



# LONGITECH SMART ENERGY

LongiTech Smart Energy Holding Limited

隆基泰和智慧能源控股有限公司

Stock Code 股份代號 : 1281



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## CORPORATE INFORMATION 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Wei Qiang (*Chairman and Chief Executive Officer*)  
Mr. Yuen Chi Ping (*Vice-chairman and Co-Chief Executive Officer*)  
Dr. Liu Zhengang

#### Non-executive Director

Mr. Wei Shaojun

#### Independent Non-executive Directors

Dr. Han Qinchun  
Mr. Wong Yik Chung, John  
Mr. Han Xiaoping

### AUDIT COMMITTEE

Mr. Wong Yik Chung, John (*Chairman*)  
Dr. Han Qinchun  
Mr. Han Xiaoping

### REMUNERATION COMMITTEE

Dr. Han Qinchun (*Chairman*)  
Mr. Wong Yik Chung, John  
Mr. Wei Qiang

### NOMINATION COMMITTEE

Mr. Wei Qiang (*Chairman*)  
Mr. Wong Yik Chung, John  
Mr. Han Xiaoping

### AUTHORISED REPRESENTATIVES

Mr. Wei Qiang  
Ms. Zou Yanhong

### COMPANY SECRETARY

Ms. Zou Yanhong

### LEGAL ADVISOR

*As to Hong Kong law:*  
SIDLEY AUSTIN  
39/F, Two International Finance Centre  
Central  
Hong Kong

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants and Registered PIE Auditor*  
22/F, Prince's Building  
Central  
Hong Kong

### 董事會

#### 執行董事

魏強先生(主席兼行政總裁)  
袁志平先生(副主席兼聯席行政總裁)  
劉振剛博士

#### 非執行董事

魏少軍先生

#### 獨立非執行董事

韓秦春博士  
黃翼忠先生  
韓曉平先生

### 審核委員會

黃翼忠先生(主席)  
韓秦春博士  
韓曉平先生

### 薪酬委員會

韓秦春博士(主席)  
黃翼忠先生  
魏強先生

### 提名委員會

魏強先生(主席)  
黃翼忠先生  
韓曉平先生

### 授權代表

魏強先生  
鄒燕紅女士

### 公司秘書

鄒燕紅女士

### 法律顧問

香港法律：  
盛德國際律師事務所  
香港  
中環  
國際金融中心二期39樓

### 核數師

羅兵咸永道會計師事務所  
執業會計師和註冊公眾利益實體核數師  
香港  
中環  
太子大廈22樓

## CORPORATE INFORMATION

### 公司資料

#### REGISTERED OFFICE

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

#### HEADQUARTERS IN THE PRC

4209, 42nd Floor  
Building A 19  
East Third Ring North Road  
Chaoyang District  
Beijing  
PRC

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 805, 8th Floor, Harcourt House  
39 Gloucester Road  
Wanchai  
Hong Kong

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

#### PRINCIPAL BANKERS

China Development Bank  
Bank of China  
China Construction Bank  
China Minsheng Bank

#### COMPANY'S WEBSITE

[www.longitech.hk](http://www.longitech.hk)

#### STOCK CODE

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

#### 註冊辦事處

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

#### 中國總部

中國  
北京市  
朝陽區  
東三環北路  
甲19號樓  
42層4209

#### 香港主要營業地點

香港  
灣仔  
告士打道39號  
夏慤大廈8樓805室

#### 開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

#### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心54樓

#### 主要往來銀行

國家開發銀行  
中國銀行  
中國建設銀行  
中國民生銀行

#### 公司網址

[www.longitech.hk](http://www.longitech.hk)

#### 股份代號

1281 (香港聯合交易所有限公司主板)

## CHAIRMAN'S STATEMENT

### 主席報告



Mr. Wei Qiang *Chairman*  
魏強先生 主席

Dear Shareholders,  
On behalf of the board (the "Board") of directors (the "Directors") of LongiTech Smart Energy Holding Limited (the "Company") together with its subsidiaries (collectively, the "Group"), I hereby present the annual report of the Company for the year ended 31 December 2019 (the "Reporting Period") to all shareholders of the Company (the "Shareholders").

尊敬的各位股東：

本人謹代表隆基泰和智慧能源控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）董事（「董事」）會（「董事會」），向各位股東（「股東」）提呈本公司截至二零一九年十二月三十一日止年度（「本報告期間」）的年度報告。

## CHAIRMAN'S STATEMENT

### 主席報告

## FINANCIAL RESULTS

In 2019, the global economic environment is gloomy, with China's rapid economic growth fading away and economic downward pressure continued to mount.

