,000元),較上年減少29.4%,該減少主要為借貸減少所致。

所得稅開支

本報告期間的所得稅開支為人民幣31,875,000元(二零二一年同期:所得稅開支為人民幣38,873,000元),開支較上年下降18.0%,主要原因為:本期終止確認的遞延所得稅資產較去年同期減少所致。

Management Discussion and Analysis 管理層討論與分析

Share of Net (Loss)/Profit of Associate Accounted for Using the Equity Method

Affected by the dramatic adjustment of the domestic real estate industry, an associate of the Group made a relatively significant amount of provision on impairment loss for its certain other receivables held by the associate from the property developers for the Reporting Period. For this reason, the Group recognised a net loss of approximately RMB265,854,000 for the associate accounted for using the equity method for the Reporting Period (same period of 2021: recognition of a net profit of RMB2,457,000).

In order to safeguard the legal rights and interests of the Company, the Company has requested the controlling shareholder of the associate to provide a charge over the property in favor of the Company to secure the legal rights and interests of the Company in that associate. The preliminary appraised value of relevant property under charge is approximately RMB260,000,000. The Directors and the management of the Company will continue to monitor the operation of that associate. If feasible, the Company will take relevant measures (including but not limited to legal actions) to protect the legitimate rights and interests of the Company.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash position

As at 31 December 2022, bank balances and cash amounted to approximately RMB213,198,000 (31 December 2021: RMB240,661,000), of which approximately RMB7,817,000 (31 December 2021: RMB18,341,000) was restricted bank balances (mainly used for the expenses incurred under the Baoding Donghu Project). Such decrease in bank balances and cash was primarily attributable to partial payment of the project and equipment.

Total current assets and current ratio

As at 31 December 2022, total current assets and current ratio (total current assets/total current liabilities) were approximately RMB629,170,000 (31 December 2021: RMB728,627,000) and 6.05 (31 December 2021: 6.24), respectively. The decrease in total current assets was primarily attributable to a decrease in financial assets at amortized cost and the decrease in current ratio was the result of a decrease in current assets.

採用權益法入賬的聯營公司(純虧)/純利份額

受國內地產行業深度調整之影響，於本報告期間，本集團之一家聯營公司對其持有的房地產開發商的若干其他應收款計提了較大規模的減值虧損，受此影響，本報告期間，本集團對採用權益法入賬的聯營公司確認純虧約人民幣265,854,000元(二零二一年同期：確認純利人民幣2,457,000元)。

為維護本公司的合法權益，本公司已要求該聯營公司的控股股東提供房產抵押以擔保本公司在該聯營公司的合法權益，相關抵押房產的初步評估價值約為人民幣260,000,000元。本公司董事及管理層將持續關注該聯營公司的營運情況，在可行的情況下採取相關措施(包括但不限於法律措施)以維護本公司的合法權益。

流動資金、財務及資本資源

現金狀況

於二零二二年十二月三十一日，銀行結餘及現金約為人民幣213,198,000元(二零二一年十二月三十一日：人民幣240,661,000元)，其中：受限銀行結餘(主要用於保定東湖項目支出)約為人民幣7,817,000元(二零二一年十二月三十一日：人民幣18,341,000元)。銀行結餘及現金減少主要由於支付部分工程款及設備款所致。

流動資產總額及流動比率

於二零二二年十二月三十一日，流動資產總額及流動比率(流動資產總額/流動負債總額)分別約為人民幣629,170,000元(二零二一年十二月三十一日：人民幣728,627,000元)及6.05(二零二一年十二月三十一日：6.24)。流動資產總額減少主要為按攤銷成本計量的金融資產減少所致，流動比率下降原因為流動資產減少所致。



Management Discussion and Analysis 管理層討論與分析

External borrowings and pledge of assets

As at 31 December 2022, the Group had external borrowings of RMB186,300,000 (31 December 2021: RMB211,000,000), of which RMB186,300,000 was secured by certain machinery at solar power plants with a carrying amount of RMB246,991,000 and the collection rights of future receivables of certain subsidiaries (31 December 2021: RMB211,000,000 was secured by certain machinery at solar power plants with a carrying amount of RMB266,055,000 and the collection rights of future receivables of certain subsidiaries).

Gearing Ratio

The table below sets forth the calculation of gearing ratio of the Group as at the dates indicated:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Bank loans	銀行貸款	186,300	211,000
Lease liabilities	租賃負債	13,162	12,737
Less: Cash and cash equivalents	減：現金及現金等價物	(205,381)	(222,320)
Restricted cash	受限制現金	(7,817)	(18,341)
Net (cash)	(現金)淨額	(13,736)	(16,924)
Total equity	權益總額	866,298	1,171,591
Total capital (Net (cash) plus total equity)	總資本((現金)淨額加權益總額)	852,562	1,154,667
Gearing ratio (Net debt/total capital)	負債比率(債務淨額/總資本)	N/A 不適用	N/A 不適用

As at 31 December 2022, the Group's net debt was negative, which was primarily attributable to the repayment of loans and the partial recovery of financial assets at amortised cost during the Reporting Period.

The proportion of long-term and short-term debts was 66.8% and 33.2%, respectively (as at 31 December 2021: 64.4% and 35.6%), of which the borrowings of RMB186,300,000 in respect of solar power plants were gradually repaid by the proceeds from electricity sales. Therefore, the Group was not exposed to any significant insolvency risk.

外部借貸及資產質押

於二零二二年十二月三十一日，本集團的外部借款為人民幣186,300,000元(二零二一年十二月三十一日：人民幣211,000,000元)，其中人民幣186,300,000元以若干賬面價值為人民幣246,991,000元的光伏電站機械及若干附屬公司之未來應收款項之收款權抵押作擔保(二零二一年十二月三十一日：人民幣211,000,000元以若干賬面價值為人民幣266,055,000元的光伏電站機械及若干附屬公司之未來應收款項之收款權抵押作擔保)。

負債比率

下表載列本集團於所示日期的負債比率的計算：

於二零二二年十二月三十一日，本集團之債務淨額為負值，原因主要為本報告期間償還貸款及收回部分按攤銷成本計量的金融資產所致。

長期債務與短期債務各佔66.8%及33.2%(於二零二一年十二月三十一日：64.4%及35.6%)，其中：太陽能電站借款人民幣186,300,000元以售電所得資金逐步償還，故本集團並無面臨重大償債風險。

Management Discussion and Analysis

管理層討論與分析

Interest Rate Risk

The Group's interest rate risk arises primarily from external borrowings. During the Reporting Period, the external borrowings, which mainly represent bank borrowings for solar power plants, bear interests at rates ranging from 5.39% to 5.63% per annum (same period of 2021: 5.39% to 5.63% per annum). The interest rates applicable to borrowings of solar power plants were charged at the lending rate of the People's Bank of China for the same period plus 10% to 15%, with risk derived from the changes in China's policy on interest rate, but the Group expects the impact of the interest rate risk on the Group's consolidated profit or loss to be insignificant.

Exchange Rate Risk

As the Group's principal activities are carried out in the PRC, the Group's transactions are mainly denominated in Renminbi, which is not freely convertible into foreign currencies. All foreign exchange transactions involving Renminbi must take place through the People's Bank of China or other institutions authorised to buy and sell foreign exchanges. The exchange rates adopted for foreign exchange transactions are the rates of exchange quoted by the People's Bank of China that are determined largely by supply and demand.

The Group currently does not have a policy on foreign currency risk as it had minimal transactions denominated in foreign currencies during the Reporting Period, and the impact of foreign currency risk on the Group's operation is minimal.

Investment Commitments

As at 31 December 2022, the Group had investment commitments of RMB101,600,000 (31 December 2021: RMB101,600,000), which were mainly the Group's obligations of capital contribution to its associate Longyao (Beijing) Clean Energy Technology Company Limited* (隆耀(北京)清潔能源科技有限公司) that shall be fulfilled by 31 December 2025. Please refer to the announcement of the Company dated 31 December 2021 for details.

Contingent Liabilities

As at 31 December 2022, the Group did not have any material contingent liabilities (31 December 2021: Nil).

利率風險

本集團的利率風險主要來自外部借款。於本報告期間，外部借款按介乎5.39%至5.63%之年利率計息(二零二一年同期：年利率5.39%至5.63%)，主要為光伏電站的銀行借款。光伏電站的借款利率為中國人民銀行同期借款利率上浮10%至15%，其風險源自中國利率政策的波動，但本集團預計該利率風險對本集團綜合損益之影響並不重要。

匯率風險

由於本集團的主要業務在中國進行，本集團的交易主要以人民幣計值，而人民幣不可自由兌換為外幣。所有涉及人民幣的外匯交易均須透過中國人民銀行或其他授權進行外匯買賣的機構進行。外匯交易所採用的匯率為中國人民銀行主要根據供應和需求釐定所報的匯率。

由於本報告期間以外幣計值的交易極少，本集團現時並無關於外幣風險的政策，且外幣風險對本集團營運的影響極小。

投資承擔

於二零二二年十二月三十一日，投資承擔為人民幣101,600,000元(二零二一年十二月三十一日：人民幣101,600,000元)，主要為本集團應於二零二五年十二月三十一日前完成對聯營公司隆耀(北京)清潔能源科技有限公司的出資義務。詳情請參閱本公司於二零二一年十二月三十一日之公告。

或有負債

於二零二二年十二月三十一日，本集團並無任何重大或有負債(二零二一年十二月三十一日：無)。



Management Discussion and Analysis 管理層討論與分析

MATERIAL ACQUISITION, INVESTMENT AND DISPOSAL

Material Acquisition and Investment

The Group had no material acquisition and investment during the Reporting Period.

Material Disposal

The Group had no material disposal during the Reporting Period.

COUNTER-GUARANTEE

On 19 May 2022, Hebei Longitech Cloud Energy Technology Co., Ltd. (“Cloud Energy”), a wholly-owned subsidiary of the Company, entered into a counter-guarantee agreement with a guarantor company, pursuant to which Cloud Energy shall provide the guarantor company with a total amount of security deposits no more than RMB30 million as counter-guarantees for the guarantees provided by the guarantor company to the bank for the benefits of customers.

For details, please refer to the announcement of the Company dated 19 May 2022.

EMPLOYEES AND REMUNERATION POLICIES

The Group had 62 employees as at 31 December 2022 (31 December 2021: 80 employees). Such decrease in the number of employees was primarily due to the downsized expansion of the Group’s household solar power generation systems business. Employees are remunerated according to the nature of their positions, individual qualification, performance, work experience and market trends, and subject to periodic reviews based on their performance. Meanwhile, to attract and retain high-caliber employees to ensure smooth operation and accommodate the continued expansion of the Group, the Group offers competitive remuneration and benefit packages to employees at different levels, including discretionary bonuses, various training programs, sponsorship for further study and share option schemes for the benefit of the Directors and eligible employees of the Group.

重大收購、投資及出售

重大收購及投資

於本報告期間，本集團不存在重大收購及投資事項。

重大出售

於本報告期間，本集團概無重大出售事項。

反擔保

於二零二二年五月十九日，本公司之全資附屬公司隆基泰和雲能源科技有限公司（「雲能源公司」）與擔保公司訂立反擔保協議。根據該協議，雲能源公司就擔保公司出於購買人的利益而向貸款銀行提供的貸款擔保而向擔保公司提供總額度不超過人民幣3,000萬元的保證金形式的反擔保。

詳情請參閱本公司日期為二零二二年五月十九日之公告。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團聘有62名僱員（二零二一年十二月三十一日：80名僱員）。僱員減少主要是由於本集團收縮戶用光伏系統業務的拓展所致。僱員乃根據其職位性質、個人資格、表現、工作經驗及市場趨勢釐定薪酬，並根據其表現進行定期考評。同時，為招攬及延攬高質素僱員以確保營運順暢及應付本集團持續拓展，本集團提供具競爭力的薪酬及福利待遇予不同職級員工，包括酌情花紅、多項培訓計劃、進修贊助及購股權計劃，從而令本集團之董事及合資格僱員受益。

Directors and Senior Management

董事及高級管理層

DIRECTORS

Executive Director

Mr. Wei Qiang, aged 40, joined the Company as an executive Director, the chief executive officer of the Company and a member of the Remuneration Committee on 11 November 2015. On 29 June 2017, Mr. Wei Qiang was appointed as the chairman of the Board and chairman of the Nomination Committee of the Board. Mr. Wei Qiang has around 15 years of work and management experiences in the clean energy industry and had been awarded the title of Hebei Innovation and Entrepreneurship Team Leader and Entrepreneurship Management Talent by the People's Government of Hebei Province. Mr. Wei Qiang has also been serving as a director of a rural bank initiated by Chengdu Rural Commercial Bank since 2013. From 2003 to 2006, Mr. Wei Qiang studied at the University of Auckland in New Zealand majoring in Finance and from 2007 to 2009, studied business administration and information strategies at Tsinghua University. Mr. Wei Qiang is the son of Mr. Wei Shaojun, the ultimate controlling Shareholder of the Company .

董事

執行董事

魏強先生，40歲，於二零一五年十一月十一日加入本公司擔任執行董事兼行政總裁及薪酬委員會成員。於二零一七年六月二十九日，魏強先生獲委任為董事會主席及董事會提名委員會主席。魏強先生於清潔能源行業及公司的經營管理方面擁有約15年的工作經驗，並曾獲河北省人民政府頒發的河北省創新創業團隊領軍人才、創業管理人才等稱號。魏強先生自二零一三年起擔任由成都農村商業銀行發起的一家農村銀行的董事。於二零零三年至二零零六年期間，魏強先生就讀於新西蘭奧克蘭大學金融學專業，並於二零零七年至二零零九期間，兼讀了清華大學的工商管理與信息化戰略專業。魏強先生為本公司最終控股股東魏少軍先生的兒子。



Directors and Senior Management 董事及高級管理層

Independent Non-executive Directors

Dr. Han Qinchun, aged 64, joined the Company as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee in February 2015. Dr. Han had resigned as the member of the Nomination Committee, and was appointed as the chairman of the Remuneration Committee on 28 June 2016. Dr. Han is currently the president of Hong Kong International Financial Assets Market Limited. Dr. Han obtained a Doctorate degree in philosophy in urban economics and management from The University of Hong Kong in 1998. He also obtained a bachelor's degree from Xi'an University of Architecture and Technology in 1982. He has rich experience in the PRC property sector, financial investment, equity capital market and listed companies' management. He had worked in securities and investment in Bank of China International Holdings Limited, Agricultural Bank of China Securities Limited (now known as Agricultural Bank of China International Holdings Limited) and Everbright Securities Company (Hong Kong) Limited. He served as the vice-chairman and co-president and executive director of Hong Long Holdings Limited (now known as Suncity Group Holdings Limited), a listed company on the main Board of The Stock Exchange of Hong Kong Limited ("the **Stock Exchange**") (stock code: 1383) for three years. Over the past three years, he served as an independent non-executive director for the following Stock Exchange listed companies, namely Century Ginwa Retail Holdings Limited (stock code: 0162) and Lingbao Gold Company Ltd., (stock code: 3330). He currently serves as an independent non-executive director of Guangdong — Hong Kong Greater Bay Area Holdings Limited (listed on the Stock Exchange, stock code:1396).

Mr. Wong Yik Chung, John, aged 56, joined the Company as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and the Remuneration Committee on 16 October 2015. Mr. John Wong Yik Chung is a qualified accountant and has over 33 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprises in the PRC. He is the founder of Vantage Group and TMF China, which provide professional outsourcing solutions to companies investing in the PRC and targeting at international customers. Mr. Wong graduated from the University of Melbourne. He is a fellow member of each of the Australian Society of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He also obtained a PRC Certificate of Independent Directorship in 2002. Over the past three years, he served as an independent non-executive director for the following Stock Exchange listed companies, namely Perfect Optronics Limited (stock code: 8311), Xinjiang Xinxin Mining Industry Co., Ltd. (stock code: 3833), Beijing Capital Land Ltd. (stock code: 2868) and EcoGreen International Group Limited (stock code: 2341).

獨立非執行董事

韓秦春博士，64歲，於二零一五年二月加入本公司擔任獨立非執行董事、審核委員會成員及提名委員會成員。韓博士於二零一六年六月二十八日辭任本公司提名委員會委員，並獲委任為薪酬委員會主席。韓博士現為港金所有有限公司總裁。韓博士於一九九八年獲香港大學城市經濟及管理專業博士學位，亦於一九八二年獲西安建築科技大學學士學位。彼在中國房地產領域、金融投資領域、股票資本市場和上市公司管理方面有豐富經驗。彼先後在中銀國際控股有限公司、農銀證券有限公司(現農銀國際控股有限公司)、光大證券(香港)有限公司從事證券和投資工作。彼曾任聯交所主板上市公司鴻隆控股有限公司(股份代號：1383，現太陽城集團控股有限公司)副主席及聯席總裁及執行董事三年。於過去三年，彼擔任香港聯合交易所有限公司(「**聯交所**」)上市公司世紀金花商業控股有限公司(股份代號：0162)及靈寶黃金股份有限公司(股份代號：3330)之獨立非執行董事。彼目前還擔任粵港灣控股有限公司(於聯交所上市，股份代碼1396)之獨立非執行董事職務。

黃翼忠先生，56歲，於二零一五年十月十六日加入本公司擔任獨立非執行董事、審核委員會主席、提名委員會及薪酬委員會成員。黃翼忠先生為合資格會計師，擁有逾33年審計及企業融資工作經驗，在中國商業企業具有資深經驗。彼為Vantage Group和TMF China之創始人，該等公司向投資於中國並以國際客戶為主之公司提供專業外判解決方案。黃先生於墨爾本大學畢業，為澳洲會計師公會及香港會計師公會資深會員。彼亦於二零零二年取得中國獨立董事證書。於過去三年，彼於聯交所上市公司圓美光電有限公司(股份代號：8311)、新疆新鑫礦業股份有限公司(股份代號：3833)、首創置業股份有限公司(股份代號：2868)及中怡國際集團有限公司(股份代號：2341)任職獨立非執行董事。

Directors and Senior Management

董事及高級管理層

Mr. Feng Zhidong, aged 49, joined the Company as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee on 7 October 2022. He obtained a Bachelor's Degree in International Accounting from the Renmin University of China in the PRC in July 1995 and a Master's Degree in Business Administration from the South China University of Technology in the PRC in February 2004. Mr. Feng has also completed a Mergers and Acquisitions Executive Program from the Business School of Sun Yat-sen University in the PRC in March 2015 and a Global Entrepreneur Leadership Program from the PBC School of Finance at the Tsinghua University in the PRC in July 2019. In addition, Mr. Feng has obtained a Certificate of Specialty and Technology (Intermediate Level) in Accounting in the PRC granted by the Ministry of Finance of the PRC. Mr. Feng has more than 22 years of experience in financial management, capital operations and managing investor relations. Since June 2016, Mr. Feng is the chairman of the board and a director of Guangzhou Yueting Network Technology Co., Ltd.* (廣州悅停網絡科技有限公司), which is principally engaged in internet parking services. Moreover, since August 2018, he is the chairman of the board and a director of Guangzhou Yueting Capital Management Co., Ltd.* (廣州悅停資本管理有限公司), which is principally engaged in parking management and corporate management service. He currently serves as an independent non-executive director of Xingye Wulian Service Group Co., Ltd. (listed on the main board of the Stock Exchange, stock code: 9916) and K. H. Group Holdings Limited (listed on the main board of the Stock Exchange, stock code: 1557).

馮志東先生，49歲，於二零二二年十月七日加入本公司擔任獨立非執行董事、審核委員會成員及提名委員會成員。彼於一九九五年七月獲得中國人民大學國際會計學士學位，並於二零零四年二月獲得中國華南理工大學工商管理碩士學位。馮先生亦於二零一五年三月在中國中山大學商學院完成併購行政人員課程，並於二零一九年七月在中國清華大學五道口金融學院完成全球創業領袖項目。此外，馮先生持有財政部頒發的會計專業技術(中級)資格證書。馮先生在財務管理、資本運作及投資者關係管理方面擁有逾22年經驗。馮先生自二零一六年六月起擔任廣州悅停網絡科技有限公司董事長兼董事，該公司主要從事網絡停車服務；及自二零一八年八月起在廣州悅停資本管理有限公司擔任董事長兼董事，該公司主要從事停車場管理及企業管理服務。彼目前還擔任興業物聯服務集團有限公司(聯交所主板上市公司，股份代號：9916)及劍虹集團控股有限公司(聯交所主板上市公司，股份代號：1557)之獨立非執行董事。



Directors and Senior Management 董事及高級管理層

SENIOR MANAGEMENT

At the date of this report, the senior management of the Group comprises the executive Director above, namely Mr. Wei Qiang, and Ms. Zhao Hua. The biographies of Ms. Zhao Hua are set out below:

Ms. Zhao Hua, aged 37, joined the Company as the executive vice president in January 2020. She is mainly assisting the chief executive officer of the Company to take full charge of the daily operation and management of the Group. Ms. Zhao was an executive Director of the Company from 26 February 2015 to 11 November 2015. She has about 10 years of management experience in clean energy and commercial operation. From July 2014 to July 2016, she served as the executive vice president of Hedao International Commercial and Trading Co., Ltd., which is principally engaged in commercial center leasing, market service, warehousing service, import and export trade and mall management etc., where she was responsible for the business segment of commercial operation. In 2013, she served as the executive vice president and secretary of the board of directors of Lightway Green Energy Technology Co., Ltd., which was principally engaged in the production and sales of photovoltaic modules and the installation of solar power stations, where she was responsible for financial and human resources management. Ms. Zhao graduated from Central University of Finance and Economics in 2010, with a major in administrative management and obtained a master's degree in management. She graduated from Beijing International Studies University in 2007, with a major in international politics and obtained a Bachelor of Laws degree. Ms. Zhao is the wife of Mr. Wei Qiang, the executive Director and the chief executive officer of the Company.

Details of the interests of the Directors in the Company are disclosed in the section headed "INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS" under the "Report of the Directors".

高級管理層

於本報告日期，本集團之高級管理人員包括上述的執行董事即魏強先生，及趙華女士。趙華女士之簡歷詳見如下：

趙華女士，37歲，於二零二零年一月加入本公司擔任常務副總裁，主要協助本公司行政總裁全面負責本集團的日常運營管理工作。趙女士曾於二零一五年二月二十六日至二零一五年十一月十一日期間擔任本公司之執行董事。彼在清潔能源及商業運營方面擁有約10年的管理工作經驗。於二零一四年七月至二零一六年七月，彼曾任職和道國際商貿有限公司常務副總裁，負責商業運營板塊業務，該公司主要從事商業中心的租賃、市場服務、倉儲服務、進出口貿易及商城管理等業務。於二零一三年，彼曾任職光為綠色能源科技有限公司常務副總裁兼董事會秘書，負責財務及人力資源管理工作，該公司曾主要從事光伏組件的生產、銷售及太陽能電站的安裝等業務。趙女士於二零一零年畢業於中央財經大學，行政管理專業，並獲管理學碩士學位；二零零七年畢業於北京第二外國語學院，國際政治專業，並獲法學學士學位。趙女士乃本公司執行董事及行政總裁魏強先生之妻子。

有關董事於本公司權益的詳情於「董事會報告」內「董事及最高行政人員於本公司及相聯法團的股份、相關股份及債券中擁有的權益及淡倉」一節披露。

Report of Directors

董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the Reporting Period.

PRINCIPAL ACTIVITIES

The principal activities of the Group are smart energy business, public infrastructure construction and the related preliminary investment and post-construction operation management business, with gradual expansion and diversification to other clean energy business.

An analysis of the performance of the Group for the Reporting Period by segments is set out in note 5 to the audited consolidated financial statements. The principal activities and other particulars of the Company's principal subsidiaries are set out in note 19 to the audited consolidated financial statements.

RESULTS

The results of the Group for the Reporting Period are set out in the "Consolidated Statement of Profit or Loss" on pages 75 of this annual report.

FINANCIAL SUMMARY

A summary of the consolidated results and assets, liabilities and equity of the Group for the last five financial years and the financial key performance indicators of the Group for the Reporting Period are set out on page 180 of this annual report. This summary does not form part of the audited consolidated financial statements in this annual report.

BUSINESS REVIEW AND OUTLOOK

The business review for the Reporting Period and an indication of likely future development in the business of the Company are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. Our risk management system and a description of the principal risks and uncertainties that the Company may be facing are provided in the "Corporate Governance Report" of this annual report.

董事欣然提呈董事會報告及本集團於本報告期間的經審核綜合財務報表。

主要業務

本集團的主要業務為智慧能源業務、公建建設業務及相關前期投資和後期建設運營管理業務，並逐步拓展和豐富其他清潔能源業務。

本集團於本報告期間按業務分部之業績表現分析載於經審核綜合財務報表附註5。本公司主要附屬公司的主要業務及其他詳情載於經審核綜合財務報表附註19。

業績

本集團於本報告期間的業績載於本年報第75頁的「綜合損益表」。

財務概要

本集團於過去五個財政年度的綜合業績以及資產、負債及權益的概要及本集團於本報告期間的主要財務指標載於本年報第180頁。此概要並不構成本年報經審核綜合財務報表的一部分。

業務回顧及展望

本公司就本報告期間的業務回顧及日後可能出現的業務發展的說明載於本年報「主席報告」及「管理層討論與分析」兩節內。我們的風險管理系統以及本公司可能面臨的主要風險及不明朗因素描述載於本年報的「企業管治報告」。



Report of Directors 董事會報告

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed on 15 July 2022 by the Company, the Certificate of Incorporation on Change of Name issued by the Registrar of Companies in the Cayman Islands on 21 July 2022, and the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Companies Registrar in Hong Kong on 4 August 2022, the Company had changed its name from “LongiTech Smart Energy Holding Limited 隆基泰和智慧能源控股有限公司” to “Xinda Investment Holdings Limited 鑫達投資控股有限公司。”

FINAL DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

CLOSURE OF THE REGISTER OF MEMBERS

In order to ascertain the entitlements to attend and vote at the forthcoming annual general meeting to be held on Thursday, 25 May 2023 (the “Meeting”), the transfer books and register of members of the Company will be closed from Monday, 22 May 2023 to Thursday, 25 May 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 19 May 2023.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in note 14 to the audited consolidated financial statements in this annual report.

INTEREST-BEARING BORROWINGS

Details of interest-bearing borrowings of the Group as at 31 December 2022 are set out in note 29 to the audited consolidated financial statements in this annual report.

更改公司名稱

根據本公司於二零二二年七月十五日通過的特別決議，開曼群島公司註冊處處長於二零二二年七月二十一日簽發的公司更改名稱註冊證書，及香港公司註冊處處長於二零二二年八月四日發出註冊非香港公司變更名稱註冊證明書，本公司名稱已由「LongiTech Smart Energy Holding Limited 隆基泰和智慧能源控股有限公司」變更為「Xinda Investment Holdings Limited 鑫達投資控股有限公司」。

末期股息

董事會並不建議就截至二零二二年十二月三十一日止年度派付末期股息(二零二一年：無)。

截止股份過戶登記

為釐定出席於二零二三年五月二十五日(星期四)舉行的應屆股東週年大會(「大會」)及於大會上投票的資格，本公司將於二零二三年五月二十二日(星期一)至二零二三年五月二十五日(星期四)期間(包括首尾兩日)暫停辦理股份過戶登記手續。為符合資格出席大會，所有股份過戶文件連同相關股票須於二零二三年五月十九日(星期五)下午四時三十分之前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

物業、廠房及設備

本集團於本報告期間的物業、廠房及設備變動詳情載於本年報經審核綜合財務報表附註14。

計息借貸

本集團於二零二二年十二月三十一日的計息借貸詳情載於本年報經審核綜合財務報表附註29。

Report of Directors 董事會報告

EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, no equity-linked agreements were entered into by the Group, or existed during the Reporting Period.

SHARE CAPITAL

Details of the movements in the Company's issued share capital during the Reporting Period are set out in note 28(a) to the audited consolidated financial statements in this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the "Articles of Association") or the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands where the Company was incorporated, which would oblige the Company to offer new shares of the Company (the "Shares") on a pro rata basis to existing Shareholders.

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

During the year ended 31 December 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

RESERVES

Details of movements in the reserves of the Group during the Reporting Period are set out in note 28(b) to the audited consolidated financial statements and in the consolidated statement of changes in equity respectively in this annual report.

DISTRIBUTABLE RESERVES

At 31 December 2022, the aggregate amount of reserves available for distribution to equity Shareholders was RMB1,159,694,000 (31 December 2021: RMB1,066,391,000).

股票掛鈎協議

除於本年報所披露者外，於本報告期間，本集團概無訂立或仍參與任何股票掛鈎協議。

股本

本公司於本報告期間的已發行股本變動詳情載於本年報經審核綜合財務報表附註28(a)。

優先購買權

本公司組織章程細則(「章程」)或本公司註冊成立所在地開曼群島法例第22章公司法(一九六一年第3號法例，經綜合及修訂)並無優先購買權條文，規定本公司須按比例向現有的股東發售新的本公司股份(「股份」)。

購買、出售或贖回本公司上市證券

於截至二零二二年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

本集團於本報告期間的儲備變動詳情分別載於本年報經審核綜合財務報表附註28(b)及綜合權益變動表。

可供分派儲備

於二零二二年十二月三十一日，可供分派予權益股東的儲備總額為人民幣1,159,694,000元(二零二一年十二月三十一日：人民幣1,066,391,000元)。



CHARITABLE DONATIONS

The Group did not make any charitable donations during the Reporting Period (2021: Nil).

ENVIRONMENTAL AND SOCIAL RESPONSIBILITIES

The Group is principally engaged in the smart energy and public infrastructure construction businesses. The smart energy business, which mainly the operation of solar power plants, is an environmentally friendly business. With the focus on the smart energy business, the Group strives to develop clean energy sources and is committed to protecting the environment and mitigating the impact of its operations on the environment. The Group's public infrastructure construction business represents the Baoding Donghu PPP project. The project is to develop a new functional urban area in Baoding city highlighted with ecological culture. The project comprises a lake district with an area of 660 mu, park and green space with an area of 250,000 square metres, Guan Hanqing theater and museum with an area of approximately 70,000 square metres and urban protective green belt with an area of 310,000 square metres. The project connects to public and infrastructural facilities such as the municipal road of 4.68 square kilometres, educational facilities for primary and secondary schools, and public stations. It will improve the urban function of Baoding city, enrich the cultural asset of the city, and enrich the cultural life of the citizens while bringing benefits to the environment.

In the course of developing its smart energy and public infrastructure construction businesses, the Group is mainly subject to the supervision and restriction under the following environmental laws and regulations: the Law of the People's Republic of China on Environmental Protection, the Law of the People's Republic of China on Prevention and Control of Water Pollution, the Law of the People's Republic of China on Prevention and Control of Atmospheric Pollution, the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste, the Law of the People's Republic of China on Appraising of Environment Impacts and the Regulations on the Administration of Environmental Protection of Construction Projects. The Group has paid consistent attention to complying with the laws and regulations on environmental protection. Throughout the Reporting Period, the Group has complied with the relevant laws and regulations on environmental protection that have a material impact on the Group.

慈善捐獻

本集團於本報告期間並無作出慈善捐獻(二零二一年：無)。

環境及社會責任

本集團之主營業務為智慧能源及公建建設業務，其中智慧能源業務主要是運營光伏電站，屬環境友好型產業。本集團致力於以發展清潔能源為主的智慧能源業務，保護環境並減少運營對環境的影響。本集團的公建建設業務為保定東湖PPP項目，該項目以生態文化為核心，打造保定市的新城市功能區。該項目將擁攬660畝湖區，25萬平方米公園綠地，近7萬平方米的關漢卿大劇院和博物館，31萬平方米的城市防護綠化帶，貫通東湖4.68平方公里的市政道路、小學、中學教育設施和公交場站等公建及基礎設施項目，完善保定城市功能，豐富城市文化內涵，在貢獻有益的環境影響的同時豐富了市民的文化生活。

本集團在智慧能源及公建建設業務發展過程中，主要遵守以下環境法律及法規所規定的監管及限制：《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國環境影響評價法》及《建設項目環境保護管理條例》。本集團一向重視遵守環境保護法律法規，於本報告期間，本集團已遵守對本集團有重大影響的相關環境保護法律、法規。

Report of Directors 董事會報告

We also recognise the importance of maintaining mutually beneficial relationships with stakeholders, including our Shareholders and investors, government organs, employees, customers, suppliers and local communities. Their support is vital to the Group's sustainable development. We pay close attention to the needs of all our stakeholders, offer solutions to address their needs and continuously interact with them in ways that are conducive to the sustainable growth of the Company, the industry and the community.

For details of the Group's environmental, social and governance report (the "ESG Report") for 2022, please refer to the 2022 ESG Report of the Company issued at the same time of this report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group operates its businesses mainly in Mainland China. The development and operation of the Group's smart energy and public infrastructure construction businesses in the PRC are mainly regulated by the local laws and regulations on renewable energy, electricity supply and construction projects, as well as various policies and industry guidelines issued by such local governments. There was no incident of non-compliance with the relevant laws and regulations that had or would have a significant impact on the Company during the Reporting Period. For details, please refer to the 2022 ESG Report of the Company issued at the same time of this report.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS

Connected Transaction

The Group didn't carried out any connected transaction (other than connected transactions that were fully exempted under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") during the Reporting Period.

我們也意識到維持與利益相關方的互利關係之重要。利益相關方包括我們的股東及投資者、政府機構、僱員、客戶、供貨商及當地小區，其支持對本集團之可持續發展至關重要。我們密切關注各利益相關方的需求，提供解決方案以滿足其需求，並不斷以有益於本公司、行業及小區可持續增長之方式與利益相關方互動。

關於本集團二零二二年度之環境、社會責任及企業管治報告(「ESG報告」)之詳情，請參閱與本報告同時刊發的本公司二零二二年ESG報告。

遵守相關法律法規

本集團業務主要於中國內地運營。本集團在中國的智慧能源及公建建設業務的開發和運營，主要受當地的可再生能源和電力供應、工程建設相關法律法規及當地政府頒佈的各項政策和行業指導規範。於本報告期間，概無違反相關法律法規並已經或可能會對本公司造成重大影響的事故發生。有關詳情請見與本報告同時刊發的本公司二零二二年ESG報告。

關連交易及持續關連交易

關連交易

本集團於本報告期間未進行任何關連交易(惟根據聯交所證券上市規則(「上市規則」)第14A章獲全面豁免的關連交易除外)。



Continuing Connected Transactions

The Group carried out the following continuing connected transactions (other than continuing connected transactions that are fully exempted under Chapter 14A of the Listing Rules) during the Reporting Period:

(1) First Master Agreement and Second Master Agreement in relation to the supply of electricity

First Master Agreement

On 10 July 2017, Gao Bei Dian City Guangshuo New Energy Group Co., Ltd. (“**Guangshuo**”), an indirect wholly-owned subsidiary of the Company, entered into a master agreement (“**First Master Agreement**”) with Longjitaihe Property Co., Ltd. (“**Longjitaihe Property**”) in respect of the continuing connected transactions between members of the Group and Longjitaihe Property and its subsidiaries.

Pursuant to the terms of the First Master Agreement, members of the Group will lease roof top and related storage and operation spaces from Longjitaihe Property and its subsidiaries for the installation of the solar power plant facilities of the Group, and upon the solar power plants get connected to the grid, supply electricity to Longjitaihe Property and its subsidiaries.

In respect of the supply of electricity by Guangshuo to Longjitaihe Property, the fees will be based on the unit price per kWh as published by the Provincial Price Bureau of which the power station projects are located at (which is subject to adjustment from time to time), with a discount of no more than 20% being offered in comprehensive consideration of the free rental of roof top and the electricity usage of the landlord, etc. The transactions under such electricity purchase agreement are conducted in the usual and ordinary course of business of the Group on normal commercial terms, and under equivalent conditions, the terms and consideration are similar to those offered to independent third party customers.

The First Master Agreement has a term of 20 years for the leases and a term of 25 years for the supply of electricity. The annual caps under the First Master Agreement in respect of the supply of electricity to Longjitaihe Property during the term of the agreement will not exceed RMB10,000,000.

持續關連交易

本集團於本報告期間進行以下持續關連交易(惟根據上市規則第14A章獲全面豁免的持續關連交易除外):

(1) 有關供應電力的首份總協議及第二份總協議 首份總協議

於二零一七年七月十日，本公司之間接全資附屬公司高碑店市光碩新能源集團有限公司(「**光碩**」)與隆基泰和置業有限公司(「**隆基泰和置業**」)訂立總協議(「**首份總協議**」)，內容有關本集團成員公司與隆基泰和置業及其附屬公司的持續關連交易。

根據首份總協議的條款，本集團成員公司將向隆基泰和置業及其附屬公司租賃屋頂以及相關貯存及操作空間，以供安裝本集團的光伏電站設施，並將於光伏電站併網發電後向隆基泰和置業及其附屬公司供應電力。

就光碩向隆基泰和置業所供應的電力而言，費用將以電站項目所在地省物價局所發佈的每千瓦時單位價格計算(可不時調整)，並於綜合考慮免費租賃屋頂及業主用電量等情況後提供不多於20%的折扣。該購電協議項下的交易乃本集團於一般及日常業務過程中按正常商業條款進行，且在同等條件下，其條款及代價與提供予獨立第三方客戶者相若。

首份總協議的租賃期限為20年，而電力供應期限為25年。於協議期內，首份總協議項下就向隆基泰和置業供應電力的年度上限將不會超過人民幣10,000,000元。

Report of Directors 董事會報告

Longjitaihe Property is a company controlled and owned by Mr. Wei Shaojun, the controlling Shareholder of the Company. The transactions contemplated under the First Master Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

Second Master Agreement

On 10 July 2017, Guangshuo entered into another master agreement (the “**Second Master Agreement**”) with Longjitaihe Group Limited (“**Longjitaihe Group Limited**”) (formerly known as “**Longjitaihe Industrial Co., Limited**”) and Lightway Green Energy Technology Co., Ltd. (“**Lightway Green Energy**”), in respect of the continuing connected transactions between members of the Group and Longjitaihe Group Limited, Lightway Green Energy and their subsidiaries.

Pursuant to the terms of the Second Master Agreement, members of the Group will lease roof top and related storage and operation spaces from Longjitaihe Group Limited and Lightway Green Energy and their subsidiaries for the installation of the solar power plant facilities of the Group, and upon the solar power plants get connected to the grid, supply electricity to Longjitaihe Group Limited and Lightway Green Energy and their subsidiaries.

In respect of the supply of electricity by Guangshuo, the fees will be based on the unit price per kWh as published by the Provincial Price Bureau of which the power station projects are located at (which is subject to adjustment from time to time), with a discount of no more than 20% being offered in comprehensive consideration of the free rental of roof top and the electricity usage of the landlord, etc. The transactions under such electricity purchase agreement are conducted in the usual and ordinary course of business of the Group on normal commercial terms, and under equivalent conditions, the terms and consideration are similar to those offered to independent third party customers.

The Second Master Agreement has a term of 20 years for the leases and a term of 25 years for the supply of electricity. The annual caps under the Second Master Agreement in respect of the supply of electricity to Longjitaihe Group Limited and Lightway Green Energy during the term of the agreement will not exceed RMB8,000,000.

隆基泰和置業乃由本公司控股股東魏少軍先生控股擁有的公司。根據上市規則第14A章，首份總協議項下擬進行的交易構成本公司的持續關連交易。

第二份總協議

於二零一七年七月十日，光碩與隆基泰和集團有限公司(「**隆基泰和集團**」)(前稱「**隆基泰和實業有限公司**」)及光為綠色能源科技有限公司(「**光為綠色能源**」)訂立另一份總協議(「**第二份總協議**」)，內容有關本集團成員公司與隆基泰和集團、光為綠色能源及其附屬公司的持續關連交易。

根據第二份總協議的條款，本集團成員公司將向隆基泰和集團以及光為綠色能源及其附屬公司租賃屋頂以及相關貯存及操作空間，以供安裝本集團的光伏電站設施，並將於光伏電站併網發電後向隆基泰和集團以及光為綠色能源及其附屬公司供應電力。

就光碩所供應的電力而言，費用將以電站項目所在地省物價局所發佈的每千瓦時單位價格計算(可不時調整)，並於綜合考慮免費租賃屋頂及業主用電量等情況後提供不多於20%的折扣。該購電協議項下的交易乃本集團於一般及日常業務過程中按正常商業條款進行，且在同等條件下，其條款及代價與提供予獨立第三方客戶者相若。

第二份總協議的租賃期限為20年，而電力供應期限為25年。於協議期內，第二份總協議項下就向隆基泰和集團及光為綠色能源供應電力的年度上限將不會超過人民幣8,000,000元。



Report of Directors 董事會報告

Longjitaihe Group Limited and Lightway Green Energy are companies controlled and owned by Mr. Wei Shaojun and Mr. Wei Qiang, the controlling Shareholder and the Director of the Company respectively. The transactions contemplated under the Second Master Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

For details, please refer to the announcements of the Company dated 27 April 2017, 9 June 2017, 10 July 2017 and the circular dated 22 May 2017.

