GCL New Energy Holdings Limited
協鑫新能源控股有限公司

(Incorporated in Bermuda with limited liability) (Stock Code: 451)

2023
ANNUAL REPORT

About GCL New Energy

- Renowned solar power private enterprise in the PRC, one of its substantial shareholders, GCL Tech (3800.HK), is a world leading polysilicon producer and wafer supplier
- Successful realization of asset-light transformation, enables it to proactively develop other clean energy businesses by leveraging on existing solar power generation platform
- Leading the development of intelligent solar power plant operation, was first in the country to be accredited the honourary title of "5A Solar Power Plants Operation and Maintenance Service Provider"

Forward-looking statements contained in this Annual Report relating to the forecast business plans, prospects, financial forecasting, and growth strategies of the Group. These forward-looking statements are based on current beliefs, expectations, assumptions and premises regarding the industry and market in which it operates, some of which are subjective or beyond our control. Underlying these forward-looking statements is a large number of risks and uncertainties and may not be realised in future. In light of the risks and uncertainties, the inclusion of forward-looking statements in this Annual Report should not be regarded as representations by the Board or the Company that the plans and objectives will be achieved, and investors should not place undue reliance on such forward-looking statements.

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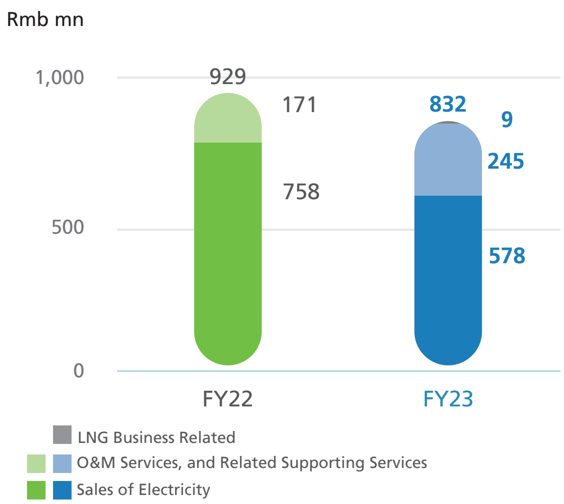
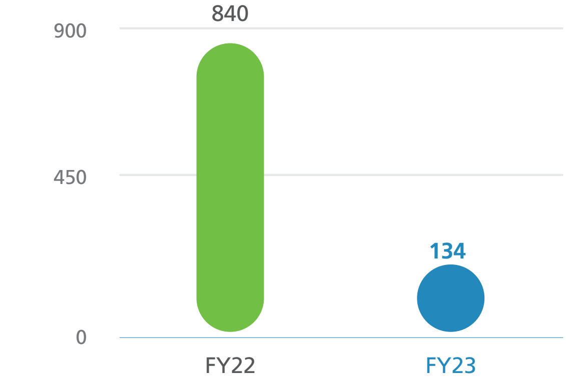
2023 Performance Summary

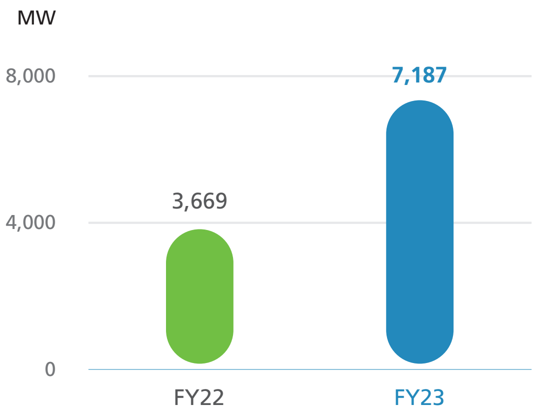
Revenue



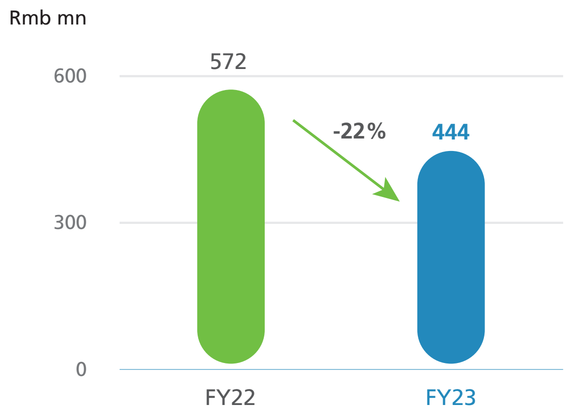
Grid-Connected Capacity of Subsidiaries



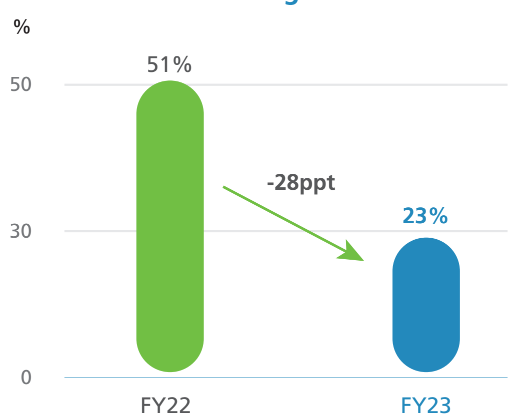
Installed Capacity of O&M Services



Finance Costs



Gearing Ratio



Defined goals, steady advancement, consolidated foundation and accumulated strength for action

GCL New Energy has experienced hardship in the past few years and has weathered the difficulties it encountered. These setbacks motivated us to forge ahead and continue to cultivate in-depth in the field of energy: focusing on "transformation" and "high quality", we exerted effort in the above two directions, took the initiative to embrace changes, anchored new tracks and new goals, while resolutely switching to the "light-asset" track model and actively exploring and moving forward to a dual core businesses successful way of "solar power plus natural gas".

Regain financial balance to run on the track of "light-asset"

In October 2023, GCL New Energy announced to sell its last batch of 36 solar power plants in the PRC with a total installed capacity of approximately 584 MW to Suzhou Industrial Zone Xinkunneng Clean Energy Co., Ltd（蘇州工業園區鑫坤能清潔能源有限公司）("Suzhou Industrial"), which successfully built the most solid foundation for transformation to the next "light-asset, rich-profit（輕資產、厚利潤）" sustainable development. Through the transaction, GCL New Energy will receive net cash proceeds of approximately RMB1.6 billion and will use the cash proceeds for debts repayment and to support the investment of natural gas, LNG and operation, and management services segment.

In fact, the new development model of "light-asset" is generally characterized with low capital investment, rapid turnover, and relatively high capital income. To implement the new development path of "light-asset" will enable GCL New Energy to respond to market changes more flexibly, reduce its pressure of funds, increase its liquidity, reduce operational risk, improve anti-risk capabilities, and further concentrate resources to invest on the dual core businesses strategy of "solar power plus natural gas" to make the future direction of core development clearer and more explicit.

Although GCL New Energy has been under the pressure of "heavy-asset（重資產）"development, we have been seeking innovation and change, and have updated and amended our previous development thoughts of solar power generation business and learned from experience, so that GCL New Energy has properly disposed of all corporate debts including the debts denominated in US Dollars, so that the total debts of RMB4,689 million in 2022 were significantly reduced by RMB4,137 million to RMB552 million for the year, and gearing ratio of total liabilities to total assets was significantly decreased to 23.2% for the year from 50.9% in 2022, all of which have effectively guaranteed the safety of cash flow and further improved financial position to lay the most solid foundation for the sustainable development of "transformation" and "high-quality development "in the future.

Run across various barriers to embrace the new opportunities in upgrading global energy mix

Currently, the world is undergoing the third energy transformation from high-carbon to low-carbon, and from fossil fuel to renewable energy. However, during the process of establishing mutual development of a diversified energy mix, the international geopolitical tension and prolonged Russia-Ukraine crisis led to the sharply worsening contradiction of supply and demand in global energy, which urged the launch of various energy policies locally and globally. Therefore, energy mix upgrade and green low-carbon transformation have become an irresistible global trend.

When renewable energy has not dominated in the industry, clean alternative energy has played a greater role in energy supply. In particular, natural gas played a great part in replacing high-polluting fuels on a large scale and synergetic development with renewable energy by virtue of its multiple advantages such as flexibility, cleanness, stability, high efficiency and low carbon, and is viewed widely as one of the important alternative energies domestically and overseas, with its position and role increasingly prominent in the process of global energy transformation. In the Gas Market Report, Q1-2024 published by International Energy Agency ("IEA"), it stated that the price recovery of natural gas has supported higher demand and expected that the global consumption of natural gas will resume with strong growth of 2.5% in 2024.

Domestically, in the context of achieving "dual carbon" goal and building a new energy system, national policies strongly advocated the use of natural gas as an alternative fuel, and natural gas is regarded as an indispensable alternative energy. The launch of various major policies in natural gas industry played an advantage of flexible adjustment and a key supporting role in the progress of new energy development. In July 2023, Implementation Opinions on Further Deepening the Reform of the Oil and Natural Gas Market System and Enhancing the National Oil and Gas Security Capability (關於進一步深化石油天然氣市場體系改革提升國家油氣安全保障能力的實施意見) was considered and passed in the second meeting of Central Commission for Comprehensively Deepening Reform (中央全面深化改革委員會). It stressed the need to focus on the goal of strengthening the capacity for national oil and gas security, and actively and steadily promote system reform in the upper, middle and down streams aiming at the salient problems in the oil and gas system, so as to ensure stable and reliable supply, indicating the new stage of the oil and gas reform has emerged.

In addition, several national policies proposed to better use natural gas in different fields of electricity generation, industrial sector and transportation, to promote the high-quality development of natural gas industry. In terms of power generation, the policies encouraged the development of peak-shaving natural gas power stations (天然氣調峰電站) according to local conditions, and the rapid development of natural gas distributed energy to strengthen the synergetic development of natural gas with multiple energies, integrate renewable energy such as wind power and light power as long-term partners to build multi-energy complementary pattern, so as to promote the sustainable quality development of new electricity system and natural gas market. In terms of industrial sector, the use of industrial gas and use of gas in chemical raw material were guided rationally, and the gradual increase of proportion of natural gas application was encouraged to continuously increase the demand amount of liquified natural gas ("LNG"), which became the main force to drive the increase of demand of natural gas. In terms of transportation, the policies vigorously promoted new energy and clean energy such as natural gas to be applied in the field of transportation, and recommended automobiles and vessels to use LNG as fuels, promoted heavy-duty trucks powered by LNG, and accelerated the renovation of old vessels with developing vessels powered by LNG and so on.

Benefited from national policies which have broadened the use of natural gas, the market-based pricing mechanism of natural gas is improving gradually, and natural gas has ushered in new development opportunities in different fields. In 2023, China has once again become the world's largest LNG importer, and domestic natural gas production also continued to increase steadily. In the Summer Outlook for Natural Gas and LNG in PRC for 2024（二零二四年中國天然氣和LNG夏季展望）released by BloombergNEF, it was forecasted that in 2024 summer (from April 2024 to September 2024), China's natural gas demand in the base scenario would increase 6.7% year-on-year to 194.9 billion cubic meters. It was generally accepted by the market that natural gas will have the opportunity to become an important option for low-carbon fuel utilization in multiple fields. Overseas research indicated that driven by the industrial demand in the PRC and economic development in South Asia and Southeast Asia, it is expected that the global LNG demand will increase by more than 50% by 2040, reflecting the enormous potential of natural gas for long-term application growth domestically and internationally.

Seize the new development opportunities in the field of natural gas

In order to timely seize the perfect opportunity arising from the overall adjustment of development landscape in the natural gas industry, GCL New Energy has made a comprehensive, clear and objective analysis, study and judgement of the natural gas development at home and abroad and maintained sound communication with POLY-GCL Petroleum Group Holdings Limited ("POLY-GCL Petroleum Group") and actively explored the cooperation opportunities of initiating LNG business in the future. POLY-GCL Petroleum Group possesses a period of 45 years for the upstream exploration and development of 5 trillion cubic meters of natural gas reserves and approximately 4 billion tons of crude oil that meet the conditions for large-scale commercial development in Ogaden Basin, Ethiopia, Africa.

At the same time, in order to further promote the diversified development of natural gas business and accelerate the marketization of LNG trade, so as to increase the Group's revenue, GCL New Energy appointed Mr. Xu Huilin as the Executive President of the Company in June 2023, in charge of the natural gas business development of the Company and reporting directly to the President of the Company. In addition, in February 2024, the Company also appointed Mr. Xiong Xin as the Company's Vice President of the Company to assist Mr. Xu Huilin in developing natural gas trading business. Mr. Xu Huilin and Mr. Xiong Xin have high qualifications and deep accumulation of resources in the energy industry, and have deep insight into the oil and gas industry. They have rich experience in investment, financing and capital operation in the fields of commodity trade and energy. With the two industry elites to join the Company and other natural gas trade talents, it is estimated that in 2024, the natural gas business can inject new vitality into the Company. On 4 March 2024, Nanjing GCL New Energy Development Co., Ltd ("Nanjing GCL New Energy Development") (an indirect wholly-owned subsidiary of the Group) and GCL Smart Energy (Rudong) Co., Ltd（協鑫智慧能源（如東）有限公司）("Rudong GCL Smart Energy") (an indirect wholly-owned subsidiary of GCL Energy Technology Co. Ltd.（協鑫能源科技股份有限公司）("GCL Energy Technology")) entered into an agency agreement for a term expired on 31 December 2024. Pursuant to the agency agreement, through its professional team, GCL New Energy helped Rudong GCL Smart Energy to target qualified international LNG resources and LNG terminals and assist the purchase of LNG for Rudong GCL Smart Energy. As the global landscape of trading of natural gas has been remodeled, domestic consumption growth continues to be strong along with huge development potential, the Group believes that the development of diversified natural gas business will be beneficial for grasping the long term new tendency of the country's clean energy transformation.

The complementary synergy of the dual core businesses of "solar power plus natural gas"

Leveraging on its foresight and sagacity on the layout of operation and maintenance technology, GCL New Energy has rapidly tap into in the track of operation and maintenance, and relying on the scale advantages and massive data accumulation, driven by innovation, it strengthens science and technology research and development and focuses on accelerating the development of operation and maintenance business of various clean energy projects and has successfully completed market-oriented reform and transformation into light-asset model. During the year, the Group has entered into various operation and maintenance service contracts with nearly 260 solar power plants in various areas nationwide, and the aggregate installed capacity was approximately 7.2 GW, with a leading market share.

As a national high-tech enterprise, GCL New Energy was the first in the country to be accredited as "5A Solar Power Plants Operation and Maintenance Service Provider". GCL New Energy accelerated technological iteration through continuous investment in research and development, and with the independent intellectual property– "Xinyilian (鑫翼連)" comprehensive energy management platform, customers are provided with a comprehensive energy system solution that integrates "data plus management". We have established multi-dimensional data model to provide intelligent operation management services for multiple new energy business sectors such as wind-solar storage and mobile energy, with the target to build a new operation and maintenance ecological circle of "digitalization and intelligence" which is green, low-carbon and sustainable, so as to continuously create values for partners and realize cooperation and win-win, and promote common development.

In the future, GCL New Energy will form "lines" by integrating wind power and energy storage operation and maintenance projects based on the solar power operation and maintenance "points" distributed in various regions of the country and expand various services to form "network" based on wind-solar storage projects, which extend the provision of electricity transaction, EMC, CCER to form new business systems. Meanwhile, through in-depth market research and analysis on users' demands, we will provide differentiated comprehensive energy solutions, and combine digital and intelligent operation and maintenance with an operation and maintenance model of "unmanned monitor and control, fewer people on duty", walk out of the "red sea" competition in operation and maintenance service, and expand market-oriented operation and maintenance from multiple aspects to achieve sustainable development.

Continue to consolidate the dual core businesses of "solar power plus natural gas" and lead in sustainable development

In the face of profound adjustment of global energy landscape and the accelerating advancement of energy system transformation, GCL New Energy has always set a clear goal: we continue to make committed investments in our green business, strive to develop clean, safe and reliable high quality green energy, vigorously promote the use of clean energy. Upholding the mission of contributing to achieve energy transformation, we shoulder the dream of "bringing green power to life".

On the road to high quality development, mapping sustainable development as the Group's strategic blueprint, we shall give full play to our own advantages, firmly focusing on the dual core businesses strategy of "solar power plus natural gas" under the guidance by science and technology innovation, and we are dedicated to promoting high quality development of clean energy. By taking into account the important roles of factors such as environmental, social and governance ("ESG") on operation and other aspects, we continue to optimize adjustments to transform them into the direction of thoughts to drive the long-term strategy, so as to promote innovative development efforts and create sustainable development capabilities.

Management Discussion and Analysis

Overview

For the year ended 31 December 2023, loss attributable to owners of the Company for the year was RMB1,166 million, as compared to loss attributable to owners of the Company of RMB1,493 million in the last year. The decrease in loss for year ended 31 December 2023 was mainly attributable to the combined effect of the followings:

1. the grid connected capacity of subsidiaries decreased from 0.84GW as at 31 December 2022 to 0.13 GW as at 31 December 2023, representing a decrease of 84.0% in business scale. Our sales volume of electricity and the revenue from electricity generation of the Group decreased by 21.9% and 23.8% respectively. The drop in the business scale led to a decrease in gross profit by RMB70 million, from RMB451 million in the last year to RMB381 million for the year ended 31 December 2023;

   On 12 October 2023, the Group entered into eleven equity transfer agreements with 蘇州工業園區鑫坤能清潔能源有限公司 Suzhou Industrial Zone Xinkunneng Clean Energy Co., Ltd* to dispose of its 88.58%-100% equity interests in 36 subsidiaries at an aggregate consideration of RMB1,004 million. The subsidiaries operate solar power plant projects with an aggregate capacity of 584MW in the PRC. The disposals of all above companies were completed during the year ended 31 December 2023 which caused the significant drop in business scale during the year.

2. the decrease in administrative expenses by 25.7%, from RMB571.6 million to RMB424.8 million, is mainly due to decrease in staff cost, depreciation and other general administrative expenses associated with disposed solar power plants for the year ended 31 December 2023;

3. the exchange loss of RMB38.3 million for the year ended 31 December 2023, as compared to the exchange loss of RMB238.7 million for the year ended 31 December 2022, the exchange loss is mainly caused by the appreciation of USD against RMB for USD denominated indebtedness of the Group;

4. the loss on disposal of solar power plant projects of RMB394.9 million for the year ended 31 December 2023, as compared to a loss on disposal of solar power plant projects of RMB47.6 million for the year ended 31 December 2022; and

5. the decrease in finance costs of RMB127.7 million, mainly due to the decrease in business scale and repayment of debts.

Business Review

Capacity and Electricity Generation

As at 31 December 2023, the grid-connected capacity of the Group's subsidiary power plants was approximately 134MW (2022: 840MW). Details of capacity, electricity sales volume and revenue for the year ended 31 December 2023 are set out below.

Power plant in PRC by provinces	Electricity Sales Volume (million kWh)	Average Tariff (Net of Tax) (RMB/kWh)	Revenue (RMB million)
Inner Mongolia	193	0.72	139
Qinghai	124	0.61	76
Jilin	70	0.74	52
Liaoning	85	0.54	46
Gansu	23	0.78	18
Jiangsu	25	0.88	22
Hebei	26	0.35	9
Shandong	149	0.75	112
Henan	13	0.54	7
Guangdong	13	0.54	7
Fujian	54	0.63	34
Shanghai	7	0.71	5
Subtotal	**782**	**0.67**	**527**
US	168	0.45	76
Total of Subsidiaries	**950**	**0.63**	**603**

	Revenue (RMB million)
Representing:	
Electricity sales	281
Tariff adjustment – government subsidies received and receivable	322
Total revenue of subsidiaries for electricity sales	603
Less: effect of discounting tariff adjustment to present value(3)	(25)
Total revenue of solar power plants, after discounting	578
Solar power plants operation and management service income	228
Solar related supporting service income	17
LNG business related income	9
Total revenue of the Group	832

(1) The drop in grid-connected capacity of the Group's subsidiary power plant is caused mainly by the disposal of solar power plants in 2023.

(2) Aggregate installed capacity represents the maximum capacity that was approved by the local government authorities while grid-connected capacity represents that the actual capacity connected to the State Grid.

(3) Certain portion of the tariff adjustments (government subsidies) is discounted.

Most of the solar power plants of the Group are located in China and almost all of the revenue of solar power plants is contributed by the subsidiaries of State Grid Corporation of China ("State Grid"). The State Grid is a State-owned enterprise in China, which possesses low default risk. Therefore, the Directors considered that the credit risk of trade receivables was minimal.

Financial Review

Revenue and Gross Profit

For the year ended 31 December 2023, the Group's revenue was mainly derived from (i) solar power electricity generation; (ii) service income from the provision of the solar power plants operation and management services; (iii) income from solar related supporting services; and (iv) income from LNG and related business. The table below sets forth an analysis of the Group's revenue:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Revenue		
– Sales of electricity and tariff adjustments	**578,208**	758,461
– Solar power plants operation and management service	**227,948**	151,991
– Solar related supporting service income	**16,747**	18,605
– LNG business related income	**8,617**	–
	831,520	929,057

The decrease in revenue was mainly attributable to the disposal of solar power plants during 2022 and 2023. The grid-connected capacity decreased from 0.84GW as at 31 December 2022 to 0.13GW as at 31 December 2023. The average tariff (net of tax) for the PRC was approximately RMB0.67/kWh (2022: RMB0.70/kWh).

During the year ended 31 December 2023, the Group provided operation and maintenance services for certain disposed solar power plant projects and generated management service income. Also, the Group provided other supporting services such as procurement service, to widen its business coverage in order to generate additional income stream to the Group. As at 31 December 2023, the Group had entered into contracts to provide operation and maintenance services for solar power plants with total installed capacity of approximately 7.2GW. Furthermore, the Group newly provided trading of LNG and related products in 2023, which generated sales income of RMB8.6 million (2022: Nil).

The Group's gross margin for the year ended 31 December 2023 was 45.8%, as compared to 48.6% for the year ended 31 December 2022. The cost of sales mainly consisted of depreciation, which accounted for 53.9% (2022: 56.9%) of the cost of sales, with the remaining costs being operation and maintenance costs of solar power plants. The drop in gross margin was mainly due to the relatively lower gross profit margin for procurement service business when compared with sales of electricity business. While the Group entered into LNG related business in 2023 which therefore the gross profit margin is reasonably lower as compared to the market. The combined effect of the above caused the drop in gross margin.

Other Income

During the year ended 31 December 2023, other income mainly included imputed interest on discounting effect on tariff adjustment receivables (i.e. interest arising from contracts containing significant financing component) of RMB504,000 (2022: RMB10 million) and interest income from former subsidiaries of RMB43 million (2022: RMB70 million).

Administrative Expenses

The administrative expenses mainly included staff costs, rental expenses and legal and professional fees. Administrative expenses decreased by 25.7% to RMB424.8 million (2022: RMB571.6 million) for the year ended 31 December 2023. The decrease in administrative expenses was mainly due to decrease in staff costs, depreciation and other general administration expenses associated with disposed solar power plants for the year ended 31 December 2023.

Other gains and losses, net

During the year ended 31 December 2023, the net loss amounted to RMB415 million (2022: RMB105 million). The net loss for 2023 was mainly due to loss on disposal of subsidiaries of RMB395 million (2022: RMB47 million), exchange loss of RMB38 million (2022: RMB239 million) caused by the appreciation of USD against RMB for USD denominated indebtedness of the Group.

Impairment loss on expected credit loss model, net of reversal/impairment losses on property, plant and equipment and right-of-use assets

During the year ended 31 December 2023, the impairment loss on expected credit loss model, net of reversal amount to RMB156 million (2022: RMB386 million), consists of impairment loss on expected credit loss on amounts due from former subsidiaries of RMB145 million (2022: RMB289 million), reversal of expected credit loss on other receivables of RMB76 million (2022: impairment of RMB96 million) and expected credit loss on amounts due from related companies of RMB87 million (2022: Nil). Impairment losses on property, plant and equipment and right-of-use assets amounted to RMB86 million (2022: RMB359 million). Please refer to note 8 to the consolidated financial statements for more details.

The expected credit loss on amounts due from former subsidiaries of RMB145 million (2022: RMB289 million) comprises RMB5 million (2022: RMB62 million) for rectification cost compensation, RMB133 million (2022: RMB57 million) for construction payable adjustments, reversal of RMB12 million (impairment of RMB70 million) for tax on land use indemnification and RMB19 million (2022: RMB100 million) for on-grid electricity guarantee, details of which are set out as follows:–

(i) Rectification cost compensation of approximately RMB5 million (2022: RMB62 million)

The Group has made substantial disposal of solar power plants during the financial years ended 31 December 2018 to 2023 as part of its transition to become an asset-light enterprise. Pursuant to the terms of the sale and purchase agreement in respect of the disposals, the Group will be responsible for the rectification costs of defects arising from the solar power plants. Where a defect has been identified and rectification is required, the purchaser may deduct the relevant rectification costs from the security deposit and remaining balances of the amounts due to the Group. This is in line with the industry practice where vendors in these types of transactions will be responsible for rectification costs found from defects.

Prior to entering into these transactions, the Group would assess and estimate the potential rectification costs arising from each of the disposals. Based on the rectification costs requested so far, the Group considers that the rectification costs claimed by the purchasers (as supported by third-parties' quotation/invoices or reports) are fair and reasonable and are within the expected range of costs determined by the Group.

(ii) Construction payable adjustments of approximately RMB133 million (2022: RMB57 million)

As part of the industry practice, it is common to include construction payable adjustment clauses in the sales and purchase agreements for powerplant disposal transactions. In some of the Group's disposals, the construction work of the power plant may be ongoing or the final construction payable has not been determined by the time the EPC agreement was executed. Hence, if the final amount of the construction payables of the power plant is different from the figure disclosed in the audited report on the reference date of the disposal, the balance to be paid to the Group would be adjusted against the balances of the amounts due to the Group accordingly.

(iii) Reversal of tax on land use indemnification of approximately RMB12 million (2022: impairment of RMB70 million)

As the policy of cultivated land occupation tax and land use tax for solar power plants have been unclear and that tax collection methods vary, it takes time for the Group to negotiate with the relevant local tax authorities to agree on the scope and basis for settling the taxes. In accordance with the sale and purchase agreements, the Group has to provide tax indemnity to purchasers for disposals. The obligation arises where the purchaser receives tax payment demands from the local tax authorities after the date of completion of the disposals.

(iv) On-grid electricity guarantee of approximately RMB19 million (2022: RMB100 million)

As part of the terms of the deal to attract the purchasers to acquire the Group's power plants and continue to appoint the Group as an operation and management services provider, if the relevant electricity sale volumes and revenues for the subject solar power plants for each agreed period (ranging from two to five years depending on the agreed terms) are less than the agreed minimum sale volumes and revenues, the purchaser will be entitled to the on-grid electricity guarantee compensation and the balance to be paid to the Group would be adjusted against the balances of the amounts due to the Group accordingly. The drop in balance is due to adjustment of balance in relation to disposed solar power plant projects in prior year.

The provision of credit loss on other receivables as above-mentioned were mainly attributable to (i) 12 months expected credit loss on receivables in accordance with IFRS 9; and (ii) impairment loss arising from set off arrangements in relation to general rectification costs, construction costs and arrangements, receivables and obligations in respect of some of the Group's disposals in accordance with the terms of the sale and purchase agreements.

In the opinion of the Directors, as a general industry practice, approximately 10% of the total consideration for the disposal of solar powerplants will usually be retained by purchasers to set off against guarantees or compensations. During 2018 to 2023, the Group disposed of approximately 7GW solar power plants for net cash proceeds of over RMB27 billion, of which a substantial part of proceeds has been received. To put it into perspective, the provision of credit loss on other receivables as disclosed above together with the provisions made in previous years, only accounted for less than 5% of the Net Proceeds. The Company considers that it has already made the best estimations for all relevant provisions. Moreover, considering that the purchasers are mainly state-owned enterprises, the credit risk is relatively low and the Company is of the view that the disposals were in the best interest of the Company.

Share of profits of associates

Share of profits of associates amounted to RMB112 million (2022: RMB123 million), mainly representing the share of profits from several partly held solar power plants.

Finance Costs

Total borrowing costs decreased by 22.3% from RMB572 million to RMB444 million for the year ended 31 December 2023. The decrease was mainly due to the decrease in average borrowing balance as a result of the disposal of solar power plants. The interest-bearing debts has been decreased from RMB4,689 million as at 31 December 2022 to RMB552 million as at 31 December 2023. The average borrowing rate decreased from approximately 9.7% in 2022 to approximately 7.5% in 2023.

Income Tax Expense

Income tax expense for the year ended 31 December 2023 was RMB15 million (2022: RMB19 million). There is a decrease in income tax expense because of the disposal of solar power plants during 2023, leading to decrease in taxable income.

Profit attributable to other non-controlling interests

Profit attributable to other non-controlling interests amounted to RMB1 million for the year ended 31 December 2023 (2022: RMB3 million).

Final Dividend

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023 (2022: Nil).

Property, Plant and Equipment

Property, plant and equipment was RMB904 million and RMB4,468 million as at 31 December 2023 and 31 December 2022, respectively. The decrease was mainly due to the disposal of solar power plants during 2023.

Other Non-current Assets

As at 31 December 2023, other non-current assets was RMB15 million (2022: RMB107 million), which mainly included refundable value-added tax of approximately RMB14 million (2022: RMB35 million).

Contract assets

Contract assets primarily relate to the portion of tariff adjustments for electricity sold to local state grid companies in the PRC in which the relevant on-grid solar power plants are still pending for registration to the Subsidy Catalogue. Any amount previously recognised as contract assets is reclassified to trade receivables at the point at which it is registered in the Subsidy Catalogue.

Contract assets decreased from RMB55 million as at 31 December 2022 to Nil as at 31 December 2023, following the disposal of solar power plants in 2023.

Trade and Other Receivables

As at 31 December 2023, trade and other receivables of RMB1,709 million (2022: RMB3,994 million) mainly included trade and bills receivables of RMB84 million (2022: RMB1,589 million), refundable value-added tax of RMBNil (2022: RMB62 million) and consideration receivables from disposal of subsidiaries of RMB206 million (2022: RMB279 million), amounts due from former subsidiaries of RMB1,949 million (2022: RMB2,198 million), in which a deferred receivables of RMB701 million (2022: Nil) were reclassified to non-current nature, as they are expected to be received within two years.

As at 31 December 2023, tariff adjustments receivables of RMB32 million including tariff adjustment of RMB32 million, for projects classified as held for sale (2022: RMB1,559 million including tariff adjustment of RMB107 million, for projects classified as held for sale), represents subsidy receivable from the government authorities in respect of the Group's solar power generation business.

Other Payables and Deferred Income

Other payables and deferred income decreased from RMB1,330 million as at 31 December 2022 to RMB782 million as at 31 December 2023. Other payables and deferred income mainly consisted of payables for purchase of plant and machinery and construction cost of RMB36 million (2022: RMB145 million) and deferred income of RMB350 million (2022: RMB362 million).

Liquidity and Financial Resources

The Group adopts a prudent treasury management policy to maintain sufficient working capital to cope with daily operations. The funding for all its operations has been centrally reviewed and monitored at the Group level. The indebtedness of the Group mainly comprises bank and other borrowings, senior notes payable, lease liabilities and loan from a related company.

As at 31 December 2023, bank balances and cash of the Group were approximately RMB556 million (2022: RMB850 million), including bank balances and cash of RMB1 million, for projects classified as held for sale (2022: RMB53 million). For the year ended 31 December 2023, the Group's primary source of funding included cash generated from its operating activities and receipts of consideration receivable from disposal of subsidiaries with solar power plant projects.

Indebtedness and gearing ratio

Solar energy business is a capital intensive industry. The business requires substantial capital investments for developing and constructing solar power plants. However, starting from 2019 onwards, the Group has adopted assets-light business strategy. The average gearing ratio of the Group become more stable and at an acceptable level.

The Group was in net current assets position of approximately RMB1,760 million as at 31 December 2023 (2022: RMB3,794 million).

The Group monitors capital based on the gearing ratio of total liabilities divided by total assets. The gearing ratio as at 31 December 2023 and 31 December 2022 were calculated as follows:

	31 December 2023 RMB million	31 December 2022 RMB million
Total liabilities	**1,512**	6,186
Total assets	**6,506**	12,164
Total liabilities to total assets	**23.2%**	50.9%

The Group's indebtedness was denominated in the following currencies:

	31 December 2023 RMB million	31 December 2022 RMB million
Renminbi ("RMB")	**142**	2,559
United States dollars ("US$")	**410**	2,130
	552	4,689

Pledge of Assets

As at 31 December 2023, the following assets were pledged for bank and other facilities (other than those classified as held for sale) granted to the Group:

– property, plant and equipment of RMB872 million (2022: RMB2,957 million);

– bank and other deposits of RMB102 million (2022: RMB262 million); and

– rights to collect the sales of electricity for certain subsidiaries. As at 31 December 2023, the trade receivables and contract assets of those subsidiaries amounted to Nil (2022: RMB1,385 million).

Besides, lease liabilities of RMB137 million (2022: RMB270 million) are recognised in respect of right-of-use assets amounting to RMB77 million (2022: RMB219 million) as at 31 December 2023.

Guarantees provided to Third Parties

As at 31 December 2023, the Group provided back-to-back guarantees to third parties for certain bank and other borrowings taken out by certain third parties for project companies whereby the third parties held a substantial interest and the Group held a minority interest. The back-to-back guarantees held a maximum amount of RMB1,715 million (2022: RMB1,610 million). Besides, the Group also provided financial guarantees to certain disposed subsidiaries during the period until these guarantees are replaced or the loan is repaid for their bank and other borrowings amounting to approximately RMB1,259 million (2022: RMB712 million), out of which approximately RMB547 million (2022: Nil) is associates of connected persons.

Capital and Other Commitments

As at 31 December 2023 and 31 December 2022, the Group's capital commitments in respect of construction commitments relating to natural gas liquefaction plant contracted but not provided amounted to approximately RMB107 million (2022: Nil) and commitment of share capital of joint venture of approximately RMB25 million (2022: RMB25 million).

Significant Investment Held, Material Acquisition or Disposal of Subsidiaries and Affiliated Companies and Plans for Material Investment or Capital Assets

During the year ended 31 December 2023, the Group has entered into various share transfer agreements with different third parties to dispose equity interests in companies which hold various solar power plants. In particular, the material disposal which constituted very substantial disposals of our Group during the during the year ended 31 December 2023 is summarised hereinbelow:

Date of the Agreements signed in 2023	Name of buyers	Percentage of disposed equity interest	Capacity of solar power plants (MW)	Consideration (RMB million)
May	Hunan Xinhua Water Conservancy and Electric Power., Ltd.*（湖南新華水利電力有限公司）	100%	191	308
November	Suzhou Industrial Zone Xinkunneng Clean Energy Co., Ltd.*（蘇州工業園區鑫坤能清潔能源有限公司）	88.58%-100%	583	1,004
Total			774	1,312

Note: For details, please refer to the respective announcements published by the Company (if applicable).

* *English name for identification purposes only*

Save as disclosed above, there were no significant investment held, material acquisition or other disposal of subsidiaries and affiliated companies during the year ended 31 December 2023. There were also no plans for material investment or capital assets as at 31 December 2023.

Breach of loan agreement

As at 31 December 2023, the Company had not breached any terms of its loan agreements for loans that are significant to its operations.

Financial Assistance and guarantees to affiliated companies by the Company

As at 31 December 2023, the Company had not provided any financial assistance and guarantees to affiliated companies which is subject to disclosure requirement under Rule 13.22 of the Listing Rules.

Advance to an entity provided by the Company

As at 31 December 2023, the Company had not provided any advance to an entity which is subject to disclosure requirement under Rule 13.20 of the Listing Rules.

Events After the Reporting Period

Please refer to note 45 to the consolidated financial statements for details.

Risk Factors and Risk Management

The Group's business and financial results of operations are subject to various business risks and uncertainties. The factors set out below are those that the management believes could affect the Group's financial results of operations differing materially from expected or historical results. However, there can be other risks which are immaterial now but could turn out to be material in the future.

1. Policy risk

Policies made by the government have a pivotal role in the solar power industry. Any alternation in the preferential tax policies, on-grid tariff subsidies, generation dispatch priority, incentives, issuance of green electricity certificates, laws and regulations would cause substantial impact on the solar power industry. Although the PRC government has been supportive in aiding the growth of the renewable industry by carrying out a series of favorable measures, it is possible that these measures will be modified abruptly. In order to minimize risks, the Company will follow rules set out by the government strictly, and will pay close attention to policy makers in order to foresee any disadvantageous movements.

2. Risk associated with tariff

Power tariff is one of the key earning drivers for the Company. Any adjustment in tariff might have an impact on the profitability of new solar power projects. Given the National Development and Reform Commission targets to accelerate the technology development for solar energy industry in order to bring down development costs, therefore solar power tariff has been lowered to the level of coal-fired power and government subsidy for solar energy industry will finally be faded out. To minimize this risk, the Company will continue to increase the pace of technology development and implement cost control measures in order to lower development cost for new projects.

3. Risk related to interest rate

Interest rate risk may result from fluctuations in bank loan rates. Given our Company highly relies on external financing in order to obtain capital for new solar power project development, any interest rate changes will have an impact on the Company's capital expenditure and finance expenses, which in turn affect our operating results. Transformation into asset-light model is an effective way to reduce debts and interest rate exposure.

4. Foreign currency risk

As most of our business are located in the PRC, substantial of our revenues, capital expenditures, assets and liabilities are denominated in RMB. The Company uses US dollars to inject into US projects in the form of equity. As the Company has not purchased any foreign currency derivatives or related hedging instruments for hedging purpose, any changes in the exchange rate of foreign currency to RMB will have an impact on the Company's operating results.

5. Risk related to disputes with joint venture partners

Our joint ventures may involve us into risks associated with the possibility that our joint venture partners having financial difficulties or having disputes with us as to the scope of their responsibilities and obligations. We may encounter problems with respect to our joint venture partners which may have an adverse effect on our business operations, profitability and prospects.

Employee and Remuneration Policies

We consider our employees to be our most important resource. As at 31 December 2023, the Group had approximately 949 employees (2022: 792 employees) in the PRC and overseas. Employees are remunerated with reference to individual performance, working experience, qualification and the prevailing industry practice. Apart from basic remuneration and the statutory retirement benefit scheme, employee benefits include discretionary bonuses, with share options granted to eligible employees. Total staff costs (including Directors' emoluments, retirement benefits schemes contributions and share option expenses) for the year ended 31 December 2023 was approximately RMB251 million (2022: RMB282 million).

As at the date of this annual report, the biographies of our Directors are as follows:

Executive Directors

ZHU Gongshan
(Chairman)

Aged 66, an executive Director appointed on 9 September 2022. Mr. Zhu is also the Chairman of the Board and chairman of the Nomination Committee. He is the founder, an executive director and the chairman of GCL Technology. Mr. Zhu is also a director of GCL System Integration and a director of GCL Energy Technology. Mr. Zhu was an executive Director of the Company from April 2014 to May 2016 and the honorary chairman of the Board of the Company from May 2014 to May 2016. Mr. Zhu Gongshan is the father of Mr. Zhu Yufeng.

Mr. Zhu acted as a member of the 12th National Committee of the Chinese People's Political Consultative Conference (the "CPPCC"), a member of the 12th Jiangsu Province Committee of the CPPCC, the chairman of Global Green Energy Industry Council, the chairman of Asian Photovoltaic Industry Association, the deputy director of the Green and Low Carbon Development Promotion Committee of China Enterprise Confederation, the executive vice president of the Energy Storage and Electric Vehicle Branch of China Electricity Council. Mr. Zhu concurrently serves as the executive chairman of ICC China Environment and Energy Committee, vice chairman of China Federation of Overseas Chinese Entrepreneurs, the vice chairman of China Fortune Foundation Limited, the vice chairman of China Industrial Overseas Development & Planning Association, the honorary chairman of Jiangsu Residents Association in Hong Kong, the honorary chairman of the Federation of HK Jiangsu Community Organisations, the honorary chairman of Suzhou Federation of Industry and Commerce and the chairman of SNEC Hydrogen Energy Industry Alliance Council, etc. Mr. Zhu has been given the "New China 70th New Energy Industry 10 Outstanding Contributors(新中國70周年新能源產業十大傑出貢獻人物)" award and the honours of "Chinese Enterprise Reform of 40 Years Reform and Opening Medal(改革開放四十年中國企業改革獎章)", the "Figure of Energy Revolution of 40 Years Reform and Opening(改革開放四十年能源變革風雲人物)" and the "Leading Energy Entrepreneur of 40 Years Reform and Opening(改革開放四十年能源領袖企業家)", etc. Mr. Zhu graduated from Nanjing Electric Power College(南京電力專科學校) and obtained a diploma in electrical automation.

ZHU Yufeng
(Vice Chairman)

Aged 42, an executive Director appointed on 11 December 2015. Mr. Zhu is also the Vice Chairman of the Board, the chairman of the Risk Assessment Committee and the Corporate Governance Committee, a member of the Remuneration Committee and a director of several subsidiaries of the Company. He acted as the Chairman and chairman of the Nomination Committee from December 2015 to September 2022 and the President from December 2020 to September 2022. He also acted as a non-executive Director and the Vice Chairman of the Company from February 2015 to December 2015. Mr. Zhu Yufeng is the son of Mr. Zhu Gongshan.

Mr. Zhu currently serves as an executive director and vice chairman of GCL Technology, the chairman of GCL Energy Technology and the chairman of GCL System Integration, the committee secretary of CPC GCL Group Limited（中共協鑫集團有限公司）, vice chairman and president of Golden Concord, a member of the Standing Committee of All-China Youth Federation, vice president of Chinese Young Entrepreneurs' Association, vice chairman of China Electricity Council, vice president of General Chamber of Commerce of Jiangsu Province, president of Jiangsu Youth Chamber of Commerce, and member of the 14th and 15th committees of CPPCC in Suzhou City. In addition, Mr. Zhu was honored as one of the "2017 Top Ten People of the Year for China New Energy (2017中國新能源十大年度人物）", "2017 Virtuous Leadership Award (2017年度臻善領袖獎）", "2021 China Energy Industry Leader (2021年度中國能源行業領軍人物）"and "2023 Jiangsu Finance & Economics Person (2023江蘇財經人物）", etc. Mr. Zhu graduated from George Brown College (Business Administration Faculty).