In respect of the solar power industry in 2019, China adopted the management mode of giving priority to affordable projects that do not need national subsidy while determining the market size by competitive allocation for projects that need national subsidy. The project construction has been delayed due to the continuous impact of the 2018 solar power policy and the late promulgation of the solar power generation project construction policy in 2019, coupled with the significant reduction in subsidy, all of which led to lower profit margin for the industry, resulting in enterprises being less willing to invest in solar power plants, which led to a significant decline in the newly installed capacity of domestic solar power generation market in 2019. According to the information disclosed by the National Energy Administration, in 2019, the newly installed capacity of solar power plants in China reached 30.1 GW, decreased by 32.0% compared to the same period of the previous year, while centralized power station was 17.9 GW, dropped 23% on a year-on-year basis; the distributed power station was 12.2 GW, dropped 41.8% on a year-on-year basis. Meanwhile, the whole 2019 has experienced waves of disposal of solar power plants by large solar power generators and accelerating adjustment and replacement in the entire industry due to tightening capital chain as a result of the reduced subsidy for solar power plants.

Under the circumstances that the overall economy is losing momentum, liquidity of enterprises is generally poor, and relevant national policies have a great impact on the Group's home photovoltaic system business, the Group has adopted prudent operation strategies during the Reporting Period. It focused on risk control, including reducing the development scale of the home photovoltaic system business, and slowing down the progress of investment in other clean energy businesses, and made larger scale of provisions for historical receivables and financial assets, which had a significant impact on the Group's income and profit for the Reporting Period. During the Reporting Period, the Group achieved revenue of RMB147,460,000, decreased by 79.2% as compared to RMB708,493,000 for the same period of 2018. While the loss attributable to owners of the Company was RMB264,522,000, as compared to profit attributable to owners of the Company of RMB107,720,000 recorded for the same period of 2018.

## 財務業績

二零一九年，世界經濟景象暗淡，中國經濟高速增長的餘音漸遠，經濟下行壓力持續增大。

二零一九年中國的光伏發電行業，採取了優先支持不需要國家補貼的平價項目，對需要國家補貼的項目採取競爭配置方式確定市場規模的管理方式。受二零一八年光伏政策的持續沖擊，加上二零一九年光伏發電項目建設政策出台較晚，項目施工延遲及補貼大幅下降令行業利率較低，使企業對光伏電站的投資意願降低，導致二零一九年國內光伏發電市場新增裝機量大幅回落。根據國家能源局披露的信息，二零一九年度，中國光伏電站新增裝機容量達30.1吉瓦，與去年同期相比下降32.0%，其中集中式電站新增17.9吉瓦，同比下降23%；分佈式電站新增12.2吉瓦，同比下降41.8%。同時，由於光伏發電補貼缺口增大，令企業資金鏈趨緊，二零一九年度，大型光伏發電企業的光伏電站轉讓高潮貫穿全年，整個行業進入了加速調整和淘汰期。

在整體經濟處於疲弱態勢，企業流動性普遍較差，並國家相關政策對本集團的戶用光伏系統業務造成較大沖擊的情況下，於本報告期間，本集團採取審慎的經營策略，以風險控制為主導，縮減戶用光伏系統業務的開發規模，同時控制其他清潔能源業務的對外投資進度，並對過往的應收賬款及金融資產等均計提了較大規模撥備，對本集團於本報告期間的收入及利潤均造成較大影響。於本報告期間，本集團實現收益人民幣147,460,000元，較二零一八年同期人民幣708,493,000元下降79.2%；本公司擁有人應佔虧損人民幣264,522,000元，而二零一八年同期錄得本公司擁有人應佔溢利人民幣107,720,000元。



## CHAIRMAN'S STATEMENT

### 主席報告

## DEVELOPMENT STRATEGY IN 2020

Year 2020 is a year of succession. The coronavirus pandemic (the “**Pandemic**”) occurred at the beginning of the new year has disrupted the pace of both global and Chinese economic development. However, addressing climate changes and implementing green and low-carbon practice have become a broad consensus among the international communities. Huge development opportunities are still to be unlocked by the energy structure transformation and energy supply side reform in China. According to the relevant data released by the National Bureau of Statistics and the National Energy Administration, the energy consumption of the national gross domestic product (in \$0'000) decreased by 2.6% in 2019 as compared with that of the previous year. It totally decreased by 13.9% during the “13th Five-Year” period (from 2016 to 2020, same as below). The proportion of non-fossil energy to total energy consumption in 2019 increased by 1% as compared with that of the previous year, with a total increase of 15.3% during the “13th Five-Year” period. China has lived up to its commitment to develop on the basis of on energy conservation and emission reduction. Meanwhile, according to the commitment of the Chinese government, China's carbon dioxide emission volume is expected to reach its peak by 2030, and the proportion of non-fossil energy to one-off energy consumption will increase to 20%. China is expected to rely more and more on clean, low-carbon and high-efficient energy supply. It leaves large room for development in the future.

