



中滔環保

# CT Environmental Group Limited 中滔環保集團有限公司

(incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1363



# About us 關於我們

CT Environmental Group Limited (the "Company", together with its subsidiaries, the "Group") is a professional environmental plan and solution provider which offers one-stop centralized and customized environmental protection services. The Group is substantially engaged in industrial wastewater treatment, industrial water supply, solid waste (including regulated waste) and hazardous waste disposal and treatment, urban and rural domestic waste detoxification, and environmental inspection services in the whole chain. The Group's service packages cover all processes from planning, construction, operation to maintenance of the environmental protection facilities.

中滔環保集團有限公司(「本公司」，連同其附屬公司，「本集團」)是專業的環保解決方案提供商，為客戶提供一站式、一體化、量身訂造的綜合環保服務。集團主營業務為工業廢水集中處理、工業供水、固體廢物(含嚴控廢物)和危險廢物集中處置處理、城鄉生活垃圾無害化處理、環境檢測全產業鏈服務。服務內容涵蓋環保設施的規劃、建設、營運及維護全過程。





## Contents 目錄

Company Profile and Corporate Information	公司簡介及公司資料	<b>02</b>
Chairman's Statement	主席報告書	<b>04</b>
Management Discussion and Analysis	管理層討論與分析	<b>08</b>
Directors and Senior Management	董事及高級管理層	<b>23</b>
Environmental, Social and Governance Report	環境、社會及管治報告	<b>29</b>
Corporate Governance Report	企業管治報告	<b>32</b>
Report of the Directors	董事會報告	<b>44</b>
Independent Auditor's Report	獨立核數師報告	<b>57</b>
Consolidated Statement of Profit or Loss	綜合損益表	<b>59</b>
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	<b>60</b>
Consolidated Statement of Financial Position	綜合財務狀況表	<b>61</b>
Consolidated Statement of Changes in Equity	綜合權益變動表	<b>63</b>
Consolidated Cash Flow Statement	綜合現金流量表	<b>64</b>
Notes to the Financial Statements	財務報表附註	<b>66</b>
Financial Summary	財務概要	<b>180</b>

# Company Profile and Corporate Information

## 公司簡介及公司資料

### Executive Directors

Mr. Tsui Cham To (*Chairman*)  
Mr. Lu Yili (*Chief Executive Officer*)  
Mr. Gu Yaokun (appointed on 23 November 2015)

Mr. Xu Shubiao  
Mr. Xu Juwen

### Independent Non-Executive Directors

Mr. Lien Jown Jing, Vincent  
Mr. Du Hequn  
Mr. Liu Yung Chau

### Company Secretary

Mr. Ma Chun Kei

### Registered Office

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### Auditor

KPMG  
*Certified Public Accountants*

### 執行董事

徐湛滔先生(主席)  
盧已立先生(首席執行官)  
古耀坤先生(於二零一五年十一月二十三日  
獲委任)  
徐樹標先生  
徐炬文先生

### 獨立非執行董事

連宗正先生  
杜鶴群先生  
廖榕就先生

### 公司秘書

馬濬琦先生

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### 核數師

畢馬威會計師事務所  
*執業會計師*

## Principal Place of Business

### *China*

Room 02, 19/F, R&F Centre  
10 Huaxia Road  
Zhujiang New Town  
Tianhe, Guangzhou  
China

### *Hong Kong*

Room 804, 8/F  
Empire Centre  
68 Mody Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

## Principal Bankers

Bank of China  
The Hongkong and Shanghai Banking Corporation Limited  
Industrial and Commercial Bank of China  
Far Eastern International Bank

## 主要營業地點

### 中國地區

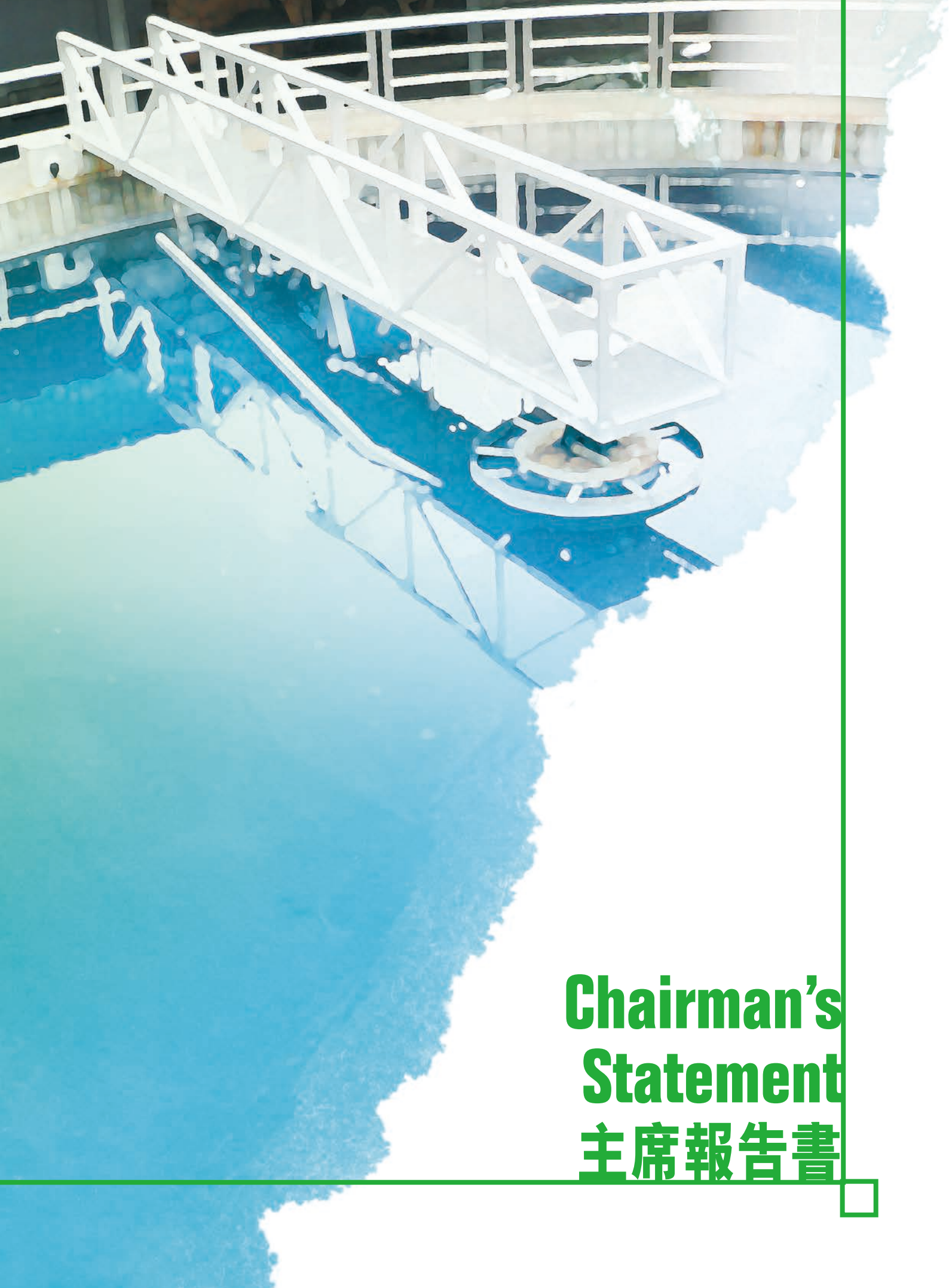
中國  
廣州市天河區  
珠江新城  
華夏路10號  
富力中心19樓02室

### 香港地區

香港  
九龍尖沙咀  
麼地道68號  
帝國中心  
8樓804室

## 主要往來銀行

中國銀行  
香港上海滙豐銀行有限公司  
中國工商銀行  
遠東國際商業銀行



**Chairman's  
Statement  
主席報告書**



CT Environmental Group Limited  
中滔環保集團有限公司

Stock Code 股份代號 : 1363

二零一五年全年業績公佈  
2015 Annual Performance Announcement



Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of CT Environmental Group Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present to you a brief review of the businesses and financial position of the Group in 2015, as well as the outlook of the industry.

Benefitting from the utmost effort and commitment from our management and operation team, we recorded satisfactory results in 2015. The year of 2015 is an important and meaningful year during the development progress of the Group. Beside the consolidation and expansion of existing advantages, the Group also has achieved several milestone events during the year ended 31 December 2015:

尊敬的列位股東：

本人謹代表中滔環保集團有限公司(「本公司」，連同其附屬公司，「本集團」)董事會(「董事會」)向閣下提呈本集團於二零一五年的業務及財務概要以及行業未來展望。

得益於我們管理團隊及運營團隊不遺餘力之辛勤工作，我們於二零一五年取得良好的財務業績。二零一五年在本集團的發展歷程中具有重大意義，在鞏固和拓展原有優勢的基礎上，本集團於截至二零一五年十二月三十一日止年度完成了多件標誌性事件：

## Chairman's Statement 主席報告書

The Group will continue to vigorously expand the advantage in the industrial wastewater treatment and industrial water supply. The Group has successively entered into investment agreements with the Yinghong Government in Yingde, Guangdong Province, and Fumian District Government in Yulin, Guangxi Zhuang Autonomous Region respectively to obtain the exclusive right of construction and operation of local industrial wastewater treatment and industrial water supply services under the build-own-operate model ("BOO Model"). The Guangxi project also includes sludge treatment services and heating services. The Group also acquired Ganghui Environmental Sewage Treatment Co., Ltd. (港匯環保污水處理有限公司) in Shunde District of Foshan, Hanyang Water Project Co., Ltd. (韓洋水務工程有限公司) in Shunde District of Foshan and Zhongshan Zhongtuo Kailan Industry Co., Ltd. (中山市中拓凱藍實業有限公司) during the year under review to further enhance its strength in the field of water treatment.

The Group started to engage in the hazardous waste treatment and disposal market since 2015. During the year under review, the Group completed the acquisition of Guangzhou Lvyou Industrial Waste Reclamation Treatment Co., Limited (廣州綠由工業廢棄物回收處理有限公司), which is considered to be the city's largest enterprise engaged in the comprehensive treatment and disposal of industrial waste. During the year under review, the Group also set up the largest oily waste water treatment base in Nansha District, Guangdong Province. In addition, a breakthrough has been made in the copper waste treatment business through a series of commissioned operations and the approval treatment capacity reached approximately 86,000 tons per year. According to publicly accessible data, with regard to the annual treatment capacity, the Group is the largest copper waste treatment enterprise in Guangzhou, it has captured more than 50% market share of the copper waste treatment in Guangzhou.

In addition, the Group also actively built sludge and industrial solid waste treatment facility through acquisition and expansion and will provide a more comprehensive range of sludge and solid waste treatment services.

In terms of capital operation, during the year under review, the Group completed the allotment of shares to GIC Special Investments Pte Ltd — one of the global leading sovereign wealth funds in 2015. We have also entered into an equity subscription agreement and a cooperation framework agreement with China Development Bank, and later a facility agreement with Asian Development Bank on 22 March 2016. The Group has actively discussed cooperative intentions with major international banks so as to enhance the shareholding structure, capital base, financial position of the Group, and improve the Group's industry position, brand image and market competitiveness.

本集團繼續大力拓展在工業污水處理和工業供水方面的優勢。本集團先後與廣東省英德市英紅鎮政府及廣西壯族自治區玉林市福綿區政府簽訂投資協議，分別獲得當地以建設一擁有一營運模式（「BOO模式」）建設及運營工業污水處理和工業供水服務的獨家經營權，其中廣西項目亦包括了污泥處置服務和供熱服務。本集團亦於年內收購佛山市順德區港匯環保污水處理有限公司、佛山市順德區韓洋水務工程有限公司和中山市中拓凱藍實業有限公司，進一步增強自身在水處理領域的實力。

本集團自二零一五年起開始涉足危險廢物處理處置市場。本集團於年內完成了對廣州綠由工業棄置廢物回收處理有限公司的收購，其被認為是廣州最大的從事工業廢物綜合處置處理企業。本集團亦於回顧年度在廣州南沙區設立了廣東省最大的含油廢水處理基地。此外，本集團通過一系列委託運營的合作形式在含銅廢物處理業務方面取得突破性發展，核准處理規模達到每年約86,000噸。根據可公開查閱的數據，就年處理能力而言，本集團於廣州市處理含銅廢物市場份額已過半，為廣州市從事含銅廢物處理的最大企業。

此外，本集團亦積極通過收購及投資擴建的形式建設污泥及工業固體廢物處理設施項目，將提供更全面之污泥及固體廢物處理服務。

在資本運營方面，本集團於回顧年度完成了向全球領先主權財富基金之一的GIC Special Investments Pte Ltd的股份配發，又與國家開發銀行簽訂股權認購協議及合作框架協議。後於二零一六年三月二十二日與亞洲開發銀行簽訂了融資協議。本集團積極與國際大型銀行洽談合作意向，從而達到增強本集團的股東架構、資本基礎及財務狀況，並提升本集團的行業地位、品牌形象和市場競爭力的目的。



The roadmap of the "18th National Congress" of the Communist Party of China on "building a beautiful China" brought the environmental protection industry to an unprecedented height. Looking forward to the future, in view of increasingly stringent government supervision and measures, as well as constant support by favorable policies on sewage, solid waste and hazardous waste treatment and disposal industry, we believe that this sector will generate more opportunities for expansion. The Group will further develop and strengthen its own experience and advantages in operational management and technology research and development, and make use of the synergies of the Group's industrial layout generated from cost efficiency, treatment scope and geographical coverage, and endeavor to grasp and create more business opportunities to sustain long-term growth.

Finally, I would like to express my sincerest gratitude to our shareholders and all the stakeholders for their support in our development and progress. I would also take this opportunity to thank all my colleagues for their effort and contribution to make our dream possible.

**Tsui Cham To**  
*Chairman of the Board*

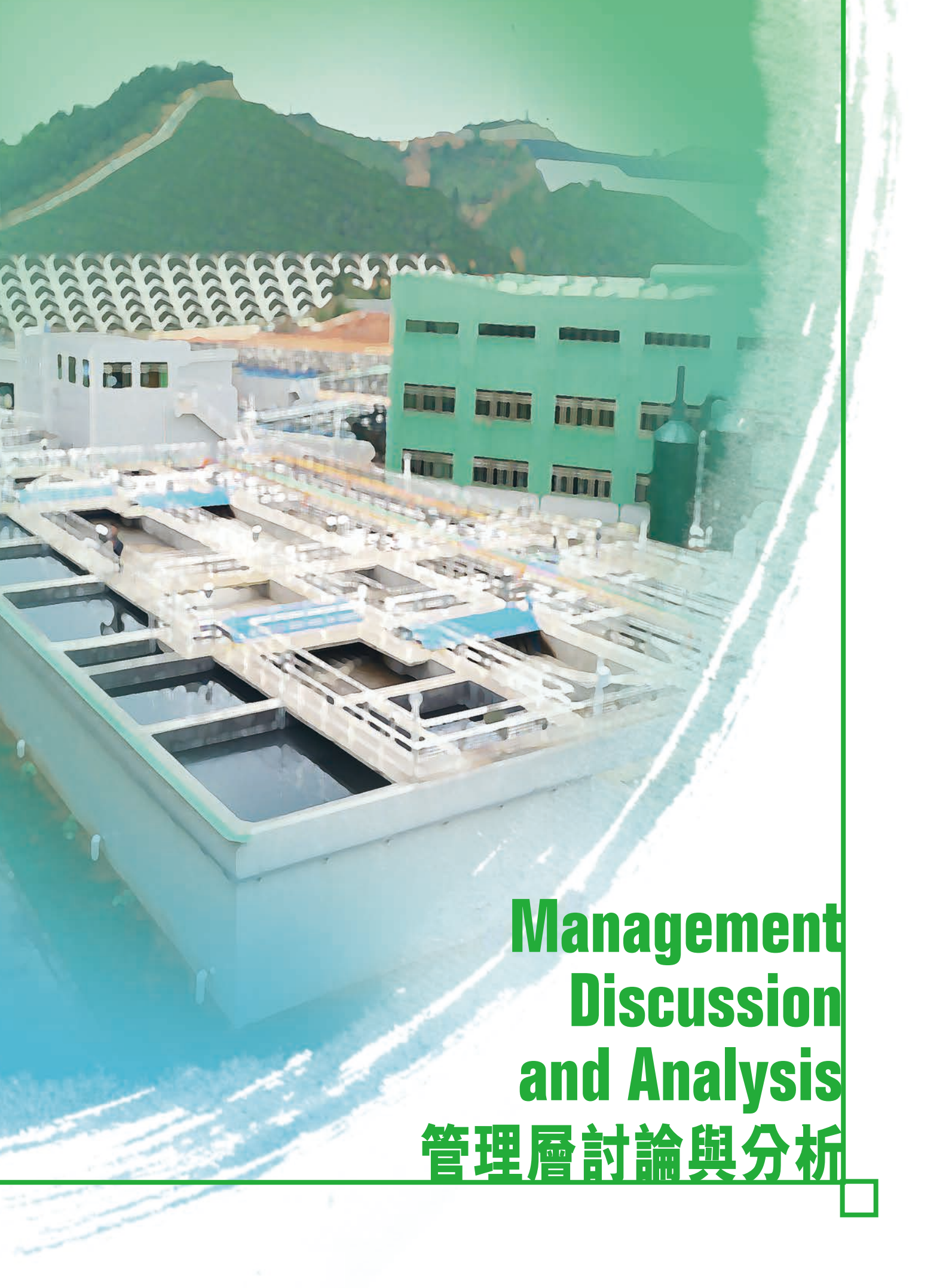
Hong Kong, 29 March 2016

中共「十八大」關於「建設美麗中國」的發展藍圖，將環保產業提升至前所未有的高度。展望未來，鑒於政府愈加嚴格的監管力度和措施，以及污水、固體廢物和危險廢物處理處置行業將持續獲得利好政策的支持，我們相信該領域將產生更多的擴展機遇，本集團將進一步發揮並強化自身在運營管理、技術研發等方面的經驗和優勢，並利用集團產業布局在成本效益、處理範疇和地域覆蓋等多維度所產生的協同效應，竭力把握並創造更多商機，保持長期增長。

最後，本人衷心感謝全體股東及所有持份者對於我們的進步一直給予的支持。同時感謝全體同事的努力和貢獻，令我們更接近理想。

董事會主席  
**徐湛滔**

香港，二零一六年三月二十九日



**Management  
Discussion  
and Analysis**  
**管理層討論與分析**



## 1. FINANCIAL SUMMARY

The particulars of the revenue comparison by business segment for the years ended 31 December 2015 and 31 December 2014 were as follows;

## 1. 財務摘要

本集團截至二零一五年十二月三十一日及二零一四年十二月三十一日止年度按業務分部劃分之收入比較詳情乃載列如下：

		Revenue			
		營業收入		Increase/(Decrease)	
		2015	2014	Increase/(Decrease)	
		二零一五年	二零一四年	增加/(減少)	
		RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	
Provision of water treatment services	提供水處理服務	463,482	445,009	18,473	4%
Provision of heating services	提供供熱服務	65,518	67,051	(1,533)	(2%)
Provision of sludge and solid waste treatment services	提供污泥以及固體廢物處理服務	361,332	243,169	118,163	49%
Provision of wastewater project construction services	提供污水項目建設服務	180,049	50,282	129,767	258%
Provision of waste incineration project construction services	提供垃圾焚燒項目建設服務	94,452	—	94,452	N/A 不適用
Finance income	融資收入	13,972	12,605	1,367	11%
Provision of hazardous waste treatment services	提供危險廢物處理服務	256,154	—	256,154	N/A 不適用
		<b>1,434,959</b>	818,116	616,843	75%

## 2. BUSINESS REVIEW AND OUTLOOK

The Group is an expert solution provider in resolving environmental pollution problems. It offers integrated one-stop services tailor-made for its customers. The main business of the Group involves treatments for industrial wastewater, sludge, industrial solid waste and hazardous waste. The service offered by the Company ranges from planning, construction, operation to maintenance of the environmental protection facilities.

Ever since being listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in September 2013, the Group has been developing its business and expanding its operation areas swiftly and has become a leading pioneer among centralized industrial wastewater treatment enterprises. It is also the largest-scaled sludge treatment enterprise in Guangdong Province, the People's Republic of China (the "PRC" or "China"), and a relatively large-scaled hazardous waste treatment enterprise in Guangdong Province.

In the year 2015, with the support of all favourable policies within China and the growing demand in the market, the Group steadily made progress in its development of different business sectors under its banner with flying colours. 2016 is the 13th year since the Group first entered into the environmental protection industry, and also marks the beginning of the "13th Five-Year Plan" (FYP). The Group believes that the blueprint of "Building a beautiful China" implemented by The Chinese Communist Party's 18th Congress will promote the green industry to an unprecedentedly high status. Looking forward to the future, the Group shall benefit from the provision of support by Chinese Government's increasing force in supervision, measures and favourable policies. It is expected that the Group will make an even greater contribution to the environmental protection industry in China and the shareholders of the Group.

## 2. 業務回顧及展望

本集團是專業的環境污染解決方案提供商，為客戶提供一站式、一體化、量身訂造的綜合環保服務，主營業務包括工業廢水處理、污泥和工業固體廢棄物處理，以及危險廢物處理處置，範圍涵蓋環保設施的規劃、建設、運營及維護全過程。

自二零一三年九月在香港聯合交易所有限公司（「聯交所」）掛牌以來，本集團業務範疇持續拓展、經營地域不斷擴大，目前已發展為國內領先的集中式工業污水處理企業、中華人民共和國（「中國」）廣東省規模最大的污泥處理處置企業、廣東省規模較大的危險廢物處理處置企業。

回顧二零一五年，基於國內各項相關利好政策的支持和不斷增長的市場需求，本集團穩步推進旗下各業務板塊的發展，取得優良業績。二零一六年是本集團進軍環保行業第13年，也是「十三·五」規劃的開局之年。本集團相信中共「十八大」關於「建設美麗中國」的發展藍圖，將環保產業提升至前所未有的高度，展望未來，得益於中國政府愈加嚴格的監管力度、措施和持續利好政策的支持。本集團期待為中國的環保事業及本公司的股東做出更大的貢獻。

## 2.1 Water Treatment Services

As at 31 December 2015, the Group operated a total of 13 water treatment plants, comprising 7 industrial wastewater treatment plants, 2 municipal wastewater treatment plants, and 4 industrial water supply plants. The total designed daily capacity of wastewater treatment facilities in operation was 745,000 m<sup>3</sup> representing an increase of approximately 45% compared to the daily capacity of 515,000 m<sup>3</sup> as at 31 December 2014. The total designed daily capacity of industrial water supply plants in operation was 330,000 m<sup>3</sup> representing an increase of approximately 57% compared to the capacity of 210,000 m<sup>3</sup> as at 31 December 2014. The additional total designed daily capacity during 2015 was 350,000 m<sup>3</sup>, which was contributed by three industrial wastewater treatment plants under the BOO model with total designed daily capacity of 230,000 m<sup>3</sup>, two industrial water supply plants under BOO model with the aggregated designed daily capacity of 120,000 m<sup>3</sup>.

As at 31 December 2015, the Group has completed the equity acquisition of the two industrial wastewater treatment projects and two industrial water supply projects that were originally under the transfer-build-transfer ("TBT") model to transfer them into the BOO model.

## 2.1 水處理服務

於二零一五年十二月三十一日，本集團合共運營13座水廠，其中包括7座工業污水處理廠、2座市政污水處理廠、4座工業用水供應廠，其中污水處理每日總設計能力為745,000立方米，較於二零一四年十二月三十一日的能力515,000立方米每日增加45%；工業用水供應每日總設計能力為330,000立方米，較於二零一四年十二月三十一日的能力210,000立方米每日增加57%。本集團於二零一五年新增的水處理項目之每日總設計能力為350,000立方米，包括三個BOO模式工業污水處理項目（總設計處理能力為230,000立方米每日）和兩個BOO模式工業用水供應項目（總設計處理能力為120,000立方米每日）。

於二零一五年十二月三十一日，本集團已完成了對原為TBT運營模式的兩個工業污水處理項目以及兩個工業用水供應項目的股權收購，使之轉變為BOO模式。



## Management Discussion and Analysis 管理層討論與分析

The analysis of projects held in 2015 was as follows:

持有項目之分析如下：

Daily Designed Treatment Capacity (M <sup>3</sup> /Day) 每日設計處理能力 (立方米/天)		Industrial Wastewater Treatment 工業污水處理			Municipal Wastewater Treatment 市政污水處理		Wastewater Treatment Subtotal 污水處理小計	Industrial Water Supply 工業用水供應	Total 總計
Operational Model 運營模式		B00	Build-Operate-Transfer ("BOT")	TBT	B00	BOT		B00	
In Operation	運營中	580,000	45,000	—	—	120,000	745,000	330,000	1,075,000
In reserve	儲備中	280,000	55,000*	4,500	10,000	—	349,500	300,000	649,500
Total	總計	860,000	100,000	4,500	10,000	120,000	1,094,500	630,000	1,724,500

Number of Water Plants/Each 水廠數量/個									
In Operation	運營中	6	1	—	—	2	9	4	13
In reserve	儲備中	3	—*	1	1	—	5	2	7
Total	總計	9	1	1	1	2	14	6	20

\* Expansion of productivity based on existing water plants was considered as without increasing the number of water plants

\* 在現有水廠基礎上擴張產能視為不增加水廠數量

### 2.1.1 Industrial Wastewater Treatment Services

As at 31 December 2015, the Group owned 7 industrial wastewater treatment plants which are in operation in Guangdong Province, Hunan Province and Sichuan Province, the PRC. The daily total designed treatment capacity was 625,000 m<sup>3</sup> with the daily average productivity utilization rate of approximately 68% during the year under review. Industrial wastewater treatment is the core business of the Group and will continue to be explored and expanded in the third party centralized B00 model over the years ahead to enhance the market share. As at 31 December 2015, the total daily treatment capacity for the reserve projects was 339,500 m<sup>3</sup>. We expect industrial wastewater treatment will continue to be the major core business of the Group.

### 2.1.1 工業污水處理服務

於二零一五年十二月三十一日，本集團在廣東省、湖南省及四川省內擁有運營工業污水處理廠7座，總設計處理能力為每日625,000立方米，於回顧年度日均產能利用率約為68%。工業污水處理為本集團之核心業務，未來將繼續在第三方集中式B00運營模式上探索及擴張，提高市場佔有份額。於二零一五年十二月三十一日，本集團儲備項目總設計處理能力為每日339,500立方米。我們預期工業污水處理將繼續為本集團的主要核心業務。

### 2.1.2 Municipal Wastewater Treatment Services

As at 31 December 2015, the Group operated 2 municipal wastewater treatment plants in Guangdong Province, the PRC. The daily total designed treatment capacity was 120,000 m<sup>3</sup> and these plants maintain stable utilization rate. The Group expects that these 2 wastewater treatment plants are able to provide a stable source of revenue to the Group. In the future, the Group may not be actively expanding in the municipal wastewater treatment segment since the core business and the main strength of the Group is in the industrial wastewater treatment segment. With a designed capability of 10,000 m<sup>3</sup> per day, the sole reserve project of the Group in this request mainly assist on the treatment of municipal waste water in the industrial park where the industrial waste water treatment projects are located.

### 2.1.3 Industrial Water Treatment and Supply

As at 31 December 2015, the Group operated 4 industrial water supply plants in Guangdong Province and Sichuan Province, the PRC. The total daily designed treatment capacity of these plants is 330,000 m<sup>3</sup> with an average utilization rate of approximately 52% during the year 2015. These plants, located within an industrial park with wastewater treatment plants operated by the Group, also provide industrial water and wastewater treatment services to customers who acquired waste water treatment services. We regard such industrial water supply service as an ancillary services to the customers in the industrial park. The Group projects that there will be steady growth in this segment.

### 2.1.2 市政污水處理服務

於二零一五年十二月三十一日，本集團在廣東省內運營市政污水處理廠2座，總設計處理能力為每日120,000立方米。該等設施長期保持穩定的利用率，我們相信該兩間污水處理廠能夠為本集團提供穩定收益來源。因本集團之核心業務及主要精力集中於工業污水處理分部，本集團未來或不會積極擴張市政污水處理分部，唯一之儲備項目設計處理能力為每日10,000立方米，為協同處理集團一工業污水處理項目所在工業園區之市政污水。

### 2.1.3 工業用水處理及供應

於二零一五年十二月三十一日，本集團在廣東省及四川省內擁有運營工業用水供應廠4座，總設計處理能力為每日330,000立方米，於本期日均產能利用率約為52%。該等設施位於與本集團經營之污水處理廠所在工業園內，為購買污水處理服務之客戶同時提供工業用水供應服務。我們將該工業用水供應服務視為向工業園內客戶提供的附屬服務。我們估計該分部將穩定增長。

## 2.2 Provision of sludge and solid waste treatment services

As at 31 December 2015, the Group operated a total of 3 sludge treatment facilities, including one with the comprehensive capability of treating and disposing of the general industrial solid wastes. The daily total approved capacity was 3,142 tonnes for sludge treatment, representing an increase of approximately 29% as compared to the daily capacity of 2,442 tonnes as at 31 December 2014. The increase in capacity was attributable to the enhancement of the capacity of our existing Yonghe Haitao sludge treatment facility ("Haitao Facility"). Having commenced operation in the second half of 2014, the treatment and disposal of the general industrial solid waste has a daily total approved capacity of 2,278 tonnes, thereby becoming a growth point of the Group's solid waste treatment business.

The treatment capacity and utilization rate of the Group's solid waste and sludge treatment business are increasing steadily. The Group believes that, as a key move to getting through the downstream of industry chain in wastewater treatment, this segment has become one of the important contributors to the operating revenue and one of the core businesses of the Group.

The analysis of projects held in 2015 was as follows:

## 2.2 污泥及一般工業固廢處理服務

於二零一五年十二月三十一日，本集團合共運營3座污泥處理處置設施，其中一座同時具備處理處置一般工業固體廢物的能力。污泥處理處置總核准處理規模為每日3,142噸，較於二零一四年十二月三十一日的總處理規模每日2,442噸增加29%，乃由於我們現有的永和海滔污泥處理設施（「海滔污泥」）之處理規模提升所致。一般工業固體廢物處理處置總核准處理規模為每日2,278噸，於二零一四年下半年開始運營，為本集團固廢處理業務潛在的增長點。

本集團之污泥及一般工業固廢處理業務總核准處理規模穩步提高，各項目之產能利用率保持穩定的增長。我們相信該分部作為打通污水處理產業鏈下游的關鍵部署，已成為集團營收的重要組成，為本集團的核心業務之一。

持有項目之分析如下：

Approved Treatment Capacity		Sludge	General Industrial	Total
			Solid Waste	
核准處理規模		污泥	一般工業固體廢物	總計
Tonnes/Day	噸/日			
In Operation	運營中	3,142	2,278	5,420
In reserve	儲備中	1,889	1,805	3,694
Total	總計	5,031	4,083	9,114
Number of Facilities/Each		設施數量/個		
In Operation	運營中	3	1	4
In reserve	儲備中	2	2	4
Total	總計	5	3	8





### 2.2.1 Sludge Treatment and Disposal

As at 31 December 2015, the Group operated 3 sludge treatment facilities in Guangdong Province, the PRC. The daily total approved capacity was 3,142 tonnes and the average utilization rate was approximately 93% during the year under review. The project strategically targeted the Pearl River Delta region, providing sludge treatment solutions generated from municipal wastewater treatment in major cities in the Pearl River Delta region. The Group believed that, with tighter regulation and improvement in treatment rate of industrial wastewater, there will be huge potential growth in the market of sludge treatment and disposal.

### 2.2.2 General Industrial Solid Waste Treatment and Disposal

As at 31 December 2015, the Group operated 1 general industrial solid waste treatment and disposal facility in Guangdong Province, the PRC. The approved annual treatment capability was 820,000 tonnes. The hazard-free solid waste landfill in the facility is specially for detoxifying Category I and II general industrial solid waste and regulated waste. The annual treatment volume was 100,000 m<sup>3</sup>, with the constructed storage capacity of 2,000,000 m<sup>3</sup> for Phase I. The construction of two general industrial solid waste treatment and disposal facilities is underway in Shaoguan and Huizhou of Guangdong Province, the PRC for further expansion of market share.

### 2.2.1 污泥處理處置

於二零一五年十二月三十一日，本集團在廣東省內運營污泥處理處置設施3座，總核准處理規模為每日3,142噸，於回顧年度日均產能利用率約為93%。項目戰略布點珠三角地區，為處理處置珠三角各大城市之市政污水處理產生之污泥提供解決方案，同時我們相信，隨著產業監管趨嚴及工業污水處理率的提升，工業污泥處理處置市場的增長潛力巨大。

### 2.2.2 一般工業固廢處理處置

於二零一五年十二月三十一日，本集團在廣東省內運營一般工業固體廢物處理處置設施1座，核准處理規模為每年82萬噸。該設施內擁有一個固體廢物無害化處置填埋場，能對I、II類一般工業固體廢物和嚴控廢物進行無害化填埋，年處理量為10萬立方米，首期已建成庫容200萬立方米。集團目前正於廣東省韶關市與惠州市興建兩座一般工業固廢處理設施，以期進一步拓展市場份額。

## 2.3 Hazardous Waste Treatment Service

As at 31 December 2015, the Group operated 5 hazardous waste treatment facilities in Guangdong Province, the PRC covering 22 types of hazardous wastes. The annual total approved capacity was 330,000 tonnes. The Group expanded into the hazardous waste treatment industry since 2015. Since then, a full industry chain of industry waste treatment and disposal has been formed, ranging from industrial wastewater and solid waste to poisonous wastewater with high concentration as well as hazardous solid waste, thereby the Group becomes a service provider which offers integrated pollution treatment solution to industrial customers.

The analysis of projects held in 2015 was as follows:

Approved Treatment Capacity (tonnes/year)		Hazardous waste		Total	Types approved to treat 核准 處理類別
		危險廢物			
核准處理規模(噸/年)					
Operation Mode	運營模式	BOO	TBT		
In Operation	運營中	269,000	61,000	330,000	22
In reserve	儲備中	450,000	—	450,000	1*
Total	總計	719,000	61,000	780,000	22
Number of Facilities/Each		設施數量/個			
In Operation	運營中	2	3	5	
In reserve	儲備中	1	—	1	
Total	總計	3	3	6	

\* This type overlaps with one of the 22 types of hazardous waste approved to treat in the facilities in operation.

## 2.3 危險廢物處理服務

於二零一五年十二月三十一日，本集團在廣東省內運營危險廢物處理設施5座，覆蓋22大類危險廢物，總核准處理規模約為每年33萬噸。集團自二零一五年起開始涉足危險廢物處理市場，以此實現業務覆蓋工業廢棄物處理處置的全產業鏈，從工業污水到固廢，再到高濃度有毒廢水及危險固體廢棄物，本集團打造為一個為工業客戶提供綜合環境污染治理方案的服務提供商。

持有項目之分析如下：

\* 該類別與運營中工廠的已核准的22種危險廢物處理類別中的其中之一相同

## Financial Review

### Turnover

The turnover of the Group increased by 75.4% to RMB1,435.0 million for the year ended 31 December 2015 from RMB818.1 million for the year ended 31 December 2014. Such increase was primarily due to (1) the increase in hazardous waste treatment businesses conducted during the year under review which contributed RMB164.6 million to the turnover of the Group; (2) the increase in revenue from construction of wastewater treatment projects and waste incineration projects. As of the end of 2015, the construction of wastewater treatment projects were substantially completed. The progress of the construction of waste incineration project was completed by 24%; and (3) the increase in revenue of entrusted operations for the year under review.

### Cost of sales

Our total cost of sales increased by 101.7% to RMB719.5 million for the year ended 31 December 2015 from RMB356.8 million for the year ended 31 December 2014, which were in line with the increased turnover.

### Gross profit and gross profit margin

Our gross profit increased by approximately 55.1% to RMB715.5 million for the year ended 31 December 2015 from RMB461.3 million for the year ended 31 December 2014, primarily as a result of the factors described above.

Our overall gross profit margin decreased to approximately 49.9% for the year ended 31 December 2015 from approximately 56.4% for the year ended 31 December 2014, primarily due to the reason that proportion of revenue from BOT construction increased from approximately 6.2% for the year 2014 to approximately 19.1% in 2015. The gross profit margin from provision of BOT construction services is lower than the average gross profit margin of other projects.

### Other net income/(loss)

Other net income for the year 2015 mainly included net foreign exchange loss of RMB43.3 million (2014: RMB224,000) and gain on bargain acquisition of Guangzhou Lvyou Industrial Waste Reclamation Treatment Company Limited of RMB138.5 million. The net foreign exchange loss primarily arised from receivables and bank loans that were denominated in a currency other than the functional currency of the relevant entities. The gain on bargain purchase was attributable to the recognition of fair market values of net assets acquired at higher values than the consideration payable.

## 財務回顧

### 營業額

我們的營業額由截至二零一四年十二月三十一日止年度的818.1百萬元人民幣增加75.4%至截至二零一五年十二月三十一日止年度的1,435.0百萬元人民幣。有關增加主要由於(1)年內開展的危險廢物處理業務於回顧年度對集團的營業額貢獻為164.6百萬元人民幣；(2)提供污水項目及垃圾焚燒項目的建設服務收入上升。截止二零一五年年底，各污水項目的建設工程基本上已完結，垃圾焚燒項目的建設工程進度為24%；以及(3)回顧年度的委託運營收入上升。

### 銷售成本

我們的銷售成本總額由截至二零一四年十二月三十一日止年度的356.8百萬元人民幣增加101.7%至截至二零一五年十二月三十一日止年度的719.5百萬元人民幣，與整體營業額增加相符。

### 毛利及毛利率

主要由於上述因素，我們的毛利由截至二零一四年十二月三十一日止年度的461.3百萬元人民幣增加55.1%至截至二零一五年十二月三十一日止年度的715.5百萬元人民幣。

我們的總體毛利率由截至二零一四年十二月三十一日止年度的56.4%下降至截至二零一五年十二月三十一日止年度的49.9%，主要因為BOT項目建設收入佔總收入的比例由二零一四年的6.2%上升至二零一五年的19.1%，且提供BOT項目建設收入的毛利率低於其他項目的平均毛利率所致。

### 其他淨收益／(虧損)

2015年度之其他淨收益主要包括匯兌虧損淨額43.3百萬元人民幣(二零一四年：224,000元人民幣)及138.5百萬元人民幣議價收購廣州綠由工業棄置廢物回收處理有限公司之收益。匯兌虧損淨額之產生主要來自有關實體之功能貨幣以外貨幣計價的應收款項及銀行貸款。議價購買之收益乃由於確認收購資產淨值之公允市值高於應付代價所致。

### Administrative expenses

The Group's administrative expenses increased by approximately 110.4% to RMB139.3 million for the year ended 31 December 2015 from RMB66.2 million for the year ended 31 December 2014. This was primarily due to (1) the increase in staff cost with the increase in the number of subsidiaries; and (2) increase in professional fee relating to the acquisitions taken place during the year.

### Finance costs

Our finance costs increased by approximately 64.0% to RMB70.2 million for the year ended 31 December 2015 from RMB42.8 million for the year ended 31 December 2014, primarily due to the increase in bank borrowings in the year ended 31 December 2015.

### Profit before taxation

Our profit before taxation increased by approximately 79.4% to RMB670.6 million for the year ended 31 December 2015 from RMB373.9 million for the year ended 31 December 2014, primarily due to the factors described above.

### Income tax

Our income tax expenses for the year ended 31 December 2015 increased by approximately 100.7% as compared with the corresponding period of last year, which was mainly due to the increase in profit before taxation in 2015. At the same time, the effective tax rate has been increased from approximately 9.2% to approximately 10.3%, which was mainly due to the preferential income tax from Yinglong changed from interest free to interest in half.

### Profit attributable to equity shareholders of the Company

Our profit attributable to equity shareholders of the Company has been increased by approximately 78.0% to RMB598.9 million for the year ended 31 December 2015 from RMB336.5 million for the year ended 31 December 2014, primarily as a result of the factors described above.

### 行政開支

我們的行政開支由截至二零一四年十二月三十一日止年度的66.2百萬元人民幣增加110.4%至截至二零一五年十二月三十一日止年度的139.3百萬元人民幣。此乃主要由於(1)員工薪酬隨附屬公司數量的上升而增加；及(2)年內與收購相關的專業費用的增加。

### 融資成本

我們的融資成本由截至二零一四年十二月三十一日止年度的42.8百萬元人民幣增加64.0%至截至二零一五年十二月三十一日止年度的70.2百萬元人民幣，此乃主要由於本集團截止二零一五年十二月三十一日未償還銀行借款增加。

### 除稅前溢利

主要由於上述因素，我們的除稅前溢利由截至二零一四年十二月三十一日止年度的373.9百萬元人民幣增加79.4%至截至二零一五年十二月三十一日止年度的670.6百萬元人民幣。

### 所得稅

我們的所得稅開支於截至二零一五年十二月三十一日止年度較去年同期上升100.7%，主要由於2015年之除稅前溢利上升。同時，實際稅率由9.2%上升至10.3%，此乃主要因為盈隆自二零一五年起適用的所得稅優惠從免稅變為所得稅減半。

### 本公司權益持有人應佔溢利

主要由於上述因素，本公司權益持有人應佔溢利由截至二零一四年十二月三十一日止年度的336.5百萬元人民幣增加78.0%至截至二零一五年十二月三十一日止年度的598.9百萬元人民幣。

## Liquidity and Financial Resources

Our principal liquidity and capital requirements primarily relate to acquisition of projects, construction of properties, plant and equipment and operation expenses.

As at 31 December 2015, the carrying amount of the Group's cash and bank deposits was approximately RMB382.5 million (2014: RMB116.6 million), representing an increase of approximately 228.0% as compared to that as at 31 December 2014.

## Bank Loans

As at 31 December 2015, our total amount of bank loans was RMB2,009.6 million (2014: RMB1,041.1 million), in which approximately 58% were denominated in RMB. All of the Group's bank borrowings carry floating interest rate. The unutilized bank facilities amounted to RMB259.7 million as at 31 December 2015 (2014: Nil).

As at 31 December 2015, the secured bank loans amounted to RMB1,925.2 million, and unsecured bank loans amounted to RMB84.4 million.

As at 31 December 2015, our debt to assets ratio, as calculated by dividing our total borrowings by our total assets, was approximately 36.5% (2014: 36.5%).

## Contingent Liabilities

As at 31 December 2015 and 31 December 2014, the Group had no material contingent liabilities or guarantees.

## 流動資金及財務資源

我們主要的流動資金及資本需求主要與我們的項目收購、建設物業、廠房及設備以及與經營有關的開支有關。

於二零一五年十二月三十一日，本集團現金及銀行存款的賬面值約為382.5百萬元人民幣（二零一四年：116.6百萬元人民幣），較二零一四年十二月三十一日增加228.0%。

## 銀行貸款

於二零一五年十二月三十一日，我們已動用的銀行貸款總額為2,009.6百萬元人民幣（二零一四年：1,041.1百萬元人民幣），該等貸款的58%以人民幣計值。本集團所有銀行借款均按浮動利率計息。於二零一五年十二月三十一日，我們未動用的銀行貸款額度為259.7百萬元人民幣（二零一四年：無未動用的銀行貸款額度）。

於二零一五年十二月三十一日，有抵押之銀行貸款為1,925.2百萬元人民幣及無抵押之銀行貸款為84.4百萬元人民幣。

於二零一五年十二月三十一日，我們的資產負債比率（按借款總額除以資產總值計算）為36.5%（二零一四年：36.5%）。

## 或有負債

於二零一五年十二月三十一日及二零一四年十二月三十一日，本集團並無任何重大或有負債或擔保。

### Pledge of Assets

As at 31 December 2015, the Group pledged certain of its property, plant and machinery and lease prepayments with an aggregate carrying amount of approximately RMB133.7 million (2014: RMB92.5 million) to certain banks to secure certain credit facilities granted to the Group. In addition, the Group's equity interests in Qingyuan Lyou Environmental Protection Technology Company Limited, Guangzhou Yinglong Wastewater Treatment Company Limited and Guangzhou Liangang Vessel Wastewater Treatment Company Limited were pledged to secure bank loans granted to the Group.

### Capital Expenditures

Our major capital expenditures primarily consist of expenditures to acquire lease prepayments and purchase of property, plant and equipment.

For the year ended 31 December 2015, our capital expenditures (mainly include additions in property, plant and equipment and additions in lease prepayments) amounted to approximately RMB1,197.0 million (2014: RMB982.4 million). These capital expenditures were funded by bank borrowings, funds generated from our operating activities and proceeds from new issue of shares of the Company.

The Group expects to incur additional capital expenditures in view of the various acquisition opportunities in the sector and in view of the scheduled construction of facilities for the current project portfolio. These capital expenditures are expected to be funded mainly by operation cash flows and bank borrowings.