The transaction amounts under the First Master Agreement and the Second Master Agreement for the year ended 31 December 2022 were approximately RMB3,229,000 and RMB5,978,000 respectively.

In October 2018, Guangshuo completed the acquisition from Baoding Lightway Green Energy Technology Co., Ltd. (“**Baoding Lightway**”, a wholly-owned subsidiary of Lightway Green Energy) a 10.2 MW distributed solar power plant located at the Lightway Industrial Park, Hebei Province, the PRC. Upon completion, Guangshuo supplied electricity to Baoding Lightway, and Baoding Lightway has undertaken that its annual minimum electricity consumption is not less than 10 million degrees per year (except the normal physical decline of 0.7% per year), otherwise Baoding Lightway should pay the difference to Guang Shuo. During the Reporting Period, Baoding Lightway has fulfilled the above-mentioned minimum electricity consumption commitment. The transaction amount of electricity sold by Guangshuo to Baoding Lightway is included in the Second Master Agreement.

Implications under the Listing Rules

As the annual caps in respect of the continuing connected transactions under the First Master Agreement and the Second Master Agreement on an aggregate bases are expected to be more than 0.1% but less than 5%, the First Master Agreement and the Second Master Agreement are subject to the reporting, announcement and annual review requirements and exempted from the independent Shareholders’ requirement under Chapter 14A of the Listing Rules.

隆基泰和集團及光為綠色能源科由魏少軍先生及魏強先生(分別為本公司控股股東及董事)控股擁有的公司。根據上市規則第14A章，第二份總協議項下擬進行的交易構成本公司的持續關連交易。

詳情請參閱本公司日期分別為二零一七年四月二十七日、二零一七年六月九日及二零一七年七月十日的公告及二零一七年五月二十二日的通函。

截至二零二二年十二月三十一日止年度，首份總協議及第二份總協議的交易金額分別約為人民幣3,229,000元及人民幣5,978,000元。

於二零一八年十月，光碩完成收購保定光為綠色能源科技有限公司(「**保定光為**」，光為綠色能源之全資附屬公司)位於中國河北光為工業園之10.2兆瓦分佈式太陽能電站。完成後，光碩將向保定光為供電，並保定光為承諾每年最低用電量不低於1,000萬度/年(電站每年0.7%的正常物理衰減除外)，否則保定光為應就差額部分向光碩進行補償。於本報告期間，保定光為已履行上述最低用電量之承諾。光碩向保定光為所出售電量之交易金額已包含在第二份總協議中。

上市規則的涵義

由於預期首份總協議及第二份總協議項下持續關連交易的年度上限按合計基準將多於0.1%但少於5%，故首份總協議及第二份總協議須遵守上市規則第14A章項下的申報、公告及年度審閱規定，並獲豁免遵守獨立股東批准的規定。

Report of Directors 董事會報告

(2) 2021 Renewal Agreement

On 18 June 2021, the Company entered into the 2021 renewal agreement (the “2021 Renewal Agreement”) with Longjitaihe Group Limited, pursuant to which the Company has agreed to provide through the Company or any of its subsidiaries to Longjitaihe Group Limited or any one of its subsidiaries, and/or third parties designed by Longjitaihe Group Limited, collectively or individually, a revolving loan in a maximum principal amount of up to RMB11,000,000 for the availability period commenced from 18 June 2021 and ended on 18 June 2022. After the expiration of the 2021 Renewal Agreement, the Company did not sign any new renewal agreement.

For details, please refer to the announcement of the Company dated 18 June 2021.

The maximum transaction amount under the 2021 Renewal Agreement for the period from 1 January 2022 to 18 June 2022 was approximately RMB10,430,000.

Implications under the Listing Rules

As at the date of the 2021 Renewal Agreement, Longjitaihe Group Limited was held as to 99% by Mr. Wei Shaojun, the controlling Shareholder of the Company. Accordingly, the 2021 Renewal Agreement and the transaction contemplated thereunder constituted continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the transaction under the 2021 Renewal Agreement exceeded 0.1% but were less than 5%, the transaction was only subject to reporting, annual review and announcement requirements but were exempt from the circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

The independent non-executive Directors have reviewed the continuing connected transactions set out above and have confirmed that the continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

(2) 二零二一年更新協議

於二零二一年六月十八日，本公司與隆基泰和集團訂立循環貸款二零二一年更新協議（「二零二一年更新協議」），據此，本公司同意透過本公司或其任何附屬公司向（共同或個別）隆基泰和集團或其任何一間附屬公司及／或隆基泰和集團指定的第三方提供循環貸款，本金額最高為人民幣11,000,000元，有效期限由二零二一年六月十八日起至二零二二年六月十八日止。二零二一年更新協議到期後，本公司未簽署任何新的更新協議。

詳情請參閱本公司日期為二零二一年六月十八日的公告。

於二零二二年一月一日至二零二二年六月十八日，二零二一年更新協議項下的最高交易金額約為人民幣10,430,000元。

上市規則的涵義

於二零二一年更新協議日期，隆基泰和集團由本公司控股股東魏少軍先生持有99%權益，因此，二零二一年更新協議及其項下擬進行的交易構成上市規則第14A章項下的本公司持續關連交易。

由於二零二一年更新協議項下交易的適用百分比率超過0.1%但低於5%，該交易僅須遵守上市規則第14A章項下申報、年度審核及公告規定，但獲豁免遵守通函及獨立股東批准規定。

獨立非執行董事已審閱上文所載述的持續關連交易，並確認該等持續關連交易乃：(i) 於本集團一般及日常業務過程中；(ii) 按一般商業條款或較佳的條款；及(iii) 根據規管該等交易的有關協議按公平合理且符合股東整體利益的條款訂立。



Report of Directors 董事會報告

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued their unqualified letter containing the auditor's findings and conclusions in respect of the continuing connected transactions above-mentioned in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been submitted by the Company to the Stock Exchange.

Save for the continuing connected transactions disclosed above, the Board is of the view that those material related party transactions disclosed in note 35 to the audited consolidated financial statements as contained in this annual report do not constitute "connected transactions" or "continuing connected transactions", as the case may be, that are subject to the reporting, announcement or independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in respect of the above connected transactions.

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 72% (2021: 43%) of the total sales for the Reporting Period and sales to the largest customer included therein amounted to 47% (2021: 32%) of the total sales for the Reporting Period. Purchases from the Group's five largest suppliers accounted for approximately 88% (2021: 63%) of the total purchase for the Reporting Period and purchase from the Group's largest supplier included therein amounted to 36% (2021: 26%) of the total purchase for the Reporting Period.

During the Reporting Period, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares) had any interest in the Group's five largest customers or suppliers.

本公司的核數師接受委聘，按照香港會計師公會頒佈的《香港鑒證業務準則》第3000號（經修訂）「歷史財務資料審核或審閱以外之鑒證業務」，並參考《實務說明》第740號「香港上市規則規定的持續關連交易的核數師函件」，就本集團的持續關連交易作出報告。核數師已按照上市規則第14A.56條出具無保留意見函件，載列有關前述持續關連交易的核數師審核結果及結論。本公司已向聯交所提交核數師函件副本。

除上文所披露的持續關連交易外，董事會認為，本年報所載經審核綜合財務報表附註35所披露的該等重大關聯方交易並不構成須遵守上市規則第14A章有關申報、公告或獨立股東批准規定的「關連交易」或「持續關連交易」（視情況而定）。本公司已就上述關連交易遵守上市規則第14A章的披露規定。

主要客戶及供應商

本集團向五大客戶所作銷售額佔本報告期間總銷售額約72%（二零二一年：43%），其中向最大客戶所作銷售額佔本報告期間總銷售額的47%（二零二一年：32%）。本集團向五大供應商所作採購額佔本報告期間總採購額約88%（二零二一年：63%），其中向本集團最大供應商所作採購額佔本報告期間總採購額的36%（二零二一年：26%）。

於本報告期間，董事或彼等的任何緊密聯繫人或任何股東（就董事所知擁有本公司已發行股份5%以上者）概無於本集團五大客戶或供應商中擁有任何權益。

Report of Directors 董事會報告

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its brand competitiveness and dominant status, the Group aims at delivering constantly high standards of quality in the products and service to its customers. During the Reporting Period, there was no material and significant dispute between the Group and its suppliers and/or customers.

DIRECTORS

The Directors during the Reporting Period and currently are as follows:

Executive Directors

Mr. Wei Qiang (*Chairman and Chief Executive Officer*)

Non-executive Director

Mr. Wei Shaojun
(*Resigned on 24 June 2022*)

Independent non-executive Directors

Dr. Han Qinchun
Mr. Wong Yik Chung, John
Mr. Han Xiaoping (*Resigned on 8 July 2022*)
Mr. Feng Zhidong (*Appointed with effect on 7 October 2022*)

In accordance with article 108(a) of the Articles of Association, at the forthcoming Meeting to be held, Mr. Wei Qiang and Mr. Wong Yik Chung, John will retire from office as Directors, and being eligible, have offered themselves for re-election as Directors. Pursuant to the article 112 of the Articles of Association, Mr. Feng Zhidong will retire from office as a Director at the forthcoming Meeting, and being eligible, has offered himself for re-election. At the forthcoming Meeting, ordinary resolutions will be proposed to re-elect Mr. Wei Qiang, Mr. Wong Yik Chung, John and Mr. Feng Zhidong as Directors.

與僱員、客戶及供應商的關係

本集團明白僱員是寶貴資產，因此提供具競爭力的薪酬待遇以吸引及激勵僱員。本集團會定期檢討僱員的薪酬待遇，並於有需要時作出調整以符合市場水平。

本集團亦明白與供應商和客戶維持良好關係對達成其即時及長遠目標的重要性。本集團為保持其品牌的競爭力及主導地位，銳意向客戶提供始終如一的優質產品和服務。於本報告期間，本集團與供應商及／或客戶並無發生任何實質和重大的爭議。

董事

於本報告期間及目前的董事如下：

執行董事

魏強先生 (*主席兼行政總裁*)

非執行董事

魏少軍先生
(*已於二零二二年六月二十四日辭任*)

獨立非執行董事

韓秦春博士
黃翼忠先生
韓曉平先生 (*已於二零二二年七月八日辭任*)
馮志東先生 (*於二零二二年十月七日獲委任並生效*)

根據章程第108(a)條，在應屆大會上，魏強先生及黃翼忠先生各自將退任董事一職，並符合資格及願意膺選連任為董事。根據章程第112條，馮志東先生將於應屆大會上退任董事一職，並符合資格及願意膺選連任。於應屆大會上，將提呈普通決議案重選魏強先生、黃翼忠先生及馮志東先生為董事。



BIOGRAPHIES OF DIRECTORS AND OTHER SENIOR MANAGEMENT

The biographical details of the Directors and other senior management are disclosed in the section headed “Directors and Senior Management” of this annual report.

董事及其他高級管理層的履歷

董事及其他高級管理層的履歷詳情於本年報「董事及高級管理層」一節披露。

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received a written confirmation from each of the independent non-executive Directors in respect of his independence in accordance with Rule 3.13 of the Listing Rules. The Board considers that all independent non-executive Directors are being considered to be independent by reference to the factors stated in the Listing Rules.

獨立非執行董事的獨立性 確認書

本公司已收到各獨立非執行董事根據上市規則第3.13條的規定就其獨立性發出的書面確認。經參考上市規則所述因素，董事會認為所有獨立非執行董事均被視為獨立人士。

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming Meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事的服務合約

擬於應屆大會上膺選連任的任何董事概無與本公司訂立的服務合約不得由本公司於一年內終止而毋須支付賠償(法定賠償除外)。

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the Reporting Period.

管理合約

除董事的服務合約外，本公司於本報告期間概無與任何人士、公司或法人團體訂立任何合約，以管理或處理本公司任何業務的全部或任何重大部分。

REMUNERATION OF THE DIRECTORS

Details of the remuneration of the Directors are set out in note 37 to the audited consolidated financial statements in this annual report.

董事的薪酬

董事的薪酬詳情載於本年報經審核綜合財務報表附註37。

Report of Directors 董事會報告

EMOLUMENT POLICY

The remuneration committee (the “**Remuneration Committee**”) of the Company is set up for reviewing the Group’s emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group’s operating results, individual performance and comparable market practices. The remunerations of the Directors are determined with reference to the economic situation, the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

Details of the emoluments of the Directors, and five highest paid individuals during the Reporting Period are set out in notes 7 and 37 to the audited consolidated financial statements in this annual report.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in note 7 to the audited consolidated financial statements in this annual report.

CHANGE TO INFORMATION IN RESPECT OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, after the interim report for the six-month ending 30 June 2022, there was no change to information in respect of a Director which is required to be disclosed and has been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

薪酬政策

本公司薪酬委員會（「**薪酬委員會**」）的設立旨在根據本集團的經營業績、個人表現及可作比較的市場慣例，檢討本集團的薪酬政策及本集團所有董事及高級管理層的薪酬架構。各董事的薪酬乃參考經濟狀況、市場條件以及各董事所承擔的職責和責任及其個人表現而釐定。

董事及五位最高薪人士於本報告期間的酬金詳情載於本年報經審核綜合財務報表附註7及37。

退休及僱員福利計劃

本公司退休及僱員福利計劃的詳情載於本年報經審核綜合財務報表附註7。

董事的資料變動

根據上市規則第13.51B(1)條，於截至二零二二年六月三十日止六個月之中報日期後，並無任何董事資料變動為董事根據上市規則第13.51(2)條(a)至(e)段及(g)段須予及已予披露者。



Report of Directors 董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 35 to the audited consolidated financial statements and in the section headed “Connected Transactions and Continuing Connected Transactions” in this annual report, neither Director nor entity connected with the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group subsisting at any time during the Reporting Period or at the end of the year to which the Company, its holding company, or any of its subsidiaries was a party.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed below, as at 31 December 2022, none of the Directors or any of their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Pursuant to Rule 8.10(2) of the Listing Rules, the following current Directors held share interests and/or directorships in companies engaged in businesses which compete or likely to compete, either directly or indirectly, with the businesses of the Group:

董事於重大交易、安排或合約的權益

除本年報經審核綜合財務報表附註35及「關連交易及持續關連交易」一節所披露者外，董事及與董事有關連的實體概無於本公司、其控股公司或其任何附屬公司訂立而於本報告期間內任何時間或年末存續，且與本集團業務有重大關係的任何交易、安排或合約中直接或間接擁有重大權益。

董事收購股份或債券的權利

除本年報內另作披露者外，於本報告期間內任何時間，本公司或其任何附屬公司並無訂立任何安排，致使董事可藉收購本公司或任何其他法人團體的股份或債券而獲益，而董事或其任何配偶或未滿18歲子女亦無獲授任何權利，以認購本公司或任何其他法人團體的股本或債務證券，或已行使任何有關權利。

董事於競爭業務的權益

除下文所披露者外，於二零二二年十二月三十一日，董事或彼等各自的任何聯繫人概無從事與本集團業務構成或可能構成直接或間接競爭的任何業務或於當中擁有任何權益。

根據上市規則第8.10(2)條，以下現任董事於從事業務與本集團業務構成或可能構成直接或間接競爭的公司中持有股份權益及／或擔任董事：

Report of Directors 董事會報告

Mr. Wei Shaojun (resigned as a non-executive Director of the Company on 24 June 2022) holds share interests and directorships in Longjitaihe Group Limited (together with its subsidiary, the “Longjitaihe Group”), and Mr. Wei Qiang works as a senior management in Longjitaihe Group (Resigned as a senior management on 1 April 2022), Longjitaihe Group engages in businesses of public infrastructure construction business. As smart energy business constitutes the Group’s principal business activities, the Group currently has no plan to further expand public infrastructure construction business after the Baoding Donghu Project is complete. On this basis, it does not exist any material competition between the businesses of the Group and those of the Longjitaihe Group.

Each of the Directors is aware of his fiduciary duties as a Director of the Company which require, among other things, that he acts for the benefit and in the best interests of the Company and avoids any conflicts between his duties as a Director and his personal interest.

As the Board is independent of the boards of the aforesaid companies and maintains three independent non-executive Directors, the Group operates its businesses independently of, and at arm’s length from, the businesses of the aforesaid companies.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Share Option Scheme”) on 22 November 2011.

1. Purpose

The purpose of the Share Option Scheme is to attract and retain the eligible persons, to provide additional incentive to them and to promote the success of the business of the Group.

2. Participants

The Board is authorised, at their absolute discretion and subject to the terms of the Share Option Scheme, to grant options to subscribe the Shares to, inter alia, any employees (full-time and part-time), directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group.

魏少軍先生(已於二零二二年六月二十四日辭任本公司非執行董事)於隆基泰和集團有限公司(連同其附屬公司為「隆基泰和集團」)持有股份權益及擔任董事，及魏強先生於隆基泰和集團擔任高級管理人員(已於二零二二年四月一日辭任高級管理人員)，而隆基泰和集團乃從事公建建設業務。由於本集團的主要業務活動為智慧能源，於保定東湖項目完結後，本集團目前沒有計劃進一步拓展公建建設業務。因此，本集團的業務與隆基泰和集團的業務不存在重大競爭。

董事各自瞭解其作為本公司董事的受信責任，即(其中包括)其行事須以本公司的利益為依歸並符合本公司的最佳利益，亦須避免其董事職責與本身的個人利益產生任何衝突。

由於董事會乃獨立於上述公司的董事會且成員包括三名獨立非執行董事，故本集團獨立於上述公司的業務按公平基準經營其業務。

購股權計劃

本公司於二零一一年十一月二十二日採納一項購股權計劃(「購股權計劃」)。

1. 目的

購股權計劃旨在吸引及挽留合資格人士，向彼等提供額外獎勵以及推動本集團業務創出佳績。

2. 參與者

董事會獲授權全權酌情根據購股權計劃的條款，向(其中包括)本集團任何僱員(全職及兼職)、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權，以供認購股份。



3. Total number of Shares available for issue under the Share Option Scheme

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10% of the number of the issued Shares of the Company as at the Listing Date. On 12 June 2018, the Company had refreshed the scheme mandate limit of the Share Option Scheme to 10% of the aggregate number of the Shares of the Company in issue as at that date, i.e. a total of 137,842,200 Shares, representing 9.28% of the number of the Shares of the Company in issue as at the date of this report.

4. Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of options granted to any grantee (including both exercised and outstanding options) under the Share Option Scheme, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue.

5. Period within which the Shares must be taken up under an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

6. Minimum period for which an option must be held before it can be exercised

The Board may in its absolute discretion set a minimum period for which an option must be held and performance targets that must be achieved before an option can be exercised.

7. Time of acceptance and the amount payable on acceptance of the option

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.00.

3. 根據購股權計劃可供發行的股份總數

根據購股權計劃可予授出的購股權所涉及的股份數目上限，合共不得超出於上市日期本公司已發行股份數目的10%。於二零一八年六月十二日，本公司已更新購股權計劃的計劃授權限額至該日本公司已發行股份總數的10%，即合共137,842,200股股份，佔本公司於本報告日期已發行股份數目的9.28%。

4. 各參與者的配額上限

截至授出日期止任何12個月期間，任何承授人因行使根據購股權計劃獲授的購股權（包括已行使及尚未行使的購股權）而獲發行及將獲發行的股份總數，不得超過已發行股份的1%。

5. 根據購股權必須認購股份的期限

購股權可於董事會可能釐定的期間內隨時根據購股權計劃的條款行使，惟有關期間不得超過由授出日期起計十年，並受有關提前終止條文所規限。

6. 於購股權行使前必須持有購股權的最短期限

董事會可全權酌情設定行使購股權前必須持有購股權的最短期限及須達成的表現目標。

7. 接納時限及接納購股權時應付的款項

授出購股權的要約限於發出有關要約日期（包括當日）起七日內接納。購股權的承授人須於接納要約時就獲授的購股權向本公司支付1.00港元。

Report of Directors 董事會報告

8. Basis of determining the subscription price

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall not be lower than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

9. Life of the Share Option Scheme

The Share Option Scheme became unconditional on the Listing Date and shall be valid and effective for a period of ten years commencing on 22 November 2011. On 21 November 2021, the Share Option Scheme had been expired.

The Company has not adopted any new share option scheme during the Reporting Period after expiration of the previous Share Option Scheme.

As at 31 December 2022, details of the movement of the share options under the Share Option Scheme are as follows:

8. 認購價的釐定基準

根據購股權計劃授出的任何特定購股權所涉及股份的認購價由董事會全權釐定並通知參與者，且不得低於以下各項的最高者：(i)於購股權授出日期聯交所每日報價表所示的股份收市價；(ii)緊接購股權授出日期前5個營業日聯交所每日報價表所示的股份平均收市價；及(iii)股份於購股權授出日期的面值。

9. 購股權計劃的有效期

購股權計劃已於上市日期成為無條件，並於二零一一年十一月二十二日起計十年期間有效及生效。於二零二一年十一月二十一日，購股權計劃已到期。

自舊的購股權計劃到期後，於本報告期間，本公司並無採納任何新的購股權計劃。

於二零二二年十二月三十一日，購股權計劃項下有關購股權變動的詳情如下：

Name and category of participants	Date of grant	Exercise period	Closing price preceding date of grant (HK\$ per share)	Exercise price (HK\$ per Share)	Adjusted exercise price (HK\$ per Share) (Note 1)	Number of Share Options					As at 31 December 2022
						As at 1 January 2022	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	
參與者姓名及類別	授出日期	行使期間	授出日期前的收市價 (每股 港元)	行使價 (每股 港元)	經調整行使價 (每股 港元) (附註1)	於二零二二年一月一日	本報告期間內授出	本報告期間內行使	本報告期間內註銷	本報告期間內失效	於二零二二年十二月三十一日
<i>Directors</i>											
<i>董事</i>											
Dr. Han Qinchun 韓秦春博士	26 January 2018 二零一八年一月二十六日	26 January 2018 to 25 January 2028 二零一八年一月二十六日至 二零二八年一月二十五日	1,711	2,132	1,7796	359,400	-	-	-	-	359,400
Mr. Wong Yik Chung, John 黃翼忠先生	26 January 2018 二零一八年一月二十六日	26 January 2018 to 25 January 2028 二零一八年一月二十六日至 二零二八年一月二十五日	1,711	2,132	1,7796	359,400	-	-	-	-	359,400
Mr. Han Xiaoping (Resigned on 8 July 2022) 韓曉平先生 (於二零二二年七月八日辭任)	26 January 2018 二零一八年一月二十六日	26 January 2018 to 25 January 2028 二零一八年一月二十六日 至二零二八年一月二十五日	1,711	2,132	1,7796	359,400	-	-	-	359,400	-
Total 總計						1,078,200	-	-	-	(359,400)	718,800



Report of Directors 董事會報告

Notes:

1. Pursuant to the terms of the Share Option Scheme, adjustments are required for the exercise price and the number of Shares available for subscription under the outstanding share options as a result of the Company's rights issue, with effect from 22 March 2018. The exercise price of the share options granted on 26 January 2018 was adjusted to HK\$1.7796 per Share. For details, please refer to the announcement of the Company dated 21 March 2018.
2. As at 31 December 2022, the weighted average exercise price of options outstanding is HK\$1.8 (2021: HK\$1.8)

As the Share Option Scheme had been expired on 21 November 2021, the number of share options available for grant under the Share Option Scheme was all Nil as of 31 December 2022 and as of 31 December 2022.

The number of Shares that may be issued in respect of the options granted under the Share Option Scheme during the year ended 31 December 2022 divided by the weighted average number of the Shares in issue of the Company for the year ended 31 December 2022 is 0.048%.

During the Reporting Period, no expense arose from share-based payment transactions previously recognised as part of employee benefit expense (2021: Nil).

附註：

1. 根據購股權計劃的條款，由於本公司進行供股，行使價及可根據尚未行使購股權認購之股份數目須作出調整，自二零一八年三月二十二日起生效。二零一八年一月二十六日所授出的購股權之行使價獲調整為每股1.7796港元。有關詳情可參閱本公司日期為二零一八年三月二十一日的公告。
2. 於二零二二年十二月三十一日，未行使購股權的加權平均行使價為1.8港元(二零二一年：1.8港元)。

由於購股權計劃於二零二一年十一月二十一日到期，於二零二二年一月一日及二零二二年十二月三十一日，購股權計劃下可供授出的購股權數目均為零。

於截至二零二二年十二月三十一日止年度，就購股權計劃下授出的購股權可發行的股份數目除以本公司截至二零二二年十二月三十一日止年度的加權平均已發行股份數目為0.048%。

於本報告期間，並無先前作為僱員福利開支的一部分進行確認的以股份支付的交易產生的開支(二零二一年：無)。

Report of Directors 董事會報告

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31 December 2022, the interests and short positions of the Directors or chief executive of the Company 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 (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests which they are taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司及相聯法團的股份、相關股份及債券中擁有的權益及淡倉

於二零二二年十二月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視作擁有的任何權益），或根據證券及期貨條例第352條規定須登記於該條所述登記冊的權益及淡倉，或根據上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）規定須知會本公司及聯交所的權益及淡倉如下：

(i) Interest in the Shares and underlying Shares of Company

(i) 於本公司股份及相關股份的權益

Name of Director	Capacity/Nature of Interest	Number of Shares/ underlying Shares held	Approximate Percentage of shareholding
董事姓名	身份／權益性質	所持股份／ 相關股份數目	股權概約百分比
Mr. Wei Qiang 魏強先生	Beneficiary of a discretionary trust ⁽¹⁾ 一項酌情信託的受益人 ⁽¹⁾	970,534,633(L)	65.37%
Dr. Han Qinchun 韓秦春博士	Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾	359,400(L)	0.02%
Mr. Wong Yik Chung, John 黃翼忠先生	Beneficial owner ⁽³⁾ 實益擁有人 ⁽³⁾	359,400(L)	0.02%



Report of Directors 董事會報告

Notes:

- King River Developments Limited is deemed to be respectively interested in 534,462,121 Shares and 436,072,512 Shares (totally 970,534,633 Shares) through its control over Lightway Power Holdings Limited and Harvest Oak Holdings Limited, and Zedra Trust Company (Singapore) Limited (as a trustee of a discretionary trust) is deemed to be interested in 970,534,633 Shares through its control over King River Developments Limited. The details of which are set out as follows:

Name of controlled corporation 受控制法團名稱	Name of controlling shareholder 控股股東名稱	% control 控股百分比	Direct interest 直接權益	Number of Shares 股份數目
King River Developments Limited	Zedra Trust Company (Singapore) Limited	100.00	N 否	970,534,633(L)
Lightway Power Holdings Limited	King River Developments Limited	100.00	Y 是	534,462,121(L)
Harvest Oak Holdings Limited	King River Developments Limited	100.00	Y 是	436,072,512(L)

Mr. Wei Qiang is deemed to be interested in 970,534,633 Shares as a beneficiary of the discretionary trust.

- Dr. Han Qinchun is interested in 359,400 share options of the Company.
- Mr. Wong Yik Chung, John is interested in 359,400 share options of the Company.
- The letter "L" denotes the long position in Shares.

附註：

- King River Developments Limited 被視為透過其於 Lightway Power Holdings Limited 及 Harvest Oak Holdings Limited 的控制權，而分別於 534,462,121 股股份及 436,072,512 股股份（合計 970,534,633 股股份）中擁有權益，及 Zedra Trust Company (Singapore) Limited（一項酌情信託的受託人）被視為透過其於 King River Developments Limited 的控制權於 970,534,633 股股份中擁有權益。有關詳情如下：

魏強先生（作為該酌情信託受益人）被視為於 970,534,633 股股份中擁有權益。

- 韓秦春博士於 359,400 股本公司購股權中擁有權益。
- 黃翼忠先生於 359,400 股本公司購股權中擁有權益。
- 字母「L」表示於股份之好倉。

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any interests or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二二年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）的股份、相關股份及債券中擁有任何根據證券及期貨條例第 XV 部第 7 及 8 分部須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第 352 條規定須登記於該條所述登記冊的權益或淡倉，或根據標準守則規定須知會本公司及聯交所的權益或淡倉。

Report of Directors 董事會報告

INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company as disclosed above) had interests or short positions in Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register to be kept by the Company under section 336 of the SFO:

(i) Long Position in the Shares and underlying Shares

Name of Substantial Shareholder	Capacity/Nature of interest	Number of Shares/ underlying Shares held	Approximate percentage of shareholding
主要股東名稱	身份／權益性質	所持股份／ 相關股份數目	股權概約百分比
Mr. Wei Shaojun 魏少軍先生	Founder of a discretionary trust ⁽¹⁾ 一項酌情信託的成立人 ⁽¹⁾	970,534,633(L)	65.37%
Zedra Trust Company (Singapore) Limited	Trustee ⁽¹⁾ 受託人 ⁽¹⁾	970,534,633(L)	65.37%
King River Developments Limited	Interest of controlled corporation ⁽¹⁾ 受控制法團權益 ⁽¹⁾	970,534,633(L)	65.37%
Lightway Power Holdings Limited	Beneficial owner ⁽¹⁾ 實益擁有人 ⁽¹⁾	534,462,121(L)	36.00%
Harvest Oak Holdings Limited	Beneficial owner ⁽¹⁾ 實益擁有人 ⁽¹⁾	436,072,512(L)	29.37%

Notes:

- King River Developments Limited is deemed to be respectively interested in 534,462,121 Shares and 436,072,512 Shares (totally 970,534,633 Shares) through its control over Lightway Power Holdings Limited and Harvest Oak Holdings Limited, and Zedra Trust Company (Singapore) Limited (as a trustee of a discretionary trust) is deemed to be interested in 970,534,633 Shares through its control over King River Developments Limited, and Mr. Wei Shaojun is deemed to be interested in 970,534,633 Shares as a founder of the discretionary trust.
- The letter "L" denotes the long position in Shares.

主要股東及其他人士於本公司股份及相關股份中擁有的權益及淡倉

於二零二二年十二月三十一日，就董事所知，下列人士（非上文所披露的本公司董事或主要行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條記錄於本公司須存置的登記冊的權益或淡倉：

(i) 於股份及相關股份的好倉

附註：

- King River Developments Limited 被視為透過其於 Lightway Power Holdings Limited 及 Harvest Oak Holdings Limited 的控制權，而分別於 534,462,121 股股份及 436,072,512 股股份（合計 970,534,633 股股份）中擁有權益，及 Zedra Trust Company (Singapore) Limited（一項酌情信託的受託人）被視為透過其於 King River Developments Limited 的控制權於 970,534,633 股股份中擁有權益，而魏少軍先生（作為酌情信託成立人）被視為於 970,534,633 股股份中擁有權益。
- 字母「L」表示於股份的好倉。



Report of Directors 董事會報告

Save as disclosed above, as at 31 December 2022, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

SIGNIFICANT LEGAL PROCEEDINGS

During the Reporting Period, the Company was not involved in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company.

PERMITTED INDEMNITY PROVISION

The Company's Articles of Association provide that each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has arranged appropriate directors' and officers' liability insurance in respect of relevant legal actions against the Directors.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee"), comprising the three independent non-executive Directors, has reviewed the Group's consolidated financial statements for the year ended 31 December 2022 together with the management and the external auditor of the Company. The Audit Committee is of the opinion that such statements have complied with the applicable accounting standards, and the disclosures required by the Stock Exchange and other relevant legal requirements, and that adequate disclosures have been made.

CORPORATE GOVERNANCE

Principal information on the corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" of this annual report.

除上文所披露者外，於二零二二年十二月三十一日，本公司並無獲任何人士（本公司董事或主要行政人員除外）告知彼於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條規定須登記於該條例所述登記冊的權益或淡倉。

重大法律程序

於本報告期間，本公司概無涉及任何重大訴訟或仲裁，且就董事所知，本公司亦無尚未了結或面臨威脅的任何重大訴訟或申索。

許可彌償條文

本公司組織章程細則規定，本公司各董事或其他高級人員有權就其於履行本身職責時或與此相關的情況下可能蒙受或招致的一切損失或責任，從本公司的資產獲得彌償。此外，本公司已就針對董事提起的相關法律行動，作出適當的董事及高級人員責任保險安排。

審核委員會

本公司審核委員會（「審核委員會」）由三名獨立非執行董事組成，其已與本公司管理層及外部核數師審閱本集團截至二零二二年十二月三十一日止年度的綜合財務報表。審核委員會認為，該等報表已符合適用會計準則以及聯交所的披露要求及其他相關法律規定，並已作出充分披露。

企業管治

有關本公司所採納企業管治常規的主要資料載於本年報「企業管治報告」一節。

Report of Directors 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued share capital, being the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, are held by the public at all times during the Reporting Period and as of the date of this annual report.

AUDITOR

On 15 January 2021, as PricewaterhouseCoopers resigned as the auditor of the Company, the Company had appointed BDO Limited (“BDO”) as the auditor of the Company, and BDO was re-appointed at the Company's annual general meeting held on 28 May 2022.

The consolidated financial statements for the Reporting Period prepared in accordance with IFRS were audited by BDO who shall retire and, being eligible, offer itself for re-appointment at the forthcoming Meeting of the Company.

EVENTS OCCURRING AFTER THE REPORTING PERIOD

on 21 May 2019, Beijing Longguang Energy Technology Co., Ltd. (“Beijing Longguang”), an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement (the “Capital Increase Agreement”) with Hebei Julin Chuanghe Cultural Communication Limited (“Hebei Julin”) and Gao Bei Dian City Long Chuang Central Heating Company Limited (“Longchuang Heating”), pursuant to which Beijing Longguang had acquired 40% equity interests of Longchuang Heating by making capital contribution to Longchuang Heating. Pursuant to the Capital Increase Agreement, Hebei Julin provided a profit guarantee to Beijing Longguang and agreed to compensate Beijing Longguang for the shortfall between the guaranteed profit and the actual net profit of Longchuang Heating every three years(commencing from 1 January 2020) if the annual net profit set out in Longchuang Heating's annual financial statements (as verified by Beijing Longguang) is lower than the agreed amount during the guarantee period.

As Longchuang Heating failed to meet the profit guarantee for the years 2020, 2021 and 2022, according to the Capital Increase Agreement, Hebei Julin should pay a profit compensation of RMB 21,600,000 to Beijing Longguang. Beijing Longguang has already requested Hebei Julin and its Guarantor to pay the above-mentioned compensation in cash to Beijing Longguang by 5:00 p.m. on 31 March 2023, but as at the date of the announcement, the Company and Beijing Longguang have not received the compensation from Hebei Julin and the Guarantor.

足夠公眾持股量

根據本公司公開可得資料及據董事所知，於本報告期間及截至本年報日期，本公司已發行股本總額中至少25%（即聯交所批准及上市規則允許的訂明最低公眾持股量）一直由公眾人士持有。

核數師

二零二一年一月十五日，由於羅兵咸永道會計師事務所辭任本公司之核數師，本公司已委任香港立信德豪會計師事務所有限公司（「立信」）為本公司核數師，並獲本公司於二零二二年五月二十八日所召開之股東周年大會的續聘。

於本報告期間根據國際財務報告準則編製的綜合財務報表已由立信審核。立信將退任，並符合資格及願意於本公司應屆大會上獲續聘。

報告期後事項

於二零一九年五月二十一日，本公司之間接全資附屬公司北京隆光能源科技有限公司（「北京隆光」）與河北聚鄰創和文化傳播有限公司（「河北聚鄰」）及高碑店市隆創集中供熱有限公司（「隆創熱力」）訂立增資協議（「增資協議」），北京隆光透過向隆創熱力出資以收購隆創熱力之40%股權。根據增資協議，河北聚鄰向北京隆光提供溢利保證，約定如隆創熱力於保證期間每年財務報表之年度純利（經北京隆光核證）低於約定金額，則河北聚鄰須每三年（自二零二零年一月一日起）向北京隆光賠償保證溢利與隆創熱力實際純利之間的差額。

由於隆創熱力未能達成二零二零年度、二零二一年度及二零二二年度之溢利保證，為此，根據增資協議的約定，河北聚鄰需向北京隆光支付的溢利補償款為人民幣21,600千元。北京隆光已要求河北聚鄰及其擔保人在二零二三年三月三十一日下午5點之前以現金方式向北京隆光支付上述補償款，但於公告日期，本公司及北京隆光尚未收到來自河北聚鄰及擔保人的補償款項。



Report of Directors 董事會報告

The Board of the Company (including the independent non-executive Directors) is of the view that: (i) Hebei Julin has failed to fulfil the profit guarantee under the aforesaid Capital Increase Agreement and has not paid the compensation in accordance with the Capital Increase Agreement as at the date of the announcement; and (ii) the demand by Beijing Longguang for compensation in cash from Hebei Julin is fair and reasonable and in the interests of the Shareholders of the Company as a whole after taking into account of the current financial position of Longchuang Heating. The Company will subsequently take further appropriate actions (including but not limited to legal actions) to recover the above-mentioned compensation to safeguard the legitimate interests of the Company as appropriate.

For details, please refer to the announcement of the Company dated 31 March 2023.

By order of the Board

Wei Qiang

Chairman and Chief Executive Officer

Hebei Province, the PRC, 28 March 2023

本公司董事會(包括獨立非執行董事在內)認為：(i)截止公告日期，河北聚鄰未完成前述增資協議項下的盈利保證且未按照增資協議支付補償款項；及(ii)考慮到隆創熱力目前的財務狀況，北京隆光向河北聚鄰提出以現金方式補償的要求公平合理且符合本公司股東整體利益。本公司後續將視情況採取進一步適當的行動(包括但不限於法律行動)去追討上述補償款以維護本公司的合法權益。

詳情請參閱本公司日期為二零二三年三月三十一日之公告。

承董事會命

主席兼行政總裁

魏強

中國河北省，二零二三年三月二十八日

Corporate Governance Report

企業管治報告

The Board is pleased to present this corporate governance report in this annual report for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of good corporate governance in the management structure and internal control procedures of the Group for the purpose of ensuring that all business activities of the Group and the decision-making process are properly regulated and are in full compliance with the applicable laws and regulations, and to safeguard the interests of Shareholders and to enhance corporate value. During the Reporting Period, the Company has applied the principles of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules. The Company’s corporate governance principles emphasize the importance of a high-quality Board, effective internal control, and accountability to Shareholders, which enhances the value of the Company for Shareholders and also ensures the sustainable development of the Group. The Company has adopted the code provisions of the CG Code as its corporate governance code.

The Company has complied with the code provisions of the CG Code during the Reporting Period, except for code provision C.2.1 and C.5.1.

According to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wei Qiang, an executive Director, is the chief executive officer of the Company and the chairman of the Board. The Board is of the opinion that vesting the roles of both the chairman and the chief executive officer in the same person could improve the Company’s effectiveness and efficiency in reaching its business goals. The Board also believes that this arrangement will not be detrimental to the balance of power and authority between the chairman and the chief executive officer, while a higher ratio of non-executive Directors (including independent non-executive Directors) will enable the Board to make unbiased judgments more effectively and provide sufficient supervision to protect the interests of the Company and the Shareholders.

According to code provision C.5.1 of the CG Code, the board meeting should be held at least four times a year at approximately quarterly interval. During the Reporting Period, two Board meetings were held to approve the interim financial performance and annual financial performance of the Group which should be decided by the Board, and discussed the overall operation and strategy of the Group. The Company also sought the approval of the Directors on relevant matters by circulating a written resolution to replace the Board meeting. In addition, the Directors had frequent communication with the management of the Company during the year to discuss the overall operation and strategy of the Group, and actively exchanged their views on the performance of the Group. As such, the Directors are considered to be provided in a timely manner with appropriate information to make informed decisions and perform their duties and responsibilities.