WANG Dong
(President)

Aged 58, an executive Director appointed on 9 September 2022. Mr. Wang is also the President, a member of the Risk Assessment Committee and the Corporate Governance Committee and a director of certain subsidiaries of the Company. Mr. Wang is currently the executive president of Golden Concord Group Limited (PRC). Mr. Wang acted as the chief operating officer of GCL Technology from January 2006 to May 2009, the chief operating officer of the Company from May 2016 to August 2016, and a director of GCL Energy Technology from June 2019 to February 2021. He was also the general manager of Peixian Mine-site Environmental Cogen-power Co., Ltd. (沛縣坑口環保熱電有限公司), the general manager of Xuzhou Longgu Minesite Gangue Power Generation Co., Ltd. (徐州龍固坑口矸石發電有限公司), the general manager of China Resources Golden Concord (Beijing) Co-generation Power Co., Ltd. (華潤協鑫(北京)熱電有限公司), the vice president of Golden Concord Power Group Limited and a director of GCL Intelligent Energy (Suzhou) Co., Ltd. (協鑫智慧能源(蘇州)有限公司). Mr. Wang obtained an Executive Master degree of Business and Administration (EMBA) from the China Europe International Business School.

GU Zengcai

Aged 60, an executive Director appointed on 27 October 2023. Mr. Gu is also a member of each of the Corporate Governance Committee and the Risk Assessment Committee. Mr. Gu is currently the vice president of Golden Concord Group Limited (PRC) and the general manager of its property rights management centre. Mr. Gu is also an executive director of Shanghai Hengfu Sanchuan Equity Investment Co., Ltd.(上海恒富三川股權投資有限公司), a non-executive director of ArtGo Holdings Limited (HKEX stock code: 03313) and an independent director of Shenzhen Jianyi Decoration Group Co., Ltd.(深圳市建藝裝飾集團股份有限公司)(SZSE stock code: 002789).

Mr. Gu worked for the finance division of Printing and Dyeing Mill of Yancheng City, Jiangsu(江蘇省鹽城市印染廠)from July 1982 to September 1993 in the capacities of deputy chief in charge and the chief in charge. He also worked as a director of the audit department and vice manager of the finance department at Zhuhai Port Co., Ltd.(珠海港股份有限公司)(formerly known as Zhuhai Fuhua Group Co., Ltd.(珠海富華集團股份有限公司)) (SZSE stock code: 000507) from October 1993 to August 1994. From September 1994 to April 2002, Mr. Gu served as an executive deputy director of Zhuhai Huayin City Credit Cooperatives(珠海華銀城市信用社), and president of the branch of China Resources Bank of Zhuhai Co., Ltd.(珠海華潤銀行)(formerly known as Zhuhai Commercial Bank(珠海城市商業銀行)) (the "CR Bank"), the general manager of the capital planning department and of the finance department, the office director of the policy research centre and the general manager of the credit department of the main office of the CR Bank. From May 2002 to August 2012, Mr. Gu was the chief accountant and deputy general manager of Zhuhai Jiuzhou Holdings Group Co., Ltd.(珠海九洲控股集團公司). Mr. Gu was also an executive director of the Zhuhai Holdings Investment Group Limited (HKEX stock code: 908) (formerly known as Jiuzhou Development Company Limited) from October 2003 to August 2012 and the deputy chairman of the board of directors in the same company from August 2006 to August 2012. From June 2021 to May 2023, Mr. Gu was an independent director of GCL System Integration. Mr. Gu graduated from the profession of industrial accounting school of Jiangsu Radio and TV University (江蘇廣播電視大學)in 1986. Mr. Gu obtained the certificate of the accountant and auditor in the year of 1992 and the certificate of Chinese Public Accountant in 1993.

Non-Executive Directors

SUN Wei

Aged 52, a non-executive Director appointed on 9 May 2014. Ms. Sun is also a member of the Remuneration Committee of the Company. Ms. Sun is currently an executive director of GCL Technology, a director of GCL System Integration, the vice chairman of Golden Concord and the joint president of China Hong Kong Economic Trading International Association. She was an executive director of GCL Technology for the periods from November 2006 to July 2007 and from October 2007 to January 2015 and she was the honorary chairman of the Finance and Strategy Function of GCL Technology. Ms. Sun was a director of GCL Energy Technology from February 2021 to February 2023. Ms. Sun has over 25 years of experience in the Group's investment and management, corporate finance, financial strategy and management experience. Ms. Sun obtained a degree of Doctor of Philosophy in Business Administration in 2005.

YEUNG Man Chung, Charles

Aged 56, a non-executive Director appointed on 18 September 2015. Mr. Yeung is also a member of the Corporate Governance Committee of the Company. He is currently an executive director, the chief financial officer, the company secretary of GCL Technology, and an independent non-executive director of Qi-House Holdings Limited (formerly known as Tree Holdings Limited) (HKEX stock code: 8395). He is also the vice president of Golden Concord. Mr. Yeung previously served as a partner of Deloitte Touche Tohmatsu. When Mr. Yeung left Deloitte Touche Tohmatsu in March 2014, he was the Head of Corporate Finance Advisory Services, Southern China. He was a part-time member of the Central Policy Unit of the Government of Hong Kong Special Administrative Region and was a director of Millennial Lithium Corp., a company with its shares listed on the TSX Venture Exchange in Canada during the period from November 2017 to January 2022. Mr. Yeung has a Bachelor of Business degree with major in accounting and he is also a member of The Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Yeung has over 30 years of experience in accounting, auditing and financial management.

FANG Jiancai

Aged 44, a non-executive Director appointed on 1 March 2021. Mr. Fang has served as the deputy general manager and chief financial officer of GCL System Integration since February 2021. Furthermore. Mr. Fang has served as the general manager of the finance department of GCL System Integration since 2015. Mr. Fang has served as general manger of the finance department of certain subsidiaries of GCL System Integration and GCL Technology. Prior to joining GCL Technology and GCL System Integration, Mr. Fang worked at Ernst & Young. Mr. Fang graduated from Nanjing Audit University (南京審計大學) (previously known as Nanjing Audit College (南京審計學院)) and obtained a bachelor's degree in audit, and later obtained an EMBA master's degree from the China Europe International Business School (中歐國際工商學院). Mr. Fang has intensive knowledge and experience in financial management.

Independent Non-Executive Directors

LEE Conway Kong Wai

Aged 69, an independent non-executive Director appointed on 9 May 2014. Mr. Lee also serves as the chairman of both the Audit Committee and the Remuneration Committee and a member of the Corporate Governance Committee of the Company. Mr. Lee currently also serves as an independent non-executive director for each of Chaowei Power Holdings Limited (HKEX stock code: 951), West China Cement Limited (HKEX stock code: 2233), China Modern Dairy Holdings Ltd. (HKEX stock code: 1117), NVC International Holdings Limited (HKEX stock code: 2222), and Intchains Group Limited (a company listed on the Nasdaq Stock Exchange in U.S., stock code: ICG).

Mr. Lee served as a partner of Ernst & Young. Mr. Lee was a member of the Chinese People's Political Consultative Conference of Hunan Province in the PRC from 2007 to 2017. Mr. Lee also served as an independent non-executive director of Sino Vanadium Inc. (a company previously listed on the TSX Venture Exchange in Canada, stock code: SVX) and China Taiping Insurance Holdings Company Limited (HKEX stock code: 966); a non-executive director and deputy chairman of China Environmental Technology and Bioenergy Holdings Limited (HKEX stock code: 1237); and an independent non-executive director for each of CITIC Securities Company Limited (HKEX stock code: 6030), Tibet Water Resources Ltd. (HKEX stock code: 1115), China Rundong Auto Group Limited (a company previously listed on the Stock Exchange and delisted in October 2022, former HKEX stock code: 1365), WH Group Limited (HKEX stock code: 288) Yashili International Holdings Ltd (HKEX stock code: 1230), GOME Retail Holdings Limited (HKEX stock code: 493) and an independent non-executive director and independent director of Guotai Junan Securities Co., Ltd (listed on both the Stock Exchange and SSE with respective HKEX stock code: 2611 and SSE stock code: 601211) respectively. from September 2009 to December 2011, from October 2009 to August 2013, from July 2014 to September 2015, from November 2011 to May 2016, from March 2011 to February 2020, from July 2014 to December 2020, from July 2014 to June 2022, from November 2013 to July 2023, from March 2011 to September 2023 and from October 2016 to November 2023 respectively.

Mr. Lee received a Bachelor's degree in arts from the Kingston University (formerly known as the Kingston Polytechnic) in London, the United Kingdom in July 1980 and obtained his postgraduate diploma in business from the Curtin University of Technology in Australia in February 1988. Mr. Lee became a member of the Institute of Chartered Accountants in England and Wales in October 2007, The Chartered Accountants, Australia and New Zealand (formerly, the Institute of Chartered Accountants in Australia) in December 1996, the Association of Chartered Certified Accountants in September 1983, the Hong Kong Institute of Certified Public Accountants in March 1984 and the Macau Society of Registered Accountants in July 1995.

WANG Yanguo

Aged 61, an independent non-executive Director appointed on 9 February 2015. Mr. Wang is a member of both the Remuneration Committee and the Nomination Committee of the Company. Mr. Wang graduated from the School of Economics of Peking University with a PhD degree, Master's degree and Bachelor's degree in Economics in 1999, 1988 and 1985 respectively. Mr. Wang previously served as a teaching assistant, a lecturer and an associate professor at the School of Economics of Peking University during the period from 1988 to 1996. Mr. Wang has extensive experience in securities and finance industries.

Mr. Wang has been the chairman of the board of Zhuhai Golden Bridge Capital Management Co., Ltd. since November 2014. Mr. Wang was the chairman of the board of Essence International Financial Holdings Limited from May 2009 to October 2014 and the member of the Listed Companies Merger and Reorganisation Vetting Committee of the CSRC from April 2012 to July 2016. Mr. Wang was the vice chairman of Essence Securities Co., Ltd. during the period from July 2013 to May 2014 and was the president from June 2006 to July 2013. Mr. Wang was the president of Changjiang BNP Paribas Peregrine from 2005 to 2006, the president of Soochow Securities Co., Ltd (SSE stock code: 601555) from March 2002 to July 2005, a director of Ninestar Corporation (SZSE stock code: 002180) from November 2015 to August 2021 and a director of Huaming Power Equipment Co., Ltd. (SZSE stock code: 002270) from June 2016 to December 2021. Mr. Wang also served for the CSRC from April 1996 to March 2002 as the deputy division head of Department of Dispatch, division head of Department of Fund, deputy director of Nanjing Office and deputy director of Shanghai Securities Regulatory Office. Mr. Wang served as a member of the Shenzhen Stock Exchange from 2007 to 2014.

CHEN Ying

Aged 46, an independent non-executive Director appointed on 22 April 2015. Dr. Chen is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Dr. Chen received a doctorate degree in management specialising in Management Science and Engineering from Nanjing University in 2006, and a master's degree in Finance in 2003 and a bachelor's degree in Economics in 2000 from Southeast University.

Dr. Chen is a professor of the School of Management, director of the Fintech Research and Development Centre at the Nanjing University. Dr. Chen has been a coordinator of Nanjing University — Jiangsu Hi-tech Group Post doctorate Work Station since 2013. Dr. Chen has served as an independent director of Jiangsu Lianhuan Pharmaceutical Co. Ltd. (SSE stock code: 600513) and Jiangsu SINOJIT Wind Energy Technology Co., Ltd. (SSE stock code: 601218) since August 2019 and November 2020 respectively.

Dr. Chen has a long history of involvement in the research of financial related areas, having undertaken more than 20 consultation projects, including key projects of the National Natural Science Foundation and the CSRC, the Mechanism for Chinese — American Dialogue in Technological Innovation under the Ministry of Science and Technology, key soft science projects of Jiangsu Province, joint research project of Shanghai Stock Exchange, Nanjing Municipal Finance Office, Bank of Nanjing, Jiangsu Branch of the Industrial and Commercial Bank of China and Nanjing Zijin Investment Credit and Guaranty and others. Dr. Chen has also been invited to serve as senior lecturer in the internal training programmes of numerous enterprises and entities, such as Jiangsu Provincial Development and Reform Commission, People's Bank of China (Nanjing Branch), China Development Bank (Jiangsu Branch), Industrial and Commercial Bank of China (Jiangsu Branch), Bank of China (Jiangsu Branch), CITIC Bank (Nanjing Branch), Bank of Nanjing, Postal Savings Bank of China (Jiangsu Branch) and Nanjing Iron & Steel Co., Ltd.

CAI Xianhe

Aged 69, an independent non-executive Director appointed on 9 September 2022. Mr. Cai is also a member of Audit Committee and the Corporate Governance Committee. Mr. Cai is currently the chief executive officer and chairman of Beijing Zhongtian Huahai Energy Technology Co., Ltd.（北京中天華海能源科技有限公司）. He acted as the general manager of China Offshore Oil (Singapore) International Pte. Ltd.（中國海油新加坡國際公司）from November 1996 to May 1999, held various senior positions at CNOOC Gas and Power Group Co., Limited from 1994 to 2013, the vice president (deputy bureau level) of Bejing Petroleum Exchange from October 1993 to May 1994, served as geologist and assistant manager and manager of various departments of China Offshore Oil Naihai West Corporation from June 1983 to October 1993. Mr. Cai has extensive experience in international LNG resources procurement and domestic LNG sales. Mr. Cai has obtained a Master's degree from the Graduate School of Chinese Academy of Social Sciences（中國社會科學院研究生院）and a professional certificate in petroleum geology from Ecole Nationale Supérieure du Pétrole et des Moteurs in Paris. He obtained the credential of a professor-level senior economist awarded by China National Offshore Oil Corporation.

Corporate Governance Report

The Company is committed to promoting high standards of corporate governance through its continuous effort in improving its corporate governance practices and process. The Board believes that sound and reasonable corporate governance practices are essential for sustainable development and growth, and safeguarding the interests and assets of the Group and enhancement of shareholders' value.

Compliance with Corporate Governance Code

Throughout the Reporting Period, the Company complied with the code provisions set out in the CG Code.

The Board

Board Composition

The Board currently consists of eleven members of which four are independent non-executive Directors, bringing in a sufficient independent voice and enhancing independent judgment. At least one of the independent non-executive Directors is with appropriate professional qualifications or accounting or related financial management expertise throughout the Reporting Period. The other members of the Board comprise four executive Directors and three non-executive Directors.

The Directors during the Reporting Period and up to the date of this report (unless otherwise stated) were:

Executive Directors	**Non-executive Directors**	**Independent Non-executive Directors**
Mr. ZHU Gongshan *(Chairman)*	Ms. SUN Wei	Mr. LEE Conway Kong Wai
Mr. ZHU Yufeng *(Vice Chairman)*	Mr. YEUNG Man Chung, Charles	Mr. WANG Yanguo
Mr. WANG Dong *(President)*	Mr. FANG Jiancai	Dr. CHEN Ying
Mr. GU Zengcai *(appointed on 27 October 2023)*		Mr. CAI Xianhe
Ms. HU Xiaoyan *(resigned on 27 October 2023)*		

The Board's composition reflects an appropriate balance of skills, experience and diversity of perspectives among its members that are relevant to the Group's strategy, governance and business and contribute to the Board's effectiveness. In addition, two of the Board members are female directors, improving the gender diversity in the boardroom.

The names and biographical details of the Directors are set out in "Our Directors" of this annual report and available on the website of the Company. A list of all the Directors identifying their roles, functions and titles is available on the websites of the Company and the Stock Exchange.

Role and Responsibilities

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

Generally, the Board is responsible for all major aspects of the affairs of the Company, including:

- formulating long and short term strategies and reviewing of its financial performance, results and the effectiveness of the risk management and internal control systems;
- approving and authorising material transactions, including acquisition, investment, disposal of assets or setting dividend policies and capital expenditure;
- performing corporate governance functions in accordance with the CG Code, including formulating corporate governance policies, and reviewing and monitoring the corporate governance practices of the Group; and
- communicating with key stakeholders, including Shareholders and regulatory bodies.

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor and disclose with reasonable accuracy the financial position of the Group. The Board updates the Shareholders on the operations and financial position of the Group through interim and annual results announcements as well as the publication of timely reports and announcements or other matters as prescribed by the relevant laws, rules and regulations.

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

The non-executive Directors advise the Company on strategic and critical matters. The Board considers that each non-executive Director brings his/her own senior level of experience and expertise to the constructive functioning of the Board. To this end, regular informal meetings are held between the executive Directors and non-executive Directors, to evaluate the functioning of the Board.

Chairman and President

The distinct and separate roles and responsibilities of the Chairman and President are acknowledged with a clear and well established division of responsibilities to ensure a balance of power and authority, and reinforce their independence and accountability.

The Chairman is primarily responsible for providing leaderships to the Board; monitoring effective implementation of the Company's strategies, good corporate governance practices and established procedures; ensuring value creation and maximisation to the Shareholders; and drawing up and approving the agenda for each Board meeting, and taking into account, where appropriate, any matters proposed by the other Directors for inclusion in the agenda. The President is responsible for the day-to-day operations of the Group and to achieve performance targets.

Appointment, Re-election and Removal of the Directors

Each of the Directors has been appointed for a specific term of not more than 3 years, subject to the provisions on Directors' retirement as set out in the Bye-laws. All Directors appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the next annual general meeting of the Company, and every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years.

In accordance with article 84 of the Bye-laws, at each annual general meeting one-third of the Directors shall retire from office and shall be eligible for re-election. Accordingly, each of Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai and Mr. Wang Yanguo shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Reference is made to the announcement of the Company dated 27 October 2023 regarding the appointment of Mr. Gu Zengcai as Director of the Company. Pursuant to article 83(2) of the Bye-laws and paragraph 4(2) of Appendix A1 of the Listing Rules, Mr. Gu Zengcai shall hold office only until the following annual general meeting of the Company after his appointment and be subject to re-election at the AGM.

Confirmation of Independency

Each independent non-executive Director has made a written annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines as set out in Rule 3.13 of the Listing Rules, and considers all of its independent non-executive Directors to be independent of the management and free of any relationship that could materially interfere with the exercise of their judgment. Mr. Lee Conway Kong Wai and Mr. Wang Yanguo have served as an independent non-executive Director of the Company for more than nine years since May 2014 and February 2015. Pursuant to Code B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

During their years of services, Mr. Lee Conway Kong Wai and Mr. Wang Yanguo have contributed by providing independent viewpoints, enquires and advices to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Mr. Lee Conway Kong Wai and Mr. Wang Yanguo have the character, integrity, ability and experience to continue to fulfill their role as required effectively. There is no evidence that their over nine years of services with the Company would have any impact on their independence which, on the contrary, is an asset to the Company. The Board thus recommends them for re-election at the AGM.

Compliance with Model Code

The Board adopted the Model Code with terms no less than the required standard set out in Appendix C3 to the Listing Rules as its own model code of conduct regarding Directors' securities transactions. Having made specific enquiry by the Company, all Directors have confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the Reporting Period.

Risk Management and Internal Controls

The Board has an overall responsibility to maintain sound and effective risk management and internal control systems (the "Systems"), including financial, operational and compliance controls, for the Group and to review their effectiveness to safeguard the Group's assets, to protect Shareholders' values, and to identify and manage the risks so that they can be understood, reduced, mitigated, transferred or avoided to achieve business objectives. The Systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The Board has delegated to the management the design, implementation and monitoring of the Systems on an on-going basis. The Board has also entrusted the Audit Committee with the responsibility to review the Systems. The Corporate Governance Committee has been delegated with responsibilities by the Board to oversee the Group's overall risk management framework, including the risk governance structure and risk management process, and to advise the Board on the risk and corporate governance related matters of the Group. The Corporate Governance Committee is also responsible for approving the Group's risk and corporate governance policies and assessing the effectiveness of the Group's risk controls/mitigation tools. The Corporate Governance Committee held a meeting during the Reporting Period to review the Company's policies and practices on risk management, internal control systems and corporate governance for the year of 2022 and its plan.

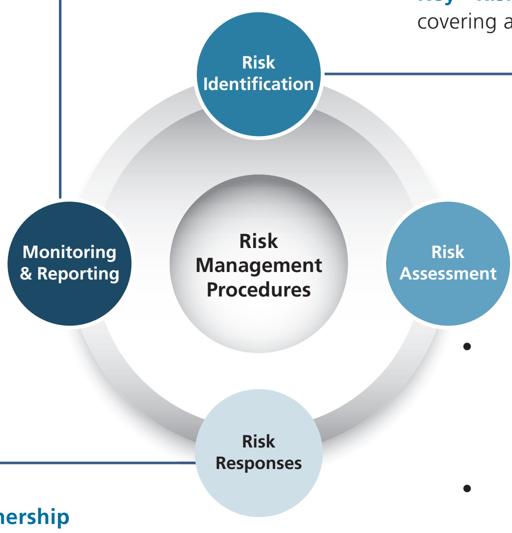
With the assistance of the Audit Committee and the Corporate Governance Committee, the Board has conducted reviews of the effectiveness of the Systems and performed necessary and appropriate actions to maintain the Systems for the interests of the Shareholders. In particular, the Board's review has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting functions, and their training programmes and budget.

During the Reporting Period, the Group persistently dedicated efforts in enhancing the maturity of the corporate governance infrastructure across various business units and functions. In particular, a group-wide exercise has been launched to rationalise the existing policies and procedures so as to further emphasise the internal control objectives associated with key business processes and mitigate and control unnecessary divergences among different business units. During the Reporting Period, the Internal Control Department has carried out procedures for the review of the compliance with the relevant corporate governance requirements as well as the effectiveness of risk management of the Group. The Group has conducted ongoing reviews during the Reporting Period to identify deficiencies in operations and opportunities. All major findings were communicated to senior management of the respective business units to enforce the remediation.

In view of risk management, the Group has revisited the methodology and approach to further improve the relevancy and effectiveness of the existing risk management process to identify, evaluate, manage and communicate significant risks (including ESG risks). The changes in the nature and extent of significant risks (including ESG risks) and the Group's capabilities and strategies to respond to these changes were better captured and articulated within the organisation.

Risk Management Procedures

Together with the utilisation of IT system tools and regular internal control reviews by management, all these paved the way of enabling ongoing monitoring and overseeing of internal control effectiveness of the Group.



- Setting up **project risk reporting system**. Regional companies' risk management staff report project risks on a monthly basis and report the same to the management by the internal control quarterly report. Risk alert report would be prepared when necessary
- In addressing risks concerned by the Board, the Internal Control Department will assist in risk supervision and regular reporting

- Developing and maintaining a **risk profile** catered for the Company's business and current management, covering strategy, market, operation, finance and legal matters
- Establishing and maintaining **Key Risk Indicators** (KRI), covering all major processes

- Performing **overall risk assessment** of the Company through industry research and benchmarking, management survey and interview
- Supporting risk assessment with **quantitative considerations** by attempting to apply KRI in the risk assessment process
- Piloting **KRI measurement** as a means of demonstration of key risk level of the Company to provide a more objective perspective

- Implementing **risk ownership mechanism**, in particular, tracking and managing key respective risks, monitoring KRI information, etc.
- Conducting **quarterly tracking** on the effectiveness of the measures to manage the major risks to ensure proper execution as planned
- Enhancing risk response capability through **active involvement** by middle and senior management

The Internal Control Function is independent of the daily operations of the Group. The person in charge of the Internal Control Function has reported directly to the Corporate Governance Committee. All other Directors are informed of the findings of these internal audit plans and assignments from the report by the chairman of the Corporate Governance Committee. The Internal Control Function is closely involved in the assessment of the quality of risk management of the Group. During the Reporting Period, the Internal Control Function reviewed the effectiveness of the Systems.

Based on the ongoing efforts devoted by the Group and reviews carried out by the Internal Control Department, the Corporate Governance Committee and the Board concluded that the risk management and internal control systems of the Group are basically effective whereas the Company's staff and resources for the internal audit, financial reporting functions as well as those relating to the ESG performance and reporting of the Company are adequate. There is neither material irregularities nor areas of material concerns that would have significant adverse impact on the Company's financial positions or results of operations. Management should pay attention to and monitor the important risk indicators, including the gearing ratio and the repayment ability of the Company.

Accountability and Audit

The Board acknowledges its responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group. The interim and annual reports published within 2023 were published within the time limits as required under the Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other inside information announcements and other financial disclosures required under the Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to statutory requirements. The financial statements, which should be read in conjunction with the independent auditor's report, are made with a view to distinguishing for Shareholders the responsibilities of the Directors from those of the auditor in relation to the financial statements.

Inside Information

The management are encouraged to report any incidence or information they believe as inside information when performing their duties to the executive Directors or the Company Secretary. If the executive Directors or the Company Secretary recognizes that the information constitutes inside information, the executive Directors or the Company Secretary will report to the Board and recommend timely disclosure of such information pursuant to the relevant provisions under the SFO and the Listing Rules.

Measures to further enhance corporate governance practices

The Group has attached importance to the promotion of anti-corruption and integrity promotion system. Anti-fraud management structure is established through internal business ethics guidelines such as the Anti-Corruption Regulations（反腐敗條例）, the Anti-Fraud and Whistleblowing Management Standards（反舞弊與舉報管理標準）and Ten Prohibitions at GCL（協鑫十戒）, which sets out the code of conduct for employees when performing their duty in the course of business operations.

Whistle-blowing policy and procedures are also in place to allow direct reporting to the Audit Committee. The Audit Committee is responsible for reviewing the relevant policy and system regularly.

As regards corporate culture, the employee handbook of the Company and GCL Basic Law（協鑫基本法）of the Group have strengthened strategic management and promoted the Company's purpose, values and strategy which satisfies itself that these and the Company's culture are aligned.

Further details are set out in the Company's 2023 ESG Report.

The Board Committees

(1) Remuneration Committee

The Remuneration Committee was established on 15 September 2005 to oversee the remuneration policy and structure for all Directors and senior management of the Company. The Remuneration Committee currently comprises three independent non-executive Directors, one executive Director and one non-executive Director, namely, Mr. Lee Conway Kong Wai who is the chairman of the Remuneration Committee, Mr. Wang Yanguo, Dr. Chen Ying, Mr. Zhu Yufeng and Ms. Sun Wei. The Company Secretary acts as the secretary to the Remuneration Committee.

Provided with sufficient resources by the Company to discharge its duties, the roles and functions of the Remuneration Committee are:

- to make recommendations to the Board on the policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy
- to review and approve the remuneration proposals of the President and senior management with reference to the goals and objectives of the Company
- to determine and approve, with delegated responsibility, the performance-based remuneration packages (included benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment) of executive Directors and senior management with reference to the corporate goals and objectives
- to make recommendations to the Board on the remuneration of non-executive Directors
- to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules

The Remuneration Committee held one meeting during the Reporting Period. To minimise any conflict of interest, any member who is interested in any given proposed motion is required to abstain from voting on such motion. No individual Director is involved in deciding his or her own remuneration. No disagreement on the remuneration or compensation arrangement resolved by the Board during the Reporting Period.

In considering the level of remuneration payable to the executive Directors and recommending remuneration of non-executive Directors, the Remuneration Committee have referred to the incentive policies of the Company to link rewards to the corporate and individual performance, the Guide for Remunerating Independent Non-executive Directors issued by The Hong Kong Institute of Directors, the CG Code and the associated Listing Rules.

Principal works performed by the Remuneration Committee during the Reporting Period included:

- to review the level of Directors' fees and make recommendations to the Board on the Directors' fees for the year of 2023
- to review and recommend on the remuneration packages of all executive Directors for the year of 2023 and bonus payment for the year of 2022
- to review and recommend on the remuneration of Mr. Gu Zengcai, who has been appointed as Director with effective from 27 October 2023

The remuneration of the executive Directors, who are regarded as senior management of the Company, are set out in note 12 to the consolidated financial statements in this annual report.

The Company has adopted the Share Option Scheme. The purpose of the Share Option Scheme is to enable the Board, at its discretion, to grant share options to selected eligible participants to motivate them and to optimise their performance and efficiency for the benefit of the Group.

The terms of reference setting out the Remuneration Committee's authority and its duties are available on the websites of the Company and the Stock Exchange.

(2) Nomination Committee

The Nomination Committee was established on 9 May 2014 to review the structure, size and composition (including but not limited to the gender, skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

The Nomination Committee currently comprises one executive Director and two independent non-executive Directors, namely, Mr. Zhu Gongshan who is the chairman of the Board and the Nomination Committee, Mr. Wang Yanguo and Dr. Chen Ying. The Company Secretary acts as the secretary to the Nomination Committee.

The roles and functions of the Nomination Committee include to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; review the nomination policy and the progress on achieving the objectives set for implementing the policy and make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the President.

The Nomination Committee held one meeting during the Reporting Period.

Principal works performed by the Nomination Committee during the Reporting Period included:

- to review the diversity, structure, size and composition of the Board
- to assess the independence of the independent non-executive Directors
- to make recommendations to the Board on the proposed re-election of the retiring Directors at the 2023 annual general meeting
- to review and recommend on the appointment of Mr. Gu Zengcai as Director with effective from 27 October 2023

The terms of reference setting out the Nomination Committee's authority and its duties are available on the websites of the Company and the Stock Exchange.

Gender diversity

The Board currently comprises eleven members of which two are female, thereby demonstrating the Company's commitment to gender diversity. More details on the employees' gender ratios of the Group are set out in the 2023 ESG Report of the Company. In line with the commitment and principles of the gender diversity of the Board, the Company targets to avoid a single gender senior workforce and will review the gender diversity of the senior workforce on a timely basis in accordance with the business development of the Group.

Board Diversity policy

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board. The policy adopted aims to set out the approach to achieve diversity on the Board. A summary of the policy is set out below:

Measurable Objectives

Selection of candidates will be based on a range of diversity 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 based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity, age, length of service) will be disclosed in the "Corporate Governance Report" of the annual report annually.

Monitoring and Reporting

The Nomination Committee will report annually, in the "Corporate Governance Report" of the annual report, on the Board's composition under diversified perspectives, and monitor the implementation of this policy.

Review of this policy

The Nomination Committee will review this policy, as appropriate, to ensure the effectiveness of this policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Disclosure of this policy

A summary of this policy together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives will be disclosed annually in the "Corporate Governance Report" of the annual report.

(3) Audit Committee

The Audit Committee was set up on 1 April 1999, which comprises three independent non-executive Directors, namely, Mr. Lee Conway Kong Wai who is the chairman of the Audit Committee, Dr. Chen Ying and Mr. Cai Xianhe. The Company Secretary acts as the secretary to the Audit Committee.

The Audit Committee performs, amongst others, the following roles and functions:

- ensure that co-operation is given by the Company's management to the external auditor where applicable
- review the Group's interim and annual results announcements and reports and the financial statements prior to their recommendations to the Board for approval

- review the effectiveness of Group's financial reporting process, risk management and internal control systems
- review continuing connected transaction(s) of the Group
- consider and endorse the proposed amendments to the Company's policy on connected transactions, with a recommendation to the Board for approval
- consider and approve the Company's policy on engaging external auditor to supply non-audit services and the whistle-blowing policy of the Company

The Audit Committee held four meetings during the Reporting Period.

Principal works performed by the Audit Committee during the Reporting Period included:

- to approve the scope of audit for the years ended 31 December 2022 and 2023 respectively
- to review the annual financial statements for the year ended 31 December 2022 and the interim financial statements for the six months ended 30 June 2023
- to review the work performed by Internal Control Function and the Group's internal control system
- to review the report on continuing connected transactions of the Group for the financial year ended 31 December 2022

Auditor's Remuneration

The remuneration, reviewed and approved by the Audit Committee on its statutory audit scope and non-audit services, paid or payable to the auditor in respect of audit and non-audit services provided by Crowe (HK) CPA Limited for the 2023 financial year was as follows:

Nature of services	**2023** **RMB'000**	2022 RMB'000
Audit services	**1,700**	1,800
Non-audit services		
– Interim review	**700**	800
– Services related to review of share options adjustments under the Share Option Scheme due to the Share Consolidation	**–**	9

The terms of reference setting out the Audit Committee's authority and its duties are available on the websites of the Company and the Stock Exchange.

(4) Corporate Governance Committee

The Corporate Governance Committee was set up on 27 April 2016 to oversee risk management and corporate governance functions of the Company. The Corporate Governance currently comprises three executive Directors, one non-executive Director and two independent non-executive Directors, namely, Mr. Zhu Yufeng, who is the chairman of the Corporate Governance Committee, Mr. Wang Dong, Mr. Gu Zengcai (appointed as an executive Director and a member of the Corporate Governance Committee on 27 October 2023), Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai and Mr. Cai Xianhe. Ms. Hu Xiaoyan resigned as an executive Director and a member of Corporate Governance Committee on 27 October 2023. The company secretary acts as the secretary to the Corporate Governance Committee.

Provided with sufficient resources by the Company to discharge its duties, the roles of the Corporate Governance Committee are:

- to assist the Board to evaluate and determine the nature and extent of the risks the Group are willing to take in achieving the strategic objectives
- to ensure that the Group establishes and maintains appropriate and effective risk management and internal control systems
- to oversee management in the design, implementation and monitoring of the risk management systems of the Group
- to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board
- to review and monitor the training and continuous professional development of directors and senior management
- to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report

The Corporate Governance Committee held 1 meeting during the Reporting Period.

Principal works performed by the Corporate Governance Committee during the Reporting Period included to review the Company's policies and practices on risk management, internal control systems and corporate governance for the year of 2022 and its plan and mid-year review for the year of 2023.

The terms of reference setting out the Corporate Governance Committee's authority and its duties are available on the websites of the Company and the Stock Exchange.

Board and Board Committee Meetings

Practices and Conduct of Meetings

The Board meets regularly at least four times each year and more frequently as the needs of the business demand. Apart from the Board meetings, the Board would from time to time devote separate sessions to consider and review the Group's strategy and business activities.

The Board and Committees' meeting schedule and the agenda of each meeting are made available to Directors in advance.

Notices of regular Board meetings were served to all Directors at least 14 days before the meetings. For all other Board and Committees' meetings, reasonable notices were given.

Papers for Board meetings or Committees' meetings together with all relevant information are sent to all Directors or Committee members at least 3 days before each meeting to enable them to make informed decisions with adequate data. The Board and each Director also have direct and independent access to the management whenever necessary.

According to the current Board practice, any material transactions involving a conflict of interest with a substantial Shareholder or a Director will be considered and dealt with by the Board at a duly convened Board meeting. The Bye-laws also contain provisions requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Meetings held and Attendance

The Board held 5 Board meetings during the Reporting Period. The composition of the Board and the Committees, the attendance records of the Directors at the Board meetings, committees meetings and general meetings during the Reporting Period are set out below:

	Meetings attended/held						
Name of Directors	**Board meeting**	**Audit Committee meeting**	**Remuneration Committee meeting**	**Nomination Committee meeting**	**Corporate Governance Committee meeting**	**Annual general meeting**	**Special general meeting**
Executive Directors							
Mr. ZHU Gongshan *(Chairman)*	3/5	N/A	N/A	1/1	N/A	1/1	2/2
Mr. ZHU Yufeng *(Vice Chairman)*	4/5	N/A	1/1	N/A	1/1	1/1	2/2
Mr. WANG Dong *(President)*	4/5	N/A	N/A	N/A	0/1	0/1	2/2
Ms. HU Xiaoyan *(resigned on 27 October 2023)*	4/5	N/A	N/A	N/A	1/1	1/1	1/1
Mr. GU Zengcai *(appointed on 27 October 2023)*	0/0	N/A	N/A	N/A	0/0	0/0	1/1
Non-executive Directors							
Ms. SUN Wei	5/5	N/A	1/1	N/A	N/A	1/1	2/2
Mr. YEUNG Man Chung, Charles	3/5	N/A	N/A	N/A	1/1	1/1	2/2
Mr. FANG Jiancai	4/5	N/A	N/A	N/A	N/A	0/1	2/2
Independent Non-executive Directors							
Mr. LEE Conway Kong Wai	5/5	4/4	1/1	N/A	1/1	1/1	1/2
Mr. WANG Yanguo	5/5	N/A	1/1	1/1	N/A	1/1	2/2
Dr. CHEN Ying	5/5	4/4	1/1	1/1	N/A	1/1	2/2
Mr. CAI Xianhe	5/5	4/4	N/A	N/A	1/1	1/1	2/2

During the Reporting Period, the Chairman has also held a meeting with the independent non-executive Directors without the presence of other Directors.

Mechanisms to Ensure Independent Views

The Board has established mechanisms and the Company has provided resources to ensure independent views and input are available to the Board. Channels are in place through formal and informal means whereby independent non-executive Directors can express their views in an open and candid manner as well as in a confidential manner, should circumstances required; these include regular board meetings and interaction with management and other Board members. Discussion sessions with key management personnel are also held to discuss major issues and any concerns. Members of the Board and the Board Committees are authorized by the Board to seek advice from the company secretary, in-house legal team and independent professional advisers where necessary.

Induction and Continuous Development

Upon their appointment, Directors are advised on their legal obligations and duties as directors of a listed company. Each newly appointed Director receives a comprehensive induction package designed to enhance his/her knowledge and understanding of the Group's culture and operations. The package usually includes a briefing or an introduction to the Group's structure, businesses strategies, recent developments and corporate governance practices.

Through the course of their directorship, Directors are updated on any developments or changes affecting the Company and their obligations to it at regular Board meetings.

The Company provided continuous professional training and Directors received regular updates and presentations on changes and developments to the Group's business and to the legislative and regulatory environments in which the Group operates from time to time. In addition, all Directors were requested to provide the Company with the records of the other training they received. All Directors are also encouraged to attend relevant training courses at the Company's expense.

The Directors acknowledge the need for continuous professional development so that they can continue contributing to the Company, and the Company provides support whenever relevant and necessary. The Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors at the expense of the Company.

During the year, all Directors attended the Directors' training(s) organised by the Company with topics relating to directors' duties and update on latest regulatory developments.

Company Secretary

The selection, appointment and dismissal of the Company Secretary is subject to approval by the Board in accordance with the Bye-laws and CG Code. The Company Secretary is an employee of the Company and is responsible for facilitating the Board's processes and communications among Board members with the Shareholders and with the management of the Company. Draft and final versions of minutes are disseminated to Directors for comment and filed for record purposes respectively within a reasonable time after each meeting. All Directors have access to the minutes of the Board and committee meetings of the Company. All Directors should have access to the advice and services of the Company Secretary to ensure that the Board procedures, and all applicable law, rules and regulations, are followed.

During the Reporting Period, the Company Secretary is Mr. HO Yuk Hay and he undertook over 15 hours of relevant professional trainings.

Constitutional Documents

During the Reporting Period, there were no amendments/changes to the Company's constitutional documents.

Corporate Social Responsibility

Environmental Policies and Performance

GCL New Energy is committed to environmental protection continuously through a series of powerful environmental protection measures. All solar power plants follow the GCL New Energy's PV Power Station Environmental Protection Management Standards strictly to ensure that operations are in compliance with the general national and local laws and regulations. In addition, GCL New Energy strictly abides by the Law of the People's Republic of China on Conserving Energy(《中華人民共和國節約能源法》), the Environmental Protection Law of the People's Republic of China(《中華人民共和國環境保護法》)and other relevant laws and regulations, and has formulated its internal management policies such as the EHS Management Standards, Management Standards for Environmental Protection of Power Plants based on its actual situation, following which, GCL New Energy proactively manages its own environmental management objectives effectively.

GCL New Energy is committed to reducing energy consumption and emissions, and strives to reduce its consumption of and impact on environmental resources. For example, using the clean energy generated by solar power plant at the stage of power plant operation to promote the efficient use of renewable energy. In addition, GCL New Energy continued to improve its performance of environmental protection and resource conservation at the stage of power plant operation through the new model of digital intelligent operation and maintenance of power plant.

Relationships with stakeholders

GCL New Energy believes regular and transparent communication with stakeholders can not only strengthen mutual trust and respect and build harmonious relationship, but also help contribute to long term company success. GCL New Energy maintains open, two-way and smooth communication and exchange with its key stakeholders (including investors/shareholders, government bodies, clients, employees, local communities, media and partners) through investors' meetings, on-site visits, internal publications and employees' performance reviews. GCL New Energy will review the stakeholder communication programme on a regular basis with the aim to further improve its effectiveness.

Environmental, Social and Governance Reporting

For more information about GCL New Energy's environmental protection practices and performance, employee relations and giving back to the society, please refer to the 2023 ESG Report published on the websites of the Company (www.gclnewenergy.com) and HKEXnews (www.hkexnews.hk).

Report of the Directors

The Directors present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

Principal Activities and Segment Information

During the Reporting Period, the principal activity of the Company was investment holding. The principal activities of the Group were the sale of electricity, development, construction, operation and management of solar power plants and sale of liquefied natural gas.

An analysis of the performance of the Group for the Reporting Period by segments is set out in note 6 to the consolidated financial statements.

Business Review

A review of the business of the Group during the Reporting Period, a discussion on the Group's future business development and description of the principal risks and uncertainties the Company may be facing are provided in the "Chairman's Statement" and the "Management Discussion and Analysis" of this annual report. Also, the financial risk management objectives and policies of the Group can be found in note 38(b) to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2023, if applicable, are provided in note 45 to the consolidated financial statements. An analysis of the Group's performance during 2023 using financial key performance indicators is provided in the "2023 Performance Summary" and the "Financial Summary" of this annual report.

In addition, discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the "Chairman's Statement", the "Management Discussion and Analysis", the "Corporate Governance Report" and this "Report of the Directors" of this annual report, as well as the Company's ESG Report, respectively.

Results and Appropriations

The results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income on pages 71 to 72. The Board does not recommend the payment of a final dividend for the Reporting Period.

Reserves

Details of movements in the reserves of the Group and of the Company during the Reporting Period are set out in the consolidated statement of changes in equity on pages 75 to 76 and note 47 to the consolidated financial statements.

Distributable Reserves

As at 31 December 2023, the Company's accumulated losses and other components of equity available for cash distribution and/or distribution in specie amounted to RMB1,352,462,000 (31 December 2022: RMB3,103,117,000). In accordance with the Bermuda Companies Act, the Company's share premium and contributed surplus may be distributed in certain circumstances.

Donations

The Group did not make any charitable and other donations during the Reporting Period.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the Reporting Period are set out in note 15 to the consolidated financial statements.

Share Capital

Details of movements in the share capital of the Company during the Reporting Period are set out in note 33 to the consolidated financial statements.

Equity-Linked Agreements

Save for the Share Option Scheme described below, no equity-linked agreements were entered into by the Group during the Reporting Period, or subsisted at the end of the Reporting Period.

Closure of Register of Members

The register of members of the Company will be closed from 20 May 2024 to 23 May 2024, both days inclusive, during which period no transfer of Shares will be effected and for the purpose of determining the identity of members who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed share transfer documents must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 17 May 2024.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Bye-laws, or the laws of Bermuda which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

Summary Financial Information

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out in the section "Financial Summary". Readers of the summary financial information are strongly encouraged to read the section "Management Discussion and Analysis" set out in this annual report, which does not form part of the consolidated financial statements, for a reasonable appreciation of the Group's financial results and positions in the context of its activities.