### Foreign currency risk

The Group's assets, borrowings and major transactions are mainly denominated in RMB. The Group is exposed to currency risk primarily arising from receivables and bank loans that are denominated in a currency other than the functional currency of the relevant entities. The currencies giving rise to this risk are primarily RMB, USD and HKD. The Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

### 資產抵押

於二零一五年十二月三十一日，本集團向若干銀行抵押賬面值總額約為133.7百萬元人民幣(二零一四年：92.5百萬元人民幣)的若干物業、廠房及設備以及租賃預付款項，以擔保授予本集團的若干信貸融資。此外，本集團亦將對清遠綠由環保科技有限公司、廣州盈隆污水處理投資有限公司及廣州蓮港船舶清油有限公司的股權作為本集團銀行貸款的抵押。

### 資本開支

我們的主要資本開支主要包括收購租賃預付款項以及購買物業、廠房及設備的開支。

截至二零一五年十二月三十一日止年度，我們的資本開支(主要包括物業、廠房及設備增加以及租賃預付款項增加)達到1,197.0百萬元人民幣(二零一四年：982.4百萬元人民幣)。該等資本開支由銀行貸款、我們的經營活動所得資金及本公司發行新股所得款項撥付。

鑒於該分部之多項收購機遇及現有項目組合的計劃設施建設，預期將產生額外資本開支。預期該等資本開支將主要於經營現金流量及銀行貸款撥付。

### 外匯風險

本集團的大部分資產、貸款及主要交易均以人民幣為單位。本集團面對的貨幣風險主要來自有關實體之功能貨幣以外貨幣計價的應收款項及銀行貸款。產生此風險的貨幣主要為人民幣、美元及港元。本集團確保風險淨額維持在可接受的水平，在有需要時以即期匯率買賣外幣以解決短期不平衡。

## Employees and Remuneration Policy

As at 31 December 2015, the Group employed 1,982 employees (2014: 1,077 employees). Employee costs amounted to approximately RMB98.7 million for the year ended 31 December 2015 (2014: approximately RMB51.2 million). The Group will endeavor to ensure that the employees' salary levels are in line with industry practice and prevailing market conditions and that employees' remuneration is based on their performance.

The Company has also adopted a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details are set out in the section headed "Share Option Scheme" of the "Report of the Directors" of this annual report. Further, the Company also adopted a share award scheme (the "Share Award Scheme") to recognize and motivate the contributions made to the Group by its employees and to give incentives in order to retain them for the continuous operation and development of the Group. Further information in relation to the Share Award Scheme are set out in note 24(a)(v) to the financial statements.

## Subsequent Events

Below are material subsequent events which occurred after 31 December 2015:

On 1 January 2016, a subsidiary of the Group entered into an asset operation agreement with Guangdong Xinxi Environmental Protection Engineering Company Limited\* (廣東新希環保工程有限公司) ["Guangdong Xinxi"], pursuant to which, Guangdong Xinxi agreed to engage the Group to operate and upgrade its wastewater treatment facility for a concession period commencing from 1 January 2016. Further details are set out in the announcement of the Company dated 4 January 2016.



## 僱員及薪酬政策

於二零一五年十二月三十一日，本集團聘用1,982名僱員(二零一四年：1,077名)。截至二零一五年十二月三十一日止年度，員工成本約為98.7百萬元人民幣(二零一四年：約51.2百萬元人民幣)。本集團將致力確保僱員薪酬水平符合行業慣例及現行市況，而僱員薪酬乃基於彼等的表現釐定。

本公司亦採納一項購股權計劃，旨在對為本集團營運的成就作出貢獻的合資格參與者提供獎勵及報酬。進一步詳情載於本年報「購股權計劃」及「董事會報告」章節。此外，本公司亦採納一項股份獎勵計劃(「股份獎勵計劃」)，以表揚及激勵本集團僱員對本集團作出貢獻，並作為挽留僱員為本集團持續營運及發展之獎勵。有關股份獎勵計劃的進一步資料載於財務報表附註24(a)(v)。

## 期後事項

以下為二零一五年十二月三十一日後發生之重大期後事項：

根據本公司於二零一六年一月四日之公告，於二零一六年一月一日，本集團旗下之子公司與廣東新希環保工程有限公司(「廣東新希」)訂立了一份資產經營協議，據此，廣東新希同意委託本集團自二零一六年一月一日開始，在特許經營期內經營及升級廣東新希的污水處理設施。更多資料詳述於本公司二零一六年一月四日發佈的公告內。



## Management Discussion and Analysis

### 管理層討論與分析

On 22 March 2016, the Company entered into a facility agreement with Asian Development Bank (“ADB”). The amount of loan granted to the Company pursuant to the facility agreement shall be applied towards the financing of the construction, acquisition or operation of industrial wastewater and sludge treatment facilities in the PRC. According to the terms of the facility agreement, the amount of the facility consists of ordinary loans equivalent to USD100 million and supplemental loan equivalent to USD150 million. Further details are set out in the announcement of the Company dated 22 March 2016.

於二零一六年三月二十二日，本公司與亞洲開發銀行（「亞洲開發銀行」）簽署融資協議。根據融資協議授予本公司之貸款須用於在中國建設、收購或營運工業污水及污泥處理設施。根據融資協議的條款，該融資的金額包括1億美元的等值普通貸款及1.5億美元的等值補充貸款。進一步詳情載於本公司日期為二零一六年三月二十二日之公告。



### Executive Directors

Mr. Tsui Cham To, aged 49, is one of the founders of our Group, and the Chairman and Executive Director of our Company appointed on 30 November 2010. He is a cousin of Mr. Xu Juwen. Mr. Tsui is mainly responsible for leading the Board in setting the Group's overall directions, strategies, agendas and priorities. Mr. Tsui has approximately 13 years of experience in the wastewater treatment and industrial water supply industry. Mr. Tsui was the vice president of the Guangdong Foundation for Justice and Courage (廣東省治安基金會). From April 2000 to March 2001 and April 2002 to March 2006, Mr. Tsui was a director of Hong Kong Yan Chai Hospital. Mr. Tsui was also an adviser to the Board of Directors of the Scientific Decision and Promotion Association of Guangdong Province Village and Town Heads in 2004. Mr. Tsui was appointed as the chair professor at Faculty of Management of Shenzhen University. Furthermore, Mr. Tsui was the vice president of the Guangzhou Overseas Chinese Chamber of Commerce in 2006 as well as the vice president of the 10th, 11th and 12th Zengcheng Federation of Commerce and Industry (增城市工商業聯合會(總商會)). He was an excellent member (優秀委員) of the Standing Committee of the 6th, 7th and 8th Zengcheng City Chinese People's Political Consultative Conference (增城市第六、七、八屆中國人民政治協商會議增城市委員會常委). He was also a member of the Standing Committee of the 9th Huizhou City Chinese People's Political Consultative Conference (政協惠州市第九屆委員會會員). In addition, Mr. Tsui was an honorary citizen of the Guangzhou Municipality and Huizhou Municipality as well as the honorary chairman of the 8th Committee of the Federation of the Zengcheng City Returned Chinese (增城市歸國華僑聯合會).

Mr. Lu Yili, aged 41, is an Executive Director and the Chief Executive Officer of our Company. He joined us in June 2010 and was appointed as an Executive Director on 12 January 2011. Mr. Lu is in charge of leading and overseeing the implementation of the Group's long and short term strategies set by the Board. He has to ensure the effective communication with shareholders, employees, government authorities and other stakeholders. Mr. Lu also has experience in corporate investment and business finance and has involved in the listing of Chinese companies on an overseas stock exchange. He also has six years of experience in the wastewater treatment industry. From 1997 to 2009, Mr. Lu served as a member of the management of various Singapore private companies, responsible for venture capital investments and consultancy on initial public offerings in China. Mr. Lu received a bachelor's degree in science majoring in chemistry at the National University of Singapore in 1997. He also holds a PhD in Economics from Jinan University (暨南大學), China.

### 執行董事

徐湛滔先生，49歲，本集團創辦人之一及本公司主席兼執行董事。彼於二零一零年十一月三十日獲委任為執行董事。彼為徐炬文先生的堂兄。徐先生主要負責領導董事局為集團制訂整體方向、策略、工作綱領和優先次序。徐先生於污水處理及工業供水行業擁有約十三年經驗。徐先生曾任廣東省治安基金會副會長。於二零零零年四月至二零零一年三月及二零零二年四月至二零零六年三月，徐先生為香港仁濟醫院董事。徐先生亦於二零零四年擔任廣東省鄉鎮長科學決策促進協會的董事會顧問。徐先生獲委任為深圳大學管理系講座教授。此外，徐先生於二零零六年擔任廣州市僑商會的副會長，以及第10屆、第11屆及第12屆增城市工商業聯合會(總商會)的副會長。彼曾為增城市第六、七、八屆中國人民政治協商會議增城市委員會常委並被評為優秀委員。彼亦為政協惠州市第九屆委員會會員。此外，徐先生為廣州市及惠州市的榮譽市民以及第八屆增城市歸國華僑聯合會的榮譽主席。

盧已立先生，41歲，本公司執行董事兼首席執行官。彼於二零一零年六月加入本公司，於二零一一年一月十二日獲委任為執行董事。盧先生負責領導及監督實施董事會所制定之本集團長期及短期策略，並確保與股東、僱員、政府部門及其他持份者保持有效溝通。盧先生亦於企業投資及商業融資擁有經驗，曾參與多家中國公司在海外證券交易所上市的工作。彼亦於污水處理行業擁有六年經驗。於一九九七年至二零零九年，盧先生出任多間新加坡私人公司的管理層成員，負責創業投資及在中國首次公開發售的顧問服務。盧先生於一九九七年取得新加坡國立大學化學系理學學士學位。彼亦持有中國暨南大學經濟學博士學位。

## Directors and Senior Management 董事及高級管理層

Mr. Gu Yaokun, aged 52, is the founder of Guangzhou Lvyou Industrial Waste Reclamation Treatment Company Limited and Qingyuan Lvyou Environmental Protection Technology Company Limited, the subsidiaries of the Company. Mr. Gu was then appointed as an Executive Director and Co-Chief Operating Officer of our Group since 23 November 2015 and is now in charge of the operation of our solid waste treatment and hazardous waste treatment businesses. Mr. Gu has over 30 years of experience in the venture capital and operation management of petrochemical engineering, environmental protection and resource recycling industry. Mr. Gu is currently the vice chairman of solid waste branch of Chinese Society for Environmental Sciences (中國環境科學學會), the managing director of Guangdong Environmental Protection Association, a member of the Political Consultative Committee of Nansha District in Guangdong province, the vice chairman of manufacturers association of Panyu District in Guangdong province, the vice chairman of Associations of Renewable Resources industry in Panyu District. Mr. Gu was awarded the title of "2010 Excellent Entrepreneur in Environment Protection Industry of Guangdong" (2010年度廣東省環保產業優秀企業家) in 2011. Mr. Gu obtained the Executive Master of Business Administration qualifications from Sun Yat-sen University in 2009.

Mr. Xu Shubiao, aged 50, is one of the founders of our Group and an Executive Director appointed since 12 January 2011. Mr. Xu has approximately 13 years of experience in the wastewater treatment industry. Mr. Xu is our Co-Chief Operating Officer, responsible for the construction and operation of all the water projects the Company undertakes. Mr. Xu is experienced in the engineering, trading and processing industries. Mr. Xu was an assistant general manager at Guangzhou To Kee from 1995 to 2003. Mr. Xu has led the development, operation and management of our wastewater treatment facilities and industrial water supply facilities in our Guangzhou Xinzhou Industrial Park since 2003. Mr. Xu is not related to other Directors of the Company.

Mr. Xu Juwen, aged 41, is an Executive Director and Vice President of our Group. He joined us in September 2003 and has served as an Executive Director since 12 January 2011. Mr. Xu is a cousin of Mr. Tsui Cham To. Mr. Xu is in charge of the Group's business development and inter-departmental coordination. From 2001 to 2005, Mr. Xu was the assistant general manager of Guangzhou To Kee Enterprises Development Group Limited ("Guangzhou To Kee"), a related company of our Group, where he oversaw its general operation. From 2005 to 2007, Mr. Xu was the general manager of Guangzhou Zhugang Pier Company Limited (廣州珠鋼碼頭有限公司), a private company in the PRC, and from 2009 to 2011, Mr. Xu has been its executive director. In 2010, Mr. Xu obtained a bachelor's degree in accountancy from Open University of China (中央廣播電視大學).

古耀坤先生，52歲，本集團子公司廣州綠由工業棄置廢物回收處理有限公司和清遠綠由環保科技有限公司之創辦人，其後於二零一五年十一月二十三日獲委任為本集團之執行董事及聯席運營總監，負責固體廢物處理及危險廢物處理的全面業務運營。古先生於石油化工、環保治理和資源循環利用行業的創業和運營管理擁有逾三十年的經驗。古先生現時為中國環境科學學會固體廢物分會副理事長；廣東省環保產業協會常務理事、廣東省南沙區政協委員、廣東省番禺區廠商會副會長、番禺區再生資源行業協會副會長。古先生於二零一一年被評為「二零一零年度廣東省環保產業優秀企業家」。二零零九年，古先生於中山大學取得高層管理人員工商管理碩士資格。

徐樹標先生，50歲，本集團創辦人之一兼本公司執行董事。彼於二零一一年一月十二日獲委任為執行董事。徐先生於污水處理行業擁有約十三年經驗。徐先生為我們的聯席運營總監，負責本公司承辦的所有水務項目建設及運營。徐先生亦擁有工程、貿易及加工行業的豐富經驗。徐先生於一九九五年至二零零三年出任廣州滔記的助理總經理。徐先生自二零零三年起領導我們廣州新洲工業園的污水處理設施及工業用水供應設施的發展、營運及管理。徐先生與本公司其他董事並無關係。

徐炬文先生，41歲，本集團執行董事兼副總裁。彼於二零零三年九月加入本公司，自二零一一年一月十二日起擔任執行董事。彼為徐湛滔先生的堂弟。徐先生主要負責本集團的業務發展及跨部門協調。於二零零一年至二零零五年，徐先生出任本集團的一間關聯公司廣州滔記實業發展集團有限公司(「廣州滔記」)助理總經理，負責監督整體營運。徐先生於二零零五年至二零零七年是廣州珠鋼碼頭有限公司(於中國的一間私人公司)的總經理，並由二零零九年至二零一一年出任其執行董事。於二零一零年，徐先生取得中央廣播電視大學會計學學士學位。

Mr. XU Zi Tao, aged 46, resigned from the Executive Director on 23 November 2015. He joined us in September 2003 and was appointed as an Executive Director on 12 January 2011. He is the brother of Mr. Tsui Cham To and a cousin of Mr. Xu Juwen. Mr. Xu has approximately 11 years of experience in wastewater treatment industry. Mr. Xu was responsible for our Group's safety compliance and public services works. Mr. Xu was a manager at Guangzhou To Kee from 1994 to 2003. He was an assistant general manager at our wastewater treatment facilities and industrial water supply facilities in our Guangzhou Xinzhou Industrial Park during the period from September 2003 to November 2015.

徐子滔先生，46歲，於二零一五年十一月二十三日辭去執行董事職務。彼於二零零三年九月加入本公司，於二零一一年一月十二日獲委任為執行董事。彼為徐湛滔先生的胞弟及徐炬文先生的堂兄。徐先生於污水處理行業擁有約十一年經驗。徐先生於在職時負責本集團的安全合規事宜及公共服務工程。徐先生於一九九四年至二零零三年出任廣州滔記的經理。自二零零三年九起至二零一五年十一月，彼一直出任我們廣州新洲工業園的污水處理設施及工業用水供應設施的助理總經理。

### Independent Non-executive Directors

Mr. Lien Jown Jing, Vincent, aged 55, was appointed on 15 April 2014 as an Independent Non-executive Director. Mr. Lien is currently a director of Wah Hin & Company, a Singapore incorporated private investment holding company, an independent non-executive director of Viva China Holdings Limited (stock code: 8032) which is listed on The Growth Enterprise Market of the Stock Exchange. Mr. Lien is also a director of The Maritime and Port Authority of Singapore and a non-executive director of Primeline Energy Holdings Inc. (a company listed in Canada). He has over 27 years of experience in the banking industry, specialized in corporate finance and capital management. Mr. Lien graduated from the University of New Brunswick with a Bachelor's Degree in Business Administration. Mr. Lien started his career in the financial industry first in Merrill Lynch & Company. In the past years, Mr. Lien had been working in senior positions in prestige financial institutions such as Swiss Bank Corporation and Bankers Trust & Company. In year 2000, he became the director of Wah Hin & Company, managing the financial assets of the group. He also served as the managing director in the Financial Institutions & Public Sector division of ABN AMRO Bank from 2007 to 2008.

### 獨立非執行董事

連宗正先生，55歲，於二零一四年四月十五日獲任為獨立非執行董事。連先生目前為於新加坡註冊成立的私人投資控股公司Wah Hin & Company之董事、非凡中國控股有限公司（股份代號：8032，於聯交所創業板上市）之獨立非執行董事。連先生亦為新加坡海事及港務管理局之董事及加拿大上市公司Primeline Energy Holdings Inc.之非執行董事。彼於銀行業擁有逾二十七年經驗，專責企業融資及資本管理。連先生畢業於University of New Brunswick，擁有工商管理學士學位。連先生最初於Merrill Lynch & Company投身金融業。多年來，連先生在Swiss Bank Corporation及Bankers Trust & Company等多間著名金融機構任職高級職位。於二零零零年，彼成為Wah Hin & Company董事，負責管理集團金融資產。於二零零七年至二零零八年，彼亦於ABN AMRO Bank出任金融機構及公共事務部之董事總經理。

## Directors and Senior Management 董事及高級管理層

Dr. Du Hequn, aged 40, is our Independent Non-executive Director since 21 August 2014, currently also the managing director of Venture Markit International Capital Management Group, a company mainly engaged in growth capital investment in the Greater China region. Mr. Du was as well the managing director and the Head of Greater China Private & Structured Finance in Macquarie Group from 2011 to 2013. Mr. Du has approximately 17 years of experience in the finance industry, specialized in the debt capital market and structured mezzanine debt investment. In the past years, Mr. Du had been working in senior positions with international renowned financial institutions and investment banks including Deutsche Bank, Credit Suisse and the Commonwealth Bank of Australia. Dr. Du graduated from the National University of Singapore and was awarded a Bachelor of Business Administration (Hons) majoring in Finance and Banking. He also holds a PhD in Economics from Jinan University (暨南大學), China. Dr. Du also held positions such as a council member of The China Federation of Overseas Chinese Entrepreneurs (中國僑商聯合會), a council member of Heilongjiang Overseas Friendship Association (黑龍江海外聯誼會), a senior economic consultant of Nantong Municipal Government and an economic consultant of Yaan Municipal Government, an investment committee member of Shenzhen Zhongke Aiscent Intelligent Equipment Research Institute associated to the Chinese Academy of Sciences (中國科學院).

Mr. Liu Yung Chau, aged 62, was appointed on 14 June 2011 as an Independent Non-executive Director. Mr. Liu is a director of Huashang Education Group Company Limited and Guangzhou Sun City Group Limited. Mr. Liu was the chief president of the Hong Kong Industrial & Commercial General Association, member of the standing committee of Guangdong Chinese People's Political Consultative Conference, member of the standing committee of Guangdong Federation of Industry, vice chairman of the Guangdong Chamber of Foreign Investors and chairman of the Zengcheng Federation of Industry. In addition, Mr. Liu has been awarded the "World Outstanding Chinese Award" (世界傑出華人獎) in May 2010 and was awarded the Bronze Bauhinia (BBS) by the Government of the Hong Kong Special Administrative Region on 25 October 2013. Mr. Liu has established the Guangzhou Sun City Group Limited and its affiliates covers a wide range of business areas including education, hotel and tourism, textile and apparel, real estate and financial investment industry. Mr. Liu was given the honorary title of "May 1st Model Worker" in 2009.

杜鶴群博士，40歲，於二零一四年八月二十一日獲委任為本公司獨立非執行董事。現亦為創市國際資本管理集團之董事總經理，該公司主要於大中華區從事資本增值投資。於二零一一年至二零一三年，杜博士亦曾擔任麥格理集團的董事總經理及大中華區私募及結構性投融資主管。杜博士於金融行業擁有約17年經驗，專注於債務資本市場及結構性投融資。杜博士於過往年度曾在德意志銀行、瑞士信貸及澳洲聯邦銀行等國際知名金融機構及投資銀行擔任高級職務。杜博士畢業於新加坡國立大學，取得工商管理(榮譽)學士學位，主修金融及銀行學。彼亦持有中國暨南大學經濟學博士學位。杜博士亦曾擔任中國僑商聯合會理事、黑龍江海外聯誼會理事、南通市政府高級經濟顧問及雅安市政府經濟顧問、中国科学院關連機構Shenzhen Zhongke Aiscent Intelligent Equipment Research Institute之投資委員會委員。

廖榕就先生，62歲，於二零一一年六月十四日獲委任為獨立非執行董事。廖先生是華商教育集團有限公司及廣州太陽城集團有限公司的董事。廖先生曾為香港工商總會有限公司首席會長、廣東省政協常委、廣東省工商業聯合會常委、廣東外商公會副主席及增城市工商聯(總商會)主席。此外，廖先生於二零一零年五月獲得「世界傑出華人獎」。並於二零一三年十月二十五日獲香港特別行政區政府授予銅紫荊勳章。廖先生所創辦廣州太陽城集團有限公司及其聯屬公司的經營範圍涵蓋文化教育、酒店旅遊、紡織服裝、房地產、金融投資等多個行業。於二零零九年，廖先生獲授予「五一勞動模範」榮譽稱號。

## Senior Management

Mr. Ma Chun Kei, aged 37, joined us as the Chief Financial Officer and Company Secretary since September 2015. He is mainly responsible for overseeing our Group's financial and company secretarial matters. Mr. Ma joined us in 2015. Mr. Ma graduated from The Hong Kong Polytechnic University with a Bachelor's Degree in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. Ma worked in KPMG Huazhen LLP. He has over 10 years of experience in auditing, accounting and has been involved in a number of initial public offering transactions and capital market transactions.

Mr. Zhao Keyin, aged 41, is our Chief Engineer. Mr. Zhao joined us in March 2004 and is currently responsible for the daily operation, technical supervision and implementation of the wastewater treatment business our Group. Mr. Zhao implements national policies relating to technology and advanced technology management policies. Mr. Zhao has approximately 12 years of experience in wastewater treatment, with a special focus on industrial wastewater treatment technology. He also leads the technical implementation aspects of our Group's projects, devise work plans to make sure the processing technologies and procedures are in sync with various technical standards, regulations and legal procedures in the industry. Mr. Zhao is our Group's key liaison with regulatory authorities. In 1998, Mr. Zhao obtained a Diploma in Environmental Protection Monitoring and Implementation from Shenyang Polytechnic University (瀋陽工業學院). He also obtained a Wastewater Treatment Training Certificate issued by Guangdong Environmental Association Environmental Protection Vocational Training Centre (廣東環協環保職業技能培訓中心). He has passed the environmental protection training accredited by Guangzhou Environmental Protection Promotion and Education Centre (廣州市環境保護宣傳教育中心) and Guangzhou Environmental Protection Bureau (廣州市環境保護局) as well.

## 高級管理人員

馬濬琦先生，37歲，於二零一五年九月加入為財務總監兼公司秘書，主要負責監督本集團財務及公司秘書事宜。馬先生畢業於香港理工大學，取得會計學士學位。彼為香港會計師公會會員。馬先生於加入本公司前，曾於畢馬威華振會計師事務所(特殊普通合夥)任職。彼於審計及會計方面擁有逾10年之經驗，曾參與多個首次公開發售項目及資本市場交易項目。

趙克銀先生，41歲，總工程師。趙先生於二零零四年三月加入本公司，目前負責本集團污水處理業務的日常運營、技術監督及執行。趙先生負責執行與技術有關的國家政策及先進技術管理政策。趙先生於污水處理方面擁有約十二年經驗，特別是工業污水處理技術。彼亦負責領導執行本集團項目的技術工作，以及制訂工作計劃以確保處理技術及過程符合行業技術標準、法規及程序。趙先生為本集團與監管機構的主要聯絡人。趙先生於一九九八年取得瀋陽工業學院環保監督及執行文憑。彼獲得廣東環協環保職業技能培訓中心發出的污水處理培訓證書。彼亦已通過廣州市環境保護宣傳教育中心及廣州市環境保護局認可的環境保護培訓。

## Directors and Senior Management 董事及高級管理層

Mr. Lu Xiao'an, aged 52, is the Vice President of our Group. He is mainly responsible for the daily operation of the Group's hazardous waste treatment business. Mr. Lu joined the Group in August 2015 (after the acquisition of Guangzhou Lvyou Industrial Waste Reclamation Treatment Co., Limited by the Group). He graduated from Environmental Science Department of Sun Yat-sen University in 1987. During 1987 to 2004, he worked chronologically as an environmental impact inspector at Guangzhou Environmental Monitoring Station, an environmental impact monitor at Guangzhou Environmental Protection Bureau, then back to Guangzhou Environmental Monitoring Station as a head of office, head of motor vehicle emission inspection team, head of motor vehicle emission monitoring division, the head of motor vehicle emission supervision division, and a head of analysis office. In May 2004, Mr. Lu joined Guangzhou Lvyou Industrial Waste Reclamation Treatment Co., Limited as an assistant to director, the deputy manager, and then the general manager.

Mr. Gan Yongxiong, aged 47, is the Vice President of our Group. He is mainly responsible for the daily operation of the Group's sludge treatment business. Mr. Gan has devoted himself to the sludge treatment industry since year 2002, and has accumulated 13 years of experience in the sludge and solid waste integrated resource utilization industry. Mr. Gan has successfully developed technologies such as the Solar Reclaimed-water Dual-Heat Source Heat-pumping Sludge Drying System (太陽能中水雙熱源熱泵污泥乾化系統技術) and Fully-enclosed Fertilizer Generating Sludge Drum System (全封閉式污泥滾筒制肥技術). Not only has these technologies been registered utility patents by the Intellectual Property Office, but are also included in the National Key Model Environmental Protection Technologies Project (國家重點環境保護使用技術示範工程). Besides, Mr. Gan owns several other registered patents for technologies such as the High-pressure Sludge Drying System (高壓污泥乾化), applications of industrial waste residue and construction garbage and sludge in green bricks baking system as well. Mr. Gan joined us in 2009 and is currently responsible for the market development of our sludge treatment business. He is the head of technical implementations of our Group's sludge treatment projects, who devises work plans to ensure the processing technologies and procedures comply with various technical standards, regulations and legal procedures in the industry.

陸小安先生，52歲，現時為本集團的副總裁，主要負責本集團危險廢物處理業務的日常營運工作。陸先生於二零一五年八月加入本集團(即本集團完成收購廣州綠由工業棄置廢物回收處理有限公司後)。彼於一九八七年於中山大學環境科學專業畢業。陸先生於一九八七年至二零零四年期間，曾先後就任廣州市環境監測中心站評價室科員、廣州市環保局監督處科員，其後回到廣州市環境監測中心站任辦公室主任、機動車排污檢測隊隊長、機動車排污監理科科長、機動車排污監督科科長及綜合分析室主任等職位。陸先生於二零零四年五月加入廣州綠由工業棄置廢物回收處理有限公司先後擔任董事長助理、副總經理、總經理。

甘永雄先生，47歲，現時為本集團的副總裁，主要負責本集團污泥處理業務的日常營運工作。甘先生自二零零二年起從事污泥處理行業，在污泥及固體廢物綜合資源化利用行業累積了13年的經驗。甘先生成功研發太陽能中水雙熱源熱泵污泥乾化系統技術及全封閉式污泥滾筒制肥技術，不但已從知識產權局取得註冊專利，亦被列入國家重點環境保護使用技術示範工程。此外，甘先生擁有高壓污泥乾化、工業廢渣和建築垃圾及污泥應用於環保燒結磚系統等技術的多項其他註冊專利。甘先生於二零零九年加入本集團，目前負責污泥處理業務的市場開發。彼亦負責領導執行本集團污泥項目的技術工作，以及制訂工作計劃以確保處理技術及過程符合行業技術標準、法規及法律程序。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

CT Environmental Group Limited, together with its subsidiaries (the "Group") has always been committing to being a responsible corporate citizen. The Group pays close attention to the influence of its business on the communities and environment around while pursuing a high operation efficiency. Therefore, the Group has set up a complete set of environment and society management system particularly for the management on relevant environmental and social affairs so as to keep improving its performance in such fields.

This Group will publish an annual Environment, Society and Governance (ESG) Report starting from the next fiscal year in order to specifically and systematically disclose our methods, strategic target and performance in fulfilling sustainable development.

### Environmental Protection

As a comprehensive environmental service program provider, the Group is devoted to improving its performance in environmental protection. Wastewater treatment is one of its core businesses, the Group possesses respectively in both industrial wastewater and domestic sewage treatments, a Class-A Certificate of the Operating Ability of Pollution Treating Facilities.

Meanwhile, the Group is concerned with its suppliers' performance in environmental protection. This part was taken into consideration during supplier selection process. If necessary, the Group would invite independent agencies to separately examine the suppliers' products so as to ensure the products meet the national safety and environmental protection standards, other relevant product quality certification standards as well as the equipment technical specification standards confirmed by the Group and the suppliers.

### Health and Safety

The Group placed an utmost emphasis on the health and safety of its employees. By means of continuously improving relevant precaution mechanisms and measures, the Group successfully reduced the risks and dangers which may be hidden in operations as much as possible. In 2015, no major industrial accident occurred in the Group accounts for the effort made by all employees and the management of the Group on production safety. In addition, the Group provided periodical trainings in occupational safety and skill improvement so that the employees are able to master each operation procedure and be aware of operation and production safety. The Group also invites external experts and specialists for production safety seminars, bringing its employees the latest safety information.

中滔環保集團有限公司連同其附屬公司(「本集團」)一直致力成為一個負責任的企業公民，我們在追求運營效率的同時，亦非常關注自身業務對周邊社區和環境的影響。為此，本集團已建立了一套全面的環境及社會管理體系，專門負責相關的環境及社會事務，以持續提升我們在相關領域的表現。

本集團將由下一個財政年度開始獨立出版年度環境、社會及管治(ESG)報告，以更詳盡及系統性披露我們在實踐可持續發展的方法、戰略目標及表現。

### 環境保護

作為一家綜合環境服務方案提供商，我們致力提高在環境保護方面的表現。污水處理是我們的核心業務之一。本集團的工業廢水及生活污水處理，分別具有「一級污染治理設施運行服務能力評價證書」。

在供應商的選擇過程中，供應商環保表現也是我們非常重視的環節。如有需要，本集團亦會邀請獨立機構對其產品進行獨立檢驗，確保產品符合國家安全環保標準、其他有關的產品品質認證標準、以及由雙方確認的設備技術說明標準等。

### 健康與安全

員工的健康與安全是本集團最為重視的一個環節。本集團通過不斷完善相關的預防機制和措施，盡力減低在運營中可能存在的安全風險。在二零一五年，中滔集團並沒有發生任何重大工傷事故，體現了集團上下在安全生產上努力的成果。本集團定期提供職業安全培訓和技術培訓，讓各員工充分掌握各個操作流程，提高安全意識。另外，公司還會聘請外部專家舉行相關的安全講座，為員工帶來最新的安全資訊。

Subsidiary companies of the Group prepared event security guidelines based on their own conditions and circumstances so as to provide instructions more specifically and effectively and improve the safety management system of the Group. Under the guidance of the management of the Group, all subsidiaries have established a Contingency Plan for Environmental Emergencies to improve the capability of managers and employees in coping with all kinds of environmental emergencies, and to secure the life safety and health of the employees and the public. The contingency plan has specified responsibilities of all departments and covers every single stage in the production and emergency handling. Therefore, it is complete and comprehensive.

## Education Supporting

The Group has always valued the educational development that cultivates more talents specialized in environmental protection. By setting scholarships, establishing labs and cooperating with institutions of higher learning, the Group provides a platform for learning and practicing to students who major in environmental protection, thus boosted co-growth and development of both the Group and such institutions and put forward sustainable development of the environment-friendly industries of China.

The Group set CTEG Scholarships in a term of 10 years in School of Environmental Science and Engineering of Sun Yan-Sen University and College of Environment and Energy of South China University of Technology, which respectively reward 30 outstanding students RMB10,000 each per year. Besides, we concluded a framework agreement for all-round cooperation with Guangdong Environmental Protection Engineering Vocational College under Department of Environmental Protection of Guangdong Province, aiming at cultivating technical talents and strengthening our research and development capabilities. The agreement includes offering "CTEG Class", providing scholarships to the students of the class and opportunities of practical work in the Group. These acts lead to a professional and efficient access of transporting talents to the Group.

In November, 2015, the Group founded a Joint Lab of CTEG and College of Environmental Sciences and Engineering of Peking University and set up Peking University-CTEG Educational Fund to make a contribution to the cultivation of professionals in environmental protection and to the promotion of environmental protection for long-term development. The Group plans to donate RMB15,000,000 during 2015 to 2024, to Peking University, among which the scholarships of RMB7,500,000 will be rewarded to 15 excellent undergraduates, postgraduates and PhD students each in the form of RMB50,000 per year; the remaining RMB6,000,000 and RMB1,500,000 will be put into the educational fund and for daily running and

本集團旗下的子公司會根據自身的具體情況，制定相應的安全事件指南，更針對性和有效地為各種安全事件的應對提供指導，完善集團的安全管理體系。在集團管理層的指引下，各項目子公司都已制定了《突發環境事件應急預案》，以提高企業管理人員和員工應對各種突發環境事件的能力，保障員工和公眾的生命安全 and 健康。應急預案明確各部門的安全職責，內容覆蓋了生產和突發事件應對的每一個環節，確保了整個預案的完整性。

## 教育支持

本集團一向重視教育發展，以培養更多環保專業人才。透過設立獎學金、成立實驗室、與高等院校合作等多種方式，為修讀環保專業學生提供學習和實踐的平台，藉此促進企業與高等院校共同成長和發展，推動國內環保產業的可持續發展。

本集團在中山大學環境科學與工程學院及華南理工大學環境與能源學院分別設立為期10年的「中滔環保獎學金」，每年獎勵30名優秀學生各人民幣1萬元。我們亦與廣東省環境保護廳下設的廣東環境保護工程職業學院簽訂全面合作框架協議，以培育技術人才、加強研發實力為目標。協議中包括開設「中滔環保班」，向該班學生提供獎學金並提供進入本集團實習的機會。此舉可為我們提供了一條專業、高效的人才輸送管道。

二零一五年十一月，本集團與北京大學環境科技與工程學院聯合成立「北京大學環境科學與工程學院中滔聯合實驗室」，並設立「北京大學中滔環境教育基金」，為培育環保專業人才和推動環保事業的長遠發展貢獻力量。集團計劃在二零一五年至二零二四年間，向北京大學捐贈人民幣1,500萬元人民幣。其中包括獎學金人民幣750萬元，以每人每年人民幣5萬元人民幣獎勵15名品學兼優的本科、碩士和博士研究生，另有人民幣600萬元將會用於



maintaining of the labs respectively. Such moves have effectively accelerated the cooperation between the business circles and the higher education institutions, and offered more opportunities for both parties to communicate in the fields concerning environmental protection, development and public welfare.

The Group will be unceasingly devoted to nurturing talents in environmental protection and contributing to the sustainable development of the environment-friendly industries.

## Public Benefit Activities

As one of the sponsors for the event of Cross the Zhujiang River 2015, the Group hopes to further arouse the public concern on environmental protection. Besides, the Group also donated RMB200,000 to the activity called Charity into Communities (“慈善進社區”) of Charity Project Promotion Show 2015 in Zengcheng District, Guangzhou. The fund will be divided into halves, respectively for a day-care subsidy for the elderly in Xintang Town, providing temporary care and day-care services to those who have difficulties taking care of themselves, and for the disabled help project of the town, relieving the economic pressure on the disabled who are incapable of working.

As a leading environment-friendly corporate in China, other than playing a role in the industry and field, the Group will continue to care for the society, encourage employees to actively participate in voluntary services, and build a closer and more harmonic link with communities.

教席基金，以及人民幣150萬元用於實驗室的日常運行經費。此舉有效促進了商界與高等院校的合作，為雙方在環保領域、發展領域以及公益領域上提供更多交流機會。

我們將繼續致力於培養環保專業人才，為推動環保產業的可持續發展作出貢獻。

## 公益活動

本集團是二零一五年廣州橫渡珠江活動的贊助機構之一，我們希望通過本次的活動，進一步喚起全社會對環保領域的共同關注。此外，我們亦向廣州市增城區二零一五年慈善專案推介會之「慈善進社區」活動捐贈款項人民幣20萬元。其中人民幣10萬元會用於新塘鎮日間托老補貼，為生活不能完全自理的老人提供臨時託管和日間照料服務。另外人民幣10萬元用於新塘鎮殘疾人救助項目，協助解決當地殘疾人因喪失工作能力而造成的經濟壓力。

作為國內領先的環保企業，除了在該產業領域發揮自身的作用外，本集團也會繼續關心社會，鼓勵員工積極參與各種義工活動，與社區建立更緊密和諧的關係。

### Compliance with the Code on Corporate Governance Practices

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 December 2015. The Company focuses on maintaining high standard of corporate governance in order to achieve sustainable development and enhance corporate performance. The Board strives for adhering to the principles of corporate governance and has adopted sound corporate governance practices to meet the legal and commercial standards, focusing on areas such as internal control, fair disclosure and accountability to all shareholders to ensure the transparency and accountability of all operations of the Company. The Company believes that effective corporate governance is an essential factor to create more values for its shareholders. The Board will continue to review and improve the corporate governance practices of the Group from time to time to ensure that the Group is led by an effective Board in order to optimize return for shareholders.

The Company is committed to maintain good corporate governance practices and procedures. The Company has adopted the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its own code of corporate governance. The Board considers that the Company was in compliance with all applicable code provisions set out in the CG Code for the year ended 31 December 2015.

### 遵守《企業管治常規守則》

董事會欣然呈列本集團於截至二零一五年十二月三十一日止年度之年報之企業管治報告。本公司注重維持高水平之企業管治以實現可持續發展並提升企業表現。董事會致力堅持企業管治原則，並採用良好之企業管治常規，專注內部監控、公平披露及對全體股東負責等領域，確保本公司所有業務之透明度及問責性，以達致法律及商業標準。本公司相信，有效的企業管治是為股東創造更多價值的關鍵因素。董事會將繼續不時審閱及改善本集團的企業管治常規，以確保本集團由有效董事會領導以為股東帶來最大回報。

本公司致力維持良好之企業管治常規及程序。本公司已採納聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之守則條文作為其企業管治守則。董事會認為本公司截至二零一五年十二月三十一日止年度一直遵守企業管治守則所載之所有適用守則條文。

## Board of Directors

The Board comprises five Executive Directors and three Independent Non-Executive Directors. The Directors who held office during the year and up to the date of publication of this report were:

### Executive Directors

Mr. Tsui Cham To	<i>(Chairman)</i>
Mr. Lu Yili	<i>(Chief Executive Officer)</i>
Mr. Gu Yaokun	<i>(appointed on 23 November 2015)</i>
Mr. Xu Shubiao	
Mr. Xu Juwen	
Mr. Xu Zitao	<i>(resigned on 23 November 2015)</i>

### Independent Non-executive Directors

Mr. Lien Jown Jing, Vincent  
Mr. Du Hequn  
Mr. Liu Yung Chau

The list of Directors has been published on the website of the Company and the website of the Stock Exchange, and is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

The Board has a balance of skill, experience and diversity of perspectives that are essential to and would promote the business of the Group. The Board, with the assistance from the senior management, forms the core management team of the Company. The Board takes the overall responsibility for management of the Company, formulating the business strategies and development plan of the Company, decision making on important issues, including but not limited to substantial mergers and acquisitions and disposals, directors' appointments and significant operational and financial matters. The senior management are responsible for supervising and executing the Board policies and strategies, including the provision of updates of the Group's performance to the Board to enable the Board to deliver and discharge their duties. Daily management, administration and operation of the Company are delegated to the senior management of the Company.

## 董事會

董事會包括五名執行董事及三名獨立非執行董事。於本年度及直至本報告刊發日期的在任董事如下：

### 執行董事

徐湛滔先生	<i>(主席)</i>
盧已立先生	<i>(首席執行官)</i>
古耀坤先生	<i>(於二零一五年十一月二十三日獲委任)</i>
徐樹標先生	
徐炬文先生	
徐子滔先生	<i>(於二零一五年十一月二十三日辭任)</i>

### 獨立非執行董事

連宗正先生  
杜鶴群先生  
廖榕就先生

本公司的董事名單已刊登在本公司及聯交所的網站上，並載列在本公司按照上市規則不時刊發的所有公司通訊中。

董事會成員的技能、經驗及多樣化的觀點與角度得以平衡，對促進本集團業務必不可少。在高級管理層之協助下，董事會形成本公司之核心管理隊伍。董事會肩負為本公司制訂業務策略及發展計劃、重大問題決策(包括但不限於重大併購、收購及出售、董事委任及重大經營及財務事項)之整體責任。高級管理層負責監察及落實董事會政策及策略，包括提供最新的集團表現予董事會使其能執行及履行其職責。委託本公司高級管理層負責本公司日常管理、行政及運營。

During the year under review, the Company has fully complied with all applicable requirements under the Listing Rules and the CG Code.

The Board at all times met the requirements under Rules 3.10(1) and (2) of the Listing Rules that, (1) it included at least three independent non-executive directors; and (2) at least one of the independent non-executive directors possess appropriate professional qualifications or accounting or related financial management expertise. The Board considers that all its independent non-executive directors have appropriate and sufficient industry or finance experience and qualifications to carry out their duties so as to protect the interests of shareholders of the Company as a whole.

The biographies of all the Directors are set out in the section headed "Directors and Senior Management" of this annual report.

The Chairman and the Chief Executive Officer of the Company are Mr. Tsui Cham To and Mr. Lu Yili respectively. The roles of the Chairman and the Chief Executive Officer are segregated and assumed by two separate individuals. It is aimed at striking a balance of power and authority so that the job responsibilities are not concentrated on any one individual. The Chairman is responsible for the leadership and effective running of the Board, while the Chief Executive Officer is delegated with the authorities to manage the business of the Group in all aspects effectively.

The Company has received confirmations of independence from all existing Independent Non-executive Directors and considers them independent, in accordance with Rule 3.13 of the Listing Rules. All Directors have a term of office of three years and are required to retire and, being eligible, offer themselves for re-election in accordance with the articles of association of the Company.

於回顧年度，本公司已全面遵守上市規則及企業管治守則之所有適用規定。

董事會一直遵守上市規則第3.10(1)及(2)條項下的規定，即(1)董事會至少三分之一的成員為獨立非執行董事；(2)其中至少一名獨立非執行董事具有適當專業資格或會計或相關財務管理專長。董事會認為所有獨立非執行董事具有適當及充足行業或財務經驗及資格以履行彼等的職責，以此保護本公司股東的整體利益。

所有董事的履歷載列於本年報「董事及高級管理層」一節。

本公司主席及首席執行官分別為徐湛滔先生及盧己立先生。將主席及首席執行官的角色予以區分且由不同人士出任，此舉旨在達到權力及權威平衡，從而使得工作職責不會集中於任何個人。主席負責領導及有效運行董事會，而首席執行官獲授予權威以有效管理本集團所有其他方面的業務。

根據上市規則第3.13條，本公司已收取所有現有獨立非執行董事的獨立性確認書，且本公司認為彼等屬獨立。所有董事任期為三年，且根據本公司章程細則須接受退任，並合資格膺選連任。

## Board Meetings

It is intended that the Board should meet regularly so that all Directors are kept updated with the business development of the Group. Special meetings of the Board will be convened if the situation requires so. For the year ended 31 December 2015, the Board had convened eight Board meetings and four general meetings. The individual attendance record of the Directors is tabulated as follows:

## 董事會會議

根據計劃，董事會應定期召開會議以使所有董事不斷更新本集團的業務發展。倘情況需要，董事會將召開特別會議。截至二零一五年十二月三十一日止年度，董事會共召開八次董事會會議及四次股東會議，而董事各自出席會議的記錄如下：

		Attendance/ Total number of board meetings 出席次數/ 董事會會議 總次數	Attendance/ Total number of general meetings 出席次數/ 股東會議 總次數
<b>Executive Directors</b>		<b>執行董事</b>	
Mr. Tsui Cham To ( <i>Chairman</i> )	徐湛滔先生(主席)	8/8	4/4
Mr. Lu Yili ( <i>Chief Executive Officer</i> )	盧已立先生(首席執行官)	8/8	4/4
Mr. Xu Shubiao	徐樹標先生	8/8	0/4
Mr. Xu Juwen	徐炬文先生	8/8	3/4
Mr. Xu Zitao ( <i>resigned on 23 November 2015</i> )	徐子滔先生(於2015年11月23日辭任)	6/7	0/4
Mr. Gu Yaokun ( <i>appointed on 23 November 2015</i> )	古耀坤先生(於2015年11月23日獲委任)	1/1	N/A 不適用
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Lien Jown Jing, Vincent	連宗正先生	8/8	2/4
Mr. Du Hequn	杜鶴群先生	8/8	3/4
Mr. Liu Yung Chau	廖榕就先生	8/8	2/4

## Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by Directors. Having made specific enquiry, the Company confirms that the Directors complied with the required standard set out in the Model Code for the year ended 31 December 2015.