董事會欣然提呈截至二零二二年十二月三十一日止年度載於本年報內的此份企業管治報告。

企業管治常規

董事會深諳良好的企業管治在本集團管理架構及內部控制程序中的重要性，以確保本集團所有業務活動及決策過程均受適當監管並完全遵守適用法律及法規，以保障股東權益以及提升企業價值。於本報告期間，本公司已應用上市規則附錄十四所載的企業管治守則（「企業管治守則」）中的原則。本公司企業管治原則強調高素質的董事會、有效的內部控制及對股東負責任的重要性，此舉為股東提升企業價值，亦保障本集團的可持續發展。本公司已採納企業管治守則的守則條文作為其企業管治守則。

除下述守則條文第C.2.1及C.5.1條外，本公司已於本報告期間遵守企業管治守則的守則條文。

根據企業管治守則條文第C.2.1條規定，主席及行政總裁的角色應有區分，並且不應由同一名人士擔任。執行董事魏強先生為本公司行政總裁兼董事會主席。董事會認為，主席及行政總裁之職務由同一人士兼任，可令本公司更有效率地達成其業務目標。董事會亦相信，目前的安排將不會令主席及行政總裁之間的權力及職權平衡受損，而非執行董事（包括獨立非執行董事）比重較高可令董事會更有效地作出無偏頗的判斷並可提供足夠監督以保障本公司及股東之權益。

根據企業管治守則第C.5.1條規定，董事會會議應每年至少舉行四次，約每季度一次。年內，本公司舉行了兩次董事會會議，以批准本集團須董事會作決定的中期財務業績及年度財務業績，及討論本集團的整體營運及策略。本公司亦就有關事宜以傳閱書面決議方式尋求董事批准以代替董事會會議。此外，董事與公司管理層於年內經常溝通以討論本集團的整體營運及策略，並就本集團的表現交換意見。因此，我們認為董事已適時獲得適當資料，以作出知情決定並履行其職責及責任。



Corporate Governance Report 企業管治報告

The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code. Set out below is detailed discussion of the corporate governance practices adopted and observed by the Company for the Reporting Period.

CORPORATE CULTURE AND STRATEGY

The Board has established the Group's purpose, values and strategies and ensured that they are aligned with the Group's culture. All Directors must act with integrity, lead by example, emphasize and promote a corporate culture of lawful, ethical and responsible business conduct. The Board closely monitored the implementation of corporate governance practice, risk management and internal control systems to ensure the corporate value and the Company's culture are aligned.

BOARD OF DIRECTORS

Composition of the Board of Directors

The Board currently consists of four Directors with a combination of one executive Director and three independent non-executive Directors. During the Reporting Period and up to the date of this report, the composition of the Board is as follows:

Executive Director

Mr. Wei Qiang (*Chairman and Chief Executive Officer*)

Non-executive Director

Mr. Wei Shaojun (*resigned on 24 June 2022*)

Independent non-executive Directors

Dr. Han Qinchun

Mr. Wong Yik Chung, John

Mr. Han Xiaoping (*resigned on 8 July 2022*)

Mr. Feng Zhidong (*Appointed with effect on 7 October 2022*)

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report. Mr. Wei Qiang, the executive Director and chief executive officer of the Company, is the son of Mr. Wei Shaojun, the non-executive Director and the controlling Shareholder of the Company, except that, the Directors do not have any other relationships with any Directors, senior management or substantial or controlling Shareholders of the Company.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

本公司將繼續檢討並提升其企業管治常規，以確保符合企業管治守則。下文載列有關本公司本報告期間所採納及所遵守的企業管治常規的詳細討論。

企業文化及策略

董事會已經確立本集團的宗旨、價值觀及戰略，並確保以上各項符合本集團的文化。全體董事須以誠信行事、以身作則，強調並推動合法、合乎道德及負責任的商業行為之企業文化。董事會密切監察企業管治常規、風險管理及內部監控系統的實施情況，確保企業價值符合本公司文化。

董事會

董事會的組成

董事會目前由四名董事組成，包括一執行董事及三名獨立非執行董事。於本報告期間及直至本報告日期，董事會由以下董事組成：

執行董事

魏強先生 (*主席兼行政總裁*)

非執行董事

魏少軍先生 (*於二零二二年六月二十四日辭任*)

獨立非執行董事

韓秦春博士

黃翼忠先生

韓曉平先生 (*於二零二二年七月八日辭任*)

馮志東先生 (*於二零二二年十月七日獲委任並生效*)

董事履歷載於本年報「董事及高級管理層」一節。執行董事兼行政總裁魏強先生為非執行董事兼本公司控股股東魏少軍先生的兒子，除此之外，董事與本公司任何董事、高級管理層或主要或控股股東概無任何關係。

所有董事均本著真誠履行職責，以符合適用的法例及規例，並時刻以本公司及股東的利益為依歸行事。

Corporate Governance Report 企業管治報告

The Company has arranged appropriate liability insurance to indemnify the Group's Directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Functions of the Board

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and the Directors are collectively responsible for promoting the long term success of the Group by directing and supervising the Company's affairs and overseeing the achievement of strategic plans to enhance Shareholders' value. The Directors are aware of their duties to act in good faith and expected to make decisions objectively in the best interests of the Company.

The principal functions of the Board are to:

- (i) convene general meetings and report the Board's work at general meetings;
- (ii) implement the resolutions passed by the Shareholders in general meetings;
- (iii) consider and approve strategies, financial objectives, annual budget, investment proposals of the Group;
- (iv) approve and authorise material transactions, including acquisition, investment, disposal of assets (in particular those that may involve conflict of interests);
- (v) formulate the proposals for profit distributions;
- (vi) assume the responsibilities of corporate governance of the Group;
- (vii) establish and review the Group's risk management and internal control systems through the Audit Committee; and
- (viii) exercise other powers, functions and duties conferred by the Shareholders in general meetings.

The senior management is delegated with the authority and responsibilities by the Board for the day-to-day management and operations of the Group. Approval has to be obtained from the Board prior to any significant transactions entered into by the management. The Board meets regularly to review the financial and operating performance of the Company, and considers and approves the overall strategies and policies of the Company.

本公司已就彌償本集團董事因企業活動所產生的責任安排適當的責任保險。保險的保障範圍將每年予以檢討。

董事會的職能

董事會負責本公司業務的整體營運，承擔領導及監控本公司的責任，而董事共同負責指導及監督本公司事務以及監管策略性計劃的實行，以提升股東價值，從而促使本集團邁向長期成功。董事均知悉須盡職履行彼等的職責，並以本公司利益為依歸，客觀地作出決策。

董事會的主要職能包括：

- (i) 召開股東大會並於會上彙報董事會工作；
- (ii) 執行股東於股東大會上通過的決議案；
- (iii) 考慮及批准本集團的策略、財務目標、年度預算、投資方案；
- (iv) 批准及授權進行重大交易，包括收購、投資、出售資產（特別是可能涉及利益衝突的交易）；
- (v) 制定溢利分派的方案；
- (vi) 承擔本集團的企業管治責任；
- (vii) 透過審核委員會，建立和檢討本集團的風險管理及內部監控體系；及
- (viii) 行使股東於股東大會上賦予的其他權力、職能及職責。

高級管理層獲董事會授予授權及責任，負責本集團的日常管理及營運。管理層訂立任何重大交易前須取得董事會批准。董事會定期會面，以檢討本公司的財務及營運表現，並審議及批准本公司的整體策略及政策。



Corporate Governance Report 企業管治報告

All Directors have separate access to the management and are provided with full and timely information about the conduct of the business and operation of the Group. A monthly report containing significant events and latest development of the Group was provided to all Directors.

The Board has implemented different mechanisms to ensure independent views and input are available to the Board. During the year ended 31 December 2022, the Board reviewed the implementation and effectiveness of the mechanism and confirm its effectiveness.

During the Reporting Period, the Board has regularly reviewed the contributions from the Directors and confirmed that they have spent sufficient time performing their responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The chairman leads the Board in the determination of strategies and in the achievement of objectives and ensures that all Directors are properly briefed on issues arising at the Board meetings and receive adequate, complete and reliable information. The chief executive officer is delegated with the authority and responsible for running the Company's business, implementing the Company's strategies in achieving business objectives. Both the Chairman and the chief executive officer positions are currently held by Mr. Wei Qiang. The Board believes that the current governance structure, with a combined chairman and chief executive officer and more than one-third of the Board is independent non-executive Directors, could improve the Company's effectiveness and efficiency in reaching its business goals and its in the best interest of the Company at the present stage.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry, all of the Directors who held their office during the Reporting Period have confirmed that they had complied with the required standard set out in the Model Code throughout the Reporting Period.

The Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of inside information of the Company in respect of their dealings in the Company's securities.

所有董事均可分別與管理層聯絡，並獲提供有關進行本集團業務及營運的完整和及時的資料。所有董事獲提供載有本集團重大事項及最近發展的月度報告。

董事會已實施不同方法確保董事會可獲得獨立意見及建議的機制。截至二零二二年十二月三十一日止年度，董事會已檢討該機制的實施情況，並確認其有效性。

於本報告期間，董事會已定期檢討董事對本公司所付出的貢獻，並確認彼等已付出足夠時間履行其職責。

主席及行政總裁

主席領導董事會制定策略及達成目標，並確保全體董事適當獲悉董事會會議上提呈的事項，並獲得充足、完整及可靠的資料。行政總裁獲授權負責本公司業務營運及推行本公司策略，以實現業務目標。主席及行政總裁的職務現時均由魏強先生出任。董事會相信，現時的管治架構（即由一人兼任主席及行政總裁，以及董事會三分之一以上成員均為獨立非執行董事）可令本公司更有效率地達成其業務目標，符合本公司現時的最佳利益。

董事進行證券交易

本公司已採納上市規則附錄十所載的標準守則作為其本身有關董事進行證券交易的操守守則。經作出具體查詢後，於本報告期間，在任的全體董事均確認彼等已於整個本報告期間遵守標準守則的規定準則。

本公司亦已就僱員進行證券交易採納自身的操守準則，有關條款不比標準守則所載的標準寬鬆，以供可能擁有本公司內幕消息的有關僱員於買賣本公司證券時遵守。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies and practices on corporate governance and code of conduct applicable to employees and Directors, reviewing and monitoring training and continuous professional development of Directors and senior management and the Company's policies and practices on compliance with legal and regulatory requirements, as well as reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Board has reviewed corporate governance practices of the Company during the year ended 31 December 2022 and this corporate governance report. It will continue to review, monitor and improve the policies and practices of the Company for the purpose of ensuring the compliance of the CG Code and maintaining a high standard of corporate governance.

INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed three independent non-executive Directors. The Board considers that all independent non-executive Directors have appropriate and sufficient industry, professional qualifications, or accounting or related financial management expertise to carry out their duties so as to protect the interests of Shareholders. Under Rule 3.10A of the Listing Rules, listed issuers are required to appoint independent non-executive directors representing at least one-third of the Board. The Company has three independent non-executive Directors currently representing more than one-third of the Board and therefore, the Company has complied with Rule 3.10A of the Listing Rules.

Prior to their respective appointment, each of the independent non-executive Directors has submitted a written statement to the Stock Exchange confirming their independence and has undertaken to inform the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence. The Company has also received a written confirmation from each of the independent non-executive Directors in respect of their independence in accordance with Rule 3.13 of the Listing Rules. The Board considers that all independent non-executive Directors are being considered to be independent by reference to the factors stated in the Listing Rules.

During the Reporting Period, Mr. Wei Qiang, the chairman of the Board, held a meeting with the independent non-executive Directors without the presence of other Directors.

企業管治職能

董事會負責履行企業管治職能，如制訂及檢討本公司的企業管治政策及常規，以及僱員及董事適用的行為守則、檢討及監督董事及高級管理層的培訓及持續專業發展、本公司有關遵守法律及監管規定的政策及常規，以及檢討本公司遵守企業管治守則及於企業管治報告披露資料的情況。

董事會已檢討本公司截至二零二二年十二月三十一日止年度之企業管治常規及本企業管治報告。其將繼續檢討、監督及改善本公司的政策及常規，以確保遵守企業管治守則及維持高標準的企業管治。

獨立非執行董事

遵照上市規則第3.10(1)條及第3.10(2)條，本公司已委任三名獨立非執行董事。董事會認為全體獨立非執行董事均具有合適及充足的行業、專業資格或會計或相關財務管理專業知識，以履行彼等的職責，藉以保障股東的利益。根據上市規則第3.10A條，上市發行人須委任至少佔董事會人數三分之一的獨立非執行董事。本公司目前有三名獨立非執行董事，佔董事會人數三分之一以上，因此，本公司已符合上市規則第3.10A條。

獨立非執行董事各自已於獲委任前向聯交所提交書面聲明確認彼等的獨立性，並已承諾在實際可行的情況下盡快知會聯交所於其後可能影響彼等獨立性的任何情況變動。本公司亦已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性發出的書面確認。經參考上市規則所述的因素，董事會認為所有獨立非執行董事均被視為獨立人士。

於本報告期間，董事會主席魏強先生已與獨立非執行董事舉行一次會議，會上並無其他董事出席。



Corporate Governance Report 企業管治報告

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

As regards the CG code provision requiring directors to disclose the number and nature of the offices held in public companies and organisations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

Each of the Directors (including non-executive Directors) has been appointed for a specific term of three years, subject to the provisions on Directors' retirement as set out in the Articles of Association and none of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). All Directors appointed by the Board shall hold office only until the next general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an addition to the Board), and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Pursuant to the article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall be subject to retirement by rotation at least once every three years. Pursuant to the article 112 of the Articles of Association, the term of office of any director appointed to fill a temporary vacancy can only continue until the first general meeting of the Company after his appointment, and can only be reappointed after re-election by the shareholders of the Company.

全體董事(包括獨立非執行董事)已為董事會有效及高效地運作帶來廣泛而寶貴的業務經驗、知識及專業技能。獨立非執行董事受邀任職於本公司審核委員會、薪酬委員會及提名委員會。

至於企業管治守則條文要求董事披露於公眾公司及機構所任職務的數量及性質和其他重大承諾以及彼等的身份及為發行人投入的時間，董事已同意適時向本公司披露其承擔。

董事委任及重選

各董事(包括非執行董事)均以三年的指定任期獲委任，惟須受章程所載的董事退任條文所規限。概無任何董事已訂立不得由本集團於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。所有獲董事會委任的董事的任期僅至其獲委任後本公司下屆股東大會(如屬填補臨時空缺)為止，或本公司下屆股東週年大會(如屬董事會增補成員)為止，並且各董事(包括以指定任期獲委任的董事)須最少每三年輪席退任一次。

根據章程第108(a)條，在每屆股東週年大會上，當時在任的三分之一董事(或若其人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須最少每三年輪席退任一次。根據章程第112條，獲委任填補臨時空缺的任何董事的任期僅能持續至其獲委任後的本公司首屆股東大會為止，並須經本公司股東重選後方可連任。

Corporate Governance Report 企業管治報告

Pursuant to the article 108(a) of the Articles of Association, Mr. Wei Qiang and Mr. Wong Yik Chung, John will retire from office as Directors at the forthcoming Meeting, and being eligible, have offered themselves for re-election. Pursuant to the article 112 of the Articles of Association, Mr. Feng Zhidong will retire from office as a Director at the forthcoming Meeting, and being eligible, has offered himself for re-election.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association.

Nomination Policy

The Board had adopted a nomination policy on 1 January 2019 which posted on the website of the Company for public review.

Selection criteria:

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

- (1) The Company's development strategy needs;
- (2) Reputation for integrity;
- (3) Achievements and experiences in the Company's major business;
- (4) Time devotion and the representation of relevant beneficial parties;
- (5) Diversity in all its aspects, including but not limited to gender, age (has to be aged 18 or older), cultural and educational background, professional experiences, skills, knowledge and management experiences;
- (6) Directorship in other public companies and corporate governance structures of those companies, etc; and
- (7) Independence (for independent non-executive Director).

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.

根據章程第108(a)條，魏強先生、黃翼忠先生將於應屆大會上退任董事一職，並符合資格及願意膺選連任。根據章程第112條，馮志東先生將於應屆大會上退任董事一職，並符合資格及願意膺選連任。

委任、重選及罷免董事的程序及過程載於章程。

提名政策

董事會已於二零一九年一月一日採納提名政策。提名政策登載在本公司網站供公眾查閱。

甄選準則：

提名委員會在甄選建議人選時將參考以下因素：

- (1) 本公司的發展戰略需要；
- (2) 信譽；
- (3) 於本公司主營業務方面所具有的成就及經驗；
- (4) 可投入的時間及代表相關方的利益；
- (5) 董事會成員的多元化，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、專業經驗、技能、知識和管理經驗等多方面；
- (6) 於其他公眾公司擔任董事職位及該公司之企業管治架構之情況；及
- (7) 獨立性情況(針對獨立非執行董事)。

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



Corporate Governance Report 企業管治報告

Nomination Procedures:

The procedure of appointing and re-appointing a Director is summarised as follows:

- nomination and invitation of suitable candidates by any member of the Nomination Committee or the Board;
- evaluation of the candidate based on all selection criteria as set out in the nomination policy;
- performing due diligence in respect of each candidate and making recommendation for the Board's consideration and approval;
- in case of nomination of an independent non-executive Director, assessing the candidate's independence under the relevant code provisions of the CG Code and the Listing Rules;
- in the context of re-appointment of retiring Directors, reviewing the candidate's overall contribution and performance and making recommendations to the Board and/or the shareholders for consideration in connection with his/her re-election at general meetings; and
- convening a meeting of the Board to consider the appointment or re-appointment of the candidate as a Director.

The Nomination Committee should regularly monitor and review formal procedures for the Nomination Policy to ensure that the nomination policy is tailored to the needs of the Company and reflects current regulatory requirement and good governance practices.

提名程序：

委任及重新委任董事的程序概述如下：

- 提名委員會或董事會的任何成員提名及邀請合適候選人；
- 根據提名政策載列的所有甄選準則評估候選人；
- 就各候選人進行盡職審查及向董事會提出推薦建議以供考慮及批准；
- 倘提名獨立非執行董事，則根據企業管治守則的有關守則條文及上市規則評估候選人的獨立性；
- 就重新委任退任董事而言，審閱候選人的整體貢獻及表現並向董事會及／或股東提出推薦建議，以供考慮有關彼於股東大會上重選連任；及
- 召開董事會會議，以考慮委任或重新委任候選人為董事。

提名委員會應定期監察及檢討提名政策的正式程序，確保提名政策切合本公司的需要，同時反映當前監管的規定及良好的企業管治常規。

THE BOARD COMMITTEES

(1) Audit Committee

The Audit Committee was established on 22 November 2011. The Audit Committee currently comprises three members, namely Mr. Wong Yik Chung, John (Chairman), Dr. Han Qinchun and Mr. Feng Zhidong, all of the members are independent non-executive Directors. The Audit Committee shall meet at least twice a year with the Company's external auditors regarding the review of the Company's financial report and accounts.

The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of auditor, review the financial statements, reports and accounts, and review and monitor the financial reporting system, risk management and internal control systems and review the effectiveness of the internal audit function. The Audit Committee has reviewed the Group's consolidated financial statements for the Reporting Period.

The written terms of reference of the Audit Committee adopted by the Board are in line with the provisions of the CG Code and are available on the websites of the Company and the Stock Exchange.

During the Reporting Period, the Audit Committee has held two meetings and mainly fulfilled the following responsibilities:

- reviewed the audited annual results for the year ended 31 December 2021, discussed the annual results with external auditors (in the absence of the management of the Company), and formed the opinion that the relevant financial statements have been prepared in accordance with the applicable accounting standards and regulation, and that adequate disclosures have been made;
- reviewed the unaudited interim results for the six months ended 30 June 2022, and formed the opinion that the relevant financial statements have been prepared in accordance with the applicable accounting standards and regulation, and that adequate disclosures have been made;
- reviewed the effectiveness of risk management and the internal control systems and the internal audit function of the Group; and
- provide recommendations on the scope of work and appointment of external auditor.

董事會委員會

(1) 審核委員會

審核委員會於二零一一年十一月二十二日成立。審核委員會由黃翼忠先生(主席)、韓秦春博士及馮志東先生三名成員組成，全體成員均為獨立非執行董事。審核委員會每年須就審閱本公司的財務報告及賬目與本公司外聘核數師至少舉行兩次會議。

審核委員會的主要職責包括就核數師的委任及罷免向董事會提供推薦建議、審閱財務報表、報告及賬目以及檢討及監督財務報告系統、風險管理及內部監控系統及檢討內部審核功能的有效性。審核委員會已審閱本集團於本報告期間的綜合財務報表。

董事會所採納的審核委員會書面職權範圍符合企業管治守則的條文，並可於本公司及聯交所網站上瀏覽。

於本報告期間，審核委員會舉行了二次會議並主要履行下列職務：

- 審閱截至二零二一年十二月三十一日止年度的經審核年度業績、與外聘核數師商討該等年度業績(本公司管理層避席)，並認為相關財務報表的編製符合適用會計準則及規定，且作出充分披露；
- 審閱截至二零二二年六月三十日止六個月的未經審核中期業績，並認為相關財務報表的編製符合適用會計準則及規定，且作出充分披露；
- 審閱本集團風險管理及內部監控系統及內部審核功能之有效性；及
- 就外部核數師的工作範圍及委任提供推薦意見。



Corporate Governance Report 企業管治報告

Auditor's Remuneration

During the Reporting Period, the remuneration paid or payable to the Company's independent auditor, BDO, in respect of its audit and non-audit services were as follows:

Type of Services 服務種類		2022	2021
		二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元
Audit services	核數服務	1,800	1,800
Non-audit services (Note)	非核數服務(附註)	300	333
Total		2,100	2,133

Note: This non-audit service is about the review service for the interim performance of the Group.

The statement of the Company's independent auditor regarding their reporting responsibilities on the consolidated financial statements of the Group for the Reporting Period is set out in the section headed "Independent Auditor's Report" in this annual report.

(2) Remuneration Committee

The Remuneration Committee was established on 22 November 2011. The Remuneration Committee comprises three members, namely Dr. Han Qinchun (Chairman), Mr. Wei Qiang and Mr. Wong Yik Chung, John, the majority of which are independent non-executive Directors and one of the members is an executive Director.

The primary duties of the Remuneration Committee include reviewing the terms of the remuneration packages of the Directors, making recommendations to the Board on the remuneration packages of the Directors and senior management, assessing performance of executive Directors, approving the terms of executive Directors' service contracts, and reviewing and approving matters related to share schemes.

The Remuneration Committee shall meet at least once every year to discuss remuneration related matters. No Director is allowed to be involved in deciding his/her own remuneration.

The written terms of reference of the Remuneration Committee adopted by the Board are in line with the provisions of the CG Code and are available on the websites of the Company and the Stock Exchange.

核數師的薪酬

於本報告期間，向本公司獨立核數師立信就其核數及非核數服務已付或應付的薪酬如下：

		2022	2021
		二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元
Audit services	核數服務	1,800	1,800
Non-audit services (Note)	非核數服務(附註)	300	333
Total		2,100	2,133

附註：該非核數服務乃關於本集團中期業績之審閱服務。

本公司獨立核數師就有關彼等對本集團本報告期間綜合財務報表的申報責任聲明載於本年報「獨立核數師報告」一節。

(2) 薪酬委員會

薪酬委員會於二零一一年十一月二十二日成立。薪酬委員會由韓秦春博士(主席)、魏強先生及黃翼忠先生三名成員組成，大部分成員為獨立非執行董事，其中一名成員為執行董事。

薪酬委員會的主要職責為檢討董事的薪酬待遇條款及向董事會建議董事及高級管理層的酬金福利，評估執行董事的表現、批准執行董事服務合約條款，以及檢討和批准與股份計劃相關的事宜。

薪酬委員會每年須至少舉行一次會議以討論薪酬相關事宜。任何董事均不得參與釐定其本人的薪酬。

董事會所採納的薪酬委員會書面職權範圍符合企業管治守則的條文，並可於本公司及聯交所網站上瀏覽。

Corporate Governance Report 企業管治報告

During the Reporting Period, the Remuneration Committee held one meeting, passed two written resolutions and mainly fulfilled the following responsibilities:

- reviewed the remuneration policies of the Group for 2022 and reviewed the remuneration package for executive Directors and the senior management personnel;
- assessed the performance of the executive Director;
- made recommendation to the Board on the remuneration of the newly appointed independent non-executive Director; and
- revised the terms of reference of the Remuneration Committee of the Company.

For the Reporting Period, the remuneration of the five highest paid individuals of the Group, including those Directors as disclosed in note 37 to the audited consolidated financial statements in this annual report, was within the following bands:

Remuneration Band 薪酬範圍		2022	2021
		二零二二年 Number of Individuals 人數	二零二一年 Number of Individuals 人數
Nil to HK\$1,000,000	零至1,000,000 港元	3	5
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	—	—
HK\$1,500,001 to HK\$2,000,000	1,500,000港元至2,000,000港元	2	—

(3) Nomination Committee

The Nomination Committee was established on 22 November 2011. The Nomination Committee comprises three members, namely Mr. Wei Qiang (Chairman), Mr. Wong Yik Chung, John and Mr. Feng Zhidong, the majority of which are independent non-executive Directors and one of the members is an executive Director.

The primary duty of the Nomination Committee is to make recommendations to the Board regarding candidates to fill vacancies on the Board and senior management and to ensure that the candidates to be nominated as Directors are experienced, high calibre individuals.

於本報告期間，薪酬委員會舉行了一次會議、通過份二書面決議案並主要履行下列職務：

- 檢討本集團於二零二二年的薪酬政策及檢討執行董事及高級管理人員的薪酬待遇；
- 評估執行董事之表現；
- 就新委任之獨立非執行董事之薪酬向董事會提供建議；及
- 修訂本公司之薪酬委員會職權範圍。

於本報告期間，本集團五位最高薪人士的薪酬(包括本年報經審核綜合財務報表附註37所披露的董事薪酬)介乎以下範疇：

(3) 提名委員會

提名委員會於二零一一年十一月二十二日成立。提名委員會由魏強先生(主席)、黃翼忠先生及馮志東先生三名成員組成，大部分成員為獨立非執行董事，其中一名成員為執行董事。

提名委員會的主要職責為就填補董事會及高級管理層空缺的候選人向董事會提供推薦建議，並確保獲提名擔任董事的人選為經驗豐富及才能卓越的人士。



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The Nomination Committee shall meet at least once every year for reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive Directors and other related matters. In reviewing and recommending the appointment of new Directors, the Nomination Committee would seek to identify the competencies required to enable the Board to fulfill its responsibilities. The resume or documents of the nominee or candidate will be given to the Nomination Committee for consideration.

The written terms of reference of the Nomination Committee adopted by the Board are in line with the provisions of the CG Code and are available on the websites of the Company and the Stock Exchange.

During the Reporting Period, the Nomination Committee has held one meeting and passed one written resolution, and mainly fulfilled the following responsibilities:

- reviewed the structure, composition of the Board and the Board diversity policy;
- made recommendations regarding the re-election of retiring Directors at the 2022 annual general meeting;
- nominated the newly appointed independent non-executive Director and evaluate his independence; and
- assessed the independence of all the independent non-executive Directors.

Board Diversity Policy

The Board had adopted the Diversity Policy on 1 January 2019 which is posted on the website of the Company for public review.

When selecting the candidates for the Board, the Nomination Committee will proceed from a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experiences, skills, knowledge and management experiences. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review the Diversity Policy in a timely manner to ensure that the Diversity Policy is effective.

提名委員會每年須至少舉行一次會議，以檢討董事會的架構、規模及組成、評估獨立非執行董事的獨立性以及其他有關事宜。於審議及推薦新董事的任命時，提名委員會將物色所須的人才，以確保董事會履行其職責。提名人或候選人的履歷或文件將提交提名委員會以供其考慮。

董事會所採納的提名委員會書面職權範圍符合企業管治守則的條文，並可於本公司及聯交所網站上瀏覽。

於本報告期間，提名委員會舉行了一次會議及通過一份書面決議，並主要履行下列職務：

- 檢討董事會的架構、組成及董事會多元化政策；
- 就於二零二二年股東週年大會上重選退任董事提出建議；
- 提名新委任之獨立非執行董事並評估其獨立性；及
- 評估所有獨立非執行董事的獨立性。

董事會多元化政策

董事會已於二零一九年一月一日採納多元化政策。多元化政策登載在本公司網站供公眾查閱。

在甄選董事會候選人的委任時，提名委員會將從董事會多元化層面出發，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及管理經驗等。最終董事會候選人將會根據候選人的優勢及其將會給董事會提供的貢獻而決定。

提名委員會將酌情檢討本多元化政策以確保本多元化政策的有效性。

Corporate Governance Report 企業管治報告

For the implementation of the board diversity policy, the following measurable objectives have been adopted:

- (a) in terms of professional background, the executive Directors have more than ten years of experience in the clean energy sector. The occupational backgrounds and professional skills of the independent non- executive Directors cover professional accountants, investment and financing and corporate management and have more than 20 years of experience in their industry;
- (b) in terms of a regional perspective, the background of the Directors covers Hong Kong and Mainland China with different cultural backgrounds; and
- (c) at least 1/3 of the Board members are independent non- executive Directors.

The Nomination Committee believes that the current composition of the Board is balanced and diversified with the high-calibre members from different cultural backgrounds and possessing professional expertise of various industries, which indicates that the Diversity Policy has been well implemented.

Currently there are no female director on the Board. We understand the importance of gender diversity, and therefore we will strive to improve the gender diversity of the Board. When selecting and recommending suitable candidates for board members, the Company will seize the opportunity to increase the proportion of female board members. The Company expects to appoint at least one female Director before 31 December 2024, and plans to promote gender diversity in the recruitment of middle and senior staff, so that the Company has more female senior managers and potential successors of board members.

As at 31 December 2022, the employees (including senior management) of the Group, the percentages of male employees and female employees are 69% and 31%, respectively. The Board considers that the Group's workforce (including senior management) is diverse in terms of gender. Further details for the diversity, including the gender diversity, in the workforce during the Reporting Period are set forth in the 2022 ESG Report of the Company which issued at the same time of this report.

就實施董事會多元化政策而言，以下可計量目標已被採納：

- (a) 從專業背景來看，執行董事在清潔能源領域擁有超過十年以上的工作經驗；獨立非執行董事的工作背景、專業技能涵蓋專業會計師、投融資、公司管理等方面，在所在行業擁有超過20年以上的工作經驗；
- (b) 從區域來看，董事背景涵蓋香港及中國大陸，並來自不同文化背景；及
- (c) 至少1/3董事會成員為獨立非執行董事。

提名委員會相信，董事會現時組成人數平衡及具多元化，成員為高質素人選，來自不同文化背景及擁有各行業的專業知識，顯示多元化政策已充分實施。

董事會目前並無女性董事。我們了解性別多元化的重要性，因此，我們將努力提高董事會的性別多元化。在選擇和推薦合適的董事會成員候選人時，本公司將把握機會增加董事會女性成員的比例。本公司預期於二零二四年十二月三十一日前委任至少一名女性董事，並計劃在招聘中高級員工時促進性別多元化，使本公司擁有更多女性高級管理人員及董事會成員的潛在繼任者。

截至二零二二年十二月三十一日，本集團僱員當中（包括高級管理層），男性僱員及女性僱員的百分比分別為69%及31%。董事會認為本集團的員工（包括高級管理層）組成以性別計算屬多元化。有關本報告期間員工多元化（包括性別多元化）的進一步詳情，載於與本報告同時發佈的本公司二零二二年度ESG報告。



BOARD MEETING AND ATTENDANCE RECORD

Practices and Conduct of Meetings

According to the CG Code, the board meeting should be held at least four times a year at approximately quarterly interval. During the Reporting Period, two Board meetings were held. The Company also sought the approval of the Directors on relevant matters by circulating a written resolution to replace the Board meeting. In addition, the Directors had frequent communication with the management of the Company during the year to discuss the overall operation and strategy of the Group, and actively exchanged their views on the performance of the Group. As such, the Directors are considered to be provided in a timely manner with appropriate information to make informed decisions and perform their duties and responsibilities.

The Directors can attend meetings in person or by means of such telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such meeting shall constitute presence in person at such meetings in accordance with Article 133 of the Articles of Association.

The Board and Committees' meeting schedule and the agenda of each meeting are made available to Directors in advance. Notices of regular Board meetings were served to all Directors at least 14 days before the meetings. For all other Board and Committees' meetings, reasonable notices were given. Papers for Board meetings or Committees' meetings together with all relevant information are sent to all Directors or Committee members at least three days before each meeting to enable them to make informed decisions with adequate data.

All Directors will also be provided with sufficient resources to perform their duties, and upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expense. All minutes of Board meetings will be recorded in sufficient detail, including matters considered and decisions reached by the Board.

董事會會議及出席紀錄

常規及召開會議

根據企業管治守則，董事會會議應每年至少舉行四次，約每季度一次。年內，本公司舉行了兩次董事會會議。本公司亦就有關事宜以傳閱書面決議方式尋求董事批准以代替董事會會議。此外，董事與公司管理層於年內經常溝通以討論本集團的整體營運及策略，並就本集團的表現交換意見。因此，我們認為董事已適時獲得適當資料，以作出知情決定並履行其職責及責任。

根據本公司章程第133條，董事可親身或透過電話、電子或讓所有與會人士可同時及即時互相溝通的其他通訊方式出席會議，而參加有關會議應構成親身出席。

董事獲事先提供董事會及委員會會議時間表及各會議的會議議程。董事會常務會議的通告於舉行會議前最少14日送交全體董事，至於所有其他董事會及委員會會議，則會發出合理通知。董事會會議或委員會會議的文件連同所有相關資料，於各會議前最少三日送交全體董事或委員會成員，以向彼等提供充足資料，得以作出知情決定。

全體董事亦將可獲提供充裕資源以履行其職責，而經合理要求，董事可在適當情況下尋求獨立專業意見，費用由本公司承擔。所有董事會會議紀錄均詳細記錄董事會已考慮的事項及作出的決定等資料。

Corporate Governance Report 企業管治報告

Meetings held and Attendance

The Board held two Board meetings during the Reporting Period. The composition of the Board and the Committees, the attendance records of the Directors at the Board meetings, committees meetings and general meetings during the Reporting Period are set out below:

已舉行的會議及出席

於本報告期間，董事會舉行了二次董事會會議。董事會及委員會組成以及本報告期間董事會會議、委員會會議及股東大會的董事出席紀錄載列如下：

Name of Directors 董事姓名	Board meeting 董事會會議	Audit Committee meeting 審核委員會會議	Remuneration Committee meeting 薪酬委員會會議	Nomination Committee meeting 提名委員會會議	General meeting 股東大會	
Executive Director Mr. Wei Qiang (Chairman and Chief Executive Officer)	執行董事 魏強先生 (主席兼行政總裁)	2/2	N/A不適用	1/1	1/1	2/2
Non-executive Director Mr. Wei Shaojun (Resigned on 24 June 2022)	非執行董事 魏少軍先生 (已於二零二二年六月二十四日辭任)	1/1	N/A不適用	N/A不適用	N/A不適用	1/1
Independent Non-executive Directors Dr. Han Qinchun	獨立非執行董事 韓秦春博士	2/2	2/2	1/1	N/A不適用	2/2
Mr. Wong Yik Chung, John	黃翼忠先生	2/2	2/2	1/1	1/1	2/2
Mr. Han Xiaoping (Resigned on 8 July 2022)	韓曉平先生 (已於二零二二年七月八日辭任)	1/1	1/1	N/A不適用	1/1	1/1
Mr. Feng Zhidong (Appointed with effect on 7 October 2022)	馮志東先生 (於二零二二年十月七日獲委任並生效)	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Upon their appointments, Directors are advised on the legal and other duties and obligations they have as directors of a listed company. Each newly appointed Director receives a comprehensive induction package designed to enhance his/her knowledge and understanding of the Group's culture and operations. Discussion sessions with key management personnel are also held. During the Reporting Period, Mr. Feng Zhidong, the newly appointed independent non-executive Director, had received a comprehensive, formal and tailored induction on his appointment, and also received the necessary introduction and professional development to ensure that he had a proper understanding of the Company's operation, business and his responsibilities under supervision.

入職及持續專業發展

董事在獲委任時獲告知作為上市公司董事所承擔的法律責任及其他職責及義務。每名新委任董事均獲得一套全面入職資料，以加深其對本集團文化及營運的知識及了解。此外，本公司還會安排新委任董事與主要管理人員交流。本報告期間，新委任的獨立非執行董事馮志東先生，已在受委任時獲得全面、正式兼特為其而設的就任須知，其後亦應獲得所需的介紹及專業發展，以確保其對本公司的運作、業務及其在監管下的職責均有適當的理解。



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During the year ended 31 December 2022, we have arranged trainings which were presented by professional firms to the Directors. Through the course of their directorship, the company secretary of the Company also from time to time updated and provided written training material relating to the roles, functions and duties of a director and all the aforesaid Directors studied such materials. All Directors are also encouraged to attend relevant training courses at the Company's expense.

We have maintained record of the continuous professional development participated by the Directors. During the year ended 31 December 2022, the current Directors received the following training with an emphasis on the role, functions and responsibilities of directors of listed companies through attending training sessions and reading materials:

於截至二零二二年十二月三十一日止年度，我們已安排專業公司向董事提供培訓。於董事擔任董事期間，本公司的公司秘書亦會不時更新並提供有關董事角色、職能及職責的書面培訓資料，而上述全體董事均已學習該等資料。本公司亦鼓勵全體董事參加相關培訓課程，費用由本公司承擔。

我們保留了董事參與持續專業發展的紀錄。於截至二零二二年十二月三十一日止年度，現任董事透過出席培訓會及閱讀材料，接受以下重點在於上市公司董事的角色、職能及職責的培訓：

Name of Director		Reading materials/ regulatory updates/ monthly reports 閱讀材料/ 監管更新資料/ 月度報告	Attending training sessions
董事姓名			出席培訓會
Mr. Wei Qiang	魏強先生	✓	✓
Mr. Wei Shaojun (Resigned on 24 June 2022)	魏少軍先生 (已於二零二二年六月二十四日辭任)	✓	N/A 不適用
Dr. Han Qinchun	韓秦春博士	✓	✓
Mr. Wong Yik Chung, John	黃翼忠先生	✓	✓
Mr. Han Xiaoping (Resigned on 8 July 2022)	韓曉平先生 (已於二零二二年七月八日辭任)	✓	N/A 不適用
Mr. Feng Zhidong (Appointed with effect on 7 October 2022)	馮志東先生 (於二零二二年十月七日獲委任並生效)	✓	✓

DIVIDEND POLICY

The Company has adopted a dividend policy (the "Policy") which can be downloaded from the Company's website. Subject to applicable laws, regulations and the Articles of Association, and depending on the financial performance of the Group and factors including but not limited to the Group's annual performance, cash flow performance, future financing needs, major capital expenditures, business operating model, industrial development trends, the Company's development stage and strategic planning etc., the Board may propose and/or declare dividends during a financial year, and any final dividend for a financial year will be subject to an ordinary resolution of the Shareholders.

派息政策

本公司已採納派息政策（「該政策」），該政策可於本公司網站下載。在適用法律、規例及章程的規限下，並視乎本集團的財務表現以及多項因素（包括但不限於本集團的業績表現、現金流量表現、未來融資需求、重大資本支出、業務經營模式、行業發展趨勢及本公司所處的發展階段及戰略規劃等情況），董事會可於某一財政年度建議及／或宣派股息，而有關某一財政年度的任何末期股息將受股東普通決議案所限。

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The Board will review the Policy on a regular basis to ensure that the Policy is in line with market practice and supports the Company's continuous development strategy.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's financial statements for each financial period, which give a true and fair view of the state of affairs of the Group and of the results and cash flows in accordance with the disclosure requirements of the Listing Rules, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and applicable accounting standard. The Company deploys appropriate and sufficient resources to prepare audited accounts. In preparing the financial statements for the Reporting Period, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. In addition, the Company provides all members of the Board with monthly updates on the Company's performance, position and prospects.

The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management Structure

The Board is responsible for establishing and maintaining appropriate and effective risk management and internal control system, and regularly assessing and continuously supervising its effectiveness to safeguard the overall interests of the Group and its Shareholders, and to foster the sustainable development of the Group. However, the risk management and internal control system formulated by the Group aims to manage, instead of eliminate, all risks exposed to the Group. Such system cannot completely eliminate inherent limitations such as unpredictable risks and events beyond control (e.g. natural disasters, fraud and judgment errors), and can only provide reasonable but not absolute assurance against material misstatement or loss.