In 2020, we will try to achieve profitability as soon as possible by continuing taking risk control as a priority and developing steadily as a principle to reasonably plan and gradually implement our strategies:

First of all, the Group's existing 11 solar power plants are under stable operations, and the public construction business of Baoding Donghu Project (the “**Baoding Donghu Project**”) has a development volume of more than RMB2 billion, which is expected to lay a solid foundation for the Group's development;

Secondly, we will further optimize our organizational structure and manpower deployment, and actively implement cost control measures on the premise of ensuring business development;

Thirdly, we will adjust and optimize our business structure surrounding the Company's main businesses, pullback our home photovoltaic system business which has a lower gross profit, concentrate our resources on our heat supply business (including the distributed clean heat supply and urban centralized heat supply), and explore the way on investment in and development of other clean energy businesses when industry opportunities arise;

## 二零二零年發展策略

二零二零年是承上啟下之年，雖然新年伊始的冠狀病毒疫情（「**疫情**」）打亂了全球及中國經濟發展的步伐，但積極應對氣候變化，走綠色低碳的發展道路已成為國際社會的廣泛共識，中國的能源結構轉型及能源供給側改革中仍蘊含著巨大發展商機。根據國家統計局及國家能源局發布的相關數據，二零一九年全國萬元國內生產總值能耗比上年下降2.6%，「十三五」期間（二零一六年至二零二零年，下同）已累計下降13.9%；二零一九年非化石能源佔能源消費總量的比重比上年提高了1%，「十三五」期間已累計提高了15.3%，中國一直在踐行著節能減排的發展承諾。同時，根據中國政府的承諾，在二零三零年前中國的二氧化碳排放預期達到峰值，並非化石能源佔一次能源消費比例提高到20%。中國的能源消費結構持續向著清潔、低碳、高效化方向發展，並未來還有較大發展空間。

二零二零年，我們將繼續本著以風險控制為主導，以穩健發展為原則，合理規劃業務發展策略並逐步實施，以盡快實現扭虧為盈：

首先，本集團的現有11個光伏電站穩定運行，並保定東湖項目（「**保定東湖項目**」）的公建建設業務還有人民幣20多億元的開發體量，預期將為本集團的發展奠定堅實基礎；

其次，我們將進一步優化組織架構和人員設置，在保障業務發展的前提下積極落實成本控制措施；

再者，我們將圍繞公司的主營業務，調整優化業務結構，收縮毛利較低的戶用光伏系統業務，集中資源進行供熱業務（包括分佈式清潔供熱及城市集中供熱）的拓展，並視行業機會探索其他清潔能源業務的投資和發展；

## CHAIRMAN'S STATEMENT

### 主席報告

Fourthly, the smart energy cloud platform has always been a strong support for our offline business development. We will fully exercise the big data analysis and processing capability of our cloud platform and enhance our project operation and asset management capability, to secure a higher project return rate, as well as to provide a reliable data basis and decision-making means for the development of our offline business.

Lastly, I hereby extend my sincere gratitude to all Shareholders, investors, customers, suppliers and business partners on behalf of the Board for their continual support and to all employees for their tireless efforts and contribution in 2019.

**Wei Qiang**

*Chairman*

30 March 2020

再者，智慧能源雲平台始終是我們線下業務發展的有力支撐，我們將充分發揮雲平台的大數據分析和處理能力，提高項目運營水平，提升資產管理能力，以獲取較高的項目回報率，同時為線下業務的發展提供可靠的數據基礎和決策手段。

最後，本人謹代表董事會，藉此向所有股東、投資者、客戶、供應商和業務合作夥伴表示衷心的感謝，感謝他們的不斷支持，並感謝所有員工於二零一九年度作出的不懈努力和貢獻。

主席

**魏強**

二零二零年三月三十日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### OVERVIEW

The Group is principally engaged in smart energy business and public infrastructure construction business, with gradual expansion and diversification to other clean energy business. Specifically, our smart energy business primarily represents the investments in electricity, heat and gas, as well as the smart operation and management of such energy resources. Our public infrastructure construction business represents such construction for the Baoding Donghu Project and its related pre-investment and post-construction operation management business. Operating under the philosophy of “Compassion, Integrity and Creditworthiness”, the Group aims to become a leading comprehensive service provider of smart energy in China.

The world economic growth continued to slow down during 2019. Facing the complex and changing external environment, the economic of the People's Republic of China (the “PRC”) strived for restructuring with stability and therefore, has been under increasing downward pressure. Having gone through the shuffle in the solar power generation industry since 2018, the entire sector developed cautiously and conservatively in 2019. Amongst all, the small and medium-sized enterprises (SMEs) in the PRC have always shared the liquidity problem as it is difficult and expensive for their financing. So as to the Group's business partners, distributors and customers. Living with such difficulties and changing economic and industrial situation, the Group adjusted its strategy by slowing down business expansion, prioritizing risk control and taking steady development, during the Reporting Period.

During the Reporting Period, the Group's revenue amounted to RMB147,460,000 (for the same period of 2018: RMB708,493,000), while the loss attributable to owners of the Company was RMB264,522,000 (for the same period of 2018: profit attributable to owners of the Company of RMB107,720,000), representing a decrease of approximately 79.2% and 345.6%, respectively as compared to the same period of last year. The decrease in revenue and profit was primarily due to the following aspects:

- (i) As for home photovoltaic systems business, the Group, exposed to the sustained impact of national policy on the solar power industry, recorded limited development during the Reporting Period, with the resultant significant decline in revenue and profit as compared to the same period of last year. The management made a provision of approximately RMB156,887,000 for the trade receivables from home photovoltaic system business during the Reporting Period, which resulted in a direct increase of the same amount in the Group's loss before income tax in the Reporting Period.

