



雲南水務

# 雲南水務投資股份有限公司

YUNNAN WATER INVESTMENT CO., LIMITED\*

(於中華人民共和國註冊成立的股份有限公司)

(a joint stock limited liability company incorporated in the People's Republic of China)

股份代號 Stock Code : 06839



2022  
年度報告  
ANNUAL REPORT

\* 僅供識別 For identification purposes only



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Yu Long (*Vice-Chairman, General Manager*)  
Mr. Zhou Zhimi

#### Non-executive Directors

Mr. Mei Wei (*Chairman*)  
Mr. Dai Richeng  
Mr. Chen Yong  
Mr. Liu Hui

#### Independent Non-executive Directors

Mr. Liu Shuen Kong  
Mr. Zhong Wei  
Mr. Zhou Beihai

### AUDIT COMMITTEE

Mr. Liu Shuen Kong (*Chairman*)  
Mr. Zhong Wei  
Mr. Zhou Beihai

### REMUNERATION COMMITTEE

Mr. Zhong Wei (*Chairman*)  
Mr. Yu Long  
Mr. Zhou Beihai

### NOMINATION COMMITTEE

Mr. Mei Wei (*Chairman*)  
Mr. Zhong Wei  
Mr. Zhou Beihai

### COMPLIANCE COMMITTEE

Mr. Zhong Wei (*Chairman*)  
Mr. Yu Long  
Mr. Liu Shuen Kong  
Mr. Zhou Beihai  
Mr. Huang Yi (*Supervisor*)

### COMPANY SECRETARY

Mr. Li Bo

### 董事會

#### 執行董事

于龍先生 (*副董事長, 總經理*)  
周志密先生

#### 非執行董事

梅偉先生 (*董事長*)  
戴日成先生  
陳勇先生  
劉暉先生

#### 獨立非執行董事

廖船江先生  
鐘偉先生  
周北海先生

### 審核委員會

廖船江先生 (*主席*)  
鐘偉先生  
周北海先生

### 薪酬委員會

鐘偉先生 (*主席*)  
于龍先生  
周北海先生

### 提名委員會

梅偉先生 (*主席*)  
鐘偉先生  
周北海先生

### 合規委員會

鐘偉先生 (*主席*)  
于龍先生  
廖船江先生  
周北海先生  
黃軼先生 (*監事*)

### 公司秘書

李博先生

## AUTHORISED REPRESENTATIVES

Mr. Yu Long  
Mr. Zhou Zhimi

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

Yunnan Water  
2089 Haiyuan Bei Road  
Gaoxin District Kunming  
Yunnan  
PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3110-11  
31/F, Tower 1, The Gateway, Harbour City  
25 Canton Road, Tsim Sha Tsui  
Kowloon  
Hong Kong

## BRANCH SHARE REGISTRAR IN HONG KONG

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

## LEGAL ADVISERS

### As to Hong Kong law:

LC Lawyers LLP  
Suite 3106, 31/F  
One Taikoo Place  
979 King's Road, Quarry Bay  
Hong Kong

### As to PRC law:

DeHeng Law Offices (Kunming)  
3/F & 4/F Tower B5, Rongcheng Youjun  
Xishan District, Kunming, Yunnan Province  
PRC

## 授權代表

于龍先生  
周志密先生

## 總部及中華人民共和國主要營業地址

中國  
雲南昆明  
高新技術開發區  
海源北路2089號  
雲南水務

## 香港主要營業地點

香港  
九龍  
尖沙咀廣東道25號  
海港城港威大廈第1座31樓  
3110-11室

## 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

## 法律顧問

### 有關香港法律：

林朱律師事務所有限法律責任合夥  
香港  
鰂魚涌英皇道979號  
太古坊一座31樓  
3106室

### 有關中國法律：

北京德恒(昆明)律師事務所  
中國  
雲南省昆明市西山區  
融城優郡B5幢3-4層



# Corporate Information

## 公司資料

### PRINCIPAL BANKERS

Industrial Bank Co., Ltd.  
China Development Bank  
Agricultural Bank of China Limited  
Agricultural Development Bank of China  
China Construction Bank Corporation  
Bank of Communications Co., Ltd.  
Shanghai Pudong Development Bank Co., Ltd  
China CITIC Bank Corporation Limited  
Industrial and Commercial Bank of China Limited  
China Everbright Bank Company Limited

### AUDITOR

Moore Stephens CPA Limited  
Certified Public Accountants  
Registered Public Interest Entity Auditor  
801-806 Silvercord Tower 1,  
30 Canton Road,  
Tsimshatsui,  
Kowloon,  
Hong Kong

### STOCK CODE

6839

### COMPANY'S WEBSITE

<http://www.yunnanwater.cn>

### 主要往來銀行

興業銀行股份有限公司  
國家開發銀行  
中國農業銀行股份有限公司  
中國農業發展銀行  
中國建設銀行股份有限公司  
交通銀行股份有限公司  
上海浦東發展銀行股份有限公司  
中信銀行股份有限公司  
中國工商銀行股份有限公司  
中國光大銀行股份有限公司

### 核數師

大華馬施雲會計師事務所  
執業會計師  
註冊權益實體核數師  
香港  
九龍  
尖沙咀廣東道30號  
新港中心1座  
801-806室

### 股份代號

6839

### 公司網址

<http://www.yunnanwater.cn>

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings:

於本年報內，除文義另有所指外，下列詞彙具有以下涵義：

“Acting in Concert Parties”	Mr. Liu Xujun, Mr. Huang Yunjian and Mr. Wang Yong
「一致行動人士」	劉旭軍先生、黃雲建先生、王勇先生
“AGM”	the annual general meeting of the Company to be convened and held before 30 June 2023
「股東週年大會」	本公司將於二零二三年六月三十日前舉行之股東週年大會
“Articles of Association”	the articles of association of the Company
「公司章程」	本公司的公司章程
“associate(s)”	has the meaning ascribed to it under the Listing Rules
「聯繫人」	具有上市規則賦予該詞的涵義
“Beijing OriginWater”	Beijing OriginWater Technology Co., Ltd.* (北京碧水源科技股份有限公司), a joint stock limited liability company established in the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300070)
「北京碧水源」	北京碧水源科技股份有限公司，於中國成立的股份有限公司，其股份在深圳證券交易所上市（股份代號：300070）
“Board” or “Board of Directors”	the board of directors of the Company
「董事會」	本公司的董事會
“Chairman”	the Chairman of the Company
「董事長」	董事長
“Company”, “our Company” or “Yunnan Water”	Yunnan Water Investment Co., Limited* (雲南水務投資股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6839)
「本公司」或「雲南水務」	雲南水務投資股份有限公司，於中國註冊成立的股份有限公司，其H股在聯交所主板上市（股份代號：6839）
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
「關連人士」	具有上市規則賦予該詞的涵義
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
「控股股東」	具有上市規則賦予該詞的涵義
“Corporate Governance Code”	the Corporate Governance Code and Corporate Governance Report, as set out in Appendix 14 to the Listing Rules
「企業管治守則」	上市規則附錄十四所載的企業管治守則及企業管治報告
“Director(s)”	the director(s) of our Company
「董事」	本公司董事

## Definitions 釋義

“Domestic Share(s)”	the issued ordinary shares at the nominal value of RMB1.00 per share in the share capital of the Company which are subscribed for or credited as paid up in RMB
「內資股」	以人民幣認購或列作繳足的本公司股本中每股面值人民幣1.00元的已發行普通股
“ESG”	environmental, social, and governance
「ESG」	環境、社會及管治
“ESG Guide”	the Environmental, Social and Governance Reporting Guide, as set out in Appendix 27 to the Listing Rules
「ESG指引」	環境、社會及管治報告指引，如上市規則附錄27所述
“Group” or “our Group”	the Company and its subsidiaries from time to time
「本集團」	本公司及其不時的附屬公司
“H Share(s)”	the issued ordinary shares at the nominal value of RMB1.00 per share in the share capital of the Company which are listed on the Main Board of the Stock Exchange
「H股」	在聯交所主板上市的本公司股本中每股面值人民幣1.00元的已發行普通股
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
「港元」	香港法定貨幣港元
“HKFRS”	Hong Kong Financial Reporting Standards, including Hong Kong Accounting Standards and Interpretations promulgated by the Hong Kong Accounting Standard Board
「香港財務報告準則」	香港財務報告準則，包括香港會計準則及香港會計準則委員會頒佈的詮釋
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
「香港」	中國香港特別行政區
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
「上市規則」	聯交所證券上市規則
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
「標準守則」	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
“PRC” or “China”	the People’s Republic of China, and for the purpose of this annual report only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
「中國」	中華人民共和國，僅本報告而言，不包括香港、中華人民共和國澳門特別行政區及台灣
“Reporting Period”	the 12-month period from 1 January 2022 to 31 December 2022
「報告期」	由二零二二年一月一日起至二零二二年十二月三十一日止十二個月期間
“RMB”	Renminbi, the lawful currency of the PRC
「人民幣」	中國的法定貨幣人民幣



## Definitions 釋義

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
「證券及期貨條例」	香港法例第571章《證券及期貨條例》
“Share(s)”	the H Share(s) and/or the Domestic Share(s)
「股份」	H股及／或內資股
“Shareholder(s)”	the holder(s) of the Share(s)
「股東」	股份持有人
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
「聯交所」	香港聯合交易所有限公司
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
「附屬公司」	具有上市規則賦予該詞的涵義
“Supervisor(s)”	supervisor(s) of the Company
「監事」	本公司的監事
“Supervisory Committee”	the supervisory committee of the Company
「監事委員會」	本公司的監事委員會
“Undertaking Shareholders”	namely YHTH, YEPI and Beijing OriginWater
「有承諾的股東」	即雲南康旅集團、雲南綠色環保集團及北京碧水源
“YHTH”	Yunnan Health & Cultural Tourism Holding Group Co., Ltd.* (雲南省康旅控股集團有限公司) (formerly known as Yunnan Metropolitan Construction Investment Co., Ltd.* (雲南省城市建設投資集團有限公司)), a limited liability company established in the PRC and is the sole shareholder of YEPI
「雲南康旅集團」	雲南省康旅控股集團有限公司(前稱雲南省城市建設投資集團有限公司)，於中國成立的有限責任公司及雲南綠色環保集團的唯一股東
“YEPI”	Yunnan Green Environmental Protection Industry Group Co., Ltd.* (雲南省綠色環保產業集團有限公司) (formerly known as Yunnan Water Industry Investment Co., Ltd (雲南省水務產業投資有限公司)), a limited liability company incorporated in the PRC and the Company’s controlling shareholder
「雲南綠色環保集團」	雲南省綠色環保產業集團有限公司(前稱雲南綠色環保集團產業投資有限公司)，於中國註冊成立的有限責任公司及本公司控股股東
“%”	per cent
「%」	百分比

\* For identification purposes only  
\* 僅供識別

# Financial Highlights

## 業績摘要

The Board is pleased to announce the following financial highlights:

董事會欣然宣佈下列財務摘要：

		Year ended 31 December 截至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	Change 變動
Revenue	收益	<b>3,789,322</b>	5,280,743	-28.2%
Gross profit	毛利	<b>753,848</b>	1,316,564	-42.7%
Loss before income tax	所得稅前虧損	<b>(982,359)</b>	(1,030,933)	-4.7%
EBITDA <sup>(Note)</sup>	除利息、稅項、折舊及 攤銷前盈利 <sup>(附註)</sup>	<b>1,177,457</b>	1,158,649	1.6%
Loss for the year	年內虧損	<b>(1,158,349)</b>	(1,055,254)	9.8%
Return on shareholders' equity (%)	股東資金回報率(%)	<b>-25.81%</b>	-13.89%	N/A 不適用
Loss per share (RMB)	每股虧損(人民幣元)	<b>(0.889)</b>	(0.840)	5.8%

Note: EBITDA is the profit for the year before deduction of finance cost — net, income tax, depreciation and amortisation.

附註：除融資成本淨額、所得稅、折舊及攤銷前盈利為扣除利息、稅項、折舊及攤銷前之本年度盈利。

During the Reporting Period, the Group's audited loss attributable to ordinary Shareholders amounted to approximately RMB1,060 million (for the year ended 31 December 2021: approximately RMB1,002 million).

於本報告期內，本集團經審核本公司普通股股東應佔虧損約為人民幣1,060百萬元(截至二零二一年十二月三十一日止年度：約人民幣1,002百萬元)。

Loss per share for the Reporting Period was approximately RMB0.889 per share (for the year ended 31 December 2021: loss per share approximately RMB0.840 per share), the calculation of such basic loss per share amount is based on the loss attributable to ordinary Shareholders of the Company, and the weighted average number of Shares of approximately of 1,193,213,457 (2021: 1,193,213,457) shares in issue during the Reporting Period.

報告期內每股虧損約為人民幣0.889元(截至二零二一年十二月三十一日止年度：每股虧損約為人民幣0.840元)，該每股基本虧損金額乃按本公司普通股股東應佔虧損及報告期內已發行的加權平均股份約1,193,213,457股(二零二一年：1,193,213,457股)股份為基準計算。

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022 (for the year ended 31 December 2021: nil). The Company did not declare or pay any interim dividend or special dividend for the year ended 31 December 2022.

董事會不建議派發截至二零二二年十二月三十一日止年度的末期股息。(截至二零二一年十二月三十一日止年度：未派發股息)。截至二零二二年十二月三十一日止年度，本公司未宣派或支付任何中期股息或特別股息。

The proposed final dividends shall be subject to the Shareholders' review and approval at the AGM.

建議末期股息須獲股東於股東週年大會審議通過後始可作實。

# Management Discussion and Analysis

## 管理層討論及分析

### INDUSTRY OVERVIEW

Since the 18th CPC National Congress put forward the overall layout of “five-in-one” in the new era, the construction of ecological civilization has received unprecedented attention. In October 2022, the 20th CPC National Congress emphasized once again the ecological and environmental protection work. The report of the 20th CPC National Congress includes 15 chapters, and the ecological and environmental protection forms an independent chapter. Chapter X of the report, with the title of “Promoting Green Development and Promoting Harmonious Coexistence between Human and Nature”, emphasizes the important role of environmental protection work in the future development. The goal of ecological and environmental development in the report of the 20th CPC National Congress is the continuation and upgrading of the previously issued policies. In terms of pollution control, from “focusing on solving prominent environmental problems” to “promoting environmental pollution prevention and control in depth”, the overall goal is defined as “blue sky, blue water and clean land defense war”, and the construction of environmental infrastructure is strengthened. In terms of ecological protection, the goal is emphasized to “improve the diversity, stability and sustainability of the ecosystem”. At the same time, the report of the 20th CPC National Congress highlights the promotion of “carbon peaking and carbon neutrality” and “accelerating the green transformation of development mode”. Collaborating “pollution reduction” and “carbon reduction”, accelerating green transformation, promoting energy conservation and emission reduction, and strengthening ecological and environmental protection are the key points of future environmental protection work.

On 24 January 2022, the State Council issued the Notice on Printing and Distributing the Comprehensive Work Plan for Energy Conservation and Emission Reduction during the “Fourteenth Five-Year Plan” (《關於印發「十四五」節能減排綜合工作方案的通知》), which pointed out that by vigorously promoting energy conservation and emission reduction, the state should accelerate the establishment and improvement of the green and low-carbon cycle development economic system, achieve the synergy in energy conservation, carbon reduction and pollution reduction, and continuously improve the ecological and environmental quality. On 10 June 2022, seven ministries and commissions jointly issued the Notice on Printing and Distributing the “Implementation Plan for Synergistic Efficiency of Pollution Reduction and Carbon Reduction” (《關於印發〈減污降碳協同增效實施方案〉的通知》), pointing out that in the face of the new situation, new tasks and new requirements of the construction of ecological civilization, we must base ourselves on reality, follow the inherent laws of pollution and carbon reduction, make full use of the existing ecological and environmental system to promote low-carbon development, innovate policies and measures, optimize the governance routes, and promote the synergy in pollution and carbon reduction. In addition to the above two documents, in 2022, various national authorities

### 行業概覽

自黨的「十八大」提出了新時代「五位一體」的總體佈局以來，生態文明建設工作受到前所未有的重視，二零二二年十月，黨的「二十大」再次重點強調生態環保工作。「二十大」報告共包含十五個章節，生態環保工作獨立成章，報告第十章「推動綠色發展，促進人與自然和諧共生」強調了環保工作在未來發展中的重要地位。「二十大」中生態環境發展目標是之前出台的政策延續與升級。在污染治理方面，從「著力解決突出環境問題」強調為「深入推進環境污染防治」，明確總體目標為「藍天、碧水、淨土保衛戰」，並加強環境基礎設施的建設；生態保護方面，強調為「提升生態系統多樣性、穩定性及持續性」。同時，「二十大」報告重點突出了「碳達峰碳中和」的推進以及「加快發展方式綠色轉型」。「減污」協同「降碳」，加快綠色轉型，推進節能減排，加強生態環境保護，是未來環保工作的重點。

二零二二年一月二十四日，國務院發佈《關於印發「十四五」節能減排綜合工作方案的通知》，指出通過大力推動節能減排，加快建立健全綠色低碳迴圈發展經濟體系，實現節能降碳減污協同增效、生態環境品質持續改善。二零二二年六月十日，7部委聯合發佈《關於印發〈減污降碳協同增效實施方案〉的通知》，指出面對生態文明建設新形勢新任務新要求，必須立足實際，遵循減污降碳內在規律，充分利用現有生態環境制度體系協同促進低碳發展，創新政策措施，優化治理路線，推動減污降碳協同增效。除以上兩份檔外，二零二二年國家各部門多次發佈生態環境領域綜合性

## Management Discussion and Analysis 管理層討論及分析

issued comprehensive guidance documents in the field of ecological environment for many times, constantly emphasizing the synergistic development of “pollution and carbon reduction”, and put forward specific development requirements and development directions for water, solid waste, gas, soil and other fields.

From the perspective of water policy, based on the concept of the “synergy of pollution and carbon reduction” and “energy conservation and emission reduction” under the “dual carbon” goal, the pollution control policy in the water industry combines wastewater treatment with recycling use of water and resource reuse of wastewater; at the same time, the policy document emphasizes the realization of the “synergy of pollution reduction and carbon reduction” through the upgrading of water treatment equipment, treatment technology and process.

From the perspective of solid waste policy, the policy document focuses on the construction of wasteless cities, and the fields of recycling use and resource reuse. The policy in the field of “wasteless city” focuses on the front-end garbage collection, storage and transportation and other sanitation services as well as the back-end garbage treatment. Corresponding to the green transformation advocated by the “dual carbon” goal, while achieving the reduction of waste treatment, the industry should pay attention to the realization of energy conservation, emission reduction, and recycling and regeneration through recycling use, comprehensive use and resource reuse; at the same time, garbage incineration power generation has been promoted as a renewable energy utilization mode in the green transformation of energy while realizing reduction and resource reuse.

指導檔，不斷強調「減污降碳」協同發展，同時對於水、固、氣、土等領域提出了具體發展要求及發展方向。

從水務政策來看，基於「雙碳」目標下「減污降碳協同」以及「節能減排」的理念，水務領域污染治理政策將污水處理與水迴圈利用及污水資源化相結合；同時政策檔強調通過水處理設備、處理技術及工藝流程的升級，實現「減污與降碳的協同」。

從固廢政策來看，政策檔重點關注無廢城市建設及迴圈利用及資源化領域。「無廢城市」領域政策關注前端垃圾收儲運等環衛服務以及後端的垃圾處理。與「雙碳」目標提倡的綠色轉型相對應，垃圾處理在實現減量化的同時，注重通過迴圈利用、綜合利用及資源化等方式，實現節能減排、迴圈再生；同時垃圾焚燒發電在實現減量化與資源化的同時，作為能源綠色轉型中可再生能源利用方式受到推廣。

### DEVELOPMENT STRATEGIES AND PROSPECT

In 2022, subject to the complex economic situation at home and abroad, the environmental protection enterprises generally encountered difficulties, and the supply of the environmental protection market has been reduced due to the continuous recurrence of the COVID-19 pandemic. The downward pressure on the economy has continued to mount, and various risks and challenges has significantly increased. Faced with huge challenges and severe tests, the Company has continued to promote multi-channel relief through strengthening the management of operation projects, continuously promoting technology research and development, actively trying out new business projects and asset disposal, and steadily pushed forward the work of deepening reform, operation management and technology innovation.

In terms of operating projects, the Company has further strengthened the construction of the operation management system, and effectively improved the quality of the Company's stock assets and its ability to create efficiency through the ways and means of adjusting water prices, collecting and clearing debts, upgrading and renovating, energy saving and consumption reduction as well as strict incentives and penalties. At the same time, the Company has strengthened the accounting and analysis of the operating costs of all operating projects and actively sought appropriate and reasonable room for cost control, so that the increase of management expenses and operating expenses could be reasonably controlled.

Relying on the two-wheel model of "technology as the main driver and capital as the supplementary driver (技術為主驅動, 資金為輔驅動)", the Company has kept an eye on the new trends and demands of the industry development, and vigorously promoted technology research and development in conjunction with the Company's development needs. In order to solve the problem that organic solid waste in small cities, counties and villages is too various, fewer and scattered to use traditional methods, such as incineration, landfill and composting, for independent treatment, the Company has independently developed the low-temperature adiabatic pyrolysis and carbonization technology of organic solid waste, actively carried out the protection of intellectual property rights, and promoted the establishment of relevant standards and regulations. As for the intelligent environmental system platform, the Company has realized a series of functions such as data collection and display of project operation through continuous debugging and updating of technical support, and the system functions have the conditions for national promotion.

In terms of new business, in order to actively respond to the national carbon emission reduction policy, the Company has combined with its own operating conditions to actively try to apply photovoltaic power generation in its operating projects. Secondly, in view of the increasingly urgent demand for recycling of used power batteries in the rapidly developing new energy vehicle industry, we have based on the deep understanding of the new energy industry and solid

### 發展策略及前景

二零二二年，受國內外複雜經濟形勢的影響，環保企業普遍遭遇困境，而持續反覆多發的新冠肺炎疫情，使得環保市場的供給減少，經濟下行壓力不斷加大，各種風險挑戰明顯增多。面對巨大挑戰和嚴峻考驗，公司通過加強運營項目管理、不斷推進技術研發、積極嘗試新業態項目、資產處置等手段，持續推動多渠道紓困，穩步推進深化改革、經營管理、技術創新工作。

運營項目方面，公司進一步強化運營管理體系建設，以及調整水價、清收清欠、提標改造、節能降耗、嚴明獎罰措施等方式和手段，有效提升了公司存量資產的質量和創效能力。同時，公司加強對全部運營項目運營成本費用的核算分析，積極尋求適度、合理的成本控制空間，使管理費用和營業費用的增長得到了合理控制。

公司依託以「技術為主驅動，資金為輔驅動」的雙輪模式，緊盯行業發展新趨向、新需求，結合公司發展需要大力推廣技術研發工作。為解決小城市、縣城和村鎮區域內有機固廢品種多、數量少且分散，難以使用傳統的焚燒、填埋、堆肥等方式進行獨自處理等問題，公司自主研發了有機固廢低溫絕氧熱解碳化技術，積極開展知識產權保護工作，推進相關標準規範的建立。智慧環境系統平台方面，公司通過不斷調試與更新技術支持，目前已實現項目運營數據採集、展示等一系列功能，系統功能已具備全國推廣的條件。

新業態方面，為積極響應國家碳減排政策，結合自身運營項目條件，公司正積極嘗試光伏發電在運營項目中的運用。二是面對快速發展的新能源汽車產業愈發迫切的廢舊動力電池回收需求，基於對新能源行業和固體廢棄物處理行業的深刻理解，積極探索為新能



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waste treatment industry to actively explore the provision of a full set of industrial solutions and core equipment for the new energy battery recycling industry, so as to enhance the value of material recycling.

In order to further replenish working capital and improve liquidity of the Company, the Company has actively carried out the asset disposal in 2022. Since early 2022, the equity disposal of four asset packages through public tender has been completed by the Company.

In 2023, the Company will continue to make every effort to accelerate the progress of project construction, and focus on the project progress of the annual planned completion projects to ensure that the projects are completed according to the completion plan as scheduled for preliminary inspection, so as to create conditions for early commissioning and production. At the same time, the Company will focus on the improvement of the quality and efficiency of the operation of the Company, continue to lean the management level and promote energy saving and consumption reduction. Combined with the Company's production and operation management needs, we will further improve the operation management system, refine the operation management process and standardize the operation management operation. Through effectively integrating operation resources, we will give full play to the advantages of localized management, and focus on identifying operational priorities and solving operational difficulties to improve the overall level of operational management by establishing a team of operational management experts. Combined with the intelligent environment project, we will give priority to the construction of production management information system to promote the informatization and standardization of daily operation of projects, and realize information sharing and timely data analysis to improve operational management efficiency.

In the future, the Company will continue to focus on its strategic positioning as an "urban environmental protection integrated services provider (城市環境綜合服務商)" and combine the national policies of "Wasteless City (無廢城市)" and "carbon emission peak, carbon neutrality (碳達峰 • 碳中和)" to invest in quality projects, strengthen the domestic market and continuously expand international markets. Firstly, we will prioritize the construction of areas closely related to the strategic development plan and core business of the enterprise, so as to quickly realize the business value of intelligent environmental system construction, realize the business value of information technology resource pooling, establish a sharing system, carry out business copy of similar projects in various regions, and jointly achieve business objectives to achieve cost reduction and efficiency. Secondly, we will continue to improve the standardization of adiabatic pyrolysis and carbonization technology of organic solid waste, and realize the application of related equipment as soon as possible. Thirdly, we will accelerate our business in new industries, such as photovoltaic power generation and recycling of used power batteries, to further broaden our business scope and further enhance our core competitiveness, so as to contribute to the development of "Wasteless City" and "carbon emission peak, carbon neutrality".

源電池循環再利用產業提供全套工業解決方案及核心設備，提升材料循環利用價值。

為進一步補充營運資金，改善公司流動性現狀，公司於二零二二年積極開展資產處置工作，二零二二年初至今，已通過公開掛牌方式，完成四個資產包的股權出售工作。

二零二三年，公司將繼續全力加快推進項目建設進度，重點推進年度計劃完工項目的工期進度，盡可能確保項目按照完工計劃如期初驗，為及早投運、產出創造條件。同時要聚焦公司運營提質增效工作展開，繼續精益管理水平，推動節能降耗。結合公司生產運營管理需求進一步完善運營管理制度、細化運營管理流程、規範運營管理操作。有效整合運營資源，充分發揮屬地化管理優勢，通過組建公司運營管理專家團隊，集中力量找準運營重點、解決運營難點，整體提升公司運營管理水平。結合智慧環境項目，優先推動生產管理信息系統建設，促進項目日常運作的信息化和規範化，實現信息共享和數據及時匯總分析，提升運營管理效率。

未來，公司將繼續圍繞「城市環境綜合服務商」的戰略定位，結合國家「無廢城市」與「碳達峰•碳中和」等相關政策，投資優質項目，有力鞏固國內市場，不斷開闢國際市場。一是優先建設與企業戰略發展規劃、核心業務緊密相關領域，快速體現智慧環境系統建設的業務價值，實現信息化資源集約，建立共享體系，進行各區域同類型項目業務拷貝，共同達成經營目標，實現降本增效。二是不斷完善規範有機固廢絕氧熱解碳化技術，盡快實現相關設備的推廣應用。三是加速推進公司在光伏發電、廢舊動力電池回收等新業態領域業務，進一步拓寬公司業務範圍，進一步增強公司核心競爭力，為「無廢城市」和「碳達峰•碳中和」作出貢獻。

### BUSINESS REVIEW

The Group is one of the leading integrated service providers in the urban environmental protection industry in China. The Group mainly adopts the Build-Operate-Transfer (“BOT”), Build-Own-Operate (“BOO”), Transfer-Operate-Transfer (“TOT”), Transfer-Own-Operate (“TOO”), Build and Transfer (“BT”), Engineering-Procurement-Construction (“EPC”), Rehabilitate-Operate-Transfer (“ROT”), Operation and Maintenance (“O&M”) and licensed operation models to provide customized and integrated turnkey solutions for water supply, wastewater treatment and solid waste treatment as well as system integration services of core technologies to customers. The Group’s businesses are carried out in the PRC and the Southeast Asian countries, the Group’s principal businesses comprise five major segments, namely, wastewater treatment, water supply, solid waste treatment, construction and sales of equipment and others.

As at 31 December 2022, the Group’s water related projects (including the following wastewater treatment projects, water supply projects and all water related projects under other business segments) had the total daily treatment capacity of approximately 6,098,175 tonnes. As at 31 December 2022, the Group’s solid waste treatment related projects (including the following solid waste treatment projects and all solid waste treatment related projects under other business segments) had the total annual treatment capacity of approximately 4,081,900 tonnes.

#### Wastewater Treatment Projects

As at 31 December 2022, the Group had a total of 128 concession wastewater treatment projects, including 7 BOO projects, 65 BOT projects, 2 TOO projects, 25 TOT projects, 1 ROT project and 28 municipal environment comprehensive treatment projects, with total daily treatment capacity of approximately 3,263,375 tonnes, representing a reduction of 4 BOT projects and 2 TOT projects year-on-year, and a decrease in the daily wastewater treatment capacity of approximately 290,000 tonnes due to asset disposal as compared with the year ended 31 December 2021.

As at 31 December 2022, 105 concession projects with total daily treatment capacity of approximately 2,679,250 tonnes had commenced commercial operation (including 6 municipal environment comprehensive treatment projects with a total daily wastewater treatment capacity of approximately 215,200 tonnes), representing an addition of 1 BOT project, 2 BOO projects and 2 municipal environment comprehensive treatment projects which commenced operation and a reduction of 4 BOT projects and 2 TOT projects year-on-year due to asset disposal as compared with the year ended 31 December 2021. During the Reporting Period, the Group’s average wastewater treatment utilisation rate was approximately 79.7%, and the average unit charge of wastewater treatment was approximately RMB1.60 per tonne.

### 業務回顧

本集團為中國領先的城鎮環境綜合服務商之一。本集團的業務主要採用建設 — 營運 — 移交(「BOT」)、建設 — 擁有 — 營運(「BOO」)、移交 — 營運 — 移交(「TOT」)、移交 — 擁有 — 營運(「TOO」)、建設及移交(「BT」)、設計 — 採購 — 施工(「EPC」)、改造 — 營運 — 移交(「ROT」)、營運及維護(「O&M」)及持牌運營等項目模式，向客戶提供訂製及綜合的供水、污水處理及固廢處理的整體解決方案及核心技術系統集成服務。本集團的業務在中國境內及東南亞國家開展，主營業務包括五個主要分部，即污水處理、供水、固廢處理、建造及設備銷售以及其他服務。

截至二零二二年十二月三十一日，本集團水務相關項目(包含以下污水處理項目、供水項目及其他業務分部中的所有水務處理相關項目)的日處理總量約為6,098,175噸。截至二零二二年十二月三十一日，本集團固廢處理相關項目(包含以下固廢處理項目及其他業務分部中的所有固廢處理相關項目)的年處理總量約為4,081,900噸。

#### 污水處理項目

截至二零二二年十二月三十一日，本集團特許經營污水項目共128個，包括7個BOO項目、65個BOT項目、2個TOO項目、25個TOT項目、1個ROT項目及28個市政環境綜合治理項目，日處理總量約為3,263,375噸。因資產處置原因與截至二零二一年十二月三十一日止年度同比減少4個BOT項目，減少2個TOT項目，日污水處理量減少約290,000噸。

截至二零二二年十二月三十一日，日處理總量約為2,679,250噸的105個特許經營項目已投入商業運營(包括6個日污水處理總量約215,200噸的市政環境綜合治理項目)，較二零二一年十二月三十一日新投運1個BOT項目，2個BOO項目及2個市政環境綜合治理項目，因資產處置原因同比減少4個BOT項目及2個TOT項目，於報告期內，本集團的污水處理平均利用率約79.7%，平均污水處理收費單價約為每噸人民幣1.60元。

## Management Discussion and Analysis

### 管理層討論及分析

As at 31 December 2022, 23 concession projects with total daily treatment capacity of approximately 584,125 tonnes had not commenced commercial operation (including 22 municipal environment comprehensive treatment projects with total daily treatment capacity of approximately 580,100 tonnes), representing 1 BOT project, 2 BOO projects and 2 municipal environment comprehensive treatment projects under construction converted to operation as compared with the year ended 31 December 2021.

#### Water Supply Projects

As at 31 December 2022, the Group had a total of 66 concession water supply projects with total daily treatment capacity of approximately 2,429,100 tonnes, including 15 BOO projects, 34 BOT projects, 11 TOT projects and 6 municipal environment comprehensive treatment projects, representing a reduction of 1 BOT project year-on-year, and a decrease in total daily treatment capacity of approximately 20,000 tonnes due to asset disposal as compared with 31 December 2021.

As at 31 December 2022, 50 concession projects with total daily treatment capacity of approximately 1,625,000 tonnes had commenced commercial operation (including 1 municipal environment comprehensive treatment project with a total daily treatment capacity of approximately 30,000 tonnes), representing an addition of 1 BOO project and 1 TOT project, and a reduction of 1 BOT project year-on-year due to asset disposal as compared with 31 December 2021. During the Reporting Period, affected by the COVID-19 pandemic, the Group's water supply for non-residents and special industries declined, the Group's average water supply utilisation rate was approximately 60.3%, and the average unit charge of water supply was approximately RMB2.33 per tonne.

As at 31 December 2022, 16 concession projects with total daily treatment capacity of approximately 804,100 tonnes had not commenced commercial operation (including 5 municipal environment comprehensive treatment projects with total daily treatment capacity of approximately 389,700 tonnes), representing a reduction of 1 BOO project and 1 TOT project under construction as compared with the year ended 31 December 2021.

截至二零二二年十二月三十一日，日處理總量約為584,125噸的23個特許經營項目尚未投入商業運營(包括22個日污水處理總量約580,100噸的市政環境綜合治理項目)，較二零二一年十二月三十一日，1個BOT項目，2個BOO項目及2個市政環境綜合治理項目從在建轉變為運營。

#### 供水項目

截至二零二二年十二月三十一日，本集團擁有66個日處理總量約2,429,100噸的供水特許經營項目，其中包括15個BOO項目、34個BOT項目、11個TOT項目及6個市政環境綜合治理項目，因資產處置原因較二零二一年十二月三十一日止年度同比減少1個BOT項目，日處理量減少約20,000噸。

截至二零二二年十二月三十一日，日處理總量約1,625,000噸的50個特許經營項目已投入商業運營(包括1個日處理總量約30,000噸的市政環境綜合治理項目)。較二零二一年十二月三十一日新投運1個BOO項目及1個TOT項目，因資產處置原因同比減少1個BOT項目。於報告期內，受新冠疫情影響，本集團非居民供水量、特種行業供水量有所下降，本集團供水平均利用率約為60.3%，平均供水收費單價約為每噸人民幣2.33元。

截至二零二二年十二月三十一日，日處理總量約804,100噸的16個特許經營項目尚未投入商業運營(包括5個日處理總量約389,700噸的市政環境綜合治理項目)，較截至二零二一年十二月三十一日止年度減少1個BOO及1個TOT在建項目。

### Solid Waste Treatment Projects

As at 31 December 2022, the Group had 24 solid waste treatment projects with total annual treatment capacity of approximately 4,081,900 tonnes, 13 of which with an annual treatment capacity of approximately 2,186,600 tonnes had commenced commercial operation (including 1 municipal environment comprehensive treatment project with an annual treatment capacity of approximately 219,000 tonnes); 11 of them with an annual treatment capacity of approximately 1,895,300 tonnes were under construction (including 2 municipal environment comprehensive treatment projects with the total annual treatment capacity of approximately 900,800 tonnes). The treatment capacity remained generally stable as compared with 31 December 2021. During the Reporting Period, the Group's average solid waste treatment utilisation rate was approximately 74.02%.

### Construction and Sales of Equipment

The Group's construction and sales of equipment segment comprises BT projects, EPC projects and sales of equipment. As at 31 December 2022, the Group had a total of 11 BT projects, which were either under construction and/or completed, among which revenue of 10 BT projects was recognised during the Reporting Period.

During the Reporting Period, the Group had a total of 13 EPC projects.

The Group engages in the production, sales and installation of equipment for wastewater treatment, water supply, solid waste treatment and other infrastructure facilities. The major category of water related equipment in the Group's production is membrane products. Most of the membrane products are produced by the own plant of the Group.

### Others

During the Reporting Period, the Group also undertook O&M projects for wastewater treatment, water supply, and solid waste treatment facilities owned by third parties as well as provision of technical and consultancy services in relation to environmental protection. As at 31 December 2022, the Group was providing relevant operational services for 29 O&M projects, which remained stable as compared with 31 December 2021. These projects included 28 wastewater treatment projects with total daily treatment capacity of approximately 400,700 tonnes (including the capacity of wastewater treatment projects adopting O&M model within municipal environment comprehensive treatment projects), and 1 water supply project with daily treatment capacity of approximately 5,000 tonnes.

### 固廢處理項目

截至二零二二年十二月三十一日，本集團擁有24個固廢處理項目，年處理總量為4,081,900噸，其中年處理量為2,186,600噸的13個項目已經投入商業運營（包括1個處理量約219,000噸的市政環境綜合治理項目），年處理量為1,895,300噸的11個項目正在建設（包括2個年處理總量約900,800噸的市政環境綜合治理項目）。與二零二一年十二月三十一日相比，處理量總體保持穩定。於報告期內，本集團固廢處理平均利用率約為74.02%。

### 建造及設備銷售

本集團的建造及設備銷售分部包括BT項目、EPC項目及設備銷售。截至二零二二年十二月三十一日，本集團在建設及／或已完工的BT項目共11個，其中10個BT項目的收入於報告期內確認為收益。

於報告期內，本集團EPC項目共13個。

本集團生產、銷售及安裝污水處理、供水、固廢處理及其他基礎設施的設備，本集團所生產的水務相關設備的主要類別為膜產品。大部分膜產品由本集團自有工廠生產。

### 其他

本集團在報告期內也就第三方擁有的污水處理、供水及固廢處理設施開展O&M項目，並提供了與環境保護相關的技術及諮詢服務。截至二零二二年十二月三十一日，本集團正在為29個O&M項目提供相關運營服務，較二零二一年十二月三十一日保持穩定。其中包括28個日處理總量約為400,700噸的污水處理項目（包括市政環境綜合治理項目中以O&M模式運營的污水處理項目的規模），1個日處理量約為5,000噸的供水項目。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Results of Operation

During the Reporting Period, the Group recorded revenue of approximately RMB3,789.3 million, representing a decrease of approximately 28.2% compared with the year ended 31 December 2021. The Group realized a net loss of approximately RMB1,158.3 million, representing a decrease of approximately 9.8% compared with the year ended 31 December 2021. Loss attributable to the ordinary shareholders of the Company was approximately RMB1,060.3 million, representing an increase of approximately 5.8% as compared with 31 December 2021. Loss per share for the year ended 31 December 2022 was approximately RMB0.889.

#### Revenue

Revenue of the Group decreased from approximately RMB5,280.7 million for the year ended 31 December 2021 to approximately RMB3,789.3 million for the Reporting Period, representing a decrease of approximately 28.2%.

In respect of the business segments of the Group, revenue from wastewater treatment decreased from approximately RMB3,387.3 million for the year ended 31 December 2021 to approximately RMB2,289.3 million for the Reporting Period. Revenue from water supply decreased by approximately 28.4% from approximately RMB921.8 million for the year ended 31 December 2021 to approximately RMB660.2 million for the Reporting Period. Revenue from solid waste treatment decreased by approximately 5.0% from RMB754.8 million for the year ended 31 December 2021 to approximately RMB716.9 million for the Reporting Period. Revenue from construction and sales of equipment decreased by approximately 66.3% from approximately RMB137.1 million for the year ended 31 December 2021 to approximately RMB46.2 million for the Reporting Period. Revenue from other business decreased from approximately RMB79.8 million for the year ended 31 December 2021 to approximately RMB76.7 million for the Reporting Period.

The decrease in revenue from the wastewater treatment segment was mainly attributable to the decrease in construction revenue of the existing wastewater treatment projects under construction during the Reporting Period.

The decrease in revenue from the water supply segment was mainly attributable to the decrease in construction revenue of the existing water supply projects under construction and operating revenue from water supply service projects during the Reporting Period.

The decrease in revenue from the solid waste treatment segment was mainly attributable to the decrease in revenue from hazardous waste treatment in solid waste projects during the Reporting Period, resulting in a decrease in operating revenue from solid waste.

### 財務回顧

#### 經營業績

本集團於報告期內錄得收益約人民幣3,789.3百萬元，相較截至二零二一年十二月三十一日止年度減少約28.2%。本集團實現淨虧損約人民幣1,158.3百萬元，相較截至二零二一年十二月三十一日止年度增加約9.8%。本公司普通股股東應佔虧損約為人民幣1,060.3百萬元，相較截至二零二一年十二月三十一日增加約5.8%，截至二零二二年十二月三十一日止年度的每股虧損約為人民幣0.889元。

#### 收益

本集團的收益由截至二零二一年十二月三十一日止年度約人民幣5,280.7百萬元減少至報告期內約人民幣3,789.3百萬元，降幅約28.2%。

就本集團的業務分部而言，污水處理的收益由截至二零二一年十二月三十一日止年度的約人民幣3,387.3百萬元減少至報告期約人民幣2,289.3百萬元。供水業務的收益由截至二零二一年十二月三十一日止年度約人民幣921.8百萬元減少約28.4%至報告期的約人民幣660.2百萬元。固廢處理業務的收益由截至二零二一年十二月三十一日止年度的人民幣754.8百萬元減少約5.0%至報告期約人民幣716.9百萬元。建造及設備銷售的收益由截至二零二一年十二月三十一日止年度的約人民幣137.1百萬元減少約66.3%至報告期約人民幣46.2百萬元。其他業務的收益由截至二零二一年十二月三十一日止年度的約人民幣79.8百萬元減少至報告期約人民幣76.7百萬元。

污水處理分部收益減少主要由於報告期內原在內的污水處理項目建造收益減少所致。

供水分部收益減少主要由於報告期內原在內的供水項目建造收益及供水服務項目運營收益減少所致。

固廢處理分部收益減少主要由於報告期內固廢項目中危廢處理收入下降導致固廢運營收益減少。



# Management Discussion and Analysis

## 管理層討論及分析

The decrease in revenue from the construction and sales of equipment segment was mainly attributable to the decrease in scale of EPC construction services and equipment sales and BT construction services during the Reporting Period.

### Cost of Sales

Cost of sales of the Group for the Reporting Period was approximately RMB3,035.5 million, representing a decrease of approximately 23.4% as compared with approximately RMB3,964.2 million for the year ended 31 December 2021. The decrease was primarily due to the decrease in cost for construction which was in line with the decrease in construction revenue of the existing wastewater treatment projects and water supply projects under construction during the construction period.

### Gross Profit Margin

During the Reporting Period, gross profit margin of the Group was approximately 19.89%, representing a decrease of approximately 5.04% as compared to approximately 24.93% for the year ended 31 December 2021.

### Other Income

During the Reporting Period, the Group recorded other income of approximately RMB1,358.7 million as compared with approximately RMB54.1 million for the year ended 31 December 2021, representing an increase of approximately 2,411.5%. The increase in other income was mainly due to the increase in income from debt restructuring.

### Other Gains — net

During the Reporting Period, the Group recorded other net losses of approximately RMB95.3 million, representing a decrease of approximately RMB259.6 million as compared with a net gains of approximately RMB164.3 million for the year ended 31 December 2021. The change in other gains was mainly due to a profit of RMB42.5 million from the disposal of an associate and a profit of RMB170.2 million from fair value changes in last year, while a net loss of RMB28.4 million was generated from the sale of investment in subsidiary company and a net loss of RMB11.8 million was generated from the withdrawal of a solid waste management license project in the current year.

### Selling Expenses

During the Reporting Period, selling expenses of the Group was approximately RMB42.0 million, representing a decrease of approximately RMB6.4 million or 13.2% as compared with approximately RMB48.4 million for the year ended 31 December 2021.

建造及設備銷售分部收益減少主要由於報告期內EPC建造及設備銷售及BT工程建造業務減少所致。

### 銷售成本

本集團於報告期內的銷售成本約人民幣3,035.5百萬元，較截至二零二一年十二月三十一日止年度的約人民幣3,964.2百萬元減少約23.4%。該減少主要由於原在建的污水處理項目及供水項目於建設期的建造收益減少，相應發生的建造成本降低所致。

### 毛利率

於報告期內，本集團的毛利率約19.89%，較截至二零二一年十二月三十一日止年度約24.93%下降約5.04%。

### 其他收入

於報告期內，本集團錄得其他收入約人民幣1,358.7百萬元，而截至二零二一年十二月三十一日止年度錄得約人民幣54.1百萬元，增幅約為2,411.5%。其他收入增加主要是由於債務重組收益增加。

### 其他收益淨額

於報告期內，本集團錄得其他虧損淨額約人民幣95.3百萬元，較截至二零二一年十二月三十一日止年度收益淨額約人民幣164.3百萬元減少約為人民幣259.6百萬元。其他收益變化主要是由於上年度處置聯營公司收益42.5百萬元及公允價值變動產生收益170.2百萬元，而本年度出售附屬公司投資產生虧損淨額28.4百萬元以及退出一間固廢經營許可項目產生虧損淨額11.8百萬元。

### 銷售開支

於報告期內，本集團的銷售開支約人民幣42.0百萬元，較截至二零二一年十二月三十一日止年度約人民幣48.4百萬元減少約人民幣6.4百萬元或13.2%。

# Management Discussion and Analysis

## 管理層討論及分析

### Administrative Expenses

Administrative expenses of the Group increased by RMB378.6 million from approximately RMB650.7 million for the year ended 31 December 2021 to approximately RMB1,029.3 million for the Reporting Period, representing an increase of approximately 58.2%. The increase in administrative expenses was primarily due to the provision for impairment of long-term assets in the current period.

### Finance Costs — net

Net finance costs decreased by RMB194.1 million from approximately RMB1,526.3 million for the year ended 31 December 2021 to approximately RMB1,332.2 million for the Reporting Period, representing a decrease of approximately 12.7%. The decrease in net finance costs was primarily due to the decrease in borrowing rates during the Reporting Period, resulting in a decrease in borrowing costs.

The average interest rate on borrowings of the Group for the Reporting Period was approximately 4.42% per annum, representing a decrease compared with approximately 5.73% per annum for the year ended 31 December 2021.

### Loss Before Income Tax

As a result of the above factors, the Group recorded loss before income tax of approximately RMB982.4 million for the Reporting Period, representing a decrease of approximately 4.7% as compared with the loss before income tax of approximately RMB1,030.9 million recorded for the year ended 31 December 2021.

### Income Tax Expenses

Income tax expenses increased by RMB151.7 million from approximately RMB24.3 million for the year ended 31 December 2021 to approximately RMB176.0 million for the Reporting Period, representing an increase of approximately 624.3%. The increase was mainly due to the increase in the amount of tax losses not recognised by the Group as deferred income tax assets.

### Loss for the Reporting Period

As a result of the foregoing, loss for the Reporting Period increased by approximately RMB103.0 million from the loss of approximately RMB1,055.3 million for the year ended 31 December 2021 to the loss of approximately RMB1,158.3 million for the Reporting Period, representing an increase of approximately 9.8%.

### Receivables under Service Concession Arrangements

The Group's receivables under service concession arrangements increased by approximately RMB1,049.0 million from approximately RMB6,493.1 million as at 31 December 2021 to approximately RMB7,542.1 million as at 31 December

### 行政開支

本集團行政開支由截至二零二一年十二月三十一日止年度的約人民幣650.7百萬元增加人民幣378.6百萬元至報告期內約人民幣1,029.3百萬元，增幅約為58.2%。行政開支增加主要是由於本期計提長期資產減值撥備所致。

### 融資成本淨額

融資成本淨額由截至二零二一年十二月三十一日止年度約人民幣1,526.3百萬元減少人民幣194.1百萬元至報告期內約人民幣1,332.2百萬元，減幅為約12.7%。融資成本淨額減少主要是由於報告期內借款利率下降，導致借款成本下降。

本集團報告期內平均借款利率約為每年4.42%，與截至二零二一年十二月三十一日止年度的每年約5.73%相比降低。

### 所得稅前虧損

由於上述因素，本集團於報告期內錄得所得稅前虧損約人民幣982.4百萬元，相對於截至二零二一年十二月三十一日止年度錄得所得稅前虧損約人民幣1,030.9百萬元，降幅約為4.7%。

### 所得稅開支

所得稅開支由截至二零二一年十二月三十一日止年度的約人民幣24.3百萬元增加人民幣151.7百萬元至報告期內的約人民幣176.0百萬元，增幅約624.3%。該增加主要是由於本集團未確認為遞延所得稅資產的稅務虧損的影響金額增加所致。

### 報告期內虧損

由於上述各項，報告期內虧損由截至二零二一年十二月三十一日止年度的虧損約人民幣1,055.3百萬元增加約人民幣103.0百萬元至報告期內虧損約人民幣1,158.3百萬元，增幅約9.8%。

### 服務特許經營安排下的應收款項

本集團服務特許經營權安排下的應收款項由二零二一年十二月三十一日的約人民幣6,493.1百萬元增加約人民幣1,049.0百萬元至二零

# Management Discussion and Analysis

## 管理層討論及分析

2022, representing an increase of approximately 16.2%. Such increase was due to a number of concession projects commenced commercial operation during the Reporting Period.

### Trade and Other Receivables and Prepayments

The Group's trade and other receivables and prepayments decreased by approximately RMB637.3 million from approximately RMB8,951.0 million as at 31 December 2021 to approximately RMB8,313.7 million as at 31 December 2022, representing a decrease of approximately 7.1%. Such decrease was mainly due to the increase in the provision for impairment of trade and other receivables in the current period.

### Cash and Cash Equivalents

The Group's cash and cash equivalents increased by approximately RMB172.2 million from approximately RMB428.4 million as at 31 December 2021 to approximately RMB600.6 million as at 31 December 2022, representing an increase of approximately 40.2%. Such increase was mainly due to a decrease in restricted cash and an increase in bank deposits during the Reporting Period as compared with last year.

### Trade and Other Payables

The Group's trade and other payables increased by approximately RMB162.3 million from approximately RMB8,807.8 million as at 31 December 2021 to approximately RMB8,970.1 million as at 31 December 2022, representing an increase of approximately 1.8%.

### Borrowings

As at 31 December 2022, the Group had borrowings of approximately RMB30,132.6 million (31 December 2021: approximately RMB28,655.5 million). As at 31 December 2022, the Group had unsecured borrowings of approximately RMB16,968.5 million (31 December 2021: approximately RMB14,708.6 million), and secured borrowings of approximately RMB13,164.1 million (31 December 2021: approximately RMB13,946.9 million).

### Pledge of Assets

As at 31 December 2022, borrowing of approximately RMB13,164.1 million (31 December 2021: approximately RMB13,946.9 million) were secured by the Group's receivables under service concession arrangements, contract assets, right-of-use assets, property, plant and equipment, intangible assets and the Company's investments in subsidiaries.

二二年十二月三十一日的約人民幣7,542.1百萬元，增幅約16.2%。增加主要是由於報告期內原在建項目轉運營所致。

### 貿易及其他應收款項以及預付款項

本集團的貿易及其他應收款項以及預付款項由二零二一年十二月三十一日的約人民幣8,951.0百萬元減少約人民幣637.3百萬元至二零二二年十二月三十一日的約人民幣8,313.7百萬元，降幅約7.1%。該減少主要是由於本期增加計提貿易及其他應收款項減值撥備所致。

### 現金及現金等價物

本集團的現金及現金等價物由二零二一年十二月三十一日的約人民幣428.4百萬元增加約人民幣172.2百萬元至二零二二年十二月三十一日的約人民幣600.6百萬元，增幅約40.2%。該增加主要是由於報告期內受限資金較上年減少，銀行存款金額增加所致。

### 貿易及其他應付款項

本集團的貿易及其他應付款項由二零二一年十二月三十一日的約人民幣8,807.8百萬元增加約人民幣162.3百萬元至二零二二年十二月三十一日的約人民幣8,970.1百萬元，增幅約1.8%。

### 借款

於二零二二年十二月三十一日，本集團借款約為人民幣30,132.6百萬元(二零二一年十二月三十一日：約人民幣28,655.5百萬元)。於二零二二年十二月三十一日，本集團的無抵押借款約為人民幣16,968.5百萬元(二零二一年十二月三十一日：約人民幣14,708.6百萬元)及有抵押的借款約為人民幣13,164.1百萬元(二零二一年十二月三十一日：約人民幣13,946.9百萬元)。

### 資產抵押

於二零二二年十二月三十一日，人民幣13,164.1百萬元(二零二一年十二月三十一日：約人民幣13,946.9百萬元)的借款由本集團服務特許經營安排下的應收款項、合約資產、使用權資產、物業、廠房及設備、以及無形資產及本公司於附屬公司的投資質押作抵押。

# Management Discussion and Analysis

## 管理層討論及分析

### Gearing Ratio

The Group's gearing ratio (calculated as net debt divided by total capital) increased from approximately 78.79% as at 31 December 2021 to approximately 86.81% as at 31 December 2022. The increase in gearing ratio was mainly due to the increased scale of debt financing during the Reporting Period.

The Board will closely monitor and improve the gearing ratio of the Group.

### Employees and Remuneration Policy

As at 31 December 2022, the Group employed 6,516 employees (31 December 2021: 6,998). During the Reporting Period, staff cost was approximately RMB605.0 million (for the year ended 31 December 2021: RMB666.5 million). The Group will strive to ensure that the remuneration level of employees is in line with industry practices and prevailing market conditions, and remunerations of employees will be determined based on their performance. The remuneration package provided to employees also includes basic and floating salaries, discretionary bonus and staff benefits. The Group also provides external and internal training programs for its employees.

The Group did not experience any significant labour disputes causing any material impact on its normal business operations.

### Foreign Exchange Risk

The Group principally operates in the PRC with most of the transactions being settled in RMB, which is the functional currency of most of the group entities. The Group also has certain subsidiaries in foreign operations. Foreign exchange risk arises from the recognised assets and liabilities and net investments in foreign operations. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through financing activities denominated in the relevant foreign currencies.

The group entities are exposed to foreign exchange risk of foreign currencies other than their functional currencies, primarily with respect to the US dollars ("US\$"), Euro ("EUR") and Hong Kong dollars ("HKD") (together "Non-functional Currencies"). The Group seeks to limit its exposure to foreign currency risk by closely monitoring and minimizing its net foreign currency position. Management considers the fluctuations in exchange rates between the functional currencies of respective group entities and Non-functional Currencies in which the group entities conduct business will not have significant effect on the Group's financial position and results of operations.

### 資產與負債的比率

本集團資產與負債的比率(按淨債務除以總資本計算)由二零二一年十二月三十一日的約78.79%增至二零二二年十二月三十一日的約86.81%。資產與負債的比例的增長主要是由於報告期內債務融資規模持續增加所致。

董事會將密切監察和改善本集團的資產與負債的比率。

### 僱員及薪酬政策

於二零二二年十二月三十一日，本集團聘用6,516名僱員(二零二一年十二月三十一日：6,998名)。報告期內，員工成本約為人民幣605.0百萬元(截至二零二一年十二月三十一日止年度：人民幣666.5百萬元)。本集團將致力確保僱員薪酬水準符合行業慣例及現行市場情況，而僱員薪酬乃基於彼等的表現釐定。為僱員提供的薪酬待遇亦包括基本及浮動薪資、酌情花紅及員工福利。本集團亦為僱員提供外部及內部培訓計劃。

本集團並無任何重大勞務糾紛對本集團正常業務營運產生重大影響。

### 外匯風險

本集團主要在中國經營業務，大部分交易以人民幣結算，人民幣為大部分集團公司的功能貨幣。本集團亦有若干附屬公司經營境外業務。外匯風險來自境外業務的已確認資產及負債和投資淨額。本集團境外業務淨資產所產生的貨幣風險，主要透過以相關外幣計值的融資活動進行管理。

集團實體承受其功能貨幣以外外幣的外匯風險，主要涉及美元(「美元」)、歐元(「歐元」)及港元(「港元」)(統稱「非功能貨幣」)。本集團力圖通過密切監察及盡量減少其外幣持倉淨額來限制外幣風險敞口。管理層認為各集團實體的功能貨幣與各集團實體經營業務的非功能貨幣之間的匯率波動不會對本集團的財務狀況及經營業績產生重大影響。



### Contingent Liabilities

Affected by the cases of financial leasing contract dispute, some assets of the Group were taken property preservation measures by the relevant courts from December 2021 to May 2022. Although the Group has settled its historical overdue borrowings, as at 31 December 2022, a lender of overdue borrowings has taken property preservation measures through judicial procedures, and the freezing of the Group's 7.27% equity in Qianjiang Biochemical with a book value of RMB348,856,000 has not yet been lifted. At present, the Company is actively communicating with relevant financial institutions involved in the lawsuit, seeking solutions from the professional lawyer team, hoping to reach a settlement through mediation and ensuring the smooth implementation of relevant settlement agreements. If the relevant settlement matters can be reached, the Company's assets subject to preservation measures and enforcement may be unfrozen, and such release will not have any adverse impact on the ownership of relevant assets and the circulation of funds in the account. Therefore, the Company believes that the property preservation and enforcement caused by relevant financial lease contract disputes will not constitute major contingent liabilities of the Group.

From January to March 2023, the aforementioned lender has released the freeze on the 4.75% equity in Qianjiang Biochemical with a book value of RMB228,018,000 as at 31 December 2022.

### Final Dividend

The Board does not recommend the distribution of a final dividend for the year ended 31 December 2022.

### 或然負債

受融資租賃合同糾紛案件影響，本集團的部分資產於二零二一年十二月至二零二二年五月期間，被相關法院採取財產保全措施。儘管本集團已經結清歷史逾期借款，截止二零二二年十二月三十一日，一間逾期借款的貸款人通過司法程序採取財產保全措施，尚未解除凍結本集團在錢江生化的7.27%股權賬面值人民幣348,856,000元。目前，本公司正在積極與涉訴的相關金融機構進行溝通，向專業律師團隊尋求解決方案，希望通過調解的方式達成和解，確保相關和解協議的順利履行。若相關的和解事項能夠達成，公司被採取保全措施及被執行的資產存在解除凍結的可能性，解除後將不會對相關資產的所有權及賬戶資金流通產生任何不利影響。因此，本公司認為相關融資租賃合同糾紛引起的財產保全以及被執行的情況不會構成本集團的重大或然負債。

於二零二三年一月至三月，上述貸款人已就截至二零二二年十二月三十一日的4.75%股權賬面值人民幣228,018,000元錢江生化股份解除凍結。

### 末期股息

董事會不建議分派截至二零二二年十二月三十一日止年度的末期股息。



# Management Discussion and Analysis

## 管理層討論及分析

### SIGNIFICANT INVESTMENTS AND ACQUISITIONS

- On 3 November 2022, Yunnan Water (Hong Kong) Company Limited (“**Yunnan Water (Hong Kong)**”), being a wholly-owned subsidiary of the Company) (as vendor) and Global Environment Investment (HK) Limited (“**Global Environment Investment**”) (as purchaser) entered into an equity transaction agreement, pursuant to which, Yunnan Water (Hong Kong) agreed to sell, and Global Environment Investment agreed to acquire, 100% interest in Yunshui Technology Co., Ltd.\* (雲水科技有限公司) at the consideration of RMB296,259,700.
- On 20 December 2022, Hyflux Utility WWT (MG) Limited (“**Hyflux Utility**”, being a wholly-owned subsidiary of the Company) (as vendor) and CGN Environmental Protection Industry Co. Ltd. (中廣核環保產業有限公司) (“**CGN Environmental Protection**”) (as purchaser) entered into an equity transaction agreement, pursuant to which, Hyflux Utility has agreed to sell, and CGN Environmental Protection has agreed to acquire, 100% equity interest in Hyflux NewSpring Waste Water Treatment (Mingguang) Co., Ltd.\* (凱發污水處理(明光)有限公司) at the consideration of RMB96,523,000.
- On 28 December 2022, the Company (as vendor) and CGN Environmental Protection Industry Co. Ltd. (中廣核環保產業有限公司) (“**CGN Environmental Protection**”) (as purchaser) entered into an equity transaction agreement, pursuant to which, the Company has agreed to sell, and CGN Environmental Protection has agreed to acquire, 100% equity interest in Lu'an Yeji Yunshui Water Investment Co., Ltd.\* (六安市葉集區雲水水務投資有限公司) at the consideration of RMB87,295,900.

For details of the above-mentioned significant investment and acquisition, please refer to the announcements published by the Company on 3 November 2022, 20 December 2022 and 28 December 2022.

### 重大交易事項

- 於二零二二年十一月三日，本公司全資附屬公司雲南水務(香港)股份有限公司(「雲南水務香港」)(作為賣方)及環投(香港)有限公司(「環投」)(作為買方)訂立產權交易合同。據此，雲南水務(香港)同意出售且環投同意購買雲南水務(香港)持有的雲水科技有限公司100%股權，代價為人民幣296,259,700元。
- 於二零二二年十二月二十日，本公司全資附屬公司凱發新泉公用事業污水(明光)有限公司(「凱發新泉公用事業」)(作為賣方)與中廣核環保產業有限公司(「中廣核環保」)(作為買方)訂立產權交易合同。據此，凱發新泉公用事業同意出售及中廣核環保同意收購凱發新泉公用事業持有凱發污水處理(明光)有限公司的100%股權，代價為人民幣96,523,000元。
- 於二零二二年十二月二十八日，本公司(作為賣方)與中廣核環保產業有限公司(「中廣核環保」)(作為買方)訂立產權交易合同。據此，本公司同意出售及中廣核環保同意收購本公司持有六安市葉集區雲水水務投資有限公司的100%股權，代價為人民幣87,295,900元。

有關上述重大交易事項的詳情，請參閱本公司於二零二二年十一月三日、二零二二年十二月二十日以及二零二二年十二月二十八日刊發的公告。

# Management Discussion and Analysis

## 管理層討論及分析

### Subsequent Events:

- On 27 February 2023, the Company (as vendor) and Beijing Enterprises Water Group (China) Investment Limited\* (北控水務(中國)投資有限公司) (“**Beijing Enterprise Water**”) (as purchaser) entered into (a) the Honghe Equity Transaction Agreement, pursuant to which, the Company has agreed to sell, and the Beijing Enterprise Water has agreed to acquire, 100% equity interest in Honghe Water Industry Investment Co., Ltd.\* (紅河州水務產業投資有限公司) at the consideration of RMB155,400,000; and (b) the Shuifu Equity Transaction Agreement, pursuant to which, the Company has agreed to sell, and Beijing Enterprise Water has agreed to acquire, 100% equity interest in Shuifu Water Industry Investment Co., Ltd.\* (水富縣水務產業投資有限公司) at the consideration of RMB28,300,000.

For details of the above-mentioned subsequent events, please refer to the announcement published by the Company on 27 February 2023.

### 報告期後事項：

- 於二零二三年二月二十七日，本公司（作為賣方）與北控水務(中國)投資有限公司(「北控水務」)(作為買方)訂立(a)紅河產權交易合同，據此，本公司同意出售及北控水務同意收購本公司持有紅河州水務產業投資有限公司的100%股權，代價為人民幣155,400,000元；及(b)水富產權交易合同，據此，本公司同意出售及北控水務同意收購本公司持有水富縣水務產業投資有限公司的100%股權，代價為人民幣28,300,000元。

有關上述期後事項的詳情，請參閱本公司於二零二三年二月二十七日刊發的公告。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

### EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

**Mr. Yu Long (“Mr. Yu”),** aged 51, joined the Group in June 2011, and currently serves as an executive Director, vice chairman and the general manager of the Company. Mr. Yu obtained a MBA degree from Guanghua School of Management, Peking University in July 2013, and is now studying as a doctor at the School of Economics and Management at University of Chinese Academy of Sciences. Mr. Yu has more than 18 years of experience in environmental and water works industry, market development, project management, investment capital management, and risk control management, and he is mainly responsible for the overall operation and management, strategic planning and business development of the Company. Mr. Yu was appointed as general manager of water works division and deputy general manager of Beijing Tsinghua Novel Environmental Protection Company Limited between July 2003 and August 2007. Mr. Yu was appointed as project management director of Kardan Water Group Limited\* (凱丹水務國際有限集團) between August 2007 and July 2008. Between July 2008 and April 2009, Mr. Yu was appointed as the deputy general manager of Ruoshi (Beijing) Investment Co., Ltd.\* (若石(北京)投資有限公司). Between May 2009 and October 2012, Mr. Yu was appointed as the sales director and the deputy general manager of Beijing OriginWater. Between June 2011 and August 2017, Mr. Yu served as General Manager and executive Director of the Company, and as General Manager of the Company between August 2017 and December 2018. Mr. Yu has served as an executive Director, vice chairman and General Manager of the Company from December 2018 till now, and Mr. Yu has been elected by the Board to act as the Acting Chairman from September 2021 till now. In addition, Mr. Yu has been appointed as chairman or director of various subsidiaries of our Group since January 2011.

### 執行董事及非執行董事

于龍先生(「于先生」)，51歲，于先生於二零一一年六月加入本集團，現擔任本公司執行董事，副董事長及總經理。于先生於二零一三年七月取得北京大學光華管理學院工商管理碩士學位，現於中國科學院大學經濟與管理學院博士在讀。于先生於環保及水務行業、市場開發、項目管理、投資資本管理以及風險控制管理擁有逾18年經驗，主要負責本公司的整體運營及管理、策略規劃及業務發展。於二零零三年七月至二零零七年八月期間，于先生擔任北京清華永新環保有限公司的副總經理及水務部門的總經理。於二零零七年八月至二零零八年七月期間，于先生擔任凱丹水務國際有限集團的項目管理總監。於二零零八年七月至二零零九年四月期間，于先生擔任若石(北京)投資有限公司的副總經理。於二零零九年五月至二零一二年十月期間，于先生擔任北京碧水源的銷售總監及副總經理。於二零一一年六月至二零一七年八月期間，于先生擔任本公司總經理及執行董事，自二零一七年八月起至二零一八年十二月期間，于先生擔任本公司總經理，自二零一八年十二月至今，于先生擔任本公司執行董事，副董事長及總經理，自二零二一年九月至今，于先生獲本公司董事會推舉代行董事長職權。此外，自二零一一年一月起于先生於本集團之多家附屬公司擔任董事長或董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Zhou Zhimi (“Mr. Zhou”)**, aged 48, joined the Group in March 2011, and currently serves as an executive Director and Chief Financial Controller of the Company. Mr. Zhou obtained a bachelor’s degree in statistics from Shanxi University of Finance and Economics in July 1999, and obtained the title certificate of senior accountant in March 2022. Mr. Zhou has over 22 years of experience in corporate finance management. From July 1999 to March 2006, Mr. Zhou worked in Yunnan Beifang Optical Electronics Group Co., Ltd.\* (雲南北方光學電子集團有限公司); from August 2005 to March 2011, Mr. Zhou served as the deputy director in the finance, accounting and audit department of Yunnan Yunguang Development Co., Ltd.\* (雲南雲光發展有限公司); from March 2011 to June 2014, Mr. Zhou successively served as the deputy manager and the manager of the finance department of YEPI, and also acted as the chief financial controller of its subsidiary; from June 2014 to September 2015, Mr. Zhou served as the manager of the finance department of the Company, and also the chief financial controller of various subsidiaries; from September 2015 to September 2021, Mr. Zhou served as the deputy financial controller of the Company, and successively served as the deputy general manager of its associated company and the financial controller of Shanghai Center of the Company. From September 2021 till now, Mr. Zhou has served as the financial controller of the Company. Mr. Zhou also serves as director and chairman of several subsidiaries of the Company.

**Mr. Mei Wei (“Mr. Mei”)**, aged 52, was awarded a bachelor’s degree in water conservancy and hydropower engineering construction by Gezhouba Hydropower Engineering College (葛洲壩水電工程學院) in July 1992, and became a senior engineer in water conservancy engineering in November 2013. Mr. Mei has more than 22 years of rich management experience in the environmental protection industry. From May 2000 to March 2003, Mr. Mei served as the deputy director of the Yunnan Institute of Water & Hydropower Engineering Investigation, Design and Research (雲南省水利水電勘測設計研究院). From March 2003 to May 2008, Mr. Mei successively served as the deputy dean and dean of the Water Conservancy Branch of Yunnan Institute of Water & Hydropower Engineering Investigation, Design and Research (雲南省水利水電勘測設計研究院水利分院). From May 2008 to June 2009, Mr. Mei served as the executive deputy dean of Niulanjiang Branch of Yunnan Institute of Water & Hydropower Engineering Investigation, Design and Research (雲南省水利水電勘測設計研究院牛欄江分院). From June 2009 to January 2022, Mr. Mei successively served as the deputy dean, executive deputy dean and dean of Yunnan Institute of Water & Hydropower Engineering Investigation, Design and Research. Since January 2022, Mr. Mei has served as the secretary of the Party Committee and chairman of Yunnan Green Environmental Protection Industry Group Co., Ltd.\* (雲南省綠色環保產業集團有限公司), a controlling shareholder of the Company.

**周志密先生(「周先生」)**，48歲，於二零一一年三月加入本集團，現擔任本公司執行董事及財務總監。周先生於一九九九年七月獲山西財經大學授予的統計學學士學位，並於二零二二年三月取得高級會計師聯稱證書。周先生在企業財務管理方面擁有逾二十年的經驗。於一九九九年七月至二零零六年三月，周先生在雲南北方光學電子集團有限公司工作；於二零零五年八月至二零一一年三月，周先生在雲南雲光發展有限公司擔任財會審計部副部長；於二零一一年三月至二零一四年六月，周先生在雲南綠色環保集團先後任財務部副經理、財務部經理，並兼任下屬公司財務總監；於二零一四年六月至二零一五年九月，周先生在本公司擔任財務部經理並兼任下屬多家公司財務總監；於二零一五年九月至二零二一年九月，周先生在本公司擔任財務副總監，並先後兼任下屬參股公司副總經理、本公司上海中心財務總監。二零二一年九月起至今，周先生擔任本公司財務總監職務。周先生亦擔任本公司多家下屬公司董事、董事長職務。

**梅偉先生(「梅先生」)**，52歲，於一九九二年七月獲葛洲壩水電工程學院授予水利水電工程建築專業學士學位，於二零一三年十一月獲授水利工程正高級工程師職稱。梅先生在環保行業擁有逾二十年的豐富管理經驗。於二零零零年五月至二零零三年三月，梅先生擔任雲南省水利水電勘測設計研究院設計處副處長。於二零零三年三月至二零零八年五月，梅先生歷任雲南省水利水電勘測設計研究院水利分院副院長、院長。於二零零八年五月至二零零九年六月，梅先生擔任雲南省水利水電勘測設計研究院牛欄江分院常務副院長。於二零零九年六月至二零二二年一月，梅先生歷任雲南省水利水電勘測設計研究院副院長、常務副院長及院長。於二零二二年一月至今，梅先生擔任本公司控股股東雲南省綠色環保產業集團有限公司黨委書記、董事長。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Dai Richeng (“Mr. Dai”)**, aged 58, joined the Group in October 2020, and currently serves as a non-executive Director of the Company. Mr. Dai holds a master’s degree in environmental engineering from the Department of Chemical Engineering in Nanjing University of Science and Technology and a doctoral degree in environmental engineering of the Department of Environmental Engineering from Tsinghua University. Mr. Dai has extensive experience for about 30 years in the water treatment industry. He was an engineer at the Water Pollution Research Office of the Quan Jun Environmental Science Research Centre\* (全軍環境科學研究中心水污染研究室) and later acted as a senior engineer in the China Water Pollution Research Centre\* (中國水污染研究中心). From 1998 to 2010, Mr. Dai acted as the general manager and senior engineer in a subsidiary principally engaged in wastewater treatment of Tsinghua Tongfang Co., Ltd.\* (清華同方股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600100). From 2010 to 2012, he was the vice-president and senior engineer of Beijing Enterprises Water Group Limited (北控水務集團有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 371). Mr. Dai has been the general manager of Beijing OriginWater from October 2012 to April 2016, has been the director of Beijing OriginWater from April 2014 to September 2020 and has been the general manager and executive general manager of Beijing OriginWater since March 2018; Mr. Dai was the executive Director and vicechairman of the Company from June 2016 to August 2018, and the non-executive Director of the Company from August 2018 to December 2018, and from December 2018 till now, he has been the non-executive Director of the Company.

戴日成先生(「戴先生」)，58歲，於二零二零年十月加入本集團，現擔任本公司非執行董事。戴先生獲得南京理工大學化學工程系環境專業工學碩士及清華大學環境工程環境工程專業工學博士學位。戴先生於水處理行業擁有約三十年的豐富經驗，彼曾於全軍環境科學研究中心水污染研究室擔任工程師，其後於中國水污染研究中心擔任高級工程師。戴先生於一九九八年至二零一零年期間，於清華同方股份有限公司(於上海證券交易所上市的公司，股份代號：600100)以污水處理為主的附屬公司擔任總經理兼高級工程師。彼於二零一零年至二零一二年期間，於北控水務集團有限公司(於聯交所主板上市的公司，股份代號：371)擔任副總裁兼高級工程師。戴先生自二零一二年十月至二零一六年四月期間，擔任北京碧水源總經理，於二零一四年四月至二零二零年九月期間，擔任北京碧水源董事，於二零一八年三月起至今，擔任北京碧水源總經理、執行總經理；戴先生自二零一六年六月至二零一八年八月任本公司執行董事、副董事長，二零一八年八月至二零一八年十二月任本公司非執行董事，於二零一八年十二月至今，戴先生擔任本公司非執行董事。



## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Chen Yong (“Mr. Chen”)**, aged 49, joined the Group in June 2019, and currently serves as a non-executive Director of the Company. He is a postgraduate and senior accountant. Mr. Chen obtained a bachelor’s degree in computer science from Xinjiang University (新疆大學) in July 1999 and a master’s degree in business administration from Xinjiang University of Finance and Economics in June 2009. Mr. Chen has over 26 years of extensive experience in accounting and management. From February 1992 to July 2008, Mr. Chen worked for CNPC Xinjiang Sales Company\* (中國石油新疆銷售公司) and served as a Deputy Director of the Finance Department and a Director of the Corporate Management Department. Since September 2010, Mr. Chen has been the General Manager of the Equity Investment Department of Kunlun Trust Co., Ltd.\* (昆侖信託有限責任公司), the General Manager of the Equity Investment Department of CNPC Asset Management Co., Ltd.\* (中油資產管理有限公司), the Managing Director of Ningbo Kunlun Xinyuan Equity Management Partnership (Limited Partnership)\* (寧波昆侖信託元股權管理合夥企業(有限合夥)) and an Authorised Representative of the Executive Partner of Yantai Xinzhen Tianying Equity Investment Center (Limited Partnership)\* (煙台信貞添盈股權投資中心(有限合夥)). In addition, Mr. Chen has been a supervisor of Shandong International Trust Co., Ltd.\* (山東省國際信託股份有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 1697) since September 2014. He has been a director of Tianjin Climate Exchange Co., Ltd. (天津排放權交易所有限公司) since December 2015. He has been a director of Jiemian (Shanghai) Network Technology Co., Ltd.\* (界面(上海)網絡科技有限公司) since July 2016, and a director of Beijing Wuerzhilu Technology Co., Ltd.\* (北京無二之旅科技有限公司) since April 2017, and a director of Beijing Weiche Technology Co., Ltd.\* (北京喂車科技有限公司) since May 2017. Mr. Chen has been a director of Shandong Provincial Financial Asset Management Co., Ltd.\* (山東省金融資產管理股份有限公司) since July 2018, the vice chairman of Beijing Kunlun Zhihui Technology Co., Ltd.\* (北京昆侖致匯科技有限公司) since February 2018, and from June 2019 till now, he has been the non-executive Director of the Company.

陳勇先生(「陳先生」)，49歲，於二零一九年六月加入本集團，現擔任本公司非執行董事。研究生學歷，高級會計師。陳先生於一九九九年七月取得新疆大學電腦專業應用學士學位，於二零零九年六月取得新疆財經大學工商管理碩士學位。陳先生在會計及管理方面擁有逾二十六年豐富經驗。自一九九二年二月至二零零八年七月，陳先生就職於中國石油新疆銷售公司，先後擔任財務處副處長、企管處處長等職務。自二零一零年九月起，陳先生任昆侖信託有限責任公司股權投資部總經理、中油資產管理有限公司股權投資部總經理、寧波昆侖信託元股權管理合夥企業(有限合夥)董事總經理、煙台信貞添盈股權投資中心(有限合夥)執行事務合夥人委派代表。此外，陳先生自二零一四年九月起，任山東省國際信託股份有限公司(於聯交所主板上市的公司，股份代號：1697)監事。自二零一五年十二月起，任天津排放權交易所有限公司董事。自二零一六年七月起，任界面(上海)網絡科技有限公司董事。自二零一七年四月起，任北京無二之旅科技有限公司董事。自二零一七年五月起，任北京喂車科技有限公司董事。自二零一八年七月起，任山東省金融資產管理股份有限公司董事。自二零一八年二月起，任北京昆侖致匯科技有限公司副董事長。自二零一九年六月至今，擔任本公司非執行董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Liu Hui (“Mr. Liu”)**, aged 44, joined the Group in 2021, and currently serves as a non-executive Director and deputy general manager of the Company. Mr. Liu obtained a bachelor’s degree in medical insurance from Nanjing Railway Medical College in August 1999 and a master’s degree in political economics from Yunnan University in July 2008. Mr. Liu has over 22 years of extensive experience in corporate financial management. From August 1999 to September 2005, Mr. Liu acted as an assistant economist in the Third People’s Hospital of Yunnan Province\* (雲南省第三人民醫院); from July 2008 to January 2011, Mr. Liu worked in the accounting department of the Rural Credit Cooperative Union of Wuhua District, Kunming City; from January 2011 to August 2013, Mr. Liu served as the business supervisor in the financial management department of Yunnan Metropolitan Construction Investment Co., Ltd.\* (雲南省城市建設投資集團有限公司); from August 2013 to September 2014, Mr. Liu served as the chief financial officer of Yunnan Urban Investment and Venture Capital Co., Ltd.\* (雲南城投創業投資有限公司); from September 2014 to August 2016, Mr. Liu worked as a business supervisor in the financial management center of Yunnan Metropolitan Construction Investment Co., Ltd.; from August 2016 to November 2020, Mr. Liu worked as a deputy general manager of the financial management center of Yunnan Metropolitan Construction Investment Co., Ltd.; from June 2019 to December 2019, Mr. Liu concurrently served as the chief financial officer of Chengdu Global Century Convention & Exhibition Tourism Group Co., Ltd.\* (成都環球世紀會展旅遊集團有限公司); and from November 2020 to 25 February 2023, Mr. Liu has acted as the deputy general manager of the financial management center of YHTH. Since June 2021, Mr. Liu has been the non-executive Director of the Company. From 29 March 2023 till now, Mr. Liu has been the deputy general manager of the Company.