董事會將定期檢討該政策，以確保該政策符合市場慣例，並能支持本公司的持續發展戰略。

董事就財務報表的財務報告責任

董事會確認其須負責根據上市規則、香港法例第622章公司條例的披露規定及適用的會計準則編製本集團各財政期間的財務報表，以真實公允地反映本集團的事務狀況以及業績及現金流量。本公司調配恰當及充裕的資源以編製經審核賬目。在編製本報告期間的財務報表時，董事會已選擇合適的會計政策並貫徹一致地應用，作出審慎及公允合理的判斷及估計，並按持續經營基準編製財務報表。董事負責採取一切合理及必需的步驟，以保障本集團的資產以及避免及偵察欺詐及其他違規狀況。此外，本公司每月向董事會全體成員提供有關本公司表現、狀況及前景的最新資料。

董事並不知悉可能對本集團持續經營的能力產生重大疑問的事項或情況的任何重大不明朗因素。

風險管理與內部監控

風險管理架構

董事會有責任建立及保持適當及有效之風險管理及內部監控系統，並定期評估、持續監督其有效性，以保障本集團及其股東的整體利益、促進本集團的可持續發展。然而，本集團制定的風險管理及內部監控系統旨在管理而非消除所有本集團需面對的風險。該系統無法完全排除不可預測風險及不可控制事件（例如自然災害、欺詐及判斷失誤）等固有限制，只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。



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The Group established an Enterprise Risk Management (the “ERM”) framework to implement effective risk management. Our risk management structure is simple and clear, with a defined scope of duties.

Board of Directors

As a body in charge of the Group’s risk management and internal control system, the Board is responsible for the setting up of clear ERM framework and risk management policies, aiming to assess and evaluate the business strategies of the Group and its degree of risk tolerance. With the support of the Audit Committee, whose authority has been delegated by the Board, the Board constantly monitors the risk management and internal control system of the Group, as well as conducts review as to its effectiveness at least once year.

Audit Committee

As the highest body, second only to the Board, being responsible for the risk management and internal control system, the Audit Committee provides advice and support in respect of all risk matters, including on-going monitoring of the implementation of risk management procedures, reviewing the Group’s list of major risk exposures, reviewing and approving the internal control review plans and results.

Management

The management of the Group is responsible for identifying and continuously monitoring strategic, operational, financial, reporting and compliance risks associated with the daily operations of the Group. The management reports to the Board and the Audit Committee on relevant risks and their changes. The management also designs, formulates and implements various internal control measures to mitigate the risks, and rectify internal control deficiencies they identified in a timely manner.

Internal Audit Department and External Team

The Company has an internal audit department, which carried out the analysis and independent appraisal of the adequacy and effectiveness of the Group’s risk management and internal control systems and directly reported the review results to the Audit Committee. The auditor of the Company is also able to communicate to the Audit Committee directly any internal control issues they noticed during their audit process.

Risk Management Procedures

The Group has established the ERM framework so as to effectively manage all kinds of risks exposed to the Group. The ERM framework defined the procedures for identifying, assessing, responding to and monitoring risks and their changes. Through regular discussions with each operating function, the Group strengthened the understanding of risk management so that all employees will understand and report the risks timely which enhanced the Group’s ability to identify and manage risks.

本集團透過建立企業風險管理(「企業風險管理」)框架，以落實有效的風險管理工作。本集團的風險管理架構簡單明確，責任清晰：

董事會

董事會是集團風險管理及內部監控系統的總負責機構。董事會負責建立清晰的風險管理框架及風險管理政策，有關政策旨在評估及釐定本集團的業務戰略及定義風險承受程度。董事會授權審核委員會，並在其協助下持續監督本集團風險管理及內部監控體系，並且每年就本集團風險管理及內部監控系統之有效性進行至少一次檢討。

審核委員會

審核委員會為僅次於董事會的最高風險管理及內部監控系統負責機構，向董事會就所有風險事宜提供建議及支援，包括監督集團的整體風險管理程序的執行、審閱集團的主要風險名單、審批內部監控覆核計劃及審閱內部監控覆核結果等。

管理層

集團管理層負責於日常營運過程中識別並持續監測集團所面對的戰略、營運及財務、報告和合規風險，向董事會及審核委員會匯報有關風險以及其變化情況。管理層亦設計、制定及實施各種紓緩風險的內部監控措施，並透過各途徑收集內部監控缺失資訊並及時執行整改。

內審部及外部團隊

本公司設有內審部，彼對本集團風險管理和內部控制系統的充分性和有效性進行分析和獨立評估，並直接向審核委員會報告審查結果。本公司核數師也能夠直接向審核委員會匯報他們在審計過程中注意到的任何內部控制問題。

風險管理程序

本集團建立了企業風險管理框架以有效地管理集團所面對的各種風險。該企業風險管理框架定義了本集團識別、評估、應對和監測風險及其變化的程序。集團透過定期研討加強各職能部門其對風險管理的認識，從而讓所有員工理解並及時匯報風險，加強集團風險管理的能力。

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In the course of risk identification, the management liaises with each operating function, collects significant risk factors that affect the Group from the bottom to the top, in various aspects including strategies, operational and financial matters, reporting and compliances. After establishing risk assessment scope, the management will assess the potential impact and possibilities of the risks and prioritise the risks, and make appropriate internal control measures are then developed to mitigate the risks identified and monitor the changes of risks in an on-going manner.

Risk Management System

The Group's risk management system is guided by the three lines of defence:

The first line of defence — Maintain an effective internal control system (operational level)

The Group has set up a Risk Management Executive Team, comprising functional centres, various business departments and all staff. In the course of their daily operations, the functional centres, business segments and individuals execute the risk management strategies of the Group, gather risks in a timely manner based on the changes in the business and give the Risk Management Leading Team feedback on the risks. The Risk Management Leading Team revises and optimizes the risk management system to confine risk management of the Group to the first line of defence.

The major strategies of risk management of the Group include: establish clear internal control policies and procedures, clearly define the responsibilities, authorities and accountabilities of each key position; establish code of conduct, convey to all employee the Group's requirements on integrity and ethic; establish whistle blowing mechanism, encourage employees to report incidents of misconduct or fraud; establish appropriate level of information technology assess rights, avoid leakage of price sensitive information; and establish inside information disclosure policy, including reporting channels and responsible person of disclosure, unified response to external enquiries and obtain advice from professional financial advisors or the Stock Exchange, if necessary.

The second line of defence — On-going risk monitoring (risk management level)

The Group has set up a Risk Management Leading Team, comprising the president, the vice-president and the directors of different centres. The Risk Management Leading Team based on risk management framework and risk management policies established by the Board designs, implements and supervises the risk management system to identify, communicate and assess the significant risks for the Group, and liaise with each operating function and collect significant risk information that affects the Group from the bottom to the top and continually monitors changes in risks.

在進行風險識別時，管理層與各營運職能部門溝通，由下而上方式收集對本集團有影響的重大風險因素，包括戰略、營運及財務、報告和合規等各個範疇。在建立風險評估範圍後，管理層根據風險的潛在影響與發生機會判斷風險的重要程度，制定應對有關風險的內控措施，並對風險的變化情況進行持續監察和匯報。

風險管理體系

本集團的風險管理體系以三道防線為指引：

第一道防線 — 維持有效的內控系統（營運層面）

本集團設立風險管理執行小組，由各職能中心、各事業部及全體員工組成。各職能中心、各事業部及人士於日常運營中執行本集團的風險管理策略，並根據業務的變動及時收集風險，反饋至風險管理領導小組，由風險管理領導小組修訂並完善風險管理體系，以將本集團的風險管理控制在第一道防線。

本集團風險管理的主要策略包括：設有明確的內部監控政策和程序，清晰界定各部門及職位的職責、授權及問責性；設有員工行為守則，傳遞集團對於員工誠信及道德價值方面的要求；設有舉報機制，鼓勵僱員舉報涉嫌行為失當或舞弊的事件；設置適當的資訊科技權限，防止股價敏感消息外泄；及設有內幕消息匯報政策，包括設立匯報渠道及信息披露負責人，統一回應外界查詢，並在需要時諮詢專業財務顧問或聯交所意見。

第二道防線 — 持續監察風險（風險管理層面）

本集團設立風險管理領導小組，由總裁、副總裁、各中心總監等組成。風險管理領導小組根據董事會建立的風險管理框架及風險管理政策設計、實施以及監督風險管理體系，對本集團重大風險進行識別、溝通及評估，制定並調整應對措施並確保其有效實施；並與各營運職能部門溝通，由下而上方式收集對本集團有影響的重大風險資訊及持續監察風險的變化。



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The Group has established a risk register to record the risks identified, the management will regularly assess the potential impact and possibilities of each major risk and formulate relevant internal control measures.

The third line of defence — Annual review (Board level)

The Board and the Audit Committee under the Board, which make up the third line of defence, are responsible for assessing and determining the nature and level of risks the Group is willing to take in achieving its strategic objectives, ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems, and supervising the effectiveness of the risk management and internal control systems on an ongoing basis.

During the Reporting Period, the internal audit department of the Company has completed the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems for the Reporting Period and has reported the review results to the Audit Committee.

Through the Audit Committee and the internal audit team, the Board has conducted an annual review on the effectiveness of risk management and internal control systems of the Group for the year ended 31 December 2022. The Board has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit, financial reporting functions as well as those relating to the issuer's ESG performance and reporting when reviewing risk management and internal control procedures.

The management has established remediation and improvement plan for internal control weaknesses identified. Nothing has come to the Audit Committee's or Board's attention to believe that risk management and internal control systems of the Group are inadequate or ineffective.

Principal Risks and Uncertainties

Risks and uncertainties involved in the business operations of the Group may affect the Group's financial conditions or growth prospects. In dealing with these risk factors and uncertainties, the Group focuses on the control of risks and uncertainties with the aim of understanding and addressing the concerns of stakeholders. Such factors are by no means exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

本集團建立風險登記冊紀錄已識別的風險，定期評估每項主要風險對集團的潛在影響及發生的可能性，制定相關內控措施。

第三道防線一年度審閱(董事會層面)

第三道防線由董事會及其下屬的審核委員會組成，負責評估及釐定本集團為達成策略目標所願意承受的風險性質及程度，確保本集團設立及維持合適及有效的風險管理及內部監控體系，並持續監督風險管理及內部監控體系的有效性。

於本報告期間，本公司內審部已經完成了對本集團於本報告期間風險管理和內部控制系統的充分性和有效性的分析和獨立評估，並向審核委員會報告了審查結果。

透過審核委員會及內部審核團隊，董事會已對本集團截至二零二二年十二月三十一日止年度的風險管理及內部控制制度的有效性進行年度審核。董事會在檢討風險管理及內部監控程序時，已考慮在會計、內部審核、財務匯報職能及環境、社會及管治表現和匯報相關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。

對於發現的內控問題或不足之處，管理層已制定糾正措施及改善方案。審核委員會及董事會未有注意到任何事件令他們相信本集團的風險管理及內部監控系統存在重大不足。

主要風險及不確定因素

本集團業務營運所涉及的風險及不確定因素可能會影響本集團的財務狀況或發展前景。在處理此等風險及不確定因素時，本集團以瞭解及響應利益相關者的關注點為目標，集中對風險及不確定因素作出控制。此等因素非鉅細靡遺亦非全面，除下文所示者外，亦可能存在著本集團未知或現時非重大但日後可能變成重大的其他風險。

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The key risks and uncertainties affecting the Group for 2022 are summarized below.

Industry and Policy Risk

The Group's smart energy business and public infrastructure construction business are all located in the PRC. Performance of the Company's principal businesses will also be significantly affected by the government's policy in respect of clean energy, the extent of subsidy and adjustments, as well as the planning and storage progress of local land by the Baoding Government. If the Group fails to grasp and judge macroeconomic and national policy changes, and adjust its operational strategies in time, the achievement of the Group's business performance and business objectives may be affected.

Countermeasures:

- the management continued to focus on the overall economic and industrial policy changes and conducted analysis, research and prediction of macro-economic conditions, government policies and industrial policies and timely adjust business development strategies according to the industry and policy changes.

Capital Risk

Smart energy and public infrastructure construction businesses require large capital investment. Financing ability and financing cost of the Group depend on global economic condition, interest rates and banks' credit policy as well as its own financial performance. The Group cannot guarantee that credit line, cost and terms can be obtained according to the Group's preference or project needs, which may affect the expected returns of business and projects. In addition, the Group cannot guarantee that it can recover its trade and other receivables and the external investment funds of the Group in time and in full. The Group's profit and cash flow may therefore be significantly and adversely affected.

Countermeasures:

- strengthened cooperation with banks and external financing institutions, adopted diversified financing methods to minimise the Group's financial costs;
- strengthened the overall management of funds, specified the standards for each cost and expense item and strengthened budget management during the daily operational management process; and
- established the collection mechanism of receivables to follow up the recovery progress of trade and other receivables and external investment funds in a timely manner, and, when necessary, took measures such as litigation and preservation to recover the funds.

於二零二二年度影響本集團的主要風險及不確定因素概述於下文。

行業及政策風險

本集團的智慧能源業務以及公建建設業務均處於中國境內，中國政府對清潔能源的政策、補貼、調控的力度及保定政府對當地土地的規劃及收儲進度等均會重大地影響本公司的主營業務表現。如本集團未能掌握及判斷宏觀經濟及國家政策的轉變，及時調整營運策略，可能影響本集團的經營業績和業務目標的實現。

應對措施：

- 管理層持續關注總體經濟及產業政策轉變，對宏觀經濟形勢、政府政策及產業政策進行分析、研究和預測，並根據行業及政策變化及時調整業務發展策略。

資金風險

智慧能源及公建建設業務需要大量資金投入，本集團融資能力及融資成本取決於環球經濟狀況、利率、銀行信貸政策及本集團自身之財務表現所影響。本集團不能保證融資的額度、成本及條款能夠按照本集團的意願或項目需要而獲取，並或會因此而影響業務及項目之預計回報。另外，本集團亦無法保證能及時和足額回收本集團之貿易及其他應收款項及本集團對外投資之款項，本集團之利潤及現金流或會因此受到重大不利的影響。

應對措施：

- 加強與銀行及外部融資機構的合作，採用多元化融資方式，盡量降低本集團之財務成本；
- 在日常經營管理過程中，加強對資金的統籌管理，明確各項成本費用標準，加強預算管理；及
- 建立應收賬款催收機制，及時跟進貿易及其他應收賬款及對外投資之款項的回收進度，必要時採取訴訟、保全等措施追收款項。



Corporate Governance Report 企業管治報告

Intensifying Market Competition Risk

Under the development background of the new era of energy transformation and energy security construction, more and more enterprises enter the new energy industry to participate in the business layout, and the market competition is becoming increasingly fierce, which may have a certain impact on the Group's market share and profitability, and further affect the business performance of the Group.

Countermeasure:

- Continue to pay attention to the industry development momentum and development trends, timely adjust our business development strategy.

Risk Arising From An Extreme Climate

Typhoon, hail and flood disasters caused by heavy rainfall may lead to damage to components, increase the risk of operation and maintenance and inspection, and cause safety accidents in serious cases to endanger the safety of employees or surrounding communities. Abnormal rainy weather affects the electricity generation, and then affects the sales amount of electricity and revenue from power generation. At the same time, the extreme high temperature weather and temperature rise significantly, which is prone to fire and also increases the risk of heat stroke for outdoor workers.

Countermeasures:

- Establish an emergency management mechanism and formulate emergency plans for possible emergencies caused by typhoon, hail and flood disasters, organize targeted safety inspection and reinforcement measures focusing on wind prevention and flood control;
- Accurately evaluate and calculate insurance types based on years of accidental operation and maintenance failure data, purchase relevant insurance for power plants, and transfer risks and damages that may be caused by extreme weather;
- Conduct 24-hour real-time monitoring through the centralized operation and maintenance platform, effectively identify the abnormal conditions, improve operation and maintenance efficiency, and reduce the impact of abnormal rainy weather on power generation; and
- Implement high temperature operation specification requirements in high temperature weather, ensure the health of employees by adjusting operation arrangements, controlling outdoor operation hours, ensuring adequate rest and distributing heat cooling items and health care products.

市場競爭加劇風險

在能源轉型及構建能源安全的新時代發展背景下，越來越多的企業進入新能源行業參與業務佈局，市場競爭日趨激烈，可能對本集團的市場份額和盈利水平造成一定影響，進一步影響本集團的經營業績。

應對措施：

- 持續關注行業發展勢頭及發展動態，及時調整自身業務發展策略。

極端氣候帶來的風險

颱風、冰雹及因強降雨帶來的洪澇災害，有可能導致組件損毀，增加運維及巡檢風險，嚴重時可能引發安全事故，危及員工或周邊社區的安全；異常的陰雨天氣對發電量造成影響，繼而影響售電量及發電收入；同時，極端的高溫天氣及氣溫明顯上升，容易引發火災，亦增加戶外作業員工的中暑風險。

應對措施：

- 針對颱風、冰雹和洪澇災害可能引起的突發事件建立應急管理機制及制定應急預案，有針對性地組織防風、防洪等為重點的安全檢查和加固措施；
- 根據多年運維意外故障數據匯總，精準評估、核算投保險種，為電站購買相關保險，轉嫁極端氣候可能造成的風險和損害；
- 通過集中式運維平台進行24小時實時監控，有效識別異常情況，提高運維效率，減少異常陰雨天氣對發電量的影響；及
- 高溫天氣時執行高溫作業規範要求，通過調整作業安排、控制戶外作業時間、確保員工充足休息及發放防暑降溫物品和保健品等措施保障員工的健康。

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INSIDE INFORMATION MANAGEMENT

The Company has established an inside information policy which contains the guidelines to the Directors, officers and all relevant employees (likely possessing the unpublished inside information) of the Group to ensure that the inside information of the Group is to be disseminated to public in equal and timely manner in accordance with the applicable laws and regulation.

WHISTLEBLOWING POLICY

The Company is committed to achieving and maintaining a corporate culture of openness, probity and accountability. Apart from setting up “Anti-Fraud, Anti-Corruption and Anti-Bribery Policy”, a “Whistleblowing Policy” is also in place to create a system for the employees and business partners to report to the Audit Committee and the Board about possible improprieties relating to the Group. The identity of whistleblowers will be treated with the strictest confidence.

COMPANY SECRETARY

Ms. Zou Yanhong (“**Ms. Zou**”) is the company secretary of the Company. Ms. Zou is the director of securities affairs department of the Company and is also responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed.

For the year ended 31 December 2022, Ms. Zou has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company endeavours to develop and maintain continuing relationships and effective communications with its Shareholders and investors. In an effort to facilitate and enhance the relationships and communication, the Company has established a shareholders communication policy. The Board has reviewed the implementation and effectiveness of such policy during the Reporting Period and considered that it is sufficient and effective.

The Company has established the following channels for maintaining an on-going dialogue with its Shareholders:

- (i) the annual general meeting provides a forum for the Shareholders of the Company to raise comments and exchange views with the Board. The Directors are available at the annual general meetings of the Company to address Shareholders’ queries;

內幕消息管理

本公司已制定內幕消息政策，為本集團之董事、高層人員及所有相關僱員（有可能擁有未公開之內幕消息）提供指引，以確保根據相關適用法例及規則平等及適時地向公眾發佈本集團的內幕消息。

檢舉政策

本公司決意實現並保持開明、廉潔及勇於承擔的企業文化。除制定《反欺詐、貪腐及賄賂政策》外，本集團亦訂有《舉報政策》，藉以定立機制使僱員及業務夥伴可在保密情況下，向審核委員會及董事會舉報涉及本集團的違規行為。舉報者的身份絕對保密。

公司秘書

鄒燕紅女士（「**鄒女士**」）為本公司的公司秘書。鄒女士為本公司證券事務部總監，負責就企業管治事宜向董事會提供意見，確保董事會政策及程序、適用法律、規章及法規得到遵循。

截至二零二二年十二月三十一日止年度，鄒女士已根據上市規則第3.29條參加不少於15小時的相關專業培訓。

與股東及投資者溝通

本公司致力發展及維繫與股東及投資者之持續關係及有效溝通。為增進關係及加強溝通，本公司已設立一套股東溝通政策。董事會已檢討該政策於本報告期間的執行情況及成效，並認為其屬充分及有效。

本公司已設立以下與其股東一直保持溝通的渠道：

- (i) 股東週年大會為本公司股東提供一個發表意見及與董事會交流觀點的渠道。董事出席本公司股東週年大會並在會上解答股東提問；



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- (ii) interim and annual results are announced as early as possible, to keep the Shareholders of the Company informed of the Group's performance and operations;
 - (iii) Periodic announcements are made through the Stock Exchange and published on the website of the Stock Exchange www.hkexnews.hk and the website of the Company www.longitech.hk;
 - (iv) the Company maintains a website, where updated key information/news of the Group is available for public access; and
 - (v) Shareholders may at any time send their enquiries and concerns with sufficient contact details to the Board by post at Room 1231, 12/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong for the attention of the Company Secretary or by email at investor@longitech.hk.
- (ii) 在可能情況下盡早公佈中期及全年業績，讓本公司股東得悉本集團的表現及業務營運情況；
 - (iii) 定期透過聯交所作出公告，並將公告分別刊載於聯交所網站 www.hkexnews.hk 及本公司網站 www.longitech.hk;
 - (iv) 本公司設有網站，網頁刊載本集團最近期的主要資料／消息，供公眾查閱；及
 - (v) 股東可隨時將其向董事會的查詢及關注事項(附聯系資料)郵寄至香港灣仔港灣道26號華潤大廈12樓1231室(註明公司秘書為收件人)或電郵至 investor@longitech.hk。

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each issue at Shareholder meetings, including the election of individual directors.

At any general meetings, a resolution put to vote of the meeting shall be decided by way of a poll except where a show of hands is allowed under the Listing Rules and the results of voting by poll will be declared at the meeting and published on the websites of the Stock Exchange and the Company respectively pursuant to the Listing Rules. At the annual general meeting of the Company held on 31 May 2022, all resolutions, including the approval of the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2021, were passed by poll by the Shareholders.

Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting according to the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and the Articles of Association of the Company. According to Article 64 of the Articles of Association of the Company, extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition.

股東權利

為保障股東的權益及權利，本公司將於股東大會上就每項事項(包括選舉個別董事)提呈獨立決議案。

在任何股東大會上，除非上市規則允許以舉手方式表決，否則提呈大會的決議案將以投票方式表決，而投票表決結果將於會上宣佈，以及根據上市規則分別於聯交所及本公司網站公佈。於二零二二年五月三十一日舉行的本公司股東週年大會上，股東以投票方式通過全部決議案(包括批准本公司及本集團截至二零二一年十二月三十一日止年度的經審核綜合財務報表)。

召開股東特別大會及提呈建議

股東可根據香港法例第622章公司條例及本公司章程提呈建議供於股東大會上省覽。根據本公司章程第64條，股東特別大會亦須在一名或以上於遞交申請當日持有有權於股東大會投票的本公司繳足股本不少於十分之一的股東要求下召開。有關要求須以書面向董事會或本公司的公司秘書提出，述明要求董事會召開股東特別大會以處理該要求內訂明的任何事項。有關大會須於遞交有關要求後2個月內舉行。

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As regards proposing a person for election as a director, Article 113 of the Articles of Association of the Company stipulates that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notices required under the Articles of Association will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days. The procedures for Shareholders to propose a person for election as a director are available on the website of the Company.

CHANGE IN ARTICLES OF ASSOCIATION

During the Reporting Period, the Company has adopted the new Articles of Association through several amendments in substitution for and to the exclusion of the original Articles of Association, for the purposes of, among others, (i) bringing the Articles of Association of the Company in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules (in particular, Appendix 3 of the Listing Rules); (ii) making some other housekeeping improvements; and (iii) reflecting the proposed change of Company name.

The new amended Articles of Association have been adopted at the special general meeting of the Company held on 15 July 2022. For details, please refer to the Company's announcements dated 20 June 2022, 15 July 2022, 11 August 2022 and the circular dated 22 June 2022. The full text of the new adopted Articles of Association of the Company is available on the website of the Stock Exchange and that of the Company.

就提名人選參選董事而言，本公司章程第113條規定，除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士簽發表明其願意選舉的書面通知已呈交至總辦事處或註冊辦事處，否則概無人士（退任董事除外）有權在任何股東大會上選舉出任董事職位（由董事會推選的情況除外）。根據章程規定，提交該等通知的期間須由不早於指定進行該選舉的股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前7日結束，而向本公司發出該等通知的最短期間須為最少7日。有關股東提名人選參選董事的程序可於本公司網站閱覽。

章程文件的變更

於本報告期間，本公司通過若干修訂方式採納了新章程以取代及摒除原有章程，旨在（其中包括）(i)使本公司章程符合開曼群島適用法例及上市規則（特別是上市規則附錄三）的相關規定；(ii)作出若干其他內部管理的改進；及(iii)反映建議更改公司名稱。

新修訂之章程已於本公司二零二二年七月十五日舉行之股東特別大會上採納通過。詳情請參閱本公司二零二二年六月二十日、二零二二年七月十五日、二零二二年八月十一日之公告及二零二二年六月二十二日之通函。本公司新採納之章程全文載於聯交所網站及本公司網站。

Independent Auditor's Report

獨立核數師報告



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To the Shareholders of Xinda Investment Holdings Limited
(incorporated in the Cayman Islands with limited liability)

致鑫達投資控股有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Xinda Investment Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") set out on pages 75 to 179, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of 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 present fairly, in all material respects, of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flow for the year ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the "Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the Hong Kong Institute of Certified Public Accountants ("HKICPA")'s "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審計鑫達投資控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第75至179頁的綜合財務報表，當中包括於二零二二年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益表、綜合其他全面收益表、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，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際財務報告準則(「國際財務報告準則」)在所有重要方面均公允地列報。貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

意見的基礎

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

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of trade receivables

Key Audit Matter

Refer to note 25 to the consolidated financial statements.

As at 31 December 2022, the gross carrying amount of trade receivables amounted to RMB411,630,000, with loss allowance amounting to RMB229,275,000.

The Group assesses expected credit loss allowances ("ECL") of trade receivables using credit risk exposure and expected credit loss rates. The Group assesses the expected credit losses on a forward looking basis. When measuring expected credit losses, the Group considers historical loss rates, current market conditions and available reasonable and supportive forwarding-looking information, including economic policies, macroeconomic indicators, industry risks and changes in debtors' conditions.

Assessment on the recoverability of trade receivables and the sufficiency of the related loss allowances for ECL are performed by the management.

In carrying out impairment assessment of trade receivables under the ECL model, significant management judgement was used to determine the underlying estimations.

關鍵審計事項

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

貿易應收款項的可收回性

關鍵審計事項

請參閱綜合財務報表附註25。

於二零二二年十二月三十一日，貿易應收款項的賬面總值為人民幣411,630,000元，已計提的虧損撥備為人民幣229,275,000元。

貴集團使用貿易應收款項的信用風險敞口及預期信用損失率評估預期信用損失（「預期信用損失」）。貴集團按前瞻性基準評估預期信用損失。在計量預期信用損失時，貴集團考慮歷史損失率、當前市場狀況及可用的合理且具有支持性的前瞻性資訊，包括經濟政策、宏觀經濟指標、行業風險及債務人狀況的變化等。

對貿易應收款項可收回性及就預期信用損失計提相關虧損撥備充分性的評估乃由管理層作出。

在預期信用損失模型下進行貿易應收款項減值評估時，管理層已作出重大判斷以釐定相關估計。

KEY AUDIT MATTERS (Continued)

Recoverability of trade receivables (Continued)

Our response

Our audit procedures included:

- Ascertaining our understanding on the policy and operating effectiveness on internal controls which oversee credit control, debt collection and estimate of expected credit loss;
- Assessing on a sample basis, whether items in the trade receivables aging report were classified within the appropriate aging bracket by comparing individual items in the report with relevant sales invoices;
- Assessing the appropriateness of the key input data, on a sample basis, used by management to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data;
- Involving an auditor's expert to assist us in evaluating and assessing the appropriateness of the assessment methodologies and the reasonableness of the key assumptions and estimations used in the assessment; and
- Discussing with management about the recoverability status of material overdue balances and assess whether provision is required.

Recoverability of financial assets measured at amortised cost

Key Audit Matter

Refer to note 22 to the consolidated financial statements.

As at 31 December 2022, the gross carrying amount of financial assets at amortised cost amounted to RMB55,683,000, with loss allowance amounting to RMB55,683,000.

The Group took into account reasonable and substantiated historical data such as principal and interest payment schedule, ageing, repayment history, financial information of the counterparties, and available forward-looking information to determine whether the credit risk has significantly increased since initial recognition and to calculate expected credit losses.

Assessment on the recoverability of financial assets at amortised cost and the sufficiency of the related loss allowances for ECL are performed by the management.

關鍵審計事項 (續)

貿易應收款項的可收回性 (續)

我們的回應

我們的審計程序包括：

- 確定我們對監管信貸監控、債務收取及估計預期信用損失的內部監控的政策及運作成效的理解；
- 將貿易應收款項賬齡報告內的獨立項目與相關銷售發票比較，抽樣評估相關賬齡報告內項目是否分類至適當的賬齡類別；
- 抽樣評估管理層用以制訂歷史損失率的主要輸入數據的合適性，以及評估該數據的充分性、可靠性及相關性；
- 聘請核數師專家協助我們評價及評定於評估中所使用的評估方法的合適性及主要假設及估計的合理性；及
- 與管理層討論收回重大逾期結餘的成數以及評估是否需要撥備。

按攤銷成本計量的金融資產的可收回性

關鍵審計事項

請參閱綜合財務報表附註22。

於二零二二年十二月三十一日，按攤銷成本計量的金融資產賬面總值為人民幣55,683,000元，已計提的虧損撥備為人民幣55,683,000元。

貴集團考慮合理且經證實的歷史資料，如本金和利息支付時間表、賬齡、還款記錄、交易方的財務資料，以及可用的前瞻性資訊，以確定信用風險自初始確認以來是否顯著增加，並計算預期信用損失。

對按攤銷成本計量的金融資產的可收回性及就預期信用損失計提相關虧損撥備充分性的評估乃由管理層作出。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Recoverability of financial assets measured at amortised cost (Continued)

Key Audit Matter (Continued)

In carrying out impairment assessment of financial assets at amortised cost under the ECL model, significant management judgement was used to determine the underlying estimations.

Our response

Our audit procedures included:

- Ascertaining our understanding on relevant controls in place on granting loans to third parties and on management's assessment on the recoverability of financial assets at amortised cost;
- Checking the aging analysis, on a sample basis, against repayment terms set out on loan agreements of the loan receivables, on a sample basis, to the source documents, including bank statements;
- Assessing the appropriateness of the key input data, on a sample basis, used by management to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data;
- Involving an auditor's expert to assist us in evaluating and assessing the appropriateness of the assessment methodologies and the reasonableness of the key assumptions and estimations used in the assessment; and
- Evaluating the historical accuracy of the management's assessment of impairment for loan receivables, on a sample basis, by examining the actual write-offs, the reversal of previous recorded allowance and new allowances recorded in the current year in respect of loan receivables at the end of the previous financial year.

關鍵審計事項(續)

按攤銷成本計量的金融資產的可收回性(續)

關鍵審計事項(續)

在預期信用損失模型下進行按攤銷成本計量的金融資產減值評估時，管理層已作出重大判斷以釐定相關估計。

我們的回應

我們的審計程序包括：

- 確定我們對向第三方授予貸款所實施有關監控及對管理層就按攤銷成本計量的金融資產可收回性所作評估的理解；
- 抽樣自銀行結單等原始文件中抽樣核查賬齡分析與貸款協議所載還款期以及應收貸款的結算情況；
- 抽樣評估管理層用以制訂歷史損失率的主要輸入數據的合適性，以及評估該數據的充分性、可靠性及相關性；
- 聘請核數師專家協助我們評價及評定於評估中所使用的評估方法的合適性及主要假設及估計的合理性；及
- 抽樣評價管理層過往所作應收貸款減值評估的準確程度，方法為審查上一財政年度結束時應收貸款的實際撇銷、撥回過往所記錄撥備及於本年度記錄的新撥備。

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

DIRECTORS' RESPONSIBILITIES 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 IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

年報內其他信息

董事須對其他信息負責。其他信息包括 貴公司年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據國際財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

董事亦負責監督 貴集團的財務報告過程。審核委員會協助董事履行他們在此方面的責任。

Independent Auditor's Report

獨立核數師報告

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 the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據我們業務約定的條款，本報告僅提交予閣下（作為整體），除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照國際審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

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

- 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.
- 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 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 Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表承 擔的責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。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的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核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的任何重大缺陷。

我們還向審核委員會提交聲明，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，相關的防範措施。

Independent Auditor's Report

獨立核數師報告

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

From the matters communicated with the directors, 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.

BDO Limited

Certified Public Accountants

Chan Wing Fai

Practising Certificate no. P05443

Hong Kong, 28 March 2023

核數師就審計綜合財務報表承 擔的責任(續)

從與董事溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的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。

香港立信德豪會計師事務所有限公司

執業會計師

陳永輝

執業證書編號P05443

香港，二零二三年三月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收益	5(a)	195,209	462,642
Cost of sales	銷售成本	6	(144,633)	(374,988)
Gross profit	毛利		50,576	87,654
Selling and distribution expenses	銷售及分銷開支	6	(2,153)	(18,242)
Administrative expenses	行政開支	6	(32,582)	(63,622)
(Impairment losses)/reversal of impairment losses on financial assets	金融資產的(減值虧損)/減值虧損撥回	8	(15,272)	5,735
Other income	其他收入	9	176	149
Other (losses)/gains — net	其他(虧損)/收益淨額	10	(4,722)	994
Operating (loss)/profit	經營(虧損)/溢利		(3,977)	12,668
Finance income	融資收入	11	7,373	7,048
Finance expenses	融資開支	11	(11,815)	(13,338)
Finance expenses — net	融資開支淨額		(4,442)	(6,290)
Share of net (loss)/profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的(純虧)/純利份額	20	(265,854)	2,457
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(274,273)	8,835
Income tax expense	所得稅開支	12	(31,875)	(38,873)
Loss for the year	年內虧損		(306,148)	(30,038)
(Loss)/profit is attributable to:	以下應佔(虧損)/溢利:			
Owners of the Company	本公司擁有人		(306,368)	(28,221)
Non-controlling interests	非控股權益		220	(1,817)
			(306,148)	(30,038)
Loss per share for loss attributable to owners of the Company (RMB):	本公司擁有人應佔虧損的每股虧損(人民幣):			
Basic loss per share	每股基本虧損	13	(0.2064)	(0.0190)
Diluted loss per share	每股攤薄虧損	13	(0.2064)	(0.0190)

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss for the year	年內虧損	(306,148)	(30,038)
Other comprehensive income	其他全面收入		
<i>Items that may be reclassified subsequently to profit or loss</i>	<i>隨後可能重新分類至損益的項目</i>		
Exchange differences on translation of financial statements of overseas operations	換算海外業務財務報表所產生的匯兌差額	818	(210)
Other comprehensive income/(loss) for the year, net of tax	年內其他全面收入/(虧損)，經扣除稅項	818	(210)
Total comprehensive loss for the year	年內全面虧損總額	(305,330)	(30,248)
Total comprehensive loss/(income) for the year is attributable to:	以下應佔年內全面虧損/(收入)總額：		
Owners of the Company	本公司擁有人	(305,550)	(28,431)
Non-controlling interests	非控股權益	220	(1,817)
		(305,330)	(30,248)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

			2022	2021
			二零二二年	二零二一年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	422,255	432,568
Right-of-use assets	使用權資產	15	14,792	15,083
Intangible assets	無形資產	16	77,407	4,715
Deferred tax assets	遞延稅項資產	17	3,527	33,043
Investments accounted for using the equity method	採用權益法入賬的投資	20	—	265,854
Deposits	按金	25	23,570	8,000
Other non-current assets	其他非流動資產	23	9,077	11,728
Total non-current assets	非流動資產總額		550,628	770,991
Current assets	流動資產			
Inventories	存貨	24	6,666	30,805
Contract assets	合約資產	18	190,592	187,722
Trade and other receivables	貿易及其他應收款項	25	218,714	205,404
Financial assets at amortised cost	按攤銷成本計量的金融資產	22	—	64,035
Restricted cash	受限制現金	26	7,817	18,341
Cash and cash equivalents	現金及現金等價物	27	205,381	222,320
Total current assets	流動資產總額		629,170	728,627
Total assets	資產總額		1,179,798	1,499,618
Equity and liabilities	權益及負債			
Share capital	股本	28(a)	12,255	12,255
Reserves	儲備	28(b)	1,144,863	1,143,725
(Accumulated losses)/retained earnings	(累計虧損)/保留盈餘		(296,350)	10,519
Equity attributable to owners of the Company	本公司擁有人應佔權益		860,768	1,166,499
Non-controlling interests	非控股權益		5,530	5,092
Total equity	權益總額		866,298	1,171,591

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

			2022	2021
		Notes	二零二二年	二零二一年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Liabilities	負債			
Non-current liabilities	非流動負債			
Borrowings	借貸	29	160,500	186,300
Lease liabilities	租賃負債	15	12,458	12,110
Deferred government grants	遞延政府補貼		1,959	2,066
Deferred tax liabilities	遞延稅項負債	17	18,846	10,854
Contract liabilities	合約負債		15,715	—
Total non-current liabilities	非流動負債總額		209,478	211,330
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	30	56,793	64,883
Contract liabilities	合約負債		8,666	14,237
Current tax liabilities	即期稅項負債		12,059	12,250
Borrowings	借貸	29	25,800	24,700
Lease liabilities	租賃負債	15	704	627
Total current liabilities	流動負債總額		104,022	116,697
Total liabilities	負債總額		313,500	328,027
Total equity and liabilities	權益及負債總額		1,179,798	1,499,618

The financial statements on pages 75 to 179 were approved by the Board of Directors on 28 March 2023 and were signed on its behalf

第75頁至第179頁所載財務報表於二零二三年三月二十八日經董事會批准，並由下列董事代表簽署

Wei Qiang
魏強
Director
董事

Han Qinchun
韓秦春
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Statutory reserve	Share-based compensation reserve	Exchange reserve	Other reserve	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	以股份支付的報酬儲備	匯兌儲備	其他儲備	保留盈餘	總計	非控股權益	總權益
		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
At 1 January 2021	於二零二一年一月一日	12,255	1,090,355	40,577	1,928	6,870	4,187	38,758	1,194,930	6,986	1,201,916
Comprehensive income	全面收入										
Loss for the year	年內虧損	—	—	—	—	—	—	(28,221)	(28,221)	(1,817)	(30,038)
Other comprehensive loss	其他全面虧損	—	—	—	—	(210)	—	—	(210)	—	(210)
Total comprehensive loss	全面虧損總額	—	—	—	—	(210)	—	(28,221)	(28,431)	(1,817)	(30,248)
Appropriation to statutory reserve	撥至法定儲備	—	—	1,406	—	—	—	(1,406)	—	—	—
Lapse of share option	購股權失效	—	—	—	(1,388)	—	—	1,388	—	—	—
Disposal of subsidiaries	出售附屬公司	—	—	—	—	—	—	—	—	(77)	(77)
		—	—	1,406	(1,388)	—	—	(18)	—	(77)	(77)
Balance at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日結餘	12,255	1,090,355	41,983	540	6,660	4,187	10,519	1,166,499	5,092	1,171,591
Comprehensive income	全面收入										
(Loss)/profit for the year	年內(虧損)/溢利	—	—	—	—	—	—	(306,368)	(306,368)	220	(306,148)
Other comprehensive income	其他全面收入	—	—	—	—	818	—	—	818	—	818
Total comprehensive (loss)/income	全面(虧損)/收入總額	—	—	—	—	818	—	(306,368)	(305,550)	220	(305,330)
Appropriation to statutory reserve	撥至法定儲備	—	—	681	—	—	—	(681)	—	—	—
Lapse of share option	購股權失效	—	—	—	(180)	—	—	180	—	—	—
Acquisition of non-wholly owned subsidiary	收購非全資附屬公司	—	—	—	—	—	—	—	—	4,120	4,120
Disposal of subsidiaries	出售附屬公司	—	—	(181)	—	—	—	—	(181)	(3,902)	(4,083)
		—	—	500	(180)	—	—	(501)	(181)	218	37
Balance at 31 December 2022	於二零二二年十二月三十一日結餘	12,255	1,090,355	42,483	360	7,478	4,187	(296,350)	860,768	5,530	866,298

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash flows from operating activities	經營活動所得現金流量			
Cash generated from operations	經營所得現金	32	7,458	77,847
Interest received	收取利息		2,519	1,311
Income tax (paid)/refunded	(支付)/退還所得稅		(2,412)	787
Net cash generated from operating activities	經營活動所得現金淨額		7,565	79,945
Cash flows from investing activities	投資活動所得現金流量			
Payments for property, plant and equipment	就物業、廠房及設備支付款項		(28,778)	(32,196)
Payments for Intangible assets	無形資產支付款項		(261)	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		118	—
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計量且其變動計入損益的金融資產所得款項		—	44,612
Repayment of loans by an associate	一間聯營公司償還貸款		2,050	—
Repayment of loans by related parties	關聯方償還貸款		10,950	3,114
Repayment of loans by third parties	第三方償還貸款		6,020	13,850
Repayment of advance to related parties	償還關聯方的墊款		—	3,711
Interest received on financial assets at amortised cost	收取按攤銷成本計量的金融資產利息		4,854	5,737
Net cash (outflow)/inflow from disposal of subsidiaries	出售附屬公司所得現金(流出)/流入淨額		(135)	5,174
Net cash inflow from acquisition of a subsidiary	收購一間附屬公司所得現金流入淨額		451	—
Decrease/(increase) in restricted cash	受限制現金減少/(增加)		10,524	(18,202)
Net cash generated from investing activities	投資活動所得現金淨額		5,793	25,800
Cash flows from financing activities	融資活動所得現金流量			
Repayment of borrowings	償還借貸		(24,700)	(24,400)
Interest paid	支付利息		(11,815)	(13,318)
Principal elements of lease payments	租賃付款本金部分		(213)	(1,874)
Funds received from an associate	自一間聯營公司收取的資金	35(a)	2,000	—
Funds received from related parties	自關聯方收取的資金	35(a)	2,485	2,355
Repayment of funds to related parties	償還關聯方的資金	35(a)	(1,944)	(3,952)
Net cash used in financing activities	融資活動所用現金淨額		(34,187)	(41,189)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(20,829)	64,556
Cash and cash equivalents at the beginning of year	於年初的現金及現金等價物		222,320	155,446
Exchange gains on cash and cash equivalents	現金及現金等價物匯兌收益		3,890	2,318
Cash and cash equivalents at the end of year	於年末的現金及現金等價物	27	205,381	222,320

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1. GENERAL INFORMATION

Xinda Investment Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 4 January 2011 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, the Cayman Islands. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 12 January 2012.