## Relationship among the Directors

Among the members of the Board, Mr. Tsui Cham To, the Chairman, is a brother of Mr. Xu Zitao and is a cousin of Mr. Xu Juwen (therefore Mr. Xu Zitao is also a cousin of Mr. Xu Juwen).

## Audit Committee

The Company has set up an audit committee (the "Audit Committee") in compliance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. As of the date of publication of this report, the Audit Committee comprises the three Independent Non-executive Directors of the Company, namely, Mr. Lien Jown Jing, Vincent (the chairman of the Audit Committee), Mr. Du Hequn and Mr. Liu Yung Chau. The Audit Committee has reviewed the Group's consolidated financial information for the year ended 31 December 2015, including the accounting principles adopted by the Group, with the Company's management. The Audit Committee, together with the management, has reviewed constantly the accounting principles and practices adopted by the Group, discussed auditing, internal control and financial reporting matters and reviewed the financial results of the Group.

The terms of reference of the Audit Committee are available on the website of the Company and the website of the Stock Exchange.

The Audit Committee had held two meetings during the year ended 31 December 2015 for considering the annual results of the Group for the year ended 31 December 2014 and the interim results of the Group for the six months ended 30 June 2015. All the members (Mr. Lien Jown Jing, Vincent, Mr. Du Hequn and Mr. Liu Yung Chau) of the Audit Committee have attended the above meetings.

## 董事進行證券交易

本公司已採納上市規則附錄10所載「董事進行證券交易的標準守則」(「標準守則」)，作為董事進行有關證券交易的行為守則。經作出特定查詢後，本公司確認，各董事於截至二零一五年十二月三十一日止年度一直遵守標準守則所載的規定標準。

## 董事的關係

在董事會成員中，主席徐湛滔先生為徐子滔先生的胞兄及為徐炬文先生的堂兄(因此徐子滔先生亦為徐炬文先生的堂兄)。

## 審核委員會

本公司遵照上市規則第3.21條成立審核委員會(「審核委員會」)，藉以檢討及監督本集團的財務申報程序及內部控制。截至本報告刊發日期，審核委員會成員包括本公司三名獨立非執行董事，即連宗正先生(審核委員會主席)、杜鶴群先生及廖榕就先生。審核委員會已連同本公司管理層審閱本集團截至二零一五年十二月三十一日止年度的綜合財務資料，包括本集團採納的會計原則。審核委員會連同管理層，已定期審閱本集團採納的會計原則及慣例，商討核數、內部監控及財務申報事宜，且已審閱本集團的財務業績。

審核委員會的職權範圍可於本公司網站及聯交所網站查詢。

審核委員會於截至二零一五年十二月三十一日止年度為考慮本集團截至二零一四年十二月三十一日止年度的年報及截至二零一五年六月三十日止六個月之中期業績召開兩次會議。審核委員會(連宗正先生、杜鶴群先生及廖榕就先生)全體成員均有出席上述會議。

## Remuneration Committee

The primary responsibilities of the remuneration committee of the Company (the "Remuneration Committee") are to make recommendations to the Board on the policy and structure of the Company for remuneration of all Directors and senior management, to assess performance of executive directors and to review and recommend to the Board on the remuneration packages of individual Director and senior management, by reference to the duties, responsibilities, experience and qualifications of each candidate.

In accordance with the written terms of reference of the Remuneration Committee, majority of members of the Remuneration Committee should be Independent Non-executive Directors, and the chairman must be an Independent Non-executive Director. The terms of reference of the Remuneration Committee are available on the Company's website and the website of the Stock Exchange. As of the date of publication of this report, Mr. Du Hequn (Chairman) (Independent Non-executive Director), Mr. Liu Yung Chau (Independent Non-executive Director) and Mr. Tsui Cham To (Executive Director) are members of the Remuneration Committee. One meeting was held by the Remuneration Committee during the year ended 31 December 2015 to review and approve the remuneration packages of certain executive Directors. All members (Mr. Du Hequn, Mr. Liu Yung Chau and Mr. Tsui Cham To) of the Remuneration Committee have attended the meeting.

The remuneration of the members of the senior management of the Group by band for the year ended 31 December 2015 is set out below:

## 薪酬委員會

本公司薪酬委員會(「薪酬委員會」)的主要職責為向董事會建議本公司所有董事及高級管理人員的薪酬政策及架構，以評估執行董事之表現及參考各候選人之職責、責任、經驗及資格向董事會各董事及高級管理人員的薪酬待遇。

根據薪酬委員會的書面職權範圍，薪酬委員會的多數成員須為獨立非執行董事，而主席必須為獨立非執行董事。薪酬委員會的職權範圍可於本公司及聯交所的網站查閱。於刊發本報告日期，杜鶴群先生(主席)(獨立非執行董事)、廖榕就先生(獨立非執行董事)及徐湛滔先生(執行董事)為薪酬委員會成員。截至二零一五年十二月三十一日止年度薪酬委員會舉行一次會議以檢討並批准若干執行董事的薪酬組合。薪酬委員會的全體成員(杜鶴群先生、廖榕就先生及徐湛滔先生)均有出席該次會議。

截至二零一五年十二月三十一日止年度，本集團高級管理層成員的薪酬級別載列如下：

Remuneration bands (HK\$)	薪酬級別(港元)	Number of persons 人數
Nil to 500,000	零至500,000	7
500,001 to 1,000,000	500,001至1,000,000	4
1,000,001 to 2,500,000	1,000,001至2,500,000	—
2,500,001 to 3,000,000	2,500,001至3,000,000	1
3,000,001 to 5,000,000	3,000,001至5,000,000	—
5,000,001 to 5,500,000	5,000,001至5,500,000	1

## Nomination Committee

The Board had set up its nomination committee (the "Nomination Committee") to, among others, review the structure, size and composition of the Board to determine the policy for the nomination of directors and make recommendations to the Board on the appointment of Directors. As at the date of publication of this report, Mr. Liu Yung Chau (Chairman) (Independent Non-executive Director), Mr. Lien Jown Jing, Vincent (Independent Non-executive Director) and Mr. Tsui Cham To (Executive Director) are members of the Nomination Committee. The Nomination Committee has also adopted a policy of diversity for memberships of the Board which aims to achieve diversity in the Board against a range of different perspectives, including but not limited to professional and industry experience, skills and knowledge, cultural and educational background. These criteria will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. In reviewing and assessing the composition of the Board, the Nomination Committee will consider all different perspectives, including the aforesaid criteria, in order to maintain a diverse Board. And when recommending new appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria including the ones set out above, with due regard for the benefits of diversity of the Board.

The terms of reference of the Nomination Committee are available on the website of the Company and the website of the Stock Exchange.

One meeting of the Nomination Committee had been held during the year ended 31 December 2015 to consider and approve the nomination of Mr. Gu Yaokun as a member of the Board. All members (Mr. Liu Yung Chau, Mr. Lien Jown Jing, Vincent and Mr. Tsui Cham To) of the Nomination Committee have attended the meeting.

## Training and Support for Directors

The Company recognizes the importance of keeping the Directors updated with latest information of duties and obligations of a director of a company which shares are listed on the Stock Exchange and the general regulatory requirements and environment for such listed company. To meet this goal, each newly appointed Director would receive an introductory training regarding the statutory and regulatory obligations of a director of a listed company in Hong Kong. As part of the continuous professional development program, the Company has also updated the directors of the Company of any material changes in the Listing Rules and corporate governance practices from time to time. All directors of the Company are provided with reading materials summarizing the duties and responsibilities in acting as directors from time to time to keep the directors of the Company abreast of such duties and responsibilities.

## 提名委員會

董事會設立提名委員會(「提名委員會」)旨在(其中包括)檢討董事會架構、規模及組成以決定董事提名之政策且就委任董事向董事會提出建議。於本報告刊發日期, 廖榕就先生(主席)(獨立非執行董事)、連宗正先生(獨立非執行董事)及徐湛滔先生(執行董事)為提名委員會成員。提名委員會亦就董事會成員採納多樣化政策, 旨在於不同方面達致董事會多元化, 包括但不限於專業及行業經驗、技能及知識、文化及教育背景。該等標準將於釐定董事會最優組合及須可能達致適當平衡時予以考慮。於檢討及評估董事會組成時, 提名委員會將考慮所有不同方面, 包括前述標準, 以維持董事會多樣化。就向董事會建議新委任, 提名委員會將依據上述客觀標準考慮候選人的優點, 並適當考慮於董事會多元化的利益。

提名委員會的職權範圍可於本公司及聯交所網站查閱。

截至二零一五年十二月三十一日止年度, 提名委員會舉行一次會議以考慮及批准提名古耀坤先生為董事會成員。提名委員會全體成員(廖榕就先生、連宗正先生及徐湛滔先生)均出席該次會議。

## 對董事的培訓及支援

本公司深知, 確保董事瞭解作為股份於聯交所上市的公司董事的職務及責任以及該上市公司一般監管規定及環境的最新資料至為重要。為達成此目標, 各新委任董事將獲給予關於作為香港上市公司董事的法定及監管責任之簡介培訓。作為持續專業發展項目的一部分, 本公司亦已不時向本公司董事更新上市規則及企業管治常規的任何重大變動。本公司全體董事不時獲提供有關董事職責及責任的閱讀材料, 讓本公司董事了解其職責及責任。



## Company Secretary

Mr. Ma Chun Kei, the company secretary appointed by the Board and an employee of the Company, in the opinion of the Board, possesses the necessary qualification and experience, capable of performance of the functions of the company secretary and the Company will provide fund for Mr. Ma to take not less than 15 hours of appropriate professional training in each financial year as required under Rule 3.29 of the Listing Rules.

## Internal Control and Corporate Governance

The Board is entrusted with an overall responsibility of devising the Company's system of internal controls and conducting an annual review of its effectiveness. This ensures that the Board oversees and monitors the Group's overall financial position so that the interests of the shareholders are well protected and covered. The system of internal controls covers the areas of financial, accounting, operational, compliance and risk management of the Group's business. The Board was not aware of any irregularities or material deficiencies found for the year ended 31 December 2015.

## Principal Risks and Uncertainties

This section lists out the principal risks and uncertainties facing the Group. This is a non-exhaustive list and there may be other risks and uncertainties further to the principal areas of risk outlined below.

### Business development risk

Each of the Group's projects has been or will be built to a specified designed capacity. The utilization rate of its treatment facilities depends on a number of factors including the size of the population, the types of industries of its customers, the general economic conditions and the level of industrialization in the area served by the relevant facilities. If the facilities the Group operates are not utilized to their designed capacity, the Group may not generate the turnover and profit it had expected from the relevant projects, which could have a material and adverse effect on its business, financial condition and results of operations. It is therefore important that the Group perform careful market research and project planning before implementing with any investment decisions.

## 公司秘書

馬濬琦先生獲董事會委任為公司秘書，且為本公司僱員。董事會認為，馬先生具備履行公司秘書職能的必要專業資格及經驗，且本公司將根據上市規則第3.29條之規定於各財政年度向馬先生提供不少於15小時的適當專業培訓。

## 內部監控及企業管治

董事會受託總體負責設計本公司的內部監控系統，並逐年檢討其有效性。這可確保董事會監督和監察本集團的整體財務狀況，使股東利益得到良好保障。內部監控系統涵蓋本集團業務的財務、會計、營運、合規及風險管理等範疇。截至二零一五年十二月三十一日止年度，董事會並未知悉任何違規或重大缺失。

## 主要風險及不確定性

本節載列本集團面臨的主要風險及不確定性。此列表並無完全列出所有風險及不確定性，可能存在下文概述主要風險領域以外的其他風險及不確定性。

### 業務發展風險

本集團各個項目一直以來並將一直依照特定設計處理能力興建。本集團的處理設施的利用率視乎多項因素而定，包括人口規模、本集團客戶所處行業的類型、整體經濟狀況及相關設施所服務地區的工業化水平。倘本集團營運的設施並未達到設計處理能力，本集團不一定能產生預期來自相關項目的營業額及利潤，從而可能對本集團的業務、財務狀況及經營業績造成重大不利影響。因此，於作出任何投資決定之前需進行審慎市場研究及項目規劃。

## Credit risk

The Group may suffer from financial loss if a customer or counterparty fails to meet the obligations under a contract. Customers requiring a credit over certain amount must undergo an individual credit evaluation. These evaluations are based on a customer's records of payment due and current ability to repay. The corporate information and economic situation of the customer are also taken into account. Debtors with debts expiring more than 12 months are requested to settle all outstanding balances before any further credit is granted.

## Change of regulatory environment risk

The Group's business and operations in the PRC are subject to the PRC government standards, rules and regulations. Change of regulatory environment risk means the risk of failure in response to change over government regulations, which may have a negative impact on the Group's business. Changes in regulatory environment are monitored regularly in order to respond to the changes on a timely and effective manner.

## Directors' and Auditor's Acknowledgement on Financial Reporting

The Board acknowledges its responsibility for preparing the accounts of the Company in accordance with statutory requirements and applicable accounting standards. The Board is accountable to the shareholders for a clear and balanced assessment of the Company's financial position and prospects.

The management provides all relevant information and records to the Board, which enable it to prepare the accounts and to make above assessments. The Audit Committee had reviewed and recommended the Board to adopt the audited accounts for the year ended 31 December 2015. The Board is not aware of any material uncertainties relating to the events or condition that may undermine the Company's ability to continue as a going concern. The statement of the auditor of the Company on its reporting responsibilities on the financial statements of the Group is set out in the Auditor's Report on pages 57 and 58.

## 信貸風險

倘客戶或交易對手方未能履行合約項下責任，本集團可能遭受財務虧損。信貸超過某數額之客戶均需接受獨立信貸評估。此等評估主要針對客戶以往到期時之還款記錄及現時的還付能力，並考慮客戶的個別資料及客戶所處的經濟環境的資料。尚有結餘逾期超過12個月之債務人須結算所有未償還結餘後方可獲進一步信貸。

## 監管環境變動風險

本集團於中國開展業務及進行營運，須遵守中國政府準則、規例及法規。監管環境變動風險指無法應對政府法規變化的風險，此風險會對本集團的業務產生不利影響。本集團定期監控監管環境變動，以及時有效應對有關變動。

## 董事及核數師就財務報告的確認

董事會確認，其責任為根據法定規定及適用會計準則編製本公司的賬目。董事會負責清晰及均衡地評估本公司之財務狀況及前景，並就此對股東負責。

管理層向董事會提供所有相關資料及記錄以使其編製賬目及作出上述評估。審核委員會就審閱並建議董事會截至二零一五年十二月三十一日止年度之經審核賬目。董事會沒有發現任何事件或情況中具有重大不確定因素，以致本公司的持續經營能力被削弱。本公司核數師就審核本集團財務報表而承擔的申報責任所發出的聲明載於第57及58頁的核數師報告。

## Auditor's Remuneration

During the year ended 31 December 2015, the fees payable to KPMG in respect of its audit services provided to the Group was RMB3.9 million (2014: RMB2.3 million). The total fees paid and payable to KPMG during the year for the reporting accountant service in respect of certain notifiable transactions under the Listing Rules was approximately RMB1.2 million (2014: RMB2.9 million).

## Shareholders' Rights and Investor Relations

The Company's shareholders' communication policy is to maintain transparency and provide timely information of the Group's material developments to shareholders and investors. General meetings of the Company are formal channels for communication between shareholders and the Board. The chairman of the Board is invited to attend the general meetings to have direct communication with the shareholders.

Shareholders may also send their enquiries and concerns to the Board by addressing them to the Company's principal place of business in Hong Kong situated at Room 804, 8/F, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong, for the attention of the Company Secretary.

Pursuant to Article 58 of the Articles of Association of the Company, shareholders holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meeting of the Company may by written requisition request to the Board convene an extraordinary general meeting. There are no provisions under the Company's articles of association governing shareholder's right to put forward proposals at general meetings. However, the shareholders may follow the procedures as stated below to put forward proposals in general meetings. The procedures for shareholders to convene extraordinary general meetings and put forward proposal are as follows:

1. The requisitionist(s) must sign a written request stating the objects of the meeting to be convened, and deposit the same at the principal place of business of the Company situated at Room 804, 8/F, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong, for the attention of the Company Secretary. The written request may consist of several documents in like form, each signed by one or more requisitionist(s).

## 核數師薪酬

截至二零一五年十二月三十一日止年度，就畢馬威會計師事務所向本集團提供之審計服務應付之費用為人民幣3.9百萬元(二零一四年：人民幣2.3百萬元)。年內，已付及應付若干預予披露上市交易的費用總額為約人民幣1.2百萬元(二零一四年：人民幣2.9百萬元)。

## 股東權利及投資者關係

本公司與股東溝通的政策為維持透明度，並及時向股東及投資者提供與本集團重大發展有關的資訊。本公司的股東大會為股東與董事會之間的正式溝通渠道。董事會主席將會應邀出席股東大會與股東直接溝通。

股東亦可將彼等之查詢及關注事項寄送至本公司之香港主要營業地點地址為香港九龍尖沙咀麼地道68號帝國中心8樓804室(公司秘書收)。

根據本公司組織章程細則第58條，持有不少於本公司附帶於本公司股東大會上投票權的繳足股本十分之一的股東可書面要求董事會召開股東特別大會。本公司組織章程細則並無監管股東於股東大會提呈建議的規定。然而，股東可根據下文所載之程序於股東大會上提呈建議。股東召開股東特別大會及提呈建議的程序如下：

1. 請求人士必須簽署書面請求書，註明將召開會議的目的，並送達本公司的主要營業地點，地址為香港九龍尖沙咀麼地道68號帝國中心8樓804室(公司秘書收)。書面請求須一式多份，每份由一名或多名請求人士簽署的文件組成。

2. The Company will then verify the particulars of the requisitionist(s) in their written request with the Company's share registrar, and upon confirmation from the Company's share registrar that the written request is in order, the Company Secretary will arrange with the Board to convene an extraordinary general meeting by serving sufficient notice to all the registered shareholders in accordance with all the relevant statutory and regulatory requirements and the provisions in the articles of association of the Company.
  3. In the event that the written request has been verified as not in order, the shareholders concerned will be advised of this outcome and accordingly, an extraordinary general meeting will not be convened as requested.
  4. If the Directors do not within 21 days from the date of the deposit of the written request proceed duly to convene an extraordinary general meeting, the requisitionist(s) may themselves convene an extraordinary general meeting, but any extraordinary general meeting so convened shall not be held after the expiration of 3 months from the date of deposit of the written request.
2. 本公司將與本公司股份過戶登記處核實請求人士書面請求的詳情，在取得本公司股份過戶登記處確認該書面請求為適當後，公司秘書將安排董事會召開股東特別大會，並根據相關法定及規管要求及本公司組織章程細則的條文向所有已登記股東送達通告。
  3. 倘書面請求獲核實為不適當，股東將獲告知此結果，並因此不會根據請求召開股東特別大會。
  4. 倘董事並無於收到書面請求當日起21日內正式召開股東特別大會，請求人士可自行召開股東特別大會，惟就此召開的股東特別大會不可於遞交書面請求當日起計三個月屆滿之後舉行。

The Company continues to pursue a proactive policy of promoting investor relations and communications by conducting analysts' briefings, road shows, participating in investors' conferences and making corporate presentations during the conferences, arranging company visits to the Company and maintaining regular meetings with institutional shareholders and analysts. The Company's annual general meeting provides a good opportunity for communications between the Board and its shareholders. Shareholders are encouraged to attend the annual general meeting of the Company to express their view and make enquiries on the business or operation of the Company.

The investor relations department of the Company maintains regular communication and dialogue with shareholders, investors and analysts. It can be accessed during normal business hour by phone (Telephone number: 86 (20) 8883 6077). Shareholders and investors can also visit the Company's website at [www.chongto.com](http://www.chongto.com) and the Stock Exchange's website for the Company's announcements, circulars, financial information, corporate governance practices, annual reports, interim reports and other corporate information and updates of business development and operations.

本公司透過舉行分析員簡報會和路演，參與投資者會議和在會議上作公司簡報，安排邀請到本公司作參觀，及定期與機構股東和分析員會面，保持積極促進投資者關係及溝通的政策。本公司的股東週年大會為董事會與股東間的溝通提供良機。本公司鼓勵股東出席本公司的股東週年大會並表達彼等之意見以及就本公司之業務或營運作出諮詢。

本公司的投資者關係部門與股東、投資者及分析師經常保持溝通及對話。閣下可於一般營業時間致電該部門(電話：86 (20) 8883 6077)。股東及投資者亦可瀏覽本公司網站 [www.chongto.com](http://www.chongto.com) 及聯交所網站，以獲取本公司公告、通函、財務資料、企業管治常規、年報、中期報告及其他公司資料以及業務發展及營運的最新資料。

## Constitutional Documents

The annual general meeting of the Company held on 28 May 2015 approved the amendment of the existing articles of association of the Company. The amendments include that Board meetings will be held at least once every financial quarter and will be held to discuss and decide on any matters that could reasonably be expected to have a material impact on the business and financial condition of the Group. The purpose is to enhance the corporate governance aspect of the Company.

The latest memorandum and articles of association of the Company are available on the website of the Stock Exchange and the website of the Company.

## Compliance of Non-Competition Undertaking

The Company has entered into a deed of non-competition dated 4 September 2013 (the "Non-competition Deed") with Keen Vast Holdings Limited and Mr. Tsui Cham To, both being the controlling shareholders of the Company (the "Controlling Shareholders"), and pursuant to which the Controlling Shareholders procure its/his/her associates (other than members of our Group) not to, engage in any business involving the development of wastewater treatment facilities and the provision of wastewater treatment and industrial water supply services. Details of the Non-competition Deed are set out in the paragraph headed "Non-competition Undertaking" in the section headed "Relationship with Controlling Shareholders" of the prospectus of the Company dated 12 September 2013.

The Company has received the annual confirmation from the Controlling Shareholders in compliance with the terms of the Non-competition Deed. The Independent Non-executive Directors have reviewed the annual confirmation from the Controlling Shareholders relating to the compliance with the non-competition undertaking by the Controlling Shareholder under the Non-competition Deed and are satisfied that the same has been complied with by the Controlling Shareholders under the Non-competition Deed.

## 憲章文件

於二零一五年五月二十八日召開之股東週年大會通過了本公司對其現有憲章文件的修改。修改內容包括董事會會議將於每個財政季度至少舉行一次，並就合理預期將對本集團業務及財務狀況有重大影響之任何事宜進行討論及作出決定。有關修改旨在加強本公司企業管治。

本公司最新之組織章程大綱及細則可於聯交所及本公司之網站上查閱。

## 遵守不競爭承諾

本公司已於二零一三年九月四日與建大控股有限公司及本公司控股股東（「控股股東」）徐湛滔先生訂立不競爭契據（「不競爭契據」）。據此，控股股東承諾，其將促使其聯繫人（本集團成員除外）不會從事有關污水處理設施開發及提供污水處理及工業用水供應服務有關的任何業務。不競爭契據詳情載於本公司日期為二零一三年九月十二日的招股章程「與控股股東的關係」一節「不競爭承諾」一段。

本公司已獲控股股東發出之遵守不競爭契據條款的年度確認。獨立非執行董事已審閱控股股東有關控股股東遵守不競爭契據項下不競爭承諾的年度確認，並信納控股股東已根據不競爭契據遵守有關承諾。

# Report of the Directors

## 董事會報告

The Directors submit their report together with the audited financial statements for the year ended 31 December 2015.

董事會欣然提呈截至二零一五年十二月三十一日止年度的報告連同經審核財務報表。

## Principal Activities and Analysis of Operations

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 13 to the financial statements. An analysis of the Group's performance for the year by business segments is set out in note 2 to the financial statements.

## 主要業務及業務分析

本公司的主要業務為投資控股。其主要附屬公司的業務載列於財務報表附註13。本集團於本年度按業務分部劃分的表現分析載列於財務報表附註2。

## Results and Appropriations

The results of the Group for the year are set out in the consolidated statement of profit and loss on page 59. The Directors recommended the payment of a final dividend of HK0.73 cents per share and a special dividend of HK1.01 cents per share (based on the number of the shares after share subdivision) (2014: final dividend of HK3 cents per ordinary share and special dividend of HK2.5 cents per ordinary share before share subdivision) for the year ended 31 December 2015, to the shareholders whose names appear on the register of members of the Company on 7 June 2016.

## 業績及分派

本集團年度業績載列於第59頁的綜合損益表內。董事建議就截至二零一五年十二月三十一日止年度向於二零一六年六月七日名列本公司股東名冊之股東按照股份拆細後的股數支付每股0.73港仙的末期股息及每股1.01港仙的特別股息(二零一四年：股份拆細前每股普通股3港仙之末期股息及每股普通股2.5港仙之特別股息)。

There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividend.

並無存在本公司股東已放棄或同意放棄任何股息的安排。

## Reserves

Movements in the reserves of the Group and of the Company during the year are set out in note 24 to the financial statements.

## 儲備

本集團及本公司儲備於年內的變動詳情載列於財務報表附註24。

## Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 9 to the financial statements.

## 物業、廠房及設備

本集團物業、廠房及設備之變動詳情載列於財務報表附註9。

## Share Capital

Details of the movements in share capital of the Company are set out in note 24 to the financial statements.

## 股本

本公司股本之變動詳情載列於財務報表附註24。

## Distributable Reserves

The Company's reserves available for distribution represent the share premium, shares held under Share Award Scheme, accumulated losses, translation reserve and capital reserve which in aggregate amounted to RMB1,531.8 million as at 31 December 2015 (as at 31 December 2014: RMB665.8 million). Under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its articles of association and provided that immediately following the distribution or payment of dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

## Financial Summary

A summary of the results for the year ended and of the assets and liabilities of the Group as at 31 December 2015 and for the previous four financial years are set out on page 180.

## Directors

The Directors who held office during the year and up to the date of publication of this report were:

### Executive Directors

Mr. Tsui Cham To (*Chairman*)  
Mr. Lu Yili (*Chief Executive Officer*)  
Mr. Gu Yaokun (*appointed on 23 November 2015*)

Mr. Xu Shubiao  
Mr. Xu Juwen  
Mr. Xu Zitao (*resigned on 23 November 2015*)

### Independent Non-executive Directors

Mr. Lien Jown Jing, Vincent  
Mr. Du Hequn  
Mr. Liu Yung Chau

The Company has received from each independent non-executive Director a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers such directors to be independent.

In accordance with Article 83(3) and 84 of the Company's articles of association, Mr. Gu Yaokun, Mr. Tsui Cham To, Mr. Lu Yili and Mr. Xu Shubiao will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## 可供分派儲備

本公司於二零一五年十二月三十一日之可供分派儲備為股份溢價、股份獎勵計劃所持有股份、累計虧損、匯兌儲備及資本儲備，合共人民幣1,531.8百萬元（於二零一四年十二月三十一日：人民幣665.8百萬元）。根據開曼群島第二十二章公司法（一九六一年第3號法例，經合併及修訂），本公司的股份溢價在受組織章程細則之條文所規範，且在緊接作出股息分派或派付後，本公司仍能在日常的業務過程中支付其到期的債項者，方能向股東分派或支付股息。

## 財務概要

本集團於二零一五年十二月三十一日及前四個財政年度之業績及於該等日期之資產及負債概要載列於第180頁。

## 董事

於年度內及直至本報告刊發日期的在任董事如下：

### 執行董事

徐湛滔先生 (*主席*)  
盧已立先生 (*首席執行官*)  
古耀坤先生 (*於二零一五年十一月二十三日獲委任*)  
徐樹標先生  
徐炬文先生  
徐子滔先生 (*於二零一五年十一月二十三日辭任*)

### 獨立非執行董事

連宗正先生  
杜鶴群先生  
廖榕就先生

本公司已接獲各獨立非執行董事根據上市規則第3.13條確認表其獨立性，而本公司認為該等董事具獨立性。

根據本公司組織章程細則第83(3)及84條，古耀坤先生、徐湛滔先生、盧已立先生及徐樹標先生將於應屆股東週年大會上輪值告退，並合資格且願意重選連任。

## Directors' Service Contracts

## 董事服務合約

### Executive Directors

#### 執行董事

Mr. Tsui Cham To  
徐湛滔先生

Mr. Lu Yili  
盧已立先生

Mr. Xu Shubiao  
徐樹標先生

Mr. Xu Juwen  
徐炬文先生

Mr. Gu Yaokun  
古耀坤先生

### Terms of service contract

#### 服務合同期限

3 years from 4 September 2013 to 3 September 2016  
三年由二零一三年九月四日至二零一六年九月三日

3 years from 4 September 2013 to 3 September 2016  
三年由二零一三年九月四日至二零一六年九月三日

3 years from 4 September 2013 to 3 September 2016  
三年由二零一三年九月四日至二零一六年九月三日

3 years from 4 September 2013 to 3 September 2016  
三年由二零一三年九月四日至二零一六年九月三日

3 years from 23 November 2015 to 22 November 2018  
三年由二零一五年十一月二十三日至二零一八年十一月二十二日

### Independent Non-executive Directors

#### 獨立非執行董事

Mr. Lien Jown Jing, Vincent  
連宗正先生

Mr. Du Hequn  
杜鶴群先生

Mr. Liu Yung Chau  
廖榕就先生

3 years from 15 April 2014 to 14 April 2017  
三年由二零一四年四月十五日至二零一七年四月十四日

3 years from 21 August 2014 to 20 August 2017  
三年由二零一四年八月二十一日至二零一七年八月二十日

3 years from 4 September 2013 to 3 September 2016  
三年由二零一三年九月四日至二零一六年九月三日

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has entered or has proposed to enter into any service agreements with the Company or any other member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

本公司或本集團任何其他成員公司概無已或已打算與建議於應屆股東週年大會上重選的董事訂立任何本集團不得於一年內在不支付任何賠償(法定賠償除外)的情況下予以終止之服務協議。

## Directors' Interests in Contracts

## 董事之合約權益

No contracts of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year except as disclosed under the section headed "Continuing Connected Transactions" and note 28 to the financial statements.

除下文「持續關連交易」及財務報表附註28所披露者外，本公司或其附屬公司概無簽訂董事於年終或年內任何時間在其中直接或間接擁有重大權益，且就本集團業務而言乃屬重大的合約。



## Biographical Details of Directors and Senior Management

Brief biographical details of the Directors and senior management as of the date of publication of this report are set out on pages 23 to 28.

## 董事及高級管理層簡歷

截至本報告刊發日期，董事及高級管理層之簡歷詳情載於第23至28頁。

## Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 December 2015, the Directors and chief executives of the Company and their associates had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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:

## 董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益及淡倉

於二零一五年十二月三十一日，根據證券及期貨條例（「證券及期貨條例」）第352條須予存置的登記冊所載，或依據標準守則已知會本公司及聯交所者，本公司董事、主要行政人員及彼等的聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部的股份、相關股份及債權證中擁有的權益如下：

Name of Director	Capacity/Nature of interest	Total number of shares	Approximate percentage of shareholding in the Company
董事姓名	身份／權益性質	股份總數	佔本公司股權概約百分比
Mr. Tsui Cham To 徐湛滔先生	Corporate Interest <sup>(1)</sup> 公司權益 <sup>(1)</sup>	3,525,500,000 (L)	55.81%
Mr. Lu Yili 盧已立先生	Corporate Interest <sup>(2)</sup> 公司權益 <sup>(2)</sup>	41,600,000 (L)	0.66%
Mr. Gu Yao Kun 古耀坤先生	Personal Interest 個人權益	226,060,000 (L)	3.58%

(L) denotes a long position in the shares

(L) 指於股份中的好倉

Notes:

附註：

(1) Mr. Tsui Cham To is deemed under the SFO to be interested in 3,525,500,000 shares of the Company held by Keen Vast Holdings Limited.

(1) 根據證券及期貨條例，徐湛滔先生被視為於建大控股有限公司所持本公司股份3,525,500,000股股份中擁有權益。

(2) Mr. Lu Yili is deemed under the SFO to be interested in 41,600,000 shares of the Company held by Great Nation Finance Limited.

(2) 根據證券及期貨條例，盧已立先生被視為於Great Nation Finance Limited所持本公司股份41,600,000股股份中擁有權益。

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executive of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company and the Stock Exchange pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code. At no time during the year was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the directors and chief executives of the Company (including their spouse and children under 18 years of age) to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporation.

### Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") on 4 September 2013. The purpose of the Share Option Scheme is to provide an incentive to motivate, attract and retain eligible persons, and to encourage them to optimise their performance efficiency, enhance the value of the Company and promote the long-term growth of the Company. This scheme will provide the eligible participants, including employees, consultants, executives and officers of the Company, to have a personal stake in the Company to achieve its intended purpose.

The Share Option Scheme shall be valid and effective for a period of 10 years from 4 September 2013 subject to the early termination provisions contained in the Share Option Scheme, 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 maximum number of shares in respect of which may be issued upon exercise of all options to be granted under the Share Option Scheme is 544,000,000, being 10% of the shares of the Company in issue immediately after IPO on the Listing Date (i.e. 25 September 2013) which is the effective date of such scheme and representing approximately 8.6% of the issued shares of the Company as at the date of this annual report. An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance in favor of our Company of HK\$1.00 by way of consideration for the grant thereof, is received by our Company on or before the relevant acceptance date.

除上文所披露者外，於二零一五年十二月三十一日，本公司董事及主要行政人員概無於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）於本公司及聯交所按證券及期貨條例第352條存置的登記冊所載，或依據標準守則已知會本公司及聯交所的股份、相關股份或債權證中擁有或被視為擁有任何權益或淡倉。於本年度內任何時間，本公司或本公司任何控股公司、其附屬公司或同系附屬公司概無訂立任何安排，使本公司董事及主要行政人員（包括彼等的配偶及十八歲以下子女）於本公司或其相聯法團之股份或相關股份或債權證中持有任何權益或淡倉。

### 購股權計劃

本公司已於二零一三年九月四日採納購股權計劃（「購股權計劃」）。購股權計劃旨在提供獎勵以激勵、吸引及留任合資格參與者，並鼓勵合資格參與者優化其表現效率、提升本公司價值及促進本公司長遠發展。該計劃將向合資格參與者（包括本公司僱員、顧問、行政人員及職員）提供於本公司擁有個人權益的機會以實現其擬定目的。

購股權計劃由二零一三年九月四日起10年期間內有效及生效，須提前終止購股權計劃所載條文，其後不會再進一步授予或發出購股權，惟購股權計劃的條文在必要的情況下仍然全面有效力及作用，以使於10年期限屆滿前授予的任何已存在購股權可予行使，或可能另行根據購股權計劃條文的其他規定而生效。

因行使根據購股權計劃授出的所有購股權而可能發行的最高股份數目為544,000,000股，即本公司緊隨上市日期（即二零一三年九月二十五日）（即購股權計劃生效日期）首次公開發售完成後已發行股份的10%，佔本年報日期本公司已發行股份的約8.6%。本公司於相關接納日期或之前收到由承授人正式簽署構成接納購股權的要約文件副本連同支付予本公司的1.00港元款項作為授出購股權的代價後，購股權即被視作已授出及已獲承授人接納。

The maximum number of shares issued and to be issued upon exercise of the options granted to any eligible person under the Share Option Scheme shall not in any 12-month period up to the date of grant exceed 1% of the issued share capital of the Company from time to time. Any further grant of share options in excess of this limit is subject to the issue of a circular and shareholders' approval in general meeting. The period within which an option may be exercised under the Share Option Scheme will be determined by the Board at its absolute discretion, save that no option may be exercised later than 10 years from the date of grant of the particular option. Under the Share Option Scheme, the exercise price in relation to each option shall be determined by the Board at its absolute discretion, but in any event shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of such option, (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of such option, and (iii) the nominal value of a share on the date of grant of such option.

No share option was granted, exercised, cancelled or lapsed, and there was no outstanding option under the Share Option Scheme as at 31 December 2015.

## Compliance with Laws and Regulations

During the year under review, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group. Further, any changes in applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

## Relationship with Stakeholders

The Group recognizes that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners. The Company provides a fair and safe workplace, promotes diversity to our staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfillment in their positions.

因行使根據購股權計劃授予任何合資格人士之購股權而發行及將予發行的最高股份數目，於授予日期起任何12個月期間內，不得超過本公司不時已發行股本的1%，進一步授予超過此上限的購股權須發出一份通函及於股東大會得到股東的批准。根據購股權計劃可行使購股權的期間將由董事會全權酌情釐定，並須遵守該期間不得長於由個別購股權授出日期起計10年的規定。根據購股權計劃，有關每份購股權的行使價須由董事會全權酌情釐定，惟無論如何不得少於以下的較高者(i)於有關購股權授出日期股份於聯交所每日報價表所列的收市價，(ii)於緊接有關購股權授出日期前五個交易日股份於聯交所每日報價表所列的平均收市價，及(iii)於有關購股權授出日期股份的面值。

於二零一五年十二月三十一日，概無任何股份授出、行使、註銷或失效，亦無根據購股權尚未行使之購股權。

## 遵守法律及法規

於回顧年內，本集團已遵守對本集團產生重大影響之法律法規。此外，適用法律、規則及法規之任何變動須不時提請相關僱員及相關經營單位之注意。

## 與持份者的關係

本集團認可僱員、客戶及業務夥伴對本集團的持續發展至關重要。本集團致力與僱員維持緊密關愛的關係，為客戶提供優質服務，加強與業務夥伴的合作。本公司為員工提供公正安全的工作環境，促進員工多元化發展，並基於彼等的貢獻及表現提供優渥的薪酬及福利和職業發展機會。本集團亦持續為僱員提供充分的培訓及發展資源，以便彼等了解最新市場及行業發展資訊，同時提高彼等的表現及在崗位中實現自我發展。

## Report of the Directors 董事會報告

The Group understands that it is important to maintain good relationship with customers and provide the services in a way that satisfy needs and requirements of the customers. The Group has also established procedures in place for handling customers' complaints to ensure customers' complaints are dealt with in a prompt and timely manner.

The Group is also dedicated to develop good relationship with suppliers and contractors as long-term business partners to ensure stability of the Group's business. We reinforce business partnerships with suppliers and contractors by ongoing communication in a proactive and effective manner so as to ensure quality and timely delivery.

### Substantial Shareholders' Interests in Shares and Underlying Shares

As at 31 December 2015, the persons (not being a Director or chief executive of the Company) who have interests in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or have otherwise notified to the Company were as follows:

Name of Shareholder	Capacity/Nature of interest	Total number of shares	Approximate percentage of shareholding
董事名稱	身份/權益性質	股份總數	概約百分比
Keen Vast Holdings Limited <sup>(1)</sup> 建大控股有限公司 <sup>(1)</sup>	Beneficial owner 實益擁有人	3,525,500,000 (L)	55.81%

(L) denotes a long position in the shares

Note:

(1) Keen Vast Holdings Limited is controlled by Mr. Tsui Cham To.

Save as disclosed above, as at 31 December 2015, the Directors are not aware of any other person having an interest or short position in shares and underlying shares of the Company representing 5% or more of the issued share capital of the Company.

本集團明白與客戶保持良好關係的重要性，為客戶提供符合彼等需要及要求的服務。本集團亦設定程序處理客戶投訴，確保及時迅速解決客戶投訴。

本集團亦致力與供應商及承建商等長期業務夥伴建立良好關係，確保本集團業務穩定發展。本集團持續與供應商及承建商進行積極有效的溝通，確保及時交付優質產品，從而加強與彼等的業務關係。

### 主要股東於股份及相關股份的權益

於二零一五年十二月三十一日，根據證券及期貨條例第336條須存置的登記冊所載或已知會本公司者，於本公司股份或相關股份中擁有權益或淡倉的人士（並非本公司董事或主要行政人員）如下：

Name of Shareholder	Capacity/Nature of interest	Total number of shares	Approximate percentage of shareholding
董事名稱	身份/權益性質	股份總數	概約百分比
Keen Vast Holdings Limited <sup>(1)</sup> 建大控股有限公司 <sup>(1)</sup>	Beneficial owner 實益擁有人	3,525,500,000 (L)	55.81%

(L) 指於股份中的好倉

附註：

(1) 建大控股有限公司的股權由徐湛滔先生控制。

除上文所披露者外，於二零一五年十二月三十一日，董事並不知悉任何其他人士於相當於本公司已發行股本5%或以上之本公司股份及相關股份持有權益或淡倉。

## Management Contracts

During the year, the Company did not enter into any contract in respect of the management or administration of the entire business or any significant business of the Group nor any such contract subsisting.

## Contracts of Significance

Save as disclosed under the section headed "Continuing Connected Transactions" in this report of the Directors:

- (i) no contract of significance between the Company or any of its subsidiaries and a controlling shareholder of the Company or any of its subsidiaries subsisted during the year or at the end of the year; and
- (ii) no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted during the year or at the end of the year.

## Major Customers and Suppliers

The Group's five largest suppliers accounted for approximately 26.8% (2014: 32.5%) of the Group's total cost of purchase for the year ended 31 December 2015. The largest supplier accounted for approximately 16.4% (2014: 21.8%) of the Group's total cost of purchase for the year ended 31 December 2015.

The Group's five largest customers accounted for approximately 25.6% (2014: 26.2%) of the Group's total turnover for the year ended 31 December 2015. The largest customer accounted for approximately 7.5% (2014: 7.2%) of the Group's total turnover for the year ended 31 December 2015.

Save as disclosed under the section headed "Continuing Connected Transactions" below, none of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers at all times.

## 管理合同

年內，本公司並無就有關管理或執行本集團整體業務或任何重大業務部分訂立或訂有任何合同。

## 重大合約

除本董事會報告「持續關連交易」一節所披露者外：

- (i) 於年內或年結日概無與本公司或其任何附屬公司及本公司或其任何附屬公司之控股股東訂立重大合約；及
- (ii) 於年內或年結日概無與本公司或其任何附屬公司就本公司或其任何附屬公司之控股股東所提供之服務訂立重大合約。

## 主要客戶及供應商

截至二零一五年十二月三十一日止年度，本集團五大供應商佔本集團總採購成本的約26.8%（二零一四年：32.5%）。截至二零一五年十二月三十一日止年度，最大供應商佔本集團總採購成本約16.4%（二零一四年：21.8%）。

截至二零一五年十二月三十一日止年度，本集團五大客戶佔本集團總營業額約25.6%（二零一四年：26.2%）。截至二零一五年十二月三十一日止年度最大客戶佔本集團總營業額約7.5%（二零一四年：7.2%）。

除下文「持續關連交易」章節之披露外，概無董事、彼等的聯繫人或股東（據董事所知擁有超過本公司股本5%者）於任何時候在該等主要供應商或客戶中擁有權益。

## Competing Business

None of the Directors had any interest in any competing business with the Company or any of its subsidiaries during the year ended 31 December 2015.

The Controlling Shareholders of the Company have confirmed to the Company that they have complied with the non-competition undertaking under the Non-competition Deed.

## Connected Transactions

During the year ended 31 December 2015, the Group entered into the following connected transactions with its connected persons:

- (i) On 28 August 2015, the Company and Mr. Gu Yaokun entered into a subscription agreement (the "Connected Subscription Agreement") pursuant to which Mr. Gu conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 200,000,000 new Shares (the "Connected Subscription Shares") in cash at the subscription price of HKD2.575 per Connected Subscription Share.

The gross proceeds from the subscription was HKD515,000,000. Net proceeds from the subscription, after deducting related expenses in connection with the subscription which was borne by the Company, was approximately HKD513,550,000, which was intended to be used by the Company for financing mergers and acquisitions, capital expenditures, partial repayment of bank loans and for working capital and general corporate purposes. The net proceeds raised per Subscription Share upon completion of the subscription was approximately HKD2.568.