劉暉先生(「劉先生」)，44歲，於二零二一年加入本集團，現擔任本公司非執行董事及副總經理。劉先生於一九九九年八月獲南京鐵道醫學院授予醫療保險專業學士學位，於二零零八年七月獲雲南大學政治經濟學碩士學位。劉先生在企業財務管理方面擁有逾二十二年的豐富經驗。於一九九九年八月至二零零五年九月，劉先生在雲南省第三人民醫院任助理經濟師；於二零零八年七月至二零一一年一月，劉先生在昆明市五華區農村信用合作聯社會計部工作；於二零一一年一月至二零一三年八月，劉先生在雲南省城市建設投資集團有限公司財務管理部任業務主管；於二零一三年八月至二零一四年九月，劉先生在雲南城投創業投資有限公司任財務總監；於二零一四年九月至二零一六年八月，劉先生在雲南省城市建設投資集團有限公司財務管理中心任業務主管；於二零一六年八月至二零二零年十一月，劉先生在雲南省城市建設投資集團有限公司財務管理中心任副總經理；於二零一九年六月至二零一九年十二月，劉先生兼任成都環球世紀會展旅遊集團有限公司財務總監；於二零二零年十一月至二零二三年二月二十五日，劉先生任本公司控股股東雲南康旅集團財務管理中心副總經理。自二零二一年六月執行，劉先生擔任本公司非執行董事。自二零二三年三月二十九日至今，劉先生擔任本公司副總經理。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Liu Shuen Kong (“Mr. Liu”)**, aged 50, joined the Group in June 2018, and currently serves as an independent non-executive Director of the Company. Mr. Liu obtained a bachelor’s degree in accounting and a master’s degree in accounting from RMIT University of Australia in 1996 and 2002, respectively. He subsequently obtained a master’s degree in business administration from Deakin University of Australia in 2004. Mr. Liu has more than 21 years of experience in accounting, auditing and management and is a qualified accountant of CPA Australia and Hong Kong Institute of Certified Public Accountants. Mr. Liu has worked at KPMG since 1996 as a manager, senior manager and supervisor. From 1996 to 1999, he worked in the audit department of the Hong Kong office of KPMG. From 1999 to 2010, he worked in the financial advisory service department of the Guangzhou office and Shenzhen office of KPMG. From October 2010 to December 2013, Mr. Liu was chief financial officer and company secretary of Leoch International Technology Limited (a company listed on the Main Board of the Stock Exchange, stock code: 842). From December 2013 to May 2017, Mr. Liu was executive director, chief financial officer and company secretary of Yestock Car Rental Company Limited. Since May 2017, Mr. Liu has been the managing director of member companies of Heungkong Financial Group. From June 2018 till now, Mr. Liu has been the independent non-executive Director of the Company.

### 獨立非執行董事

廖船江先生(「廖先生」)，50歲，於二零一八年六月加入本集團，現擔任本公司獨立非執行董事。廖先生分別於一九九六年和二零零二年取得澳大利亞皇家墨爾本理工大學會計學士學位及會計碩士學位，其後於二零零四年獲得澳大利亞迪肯大學授予工商管理碩士學位。廖先生在會計、審計及管理方面擁有逾二十一年豐富經驗，是澳洲會計師公會及香港會計師公會的合資格會計師。廖先生自一九九六年起歷任畢馬威會計事務所經理、高級經理及主任等職務，其中：一九九六年至一九九九年，於畢馬威會計事務所香港辦事處的審計部工作；一九九九年至二零一零年，於畢馬威會計事務所廣州辦事處及深圳辦事處的財務顧問服務部工作。於二零一零年十月至二零一三年十二月期間，廖先生任理士國際技術有限公司(於聯交所主板上市之公司，股份代號：842)財務總監兼公司秘書。於二零一三年十二月至二零一七年五月期間，廖先生任贏時通汽車租賃有限公司執行董事、財務總監、公司秘書。自二零一七年五月起至今廖先生擔任香江金融集團成員公司董事總經理。自二零一八年六月起至今，廖先生擔任本公司獨立非執行董事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Zhong Wei (“Mr. Zhong”)**, aged 54, joined the Group in October 2020, and currently serves as an independent non-executive Director of the Company. Mr. Zhong graduated from Nanjing University in 1990 majoring in applied physics and from Southeast University in 1994 majoring in industrial economics management. Mr. Zhong received his doctorate’s degree in 1999 from Beijing Normal University majoring in international economics. Between September 2001 and July 2004, Mr. Zhong engaged in postdoctoral research in management science at Tongji University. Mr. Zhong served as an assistant engineer at Wuxi Alarm Devices Factory from July 1990 to July 1992. Mr. Zhong worked as a lecturer at the Business School of Jiangnan University from July 1994 to July 1997. Mr. Zhong served as an associate professor at the Business School of Beijing Normal University between 1999 and 2003. Mr. Zhong has been a professor of the department of Economics and Business Management of Beijing Normal University since July 2003. Mr. Zhong has long been engaged in the field of finance and macroeconomic research. He was selected by the PRC Ministry of Education and the Beijing Supported by Program for New Century Excellent Talents in University\* (北京市新世紀優秀哲學社會科學人才計劃). From April 2017 till now, Mr. Zhong has served as an independent non-executive director of China Resources Land Limited (華潤置地有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 1109). From August 2020 till now, he has served as an independent non-executive director of China Jinmao Holdings Group Limited (中國金茂控股集團有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 817). From October 2020 till now, he has been the independent non-executive Director of the Company.

**Mr. Zhou Beihai (“Mr. Zhou”)**, aged 60, joined the Group in October 2020, and currently serves as an independent non-executive Director of the Company. Mr. Zhou Beihai obtained a doctoral degree in engineering from the Department of Environmental Engineering at Tsinghua University (清華大學環境工程系) in March 1992. Mr. Zhou carried out research on solid waste landfill technology at The University of Fukuoka in Japan from March 1992 to March 1994, and conducted research on photocatalysis water treatment technology at Saitama University in Japan from January 1995 to March 1995. Mr. Zhou served as the director of the Registration and Management Centre for the solid waste under the State Administration of Environmental Protection (國家環保總局固體廢物登記管理中心) from October 1996 to August 2001, and served as diplomatic officer of science and technology at the Chinese Embassy in Japan from October 2001 to December 2004. Mr. Zhou has been appointed as the professor at the School of Energy and Environmental Engineering of University of Science and Technology Beijing since January 2005. From October 2020 till now, he has been the independent nonexecutive Director of the Company.

**鍾偉先生(「鍾先生」)**，54歲，於二零二零年十月加入本集團，現擔任本公司獨立非執行董事。鍾先生於一九九零年畢業於南京大學應用物理學專業，一九九四年畢業於東南大學工業經濟管理學專業，一九九九年獲得北京師範大學世界經濟學專業博士學位。二零零一年九月至二零零四年七月，鍾先生在同濟大學從事管理科學博士後研究工作。一九九零年七月至一九九二年七月，鍾先生於無錫報警設備廠任助理工程師。一九九四年七月至一九九七年七月，於江南大學商學院擔任講師。一九九九年至二零零三年，鍾先生於北京師範大學經濟管理學院任副教授。二零零三年七月至今，於北京師範大學經濟與工商管理學院任教授。鍾先生長期從事金融領域及宏觀經濟研究，入選中國教育部和北京市新世紀優秀哲學社會科學人才計劃。二零一七年四月至今，鍾先生擔任華潤置地有限公司(於聯交所主板上市的公司，股份代號：1109)獨立非執行董事，於二零二零年八月至今擔任中國金茂控股集團有限公司(於聯交所主板上市的公司，股份代號：817)獨立非執行董事，於二零二零年十月至今擔任本公司獨立非執行董事。

**周北海先生(「周先生」)**，60歲，於二零二零年十月加入本集團，現擔任本公司獨立非執行董事。周先生於一九九二年三月在清華大學環境工程系研究生畢業，獲工學博士學位。一九九二年三月至一九九四年三月年在日本福岡大學從事固體廢物填埋技術的研究，一九九五年一月至一九九五年三月在日本埼玉大學從事光催化水處理技術的研究，一九九六年十月至二零零一年八月擔任國家環保總局固體廢物登記管理中心主任，二零零一年十月至二零零四年十二月擔任中國駐日本大使館高級科技外交官，二零零五年一月至今擔任北京科技大學能源與環境工程學院教授，二零二零年十月至今擔任本公司獨立非執行董事。



## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

### SUPERVISORS

**Mr. Long Limin (“Mr. Long”)**, aged 54, joined the Group in August 2017, and currently serves as a shareholder representative Supervisor and chairman of the Supervisory Committee of the Company. Mr. Long obtained a bachelor’s degree in engineering from Chongqing University in 1991 and a master’s degree in business administration from Tsinghua University in 2004. Between 1991 and 2000, Mr. Long acted as deputy factory director of Beijing Plumbing Equipment Factory 1 (北京市水暖器材一廠). Between 2000 and 2010, Mr. Long served as vice general manager of Tsinghua Tongfang Artificial Environment Co., Ltd\* (清華同方人工環境有限公司). Between 2010 and 2011, Mr. Long was the director of operation and the manager of procurement department of Beijing OriginWater. Between 2011 and 2013, Mr. Long served as the general manager of Shandong Yashi Co., Ltd.\* (山東雅士股份有限公司). Between 2013 and 2016, Mr. Long was the director of enquiry and procurement department of Beijing OriginWater. From 2016 to March 2018, Mr. Long was the director of operation planning center of Beijing OriginWater, and he has been the director and deputy general manager of Beijing OriginWater since March 2018.

**Mr. Zhu Zhen (“Mr. Zhu”)**, aged 38, joined the Group in August 2017, and currently serves as a shareholder representative Supervisor of the Company. Mr. Zhu obtained his master’s degree in law from Tsinghua University in September 2009. Mr. Zhu has almost 10 years of experience in law and investment related industries. Mr. Zhu was the deputy general manager of the auditing and legal department of YHTH from October 2013 to September 2016, and he was promoted as the general manager of the legal department of YHTH in September 2016. Mr. Zhu has also acted as the general manager of the leisure industry department under the investment and management center of YHTH since 2018. In addition, Mr. Zhu has served as director and supervisor in various subsidiaries of YHTH since September 2014.

### 監事

**龍利民先生(「龍先生」)**，54歲，於二零一七年八月加入本集團，現擔任本公司股東代表監事及監事會主席。龍先生於一九九一年獲重慶大學授予工學學士學位，於二零零四年獲清華大學授予工商管理碩士學位。於一九九一年至二零零零年期間，龍先生任北京市水暖器材一廠副廠長；於二零零零年至二零一零年期間，龍先生擔任清華同方人工環境有限公司副總經理職務。於二零一零年至二零一一年期間，龍先生擔任北京碧水源運營總監兼採購部經理。於二零一一年至二零一三年期間，龍先生擔任山東雅士股份有限公司總經理。於二零一三年至二零一六年期間，龍先生擔任北京碧水源詢價採購部總監。於二零一六年至二零一八年三月期間，龍先生擔任北京碧水源經營計劃中心總監，自二零一八年三月起龍先生擔任北京碧水源董事、副總經理。

**朱振先生(「朱先生」)**，38歲，於二零一七年八月加入本集團，現擔任本公司股東代表監事。朱先生於二零零九年九月於清華大學取得法律碩士學位。朱先生擁有近10年的法律及投資從業經驗。於二零一三年十月至二零一六年九月期間擔任雲南康旅集團審計與法律事務部副總經理，於二零一六年九月晉升為雲南康旅集團法務部總經理。二零一八年起兼任雲南康旅集團投資管理中心休閒產業部總經理。此外，自二零一四年九月起朱先生擔任雲南康旅集團多家附屬公司的董事、監事。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Huang Yi (“Mr. Huang”)**, aged 47, joined the Group in June 2011, and he is currently an employee representative supervisor, deputy general manager, the deputy general manager of the technology and risk control center and the general manager of the southwest region of the Company. Mr. Huang Yi obtained a bachelor’s degree in Computer and Application from Yunnan University in July 1998 and a master’s degree in Business Administration from Nanjing Normal University in July 2001. From July 2001 to November 2003, Mr. Huang Yi served as a principal staff member of the economic and trade division in the Kunming Resident Office of the National Audit Office. From November 2003 to May 2009, Mr. Huang Yi served successively as senior analyst in the planning and development department, assistant to the director of the audit department and deputy director of the discipline inspection office of Yunnan Malong Industry Group Company Limited\* (雲南馬龍產業集團股份有限公司). Since August 2009, Mr. Huang Yi has served successively as deputy manager of the investment development department, manager of the investment development department, deputy general manager of the market and investment centre, the deputy general manager of the technology and risk control center and the general manager of the southwest region of the Company. In addition, since August 2007, Mr. Huang Yi has served as chairman or general manager of certain subsidiaries of the Group. Since 29 March 2023, Mr. Huang has been appointed as the deputy general manager.

**Ms. Tang Shuang (“Ms. Tang”)**, aged 39, joined the Group in January 2015, and currently serves as the deputy manager of the business department and an employee representative Supervisor of the Company. Ms. Tang obtained a bachelor’s degree in management from Yunnan University in Yunnan in July 2007, and she obtained the qualification as an accountant in May 2006 awarded by the Ministry of Finance. Ms. Tang is mainly responsible for supervising the Directors, managers and other management personnel of the Company to ensure compliance with laws and regulations, the Articles of Association and the resolutions of Shareholders’ meetings. Ms. Tang has more than 11 years of working experience in large-scale enterprises. Ms. Tang was an employee of the Yunnan branch office of Ping An Life Insurance Limited between July 2007 and June 2008, later she served as the accountant for the Beijing branch office of Ping An Property & Casualty Insurance Company of China Limited from July 2008 to March 2010. From March 2010 to February 2015, Ms. Tang served in the business department of Yunnan OriginWater Technology Company Limited. Ms. Tang served as the deputy manager of the bidding and procurement department of the Company from March 2015 to November 2015. Since December 2015, she has been the deputy manager of the business department of the Company.

**黃軼先生(「黃先生」)**，47歲，於二零一一年六月加入本集團，現擔任本公司職工代表監事，副總經理，技術與風控中心副總經理兼西南大區總經理。黃先生於一九九八年七月取得雲南大學計算機及應用學士學位，並於二零零一年七月取得南京師範大學企業管理碩士學位。黃先生於二零零一年七月至二零零三年十一月期間擔任國家審計署駐昆明特派員辦事處經貿處主任科員。於二零零三年十一月至二零零九年六月期間，黃先生歷任雲南馬龍產業集團股份有限公司計劃發展部高級分析師，審計部主任助理及紀檢審辦公室副主任。自二零零九年八月起至今，黃先生歷任本公司投資發展部副經理，投資發展部經理，市場與投資中心副總經理，技術與風控中心副總經理兼西南大區總經理。此外，自二零零七年八月起，黃先生於本集團之多家附屬公司擔任董事長或總經理。自二零二三年三月二十九日，黃先生獲委任為副總經理。

**唐爽女士(「唐女士」)**，39歲，於二零一五年一月加入本集團，現擔任本公司商務部副經理及職工代表監事。唐女士於二零零七年七月在雲南取得雲南大學管理學學士學位，於二零零六年五月獲財政部授予會計師資格。唐女士主要負責監督董事、本公司經理及其他管理層人員，以確保遵守法律及法規、公司章程及股東會議的決議。唐女士擁有逾十一年在大型企業工作的經驗。於二零零七年七月至二零零八年六月期間，唐女士在中國平安人壽保險股份有限公司雲南分行任職，其後於二零零八年七月至二零一零年三月期間在中國平安財產保險股份有限公司北京分行擔任會計師。於二零一零年三月至二零一五年二月期間，唐女士在雲南城投碧水源水務科技有限責任公司商務部任職。二零一五年三月至二零一五年十一月期間，唐女士任本公司招標採購部副經理，自二零一五年十二月起至今任本公司商務部副經理。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

**Mr. Tan Hairui (“Mr. Tan”)**, aged 52, joined the Group in January 2015, and currently serves as an independent Supervisor of the Company. Mr. Tan obtained a bachelor’s degree in economics from Yunnan Finance and Trade College (now known as Yunnan University of Finance and Economics) in July 1993. Mr. Tan obtained the certificate as a registered accountant issued by Accountant Examination Committee of Ministry of Finance of the PRC in April 1999 and a Lawyer’s License in August 2004. Mr. Tan has more than 19 years of working experience in large-scale enterprises, and he is mainly responsible for supervising the Directors, managers and other management personnel to ensure compliance with laws and regulations, the Articles of Association and the resolutions of Shareholders’ meetings. Mr. Tan was the deputy manager of the financial department of Yunda Science & Technology Industry Company from 2000 to December 2001. Mr. Tan joined Yunnan Hengxin Law Firm as trainee solicitor and lawyer from January 2002 to August 2007. Mr. Tan joined the Yunnan Quzhi Law Firm as lawyer between September 2007 and March 2009. Mr. Tan worked in Yunnan Geyuan Law Firm as a lawyer from March 2009 to January 2018. Since January 2018, Mr. Tan has been working in Beijing Yingke (Kunming) Law Firm (北京盈科(昆明)律師事務所) as a lawyer.

**Ms. Zhang Ling (“Ms. Zhang”)**, aged 47, joined the Group in January 2018, and currently serves as an independent Supervisor of the Company. Ms. Zhang is the deputy professor and Master’s tutor of law school of Yunnan University of Finance and Economics and director of the collaborated regional resources law research center of law school of Yunnan University of Finance and Economics. Ms. Zhang obtained her law degree in July 1997 at Wuhan University and master degree in international business law and European Union law at University of Sheffield in November 2004. Since September 2005, Ms. Zhang has been working at the law school of Yunnan University of Finance and Economics, responsible for teaching, research and application of law. Ms. Zhang had published dozens of professional academic papers on law, held discussions on national social topics and research on provincial laws. She was invited by the Legal Affairs Office of the State Council\* (國務院法制辦), the Ministry of Civil Affairs\* (民政部) and the Ministry of Foreign Affairs\* (外交部) to participate in the amendments of two laws and regulations and legislative consultation. She has received the research award of Yunnan Philosophical Social Science Society\* (雲南省哲學社會科學研究獎勵) twice. In addition, Ms. Zhang had approximately 21 years of solid experience in the legal field. Since she was qualified as a practicing lawyer in November 1999, Ms. Zhang had worked in five different law firms in Yunnan Province and is currently working on or part-time basis at Yunnan Baqian Law Firm\* (雲南八謙律師事務所).

**譚海銳先生(「譚先生」)**，52歲，於二零一五年一月加入本集團，現擔任本公司獨立監事。譚先生於一九九三年七月取得雲南財貿學院(現稱雲南財經大學)經濟學學士學位，於一九九九年四月取得中國財政部會計師考試委員會頒發的註冊會計師證書，於二零零四年八月取得律師執業資格證。譚先生擁有逾19年在大型企業工作的經驗，主要負責監督董事、經理及其他管理層人員，以確保遵守法律及法規、公司章程及股東會議的決議。於二零零零年至二零零一年十二月期間，譚先生在雲大科技產業股份有限公司擔任財務部副經理。於二零零二年一月至二零零七年八月期間，譚先生加入雲南恒鑫律師事務所擔任實習律師和律師。於二零零七年九月至二零零九年三月期間，譚先生在雲南曲直律師事務所擔任律師。自二零零九年三月至二零一八年一月，譚先生在雲南格元律師事務所擔任律師，自二零一八年一月至今，譚先生在北京盈科(昆明)律師事務所擔任律師。

**張玲女士(「張女士」)**，47歲，於二零一八年一月加入本集團，現擔任本公司獨立監事。張女士現擔任雲南財經大學法學院副教授、碩士生導師，雲南財經大學法學院區域能源合作法律研究中心主任。張女士於一九九七年七月獲武漢大學授予法學學士學位，其後於二零零四年十一月獲英國謝菲爾德大學授予的國際商事法及歐盟法專業法學碩士學位。張女士自二零零五年九月起任職於雲南財經大學法學院，從事法律的教學、科研及實踐工作。張女士曾先後發表數十篇高級別法學專業學術論文，主持國家社科課題及數項省部級法學研究課題，受國務院法制辦、民政部及外交部邀請參加兩部法規及條例的修訂及立法諮詢工作，曾兩次榮獲雲南省哲學社會科學研究獎勵。此外，張女士擁有近二十一年涉外法律服務的豐富經驗，其自一九九九年十一月獲得中國執業律師資格證以來，先後於雲南省內五家不同律師事務所執業，現兼職於雲南八謙律師事務所。

## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

### SENIOR MANAGEMENT

**Mr. Ma Xiangyi (“Mr. Ma”)**, aged 48, joined the Group in February 2016, successively served as the deputy general manager and general manager of the project management center and was appointed as a deputy general manager of the Company by the second session of the Board. Mr. Ma obtained a bachelor’s degree in industrial and civil construction from Yunnan Polytechnic University in July 1997 and the qualification of intermediate engineer (in water supply and drainage) in August 2002. Mr. Ma has over 23 years of rich experience in water and relevant industries. Mr. Ma served as an engineer at the infrastructure construction division of Kunming Municipal Water Discharge Company\* (昆明市城市排水公司) from August 1997 to August 2005, a deputy general manager of Kunming Dianchi Project Management Company\* (昆明滇池項目管理公司) from September 2005 to October 2012 and a standing deputy general manager of Kunming Dianchi Construction Management Company\* (昆明滇池建設管理公司) from November 2012 to February 2016. In addition, Mr. Ma served as the chairman or a senior management member of a number of subsidiaries of the Group since September 2016.

**Ms. Luo Shujie (“Ms. Luo”)**, aged 38, joined the Group in January 2021 and successively served as served as the deputy financial controller of the Company and was appointed as a deputy general manager of the Company by the third session of the Board. Ms. Luo obtained a bachelor’s degree in finance (risk management and insurance) from Yunnan University of Finance and Economics in July 2006 and a master’s degree in software engineering from Xiamen University in June 2011. Ms. Luo has over 11 years of management experience in the financial sector. From July 2006 to July 2008, Ms. Luo worked in Kunming Commercial Bank. From July 2008 to January 2021, Ms. Luo served as the president of Kunming Baida Sub-branch of Fudian Bank Co., Ltd., the director of the Wealth Center of Kunming Chajie Sub-branch of Fudian Bank, and the assistant president of Kunming Economic Development Zone Sub-branch of Fudian Bank.

### 高級管理人員

**馬祥迺先生(「馬先生」)**，48歲，二零一六年二月加入本集團歷任項目管理中心副總經理、總經理，由公司第二屆董事會聘任為本公司副總經理。馬先生於一九九七年七月取得雲南工業大學工民建專業學士學位，並於二零零二年八月取得中級工程師(給排水)資格。馬先生於水務及相關行業擁有逾23年的豐富經驗。馬先生於一九九七年八月至二零零五年八月期間任昆明市城市排水公司基建處工程師。二零零五年九月至二零一二年十月期間，馬先生擔任昆明滇池項目管理公司副總經理。二零一二年十一月至二零一六年二月期間，馬先生擔任昆明滇池建設管理公司常務副總經理。此外，自二零一六年九月起馬先生於本集團之多家附屬公司擔任主席或高級管理人員。

**駱姝潔女士(「駱女士」)**，38歲，於二零二一年一月加入本集團，歷任本公司融資副總監，由公司第三屆董事會聘任為本公司副總經理。駱女士於二零零六年七月獲雲南財經大學金融學(風險管理與保險)專業學士學位，並於二零一一年六月獲廈門大學軟體工程領域工程專業碩士學位。駱女士在金融領域擁有逾11年的管理經驗。二零零六年七月至二零零八年七月，駱女士任職於昆明市商業銀行。二零零八年七月至二零二一年一月，駱女士歷任富滇銀行股份有限公司昆明百大支行行長、富滇銀行昆明岔街支行財富中心主任、富滇銀行昆明經開區支行行長助理職務。



## Directors, Supervisors and Senior Management 董事、監事及高級管理人員

### COMPANY SECRETARY

**Mr. Li Bo (“Mr. Li”)**, aged 44, joined the Group in May 2013 as company secretary of the Company and served as the secretary to the Board of the Company. Mr. Li graduated from Capital University of Economics and Business in Beijing with a bachelor’s degree in economics in July 2001 and obtained a master’s degree in accounting from Macquarie University in Australia in April 2006. Mr. Li is currently a member of the Hong Kong Institute of Certified Public Accountants and a member of the Certified Public Accountants of Australia. He is mainly responsible for assisting with the operation of our Company and the operation of the Board. Mr. Li has more than 10 years of experience in finance related senior positions. Mr. Li was engaged by Audit Office of New South Wales as an auditor since August 2007 and was later promoted to senior auditor. From March 2011 to June 2013, Mr. Li served as the financial controller and the company secretary of Beijing Jingkelong Company Limited, a company listed on the Stock Exchange (stock code: 814).

### 公司秘書

李博先生(「李先生」)，44歲，於二零一三年五月加入本集團擔任本公司公司秘書，並於二零一三年八月起擔任本公司董事會秘書。李先生於二零零一年七月取得北京市首都經貿大學並取得經濟學學士學位，於二零零六年四月取得澳大利亞麥考瑞大學(Macquarie University)會計學碩士學位。李先生現時為香港會計師公會會員及澳大利亞會計師公會會員，主要負責協助本公司營運及董事會運作。李先生於財務相關高級職位擁有逾10年經驗。李先生於二零零七年八月起獲聘為Audit Office of New South Wales的核數師，其後晉升為高級核數師。於二零一一年三月至二零一三年六月期間，李先生擔任北京市京客隆商業集團(於聯交所上市的公司，股份代號：814)的財務總監兼公司秘書。

## Directors' Report 董事會報告

The Board is pleased to present the annual report and the audited financial statements of the Group (the “**Financial Statements**”) for the year ended 31 December 2022 to the Shareholders.

### SHARE CAPITAL

As at 31 December 2022, the total share capital of the Company was RMB1,193,213,457, divided into 1,193,213,457 Shares of RMB1.00 each. Details of changes in share capital of the Company during the year are set out in note 27 to the Financial Statements.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the Reporting Period.

### PRE-EMPTIVE RIGHTS

Pursuant to the Articles of Association and the laws of the PRC, the Company is not subject to any pre-emptive rights requiring it to propose new issues to its existing Shareholders in proportion to their shareholdings.

### PRINCIPAL BUSINESS

The Group is an operator primarily engaged in municipal environmental integrated services and the only urban environmental integrated service provider in Yunnan Province. The Group is also one of the few integrated operators in municipal environmental services in China that has expanded overseas successfully, and our overseas business is mainly located in Southeast Asian regions. In addition, the Group operates upstream and downstream development industries to improve the Group's profitability structure and broaden the sources of income. The Group has good track records in projects such as urban wastewater treatment, tap water and raw water supply, watercourse management, solid waste treatment and others.

The major business segments of the Group include investment, construction and management services for urban water supply, waste water treatment, solid waste treatment, and comprehensive environmental treatment projects, construction and sales of equipment and other environmental protection related services. The corporate strategy of the Group is to set our foundation of business in Yunnan, identify overseas investment opportunities continuously, and gradually expand our business to other favourable regions in China and overseas emerging markets, in order to secure stable income sources.

董事會謹此向股東提呈本集團截至二零二二年十二月三十一日止年度的年報及經審計財務報表(「**財務報表**」)。

### 股本

截至二零二二年十二月三十一日，本公司股本總額為人民幣1,193,213,457元，分為1,193,213,457股每股面值人民幣1.00元的股份。年內本公司股本變動的詳情載於財務報表附註27。

### 購買、出售或贖回本公司上市證券

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

### 優先購買權

根據公司章程及中國法律，本公司並無任何有關優先購買權的規定，使本公司須建議按其現有股東的股權比例向現有股東發行新股。

### 主要業務

本集團為一家主要從事城鎮環境綜合服務的運營商，為雲南省唯一一家提供城鎮環境綜合服務的公司。本集團亦為中國少數成功擴展至海外的城鎮環境服務綜合運營商，本集團的海外業務主要在東南亞地區。此外，本集團從事上下游開發產業以改善本集團的盈利結構，擴闊收入來源。本集團擁有城市污水處理、自來水及原水供應、河道治理、固廢處理等項目的良好往績。

本集團的主要業務板塊包括城市供水、污水處理、固廢處理、環境綜合治理項目之投資、建設及管理服務、設備建造及銷售以及其他環保相關服務。本集團之企業策略以雲南為業務據點，持續物色海外投資機會並將業務逐步擴展至中國其他具前景地區以至新興市場，以保障穩定收入來源。

## RESULTS

The audited results of operations of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit and loss and other comprehensive income on pages 81 to 82. The financial position of the Group as at 31 December 2022 is set out in the consolidated statement of financial position on pages 83 to 85. The consolidated cash flow of the Group for the year ended 31 December 2022 is set out in the consolidated cash flows statement on pages 88 to 89.

Discussion and analysis about the operating performance and significant elements affecting the results of operations and financial condition of the Company during the Reporting Period are set out in the chapter headed "Management Discussion and Analysis" in this annual report from pages 9 to 23.

## DISTRIBUTIONS AND DIVIDENDS

Considering the actual situation of the Group, the Board has decided not to recommend the payment of final dividends for the year ended 31 December 2022.

## PROPERTY, PLANT AND EQUIPMENT

Details of movement in property, plant and equipment of the Group during the Reporting Period are set out in note 17 to the Financial Statements.

## RESERVES

Details of movements in the reserves of the Company during the Reporting Period are set out in consolidated statement of changes in equity, of which details of reserves available for distribution to Shareholders are set out in consolidated statement of changes in equity on pages 86 to 87.

## 業績

本集團截至二零二二年十二月三十一日止年度的經審計經營業績載於第81至82頁的合併損益及其他綜合收益表。本集團於二零二二年十二月三十一日的財務狀況載於第83至85頁的合併財務狀況表。本集團截至二零二二年十二月三十一日止年度的合併現金流量載於第88至89頁的合併現金流量表。

對於經營表現及影響報告期內本公司經營業績及財務狀況的重大因素的論述及分析，載於本年報第9至23頁的「管理層討論及分析」章節內。

## 分派及股息

結合公司實際情況，董事會議決不建議派發截至二零二二年十二月三十一日止年度末期股息。

## 物業、廠房及設備

報告期內本集團物業、廠房及設備變動的詳情載於財務報表附註17。

## 儲備

報告期內本公司儲備變動的詳情載於合併權益變動表，其中可供分派予股東儲備的詳情亦載於第86至87頁的合併權益變動表。

# Directors' Report

## 董事會報告

### BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group as of 31 December 2022 are set out in note 30 to the consolidated financial statements in this annual report.

### DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Certain information concerning the Directors, the Supervisors and senior management of the Company during the Reporting Period and as of the date of this annual report is set out below.

#### Directors

Name 姓名	Title in the Company 於本公司的職銜	Date of Appointment for the Current Term 現行任期的委任日期
<b>Executive Directors</b> 執行董事		
Mr. Yu Long 于龍先生	Executive Director, Vice-Chairman, General Manager 執行董事、副董事長、總經理	12 October 2020 二零二零年十月十二日
Mr. Zhou Zhimi 周志密先生	Executive Director, Chief Financial Controller 執行董事、財務總監	10 November 2021 二零二一年十一月十日

### 銀行借款及其他借款

本集團於二零二二年十二月三十一日的銀行借款及其他借款的詳情載於本年報合併財務報表附註30。

### 董事、監事及高級管理層

下表載列本公司於報告期內及截至本年報日期董事、監事和高級管理層的部份數據。

#### 董事



Name 姓名	Title in the Company 於本公司的職銜	Date of Appointment for the Current Term 現行任期的委任日期
<b>Non-executive Directors</b> 非執行董事		
Mr. Mei Wei 梅偉先生	Non-executive Director, Chairman 非執行董事·董事長	30 January 2023 二零二三年一月三十日
Mr. Dai Richeng 戴日成先生	Non-executive Director 非執行董事	12 October 2020 二零二零年十月十二日
Mr. Chen Yong 陳勇先生	Non-executive Director 非執行董事	12 October 2020 二零二零年十月十二日
Mr. Liu Hui 劉暉先生	Non-executive Director, Deputy General Manager (appointed on 29 March 2023) 非執行董事·副總經理 (於二零二三年三月二十九日 獲委任)	11 June 2021 二零二一年六月十一日
<b>Independent Non-executive Directors</b> 獨立非執行董事		
Mr. Liu Shuen Kong 廖船江先生	Independent Non-executive Director 獨立非執行董事	12 October 2020 二零二零年十月十二日
Mr. Zhong Wei 鐘偉先生	Independent Non-executive Director 獨立非執行董事	12 October 2020 二零二零年十月十二日
Mr. Zhou Beihai 周北海先生	Independent Non-executive Director 獨立非執行董事	12 October 2020 二零二零年十月十二日

# Directors' Report

## 董事會報告

### Supervisors and Senior Management

### 監事及高級管理層

Name 姓名	Title in the Company 於本公司的職銜	Date of Appointment for the Current Term 現行任期的委任日期
<b>Supervisors</b> 監事		
Mr. Long Limin 龍利民先生	Chairman of the Supervisory Committee, shareholder representative Supervisor 監事會主席、股東代表監事	12 October 2020 二零二零年十月十二日
Mr. Zhu Zhen 朱振先生	Shareholder representative Supervisor 股東代表監事	12 October 2020 二零二零年十月十二日
Mr. Tan Hairui 譚海銳先生	Independent Supervisor 獨立監事	12 October 2020 二零二零年十月十二日
Ms. Zhang Ling 張玲女士	Independent Supervisor 獨立監事	12 October 2020 二零二零年十月十二日
Ms. Tang Shuang 唐爽女士	Employee representative Supervisor 職工代表監事	12 October 2020 二零二零年十月十二日
Mr. Huang Yi 黃軼先生	Employee representative Supervisor, Deputy General Manager (appointed on 29 March 2023) 職工代表監事、副總經理 (於二零二三年三月二十九日獲委任)	12 October 2020 二零二零年十月十二日
<b>Senior management</b> 高級管理層		
Mr. Wang Yong (resigned on 12 April 2023) 王勇先生(自二零二三年四月十二日起離任)	Senior management 高級管理層	12 October 2020 二零二零年十月十二日
Mr. Ma Xiangyi 馬祥迺先生	Deputy General Manager 副總經理	12 October 2020 二零二零年十月十二日
Mr. Li Bo 李博先生	Company Secretary, Secretary to the Board 公司秘書、董事會秘書	15 August 2013 二零一三年八月十五日
Ms. Luo Shujie 駱舒潔女士	Deputy General Manager 副總經理	29 March 2023 二零二三年三月二十九日

During the period from the listing date to the Reporting Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and considers all the independent non-executive Directors to be independent from the Company.

### BIOGRAPHIES OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The biographical details of Directors, Supervisors and senior management of the Company are set out on pages 24 to 34 of this annual report. There are no relationships among the Directors, Supervisors and senior management of the Company, including financial, business, family or other material relationships as defined in Appendix 14 to the Listing Rules.

### SERVICE CONTRACTS OF THE DIRECTORS AND SUPERVISORS

The Company has entered into a service contract with each of the Directors and Supervisors containing terms relating to, among other things, compliance with relevant laws and regulations, observation of the Articles of Association and provision on arbitration. The service contracts may be renewed in accordance with the Articles of Association and applicable rules.

None of the Directors or Supervisors has entered into any service contract with the Company during the Reporting Period which is not terminable within one year nor may be terminated by the Company without payment of compensation (other than statutory compensation).

### DETERMINATION OF AND BASIS FOR DETERMINATION OF THE REMUNERATION OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The remuneration of the Directors, Supervisors and senior management is subject to the recommendations of the Remuneration Committee and determined by the Board.

The Remuneration Committee is responsible for recommending remuneration for Directors, Supervisors and senior management to the Board with reference to, among other factors, salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company.

於上市日期截至報告期止期間，董事會一直符合上市規則有關委任至少三名獨立非執行董事（佔董事會人數的三分之一）而當中有一名獨立非執行董事須具有合適專業資格或會計或相關財務管理專業知識之規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度獨立性確認書，並認為全體獨立非執行董事均為獨立於本公司的人士。

### 董事、監事及高級管理層簡歷

本公司董事、監事及高級管理層簡歷的詳情載於本年報第24至34頁。根據上市規則附錄十四本公司董事、監事及高級管理層彼此間概無財務、業務、家族等關連或其他重大關連。

### 董事及監事服務合約

本公司已與各董事及監事訂立服務合約，其中載有有關（其中包括）遵守相關法律及法規、遵守公司章程及仲裁條文的條款。該等服務合約可根據公司章程及適用法例予以重續。

於報告期內概無董事或監事與本公司已訂立不可於一年內屆滿或由本公司在毋須支付補償（惟法定補償除外）的情況下終止的任何服務合約。

### 董事、監事及高級管理人員的薪酬釐定及釐定基準

董事、監事及高級管理人員的薪酬須由薪酬委員會作出建議及董事會釐定。

薪酬委員會負責就董事、監事及高級管理人員的薪酬向董事會作出建議，並參考（其中包括）可資比較公司所支付的薪金、投入時間及責任，以及本公司其他職位的僱用條件。

# Directors' Report

## 董事會報告

### EMOLUMENTS OF DIRECTORS AND SUPERVISORS

Details of the emoluments of the Directors and Supervisors of the Company are set out in note 41 to the consolidated financial statements.

### DIRECTORS' AND SUPERVISORS' INTERESTS TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

During the Reporting Period, there were no transaction, arrangement or contract of significance subsisting in relation to the Group's business in which the Company or any of its subsidiaries was directly or indirectly a party and any Director or Supervisor had a material interest.

### CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, at no time during the Reporting Period had the Company or any of its subsidiaries entered into any contract of significance with any controlling shareholder or any of its subsidiaries, nor had any contract of significance been entered into for the services provided by any controlling shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

### DIRECTORS' AND SUPERVISORS' INTERESTS IN COMPETING BUSINESS

To the best knowledge of the Board, none of the Directors and Supervisors and their respective associates has any business or interest that competes or may compete with the business of the Group or have or may have any conflict of interest with the Group that were required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

### EQUITY-LINKED AGREEMENTS

The Group has not entered into any equity-linked agreement during the Reporting Period.

### 董事及監事薪酬

本公司董事及監事薪酬的詳情載於合併財務報表附註41。

### 董事及監事於交易、安排或合約中的權益

於報告期內，概無仍然存續而對本集團業務而言屬重大、本公司或其任何附屬公司直接或間接為訂約方及任何董事或監事於其中擁有重大權益的重要交易、安排或合約。

### 重大合約

除本年報所披露者外，於報告期內，本公司或其任何附屬公司並無與任何控股股東或其任何附屬公司訂立任何重大合約，亦無就由任何控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務而訂立之任何重大合約。

### 董事及監事於競爭業務的權益

董事會概不知悉根據上市規則第8.10條須披露的董事及監事及彼等各自聯繫人的任何業務或權益對本集團業務構成競爭或可能構成競爭或對本集團造成或可能造成任何其他利益衝突。

### 股票掛鈎協議

本集團於報告期內並未訂立任何股票掛鈎協議。



## INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN SHARES, UNDERLYING SHARES AND DEBENTURES

As of 31 December 2022, the Directors, Supervisors and chief executives of the Company had the following interest 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 were required, pursuant to Section 352 of the SFO or otherwise, to be entered in the register maintained thereunder, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, or held interest in the Company as follows:

## 董事、監事及最高行政人員在股份、相關股份及債券之權益及淡倉

於二零二二年十二月三十一日，本公司董事、監事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第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352條或以其他方式須載入本公司根據該條文所存置的登記名冊的權益，或根據標準守則須知會本公司及聯交所的權益，或已持有的本公司權益如下：

Name of Director, Supervisor and chief executive 董事、監事及最高行政人員姓名	Capacity 身份	Type of Shares 股份類別	Number of Shares held 持有股份數目	Percentage of the respective type of Shares in issue (%) 佔已發行類別股份的比例(%)	Percentage of the total number of Shares in issue (%) 佔已發行總股份的比例(%)
Mr. Yu Long 于龍先生	Beneficial owner 實益擁有人	Domestic Shares 內資股	10,820,000 (L)	1.30	0.91
Mr. Yu Long 于龍先生	Beneficial owner 實益擁有人	H Shares H股	770,000 (L)	0.21	0.06
Mr. Zhou Zhimi 周志密先生	Beneficial owner 實益擁有人	Domestic Shares 內資股	325,000 (L)	0.04	0.03
Mr. Huang Yi 黃軼先生	Beneficial owner 實益擁有人	Domestic Shares 內資股	1,560,000 (L)	0.19	0.13

Note:

(L) refers to long position

附註：

(L) 代表好倉

Save as disclosed above, to the best knowledge of the Company, as at 31 December 2022, none of the Directors, Supervisors and the chief executives of the Company had any interests and short positions in the Shares, underlying Shares or debentures of the Company or its associated corporation which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，據本公司所深知，於二零二二年十二月三十一日，概無董事、監事及本公司最高行政人員於本公司或其相聯法團的任何股份、相關股份及債券中，擁有根據證券及期貨條例第352條須載入本公司登記名冊的權益及淡倉或根據標準守則須另行知會本公司及聯交所的權益。

## Directors' Report 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES

To the Company's best knowledge, as of 31 December 2022, the following persons (other than Directors or Supervisors whose interests are disclosed in the section headed "Interests and Short Positions of Directors, Supervisors and Chief Executives in Shares, Underlying Shares and Debentures" above) had interests or short positions in the Shares, underlying Shares or debentures of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO, or had interests or short positions in 5% or more of the respective type of share capital in issue of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

### 主要股東於股份中的權益及淡倉

據本公司所深知，於二零二二年十二月三十一日，下列人士(本公司的董事及監事除外，彼等之權益於上文「董事、監事及最高行政人員在股份、相關股份及債券之權益及淡倉」一節披露)於本公司股份、相關股份及債券中擁有根據《證券及期貨條例》第XV部第2及第3分部須向本公司披露權益或淡倉或根據證券及期貨條例第336條須存置在本公司登記冊中記錄的權益或淡倉，擁有佔本公司類別已發行股本5%或以上的權益或淡倉：

Name of Shareholder 股東名稱	Capacity 持股身份	Type of Shares 股份類別	Number of Shares 股份數目	Percentage of the respective type of Shares in issue (%) 佔已發行類別股份的比例(%)	Percentage of the total number of Shares in issue (%) 佔已發行總股份的比例(%)
YEPI <sup>1</sup> 雲南綠色環保集團 <sup>1</sup>	Beneficial owner, interests held jointly with another person 實益擁有人，與另一名人士共同持有權益	Domestic Shares 內資股	361,487,162 (L)	43.58	30.30
Mr. Huang Yunjian <sup>1</sup> 黃雲建先生 <sup>1</sup>	Beneficial owner, interests held jointly with another person 實益擁有人，與另一名人士共同持有權益	Domestic Shares 內資股	361,487,162 (L)	43.58	30.30
Mr. Liu Xujun <sup>1</sup> 劉旭軍先生 <sup>1</sup>	Beneficial owner, interests held jointly with another person 實益擁有人，與另一名人士共同持有權益	Domestic Shares 內資股	361,487,162 (L)	43.58	30.30
Mr. Wang Yong <sup>1</sup> 王勇 <sup>1</sup>	Beneficial owner, interests held jointly with another person 實益擁有人，與另一名人士共同持有權益	Domestic Shares 內資股	361,487,162 (L)	43.58	30.30
YHTH <sup>1</sup> 雲南康旅集團 <sup>1</sup>	Interests in controlled corporation, interests held jointly with another person 於受控法團的權益，與另一名人士共同持有權益	Domestic Shares 內資股	361,487,162 (L)	43.58	30.30
Beijing OriginWater 北京碧水源	Beneficial owner 實益擁有人	Domestic Shares 內資股	286,650,000 (L)	34.56	24.02
China National Petroleum Corporation <sup>2</sup> 中國石油天然氣集團有限公司 <sup>2</sup>	Interests in controlled corporation 於受控法團的權益	Domestic Shares 內資股	124,754,169 (L)	15.04	10.46

Name of Shareholder 股東名稱	Capacity 持股身份	Type of Shares 股份類別	Number of Shares 股份數目	Percentage of the respective type of Shares in issue (%) 佔已發行 類別股份 的比例 (%)	Percentage of the total number of Shares in issue (%) 佔已發行 總股份 的比例 (%)
CNPC Capital Company Limited <sup>2</sup> 中國石油集團資本股份有限公司 <sup>2</sup>	Interests in controlled corporation 於受控法團的權益	Domestic Shares 內資股	124,754,169 (L)	15.04	10.46
CNPC Assets Management Co., Ltd. <sup>2</sup> 中油資產管理有限公司 <sup>2</sup>	Interests in controlled corporation 於受控法團的權益	Domestic Shares 內資股	124,754,169 (L)	15.04	10.46
Kunlun Trust Co., Ltd. <sup>2</sup> 昆侖信託有限責任公司 <sup>2</sup>	Interests in controlled corporation 於受控法團的權益	Domestic Shares 內資股	124,754,169 (L)	15.04	10.46
Ningbo Kunlun Xinyuan Equity Investment Management Partnership (Limited Partnership) <sup>2</sup> 寧波昆侖信元股權投資管理合夥企業 <sup>2</sup>	Interests in controlled corporation 於受控發團的權益	Domestic Shares 內資股	124,754,169 (L)	15.04	10.46
Yantai Xinzhen Tianying Equity Investment Center (Limited Partnership) <sup>2</sup> 煙台信貞添盈股權投資中心(有限合夥) <sup>2</sup>	Beneficial owner 實益擁有人	Domestic Shares 內資股	124,754,169 (L)	15.04	10.46
Caiyun International Investment Limited <sup>1</sup> 彩雲國際投資有限公司 <sup>1</sup>	Beneficial owner 實益擁有人	H Shares H股	8,449,000 (L)	2.32	0.71
YHTH <sup>1</sup> 雲南康旅集團 <sup>1</sup>	Interests in controlled corporation 於受控法團的權益	H Shares H股	8,449,000 (L)	2.32	0.71

# Directors' Report

## 董事會報告

### Notes:

(L) refers to long position

(1) YEPI is wholly owned by YHTH and is the beneficial owner of 361,487,162 Domestic Shares. Caiyun International Investment Limited (“**Caiyun International**”) is wholly owned by YHTH and is the beneficial owner of 8,449,000 H Shares. YHTH is deemed to be interested in all the Domestic Shares held by YEPI and H Shares held by Caiyun International pursuant to the SFO which representing approximately 31.01% of total issued Shares.

Mr. Huang Yunjian is the beneficial owner of 1,950,000 Domestic Shares.

Mr. Liu Xujun is the beneficial owner of 195,000 Domestic Shares.

Mr. Wang Yong is the beneficial owner of 585,000 Domestic Shares.

By virtue of the acting in concert agreement dated 24 July 2014 (the “**Acting in Concert Agreement**”) entered into between YEPI, Mr. Liu Xujun, Mr. Huang Yunjian and Mr. Wang Yong, each of Mr. Liu Xujun, Mr. Huang Yunjian and Mr. Wang Yong agreed to act in concert with YEPI in exercising their voting rights in the Shareholders' meeting of the Company. Each of YEPI, Mr. Liu Xujun, Mr. Huang Yunjian and Mr. Wang Yong is therefore deemed to be interested in all the Domestic Shares held by each other in aggregate pursuant to the SFO.

(2) Ningbo Kunlun Xinyuan Equity Investment Management Partnership (Limited Partnership) (“**Ningbo Kunlun Xinyuan**”) is a general partner of Yantai Xinzhen Tianying Equity Investment Center (Limited Partnership) (“**Xinzhen Tianying**”), holds 3.85% equity interests in Xinzhen Tianying and is the beneficial owner of 124,754,169 Domestic Shares; Ningbo Kunlun Xinyuan is owned as to 99% by Kunlun Trust Co., Ltd.; Kunlun Trust Co., Ltd. is owned as to 82.18% by CNPC Assets Management Co., Ltd., which in turn is wholly owned by CNPC Capital Limited; CNPC Capital Limited is wholly owned by CNPC Capital Company Limited, which in turn is owned as to 77.35% by China National Petroleum Corporation.

Save as disclosed above, to the best knowledge of the Company, as at 31 December 2022, no person (other than the Directors, Supervisors and chief executives) had informed the Company that he had interests or short positions in the Shares or underlying Shares of equity derivatives of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or held any interests or short positions in 5% or more of the respective types of capital in issue of the Company.

### 附註：

(L) 代表好倉

(1) 雲南綠色環保集團由雲南康旅集團全資擁有並為361,487,162股內資股的實益擁有人。彩雲國際投資有限公司(「**彩雲國際**」)由雲南康旅集團全資擁有並為8,449,000股H股的實益擁有人。根據證券及期貨條例，雲南康旅集團被視為於雲南綠色環保集團及彩雲國際持有的所有股份中擁有權益佔所有已發行股份約31.01%。

黃雲建為1,950,000股內資股的實益擁有人。

劉旭軍為195,000股內資股的實益擁有人。

王勇為585,000股內資股的實益擁有人。

憑藉雲南綠色環保集團、劉旭軍、黃雲建與王勇簽訂的日期為二零一四年七月二十四日的一致行動協議(「**一致行動協議**」)，劉旭軍、黃雲建與王勇分別同意就在本公司股東大會上行使投票權與雲南綠色環保集團一致行動。根據證券及期貨條例，雲南綠色環保集團、劉旭軍、黃雲建及王勇均被視為於其合共持有的所有內資股中擁有權益。

(2) 寧波昆侖信元股權投資管理合夥企業(有限合夥)(「**寧波昆侖信元**」)為煙台信貞添盈股權投資中心(有限合夥)(「**信貞添盈**」)的普通合夥人，其擁有信貞添盈3.85%權益並為124,754,169股內資股的實益擁有人；寧波昆侖信元由昆侖信託有限責任公司控制99%；昆侖信託有限責任公司由中油資產管理有限公司控制82.18%；中油資產管理有限公司由中國石油集團資本有限責任公司全資擁有；中國石油集團資本有限責任公司由中國石油集團資本股份有限公司全資擁有；中國石油集團資本股份有限公司由中國石油天然氣集團有限公司控制77.35%。

除上文披露者外，據本公司所深知，於二零二二年十二月三十一日，本公司並無獲任何人士(董事、監事或最高行政人員除外)告知，彼於本公司股份或股票衍生工具的相關股份中，擁有根據證券及期貨條例第XV部第2及3分部有關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條須存置在本公司登記冊中記錄的權益或淡倉，擁有佔本公司類別已發行股本5%或以上的權益或淡倉。



## MANAGEMENT CONTRACT

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the Reporting Period.

## CONTINUING CONNECTED TRANSACTIONS

During the Reporting Period, the Group conducted the following non-exempt continuing connected transactions.

## 管理合約

除僱員聘任合約外，於報告期內並沒有就全部或任何重大部分的本公司業務管理及行政訂立或存在任何合約。

## 持續關連交易

於報告期內，本集團曾進行以下不獲豁免持續關連交易。

Name, date and term of the agreement 協議名稱、日期及期限	Connected Persons 關連人士	Nature and description of the transaction 交易性質及概況	Pricing Basis 定價基礎	Annual cap for 2022 二零二二年度 上限 RMB'000 人民幣千元	Actual Transaction amount in 2022 二零二二年 實際交易價值 RMB'000 人民幣千元
Master Procurement Agreement for Membrane Ancillary Materials dated 16 April 2021 for a term commencing from the date of the agreement to 31 December 2023 於二零二一年四月十六日訂立的膜輔料採購總協議，有效期自協議訂立之日起至二零二三年十二月三十一日止	Beijing OriginWater and its subsidiaries 北京碧水源及其附屬公司	Yunnan Water purchases membrane ancillary materials from Beijing OriginWater 雲南水務向北京碧水源採購膜輔料	On an arm's length basis and on normal commercial terms 公平原則及一般商業條款	30,000	256

Reference is made to the announcements of the Company dated 16 April 2021 and 6 May 2021.

茲提述本公司日期為二零二一年四月十六日及二零二一年五月六日之公告。

## Directors' Report 董事會報告

Several related-party transactions as disclosed in note 39 to the Financial Statements prepared in accordance with HKFRS fall under the definition of "continuing connected transaction" in Chapter 14A of the Listing Rules. The Company has complied with the requirements in accordance with Chapter 14A of the Listing Rules.

### Review by and confirmation of independent non-executive Directors of the Company

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that such transactions were:

- (1) entered into in the ordinary and usual course of business of the Group;
- (2) carried out on normal commercial terms or better;
- (3) carried out according to the relevant transaction agreements, the terms of which are fair and reasonable, and in the interests of the Shareholders as a whole.

### Auditor's Letter

The auditor of the Company 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 an unqualified letter containing the conclusions in respect of the abovementioned continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The Directors confirmed that the Company has complied with the requirements under Chapter 14A of the Listing Rules with regard to the above continuing connected transactions.

財務報告準則編製的財務報表附註39所披露的若干關連方交易符合上市規則第十四A章對「持續關連交易」的定義。本公司已遵守根據上市規則第十四A章的規定。

### 本公司獨立非執行董事審閱及確認

根據上市規則第14A.55條，獨立非執行董事已審閱上述持續關連交易，並確認該等交易：

- (1) 乃於本集團日常業務中訂立；
- (2) 按照一般或更佳商務條款進行；
- (3) 乃根據相關交易的協議進行，條款公平合理，並符合股東的整體利益。

### 核數師確認

根據香港會計師公會頒佈的香港鑒證業務準則第3000號(修訂)「非審核或審閱過往財務資料的鑒證工作」規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，本公司核數師獲委聘就本集團的持續關連交易作出報告。根據上市規則第14A.56條，本公司核數師已就上述持續關連交易的審查結果及結論發出無保留意見函件。核數師函件的副本經已由本公司提交聯交所。

董事確認本公司已就上述持續關連交易遵守上市規則第14A章項下相關規定。

## COMPLIANCE WITH THE NON-COMPETITION UNDERTAKING

Each of the Acting in Concert Parties signed a non-competition undertaking on 6 May 2015, in favor of the Company (the “**Non-competition Undertaking**”). Pursuant to the Non-competition Undertaking, each of the Acting in Concert Parties has irrevocably undertaken that it will not, and will procure that its associates (except the Company) will not, directly or indirectly, whether as principal or agent, either on its own account or in conjunction with or on behalf of any person, firm or company, whether inside or outside the PRC, among other things, carry on, engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business which is in competition with the business of the Company from time to time (the “**Restricted Business**”). Each of the Acting in Concert Parties has also undertaken to the Company that, if there is any new business opportunity in the Restricted Business, it shall within a reasonable period of time refer such new business opportunities to the Company on a pre-emptive basis.

The Acting in Concert Parties have confirmed in writing to the Company of their compliance with the Non-competition Undertaking for disclosure in this report during the Reporting Period.

The independent non-executive Directors have reviewed the information provided by the Acting in Concert Parties regarding compliance with the Non-competition Undertaking and had determined that the Acting in Concert Parties have fully complied with and are not in breach of the Non-competition Undertaking during the Reporting Period.

## COMPLIANCE WITH NON-COMPETITION AGREEMENTS

The Undertaking Shareholders signed non-competition agreements (the “**Non-Competition Agreements**”) on 6 May 2015, in favour of the Company. Pursuant to the Non-competition Agreements, each of the Undertaking Shareholders has irrevocably undertaken that it will not and will procure that its associates (except the Company) will not, directly or indirectly, whether as principal or agent, either on its own account or in conjunction with or on behalf of any person, firm or company, whether inside or outside the PRC, among other things, carry on, engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business which is in competition with the business of the Company from time to time. Each of the Undertaking Shareholders has also undertaken to the Company that, if there is any new business opportunity in the Restricted Business, it shall within a reasonable period of time refer such new business opportunities to the Company on a pre-emptive basis.

## 遵守不競爭承諾

各一致行動人士已於二零一五年五月六日簽署以本公司為受益人的不競爭承諾（「**不競爭承諾**」）。根據不競爭承諾，各一致行動人士已不可撤回地承諾，其不會並將促使其聯繫人（本公司除外）不會直接或間接（無論以當事人或代理的身份，無論為其自身利益或會同或代表任何人士、商號或公司，無論在中國境內或境外）（其中包括）開展、從事、參與與本公司業務不時存在競爭的任何業務（「**受限制業務**」）或於該等業務中持有任何權利或利益或為該等業務提供任何服務或涉足該等業務。各一致行動人士亦已向本公司承諾，倘受限制業務中出現任何新商機，其將於一段合理期間內將該新商機優先推介予本公司。

一致行動人士已以書面形式向本公司確認，於報告期內，彼等已遵守在本年報內披露的不競爭承諾。

獨立非執行董事已審閱一致行動人士就遵守不競爭承諾提供的一切必需資料，並確定自報告期內，一致行動人士已完全遵守且並無違反不競爭承諾。

## 遵守不競爭協議

有承諾的股東已於二零一五年五月六日簽署以本公司為受益人的不競爭協議（「**不競爭協議**」）。根據不競爭協議，各有承諾的股東已不可撤回地承諾，其不會並將促使其聯繫人（本公司除外）不會直接或間接（無論以當事人或代理的身份，無論為其自身利益或會同或代表任何人士、商號或公司，無論在中華人民共和國境內或境外）（其中包括）開展、從事、參與與本公司業務不時存在競爭的任何業務或於該等業務中持有任何權利或利益或為該等業務提供任何服務或涉足該等業務。各有承諾的股東亦已向本公司承諾，倘受限制業務中出現任何新商機，其將於一段合理期間內將該新商機優先推介予本公司。

## Directors' Report 董事會報告

The Undertaking Shareholders have confirmed in writing to the Company of their compliance with the Non-competition Agreements for disclosure in this report during the Reporting Period.

The independent non-executive Directors have reviewed the information provided by the Undertaking Shareholders regarding compliance with the Non-competition Agreements and confirmed that all Undertaking Shareholders have fully complied with and are not in breach of the Non-competition Agreements during the Reporting Period.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Period, the total amount of procurement from the five largest suppliers of the Group accounted for approximately 20.62% of the total amount of procurement for the year ended 31 December 2022, and the procurement from the largest supplier accounted for 12.01% of the total amount of procurement for the year ended 31 December 2022.

During the Reporting Period, the total amount of sales to the five largest customers of the Group accounted for approximately 18.13% of the total amount of revenue for the year ended 31 December 2022, and the total amount of sales to the largest customer accounted for approximately 6.73% of the total amount of revenue of the Group for the year ended 31 December 2022.

The Directors and the Supervisors of the Company, and their respective close associates, or any Shareholder (which to the knowledge of the Directors own more than 5% of the issued Shares of the Company) do not hold any interest in the top five customers and top five suppliers of the Group.

### RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Please refer to the note 2.26 to the consolidated financial statements for detailed information on the retirement and employee benefits scheme of the Company.

### BUSINESS REVIEW

The Company's business review and the discussion and analysis of the Group's performance for the Reporting Period and material factors relating to its results and financial conditions are set out in the chapter headed "Management Discussion and Analysis" from pages 9 to 23 in this annual report. Such discussions constitute an integral part of this annual report.

有承諾的股東已以書面形式向本公司確認，於報告期內，彼等已遵守將在本年報內披露的不競爭協議。

獨立非執行董事已審閱有承諾的股東就遵守不競爭協議提供的一切必需資料，並確認自報告期內，各有承諾的股東已完全遵守且並無違反不競爭協議。

### 主要客戶及供應商

報告期內本集團向五大供應商的採購總額佔截至二零二二年十二月三十一日止年度採購總額的20.62%，而向最大供貨商的採購額佔截至二零二二年十二月三十一日止年度採購總額的12.01%。

報告期內本集團向五大客戶的銷售總額佔截至二零二二年十二月三十一日止年度收益總額的18.13%，而向最大的客戶的銷售總額佔集團截至二零二二年十二月三十一日止年度收益的6.73%。

本公司董事及監事及彼等各自的緊密聯繫人或據董事及監事所知持有本公司5%以上已發行股份的任何股東概無於本集團五大客戶及五大供應商中擁有任何權益。

### 退休及僱員福利計劃

有關本公司退休及僱員福利計劃的詳情，請參閱合併財務報表附註2.26。

### 業務回顧

報告期內本公司業務回顧及本集團表現之討論及分析以及與其業績及財務狀況相關之重大因素，載於本年報第9至23頁之「管理層討論及分析」章節內。該等討論構成本報告之一部分。



## ENVIRONMENTAL POLICY

As one of the leading integrated urban environmental treatment services providers in the PRC, the Company is committed to operating its various business segments in an environmentally-friendly manner. The Board believes that compliance with the relevant environmental protection rules and regulations is crucial to the long term development and success of the Group's businesses. In order to maintain a high standard of staff awareness of the relevant rules and regulations, the Company offers periodical trainings to the key technical personnel at the various water treatment plants and solid waste treatment plants. As a result of the Company's commitment to environmental protection and through the implementation of advanced technologies, the Group has achieved safe and environmentally-friendly production during the Reporting Period.

## COMPLIANCE WITH LAWS AND REGULATIONS

The Board believes the compliance with laws and regulations as the cornerstone of a business and attaches considerable importance to it. To the best knowledge of the Board, during the Reporting Period, the Company has complied with the relevant laws and regulations that have a significant impact on the Company. Furthermore, as the H Shares of the Company are listed on the Stock Exchange, the Company shall be bound by the Listing Rules and the SFO.

## RISKS AND UNCERTAINTIES

The Group's business, future results of operations and prospects could be affected by certain risks and uncertainties. Please refer to the chapter headed "Management Discussion and Analysis" from pages 9 to 23 in this annual report for detail analysis of the relevant risks and uncertainties.

## PERMITTED INDEMNITY PROVISIONS

During the Reporting Period and up to the date of this annual report, the Company has undertaken and maintained a collective liability insurance policy covering, among others, all directors of the Company and its "associated companies" (as defined under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

## DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director and Supervisor or their respective spouses or children under the age of 18, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## 環境政策

作為中國領先的城市綜合環境治理服務供應商之一，本公司致力以保護環境的方式經營其多個業務分部。董事會相信遵守相關環保規則及法規對本集團業務的長期發展及成功至關重要。為維持員工對相關規則及法規有高度意識，本公司向不同水處理廠及固廢處理廠的主要技術人員定期提供培訓。鑒於本公司對環保的承擔且採用先進的技術，故本集團於報告期內的生產達致安全且環保。

## 遵守法律及法規

董事會認為遵守法律及法規乃企業的基石，故十分關注其重要性。就董事會所知悉，本公司於報告期一直遵守對本公司具重大影響力的相關法律及法規。此外，由於本公司之H股於聯交所上市，故此，本公司須受上市規則及證券及期貨條例約束。

## 風險及不確定性

本集團的業務、未來經營業績及前景可能會因該等風險及不確定性而受到重大且不利的影響。本年報第9至23頁之「管理層討論及分析」章節內列出本集團現時面對的主要風險及不確定性。

## 獲准許的彌償條文

於報告期內及截至本年度報告日期，本公司已為(包括但不限於)本公司及其「有聯繫公司」(如公司條例(香港法例第622章)下賦予該詞彙的定義)的董事購買及維持一項集體責任保險。

## 董事及監事購買股份或債券之權利

自報告期內，概無授予任何董事及監事或彼等各自之配偶或十八歲以下之子女權利，可藉購買本公司股份或債券而取得利益，彼等亦無行使任何該等權利；本公司或其任何附屬公司亦概無達成任何安排，致使董事能購入任何其他法人團體之該等權利。

# Directors' Report

## 董事會報告

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining a high standard of corporate governance with a view to safeguarding the interest of shareholders and enhancing corporate value. The Board believes that good corporate governance is one of the factors leading to the success of the Company and balancing the interests of Shareholders, customers and employees.

During the Reporting Period, the Company has complied with all code provisions as set out in the Corporate Governance Code in Appendix 14 of the Listing Rules. Details of the corporate governance practice of the Company are set out in the Corporate Governance Report from pages 55 to 70 in this annual report.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules as at the date of this annual report.

### SIGNIFICANT LEGAL PROCEEDINGS

During the Reporting Period, the Group had not been involved in any material litigation nor arbitration and the Directors are not aware of any litigation or claims of material importance pending or threatened against the Group.

### EVENTS AFTER THE REPORTING PERIOD

Details of the events after the Reporting Period of the Company are set out in the chapter headed "Management Discussion and Analysis" from pages 9 to 23 in this annual report.

### 遵守企業管治守則

本公司致力維持高水準的企業管治，務求維護股東利益及提升企業價值。董事會相信良好的企業管治是引領本公司走向成功及平衡股東、客戶以及僱員之間利益關係之因素之一。

於報告期內，本公司已遵守上市規則附錄十四企業管治守則所載的所有守則條文。本公司企業管治常規之詳情載於本年報第55頁至70頁之企業管治報告內。

### 公眾持股量的足夠性

根據本公司的公開可得資料及據董事所知，於本年報日期，本公司已維持經聯交所批准及上市規則准許的規定最低公眾持股量。

### 重大訴訟

於報告期內，本公司並無涉及任何重大法律訴訟或仲裁。就董事所知，亦無任何尚未了結或本集團可能面臨的重大法律訴訟或索賠。

### 期後事項

本公司期後事項之詳情載於本年報第9頁至23頁之「管理層討論及分析」章節內。

## DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”), pursuant to which, before declaration or proposed distribution of dividends, the Board shall consider the following factors:

- the actual and expected financial performance of the Company;
- the retained earnings and distributable reserves of the Company and the subsidiaries of the Group;
- the working capital requirements, capital expenditure requirements and future expansion plans of the Group;
- the liquidity of the Group;
- the overall economic conditions, the business cycle of the Group's business and the inherent or external factors that may affect the business, financial performance and positioning of the Company; and
- Other factors that the Board considers relevant.

The distribution of dividends is also subject to any applicable laws and the Articles of Association.

## AUDIT COMMITTEE

The Audit Committee of the Company has reviewed the annual results and the Financial Statements of the Company for the year ended 31 December 2022.

## AUDITOR

Moore Stephens CPA Limited was appointed as auditor of the Company for the financial statements prepared in accordance with HKFRS for the year ended 31 December 2022. The Company's financial statements for the year ended 31 December 2022 prepared in accordance with HKFRS have been audited by Moore Stephens CPA Limited. The Company has engaged Moore Stephens CPA Limited for audit service after the conclusion of extraordinary general meeting on 30 January 2023.

## 股息政策

本公司已採納股息政策（「**股息政策**」），在宣派或建議分派股息前，董事會須考慮下列因素：

- 本公司的實際及預期財務表現；
- 本公司及本集團各附屬公司的留存收益及可分派儲備；
- 本集團的營運資金要求、資本開支要求及未來擴展計劃；
- 本集團的流動資金狀況；
- 整體經濟狀況、本集團業務的商業週期及可能對本公司業務、財務業績及定位構成影響的內在或外在因素；及
- 董事會認為相關的其他因素。

派付股息亦須受任何適用法律及公司章程的規限。

## 審核委員會

本公司審核委員會已審閱本公司截至二零二二年十二月三十一日止年度的全年業績及財務報表。

## 核數師

大華馬施雲會計師事務所獲委聘為本公司截至二零二二年十二月三十一日止年度就根據香港財務報告準則編製財務報表的核數師。本公司根據香港財務報告準則編製的截至二零二二年十二月三十一日止年度財務報表已經大華馬施雲會計師事務所審計。本公司於二零二三年一月三十日臨時股東大會結束後委聘大華馬施雲會計師事務所提供審計服務。

# Directors' Report

## 董事會報告

### FINANCIAL HIGHLIGHTS

Summary of results of operation and the position of assets and liabilities of the Group for the recent five financial years is set out on page 257 in this annual report.

For and on behalf of the Board

**Yunnan Water Investment Co., Limited\***

**Mei Wei**

*Chairman*

Kunming, the PRC

31 March 2023

### 財務摘要

本集團於過往五個財政年度的經營業績及資產及負債載於本年報第257頁。

代表董事會

雲南水務投資股份有限公司

*董事長*

**梅偉**

中國·昆明

二零二三年三月三十一日



# Corporate Governance Report

## 企業管治報告

The Board is pleased to present this corporate governance report of the Company from the listing date to 31 December 2022.

The Group strives to maintain high standards of corporate governance to enhance Shareholder value and safeguard Shareholders' interests. The Company's corporate governance principles emphasise the importance of a quality Board, effective internal control and accountability to the Shareholders.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining a high standard of corporate governance with a view of safeguarding the interest of the Shareholders and enhancing corporate value. The Board believes that good corporate governance is one of the factors leading to the success of the Company and balancing the interests of the Shareholders, customers and employees.

During the Reporting Period, the Company has complied with all code provisions as set out in the Corporate Governance Code.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Group has adopted the Model Code as the code of conduct regarding securities transactions by the Directors and Supervisors. The Group has made specific enquiries with all of its Directors and Supervisors, and all Directors and Supervisors have confirmed that they have fully complied with the required standard set out in the Model Code during the Reporting Period.

### BOARD OF DIRECTORS

#### Board composition

The Directors who held office during the Reporting Period are:

#### *Executive Directors*

Mr. Yu Long (Vice-Chairman, General manager)

Mr. Zhou Zhimi (Chief financial controller)

#### *Non-executive Directors*

Mr. Mei Wei (Chairman) (appointed on 30 January 2023)

Mr. Dai Richeng

Mr. Chen Yong

Mr. Liu Hui

董事會欣然提呈載自上市日至本公司截至二零二二年十二月三十一日止的企業管治報告。

本集團致力維持高水平企業管治，以提升股東價值及保障股東權益。本公司的企業管治原則重視質素優良的董事會、有效的內部監控及向股東負責。

### 遵守企業管治守則

本公司致力維持高水準的企業管治，務求維護股東利益及提升企業價值。董事會相信良好的企業管治是引領本公司走向成功及平衡股東、客戶以及僱員之間利益關係之因素之一。

於報告期內，本公司已遵守企業管治守則所載的所有守則條文。

### 董事及監事進行證券交易的標準守則

本集團已採納標準守則作為董事及本公司監事進行證券交易的守則。本集團已向全體董事及監事作出具體查詢，全體董事及監事已確認，彼等於報告期內一直完全遵守標準守則所載的規定標準。

### 董事會

#### 董事會的組成

於報告期內任職的董事為：

#### *執行董事*

于龍先生(副董事長，總經理)

周志密先生(財務總監)

#### *非執行董事*

梅偉先生(董事長)(於二零二三年一月三十日獲委任)

戴日成先生

陳勇先生

劉暉先生

# Corporate Governance Report

## 企業管治報告

### **Independent Non-executive Directors**

Mr. Liu Shuen Kong  
Mr. Zhong Wei  
Mr. Zhou Beihai

To the best knowledge of the Company, none of the Directors has any financial, business, family or other material/relevant relationships with each other. In particular, there is no such relationship between the Chairman and the general manager. The roles of Chairman and the general manager are assumed by Mr. Mei Wei and Mr. Yu Long, respectively. For details, please refer to the section headed “Chairman and Chief Executive Officer” below.

The biographies of the Directors are set out in the section headed “Directors, Supervisors and Senior Management” in this annual report.

The Company has entered into a service contract with each of the Directors containing terms relating to, among other things, compliance with relevant laws and regulations, observation of the Articles of Association and provision on arbitration. Pursuant to the Articles of Association, the Directors (including the non-executive Directors and the independent non-executive Directors) shall serve a term of three years from the date of he/she takes up the appointment.

During the Reporting Period, the Board at all times complied with the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors (at least one-third of the Board) with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written confirmation from each of the independent non-executive Directors of his independence during the Reporting Period pursuant to Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent during the Reporting Period in accordance with the independence guidelines as set out in the Listing Rules.

All Directors, including the non-executive Directors and the 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.

### **Responsibilities of the Board**

The Board’s fundamental responsibility is to exercise its best judgement and to act in the best interests of the Company and its Shareholders. The Board oversees management’s efforts to promote the Company’s success while operating in an effective and responsible manner. The Board also formulates the Company’s overall business strategies and monitors management’s execution of such strategies.

### **獨立非執行董事**

廖船江先生  
鐘偉先生  
周北海先生

據本公司目前所知，董事彼此間概無任何財務、業務、家族或其他重大／相關關連。尤其是董事長與總經理之間概無該等關連。董事長及總經理職位分別由梅偉先生及于龍先生擔任。有關詳情請參閱下文「董事長及總經理」章節。

董事簡歷載於本年報「董事、監事及高級管理人員」章節內。

本公司已與各董事訂立服務合約，當中載有有關(其中包括)遵守相關法律及法規、遵守章程及仲裁相關條文的條款。根據章程，董事(包括非執行董事及獨立非執行董事)的任期由其獲委任之日起計為期三年。

於報告期內，董事會一直遵守上市規則中有關委任至少三名獨立非執行董事(佔董事會人數至少三分之一)以及其中至少一名獨立非執行董事須擁有合適專業資格或會計或相關財務管理知識之規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條的規定於報告期內就其獨立性發出的確認書。本公司認為全體獨立非執行董事於報告期內根據上市規則所載獨立性指引均具獨立性。

全體董事(包括非執行董事及獨立非執行董事)為董事會帶來不同範疇之寶貴業務經驗、知識及專長，使其高效及有效運作。

### **董事會的職責**

董事會的基本責任為行使其最佳判斷及以本公司及其股東的最佳利益行事。董事會會在以有效及負責任方式運營的同時監管管理層的努力以推動本集團成功。董事會亦制訂本公司的整體業務策略及監控管理層對該等策略的執行。

By discharging its responsibilities, the Board has defined the business and governance issues for which it needs to be responsible, and these matters reserved for the Board have been separately defined, and are reviewed periodically, to ensure that the Company maintains the proper level of corporate governance and to ensure they are up to date. In this regard, the Board discharges, among others, the following duties:

- (1) to be responsible for convening general meetings, to propose at a general meeting to pass the relevant matters and to report on its work to the general meeting and to implement the resolutions of the general meetings;
- (2) to decide on the Company's business plans and investment plans;
- (3) to formulate the Company's proposed annual preliminary and final financial budgets and profit distribution plans and plans for recovery of losses;
- (4) to draw up plans for the material asset acquisition or disposal, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company;
- (5) to decide on the proposals for salaries, incentives and punishments of the Company's staff;
- (6) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;
- (7) to propose at general meetings for the appointment, renewal or remove of accountants' firm conducting auditing for the Company; and
- (8) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements.

The Board delegates the responsibility of day-to-day business and operations to the Company's senior management, which includes its chief administration officers, the general manager and deputy general manager. The senior management meets regularly or as frequent as necessary to formulate policies and make recommendations to the Board. The senior management administers, enforces, interprets and supervises compliance with the internal rules and operational procedures of the Company as well as its subsidiaries and conducts regular reviews, recommends and advises on appropriate amendments to such rules and procedures. The senior management reports to the Board on a regular basis and communicates with the Board whenever required.

通過履行其責任，董事會已界定其須負責的業務及管治事務，而就董事會保留的有關事宜已獲單獨界定及獲定期審閱，以確保本公司維持適當水平的企業管治，並確保其企業管治持續更新。就此而言，董事會行使如下職能(其中包括)：

- (1) 召集股東大會會議，提請股東大會通過有關事項，並向股東大會報告工作及執行股東大會的決議；
- (2) 決定公司的經營計劃和投資方案；
- (3) 制訂公司的年度財務預算方案和決算方案及利潤分配方案和彌補虧損方案；
- (4) 擬訂公司重大資產收購和出售、回購本公司股票或合併、分立、解散及變更公司形式的方案；
- (5) 決定公司職工的工資、福利及獎懲方案；
- (6) 決定董事會專門委員會的設置和任免專門委員會負責人；
- (7) 向股東大會提請聘任、續聘或解聘承辦公司審計業務的會計師事務所；及
- (8) 檢討及監察公司在遵守法律及監管規定方面的政策及常規。

董事會已將其日常業務及經營職責轉授本公司高級管理團隊，高級管理團隊包括主要行政管理人員、總經理及副總裁。高級管理團隊定期舉行會議或不時就制訂政策及向董事會作出推薦意見的需要而舉行會議。高級管理團隊掌管、執行、詮釋及監督本公司及其附屬公司遵守內部規則及操作程序的情況及定期進行檢討、推薦及建議對有關規則及程序進行適當修訂。高級管理團隊定期向董事會匯報，並在有需要時與董事會保持溝通。

# Corporate Governance Report

## 企業管治報告

### Corporate Governance Functions of the Board

The Board is responsible for formulating the corporate governance policies and performing the corporate governance duties, which include, among others:

- (1) to develop and review the policies and practices of the Company on corporate governance and make recommendations;
- (2) to review and monitor the training and continuous professional development of the Directors and senior management;
- (3) to review and monitor the policies and practices of the Company on compliance with legal and regulatory requirements;
- (4) to review and supervise the compliance of the Directors and employees of the Company and its subsidiaries with the required standards as set out in the Model Code; and
- (5) to review the compliance of the Company with relevant code provisions as set out in the Corporate Governance Code and make its disclosure in the corporate governance report prepared under the Listing Rules.