Pursuant to a special resolution passed on 15 July 2022 and the Certificate of Incorporation on Change of Name issued by the Registrar of Companies in the Cayman Islands on 21 July 2022, and the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Companies Registrar in Hong Kong on 4 August 2022, the Company had changed its name from “LongiTech Smart Energy Holding Limited 隆基泰和智慧能源控股有限公司” to “Xinda Investment Holdings Limited 鑫達投資控股有限公司”.

The Company and its subsidiaries (together, the “Group”) are principally engaged in smart energy business and public infrastructure construction business. For this reporting period, two major shareholders of the Company are Harvest Oak Holdings Limited and Lightway Power Holdings Limited. The ultimate beneficial owner of the Company is Mr. Wei Shaojun (the “Controlling Shareholder”).

1. 一般資料

鑫達投資控股有限公司(「本公司»)於二零一一年一月四日根據開曼群島公司法(第22章)(一九六一年第3號法例,經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, the Cayman Islands。本公司股份於二零一二年一月十二日在香港聯合交易所有限公司主板上市。

根據於二零二二年七月十五日通過的特別決議及開曼群島公司註冊處處長於二零二二年七月二十一日簽發的公司更改名稱註冊證書,以及香港公司註冊處處長已於二零二二年八月四日發出註冊非香港公司變更名稱註冊證明書,本公司名稱由「LongiTech Smart Energy Holding Limited 隆基泰和智慧能源控股有限公司」變更為「Xinda Investment Holdings Limited 鑫達投資控股有限公司」。

本公司及其附屬公司(合稱「本集團»)主要從事智慧能源業務及公建建設業務。就本報告期而言,本公司兩名主要股東為Harvest Oak Holdings Limited及Lightway Power Holdings Limited。本公司的最終實益擁有人為魏少軍先生(「控股股東»)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which include all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared on a historical cost basis.

The preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.1.1 New and amended standards adopted by the Group

The Group has adopted all the new and amended IFRSs which are effective for the Group’s accounting periods beginning on or after 1 January 2022 throughout the year ended 31 December 2022.

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to IFRSs	Annual Improvements to IFRSs 2018–2020
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination

None of these new or amended IFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended IFRSs that is not yet effective for the current accounting period.

2. 重大會計政策概要

2.1 編製基準

本集團的綜合財務報表乃按照所有適用的國際財務報告準則（「國際財務報告準則」）（此包括由國際會計準則理事會（「國際會計準則理事會」）頒佈的所有適用個別國際財務報告準則、國際會計準則（「國際會計準則」）及解釋公告）及香港公司條例的披露規定編製。綜合財務報表乃以歷史成本為基礎編製。

編製符合國際財務報告準則的財務報表需要採用若干重大會計估計，亦需要管理層在應用本集團的會計政策時作出判斷。涉及較高程度判斷或複雜性的範疇，或假設及估計對綜合財務報表重大的範疇於附註4披露。

2.1.1 本集團採用的新訂及經修訂準則

本集團已採用所有於二零二二年一月一日或之後開始的本集團會計期間至截至二零二二年十二月三十一日止年度生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號的修訂	概念框架的引用
國際會計準則第16號的修訂	物業、廠房及設備 — 達到預定用途前的產出收入
國際會計準則第37號的修訂	虧損性合約 — 履行合約的成本
國際財務報告準則的修訂	2018–2020國際財務報告準則的年度改進
會計指引第5號（經修訂）	共同控制下合併的合併會計法

此等新訂或經修訂國際財務報告準則概無對本集團本期間或上一期間的業績及財務狀況構成重大影響。本集團並無提前應用任何於本會計期間尚未生效的新訂或經修訂國際財務報告準則。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.2 New standards and interpretations not yet adopted

The following published new accounting standards and interpretations are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Group:

IFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IAS 1	Classification of Liabilities as Current or Non-current (amendments) and non-Current Liabilities with Covenants (amendments) ²
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2024

³ Effective for annual periods beginning on or after a date to be determined

These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2. 重大會計政策概要(續)

2.1 編製基準(續)

2.1.2 尚未採用的新準則及解釋公告

以下已發佈新會計準則及解釋公告於截至二零二二年十二月三十一日止的報告期間尚未強制生效，且並未獲本集團提前採用：

國際財務報告準則第17號	保險合約及相關修訂 ¹
國際財務報告準則第10號及國際會計準則第28號的修訂	投資者與其聯營企業或合營企業之間資產的出售或投入 ³
國際會計準則第1號的修訂	負債的流動或非流動劃分(修訂)及附帶契諾的非流動負債(修訂) ²
國際會計準則第1號及國際財務報告準則實務公告第2號的修訂	會計政策的披露 ¹
國際會計準則第8號的修訂	會計估計的定義 ¹
國際會計準則第12號的修訂	與單項交易產生的資產和負債相關的遞延稅項 ¹

¹ 對二零二三年一月一日或之後開始的年度期間生效

² 對二零二四年一月一日或之後開始的年度期間生效

³ 對特定日期或之後開始的年度期間生效

該等準則預計不會於本報告期間或未來報告期間對本集團或對可預見的未來交易造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting

2.2.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (Note 2.3).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet, respectively.

2.2.2 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (Note 2.2.3), after initially being recognised at cost.

2. 重大會計政策概要(續)

2.2 綜合原則及權益會計法

2.2.1 附屬公司

附屬公司乃本集團擁有控制權的實體(包括結構性實體)。當本集團因參與實體的業務而承擔可變回報的風險或享有可變回報的權利，且能夠運用其指導實體活動的權力影響該等回報時，即表示本集團控制該實體。附屬公司於控制權轉讓予本集團之日起悉數合併入賬，並於該控制權終止之日終止合併入賬。

本集團的業務合併會計處理使用收購會計法(附註2.3)。

集團內公司間交易、結餘及集團公司間交易的未變現收益均予以對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值。附屬公司的會計政策已按需要變更，以確保與本集團所採用政策一致。

於附屬公司業績及權益的非控股權益分別於綜合損益表、全面收益表、權益變動表及資產負債表內獨立列示。

2.2.2 聯營公司

聯營公司為本集團對其具有重大影響力但不具有控制權或共同控制權的所有實體。一般情況下，本集團持有20%至50%的投票權。於初步按成本確認後，於聯營公司的投資將採用權益會計法(附註2.2.3)入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

2.2.3 Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.9.

2. 重大會計政策概要(續)

2.2 綜合原則及權益會計法(續)

2.2.3 權益法

根據權益會計法，投資初步按成本確認，其後進行調整以於損益確認本集團應佔被投資方收購後溢利或虧損並於其他綜合收益確認本集團應佔被投資方其他綜合收益的變動。已收或應收聯營公司的股息確認為投資賬面值扣減。

當本集團應佔按權益列賬的投資的虧損等於或超過其應佔該實體的權益(包括任何其他無抵押長期應收款項)時，本集團不再確認進一步虧損，除非本集團代表聯營公司承擔責任或支付款項。

本集團與其聯營公司之間交易的未實現收益按本集團於聯營公司權益為限抵銷。未實現虧損亦予以抵銷，除非有證據顯示交易所轉讓資產出現減值。聯營公司的會計政策已在必要時作出調整，以確保與本集團所採納的政策一致。

以權益法入賬的投資的賬面值按照附註2.9所述政策進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

2. 重大會計政策概要(續)

2.3 業務合併

不論有否收購權益工具或其他資產，所有業務合併的會計處理均採用收購會計法。收購附屬公司的轉讓代價包括：

- 所轉讓資產的公平值
- 被收購業務的前擁有人所承擔的負債
- 本集團已發行股權
- 或有代價安排所產生的任何資產或負債的公平值；及
- 任何附屬公司預先存在股權的公平值

除少數例外情況外，在業務合併中所收購的可辨認資產以及所承擔的負債及或有負債按於收購日期的公平值初始計量。本集團按個別收購基準於所收購實體的任何非控股權益按公平值或非控股權益佔所收購實體的可識別淨資產的比例確認。

收購相關成本於產生時列為開支。

所轉讓代價、被收購實體的任何非控股權益金額及任何先前於被收購實體的股權於收購日期的公平值超逾所收購可識別淨資產公平值的差額，乃入賬列作商譽。倘該等款項低於所收購業務可識別淨資產的公平值，則該差額會直接於損益內確認為議價收購。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified as either equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2. 重大會計政策概要(續)

2.3 業務合併(續)

如果現金代價的任何部分延遲結算，則未來的應付金額將按交換日的現值折現。所用折現率為實體的增量借款利率，即在相似條款及條件下可向獨立融資人獲得類似借貸的利率。或有代價分為權益或金融負債。分類為金融負債的金額隨後按公平值重新計量，公平值變動計入損益。

倘業務合併分階段進行，則收購方先前持有的被收購方股權於收購日期的賬面價值按收購日期的公平值重新計量；該重新計量產生的任何收益或虧損乃於損益確認。

2.4 獨立財務報表

附屬公司投資乃按成本減減值入賬。成本包括投資的直接歸屬成本。本公司按已收及應收股息將附屬公司業績入賬。

倘自相關投資收取的股息超出附屬公司於股息宣派期間的全面收入總額，或倘個別財務報表內所列投資的賬面值超出綜合財務報表所示被投資方淨資產(包括商譽)的賬面值，則須對附屬公司投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The Board of Directors of the Company has identified the senior executive management as the chief operating decision-maker, who assesses the financial performance and position of the Group, makes strategic decisions and allocates resources.

2.6 Foreign currency translation

2.6.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Chinese Renminbi ("RMB"), which is the Group's presentation currency.

2.6.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within other gains/(losses).

2. 重大會計政策概要(續)

2.5 分部報告

經營分部按照與向主要經營決策者提供的內部報告貫徹一致的方式報告。

本公司董事會已指定高級管理人員為主要經營決策者，負責評估本集團的財務表現及狀況，以及作出策略決策及分配資源。

2.6 外幣換算

2.6.1 功能及呈列貨幣

各本集團實體的財務報表所列項目均以該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以中國人民幣（「人民幣」）呈列，人民幣為本集團的呈列貨幣。

2.6.2 交易及結餘

外幣交易均按交易當日的匯率折算為功能貨幣。結算該等交易以及將外幣計價的貨幣資產及負債按年匯率折算產生的匯兌收益及虧損一般在損益內確認。若與合資格現金流對沖及合資格淨投資對沖有關，或歸屬於海外業務的部分淨投資，則於權益遞延。

與借貸有關的匯兌收益及虧損在綜合損益表內的融資成本中列報。所有其他匯兌收益及虧損在綜合損益表內的其他收益／（虧損）中以淨額中列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Foreign currency translation (Continued)

2.6.2 Transactions and balances (Continued)

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2.6.3 Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet,
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

2. 重大會計政策概要(續)

2.6 外幣換算(續)

2.6.2 交易及結餘(續)

按公平值計量的外幣非貨幣性項目，將採用公平值確定日的匯率折算。按公平值列賬的資產及負債的折算差額將報告為公平值損益的一部分。例如，非貨幣資產及負債(例如按公平值持有且其變動計入損益的權益)的折算差額將計入損益的公平值損益的一部分，而非貨幣資產(例如分類為按公平值計量且其變動計入其他全面收入的權益)的折算差額將在其他全面收入中確認。

2.6.3 集團公司

功能貨幣與列報貨幣不一的海外業務的業績及財務狀況(概無持有極度通貨膨脹經濟的貨幣)皆換算為列報貨幣：

- 各資產負債表所列資產及負債按其結算日的收市匯率換算；
- 各損益表及全面收益表所列收入及開支按平均匯率換算，除非此平均匯率不足以合理地概括反映於交易日期適用匯率的累計影響，則在此情況下，收入及開支按交易日期的匯率換算；及
- 一切因此而產生的匯兌差額均於其他全面收入確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term, as follows:

Buildings	20 years
Plant and machinery	5–25 years
Motor vehicles	5–10 years
Furniture, fixtures and equipment	3–5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and included in profit or loss.

2. 重大會計政策概要(續)

2.7 物業、廠房及設備

物業、廠房及設備均以歷史成本減累計折舊及減值(如有)列賬。歷史成本包括收購該等項目直接發生的開支。

後續成本只有在與該項目有關的未來經濟利益很可能流入本集團，而該項目的成本能夠可靠地計量時，方會計入資產的賬面值內或確認為獨立資產(若適用)。任何作為獨立資產入賬的部份的賬面值會於取代時終止確認。所有其他維修及保養於發生時自有關報告期損益列支。

折舊採用直線法計算，按以下估計可用年期(或倘為租賃裝修及特定租賃廠房及設備，則為較短的租賃期)將成本或重估價值扣除其剩餘價值後分攤：

樓宇	20年
廠房及機械	5至25年
汽車	5至10年
傢俱、裝置及設備	3至5年

資產的剩餘價值及可使用年期在各報告期末進行檢討，並於適當時候作出調整。

倘資產的賬面值超過其估計可收回金額，則資產的賬面值將即時撇減至其可收回金額(附註2.9)。

出售的收益及虧損按所得款與賬面值的差額釐定，並計入損益內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets

2.8.1 Goodwill

Goodwill is measured as described in Note 2.3. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units (“CGUs”) for impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. The CGUs or groups of CGUs are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

2.8.2 Patent

Patent acquired in a business combination is recognised at fair value at the acquisition date. It has a finite useful life and is subsequently carried at cost less accumulated amortisation and impairment losses, if any.

2.8.3 Software

Acquired computer software is stated at historical cost less accumulated amortisation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Costs associated with maintaining software programmes are recognised as an expense as incurred.

2. 重大會計政策概要(續)

2.8 無形資產

2.8.1 商譽

商譽按附註2.3所述計量。收購附屬公司的商譽包括在無形資產中。商譽不攤銷，但每年進行減值測試，如果有事件出現或情況有變而顯示其可能減值，則更頻密地進行減值測試，並按成本減累計減值虧損計量。出售實體的收益及虧損包括與出售實體有關的商譽賬面值。

就減值測試而言，商譽會分配至現金產生單位（「現金產生單位」）。此項分配是對預期可產生商譽的業務合併中得益的現金產生單位或現金產生單位組而作出的。現金產生單位或現金產出單位組以最低級別識別，以作內部管理用途監控商譽，即經營分部。

2.8.2 專利

於業務合併時購入的專利於收購日期按公平值確認。該專利有固定可使用年期，並後續按成本減累計攤銷及減值虧損計量（如有）。

2.8.3 軟件

購買的電腦軟件列入歷史成本減累計攤銷及減值虧損（如有）。歷史成本包括由購買項目直接發生的開支。與維持軟件有關的成本於產生時確認為開支。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets (Continued)

2.8.4 Service concession agreement

The Group has entered into contractual service arrangement with local government authorities for its participation in the construction, operation and management of heat supply services in the People Republic of China (the “PRC”). The Group carries out the construction of pipeline connection for the granting authorities and receives in exchange for the right to operate the heat supply services concerned and the entitlement to provision of heat service fees collected from users of the concession infrastructure.

The Group recognises an intangible asset arising from a service concession arrangement when it has a right to charge for usage of the concession infrastructure. The concession grantor has not provided any contractual guarantee in respect of the amounts of construction costs incurred to be recoverable. Intangible assets received as consideration for providing construction work and project management services in a service concession arrangement are measured at fair value upon initial recognition. Subsequent to initial recognition the intangible asset is measured at cost less accumulated amortisation and impairment losses (see note 2.9).

Amortisation is calculated to write off the cost of the intangible asset arising from a service concession arrangement on a unit of usage basis over the estimated useful life, which is the period when it is available for use to the end of the concession period. Where an item of infrastructure assets included in the intangible asset arising from a service concession arrangement has different period of expected future economic benefits flowing to the Group than the concession period, it is amortised separately.

Both the period and method of amortisation are reviewed annually.

2.8.5 Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

Software	5 years
Patent	10 years
Service concession agreement	30 years

2. 重大會計政策概要(續)

2.8 無形資產(續)

2.8.4 服務特許協議

本集團與地方政府當局已訂立合約服務安排，參與中華人民共和國(「中國」)供熱服務的建設、營運及管理。本集團為授權當局進行管道接駁工程，換取相關供熱服務的營運權利及有權向該特許經營基礎設施的用戶徵收供熱服務費。

倘本集團有權就使用特許經營基礎設施而徵收費用，則確認從服務特許經營安排產生的無形資產。授出特許權者並無就可供收回的已產生施工成本提供任何約定擔保。作為於服務特許安排中提供施工工程及項目管理服務而獲取作為代價的無形資產，於初次確認時按公平值計量。於初次確認後，按成本減累積攤銷及減值虧損計量無形資產(見附註2.9)。

攤銷乃按估計可使用年限(即自可供使用直至特許權結束期間)以單位用法計算撇銷服務特許安排產生的無形資產成本。倘服務特許安排產生的無形資產包括的某項基礎設施資產的預計為本集團獲取未來經濟效益期間與特許權期間不同，其將會被單獨攤銷。

本集團每年將審閱攤銷的期間及方法。

2.8.5 攤銷方法及時期

本集團以直線法於以下時期內攤銷可使用年期有限的無形資產：

軟件	5年
專利	10年
服務特許協議	30年

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or CGUs. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.10 Investments and other financial assets

2.10.1 Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income ("OCI")), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded in either profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2. 重大會計政策概要(續)

2.9 非金融資產減值

並無固定可使用年期的商譽及無形資產毋須攤銷，但需每年或在有事件出現或情況有變而顯示其可能減值時更頻密測試有否減值。倘有事件出現或情況有變而顯示資產賬面值或許不能收回時，須測試其他資產有否減值。減值虧損乃按資產賬面值超出其可收回款額的金額確認。可收回款額指資產的公平值減出售費用與使用價值的較高者。就評估有否減值而言，資產按有大部份獨立於其他資產或現金產生單位的現金流入的獨立可識別現金流入的最低層次分類。除商譽外，出現減值的非金融資產於各報告期末均就可能撥回減值而予以檢討。

2.10 投資及其他金融資產

2.10.1 分類

本集團將其金融資產分為以下計量類別：

- 其後按公平值(計入損益或其他全面收入(「其他全面收入」))計量的金融資產；及
- 按攤銷成本計量的金融資產。

該分類取決於本集團管理金融資產的業務模式及現金流量合約條款。

就按公平值計量的資產而言，收益及虧損將錄入損益或其他全面收入。就非持作買賣的權益工具投資而言，其將取決於本集團是否於初始確認時選擇不可撤回地將權益投資按公平值計量且其變動計入其他全面收入(「按公平值計量且其變動計入其他全面收入」)入賬。

當且僅當其管理該等資產的業務模式改變時，本集團將債務工具重新分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

2.10.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2.10.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss ("FVPL") are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(a) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost**
Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

2. 重大會計政策概要(續)

2.10 投資及其他金融資產(續)

2.10.2 確認及終止確認

常規購買及出售的金融資產在交易日(本集團承諾購買或出售該資產之日)確認。當從投資收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險及報酬轉讓時，金融資產即終止確認。

2.10.3 計量

於初始確認時，本集團按其公平值加上(倘金融資產並非按公平值計量且其變動計入損益(「按公平值計量且其變動計入損益」))收購金融資產直接應佔的交易成本計量金融資產。以按公平值計量且其變動計入損益列賬的金融資產的交易成本於損益中列支。

於釐定其現金流量是否純粹為支付本金及其利息時會全面考慮附帶嵌入式衍生工具的金融資產。

(a) 債務工具

債務工具其後計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分為三種計量類別：

- **攤銷成本**
倘為收取合約現金流量而持有的資產的現金流量純粹為支付本金及利息，則該等資產按攤銷成本入賬。該等金融資產的利息收入使用實際利率法計入融資收入。終止確認產生的任何收益或虧損直接於損益中確認，並與匯兌收益及虧損一併於其他收益/(虧損)中呈列。減值虧損於損益表中作為單獨項目呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

2.10.3 Measurement (Continued)

(a) Debt instruments (Continued)

- FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.

- FVPL
Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

2. 重大會計政策概要(續)

2.10 投資及其他金融資產(續)

2.10.3 計量(續)

(a) 債務工具(續)

- 按公平值計量且其變動計入其他全面收入
倘為收取合約現金流量及出售金融資產而持有的資產的現金流量純粹為支付本金及利息，則該等資產按公平值計量且其變動計入其他全面收入計量。賬面值的變動計入其他全面收入，惟於損益中確認的減值收益或虧損、利息收入及匯兌收益及虧損的確認除外。金融資產終止確認時，先前於其他全面收入確認的累計收益或虧損由權益重新分類至損益，並於其他收益／(虧損)中確認。該等金融資產的利息收入使用實際利率法計入融資收入。匯兌收益及虧損乃於其他收益／(虧損)中呈列，而減值虧損於損益表中作為單獨項目呈列。
- 按公平值計量且其變動計入損益
不符合按攤銷成本或按公平值計量且其變動計入其他全面收入條件的資產按公平值計量且其變動計入損益。其後按公平值計量且其變動計入損益的債務投資的收益或虧損於損益確認並於其產生期間於其他收益／(虧損)中以淨額呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

2.10.3 Measurement (Continued)

(b) Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2.10.4 Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group has three types of financial assets that are subject to the expected credit loss model:

- trade and other receivables,
- contract assets relating to public infrastructure construction business, and
- debt investments carried at amortised cost

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

2. 重大會計政策概要(續)

2.10 投資及其他金融資產(續)

2.10.3 計量(續)

(b) 權益工具

本集團其後按公平值計量所有權益工具。倘本集團管理層選擇於其他全面收入中呈列權益工具的公平值收益及虧損，則投資終止確認後，其後不會將公平值的收益及虧損重新分類至損益。倘本集團確立收取付款的權利，則此類投資的股息持續作為其他收入於損益內確認。

按公平值計量且其變動計入損益的金融資產公平值的變動於損益表內的其他收益／(虧損)中確認(倘適用)。按公平值計量且其變動計入其他全面收入計量的權益投資的減值虧損(及減值虧損撥回)不會與公平值的其他變動分開呈報。

2.10.4 減值

本集團按前瞻性基準評估與其以攤銷成本及按公平值計量且其變動計入其他全面收入的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否有顯著增加。

本集團有三類金融資產受限於預期信貸虧損模式：

- 貿易及其他應收款項，
- 與公建建設業務相關的合約資產，及
- 按攤銷成本列賬的債務投資。

儘管現金及現金等價物亦受限於國際財務報告準則第9號的減值規定，惟已識別的減值虧損並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

2.10.4 Impairment (Continued)

Impairment losses on financial assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item. Financial assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

(i) Trade and other receivables and contract assets

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for trade receivables and contract assets. The contract assets relate to unbilled work in progress. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and ageing, assessed collectively or individually for likelihood of recovery.

Impairment on other receivables is measured as either 12 months' expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

Quantitative disclosures in respect of the Group's loss allowance for contract assets and trade and other receivables as at 31 December 2022 are disclosed in Note 18 and 25.

2. 重大會計政策概要(續)

2.10 投資及其他金融資產(續)

2.10.4 減值(續)

金融資產減值虧損呈列為經營溢利內的減值虧損淨額。其後收回先前撇銷的金額會記入同一單行項目的貸方。當並無合理的收回預期時，金融資產會被撇銷。並無合理的收回預期包括(其中包括)債務人未能與本集團共同訂立還款計劃。

(i) 貿易及其他應收款項及合約資產

本集團採用國際財務報告準則第9號簡化方法以計量預期信貸虧損，該方法就貿易應收款項及合約資產採用存續期預期虧損撥備。合約資產與在建未進賬工程有關。為計量預期信貸虧損，貿易應收款項及合約資產根據共同信貸風險特徵及賬齡，並且共同或個別評估收回的可能性。

其他應收款項減值按12個月預期信貸虧損或存續期預期信貸虧損計量，視乎自初始確認以來信貸風險有無大幅增加。倘自初始確認以來應收款項的信貸風險大幅增加，則減值按存續期預期信貸虧損計量。

有關本集團於二零二二年十二月三十一日的合約資產及貿易及其他應收款項虧損撥備的定量披露於附註18及25披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

2.10.4 Impairment (Continued)

(ii) Debt investments carried at amortised cost

Impairment on the Group's debt investments carried at amortised cost is measured as either 12 months' expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. Debt instruments are considered to be low credit risk where they have a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term. If a significant increase in credit risk of a debt investment has occurred since initial recognition, then impairment is measured as lifetime expected credit losses. Quantitative disclosures in respect of the Group's loss allowance for debt investments carried at amortised cost as at 31 December 2022 are disclosed in Note 22.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

2.12 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The Group's impairment policies of trade receivables are disclosed in Note 3.1.2.

2. 重大會計政策概要(續)

2.10 投資及其他金融資產(續)

2.10.4 減值(續)

(ii) 按攤銷成本計量的債務投資

視乎信貸風險自初始確認以來是否已顯著上升，本集團按12個月預期信貸虧損或存續期預期信貸虧損計量按攤銷成本計量的債務投資減值。倘債務工具的違約風險較低且借款人近期具充分償付合約現金流量負債的能力，則債務工具被視為具有較低的信貸風險。倘債務投資的信貸風險自初步確認以來已顯著上升，則減值按存續期預期信貸虧損計量。有關本集團於二零二二年十二月三十一日按攤銷成本計量的債務投資的虧損撥備的定量披露於附註22披露。

2.11 存貨

存貨按成本與可變現淨值兩者的較低者入賬。購買存貨的成本於扣除回扣及折讓後釐定。可變現淨值為日常業務過程中估計售價減估計銷售存貨所需的所有估計成本。

2.12 貿易應收款項

貿易應收款項為在日常業務活動中就貨品銷售或服務執行而應收客戶的款項。

貿易應收款項初步按無條件代價金額確認，除非其按公平值確認時包括重大融資成分，則作別論。本集團持有貿易應收款項以收取合約現金流量，因此其後採用實際利率法按攤銷成本計量。

本集團貿易應收款項的減值政策載於附註3.1.2。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with banks.

2.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.16 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

2. 重大會計政策概要(續)

2.13 現金及現金等價物

就編製綜合現金流量表而言，現金及現金等價物包括庫存現金及活期銀行通知存款。

2.14 股本

普通股被分類為權益。直接歸屬於發行新股或購股權的新增成本在權益中列為所得款的減少(扣除稅項)。

2.15 貿易及其他應付款項

該等款項指於本財政年度結束前向本集團提供的未付款貨品及服務的負債。貿易及其他應付款項列為流動負債，除非在報告期後12個月內未到期付款。該等款項最初按公平值確認，其後採用實際利率法以攤餘成本列賬。

2.16 借貸

借貸初步按公平值扣除所產生交易成本確認。借貸隨後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之間的任何差額，均採用實際利率法於借貸期間在損益中確認。設立貸款融資所支付的費用在很可能提取部分或全部融資的情況下確認為貸款的交易成本。在這種情況下，費用將於提取貸款後收取。倘沒有證據表明部分或全部融資可能被提取，則該費用將資本化為流動服務的預付款，並在與其相關融資期間攤銷。

當合約中規定的義務解除、取消或到期時，借貸從資產負債表中移除。已豁免或轉讓予另一方的金融負債賬面值與已付代價(包括轉讓的任何非現金資產或承擔的負債)之間的差額，於損益確認為融資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Borrowings (Continued)

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.17 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.18 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

2.18.1 Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2. 重大會計政策概要(續)

2.16 借貸(續)

除非本集團有無條件權利將負債還款推遲至報告期末後至少12個月，否則借貸分類為流動負債。

2.17 借貸成本

直接歸屬於收購、興建或生產合資格資產的一般及特定借貸成本於完成及準備資產以作其預定用途或銷售的時期資本化。合資格資產指必須經一段長時間處理以作其預定用途或銷售的資產。

於等待用作合資格資產開支的特定借貸進行臨時投資所賺取的投資收入，從符合資本化條件的借貸成本中扣除。

其他借貸成本在產生期間列支。

2.18 即期及遞延所得稅

期內所得稅開支或收益是按當期應納稅所得額計算的應納稅所得額，根據各個司法管轄區的適用所得稅稅率，按遞延稅項資產及負債暫時性差異和未使用稅項虧損的變動調整。

2.18.1 即期所得稅

即期所得稅支出根據本公司的附屬公司及聯營公司經營及產生應課稅收入的國家於報告期末已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定準備。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

2.18.2 Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2. 重大會計政策概要(續)

2.18 即期及遞延所得稅(續)

2.18.2 遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於綜合財務報表的賬面值之間的暫時差異全數撥備。但倘初始確認商譽，則不確認遞延稅項負債。倘初始確認業務合併以外的交易中的資產或負債，並且在交易時不影響會計或應課稅損益，則遞延所得稅不會入賬。遞延所得稅乃使用於報告期末已頒佈或實際頒佈的稅率(及法律)釐定，並預期於相關遞延所得稅資產變現或遞延所得稅負債結算時應用。

遞延稅項資產僅於未來很可能取得可動用暫時性差異及虧損的應課稅金額時確認。

當有法定強制執行權利抵銷當期稅項資產及負債以及遞延稅項結餘與同一稅務機關有關時，遞延稅項資產及負債均予以抵銷。倘實體具有法定可強制執行的抵銷權並且有意以淨額結算，或同時進行資產變現與負債結算，則當期稅務資產及稅務負債將予以抵銷。

即期及遞延稅項於損益確認，惟與其他全面收入或直接於權益確認的項目有關者除外。於此情況下，稅項分別在其他全面收入中確認或直接於權益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Employee benefits

2.19.1 Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the reporting period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

2.19.2 Post-employment obligations

The Group's post-employment scheme are defined contribution pension plan.

Payments to state-managed retirement benefit schemes and Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions. The Group has no further payment obligations once the contributions have been paid.

2.20 Share-based payments

The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, the Company's share price),
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or hold shares for a specific period of time).

2. 重大會計政策概要(續)

2.19 僱員福利

2.19.1 短期責任

工資及薪金負債，包括預期於僱員提供相關服務的期末後12個月內結清的非貨幣福利及累計病假，將就截至報告期末的僱員服務予以確認，並按清償負債時預期將予支付的金額計量。該負債於資產負債表呈列為即期僱員福利責任。

2.19.2 離職後責任

本集團離職後計劃為定額供款退休金計劃。

向國營退休福利計劃及強制性公積金計劃作出的供款於僱員提供服務而有權享有該供款時確認為開支。一旦支付供款，本集團不再承擔其他付款義務。

2.20 以股份支付的款項

已授出購股權的公平值確認為僱員福利開支，並相應增加權益。將予支銷的總金額乃參考已授出購股權的公平值釐定：

- 包括任何市場表現條件(例如本公司股價)。
- 不包括任何服務及非市場表現歸屬條件(例如盈利能力、銷售增長目標及有關人士於一段特定時間內是否仍然為該實體的僱員)的影響，及
- 包括任何非歸屬條件的影響(例如規定僱員儲蓄或於特定時限內持有股份)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Share-based payments (Continued)

The total expense is recognised over the vesting period, over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

2.21 Revenue recognition

Revenue is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer,
- creates and enhances an asset (for example, work in progress) that the customer controls as the Group performs, or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to the payments for the performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset. The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract, or
- the Group's efforts or inputs to the satisfaction of the performance obligation relative to the total expected inputs to the satisfaction of that performance obligation.

2. 重大會計政策概要(續)

2.20 以股份支付的款項(續)

開支總額於歸屬期確認，而歸屬期間須符合所有指定歸屬條件。於各報告期末，本集團會修訂其對根據非市場表現及服務條件預期將歸屬的購股權數目的估計。其於綜合損益表確認對原來估計作出修訂的影響(如有)，並在權益作出相應調整。

2.21 收益確認

當資產控制權轉移至客戶時，確認收益。取決於合約條款及合約適用法律，資產控制權隨時間或於時間點轉讓。倘本集團履約符合以下條件，則資產控制權隨時間轉移：

- 客戶同時收到且消耗本集團提供的所有利益，
- 隨本集團履約而創造及增加由客戶控制的資產(例如在建工程)，或
- 並無創造對本集團有替代用途的資產，且本集團可強制執行其權利以收回至今已完成履約部分的款項。

倘資產控制權隨時間轉移，則收益參照履約責任完成的進度於合約期內確認。於其他情況下，收益於客戶獲得資產控制權的時間點確認。履約責任完成進度的計量基於下列能夠最佳描述本集團完成履約責任表現的其中一種方法計量：

- 直接將對客戶迄今為止轉移的貨物或服務價值與合約中承諾的剩餘貨物或服務比較計量，或
- 在與完成有關履約責任的預期總投入比較下本集團對完成履約責任的努力或投入。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Loss per share

2.22.1 Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

2.22.2 Diluted loss per share

Diluted loss per share adjusts the figures used in the determination of basic loss per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.23 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,

2. 重大會計政策概要(續)

2.22 每股虧損

2.22.1 每股基本虧損

每股基本虧損乃按本公司擁有人應佔虧損除以本財政年度已發行普通股的加權平均數計算。

2.22.2 每股攤薄虧損

每股攤薄虧損調整用於確定每股基本虧損的因素，考慮到：

- 與潛在攤薄普通股相關的利息及其他融資成本之所得稅稅後影響，及
- 假設轉換所有潛在攤薄普通股，調整額外發行普通股的加權平均數。

2.23 租賃

本集團在租賃資產可供其使用的當日將租賃確認為使用權資產和相應的負債。

合同可能同時包含租賃組成部分和非租賃組成部分。本集團基於各租賃組成部分與非租賃組成部分的單獨價格相對比例分攤合同對價。

租賃產生的資產和負債按現值進行初始計量。租賃負債包括以下租賃付款額的淨現值：

- 固定付款額(包括實質固定付款額)，扣除任何應收的租賃激勵，
- 基於指數或比率確定的可變租賃付款額，採用租賃期開始日的指數或比率進行初始計量，
- 本集團根據餘值擔保預計應付的金額，

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Leases (Continued)

- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, for example, term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

2. 重大會計政策概要(續)

2.23 租賃(續)

- 本集團合理確定將行使的購買選擇權的行權價格，以及
- 在租賃期反映出本集團將行使選擇權的情況下終止租賃的罰款金額。

當本集團合理確定將行使續租選擇權時，租賃付款額也納入負債的計量中。

租賃付款額按租賃內含利率折現。本集團的租賃內含利率通常無法直接確定，在此情況下，應採用承租人的增量借款利率，即承租人在類似經濟環境下獲得與使用權資產價值接近的資產，在類似期間以類似抵押條件借入資金而必須支付的利率。

為確定增量借款利率，本集團應：

- 在可能的情況下，以承租人最近收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化，
- 對於近期未獲得第三方融資的本集團持有的租賃，採用以無風險利率為起點的累加法，並按照租賃的信用風險進行調整，並
- 針對租賃做出特定調整，如租賃期、國家、貨幣及抵押。

本集團未來可能會面臨基於指數或利率確定的可變租賃付款額增加的風險，這部分可變租賃付款額在實際發生時納入租賃負債。當基於指數或利率對租賃付款額進行調整時，租賃負債應予以重估並根據使用權資產調整。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.24 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

2. 重大會計政策概要(續)

2.23 租賃(續)

租賃付款額在本金和融資費用之間進行分攤。融資費用在租賃期內計入損益，以按照固定的周期性利率對各期間負債餘額計算利息。

使用權資產按成本計量，包括：

- 租賃負債的初始計量金額，
- 在租賃期開始日或之前支付的租賃付款額扣除收到的租賃激勵，
- 初始直接費用，以及
- 復原成本。

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，則在相關資產的使用壽命期間內對使用權資產計提折舊。

與短期租賃及所有低價值資產租賃相關的付款額按直線法確認為費用，計入損益。短期租賃是指租賃期為12個月或者小於12個月的租賃。

2.24 股息分派

於報告期末或期末之前就任何宣派但並未於報告期末分派的股息作出撥備乃經適當授權而不再由本集團酌情決定。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

2.26 Interest income

Interest income from financial assets at fair value through profit or loss is included in the net fair value gains on these assets (Note 10).

Interest income is presented as finance income where it is earned from debt investments carried at amortised cost (Note 11).

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2. 重大會計政策概要(續)

2.25 政府補貼

政府補貼於有合理保證本集團將收到補貼，且能符合補貼的所有條件時按公平值確認。

與成本有關的政府補貼以遞延方式處理，並適當配合於該有關成本獲補償期間的損益內確認。

與物業、廠房及設備有關的政府補貼作為遞延政府補貼計入非流動負債，並於相關資產的預期使用年限內按直線法計入損益。

2.26 利息收入

按公平值計量且其變動計入損益的金融資產的利息收入計入該等資產的公平值收益淨額(附註10)。

來自按攤銷成本計量的債務投資的利息收入作為融資收入呈報(附註11)。

利息收入的計算方法是將實際利率應用於金融資產的賬面總額，惟隨後發生信用減值的金融資產除外。就信用減值的金融資產而言，將實際利率應用於金融資產的賬面淨值(扣除虧損撥備後)。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 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.
- 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);

2. 重大會計政策概要(續)

2.27 關聯方

- a. 一名人士或該人士家庭的近親成員乃與本集團相關聯，如果該人士：
- (i) 對本集團實施控制或共同控制；
 - (ii) 對本集團實施重大影響；或
 - (iii) 是本集團或本集團母公司的關鍵管理人員的成員。
- b. 如果以下任何情形適用，則一間實體乃與本集團相關聯：
- (i) 該實體及本集團是同一集團的成員（這意味著每一母公司、附屬公司及同系附屬公司之間均相互關聯）；
 - (ii) 一間實體是另一實體的聯營公司或合營企業（或另一實體為成員的集團的成員的聯營公司或合營企業）；
 - (iii) 兩間實體都是同一第三方的合營企業；
 - (iv) 一間實體是第三實體的合營企業並且另一實體是該第三實體的聯營公司；
 - (v) 該實體是為本集團或與本集團相關聯的實體的僱員福利而設的離職後福利計劃；
 - (vi) 該實體受(a)項所述人士所控制或共同控制；

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Related parties (Continued)

b. (Continued)

- (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); or
- (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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

2.28 Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated 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 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.