### 綜述

本集團的主營業務為智慧能源業務及公建建設業務，並逐步拓展和豐富其他清潔能源業務。其中智慧能源業務主要為對電、熱、氣的投資及其智慧化運營、管理，公建建設業務指保定東湖項目的公共基礎設施建設及相關前期投資和後期建設運營管理業務。本著以「以情做人、以誠做事、以信經商」的經營宗旨，本集團的目標是成為中國領先的智慧能源綜合服務商。

二零一九年，世界經濟增速持續下滑，面對複雜多變的外部環境，中華人民共和國（「中國」）經濟穩中求變，下行壓力持續增大。對中國的光伏發電行業來說，經歷過二零一八年的行業震盪，二零一九年整個行業的發展比較謹慎和保守。加上二零一九年中國的中小企業融資難、融資貴的局面持續，中小企業普遍存在流動性較差問題，對本集團的合作夥伴及經銷客戶影響也較大。面對困局，於本報告期間，本集團調整戰略部署，收縮業務擴張策略，以風險控制為主導，以穩健發展為原則，以應對經濟形勢及行業形勢的不斷變化。

於本報告期間，本集團之收益為人民幣147,460,000元（二零一八年同期：人民幣708,493,000元），本公司擁有人應佔虧損為人民幣264,522,000元（二零一八年同期：本公司擁有人應佔溢利人民幣107,720,000元），與去年同期相比分別下降了約79.2%及345.6%。收益及溢利下降的原因主要是：

- (i) 在戶用光伏系統業務方面，受國家對光伏行業政策的持續影響，本集團於本報告期間戶用光伏系統業務拓展量有限，導致本報告期間戶用光伏系統業務的收益及溢利與去年同期相比大幅下降；管理層對本報告期間戶用光伏系統業務的貿易應收賬款計提了約人民幣156,887,000元之撥備，從而直接增加本集團於本報告期間同等金額的除所得稅前虧損。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

- (ii) As for the public infrastructure construction business, the Group suffered slower progress in the early-stage development compared with the original plan, due to the land acquisition and planning progress of the Baoding Government. Meanwhile, in relation to public infrastructure construction projects, the Group has almost completed its development and construction for government-tendered projects, without any new untendered projects. This caused a drastic decline in investment under the Group's Baoding Donghu Project during the Reporting Period, and much less revenue and profit generated to the Group. Meanwhile, due to the tariff adjustment and subsequent settlement for the Baoding Donghu Project by the Baoding Government, the Group had to make provisions for contract assets in the financial statements of the Reporting Period for its income tax, certain expenses and related profits recorded in the previous years, which directly increased the Group's loss before income tax of approximately RMB47,815,000 during the Reporting Period.
- (ii) 在公建建設業務方面，受保定政府的土地收儲進度及規劃影響，原計劃的前期開發進度放緩，同時，對公建項目，政府已招標工程的開發建設已接近完成，其他未招標項目尚未開展，使本集團的保定東湖項目在本報告期間投資額大幅減少，從而為本集團帶來的收益和溢利大幅減少；同時，由於保定政府對保定東湖項目稅費的調整及後期結算，導致本集團於之前年度已入賬的所得稅、部分費用及相關溢利需在本報告期間的財務報表中的合約資產作出撥備，從而直接增加本集團於本報告期間的除所得稅前虧損約人民幣47,815,000元。
- (iii) As for the Group's financial assets arising from the investment activities in the recent years, due to repayment delays and other uncertainties, the management made a provision of approximately RMB94,889,000 for financial assets at amortized cost, thereby resulting in a direct increase of the same amount in the Group's loss before income tax during the Reporting Period.
- (iii) 對本集團近年在投資中形成的按攤銷成本計量的金融資產，由於出現回款延遲及其他不明朗因素，管理層對該按攤銷成本計量的金融資產計提了約人民幣94,889,000元之撥備，從而直接增加本集團於本報告期間同等金額的除所得稅前虧損。

The Board is of the view that although such considerable amounts of the above provisions exerted a significant impact on the Group's performance during the Reporting Period, the Group maintained stable development of its core solar power plants and online cloud platform businesses. Currently, the public infrastructure construction business accounted for merely 34.7% of its total development, with an untapped scale of approximately 65.3% and an aggregate investment amount of approximately RMB2,070,000,000 left for the future. In the long run, the Group is expected to embrace healthier financial position.

董事會認為，上述撥備數額較大，對本集團於本報告期間的業績表現造成較大影響，但本集團核心的光伏電站以及在線上雲平台業務仍保持穩定的發展，公建建設業務目前的開發量只佔總體量的約34.7%，未來仍具有約65.3%，總投資金額達約人民幣2,070,000,000元的開發規模。從長遠來看，預期本集團的財政狀況更加健康。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

## BUSINESS REVIEW

### Smart Energy Business

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

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

### Offline Energy Business

Given the uncertainties in industry development during the Reporting Period, the Group's offline energy business mainly focused on stabilizing and improving the operation of its existing solar power plants, in tandem with prioritizing risk control as well as sorting out and optimizing the original investment structure.