### Operation of the Board

Regular meetings of the Board shall be held at least four times a year. Meetings shall be convened by the Chairman and notice of and documents for such meetings shall be sent to all Directors and Supervisors 14 days before the meeting is held. The Chairman, any Shareholder(s) representing more than one-tenth voting rights, more than one-third of the Directors, the Supervisory Committee or more than one-half independent non-executive Directors or the general manager of the Company may propose the holding of an extraordinary meeting of the Board. The chairman shall convene and preside over the extraordinary meeting of the Board within ten days upon receipt of the proposal, and shall give written notice to all Directors and Supervisors five days before the meeting is held. During the Reporting Period, the Board held 58 Board meetings and 1 annual general meeting.

In case of urgency, the extraordinary Board meeting may be held upon approval by the chairman, not subject to the requirement of meeting notice as set out in the Articles of Association, provided that reasonable notice shall be given to Directors, Supervisors and the general manager.

### 董事會企業管治功能

董事會負責制訂企業管治政策及履行企業管治責任其中包括：

- (1) 發展並檢討本公司的企業管治制度及慣例，並依此提出建議；
- (2) 審核及監察董事及高級管理人員的培訓及持續專業發展；
- (3) 審閱並監督有關本公司遵守法律法規相關要求的制度及慣例；
- (4) 審閱並監督本公司及其附屬公司的董事及僱員遵守標準守則所載的規定標準；以及
- (5) 檢討本公司遵守企業管治守則的守則條文規定的情況，並將其披露於按照上市規則規定籌備的企業管治報告中。

### 董事會的運作

董事會每年至少召開四次定期會議，由董事長召集，會議通知及會議文件應於會議舉行十四日以前送達全體董事和監事。董事長、代表十分之一以上表決權的股東、三分之一以上董事或者監事會、半數以上獨立非執行董事、總經理可以提議召開董事會臨時會議。董事長應當自接到提議後十日內，召集和主持董事會臨時會議，並於會議召開五日以前書面通知全體董事和監事。於報告期內，董事會共召開了58次董事會會議及一次股東週年大會。

遇緊急情況時，經董事長批准，董事會臨時會議的召開不受章程所載會議通知的限制，但應當給予董事、監事和總經理合理通知。

### Nomination, Appointment and Removal of Directors

The Company has formulated formal and transparent procedures for the appointment of new directors to the Board. The nominations of new directors are considered first by the nomination committee and the remuneration committee, then they will make recommendations to the Board for consideration. All nominees of new directors must be approved by the Shareholders at the general meeting of the Company. Dismissal of members of the Board must also obtain approval of the Shareholders at the general meeting of the Company.

### Attendance of Board Meetings and General Meetings

During the Reporting Period, the Board held 58 Board meetings. All Directors duly performed their duties and attended the meetings in person or by electronic communication means. They made informed decisions to safeguard the interests of the Company and the Shareholders as a whole. The attendance of Directors is as follows:

Name of Director	董事姓名	Attendance/ Number of Board Meetings 董事會出席次數/ 舉行次數
Mr. Yu Long	于龍先生	58/58
Mr. Zhou Zhimi	周志密先生	58/58
Mr. Dai Richeng	戴日成先生	58/58
Mr. Chen Yong	陳勇先生	58/58
Mr. Liu Hui	劉暉先生	58/58
Mr. Liu Shuen Kong	廖船江先生	58/58
Mr. Zhong Wei	鐘偉先生	58/58
Mr. Zhou Beihai	周北海先生	58/58

Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of executive Directors during the year ended 31 December 2022.

### 董事的提名及任免

本公司已就委任新董事加入董事會制訂正式及具透明度的程序。新董事的提名先由提名委員會和薪酬委員會考慮，再向董事會推薦以待考慮。所有新提名的董事須經股東於本公司股東大會上批准。罷免董事會成員亦須經股東於本公司股東大會上批准。

### 董事出席董事會及股東大會情況

於報告期內，董事會舉行了58次會議。所有董事均妥善履行其責任親自或通過電子通訊方式出席會議。彼等作出知情決定保障本公司及股東的整體利益。董事的出席率如下：

除定期董事會會議外，於截至二零二二年十二月三十一日止年度，董事長亦曾在執行董事不在場之情況下與獨立非執行董事舉行一次會議。



# Corporate Governance Report

## 企業管治報告

During the Reporting Period, the Board considered and approved important proposals, mainly including:

- Proposal in respect of the 2021 annual results (unaudited)
- Proposal in respect of the transfer of 100% equity interest in Yunshui Technology Co., Ltd.\*
- Proposal in respect of the asset disposal by batches
- Proposal in respect of the 2021 annual results (audited)
- Proposal in respect of the appointment of the PRC auditor and the international auditor of the Company for 2022
- Proposal in respect of the review of the interim results of the Company for the six months ended 30 June 2022
- The resolution on nomination of candidates for non-execution director of the third session of the Board of the Company

Pursuant to the Articles of Association, general meetings comprise annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within six months after the conclusion of the previous financial year. During the Reporting Period, only one general meeting (being the 2022 annual general meeting) was held. The attendance of Directors is as follows:

本報告期內，董事會審議並通過的重要議案主要包括：

- 關於2021年度業績(未經審計)的議案
- 關於轉讓雲水科技有限公司100%股權的議案
- 關於擬分批進行資產處置的議案
- 關於2021年度業績(經審計)的議案
- 關於聘用本公司2022年中國核數師及國際核數師的議案
- 關於審閱公司截至2022年6月30日止六個月中期業績的議案
- 關於提名公司第三屆董事會非執行董事候選人的議案

根據《公司章程》，股東大會分為股東週年大會和臨時股東大會。股東週年大會每年召開一次，並應於上一個財務年度結束後的六個月內舉行。於報告期內，我們僅召開了一次股東大會(即二零二二年股東週年大會)。董事的出席率如下：

Name of Director	董事姓名	Attendance/ Number of general meeting 股東大會出席次數/ 會議次數
Mr. Yu Long	于龍先生	1/1
Mr. Zhou Zhimi	周志密先生	1/1
Mr. Dai Richeng	戴日成先生	1/1
Mr. Chen Yong	陳勇先生	1/1
Mr. Liu Hui	劉暉先生	1/1
Mr. Liu Shuen Kong	廖船江先生	1/1
Mr. Zhong Wei	鐘偉先生	1/1
Mr. Zhou Beihai	周北海先生	1/1

### Continuous Professional Development of Directors and Supervisors

Directors shall from time to time understand their responsibilities as Directors of the Company, and the mode of operation, business activities and development of the Company.

All newly appointed Directors will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment, so as to ensure that newly appointed Directors have appropriate understanding of the business and operations of the Company and are fully aware of their responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company constantly arranges internal seminars and provides reading materials on relevant topics to Directors, and all Directors are encouraged to attend relevant training courses.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and duties of the chairman and the general manager of the Company are separate and held by different persons and have been clearly defined in the Articles of Association. The Chairman is elected by a majority vote of all Directors, and the general manager is nominated and appointed by the Board.

The Chairman places great emphasis on the communication with the independent non-executive Directors. The Chairman holds meetings with the independent nonexecutive Directors at least once every year, in respect of development strategy, corporate governance, operational management, at which no executive Director is present.

The Chairman encourages open and active discussions. Directors may speak freely at the Board meetings and actively participate in the discussions of significant decision making in the Board meetings.

### 董事及監事之持續專業發展

董事須不時了解其作為本公司董事之職責，以及本公司之經營方式、業務活動及發展。

全體董事均於首次獲委任時獲提供正式、全面及針對性就任介紹，確保新任董事們可適當掌握本公司業務及營運，並全面理解根據上市規則及相關法律規定的職責及責任。

董事須參與適當的持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司持續為董事安排內部研討會及就有關主題刊發閱讀材料，並鼓勵董事參加相關培訓課程。

### 董事長及總經理

董事長及總經理的職責有所區分，並由不同人士擔任，且於公司章程明確界定。董事長由全體董事過半數選舉產生。總經理由董事會提名並聘任。

董事長注重與獨立非執行董事溝通，與獨立非執行董事在執行董事不場情況下至少單獨會面一次，溝通公司發展戰略、公司治理、經營管理等情況。

董事長提倡公開、積極討論的文化，董事在董事會會議上暢所欲言，就公司重大決策事項積極充分討論。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

The Board had delegated certain responsibilities to various committees. The Company had established four Board committees, being the Nomination Committee, the Remuneration Committee, Compliance Committee and Audit Committee.

#### (1) Nomination Committee

The principal responsibilities of the Nomination Committee include: reviewing and monitoring the structure, size, composition and diversity of members of the Board in light of the Company's strategy; identifying suitably qualified individuals and making recommendations to the Board to be new Board members; reviewing and making recommendations to the Board on individuals nominated to be Directors by the Shareholders; assessing the independence of independent non-executive Directors; and reviewing and monitoring the implementation of diversity policy of Board members of the Company. Terms of reference of the Nomination Committee have been published on the website of the Company.

During the Reporting Period, the Nomination Committee consists of one non-executive Director, Mr. Yu Long (as acting chairman) and two independent non-executive Directors, Mr. Zhou Beihai and Mr. Zhong Wei.

During the Reporting Period, the Nomination Committee of the Company had held one meeting, to discuss the nomination and appointment matters of Directors of the third session of the Board of the Company, and review the structure, size and composition of the Board and the independence of the independent non-executive Directors. At such meetings, Mr. Mei Wei was nominated as a candidate for a non-executive Director of the third session of the Board. The attendance record of the committee members are as follows:

Name of Director	董事姓名	Attendance/ Number of Meetings 出席次數/ 會議次數
Mr. Yu Long	于龍先生	1/1
Mr. Zhou Beihai	周北海先生	1/1
Mr. Zhong Wei	鐘偉先生	1/1

### 董事委員會

董事會已將部份職責轉授予多個委員會。本公司已設立四個董事委員會，即提名委員會、薪酬委員會、合規委員會及審核委員會。

#### (1). 提名委員會

提名委員會的主要職責包括：根據本公司策略檢討及監察董事會架構、規模、組成及成員多元化；物色合資格的人士及向董事會提供建議新董事會成員；就股東提名擔任董事的人士進行審閱及向董事會提供建議；評估獨立非執行董事的獨立性；檢討及監察本公司董事會成員多元化政策的實行。有關提名委員會的職權範圍已載列於本公司網站。

於報告期內，提名委員會由一名非執行董事于龍先生（作為代主席）以及兩名獨立非執行董事周北海先生及鐘偉先生組成。

於報告期內，本公司提名委員會共舉行了一次會議，以討論本公司第三屆董事會董事之提名委任事宜，並檢討董事會架構、人數及組成以及獨立非執行董事之獨立性。會議提名梅偉先生為第三屆董事會非執行董事候選人。委員會之成員出席記錄如下：

The Company had adopted a board diversity policy with a view to achieving the diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard to the benefits of diversity of the Board members.

The Nomination Committee will follow a range of diversified perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be made upon the possible contribution that the selected candidates will bring to the Board.

## (2) Remuneration Committee

The principal responsibilities of the Remuneration Committee include, among others, making recommendations to the Board on the policy and structure of remuneration for all Directors and senior management members and on the establishment of a formal and transparent procedure for developing remuneration policy; review and approval of the remuneration proposals from the management; making recommendations to the Board on the remuneration packages of individual executive Directors and senior management members; and to advise Shareholders of the Company with respect to the service contracts of Directors that require Shareholders' approval under the Listing Rules. Terms of reference of the Remuneration Committee have been published on the website of the Company.

During the Reporting Period, the third session of the Remuneration Committee consists of two independent non-executive Directors Mr. Zhong Wei (as chairman) and Mr. Zhou Beihai and one executive Director, Mr. Yu Long.

本公司已採取董事會多元化政策，務求達到董事會多元化之目的。本公司承認並接受構建一個多元化的董事會可提升董事會表現質素的理念。董事會致力確保董事會因應本公司業務具備適當技巧、經驗及多樣的觀點及角度。本公司仍會按有關人選的長處並考慮對董事會成員多元化的裨益而作出董事會委任。

提名委員會將從多方面就多元化因素進行考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年資，並按董事人選可為董事會帶來的貢獻而作出最終決定。

## (2). 薪酬委員會

薪酬委員會的主要職責，其中包括：就董事及高級管理人員的全體薪酬政策及架構及就設立正規而具透明度的程序制訂薪酬政策向董事會提出建議；檢討及批准管理層的薪酬建議；向董事會建議個別執行董事及高級管理人員的薪酬待遇；及根據上市規則就有關需要由股東批准的董事服務合同向本公司的股東提出建議。有關薪酬委員會的職權範圍已載列於本公司網站。

於報告期內，第三屆董事會薪酬委員會由兩名獨立非執行董事鐘偉先生（作為主席）、周北海先生以及一名執行董事于龍先生組成。

# Corporate Governance Report

## 企業管治報告

During the Reporting Period, the Remuneration Committee of the Company had held one meeting, to discuss the matter in respect of the performance and remuneration of senior management of the Company for 2021. The attendance record of the committee members are as follows:

於報告期內，本公司薪酬委員會共舉行了一次會議，以討論本公司高級管理人員2021年度績效薪酬事宜。委員會之成員出席記錄如下：

Name of Director	董事姓名	Attendance/ Number of Meetings 出席次數/ 會議次數
Mr. Zhong Wei	鐘偉先生	1/1
Mr. Zhou Beihai	周北海先生	1/1
Mr. Yu Long	于龍先生	1/1

### (3) Compliance Committee

The principal responsibilities of the Compliance Committee are to conduct independent investigation and make decisions on compliance matters with respect to our business operations by authorisation from the Board. The Company has established the Compliance Committee to ensure the operation of any projects acquired and operated by us are in compliance with the Group's internal control standards and the relevant PRC laws and regulations.

During the Reporting Period, the Compliance Committee was consisted of one executive Directors, Mr. Yu Long, three independent non-executive Directors, Mr. Liu Shuen Kong, Mr. Zhong Wei (as chairman) and Mr. Zhou Beihai and one employee representative Supervisor, Mr. Huang Yi.

### (3). 合規委員會

合規委員會主要職責為董事會所授權的運營進行獨立調查及就合規事宜進行決策。本公司成立合規委員會以確保本集團收購項目及運營符合內部監控及相關的中國法律法規。

於報告期內，合規委員會由一名執行董事于龍先生，三名獨立非執行董事廖船江先生、鐘偉先生（作為主席）及周北海先生，以及一名職工代表監事黃軼先生組成。



**(4) Audit Committee**

The principal responsibilities of the Audit Committee include reviewing and supervising the financial reporting process, risk management and internal control systems of the Company, including making recommendations on appointing or changing the external auditor and its terms of engagement; reviewing and monitoring external auditor's independence and audit process objectively; monitor the truthfulness, accuracy and integrity of the Company's financial statements, annual report and accounts and halfyear report; oversight of the Company's financial reporting system, risk management and internal control system; and other matters that the Board has authorised it to deal with. Terms of reference of the Audit Committee have been published on the website of the Company.

During the Reporting Period, the Audit Committee was consisted of three independent non-executive Directors, Mr. Liu Shuen Kong (as chairman), Mr Zhou Beihai and Mr. Zhong Wei.

During the Reporting Period, the Audit Committee of the Company had held 5 meetings, to review the annual report 2021 of the Company, interim report 2022 of the Company, the resolution of the appointment of the PRC auditor and the international auditor of the Company for 2022, the recommend not to distribute dividends, proposed payment of dividends, and to discuss and make recommendations on matters such as internal control and internal audit procedures. During the Reporting Period, the attendance of the committee members are as follows:

**(4). 審核委員會**

審核委員會的主要職責包括：檢討及監督本公司的財務申報過程、風險管理及內部控制制度，包括就委任及更換外部核數師及其委任條款提出推薦意見；客觀檢討及監察外部核數師的獨立性及審核過程；監察本公司財務報表、年度報告及賬目以及半年度報告的真實、準確和完整性；監督本公司財務報告制度、風險管理及內部監控系統；董事會授權其處理的其他事項。有關審核委員會的職權範圍已載列於本公司網站。

於報告期內，審核委員會由三名獨立非執行董事廖船江先生（作為主席）、周北海先生以及鐘偉先生組成。

於報告期內，本公司審核委員會共舉行了5次會議，會議審閱了公司二零二一年度報告、二零二二年半年度報告、關於聘用本公司2022年中國核數師及國際核數師的議案、不建議派發股息事項及對內部監控、內部審計程序等進行討論及提出建議。報告期內，委員會之成員出席記錄如下：

Name of Director	董事姓名	Attendance/ Number of Meetings 出席次數/ 會議次數
Mr. Liu Shuen Kong	廖船江先生	5/5
Mr. Zhou Beihai	周北海先生	5/5
Mr. Zhong Wei	鐘偉先生	5/5

# Corporate Governance Report

## 企業管治報告

### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2022 are set out in Note 41 to the Financial Statements.

Pursuant to paragraph B.1.5 of the Corporate Governance Code, the remuneration paid to the senior management of the Company (excluding the Directors) by bands for the year ended 31 December 2022 is set out below:

Remuneration bands (RMB)	薪酬區間(人民幣)	Number of individuals	人數
Nil to 500,000	零至500,000元		6

### ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the Financial Statements of the Company for the year ended 31 December 2022. The Directors consider that the Group has adequate resources to continue in business for the foreseeable future and are not aware of material uncertainties that may cast significant doubt on the Company's ability to continue its operation as a going concern.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's Financial Statements, which were put to the Board for approval.

### 董事及高級管理人員的薪酬

本公司已就制訂本集團高級管理人員的薪酬政策建立正式及具透明度的程序。截至二零二二年十二月三十一日止年度各董事薪酬的詳情載於合併財務報表附註41。

根據企業管治守則第B.1.5段，下表載列截至二零二二年十二月三十一日止年度按區間劃分支付予高級管理人員(不包括董事)的薪酬：

### 問責及審計

董事確知悉編製本公司截至二零二二年十二月三十一日止年度的合併財務報表之責任。董事認為本集團擁有充足資源以在可見將來繼續經營業務，而且並不知悉可能引致本公司能否持續經營業務成為重大疑問的重大不明朗因素。

董事會須負責就年度及中期報告、內幕消息公佈及根據上市規則及其他法律及監管規定而須發表之其他披露呈報作出平衡、清晰及可理解之評估。

管理層已向董事會提供必要的解釋及數據，讓董事會可就提交予董事會批准的本公司合併財務報表作出知情評審。

## ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

The Group believes that effective environmental, social and corporate governance (ESG) management policies are crucial to the sustainability of the Group's business. As such, the Group proactively enhances its understanding of the latest laws and regulations and the best practices both within and outside the PRC, which are relevant to the Group's business, as well as its management approach and management system. As a responsible corporation, the Group is also committed and dedicated to maintaining the highest environmental and social standards.

During the Reporting Period, the Group was not aware of any material noncompliance with all relevant laws and regulations in relation to its business, including but not limited to health and safety, labour standards, employment and the environment, which would have a significant impact on the Group, such as the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), the Law of the PRC on Work Safety (《中華人民共和國安全生產法》), the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), the Law of the PRC on the Prevention and Control of Environment Pollution Caused by Solid Wastes (《中華人民共和國固體廢物污染環境防治法》), the Law of the PRC on the Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》), the Law of the PRC on Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), the Standard for Pollution Control on the Landfill Site of Municipal Solid Waste (《生活垃圾填埋場污染控制標準》) (GB16889-2008), the Standard for Pollution Control on the Municipal Solid Waste Incineration (《生活垃圾焚燒污染控制標準》) (GB18485-2014), the Technical Requirements on Medical Waste Incinerator (《醫療廢物焚燒爐技術要求》) (GB19218-2003), the Pollution Control Standard for Hazardous Waste Incineration (《危險廢物焚燒污染控制標準》) (GB18484-2014) and the applicable pollutant emission standards formulated by local governments. The Group believes that a better future depends on everyone's participation and contribution. To this end, the Group has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group also maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

An ESG report has been prepared with reference to ESG Guide set out in Appendix 27 of the Listing Rules. The report presents our contributions to sustainable development during the Reporting Period, and covers the major environmental and social policies, environmental indicators of our Group, measures adopted for reducing emissions by the Group and the relevant achievements of the Group. The ESG Report is set out on pages 258 to 316 in this annual report.

## 環境、社會及企業管治

本集團認為，有效的環境、社會及企業管治管理政策對於本集團業務的可持續發展至關重要。因此，本集團積極加深了解與本集團業務、其管理方針及管理系統有關的中國境內外最新法律及法規以及最佳實踐。作為一家負責任的企業，本集團亦決心致力維持最高的環境及社會標準。

報告期內，本集團並不知悉任何嚴重違反包括(但不限於)健康及安全、勞工準則、僱傭及環境方面的相關法律及法規而對本集團造成重大影響的情況，例如《中華人民共和國勞動合同法》、《中華人民共和國安全生產法》、《中華人民共和國環境保護法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》、《生活垃圾填埋場污染控制標準》(GB16889-2008)、《生活垃圾焚燒污染控制標準》(GB 18485-2014)、《醫療廢物焚燒爐技術要求》(GB19218-2003)、《危險廢物焚燒污染控制標準》(GB18484-2014)以及地方政府制定的適用污染物排放標準等。本集團認為，更美好的未來需要社會上每一個人參與共建。為了達成這個目標，本集團鼓勵僱員、客戶、供應商及其他股份持有者參與對社區整體有益的環境及社會活動。此外，本集團與僱員維持堅固的關係、已加強與供應商的合作，以及向客戶提供優質產品及服務，藉以確保可持續發展。

本公司現已參照上市規則附錄二十七ESG報告指引編製一份環境、社會及管治報告。該報告呈列我們於報告期內對可持續發展的貢獻，並涵蓋了本集團的主要環境及社會政策、環境指標、所採取的減低排放量措施以及相關的成果。該環境、社會及管治報告載於本年報第258至316頁。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining an adequate risk management and internal control system to safeguard the Shareholder's investments and the Company's assets and reviewing the effectiveness of such system on an annual basis with the support of the Audit Committee.

The Board, through the Audit Committee, has reviewed the effectiveness of the internal audit system and the risk management and internal control system of the Company and its subsidiaries, including the adequacy of resources, qualifications and experience of staff in the aforementioned systems and of the Company's accounting and financial reporting function, and the adequacy of their training programmes and budget.

During the Reporting Period, the Board, through a review, considered that the risk management and internal control system of the Company and its subsidiaries was effective and adequate.

### AUDITOR AND AUDITOR'S REMUNERATION

The statement of the auditor of the Company about its reporting responsibilities for the Financial Statements is set out in the "Independent Auditor's Report" from page 71 to 80 of this annual report.

During the Reporting Period, the remuneration paid/payable to Moore Stephens CPA Limited as the auditor of the Company is set out below:

		<b>Amount</b> <b>金額</b> <b>RMB'000</b> <b>人民幣千元</b>
Fee for audit services	審計服務收費	6,945
Fee for non-audit services	非審計服務收費	1,324
Total fees	費用總額	8,269

The Group also appointed other external auditors in respect of audit services and non-audit services during the Reporting Period

### 風險管理與內部監控

董事會負責維持充分的風險管理及內部監控系統，以保障股東投資及本公司的資產，並在審核委員會的支持下，每年檢討有關係統的效能。

董事會透過審核委員會檢討本公司及其附屬公司的內部審計系統及風險管理及內部監控系統的效能，包括本公司在上述系統及在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

於報告期內，董事會通過檢討認為本公司及其附屬公司的風險管理及內部監控系統有效及足夠。

### 核數師及核數師酬金

本公司核數師有關其就合併財務報表須承擔的申報責任的聲明載於本年報第71至80頁的「獨立核數師報告」內。

下表載列本報告期內支付／應付予本公司原核數師大華馬施雲的薪酬：

本集團於報告期內亦聘請了其他核數師提供核數服務及非核數服務。



## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential to enhance investor relations and investors understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which enable Shareholders and investors to make the best investment decisions. The general meetings of the Company provide a forum for face-to-face communication between the Board and the Shareholders.

## SHAREHOLDERS' RIGHTS

Pursuant to the Articles of Association, the Shareholder(s) holding more than 10% (individually or together with others) of Shares of the Company shall be entitled to request for an extraordinary general meeting or class meeting according to the following procedures:

- (1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid Shareholders may request the Board to convene an extraordinary general meeting or class meeting. Concerning the above request, the Board shall, in accordance with the law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within ten days upon receipt of the proposal. Shares held by the above Shareholders who made the requests shall be calculated as at the date of submitting the written request.
- (2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of general meeting within five days upon making the Board decision. Any changes made to the original request in the notice shall be agreed by the relevant Shareholders.
- (3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, the Shareholders individually or together holding more than 10% of the Shares are entitled to request the Supervisory Committee in writing to hold an extraordinary general meeting or class meeting.
- (4) If the Supervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of general meeting within five days upon receiving the requests. Any changes made to the original request in the notice shall be agreed by the relevant Shareholders.

## 與股東及投資者的溝通／投資者關係

本公司認為，與股東保持有效溝通，對促進投資者關係及加深投資者對本集團業務表現及戰略的了解至為重要。本公司亦明白保持公司資料透明度及適時披露公司資料的重要性，此舉將使股東及投資者作出最佳投資決定。本公司股東大會為董事會與股東提供直接對話的平台。

## 股東的權利

根據公司章程，單獨或者合計持有百分之十以上公司股份的股東，有權按照下列程序要求召開臨時股東大會或者類別股東會議：

- (1) 簽署一份或者數份同樣格式內容的書面要求，要求董事會召開臨時股東大會或者類別股東會議，並闡明會議的議題。董事會應當根據法律、行政法規和公司章程的規定，在收到前述要求後十日內提出同意或不同意召開臨時股東大會或者類別股東會議的書面反饋意見。上述提議股東的持股數按股東提出書面要求之日計算。
- (2) 董事會同意召開臨時股東大會或者類別股東會議的，應當在作出董事會決議後五日內發出召開股東大會的通知，通知中對原要求的變更，應當徵得相關股東的同意。
- (3) 董事會不同意召開臨時股東大會或者類別股東會議提議的，或在收到要求後十日內未作出反饋的，單獨或者合計持有百分之十以上股份的股東有權以書面形式要求監事會召開會議。
- (4) 監事會同意召開臨時股東大會或者類別股東會議的，應當在收到要求後五日內發出召開股東大會的通知，通知中對原要求的變更，應當徵得相關股東的同意。



# Corporate Governance Report

## 企業管治報告

(5) If the Supervisory Committee does not issue the notice of general meeting within the prescribed period, it shall be deemed as the Supervisory Committee not convening and not holding the general meeting. Then the Shareholders who individually or together hold more than 10% of the Shares for more than 90 consecutive days may convene and hold the meeting themselves. Before publicly announcing the resolution(s) of the general meeting, the convening Shareholders shall hold no less than 10% of the Shares. When the convening Shareholder issues the notice for general meeting and publicly announces the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority where the Company is located and relevant stock exchange

Pursuant to the Articles of Association, Shareholders who individually or together holding more than 3% of the Shares may submit ad-hoc proposals in writing to the convener of the general meeting ten days before the holding of the general meeting. The convener shall issue a supplementary notice of the general meeting within two days upon receipt of the proposals and announce the contents of the ad-hoc proposals.

The Company sets out the following contact details for the Shareholders to communicate with the Company:

Telephone number: +86 871 6720-9716  
Company website: [www.yunnanwater.cn](http://www.yunnanwater.cn)  
E-mail address: [ir@yunnanwater.com.cn](mailto:ir@yunnanwater.com.cn)

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by the law.

### COMPANY SECRETARY

Mr. Li Bo is the company secretary of the Company. Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary must take no less than 15 hours of relevant professional training in each financial year. Mr. Li provided his training records to the Company indicating more than 15 hours of relevant professional development by attending courses on company secretary functions, accounting system and Listing Rules, etc. offered by qualified professional training institutions.

(5) 監事會未在規定期限內發出股東大會通知的，視為監事會不召集和主持股東大會，連續九十日以上單獨或者合計持有百分之十以上股份的股東可以自行召開和主持大會。在股東大會決議公告前，召集股東持股比例不得低於百分之十。召集股東應在發出股東大會通知及股東大會決議公告時，向公司所在地證券監督管理機構和證券交易所提交有關證明材料。

根據公司章程，單獨或者合計持有百分之三以上股份的股東，可以在股東大會召開十日前提出臨時提案並書面提交召集人。召集人應當在收到提案後兩日內發出股東大會補充通知，公告臨時提案的內容。

本公司現載列下列通訊資料，以便股東與本公司溝通：

電話號碼：+86 871 6720-9716  
公司網站：[www.yunnanwater.cn](http://www.yunnanwater.cn)  
電郵地址：[ir@yunnanwater.com.cn](mailto:ir@yunnanwater.com.cn)

為免存疑，股東須將妥為簽署之書面要求、通知或聲明、或查詢(視情況而定)之正本存置於及寄送至上列地址，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

### 公司秘書

李博先生為本公司公司秘書。根據上市規則第3.29條，公司秘書必須在每個財政年度參加不少於15小時的相關專業培訓。李先生已向本公司提供培訓記錄，通過參加由合資格專業培訓機構提供的有關公司秘書職能、會計制度及上市規則等內容的課程以完成15小時以上的相關專業培訓。

# Independent Auditor's Report 獨立核數師報告



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**To the Shareholders of Yunnan Water Investment Co., Limited**  
(Incorporated in the People's Republic of China with limited liability)

## OPINION

We have audited the consolidated financial statements of Yunnan Water Investment Co., Limited ("the Company") and its subsidiaries ("the Group") set out on pages 81 to 256 which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

**致雲南水務投資股份有限公司股東**

(於中華人民共和國註冊成立的有限公司)

## 意見

我們已審計載於第81至256頁的雲南水務投資股份有限公司(「貴公司」)及其附屬公司(「貴集團」)的合併財務報表，包括於二零二二年十二月三十一日的合併財務狀況表、合併損益及其他綜合收益表、合併權益變動表及截至該日止年度的合併現金流量表及合併財務報表附註，包括主要會計政策概要。

我們認為，該等合併財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二二年十二月三十一日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

## 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計合併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《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。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

### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

As described in note 2.1 to the consolidated financial statements, the Group reported a net loss of RMB1,158,349,000 for the year ended 31 December 2022 and the Group's current liabilities exceeded its current assets by RMB4,699,176,000 as at 31 December 2022. As at the same date, the Group's total borrowings amounted to RMB30,132,635,000, of which current borrowings amounted to RMB3,384,810,000, while its cash and cash equivalents amounted to RMB600,642,000 only. As at 31 December 2022, the Group had capital commitments of approximately RMB9,347,286,000, which were mainly related to various concession projects and construction projects of the Group.

These conditions, together with other matters described in note 2.1 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### KEY AUDIT MATTERS

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

### 與持續經營有關的重大不確定因素

誠如合併財務報表附註2.1所述，貴集團呈報截至二零二二年十二月三十一日止年度淨虧損人民幣1,158,349,000元及貴集團於二零二二年十二月三十一日的流動負債超過其流動資產人民幣4,699,176,000元。於同日，貴集團借款總額為人民幣30,132,635,000元，其中即期借款為人民幣3,384,810,000元，而現金及現金等價物僅為人民幣600,642,000元。於二零二二年十二月三十一日，貴集團擁有資本承諾約人民幣9,347,286,000元，主要與貴集團的各種特許經營項目及建造項目有關。

此等狀況連同合併財務報表附註2.1所述的其他事宜，表明存在重大不確定因素，可能使貴集團之持續經營能力受到嚴重質疑。我們的意見未有就此事項作出修訂。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期間合併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合併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。

## KEY AUDIT MATTERS (Continued)

### Key audit matters

#### 關鍵審計事項

#### Receivables and revenue recognised for service concession arrangements under financial asset model

服務特許經營安排下的金融資產模型的應收款項和收入的確認和計量

Refer to note 2.11.1(i) for the accounting policy of service concession arrangements under financial asset model, note 4(b) for the critical accounting estimates and judgements involved, and note 20 to the consolidated financial statements for the receivables under service concession arrangements.

服務特許經營安排下的金融資產模型的相關會計政策請參閱合併財務報表附註2.11.1(i)，重要會計估計和判斷請參閱附註4(b)，以及服務特許經營安排下的應收款項請參閱附註20。

The Group has entered into a number of service concession arrangements with certain governmental authorities or their designators (the "Grantors") under Build-Operate-Transfer arrangements and Transfer-Operate-Transfer arrangements in respect of its wastewater treatment, water supply and solid waste treatment services. Certain of these service concession arrangements are accounted for using "financial asset" model while others are accounted for using "intangible asset" model. For the Group's service concession arrangements under financial asset model, the fair value of receivables and revenue recognised are derived from valuation in which a number of critical assumptions were used. As at 31 December 2022, the carrying amount of receivables under service concession arrangements amounted to RMB7,542,082,000, which accounted for 16% of the Group's total assets.

貴集團與某些政府機關或其指定方(「授予人」)就提供污水處理、供水及固廢處理服務的「建設—運營—移交」安排及「移交—運營—移交」安排，訂立了多項服務特許經營安排。貴集團的一部分服務特許經營安排按照「金融資產」模型核算，其餘的服務特許經營安排按照「無形資產」模型核算。貴集團的服務特許經營安排下的金融資產模型的應收款項及收入，其公平值由估值得出，該等估值運用了多項關鍵假設。於二零二二年十二月三十一日，貴集團服務特許經營安排下的應收款項賬面金額為人民幣7,542,082,000元，佔資產總額的16%。

## 關鍵審計事項(續)

### How our audit addressed the key audit matter

#### 我們的審計如何處理關鍵審計事項

With respect to valuation and revaluation for the service concession arrangements under financial asset model undertaken during the year, we assessed the methodologies used by management of the Group and/or the external valuers, and evaluated the independence, competence and capabilities of the external valuers and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors.

關於本年度對服務特許經營安排下的金融資產模型進行的估值及重估，我們評估了本集團管理層及／或外部評估師使用的方法以及外部評估師的獨立性和專業勝任能力，並通過考慮估計不確定性的程度和其他固有風險因素評估了重大錯報的固有風險。

We selected samples of service concession arrangements under financial asset model for testing. The key procedures included: 我們對服務特許經營安排下的金融資產模型進行了抽樣測試。主要程序包括：

1. Examining the agreements between the Group and the Grantors.

1. 檢查貴集團與授予人簽署的合約。

### KEY AUDIT MATTERS (Continued)

#### Key audit matters

##### 關鍵審計事項

#### Receivables and revenue recognised for service concession arrangements under financial asset model (continued)

##### 服務特許經營安排下的金融資產模型的應收款項和收入的確認和計量 (續)

Management has mostly engaged external valuers to perform the valuation for those service concession arrangements under financial asset model at initial recognition, and to perform revaluation when there were indicators that the critical assumptions in the initial valuation have been significantly affected and deviated subsequent to initial recognition. Such valuation and revaluation were determined based on the forecasted cash flows to be derived from the related projects which involved critical judgements and assumptions including but not limited to the effective interest rate, forecasted unit price of service fee, operating costs and profit margins of the operating services. The judgements and estimations are subject to high degree of estimation uncertainty and leading to relatively higher inherent risk. With reference to the valuation and revaluation performed by the external valuers, management determined the amount of receivables and revenue to be recognised for service concession arrangements under financial asset model during the year, and the subsequent measurement of receivables and revenue.

管理層主要聘請外部評估師對服務特許經營安排下的金融資產模型在初始確認時進行估值，若有跡象表明初始確認時的估值所採用的關鍵假設發生重大變化，則進行重估。該等估值及重估主要基於服務特許經營安排的現金流預測，所涉及的重要判斷及關鍵假設包括但不限於有效折現率、服務費的預測單價、運營成本及運營服務的毛利率。該等判斷及估計受到高度估計不確定性的制約，並導致相對較高的固有風險。根據外部評估師的估值及重估，管理層確定應於當年確認的服務特許經營安排下的金融資產模型的應收款項及收入，以及相關的後續計量金額。

We paid significant attention to this area due to the significance of receivables and revenue recognised for service concession arrangements under financial asset model and critical judgement involved in determining the critical assumptions used in the valuation and revaluation.

我們著重關注該領域，主要由於服務特許經營安排下的金融資產模型的應收款項和收入金額較為重大，以及貴集團在初始評估及後續的重估中運用的關鍵假設涉及重大判斷。

### 關鍵審計事項 (續)

#### How our audit addressed the key audit matter

##### 我們的審計如何處理關鍵審計事項

2. Testing the reasonableness and appropriateness of critical assumptions adopted in the cash flow forecasts, mainly in relation to:

2. 對現金流預測所使用的關鍵假設的合理性及恰當性進行測試，主要包括：

— assessing and analysing the reasonableness of the operating costs by comparing to the actual costs of other existing service concession arrangements of the Group;

— 對比貴集團其他現有的服務特許經營權安排的實際成本，評估並分析運營成本的合理性；

— assessing and analysing the profit margins of the operating services by comparing with the average profit margin of the operating services of the industry; and

— 對比同行業運營服務的平均毛利率，評估並分析運營服務的毛利率的合理性；及

— assessing the effective interest rate by reference to our knowledge of the industry and independent research on external evidence.

— 參考我們對行業的了解及對外部證據的獨立研究，評估實際利率。

We also challenged management's assessment of whether the subsequent measurement of receivables and revenue recognised for the service concession arrangements under financial asset model should be subject to revaluation by comparing the actual outcome, if available, with the critical assumptions applied in the valuation in previous years and assessing the potential impact of reasonably possible changes in the critical assumptions.

我們亦關注了管理層關於服務特許經營安排下的金融資產模型是否需要進行重估的判斷，我們實施的程序包括將可獲取的關鍵假設的實際結果與以前年度估值所使用的資料進行對比，並評估可能會對關鍵假設產生潛在影響的事項。



## KEY AUDIT MATTERS (Continued)

## 關鍵審計事項(續)

### Key audit matters

#### 關鍵審計事項

### How our audit addressed the key audit matter

#### 我們的審計如何處理關鍵審計事項

#### Recoverability of trade receivables

##### 應收賬款的可回收性

Refer to note 4(c) for the critical accounting estimates and judgements involved, and note 23 to the consolidated financial statements for trade receivables.

相關重要會計估計和判斷請參閱合併財務報表附註4(c)及附註23。

As at 31 December 2022, the carrying amount of trade receivables amounted to RMB5,302,455,000, which accounted for 11% of the Group's total assets.

於二零二二年十二月三十一日，貴集團應收賬款的賬面金額為人民幣5,302,455,000元，佔資產總額的11%。

The identification of impairment events and the determination of the impairment provision of trade receivables require the application of critical judgement by management.

管理層對應收賬款減值事件的識別以及減值準備的計提需要運用重大判斷。

Management recognised the impairment provisions based on expected credit losses rather than only incurred credit losses, which is subject to high degree of estimation uncertainty and leading to relatively higher inherent risk. These evaluations focused on the customers' settlement history and current ability to pay, and took into account information specific to the customers as well as pertaining to the economic environment in which the customers operated.

管理層基於預期信貸虧損而非僅基於產生的信貸虧損確認減值撥備，這受到高度估計不確定性的制約，並導致相對較高的固有風險。該等評估重點關注客戶的歷史結算記錄及當前支付能力，並考慮客戶自身及其經營所處的經濟環境的特定信息。

We paid significant attention to this area because management made critical judgements over both timing of recognition of impairment and the estimation of the amount of any such impairment.

我們著重關注該領域主要由於管理層對應收賬款減值準備確認的時點及減值金額的估計作出了重大判斷。

We obtained an understanding of management's processes and controls over credit risk management and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors. This included the identification of which receivables were impaired and estimation of the impairment provisions.

我們針對管理層對應收賬款信用風險管理的流程和內部控制進行了解，並通過考慮估計不確定性的程度和其他固有風險因素評估了重大錯報的固有風險。該等流程和內部控制主要包括對應收賬款減值事項的識別及減值金額的估計。

In addition, we selected samples to inquire management for the details of their recoverability assessment and challenged the underlying information referenced by management, which included comparing with external evidence obtained from our independent research on public available information of the customers, performing ageing analysis, examining the historical transactions and settlement records of the customers and testing of the subsequent settlements.

此外，我們抽取應收賬款樣本，向管理層了解及獲取對該等應收賬款可回收性評估的具體信息，我們實施的質疑工作包括：結合我們從外部獲取的應收賬款客戶的公開信息評估其信用風險，執行應收賬款賬齡分析，檢查應收賬款客戶的歷史交易及結算記錄及對期後收款執行測試。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

#### Key audit matters

#### 關鍵審計事項

#### How our audit addressed the key audit matter

#### 我們的審計如何處理關鍵審計事項

#### Valuation of new borrowings to be recognised on extinguishment of original borrowings

#### 對償還原借款時將予確認的新借款進行的估值

We identified the valuation of new borrowings recognised on extinguishment of the original borrowings as key audit matter due to the significance of the balance to the consolidated financial statements as a whole, and the significant judgment involved by the management in determining the fair value of the new borrowings to be recognised.

我們將對償還原借款時確認的新借款進行的估值識別為關鍵審核事項，原因是有關結餘對合併財務報表整體而言乃屬重大，且管理層在釐定將予確認的新借款的公平值時須作出重大判斷。

As explained in note 30 to the consolidated financial statements, there were modifications to the terms of the Group's certain borrowings which the management of the Group had concluded that the modifications were substantial modifications and hence should be treated as extinguishment of the original financial liabilities and recognition of new liabilities. The new liabilities are measured at fair values on respective dates of extinguishment of the original borrowings with the difference between the carrying amounts of the original borrowings derecognised and the fair values of the new borrowings being recognised in profit or loss.

誠如合併財務報表附註30所述，貴集團若干借款的條款有所修訂，而貴集團管理層認為有關修訂乃屬重大修訂，因而應按償還原金融負債及確認新負債處理。新負債於原借款的相關償債日期按公平值計量，並於損益中確認已終止確認原借款的賬面值與新借款的公平值之差額。

In determining the fair values of new borrowings to be recognised on extinguishment of the original borrowings, the management of the Group is required to estimate suitable discount rates. The management of the Group had taken into account key inputs such as risk-free rate, credit spread and illiquidity spread when determining the discount rate applied to determine the discount rates.

在釐定償還原借款時將予確認的新借款的公平值時，貴集團管理層須估算出適當的貼現率。在釐定用於釐定公平值的貼現率時，貴集團管理層已考慮無風險利率、信貸差價及流動性不足差價等主要輸入數據。

For the year ended 31 December 2022, the Group had recognised gains of approximately RMB1,006,874,000 on extinguishment of original liabilities and recognition of new liabilities, as disclosed in note 6 to the consolidated financial statements.

誠如合併財務報表附註6所披露，截至二零二二年十二月三十一日止年度，貴集團已就終止確認原負債及確認新負債確認收益約人民幣1,006,874,000元。

We obtained the borrowing agreements and assessed the appropriateness of management's judgement on extinguishment of original borrowings and recognition of new borrowings with reference to terms and conditions of the agreements.

我們取得借款協議，並參考有關協議的條款及條件評估管理層對償還原借款及確認新借款的判斷是否恰當；

We assessed the appropriateness of the valuation methodologies and key inputs adopted by the management in determining the discount rates to be applied when determining the fair values of the new borrowings.

我們評估管理層在釐定將用於釐定新借款的公平值的貼現率時所採用的估值方法及主要輸入數據是否恰當；

We checked the accuracy of the calculations prepared by the management for determining the fair values of the new borrowings.

我們檢查管理層在釐定新借款的公平值時所進行的運算是否準確。

### OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed a disclaimer of opinion due to multiple uncertainties relating to going concern on those statements on 29 April 2022.

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他事項

貴集團截至二零二一年十二月三十一日止年度的合併財務報表已經其他核數師審計，由於與持續經營有關的多項不確定因素，該核數師於二零二二年四月二十九日就該等報表發表無法表示意見。

### 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的信息，但不包括合併財務報表及我們的核數師報告。

我們對合併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。

結合我們對合併財務報表的審計，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合併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。

### 董事及治理層就合併財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會（「香港會計師公會」）頒佈的《香港財務報告準則》（「《香港財務報告準則》」）及香港《公司條例》的披露規定擬備真實而中肯的合併財務報表，並對貴公司董事認為使合併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。

在擬備合併財務報表時，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。

治理層須負責監督貴集團的財務報告過程。

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

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

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

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

### 核數師就審計合併財務報表承擔的責任

我們的目標，是對合併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。根據委聘的經協定條款，此報告僅向閣下(作為整體)作出，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，但不能保證按照香港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，如果合理預期彼等單獨或匯總起來可能影響合併財務報表使用者依賴合併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。

在根據香港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合併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。
- 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。

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

**核數師就審計合併財務報表承  
擔的責任(續)**

- 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合併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。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併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，以便對合併財務報表發表意見。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。

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彼等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，用以消除對獨立性產生威脅的行動或採取的防範措施。



# 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 Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Moore Stephens CPA Limited

*Certified Public Accountants*

#### Cheung Sai Kit

*Practising Certificate Number: P05544*

Hong Kong, 31 March 2023

### 核數師就審計合併財務報表承擔的責任(續)

從與審核委員會溝通的事項中，我們確定哪些事項對本年度合併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。

#### 大華馬施雲會計師事務所有限公司

*執業會計師*

#### 張世杰

*執業牌照號碼：P05544*

謹啟

香港，二零二三年三月三十一日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 合併損益及其他綜合收益表

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

		Notes	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
		附註		
Revenue	收益	5	<b>3,789,322</b>	5,280,743
Cost of sales and services	銷售成本及服務		<b>(3,035,474)</b>	(3,964,179)
<b>Gross profit</b>	<b>毛利</b>		<b>753,848</b>	1,316,564
Other income	其他收入	6	<b>1,358,701</b>	54,080
Other (losses)/gains — net	其他(虧損)/收益淨額	7	<b>(95,273)</b>	164,333
Selling expenses	銷售開支		<b>(42,031)</b>	(48,374)
Administrative expenses	行政開支		<b>(1,029,308)</b>	(650,674)
Net impairment losses on financial and contract assets	金融及合約資產減值虧損淨額	8	<b>(619,678)</b>	(419,125)
<b>Operating profit</b>	<b>經營溢利</b>		<b>326,259</b>	416,804
Finance income	融資收入	11	<b>16,806</b>	10,932
Finance expenses	融資開支	11	<b>(1,348,984)</b>	(1,537,186)
Finance costs — net	融資成本淨額	11	<b>(1,332,178)</b>	(1,526,254)
Share of profit of investments accounted for using the equity method	以權益法入賬的應佔投資溢利	16	<b>23,560</b>	78,517
<b>Loss before income tax</b>	<b>所得稅前虧損</b>	9	<b>(982,359)</b>	(1,030,933)
Income tax expenses	所得稅開支	12	<b>(175,990)</b>	(24,321)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(1,158,349)</b>	(1,055,254)
<b>Other comprehensive expense</b>	<b>其他綜合開支</b>			
<i>Items that may be reclassified to profit or loss</i>	<i>可能重新分類至損益的項目</i>			
– Exchange differences on translation of foreign operations	— 換算海外業務的匯兌差額		<b>(231,823)</b>	(22,147)
<b>Total comprehensive expense for the year, net of tax</b>	<b>除稅後年內綜合開支總額</b>		<b>(1,390,172)</b>	(1,077,401)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 合併損益及其他綜合收益表

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

	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
<b>Loss attributable to:</b>			
	以下人士應佔虧損：		
– Ordinary shareholders of the Company	– 本公司普通股股東	<b>(1,060,342)</b>	(1,001,876)
– Holders of perpetual capital instruments	– 永久資本工具持有人	<b>107,555</b>	113,587
– Non-controlling interests	– 非控股權益	<b>(205,562)</b>	(166,965)
		<b>(1,158,349)</b>	(1,055,254)
<b>Total comprehensive (expense)/ income attributable to:</b>	以下人士應佔綜合 (開支)/收益總額：		
– Ordinary shareholders of the Company	– 本公司普通股股東	<b>(1,270,446)</b>	(1,024,023)
– Holders of perpetual capital instruments	– 永久資本工具持有人	<b>107,555</b>	113,587
– Non-controlling interests	– 非控股權益	<b>(227,281)</b>	(166,965)
		<b>(1,390,172)</b>	(1,077,401)
<b>Loss per share for loss attributable to ordinary shareholders of the Company</b>	本公司普通股股東應佔虧損 的每股虧損		
– Basic and diluted	– 基本及攤薄	13 <b>RMB(0.889)</b>	RMB(0.840)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

上述合併損益及其他綜合收益表應與相關附註一併閱讀。

# Consolidated Statement of Financial Position

## 合併財務狀況表

31 December 2022  
二零二二年十二月三十一日

		Notes	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
		附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	4,208,587	4,250,964
Investment properties	投資物業	18	22,270	23,115
Right-of-use assets	使用權資產	19	290,352	333,390
Receivables under service concession arrangements	服務特許經營安排下的 應收款項	20	7,330,827	6,406,389
Contract assets	合約資產	5	11,954,436	12,700,091
Intangible assets	無形資產	21	11,461,398	12,409,296
Investments accounted for using the equity method	以權益法入賬的投資	16	1,090,769	1,084,751
Financial asset at fair value through other comprehensive income	以公平值計量且其變動計入 其他綜合收益的金融資產		4,675	4,675
Trade and other receivables	貿易及其他應收款項	23	258,059	914,561
Prepayments	預付款項	23	1,207,570	1,463,032
Deferred income tax assets	遞延所得稅資產	33	329,935	872,127
			<b>38,158,878</b>	40,462,391
<b>Current assets</b>	<b>流動資產</b>			
Receivables under service concession arrangements	服務特許經營安排下的 應收款項	20	211,255	86,731
Inventories	存貨	22	129,920	116,043
Contract assets	合約資產	5	233,236	486,042
Trade and other receivables	貿易及其他應收款項	23	6,595,713	6,427,612
Prepayments	預付款項	23	252,334	145,841
Restricted cash	受限制現金	24	82,789	272,533
Cash and cash equivalents	現金及現金等價物	25	600,642	428,427
			<b>8,105,889</b>	7,963,229
Assets classified as held for sale	分類為持作出售資產	26	403,737	—
			<b>8,509,626</b>	7,963,229
<b>Total assets</b>	<b>總資產</b>		<b>46,668,504</b>	48,425,620

# Consolidated Statement of Financial Position

## 合併財務狀況表

31 December 2022  
二零二二年十二月三十一日

		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
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to ordinary shareholders of the Company</b>	<b>本公司普通股股東應佔權益</b>			
Share capital	股本	27	<b>1,193,213</b>	1,193,213
Other reserves	其他儲備	28	<b>2,560,971</b>	2,752,075
Retained earnings	保留盈利		<b>(1,010,428)</b>	68,914
			<b>2,743,756</b>	4,014,202
Perpetual capital instruments	永久資本工具	29	—	1,622,300
Non-controlling interests	非控股權益		<b>1,744,560</b>	1,961,636
<b>Total equity</b>	<b>總權益</b>		<b>4,488,316</b>	7,598,138
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		<b>26,820</b>	30,956
Borrowings	借款	30	<b>26,747,825</b>	7,970,439
Trade and other payables	貿易及其他應付款項	31	<b>49,900</b>	2,833,401
Deferred income	遞延收入	32	<b>814,430</b>	817,160
Deferred income tax liabilities	遞延所得稅負債	33	<b>805,290</b>	1,326,435
Provision	撥備	34	<b>527,121</b>	526,247
			<b>28,971,386</b>	13,504,638



# Consolidated Statement of Financial Position

## 合併財務狀況表

31 December 2022  
二零二二年十二月三十一日

		Notes	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
		附註		
<b>Current liabilities</b>	<b>流動負債</b>			
Contract liabilities	合約負債	5	101,162	87,344
Lease liabilities	租賃負債		12,188	14,315
Borrowings	借款	30	3,384,810	20,685,107
Trade and other payables	貿易及其他應付款項	31	8,920,186	5,974,439
Current taxation	即期稅項		570,419	561,639
			<b>12,988,765</b>	27,322,844
Liabilities associated with assets classified as held for sale	與分類為持作出售資產直接相關的負債	26	220,037	—
			<b>13,208,802</b>	27,322,844
<b>Total liabilities</b>	<b>總負債</b>		<b>42,180,188</b>	40,827,482
<b>Total equity and liabilities</b>	<b>權益和負債總額</b>		<b>46,668,504</b>	48,425,620

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述合併資產負債表應與相關附註一併閱讀。

The financial statements on pages 81 to 256 were approved by the Board of Directors of the Company on 31 March 2023 and were signed on its behalf.

第81至256頁的財務報表已於二零二三年三月三十一日經本公司董事會批准，並由下列人士代表簽發。

Director  
董事

Director  
董事

# Consolidated Statement of Changes in Equity

## 合併權益變動表

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 ordinary shareholders of the Company 本公司普通股股東應佔				Holders of perpetual capital instruments 永久資本 工具持有人 RMB'000 人民幣千元 (note 29) (附註29)	Non- controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
		Share capital 股本 RMB'000 人民幣千元 (note 27) (附註27)	Other reserves 其他儲備 RMB'000 人民幣千元 (note 28) (附註28)	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元			
<b>Balance at 1 January 2021</b>	<b>於二零二一年 一月一日的結餘</b>	1,193,213	2,800,727	1,181,421	5,175,361	500,000	1,932,201	7,607,562
<b>Total comprehensive (expense)/ income for the year</b>	<b>年內綜合(開支)/ 收益總額</b>							
Loss of the year	年內虧損	—	—	(1,001,876)	(1,001,876)	113,587	(166,965)	(1,055,254)
Currency translation differences	貨幣換算差額	—	(22,147)	—	(22,147)	—	—	(22,147)
		—	(22,147)	(1,001,876)	(1,024,023)	113,587	(166,965)	(1,077,401)
<b>Transactions with owners in their capacity as owners</b>	<b>與擁有人以其擁有人身份 進行的交易</b>							
Disposal of a subsidiary	出售附屬公司	—	—	—	—	—	(48,116)	(48,116)
Capital contribution by non-controlling interests	非控股權益出資	—	—	—	—	—	188,518	188,518
Issuance of perpetual capital instruments	發行永久資本工具	—	—	—	—	1,622,300	—	1,622,300
Redemption of perpetual capital instruments	贖回永久資本工具	—	—	—	—	(500,000)	—	(500,000)
Transfer to statutory reserve	轉至法定儲備	—	39,693	(39,693)	—	—	—	—
Change of ownership interests in a subsidiary without loss of control	在不喪失控制權的情況下 變更附屬公司的所有權 權益	—	(66,198)	—	(66,198)	—	66,198	—
Dividends for the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度 股息	—	—	(70,938)	(70,938)	—	—	(70,938)
Distribution to holders of perpetual capital instruments	分派予永久資本工具持有人	—	—	—	—	(113,587)	—	(113,587)
Distribution to non-controlling interests	分派予非控股權益	—	—	—	—	—	(10,200)	(10,200)
		—	(26,505)	(110,631)	(137,136)	1,008,713	196,400	1,067,977

# Consolidated Statement of Changes in Equity

## 合併權益變動表

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 ordinary shareholders of the Company						
		本公司普通股股東應佔				Holders of perpetual capital instruments	Non- controlling interests	Total equity
		Share capital	Other reserves	Retained earnings	Total	永久資本 工具持有人	非控股權益	總權益
		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
		(note 27)	(note 28)			(note 29)		
		(附註27)	(附註28)			(附註29)		
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 的結餘	1,193,213	2,752,075	68,914	4,014,202	1,622,300	1,961,636	7,598,138
<b>Total comprehensive (expense)/ income for the year</b>	<b>年內綜合(開支)/ 收益總額</b>							
Loss for the year	年內虧損	—	—	(1,060,342)	(1,060,342)	107,555	(205,562)	(1,158,349)
Currency translation differences	貨幣換算差額	—	(210,104)	—	(210,104)	—	(21,719)	(231,823)
		—	(210,104)	(1,060,342)	(1,270,446)	107,555	(227,281)	(1,390,172)
<b>Transactions with owners in their capacity as owners</b>	<b>與擁有人以其擁有人身份 進行的交易</b>							
Capital contribution by non-controlling interests	非控股權益出資	—	—	—	—	—	11,070	11,070
Redemption of perpetual capital instruments	贖回永久資本工具	—	—	—	—	(1,622,300)	—	(1,622,300)
Transfer to statutory reserve	轉至法定儲備	—	19,000	(19,000)	—	—	—	—
Distribution to holders of perpetual capital instruments	分派予永久資本工具持有人	—	—	—	—	(107,555)	—	(107,555)
Distribution to non-controlling interests	分派予非控股權益	—	—	—	—	—	(865)	(865)
		—	19,000	(19,000)	—	(1,729,855)	10,205	(1,719,650)
<b>Balance at 31 December 2022</b>	<b>於二零二二年 十二月三十一日的結餘</b>	<b>1,193,213</b>	<b>2,560,971</b>	<b>(1,010,428)</b>	<b>2,743,756</b>	<b>—</b>	<b>1,744,560</b>	<b>4,488,316</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 上述合併權益變動表應與相關附註一併閱讀。

# Consolidated Cash Flows Statement

## 合併現金流量表

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	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
		附註		
<b>Cash flows from operating activities</b>	<b>經營活動的現金流量</b>			
Cash generated from/(used in) operations	經營所得/(所用)現金	35(a)	<b>872,436</b>	(1,604,268)
Income tax paid	已付所得稅		<b>(174,937)</b>	(47,362)
Interest paid	已付利息		<b>(1,092,897)</b>	(1,170,150)
Net cash outflow from operating activities	經營活動現金流出淨額		<b>(395,398)</b>	(2,821,780)
<b>Cash flows from investing activities</b>	<b>投資活動的現金流量</b>			
Payments for property, plant and equipment, right-of-use assets, land use rights and other intangible assets	物業、廠房及設備、使用權資產、土地使用權及其他無形資產付款		<b>(264,301)</b>	(199,072)
Disposal of an associate	出售一間聯營公司		—	30,000
Disposal of subsidiaries	出售一間附屬公司		<b>384,885</b>	77,593
Proceeds from disposal of solid waste license projects	處置固體廢物許可證項目所得款項		<b>53,289</b>	—
Others — net	其他 — 淨額		<b>(817)</b>	(2,002)
Net cash inflow/(outflow) from investing activities	投資活動現金流入/(流出)淨額		<b>173,056</b>	(93,481)

# Consolidated Cash Flows Statement

## 合併現金流量表

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
<b>Cash flows from financing activities</b>	<b>融資活動的現金流量</b>		
Proceeds from borrowings	借款所得款項	<b>5,230,588</b>	16,635,978
Repayments of borrowings	償還借款	<b>(4,776,110)</b>	(15,955,384)
Proceeds from issuance of perpetual capital instruments	發行永久資本工具所得款項	—	1,622,300
Redemption of perpetual capital instruments	償還永久資本工具	—	(500,000)
Distributions paid to holders of perpetual capital instruments	向永久資本工具持有人支付的分派	<b>(42,304)</b>	(113,587)
Dividends paid	已付股息	—	(21,166)
Dividends paid to the non-controlling interests	向非控股權益支付的股息	—	(1,825)
Capital injections by non-controlling interests	非控股權益注資	<b>11,070</b>	5,210
Others — net	其他 — 淨額	<b>(13,062)</b>	(26,229)
<b>Net cash inflow from financing activities</b>	<b>融資活動現金流入淨額</b>	<b>410,182</b>	1,645,297
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加／(減少)淨額</b>	<b>187,840</b>	(1,269,964)
Cash and cash equivalents at beginning of the financial year	財政年度年初現金及現金等價物	<b>428,427</b>	1,697,688
Exchange gains on cash and cash equivalents	現金及現金等價物匯兌收益	<b>(14,117)</b>	703
<b>Cash and cash equivalents at end of year</b>	<b>年末現金及現金等價物</b>	<b>602,150</b>	428,427

Cash and cash equivalents of the subsidiaries classified as disposal group held for sale are included in cash and cash equivalents as stated in the condensed consolidated statement of cash flows.

分類為持作出售之出售組別的附屬公司現金及現金等價物計入簡明合併現金流量表所列的現金及現金等價物。

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述合併現金流量表應與相關附註一併閱讀。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 AND BASIS OF PRESENTATION

#### 1.1 General information

Yunnan Water Investment Co., Limited (the “Company”) was incorporated in Yunnan Province of the People’s Republic of China (the “PRC”) on 21 June 2011. On 22 July 2014, the Company was converted from a limited liability company into a joint stock limited liability company with registered capital of RMB787,880,000. The Company’s H shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 27 May 2015 with the total share capital subsequently increased to RMB1,193,213,000.

The Company is an investment holding company. The Company and its subsidiaries (together the “Group”) are principally engaged in the development, design, construction, operation and maintenance of municipal water supply, wastewater treatment and solid waste treatment facilities. The address of its registered office is Yunnan Water 2089 Haiyuan North Road, Gaoxin District, Kunming, Yunnan Province, the PRC.

These financial statements are presented in Renminbi (“RMB”), unless otherwise stated.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

### 1. 一般資料及呈列基準

#### 1.1 一般資料

雲南水務投資股份有限公司(「本公司」)於二零一一年六月二十一日在中華人民共和國(「中國」)雲南省註冊成立。於二零一四年七月二十二日，本公司由有限責任公司轉型為股份有限公司，註冊資本為人民幣787,880,000元。本公司H股已於二零一五年五月二十七日在香港聯合交易所有限公司主板上市，其後總股本已增至人民幣1,193,213,000元。

本公司為一家投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事城市供水、污水處理及固廢處理設施的開發、設計、建設、營運及維護。其註冊辦事處地址是中國雲南省昆明市高新技術開發區海源北路2089號雲南水務。

該等財務報表以人民幣(「人民幣」)呈列，除非另有說明則另當別論。

### 2. 主要會計政策概要

此附註提供編製該等合併財務報表所採納的主要會計政策列表。除另有說明外，該等政策乃於所呈列的所有年度及期間貫徹應用。財務報表乃為本集團(包括本公司及其附屬公司)的財務報表。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets measured at fair value.

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

#### 2.1.1 Going concern basis

The Group reported a net loss of RMB1,158,349,000 for the year ended 31 December 2022 and the Group’s current liabilities exceeded its current assets by RMB4,699,176,000 as at 31 December 2022. As at the same date, the Group’s total borrowings amounted to RMB30,132,635,000, of which current borrowings amounted to RMB3,384,810,000, while its cash and cash equivalents amounted to RMB600,642,000 only. The Group had capital commitments of approximately RMB9,347,286,000, which were mainly related to various concession projects and construction projects of the Group.

## 2. 主要會計政策概要(續)

### 2.1 編製基準

本集團的合併財務報表乃根據所有適用的香港財務報告準則(「香港財務報告準則」)及香港公司條例第622章的披露規定編製。合併財務報表亦符合香港聯合交易所證券上市規則(「上市規則」)的適用披露規定。合併財務報表乃按歷史成本法編製，惟按公平值計量的若干金融資產除外。

財務報表乃遵照香港財務報告準則編製，當中須採用若干主要假設及估計，亦要求管理層於應用本集團會計政策的過程中作出判斷。涉及更高程度判斷或複雜性的範圍或假設及估計對合併財務報表而言屬重大的範圍，載於附註4。

#### 2.1.1 持續經營基準

截至二零二二年十二月三十一日止年度，本集團錄得淨虧損人民幣1,158,349,000元，於二零二二年十二月三十一日，本集團的流動負債超過其流動資產人民幣4,699,176,000元。於同日，本集團借款總額為人民幣30,132,635,000元，其中流動借款為人民幣3,384,810,000元，而其現金及現金等價物僅為人民幣600,642,000元。本集團有資本承諾約人民幣9,347,286,000元，主要與本集團的各種特許經營項目及建造項目有關。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.1.1 Going concern basis (Continued)

Although the Group settled all its overdue loans during the year ended 31 December 2022, in respect of those overdue loans, the lenders previously had applied to the courts in the PRC for property preservation measures and the Group's equity interests in Zhejiang Qianjiang Biochemical Co., Ltd. ("Qianjiang Biochemical"), which is the Group's interest in an associate, were frozen by the court orders. As at 31 December 2022 and the date of the consolidated financial statements were authorised for issue, 7.27% equity interests with carrying value of RMB348,856,000 and 2.52% equity interests with carrying value of RMB120,838,000 have not yet been released from the property preservation respectively.

The above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

The consolidated financial statements have been prepared on the assumptions that the Group will continue to operate as a going concern notwithstanding the conditions prevailing as at 31 December 2022 and subsequently thereto up to the date when the consolidated financial statements are authorised for issue. In order to mitigate the liquidity pressure, to improve its financial position, and to sustain the Group as a going concern, certain plans and measures have been and will be taken by the Group which include, but are not limited to, the following:

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 持續經營基準(續)

儘管本集團於截至二零二二年十二月三十一日止年度已結清逾期貸款，貸款人此前已就該等逾期貸款向中國法院申請財產保全措施，本集團於浙江錢江生物化學股份有限公司(「錢江生化」)的股權(即本集團於聯營公司中的權益)已被法院命令凍結。截至二零二二年十二月三十一日及合併財務報表獲授權刊發日期，賬面值人民幣348,856,000元的7.27%股權及賬面值人民幣120,838,000元的2.52%股權尚未解除財產保全。

上述所有情況均顯示存在重大不確定性或會對本集團持續經營能力造成重大疑問。

儘管於二零二二年十二月三十一日及其後直至合併財務報表獲授權刊發日期當日出現上述情況，合併財務報表仍假設本集團將繼續以持續經營基準營運而編製。為紓解流動資金壓力，改善其財務狀況，並維持本集團的持續經營，本集團已採取並將採取若干計劃及措施，包括(但不限於)下列各項：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.1.1 Going concern basis (Continued)

- (i) The Group has plans to divest certain of the Group's concession projects and construction projects. In the meantime, the Group is also actively looking for strategic investors to invest in certain existing projects of the Group so as to enhance the capital structure and reduce overall financing expenses of the Group;
- (ii) The Directors are of the view that they have the ability to manage the progress of the projects from time to time and defer the payment schedule of the borrowings in these projects, if necessary. The Group has unutilised project loan facilities from banks to provide financing of up to RMB9,252,242,000 to satisfy part of the construction cost payable and committed capital expenditure in the next twelve months from 31 December 2022. The Group has also initiated the process to obtain new project loans to fund the Group's existing and new concession projects and construction projects. The Directors believe that these unutilised facilities will continue to be available to the Group and they are confident that they will be able to obtain such project loans from banks and other financial institutions as and when needed;
- (iii) The Group will actively obtain additional new sources of financing as and when needed;

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 持續經營基準(續)

- (i) 本集團已計劃剝離若干本集團的特許經營項目及建造項目。同時，本集團亦積極尋找戰略投資者投資本集團的若干現有項目，以加強資本結構及減少本集團的整體融資費用；
- (ii) 董事認為，彼等有能力不時管理項目的進度，並於必要時設法推遲該等項目中借款的付款時間表。本集團從銀行獲得未使用項目貸款融資，可提供最多人民幣9,252,242,000元的融資，以支付自二零二二年十二月三十一日起未來12個月的部分應付建築成本和承諾資本開支。本集團亦已啟動獲取新項目貸款的程序，以為本集團的現有及新增特許經營項目及建造項目提供資金。董事相信本集團將繼續獲得該等未使用融資，且彼等有信心能夠在需要時從銀行及其他金融機構獲得該等項目貸款；
- (iii) 本集團將於有需要時積極地獲取新增融資來源；

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.1.1 Going concern basis (Continued)

- (iv) The borrowings from Caiyun International Investment Limited (“Caiyun Investment”), a fellow subsidiary of the Company, amounting to RMB961,717,000 as at 31 December 2022 were classified as current liabilities. The Group is in active negotiations with Caiyun Investment for renewal and extension of the relevant borrowings. The Directors are confident that the renewal and extension of the relevant borrowings will be completed within reasonable time period; and
- (v) The Group is actively communicating with the lenders and has requested them to apply for release of the remaining 2.52% frozen equity interests in Qianjiang Biochemical with carrying value of investment in associates of RMB120,838,000 as at the date of the consolidated financial statements were authorised for issue.

The directors of the Company (“Directors”) have reviewed the Group’s cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from 31 December 2022. On the basis of the successful implementation of the plans and measures described above in the foreseeable future and after assessing the Group’s current and forecasted cash positions, Directors are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 持續經營基準(續)

- (iv) 於二零二二年十二月三十一日，來自本公司同系附屬公司彩雲國際投資有限公司(「彩雲投資」)的借款人民幣961,717,000元已被列為流動負債。本集團正與彩雲投資就有關借款的續期及展期進行積極磋商。董事相信有關借款的續期及展期將能夠於合理時間內完成；及
- (v) 本集團正積極與貸款人溝通並請彼等申請解除於錢江生化中被凍結的剩餘2.52%股權，截至合併財務報表獲授權刊發日期，該等股權的賬面值為人民幣120,838,000元。

本公司董事(「董事」)已審閱由管理層編製的本集團現金流量預測。該現金流量預測涵蓋自二零二二年十二月三十一日起計不少於十二個月的期間。在基於上述未來可預見的計劃及措施成功實施的基礎上，並在評估本集團目前及預測現金狀況後，董事認為本集團在自二零二二年十二月三十一日起計十二個月內，將有充足營運資金撥付其營運及到期承擔其財務責任時履行義務。因此，董事信納，按持續經營基準編製合併財務報表屬適宜。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.1.1 Going concern basis (Continued)

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

#### 2.1.2 Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3  
香港財務報告準則第3號 (修訂本)  
Amendments to HKAS 16

香港會計準則第16號 (修訂本)  
Amendments to HKAS 37  
香港會計準則第37號 (修訂本)  
Amendments to HKFRSs  
香港財務報告準則 (修訂本)

The adoption of the amended standards does not have significant impact on the financial information.

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

#### 2.1.1 持續經營基準 (續)

倘本集團未能實現上述計劃及措施，可能無法持續經營，及將會作出調整以將本集團的資產的賬面值撇減至可收回金額，以就可能產生的任何進一步負債作出撥備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響尚未在該等合併財務報表內反映。

#### 2.1.2 於本年度強制生效之經修訂香港財務報告準則

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則之修訂本。本集團於編製合併財務報表時，自二零二二年一月一日開始的年度期間強制生效的準則如下：

Reference to the Conceptual Framework  
概念框架之提述  
Property, Plant and Equipment — Proceeds before Intended Use  
物業、廠房及設備 — 擬定使用前之所得款項  
Onerous Contracts — Cost of Fulfilling a Contract  
有償合約 — 履行合約成本  
Annual Improvements to HKFRSs 2018–2020  
香港財務報告準則二零一八年至二零二零年之年度改進

採納經修訂的準則對財務資料並無任何重大影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.1.3 New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts <sup>1</sup>
香港財務報告準則第17號 (包括二零二零年十月及二零二二年二月之香港財務報告準則第17號(修訂本))	保險合同 <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者及其聯營公司或合資企業之間的資產出售注資 <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>3</sup>
香港財務報告準則第16號(修訂本)	售後回租的租賃負債 <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>1</sup>
香港會計準則第1號(修訂本)	負債分類為流動或非流動及相關香港詮釋第5號的修訂(二零二零年) <sup>1</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策之披露 <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
香港會計準則第8號(修訂本)	會計估計之定義 <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>
香港會計準則第12號(修訂本)	與單一交易所產生的資產及負債有關之遞延稅項 <sup>1</sup>

- Effective for annual periods beginning on or after 1 January 2023.
- Effective for annual periods beginning on or after a date to be determined.
- Effective for annual periods beginning on or 1 January 2024.

The impact of new standards and amendments to standards that issued but not effective is still under assessment by the Group.

## 2. 主要會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.3 已發行但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早採用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

- 於二零二三年一月一日或之後開始的年度期間生效。
- 於一個待定期限或之後開始的年度期間生效。
- 於二零二四年一月一日或之後開始的年度期間生效。

本集團仍在評估已頒佈但尚未生效的新訂及經修訂準則的影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 when 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 is depicted in note 2.3.

Intercompany 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 and other comprehensive income, statement of changes in equity and consolidated balance sheet respectively.

## 2. 主要會計政策概要(續)

### 2.2 綜合入賬原則及權益會計處理

#### 2.2.1 附屬公司

附屬公司指本集團擁有控制權的所有實體(包括結構性實體)。當本集團從參與實體業務而承擔取得其可變回報的風險或享有可變回報的權利，並有能力透過其對實體活動的主導權影響該等回報時，則本集團控制該實體。附屬公司於控制權轉移至本集團當日起全面綜合入賬，並於終止控制權當日起終止綜合入賬。

本集團採用收購會計法將業務綜合入賬載於附註2.3。

集團內公司間交易、結餘及集團內公司間交易未變現收益均會抵銷。未變現虧損亦會抵銷，惟該交易有證據顯示已轉讓資產出現減值則除外。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納有關政策一致。

附屬公司業績及權益中的非控股權益分別於合併損益及其他綜合收益表、權益變動表及合併資產負債表中單獨呈列。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.2.2 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, after initially being recognised at cost.

#### 2.2.3 Joint arrangements

Under HKFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

#### 2.2.4 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 and joint ventures are recognised as a reduction in the carrying amount of the investment.

When 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.

## 2. 主要會計政策概要(續)

### 2.2 綜合入賬原則及權益會計處理(續)

#### 2.2.2 聯營公司

聯營公司指所有本集團對其擁有重大影響力但並無控制權或共同控制權，且一般擁有其20%至50%投票權的實體。於初步按成本確認後，於聯營公司的投資乃採用權益會計法入賬。

#### 2.2.3 合營安排

根據香港財務報告準則第11號合營安排，於合營安排的投資分類為合營業務或合營公司。分類視乎各投資方的合約權利及責任而非合營安排的法律架構。

於合營公司的權益乃於合併資產負債表初步按成本確認後使用權益法入賬。

#### 2.2.4 權益會計法

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投資對象收購後溢利或虧損，並於其他綜合收益確認本集團應佔投資對象其他綜合收益的變動。已收或應收聯營公司及合營公司的股息確認為投資賬面值扣減。

倘本集團應佔權益入賬投資的虧損等於或超過其於該實體的權益(包括任何其他無抵押長期應收款項)，則本集團不會確認進一步虧損，除非已代表另一實體承擔責任或作出付款。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

#### 2.2.4 Equity method (Continued)

Unrealised gains on transactions between the Group and its associates and joint ventures 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 depicted in note 2.13.

#### 2.2.5 Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

## 2. 主要會計政策概要(續)

### 2.2 綜合入賬原則及權益會計處理(續)

#### 2.2.4 權益會計法(續)

本集團與其聯營公司及合營公司之間交易的未變現收益按本集團於該等實體的權益予以對銷。未變現虧損亦會予以對銷，除非該交易證實已轉讓資產出現減值則作別論。按權益法入賬投資對象的會計政策已於必要時變更，以確保與本集團所採納會計政策一致。

按權益法入賬投資的賬面值根據附註2.13所述政策進行減值測試。

#### 2.2.5 擁有權權益變動

本集團將與不會導致失去控制權的非控股權益交易視作與本集團權益持有人的交易。擁有權權益變動導致控股與非控股權益之間的賬面值出現調整，以反映其各自於附屬公司的權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司權益持有人應佔權益中的獨立儲備內確認。



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## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Principles of consolidation and equity accounting (Continued)

#### 2.2.5 Changes in ownership interests (Continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

## 2. 主要會計政策概要(續)

### 2.2 綜合入賬原則及權益會計處理(續)

#### 2.2.5 擁有權權益變動(續)

當本集團因失去控制權、共同控制權或重大影響力而不再對投資綜合入賬或按權益會計法入賬時，於實體的任何保留權益按其公平值重新計量，而賬面值變動於損益確認。就其後入賬列作聯營公司、合營公司或金融資產的保留權益而言，該公平值成為初步賬面值。此外，先前於其他綜合收益就該實體確認的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這意味著先前於其他綜合收益確認的金額重新分類至損益或轉撥至適用香港財務報告準則所指明／許可的另一權益類別內。

倘於合營公司或聯營公司的擁有權權益減少但保留共同控制權或重大影響力，則僅按比例將先前於其他綜合收益確認的金額重新分類至損益(如適用)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 not under common control

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:

- i. fair values of the assets transferred;
- ii. liabilities incurred to the former owners of the acquired business;
- iii. equity interests issued by the Group;
- iv. fair value of any asset or liability resulting from a contingent consideration arrangement; and
- v. 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

- i. consideration transferred;
- ii. amount of any non-controlling interest in the acquired entity; and
- iii. acquisition-date fair value of any previous equity interest in the acquired entity.

## 2. 主要會計政策概要(續)

### 2.3 非共同控制下的業務合併

本集團採用收購會計法將所有業務合併入賬，而不論是否已收購權益工具或其他資產。收購一間附屬公司轉讓的代價包括：

- i. 所轉讓資產的公平值；
- ii. 被收購業務的前擁有人所產生的負債；
- iii. 本集團已發行股權；
- iv. 或然代價安排產生的任何資產或負債公平值；及
- v. 附屬公司已有股權的公平值。

在業務合併中所收購的可識別資產以及所承擔的負債及或然負債初步按其於收購日期的公平值計量(少數例外情況除外)。本集團根據逐項收購基準按公平值或非控股權益應佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

- i. 所轉讓代價；
- ii. 被收購實體的任何非控股權益金額；及
- iii. 先前於被收購實體的任何股權於收購日期的公平值。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 not under common control (Continued)

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.

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 either as 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. 主要會計政策概要(續)

### 2.3 非共同控制下的業務合併(續)

超出所收購可識別資產淨值的公平值時，其差額以商譽列賬。倘該等款項低於所收購業務的可識別資產淨值的公平值，則差額將直接於損益中確認為議價購買。

倘若現金代價的任何部分延遲結算，未來應付數額一律折現至交換日期，所用折現率為有關實體的新增借款利率，即按類似的條款及條件向獨立金融機構取得類似借款的有關利率。或然代價分類為權益或金融負債。分類為金融負債的金額其後將重新計量至公平值，而公平值變動於損益中確認。

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值於收購日期重按新計量至公平值。任何因該項重新計量產生的收益或虧損於損益中確認。

### 2.4 獨立財務報表

於附屬公司的投資乃按成本減減值入賬。成本包括投資的直接歸屬成本。附屬公司業績按本公司已收及應收股息入賬。

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綜合收益總額，或倘個別財務報表內所列投資的賬面值超出合併財務報表所示被投資方資產淨值(包括商譽)的賬面值，則須對於附屬公司的投資進行減值測試。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that makes strategic decisions of the Group.