2. 重大會計政策概要(續)

2.27 關聯方(續)

b. (續)

- (vii) (a)(i)項所述的人士對該實體實施重大影響或是該實體(或其母公司)的關鍵管理人員的成員；或
- (viii) 該實體或其屬一部分的集團的任何成員向本集團或本集團母公司提供關鍵管理人員服務。

一名人士家庭的近親成員是可預期對該人士在該實體之間往來實施或受到影響的該等家庭成員，包括：

- (i) 該人士的子女及配偶或同居伴侶；
- (ii) 該人士的配偶或同居伴侶的子女；及
- (iii) 該人士或該人士的配偶或同居伴侶的受養人。

2.28 分部報告

經營分部及在綜合財務報表中呈報各分部項目的金額乃從定期向本集團最高級行政管理人士提供以進行資源分配及評估本集團各類業務及地區表現的財務資料中識別。

個別重大的經營分部就財務報告目的而言不作合併計算，除非該等分部在產品及服務性質、生產過程性質、客戶種類或類別、用以分銷產品或提供服務的方法及監管環境性質方面具有類似的經濟特徵除外。並非個別重大的經營分部如在此等條件方面大多數相同，則可合併計算。

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3. FINANCIAL RISK MANAGEMENT

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance.

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk, concentration risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1.1 Market risk

(a) Foreign exchange risk

The Group's foreign exchange risk is primarily with respect to the US dollar ("US\$"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant entity. The risk is measured through a forecast of highly probable US\$ transactions.

The Group's exposure to foreign currency risk as at 31 December 2022 and 2021, expressed in RMB, is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Denominated in US\$</i>	<i>以美元計值</i>		
Cash and cash equivalents	現金及現金等價物	2	3

3. 財務風險管理

本附註闡述本集團面對的財務風險以及該等風險如何影響本集團未來的財務表現。

3.1 財務風險因素

本集團的活動使其面對多種財務風險：市場風險（包括外匯風險、現金流量及公平值利率風險）、信貸風險、集中風險及流動性風險。本集團整體風險管理計劃集中處理金融市場的不明朗因素，致力減低對本集團財務表現的潛在不利影響。

3.1.1 市場風險

(a) 外匯風險

本集團主要面對來自美元（「美元」）的外匯風險。外匯風險來自未來商業交易及並非以相關實體的功能貨幣計值的已確認資產及負債。風險以預期很可能以美元進行的交易計量。

本集團於二零二二年及二零二一年十二月三十一日面對的外匯風險（以人民幣呈列）如下：

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3. FINANCIAL RISK MANAGEMENT (Continued) 3. 財務風險管理(續)

3.1 Financial risk factors (Continued)

3.1.1 Market risk (Continued)

(a) Foreign exchange risk (Continued)

The following foreign-exchange related amounts were recognised in profit or loss for the years ended 31 December 2022 and 2021:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Net foreign exchange gains/(losses) included in other gains/(loss) — net	包括於其他收益/(虧損)淨額的匯兌收益/(虧損)淨額	3,589	(486)

As most of the Group's US\$ denominated financial instruments are held by the Group's entity whose functional currency is Hong Kong dollar ("HK\$"), the Group is primarily exposed to changes in US\$/HK\$ exchange rates. The sensitivity of profit or loss to changes in the exchange rates arising mainly from US\$ denominated financial instruments is as follows:

3.1 財務風險因素(續)

3.1.1 市場風險(續)

(a) 外匯風險(續)

於截至二零二二年及二零二一年十二月三十一日止年度損益確認的外匯相關金額如下：

由於本集團大部分以美元計值的金融工具由本集團功能貨幣為港元(「港元」)的實體持有，本集團主要面臨美元兌港元的匯率變動。損益就主要來自以美元計值的金融工具匯率變動的敏感度如下所示：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
US\$/HK\$ exchange rate — increase 5%	美元兌港元的匯率 — 增加5%	—	—
US\$/HK\$ exchange rate — decrease 5%	美元兌港元的匯率 — 減少5%	—	—

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3. FINANCIAL RISK MANAGEMENT (Continued) 3. 財務風險管理(續)

3.1 Financial risk factors (Continued)

3.1.1 Market risk (Continued)

(b) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings with variable rates expose the Group to cash flow interest rate risk which is offset by cash held at variable rates. Borrowings with fixed rates expose the Group to fair value interest rate risk. During the years ended 31 December 2022 and 2021, the Group's borrowings were all denominated in RMB. The interest rates and the terms of repayments of the Group's borrowings are disclosed in Note 29.

As at 31 December 2022, the Group's borrowings amounting to RMB186,300,000 (2021: RMB211,000,000) were at variable interest rates. As at 31 December 2022, if the interest rates on the Group's borrowings had been 100 basis points higher/lower with all other variables held constant, loss before income tax would have been RMB1,863,000 higher/lower (2021: profit before income tax would have been RMB2,110,000 lower/higher), as a result of higher/lower interest expense.

As at 31 December 2022, none of the Group's borrowing (2021: nil) was at fixed interest rates. The fair value of this fixed interest rate borrowing estimated by discounting the future contractual cash flows at the current market interest rate for similar financial instruments available to the Group is RMB nil (2021: RMB nil).

3.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at amortised cost and at fair value through profit or loss, as well as credit exposures to customers, including outstanding receivables.

In respect of deposit with banks, the Group mitigates its exposure to credit risk by placing deposits with banks with established credit rating. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations.

3.1 財務風險因素(續)

3.1.1 市場風險(續)

(b) 現金流量及公平值利率風險

本集團的利率風險主要來自長期借貸。浮息借貸令本集團承受現金流量利率風險，有關風險被按浮息持有的現金所抵銷。定息借貸令本集團承受公平值利率風險。截至二零二二年及二零二一年十二月三十一日止年度，本集團的借貸全部以人民幣計值。本集團借貸的利率及還款期限於附註29中披露。

於二零二二年十二月三十一日，本集團浮息借貸為人民幣186,300,000元(二零二一年：人民幣211,000,000元)。於二零二二年十二月三十一日，倘本集團借貸利率上升/下降100個基點，且所有其他變數維持不變，利息開支將增加/減少，導致除所得稅前虧損將上升/下降人民幣1,863,000元(二零二一年：除所得稅前溢利將下降/上升人民幣2,110,000元)。

於二零二二年十二月三十一日，本集團並無借貸以固定利率計息(二零二一年：無)。該定息借貸的公平值按未來合約現金流量以本集團可得類似金融工具的當前市場利率折現估計為人民幣零元(二零二一年：人民幣零元)。

3.1.2 信貸風險

信貸風險來自現金及現金等價物、以攤銷成本及按公平值計量且其變動計入損益的債務工具的合約現金流量以及客戶的信貸風險，包括未結清應收款項。

就銀行存款而言，本集團將存款存放於信貸評級良好的金融機構以降低所承受的信貸風險。鑒於該等銀行的信貸評級高，管理層預期不會出現交易對手未能履行其責任的情況。

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3. FINANCIAL RISK MANAGEMENT (Continued) 3. 財務風險管理(續)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

In respect of trade receivables, credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, taking into account the information specific to the customer as well as relating to the economic environment in which the customer operates. Normally, the Group does not obtain any security from its customers. Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in Note 25.

The Group's investment in debt instruments are regularly monitored for credit deterioration by management. Quantitative disclosures in respect of the Group's exposure to credit risk arising from debt investments are disclosed in Note 22.

The Group's maximum exposure to credit risk as at 31 December 2022 is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowances.

The Group does not provide any financial guarantees which would expose the Group to credit risk.

3.1.3 Concentration risk

For the year ended 31 December 2022, 47% (2021: 32%) of the Group's revenue was derived from one customer (2021: one customer) (Note 5(a)).

3.1.4 Liquidity risk

Local managements in the operating entities of the Group are responsible for their own cash management, including short-term investments of cash surpluses and raising loans to cover expected cash demands, in accordance with practice and limits set by the Group. The Group's policy is to regularly monitor its liquidity requirements and compliance with the loan covenants, to ensure that it maintains sufficient cash and adequate committed credit facilities to meet obligations in the short and longer term.

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

就貿易應收款項而言，本集團會對所有客戶進行信貸評估。此等評估集中於客戶過往支付到期款項的記錄及目前的付款能力，並考慮到針對客戶及客戶經營所在經濟環境相關的資訊。一般來說，本集團不會向客戶獲取抵押。有關本集團貿易應收款項所產生的信貸風險的進一步量化披露詳見附註25。

管理層定期監控本集團於債務工具的投資信貸惡化的情況。有關本集團債務投資所產生的信貸風險的量化披露詳見附註22。

本集團於二零二二年十二月三十一日的最高信貸風險為綜合財務狀況表中各金融資產的賬面值(經扣除任何減值撥備)。

本集團並無提供任何可能導致本集團面臨信貸風險的財務擔保。

3.1.3 集中風險

截至二零二二年十二月三十一日止年度，本集團收入的47%(二零二一年：32%)來自一名客戶(二零二一年：一名客戶)(附註5(a))。

3.1.4 流動性風險

本集團營運實體的當地管理層根據本集團所設立的常規及限制負責自身的現金管理，包括現金盈餘的短期投資以及籌集貸款以應付預期現金需求。本集團按其政策定期監控流動資金需求及貸款合約的遵守情況，以維持充足現金及足夠承諾借貸額度，履行短期及較長期的義務。

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3. FINANCIAL RISK MANAGEMENT (Continued) 3. 財務風險管理(續)

3.1 Financial risk factors (Continued)

3.1.4 Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities as at 31 December 2022 and 2021, disclosed in undiscounted cash flows (including interest payments calculated using contractual rates or, if variable, based on current rates at the end of the respective reporting period):

		Within 1 year or on demand 一年內或 應要求 RMB'000 人民幣千元	Between 1 and 2 years 一年至兩年 RMB'000 人民幣千元	Between 2 and 5 years 兩年至五年 RMB'000 人民幣千元	5 years above 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年 十二月三十一日						
Borrowings	借貸	34,698	34,376	99,703	49,226	218,003	186,300
Trade and other payables	貿易及其他應付款項	56,793	—	—	—	56,793	56,793
Lease liabilities	租賃負債	879	2,324	2,220	18,047	23,470	13,162
		92,370	36,700	101,923	67,273	298,266	256,255
As at 31 December 2021	於二零二一年 十二月三十一日						
Borrowings	借貸	35,274	34,969	102,647	81,349	254,239	211,000
Trade and other payables	貿易及其他應付款項	64,883	—	—	—	64,883	64,883
Lease liabilities	租賃負債	815	795	5,352	17,277	24,239	12,737
		100,972	35,764	107,999	98,626	343,361	288,620

3.1 財務風險因素(續)

3.1.4 流動性風險(續)

下表為本集團於二零二二年及二零二一年十二月三十一日按照合約到期情況分類的金融負債分析，有關負債根據未折現現金流量(包括使用合約利率或於各報告期末的現行利率(僅限於浮息)所計算的利息付款)披露：

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3. FINANCIAL RISK MANAGEMENT (Continued) 3. 財務風險管理(續)

3.2 Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

The Group monitors its capital on the basis of gearing ratio, calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents and restricted cash. Total capital is calculated as total equity plus net cash.

The Group's strategy is to maintain its gearing ratio at a healthy level to support its business activities. The main strategies adopted by the Group include but not limited to reviewing future cash flow requirements and monitoring the ability to meet debt repayment schedules, maintaining an adequate amount of committed credit facilities and adjusting investment and financing plans, if necessary, to ensure that the Group has a reasonable level of capital. The gearing ratios as at 31 December 2022 and 2021 are as follows:

3.2 資本管理

本集團管理資本的目的為保障本集團能夠繼續以持續經營方式，為股東提供回報以及為其他權益持有人帶來利益，並且維持最佳資本結構以減少資金成本。

本集團以負債比率監控資本。比率乃根據債務淨額除以總資本計算。債務淨額等於總借貸及租賃負債減現金及現金等價物及受限制現金。總資本等於權益總額加上現金淨額。

本集團的策略是保持負債比率在穩健的水平，以支持業務活動。本集團採取的主要策略包括但不限於審閱未來現金流量需求及監控支付到期債務的能力，維持足夠金額的承諾借貸額度及調整投資和融資計劃(如需要)，以確保本集團擁有合理水平的資本。於二零二二年及二零二一年十二月三十一日的負債比率如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Total borrowings	借貸總額	186,300	211,000
Lease liabilities	租賃負債	13,162	12,737
Less: cash and cash equivalents restricted cash	減：現金及現金等價物 受限制現金	(205,381) (7,817)	(222,320) (18,341)
Net cash	現金淨額	(13,736)	(16,924)
Total equity	權益總額	866,298	1,171,591
Total capital	總資本	852,562	1,154,667
Gearing ratio	負債比率	N/A 不適用	N/A 不適用

3.3 Fair value measurement of financial instruments

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2022 and 2021 since either the instruments are short-term in nature or the interest receivable/payable is close to the current market rates.

3.3 金融工具的公平值計量

由於本集團按攤銷成本列賬的金融工具屬短期性質或應收/應付利息與當前市場利率相若，故於二零二二年及二零二一年十二月三十一日，工具的賬面值與其公平值相差不大。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(a) Recoverability of trade receivables and debt investments at amortised cost

The loss allowances for trade receivables and debt investments at amortised cost are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment assessment, based on the Group's past history, existing market conditions as well as forward looking information at the end of each reporting period. In assessing forward-looking information, the Group considers factors including macroeconomic factors, industry risks and changes in debtors' conditions. The changes in the basis of estimation or economic conditions could lead to a change in the level of credit loss allowance recorded and consequently on the charge or credit to profit or loss.

(b) Useful life of property, plant and equipment and intangible assets

Management determines the estimated useful life and related depreciation and amortisation charges for property, plant and equipment and intangible assets with reference to the estimated periods during which future economic benefits are derived from the use of these assets. Management revises the depreciation and amortisation charges if the useful life is different from previous estimates, or writes off or writes down technically obsolete or non-strategic assets that have been abandoned or sold.

4. 關鍵會計估計及判斷

編製綜合財務報表須使用會計估計，如其定義，有關會計估計很少會與相關實際結果相同。管理層於應用本集團會計政策時亦須作出判斷。

本集團根據過往經驗及其他因素(包括在相關情況下可能存在財務影響且認為合理的未來事件預期)持續評估該等估計及判斷。

(a) 貿易應收款項及按攤銷成本計量的債務投資的可收回性

貿易應收款項及按攤銷成本計量的債務投資的虧損撥備乃基於有關違約風險及預期虧損率的假設。本集團根據本集團過往歷史、當前市場狀況以及各報告期末的前瞻性資料進行判斷，作出該等假設及選擇減值評估的輸入數據。於評估前瞻性資料時，本集團考慮宏觀經濟因素、行業風險及債務人狀況變動等因素。估計基準或經濟狀況變動可能導致錄得的信貸虧損撥備水平出現變動，因而令列支或計入損益的金額受到影響。

(b) 物業、廠房及設備以及無形資產的可使用年期

管理層釐定物業、廠房及設備以及無形資產的估計可使用年期及相關折舊及攤銷支出，乃參考本集團擬從使用該等資產產生未來經濟利益的估計期予以釐定。當可使用年期與先前估計不同，管理層將修訂折舊及攤銷支出，或撇銷或撇減已報廢或已出售且技術上已過時或非戰略性的資產。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Impairment loss for non-financial assets (other than goodwill)

The Group assesses at the end of each reporting period whether non-financial assets suffered any impairment in accordance with accounting policy stated in Note 2.9. The non-financial assets are reviewed for the impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The determination of recoverable amount requires an estimation of future cash flows, the selection of appropriate discount rates and other key assumptions. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods, where applicable.

(d) Impairment loss for goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU to which goodwill has been allocated. For the purposes of impairment testing, goodwill is allocated to its respective CGUs. Management judgement is required in the area of goodwill impairment particularly in assessing: (i) whether the carrying amount of an CGU can be supported by the recoverable amount, being the higher of fair value less cost of disposal or value in use; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

(e) Income taxes

There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will be reflected in the income tax expense in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences can be utilised. In case where the actual future taxable profit generated are less than expected, or changes in facts and circumstances which result in revision of future taxable profit estimation, a material reversal or further recognition of deferred tax assets may arise, which will be recognised in profit or loss in the period in which such a reversal or further recognition takes place.

4. 關鍵會計估計及判斷(續)

(c) 非金融資產(商譽除外)的減值虧損

本集團於各報告期末根據附註2.9所列的會計政策評估非金融資產有無蒙受任何減值。倘有事件出現或情況有變而顯示非金融資產賬面值超出其可收回金額時，須檢討有關資產有否減值。釐定可收回金額需要對未來現金流量進行估算、選擇適當的折現率及作出其他主要假設。此等估計的改變可能對資產賬面值產生重大影響，並可能導致於未來期間在適用情況下作出額外的減值支出或減值撥回。

(d) 商譽的減值虧損

釐定商譽是否減值需要對已獲分配商譽的現金產生單位作出可收回金額的估算。為進行減值測試，商譽應分配至其各自的現金產生單位。管理層需要就商譽減值的方面作出判斷，尤其針對以下評估：(i)現金產生單位的賬面值能否獲得可收回金額(為公平值減出售成本或使用價值之間的較高者)支持；及(ii)編製現金流量預測時應用的適當主要假設，包括此等現金流量預測是否採用適當的比率折現。

(e) 所得稅

日常業務過程中存在若干不能確定最終稅項的交易及計算。倘此等事宜的最終稅務結果有別於初始入賬的金額，則有關差額將於作出決定的期間反映在當期所得稅開支。

管理層在認為暫時差額可用於沖減未來應課稅溢利的情況下，會確認與若干暫時差額有關的遞延所得稅資產。倘產生的實際未來應課稅溢利少於預期，或事實及情況出現變動而導致修訂未來應課稅溢利的估計，則可能產生遞延稅項資產的重大撥回或進一步確認，其將於有關撥回或進一步確認發生的期間確認於損益。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION

(a) Revenue

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Sales of electricity	銷售電力	73,486	63,457
Sales of household solar power generation systems and rendering smart energy services	銷售戶用光伏系統及提供智慧能源服務	30,776	253,441
Public infrastructure construction	公建建設	90,947	145,744
		195,209	462,642
<i>Timing of revenue recognition</i>	<i>收益確認時間</i>		
At a point in time	於某一時點	98,070	315,230
Over time	在一段時間	97,139	147,412
		195,209	462,642

For the year ended 31 December 2022, there was one customer (2021: one customer) with which the Group's transactions exceeded 10% of total revenue. One customer (2021: one customer) was from public infrastructure construction business and none (2021: none) was from smart energy business. For the year ended 31 December 2022, revenue derived from this customer amounted to RMB90,947,000 (2021: RMB145,744,000).

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group presents the following two reportable segments:

- Smart energy business, and
- Public infrastructure construction business.

No geographical information is presented as substantially all of the Group's business activities were in the PRC.

5. 收益及分部資料

(a) 收益

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Sales of electricity	銷售電力	73,486	63,457
Sales of household solar power generation systems and rendering smart energy services	銷售戶用光伏系統及提供智慧能源服務	30,776	253,441
Public infrastructure construction	公建建設	90,947	145,744
		195,209	462,642
<i>Timing of revenue recognition</i>	<i>收益確認時間</i>		
At a point in time	於某一時點	98,070	315,230
Over time	在一段時間	97,139	147,412
		195,209	462,642

截至二零二二年十二月三十一日止年度，本集團與一名客戶(二零二一年：一名客戶)進行的交易佔本集團收益總額10%以上。一名客戶(二零二一年：一名客戶)來自公建建設業務，並無客戶(二零二一年：無)來自智慧能源業務。截至二零二二年十二月三十一日止年度，來自此名客戶的收益金額為人民幣90,947,000元(二零二一年：人民幣145,744,000元)。

(b) 分部報告

本集團按分部管理業務，而分部以業務類別(產品及服務)區分。為符合向本集團最高級行政管理層內部呈報資料以便分配資源及評估業績表現的方式，本集團呈列下列兩個可呈報分部：

- 智慧能源業務，及
- 公建建設業務。

本集團絕大部分經營業務均位於中國，故並未呈列地理分部資料。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5. REVENUE AND SEGMENT INFORMATION (Continued)

5. 收益及分部資料(續)

(c) Reportable segment profit or loss, assets and liabilities

(c) 可呈報分部損益、資產及負債

		Smart energy business 智慧能源業務 RMB'000 人民幣千元	Public infrastructure construction business 公建建設業務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Intersegment eliminations 分部間抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Revenue from external customers	對外客戶收益	104,262	90,947	—	—	195,209
Impairment losses on financial assets	金融資產減值虧損	(15,272)	—	—	—	(15,272)
Finance income	融資收入	7,193	179	1	—	7,373
Finance expenses	融資開支	(11,814)	—	(1)	—	(11,814)
Share of net loss of associates accounted for using the equity method	採用權益法入賬的聯營公司的純虧份額	(265,854)	—	—	—	(265,854)
Income tax expense	所得稅開支	(31,464)	(411)	—	—	(31,875)
(Loss)/profit for the year	年內(虧損)/溢利	(304,018)	818	(2,948)	—	(306,148)
Other information	其他資料					
Depreciation and amortisation	折舊及攤銷	(36,272)	(52)	(71)	—	(36,395)
Additions to non-current assets (Note)	添置非流動資產(附註)	31,019	—	—	—	31,019
As at 31 December 2022	於二零二二年十二月三十一日					
Reportable segment assets	可呈報分部資產	960,147	215,908	346,827	(343,084)	1,179,798
Reportable segment liabilities	可呈報分部負債	492,838	161,612	2,134	(343,084)	313,500
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Revenue from external customers	對外客戶收益	316,898	145,744	—	—	462,642
Reversal of impairment losses on financial assets	金融資產的減值虧損撥回	5,735	—	—	—	5,735
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	(11,642)	—	—	—	(11,642)
Impairment losses on right-of-use assets	使用權資產減值虧損	(80)	—	—	—	(80)
Finance income	融資收入	6,802	245	1	—	7,048
Finance expenses	融資開支	(13,320)	—	(18)	—	(13,338)
Share of net gain of associates accounted for using the equity method	採用權益法入賬的聯營公司的純利份額	2,457	—	—	—	2,457
Income tax expense	所得稅開支	(34,701)	(4,172)	—	—	(38,873)
(Loss)/profit for the year	年內(虧損)/溢利	(28,016)	2,684	(4,706)	—	(30,038)
Other information	其他資料					
Depreciation and amortisation	折舊及攤銷	(31,943)	(18)	(1,211)	—	(33,172)
Additions to non-current assets (Note)	添置非流動資產(附註)	33,108	—	—	—	33,108
As at 31 December 2021	於二零二一年十二月三十一日					
Reportable segment assets	可呈報分部資產	1,723,643	215,280	357,460	(796,765)	1,499,618
Reportable segment liabilities	可呈報分部負債	964,834	159,635	323	(796,765)	328,027

Note: Additions to non-current assets exclude financial assets and deferred tax assets.

附註：添置非流動資產不包括金融資產及遞延稅項資產。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. EXPENSES BY NATURE

Cost of sales, selling and distribution expenses and administrative expenses in the consolidated statement of profit or loss are listed by nature as follows:

6. 按性質分類的開支

綜合損益表中銷售成本、銷售及分銷開支及行政開支按性質載列如下：

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Changes in inventories of finished goods (Note 24)	製成品的存貨變動(附註24)	15,962	210,591
Subcontract costs	分包成本	82,917	137,517
Employee benefit expense (Note 7)	僱員福利開支(附註7)	16,891	36,536
Depreciation and amortisation	折舊及攤銷	36,395	33,172
Consulting and legal fees	諮詢及法律費用	3,210	5,818
Repair and maintenance expenses	維修及保養開支	8,220	6,095
Transportation and travelling expenses	運輸及差旅開支	704	3,142
Promotion and advertising expenses	推廣及廣告開支	304	635
Short term lease expenses and low-value assets lease expenses	短期租賃開支及低價值資產租賃開支	1,914	2,969
Impairment losses of property, plant and equipment (Note 14)	物業、廠房及設備減值虧損(附註14)	—	11,642
Reversal of inventories write-down (Note 24)	存貨撇減撥回(附註24)	(22)	(976)
Utilities	公共事業	6,172	893
Auditor's remuneration	核數師薪酬		
— Audit services	— 審核服務	1,800	1,800
— Non-audit services	— 非審核服務	300	333
Others	其他	4,601	6,685
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支及行政開支總額	179,368	456,852

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7. EMPLOYEE BENEFIT EXPENSE

7. 僱員福利開支

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages, salaries and allowances	工資、薪金及津貼	14,611	32,377
Post-employment benefit and other welfare expenses (a)	離職後福利及其他福利開支(a)	2,280	4,159
Equity-settled share-based payment reversal (b)	按權益結算以股份支付的開支撥回(b)	—	—
		16,891	36,536

(a) Post-employment benefit

Pursuant to the relevant labor rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in the defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal government authorities whereby the Group is required to make contributions to the Schemes at certain proportions of eligible employees' salaries, ranging from 16% to 20%. The local government authorities are responsible for the entire pension obligations payable to the retired employees. The Group has no other material obligations for the payment of pension benefits in connection with the Schemes beyond the annual contributions described above.

The Group's subsidiaries in Hong Kong participate in the Mandatory Provident Fund ("MPF") Scheme for its employees. The assets of the MPF Scheme are held in the funds controlled by an independent trustee. The contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss represent contributions payable to the funds at the rates specified in the rules of the MPF Scheme.

(a) 離職後福利

根據中國相關勞動法律及法規，本集團的中國境內附屬公司須參加由中國地方政府機關組織的定額供款退休福利計劃（「計劃」），據此，本集團須按合資格僱員薪金若干比率（介乎16%至20%）向計劃作出供款。地方政府機關負責承擔向退休僱員支付全額退休金的義務。本集團並無除上述年度供款外與計劃相關的退休福利付款的其他重大責任。

本集團於香港的附屬公司為其僱員參與強制性公積金（「強積金」）計劃。強積金計劃的資產由獨立信託人控制的基金持有。在綜合損益表內列支的強積金計劃供款，指按強積金計劃規則所規定的比率向有關基金應作出的供款。

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綜合財務報表附註

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7. EMPLOYEE BENEFIT EXPENSE (Continued)

(b) Equity settled share-based payment

On 26 January, 11 May and 14 September 2018, the Company announced to grant 36,441,291, 10,140,000 and 66,645,000 share options (the "Options"), respectively, under its share option scheme adopted on 22 November 2011. The Options entitled the eligible participants to subscribe for up to a total of 113,226,291 new shares with par value of HK\$0.01 each in the share capital of the Company. The vesting of share options is based on the servicing period of the employee up to 3 years from the date of grant and the fulfilment of certain performance targets of the Group, including but not limited to the financial performance of the Group as well as the grantee's individual performance. The maximum term of the options granted is 10 years from the date of the offer. The weighted average exercise price is set as HK\$1.8 per share. The Options are deemed as equity settled share-based payment. As at 1 January 2022 and 31 December 2022, the number of share options outstanding was 1,078,200 and 718,800 (2021: 26,824,730 and 1,078,200) respectively. No share option is granted, exercised or forfeited during the year (2021: Nil). During the year ended 31 December 2022, the number of share options lapsed was 359,400 (2021: 25,746,530). As at 31 December 2022, the weighted average exercise price of options outstanding is HK\$1.8 (2021: HK\$1.8) and the weighted average remaining contractual life was 5.1 years (2021: 6.1 years).

For the year ended 31 December 2022, no expense arised from share-based payment transactions previously recognised as part of employee benefit expense (2021: Nil).

7. 僱員福利開支(續)

(b) 按權益結算以股份支付的開支

於二零一八年一月二十六日、五月十一日及九月十四日，本公司宣佈按其於二零一一年十一月二十二日採納的購股權計劃分別授出36,441,291份、10,140,000份及66,645,000份購股權(「購股權」)。購股權賦予合資格參與者權利認購本公司股本中最多合共113,226,291股每股面值0.01港元的新股份。購股權的歸屬基於僱員由授出日期起計最多3年的服務期，以及達成本集團的若干表現目標，包括但不限於本集團的財務表現以及承授人的個人表現。已授出購股權的最長期限為要約日期起計10年。加權平均行使價為每股1.8港元。購股權被視為按權益結算以股份支付的開支。於二零二二年一月一日及二零二二年十二月三十一日，未行使購股權數目分別為1,078,200份及718,800份(二零二一年：26,824,730份及1,078,200份)。年內並無購股權授出、獲行使或被沒收(二零二一年：無)。截至二零二二年十二月三十一日止年度內，已失效的購股權數目為359,400份(二零二一年：25,746,530份)。於二零二二年十二月三十一日，未行使購股權的加權平均行使價為1.8港元(二零二一年：1.8港元)，而加權平均剩餘合約年期為5.1年(二零二一年：6.1年)。

截至二零二二年十二月三十一日止年度，並無先前作為僱員福利開支的一部分進行確認的以股份支付的交易產生的開支(二零二一年：無)。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7. EMPLOYEE BENEFIT EXPENSE (Continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2022 include one Director (2021: nil) whose emoluments are reflected in the analysis in Note 37. The emoluments payable to the remaining four (2021: five) individuals during the year are as follows:

The emoluments fell within the following bands:

		2022 二零二二年 Number of individuals 人數	2021 二零二一年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	3	5
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	—	—
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	—

7. 僱員福利開支(續)

(c) 五位最高薪人士

截至二零二二年十二月三十一日止年度，本集團的五位最高薪人士中包括一位董事(二零二一年：無)，其薪金請見附註37的分析，其餘四位(二零二一年：五位)人士年內薪酬情況如下：

薪酬介於下述範疇：

8. IMPAIRMENT LOSSES/(REVERSAL OF IMPAIRMENT LOSSES) ON FINANCIAL ASSETS

Reversal of impairment losses for financial assets at amortised cost (Note 22)	按攤銷成本計量的金融資產的減值虧損撥回(附註22)	(8,302)	(8,140)
Impairment losses for trade and other receivables (Note 25)	貿易及其他應收款項的減值虧損(附註25)	23,574	2,405
		15,272	(5,735)

9. OTHER INCOME

Government grants	政府補貼	176	149
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8. 金融資產的減值虧損/(減值虧損撥回)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Reversal of impairment losses for financial assets at amortised cost (Note 22)	按攤銷成本計量的金融資產的減值虧損撥回(附註22)	(8,302)	(8,140)
Impairment losses for trade and other receivables (Note 25)	貿易及其他應收款項的減值虧損(附註25)	23,574	2,405
		15,272	(5,735)

9. 其他收入

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Government grants	政府補貼	176	149

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. OTHER (LOSSES)/GAINS – NET

10. 其他(虧損)/收益淨額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Net fair value gains on financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產公平值收益淨額	—	700
Net foreign exchange gains/(losses)	匯兌收益/(虧損)淨額	3,589	(486)
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	26	—
(Loss)/gains on disposal of subsidiaries	出售附屬公司的(虧損)/收益	(8,488)	748
Others	其他	151	32
		(4,722)	994

11. FINANCE EXPENSES – NET

11. 融資開支淨額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Finance income</i>	融資收入		
Interest income from loans to related parties and third parties	向關聯方及第三方貸款的利息收入	4,854	5,737
Interest income from bank deposits	銀行存款利息收入	2,519	1,311
Total finance income	融資收入總額	7,373	7,048
<i>Finance expenses</i>	融資開支		
Interest expense on lease liabilities	租賃負債利息開支	(686)	(726)
Interest expense on bank borrowings	銀行借貸利息開支	(11,129)	(12,592)
Net interest expense	利息開支淨額	(11,815)	(13,318)
Others	其他	—	(20)
Total finance expenses	融資開支總額	(11,815)	(13,338)
Finance expenses — net	融資開支淨額	(4,442)	(6,290)

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE

12. 所得稅開支

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current income tax	即期所得稅	(2,927)	(860)
Deferred income tax	遞延所得稅	(28,948)	(38,013)
		(31,875)	(38,873)

(a) The reconciliation of income tax expense to the theoretical amount that would arise using the statutory tax rates applicable to the consolidated entities are as follows:

(a) 所得稅開支與採用適用於綜合實體的法定稅率計算得出的理論稅額的對賬如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(274,273)	8,835
Tax calculated at applicable statutory tax rates	按適用法定稅率計算的稅項	72,407	(2,387)
Tax effect of:	以下各項的稅務影響：		
Preferential tax rates	優惠稅率	4,002	3,115
Expenses not deductible for tax purpose	不可扣稅開支	(66,446)	(297)
Income not taxable	毋須課稅收入	658	410
Tax losses for which no deferred tax assets has been recognised	未確認遞延稅項資產的稅項虧損	(8,405)	(4,151)
Temporary differences for which no deferred tax assets has been recognised	未確認遞延稅項資產的暫時差額	(5,894)	(2,351)
Utilisation of temporary differences for which no deferred tax assets has been recognised	動用未確認遞延稅項資產的暫時差額	378	529
Previously unrecognised tax losses recouped to reduce current tax expense	彌補以往未確認稅項虧損(以減少即期稅項開支)	1,837	3,443
Derecognition of deferred tax assets	終止確認遞延稅項資產	(30,412)	(37,184)
Income tax expense	所得稅開支	(31,875)	(38,873)

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE (Continued)

- (b) As at 31 December 2022, the Group did not recognise deferred tax assets in respect of accumulated tax losses arising from the Group's entities in the PRC amounting to RMB67,094,000 (2021: RMB43,982,000), as management believed it is more likely that such tax losses would not be utilised before their expiry.

As at 31 December 2022 and 2021, the expiry dates of tax losses arising from the Group's entities in the PRC with no deferred tax assets recognised are as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Year of expiry</i>	<i>到期年份</i>		
2022	二零二二年	—	8,672
2023	二零二三年	7,877	9,091
2024	二零二四年	3,926	4,549
2025	二零二五年	7,606	7,606
2026	二零二六年	14,064	14,064
2027	二零二七年	33,621	—
		67,094	43,982

- (c) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("the BVI"), the Group is not subject to any income taxes in these jurisdictions.

12. 所得稅開支(續)

- (b) 於二零二二年十二月三十一日，本集團並無就本集團於中國實體的累計稅項虧損人民幣67,094,000元(二零二一年：人民幣43,982,000元)確認遞延稅項資產，原因是管理層認為該稅項虧損於到期前不大可能被使用。

於二零二二年及二零二一年十二月三十一日，本集團於中國實體(未確認遞延稅項資產)的稅項虧損到期日如下：

- (c) 根據開曼群島及英屬處女群島(「英屬處女群島」)法律及法規，本集團毋須繳納該等司法權區的任何所得稅。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE (Continued)

- (d) The Group did not make any provisions for Hong Kong profit tax as there were no assessable profits arising in Hong Kong during the year ended 31 December 2022 (2021: nil). As at 31 December 2022, the Group did not recognise deferred tax assets in respect of accumulated tax losses arising from the Group's entities in Hong Kong amounting to RMB49,326,000 (2021: RMB46,358,000).

For the year end 31 December 2022, the statutory income tax rate of entities within the Group registered in the PRC is 25% (2021: 25%), except for certain entities entitled to tax exemption or preferential rates:

Since the respective first revenue-generating year, subsidiaries of the Company operating solar power plants are exempted from enterprise income tax for the first three years and are entitled to a 50% tax reduction for the subsequent three years.

From 1 January 2018 to 31 December 2021, Hoboksar Mongol Autonomous County Sifang Dianjin Energy Co., Ltd. ("Sifang Dianjin"), an indirect non-wholly-owned subsidiary of the Company, is exempted from enterprise income tax for the first two years and are entitled to a 50% tax reduction for the subsequent three years.

12. 所得稅開支(續)

- (d) 由於本集團於截至二零二二年十二月三十一日止年度並無於香港產生應課稅溢利，故並無就香港利得稅作出任何撥備(二零二一年：無)。於二零二二年十二月三十一日，本集團並無就本集團於香港實體的累計稅項虧損人民幣49,326,000元(二零二一年：人民幣46,358,000元)確認遞延稅項資產。

截至二零二二年十二月三十一日止年度，本集團於中國註冊的實體的法定稅率為25%(二零二一年：25%)，惟若干實體獲免稅或享受優惠稅率：

自各自的首個獲收益年度起，本公司經營光伏電站的附屬公司首三年獲豁免繳納企業所得稅，其後三年獲50%稅項減免。

自二零一八年一月一日至二零二一年十二月三十一日止，本公司間接非全資附屬公司和布克賽爾蒙古自治縣四方電金能源有限公司(「四方電金」)首兩年獲豁免繳納企業所得稅，其後三年獲50%稅項減免。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year:

		2022 二零二二年	2021 二零二一年
Loss attributable to owners of the Company (RMB'000)	本公司擁有人應佔虧損 (人民幣千元)	(306,368)	(28,221)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	1,484,604	1,484,604
Basic loss per share (RMB)	每股基本虧損(人民幣元)	(0.2064)	(0.0190)

(b) Diluted loss per share

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. For the years ended 31 December 2022 and 2021, no diluted loss per share has been presented because the exercise price of the Company's options was higher than the average market price per share.

13. 每股虧損

(a) 每股基本虧損

每股基本虧損按本公司擁有人應佔虧損除以年內已發行普通股的加權平均數計算：

		2022 二零二二年	2021 二零二一年
Loss attributable to owners of the Company (RMB'000)	本公司擁有人應佔虧損 (人民幣千元)	(306,368)	(28,221)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	1,484,604	1,484,604
Basic loss per share (RMB)	每股基本虧損(人民幣元)	(0.2064)	(0.0190)

(b) 每股攤薄虧損

每股攤薄虧損按因假設轉換所有潛在攤薄普通股而調整已發行普通股的加權平均數計算。截至二零二二年及二零二一年十二月三十一日止年度，並無呈列每股攤薄虧損，原因是本公司購股權的行使價高於每股股份的平均市場價格。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Plant and machinery	Motor vehicles	Furniture, fixtures and equipment 傢俱、裝置及設備	Construction in progress	Total
		樓宇	廠房及機械	汽車	及設備	在建工程	總計
		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
Cost	成本						
At 1 January 2021	於二零二一年一月一日	16,986	518,208	1,360	20,387	4,360	561,301
Additions	添置	—	32,043	—	120	33	32,196
Transfers	轉移	—	—	—	43	(43)	—
Disposals of assets upon disposal of subsidiaries	出售附屬公司時處置資產	—	(4,654)	—	—	—	(4,654)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	16,986	545,597	1,360	20,550	4,350	588,843
Additions	添置	—	28,635	—	143	—	28,778
Transfers	轉移	—	23	—	—	(23)	—
Disposals	出售	—	(77)	(211)	(191)	—	(479)
Disposals of assets upon disposal of subsidiaries	出售附屬公司時處置資產	(64)	(16,237)	(802)	(75)	(4,296)	(21,474)
At 31 December 2022	於二零二二年十二月三十一日	16,922	557,941	347	20,427	31	595,668
Accumulated depreciation and impairment	累計折舊及減值						
At 1 January 2021	於二零二一年一月一日	2,842	104,742	674	10,249	—	118,507
Charge for the year	年內列支	893	23,300	63	3,183	—	27,439
Disposals of assets upon disposal of subsidiaries	出售附屬公司時處置資產	—	(1,313)	—	—	—	(1,313)
Impairment	減值	8,218	3,240	—	184	—	11,642
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	11,953	129,969	737	13,616	—	156,275
Charge for the year	年內列支	451	32,443	56	579	—	33,529
Disposals	出售	—	(2)	(204)	(181)	—	(387)
Disposals of assets upon disposal of subsidiaries	出售附屬公司時處置資產	(10)	(15,372)	(551)	(71)	—	(16,004)
At 31 December 2022	於二零二二年十二月三十一日	12,394	147,038	38	13,943	—	173,413
Net book amount	賬面淨值						
At 31 December 2022	於二零二二年十二月三十一日	4,528	410,903	309	6,484	31	422,255
At 31 December 2021	於二零二一年十二月三十一日	5,033	415,628	623	6,934	4,350	432,568

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14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

(a) As at 31 December 2022, certain machineries of solar power plants of the Group with carrying amount of RMB246,991,000 (2021: RMB266,055,000) were pledged as security for the Group's borrowings (Note 29).