## 業務回顧

### 智慧能源業務

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

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

### 線下能源業務

於本報告期間，面對行業發展的不確定性，本集團的線下能源業務主要是以穩固並提升原有光伏電站的運營為主，同時，以風險控制為主導，梳理優化原有投資結構。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In respect of the solar power business, the Group held the same 11 solar power plants with the same aggregate installed capacity of approximately 64 MW during the Reporting Period as in the corresponding period of last year. Out of the 11 plants, 10 were industrial and commercial distributed solar power plants and one was a ground power plant. In spite of their natural attenuation, the Group's solar power plants delivered a historic new high in power generation during the Reporting Period, by improving technology and enhancing operation and maintenance management. For the Reporting Period, power generation totaled approximately 80,724 MWh (for the same period of 2018: 75,044 MWh). With respect to the home photovoltaic system business, the national policy in 2018 has a continuous impact on the solar power industry. Although the country promulgated the subsidies policy on solar power business in 2019, it was announced late and officially implemented from 1 July 2019, with a substantial reduction in subsidies (from RMB0.37 per kWh to RMB0.18 per kWh, decreased by RMB0.19 per kWh) with an imposition of quota control (from the previous unlimited scale to a cap of around 3.5 GW). The quota for subsidies in the home photovoltaic industry in 2019 had been all utilised as of October 2019. In view of such a slash in subsidies and a squeezed profit margin, the Group mainly worked on digesting the inventories of its home photovoltaic system business from 2018, with limited expansion for new business during the Reporting Period.

In respect of the heating business, the Group mainly focused on the operations of the distributed gas heating projects which had already been established during the Reporting Period. Meanwhile, the Group reassessed the investment returns and risks for some of its heating projects, withdrew from the investment projects that failed to meet the performance target, and invested more in projects with better growth to ensure investment returns and control investment risks. During the Reporting Period, the Group withdrew its 40% equity interests investment in Shandong Hailifeng Clean Energy Joint Stock Co., Ltd.\* (山東海利豐清潔能源股份有限公司) (“**Hailifeng**”) and invested in the 40% equity interests in Gao Bei Dian City Long Chuang Central Heating Company Limited\* (高碑店市隆創集中供熱有限公司) (“**Longchuang Heating**”), a subsidiary of a connected person. In the future, subject to the actual operation and financial conditions of Longchuang Heating, the fulfillment of profit guarantee and other factors, the Group is entitled to, at any time, further increase its equity interests in Longchuang Heating to at least 51% and therefore Longchuang Heating may become a subsidiary of the Company. Longchuang Heating currently operates a centralized heat supply project in Gaobeidian City, Hebei Province, covering an aggregate area of over 6 million sq.m. It also plans to boost its heat supply capacity by another 14,700,000 sq.m. by 2031. In addition, the Group invested in and operated part of the campus hot water business during the Reporting Period, with a coverage of approximately 12,000 students.

在光伏業務方面，於本報告期間，本集團持有的光伏電站數量及總裝機容量與去年同期持平，總共11個，總裝機容量約64兆瓦，其中10個為工商業分佈式光伏電站，1個為地面電站。於本報告期間，通過對光伏電站的技術改進和加強運維管理，在光伏電站存在自然衰減的情況下，本集團的光伏電站發電量創歷史新高。於本報告期間，總發電量約為80,724兆瓦時（二零一八年同期：75,044兆瓦時）。在戶用光伏系統業務方面，由於二零一八年國家對光伏行業的政策影響一直持續，二零一八年國家雖然出台了對戶用光伏的補貼政策，但出台時間較晚，且從二零一八年七月一日起才正式實施，補貼標準大幅下降（從人民幣0.37元／千瓦時降至人民幣0.18元／千瓦時，降低了人民幣0.19元／千瓦時）並實行總量控制（從之前的無規模限制到控制在3.5吉瓦左右）。於二零一八年十月份，二零一八年度戶用光伏補貼指標即已使用完畢。鑒於補貼大幅下降，令利潤空間非常有限，故在此報告期間，本集團主要以消化二零一八年度戶用光伏系統業務的庫存為主，新業務的拓展量有限。