### 2.6 Foreign currency translation

#### 2.6.1 Functional and presentation currency

Items included in the financial statements of each of the Group 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 RMB, which is the Company’s functional currency and 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 and cash and cash equivalents are presented in the consolidated statement of profit or loss and other comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income on a net basis within other gains or losses.

## 2. 主要會計政策概要(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。主要經營決策者被界定為作出本集團戰略決策的本公司執行董事，負責分派經營分部的資源及評估其表現。

### 2.6 外幣換算

#### 2.6.1 功能及呈列貨幣

各集團實體的財務報表所列項目均以該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。合併財務報表乃以本公司的功能貨幣及本集團的呈列貨幣人民幣呈報。

#### 2.6.2 交易及餘額

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終匯率折算產生的匯兌收益及虧損一般在損益表確認。倘彼等與合資格現金流量對沖及合資格淨投資對沖有關或歸因於海外業務投資淨額的一部分，則於權益內遞延。

與借款及現金及現金等價物有關的匯兌收益及虧損乃於合併損益及其他綜合收益表融資成本內呈列，所有其他匯兌收益及虧損按淨額基準乃於合併損益及其他綜合收益表其他收益或虧損內呈列。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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) 2.6.3 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:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of profit or loss and other 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
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

## 2. 主要會計政策概要(續)

### 2.6 外幣換算(續) 2.6.3 集團公司

所有功能貨幣有別於呈列貨幣的境外業務(均無惡性通貨膨脹經濟體的貨幣)的業績及財務狀況乃按以下方式換算為呈列貨幣：

- (i) 各資產負債表呈列的資產及負債乃按該資產負債表日期的收市匯率換算；
- (ii) 各損益及其他綜合收益表的收支乃按平均匯率換算(除非該匯率並非各交易日當時匯率的累積影響的合理約數，在此情況下，則收支會於各交易日換算)；及
- (iii) 所有因此而產生的換算差額均於其他綜合收益內確認。

於編製綜合賬目時，換算境外實體任何投資淨額以及指定為該等投資的對沖項目的借貸及其他金融工具產生的匯兌差額於其他綜合收益內確認。於出售境外業務或償還組成投資淨額一部分的任何借貸時，相關匯兌差額重新分類至損益，作為出售損益的一部分。

因收購境外業務而產生的商譽及公平值調整均按該境外業務的資產及負債處理，並以收市匯率換算。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 is stated at historical cost less depreciation. 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 the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss accounts during the financial 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:

Plants and buildings	20–50 years
Machinery	10–30 years
Motor vehicles	6 years
Electronic equipment and others	5–10 years

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

Construction in progress represents plant under construction, which is stated at actual construction cost less any impairment loss. Construction in progress is transferred to fixed assets when completed and ready for use.

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 2.13).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

## 2. 主要會計政策概要(續)

### 2.7 物業、廠房及設備

物業、廠房及設備均以歷史成本減折舊列賬。歷史成本包括收購該等項目直接發生的開支。

其後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(如適用)。被取代部分的賬面值被終止確認。所有其他維修及保養成本於發生時自財政期間的損益賬扣除。

折舊使用直線法計算，在以下估計可使用年期或(就租賃物業裝修及若干租賃廠房及設備而言)以下較短租期，將成本或重估金額(扣除其剩餘價值)分配至剩餘價值：

廠房及樓宇	20–50年
機器	10–30年
汽車	6年
電子設備及其他	5–10年

於各報告期末，本集團會對資產剩餘價值及可使用年期進行覆核，並作出調整(如適用)。

在建工程指在建工廠，其按實際建造成本減任何減值虧損入賬。在建工程於完成並可使用時轉撥至固定資產。

倘資產賬面值超過其估計可收回金額，資產賬面值即時撇減至其可收回金額(附註2.13)。

出售的收益及虧損乃經比較所得款項與賬面值後釐定，並計入損益。根據集團政策，出售經重估資產時，有關資產在其他儲備所涉的數額一律撥入保留盈利。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 Investment properties

Investment properties are interests in buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Investment properties are measured initially at cost, including transaction costs.

Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and any impairment losses.

Depreciation is calculated on the straight-line basis to write off the cost of each item of investment properties to its residual value over its estimated useful life. The estimated useful life is as follows:

Plants and buildings	30–50 years
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### 2.9 Intangible assets

#### 2.9.1 Goodwill

Goodwill is measured as depicted in note 2.13. 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 for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

## 2. 主要會計政策概要(續)

### 2.8 投資物業

投資物業指為賺取租金收入及／或資本增值，而非為了生產或供應產品或服務或行政用途或在日常業務過程中出售而持有的樓宇的權益。投資物業最初按成本(包括交易成本)計量。

初步確認之後，投資物業以成本扣除累計折舊及任何減值虧損入賬。

折舊按每一項投資物業的估計可使用年期以直線法計算，以核銷成本至其剩餘價值。估計可使用年期如下：

廠房及樓宇	30–50年
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### 2.9 無形資產

#### 2.9.1 商譽

商譽乃按附註2.13所述計量。收購附屬公司的商譽計入無形資產。商譽不予攤銷，惟每年進行減值測試，或當有事件或情況改變顯示資產有可能減值時作出更頻繁的減值測試，並按成本見累計減值虧損列賬。出售實體的收益或虧損包括與出售實體相關商譽的賬面值。

商譽就減值測試分配至現金產生單位。商譽擬分配至預期受益於產生該商譽的業務合併的現金產生單位或現金產生單位組別。有關單位或單位組別就內部管理而言，按商譽監控的最低水平予以確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Intangible assets (Continued)

#### 2.9.2 Development expenditure

When the future economic benefits become apparent as a project progresses into the development stage the costs incurred on development projects (relating to the design and testing of new or improved products) are capitalised as intangible assets when recognition criteria are fulfilled and tests for impairment are performed annually. Other development expenditures that do not meet those criteria are recognised as expenses as incurred. Development costs previously recognised as expenses are not recognised as assets in subsequent periods. Capitalised development costs are transferred to technical know-how when the assets are ready for use.

#### 2.9.3 Operating concessions

The detailed accounting policy of operating concessions is depicted in note 2.11.

#### 2.9.4 Unfulfilled contract rights

Unfulfilled contract rights represent the fair value of unfulfilled contracts in excess of the carrying value for unfulfilled construction contracts acquired through business combination.

#### 2.9.5 Licenses

Licenses represent the fair value of the operating permits of solid waste treatment plants and water supply facilities acquired through business combination.

#### 2.9.6 Technical know-how and software

Acquired technical know-how and software are capitalised on the basis of the costs incurred to acquire or through business combination.

## 2. 主要會計政策概要(續)

### 2.9 無形資產(續)

#### 2.9.2 開發費用

當未來經濟利益可明顯為開發階段的項目進程，有關設計及測試新產品或改良產品的開發項目成本，於符合確認條件時資本化為無形資產，並每年進行減值測試。未能符合該等標準的其他開發支出乃於產生時被確認為開支。之前已確認為開支的開發成本不得於往後期間確認為資產。已資本化的開發成本於資產可供使用時轉至專有技術。

#### 2.9.3 特許經營權

特許經營權的詳細會計政策列述於附註2.11。

#### 2.9.4 未履行合約權利

未履行合約權利指未履行合約的公平值超過透過業務合併所取得的未履行建造合約的賬面值。

#### 2.9.5 牌照

牌照指固廢處理廠及供水設施透過業務合併所取得的營業執照的公平值。

#### 2.9.6 專有技術及軟件

所收購的專有技術及軟件乃按收購或透過業務合併產生的成本予以資本化。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 Intangible assets (Continued)

#### 2.9.7 Amortisation methods and periods

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

Operating concessions	16–30 years
Unfulfilled contract rights	30 years
Licenses	5–54 years
Technical know-how and software	5–47 years

#### 2.10 Land use rights

Land use rights represent prepaid operating lease payments for land less accumulated amortisation and any impairment losses. Amortisation is calculated using the straight-line method to allocate the prepaid operating lease payments for land over the remaining lease term or the operating period, whichever is shorter.

Land use rights	40–50 years
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#### 2.11 Service concession arrangements

The Group has entered into a number of service concession arrangements with certain governmental authorities or their designators (the “Grantors”). The service concession arrangements consist of Build — Operate — Transfer (the “BOT”) arrangements and Transfer — Operate — Transfer (the “TOT”) arrangements. Under the BOT arrangements, the Group carries out construction work of the facilities of the sewage and reclaimed water treatment, water supply or solid waste treatment for the Grantors and receives in return a right to operate the facilities of service project concerned for a specified period of time (the “Service Concession Period”) in accordance with the pre-established conditions set by the Grantors, the service project should be transferred to the Grantors with nil consideration at the end of the operation period. A TOT arrangement is similar to a BOT arrangement, except that the Group pays consideration for the right to operate the facilities of the wastewater treatment, water supply and solid waste treatment that has been built.

## 2. 主要會計政策概要(續)

### 2.9 無形資產(續)

#### 2.9.7 攤銷方法及年期

本集團於以下期間採用直線法攤銷具有有限使用期的無形資產：

特許經營權	16–30年
未履行合約權利	30年
牌照	5–54年
專有技術及軟件	5–47年

#### 2.10 土地使用權

土地使用權指土地的預付經營租賃付款減累計攤銷及任何減值虧損。攤銷乃採用直線法將土地的預付經營租賃付款分攤至剩餘租賃期限或經營租賃期間(以較短者為準)計算。

土地使用權	40–50年
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#### 2.11 服務特許經營安排

本集團與若干政府機關或其指定人(「授予人」)訂立多項服務特許經營安排。服務特許經營安排包括建設 — 經營 — 移交(「BOT」)安排及移交 — 經營 — 移交(「TOT」)安排。根據BOT安排，本集團為授予人進行污水及再生水處理、供水或固廢處理設施的建設工程，因而根據授予人預先設定的條件獲得服務項目設施於指定期間的經營權(「服務特許經營期間」)，服務項目須於經營期間結束時以零代價移交予授予人。TOT安排類似於BOT安排，惟本集團須就經營已建設的污水處理、供水或固廢處理設施的權利支付代價。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.11 Service concession arrangements (Continued)

The Group is generally entitled to use all the property, plant and equipment of the facilities, however, the relevant governmental authorities as Grantors will control and regulate the scope of service that the Group must provide with the facilities, and retain the beneficial entitlement to any residual interest in the facilities at the end of the Service Concession Period. Each of these service concession arrangements is governed by a contract and, where applicable, supplementary agreements entered into between the Group and the relevant governmental authority that set out, inter alia, performance standards, mechanisms for adjusting prices for the services rendered by the Group, and specific obligations levied on the Group to restore the facilities to a specified level of serviceability at the end of the Service Concession Period and arrangements for arbitrating disputes.

#### 2.11.1 Consideration given by the Grantor

##### (i) Service concession arrangements under financial asset model

A financial asset (receivables under a service concession arrangement) is recognised to the extent that the Group has an unconditional right to receive cash or another financial asset from the Grantor for the construction services rendered and/or the consideration paid and payable by the Group to the Grantor during the Service Concession Period. The Group has an unconditional right to receive cash if the Grantor contractually guarantees to pay the Group specified or determinable amounts or the shortfall, if any, between amounts received from the users of the public service and the specified or determinable amounts. The financial asset (receivable under a service concession arrangement) is accounted for in accordance with the policy set out for financial assets measured at amortised cost under note 2.14.

## 2. 主要會計政策概要(續)

### 2.11 服務特許經營安排(續)

本集團一般有權使用該等設施的所有物業、廠房及設備，然而，有關政府機構作為授予人將控制及監管本集團利用該等設施須提供的服務範圍，並於服務特許經營期間結束時保留其於該等設施任何餘下權益的實益權利。該等服務特許經營安排受本集團與有關政府機構訂立的合約及(如適用)補充協議的規限，當中載明(其中包括)執行標準、本集團所提供服務的調價機制、本集團於服務特許經營期間結束時為將該等設施恢復到規定服務水平而承擔的特定責任，以及仲裁糾紛的安排。

#### 2.11.1 授予人給予的代價

##### (i) 金融資產模型下的服務特許經營安排

於服務特許經營期間，所確認金融資產(服務特許經營安排下的應收款項)以下列者為限：本集團有無條件權利就所提供建築服務向授予人收取現金或其他金融資產及/或本集團支付及應付授予人的代價。倘授予人以合約方式擔保向本集團支付指定或待定金額或已收公共服務用戶的款項與指定或待定金額兩者間的差額(如有)，本集團仍擁有無條件權利收取現金。金融資產(服務特許經營安排下的應收款項)根據附註2.14的按攤銷成本計量的金融資產所載的政策列賬。



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## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Service concession arrangements (Continued)

#### 2.11.1 Consideration given by the Grantor (Continued)

##### (i) Service concession arrangements under financial asset model (Continued)

During the construction periods, the Group recognises a contract asset (note 2.12) and accounts for the significant financing component in the arrangement. When the construction services are completed, the contract asset would be classified and measured as receivables under a service concession arrangement accordingly.

When the Group receives a payment during the concession period, it will apportion such payment between (i) a repayment of the financial asset (if any), which will be used to reduce the carrying amount of financial receivables on the consolidated balance sheet, (ii) interest income, will be recognised as revenue in profit or loss and (iii) revenue from operating service in the profit or loss. Revenue from operating service is calculated based on cost plus a profit margin.

## 2. 主要會計政策概要(續)

### 2.11 服務特許經營安排(續)

#### 2.11.1 授予人給予的代價(續)

##### (i) 金融資產模型下的服務特許經營安排(續)

於建設期間，本集團確認合約資產(附註2.12)並對安排中的重大融資成分進行會計處理。建造服務完成時，合約資產將相應按服務特許經營安排項下應收款項分類及計量。

本集團於特許經營期內收到款項時，會將有關款項分配至(i)償還金融資產(如有)，用以減少合併資產負債表金融應收款項的賬面值，(ii)利息收入(將於損益確認為收入)及(iii)經營服務的收入(於損益確認)。經營服務的收入按成本加溢利率計算。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.11 Service concession arrangements (Continued)

#### 2.11.1 Consideration given by the Grantor (Continued)

##### (ii) Service concession arrangements under intangible asset model

An intangible asset (operating concession) is recognised to the extent that the Group receives a right to charge users of public service, which is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses and service. The intangible asset (operating concession) is accounted for in accordance with the policy set out for “intangible assets” in note 2.9 above, which is amortised on a straight-line basis over the Service Concession Period.

Revenue relating to operating service are accounted for in accordance with the policy for note 2.29 “revenue recognition” below. Costs for operating services are expensed in the period in which they are incurred.

## 2. 主要會計政策概要(續)

### 2.11 服務特許經營安排(續)

#### 2.11.1 授予人給予的代價(續)

##### (ii) 無形資產模型下的服務特許經營安排

無形資產(特許經營權)於本集團獲得向公共服務用戶收費的權利時確認,惟該權利並非收取現金的無條件權利,因為該款項須以公眾使用該服務為條件。無形資產(特許經營權)根據上文附註2.9「無形資產」所載的政策列賬,按直線法於服務特許經營期間內攤銷。

與經營服務有關的收入乃根據下文附註2.29「收入確認」的政策入賬。經營服務的成本於產生期間支銷。

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## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Service concession arrangements (Continued)

#### 2.11.1 Consideration given by the Grantor (Continued)

##### (iii) Service concession arrangements under hybrid model

If the Group is paid for the construction services partly by a financial asset and partly by an intangible asset, then each component of the consideration is accounted for separately and is recognised initially at the fair value of the consideration.

Therefore in this arrangement it is necessary to divide the operator's contract asset during the construction period into two components, a financial asset component based on the guaranteed amount and an intangible asset for the remainder. When the construction services are completed, the two components of the contract asset would be classified and measured as a financial asset and an intangible asset accordingly.

#### 2.11.2 Construction and upgrade services

The fair value of the construction and upgrade service under the concession arrangement is calculated as the estimated total construction cost plus a profit margin. The profit margins are valued by an independent qualified valuer, based on prevailing market rate applicable to similar construction services rendered in similar location at date of agreement.

Revenue relating to construction and upgrade services are accounted for in accordance with the policy in note 2.29.

## 2. 主要會計政策概要(續)

### 2.11 服務特許經營安排(續)

#### 2.11.1 授予人給予的代價(續)

##### (iii) 混合模型下的服務特許經營安排

倘本集團為運營商提供建設服務分別形成金融資產和無形資產，各類資產分別入賬並初始按代價的公平值初始確認。

因此於該安排中，須將運營商的合約資產分為兩部分，基於擔保金額的金融資產及無形資產。建造服務完成時，合約資產的兩個組成部分將相應按金融資產及無形資產分類和計量。

#### 2.11.2 建造及升級服務

特許經營安排下的建造及升級服務的公平值乃按估計總建造成本加溢利率計算。溢利率由獨立合資格估值師按於協議日期適用於類似位置所提供的類似建造服務的通行市場費率估值。

建造及升級服務有關的營業收入按附註2.29的政策列賬。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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截至二零二二年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Service concession arrangements (Continued)

#### 2.11.3 Contractual obligations to restore the infrastructure to a specified level of serviceability

The Group has contractual obligations which it must fulfil as a condition of its licences, that is (i) to maintain the sewage and reclaimed water treatment and water distribution plants it operates to a specified level of serviceability and/or (ii) to restore the plants to a specified condition before they are handed over to the Grantor at the end of the service concession arrangements. These contractual obligations to maintain or restore the sewage and reclaimed water treatment and water distribution plants, except for upgrade element, are recognised and measured in accordance with the policy set out for note 2.27 “provisions” below.

#### 2.11.4 Interest income

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).

### 2.12 Contract assets and contract liabilities

Under HKFRS 15 *Revenue from Contracts with Customers* (“HKFRS 15”), a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

## 2. 主要會計政策概要(續)

### 2.11 服務特許經營安排(續)

#### 2.11.3 修復基建設施至一定可提供服務水平的合約責任

本集團須承擔合約責任，作為獲取執照所須符合的條件，以(i)維護其經營的污水及再生水處理及供水廠，確保符合一定可提供服務水平及／或(ii)於服務特許經營安排結束時，在移交工廠予授予人之前，將工廠修復至指定狀況。維護或修復污水及再生水處理及供水廠的合約責任(除升級部分外)按下文附註2.27「撥備」所載的政策予以確認及計量。

#### 2.11.4 利息收入

利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外。就信貸減值的金融資產而言，其利息收入是用實際利率乘以金融資產賬面淨額(經扣除虧損撥備)得出。

### 2.12 合約資產及合約負債

根據香港財務報告準則第15號來自與客戶訂立合約的收入(「香港財務報告準則第15號」)，應收款項僅當本集團擁有代價的無條件權利時方可確認。倘本集團於合約中所承諾的商品及服務的代價成為無條件權利前確認相關收益，則代價的權利被分類為合約資產。類似地，於集團確認相關收益前，客戶支付代價或合約上須支付代價且該金額已到期，則確認為合約負債(而非應付款項)。就與客戶的單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約的合約資產及合約負債不會按淨額基準呈列。

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## 合併財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Contract assets and contract liabilities (Continued)

An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset under note 2.14.

The Group recognises the incremental costs of obtaining a contract with a customer within contract assets if the Group expects to recover those costs.

Generally, the Group receives advances from its customers which are short-term in nature. The advances previously included in trade and other payables are reclassified to contract liabilities.

### 2.13 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 groups of assets (cash-generating units). 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.

### 2.14 Other investments in equity securities

#### 2.14.1 Classification

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

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

## 2. 主要會計政策概要(續)

### 2.12 合約資產及合約負債(續)

根據附註2.14，合約資產減值根據相同基準按金融資產計量、呈列及披露。

倘本集團預期將可收回為取得客戶合約而產生之增量成本，則會將有關成本確認為合約資產。

一般而言，本集團從客戶收取之墊款屬短期性質。過往計入貿易及其他應付款項的墊款重新分類為合約負債。

### 2.13 非金融資產的減值

擁有無限可使用年期的商譽及無形資產不作攤銷，而須每年測試一次是否減值，倘有事件或情況變動顯示賬面值或會減值時，則測試次數更頻繁。倘有事件或情況變動顯示賬面值或不可收回時，其他資產將進行減值測試。減值虧損確認為資產賬面值超過其可收回金額的數額。可收回金額為資產公平值減處置費用與使用價值兩者的較高者。為評估減值，資產按大致獨立於其他資產或資產組別(現金產生單位)的單獨可識別現金流入最基本層次分類。已減值的非金融資產(商譽除外)於各報告期末檢討是否可能撥回減值。

### 2.14 於股本證券的其他投資

#### 2.14.1 分類

本集團將其金融資產分類為以下計量類別：

- 其後按公平值(透過其他綜合收益(「其他綜合收益」)或透過損益)計量的金融資產，及
- 按攤銷成本計量的金融資產。



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## 合併財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Other investments in equity securities (Continued)

#### 2.14.1 Classification (Continued)

The classification depends on the entity'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 either be recorded in 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 fair value through other comprehensive income ("FVOCI").

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

#### 2.14.2 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.

#### 2.14.3 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 ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

## 2. 主要會計政策概要(續)

### 2.14 於股本證券的其他投資(續)

#### 2.14.1 分類(續)

該分類取決於實體管理金融資產的業務模式及現金流量的合約條款。

就按公平值計量的資產而言，收益及虧損將計入損益或其他綜合收益。並非持作買賣的權益工具投資將視乎本集團是否有在初步確認時作出不可撤銷的選擇，從而以公平值計量且其變動計入其他綜合收益(「以公平值計量且其變動計入其他綜合收益」)列賬。

當且僅當本集團管理該等資產的業務模式改變時，本集團重新分類債務投資。

#### 2.14.2 確認及終止確認

常規購入及出售的金融資產於交易日(本集團承諾購入或出售該資產的日期)確認。從金融資產收取現金流量的權利屆滿或已轉讓而本集團已實質上轉移一切所有權風險及回報時，則終止確認有關金融資產。

#### 2.14.3 計量

於初步確認時，本集團按其公平值加上(倘金融資產並非以公平值計量且其變動計入損益(「以公平值計量且其變動計入損益」)入賬)收購金融資產直接應佔的交易成本計量金融資產。以公平值計量且其變動計入損益入賬的金融資產的交易成本於損益中支銷。

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## 合併財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Other investments in equity securities (Continued)

#### 2.14.3 Measurement (Continued)

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. 主要會計政策概要(續)

### 2.14 於股本證券的其他投資(續)

#### 2.14.3 計量(續)

附帶嵌入衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

#### (a) 債務工具

債務工具的後續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類為三種計量類別：

- 攤銷成本：為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。該等金融資產之利息收入按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確認，並於其他收益／(虧損)中與外匯收益及虧損一併列示。減值虧損於損益表中作為獨立項目列示。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.14 Other investments in equity securities (Continued)

#### 2.14.3 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.

## 2. 主要會計政策概要(續)

### 2.14 於股本證券的其他投資(續)

#### 2.14.3 計量(續)

##### (a) 債務工具(續)

- 以公平值計量且其變動計入其他綜合收益：持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則以公平值計量且其變動計入其他綜合收益計量。賬面值變動計入其他綜合收益，惟於損益中確認之減值收益或虧損、利息收入及外匯收益及虧損之確認除外。金融資產終止確認時，先前於其他綜合收益確認之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。該等金融資產之利息收入按實際利率法計入融資收入。外匯收益及虧損呈列於其他收益／(虧損)中，而減值開支則於損益表中作為獨立項目列示。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.14 Other investments in equity securities (Continued)

#### 2.14.3 Measurement (Continued)

##### (a) Debt instruments (Continued)

- 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.

##### (b) Equity investments

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.

## 2. 主要會計政策概要(續)

### 2.14 於股本證券的其他投資(續)

#### 2.14.3 計量(續)

##### (a) 債務工具(續)

- 以公平值計量且其變動計入損益：不符合攤銷成本標準或以公平值計量且其變動計入其他綜合收益之資產乃以公平值計量且其變動計入損益計量。隨後以公平值計量且其變動計入損益計量之債務投資之收益或虧損於損益中確認，並於產生期間按淨額呈列於其他收益／(虧損)中。

##### (b) 權益工具

本集團所有股本投資隨後按公平值計量。倘本集團管理層已選擇將股本投資之公平值收益及虧損於其他綜合收益呈列，則終止確認投資後，概無後續重新分類公平值收益及虧損至損益。本集團收取付款之權利確立時，有關投資之股息繼續於損益中確認為其他收入。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.14 Other investments in equity securities (Continued)

#### 2.14.3 Measurement (Continued)

##### (b) Equity investments (Continued)

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.

#### 2.14.4 Impairment

The Group assesses on a forward looking basis the expected credit losses (“ECL”) 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 applies the HKFRS 9 *Financial Instruments* (“HKFRS 9”) simplified approach to measuring ECL which uses a lifetime expected loss allowance for receivables under service concession arrangements, trade receivables, amounts due from customers for contract work and contract assets. Impairment on other receivables is measured as either 12-month ECL or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition.

## 2. 主要會計政策概要(續)

### 2.14 於股本證券的其他投資(續)

#### 2.14.3 計量(續)

##### (b) 權益工具(續)

以公平值計量且其變動計入損益之金融資產公平值變動乃於損益表中其他收益／(虧損)中確認(如適用)。以公平值計量且其變動計入其他綜合收益之股本投資減值虧損(及減值虧損之撥回)不會與其他公平值變動分開呈報。

#### 2.14.4 減值

本集團按前瞻基準評估與按攤銷成本及以公平值計量且其變動計入其他綜合收益入賬的債務工具有關的預期信貸虧損(「預期信貸虧損」)。所用的減值方法取決於信貸風險有否大幅增加。

本集團採用香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)簡化方法計量預期信貸虧損，就服務特許經營安排下的應收款項、貿易應收款項、合約工程應收客戶款項及合約資產按年期計提預期虧損撥備。其他應收款項減值按12個月預期信貸虧損或年期預期信貸虧損計量，視乎信貸風險初始確認後有否大幅增加而定。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.15 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet where the Group currently have a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group have also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

### 2.16 Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under HKFRS 9; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

## 2. 主要會計政策概要(續)

### 2.15 對銷金融工具

當本集團目前擁有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產及負債可互相抵銷，並在合併資產負債表中報告其淨額。本集團亦已訂立並不符合抵銷標準的安排，但仍允許相關金額在如破產或終止合約的若干情況下予以抵銷。

### 2.16 財務擔保合同

在擔保簽訂的同時，財務擔保合同確認為一項金融負債。該負債按公平值初步計量並且後續按以下兩者孰高計量：

- 按香港財務報告準則第9號中的預期信貸虧損模型確定的金額；及
- 初步確認的金額減去，如適用，按香港財務報告準則第15號確認的累計收入。

財務擔保的公平值由基於債務工具下要求的合同支付金額與無需保證的支付金額之間的，或與作為承擔義務應付第三方的預計金額之間的現金流量差異的現值決定。

當與聯營公司之借款或其他應付款關聯的擔保不提供補償時，公平值作為投入列賬並且確認為投資成本的一部分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.17 Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. 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 of completion and the estimated costs necessary to make the sale.

### 2.18 Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

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 to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See note 2.14 for further information about the Group's accounting for trade receivables.

### 2.19 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with financial institutions. Bank deposits which are restricted to use are classified as "restricted cash". Restricted cash are excluded from cash and cash equivalents in the cash flow statements.

## 2. 主要會計政策概要(續)

### 2.17 存貨

原材料及庫存、在建工程及成品以成本值及可變現淨值兩者的較低者列賬。成本包括直接材料、直接勞動力及適當比例的可變及固定其他開支(後者按正常經營能力基準分配)。成本乃按加權平均成本基準分撥至個別存貨項目。購入存貨的成本乃於扣除退款及折扣後釐定。可變現淨值為於日常業務過程內的估計售價減估計完成所需成本及銷售所需的估計成本計算。

### 2.18 貿易應收款項

貿易應收款項為在日常業務過程中就向客戶銷售的商品或提供的服務而應收客戶的款項。如貿易應收款項預期在一年或以內收回，其被分類為流動資產，否則分類為非流動資產。

貿易應收款項初步按有關代價金額確認，此為無條件，除非按公平值確認包含重大融資成分。本集團持有目的為收取合約現金流量的貿易應收款項，因此採用實際利率法按攤銷成本計量貿易應收款項。有關本集團貿易應收款項會計處理的進一步資料請參閱附註2.14。

### 2.19 現金及現金等價物

就現金流量表呈列而言，現金及現金等價物包括手頭現金及金融機構通知存款。受限制使用的銀行存款歸類為「受限制現金」。受限制現金自現金流量表的現金及現金等價物中剔除。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 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.

### 2.21 Perpetual capital instruments

Perpetual capital instruments with no contractual obligation for the Group to deliver cash or another financial asset to the holders are classified as equity instruments. They are initially recorded at the proceeds received within equity. Discretionary interest declared by the Group to the holders of perpetual capital instrument is treated as dividend.

### 2.22 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. 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.

### 2.23 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 classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## 2. 主要會計政策概要(續)

### 2.20 股本

普通股歸類為權益。直接歸屬於發行新股或購股權的遞增成本扣除稅項後在權益中列為所得款項的扣減項目。

### 2.21 永久資本工具

本集團並無合約責任將現金或另外金融資產交付持有人的永久資本工具歸類為權益工具。該工具初始按收取的所得款項列入權益。本集團向永久資本工具持有人宣派的酌情利息被視為股息。

### 2.22 貿易及其他應付款項

該等金額指於財政年度結束前提供予集團之商品及服務之未償還負債。該等金額為無抵押及通常在確認30日內支付。貿易及其他應付款項列示為流動負債，除非付款並非於報告期間後12個月內到期。有關款項以初始公平值確認，其後採用實際利息法按攤銷成本計量。

### 2.23 借款

借款於初始按公平值並扣除產生的交易成本確認。借款其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值的差額於借款期間以實際利率法在損益表中確認。如部分或全部融資有可能被提取，則設立貸款融資時支付的費用確認為貸款的交易成本。在此情況下，費用遞延至貸款提取為止。如沒有證據證明部分或全部融資有可能被提取，則該費用資本化作為流動資金服務的預付款，並於相關的融資期內攤銷。

除非本集團有無條件權利將償還負債的日期遞延至報告期後最少12個月，否則借款歸類為流動負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 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.

### 2.25 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 income tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### 2.25.1 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 and its subsidiaries, joint ventures 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 and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

## 2. 主要會計政策概要(續)

### 2.24 借款成本

一般及特定借款成本直接歸屬於需要完成或籌備該資產以作擬定用途或出售的一段時間內資本化的合資格資產。合資格資產必須經一段長時間處理以作其擬定用途或銷售。

就特定借款，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借款成本中扣除。

所有其他借款成本於其產生期間內確認。

### 2.25 即期及遞延所得稅

期內所得稅開支或信貸為本期間應課稅收入按各司法權區適用所得稅率之應付稅項，受暫時差額及未使用稅項虧損應佔遞延稅項資產及負債變動的調整。

#### 2.25.1 即期所得稅

即期所得稅費用根據本公司及其附屬公司、合營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頒佈的稅法計算。管理層就適用稅務法規詮釋所規限的情況定期評估稅項申報情況，並考慮稅務機關是否有可能接受不確定的稅收待遇。本集團根據最可能的金額或預期價值計量其稅項餘額，具體取決於哪種方法能夠為解決不確定性提供更佳預測。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.25 Current and deferred income tax (Continued)

#### 2.25.2 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 income 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 income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses, and does not give rise to equal taxable and deductible temporary differences.

Deferred income tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

## 2. 主要會計政策概要(續)

### 2.25 即期及遞延所得稅(續)

#### 2.25.2 遞延所得稅

遞延所得稅採用負債法，就資產和負債的稅基與資產和負債在合併財務報表的賬面值之間產生的暫時差額悉數撥備。然而，若遞延所得稅負債來自商譽的初始確認，則不予確認此等遞延稅項負債；若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而該項資產或負債在交易時不影響會計及應課稅損益，則不予確認此等遞延所得稅。

遞延所得稅採用在報告期末前已頒佈或實質頒佈，並預期在有關遞延所得稅資產實現或遞延所得稅負債結算時適用的稅率(及法律)而釐定。

遞延所得稅資產僅限於有可能產生未來應課稅溢利並可用於抵銷暫時差額及虧損且不會產生等額應課稅及可抵扣暫時差額時予以確認。

倘本公司能控制撥回暫時差額的時間及該等差額可能不會於可見將來撥備，則不會就外國業務投資賬面值與稅基之間的暫時差額確定遞延稅項負債及資產。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 Current and deferred income tax (Continued)

#### 2.25.2 Deferred income tax (Continued)

Current and deferred income 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.

Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure. The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense. A deferred income tax asset is recognised for unclaimed tax credits that are carried forward as deferred income tax assets.

### 2.26 Employee benefits

#### 2.26.1 Defined contribution plan

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government.

## 2. 主要會計政策概要(續)

### 2.25 即期及遞延所得稅(續)

#### 2.25.2 遞延所得稅(續)

即期及遞延所得稅於損益確認，惟倘即期及遞延所得稅於在其他綜合收益或直接於權益中確認的項目有關，在此情況下，稅項亦會分別於其他綜合收益或直接於權益中確認。

本集團內成員公司可就投資合資格資產或相關合資格開支享有特殊稅項減免。本集團就該等津貼入賬列為稅收抵免，即津貼降低應付所得稅及即期稅項開支。遞延所得稅資產於未認領的稅項抵免結轉為遞延所得稅資產時確認。

### 2.26 僱員福利

#### 2.26.1 定額供款計劃

根據中國的規例及法規，本集團位於中國的僱員參與多項由中國相關市級及省級政府運作的定額供款退休福利計劃，據此，本集團及位於中國的僱員每月須對該等計劃作出按僱員薪金百分比計算得出的供款。

市級及省級政府承諾會承擔根據上述計劃應付予所有現有及未來的退休中國僱員的退休福利責任。除每月供款外，本集團並無進一步責任向其僱員提供退休付款及其他退休後福利。該等計劃的資產乃與本集團的資產分開，並由中國政府所管理的獨立基金持有。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.26 Employee benefits (Continued)

#### 2.26.2 Defined benefit plan

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the consolidated balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The current service cost of the defined benefit plan, recognised in the statement of profit or loss in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs are recognised immediately in consolidated statement of profit or loss and other comprehensive income. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service costs.

## 2. 主要會計政策概要(續)

### 2.26 僱員福利(續)

#### 2.26.2 定額福利計劃

一般而言，定額福利計劃釐定員工在退休時可收取的退休福利金額，通常視乎年齡、服務年資和薪酬等一個或多個因素而定。

在合併資產負債表內就定額福利退休金計劃而確認的負債，為定額福利責任於報告期末的現值減計劃資產的公平值。定額福利責任每年由獨立精算師利用預計單位貸記法計算。定額福利責任的現值利用將用以支付福利的貨幣為單位計值且到期日與有關退休負債的年期近似的高質素企業債券的利率，將估計未來現金流出量貼現計算。在該等債券並無活躍市場的國家，乃採用政府債券的市場利率。

於損益表僱員福利開支項下確認的定額福利計劃即期服務成本(除計入資產成本者外)反映本年度僱員服務所導致的定額福利責任的增加、福利變動、削減及結算。

過往服務成本即時於合併損益及其他綜合收益表中確認。定額福利責任的現值來自計劃修訂或縮減的變動，即時於損益中確認為過往服務成本。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.26 Employee benefits (Continued)

#### 2.26.2 Defined benefit plan (Continued)

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit or loss and other comprehensive income.

Remeasurement arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

### 2.27 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

## 2. 主要會計政策概要(續)

### 2.26 僱員福利(續)

#### 2.26.2 定額福利計劃(續)

淨利息成本按定額福利責任的淨結餘及計劃資產公平值，應用貼現率計算。此成本包含在合併損益及其他綜合收益表中的僱員福利開支中。

根據經驗而調整的重新計量以及精算假設的變動，在產生期間內於其他綜合收益的權益中扣除或計入。

### 2.27 撥備

在出現以下情況時，本集團確認法律索償、服務保證及妥善履行責任的撥備：本集團因過往事件而產生現有法律或推定義務；履行該義務預期很可能導致資源流出；金額能可靠估計。未來經營虧損不確認撥備。

如存在多項類似義務，則根據整體義務類別考慮釐定償付時導致資源流出的可能性。即使在同一義務類別所包含的任何單個項目的流出的可能性極低，仍須確認撥備。

撥備乃按結算報告期末現時責任所需之管理層最佳估計開支的現值計量。使用作釐定現值之折現率為稅前折現率，其須能夠反映當前市場的貨幣時間價值估算及該負債特有的風險。由時間推移導致撥備金額的增加計入利息開支。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.28 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 the consolidated statement of profit or loss and other comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to purchase of property, plant and equipment and intangible assets are included in non-current liabilities as deferred government grants and are credited to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the expected lives of the related assets.

### 2.29 Revenue recognition

Under HKFRS 15, revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer. This may be at a single point in time or over time.

Upon the adoption of HKFRS 15, the Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- when the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- when the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced;
- when the Group's performance does not create an asset with an alternate use to the Group and the Group has an enforceable right to payment for performance completed to date.

## 2. 主要會計政策概要(續)

### 2.28 政府補貼

在有合理保證將收取補助及本集團將遵守所有隨附條件時，政府補貼乃按其公平值確認。

與成本相關的政府補貼均會遞延並於需要與其有意補償的成本相配比的期間內，在合併損益及其他綜合收益表確認。

與購買物業、廠房及設備以及無形資產相關的政府補貼於非流動負債項下列作遞延政府補貼，並按直線法在相關資產的預期使用年內計入合併損益及其他綜合收益表。

### 2.29 收入確認

根據香港財務報告準則第15號，收入按客戶合約訂明之代價計量，且不包括代表第三方收取之金額。本集團於其向客戶轉讓產品或服務之控制權時確認收入。該情況可能發生於某個時間點或一段時間內。

於採納香港財務報告準則第15號後，倘符合以下其中一項條件，本集團會於履行履約責任後隨時間轉移確認收入：

- 客戶同時取得及消耗本集團履行履約責任時所提供之利益；
- 本集團之履約行為創造或改良客戶在資產被創造或改良時已控制之資產；
- 本集團之履約行為並未創造一項可被本集團用於替代用途之資產，且本集團獲得具有就迄今為止已完成之履約部份之客戶付款可執行之權利。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.29 Revenue recognition (Continued)

If none of the above conditions are met, the Group recognises revenue at a single point in time at which the performance obligation is satisfied for the sale of that good or service when control has been passed.

If control of the product or service transfers over time, revenue is recognised over the period of the contract by measuring the progress towards complete satisfaction of that performance obligation.

#### 2.29.1 Sales of goods

Revenue is recognised at the point in time when the control of the product is transferred to the customer which generally coincides with delivery and acceptance of the product sold.

#### 2.29.2 Rendering of construction and upgrade services

Revenue from construction and upgrade services is recognised over time by measuring the progress towards complete satisfaction of the service. The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

#### 2.29.3 Rendering of other services

Revenue from wastewater treatment, solid waste treatment and other services is recognised over the period by measuring the progress towards complete satisfaction of the service.

## 2. 主要會計政策概要(續)

### 2.29 收入確認(續)

倘不符合上述所有條件，本集團將於控制權轉移銷售該貨品或服務之履約責任獲達成之單一時點確認收入。

倘產品或服務控制權經過一段時間轉移，收入確認將通過計量整個合約期間已完成履約責任的進度進行。

#### 2.29.1 產品銷售

收入在產品的控制權轉移至客戶的單一時點時確認，並通常與交收所出售產品的時點一致。

#### 2.29.2 提供建造及升級服務

收入於一段時間內確認，且對完成履行服務的進度計量。完成履行履約責任的進度是按本集團為履行履約責任的付出或投入，並參照每份合約截至報告期末已產生的合約成本佔該合約總估計成本的百分比計量。

#### 2.29.3 提供其他服務

污水處理、固廢處理及其他服務的收益通過計量完成履行服務的進度於一段時間內確認。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.30 Leases

The Group leases land use rights on long-term contracts and offices and warehouses on both short-term and long-term contracts.

Land use rights represent prepaid operating lease payments for land less accumulated amortisation and any impairment losses. Amortisation is calculated using the straight-line method to allocate the prepaid operating lease payments for land over the remaining lease term or the operating period, whichever is shorter.

Rental contracts for offices and warehouses are typically made for fixed periods of 1 to 10 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

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. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

## 2. 主要會計政策概要(續)

### 2.30 租賃

本集團以長期合約租賃土地使用權，並以短期及長期合約租賃辦公室及倉庫。

土地使用權指土地的預付經營租賃付款減累計攤銷及任何減值虧損。攤銷乃採用直線法將土地的預付經營租賃付款分攤至剩餘租賃期限或經營租賃期間(以較短者為準)計算。

辦公室及倉庫的租賃合約一般按1至10年的固定期限訂立。租賃條款乃按個別基準磋商，並包含各種不同條款及條件。租賃協議並無施加任何契諾，惟租賃資產不得用作借款的抵押品。

租賃於租賃資產可供本集團使用當日確認為使用權資產及相應負債。

合約可能包含租賃及非租賃組成部分。本集團按照租賃及非租賃組成部分相應的獨立價格，將合約代價分配至租賃及非租賃組成部分。然而，就本集團為承租人的房地產租賃而言，其選擇將租賃及非租賃組成部分入賬為單一租賃組成部分，並無將兩者區分。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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)

### 2.30 Leases (Continued)

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 payments 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;
- 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.

## 2. 主要會計政策概要(續)

### 2.30 租賃(續)

租賃產生的資產及負債初步以現值基準計量。租賃負債包括下列租賃付款的淨現值：

- 固定付款(包括實質上的固定付款)，減去任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，採用於開始日期的指數或利率初步計量；
- 本集團於剩餘價值擔保下預計應付的金額；
- 倘本集團合理確定要行使購買期權，則該期權的行使價；及
- 倘租期反映本集團行使該期權，則終止租賃罰款的付款。

計量負債時亦包括根據合理確定延長選擇權作出的租賃付款。

租賃付款使用租賃中隱含的利率貼現。如該利率無法輕易確定(本集團的租賃通常如此)，則使用承租人的增量借款利率，即個別承租人在類似經濟環境下按類似條款、抵押及條件借入所需資金以取得類似於使用權資產價值的資產所須支付的利率。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.30 Leases (Continued)

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, e.g., 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.

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.

## 2. 主要會計政策概要(續)

### 2.30 租賃(續)

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資作為出發點，並作出調整以反映自獲得第三方融資以來融資條件的變動；
- 使用累加法，首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率；及
- 進行特定於租賃的調整，如期限、國家、貨幣及抵押。

本集團未來可能根據指數或利率增加可變租賃付款額，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債根據使用權資產進行重新評估及調整。

租賃付款於本金與融資成本之間作出分配。融資成本於租期內自損益扣除以計算出各期間負債結餘的固定週期利率。

使用權資產按成本計量，並包括以下各項：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款減任何已收租賃優惠；
- 任何初始直接成本；及
- 修復成本。

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## 合併財務報表附註

For the year ended 31 December 2022  
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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.30 Leases (Continued)

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 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 without a purchase option.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

### 2.31 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

### 2.32 Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group's derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other gains/(losses).

## 2. 主要會計政策概要(續)

### 2.30 租賃(續)

使用權資產一般於資產可使用年期與租期中的較短者以直線法折舊。倘本集團合理確定要行使購買期權，則使用權資產在相關資產的可使用年內折舊。

與短期租賃相關的付款以直線法於損益內確認為開支。短期租賃指租期為12個月或以下的租賃(並無購買選擇權)。

經營租賃(本集團作為出租人)的租賃收入於租期內以直線法確認為收入。於獲取經營租賃時產生的初始直接成本會加入相關資產的賬面值，並於租期內按確認租賃收入的同一基準確認為開支。相關租賃資產按其性質計入合併資產負債表。於採納新租賃準則後，本集團毋須就作為出租人持有資產的會計處理作出任何調整。

### 2.31 股息分派

對本公司股東的股息分派於股息獲本公司股東或董事(如適用)批准期間在本集團財務報表確認為負債。

### 2.32 衍生工具及對沖活動

衍生工具於衍生工具合約訂立當日按公平值初始確認，其後於各報告期間末按公平值重新計量。公平值變動之會計處理取決於該衍生工具是否被指定為對沖工具，如被指定為對沖工具，則取決於對沖項目之性質。

本集團之衍生工具並不符合對沖會計準則。不符合對沖會計準則之衍生工具之公平值如有變動，將即時於損益內確認並計入其他收益/(虧損)。

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## 合併財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.33 Earnings per share

#### 2.33.1 Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

#### 2.33.2 Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings 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. 主要會計政策概要(續)

### 2.33 每股盈利

#### 2.33.1 每股基本盈利

每股基本盈利按以下方式計算：

- 本公司擁有人應佔利潤(不包括普通股以外之任何權益成本)
- 除以財政年度內已發行普通股加權平均數，並就年內已發行普通股(不包括庫存股份)的股息調整。

#### 2.33.2 每股攤薄盈利

計算每股攤薄盈利時，會調整用於釐定每股基本盈利的數額，以反映以下因素：

- 與潛在攤薄普通股有關的利息及其他融資成本的除所得稅後影響；及
- 假設轉換所有潛在攤薄普通股，額外將會發行普通股的加權平均數。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.34 Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell, except for financial assets within the scope of HKFRS 9 which continue to be measured in accordance with the accounting policies as set out in respective sections.

## 2. 主要會計政策概要(續)

### 2.34 持作出售的非流動資產

倘非流動資產(及出售組別)的賬面值將主要透過出售交易而非透過持續使用而收回,則將其分類為持作出售。僅於資產(或出售組別)可按現狀即時出售,且僅受出售有關資產(或出售組別)的一般及慣常條款所限,而達成出售的機會極高時,方會被視為已符合上述條件。管理層必須對出售作出承擔,而出售預期應可於分類日期起計一年內符合確認為已完成出售之資格。

當本集團致力進行涉及失去附屬公司控制權之出售計劃時,不論本集團會否於出售后保留於該前附屬公司的非控制權益,該附屬公司的所有資產及負債於符合上述標準時將分類為持作出售。

當本集團承諾進行涉及出售於聯營公司或合營公司之投資或部分投資之出售計劃,倘符合上述條件,將予出售之該項投資或部分投資分類為持作出售,而本集團將由投資(或部分投資)分類為持作出售時起,不再就該分類為持作出售之部分使用權益法。

分類為持作出售之非流動資產(及出售組別)按其以往賬面值與公平值減出售成本之較低者計量,惟香港財務報告準則第9號範圍內的金融資產除外,其將根據相應段落所載之會計政策計量。



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## 合併財務報表附註

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.35 Derecognition/modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Except for changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform in which the Group applies the practical expedient, when the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

## 2. 主要會計政策概要(續)

### 2.35 終止確認／修改金融負債

僅於本集團之責任解除、取消或已到期時，本集團方會終止確認金融負債。已終止確認的金融負債賬面值與已付及應付代價間的差額於損益中確認。

除因利率基準改革而導致確定合同現金流量的基礎發生變化外(在該等情況下，本集團採用簡化方法)，當金融負債的合同條款被修改時，本集團將考慮所有相關事實和情況(包括定性因素)，評估修改後的條款是否導致對原始條款的實質性修改。如果沒有確鑿的定性評估，倘根據新條款現金流量的折現現值(包括所付按原實際利率折現的任何費用(已扣除所收費用))與原金融負債剩餘現金流量的折現現值至少有10%差別，則假設該等條款大不相同。因此，該等條款的修改作為終止確認核算入賬，產生的任何成本或費用確認為減少的損益的一部分。如果交易或修改的差額低於10%，則視為非實質性修改。

就並無導致終止確認之金融負債非重大變更而言，相關金融負債的賬面值將按以金融負債原實際利率貼現之經修訂合約現金流量之現值計算。所產生之交易成本或費用乃調整至經修訂金融負債之賬面值，並於剩餘年內攤銷。對金融負債賬面值之任何調整均於修訂當日於損益內確認。

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## 合併財務報表附註

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### 3. FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and fair value interest rate risk and cash flow interest rate), credit 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.

##### (a) Market risk

###### (i) Foreign exchange risk

The Group principally operates in the PRC with most of the transactions being settled in RMB, which is the functional currency of most of the group entities.

The Group also has certain subsidiaries in foreign operations. Foreign exchange risk arises from the recognised assets and liabilities and net investments in foreign operations. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through financing activities denominated in the relevant foreign currencies. The group entities are exposed to foreign exchange risk of foreign currencies other than their functional currencies, primarily with respect to the US dollars ("US\$"), Thai Baht ("THB") and Hong Kong dollars ("HKD") (together "Non-functional Currencies"). The Group seeks to limit its exposure to foreign currency risk by closely monitoring and minimising its net foreign currency position.

### 3. 財務風險管理

#### 3.1 財務風險因素

本集團的活動令其承受多種財務風險：市場風險（包括外匯風險、公平值利率風險及現金流量利率）、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並設法減低對本集團財務表現的潛在不利影響。

##### (a) 市場風險

###### (i) 外匯風險

本集團主要在中國經營業務，大部分交易以人民幣結算，人民幣為大部分集團公司的功能貨幣。

本集團亦有若干附屬公司經營境外業務。外匯風險來自境外業務的已確認資產及負債和投資淨額。本集團境外業務淨資產所產生的貨幣風險，主要透過以相關外幣計值的融資活動進行管理。集團實體承受其功能貨幣以外外幣的外匯風險，主要涉及美元（「美元」）、泰銖（「泰銖」）及港元（「港元」）（統稱「非功能貨幣」）。本集團力圖通過密切監察及盡量減少其外幣持倉淨額來限制外幣風險敞口。

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## 合併財務報表附註

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### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (ii) Fair value and cash flow interest rate risk

The Group's interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest risk which is partially offset by cash held at variable rates. Borrowings obtained at fixed rates expose the Group to fair value interest risk.

The Group regularly reviews and monitors the mix of fixed and floating interest rate borrowings in order to manage its interest rate risk. The Group's interest-bearing bank borrowings, restricted cash and cash and cash equivalents are stated at amortised cost and not revalued on a periodic basis. Floating rate interest income and expenses are credited/charged to profit or loss as earned/incurred.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

##### (ii) 公平值及現金流量利率風險

本集團的利率風險來自於長期借款。按浮動利率取得的借款使本集團面臨現金流量利息風險，而這部分被按浮動利率持有的現金所抵銷。按固定利率取得的借款使本集團面臨公平值利息風險。

本集團定期審閱和監察固定和浮動利率的借款組合以管理其利率風險。本集團的計息銀行借款、受限制現金以及現金及現金等價物均按攤銷成本列賬，並非會定期重估。浮動利率利息收入及開支於賺取／產生時計入／抵減損益。

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## 合併財務報表附註

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### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (ii) Fair value and cash flow interest rate risk (Continued)

As at 31 December 2022, the Group has floating rate borrowings amounting to RMB11,968,246,000 (2021: RMB11,856,091,000). If there would be a general increase/decrease in the market interest rates by 100 basis points, with all other variables held constant, the Group's post-tax loss would have increased/decreased by approximately RMB83,582,000 for the year ended 31 December 2022 (2021: RMB75,441,000). The sensitivity analysis above has been determined assuming that the change in market interest rates had occurred as at the 31 December 2022 and 2021 and had applied the exposure to cash flow interest rate risk to those financial instruments in existence at those dates. The estimated 100 basis points increase or decrease represents management's estimate of a reasonably possible change in market interest rates over the period until the next annual year end.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 市場風險(續)

##### (ii) 公平值及現金流量利率風險(續)

於二零二二年十二月三十一日，本集團的浮動利率借款為人民幣11,968,246,000元(二零二一年：人民幣11,856,091,000元)。截至二零二二年十二月三十一日止年度，如市場利率整體上升／下跌100個基點，而所有其他變量保持不變，則本集團的除稅後虧損將增加／減少約人民幣83,582,000元(二零二一年：人民幣75,441,000元)。上述敏感度分析乃假設市場利率變動已於二零二二年及二零二一年十二月三十一日發生並已應用該等金融工具所承擔於該等日期存在的現金流量利率風險而釐定。估計增加或減少100個基點指管理層估計期內直至下一年度末市場利率的合理可能變動。

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## 合併財務報表附註

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### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk

Credit risk is managed on group basis. The Group's maximum exposure to credit risk in relation to financial assets is the carrying amounts of restricted cash, cash and cash equivalents, trade and other receivables, receivables under service concession arrangements, amounts due from customers for contract work and contract assets.

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category 類別	Group definition of category 本集團對各類別的界定	Basis for recognition of expected credit loss provision 確認預期信貸虧損撥備的基準
Performing	Financial assets for which credit risk has not increased significantly since initial recognition	12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
正常	自初始確認以來信用風險並無顯著增加的金融資產	12個月的預期虧損。對於預期使用年期在12個月之內的資產，預期虧損按其預期使用年期計量
Underperforming	Financial assets for which credit risk has increased significantly since initial recognition, but are not credit-impaired	Lifetime expected losses
關注	自初始確認以來信用風險已顯著增加但未出現信貸減值的金融資產	年期預期虧損
Non-performing	Financial assets that are credit-impaired at the reporting date	Lifetime expected losses
不良	於報告日期出現信貸減值的金融資產	年期預期虧損

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險

信用風險按集團基準進行管理。本集團所面對有關金融資產的最大信用風險為受限制現金、現金及現金等價物、貿易及其他應收款項、服務特許經營安排下的應收款項、合約工程應收客戶款項及合約資產的賬面值。

支撐本集團預期信貸虧損模型的假設概要如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (i) Cash deposits at banks and restricted cash

For deposit with banks, the Group has limited its credit exposure by restricting their selection of banks on the reputable local listed commercial banks or state-owned banks. Management believes these financial institutions are reputable and there is no significant credit risk of loss on such assets.

###### (ii) Trade receivables

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. Future cash flows for each group of receivables are estimated on the basis of historical default rates, adjusted to reflect the effects of existing market conditions as well as forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

###### (i) 銀行現金存款及受限制現金

就銀行存款而言，本集團透過限制其挑選銀行(挑選信譽良好的地方上市商業銀行或國有銀行)以限制其信用風險。管理層相信該等金融機構信譽良好，並無有關資產虧損的重大信用風險。

###### (ii) 貿易應收款項

本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損，就貿易應收款項按整個年期計提預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共同信用風險特徵進行分組。每組應收款項的未來現金流量根據歷史違約率進行估計，並進行調整以反映現有市場狀況的影響以及影響客戶結算應收款項能力的宏觀經濟因素的前瞻性信息。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (ii) Trade receivables (Continued)

Trade receivables with known insolvencies are assessed individually for impairment allowances and are written off when there is no reasonable expectation of recovery. Indicators of insolvencies include, amongst others, the failure of a debtor engage in a repayment plan with the Group, and a failure to make contractual payments. Trade receivables without known insolvencies are assessed on a collective basis based on shared credit risk characteristics.

Trade receivables have been assessed for impairment on a collective basis based on different credit risk characteristics. Trade receivables are categorised as follows for assessment purpose:

Group 1: Trade receivables due from local governments;

Group 2: Trade receivables due from related parties which included mainly state-owned enterprises;

Group 3: Trade receivables due from other state-owned enterprises;

Group 4: Trade receivables due from other third parties

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

###### (ii) 貿易應收款項(續)

已知無力償債的貿易應收款項會個別評估減值撥備，並於無法合理預期收回時予以撇銷。無力償債跡象包括(其中包括)債務人未能與本集團訂立還款計劃，以及未能作出合約付款。無已知無力償債的貿易應收款項根據共同信用風險特徵按集體基準進行評估。

貿易應收款項已根據不同的信用風險特徵以集體方式進行減值評估。就評估而言，貿易應收款項分類如下：

第一組：來自地方政府的貿易應收款項；

第二組：來自關聯方(主要包括國有企業)的貿易應收款項；

第三組：來自其他國有企業的貿易應收款項；

第四組：來自其他第三方的貿易應收款項

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### (ii) Trade receivables (Continued)

On that basis, as at 31 December 2022, the loss allowance provision for the trade receivables was determined as follows. The expected credit losses below also incorporated forward looking information.

Group 1		Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	Over 4 years	Total
At 31 December 2022							
第一組							
於二零二二年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	758,267	359,848	206,216	64,598	82,736	1,471,665
Expected loss rate	預期虧損率	0.08%	0.14%	0.23%	0.23%	8.32%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	623	505	480	147	6,883	8,638

Group 2		Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	Over 4 years	Total
At 31 December 2022							
第二組							
於二零二二年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	27,618	13,564	432,658	264,730	1,445,599	2,184,169
Expected loss rate	預期虧損率	1.00%	0.29%	0.42%	1.31%	32.11%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	276	39	1,805	3,480	464,167	469,767

Group 3		Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	Over 4 years	Total
At 31 December 2022							
第三組							
於二零二二年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	48,184	26,150	1,089,428	365,121	123,688	1,652,571
Expected loss rate	預期虧損率	1.74%	1.65%	1.92%	5.92%	34.54%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	840	431	20,938	21,612	42,717	86,538

Group 4		Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	Over 4 years	Total
At 31 December 2022							
第四組							
於二零二二年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	186,624	63,499	250,944	114,065	290,230	905,362
Expected loss rate	預期虧損率	6.00%	16.23%	27.94%	45.33%	70.04%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	11,206	10,307	70,118	51,705	203,287	346,623

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

##### (ii) 貿易應收款項(續)

在此基礎上，於二零二二年十二月三十一日，貿易應收款項虧損撥備計提如下。下文的預期信貸虧損亦包含前瞻性資料。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### (ii) Trade receivables (Continued)

As at 31 December 2021, the loss allowance provision for the trade receivables was determined as follows. The expected credit losses below also incorporated forward looking information.

Group 1		Less than	1 to	2 to	3 to	Over	
At 31 December 2021		1 year	2 years	3 years	4 years	4 years	Total
第一組							
於二零二一年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	649,629	285,507	92,267	23,805	79,440	1,130,648
Expected loss rate	預期虧損率	0.10%	0.15%	0.21%	0.21%	0.24%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	631	439	193	51	188	1,502
Group 2		Less than	1 to	2 to	3 to	Over	
At 31 December 2021		1 year	2 years	3 years	4 years	4 years	Total
第二組							
於二零二一年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	19,236	286,761	282,527	684,203	779,751	2,052,478
Expected loss rate	預期虧損率	0.72%	1.51%	3.17%	6.58%	19.44%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	138	4,323	8,948	45,042	151,553	210,004
Group 3		Less than	1 to	2 to	3 to	Over	
At 31 December 2021		1 year	2 years	3 years	4 years	4 years	Total
第三組							
於二零二一年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	47,280	1,094,853	365,121	109,295	38,721	1,655,270
Expected loss rate	預期虧損率	0.76%	2.27%	5.00%	7.78%	22.43%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	360	24,877	18,271	8,499	8,684	60,691
Group 4		Less than	1 to	2 to	3 to	Over	
At 31 December 2021		1 year	2 years	3 years	4 years	4 years	Total
第四組							
於二零二一年十二月三十一日		1年以內	1至2年	2至3年	3至4年	4年以上	總額
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	304,023	314,743	130,657	202,120	78,134	1,029,677
Expected loss rate	預期虧損率	2.15%	8.70%	14.38%	20.36%	37.48%	
Loss allowance provision (RMB'000)	虧損撥備 (人民幣千元)	6,530	27,395	18,795	41,142	29,282	123,144

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

##### (ii) 貿易應收款項(續)

於二零二一年十二月三十一日，貿易應收款項虧損撥備計提如下。下文的預期信貸虧損亦包含前瞻性資料。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (iii) Other receivables

The Group expects that the credit risk associated with other receivables due from local governments and related parties is considered to be low, since they have a strong capacity to meet its contractual cash flow obligations in the near term. The Group has assessed that the ECL rate for the amounts due from local governments and related parties are immaterial under 12 months ECL method and considered them to have low credit risk, and thus the loss allowance is immaterial.

For other receivables other than those from local governments and related parties, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

###### (iii) 其他應收款項

本集團預期，與應收地方政府及關聯方的其他應收款項有關的信貸風險較低，原因是彼等擁有雄厚實力可在短期滿足其合約現金流量義務。本集團已評定，根據12個月預期信貸虧損方法，應收地方政府及關聯方款項的預期信貸虧損率並不重大，且認為該等款項具有較低的信貸風險，因此虧損撥備並不重大。

就除來自地方政府及關聯方的應收款項外的其他應收款項而言，管理層根據歷史結算記錄及過往經驗定期按組合方式及個別方式對其他應收款項的可收回性作出評估。

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## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (iii) Other receivables (Continued)

The Group considers the probability of default whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant changes in the expected performance and behaviour of the borrowers, including changes in the payment status of borrowers and changes in the operating results of the borrowers.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

###### (iii) 其他應收款項(續)

本集團考慮違約的可能性以及信貸風險是否在各個報告期持續大幅上升。為評估信貸風險是否大幅上升，本集團將資產於報告日期發生違約的風險與於初次確認日期的違約風險作對比。本集團考慮可用的可合理支撐評估結論的前瞻性資料。尤其包括以下指標：

- 內部信用評級
- 外部信用評級
- 預期會導致借款人償債能力發生顯著變化的業務、財務或經濟狀況的實際或預期重大不利變動
- 借款人經營業績的實際或預期重大變動
- 借款人預期表現及行為的重大變動，包括借款人的支付狀況變動及借款人經營業績的變動。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (iii) Other receivables (Continued)

An impairment analysis is performed at each reporting date using the probability of default approach to measure expected credit losses. The probabilities of default rates are estimated based on comparable companies with published credit ratings. The calculation reflects the probability weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forward-looking credit risk information. As at 31 December 2022, the probability of default applied for performing other receivables ranged from 0.04% to 5.39% (2021: 0.04% to 4.96%), and the loss given default was estimated to 59.48% (2021: 53.12%). The expected loss rate of the non-performing other receivables was estimated to 100%. The movement of the Group's provision for impairment of other receivables are set out in note 23(b).

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

###### (iii) 其他應收款項(續)

於各報告日期，本集團使用違約概率法來衡量預期信貸虧損，以進行減值分析。違約概率根據已發佈信用評級的可靠比較公司進行估計。該計算反映概率加權結果以及於報告日期可獲得的有關過往事件、當前狀況及前瞻性信用風險信息的合理可支持資料。於二零二二年十二月三十一日，正常其他應收款項所用的違約概率介乎0.04%至5.39%（二零二一年：0.04%至4.96%），違約損失估計為59.48%（二零二一年：53.12%）。不良其他應收款項的預期虧損率估計為100%。本集團其他應收款項減值撥備的變動情況載於附註23(b)。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### (iii) Other receivables (Continued)

		Performing 正常	Underperforming 關注	Non-Performing 不良	Total 總額
<b>At 31 December 2022</b>	<b>於二零二二年 十二月三十一日</b>				
Gross carrying amount (RMB'000)	賬面總額(人民幣千元)	1,565,352	—	157,353	1,722,705
Expected loss rate	預期虧損率	0.90%	—	100.00%	
Loss allowance provision (RMB'000)	虧損撥備(人民幣千元)	14,035	—	157,353	171,388
<b>At 31 December 2021</b>	<b>於二零二一年 十二月三十一日</b>				
Gross carrying amount (RMB'000)	賬面總額(人民幣千元)	1,878,251	—	104,937	1,983,188
Expected loss rate	預期虧損率	0.47%	—	100.00%	
Loss allowance provision (RMB'000)	虧損撥備(人民幣千元)	8,810	—	104,937	113,747

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

##### (iii) 其他應收款項 (續)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### (iv) Receivables under service concession arrangements and contract assets

The Group has assessed the allowance for credit losses for its receivables under service concession arrangements and contract assets which were mainly attributable to provision for construction and upgrade services and operating of the concession facilities. As the customers are primarily local governments and PRC state-owned entities, the Directors considers the credit risk is low. An impairment analysis is performed at each reporting date using the probability of default approach to measure expected credit losses. The probabilities of default rates are estimated based on comparable companies with published credit ratings. The calculation reflects the probability weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forward-looking credit risk information. As at 31 December 2022, the probability of default applied ranged from 0.04% to 5.39% (2021: from 0.12% to 0.56%), and the loss given default was estimated to 59.48% (2021: 53.12%). There has been no significant increase in credit risk in the Group's receivables under service concession arrangements with gross amount of RMB7,588,356,000

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

##### (iv) 服務特許經營安排下的應收款項及合約資產

本集團已對服務特許經營安排及合約資產下的應收款項(主要是由於提供建築和升級服務以及特許經營權的運營所致)的信貸虧損撥備進行評估。由於客戶主要為地方政府及中國國有實體，董事認為信用風險較低。於各報告日期，本集團使用違約概率法來衡量預期信貸虧損，以進行減值分析。違約概率根據已發佈信用評級的可資比較公司進行估計。該計算反映概率加權結果以及於報告日期可獲得的有關過往事件、當前狀況及前瞻性信用風險信息的合理可支持資料。於二零二二年十二月三十一日，所應用的違約概率介乎0.04%至5.39%(二零二一年：0.12%至0.56%)，違約損失估計為59.48%(二零二一年：53.12%)。自初始確認以來，本集團服務特許經營安排下的應收款項(於二零二二年十二月三十一日的總額為人民幣7,588,356,000元(二零二一年：人民幣6,509,663,000元)及合約資產下

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

##### (iv) Receivables under service concession arrangements and contract assets (Continued)

at 31 December 2022 (2021: RMB6,509,663,000) and contract assets of gross amount of RMB12,224,795,000 at 31 December 2022 (2021: RMB13,211,280,000), since their initial recognition.

##### (v) Financial guarantee contract

At the end of the reporting period, the Directors have performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Accordingly, any loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12m ECL. No loss allowance was recognised as at 31 December 2022 in accordance with HKFRS 9 as the amount is immaterial. Details of the financial guarantee contracts are set out in note 37.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 信用風險(續)

##### (iv) 服務特許經營安排下的應收款項及合約資產(續)

的應收款項(於二零二二年十二月三十一日的總額為人民幣12,224,795,000元(二零二一年：人民幣13,211,280,000元))的信用風險並無顯著增加。

##### (v) 財務擔保合同

於報告期末，董事進行減值評估，並得出結論認為，自初步確認財務擔保合同以來，信用風險並無顯著增加。因此，本集團簽發的財務擔保合同的任何虧損撥備按等於12個月預期信貸虧損的金額計量。根據香港財務報告準則第9號，我們並無於截至二零二二年十二月三十一日，確認虧損撥備，因為該金額無關緊要。財務擔保合同的詳情載於附註37。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

Management aims to maintain sufficient cash to meet funding requirement for operations and monitors rolling forecasts of the Group's cash on the basis of expected cash flow. The Directors have prepared cash flow projections for the year ending 31 December 2023 and are of the opinion that, taking into account the plans and measures as depicted in note 2.1, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022.

The Group will assess the relevant future costs and benefits and pursue such options as are appropriate. The Directors consider that the Group will be able to maintain sufficient financial resources to meet its operation needs.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險

管理層旨在維持充足的現金以滿足運營的資金需求，並根據預期現金流量監控本集團現金的滾動預測。董事已編製截至二零二三年十二月三十一日止年度的現金流量預測，並認為，經考慮附註2.1所述的計劃和措施後，本集團將有足夠的營運資金為其運營提供資金並履行其自二零二二年十二月三十一日起十二個月內到期的財務義務。

本集團將評估相關的未來成本及收益並採取適當的選擇。董事認為，本集團將能夠維持充足的財務資源以滿足其運營需要。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. As the amounts disclosed in the table are the contractual undiscounted cash flows after consideration of overdue borrowings and borrowings considered as default and cross-default, including interest payments computed using contractual rates, or, if floating, based on current rates.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動資金風險(續)

下表分析本集團的金融負債，此乃按照相關的到期組別，根據結算日至合約到期日的剩餘期間進行分析。表內所披露的金額為經考慮逾期借款及被視為違約和交叉違約的借款後的合約未貼現現金流量，包括根據合約利率(或倘為浮動利率，則為即期利率)計算的利息付款。

		2022 二零二二年					
		Contractual undiscounted cash outflow 合約未貼現現金流出					
		Within 1 year or on demand 於1年以內 或按要 RMB'000 人民幣千元	More than 1 year but within 2 years 超過1年 但於2年內 RMB'000 人民幣千元	More than 2 years within 5 years 超過2年 但於5年內 RMB'000 人民幣千元	After 5 years 5年後 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
Borrowings	借款	3,305,917	3,158,673	17,907,713	9,187,778	33,560,081	30,132,635
Trade and other payables (*)	貿易及其他應付款項(*)	8,681,650	36,461	—	14,702	8,732,813	8,730,836
Lease liabilities	租賃負債	13,076	4,830	12,983	11,286	42,175	39,008
		12,000,643	3,199,964	17,920,696	9,213,766	42,335,069	38,902,479
Maximum exposure of financial guarantee contracts (note 37)	財務擔保合同的最大風險敞口 (附註37)	220,745	—	—	—	220,745	220,745

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued) (c) Liquidity risk (Continued)

		2021 二零二一年					
		Contractual undiscounted cash outflow 合約未貼現現金流出					
		Within 1 year or on demand 於1年以內 或按要求的 RMB'000 人民幣千元	More than 1 year but within 2 years 超過1年 但於2年內 RMB'000 人民幣千元	More than 2 years within 5 years 超過2年 但於5年內 RMB'000 人民幣千元	After 5 years 5年後 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
<b>Borrowings</b>	借款	22,138,787	5,545,568	731,892	2,470,762	30,887,009	28,655,546
<b>Trade and other payables (*)</b>	貿易及其他應付款項(*)	5,713,951	2,681,428	54,834	100,000	8,550,213	8,547,352
Lease liabilities	租賃負債	15,851	7,764	28,366	26,861	78,842	45,271
		27,868,589	8,234,760	815,092	2,597,623	39,516,064	37,248,169
Maximum exposure of financial guarantee contracts (note 37)	財務擔保合同的最大風險敞口 (附註37)	287,140	—	—	—	287,140	287,140

\* Excluding staff welfare benefit payable and other taxes payable.

\* 不包括應付員工福利及其他應付稅項。

The Group also provides guarantees to borrowings of a joint venture and an associate, which will have contractual cash flows only if the joint venture and associate default the repayment (Note 39(o)).

本集團亦為合營公司及聯營公司借款提供擔保，且僅在合營公司及聯營公司拖欠還款情況下會產生合約現金流量(附註39(o))。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, sell assets to reduce debt or raise funding through capital markets as necessary.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including "current and non-current borrowings" as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as "total equity" as shown in the consolidated financial statements plus net borrowings.

### 3. 財務風險管理(續)

#### 3.2 資本管理

本集團的資本管理的目的為保障本集團能夠持續經營，以為股東提供回報及為其他利益相關者提供利益，以及維持最佳的資本架構以減少資本成本。

為保持或調整資本結構，本集團可能會調整派予股東的股息金額、向股東退還資本、出售資產以減少債務或透過資本市場籌集資金(如需要)。

本集團根據資產負債比率監控資本。該比率按淨債務除以總資本計算。淨債務按借款總額(包括合併資產負債表所示的「即期及非即期借款」)減現金及現金等價物計算。總資本按合併財務報表所示的「權益總額」加借款淨額計算。

		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 (note 30)	借款總額(附註30)	30,132,635	28,655,546
Less: cash and cash equivalents (note 25)	減：現金及現金等價物 (附註25)	(600,642)	(428,427)
Net borrowings	借款淨額	29,531,993	28,227,119
Total equity	總權益	4,488,316	7,598,138
Total capital	資本總額	34,020,309	35,825,257
Gearing ratio	資產負債比率	87%	79%

The increase in the gearing ratio was resulted primarily from the increase of borrowings during the year ended 31 December 2022.

資產負債比率提高主要是由於截至二零二二年十二月三十一日止年度借款增加。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Financial instruments by category

### 3. 財務風險管理(續)

#### 3.3 按類別劃分的金融工具

		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
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost	按攤銷成本計量的金融資產		
– Trade and other receivables	– 貿易及其他應收款項	6,853,772	7,342,173
– Receivables under service concession arrangements	– 服務特許經營安排下的應收款項	7,542,082	6,493,120
– Cash and cash equivalents	– 現金及現金等價物	600,642	428,427
– Restricted cash	– 受限制現金	82,789	272,533
		<b>15,079,285</b>	14,536,253
Financial assets at fair value	按公平值計量的金融資產		
– Financial asset at fair value through other comprehensive income	– 以公平值計量且其變動計入其他綜合收益的金融資產	4,675	4,675
		<b>15,083,960</b>	14,540,928
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債		
– Borrowings	– 借款	30,132,635	28,655,546
– Trade and other payables (*)	– 貿易及其他應付款項(*)	8,730,836	8,547,352
– Lease liabilities	– 租賃負債	39,008	45,271
		<b>38,902,479</b>	37,248,169

\* Excluding staff welfare benefit payable and other taxes payable.

\* 不包括應付員工福利及其他應付稅項。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Fair value estimation

The Group's financial instruments recognised in the consolidated balance sheet are mainly receivables and financial liabilities carried at amortised cost. The fair values of these financial instruments approximate their carrying amounts.

Financial instruments carried at fair value are disclosed by levels of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing these financial statements are evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### 3. 財務風險管理(續)

#### 3.4 公平值估計

本集團於合併資產負債表內確認的金融工具主要為按攤銷成本列賬的應收款項及金融負債。該等金融工具的公平值與其賬面值相若。

按公平值列賬的金融工具乃按以下公平值計量層級進行披露：

- 相同資產或負債在活躍市場的報價(未經調整)(第一級)。
- 除第一級所包括的報價外，該資產或負債的可觀察(直接(即價格)或間接(即源自價格))輸入數據(第二級)。
- 並非依據可觀察市場數據得出的資產或負債的輸入數據(即不可觀察輸入數據)(第三級)。

### 4. 主要會計估計及判斷

編製該等財務報表時所用的估計及判斷乃根據過往經驗及其他因素(包括根據現有情況對未來事件作出的認為屬合理的預期)而作出並會進行評估。

本集團會就未來作出估計及假設。根據定義，因而作出的會計估計極少與相關實際結果相同。很可能導致對下個財政年度的資產及負債的賬面值作出重大調整的估計及假設論述如下。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (a) Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the financial statements. The assessment of the going concern assumption involves making a judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption are set out in note 2.1 to the consolidated financial statements.

#### (b) Service concession arrangements under financial asset model

When the Group is paid for the construction and upgrade services by a financial asset, significant judgement is exercised in determining the fair values of the financial asset at initial recognition. Cash flow forecast, effective interest rate and other factors are used in the valuation model. Any changes in the expected cash flows, such as forecasted unit price of service fee, operating costs and profit margins of the operating services, will result in change in the carrying value of the financial asset and the revenue recognised in concession period.

According to the service concession arrangements signed with the Grantors, the unit price of service fee would be periodically adjusted to compensate operating cost increase, including labour costs, material costs, taxation, through a pricing mechanism which is still subject to regulation by local government authorities. Judgement is required in assessing whether increase in costs can be compensated through unit price adjustment and the timing. In making this judgement, the Group evaluates the pricing mechanism in the service concession arrangements, the extent of development of the project and status of negotiation with the government authorities.

### 4. 主要會計估計及判斷(續)

#### (a) 持續經營的考慮因素

於應用本集團之會計政策過程中，除涉及估計之項目外，管理層編製合併財務報表時乃假設本集團於來年將可按持續經營基準繼續營運，此乃對財務報表內已確認金額構成最重大影響之主要判斷。評估持續經營假設時，董事需於特定時間就本質上不確定之事件及情況之未來結果作出判斷。董事認為，本集團有能力持續經營，而可能個別或共同對持續經營假設構成重大疑問，且或會引致業務風險之重大事件或情況載於合併財務報表附註2.1。

#### (b) 金融資產模型下的服務特許經營安排

本集團為運營商提供建設及升級服務而形成金融資產時，釐定金融資產初始確認的公平值時需進行重大判斷。於估值模型中使用現金流量預測、實際利率及其他因素。倘預期現金流量(如預測服務費單價、運營服務的運營成本及毛利率)有任何變動，將導致金融資產賬面值及於特許經營期內確認的收益產生變動。

根據與授予人簽訂的服務特許經營安排，服務費單價會按照定價機制(仍受地方政府部門監管)定期調整，以抵銷勞工成本、材料成本、稅項等經營成本漲幅。評估成本漲幅可否通過調整單價進行抵銷以及調整時機時，須作出判斷。作出判斷時，本集團會評估服務特許經營安排中的定價機制、項目發展程度以及與政府部門的磋商情況。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (c) Impairment provision of trade and other receivables

The Group records impairment provision of trade and other receivables based on an assessment made by management on the ECL of trade receivables. The evaluations focused on the customers' settlement history and current ability to pay, and took into account information specific to the customers as well as pertaining to the economic environment in which the customers operated. Provisions are made where events or changes in circumstances indicate that the balances may not be collectible. Impairment assessment requires the use of judgement and estimates. The Group would revisit and evaluate those assumptions related with ECL model periodically.

#### (d) Income taxes and deferred income taxation

The Group is primarily subject to income taxes in the PRC, Hong Kong, Thailand and Indonesia. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate 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 difference will impact the income tax and deferred income tax provision in the year in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

#### (e) Impairment assessment of goodwill

Goodwill is reviewed for impairment at each balance sheet date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of goodwill has been determined based on fair value less costs to disposal calculations, taking into account latest market information and past experience. These calculations require the use of judgements and estimates.