(b) Based on an outlook of the development progress of Hoboksar Mongol Autonomous County Hefeng Industrial Park ("Hefeng Industrial Park"), management carried out an impairment test on the Group's property, plant and equipment in the transformer station at Hefeng Industrial Park as at 31 December 2022, with carrying amount of RMB55,195,000 (2021: RMB71,072,000). Xinjiang Saier Power Distribution Co., Ltd. ("Xinjiang Saier"), an indirect non-wholly-owned subsidiary of the Company, is under the process of entering into a franchise operation agreement with the local government of Hoboksar Mongol Autonomous County to invest and operate the incremental electricity distribution network at Hefeng Industrial Park for a period of 30 years.

The recoverable amount of the assets has been determined based on a fair value less cost of disposal. The recoverable amount is categorised within level 3 of the fair value hierarchy. The calculation uses depreciated replacement cost method based on the key assumptions including the quoted price in the market, which reflects replacement cost of the property, plant and equipment and obsolescence rate which is adjusted for age, condition, economic or functional obsolescence and environmental factor existing at the end of the year, if any. Based on the valuation prepared by management, the recoverable amount would be RMB55,195,000 (2021: RMB59,430,000).

As a result of the above assessment, no impairment loss was recognised for the Group's property, plant and equipment located in Hefeng Industrial Park in the smart energy business segment for the year ended 31 December 2022 (2021: RMB11,642,000).

14. 物業、廠房及設備(續)

(a) 於二零二二年十二月三十一日，賬面值為人民幣246,991,000元(二零二一年：人民幣266,055,000元)的本集團光伏電站若干機械已質押作為本集團借貸的擔保(附註29)。

(b) 根據對和布克賽爾蒙古自治縣和豐工業園區(「和豐工業園區」)開發進度的展望，管理層於二零二二年十二月三十一日對和豐工業園區變電站賬面值為人民幣55,195,000元(二零二一年：人民幣71,072,000元)的物業、廠房及設備進行減值測試。本公司間接非全資附屬公司新疆賽爾配售電有限公司(「新疆賽爾」)正與和布克賽爾蒙古自治縣當地政府部門訂立特許經營協議以投資及營運於和豐工業園區的增量配電網，為期30年。

資產的可收回金額根據公平值減出售成本法釐定。可收回金額歸類為公平值層級的第三級。該計算採用經折舊重置成本方法，以市場上報價(其可反映物業、廠房及設備的重置成本)及陳舊率(即就年齡、狀態、經濟或功能性陳舊情況及於年末存在的環境因素作出調整)等主要假設作為基礎。根據管理層編製的估值，可收回金額將為人民幣55,195,000元(二零二一年：人民幣59,430,000元)。

基於上述評估，截至二零二二年十二月三十一日止年度，本集團智慧能源業務分部於和豐工業園區的物業、廠房及設備並無確認減值虧損(二零二一年：人民幣11,642,000元)。

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14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

- (c) Based on an outlook of the operating condition of a solar power plant owned by the Group, management carried out an impairment test on the property, plant and equipment in the solar power plant as at 31 December 2022, with carrying amount of RMB4,530,000 (31 December 2021: RMB4,880,000). The recoverable amount of the assets has been determined based on the higher of their fair value less costs of disposal and value in use. The value in use calculation uses cash flow projection based on approved financial budget and a pre-tax discount rate of 14%. The key assumption of the cash flow projection is a nil annual growth rate in revenue for the budget period and the extrapolation period.

As a result of the above assessment, no impairment was recognised for the property, plant and equipment in the solar power plant for the year ended 31 December 2022 (2021: Nil).

14. 物業、廠房及設備(續)

- (c) 根據對一間由本集團擁有的光伏電站營運狀況的展望，管理層於二零二二年十二月三十一日對該光伏電站賬面值為人民幣4,530,000元(二零二一年十二月三十一日：人民幣4,880,000元)的物業、廠房及設備進行減值測試。資產的可收回金額根據其公平值減出售成本之差與使用價值中的較高者釐定。使用價值按基於獲批准財務預算的現金流量預測及稅前折現率14%計算。現金流量預測的主要假設為預算期及推斷期的收益的年增長率為零。

基於上述評估，截至二零二二年十二月三十一日止年度，該光伏電站的物業、廠房及設備並無確認減值虧損(二零二一年：無)。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15. LEASES

This note provides information for leases where the Group is a lessee:

(a) Amounts recognised in the consolidated statement of financial position

		As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元
<i>Right-of-use assets</i>	<i>使用權資產</i>		
Leasehold land and land use rights	租賃土地及土地使用權	12,428	11,252
Properties	物業	2,362	3,810
Equipment	設備	2	21
		14,792	15,083
<i>Lease liabilities</i>	<i>租賃負債</i>		
Current	流動	704	627
Non-current	非流動	12,458	12,110
		13,162	12,737

Additions to the right-of-use assets during the year ended 31 December 2022 amounted to RMB1,980,000 (2021: RMB912,000).

此附註提供本集團作為承租人的租賃資料：

(a) 於綜合財務狀況表確認的金額

	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元
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截至二零二二年十二月三十一日止年度，添置的使用權資產為人民幣1,980,000元（二零二一年：人民幣912,000元）。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15. LEASES (Continued)

15. 租賃(續)

(b) Amounts recognised in the consolidated statement of profit or loss

(b) 於綜合損益表確認的金額

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Depreciation charge of right-of-use assets</i>	使用權資產的折舊費用		
Leasehold land and land use rights	租賃土地及土地使用權	804	799
Properties	物業	175	2,841
Equipment	設備	19	19
		998	3,659
<i>Impairment loss of right-of-use assets</i>	使用權資產減值虧損		
Leasehold land and land use rights	租賃土地及土地使用權	—	80
Interest expense (included in finance expenses)	利息開支(計入融資開支)	686	726
Gains on lease modification	租賃修訂收益	(69)	—
Expense relating to short-term leases (included in administrative expenses)	短期租賃相關開支(計入 行政開支內)	1,914	2,969

During the year ended 31 December 2022 the total cash outflow for leases was RMB2,813,000 (2021: RMB5,569,000).

截至二零二二年十二月三十一日止年度，租賃現金流出總額為人民幣2,813,000元(二零二一年：人民幣5,569,000元)。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16. INTANGIBLE ASSETS

16. 無形資產

		Goodwill (b)	Software	Patent	Service concession arrangement (c)	Total
		商譽(b)	軟件	專利	服務特許安排(c)	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
At 31 December 2020	於二零二零年十二月三十一日					
Cost	成本	3,261	17,630	4,038	—	24,929
Accumulated amortisation and impairment	累計攤銷及減值	(2,347)	(14,817)	(976)	—	(18,140)
Net book amount	賬面淨值	914	2,813	3,062	—	6,789
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	914	2,813	3,062	—	6,789
Amortisation charge	攤銷支出	—	(1,671)	(403)	—	(2,074)
Closing net book amount	期末賬面淨值	914	1,142	2,659	—	4,715
At 31 December 2021	於二零二一年十二月三十一日					
Cost	成本	3,261	17,630	4,038	—	24,929
Accumulated amortisation and impairment	累計攤銷及減值	(2,347)	(16,488)	(1,379)	—	(20,214)
Net book amount	賬面淨值	914	1,142	2,659	—	4,715
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	914	1,142	2,659	—	4,715
Acquired on acquisition of a subsidiary (note 34)	收購一間附屬公司時購置(附註34)	16,567	—	—	60,589	77,156
Additions	添置	—	—	—	261	261
Disposals of assets upon disposal of subsidiaries	出售附屬公司時處置資產	(366)	—	(2,491)	—	(2,857)
Amortisation charge	攤銷支出	—	(1,055)	(168)	(645)	(1,868)
Closing net book amount	期末賬面淨值	17,115	87	—	60,205	77,407
At 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	19,462	17,630	1,547	60,850	99,489
Accumulated amortisation and impairment	累計攤銷及減值	(2,347)	(17,543)	(1,547)	(645)	(22,082)
Net book amount	賬面淨值	17,115	87	—	60,205	77,407

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16. INTANGIBLE ASSETS (Continued)

- (a) For the year ended 31 December 2022, amortisation amounting to RMB1,174,000 (2021: RMB1,543,000) was charged to administrative expenses and RMB694,000 (2021: RMB531,000) to cost of sales.
- (b) The following table presents the changes in goodwill for the years ended 31 December 2022 and 2021.

16. 無形資產 (續)

- (a) 截至二零二二年十二月三十一日止年度，人民幣1,174,000元(二零二一年：人民幣1,543,000元)的攤銷計入行政開支，而人民幣694,000元(二零二一年：人民幣531,000元)計入銷售成本。
- (b) 下表載列截至二零二二年及二零二一年十二月三十一日止年度的商譽變動：

		As at 31 December 2020 and 31 December 2021	Additions/ (disposals)	As at 31 December 2022
		於二零二零年 十二月三十一日 及於二零二一年 十二月三十一日 RMB'000 人民幣千元	添置/(出售) RMB'000 人民幣千元	於二零二二年 十二月三十一日 RMB'000 人民幣千元
<i>Goodwill</i>	<i>商譽</i>			
Gao Bei Dian City Guangshuo New Energy Group Co., Ltd. ("Guangshuo")	高碑店市光碩新能源集團有限公司 (「光碩」)	686	—	686
Tianjin Haitian Fangyuan Energy Saving Technology Co., Ltd. ("Haitian Fangyuan")	天津海天方圓節能技術有限公司 (「海天方圓」)	366	(366)	—
Hebei Fakai Energy Development Co., Ltd. ("Fakai")	河北省發凱能源開發有限公司 (「發凱」)	2,209	—	2,209
Shandong Shengfeng Heating Co., Ltd ("Shengfeng Heating")	山東盛豐熱力有限責任公司 (「盛豐熱力」)	—	16,567	16,567
		3,261	16,201	19,462
<i>Impairment</i>	<i>減值</i>			
Guangshuo (Note)	光碩(附註)	(138)	—	(138)
Haitian Fangyuan	海天方圓	—	—	—
Fakai	發凱	(2,209)	—	(2,209)
		(2,347)	—	(2,347)
		914	16,201	17,115

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16. INTANGIBLE ASSETS (Continued)

(b) (Continued)

Note: Guangshuo and its subsidiaries (together the "Guangshuo Group"), engaged in the electricity sales business, owns two solar power plants. The assets of each solar power plant represent a cash-generating unit ("CGU"). The recoverable amounts of the CGUs have been determined based on the higher of their fair value less costs of disposal and value in use. The calculations use cash flow projections based on approved financial budgets and pre-tax discount rate of 14%. The key assumption of the cash flow projections is a nil annual growth rate in revenue.

As a result of the above assessment, no impairment of goodwill was recognised for the year ended 31 December 2022 (2021: RMB nil).

(c) Intangible assets recognised in 2022 were related to the service concession arrangement associated with the business combination of Shengfeng Heating (Note 34). The service concession arrangement of approximately RMB60,589,000 was recognised, which is valued by an independent valuer of discounting the future expected net profits of Shengfeng Heating generated from using "excess profit" method. Key inputs used in valuing the fair value of the intangible assets are set forth below:

		30 September 2022 二零二二年 九月三十日
Discount rate	折現率	11%
Budgeted revenue growth rate	預算收益增長率	0-10%

The discount rate was estimated by the weighted average cost of capital at the date of acquisition of the service concession arrangement, which reflects specific risks relating to the assets.

The basis used to determine the budgeted revenue growth rate is the historical data, management's expectation of the future market and average growth rate achieved by comparable companies.

16. 無形資產 (續)

(b) (續)

附註：光碩及其附屬公司(統稱「光碩集團」)從事電力銷售業務並擁有兩座光伏電站。各光伏電站資產相當於一個現金產生單位(「現金產生單位」)。現金產生單位的可收回金額根據其公平值減出售成本之差與使用價值中的較高者釐定。該計算使用基於獲批准財務預算的現金流量預測及稅前折現率14%。現金流量預測的主要假設為收益的年增長率為零。

基於上述評估，截至二零二二年十二月三十一日止年度並無確認商譽減值(二零二一年：人民幣零元)。

(c) 於二零二二年確認的無形資產與業務合併盛豐熱力(附註34)相關的服務特許安排有關。服務特許安排約人民幣60,589,000元已確認，由獨立估值師進行估值，並採用「超額溢利」法對盛豐熱力未來預期純利進行折現。對無形資產公平值進行估值所使用的主要輸入數據載列如下：

折現率乃按收購服務特許安排日期的加權平均資本成本估計，反映與資產有關的特定風險。

釐定預算收益增長率乃基於歷史數據、管理層對未來市場的預期及可資比較公司取得的平均增長率。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17. DEFERRED INCOME TAX

17. 遞延所得稅

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	3,527	33,043
Deferred tax liabilities	遞延稅項負債	(18,846)	(10,854)

Movements in deferred tax assets are as follows:

遞延稅項資產的變動如下：

		Loss allowance for trade and other receivables 貿易及其他 應收款項的 虧損撥備 RMB'000 人民幣千元	Loss allowance for financial assets at amortised cost 按攤銷成本計量 的金融資產的 虧損撥備 RMB'000 人民幣千元	Loss allowance for contract assets 合約資產 虧損撥備 RMB'000 人民幣千元	Provisions for inventories 存貨撥備 RMB'000 人民幣千元	Impairment of property, plant and equipment 物業、廠房 及設備減值 RMB'000 人民幣千元	Impairment of intangible assets 無形資產 減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2021	於二零二一年一月一日	49,245	16,028	4,787	187	339	1,106	71,692
Charge to profit or loss	於損益列支	(18,005)	(14,598)	(4,787)	(187)	-	(1,072)	(38,649)
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	31,240	1,430	-	-	339	34	33,043
Charge to profit or loss	於損益列支	(28,086)	(1,430)	-	-	-	-	(29,516)
As at 31 December 2022	於二零二二年十二月三十一日	3,154	-	-	-	339	34	3,527

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17. DEFERRED INCOME TAX (Continued)

Movements in deferred tax liabilities are as follows:

		Fair value adjustments in business combinations 業務合併的公平值調整 RMB'000 人民幣千元
As at 1 January 2021	於二零二一年一月一日	11,490
Credit to profit or loss	於損益入賬	(636)
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	10,854
Credit to profit or loss	於損益入賬	(568)
Disposal of a subsidiary	出售一間附屬公司	(411)
Acquisition of a subsidiary	收購一間附屬公司	8,971
As at 31 December 2022	於二零二二年十二月三十一日	18,846

17. 遞延所得稅 (續)

遞延稅項負債的變動如下：

18. CONTRACT ASSETS

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Unbilled revenue of construction contracts	建築合約未開賬單收益	190,592	187,722

Contract assets are included in current assets as the group expects to realise these within its normal operating cycle. As at 31 December 2022 and 2021, the Group assessed the impact of loss allowance for impairment of contract assets was insignificant.

合約資產計入流動資產，乃由於集團預期於其正常經營週期內變現該等資產。於二零二二年及二零二一年十二月三十一日，本集團評估合約資產減值虧損撥備的影響不重大。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19. SUBSIDIARIES

The Group's principal subsidiaries as at 31 December 2022 and 2021 are set out below. The place of incorporation is also their principal place of business.

19. 附屬公司

下表列示本集團於二零二二年及二零二一年十二月三十一日的主要附屬公司。註冊成立地點亦為其主要營業地點。

Name of entity 實體名稱	Place of Incorporation and kind of legal entity 註冊成立地點及 法定實體類別	Registered capital 註冊資本	Ownership interest held by the Group 本集團持有的 所有者權益	Principal activities 主要業務
Beijing Longguang Energy Technology Co., Ltd ("Beijing Longguang") 北京隆光能源科技有限公司(「北京隆光」)	the PRC limited liability company 中國有限責任公司	RMB90,000,000 人民幣90,000,000元	100%	Smart energy service 智慧能源服務
Beijing LongjiTaihe Energy Technology Co., Ltd 北京隆基泰和能源科技有限公司	the PRC limited liability company 中國有限責任公司	RMB50,000,000 人民幣50,000,000元	100%	Smart energy service 智慧能源服務
Hebei Longitech Cloud Energy Technology Co., Ltd. 河北隆基泰和雲能源科技有限公司	the PRC limited liability company 中國有限責任公司	RMB300,000,000 人民幣300,000,000元	100%	Smart energy service 智慧能源服務
Guangshuo 光碩	the PRC limited liability company 中國有限責任公司	RMB125,708,800 人民幣125,708,800元	100%	Operation of solar power plant 營運光伏電站
Zhongneng Hexin Longhua County Solar Power Generation Co., Ltd. 中能信隆化縣太陽能發電有限責任公司	the PRC limited liability company 中國有限責任公司	RMB10,000,000 人民幣10,000,000元	100%	Operation of solar power plant 營運光伏電站
Hebei Yuedu City Construction Investment Co., Ltd. 河北躍都城市建設投資有限公司	the PRC limited liability company 中國有限責任公司	RMB120,000,000 人民幣120,000,000元	100%	Public infrastructure construction 公建建設
Baoding Qiantai Investment Co., Ltd. 保定乾泰投資有限公司	the PRC limited liability company 中國有限責任公司	RMB120,000,000 人民幣120,000,000元	100%	Public infrastructure construction 公建建設
Shengfeng Heating 盛豐熱力	the PRC limited liability company 中國有限責任公司	RMB30,185,065 人民幣30,185,065元	90%	Smart energy service 智慧能源服務

Notes:

附註：

- (i) The principal place of operation of each subsidiary is the same as its place of incorporation.
- (ii) The English names of certain subsidiaries represent the best effort by the Group's management to translate their Chinese names, as these subsidiaries do not have official English names.

- (i) 各附屬公之主要經營地點與其註冊成立地點相同。
- (ii) 由於若干附屬公司並無官方英文名稱，其英文名稱乃本集團管理層盡最大努力將其中文名稱翻譯所得。

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20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The table below provides the reconciliation of the Group's aggregate carrying amounts of investments in associates from opening to closing balances:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Opening balance	期初結餘	265,854	263,397
Share of net (loss)/profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的(純虧)/純利份額	(265,854)	2,457
Closing balance	期末結餘	—	265,854

Set out below are the associates of the Group as at 31 December 2022 and 2021. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The place of incorporation is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

下表載列本集團於聯營公司的投資總額期初與期末結餘的對賬：

以下載列本集團於二零二二年及二零二一年十二月三十一日的聯營公司。下列實體的股本僅由普通股組成，由本集團直接持有。公司註冊成立地點亦為其主要營業地點，所有者權益的比例與持有的投票權比例相同。

Name of entity 實體名稱	Place of incorporation 註冊成立地點	% of ownership interest As at 31 December 所有者權益比例 於十二月三十一日		Measurement method 計量方法	Carrying amount As at 31 December 賬面值 於十二月三十一日	
		2022 二零二二年	2021 二零二一年		2022 二零二二年	2021 二零二一年
Longyao (Beijing) Clean Energy Technology Co., Ltd. ("Longyao Beijing") (a) 隆耀(北京)清潔能源科技 有限公司(「隆耀北京」)(a)	the PRC 中國	45%	45%	Equity method 權益法	—	—
Gao Bei Dian City Longchuang Central Heating Co., Ltd. ("Longchuang Heating") (b) 高碑店市隆創集中供熱有限公司 (「隆創熱力」)(b)	the PRC 中國	40%	40%	Equity method 權益法	—	265,854
					—	265,854

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20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(a) On 4 June 2018, Baoding Yize New Energy Technology Co., Ltd. (“Baoding Yize”), an indirect wholly-owned subsidiary of the Company, and Beijing Yaohui Hengchang Technology Partnership Enterprise (Limited Partnership) (“Beijing Yaohui”), an independent third party, agreed to make capital contribution to Longyao Beijing, which is principally engaged in heat supply business. As a result, Baoding Yize obtained 45% equity interest of Longyao Beijing and shall contribute RMB135,000,000 to Longyao Beijing before 31 December 2021. During the year ended 31 December 2021, Baoding Yize and Beijing Yaohui had entered into supplemental agreement that the unpaid amount to be paid before 31 December 2025. RMB33,400,000 has been paid by Baoding Yize as of 31 December 2022 and 2021.

(b) On 21 May 2019, Beijing Longguang, an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement with Hebei Julin Chuanghe Cultural Communication Co., Ltd. (“Hebei Julin”), a company owned by the Controlling Shareholder, pursuant to which Beijing Longguang agreed to make capital contribution to Longchuang Heating, a wholly-owned subsidiary of Hebei Julin. As a result, Beijing Longguang obtained 40% equity interest of Longchuang Heating by making capital contribution of RMB245,000,000. According to the valuation report issued by an independent third-party valuer, the Group’s share of the fair value of Longchuang Heating’s identifiable assets and liabilities on the acquisition date was RMB263,000,000. The excess of the Group’s share of the fair value of Longchuang Heating’s identifiable assets and liabilities over the cost of investment amounting to RMB18,000,000 was included as share of net profit of associates accounted for using the equity method for the year ended 31 December 2019.

According to the capital increase agreement, Hebei Julin has a profit guarantee for Longchuang Heating, which will be assessed by Beijing Longguang and Hebei Julin every three years from 1 January 2020. The profit compensation will be calculated at the end of each three-year term and settled by Hebei Julin on or before 31 March of the year immediately following the relevant three-year term. The first three-year term ending 31 December 2022 will be assessed and settled on or before 31 March 2023.

20. 採用權益法入賬的投資(續)

(a) 於二零一八年六月四日，本公司間接全資附屬公司保定溢澤新能源科技有限公司(「保定溢澤」)與獨立第三方北京耀輝恒昌科技合夥企業(有限合夥)(「北京耀輝」)同意向隆耀北京(主要從事供熱業務)進行增資。因此，保定溢澤取得隆耀北京45%股權且須於二零二一年十二月三十一日前向隆耀北京出資人民幣135,000,000元。於截至二零二一年十二月三十一日止年度，保定溢澤與北京耀輝訂立補充協議，將於二零二五年十二月三十一日前支付未付款。截至二零二二年及二零二一年十二月三十一日，保定溢澤已支付人民幣33,400,000元。

(b) 於二零一九年五月二十一日，本公司間接全資附屬公司北京隆光與由控股股東擁有的河北聚鄰創和文化傳播有限公司(「河北聚鄰」)簽署增資協議，北京隆光同意向河北聚鄰之全資附屬公司隆創熱力進行增資。因此，北京隆光藉由增資人民幣245,000,000元取得隆創熱力40%股權。根據獨立第三方估值師出具的估值報告，本集團應佔隆創熱力於收購日的可識別資產及負債的公平值為人民幣263,000,000元。本集團應佔隆創熱力可識別資產及負債的公平值超出投資成本的部分人民幣18,000,000元計入截至二零一九年十二月三十一日止年度採用權益法入賬的聯營公司的純利份額。

根據增資協議，河北聚鄰對隆創熱力存在溢利保證，該保證從二零二零年一月一日開始由北京隆光和河北聚鄰每三年考核一次。溢利補償將在每三年期結束時計算，並由河北聚鄰在於緊隨有關三年期後之年度之三月三十一日或之前結算。截至二零二二年十二月三十一日的第一個三年期限將在二零二三年三月三十一日或之前進行考核和結算。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

- (c) The Group has discontinued recognition of its share of losses of Longyao Beijing. The amount of unrecognised share of the associate, extracted from the relevant management account of Longyao Beijing for the year is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Unrecognised share of losses of associates for the year	本年度聯營公司的未確認虧損份額	427	945

(d) Commitments in respect of associates

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Investment in associate	於聯營公司投資	101,600	101,600

20. 採用權益法入賬的投資(續)

- (c) 本集團已終止確認其於隆耀北京的虧損份額。摘錄自隆耀北京本年度有關管理賬目的該聯營公司的未確認份額金額如下：

(d) 聯營公司相關承擔

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20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

20. 採用權益法入賬的投資(續)

(e) Summarised financial information for associates

The table below provides summarised financial information for the Group's associates. The information disclosed reflects the amounts presented in the financial statements of the relevant associates, which have been amended to reflect adjustments made by the Group when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

(e) 聯營公司財務信息概述

本集團聯營公司財務信息概述如下表所示。披露的信息反映相關聯營公司財務報表中呈報的金額，該等金額已進行修訂，以反映本集團在採用權益法時所作調整，包括公平值調整及會計政策差異相關的修改。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Longchuang Heating	隆創熱力		
Summarised statement of financial position	財務狀況表概述		
Current assets	流動資產	557,045	1,396,150
Non-current assets	非流動資產	619,308	677,193
Current liabilities	流動負債	(909,295)	(858,607)
Non-current liabilities	非流動負債	(1,047,709)	(714,567)
Net (liabilities)/assets	淨(負債)/資產	(780,651)	500,169
Reconciliation to carrying amounts	與賬面值對賬		
Opening net assets	期初淨資產	500,169	486,827
(Loss)/profit for the year	年內(虧損)/溢利	(1,280,820)	13,342
Closing net (liabilities)/assets	期末淨(負債)/資產	(780,651)	500,169
<i>Fair value adjustments</i>	<i>公平值調整</i>		
Revaluation surplus on acquisition	收購重估增值	182,440	182,440
Amortisation of share of revaluation surplus	重估增值份額攤銷	(25,175)	(17,973)
Closing net (liabilities)/assets adjusted using the equity method	採用權益法調整的期末淨(負債)/資產	(623,386)	664,636
Group's shares in %	本集團持股比例	40%	40%
Group's shares in RMB	本集團股份以人民幣列示	—	265,854
Carrying amounts of investment in associates	於聯營公司投資賬面值	—	265,854

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

20. 採用權益法入賬的投資(續)

(e) Summarised financial information for associates (Continued)

(e) 聯營公司財務信息概述(續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Longchuang Heating (Continued)	隆創熱力(續)		
Year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	225,322	221,576
Expenses	開支	(1,506,142)	(208,234)
(Losses)/profits from continuing operations	持續經營業務(虧損)/溢利	(1,280,820)	13,342
Other comprehensive income	其他全面收入	—	—
Total comprehensive income	全面收入總額	(1,280,820)	13,342
Dividend record from associate	聯營公司股息紀錄	—	—

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20. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

20. 採用權益法入賬的投資(續)

(e) Summarised financial information for associates (Continued)

(e) 聯營公司財務信息概述(續)

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Longyao Beijing	隆耀北京		
Summarised statement of financial position	財務狀況表概述		
Current assets	流動資產	550	1,762
Non-current assets	非流動資產	27	67
Current liabilities	流動負債	(4,713)	(5,015)
Net liabilities	淨負債	(4,136)	(3,186)
Reconciliation to carrying amounts	與賬面值對賬		
Opening net liabilities	期初淨負債	(3,186)	(1,091)
Loss for the year	年內虧損	(950)	(2,095)
Closing net liabilities	期末淨負債	(4,136)	(3,186)
Group's shares in %	本集團持股比例	45%	45%
Group's shares in RMB	本集團股份以人民幣列示	—	—
Carrying amounts of investment in associates	於聯營公司投資賬面值	—	—

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21. FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

(a) Financial assets

		Financial assets at amortised cost 按攤銷成本計量的金融資產	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and other receivables (excluding non-financial assets)	貿易及其他應收款項 (不包括非金融資產)	239,292	208,705
Financial assets at amortised cost	按攤銷成本計量的金融資產	—	64,035
Restricted cash	受限制現金	7,817	18,341
Cash and cash equivalents	現金及現金等價物	205,381	222,320
		452,490	513,401

(b) Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and other payables (excluding non-financial liabilities)	貿易及其他應付款項 (不包括非金融負債)	56,793	64,883
Borrowings	借貸	186,300	211,000
Lease liabilities	租賃負債	13,162	12,737
		256,255	288,620

21. 金融工具類別

本集團持有下列金融工具：

(a) 金融資產

(b) 金融負債

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22. FINANCIAL ASSETS AT AMORTISED COST

22. 按攤銷成本計量的金融資產

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Loans to related parties	提供貸款予關聯方	—	12,662
Loans to third parties	提供貸款予第三方	55,683	61,703
Receivable relating to investment in Shandong Hailifeng Clean Energy Joint Stock Co., Ltd (“Shandong Hailifeng”) (Note (c))	與山東海利豐清潔能源股份有限公司(「山東海利豐」)投資有關的應收款項(附註(c))	—	60,000
		55,683	134,365
Less: loss allowance	減：虧損撥備	(55,683)	(70,330)
		—	64,035

Interests from loans to related parties and third parties charged at commercial rates are included in finance income.

提供貸款予關聯方及第三方的利息按商業利率收取，計入融資收入內。

For debt investments at amortised cost considered to have low credit risk, applying the expected credit risk model result in loss allowance recognised of RMB nil as at 31 December 2022 (2021: RMB126,000).

針對被視為具有低信貸風險的按攤銷成本計量的債務投資，應用預期信貸風險模型導致於二零二二年十二月三十一日確認虧損撥備人民幣零元(二零二一年：人民幣126,000元)。

For debt investments at amortised cost showing a significant increase in credit risk since initial recognition, a total allowance of lifetime expected credit losses amounting to RMB55,683,000 was recognised as at 31 December 2022 (31 December 2021: RMB70,204,000).

針對自初始確認起信貸風險顯著增加的按攤銷成本計量的債務投資，於二零二二年十二月三十一日確認的存續期預期信貸虧損的撥備總額為人民幣55,683,000元(二零二一年十二月三十一日：人民幣70,204,000元)。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22. FINANCIAL ASSETS AT AMORTISED COST (Continued)

Movement in the loss allowance of financial assets at amortised cost is as follows:

22. 按攤銷成本計量的金融資產(續)

按攤銷成本計量的金融資產的虧損撥備變動如下：

		Loans to related parties (a)	Loans to third parties (b)	Receivable relating to investment in Shandong Hailifeng (c) 與山東海利豐投資有關的應收款項(c)	Total
		提供貸款予關聯方(a) RMB'000 人民幣千元	提供貸款予第三方(b) RMB'000 人民幣千元	應收款項(c) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1 January 2021	於二零二一年一月一日	2,743	63,932	12,395	79,070
Decrease in loss allowance	虧損撥備減少	(461)	(1,629)	(6,050)	(8,140)
Written-off	撇銷	—	(600)	—	(600)
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	2,282	61,703	6,345	70,330
Decrease in loss allowance	虧損撥備減少	(2,282)	(6,020)	—	(8,302)
Transfer	轉移	—	—	(6,345)	(6,345)
As at 31 December 2022	於二零二二年十二月三十一日	—	55,683	—	55,683

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22. FINANCIAL ASSETS AT AMORTISED COST (Continued)

- (a) For the year ended 31 December 2022, the loss allowance of RMB2,282,000 was reversed for loans to related parties based on the repayments from related parties (2021: RMB461,000 was reversed for based on the management's impairment assessment).
- (b) The Group's loans to third parties mainly include various loans provided to target companies in accordance with the payment arrangement of potential acquisition transactions. The Group recovered part of the loans during the year ended 31 December 2022, a total allowance for expected credit losses amounting to RMB55,683,000 was recognised as at 31 December 2022 (2021: RMB61,703,000).

The security of loans to third parties is as follows:

Principal amount as at 31 December 2022
於二零二二年十二月三十一日的本金金額
RMB'000
人民幣千元

Pledged assets

已質押資產

Guarantees

擔保人

2,000	Borrower's assets 借款人資產	By the borrower's Controlling Shareholder and an independent third party 借款人控股股東及一名獨立第三方
6,980	Equity interest in the borrower 借款人股權	By the borrower's parent company, Controlling Shareholder and his spouse 借款人之母公司、控股股東及其配偶
24,600	Borrower's assets and equity interest in a third-party company 借款人資產與一間第三方公司的股權	By one of the shareholders of the borrower and independent third parties 借款人的一名股東及獨立第三方

As at 31 December 2022 and 2021, the Group's financial assets at amortised cost were all denominated in RMB.

Since the financial assets at amortised cost were short-term in nature and the interest rates were close to the market rates, the carrying amounts of financial assets at amortised cost were not materially different from their fair values as at 31 December 2022 and 2021.

22. 按攤銷成本計量的金融資產 (續)

- (a) 截至二零二二年十二月三十一日止年度，根據關聯方還款，對向關聯方提供的貸款撥回虧損撥備人民幣2,282,000元(二零二一年：根據管理層所作的減值評估，撥回人民幣461,000元)。
- (b) 本集團向第三方提供的貸款主要包括多筆按潛在收購交易的付款安排向目標公司提供的貸款。於截至二零二二年十二月三十一日止年度，本集團收回了部分貸款，故於二零二二年十二月三十一日就預期信貸虧損確認撥備總額人民幣55,683,000元(二零二一年：人民幣61,703,000元)。

向第三方提供的貸款擔保如下：

於二零二二年及二零二一年十二月三十一日，本集團按攤銷成本計量的金融資產全部以人民幣計值。

由於按攤銷成本計量的金融資產屬短期性質及利率與市場利率相若，故於二零二二年及二零二一年十二月三十一日按攤銷成本計量的金融資產的賬面值與其公平值相差不大。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22. FINANCIAL ASSETS AT AMORTISED COST (Continued)

- (c) The net carry amount of RMB53,655,000 was transferred as the consideration of acquiring Shengfeng Heating on 30 September 2022 (Note 34).

22. 按攤銷成本計量的金融資產(續)

- (c) 於二零二二年九月三十日，賬面淨值人民幣53,655,000元已轉讓作為收購盛豐熱力的代價(附註34)。

23. OTHER NON-CURRENT ASSETS

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Recoverable value-added tax to be utilised after one year	於一年後使用的待抵扣增值稅進項稅金	9,077	11,728

23. 其他非流動資產

24. INVENTORIES

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Finished goods	製成品	6,667	30,828
Less: write-downs of inventories	減：存貨跌價	(1)	(23)
		6,666	30,805

24. 存貨

Cost of inventories amounting to RMB15,962,000 (2021: RMB210,591,000) were recognised as cost of sales during the year ended 31 December 2022.

Write-downs of inventories to net realisable value amounting to RMB nil (2021: RMB nil) were recognised in cost of sales during the year ended 31 December 2022.

截至二零二二年十二月三十一日止年度，存貨成本人民幣15,962,000元(二零二一年：人民幣210,591,000元)確認為銷售成本。

截至二零二二年十二月三十一日止年度，存貨降至可變現淨值的跌價人民幣零元(二零二一年：人民幣零元)確認於銷售成本中。

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24. INVENTORIES (Continued)

The Group reversed RMB22,000 (2021: RMB976,000) of previous write-downs of inventories during the year ended 31 December 2022 since the Group has sold the goods to independent customers. The amount reversed was included in cost of sales for the year ended 31 December 2022.

24. 存貨(續)

截至二零二二年十二月三十一日止年度，由於本集團已將貨品出售予獨立客戶，本集團撥回先前確認的存貨跌價人民幣22,000元(二零二一年：人民幣976,000元)。撥回的金額計入截至二零二二年十二月三十一日止年度的銷售成本中。

25. TRADE AND OTHER RECEIVABLES

25. 貿易及其他應收款項

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables (a)	貿易應收款項(a)	288,718	281,949
Tariff adjustment receivables (b)	電價補貼應收款項(b)	122,912	103,309
		411,630	385,258
Less: loss allowance	減：虧損撥備	(229,275)	(205,701)
Total trade receivables	貿易應收款項總額	182,355	179,557
Notes receivables	應收票據	—	400
Prepayments	預付款項	2,992	4,699
Deposits and other receivables	按金及其他應收款項	57,494	29,305
Less: loss allowance for other receivables	減：其他應收款項虧損撥備	(557)	(557)
Gross trade and other receivables	貿易及其他應收款項總額	242,284	213,404
Non-current portion	非流動部分	(23,570)	(8,000)
Current portion	流動部分	218,714	205,404

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25. TRADE AND OTHER RECEIVABLES

(Continued)

As at 31 December 2022, the collection rights of trade receivables derived from certain solar power plants with carrying amount of RMB132,653,000 (31 December 2021: RMB118,997,000) were pledged as security for the Group's borrowings (Note 29).

Ageing analysis of trade receivables in gross basis, based on the invoice date is as follows:

25. 貿易及其他應收款項(續)

於二零二二年十二月三十一日，來自若干光伏電站賬面值人民幣132,653,000元(二零二一年十二月三十一日：人民幣118,997,000元)的貿易應收款項收款權被抵押作為本集團借貸的擔保(附註29)。

基於發票日期的貿易應收款項總額的賬齡分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 year	於一年內	66,496	66,023
1 year to 2 years	一年至兩年	50,808	38,322
2 years to 3 years	兩年至三年	37,076	74,195
Over 3 years	三年以上	257,250	206,718
		411,630	385,258

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25. TRADE AND OTHER RECEIVABLES

(Continued)

- (a) Trade receivables from sales of household solar power generation systems are due within 180 days from the date of billing. Trade receivables from rendering smart energy services are due within one year from the date of billing. Trade receivables from sales of electricity are due within one month from the date of billing. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and ageing. The allowance for trade receivables as at 31 December 2022 and 2021 was determined as follows:

As at 31 December 2022

Sales of household solar power generation systems		Not yet past due	Past due within 6 months	Past due between 6 months and 18 months	Past due over 18 months	Total
銷售戶用光伏系統		尚未逾期	逾期6個月內	逾期6個月至18個月	逾期18個月以上	總計
<i>Individually assessed:</i>						
<i>個別評估:</i>						
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	—	—	—	197,307	197,307
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	—	(182,820)	(182,820)
<i>Collectively assessed:</i>						
<i>組合評估:</i>						
Expected loss rate	預期虧損率	0%	0%	5%	10%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	8,409	4,508	10,139	410	23,466
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(515)	(41)	(556)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)					(183,376)

25. 貿易及其他應收款項 (續)

- (a) 來自銷售戶用光伏系統的貿易應收款項自開單日期起180天內到期。來自提供智慧能源服務的貿易應收款項自開單日期起一年內到期。來自銷售電力的貿易應收款項自開單日期起一個月內到期。為計量預期信貸虧損，貿易應收款項根據共同信貸風險特徵及賬齡予以分類。於二零二二年及二零二一年十二月三十一日，貿易應收款項的撥備釐定如下：

於二零二二年十二月三十一日

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25. TRADE AND OTHER RECEIVABLES

(Continued)

(a) (Continued)

As at 31 December 2021

Sales of household solar power generation systems	銷售戶用光伏系統	Not yet past due 尚未逾期	Past due within 6 months 逾期6個月內	Past due between 6 months and 18 months 逾期6個月至18個月	Past due over 18 months 逾期18個月以上	Total 總計
<i>Individually assessed:</i>	<i>個別評估:</i>					
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	—	—	—	202,871	202,871
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	—	(185,802)	(185,802)
<i>Collectively assessed:</i>	<i>組合評估:</i>					
Expected loss rate	預期虧損率	0%	0%	5%	N/A 不適用	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	3,644	20,364	410	—	24,418
Loss allowance (RMB'000)	虧損撥備(人民幣千元)	—	—	(19)	—	(19)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)					(185,821)

25. 貿易及其他應收款項 (續)

(a) (續)

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25. TRADE AND OTHER RECEIVABLES

(Continued)

(a) (Continued)

As at 31 December 2022

Rendering smart energy services	提供智慧能源服務	Not yet past due	Past due within 1 year	Past due between 1 year and 2 years	Past due between 2 years and 3 years	Past due over 3 years	Total
		尚未逾期	逾期1年內	1年至2年	2年至3年	3年以上	總計
<i>Individually assessed:</i>	<i>個別評估：</i>						
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	56	—	1,908	16,845	10,914	29,723
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	(56)	—	(1,908)	(16,845)	(10,914)	(29,723)
<i>Collectively assessed:</i>	<i>組合評估：</i>						
Expected loss rate	預期虧損率	0%	5%	N/A 不適用	N/A 不適用	N/A 不適用	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	5,627	3,100	—	—	—	8,727
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	(157)	—	—	—	(157)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)						(29,880)

25. 貿易及其他應收款項 (續)

(a) (續)

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25. TRADE AND OTHER RECEIVABLES

(Continued)

(a) (Continued)

As at 31 December 2021

Rendering smart energy services	提供智慧能源服務	Not yet past due	Past due within 1 year	Pass due between 1 year and 2 years	Past due between 2 years and 3 years	Past due over 3 years	Total
		尚未逾期	逾期1年內	1年至2年	2年至3年	3年以上	總計
<i>Individually assessed:</i>	<i>個別評估：</i>						
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	—	1,908	816	10,914	—	13,638
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	(1,908)	(816)	(10,914)	—	(13,638)
<i>Collectively assessed:</i>	<i>組合評估：</i>						
Expected loss rate	預期虧損率	0%	5%	9%	N/A 不適用	16%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	208	230	16,029	—	200	16,667
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	(11)	(1,428)	—	(32)	(1,471)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)						(15,109)

25. 貿易及其他應收款項 (續)

(a) (續)

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25. TRADE AND OTHER RECEIVABLES

(Continued)

(a) (Continued)

As at 31 December 2022

		Not yet past due	Past due within 11 months	Past due between 11 months and 23 months	Past due between 23 months and 35 months	Past due between 35 months and 47 months	Past due over 47 months	Total
		尚未逾期	逾期 11個月內	逾期11個月 至23個月	逾期23個月 至35個月	逾期35個月 至47個月	逾期 47個月 以上	總計
<i>Individually assessed:</i>	<i>個別評估：</i>							
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	—	649	857	4,278	7,658	2,154	15,596
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	(649)	(857)	(4,278)	(7,658)	(2,154)	(15,596)
<i>Collectively assessed:</i>	<i>組合評估：</i>							
Expected loss rate	預期虧損率	0%	0%	5%	10%	14%	18%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	3,446	6,610	3,254	194	196	199	13,899
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(165)	(19)	(28)	(35)	(247)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)							(15,843)

25. 貿易及其他應收款項 (續)

(a) (續)

於二零二二年十二月三十一日

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25. TRADE AND OTHER RECEIVABLES

(Continued)

(a) (Continued)

As at 31 December 2021

Sales of electricity (non-government entities)	銷售電力 (非政府實體)	Not yet past due	Past due within 11 months	Past due between 11 months and 23 months	Past due between 23 months and 35 months	Past due between 35 months and 47 months	Past due over 47 months	Total
		尚未逾期	逾期 11個月內	逾期11個月 至23個月	逾期23個月 至35個月	逾期35個月 至47個月	逾期 47個月 以上	總計
<i>Individually assessed:</i>		<i>個別評估：</i>						
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	52	791	497	581	527	1,113	3,561
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	(52)	(791)	(497)	(581)	(527)	(1,113)	(3,561)
<i>Collectively assessed:</i>		<i>組合評估：</i>						
Expected loss rate	預期虧損率	0%	0%	5%	9%	13%	16%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	1,100	6,354	4,861	7,286	1,098	95	20,794
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(222)	(649)	(140)	(15)	(1,026)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)							(4,587)

25. 貿易及其他應收款項 (續)

(a) (續)

於二零二一年十二月三十一日

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25. TRADE AND OTHER RECEIVABLES

(Continued)

(a) (Continued)

As at 31 December 2022

Sales of electricity (tariff adjustment receivables)	銷售電力 (電價補貼應收 款項)	Not yet past due	Past due	Past due	Past due	Past due	Past due	Total
			within 11 months	between 11 months and 23 months	between 23 months and 35 months	between 35 months and 47 months	over 47 months	
		尚未逾期	逾期 11個月內	逾期11個月 至23個月	逾期23個月 至35個月	逾期35個月 至47個月	逾期47個月 以上	總計
Collectively assessed:	組合評估:							
Expected loss rate	預期虧損率	0%	0%	0.09%	0.21%	0.36%	0.55%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	2,589	34,602	33,458	30,286	19,906	2,071	122,912
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(30)	(64)	(71)	(11)	(176)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)							(176)

於二零二二年十二月三十一日

(a) (續)

As at 31 December 2021

Sales of electricity (tariff adjustment receivables)	銷售電力 (電價補貼應收 款項)	Not yet past due	Past due	Past due	Past due	Past due	Past due	Total
			within 11 months	between 11 months and 23 months	between 23 months and 35 months	between 35 months and 47 months	over 47 months	
		尚未逾期	逾期 11個月內	逾期11個月 至23個月	逾期23個月 至35個月	逾期35個月 至47個月	逾期47個月 以上	總計
Collectively assessed:	組合評估:							
Expected loss rate	預期虧損率	0%	0%	0.13%	0.31%	0.55%	0.82%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	2,771	30,738	30,416	31,225	6,589	1,570	103,309
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(39)	(96)	(36)	(13)	(184)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)							(184)

於二零二一年十二月三十一日

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25. TRADE AND OTHER RECEIVABLES

(Continued)

(b) As at 31 December 2022, RMB85,721,000 (2021: RMB69,800,000) of trade receivables aged over one year represent tariff adjustment receivables, derived from the subsidies in respect of sales of electricity. Applying the expected credit risk model result in loss allowance amounted to RMB176,000 recognised for tariff adjustment receivables as at 31 December 2022 (2021: RMB184,000).