Mr. Gu is a director of Guangzhou Lvyou Industrial Waste Reclamation Treatment Company Limited 廣州綠由工業棄置廢物回收處理有限公司, a wholly-owned subsidiary of the Company, and therefore a connected person under Chapter 14A of the Listing Rules. Accordingly, the subscription of shares by Mr. Gu constituted a non-exempt connected transaction for the Company under the Listing Rules and was subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## 競爭業務

截至二零一五年十二月三十一日止年度，概無董事在與本公司或任何附屬公司形成競爭的業務中擁有權益。

本公司控股股東已向本公司確認，彼等已遵守本公司不競爭契據項下的不競爭承諾。

## 關連交易

截至二零一五年十二月三十一日止年度，本公司與其關連人士訂立以下關連交易：

- (i) 於二零一五年八月二十八日，本公司與古耀坤先生訂立認購協議（「關連認購協議」），據此，古先生有條件同意認購，而本公司有條件同意以現金配發及發行200,000,000股新股份，每股關連認購股份之認購價為2.575港元。

認購事項所得款項總額為515,000,000港元。經扣除將由本公司承擔的認購事項相關開支後，認購事項之所得款項淨額約為513,550,000港元，擬由本公司用於撥支收購兼併、資本開支、償還部分銀行貸款以及作營運資金及一般企業用途。認購事項完成後每股認購股份籌得的所得款項淨額約為2.568港元。

古先生為本公司附屬公司廣州綠由工業棄置廢物回收處理有限公司之董事，故為根據上市規則第14A章之關連人士。因此，古先生所認購的股份構成本公司上市規則項下之非豁免關連交易，並須遵守上市規則第14A章項下之申報、公告及獨立股東批准之規定。

Details of the Connected Subscription Agreement are set out in the announcement of the Company dated 28 August 2015 and the circular of the Company dated 9 October 2015.

- (ii) On 2 July 2015, Guangzhou To Kee Enterprises Development Group Limited 廣州滔記實業發展集團有限公司 (“Guangzhou To Kee”) as vendor and Guangzhou Xintao Wastewater Treatment Company Limited 廣州新滔水質淨化有限公司 (“Guangzhou Xintao”) as purchaser, a wholly-owned subsidiary of the Company, entered into an acquisition agreement (“Acquisition Agreement”), pursuant to which Guangzhou To Kee agreed to sell and Guangzhou Xintao agreed to purchase 100% equity interest of 廣東龍滔循環經濟發展有限公司 (Guangzhou To Kee Enterprises Development Group Limited) (the “Target Company”) at the consideration of RMB10 million (equivalent to approximately HKD12.67 million) payable in cash.

As at the date of the Acquisition Agreement, Guangzhou To Kee is owned as to 89.63% by Mr. Tsui Cham To, an executive Director. Guangzhou To Kee is therefore a connected person of the Company and the acquisition of the Target Company by the Group constituted a connected transaction for the Company. As all the applicable percentage ratios (as defined in the Listing Rules) in respect of the acquisition is less than 5%, the acquisition was only subject to the reporting and announcement requirements and was exempt from the circular, independent financial advice and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Details of the Acquisition Agreement are set out in the announcement of the Company dated 2 July 2015.

關連認購協議之詳情載於本公司日期為二零一五年八月二十八日之公告及本公司日期為二零一五年十月九日之通函。

- (ii) 於二零一五年七月二日，廣州滔記實業發展集團有限公司(「廣州滔記」)作為賣方與本公司全資附屬公司廣州新滔水質淨化有限公司(「廣州新滔」)作為買方訂立收購協議(「收購協議」)，據此，廣州滔記同意出售，而廣州新滔同意購買廣東龍滔循環經濟發展有限公司(「目標公司」)全部股權，代價為人民幣10,000,000元(相當於約12,670,000港元)，以現金支付。

於收購日期，廣州滔記由執行董事徐湛滔先生擁有89.63%權益。廣州滔記因而為本公司之關連人士，而收購事項構成本公司之關連交易，而目標公司之收購事項構成本公司之關連交易。由於有關收購目標公司之所有適用百分比率(定義見上市規則)低於5%，根據上市規則第14A章，收購事項僅須遵守申報及公告之規定，並獲豁免遵守刊發通函、獨立財務意見及獨立股東批准之規定。

認購協議之詳情載於本公司日期為二零一五年七月二日之公告。

## Continuing Connected Transactions

Certain related party transactions as disclosed in note 28 to the financial statements also constituted continuing connected transactions under the Listing Rules which are required to be disclosed in this report in accordance with Chapter 14A of the Listing Rules.

## 持續關連交易

根據上市規則，財務報表附註28所披露之若干關連方交易亦構成持續關連交易，根據上市規則第14A章，須於本報告內作出披露。

As disclosed in the prospectus of the Company dated 12 September 2013, Guangzhou Haitao Environmental Protection Technology Company Limited ("Guangzhou Haitao"), a subsidiary of our Group, has been providing wastewater treatment services to Guangzhou Tian Tian Cleaning and Washing Company Limited (a company controlled by Mr. Tsui Cham To who is a Director and a substantial shareholder of the Company) ("Tian Tian") as part of its ordinary and usual course of business. The agreement was entered into on 4 September 2013. The transactions under this agreement constitute continuing connected transactions for our Company which are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

During the year ended 31 December 2015, the amount of wastewater treatment services provided by Guangzhou Haitao to Tian Tian was approximately RMB5.5 million (2014: RMB4.8 million).

The Directors (including all independent non-executive Directors) have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms; and
- (3) in accordance with the agreement entered into on terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. For the propose to Rule 14A.56 of the Listing Rules, the auditors of the Company has provided a letter to the Board, confirmed that nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of services by the Group;

誠如本公司日期為二零一三年九月十二日的招股章程所披露，本集團附屬公司廣州海滔環保科技有限公司(「廣州海滔」)向廣州天天快潔洗滌有限公司(一間由本公司董事及主要股東徐湛滔先生控制的公司)(「天天」)提供污水處理服務，作為其一般及日常業務的一部分。該協議於二零一三年九月四日訂立。本協議項下之交易構成本公司之持續關連交易，須遵守上市規則第14A章項下之呈報、年度審核及公告規定，惟獲豁免遵守獨立股東批准規定。

截至二零一五年十二月三十一日止年度，廣州海滔向天天提供的污水處理服務金額約為人民幣5.5百萬元(二零一四年：人民幣4.8百萬元)。

董事(包括全體獨立非執行董事)已審閱上述持續關連交易，並確認交易為：

- (1) 於本集團一般日常業務過程中訂立；
- (2) 以一般商業條款訂立；及
- (3) 根據條款公平合理且符合本公司股東整體利益之協議進行。

本公司核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號(修訂版)「審核或審閱歷史財務資料以外的核證工作」及參照應用指引第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。就上市規則第14A.56條的規定而言，本公司核數師亦已致函本公司董事會，確認其並未注意到任何事情，可使其認為所披露之持續關連交易：

- (i) 並未獲董事會批准；
- (ii) 在所有重大方面沒有按照本集團就涉及提供服務交易的定價政策進行；



(iii) were not entered into, in all material respects, in accordance with relevant agreements governing the transactions; and

(iv) have exceeded the cap.

A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Save as disclosed above, for the year ended 31 December 2015, there is no related party transaction or continuing related party transaction as set out in note 28 to the consolidated financial statements that falls under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's articles of association, or the laws of Cayman Islands, which would oblige the Company to offer new shares on pro-rata basis to existing shareholders.

## Purchase, Sale or Redemption of the Company's Listed Shares

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2015.

## Auditor

The financial statements have been audited by KPMG who retire and, being eligible, offer themselves for reappointment.

(iii) 在所有重大方面沒有根據規管有關交易的相關協議進行；及

(iv) 已超逾上限。

本公司已向聯交所提交核數師函件副本。

除上文所披露者外，截至二零一五年十二月三十一日止年度，綜合財務報表附註28所載關聯方交易或持續關聯方交易並非上市規則第14A章項下界定之「關連交易」或「持續關連交易」。本公司已根據上市規則第14A章遵守有關披露規定。

## 優先購買權

本公司章程細則或開曼群島法律並無優先購買權條文，規定本公司必須按現有股東之持股比例提呈發售新股份。

## 購買、出售或贖回本公司之上市股份

截至二零一五年十二月三十一日止年度，本公司或其附屬公司概無購回、出售或贖回本公司的任何上市證券。

## 核數師

財務報表已由畢馬威會計師事務所審核，該會計師事務所即將任滿告退，惟符合資格並願意應聘連任。

## Sufficiency of Public Float

Based on the information available to the Company and within the knowledge of the Directors, the Company maintained adequate public float for the year ended 31 December 2015 and up to the date of this annual report.

On behalf of the Board

**Tsui Cham To**

*Chairman*

29 March 2016

## 充足的公眾持股量

根據本公司可獲得的資料及據董事所知，自截至二零一五年十二月三十一日止年度及截至本年報日期，本公司一直維持充足的公眾持股量。

代表董事會

主席

徐湛滔

二零一六年三月二十九日



## Independent auditor's report to the shareholders of CT Environmental Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of CT Environmental Group Limited (the "Company") and its subsidiaries (together "the Group") set out on pages 59 to 179, which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

## Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

## 致中滔環保集團有限公司之股東之 獨立核數師報告

*(於開曼群島註冊成立的有限公司)*

本核數師(以下簡稱「吾等」)已審核列載於第59至第179頁中滔環保集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一五年十二月三十一日的綜合財務狀況表，截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表以及主要會計政策概要及其他附註解釋資料。

## 董事就綜合財務報表須承擔的責任

貴公司的董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映及落實董事認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

## 核數師的責任

吾等的責任是根據吾等的審核對該等綜合財務報表作出意見。本報告僅向整體股東報告。除此以外，不可用作其他用途。吾等概不就本報告的內容，對任何其他人士負責或承擔責任。

吾等已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求吾等遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015 and of the Group's financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

29 March 2016

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審核亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

吾等相信，吾等所獲得的審核憑證能充足和適當地為吾等的審核意見提供基礎。

### 意見

吾等認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映貴集團於二零一五年十二月三十一日的財務狀況及截至該日止年度的貴集團財務表現及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

#### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道10號  
太子大廈8樓

二零一六年三月二十九日

# Consolidated statement of profit or loss

## 綜合損益表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至二零一五年十二月三十一日止年度(以人民幣呈列)

		Note	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*
		附註		
<b>Turnover</b>	<b>營業額</b>	2(a)	<b>1,434,959</b>	818,116
Cost of sales	銷售成本		<b>(719,459)</b>	(356,826)
<b>Gross profit</b>	<b>毛利</b>		<b>715,500</b>	461,290
Other revenue	其他收益	3(a)	<b>68,701</b>	19,549
Administrative expenses	行政開支		<b>(139,257)</b>	(66,159)
Other net income/(loss)	其他淨收益/(虧損)	3(b)	<b>94,312</b>	(1,433)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>739,256</b>	413,247
Finance costs	融資成本	4(a)	<b>(70,157)</b>	(42,766)
Share of profits of associates	分佔聯營公司的溢利		<b>1,115</b>	2,916
Share of profit of a joint venture	分佔一家合營企業的溢利		<b>361</b>	461
<b>Profit before taxation</b>	<b>除稅前溢利</b>	4	<b>670,575</b>	373,858
Income tax	所得稅	5	<b>(69,323)</b>	(34,542)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>601,252</b>	339,316
Attributable to:	以下各項應佔：			
— Equity shareholders of the Company	— 本公司權益持有人		<b>598,916</b>	336,478
— Non-controlling interests	— 非控股權益		<b>2,336</b>	2,838
Profit for the year	年內溢利		<b>601,252</b>	339,316
<b>Earnings per share (RMB)</b>	<b>每股盈利(人民幣)</b>	8		
Basic and diluted	基本及攤薄		<b>0.10</b>	0.06

\* See Note 1(c)(i).

\* 見附註1(c)(i)。

The notes on pages 66 to 179 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 24(d).

第66至179頁所載附註為該等財務報表的一部分。應派發予本公司權益持有人之股息應佔年內溢利詳情載於附註24(d)。

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至二零一五年十二月三十一日止年度(以人民幣呈列)

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*
<b>Profit for the year</b>	<b>年內溢利</b>	<b>601,252</b>	339,316
<b>Other comprehensive income for the year</b>	<b>年內其他全面收益</b>		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of entities not using Renminbi ("RMB") as functional currency	換算並非使用人民幣(「人民幣」)作為功能貨幣的實體財務報表產生的匯兌差異	<b>8,858</b>	1,651
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>610,110</b>	340,967
<b>Total comprehensive income attributable to:</b>	<b>以下各項應佔全面收益總額：</b>		
Equity shareholders of the Company	本公司權益持有人	<b>607,774</b>	338,129
Non-controlling interests	非控股權益	<b>2,336</b>	2,838
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>610,110</b>	340,967

\* See Note 1(c)(i).

\* 見附註1(c)(i)。

The notes on pages 66 to 179 form part of these financial statements.

第66至179頁所載附註為該等財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

(Expressed in Renminbi)

(以人民幣呈列)

		As at 31 December		
		於十二月三十一日		
		2015	2014	2013
		二零一五年	二零一四年	二零一三年
	Note	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元
			(Restated)*	(Restated)*
			(經重列)*	(經重列)*
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	2,150,651	1,248,808
Lease prepayments	預付租賃款項	10	294,128	112,617
Intangible assets	無形資產	11	1,150,611	233,860
Goodwill	商譽	12	144,331	76,566
Interest in associates	於聯營公司的權益	14	4,534	—
Interest in a joint venture	於一家合營企業的權益	15	2,323	1,962
Gross amounts due from customers for contract work	應收客戶合約工程款項總額	16	231,302	188,935
Other receivables	其他應收款項	18	277,604	348,930
Deferred tax assets	遞延稅項資產	22(b)	2,958	2,958
			<b>4,258,442</b>	2,214,636
				897,761
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	29,914	7,407
Trade and other receivables	貿易及其他應收款項	18	794,340	495,961
Gross amounts due from customers for contract work	應收客戶合約工程款項總額	16	33,971	17,357
Deposits with a bank with original maturity date over three months	存放於銀行原始到期日超過三個月之存款		5,626	—
Cash and cash equivalents	現金及現金等價物	19	382,500	116,593
			<b>1,246,351</b>	637,318
				589,425
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	20	321,551	221,942
Bank loans	銀行貸款	21	642,276	298,429
Current taxation	即期稅項	22(a)	22,642	19,537
			<b>986,469</b>	539,908
				163,285
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>259,882</b>	97,410
				426,140
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>4,518,324</b>	2,312,046
				1,323,901

\* See Note 1(c)(i).

\* 見附註1(c)(i)。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

(Expressed in Renminbi)  
(以人民幣呈列)

As at 31 December  
於十二月三十一日

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*	2013 二零一三年 RMB'000 人民幣千元 (Restated)* (經重列)*
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Bank loans	銀行貸款	21	1,367,290	742,705	393,532
Deferred tax liabilities	遞延稅項負債	22(b)	239,360	62,880	31,434
Deferred income	遞延收入	23	15,119	11,832	11,832
			<b>1,621,769</b>	817,417	436,798
<b>Net assets</b>	<b>資產淨值</b>		<b>2,896,555</b>	1,494,629	887,103
<b>Equity</b>	<b>權益</b>	24			
Share capital	股本		125,392	114,403	109,629
Reserves	儲備		2,757,300	1,356,992	775,339
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益持有人應佔權益總額</b>		<b>2,882,692</b>	1,471,395	884,968
Non-controlling interests	非控股權益		13,863	23,234	2,135
<b>Total equity</b>	<b>權益總額</b>		<b>2,896,555</b>	1,494,629	887,103

\* See Note 1(c)(i).

\* 見附註1(c)(i)。

Approved and authorised for issue by the board of directors on 29 March 2016.

於二零一六年三月二十九日經董事會批准及授權刊發。

**Mr. Tsui Cham To**  
Chairman and Executive Director

徐湛滔先生  
主席及執行董事

**Mr. Lu Yili**  
Executive Director and Chief Executive Officer

盧已立先生  
執行董事兼首席執行官

The notes on pages 66 to 179 form part of these financial statements.

第66至179頁所載附註為該等財務報表的一部分。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2015 (Expressed in Renminbi)

截至二零一五年十二月三十一日止年度(以人民幣呈列)

### Attributable to equity shareholders of the Company

本公司權益持有人應佔以下各項

		Share capital	Share premium	Capital reserve	Statutory reserve	Shares held under the Share Award Scheme		Translation reserve	Retained profits	Total	Non-controlling interests		Total equity
						Share Award Scheme	Plan				Non-controlling interests	Total equity	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(附註24(a))	(附註24(b))	(附註24(b))	(附註24(b))	(附註24(a))	(附註24(b))	(附註24(b))	(附註24(a))	(附註24(b))	(附註24(a))	(附註24(b))	(附註24(b))
Balance at 1 January 2014 (restated)	於二零一四年一月一日的結餘(經重列)	109,629	285,241	(75)	59,390	—	4,249	426,534	884,968	2,135	887,103		
<b>Changes in equity for 2014</b>	<b>二零一四年的權益變動</b>												
Profit for the year (restated)	年內溢利(經重列)	—	—	—	—	—	—	336,478	336,478	2,838	339,316		
Other comprehensive income (restated)	其他全面收益(經重列)	—	—	—	—	—	1,651	—	1,651	—	1,651		
Total comprehensive income (restated)	全面收益總額(經重列)	—	—	—	—	—	1,651	336,478	338,129	2,838	340,967		
Acquisition of a subsidiary (restated)	收購一間附屬公司(經重列)	—	—	—	—	—	—	—	—	18,261	18,261		
Shares issuance (restated)	股份發行(經重列)	4,774	276,439	—	—	—	—	—	281,213	—	281,213		
Transfer to statutory reserve (restated)	轉至法定儲備(經重列)	—	—	—	19,909	—	—	(19,909)	—	—	—		
Dividends approved in respect of the previous years (restated)	就過往年度已批准的股息(經重列)	—	(32,915)	—	—	—	—	—	(32,915)	—	(32,915)		
Balance at 31 December 2014 (restated)	於二零一四年十二月三十一日的結餘(經重列)	114,403	528,765	(75)	79,299	—	5,900	743,103	1,471,395	23,234	1,494,629		
Balance at 1 January 2015	於二零一五年一月一日的結餘	114,403	528,765	(75)	79,299	—	5,900	743,103	1,471,395	23,234	1,494,629		
<b>Changes in equity for 2015</b>	<b>二零一五年的權益變動</b>												
Profit for the year	年內溢利	—	—	—	—	—	—	598,916	598,916	2,336	601,252		
Other comprehensive income	其他全面收益	—	—	—	—	—	8,858	—	8,858	—	8,858		
Total comprehensive income	全面收益總額	—	—	—	—	—	8,858	598,916	607,774	2,336	610,110		
Acquisition of subsidiaries (note 13(b))	收購附屬公司(附註13(b))	—	—	—	—	—	—	—	—	13,473	13,473		
Acquisition of non-controlling interests (note 25)	收購非控股權益(附註25)	—	—	—	—	—	—	(3,620)	(3,620)	(25,180)	(28,800)		
Shares issuance (note 24(a)(iii))	股份發行(附註24(a)(iii))	10,989	896,346	—	—	—	—	—	907,335	—	907,335		
Share purchased under the Share Award Scheme (note 24(a)(vi))	就股份獎勵計劃項下購買股份(附註24(a)(vi))	—	—	—	—	(8,411)	—	—	(8,411)	—	(8,411)		
Transfer to statutory reserve	轉至法定儲備	—	—	—	20,494	—	—	(20,494)	—	—	—		
Dividends approved in respect of the previous years (note 24(d))	就過往年度已批准的股息(附註24(d))	—	(91,781)	—	—	—	—	—	(91,781)	—	(91,781)		
Balance at 31 December 2015	於二零一五年十二月三十一日的結餘	125,392	1,333,330	(75)	99,793	(8,411)	14,758	1,317,905	2,882,692	13,863	2,896,555		

The notes on pages 66 to 179 form part of these financial statements.

第66至179頁所載附註為該等財務報表的一部分。

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2015 (Expressed in Renminbi)

截至二零一五年十二月三十一日止年度(以人民幣呈列)

		Note	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*
		附註		
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from operations	經營業務所得現金	19(b)	<b>559,641</b>	498,983
Income tax paid	已付所得稅	22(a)	<b>(59,420)</b>	(25,720)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>		<b>500,221</b>	473,263
<b>Investing activities</b>	<b>投資活動</b>			
Payment for acquisition of subsidiaries, net of cash acquired	收購附屬公司付款，扣除收購現金	13(b)	<b>(832,251)</b>	(293,421)
Prepayment of acquisition deposit	收購按金預付款項	18	<b>(88,124)</b>	(100,000)
Investment in a joint venture	於一間合營企業的投資		—	(1,500)
Repayment of loans from former equity owners of the Group's subsidiaries	償還來自本集團附屬公司前權益持有人貸款	13(b)(xi)	<b>(126,976)</b>	—
Payment for purchase of lease prepayment and property, plant and equipment	租賃預付款及購買物業、廠房及設備付款		<b>(580,722)</b>	(420,757)
(Placement)/withdrawal of deposits with a bank with original maturity date over three months	(存放)/提取原到期日超過三個月的銀行存款		<b>(5,626)</b>	40,000
(Payment)/proceeds from disposal of property, plant and equipment	出售物業、廠房及設備(付款)/所得款項		<b>(49)</b>	533
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(1,633,748)</b>	(775,145)
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from bank loans	銀行貸款所得款項		<b>1,016,572</b>	418,239
Repayment of bank loans	償還銀行貸款		<b>(311,163)</b>	(114,940)
Net proceed from share issuance	股份發行所得款項淨額	24(a)(iii)	<b>907,335</b>	281,213
Payment for purchase of shares under Share Award Scheme	就購買股份獎勵計劃項下股份之付款	24(a)(v)	<b>(8,411)</b>	—
Acquisition of non-controlling interests	收購非控股權益	25	<b>(28,800)</b>	—
Advance to related parties	向關聯方墊款	28(c)	<b>(58,506)</b>	(536,122)
Repayment from related parties	來自關聯方還款		<b>40,465</b>	135,172
Finance income received	已收融資收入		<b>483</b>	279
Interests paid	已付利息		<b>(67,181)</b>	(42,173)
Dividends paid	已付股息		<b>(91,781)</b>	(32,915)

## Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31 December 2015 (Expressed in Renminbi)  
截至二零一五年十二月三十一日止年度(以人民幣呈列)

	Note 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*
<b>Net cash generated from financing activities</b>		<b>1,399,013</b>	108,753
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>265,486</b>	(193,129)
<b>Cash and cash equivalents at 1 January</b>		<b>116,593</b>	310,341
Effect of foreign exchange rate changes		<b>421</b>	(619)
<b>Cash and cash equivalents at 31 December</b>		<b>382,500</b>	116,593

\* See Note 1(c)(i).

\* 見附註1(c)(i)。

The notes on pages 66 to 179 form part of these financial statements.

第66至179頁所載附註為該等財務報表的一部分。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), the accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2015 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates and a joint venture.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

### 1 重大會計政策

#### (a) 合規聲明

該等財務報表乃按照所有適用的香港財務報告準則(「香港財務報告準則」)編製，包括由香港會計師公會(「香港會計師公會」)頒佈的適用單獨香港財務報告準則、香港會計準則(「香港會計準則」)及相關詮釋、香港公認會計原則及香港公司條例之披露規定。該等財務報表亦符合適用的香港聯合交易所有限公司證券上市規則(「上市規則」)的披露規定。本集團採納之重要會計政策概要載於下文。

香港會計師公會頒佈了若干於本集團及本公司今個會計期間首次生效或可供提早採納的新增及經修訂的香港財務報告準則。有關本集團本年度及過往會計期間之財務報表因初次執行此等頒佈而改變的會計政策詳述於附註1(c)。

#### (b) 財務報表編製基準

截至二零一五年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司(總稱「本集團」)及本集團於聯營公司及一家合營企業之權益。

該等財務報表乃按歷史成本計量基準編製。

## 1 Significant Accounting Policies (Continued)

### (b) Basis of preparation of the financial statements (Continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 31.

### (c) Changes in accounting policies

#### (i) Changes in presentation currency

The Company and other investment holding subsidiaries incorporated in the Cayman Islands, British Virgin Islands and Hong Kong have their functional currencies in Hong Kong dollars ("HKD") and subsidiaries established in the People's Republic of China (the "PRC") have their functional currencies in Renminbi ("RMB"). For the year ended 31 December 2015, along with the successful acquisition of Guangzhou Lvyou Industrial Waste Reclamation Treatment Co., Limited ("Guangzhou Lvyou"), the Company determined to change its presentation currency from HKD to RMB, which is the functional currency of the Company's major subsidiaries in the PRC. The consolidated financial statements for the year ended 31 December 2014 with the additional consolidated and company statements of financial position as at 31 December 2013 have been re-translated into RMB from HKD. All financial information presented in RMB has been rounded to the nearest thousand.

## 1 重大會計政策 (續)

### (b) 財務報表編製基準 (續)

財務報表的編製符合香港財務報告準則，要求管理層作出影響政策應用以及資產、負債、收入及開支的報告金額的判斷、估計及假設。該等估計及相關假設乃基於過往經驗及被認為在有關情況下屬合理的多項其他因素，有關結果構成判斷無法從其他來源得出的資產及負債賬面值的基準。實際結果或會有別於該等估計。

管理層會持續審閱該等估計及相關假設。倘期內確認的會計估計修訂僅影響作出有關修訂的會計期間，則有關修訂僅於該期間內確認，或如對當期及未來期間均有影響，則會在作出有關修訂的期間及未來期間確認。

管理層於應用香港財務報告準則時作出對財務報表有重大影響之判斷，及估計不確定性之主要來源已於附註31作出討論。

### (c) 會計政策變動

#### (i) 呈報貨幣變動

本公司及於開曼群島、英屬處女群島及香港註冊成立的其他投資控股附屬公司之功能貨幣為港元(「港元」)，而於中國註冊成立的附屬公司的功能貨幣為人民幣(「人民幣」)。截至二零一五年十二月三十一日止年度，隨著成功收購廣州綠由工業棄置廢物回收處理有限公司(「廣州綠由」)，本公司將呈列貨幣由港元變更為人民幣，人民幣為本公司主要中國附屬公司之功能貨幣。截至二零一四年十二月三十一日止年度之綜合財務報表連同於二零一三年十二月三十一日之額外綜合及公司財務狀況表已由港元重新換算為人民幣。以人民幣呈列之所有財務資料已計至最近的千位數。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (c) Changes in accounting policies (Continued)

##### (ii) New and revised HKFRSs that are first effective for the current accounting period

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 19, Employee benefits: Defined benefit plans: Employee contributions
- Annual Improvements to HKFRSs 2010–2012 Cycle
- Annual Improvements to HKFRSs 2011–2013 Cycle

The amendments do not have an impact on the Group's financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

#### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

### 1 重大會計政策 (續)

#### (c) 會計政策變動 (續)

##### (ii) 於本會計期間首次生效的新訂及經修訂香港財務報告準則

香港會計師公會已頒佈以下本集團於本會計期間首次生效的香港財務報告準則修訂：

- 香港會計準則第19號之修訂「界定福利計劃：僱員供款」
- 香港財務報告準則二零一零年至二零一二年週期之年度改進
- 香港財務報告準則二零一一年至二零一三年週期之年度改進

該等修訂並未對本集團財務報表造成影響。本集團並未應用於本會計期間未生效之任何新準則或詮釋。

#### (d) 附屬公司及非控股權益

附屬公司指本集團控制的實體。倘本集團可透過其與一間實體的關係獲得或有權獲得可變回報並有能力通過其對有關實體的權力影響該等回報，則擁有該實體的控制權。在評估本集團是否具權力時，僅會考慮(本集團及其他人士持有的)實質權利。

於附屬公司的投資自控制開始之日直至控制結束之日被併入綜合財務報表內。集團內公司間的結餘、交易及現金流量以及任何產生自集團內公司間交易的未變現溢利於編製綜合財務報表時予以悉數對銷。集團內公司間交易產生的未變現虧損按與未變現收益相同的方式予以對銷，惟僅以並無存在減值證據者為限。

## 1 Significant Accounting Policies (Continued)

### (d) Subsidiaries and non-controlling interests (Continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group measures any non-controlling interests at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

In a business combination achieved in stages, the cost of combination is the aggregate of the consideration paid at the acquisition date and the fair value at the acquisition date of the acquirer's previously held interest in the acquiree. The Group remeasures its previously held equity interest in the acquiree to its fair value at the acquisition date, with any difference between its fair value and its carrying amount being recognised in profit or loss for the current period.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)).

## 1 重大會計政策 (續)

### (d) 附屬公司及非控股權益 (續)

非控股權益指並非由本公司於附屬公司直接或間接應佔的權益，就本集團並未與該等權益持有人達成協議的任何其他條款可能導致本集團在整體上就該等達到金融負債定義的權益具有合約責任。就業務合併而言，本集團乃根據任何非控股權益於附屬公司可識別淨資產分佔比例進行計量。

非控股權益在綜合財務狀況表的權益項下呈列，獨立於本公司權益股東應佔的權益。本集團產生的非控股權益呈列於綜合收益表及綜合全面收益表，按非控股權益及本公司權益股東於年內損益總額及全面收益總額予以分配。

於分階段達成的業務合併中，合併成本為於收購日期已付代價及收購方之前持有的收購對象權益於收購日期的公平值之和。本集團重新計量其之前持有的於收購對象的股權，將其調整至於收購日期的公平值，而其公平值與賬面值之間的任何差額於本期間的損益內確認。

在本公司財務狀況表內，於附屬公司的投資按成本減減值虧損入賬（見附註1(k)）。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (e) Associate and joint venture

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(f) and (k)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

Unrealised profits and losses resulting from transactions between the Group and its associate and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In all other cases, 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 that investee, with a resulting gain or loss being recognised in profit or loss.

In the company's statement of financial position, investments in associates and joint venture are stated at cost less impairment losses (see note 1(k)).

### 1 重大會計政策(續)

#### (e) 聯營公司及合營企業

聯營公司是本集團或本公司對其管理(包括參與財務及經營政策決策)有重大影響(但並非控制或共同控制)的實體。

合營企業乃合約上之安排，由本集團或本公司與其他團體以合約形式分享對該項安排之控制權，並享有該項安排之資產淨值。

於聯營公司或合營企業的投資使用權益法計入綜合財務報表。根據權益法，該投資初步按成本入賬，並就本集團分佔被投資公司可識別淨資產於收購日期的公平值超出投資成本(如有)的部分作出調整。其後，該投資按本集團分佔被投資公司淨資產於收購後的變動及任何有關該投資的減值虧損作出調整(見附註1(f)及(k))。收購日期超出成本的任何部分、本集團年內分佔被投資公司於收購後及除稅後的業績及任何減值虧損均於綜合損益表內確認，而本集團分佔被投資公司於收購後及除稅後的其他全面收益項目則於綜合損益及其他全面收益表內確認。

本集團與其聯營公司及合營企業的交易產生的未變現溢利及虧損按本集團於被投資公司的權益對銷，惟如未變現虧損提供所轉讓資產減值的證據，則未變現溢利及虧損即時於損益內確認。

若屬其他情況，倘本集團不再對一家聯營公司或共同控制一間聯營公司擁有重大影響，則入賬作為出售於該被投資公司的全部權益，由此產生的收益或虧損則於損益內確認。

在本公司財務狀況表內，於聯營公司及合營企業的投資按成本減減值虧損入賬(見附註1(k))。



## 1 Significant Accounting Policies (Continued)

### (f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(k)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

## 1 重大會計政策 (續)

### (f) 商譽

商譽指

- (i) 所轉讓代價的公平值、本集團於被收購人的任何非控股權益以及本集團先前持有被收購人股權的公平值總額；超過
- (ii) 於收購日期於被收購人可識別資產及負債淨公平值的部分。

倘(ii)高於(i)，則超出的部分即時於損益確認為議價收購收益。

商譽按成本減累計減值虧損入賬。業務合併產生的商譽會分攤至預期將受惠於合併協同效應的各現金產生單位或各組現金產生單位，並將定期進行減值測試(見附註1(k))。

年內出售現金產生單位時，所購入商譽的任何應佔金額會於出售時用於計算有關損益。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (g) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(k)):

- Buildings held for own use which are situated on leasehold land classified as held under operating leases (note 1(i)); and
- Other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(x)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

No depreciation is provided in respect of construction in progress.

### 1 重大會計政策(續)

#### (g) 物業、廠房及設備

物業、廠房及設備以成本減累計折舊及減值虧損列賬(見附註1(k))：

- 位於租賃土地上持作自用的樓宇分類為經營租賃項下持有(附註1(i))；及
- 其他廠房及設備項目

物業、廠房及設備自建項目的成本包括原料成本及直接工資(按最初估計(倘相關))、拆卸與搬運有關項目的成本及項目所在場地的清理費，以及應佔部份之製作費用及借貸成本(見附註1(x))。

報廢或出售物業、廠房及設備項目所產生的損益以該項目的出售所得款項淨額與其賬面值之間的差額釐定，並於報廢或出售當日在損益內予以確認。

在建工程概不計提任何折舊。

## 1 Significant Accounting Policies (Continued)

### (g) Property, plant and equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Buildings and other infrastructure held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being 20–25 years after the date of completion.
- Machinery 5–15 years
- Office equipment and others 3–10 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

### (h) Intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable (see note 1(x)). Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 1(k)). Other development expenditure is recognised as an expense in the period in which it is incurred.

## 1 重大會計政策 (續)

### (g) 物業、廠房及設備 (續)

物業、廠房及設備折舊按下列估計可使用年期，在扣除其估計剩餘價值(如有)後，以直線法撇銷其成本計算：

- 位於租賃土地上持作自用的樓宇及其他基礎設施按未屆滿的租期及估計可使用年期折舊，並以時間較短者為準，為竣工當日後20至25年。
- 機器 5–15年
- 辦公室設備及其他 3–10年

資產的可使用年期及其剩餘價值(如有)均按年度進行檢討。

### (h) 無形資產

研究活動之開支乃於產生期間確認作開支。倘產品或過程在技術上及商業上可行，且本集團具備充裕資源並有意完成開發工作，則開發活動之開支將予以確認。資本化之開支包括物料成本、直接勞工以及適當比例之間接成本及借貸成本(倘適用)(見附註1(x))。資本化之開發成本乃按成本值減累計攤銷及任何減值虧損(見附註1(k))列賬。其他開發開支乃於產生期間確認作開支。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (h) Intangible assets (Continued)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(k)).

The Group recognises an intangible asset arising from a service concession arrangement when it has a right to charge for use of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement is measured at fair value on initial recognition with reference to the fair value of the services provided. Subsequent to initial recognition, the intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (see note 1(k)).

Amortisation of intangible assets is charged to profit or loss on a straight-line basis over the estimated useful life. The estimated useful life of an intangible asset in a service concession arrangement is the period from when the Group is able to charge the end user for the use of the infrastructure to the end of the concession period:

— Wastewater treatment plants operation rights	20–25 years
— Sludge and solid waste treatment operation rights	20 years

Both the period and method of amortisation are reviewed annually.

#### (i) Lease prepayments

Lease prepayments represent cost of land use rights paid to the PRC's government authorities. Land use rights are stated at cost less accumulated amortisation and impairment losses (note 1(k)). Amortisation is recognised in profit or loss on a straight-line basis over the respective period of the rights which are 35 years to 50 years.

### 1 重大會計政策 (續)

#### (h) 無形資產 (續)

本集團所收購具有確定估計可使用年期的無形資產以成本減累計攤銷及減值虧損列賬(見附註1(k))。

本集團於有權就使用經營基礎設施收費時，確認服務經營權安排產生的無形資產。作為於服務經營權安排中提供建設或升級服務的代價而獲得的無形資產於初始確認時參考所提供服務的公平值按公平值計量。於初始確認後，有關無形資產按成本減累計攤銷及累計減值虧損計量(見附註1(k))。

無形資產的攤銷於估計可使用年期內以直線法在損益中扣除。屬服務經營權安排的無形資產的估計使用年限為自本集團可向終端用戶就使用有關基礎設施收費之時至該經營權期滿止：

— 污水處理設施經營權	20–25年
— 污泥及固體廢物處理經營權	20年

攤銷期及攤銷方法均按年度進行檢討。

#### (i) 預付租賃款項

預付租賃款項指支付予中國政府機關的土地使用權成本。土地使用權按成本減累計攤銷及減值虧損列賬(附註1(k))。攤銷乃以直線法按各自35年至50年的租賃期於損益確認。

## 1 Significant Accounting Policies (Continued)

### (j) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset.

### (k) Impairment of assets

#### (i) Impairment of investment in an associate, a joint venture, trade and other receivables and gross amounts due from customers for contract work

Investment in an associate, a joint venture, other current and non-current receivables and gross amounts due from customers for contract work that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 1 重大會計政策(續)

### (j) 經營租賃費用

倘本集團有權使用根據經營租賃持有的資產，則根據租賃作出的付款將於租期所覆蓋的會計期間內分期以等額在損益中扣除，惟倘有其他基準更能代表自租賃資產取得的利益模式除外。

### (k) 資產減值

#### (i) 於一間聯營公司及一間合營企業的投資、貿易及其他應收款項以及應收客戶合約工程款項總額減值

按成本或攤銷成本列賬的於一間聯營公司、合營公司的投資、其他流動與非流動應收款項以及應收客戶合約工程款項總額會於各報告期末進行檢討，以判斷有否存在客觀減值證據。減值的客觀證據包括本集團注意到以下一項或多項虧損事項的顯著數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資的公平值大幅或長期下跌至低於其成本值。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (k) Impairment of assets (Continued)

##### (i) Impairment of investment in an associate, a joint venture, trade and other receivables and gross amounts due from customers for contract work (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in an associate and a joint venture (including those recognised using the equity method (see note 1(e))), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(k)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(k)(ii).
- For trade and other current receivables, gross amounts due from customers for contract work and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on experience for assets with credit risk characteristics similar to the collective group.

### 1 重大會計政策 (續)

#### (k) 資產減值 (續)

##### (i) 於一間聯營公司及一間合營企業的投資、貿易及其他應收款項以及應收客戶合約工程款項總額減值 (續)

如存在任何上述證據，則會釐定及確認減值虧損如下：

- 就於聯營公司及合營企業的投資（包括使用權益法確認的投資（見附註1(e)）而言，減值虧損透過根據附註1(k)(ii)比較投資的可收回數額與其賬面值而計量。倘根據附註1(k)(ii)釐定可收回數額時所用的估計出現有利變動，則撥回減值虧損。
- 就按攤銷成本列賬的貿易及其他流動應收款項、應收客戶合約工程款項總額以及其他金融資產而言，減值虧損按資產的賬面值與按金融資產最初的實際利率（即此等資產最初確認時計算所得實際利率）（如貼現影響重大）估計的未來現金流量現值的差額計算。如該等金融資產具備類似的風險特徵，例如類似逾期情況及並未單獨被評估為出現減值，則有關評估會同時進行。金融資產的未來現金流量會根據與該組被評估資產具有類似信貸風險特徵資產的過往情況一同減值。

## 1 Significant Accounting Policies (Continued)

### (k) Impairment of assets (Continued)

#### (i) Impairment of investment in an associate, a joint venture, trade and other receivables and gross amounts due from customers for contract work (Continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

## 1 重大會計政策 (續)

### (k) 資產減值 (續)

#### (i) 於一間聯營公司及一間合營企業的投資、貿易及其他應收款項以及應收客戶合約工程款項總額減值 (續)

倘於其後期間減值虧損金額有所減少，而客觀上與確認減值虧損後發生的事件有關，有關減值虧損會撥回損益。減值虧損的撥回不應導致資產的賬面值超過其在以往年度沒有確認任何減值虧損而應已釐定的數額。

減值虧損從相應資產中直接沖銷，惟如包含在貿易及其他應收款項中的應收賬款是否可以收回屬難以預料，而並非微乎其微，則就其確認的減值虧損不會從相應的資產中直接沖銷。在此情況下，呆賬的減值虧損以撥備賬記錄。倘本集團確認可收回的機會微乎其微，則被視為不可收回的金額會直接從應收賬款中沖銷，而在撥備賬中就有關債務保留的任何金額會被撥回。倘先前計入撥備賬的款項在其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益確認。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (k) Impairment of assets (Continued)

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired:

- property, plant and equipment;
- intangible assets;
- lease prepayments; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated.

##### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 1 重大會計政策 (續)

#### (k) 資產減值 (續)

##### (ii) 其他資產減值

於各報告期末會審閱內部及外界所得資料，以確定下列資產是否出現減值：

- 物業、廠房及設備；
- 無形資產；
- 預付租賃款項；及
- 商譽。

倘存在任何該等跡象，則估計資產的可收回數額。

##### — 計算可回收數額

資產的可收回數額乃指公平值減出售成本與使用價值兩者中的較高者。在評估使用價值時，估計日後現金流量乃根據除稅前貼現率貼現至現值，而該貼現率須能反映市場現行對款項的時間價值及資產獨有風險的評估。倘某項資產的現金流量大致上不能獨立於其他資產的現金流量，則就可獨立產生現金流量的最小資產組別（即現金產生單位）釐定可收回數額。



## 1 Significant Accounting Policies (Continued)

### (k) Impairment of assets (Continued)

#### (ii) Impairment of other assets (Continued)

##### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

##### — Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

## 1 重大會計政策 (續)

### (k) 資產減值 (續)

#### (ii) 其他資產減值 (續)

##### — 確認減值虧損

倘資產或其所屬的現金產生單位的賬面值超過其可收回數額，則於損益確認減值虧損。就現金產生單位確認的減值虧損而言，其首先用作減少已分配至現金產生單位(或單位類別)的任何商譽的賬面值，其後按比例用作減少其他資產單位(或單位類別)的賬面值，惟資產的賬面值不得減少至低於其個別公平值減出售成本(如能計量)或使用價值(如能釐定)。

##### — 減值虧損撥回

就商譽以外的資產而言，倘用作釐定可收回數額的估計出現有利變動，則須撥回減值虧損。商譽的減值虧損不會撥回。

減值虧損撥回限於該資產並未計算過往年度所確認的減值虧損時的賬面值。減值虧損撥回的數額於確認有關撥回的年度計入損益內。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (k) Impairment of assets (Continued)

##### (iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(k)(i) and (ii)).

Impairment loss recognised in an interim period in respect of goodwill carried at cost is not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### (l) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are consumed or sold, the carrying amount of those inventories is recognised as an expense in the profit or loss. The amount of any writedown of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs.

### 1 重大會計政策 (續)

#### (k) 資產減值 (續)

##### (iii) 中期財務報告及減值

根據上市規則，集團須就財政年度的首六個月編製符合香港會計準則第34號規定的中期財務報告。集團在中期期末採用了在財政年度終結時會採用的相同減值測試、確認和轉回準則（見附註1(k)(i)和(ii)）。

於中期期間內就商譽確認的減值虧損不會在後續期間轉回。倘若在中期期間相關的財政年度完結時才評估減值，則不會確認虧損或確認較少虧損，即使在此情況下亦不會轉回減值虧損。

#### (l) 存貨

存貨按成本及可變現淨值中的較低者入賬。

成本值以加權平均成本法計算，並包括所有採購成本、兌換成本及將存貨運至現址和變成現狀的其他成本。

可變現淨值為估計正常商業情況下售價減去預計為完成生產所需的成本及為完成銷售所需費用。

當存貨消耗或出售時，該等存貨的賬面值作為支出列入損益。當發生須將存貨沖減至可變現淨值的情況或出現存貨虧損時，沖減金額及所有存貨虧損作為沖減時期支出入賬。

## 1 Significant Accounting Policies (Continued)

### (m) Construction contracts

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets under a service concession arrangement. When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

### (n) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(k)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

### (o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

## 1 重大會計政策(續)

### (m) 建設合約

建設合約指根據服務特許權安排就建設一項或一組資產而與客戶具體商議的合約。倘能可靠估計建設合約的結果，則合約成本於報告期末按合約完成進度確認為開支。如總合約成本可能超出總合約收益，則預期虧損即時確認為開支。倘無法可靠估計建設合約的結果，則合約成本於產生期間確認為開支。

### (n) 貿易及其他應收款項

貿易及其他應收款項初始按公平值確認，其後使用實際利率法按攤銷成本減呆賬減值撥備列賬（見附註1(k)），惟在應收款項為向關聯方提供無固定還款期免息貸款或貼現的影響甚微情況下除外。該等情況下，應收款項按成本減呆賬減值撥備列賬。

### (o) 附息借款

附息借款於起始時以公平值減應佔交易成本確認。於初始確認後，附息借款以攤銷成本列賬，而初始確認金額與贖回價值之間之任何差額，連同任何應付利息及費用，採用實質利率計演算法於借款期內於損益表中確認。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (p) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(t)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (q) 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 that are 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.