USE OF NET PROCEEDS FROM 2022 TOP-UP PLACING AND SUBSCRIPTION

On 4 August 2022, the Group completed a top-up placing and subscription of 2,275,000,000 shares at HK$0.138 per share to no less than six independent placees, raising net proceeds of approximately HK$310,000,000 after deducting placing commission and related expenses (the "2022 Placing"). There are no changes to the intended use of net proceeds from the 2022 Placing. As at 31 December 2023, approximately HK$133 million was used as intended and approximately HK$177 million was deposited to the bank account of the Company pending its application. For further details of 2022 Placing, please refer to the announcements of the Company dated 28 July 2022 and 4 August 2022. The expected timeline to use the unutilised net proceeds from 2022 Placing will be by December 2024.

Details of the use of proceeds from the 2022 Placing are as follows:

Use of net proceeds from the 2022 Placing	**Initial intended allocation** *(HK$ million)*	**Utilised amount for the year ended 31 December 2023** *(HK$ million)*	**Unutilised amount as at 31 December 2023** *(HK$ million)*
To support the cost relating to the investment, research and development of natural gas, LNG and integrated energy project management business and to develop the operation and maintenance services for other energy sectors	279	102	177
General working capital purposes	31	31	0
	310	133	177

Purchase, Sale or Redemption of Shares

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

Directors

The Directors during the Reporting Period and up to the date of this report (unless otherwise stated) were:

Executive Directors	**Non-executive Directors**	**Independent Non-executive Directors**
Mr. ZHU Gongshan *(Chairman)*	Ms. SUN Wei	Mr. LEE Conway Kong Wai
Mr. ZHU Yufeng *(Vice Chairman)*	Mr. YEUNG Man Chung, Charles	Mr. WANG Yanguo
Mr. WANG Dong *(President)*	Mr. FANG Jiancai	Dr. CHEN Ying
Ms. HU Xiaoyan *(resigned on 27 October 2023)*		Mr. CAI Xianhe
Mr. GU Zengcai *(appointed on 27 October 2023)*		

In accordance with article 84 of the Bye-laws, at each annual general meeting one-third of the Directors shall retire from office and shall be eligible for re-election. Each of Mr. Zhu Yufeng, Mr. Yeung Man Chung, Charles, Mr. Lee Conway Kong Wai and Mr. Wang Yanguo shall retire by rotation at the AGM, and being eligible, will offer themselves for re-election at the AGM.

Pursuant to article 83(2) of the Bye-laws and paragraph 4(2) of Appendix A1 of the Listing Rules, Mr. Gu Zengcai shall hold office only until the following annual general meeting of the Company after his appointment and be subject to re-election at the AGM.

The Directors' biographical details are set out on pages 19 to 27.

Changes in Directors Information

The change in directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of the Company's 2023 interim report is set out below:

1. Mr. Lee Conway Kong Wai resigned as an independent non-executive director of GOME Retail Holdings Limited (HKEX stock code: 493) with effect from 21 September 2023. He also resigned as an independent non-executive director and independent director of Guotai Junan Securities Co., Ltd (listed on both the Stock Exchange and SSE with respective HKEX stock code: 2611 and SSE stock code: 601211) with effect from 30 November 2023.

2. Mr. Gu Zengcai was appointed as an executive Director and a member of each of the Corporate Governance Committee and the Risk Assessment Committee of the Company with effect from 27 October 2023.

3. Ms. Hu Xiaoyan resigned as an executive Director and a member of each of the Corporate Governance Committee and the Risk Assessment Committee of the Company with effect from 27 October 2023.

Save as disclosed above and expressly indicated in this annual report, since the publication of the Company's 2023 interim report, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Directors' Service Contracts

No Director proposed for re-election at the AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Share Option Scheme

The Company adopted the Share Option Scheme on 15 October 2014. The purpose of the Share Option Scheme is to motivate personnel to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such personnel who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of executives of the Company, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions. Eligible participants of the Share Option Scheme include: (i) executive Directors, managers or other employees holding an executive, managerial, supervisory or similar position in the Group; (ii) director or proposed director of any member of the Group; (iii) direct or indirect shareholder of any member of the Group; (iv) supplier of goods or services to any member of the Group; (v) customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and (vii) an associate (as defined under the Listing Rules) of the foregoing persons.

The Share Option Scheme shall be valid and effective for a period of 10 years from 15 October 2014, after which no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting options granted prior to the expiry of the 10-year period or otherwise as may be required in accordance with the provisions of the Share Option Scheme. The remaining life of the Share Option Scheme is approximately 6 months. Any offer of grant of share options shall remain open for acceptance, together with an acceptance remittance of HK$1.00 to be received by the Company no more than 30 days from the date of offer.

Further particulars of the Share Option Scheme are set out in note 35 to the consolidated financial statements.

Share options were first granted on 23 October 2014 to subscribe for 26,842,000 Shares. On 24 July 2015, share options were granted again to subscribe for 23,673,000 Shares. Share options were granted again on 26 February 2021 to subscribe for 19,065,937 Shares (of which 18,525,812 share options have been accepted by the grantees). Share options were granted again on 3 November 2021 to subscribe for 3,025,000 Shares. A total of 21,128,715 share options were outstanding under the Share Option Scheme as at 31 December 2023. The minimum period for which an option must be held before it can be exercised will be determined by the Board upon the grant of an option.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is 105,368,577, being not more than 10% of the issued share capital of the Company as at 21 May 2021, the date of passing the ordinary resolution approving the refreshment of the scheme mandate under the Share Option Scheme.

The number of further share options that may be granted under the Share Option Scheme was 102,343,577 as at 1 January 2023 and 102,343,577 as at 31 December 2023. As at the date of this report, the number of further share options that may be granted under the Share Option Scheme was 102,343,577, representing approximately 8.77% of the number of total issued shares of the Company. During 2023, the number of Shares that may be issued in respect of all options under the Share Option Scheme divided by the weighted average number of ordinary Shares issued is Nil.

The number of Shares that may be issued in respect of all options under the Share Option Scheme divided by the weighted average number of ordinary Shares issued is 0.2%.

As at the date of this annual report, 25 March 2024, the total number of shares issuable under the share options first granted on 23 October 2014, 24 July 2015, 26 February 2021 and 3 November 2021 are 2,345,375 shares (representing approximately 0.20% of total issued Shares), nil share, nil share and nil share respectively.

Details of the share options movements under the Share Option Scheme during the Reporting Period are as follows:

Name or category of participants	Date of grant	Exercise period *(Notes 1 to 4)*	Exercise Price HK$ *(Note 5)*	As at 1.1.2023	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	As at 31.12.2023
Directors:									
Mr. ZHU Yufeng	03.11.2021	03.11.2021 to 02.11.2031	7.14	875,000	–	–	–	–	875,000
Ms. HU Xiaoyan *(Note 6)*	03.11.2021	03.11.2021 to 02.11.2031	7.14	750,000	–	–	–	(750,000)	0
Ms. SUN Wei	03.11.2021	03.11.2021 to 02.11.2031	7.14	500,000	–	–	–	–	500,000
Mr. YEUNG Man Chung, Charles	03.11.2021	03.11.2021 to 02.11.2031	7.14	250,000	–	–	–	–	250,000
Mr. FANG Jiancai	03.11.2021	03.11.2021 to 02.11.2031	7.14	250,000	–	–	–	–	250,000
Mr. LEE Conway Kong Wai	03.11.2021	03.11.2021 to 02.11.2031	7.14	100,000	–	–	–	–	100,000
Mr. WANG Yanguo	03.11.2021	03.11.2021 to 02.11.2031	7.14	100,000	–	–	–	–	100,000
Dr. CHEN Ying	03.11.2021	03.11.2021 to 02.11.2031	7.14	100,000	–	–	–	–	100,000
Sub-total				**2,925,000**	**–**	**–**	**–**	**(750,000)**	**2,175,000**
Mr. SHA Hongqiu *(Note 7)*	24.07.2015	24.07.2015 to 23.07.2025	12.12	402,640	–	–	–	–	402,640
Employees of the Group (in aggregate)	23.10.2014	24.11.2014 to 22.10.2024	23.596	1,077,059	–	–	–	(20,132)	1,056,927
	24.07.2015	24.07.2015 to 23.07.2025	12.12	1,796,778	–	–	–	(5,033)	1,791,745
	26.02.2021	26.02.2021 to 25.02.2031	7.68	15,982,686	–	–	–	(3,058,499)	12,924,187
Employees of the Affiliate Companies (in aggregate) *(Note 8)*	23.10.2014	24.11.2014 to 22.10.2024	23.596	1,288,448	–	–	–	–	1,288,448
	24.07.2015	24.07.2015 to 23.07.2025	12.12	1,640,758	–	–	–	(150,990)	1,489,768
Total				**25,113,369**	**–**	**–**	**–**	**(3,984,654)**	**21,128,715**

Notes:

1. The exercise period of the share options granted on 23 October 2014 is ten years from the grant date to 22 October 2024. The vesting schedule of such share options is as follow:

Vesting period	Accumulative Share Options Vested
24 November 2014 to 22 October 2015	20%
23 October 2015 to 22 October 2016	40%
23 October 2016 to 22 October 2017	60%
23 October 2017 to 22 October 2018	80%
On 23 October 2018	100%

All of the share options granted on 23 October 2014 have vested and none of the share options have been exercised as at 31 December 2023.

2. The exercise period of share options granted on 24 July 2015 is ten years from the grant date to 23 July 2025. The share options are exercisable during the period indicated upon fulfillment of the conditions indicated as follows:

Condition	Exercise period
Fulfillment of the performance targets from 24 July 2015 to 23 July 2016	24 July 2015 to 23 July 2025
Fulfillment of the performance targets from 24 July 2016 to 23 July 2017	24 July 2016 to 23 July 2025
Fulfillment of the performance targets from 24 July 2017 to 23 July 2018	24 July 2017 to 23 July 2025
Fulfillment of the performance targets from 24 July 2018 to 23 July 2019	24 July 2018 to 23 July 2025
Performance targets from 24 July 2019 onwards are achieved	24 July 2019 to 23 July 2025

If the performance targets from 24 July 2015 to 23 July 2025 are not achieved, all of the share options shall not become exercisable as scheduled. None of the share options have vested as at 31 December 2023 since all of the performance target conditions mentioned hereinabove were not achieved.

3. Subject to vesting and other conditions, the exercise period of the share options granted on 26 February 2021 is ten years from the grant date to 25 February 2031. The vesting schedule of such share options is as follow:

Vesting Date	Accumulative Share Options Vested
26 February 2022	25%
26 February 2023	50%
26 February 2024	75%
26 February 2025	100%

None of the share options granted on 26 February 2021 has vested as at 31 December 2023.

4. Subject to vesting and other conditions, the exercise period of the share options granted on 3 November 2021 is ten years from the grant date to 2 November 2031. The vesting schedule of such share options is as follow:

Vesting Date	Accumulative Share Options Vested
3 November 2022	25%
3 November 2023	50%
3 November 2024	75%
3 November 2025	100%

None of the share options granted on 3 November 2022 has vested as at 31 December 2023.

5. (a) The exercise price of share options pursuant to the Share Option Scheme shall not be less than whichever is the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value per share of the Company. The closing prices of the Shares immediately before the date on which the share options were granted on 23 October 2014, 24 July 2015, 26 February 2021 and 3 November 2021 were HK$4.75, HK$0.580, HK$0.375 and HK$0.330 respectively.

   (b) Pursuant to the terms of the Share Option Scheme, adjustments are required to be made to the exercise price and the number of Shares that can be subscribed for under the outstanding share options as a result of:

      (i) the rights issue of the Company with effect from 2 February 2016. The exercise prices per Share were adjusted to HK$1.1798 and HK$0.606 for the grant of share options on 23 October 2014 and 24 July 2015 respectively. For further details, please refer to the Company's announcement dated 2 February 2016.

      (ii) the completion of Share Consolidation of the Company that every twenty issued and unissued shares capital of the Company be consolidated into one consolidated share with effect from 31 October 2022. The exercise prices per Share were adjusted to HK$23.596, HK$12.12, HK$7.68 and HK$7.14 for the grant of share options on 23 October 2014, 24 July 2015, 26 February 2021 and 3 November 2021 respectively. For further details, please refer to the Company's announcement dated 31 October 2022.

6. Ms. Hu Xiaoyan resigned as an executive Director with effect from 27 October 2023.

7. While Mr. Sha Hongqiu retired from office as a non-executive Director with effect from 17 June 2020, his share options remain exercisable under the Share Option Scheme.

8. These are ex-employees of the Group who were subsequently transferred to the Affiliate Companies and their share options remain exercisable under the Share Option Scheme.

Interests of Directors and Chief Executive

As at 31 December 2023, so far as is known to the Directors, the interests of the Directors and chief executive in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long Position in the ordinary shares of the Company

	Number of Shares				
Name of Director	**Beneficiary of a Trust**	**Personal Interests**	**Number of underlying Shares** *(Note 1)*	**Total**	**Approximate percentage of issued Shares** *(Note 2)*
Mr. ZHU Gongshan	284,022,559 *(Note 3)*	–	–	284,022,559	24.33%
Mr. ZHU Yufeng	284,022,559 *(Note 3)*	–	875,000	284,897,559	24.40%
Mr. Wang Dong	–	11,496	–	11,496	0.001%
Ms. SUN Wei	–	90,995	500,000	590,995	0.05%
Mr. YEUNG Man Chung, Charles	–	–	250,000	250,000	0.02%
Mr. FANG Jiancai	–	–	250,000	250,000	0.02%
Mr. LEE Conway Kong Wai	–	–	100,000	100,000	0.01%
Mr. WANG Yanguo	–	–	100,000	100,000	0.01%
Dr. CHEN Ying	–	–	100,000	100,000	0.01%

Notes:

1. These are share options granted by the Company to the Directors pursuant to the Share Option Scheme on 3 November 2021. For further details, please refer to the section headed "Share Option Scheme" in this "Report of the Directors".

2. The percentage was calculated based on 1,167,435,772 Shares in issue as at 31 December 2023.

3. Those Shares were beneficially owned by Dongsheng Photovoltaic Technology (Hong Kong) Limited ("Dongsheng Photovoltaic") and Golden Concord Group Limited (HK). For further information of the shareholding structure of Dongsheng Photovoltaic, Elite Time Global Limited and Golden Concord Group Limited (HK), please refer to note 3 under the section headed "Interests of Substantial Shareholders" in this "Report of the Directors".

Save as disclosed above, as at 31 December 2023, none of the Directors or any chief executive of the Company had an interest or short position in any Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the Company's share option scheme as mentioned under the section headed "Share Option Scheme" above, at no time during the Reporting Period was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the Directors or chief executive of the Company to acquire benefits by means of acquisition of Shares in, or debentures of the Company or any other body corporate.

Interests of Substantial Shareholders

As at 31 December 2023, so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company as disclosed above) had interest in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the Part XV of the SFO:

Long Position in the Shares

Name	Nature of interest	Number of Shares	Approximate percentage in issued Shares *(Note 1)*
Zhu Gongshan *(Note 2)*	Founder of trust	284,022,559	24.33%
Zhu Yufeng *(Note 2)*	Beneficiary of a trust	284,022,559	24.33%
Credit Suisse Trust Limited *(Note 2)*	Trustee	284,022,559	24.33%
Asia Pacific Energy Fund Limited *(Note 2)*	Interest in controlled corporation	284,022,559	24.33%
Asia Pacific Energy Holdings Limited *(Note 2)*	Interest in controlled corporation	284,022,559	24.33%
Golden Concord Group Limited (HK) *(Note 2)*	Interest in controlled corporation	284,022,559	24.33%
Elite Time Global Limited *(Note 3)*	Beneficial owner	86,878,864	7.44%
GCL Technology *(Note 3)*	Interest in controlled corporation	86,878,864	7.44%
GCL System Integration *(Note 2)*	Interest in controlled corporation	95,298,915	8.16%
GCL System Integration Technology (Su Zhou) Co., Ltd. *(Note 2)*	Interest in controlled corporation	95,298,915	8.16%
Dongsheng Photovoltaic Technology (Hong Kong) Limited *(Note 2)*	Beneficial owner	95,298,915	8.16%
Invesco Exchange-Traded Fund Trust II – Invesco Solar ETF	Person having a security interest in shares	61,811,027	5.29%

Notes:

(1) The percentage was calculated based on 1,167,435,772 Shares in issue as at 31 December 2023.

(2) (i) Dongsheng Photovoltaic, a company incorporated in Hong Kong with limited liability and is wholly-owned by GCL System Integration Technology (Su Zhou) Co., Ltd.*（協鑫集成科技（蘇州）有限公司）which is in turn wholly-owned by GCL System Integration. Jiangsu GCL Construction Management Co., Ltd.*（江蘇協鑫建設管理有限公司）("Jiangsu GCL Construction"), Golden Concord Group Limited (PRC) and Yingkou Qiyin Investment Management Co., Ltd.*（營口其印投資管理有限公司）("Yingkou Qiyin")owns approximately 24.2% of GCL System Integration in aggregate. Yingkou Qiyin and Jiangsu GCL Construction are parties acting in concert with Golden Concord Group Limited (PRC). Golden Concord Group Limited (PRC) is 44.61% owned by Shanghai Qixun Investment Management Co., Ltd.*（上海其旬投資管理有限公司）("Shanghai Qixun") and 46.68% owned by Jiangsu GCL Construction and 8.71% owned by GCL-Poly (Taicang Harbour) Limited. Shanghai Qixun is directly wholly owned by Mr. Zhu Yufeng while Jiangsu GCL Construction and GCL-Poly (Taicang Harbour) Limited are indirectly wholly-owned by Golden Concord Group Limited (HK). Golden Concord Group Limited (HK) is in turn wholly-owned by Asia Pacific Energy Holdings Limited which is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee and Mr. Zhu Yufeng and his family, including Mr. Zhu Gongshan as beneficiaries.

(ii) An aggregate of 101,844,780 shares in the Company, being approximately 8.72% equity interest of the Company, are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited (HK).

(3) Elite Time Global Limited is wholly-owned by GCL Technology.

Save as disclosed above, as at 31 December 2023, no other person (other than the Directors and chief executive of the Company) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

Directors' interests in competing business

Each of the companies in the Golden Concord Group (a general reference to the companies in which Mr. Zhu Gongshan and his family members have a direct or indirect interest) operates within its own legal, corporate and financial framework. As at 31 December 2023, the Golden Concord Group might have had or developed interests in business similar to those of the Group and there was a chance that such businesses might have competed with the businesses of the Group.

The Directors are fully aware of, and have been discharging, their fiduciary duty to the Company. The Company and the Directors would comply with the relevant requirements of the Bye-laws and the Listing Rules whenever a Director has any conflict of interest in the transaction(s) with the Company. Therefore, the Directors believe that the Company is capable of carrying out its business independently of, and at arm's length from the Golden Concord Group.

Connected Transactions

The Group entered into the following connected transactions within the meaning of Chapter 14A of the Listing Rules during the Reporting Period:

Renewal of Lease Agreement with Suzhou GCL Industrial Applications Research

On 30 September 2020, Suzhou GCL Operation (an indirect wholly-owned subsidiary of the Company) as tenant and Suzhou GCL Industrial Applications Research (an indirect wholly-owned subsidiary of GCL Technology) as landlord entered into a lease agreement for the renewal of lease of the Premises with 19,738.70 square meters for a term of three years commencing from 1 October 2020 to 30 September 2023 ("2020 Lease Agreement"). Under the 2020 Lease Agreement, the rent payable by Suzhou GCL Operation to Suzhou GCL Industrial Applications Research is approximately RMB1,480,403 per month. Details of the transactions have been set out in the announcement of the Company dated 30 September 2020.

On 27 September 2023, Suzhou GCL New Energy Investment Co., Ltd.*蘇州協鑫新能源投資有限公司 ("Suzhou GCL New Energy") (an indirect wholly-owned subsidiary of the Company) as lessee and Suzhou GCL Industrial Applications Research as lessor entered into a lease agreement for the renewal of lease of the partial Premises with 9,869.35 square meters for a term of two years commencing from 1 October 2023 to 30 September 2025 ("2023 Lease Agreement"). Under the 2023 Lease Agreement, the rent payable by Suzhou GCL New Energy to Suzhou GCL Industrial Applications Research is RMB740,201.25 per month. Details of the transactions have been set out in the announcement of the Company dated 27 September 2023.

Suzhou GCL Industrial Applications Research is an indirect wholly-owned subsidiary of GCL Technology, which is also an associate of Golden Concord Group Limited (HK) (a company held indirectly by the Zhu Family Trust). Given that Mr. Zhu Gongshan (an executive Director) and his family (including Mr. Zhu Yufeng, an executive Director and son of Mr. Zhu Gongshan) are beneficiaries of the Zhu Family Trust, Golden Concord Group Limited (HK) is a connected person of the Company and Suzhou GCL Industrial Applications Research is an associate of a connected person of the Company under the Listing Rules. Accordingly, the entering into of the 2023 Lease Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Continuing Connected Transactions

The following transactions of the Group constituted fully exempt continuing connected transactions for the Company during the Reporting Period under the Listing Rules.

Management services income from joint ventures/associates

The management services income from joint ventures or associates of the Company during the Reporting Period did not constitute continuing connected transactions under Chapter 14A of the Listing Rules.

Interests on perpetual notes

The perpetual notes agreement was entered into with GCL-Poly (Suzhou), Jiangsu GCL Silicon Material Technology Development Co., Ltd.* 江蘇協鑫硅材料科技發展有限公司, Suzhou GCL Photovoltaic Technology Co., Ltd.* 蘇州協鑫光伏科技有限公司 and Taicang GCL Photovoltaic Technology Co., Ltd.* 太倉協鑫光伏科技有限公司, all being wholly-owned subsidiaries of GCL Technology. As the perpetual notes have an indefinite term, favourable repayment terms and the perpetual notes are not secured by any assets of the Company, the Board considers that the terms of the perpetual notes are on normal commercial terms and are favourable to the Company. Consequently, the perpetual notes is fully exempt from shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Listing Rules.

Guarantees provided to associates of connected persons

The guarantees provided by the Group to its associates of connected persons during the Reporting Period did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

Compensation of Key Management

Payments of emoluments and bonus to the Directors pursuant to their respective service contracts with the Company were fully exempt connected transactions under Rules 14A.95 of the Listing Rules while payments of emoluments/ consultancy fee to senior management do not constitute connected transactions under Chapter 14A of the Listing Rules.

The following transactions of the Group constituted Non-exempt Continuing Connected Transactions for the Company during the Reporting Period under the Listing Rules.

Management Services Income

(i) Suzhou GCL Photovoltaic Power Technology Co., Ltd.

References are made to the announcements of the Company dated 1 June 2021 and 10 July 2020. Suzhou GCL Operation (an indirect wholly-owned subsidiary of the Company) and Suzhou GCL Technology (an indirect subsidiary of GCL Technology) entered into an operation and services agreement for a term of three years commencing from 10 July 2020 and entered into a supplemental agreement on 1 June 2021 to amend certain terms of the aforesaid operation and services agreement ("Suzhou Operation Services Agreement (as amended)"). Under the Suzhou Operation Services Agreement (as amended), Suzhou GCL Operation agreed to provide certain operation services to Suzhou GCL Technology at annual service fee of RMB9,831,230. The maximum annual cap under the Suzhou Operation Services Agreement (as amended) from 1 January 2023 to 9 July 2023 was RMB6,699,508.

On 25 October 2023, Suzhou GCL Operation and Suzhou GCL Technology entered into a new operation services agreement ("New Suzhou Operation Services Agreement"), pursuant to which Suzhou GCL Operation agreed to continue providing certain operation and management services to Suzhou GCL Technology for one year commencing from 25 October 2023 at a consideration of RMB9,831,230. The maximum annual caps under the New Suzhou Operation Services Agreement for the period from 25 October 2023 to 31 December 2023 and for the period from 1 January 2024 to 24 October 2024 were/will be RMB2,374,538 and RMB10,406,061, respectively. Details of the transactions have been set out in the announcement of the Company dated 25 October 2023.

Suzhou GCL Technology is an indirect wholly-owned subsidiary of GCL Technology, which is also an associate of Golden Concord Group Limited (HK). Golden Concord Group Limited (HK) is a connected person of the Company and Suzhou GCL Technology is an associate of a connected person of the Company under the Listing Rules. The entering into of the Suzhou Operation Services Agreement (as amended) and the New Suzhou Operation Services Agreement and the respective transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The total amount received by the Group for the provision of operation services under (i) the Suzhou Operation Services Agreement (as amended) from 1 January 2023 to 9 July 2023 and was RMB5,730,887; and (ii) New Suzhou Operation Services Agreement from 25 October 2023 to 31 December 2023 was approximately RMB1,799,199.

(ii) GCL Solar Energy Limited

On 23 May 2022, GCL New Energy, Inc. (an indirect wholly-owned subsidiary of the Company) as service provider, and GCL Solar Energy Limited (an indirect wholly-owned subsidiary of GCL Technology), as service recipient, entered into an asset management and administrative services agreement for a term of three years for provision of certain asset management and administrative services to GCL Solar Energy Limited by GCL New Energy Inc. ("2022 Asset Management and Administrative Services"). The annual caps for the continuing connected transactions under the 2022 Asset Management and Administrative Services Agreement were/will be US$500,000 for the years ended/ending 31 December 2023 and 31 December 2024 respectively, and US$194,521 for the period from 1 January 2025 to 22 May 2025.

The amount received by the Group for the provision of asset management and administrative services under the 2022 Asset Management and Administrative Services Agreement was US$500,000 for the Reporting Period.

GCL Solar Energy Limited is an indirect wholly-owned subsidiary of GCL Technology, which is also an associate of Golden Concord Group Limited (HK). Golden Concord Group Limited (HK) is a connected person of the Company and GCL Solar Energy Limited is an associate of a connected person of the Company under the Listing Rules. The entering into of the 2022 Asset Management and Administrative Services Agreement and the transactions contemplated thereunder constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. Details of the transactions have been set out in the announcement of the Company dated 23 May 2022.

(iii) GCL Green Energy System Technology Co., Ltd.

On 25 October 2023, Suzhou GCL Operation and GCL Green Energy (a direct wholly-owned subsidiary of GCL System Integration) entered into an operation services agreement ("Jinzhai Operation Services Agreement"), pursuant to which Suzhou GCL Operation agreed to provide certain operation and management services to GCL Green Energy for three years commencing from 25 October 2023 at a consideration of RMB2,180,000 per year. The annual caps of the service fee to be received by Suzhou GCL Operation for the period from 25 October 2023 to 31 December 2023, for the two years ending 31 December 2025 and for the period from 1 January 2026 to 24 October 2026 were/will be RMB406,137, RMB2,180,000, RMB2,180,000 and RMB1,773,863, respectively. Details of the transactions have been set out in the announcement of the Company dated 25 October 2023.

GCL Green Energy is a direct wholly-owned subsidiary of GCL System Integration, which is a majority-controlled company indirectly held by Golden Concord Group Limited (HK). Golden Concord Group Limited (HK) is a connected person of the Company and GCL Green Energy is an associate of a connected person of the Company under the Listing Rules. Accordingly, the entering into of the Jinzhai Operation Services Agreement constitutes connected transactions of the Company under Chapter 14A of the Listing Rules.

The total amount received by the Group for the provision of operation services under the Jinzhai Operation Services Agreement from 25 October 2023 to 31 December 2023 was approximately was approximately RMB404,355.

(iv) Services Agreements under Rule 14A.60 of the Listing Rules

References are made to the announcement dated 12 October 2023 the "Announcement") and circular dated 15 November 2023 (the "Circular") of the Company (capitalised terms used herein shall have the same meanings as those defined in the Circular) regarding the entering into of the First Batch Share Purchase Agreements dated 12 October 2023 between the First Batch Sellers and Suzhou Industrial Zone Xinkunneng Clean Energy Co., Ltd.*(蘇州工業園區鑫坤能清潔能源有限公司)(the "Purchaser") and the entering into of the Second Batch Share Purchase Agreement dated 12 October 2023 between the Second Batch Sellers and the Purchaser (the "Disposals") and the Management Service Agreements and Supplemental Operation Management Service Agreements ("Service Agreements") of the Company. The Disposals were approved by the independent shareholders of the Company at the special general meeting held on 1 December 2023.

Given that the Purchaser is an associate of the connected persons of the Company, upon completion of the Disposals, the Target Companies will become subsidiaries of the Purchaser. As a result, the Designated Target Companies will also be considered as connected persons of the Company under Chapter 14A of the Listing Rules and the Service Agreements and the transactions contemplated thereunder will be considered as continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

In accordance with Rule 14A.60 of the Listing Rules, the Company is required to comply with the applicable annual review and disclosure requirements under Chapter 14A of the Listing Rules regarding such continuing connected transaction, including issuance of announcements and annual reporting. The Company will comply in full with all applicable reporting, disclosure and, if applicable, Independent shareholders' approval requirements under Chapter 14A of the Listing Rules upon any variation or renewal of the Service Agreements.

The aggregate maximum annual cap for provision of such services under the Supplemental Operation Management Service Agreements will be approximately RMB40.2 million. The total amount received by the Group for the provision of such services from 1 December 2023 to 31 December 2023 was approximately was approximately RMB352,406.

Details of the related party transactions undertaken in normal course of business are set out in note 43 to the consolidated financial statements. Save as the fully exempt connected transactions/continuing connected transactions disclosed above, all related party transactions should constitute connected transactions/continuing connected transactions under the Listing Rules and that they have complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

All the Non-exempt Continuing Connected Transactions have been reviewed by the independent non-executive Directors who have confirmed that for the year ended 31 December 2023 the Non-exempt Continuing Connected Transactions have been entered into by the Group (i) in the ordinary and usual course of the business of the Group; (ii) are carried out on normal commercial terms or better; and (iii) in accordance with the relevant agreements in respect thereof, the terms of which are fair and reasonable and in the interests of the Shareholders as a whole.

The Company has formulated appropriate and effective internal control procedures in its daily operation to monitor the connected transactions/continuing connected transactions, such as (i) having mechanisms for identifying connected persons, review and update the list of connected persons and conduct background investigation before entering into transactions; and (ii) monitoring the amounts involved in the transactions regularly to ensure that they will not exceed the approved annual caps.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the auditor of the Company to conduct certain procedures in respect of the continuing connected transactions on the Non-exempt Continuing Connected Transactions of the Group in accordance with the Hong Kong Standard on Assurance Engagement 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 confirmed to the Board in writing that for the Reporting Period, the Non-exempt Continuing Connected Transactions, which were entered into:

1. have received the approval of the Board;

2. have been in accordance with the pricing policies of the Company for transactions involving the provision of goods or services;

3. have been in accordance with the relevant agreements governing such transactions; and

4. have not exceeded the relevant announced cap amounts for the Reporting Period.

Permitted Indemnity Provision

Pursuant to article 164(1) of the Bye-laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate insurance cover for the Directors in respect of potential liability and costs associated with legal proceedings that maybe brought against any of the Directors.

Directors' Material Interests in Transactions, Arrangements or Contracts

Save as disclosed above, no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end or at any time during the Reporting Period.

Emolument Policy

The emolument policy of the Group to reward its employees is based on their performance, qualifications, competence and market comparables. Remuneration package generally comprises salary, contribution to pension schemes and bonuses relating to the profit of the relevant company and individual's performance. The remuneration package of the executive Directors and the senior management are also linked to the performance of the Group and the return to the Shareholders. The remuneration policy of the executive Directors is reviewed by the Remuneration Committee.

The Company has adopted Share Option Scheme as an incentive to Directors and eligible employees, details of the schemes are set out under the section headed "Share Option Scheme" in this "Report of the Directors" and in note 35 to the consolidated financial statements.

Retirement Benefit Plans

Details of the Group's retirement benefit plans are shown in note 42 to the consolidated financial statements.

Remuneration of Directors and Five Highest Paid Individuals

Details of the remuneration paid by the Group to the Directors and the five highest paid individuals of the Group for the Reporting Period are set out in note 12 to the consolidated financial statements.

Arrangement to Purchase Shares or Debentures

Other than as disclosed above, at no time during the Reporting Period was the Company or any of its subsidiaries, fellow subsidiaries or holding companies a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Management Contracts

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the Reporting Period.

Finance Costs Capitalised

No finance costs was capitalised by the Group during the Reporting Period (31 December 2022: Nil).

Major Customers and Suppliers

During the Reporting Period, the aggregate amount of purchases (not including those which are of capital nature) attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases. The largest supplier accounted for approximately 2% (2022: 3%) of the Group's total purchases.

During the Reporting Period, the Group's five largest customers accounted for approximately 66% (2022: 77%) of the Group's total sales. The largest customer accounted for approximately 60% (2022: 73%) of the Group's total sales.

None of the Directors, their associates or shareholders (who to the knowledge of the Directors own more than 5% of the Company's issued share capital) had an interest in the major suppliers or customers noted above.

Sufficiency of Public Float

As at the date of this annual report, to the best knowledge of the Directors and based on the information publicly available to the Directors, the Company has maintained sufficient public float of the Shares.

Auditor

Crowe (HK) CPA Limited was appointed as the auditor of the Company with effect from 15 July 2021 to fill the casual vacancy created by the resignation of Deloitte Touche Tohmatsu on 14 July 2021. For details, please refer to the announcement of the Company dated 15 July 2021. Save as disclosed above, there were no other changes in the auditors of the Company during the past three years.

The consolidated financial statements have been audited by Crowe (HK) CPA Limited, who retires and, being eligible, offers itself for re-appointment at the AGM. A resolution will be proposed at the AGM to re-appoint Crowe (HK) CPA Limited as auditor of the Company.

Events after the Reporting Period

Details of the events after the Reporting Period of the Group are set out in note 45 to the consolidated financial statements.

By order of the Board

ZHU Gongshan
Chairman

Hong Kong, 25 March 2024

Communication with Shareholders

Shareholders' Rights of Accessing Information

GCL New Energy recognises the importance of maintaining on-going communication between the Board and the Shareholders. The Company proactively promotes investor relations and communications with the Shareholders is always given high priority. The aims of the Company are to improve its transparency, gain more understanding and confidence in relation to the Group's business developments and acquire more market recognition and support from the Shareholders. A Shareholders' Communication Policy was adopted by the Board which is available on the Company's website and is regularly reviewed to ensure its effectiveness.

To ensure all the Shareholders have equal and timely access to important information of the Company, we make extensive use of several communication channels, including publication of annual and interim financial reports, announcements, circulars, listing documents, notice of meetings, proxy forms together with other filings as prescribed under the Listing Rules and key news and developments of the Group to our corporate website at **www.gclnewenergy.com**. The "Investor Relations" section offers a level of information disclosure in easily and readily accessible form and provides timely updates to the Shareholders. Corporate Communications will be provided to Shareholders in either or both English and Chinese version(s) to facilitate Shareholders' understanding. Shareholders have the right to choose the language (either or both English and/or Chinese) and means of receipt of the Corporate Communications in hard copy or through electronic means.

Dividend Policy

The Company recognizes the importance of maximizing return to Shareholders and believes that driving growth creates significant value to Shareholders. The Dividend Policy aims to set out the approach with the objective of achieving right balance of the amount of dividend and the amount of profits retained in the business for various purposes.

The Board would consider the following factors before declaring or recommending dividend to the Shareholders from time to time:

(a) financial results of the Company;

(b) Shareholders' interests;

(c) general business conditions, strategies and future expansion needs;

(d) the Company's capital requirements;

(e) the payment of cash dividends to the Company from its subsidiaries;

(f) possible effects on liquidity and financial position of the Company; and

(g) the amount of profit can be distributed under applicable accounting standards and other factors that the Board may deem relevant and appropriate.

The Company may declare dividends in any currency through general meetings of the Shareholders, but the declared dividends shall not exceed the amount recommended by the Board. The Board may also declare dividends or other distributions from time to time.

Any dividend declared by the Company shall be conducted in accordance with the Bermuda Companies Act, the Memorandum and Articles of the Company and other applicable laws and regulations, and shall not affect the normal operation of the Company and its subsidiaries.

Review of the Policy

The Board will review the Dividend Policy, as appropriate, which will include an assessment of the effectiveness of the Dividend Policy and approve any amendments thereto if necessary.

Convening of a Special General Meeting on Requisition by Shareholders

In accordance with bye-law 58 of the Bye-laws, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Bermuda Companies Act.

Procedures for Putting Forward Proposals at General Meeting by Shareholders

Pursuant to the Bermuda Companies Act, Shareholders holding not less than one-twentieth of the paid-up capital of the Company, or of not less than one hundred in number, can deposit a written request to the Company Secretary, at the expense of the requisitionists, to: (i) move a resolution at an annual general meeting; and/or (ii) circulate any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at any general meeting. The written request must be deposited at the principle place of business in Hong Kong of the Company, for the attention of the Company Secretary, not less than six weeks before the next annual general meeting in the case of a requisition requiring notice of a resolution and not less than one week in the case of any other requisition.

Shareholders' Right to Propose a Person for Election as a Director

The procedures for Shareholders to propose a person for election as Director are published on the Company's website at http://www.gclnewenergy.com.

Procedures for Directing Shareholders' Enquiries to the Board

In addition to accessing information on the corporate website, enquiries to the Board or request of information, to the extent it is publicly available, from the Shareholders and other report users are welcome by email, telephone or in writing to our Company Secretary at:

Contact:	Board Secretarial and Investor Relations Department
Address:	Unit 1707A, Level 17, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
Telephone:	(852) 2606-9200
Facsimile:	(852) 2462-7713
Email:	gneir@gclnewenergy.com

Any shareholding matters, such as transfer of Shares, change of name or address, and loss of Share certificates should be address in writing to the Hong Kong branch share registrar and transfer office of the Company:

Tricor Abacus Limited

Address:	17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Telephone:	(852) 2980-1333
Facsimile:	(852) 2810-8185

Crowe

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TO THE SHAREHOLDERS OF GCL NEW ENERGY HOLDINGS LIMITED
協鑫新能源控股有限公司
(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of GCL New Energy Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 71 to 217, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS Standards") issued by the International Accounting Standards Board ("IASB") 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 Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
Revenue recognition on tariff adjustments on electricity sales	
We identified the recognition of the Group's revenue on tariff adjustments on electricity sales as a key audit matter due to the significant management judgement involved in determining whether each of the Group's operating power plants had qualified for, and had met, all the requirements and conditions as required under the prevailing government policies and regulations for entitlement of the tariff adjustments and accordingly, the timing and eligibility of accruing revenue on tariff adjustments. As described in note 6 to the consolidated financial statements, revenue on tariff adjustments on electricity sales of approximately RMB298 million was recognised for the year ended 31 December 2023 in which the Group had submitted the applications for tariff adjustments of all on-grid solar power plants and under government's approval process.	Our procedures in relation to the recognition of the Group's revenue on tariff adjustment on electricity sales included: • Obtaining an understanding of key controls in connection with the recognition of tariff adjustment and assessing the operating effectiveness of key controls; • Obtaining the relevant supporting documents, for example, power purchase agreements with relevant grid companies, and an understanding of the policies and regulations set by the government authorities on tariff adjustment on sales of electricity in this industry to evaluate the appropriateness of management's judgement on recognising tariff adjustments on electricity sales; • Obtaining legal opinion from the Group's legal advisor in the People's Republic of China (the "PRC") in relation to the assessment that all of the Group's solar power plants currently in operation have met the requirement and conditions as stipulated in the prevailing government policies and regulations for the entitlement of the tariff adjustment when the electricity was delivered on grid; and • Assessing the appropriateness of the Group's entitlement of the tariff adjustments on electricity sales by checking the Group's applications of the tariff adjustments on electricity sales to their subsequent approvals issued by the PRC government, as applicable.