在熱能業務方面，於本報告期間，本集團主要以運營原已建成的分佈式燃氣供熱項目為主，同時，重新評估了部分供熱項目之投資回報及風險情況，對未達標的投資項目進行了收回，對有較好成長性的項目進行了投資，以確保投資收益並控制投資風險。於本報告期間，本集團收回了對山東海利豐清潔能源股份有限公司（「**海利豐**」）40%的股權投資，同時，投資了關連人士的附屬公司高碑店市隆創集中供熱有限公司（「**隆創熱力**」）40%的股權，並未來視乎隆創熱力之實際營運及財務狀況、溢利保證之達成程度及其他因素，本集團有權於任何時間進一步增持隆創熱力之股本權益至至少51%，故隆創熱力可能成為本公司的附屬公司。隆創熱力目前在河北省高碑店市運營了一個面積超過600萬平方米之集中供熱項目，並計劃於二零三一年之前將其供熱能力進一步增加14,700,000平方米。此外，於本報告期間，本集團投資並運營了部分校園熱水業務，覆蓋學生人數約1.2萬人。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In respect of incremental power distribution grids, the Group optimized and reconstructed its original assets and operation during the Reporting Period, with an effort to maximize the effectiveness of its assets. In July 2019, the Group established a power distribution network joint venture with two local state-owned enterprises via its subsidiary in Xinjiang, to make full use of the existing transformer station assets of the Group at Xinjiang HMAc Hefeng Industrial Park. Such a move has also provided an opportunity for the Group to engage in capacity expansion of the Industrial Park in the future.

#### Online Intelligent Management

We work to improve the efficiency of our energy utilisation through big data processing and intelligent management at the Cloud Platform, to ensure the reliability and stability of energy supply and attain optimized operation, less energy consumption and better user experience. All the solar power plants of the Group are connected to the Cloud Platform, which is capable of monitoring the power generation and operation of each power plant in real time, as well as analyzing and comparing with the operation of the power plants, eliminating breakdowns in a timely manner, and increasing the power generation of the power plants when necessary. The Group's distributed gas heating business enables gas module furnaces to maintain optimal combustion efficiency in various environments through intelligent management and control. Project data such as the temperature of the supply and return water collected by sensors at the equipment terminal are transmitted to the Cloud Platform through 4G modules. Operation and maintenance personnel can design equipment operation strategies based on such data and give instructions via the Cloud Platform. At the same time, with remote intelligent management and control, we can timely respond to changes in weather and working conditions, adjust operating parameters and improve energy efficiency. In terms of the campus hot water business, the Group leverages on the eco-campus Internet of Things and Big Data Platform, which can automatically collect energy consumption data and generate charts and energy consumption audit reports in various forms, to achieve dynamic monitoring on energy consumption, prepare the optimum operational plan for higher energy efficiency and more reliable hot water supply, and provide the best solution to energy-saving operation.

在增量配電網方面，於本報告期間，本集團主要對原資產進行了優化重組，以發揮資產的最大效用。於二零一九年七月，本集團通過在新疆的附屬子公司與當地兩家國有企業成立配電網合資公司，以充分利用本集團在新疆和布克賽爾縣和豐工業園區的現有變電站資產，並為本集團提供了日後參與該工業園產能擴張之機會。

#### 在線智能化管理

我們通過雲平台的大數據處理和智能化管理提高各項能源的使用效率，確保能源供應的可靠性和穩定性，並在優化運營的同時助力節能減排、提升用戶體驗。本集團的光伏電站均接入雲平台，可實時監控各電站發電及運行情況，並對電站運行情況進行分析對比，及時排除故障，提高電站的發電量。本集團的分佈式燃氣供熱業務，通過智能化管控使燃氣模塊爐能夠在各種環境中保持最佳燃燒效率，設備終端通過傳感器採集的供回水溫度等項目數據通過4G模塊傳輸到雲平台，運維人員可根據數據情況設計設備的運行策略，通過雲平台下發指令；同時，通過遠程智能化管理，我們能夠及時響應天氣、工況等的變化並調整運營參數、提升能效。對校園熱水業務，本集團通過生態校園物聯網大數據平台，可自動完成能耗數據的採集並生成各種形式的報表及能耗審計報告，實現能耗的動態監管、制定最佳運行方案以提升能源利用效率、增強熱水供應的穩定性，並給出最佳的節能運行方案。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In the future, the Group will continue to strengthen its technological research and development and investment on the Cloud Platform, so as to effectively support and serve data access to and business development of the Group in respect of the segments of electricity, heat, and gas.

During the Reporting Period, the smart energy business contributed approximately RMB116,806,000 in revenue to the Group (for the same period of 2018: RMB529,258,000), representing a decrease of approximately 77.9% as compared to the same period of last year; and the loss attributable to owners of the Company was approximately RMB193,267,000 (for the same period of 2018: profit attributable to owners of the Company of RMB130,063,000), representing a decrease of approximately 248.6% as compared to the same period of last year. The decrease in revenue and profit was mainly attributable to substantially lower revenue and profit generated by the Group from its home photovoltaic system business during the Reporting Period under the impact of the national policies on solar power industry, and a considerable amount of provision made by the management for the trade receivables of the home photovoltaic system business.