#### (r) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### 1 重大會計政策(續)

#### (p) 貿易及其他應付款項

除金融擔保負債根據附註1(t)(i)計量外，貿易及其他應付款項最初按公平值確認，其後按攤銷成本列賬，若貼現影響屬輕微，則會按成本列賬。

#### (q) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款及短期而高流動性的投資，此等投資可隨時兌換為已知金額的現金，且所須承受的價值變動風險不大，並於購入當日起計三個月內到期。

#### (r) 僱員福利

##### (i) 短期僱員福利及界定供款退休計劃供款

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非金錢福利的成本於僱員提供服務的年度計提。倘因付款遞延而造成重大分別，有關數額則按現值列賬。

## 1 Significant Accounting Policies (Continued)

### (r) Employee benefits (Continued)

#### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial free model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

#### (iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

## 1 重大會計政策 (續)

### (r) 僱員福利

#### (ii) 以股份為基礎的付款

授予僱員購股權的公平價值會確認為僱員成本，並相應增加權益內的資本儲備。購股權於授予日期按二叉樹模型的公平價值計量，當中考慮到授予購股權的條款及條件。倘若僱員須符合歸屬條件才無條件擁有購股權，則購股權的估計公平價值總額會於考慮到購股權歸屬的可能性後在歸屬期內分攤。

於歸屬期內會檢討預期歸屬的購股權數目。對以前年度已確認的累積公平價值所作出的調整，會在檢討年度扣自／計入損益(除非原有僱員開支符合資格確認為資產，則作別論)，並相應調整資本儲備。在歸屬日期，確認為開支的金額會作出調整，以反映實際歸屬的購股權數目(並相應調整資本儲備)，惟倘若僅因未能滿足有關本公司股份市場價格的歸屬條件而沒收則除外。權益金額在資本儲備內確認，直至購股權獲行使(當其計入確認於已發行股份之股本)或購股權屆滿(屆時將直接轉撥至留存溢利內)。

#### (iii) 終止僱員福利

終止福利於本集團不再能取消提供該等福利時及本集團確認涉及支付終止福利的重組成本時(以較早者為準)確認。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

### 1 重大會計政策(續)

#### (s) 所得稅

本年度所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動均在損益內確認，惟其於其他全面收益中確認或直接於權益中確認的項目有關，則相關稅款須分別於其他全面收益中確認或直接於權益中確認。

即期稅項是按本年度應課稅收入，以於報告期末採用或主要採用的稅率計算的預期應繳稅項，及任何有關以往年度應繳稅項的調整。

遞延稅項資產及負債乃因作財務報告用途的資產及負債賬面值與作稅基用途的資產及負債賬面值兩者的可予扣減及應課稅的暫時差異所產生。遞延稅項資產亦可由未經使用的稅務虧損及未經使用的稅項抵免所產生。

除了若干有限的例外情況外，所有遞延稅項負債及所有遞延稅項資產(僅限於將來很可能取得應課稅溢利而令該項資產得以運用的部分)均予確認。容許確認由可予扣減暫時差異所產生的遞延稅項資產的未來應課稅溢利包括其將由目前的應課稅暫時差異撥回產生的部分，而該等差異應由同一稅務當局向同一應課稅單位徵收，並預期在可予扣減暫時差異預期撥回的同一年間內撥回或在由遞延稅項資產產生的稅務虧損能轉回或轉入的期間內撥回。在評定目前的應課稅暫時差異是否容許確認由未經使用的稅務虧損及抵免所產生的遞延稅項資產時採用上述相同的標準，即該等暫時差異由同一稅務當局向同一應課稅單位徵收，並預期在稅務虧損或抵免能應用的期間內撥回方計算在內。

## 1 Significant Accounting Policies (Continued)

### (s) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

## 1 重大會計政策 (續)

### (s) 所得稅 (續)

確認遞延稅項資產及負債的有限例外情況為不可在稅務方面獲得扣減的商譽所產生的暫時差異、首次確認但並不影響會計溢利及應課稅溢利的資產或負債(惟其不可為企業合併的一部分)、以及有關於附屬公司投資的暫時差異；如為應課稅差異，只限於本集團可以控制撥回時間，且在可預見將來不大可能撥回的暫時差異或如為可予扣減差異，則只限於可能在未來撥回的差異。

已確認遞延稅項數額是按照資產及負債賬面值的預期變現或清償方式，以報告期末採用或主要採用的稅率計算。遞延稅項資產及負債均不貼現。

各報告期末會檢討遞延稅項資產的賬面值。如果不再可能取得足夠的應課稅溢利以運用有關的稅務利益，賬面值則予以調低。如可能取得足夠的應課稅溢利，已扣減金額則予以撥回。

即期稅項結餘及遞延稅項結餘及其變動，乃各自分開列示及並無相互抵銷。若本集團在法律上擁有抵銷即期稅項資產及即期稅項負債的行使權利及能符合下列額外條件，則即期稅項資產可抵銷即期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

- 若為即期稅項資產及負債：本集團計劃以淨額清償，或計劃同時變現資產和清償負債；或

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (s) Income tax (Continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### (t) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

### 1 重大會計政策 (續)

#### (s) 所得稅 (續)

- 若為遞延稅項資產及負債：如其與同一稅務當局向下述者徵收的所得稅有關：
  - 同一應課稅實體；或
  - 如為不同的應課稅實體，預期在未來每一個週期將清償或收回顯著數目的遞延稅項負債或資產及計劃以淨額基準變現即期稅項資產及清償即期稅項負債或計劃同時變現即期稅項資產及清償即期稅項負債。

#### (t) 已發出財務擔保、撥備及或有負債

##### (i) 已發出財務擔保

財務擔保為要求發行人(即擔保人)根據債務工具的條款支付特定款項就擔保的受益人(「持有人」)因特定債務人於到期時未能付款而蒙受的損失向持有人作出補償的合約。



## 1 Significant Accounting Policies (Continued)

### (t) Financial guarantees issued, provisions and contingent liabilities (Continued)

#### (i) Financial guarantees issued (Continued)

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(t)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

## 1 重大會計政策 (續)

### (t) 已發出財務擔保、撥備及或有負債 (續)

#### (i) 已發出財務擔保 (續)

倘本集團發出財務擔保，擔保的公平值於貿易及其他應付款項內初步確認為遞延收入。所發出財務擔保於發出時的公平值乃參照就類似服務的公平交易中所收取的費用(如可獲取有關資料)，或參照於提供擔保時放款人實際收取的費用與放款人在未有提供擔保時估計可收取的費用(如可就有關資料作出可靠估計)之間的利率差異釐定。倘就發行擔保收取或可收取代價，則根據本集團適用於該類別資產的政策確認代價。倘並無收取或可收取有關代價，則於初步確認任何遞延收入時即時於損益內確認開支。

初步確認為遞延收入的擔保金額於擔保期內作為已發出財務擔保收入於損益內攤銷。此外，倘及當(i)擔保持有人可能要求本集團履行擔保，及(ii)向本集團提出申索的金額預期超出目前就該擔保在貿易及其他應付款項列賬的金額(即初步確認金額減累計攤銷)，則根據附註1(t)(ii)確認撥備。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (t) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (ii) Other provisions and contingent liabilities

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

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

### 1 重大會計政策 (續)

#### (t) 已發出財務擔保、撥備及或有負債 (續)

##### (ii) 其他撥備及或有負債

倘本集團須就過去的事件承擔法定或推定責任，而履行該責任可能須動用能可靠估計的經濟利益，則就該時間或數額不確定的其他負債確認撥備。倘貨幣時間價值重大，則撥備乃按預期履行責任所需開支的現值列賬。

倘動用經濟利益的可能性不大，或無法可靠估計有關數額，則將該責任披露為或然負債，惟倘動用經濟利益的可能性極低者則除外。須視乎一件或多件未來事件是否發生方能確定存在與否的潛在責任，亦會披露為或然負債，惟倘動用經濟利益的可能性極低者則除外。

## 1 Significant Accounting Policies (Continued)

### (u) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, excludes value added tax or other sales taxes. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

#### (i) Service concession arrangement

Revenue relating to construction services under a service concession arrangement is recognised based on the stage of completion of the work performed. When the outcome of a construction contract can be estimated reliably, contract revenue and expenses are recognised in profit or loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in profit or loss. Operation or service turnover is recognised in the period in which services are provided by the Group. When the Group provides more than one service in a service concession arrangement, the consideration received is allocated by reference to the relative fair values of the services delivered when the amounts are separately identifiable.

#### (ii) Finance income

Finance income is recognised as it accrues using the effective interest method.

#### (iii) Revenue from supply of industrial water

Revenue from supply of industrial water is recognised when industrial water is supplied to customers.

#### (iv) Revenue from provision of other services

Revenue from provision of other services is recognised when the service is rendered.

## 1 重大會計政策 (續)

### (u) 收益確認

收益按已收或應收代價的公平值計量，不包括增值稅或其他銷售稅。在經濟效益預期會流入本集團，並且營業額及成本(倘適用)能可靠計算的情況下，以下各項營業額將會於損益中確認：

#### (i) 服務特許權安排

根據服務特許權安排提供建造服務所得相關收益按工程完成進度確認。如能可靠地估計建造工程合約的成果，則合約收益及開支於損益中按合約完成進度以比率方式確認。完成進度乃參考當前已產生的合約成本與該合約的估計合約成本總額的百分比來評估。如不能可靠地估計建造工程合約的成果，則僅將所產生而有可能收回的合約成本確認為收益。有關合約的預期虧損即時在損益中確認。運營或服務營業額於本集團提供有關服務的期間確認。如本集團在一項服務特許權安排下提供超過一種服務，則所收取的代價(倘金額可單獨識別)按已提供服務的相關公平值分配。

#### (ii) 融資收入

融資收入按實際利息法於產生時確認。

#### (iii) 供應工業用水的收益

供應工業用水的收益於工業用水供應予客戶時確認。

#### (iv) 提供其他服務的收益

提供其他服務的收益於提供服務時確認。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

#### (w) Translation of functional currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

#### (x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction which necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

### 1 重大會計政策 (續)

#### (v) 政府補助

倘可合理確定能夠收取政府補助，而本集團將符合政府補助的附帶條件，則政府補助將初步在財務狀況表中確認。至於補償本集團所產生開支的補助，乃於產生開支的同一期間有系統地於損益中確認。補償本集團資產成本的補助，乃在相關資產賬面值中扣除，其後於該資產的可用年限內以減少折舊開支方式於損益確認。

#### (w) 換算功能貨幣

年內的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按報告期末的匯率換算。匯兌盈虧於損益中確認。

以外幣按歷史成本計量的非貨幣資產及負債乃採用交易日的匯率換算。

海外經營業務業績按與交易當日的匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末的收市匯率換算為人民幣。所導致的匯兌差額已於分別確認為其他全面收益及在權益中的匯兌儲備內累積。

#### (x) 借貸成本

直接歸入購買或建設一項需要相當長時間才能用於指定用途的資產的借貸成本，會資本化作為該項資產的部分成本。其他借貸成本於產生期間確認為費用。

## 1 Significant Accounting Policies (Continued)

### (x) Borrowing costs (Continued)

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are interrupted or complete.

### (y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) both entities are joint ventures of the same third party;

## 1 重大會計政策 (續)

### (x) 借貸成本 (續)

借貸成本在資產開支產生、借貸成本產生及使資產達致擬定用途所必需的活動正在進行時，作為合資格資產的一部分成本而予以資本化。在使資產達致擬定用途所必需的絕大部分活動中斷或完成時，借貸成本暫停或終止資本化。

### (y) 關聯方

- (a) 一名人士如符合以下條件，則該人士或該人士的直系親屬與本集團有關聯：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理層人員。
- (b) 一家實體如符合下列任何條件，則該實體與本集團有關聯：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)；
  - (ii) 一家實體為另一實體的聯營公司或合營企業(或另一實體所屬集團旗下成員公司的聯營公司或合營企業)；
  - (iii) 兩家實體均為同一協力廠商的合營企業；

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 1 Significant Accounting Policies (Continued)

#### (y) Related parties (Continued)

- (b) (Continued)
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity);
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

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

#### (z) Segment reporting

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

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

### 1 重大會計政策 (續)

#### (y) 關聯方

- (b) (續)
- (iv) 一家實體為協力廠商實體的合營企業，而另一實體為該協力廠商實體的聯營公司；
  - (v) 該實體乃為本集團或與本集團有關聯的實體的僱員利益設立的離職福利計劃；
  - (vi) 該實體受(a)所述人士控制或共同控制；
  - (vii) (a)(i)所述人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；
  - (viii) 實體、或一間集團之任何成員公司(為集團之一部分)向目標公司或目標公司之母公司提供主要管理人員服務。

有關人士的直系親屬成員為預期買賣實體時，將影響該人士或受該人士影響的家族成員。

#### (z) 分部報告

經營分部及財務報表所呈報的各分部項目金額，乃根據就分配資源予本集團各業務及地區分部及評估其表現而定期提供予本集團最高行政管理人員的財務資料確定。

就財務報告而言，個別重要經營分部不會綜合呈報，除非此等分部具有類似經濟特徵以及在產品及服務性質、生產程式性質、客戶類型或類別、分銷產品或提供服務所採用的方式及監管環境性質方面類似。倘個別並非屬重大的經營分部共同存在上述大部分特徵，則可綜合計算。

## 2 Turnover and Segment Reporting

The Group manages its business by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following seven reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Supply of industrial water: this segment supplies industrial water.
- Provision of wastewater treatment plants operation services: this segment operates wastewater treatment plants under Build-Own-Operate ("BOO") arrangement.
- Build-Operate-Transfer ("BOT") project construction and operation services: this segment constructs and operates wastewater and solid waste treatment plants under BOT arrangement to generate turnover from construction, operation services and finance income.
- Provision of heating services: this segment provides heating services.
- Provision of sludge and solid waste treatment services: this segment provides sludge and solid waste treatment services.
- Provision of entrusted operation services: this segment operates and maintains industrial water supply, wastewater treatment, sludge and solid waste treatment and hazardous waste treatment facilities in return for service fees (Notes).
- Provision of hazardous waste treatment services: this segment provides hazardous waste treatment services.

## 2 收入及分部呈報

本集團按部門(按業務線組成)管理業務。本集團按與就資源分配及表現評估向本集團最高行政管理人員內部呈報資料方式一致的方式，呈列以下七個可呈報分部。概無將任何經營分部匯總，以構成下列可呈報分部。

- 供應工業用水：該分部供應工業用水。
- 提供污水處理設施營運服務：該分部根據建設－擁有一營運(「BOO」)安排經營污水處理設施。
- 建設－營運－移交(「BOT」)項目建設及營運服務：該分部根據建設BOT安排建設及營運污水及固體廢物處理設施以自建設、營運服務以及融資收入產生營業額。
- 提供供熱服務：該分部提供供熱服務。
- 提供污泥及固體廢物處理服務：該分部提供污泥及固體廢物處理服務。
- 提供委託營運服務：該分部營運及維持工業供水、污水處理或污泥、固定廢物及危險廢物處理設施，以賺取服務費(附註)。
- 提供危險廢物處理服務：該分部提供危險廢物處理服務。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 2 Turnover and Segment Reporting (Continued)

Notes:

- (i) On 31 March 2015, the Group entered into an entrusted operation agreement with Guangzhou Lvyou. Under the terms of the agreement, the daily operation and management of Guangzhou Lvyou were performed by the Group for the period from 1 April 2015 until the completion of the acquisition of Guangzhou Lvyou as the Group's subsidiary. The acquisition of Guangzhou Lvyou was completed in August 2015 (note 13(b)). No control was obtained by the Group over Guangzhou Lvyou under the entrusted operation agreement.
- (ii) On 23 September 2014, 23 September 2014 and 10 February 2015, the Group entered into entrusted operation agreements with Zhongshan Zhongtuo Kailan Company Limited ("Zhongtuo Kailan"), Foshan Shunde Ganghui Wastewater Treatment Company Limited ("Ganghui Huanbao") and Shunde Hanyang Industrial Water Supply Company Limited ("Hanyang Shuiwu") respectively. Under the terms of the agreements, the Group operates the supply of industrial water and the wastewater treatment facilities and derive operation income based on agreed unit price and actual processing volume. No control was obtained by the Group over the counterparties under the entrusted operation agreement. The provision of entrusted operation services were ceased upon the completion of the acquisitions of Zhongtuo Kailan, Ganghui Huanbao and Hanyang Shuiwu as the Group's subsidiaries for the year ended 31 December 2015 (note 13(b)).
- (iii) For the year ended 31 December 2015, the Group entered into another three (31 December 2014: Two) entrusted operation agreements with Guangzhou Menghui Technology Company Limited ("Menghui Technology"), Guangzhou Jimei Environmental Protection Technology Company Limited ("Guangzhou Jimei") and Zengcheng Zhongling Chemical Plant Company ("Zhongling Chemical"). Under the terms of the agreements, the Group operates the wastewater treatment and sludge and solid waste treatment facilities for a period of 20 years and derive operation income based on agreed unit price and actual processing volume. No control was obtained by the Group over the counterparties under the entrusted operation agreement.

### 2 收入及分部呈報(續)

附註：

- (i) 於二零一五年三月三十一日，本集團與廣州綠由訂立一份委託營運協議。根據協議條款，自二零一五年四月一日起至本集團附屬公司完成收購廣州綠由期間，廣州綠由的每日營運及管理由本集團負責進行。收購廣州綠由已於二零一五年八月完成(附註13(b))。本集團並未根據委託營運協議取得對廣州綠由的控制權。
- (ii) 本集團分別於二零一四年九月二十三日、二零一四年九月二十三日及二零一五年二月十日與中山市中拓凱藍實業有限公司(「中拓凱藍」)、佛山市順德區港匯環保污水處理有限公司(「港匯環保」)及佛山市順德區韓洋水務工程有限公司(「韓洋水務」)訂立委託營運協議。根據協議條款，本集團營運工業供水及污水處理設施，所衍生的營運收入按協定單位價格及實際處理量計算。本集團並未取得對委託營運協議對方的控制權。截至二零一五年十二月三十一日止年度，提供委託營運服務在完成本集團附屬公司中拓凱藍、港匯環保及韓洋水務收購後終止(附註13(b))。
- (iii) 截至二零一五年十二月三十一日止年度，本集團已與廣州萌輝電子科技有限公司(「廣州萌輝」)、廣州市吉美環保科技有限公司(「廣州吉美」)及增城市中凌化工廠(「中凌化工」)訂立另外三份(二零一四年十二月三十一日：兩份)委託營運協議。根據協議條款，本集團營運污水處理、污泥及固體廢物處理設施，為期20年，所衍生的營運收入按協定單位價格及實際處理量計算。本集團並未根據委託營運協議取得對委託營運協議對方的控制權。



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 2 Turnover and Segment Reporting (Continued) 2 收入及分部呈報(續)

#### (a) Information about profit or loss

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance is set out below.

#### (a) 有關溢利或虧損之資料

本集團高級管理層就資源分配及分部業績評估所提供之可呈報分部有關之資料載列如下：

		Provision of wastewater treatment plants			BOT project construction and operation services	Provision of heating services		Provision of sludge and solid waste treatment services		Provision of entrusted operation services		Provision of hazardous waste treatment services		Total
		Supply of industrial water	operation services	plants		heating services	treatment services	operation services	operation services	treatment services				
		供應工業用水	提供污水處理設施營運服務	項目建設及營運服務	提供熱服務	提供污泥及固體廢物處理服務	提供委託營運服務	提供危險廢物處理服務					總額	
For the year ended		2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	2015	
截至年底		二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	二零一五年	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Revenue from external customers	來自外部客戶的收益	40,204	353,077	318,869	65,518	361,332	131,356	164,603	1,434,959					
Inter-segment revenue	分部間收益	—	36,212	—	—	21,970	—	8,383	66,565					
<b>Reportable segment revenue</b>	<b>可呈報分部收益</b>	<b>40,204</b>	<b>389,289</b>	<b>318,869</b>	<b>65,518</b>	<b>383,302</b>	<b>131,356</b>	<b>172,986</b>	<b>1,501,524</b>					
<b>Adjusted EBITDA</b>	<b>調整後EBITDA</b>	<b>29,471</b>	<b>262,472</b>	<b>79,389</b>	<b>4,325</b>	<b>210,963</b>	<b>130,945</b>	<b>106,791</b>	<b>824,356</b>					
Share of profits of associates/a joint venture	分佔聯營公司/一家合營企業的溢利	—	361	—	—	—	—	1,115	1,476					
Depreciation and amortisation	折舊及攤銷	(2,678)	(52,365)	(555)	(1,220)	(54,534)	—	(33,224)	(144,576)					

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 2 Turnover and Segment Reporting (Continued) 2 收入及分部呈報(續)

#### (a) Information about profit or loss (Continued)

#### (a) 有關溢利或虧損之資料 (續)

		Provision of wastewater treatment plants and operation services 提供污水 處理設施 營運服務	BOT project construction and operation services 項目建設 及營運服務	Provision of heating services 提供熱服務	Provision of sludge and solid waste treatment services 提供污泥及 固體廢物 處理服務	Provision of entrusted operation services 提供委託 營運服務	Provision of hazardous waste treatment services 提供危險 廢物處理 服務	Total
For the year ended 截至年底		2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (restated) (經重列)
Revenue from external customers	來自外部客戶的收益	41,469	352,496	113,931	67,051	243,169	—	818,116
Inter-segment revenue	分部間收益	—	22,478	—	—	17,506	—	39,984
Reportable segment revenue	可呈報分部收益	41,469	374,974	113,931	67,051	260,675	—	858,100
Adjusted EBITDA	調整後EBITDA	31,167	269,178	42,479	6,399	139,574	—	488,797
Share of profits of an associate/a joint venture	分佔一家聯營公司/一家合營企業的溢利	—	3,377	—	—	—	—	3,377
Depreciation and amortisation	折舊及攤銷	(2,566)	(31,129)	(387)	(1,220)	(31,751)	—	(67,053)

## 2 Turnover and Segment Reporting (Continued)

### (a) Information about profit or loss (Continued)

The measure used for reporting segment profit is “adjusted EBITDA” i.e. “adjusted profit before interest, taxes, depreciation and amortisation”. To arrive at adjusted EBITDA, the Group’s earnings are further adjusted for items not specifically attributed to individual segments, such as directors’ remuneration, finance costs and other head office or corporate administration costs.

The Group has transactions with the PRC local government authorities (under common control from the PRC government) which in aggregate exceeded 10% of the Group’s turnover. Turnover from provision of wastewater treatment plants operation services, BOT project construction and operation services and provision of sludge and solid waste treatment services derived from local government authorities in the PRC for the year ended 31 December 2015 amounted to RMB226,437,000 (2014: RMB103,184,000). Details of concentrations of credit risk arising from customers are set out in note 26(a).

## 2 收入及分部呈報 (續)

### (a) 有關溢利或虧損之資料 (續)

用於報告分部溢利的計量方式為「調整後EBITDA」，即「未計及利息、稅項、折舊及攤銷前的調整後溢利」。為達致調整後EBITDA，本集團之盈利乃對並未指定歸屬於個別分部之項目作出進一步調整，如董事薪酬、融資成本及其他總部或企業行政成本。

本集團與中國地方政府機構(受中國政府共同控制)進行的交易合共超過本集團營業額的10%。截至二零一五年十二月三十一日止年度，提供污水處理設施營運服務、項目建設及營運服務及提供污泥以及固體廢物處理服務的營業額來自中國地方政府機構的收入為人民幣226,437,000元(二零一四年：人民幣103,184,000元)。來自客戶的信貸風險詳情載列於附註26(a)。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 2 Turnover and Segment Reporting (Continued) 2 收入及分部呈報(續)

#### (b) Reconciliations of reportable segment revenues and profits

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Reportable segment profit	可呈報分部溢利		<b>824,356</b>	488,797
Elimination of inter-segment profits	可呈報分部間溢利對銷		<b>(3,070)</b>	[33]
			<b>821,286</b>	488,764
Share of profits of associates/ a joint venture	分佔聯營公司／一家合營 企業的溢利		<b>1,476</b>	3,377
Finance costs	融資成本	4(a)	<b>(70,157)</b>	(42,766)
Interest income	利息收入	3(a)	<b>483</b>	279
Depreciation and amortisation	折舊及攤銷	4(c)	<b>(144,576)</b>	(67,053)
Gain on bargain acquisition of a subsidiary	議價收購一間附屬公司 之收益	3(b)	<b>138,461</b>	—
Net foreign exchange loss	外匯虧損淨額	3(b)	<b>(43,254)</b>	(224)
Unallocated head office and corporate expenses	未分配總部及公司開支		<b>(33,144)</b>	(8,519)
Consolidated profit before taxation	綜合除稅前溢利		<b>670,575</b>	373,858

#### (b) 可呈報分部收入及溢利的對賬

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Reportable segment profit	可呈報分部溢利		<b>824,356</b>	488,797
Elimination of inter-segment profits	可呈報分部間溢利對銷		<b>(3,070)</b>	[33]
			<b>821,286</b>	488,764
Share of profits of associates/ a joint venture	分佔聯營公司／一家合營 企業的溢利		<b>1,476</b>	3,377
Finance costs	融資成本	4(a)	<b>(70,157)</b>	(42,766)
Interest income	利息收入	3(a)	<b>483</b>	279
Depreciation and amortisation	折舊及攤銷	4(c)	<b>(144,576)</b>	(67,053)
Gain on bargain acquisition of a subsidiary	議價收購一間附屬公司 之收益	3(b)	<b>138,461</b>	—
Net foreign exchange loss	外匯虧損淨額	3(b)	<b>(43,254)</b>	(224)
Unallocated head office and corporate expenses	未分配總部及公司開支		<b>(33,144)</b>	(8,519)
Consolidated profit before taxation	綜合除稅前溢利		<b>670,575</b>	373,858

#### (c) Geographic information

Analysis of the Group's turnover and assets by geographical market has not been presented as substantially all of the Group's revenue and assets are generated and located in the PRC.

#### (c) 地區資料

由於本集團絕大部分收益及資產產生於及位於中國境內，故並未呈列本集團按地區市場劃分的營業額及資產分析。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 3 Other Revenue and Other Net Income/(Loss) 3 其他收益及其他淨收益/(虧損)

#### (a) Other revenue

#### (a) 其他收益

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Government grants	政府補助		
— Unconditional subsidies *	— 無條件補貼 *	11,313	430
— Conditional subsidies (note 23)	— 有條件補貼 (附註23)	110	—
Value-added tax refund **	增值稅退稅 **	55,652	—
Interest income	利息收入	483	279
Gain on remeasurement of previously-held equity interests in an associate at fair value upon acquisition	於收購後按公平值重新計量之前持有的一家聯營公司股權而產生之收益	—	18,114
Others	其他	1,143	726
		<b>68,701</b>	19,549

\* Government grants represent various forms of incentives and subsidies granted to the Group by the local government authorities in the PRC.

\* 政府補助指地方機關授予本集團不同形式之獎金及資助。

\*\* The Group was entitled to value-added tax refund of RMB55,652,000 (2014: Nil) during the year ended 31 December 2015 in relation to the provisions of wastewater, sludge and solid waste treatment services of the Group in the PRC. There were no unfulfilled conditions and other contingencies attached to the receipts of such tax refund.

\*\* 截至二零一五年十二月三十一日止年度，本集團有權就本集團於中國提供的污水、污泥及固體廢物處理服務獲增值稅退稅人民幣55,652,000元(二零一四年：無)。概無有關收取該等退稅款項之未達成條件或其他或然事項。

#### (b) Other net income/(loss)

#### (b) 其他淨收益/(虧損)

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Gain on bargain acquisition of a subsidiary (note 13(b))	議價收購一間附屬公司之收益 (附註13(b))	138,461	—
Net foreign exchange loss	匯兌虧損淨額	[43,254]	[224]
Others	其他	[895]	[1,209]
		<b>94,312</b>	[1,433]

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 4 Profit before Taxation

Profit before taxation is arrived at after charging/(crediting):

#### (a) Finance costs

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Interest on bank loans	銀行貸款利息		
– wholly repayable within five years	– 須於五年內全數償還	39,930	13,068
– other bank loans	– 其他銀行貸款	35,908	36,039
Sub-total	小計	75,838	49,107
Less: interest expenses capitalised into properties under development*	減：資本化入開發中物業的利息開支*	(5,681)	(6,341)
Total finance costs	融資成本總額	70,157	42,766

\* The borrowing costs have been capitalised at a rate of 6.23% per annum (2014: 6.55%).

#### (b) Staff costs

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Salaries, wages and other benefits	薪金、工資及其他福利	93,369	48,737
Contributions to defined contribution plan	界定供款計劃供款	5,380	2,460
		98,749	51,197

The employees of the companies in the PRC participate in a defined contribution retirement scheme operated by the local government authorities whereby the Group is required to contribute to the scheme at rate of 13% to 15% of the eligible employees' basic salary (2014: 12% to 15%).

### 4 除稅前溢利

除稅前溢利經扣除/(計入)下列各項：

#### (a) 融資成本

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Interest on bank loans	銀行貸款利息		
– wholly repayable within five years	– 須於五年內全數償還	39,930	13,068
– other bank loans	– 其他銀行貸款	35,908	36,039
Sub-total	小計	75,838	49,107
Less: interest expenses capitalised into properties under development*	減：資本化入開發中物業的利息開支*	(5,681)	(6,341)
Total finance costs	融資成本總額	70,157	42,766

\* 借貸成本已按年利率6.23%資本化(二零一四年：6.55%)。

#### (b) 員工成本

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Salaries, wages and other benefits	薪金、工資及其他福利	93,369	48,737
Contributions to defined contribution plan	界定供款計劃供款	5,380	2,460
		98,749	51,197

於中國公司的僱員參與由地方政府機關運營的界定供款退休福利計劃，本集團須按合資格僱員基本薪金的13%至15%向計劃作出供款(二零一四年：12%至15%)。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 4 Profit before Taxation (Continued)

#### (b) Staff costs (Continued)

Contributions to the Mandatory Provident Fund ("MPF") are required under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The Group and its employees in Hong Kong make monthly mandatory contributions to the MPF scheme at 5% of the employees' relevant income as defined under the Mandatory Provident Fund Schemes Ordinance. The contributions from employees and employers are subject to a cap of monthly relevant income of HKD30,000 (HKD25,000 prior to June 2014).

The Group has no other material obligations for payments of retirement and other post-retirement benefits of employees other than the contributions described above.

#### (c) Other items

### 4 除稅前溢利 (續)

#### (b) 員工成本 (續)

香港強制性公積金計劃條例規定向強制性公積金(「強積金」)作出供款。本集團及其香港僱員每月按強制性公積金計劃條例下界定的僱員相關收入的5%向強積金計劃作出強制性供款。僱員及僱主供款須受限於強積金強制性供款的每月相關收入上限為30,000港元(二零一四年六月之前：25,000港元)。

除上述供款外，本集團並無就支付僱員退休及其他退休後福利承擔其他重大責任。

#### (c) 其他項目

		2015 二零一五年	2014 二零一四年
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元 (Restated) (經重列)
Cost of construction service	建設服務成本	216,329	40,670
Cost of inventories*	存貨成本*	78,214	64,594
Depreciation and amortisation	折舊及攤銷	144,576	67,053
Operating lease charges	經營租賃開支	7,087	3,568
Research and development expenses	研發開支	2,013	1,460
Auditors' remuneration	核數師酬金	5,096	5,336

\* Cost of inventories represented raw materials consumed during the supply of industrial water, provision of wastewater treatment plants operation services, provision of sludge and solid waste treatment services and provision of hazardous waste treatment services.

\* 存貨成本指供應工業用水及提供污水處理設施營運服務以及提供污泥及固體廢物處理服務及提供危險廢棄物處理服務所消耗的原材料。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 5 Income Tax in the Consolidated Statement of Profit or Loss

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

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Current tax — PRC income tax</b>	<b>即期稅項 — 中國所得稅</b>		
Provision for PRC income tax	中國所得稅撥備	62,525	30,843
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時性差額的產生及撥回	6,798	3,699
<b>Income tax expenses</b>	<b>所得稅開支</b>	<b>69,323</b>	34,542

(b) Reconciliation between tax expenses and accounting profit at applicable tax rates:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Profit before taxation	除稅前溢利	670,575	373,858
Notional tax on profit before taxation calculated at the standard tax rates applicable at the jurisdictions concerned (i)	按照在相關司法權區適用的標準稅率就除稅前溢利計算的名義稅項(i)	175,123	95,386
Effect of non-deductible expenses	不可扣減開支的影響	5,244	8,458
Effect of non-taxable income	非應課稅收入的影響	(34,985)	(5,373)
Effect of preferential tax treatments (ii)	優惠稅項待遇的影響(ii)	(86,127)	(59,745)
Effect of tax losses not recognised (iii)	未確認稅項虧損的影響(iii)	10,093	952
Use of previously unrecognised tax losses	使用先前未確認稅項虧損	(25)	(5,136)
<b>Income tax expenses</b>	<b>所得稅開支</b>	<b>69,323</b>	34,542

### 5 綜合損益表內的所得稅

(a) 綜合損益表內的稅項指：

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Current tax — PRC income tax</b>		
Provision for PRC income tax	62,525	30,843
<b>Deferred tax</b>		
Origination and reversal of temporary differences	6,798	3,699
<b>Income tax expenses</b>	<b>69,323</b>	34,542

(b) 按適用稅率計算的所得稅開支與會計溢利對賬：

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Profit before taxation	670,575	373,858

Notional tax on profit before taxation calculated at the standard tax rates applicable at the jurisdictions concerned (i)	按照在相關司法權區適用的標準稅率就除稅前溢利計算的名義稅項(i)	175,123	95,386
Effect of non-deductible expenses	不可扣減開支的影響	5,244	8,458
Effect of non-taxable income	非應課稅收入的影響	(34,985)	(5,373)
Effect of preferential tax treatments (ii)	優惠稅項待遇的影響(ii)	(86,127)	(59,745)
Effect of tax losses not recognised (iii)	未確認稅項虧損的影響(iii)	10,093	952
Use of previously unrecognised tax losses	使用先前未確認稅項虧損	(25)	(5,136)
<b>Income tax expenses</b>	<b>所得稅開支</b>	<b>69,323</b>	34,542



## 5 Income Tax in the Consolidated Statement of Profit or Loss (Continued)

### (b) Reconciliation between tax expenses and accounting profit at applicable tax rates: (Continued)

Note:

- (i) Pursuant to the relevant rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

No provision was made for Hong Kong Profits Tax as the Group did not earn income subject to Hong Kong Profits Tax for the years ended 31 December 2015 and 2014.

The statutory income tax rate for the PRC subsidiaries is 25%.

- (ii) Some of the Group's PRC subsidiaries are entitled to the following PRC preferential tax treatments:

Guangzhou Xintao Wastewater Treatment Company Limited ("Guangzhou Xintao") was approved as a High and New Technology Enterprise in September 2015, which entitled it to the preferential income tax rate of 15% from 2015 to 2017 (2014: 15%).

Guangzhou Lvyou was approved as a High and New Technology Enterprise in September 2015, which entitled it to the preferential income tax rate of 15% from year 2015 to 2017.

Guangzhou Haitao Environmental Protection Technology Company Limited ("Guangzhou Haitao"), being an entity engaged in wastewater treatment and sludge treatment, is entitled to a tax holiday of 3-year exemption and 3-year 50% reduction on income derived from such activities (the "3+3 tax holiday") starting from the year in which the project starts to generate operating revenue. Guangzhou Haitao Phase I and Phase II of the Yonghe Haitao wastewater treatment facility are subject to income tax at 0% from 2010 to 2012, 12.5% from 2013 to 2015, and 25% from 2016 onwards; and Guangzhou Haitao Phase III of the Yonghe Haitao wastewater treatment facility and Yonghe Haitao sludge treatment facility are subject to income tax at 0% from 2013 to 2015, 12.5% from 2016 to 2018, and 25% from 2019 onwards.

## 5 綜合損益表內的所得稅 (續)

### (b) 按適用稅率計算的所得稅開支與會計溢利對賬： (續)

附註：

- (i) 根據開曼群島及英屬處女群島（「英屬處女群島」）的相關規則及法規，本集團於開曼群島及英屬處女群島毋須繳納任何所得稅。

由於截至二零一五年及二零一四年十二月三十一日止年度本集團並無賺取任何須繳納香港利得稅的收入，故並無就香港利得稅作出撥備。

中國附屬公司的法定所得稅率為25%。

- (ii) 本集團的若干中國附屬公司享有以下中國優惠稅項待遇：

廣州新滔水質淨化有限公司（「廣州新滔」）於二零一五年九月被認定為高新技術企業，於二零一五年至二零一七年享有15%的優惠所得稅率（二零一四年：15%）。

廣州綠由於二零一五年九月被認定為高新技術企業，於二零一五年至二零一七年期間享有15%的優惠所得稅率。

廣州海滔環保科技有限公司（「廣州海滔」）為從事污水處理及污泥處理的實體，自項目開始產生營運收益年度起享有三年悉數豁免稅項優惠以及三年享有該等活動收入之所得稅稅率減半之優惠（「3+3稅項優惠」）。廣州海滔第一期及永和海滔污水處理設施第二期於二零一零年至二零一二年、二零一三年至二零一五年及自二零一六年起分別按稅率0%、12.5%及25%繳納所得稅；廣州海滔第三期（永和海滔污水處理設施及永和海滔污泥處理設施）於二零一三年至二零一五年、二零一六年至二零一八年及自二零一九年起分別按稅率0%、12.5%及25%繳納所得稅。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 5 Income Tax in the Consolidated Statement of Profit or Loss (Continued)

#### (b) Reconciliation between tax expenses and accounting profit at applicable tax rates: (Continued)

Note: (Continued)

Huaihua Tianyuan Wastewater Treatment Company Limited ("Huaihua Tianyuan") and Guangzhou Yinglong Wastewater Treatment Company Limited ("Yinglong"), being entities engaged in wastewater treatment, are each entitled to the 3+3 tax holiday starting from the year in which the project first generates operating revenue. Huaihua Tianyuan is subject to income tax at 0% from 2010 to 2012, 12.5% from 2013 to 2015, and 25% from 2016 onwards; and Yinglong is subject to income tax at 0% from 2012 to 2014, 12.5% from 2015 to 2017, and 25% from 2018 onwards.

Qingyuan Lvyou Environmental Protection Technology Company Limited ("Qingyuan Lvyou") and Heyuan Solid Waste Centralised Disposal Centre Company Limited ("Heyuan Solid"), being entities engaged in solid waste treatment, are entitled to the 3+3 tax holiday starting from the year in which the project starts to generate operating revenue. Qingyuan Lvyou is subject to income tax at 0% from 2014 to 2016, 12.5% from 2017 to 2019, and 25% from 2020 onwards; and Heyuan Solid is subject to income tax at 0% from 2010 to 2012, 12.5% from 2013 to 2015, and 25% from 2016 onwards.

- (iii) In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of cumulative tax losses of certain subsidiaries located in Hong Kong and subsidiaries on the PRC of RMB9,344,000 (2014: RMB244,000) and RMB749,000 (2014: RMB708,000), respectively.

### 5 綜合損益表內的所得稅 (續)

#### (b) 按適用稅率計算的所得稅開支與會計溢利對賬： (續)

附註：(續)

懷化天源水質淨化有限公司(「懷化天源」)及廣州盈隆污水處理投資有限公司(「盈隆」)均從事污水處理，各自從項目首次產生收益年度起享有3+3稅項優惠期。懷化天源於二零一零年至二零一二年、二零一三年至二零一五年及自二零一六年起分別按稅率0%、12.5%及25%繳納所得稅；盈隆於二零一二年至二零一四年、二零一五年至二零一七年及自二零一八年起分別按稅率0%、12.5%及25%繳納所得稅。

清遠綠由環保科技有限公司(「清遠綠由」)及河源市固體廢物集中處置中心有限公司(「河源固廢」)從事固體廢物處理，各自從項目開始產生收益年度起享有3+3稅項優惠期。清遠綠由於二零一四年至二零一六年、二零一七年至二零一九年及自二零二零年起分別按稅率0%、12.5%及25%繳納所得稅；而河源固廢於二零一零年至二零一二年、二零一三年至二零一五年及自二零一六年起分別按稅率0%、12.5%及25%繳納所得稅。

- (iii) 根據附註1(s)所載之會計政策，本集團並未就分別位於香港及中國之若干附屬公司之累計稅項虧損人民幣9,344,000元(二零一四年：人民幣244,000元)及人民幣749,000元(二零一四年：人民幣708,000元)確認遞延稅項資產。

## Notes to the Financial Statements 財務報表附註

[Expressed in Renminbi unless otherwise indicated]  
(以人民幣列示，惟另有註明者除外)

### 6 Directors' Remuneration

The details of directors' remuneration are disclosed as follows:

### 6 董事酬金

本集團董事酬金的詳情披露如下：

		Year ended 31 December 2015 截至二零一五年十二月三十一日止年度				
		Directors' fees	Salaries, allowances and benefits in kind	Contribution to defined retirement plans	Discretionary bonuses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Tsui Cham To	徐湛滔先生	—	4,105	14	8	4,127
Mr. Lu Yili	盧已立先生	—	2,022	15	—	2,037
Mr. Gu Yaokun (note(iii))	古耀坤先生(附註(iii))	—	688	17	—	705
Mr. Xu Shubiao	徐樹標先生	—	117	15	13	145
Mr. Xu Juwen	徐炬文先生	—	—	—	—	—
Mr. Xu Zitao (note(i))	徐子滔先生(附註(i))	—	63	7	—	70
Sub-total	小計	—	6,995	68	21	7,084
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Lien Jown Jing, Vincent	連宗正先生	—	243	—	—	243
Mr. Du Hequn	杜鶴群先生	—	162	—	—	162
Mr. Liu Yung Chau	廖榕就先生	—	81	—	—	81
Sub-total	小計	—	486	—	—	486
Total	總計	—	7,481	68	21	7,570

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 6 Directors' Remuneration (Continued)

### 6 董事酬金 (續)

Year ended 31 December 2014 (Restated)  
截至二零一四年十二月三十一日止年度(經重列)

		Directors' fees	Salaries, allowances and benefits in kind	Contribution to defined contribution retirement plans	Discretionary bonuses	Total
		董事袍金 RMB'000 人民幣千元	薪金、津貼及 實物福利 RMB'000 人民幣千元	界定供款 退休計劃 供款 RMB'000 人民幣千元	酌情花紅 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Tsui Cham To	徐湛滔先生	—	2,021	14	10	2,045
Mr. Lu Yili	盧已立先生	—	951	13	—	964
Mr. Xu Shubiao	徐樹標先生	—	116	13	9	138
Mr. Xu Juwen	徐炬文先生	—	—	—	—	—
Mr. Xu Zitao	徐子滔先生	—	62	7	5	74
Sub-total	小計	—	3,150	47	24	3,221
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Liu Yung Chau	廖榕就先生	—	78	—	—	78
Mr. Lien Jown Jing, Vincent (note (iii))	連宗正先生(附註(iii))	—	169	—	—	169
Mr. Du Hequn (note (iii))	杜鶴群先生(附註(iii))	—	58	—	—	58
Mr. Xu Zhencheng (note (iv))	許振成先生(附註(iv))	—	58	—	—	58
Mr. Lam Ka Wai, Graham (note (iv))	林家威先生(附註(iv))	—	147	—	—	147
Sub-total	小計	—	510	—	—	510
Total	總計	—	3,660	47	24	3,731

Notes:

- (i) Mr. Xu Zitao was resigned on 23 November 2015.
- (ii) Mr. Gu Yaokun was appointed as executive director on 23 November 2015.
- (iii) Mr. Lien Jown Jing, Vincent and Mr. Du Hequn were appointed as independent non-executive directors on 15 April 2014 and 21 August 2014 respectively.
- (iv) Mr. Lam Ka Wai, Graham and Mr. Xu Zhencheng were resigned on 15 April 2014 and 6 June 2014 respectively.

There were no amounts paid during the year ended 31 December 2015 (2014: Nil) to the directors as inducement to join or upon joining the Company or the Group or as compensation for loss of office.

附註：

- (i) 徐子滔先生於二零一五年十一月二十三日辭任。
- (ii) 古耀坤先生於二零一五年十一月二十三日獲委任為執行董事。
- (iii) 連宗正先生及杜鶴群先生於分別於二零一四年四月十五日及二零一四年八月二十一日獲委任為獨立非執行董事。
- (iv) 林家威先生及許振成先生分別於二零一四年四月十五日及二零一四年六月六日辭任。

於截至二零一五年十二月三十一日止年度，概無向董事支付任何款項作為吸引其加入或加入本公司或本集團後之獎勵或作為其離職補償(二零一四年：零)。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 7 Individuals with Highest Emoluments

Of the five individuals with highest emoluments, three (2014: Two) is the director whose emolument is disclosed in note 6. The aggregate of the emoluments in respect of the other two (2014: Three) individuals are as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Salaries and other benefits	薪金及其他福利	1,071	1,193
Contribution to defined contribution plan	界定供款計劃供款	15	20
<b>Total</b>	<b>總計</b>	<b>1,086</b>	<b>1,213</b>

The emoluments of these remaining individuals with the highest emoluments are within the following bands:

Hong Kong Dollars ("HKD")	港元(「港元」)	2015 二零一五年 Number of individuals 人數	2014 二零一四年 Number of individuals 人數
Nil-1,000,000	零至1,000,000	2	3

### 7 最高薪酬人士

五名最高薪酬人士中的其中三名(二零一四年：兩名)亦為本公司董事，其薪酬披露於附註6。其他兩名(二零一四年：三名)人士的酬金總額如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Salaries and other benefits	薪金及其他福利	1,071	1,193
Contribution to defined contribution plan	界定供款計劃供款	15	20
<b>Total</b>	<b>總計</b>	<b>1,086</b>	<b>1,213</b>

餘下最高薪酬人士的酬金位列以下範圍內：

Hong Kong Dollars ("HKD")	港元(「港元」)	2015 二零一五年 Number of individuals 人數	2014 二零一四年 Number of individuals 人數
Nil-1,000,000	零至1,000,000	2	3

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 8 Earnings Per Share

#### (a) Basic earnings per share

The weighted average number of ordinary shares for the purpose of basic earnings per share for the year ended 31 December 2014 has been retroactively adjusted for the share subdivision (note 24(a)(iv)).