Key audit matters	How our audit addressed the key audit matters
Impairment assessment of property, plant and equipment and right-of-use assets	
As at 31 December 2023, the Group had property, plant and equipment and right-of-use assets of approximately RMB904 million and RMB77 million respectively. During the year ended 31 December 2023, there were evidences relating to certain property, plant and equipment and right-of-use assets which indicated that economic performance was worse than expected. Management performed impairment test accordingly by comparing the recoverable amounts based on the higher of fair value less costs of disposal and value-in-use calculation of the cash-generating units that the property, plant and equipment and right-of-use assets belong to with the carrying amounts of the identified cash-generating units as at 31 December 2023. As a result, management assessed the recoverable amounts of those assets were less than their carrying amounts and an impairment of approximately RMB81,876,000 was provided. Estimating the recoverable amounts requires significant management judgements and estimates including future sales volume, future electricity unit price, cost of inventories sold, estimated useful life of the asset, costs expected to be incurred for disposing of the asset and the discount rates applied to these forecasted future cash flows. The accounting policies and disclosures of the impairment are included in notes 4, 5, 8, 15 and 16 to the consolidated financial statements.	Our procedures in relation to the impairment assessment of property, plant and equipment and right-of-use assets included: • Evaluating management's assessment on the impairment indicators for property, plant and equipment and right-of-use assets, and management's identification of cash-generating units; • Evaluating the competence, independence and works performed by the expert engaged by the management to assess their estimation; • Comparing management's valuation methodologies, that are, value-in-use calculation based on future discounted cash flows, to industry practice and assessed the key assumptions used, such as estimates of future sales volume, future electricity unit price and cost of inventories sold by analysing the historical accuracy of management's estimates, and discount rates with reference to comparable companies similar to the Group's business; and fair value less costs of disposal calculation based on the estimated useful life of the asset, costs expected to be incurred for disposing of the asset and the cash flow forecast; • Involving our valuation specialists to assist us with assessing the valuation methodologies, discount rates and costs expected to be incurred for disposing the assets; • Evaluating the sensitivity of the significant assumptions described above by assessing the changes to the recoverable amounts of the cash-generating units resulting from possible changes in these assumptions, both individually and in the aggregate; and • Assessing the adequacy of the Group's disclosures included in the consolidated financial statements regarding the impairment assessment of property, plant and equipment and right-of-use assets.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Standards issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 25 March 2024

Chan Wai Dune, Charles
Practising Certificate Number P00712

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2023

	NOTES	**2023** **RMB'000**	2022 RMB'000
Revenue	6	**831,520**	929,057
Cost of sales and services rendered		**(450,730)**	(477,989)
Gross profit		**380,790**	451,068
Other income	7	**82,753**	149,488
Other gains and losses, net	8	**(414,599)**	(104,526)
Impairment loss on expected credit loss model, net of reversal	8	**(155,565)**	(386,156)
Impairment losses on property, plant and equipment and right-of-use assets	8	**(85,943)**	(358,968)
Administrative expenses			
— share-based payment expenses	35	**(9,174)**	(17,121)
— other administrative expenses		**(415,601)**	(554,505)
Share of profits of associates	17	**112,072**	122,768
Share of profit of joint venture	18	**290**	25
Finance costs	9	**(443,883)**	(571,543)
Loss before tax		**(948,860)**	(1,269,470)
Income tax expense	10	**(15,150)**	(18,911)
Loss for the year	11	**(964,010)**	(1,288,381)
Other comprehensive income:			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**7,223**	47,291
Total comprehensive expense for the year		**(956,787)**	(1,241,090)
Loss for the year attributable to:			
Owners of the Company		**(1,165,641)**	(1,492,546)
Non-controlling interests			
— Owners of perpetual notes		**200,750**	200,750
— Other non-controlling interests		**881**	3,415
		(964,010)	(1,288,381)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

For the year ended 31 December 2023

	NOTES	**2023** **RMB'000**	2022 RMB'000
Total comprehensive expense for the year attributable to:			
Owners of the Company		**(1,158,418)**	(1,445,255)
Non-controlling interests			
— Owners of perpetual notes		**200,750**	200,750
— Other non-controlling interests		**881**	3,415
		(956,787)	(1,241,090)
		RMB cents	RMB cents
Loss per share	14		
— Basic		**(99.85)**	(135.63)
— Diluted		**(99.85)**	(135.63)

Consolidated Statement of Financial Position

As at 31 December 2023

	NOTES	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	15	**903,877**	4,468,062
Right-of-use assets	16	**76,786**	219,290
Interests in associates	17	**1,543,513**	1,431,441
Interest in joint venture	18	**3,466**	3,176
Amounts due from related companies	24	**648,085**	17,443
Other investments	19	**45,643**	45,643
Other non-current assets	20	**14,738**	107,265
Other receivables	21	**700,945**	—
Contract assets	22	**—**	54,957
Pledged bank and other deposits	25	**42,047**	200,785
Deferred tax assets	32	**821**	25,383
		3,979,921	6,573,445
CURRENT ASSETS			
Trade and other receivables	21	**1,007,992**	3,993,895
Amounts due from related companies	24	**805,190**	282,657
Tax recoverable		**—**	346
Pledged bank and other deposits	25	**59,882**	61,001
Bank balances and cash	25	**555,395**	797,125
		2,428,459	5,135,024
Assets classified as held for sale	26	**97,884**	455,087
		2,526,343	5,590,111
CURRENT LIABILITIES			
Other payables and deferred income	27	**447,202**	985,852
Amounts due to related companies	24	**175,748**	143,145
Tax payable		**53**	2,383
Loan from a related company	28	**4,811**	4,811
Bank and other borrowings	29	**120,330**	436,921
Lease liabilities	31	**16,194**	30,305
		764,338	1,603,417
Liabilities directly associated with assets classified as held for sale	26	**1,537**	192,385
		765,875	1,795,802
NET CURRENT ASSETS		**1,760,468**	3,794,309
TOTAL ASSETS LESS CURRENT LIABILITIES		**5,740,389**	10,367,754

Consolidated Statement of Financial Position (Continued)

As at 31 December 2023

	NOTES	2023 RMB'000	2022 RMB'000
NON-CURRENT LIABILITIES			
Bank and other borrowings	29	**289,463**	2,082,502
Senior notes	30	**—**	1,722,571
Lease liabilities	31	**121,006**	239,991
Deferred income	27	**335,266**	343,979
Deferred tax liabilities	32	**—**	679
		745,735	4,389,722
NET ASSETS		**4,994,654**	5,978,032
CAPITAL AND RESERVES			
Share capital	33	**81,773**	81,773
Reserves		**1,973,659**	3,122,903
Equity attributable to owners of the Company		**2,055,432**	3,204,676
Equity attributable to non-controlling interests			
— Owners of perpetual notes	34	**2,939,222**	2,738,472
— Other non-controlling interests		**—**	34,884
TOTAL EQUITY		**4,994,654**	5,978,032

The consolidated financial statements on pages 71 to 217 were approved and authorised for issue by the Board of Directors on 25 March 2024 and are signed on its behalf by:

Zhu Yufeng	**Wang Dong**
DIRECTOR	DIRECTOR

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

	Attributable to owners of the Company									Non-controlling interests		
	Share capital RMB'000	Share premium RMB'000	Contributed surplus RMB'000 *(Note a)*	Legal reserves RMB'000 *(Note b)*	Translation reserve RMB'000	Special reserve RMB'000 *(Note c)*	Share options reserve RMB'000	Accumulated losses RMB'000	Sub-total RMB'000	Perpetual notes RMB'000	Other non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2022	73,629	5,005,356	15,918	1,346,262	(58,445)	(182,517)	72,588	(1,906,582)	4,366,209	2,537,722	49,942	6,953,873
Loss for the year	–	–	–	–	–	–	–	(1,492,546)	(1,492,546)	200,750	3,415	(1,288,381)
Other comprehensive income for the year	–	–	–	–	47,291	–	–	–	47,291	–	–	47,291
Total comprehensive expense for the year	–	–	–	–	47,291	–	–	(1,492,546)	(1,445,255)	200,750	3,415	(1,241,090)
Transfer to legal reserves	–	–	–	24,052	–	–	–	(24,052)	–	–	–	–
Issue of new shares	8,144	261,572	–	–	–	–	–	–	269,716	–	–	269,716
Transaction costs attributable to the issue of new shares	–	(3,115)	–	–	–	–	–	–	(3,115)	–	–	(3,115)
Equity-settled share option arrangement *(note 35)*	–	–	–	–	–	–	17,121	–	17,121	–	–	17,121
Forfeiture of share options *(note 35)*	–	–	–	–	–	–	(5,908)	5,908	–	–	–	–
Disposal of subsidiaries *(note 36(b))*	–	–	–	(19,725)	–	–	–	19,725	–	–	(18,473)	(18,473)
At 31 December 2022 and 1 January 2023	81,773	5,263,813	15,918	1,350,589	(11,154)	(182,517)	83,801	(3,397,547)	3,204,676	2,738,472	34,884	5,978,032
Loss for the year	–	–	–	–	–	–	–	(1,165,641)	(1,165,641)	200,750	881	(964,010)
Other comprehensive income for the year	–	–	–	–	7,223	–	–	–	7,223	–	–	7,223
Total comprehensive expense for the year	–	–	–	–	7,223	–	–	(1,165,641)	(1,158,418)	200,750	881	(956,787)
Transfer to legal reserves	–	–	–	50,061	–	–	–	(50,061)	–	–	–	–
Equity-settled share option arrangement *(note 35)*	–	–	–	–	–	–	9,174	–	9,174	–	–	9,174
Forfeiture of share options *(note 35)*	–	–	–	–	–	–	(8,056)	8,056	–	–	–	–
Disposal of subsidiaries *(note 36(a))*	–	–	–	(862,719)	–	–	–	862,719	–	–	(35,765)	(35,765)
At 31 December 2023	81,773	5,263,813	15,918	537,931	(3,931)	(182,517)	84,919	(3,742,474)	2,055,432	2,939,222	–	4,994,654

Notes:

(a) Contributed surplus represents (i) the amount of approximately RMB16,924,000 (equivalent to approximately HK$15,941,000) credited to the contributed surplus as a result of the capital reduction and consolidation of shares of the Company on 16 September 2003; and (ii) the Company made a distribution in respect of 2008 final dividend amounting to approximately RMB1,006,000 (equivalent to approximately HK$1,138,000) out of the contributed surplus during the year ended 31 March 2009.

(b) Legal reserves represent the amounts set aside from the retained earnings by certain subsidiaries incorporated in the People's Republic of China ("PRC"). In accordance with the relevant regulations and their articles of association, the Company's subsidiaries incorporated in the PRC are required to allocate at least 10% of their after-tax profit according to the PRC accounting standards and regulations to legal reserves until such reserves have reached 50% of registered capital. These reserves can only be used for specific purposes and are not distributable or transferable to loans, advances and cash dividends.

(c) Special reserve represents the difference between (i) the consideration to acquire additional interest in subsidiaries and the respective share of the carrying amounts of net assets acquired; and (ii) the consideration to dispose of partial interest in subsidiaries without losing controls and the carrying amounts of the attributable net assets disposed of.

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	2023 RMB'000	2022 RMB'000
OPERATING ACTIVITIES		
Loss before tax	**(948,860)**	(1,269,470)
Adjustments for:		
Amortisation of deferred income on government grant		
— ITC (defined in note 7)	**(14,471)**	(14,341)
Depreciation of:		
— property, plant and equipment	**239,433**	285,870
— right-of-use assets	**22,041**	34,810
Impairment losses on property, plant and equipment and right-of-use assets	**85,943**	358,968
Impairment loss on expected credit loss model, net of reversal	**155,565**	386,156
Loss on disposal of property, plant and equipment	**70**	1,375
Finance costs	**443,883**	571,543
Interest income	**(54,243)**	(106,738)
Interest arising from contracts containing significant financial component	**(504)**	(10,052)
Share-based payment expenses	**9,174**	17,121
Share of profit of joint venture	**(290)**	(25)
Share of profits of associates	**(112,072)**	(122,768)
Gain on early termination of a lease	**–**	(25,444)
Gain on redemption of senior notes	**(123,930)**	(169,121)
Net loss on disposal of solar power plant projects	**394,924**	47,630
Loss on measurement of assets classified as held for sale to fair value less cost to sell	**105,188**	11,342
Unrealised exchange loss, net	**14,284**	218,733
Operating cash flows before movements in working capital	**216,135**	215,589
(Increase)/decrease in other non-current assets	**(24,742)**	168,566
Increase in contract assets	**(14,998)**	(14,193)
(Increase)/decrease in trade and other receivables	**(91,300)**	518,843
(Increase)/decrease in amounts due from related companies	**(2,149)**	8,349
Increase in other payables	**325,913**	381,110
Cash generated from operations	**408,859**	1,278,264
Income taxes paid	**(15,580)**	(19,946)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**393,279**	1,258,318

	NOTES	2023 RMB'000	2022 RMB'000
INVESTING ACTIVITIES			
Interest received		**11,530**	36,346
Payments for construction and purchase of property, plant and equipment		**(516,043)**	(696,726)
Proceeds from disposal of property, plant and equipment		**66**	29,616
Payment for acquisition of other investments		**–**	(1,930)
Proceeds from disposal of subsidiaries with solar power plant projects	36	**448,256**	228,335
Settlement of consideration and other receivables in relation to former subsidiaries		**1,491,752**	1,750,789
Withdrawal of pledged bank and other deposits		**164,357**	313,964
Placement of pledged bank and other deposits		**–**	(150,407)
Repayment from third parties		**8,285**	–
Repayment to former subsidiaries		**(101,627)**	–
Advance to related companies		**–**	(16,701)
Repayment from related companies		**64,964**	–
Dividend received from associates		**–**	42,240
NET CASH GENERATED FROM INVESTING ACTIVITIES		**1,571,540**	1,535,526

	2023 RMB'000	2022 RMB'000
FINANCING ACTIVITIES		
Interest paid	**(394,118)**	(614,889)
Proceeds from bank and other borrowings	**409,261**	1,654,069
Repayment of bank and other borrowings	**(655,104)**	(2,476,544)
Repayments of lease liabilities	**(36,496)**	(35,012)
Repayment of loan from a related company	**–**	(27,652)
Proceeds from issue of shares through placement	**–**	269,716
Transaction costs paid for the issue of shares through placement	**–**	(3,115)
Redemption of senior notes	**(775,179)**	(1,115,640)
Repurchase of senior notes	**(823,462)**	(253,689)
Advances from related companies	**33,223**	29,081
Repayment to related companies	**(620)**	(156)
Dividend paid to non-controlling interests	**(17,877)**	(13,844)
NET CASH USED IN FINANCING ACTIVITIES	**(2,260,372)**	(2,587,675)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	**(295,553)**	206,169
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		
Represented by		
— bank balances and cash	**797,125**	586,050
— bank balances and cash classified as held for sale	**53,208**	23,351
	850,333	609,401
Effect of exchange rate changes on the balance of cash held in foreign currencies	**1,173**	34,763
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		
Represented by		
— bank balances and cash	**555,395**	797,125
— bank balances and cash classified as held for sale	**558**	53,208
	555,953	850,333

1. GENERAL INFORMATION

GCL New Energy Holdings Limited (the "Company") is incorporated in Bermuda as an exempted company with limited liability. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business is at Unit 1707A, Level 17, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

The Company is an investment holding company. Its subsidiaries (hereinafter together with the Company collectively referred to as the "Group") are principally engaged in the sale of electricity, development, construction, operation and management of solar power plants ("Solar Energy Business") and sale of liquefied natural gas ("LNG Business").

The functional currency of the Company and the presentation currency of the Group's consolidated financial statements are Renminbi ("RMB").

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Financial Standards Board. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the material accounting policy information set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment* ("IFRS 2"), leasing transactions that are accounted for in accordance with IFRS 16 *Lease* ("IFRS 16"), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value-in-use in IAS 36 *Impairment of Assets* ("IAS 36").

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs issued by International Accounting Standards Board for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the Group's consolidated financial statements:

IFRS 17 and related amendments	Insurance Contracts
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International Tax Reform – Pillar Two Model Rules

Except as described below, the application of the new and amendments to IFRSs and guidance from HKICPA in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

Amendments to IFRSs that are mandatorily effective for the current year (Continued)

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies (Continued)

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the "Practice Statement") is also amended to illustrate how an entity applies the "four-step materiality process" to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The Group has revisited the accounting policy information it has been disclosing and considered it is consistent with the amendments and removing or reducing the immaterial accounting policies such that immaterial policy information does not obscure the material information.

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of IAS 12 *Income Taxes* ("IAS 12") such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition.

Prior to the adoption of Amendments to IAS 12, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group previously applied IAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis.

Upon the application of the amendments, the Group recognises a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

Based on the management's assessment, the application of the amendments has had no material impact on the Group's financial position and performance because the deferred tax assets and the deferred tax liabilities as a result of the adoption of Amendments to IAS 12 qualify for offset under paragraph 74 of IAS 12. There was also no material impact on the opening balances as at 1 January 2022 as a result of the change.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

Amendments to IFRSs that are mandatorily effective for the current year (Continued)

HKICPA guidance on the accounting implications of the abolition of the MPF-LSP offsetting mechanism (the "Abolition")

As disclosed in note 42(b), the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "Amendment Ordinance") was gazetted in June 2022 and will take effect on 1 May 2025 (the "Transition Date"). The Amendment Ordinance has two effects: (i) the accrued benefits derived from an employer's mandatory MPF contributions can no longer be used to offset long service payment ("LSP") in respect of the employment period after the Transition Date (post-transition LSP); and (ii) the last month's salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date (pre-transition LSP).

In July 2023, the HKICPA published "Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong" that provides accounting guidance for the accounting for the impact arising from the Abolition.

The HKICPA guidance illustrates that an entity may account for the accrued benefits arising from its MPF contributions that have been vested with an employee and which would be used to offset the employee's LSP benefits (offsetable accrued benefits) as a deemed contribution by the employee towards the LSP in accordance with paragraph 93(a) of HKAS 19 *Employee Benefits* ("HKAS 19"), which is consistent with IAS 19 *Employee Benefits* ("IAS 19"). However, upon the enactment of the Amendment Ordinance, the accrued benefits derived from mandatory employer MPF contributions cannot be used to offset an employee's post-transition LSP obligation so that an entity can no longer apply the practical expedient of recognising the deemed contribution as a reduction of service cost under paragraph 93(b) of HKAS 19. Accordingly, it resulted a catch-up adjustment for past service cost, in accordance with paragraph 94(a) of HKAS 19, and a corresponding increase in the LSP obligation since the MPF-LSP offsetting mechanism was not contemplated in the original LSP legislation.

To reflect the Abolition, the Group has considered this change in accounting policy in connection with its LSP liability and has applied the above HKICPA guidance retrospectively. Such change in accounting policy information did not have any material impact on the consolidated financial statements for the current and prior period.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

New and amendments to IFRSs in issue but not yet effective

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

Amendments to IAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants[1]
Amendments to IAS 7 and IRS 7	Supplier Finance Arrangements[1]
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback[1]
Amendments to IAS 21	Lack of Exchangeability[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

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

2 Effective for annual periods beginning on or after 1 January 2025

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

Except for the amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to IAS 1 Classification of Liabilities as Current or Non-current ("2020 Amendments") and Non-current Liabilities with Covenants ("2022 Amendments")

The 2020 Amendments provide clarification and additional guidance on the assessment of a right to defer settlement for at least twelve months from the reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the 2020 Amendments clarify that:

  (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

  (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or noncurrent only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2023, the application of the amendments will not result in reclassification of the Group's liabilities.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements

The amendments add a disclosure objective to IAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

The directors of the Company do not expect the amendments will have material impact on the financial position or performance of the Group. The impacts of application on disclosures or presentation, if any, will be disclosed in the Group's future consolidated financial statements

Amendments to IFRS 16 Lease Liability in a Sale and Leaseback

The amendments add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements of IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") to be accounted for as a sale. The amendments require a seller-lessee to determine "lease payments" or "revised lease payments" such that the seller-lessee would not recognise a gain or loss that relates to the right of use retained by the seller-lessee. The amendments also clarify that applying the requirements does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to subsequent partial or full termination of a lease.

As part of the amendments, Illustrative Example 25 accompanying IFRS 16 is added to illustrate the application of the requirements in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate.

The directors of the Company do not expect the amendments will have material impact on the financial position or performance of the Group. The impacts of application on disclosures or presentation, if any, will be disclosed in the Group's future consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to HKAS 21 Lack of Exchangeability

The amendments specify a currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specified purpose. When a currency is not exchangeable at the measurement date, an entity estimates the spot exchange rate as the rate that would have applied to an orderly transaction between market participants at the measurement date and that would faithfully reflect the economic conditions prevailing.

When a currency is not exchangeable, an entity discloses information that would enable users of its financial statements to evaluate how a currency's lack of exchangeability affects, or is expected to affect, its financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 January 2025, with early application permitted. An entity is not permitted to apply the amendments retrospectively. Instead, an entity is required to apply the specific transition provisions included in the amendments. The directors of the Company do not expect the amendments will have material impact on the financial position or performance of the Group.

Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures* deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The directors of the Company do not expect the amendments will have material impact on the financial position or performance of the Group.

4. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income ("OCI") are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Basis of consolidation (Continued)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interest (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in OCI in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* ("IFRS 9"), or when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting issued by International Accounting Standards Board in March 2018 (the "Conceptual Framework") except for transactions and events within the scope of IAS 37 or IFRIC 21, in which the Group applies IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* ("IAS 37") or IFRIC 21 *Levies* ("IFRIC 21") instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 and IAS 19 respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see the accounting policy information below);

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms, except for right-of-use assets relating to leasehold lands in which the relevant acquirees are the registered owners with full upfront lease payments, which are measured at fair value.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

Investments in associates and joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and OCI of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the year in which the investment is acquired.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investments in associates and joint venture (Continued)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value-in-use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in OCI in relation to that associate or joint venture on the same basis as would have been required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in OCI by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in OCI relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Non-current assets and disposal groups 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 a 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 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 IFRS 9 and deferred tax assets which continue to be measured in accordance with the accounting policies set out in respective sections. Immediately before the initial classification of the asset (or disposal group) as held for sale, the carrying amounts of the assets (or all the assets and liabilities in the group) are measured in accordance with applicable IFRSs.

When the criteria of non-current assets (and disposal groups) classified as held for sale have no longer been met, the Group shall cease to classify non-current assets (and disposal groups) as held for sale. The Group shall measure each non-current asset that ceased to be classified as held for sale at the lower of its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had the asset not been classified as held for sale; and its recoverable amount at the date of the subsequent decision not to sell.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Revenue from sales of electricity is recognised at a point in time when the control of the electricity transferred, being at the point when electricity has generated and transmitted to the customer.

Revenue from operation and management services is recognised over time during the provision of service, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group. Revenue is recognised on a straight-line basis because the entity's inputs are expended evenly throughout the scheduled performance period.

Revenue from solar related supporting services mainly represents contracts with customers in relation to sales of solar modules with related supporting services that the Group has acted as an agent and, is recognised at a point in time on a net basis when the control is transferred to the customer, which is at the time when the solar module is delivered and confirmed with the customer.

Revenue from liquefied natural gas ("LNG") business mainly represents contracts with customers in relation to sales of LNG that the Group has acted as both principal and agent and, is recognised at a point in time on a gross basis as a principal and on a net basis as an agent when the control is transferred to the customer, which is the time when the LNG is delivered and confirmed with the customer.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Variable consideration

For contracts that contain variable consideration in relation to sales of electricity to the grid companies which contain tariff adjustments related to solar power plants yet to be enlisted in the List (as defined in note 6) by the grid companies, the Group estimates the amount of consideration to which it will be entitled using the most likely amount.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstance during the reporting period.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease component from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful lives. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful lives and the lease terms.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

When the Group obtains ownership of the underlying leased asset at the end of the lease term, upon exercising purchase option, the carrying amount of the relevant right-of-use asset is transferred to property, plant and equipment.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

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

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on consolidated statement of financial position.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. The associated non-lease components are included in the respective lease components.

Sale and leaseback transactions

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

The Group as a seller-lessee

For a transfer that does not satisfy the requirements as a sale, the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as loans within the scope of IFRS 9.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in OCI and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

Borrowing costs are recognised in profit or loss in the year in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Government grants (Continued)

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the year in which they become receivable. Such grants are presented under "other income".

Retirement benefit costs

Payments to defined contribution retirement benefit plans, including state-managed retirement benefit schemes and the Mandatory Provident Fund Schemes, are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees and others providing similar services

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 35.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Share-based payment arrangements (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to employees and others providing similar services (Continued)

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimates of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit and loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary differences arises from initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in OCI or directly in equity, in which case, the current and deferred tax are also recognised in OCI or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment including buildings are tangible assets that are held for use in the production or supply of goods or services, or for administration purposes (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Property, plant and equipment in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of items of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

Impairment on property, plant and equipment and right-of-use assets

At the end of reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amounts of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value-in-use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "Other gains and losses, net" line item.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets, financial guarantee contracts and contract assets

The Group performs impairment assessment under expected credit loss ("ECL") on financial assets (including trade and other receivables, amounts due from related companies, pledged bank and other deposits, bank balances and cash), financial guarantee contracts and contract assets which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets, including those with significant financing component.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets, financial guarantee contracts and contract assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payment are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence to a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets, financial guarantee contracts and contract assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instruments that is guaranteed. Accordingly, the expected loss is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Lifetime ECL for trade receivables and contract assets are assessed collectively for debtors with shared credit risk characteristics by reference to repayment history of the debtor, adjusted for factors in relation to general economic conditions of the solar power industry, relevant country default risk and an assessment of both the current as well as the forecast direction at the reporting date.

12m ECL for all other instruments (including other receivables and amounts due from related companies) and financial guarantee contracts, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL, are assessed individually for debtors by reference to past repayment history, credit rating or financial position of the debtors and the forward looking information that is available without undue cost or effort.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets, financial guarantee contracts and contract assets (Continued)

(v) **Measurement and recognition of ECL (Continued)**

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

Except for financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely, are classified as equity instruments.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including other payables, amounts due to related companies, loan from a related company, bank and other borrowings and senior notes are subsequently measured at amortised cost using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- The amount of the loss allowance determined in accordance with IFRS 9; and

- The amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of IFRS 5.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Interest rate benchmark reform

When the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changes as a result of interest rate benchmark reform, the Group updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if, and only if, both these conditions are met:

(a) the change is necessary as a direct consequence of interest rate benchmark reform; and

(b) the new basis for determining the contractual cash flows is economically equivalent to the previous basis, i.e. the basis immediately preceding the change.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Provisions and contingent liabilities

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

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

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

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 4.

Cash at banks exclude bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash.

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group; or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) one entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which of the other entity is a member);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or joint controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition on tariff adjustments on sales of electricity

Tariff adjustments represents subsidy received and receivable from the government authorities in respect of the Group's solar power generation business.

Pursuant to the 2020 Measures (as defined in note 6) announced by the PRC government in January 2020, the grid companies will regularly announce a List (as defined in note 6) for solar power plant projects which are entitled to the tariff adjustments. For those on-grid solar power plants which are not yet enlisted in the List, they need to meet the relevant requirements and conditions for tariff subsidy as stipulated in the 2020 Measures and to complete the submission and application on the Platform (as defined in note 6). Grid companies will observe the principles set out in the 2020 Measures to determine eligibility and regularly announce the on-grid solar power plants that are enlisted in the List.

Tariff adjustments of approximately RMB297,666,000 (2022: RMB414,994,000) were included in the sales of electricity for the year ended 31 December 2023 as disclosed in note 6, of which the relevant tariff adjustments were recognised only to the extent that it is highly probable that such an inclusion would not result in a significant revenue reversal in the future on the basis that all of the Group's operating power plants had been qualified for, and had met, all the requirements and conditions as required based on the prevailing nationwide government policies on renewable energy for solar power plants, and taking into account the legal opinion as advised by the Group's legal advisor in the PRC, who considered that all of the Group's solar power plants currently in operation had met the requirements and conditions as stipulated in the New Tariff Notice issued in August 2013 for the entitlement of the tariff subsidy when the electricity was delivered on grid, and also the requirements and conditions for the entitlement of the tariff subsidy under the 2020 Measures. Hence, the Group's operating power plants are able to be enlisted in the List subsequent to the year ended 31 December 2023 and the accrued revenue on tariff subsidy are fully recoverable. During the current year, the Group recognised revenue of approximately RMB11 million (2022: RMB19 million) in respective of tariff adjustments recognised as revenue relating to solar power plants not yet registered in the List.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Determination of timing of settlement of tariff adjustments on sales of electricity

For the tariff adjustments yet to obtain approval for registration in the List by the PRC government at the end of the reporting period, the Group considered that it contained a significant financing component over the relevant portion of tariff adjustment until the settlement of the trade receivables. In determining the period of extended financing, the Group has to exercise judgement and make estimation in timing of collection of the tariff adjustments with reference to historical pattern and experience for application and approval for registration in the List. The Group has adjusted the respective tariff adjustment for the financing component based on estimated timing of collection.

The adjustment for financing component is sensitive to changes in expected timing of settlement of the tariff adjustments. Change in facts and circumstances will result in revision of the expected collection period of the tariff adjustments which will be reflected as an increase or a reduction in financing component adjustment for the period in which such a revision takes place.

The revenue of the Group was adjusted by approximately RMB25 million for the year ended 31 December 2023 (2022: RMB38 million) for this financing component and in relation to revision of expected timing of tariff settlement.

Provision of ECL for trade receivables and contract assets

The Group uses a provision matrix to calculate ECL on trade receivables and contract assets. The provision rates are based on internal credit rating as groupings for various debtors which shared credit risk characteristics by reference to repayment history of the debtor, taking into account general economic conditions of the solar industry, relevant country default risk, and an assessment of both the current as well as forecast direction at the reporting date. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. As at 31 December 2023 and 2022, the ECL provision for trade receivables and contract assets is considered insignificant.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in note 38(b).

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Useful lives and impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at cost less accumulated depreciation, and impairment if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value-in-use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amount including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of CGUs, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or revenue growth rates in the cash flow projections, could materially affect the recoverable amounts.

Additionally, the Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment and right-of-use assets. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The management will increase the depreciation charge where useful lives are expected to be shorter than previously estimated. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

As at 31 December 2023, the carrying amounts of property, plant and equipment and right-of-use assets, were approximately RMB904 million and RMB77 million (2022: RMB4,468 million and RMB219 million) respectively. During the year ended 31 December 2023, there were evidences relating to certain property, plant and equipment and right-of-use assets which indicated that the related economic performance was worse than expected or the related physical damages were noted. As a result, impairment losses of approximately RMB86 million (2022: RMB359 million) on property, plant and equipment and right-of-use assets were made for the year ended 31 December 2023.

Provision of ECL on other receivables (including balances with former subsidiaries) and amounts due from related companies (non-trade)

The Group measures loss allowance equal to 12m ECL for other receivables and amounts due from related companies (non-trade). In determining the ECL of other receivables and amounts due from related companies (non-trade), the management of the Company makes periodical individual assessment on the recoverability of the receivables by taking into account their past payment history, credit rating or financial position of the debtors and the forward-looking information that is available without undue cost or effort, and considering the debtors operate in the solar power industry which is well supported by the prevailing government policies. The amounts of ECL reflect changes in credit risk since initial recognition and is sensitive to changes in estimates.

As at 31 December 2023, the aggregate carrying amount of other receivables and amounts due from related companies (non-trade) were approximately RMB3,039 million (2022: RMB2,535 million).

The information about the ECL and the Group's other receivables and amounts due from related companies (non-trade) are disclosed in notes 38(b), 21 and 24, respectively.

6. REVENUE AND SEGMENT INFORMATION

Revenue recognised during the year are as follows:

	2023 RMB'000	2022 RMB'000
Revenue		
Sales of electricity and tariff adjustments	**578,208**	758,461
Operation and management services income	**227,948**	151,991
Solar related supporting services income	**16,747**	18,605
LNG business related income	**8,617**	—
Total	**831,520**	929,057

For sales of electricity and tariff adjustments, substantially all of the revenue is derived from electricity sales to local grid companies in the PRC for the years ended 31 December 2023 and 2022. The Group generally entered into power purchase agreements with local grid companies with a term of one to five years which stipulate the price of electricity per watt hour. Revenue is recognised when control of the electricity has transferred, being at the point when electricity has generated and transmitted to the customer and the amount included tariff adjustments of approximately RMB297,666,000 (2022: RMB414,994,000) recognised during the current year. Except for trade receivables and contract assets relating to tariff adjustments, the Group generally grants credit period of approximately one month to customers from date of invoice in accordance with the relevant power purchase agreements between the Group and the respective local grid companies or overseas customers. The Group will complete the remaining performance obligations in accordance with the relevant terms as stipulated in the power purchase agreements and the remaining aggregated transaction price will be equal to the quantity of electricity that can be generated and transmitted to the customers times the stipulated price per watt hour.

The financial resource for the tariff adjustment is the national renewable energy fund that accumulated through a special levy on the consumption of electricity of end users. The PRC government is responsible to collect and allocate the fund to the respective state-owned grid companies for settlement to the solar power companies. Effective from March 2012, the application, approval and settlement of the tariff adjustment are subject to certain procedures as promulgated by Caijian [2012] No. 102 Notice on the Interim Measures for Administration of Subsidy Funds for Tariff Premium of Renewable Energy（可再生能源電價附加輔助資金管理暫行辦法）. Caijian [2013] No. 390 Notice issued in July 2013 further simplified the procedures of settlement of the tariff adjustment.

In January 2020, the Several Opinions on Promoting the Healthy Development of Non-Hydro Renewable Energy Power Generation (Caijian [2020] No. 4)*（《關於促進非水可再生能源發電健康發展的若干意見》）（財建[2020] 4號）and the Measures for Administration of Subsidy Funds for Tariff Premium of Renewable Energy (Caijian [2020] No. 5)*（《財政部國家發展改革委國家能源局關於印發〈可再生能源電價附加資金管理辦法〉的通知》）（財建[2020]5號）(the "2020 Measures") were jointly announced by the Ministry of Finance, National Development and Reform Commission and National Energy Administration. In accordance with the new government policy as stipulated in the 2020 Measures, the PRC government has simplified the application and approval process regarding the registration of tariff adjustments for non-hydro renewable energy power plant projects into the Renewable Energy Tariff Subsidy List (可再生能源發電補助項目清單, the "List"). The state grid companies will regularly announce the list based on the project type, time of grid connection and technical level of the solar power projects. For those on-grid solar power projects which have already started operation but yet to register into the List, these on-grid solar power projects are entitled to enlist into the List once they have met the conditions as stipulated on the Administration of Subsidy Funds for Tariff Premium of Renewable Energy（可再生能源電價附加資金管理辦法）and completed the submission and application in the National Renewable Energy Information Management Platform (the "Platform").

* *English name for identification only*

6. REVENUE AND SEGMENT INFORMATION (Continued)

Tariff adjustments are recognised as revenue and due from grid companies in the PRC in accordance with the relevant power purchase agreements.

For those tariff adjustments that are subject to approval for registration in the List by the PRC government at the end of the reporting period, the relevant revenue from these tariff adjustments are considered variable consideration, and are recognised only to the extent that it is highly probable that a significant reversal will not occur and are included in contract assets. Management assessed that all of the Group's operating power plants have qualified and met all the requirements and conditions as required based on the prevailing nationwide government policies on renewable energy for solar power plants. The contract assets are transferred to trade receivables when the relevant power plant obtains the approval for registration in the List or when the relevant power plant is enlisted in the List since the release of the 2020 Measures.

Since certain tariff adjustments were yet to obtain approval for registration in the List by the PRC government, the management considered that it contained a significant financing component over the relevant portion of tariff adjustments until the settlement of the trade receivables. For the current year, the respective tariff adjustment was adjusted for this financing component based on an effective interest rate ranged from 2.14% to 2.57% per annum (2022: 2.11% to 2.37% per annum) and the adjustment in relation to revision of expected timing of tariff collection. As such, the Group's revenue was adjusted by approximately RMB25 million (2022: RMB38 million) and interest income amounting to approximately RMB504,000 (2022: RMB10 million) (note 7) was recognised.

Operation and management service income represents the service income from the provision of the solar power plants operation and management services. The Group generally grants credit period of approximately one month to customers from the date of invoice.

As at 31 December 2023, the aggregate amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is approximately RMB609 million (2022: RMB376 million). This amount represents revenue expected to be recognised in the future from operation and management contracts of solar power plant entered into by the customers with the Group. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur over the next 12 to 48 months.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2023 and the expected timing of recognising revenue are as follows:

	2023 **RMB'000**	2022 RMB'000
Within one year	**194,715**	58,385
After one year	**414,617**	318,031
	609,332	376,416

The amounts disclosed in the above table do not include transaction price allocated to performance obligations which have been satisfied but not yet recognised due to variable consideration constraints.

6. REVENUE AND SEGMENT INFORMATION (Continued)

Solar related supporting services income represents the income from sales of solar modules with related supporting services. The Group generally requires customers to provide 10% to 20% of the agreed consideration of specified goods or services as upfront deposits and the remainder of the consideration is payable before seven to ten days the solar modules are delivered. The Group acts as an agent for its solar related supporting services and will complete the performance obligations in accordance with the relevant terms as stipulated in the contracts.

LNG business related income represents the income from sales of LNG. The Group generally requires customers to provide 100% of the agreed consideration of specified goods or services or grants credit period of approximately one month to customers from date of invoice when the LNG is delivered. The Group acts as both principal and agent for its LNG related business and will complete the performance obligations in accordance with the relevant terms as stipulated in the contracts.

Disaggregated revenue information

	2023 RMB'000	2022 RMB'000
Timing of revenue recognition:		
— At a point in time	645,745	777,066
— Over time	185,775	151,991
Total	831,520	929,057

The Group's chief operating decision maker ("CODM"), being the executive directors of the Company, regularly reviews revenue by countries, except for the operations in the PRC which are by provinces; however, no other discrete information was provided. In addition, the CODM reviews the consolidated results when making decisions about allocating resources and assessing performance. Hence, no further segment information other than entity wide information is presented.

Geographical information

The Group's operations are located in the PRC and the United States of America ("US").

Information about the Group's revenue from external customers is presented based on the location of the operations and customers. Information about the Group's non-current assets is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
PRC	750,024	846,737	1,629,437	5,327,923
US	81,496	82,320	912,943	956,268
	831,520	929,057	2,542,380	6,284,191

Note: Non-current assets exclude those relating to financial instruments (including pledged bank and other deposits, other investments, other receivables and amounts due from related companies) and deferred tax assets.

6. REVENUE AND SEGMENT INFORMATION (Continued)

Information about major customers

For the year ended 31 December 2023, the revenue from grid companies under common control of the State Grid Corporation of China in total accounted for 60% (2022: 73%) of the Group's revenue. For the purpose of presenting further information about major customers and considering the extent of economic integration between grid companies, the sales to grid companies under the common control of State Grid Corporation of China which accounted for over 10% of the total revenue from external customers is as follows:

	2023	2022
	RMB'000	RMB'000
Customer A	**500,236**	681,709

7. OTHER INCOME

	2023	2022
	RMB'000	RMB'000
Government grants		
— Incentive subsidies *(note)*	**2,126**	1,533
— Energy Income Credit ("ITC") *(note 27(c))*	**14,471**	14,341
Interest arising from contracts containing significant financing component	**504**	10,052
Interest income of financial assets at amortised cost:		
— Bank and other interest income	**11,530**	36,346
— Interest income from former subsidiaries	**42,713**	70,392
Others	**11,409**	16,824
	82,753	149,488

Note:

Incentive subsidies were received from the relevant PRC government for improvement of working capital and financial assistance to the operating activities. The subsidies were granted on a discretionary basis and the conditions attached thereto were fully complied with.

8. OTHER GAINS AND LOSSES, NET/IMPAIRMENT LOSS ON EXPECTED CREDIT LOSS, NET OF REVERSAL/IMPAIRMENT LOSSES ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

	2023 RMB'000	2022 RMB'000
Exchange loss, net *(note a)*	**(38,347)**	(238,744)
Loss on measurement of assets classified as held for sale to fair value less cost to sell *(note b)*	**(105,188)**	(11,342)
Net loss on disposal of solar power plant projects *(note 36)*	**(394,924)**	(47,630)
Gain on redemption of senior notes	**123,930**	169,121
Loss on disposal of property, plant and equipment	**(70)**	(1,375)
Gain on early termination of a lease *(note 16)*	**—**	25,444
	(414,599)	(104,526)
Impairment loss on expected credit loss model, net of reversal:		
— Trade receivables	**—**	(663)
— Contract assets	**—**	(177)
— Other receivables	**(68,600)**	(385,316)
— Related companies	**(86,965)**	—
	(155,565)	(386,156)
Impairment losses on property, plant and equipment and right-of-use assets *(note c)*:		
— Property, plant and equipment and right-of-use assets (excluding assets classified as held for sale)	**(85,943)**	(358,968)
	(85,943)	(358,968)

Notes:

(a) Exchange loss mainly arose from the bank and other borrowings and the senior notes, all are denominated in US$ which appreciated against RMB for the current and prior year.

(b) Loss on measurement of assets classified as held for sale to fair value less cost to sell is recognised during the year ended 31 December 2023 and 2022 with details as below:

Year ended 31 December 2023

As disclosed in note 36(a)(ii), the Group entered into two equity transfer agreements with 湖南新華水利電力有限公司* Hunan Xinhua Water Conservancy and Electric Power Co., Ltd. ("Hunan Xinhua Water"), an independent third party to dispose of its 100% equity interest in a wholly-owned subsidiary, namely 高唐縣協鑫晶輝光伏有限公司 Gaotang GCL Jinghui Photovoltaic Power Co., Ltd.* ("Gaotang GCL"), and 90.1% equity interest in 內蒙古香島新能源發展有限公司 Inner Mongolia Xiangdao New Energy Development Co., Ltd.* ("Inner Mongolia Xiangdao"), the disposals have not been completed as at 30 June 2023.

Loss on measurement of assets classified as held for sale to fair value less cost to sell amounting to RMB105,188,000 is recognised in profit or loss during the year ended 31 December 2023.

* *English name for identification only*

8. OTHER GAINS AND LOSSES, NET/IMPAIRMENT LOSS ON EXPECTED CREDIT LOSS, NET OF REVERSAL/IMPAIRMENT LOSSES ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (Continued)

Notes: *(Continued)*

(b) *(Continued)*

Year ended 31 December 2022

As disclosed in note 26(b)(i), the Group entered into two equity transfer agreements with Hunan Xinhua Water on 31 December 2022 to dispose of its entire equity interest in a wholly-owned subsidiary and 51% equity interest in a non-wholly-owned subsidiary, the disposals have not been completed and the relevant assets and liabilities were classified as assets held for sale as at 31 December 2022.

Loss on measurement of assets classified as held for sale to fair value less cost to sell amounting to approximately RMB11,342,000 is recognised in profit or loss during the year ended 31 December 2022 as it is measured at the lower of its carrying amount of net assets value of the subsidiary and fair value less cost to sell.

(c) Impairment losses on property, plant and equipment and right-of-use assets amounting to approximately RMB85,943,000 and RMB358,968,000 is recognised during the years ended 31 December 2023 and 2022 with details as below.

Year ended 31 December 2023

During the year ended 31 December 2023, the economic performance of certain property, plant and equipment and right-of-use assets of the Group was worse than expected and the carrying amount of the Group's net assets is more than its market capitalisation, the management of the Group concluded there was indication for impairment of several photovoltaic solar power plants and conducted impairment assessment on these plants. The recoverable amounts of these photovoltaic solar power plants are estimated individually.

The recoverable amounts of these several photovoltaic solar power plants have been determined, with assistance from an independent professional valuer, based on the higher of fair value less costs of disposal and value-in-use.

The value-in-use calculation uses cash flow projections based on financial budgets approved by the management of respective operating subsidiaries covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated long-term negative growth rate at 0.7%. The forecasted revenue is by reference to the historical on-grid electricity generated and existing selling price under the power purchase agreements. Another key assumption for the value-in-use calculations is the efficiency of the on-grid electricity which is determined based on the cash generating unit's past performance and management expectation for market development. The management estimates discount rate using pre-tax rate by reference to the average rates for a similar industry and the risks specific to the cash generating units and determined the discount rate to be 12.6%.

The key assumptions used in the fair value less costs of disposal calculation include among others, cash flow forecast, discount rates and incremental costs for disposing of the assets. The fair value measurement is categorised into Level 3 fair value hierarchy.

All relevant assets subject to impairment were impaired to aggregate recoverable amount of approximately RMB331,612,000 based on the value-in-use and the impairment loss of approximately RMB81,876,000 has been recognised in profit or loss during the year ended 31 December 2023.

Apart from the impairment assessment of the operating subsidiaries, full impairment loss of approximately RMB4,067,000 of certain in-progress solar projects in relation to the construction in progress has been recognised in profit or loss, respectively, after taking into consideration of the financial resources of the Group as well as the equipment costs related to in-progress solar power plant, which it is still in preliminary stage, the management is of the opinion that these in-progress solar projects will not generate future economic returns to the Group.