### Public Infrastructure Construction Business

The public infrastructure construction business represents such construction business under the Baoding Donghu Project in Baoding City, Hebei Province, and the related pre-investment and post-construction operation management business. During the Reporting Period, the public infrastructure construction business generated revenue of approximately RMB30,654,000 for the Group (for the same period of 2018: RMB179,235,000), with loss attributable to owners of the Company amounting to approximately RMB48,915,000 (for the same period of 2018: profit attributable to owners of the Company of RMB15,107,000). The decrease in revenue and profit was mainly attributable to the fact that the Group's revenue and profit fell significantly due to a major decline in investment under the Baoding Donghu Project during the Reporting Period, and that due to the settlement and tariff adjustment for the project by the Baoding Government, the Group made a provision of approximately RMB47,815,000 during the Reporting Period (for the same period of 2018: nil) for its income tax, certain expenses and related profits recorded in the previous years.

未來，本集團將繼續加強對雲平台的技術研發和投入，以有效支撐和服務於本集團在電、熱、氣等板塊的數據接入及業務開展。

於本報告期間，智慧能源業務為本集團帶來的收益約為人民幣116,806,000元(二零一八年同期：人民幣529,258,000元)，較上年同期下降約77.9%，本公司擁有人應佔虧損為人民幣193,267,000元(二零一八年同期：本公司擁有人應佔溢利人民幣130,063,000元)，較上年同期下降約248.6%。收益及溢利下降主要是因為：受國家光伏行業政策影響，本集團的戶用光伏系統業務於本報告期間為本集團帶來的收益及溢利大幅下降，及管理層對戶用光伏系統業務的貿易應收賬款計提了較大規模撥備所致。

### 公建建設業務

公建建設業務是指對位於河北省保定市的保定東湖項目進行的公共基礎設施建設及相關前期投資和後期建設運營管理業務。於本報告期間，公建建設業務為本集團帶來的收益約為人民幣30,654,000元(二零一八年同期：人民幣179,235,000元)，本公司擁有人應佔虧損約為人民幣48,915,000元(二零一八年同期：本公司擁有人應佔溢利人民幣15,107,000元)。收益及溢利的下降主要是因為：受保定政府的土地收儲進度及規劃等影響，保定東湖項目在本報告期間投資額大幅減少從而為本集團帶來收益和溢利大幅減少；同時，由於保定政府對該項目的結算及稅費調整，對本項目本集團於之前年度已入賬的所得稅、部分費用及相關溢利在本報告期間計提人民幣47,815,000元之撥備(二零一八年同期：無)所致。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The above provision was made on a one-off basis. A wholly owned subsidiary of the Group signed a new supplementary agreement with the Baoding Government in respect of the Baoding Donghu Project in December 2019, to agree on tariff settlement and revenue recognition etc. of the project. Hence, the provision will not affect the Group's future development, investment and revenue recognition of the project. For details, please refer to the announcement issued by the Company on 16 December 2019.

## BUSINESS OUTLOOK FOR 2020

2020 is destined to be an unusual year. The Pandemic that spread across the world, together with other unsettling factors, has added to the woes of the already sluggish global economy. The Chinese economy has also suffered such material adverse impacts as a result, with all industries exposed to varying degrees of shock and impact.

Facing the difficulty and complexity of external economic situation, we will continue to uphold our strategy of stable operation, with enhanced meticulous management and operation management in 2020. In respect of the Group's 11 solar power plants and distributed heating business, the Group's customers mainly comprised enterprises and schools who suspended their operations due to the Pandemic. This is expected to leave a considerable impact upon the Group's revenue from power generation and heat supply in the first quarter. However, each first quarter usually sees a low electricity consumption by enterprises due to the Chinese New Year, and the distributed heating business accounted for a relatively small proportion of the Group's total revenue and profit. With the Pandemic getting under control in China, enterprises have made great efforts to resume work, which allows us to expect no material adverse impact from the Pandemic on the Group's financial performance in 2020. Meanwhile, the Group's public infrastructure construction business in Baoding Donghu has an untapped development capacity of more than RMB2 billion, with subsequent investment and development to take place successively according to the government's development plan and progress.

上述撥備屬一次性行為，本集團下屬之全資附屬公司已於二零一九年十二月與保定政府就保定東湖項目簽署了新的補充協議，對該項目的稅費結算及收入確認等進行了新的約定，因此該撥備不會對本集團今後對該項目的投資開發及收入確認造成影響。詳情見本公司於二零一九年十二月十六日所發布之公告。

## 二零二零年業務展望

二零二零年注定是不尋常之年。隨著疫情在全球的擴散外加其他動盪因素，給本來就低迷的世界經濟雪上加霜，中國經濟也遭受重大不利影響，各行各業均受到不同程度的沖擊和影響。