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB598,916,000 (2014: RMB336,478,000) and the weighted average number of ordinary shares in issue during the year.

		2015 二零一五年 '000 千股	2014 二零一四年 '000 千股
Issued ordinary shares at 1 January	於一月一日已發行普通股	5,768,328	1,382,082
Effect of issuance of shares (note 24(a)(iii))	股份發行的影響(附註24(a)(iii))	109,535	24,329
Effect of the share subdivision (note 24(a)(i) & (iv))	股份拆細的影響 (附註24(a)(i)&(iv))	223,399	4,219,233
Effect of purchase of shares under the Share Award Scheme (note 24(a)(v))	根據股份獎勵計劃購買股份 的影響(附註24(a)(v))	(387)	—
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股 加權平均數	6,100,875	5,625,644

#### (b) Diluted earnings per share

During the years ended 31 December 2015 and 2014, there were no dilutive potential ordinary shares issued.

### 8 每股盈利

#### (a) 每股基本盈利

截至二零一四年十二月三十一日止年度每股基本盈利的普通股加權平均數已就股份拆細進行追溯調整(附註24(a)(iv))。

每股基本盈利的計算方法乃根據年內本公司股東應佔溢利人民幣598,916,000元(二零一四年：人民幣336,478,000元)以及已發行普通股之加權平均數計算所得如下：

#### (b) 每股攤薄盈利

於截至二零一五年及二零一四年十二月三十一日止年度，概無發行攤薄潛在普通股。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 9 Property, Plant and Equipment

### 9 物業、廠房及設備

		Buildings and other infrastructure 樓宇及其他 基礎設施 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Office equipment and others 辦公設備 及其他 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2014 (Restated)	於二零一四年一月一日 (經重列)	213,829	140,314	6,737	122,636	483,516
Additions through acquisition of subsidiaries (Restated)	透過收購附屬公司進行添置 (經重列)	296,184	228,701	27,130	102,240	654,255
Additions (Restated)	添置(經重列)	576	7,082	4,783	237,851	250,292
Transfer from construction in progress (Restated)	自在建工程轉出(經重列)	123,395	50,862	242	(174,499)	—
Disposals (Restated)	處置(經重列)	(79)	(204)	(780)	—	(1,063)
At 31 December 2014 (Restated)	於二零一四年十二月三十一日 (經重列)	633,905	426,755	38,112	288,228	1,387,000
At 1 January 2015	於二零一五年一月一日	633,905	426,755	38,112	288,228	1,387,000
Additions through acquisition of subsidiaries (note 13(b))	透過收購附屬公司進行添置 (附註13(b))	229,338	164,680	14,019	240,344	648,381
Additions	添置	14,410	9,356	5,870	332,683	362,319
Transfer from construction in progress	自在建工程轉出	346,903	196,074	—	(542,977)	—
Disposals	處置	—	—	(346)	—	(346)
At 31 December 2015	於二零一五年十二月三十一日	1,224,556	796,865	57,655	318,278	2,397,354
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2014 (Restated)	於二零一四年一月一日 (經重列)	(34,664)	(44,500)	(2,142)	—	(81,306)
Charge for the year (Restated)	年內扣除(經重列)	(22,175)	(29,640)	(5,601)	—	(57,416)
Written-off on disposals (Restated)	處置時撇銷(經重列)	11	147	372	—	530
At 31 December 2014 (Restated)	於二零一四年十二月三十一日 (經重列)	(56,828)	(73,993)	(7,371)	—	(138,192)
At 1 January 2015	於二零一五年一月一日	(56,828)	(73,993)	(7,371)	—	(138,192)
Charge for the year	年內扣除	(40,229)	(58,882)	(9,733)	—	(108,844)
Written-off on disposals	處置時撇銷	—	—	333	—	333
At 31 December 2015	於二零一五年十二月三十一日	(97,057)	(132,875)	(16,771)	—	(246,703)
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 December 2015	於二零一五年十二月三十一日	1,127,499	663,990	40,884	318,278	2,150,651
At 31 December 2014 (Restated)	於二零一四年十二月三十一日 (經重列)	577,077	352,762	30,741	288,228	1,248,808

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 9 Property, Plant and Equipment (Continued)

Certain property, plant and equipment with carrying value of RMB69,991,000 were pledged to secure the Group's bank loans as at 31 December 2015 (2014: RMB43,322,000) (note 21).

### 10 Lease Prepayments

Certain lease prepayments with carrying value of RMB63,753,000 were pledged to secure the Group's bank loans as at 31 December 2015 (2014: RMB49,202,000) (note 21).

Amortisation of lease prepayments for land use rights is included in the administrative expenses and cost of sales.

### 9 物業、廠房及設備(續)

於二零一五年十二月三十一日，賬面值為人民幣69,991,000元的若干物業、廠房及設備已抵押作為本集團之銀行貸款的擔保(二零一四年：人民幣43,322,000元)(附註21)。

### 10 預付租賃款項

於二零一五年十二月三十一日，賬面值為人民幣63,753,000元的若干租賃預付款項已抵押作為本集團之銀行貸款的擔保(二零一四年：人民幣49,202,000元)(附註21)。

土地使用權預付租賃款項攤銷計入行政開支及銷售成本。

#### Land use rights 土地使用權 RMB'000 人民幣千元

<b>Cost:</b>	<b>成本：</b>	
At 1 January 2014 (Restated)	於二零一四年一月一日(經重列)	38,222
Additions through acquisition of subsidiaries (Restated)	透過收購附屬公司進行添置(經重列)	32,270
Additions (Restated)	添置(經重列)	45,617
At 31 December 2014 (Restated)	於二零一四年十二月三十一日(經重列)	116,109
At 1 January 2015	於二零一五年一月一日	116,109
Additions through acquisition of subsidiaries (note 13(b))	透過收購附屬公司進行添置(附註13(b))	186,338
At 31 December 2015	於二零一五年十二月三十一日	302,447
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 January 2014 (Restated)	於二零一四年一月一日(經重列)	(1,148)
Charge for the year (Restated)	年內扣除(經重列)	(2,344)
At 31 December 2014 (Restated)	於二零一四年十二月三十一日(經重列)	(3,492)
At 1 January 2015	於二零一五年一月一日	(3,492)
Charge for the year	年內扣除	(4,827)
At 31 December 2015	於二零一五年十二月三十一日	(8,319)
<b>Carrying amount:</b>	<b>賬面值：</b>	
At 31 December 2015	於二零一五年十二月三十一日	294,128
At 31 December 2014 (Restated)	於二零一四年十二月三十一日(經重列)	112,617



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 11 Intangible Assets

### 11 無形資產

		Supply of industrial water operation right	Wastewater treatment plants operation rights	Sludge and solid waste treatment operation rights	Hazardous waste treatment operation right	Total
		供應工業用 水經營權 RMB'000 人民幣千元	污水處理廠經 營權 RMB'000 人民幣千元	污泥及固體 廢物處理 設施經營權 RMB'000 人民幣千元	危險廢物 處理經營權 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Cost:</b>	成本：					
At 1 January 2014 (Restated)	於二零一四年一月一日 (經重列)	—	8,100	32,658	—	40,758
Additions through acquisition of	透過收購進行添置					
— Yinglong (Restated)	— 盈隆 (經重列)	—	59,000	—	—	59,000
— Qingyuan Lyou (Restated)	— 清遠緣由 (經重列)	—	—	92,288	—	92,288
Additions (Restated)	添置 (經重列)	—	50,523	—	—	50,523
At 31 December 2014 (Restated)	於二零一四年十二月三十一日 (經重列)	—	117,623	124,946	—	242,569
At 1 January 2015	於二零一五年一月一日	—	117,623	124,946	—	242,569
Additions through acquisition of	透過收購進行添置					
— Hanyang Shuiwu (note 11(a) and note 13(b)(x))	— 韓洋水務 (附註 11(a) 及 附註 13(b)(x))	40,000	—	—	—	40,000
— Guangzhou Liangang Vessel Wastewater Treatment Company Limited ("Guangzhou Liangang") (note 11(b) and note 13(b)(iii))	— 廣州市蓮港船舶 清油有限公司 (「廣州蓮港」) (附註 11(b) 及 附註 13(b)(iii))	—	57,000	—	—	57,000
— Ganghui Huanbao (note 11(c) and note 13(b)(v))	— 港匯環保 (附註 11(c) 及附註 13(b)(v))	—	16,000	—	—	16,000
— Zhongtuo kailan (note 11(d) and note 13(b)(vi))	— 中拓凱藍 (附註 11(d) 及 附註 13(b)(vi))	—	10,000	—	—	10,000
— Guangzhou Kangxiang Metal Reclamation Company Limited ("Guangzhou Kangxiang") (note 11(e) and note 13(b)(iii))	— 廣州康翔物資金屬回收 有限公司 (「廣州康翔」) (附註 11(e) 及附註 13(b)(iii))	—	—	17,000	—	17,000
— Guangzhou Lyou (note 11(f) and note 13(b)(viii))	— 廣州緣由 (附註 11(f) 及 附註 13(b)(viii))	—	—	—	696,000	696,000
— Guangdong Longtao Circular Economy Development Company Limited ("Guangdong Longtao") (note 11(g) and note 13(b)(iv))	— 廣東龍滔循環經濟發展 有限公司 (「廣東龍滔」) (附註 11(g) 及附註 13(b)(iv))	—	—	33,613	—	33,613
— Foshan Haoying Solid Waste Centralized Treatment Centre Company Limited ("Haoying Solid") (note 11(h) and note 13(b)(vii))	— 佛山市浩盈固體廢物 處置中心有限公司 (「浩盈固廢」) (附註 11(h) 及附註 13(b)(vii))	—	—	7,000	—	7,000
— Foshan Sanshui Zhaofeng Energy Company Limited ("Sanshui Zhaofeng") (note 11(i) and note 13(b)(ix))	— 佛山市三水肇豐能源 有限公司 (「三水肇豐」) (附註 11(i) 及附註 13(b)(ix))	—	—	14,000	—	14,000
— Xinfeng Lvzhi Industrial Waste Reclamation Treatment Co., Limited ("Xinfeng Lvzhi") (note 11(j) and note 13(b)(i))	— 新豐縣綠智工業廢物回 收處理有限公司 (「新豐綠智」) (附註 11(j) 及 附註 13(b)(i))	—	—	23,900	—	23,900
Additions (note 11(k))	添置 (附註 11(k))	40,000	83,000	95,513	696,000	914,513
Derecognition upon acquisition of subsidiaries (note 11(l))	於收購附屬公司後終止確認 (附註 11(l))	—	121,384	81,284	—	202,668
		—	(171,898)	—	—	(171,898)
At 31 December 2015	於二零一五年十二月三十一日	40,000	150,109	301,743	696,000	1,187,852

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 11 Intangible Assets (Continued)

### 11 無形資產 (續)

		Supply of industrial water operation right	Wastewater treatment plants operation rights	Sludge and solid waste treatment operation rights	Hazardous waste treatment operation right	Total
		供應工業用水經營權 RMB'000 人民幣千元	污水處理廠經營權 RMB'000 人民幣千元	污泥及固體廢物處理設施經營權 RMB'000 人民幣千元	危險廢物處理經營權 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Amortisation</b>	<b>攤銷：</b>					
At 1 January 2014 (Restated)	於二零一四年一月一日 (經重列)	—	(1,260)	(156)	—	(1,416)
Amortisation (Restated)	攤銷 (經重列)	—	(2,327)	(4,966)	—	(7,293)
At 31 December 2014 (Restated)	於二零一四年十二月三十一日 (經重列)	—	(3,587)	(5,122)	—	(8,709)
At 1 January 2015	於二零一五年一月一日	—	(3,587)	(5,122)	—	(8,709)
Amortisation	攤銷	(222)	(8,283)	(7,900)	(14,500)	(30,905)
Derecognition upon acquisition of subsidiaries (note 11(l))	於收購附屬公司後終止確認 (附註11(l))	—	2,373	—	—	2,373
At 31 December 2015	於二零一五年十二月三十一日	(222)	(9,497)	(13,022)	(14,500)	(37,241)
<b>Carrying amount:</b>	<b>賬面值：</b>					
At 31 December 2015	於二零一五年十二月三十一日	39,778	140,612	288,721	681,500	1,150,611
At 31 December 2014 (Restated)	於二零一四年十二月三十一日 (經重列)	—	114,036	119,824	—	233,860

Notes:

- (a) The amount represented the supply of industrial water operation right under BOO arrangement without an expiry date. The directors expected that the operation right under BOO arrangement could generate net cash inflow to the Group for a total period of 15 years.
- (b) The principal activities of Guangzhou Liangang are provision of vessel and port waste mineral oil treatment services, and production of biodiesel in the PRC. The licence of this operation right will be expired on 12 September 2018. The directors expected that the licence can be renewed upon expiry and to generate net cash inflow to the Group for a total period of 15 years.
- (c) The amount represented the wastewater treatment operation right under BOO arrangement without an expiry date. The directors expected that the operation right under BOO arrangement could generate net cash inflow to the Group for a total period of 15 years.
- (d) The amount represented the wastewater treatment operation right under BOO arrangement without an expiry date. The directors expected that the operation right under BOO arrangement could generate net cash inflow to the Group for a total period of 15 years.

附註：

- (a) 該金額為BOO安排項下之供應工業水營運權，無到期日。董事預計BOO安排項下的經營權為本集團產生淨現金流入，總年期為15年。
- (b) 廣州蓮港之主要業務為於中國提供船舶及港口廢礦油處理服務，以及生產生物柴油。本營運權牌照將於二零一八年九月十二日到期。董事預期牌照可於到期後重續，並為本集團產生淨現金流入，總年期為15年。
- (c) 該金額為根據BOO安排項下之提供污水處理營運權，無到期日。董事預計BOO安排項下的經營權為本集團產生淨現金流入，總年期為15年。
- (d) 該金額為BOO安排項下之污水處理營運權，無到期日。董事預計BOO安排項下的經營權為本集團產生淨現金流入，總年期為15年。

## 11 Intangible Assets (Continued)

Notes: (Continued)

- (e) The principal activities of Guangzhou Kangxiang are provision of sludge and solid waste treatment services in the PRC. The licence of this operation right was renewed on 13 January 2016 and will be expired on 13 January 2021. The directors expected that the licence could be renewed upon expiry and to generate net cash inflow to the Group for a total period of 15 years.
- (f) The principal activities of Guangzhou Lvyou are provision of hazardous waste treatment in the PRC. The licence of this operation right will be expired on 29 July 2016. The directors expected that the licence could be renewed upon expiry and to generate net cash inflow to the Group for a total period of 20 years.
- (g) The amount represented sludge and solid waste treatment operation right under BOT arrangement (note 11(k)) with an operation period of 30 years.
- (h) The principal activities of Haoying Solid are provision of sludge and solid waste treatment services in the PRC. The licence of this operation right is without an expiry date. The directors expected that the licence could generate net cash inflow to the Group for a total period of 15 years.
- (i) The principal activities of Sanshui Zhaofeng are processing and sales of biomass fuel in the PRC. The licence of this operation right will be expired on 8 June 2016. The directors expected that the licence could be renewed upon expiry and to generate net cash inflow to the Group for a total period of 15 years.
- (j) The amount represented sludge and solid waste treatment operation right under BOO arrangement without an expiry date. The directors expected that the operation right under BOO arrangement could generate net cash inflow to the Group for a total period of 15 years.
- (k) In 2015, the Group entered into several service concession agreements with grantors to construct wastewater treatment and sludge and solid waste treatment facilities in the PRC. Under the terms of the agreements, the Group will operate the facilities for a period of 20 to 30 years. The construction of the facilities started in 2015 and the Group has recognised revenue of RMB215,836,000 and profit of RMB42,883,000 on construction of the facilities for the year ended 31 December 2015. The revenue recognised in relation to construction represents the fair value of the construction services provided in constructing the wastewater treatment and sludge and solid waste treatment facilities.

## 11 無形資產 (續)

附註：(續)

- (e) 廣州康翔之主要業務為於中國提供污泥及固體廢物處理服務。該牌照經營權於二零一六年一月十三日續牌並於二零二一年一月十三日到期。董事預期牌照到期後重續，並為本集團產生淨現金流入，總年期為15年。
- (f) 廣州綠由之主要業務為於中國提供危險廢物處理。該牌照經營權將於二零一六年七月二十九日到期。董事預期牌照到期後重續，並為本集團產生淨現金流入，總年期為20年。
- (g) 該金額為BOT安排項下(附註11(k))的污泥及固體廢物處理經營權，經營期為30年。
- (h) 浩盈固廢之主要業務為於中國提供污泥及固體廢物處理服務。經營權許可證並無到期日。董事預期牌照能產生淨現金流入，總年期為15年。
- (i) 三水肇豐之主要業務為於中國處理及銷售生物燃料。該經營權牌照將於二零一六年六月八日到期。董事預期牌照可於到期後重續，並為本集團產生淨現金流入，總年期為15年。
- (j) 該金額為BOO安排項下污泥及固體廢物處理營運權，無到期日。董事預計BOO安排項下的經營權為本集團產生淨現金流入，總年期為15年。
- (k) 於二零一五年，本集團與授與人訂立多份服務經營權協議，以建設位於中國之污水處理設施及污泥及固體廢物處理設施。根據協議條款，本集團將營運總設施為期20至30年。該等設施於二零一五年開始建設，且截至二零一五年十二月三十一日止期間，本集團已就建設設施確認人民幣215,836,000元的收益及人民幣42,883,000元的溢利。就工程確認之相關收益為建設污水處理設施及污泥及固體廢物處理設施所提供建設服務之公平值。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 11 Intangible Assets (Continued)

Notes: (Continued)

(k) (Continued)

The Group has the right to charge the grantors a fee for using the facilities. At the end of the concession period, the facilities will become the property of the grantors and the Group will have no further involvement in its operation or maintenance requirements.

These service concession arrangements do not contain a renewal option.

(l) Derecognition upon acquisition of subsidiaries

The Group had operating rights under service concession agreements with Ganghui Huanbao, Zhongtuo Kailan and Hanyang Shuiwu, for which intangible assets were recognised. These pre-existing relationships were effectively settled when the Group acquired 100% equity shares of Ganghui Huanbao, Zhongtuo Kailan and Hanyang Shuiwu during the year ended 31 December 2015 (note 13(b)). The Group has adjusted the consideration for these business acquisitions by RMB169,525,000 (note 13(b)), which represents the off-market element of the pre-existing relationships from the perspective of the acquirer. No material settlement gain or loss has been recognised after the derecognition of the relevant intangible assets.

(m) The income approach was used for measuring the fair value of the intangible assets acquired. The recoverable amounts of these intangible assets were estimated based on its cash flow forecast and using after-tax discount rates ranging from 14% to 16%.

Amortisation of intangible assets is included in the cost of sales.

### 11 無形資產 (續)

附註：(續)

(k) (續)

本集團有權就使用有關設施向授予人收取費用。於特許權期末，有關設施將成為授予人的財產，而本集團將不再進一步參與其營運或維護。

服務經營權安排並無載有續新購股權。

(l) 於收購附屬公司後終止確認

由於無形資產獲確認，根據服務經營協議，本集團與港匯環保、中拓凱藍及韓洋水務擁有經營權。截至二零一五年十二月三十一日止年度，當本集團收購港匯環保、中拓凱藍及韓洋水務全部股權時，先前存在的關係有效解決(附註13(b))。本集團已經調整該等業務收購代價為人民幣169,525,000元(附註13(b))，為來自收購方先前存在的非市場關係。在取消確認相關無形資產之後，並無重大結算收益或虧損被確認。

(m) 收益法乃用於計量所收購無形資產之公平值。該等無形資產之可回收金額乃根據其現金流量預測並使用14%至16%之除稅後貼現率進行估計。

無形資產攤銷計入銷售成本。

### 12 Goodwill

### 12 商譽

The Group  
本集團  
RMB'000  
人民幣千元

Cost and carrying amount	成本及賬面值	
At 1 January 2015 (Restated)	於二零一五年一月一日(經重列)	76,566
Additions through acquisition of subsidiaries (note 13(b))	通過收購附屬公司添置(附註13(b))	67,765
At 31 December 2015	於二零一五年十二月三十一日	144,331

## Notes to the Financial Statements 財務報表附註

[Expressed in Renminbi unless otherwise indicated]  
(以人民幣列示，惟另有註明者除外)

### 12 Goodwill (Continued)

Goodwill acquired through acquisition of subsidiaries is allocated to the Group's cash-generating unit ("CGU") identified as follows:

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Water supply services	供應工業用水			
— Hanyang Shuiwu	— 韓洋水務	13(b)(x)	23,141	—
Wastewater treatment services	污水處理服務			
— Yinglong	— 盈隆		17,034	17,034
— Guangzhou Liangang	— 廣州蓮港	13(b)(ii)	24,248	—
— Ganghui Huanbao	— 港匯環保	13(b)(v)	4,879	—
— Zhongtuo Kailan	— 中拓凱藍	13(b)(vi)	6,422	—
Sludge and solid waste treatment services	污泥及固體廢物處理服務			
— Qingyuan Lvyou	— 清遠綠由		49,945	49,945
— Heyuan Solid	— 河源固廢		9,587	9,587
— Guangzhou Kangxiang	— 廣州康翔	13(b)(iii)	5,172	—
— Haoying Solid	— 浩盈固廢	13(b)(vii)	1,877	—
— Sanshui Zhaofeng	— 三水肇豐	13(b)(ix)	2,026	—
			<b>144,331</b>	76,566

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a period from 15 to 20 years with an estimated increase in selling prices and costs of 3% per annum and no growth in sales volume. The rate used to discount the forecast cash flows is from 14% to 16%. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments. No impairment is considered necessary at 31 December 2014 and 2015.

### 12 商譽 (續)

通過收購附屬公司獲得之商譽於本集團之已識別現金產生單位(「現金產生單位」)進行分配如下：

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Water supply services	供應工業用水			
— Hanyang Shuiwu	— 韓洋水務	13(b)(x)	23,141	—
Wastewater treatment services	污水處理服務			
— Yinglong	— 盈隆		17,034	17,034
— Guangzhou Liangang	— 廣州蓮港	13(b)(ii)	24,248	—
— Ganghui Huanbao	— 港匯環保	13(b)(v)	4,879	—
— Zhongtuo Kailan	— 中拓凱藍	13(b)(vi)	6,422	—
Sludge and solid waste treatment services	污泥及固體廢物處理服務			
— Qingyuan Lvyou	— 清遠綠由		49,945	49,945
— Heyuan Solid	— 河源固廢		9,587	9,587
— Guangzhou Kangxiang	— 廣州康翔	13(b)(iii)	5,172	—
— Haoying Solid	— 浩盈固廢	13(b)(vii)	1,877	—
— Sanshui Zhaofeng	— 三水肇豐	13(b)(ix)	2,026	—
			<b>144,331</b>	76,566

現金產生單位之可收回金額乃根據使用價值而釐定。該等計算根據管理層批准之財務預算使用現金流預測，為期十五至二十年，期間銷售價格及成本每年預計增長3%，而銷售量並未增加。預測現金流量之貼現率介乎14%至16%。所用貼現率為稅前，並影響相關分部有關之特定風險。於二零一四年及二零一五年十二月三十一日，並無減值視為必要。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries

#### (a) List of subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及實繳資本詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務
			Group's effective interest 本集團的實際權益	Held by a subsidiary 由附屬公司持有	
Guangzhou Kaizhou Water Supply Company Limited (i)(ii)	Guangzhou, the PRC	HKD20,000,000	100%	100%	Supply of industrial water
廣州凱洲自來水有限公司(i)(ii)	中國·廣州	20,000,000港元	100%	100%	提供工業用水
Guangzhou Xintao (i)(ii)	Guangzhou, the PRC	HKD730,000,000	100%	100%	Provision of wastewater processing and heating service
廣州新滔(i)(ii)	中國·廣州	730,000,000港元	100%	100%	提供污水處理及供熱服務
Guangzhou Haitao (i)	Guangzhou, the PRC	RMB80,000,000	100%	100%	Design, construction, operation and maintenance of wastewater treatment plant
廣州海滔(i)	中國·廣州	人民幣80,000,000元	100%	100%	設計、製造營運及維護污水處理廠
Heyuan Solid (i)	Heyuan, the PRC	RMB5,000,000	100%	100%	Provision of sludge and solid waste treatment service
河源固廢(i)	中國·河源	人民幣5,000,000元	100%	100%	提供污泥及固體廢物處理服務

### 13 於附屬公司的投資

#### (a) 附屬公司名單

下表僅包括主要影響本集團業績、資產或負債的附屬公司詳情。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

### 13 於附屬公司的投資 (續)

#### (a) List of subsidiaries (Continued)

#### (a) 附屬公司名單 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及 實繳資本詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by a subsidiary 由附屬 公司持有	
Yinglong (i)	Guangzhou, the PRC	RMB80,000,000	100%	100%	Provision of wastewater treatment plants operation services
盈隆(i)	中國·廣州	人民幣80,000,000元	100%	100%	提供污水處理廠營運服務
Qingyuan Lvyou (i)	Qingyuan, the PRC	RMB10,000,000	100%	100%	Provision of sludge and solid waste treatment services
清遠綠由(i)	中國·清遠	人民幣10,000,000元	100%	100%	提供污泥及固體廢物處理服務
Guangzhou Lvyou (i)(ii) (note 13(b)(viii))	Guangzhou, the PRC	RMB81,870,000	100%	100%	Provision of sludge and solid waste and hazardous waste treatment services
廣州綠由(i)(ii)(附註13(b)(viii))	中國·廣州	人民幣81,870,000元	100%	100%	提供污泥及固體廢物及危險廢物處理服務
Guangzhou Liangang (i) (note 13(b)(iii))	Guangzhou, the PRC	RMB60,000,000	100%	100%	Provision of hazardous waste treatment services
廣州蓮港(i)(附註13(b)(iii))	中國·廣州	人民幣60,000,000元	100%	100%	提供危險廢物處理服務
Guangdong Longtao (i) (note 13(b)(iv))	Huizhou, the PRC	RMB10,000,000	100%	100%	Provision of sludge and solid waste treatment services
廣東龍滔(i)(附註13(b)(iv))	中國·惠州	人民幣10,000,000元	100%	100%	提供污泥及固體廢物處理服務

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (a) List of subsidiaries (Continued)

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及 實繳資本詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by a subsidiary 由附屬 公司持有	
Zhongtuo Kailan (i) (note 13(b)(vi))	Zhongshan, the PRC	RMB20,000,000	100%	100%	Supply of industrial water and provision of wastewater treatment plants operation services
中拓凱藍(i)(附註13(b)(vi))	中國·中山	人民幣20,000,000元	100%	100%	工業用水供應及提供污水處理廠營運服務
Ganghui Huanbao (i) (note 13(b)(v))	Foshan, the PRC	RMB3,000,000	100%	100%	Provision of wastewater treatment plants operation services
港匯環保(i)(附註13(b)(v))	中國·佛山	人民幣3,000,000元	100%	100%	提供污水處理廠營運服務

Note:

- (i) These are private limited liability companies in the PRC. The official names of these entities are in Chinese. The English translation of the names is for reference only.
- (ii) These are wholly foreign owned enterprises in the PRC. The official names of these entities are in Chinese. The English translation of the names is for reference only.

附註：

- (i) 該等公司為位於中國的有限責任公司。該等公司的官方名稱為中文，英文名稱僅供識別。
- (ii) 該公司為中國的外商獨資企業。該等公司之正式名稱為中文名稱，英文譯名僅供參考。

### 13 於附屬公司的投資(續)

#### (a) 附屬公司名單(續)



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

### 13 於附屬公司的投資(續)

#### (b) Acquisition of subsidiaries

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition dates. The details of each acquisition are shown in note 13(b)(i) to 13(b)(x).

#### (b) 收購附屬公司

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額，各收購詳情參閱附註13(b)(i)至13(b)(x)。

		Note	Carrying amount	Fair value adjustments	Recognised values on acquisition
		附註	賬面值 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	已確認價值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	9	408,037	—	408,037
Construction in progress	在建工程	9	240,344	—	240,344
Lease prepayments	租賃預付款	10	66,842	119,496	186,338
Intangible assets	無形資產	11	33,613	880,900	914,513
Other deposits and prepayment	其他按金及預付款		16,802	—	16,802
Trade and other receivables	貿易及其他應收款項		773,187	—	773,187
Cash and cash equivalents	現金及現金等價物		26,450	—	26,450
Inventories	存貨		27,245	—	27,245
Gross amounts due from customers for contract work	應收客戶合約工程款項總額		5,279	—	5,279
Interest in associates	於聯營公司的權益		3,419	—	3,419
Bank loans	銀行貸款		(259,750)	—	(259,750)
Trade and other payables	貿易及其他應付款項		(953,744)	—	(953,744)
Deferred tax liabilities	遞延稅項負債	22(b)	(1,665)	(168,017)	(169,682)
Deferred income	遞延收益	23	(2,742)	—	(2,742)
<b>Net identifiable assets</b>	<b>可識別資產淨值</b>		<b>383,317</b>	<b>832,379</b>	<b>1,215,696</b>
Non-controlling interests	非控股權益				13,473
Cash consideration	現金代價				962,002
Settlement of pre-existing relationship	前期合作關係終止	11(l)			169,525
<b>Total consideration</b>	<b>總代價</b>				<b>1,131,527</b>
Goodwill	商譽	12			67,765
Gain on bargain purchase	議價收購收益	3(b)			138,461
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				962,002
Less: cash deposit for acquisition paid in 2014	減：於二零一四年已付收購現金按金				(100,000)
Less: cash acquired	減：所收購現金				(26,450)
Less: consideration payable	減：應付代價				(3,301)
<b>Net cash outflow for acquisition of subsidiaries for the year ended 31 December 2015</b>	<b>截至二零一五年十二月三十一日止年度收購附屬公司現金流出淨值</b>				<b>832,251</b>

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (i) Xinfeng Lvzhi

The principal activities of Xinfeng Lvzhi will be provision of sludge and solid waste treatment services, and production of ceramsite and eco-bricks in the PRC. In January 2015, the Group acquired 100% equity interests in Xinfeng Lvzhi for a consideration of RMB24,000,000. The acquisition was considered as acquisition of assets, including intangible assets, as the business of this company has not yet been commenced. As at 31 December 2015, the production facilities were under construction. The directors expect that the relevant license will be obtained in the second half of 2016 and to generate net cash inflow for the Group in the foreseeable future.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

			Carrying amount	Fair value adjustments	Recognised values on acquisition
		Note	賬面值 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	收購時 已確認價值 RMB'000 人民幣千元
Intangible assets	無形資產	11	—	23,900	23,900
Other deposits and prepayment	其他按金及預付款		16,802	—	16,802
Cash and cash equivalents	現金及現金等價物		869	—	869
Other payables	其他應付款項		(17,571)	—	(17,571)
Net identifiable assets	可識別資產淨值		100	23,900	24,000
Cash consideration	現金代價				24,000
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				24,000
Less: cash acquired	減：所收購現金				(869)
Net cash outflow for acquisition of Xinfeng Lvzhi for the year ended 31 December 2015	截至二零一五年十二月三十一日止年度收購新豐綠智之現金流出淨額				23,131

### 13 於附屬公司的投資 (續)

#### (b) 收購附屬公司 (續)

##### (i) 新豐綠智

綠智之主要業務將為於中國提供污泥及固體廢物處理服務，以及生產陶粒及環保磚。於二零一五年一月，本集團以代價人民幣24,000,000元收購綠智之100%股本權益。由於該公司尚未開展業務，故收購事項視作資產收購(包括無形資產)。於二零一五年十二月三十一日，生產設施仍在興建當中。董事預期相關牌照將於二零一六年下半年取得，並於可見將來為本集團帶來淨現金流入。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (ii) Guangzhou Liangang

The principal activities of Guangzhou Liangang are provision of vessel and port waste mineral oil treatment services, and production of biodiesel in the PRC. In April 2015, the Group acquired 100% equity interests in Guangzhou Liangang for a consideration of RMB134,352,000. The acquisition was considered as a business combination.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

### 13 於附屬公司的投資(續)

#### (b) 收購附屬公司(續)

##### (ii) 廣州蓮港

廣州蓮港之主要業務為於中國提供船舶及港口廢礦物油處理服務，以及生產生物柴油。於二零一五年四月，本集團以代價人民幣134,352,000元收購廣州蓮港之100%股本權益，該收購被視為業務合併。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

		Carrying amount	Fair value adjustments	Recognised values on acquisition
	Note	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment		76,744	—	76,744
Construction in progress		31,544	—	31,544
Lease prepayments		16,308	36,137	52,445
Intangible assets	11	—	57,000	57,000
Trade and other receivables		3,385	—	3,385
Cash and cash equivalents		204	—	204
Trade and other payables		(87,934)	—	(87,934)
Deferred tax liabilities		—	(23,284)	(23,284)
Net identifiable assets		40,251	69,853	110,104
Cash consideration				134,352
Goodwill	12			24,248
Analysis of cash flow:				
Cash consideration				134,352
Less: cash acquired				(204)
Net cash outflow for acquisition of Guangzhou Liangang for the year ended 31 December 2015				134,148
				截至二零一五年十二月三十一日止年度收購廣州蓮港之現金流出淨額

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (iii) Guangzhou Kangxiang

The principal activities of Guangzhou Kangxiang are provision of sludge and solid waste treatment services in the PRC. In April 2015, the Group acquired 100% equity interests in Guangzhou Kangxiang for a consideration of RMB20,000,000. The acquisition was considered as a business combination.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

			Carrying amount	Fair value adjustments	Recognised values on acquisition
		Note	賬面值	公平值調整	收購後
		附註	RMB'000	RMB'000	確認值
			人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment	物業、廠房及設備		115	—	115
Intangible assets	無形資產	11	—	17,000	17,000
Inventories	存貨		5	—	5
Trade and other receivables	貿易及其他應收款項		2,249	—	2,249
Cash and cash equivalents	現金及現金等價物		255	—	255
Trade and other payables	貿易及其他應付款項		(546)	—	(546)
Deferred tax liabilities	遞延稅項負債		—	(4,250)	(4,250)
Net identifiable assets	可識別資產淨值		2,078	12,750	14,828
Cash consideration	現金代價				20,000
Goodwill	商譽	12			5,172
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				20,000
Less: cash acquired	減：所收購現金				(255)
Less: consideration payable	減：應付代價				(651)
Net cash outflow for acquisition of Guangzhou Kangxiang for the year ended 31 December 2015	截至二零一五年十二月三十一日止年度收購廣州康翔之現金流出淨額				19,094

### 13 於附屬公司的投資 (續)

#### (b) 收購附屬公司 (續)

##### (iii) 廣州康翔

廣州康翔之主要業務為於中國提供污泥及固體廢物處理服務。於二零一五年四月，本集團以代價人民幣20,000,000元收購廣州康翔100%股本權益。該收購被視為業務合併。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

## 13 Investments in Subsidiaries (Continued)

### (b) Acquisition of subsidiaries (Continued)

#### (iv) Guangdong Longtao

The principal activities of Guangdong Longtao are provision of sludge and solid waste treatment services in the PRC. In June 2015, the Group acquired 100% equity interests in Guangdong Longtao from Guangzhou To Kee Enterprises Development Group Limited ("Guangzhou To Kee"), a company effectively owned by the controlling shareholder for a consideration of RMB10,000,000.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

			Carrying amount	Fair value adjustments	Recognised values on acquisition
		Note	賬面值 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	收購後 確認值 RMB'000 人民幣千元
		附註			
Property, plant and equipment	物業、廠房及設備		875	—	875
Intangible assets	無形資產	11	33,613	—	33,613
Trade and other receivables	貿易及其他應收款項		17,921	—	17,921
Cash and cash equivalents	現金及現金等價物		383	—	383
Trade and other payables	貿易及其他應付款項		(46,406)	—	(46,406)
Gross amounts due from customers for contract work	應收客戶合約工程 款項總額		5,279	—	5,279
Deferred tax liabilities	遞延稅項負債		(1,665)	—	(1,665)
<b>Net identifiable assets</b>	<b>可識別資產淨值</b>		<b>10,000</b>	<b>—</b>	<b>10,000</b>
Cash consideration	現金代價				10,000
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				10,000
Less: cash acquired	減：所收購現金				(383)
<b>Net cash outflow for acquisition of Guangdong Longtao for the year ended 31 December 2015</b>	<b>截至二零一五年十二月三十一日止年度收購廣東龍滔之現金流出淨值</b>				<b>9,617</b>

## 13 於附屬公司的投資 (續)

### (b) 收購附屬公司 (續)

#### (iv) 廣東龍滔

廣東龍滔之主要業務為於中國提供污泥及固體廢物處理服務。於二零一五年六月，本集團以代價人民幣10,000,000元，從控股股東有效持有公司－廣州滔記實業發展集團有限公司（「廣州滔記」）收購廣東龍滔100%股本權益。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (v) Ganghui Huanbao

The principal activities of Ganghui Huanbao are provision of wastewater treatment services in the PRC. In November 2015, the Group acquired 100% equity interests in Ganghui Huanbao for a consideration of RMB25,000,000. The acquisition was considered as a business combination.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

			Carrying amount	Fair value adjustments	Recognised values on acquisition
		Note	賬面值 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	收購後 確認值 RMB'000 人民幣千元
		附註			
Property, plant and equipment	物業、廠房及設備		128,872	—	128,872
Construction in progress	在建工程		918	—	918
Lease prepayments	租賃預付款項		5,026	4,974	10,000
Intangible assets	無形資產	11	—	16,000	16,000
Inventories	存貨		174	—	174
Trade and other receivables	貿易及其他應收款項		63,723	—	63,723
Cash and cash equivalents	現金及現金等價物		2,241	—	2,241
Trade and other payables	貿易及其他應付款項		(148,615)	—	(148,615)
Deferred tax liabilities	遞延稅項負債		—	(5,244)	(5,244)
<b>Net identifiable assets</b>	<b>可識別資產淨值</b>		<b>52,339</b>	<b>15,730</b>	<b>68,069</b>
Cash consideration	現金代價				25,000
Settlement of pre-existing relationship	前期合作關係終止				47,948
<b>Total consideration</b>	<b>總代價</b>				<b>72,948</b>
Goodwill	商譽	12			4,879
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				25,000
Less: cash acquired	減：所收購現金				(2,241)
<b>Net cash outflow for acquisition of Ganghui Huanbao for the year ended 31 December 2015</b>	<b>截至二零一五年十二月三十一日止年度收購港匯環保之現金流出淨值</b>				<b>22,759</b>

### 13 於附屬公司的投資 (續)

#### (b) 收購附屬公司 (續)

##### (v) 港匯環保

港匯環保之主要業務為於中國提供污水處理服務。於二零一五年十一月，本集團以代價人民幣25,000,000元收購港匯環保100%股本權益。該收購被視為業務合併。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (vi) Zhongtuo Kailan

The principal activities of Zhongtuo Kailan are supply of industrial water and provision of wastewater treatment services in the PRC. In November 2015, the Group acquired 100% equity interests in Zhongtuo Kailan for a consideration of RMB25,000,000. The acquisition was considered as a business combination.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

### 13 於附屬公司的投資(續)

#### (b) 收購附屬公司(續)

##### (vi) 中拓凱藍

中拓凱藍之主要業務為於中國供應工業用水及提供污水處理服務。於二零一五年十一月，本集團以代價人民幣25,000,000元收購中拓凱藍100%股本權益。該收購被視為業務合併。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

		Carrying amount	Fair value adjustments	Recognised values on acquisition
	Note	賬面值	公平值調整	收購後
	附註	RMB'000	RMB'000	確認值
		人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment		58,658	—	58,658
Construction in progress		132,307	—	132,307
Lease prepayments		8,562	9,648	18,210
Intangible assets	11	—	10,000	10,000
Inventories		339	—	339
Trade and other receivables		53,613	—	53,613
Cash and cash equivalents		3,075	—	3,075
Trade and other payables		(161,936)	—	(161,936)
Deferred tax liabilities		—	(4,912)	(4,912)
<b>Net identifiable assets</b>		<b>94,618</b>	<b>14,736</b>	<b>109,354</b>
Cash consideration				25,000
Settlement of pre-existing relationship				90,776
<b>Total consideration</b>				<b>115,776</b>
Goodwill	12			6,422
Analysis of cash flow:				
Cash consideration				25,000
Less: cash acquired				(3,075)
<b>Net cash outflow for acquisition of Zhongtuo Kailan for the year ended 31 December 2015</b>				<b>21,925</b>

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (vii) Haoying Solid

The principal activities of Haoying Solid are provision of sludge and solid waste treatment services in the PRC. In November 2015, the Group acquired 80% equity interests in Haoying Solid for a consideration of RMB7,650,000. The acquisition was considered as a business combination.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

		Note	Carrying amount	Fair value adjustments	Recognised values on acquisition
		附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Lease prepayments	租賃預付款項		14,265	—	14,265
Intangible assets	無形資產	11	—	7,000	7,000
Cash and cash equivalents	現金及現金等價物		51	—	51
Trade and other payables	貿易及其他應付款項		(12,350)	—	(12,350)
Deferred tax liabilities	遞延稅項負債		—	(1,750)	(1,750)
<b>Net identifiable assets</b>	<b>可識別資產淨值</b>		<b>1,966</b>	<b>5,250</b>	<b>7,216</b>
Non-controlling interests	非控股權益				1,443
Cash consideration	現金代價				7,650
Goodwill	商譽	12			1,877
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				7,650
Less: cash acquired	減：所收購現金				(51)
Less: consideration payable	減：應付代價				(2,650)
<b>Net cash outflow for acquisition of Haoying Solid for the year ended 31 December 2015</b>	<b>截至二零一五年十二月三十一日止年度收購浩盈固廢之現金流出淨額</b>				<b>4,949</b>

### 13 於附屬公司的投資 (續)

#### (b) 收購附屬公司 (續)

##### (vii) 浩盈固廢

浩盈固廢之主要業務為於中國提供污泥及固體廢物處理服務。於二零一五年十一月，本集團以代價人民幣7,650,000元收購浩盈固廢80%股本權益。該收購被視為業務合併。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：



## 13 Investments in Subsidiaries (Continued)

### (b) Acquisition of subsidiaries (Continued)

#### (viii) Guangzhou Lvyou

The principal activities of Guangzhou Lvyou are provision of sludge and solid waste and hazardous waste treatment services. In August 2015, the Group acquired 100% equity interests in Guangzhou Lvyou from Mr. Gu Yaokun, Mr. Gu Jiatao, Ms Liang Yanxia, and other two parties ("the Vendors") for a consideration of RMB630,000,000. The acquisition was considered as a business combination. Mr. Gu Jiatao is the son of Mr. Gu Yaokun and Ms Liang Yanxia is the spouse of Mr. Gu Yaokun. Mr. Gu Yaokun was subsequently appointed as the executive director of the Company with effect from 23 November 2015 (note 6).