8. OTHER GAINS AND LOSSES, NET/IMPAIRMENT LOSS ON EXPECTED CREDIT LOSS, NET OF REVERSAL/IMPAIRMENT LOSSES ON PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (Continued)

Notes: (Continued)

(c) (Continued)

Year ended 31 December 2022

(i) During the year ended 31 December 2022, due to changed local policies in relation to the adjustment of electricity price and grid-connected capacity, the management of the Group concluded there was indication for impairment of several photovoltaic solar power plants and conducted impairment assessment on these plants. The recoverable amounts of these photovoltaic solar power plants are estimated individually.

The recoverable amounts of these several photovoltaic solar power plants have been determined, with assistance from independent professional valuers, based on the higher of fair value less costs of disposal and value-in-use.

The key assumptions used in estimating the fair value of these several photovoltaic solar power plants under depreciated replacement cost approach include estimation of construction as if building the similar structures, adjusting for physical deterioration, depreciation, obsolescence and optimization or current market price of the similar assets. The fair value measurement is categorised into Level 3 fair value hierarchy.

The value-in-use calculation uses cash flow projections based on financial budgets approved by the management of respective operating subsidiaries covering the twenty-one to twenty-two years based on the remaining useful lives of the solar power plants within the operating periods granted by local bureau with pre-tax discount rates ranging from 8% to 10% as at 31 December 2022. The forecasted revenue is by reference to the historical on-grid electricity generated and existing selling price under the power purchase agreements with negative growth rates. Another key assumption for the value-in-use calculations is the efficiency of the on-grid electricity which is determined based on the cash generating unit's past performance and management expectation for market development.

All relevant assets subject to impairment were impaired to recoverable amounts of approximately RMB318,995,000 based on the value-in-use and the impairment loss of approximately RMB102,553,000 has been recognised in profit or loss during the year ended 31 December 2022.

(ii) The modules of certain photovoltaic solar power plants in the United States were confirmed as damaged after the inspection in the last quarter of 2022. Accordingly, based on the extent of damage and the impact on production volume, the management estimated that a full impairment loss of approximately RMB243,550,000 was recognised for the respective property, plant and equipment for the year ended 31 December 2022.

(iii) Apart from the impairment assessment of the operating subsidiaries, full impairment loss of approximately RMB6,348,000 and RMB6,517,000 of certain in-progress solar projects in relation to the construction in progress and the power generation and equipment has been recognised in profit or loss, respectively, after taking into consideration of the financial resources of the Group as well as the equipment costs related to certain in-progress solar power plants, which were still in preliminary stage, the management is of the opinion that those in-progress solar projects will not generate future economic returns to the Group.

9. FINANCE COSTS

	2023 RMB'000	2022 RMB'000
Interest on financial liabilities at amortised cost:		
Bank and other borrowings	**220,674**	315,330
Senior notes	**88,359**	235,303
Loan from a related company	**—**	138
Lease liabilities	**14,542**	20,772
Interest arising from receivables containing significant financing component	**120,308**	—
Total borrowing costs	**443,883**	571,543

There are no borrowing costs capitalised during the years ended 31 December 2023 and 2022 on the general borrowing pool.

10. INCOME TAX EXPENSE

	2023 RMB'000	2022 RMB'000
PRC Enterprise Income Tax ("EIT"):		
Current tax	**14,384**	16,013
Over-provision in prior years	**(788)**	(821)
	13,596	15,192
Deferred tax *(note 32)*	**1,554**	3,719
	15,150	18,911

The basic tax rate of the Company's PRC subsidiaries is 25% under the law of the PRC on Enterprise Income Tax (the "EIT Law") and implementation regulations of the EIT Law.

Certain subsidiaries of the Group, engaged in solar photovoltaic projects, under the EIT Law and its relevant regulations, are entitled to tax holidays of 3-year full exemption followed by 3-year 50% exemption commencing from their respective years in which their first operating income was derived. For the years ended 31 December 2023 and 2022, certain subsidiaries of the Company engaged in solar photovoltaic projects are in the 3-year 50% exemption period. Certain subsidiaries of the Group have completed the 3-year full exemption period or 3-year 50% exemption period during the current year.

PRC withholding income tax of 10% shall be levied on the dividends declared by the companies established in the PRC to their foreign investors out of their profits earned after 1 January 2008. A lower 5% withholding tax rate may be applied when the immediate holding companies of the PRC subsidiaries are incorporated or operated in Hong Kong and fulfil the requirements to the tax treaty arrangements between the PRC and Hong Kong.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of qualifying corporations is taxed at 8.25%, and profits above HK$2 million is taxed at 16.5%. The two-tiered profits tax rates regime is applicable to the Group for both years. No provision for taxation in Hong Kong Profits Tax was made as there is no assessable profit for both reporting periods.

The Federal and state income tax rate in the US are calculated at 21% and 8.84% respectively for both years. No provision for taxation in US Federal and state income tax were made as there is no assessable profit for both reporting periods.

10. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 RMB'000	2022 RMB'000
Loss before tax	**(948,860)**	(1,269,470)
Tax at the domestic income tax rate of 25% *(note)*	**(237,215)**	(317,368)
Tax effect of share of profit of joint venture	**(73)**	(6)
Tax effect of share of profits of associates	**(28,018)**	(30,692)
Tax effect of expenses not deductible for tax purpose	**225,713**	257,124
Tax effect of deductible temporary differences not recognised	**92,798**	196,116
Tax effect of income not taxable for tax purpose	**(51,545)**	(83,500)
Tax effect of tax losses not recognised	**48,328**	57,475
Utilisation of tax losses previously not recognised	**(30,199)**	(52,397)
Over-provision in prior years	**(788)**	(821)
Effect of tax exemptions and concessions granted to the PRC subsidiaries	**(3,851)**	(7,020)
Income tax expense for the year	**15,150**	18,911

Note: The domestic tax rate in the jurisdiction where the operation of the Group is substantially based is used which is PRC EIT rate.

11. LOSS FOR THE YEAR

	2023 RMB'000	2022 RMB'000
Loss for the year has been arrived at after charging:		
Auditor's remuneration		
— Audit services	**1,700**	1,800
— Non-audit services	**700**	809
Depreciation of *(note)*:		
— Property, plant and equipment	**239,433**	285,870
— Right-of-use assets	**22,041**	34,810
Staff costs (including directors' remuneration but excluding share-based payments)		
— Salaries, wages and other benefits	**211,263**	228,649
— Retirement benefit scheme contributions	**30,249**	36,268
	241,512	264,917
Share-based payment expenses *(note 35)* (administrative expenses in nature)	**9,174**	17,121

Note: Depreciation of property, plant and equipment and right-of-use assets during the year ended 31 December 2022 include approximately RMB24,920,000 and RMB1,759,000 respectively in relation to the adjustment for depreciation that would have been recognised had the assets not been classified as held for sale.

12. DIRECTORS', PRESIDENT/CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Particulars of the emoluments of Directors, the chief executive and the five highest paid employees are as follows:

(a) Directors' and President/Chief Executive's emoluments

The emoluments of each of the Directors and the President/Chief Executive of the Company are set out below:

Year ended 31 December 2023

Name of director	Directors fees RMB'000	Other emoluments: Bonuses RMB'000	Other emoluments: Salaries and other benefits RMB'000	Retirement benefits scheme contributions RMB'000	Share-based payments RMB'000	Total RMB'000
President and Executive Directors						
Mr. WANG Dong	—	2,300	1,349	—	—	3,649
Executive Directors						
Mr. ZHU Gongshan	—	—	—	—	—	—
Mr. ZHU Yufeng	—	6,000	3,603	—	418	10,021
Mr. GU Zengcai *(note i)*	—	—	—	—	—	—
Ms. HU Xiaoyan *(note ii)*	—	—	1,656	83	358	2,097
Non-executive Directors						
Ms. SUN Wei	450	—	—	—	239	689
Mr. FANG Jiancai	108	—	—	—	119	227
Mr. YEUNG Man Chung, Charles	450	—	—	—	119	569
Independent Non-executive Directors						
Mr. CAI Xianhe	271	—	—	—	—	271
Mr. LEE Conway Kong Wai	298	—	—	—	48	346
Mr. WANG Yanguo	253	—	—	—	48	301
Dr. CHEN Ying	253	—	—	—	48	301
Total	2,083	8,300	6,608	83	1,397	18,471

12. DIRECTORS', PRESIDENT/CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and President/Chief Executive's emoluments (Continued)

Year ended 31 December 2022

Name of director	Directors fees RMB'000	Other emoluments Bonuses RMB'000	Other emoluments Salaries and other benefits RMB'000	Retirement benefits scheme contributions RMB'000	Share-based payments RMB'000	Total RMB'000
President/Chief Executive and Executive Directors						
Mr. ZHU Yufeng *(note iii)*	—	7,000	3,445	—	847	11,292
Mr. WANG Dong *(note iv)*	—	650	172	—	—	822
Executive Directors						
Mr. ZHU Gongshan *(note v)*	—	—	—	—	—	—
Ms. HU Xiaoyan	—	1,630	2,096	99	726	4,551
Mr. LIU Genyu *(note vi)*	—	—	2,387	119	—	2,506
Non-executive Directors						
Ms. SUN Wei	431	—	—	—	484	915
Mr. FANG Jiancai	104	—	—	—	242	346
Mr. YEUNG Man Chung, Charles	431	—	—	—	242	673
Independent Non-executive Directors						
Mr. CAI Xianhe *(note vii)*	86	—	—	—	—	86
Mr. XU Songda *(note viii)*	164	—	—	—	—	164
Mr. LEE Conway Kong Wai	285	—	—	—	97	382
Mr. WANG Yanguo	243	—	—	—	97	340
Dr. CHEN Ying	243	—	—	—	97	340
Total	1,987	9,280	8,100	218	2,832	22,417

12. DIRECTORS', PRESIDENT/CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and President/Chief Executive's emoluments (Continued)

Notes:

(i) Mr. Gu Zengcai was appointed as an executive director of the Company with effect from 27 October 2023.

(ii) Ms. Hu Xiaoyan resigned as an executive director of the Company with effect from 27 October 2023.

(iii) Mr. Zhu Yufeng ceased to act as President of the Company, was re-designated as Vice Chairman of the Board and remained as an executive director of the Company with effect from 9 September 2022.

(iv) Mr. Wang Dong was appointed as an executive director and the President of the Company with effect from 9 September 2022.

(v) Mr. Zhu Gongshan was appointed as an executive director of the Company with effect from 9 September 2022.

(vi) Mr. Liu Genyu resigned as an executive director of the Company with effect from 9 September 2022.

(vii) Mr. Cai Xianhe was appointed as an independent non-executive director of the Company with effect from 9 September 2022.

(viii) Mr. Xu Songda resigned as an independent non-executive director of the Company with effect from 9 September 2022.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were for their services as directors of the Company and its subsidiaries. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Bonuses are discretionary and are based on the Group's performance for both years.

No directors waived any emoluments and no incentive paid on joining and compensation for the loss of office for both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

Certain directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 35.

12. DIRECTORS', PRESIDENT/CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments

The five highest paid employees of the Group during the year included three directors (2022: three), details of whose remuneration are set out in (a) above. Details of the emoluments of the remaining two (2022: two) highest paid employees in 2023 who are neither a director nor president/chief executive of the Company are as follows:

	2023 RMB'000	2022 RMB'000
Salaries, allowances and benefits in kind	**2,830**	2,760
Performance-related bonuses	**1,455**	1,830
Retirement benefits scheme contributions	**275**	248
Share-based payments	**448**	814
	5,008	5,652

The number of the highest paid employees who are not the directors whose remuneration fell within the following bands is as follows:

	2023 No. of employees	2022 No. of employees
HK$2,500,001 to HK$3,000,000 (equivalent to approximately RMB2,171,001 to RMB2,605,200)	**1**	1
HK$3,000,001 to HK$3,500,000 (equivalent to approximately RMB2,605,201 to RMB3,039,400)	**1**	1

No emoluments were paid by the Group to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

Highest paid employees were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 35.

13. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during 2023, nor has any dividend been proposed since the end of the reporting period (2022: RMBnil).

14. LOSS PER SHARE

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

	2023	2022
	RMB'000	RMB'000
Loss		
Loss for the purpose of basic and diluted loss per share (Loss for the year attributable to owners of the Company)	**(1,165,641)**	(1,492,546)

	2023	2022
	'000	'000
Number of shares		
Weighed average number of ordinary shares for the purpose of basic and diluted loss per share	**1,167,436**	1,100,432

On 31 October 2022, every twenty (20) issued and unissued ordinary shares of HK$0.004166666667 each in the share capital of the Company were consolidated into one (1) ordinary share of HK$0.083 each (each a "Consolidated Share") in the share capital of the Company (the "Share Consolidation") and resulted in the weighted average number of Consolidated Shares of 1,100,432,347 in issue during the prior period.

Diluted loss per share for the years ended 31 December 2023 and 2022 do not assume the exercise of share options granted by the Company, since the exercise would result in decrease in loss per share of the respective year.

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Power generators and equipment RMB'000	Leasehold improvements, furniture, fixtures and equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
COST						
At 1 January 2022	353,916	7,688,623	169,936	17,704	481,903	8,712,082
Additions	—	192,092	2,094	7,034	167,769	368,989
Disposal of subsidiaries *(note 36(b))*	(24,526)	(1,266,138)	(1,698)	(1,145)	—	(1,293,507)
Disposals	—	(29,542)	—	(1,612)	—	(31,154)
Transfer	25,690	43,122	—	—	(68,812)	—
Transfer from assets classified as held for sale *(note 26(b)(ii))*	24,087	369,295	390	159	—	393,931
Transfer to assets classified as held for sale *(note 26(b)(i))*	(24,167)	(279,753)	(33,658)	(99)	—	(337,677)
Effect of foreign currency exchange differences	—	75,799	31,370	—	652	107,821
At 31 December 2022	355,000	6,793,498	168,434	22,041	581,512	7,920,485
Additions	–	395,862	1,946	6,279	3,010	407,097
Disposal of subsidiaries *(note 36(a))*	(314,995)	(4,277,041)	(120,276)	(2,064)	(580,967)	(5,295,343)
Disposals	—	—	—	(361)	—	(361)
Effect of foreign currency exchange differences	—	5,759	—	—	8	5,767
At 31 December 2023	**40,005**	**2,918,078**	**50,104**	**25,895**	**3,563**	**3,037,645**
ACCUMULATED DEPRECIATION AND IMPAIRMENT						
At 1 January 2022	62,025	2,598,523	38,078	13,752	479,310	3,191,688
Depreciation expense	14,228	263,862	6,099	1,681	—	285,870
Impairment loss recognised in profit or loss *(note 8(c))*	—	352,620	—	—	6,348	358,968
Eliminated on disposal of subsidiaries *(note 36(b))*	(6,573)	(377,489)	(1,289)	(1,004)	—	(386,355)
Eliminated on disposals	—	—	—	(163)	—	(163)
Transfer to assets classified as held for sale *(note 26(b)(i))*	(5,588)	(52,257)	(10,742)	(149)	—	(68,736)
Effect of foreign currency exchange differences	—	61,779	9,372	—	—	71,151
At 31 December 2022	64,092	2,847,038	41,518	14,117	485,658	3,452,423
Depreciation expense	9,924	226,011	1,034	2,464	—	239,433
Impairment loss recognised in profit or loss *(note 8(c))*	—	76,517	—	—	4,067	80,584
Eliminated on disposal of subsidiaries *(note 36(a))*	(62,467)	(1,085,821)	(3,889)	(2,078)	(486,162)	(1,640,417)
Eliminated on disposals	—	—	—	(225)	—	(225)
Effect of foreign currency exchange differences	—	1,970	—	—	—	1,970
At 31 December 2023	11,549	2,065,715	38,663	14,278	3,563	2,133,768
CARRYING AMOUNTS						
At 31 December 2023	**28,456**	**852,363**	**11,441**	**11,617**	**—**	**903,877**
At 31 December 2022	290,908	3,946,460	126,916	7,924	95,854	4,468,062

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis after taking into account of the residual value as follows:

Buildings	2%–4% or over the lease term, whichever is shorter
Power generators and equipment	4% per annum in the PRC or the percentage calculated based on license period in the US
Leasehold improvements, furniture, fixtures and equipment	20%–25%
Motor vehicles	20%–30%

All buildings were held under operating leases in the PRC.

As at 31 December 2023, the Group was in the process of obtaining property ownership certificates in respect of property interests held under land use rights in the PRC with a carrying amount of approximately RMBnil (2022: RMB45,311,000). In the opinion of the Directors, the absence of the property ownership certificates to these property interests did not impair their carrying value to the Group as the Group paid the full purchase consideration of these property interests and the probability of being evicted on the ground of an absence of property ownership certificates was remote.

16. RIGHT-OF-USE ASSETS

	Leasehold lands	Office and rooftops	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2022 and 1 January 2023				
Carrying amount	186,725	11,137	21,428	219,290
At 31 December 2023				
Carrying amount	60,743	14,742	1,301	76,786
For the year ended 31 December 2023				
Depreciation charge	(13,553)	(1,281)	(7,207)	(22,041)
Impairment loss recognised in profit or loss *(note 8(c))*	(5,359)	–	–	(5,359)
Disposal of subsidiaries *(note 36(a))*	(107,766)	(10,962)	(12,918)	(131,646)
For the year ended 31 December 2022				
Depreciation charge	(18,640)	(2,109)	(14,061)	(34,810)
Disposal of subsidiaries *(note 36(b))*	(16,392)	(11,967)	—	(28,359)
Transfer from assets classified as held for sale *(note 26(b)(ii))*	10,855	—	12,224	23,079
Transfer to assets classified as held for sale *(note 26(b)(i))*	(28,025)	—	—	(28,025)

16. RIGHT-OF-USE ASSETS (Continued)

	2023 RMB'000	2022 RMB'000
Expense relating to short-term leases	**(2,699)**	(1,472)
Total cash outflow for leases	**(39,195)**	(36,484)
Additions to right-of-use assets	**15,848**	28,144
Early termination of a lease	**—**	(61,792)
Effect of foreign currency exchange differences	**694**	4,536

For both years, the Group leases lands, office, rooftops and other equipment for its operations. Lease contracts are entered into for fixed terms of two to fifty years, but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several leasehold lands where its solar power plants are primarily located and office buildings. The Group is the registered owner of these property interests. The Group has obtained the land use right certificates for all leasehold lands except for those with carrying amount of approximately RMB1,484,000 (2022: RMB11,226,000) in which the Group is in the process of obtaining. Lump sum payments were made upfront to acquire these property interests.

The Group regularly entered into short-term leases for office, motor vehicles and staff quarter. As at 31 December 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

The Group has extension options in a number of leases for the leasehold lands. They are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors.

The Group assessed at lease commencement date/date of initial application whether it is reasonably certain to exercise the extension option. There is no extension option which the Group is not reasonably certain to exercise, the related lease liabilities of all extension options are recognised and no potential exposure to these future lease payments under extension options are not included in lease liabilities as at 31 December 2023 and 2022. As at 31 December 2023, lease liabilities with the exercise of extension options of approximately RMB74,386,000 (2022: RMB129,503,000) are recognised.

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the years ended 31 December 2023 and 2022, there is no such triggering event.

Details of the lease maturity analysis of lease liabilities are set out in note 31.

16. RIGHT-OF-USE ASSETS (Continued)

Sale and leaseback transactions – seller-lessee

To better manage the Group's capital structure and financing needs, the Group sometimes enters into sale and leaseback arrangements in relation to machinery leases. These legal transfer does not satisfy the requirements of IFRS 15 to be accounted for as a sale of the solar power plants. During the year ended 31 December 2023, the Group has raised approximately RMBnil (2022: RMB1,011,290,000) borrowings in respect of such arrangements which are accounted as collateralised borrowings.

17. INTERESTS IN ASSOCIATES

	2023 RMB'000	2022 RMB'000
Cost of unlisted investments in associates	1,133,124	1,133,124
Share of post-acquisition profits, net of dividend received	410,389	298,317
	1,543,513	1,431,441

Details of the Group's associates at the end of the reporting period are as follows:

Name of company	Country of incorporation/ operation	Proportion of ownership interest held by the Group		Proportion of voting right held by the Group		Principal activity
		2023	2022	2023	2022	
華容縣協鑫光伏電力有限公司 Huarong County GCL Solar Power Co. Ltd.* ("Huarong")	PRC	20%	20%	20%	20%	Operation of solar power plants in the PRC
北京華橋新能源諮詢有限公司 Beijing Hua Qiao New Energy Limited*	PRC	30%	30%	30%	30%	Provision of consultancy services on solar power plant
林州市新創太陽能有限公司 Linzhou City Xinchuang Solar Company Limited* ("Linzhou Xinchuang")	PRC	20%	20%	20%	20%	Operation of solar power plants in the PRC
汝州協鑫光伏電力有限公司 Ruzhou GCL Photovoltaic Power Co. Ltd.* ("Ruzhou")	PRC	45%	45%	45%	45%	Operation of solar plants in the PRC

17. INTERESTS IN ASSOCIATES (Continued)

Name of company	Country of incorporation/ operation	Proportion of ownership interest held by the Group		Proportion of voting right held by the Group		Principal activity
		2023	2022	**2023**	2022	
新安縣協鑫光伏電力有限公司 Xinan County GCL Solar Power Co., Ltd.* ("Xinan")	PRC	**45%**	45%	**45%**	45%	Operation of solar power plants in the PRC
江陵縣協鑫光伏電力有限公司 Jiangling County GCL Solar Power Co., Ltd.* ("Jiangling")	PRC	**45%**	45%	**45%**	45%	Operation of solar power plants in the PRC
山西協鑫新能源科技有限公司 Shanxi GCL New Energy Technologies Co., Ltd.*	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
汾西縣協鑫光伏電力有限公司 Fenxi County GCL Photovoltaic Co., Ltd.*	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
芮城縣協鑫光伏電力有限公司 Ruicheng County GCL Photovoltaic Co., Ltd.*	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
盂縣晉陽新能源發電有限公司 Yu County Jinyang New Energy Power Generation Co., Ltd.*	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
盂縣協鑫光伏電力有限公司 Yu County GCL Photovoltaic Co., Ltd.*	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
邯能廣平縣光伏電力開發有限公司 Hanneng Guangping County Photovoltaic Development Co., Ltd.*	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
河北協鑫新能源有限公司 Hebei GCL New Energy Co., Ltd.* ("Hebei GNE")	PRC	**30%**	30%	**30%**	30%	Operation of solar power plants in the PRC
宿州協鑫光伏電力有限公司 Suzhou GCL Solar Power Co., Ltd.* ("Suzhou GCL Solar Power") *(Note a)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
淮北鑫能光伏電力有限公司 Huaibei Xinneng Solar Power Co., Ltd.* ("Huaibei Xinneng") *(Note a)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC

17. INTERESTS IN ASSOCIATES (Continued)

Name of company	Country of incorporation/ operation	Proportion of ownership interest held by the Group		Proportion of voting right held by the Group		Principal activity
		2023	2022	**2023**	2022	
合肥建南電力有限公司 Hefei Jiannan Power Company Ltd.* ("Hefei Jiannan") *(Note a)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
合肥久陽新能源有限公司 Hefei Jiuyang GCL New Energy Company Ltd.* ("Hefei Jiuyang") *(Note a)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
欽州鑫奧光伏電力有限公司 Qinzhou Xinao Photovoltaic Power Company Limited* ("Xinao") *(Note b)*	PRC	**40%**	40%	**40%**	40%	Operation of solar power plants in the PRC
金湖正輝太陽能電力有限公司 Jinhu Zhenghui Photovoltaic Co., Ltd* ("Jinhu") *(Note c)*	PRC	**15.5%**	15.5%	**25%**	25%	Operation of solar power plants in the PRC
阜南協鑫光伏電力有限公司 Funan GCL Photovoltaic Power Co., Ltd.* ("Funan GCL") *(Note d)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
合肥鑫仁光伏電力有限公司 Hefei Xinren Solar Power Co., Ltd.* ("Hefei Xinren") *(Note d)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
天長市協鑫光伏電力有限公司 Tianchang GCL Solar Energy Limited* ("Tianchang GCL") *(Note d)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
碭山協鑫光伏電力有限公司 Dangshan GCL Solar Power Co., Ltd.* ("Dangshan GCL") *(Note d)*	PRC	**10%**	10%	**20%**	20%	Operation of solar power plants in the PRC
橫山晶合太陽能發電有限公司 Hengshan Jinghe Solar Energy Co., Ltd* ("Hengshan Jinghe") *(Note e)*	PRC	**19.6%**	19.6%	**20%**	20%	Operation of solar power plants in the PRC
安福協鑫新能源有限公司 Anfu GCL New Energy Co., Ltd.* ("Anfu GCL") *(Note f)*	PRC	**49%**	49%	**33.3%**	33.3%	Operation of solar power plants in the PRC

17. INTERESTS IN ASSOCIATES (Continued)

Notes:

(a) On 16 November 2020, the Group announced that it has entered into a series of five share transfer agreements with 徐州國投環能源有限公司 Xuzhou State Investment & Environmental Protection Energy Co., Ltd.* ("Xuzhou State Investment"), an independent third party, for disposal of 90% equity interest in each of Suzhou GCL Solar Power, Huaibei Xinneng, Hefei Jiannan and Hefei Jiuyang and 67% equity interest in Dangshan Xinneng Photovoltaic Power Company Limited. As the Group has right to appoint one out of five directors of Suzhou GCL Solar Power, Huaibei Xinneng, Hefei Jiannan and Hefei Jiuyang and therefore the Group retains significant influence on Suzhou GCL Solar Power, Huaibei Xinneng, Hefei Jiannan and Hefei Jiuyang upon completion of the disposal. Accordingly, the remaining 10% equity interest in Suzhou GCL Solar Power, Huaibei Xinneng, Hefei Jiannan and Hefei Jiuyang are accounted for as associates.

(b) On 21 August 2020, the Group disposed of a total of 60% equity interest in Xinao to 國家電投集團貴州金元威寧能源有限公司 State Power Investment Corporation Guizhou Jinyuan Weining Energy Co., Ltd.* and 廣西金元南方新能源有限公司 Guangxi Jinyuan South New Energy Limited*, which are independent third parties, the Group retains significant influence on Xinao upon completion of this disposal. Accordingly, the remaining 40% equity interest in Xinao is accounted for as investment in an associate.

(c) In July 2020, the Group disposed of 75% equity interest in Jinhu to 國開新能源科技有限公司 CDB New Energy Technology Co., Ltd.* ("CDB New Energy"), in June 2021, the Group further entered into supplemental agreement with CDB New Energy to disposed of its 9.5% equity interest in Jinhu to an independent third party. As the Group has right to appoint one out of four directors of Jinhu and therefore the Group retains significant influence on Jinhu upon completion of the disposal. Accordingly, the remaining 15.5% equity interest in Jinhu is accounted for as an associate.

(d) On 22 November 2020, the Group entered into five equity transfer agreements with Xuzhou State Investment to dispose of its 90% equity interest in each of Dangshan GCL, Funan GCL, Hefei Xinren and Tianchang GCL and its 50% equity interest in Taihu Xinneng Solar Power Co., Ltd. As the Group has right to appoint one out of five directors of Dangshan GCL, Funan GCL, Hefei Xinren and Tianchang GCL and therefore the Group retains significant influence on Dangshan GCL, Funan GCL, Hefei Xinren and Tianchang GCL upon completion of the disposal. Accordingly, the remaining 10% equity interest in Dangshan GCL, Funan GCL, Hefei Xinren and Tianchang GCL are accounted for as associates.

(e) On 1 April 2021, the Group entered into four equity transfer agreements with 三峽資產管理有限公司 Three Gorges Asset Management Co., Ltd.* to dispose of its 98.4% equity interest in Jingbian GCL Solar Power Co., Ltd. ("Jingbian GCL"), its 80.3514% equity interest in Hengshan Jinghe and its 100% equity interest in two wholly-owned subsidiaries, namely Yulin Longyuan Solar Energy Limited and Yulin Yushen Industrial Area Energy Co., Ltd.. As the Group has right to appoint one out of five directors of Hengshan Jinghe and therefore the Group retains significant influence on Hengshan Jinghe upon completion of the disposal. Accordingly, the remaining 19.6% equity interest in Hengshan Jinghe is accounted for as an associate.

(f) On 24 June 2021, the Group entered into six equity transfer agreements with 重慶綠欣能源發展有限公司 Chongqing Lvxin Energy Development Co., Ltd.* to dispose of its 100% equity interest in four wholly-owned subsidiaries namely, Shiyan Yunneng Photovoltaic Development Co., Ltd., Jingshan GCL Photovoltaic Power Co. Ltd., Jingshan Xinhui Solar Power Ltd. and Shanggao County Lifeng GCL New Energy Co., Ltd., its 70% equity interest in Shicheng GCL Solar Power Co., Ltd. and its 51% equity interest in Anfu GCL. As the Group has right to appoint one out of three directors of Anfu GCL and therefore the Group retains significant influence on Anfu GCL upon completion of the disposal. Accordingly, the remaining 49% equity interest in Anfu GCL is accounted for as an associate.

All associates are accounted for using the equity method in these consolidated financial statements.

* *English name for identification only*

17. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates

Summarised financial information in respect of the Group's material associates as at 31 December 2023 and 2022 is set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with IFRS Standards.

Hebei GNE and its subsidiaries

	2023 **RMB'000**	2022 RMB'000
Current assets	**977,372**	1,212,589
Non-current assets	**2,154,538**	2,333,347
Current liabilities	**(668,511)**	(925,828)
Non-current liabilities	**(1,056,510)**	(1,333,880)

	2023 **RMB'000**	2022 RMB'000
Revenue	**430,840**	448,700
Profit and total comprehensive income for the year	**118,449**	127,928
Dividends received from Hebei GNE and its subsidiaries during the year	**—**	22,140

17. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates (Continued)

Hebei GNE and its subsidiaries (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Hebei GNE and its subsidiaries recognised in the consolidated financial statements:

	2023 **RMB'000**	2022 RMB'000
Net assets of Hebei GNE and its subsidiaries	**1,406,889**	1,286,228
Proportion of the Group's ownership interest in Hebei GNE and its subsidiaries	**30%**	30%
Carrying amount of the Group's interest in Hebei GNE and its subsidiaries	**422,067**	385,868

Aggregate information of associates that are not individually material

	2023 **RMB'000**	2022 RMB'000
The Group's share of profit from operations and total comprehensive income	**76,537**	84,390
Carrying amount of the Group's interests in other associates	**1,121,446**	1,045,573
Dividends received from other associates	**—**	20,100

18. INTEREST IN JOINT VENTURE

	2023 **RMB'000**	2022 RMB'000
Cost of unlisted investment in joint venture	**4,900**	4,900
Share of post-acquisition losses, net of dividend received	**(1,434)**	(1,724)
	3,466	3,176

18. INTEREST IN JOINT VENTURE (Continued)

Details of the Group's joint venture at the end of the reporting period are as follows:

Name of company	Country of incorporation/ operation	Proportion of ownership interest held by the Group		Proportion of voting right held by the Group		Principal activity
		2023	2022	**2023**	2022	
北京京糧協鑫科技有限公司 Beijing Jing Liang GCL Technology Limited*	PRC	**49%**	49%	**49%**	49%	Provision of consultancy services on solar power plant

** English name for identification only*

The joint venture is accounted for using the equity method in the consolidated financial statements. Financial information of joint venture is as follows:

	2023 RMB'000	2022 RMB'000
The Group's share of profit from operations and total comprehensive income	**290**	25
Carrying amount of the Group's interest in the joint venture	**3,466**	3,176

19. OTHER INVESTMENTS

	2023 RMB'000	2022 RMB'000
Unlisted equity investment *(note)*	**43,714**	43,714
Club membership	**1,929**	1,929
	45,643	45,643

Note:

During the year ended 31 December 2021, the Group disposed of 99.635% equity interest in Jingbian County Shunfeng New Energy Limited and disposed of 98.4% equity interest in Jingbian GCL, the wholly-owned subsidiaries, and retained the remaining 0.365% and 1.6% equity interest respectively in the companies. The Group also disposed of 90% equity interest in Shenmu Jingpu Power Co., Ltd., Shenmu Jingfu Solar Power Co., Ltd., Shenmu Ping Xi Power Co., Ltd., Shenmu Ping Yuan Power Co., Ltd., Shenmu County Jingdeng Power Co., Ltd. and Xixian New District GCL Photovoltaic Power Co., Ltd. The Group was not given the right to appoint any directors, and therefore the Directors considered that the Group was not able to exercise significant influence over these companies. Such equity investments were therefore accounted for as equity instruments at FVTPL as at 31 December 2023 and 2022.

20. OTHER NON-CURRENT ASSETS

	2023 RMB'000	2022 RMB'000
Refundable value-added tax	**14,736**	34,744
Others	**2**	72,521
	14,738	107,265

21. TRADE AND OTHER RECEIVABLES

	2023 RMB'000	2022 RMB'000
Trade receivables *(note a)*	**83,857**	1,592,950
Prepayments and deposits	**29,478**	161,383
Other receivables		
— Amounts due from former subsidiaries *(note b)*	**1,949,439**	2,198,183
— Consideration receivable from disposal of subsidiaries	**206,090**	278,581
— Refundable value-added tax	**—**	62,008
— Dividend receivables from former subsidiaries	**57,675**	303,628
— Others	**108,424**	163,403
	2,434,963	4,760,136
Less: Allowance for credit loss		
— Trade	**—**	(3,555)
— Non-trade	**(726,026)**	(762,686)
	(726,026)	(766,241)
	1,708,937	3,993,895
Analysed as:		
— Current assets	**1,007,992**	3,993,895
— Non-current assets	**700,945**	—
	1,708,937	3,993,895

Notes:

(a) As at 1 January 2022, trade receivables from contract with customers amounted to approximately RMB1,670,828,000 (net of loss allowance of approximately RMB2,892,000).

For sales of electricity, the Group generally grants credit period of approximately one month to local grid companies in the PRC or overseas customers from the date of invoice in accordance with the relevant electricity sales contracts between the Group and the respective local grid companies or overseas customers.

For operation and management services, the Group generally grants credit period of one month to customers in the PRC from the date of invoice in accordance with the relevant contracts between the Group and the respective customers.

21. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

Trade receivables include bills received amounting to approximately RMB210,000 (2022: RMB19,878,000) held by the Group for future settlement of trade receivables, of which certain bills issued by third parties are further endorsed by the Group with recourse for settlement of payables for purchase of plant and machinery and construction costs, or discounted to banks for cash. The Group continues to recognise their full carrying amount at the end of both reporting periods. All bills received by the Group are with a maturity period of less than one year.

The following is an aged analysis of trade receivables (excluded bills held by the Group for future settlement), which is presented based on the invoice date and net of loss allowance at the end of the reporting period:

	2023 RMB'000	2022 RMB'000
Unbilled *(note)*	**—**	1,464,256
0–90 days	**52,605**	75,362
91–180 days	**16,600**	13,824
Over 180 days	**14,442**	16,075
	83,647	1,569,517

Note: The amount represents unbilled basic tariff receivables for solar power plants operated by the Group, and tariff adjustment receivables of those solar power plants already registered in the List. The Directors expect the unbilled tariff adjustments would be generally billed and settled within one year from end of the reporting date.

The aged analysis of the unbilled trade receivables, net of loss allowance, which is based on revenue recognition date, are as follows:

	2023 RMB'000	2022 RMB'000
0–90 days	**—**	94,490
91–180 days	**—**	134,442
181–365 days	**—**	274,353
Over 365 days	**—**	960,971
	—	1,464,256

As at 31 December 2023, included in these trade receivables are debtors with aggregate carrying amount of approximately RMB39,798,000 (2022: RMB50,499,000) which are past due as at the end of the reporting date. These trade receivables relate to a number of customers represented the local grid companies and customers in the PRC, for whom there is no recent history of default. The Group does not hold any collaterals over these balances.

Trade receivable of approximately RMB31,259,000 (2022: RMB106,506,000) as at 31 December 2023 have been classified as part of a disposal group held for sale (note 26(a)).

(b) The amounts due from former subsidiaries include (i) deferred receivables (details are set out in notes 36(a)(i) and (ii)), which are non-trade in nature, unsecured, interest-bearing at 9.52% per annum and in the opinion of Directors, they are expected to be received within two years; and (ii) outstanding payments arising from its disposals of subsidiaries to independent third parties during the financial years ended 31 December 2018 to 31 December 2023 as part of the Group's transition to become an asset-light enterprise. When the Group and the purchasers discussed the terms of the sale and purchase agreements in respect of the disposal of the Group's subsidiaries, the considerations were determined by taking into, among other things, receivables (i.e. the "Outstanding Payments") that were due from the former subsidiaries to the Group. The purchasers are obligated to procure the former subsidiaries to settle the Outstanding Payments in stages pursuant to the terms and conditions set out in the sale and purchase agreements. The amounts are non-trade in nature, unsecured and interest-bearing ranging from 4.45% to 9.52% (2023: ranging from 4.45% to 9.52%) per annum and repayable on demand.

Details of impairment assessment of trade and other receivables excluding prepayments and deposits and refundable value-added taxes are set out in note 38(b).

22. CONTRACT ASSETS

	2023	2022
	RMB'000	RMB'000
Arising from sales of electricity	—	55,372
Less: Allowance for credit loss	—	(415)
	—	54,957

As at 1 January 2022, contract assets amounted to approximately RMB40,941,000 (net of loss allowance of approximately RMB238,000).

The contract assets primarily relate to the portion of tariff adjustments for the electricity sold to the local grid companies in the PRC in which the relevant on-grid solar power plants are still pending for registration to the List at the end of the reporting period. Tariff adjustment is recognised as revenue upon electricity is generated as disclosed in note 6. Pursuant to the 2020 Measures, for those on-grid solar power plants yet to be registered on the List, they are required to meet the relevant requirements and conditions for tariff subsidy as stipulated and to complete the submission and application on the Platform. Local grid companies will observe the principles set out in the 2020 Measures to determine eligibility and regularly announce the on-grid solar power plants that are enlisted in the List. The Group considers the settlement terms contain significant financing component, and has adjusted the respective tariff adjustment for the financing component based on effective interest rate with reference to state treasury bonds of the PRC, as well as the estimated timing of collection. Accordingly, the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant counterparties. The revenue of the Group was adjusted by approximately RMB25 million for the year ended 31 December 2023 (2022: RMB38 million) for this financing component and in relation to revision of expected timing of tariff adjustment in the contract assets.

Contract assets are reclassified to trade receivables at the point the respective on-grid solar power plant projects are enlisted on the List. The balances as at 31 December 2023 and 2022 are classified as non-current as they are expected to be received after twelve months from the reporting date.

Upon completion of disposal of subsidiaries (notes 36(a)(v)) during the year ended 31 December 2023, contract assets were fully derecognised and reduced to RMBnil.

Details of impairment assessment are set out in note 38(b).

23. TRANSFER OF FINANCIAL ASSETS

During the current year, the Group endorsed certain bills for the settlement of payables for purchase of plant and machinery and construction costs; and discounted certain bills received by the Group to banks for financing.

The following were the Group's bills as at 31 December 2023 and 2022 that were transferred to banks or creditors by discounting or endorsing the bill, respectively, on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these bills, it continues to recognise the full carrying amount of the receivables and recognised the cash received on the transfer as secured borrowings or the amounts outstanding with the creditors remain to be recognised as other payables. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

23. TRANSFER OF FINANCIAL ASSETS (Continued)

At 31 December 2023

	Bills discounted to banks with full recourse RMB'000	**Bills endorsed to creditors with full recourse RMB'000**	**Total RMB'000**
Carrying amount of transferred assets	—	—	—
Carrying amount of associated liabilities	—	—	—
Net position	—	—	—

At 31 December 2022

	Bills discounted to banks with full recourse RMB'000	Bills endorsed to creditors with full recourse RMB'000	Total RMB'000
Carrying amount of transferred assets	8,889	50,623	59,512
Carrying amount of associated liabilities	(8,889)	(50,623)	(59,512)
Net position	—	—	—

The Directors consider that the carrying amounts of the endorsed and discounted bills approximate their fair values.

The finance cost recognised for bills discounted to banks were included in interest on bank and other borrowings (note 9).

24. AMOUNTS DUE FROM/TO RELATED COMPANIES

	2023 **RMB'000**	2022 RMB'000
Amounts due from associates		
— Non-trade related *(note a)*	**215,586**	267,067
Amounts due from fellow subsidiaries		
— Trade related *(note b)*	**5,199**	4,448
— Non-trade related *(note b)*	**11,221**	23,638
	16,420	28,086
Amounts due from the companies of which Mr. Zhu Gongshan and his family members have significant influence		
— Trade related *(note c)*	**5,258**	3,860
— Non-trade related *(note c)*	**1,302,976**	1,087
	1,308,234	4,947
	1,540,240	300,100
Less: Allowance for credit loss		
— Trade	**(763)**	–
— Non-Trade	**(86,202)**	–
	(86,965)	–
	1,453,275	300,100
Analysed as:		
— Current assets	**805,190**	282,657
— Non-current assets	**648,085**	17,443
	1,453,275	300,100
— Trade related	**9,694**	8,308
— Non-trade related	**1,443,581**	291,792
	1,453,275	300,100
Amounts due to associates		
– Non-trade related *(note a)*	**3,438**	4,059
Amounts due to fellow subsidiaries		
– Non-trade related *(note b)*	**129,897**	125,875
Amounts due to the companies of which Mr. Zhu Gongshan and his family members have significant influence		
– Non-trade related *(note c)*	**42,413**	13,211
Analysed for as:		
– Current liabilities	**175,748**	143,145

24. AMOUNTS DUE FROM/TO RELATED COMPANIES (Continued)

Notes:

(a) The amounts due from/to associates are non-trade in nature, unsecured, non-interest bearing and repayable on demand except for the carrying amount of amounts due from associates of approximately RMB17,336,000 (2022: RMB17,443,000) which, in the opinion of the Directors, is expected to be received after twelve months from the end of the reporting period and is classified as non-current.

(b) The amounts due from/to fellow subsidiaries are non-trade in nature, unsecured, non-interest bearing and repayable on demand except for the carrying amount of trade amounts due from fellow subsidiaries of approximately RMB4,692,000 (2022: RMB4,448,000) which is arising from operation and management services rendered to fellow subsidiaries with a credit term of 30 days.

As at 1 January 2022, amounts due from fellow subsidiaries in trade nature amounted to approximately RMB12,797,000.

The following is an aged analysis of the amounts due from fellow subsidiaries, net of loss allowance, arising from operation and management services presented based on the invoice date which approximated the respective revenue recognition date:

	2023	2022
	RMB'000	RMB'000
0–90 days	**2,419**	1,244
91–180 days	**—**	424
More than 365 days	**2,273**	2,780
	4,692	4,448

As at 31 December 2023, included in these trade receivables with the carrying amount of approximately RMB3,073,000 (2022: RMB4,017,000) which are past due as at the end of the reporting date. These trade receivables relate to several fellow subsidiaries in the PRC. The Group does not hold any collaterals over these balances.