(c) Movement in the loss allowance of trade and other receivables is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Opening balance	期初結餘	206,258	203,853
Increase in loss allowance	虧損撥備增加		
— Trade receivables	— 貿易應收款項	23,574	2,405
— Other receivables	— 其他應收款項	—	—
Written off as uncollectible	因無法收回而撇銷		
— Trade receivables	— 貿易應收款項	—	—
— Other receivables	— 其他應收款項	—	—
Closing balance	期末結餘	229,832	206,258

(d) The Group's trade and other receivables were denominated in the following currencies:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
HK\$	港元	36	26
RMB	人民幣	242,248	213,378
		242,284	213,404

As at 31 December 2022 and 2021, the carrying amounts of trade and other receivables approximated their fair values.

25. 貿易及其他應收款項(續)

(b) 於二零二二年十二月三十一日，賬齡一年以上的貿易應收款項人民幣85,721,000元(二零二一年：人民幣69,800,000元)為電價補貼應收款項，有關款項來自銷售電力補貼。應用預期信貸風險模型導致就電價補貼應收款項於二零二二年十二月三十一日確認虧損撥備人民幣176,000元(二零二一年：人民幣184,000元)。

(c) 貿易及其他應收款項虧損撥備的變動如下：

(d) 本集團貿易及其他應收款項以下列貨幣計值：

於二零二二年及二零二一年十二月三十一日，貿易及其他應收款項的賬面值與其公平值相若。

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26. RESTRICTED CASH

As at 31 December 2022, the Group's restricted cash amounted to RMB7,817,000 (2021: RMB18,341,000), mainly representing the deposits made in accordance with the terms of loan agreements between the Group and the lender, whereby the Group is required to deposit the entire loan proceeds into restricted bank accounts. The restricted cash can only be used to finance the development of designated public infrastructure construction business.

26. 受限制現金

於二零二二年十二月三十一日，本集團持有受限制現金人民幣7,817,000元(二零二一年：人民幣18,341,000元)，主要指根據本集團與貸款人所訂立貸款協議的條款所作的存款，本集團須把全數貸款所得款項存入受限制銀行賬戶。此受限制現金僅可應用於撥付發展指定公建建設業務所需資金。

27. CASH AND CASH EQUIVALENTS

27. 現金及現金等價物

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash at bank	銀行存款	205,380	222,319
Cash on hand	庫存現金	1	1
		205,381	222,320

The Group's cash and cash equivalents were denominated in the following currencies:

本集團的現金及現金等價物以下列貨幣計值：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
US\$	美元	2	3
HK\$	港元	45,249	40,052
RMB	人民幣	160,130	182,265
		205,381	222,320

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

28. SHARE CAPITAL AND RESERVES

(a) Share capital

Authorised and issued share capital:

		2022 二零二二年		2021 二零二一年	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	2,000,000	20,000	2,000,000	20,000

Ordinary shares, issued and fully paid:

		2022 二零二二年			2021 二零二一年		
		No. of shares 股份數目	Amount 金額	RMB equivalent 等額人民幣	No. of shares 股份數目	Amount 金額	RMB equivalent 等額人民幣
		'000 千股	HK\$'000 千港元	RMB'000 人民幣千元	'000 千股	HK\$'000 千港元	RMB'000 人民幣千元
At 1 January and 31 December	於一月一日及 十二月三十一日	1,484,604	14,846	12,255	1,484,604	14,846	12,255

(b) Reserves

(i) Share premium

The excess of the issued price net of any issuance expenses over the par value of the shares issued has been credited to share premium of the Company.

Under the Companies Law (Revised) of the Cayman Islands, the funds in share premium are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

28. 股本及儲備

(a) 股本

法定及已發行股本：

		2022 二零二二年		2021 二零二一年	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	2,000,000	20,000	2,000,000	20,000

普通股，已發行且已繳足：

		2022 二零二二年			2021 二零二一年		
		No. of shares 股份數目	Amount 金額	RMB equivalent 等額人民幣	No. of shares 股份數目	Amount 金額	RMB equivalent 等額人民幣
		'000 千股	HK\$'000 千港元	RMB'000 人民幣千元	'000 千股	HK\$'000 千港元	RMB'000 人民幣千元
At 1 January and 31 December	於一月一日及 十二月三十一日	1,484,604	14,846	12,255	1,484,604	14,846	12,255

(b) 儲備

(i) 股份溢價

扣除任何發行開支後，發行價超過已發行股份面值的部分已計入本公司的股份溢價。

根據開曼群島公司法(經修訂)，股份溢價中的資金可分派予本公司股東，惟緊隨股息擬派發日期後，本公司可清償於一般業務過程中到期的債務。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

28. SHARE CAPITAL AND RESERVES (Continued) 28. 股本及儲備(續)

(b) Reserves (Continued)

(ii) Statutory reserve

The PRC statutory reserve were established in accordance with the relevant rules and regulations of the PRC and the articles of association of the companies within the Group. The companies in the PRC are required to transfer certain proportion of their net profit (after offsetting prior-year losses) to general statutory reserve. For the year ended 31 December 2022, RMB681,000 was credited to statutory reserve (2021: RMB1,406,000).

General statutory reserve can be used to reduce prior-year losses, if any, and may be converted into paid-in/share capital by issuing new shares to shareholders proportionate to their existing percentage of equity interests provided that the balance after such issue is not less than 25% of the registered capital. General statutory reserve is non-distributable other than in liquidation.

(b) 儲備(續)

(ii) 法定儲備

本集團已根據中國相關法律及法規以及本集團旗下公司的組織章程細則設立中國法定儲備。中國境內公司須將若干比例的純利(抵銷過往年度虧損後)轉至一般法定儲備。於截至二零二二年十二月三十一日止年度，人民幣681,000元計入了法定儲備(二零二一年：人民幣1,406,000元)。

一般法定儲備可用於減少過往年度虧損(如有)，並可透過按股東當時所持股本權益百分比比例向股東發行新股而轉為已繳股本，惟該等發行後所剩結餘不得低於註冊資本的25%。除清盤外，一般法定儲備不可用於分派。

29. BORROWINGS

29. 借貸

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Secured bank borrowings</i>	<i>有擔保銀行借貸</i>		
Pledged and guaranteed borrowings (a)	有質押及擔保借貸(a)	186,300	211,000
<i>Current</i>	<i>即期</i>		
Pledged and guaranteed borrowings	有質押及擔保借貸	25,800	24,700
<i>Non-current</i>	<i>非即期</i>		
Pledged and guaranteed borrowings	有質押及擔保借貸	160,500	186,300

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29. BORROWINGS (Continued)

As at 31 December 2022 and 2021, the Group's borrowings were repayable as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 year	於一年內	25,800	24,700
Between 1 and 2 years	一年至兩年	26,900	25,800
Between 2 and 5 years	兩年至五年	86,400	84,200
Over 5 years	五年以上	47,200	76,300
		186,300	211,000

(a) As at 31 December 2022, the Group's borrowings amounting to RMB186,300,000 (2021: RMB211,000,000), with interest rates ranging from 5.39% to 5.63% (2021: 5.39% to 5.63%) per annum, were jointly guaranteed by the Controlling Shareholder, his spouse and a company controlled by the Controlling Shareholder. Property, plant and equipment of solar power plants of the Group with carrying amount of RMB246,991,000 (2021: RMB266,055,000) and the collection rights of trade receivables derived from the solar power plants were pledged as security for these borrowings (Note 14(a) and 25).

(b) As at 31 December 2022 and 2021, the Group's borrowings were all denominated in RMB.

(c) As at 31 December 2022 and 2021, the carrying amounts of the Group's bank borrowings were not materially different from their fair values as the interest rates were close to the market rates.

29. 借貸(續)

於二零二二年及二零二一年十二月三十一日，本集團應償還借貸如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	25,800	24,700
	26,900	25,800
	86,400	84,200
	47,200	76,300
	186,300	211,000

(a) 於二零二二年十二月三十一日，本集團借貸人民幣186,300,000元(二零二一年：人民幣211,000,000元)按介乎5.39%至5.63%(二零二一年：5.39%至5.63%)的年利率計息。該等借貸由控股股東、其配偶以及控股股東控制的一間公司共同提供擔保。賬面值為人民幣246,991,000元(二零二一年：人民幣266,055,000元)的本集團光伏電站的物業、廠房及設備及光伏電站的應收款項收款權已質押作為該等借貸的擔保(附註14(a)及25)。

(b) 於二零二二年及二零二一年十二月三十一日，本集團借貸全部以人民幣計值。

(c) 於二零二二年及二零二一年十二月三十一日，由於利率接近市場利率，本集團銀行借貸的賬面值與其公平值並無重大差異。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30. TRADE AND OTHER PAYABLES

30. 貿易及其他應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade payables	貿易應付款項	17,586	23,557
Accruals and other payables	應計費用及其他應付款項	39,207	41,326
		56,793	64,883

Ageing analysis of trade payables based on invoice date is as follows:

基於發票日期的貿易應付款項的賬齡分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 year	一年以內	6,492	11,976
Over 1 year	一年以上	11,094	11,581
		17,586	23,557

As at 31 December 2022 and 2021, the Group's trade and other payables were all denominated in RMB and the carrying amounts approximated their fair values.

於二零二二年及二零二一年十二月三十一日，本集團的貿易及其他應付款項均以人民幣計值，且賬面值與其公平值相若。

31. DIVIDENDS

During the years ended 31 December 2022 and 2021, the Company did not declare any dividends to the shareholders of the Company.

31. 股息

截至二零二二年及二零二一年十二月三十一日止年度，本公司並無向本公司股東宣派任何股息。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. CASH FLOW INFORMATION

32. 現金流量資料

(a) Cash generated from operations

(a) 經營所得現金

			2022	2021
			二零二二年	二零二一年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(274,273)	8,835
Adjustments for:	經調整以下項目：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	33,529	27,439
Depreciation of right-of-use assets	使用權資產折舊	15	998	3,659
Impairment loss of right-of-use assets	使用權資產減值虧損	15	—	80
Gains on lease modification	租賃修訂收益	15	(69)	—
Amortisation of intangible assets	無形資產攤銷	16	1,868	2,074
Reversal of inventories write down	存貨撇減撥回	24	(22)	(976)
Impairment losses of trade and other receivables	貿易及其他應收款項減值虧損	25	23,574	2,405
Reversal of impairment losses of financial assets at amortised cost	按攤銷成本計量的金融資產減值虧損撥回	22	(8,302)	(8,140)
Impairment losses of property, plant and equipment	物業、廠房及設備減值虧損	14	—	11,642
Net fair value gains on financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產公平值收益淨額	10	—	(700)
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額	10	(26)	—
Losses/(gains) on disposal of subsidiaries	出售附屬公司的虧損/(收益)	10	8,488	(748)
Deferred income from government grants	來自政府補貼的遞延收入		(107)	(107)
Finance expenses, net	融資開支淨額	11	4,442	6,290
Share of net loss/(profit) of associates accounted for using the equity method	採用權益法入賬的聯營公司的純虧/(純利)份額	20	265,854	(2,457)
Foreign exchange (gains)/losses	匯兌(收益)/虧損	10	(3,589)	486
Changes in working capital:	營運資本變動：			
Decrease/(increase) in inventories	存貨減少/(增加)		23,887	(866)
Increase in contract assets	合約資產增加		(2,870)	(6,459)
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少		(46,547)	35,174
Decrease in trade and other payables	貿易及其他應付款項減少		(14,045)	(2,082)
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		(5,332)	2,298
Cash generated from operations	經營所得現金		7,458	77,847

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. CASH FLOW INFORMATION (Continued)

32. 現金流量資料(續)

(b) Net debt reconciliation

(b) 債務淨額對賬

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等價物	205,381	222,320
Restricted cash	受限制現金	7,817	18,341
Borrowings — repayable within one year	借貸 — 於一年內償還	(25,800)	(24,700)
Borrowings — repayable after one year	借貸 — 於一年後償還	(160,500)	(186,300)
Lease liabilities	租賃負債	(13,162)	(12,737)
Net cash	現金淨額	13,736	16,924
Cash and cash equivalents	現金及現金等價物	205,381	222,320
Restricted cash	受限制現金	7,817	18,341
Gross debt — fixed interest rates	債務總額 — 固定利率	(13,162)	(12,737)
Gross debt — variable interest rates	債務總額 — 浮動利率	(186,300)	(211,000)
Net cash	現金淨額	13,736	16,924

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. CASH FLOW INFORMATION (Continued)

(b) Net debt reconciliation (Continued)

		Liabilities from financing activities 來自融資活動的負債				
		Borrowings due within 1 year 一年內到期的 借貸	Borrowings due after 1 year 一年後到期的 借貸	Amount due to related parties 關聯方款項 應付	Lease liabilities 租賃負債	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
Balance as at 1 January 2021	於二零二一年一月一日結餘	(24,400)	(211,000)	(2,612)	(11,939)	(249,951)
Cash flows	現金流量					
Funds paid	支付資金	24,400	—	3,952	1,874	30,226
Funds received	收取資金	—	—	(2,355)	—	(2,355)
Interest paid	支付利息	12,592	—	—	726	13,318
Non-cash changes	非現金變動					
Interest expense	利息開支	(12,592)	—	—	(726)	(13,318)
Foreign exchange adjustments	匯兌調整	—	—	165	22	187
Other non-cash movements	其他非現金變動	(24,700)	24,700	—	(2,694)	(2,694)
Balance as at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日結餘	(24,700)	(186,300)	(850)	(12,737)	(224,587)
Cash flows	現金流量					
Funds paid	支付資金	24,700	—	1,944	213	26,857
Funds received	收取資金	—	—	(4,485)	—	(4,485)
Interest paid	支付利息	11,129	—	—	686	11,815
Non-cash changes	非現金變動					
Interest expense	利息開支	(11,129)	—	—	(686)	(11,815)
Foreign exchange adjustments	匯兌調整	—	—	—	(2)	(2)
Other non-cash movements	其他非現金變動	(25,800)	25,800	—	(636)	(636)
Balance as at 31 December 2022	於二零二二年十二月三十一日 結餘	(25,800)	(160,500)	(3,391)	(13,162)	(202,853)

32. 現金流量資料 (續)

(b) 債務淨額對賬 (續)

Liabilities from financing activities 來自融資活動的負債

Borrowings due within 1 year 一年內到期的 借貸	Borrowings due after 1 year 一年後到期的 借貸	Amount due to related parties 關聯方款項 應付	Lease liabilities 租賃負債	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

Balance as at 1 January 2021	於二零二一年一月一日結餘	(24,400)	(211,000)	(2,612)	(11,939)	(249,951)
Cash flows	現金流量					
Funds paid	支付資金	24,400	—	3,952	1,874	30,226
Funds received	收取資金	—	—	(2,355)	—	(2,355)
Interest paid	支付利息	12,592	—	—	726	13,318
Non-cash changes	非現金變動					
Interest expense	利息開支	(12,592)	—	—	(726)	(13,318)
Foreign exchange adjustments	匯兌調整	—	—	165	22	187
Other non-cash movements	其他非現金變動	(24,700)	24,700	—	(2,694)	(2,694)
Balance as at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日結餘	(24,700)	(186,300)	(850)	(12,737)	(224,587)
Cash flows	現金流量					
Funds paid	支付資金	24,700	—	1,944	213	26,857
Funds received	收取資金	—	—	(4,485)	—	(4,485)
Interest paid	支付利息	11,129	—	—	686	11,815
Non-cash changes	非現金變動					
Interest expense	利息開支	(11,129)	—	—	(686)	(11,815)
Foreign exchange adjustments	匯兌調整	—	—	—	(2)	(2)
Other non-cash movements	其他非現金變動	(25,800)	25,800	—	(636)	(636)
Balance as at 31 December 2022	於二零二二年十二月三十一日 結餘	(25,800)	(160,500)	(3,391)	(13,162)	(202,853)

33. COMMITMENTS

Investment commitments

Commitments in respect of associates are disclosed in Note 20(d).

33. 承擔

投資承擔

與聯營公司相關的承擔於附註20(d)披露。

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34. BUSINESS ACQUISITION

On 26 July 2018, Beijing Longguang, a wholly-owned subsidiary of the Company, entered into the an agreement with Shengli Oilfield Lifeng Industrial Group Co., Ltd. (“Shengli Oilfield Lifeng”) and Shandong Hailifeng in relation to the investment of the Group in Shandong Hailifeng (“Acquisition Agreement”) to acquire a 40% interest in Shandong Hailifeng with an aggregate consideration of RMB60,000,001. Under the Acquisition Agreement, Shengli Oilfield Lifeng has provide certain performance about Shandong Hailifeng, otherwise, Beijing Longguang shall have the right to require Shengli Oilfield Lifeng to repurchase the 40% equity interest held by Beijing Longguang in Shandong Hailifeng pursuant to the terms and conditions of the Acquisition Agreement.

As Shandong Hailifeng failed to meet its performance target, Beijing Longguang elected to exercise the put option granted by Shengli Oilfield Lifeng to Beijing Longguang and requested Shengli Oilfield Lifeng to repurchase the 40% interest in Shandong Hailifeng. A repurchase agreement between Beijing Longguang, Shengli Oilfield Lifeng and Shandong Hailifeng was entered into on 29 March 2019 under which Shengli Oilfield Lifeng agreed to repurchase the 40% interest in Shandong Hailifeng for an aggregate consideration of RMB60,000,001 (“Repurchase Agreement”). In addition, Beijing Longguang is entitled to the distributable profit of Shandong Hailifeng of RMB16,000,000 for 2018 in accordance with the terms of the Repurchase Agreement and the Acquisition Agreement.

Beijing Longguang has only received the distributable profit of RMB16,000,000; while consideration for the 40% equity interest in Shandong Hailifeng in the amount of RMB60,000,001 remains outstanding and has not been paid. On 10 August 2020, Beijing Longguang, Shandong Hailifeng, Shengli Oilfield Lifeng and Shengfeng Heating entered into a settlement agreement (the “Settlement Agreement”) to settle the outstanding amount by way of Shandong Hailifeng transferring 90% of the interest in Shengfeng Heating held by it to Beijing Longguang.

According to the Settlement Agreement, upon completion of transfer and before 30 September 2022, Shengli Oilfield Lifeng has the right to repurchase the equity interest held by Beijing Longguang in Shengfeng Heating for a consideration of RMB60,000,000. Upon 30 September 2022, Shengli Oilfield Lifeng has lost the right to repurchase the equity interest held by Beijing Longguang in Shengfeng Heating and considering other provisions of Settlement Agreement, the Group consolidated Shengfeng Heating by business acquisition.

34. 業務收購

於二零一八年七月二十六日，本公司全資附屬公司北京隆光就本集團投資山東海利豐與勝利油田利豐實業集團有限公司（「勝利油田利豐」）及山東海利豐訂立協議（「收購協議」），以總代價人民幣60,000,001元收購山東海利豐的40%權益。根據收購協議，勝利油田利豐已提供若干關於山東海利豐績效目標的履約承諾，否則，北京隆光有權根據收購協議的條款及條件，要求勝利油田利豐回購北京隆光於山東海利豐持有的40%股本權益。

由於山東海利豐未能達成其績效目標，北京隆光選擇行使勝利油田利豐向北京隆光授出的認沽期權，要求勝利油田利豐回購山東海利豐的40%權益。北京隆光、勝利油田利豐及山東海利豐於二零一九年三月二十九日訂立回購協議，據此，勝利油田利豐同意以總代價人民幣60,000,001元回購山東海利豐的40%權益（「回購協議」）。此外，北京隆光有權根據回購協議及收購協議的條款獲得山東海利豐於二零一八年的可分配溢利人民幣16,000,000元。

北京隆光僅收到可分配溢利人民幣16,000,000元，而就山東海利豐40%股權的代價人民幣60,000,001元尚未償還且尚未支付。於二零二零年八月十日，北京隆光、山東海利豐、勝利油田利豐及盛豐熱力訂立結算協議（「結算協議」），透過山東海利豐向北京隆光轉讓其於盛豐熱力持有的90%權益結算未償還款項。

根據結算協議，於轉讓完成後及於二零二二年九月三十日前，勝利油田利豐有權以代價人民幣60,000,000元回購北京隆光持有的盛豐熱力股權。於二零二二年九月三十日後，勝利油田利豐失去了回購北京隆光持有的盛豐熱力股權的權利，同時考慮結算協議其他條款的約定，本集團透過業務收購合併盛豐熱力。

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34. BUSINESS ACQUISITION (Continued)

The provisional fair value of identifiable assets and liabilities of Shengfeng Heating as at the date of acquisition were:

		30 September 2022 二零二二年 九月三十日 RMB'000 人民幣千元
Intangible assets	無形資產	60,589
Cash	現金	451
Trade receivables	貿易應收款項	12,051
Other receivables	其他應收款項	2,639
Inventory	存貨	5
Trade payables	貿易應付款項	(9,926)
Other payables	其他應付款項	(696)
Contract liabilities	合約負債	(14,934)
Deferred tax liabilities	遞延稅項負債	(8,971)
Total identifiable net assets at fair value	按公平值列賬之可識別淨資產總額	41,208
Non-controlling interest	非控股權益	(4,120)
Total net assets	淨資產總額	37,088
Goodwill	商譽	16,567
		53,655
Fair value of consideration paid:	已付代價之公平值：	
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	(53,655)
Net cash inflow arising from acquisition	收購產生的現金流入淨額	451

The amount of the non-controlling interest at the acquisition date amounted to RMB4,120,000. Since the acquisition date, Shengfeng Heating has contributed RMB4,705,000 and RMB1,518,000 to the Group's revenue and loss for the year respectively. If the acquisition had occurred on 1 January 2022, Group revenue and loss for the year ended 31 December 2022 would have been RMB209,554,000 and RMB321,054,000 respectively. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2022, nor is it intended to be a projection of future performance.

34. 業務收購(續)

於收購日期，盛豐熱力之可識別資產及負債的暫時性公平值為：

於收購日期，非控股權益金額為人民幣4,120,000元。自收購日期起，盛豐熱力已分別為本集團貢獻了人民幣4,705,000元及人民幣1,518,000元的年度收益及虧損。倘收購事項於二零二二年一月一日發生，則本集團截至二零二二年十二月三十一日止年度的收益及虧損將分別為人民幣209,554,000元及人民幣321,054,000元。本備考資料僅供說明之用，不一定表明倘收購事項於二零二二年一月一日完成後本集團實際錄得的收益及經營業績，亦不擬作為未來表現之預測。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. RELATED PARTY TRANSACTIONS

35. 關聯方交易

(a) Transactions with related parties

(a) 與關聯方的交易

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Funds received from companies controlled by the Controlling Shareholder	從控股股東控制的公司取得資金	4,380	5,652
Funds received from companies controlled by an executive Director of the Company	從本公司一名執行董事控制的公司取得資金	1,660	3,995
Funds received from an associate arising from non-trading transactions	就非貿易交易從一間聯營公司取得資金	2,000	—
Funds repaid to parent company	償還資金予母公司	—	(1,872)
Funds repaid to companies controlled by an executive Director of the Company	償還資金予本公司一名執行董事控制的公司	(1,944)	(2,080)
Loans repayment received from a company controlled by the Controlling Shareholder	向控股股東控制的一間公司收取償還貸款	—	(2,334)
Loans repayment received from a company controlled by an executive Director of the Company	向本公司一名執行董事控制的一間公司收取償還貸款	(10,950)	(1,386)
Loans repayment received from an associate	向一間聯營公司收取償還貸款	(2,050)	—
Interest from loans to a company controlled by the Controlling Shareholder	向控股股東控制的一間公司發放貸款所收取的利息	—	89
Interest from loans to a company controlled by an executive Director of the Company	向本公司一名執行董事控制的一間公司發放貸款所收取的利息	326	716
Sales of goods or rendering services to: Companies controlled by the Controlling Shareholder	銷售貨品或提供服務： 控股股東控制的公司	7,737	7,079
Companies controlled by an executive Director of the Company	本公司一名執行董事控制的公司	1,470	3,149
		9,207	10,228
Purchases of goods or receiving services from: Companies controlled by an executive Director of the Company	購買貨品或接受服務： 本公司一名執行董事控制的公司	2,485	2,355

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. RELATED PARTY TRANSACTIONS

(Continued)

(a) Transactions with related parties (Continued)

Sales and purchases of goods and services were made on normal commercial terms, conditions and market rates.

As at 31 December 2022, the Group's borrowings amounting to RMB186,300,000 (2021: RMB211,000,000) were jointly guaranteed by the Controlling Shareholder, his spouse and a company controlled by the Controlling Shareholder (Note 29(a)).

(b) Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to Directors, is as follows:

35. 關聯方交易 (續)

(a) 與關聯方的交易 (續)

銷售貨品及提供服務或購買貨品及接受服務按一般商業條款、條件及市場價格進行。

於二零二二年十二月三十一日，本集團借貸人民幣186,300,000元(二零二一年：人民幣211,000,000元)由控股股東、其配偶以及一間由控股股東控制的公司共同擔保(附註29(a))。

(b) 主要管理層人員薪酬

本集團主要管理層人員的薪酬(包括支付予董事的款項)如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Wages, salaries and allowances	工資、薪金及津貼	4,277	2,481
Post-employment benefit and other welfare expenses	退休福利及其他福利開支	525	540
		4,802	3,021

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. RELATED PARTY TRANSACTIONS

(Continued)

35. 關聯方交易 (續)

(c) Outstanding balances with related parties

(c) 與關聯方的未清算結餘

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Amounts due from:	應收款項來自：		
Companies controlled by the Controlling Shareholder arising from trade transaction	就貿易交易自控股股東控制的公司	9,745	8,973
Companies controlled by an executive Director of the Company arising from trade transaction	就貿易交易自本公司一名執行董事控制的公司	10	8,609
An associate arising from trade transaction	就貿易交易自一間聯營公司	—	15,296
		9,755	32,878
Amounts due to:	應付款項來自：		
Companies controlled by the Controlling Shareholder	控股股東控制的公司	489	489
Companies controlled by an executive Director of the Company	本公司一名執行董事控制的公司	902	361
An associate arising from non-trading transactions	就非貿易交易自一間聯營公司	2,000	—
		3,391	850
Loans to:	提供貸款予：		
A company controlled by an executive Director of the Company (i)	本公司一名執行董事控制的一間公司(i)	—	10,581
		—	10,581

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. RELATED PARTY TRANSACTIONS

(Continued)

(c) Outstanding balances with related parties

(Continued)

- (i) The Company entered into a revolving loan agreement with Longjitaihe Group Limited, a company controlled by the Controlling Shareholder, on 13 June 2018, pursuant to which the Company and its subsidiary had provided revolving loans in a maximum principal amount of up to RMB110,000,000 to Longjitaihe Group Limited, the Company's parent companies, and a company controlled by an executive Director of the Company for the period from 13 June 2018 to 12 June 2019, with an interest rate of 9% per annum.

On 18 June 2021, the Company and Longjitaihe Group Limited renewed the revolving loan agreement for the period from 18 June 2021 to 18 June 2022, with the maximum principal amount adjusted to RMB11,000,000.

The amount was fully repaid during the year ended 31 December 2022.

- (ii) Other amounts due from and due to related parties were interest-free, unsecured and with no fixed terms of repayments.

35. 關聯方交易 (續)

(c) 與關聯方的未清算結餘

(續)

- (i) 於二零一八年六月十三日，本公司與一間受控股股東控制的公司隆基泰和集團有限公司訂立循環貸款協議，據此，本公司及其附屬公司已於二零一八年六月十三日至二零一九年六月十二日期間向隆基泰和集團、本公司之母公司及一間受本公司執行董事控制的公司提供循環貸款，本金額最高不超過人民幣110,000,000元，年利率為9%。

於二零二一年六月十八日，本公司與隆基泰和集團重續循環貸款協議，期限為二零二一年六月十八日至二零二二年六月十八日，最高本金額調整為人民幣11,000,000元。

該款項於截至二零二二年十二月三十一日止年度已悉數償還。

- (ii) 應收及應付關聯方的其他款項免息、無擔保及無固定還款期限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

36. 本公司之財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司之財務狀況表

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	36	63
Right-of-use assets	使用權資產	2	30
Investments in subsidiaries	於附屬公司的投資	346	342
Loans to subsidiaries	提供貸款予附屬公司	817,256	1,017,547
Total non-current assets	非流動資產總額	817,640	1,017,982
Current assets	流動資產		
Other receivables	其他應收款項	39	35
Cash and cash equivalents	現金及現金等價物	3,651	14,248
Total current assets	流動資產總額	3,690	14,283
Total assets	資產總額	821,330	1,032,265
Equity and Liabilities	權益及負債		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	12,255	12,255
Reserves (b)	儲備(b)	1,159,694	1,066,391
Accumulated losses (b)	累計虧損(b)	(350,895)	(46,667)
Total equity	權益總額	821,054	1,031,979
Liabilities	負債		
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	—	18
Total non-current liabilities	非流動負債總額	—	18
Current liabilities	流動負債		
Other payables	其他應付款項	256	253
Lease liabilities	租賃負債	20	15
Total current liabilities	流動負債總額	276	268
Total liabilities	負債總額	276	286
Total equity and liabilities	權益及負債總額	821,330	1,032,265

The statement of financial position of the Company was approved by the Board of Directors on 28 March 2023 and was signed on its behalf

本公司之財務狀況表於二零二三年三月二十八日經董事會批准，並由下列董事代表簽署

Wei Qiang
魏強
Director
董事

Han Qinchun
韓秦春
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

36. 本公司之財務狀況表及儲備變動(續)

(b) Reserve movement of the Company

(b) 本公司儲備變動

		Reserves 儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	1,094,823	(40,418)
Loss for the year	年內虧損	—	(6,249)
Other comprehensive income	其他全面收入	(28,432)	—
Equity-settled share-based transactions	按權益結算以股份支付的交易	—	—
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	1,066,391	(46,667)
Loss for the year	年內虧損	—	(304,228)
Other comprehensive income	其他全面收入	93,303	—
At 31 December 2022	於二零二二年十二月三十一日	1,159,694	(350,895)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37. BENEFITS AND INTERESTS OF DIRECTORS

The remuneration of Directors of the Company for the years ended 31 December 2022 and 2021 is set out as follows:

37. 董事之福利及權益

截至二零二二年及二零二一年十二月三十一日止年度本公司董事的薪酬如下：

		Year ended 31 December 2022 截至二零二二年十二月三十一日止年度					
Name	姓名	Fees	Salary	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of Director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (e)	Total	
							袍金 RMB'000 人民幣千元
Chairman	主席						
Mr. Wei Qiang	魏強先生	—	1,681	15	—	1,696	
Non-executive Director	非執行董事						
Mr. Wei Shaojun (a)	魏少軍先生(a)	—	—	—	—	—	
Independent non-executive Directors	獨立非執行董事						
Mr. Wong Yik Chung, John	黃翼忠先生	215	—	—	—	215	
Dr. Han Qinchun	韓秦春博士	215	—	—	—	215	
Mr. Han Xiaoping (b)	韓曉平先生(b)	111	—	—	—	111	
Mr. Feng Zhidong (c)	馮志東先生(c)	54	—	—	—	54	
		595	1,681	15	—	2,291	

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

37. 董事之福利及權益 (續)

		Year ended 31 December 2021 截至二零二一年十二月三十一日止年度					
Name	姓名	Fees	Salary	Employer's contribution to a retirement benefit scheme	Other	Total	
					emoluments paid or receivable in respect of Director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (e)		
		袍金	薪金	僱主供款	其他酬金(e)	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	
Chairman	主席						
Mr. Wei Qiang	魏強先生	—	249	12	—	261	
Executive Directors	執行董事						
Mr. Liu Zhengang (d)	劉振剛先生(d)	—	—	—	—	—	
Non-executive Director	非執行董事						
Mr. Wei Shaojun (a)	魏少軍先生(a)	—	—	—	—	—	
Independent non-executive Directors	獨立非執行董事						
Mr. Wong Yik Chung, John	黃翼忠先生	208	—	—	—	208	
Dr. Han Qinchun	韓秦春博士	208	—	—	—	208	
Mr. Han Xiaoping (b)	韓曉平先生(b)	208	—	—	—	208	
		624	249	12	—	885	

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

Notes:

- (a) Mr. Wei Shaojun has resigned from the Board from 24 June 2022.
- (b) Mr. Han Xiaoping has resigned from the Board from 8 July 2022.
- (c) Mr. Feng Zhidong was appointed on 7 October 2022.
- (d) Mr. Liu Zhengang has resigned from the Board from 29 January 2021.
- (e) These represent the fair value of share options granted to the Directors under the Company's share option scheme and recognised as equity-settled share-based payment expense for the respective years. The value of these share options was measured according to the Group's accounting policies for share-based payment transactions as set out in Note 2.20, including adjustments to reverse accrued in previous periods where grants of equity instruments are forfeited prior to the vesting date. The principal terms and the number of options granted are disclosed in Note 7(b).

No Directors of the Company waived or agreed to waive any remuneration during the current and previous financial years. During the current and previous financial years, there were also no amounts paid or payable by the Group to the Directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

38. APPROVAL FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 28 March 2023.

37. 董事之福利及權益 (續)

附註：

- (a) 魏少軍先生自二零二二年六月二十四日起辭任董事會成員。
- (b) 韓曉平先生自二零二二年七月八日起辭任董事會成員。
- (c) 馮志東先生於二零二二年十月七日獲委任。
- (d) 劉振剛先生自二零二一年一月二十九日起辭任董事會成員。
- (e) 該款項指根據本公司的購股權計劃授予董事購股權的公允價值及於各自年份確認為按權益結算以股份支付的開支。該等購股權的價值根據附註2.20所載本集團有關以股份支付的交易的會計政策計量，包括當權益工具於歸屬日前被沒收時撥回對過往期間計提的金額的調整。主要條款及授出購股權數目的詳情於附註7(b)中披露。

於本財政年度及上一財政年度，本公司董事概無放棄或同意放棄任何薪酬。於本財政年度及上一財政年度內，本集團亦無任何為促使董事或五位最高薪人士任何一人支付或應付任何款項，作為加入本集團或加入本集團時的誘因，或作為失去職位的補償。

38. 批准綜合財務報表

綜合財務報表於二零二三年三月二十八日經董事會批准及授權刊發。

Financial Summary

財務概要

A summary of consolidated results and assets, liabilities and equity of the Group for the last five financial years is set out below:

本集團過往五個財政年度的綜合業績以及資產、負債及權益概要載列如下：

CONSOLIDATED RESULTS

綜合業績

		2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue	收益	708,493	147,460	396,413	462,642	195,209
Income tax (expense)/credit	所得稅(開支)/收益	(10,386)	64,454	(2,240)	(38,873)	(31,875)
Profit/(loss) for the year	年內溢利/(虧損)	108,501	(261,414)	(1,257)	(30,038)	(306,148)
Attributable to:	以下應佔:					
Owners of the Company	本公司擁有人	107,720	(264,522)	1,064	(28,221)	(306,368)
Non-controlling interests	非控股權益	781	3,108	(2,321)	(1,817)	220

CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

綜合資產、負債及權益

		2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
ASSETS	資產					
Non-current assets	非流動資產	799,002	926,511	810,420	770,991	550,628
Current assets	流動資產	1,370,646	925,343	743,960	728,627	629,170
Total assets	資產總額	2,169,648	1,851,854	1,554,380	1,499,618	1,179,798
LIABILITIES	負債					
Non-current liabilities	非流動負債	549,077	261,586	233,876	211,330	209,478
Current liabilities	流動負債	140,622	365,175	118,588	116,697	104,022
Total liabilities	負債總額	689,699	626,761	352,464	328,027	313,500
EQUITY	權益					
Equity attributable to owners of the Company	本公司擁有人應佔權益	1,473,790	1,215,786	1,194,930	1,166,499	860,768
Non-controlling interests	非控股權益	6,159	9,307	6,986	5,092	5,530
Total equity	權益總額	1,479,949	1,225,093	1,201,916	1,171,591	866,298

XINDA INVESTMENT HOLDINGS LIMITED

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