### 4. 主要會計估計及判斷(續)

#### (c) 貿易及其他應收款項減值撥備

本集團根據管理層對貿易應收款項預期信貸虧損作出的評估入賬貿易應收款項減值撥備。該等評估重點關注客戶的歷史結算記錄及當前支付能力，並考慮客戶自身及其經營所處的經濟環境的特定信息。一旦事件發生或情況改變顯示餘額可能無法收回時，則會作出撥備。減值評估須運用判斷及估計。本集團將定期回顧及評估該等與預期信貸虧損有關的假設。

#### (d) 所得稅及遞延所得稅項

本集團主要須繳納中國、香港、泰國及印尼所得稅。釐定所得稅撥備時須作出重大判斷。於日常業務過程中，不少交易及計算的最終釐定均不確定。倘此等事宜的最終稅務結果與初步記錄的金額不同，有關差額將影響於作出有關釐定的年度所得稅及遞延所得稅項撥備。

當管理層認為未來可能有應課稅溢利以用作抵銷暫時差額或稅項虧損時，會確認與若干暫時差額及稅項虧損有關的遞延所得稅資產。其實際動用的結果可能會有所不同。

#### (e) 商譽減值評估

商譽於各資產負債表日期或有事件發生或狀況轉變顯示可能無法收回其賬面值時檢討是否出現減值。商譽的可收回金額乃根據公平值減處置費用的計算結果在計及最新市場資料及過往經驗後進行釐定。進行有關計算時需作出判斷及估計。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (f) Impairment assessment of intangible assets (other than goodwill)

The carrying amounts of items of intangible assets are reviewed for impairment when events or changes in circumstances indicate the carrying amounts may not be recoverable in accordance with the accounting policy as disclosed in note 2.9 to the financial statements. The recoverable amount is the higher of its fair value less costs of disposal and value in use, and calculations of which involve the use of estimates. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision.

### 5. SEGMENT INFORMATION

The executive directors of the Company are the chief operating decision-maker of the Group. Management has determined the operating segments based on reports reviewed by the executive directors of the Company for the purpose of allocating resources and assessing performance.

The executive directors of the Company consider the business from product and service perspective. The Group is organised into five business segments as below:

- (a) Wastewater treatment project construction and operation;
- (b) Water supply project construction and operation;
- (c) Construction and sales of equipment;
- (d) Solid waste treatment project construction and operation;
- (e) Others, including operation and maintenance services and other businesses.

### 4. 主要會計估計及判斷(續)

#### (f) 無形資產(商譽除外)減值評估

根據財務報表附註2.9披露的會計政策，當有事件發生或狀況轉變顯示可能無法收回其賬面值時，對無形資產的賬面值進行減值審閱。可收回金額為其公平值減處置費用與使用價值兩者的較高者，進行有關計算時需作出估計。估計使用價值需本集團對現金產生單位的預期未來現金流量進行估計，並選擇合適的貼現率，以計算該等現金流量的現值。預期未來現金流量及／或適用貼現率的變化將導致對預期減值撥備進行調整。

### 5. 分部資料

本公司執行董事為本集團的首席經營決策者。管理層根據本公司執行董事為資源分配及表現評估目的所審閱的報告釐定經營分部。

本公司執行董事從產品與服務層面考慮業務。本集團分為五個業務分部，詳情如下：

- (a) 污水處理項目建造及運營；
- (b) 供水項目建造及運營；
- (c) 建造及設備銷售；
- (d) 固廢處理項目建造及運營；
- (e) 其他，包括運營和維護服務及其他業務。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SEGMENT INFORMATION (Continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment results, which is a measure of revenue and gross profit of each operating segment.

The amounts provided to the executive directors of the Company with respect to total assets and total liabilities are measured in a manner consistent with that of the financial statements. These assets and liabilities are allocated based on the operations of the segment.

Unallocated assets mainly represented cash and cash equivalents, restricted cash, certain prepayments and certain receivables of the group entities engaging in multiple business segments. Management considered that it is impracticable or not meaningful in allocating to different segments.

Unallocated liabilities mainly represented certain borrowings, certain payables and deferred income of the group entities engaging in multiple business segments. Management considered that it is impracticable or not meaningful in allocating to different segments.

### 5. 分部資料(續)

管理層分開監察本集團經營分部的業績，以對資源分配及表現評估作出決策。分部表現按可呈報分部業績進行評估，其為各經營分部收入及毛利的一種計量。

本公司執行董事獲提供的總資產及總負債金額乃以與財務報表所採用者一致的方式計量。該等資產及負債根據分部經營業務進行分配。

未分配資產主要指從事多個業務分部的集團實體的現金及現金等價物、受限制現金、若干預付款項及若干應收款項。管理層認為，分配至不同分部不切實際或意義不大。

未分配負債主要指若干借款、若干應付款項及從事多個業務分部的集團實體的遞延收益。管理層認為，分配至不同分部不切實際或意義不大。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SEGMENT INFORMATION (Continued)

- (i) Segment results and capital expenditure for the year ended 31 December 2022 are as follows:

Year ended 31 December 2022:

### 5. 分部資料(續)

- (i) 截至二零二二年十二月三十一日止年度的分部業績及資本支出如下：

截至二零二二年十二月三十一日止年度：

		Wastewater treatment project construction and operation	Water supply project construction and operation	Construction and sales of equipment	Solid waste treatment project construction and operation	Others	Unallocated	Total
		污水處理項目建造及運營	供水項目建造及運營	建造及設備銷售	固廢處理項目建造及運營	其他	未分配	總計
		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
Gross segment revenue	分部收益總額	2,289,334	660,200	252,654	716,897	76,735	—	3,995,820
Inter-segment revenue	分部間收益	—	—	(206,498)	—	—	—	(206,498)
Revenue from external customers	來自外部客戶的收入	2,289,334	660,200	46,156	716,897	76,735	—	3,789,322
Revenue from contracts with customers	與客戶合約之收入							
– Recognised at a point in time	– 於某一時點確認	—	586,870	27,118	—	—	—	613,988
– Recognised at over time	– 於某一時段確認	1,723,766	53,881	19,038	667,792	76,735	—	2,541,212
Revenue from other sources	其他收入來源							
– Finance income	– 融資收入	565,568	19,449	—	49,105	—	—	634,122
Gross profit	毛利	704,093	14,575	1,154	18,394	15,632	—	753,848
Other income	其他收入							1,358,701
Other gains — net	其他收益淨額							(95,273)
Selling expenses	銷售開支							(42,031)
Administrative expenses	行政開支							(1,029,308)
Net impairment losses on financial and contract assets	金融及合約資產減值虧損淨額							(619,678)
Finance costs — net	融資成本淨額							(1,332,178)
Share of (loss)/profit of investments accounted for using the equity method — net	分佔以權益法入賬的投資(虧損)/溢利淨額	(12,124)	—	—	(324)	36,008	—	23,560
Loss before income tax	所得稅前虧損							(982,359)
Income tax expenses	所得稅開支							(175,990)
Loss for the year	年內虧損							(1,158,349)
Depreciation and amortisation	折舊和攤銷	(114,153)	(368,672)	(16,912)	(297,942)	(17,011)	(12,948)	(827,638)
Segment assets	分部資產	18,080,978	15,060,370	5,166,026	7,614,797	726,072	20,261	46,668,504
Segment assets include:	分部資產包括：							
Investments accounted for using the equity method	以權益法入賬的投資	57,964	—	—	27,076	1,005,729	—	1,090,769
Segment liabilities	分部負債	11,301,511	17,207,371	5,894,442	5,032,528	1,732,637	1,011,699	42,180,188
Additions to non-current assets (other than financial instruments and deferred income tax assets)	非流動資產的添置(金融工具和遞延所得稅資產除外)	1,524,580	156,055	11,289	163,412	24,490	8,973	1,888,799

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SEGMENT INFORMATION (Continued)

- (i) Segment results and capital expenditure for the year ended 31 December 2022 are as follows: (Continued)

#### Year ended 31 December 2021:

		Wastewater treatment project construction and operation 污水 處理項目 建造及運營 RMB'000 人民幣千元	Water Supply project construction and operation 供水項目 建造及運營 RMB'000 人民幣千元	Construction and sales of equipment 建造及 設備銷售 RMB'000 人民幣千元	Solid waste treatment project construction and operation 固廢 處理項目 建造及運營 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Gross segment revenue	分部收益總額	3,387,304	921,809	185,511	754,765	79,798	—	5,329,187
Inter-segment revenue	分部間收益	—	—	(48,444)	—	—	—	(48,444)
Revenue from external customers	來自外部客戶的收入	3,387,304	921,809	137,067	754,765	79,798	—	5,280,743
Revenue from contracts with customers	與客戶合約之收入							
– Recognised at a point in time	– 於某一時點確認	—	700,091	18,550	—	—	—	718,641
– Recognised at over time	– 於某一時段確認	2,697,007	172,748	118,517	695,990	79,798	—	3,764,060
Revenue from other sources	其他收入來源							
– Finance income	– 融資收入	690,297	48,970	—	58,775	—	—	798,042
Gross profit	毛利	1,089,813	161,201	(1,574)	45,154	21,970	—	1,316,564
Other income	其他收入							54,080
Other gains — net	其他收益淨額							164,333
Selling expenses	銷售開支							(48,374)
Administrative expenses	行政開支							(650,674)
Net impairment losses on financial and contract assets	金融及合約資產減值虧損淨額							(419,125)
Finance costs — net	融資成本淨額							(1,526,254)
Share of profit/(loss) of investments accounted for using the equity method — net	分佔以權益法入賬的投資溢利/(虧損)淨額	36,370	8,862	16,457	(2,389)	1,928	17,289	78,517
Loss before income tax	所得稅前虧損							(1,030,933)
Income tax expenses	所得稅開支							(24,321)
Loss for the year	年內虧損							(1,055,254)
Depreciation and amortisation	折舊和攤銷	(164,981)	(251,987)	(12,703)	(204,445)	(6,487)	(22,725)	(663,328)
Segment assets	分部資產	23,136,847	8,425,005	5,985,077	8,418,512	1,772,449	687,730	48,425,620
Segment assets include: Investments accounted for using the equity method	分部資產包括：以權益法入賬的投資	58,287	—	—	39,200	987,264	—	1,084,751
Segment liabilities	分部負債	12,946,848	1,192,607	5,288,207	3,510,081	767,151	17,122,588	40,827,482
Additions to non-current assets (other than financial instruments and deferred income tax assets)	非流動資產的添置(金融工具和遞延所得稅資產除外)	2,043,812	119,749	207,613	409,046	770,469	45,499	3,596,188

### 5. 分部資料(續)

- (i) 截至二零二二年十二月三十一日止年度的分部業績及資本支出如下：  
(續)

#### 截至二零二一年十二月三十一日止年度：

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## 合併財務報表附註

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. SEGMENT INFORMATION (Continued)

- (ii) Segment assets and liabilities are measured in the same way as in the financial statements. The table of segment assets/liabilities by region 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
<b>Segment assets</b>	<b>分部資產</b>		
– Mainland China	– 中國大陸	45,370,634	46,277,480
– Indonesia	– 印尼	671,529	925,306
– Thailand	– 泰國	431,589	410,617
– Hong Kong	– 香港	164,814	108,358
– Singapore	– 新加坡	9,677	16,129
Total segment assets	分部資產總額	46,648,243	47,737,890
– Unallocated	– 未分配	20,261	687,730
Total assets	總資產	46,668,504	48,425,620
<b>Segment liabilities</b>	<b>分部負債</b>		
– Mainland China	– 中國大陸	39,376,333	23,173,420
– Indonesia	– 印尼	303,106	407,133
– Thailand	– 泰國	54,065	72,251
– Hong Kong	– 香港	1,341,963	20,279
– Singapore	– 新加坡	93,022	31,811
Total segment liabilities	分部負債總額	41,168,489	23,704,894
– Unallocated	– 未分配	1,011,699	17,122,588
Total liabilities	總負債	42,180,188	40,827,482

Inter-segment transfers or transactions are entered into at terms and conditions agreed upon by respective parties. Eliminations comprise inter-segment trade and non-trade balances. Pricing policy for inter-segment transactions is determined by reference to market price.

分部間轉撥或交易乃按各方協定的條款及條件進行。對銷包括分部間貿易及非貿易結餘。分部間交易的定價政策經參考市價後釐定。

### 5. 分部資料(續)

- (ii) 分部資產及負債以相同方式在財務報表中計量。下表載列按地域劃分的分部資產／負債：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 5. SEGMENT INFORMATION (Continued)

(iii) The revenue of group entities from external customers broken down by location of the goods or services are delivered to is shown in the table below.

		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
– Mainland China	– 中國大陸	3,626,418	5,144,711
– Indonesia	– 印尼	112,263	95,795
– Thailand	– 泰國	46,342	40,176
– Hong Kong	– 香港	4,299	61
		<b>3,789,322</b>	<b>5,280,743</b>

(iv) Breakdown of the revenue from all services and sales of goods is as follows:

		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
Operating services	運營服務	1,795,588	2,053,894
Construction services	建造服務	1,236,721	2,211,942
Finance income	融資收入	634,122	798,042
Engineering — Procurement — Construction (“EPC”) and sales of equipment	設計 — 採購 — 施工 (「EPC」) 及設備銷售	46,156	137,067
Others	其他	76,735	79,798
		<b>3,789,322</b>	<b>5,280,743</b>

### 5. 分部資料(續)

(iii) 收集團實體來自外部客戶的收益按交付貨品或服務的地點劃分的明細載列下表。

(iv) 自全部服務及銷售貨品產生的收益之明細載列如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SEGMENT INFORMATION (Continued)

(v) Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

		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
Contract assets — Non-current (note a)	合約資產 — 非流動 (附註a)		
– Related to wastewater treatment services	– 與污水處理服務有關	9,509,785	10,349,156
– Related to construction services	– 與建造服務有關	914,877	901,993
– Related to solid waste treatment services	– 與固廢處理服務有關	938,386	866,662
– Related to water supply services	– 與供水服務有關	627,804	606,886
Less: provision for impairment	減：減值撥備	(36,416)	(24,606)
		<b>11,954,436</b>	12,700,091
Contract assets — Current (note a)	合約資產 — 流動 (附註a)		
– Related to wastewater treatment services	– 與污水處理服務有關	80,869	276,192
– Related to construction services	– 與建造服務有關	150,640	190,970
– Related to water supply services	– 與供水服務有關	2,434	19,421
Less: provision for impairment	減：減值撥備	(707)	(541)
		<b>233,236</b>	486,042
		<b>12,187,672</b>	13,186,133
Contract liabilities — Current	合約負債 — 流動		
– Related to wastewater treatment services	– 與污水處理服務有關	2,153	—
– Related to construction services	– 與建造服務有關	49,298	44,936
– Related to water supply services	– 與供水服務有關	39,854	34,211
– Related to solid waste treatment services	– 與固廢處理服務有關	9,857	8,197
		<b>101,162</b>	87,344

### 5. 分部資料 (續)

(v) 與客戶訂立合約相關之資產及負債

本集團將已確認以下與客戶訂立合約相關之資產及負債：



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SEGMENT INFORMATION (Continued)

- (v) Assets and liabilities related to contracts with customers (Continued)
- (a) Contract assets arose from the Group's revenue from construction under BOT, BOO and TOT arrangements and bear interest at rates ranging from 0% to 9.12% (2021: 3.68% to 9.9%) per annum.

Pursuant to the BOT, BOO and TOT arrangements, the Group receives no payment from the grantors during the construction period and receives service fees when relevant services are rendered during the operating periods. The service concession assets are not yet due for payment and will be settled by service fees to be received during the operating periods of the service concession arrangements. Amounts billed will be transferred to debtors.

All of the current portion of service concession assets are expected to be recovered within one year.

### 5. 分部資料(續)

- (v) 與客戶訂立合約相關之資產及負債(續)
- (a) 合約資產來自本集團於BOT、BOO及TOT安排下的建造收益，並按每年0%至9.12%(二零二一年：3.68%至9.9%)的利率計息。

根據BOT、BOO及TOT安排，本集團在建造期間並不收取授予人的付款，而在運營期間提供相關服務時收取服務費。服務特許經營資產尚未到期支付，將通過在服務特許經營安排的運營期間收取的服務費結算。已開具票據的金額將轉移予債務人。

所有服務特許經營資產的即期部分預計將於一年內收回。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 6. OTHER INCOME

### 6. 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	政府補助	49,969	39,093
Value-added tax refunds	增值稅退稅	1,048	9,547
Gains on substantial modification upon loan restructuring (note 30(g))	於貸款重組時作出重大調整之收益 (附註30(g))	1,006,874	—
Gains on non-substantial modification of borrowings (note 30(g))	借款非重大調整收益 (附註30(g))	297,449	—
Miscellaneous income	雜項收益	3,361	5,440
		<b>1,358,701</b>	54,080

### 7. OTHER (LOSSES)/GAINS — NET

### 7. 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
Penalty expenditure	罰款支出	(52,299)	(40,865)
Net (loss)/gain on disposal of investments in subsidiaries, joint ventures and an associate	出售於附屬公司、合營公司及一間聯營公司投資產生的(虧損)/收益淨額	(28,409)	42,538
Net loss on disposal of a solid waste license project	處置固廢許可項目的虧損淨額	(11,763)	—
Fair value gain on derivative assets relating to investment in an associate (note 16(b-2))	與於一間聯營公司投資相關的衍生資產的公平值收益 (附註16(b-2))	—	170,164
Others	其他	(2,802)	(7,504)
		<b>(95,273)</b>	164,333

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 8. NET IMPAIRMENT LOSSES ON FINANCIAL AND CONTRACT ASSETS

### 8. 金融及合約資產減值虧損淨額

		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
Impairment losses on	減值虧損		
– Trade receivables	– 貿易應收款項	519,265	305,892
– Other receivables	– 其他應收款項	57,662	80,893
– Contract assets	– 合約資產	11,976	19,387
– Receivables under service concession arrangements	– 服務特許經營安排下的應收款項	30,775	12,953
		<b>619,678</b>	419,125

### 9. EXPENSES BY NATURE

### 9. 按性質劃分的開支

		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
Employee benefit expenses (note 10)	僱員福利開支 (附註10)	604,965	666,450
Depreciation of property, plant and equipment (note 17)	物業、廠房及設備折舊 (附註17)	238,815	210,675
Depreciation of right-of-use assets (note 19)	使用權資產折舊 (附註19)	24,638	22,688
Depreciation of investment properties (note 18)	投資物業折舊 (附註18)	845	845
Amortisation of intangible assets (note 21)	無形資產攤銷 (附註21)	563,340	429,120
Impairment of intangible assets (note 21)	無形資產減值 (附註21)	525,555	198,155
Impairment of inventories (note 22)	存貨減值 (附註22)	6,800	—
Impairment of prepayments (note 23)	預付款項減值 (附註23)	2,694	39,267
Impairment of assets classified as held for sale (note 26)	分類為持作出售資產減值 (附註26)	14,502	—
Legal and professional fee	法律及專業費用	13,527	18,725
Auditor's remuneration	核數師薪酬	8,269	7,450
– Audit services	– 審計服務	6,945	7,250
– Non-audit services	– 非審計服務	1,324	200
Electricity, raw materials consumptions and other costs for operating services	運營服務的電力、原材料消耗及其他成本	412,098	815,387
Costs of construction services	建造服務成本	1,415,037	2,017,032
Costs of EPC and sales of equipment	EPC及設備銷售成本	90,854	115,295

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 10. EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

### 10. 僱員福利開支 — 包括董事酬金

		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 and salaries	工資及薪金	424,370	468,689
Pension costs of defined contribution plans	定額供款計劃的退休金成本	63,101	63,091
Housing funds, medical insurances and other social insurances	住房公積金、醫療保險及其他社會保險	72,851	73,964
Other welfare and allowance	其他津貼及福利	44,643	60,706
		<b>604,965</b>	666,450

#### (a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one (2021: one) directors, whose emoluments are reflected in the analysis shown in note 41. The emoluments payable to the remaining four (2021: four) individuals during the year are as follows:

#### (a) 五名最高薪人士

本集團於本年度的五名最高薪人士包括一名(二零二一年：一名)董事，其酬金反映於附註41所列分析。於本年度向餘下四名(二零二一年：四名)人士應付的酬金如下所示：

		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
Basic salaries, housing allowances and other benefits in kind	基本薪金、住房津貼、其他實物福利	3,994	2,879

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 10. EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS (Continued)

#### (a) Five highest paid individuals (Continued)

The number of highest paid employees (including the directors) whose emoluments fell within the following band:

		2022	2021
		二零二二年	二零二一年
Emolument bands	酬金範圍		
HKDnil to HKD1,000,000	零港元至1,000,000港元	4	4
HKD1,000,001 to HKD1,500,000	1,000,001港元至1,500,000港元	—	—
HKD1,500,001 to HKD2,000,000	1,500,001港元至2,000,000港元	—	—
HKD2,000,001 to HKD2,500,000	2,000,001港元至2,500,000港元	1	1

### 10. 僱員福利開支 — 包括董事酬金(續)

#### (a) 五名最高薪人士(續)

酬金在以下範圍內的最高薪僱員(包括董事)人數如下所示：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 11. FINANCE INCOME AND EXPENSES

### 11. 融資收入及開支

		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
<b>Finance income</b>	<b>融資收入</b>		
– Interest income	– 利息收入	<b>16,806</b>	10,932
<b>Finance costs</b>	<b>融資成本</b>		
– Borrowing costs	– 借款成本	<b>(1,381,661)</b>	(1,631,394)
Less: amounts capitalised on qualifying assets (note a)	減：合資格資產的 資本化金額（附註a）	<b>81,505</b>	139,644
		<b>(1,300,156)</b>	(1,491,750)
– Net exchange loss on financing activities (note b)	– 融資活動的匯兌虧損淨額 （附註b）	<b>(25,976)</b>	(33,712)
– Unwinding of provision (note 34)	– 解除撥備（附註34）	<b>(22,852)</b>	(11,724)
		<b>(1,348,984)</b>	(1,537,186)
Finance costs — net	融資成本淨額	<b>(1,332,178)</b>	(1,526,254)

(a) Borrowing costs were capitalised at the weighted average rate of 4.42% for the year ended 31 December 2022 (2021: 5.73%).

(a) 截至二零二二年十二月三十一日止年度，借款成本乃按4.42%（二零二一年：5.73%）的加權平均利率予以資本化。

(b) Amounts mainly represented the exchange gains or losses of translating financial assets and liabilities denominated in non-functional currencies.

(b) 該款項主要指換算以非功能貨幣計值的融資資產及負債的匯兌損益。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 EXPENSES

### 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		
– Corporate income tax	– 企業所得稅	113,688	146,046
Deferred income tax	遞延所得稅		
– Corporate income tax	– 企業所得稅	62,302	(121,725)
		<b>175,990</b>	<b>24,321</b>

#### (a) PRC corporate income tax

Certain subsidiaries in certain industries operating in the western region of Mainland China can enjoy a preferential corporate income tax rate of 15%, provided their revenues generated from main operating activities accounted for more than 60% of their total revenues of the period.

Certain subsidiaries operating wastewater and solid waste treatment projects in Mainland China are eligible for a tax holiday of three-year full exemption followed by three-year half exemption of corporate income tax commencing from their first year generating operating revenue.

Except for preferential treatments available to certain subsidiaries as mentioned above, other subsidiaries within the Group in Mainland China are subject to corporate income tax at the statutory rate of 25% (2021: 25%).

#### (b) Thailand corporate income tax

The subsidiary operating solid waste treatment project in Thailand is subject to corporate income tax at the statutory rate of 20% for the year ended 31 December 2022 (2021: 20%).

#### (a) 中國企業所得稅

在中國大陸西部地區從事若干行業的若干附屬公司可享受15%的優惠企業所得稅稅率，前提是其主要營運業務收益須達到其當期收益總額的60%以上。

在中國大陸經營污水及固廢處理項目的若干附屬公司自產生經營收益首年起可享有三年免稅期及緊接三年企業所得稅減半的待遇。

除上文所述若干附屬公司可享有優惠待遇外，本集團於中國大陸的其他附屬公司須按法定稅率25%繳納企業所得稅(二零二一年：25%)。

#### (b) 泰國企業所得稅

截至二零二二年十二月三十一日止年度，在泰國經營固廢處理項目的附屬公司須按20%的法定稅率繳納企業所得稅(二零二一年：20%)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 EXPENSES (Continued)

#### (c) Hong Kong profits tax

The applicable Hong Kong profits tax rate is 16.5% for the year ended 31 December 2022 (2021: 16.5%).

No provision for Hong Kong profits tax was made as the Group did not have any assessable profit in Hong Kong for the year ended 31 December 2022 (2021: same).

#### (d) Indonesia corporate income tax

The subsidiary operating solid waste treatment project in Indonesia is subject to corporate income tax at the statutory rate of 22% for the year ended 31 December 2022 (2021: 22%).

The tax on the Group's profit/loss before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profit/loss of the group entities as follows:

### 12. 所得稅開支(續)

#### (c) 香港利得稅

截至二零二二年十二月三十一日止年度，適用的香港利得稅稅率為16.5%（二零二一年：16.5%）。

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在香港產生應課稅溢利，故並無計提香港利得稅撥備（二零二一年：相同）。

#### (d) 印尼企業所得稅

截至二零二二年十二月三十一日止年度，在印尼經營固廢處理項目的附屬公司須按22%的法定稅率繳納企業所得稅（二零二一年：22%）。

本集團除所得稅前溢利／虧損的稅項有別於使用適用於集團實體的溢利／虧損的加權平均稅率所計算的理論金額，具體如下：

		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 before taxation	除稅前虧損	<b>(982,359)</b>	(1,030,933)
Less: Share of profits of investments accounted for using the equity method	減：分佔以權益法入賬的 投資溢利	<b>(23,560)</b>	(78,517)
		<b>(1,005,919)</b>	(1,109,450)
Tax credit calculated at tax rates applicable to profits in the respective companies	按有關公司溢利適用的 稅率計算的稅項抵免	<b>(245,590)</b>	(231,774)
Effect of tax losses not recognised as deferred income tax assets	未確認為遞延所得稅資產的 稅項虧損影響	<b>406,107</b>	221,091
Effect of expenses not deductible for tax purpose	不可扣稅開支的影響	<b>15,473</b>	35,004
Income tax expense	所得稅開支	<b>175,990</b>	24,321

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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 EXPENSES (Continued)

#### (d) Indonesia corporate income tax (Continued)

Deferred income tax assets are recognised for tax losses carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2022, the Group did not recognise deferred income tax assets of RMB412,057,000 (2021: RMB264,900,000) in respect of tax losses amounting to RMB2,032,648,000 (2021: RMB1,231,498,000) that can be carried forward against future taxable income, which will expire by 2027.

### 13. LOSS PER SHARE

#### (a) Basic

The basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the year ended 31 December 2022.

		2022 二零二二年	2021 二零二一年
Loss	虧損		
Loss attributable to the ordinary shareholders of the Company (RMB'000)	本公司普通股股東應佔虧損 (人民幣千元)	<b>(1,060,342)</b>	(1,001,876)
		<b>Number of shares</b> 股份數目	
Shares	股份		
Weighted average number of ordinary shares in issue (thousands)	已發行的普通股加權平均數 (千股)	<b>1,193,213</b>	1,193,213

### 12. 所得稅開支(續)

#### (d) 印尼企業所得稅(續)

就結轉的稅項虧損而確認之遞延所得稅資產僅限於有關稅務利益可透過未來應課稅盈利實現的情況。於二零二二年十二月三十一日，本集團並無就可結轉抵銷未來應課稅收入的稅項虧損人民幣2,032,648,000元(二零二一年：人民幣1,231,498,000元)確認遞延所得稅資產人民幣412,057,000元(二零二一年：人民幣264,900,000元)，且其將於二零二七年前陸續到期。

### 13. 每股虧損

#### (a) 基本

每股基本虧損按本公司普通股股東應佔虧損除以截至二零二二年十二月三十一日止年度已發行的普通股加權平均數計算。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 13. LOSS PER SHARE (Continued)

#### (b) Diluted

Diluted loss per share is the same as basic loss per share as there were no potential diluted ordinary shares outstanding as at 31 December 2022 and 2021.

### 14. DIVIDENDS

At the board of directors meeting held on 31 March 2023, the Directors did not recommend the payment of any final dividend for the year ended 31 December 2022 out of retained earnings of the Company.

At the board of directors meeting held on 31 March 2022, the Directors did not recommend the payment of any final dividend for the year ended 31 December 2021 out of retained earnings of the Company.

### 13. 每股虧損(續)

#### (b) 攤薄

由於截至二零二二年及二零二一年十二月三十一日並無發行在外的潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相同。

### 14. 股息

於二零二三年三月三十一日舉行的董事會會議上，董事不建議就截至二零二二年十二月三十一日止年度自本公司保留盈利中撥付任何末期股息。

於二零二二年三月三十一日舉行的董事會會議上，董事不建議就截至二零二一年十二月三十一日止年度自本公司保留盈利中撥付任何末期股息。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2022, all of which are private limited liability companies:

### 15. 附屬公司

以下為截至二零二二年十二月三十一日的主要附屬公司名單，該等公司均為非上市有限公司：

Name (note a)	Place of incorporation and operation, kind of legal entity	Issued and fully paid-up Capital	Ownership interests held by the Group (%)	Ownership interests held by the non-controlling interests (%) (note c)	Principal activities
名稱 (附註a)	註冊地點、營業地點及法律實體類型	已發行及悉數繳足股本	本集團應佔權益百分比 (%)	非控股權益應佔權益百分比 (%) (附註c)	主要業務
Dali Water Industry Investment Co., Ltd. ("Dali Water") (note b)	The PRC, limited liability company**	RMB 165,051,000	45 (2021: 45)	55 (2021: 55)	Wastewater treatment and water supply
大理水務產業投資有限公司 (「大理水務」) (附註b)	中國，有限責任公司**	人民幣 165,051,000	45 (二零二一年：45)	55 (二零二一年：55)	污水處理及供水
Yunnan Yun Shui Construction & Engineering Co., Ltd ("Yun Shui Construction")	The PRC, limited liability company**	RMB 913,405,000	57 (2021: 57)	43 (2021: 43)	Environmental protection equipment sales and construction
雲南雲水建設工程有限公司 (「雲水建設」)	中國，有限責任公司**	人民幣 913,405,000	57 (二零二一年：57)	43 (二零二一年：43)	環保設備銷售及建設
Yunnan OriginWater Membrane Technology Co., Ltd.	The PRC, limited liability company**	RMB 55,614,800	57 (2021: 57)	43 (2020: 43)	Environmental protection equipment sales
雲南城投碧水源膜科技有限責任公司	中國，有限責任公司**	人民幣 55,614,800	57 (二零二一年：57)	43 (二零二一年：43)	環保設備銷售
Jinghong Water Supply and Drainage Co., Ltd	The PRC, limited liability company**	RMB 80,000,000	51 (2021: 51)	49 (2021: 49)	Wastewater treatment and water supply
景洪市給排水有限責任公司	中國，有限責任公司**	人民幣 80,000,000	51 (二零二一年：51)	49 (二零二一年：49)	污水處理及供水

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES (Continued)

### 15. 附屬公司 (續)

Name (note a)	Place of incorporation and operation, kind of legal entity 註冊地點、營業地點及法律實體類型	Issued and fully paid-up Capital 已發行及悉數繳足股本	Ownership interests held by the Group (%) 本集團應佔權益百分比 (%)	Ownership interests held by the non-controlling interests (%) (note c) 非控股權益應佔權益百分比 (%) (附註c)	Principal activities 主要業務
Yunnan Zhengxiao Environmental Investment Co., Ltd 雲南正曉環保投資有限公司	The PRC, limited liability company** 中國，有限責任公司**	RMB 30,500,000 人民幣 30,500,000元	100 (2021: 100) 100 (二零二一年：100)	— (2021: —) (二零二一年：—)	Solid waste treatment — 固廢處理
Yunnan Water (Hong Kong) Company Limited 雲南水務 (香港) 股份有限公司	Hong Kong 香港	HKD 1,735,147,000 1,735,147,000 港元	100 (2021: 100) 100 (二零二一年：100)	— (2021: —) (二零二一年：—)	Investment in wastewater treatment and water supply — 投資污水處理及供水
Huize Water (Qingzhou) Company Limited 暉澤水務 (青州) 有限公司	The PRC, limited liability company* 中國，有限責任公司*	RMB 53,152,000 人民幣 53,152,000元	100 (2021: 100) 100 (二零二一年：100)	— (2021: —) (二零二一年：—)	Water supply — 供水
PT Sumber Organik Indonesia	Indonesia 印尼	IDR 10,250,000,000 10,250,000,000 印尼盾	95 (2021: 95) 95 (二零二一年：95)	5 (2021: 5) (二零二一年：5)	Solid waste treatment 5 固廢處理



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 15. SUBSIDIARIES (Continued)

### 15. 附屬公司 (續)

Name (note a)	Place of incorporation and operation, kind of legal entity 註冊地點、營業地點及法律實體類型	Issued and fully paid-up Capital 已發行及悉數繳足股本	Ownership interests held by the Group (%) 本集團應佔權益百分比(%)	Ownership interests held by the non-controlling interests (%) (note c) 非控股權益應佔權益百分比(%) (附註c)	Principal activities 主要業務
Shandong Tengyue Dangerous Chemical Wastes research and treatment Co., Ltd. ("Shandong Tengyue")	The PRC, limited liability company**	RMB 108,571,429	97 (2021: 97)	3 (2021: 3)	Solid waste treatment
山東騰躍化學危險廢棄物研究處理有限公司 (「山東騰躍」)	中國，有限責任公司**	人民幣 108,571,429元	97 (二零二一年：97)	3 (二零二一年：3)	固廢處理
Tai'an Tengyue Environmental Protection Technology Co., Ltd.	The PRC, limited liability company**	RMB 10,000,000	97 (2021: 97)	3 (2021: 3)	Solid waste treatment
泰安市騰躍環保科技有限公司	中國，有限責任公司**	人民幣 10,000,000元	97 (二零二一年：97)	3 (二零二一年：3)	固廢處理
Jinan Yunshui Tengyue Environmental Industry Co., Ltd. ("Jinan Yunshui Tengyue")	The PRC, limited liability company**	RMB 50,000,000	97 (2021: 97)	3 (2021: 3)	Solid waste treatment
濟南雲水騰躍環保科技有限公司 (「濟南雲水騰躍」)	中國，有限責任公司**	人民幣 50,000,000元	97 (二零二一年：97)	3 (二零二一年：3)	固廢處理
Xinjiang Qinggeda Yunshui Environmental Industry Investment and Development Co., Ltd.	The PRC, limited liability company**	RMB227,500,000	100 (2021: 100)	— (2021: —)	Wastewater treatment
新疆青格達雲水環保投資有限公司	中國，有限責任公司**	人民幣 227,500,000元	100 (二零二一年：100)	— (二零二一年：—)	污水處理

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES (Continued)

### 15. 附屬公司(續)

Name (note a)	Place of incorporation and operation, kind of legal entity 註冊地點、營業地點及法律實體類型	Issued and fully paid-up Capital 已發行及悉數繳足股本	Ownership interests held by the Group (%) 本集團應佔權益百分比(%)	Ownership interests held by the non-controlling interests (%) (note c) 非控股權益應佔權益百分比(%) (附註c)	Principal activities 主要業務
Langfang Hyflux NewSpring Co., Ltd 廊坊凱發新泉水務有限公司	The PRC, limited liability company* 中國·有限責任公司*	US\$ 12,400,000 12,400,000美元	100 (2021: 100) 100 (二零二一年: 100)	— (2021: —) — (二零二一年: —)	Wastewater treatment 污水處理
Xinjiang Yunshui Environmental Industry Investment and Development Co., Ltd. 新疆雲水環保投資有限公司	The PRC, limited liability company** 中國·有限責任公司**	RMB500,000,000 人民幣 500,000,000元	100 (2021: 100) 100 (二零二一年: 100)	— (2021: —) — (二零二一年: —)	Wastewater treatment 污水處理
Guizhou Renhui Yunshui Environmental Industry Co., Ltd 貴州仁懷雲水環境有限公司	The PRC, limited liability company** 中國·有限責任公司**	RMB522,839,000 人民幣 522,839,000元	90 (2021: 90) 90 (二零二一年: 90)	10 (2021: 10) 10 (二零二一年: 10)	Wastewater treatment 污水處理

\* Registered as wholly foreign owned enterprises under PRC law

\* 根據中國法律註冊為外商獨資企業

\*\* Registered as domestic enterprises under the PRC law

\*\* 根據中國法律註冊為境內企業

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 15. SUBSIDIARIES (Continued)

- (a) The English names of these subsidiaries referred to in this note represent management's best effort at translating the Chinese names of those companies, as no English names have been registered.
- (b) According to the capital injection agreement date in 9 April 2014, the Group and the minority shareholders will hold 45% and 55% equity interests of Dali Water, respectively. As at 31 December 2022, the Group has controlled Dali Water through an agreement entered into with one of minority shareholders of Dali Water, who hold 25% equity interest in Dali Water, pursuant to which the minority shareholder confirmed to act in accordance with the Group in decision on relevant activities of Dali Water (2021: same).
- (c) The total non-controlling interests in respect of the subsidiaries as at 31 December 2022 are RMB1,744,560,000 (2021: 1,961,636,000), and are considered individually immaterial to the Group.
- (d) As at 31 December 2022, the carrying amounts of investment in subsidiaries pledged as security for borrowings are RMB2,149,487,000 (2021: RMB3,133,640,000).
- (e) In December 2021 and January 2022, lenders of certain overdue borrowings had taken for property preservation by judicatory, which included frozen of the Group's 100% equity interests in a subsidiary with net asset value of RMB177,406,000 as at 31 December 2021. As at 31 December 2022, the property preservation has been released.

### 15. 附屬公司(續)

- (a) 本附註所提述的該等附屬公司的英文名稱乃管理層盡力翻譯其中文名稱的結果，原因是未曾註冊任何英文名稱。
- (b) 根據日期為二零一四年四月九日的增資擴股協議，本集團與少數股東將分別持有大理水務45%和55%的股權。截至二零二二年十二月三十一日，本集團透過一份與其中一名大理水務少數股東（其持有大理水務的25%股權）所訂立的協議而控制大理水務的股權，據此，少數股東確認，在作出有關大理水務的相關活動決策時與本集團一致行動（二零二一年：相同）。
- (c) 於二零二二年十二月三十一日有關附屬公司的非控股權益總額為人民幣1,744,560,000元（二零二一年：人民幣1,961,636,000元），並被視為對本集團個別並不重大。
- (d) 於二零二二年十二月三十一日，借款由賬面值人民幣2,149,487,000元的於附屬公司的投資質押作抵押（二零二一年：人民幣3,133,640,000元）。
- (e) 於二零二一年十二月及二零二二年一月，若干逾期借款的貸款人已通過司法程序進行財產保全，其中包括凍結本集團在間附屬公司的100%股權，於二零二一年十二月三十一日，該附屬公司的資產淨值為人民幣177,406,000元。截至二零二二年十二月三十一日，財產保全已解除。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 15. SUBSIDIARIES (Continued)

#### Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below provides details of a non-wholly owned subsidiaries of the Group that has material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests as at 31 December 截至十二月三十一日非控股權益所持擁有權益及投票權比例		Profit/(loss) allocated to non-controlling interests for the year ended 31 December 截至十二月三十一日止年度分配予非控股權益的溢利/(虧損)		Accumulated non-controlling interests as at 31 December 截至十二月三十一日的累計非控股權益	
		2022 二零二二年	2021 二零二一年	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
		Dali Water 大理水務	PRC 中國	55%	55%	(165,076)	(195,754)
Yun Shui Construction 雲水建設	PRC 中國	43%	43%	(79,338)	(97,012)	488,369	567,707
Jinghong Water 景洪水務	PRC 中國	49%	49%	19,721	20,883	230,623	210,902
Dali Yunshui 大理雲水	PRC 中國	30%	30%	14,902	(251)	75,215	60,313
Xinjiang Yuntai 新疆雲泰	PRC 中國	49%	49%	3,338	9,428	196,366	197,438
Bazhou Keda 巴州科達	PRC 中國	40%	40%	1,155	832	58,954	57,799
				(205,298)	(261,874)	922,118	1,131,826

### 15. 附屬公司(續)

#### 擁有重大非控股權益的非全資附屬公司詳情

下表載列本集團擁有重大非控股權益的非全資附屬公司的詳情：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES (Continued)

#### Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before elimination of intra-group transactions.

		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
<b>Dali Water</b>			
<b>大理水務</b>			
Non-current assets	非流動資產	<b>3,343,123</b>	3,564,730
Current assets	流動資產	<b>363,847</b>	348,236
Current liabilities	流動負債	<b>(2,881,845)</b>	(2,572,457)
Non-current liabilities	非流動負債	<b>(1,058,087)</b>	(1,273,241)
Equity	權益		
– Equity attributable to owners of the Company	– 本公司擁有人應佔權益	<b>105,553</b>	(29,601)
– Non-controlling interests	– 非控股權益	<b>127,409</b>	(37,667)
		<b>232,962</b>	(67,268)
Revenue	收益	<b>146,566</b>	199,569
Loss for the year	年內虧損		
– Attributable to owners of the Company	– 本公司擁有人應佔	<b>(135,266)</b>	(160,709)
– Attributable to the non-controlling interests	– 非控股權益應佔	<b>(165,076)</b>	(195,754)
		<b>(300,342)</b>	(356,463)
Net cash inflow from operating activities	經營活動現金流入淨額	<b>25,491</b>	48,458
Net cash outflow from investing activities	投資活動現金流出淨額	<b>(9,045)</b>	(40,741)
Net cash outflow from financing activities	融資活動現金流出淨額	<b>(18,470)</b>	(47,146)
Net decrease in bank balances and cash	銀行結餘及現金減少淨額	<b>(2,024)</b>	(39,429)

### 15. 附屬公司(續)

#### 擁有重大非控股權益的非全資附屬公司詳情(續)

本集團擁有重大非控股權益附屬公司的摘要財務資料載列如下。以下摘要財務資料為對銷集團內部交易之前的金額。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### 15. 附屬公司(續)

擁有重大非控股權益的非全資附屬公司詳情(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
<b>Yun Shui Construction</b>			
<b>雲水建設</b>			
Non-current assets	非流動資產	<b>198,152</b>	191,626
Current assets	流動資產	<b>4,266,879</b>	8,876,443
Current liabilities	流動負債	<b>(2,091,423)</b>	(6,905,374)
Non-current liabilities	非流動負債	<b>(1,246,602)</b>	(852,600)
Equity	權益		
– Equity attributable to owners of the Company	– 本公司擁有人應佔權益	<b>(638,637)</b>	(742,388)
– Non-controlling interests	– 非控股權益	<b>(488,369)</b>	(567,707)
		<b>(1,127,006)</b>	(1,310,095)
Revenue	收益	<b>19,108</b>	180,278
Loss for the year	年內虧損		
– Attributable to owners of the Company	– 本公司擁有人應佔	<b>(103,750)</b>	(126,863)
– Attributable to the non-controlling interests	– 非控股權益應佔	<b>(79,338)</b>	(97,012)
		<b>(183,088)</b>	(223,875)
Net cash (outflow)/inflow from operating activities	經營活動現金(流出)/流入淨額	<b>(3,970)</b>	244,462
Net cash inflow/(outflow) from investing activities	投資活動現金流入/(流出)淨額	<b>33</b>	(12)
Net cash inflow/(outflow) from financing activities	融資活動現金流入/(流出)淨額	<b>2,578</b>	(747,601)
Net decrease in bank balances and cash	銀行結餘及現金減少淨額	<b>(1,359)</b>	(503,151)



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES (Continued)

#### Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

		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
<b>Jinghong Water</b>			
<b>景洪水務</b>			
Non-current assets	非流動資產	<b>1,042,972</b>	1,005,381
Current assets	流動資產	<b>588,991</b>	161,093
Current liabilities	流動負債	<b>(685,183)</b>	(245,589)
Non-current liabilities	非流動負債	<b>(476,120)</b>	(490,473)
Equity	權益		
– Equity attributable to owners of the Company	– 本公司擁有人應佔權益	<b>(240,037)</b>	(219,510)
– Non-controlling interests	– 非控股權益	<b>(230,623)</b>	(210,902)
		<b>(470,660)</b>	(430,412)
Revenue	收益	<b>118,476</b>	123,698
Profit for the year	年內溢利		
– Attributable to owners of the Company	– 本公司擁有人應佔	<b>20,526</b>	21,736
– Attributable to the non-controlling interests	– 非控股權益應佔	<b>19,721</b>	20,883
		<b>40,247</b>	42,619
Net cash inflow from operating activities	經營活動現金流入淨額	<b>53,392</b>	47,177
Net cash outflow from investing activities	投資活動現金流出淨額	<b>(54,310)</b>	(236,100)
Net cash (outflow)/inflow from financing activities	融資活動現金（流出）／流入淨額	<b>(20,128)</b>	124,452
Net decrease in bank balances and cash	銀行結餘及現金減少淨額	<b>(21,046)</b>	(64,471)

### 15. 附屬公司(續)

#### 擁有重大非控股權益的非全資附屬公司詳情(續)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 15. SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### 15. 附屬公司(續)

擁有重大非控股權益的非全資附屬公司詳情(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
<b>Dali Yunshui</b>			
<b>大理雲水</b>			
Non-current assets	非流動資產	<b>603,782</b>	643,306
Current assets	流動資產	<b>116,821</b>	56,890
Current liabilities	流動負債	<b>(80,954)</b>	(77,497)
Non-current liabilities	非流動負債	<b>(388,934)</b>	(421,655)
Equity	權益		
– Equity attributable to owners of the Company	– 本公司擁有人應佔權益	<b>(175,500)</b>	(140,731)
– Non-controlling interests	– 非控股權益	<b>(75,215)</b>	(60,313)
		<b>(250,715)</b>	(201,044)
Revenue	收益	<b>40,627</b>	77,804
Profit/(loss) for the year	年內溢利/(虧損)		
– Attributable to owners of the Company	– 本公司擁有人應佔	<b>34,770</b>	(587)
– Attributable to the non-controlling interests	– 非控股權益應佔	<b>14,902</b>	(251)
		<b>49,672</b>	(838)
Net cash outflow from operating activities	經營活動現金流出淨額	<b>(127)</b>	—
Net cash inflow/(outflow) from investing activities	投資活動現金流入/(流出)淨額	<b>2,481</b>	(46,695)
Net cash outflow from financing activities	融資活動現金流出淨額	<b>(17,123)</b>	(57,439)
Net decrease in bank balances and cash	銀行結餘及現金減少淨額	<b>(14,769)</b>	(104,134)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 15. SUBSIDIARIES (Continued)

#### Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

		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
<b>Xinjiang Yuntai</b>			
<b>新疆雲泰</b>			
Non-current assets	非流動資產	<b>348,406</b>	367,782
Current assets	流動資產	<b>76,921</b>	61,772
Current liabilities	流動負債	<b>(24,576)</b>	(26,616)
Non-current liabilities	非流動負債	—	—
Equity	權益		
– Equity attributable to owners of the Company	– 本公司擁有人應佔權益	<b>(204,385)</b>	(205,500)
– Non-controlling interests	– 非控股權益	<b>(196,366)</b>	(197,438)
		<b>(400,751)</b>	(402,938)
Revenue	收益	<b>37,384</b>	48,188
Profit for the year	年內溢利		
– Attributable to owners of the Company	– 本公司擁有人應佔	<b>3,475</b>	9,813
– Attributable to the non-controlling interests	– 非控股權益應佔	<b>3,338</b>	9,428
		<b>6,813</b>	19,241
Net cash inflow/(outflow) from operating activities	經營活動現金流入／（流出）淨額	<b>20,860</b>	(1,698)
Net cash outflow from investing activities	投資活動現金流出淨額	<b>(2,035)</b>	(1,149)
Net cash (outflow)/inflow from financing activities	融資活動現金（流出）／流入淨額	<b>(17,674)</b>	24
Net increase/(decrease) in bank balances and cash	銀行結餘及現金增加／（減少）淨額	<b>1,151</b>	(2,823)

### 15. 附屬公司(續)

#### 擁有重大非控股權益的非全資附屬公司詳情(續)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### 15. 附屬公司(續)

擁有重大非控股權益的非全資附屬公司詳情(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
<b>Bazhou Keda</b>			
巴州科達			
Non-current assets	非流動資產	<b>105,395</b>	106,701
Current assets	流動資產	<b>71,885</b>	71,651
Current liabilities	流動負債	<b>(22,989)</b>	(26,845)
Non-current liabilities	非流動負債	<b>(6,905)</b>	(7,009)
Equity	權益		
– Equity attributable to owners of the Company	– 本公司擁有人應佔權益	<b>(88,432)</b>	(86,699)
– Non-controlling interests	– 非控股權益	<b>(58,954)</b>	(57,799)
		<b>(147,386)</b>	(144,498)
Revenue	收益	<b>17,984</b>	17,824
Profit for the year	年內溢利		
– Attributable to owners of the Company	– 本公司擁有人應佔	<b>1,733</b>	1,247
– Attributable to the non-controlling interests	– 非控股權益應佔	<b>1,155</b>	832
		<b>2,888</b>	2,079
Net cash (outflow)/inflow from operating activities	經營活動現金(流出)/流入淨額	<b>(209)</b>	1,970
Net cash outflow from financing activities	融資活動現金流出淨額	<b>(586)</b>	(1,380)
Net (decrease)/ increase in bank balances and cash	銀行結餘及現金(減少)/增加淨額	<b>(795)</b>	590

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The amounts recognised in the consolidated balance sheet 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
A joint venture (note a)	一家合營公司 (附註a)	27,076	39,200
Associates (note b)	聯營公司 (附註b)	1,063,693	1,045,551
		<b>1,090,769</b>	1,084,751

The amounts recognised in the profit or loss accounts 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
Joint ventures	合營公司		
– Share of (loss)/profit for the year	– 分佔年內 (虧損) / 溢利	(12,124)	75,004
Associates	聯營公司		
– Share of profit for the year	– 分佔年內溢利	35,684	3,513
		<b>23,560</b>	78,517

### 16. 以權益法入賬的投資

於合併資產負債表確認的金額如下：

於損益賬確認的金額如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (a) Investments in joint ventures

		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
<b>Balance at 1 January</b>	於一月一日的結餘	<b>39,200</b>	728,050
Share of (loss)/profit for the year	分佔年內（虧損）／溢利	<b>(12,124)</b>	75,004
Disposal (note b-2)	出售（附註b-2）	—	(763,854)
<b>Balance at 31 December</b>	於十二月三十一日的結餘	<b>27,076</b>	39,200

(a-1) The Group has interests in a joint venture that is accounted for using the equity method.

### 16. 以權益法入賬的投資(續)

#### (a) 於合營公司的投資

(a-1) 本集團於一家以權益法入賬的合營公司中擁有權益。

Name of entity 實體名稱	Place of business/ country of incorporation 營業地點/ 註冊成立國家	Percentage of ownership interest as at 31 December 於十二月三十一日的 所有權權益百分比	
		2022 二零二二年	2021 二零二一年
Beijing Bailigerui Resources Technology Company Limited ("Beijing Bailigerui") 北京佰利格瑞資源科技有限公司 (「北京佰利格瑞」)	PRC 中國	<b>40.00%</b>	40.00%



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (b) Investments in 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
<b>Balance at 1 January</b>	於一月一日的結餘	<b>1,045,551</b>	124,734
Addition (note b-2)	添置 (附註b-2)	—	947,304
Share of profit for the year	分佔年內溢利	<b>35,684</b>	3,513
Disposal (note b-3)	出售 (附註b-3)	—	(30,000)
Dividend received	已收股息	<b>(17,542)</b>	—
<b>Balance at 31 December</b>	於十二月三十一日的結餘	<b>1,063,693</b>	1,045,551

(b-1) The Group has interests in associates that is accounted for using the equity method.

### 16. 以權益法入賬的投資(續)

#### (b) 於聯營公司的投資

(b-1) 本集團於以權益法入賬的聯營公司中擁有權益。

Name of entity 實體名稱	Place of business/ country of incorporation 營業地點/ 註冊成立國家	Percentage of ownership interest as at 31 December 於十二月三十一日的 所有權權益百分比	
		2022 二零二二年	2021 二零二一年
Qianjiang Biochemical (note b-2) 錢江生化 (附註b-2)	PRC 中國	<b>20.24%</b>	20.24%
Langfang Yunxin Environmental Protection Company Limited ("Langfang Yunxin") 廊坊市雲新環境治理有限公司 ("廊坊雲新")	PRC 中國	<b>49.00%</b>	49.00%
Beijing Kunlun Coastal Sensing Technology Co., Ltd. ("Beijing Kunlun") 北京昆侖海岸傳感技術有限公司 ("北京昆侖")	PRC 中國	<b>20.29%</b>	20.29%
Henan Liwei Biological Pharmaceutical Co., Ltd Yellow River New Energy Branch 河南利偉生物藥業股份有限公司 黃河新能源分公司	PRC 中國	<b>40.00%</b>	40.00%

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (b) Investments in associates (Continued)

(b-2) On 6 June 2021, the Company entered into an Equity Acquisition and Share Issuance Agreement with Qianjiang Biochemical, pursuant to which the Company conditionally agreed to dispose of its 49% equity interests in Zhejiang Haiyun Environmental Protection Company Limited (“Haiyun Environmental Protection”) to Qianjiang Biochemical at a consideration of RMB777,140,000 to be settled by issuance of new shares of Qianjiang Biochemical to the Company which represented approximately 20.24% equity interest in Qianjiang Biochemical. On the same date, the Company entered into a profit guarantee agreement with Qianjiang Biochemical, pursuant to which the Company undertook to indemnify Qianjiang Biochemical in the event that Haiyun Environmental Protection fails to achieve any of the accumulated minimum net profit as agreed for each of year ending 31 December 2021, 2022 and 2023, the Company shall compensate Qianjiang Biochemical of certain number of Qianjiang Biochemical’s shares held by the Company calculated according to the proportion of actual shortfall in net profit out of the agreed minimum net profit, the shares will be transferred at their par value of RMB1 each and will be cancelled after they are return to Qianjiang Biochemical. In the event that the actual shortfall of net profit exceeds the agreed minimum net profit, the compensation of exceeding shortfall should be made up by cash. On 23 December 2021, the aforesaid equity transaction has been completed and the Group recognised the investment in Qianjiang Biochemical of RMB947,304,000 according to the fair value of the 20.24% equity interest of Qianjiang Biochemical as of 23 December 2021 and a fair value gain of RMB170,164,000. During the year ended 31 December 2022, Haiyun Environmental Protection has achieved the accumulated minimum net profit and there was no compensation paid to Qianjiang Biochemical by the Group.

### 16. 以權益法入賬的投資(續)

#### (b) 於聯營公司的投資(續)

(b-2) 於二零二一年六月六日，本公司與錢江生化簽訂股權收購及股份發行協議，據此，本公司有條件同意以代價人民幣777,140,000元將其持有的浙江海雲環保有限公司（「海雲環保」）49%的股權出售予錢江生化，代價將由錢江生化透過向本公司發行新股份結算（錢江生化約20.24%股權）。同日，本公司與錢江生化訂立盈利預測補償協議，據此，本公司承諾倘海雲環保未能於截至二零二一年、二零二二年及二零二三年十二月三十一日止各年度達成累計最低淨利潤，本公司應根據淨利潤佔約定最低淨利潤比例的實際差額向錢江生化補償本公司持有的若干數目的錢江生化股份，該等股份將以每股面值人民幣1元的價格轉讓，並在轉回錢江生化後註銷。倘淨利潤的實際差額超過約定最低淨利潤，則超過差額的補償應以現金結算。於二零二一年十二月二十三日，上述股權交易已完成，根據二零二一年十二月二十三日錢江生化20.24%股權的公平值及人民幣170,164,000元的公平值收益，本集團確認對錢江生化的投資為人民幣947,304,000元。於截至二零二二年十二月三十一日止年度，海雲環保已實現累計最低淨利潤，本集團並無向錢江生化支付補償。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 16. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (b) Investments in associates (Continued)

##### (b-2) (Continued)

In December 2021 and January 2022, lenders of certain overdue borrowings had taken for property preservation by judicatory, which frozen of the Group's 18.42% equity interests in Qianjiang Biochemical with carrying value of investment in associates of RMB862,121,000 as at 31 December 2021. During the year ended 31 December 2022, the Group reached a settlement with the lenders in respect of the overdue borrowings, party of the equity interests in Qianjiang Biochemical was released from the property preservation by judicatory upon the withdrawal of the property preservation action by the lenders. As at 31 December 2022, the Group's 7.27% equity interests in Qianjiang Biochemical with carrying value of investment in associates of RMB348,856,000 has not yet been released from the property preservation. As at the date of the consolidated financial statements were authorised for issue, the Group's 2.52% equity interests in Qianjiang Biochemical with carrying value of investment in associates of RMB120,838,000 has not yet been released from the property preservation.

(b-3) During the year ended 31 December 2021, the Group disposed 15% equity interest of Qingdao Yuanchuang Energy Conservation and Environmental Protection Venture Investment Fund Partnership (Limited partnership) to an independent third party at a consideration of RMB32,413,000. The gain on disposal of the associate amounted to RMB2,413,000.

### 16. 以權益法入賬的投資(續)

#### (b) 於聯營公司的投資(續)

##### (b-2) (續)

於二零二一年十二月及二零二二年一月，若干逾期借款的貸款人已通過司法程序採取財產保全措施，於二零二一年十二月三十一日凍結本集團於錢江生化的18.42%股權及於聯營公司的投資賬面值人民幣862,121,000元。於截至二零二二年十二月三十一日止年度，本集團與貸款人就逾期借款達成和解，在貸款人撤回財產保全訴訟后，錢江生化的部分股權已通過司法程序解除財產保全。截至二零二二年十二月三十一日，本集團於錢江生化的7.27%股權(聯營公司投資賬面值人民幣348,856,000元)尚未從財產保全中解除。截至合併財務報表獲授權發佈日期，本集團於錢江生化的2.52%股權(聯營公司投資賬面值人民幣120,838,000元)尚未從財產保全中解除。

(b-3) 於截至二零二一年十二月三十一日止年度，本集團以人民幣32,413,000元的代價向獨立第三方出售青島源創節能環保創業投資基金合夥企業(有限合夥)的15%股權。出售該聯營公司的收益為人民幣2,413,000元。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (b) Investments in associates (Continued)

(b-4) The table below provide summarised financial information for associates that are individually immaterial to the Group.

		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
Aggregate carrying amount of individually immaterial associates	個別不重大聯營公司的總賬面值	1,063,693	1,045,551
Aggregate amounts of the Group's share of:	本集團分佔以下各項的總額：		
– Profit from continuing operations and total comprehensive income	– 來自持續經營業務的溢利及綜合收益總額	35,684	3,513

### 16. 以權益法入賬的投資(續)

#### (b) 於聯營公司的投資(續)

(b-4) 下表載列對本集團並不重大的聯營公司的摘要財務資料。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 17. PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND

### 17. 物業、廠房及設備以及租賃土地

		Plants and buildings	Machinery	Motor vehicles	Electronic equipment and others	Construction in progress	Total
		廠房及樓宇	機器	汽車	電子設備及 其他	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
<b>At 1 January 2021</b>	於二零二一年 一月一日						
Cost	成本	1,347,153	2,100,133	82,544	163,203	1,590,882	5,283,915
Accumulated depreciation	累計折舊	(292,618)	(738,905)	(70,188)	(100,355)	—	(1,202,066)
<b>Net book amount</b>	賬面淨值	1,054,535	1,361,228	12,356	62,848	1,590,882	4,081,849
<b>Year ended 31 December 2021</b>	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	1,054,535	1,361,228	12,356	62,848	1,590,882	4,081,849
Additions	添置	3,897	20,808	2,146	5,975	363,627	396,453
Transfer from construction in progress	轉撥自在建工程	241,065	160,714	—	64,137	(465,916)	—
Disposals	出售	(15,787)	(517)	(27)	(332)	—	(16,663)
Depreciation charge (note 9)	折舊開支(附註9)	(47,417)	(126,876)	(11,630)	(24,752)	—	(210,675)
<b>Closing net book amount</b>	期末賬面淨值	1,236,293	1,415,357	2,845	107,876	1,488,593	4,250,964
<b>At 31 December 2021</b>	於二零二一年 十二月三十一日						
Cost	成本	1,576,329	2,274,843	84,250	232,376	1,488,593	5,656,391
Accumulated depreciation	累計折舊	(340,036)	(859,486)	(81,405)	(124,500)	—	(1,405,427)
<b>Net book amount</b>	賬面淨值	1,236,293	1,415,357	2,845	107,876	1,488,593	4,250,964

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND (Continued)

### 17. 物業、廠房及設備以及租賃土地(續)

		Plants and buildings	Machinery	Motor vehicles	Electronic equipment and others	Construction in progress	Total
		廠房及樓宇	機器	汽車	電子設備及其他	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
<b>Year ended 31 December 2022</b>	<b>截至二零二二年十二月三十一日止年度</b>						
Opening net book amount	期初賬面淨值	1,236,293	1,415,357	2,845	107,876	1,488,593	4,250,964
Additions	添置	9,086	23,130	4,253	33,854	171,250	241,573
Transfer	轉撥	71,163	91,385	—	218	(162,766)	—
Disposals	出售	(21)	(145)	(383)	(17)	—	(566)
Disposal of subsidiaries (note 38)	出售附屬公司 (附註38)	—	(205)	(127)	(274)	(229)	(835)
Depreciation charge (note 9)	折舊開支(附註9)	(54,476)	(148,088)	(5,872)	(30,379)	—	(238,815)
Transfer to assets held for sale (note 26)	轉撥至持作出售資產 (附註26)	(23,644)	(19,408)	(35)	(438)	(209)	(43,734)
<b>Closing net book amount</b>	<b>期末賬面淨值</b>	<b>1,238,401</b>	<b>1,362,026</b>	<b>681</b>	<b>110,840</b>	<b>1,496,639</b>	<b>4,208,587</b>
<b>At 31 December 2022</b>	<b>於二零二二年十二月三十一日</b>						
Cost	成本	1,611,894	2,301,841	86,490	259,919	1,496,639	5,756,783
Accumulated depreciation	累計折舊	(373,493)	(939,815)	(85,809)	(149,079)	—	(1,548,196)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>1,238,401</b>	<b>1,362,026</b>	<b>681</b>	<b>110,840</b>	<b>1,496,639</b>	<b>4,208,587</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. PROPERTY, PLANT AND EQUIPMENT AND LEASEHOLD LAND (Continued)

Depreciation was charged to profit or loss accounts under the following caption:

		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
Cost of sales	銷售成本	209,891	175,227
Administrative expenses	行政開支	28,217	34,433
Selling expenses	銷售開支	707	1,015
		<b>238,815</b>	210,675

(a) As at 31 December 2022, the carrying amounts of property, plant and equipment pledged as security for borrowings are RMB981,879,000 (2021: RMB1,578,864,000).

### 17. 物業、廠房及設備以及租賃土地(續)

折舊乃按以下項目於損益賬內扣除：

		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
Cost of sales	銷售成本	209,891	175,227
Administrative expenses	行政開支	28,217	34,433
Selling expenses	銷售開支	707	1,015
		<b>238,815</b>	210,675

(a) 於二零二二年十二月三十一日，借款由賬面值人民幣981,879,000元的物業、廠房及設備作抵押(二零二一年：人民幣1,578,864,000元)。

### 18. INVESTMENT PROPERTIES

		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
<b>Balance at 1 January</b>	於一月一日的結餘	<b>23,115</b>	23,960
Depreciation charge	折舊開支	<b>(845)</b>	(845)
<b>Balance at 31 December</b>	於十二月三十一日的結餘	<b>22,270</b>	23,115

(a) The Group had no contractual obligations for future repairs and maintenance as at 31 December 2022 (2021: same).

### 18. 投資物業

(a) 於二零二二年十二月三十一日，本集團並無日後維修及維護合約責任(二零二一年：相同)。



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## 合併財務報表附註

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

### 18. INVESTMENT PROPERTIES (Continued)

- (b) Independent valuation of the Group's investment properties were performed by independent third party valuers to determine the fair value of the investment properties as at 31 December 2022. The fair value of these investment properties as at 31 December 2022 as assessed by the valuers by direct comparison method were approximately RMB48,341,000 (2021: RMB38,531,000).

### 19. LEASES

This note provides information for leases where the Group is a lessee.

#### (a) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to right-of-use assets:

		Land use rights <sup>①</sup> 土地使用權 <sup>①</sup> RMB'000 人民幣千元	Offices and warehouses 辦公室及倉庫 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 1 January 2021</b>	於二零二一年一月一日			
Cost	成本	333,839	80,763	414,602
Accumulated depreciation	累計折舊	(43,960)	(34,125)	(78,085)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>289,879</b>	<b>46,638</b>	<b>336,517</b>
<b>Year ended 31 December 2021</b>	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	289,879	46,638	336,517
Additions	添置	7,842	11,934	19,776
Currency translation differences	貨幣換算差額	(215)	—	(215)
Depreciation charge (note 9)	折舊開支 (附註9)	(9,696)	(12,992)	(22,688)
Closing net book amount	期末賬面淨值	287,810	45,580	333,390
<b>At 31 December 2021</b>	於二零二一年十二月三十一日			
Cost	成本	341,466	92,697	434,163
Accumulated depreciation	累計折舊	(53,656)	(47,117)	(100,773)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>287,810</b>	<b>45,580</b>	<b>333,390</b>

### 18. 投資物業 (續)

- (b) 本集團投資物業由獨立第三方估值師進行獨立估值，以釐定投資物業於二零二二年十二月三十一日的公平值。該等投資物業於二零二二年十二月三十一日的公平值經估值師以直接比較法評估約為人民幣48,341,000元(二零二一年：人民幣38,531,000元)。

### 19. 租賃

本附註提供有關本集團為承租人的租賃資料。

#### (a) 於合併資產負債表確認的金額

合併資產負債表列示以下與使用權資產有關的金額：

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## 合併財務報表附註

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

### 19. LEASES (Continued)

#### (a) Amounts recognised in the consolidated balance sheet (Continued)

		Land use rights <sup>(i)</sup> 土地使用權 <sup>(i)</sup> RMB'000 人民幣千元	Offices and warehouses 辦公室及倉庫 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2022</b>	<b>截至二零二二年十二月三十一日止年度</b>			
Opening net book amount	期初賬面淨值	287,810	45,580	333,390
Additions	添置	—	6,799	6,799
Currency translation differences	貨幣換算差額	15	—	15
Depreciation charge (note 9)	折舊開支(附註9)	(9,411)	(15,227)	(24,638)
Transfer to assets held for sale (note 26)	轉撥至持作出售資產(附註26)	(22,084)	—	(22,084)
Disposal	處置	(2,257)	(873)	(3,130)
Closing net book amount	期末賬面淨值	254,073	36,279	290,352
<b>At 31 December 2022</b>	<b>於二零二二年十二月三十一日</b>			
Cost	成本	310,706	75,668	386,374
Accumulated depreciation	累計折舊	(56,633)	(39,389)	(96,022)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>254,073</b>	<b>36,279</b>	<b>290,352</b>

(i) The Group has land lease arrangement with mainland China and Indonesia government for fixed periods of 20 to 50 years.

### 19. 租賃(續)

#### (a) 於合併資產負債表確認的金額(續)

(i) 本集團與中國大陸及印尼政府訂有土地租賃安排，固定期限為20至50年。

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### 19. LEASES (Continued)

#### (b) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income

The consolidated statement of profit or loss and other comprehensive income shows the following amounts relating to leases:

		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
<b>Depreciation charge of right-of-use assets</b>			
	使用權資產折舊開支		
Offices and warehouses	辦公室及倉庫	15,227	12,992
Land use rights	土地使用權	9,411	9,696
		<b>24,638</b>	<b>22,688</b>

The Group leases land use rights and various offices and warehouses. Rental contracts of offices and warehouses are typically made for fixed periods of 1 to 10 years.

- (c) As at 31 December 2022, the carrying amounts of land use rights pledged as security for borrowings are RMB74,786,000 (2021: RMB60,404,000).

### 19. 租賃(續)

#### (b) 於合併損益及其他綜合收益表確認的金額

合併損益及其他綜合收益表列示以下與租賃有關的金額：

本集團租賃土地使用權以及多個辦公室及倉庫。辦公室及倉庫的租賃合約通常按1至10年的固定期限訂立。

- (c) 於二零二二年十二月三十一日，借款由賬面值人民幣74,786,000元的土地使用權作抵押(二零二一年：人民幣60,404,000元)。

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## 合併財務報表附註

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### 20. RECEIVABLES UNDER SERVICE CONCESSION ARRANGEMENTS

The following is the summarised information of the financial asset component (receivables under service concession arrangements) with respect to the Group's service concession arrangements:

		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
Receivables under service concession arrangements	服務特許經營安排下的應收款項	<b>7,588,356</b>	6,509,663
Less: provision for impairment	減：減值撥備	<b>(46,274)</b>	(16,543)
		<b>7,542,082</b>	6,493,120
Portion classified as current assets	分類為流動資產的部分	<b>(211,255)</b>	(86,731)
Non-current portion	非流動部分	<b>7,330,827</b>	6,406,389

### 20. 服務特許經營安排下的應收款項

與本集團服務特許經營安排有關的金融資產組成部分(服務特許經營安排下的應收款項)的資料概述如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 20. RECEIVABLES UNDER SERVICE CONCESSION ARRANGEMENTS (Continued)

- (a) In respect of the Group's receivables under service concession arrangements, credit risks varied amongst the Group's projects operated in different locations of Mainland China. The collection of receivables under services concession arrangements is closely monitored in order to minimise any credit risk associated with the receivables.

### 20. 服務特許經營安排下的應收款項(續)

- (a) 就本集團於服務特許經營安排下的應收款項而言，信貸風險因本集團於中國大陸不同地點運營的項目而異。為降低與應收款項有關的任何信貸風險，服務特許經營安排下的應收款項的收回情況受到密切監控。

		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
Yunnan Province	雲南省	1,878,934	1,915,588
Shandong Province	山東省	1,143,973	1,144,019
Xinjiang Uygur Autonomous Region	新疆維吾爾自治區	669,135	897,945
Jiangsu Province	江蘇省	588,426	714,456
Hebei Province	河北省	452,592	459,636
Henan Province	河南省	376,575	363,240
Anhui Province	安徽省	1,098,267	359,363
Tianjin City	天津市	148,698	152,907
Fujian Province	福建省	146,547	141,240
Guangdong Province	廣東省	322,010	125,511
Chongqing City	重慶市	103,298	102,340
Zhejiang Province	浙江省	—	81,044
Liaoning Province	遼寧省	43,163	52,374
Guizhou Province	貴州省	616,738	—
		<b>7,588,356</b>	6,509,663

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## 合併財務報表附註

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### 20. RECEIVABLES UNDER SERVICE CONCESSION ARRANGEMENTS (Continued)

- (b) The expected collection schedule of receivables under service concession arrangements is as follows:

		<b>2022</b>	2021
		二零二二年	二零二一年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Within one year	一年以內	<b>211,972</b>	86,731
One to two years	一至二年	<b>309,919</b>	93,784
Two to five years	二至五年	<b>1,005,718</b>	348,382
Over five years	超過五年	<b>6,060,747</b>	5,980,766
		<b>7,588,356</b>	6,509,663

### 20. 服務特許經營安排下的應收款項(續)

- (b) 服務特許經營安排下的應收款項的預期收款時間表如下：

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### 21. INTANGIBLE ASSETS

### 21. 無形資產

		Goodwill (note b) 商譽 (附註b) RMB'000 人民幣千元	Development expenditure 開發開支 RMB'000 人民幣千元	Operating concessions 特許經營權 RMB'000 人民幣千元	Unfulfilled contract rights 未履行 合約權利 RMB'000 人民幣千元	Licenses 牌照 RMB'000 人民幣千元	Technical know-how and software 專有技術及 軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 1 January 2021</b>	於二零二一年一月一日							
Cost	成本	425,592	9,573	13,060,135	52,301	658,186	108,709	14,314,496
Accumulated amortisation	累計攤銷	—	—	(1,286,687)	(39,674)	(78,992)	(20,593)	(1,425,946)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>425,592</b>	<b>9,573</b>	<b>11,773,448</b>	<b>12,627</b>	<b>579,194</b>	<b>88,116</b>	<b>12,888,550</b>
<b>At 31 December 2021</b>	於二零二一年 十二月三十一日							
Opening net book amount	期初賬面淨值	425,592	9,573	11,773,448	12,627	579,194	88,116	12,888,550
Additions	添置	—	3,416	341,631	—	—	23,675	368,722
Currency translation differences	貨幣換算差額	(4,961)	—	(35,874)	—	—	(37)	(40,872)
Disposal of a subsidiary	出售一間附屬公司	—	—	(179,829)	—	—	—	(179,829)
Amortisation charge (note 9)	攤銷開支 (附註9)	—	—	(405,238)	(703)	(19,073)	(4,106)	(429,120)
Impairment charge (note 9)	減值開支 (附註9)	(77,854)	—	(120,301)	—	—	—	(198,155)
<b>Closing net book amount</b>	<b>期末賬面淨值</b>	<b>342,777</b>	<b>12,989</b>	<b>11,373,837</b>	<b>11,924</b>	<b>560,121</b>	<b>107,648</b>	<b>12,409,296</b>
<b>At 1 January 2022</b>	於二零二二年一月一日							
Cost	成本	420,631	12,989	13,186,063	52,301	658,186	132,347	14,462,517
Accumulated amortisation and impairment	累計攤銷及減值	(77,854)	—	(1,812,226)	(40,377)	(98,065)	(24,699)	(2,053,221)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>342,777</b>	<b>12,989</b>	<b>11,373,837</b>	<b>11,924</b>	<b>560,121</b>	<b>107,648</b>	<b>12,409,296</b>
<b>At 31 December 2022</b>	於二零二二年 十二月三十一日							
Opening net book amount	期初賬面淨值	342,777	12,989	11,373,837	11,924	560,121	107,648	12,409,296
Additions	添置	—	1,501	572,864	—	—	11,014	585,379
Currency translation differences	貨幣換算差額	1,963	—	26,072	—	—	41	28,076
Disposals	出售	—	—	—	—	(699)	—	(699)
Disposal of subsidiaries (note 38)	出售附屬公司 (附註38)	(10,975)	—	(432,281)	—	—	—	(443,256)
Amortisation charge (note 9)	攤銷開支 (附註9)	—	—	(539,199)	(703)	(19,073)	(4,365)	(563,340)
Impairment charge (note 9)	減值開支 (附註9)	(133,186)	—	(200,000)	(1,763)	(126,273)	(64,333)	(525,555)
Transfer to assets held for sale (note 26)	轉撥至持作出售資產 (附註26)	—	—	(19,045)	(9,458)	—	—	(28,503)
<b>Closing net book amount</b>	<b>期末賬面淨值</b>	<b>200,579</b>	<b>14,490</b>	<b>10,782,248</b>	<b>—</b>	<b>414,076</b>	<b>50,005</b>	<b>11,461,398</b>
<b>At 31 December 2022</b>	於二零二二年 十二月三十一日							
Cost	成本	371,567	14,490	13,115,229	42,140	657,487	143,402	14,344,315
Accumulated amortisation and impairment	累計攤銷及減值	(170,988)	—	(2,332,981)	(42,140)	(243,411)	(93,397)	(2,882,917)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>200,579</b>	<b>14,490</b>	<b>10,782,248</b>	<b>—</b>	<b>414,076</b>	<b>50,005</b>	<b>11,461,398</b>



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### 21. INTANGIBLE ASSETS (Continued)

(a) Amortisation was charged to the profit or loss accounts under the following caption:

		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
Cost of sales	銷售成本	547,336	420,663
Administrative expenses	行政開支	15,962	8,457
Selling expenses	銷售開支	42	—
		<b>563,340</b>	<b>429,120</b>

(b) Impairment test for goodwill

As at 31 December 2022, the Group has recognised goodwill with total amounts of RMB200,579,000, which arose from acquisition of subsidiaries in prior years. For the purpose of impairment testing, the goodwill was allocated to a cash generating unit ("CGU"). The recoverable amount of the CGU is determined by a value-in-use calculation. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Management determined the projection period based on their past experience and expectation for the market development and is consistent with their business plan. Cash flows beyond the five-year period are extrapolated using the estimated growth rates.

- (i) A segment-level summary of the goodwill allocation is presented below:

		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
Solid waste treatment	固廢處理	16,578	149,764
Water supply	供水	103,288	103,288
Wastewater treatment	污水處理	67,500	76,512
Construction and sales of equipment	建造及設備銷售	13,213	13,213
		<b>200,579</b>	<b>342,777</b>

### 21. 無形資產(續)

(a) 攤銷已於損益賬目中的下列項目扣除：

		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
Cost of sales	銷售成本	547,336	420,663
Administrative expenses	行政開支	15,962	8,457
Selling expenses	銷售開支	42	—
		<b>563,340</b>	<b>429,120</b>

(b) 商譽減值測試

於二零二二年十二月三十一日，本集團已確認商譽總額為人民幣200,579,000元，主要因先前年度收購附屬公司而產生。就減值測試而言，商譽分配至現金產生單位（「現金產生單位」）。現金產生單位的可收回金額乃根據使用價值釐定。計算方式利用現金流量預測，依據管理層批核的五年期財政預算。管理層採用的預算期限是基於管理人員的過往經驗及其對市場發展的預期，且與彼等的經營計劃一致。超過五年期間的現金流量乃使用下述估計增長率推算。

- (i) 以下呈列商譽分配之分部層面概要：

		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
Solid waste treatment	固廢處理	16,578	149,764
Water supply	供水	103,288	103,288
Wastewater treatment	污水處理	67,500	76,512
Construction and sales of equipment	建造及設備銷售	13,213	13,213
		<b>200,579</b>	<b>342,777</b>

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### 21. INTANGIBLE ASSETS (Continued)

#### (b) Impairment test for goodwill (Continued)

- (ii) Key assumptions used for recoverable amount of each CGU were in the range as follows:

		As at 31 December 2022 於二零二二年十二月三十一日			
		Solid waste treatment 固廢處理	Water supply 供水	Wastewater treatment 污水處理	Construction and sales of equipment 建造及設備銷售
Average annual growth rate of revenue (iii)	收益平均年增長率(iii)	2.25%–18.46%	0%–12%	0%–12%	10%
Long-term growth rate (iv)	長期增長率(iv)	0%–3%	3%	3%	3%
Discount rate (v)	貼現率(v)	8.71%–8.84%	11%–14%	11%–14%	12%

		As at 31 December 2021 於二零二一年十二月三十一日			
		Solid waste treatment 固廢處理	Water supply 供水	Wastewater treatment 污水處理	Construction and sales of equipment 建造及設備銷售
Average annual growth rate of revenue (iii)	收益平均年增長率(iii)	3%–10%	0%–10%	0%–10%	10%
Long-term growth rate (iv)	長期增長率(iv)	3%	3%	3%	3%
Discount rate (v)	貼現率(v)	10%–14%	11%–14%	11%–14%	12%

- (iii) Management determined average annual growth rate of revenue based on past performance and its expectations for each market development.