(c) Mr. Zhu Gongshan and his family members hold in aggregate more than 20% equity interest in related companies as at 31 December 2023 and 2022 and exercise significant influence over the related companies. As at 31 December 2023, the carrying amount of RMB360,235,000 (2022: RMB1,087,000), in relation to consideration receivable from disposal of subsidiaries, due from the companies, in which Mr. Zhu Gongshan and his family members exercise significant influence, are non-trade in nature, unsecured, non-interest bearing and repayable on demand except for (i) carrying amount of approximately RMB5,002,000 (2022: RMB3,860,000) due from companies which are arising from operation and management services rendered to related companies with credit term of 90 days; (ii) carrying amount of approximately RMB630,749,000 (2022: RMBnil) due from companies which are unsecured, interest-bearing at 4.3% and in the opinion of Directors, they are expected to be received within two years; and (iii) carrying amount of approximately RMB228,409,000 (2022: RMBnil) due from companies (also former subsidiaries) for outstanding payments arising from its disposal of subsidiaries to an associate of connected persons, in which Mr. Zhu Gongshan and his family members have significant influence, during the financial year ended 31 December 2023 as part of the Group's transition to become an asset-light enterprise, which are unsecured, interest-bearing ranging from 4.45% to 9.52% per annum and repayable on demand. Details of the aforesaid (ii) are set out in note 36(a)(v) and are classified as non-current.

As at 1 January 2022, amounts due from companies of which Mr. Zhu Gongshan and his family members have significant influence amounted to approximately RMB522,000.

24. AMOUNTS DUE FROM/TO RELATED COMPANIES (Continued)

(c) (Continued)

Amounts due to companies, in which Mr. Zhu Gongshan and his family members exercise significant influence, are non-trade nature, unsecured and non-interest bearing.

As at 1 January 2022, amounts due from related companies in trade nature amounted to approximately RMB1,205,000.

The following is an aged analysis of the amounts due from related companies, net of loss allowance, arising from operation and management services presented based on the invoice date which approximated the respective revenue recognition date:

	2023	2022
	RMB'000	RMB'000
0-90 days	**4,396**	2,692
91-180 days	**234**	1,168
More than 365 days	**372**	–
	5,002	3,860

As at 31 December 2023, included in these receivables are balances with the carrying amount of RMB2,354,000 (2022: RMB1,168,000) which are past due as at the end of the reporting date. These receivables relate to several related companies in the PRC. The Group does not hold any collaterals over those balances.

The maximum gross amount outstanding during the year ended 31 December 2023 is approximately RMB1,302,976,000 (2022: RMB1,087,000) in relation to the non-trade balances for the amounts due from the companies of which Mr. Zhu Gongshan and his family members exercise significant influence.

25. PLEDGED BANK AND OTHER DEPOSITS/BANK BALANCES AND CASH

Pledged bank and other deposits

Pledged bank and other deposits represent deposits pledged to banks and other financial institutions to secure banking facilities granted to the Group. The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

Pledged bank deposits carry fixed interest rates ranging from 2.04% to 2.13% (2022: 0.25% to 0.3%) per annum.

As at 31 December 2023, pledged other deposits approximate RMB42,047,000 (2022: RMB131,026,000) are non-interest bearing.

Bank and other deposits amounting to approximately RMB59,882,000 (2022: RMB61,001,000) have been pledged to secure the Group's bills payable and short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately RMB42,047,000 (2022: RMB200,785,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

Bank balances

Bank balances carry interest at floating rates range from 0.20% to 0.3% (2022: 0.25% to 0.3%) per annum or fixed rates range from 1.2% to 1.75% (2022: 1.8% to 2.25%) per annum.

Details of impairment assessment of pledged bank and other deposits and bank balances are set out in note 38(b).

26. ASSETS CLASSIFIED AS HELD FOR SALE

Disposal groups classified as held for sale

(a) Year ended 31 December 2023

On 31 December 2022, the Group entered into two equity transfer agreements with Hunan Xinhua Water, an independent third party to dispose of its 100% equity interest in a wholly-owned subsidiary, namely Dengkou GCL, and 51% equity interest in 鄆城鑫華能源開發有限公司 Yuncheng Xinhua Energy Development Co., Ltd* ("Yuncheng Xinhua") at an aggregate consideration of approximately RMB26,370,000 as at the date of disposals. The subsidiaries operate solar power plant projects with an aggregate capacity of 50MW in Shandong and Inner Mongolia, the PRC.

During the year ended 31 December 2023, the disposal of Yuncheng Xinhua with an aggregate consideration of approximately RMB23,560,000 was completed and disclosed in note 36(a)(i). The disposal of Dengkou GCL has not been completed and the relevant assets and liabilities were classified as disposal groups held for sale.

As at 31 December 2023, the assets and liabilities attributable to the solar power plant project of Dengkou GCL have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position.

* *English name for identification only*

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(a) Year ended 31 December 2023 (Continued)

As at 31 December 2023, the major classes of assets and liabilities of the disposal groups are as follows:

	RMB'000
Property, plant and equipment	56,003
Right-of-use assets	6,854
Trade and other receivables *(a)*	34,469
Bank balances and cash	558
Total assets classified as held for sale	97,884
Other payables	(693)
Lease liabilities – current *(b)*	(844)
Total liabilities directly associated with assets classified as held for sale	(1,537)
Net assets of solar power plant projects classified as held for sale	96,347
Intragroup balances	(94,053)
Net assets of solar power plant projects	2,294

(a) The following is an aged analysis of trade receivables presented based on the invoice date as at 31 December 2023, which approximated the respective revenue recognition date:

	RMB'000
Unbilled *(note)*	31,091
0–90 days	168
	31,259

Note: The aged analysis of the unbilled trade receivables, which is based on revenue recognition date, are as follows:

	RMB'000
0–90 days	1,426
91–180 days	1,602
181–365 days	2,943
Over 365 days	25,120
	31,091

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(a) Year ended 31 December 2023 (Continued)

(a) (Continued)

For the electricity sale business, the disposal group generally granted credit period of approximately one month to local power grid companies in the PRC from the date of invoice in accordance with the relevant electricity sales contract between the disposal group and the respective local grid companies.

As at 31 December 2023, none of these receivables are past due as at the end of the reporting date.

(b) Lease liabilities of approximately RMB844,000 are recognised with related right-of-use assets of approximately RMB6,854,000 as at 31 December 2023. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by lessor and the relevant lease assets may not used as security for borrowing purposes.

The weighted average incremental borrowing rate applied to lease liabilities is 4.9%.

The lease obligations are denominated in the functional currency of the subsidiaries.

(b) Year ended 31 December 2022

(i) On 31 December 2022, the Group entered into two equity transfer agreements with Hunan Xinhua Water, an independent third party to dispose of its 100% equity interest in a wholly-owned subsidiary, namely Dengkou GCL, and 51% equity interest in Yuncheng Xinhua at an aggregate consideration of approximately RMB26,370,000 as at the date of disposals. The subsidiaries operate solar power plant projects with an aggregate capacity of 50MW in Shandong and Inner Mongolia, the PRC.

As at 31 December 2022, the disposal of Dengkou GCL and Yuncheng Xinhua have not been completed and the relevant assets and liabilities were classified as disposal groups held for sale.

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022 (Continued)

(i) (Continued)

As at 31 December 2022, the major classes of assets and liabilities of the disposal group are as follows:

	RMB'000
Property, plant and equipment *(note 15)*	268,941
Right-of-use assets *(note 16)*	28,025
Other non-current assets	2,756
Trade and other receivables	108,999
Pledged bank deposits	4,500
Bank balances and cash	53,208
	466,429
Less: Impairment loss on property, plant and equipment *(note 8(b))*	(11,342)
Total assets classified as held for sale	455,087
Other payables	(19,522)
Other borrowing — due within one year	(3,830)
Other borrowing — due after one year	(145,046)
Lease liabilities — current	(1,740)
Lease liabilities — non-current	(21,565)
Tax payable	(682)
Total liabilities directly associated with assets classified as held for sale	(192,385)
Net assets of solar power plant projects classified as held for sale	262,702
Intragroup balances	(241,471)
Net assets of disposal group	21,231

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022 (Continued)

(i) (Continued)

The following is an aged analysis of trade receivables presented based on the invoice date as at 31 December 2022, which approximated the respective revenue recognition date:

	RMB'000
Unbilled *(note)*	102,897
0–90 days	3,609
	106,506

Note: The aged analysis of the unbilled trade receivables, which is based on revenue recognition date, are as follows:

	RMB'000
0–90 days	9,742
91–180 days	14,789
181–365 days	54,520
Over 365 days	23,846
	102,897

For the electricity sale business, the disposal group generally granted credit period of approximately one month to power grid companies in the PRC from the date of invoice in accordance with the relevant electricity sales contract between the disposal group and the respective local grid companies.

As at 31 December 2022, none of these trade receivables are past due as at the end of the reporting date.

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022 (Continued)

(i) (Continued)

The carrying amount of the secured other borrowing is repayable:

	RMB'000
Within one year	3,830
More than one year, but not exceeding two years	3,828
More than two years, but not exceeding five years	27,898
More than five years	113,320
	148,876
Less: Other borrowing — due within one year	(3,830)
Other borrowing — due after one year	145,046

The effective interest rate (which are equal to contracted interest rates) on the disposal group's other borrowing is 4.94%.

The disposal group's other borrowing is denominated in the functional currency of the subsidiaries.

Lease liabilities payable:

	RMB'000
Within one year	1,740
Within a period of more than one year but not more than two years	1,641
Within a period of more than two years but not more than five years	4,525
Within a period of more than five years	15,399
	23,305

Lease liabilities of approximately RMB23,305,000 are recognised with related right-of-use assets of approximately RMB28,025,000 as at 31 December 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor and the relevant leased assets may not be used as security for borrowing purposes.

The weighted average incremental borrowing rate applied to lease liabilities is 5.32%.

The lease obligations are denominated in the functional currency of the subsidiaries.

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022

(ii) On 16 November 2021, the Group entered into four equity transfer agreements with 國家電投集團新疆能源化工額敏有限責任公司 State Power Investment Group Xinjiang Energy Chemical Emin Co., Ltd.* ("State Power Investment Group Xinjiang"), an independent third party, to dispose of its 100% equity interest in four wholly-owned subsidiaries, namely Haidong Yuantong Photovoltaic Power Generation Co., Ltd.* ("Haidong Yuantong"), Huzhu Haoyang (as defined in note 36(a)(v)), Hualong Xiehe Solar Power Co., Ltd.* ("Hualong Xiehe"), Qinghai Baineng Photovoltaic Investment Management Co., Ltd.* ("Qinghai Baineng") for aggregate consideration of approximately RMB22,800,000 as at the date of disposals. The Group and State Power Investment Group Xinjiang mutually agreed to reduce the consideration from approximately RMB22,800,000 to RMB20,666,000 during the year ended 31 December 2021. The subsidiaries operate solar power plant projects with in aggregate of 98.08MW in Qinghai, the PRC.

As at 31 December 2021, the disposal of Haidong Yuantong, Huzhu Haoyangyangfu, Hualong Xiehe and Qinghai Baineng have not been completed and presented the relevant assets and liabilities were classified as held for sale as disposal groups held for sale.

On 15 November 2022, the Group entered into four cancellation agreements with State Power Investment Group Xinjiang in relation to these four equity transfer transactions. The Group and State Power Investment Group Xinjiang mutually agreed to cancel the transactions without any compensations and penalties. The Group measured each non-current asset that ceased to be classified as held for sale at the lower of its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had the asset not been classified as held for sale; and its recoverable amount at the date of the subsequent decision not to sell.

** English name for identification only*

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022 (Continued)

(ii) (Continued)

As at 31 December 2021, the major classes of assets and liabilities of the disposal group are as follows:

	RMB'000
Property, plant and equipment *(note 15)*	393,931
Right-of-use assets *(note 16)*	23,079
Other non-current assets	119,424
Other current assets	81
Trade and other receivables	223,518
Bank balances and cash	23,351
Total assets classified as held for sale	783,384
Other payables	(98,045)
Bank and other borrowings — due within one year	(128,000)
Bank and other borrowings — due after one year	(326,680)
Lease liabilities — current	(843)
Lease liabilities — non-current	(8,769)
Tax payable	(28)
Total liabilities directly associated with assets classified as held for sale	(562,365)
Net assets of solar power plant projects classified as held for sale	221,019
Intragroup balances	(200,353)
Net assets of disposal group	20,666

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022 (Continued)

(ii) (Continued)

The following is an aged analysis of trade receivables presented based on the invoice date at 31 December 2021, which approximated the respective revenue recognition date:

	RMB'000
0–90 days	18,598
91–180 days	16,602
Over 180 days	162,260
	197,460

For the electricity sale business, the Group generally granted credit period of approximately one month to power grid companies in the PRC from the date of invoice in accordance with the relevant electricity sales contract between the Group and the respective local grid companies.

As at 31 December 2021, none of these trade receivables are past due as at the end of the reporting date.

The carrying amounts of the bank borrowings are repayable:

	RMB'000
Within one year	4,000
More than one year, but not exceeding two years	30,640
More than two years, but not exceeding five years	97,230
More than five years	198,810
	330,680
Less: Bank borrowings — due within one year	(4,000)
Bank borrowings — due after one year	326,680

26. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

Disposal groups classified as held for sale (Continued)

(b) Year ended 31 December 2022 (Continued)

(ii) (Continued)

The carrying amounts of the other borrowings are repayable:

	RMB'000
Within one year	124,000
Other borrowings — due within one year	124,000

The effective interest rates (which are equal to contracted interest rates) on the disposal group's borrowings are ranged from 5.39% to 8.1%.

The disposal group's borrowings are denominated in the functional currency of the subsidiaries.

Lease liabilities payable:

	RMB'000
Within one year	843
Within a period of more than one year but not more than two years	793
Within a period of more than two years but not more than five years	2,111
Within a period of more than five years	5,865
	9,612

The weighted average incremental borrowing rate applied to lease liabilities is 6.23%.

The lease obligations are denominated in the functional currency of the subsidiaries.

27. OTHER PAYABLES AND DEFERRED INCOME

	2023 **RMB'000**	2022 RMB'000
Payables for purchase of plant and machinery and construction costs *(note a)*	**36,371**	145,317
Payables to vendors of solar power plants	**—**	24,586
Other tax payables	**15,332**	31,716
Other payables	**132,918**	257,433
Advance from Engineering, procurement and construction ("EPC") contractors *(note b)*	**—**	48,917
Deferred income *(note c)*	**349,811**	362,244
Dividend payable to non-controlling shareholders	**—**	17,877
Amounts due to former subsidiaries *(note d)*	**153,919**	255,546
Accruals		
— Staff costs	**73,549**	50,076
— Legal and professional fees	**9,952**	20,493
— Interest payable	**7,860**	92,908
— Others	**2,756**	22,718
	782,468	1,329,831
Analysed as:		
Current	**447,202**	985,852
Non-current deferred income	**335,266**	343,979
	782,468	1,329,831

The Group has financial risk management policies in place to ensure settlement of payables within the credit time frame.

Notes:

a. Included in payables for purchase of plant and machinery and construction costs are approximately RMBnil (2022: RMB69,758,000) in which the Group presented bills to relevant creditors for settlement and remained outstanding at the end of the reporting period. It also contains obligations arising from endorsing bills with recourse with an aggregate amount of approximately RMBnil (2022: RMB50,623,000). All bills presented by the Group is aged within one year and not yet due at the end of the reporting period.

b. The advance represented the amounts received from EPC contractors for modules procurement, in which the modules would be used in the construction of the Group's solar power plants.

c. Pursuant to the relevant prevailing federal policies in the US, taxpayers that construct or acquire on or before 31 December 2019 qualified energy property are allowed to claim an energy investment tax credit ("ITC") at 30% for the taxable year in which such property is placed into service by the taxpayer. The Directors analysed the facts and circumstances of the ITC and determined that it is of nature of a government grant that is provided to the Group in the form of tax benefits relating to construction or acquisition of qualified energy property.

27. OTHER PAYABLES AND DEFERRED INCOME (Continued)

Notes: (Continued)

c. (Continued)

Against this, the Group entered into an inverted lease arrangement in February 2017 for its qualified solar power plant projects in the US ("Qualified Assets") with a third party financial institution, which acts as a tax equity investor, and the arrangement allows the Group to pass its entitled ITC ("ITC Benefit") that constitutes the right to offset against future tax payables to the tax equity investor for cash receipts in exchange. During the year ended 31 December 2017, ITC Benefit of the Group related to the Qualified Assets amounted to US$34,090,000 (equivalent to approximately RMB222,751,000) and was recognised as a government grant ("Grant") as there is a reasonable assurance that the relevant requirements for the tax benefit have been met. The Grant would be amortised over the useful lives of the Qualified Assets. Pursuant to the arrangement, the ITC Benefit was passed on by the Group to the tax equity investor and accordingly, the ITC Benefit was derecognised during the year that the invested lease arrangement was entered into with the tax equity investor. Approximately US$1,136,000 (equivalent to approximately RMB8,007,000) (2022: US$1,136,000 (equivalent to approximately RMB7,935,000)) of the Grant was recognised in profit or loss for the year as a government grant income and included in other income.

During the year ended 31 December 2018, the Group entered into another financing arrangement for its four qualified solar power plant projects in the US with a third party financial institution, in which the Group passed its ITC Benefit to the financial institution that constitutes the right to offset against future tax payables to the financial institution for cash receipts in exchange. During the current year, ITC Benefit of the Group related to the four projects amounted to US$22,686,000 (equivalent to approximately RMB160,676,000) (2022: US$23,603,000 (equivalent to approximately RMB164,386,000)) and was recognised as a Grant as there is a reasonable assurance that the relevant requirements for the tax benefit have been met. The Grant would be amortised over the useful lives of the Qualified Assets. Pursuant to the arrangement, the ITC Benefit was passed on by the Group to the financial institution and accordingly, the relevant ITC Benefit was derecognised during year ended 31 December 2019. Approximately US$917,000 (equivalent to approximately RMB6,464,000) (2022: US$917,000 (equivalent to approximately RMB6,406,000)) of the Grant was recognised in profit or loss for the year as a government grant income and included in other income.

d. Amounts due to former subsidiaries are non-trade in nature, unsecured, non-interest bearing and repayable on demand.

28. LOAN FROM A RELATED COMPANY

	2023 **RMB'000**	2022 RMB'000
Loan from:		
— company controlled by Mr. Zhu Gongshan and his family, repayable within 1 year *(note)*	**4,811**	4,811
	4,811	4,811

Note:

As at 31 December 2023 and 2022, loan from 協鑫光伏系統有限公司 GCL Solar System Limited* is unsecured, interest-fee and repayable within one year.

* *English name for identification only*

29. BANK AND OTHER BORROWINGS

	2023	2022
	RMB'000	RMB'000
Bank loans	**87,923**	736,701
Other loans	**321,870**	1,782,722
	409,793	2,519,423
Secured	**87,923**	2,139,035
Unsecured	**321,870**	380,388
	409,793	2,519,423
The maturity of bank borrowings is as follows*:		
Within one year	**87,923**	178,661
More than one year, but not exceeding two years	**—**	84,660
More than two years, but not exceeding five years	**—**	264,780
More than five years	**—**	208,600
	87,923	736,701
Less: Amounts due within one year shown under current liabilities	**(87,923)**	(178,661)
Amounts due after one year	**—**	558,040
Analysed as:		
Fixed-rate bank borrowings	**—**	—
Variable-rate bank borrowings	**87,923**	736,701
	87,923	736,701

29. BANK AND OTHER BORROWINGS (Continued)

	2023 RMB'000	2022 RMB'000
The maturity of other borrowings is as follows*:		
Within one year	**32,407**	199,226
More than one year, but not exceeding two years	**28,736**	198,082
More than two years, but not exceeding five years	**67,994**	471,193
More than five years	**192,733**	855,187
	321,870	1,723,688
The carrying amount of other borrowings that are repayable on demand due to breach of loan covenants# (Shown under current liabilities)	**—**	59,034
Less: Amounts due within one year shown under current liabilities	**(32,407)**	(258,260)
Amounts due after one year	**289,463**	1,524,462
Analysed as:		
Fixed-rate other borrowings	**321,870**	106,895
Variable-rate other borrowings	**—**	1,675,827
	321,870	1,782,722

* The repayable amounts of bank and other borrowings are based on scheduled repayment dates set out in the respective loan agreements.

Certain Group's facilities from banks and other financial institutions are subject to the fulfilment of covenants relating to certain financial ratios. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 38(b).

In respect of certain bank and other borrowings with carrying amount of RMBnil as at 31 December 2023 (2022: RMB61 million), the Group is required to comply with the following financial covenants as long as the borrowings are outstanding:

(a) the debt ratio of a PRC subsidiary, the borrower, shall not be exceeding 70%; and

(b) the litigation involvement of a PRC subsidiary, the borrower, shall not be exceeding RMB5 million.

In the opinion of Directors, the Group has complied with these covenants throughout the current year.

29. BANK AND OTHER BORROWINGS (Continued)

During the year ended 31 December 2022, the Group's involvement in certain litigation cases relating to claims by relevant claimants exceeded the limit of litigation amounts stipulated in the financial covenants of certain other borrowings had triggered the cross default clauses of certain of the Group's other borrowings as set out in the respective loan agreements between the Company and several financial institutions. Accordingly, other borrowings of the Group amounting to approximately RMB42 million were reclassified from non-current liabilities to current liabilities as at 31 December 2022. The management of the Group considered that the claims arising from the litigation did not have material impact to the Group as majority of the claims were provided and included in payables for purchase of plant and machinery and construction costs as at 31 December 2022. There were no such events as at 31 December 2023.

Scheduled repayment terms for the other borrowings that are repayable on demand due to breach of loan covenants are as follows:

	2023 **RMB'000**	2022 RMB'000
Within one year	—	17,470
More than one year, but not exceeding two years	—	17,900
More than two years, but not exceeding five years	—	23,664
	—	59,034

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are analysed as follows:

	2023	2022
Fixed-rate borrowings		
RMB borrowings	—	2.05% to 7.03%
US$ borrowing	**1.72% to 5.64%**	1.72% to 5%
Variable-rate borrowings		
RMB borrowings	—	109% to 170% of Benchmark Borrowing Rate of The People's Bank of China ("Benchmark Rate")
US$ borrowing	**Daily simple SOFR +3.25% to 3.75%**	LIBOR +3.25% to 3.5%

29. BANK AND OTHER BORROWINGS (Continued)

The Group's borrowings denominated in currencies other than the functional currency of the relevant group entities are set out below:

	2023 RMB'000	2022 RMB'000
US$	409,793	408,196

Included in other loans are RMBnil (2022: approximately RMB1,585 million) in which the Group entered into financing arrangements with financial institutions with lease terms ranging from 1 year to 12 years, with legal title of the respective equipment transferred to the financial institutions. The Group continues to operate and manage the relevant equipment during the lease term without any involvement from the financial institutions, and the Group is entitled to purchase back the equipment at a minimal consideration upon maturity of respective leases, except for certain financing arrangements with financial institutions that the Group can either exercise the early buyout option granted to the Group to purchase back the relevant equipment at a pre-determined price at the end of the specified year of the lease term, or to purchase back the equipment from this financial institution at fair value upon the end of the lease period. Despite the arrangement involves a legal form of a lease while it does not constitute a sale and leaseback transaction, the Group accounted for the arrangement as a collateralised borrowing at amortised cost using effective interest method under IFRS 9/IAS 39 in prior years before application of IFRS 16, in accordance with the substance of the arrangement. Effective from 1 January 2020, the Group applies the requirements of IFRS 15 to assess whether sale and leaseback transactions constitute a sale as disclosed in note 16.

The Group is required to comply with certain restrictive financial covenants and undertaking requirements.

To better manage the Group's capital structure and financing needs, the Group sometimes enters into sale and leaseback arrangements in relation to machinery leases. These legal transfers do not satisfy the requirements of IFRS 15 to be accounted for as a sale of the solar power plants.

No bank and other borrowings as at 31 December 2023 has been classified as part of a disposal group held for sale (Note 26(a)).

30. SENIOR NOTES

	2023 RMB'000	2022 RMB'000
Senior notes	—	1,722,571
Analysed as:		
Non-current	—	1,722,571
	—	1,722,571

30. SENIOR NOTES (Continued)

On 23 January 2018, the Group issued senior notes of US$500 million (equivalent to RMB3,167 million) ("2018 Senior Notes"), which bore interest at 7.1% per annum and matured on 30 January 2021. The net proceeds of the notes issuance, after deduction of underwriting discounts and commissions and other expenses, amounted to approximately US$493 million (equivalent to RMB3,119 million). During the year ended 31 December 2021, the restructuring of the 2018 Senior Notes (the "Restructuring") was implemented and completed under the Bermuda Scheme (i.e. the scheme of arrangement under Part VII of the Bermuda Companies Act 1981). On 16 June 2021, the Restructuring has become effective, i.e., the 2018 Senior Notes were replaced by the New Senior Notes (defined below). Under the restructuring support agreement ("RSA"), 5% of the original principal amount of US$25 million (the "Upfront Consideration") was repaid to the holders of the 2018 Senior Notes. The original principal amount and all accrued and unpaid interest on the senior notes less the Upfront Consideration was settled through issuance of new senior notes (the "New Senior Notes"). The New Senior Notes are unsecured, bear interest at 10% per annum and will be payable on 30 January 2024.

The principal amount of the New Senior Notes amounted to US$511,638,814, which the Company completed the redemption of the carrying amounts of New Senior Notes of approximately US$76.9 million (equivalent to approximately RMB490 million) on 25 January 2022, approximately US$45.1 million (equivalent to approximately RMB286 million) on 18 March 2022, approximately US$11.8 million (equivalent to approximately RMB84 million) on 9 September 2022 and approximately US$122.6 million (equivalent to approximately RMB870 million) on 28 October 2022.

During the year ended 31 December 2023, the Company completed the redemption of the carrying amounts of New Senior Notes of approximately US$30.7 million (equivalent to approximately RMB216 million) on 23 March 2023, approximately US$10.8 million (equivalent to approximately RMB76 million) on 31 March 2023 and approximately US$67.4 million (equivalent to approximately RMB486 million) on 31 October 2023, and the repurchase of approximately US$25.6 million (equivalent to approximately RMB177 million) on 16 May 2023, approximately US$41.7 million (equivalent to approximately RMB287 million) on 30 May 2023, approximately US$55.3 million (equivalent to approximately RMB394 million) on 4 August 2023 and approximately US$8.5 million (equivalent to approximately RMB61 million) on 29 September 2023.

Upon completion of the aforesaid redemptions and repurchase, there was no outstanding New Senior Notes as at 31 December 2023.

31. LEASE LIABILITIES

	2023 RMB'000	2022 RMB'000
Lease liabilities payable:		
Within one year	**16,194**	30,305
Within a period of more than one year but not more than two years	**11,324**	19,309
Within a period of more than two years but not more than five years	**47,364**	39,348
Within a period of more than five years	**62,318**	181,334
	137,200	270,296
Less: Amount due for settlement with 12 months shown under current liabilities	**(16,194)**	(30,305)
Amount due for settlement after 12 months shown under non-current liabilities	**121,006**	239,991

The weighted average incremental borrowing rate applied to lease liabilities is 5.04% (2022: 5.32%).

All lease obligations are denominated in the functional currencies of the relevant group entities.

32. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2023 **RMB'000**	2022 RMB'000
Deferred tax assets	**821**	25,383
Deferred tax liabilities	**—**	(679)
	821	24,704

The following are the deferred tax liabilities (assets) recognised and movements thereon during the year:

	Unrealised profits on plant and equipment RMB'000	**Others** RMB'000	**Total** RMB'000
At 1 January 2022	(29,264)	841	(28,423)
Charge (credit) to profit or loss	3,881	(162)	3,719
At 31 December 2022 and 1 January 2023	(25,383)	679	(24,704)
Charge (credit) to profit or loss	2,233	(679)	1,554
Disposal of solar power plant projects	22,329	—	22,329
At 31 December 2023	**(821)**	**—**	**(821)**

Under the tax law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards.

Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained earnings of the PRC subsidiaries amounting to approximately RMB90,303,000 (2022: RMB158,934,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. No withholding tax is charged to profit or loss for the dividends declared and paid by the PRC subsidiaries during both years.

32. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has unused tax losses of approximately RMB1,276,503,000 (2022: RMB1,398,475,000) available for offset against future profits. Unrecognised tax losses of approximately RMB194,488,000 (2022: RMB15,640,000) was disposed together with the disposal of subsidiaries during the year ended 31 December 2023. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Unrecognised tax losses of approximately RMB1,231,133,000 (2022: RMB1,388,037,000) will expire from 2024 to 2028 (2022: 2023 to 2027) and other losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary difference mainly in respect of impairment of certain assets in aggregate of approximately RMB1,151,087,000 (2022: RMB1,442,384,000). No deferred tax asset has been recognised to the deductible temporary difference as it is not probable that tax profit will be available against which the deductible temporary difference can be utilised.

33. SHARE CAPITAL

	Number of shares	Amount HK$'000
Ordinary shares of HK$0.083 (2022: HK$0.083) each		
Authorised:		
At 1 January 2022	36,000,000,000	150,000
Share Consolidation *(note b)*	(34,200,000,000)	–
At 31 December 2022, 1 January 2023 and 31 December 2023	1,800,000,000	150,000
Issued and fully paid:		
At 1 January 2022	21,073,715,441	87,794
Issue of share on placement *(note a)*	2,275,000,000	9,441
Share Consolidation *(note b)*	(22,181,279,669)	–
At 31 December 2022, 1 January 2023 and 31 December 2023	1,167,435,772	97,235

	2023 **RMB'000**	2022 RMB'000
Shown in the financial statements as	**81,773**	81,773

33. SHARE CAPITAL (Continued)

Notes:

(a) On 28 July 2022, the Group announced that a placing agreement has been entered into among the Elite Time Global Limited, the Company and the placing agents under which up to a total of 2,275 million new shares of the Company to be issued (the "2022 Transaction"). The 2022 Transaction has been completed on 1 and 4 August 2022 and net proceeds of the 2022 Transaction, after taking into account all related costs, fees, expenses and commission, were approximately HK$310,325,000 (equivalent to RMB266,601,000).

(b) On 31 October 2022, every twenty (20) issued and unissued ordinary shares of HK$0.004166666667 each in the share capital of the Company were consolidated into one (1) ordinary share of HK$0.083 each in the share capital of the Company and the authorised share capital of the Company became HK$150,000,000 divided into 1,800,000,000 shares of HK$0.083 each, of which 1,167,435,772 Consolidated Shares are in issue.

34. PERPETUAL NOTES

On 18 November 2016, Nanjing GCL New Energy (as defined in note 46(a)), an indirect wholly-owned subsidiary, entered into a perpetual notes agreement with 保利協鑫（蘇州）新能源有限公司 GCL-Poly (Suzhou) New Energy Co., Ltd.* ("GCL-Poly (Suzhou)"), 江蘇協鑫矽材料科技發展有限公司 Jiangsu GCL Silicon Material Technology Development Co., Ltd.* ("Jiangsu GCL"), 蘇州協鑫光伏科技有限公司 Suzhou GCL Photovoltaic Technology Co., Ltd.* ("Suzhou GCL") and 太倉協鑫光伏科技有限公司 Taicang GCL Photovoltaic Technology Co., Ltd.* ("Taicang GCL") (together, the "Lenders"). Each of the Lenders is a wholly-owned subsidiary of GCL Technology Holdings Limited ("GCL Technology"). Nanjing GCL New Energy issued perpetual notes of RMB800,000,000 and RMB1,000,000,000 in November and December 2016, respectively and key terms are as follows:

* *English name for identification only*

(a) Interest rate

Interest rate is 7.3% per annum for the first two years, 9% per annum for the third to fourth year and 11% per annum starting from the fifth year.

(b) Maturity date

There is no maturity date.

34. PERPETUAL NOTES (Continued)

(c) Repayment terms

The distribution shall be repaid on the 21st day of the last month of each quarter (the "Distribution Payment Date"). Nanjing GCL New Energy shall have the right to defer any distribution payment indefinitely by notifying the Lenders five working days before the Distribution Payment Date, and there is no compound interest on the deferred distribution payment. If Nanjing GCL New Energy chooses to defer distribution payment, for as long as there is any deferred distribution payment not yet paid in full, Nanjing GCL New Energy is not permitted to declare and pay dividends to its shareholders. The Lenders shall have no right at any time to request repayment of the perpetual notes from Nanjing GCL New Energy, but Nanjing GCL New Energy shall have the right, but not the obligations, to repay the perpetual notes amount by notifying the Lenders in writing five working days before the repayment of the perpetual notes at par value.

(d) Classification of perpetual notes

The perpetual notes are classified as equity instruments in the Group's consolidated financial statements as the Group does not have a contractual obligation to deliver cash or other financial assets arising from the issue of the perpetual notes. Any distributions made by Nanjing GCL New Energy to the holders are recognised in equity in the consolidated financial statements of the Group. During the year ended 31 December 2023, profit and total comprehensive income of approximately RMB200,750,000 (2022: RMB200,750,000) was attributable to perpetual notes holders in accordance with the terms of the agreements. The entire distribution payment of approximately RMB200,750,000 for the year ended 31 December 2023 (2022: RMB200,750,000) was deferred by the Group.

35. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme

The Company's new share option scheme was adopted pursuant to a resolution passed on 15 October 2014 ("New Share Option Scheme") for the primary purpose of providing incentives to directors and eligible employees. Under the New Share Option Scheme, the Board of directors of the Company may grant options to eligible employees including the Directors, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Company.

Under the New Share Option Scheme, each option gives the holder the right to subscribe for one ordinary share of the Company. On 26 February 2021 and 3 November 2021, the Company granted 18,525,812 and 3,025,000 share options to the employees and directors under the New Share Option Scheme respectively. Each share option entitles the holder to subscribe for one share of HK$0.0832 and HK$0.0832 of the Company at an exercise price of HK$7.68 and HK$7.14 respectively. The contractual life of these share options is the period from the date on which an option certificate is issued after acceptance by the grantees and expiring on 25 February 2031 and 2 November 2031 respectively. Further details are set out in the Company's announcement dated 26 February 2021 and 3 November 2021 respectively.

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

The following table discloses the terms and conditions of the grants, whereby all options (after adjustment of Share Consolidation) are settled by physical delivery of shares:

	Number of options	Vesting conditions	Contractual life of options
Options granted to directors:			
24 July 2015	402,640	Exercisable in five even tranches immediately from 24 July of each year from 2015 to 2019	Expire at the close of business on 23 July 2025
3 November 2021	3,025,000	Exercisable in four even tranches immediately from 3 November of each year from 2022 to 2025	Expire at the close of business on 2 November 2031
Options granted to employees:			
23 October 2014	2,617,157	Exercisable in five even tranches immediately from 23 October of each year from 2015 to 24 October 2018	Expire at the close of business on 22 October 2024
24 July 2015	3,675,596	Exercisable in five even tranches immediately from 24 July of each year from 2015 to 2019	Expire at the close of business on 23 July 2025
26 February 2021	18,525,812	Exercisable in four even tranches immediately from 26 February of each year from 2022 to 2025	Expire at the close of business on 25 February 2031

The options outstanding as at 31 December 2023 had a weighted average remaining contractual life of 6.17 years (2022: 7.38 years).

The fair value of services received in return for share options granted during the year ended 31 December 2021 was measured by reference to the fair value of share options granted, IFRS 2 and the accounting policy information stated in note 4. The estimate of the fair value of the share options granted was measured based on the Binomial Option pricing model for share options granted on 23 October 2014, 26 February 2021 and 3 November 2021, while based on the Monte Carlo mode for share options granted on 24 July 2015. The contractual life of the share option and expectations of early exercise were incorporated into the respective models.

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

The following assumptions were used to calculate the fair values of share options:

	Granted on 26 February 2021	Granted on 3 November 2021
Fair value of and assumptions for share options		
Fair value at measurement date	HK$0.12	HK$0.12
Share price	HK$0.375	HK$0.330
Exercise price	HK$0.384	HK$0.357
Volatility	64.71%	63.42%
Share option life	10 years	10 years
Expected dividends	0%	0%
Risk-free interest rate (based on Exchange Fund Notes)	1.43%	1.50%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends were based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

As at 31 December 2023, the number of shares in respect of which had been granted under the New Share Option Scheme and remained outstanding was approximately 21,128,715 (2022: 25,113,369) shares, representing 1.81% (2022: 2.15%) of the issued share capital of the Company at that date. The maximum number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme shall not in aggregate exceed 10% of the shares of the Company in issue at the date of approval of the New Share Option Scheme. The maximum entitlement for any one participant is that the total number of shares issued or to be issued upon exercise of the options granted to each participant in any twelve-month period shall not exceed 1% of the total number of shares in issue.

The exercise price is determined by the Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

There was no newly granted share option during both years. The following table discloses exercise prices and movements of the Company's share options, which have been adjusted the Share Consolidation on 31 October 2022, during both years.

2023

					Number of share options			
	Exercise price	Date of grant	Vesting period	Exercise period	Outstanding at 1 January 2023	Granted during the year	Forfeited during the year	Outstanding at 31 December 2023
Directors	HK$7.14	3.11.2021	*note (b)(i)*	3.11.2022 – 2.11.2031	731,250	–	(187,500)	543,750
				3.11.2023 – 2.11.2031	731,250	–	(187,500)	543,750
				3.11.2024 – 2.11.2031	731,250	–	(187,500)	543,750
				3.11.2025 – 2.11.2031	731,250	–	(187,500)	543,750
Former director *(note a)*	HK$12.12	24.7.2015	*note (b)(ii)*	24.7.2015 – 23.7.2025	80,528	–	–	80,528
				24.7.2016 – 23.7.2025	80,528	–	–	80,528
				24.7.2017 – 23.7.2025	80,528	–	–	80,528
				24.7.2018 – 23.7.2025	80,528	–	–	80,528
				24.7.2019 – 23.7.2025	80,528	–	–	80,528

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

2023 (Continued)

	Exercise price	Date of grant	Vesting period	Exercise period	Number of share options: Outstanding at 1 January 2023	Granted during the year	Forfeited during the year	Outstanding at 31 December 2023
Employees and others providing similar services	HK$23.596	23.10.2014	24.11.2014 – 22.10.2015	23.10.2015 – 22.10.2024	473,102	-	(4,027)	469,075
			23.10.2015 – 22.10.2016	23.10.2016 – 22.10.2024	473,102	-	(4,027)	469,075
			23.10.2016 – 22.10.2017	23.10.2017 – 22.10.2024	473,101	-	(4,026)	469,075
			23.10.2017 – 22.10.2018	23.10.2018 – 22.10.2024	473,101	-	(4,026)	469,075
			23.10.2018	24.10.2018 – 22.10.2024	473,101	-	(4,026)	469,075
	HK$12.12	24.7.2015	*note (b)(ii)*	24.7.2015 – 23.7.2025	687,508	-	(31,206)	656,302
				24.7.2016 – 23.7.2025	687,507	-	(31,205)	656,302
				24.7.2017 – 23.7.2025	687,507	-	(31,204)	656,303
				24.7.2018 – 23.7.2025	687,507	-	(31,204)	656,303
				24.7.2019 – 23.7.2025	687,507	-	(31,204)	656,303
	HK$7.68	26.2.2021	*note (b)(iii)*	26.2.2022 – 25.2.2031	3,995,672	-	(764,625)	3,231,047
				26.2.2023 – 25.2.2031	3,995,672	-	(764,625)	3,231,047
				26.2.2024 – 25.2.2031	3,995,672	-	(764,625)	3,231,047
				26.2.2025 – 25.2.2031	3,995,670	-	(764,624)	3,231,046
					25,113,369	-	(3,984,654)	21,128,715
Exercisable at the end of the year *(note b)*					2,365,507			2,345,375
Weighted average exercise price (HK$)					9.7952	–	7.8326	10.1653

Notes:

(a) While Mr. Sha Hongqiu retired from office as a non-executive director with effect from the conclusion of the annual general meeting of the Company held on 17 June 2020, his share options remain exercisable under the New Share Option Scheme.

(b) (i) The share options granted on 3 November 2021 are vesting in four tranches starting from 3 November 2022 until achieving of certain performance criteria and services condition.

(ii) The share options granted on 24 July 2015 are vesting in five even tranches starting from 24 July 2015 until achieving of certain market condition and services condition.

(iii) The share options granted on 26 February 2021 are vesting in four tranches starting from 26 February 2022 until achieving of certain performance criteria and services condition.

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

2022

					Number of share options			
	Exercise price	Date of grant	Vesting period	Exercise period	Outstanding at 1 January 2022	Granted during the year	Forfeited during the year	Outstanding at 31 December 2022
Directors	HK$7.14	3.11.2021	*note (b)(i)*	3.11.2022 – 2.11.2031	831,250	–	(100,000)	731,250
				3.11.2023 – 2.11.2031	731,250	–	–	731,250
				3.11.2024 – 2.11.2031	731,250	–	–	731,250
				3.11.2025 – 2.11.2031	731,250	–	–	731,250
Former director *(note a)*	HK$12.12	24.7.2015	*note (b)(ii)*	24.7.2015 – 23.7.2025	80,528	–	–	80,528
				24.7.2016 – 23.7.2025	80,528	–	–	80,528
				24.7.2017 – 23.7.2025	80,528	–	–	80,528
				24.7.2018 – 23.7.2025	80,528	–	–	80,528
				24.7.2019 – 23.7.2025	80,528	–	–	80,528

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)
Equity-settled share option scheme (Continued)
2022 (Continued)

	Exercise price	Date of grant	Vesting period	Exercise period	Number of share options: Outstanding at 1 January 2022	Granted during the year	Forfeited during the year	Outstanding at 31 December 2022
Employees and others providing similar services	HK$23.596	23.10.2014	24.11.2014 – 22.10.2015	23.10.2015 – 22.10.2024	523,432	–	(50,330)	473,102
			23.10.2015 – 22.10.2016	23.10.2016 – 22.10.2024	523,432	–	(50,330)	473,102
			23.10.2016 – 22.10.2017	23.10.2017 – 22.10.2024	523,431	–	(50,330)	473,101
			23.10.2017 – 22.10.2018	23.10.2018 – 22.10.2024	523,431	–	(50,330)	473,101
			23.10.2018	24.10.2018 – 22.10.2024	523,431	–	(50,330)	473,101
	HK$12.12	24.7.2015	*note (b)(ii)*	24.7.2015 – 23.7.2025	735,120	–	(47,612)	687,508
				24.7.2016 – 23.7.2025	735,119	–	(47,612)	687,507
				24.7.2017 – 23.7.2025	735,119	–	(47,612)	687,507
				24.7.2018 – 23.7.2025	735,119	–	(47,612)	687,507
				24.7.2019 – 23.7.2025	735,119	–	(47,612)	687,507
	HK$7.68	26.2.2021	*note (b)(iii)*	26.2.2022 – 25.2.2031	4,386,422	–	(390,750)	3,995,672
				26.2.2023 – 25.2.2031	4,386,422	–	(390,750)	3,995,672
				26.2.2024 – 25.2.2031	4,386,422	–	(390,750)	3,995,672
				26.2.2025 – 25.2.2031	4,386,420	–	(390,750)	3,995,670
					27,266,079	–	(2,152,710)	25,113,369
Exercisable at the end of the year *(note b)*					2,365,507			2,365,507
Weighted average exercise price (HK$)					9.8119	–	10.0065	9.7952

35. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

2022 (Continued)

During the current year, share-based payment expense of approximately RMB9,174,000 (2022: RMB17,121,000) was recognised in profit or loss. In addition, share options granted to certain Directors and employees have been forfeited due to the resignation during both years and respective share options reserve of approximately RMB8,056,000 (2022: RMB5,908,000) was transferred to the Group's accumulated losses.