## 13 於附屬公司的投資(續)

### (b) 收購附屬公司(續)

#### (viii) 廣州綠由

廣州綠由之主要業務為提供污泥及固體廢物及危險廢物處理服務。於二零一五年八月，本集團已自古耀坤先生、古嘉濤先生、梁艷霞女士及其他名訂約方(「賣方」)收購廣州綠由之100%股本權益，代價為人民幣630,000,000元。該收購被視為業務合併。古嘉濤先生為古耀坤先生之子，而梁艷霞女士為古耀坤先生之配偶。古耀坤先生其後獲委任為本公司執行董事，自二零一五年十一月二十三日起生效(附註6)。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (viii) Guangzhou Lvyou (Continued)

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

		Carrying amount	Fair value adjustments	Recognised values on acquisition
	Note	賬面值 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	收購後 確認值 RMB'000 人民幣千元
Property, plant and equipment		100,387	—	100,387
Construction in progress		44,341	—	44,341
Lease prepayments		20,745	65,073	85,818
Intangible assets	11	—	696,000	696,000
Trade and other receivables		540,784	—	540,784
Inventories		24,171	—	24,171
Interest in associates		3,419	—	3,419
Cash and cash equivalents		17,819	—	17,819
Bank loans		(259,750)	—	(259,750)
Trade and other payables		(367,584)	—	(367,584)
Deferred tax liabilities		—	(114,161)	(114,161)
Deferred income		(2,742)	—	(2,742)
<b>Net identifiable assets</b>		<b>121,590</b>	<b>646,912</b>	<b>768,502</b>
Non-controlling interests				41
Cash consideration				630,000
Gain on bargain purchase*				138,461
Analysis of cash flow:				
Cash consideration				630,000
Less: cash deposit for acquisition paid in 2014				(100,000)
Less: cash acquired				(17,819)
Net cash outflow for acquisition of Guangzhou Lvyou for the year ended 31 December 2015				512,181

### 13 於附屬公司的投資(續)

#### (b) 收購附屬公司(續)

##### (viii) 廣州綠由(續)

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

		Carrying amount	Fair value adjustments	Recognised values on acquisition
	Note	賬面值 RMB'000 人民幣千元	公平值調整 RMB'000 人民幣千元	收購後 確認值 RMB'000 人民幣千元
Property, plant and equipment		100,387	—	100,387
Construction in progress		44,341	—	44,341
Lease prepayments		20,745	65,073	85,818
Intangible assets	11	—	696,000	696,000
Trade and other receivables		540,784	—	540,784
Inventories		24,171	—	24,171
Interest in associates		3,419	—	3,419
Cash and cash equivalents		17,819	—	17,819
Bank loans		(259,750)	—	(259,750)
Trade and other payables		(367,584)	—	(367,584)
Deferred tax liabilities		—	(114,161)	(114,161)
Deferred income		(2,742)	—	(2,742)
<b>Net identifiable assets</b>		<b>121,590</b>	<b>646,912</b>	<b>768,502</b>
Non-controlling interests				41
Cash consideration				630,000
Gain on bargain purchase*				138,461
Analysis of cash flow:				
Cash consideration				630,000
Less: cash deposit for acquisition paid in 2014				(100,000)
Less: cash acquired				(17,819)
Net cash outflow for acquisition of Guangzhou Lvyou for the year ended 31 December 2015				512,181

## 13 Investments in Subsidiaries (Continued)

### (b) Acquisition of subsidiaries (Continued)

#### (viii) Guangzhou Lvyou (Continued)

- \* A gain on bargain purchase of RMB138,461,000 has been recognized in "other net income/(loss)" (note 3(b)), in the consolidated statement of profit or loss, attributable to the recognition of fair market values of net assets acquired at higher values than the consideration payable.

Pursuant to an equity transfer agreement dated 1 December 2014 entered into between the Company and the Vendors, Mr. Gu Yaokun has provided the following profit guarantee that the net profit after taxation of Guangzhou Lvyou attributable to the Group for each of the financial years ended/ending 31 December 2015 and 2016 (the "Guaranteed Period") are not less than RMB100,000,000 and RMB110,000,000, respectively. If Guangzhou Lvyou fails to meet the aforesaid profit guarantee in any of the two years, Mr. Gu Yaokun will, within the first six months of the year immediately after the year in respect of which a shortfall occurs, pay to Guangzhou Lvyou a compensation in cash equal to 10 times of the shortfall provided that the total compensation payable by Mr. Gu Yaokun will not exceed RMB100,000,000 in respect of each of the two years. For the year ended 31 December 2015, Guangzhou Lvyou has met the above condition. The Group expected that Guangzhou Lvyou will meet the above condition for the year ending 31 December 2016.

#### (ix) Sanshui Zhaofeng

The principal activities of Sanshui Zhaofeng are processing and sales of biomass fuel in the PRC. Sanshui Zhaofeng processed and treated waste oil to produce biodiesel, which could be used to fuel boilers, vehicles and ships. In October 2015, the Group acquired 70% equity interests in Sanshui Zhaofeng from the third parties ("the Transferors") for a consideration of RMB30,000,000. The acquisition was considered as a business combination.

## 13 於附屬公司的投資(續)

### (b) 收購附屬公司(續)

#### (viii) 廣州綠由(續)

- \* 議價購買之收益人民幣138,461,000元於綜合損益表內「其他淨收益/(虧損)」(附註3(b))確認，乃由於確認收購資產淨值之公允市值高於應付代價。

根據本公司與賣方訂立之日期為二零一四年十二月一日之股權轉讓協議，古耀坤先生已提供以下盈利保證，截至二零一五年及二零一六年十二月三十一日止財政年度各年(「保證期間」)，本集團應佔廣州綠由除稅後純利分別不少於人民幣100,000,000元及人民幣110,000,000元。如廣州綠由未能於該兩個年度任何一年達成上述溢利保證，則古耀坤先生將於緊隨出現差額年度後的年度首六個月內向廣州綠由支付相等於差額10倍的現金補償，惟古耀坤先生就該等兩個年度應付之補償總額不得超過人民幣100,000,000元。截至二零一五年十二月三十一日止年度，廣州綠由已達成上述條件。本集團預期廣州綠由於截至二零一六年十二月三十一日止年度將滿足上述條件。

#### (ix) 三水肇豐

三水肇豐之主要業務為於中國處理及銷售生物燃料。三水肇豐以廢棄油脂為主要原料進行加工處理生產生物柴油，產成品可作為鍋爐及車船用燃料油。於二零一五年十月，本集團向協力廠商(「轉讓方」)以代價人民幣30,000,000元收購三水肇豐70%股本權益。該收購被視為業務合併。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (ix) Sanshui Zhaofeng (Continued)

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

		Note	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value adjustments 公平值調整 RMB'000 人民幣千元	Recognised values on acquisition 收購後確認值 RMB'000 人民幣千元
		附註			
Property, plant and equipment	物業、廠房及設備		29,348	—	29,348
Intangible assets	無形資產	11	—	14,000	14,000
Inventories	存貨		2,513	—	2,513
Trade and other receivables	貿易及其他應收款項		66,435	—	66,435
Cash and cash equivalents	現金及現金等價物		115	—	115
Trade and other payables	貿易及其他應付款項		(68,948)	—	(68,948)
Deferred tax liabilities	遞延稅項負債		—	(3,500)	(3,500)
Net identifiable assets	可識別資產淨值		29,463	10,500	39,963
Non-controlling interests	非控股權益				11,989
Cash consideration	現金代價				30,000
Goodwill	商譽	12			2,026
Analysis of cash flow:	現金流量分析：				
Cash consideration	現金代價				30,000
Less: cash acquired	減：所收購現金				(115)
Net cash outflow for acquisition of Sanshui Zhaofeng for the year ended 31 December 2015	截至二零一五年十二月三十一日止年度收購三水肇豐之現金流出淨額				29,885

Pursuant to the share purchase agreement, if the net profit after taxation of Sanshui Zhaofeng for the three years ending 30 September 2016, 2017 and 2018 are less than RMB20,000,000, RMB22,000,000 and RMB25,000,000 respectively, the Transferors will compensate the Group for any shortfall. The Group expected that Sanshui Zhaofeng will meet the above condition for the year ending 30 September 2016, 2017 and 2018.

根據收購協議條款，若三水肇豐於二零一六年、二零一七年及二零一八年九月三十日三年除稅後純利分別少於人民幣20,000,000元、人民幣22,000,000元及人民幣25,000,000元，賣方將向本公司支付相等於差額的補償。本集團預期截至二零一六年、二零一七年及二零一八年九月三十日止年度，三水肇豐將達成上述條款。

### 13 於附屬公司的投資 (續)

#### (b) 收購附屬公司 (續)

##### (ix) 三水肇豐 (續)

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (x) Hanyang Shuiwu

The principal activities of Hanyang Shuiwu are provision of industrial water supplication services in the PRC. In November 2015, the Group acquired 100% equity interests in Hanyang Shuiwu for a consideration of RMB56,000,000. The acquisition was considered as a business combination.

The following summarizes the nature of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

### 13 於附屬公司的投資(續)

#### (b) 收購附屬公司(續)

##### (x) 韓洋水務

韓洋水務之主要業務為於中國提供工業用水供應服務。於二零一五年十一月，本集團以代價人民幣56,000,000元收購韓洋水務100%股本權益。該收購被視為業務合併。

以下概述所轉撥的代價之性質，以及於收購日期所收購資產及所承擔負債之已確認金額：

		Carrying amount	Fair value adjustments	Recognised values on acquisition
	Note	賬面值	公平值調整	收購後
	附註	RMB'000	RMB'000	確認值
		人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment		13,038	—	13,038
Construction in progress		31,234	—	31,234
Lease prepayments		1,936	3,664	5,600
Intangible assets	11	—	40,000	40,000
Inventories		43	—	43
Trade and other receivables		25,077	—	25,077
Cash and cash equivalents		1,438	—	1,438
Trade and other payables		(41,854)	—	(41,854)
Deferred tax liabilities		—	(10,916)	(10,916)
Net identifiable assets		30,912	32,748	63,660
Cash consideration				56,000
Settlement of pre-existing relationship				30,801
Total consideration				86,801
Goodwill	12			23,141
Analysis of cash flow:				
Cash consideration				56,000
Less: cash acquired				(1,438)
Net cash outflow for acquisition of Hanyang Shuiwu for the year ended 31 December 2015				54,562

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 13 Investments in Subsidiaries (Continued)

#### (b) Acquisition of subsidiaries (Continued)

##### (xi) Repayment of loans from former equity owners

The repayment of RMB82,470,000 and RMB44,506,000 were for the loans from former equity owners of Ganghui huanbao and Zhongtuo Kailan respectively. The loans were issued by the former equity owners before acquisition.

- (c) The following table lists out the information relating to Sanshui Zhaofeng, the only subsidiary of the Group which has material non-controlling interest (NCI) as at 31 December 2015. The summarized financial information presented below represents the amounts before any inter-company elimination.

		From the date of acquisition to 31 December 2015 從收購期至 二零一五年 十二月 三十一日 RMB'000 人民幣千元
NCI percentage	非控股權益所佔百分比	30%
Current assets	流動資產	16,356
Non-current assets	非流動資產	42,949
Current liabilities	流動負債	(16,895)
Non-current liabilities	非流動負債	(3,461)
Net assets	資產淨值	38,949
Carrying amount of NCI	非控股權益賬面值	11,685
Revenue	收入	1,789
Loss for the year	年內虧損	(1,015)
Total comprehensive income	全面收益總額	(1,015)
Loss allocated to NCI	非控股權益分配虧損	(305)
Cash flow generated from operating activities	經營活動產生之現金流	58
Cash flow generated from investing activities	投資活動產生之現金流	—
Cash flow generated from financing activities	融資活動產生之現金流	—

### 13 於附屬公司的投資 (續)

#### (b) 收購附屬公司 (續)

##### (xi) 償還來自前股權擁有人之貸款

償還港匯環保和中拓凱藍來自前股權擁有人之貸款分別為人民幣82,470,000及人民幣44,506,000元。該貸款於收購前由前股權擁有人發放。

- (c) 下表載列於二零一五年十二月三十一日有關三水肇豐(一間擁有重大非控股權益之本集團唯一附屬公司)的財務資料。下文呈列之財務資料概要為任何公司間抵銷前之金額。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 14 Interest in Associates

### 14 於聯營公司的權益

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Share of net assets	分佔資產淨值		
— Guangzhou Huayue Environmental Protection Technology Co., Ltd. (“Guangzhou Huayue”)	— 廣州華越環保技術有限公司 (「廣州華越」)	1,840	—
— Guangzhou Suiqin Dangerous Waste Transportation Co., Ltd. (“Guangzhou Suiqin”)	— 廣州穗勤危險貨物運輸有限公司 (「廣州穗勤」)	2,694	—
Carrying amount in the consolidated financial statements	綜合財務報表賬面值	4,534	—

The following list contains the particulars of the associates, both of which are unlisted corporate entities whose quoted market price is not available:

下表載列附屬公司之詳情，兩者均為非上市公司實體且並無市價：

Name	Form of business structure	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及實繳資本詳情	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Group's effective interest 本集團的實際權益	Held by a subsidiary 由附屬公司持有	
Guangzhou Huayue (i)	Limited liability company	Guangzhou, the PRC	RMB3,000,000	41%	41%	Provision of environmental protection consulting service
廣州華越(i)	有限責任公司	中國，廣州	人民幣3,000,000元	41%	41%	提供環保諮詢服務
Guangzhou Suiqin (i)	Limited liability company	Guangzhou, the PRC	RMB5,000,000	41%	41%	Transportation of hazardous wastes
廣州穗勤(i)	有限責任公司	中國，廣州	人民幣5,000,000元	41%	41%	有害廢棄物排放

Note:

(i) Guangzhou Huayue and Guangzhou Suiqin are private limited liability companies in the PRC. The official names of the entities are in Chinese. The English translation of the names is for reference only.

附註：

(i) 廣州華越和廣州穗勤於中國均為私人有限責任公司。該實體官方名稱為中文。英文譯名僅供參考。

All of the above associates are accounted for using the equity method in the consolidated financial statements.

上述所有聯營公司的權益於綜合財務報表以權益法入賬。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 15 Interest in a Joint Venture

### 15 於一家合營企業之權益

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Share of net assets	分佔資產淨值	1,906	1,545
Goodwill	商譽	417	417
Carrying amount in the consolidated financial statements	綜合財務報表賬面值	2,323	1,962

Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

上述合營公司的權益於綜合財務報表以權益法入賬，詳情如下：

Name 合營企業名稱	Form of business structure 業務結構形式	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及實繳資本詳情	Proportion of ownership interest 擁有權權益比例		Principal activity 主要業務
				Group's effective interest 本集團的實際權益	Held by a subsidiary 由附屬公司持有	
Guangzhou Haiqin Tiancheng Technical Testing Services Co., Ltd. ("Haiqin Tiancheng") (i)	Limited liability company	Guangzhou, the PRC	RMB3,000,000	50%	50%	Pollutants measurement
廣州海沁天誠技術檢測服務有限公司 (「海沁天誠」)(i)	有限責任公司	中國·廣州	人民幣3,000,000元	50%	50%	污染物測量

Note:

(i) This is a private limited liability company in the PRC. The official name of the entity is in Chinese. The English translation of the name is for reference only.

附註：

(i) 該公司於中國為私人有限責任公司。該實體官方名稱為中文。英文譯名僅供參考。



## 16 Gross Amounts due from Customers for Contract Work

## 16 應收客戶合約工程款項總額

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Gross amounts due from customers for contract work	應收客戶合約工程款項總額		
— Non-current	— 非即期	231,302	188,935
— Current	— 即期	33,971	17,357
		<b>265,273</b>	206,292

Certain subsidiaries of the Group entered into service concession arrangements with the grantors. Pursuant to the service concession arrangements, the Group has to design, construct and operate wastewater and solid waste treatment plants in the PRC for a period of 20 to 30 years. The Group has the obligation to maintain the wastewater and solid waste treatment plants in good condition. The grantors guarantee that the Group will receive minimum annual payments in connection with the arrangements. Upon expiry of the concession periods, the wastewater and solid waste treatment plants and the related facilities will be transferred to the local government authorities.

The service concession arrangements do not contain renewal options. The standard rights of the grantors to terminate the agreements include failure of the Group to construct or operate the wastewater and solid waste treatment plants and in the event of a material breach of the terms of the agreements. The standard rights of the Group to terminate the agreements include failure of the grantors to make payment under the agreements and in the event of a material breach of the terms of the agreements.

Revenue relates to the construction services provided in constructing the wastewater and solid waste treatment plants is recognised as "Gross amounts due from customers for contract work" in the financial statements.

"Gross amounts due from customers for contract work" represent revenue from construction under BOT arrangements and bear interest at rate range from 5.94%–6.8% per annum for the year ended 31 December 2015 (2014: 5.94%–6.8%). The amounts are not yet due for payment and will be settled by revenue to be generated during the operating periods of the BOT arrangements.

本集團的若干附屬公司已與授予人訂立服務特許權安排。根據服務特許權安排，本集團須於中國設計、建築、經營污水及固體廢物處理設施，為期20至30年。本集團有義務維持污水及固體廢物處理設施處於良好狀態。授予人保證本集團將就該等安排收取最低年度費用。於特許權期屆滿後，污水及固體廢物處理廠及有關設施將轉讓予地方政府機構。

服務特許權安排不可續期。授予人可行使標準權利終止協議的情況包括：本集團未能建造或經營污水及固體廢物處理廠，以及協議條款遭重大違反。本集團可行使標準權利終止協議的情況包括：授予人未能根據協議支付款項，以及協議條款遭重大違反。

因建造污水及固體廢物處理設施而提供建造服務所得的相關收益在財務報表中確認為「應收客戶合約工程款項總額」。

截至二零一五年十二月三十一日止年度，「應收客戶合約工程款項總額」指來自BOT安排項下建設項目的收益，並按年利率5.94%至6.8%（二零一四年：5.94%至6.8%）計息。有關款項屬未到期付款，並將於BOT安排經營期以將會產生的收益支付。

## Notes to the Financial Statements

### 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

## 17 Inventories

## 17 存貨

		<b>2015</b>	2014
		二零一五年	二零一四年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Raw materials	原材料	<b>18,081</b>	2,628
Work in progress	在製品	<b>1,239</b>	644
Finished goods	製成品	<b>7,282</b>	197
Low value consumable	低價值消耗品	<b>3,312</b>	3,938
Total	總計	<b>29,914</b>	7,407

Inventories mainly comprise materials consumed during the sludge and solid waste treatment and the hazardous waste treatment process.

存貨主要包括於污泥及固體廢物及危險廢物處理過程中所耗用的材料。

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

確認為開支並計入損益之存貨金額分析如下：

		<b>2015</b>	2014
		二零一五年	二零一四年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Carrying amount of inventories consumed	已消耗存貨賬面值	<b>77,367</b>	64,594
Write down of inventories	存貨撥備	<b>847</b>	—
Total	總計	<b>78,214</b>	64,594

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 18 Trade and Other Receivables

### 18 貿易及其他應收款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Current</b>	<b>即期</b>		
Trade receivables	貿易應收款項	411,363	244,285
Prepayments and other receivables	預付款及其他應收款項	155,348	113,540
Amounts due from related parties (note 28(d)(i))	應收關聯方款項(附註28(d)(i))	227,629	138,136
		<b>794,340</b>	495,961
<b>Non-current</b>	<b>非即期</b>		
Prepayments for purchase of lease prepayments and equipment	購買租賃預付款及設備預付款項	189,480	248,930
Prepayment of acquisition deposit*	預付收購款項*	88,124	100,000
		<b>277,604</b>	348,930
<b>Total</b>	<b>總計</b>	<b>1,071,944</b>	844,891

All of the prepayments and other receivables (including amounts due from related parties), apart from those classified as non-current portion, are expected to be recovered or recognised as expense within one year.

\* For the year ended 31 December 2015, prepayment of RMB36,254,000, RMB31,870,000 and RMB20,000,000 represents acquisition deposit paid to Menghui Technology, Guangzhou Jimei and Zhongling Chemical, respectively.

As at 31 December 2014, prepayment of RMB100,000,000 represents acquisition deposit paid to Mr. Gu Yaokun for the acquisition of Guangzhou Lvyou (note 13(b)(viii)).

所有預付款項及其他應收款項(包括應收關聯方)預期將於一年內收回或確認為開支，惟不包括分類為非即期的部分。

\* 截至二零一五年十二月三十一日止年度，預付款項分別為人民幣36,254,000元、人民幣31,870,000元及人民幣20,000,000元，為支付予廣州萌輝、廣州吉美及中凌化工之收購按金。

於二零一四年十二月三十一日，預付款項為人民幣100,000,000元，為收購廣州綠由支付予古耀坤先生之收購按金(附註13(b)(viii))。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 18 Trade and Other Receivables (Continued)

- (a) As of the end of the reporting period, the ageing analysis of trade receivables, based on the date of revenue recognition, is as follows:

		<b>2015</b>	2014
		<b>二零一五年</b>	二零一四年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Within 1 month	一個月內	<b>201,508</b>	89,449
1 to 3 months	一至三個月	<b>111,216</b>	84,277
Over 3 months but within 1 year	多於三個月但一年內	<b>98,639</b>	70,525
Over 1 year	一年以上	—	34
		<b>411,363</b>	244,285

Trade debtors are usually due within 30 days from the date of billing. The Group does not hold any collateral over these balances.

### 18 貿易及其他應收款項 (續)

- (a) 截至報告期末，貿易應收款項按收益確認日期的賬齡分析如下：

	<b>2015</b>	2014
	<b>二零一五年</b>	二零一四年
	<b>RMB'000</b>	RMB'000
	人民幣千元	人民幣千元
		(Restated)
		(經重列)
Within 1 month	<b>201,508</b>	89,449
1 to 3 months	<b>111,216</b>	84,277
Over 3 months but within 1 year	<b>98,639</b>	70,525
Over 1 year	—	34
	<b>411,363</b>	244,285

貿易應收款項通常自開票日期起計三十日內到期。本集團並無就該等結餘持有任何抵押品。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 18 Trade and Other Receivables (Continued)

#### (b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using allowance account unless the Group is satisfied that the recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly. During the year ended 31 December 2015, the Group did not record any impairment losses in respect of trade receivables (2014: Nil).

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

### 18 貿易及其他應收款項 (續)

#### (b) 貿易應收款項減值

貿易應收款項的減值虧損計入撥備賬，除非本集團相信收回有關款項的機會極微，於該情況下，減值虧損直接與貿易應收款項對銷。截至二零一五年十二月三十一日止年度，本集團並無就貿易應收款項錄得任何減值虧損(二零一四年：無)。

並無個別或集體視作減值的貿易應收款項賬齡分析如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Neither past due nor impaired	既未逾期亦未減值	201,508	89,449
Less than 3 months past due	逾期三個月以內	111,216	84,277
Over 3 months but within 1 year past due	逾期多於三個月但一年內	98,639	70,525
Over 1 year	一年以上	—	34
		<b>411,363</b>	244,285

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 18 Trade and Other Receivables (Continued)

#### (b) Impairment of trade receivables (Continued)

Past due trade receivables are mainly due from certain governments and state-owned enterprises. Based on experience, management believes that no impairment allowance is necessary in respect of these balances as these balances are usually settled within one year from due date.

### 19 Cash and Cash Equivalents

#### (a) Cash and cash equivalents comprise:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Cash on hand	手頭現金	4,356	2,061
Cash at bank	銀行現金	378,144	114,532
		<b>382,500</b>	116,593

At 31 December 2015, cash and cash equivalents placed with banks in the mainland China amounted to RMB287,812,000 (2014: RMB63,731,000). Remittance of funds out of mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

### 18 貿易及其他應收款項 (續)

#### (b) 貿易應收款項減值 (續)

逾期貿易應收款項主要為應收若干政府以及國有企業的款項。根據過往經驗，由於該等結餘通常自到期日起一年內結算，管理層認為毋須就該等結餘作出撥備。

### 19 現金及現金等價物

#### (a) 現金及現金等價物包括：

於二零一五年十二月三十一日，存放於中國內地銀行的現金及現金等價物金額為人民幣287,812,000元(二零一四年：人民幣63,731,000元)。將資金匯出中國境外須遵守中國政府頒佈的相關的外匯管制的規章制度。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 19 Cash and Cash Equivalents (Continued)

#### (b) Reconciliation of profit before taxation to cash generated from operations:

			2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Profit before taxation	除稅前溢利		<b>670,575</b>	373,858
Adjustments for:	經調整以下各項：			
Depreciation	折舊	9	<b>108,844</b>	57,416
Amortisation of lease prepayments	預付租賃款項攤銷	10	<b>4,827</b>	2,344
Amortisation of intangible assets	無形資產攤銷	11	<b>30,905</b>	7,293
Finance costs	融資成本	4(a)	<b>70,157</b>	42,766
Foreign exchange loss	外匯虧損		<b>11,710</b>	4,987
Interest income	利息收入	3(a)	<b>(483)</b>	(279)
Share of profits of associates	分佔聯營公司的溢利		<b>(1,115)</b>	(2,916)
Share of profits of a joint venture	分佔一家合營企業的溢利		<b>(361)</b>	(461)
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備虧損淨值		<b>62</b>	—
Provision for inventories	存貨撥備	17	<b>847</b>	—
Gain on bargain acquisition of subsidiary	議價收購附屬公司之收益	13(b)	<b>(138,461)</b>	—
Gain on remeasurement of previously-held equity interests in an associate at fair value upon acquisition	於收購後按公平值重新計量之前持有的一家聯營公司股權而產生之收益	3(a)	<b>—</b>	(18,114)
Changes in working capital:	營運資本變動：			
Decrease in inventories	存貨減少		<b>3,891</b>	784
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少		<b>(59,049)</b>	11,474
(Increase)/decrease in gross amount due from customers for contract work	應收客戶合約工程款項總額(增加)/減少		<b>(53,702)</b>	5,492
Increase in deferred income	遞延收入增加		<b>545</b>	—
(Decrease)/Increase in trade and other payables	貿易及其他應付款項(減少)/增加		<b>(89,551)</b>	14,339
Cash generated from operations	經營業務所得現金		<b>559,641</b>	498,983

### 19 現金及現金等價物 (續)

#### (b) 除稅前溢利與經營活動所得現金的對賬：

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
--	-----------------------------------	--

Profit before taxation	除稅前溢利		<b>670,575</b>	373,858
Adjustments for:	經調整以下各項：			
Depreciation	折舊	9	<b>108,844</b>	57,416
Amortisation of lease prepayments	預付租賃款項攤銷	10	<b>4,827</b>	2,344
Amortisation of intangible assets	無形資產攤銷	11	<b>30,905</b>	7,293
Finance costs	融資成本	4(a)	<b>70,157</b>	42,766
Foreign exchange loss	外匯虧損		<b>11,710</b>	4,987
Interest income	利息收入	3(a)	<b>(483)</b>	(279)
Share of profits of associates	分佔聯營公司的溢利		<b>(1,115)</b>	(2,916)
Share of profits of a joint venture	分佔一家合營企業的溢利		<b>(361)</b>	(461)
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備虧損淨值		<b>62</b>	—
Provision for inventories	存貨撥備	17	<b>847</b>	—
Gain on bargain acquisition of subsidiary	議價收購附屬公司之收益	13(b)	<b>(138,461)</b>	—
Gain on remeasurement of previously-held equity interests in an associate at fair value upon acquisition	於收購後按公平值重新計量之前持有的一家聯營公司股權而產生之收益	3(a)	<b>—</b>	(18,114)
Changes in working capital:	營運資本變動：			
Decrease in inventories	存貨減少		<b>3,891</b>	784
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少		<b>(59,049)</b>	11,474
(Increase)/decrease in gross amount due from customers for contract work	應收客戶合約工程款項總額(增加)/減少		<b>(53,702)</b>	5,492
Increase in deferred income	遞延收入增加		<b>545</b>	—
(Decrease)/Increase in trade and other payables	貿易及其他應付款項(減少)/增加		<b>(89,551)</b>	14,339
Cash generated from operations	經營業務所得現金		<b>559,641</b>	498,983

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 20 Trade and Other Payables

### 20 貿易及其他應付款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Trade payables (note (iii))	貿易應付款項(附註(iii))	81,384	47,210
Other payables and accruals	其他應付款項及應計費用	235,449	102,175
Amounts due to related parties (note 28(d)(iii))	應付關聯方款項(附註28(d)(iii))	4,718	72,557
		<b>321,551</b>	221,942

Notes:

- (i) All of the trade payables, other payables and accruals are expected to be settled within 12 months or are repayable on demand.
- (ii) The credit period granted by the suppliers ranges from 30 days to 90 days.

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

附註：

- (i) 所有貿易應付款項、其他貿易應付款項及應計費用預期將於十二個月內結算或按要求償還。
- (ii) 供應商授出的信貸期介乎30日至90日不等。

截至報告期末，貿易應付款項按發票日期的賬齡分析如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Within 1 month	一個月內	37,920	25,898
1 to 3 months	一至三個月	24,434	16,284
Over 3 months but within 1 year	多於三個月但一年內	11,236	4,709
Over 1 year	一年以上	7,794	319
		<b>81,384</b>	47,210



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 21 Bank Loans

As at 31 December 2015, the bank loans were repayable as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Within 1 year or on demand	一年內或按要求	642,276	298,429
After 1 year but within 2 years	一年後但兩年內	417,137	171,728
After 2 years but within 5 years	兩年後但五年內	751,848	351,510
After 5 years	五年後	198,305	219,467
Sub-total	小計	1,367,290	742,705
Total	總計	2,009,566	1,041,134

Notes:

- (i) Bank loans of the Group as at 31 December 2015 were floating-rate loans which carried interest rates ranged from 1.79% to 7.38% (2014: 3.01% to 7.38%).
- (ii) An analysis of secured and unsecured bank loans is as follows:

附註：

- (i) 於二零一五年十二月三十一日，本集團之銀行貸款為浮息貸款，按介乎1.79%至7.38%（二零一四年：3.01%至7.38%）之利率計息。
- (ii) 有抵押及無抵押銀行貸款分析如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Secured	有抵押	1,925,209	1,010,564
Unsecured	無抵押	84,357	30,570
		2,009,566	1,041,134

Secured bank loans as at 31 December 2015 were secured by certain of the Group's charge rights of water supply and wastewater processing, lease prepayments (note 10), property, plant and equipment (note 9) and the equity interests of Qingyuan Lvyou, Yinglong and Guangzhou Liangang (2014: secured by certain of the Group's charge rights of water supply and wastewater processing, lease prepayments (note 10), property, plant and equipment (note 9) and the equity interests of Qingyuan Lvyou).

於二零一五年十二月三十一日，有抵押銀行貸款乃以本集團若干供水及污水處理收費權、租賃預付款（附註10）、物業、廠房及設備（附註9）以及清遠線由、盈隆及廣州蓮港股權作抵押（二零一四年：以本集團若干供水及污水處理收費權、租賃預付款（附註10）以及物業、廠房及設備（附註9）以及清遠線由股權作抵押）。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 21 Bank Loans (Continued)

Notes: (Continued)

(ii) (Continued)

Bank loans amounted to RMB2,100,000 as at 31 December 2015 were guaranteed by former shareholders of Heyuan Solid (2014: RMB52,900,000 were guaranteed by former shareholders of Qingyuan Lyyou and Heyuan Solid).

(iii) Bank loans amounted to RMB1,967,098,000 as at 31 December 2015 (2014: RMB715,676,000) are subject to the fulfillment of covenants as are commonly found in lending arrangements with financial institutions. The drawn down facility would become payable on demand if the covenant was breached. Pursuant to the terms of the bank loan agreements, certain subsidiaries are not allowed to distribute profit and/or to obtain other external financing prior to the lender's approval and/or to exceed/below the financial ratio. As at 31 December 2015, none of the covenants of the Group had been breached. As at 31 December 2014, one of the covenants relating to current ratio of the Group had been breached. Accordingly, such bank loans amounted to RMB56,098,000 became payable on demand and has been classified as current liabilities.

### 21 銀行貸款(續)

附註：(續)

(ii) (續)

於二零一五年十二月三十一日，金額為人民幣2,100,000元之銀行貸款由河源固廢之前任股東進行擔保(二零一四年：人民幣52,900,000元之銀行貸款由清遠緣由及河源固廢之前任股東進行擔保)。

(iii) 由於屬一般常見的金融機構借款安排，於二零一五年十二月三十一日金額為人民幣1,967,098,000元(二零一四年：人民幣715,676,000元)之銀行貸款須履行契諾。倘違反契諾，已提取融資將須按要求償還。根據銀行貸款協議條款，若干附屬公司在獲得借方批准前不得進行溢利分配及/或獲取其他外部融資及/或超出/低於財務比率。於二零一五年十二月三十一日，概無違反本集團之契諾。於二零一四年十二月三十一日，一份有關本集團流動比率之契諾遭到違反。因此，銀行貸款人民幣56,098,000元成為須按要求償還，且已相應分類至流動負債。

### 22 Income Tax in the Consolidated Statement of Financial Position

(a) Current taxation in the consolidated statement of financial position represents:

### 22 綜合財務狀況表的所得稅

(a) 綜合財務狀況表中的即期稅項為：

		RMB'000 人民幣千元
At 1 January 2014 (Restated)	於二零一四年一月一日(經重列)	14,414
Provision for PRC income tax (note 5(a)) (Restated)	中國所得稅撥備(附註5(a))(經重列)	30,843
PRC income tax paid (Restated)	中國所得稅支付(經重列)	(25,720)
At 31 December 2014 (Restated)	於二零一四年十二月三十一日(經重列)	19,537
At 1 January 2015	於二零一五年一月一日	19,537
Provision for PRC income tax (note 5(a))	中國所得稅撥備(附註5(a))	62,525
PRC income tax paid	中國所得稅支付	(59,420)
At 31 December 2015	於二零一五年十二月三十一日	22,642

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 22 Income Tax in the Consolidated Statement of Financial Position (Continued)

#### (b) Deferred tax assets and liabilities recognised:

The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:		PRC dividend withholding tax 中國股息 預扣稅 RMB'000 人民幣千元	Revenue recognition 收益確認 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元	Government grant 政府補助 RMB'000 人民幣千元	Unused tax loss 未動用 稅項虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2014 (Restated)	於二零一四年一月一日 (經重列)	(11,494)	(9,122)	(10,818)	2,958	53	(28,423)
Credited/(charged) to profit or loss (Restated)	於損益內計入/(扣除) (經重列)	—	10	(3,656)	—	(53)	(3,699)
Additions through acquisition of subsidiaries (Restated)	透過收購附屬公司之 添置(經重列)	—	—	(27,800)	—	—	(27,800)
At 31 December 2014 (Restated)	於二零一四年十二月 三十一日(經重列)	(11,494)	(9,112)	(42,274)	2,958	—	(59,922)
At 1 January 2015	於二零一五年一月一日	(11,494)	(9,112)	(42,274)	2,958	—	(59,922)
(Charged)/credited to profit or loss	於損益內(扣除)/計入	—	(6,850)	52	—	—	(6,798)
Additions through acquisition of subsidiaries (note 13(b))	透過收購附屬公司之 添置(附註13(b))	—	(1,665)	(168,017)	—	—	(169,682)
At 31 December 2015	於二零一五年 十二月三十一日	(11,494)	(17,627)	(210,239)	2,958	—	(236,402)

### 22 綜合財務狀況表的所得稅(續)

#### (b) 已確認遞延稅項資產及負債：

於綜合財務狀況表內確認的遞延稅項(負債)/資產組成部分及年內變動如下：

## Notes to the Financial Statements

### 財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(以人民幣列示，惟另有註明者除外)

## 22 Income Tax in the Consolidated Statement of Financial Position (Continued)

### (b) Deferred tax assets and liabilities recognised: (Continued)

The deferred taxation is recognised on the consolidated statement of financial position as follows:

## 22 綜合財務狀況表的所得稅(續)

### (b) 已確認遞延稅項資產及負債：(續)

於綜合財務狀況表確認的遞延稅項如下：

		<b>2015</b> 二零一五年 <b>RMB'000</b> 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Deferred tax liabilities recognised on the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債	<b>[239,360]</b>	(62,880)
Deferred tax assets recognised on the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產	<b>2,958</b>	2,958
		<b>[236,402]</b>	(59,922)

## 22 Income Tax in the Consolidated Statement of Financial Position (Continued)

### (c) Deferred tax assets not recognised

#### (i) Cumulative tax losses

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets in respect of cumulative tax losses of certain subsidiaries located in Hong Kong and subsidiaries in the PRC of RMB58,108,000 and RMB10,400,000 as at 31 December 2015 (2014: loss of RMB1,479,000 and RMB7,505,000), respectively, as it is not probable that future taxable income against which the losses can be utilised will be available. As at 31 December 2015, tax losses for these PRC subsidiaries amounting to RMB341,000, RMB1,391,000, RMB2,891,000, RMB2,780,000 and RMB2,997,000 will expire, if unused, by the end of 2016, 2017, 2018, 2019 and 2020, respectively. The tax losses of subsidiaries located in Hong Kong do not expire under current tax legislation.

#### (ii) Dividend withholding tax

According to the CIT Law and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding income tax at 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. Pursuant to the Sino-Hong Kong Double Tax Arrangement and the related regulations, a qualified Hong Kong tax resident will be liable for a reduced withholding tax rate of 5% on dividends from a PRC enterprise if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interest of the PRC enterprise. As all of the Group's PRC subsidiaries are directly or indirectly owned by a Hong Kong incorporated subsidiary which is the qualified Hong Kong tax resident, a rate of 5% is applicable to the calculation of the PRC dividend withholding tax.

## 22 綜合財務狀況表的所得稅(續)

### (c) 未確認遞延稅項資產

#### (i) 累計稅項虧損

根據附註1(s)所載會計政策，本集團並無就若干香港及中國附屬公司於二零一五年十二月三十一日金額分別為人民幣58,108,000元及人民幣10,400,000元(二零一四年：人民幣1,479,000元及人民幣7,505,000元虧損)的累計稅項虧損確認遞延稅項資產，因為日後獲得可用來抵扣虧損的應課稅收入的可能性並不大。於二零一五年十二月三十一日，該等中國附屬公司稅務虧損金額於二零一六年、二零一七年、二零一八年、二零一九年及二零二零年分別為人民幣341,000元、人民幣1,391,000元、人民幣2,891,000元、人民幣2,780,000元及人民幣2,997,000元將會到期(如未被使用)。香港附屬公司之稅務虧損在現有的稅務環境下將不會過期。

#### (ii) 股息預扣稅

根據企業所得稅法及其實施條例，非中國企業居民自中國企業應收的股息須就自二零零八年一月一日起賺取的溢利繳納10%的預扣所得稅，除非獲稅務協定或安排減免。根據內地與香港訂立的《雙重徵稅安排》及相關法規，倘一名合資格香港稅務居民為「實益擁有人」並持有其25%或以上的股權，則該香港稅務居民須就其來自中國企業的股息按優惠稅率5%繳納預扣稅。由於本集團所有中國附屬公司歸一間於香港註冊成立的附屬公司(其為合資格香港稅務居民)直接或間接擁有，故計算中國股息預扣稅項適用的稅率為5%。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 22 Income Tax in the Consolidated Statement of Financial Position (Continued)

#### (c) Deferred tax assets not recognised (Continued)

##### (ii) Dividend withholding tax (Continued)

At 31 December 2015, deferred tax liabilities in respect of the dividend withholding tax relating to the undistributed profits of the Company's subsidiaries were not recognised as the Company controls the dividend policy of these subsidiaries. Based on the assessment made by management as at the end of each reporting period, it was determined that certain of the undistributed profits of the Company's subsidiaries would not be distributed in the foreseeable future. The amounts of undistributed profit of the Company's subsidiaries are set out below:

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Distributable profits earned by PRC subsidiaries on or after 1 January 2008	1,160,023	627,599

### 23 Deferred Income

### 22 綜合財務狀況表的所得稅(續)

#### (c) 未確認遞延稅項資產(續)

##### (ii) 股息預扣稅(續)

於二零一五年十二月三十一日，並未確認與本公司附屬公司未分派溢利有關的股息預扣稅的遞延稅項負債，乃由於本公司控制該等附屬公司的股息政策。根據管理層於各報告期末作出的評估，本公司附屬公司若干未分配溢利已確定不會於可見未來進行分派。本公司附屬公司未分派溢利金額載列如下：

### 23 遞延收入

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
At 1 January	11,832	11,832
Additions through acquisition of a subsidiary (note 13(b))	2,742	—
Other additions	655	—
Credited to profit or loss (note 3(a))	(110)	—
At 31 December	15,119	11,832

## Notes to the Financial Statements 財務報表附註

[Expressed in Renminbi unless otherwise indicated]  
(以人民幣列示，惟另有註明者除外)

### 23 Deferred Income (Continued)

Deferred income consists of deferred government grants. The grants from local government was conditional and the conditions would be fulfilled upon the completion of construction of certain fixed assets of Guangyuan Xizhou Environmental Enterprises Company Limited and Guangzhou Lvyou. The grant will be recognised as income in profit or loss on a systematic basis over the useful life of the fixed assets. The deferred income was not yet amortised as at 31 December 2015.

### 23 遞延收入 (續)

遞延收入包括遞延政府補貼。來自地方政府的補貼為有條件，且該等條件將於廣元西洲環保實業有限公司及廣州綠由若干固定資產的建設完成後達成。該補貼將於固定資產的可使用年期內按系統基準於損益表確認為收入。於二零一五年十二月三十一日，遞延收入並無攤銷。

### 24 Capital, Reserves and Dividends

#### (a) Share capital

##### (i) Authorised share capital of the Company

		2015 二零一五年	
		Number of Shares 股份數目 '000 千股	HKD'000 千港元
<b>Authorised</b>	法定		
Ordinary shares of HKD0.025 each	每股普通股0.025港元	16,000,000	400,000

		2014 二零一四年	
		Number of Shares 股份數目 '000 千股	HKD'000 千港元
<b>Authorised</b>	法定		
Ordinary shares of HKD0.10 each	每股普通股0.10港元	4,000,000	400,000

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

#### (a) Share capital (Continued)

##### (i) Authorised share capital of the Company (Continued)

The par value of the ordinary shares of the Company was initially at HKD0.10 per share. With effect from 22 July 2015, each of the then existing issued and unissued shares of the Company was subdivided into four subdivided shares of HKD0.025 each (each defined as "Subdivided Share"), after an ordinary resolution was passed at the extraordinary general meeting of the Company held on 21 July 2015 (the "Share Subdivision"). Upon the share subdivision became effective, the authorised capital of the Company became HKD400,000,000 divided into 16,000,000,000 Subdivided Shares of HKD0.025 each. The other rights and terms of the shares remain unchanged as at 31 December 2015 (2014: 4,000,000,000 shares at HKD0.10 per share, which are the numbers before the effect of the share subdivision).

### 24 資本、儲備及股息 (續)

#### (a) 股本 (續)

##### (i) 本公司法定股本 (續)

本公司普通股之面值初步為每股0.10港元。經於本公司在二零一五年七月二十一日舉行之臨時股東大會上通過普通決議案後，本公司當時現有之已發行及未發行股份已分拆為4股每股面值0.025港元之拆細股份(各定義為「拆細股份」)(「股份拆細」)，於二零一五年七月二十二日生效。股份拆細生效後，本公司之法定股本為400,000,000港元，分為16,000,000,000股每股面值0.025港元之拆細股份。股份之其他權利及條款於二零一五年十二月三十一日維持不變(二零一四年：4,000,000,000股每股面值0.10港元，為股份拆細生效前之數目)。



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

### 24 資本、儲備及股息 (續)

#### (a) Share capital (Continued)

#### (a) 股本 (續)

##### (ii) Issued share capital of the Company

##### (ii) 本公司已發行股本

		Number of shares		
		股份數目		
		'000	HKD'000	RMB'000
		千股	千港元	人民幣千元
At 1 January 2014 (Restated)	於二零一四年 一月一日 (經重列)	1,382,082	138,208	109,629
Shares issued by share offer (Restated)	透過股份發售發行的 股份 (經重列)	60,000	6,000	4,774
At 31 December 2014 (Restated) and 1 January 2015	於二零一四年 十二月三十一日 (經重列) 及 二零一五年一月一日	1,442,082	144,208	114,403
Shares issuance (note 24(a)(iii))	股份發行 (附註24(a)(iii))	287,116	13,712	10,989
Share subdivision (note 24(a)(iv))	股份拆細 (附註24(a)(iv))	4,587,594	—	—
At 31 December 2015	於二零一五年 十二月三十一日	6,316,792	157,920	125,392

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並於本公司股東大會上享有每股一票投票權。就本公司的剩餘資產而言，所有普通股享有同等地位。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

#### (a) Share capital (Continued)

##### (iii) Shares issuance

On 23 February 2015, 87,115,959 ordinary shares were issued to GIC Special Investments Pte Ltd. at a price of RMB5.57 (HKD7.12) per share. After deduction of transaction costs, the issued share capital and share premium of the Company were increased by RMB6,886,000 and RMB478,185,000 respectively.

On 29 October 2015, 200,000,000 ordinary shares were issued to Mr. Gu Yaokun at a price of RMB2.1 (HKD2.575) per share. After deduction of transaction costs, the issued share capital and share premium of the Company were increased by RMB4,103,000 and RMB418,161,000 respectively.

##### (iv) Share subdivision

It represented the effects of adjustments made to the number of shares as a result of the share subdivision.

##### (v) Shares held under Share Award Scheme

On 12 November 2015, the board of directors of the Company approved the adoption of a share award scheme (the "Share Award Scheme") under which shares of the Company may be awarded to selected employees (the "Selected Employees") in accordance with the provisions of the Share Award Scheme.

The purposes of the Share Award Scheme are to recognise the contributions by the Selected Employees and provide them with incentives in order to retain them for the continual operation and development of the Group and attract suitable personnel for the further development of the Group.