- (iv) The long-term growth rate used is consistent with the forecasts included in each industry report.

- (v) The discount rate used is discount rate applied to the cash flow projections which reflects specific risks relating to each business.

### 21. 無形資產(續)

#### (b) 商譽減值測試(續)

- (ii) 每個現金產生單位用作可收回金額的主要假設的範圍如下：

- (iii) 管理人員乃根據過往表現及其對市場發展的預期釐定收入平均年增長率。

- (iv) 所用長期增長率與行業報告所載預測一致。

- (v) 所用貼現率為現金流量預測所採用的貼現率，其反映與業務有關的特定風險。

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### 21. INTANGIBLE ASSETS (Continued)

#### (c) Impairment charge

As at 31 December 2022, management has performed an assessment of the CGU. The carrying value of the CGU is compared against the recoverable amount. Based on the assessment, recoverable amounts of the CGUs are determined by value-in-use calculation based on cash flow forecasts derived from the most recent financial budgets and estimated future cash flows approved by management covering a five-year period.

In performing the impairment assessment, key assumptions and input data adopted by the management include forecast prices, forecast production volumes, forecast operating costs and capital expenditures and discount rates. Management determined (1) the forecast water price based on the management expectations and also local policies; (2) the forecast production volumes based on management's production plan and forecast production volume for the remaining concession periods as set out in the reserve reports; (3) the forecast operating costs and capital expenditures based on its financial budget and business plan; and (4) the pre-tax discount rate reflected specific risks relating to the relevant business.

Based on the assessment, the Group recognised net impairment charges on goodwill and other intangible assets of RMB133,186,000 and RMB392,369,000 respectively for the year ended 31 December 2022 (2021: RMB77,854,000 and RMB120,301,000).

- (d) As at 31 December 2022, the carrying amounts of operating concessions pledged as security for borrowings are RMB246,546,000 (2021: nil).

### 21. 無形資產(續)

#### (c) 減值開支

於二零二二年十二月三十一日，管理層針對現金產生單位進行了評估。將現金產生單位的賬面值與可收回金額進行比較，根據評估，現金產生單位的可收回金額乃根據使用價值釐定，使用價值計算基於最新財務預算得出的現金流量預測及管理層批核的五年期財政預算。

在進行減值評估時，管理層所採用的關鍵假設及數據包括價格預測，預測產量，預測運營成本及資金支出以及貼現率。管理層採取以下預測方式：(1)基於管理層預期及當地政策以預測水價；(2)預測產量乃基於儲量報告中呈列出的剩餘合同期的管理生產計劃及預測產量；(3)根據其財務預算及業務計劃制訂預測運營成本及資金支出；及(4)稅前貼現率可反映與業務相關的特定風險。

基於上述減值評估，截至二零二二年十二月三十一日止年度，本集團針對商譽及其他無形資產分別確認了人民幣133,186,000元及人民幣392,369,000元的減值開支(二零二一年：人民幣77,854,000元及人民幣120,301,000元)。

- (d) 於二零二二年十二月三十一日，作為借款擔保的特許經營項目賬面值為人民幣246,546,000元(二零二一年：零)。

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## 合併財務報表附註

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### 22. INVENTORIES

### 22. 存貨

		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
Raw materials	原材料	70,377	58,945
Work in progress	在製品	27,153	22,968
Finished goods	製成品	32,390	34,130
		<b>129,920</b>	116,043

Provisions for inventories amounting to RMB6,800,000 have been made for the year ended 31 December 2022 (2021: nil).

截至二零二二年十二月三十一日止年度，計提存貨撥備人民幣6,800,000元（二零二一年：零）。

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## 合併財務報表附註

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### 23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

### 23. 貿易及其他應收款項及預付款項

		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	貿易應收款項		
– Related parties (note 39(g))	– 關聯方 (附註39(g))	2,184,168	2,052,478
– Local governments	– 地方政府	1,471,665	1,130,648
– Third parties	– 第三方	2,557,934	2,684,947
Less: provision for impairment	減：減值撥備	(911,312)	(395,341)
		<b>5,302,455</b>	5,472,732
Other receivables	其他應收款項		
– Related parties (note 39(n))	– 關聯方 (附註39(n))	38,376	40,567
– Third parties	– 第三方	1,684,329	1,942,621
Less: provision for impairment	減：減值撥備	(171,388)	(113,747)
		<b>1,551,317</b>	1,869,441
Total trade and other receivables	貿易及其他應收款項總額	<b>6,853,772</b>	7,342,173
Less: non-current portion of trade and other receivables	減：貿易及其他應收款項非流動部分	<b>(258,059)</b>	(914,561)
Current portion of trade and other receivables	貿易及其他應收款項流動部分	<b>6,595,713</b>	6,427,612
Prepayments	預付款項		
– Related parties (note 39(g))	– 關聯方 (附註39(g))	163,802	267,842
– Third parties	– 第三方	1,338,063	1,380,298
Less: provision for impairment	減：減值撥備	(41,961)	(39,267)
		<b>1,459,904</b>	1,608,873
Less: non-current portion of prepayments	減：預付款項非流動部分	<b>(1,207,570)</b>	(1,463,032)
Current portion of prepayments	預付款項流動部分	<b>252,334</b>	145,841

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### 23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### (a) Trade receivables

Ageing analysis of gross trade receivables (including amounts due from related parties of trading in nature) at the respective balance sheet dates, based on the invoice dates or contractual terms, is as follows:

		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
Within one year	一年以內	1,020,693	1,020,168
One to two years	一至二年	463,061	1,981,864
Two to three years	二至三年	1,979,246	870,572
Over three years	三年以上	2,750,767	1,995,469
		<b>6,213,767</b>	<b>5,868,073</b>

The Group have different credit policies for various products and services, depending on the requirements of different business segments and the contractual agreements with different customers.

本集團各種產品及服務均有不同之信貸政策，視乎不同業務部門的要求及與不同客戶的合約協議而定。

Movement of the Group's provision for impairment of trade receivables are as follows:

本集團貿易應收款項的減值撥備變動如下：

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>395,341</b>	145,570
Impairment provision	減值撥備	519,265	305,892
Write off impairment losses on financial assets	撇銷金融資產減值虧損	—	(56,121)
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	(3,040)	—
Transfer to assets held for sale (note 26)	轉撥至持作出售資產(附註26)	(254)	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>911,312</b>	395,341

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## 合併財務報表附註

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### 23. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

#### (b) Other receivables

Movement of the Group's provision for impairment of other receivables 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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>113,747</b>	32,854
Impairment provision	減值撥備	<b>57,662</b>	82,927
Reversal due to collection	因收回而撥回	—	(2,034)
Disposal of subsidiaries (note 38)	出售附屬公司 (附註38)	<b>(14)</b>	—
Transfer to assets held for sale (note 26)	轉撥至持作出售資產 (附註26)	<b>(7)</b>	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>171,388</b>	113,747

#### (c) Prepayments

The Group's prepayments are mainly for purchase of goods and services, acquisition of land use rights, and acquisition of equity interests.

Movement of the Group's provision for impairment of prepayments 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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>39,267</b>	—
Impairment provision	減值撥備	<b>2,694</b>	39,267
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>41,961</b>	39,267

(d) The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security.

### 23. 貿易及其他應收款項及預付款項 (續)

#### (b) 其他應收款項

本集團其他應收款項的減值撥備變動如下：

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>113,747</b>	32,854
Impairment provision	減值撥備	<b>57,662</b>	82,927
Reversal due to collection	因收回而撥回	—	(2,034)
Disposal of subsidiaries (note 38)	出售附屬公司 (附註38)	<b>(14)</b>	—
Transfer to assets held for sale (note 26)	轉撥至持作出售資產 (附註26)	<b>(7)</b>	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>171,388</b>	113,747

#### (c) 預付款項

本集團的預付款項主要為購買貨品及服務、土地使用權收購及股權收購的預付款項。

本集團的預付款項減值撥備變動如下：

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>39,267</b>	—
Impairment provision	減值撥備	<b>2,694</b>	39,267
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>41,961</b>	39,267

(d) 於報告日期面對的最高信貸風險為上述各類應收款項的賬面值。本集團並無持有任何抵押物作為擔保。



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### 24. RESTRICTED CASH

As at 31 December 2022, the restricted cash mainly comprised of guarantee deposits for construction of projects and deposits under frozen by the judiciary (2021: same).

		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
Guarantee deposits for construction of projects	建設項目的保證金	56,042	237,441
Deposits under frozen by the judiciary	被司法部門凍結的存款	26,747	35,092
		<b>82,789</b>	<b>272,533</b>

As at 31 December 2022, lenders of certain overdue borrowings had taken for property preservation by judiciary, which included frozen of the Group cash in banks of RMB26,747,000 (2021: RMB35,092,000).

### 24. 受限制現金

於二零二二年十二月三十一日，受限制現金主要包括建設項目的保證金及被司法部門凍結的存款(二零二一年：相同)。

於二零二二年十二月三十一日，若干逾期借款的貸款人已採取司法部門作出的財產保全措施，包括凍結本集團在銀行的現金人民幣26,747,000元(二零二一年：人民幣35,092,000元)。

### 25. CASH AND CASH EQUIVALENTS

		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 at bank and in hand (note a)	銀行存款及手頭現金(附註a)	600,642	428,427

### 25. 現金及現金等價物

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## 合併財務報表附註

For the year ended 31 December 2022  
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### 25. CASH AND CASH EQUIVALENTS (Continued)

- (a) As at 31 December 2022, cash and cash equivalents of the Group are denominated in:

		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
RMB	人民幣	571,614	392,735
IDR	印尼盾	4,663	11,710
HKD	港元	4,521	10,416
USD	美元	16,714	9,456
SGD	新加坡元	902	2,113
THB	泰銖	2,228	1,997
		<b>600,642</b>	<b>428,427</b>

The conversion of the RMB denominated balances maintained in the PRC into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

### 25. 現金及現金等價物(續)

- (a) 於二零二二年十二月三十一日，本集團的現金及現金等價物以下列貨幣計值：

將在中國境內維持的以人民幣計值的餘額兌換為外幣，須遵守中國政府頒佈的外匯管理法規。

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## 合併財務報表附註

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### 26. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE

- (a) Disposal of entire equity interest in Honghe Water Industry Investment Co., Ltd. (the “Target Company A”) (the “Disposal Group A”)

During the year ended 31 December 2021, the board of directors passed a resolution to dispose of certain subsidiaries of the Group by way of public tender through Yunnan Equity Exchange Co., Ltd. (the “YNEX”), an institution authorised by the Yunnan Provincial State-owned Assets Supervision and Administration Commission to transact assets and equity of state-owned enterprises under the Yunnan Provincial Government. In November 2022, the process of the public tender in relation to the Disposal Group A has been completed and purchaser of the Disposal Group A was located.

On 27 February 2023, the Company and Beijing Enterprises Water Group (China) Investment Limited (“Purchaser A”), a direct wholly-owned subsidiary of Beijing Enterprises Water Group Limited, a state-owned enterprise, entered into a sale and purchase agreement, pursuant to which, the Company has agreed to sell, and Purchaser A has agreed to acquire, the 100% interest in the Target Company A at a consideration of RMB155,400,000. The consideration has been settled by the deposit received in 2021.

### 26. 分類為持作出售之資產及負債

- (a) 出售紅河州水務產業投資有限公司(「標的公司A」)的全部股權(「出售組別A」)

於截至二零二二年十二月三十一日止年度，董事會通過了一項決議，通過雲南股權交易所有限公司(「雲南交易所」)，經雲南省國有資產監督管理委員會授權處理雲南省政府國有企業資產及股權的機構，公開招標出售本集團的若干附屬公司。於二零二二年十一月，與出售組別A有關的公開招標程序已完成，出售組別A的買方已確定。

於二零二三年二月二十七日，本公司與國有企業北控水務集團有限公司的直接全資附屬公司北控水務(中國)投資有限公司(「買方A」)訂立一份買賣協議。據此，本公司同意出售及買方同意收購標的公司A的100%股權，代價為人民幣155,400,000元。代價以於二零二一年已收按金結算。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 26. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE (Continued)

- (a) Disposal of entire equity interest in Honghe Water Industry Investment Co., Ltd. (the "Target Company A") (the "Disposal Group A") (Continued)

The major classes of assets and liabilities comprising the Disposal Group A classified as held for sale are as follows:

		RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>	
Property, plant and equipment	物業、廠房及設備	43,724
Receivables under service concession arrangements	服務特許經營安排下的應收款項	85,259
Contract assets	合約資產	56,429
Intangible assets	無形資產	28,503
Right-of-use assets	使用權資產	22,084
Inventories	存貨	329
Trade and other receivables	貿易及其他應收款項	125,259
Cash and cash equivalents	現金及現金等價物	1,287
<b>Assets of a disposal group classified as held for sale</b>	<b>分類為持作出售之出售組別資產</b>	<b>362,874</b>
<b>Liabilities</b>	<b>負債</b>	
Deferred tax liabilities	遞延稅項負債	6,191
Borrowings	借款	89,567
Trade and other payables	貿易及其他應付款項	103,804
Provisions for other liabilities and charges	其他負債及開支撥備	1,608
Current income tax liabilities	當期所得稅負債	6,304
<b>Liabilities directly associated with assets classified as held for sale</b>	<b>分類為持作出售之資產的直接相關負債</b>	<b>207,474</b>
<b>Net assets directly associated with disposal group after fair value adjustment</b>	<b>公平值調整後與出售組別直接相關的資產淨值</b>	<b>155,400</b>

As the consideration of the disposal was less than the net carrying amounts of the relevant assets and liabilities attributable to the Disposal Group A, impairment loss amounting to RMB12,219,000 has been recognised.

### 26. 分類為持作出售之資產及負債(續)

- (a) 出售紅河州水務產業投資有限公司(「標的公司A」)的全部股權(「出售組別A」)(續)

構成出售組別A的主要分類為持作出售之資產及負債載列如下：

由於出售代價低於出售組別A應佔相關資產及負債的賬面淨值，已確認減值虧損人民幣12,219,000元。

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### 26. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE (Continued)

- (b) Disposal of entire equity interest in Shuifu Water Industry Investment Co., Ltd. (the “Target Company B”) (the “Disposal Group B”)

During the year ended 31 December 2021, the board of directors passed a resolution to dispose certain subsidiaries of the Group by way of public tender through the YNEX. In November 2022, the process of the public tender in relation to the Disposal Group B has been completed and purchaser of the Disposal Group B was located.

On 27 February 2023, the Company and Purchaser A, entered into a sale and purchase agreement, pursuant to which, the Company has agreed to sell, and Purchaser A has agreed to acquire, the 100% interest in the Target Company B at a consideration of RMB28,300,000. The consideration has been settled by the deposit received in 2021.

### 26. 分類為持作出售之資產及負債(續)

- (b) 出售水富縣水務產業投資有限公司(「標的公司B」)的全部股權(「出售組別B」)

於截至二零二二年十二月三十一日止年度，董事會通過了一項決議，通過雲南交易所公開招標出售本集團的若干附屬公司。於二零二二年十一月，與出售組別B有關的公開招標程序已完成，出售組別B的買方已確定。

於二零二三年二月二十七日，本公司與買方A訂立一份買賣協議。據此，本公司同意出售及買方同意收購標的公司B的100%股權，代價為人民幣28,300,000元。代價以於二零二一年已收按金結算。

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### 26. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE (Continued)

- (b) Disposal of entire equity interest in Shuifu Water Industry Investment Co., Ltd. (the "Target Company B") (the "Disposal Group B") (Continued)

The major classes of assets and liabilities comprising the Disposal Group B classified as held for sale are as follows:

		RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>	
Property, plant and equipment	物業、廠房及設備	10
Receivables under service concession arrangements	服務特許經營安排下的應收款項	25,462
Inventories	存貨	6
Trade and other receivables	貿易及其他應收款項	15,154
Restricted cash	受限制現金	10
Cash and cash equivalents	現金及現金等價物	221
<b>Assets of a disposal group classified as held for sale</b>	<b>分類為持作出售之出售組別資產</b>	<b>40,863</b>
<b>Liabilities</b>	<b>負債</b>	
Deferred tax liabilities	遞延稅項負債	1,686
Trade and other payables	貿易及其他應付款項	9,935
Current income tax liabilities	當期所得稅負債	942
<b>Liabilities directly associated with assets classified as held for sale</b>	<b>分類為持作出售之資產的直接相關負債</b>	<b>12,563</b>
<b>Net assets directly associated with disposal group after fair value adjustment</b>	<b>公平值調整後與出售組別直接相關的資產淨值</b>	<b>28,300</b>

As the consideration of the disposal was less than the net carrying amounts of the relevant assets and liabilities attributable to the Disposal Group B, impairment loss amounting to RMB2,283,000 has been recognised.

### 26. 分類為持作出售之資產及負債(續)

- (b) 出售水富縣水務產業投資有限公司(「標的公司B」)的全部股權(「出售組別B」)(續)

構成出售組別B的主要分類為持作出售之資產及負債載列如下：

由於出售代價低於出售組別B應佔相關資產及負債的賬面淨值，已確認減值虧損人民幣2,283,000元。

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## 合併財務報表附註

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### 27. SHARE CAPITAL

### 27. 股本

		Number of shares 股份數目 (thousand) (千股)	Share capital 股本 RMB'000 人民幣千元
As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	1,193,213	1,193,213

### 28. OTHER RESERVES

### 28. 其他儲備

		Capital reserve 股本儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Translation reserve 換算儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Balance at 1 January 2021</b>	於二零二一年 一月一日的結餘	2,189,358	625,780	(14,411)	2,800,727
Currency translation differences	貨幣換算差額	—	—	(22,147)	(22,147)
Transfer to statutory reserve (note a)	轉至法定儲備 (附註a)	—	39,693	—	39,693
Transactions with non-controlling interests (note b)	非控股權益交易 (附註b)	(66,198)	—	—	(66,198)
<b>Balance at 31 December 2021</b>	於二零二一年 十二月三十一日的 結餘	2,123,160	665,473	(36,558)	2,752,075
<b>Balance at 1 January 2022</b>	於二零二二年 一月一日的結餘	2,123,160	665,473	(36,558)	2,752,075
Currency translation differences	貨幣換算差額	—	—	(210,104)	(210,104)
Transfer to statutory reserve (note a)	轉至法定儲備 (附註a)	—	19,000	—	19,000
<b>Balance at 31 December 2022</b>	於二零二二年 十二月三十一日的 結餘	2,123,160	684,473	(246,662)	2,560,971



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### 28. OTHER RESERVES (Continued)

#### (a) Statutory reserve

In accordance with relevant rules and regulations in the PRC, except for sino-foreign equity joint venture enterprises, all PRC companies are required to transfer 10% of their profit after taxation calculated under PRC accounting rules and regulations to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to offset losses carried forward from previous years or to increase capital of the respective companies.

- (b) In July 2021, the Company, Yunnan Asset Management Co., Ltd. (“YNDAMC”) and Yun Shui Construction entered into the supplementary agreement, pursuant to which, YNDAMC subscribed for 23.958% of the registered capital of Yun Shui Construction at a consideration of RMB500,000,000. Upon the completion of the capital injection, the equity interest of Yun Shui Construction held by the Group and YNDAMC are 57% and 43% respectively. The capital reserve amounting to RMB66,198,000 was transferred to non-controlling interest.

### 28. 其他儲備(續)

#### (a) 法定儲備

根據中國相關規則及法規，除中外合資企業外，所有中國公司均須將根據中國會計規則及法規計算的除稅後溢利的10%轉撥至法定儲備金，直至累計資金總額達至其註冊資本的50%為止。法定儲備金須經有關機關批准，方可用作抵銷過往年度結轉的虧損或增加有關公司的資本。

- (b) 於二零二一年七月，本公司、雲南省資產管理有限公司(「雲南省資產管理」)與雲水建設訂立補充協議，根據補充協議，雲南省資產管理以人民幣500,000,000元之代價認購雲水建設23.958%的註冊資本。注資完成後，本集團及雲南省資產管理持有的雲水建設股權分別為57%及43%。股本儲備人民幣66,198,000元轉至非控股權益。

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### 29. PERPETUAL CAPITAL INSTRUMENT

The perpetual capital instruments have no maturity, and the payments of distribution can be deferred at the discretion of the Company. When the Company elects to declare dividends to their ordinary shareholders, the Company shall make distribution to the holders of perpetual capital instruments at the distribution rates as defined in the subscription agreements.

The average annual distribution rate is about 10% of principal for the year ended 31 December 2022 (2021: about 9%).

### 29. 永久資本工具

永久資本工具並無到期日，且派付款可由本公司酌情遞延。倘本公司選擇向其普通股股東宣派股息，則本公司須按認購協議界定之分派率向永久資本工具持有人作出分配。

截至二零二二年十二月三十一日止年度的平均年分派率約為10%（二零二一年：約為9%）。

		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
<b>Balance at 1 January</b>	於一月一日的結餘	<b>1,622,300</b>	500,000
Issuance	發行	—	1,622,300
Redemption	贖回	<b>(1,622,300)</b>	(500,000)
Profit attributable to holders of perpetual capital instruments	永久資本工具持有人應佔溢利	<b>107,555</b>	113,587
Distributions to holders of perpetual capital instruments	向永久資本工具持有人作出的分派	<b>(107,555)</b>	(113,587)
<b>Balance at 31 December</b>	於十二月三十一日的結餘	—	1,622,300

### 30. BORROWINGS

### 30. 借款

		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
<b>Non-current</b>	<b>非流動</b>		
Long-term bank borrowings	長期銀行借款	<b>15,419,734</b>	2,778,605
Corporate bonds and other borrowings	公司債券及其他借款	<b>11,328,091</b>	5,191,834
		<b>26,747,825</b>	7,970,439
<b>Current</b>	<b>流動</b>		
Short-term bank borrowings	短期銀行借款	<b>455,778</b>	4,439,748
Current portion of long-term bank borrowings	長期銀行借款的流動部分	<b>870,331</b>	10,508,225
Current portion of corporate bonds and other borrowings	公司債券及其他借款的流動部分	<b>2,058,701</b>	5,737,134
		<b>3,384,810</b>	20,685,107
		<b>30,132,635</b>	28,655,546

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### 30. BORROWINGS (Continued)

- (a) The Group's borrowings carried weighted average interest rates of 4.42% per annum for the year ended 31 December 2022 (2021: 5.73%).
- (b) As at 31 December 2022, other borrowings from related parties is depicted in note 39(h)&(i)&(j)&(k)&(l)&(m).
- (c) As at 31 December 2022, borrowings of RMB13,164,081,000 (2021: RMB13,946,858,000) were secured by pledge of the Group's receivables under service concession arrangements, contract assets, right-of-use assets, property, plant and equipment and intangible assets and the Company's investments in subsidiaries.

As at 31 December 2021, the overdue borrowings were secured by the aforesaid assets with total carrying value of RMB2,952,281,000.

- (d) As at 31 December 2022, 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 one year or on demand	一年以內或按需	3,384,810	20,685,107
One to two years	一至二年	3,557,041	5,020,600
Two to five years	二至五年	15,295,604	590,743
Over five years	超過五年	7,895,180	2,359,096
		<b>30,132,635</b>	<b>28,655,546</b>

- (e) The Group's borrowings were denominated in:

		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
RMB	人民幣	29,141,375	27,607,592
USD	美元	975,203	999,181
THB	泰銖	—	30,783
EUR	歐元	16,057	17,990
		<b>30,132,635</b>	<b>28,655,546</b>

### 30. 借款(續)

- (a) 截至二零二二年十二月三十一日止年度，本集團借款加權平均年利率為4.42%（二零二一年：5.73%）。
- (b) 於二零二二年十二月三十一日，來自關聯方的其他借款已披露於附註39(h)&(i)&(j)&(k)&(l)&(m)。
- (c) 於二零二二年十二月三十一日，借款人民幣13,164,081,000元（二零二一年：人民幣13,946,858,000元）由本集團服務特許經營安排應收款項、合約資產、使用權資產、物業、廠房及設備以及無形資產及本公司於附屬公司的投資質押作抵押。

於二零二一年十二月三十一日，逾期借款以上述資產作抵押，總賬面值為人民幣2,952,281,000元。

- (d) 於二零二二年十二月三十一日，本集團借款的償還情況如下：

		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 one year or on demand	一年以內或按需	3,384,810	20,685,107
One to two years	一至二年	3,557,041	5,020,600
Two to five years	二至五年	15,295,604	590,743
Over five years	超過五年	7,895,180	2,359,096
		<b>30,132,635</b>	<b>28,655,546</b>

- (e) 本集團借款以下列貨幣計值：

		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
RMB	人民幣	29,141,375	27,607,592
USD	美元	975,203	999,181
THB	泰銖	—	30,783
EUR	歐元	16,057	17,990
		<b>30,132,635</b>	<b>28,655,546</b>

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### 30. BORROWINGS (Continued)

- (g) During the year ended 31 December 2021, the Group failed to repay RMB1,157,710,000 of certain borrowings according to their scheduled repayment dates. Although the Group managed to settle some of these borrowings during the year after the due dates, RMB1,118,793,000 remained unsettled as at 31 December 2021. The total amounts of these overdue borrowings, including interests payable and those portions of such loans that had original contractual repayment dates beyond 31 December 2021 amounted to RMB3,920,203,000 (the "Overdue Borrowings"). Furthermore, the Group was not able to comply with certain financial covenants of its other borrowings (the "Covenant Borrowings") with a total amount of RMB1,695,958,000 as at 31 December 2021. Consequently, the aforementioned borrowings totalling RMB5,616,161,000 as at 31 December 2021 would be immediately repayable if requested by the lenders. Out of such amount, borrowings of RMB2,983,632,000 that have original contractual repayment dates fall beyond 31 December 2022 were classified as current liabilities as at 31 December 2021.

These matters triggered cross-defaults and resulted in certain other borrowings of the Group (other than the Overdue Borrowings and the Covenant Borrowings) with a total amount of RMB10,781,143,000 as at 31 December 2021 becoming immediately repayable if requested by the lenders, of which RMB6,628,398,000 represented non-current borrowings with original contractual repayment dates fall beyond 31 December 2022 that were classified as current liabilities.

### 30. 借款(續)

- (g) 於截至二零二一年十二月三十一日止年度，本集團未能按照計劃還款日期償還若干借款人民幣1,157,710,000元。儘管本集團設法在到期日後一年內結清部分該等借款，但於二零二一年十二月三十一日，人民幣1,118,793,000元仍未結清。該等逾期借款的總額(包括應付利息及原合約償還日期為二零二一年十二月三十一日後的有關貸款部分)為人民幣3,920,203,000元(「逾期借款」)。此外，本集團未遵守其他借款(於二零二一年十二月三十一日的總額為人民幣1,695,958,000元)之若干財務契諾(「契諾借款」)。故倘貸款人要求，於二零二一年十二月三十一日的上述總額為人民幣5,616,161,000元的借款將成為應立即償還。其中，原合約還款日期為二零二二年十二月三十一日後的借款人民幣2,983,632,000元於二零二一年十二月三十一日被分類為流動負債。

該等事件觸發交叉違約，並導致本集團於二零二一年十二月三十一日總額為人民幣10,781,143,000元的若干其他借款(逾期借款及契諾借款除外)成為應立即償還(倘貸款人要求)，其中，人民幣6,628,398,000元為被分類為流動負債的原合約償還日期為二零二二年十二月三十一日後的非流動借款。

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### 30. BORROWINGS (Continued)

(g) (Continued)

Subsequent to the year ended 31 December 2021, the Group further failed to repay scheduled instalments and interests of RMB362,615,000 relating to borrowings with a total amount of RMB4,619,134,000, of which total amounts of RMB3,164,749,000 were related to borrowings that were either overdue or otherwise in default as at 31 December 2021.

From December 2021 to January 2022, lenders of certain Overdue Borrowings amounting to RMB764,360,000 had applied to the courts in the People's Republic of China for property preservation measures, and the courts ordered to freeze the Group's certain cash in banks, and equity interests in an associate and a subsidiary. In January 2022, the Group reached a settlement with one of the above lenders for Overdue Borrowings of RMB381,866,000 as at 31 December 2021, but failed to repay the agreed rescheduled instalments in February and March 2022. On 23 March 2022, due to further legal actions taken by the relevant lender, the Company was listed as a person subject to enforcement by Urumqi Intermediate People's Court, for the settlement of the outstanding amount of RMB371,503,000. The Group believes that the property preservation and enforcement caused by relevant Overdue Borrowings will not constitute major contingent liabilities of the Group and has not recognised any provision in the consolidated financial statements.

During the year ended 31 December 2022, Overdue Borrowings were renewed and cross-defaults has been ratified.

### 30. 借款(續)

(g) (續)

於截至二零二一年十二月三十一日止年度後，本集團進一步未能償還人民幣362,615,000元的預定分期付款及利息，對應借款總額為人民幣4,619,134,000元，其中，於二零二一年十二月三十一日，人民幣3,164,749,000元對應逾期或違約借款。

自二零二一年十二月至二零二二年一月，金額為人民幣764,360,000元的若干逾期借款貸款人已在中華人民共和國法院申請財產保全措施，法院頒令凍結本集團在銀行的若干現金及於一間聯營公司及一間附屬公司的股權。於二零二二年一月，本集團與上述貸款人之一就截至二零二一年十二月三十一日的金額為人民幣381,866,000元的逾期借款達成和解，但未能於二零二二年二月及三月償還經協定重新計劃的分期付款。於二零二二年三月二十三日，由於相關貸款人採取進一步法律行動，本公司被烏魯木齊中級法院列為被執行人，以結清未償還款項人民幣371,503,000元。本集團認為相關逾期借款引起的財產保全以及被執行的情況不會構成本集團的重大或然負債及本集團並無於合併財務報表內確認任何撥備。

於截至二零二二年十二月三十一日止年度，逾期借款已重續及交叉違約已獲批准。

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### 30. BORROWINGS (Continued)

(g) (Continued)

During the year ended 31 December 2022, the Group entered into legally binding loan agreements with the banks to revise and extend the repayment schedules for bank borrowings with aggregate amounts of RMB16,435,118,000. The maturity dates of the bank borrowings were renewed from range of 1 year to 24 years to range of less than 1 year to 24 years, and the interest rates of the bank borrowings were renewed from range of 3% to 9% per annum to range of 1.8% to 4% per annum.

The management of the Group considers that the terms of the revised loan agreements with aggregate principal amounts of RMB5,774,164,000 are not substantially different from the original loan agreements as the discounted present values of the cash flows under the revised terms discounted using the original effective interest rates are different from the discounted present values of the remaining cash flows of the original financial liabilities by less than 10 per cent. Accordingly, such modifications of terms were accounted for as non-substantial modifications, and the aggregate adjustments of approximately RMB297,449,000 to the carrying amounts of the financial liabilities were recognised as other income as set out in note 6 at the respective dates of modifications.

The management of the Group considers that the terms of the revised loan agreements with aggregate principal amounts of RMB10,660,954,000 are substantially different as the discounted present values of the cash flows under the new terms discounted using the original effective interest rates are different from the discounted present values of the remaining cash flows of the original financial liabilities by more than 10 per cent. Accordingly, such modifications of terms were accounted for as extinguishment of the original financial liabilities and the recognition of new financial liabilities. Therefore, the Group derecognised the original borrowings of RMB10,660,954,000 outstanding, and recognised new borrowings measured at fair values amounting to RMB9,654,080,000 in aggregate as at the respective dates of extinguishment. The differences between the aforesaid carrying amounts of the borrowings derecognised and the aforesaid fair values of the new borrowings recognised amounting to approximately RMB1,006,874,000 in aggregate are recognised as other income as set out in note 6 at the respective dates of modifications.

### 30. 借款(續)

(g) (續)

於截至二零二二年十二月三十一止年度，本集團與銀行訂立具有法律約束力的貸款協議，以修訂及延長銀行借款的還款時間表，總金額為人民幣16,435,118,000元。銀行借款的到期日從1年至24年之範圍重續至1年至24年以下之範圍，銀行借款的年利率從3%至9%之範圍更新至1.8%至4%之範圍。

本集團管理層認為，本金總額為人民幣5,774,164,000元的經修訂貸款協議之條款與原貸款協議並無實質性差異，因為經修訂條款項下使用原實際利率貼現的現金流量貼現現值與原金融負債剩餘現金流量的貼現現值相差不足10%。因此，該等條款修訂被視為非實質性修訂，對金融負債賬面值的總計調整約人民幣297,449,000元於相應修訂日期被確認為附註6所載之其他收入。

本集團管理層認為，本金總額為人民幣10,660,954,000元的經修訂貸款協議之條款存在重大差異，因為使用原實際利率貼現的新條款下的現金流量貼現現值與原金融負債剩餘現金流量的貼現現值相差超過10%。因此，該等條款的修訂應視為已償還原金融負債及確認新金融負債。因此，本集團終止確認未償還的原借款為人民幣10,660,954,000元，於各自償還日期確認以公平值計量之新借款總額為人民幣9,654,080,000元。上述終止確認借款的賬面值與上述已確認新借款的公平值之間的差額總計約為人民幣1,006,874,000元，於相應修訂日期被確認為附註6所載之其他收入。

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### 31. TRADE AND OTHER PAYABLES

### 31. 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 (note a):	貿易應付款項(附註a):		
– Related parties (note 39(g))	– 關聯方(附註39(g))	1,144,174	1,498,780
– Third parties	– 第三方	6,018,684	5,210,270
		<b>7,162,858</b>	6,709,050
Notes payables	應付票據	—	318,010
Other payables:	其他應付款項:		
– Related parties (note 39(g))	– 關聯方(附註39(g))	210,222	246,061
– Third parties	– 第三方	1,287,399	1,200,576
Staff welfare benefit payable	應付員工福利	125,699	59,957
Other taxes payable	其他應付稅項	113,551	200,531
Dividend payables	應付股息	70,357	73,655
		<b>8,970,086</b>	8,807,840
Less: non-current portion	減: 非流動部分	<b>(49,900)</b>	(2,833,401)
Current portion	流動部分	<b>8,920,186</b>	5,974,439

(a) Trade payables are settled in accordance with agreed terms with suppliers.

(a) 貿易應付款項根據與供應商協定的條款結算。

(b) At 31 December 2022, the ageing analysis of the trade payables based on invoice dates or contractual terms, is as follows:

(b) 於二零二二年十二月三十一日，根據發票日期或合約條款作出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 one year	一年以內	914,272	1,635,012
One to two years	一至二年	1,553,742	2,701,724
Two to three years	二至三年	2,623,526	1,250,758
Over three years	三年以上	2,071,318	1,121,556
		<b>7,162,858</b>	6,709,050



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## 合併財務報表附註

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### 32. DEFERRED INCOME

Deferred income represented government grants received from governmental authorities with respect to Group's constructions of wastewater treatment facilities, water supply facilities, solid waste treatment plants as well as the provision of water supply service. The movement of deferred income is as below:

### 32. 遞延收益

遞延收益是指就本集團建造污水處理設施、供水設施、固體廢物處理廠以及提供供水服務獲政府機構發放的政府補助。遞延收益的變動如下：

		<b>Government grants</b> 政府補助 <b>RMB'000</b> 人民幣千元
<b>Opening balance at 1 January 2021</b>	於二零二一年一月一日的期初結餘	709,768
Additions	添置	167,130
Credit to profit or loss accounts	計入損益賬	(33,238)
Disposal of a subsidiary	出售一間附屬公司	(26,500)
<b>Closing balance at 31 December 2021</b>	於二零二一年十二月三十一日的期終結餘	817,160
<b>Opening balance at 1 January 2022</b>	於二零二二年一月一日的期初結餘	<b>817,160</b>
Additions	添置	<b>52,225</b>
Credit to profit or loss accounts	計入損益賬	<b>(46,410)</b>
Transferred to construction in progress (note 17)	轉為在建工程 (附註17)	<b>(7,626)</b>
Disposal of subsidiaries (note 38)	出售附屬公司 (附註38)	<b>(919)</b>
<b>Closing balance at 31 December 2022</b>	於二零二二年十二月三十一日的期終結餘	<b>814,430</b>

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## 合併財務報表附註

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### 33. DEFERRED INCOME TAX

#### (a) Deferred income tax 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
<b>The balance comprises temporary differences attributable to:</b>			
	該結餘包括暫時差額：		
Deferred income	遞延收益	118,672	158,028
Tax losses	稅項虧損	357,812	662,857
Accrued expenses and impairment provision	應計開支及減值撥備	108,490	341,992
Total deferred income tax assets	遞延所得稅資產總額	584,974	1,162,877
Set-off of deferred income tax liabilities	抵銷遞延所得稅負債	(255,039)	(290,750)
Net deferred income tax assets	淨遞延所得稅資產	329,935	872,127

### 33. 遞延所得稅

#### (a) 遞延所得稅資產

Movements	變動	Accrued expenses and impairment provision			Total 總計 RMB'000 人民幣千元
		Deferred income 遞延收益 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	provision 應計開支及 減值撥備 RMB'000 人民幣千元	
Opening balance at 1 January 2021	於二零二一年 一月一日的期初結餘	140,228	467,596	278,293	886,117
Credited to profit or loss	計入損益	17,800	195,261	63,699	276,760
Closing balance at 31 December 2021	於二零二一年 十二月三十一日的期終結餘	158,028	662,857	341,992	1,162,877
Opening balance at 1 January 2022	於二零二二年 一月一日的期初結餘	158,028	662,857	341,992	1,162,877
Charged to profit or loss	計入損益	(39,356)	(305,045)	(233,502)	(577,903)
Closing balance at 31 December 2022	於二零二二年 十二月三十一日的期終結餘	118,672	357,812	108,490	584,974

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## 合併財務報表附註

For the year ended 31 December 2022  
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### 33. DEFERRED INCOME TAX (Continued)

#### (b) Deferred income tax liabilities

		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
<b>The balance comprises temporary differences attributable to:</b>	<b>該結餘包括暫時差額：</b>		
Fair value gains	公平值收益	<b>(496,216)</b>	(838,856)
Service concession receivables	服務特許應收款項	<b>(511,275)</b>	(699,408)
Others	其他	<b>(52,838)</b>	(78,921)
Total deferred income tax liabilities	遞延所得稅負債總額	<b>(1,060,329)</b>	(1,617,185)
Set-off of deferred income tax assets	抵銷遞延所得稅資產	<b>255,039</b>	290,750
Net deferred income tax liabilities	淨遞延所得稅負債	<b>(805,290)</b>	(1,326,435)

### 33. 遞延所得稅(續)

#### (b) 遞延所得稅負債

Movements	變動	Fair value gains	Service concession receivables	Others	Total
		公平值收益 RMB'000 人民幣千元	服務特許 應收款項 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Opening balance at 1 January 2021	於二零二一年 一月一日的期初結餘	(877,940)	(526,964)	(57,246)	(1,462,150)
Credited/(charged) to profit or loss	於損益中計入/(扣除)	39,084	(172,444)	(21,675)	(155,035)
Closing balance at 31 December 2021	於二零二一年 十二月三十一日的期終結餘	(838,856)	(699,408)	(78,921)	(1,617,185)
Opening balance at 1 January 2022	於二零二二年 一月一日的期初結餘	<b>(838,856)</b>	<b>(699,408)</b>	<b>(78,921)</b>	<b>(1,617,185)</b>
Credited to profit or loss	計入損益	<b>301,385</b>	<b>188,133</b>	<b>26,083</b>	<b>515,601</b>
Disposal of subsidiaries (note 38)	出售附屬公司(附註38)	<b>33,378</b>	—	—	<b>33,378</b>
Transferred to liabilities associated with assets classified as held for sale (note 26)	轉撥至與分類為持作出售資產相關的負債(附註26)	<b>7,877</b>	—	—	<b>7,877</b>
Closing balance at 31 December 2022	於二零二二年 十二月三十一日的期終結餘	<b>(496,216)</b>	<b>(511,275)</b>	<b>(52,838)</b>	<b>(1,060,329)</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 34. PROVISIONS

### 34. 撥備

		Maintenance costs 保養成本 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Opening balance at 1 January 2021</b>	於二零二一年 一月一日的期初結餘	494,314	2,922	497,236
Provision capitalised in intangible assets	於無形資產中將撥備 撥作資本	17,287	—	17,287
Amortised to profit or loss accounts (note 11)	攤銷至損益賬 (附註11)	9,529	2,195	11,724
<b>Closing balance at 31 December 2021</b>	於二零二一年 十二月三十一日的 期終結餘	521,130	5,117	526,247
<b>Opening balance at 1 January 2022</b>	於二零二二年 一月一日的期初結餘	<b>521,130</b>	<b>5,117</b>	<b>526,247</b>
Amortised to profit or loss accounts (note 11)	攤銷至損益賬 (附註11)	<b>19,015</b>	<b>3,837</b>	<b>22,852</b>
Utilisation	使用	—	<b>(3,276)</b>	<b>(3,276)</b>
Disposal of subsidiaries (note 38)	出售附屬公司 (附註38)	<b>(17,094)</b>	—	<b>(17,094)</b>
Transferred to liabilities associated with assets classified as held for sale (note 26)	轉撥至與分類為持作出售 資產相關的負債 (附註26)	<b>(1,608)</b>	—	<b>(1,608)</b>
<b>Closing balance at 31 December 2022</b>	於二零二二年 十二月三十一日的 期終結餘	<b>521,443</b>	<b>5,678</b>	<b>527,121</b>

(a) Pursuant to the service concession agreements entered into by the Group, the Group has the contractual obligations to maintain the facilities it operates to specified level of serviceability and/or to restore the plants to a specified condition before they are handed over to the Grantors at the end of the service concession period. These contractual obligations to maintain or restore the facilities, except for any upgrade elements, are recognised and measured at the best estimate of the expenditure that would be required to settle the present obligation at the end of the year.

(a) 根據本集團訂立的服務特許經營協議，本集團的合約責任為保養其經營的設施，確保符合特定的可提供服務水平及／或於服務特許經營期結束時，在移交廠房予授予人之前，將其修復至指定狀態。該等保養或修復設施的合約責任(任何改造部分除外)乃按年末履行當前責任所需支出的最佳估計值確認與計量。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. NOTE OF CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Cash used in operation

### 35. 合併現金流量表附註

#### (a) 經營所用現金

		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 before income tax	所得稅前虧損	<b>(982,359)</b>	(1,030,933)
Adjustments for:	就以下各項作出調整：		
– Impairment losses on financial assets	– 金融資產減值虧損	<b>619,678</b>	419,125
– Impairment losses on intangible assets	– 無形資產減值虧損	<b>525,555</b>	198,155
– Impairment losses on inventories	– 存貨減值虧損	<b>6,800</b>	—
– Impairment losses on prepayments	– 預付款項減值虧損	<b>2,694</b>	39,267
– Impairment of assets classified as held for sale	– 分類為持作出售之資產減值	<b>14,502</b>	—
– Depreciation of investment properties	– 投資物業折舊	<b>845</b>	845
– Amortisation of intangible assets	– 無形資產攤銷	<b>563,340</b>	429,120
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	<b>238,815</b>	210,675
– Depreciation of right-of-use assets	– 使用權資產折舊	<b>24,638</b>	22,688
– Share of profit of investments accounted for using the equity method	– 以權益法入賬的應佔投資溢利	<b>(23,560)</b>	(78,517)
– Other gains — net	– 其他收益淨額	<b>95,273</b>	(164,333)
– Finance costs — net	– 融資成本淨額	<b>1,332,178</b>	1,530,806
– Gains on modification of borrowings	– 借款調整收益	<b>(1,304,323)</b>	—
Change in working capital:	營運資金變化：		
– Inventories	– 存貨	<b>(14,569)</b>	(7,705)
– Contract assets	– 合約資產	<b>986,485</b>	(1,933,239)
– Trade and other receivables and receivables under concession arrangements	– 貿易及其他應收款項以及特許經營安排下的應收款項	<b>(1,327,427)</b>	(1,133,369)
– Prepayments	– 預付款項	<b>146,275</b>	6,552
– Trade and other payables	– 貿易及其他應付款項	<b>(52,037)</b>	(246,490)
– Contract liabilities	– 合約負債	<b>13,818</b>	(807)
– Deferred income	– 遞延收益	<b>5,815</b>	133,892
<b>Cash generated from/(used in) operations</b>	<b>經營所得／(所用)現金</b>	<b>872,436</b>	(1,604,268)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 35. NOTE OF CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Significant non-cash transactions

During the year ended 31 December 2021, capital contribution from non-controlling interests included amounts of RMB183,308,000 by contribution of certain concession projects to a subsidiary.

During the year ended 31 December 2021, as disclosed in note 16(b-2) to the consolidated financial statements, the Group disposed of its 49% equity interests in Haiyun Environmental Protection to Qianjiang Biochemical at a consideration of RMB777,140,000 were settled by issuance of new shares of Qianjiang Biochemical to the Company.

During the year ended 31 December 2022, payments for (1) certain construction projects and other transactions and (2) redemption and distributions of perpetual capital instruments amounting to RMB550,520,000 and RMB1,687,551,000 respectively, were paid by the Group's related companies on behalf of the Group and credited to other payables of the Group.

#### (c) Net debt reconciliation

		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 and cash equivalents	現金及現金等價物	600,642	428,427
Borrowings	借款	(30,132,635)	(28,655,546)
Lease liabilities	租賃負債	(39,008)	(45,271)
<b>Net debt</b>	<b>債務淨額</b>	<b>(29,571,001)</b>	<b>(28,272,390)</b>
Cash and cash equivalents	現金及現金等價物	600,642	428,427
Gross debt — fixed interest rates	債務總額 — 固定利率	(18,203,397)	(16,844,726)
Gross debt — floating interest rates	債務總額 — 浮動利率	(11,968,246)	(11,856,091)
<b>Net debt</b>	<b>債務淨額</b>	<b>(29,571,001)</b>	<b>(28,272,390)</b>

### 35. 合併現金流量表附註(續)

#### (b) 重大非現金融資活動

於截至二零二一年十二月三十一日止年度，非控股權益的注資包括對附屬公司的若干特許經營項目出資金額人民幣183,308,000元。

於截至二零二一年十二月三十一日止年度，如合併財務報表附註16(b-2)所示，本集團以代價人民幣777,140,000元將其持有的海雲環保49%的股權出售予錢江生化，代價將由錢江生化透過向本公司發行新股份結算。

於截至二零二二年十二月三十一日止年度，本集團的相關公司代表本集團支付了(1)若干建設項目及其他交易的付款及(2)永久資本工具的贖回及分配，金額分別為人民幣550,520,000元及人民幣1,687,551,000元，並計入本集團的其他應付款項。

#### (c) 債務淨額對賬

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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. NOTE OF CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (c) Net debt reconciliation (Continued)

### 35. 合併現金流量表附註(續)

#### (c) 債務淨額對賬(續)

		Liabilities from financing activities 來自融資活動的負債			
		Cash and cash equivalents 現金及現金等價物 RMB'000 人民幣千元	Borrowing 借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Net debt as at</b>	於二零二一年一月一日				
<b>1 January 2021</b>	的淨債務	1,697,688	(27,541,815)	(49,034)	(25,893,161)
Financing cash flows	融資現金流量	(1,269,964)	(680,594)	19,326	(1,931,232)
Other changes (i)	其他變動(i)	—	(457,943)	(15,563)	(473,506)
Foreign exchange adjustments	外匯折算調整	703	24,806	—	25,509
<b>Net debt as at</b>	於二零二一年十二月三十一日				
<b>31 December 2021</b>	淨債務	428,427	(28,655,546)	(45,271)	(28,272,390)
<b>Net debt as at</b>	於二零二二年一月一日				
<b>1 January 2022</b>	的淨債務	<b>428,427</b>	<b>(28,655,546)</b>	<b>(45,271)</b>	<b>(28,272,390)</b>
Financing cash flows	融資現金流量	<b>187,840</b>	<b>(454,478)</b>	<b>13,062</b>	<b>(253,576)</b>
Gains on modification of borrowings	借款調整收益	—	<b>1,304,323</b>	—	<b>1,304,323</b>
Transferred to disposal group	轉為出售組別	<b>(1,508)</b>	<b>89,567</b>	—	<b>88,059</b>
Other changes (i)	其他變動(i)	—	<b>(2,301,822)</b>	<b>(6,799)</b>	<b>(2,308,621)</b>
Foreign exchange adjustments	外匯折算調整	<b>(14,117)</b>	<b>(114,679)</b>	—	<b>(128,796)</b>
<b>Net debt as at</b>	於二零二二年十二月三十一日				
<b>31 December 2022</b>	淨債務	<b>600,642</b>	<b>(30,132,635)</b>	<b>(39,008)</b>	<b>(29,571,001)</b>

(i) Other movements mainly comprise finance expenses recognised for borrowings, lease liabilities, non-cash transactions and other operating cash flows.

(i) 其他變動主要包括就借款、租賃負債、非現金交易及其他經營現金流量確認的財務開支。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 36. CAPITAL COMMITMENTS

Capital expenditure contracted for but not yet incurred as of 31 December 2022 is as follows

		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
Property, plant and equipment, concession projects and construction projects	物業、廠房及設備、特許經營項目及建設項目	9,347,286	11,723,410
Equity investments	權益投資	240,298	240,298
		<b>9,587,584</b>	<b>11,963,708</b>

### 36. 資本承擔

截至二零二二年十二月三十一日已訂約但尚未產生的資本支出如下：

### 37. FINANCIAL GUARANTEE

		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
Provided for the borrowings of a joint venture and an associate (note 39(o))	就合營公司及聯營公司借款提供的擔保（附註39(o)）	220,745	287,140
Guarantee provided for the borrowings of third parties	就第三方借款提供的擔保	—	2,101
		<b>220,745</b>	<b>289,241</b>

### 37. 財務擔保

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 38. DISPOSAL OF SUBSIDIARIES

- (a) Disposal of entire equity interest in Yunshui Technology Co., Ltd. (the “Target Company C”)

On 3 November 2022, Yunnan Water (Hong Kong) Company Limited (“Vender A”), an indirect wholly-owned subsidiary of the Company, and Global Environment Investment Company Limited (“Purchaser B”), an indirect wholly-owned subsidiary of SIIC Environment Holdings Ltd., a state-owned enterprise, entered into a sale and purchase agreement, pursuant to which, Vender A has agreed to sell, and Purchaser B has agreed to acquire, the 100% interest in the Target Company C at a consideration of RMB296,259,700. The consideration was fully settled during the year ended 31 December 2022.

The transfer of control over the Target Company C has been completed on 2 November 2022. The effect of the sales and purchase agreement is subject to the approval of Independent Shareholders.

For details, please refer to the Company’s announcements dated 3 November 2022 and the circular of the Company dated 24 February 2023.

### 38. 出售附屬公司

- (a) 出售雲水科技有限公司(「標的公司C」)的全部股權

於二零二二年十一月三日，本公司間接全資附屬公司雲南水務(香港)股份有限公司(「賣方A」)與國有企業上海實業環境控股有限公司的間接全資附屬公司環投(香港)有限公司(「買方B」)訂立一份買賣協議，據此，賣方A同意出售且買方B同意以代價人民幣296,259,700元購買標的公司C的100%股權。截至二零二二年十二月三十一日止年度，代價已全部結清。

標的公司C的控制權轉讓已於二零二二年十一月二日完成。買賣協議的效力須經獨立股東批准。

有關詳情，請參閱本公司日期為二零二二年十一月三日的公告及本公司日期為二零二三年二月二十四日的通函。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 38. DISPOSAL OF SUBSIDIARIES (Continued)

- (a) Disposal of entire equity interest in Yunshui Technology Co., Ltd. (the "Target Company C") (Continued)

### 38. 出售附屬公司(續)

- (a) 出售雲水科技有限公司(「標的公司C」)的全部股權(續)

		RMB'000 人民幣千元
<b>Consideration</b>	<b>代價</b>	
Cash	現金	296,260
<b>Analysis of assets and liabilities disposed</b>	<b>出售資產及負債分析</b>	
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	118
Receivables under service concession arrangements	服務特許經營安排下的應收款項	192,324
Intangible assets	無形資產	376,240
Trade and other receivables	貿易及其他應收款項	19
		568,701
<b>Current assets</b>	<b>流動資產</b>	
Receivables under service concession arrangements	服務特許經營安排下的應收款項	8,295
Inventories	存貨	443
Trade and other receivables	貿易及其他應收款項	109,151
Cash and cash equivalents	現金及現金等價物	16,620
		134,509
<b>Non-current liabilities</b>	<b>非流動負債</b>	
Borrowings	借款	68,650
Deferred income	遞延收益	919
Deferred tax liabilities	遞延稅項負債	20,323
Provision	撥備	14,283
		104,175
<b>Current liabilities</b>	<b>流動負債</b>	
Contract liabilities	合約負債	6
Borrowings	借款	26,000
Trade and other payables	貿易及其他應付款項	269,695
Current income tax liabilities	當期所得稅負債	1,618
		297,319
Net assets disposed of	出售項目資產淨值	301,716
Loss on disposal	出售虧損	(5,456)
Total consideration	總代價	296,260
<b>Net cash inflow arising on disposal</b>	<b>出售產生之現金淨流入</b>	
Cash consideration received	已收現金代價	296,260
Less: cash and cash equivalents disposed of	減：出售現金及現金等值項目	(16,620)
		279,640

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 38. DISPOSAL OF SUBSIDIARIES (Continued)

- (b) Disposal of entire equity interest in Hyflux NewSpring Waste Water Treatment (Mingguang) Co., Ltd. (the “Target Company D”)  
On 20 December 2022, Hyflux Utility WWT (MG) Limited (“Vender B”), an indirect wholly-owned subsidiary of the Company, and CGN Environmental Protection Industry Co. Ltd. (“Purchaser C”), an indirect wholly-owned subsidiary of CGN Power Co., Ltd., a state-owned enterprise, entered into a sale and purchase agreement, pursuant to which, Vender B has agreed to sell, and Purchaser C has agreed to acquire, the 100% interest in the Target Company D at a consideration of RMB96,523,000. The consideration approximately to RMB57,738,000 was settled during the year ended 31 December 2022. The disposal was completed on 30 December 2022.

For details, please refer to the Company’s announcements dated 20 December 2022 and the circular of the Company dated 24 February 2023.

### 38. 出售附屬公司(續)

- (b) 出售凱發污水處理(明光)有限公司(「標的公司D」)的全部股權於二零二二年十二月二十日，本公司的間接全資附屬公司凱發新泉公用事業污水(明光)有限公司(「賣方B」)與國有企業中國廣核電力股份有限公司的間接全資附屬公司中廣核環保產業有限公司(「買方C」)訂立一份買賣協議，據此，賣方B同意出售且買方C同意以代價人民幣96,523,000元購買標的公司D的100%股權。截至二零二二年十二月三十一日止年度，已結清代價約人民幣57,738,000元。出售事項於二零二二年十二月三十日完成。

有關詳情，請參閱本公司日期為二零二二年十二月二十日的公告及本公司日期為二零二三年二月二十四日的通函。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 38. DISPOSAL OF SUBSIDIARIES (Continued)

- (b) Disposal of entire equity interest in Hyflux NewSpring Waste Water Treatment (Mingguang) Co., Ltd. (the "Target Company D") (Continued)

### 38. 出售附屬公司(續)

- (b) 出售凱發污水處理(明光)有限公司(「標的公司D」)的全部股權(續)

		RMB'000 人民幣千元
<b>Consideration</b>	<b>代價</b>	
Cash	現金	96,523
<b>Analysis of assets and liabilities disposed</b>	<b>出售資產及負債分析</b>	
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	363
Receivables under service concession arrangements	服務特許經營安排下的應收款項	51,148
Intangible assets	無形資產	56,041
		107,552
<b>Current assets</b>	<b>流動資產</b>	
Receivables under service concession arrangements	服務特許經營安排下的應收款項	1,921
Inventories	存貨	249
Trade and other receivables	貿易及其他應收款項	44,586
Cash and cash equivalents	現金及現金等價物	2,055
		48,811
<b>Non-current liabilities</b>	<b>非流動負債</b>	
Deferred tax liabilities	遞延稅項負債	6,974
Provision	撥備	2,811
		9,785
<b>Current liabilities</b>	<b>流動負債</b>	
Trade and other payables	貿易及其他應付款項	33,229
Current income tax liabilities	當期所得稅負債	239
		33,468
Net assets disposed of	出售項目資產淨值	113,110
Goodwill	商譽	10,975
Loss on disposal	出售虧損	(27,562)
Total consideration	總代價	96,523
<b>Net cash inflow arising on disposal</b>	<b>出售產生之現金淨流入</b>	
Cash consideration received	已收現金代價	96,523
Less: cash and cash equivalents disposed of	減：出售現金及現金等值項目	(2,055)
		94,468

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## 合併財務報表附註

For the year ended 31 December 2022  
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### 38. DISPOSAL OF SUBSIDIARIES (Continued)

- (c) Disposal of entire equity interest in Lu'an Yeji Yunshui Water Investment Co., Ltd. (the "Target Company E")

On 28 December 2022, the Company and Purchaser C, entered into a sale and purchase agreement, pursuant to which, the Company has agreed to sell, and Purchaser C has agreed to acquire, the 100% interest in the Target Company E at a consideration of RMB87,295,900. The consideration approximately to RMB51,377,000 was settled during the year ended 31 December 2022 and the remaining of the consideration was settled on 13 February 2023. The disposal was completed on 29 December 2022.

For details, please refer to the Company's announcements dated 28 December 2022 and the circular of the Company dated 24 February 2023.

### 38. 出售附屬公司(續)

- (c) 出售六安市葉集區雲水水務投資有限公司(「標的公司E」)的全部股權

於二零二二年十二月二十八日，本公司與買方C訂立一份買賣協議，據此，本公司同意出售且買方C同意以代價人民幣87,295,900元人購買標的公司E的100%股權。截至二零二二年十二月三十一日止年度，已結清代價約人民幣51,377,000元，剩餘代價於二零二三年二月十三日結清。出售於二零二二年十二月二十九日完成。

有關詳情，請參閱本公司日期為二零二二年十二月二十八日的公告及本公司日期為二零二三年二月二十四日的通函。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 38. DISPOSAL OF SUBSIDIARIES (Continued)

- (c) Disposal of entire equity interest in Lu'an Yeji Yunshui Water Investment Co., Ltd. (the "Target Company E")(Continued)

### 38. 出售附屬公司(續)

- (c) 出售六安市葉集區雲水水務投資有限公司(「標的公司E」)的全部股權(續)

		RMB'000 人民幣千元
<b>Consideration</b>		
Cash	代價 現金	87,296
<b>Analysis of assets and liabilities disposed</b>		
<b>Non-current assets</b>		
Property, plant and equipment	出售資產及負債分析 非流動資產 物業、廠房及設備	354
Receivables under service concession arrangements	服務特許經營安排下的應收款項	142,233
		142,587
<b>Current assets</b>		
Receivables under service concession arrangements	流動資產 服務特許經營安排下的應收款項	2,742
Trade and other receivables	貿易及其他應收款項	9,767
Cash and cash equivalents	現金及現金等價物	1,815
		14,324
<b>Non-current liabilities</b>		
Deferred tax liabilities	非流動負債 遞延稅項負債	6,081
<b>Current liabilities</b>		
Trade and other payables	流動負債 貿易及其他應付款項	62,667
Current income tax liabilities	當期所得稅負債	5,476
		68,143
Net assets disposed of	出售項目資產淨值	82,687
Gain on disposal	出售收益	4,609
Total consideration	總代價	87,296
<b>Net cash inflow arising on disposal</b>		
Cash consideration received	出售產生之現金淨流入 已收現金代價	87,296
Less: cash and cash equivalents disposed of	減：出售現金及現金等值項目	(1,815)
		85,481



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## 合併財務報表附註

For the year ended 31 December 2022  
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### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS

#### (a) Major shareholders

The following entities are the major shareholders of the Company

Name 名稱	Place of incorporation 公司註冊地	Ownership interests (%) 所有權利益 (%)	
		2022 二零二二年	2021 二零二一年
Yunnan Green Environmental Protection Industry Group Co., Ltd. (“YEPI”) 雲南省綠色環保產業集團有限公司（「雲南綠色環保集團」）	PRC 中國	30.07	30.07
Beijing OriginWater Technology Co., Ltd. (“Beijing OriginWater”) 北京碧水源科技股份有限公司（「北京碧水源」）	PRC 中國	24.02	24.02

#### (b) Subsidiaries

Interests in principal subsidiaries are set out in note 15.

#### (c) Name and relationship with other major related parties

Name 名稱	Relationship 關係
YHTH 雲南康旅集團	Controlling shareholder of YEPI 雲南綠色環保集團的控股股東
Caiyun International Investment Limited (“Caiyun Investment”) 彩雲國際投資有限公司（「彩雲投資」）	Fellow subsidiary 同系附屬公司
Yunnan Investment Group 雲投集團	State-owned enterprise 國有企業
Yunnan Construction and Investment Holding Group Co., Ltd. (“YCIH”) 雲南省建設投資控股集團有限公司（「雲南建投集團」）	State-owned enterprise 國有企業
YNDAMC 雲南省資產管理	State-owned enterprise 國有企業

### 39. 主要關聯方交易

#### (a) 主要股東

以下實體是本公司的主要股東

#### (b) 附屬公司

主要附屬公司的利益載於附註15。

#### (c) 關聯方的名稱及與其他主要關聯方的關係

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (d) Key management personnel compensation

Key management includes executive directors. The compensation paid or payable to key management for employee services is shown below:

	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
Short-term employee benefits 短期員工福利	6,619	8,605

Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions and balances with related parties:

#### (e) Transactions with other state-owned enterprises

In accordance with HKAS 24 "Related Party Disclosures", state-owned enterprises and their subsidiaries, directly or indirectly controlled by the PRC Government are regarded as related parties of the Group.

The Group operates in an economic environment predominated by state-owned enterprises. During the years ended 31 December 2022 and 2021, the Group had transactions with state-owned enterprises including, but not limited to, operating services, construction services and equipment sales.

These transactions are conducted in the ordinary course of the Group's business on terms comparable to those with other entities that are not state-owned. The Group has established its pricing strategy and approval process for purchase and sales of products and services. Such pricing strategy approval processes are consistently applied regardless of the counterparties are state-owned entities or not. Having due regard to the substance of the relationships, the Directors are of the opinion that none of these transactions are material significant related party transactions that require separate disclosure except for the transactions with YCIH.

### 39. 主要關聯方交易(續)

#### (d) 重要管理人員薪酬

重要管理人員包括執行董事。就員工服務已付或應付重要管理人員的薪酬如下：

	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
Short-term employee benefits 短期員工福利	6,619	8,605

除本合併財務報表其他部分披露的情況外，本集團與關聯方的交易及餘額如下：

#### (e) 與其他國有企業進行的交易

根據香港會計準則第24號「關聯方披露」，由中國政府直接或間接控制的國有企業及其附屬公司被視為本集團的關聯方。

本集團在由國有企業主導的經濟環境中經營業務。於截至二零二二年及二零二一年十二月三十一日止年度，本集團與國有企業進行的交易包括(但不限於)運營服務、建設服務及設備銷售。

此等交易乃在本集團的日常業務過程中按可與其他非國有實體所訂立者比較的條款進行。本集團已建立買賣產品及服務的定價策略及批准流程。有關定價策略批准流程貫徹採用，而不論對手方是否為國有實體。經適當考慮有關關係的實質後，本公司董事認為此等交易概非須進行獨立披露的重大主要關聯方交易，惟與雲南建投集團進行的交易除外。

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## 合併財務報表附註

For the year ended 31 December 2022  
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### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (f) Significant transactions with related parties

During the years ended 31 December 2022 and 2021, the Group had the following significant transactions with related entities which are carried out on terms agreed with the counter parties in the ordinary course of business:

### 39. 主要關聯方交易(續)

#### (f) 與關聯方的主要交易

於截至二零二二年及二零二一年十二月三十一日止年度，本集團與關聯實體按對手方的正常業務過程中協定的條款進行了以下重大交易：

		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
Sales and purchases of goods and services	銷售及購買貨品及服務		
– Sales of goods and services to YCIH	– 銷售貨品及服務予雲南建投集團	6,754	38,848
– Sales of goods and services to other related parties	– 銷售貨品及服務予其他關聯方	—	3,556
– Purchase of construction services from YCIH	– 從雲南建投集團購買建造服務	1,202,107	1,159,585
– Purchase of construction services from Haiyun Environmental Protection	– 從海雲環保購買建造服務	1,968	58,858
– Purchase of goods from Beijing OriginWater	– 從北京碧水源購買貨品	256	1,397
– Purchase of equipment from Beijing Kunlun	– 從北京昆侖購買設備	11,150	—
Finance costs of borrowings	借款的融資成本		
– Caiyun Investment	– 彩雲投資	45,046	71,798
– YHTH	– 雲南康旅集團	285,641	160,400
– Yunnan Green Environmental Protection Industry Group Co., Ltd. (“YEPI”)	– 雲南省綠色環保產業集團有限公司 (「雲南綠色環保集團」)	48,831	—
– Yunnan Dianzi Herong Investment Development Co., Ltd. (“YDHI”)	– 雲南滇資和容投資發展有限公司 (「雲南滇資和容」)	42,696	—
– A joint venture and an associate	– 一家合營公司及一家聯營公司	—	2,788

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## 合併財務報表附註

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

### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (g) Significant outstanding balances arising from sales/ purchases of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

		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 receivables for sales of goods and services	銷售貨品及服務的貿易應收款項		
– YCIH	– 雲南建投集團	2,168,661	2,024,084
– Haiyun Environmental Protection	– 海雲環保	2,876	9,204
– Other related parties	– 其他關聯方	12,631	19,190
		<b>2,184,168</b>	2,052,478

The balances of trade receivables from sales of goods and services are mainly denominated in RMB, unsecured, interest free, and settled in accordance with agreed terms with related parties.

銷售貨品及服務的貿易應收款項的結餘主要以人民幣計值、無抵押、免息，及根據與關聯方約定的條款結算。

		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
Prepayments for purchase of goods and services	購買貨品及服務之預付款項		
– YCIH	– 雲南建投集團	158,846	262,691
– Beijing OriginWater	– 北京碧水源	4,956	5,148
– Other related parties	– 其他關聯方	—	3
		<b>163,802</b>	267,842

### 39. 主要關聯方交易(續)

#### (g) 由銷售／購買貨品及服務 產生的尚未償付的主要結餘

以下有關與關聯方交易的結餘於報告期末尚未償付：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (g) Significant outstanding balances arising from sales/ purchases of goods and services (Continued)

		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 and other payables for purchase of goods and services	購買貨品及服務之貿易及其他應付款項		
– YCIH	– 雲南建投集團	1,265,831	1,628,721
– Beijing OriginWater	– 北京碧水源	—	14,400
– Other related parties	– 其他關聯方	88,565	101,720
		<b>1,354,396</b>	1,744,841
Less: non-current portion of trade and other payables	減：貿易及其他應付款項的非即期部分	—	(98,199)
Current portion of trade and other payables	貿易及其他應付款項的即期部分	<b>1,354,396</b>	1,646,642

The trade and other payables for purchase of sales of goods and services are denominated in RMB, unsecured, interest free, and are settled in accordance with agreed terms with related parties.

### 39. 主要關聯方交易(續)

#### (g) 由銷售／購買貨品及服務產生的尚未償付的主要結餘(續)

購買貨品及服務之貿易及其他應付款項以人民幣計值、無抵押、免息，及根據與關聯方約定的條款結算。

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## 合併財務報表附註

For the year ended 31 December 2022  
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### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (h) Borrowings from a related party — Caiyun Investment

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>860,524</b>	1,566,002
Repayments	還款	—	(685,341)
Currency translation differences	貨幣換算差額	<b>114,679</b>	(20,137)
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>975,203</b>	860,524

The borrowings granted from Caiyun Investment are denominated in USD, unsecured, bear interest and repayable in accordance with agreed terms with Caiyun investment.

### 39. 主要關聯方交易(續)

#### (h) 向關聯方借款 — 彩雲投資

彩雲投資授予的借款以美元計值、無抵押、計息，並須根據與彩雲投資約定的條款償還。

#### (i) Borrowings from a related party — YHTH

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>4,366,330</b>	813,572
Receipts	收款	<b>3,798,463</b>	8,504,086
Repayments	還款	<b>(6,846,892)</b>	(4,951,328)
Debt restructuring	債務重組	<b>(90,680)</b>	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>1,227,221</b>	4,366,330

The borrowings granted from YHTH are denominated in RMB, unsecured, bear interest and repayable in accordance with agreed terms with YHTH. As at 31 December 2022, interest and other financial charges payable to YHTH amounted to RMB13,095,000 (2021: RMB212,137,000).

#### (i) 向關聯方借款 — 雲南康旅集團

雲南康旅集團授予的借款以人民幣計值、無抵押、計息，並須根據與雲南康旅集團約定的條款償還。於二零二二年十二月三十一日，應付雲南康旅集團的利息及其他財務費用為人民幣13,095,000元(二零二一年：人民幣212,137,000元)。

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## 合併財務報表附註

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### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (j) Borrowings from a related party — YEPI

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	—	—
Receipts	收款	987,500	—
Repayments	還款	(3,500)	—
Debt restructuring	債務重組	(46,656)	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>937,344</b>	—

The borrowings granted from YEPI are denominated in RMB, unsecured, bear interest and repayable in accordance with agreed terms with YEPI.

#### (k) Borrowings from a related party — YDHI

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	—	—
Receipts	收款	10,810,200	—
Repayments	還款	(1,919,174)	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>8,891,026</b>	—

The borrowings granted from YDHI are denominated in RMB, unsecured, bear interest and repayable in accordance with agreed terms with YDHI.

### 39. 主要關聯方交易 (續)

#### (j) 向關聯方借款 — 雲南綠色環保集團

雲南綠色環保集團授予的借款以人民幣計值、無抵押、計息，並須根據與雲南綠色環保集團約定的條款償還。

#### (k) 向關聯方借款 — 雲南滇資和容

雲南滇資和容授予的借款以人民幣計值、無抵押、計息，並須根據與雲南滇資和容約定的條款償還。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

For the year ended 31 December 2022  
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### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (l) Borrowings from a related party — Yunnan Investment Group

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>500,000</b>	—
Addition	添加	—	500,000
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>500,000</b>	500,000

The borrowings granted from Yunnan Investment Group are denominated in RMB, unsecured, bear interest and repayable in accordance with agreed terms with Yunnan Investment Group. As at 31 December 2022, interest and other financial charges payable to Yunnan Investment Group amounted to RMB63,122,000 (2021: RMB12,639,000).

#### (m) Borrowings from a joint venture and an associate

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>64,838</b>	30,000
Receipts	收款	—	39,838
Repayments	還款	<b>(13,168)</b>	(5,000)
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>51,670</b>	64,838

As at 31 December 2021, the borrowings granted from a joint venture and an associate are denominated in RMB, unsecured, bear interest and repayable in 2022.

As at 31 December 2022, the borrowings granted from a joint venture and an associate are denominated in RMB, unsecured, bear interest and repayable on demand.

### 39. 主要關聯方交易(續)

#### (l) 向關聯方借款 — 雲投集團

	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
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雲投集團授予的借款以人民幣計值、無抵押、計息，並須根據與雲投集團約定的條款償還。於二零二二年十二月三十一日，應付雲投集團的利息及其他財務費用為人民幣63,122,000元(二零二一年：人民幣12,639,000元)。

#### (m) 向合營公司及聯營公司借款

	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
--	-----------------------------------	-----------------------------------

於二零二一年十二月三十一日，合營公司及聯營公司授予的借款以人民幣計值、無抵押、計息，並須於二零二二年償還。

於二零二二年十二月三十一日，合營公司及聯營公司授予的借款以人民幣計值、無抵押、計息及應按要償還。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (n) Funds due from/to related parties

##### (i) Funds due from Beijing OriginWater

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>25,063</b>	25,063
Payment	付款	<b>170</b>	—
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>25,233</b>	25,063

##### (ii) Cash advances with other related parties

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	<b>15,504</b>	14,798
Payment	付款	<b>13,143</b>	1,325
Repayments	還款	<b>(15,504)</b>	(619)
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	<b>13,143</b>	15,504

The funds grant to related parties are denominated in RMB, unsecured, interest free and repayable on demand.

### 39. 主要關聯方交易(續)

#### (n) 與關聯方的資金往來

##### (i) 應收北京碧水源的資金

##### (ii) 與其他關聯方的現金墊款

向關聯方提供的資金均以人民幣計值、無抵押、免息及應按要求償還。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (n) Funds due from/to related parties (Continued) (iii) Funds due to other related parties

		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
<b>Opening balance at 1 January</b>	於一月一日的期初結餘	—	5,279
Repayments	還款	—	(5,279)
<b>Closing balance at 31 December</b>	於十二月三十一日的期末結餘	—	—

The funds grant from related parties are denominated in RMB, unsecured, interest free and repayable on demand.

關聯方提供的資金均以人民幣計值、無抵押、免息及應按的要求償還。

#### (o) Guarantee

		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
Guarantee provided by YHTH in respect of the borrowings of the Group	雲南康旅集團就本集團借款提供的擔保	<b>2,399,322</b>	1,567,780
Guarantee provided by YEPI in respect of the borrowings of the Group	雲南綠色環保集團就本集團借款提供的擔保	<b>1,813,122</b>	—
Guarantee provided by Yunnan RongZhi Capital Management Co., Ltd. ("Rongzhi") in respect of the borrowings of the Group	雲南融智投資有限公司（「融智」）就本集團借款提供的擔保	<b>200,122</b>	—
Guarantee provided to related parties in respect of the borrowing of a joint venture and an associate	就合營公司及聯營公司的借款向關聯方提供的擔保	<b>220,745</b>	287,140

#### (o) 擔保

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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截至二零二二年十二月三十一日止年度

### 39. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (p) Credit enhancement

In order to facilitate the Group to issue perpetual bonds during the year ended 31 December 2021, YHTH has undertaken to the bondholders to acquire the Group's perpetual bonds of RMB1,622,300,000 under certain circumstance and also provided certain properties of YHTH as security (note 29).

### 39. 主要關聯方交易(續)

#### (p) 增信

為便於本集團於截至二零二一年十二月三十一日止年度發行永續債，雲南康旅集團已向債券持有人承諾在特定情況下購買本集團人民幣1,622,300,000元的永續債，並提供雲南康旅集團若干物業作為擔保(附註29)。

### 40. BALANCE SHEET OF THE COMPANY

### 40. 本公司資產負債表

		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
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	159,511	167,763
Receivables under service concession arrangements	服務特許經營安排下的應收款項	61,173	71,620
Investments in subsidiaries	於附屬公司的投資	9,337,396	9,945,412
Contract assets	合約資產	25,465	5,827
Intangible assets	無形資產	34,587	14,880
Investments accounted for using the equity method	以權益法入賬的投資	1,028,271	1,021,930
Trade and other receivables	貿易及其他應收款項	1,166	1,140
Prepayments	預付款項	404,359	404,359
Financial asset at fair value through other comprehensive income	以公平值計量且其變動計入其他綜合收益的金融資產	76	76
Deferred income tax assets	遞延所得稅資產	152,022	151,897
		<b>11,204,026</b>	<b>11,784,904</b>
<b>Current assets</b>	<b>流動資產</b>		
Receivables under service concession arrangements	服務特許經營安排下的應收款項	815	—
Inventories	存貨	36	6
Contract assets	合約資產	128	—
Trade and other receivables	貿易及其他應收款項	1,592,859	1,370,594
Amounts due from subsidiaries	應收附屬公司款項	11,087,434	12,141,401
Prepayments	預付款項	1,155	1,087
Restricted cash	受限制現金	59,754	68,994
Cash and cash equivalents	現金及現金等價物	2,954	17,569
		<b>12,745,135</b>	<b>13,599,651</b>
<b>Total assets</b>	<b>總資產</b>	<b>23,949,161</b>	<b>25,384,555</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 40. BALANCE SHEET OF THE COMPANY (Continued)

### 40. 本公司資產負債表(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
<b>Equity</b>	<b>權益</b>		
<b>Equity attributable to ordinary shareholders of the Company</b>	<b>本公司普通股股東應佔權益</b>		
Share capital	股本	1,193,213	1,193,213
Other reserves (note a)	其他儲備 (附註a)	2,365,076	2,365,076
Accumulated losses (note a)	累計虧損 (附註a)	(814,534)	(30,767)
		<b>2,743,755</b>	3,527,522
Perpetual capital instruments	永久資本工具	—	1,622,300
<b>Total equity</b>	<b>總權益</b>	<b>2,743,755</b>	5,149,822
<b>Liabilities</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借款	15,482,263	4,784,769
<b>Current liabilities</b>	<b>流動負債</b>		
Borrowings	借款	1,897,666	8,319,260
Trade and other payables	貿易及其他應付款項	3,825,381	7,130,704
Current income tax liabilities	當期所得稅負債	96	—
		<b>5,723,143</b>	15,449,964
<b>Total liabilities</b>	<b>總負債</b>	<b>21,205,406</b>	20,234,733
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>23,949,161</b>	25,384,555

The balance sheet of the Company was approved by the Board of Directors of the Company on 31 March 2023 and was signed on its behalf.