36. DISPOSAL OF SUBSIDIARIES

(a) During the year ended 31 December 2023, the Group completed the following disposal of subsidiaries:–

(i) Disposal group classified as held for sale as at 31 December 2022

As disclosed in notes 26(a) and 26(b)(i), on 31 December 2022, the Group entered into two equity transfer agreements with Hunan Xinhua Water, an independent third party to dispose of its 100% equity interest in a wholly-owned subsidiary, Dengkou GCL, and 51% equity interest in Yuncheng Xinhua at an aggregate consideration of approximately RMB26,370,000 as at the date of completion of disposals. The subsidiaries operate solar power plant projects with an aggregate capacity of 50MW in Shandong and Inner Mongolia, the PRC.

During the year ended 31 December 2023, the disposal of Yuncheng Xinhua with an aggregate consideration of approximately RMB23,560,000 was completed. The disposal of Dengkou GCL has not been completed as at 31 December 2023 and is presented as disposal group held for sale and disclosed in note 26(a).

The Group has granted a put option to Hunan Xinhua Water, pursuant to which the Group has agreed that (i) within two-year period from the completion date of disposal if there is undisclosed obligations of Yuncheng Xinhua exceeding RMB10 million or the operation of Yuncheng Xinhua is disrupted for more than three months due to the reasons stipulated in the supplementary agreement; or (ii) there is a loss or removal arising from national subsidies compliance review of Yuncheng Xinhua, Hunan Xinhua Water has a right to request the Group to repurchase the entire interest in Yuncheng Xinhua from Hunan Xinhua Water at a purchase price calculated in accordance with terms specified in the supplementary agreement. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the occurrence of the specified events as stipulated in the supplementary agreement that would trigger the repurchase event is remote, and the fair value of the put option as at 31 December 2023 is considered as insignificant.

In addition, pursuant to the supplementary agreement, partial repayment of shareholder's loan of approximately RMB5.8 million, which is discounted at 8% with present value of approximately RMB4,835,000, is deferred and will be payable upon the publication or release of the announcement of the national subsidies compliance review ("Deferred Receivable") (note 21(b)). In the event that the national subsidies compliance review will result in a reduction in the national subsidy entitled to be receivable by Yuncheng Xinhua or its solar power plant project being removed from the National Subsidy Catalogue, the contracted parties agreed to adjust the consideration and offset with the Deferred Receivable. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the failure of national subsidies review as stipulated in the supplementary agreement is remote and the Deferred Receivable is expected to be received within two years. The Deferred Receivable is included in amounts due from former subsidiaries and classified as non-current assets.

36. DISPOSAL OF SUBSIDIARIES (Continued)

(a) During the year ended 31 December 2023, the Group completed the following disposal of subsidiaries:– (Continued)

(ii) Gaotang GCL and Inner Mongolia Xiangdao

On 19 May 2023, the Group entered into two equity transfer agreements with Hunan Xinhua Water, an independent third party to dispose of its 100% equity interest in a wholly-owned subsidiary, Gaotang GCL, and 90.1% equity interest in Inner Mongolia Xiangdao, at an aggregate consideration of approximately RMB307,686,000 as at the date of completion of disposals. The subsidiaries operate solar power plant projects with an aggregate capacity of 191MW in Shandong and Inner Mongolia, the PRC.

The Group has granted a put option to Hunan Xinhua Water, pursuant to which the Group has agreed that (i) within two-year period from the completion date of disposal if there is undisclosed obligations of Gaotang GCL or Inner Mongolia Xiangdao exceeding RMB10 million or the operations of Gaotang GCL or Inner Mongolia Xiangdao are disrupted for more than three months due to the reasons stipulated in the respective supplementary agreement; or (ii) there is a loss or removal arising from national subsidies compliance review of Inner Mongolia Xiangdao, Hunan Xinhua Water has a right to request the Group to repurchase the entire interest in Gaotang GCL or 90.1% of Inner Mongolia Xiangdao from Hunan Xinhua Water at a purchase price calculated in accordance with terms specified in the respective supplementary agreement. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the occurrence of the specified events as stipulated in the respective supplementary agreements that would trigger the repurchase event is remote, and the fair value of the put option as at 31 December 2023 is considered as insignificant.

In addition, pursuant to the respective supplementary agreement, partial repayment of shareholder's loan of approximately RMB759 million, which is discounted at 8% with present value of approximately RMB697,454,000, is deferred and will be payable upon the publication or release of the announcement of the national subsidies compliance review ("Deferred Receivable") (note 21(b)). In the event that the national subsidies compliance review will result in a reduction in the national subsidy entitled to be receivable by Inner Mongolia Xiangdao or its solar power plant project being removed from the National Subsidy Catalogue, the contracted parties agreed to adjust the consideration and offset with the Deferred Receivable. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the failure of national subsidies review as stipulated in the respective supplementary agreement is remote and the Deferred Receivable is expected to be received within two years. The Deferred Receivable is included in amounts due from former subsidiaries and classified as non-current assets.

(iii) Eshan Xinneng (as defined below)

In May 2023, the Group entered into an equity transfer agreement with an independent third party and agreed to sell 100% equity interest of 峨山鑫能光伏發電有限公司 Eshan Xinneng Photovoltaic Power Co., Ltd.* ("Eshan Xinneng") at a consideration of RMB1.

(iv) Guizhou GCL New Energy

In July 2023, the Group entered into an equity transfer agreement with 天津其辰投資管理有限公司 Tianjin Qichen Investment Management Co., Ltd*, an associate of connected persons to dispose of its 100% equity interest in a wholly-owned subsidiary, 貴州協鑫新能源有限公司 Guizhou GCL New Energy Co., Ltd.*, at a consideration of approximately RMB20,000.

36. DISPOSAL OF SUBSIDIARIES (Continued)

(a) During the year ended 31 December 2023, the Group completed the following disposal of subsidiaries:– (Continued)

(v) Suzhou Industrial (as defined below) Batch 1

On 12 October 2023, the Group entered into thirty-one equity transfer agreements with 蘇州工業園區鑫坤能清潔能源有限公司 Suzhou Industrial Zone Xinkunneng Clean Energy Co., Ltd.* ("Suzhou Industrial"), an associate of connected persons, in which Mr. Zhu Gongshan and his family members have significant influence, of the Company to dispose of its 100% equity interest in thirty wholly-owned subsidiaries, namely 易縣國鑫新能源有限公司 Yixian Guoxin Energy Co., Ltd.* ("Yixian Guoxin"), 葫蘆島市連山區協鑫光伏電力有限公司 Huludao Lianshan District GCL Photovoltaic Power Co., Ltd.* ("Huludao Lianshan GCL"), 互助昊陽光伏發電有限公司 Huzhu Haoyang Photovoltaic Electric Power Co., Ltd.* ("Huzhu Haoyang"), 海東市源通光伏發電有限公司 Haidong Yuantong Photovoltaic Power Generation Co., Ltd.* ("Haidong Yuantong"), 瀋陽市于洪區協鑫光伏電力有限公司 Shenyang Yuhong District GCL Photovoltaic Power Co., Ltd.* ("Shenyang Yuhong"), 莊浪光源光伏發電有限公司 Zhuanglang Guangyuan Photovoltaic Power Co., Ltd.* ("Zhuanglang Guangyuan"), 內蒙古金曦能源有限公司 Inner Mongolia Jinxi Energy Co., Ltd.* ("Inner Mongolia Jinxi"), 山東萬海電力有限公司 Shandong Wanhai Solar Power Co., Ltd.* ("Shandong Wanhai"), 北票協鑫光伏電力有限公司 Beipiao GCL Photovoltaic Power Co., Ltd.* ("Beipiao GCL"), Changsha Xinjia, 微山鑫能光伏電力有限公司 Weishan Xinneng Solar Power Co., Ltd.* ("Weishan Xinneng"), 龍口協鑫光伏電力有限公司 Longkou GCL Photovoltaic Power Co., Ltd.* ("Longkou GCL"), 莆田涵江鑫能光伏電力有限公司 Putian Hanjiang Xinneng Photovoltaic Power Co., Ltd.* ("Putian Hanjiang Xinneng"), 商丘協能光伏電力有限公司 Shangqiu Xieneng Photovoltaic Power Co., Ltd.* ("Shangqiu Xieneng"), 蘭考協鑫光伏電力有限公司 Lankao GCL Photovoltaic Power Co., Ltd* ("Lankao GCL"), 漯河鑫力光伏電力有限公司 Luohe Xinli Photovoltaic Power Co., Ltd.* ("Luohe Xinli"), 上海協鑫新能源投資有限公司 Shanghai GCL New Energy Investment Co., Ltd.* ("Shanghai GCL New Energy"), 汕尾市協鑫光伏電力有限公司 Shanwei GCL Photovoltaic Power Co., Ltd* ("Shanwei GCL"), 廣州協鑫光伏電力有限公司 Guangzhou GCL Photovoltaic Power Co., Ltd.* ("Gaungzhou GCL"), 青海百能光伏投資管理有限公司 Qinghai Baineng Photovoltaic Investment Management Co., Ltd.* ("Qinghai Baineng"), 化隆協合太陽能發電有限公司 Hualong Xiehe Solar Power Generation Co., Ltd.* ("Hualong Xiehe"), 通榆鑫源光伏電力有限公司 Tongyu Xinyuan Photovoltaic Power Co., Ltd.* ("Tongyu Xinyuan"), 通榆縣咱家禽業科技有限公司 Tongyu County Zanjia Poultry Industry Technology Co., Ltd.* ("Tongyu Zanjia Poultry"), 吉林億聯新能源科技有限公司 Jilin Yilian New Energy Technology Co., Ltd.* ("Jilin Yilian New Energy"), 雷州協鑫光伏電力有限公司 Leizhou GCL Photovoltaic Power Co., Ltd.* ("Leixhou GCL"), 徐州鑫日光伏電力有限公司 Xuzhou Xinri Photovoltaic Power Co., Ltd.* ("Xuzhou Xinri"), 永州協鑫光伏電力有限公司 Yongzhou GCL Photovoltaic Power Co., Ltd.* ("Yongzhou GCL"), 桃源縣鑫源光伏電力有限公司 Taoyuan Xinyuan Photovoltaic Power Co., Ltd.* ("Taoyuan Xinyuan"), 桃源縣鑫輝光伏電力有限公司 Taoyuan Xinhui Photovoltaic Power Co., Ltd.* ("Taoyuan Xinhui"), 桃源縣鑫能光伏電力有限公司 Taoyuan Xinneng Photovoltaic Power Co., Ltd.* ("Taoyuan Xinneng") and its 88.58% equity interest in 通榆協鑫光伏電力有限公司 Tongyu GCL Photovoltaic Power Co., Ltd.* ("Tongyu GCL"), at an aggregate consideration of approximately RMB990,085,200 as at the date of completion of disposals. These subsidiaries operate solar power plant projects with an aggregate capacity of 558MW in Hebei, Liaoning, Qinghai, Gansu, Inner Mongolia, Shandong, Jilin, Changsha, Fujian, Henan, Guangdong, Jiangsu, Hunan, the PRC.

36. DISPOSAL OF SUBSIDIARIES (Continued)

(a) During the year ended 31 December 2023, the Group completed the following disposal of subsidiaries:– (Continued)

(v) Suzhou Industrial (as defined below) Batch 1 (Continued)

In addition, pursuant to the equity transfer agreements, partial consideration and repayment of shareholder's loan of approximately RMB320 million and RMB399 million, which are discounted at 8% with present value of approximately RMB661,055,000, are deferred respectively and will be payable upon the publication or release of the announcement of the national subsidies compliance review ("Deferred Receivable") (note 24(c)). In the event that the national subsidies compliance review will result in a reduction in the national subsidy entitled to be receivable by Zhuanglang Guangyuan, Inner Mongolia Jinxi, Shandong Wanhai, Tongyu GCL, Changsha Xinjia, Shanghai GCL New Energy, Qinghai Baineng, Hualong Xiehe, Tongyu Zanjia Poultry and Jilin Yilian New Energy or their solar power plant projects being removed from the National Subsidy Catalogue, the contracted parties agreed to adjust the consideration and offset with the Deferred Receivable. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the failure of national subsidies review as stipulated in the equity transfer agreements is remote and the Deferred Receivable is expected to be received within two years. The Deferred Receivable is included in amounts due from related companies and classified as non-current assets.

(vi) Suzhou Industrial Batch 2

On 12 October 2023, the Group entered into four equity transfer agreements with Suzhou Industrial, an associate of connected persons, in which Mr. Zhu Gongshan and his family members have significant influence, of the Company to dispose of its 100% equity interest in five wholly-owned subsidiaries, namely 滕州鑫田光伏發電有限公司 Tengzhou Xintian Photovoltaic Power Generation Co., Ltd.* ("Tengzhou Xintian"), 高唐協智光伏發電有限公司 Gaotang Xiezhi Photovoltaic Power Generation Co., Ltd.* ("Gaotang Xiezhi"), 高唐鑫旺光伏發電有限公司 Gaotang Xinwang Photovoltaic Power Generation Co., Ltd.* ("Gaotang Xinwang"), 漯河協潤新能源有限公司 Luohe Xierun New Energy Co., Ltd.*("Luohe Xierun") and 高唐協辰光伏發電有限公司 Gaotang Xiehen Photovoltaic Power Generation Co., Ltd.* ("Gaotang Xiechen"), at an aggregate consideration of approximately RMB14,315,900 as at the date of completion of disposals. The subsidiaries operate solar power plant projects with an aggregate capacity of 25.86MW in Shandong and Henan, the PRC.

* *English name for identification only*

36. DISPOSAL OF SUBSIDIARIES (Continued)

(a) During the year ended 31 December 2023, the Group completed the following disposal of subsidiaries:– (Continued)

The net assets of the solar plant projects at the dates of disposal were as follows:

	Disposal groups classified as held for sale RMB'000 Note (i)	Gaotang GCL and Inner Mongolia Xiangdao RMB'000 Note (ii)	Eshan Xinneng RMB'000 Note (iii)	Guizhou GCL New Energy RMB'000 Note (iv)	Suzhou Industrial Batch 1 RMB'000 Note (v)	Suzhou Industrial Batch 2 RMB'000 Note (vi)	Total RMB'000
Consideration:							
Consideration received during:							
– current year	23,560	307,686	—	20	295,365	4,635	631,266
Consideration receivable	—	—	—	—	694,720	9,681	704,401
	23,560	307,686	—	20	990,085	14,316	1,335,667
Property, plant and equipment	178,414	1,096,841	3,649	—	2,554,436	—	3,833,340
Right-of-use assets	21,430	17,529	—	—	111,870	2,247	153,076
Other non-current assets	2,344	2,065	137	—	33,943	81,124	119,613
Contract assets	—	—	—	—	69,955	—	69,955
Deferred tax assets	2,824	4,505	—	—	17,208	616	25,153
Trade and other receivables	93,401	861,900	1,073	—	972,867	5,345	1,934,586
Bank balances and cash	8,462	88,167	207	31	82,673	3,470	183,010
Other payables	(28,245)	(168,331)	(1,879)	—	(320,011)	(32,538)	(551,004)
Bank and other borrowings	(145,026)	(605,332)	—	—	(1,231,737)	(37,401)	(2,019,496)
Lease liabilities	(22,389)	(19,046)	—	—	(110,612)	(2,519)	(154,566)
Intragroup balances	(52,401)	(1,068,970)	(3,187)	(16)	(696,790)	(5,947)	(1,827,311)
Net assets disposed of	58,814	209,328	—	15	1,483,802	14,397	1,766,356
Net loss on disposal of subsidiaries:							
Total consideration, net of transaction cost	23,560	307,686	—	20	990,085	14,316	1,335,667
Non-controlling interests	35,765	—	—	—	—	—	35,765
Net assets disposed of	(58,814)	(209,328)	—	(15)	(1,483,802)	(14,397)	(1,766,356)
Gain/(loss) on disposal	511	98,358	—	5	(493,717)	(81)	(394,924)
Net cash inflow/(outflow) arising from disposal:							
Cash consideration received	23,560	307,686	—	20	295,365	4,635	631,266
Less: bank balances and cash disposed of	(8,462)	(88,167)	(207)	(31)	(82,673)	(3,470)	(183,010)
	15,098	219,519	(207)	(11)	212,692	1,165	448,256

36. DISPOSAL OF SUBSIDIARIES (Continued)

(b) During the year ended 31 December 2022, the Group completed the following disposal of subsidiaries:–

(i) Ningxia Xinken

On 25 January 2022, the Group entered into an equity transfer agreement with Hunan Xinhua Water to dispose of its 100% equity interest in a wholly-owned subsidiary, namely 寧夏鑫墾簡泉光伏電力有限公司 Ningxia Xinken Jianquan Photovoltaic Power Company Limited* ("Ningxia Xinken"), at a consideration of approximately RMB8,800,000 as at the date of completion of disposal. The subsidiary operates a solar power plant project with a capacity of 30MW in Ningxia, the PRC.

The Group has granted a put option to Hunan Xinhua Water, pursuant to which the Group has agreed that within two-year period from the completion date of disposal if there is undisclosed obligations of Ningxia Xinken exceeding RMB10 million or the operation of Ningxia Xinken is disrupted for more than three months due to the reasons stipulated in the supplementary agreement, Hunan Xinhua Water has a right to request the Group to repurchase the entire interest in Ningxia Xinken from Hunan Xinhua Water at a purchase price calculated in accordance with terms specified in the supplementary agreement. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the occurrence of the specified events as stipulated in the supplementary agreement that would trigger the repurchase event is remote, and the fair value of the put option as at 31 December 2022 is considered as insignificant.

(ii) Zhejiang Shuqimeng

On 25 April 2022, the Group entered into an equity transfer agreement with 杭州興光新能源有限公司 Hangzhou Xingguang New Energy Co., Ltd.* ("Hangzhou Xingguang") to dispose of its 100% equity interest in a wholly-owned subsidiary, namely 浙江舒奇蒙電力科技有限公司 Zhejiang Shuqimeng Power Technology Co., Ltd.* ("Zhejiang Shuqimeng"), at a consideration of approximately RMB23,800,000 as at the date of completion of disposals. The Group and Hangzhou Xingguang agreed to reduce the consideration from approximately RMB23,800,000 to RMB7,491,000. The subsidiary operates solar power plant projects with an aggregate capacity of 22MW in Zhejiang, the PRC.

The Group has granted a put option to Hangzhou Xingguang, pursuant to which the Group has agreed that if the operation of Zhejiang Shuqimeng is disrupted for more than six months due to the reasons stipulated in the equity transfer agreement, Hangzhou Xingguang has a right to request the Group to repurchase the entire interest in Zhejiang Shuqimeng from Hangzhou Xingguang at a purchase price calculated in accordance with terms specified in the equity transfer agreement. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the occurrence of the specified events as stipulated in the equity transfer agreement that would trigger the repurchase event is remote, and the fair value of the put option as at 31 December 2022 is considered as insignificant.

36. DISPOSAL OF SUBSIDIARIES (Continued)

(b) During the year ended 31 December 2022, the Group completed the following disposal of subsidiaries:– (Continued)

(iii) Six subsidiaries in Jiangsu

On 16 March 2022, the Group entered into six equity transfer agreements with Jiangsu Hesheng to dispose of its 100% equity interest in five wholly-owned subsidiaries, namely 高郵協鑫光伏電力有限公司 Gaoyou GCL Photovoltaic Power Co., Ltd.*, 南通海德新能源有限公司 Nantong Haide New Energy Co., Ltd.* ("Nantong Haide New Energy"), 邳州協鑫光伏電力有限公司 Pizhou GCL Photovoltaic Power Co., Ltd.*, 宿遷綠能電力有限公司 Suqian Green Energy Power Co., Ltd.* and 蘇州工業園區鼎裕太陽能電力有限公司 Suzhou Industrial Park Dingyu Solar Power Co., Ltd.* and its 60% equity interest in 江蘇協鑫海濱新能源科技發展有限公司 Jiangsu GCL Haibin New Energy Technology Development Co., Ltd.*, at an aggregate consideration of approximately RMB90,380,000 as at the date of completion of disposals. The Group and Jiangsu Hesheng agreed to reduce the consideration from approximately RMB90,380,000 to RMB89,204,000. The subsidiaries operate solar power plant projects with an aggregate capacity of 85MW in Jiangsu, the PRC.

The Group has granted a put option to Jiangsu Hesheng, pursuant to which the Group has agreed that if 21.92% of the remaining aggregate grid-connected capacity of all the solar plant operated by Nantong Haide New Energy ("Unregistered Project") fails to be registered under the National Subsidy Catalogue within the three-year period from the date of signing of the equity transfer agreement, Jiangsu Hesheng has a right to request the Group to repurchase the 21.92% equity interest in Nantong Haide New Energy from Jiangsu Hesheng at a repurchase price calculated in accordance with terms specified in the equity transfer agreement. The Unregistered Project has fulfilled the registration requirements with necessary qualification; further, significant part of the aggregate grid-connected capacity of all the solar plant operated by Nantong Haide New Energy has already been registered in the List and receipt of tariff adjustment receivables is stable, in the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, it is highly probable that the Unregistered Project will be registered in the List within three years after signing of the equity transfer agreement and therefore, the possibility regarding the occurrence of the specified events as stipulated in the equity transfer agreement that would trigger the repurchase event is remote, and the fair value of the put option as at 31 December 2022 is considered insignificant.

(iv) Ningxia Shengjing

On 21 March 2022, the Group entered into an equity transfer agreement with Hunan Xinhua Water to dispose its 100% equity interest in 寧夏盛景太陽能科技有限公司 Ningxia Shengjing Solar Power Technology Company Limited* ("Ningxia Shengjing"), at a consideration of approximately RMB153,913,000 as at the date of completion of disposal. The Group and Hunan Xinhua agreed to reduce the consideration from approximately RMB153,913,000 to RMB135,052,000. The subsidiary operates a solar power plant project with a capacity of 30MW in Ningxia, the PRC.

The Group has granted a put option to Hunan Xinhua Water, pursuant to which the Group has agreed that within two-year period from the completion date of disposal if (a) there is undisclosed obligations of Ningxia Shengjing exceeding RMB10 million or (b) the operation of Ningxia Shengjing is disrupted for more than three months due to the reasons stipulated in the supplementary agreement or (c) certain defects not being rectified by the Group within the specified period, Hunan Xinhua Water has a right to request the Group to repurchase the entire interest in Ningxia Shengjing from Hunan Xinhua Water at a purchase price calculated in accordance with terms specified in the supplementary agreement. In the opinion of the Directors, based on the Group's past experiences and historical operating results of all solar power plants, the possibility regarding the occurrence of the specified events as stipulated in the supplementary agreement that would trigger the repurchase event is remote, and the fair value of the put option as at 31 December 2022 is considered as insignificant.

** English name for identification only*

36. DISPOSAL OF SUBSIDIARIES (Continued)

(b) During the year ended 31 December 2022, the Group completed the following disposal of subsidiaries:– (Continued)

The net assets of the solar plant projects at the dates of disposals were as follows:

	Ningxia Xinken RMB'000 (Note i)	Zhejiang Shuqimeng RMB'000 (Note ii)	Six subsidiaries in Jiangsu RMB'000 (Note iii)	Ningxia Shenqing RMB'000 (Note iv)	Total RMB'000
Consideration:					
Consideration	8,800	7,491	89,204	135,052	240,547
	8,800	7,491	89,204	135,052	240,547
Analysis of assets and liabilities over which control was lost:					
Property, plant and equipment *(note 15)*	176,087	109,858	453,544	167,663	907,152
Right-of-use assets *(note 16)*	9,122	—	19,237	—	28,359
Other non-current assets	18,653	1,716	24,163	6	44,538
Trade and other receivables	53,398	12,128	172,938	94,876	333,340
Bank balances and cash	28	1,610	8,987	1,587	12,212
Other payables	(230,871)	(84,850)	(548,992)	(30,169)	(894,882)
Bank and other borrowings	—	—	—	(98,000)	(98,000)
Lease liabilities	(1,840)	—	(20,358)	—	(22,198)
Intragroup balances	—	—	(3,871)	—	(3,871)
Net assets disposed of	24,577	40,462	105,648	135,963	306,650
Net (loss)/gain on disposal of subsidiaries:					
Total consideration, net of transaction cost	8,800	7,491	89,204	135,052	240,547
Non-controlling interests	—	—	18,473	—	18,473
Net assets disposed of	(24,577)	(40,462)	(105,648)	(135,963)	(306,650)
(Loss)/gain on disposal	(15,777)	(32,971)	2,029	(911)	(47,630)
Net cash inflow arising on disposal:					
Cash consideration received	8,800	7,491	89,204	135,052	240,547
Less: bank balances and cash disposed of	(28)	(1,610)	(8,987)	(1,587)	(12,212)
	8,772	5,881	80,217	133,465	228,335

37. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which mainly includes amounts due to related companies, loan from a related company, bank and other borrowings, senior notes and lease liabilities, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital, perpetual notes and reserves.

The Directors review the capital structure on a periodical basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debt.

38. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 RMB'000	2022 RMB'000
Financial assets		
Amortised cost	**3,825,085**	5,296,222
FVTPL:		
Mandatorily measured at FVTPL	**45,643**	45,643
Financial liability		
Amortised cost	**1,008,370**	5,445,302

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include other investments, trade and other receivables, amounts due from related companies, pledged bank and other deposits, bank balances and cash, other payables, amounts due to related companies, loan from a related company, bank and other borrowings, senior notes, lease liabilities and financial guarantee contracts. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

The Group operates in the PRC, Japan, US and Ethiopia and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to RMB, HK$, US$, Japanese Yen ("JPY") and Ethiopian Birr ("ETB"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. The Group currently does not have a currency risk hedging policy. However, the management monitors foreign currency risk exposure by closely monitoring the movement of foreign currency rate and considers hedging against it should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets		Liabilities	
	2023	2022	**2023**	2022
	RMB'000	RMB'000	**RMB'000**	RMB'000
The Group				
HK$	**3,078**	122,012	**12,164**	23,188
US$	**243,766**	322,776	**545,998**	2,320,825
JPY	**17**	17	**—**	—
ETB	**3,348**	—	**108**	—
Inter-company balances				
US$	**—**	—	**65,741**	69,308

The foreign currency assets in 2023 and 2022 mainly relate to the US$, HK$ and ETB denominated pledged bank and other deposits and bank balances.

The foreign currency liabilities in 2023 and 2022 mainly relate to the US$ and HK$ denominated senior notes and bank and other borrowings.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Sensitivity analysis

The following sensitivity analysis details the Group's sensitivity to a 5% (2022: 5%) increase and decrease in functional currency of respective entities against the relevant foreign currencies. 5% (2022: 5%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2022: 5%) change in foreign currency rates. The sensitivity analysis also includes inter-company balances where the denomination of the balance is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates a decrease in post-tax loss (2022: a decrease in post-tax loss) and a negative number below indicates an increase in post-tax loss (2022: an increase in post-tax loss), where the functional currency of the respective entities had weakened 5% (2022: 5%) against the relevant foreign currencies. For a 5% (2022: 5%) strengthening of functional currency of respective entities against the relevant foreign currency, there would be an equal and opposite impact on the loss (2022: loss) for the year.

	HK$	**US$**	**JPY**	**ETB**
	RMB'000	RMB'000	RMB'000	RMB'000
2023				
(Increase)/decrease in loss for the year	**(454)**	**(18,399)**	**1**	**162**
2022				
(Increase)/decrease in loss for the year	4,941	(103,335)	1	—

In the opinion of the Directors, the sensitivity analysis is unrepresentative of the inherent foreign exchange of the Group's exposure to risk as the year end exposure does not reflect the exposure during the year.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to lease liabilities (see note 31). The Group is also exposed to cash flow interest rate risk in relation to variable-rate pledged bank deposits and bank balances (see note 25), and the management has considered that the cash flow interest rate risk is limited because the current market interest rates on general deposits are relatively low and stable.

Additionally, certain of the Group's borrowings are issued at variable rates which expose the Group to cash flow interest rate risk. It is the Group's policy to maintain an appropriate level between its fixed-rate and variable-rate borrowings so as to minimise the fair value and cash flow interest rate risk. The Group currently does not have a hedging policy on interest rate exposure. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises. The Group's exposures to interest rates on financial liabilities are detailed in liquidity risk management section of this note.

A fundamental reform of major interest rate benchmarks has been undertaken globally to replace some interbank offered rates ("IBORs") with alternative nearly risk-free rates. The Group closely monitored the transition to new benchmark interest rates and completed the switching of interest rate benchmark reform to secured overnight financing rate ("SOFR") during the year. Without changing in the Group's risk management strategy, there is no material impact on the financial performance and financial position of the Group for the year ended 31 December 2023 because the Group maintains low level of variable-rate borrowings to minimise the fair value and cash flow interest rate risk, the management considered that the cash flow interest rate risk is minimal.

While the Daily Simple SOFR has been identified as an alternative to LIBOR, there is no plan to discontinue LIBOR. The multi-rate approach has been adopted, whereby LIBOR and Daily Simple SOFR will co-exist. The Group's bank loan linked to LIBOR (note 29), with carrying amount of US$nil (2022: approximately US$13,356,000) (equivalent to RMBnil (2022: approximately RMB93,021,000)) as at 31 December 2023, will continue till maturity and hence, not subject to transition.

The sensitivity analysis below has been determined based on the exposure to cash flow interest rates risks. The analysis is prepared assuming the financial liabilities outstanding at the end of the reporting period were outstanding for the whole year. The following represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2023 would have increased/decreased by approximately RMB440,000 (2022: RMB12,063,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, contract assets, pledged bank and other deposits, bank balances, amounts due from related companies, other receivables and the financial loss to the Group arising from the financial guarantees provided by the Group. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets and financial guarantee contracts.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the Group has a credit control policy in place under which credit evaluations of customers are performed on all customers requiring credit. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances collectively.

The Group's concentration of credit risk by geographical locations is mainly the PRC, which accounted for over 97% (2022: 99%) of the trade receivables as at 31 December 2023. The Group's significant concentration of credit risk primarily arises when it has significant exposure to individual customers. As at 31 December 2023, Nil (2022: 91%) and Nil (2022: 92%) of the trade receivables and contract assets are due from the Group's largest customer and the five largest customers respectively from sales of electricity and tariff adjustments.

The trade receivables arising from sales of electricity, and operation and management services are mainly due from the local grid companies and state-owned enterprises in various provinces in the PRC respectively. The management considered the probability of default of trade receivables is low by taking into the account of the repayment history of the debtors, adjusted for general economic conditions of the solar power industry, relevant country default risk and an assessment of both current as well as forecast direction of market conditions at the reporting date. Accordingly, the management is of the opinion that the credit risk of trade receivables is limited.

In relation to contract assets of tariff adjustment receivables, the management performs impairment assessment on a periodic basis. Based on the assessment, the management is of the opinion that the probability of defaults of the relevant counterparties are insignificant since the solar power industry is well supported by the PRC government. In addition, as detailed in Note 5, the management are confident that all of the Group's operating power plants are able to be enlisted on the List in due course and the accrued revenue on tariff subsidy are fully recoverable but only subject to timing of allocation of funds. Accordingly, the credit risk regarding contract assets of tariff adjustment receivables is limited.

The Group always measures the loss allowance for trade receivables and contract assets, including those with significant financing component at an amount equal to lifetime ECL. The ECL on trade receivables and contract assets are assessed collectively for debtors which shared credit risk characteristics by reference to repayment history of the debts, taking into account general economic conditions of the solar power industry, relevant country default risk, and an assessment of both the current as well as the forecast direction at the reporting date.

Based on the average loss rates, the ECL on trade receivables and contract assets is considered to be insignificant.

As at 31 December 2023, 13% (2022: 1%) and 32% (2022: 1%) of the trade receivables are due from the Group's largest customer and the five largest customers respectively from operation and management services.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances and pledged bank and other deposits

The credit risks on bank balances and pledged bank and other deposits are limited because the counterparties are reputable banks and financial institutions with high credit ratings assigned by international credit-rating agencies in the PRC, United States and Hong Kong. The credit risk on bank balance located in Ethiopia is limited because the counterparty is reputable private bank without history of default.

The Group assessed 12m ECL for bank balances and pledged bank and other deposits by reference to information relating to average loss rate of the respective credit rating grades published by external credit rating agencies.

Based on the average loss rates, the ECL on bank balances and pledged bank and other deposits is considered insignificant.

Other receivables and amounts due from related companies (non-trade)

The credit quality of other receivables and amounts due from related parties (non-trade) excluding prepayments has been assessed with reference to historical information about the counterparties' payment histories and business performance. The management closely monitors the credit quality of other receivables and amounts due from related companies (non-trade) and considers those amounts, which are neither past due nor impaired, are of good credit quality in view of the good historical repayment record of such parties. In addition, the Group performs impairment assessment under ECL model on these balances individually.

For the purpose of impairment assessment of other receivables and amounts due from related companies (non-trade), including those with significant financing component, the loss allowance is measured at an amount equals to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. In determining the ECL of other receivables and amounts due from related parties (non-trade), the management of the Company makes periodical individual assessment on the recoverability of the receivables by taking into account their past repayment history, credit rating or financial position and the forward looking information that is available without undue cost or effort, and considering the debtors operate in the solar power industry which is well supported by the prevailing government policies. Except for the accumulated impairment losses of approximately RMB726,026,000 (2022: RMB762,686,000) and approximately RMB86,965,000 (2022: RMBnil) were recognised on other receivables and amounts due from related companies as at 31 December 2023 respectively, the management considered the ECL provision for other receivables and amounts due from related companies is insignificant.

As at 31 December 2023, the Group had concentration of credit risk on other receivables as the largest gross amount of amounts due from former subsidiaries as at 31 December 2023 were approximately RMB878,725,000 (2022: RMB507,236,000). As at 31 December 2023, the Group had concentration of credit risk on amounts due from related companies (non-trade) as the largest gross amount of amounts due from related companies as at 31 December 2023 were approximately RMB661,055,000 (2022: RMB88,245,000).

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial guarantee contracts

The credit quality of the borrowers and the guarantors has been assessed with reference to historical information about the counterparties' repayment histories, business performance and forward-looking information that is available without undue cost or effort. The management closely monitors the credit quality of the borrowers are of good credit quality in view of the good historical repayment record and/or financial position of such parties.

For financial guarantee contracts, the maximum amount that the Group has guaranteed under the respective contracts was approximately RMB2,974 million (2022: RMB2,322 million) as at 31 December 2023 if the guarantees were called upon in entirety. As at 31 December 2023, the Group provided back-to-back guarantees to third parties (i.e. the guarantors) for certain bank and other borrowings taken out by certain associates for project companies whereby the third parties held a substantial interest and the Group held a minority interest. The back-to-back guarantees held a maximum amount of approximately RMB1,715 million (2022: RMB1,610 million). Besides, the Group also provided financial guarantees to certain disposed subsidiaries during the period until these guarantees are replaced or the loan is repaid for their bank and other borrowings amounting to approximately RMB1,259 million (2022: RMB712 million), out of which approximately RMB367 million (2022: RMBnil) is associates of connected persons, in which Mr. Zhu Gongshan and his family members have significant influence. Since these bank and other borrowings are secured by the borrowers' (i) property, plant and equipment; (ii) trade receivables, contract assets and fee collection right in relation to sales of electricity, the credit risk on financial guarantee contracts provided by the Group were limited.

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. The loss allowance is measured at 12m ECL, in the opinion of the Directors, the fair value of the guarantees is considered insignificant at initial recognition, and the ECL as at 31 December 2023 and 2022 are insignificant.

The management considered the ECL provision of financial guarantee contracts is insignificant.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets	Other financial assets/ other items
Low risk	The counterparty has a low risk of default of counterparties	Lifetime ECL — not credit-impaired	12-month ECL
Doubtful	There has been significant increase in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL — not credit-impaired	Lifetime ECL — not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL — credit-impaired	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets and other items, which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount 2023 RMB'000	2022 RMB'000
Financial assets at amortised cost						
Amounts due from related companies						
— Trade related	24	N/A	Low risk *(note a)*	Lifetime ECL not credit-impaired	**10,457**	8,308
— Non-trade related	24	N/A	Low risk *(note a)*	12m ECL	**1,529,783**	291,792
					1,540,240	300,100
Pledged bank and other deposits						
— Pledged bank deposits	25	Aa1 to Ba1	Low risk *(note b)*	12m ECL	**42,047**	130,760
— Pledged other deposits	25	AA+ to Baa3	Low risk *(note b)*	12m ECL	**59,882**	131,026
					101,929	261,786
Bank balances and cash	25	AA+ to Ba3	Low risk *(note b)*	12m ECL	**555,395**	797,125
Other receivables and deposits*	21	N/A	Low risk *(note e)*	12m ECL	**1,612,288**	2,277,562
		N/A	Loss *(note e)*	Lifetime ECL credit-impaired	**709,340**	666,233
					2,321,628	2,943,795
Trade receivables	21	N/A	Low risk *(note c)*	Lifetime ECL not credit-impaired	**83,857**	1,592,950
Other items						
Contract assets	22	N/A	Low risk *(note c)*	Lifetime ECL not credit-impaired	**—**	55,372
Assets classified as held for sale						
— Trade receivables	26	N/A	Low risk *(note c)*	Lifetime ECL not credit-impaired	**31,259**	106,506
— Other receivables	26	N/A	Low risk *(note e)*	12m ECL	**3,210**	2,493
— Pledged bank deposits	26	Aa1 to Ba1	Low risk *(note b)*	12m ECL	**—**	4,500
— Bank balances and cash	26	AA+ to Baa3	Low risk *(note b)*	12m ECL	**558**	53,208
Financial guarantee contracts	38(b)	N/A	Low risk *(note d)*	12m ECL	**2,974,307**	2,322,307

* The gross carrying amounts disclosed above include the relevant interest receivables which are presented in other receivables.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

a. The Group performs impairment assessment under expected credit loss on amounts due from related companies, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. The ECL are assessed individually for debtors by reference to past repayment history, credit rating or financial position of the debtors and forward-looking information that is available without undue cost or effort, and also taking into account of the prevailing government policies that support the solar power industry which the Group's debtors operate.

The following table shows movement in ECL that has been recognised for amounts due from related companies:

	12m ECL RMB'000	Lifetime ECL not credit-impaired RMB'000
At 1 January 2022, 31 December 2022 and 1 January 2023	–	–
Changes due to amounts due from related companies recognised at 1 January 2023:		
Impairment losses recognised	86,202	763
At 31 December 2023	86,202	763

b. In determining the ECL of bank balances and pledged bank and other deposits, the Group has taken into account the counterparties are reputable banks and financial institutions with high credit ratings assigned by international credit agencies or without history of default and forward looking information as appropriate. The Group assessed 12m ECL for bank balances and pledged bank and other deposits by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies and the management considers that expected credit loss on bank balances and pledged bank and other deposits are immaterial.

c. For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items collectively based on internal credit rating as grouping for various debtors with shared credit risk characteristics by reference to repayment history of the debtor, adjusted for factors in relation to general economic conditions of the solar power industry, relevant country default risk and an assessment of both the current as well as the forecast direction at the reporting date.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to the Solar Energy Business. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed collectively within lifetime ECL (not credit-impaired) as at 31 December 2023 and 2022.

Gross carrying amount

2023

Internal credit rating	**Average loss rate**	**Trade receivables RMB'000**	**Average loss rate**	**Contract assets RMB'000**
Low risk	**0.36%**	**83,857**	**—**	**—**

2022

Internal credit rating	Average loss rate	Trade receivables RMB'000	Average loss rate	Contract assets RMB'000
Low risk	0.23%	1,592,950	0.72%	55,372

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

c. *(Continued)*

The estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. During the current year, the Group has recognised impairment loss on trade receivables and contract assets of RMBnil (2022: approximately RMB663,000) and RMBnil (2022: RMB177,000), respectively.

The following table shows movement in ECL that has been recognised for trade receivables:

	Lifetime ECL not-credit impaired RMB'000
At 1 January 2022	2,892
Changes due to trade receivables recognised at 1 January 2022:	
Impairment losses recognised	663
At 31 December 2022 and 1 January 2023	3,555
Changes due to trade receivables recognised at 1 January 2023:	
Disposal of subsidiaries	(3,555)
At 31 December 2023	—

The following table shows movement in ECL that has been recognised for contract assets:

	Lifetime ECL not-credit impaired RMB'000
At 1 January 2022	238
Changes due to contract assets recognised at 1 January 2022:	
Impairment losses recognised	177
At 31 December 2022 and 1 January 2023	415
Changes due to contract assets recognised at 1 January 2023:	
Disposal of subsidiaries	(415)
At 31 December 2023	—

d. For financial guarantee contracts, the gross carrying amount represents the maximum amount that the Group has guaranteed under the relevant contracts.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

e. As at 31 December 2023 in the opinion of the Directors, the Group has recognised impairment loss on other receivables and deposits of approximately RMB726,026,000 (2022: RMB762,686,000).

The following table shows movement in ECL that has been recognised for other receivables and deposits.