### 24 資本、儲備及股息 (續)

#### (a) 股本 (續)

##### (iii) 股份發行

於二零一五年二月二十三日，本公司以每股人民幣5.57元(7.12港元)向GIC特殊投資有限公司發行87,115,959股普通股。扣除交易成本後，本公司已發行股本及股份溢價分別增加人民幣6,886,000元及人民幣478,185,000元。

於二零一五年十月二十九日，按每股人民幣2.1元(2.575港元)的價格向古耀坤先生發行200,000,000股普通股。扣除交易成本後，本公司已發行股本及股份溢價分別增加人民幣4,103,000元及人民幣418,161,000元。

##### (iv) 股份拆細

其為因股份拆細而對股份數目作出調整的影響。

##### (v) 根據股份獎勵計劃下持有之股份

於二零一五年十一月十二日，本公司董事會已經同意採納股份獎勵計劃(股份獎勵計劃)，據此，根據股份獎勵計劃之撥備，本公司股份可獎勵予獲選僱員(「獲選僱員」)。

股份獎勵計劃旨在認可獲選僱員之貢獻並為其提供獎勵以促進本集團可持續運營和發展以及吸引更適合本集團的優秀員工。

## Notes to the Financial Statements 財務報表附註

[Expressed in Renminbi unless otherwise indicated]  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

#### (a) Share capital (Continued)

##### (v) Shares held under Share Award Scheme (Continued)

Details of the shares held under the Share Award Scheme are set out below:

		Average purchase price	No. of shares held	Value of shares	
		平均購價	持有股份數目	股票價值	
		HKD 港幣	'000 千股	HKD'000 千港元	RMB'000 人民幣千元
At 31 December 2014	於二零一四年十二月三十一日		—	—	—
Shares purchased during the year	年內股份購買	2.67	3,827	10,205	8,411
At 31 December 2015	於二零一五年十二月三十一日		3,827	10,205	8,411

During the year ended 31 December 2015, no shares were awarded to Selected Employees under the Share Award Scheme.

### 24 資本、儲備及股息 (續)

#### (a) 股本 (續)

##### (v) 根據股份獎勵計劃下持有之股份 (續)

根據股份獎勵計劃所持股份之詳情如下：

截至二零一五年十二月三十一日止年度，根據股份獎勵計劃，概無股份獎勵予員工。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

#### (b) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital	Share premium	Shares held under the Share Award Scheme 股份獎勵 計劃所 持有股份	Capital reserve	Translation reserve	Accumulated losses	Total
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	持有股份 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2014 (Restated)	於二零一四年一月一日 (經重列)	109,629	285,241	—	171,998	(20,002)	(7,410)	539,456
Loss for the year (Restated)	年內虧損(經重列)	—	—	—	—	—	(7,175)	(7,175)
Other comprehensive income (Restated)	其他全面收益(經重列)	—	—	—	—	(339)	—	(339)
<b>Total comprehensive income (Restated)</b>	<b>全面收益總額(經重列)</b>	—	—	—	—	(339)	(7,175)	(7,514)
Shares issuance (Restated)	股份發行(經重列)	4,774	276,439	—	—	—	—	281,213
Dividends (Restated)	股息(經重列)	—	(32,915)	—	—	—	—	(32,915)
<b>At 31 December 2014 (Restated) and 1 January 2015</b>	<b>於二零一四年十二月 三十一日(經重列)及 二零一五年一月一日</b>	114,403	528,765	—	171,998	(20,341)	(14,585)	780,240
Loss for the year	年內虧損	—	—	—	—	—	(11,551)	(11,551)
Other comprehensive income	其他全面收益	—	—	—	—	81,386	—	81,386
<b>Total comprehensive income</b>	<b>全面收益總額</b>	—	—	—	—	81,386	(11,551)	69,835
Shares issuance (note 24(a)(iii))	股份發行(附註24(a)(iii))	10,989	896,346	—	—	—	—	907,335
Share purchased under Share Award Scheme (note 24(a)(v))	股份獎勵計劃所持有 股份(附註24(a)(v))	—	—	(8,411)	—	—	—	(8,411)
Dividends	股息	—	(91,781)	—	—	—	—	(91,781)
<b>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>	125,392	1,333,330	(8,411)	171,998	61,045	(26,136)	1,657,218

### 24 資本、儲備及股息(續)

#### (b) 權益組成部份的變動

本集團綜合權益各組成部分年初及年末之間結餘的對賬載於綜合權益變動表。本公司各權益組成部分年初及年末之間變動的詳情載列如下：

## 24 Capital, Reserves and Dividends (Continued)

### (b) Movements in components of equity (Continued)

#### (i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the equity shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

#### (ii) PRC statutory reserves

According to the current PRC Company Law, the Group's entities in the PRC are required to transfer 10% of their profit after taxation to statutory surplus reserve until the surplus reserve balance reaches 50% of the registered capital. For the purpose of calculating the transfer to reserve, the profit after taxation shall be the amount determined based on the statutory financial statements prepared in accordance with PRC accounting standards. The transfer to this reserve has to be made before distribution of dividend by these entities.

Statutory surplus reserve can be used to make good previous years' losses, if any, and for capitalisation issue provided that the balance after such issue is not less than 25% of the registered capital of the respective entities.

#### (iii) Foreign currency translation reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside mainland China which are dealt with in accordance with the accounting policies set out in note 1(w).

## 24 資本、儲備及股息 (續)

### (b) 權益組成部份的變動 (續)

#### (i) 股份溢價

根據開曼群島公司法，倘緊隨建議派發股息當日後，本公司將能夠償付於日常業務過程中到期之債務，則本公司之股份溢價賬之資金可分派予本公司權益股東。

#### (ii) 中國法定儲備

根據現行中國公司法，本集團中國之公司須將除稅後溢利之10%轉撥至法定盈餘儲備，直至盈餘儲備結餘達至註冊資本的50%。就計算轉撥至儲備之金額而言，除稅後溢利須按照根據中國會計準則編製之法定財務報表進行釐定。該項轉撥須於該等實體分派股息之前進行。

法定盈餘儲備可用於彌補過往年度虧損(如有)及資本化發行，惟有關發行後之結餘不得低於各相關實體註冊資本之25%。

#### (iii) 外幣換算儲備

外匯儲備包括換算在中國內地以外的業務財務報表產生的所有相關外匯差額。該儲備乃根據附註1(w)所載的會計政策處理。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

#### (b) Movements in components of equity (Continued)

##### (iv) Capital reserve

The capital reserve of the Group represents the difference between (a) the nominal value of share capital of a subsidiary acquired; and (b) the nominal value of the shares issued by the Company in exchange under the reorganisation of the Group on 31 May 2011.

The capital reserve of the Company represents the excess of the consolidated net assets represented by the shares acquired over the nominal value of shares issued by the Company in exchange under the reorganisation.

#### (c) Distributability of reserves

As at 31 December 2015, the aggregate amounts of reserves available for distribution to equity shareholders of the Company, was RMB1,531,826,000 (2014: RMB665,837,000), which comprises of share premium, shares held under Share Award Scheme, accumulated losses, translation reserve and capital reserve of the Company.

### 24 資本、儲備及股息 (續)

#### (b) 權益組成部份的變動 (續)

##### (iv) 資本儲備

本集團的資本儲備指(a)所收購附屬公司股本的面值；及(b)本公司於二零一一年五月三十一日根據本集團的重組為交換而發行的股份的面值之間的差額。

本公司的資本儲備指所收購股份所佔綜合資產淨值超過本公司根據重組在交易所發行股份面值的部分。

#### (c) 可供分派儲備

於二零一五年十二月三十一日，可供分派予本公司權益股東的儲備總額為人民幣1,531,826,000元(二零一四年：人民幣665,837,000元)，包括本公司的股份溢價、股份獎勵計劃所持有股份、累計虧損、匯兌儲備以及資本儲備。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

### 24 資本、儲備及股息 (續)

#### (d) Dividends

##### (i) Dividends payable to equity shareholders of the Company attributable to the year

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Interim dividend declared and paid of HKD0.005 per ordinary share after share subdivision (2014: Nil)	25,161	—
Final dividend of HKD0.0073 per ordinary share and a special dividend of HKD0.0101 per ordinary share proposed after the end of the reporting period (2014: final dividend of HKD0.03 per ordinary share and a special dividend of HKD0.025 per ordinary share before share subdivision)	88,477	66,620
	<b>113,638</b>	66,620

#### (d) 股息

##### (i) 年內應付本公司權益股東之股息：

##### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Final dividend in respect of the previous financial year of HKD0.03 and a special dividend of HKD0.025 per ordinary share (2014: final dividend of HKD0.03 per ordinary share before share subdivision)	66,620	32,915

##### (ii) 於本年度批准及支付上一財政年度應付本公司權益股東之股息：

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 24 Capital, Reserves and Dividends (Continued)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for the shareholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors its capital structure on the basis of an adjusted net debt-to-equity ratios. Adjusted net debt is calculated as total bank loans less deposits with a bank with original maturity over three months and cash and cash equivalents. The adjusted net debt-to-capital ratio at 31 December 2015 and 2014 was as follows:

		<b>The Group</b>	
		<b>本集團</b>	
		<b>2015</b>	2014
		二零一五年	二零一四年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Bank loans (note 21)	銀行貸款(附註21)	2,009,566	1,041,134
Less:	減：		
Cash and cash equivalents (note 19)	現金及現金等價物(附註19)	382,500	116,593
Deposits with a bank with original maturity date over three months	存放於銀行原始到期日超過三個月之存款	5,626	—
Adjusted net debt	經調整淨債務	1,621,440	924,541
Total equity	權益總額	2,896,555	1,494,629
Adjusted net debt-to-equity ratio	經調整淨債務權益比率	0.56	0.62

As disclosed in note 21 no further external financing could be obtained by certain subsidiaries prior to the lenders approval.

### 24 資本、儲備及股息(續)

#### (e) 資本管理

本集團管理資本的主要目標為保障本集團持續經營的能力，以便其能為股東持續提供回報，及維持最佳資本結構以減低資本成本。

本集團採用經調整淨債務權益比率監察其資本架構。經調整淨債務以總銀行貸款減現金及現金等價物及存放於銀行原始到期日超過三個月之存款計算得出。於二零一五年及二零一四年十二月三十一日經調整淨債務資本比率如下：

如附註21所披露，貸出方批准前若干附屬公司概無獲得進一步外部融資。



## 25 Acquisition of Non-Controlling Interests

On 9 June 2015, the Group acquired the remaining 5% equity interests in Yinglong for RMB28,000,000. Yinglong became a wholly-owned subsidiary upon completion of the acquisition. The carrying amount of Yinglong's net assets on the date of the acquisition was RMB448,269,000. The Group recognised a decrease in non-controlling interests of RMB22,413,000 and a decrease in retained earnings of RMB5,587,000.

On 22 July 2015, the Group acquired the remaining 1% equity interests in Guangzhou Haitao for RMB800,000. Guangzhou Haitao became a wholly-owned subsidiary upon completion of the acquisition. The carrying amount of Guangzhou Haitao's net assets on the date of the acquisition was RMB276,704,000. The Group recognised a decrease in non-controlling interests of RMB2,767,000 and an increase in retained earnings of RMB1,967,000.

## 25 收購非控股權益

於二零一五年六月九日，本集團以人民幣28,000,000元收購盈隆餘下5%股本權益。於收購完成後，盈隆成為一家全資附屬公司。盈隆於收購日的淨資產賬面值為人民幣448,269,000元。本集團確認非控股權益及保留溢利分別減少人民幣22,413,000元及人民幣5,587,000元。

於二零一五年七月二十二日，本集團以人民幣800,000元收購廣州海滔餘下1%股本權益。於收購完成後，廣州海滔成為一家全資附屬公司。廣州海滔於收購日的淨資產賬面值為人民幣276,704,000元。本集團確認非控股權益減少人民幣2,767,000元及保留溢利增加人民幣1,967,000元。

		<b>Yinglong</b>	<b>Guangzhou</b>	<b>Total</b>
		<b>盈隆</b>	<b>Haitao</b>	<b>總計</b>
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Carrying amount of NCI acquired	收購非控股權益之賬面值	22,413	2,767	25,180
Consideration paid to NCI	已付非控股權益代價	28,000	800	28,800
A decrease/(increase) in equity attributable to owners of the group	本集團擁有人應佔股權減少/(增加)	5,587	(1,967)	3,620

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 26 Financial Risk Management and Fair Values of Financial Instruments

Exposure to credit, liquidity, interest rate and foreign currency risks arises in normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and gross amounts due from customers for contract work. Management has a credit policy in place and the exposures to credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 days from the date of billing. Debtors with balances that are more than 12 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

### 26 金融風險管理及金融工具的公平值

信貸、流動資金、利率及外幣風險乃於本集團的日常業務過程中產生。下文載述本集團所面對的風險及本集團就管理該等風險所採取的金融風險管理政策及慣例。

#### (a) 信貸風險

本集團之信貸風險主要來自貿易及其他應收款項以及應收客戶合約工程款項總額。管理層設有信貸政策，並持續監察信貸風險。

就貿易及其他應收款項而言，信貸超過某數額之客戶均需接受獨立信貸評估。此等評估主要針對客戶以往到期時之還款記錄及現時的還付能力，並考慮客戶的個別資料及客戶所處的經濟環境的資料。貿易應收款項由發出賬單當日起計30日內到期。尚有結餘逾期超過12個月之債務人須結算所有未償還結餘後方可獲進一步信貸。一般而言，本集團並無向客戶收取抵押品。

本集團所面對的信貸風險主要受每名客戶的個別特性所影響，而非客戶經營所在的行業或國家，因此當本集團面對個別客戶的重大風險時，將產生高度集中的信貸風險。

## 26 Financial Risk Management and Fair Values of Financial Instruments (Continued)

### (a) Credit risk (Continued)

As at 31 December 2015, trade and other receivables and gross amounts due from customers for contract work of the Group amounted to RMB1,337,217,000 [2014: RMB1,051,183,000 (Restated)], of which RMB142,468,000 [2014: RMB136,504,000 (Restated)] was due from the largest customer and RMB337,494,000 [2014: RMB267,375,000 (Restated)] was due from the five largest customers in aggregate of the Group. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Since the parties to BOT arrangements are local government authorities in the PRC, the Group considers the credit risk is low.

The Group does not provide any other guarantees which would expose the Group or the Company to credit risk as at 31 December 2015.

Further quantities disclosures in respect of the Group's exposure to credit risk arising from "Gross amounts due from customers for contract work" as well as "Trade and other receivables" are set out in notes 16 and 18, respectively.

## 26 金融風險管理及金融工具的公平值(續)

### (a) 信貸風險(續)

於二零一五年十二月三十一日，本集團的貿易及其他應收款項以及應收客戶合約工程款項總額為人民幣1,337,217,000元(二零一四年：人民幣1,051,183,000元(經重列))，其中人民幣142,468,000元(二零一四年：人民幣136,504,000元(經重列))為應收最大客戶款項，而人民幣337,494,000元(二零一四年：人民幣267,375,000元(經重列))為本集團五大客戶欠款總額。最高信貸風險指綜合財務狀況表內各項金融資產的賬面值。由於BOT安排的訂約方為中國地方政府機構，故本集團認為信貸風險較低。

於二零一五年十二月三十一日，本集團並無提供任何會使本集團或本公司面臨信貸風險的其他擔保。

有關本集團所面臨自「應收客戶合約工程款項總額」及「貿易及其他應收款項」產生的信貸風險的進一步量化披露分別載列於附註16及18。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 26 Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

### 26 金融風險管理及金融工具的公平值(續)

#### (b) 流動資金風險

本集團旗下之獨立營運實體須自行負責現金管理工作，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求，惟如借貸超出若干預定授權水準，則須獲本公司董事會之批准方可作實。本集團之政策是定期監察流動資金所需及遵守借貸契諾，確保本集團維持充裕的現金儲備，以及從主要財務機構取得足夠的承諾信貸融資，以應付其短期及長期流動資金需求。

下表列示本集團的非衍生金融負債於各報告期末的剩餘合約到期日，其乃根據合約未貼現現金流量（包括利用報告期末的即期利率計算的利息款項）及本集團須付款的最早日期計算得出：

		31 December 2015					
		Contractual undiscounted cash outflow					
		二零一五年十二月三十一日合約未貼現現金流出					
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank loans	銀行貸款	706,591	468,203	814,618	208,435	2,197,847	2,009,566
Trade and other payables	貿易及其他應付款項	321,551	—	—	—	321,551	321,551
Total	總計	1,028,142	468,203	814,618	208,435	2,519,398	2,331,117

## Notes to the Financial Statements 財務報表附註

[Expressed in Renminbi unless otherwise indicated]  
(以人民幣列示，惟另有註明者除外)

### 26 Financial Risk Management and Fair Values of Financial Instruments (Continued)

### 26 金融風險管理及金融工具的公平值(續)

#### (b) Liquidity risk (Continued)

#### (b) 流動資金風險(續)

31 December 2014 (Restated)

Contractual undiscounted cash outflow

二零一四年十二月三十一日合約未貼現現金流出(經重列)

		Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Bank loans	銀行貸款	353,389	212,416	420,925	230,352	1,217,082	1,041,134
Trade and other payables	貿易及其他應付 款項	221,942	—	—	—	221,942	221,942
<b>Total</b>	<b>總計</b>	<b>575,331</b>	<b>212,416</b>	<b>420,925</b>	<b>230,352</b>	<b>1,439,024</b>	<b>1,263,076</b>

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from variable rates bank loans, which expose the Group to cash flow interest rate risk.

As at 31 December 2015, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax for the year by approximately RMB17,565,000 [2014: RMB9,128,000], mainly as a result of higher/lower finance costs on bank loans. The impact on the Group's profit after tax is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis for 2014.

#### (c) 利率風險

本集團的利率風險主要來自按浮動利率發出的銀行貸款，使本集團面臨現金流利率風險。

於二零一五年十二月三十一日，在所有其他可變因素維持不變的情況下，倘利率增加/減少100個基點，本集團於年內之除稅後溢利將會分別減少/增加約人民幣17,565,000元(二零一四年：人民幣9,128,000元)，主要由於銀行貸款融資成本增加/減少所致。本集團除稅後溢利所受之影響會按有關利率變動對年度利息支出之影響估計。二零一四年之分析乃按相同基準進行。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 26 Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (d) Foreign currency risk

Individual companies within the Group has limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. However, as the Company and other investment holding subsidiaries incorporated in the Cayman Islands, British Virgin Islands and Hong Kong have their functional currencies in HKD, therefore any appreciation or depreciation of RMB against HKD will affect the Group's financial position and result of operations.

#### (e) Fair value

The carrying amounts of the Group's financial instruments are not materially different from their fair values as at 31 December 2015 and 2014.

### 26 金融風險管理及金融工具的公平值(續)

#### (d) 外幣風險

由於本集團內部個別公司之大部分交易均以與彼等營運有關之功能貨幣屬相同之貨幣計值，故彼等之外匯風險並不重大。然而，由於本公司及其於開曼群島、英屬處女群島及香港註冊成立之投資控股附屬公司的功能貨幣為港元，因此，人民幣兌港元之滙率上升或下降將影響本集團財務狀況及經營狀況。

#### (e) 公平值

本集團金融工具的賬面值與其於二零一五年及二零一四年十二月三十一日的公平值並無重大不同。

## 26 Financial Risk Management and Fair Values of Financial Instruments (Continued)

### (f) Estimation of fair value

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.

#### (i) Gross amounts due from customers for contract work

Gross amounts due from customers for contract work are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method.

#### (ii) Trade and other receivables

Trade receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market related rate for a similar instrument at the end of the reporting period.

## 26 金融風險管理及金融工具的公平值(續)

### (f) 公平值估計

下文概述估計金融工具公平值時所採用的主要方法及假設。

#### (i) 應收客戶合約工程款項總額

應收客戶合約工程款項總額初步按公平值確認，其後則採用實際利率法按攤銷成本列賬。

#### (ii) 貿易及其他應收款項

貿易應收款項初步按公平值確認，其後按攤銷成本減呆賬減值撥備列賬。公平值根據未來本金及利息現金流量的現值，按報告期末的市場利率貼現計算。

倘使用貼現現金流量法，估計未來現金流量乃以管理層最佳估計為基準，而貼現率則為類似工具於報告期末的市場相關比率。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 26 Financial Risk Management and Fair Values of Financial Instruments (Continued)

#### (f) Estimation of fair value (Continued)

##### (iii) Bank loans

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

##### (iv) Property, plant and equipment

The fair value of property, plant and equipment recognised as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably and willingly. The fair value of items of plant, equipment, fixtures and fittings is based on the market approach and cost approaches using quoted market prices for similar items when available and replacement cost when appropriate.

### 26 金融風險管理及金融工具的公平值(續)

#### (f) 公平值估計(續)

##### (iii) 銀行貸款

公平值估計為未來現金流量的現值，按類似金融工具的現行市場利率貼現。

##### (iv) 物業、廠房及設備

因業務合併而確認的物業、廠房及設備的公平值，乃以市值為基準。物業市值乃自願買家及自願賣家在適當市場推廣後，雙方在知情及自願的情況下，於估值日在公平交易中買賣物業的估計金額。廠房、設備、固定設施及裝置的公平值乃根據市場法及成本法，採用類似項目的市場報價(如有)及重置成本(倘適用)而釐定。

### 27 Commitments

- (a) Capital commitments outstanding at 31 December 2015 not provided for in the financial statements were as follows:

### 27 資本承擔

- (a) 於二零一五年十二月三十一日，尚未清償且並無於財務報表撥備的資本承擔如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Property, plant and equipment	物業、廠房及設備		
— Contracted for	— 已訂約	83,068	103,937
— Authorised but not contracted for	— 已批准但未訂約	2,017,547	560,000
		<b>2,100,615</b>	663,937



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 27 Commitments (Continued)

- (b) At 31 December 2015, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Within 1 year	一年內	4,958	3,014
After 1 year but within 5 years	一年後但五年內	16,160	12,592
After 5 years	五年後	45,616	33,997
		<b>66,734</b>	49,603

Operating leases mainly represent a land use right leasing arrangement with a leasing period of 16 years.

- (b) 於二零一五年十二月三十一日，根據不可撤銷經營租賃應付之未來最低租賃付款總額如下：

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Within 1 year	4,958	3,014
After 1 year but within 5 years	16,160	12,592
After 5 years	45,616	33,997
	<b>66,734</b>	49,603

經營租賃主要指租期為16年的土地使用權租賃安排。

### 28 Material Related Party Transactions

The directors are of the view that related parties of the Group include the following individuals/companies:

### 28 重大關聯方交易

董事認為本集團的關聯方包括以下人士/公司：

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Mr. Tsui Cham To 徐湛滔先生	Controlling Shareholder 控股股東
Mr. Xu Juwen 徐炬文先生	Executive Director 執行董事
Mr. Gu Yaokun (ii) 古耀坤先生(ii)	A minority shareholder of the Company/Executive Director 本公司少數股東/執行董事
Mr. Gu Jiatao 古嘉濤先生	Close family member of Mr. Gu Yaokun 古耀坤先生之家庭成員
Ms. Liang Yanxia 梁艷霞女士	Close family member of Mr. Gu Yaokun 古耀坤先生之家庭成員
Mr. Lu Zhiji 盧志基先生	A former minority shareholder of Yinglong 前盈隆少數股東

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 28 Material Related Party Transactions (Continued) 28 重大關聯方交易 (續)

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Guangzhou To Kee (i) 廣州滔記實業發展集團有限公司(i)	Effectively owned by the Controlling Shareholder 由控股股東實際擁有
Guangzhou Tian Tian Cleaning and Washing Company Limited ("Tian Tian") (i) 廣州天天快潔洗滌有限公司(「天天」)(i)	Effectively owned by the Controlling Shareholder 由控股股東實際擁有
Longmen Yagang Copper Company Limited ("Longmen Copper") (i) 龍門亞鋼銅業有限公司(「龍門銅業」)(i)	Effectively owned by the Controlling Shareholder 由控股股東實際擁有
Guangyuan Zhongtao Textile Company Limited ("Guangyuan Zhongtao") (i) 廣元中滔紡織有限公司(「廣元中滔」)(i)	Effectively owned by the Controlling Shareholder 由控股股東實際擁有
Guangyuan Haitao Textile Company Limited ("Guangyuan Haitao") (i) 廣元海滔紡織有限公司(「廣元海滔」)(i)	Effectively owned by the Controlling Shareholder 由控股股東實際擁有
Guangyuan To Kee Textile Company Limited ("Guangyuan To Kee") (i) 廣元滔記紡織有限公司(「廣元滔記」)(i)	Effectively owned by the Controlling Shareholder 由控股股東實際擁有
Haiqin Tiancheng (i) 廣州海沁天誠技術檢測服務有限公司(i)	Joint Venture of the Group 本集團聯合經營
Zhuhai Yingrun Chemical Technology Company Limited ("Zhuhai Yingrun") (i) 珠海市盈潤化學科技有限公司(「珠海盈潤」)(i)	Effectively owned by the minority Shareholder 由少數控股股東實際擁有
Xinfeng Lvzhi (i)(iii) 新豐縣綠智工業廢物回收處理有限公司(i)(iii)	Mr. Xu Shubiao is a member of key management personnel of the entity 徐樹標先生為該實體的主要管理層成員之一
Guangzhou Lvyou (i)(iii) 廣州綠由工業廢棄物回收處理有限公司(i)(iii)	Former effectively owned by Mr. Gu Yaokun 先前由古耀坤先生實際擁有
Guangdong Lvyou Environmental Equipment Company Limited ("Lvyou Equipment") (i)(iii) 廣東綠由環保設備有限公司(「綠由設備」)(i)(iii)	Former effectively owned by Mr. Gu Yaokun 先前由古耀坤先生實際擁有
Guangdong Longtao (i)(iii) 廣東龍滔循環經濟發展有限公司(i)(iii)	Former effectively owned by the Controlling Shareholder 先前由控股股東實際擁有

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 28 Material Related Party Transactions (Continued)

Notes:

- (i) The English translation of the names is for reference only. The official names of these companies are in Chinese.
- (ii) Mr. Gu Yaokun subscribed 60,000,000 ordinary shares of the Company and became a minority shareholder on 7 August 2014. Mr. Gu Yaokun further subscribed 200,000,000 ordinary shares of the Company in August 2015.
- (iii) The Group acquired 100% equity shares of Xinfeng Lvzhi, Guangzhou Lvyou and Guangdong Longtao during the year ended 31 December 2015. Xinfeng Lvzhi, Guangzhou Lvyou, Guangdong Longtao and Lvyou Equipment, the subsidiary of Guangzhou Lvyou, were no longer related parties and became subsidiaries of the Company upon completion of the acquisition. The following disclosure of the related party transactions related to the above companies is for the period prior to the completion of acquisition.

#### (a) Key management personnel compensation

Key management personnel compensation comprised:

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Salaries and other benefits	薪金及其他福利	8,903	4,210
Retirement scheme of defined contribution	界定供款退休計劃	109	66
		<b>9,012</b>	4,276

### 28 重大關聯方交易 (續)

附註：

- (i) 英文版中名稱的英譯僅供參考。該等公司的官方名稱為中文名稱。
- (ii) 古耀坤先生於二零一四年八月七日認購本公司60,000,000股普通股，並成為少數股東。又於二零一五年八月認購本公司200,000,000股普通股。
- (iii) 截至二零一五年十二月三十一日止年度，本集團收購新豐綠智、廣州綠由和廣東龍滔100%權益股份。新豐綠智、廣州綠由、廣東龍滔及綠由設備（其為廣州綠由的附屬公司）不再為關聯方，並於收購完成後成為本公司的附屬公司。上述公司於完成收購前期間有關之關聯方交易之披露如下。

#### (a) 主要管理層人員酬金

主要管理層人員酬金包括：

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 28 Material Related Party Transactions (Continued) 28 重大關聯方交易 (續)

#### (b) Recurring transactions

Particulars of significant transactions between the Group and the above related parties during the year ended 31 December 2015 and 2014 are as follows:

#### (b) 經常性交易

截至二零一五年及二零一四年十二月三十一日止年度，本集團與上述關聯方所進行的重大交易詳情如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Provision of wastewater processing services to Tian Tian (note)	向以下公司提供污水處理服務 天天(附註)	5,462	4,761
Provision of sludge treatment services to Guangzhou Lvyou	向以下公司提供污泥處理服務 廣州綠由	23,533	14,745
Provision of vehicle renting services to Zhuhai Yingrun	向以下公司提供車輛租賃服務 珠海盈潤	104	—
Receive of technical testing services from Haiqin Tiancheng	來自於海沁天誠的技術服務	1,150	—

Note: The related party transaction constitutes continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the paragraph headed "Continuing connected transactions" of the section headed "Report of the Directors" of this annual report.

附註：該關聯方交易構成上市規則第14A章所界定的持續關連交易。上市規則第14A章所規定的披露呈列在本年報「董事會報告」章節的「持續關連交易」內。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 28 Material Related Party Transactions (Continued) 28 重大關聯方交易 (續)

#### (c) Non-recurring transactions

#### (c) 非經常性交易

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Acquisition of a joint venture from Guangzhou To Kee	向以下公司收購一間合營企業 廣州滔記	—	1,500
Acquisition of equity interests in Lvjie from Mr. Gu Yaokun	向以下人士收購綠潔權益 古耀坤先生	—	1,400
Acquisition deposit of Guangzhou Lvyou paid to Mr. Gu Yaokun	向以下人士支付收購廣州綠由 按金 古耀坤先生	—	100,000
Acquisition of Guangzhou Lvyou from Mr. Gu Yaokun	向以下人士收購廣州綠由權益 古耀坤先生	307,062	—
Acquisition of Guangzhou Lvyou from Mr. Gu Jiatao	向以下人士收購廣州綠由權益 古嘉濤先生	150,822	—
Acquisition of Guangzhou Lvyou from Ms. Liang Yanxia	向以下人士收購廣州綠由權益 梁艷霞女士	80,829	—
Acquisition of Guangdong Longtao from Guangzhou To Kee	向以下公司收購廣東龍滔權益 廣州滔記	10,000	—
Entrusted operation revenue from Guangzhou Lvyou	來自廣州綠由的委託營運收益	66,800	—
Purchase of equipments from:	設備購買來自：		
— Lvyou Equipment	— 綠由設備	6,208	38,986
— Guangzhou Lvyou	— 廣州綠由	1,235	233
		7,443	39,219

## Notes to the Financial Statements

### 財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(以人民幣列示，惟另有註明者除外)

## 28 Material Related Party Transactions (Continued) 28 重大關聯方交易 (續)

### (c) Non-recurring transactions (Continued)

### (c) 非經常性交易 (續)

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Advances to:	向以下各方作出的墊款：		
— Guangzhou To Kee	— 廣州滔記	19,912	89,616
— Longmen Copper	— 龍門銅業	—	1,013
— Mr. Tsui Cham To	— 徐湛滔先生	—	929
— Mr. Gu Yaokun	— 古耀坤先生	19,960	139,816
— Guangyuan Haitao	— 廣元海滔	—	1,100
— Guangzhou Lvyou	— 廣州綠由	12,200	260,104
— Xinfeng Lvzhi	— 新豐綠智	—	1,000
— Guangdong Longtao	— 廣東龍滔	4,800	42,544
— Haiqin Tiancheng	— 海沁天誠	1,634	—
		<b>58,506</b>	536,122

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 28 Material Related Party Transactions (Continued) 28 重大關聯方交易 (續)

#### (d) Balances with related parties

##### (i) Amounts due from related parties

#### (d) 與關聯方的結餘

##### (i) 應收關聯方款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Non-current</b>	<b>非即期</b>		
Mr. Gu Yaokun — prepayment for acquisition of Guangzhou Lvyou	古耀坤先生 — 收購廣州綠由之預付款	—	100,000
<b>Current</b>	<b>即期</b>		
Trade receivables from:	應收以下各方貿易款項：		
— Tian Tian	— 天天	500	1,362
— Guangzhou Lvyou	— 廣州綠由	—	1,774
— Zhuhai Yingrun	— 珠海盈潤	20	—
Sub-total	小計	520	3,136
Other receivables from:	其他應收以下各方款項：		
— Guangzhou To Kee	— 廣州滔記	621	210
— Guangdong Longtao	— 廣東龍滔	—	38,191
— Guangzhou Lvyou	— 廣州綠由	—	19,999
— Mr. Lu Zhiji	— 盧志基先生	—	11,921
— Mr. Gu Yaokun	— 古耀坤先生	224,450	63,646
— Lvyou Equipment	— 綠由設備	—	33
— Xinfeng Lvzhi	— 新豐綠智	—	1,000
— Haiqin Tiancheng	— 海沁天誠	2,038	—
Sub-total	小計	227,109	135,000
Total	總計	227,629	138,136

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 28 Material Related Party Transactions (Continued) 28 重大關聯方交易 (續)

#### (d) Balances with related parties (Continued)

##### (ii) Amounts due to related parties

#### (d) 與關聯方的結餘 (續)

##### (ii) 應付關聯方款項

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Trade payables to Guangzhou Lvyou	應付廣州綠由之貿易 應付款項	—	17
Trade payables to Haiqin Tiancheng	應付海沁天誠之貿易 應付款項	700	—
Other payables to:	其他應付以下各方款項：		
— Mr. Tsui Cham To	— 徐湛滔先生	409	2,344
— Guangzhou Lvyou	— 廣州綠由	—	37,795
— Lvyou Equipment	— 綠由設備	—	32,401
— Guangyuan To Kee	— 廣元滔記	300	—
— Haiqin Tiancheng	— 海沁天誠	270	—
— Guangzhou To Kee	— 廣州滔記	3,039	—
		<b>4,718</b>	72,557

The balances with these related parties are unsecured, interest free and have no fixed repayment terms.

與該等關聯方的結餘為無抵押、免息且無固定償還期限。



## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 29 Company-Level Statement of Financial Position

(Expressed in Renminbi)

### 29 公司層面之財務狀況表

(以人民幣呈列)

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*	2013 二零一三年 RMB'000 人民幣千元 (Restated)* (經重列)*
	Note 附註			
<b>Non-current asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司的投資	812,700	765,277	155,379
		<b>812,700</b>	765,277	155,379
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款項	1,245,270	40,262	346,914
Cash and cash equivalents	現金及現金等價物	11,970	5,774	37,245
Deposits with banks with original maturity date over three months	存放於銀行原始到期日超過三個月之存款	3,076	—	—
		<b>1,260,316</b>	46,036	384,159
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項	917	503	82
Bank loan	銀行貸款	185,425	30,570	—
		<b>186,342</b>	31,073	82
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>1,073,974</b>	14,963	384,077
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,886,674</b>	780,240	539,456
<b>Non-current liability</b>	<b>非流動負債</b>			
Bank loans	銀行貸款	229,456	—	—
		<b>229,456</b>	—	—
<b>Net assets</b>	<b>資產淨值</b>	<b>1,657,218</b>	780,240	539,456

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 29 Company-Level Statement of Financial Position (Continued)

(Expressed in Renminbi)

	Note	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*	2013 二零一三年 RMB'000 人民幣千元 (Restated)* (經重列)*
<b>Equity</b>	24			
Share capital		125,392	114,403	109,629
Reserves		1,531,826	665,837	429,827
<b>Total equity</b>		<b>1,657,218</b>	780,240	539,456

\* See Note 1(c)(i).

Approved and authorised for issue by the board of directors on 29 March 2016.

**Mr. Tsui Cham To**

Chairman and Executive Director

**Mr. Lu Yili**

Executive Director and Chief Executive Officer

### 29 公司層面之財務狀況表 (續)

(以人民幣呈列)

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated)* (經重列)*	2013 二零一三年 RMB'000 人民幣千元 (Restated)* (經重列)*
<b>Equity</b>			
Share capital	125,392	114,403	109,629
Reserves	1,531,826	665,837	429,827
<b>Total equity</b>	<b>1,657,218</b>	780,240	539,456

\* 參閱附註1(c)(i)。

於二零一六年三月二十九日經董事會批准及授權刊發。

**徐湛滔先生**

主席及執行董事

**盧已立先生**

執行董事兼首席執行官

### 30 Immediate and Ultimate Controlling Parties

The directors consider the immediate controlling party as at 31 December 2015 to be Keen Vast Holding Limited (建大控股有限公司), while the ultimate controlling party of the Company as at 31 December 2015 to be Mr. Tsui Cham To.

### 30 直接及最終控股方

董事認為，於二零一五年十二月三十一日的直接控股方為建大控股有限公司，而本公司於二零一五年十二月三十一日的最終控股方為徐湛滔先生。

## 31 Significant Accounting Estimates and Judgements

In the process of applying the Group's accounting policies, the key sources of estimation uncertainty are as follows:

### (i) Service concession arrangements

The Group entered into BOT arrangements in wastewater treatment. The Group concluded that the BOT arrangements are service concession arrangements under HK(IFRIC) 12, because the local government controls and regulates the services that the Group must provide with the infrastructure at a pre-determined service charge. In addition, upon expiry of concession right agreement, the infrastructure has to be transferred to the local government at nil consideration.

### (ii) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews periodically the useful life of an asset and its residual value, if any. The depreciation expense for future periods is adjusted if there are significant changes from previous estimation.

### (iii) Impairment

In considering the impairment losses that may be required for certain property, plant and equipment, lease prepayments, recoverable amount of these assets needs to be determined. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgment relating to items such as level of turnover and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable and supportable assumptions and projections of items such as turnover and operating costs.

Impairment losses for bad and doubtful debts are assessed and provided based on the management's regular review of ageing analysis and evaluation of collectability. A considerable level of judgment is exercised by the management when assessing the credit worthiness and past collection history of each individual customer. An increase or decrease in the above impairment losses would affect the profit or loss in future periods.

## 31 重大會計估計及判斷

在應用本集團會計政策時，估計不確定性的主要來源如下：

### (i) 服務特許權安排

本集團就其污水處理項目訂立BOT安排。本集團認為有關BOT安排屬《香港(國際財務報告詮釋委員會)詮釋》第12號下的服務特許權安排，因為地方政府控制並監管有關服務，而本集團必須按預定服務費提供基礎建設。此外，在特許經營權協議到期後，有關基礎建設將無償轉歸地方政府。

### (ii) 折舊

物業、廠房及設備於估計可使用年期內經計及估計剩餘價值後按直線法折舊。本集團定期檢討資產的可使用年期及其剩餘價值(如有)。倘過往估計出現重大變動，未來期間的折舊開支會予以調整。

### (iii) 減值

考慮若干物業、廠房及設備、預付租賃款項可能需要作出的減值虧損時，須釐定該等資產的可收回金額。可收回金額為淨售價與使用價值兩者之較高者。由於未必能輕易取得該等資產的市場報價，故難以精確估計售價。釐定使用價值時，將有關資產預期產生的現金流量貼現至其現值，需要對營業額水平及經營成本等項目作出重大判斷。本集團會運用一切可得資料，釐定對營業額水平及經營成本等項目之合理且有證據支持之假設及預計。

呆壞賬減值虧損按管理層對賬齡分析的定期檢討及可收回性的評估進行評估及撥備。管理層在評估各客戶的信用評級及過往收賬記錄時作出大量判斷。上述減值虧損的增加或減少會影響未來期間的損益。

## Notes to the Financial Statements 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(以人民幣列示，惟另有註明者除外)

### 32 Possible Impact of Amendments, New Standards and Interpretations Issued But Not Yet Effective for the Year Ended 31 December 2015

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments, and a new standard which are not yet effective for the year ended 31 December 2015 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

*Annual Improvements to HKFRSs 2012–2014 Cycle*  
香港財務報告準則二零一二年至二零一四年週期之年度改進

*Amendments to HKFRS 10 and HKAS 28, Sale or contribution of assets between an investor and its associate or joint venture*  
香港財務報告準則第10號及香港會計準則第28號  
「投資者與其聯營或合營企業之間的資產出售或贈送」之修訂

*Amendments to HKFRS 11, Accounting for acquisitions of interests in joint operations*  
香港財務報告準則第11號「收購合營業務權益的會計方法」之修訂

*Amendments to HKAS 1, Disclosure initiative*  
香港會計準則第1號「披露指引」之修訂

*Amendments to HKAS 16 and HKAS 38, Clarification of acceptable methods of depreciation and amortisation*  
香港會計準則第16號及香港會計準則第38號「澄清折舊及攤銷的可接受方法」之修訂

*HKFRS 15, Revenue from contracts with customers*  
香港財務報告準則第15號「客戶合約收益」

*HKFRS 9, Financial instruments*  
香港財務報告準則第9號「金融工具」

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

### 32 截至二零一五年十二月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋的可能影響

截至本財務報表刊發日期，香港會計師公會已頒佈多項新修訂及新準則。該等新修訂及新準則於截至二零一五年十二月三十一日止年度尚未生效，此等財務報表亦無採用該等新修訂及新準則。以下為可能與本集團相關的有關準則。

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

1 January 2016  
二零一六年一月一日

1 January 2016  
二零一六年一月一日

1 January 2016  
二零一六年一月一日

1 January 2016  
二零一六年一月一日

1 January 2016  
二零一六年一月一日

1 January 2017  
二零一七年一月一日

1 January 2018  
二零一八年一月一日

本集團正在評估該等修訂在首個應用期間預期產生的影響。目前，本集團認為採納該等修訂、新準則及詮釋不大可能對本集團的經營業績及財務狀況產生重大影響。

### 33 Non-Adjusting Events After the Reporting Period

- (i) According to the announcement of the Company dated 4 January 2016, on 1 January 2016, a subsidiary of the Group entered into an asset operation agreement with Guangdong Xinxi Environmental Protection Engineering Company Limited (廣東新希環保工程有限公司) (“Guangdong Xinxi”), pursuant to which, Guangdong Xinxi agreed to engage the Group to operate and upgrade its wastewater treatment facility for a concession period commencing from 1 January 2016.
  
- (ii) On 22 March 2016, the Company entered into a facility agreement with Asian Development Bank (“ADB”). The amount of loan granted to the Company pursuant to the facility agreement shall be applied towards the financing of the construction, acquisition or operation of industrial wastewater and sludge treatment facilities in the PRC. According to the terms of the facility agreement, the amount of the facility consists of ordinary loans equivalent to USD100 million and supplemental loan equivalent to USD150 million.

### 33 報告期後非調整事項

- (i) 根據本公司於二零一六年一月四日之公告，於二零一六年一月一日，本集團旗下之子公司與廣東新希環保工程有限公司（「廣東新希」）訂立了一份資產經營協議，據此，廣東新希同意委託本集團自二零一六年一月一日開始，在特許經營期內經營及升級廣東新希的污水處理設施。
  
- (ii) 於二零一六年三月二十二日，本公司與亞洲開發銀行（「亞洲開發銀行」）簽署融資協議。根據融資協議授予本公司之貸款須用於在中國建設、收購或營運工業污水及污泥處理設施。根據融資協議的條款，該融資的金額包括1億美元的等值普通貸款及1.5億美元的等值補充貸款。

# Financial Summary

## 財務概要

The following table summarizes the consolidated results, assets and liabilities of the Group for the five years ended 31 December:

下表概述本集團於截至十二月三十一日止五個年度的綜合業績、資產及負債：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)	2013 二零一三年 RMB'000 人民幣千元 (Restated) (經重列)	2012 二零一二年 RMB'000 人民幣千元 (Restated) (經重列)	2011 二零一一年 RMB'000 人民幣千元 (Restated) (經重列)
Results	業績					
Turnover	營業額	<b>1,434,959</b>	818,116	386,827	312,266	382,697
Profit before taxation	除稅前溢利	<b>670,575</b>	373,858	218,531	173,695	168,620
Income tax	所得稅	<b>69,323</b>	34,542	39,186	29,404	31,304
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	<b>598,916</b>	336,478	179,050	144,193	136,690
Assets	資產					
Non-current assets	非流動資產	<b>4,258,442</b>	2,214,636	897,761	685,137	536,821
Current assets	流動資產	<b>1,246,351</b>	637,318	589,425	240,392	179,980
Total assets	資產總額	<b>5,504,793</b>	2,851,954	1,487,186	925,529	716,801
Liabilities	負債					
Non-current liabilities	非流動負債	<b>1,621,769</b>	817,417	436,798	448,855	363,557
Current liabilities	流動負債	<b>986,469</b>	539,908	163,285	158,899	171,653
Total liabilities	負債總額	<b>2,608,238</b>	1,357,325	600,083	607,754	535,210
Total equity	權益總額	<b>2,896,555</b>	1,494,629	887,103	317,775	181,591
Total equity of attributable to equity holders of the Company	本公司權益持有人應佔權益總額	<b>2,882,692</b>	1,471,395	884,968	316,537	173,962





中滔環保

**CT Environmental Group Limited**  
**中滔環保集團有限公司**

Room 804, 8/F, Empire Centre, 68 Mody Road,  
Tsim Sha Tsui, Kowloon, Hong Kong

香港九龍尖沙咀麼地道68號  
帝國中心8樓804室

[www.chongto.com](http://www.chongto.com)