本公司資產負債表由本公司董事會於二零二三年三月三十一日批准並由下列人士代為簽署。

Director  
董事

Director  
董事

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 40. BALANCE SHEET OF THE COMPANY (Continued)

#### (a) Movement of other reserves and accumulated losses

		Capital reserve	Statutory reserve	Retained earnings/ (accumulated losses)	Total
		股本儲備	法定儲備	保留盈利/ (累計虧損)	總計
		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
<b>Balance at 1 January 2021</b>	於二零二一年 一月一日的結餘	2,195,657	169,419	235,524	2,600,600
Loss for the year	年內虧損	—	—	(195,353)	(195,353)
Dividends for the year ended 31 December 2020	截至二零二零年 十二月三十一日止 年度股息	—	—	(70,938)	(70,938)
<b>Balance at 31 December 2021</b>	於二零二一年 十二月三十一日的 結餘	2,195,657	169,419	(30,767)	2,334,309
<b>Balance at 1 January 2022</b>	於二零二二年 一月一日的結餘	<b>2,195,657</b>	<b>169,419</b>	<b>(30,767)</b>	<b>2,334,309</b>
Loss for the year	年內虧損	—	—	<b>(783,767)</b>	<b>(783,767)</b>
<b>Balance at 31 December 2022</b>	於二零二二年 十二月三十一日的 結餘	<b>2,195,657</b>	<b>169,419</b>	<b>(814,534)</b>	<b>1,550,542</b>

### 40. 本公司資產負債表(續)

#### (a) 其他儲備及保留虧損變動

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 41. BENEFITS AND INTERESTS OF DIRECTORS

#### (a) Directors' and supervisors' emoluments

The emoluments of individual director and supervisor of the Company paid/payable by the Group are presented as below:

#### (i) For the year ended 31 December 2022

Name of directors/supervisors	董事/監事姓名	Fees RMB'000 人民幣千元	Salary RMB'000 人民幣千元	Discretionary bonuses RMB'000 人民幣千元	Allowances and other benefits 津貼及 其他福利 RMB'000 人民幣千元	Employer's contribution to pension scheme 僱員退休金 計劃供款 RMB'000 人民幣千元	Total RMB'000 人民幣千元		
<b>Executive Directors:</b>									
<b>Mr. Yu Long (Vice-chairman, General manager)</b>		執行董事： 于龍先生(副董事長、 總經理)		—	2,038	—	81	58	2,177
<b>Mr. Zhou Zhimi</b>		周志密先生		—	273	—	63	38	374
<b>Non-executive Directors:</b>									
<b>Mr. Mei Wei (Chairman)</b>		非執行董事： 梅偉先生(董事長)		—	—	—	—	—	—
<b>Mr. Dai Richeng</b>		戴日成先生		—	—	—	—	—	—
<b>Mr. Chen Yong</b>		陳勇先生		—	—	—	—	—	—
<b>Mr. Liu Hui</b>		劉暉先生		—	—	—	—	—	—
<b>Supervisors:</b>									
<b>Mr. Long Limin</b>		監事： 龍利民先生		—	—	—	—	—	—
<b>Mr. Zhu Zhen</b>		朱振先生		—	—	—	—	—	—
<b>Mr. Huang Yi</b>		黃軼先生		—	421	—	63	38	522
<b>Ms. Tang Shuang</b>		唐爽女士		—	210	—	50	37	297
<b>Mr. Tan Hairui</b>		譚海銳先生		36	—	—	—	—	36
<b>Ms. Zhang Ling</b>		張玲女士		36	—	—	—	—	36
<b>Independent non-executive Directors:</b>									
<b>Mr. Liu Shuen Kong</b>		獨立非執行董事： 廖船江先生		171	—	—	—	—	171
<b>Mr. Zhong Wei</b>		鍾偉先生		100	—	—	—	—	100
<b>Mr. Zhou Beihai</b>		周北海先生		100	—	—	—	—	100
		443	2,942	—	257	171	3,813		

### 41. 董事福利及權益

#### (a) 董事及監事的酬金

本集團已付/應付本公司個人董事及監事的酬金呈列如下：

#### (i) 截至二零二二年十二月三十一日止年度



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 41. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (a) Directors' and supervisors' emoluments (Continued) (ii) For the year ended 31 December 2021

### 41. 董事福利及權益(續)

#### (a) 董事及監事的酬金(續) (ii) 截至二零二一年十二月三十一日止年度

Name of directors/supervisors	董事/監事姓名	Fees	Salary	Discretionary bonuses	Allowances and other benefits	Employer's contribution	Total
						津貼及僱員退休金計劃供款	
		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
<b>Executive Directors:</b>		<b>執行董事：</b>					
Ms. Li Bo (Appointed on 24 June 2021 and resigned on 30 September 2021)	李波女士 (於二零二一年六月二十四日獲委任並於二零二一年九月三十日辭任)	—	—	—	—	—	—
Mr. Yu Long (Chief executive officer)	于龍先生 (行政總裁)	10	2,028	—	130	—	2,168
Mr. Yang Fang (Resigned on 11 June 2021)	楊方先生 (於二零二一年六月十一日辭任)	100	218	—	42	—	360
Ms. Ling Hui (Appointed on 11 June 2021 and resigned on 10 November 2021)	凌慧女士 (於二零二一年六月十一日獲委任並於二零二一年十一月十日辭任)	—	181	—	21	—	202
Mr. Zhou Zhimi (Appointed on 10 November 2021)	周志密先生 (於二零二一年十一月十日獲委任)	—	13	—	2	—	15

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 41. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (a) Directors' and supervisors' emoluments (Continued) (ii) For the year ended 31 December 2021 (Continued)

Name of directors/supervisors	董事/監事姓名	Fees	Salary	Discretionary bonuses	Allowances and other benefits	Employer's	Total
						contribution to pension scheme	
		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
<b>Non-executive Directors:</b>		<b>非執行董事：</b>					
Mr. Li Jialong (Resigned on 11 June 2021)	李家龍先生 (於二零二一年六月十一日辭任)	—	—	—	—	—	—
Mr. Dai Richeng	戴日成先生	—	—	—	—	—	—
Mr. Chen Yong	陳勇先生	—	—	—	—	—	—
Mr. Liu Hui (Appointed on 11 June 2021)	劉暉先生 (於二零二一年六月十一日獲委任)	—	—	—	—	—	—
Ms. Li Bo (Resigned on 24 June 2021)	李波女士 (於二零二一年六月二十四日辭任)	—	—	—	—	—	—
<b>Supervisors:</b>		<b>監事：</b>					
Mr. Long Limin	龍利民先生	—	—	—	—	—	—
Mr. Zhu Zhen	朱振先生	—	476	—	95	—	571
Mr. Huang Yi	黃軼先生	—	219	—	85	—	304
Ms. Tang Shuang	唐爽女士	33	—	—	—	—	33
Mr. Tan Hairui	譚海銳先生	33	—	—	—	—	33
Ms. Zhang Ling	張玲女士	—	—	—	—	—	—
<b>Independent non-executive Directors:</b>		<b>獨立非執行董事：</b>					
Mr. Liu Shuen Kong	廖船江先生	190	—	—	—	—	190
Mr. Zhong Wei	鍾偉先生	13	—	—	—	—	13
Mr. Zhou Beihai	周北海先生	13	—	—	—	—	13
		392	3,135	—	375	—	3,902

### 41. 董事福利及權益(續)

#### (a) 董事及監事的酬金(續) (ii) 截至二零二一年十二月三十一日止年度 (續)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 41. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits for the year ended 31 December 2022 (2021: none).

#### (c) Consideration provided to third parties for making available directors' services

For the year ended 31 December 2022, the Group did not pay consideration to any third parties for making available directors' services (2021: nil).

#### (d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 December 2022, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and connected entities with such directors (2021: nil).

(e) The aggregate emoluments paid to or receivable by directors in respect of their services as directors of the Company for the year ended 31 December 2022 were RMB371,000 (2021: RMB326,000). The aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company for the year ended 31 December 2022 were RMB2,551,000 (2021: RMB2,635,000).

### 41. 董事福利及權益(續)

#### (b) 董事的退休福利及離職福利

截至二零二二年十二月三十一日止年度，概無董事已收取或將收取任何退休福利或離職福利(二零二一年：無)。

#### (c) 就獲取董事服務而向第三方提供的代價

截至二零二二年十二月三十一日止年度，本集團並無就獲取董事服務向任何第三方支付代價(二零二一年：無)。

#### (d) 有關以董事、董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易的資料

於二零二二年十二月三十一日，概無以董事、董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易安排(二零二一年：無)。

(e) 董事就彼等於截至二零二二年十二月三十一日止年度擔任本公司董事已獲支付或應收的薪酬總額為人民幣371,000元(二零二一年：人民幣326,000元)。董事就彼等於截至二零二二年十二月三十一日止年度對管理本公司事務提供的其他服務已獲支付或應收的薪酬總額為人民幣2,551,000元(二零二一年：人民幣2,635,000元)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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

### 42. EVENTS AFTER THE REPORTING PERIOD

On 27 February 2023, the Company (as vendor) and Purchaser A entered into (a) the Honghe Equity Transaction Agreement, pursuant to which, the Company has agreed to sell, and Purchaser A has agreed to acquire, 100% equity interest in the Target Company A at the consideration of RMB155,400,000; and (b) the Shuifu Equity Transaction Agreement, pursuant to which, the Company has agreed to sell, and Beijing Enterprise Water has agreed to acquire, 100% equity interest in the Target Company B at the consideration of RMB28,300,000. The considerations have been settled by the deposit received in 2021.

For details, please refer to the Company's announcement dated 27 February 2023.

### 42. 報告期後事項

於二零二三年二月二十七日，本公司（作為賣方）與買方A訂立(a)紅河產權交易合同，據此，本公司同意出售及買方A同意收購本公司持有標的公司A的100%股權，代價為人民幣155,400,000元；及(b)水富產權交易合同，據此，本公司同意出售及北控水務同意收購本公司持有標的公司B的100%股權，代價為人民幣28,300,000元。代價以於二零二一年已收按金結算。

有關詳情，請參閱本公司日期為二零二三年二月二十七日的公告。

## Five-year Financial Summary 五年財務概要

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### 簡明合併損益及其他綜合收益 表

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		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
Revenue	收益	<b>3,789,322</b>	5,280,743	8,396,630	6,538,024	6,255,628
Gross profit	毛利	<b>753,848</b>	1,316,564	2,096,132	1,832,313	1,498,009
Profit before income tax	所得稅前溢利	<b>(982,359)</b>	(1,030,933)	502,624	677,549	644,226
Profit for the year	年內溢利	<b>(1,158,349)</b>	(1,055,254)	341,311	553,808	496,715
Profit for the year attributable to:	以下人士應佔溢利：					
Ordinary shareholders of the Company	本公司普通股股東	<b>(1,060,342)</b>	(1,001,876)	223,095	398,153	397,753
Total comprehensive income for the year	年內綜合收益總額	<b>(1,390,172)</b>	(1,077,401)	353,320	572,023	323,974
Total comprehensive income attributable to:	以下人士應佔綜合 收益總額：					
Ordinary shareholders of the Company	本公司普通股股東	<b>(1,270,446)</b>	(1,024,023)	235,104	416,368	225,012

### CONDENSED CONSOLIDATED BALANCE SHEET

### 簡明合併資產負債表

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		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
<b>Assets</b>	<b>資產</b>					
Total non-current assets	非流動資產總額	<b>38,158,878</b>	40,462,391	36,676,593	29,164,775	23,363,751
Total current assets	流動資產總額	<b>8,509,626</b>	7,963,229	10,576,221	10,704,357	9,310,095
Total assets	資產總額	<b>46,668,504</b>	48,425,620	47,252,814	39,869,132	32,673,846
<b>Equity and liabilities</b>	<b>權益及負債</b>					
Equity attributable to:	以下應佔權益：					
Ordinary shareholders of the Company	本公司普通股股東	<b>2,743,756</b>	4,014,202	5,175,361	4,749,316	4,556,822
Perpetual capital instruments	永久資本工具	—	1,622,300	500,000	2,610,000	1,200,000
Non-controlling interests	非控股權益	<b>1,744,560</b>	1,961,636	1,932,201	1,186,669	1,177,450
Total equity	權益總額	<b>4,488,316</b>	7,598,138	7,607,562	8,545,985	6,934,272
Non-current liabilities	非流動負債	<b>28,971,386</b>	13,504,638	26,292,531	20,760,860	16,527,163
Current liabilities	流動負債	<b>13,208,802</b>	27,322,844	13,352,721	10,562,287	9,212,411
Total liabilities	負債總額	<b>42,180,188</b>	40,827,482	39,645,252	31,323,147	25,739,574
Total equity and liabilities	權益及負債總額	<b>46,668,504</b>	48,425,620	47,252,814	39,869,132	32,673,846

# Environmental, Social & Governance Report

## 環境、社會及管治報告

### INTRODUCTION

Yunnan Water is one of the leading integrated service providers in the urban environmental protection industry in China. The Group keeps a mode of “massive water” of raw water supply, tap water supply, sewage treatment, reclaimed water, black and odorous water treatment, river comprehensive treatment which covers all categories in water sector while carries out the solid waste recycling business, such as the industrial waste treatment, medical waste treatment, kitchen waste disposal, waste incineration and power generation, carbonisation and resource utilisation of sludge and pyrolysis carbonisation of organic waste, and provides services including design, investment, construction, operation and maintenance, comprehensive solutions and core technology system integration. The Group will leverage its own advantages, closely combine with the actual situation of Yunnan Province, around the green economy promising province strategy, ethnic culture promising province strategy and a bridgehead strategic objective of the PRC open to the southwest, firmly grasp the opportunity of the implementation of the state’s “One Belt, One Road” strategy, adhere to its enterprise culture of the fear of heart, grateful heart, self-confidence, keep careful, professional, rigorous working attitude, and build an “Internet of things + Internet” digital intelligent environmental protection enterprise. It is committed to becoming an urban environmental integrated services provider with core technologies, strong investment and financing capabilities, core competitiveness and social influence which is based in Yunnan Province, serves the whole country and moves towards South Asia and Southeast Asia.

In order to enable stakeholders to understand our policies, measures and performance of environmental, social and governance (the “**ESG**”), the Group has prepared and published the ESG report (the “**Report**”).

### 序言

雲南水務是中國領先的城鎮環境綜合服務商之一，本集團在保持原水供應、自來水供應、污水處理、再生水、黑臭水體治理、河道綜合治理等涵蓋水務行業全範疇的「大水務」模式的同時，還開展工業危廢處理、醫廢處理、餐廚垃圾處理、垃圾焚燒發電、污泥碳化資源化及有機質垃圾熱解碳化等固廢業務，提供包括設計、投資、建設、運營及維護、整體解決方案及核心技術系統集成等服務。本集團將利用自身優勢，緊密結合雲南實際，圍繞綠色經濟強省、民族文化強省和中國面向西南開放的橋頭堡戰略目標，緊緊抓住國家「一帶一路」戰略實施的契機，秉承敬畏心、感恩心、自信心的企業文化，保持謹慎、專業、嚴謹的工作態度，打造「物聯+互聯」的數字化智慧環保企業，致力成為立足雲南、面向全國、走向南亞及東南亞，擁有核心技術及強大投融資能力，具備核心競爭力及社會影響力的城鎮環境綜合服務商。

為讓各持份者了解本集團的環境、社會及管治（「**ESG**」）之政策、措施及表現，本集團編製並發佈了本ESG報告（「**本報告**」）。

# Environmental, Social & Governance Report

## 環境、社會及管治報告

### ESG GOVERNANCE STRUCTURE

The Group incorporates environmental and social responsibility into its business operations and decision-making process to ensure that sustainable development governance is consistent with our business strategy. The Board provides comprehensive supervision and guidance, and assumes overall responsibility for decision-making and reporting on environmental and social responsibility work. The Board selects qualified members with appropriate skills, experience, knowledge, and perspectives in response to ESG related matters. The functions and powers of the Board include determining the ESG management policy and strategy of the Group, holding a meeting at least annually with the assistance of the relevant designated personnel (“**Designated Personnel**”) to discuss and review the performance of the Group’s major ESG issues and ESG related objectives, as well as evaluating the Group’s risks related to ESG, so as to ensure the establishment of an appropriate and effective risk management and internal control system. The Board regularly inspects and evaluates the implementation of the Group’s environmental and social responsibility system and the progress of ESG related goals, so as to supervise the Group’s fulfilment of its corporate social responsibility, ensure the long-term growth potential of the enterprise, and approve the information disclosed in the Report.

The Designated Personnel include core members from different departments who have relevant professional knowledge in various aspects of ESG to assist the Board in overseeing ESG related matters. Designated Personnel are required to arrange meetings at least annually to assist in evaluating the effectiveness of the ESG system, identifying and evaluating the ESG risks of the Group, and ensuring compliance with ESG related laws and regulations. The Designated Personnel will engage an independent third party to conduct an annual importance assessment to evaluate, prioritise, and manage major ESG related issues, as well as prepare ESG reports. By collecting and analysing ESG related data, Designated Personnel assist in regularly reviewing the progress of ESG related goals. Designated Personnel are required to report their investigation results, decisions, and recommendations to the Board at least once a year.

### REPORTING PERIOD

The Report covers the ESG activities, challenges and measures taken of the Group during the period from 1 January 2022 to 31 December 2022 (“**2022**”).

### REPORTING SCOPE

The scope of the Report is determined by the management of the Group after considering the importance of the impact of different projects on the Group’s policies and financial performance, and whether the Group has direct control over the project.

### ESG治理架構

本集團將環境與社會責任工作納入其業務營運及決策過程當中，以確保可持續發展管治與我們的業務策略保持一致。董事會全面監督和指導，並對環境與社會責任工作的決策及匯報承擔整體責任。董事會因應相關ESG事宜而挑選擁有所需的適當技能、經驗、知識及觀點的合資格成員。董事會的職權包括決定本集團的ESG管理方針及策略，並在相關指定人員（「**指定人員**」）的協助下至少每年召開會議討論並審視本集團重大ESG議題和ESG相關目標的表現，以及對本集團有關ESG的風險進行評估，確保設立合適有效的風險管理及內控系統。董事會會定期檢查和評價本集團的環境與社會責任制度的執行情況及ESG相關目標的進度，以監督本集團踐行其企業社會責任，確保企業的長期成長潛力，並審批本報告內的披露資料。

指定人員包含不同部門核心成員，其在ESG的各個方面均有相關專業知識，以協助董事會監督ESG相關事宜。指定人員需至少每年安排會議協助評估ESG體系的有效性，辨識和評估本集團的ESG風險，確保遵守ESG相關法律及法規。指定人員會聘請獨立第三方進行年度重要性評估，以評估、優次排列及管理重大ESG相關議題以及編製ESG報告。通過收集和分析ESG相關數據，指定人員協助定期檢討ESG相關目標進度。指定人員需至少每年一次向董事會匯報其調查結果、決定及建議。

### 報告期間

本報告涵蓋本集團二零二二年一月一日至二零二二年十二月三十一日期間（「**二零二二年**」）取得的ESG方面的活動、挑戰和採取的措施。

### 報告範圍

本報告範圍由本集團的管理層在考慮了不同項目對本集團政策及財務表現影響的重要性，以及本集團於該項目是否擁有直接控制權而釐定。



# Environmental, Social & Governance Report

## 環境、社會及管治報告

The information of environment disclosed in the Report covers 188 water supply, wastewater and solid waste treatment project in operation of the Group in the PRC in 2022. The social related information covers operations in the PRC, Hong Kong and overseas regions in 2022. After the Group's data collection system becomes more mature and the work of sustainable development deepens, the Group will continue to expand the scope of disclosure in the future.

### REPORTING FRAMEWORK

The Report has been prepared with reference to the ESG Guide and based on the reporting principles of materiality, quantitative, balance, and consistency.

**Materiality:** Materiality assessment was conducted to diagnose material issues in 2022, thereby adopting the confirmed material issues as the focus for the preparation of the this Report. The materiality of issues was reviewed and confirmed by the Board and senior management. Please refer to the sections headed "STAKEHOLDER ENGAGEMENT" and "MATERIALITY ASSESSMENT" for further details.

**Quantitative:** The standards and methodologies used in the calculation key performance indicators ("KPIs") in the Report and the applicable assumptions have been noted and supplemented. All the figures have been rounded up to 2 decimal places.

**Balance:** The Report was prepared based on an objective and impartial manner to ensure that the information disclosed faithfully reflects the overall ESG performance of the Group.

**Consistency:** The statistical methodologies applied to the Report were substantially consistent with the year ended 31 December 2021 ("2021") for comparison purposes, and explanations were provided regarding data with changes in the scope of disclosure and calculation methodologies.

The corporate governance practices of the Group have been published in the "Corporate Governance Report" of the Annual Report.

本報告所披露的環境數據範圍涵蓋本集團於二零二二年內位於中國國內的188個供水、污水及固廢處理在營項目。而社會相關數據則會涵蓋於二零二二年於中國國內、香港及國外地區的營運。待本集團之數據收集系統更趨成熟，以及可持續發展工作深化之後，本集團或將於未來繼續擴大披露範圍。

### 報告框架

本報告依照ESG指引並基於重要性、量化、平衡和一致性的匯報原則所編製。

**重要性：**本集團已於二零二二年內通過重要性評估重大議題，將已確認的重大議題作為本報告的編製重點。議題的重要性已由董事會及指定人員審閱及確認。有關進一步詳情，請參閱「持份者參與」及「重要範疇評估」兩節。

**量化：**本報告中計算關鍵績效指標使用的標準和方法以及適用的假設均已備注補充。所有數字均四捨五入至小數點後兩個位。

**平衡：**本報告基於客觀公正的方式，確保披露的資訊真實反映本集團在ESG方面的整體表現。

**一致性：**本報告的編製方法與截至二零二一年十二月三十一日止年度（「二零二一年」）基本一致，以便進行比較。對披露範圍和計算方法發生變化的數據會進行說明。

有關本集團的企業管治常規刊載於本年報中的《企業管治報告》內。

### STAKEHOLDER ENGAGEMENT

The Group attaches importance to stakeholders (including investors and shareholders, customers, employees, suppliers and subcontractors, regulatory authorities, government authorities and communities, as well as non-governmental organisations (“NGOs”) and the media) and their opinions on the Group’s business and ESG matters. In order to understand and respond to the concerns of stakeholders, the Group maintains close communication with major stakeholders. In formulating the operation strategy and ESG measures, the Group will take into account the expectations of the stakeholders, and through mutual cooperation, the Group will continuously improve its performance and create greater value for the society.

Through different stakeholders’ participation and communication channels, the Group will bring stakeholders’ expectations into the Group’s operation and ESG strategy. The communication channels and expectations of stakeholders are as follows:

### 持份者參與

本集團重視持份者(包括投資者及股東、客戶、員工、供應商和分包商、監管機構和政府機構、社區、非政府機構(「非政府機構」)及媒體)及其對本集團業務及ESG事宜的意見。為了解及回應持份者關注事項，本集團與主要持份者保持緊密溝通。在制訂營運策略及ESG措施時，本集團會考慮持份者的期望，透過彼此合作使本集團不斷改善其表現，為社會締造更大價值。

通過不同的持份者參與及溝通渠道，本集團會將持份者的期望帶入本集團的營運及ESG策略當中。持份者的溝通渠道及期望和關注如下：

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations and Concerns 期望和關注
Investors and shareholders 投資者及股東	<ul style="list-style-type: none"> <li>Annual general meeting and other shareholder meetings</li> <li>Financial reports</li> <li>Company website and e-mail</li> <li>News reports, announcements and circulars</li> <li>Conference and teleconference</li> <li>Site inspection</li> </ul>	<ul style="list-style-type: none"> <li>Compliance operation</li> <li>Information transparency</li> <li>Protection of rights and interests and the fair treatment of shareholders</li> <li>Return on investment</li> <li>Risk management</li> <li>Corporate governance</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>Customer support hotline and e-mail</li> <li>Customer satisfaction survey</li> <li>Visit and meetings</li> <li>客戶支持熱線及電郵</li> <li>客戶滿意度調查</li> <li>拜訪和會議</li> </ul>	<ul style="list-style-type: none"> <li>Products and services quality</li> <li>Customer privacy protection</li> <li>Business integrity and morality</li> <li>產品與服務質量</li> <li>保障客戶隱私</li> <li>商業誠信與道德</li> </ul>

# Environmental, Social & Governance Report

## 環境、社會及管治報告

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations and Concerns 期望和關注
Employees 員工	<ul style="list-style-type: none"> <li>• Training, seminars and briefing</li> <li>• Employee performance appraisal and performance evaluation meetings</li> <li>• Culture, public welfare and sports activities</li> <li>• Working meeting and special meeting</li> <li>• Face to face talks, e-mail contact and teleconference</li> <li>• Career development communication mechanism</li> </ul>	<ul style="list-style-type: none"> <li>• Career development opportunities</li> <li>• Health and safety</li> <li>• Remuneration and benefits</li> <li>• Working environment</li> <li>• Protection of employees' rights and interests</li> <li>• Staff care</li> <li>• Staff communication</li> </ul>
Suppliers and partners 供應商和分包商	<ul style="list-style-type: none"> <li>• Business meetings, e-mail and telephone</li> <li>• Review and assessment</li> <li>• Procurement and tender meetings</li> <li>• Opinion survey</li> </ul>	<ul style="list-style-type: none"> <li>• Long-term cooperation</li> <li>• Business ethics and reputation</li> <li>• Fair tendering</li> </ul>
Regulatory authorities and government 監管機構和政府機構	<ul style="list-style-type: none"> <li>• On site investigation, supervision and inspection and visit reception</li> <li>• Financial reports</li> <li>• Progress report</li> <li>• Telephone and e-mail</li> <li>• Information disclosure</li> <li>• Daily communication report</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance operation</li> <li>• Policy implementation</li> <li>• Pay taxes</li> </ul>
	<ul style="list-style-type: none"> <li>• 培訓、研討會及簡介會</li> <li>• 員工績效考核及表現評估會議</li> <li>• 文化、公益及體育活動</li> <li>• 工作會議及專題會議</li> <li>• 當面會談、電郵聯繫及電話會議</li> <li>• 職業發展溝通機制</li> </ul>	<ul style="list-style-type: none"> <li>• 事業發展機會</li> <li>• 健康與安全</li> <li>• 薪酬與福利</li> <li>• 工作環境</li> <li>• 員工權益保障</li> <li>• 員工關愛</li> <li>• 員工溝通</li> </ul>
	<ul style="list-style-type: none"> <li>• 商務會議、電郵及電話</li> <li>• 審核與評估</li> <li>• 採購招標會</li> <li>• 意見調查</li> </ul>	<ul style="list-style-type: none"> <li>• 長期合作關係</li> <li>• 商業道德與聲譽</li> <li>• 公平招標</li> </ul>
	<ul style="list-style-type: none"> <li>• 實地考察、監督檢驗及來訪接待</li> <li>• 財務報告</li> <li>• 進度報告</li> <li>• 電話及電郵聯繫</li> <li>• 信息披露</li> <li>• 日常溝通匯報</li> </ul>	<ul style="list-style-type: none"> <li>• 合規經營</li> <li>• 政策的執行</li> <li>• 繳納稅款</li> </ul>

# Environmental, Social & Governance Report

## 環境、社會及管治報告

Stakeholders 持份者	Communication Channels 溝通渠道	Expectations and Concerns 期望和關注
The community, non-governmental organisations and media 社區、非政府機構及媒體	<ul style="list-style-type: none"> <li>ESG reports</li> <li>Project visit and site assessment</li> <li>Public hearing</li> <li>Public welfare activities</li> <li>News reports and announcements</li> <li>Management interview</li> <li>ESG報告</li> <li>項目參觀及現場考核</li> <li>公聽會</li> <li>公益活動</li> <li>新聞稿及公告</li> <li>管理層採訪</li> </ul>	<ul style="list-style-type: none"> <li>Giving back to society</li> <li>Environmental protection</li> <li>Social welfare</li> <li>Health and safety</li> <li>回饋社會</li> <li>環境保護</li> <li>社會福利</li> <li>健康與安全</li> </ul>

## MATERIALITY ASSESSMENT

In order to better understand the opinions and expectations of the stakeholders on the ESG performance of the Group, the Group adopts a systematic method to conduct the annual materiality assessment. The specific work steps are as follows:

- |   |  |
|---|--|
| <b>Identify Related Issues</b>            | <ul style="list-style-type: none"> <li>With the assistance of consultants, the Group has identified and determined the ESG issues list of the Group in 2022 based on the business development of the Group;</li> <li>The list includes 13 topics with significant impact on economy, environment and society, and high impact on stakeholder assessment, covering four major areas: "environmental protection", "employment and labour practices", "business practices" and "community investment".</li> </ul> |
| <b>識別相關議題</b>                             | <ul style="list-style-type: none"> <li>本集團在顧問協助下依據本集團的業務發展，識別並確定了本集團二零二二年的ESG議題清單；</li> <li>清單包含與對經濟、環境和社會的衝擊較顯著及對持份者評估的影響程度較高的13項議題，涵蓋「環境保護」、「僱傭及勞工常規」、「營運慣例」和「社區投資」四大範疇。</li> </ul>  |
| <b>Collect Feedback from Stakeholders</b> | <ul style="list-style-type: none"> <li>Taking the issues in the list as the core content of the assessment, the questionnaire was designed and distributed to stakeholders to rate on the importance of various ESG issues to themselves and their impact on the Group's sustainable development, and respond to any open-ended questions;</li> <li>The major stakeholders covered in this assessment include but are not limited to employees and management.</li> </ul>                                      |
| <b>收集持份者回饋</b>                            | <ul style="list-style-type: none"> <li>以清單內議題作為重要範疇評估核心內容設計問卷，並透過發放問卷調查，讓持份者就各項可持續發展議題對自身的影響程度，及對本集團可持續發展的影響程度評分和回應開放式問題；</li> <li>本次評估所覆蓋之主要持份者，包括但不限於員工及管理層。</li> </ul>  |

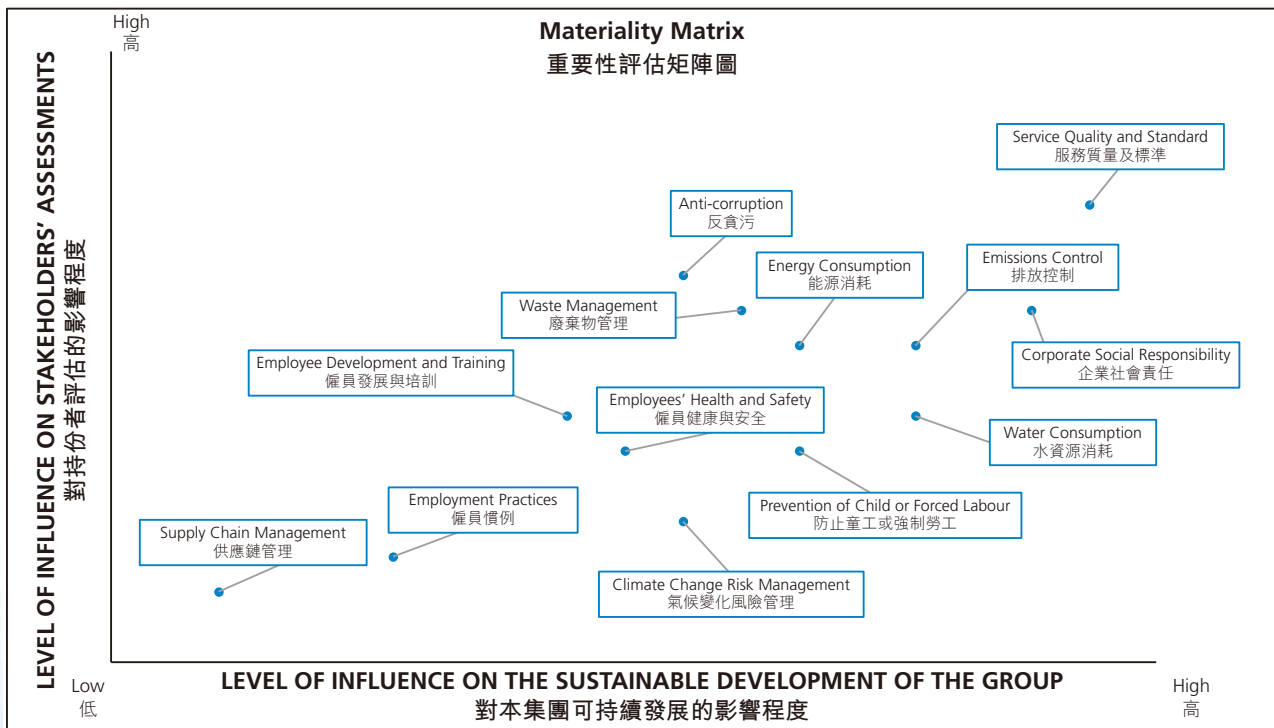
## 重要範疇評估

為更有效了解持份者對本集團之ESG表現的意見及期望，本集團採用有系統的方法進行年度重要範疇評估工作，具體工作步驟如下：

# Environmental, Social & Governance Report

## 環境、社會及管治報告

- Identify important issues**
- Through the analysis of the questionnaire results, the materiality of 13 topics was evaluated and the materiality matrix in 2022 was compiled;
  - Reviewed stakeholders' opinions and the results of importance assessment, discussed with the Board and determined the key disclosure of the Report and the key points to enhance ESG performance in the future.
- 識別重要議題**
- 通過對問卷結果分析，評估13項議題的重要性並編製二零二二年重要性矩陣；
  - 審閱持份者意見與重要性評估結果，與董事會討論並確定報告披露重點以及未來提ESG績效的要點。
- Validation**
- The materiality matrix was examined by the Board
- 驗證**
- 重要性矩陣交由董事會審視。



The Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents comply with the requirements of the ESG Guide.

本集團確認已就ESG事宜設立合適及有效的管理政策及監控系統，並確認所披露內容符合ESG指引的要求。

### CONTACT THE GROUP

The Group welcomes comments and suggestions from stakeholders. You can provide valuable advice on the Report or its performance in sustainable development, and contact the Group through the following ways:

Telephone number: +86 871 6720-9716

E-mail address: ir@yunnanwater.com.cn

### A. ENVIRONMENTAL

#### Environmental Targets

The Group believes that it is crucial to comply with applicable environmental laws, regulations and policies for the long-term development and success of the Group. Therefore, the Group continues to keep abreast with the policy guidance of the industry, analyse the latest applicable environmental protection laws, regulations, policies as well as the best domestic and foreign industry practices, and timely update our policies and procedures in relation to environmental protection to ensure that our environmental management is in line with the latest standards.

To ensure that the Group can effectively promote a sustainable business development model, the Group has established multiple environmental targets based on its development direction and strategic policy, closely monitoring and regularly reviewing the progress of the objectives. Relevant data, year-on-year comparisons, and various environmental protection measures have been listed in subsequent chapters. The targets listed in the table below will continue to be used for the year ended 31 December 2023 (“2023”).

### 與本集團聯絡

本集團歡迎持份者提供意見及建議。閣下可就本報告或其在可持續發展方面的表現提供寶貴意見，並透過以下方式與本集團聯絡：

電話號碼：+86 871 6720-9716

電郵地址：ir@yunnanwater.com.cn

### A. 環境

#### 環境目標

本集團相信遵守相關環保規則及法規對本集團業務的長期發展及成功至關重要。因此，本集團會持續了解行業的政策導向，分析最新的適用環保法律法規、政策及國內外行業最佳實踐，並及時更新本集團與環保相關的管理制度，以確保本集團的環境管理與時俱進。

為確保本集團能夠有效地推行可持續性的商業發展模式，本集團已根據其發展方向和戰略方針訂立多個環境目標，密切監控及定期審查目標的進展，相關數據、同比比較及各種環保措施已於後續章節列出。截至二零二三年十二月三十一日止年度（「二零二三年」）將繼續沿用下表所列明的目標。



# Environmental, Social & Governance Report

## 環境、社會及管治報告

Levels 層面	Targets 目標	Progress 進展
Greenhouse gas (“GHG”) emissions	In response to the national vision of “carbon emission peak by 2030, carbon neutrality by 2060”, the Group has set a goal of actively promoting its independent research and development of organic solid waste anaerobic pyrolysis and carbonisation technology, expecting to achieve “returning carbon to soil” and “closed circuit carbon cycle for human life”.	The Group has successfully constructed a demonstration project of low-temperature anaerobic pyrolysis and carbonization process with a daily treatment capacity of 200 tonnes of household waste in Yiliang County, Yunnan Province, and has entered the trial operation stage.
溫室氣體（「溫室氣體」）排放	為響應國家「2030碳達峰，2060碳中和」的願景，本集團設定了積極推廣其自主研發的有機固廢絕氧熱解碳化技術之目標，期望實現「還碳於土」和「人類生活碳閉路循環」。	本集團已成功在雲南省宜良縣建設了日處理能力200噸生活垃圾的低溫絕氧熱解碳化工藝示範化工程項目，並進入試營運階段。
Solid waste treatment business	Continuously increasing solid waste treatment projects and actively promoting the technology of organic solid waste anaerobic pyrolysis and carbonisation to help urban waste achieve resource utilisation, reduction, and harmless treatment.	The Group did not add any solid waste treatment projects in 2022, but has already put into trial operation a demonstration project for the low-temperature anaerobic pyrolysis and carbonisation process.
固廢處理業務	持續增加固廢處理項目，積極推廣有機固廢絕氧熱解碳化技術，以助力城鎮垃圾實現資源化、減量化和無害化。	本集團於二零二二年未有增加固廢處理項目，但已試營運低溫絕氧熱解碳化工藝示範化工程項目。
Energy consumption	Environmental protection activities are held every year to improve employees’ awareness of energy conservation.	Completed
能源消耗	每年舉辦環境保護活動，以提升員工節能意識。	已完成
Water consumption	Maintain the percentage of recycled water consumption to enhance employees’ awareness of water conservation.	In Progress
	Carry out activities and post water conservation signs to remind all employees to save water.	Completed
水源消耗	維持再生水消耗量百分比，以提升員工節約用水意識。	進行中
	開展活動，張貼節約用水標識等方式提醒全體員工節約用水。	已完成



### A1. Emissions

The Group is actively participating in environmental protection and has obtained ISO14001 environmental management system certification. All the Group's subsidiaries are required to strictly comply with the Group's internal management system in relation to environmental protection in order to meet the relevant legal requirements, including but not limited to the "Environmental Protection Law of the PRC", the "Law of the PRC on Environmental Impact Assessment", the "Law of the PRC on the Prevention and Control of Atmospheric Pollution" and the applicable pollutant emission standards formulated by local governments. In 2022, the Group was not aware of any material non-compliance with laws and regulations in relation to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes that would have a significant impact on the Group.

#### **EXHAUST GAS EMISSIONS**

The Group continues to renovate treatment technologies and to optimise its production management system, aiming to effectively achieve the annual emission reduction targets for the operation project, and therefore has received government recognition and praise. For odour generated from wastewater treatment, the Group has planted greenbelts around the gas sources and collected the gas for biotreatment in order to meet national emission standards. For hazardous gas generated from solid waste treatment, the Group has introduced international advanced technologies and continued to enhance the flue gas treatment equipment to ensure that harmful components contained in the flue gas have been effectively removed and the emission standards are met. The Group has also formulated a completed job post system and detailed operating procedures to strengthen the management and monitoring of the exhaust gas treatment process, pay close attention to the working conditions, strictly control the exhaust gas collection and treatment process, and identify and solve problems in time, so as to ensure the stable, efficient and normal operation of each exhaust gas treatment equipment.

### A1. 排放物

本集團積極實踐環保工作，並已獲得ISO14001的環境管理體系認證。本集團要求其附屬公司均需嚴格遵守本集團內部有關環保的管理制度及相關的法律及規例，其中包括但不限於《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》、《中華人民共和國大氣污染防治法》及地方政府制定的適用污染物排放標準等。於二零二二年，本集團並不知悉任何嚴重違反有關廢氣及溫室氣體排放、向水及向土地排放以及產生有害及無害廢棄物的法例及法規，而對本集團構成重大影響。

#### **廢氣排放**

本集團不斷革新處理技術、完善生產管理制度，從而協助運營項目所在地能更好地完成每年的減排目標，因而獲得了各級政府的肯定和好評。針對污水處理過程中產生的臭氣，本集團採取在臭氣產生源周圍種植綠化隔離帶及將臭氣收集後進行生物處理等工藝方法，使其達到國家許可的排放標準。針對固廢處置過程中產生的有害氣體，本集團引進國際先進技術，不斷對煙氣處理設備進行革新，確保有效去除煙氣中的有害成份，保證達標排放。本集團亦制定完善的崗位制度和詳細的操作規程，加強廢氣處理過程的管理和監控，密切注意工況，嚴格控制廢氣的收集和處理過程，及時發現並解決問題，以確保各廢氣處理設備的穩定、高效、正常運行。

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Due to the increase in the treatment scope and treatment volume of the solid waste treatment projects, the Group's overall exhaust gas emissions in 2022 has increased. The overview of the Group's exhaust gas emissions is as follows:

由於固廢處理項目的處理範圍及處理量增加，本集團在二零二二年的整體廢氣排放量均有所上升。本集團的廢氣排放量概述如下：

Exhaust gas emissions 廢氣排放	Unit 單位	2022 二零二二年	2021 二零二一年
Particulate matter ("PM") 顆粒物 (「PM」)	tonnes 噸	20.67	8.79
Sulfur oxide ("SO <sub>x</sub> ") 硫氧化物 (「SO <sub>x</sub> 」)	tonnes 噸	78.81	31.36
Nitrogen oxide ("NO <sub>x</sub> ") 氮氧化物 (「NO <sub>x</sub> 」)	tonnes 噸	396.89	226.30

### GHG EMISSIONS

The Group's GHG emissions arise mainly from the purchased consumption of electricity. The Group has implemented various energy conservation measures to minimise GHG emissions. Please refer to the section headed "Energy Consumption" below for details.

### 溫室氣體排放

本集團的溫室氣體排放主要源自於外購電力消耗。本集團已實施各種節能措施，以幫助減少相應的溫室氣體排放量。詳情請參考下文「能源消耗」一節。

In addition to setting emission targets, the Group and several entities jointly signed the "carbon emission peak, carbon neutrality" strategic cooperation agreement in 2021. Taking this as an opportunity, the Group will strengthen technology research and development, resource integration business expansion, and actively assist in serving the goal of "carbon emission peak by 2030, carbon neutrality by 2060".

除設定排放目標之外，本集團已於二零二一年與多家單位共同簽署「碳達峰、碳中和」戰略合作協議，以此為契機，本集團將加強技術研發、資源整合業務拓展，積極助力服務「2030 碳達峰、2060 碳中和」目標。

# Environmental, Social & Governance Report

## 環境、社會及管治報告

In 2022, the total Group's GHG emission intensity remained at a consistent level as compared to 2021. The Group's GHG emissions are summarised as follows:

本集團二零二二年的溫室氣體排放總量密度與二零二一年相比保持一致水平。本集團的溫室氣體排放量概述如下：

GHG categories <sup>1</sup> 溫室氣體類別 <sup>1</sup>	Unit 單位	2022 二零二二年	2021 二零二一年
Direct GHG emissions (Scope 1) <sup>2</sup> 直接溫室氣體排放(範圍1) <sup>2</sup>	tonnes of carbon dioxide equivalent ("tCO <sub>2</sub> e") 噸二氧化碳當量 (「噸二氧化碳當量」)	—	—
Energy indirect GHG emissions (Scope 2) 能源間接溫室氣體排放(範圍2)	tCO <sub>2</sub> e 噸二氧化碳當量	268,925.65	278,778.97
<b>Total GHG emissions</b> <b>溫室氣體排放總量</b>	<b>tCO<sub>2</sub>e</b> <b>噸二氧化碳當量</b>	<b>268,925.65</b>	<b>278,778.97</b>
Total GHG emissions intensity <sup>3</sup> 溫室氣體排放總量密度 <sup>3</sup>	tCO <sub>2</sub> e/sq.m. 噸二氧化碳當量/平方米	<b>0.05</b>	0.05

Notes:

- GHG emission data is presented in terms of carbon dioxide equivalent with reference to, but not limited to, the "Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Research Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report — Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX, "Notice on Implementing the Management of GHG Emission Reports for Power Generation Industry Enterprises from 2023 to 2025" published by Ministry of Ecology and Environment of the People's Republic of China, and the global warming potential of the "Fifth Assessment Report" released by the Intergovernmental Panel on Climate Change.
- The Group only owned a small number of motor vehicles and consumed limited fuel. Therefore, the Group did not collect relevant fuel consumption data.
- As of 31 December 2022, the Group's gross floor area is approximately 5,463,305.07 sq.m. (As of 31 December 2021: approximately 5,679,289.44 sq.m.). This data will also be used to calculate other intensity data.

備註：

- 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、香港交易所發佈的《如何準備環境、社會及管治報告 — 附錄二：環境關鍵績效指標匯報指引》、中華人民共和國生態環保部發佈的《關於做好2023–2025年發電行業企業溫室氣體排放報告管理相關工作的通知》及政府間氣候變化專門委員會發佈的《第五次評估報告》的全球升溫潛勢。
- 本集團僅擁有少量機動車，所消耗的燃油有限，因此本集團並無收集相關的燃油消耗的數據。
- 截至二零二二年十二月三十一日，本集團的建築面積約為5,463,305.07平方米(截至二零二一年十二月三十一日約為5,679,289.44平方米)。此數據亦會用作計算其他密度數據。

### SOLID WASTE TREATMENT BUSINESS

The Group has always insisted on providing customers with high quality solid waste treatment services, actively focusing on solid waste treatment issues and continuously developing solid waste technologies as well as promoting the recycling of resources. The Group is committed to promoting industry standards and improving systems, and forming a positive interaction between technology, standards, and systems to protect the ecological environment.

### 固廢處理業務

本集團一直堅持為客戶提供高質量的固廢處理服務，積極關注固廢處置的問題並不斷開拓固廢處理技術以及促進資源的再生利用。本集團致力促進行業提升標準和完善制度，並形成技術與標準、制度的良性互動，保護生態環境。

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The Group installs and uses monitoring equipment in accordance with relevant national regulations to monitor the discharge of pollutants in real-time and disclose the data of pollution discharge. The Group has special personnel to supervise the implementation of solid waste treatment and disposal measures, and timely collect, transport and treat solid waste according to the regulatory requirements and the disposal measures formulated to eliminate the pollution impact. In addition, the Group monitors the content of solid waste such as heavy metal from time to time, track information of comprehensive utilisation of solid waste and expand the way of comprehensive utilisation. The Group strictly follows the hazardous waste treatment and disposal plan to regulate and dispose the hazardous waste, so as to effectively prevent the occurrence of secondary pollution on the site.

In the face of the COVID-19 pandemic (“**Pandemic**”), the Group immediately supported the Pandemic prevention and control work, timely found out and managed the capacity and operation of medical waste disposal facilities in the Pandemic area, and fully guided, supported and urged the Pandemic area to ensure the safe disposal of medical waste. The Group collects, transports and disposes of medical waste in time, and takes effective measures to prevent the loss, leakage or diffusion of medical waste. In the event of major infectious disease outbreaks and other emergencies, the Group will take effective measures to dispose of pandemic medical waste in a timely, orderly, efficient and harmless manner to prevent the second transmission or spread of pandemic disease and to ensure the proper handling of medical waste. At the same time, the Group’s medical waste treatment process only produces a small amount of non-toxic and sterile residue and no wastewater, which can truly achieve harmless and minimised disposal.

本集團會按照國家有關規定安裝及使用監測設備，實時監測污染物的排放情況並公開污染排放數據。本集團設專人監督固體廢物處理和處置措施的落實，按規範要求和制定的處置措施對固體廢物及時收集、運送和處理，以消除污染影響。此外，本集團不定期對固體廢物的重金屬等含量進行監測，以及跟蹤固體廢物綜合利用的信息並擴大綜合利用的途徑。本集團對危險廢物嚴格按照危險廢物處理處置規劃進行規範並處置，切實防止二次污染現場的發生。

面對新冠肺炎疫情(「**疫情**」)，本集團第一時間支持疫情防控工作，及時摸清及管理疫區醫療廢物處置設施能力和運行情況，並全力指導支持督促疫區做好醫療廢物安全處置工作。本集團及時收集、運輸和處置醫療廢物，並採取有效措施，防止醫療廢物流失、洩漏、滲漏或擴散。本集團採取有力措施，及時、有序、高效及無害化地處置疫情醫療廢物，嚴防疫病二次傳播或擴散，全力確保醫療廢物妥善處置。與此同時，本集團的醫療廢物處理過程只產生少量無毒無菌殘渣且無廢水產生，能真正做到無害化、減量化處置。

### Case Study: Retrograde on Pandemic road and brave to take on responsibilities — Yunnan Water Zhengxiao Environmental Protection bravely builds a strong defence line against the Pandemic

個案研究：疫路逆行勇擔當 — 雲南水務正曉環保奮勇築牢戰疫陣地後防線

As the centralised disposal centre for medical waste in Kunming, Yunnan Zhengxiao Environmental Protection Investment Co., Ltd. (雲南正曉環保投資有限公司) (“Zhengxiao Environmental Protection”), a subsidiary of the Group, has always been responsible for 100% of the medical waste and pandemic related waste clearance and disposal work of over 3,700 medical institutions within the jurisdiction of Kunming. Since 2022, the Pandemic in Kunming has been fluctuating, and the Pandemic prevention situation has become even more severe, resulting in the production of a large amount of Pandemic-related waste. Faced with various complex and urgent cleaning and transportation tasks, Zhengxiao Environmental Protection is constantly responding to changes and strictly following the “four designated” management mode: targeting at designated hospitals, arranging designated personnel, and using fixed sealed and leak proof medical waste cleaning and transportation vehicles that meet national technical specifications for timely cleaning and transportation according to designated routes. According to the requirements of Kunming City, Zhengxiao Environmental Protection’s medical waste clearance workers are on standby 24 hours a day in multiple isolation hotels, multiple polymerase chain reaction testing sites of all sizes, and various newly added static management areas, and strictly complete the clearance tasks according to time limits.

本集團下屬企業雲南正曉環保投資有限公司（「正曉環保」）作為昆明市的醫療廢物集中處置中心，一直以來都承擔著昆明轄區範圍內3,700多家醫療機構100%的醫療廢物和涉疫廢棄物清運處置工作。二零二二年以來，昆明市疫情出現反覆，防疫形勢更加嚴峻，產出大量的涉疫廢棄物。面對各項錯綜複雜和臨時緊迫的清運任務，正曉環保以不變應萬變，嚴格按照「四定」管理模式：針對定點醫院定人、定路線並使用固定的符合國家技術規範要求的密閉防滲漏醫廢清運專用車進行時效性的清運。正曉環保的醫廢清運工作人員根據昆明市要求，於多家隔離酒店、多個大大小小的核酸測試點位，以及各個新增的靜態管理地區24小時全天候待命，並嚴格按照時間限制完成清運任務。

Through years of technical research and development and engineering application, Yunnan Water has successfully and independently developed low temperature pyrolysis carbonisation technology. The technology is applied to the disposal of various types of organic solid wastes, such as sludge, domestic waste, kitchen waste and excrement. The technology has the following features:

1. Flexible treatment scale: it is especially suitable for the reduction, harmless and resource utilisation treatment of organic solid waste in counties, towns and villages which cannot be covered by waste incineration power plants, filling the gap in the organic solid waste treatment market in this region;
2. Wide range of application: the requirements on the heat value, classification and particle size of the organic solid waste is not strict;

通過多年技術研發和工程應用，本集團成功自主研發了低溫絕氧熱解碳化技術。該技術應用於污泥、生活垃圾餐廚垃圾及糞便等多類型固體有機質廢棄物處理。該技術具有如下特點：

1. 處理規模靈活：特別適宜於縣城及村鎮等垃圾焚燒發電廠所不能覆蓋區域的有機固廢的減量化、無害化及資源化的處理，填補了這一區域的有機固廢處理市場空白；
2. 適用範圍廣：對有機固廢熱值、分類及粒度等要求不嚴格；



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- Solving dioxin disposal problems at source: the low temperature and anaerobic environment in the pyrolysis machine can eliminate the necessary conditions of metal oxide catalysts for synthesis of dioxin, making the dioxin content in flue gas can be discharged up to standard without the need of activated carbon injection system in flue gas purification system;
  - Solid biochar products are stable in nature, its heavy metal leaching toxicity, chlorine and other pollutants concentration comply with the national class II of soil use specifications, and can be applied in flowers and trees and other carbon-based fertiliser; and
  - Recycling products, such as iron, copper, aluminium, glass, sand and gravels, are availablely recovered, achieving resource utilisation, reduction and harmless of the domestic waste.
- 從源頭解決二噁英處理難題：熱解機內的低溫、絕氧環境杜絕二噁英合成所必需的金屬氧化物催化劑的條件，使得煙氣尾氣淨化系統中無需配置活性炭噴射系統即可實現煙氣中二噁英含量的達標排放；
  - 固體生物炭產物的性質穩定，重金屬浸出毒性及氯等污染物濃度含量符合國家II類土壤使用規範，可應用於花草樹木等的炭基肥；及
  - 可有效回收鐵、銅鋁、玻璃及砂石料等資源化產物，實現了生活垃圾的資源化，減量化和無害化。

The solid waste treatment volume of the Group's solid waste treatment business in 2022 is summarised as follows:

本集團二零二二年的固廢處理業務的固廢處理量概述如下：

Type of solid wastes 固廢類別	Unit 單位	2022 二零二二年	2021 二零二一年
Domestic wastes 生活垃圾	tonnes 噸	965,922.81	635,008.09
Medical wastes 醫療廢物	tonnes 噸	35,996.50	32,899.94
Hazardous wastes (excluding medical waste) 危險廢物(除醫療廢物)	tonnes 噸	12,644.19	10,243.24

### HAZARDOUS WASTES

The medical wastes and other hazardous wastes treated by the Group have been listed in the section of "SOLID WASTE TREATMENT BUSINESS", and the operation of the Group does not produce a significant amount of hazardous waste.

### 有害廢棄物

經本集團處理的醫療廢物及其他危險廢物已呈列於「固廢處理業務」一節，本集團的運營不會產生顯著數量的有害廢棄物。

### **NON-HAZARDOUS WASTES**

The Group generates non-hazardous wastes in its daily operation of business, which are mainly dewatering sludge generated in the process of its sewage treatment and water supply and slag and fly ash generated in the process of the Group's solid waste treatment. The Group has comprehensive management system in place for all kinds of solid wastes generated in the process of its production and operation, strictly complies with national discharge standards and adopts effective measures to reduce and properly dispose of solid wastes.

For solid wastes such as sludge generated in the process of sewage treatment and water supply, the Group strictly follows relevant national policies, regulations, industry standards and the requirements of environmental impact assessment report approval to establish comprehensive production management system and process control system in order to manage the measurement, transportation and disposal of solid wastes to prevent secondary pollution. Besides, the Group possesses advanced membrane technology in the industry and has actively carried out research and development in order to effectively reduce solid wastes generated during the operation process, and to transform the produced sludge into resources with sludge carbonisation technology.

For slag and fly ash generated in the process of solid waste treatment, the Group adopts a number of comprehensive treatment measures including classification or sealed storage in strict compliance with national policies and industry standards to achieve the purpose of harmless and recycling treatment, and sets up safety warning signs according to regulatory requirements. All disposals of such solid wastes are carried out in strict compliance with national policies and regulations and requirements of government-approved environmental impact assessment report.

### **無害廢棄物**

本集團於日常業務運作中也會產生無害廢棄物，主要為本集團於污水處理及供水過程中產生的脫水污泥，以及由固廢處理過程中產生的爐渣以及飛灰。本集團針對生產運營過程中產生的各類廢棄物制定了完善的管理制度，嚴格按照國家排放標準，採取有效措施減低排放量並妥善處置。

針對污水處理及供水過程中產生的污泥等固體廢棄物，本集團嚴格按照國家政策法規、行業標準以及項目環境影響評價報告批覆要求，制定完整的生產管理制度及過程監控制度，對固體廢棄物的計量、運輸和處置進行規範管理，確保不產生二次污染。同時，本集團擁有當前行業內較為先進的膜核心技術，並積極開展研發工作，力爭大量減少生產運營過程中的固體廢棄物並運用污泥碳化技術將產生的污泥資源化。

針對固廢處理過程中的爐渣及飛灰，本集團嚴格按照國家政策及行業標準要求分類或密閉存放等多種綜合處理辦法，以達到無害化、資源化處理的目的，並按規範要求設置安全警示標誌，所有廢棄物的處置均嚴格按照國家政策法規及經政府批准的環境影響評價報告要求開展。



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For the daily office operation, the Group puts great efforts to promote paperless office and use office automation (“OA”) system and video meeting system by connecting OA platform with various departments of the Company to reduce waste arising from document circulation. The Group exercises control over the purchase of stationeries such as paper, implement strict registration system in respect of the collection of office supplies and encourage employees to print on both sides of paper to reduce waste of paper. The Group also advocates the reuse of office stationeries including envelopes, folders, etc. Besides, the Group encourages not to use disposable tableware such as paper cups in the office and encourages the purchase of rechargeable office equipment in order to reduce the usage of disposable batteries.

In 2022, the Group’s total non-hazardous wastes disposal intensity remained at a consistent level as compared to 2021. In 2022, the Group only uses a small amount of paper, so the Group does not collect any information about paper. The non-hazardous waste disposals of the Group are summarised as follows:

針對辦公室日常運作，本集團大力推廣無紙化辦公，使用辦公自動化(「OA」)系統及視頻會議系統，通過OA系統連接本集團各部門，減少了文件流轉過程中產生的浪費。本集團對紙張等文具的購買量進行控制，對辦公用品的領用實施嚴格的登記管理制度，鼓勵員工雙面打印，減少紙張浪費。本集團亦提倡重複使用辦公文具，如信封、文件夾等用品。此外，本集團鼓勵辦公室不使用紙杯等一次性餐具，同時亦鼓勵購買可充電的辦公設備，減少一次性電池的使用。

本集團二零二二年的無害廢棄物總量密度與二零二一年相比保持一致水平。於二零二二年，本集團僅使用少量的紙張，因此本集團並無收集任何有關紙張的數據。本集團的無害廢棄物排放量概述如下：

Type of non-hazardous wastes 無害廢棄物種類	Unit 單位	2022 二零二二年	2021 二零二一年
Slag 爐渣	tonnes 噸	<b>187,880.40</b>	113,719.91
Fly ash 飛灰	tonnes 噸	<b>22,082.61</b>	14,376.23
Sludge 污泥	tonnes 噸	<b>356,164.48</b>	450,649.11
<b>Total disposal of non-hazardous wastes 無害廢物排放總量</b>	<b>tonnes 噸</b>	<b>566,127.49</b>	578,745.25
Total non-hazardous wastes disposal intensity 無害廢物排放總量密度	tonnes/sq.m 噸／平方米	<b>0.10</b>	0.10

### WASTEWATER DISCHARGE AND TREATMENT

Wastewater generated from the sewage treatment and the operation of water supply facilities mainly contains small amount of domestic sewage and equipment flushing water and was discharged after being processed by the sewage treatment facilities in the plant of the Group and meeting the required standards. Wastewater generated from the operation of solid waste treatment facilities was recycled or be discharged into the municipal pipe network after being processed and meeting the required standard, striving to achieve "Zero Discharge". In 2022, after being processed by the Group's sewage treatment facilities, the Group's emissions of chemical oxygen demand ("COD") and ammonia nitrogen ("NH<sub>3</sub>-N") were reduced by approximately 116,165 tonnes and 14,925 tonnes respectively (2021: reduced by approximately 137,375 tonnes and 16,819 tonnes, respectively). The Group's wastewater pollutants emissions are summarised as follows:

### 污水排放及處理

污水處理和供水設施運營中產生的廢水主要為少量生活污水和設備沖洗用水，經本集團廠內污水處理設施處理達標後排放。本集團固廢處理設施運營中產生的廢水，則經由廠內專用污水處理設施處理，並於達標後循環使用或排入市政管網，努力實現「零排放」。於二零二二年，本集團的污水經處理設施處理後，化學需氧量（「COD」）及氨氮（「NH<sub>3</sub>-N」）的排放量分別削減了約116,165噸及14,925噸（二零二一年：分別削減了約137,375噸及16,819噸）。本集團的污水污染物排放表現概述如下：

Wastewater indicators 污水指標	Unit 單位	2022 二零二二年	2021 二零二一年
COD	tonnes 噸	12,313	15,074
NH <sub>3</sub> -N	tonnes 噸	804	944

## A2. Use of Resources

As one of leading integrated service providers in the municipal wastewater treatment and water supply industries in China, the Group always takes the environmental, social and governmental impact into consideration in its core operating practices and strictly controls the resource consumption of each project according to the principle of economic operation as well as strives to increase the resource utilisation rate and improve the operation skills of staff to maximise the resource utilisation.

## A2. 資源使用

作為於中國城市污水處理及供水行業領先的綜合服務供應商之一，本集團在核心營運實踐中始終結合環境、社會及政府的考慮，並按照經濟運行的原則嚴格控制各項目的資源消耗，致力提高資源利用率及提升員工的操作技能水平，以使能源利用最大化。

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The Group conducts daily monitoring and statistical analysis for each operating project to understand the consumption of energy, water resource and raw materials, so as to determine indicators of the energy consumption, water consumption and raw materials consumption and supervise and evaluate each project. In addition to complying with relevant national laws and regulations, the Group has a series of internal monitoring, management and assessment systems in place, sets the control targets for total energy consumption and gives early warning and fine-tuning to production projects of which the energy consumption increases rapidly, in order to ensure that the Group can utilise the resource in an effective way while maintaining high-standard operation. The Group has been striving to achieve maximum benefit for customers and the environment with the minimal resource consumption, and to promote clean and sustainable resources and energies.

### **ENERGY CONSUMPTION**

In 2022, the energy consumption of the Group was mainly purchased electricity. The Group encourages all staff to save electrical energy during the production process and office work. The Group arranges cleaners to conduct inspections during the non-office hours to ensure that the electric devices such as lighting equipment have been switched-off.

In response to the energy consumption in solid waste treatment, the Group enhances the measures on stacking fermentation of waste to increase the heat utilisation ratio and also adopts variable frequency control for large-power motors in order to reduce self-consumed electricity and increase the on-grid energy. Waste-to-energy incineration is a way to achieve “reduction, resource utilisation and harmlessness” through incineration, converting thermal energy from incineration to electricity to avoid wastage of resources. The Group adopts advanced operating technology during the incineration process, enhance the thermal insulation effect of the equipment and recycle thermal energy for secondary use to increase the re-utilisation rate of energy. Moreover, metering devices for electricity, water and heat, etc. are installed at the energy supply accesses to measure the energy used, in order to control consumption and reduce costs.

本集團對各營運項目進行日常監控統計分析以掌握能源、水資源和原材料消耗情況，從而核定能耗、水耗和原材料消耗的指標，對各項目進行監督考核。除遵守國家相關法律法規以外，本集團亦制訂了一系列內部監控、管理及考核制度，建立能源消耗總量控制目標，並對能源消耗總量增長過快的生產項目及時作出預警和調控，確保本集團能保持高標準運營的同時有效利用資源。本集團始終致力使用最少的資源為客戶和環境創造最大的效益，推進有效的資源與能源運用的可持續發展。

### **能源消耗**

本集團於二零二二年的能源消耗主要為外購電力消耗。在生產和辦公過程中，本集團倡導廣大員工節約用電。本集團亦安排保潔人員在非辦公時間進行巡查，確保照明設備等用電設備處於關閉狀態。

針對固廢處理中的能源消耗，本集團重點改善了垃圾堆放發酵的措施以提高熱量利用率，亦對大功率電機採用變頻調節從而節約自用電並增加上網電量。垃圾焚燒發電是通過焚燒實現「減量化、資源化及無害化」，利用焚燒的熱能轉化為電能，避免資源浪費。在焚燒過程中，本集團採用先進的操作工藝，加強設備的隔熱保溫效果，通過二次熱能的回收利用手段，提高能源的再利用率。與此同時，本集團在能源供應入口安裝電、水及熱等計量裝置，對所用能源進行計量，以控制消耗、減少浪費。

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In order to increase the energy utilisation rate in the process of wastewater treatment, the Group focuses on technological transformation of key equipment with high energy consumption and low efficiency, including improving the energy utilisation rate of the lifting pump, air blower and sludge dewatering systems, etc. In addition, the Group will continuously develop and promote new green technologies to reduce energy consumption. In order to increase the energy utilisation rate in the process of water supply, the Group continues to innovate production technology and improve the production management system to increase water production rate.

In 2022, the Group's total energy consumption intensity decreased by approximately 1% as compared to 2021. However, due to the decrease in gross floor area, the total energy consumption intensity of the Group in 2022 increased by approximately 3% as compared to 2021. The Group's energy consumption performance is summarised as follows:

針對污水處理中的能源消耗，為提高能源利用率，本集團重點對能耗大及效率低的關鍵設備進行了技術改造，其中包括提升泵、鼓風機及污泥脫水系統等的能源利用率。此外，本集團不斷研發推廣綠色新技術以減少工藝環節的能源消耗。針對供水過程中的能源消耗，為提高能源利用率，本集團不斷革新生產技術、完善生產管理制度，以提高產水率。

於二零二二年，本集團的能源消耗總量較二零二一年相比減少了約1%。但由於建築面積減少，本集團二零二二年的能源消耗總量密度與二零二一年相比增加約3%。本集團的能源消耗表現概述如下：

Type of energy 能源種類	Unit 單位	2022 二零二二年	2021 二零二一年
Direct energy consumption 直接能源消耗	kWh 千瓦時	—	—
Indirect energy consumption 間接能源消耗			
— Electricity — 電力	kWh 千瓦時	471,551,193.06	476,027,301.43
<b>Total energy consumption volume 能源消耗總量</b>	<b>kWh 千瓦時</b>	<b>471,551,193.06</b>	<b>476,027,301.43</b>
Total energy consumption intensity 能源消耗總量密度	kWh/sq.m 千瓦時／平方米	<b>86.31</b>	83.82

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## 環境、社會及管治報告

### WATER CONSUMPTION

The Group helps people in different regions to resolve water supply problems and provides them with healthy and sufficient tap water. In 2022, the volume of water sold by the Group amounted to approximately 239,632,500.00 m<sup>3</sup> and the volume of wastewater treated by the Group amounted to approximately 662,170,634.00 m<sup>3</sup> (2021: the volume of water sold by the Group amounted to approximately 252,504,290.00 m<sup>3</sup> and the volume of wastewater treated by the Group amounted to approximately 755,529,870.00 m<sup>3</sup>). The Group requires all its operating projects to use reclaimed water for flushing and cooling of equipment if permitted and to use reclaimed water for all greenery in factories and office areas, so as to reduce water resource consumption during the production process. To further reduce water consumption, water in all the solid waste treatment facilities is fully recycled and reclaimed water is also used as flushing water in some toilets. The Group also sets a target to maintain the percentage of reclaimed water consumption to enhance employees' awareness of water conservation. Moreover, the Group invests resources to carry out activities such as posting water conservation signs to remind staff to save water.

Due to the increase in the quantity and treatment scope of the wastewater treatment projects, the total water consumption intensity of the Group in 2022 increased by approximately 11% as compared to 2021. In 2022, the water consumption performance of the Group is summarised as follows:

Type of water 用水類型	Unit 單位	2022 二零二二年	2021 二零二一年
Reclaimed water 再生用水	m <sup>3</sup> 立方米	12,184,802.54	11,747,970.66
Tap water 自來水	m <sup>3</sup> 立方米	22,069,735.07	20,386,310.55
<b>Total water consumption 耗水總量</b>	<b>m<sup>3</sup> 立方米</b>	<b>34,254,537.61</b>	<b>32,134,282.21</b>
Total water consumption intensity 耗水總量密度	m <sup>3</sup> /sq.m. 立方米/平方米	6.27	5.66

For the Group's water supply business, the Group draws water from local sources with proper government approval. Therefore, the Group does not have any water sourcing issues.

### 水源消耗

本集團幫助不同地區的民眾解決水資源的供給問題，為民眾提供健康、充裕的自來水。本集團於二零二二年的售水量約為239,632,500.00立方米，而污水處理量約為662,170,634.00立方米(二零二一年：售水量約為252,504,290.00立方米，而污水處理量約為755,529,870.00立方米)。本集團要求各營運項目在生產設備允許範圍內使用再生水對設備進行沖洗和冷卻，廠區及辦公區綠化用水全部使用再生水，以降低生產過程中的水資源消耗。為進一步用水量，本集團污水處理設施用水盡量採取循環利用，並將部分衛生間沖洗水改用再生水。本集團亦設定維持再生水消耗量百分比的目標，以提升員工節約用水意識。除此之外，本集團亦投入資源開展活動，通過張貼節約用水標識等方式提醒全體員工節約用水。

由於污水處理項目的數量和處理範圍增加，本集團二零二二年的耗水密度與二零二一年相比上升了約11%。於二零二二年，本集團的用水表現概述如下：

因本集團的供水業務在獲得當地政府的批覆後從自然水體引水，所以在求取適用水源上不存在問題。



### **USE OF PACKAGING MATERIALS**

As an environmental-friendly water service enterprise, the Group does not use any packaging materials during the daily course of its business operations.

### **包裝材料使用**

作為水務環保企業，本集團於日常業務運作中不涉及包裝材料。

## **A3. The Environment and Natural Resources**

### **ENVIRONMENTAL IMPACT MANAGEMENT**

The construction of environmental protection projects will have certain impact on the environment and natural resources. The Group considers such impact as one of the key factors when making investment decisions. The Group performs evaluation of the abovementioned impact according to relevant laws and regulations. The Group applies “simultaneous design, construction and operation” acceptance check after the project has been put into operation to meet the requirements of the relevant laws, regulations and policies. Besides, the Group has also developed relevant systems and procedures to monitor and manage environmental impact of all projects in order to avoid excessive use and waste of natural resources, minimise the negative impact of the Group’s business operation on the environment, thus achieving sustainable development and creating long-term value for the Group’s stakeholders and communities.

As treated wastewater in the wastewater treatment business will be ultimately discharged to the environment, the Group strictly adheres to the processing requirements to guarantee the stable quality of treated water and reduce its impact on the environment. In addition, the Group has strengthened the maintenance and repair of drainage pipelines and sewage treatment equipment to ensure the integrity and normal operation of pipelines and equipment and to eliminate accidental discharge. When abnormal problems are found, the Group will contact and report to the environmental protection department in time.

## **A3. 環境及天然資源**

### **環境影響管理**

環保項目的建設對環境和天然資源會產生一定影響，因此本集團將項目對環境的影響列入考慮投資決策時的重點因素。本集團建設的項目一律按照相關的法律法規要求進行環境影響的評價，並在項目建設投運後申請環保「三同時」驗收，確保所有項目的建設、運行都同時滿足政策法規的要求。此外，本集團也制訂了相關制度程序，對所有項目建設的環境影響進行監控和管理，避免濫用及損耗天然資源的情況發生，盡量減少本集團的業務經營對環境造成的負面影響，從而達致可持續發展，為本集團的持份者及社區締造長遠價值。

因污水處理業務中處理後的污水需排入自然環境中，為減少污水對環境的影響，本集團在項目運營過程中嚴格執行工藝紀律，確保出水水質穩定達標。此外，本集團加強了排水管道和污水處理設備的保養和維修，保證管道、設備完整，正常運行，杜絕事故排放。當發現異常問題時，本集團會及時與環保部門聯繫並匯報。

## Environmental, Social & Governance Report 環境、社會及管治報告

The Group attaches great importance to the treatment of pollutants including exhaust gas, liquid waste, odour and equipment noise generated in the solid waste treatment process, and takes various control measures for various pollutants to eliminate the environmental pollution caused by solid wastes and plays a positive role in protecting water and soil. The treatments are as follows:

- In addition to fly ash, exhaust gas also contain harmful substances including  $\text{NO}_x$ , Sulphur dioxide (“ $\text{SO}_2$ ”), hydrogen chloride (“ $\text{HCl}$ ”), heavy metals and dioxins. The major harmful substances are organic substances including dioxins, which are controlled with the more economical and effective “3T+E” technology;
- After treatment of liquid waste with the professional wastewater treatment system set up in the plant, the effluent will be reused or used for greening and road cleaning; and
- Odour is used as combustion gas, or effective measures including adsorption and filtration with adsorption device using activated carbon are adopted to ensure air quality.

For the thermal pollution during production process, the Group has adopted advanced thermal insulation material within the reporting scope to provide the heat generation equipment with thermal insulation treatment in order to ensure that the heat source point reaches the operation standard.

For the noise pollution during production process, the Group has installed blimps for the noise-generating equipment and utilised green plants to absorb noise according to function zoning, so that the noise emission can meet the standard. The Group has also formulated a completed job post system and detailed operating procedures, strengthened the maintenance and management of noisy equipment, paid close attention to the effectiveness of equipment operation conditions and noise reduction measures, found and solved problems in time, and ensured the stable and normal function of noise control measures.

本集團亦針對固廢處理過程中產生的煙氣、廢液、臭氣、設備噪聲等污染物的治理給予了高度重視，並對各種污染物採取了治理措施。不僅消除了固體廢棄物對環境的污染，也對保護水體和土壤起到了積極作用。治理措施如下：

- 除飛灰外，煙氣還含有  $\text{NO}_x$ 、二氧化硫（「 $\text{SO}_2$ 」）、氯化氫（「 $\text{HCl}$ 」）、重金屬和二噁英類等有害物質。本集團會採用較為經濟、有效的「3T+E」技術予以抑制最為主要且有害的二噁英類物質等有機物；
- 廢液通過廠區設置的專業廢水處理系統處理後，將在作為中水回用於綠化及道路清洗等；及
- 把臭氣作為助燃氣體，或通過活性炭吸附式裝置吸附過濾等有效措施確保空氣質量。

對於生產過程中的熱污染，本集團於報告範圍內採用先進的隔熱材料對產熱設備進行隔熱處理，確保熱源點達到作業標準。

針對生產過程中的噪音污染，本集團對產生噪聲的設備安裝隔音罩，並根據功能分區，利用綠色植物吸聲降噪，使得噪音排放達標。本集團已制定完善的崗位制度和詳細的操作規程，加強高噪聲設備的維護和管理，密切注意設備運行工況和降噪措施的有效性，及時發現解決問題，確保各噪聲控制措施穩定、正常發揮作用。



### A4. Climate Change

Climate change posed escalating risks and challenges on the global economy, which may also negatively affect the operations and services of the Group. Therefore, the Group deeply understands the importance of identifying and mitigating any significant impacts of climate change. In accordance with the recommendations of the Task Force on Climate-Related Financial Disclosures (“TCFD”) established by the Financial Stability Board, the management of the Group has assessed and is fully aware of climate-related risks affecting the Group’s operations, and has taken corresponding management measures. Based on the assessment results, the Group has incorporated climate risks into internal control processes to manage and review climate-related risks and seize related opportunities.

#### **PHYSICAL RISKS**

Extreme weather conditions, such as extremely cold or hot, storm, heavy rain and typhoon, appear more frequently and its severity increased gradually, which may result in risk of reduction in productivity, interruption of the supply chain, and damage to the assets of the Group, and even interrupt the operation of the sewage treatment plant of the Group. And this may result in decrease in the Group’s revenue, and increase in the cost of repairing or restoring damaged location. Extreme weather events may also hinder the work of employees and even cause casualties. In response, the Group has developed a business continuity plan, which is designed to reduce or avoid losses when extreme weather affects the Group’s place of operation. The Group will also identify such risks and give priority to those with serious impact so that preventive measures can be taken in the first place. At the same time, the Group will study the possibility of changing its business model to reduce or avoid these serious impacts on its business operations.

### A4. 氣候變化

氣候變化為全球經濟帶來的風險和挑戰不斷升級，亦可能對本集團的業務及服務帶來負面影響。因此，本集團深明識別和減輕氣候變化帶來的任何重大影響的重要性。根據金融穩定委員會成立的氣候相關財務信息披露工作組（「TCFD」）的建議，本集團管理層已評估並知悉對本集團業務有所影響的氣候實體與轉型風險並已採取相應的管理措施。本集團已根據評估結果，將氣候風險納入內部控制流程，以管理和審查氣候相關風險並把握相關機遇。

#### **實體風險**

極寒或極熱、風暴、暴雨及颱風等極端天氣事件的頻率及嚴重程度逐漸增加，可能會產能下降、中斷供應鏈以及損害本集團資產的風險，甚至使本集團污水處理廠的營運中斷並導致收入減少和使修復或恢復受損地點的成本增加。除此之外，極端天氣事件亦可能會阻礙員工工作，甚至造成人命傷亡。作為應對措施，本集團制定了業務連續性計劃，旨在極端天氣影響本集團經營地點時減少或避免損失。本集團將識別該等風險，並優先考慮具有嚴重影響的風險，以便於第一時間採取預防措施。同時，本集團將研究改變業務模式的可能性，以減少或避免這些對業務營運的嚴重影響。

# Environmental, Social & Governance Report

## 環境、社會及管治報告

### **TRANSITION RISKS**

In order to achieve sustainable development and move towards the vision of “carbon emission peak by 2030, carbon neutrality by 2060”, each of local governments has enacted climate-related legislation or tightened relevant regulations to support the global decarbonisation target. For example, Chinese government’s competent regulatory authorities commence to set limits on GHG emissions and implement mandatory carbon trading policy, which could increase relevant operating costs. The Group will strengthen communication with regulatory authorities and make proactive business adjustments according to changes in regulations and policies in a timely manner. In addition, the Group will conduct additional investigations as necessary to identify carbon emission hotspots in its operations and explore ways to improve them.

In addition, the Stock Exchange requires public companies to strengthen climate-related disclosure in their ESG reports, which may increase operating costs. Failure to meet climate change-related compliance requirements may expose the Group to the risk of claims and litigation, which may result in a decline in corporate reputation. Therefore, the Group will regularly monitor existing and emerging trends, policies and regulations related to climate change to avoid reputational risks arising from a slow response. In addition, in order to reduce the Group’s environmental impact and meet the requirements of the Stock Exchange, the Group has set targets to reduce energy consumption and GHG emissions. The Group will continue to evaluate the effectiveness of its actions on climate change and enhance its capacity to address climate-related issues.