	12m ECL RMB'000	Lifetime ECL Credit-impaired RMB'000
At 1 January 2022	—	377,370
Changes due to other receivables and deposits recognised at 1 January 2022:		
Impairment losses recognised	96,453	288,863
At 31 December 2022 and 1 January 2023	96,453	666,233
Changes due to other receivables and deposits recognised at 1 January 2023:		
(Reversal of impairment loss)/impairment losses recognised	(76,018)	144,618
Written-off	—	(101,511)
Disposal of subsidiaries	(3,749)	—
At 31 December 2023	16,686	709,340

Changes in the loss allowance (excluding written-off and disposal of subsidiaries) for other receivables and deposits are mainly due to:

2023

	Notes	12m ECL RMB'000	Lifetime ECL Credit-impaired RMB'000
Reversal of expected credit loss on other receivables and deposits other than amounts due from former subsidiaries	*(i)*	(76,018)	—
Expected credit loss on amounts due from former subsidiaries	*(ii)*	—	144,618
Total		(76,018)	144,618

2022

	Notes	12m ECL RMB'000	Lifetime ECL Credit-impaired RMB'000
Expected credit loss on other receivables and deposits other than amounts due from former subsidiaries	*(i)*	96,453	–
Expected credit loss on amounts due from former subsidiaries	*(ii)*	–	288,863
Total		96,453	288,863

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

e. *(Continued)*

Notes:

(i) The Group performs impairment assessment under expected credit loss on other receivables and deposits, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. The ECL are assessed individually for debtors by reference to past repayment history, credit rating or financial position of the debtors, forward-looking information that is available without undue cost or effort, and also taking into account of the prevailing government policies that support the solar power industry which the Group's debtors operate.

(ii) The Group completed substantial disposal of solar power plants during the financial years ended 31 December 2018 to 2023 as part of its transition to become an asset-light enterprise. The amount represents impairment loss arising from set off arrangements with amounts due from former subsidiaries in relation to general rectification and indemnification clauses (including approximately RMB5,052,000 (2022: RMB62,450,000) for rectification cost compensation, RMB132,659,000 (2022: RMB57,210,000) for construction payable adjustments, RMB18,588,000 (2022: RMB99,616,000) for on-grid electricity guarantee and reversal of approximately RMB11,681,000 (2022: impairment of RMB69,587,000) for tax on land use indemnification) in accordance with the terms of the sale and purchase agreements of the disposals of solar power plants during the financial years ended 31 December 2018 to 2022.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

As at 31 December 2023, the Group's current assets exceeded its current liabilities by approximately RMB1,760 million (2022: RMB3,794 million) and had bank balances and cash of approximately RMB555 million (2022: RMB797 million) against bank and other borrowings, loan from a related company and lease liabilities due within one year amounted to approximately RMB141 million (2022: RMB472 million).

The Group finances its capital intensive operations by short-term and long-term bank and other borrowings and shareholders' equity and perpetual notes.

The Directors are of the opinion that, taking into account the above measures, undrawn banking facilities and the Group's cash flow projection for the coming year, the Group will have sufficient working capital to meet its cash flow requirements in the next twelve months.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the contractual repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest rate risk tables

	Weighted interest rate %	On demand interest or less than 3 months RMB'000	3 months to 1 year RMB'000	1–2 years RMB'000	2–5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
At 31 December 2023								
Other payables	—	418,018	—	—	—	—	418,018	418,018
Amounts due to related companies	—	175,748	—	—	—	—	175,748	175,748
Loan from a related company	—	4,811	—	—	—	—	4,811	4,811
Bank and other borrowings								
— fixed-rate	5.01%	9,840	24,394	30,357	71,829	203,602	340,022	321,870
— variable-rate	7.34%	—	90,599	—	—	—	90,599	87,923
Financial guarantee contracts	—	2,974,307	—	—	—	—	2,974,307	—
Subtotal		3,582,724	114,993	30,357	71,829	203,602	4,003,505	1,008,370
Lease liabilities	5.04%	4,366	13,100	18,728	28,219	104,654	169,067	138,044
Total		3,587,090	128,093	49,085	100,048	308,256	4,172,572	1,146,414

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest rate risk tables (Continued)

	Weighted interest rate %	On demand interest or less than 3 months RMB'000	3 months to 1 year RMB'000	1–2 years RMB'000	2–5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
At 31 December 2022								
Other payables	—	906,476	—	—	—	—	906,476	906,476
Amounts due to related companies	—	143,145	—	—	—	—	143,145	143,145
Loan from a related company	—	4,811	—	—	—	—	4,811	4,811
Bank and other borrowings								
— fixed-rate	6.24%	1,934	6,490	8,596	27,027	67,895	111,942	106,895
— variable-rate	4.62%	50,953	367,817	285,345	748,778	1,635,166	3,088,059	2,561,404
Senior notes	10%	—	—	1,894,828	—	—	1,894,828	1,722,571
Financial guarantee contracts	—	2,322,207	—	—	—	—	2,322,207	-
Subtotal		3,429,526	374,307	2,188,769	775,805	1,703,061	8,471,468	5,445,302
Lease liabilities	5.32%	13,802	24,905	46,865	102,054	227,088	414,714	293,601
Total		3,443,328	399,212	2,235,634	877,859	1,930,149	8,886,182	5,738,903

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest rate risk tables (Continued)

The amounts included above for variable-rate borrowings are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

Bank and other borrowings that are repayable on demand due to breach of loan covenants which the cross default clauses in several banks of the Group have been triggered as a result of the Group's involvement in certain litigation cases relating to claims by relevant claimants exceeded the limit of litigation amounts stipulated in the financial covenants of certain borrowings, as disclosed in note 29, are included in the "on demand or less than 3 months" time band in the above maturity analysis. As at 31 December 2023, the aggregate carrying amount of these bank and other loans amounted to RMBnil (2022: approximately RMB59,034,000). The Group has not received any request from any lenders to accelerate the repayments of bank and other borrowings as a result of breach of financial covenants mentioned above. The Group is actively pursuing additional financing including, but not limited to, equity financing from issuance of new shares, extension of payment date for bank and other borrowings that are due for maturity and divesting certain of its existing power plant projects in exchange for cash proceeds.

The following table details the Group's aggregate principal and interest cash outflows based on scheduled repayments for bank and other borrowings that became repayable on demand due to the aforesaid breach of loan covenants by the Group. To the extent that interest flows are variable rate, the undiscounted amount is derived from weighted average interest rate at the end of the reporting period.

	Weighted average interest rate %	Less than 1 year RMB'000	1–2 years RMB'000	2–5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
As at 31 December 2023	N/A	–	–	–	–	–	–
As at 31 December 2022	4.9%	22,334	22,334	32,514	–	77,182	59,034

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity and interest rate risk tables (Continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amounts if those amounts are claimed by the counterparty to the guarantees. Based on expectations at the end of the reporting period, the Group considered that it is more likely than not that no amount would be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparties claiming under the guarantees which is a function of the likelihood that the financial receivables held by the counterparties which are guaranteed suffer credit losses.

(c) Fair value measurements of financial instruments

Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation when necessary. The Directors work closely with the corporate finance team and/or qualified valuers to establish the appropriate valuation techniques and inputs to the model. The management of the Group reports the findings to the Directors every half year to explain the cause of fluctuations in the fair value of the assets and liabilities.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed below.

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets (classified as other investments) are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used).

38. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value measurements and valuation processes (Continued)

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Financial assets	Fair value as at		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
	2023	2022				
	RMB'000	RMB'000				
Unlisted equity investments measured at financial assets at FVTPL *(note)*	**43,714**	43,714	Level 3	Price to book ("PB") ratio	PB value in the relevant industry and net assets value	An increase in the PB value or net asset value would result in increase in fair value and vice versa
Club membership	**1,929**	1,929	Level 2	Quoted prices from recent transaction price	N/A	N/A

Note: If the PB value was 5% higher or lower while all the other variables were held constant, the change in fair value of the other investments would increase or decrease by approximately RMB2,186,000 (2022: RMB2,186,000) for the year ended 31 December 2023.

If the net assets value was 5% higher or lower while all the other variables were held constant, the change in fair value of the other investments would increase or decrease by approximately RMB2,186,000 (2022: RMB2,186,000) for the year ended 31 December 2023.

There is no transfer between the different levels of the fair value hierarchy for the year.

(ii) Reconciliation of Level 3 fair value measurements

	Unlisted equity investments measured at financial assets at FVTPL	
	2023	2022
	RMB'000	RMB'000
Opening and closing balance	**43,714**	43,714

There was no fair value change (2022: RMBnil) during the current year attributable to other investments as at 31 December 2023 and 2022.

38. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value measurements and valuation processes (Continued)

The carrying amounts and fair values of the Group's financial instruments reasonably approximate to fair values.

Management has assessed that the fair values of pledged bank and other deposits, trade receivables, trade payables, financial assets included in other receivables and deposits, balances with related parties, financial liabilities included in other payables and accruals, and senior notes, approximate to their carrying amounts. The fair values of the interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for these interest-bearing bank and other borrowings as at 31 December 2023 and 2022 were assessed to be insignificant.

The Group's corporate finance team headed by the group finance controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the Directors and the audit committee. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payable RMB'000 *(Note 27)*	Amounts due to related companies RMB'000 *(Note 24)*	Loan from a related company RMB'000 *(Note 28)*	Bank and other borrowings RMB'000 *(Note 29)*	Senior notes RMB'000 *(Note 30)*	Lease liabilities RMB'000 *(Note 31)*	Dividend payable to non-controlling shareholders RMB'000 *(Note 27)*	Total RMB'000
At 1 January 2022	193,176	114,220	32,325	3,093,469	3,115,367	371,363	31,721	6,951,641
Financing cash flows	(299,559)	28,925	(27,652)	(1,137,805)	(1,369,329)	(35,012)	(13,844)	(2,854,276)
Non-cash and other transactions:								
Exchange alignment on translation	6,359	—	—	48,781	145,654	8,156	—	208,950
Finance costs	235,303	—	138	315,330	—	20,772	—	571,543
Disposal of subsidiaries	(42,371)	—	—	(98,000)	—	(22,198)	—	(162,569)
Gain on redemption	—	—	—	—	(169,121)	—	—	(169,121)
Non-cash settlement of discounted bills *(note 44(a))*	—	—	—	(8,156)	—	—	—	(8,156)
New leases entered	—	—	—	—	—	28,144	—	28,144
Lease terminated	—	—	—	—	—	(87,236)	—	(87,236)
Transfer from liabilities associated with assets as held-for-sale	—	—	—	454,680	—	9,612	—	464,292
Transfer to liabilities directly associated with assets as held-for-sale	—	—	—	(148,876)	—	(23,305)	—	(172,181)
At 31 December 2022 and 1 January 2023	92,908	143,145	4,811	2,519,423	1,722,571	270,296	17,877	4,771,031
Financing cash flows	(173,444)	32,603	-	(466,517)	(1,598,641)	(36,496)	(17,877)	(2,260,372)
Non-cash and other transactions:								
Exchange alignment on translation	37	-	-	10,683	-	5,187	-	15,907
Finance costs	88,359	-	-	220,674	-	14,542	-	323,575
Disposal of subsidiaries	-	-	-	(1,874,470)	-	(132,177)	-	(2,006,647)
Gain on redemption	-	-	-	-	(123,930)	-	-	(123,930)
New leases entered	-	-	-	-	-	15,848	-	15,848
At 31 December 2023	**7,860**	**175,748**	**4,811**	**409,793**	**-**	**137,200**	**-**	**735,412**

40. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

(i) Capital commitments

	2023	2022
	RMB'000	RMB'000
Capital contribution contracted but not provided for:		
Share capital of joint venture	**24,500**	24,500
Contracted but not provided for:		
Construction of Natural Gas Liquefaction Plant	**106,713**	—

Apart from the above-mentioned, there is no other material commitments at the end of the reporting period.

(ii) Contingent liabilities

Except for the financial guarantee contracts provided by the Group to third parties and related companies as disclosed in note 38(b), the Group had no any other material contingent liability as at 31 December 2022 and 2023.

41. PLEDGE OF ASSETS/RESTRICTIONS ON ASSETS

Pledge of assets

The Group's borrowings (other than those disclosed in note 26 if any) had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

	2023	2022
	RMB'000	RMB'000
Property, plant and equipment	**872,261**	2,956,646
Pledged bank and other deposits	**101,929**	261,786
Trade receivables and contract assets	**—**	1,385,107
	974,190	4,603,539

The Group's secured bank and other borrowings were secured, individually or in combination, by (i) certain property, plant and equipment of the Group; (ii) certain pledged bank and other deposits of the Group; (iii) certain subsidiaries' trade receivables, contract assets and fee collection rights in relation to the sales of electricity; and (iv) equity interests in certain subsidiaries of the Group.

Restrictions on assets

In addition, lease liabilities (other than those disclosed in note 26 if any) of approximately RMB137,200,000 (2022: RMB270,296,000) are recognised and their related right-of-use assets are approximately RMB76,786,000 (2022: RMB219,290,000) as at 31 December 2023. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by lessor and the relevant leased assets may not be used as security for borrowing purposes.

Details of bills issued by third parties endorsed with recourse for settlement of payables for purchase of plant and machinery and construction costs are disclosed in note 27.

42. RETIREMENT BENEFITS SCHEMES

(a) The PRC

The Group contributes to retirement plans for its employees in the PRC at a percentage of their salaries in compliance with the requirements of the respective municipal governments in the PRC. The municipal governments undertake to assume the retirement benefit obligations of all existing and future retired employees of the Group in the PRC.

(b) Hong Kong

The Group participates in a pension scheme, which was registered under the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), for all its employees in Hong Kong. The scheme is a defined contribution scheme and is funded by contributions from employers and employees according to the provisions of the MPF Ordinance.

Forfeited contributions of approximately RMB537,000 (2022: RMB199,000) were used to reduce the level of employers' contributions for the year ended 31 December 2023. As at 31 December 2023 and 2022, there was no forfeited contribution available to reduce the contributions payable in the future years.

Long service payment obligations

Pursuant to the Hong Kong Employment Ordinance, the Group has the obligation to pay long service payment ("LSP") to qualifying employees in Hong Kong upon retirement, subject to a minimum of 5 years' employment period, based on the formula of "last monthly wages (before termination of employment) × 2/3 × years of service". Last monthly wage is capped at HK$22,500 while the amount of long service payment shall not exceed HK$390,000. This obligation is accounted for as a post – employment defined benefit plan. The Mandatory Provident Fund Schemes Ordinance permits the withdrawal of accrued benefits derived from an employer's MPF contributions for the purpose of offsetting LSP payable to an employee under the Employment Ordinance. The LSP obligation, if any, is presented on a net basis.

The Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "Amendment Ordinance") was gazetted in June 2022 and will take effect on 1 May 2025 (the "Transition Date"). Under the Amended Ordinance, accrued benefits derived from an employer's mandatory MPF contributions after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be calculated based on the last monthly wages immediately preceding the Transition Date.

The Group has not accounted for the offsetting mechanism owing to immateriality and its abolition as disclosed in note 3.

42. RETIREMENT BENEFITS SCHEMES (Continued)

(c) The US

In 2015, the Company established a 401(k) savings trust plan ("401(k) Plan"), a defined contribution plan and is funded by employers and employees, in the US that qualifies as an Inland Revenue Service ("IRS") deferred salary arrangement under Section 401(k) of the US Internal Revenue Code. Under the 401(k) Plan, participating employees may elect to contribute up to a maximum amount subject to certain IRS limitations.

During the year ended 31 December 2023, total amounts contributed by the Group to the schemes in the PRC, Hong Kong and the US and charged to profit or loss, which represent contributions payable to the schemes by the Group at rates specified in the rules of the schemes are approximately RMB30,249,000 (2022: RMB36,268,000).

43. RELATED PARTY DISCLOSURES

Except as disclosed elsewhere in the consolidated financial statements, the Group also entered into the following material transactions or arrangements with related parties:

(a) Operation and management services income from related companies

	2023 **RMB'000**	2022 RMB'000
Fellow subsidiaries		
蘇州協鑫光伏電力科技有限公司 Suzhou GCL Photovoltaic Power Technology Co., Ltd.* ("Suzhou GCL Technology") *(note i)*	**9,234**	8,218
GCL Solar Energy Limited *(note ii)*	**3,523**	5,568
Associates *(note iii)*		
Jiangling	**3,007**	3,055
Huarong	**—**	620
Linzhou Xinchuang	**—**	447
Xinan	**2,810**	2,876
Ruzhou	**2,358**	2,424
	20,932	23,208

43. RELATED PARTY DISCLOSURES (Continued)

(a) Operation and management services income from related companies (Continued)

	2023 RMB'000	2022 RMB'000
Related companies *(note iv)*		
協鑫綠能系統科技有限公司 GCL Green Energy System Technology Co., Ltd* ("GCL Green Energy")	**3,824**	3,357
南京協鑫巽能能源科技有限公司 Nanjing GCL Sunneng Energy Technology Co., Ltd. ("Nanjing GCL Sunnenga")	**5,498**	—
Yixian Guoxin	**12**	—
Huludao Lianshan GCL	**13**	—
Huzhu Haoyang	**27**	—
Haidong Yuantong	**14**	—
Shenyang Yuhong	**13**	—
Zhuanglang Guangyuan	**12**	—
Inner Mongolia Jinxi	**12**	—
Shandong Wanhai	**12**	—
Tongyu GCL	**13**	—
Changsha Xinjia	**13**	—
Weishan Xinneng	**12**	—
Longkou GCL	**5**	—
Putian Hanjiang Xinneng	**12**	—
Shangqiu Xieneng	**5**	—
Lankao GCL	**5**	—
Luohe Xinli	**5**	—
Shanghai GCL New Energy	**5**	—
Shanwei GCL	**5**	—
Guangzhou GCL	**5**	—
Qinghai Baineng	**7**	—
Hualong Xiehe	**14**	—
Tongyu Xinyuan	**13**	—
Tongyu Zanjia Poultry	**13**	—
Jilin Yilian New Energy	**13**	—
Leizhou GCL	**5**	—
Xuzhou Xinri	**12**	—
Yongzhou GCL	**13**	—
Taoyuan Xinyuan	**14**	—
Taoyuan Xinhui	**12**	—
Taoyuan Xinneng	**12**	—
福建省浦城縣鑫浦光伏電力有限公司 Fujian Pucheng Xinpu Photovoltaic Power Co., Ltd.	**12**	—
浦城縣協鑫合創光伏電力有限公司 Pucheng GCL Hechuang Photovoltaic Power Co., Ltd.	**12**	—
Total:	**30,606**	26,565

43. RELATED PARTY DISCLOSURES (Continued)

(a) Operation and management services income from related companies (Continued)

Notes:

(i) Suzhou GCL Operation (as defined in note 46(a)), an indirect wholly-owned subsidiary of the Company, provides operation and management services to the solar power plants of Suzhou GCL Technology and its subsidiaries.

(ii) GCL New Energy International Limited and GCL New Energy, Inc., indirect wholly-owned subsidiaries of the Company, provided asset management and administrative services to GCL Solar Energy Limited for its overseas operations in South Africa and the US. GCL Solar Energy Limited is a subsidiary of GCL Technology.

(iii) During the years ended 31 December 2023 and 2022, Suzhou GCL Operation provided operation and management services to the solar power plants of Jiangling, Huarong, Linzhou Xinchuang, Xinan and Ruzhou.

(iv) During the years ended 31 December 2023 and 2022, Suzhou GCL Operation provided operation and management services to the solar power plants of all the above related companies, in which Mr. Zhu Gongshan and his family members have significant influence.

(b) Interest expense on loan from a related company

	2023 **RMB'000**	2022 RMB'000
Related company *(note)*		
南京鑫能陽光產業投資基金企業(有限合夥) Nanjing Xinneng Solar Property Investment Fund Enterprise (Limited partnership)*	—	138
	—	138

Note: Mr. Zhu Gongshan and his family members have significant influence.

43. RELATED PARTY DISCLOSURES (Continued)

(c) Lease contract with a connected person (note)

	2023 RMB'000	2022 RMB'000
Connected person		
蘇州協鑫工業應用研究院有限公司		
Suzhou GCL Industrial Applications Research Co., Ltd*		
("Suzhou GCL Industrial Applications Research")		
— Payments for right-of-use assets	**16,298**	16,298
— Interest expense on lease liabilities	**545**	388

As at 31 December 2023, the Group had the following lease liabilities in respect of the aforesaid lease:

	2023 RMB'000	2022 RMB'000
Suzhou GCL Industrial Applications Research		
— Lease liabilities	**14,956**	7,201
	14,956	7,201

Note: The Group has entered into a lease agreement for the use of office premises from Suzhou GCL Industrial Application Research for three years and recognised right-of-use assets and lease liabilities of approximately RMB45,570,000 during the year ended 31 December 2020. On 27 September 2023, the lease was renewed for two years to 30 September 2025. The Group made payments for the respective right-of-use assets of approximately RMB16,298,000 for both years ended 31 December 2023 and 2022 respectively for the premises. Suzhou GCL Industrial Applications Research is an associate of Mr. Zhu Gongshan and his family and thus a connected person of the Company under the Listing Rules.

(d) Gaotang EPC agreement and rooftop construction provided by a connected person

	2023 RMB'000	2022 RMB'000
Connected person *(note)*		
協鑫能源工程有限公司 GCL Energy Engineering Co., Ltd*		
("GCL Energy Engineering")		
– EPC and rooftop construction	**—**	14,108

Note:

On 7 September 2022, the Group as principal and GCL Energy Engineering as contractor entered into (i) an EPC agreement for the construction of the rooftop distributed photovoltaic power station at a consideration of approximately RMB13,270,140; and (ii) a supplementary agreement for the rooftop reinforcement construction work over the rooftop distributed photovoltaic power station at a consideration of approximately RMB837,962. GCL Energy Engineering is an associate of Mr. Zhu Gongshan and his family and thus a connected person of the Company under the Listing Rules.

43. RELATED PARTY DISCLOSURES (Continued)

(e) Shandong EPC services provided by a connected person

	2023 RMB'000	2022 RMB'000
Connected person *(note)*		
GCL Green Energy		
– Payment for technical transformation of solar power plant	**6,868**	—
	6,868	—

Note:

On 9 December 2022, the Group as principal and GCL Green Energy as contractor entered into an EPC agreement for the technical transformation of planned construction capacity of approximately 8.58MW of part of the Yangkou Photovoltaic Power Station at a consideration of approximately RMB13,998,356. GCL Green Energy is an associate of Mr. Zhu Gongshan and his family and thus a connected person of the Company under the Listing Rules.

(f) Profit attributable on perpetual notes

	2023 RMB'000	2022 RMB'000
GCL-Poly (Suzhou)	**78,069**	78,069
Taicang GCL	**22,306**	22,306
Suzhou GCL	**55,764**	55,764
Jiangsu GCL	**44,611**	44,611
	200,750	200,750

Perpetual notes which are denominated in RMB and unsecured, have a variable distribution rate of 7.3% to 11% which could be deferred indefinitely at the option of the issuer and have no fixed repayment term. There is no distribution on perpetual notes for both years.

43. RELATED PARTY DISCLOSURES (Continued)

(g) Guarantees provided to related companies

As at 31 December 2023, the Group provided guarantee to associates of connected persons, in which Mr. Zhu Gorgshan and his family members have significant influence, including Huzhou Haoyang and Haidong Yuantong for certain of their bank and other borrowings with maximum amount of RMB367,000,000 (2022: RMBnil). Since these bank and other borrowings are secured by the borrowers' (i) property, plant and equipment, (ii) trade receivables, contract assets and fee collection right in relation to sales of electricity, in the opinion of the Directors, the fair value of the guarantee is considered insignificant at initial recognition and the ECL as at 31 December 2023 are considered insignificant.

(h) Compensation of key management personnel

The remuneration of senior management personnel, comprising directors' (whether executive or otherwise) remuneration during the year was as follows:

	2023	2022
	RMB'000	RMB'000
Short-term benefits	**21,276**	23,957
Post-employment benefits	**358**	466
Share-based payments	**1,845**	3,646
	23,479	28,069

The remuneration of the Directors and other key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

** English name for identification only*

44. MAJOR NON-CASH TRANSACTIONS

(a) Year ended 31 December 2022

Short-term borrowings/advances drawn on discounted bills with recourse of approximately RMB8,156,000 have been settled through bills discounted to the relevant financial institutions.

45. EVENTS AFTER THE REPORTING PERIOD

On 4 March 2024, an indirect wholly-owned subsidiary of the Company entered into an agency agreement with a related company to provide LNG related services.

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(a) General information of subsidiaries

Details of the Group's principal subsidiaries at the end of the reporting period are set out below:

Name of subsidiary	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Interest held 2023 %	Interest held 2022 %	Principal activities
Directly held:					
Pioneer Getter Limited	British Virgin Islands/ Hong Kong	US$1	100%	100%	Investment holding
Indirectly held:					
協鑫新能源國際有限公司 GCL New Energy International Limited	Hong Kong	HK$1	100%	100%	Investment holding
協鑫新能源發展有限公司 GCL New Energy Development Limited	Hong Kong	HK$1	100%	100%	Investment holding
協鑫新能源管理有限公司 GCL New Energy Management Limited	Hong Kong	HK$1	100%	100%	Investment holding
協鑫新能源貿易有限公司 GCL New Energy Trading Limited	Hong Kong	HK$1	100%	100%	Investment holding
協鑫新能源投資(中國)有限公司 GCL New Energy Investment (China) Co., Ltd[2] ("GCL New Energy Investment")	PRC	US$1,188,000,000	100%	100%	Investment holding
蘇州協鑫新能源運營科技有限公司 Suzhou GCL New Energy Operation and Technology Co., Ltd[1, 3] ("Suzhou GCL Operation")	PRC	RMB50,000,000	100%	100%	Investment holding
南京協鑫新能源發展有限公司 Nanjing GCL New Energy Development Co., Ltd[1, 3] ("Nanjing GCL New Energy")	PRC	US$1,188,000,000	100%	100%	Investment holding

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

(a) General information of subsidiaries (Continued)

Name of subsidiary	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Interest held 2023 %	Interest held 2022 %	Principal activities
Indirectly held: *(Continued)*					
蘇州協鑫新能源投資有限公司 Suzhou GCL New Energy Investment Co., Ltd.[1,3]	PRC	RMB12,928,250,000	**100%**	100%	Investment holding
鎮江協鑫新能源有限公司 Zhenjiang GCL New Energy Co., Ltd.[1, 3]	PRC	RMB33,000,000	**100%**	100%	Investment holding
高唐縣協鑫晶輝光伏有限公司 Gaotang County GCL Jing Hui Photovoltaic Co., Ltd.[1,3, 4]	PRC	RMB81,000,000	**—**	100%	Operation of solar power plant
內蒙古香島新能源發展有限公司 Inner Mongolia Xiangdao New Energy Development Company Limited[1, 3, 4]	PRC	RMB273,600,000	**—**	90.1%	Operation of solar power plant
鄆城鑫華能源開發有限公司 Yuncheng Xinhua Energy Development Co,. Ltd[1, 3, 4]	PRC	RMB58,597,800	**—**	51%	Operation of solar power plant
磴口協鑫光伏電力有限公司 Dengkou GCL Photovoltaic Power Co., Ltd [1, 3, 5]	PRC	RMB15,500,000	**100%**	100%	Operation of solar power plant
微山鑫能光伏電力有限公司 Weishan Xin Neng Solar Power Co., Ltd.[1, 3, 4]	PRC	RMB75,000,000	**—**	100%	Operation of solar power plant

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

(a) General information of subsidiaries (Continued)

Name of subsidiary	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Interest held 2023 %	Interest held 2022 %	Principal activities
Indirectly held: ***(Continued)***					
互助昊陽光伏發電有限公司 Huzhu Haoyang Photovoltaic Electric Power Co., Ltd.[1, 3, 4]	PRC	RMB66,000,000	—	100%	Operation of solar power plant
河南協鑫新能源投資有限公司 Henan GCL New Energy Investment Co., Ltd.[1,3]	PRC	RMB600,000,000	100%	100%	Operation of solar power plant
江蘇協鑫新能源有限公司 Jiangsu GCL New Energy Co., Ltd.[1,3]	PRC	RMB500,000,000	100%	100%	Operation of solar power plant
西安協鑫新能源管理有限公司 Xi'an GCL New Energy Management Co., Ltd.[1,3]	PRC	RMB1,500,000,000	100%	100%	Operation of solar power plant
安徽協鑫新能源投資有限公司 Anhui GCL New Energy Investment Co., Ltd.[1,3]	PRC	RMB238,000,000	100%	100%	Operation of solar power plant
內蒙古協鑫光伏電力有限公司 Inner Mongolia GCL Photovoltaic Electric Power Co, Ltd.[1,3]	PRC	RMB200,000,000	100%	100%	Operation of solar power plant
山東萬海電力有限公司 Shandong Wanhai Solar Power Co., Ltd.[1, 3, 4] ("Wanhai")	PRC	RMB60,000,000	—	100%	Operation of solar power plant

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

(a) General information of subsidiaries (Continued)

Name of subsidiary	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Interest held 2023 %	Interest held 2022 %	Principal activities
Indirectly held: *(Continued)*					
寧夏協鑫新能源投資有限公司 Ningxia GCL New Energy Investment Co., Ltd.[1,3]	PRC	RMB200,000,000	**100%**	100%	Operation of solar power plant
江蘇協鑫新能源投資有限公司 Jiangsu GCL New Energy Investment Co., Ltd.[1,3]	PRC	RMB100,000,000	**100%**	100%	Operation of solar power plant
常州中暉光伏科技有限公司 Changzhou Zhonghui Photovoltaic Technology Company Limited[1,3]	PRC	RMB10,000,000	**100%**	100%	Investment holding
青海協鑫新能源有限公司 Qinghai GCL New Energy Company Limited[1,3]	PRC	RMB149,480,000	**100%**	100%	Investment holding

1 English name for identification only

2 Foreign investment enterprises

3 Domestic PRC Companies

4 These subsidiaries were disposed of during the year ended 31 December 2023.

5 The subsidiary was classified as held for sale as the Group signed an equity transfer agreement with the acquirer during the preceding year.

The above table lists the subsidiaries of the Group which in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries of the Company had issued any debt securities at the end of each reporting period.

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiary of the Group that has material non-controlling interests as at 31 December 2023 and 2022:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		2023	2022	2023	2022	2023	2022
				RMB'000	RMB'000	RMB'000	RMB'000
Non-wholly owned subsidiary of Suzhou GCL New Energy:							
Nanjing GCL New Energy	PRC	–	–	200,750	200,750	2,939,222	2,738,472
				200,750	200,750	2,939,222	2,738,472

Nanjing GCL New Energy

The table below shows details of perpetual notes holders as at 31 December 2023 and 2022, the carrying amount of the perpetual notes of approximately RMB2,939,222,000 as at 31 December 2023 (2022: RMB2,738,472,000) and interest expense arising from perpetual notes of approximately RMB200,750,000 (2022: RMB200,750,000) has been recognised in profit or loss by Nanjing GCL New Energy. The perpetual notes are classified as non-controlling interests in the consolidated financial statements of the Group.

Name of perpetual notes holders	Interest accrued to perpetual notes		Carrying amounts of perpetual notes	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000
GCL-Poly (Suzhou)	78,069	78,069	1,143,164	1,065,095
Taicang GCL	22,306	22,306	326,863	304,557
Suzhou GCL	55,764	55,764	816,353	760,589
Jiangsu GCL	44,611	44,611	652,842	608,231
	200,750	200,750	2,939,222	2,738,472

47. SUMMARY FINANCIAL INFORMATION OF THE COMPANY

Statement of financial position

	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS		
Interests in subsidiaries	**492,703**	2,192,835
Amounts due from subsidiaries	**1,066,256**	2,738,457
	1,558,959	4,931,292
CURRENT ASSETS		
Prepayments	**626**	1,229
Bank balances and cash	**164,442**	335,716
	165,068	336,945
CURRENT LIABILITIES		
Accruals and other payables	**11,928**	84,030
Amount due to a fellow subsidiary	**256,960**	256,960
	268,888	340,990
NET CURRENT LIABILITIES	**(103,820)**	(4,045)
NON-CURRENT LIABILITIES		
Senior notes	**—**	1,722,571
NET ASSETS	**1,455,139**	3,204,676
CAPITAL AND RESERVES		
Share capital	**81,773**	81,773
Reserves	**1,373,366**	3,122,903
TOTAL EQUITY	**1,455,139**	3,204,676

47. SUMMARY FINANCIAL INFORMATION OF THE COMPANY (Continued)

Movements in reserves

	Share premium RMB'000	Contributed surplus RMB'000	Translation reserve RMB'000	Share options reserve RMB'000	Accumulated losses RMB'000	Carrying Total RMB'000
At 1 January 2022	5,005,356	56,318	(64,015)	72,588	(777,667)	4,292,580
Issue of shares	261,572	—	—	—	—	261,572
Transaction costs attributable to the issue of new shares	(3,115)	—	—	—	—	(3,115)
Equity-settled share option arrangement	—	—	—	17,121	—	17,121
Loss and total comprehensive expense for the year	—	—	—	—	(1,445,255)	(1,445,255)
Forfeiture of share options *(note 35)*	—	—	—	(5,908)	5,908	—
At 31 December 2022 and 1 January 2023	**5,263,813**	**56,318**	**(64,015)**	**83,801**	**(2,217,014)**	**3,122,903**
Equity-settled share option arrangement	**—**	**—**	**—**	**9,174**	**(9,174)**	**—**
Loss and total comprehensive expense for the year	**—**	**—**	**—**	**—**	**(1,749,537)**	**(1,749,537)**
Forfeiture of share options *(note 35)*	**—**	**—**	**—**	**(8,056)**	**8,056**	**—**
At 31 December 2023	**5,263,813**	**56,318**	**(64,015)**	**84,919**	**(3,967,669)**	**1,373,366**

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below:

	For the year ended				
	31 December 2023 RMB'000	31 December 2022 RMB'000	31 December 2021 RMB'000	31 December 2020 RMB'000	31 December 2019 RMB'000
Results (for continuing and discontinued operations)					
Revenue	**831,520**	929,057	2,844,899	5,023,754	6,051,987
(Loss) profit attributable to owners of the Company	**(1,165,641)**	(1,492,546)	(790,274)	(1,368,354)	294,688

	As at 31 December 2023 RMB'000	As at 31 December 2022 RMB'000	As at 31 December 2021 RMB'000	As at 31 December 2020 RMB'000	As at 31 December 2019 RMB'000
Assets and liabilities					
Total assets	**6,506,264**	12,163,556	15,916,669	45,036,468	54,416,226
Total liabilities	**(1,511,610)**	(6,185,524)	(8,962,796)	(36,499,587)	(44,446,583)
Total equity	**4,994,654**	5,978,032	6,953,873	8,536,881	9,969,643

For the year ended 31 December 2019, the Group has applied International Financial Reporting Standard ("IFRS") 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. The impact upon initial recognition is recognised in the opening retained earnings and comparative information has not been restated.

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. ZHU Gongshan *(Chairman)*
Mr. ZHU Yufeng *(Vice Chairman)*
Mr. WANG Dong *(President)*
Mr. GU Zengcai *(appointed on 27 October 2023)*

Non-executive Directors

Ms. SUN Wei
Mr. YEUNG Man Chung, Charles
Mr. FANG Jiancai

Independent Non-executive Directors

Mr. LEE Conway Kong Wai
Mr. WANG Yanguo
Dr. CHEN Ying
Mr. CAI Xianhe

BOARD COMMITTEES

Audit Committee

Mr. LEE Conway Kong Wai *(Chairman)*
Dr. CHEN Ying
Mr. CAI Xianhe

Remuneration Committee

Mr. LEE Conway Kong Wai *(Chairman)*
Mr. ZHU Yufeng
Ms. SUN Wei
Mr. WANG Yanguo
Dr. CHEN Ying

Nomination Committee

Mr. ZHU Gongshan *(Chairman)*
Mr. WANG Yanguo
Dr. CHEN Ying

Corporate Governance Committee

Mr. ZHU Yufeng *(Chairman)*
Mr. WANG Dong
Mr. GU Zengcai *(appointed on 27 October 2023)*
Mr. YEUNG Man Chung, Charles
Mr. LEE Conway Kong Wai
Mr. CAI Xianhe

Risk Assessment Committee

Mr. ZHU Yufeng *(Chairman)*
Mr. WANG Dong
Mr. GU Zengcai *(appointed on 27 October 2023)*

COMPANY SECRETARY

Mr. HO Yuk Hay

AUTHORISED REPRESENTATIVES

Mr. YEUNG Man Chung, Charles
Mr. HO Yuk Hay

REGISTERED OFFICE

Clarendon House, 2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1707A, Level 17
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

AUDITOR

Crowe (HK) CPA Limited
Registered Public Interest Entity Auditors
9/F Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

PRINCIPAL BANKERS

Bank of China Limited
Industrial and Commercial Bank of China Limited

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Share Registrar and Transfer Agent

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

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

LEGAL ADVISERS TO THE COMPANY

As to Hong Kong law

King & Wood Mallesons
13/F Gloucester Tower, The Landmark
15 Queen's Road Central
Central, Hong Kong

As to PRC law

Grandall Law Firm (Beijing)
9th Floor, Taikang Financial Tower
No. 38 North Road East Third Ring
Chaoyang District
Beijing, 100026
The PRC

SHARE INFORMATION

Stock Code:	451
Board Lot Size:	2,000
Issued Shares:	1,167,435,772 shares

LINKS TO OFFICIAL WEBSITE/ WECHAT PLATFORM OF THE COMPANY

Website: www.gclnewenergy.com
WeChat ID: gclnewenergy

Glossary

"Affiliate Company(ies)"	a controlling shareholder of the Company or a subsidiary or an associate of a controlling shareholder, as defined in the Share Option Scheme
"AGM"	the annual general meeting of the Company to be convened and held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong on Thursday, 23 May 2024 at 11 a.m.
"associate(s)", "connected person(s)", "controlling shareholder(s)", and "substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"Audit Committee"	the audit committee of the Company
"Bermuda Companies Act"	the Companies Act 1981 of Bermuda (as amended from time to time)
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company
"Catalogue"	Renewable Energy Tariff Subsidy Catalogue
"CG Code"	Corporate Governance Code contained in Appendix C1 to the Listing Rules
"China" or "PRC"	the People's Republic of China
"Company" or "GCL New Energy"	GCL New Energy Holdings Limited 協鑫新能源控股有限公司
"Company Secretary"	the company secretary of the Company
"Corporate Communications"	including but not limited to: (a) the directors' reports, annual accounts together with a copy of the auditors' reports and, where applicable, summary financial reports; (b) interim reports and, where applicable, summary interim reports; (c) notices of meetings; (d) listing documents; (e) circulars; and (f) proxy forms
"Corporate Governance Committee"	the corporate governance committee of the Company
"CSRC"	the China Securities Regulatory Commission
"Director(s)"	the director(s) of the Company from time to time

"EPC"	engineering, procurement and construction
"ESG"	environmental, social and governance
"GCL Energy Technology"	GCL Energy Technology Co. Ltd. 協鑫能源科技股份有限公司, a company incorporated in the PRC with its shares listed on the SZSE (stock code: 002015)
"GCL Technology"	GCL Technology Holdings Limited 協鑫科技控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3800)
"GCL-Poly (Suzhou)"	GCL-Poly (Suzhou) New Energy Co., Ltd.* 保利協鑫(蘇州)新能源有限公司
"GCL System Integration"	GCL System Integration Technology Co., Ltd.* 協鑫集成科技股份有限公司, a company incorporated in the PRC with its shares listed on the Main Board of the SZSE (stock code: 002506)
"Golden Concord"	Golden Concord Holdings Limited 協鑫(集團)控股有限公司, a company controlled by Mr. Zhu Gongshan
"Golden Concord Group Limited (HK)"	Golden Concord Group Limited(協鑫集團有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Asia Pacific Energy Fund Limited
"Golden Concord Group Limited (PRC)"	Golden Concord Group Limited*(協鑫集團有限公司), a company established in the PRC with limited liability, which is indirectly wholly-owned by Golden Concord Group Limited (HK)
"Group"	the Company and its subsidiaries
"GW"	gigawatts
"HK$" or "HKD"	Hong Kong Dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Internal Control Department"	the internal control department of the Company
"Internal Control Function"	the internal control function of the Group
"kWh"	kilowatt hour

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"LNG"	liquefied natural gas
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules
"MW"	megawatts
"NDRC" or "National Development and Reform Commission"	National Development and Reform Commission
"Nomination Committee"	the nomination committee of the Company
"Non-exempt Continuing Connected Transactions"	all the continuing connected transactions stipulated in paragraph "Management Services Income" in the "Report of the Directors"
"Premises"	the premises situated at 4th floor of headquarters building, No. 28 Xinqing Road, Suzhou Industrial Park, PRC
"PV"	photovoltaic
"Remuneration Committee"	the remuneration committee of the Company
"Reporting Period"	the year ended 31 December 2023
"Risk Assessment Committee"	the risk assessment committee of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share Consolidation"	the consolidation of every twenty (20) issued and unissued ordinary share(s) of HK\$0.004166666667 (being 1/240) each in the share capital of the Company into one (1) ordinary share(s) of HK\$0.08$\dot{3}$ (being 1/12) each in the share capital of the Company, which was approved by the Shareholders at the special general meeting held on 27 October 2022 and became effective on 31 October 2022
"Share Option Scheme"	the share option scheme adopted by the Company on 15 October 2014

"Share(s)"	ordinary share(s) of one-twelfth (1/12) of a Hong Kong dollar each (equivalent to HK0.08\dot{3}$) in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Solar Energy Business"	the sale of electricity, development, construction, operation and management of solar power plants
"SSE"	Shanghai Stock Exchange
"State Grid"	State Grid Corporation of China
"Stock Exchange" or "HKEX"	The Stock Exchange of Hong Kong Limited
"Suzhou GCL Industrial Applications Research"	Suzhou GCL Industrial Applications Research Co., Ltd.* 蘇州協鑫工業應用研究院有限公司
"Suzhou GCL Operation"	Suzhou GCL New Energy Operation and Technology Co., Ltd.* 蘇州協鑫新能源運營科技有限公司
"Suzhou GCL Technology"	Suzhou GCL Photovoltaic Power Technology Co., Ltd.* 蘇州協鑫光伏電力科技有限公司 (formerly known as Suzhou GCL-Poly Solar Power Investment Ltd.* 蘇州保利協鑫光伏電力投資有限公司)
"SZSE"	Shenzhen Stock Exchange
"U.S."	United States of America
"US$" or "USD"	US Dollars, the lawful currency of the United States
"Zhu Family Trust"	the discretionary trust known as "Asia Pacific Energy Fund", of which Mr. Zhu Gongshan (an executive Director) and his family (including Mr. Zhu Yufeng, an executive Director and son of Mr. Zhu Gongshan) are beneficiaries

* English name for identification only

GCL New Energy

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