### **轉型風險**

為實現可持續發展，並朝著「2030 碳達峰、2060 碳中和」的願景邁進，各地政府相繼制訂氣候相關立法或收緊法規，以支持全球脫碳的目標。例如，中國政府的相關監管部門開始對溫室氣體排放設置限制，並開始推行強制碳交易的方針，此可能會令相關運營成本增加。本集團將會加強與各監管部門的溝通聯繫，以及時根據法規和政策的變化作出主動的業務調整。以外，本集團將按需要展開額外調查，以鎖定營運過程中的碳排放熱點，並研究改善的方法。

此外，聯交所亦要求上市公司在其 ESG 報告中加強與氣候相關的披露，相關運營成本可能會因而增加。如未能滿足氣候變化相關的合規要求，本集團可能會面臨索賠和訴訟風險，使企業聲譽可能下降。本集團將會定期監測與氣候變化有關的現有及新興趨勢、政策及法規，以避免因反應遲緩而導致的聲譽風險。此外，為減少本集團對環境的影響及符合聯交所的要求，本集團已制定減少能源消耗和溫室氣體排放的目標。本集團將繼續評估本集團應對氣候變化行動的有效性，並增強其應對氣候相關問題的能力。

### OPPORTUNITIES

With the formation of a global consensus on the goal of “dual carbon”, Yunnan Water, as a leading integrated urban environmental service provider, has ushered in unprecedented development opportunities. Yunnan Water has seized the market opportunities and new pattern, constantly explored and innovated, independently developed more than 200 patents, realised the great leap forward development from Yunnan to the whole country and the whole industrial chain layout and project reserve in the fields of water supply, sewage, membrane materials, solid waste, medical waste and hazardous waste, and has its own competitive advantages such as policy support, market-oriented management team and professional core technology. The Group is committed to be integrated environmental services provider at the municipal level based in Yunnan, covering the nation and moving towards to South Asia and Southeast Asia, with core technology, strong investment and financing capacity, core competitiveness and social influence.

Since the China Environment Chamber of Commerce released the annual “Top 50 Environmental Enterprises in China”, the Group has also been included in the list every year. In recent years, the world’s major economies have also successively launched relevant policy measures and policy guidelines, and green and sustainable financial markets are becoming more and more vigorous. Since 2021, the Group has implemented the “CITIC Trust • Yunnan Water Carbon Neutral Green Renewable Creditor’s Right Collective Investment Trust Fund”, used the funds to increase the construction of environmental protection projects, successfully promoted the Group to further expand its market and accelerate its transformation to urban environmental integrated service provider.

### 機遇

隨著全球碳達峰、碳中和「雙碳」目標共識的形成，本集團作為領先的城鎮環境綜合服務商迎來前所未有的發展機遇。本集團緊抓市場機遇和新格局，不斷開拓創新，獨自研發200餘項專利，實現了從雲南走向全國的跨越式發展，在供水、污水、膜材料以及固廢、醫廢、危廢等領域實現了全產業鏈佈局和項目儲備，具備政策支持、市場化經營團隊、專業核心技術等自身競爭優勢。本集團致力成為立足雲南、面向全國、走向南亞及東南亞，擁有核心技術及強大投融資能力，具備核心競爭力及社會影響力的城鎮環境綜合服務商。

自全國工商聯環境商會發佈年度「中國環境企業50強榜單」以來，本集團每年也被列入榜單中。近年來，世界各主要經濟體也陸續推出了相關政策措施以及政策指引，綠色和可持續金融市場亦越來越蓬勃。自二零二一年，本集團實施「中信信託•雲南水務碳中和綠色可續期債權投資集合資金信託計劃」，將資金用於增加環保項目的建設，成功推動本集團進一步擴充市場，加快向城鎮環境綜合服務商轉型。

# Environmental, Social & Governance Report

## 環境、社會及管治報告

### B. SOCIAL

#### B1. Employment

Employees are the largest and most valuable asset of the Group and the core of our competitive advantage. Therefore, the success of the Group depends heavily on the ability to attract, train and retain employees. The Group adheres to the people-oriented principle, respects and protects the legitimate rights and interests of every employee, strictly regulates labour and employment management, and guarantees employees' occupational health and safety. The Group has also formulated a series of relevant personnel management policies in accordance with relevant laws and regulations to protect the vital interests of employees, fully respect and value the enthusiasm and creativity of employees, aiming to build a harmonious employment relationship, provide employees with healthy, sunny and positive working atmosphere, and to guide employees to actively integrate their personal pursuits into the long-term development of the Group.

The Group has complied with all laws and regulations related to salary compensation and dismissal, recruitment and promotion, working hours, holidays, equal opportunities, diversity, antidiscrimination and other treatment package and benefits, including but not limited to the "Company Law of the PRC", the "Contract Law of the PRC", the "Labour Contract Law of the PRC" and the "Labour Security Supervision Regulations in the PRC". In 2022, the Group was not aware of any material non-compliance with labour laws and regulations that would have a significant impact on the Group.

### B. 社會

#### B1. 僱傭

員工是本集團最大及最具價值的資產和競爭優勢的核心，因此本集團的成功十分依賴於吸引、培養及留住員工的能力。本集團堅持以人為本，並尊重和保障每一位員工的合法權益，嚴格規範勞動僱傭管理，保障員工職業健康安全。本集團亦根據相關法律及規例制定了一系列相關人事管理政策以維護員工切身利益，充分尊重和重視激發員工積極性和創造力，以構建和諧的僱傭關係，為員工提供健康、陽光和積極的工作氛圍，引導員工積極將個人追求融入到本集團長遠發展之中。

本集團已遵守所有與薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律及規例，包括但不限於中國內地的《中華人民共和國公司法》、《中華人民共和國合同法》、《中華人民共和國勞動合同法》及《勞動保障監察條例》等。於二零二二年，本集團並不知悉任何嚴重違反勞工法律及法規，而對本集團造成重大影響)。

# Environmental, Social & Governance Report

## 環境、社會及管治報告

As at 31 December 2022, the Group has a total of 6,516 (as at 31 December 2021: 6,998) employees within the reporting scope of the Report, all of whom are full-time employees. Employees by gender, age group, employment category and region are as follows:

截至二零二二年十二月三十一日，本集團於本報告範圍內合共有6,516名僱員(截至二零二一年十二月三十一日：6,998名)，均為全職僱員。僱員按性別、年齡組別及地區的劃分如下：

Number of employees	僱員人數	As at 31 December 2022 截至二零二二年 十二月三十一日	As at 31 December 2021 截至二零二一年 十二月三十一日
<b>By gender</b>			
	以性別劃分		
Male	男性	<b>4,376</b>	4,695
Female	女性	<b>2,140</b>	2,303
<b>By age group</b>			
	以年齡組別劃分		
30 years old or under	30歲或以下	<b>1,319</b>	1,561
31–40 years old	31至40歲	<b>2,412</b>	2,511
41–50 years old	41至50歲	<b>1,803</b>	1,939
51 years old or above	51歲或以上	<b>982</b>	987
<b>By region</b>			
	以地區劃分		
Mainland of PRC	中國內地	<b>6,127</b>	6,606
Hong Kong	香港	<b>9</b>	10
Others	其他	<b>380</b>	382

### RECRUITMENT, PROMOTION, REWARD AND DISMISSAL

The Group carries out open social recruitment in the market and around the world following the principles of fairness, equality and competition, and makes overall assessment and recruitment on a selective basis. The Group also recruits excellent college students through campus recruitment, and enables college students move forward courageously toward their career goals under the professional and all-round talent development mechanism. After employees are hired, the Group enters into labour contracts with employees in accordance with labour laws and regulations to effectively protect rights and interests of employees.

### 招聘、晉升、獎勵及解聘

人員招聘方面，本集團以公開、平等、競爭、擇優的原則吸納人才，採用市場化與國際化相結合公開進行社會招聘，全面考核，擇優錄用。本集團亦透過學校招聘招募優秀的大學生，並在專業和全方位的人才發展機制下，讓大學生們朝著職業生涯目標奮勇前行。本集團在員工錄用後嚴格按照勞動法規與員工簽訂勞動用工合同，切實保障員工權益。



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Guided by target results, the Group has established an employee performance appraisal system that covers employee performance, competencies, attitudes, etc., and appropriately applies the appraisal results to employee performance pay, promotion and salary adjustments. In order to create a healthy, diversified and inclusive working environment, all promotion, salary review and position transfer decisions are based on the individual performance of employees and the business conditions of the Group for objective consideration.

In 2022, the Group's overall turnover rate<sup>4</sup> was approximately 17.37% (2021: approximately 16.59%). The employee turnover rates<sup>4</sup> by gender, age group and geographical region are as follows:

本集團以目標結果為導向，建立了員工績效考核體系，覆蓋員工業績、能力、態度等方面，並恰當地將考核結果運用於員工績效工資、職務晉升和工資調整。為營造健康、多元化及共融的工作環境，一切升遷、薪酬回顧及調職決定均以員工個人表現配合本集團業務情況作客觀考慮。

於二零二二年，本集團的整體僱員流失率<sup>4</sup>約為17.37%（二零二一年：約16.59%）。按性別、年齡組別及地區劃分的僱員流失率<sup>4</sup>如下：

The employee turnover rates <sup>4</sup>		僱員流失率 <sup>4</sup>	2022 二零二二年	2021 二零二一年
<b>By gender</b>		以性別劃分		
Male		男性	18.62%	17.89%
Female		女性	14.81%	13.94%
<b>By age group</b>		以年齡組別劃分		
30 years old or under		30歲或以下	23.96%	22.29%
31–40 years old		31–40歲	14.18%	14.70%
41–50 years old		41–50歲	13.98%	13.41%
51 years old or above		51歲或以上	22.61%	18.64%
<b>By region</b>		以地區劃分		
Mainland of PRC		中國內地	17.97%	17.11%
Hong Kong		香港	22.22%	—
Others		其他	7.63%	8.12%

Notes:

4. Employee turnover rate in the category =  $X/Y * 100\%$

X = Number of employees leaving employment in the category during the year  
Y = Number of employees in the category at the end of the year

備註：

4. 該類別僱員流失率 =  $X/Y * 100\%$

X = 年內該類別離職僱員人數  
Y = 年末該類別僱員人數

### REMUNERATION AND BENEFITS

On the basis of evaluating the value of employees' positions, the Group has established a fair, reasonable and competitive remuneration and benefits system based on its business strategy and with reference to the industry level and regional level. At the same time, the Group strictly abides by the relevant laws and regulations, continuously improves employee benefits and reviews the working hours of employees, pays various statutory social insurances according to laws, and guarantees that employees enjoy statutory holidays and other benefits. In addition, our employees are entitled to paid annual leave, wedding leave, maternity leave and other holidays.

### 薪酬福利

本集團在對員工崗位價值進行評估的基礎上，以本集團經營戰略為導向，參考行業水平和地區水平，制定了一套公平、合理且有競爭力的薪酬及福利體系。同時，本集團嚴格遵守適用國家的相關法律及規例，不斷完善員工福利待遇及檢討員工的工作時數，依法繳納了各項法定社會保險並保障員工享受社會法定假日等福利。除此之外，員工還可享受帶薪年休假、婚假、產假等假期。

#### Case Study: All levels of trade unions under the Group carry out the March 8th Festival activities

##### 個案研究：本集團所屬各級工會開展三八節活動

In order to welcome the International Women's Day on March 8th, enrich the cultural life of female employees, and enhance their sense of happiness and belonging, trade unions at all levels under Yunnan Water actively carried out activities on March 8th, including the "Gathering in Xishan, Meeting for Health" mountaineering activity, the "Showcasing the Charm of Women and the Warmth of Border Water Company" activity, and carry out an outing activity in Nujiang Liuku.

為迎接「三八國際勞動婦女節」，豐富女職工的文化生活，增強廣大女職工的幸福感和歸屬感，三月八日，雲南水務所屬各級工會積極開展三八節活動，包括「相聚西山、相約健康」登山活動、「巾幗展風采邊疆水務情」活動，以及怒江六庫開展踏青活動。

### EQUAL OPPORTUNITIES

The Group has strictly complied with relevant national and local government laws and regulations, adopted a fair, just and open recruitment process, and formulated relevant systems to eliminate discrimination in recruitment process, no employee will be discriminated against due to factors such as race, gender, colour, age, family background, national tradition, religion, physical fitness and nationality, so that employees can enjoy fair treatment at all stages of recruitment, salary, training, promotion, termination of labour contracts and retirement, and we can also try our best to recruit professionals with different backgrounds to join the Group. The Group is committed to providing equal opportunities in all aspects and maintaining diversity of employees, and also strongly prohibits any unfair treatment.

### 平等機會

本集團嚴格遵守國家及地方政府各項法規，採取公平、公正及公開的招聘流程，制定了相關制度以杜絕招聘過程中的歧視現象，不因種族、性別、膚色、年齡、家庭背景、民族傳統、宗教、身體素質和國籍等因素歧視任何一位員工，讓員工在招聘、薪酬、培訓、晉升、終止勞動合同及退休等各個階段享受公平待遇，以盡力羅致不同背景的專才加入本集團。本集團致力於在所有方面提供平等機會並承諾保持員工多元化，亦強力禁止任何不公平對待。



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### B2. Health and Safety

The Group regards employees as important assets of the Group and therefore attach great importance to occupational health and safety management in the production and operation process. The Group has complied with all laws and regulations related to providing a safe working environment and protecting employees from occupational hazards, including but not limited to the “Safety Production Law of the PRC”, the “Law of the PRC on the Prevention and Control of Occupational Disease”, the “Fire Protection Law of the PRC”, the “Special Equipment Safety Law of the PRC”, the “Special Equipment Safety Supervision Regulations and the Hazardous Chemicals Safety Management Regulations in Mainland China” and the laws and regulations of other applicable countries. In the past three years (including 2022), the Group has not found any major violations of applicable national laws and regulations related to health and safety that have a significant impact on the Group, nor has it recorded any work-related death accident, nor working days lost due to work related injuries (2021: has not recorded any work-related death accident, nor working days lost due to work related injuries).

The Group has implemented the safe production responsibility at each level, carried out hazard identification and risk assessment, and strengthened hazardous operation management during the operating management process. Safety inspection is conducted regularly to eliminate hidden safety hazard at the production site and prevent the occurrence of accidents. During the project construction process, the Group is committed to fulfilling the safety responsibilities of the owner, and has formulated a series of safety measures and policies to enhance safety monitoring in order to ensure construction safety and provide its staff with a safe working environment. The Group has also obtained the OHSAS18001 International Management System Certificate and further strengthened the operation and management of the occupational health and safety management system.

### B2. 健康與安全

本集團視僱員為本集團之重要資產，因此在生產經營過程中高度重視職業健康與安全管理。本集團已遵守所有與提供安全工作環境及保障僱員避免職業性危害有關的法律及規例，包括但不限於中國內地的《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》、《中華人民共和國消防法》、《中華人民共和國特種設備安全法》、《特種設備安全監察條例》、《危險化學品安全管理條例》及其他適用國家之法律及規例。過去三年（包括二零二二年），本集團均無發現任何對本集團造成重大影響的健康與安全相關的適用國家法律及規例之重大違規事宜，亦無錄得任何因工作關係而導致死亡的意外事件，或因工傷而損失之工作日數（二零二一年：無錄得因工作死亡事件或因工傷損失之工作日數）。

本集團在運營管理過程中層層落實安全生產職責，開展危險辨識和風險評價，加強危險作業管理，定期開展安全檢查，消除生產現場的安全隱患，杜絕安全生產事故的發生。在項目建設過程中，本集團認真落實業主方的安全職責，並已制定一系列安全措施和政策，加強安全監管，確保施工安全，為員工提供一個安全的工作環境。本集團亦取得OHSAS18001的國際管理體系認證，進一步強化職業健康安全管理体系的運作和管理。

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The Group has implemented the following measures to create and maintain a safe working environment for employees:

- Set up a safety management organisation in accordance with regulations;
- Hire registered safety engineers;
- Appoint safety management personnel;
- Formulate safety, quality and environmental management policies and targets;
- Establish a safety management system and system;
- Compile and publish a comprehensive emergency response and rescue plan for production safety accidents and a special emergency response plan for safety accidents; and
- Establish a safety production committee and hold regular meetings to study, deploy and solve problems in the production safety management process.

本集團已實施了以下措施，務求為僱員營造及維持安全工作環境：

- 按規定成立安全管理機構；
- 聘請國家註冊安全工程師；
- 任命安全管理人員；
- 制定安全、質量、環境管理方針和目標；
- 建立安全管理制度和體系；
- 編製並發佈生產安全事故綜合應急救援綜合預案和生產安全事故專項應急預案；及
- 成立安全生產委員會並定期召開會議，研究、部署和解決生產安全管理過程中存在的問題。

### **PREVENTIVE AND CONTROL MEASURES OF PANDEMIC**

Since the outbreak of Pandemic, the Group has conscientiously implemented the deployment of Pandemic prevention and control by superior government departments and the Group, established a leading group for Pandemic prevention and control, and formulated and issued the implementation plan for Pandemic prevention and control and the emergency rescue plan for Pandemic prevention and control. The Group has incorporated the emergency management of outbreak prevention and control into the construction of emergency management system, established and improved emergency systems and plans such as "Emergency Response Plan Management System" (《突發事件應急預案管理制度》), "Emergency Rescue Plan for COVID-19" (《新冠肺炎疫情應急救援預案》), and "Emergency Plan for Medical Waste Disposal during Major Pandemic" (《重大疫情期間醫療廢物處置應急預案》).

### **疫情防控措施**

疫情爆發以來，本集團認真貫徹落實上級政府部門以及本集團的疫情防控工作部署，成立疫情防控工作領導小組，制定及下發疫情防控實施方案和疫情防控應急救援預案。本集團已將突發疫情防控應急管理納入應急管理體系建設，建立健全《突發事件應急預案管理制度》、《新冠肺炎疫情應急救援預案》及《重大疫情期間醫療廢物處置應急預案》等應急制度及預案。

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Due to the obvious rebound of the global Pandemic, the local aggregated Pandemic caused by overseas import has successively affected many provinces. In order to further implement the Pandemic prevention and control work, the Group held three special meetings on Pandemic prevention and control in 2022. The special meeting on Pandemic prevention and control was held in the form of on-site and video. Members of the Group's leading group, main heads of various departments, and main heads of major regions and wholly-owned subsidiaries also participated. The meeting informed the Pandemic situation at home and abroad and the Pandemic prevention and control of the Group. The meeting mainly covered the Pandemic situation at home and abroad and the Pandemic prevention and control situation of the Group, analysed the current situation and challenges of Pandemic prevention and control of the Group, and the requirements of Pandemic prevention and control of the Group. The requirements of the Group's Pandemic prevention and control include but are not limited to:

- Improve the awareness of prevention and control and implement individual prevention and control;
- Strictly control gathering meetings, training and other activities;
- Accelerate the vaccination work; and
- Strengthen emergency response. Strictly abide by the relevant requirements of Pandemic prevention and control, and actively cooperate with the implementation of normalised prevention and control measures.

### **SAFETY PRODUCTION AND QUALITY TRAINING**

The Group actively carries out safety trainings and education for the staff, regularly enhance the professional skill and safety awareness of the staff. The Group also distributes labour insurance supplies on time in accordance with the labour insurance supplies management system and organises regular health checks every year for its staff in order to prevent them from being exposed to occupational harm and occupational diseases.

因應全球疫情反彈明顯，境外輸入引發的本土聚集性疫情已先後波及多個省份，為了進一步做好疫情防控工作，於二零二二年，本集團共召開三次疫情防控專題會。疫情防控專題會以現場和視頻形式進行，本集團領導班子成員，各部門主要負責人，以及各大區、全資子公司主要的負責人亦有參與。通報了國內和國外的疫情情況及本集團的疫情防控情況。會議主要涵蓋了國內和國外的疫情情況及本集團的疫情防控情況、分析當前本集團疫情防控面臨的形勢和挑戰，以及本集團疫情防控工作的要求。本集團疫情防控工作的要求包括但不限於：

- 提高防控意識，落實個人防控；
- 嚴格控制聚集性的會議、培訓等活動；
- 加快推進疫苗接種工作；及
- 強化應急處置工作。嚴格遵守疫情防控相關要求，積極配合落實常態化防控措施。

### **安全生產及質量培訓**

本集團積極開展員工安全培訓教育，不斷提高員工的業務技能和安全意識，並按照本集團勞保用品管理制度，按時發放勞保用品，每年定期組織員工進行健康體檢，避免員工在日常工作過程中受到職業性危害及職業病的發生。

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The Group has also formulated a series of emergency plans to deal with emergencies, such as the “Comprehensive Emergency Plan for Production Safety Accidents” and the “Emergency Plan for Sudden Environmental Incidents”, etc., and requires to organise no less than one flood prevention drill training activity every year; the fire and earthquake prevention equipment and facilities shall be inspected at least once a year to ensure that they are all in good condition. We strive to improve the ability of employees to deal with emergencies through emergency drills for production safety accidents.

本集團亦為應付突發事件而制定一系列應急預案，例如《生產安全事故綜合應急預案》及《突發性環境事件應急預案》等，並要求每年組織不少於一次的防洪演習培訓活動以及每年對防火防震設施至少進行一次檢查，以確保設備、設施全部完好。務求通過生產安全事故應急演練，提高員工對突發事件的處置能力。

### Case study: “Safe Production Month” Emergency Drill Activity

#### 個案研究：「安全生產月」應急演練活動

In June 2022, the Group launched a series of safety production month activities with the theme of “complying with the safety production law and being the first responsible person”, advocating for the various safety production responsibilities of the main responsible persons of the enterprise, improving the safety awareness of all employees, eliminating various safety hazards, and continuously consolidating the foundation of safety management.

本集團於二零二二年六月開展以「遵守安全生產法，當好第一責任人」為主題的系列安全生產月活動，倡導企業主要負責人的各項安全生產職責，提高全員安全意識，消除各類安全隱患，不斷夯實安全管理基礎。

Zhengxiao Environmental Protection also organised emergency drills for sudden Pandemic events, firefighting, and emergency evacuation in June. This exercise has established two exercise projects based on the risk characteristics of Zhengxiao Environmental Protection business, namely fire extinguishing and emergency evacuation, and emergency response to sudden Pandemic events. Fire extinguishing and emergency evacuation drills include three projects: personnel emergency evacuation, rescue of trapped personnel, and fire extinguishing drills.

正曉環保亦於六月組織開展突發疫情事件和滅火及應急疏散應急演練活動。該演練根據正曉環保業務風險特點設立了滅火和應急疏散、突發疫情事件應急處置兩個演練項目。滅火和應急疏散演練包括人員應急疏散、解救被困人員及滅火演練三個項目。

On 20 June, Yunnan Water, in collaboration with the property management company, held emergency evacuation and fire drill activities in the headquarters office park. The exercise subjects include emergency evacuation, casualty rescue, and fire extinguishing exercises. During the drill, the plan was initiated quickly and timely, the organisation and command were scientific and orderly, the department coordination and cooperation were in place, and the participants were in good order, demonstrating good emergency response capabilities from the occurrence of accidents to the elimination of safety hazards.

六月二十日，雲南水務聯合物業公司在本部辦公園區舉辦應急疏散及消防演練活動。該演練科目包括應急疏散、傷員搶救、滅火演練等三項內容。演練期間，啟動預案迅速及時，組織指揮科學有序，部門協調配合到位，參演人員秩序井然，從事故發生到消除安全隱患，展現了良好的應急處置能力。

On 27 June, Yunnan Water Yuxi Kelin Environmental Protection Technology Co., Ltd. (“Yuxi Kelin”) has carried out emergency drills for fire and explosion accidents. During the event, the emergency command centre immediately activated the “Emergency Plan for Fire and Explosion Accidents” upon receiving the alarm, and organised various emergency rescue teams to rush to the accident site to carry out accident rescue and disposal. During the drill, each emergency team closely cooperated and successfully completed the subjects of emergency evacuation, initial fire suppression, first aid for the injured, and medical treatment.

於六月二十七日，雲南水務玉溪市科林環保科技有限公司（「玉溪科林」）開展了火災爆炸事故應急演練活動。活動中，應急指揮部在接到報警後立即啟動《火災爆炸事故應急預案》，組織各應急救援小組趕到事故現場，開展事故救援處置。演練期間，各應急小組密切配合，圓滿完成了應急疏散、撲救初期火情、傷員急救及送醫救治等科目。



### Case study: Conducting a Safety Management Experience Exchange Meeting in the East China Region

#### 個案研究：華東大區開展安全管理經驗交流會

In order to further implement the main responsibility of enterprise safety production, the East China Region of the Group organised a safety management experience exchange activity during the Safety Production Month in June 2022, selecting one excellent unit for hazardous waste, wastewater, and tap water to share their experience. At the exchange meeting, participants had extensive exchanges and discussions on regional safety management work. Taian Tengyue, Yeji Yunshui, and Huize Water (Qingzhou) companies exchanged and reported on the construction of dual systems, maintenance and hazardous operation management, safety file management, and safety education and training respectively, providing successful experience for improving the safety management level of each project company. At the meeting, it was required that all project companies fully recognise their shortcomings, identify gaps, and learn from each other's strengths and weaknesses. The main responsible persons should further improve their political stance, effectively fulfil the seven safety production responsibilities of the main responsible persons, deepen the construction of the safety responsibility system, strictly implement the principle of "safety must be taken into account in production management, safety must be taken into account in operational management, and safety must be taken into account in business management", establish and improve a list of safety responsibilities for all employees in accordance with the requirements of "Party and government share responsibilities, dual responsibilities for one position, and accountability for dereliction of duty", to ensure that safety responsibilities are fully implemented. The safety management department of the East China Region hosted an experience exchange meeting, with full-time and part-time safety officers from various functional departments attending the meeting on site. The general managers, deputy general managers in charge of safety, safety department managers, and full-time and part-time safety officers of various project companies participated in the experience exchange through DingTalk videos.

為進一步落實企業安全生產主體責任，本集團華東大區於二零二二年六月內組織開展了安全管理經驗交流活動，分別選取一家危廢、污水、自來水優秀單位進行經驗分享。交流會上，與會人員就大區安全管理工作進行了廣泛交流和研討。泰安騰躍、葉集雲水及輝澤水務（青州）公司分別就雙體系建設、檢維修及危險作業管理、安全檔案管理和安全教育培訓等方面進行了交流匯報，為各項目公司安全管理水平提高提供了成功的經驗做法。會上要求各項目公司充分認識不足、查找差距和取長補短，主要負責人要進一步提高政治站位，切實履行主要負責人的七項安全生產職責，深化安全責任體系建設，嚴格落實「管生產必須管安全、管經營必須管安全、管業務必須管安全」，按照「黨政同責、一崗雙責、失職追責」的要求，建立完善全員安全職責清單，確保安全責任落實到位。華東大區安全管理部主持經驗交流會，各職能部門專兼職安全人員現場參會，各項目公司總經理、分管安全副總、安全部經理以及專兼職安全員通過釘釘視頻參加了經驗交流。

### B3. Development and Training

The Group attaches great importance to the establishment of its internal management training and development system. Through diversified training modes such as induction training, management training, technical training and pre-job training, we meet the different needs of employees at all levels and types and to improve their skills so that they can continue to provide high-quality services and assist the Group in its sustainable development, meanwhile assisting employees in their personal growth and development.

### B3. 發展及培訓

本集團注重企業內部管理培訓與發展體系的建立，通過入職培訓、管理人員培訓、技術人員培訓和崗前培訓等多元化培訓模式來滿足各級各類員工的不同需求，提升員工技能，使員工能夠持續提供高質量的服務，協助本集團進行可持續發展，同時幫助員工個人成長及發展。

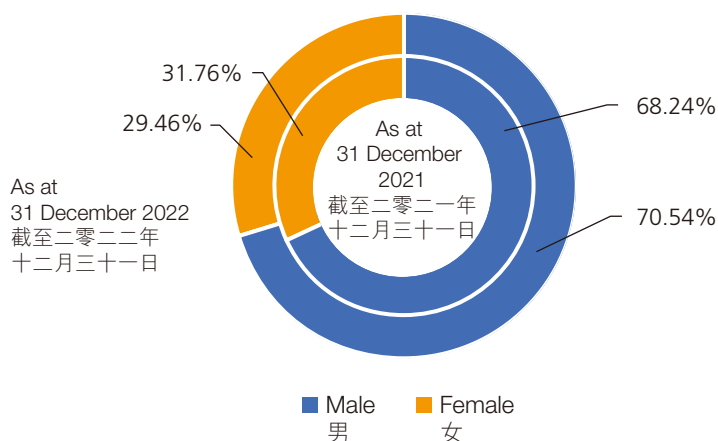
# Environmental, Social & Governance Report

## 環境、社會及管治報告

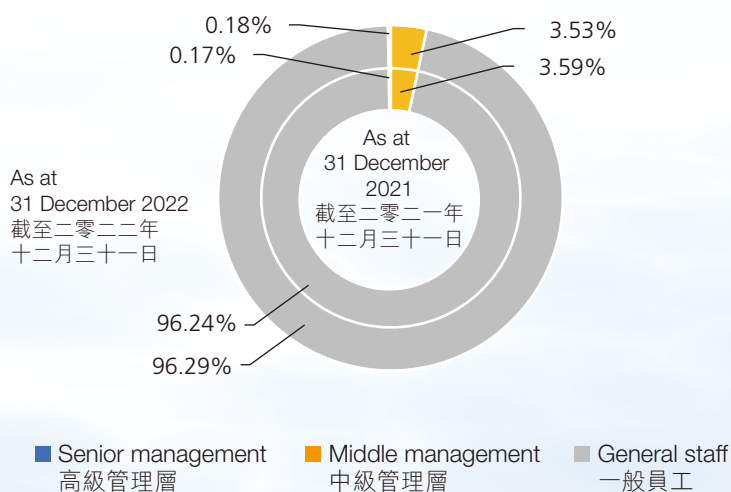
In 2022, the Group has approximately 58.72%<sup>5</sup> (2021: approximately 77.92%) of the trained employees within the reporting scope of this Report, and each employee completed approximately 11.59 hours<sup>7</sup> (2021: approximately 104.41 hours) of training on average. The decrease in training hours was due to the reduction in training activities organised by the Group due to Pandemic prevention reasons. The percentage of employees trained<sup>6</sup>, and the average training hours completed per employee<sup>6</sup> by gender and employee category are as follows:

於二零二二年，本集團於本報告涵蓋範圍的受訓僱員百分比<sup>5</sup>約為58.72%（二零二一年：約77.92%），每位僱員平均受訓時數<sup>7</sup>約為11.59小時（二零二一年：約104.41小時）的培訓。培訓時數減少乃由於本集團因防疫原因減少舉辦培訓活動。按性別及僱員類別劃分的受訓僱員分佈<sup>6</sup>，以及每名僱員完成受訓的平均時數<sup>6</sup>如下：

### Distribution of trained employees by gender 按性別劃分受訓分佈



### Distribution of trained employees by employee category 按僱員類別劃分受訓分佈



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Average training hours <sup>7</sup>	平均受訓時數 <sup>7</sup>	2022 二零二二年	2021 二零二一年
<b>By gender</b>	<b>按性別劃分</b>		
Male	男性	<b>11.66</b>	92.23
Female	女性	<b>11.45</b>	129.26
<b>By employee category</b>	<b>按僱員類別劃分</b>		
Senior management	高級管理層	<b>52.86</b>	47.22
Middle management	中級管理層	<b>37.45</b>	35.82
General staff	一般員工	<b>10.84</b>	106.47

Notes:

- Percentage of trained employees =  $X/Y * 100\%$   
 $X$  = Total number of trained employees for the year  
 $Y$  = Total number of employees for the year
- Distribution of trained employees in the category =  $X/Y * 100\%$   
 $X$  = Number of trained employees in the category for the year  
 $Y$  = Total number of trained employees for the year
- Average training hours in the category =  $X/Y * 100\%$   
 $X$  = Number of training hours for employees in the category for the year  
 $Y$  = Number of employees in the category at the end of the year

### TRAINING MANAGEMENT

To help new staff to get involved as soon as possible, the Group provides induction training programs for new staff to introduce the corporate culture and various internal rules and regulations of the Group. The Group's staff receives different types of training according to their roles and responsibilities. In 2022, the financial centre conducted financial business training on financial systems and policies and tax policies, etc.. The safety management department is responsible for conducting safety education and training. The business planning department conducted specialised training on the three-year action work of state-owned enterprise reform. The internal control department carried out training including risk management and internal control evaluation.

備註：

- 受訓僱員百分比 =  $X/Y * 100\%$   
 $X$  = 年內受訓僱員總人數  
 $Y$  = 年內僱員總人數
- 該類別受訓僱員分佈 =  $X/Y * 100\%$   
 $X$  = 年內該類別受訓僱員人數  
 $Y$  = 年內受訓僱員總人數
- 該類別平均培訓時數 =  $X/Y * 100\%$   
 $X$  = 年內該類別僱員的培訓時數  
 $Y$  = 年末該類別僱員人數

### 培訓管理

為幫助新員工盡快融入，本集團會定期舉辦新員工培訓，介紹本集團的企業文化以及各項規章制度等。在職員工按工作需要定期接受不同類型的培訓。於二零二二年，財務中心負責開展包括財務制度與政策及稅務政策等財務業務培訓。安全管理部負責開展安全教育的培訓。經營計劃部負責開展國企改革三年行動工作等專題培訓。內控部負責開展包括風險管理及內部控制評價等培訓。



The Group provides its staff with comprehensive training programs according to the characteristics of different positions in order to help employees grow rapidly and realise individual value and to contribute to the growth and development of the Group. The Group provides professional safety technical training for personnel in special jobs such as boilers, pressure vessels, elevators, electrical, lifting, welding equipment, vehicle driving, inflammable and explosive. Employees need to pass the examination of relevant departments and obtain a qualified operation certificate (“License”) before they can be allowed to operate independently within the specified validity period. In addition, for the on-duty personnel of special types of jobs, they must receive regular safety education to ensure work safety.

#### B4. Labour Standards

##### **PREVENTING CHILD AND FORCED LABOUR**

The Group has complied with all laws and regulations related to the prevention of child labour or forced labour, including but not limited to the “Labour Law of the PRC” and the “Provisions on the Prohibition of Using Child Labour in the PRC”. In 2022, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations that would have a significant impact on the Group.

The Group has formulated relevant policies to strictly prohibit any child labour and forced labour. The Group clearly stipulates that only employees who have reached the legal age are hired, and new employees are required to provide true and accurate personal information when entering employment. In addition, the Group also conducts background checks based on the information provided by the employees, and does not employ those who are found to have falsified information. If any of these are found to be illegal, we will also report them to the regulatory authority to prevent similar problems from arising. The Group also conducts regular audits and inspections to prevent any child labour and forced labour in its operations. In addition, employees of the Group only work overtime voluntarily when necessary. The Group will never condone any negative behaviours such as verbal abuse, corporal punishment, physical abuse, oppression and sexual harassment of its employees for any reason.

本集團根據不同崗位的特點，為員工提供完備的培訓計劃，幫助員工快速成長，實現個人在企業中的價值，為企業成長與發展作出貢獻。對於從事鍋爐、壓力容器、電梯、電氣、起重、焊接、車輛駕駛、易燃易爆等特殊工種人員，本集團會為其提供專業安全技術培訓。員工需要經過有關部門考試合格，並取得合格操作證（「執照」）後，在規定的有效期內才能準其獨立操作。另外，對於特殊工種的在崗人員，則須接受定期的安全教育，以確保工作安全。

#### B4. 勞工準則

##### **防止童工及強制勞工**

本集團已遵守所有與防止童工或強制勞工有關的法律及規例，包括但不限於中國內地的《中華人民共和國勞動法》及《禁止使用童工規定》等。於二零二二年，本集團並不知悉任何嚴重違反童工及強制勞工相關法律及法規，而對本集團造成重大影響。

本集團已制定相關政策，嚴格禁止僱用任何童工及強制勞工。本集團明確規定只僱用達到法定年齡的員工，並要求新員工入職時提供真實準確的個人資料，此外，本集團還根據員工提供的資料進行背景調查，調查結果發現有作假者，本集團也不予錄用。如當中涉及違法部分，本集團會同時上報監管當局，以杜絕同類問題產生。本集團亦會定期進行審核及檢查，以防止在其營運中出現任何童工及強制勞工。此外，本集團的員工僅在必要時自願加班。本集團亦絕不縱容出於任何理由對其員工進行任何例如口頭謾罵、體罰、身體虐待、壓迫及性騷擾等的負面行為。

### B5. Supply Chain Management

#### **FAIR AND OPEN PROCUREMENT**

In accordance with the provisions of the “Tendering and Bidding Law of the PRC” and other relevant national laws and regulations, the Group selects qualified suppliers through public bidding on the public resource trading platform where the project is located. The Group has formulated the “Administrative Measures for Bidding and Procurement”, with dedicated personnel responsible for procurement related matters, to regulate bidding and procurement activities and improve the efficiency of fund use, and to safeguard the interests of the Group at the same time.

In accordance with the principles of unified management, legality and comprehensive selection of the best, the Group conducts bidding activities for all construction projects and procurement activities for goods, projects and services. All personnel involved in bidding and procurement management shall abide by the following regulations:

- Strictly implement the relevant laws and regulations of the state and Yunnan Province on tendering and bidding management, and adhere to the principle of “openness, fairness, justice, honesty and credibility”;
- Strictly abide by procedures, act in accordance with regulations, manage in accordance with the laws, and be honest and self-disciplined;
- Comply with bidding and bid evaluation disciplines, and shall not disclose any bidding information and materials that should be kept confidential during the bidding and bid evaluation process; and
- Strictly forbidden to split project and circumvent the Company's bidding and procurement regulations.

Any violation of tendering and bidding laws and regulations and non-compliance with bidding discipline shall be investigated, verified and dealt with by the discipline inspection department of the Group. For those that have not reached the bidding amount specified in the Tendering and Bidding Law, the Group selects qualified suppliers by bid invitation, competitive comparison or bid negotiation according to the specific circumstances.

### B5. 供應鏈管理

#### **公平及公開採購**

本集團根據《中華人民共和國招標投標法》等國家相關法律及規例，在項目所在地公共資源交易平台採取公開招標的方式選取合格供貨商。本集團已制定《招標、採購管理辦法》，由專人負責採購相關事宜，規範招標、採購行為，以提高資金使用效益，同時達到維護本集團利益。

本集團一概按照統一管理、合法、綜合擇優的原則，進行所有工程建設項目之招標活動及貨物、工程、服務的採購活動。所有招標、採購管理相關人員均應遵守以下規定：

- 嚴格執行國家和雲南省招標投標管理的有關法規，堅持「公開、公平、公正、誠實信用」的原則；
- 嚴格遵守程序、照章辦事、依法管理、廉潔自律；
- 遵守招標及評標紀律，不得在招標及評標過程中洩露任何應當保密的招投標信息和資料；及
- 嚴禁拆分項目，規避本集團招標、採購的規定。

對於違反招投標法律和法規規定以及不遵守招標工作紀律的，由本集團紀檢部門進行調查、核實、處理。對於未達到招標投標法規定的招標金額，本集團根據具體情況採用邀請招標、競爭性比選或議目標方式選取合格供貨商。

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The number of suppliers of the Group by region is as follows:

本集團按地區的供應商數目如下：

	Unit 單位	2022 二零二二年	2021 二零二一年
The PRC 中國	Number 個	10	10
<b>Total number of suppliers</b> 供應商總數	Number 個	10	10

### PROCUREMENT AND BIDDING PROCESS

After the project has met the bidding conditions and has been approved by the Company's management, the Group will organise a unified bidding or comparative procurement for the project in accordance with the bidding process stipulated in the Administrative Measures for Bidding and Procurement and the Process for Competitive Comparison Procurement of the Group. All of the major suppliers were evaluated and engaged through the procurement and bidding process mentioned above.

### 採購及招標流程

在項目已具備招標條件並本集團管理層審批後，本集團將按照本集團《招標、採購管理辦法》中招標流程或競爭性比選採購流程，為該項目進行統一組織招標或比選採購。所有主要供應商均根據上述採購及招標流程進行評估和聘用。

The following table sets out the simplified "Bidding Flowchart of Yunnan Water Investment Co., Limited":

下表為簡化後的《雲南水務投資股份有限公司招標流程圖》：

#### Draw up bidding plan

- The bidding and procurement department is responsible for providing various approval documents required for bidding filing;
- The bidding and procurement department compares and selects, entrusts a bidding agency and a cost consulting company, and the project department assists in reviewing the blocked bid price; and
- The bidding agency prepares bidding documents, the bidding and procurement department and the contract cost department review business documents, and the project management centre and the technical risk control centre review technical documents.

#### 擬定招標方案

- 招標採購部負責提供招標備案所需各項批文；
- 招標採購部比選、委託招標代理公司及造價諮詢公司，項目部協助對攔標價進行審核；及
- 招標代理公司編製招標文件，招標採購部、合同造價部審核商務文件、項目管理中心、技術風控中心審核技術文件。

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- |                       |  |
|-----------------------|--|
| <b>Bidding</b>        | <ul style="list-style-type: none"><li>• Establish a pre-qualification assessment team to review the pre-qualification documents under the supervision of the bidding supervision leading team;</li><li>• The assessment team issues a pre-qualification report; and</li><li>• Issue a notice of pre-qualification results.</li></ul>                               |
| 招標                    | <ul style="list-style-type: none"><li>• 成立資格預審評審小組，對資格預審文件進行評審，招標監督領導小組進行監督；</li><li>• 評審小組出具資格預審報告；及</li><li>• 發出資格預審結果通知。</li></ul>  |
| <b>Bid winning</b>    | <ul style="list-style-type: none"><li>• Form a bid evaluation committee to review the tendering documents under the supervision of the bidding supervision leading team;</li><li>• The bid evaluation team issues a bid evaluation report; and</li><li>• Determine the bid winning results.</li></ul>  |
| 中標                    | <ul style="list-style-type: none"><li>• 組建評標委員會，對投標文件進行評審，招標監督領導小組進行監督；</li><li>• 評標小組出具評標報告；及</li><li>• 確定中標結果。</li></ul>   |
| <b>End of bidding</b> | <ul style="list-style-type: none"><li>• The bidding and procurement department, the project management centre and relevant departments clarify the key points of contract execution; and</li><li>• The bidding and procurement department assists the project manager of the project department to establish a working relationship with the contractor.</li></ul> |
| 招標結束                  | <ul style="list-style-type: none"><li>• 招標採購部、項目管理中心及相關部門對合同執行要點進行交底；及</li><li>• 招標採購部協助項目部項目經理與承包商建立工作聯繫。</li></ul>   |

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The following table sets out the simplified “Flowchart for Competitive Comparison Procurement of Yunnan Water Investment Co., Limited”:

下表為簡化後的《雲南水務投資股份有限公司競爭性比選採購流程圖》：

<b>Compare suppliers</b>	<ul style="list-style-type: none"> <li>The bidding and procurement department issues competitive comparison and selection invitation documents to more than 3 suppliers based on the content of the task handover form. Among them, the business conditions are drawn up by the bidding and procurement department and the purchasing application department, and the technical requirements are drawn up by the technology and risk control centre or related departments; and</li> <li>The list of suppliers to be invited shall be jointly determined by the relevant departments organised by the bidding and procurement department, reported to the leaders in charge and the general manager for approval and implementation, and submitted to the bidding supervision leading team for review.</li> </ul>
比選供貨商	<ul style="list-style-type: none"> <li>由招標採購部根據任務移交單內容向3家以上供貨商發出競爭性比選邀請文件，其中，商務條件由招標採購部與採購申請部門擬定，技術要求由技術與風控中心或相關部門擬定；及</li> <li>擬邀請參加的供貨商名單由招標採購部組織相關部門共同確定，報分管領導及總經理批准實施，報招標監督領導小組審查。</li> </ul>
<b>Quotation and evaluation</b>	<ul style="list-style-type: none"> <li>After all quotations are collected, the bidding and procurement department will organise the application department and relevant cooperation departments to jointly open and review the bids under the supervision of the bidding supervision leading team;</li> <li>Adjust the quotation requirements, ask all parties to make the second quotation on the same level; and</li> <li>The bidding and procurement department organises the application department and relevant cooperation departments to jointly review the second quotation based on the same technical level, and select the top three.</li> </ul>
報價及評標	<ul style="list-style-type: none"> <li>各家報價齊全後，由招標採購部組織，申請部門及相關配合部門共同開標、評審，招標監督領導小組監督；</li> <li>調整報價要求，請各方在同一水平線上進行二次報價；及</li> <li>在同一技術水平，由招標採購部組織，申請部門及相關配合部門共同對二次報價進行評審，評出前三名。</li> </ul>
<b>Contract confirmation</b>	<ul style="list-style-type: none"> <li>The bidding and procurement department is responsible for organising contract negotiations, with the participation of the application department and the assistance of the relevant cooperating departments.</li> </ul>
合同確認	<ul style="list-style-type: none"> <li>招標採購部負責組織合同談判，申請部門參與，相關配合部門協助。</li> </ul>



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### Contract performance

- The bidding and procurement department and the contract execution departments clarify the key points of contract execution;
- The bidding and procurement department assists the project leaders of the contract execution departments to establish working contacts with the supplier;
- The bidding and procurement department tracks and urges suppliers to supply on time and quality;
- If goods return or exchange needed, the bidding and procurement department will assist in contacting the supplier to return or exchange the goods; and
- The bidding and procurement department conducts after-sales evaluation of the supplier based on the feedback from the contract execution.

### 合同執行

- 招標採購部與合同執行部門對合同執行要點進行交底；
- 招標採購部協助合同執行部門項目負責人與供貨商建立工作聯繫；
- 招標採購部跟蹤督促供貨商按時、按質供貨；
- 如需退換貨，招標採購部協助聯繫供貨商退換貨；及
- 招標採購部將根據合同執行的反饋情況，對該供貨商進行售後評價。

### MANAGE ENVIRONMENTAL AND SOCIAL RISKS OF THE SUPPLY CHAIN

The Group attaches great importance to the management level of suppliers in terms of sustainable development. In order to better identify and control the environmental and social risks of the supply chain and maintain the stability of the supply chain, the Group has formulated strict procurement management methods. In selecting suppliers, the Group will give priority to suppliers with good environmental and social performance as its business partners. At the same time, the Group will communicate the Group's expectations on material quality and safety as well as service to suppliers so as to ensure a steady and continuous supply of high-quality materials and services. In addition, the Group will conduct annual supplier assessment, which will include suppliers' performance in environmental and social aspects, qualification level, quality of goods or services provided, service adaptability and capability, and quotation. Supplier assessment will be scored by the relevant departments receiving the service, if the score is poor, it will be eliminated from the supplier list. The Group also closely monitors the business practices of suppliers and subcontractors through on-site inspections. Any irregularities found during site inspection will be reported to management immediately.

### 管理供應鏈的環境及社會風險

本集團高度關注供應商在可持續發展方面的管理水平。為更好的識別和管控供應鏈環境及社會的風險，維持供應鏈的穩定，本集團已制定嚴格的採購管理辦法。在選擇供應商時，本集團會優先考慮在環境及社會層面表現良好的供應商為本集團的合作夥伴。同時，本集團會向供應商傳達本集團對材料品質和安全以及服務的期望，從而確保穩定持續地供應高品質的材料及服務。此外，本集團會對供應商進行年度供應商考核，將供應商在環境及社會績效、資質水平、提供的貨物或服務質量、服務配合度及能力，以及報價方面的表現納入供應商考核因素中。供應商考核會由接受服務的相關部門評分，若分數為差，則從供應商庫中淘汰。本集團亦會透過現場檢查對供應商及分包商的商業行為進行密切監控。如在現場檢查期間發現任何違規情況，將立即向管理層匯報。

### **GREEN SUPPLY CHAIN**

The Group is committed to integrating sustainability into its procurement practices to minimise its impact on the environment, and shares this philosophy with its business partners and suppliers. The Group is expected to improve its suppliers' environmental protection awareness, and promote the good environmental performance and governance measures among its business partners and suppliers. In addition, at the supplier meetings, the Group encourages suppliers to consider the risks posed by climate change to their operations and actively mitigate its environmental impacts.

### **B6. Product Responsibility**

The Group attaches great importance to product and service quality and corporate reputation. The Group actively ensures product quality through internal control and is committed to providing services that meet industry standards. The Group strictly complies with the relevant laws and regulations, including but not limited to the "Law of the PRC on Protecting Consumers' Rights and Interests" and the "Advertising Law of the PRC". In 2022, the Group was not aware of any violations of applicable national laws and regulations related to product responsibility that had a significant impact on the Group, nor did it receive any cases of products sold or shipped requiring recycling due to safety and health reasons, nor did it receive any complaints about products and services (2021: no recycling, no complaints).

### **PRODUCT QUALITY**

The Group has the necessary technology and industry experience to maintain quality in various stages of environmental protection project design, investment, construction, operation, etc. For instance, the Group adopts advanced online monitoring systems to continuously monitor the quality of the treated wastewater and supplied water during the operating process of the wastewater treatment and water supply facilities. Specifically, the monitoring data of the online monitoring system for wastewater treatment will be transmitted to the government platform for pollution sources of the authority in a real-time way for 24-hour monitoring. The Group adheres to the policy of "quality first, prevention first", and continuously improves process control in accordance with the cyclical work method of "planning, execution, inspection, and processing".

### **綠色供應鏈**

本集團致力將可持續發展元素融入採購常規，務求盡可能減少本集團對環境的影響，並與其業務夥伴及供應商分享此理念。本集團期望提升其供應商的環保意識，並在其業務夥伴及供應商中推廣良好的環境表現及管治措施。另外，本集團於供應商會議鼓勵供應商期間考慮氣候變化對其運營構成的風險，並積極減輕其對環境的影響。

### **B6. 產品責任**

本集團十分重視產品與服務質量及企業信譽。本集團積極透過內部監控確保產質量，致力提供符合行業標準的服務。本集團嚴格遵守相關法律法規，包括但不限於中國內地的《中華人民共和國消費者權益保法》及《中華人民共和國廣告法》等。於二零二二年，本集團並無發現任何對本集團造成重大影響的產品責任相關的適用國家法律及規例之違規事件，亦無接獲任何已售或已運送產品中因安全與健康理由而須回收的個案以及任何關於產品及服務的投訴(二零二一年：無回收，無投訴)。

### **產品質量**

本集團在環保項目的設計、投資、建設、運營等各個階段均具備維護質量所必備的技術及行業經驗。例如，在本集團的污水處理及供水設施投入運營時，採用先進的在線監測系統連續監測污水處理出水及供水的水質。其中，污水處理的在線監測系統監測數據實時傳輸至政府部門的污染源監測綜合管理平臺，供其每天24小時監察。本集團堅持「質量第一，預防為主」的方針，按「計劃、執行、檢查、處理」循環工作方法，不斷改進過程控制。



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Besides, the Group has obtained international management system certificates such as ISO9001, ISO14001 and OHSAS18001, strictly abides by the above standards during the process of production and assembly, and enhances the operation of the systems on quality, environment, occupational health & safety in order to ensure the quality of the membrane products manufactured by the Group.

The Group carries out major businesses by strictly implementing and complying with the relevant national or industrial standards. With regard to the wastewater treatment business of the Group, the Group is committed to ensuring that the treated wastewater meets the requirement of “Discharge Standard for Pollutants for Municipal Wastewater Treatment Plant (GB-18918-2002)” or “Environmental Quality Standard V for Surface Water” or local standards, and that wastewater discharge outlets are built in strict compliance with the requirements of the environmental impact assessment report approved by the government for designated discharge.

With regard to the water supply business of the Group, the Group attaches great importance to water quality control from the water source to users since the quality of the water supplied directly affects public health. Water supplied by the Group meets a number of national standards, including but not limited to “Hygienic Standard for Drinking Water (GB-5749-2006)”, “Standard for Quality of Urban Water Supply (CJ/T-206-2005)”, “Technical Regulations on Operation, Maintenance and Safety of Urban Water Supply Plant (CJJ-58-2009)”, “Technical Regulations on Operation, Maintenance and Safety of Urban Water Supply Pipeline Network (CJJ-207-2013)” and “Urban Water Supply Services (GB/T32063-2015)” in order to ensure reliable and safe water supply. The Group has established strict quality management systems, tests and inspects against various indexes on production and operation and conducts real-time monitoring on the water quality to ensure that the water quality meets the relevant standards.

另外，為確保本集團製造的膜產品的質量，本集團已取得ISO9001、ISO14001、OHSAS18001的國際管理體系認證，在生產及裝配的整個過程中嚴格執行上述標準，加強質量、環境、職業健康安全管理体系的運作。

本集團的主要業務均嚴格執行並嚴守相關的國家或行業標準。針對本集團的污水處理業務，本集團致力確保處理後的污水均達到《城鎮污水處理廠污染物排放標準》(GB-18918-2002)，或《地表水環境質量》類V類標準或地方標準，並嚴格按照經政府批准的環境影響評價報告要求建成污水排放口，定點排放。

針對本集團的供水業務，由於安全的用水質量會直接影響公眾的身體健康，因此本集團高度關注從水源到用戶終端之水質控制。本集團所提供的用水符合國家標準，包括但不限於《生活飲用水衛生標準》(GB-5749-2006)、《城市供水水質標準》(CJ/T-206-2005)及《城鎮供水廠運行、維護及安全技術規程》(CJJ-58-2009)、《城鎮供水管網運行、維護及安全技術規程》(CJJ-207-2013)及《城鎮供水服務》(GB/T32063-2015)，確保可靠及安全的供水。本集團建立了嚴格的質量管理體系，對各項生產運行指標進行化驗與檢測，實時監控水質情況，保證水質達標。

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With regard to the solid waste treatment business, the services provided by the Group are governed by “Pollution Control Standard for Domestic Waste Landfill (GB-16889-2008)”, “Pollution Control Standard for Municipal Waste Incineration (GB 18485-2014)”, “Technical Requirements on Medical Waste Incinerator (GB-19218-2003)” and “Pollution Control Standard for Hazardous Waste Incineration (GB-18484-2001)”. The Group has set up internal control systems and set discharge limits for incineration plants according to strict operation conditions and technical requirements in order to minimise the impact of waste incineration to the environment and to the public.

### **PROTECTION OF INTELLECTUAL PROPERTY**

In 2022, the Group continued to devote substantial resources in research and development capabilities. As at 31 December 2022, the Group has a total of 171 registered patents in the PRC related to wastewater treatment, water supply, sludge treatment, membrane manufacturing and application, and municipal waste treatment. The Group respects the intellectual property rights of third parties, and is also committed to protecting its own intellectual property rights from infringement. In the future, the Group will closely monitor infringements in the market and crack down on any infringements such as counterfeit trademarks.

### **ADVERTISING AND LABELING**

As a company providing environmental protection services, the operation of the Group does not involve major matters related to advertising and labeling. Nevertheless, the Group is committed to ensuring that the labels of its products conform to the actual product conditions. The Group strictly abides by the “Advertising Law of the PRC” and other relevant advertising and marketing laws and regulations, formulates and implements relevant systems for monitoring advertising and marketing, strictly reviews publicly released promotional materials and sales commitments, and prevents promotional content from being inaccurate or misleading, so as to protect the consumers’ rights from being infringed.

就固廢處理業務而言，本集團之服務受《生活垃圾填埋場污染控制標準》(GB-16889-2008)、《生活垃圾焚燒污染控制標準》(GB-18485-2014)、《醫療廢物焚燒爐技術要求》(GB-19218-2003)以及《危險廢物焚燒污染控制標準》(GB-18484-2014)規管。本集團建立了內部控制體系，通過嚴格的操作規範和技術要求，在實際運行中設定焚燒廠的排放限額，盡量將垃圾焚燒對環境及公眾健康造成的負面影響降至最低。

### **知識產權保護**

於二零二二年，本集團繼續投放大量資源於研究及開發能力。截至二零二二年十二月三十一日，本集團在中國已就污水處理、供水、污泥處理、膜製造及應用以及市政垃圾處理有關的技術擁有共171項註冊專利。本集團尊重第三方知識產權，亦致力保護自身知識產權不受侵犯。在未來，本集團會密切監控市場上的侵權行為，並打擊假冒商標等任何侵權行為。

### **廣告及標籤**

作為一間提供環保服務的公司，本集團的運營並不涉及重大與廣告及標籤有關的事項。儘管如此，本集團致力保證本集團產品的標籤符合產品實情。本集團嚴格遵守《中華人民共和國廣告法》等廣告營銷相關法律及規例，制定和實施監管廣告營銷的相關制度，嚴格審核公開發佈的宣傳材料及銷售承諾，防止宣傳內容失實或存在誤導性，保障客戶的消費權益不被侵害。

# Environmental, Social & Governance Report

## 環境、社會及管治報告

The Group requires all external image display, event promotion, marketing promotion and other publicity content of its units, agencies and subordinate projects be produced and published after the approval of the leader in charge, to avoid any form of false publicity, and to ensure that the content of the publicity true and accurate.

### **CUSTOMER PRIVACY PROTECTION**

Due to the nature of our business, the Group requires access to a large amount of customer personal or corporate information. The Group attaches great importance to protecting customer rights and privacy, strives to comply with high security and confidentiality standards, maintains and protects personal data privacy, and strictly adheres to regulatory regulations related to data privacy. In addition to formulating relevant policies and guidelines, we also hold regular training to ensure that employees handle customer personal data with caution, thereby enhancing their awareness of the importance of protecting customer privacy.

### **CUSTOMER SATISFACTION**

The Group attaches great importance to customers' opinions, and establishes multiple communication channels to investigate customer satisfaction, including written questionnaires, customer forums, return visits and telephone inquiries, etc. The Group conducts investigation and analysis of customer satisfaction and takes the results therefrom as the basis for evaluating the performance and improvement of the quality management system. If the Group receives complaints from customers, it will handle them with care and all material complaints will be kept in writing. The relevant responsible departments of the Group will also analyse and investigate the contents of the complaint and formulate a resolution opinion, and finally, they will give feedback to the complainants and follow up the satisfaction of the complainants for the resolution opinion.

本集團要求各單位、各機構和下屬項目所有對外形象展示、活動宣傳及營銷宣傳等宣傳內容，須由分管領導長審批後，方可製作及對外發佈，避免任何形式虛假宣傳，確保宣傳內容的真實準確。

### **客戶私隱保護**

由於業務性質，本集團需要接觸大量的客戶個人或企業資料。本集團十分重視保障客戶權益及私隱，竭力遵守高度安全及保密標準，維護及保護個人資料私隱，同時嚴守有關資料私隱的監管規定。除制定相關政策及指引之外，我們更不定期舉辦相關培訓，確保員工謹慎處理客戶的個人資料，從而提升員工對保障客戶私隱重要性的意識。

### **客戶滿意度**

本集團重視客戶的意見，並建立多個溝通渠道以對顧客滿意程度進行調查，當中包括書面調查表、召開顧客座談會、回訪及電話詢問調查等。本集團對顧客滿意程度進行調查分析並作為評價質量管理體系業績和改進的依據。倘若本集團收到客戶的投訴，本集團會謹慎處理，所有重大的投訴均會以書面形式作保留。本集團的相關負責部門亦會對投訴的內容進行分析、調查、形成處理意見，最後會向投訴人進行反饋，並跟進投訴人對處理意見的滿意情況。

## B7. Anti-corruption

### **PREVENTING CORRUPTION AND FRAUD**

The Group has established a disciplinary committee and a disciplinary inspection and supervision office dedicated for preventing bribery, extortion and fraud prevention as well as relevant investigations and handling. The Group has established a corruption risk prevention and control system, developed corruption risk prevention and control measures, so as to implement dynamic management of corruption risk prevention and control. In addition, the Group has established whistleblowing channels via telephone and e-mail to accept reports relating to the violation of laws and the code of conduct. The Group also attaches importance to corruption risk education, organises corruption risk training, holds special lectures on corruption prevention and enhances the anti-corruption awareness of the staff.

The management and all employees of the Group strictly abide by the Group's code of ethics and conduct and relevant laws and regulations, including but not limited to the "Tendering and Bidding Law of the PRC" and the "Interim Provisions on the Prohibition of Commercial Bribery". In 2022, the Group was not aware of any material non-compliance with any laws and regulations in relation to the prevention of bribery, extortion, fraud and money laundering that would have a significant impact on the Group. There were no concluded legal cases regarding corrupt practices brought against the issue or its employees (2021: no concluded legal cases regarding corrupt practices).

The Group provides anti-corruption training to its directors and employees at least once a year. In 2022, the Group's Directors and employees accepted approximately 2 hours and 24 hours of anti-corruption training respectively (2021: approximately 2 hours and approximately 20 hours respectively), of which contents include but not limited to how Directors undertake and practice their anti-corruption responsibilities, ESG report disclosure requirements on anti-corruption, relevant requirements and regulations on anti-corruption required by the laws of the PRC, and the instance of corruption committed by the public officials of listed company. Through the training, Directors and employees at different ranks are better informed of their respective roles and responsibilities in anti-corruption and business ethics, as well as the points to note in business compliance.

## B7. 反貪污

### **防止貪污及舞弊**

本集團成立了紀委和紀檢監察室，負責防止賄賂、勒索、欺詐等工作及相關調查及處理。本集團已建立廉潔風險防控體系和制定了廉潔風險防控措施，從而實行廉潔風險防控動態管理。此外，本集團已建立電話、郵件等舉報方式，以受理有關違紀違法舉報。本集團亦重視對員工的廉潔風險教育，並組織開展廉潔風險警示教育，舉辦廉潔專題講座，加強員工的廉潔意識。

本集團管理層和所有員工均能嚴格遵守本集團的道德行為守則及相關法律法規，包括但不限於《中華人民共和國招標投標法》及《關於禁止商業賄賂行為的暫行規定》。於二零二二年，本集團並無發現任何對本集團造成重大影響的防止賄賂、勒索、欺詐及洗黑錢有關的適用國家法律及規例之違規事件，亦沒有對本集團或其僱員提出並已審結的貪污訴訟案件(二零二一年：無已審結貪污訴訟案件)。

本集團每年至少向其董事及員工提供一次反貪污培訓。於二零二二年，本集團的董事和員工分別接受了約2小時及約24小時的反腐敗培訓(二零二一年：分別約2小時及約20小時)，培訓的內容包括但不限於董事如何承擔與實踐反貪責任，ESG報告中關於反貪腐的披露要求，中國內地法律中反貪污的相關要求與條例，以及上市公司公職人員貪污的實例。通過相關培訓，董事及不同職級的員工更加明確了彼等在反貪腐及商業道德方面的相應角色及責任，以及合規經營的注意事項。



## Environmental, Social & Governance Report

### 環境、社會及管治報告

#### Case Study: 2022 Discipline Inspection Cadre Training

##### 個案研究：二零二二年紀檢幹部培訓

In order to further study and implement the relevant spirit of the report of the 20th National Congress of the Communist Party of the PRC, and further improve the political and theoretical literacy and professional ability of discipline inspection cadres, the Group's Commission for Discipline Inspection held a three-day training course for discipline inspection cadres in 2022. A total of 190 people participated in on-site training by topic, and 144 non-Kunming personnel, such as leading group members of major regions and provincial regions, participated in the training by video. The content of this training closely follows the spirit of the report of the 20th National Congress of the Communist Party of the PRC and the practical work of disciplinary inspection. It provides guidance on six themes, including interpreting the report on the construction of party conduct and anti-corruption work at the 20th National Congress of the Communist Party of the PRC, the connection between discipline and law and the prevention of duty crimes, analysis of key and difficult points in state-owned enterprise supervision, evidence collection and application, procedures and precautions for handling petitions, and interpretation of key points in drafting disciplinary inspection and supervision documents. This training focuses on forging a loyal and steadfast, responsible, law-abiding, and honest disciplinary inspection army, and sets sail for the high-quality development of the Group's disciplinary inspection work.

為深入學習貫徹黨的二十大報告相關精神，進一步提升紀檢幹部的政治理論素養和業務能力，本集團紀委於二零二二年舉辦為期三天的紀檢幹部培訓班，共計190人分專題參加現場培訓，各大區及省級區域領導班子成員等非在昆明人員144人視頻參訓。本次培訓內容緊扣黨的二十大報告精神和紀檢工作實際，就黨的二十大報告關於黨風廉政建設和反腐敗工作解讀、紀法銜接和預防職務犯罪、國有企業監督重點難點剖析、證據的收集與應用、信訪件處置流程和注意事項、紀檢監察文書起草工作要點解讀等6個專題進行輔導。此培訓著力鍛造忠誠堅定、擔當盡責、遵紀守法、清正廉潔的紀檢鐵軍，為努力開創本集團紀檢工作高質量發展新局面蓄力啟航。

#### Case Study: Organise and hold a warning education conference on promoting reform through case studies

##### 個案研究：組織召開以案促改警示教育大會

On 26 January 2022, in order to effectively implement the main responsibility of the Party Committee in building a clean and honest government, and strengthen the education of clean and honest leadership cadres, the Group organised a warning education conference. The meeting pointed out that all cadres and employees of the Group should take the case as a reference, integrating the rectification of conduct, discipline and anti-corruption, deepening reform, improving systems, promoting governance, and promoting the development of the Group, effectively serving and ensuring the overall development of the Group. The meeting was held in a "live+video" format, with all personnel from the headquarters of the Group and 170 middle-level and above management personnel from the Kunming secondary company attending the meeting on-site; 605 middle-level and above management personnel from various regions, leaders of party organisations at all levels, full-time and part-time disciplinary inspection staff, and project company leaders attended the meeting via video.

二零二二年一月二十六日，為有力有效落實黨委黨風廉政建設主體責任、加強領導幹部廉政教育，本集團組織召開以案促改警示教育大會。會議指出，本集團全體幹部員工要以案為鑒，把正風肅紀反腐與深化改革、完善制度、促進治理、推動本集團發展貫通起來，有力有效服務保障本集團發展大局。會議以「現場+視頻」方式舉行，本集團本部全體人員，昆明二級公司中層以上管理人員170人現場參加會議；各大區中層及以上管理人員，各級黨組織負責人、專兼職紀檢工作人員，各項目公司負責人605人視頻參加會議。

### B8. Community Investment

#### CORPORATE SOCIAL RESPONSIBILITY

The Group has a strong sense of social responsibility. As an active advocator for building a learning-oriented enterprise, the Group regards cooperation with universities as a far-reaching public welfare undertaking. The Group has formulated relevant policies to makes contributions in implementing the strategy of developing the country through science and education and reinvigorating the country through talents development as well as building a harmonious society while actively establishing and enhancing the reputation of the Group.

As an environmental enterprise, the Group particularly focuses on environmental protection and education. In 2022, the Group has conducted different activities to raise the public awareness on environmental protection.

#### Case Study: 2022 Energy Conservation Promotion Week

##### 個案研究：二零二二年節能宣傳週

The 32<sup>nd</sup> National Energy Conservation Promotion Week is held from 13 to 19 June 2022, with the theme of “Green and low-carbon, energy-saving first”, which 15 June is the National Low Carbon Day, with the theme of “Implementing the Double Carbon Action and Jointly Building a Beautiful Home”. The Group takes the responsibility of urban environmental comprehensive service providers, bearing in mind the General Secretary’s emphasis on “promoting green low-carbon technology to achieve major breakthroughs, seizing the deployment of low-carbon cutting-edge technology research, accelerating the promotion and application of pollution reduction and carbon reduction technologies”, and the overall layout spirit of ecological civilisation, so as to provide a strong boost for the realisation of the goal of “carbon emission peak, carbon neutrality”. To this end, we are committed to advocating the concept and knowledge of energy conservation and emission reduction to the society through WeChat official account and other channels, and creating a green, low-carbon, civilised and healthy social conduct.

二零二二年六月十三日至十九日是全國第32個節能宣傳週，主題為「綠色低碳，節能先行」。其中六月十五日為全國低碳日，低碳日主題為「落實「雙碳」行動，共建美麗家園」。本集團以城鎮環境綜合服務商的責任擔當，牢記國家總書記強調的「要推動綠色低碳技術實現重大突破，抓緊部署低碳前沿技術研究，加快推廣應用減污降碳技術」生態文明整體佈局精神，為實現「碳達峰，碳中和」的目標，提供強有力的助推作用。為此，我們致力透過微信公眾號以及其他渠道，向社會倡導節能減排的理念及知識，營造綠色低碳和文明健康的社會風尚。

The combination of “reverence, thankfulness and confidence” has always been the cultural concept advocated by the Group since its inception. The spirit of actively undertaking responsibilities, dedication and caring heart of the Group’s employees fully reflects the centripetal force and cohesion of our corporate culture. Under the guidance of this concept, the Group will continue to strive to perform its social responsibility as well as actively hold and participate in social charity activities.

### B8. 社區投資

#### 企業社會責任

本集團是一家有著強烈社會責任感的企業。作為創建學習型企業的積極倡導者，本集團把同高校的合作被視為一項具有深遠意義的公益事業。本集團已制定相關政策，在積極樹立和提升企業品牌的同時，還將在貫徹科教興國和人才強國戰略、促進和諧社會建設等方面做出本集團應有的貢獻。

作為一間環保企業，本集團尤其專注於環境保護和教育。於二零二二年內，本集團舉辦不同活動以提高公眾對環境保護的意識。

「敬畏心、感恩心、自信心」三心合一，是本集團成立以來一直倡導的企業文化理念。本集團員工積極承擔、樂於奉獻、關愛他人的精神，充分體現了本集團企業文化的向心力和凝聚力。在這一文化理念的指引下，本集團未來將繼續認真履行社會責任，積極舉辦、參與社會公益慈善活動。

# Environmental, Social & Governance Report

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### CONTENT INDEX OF THE ESG REPORTING GUIDE

### ESG指引內容索引表

Mandatory Disclosure Requirements 強制披露規定		Chapter/Statement 章節／聲明
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Reporting Principles 匯報原則		REPORTING FRAMEWORK 報告框架
Reporting Boundary 匯報範圍		REPORTING SCOPE 報告範圍
<b>Aspect, general disclosure and key performance indicator (KPI)</b> 層面、一般披露及關鍵績效指標	<b>Description</b> 描述	<b>Chapter/Statement</b> 章節／聲明
<b>Aspect A1: Emissions</b> 層面A1：排放物		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to waste gas and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste, etc. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Emissions 排放物
KPI A1.1 關鍵績效指標A1.1	Types of emissions and related emissions data. 排放物種類及相關排放數據。	Emissions — EXHAUST GAS EMISSIONS 排放物 — 廢氣排放
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tons) and, where appropriate, intensity (e.g., per unit of production volume, per facility) 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions — GHG EMISSIONS 排放物 — 溫室氣體排放



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KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tons) and, where appropriate, intensity (e.g., per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions — HAZARDOUS WASTE (Not applicable — Explained) 排放物 — 有害廢棄物 (不適用 — 已解釋)
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tons) and, where appropriate, intensity (e.g., per unit of production volume, per facility) 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions — NON-HAZARDOUS WASTE 排放物 — 無害廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Environmental Targets; Emissions — GHG EMISSIONS 環境目標：排放物 — 溫室氣體排放
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Environmental Targets; Emissions — NON-HAZARDOUS WASTE 環境目標：排放物 — 無害廢棄物
<b>Aspect A2: Use of Resources</b>		
<b>層面A2：資源使用</b>		
General disclosure 一般披露	Policies for effective use of resources (including energy, water and other raw materials). 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用

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KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g., electricity, gas or oil) in total (kWh in '000s) and intensity (e.g., per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Use of Resources — ENERGY CONSUMPTION 資源使用 — 能源消耗
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g., per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Use of Resources — WATER CONSUMPTION 資源使用 — 水源消耗
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Environmental Targets; Use of Resources — ENERGY CONSUMPTION 環境目標；資源使用 — 能源消耗
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Environmental Targets; Use of Resources — WATER CONSUMPTION 環境目標；資源使用 — 水源消耗
KPI A2.5 關鍵績效指標A2.5	Total amount (in tons) of packaging materials used in the finished products and, where appropriate, the amount per production unit. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Use of Resources — USE OF PACKAGING MATERIALS (Not applicable — Explained) 資源使用 — 包裝材料使用(不適用 — 已解釋)

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<b>Aspect A3: Environmental and Natural Resources</b>		
<b>層面A3：環境及天然資源</b>		
General disclosure 一般披露	Policies to reduce the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental and Natural Resources 環境及天然資源
KPI A3.1	Description of the significant impact of business activities on the environment and natural resources and the actions taken to manage the impact.	Environmental and Natural Resources — ENVIRONMENTAL IMPACT MANAGEMENT
關鍵績效指標A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境及天然資源 — 環境影響管理
<b>Aspect A4: Climate Change</b>		
<b>層面A4：氣候變化</b>		
General disclosure 一般披露	Policies on identification and mitigation of significant climate related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change — PHYSICAL RISKS, TRANSITION RISKS, OPPORTUNITIES
關鍵績效指標A4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	氣候變化 — 實體風險、轉型風險、機遇
<b>Aspect B1: Employment</b>		
<b>層面B1：僱傭</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭

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KPI B1.1	Total number of employees by gender, type of employment (i.e., full-time or part-time), age group and region.	Employment
關鍵績效指標B1.1	按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	僱傭
KPI B1.2	Employee turnover by gender, age group and region.	Employment — RECRUITMENT, PROMOTION, REWARD, AND DISMISSAL
關鍵績效指標B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	僱傭 — 招聘、晉升、獎勵及解聘
<b>Aspect B2: Health and Safety</b>		
<b>層面B2：健康與安全</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety
關鍵績效指標B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	健康與安全
KPI B2.2	Number of working days lost due to work-related injuries.	Health and Safety
關鍵績效指標B2.2	因工傷損失工作日數。	健康與安全
KPI B2.3	Description of the occupational health and safety measures adopted, as well as related implementation and monitoring methods.	Health and Safety — SAFETY PRODUCTION AND QUALITY TRAINING
關鍵績效指標B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	健康與安全 — 安全生產及質量培訓

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<b>Aspect B3: Development and Training</b>		
<b>層面B3：發展及培訓</b>		
General disclosure 一般披露	Policies to improve employees' knowledge and skills in performing their duties. Description of the training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g., senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Development and Training 發展及培訓
KPI B3.2 關鍵績效指標B3.2	Average number of training hours completed by each employee by gender and employment category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training 發展及培訓
<b>Aspect B4: Labour Standards</b>		
<b>層面B4：勞工準則</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour. 有關防止童工或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則
KPI B4.1 關鍵績效指標B4.1	Description of the measures to review recruitment practices to avoid child labour and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards — PREVENTION OF CHILD AND FORCED LABOUR 勞工準則 — 防止童工及強制勞工

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KPI B4.2  關鍵績效指標B4.2	Description of the steps taken to eliminate the situation when a violation is discovered.  描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards — PREVENTION OF CHILD AND FORCED LABOUR 勞工準則 — 防止童工及強制勞工
<b>Aspect B5: Supply Chain Management</b> <b>層面B5：供應鏈管理</b>		
General disclosure 一般披露	Policies to manage the environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1  關鍵績效指標B5.1	Number of suppliers by region.  按地區劃分的供應商數目。	Supply Chain Management — FAIR AND OPEN PROCUREMENT 供應鏈管理 — 公平及公開採購
KPI B5.2  關鍵績效指標B5.2	Description of the practices for engaging suppliers, the number of suppliers to whom the practices are implemented, and the implementation and monitoring methods of the practices.  描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management — PROCUREMENT AND BIDDING PROCESS 供應鏈管理 — 採購及招標流程
KPI B5.3  關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.  描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management — MANAGE ENVIRONMENTAL AND SOCIAL RISKS OF THE SUPPLY CHAIN 供應鏈管理 — 管理供應鏈的環境及社會風險
KPI B5.4  關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.  描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management — GREEN SUPPLY CHAIN 供應鏈管理 — 綠色供應鏈



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<b>Aspect B6: Product Responsibility</b>		
<b>層面B6：產品責任</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility 產品責任
KPI B6.1 關鍵績效指標B6.1	Percentage of the products sold or delivered that must be recycled for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility 產品責任
KPI B6.2 關鍵績效指標B6.2	Number of complaints received about products and services and the handling methods 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility — CUSTOMER SATISFACTION 產品責任 — 客戶滿意度
KPI B6.3 關鍵績效指標B6.3	Description of the practices related to the maintenance and protection of intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility — PROTECTION OF INTELLECTUAL PROPERTY 產品責任 — 知識產權保護
KPI B6.4 關鍵績效指標B6.4	Description of the quality assurance process and product recycling procedures. 描述質量檢定過程及產品回收程序。	Product Responsibility — PRODUCT QUALITY 產品責任 — 產品質量
KPI B6.5 關鍵績效指標B6.5	Description of the consumer data protection and privacy policies, and the related implementation and monitoring methods. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility — CUSTOMER PRIVACY PROTECTION 產品責任 — 客戶私隱保護
<b>Aspect B7: Anticorruption</b>		
<b>層面B7：反貪污</b>		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing from bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污



# Environmental, Social & Governance Report

## 環境、社會及管治報告

Aspect, general disclosure and key performance indicator (KPI) 層面、一般披露及關鍵績效指標	Description 描述	Chapter/Statement 章節／聲明
KPI B7.1	Number of concluded lawsuits regarding corruption brought against the issuer or its employees during the reporting period and the results of the lawsuits.	Anti-corruption — PREVENTING CORRUPTION AND FRAUD
關鍵績效指標B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	反貪污 — 防止貪污及舞弊
KPI B7.2	Description of the preventive measures and reporting procedures, as well as the related implementation and monitoring methods.	Anti-corruption — PREVENTING CORRUPTION AND FRAUD
關鍵績效指標B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	反貪污 — 防止貪污及舞弊
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption — PREVENTING CORRUPTION AND FRAUD
關鍵績效指標B7.3	描述向董事及員工提供的反貪污培訓。	反貪污 — 防止貪污及舞弊
<b>Aspect B8: Community Investment</b>		
<b>層面B8：社區投資</b>		
General disclosure 一般披露	Policies related to community participation to understand the needs of the community in which the issuer operates and to ensure that its business activities will take into account the interests of the community. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1	Focus areas of contribution (such as education, environmental issues, labour needs, health, culture, sports).	Community Investment — CORPORATE SOCIAL RESPONSIBILITY
關鍵績效指標B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	社區投資 — 企業社會責任
KPI B8.2	Resources (such as money or time) used in the focus field.	Community Investment — CORPORATE SOCIAL RESPONSIBILITY
關鍵績效指標B8.2	在專注範疇所動用資源(如金錢或時間)。	社區投資 — 企業社會責任



雲南水務投資股份有限公司

YUNNAN WATER INVESTMENT CO., LIMITED\*