面對艱難、複雜的外部經濟形勢環境，二零二零年，我們將繼續秉持穩健的經營策略，加強精細化管理，提升運營管理水平。本集團的11個光伏電站項目及分佈供熱業務，由於其客戶主要是企業及學校，受疫情影響，企業停工及學校停課，預計將對本集團第一季度的發電收益及供熱收益造成較大影響。然而，第一季度因農曆新年本來就是企業的用電低谷，而分佈式供熱業務佔本集團整體的收益利潤比重比較低，隨著疫情在中國得到較好控制，企業復工力度加大，我們預計疫情對本集團於二零二零年度的整體財務表現不會造成重大不良影響。同時，本集團保定東湖的公建建設業務，仍有約人民幣20多億元的開發體量，後續將根據政府的開發規劃進度陸續進行投資和開發。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In the meantime, we will continue to optimize our business structure. Considering that the solar power industry in the PRC is in the transition period from subsidy withdrawal to grid parity, the industry is confronted by quite limited profit margin and huge pressure on cash flow pressure. In 2020, we will mainly focus on the operation of the existing solar power plants, and actively control the business scale of the home photovoltaic system business with low profit margins. In respect of the heating business, the nationwide implementation of energy conservation and emissions reduction policies and the increasing urbanization rate in China have created a continuous stream of huge demand for the urban centralized heating and distributed clean heating markets. Moreover, the heating business, especially the urban centralized heating business, is characteristic of less exposure to external economic conditions, strong industry stability and good cash flow. In 2020, we will further develop the heating business, particularly the urban centralized heating business, based on our experience of investment and operation management in the heating industry (including distributed heating and urban centralized heating). At the same time, we will make full use of the big data analysis and processing capabilities of the Cloud Platform, reduce the energy consumption of heating projects, and improve energy efficiency, meticulous management and asset management capabilities, in order to attain higher project returns. We will also explore investment and development in other clean energy businesses when opportunities arise.

同時，我們將繼續對業務結構進行調整優化。考慮中國的光伏發電行業目前正處於從補貼退坡到平價上網的過渡期，行業利潤空間非常有限且現金流壓力大，二零二零年，我們將主要以現有存量光伏電站的運營為主，對低毛利率的戶用光伏系統業務主動控制業務規模。在熱能業務方面，隨著節能減排政策在全國的推廣和實施及中國城鎮化率的提高，為城市集中供熱及分佈式清潔供熱市場創造了巨大而持續的需求；同時，供熱特別是城市集中供熱業務，具有受外部經濟形勢影響較小、行業穩定性強及現金流好的特點。二零二零年，我們將在過往積累的對供熱行業（包括分佈式供熱及城市集中供熱）的投資及運營管理經驗的基礎上，拓展供熱特別是城市集中供熱業務的進一步發展；同時，我們將充分利用雲平台的大數據分析和處理能力，降低供熱項目之能耗，提高能源使用效率和精細化管理水平，提升資產管理能力，以獲得較高的項目回報率。視行業機會，我們也將探索其他清潔能源業務之投資發展機會。

## FINANCIAL REVIEW

### Revenue and Gross Profit

The Group's revenue and gross profit for the Reporting Period amounted to RMB147,460,000 (for the same period of 2018: RMB708,493,000) and RMB78,674,000 (for the same period of 2018: RMB243,831,000), respectively. The gross profit margin was 53.4% (for the same period of 2018: 34.4%).

The significant decrease in revenue from the same period of last year was primarily attributable to the major decline in the Group's revenue and profit from the home photovoltaic system and public infrastructure construction businesses during the Reporting Period. The increase in gross profit margin from the same period of last year was primarily attributable to the changes in revenue structure, solar power plants which have higher gross profit margin and increase in the percentage of smart energy services to revenue.

### 財務回顧

#### 收益及毛利

本集團於本報告期間的收益及毛利分別為人民幣147,460,000元（二零一八年同期：人民幣708,493,000元）及人民幣78,674,000元（二零一八年同期：人民幣243,831,000元）。毛利率為53.4%（二零一八年同期：34.4%）。

收益較去年同期大幅下降，主要是由於戶用光伏系統業務及公建建設業務於本報告期間為本集團帶來的收益大幅下降所致。毛利率較去年同期有所上升，主要是由收益結構變化，毛利率較高的光伏電站和智慧能源服務佔收入比重增加。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Selling and Distribution Expenses

The Group incurred selling and distribution expenses of RMB1,740,000 for the Reporting Period (for the same period of 2018: RMB22,146,000), representing a decrease of 92.1% as compared to last year, which was primarily attributable to the less development of the smart energy business, especially the home photovoltaic system business.

#### Administrative Expenses

The Group incurred administrative expenses of RMB72,212,000 for the Reporting Period (for the same period of 2018: RMB89,234,000), representing a decrease of 19.1% as compared to last year, primarily because of the decrease in business volume during the Reporting Period which resulted in less relevant operation expenses.

#### Impairment Provisions for Trade Receivables of Home Photovoltaic System Business

During the Reporting Period, the Group made impairment provisions of RMB156,887,000 for the trade receivables of home photovoltaic system business (for the same period of 2018: RMB14,861,000). In this regard, the management has assessed the expected credit loss to determine the recoverable amount of trade receivables. For this purpose, the management has considered the following factors, including but not limited to (1) the negative impact of the national control policy on the solar power industry and the Group's home photovoltaic system business agents and distributors in the past two years; (2) the future development trends of the Chinese solar power industry, particularly the home photovoltaic system business; (3) the site visits and analysis on current operations, assets and liabilities and actual repayment ability of major distributors; and (4) the capabilities of the future business development of major distributors and the possible subsequent cooperation with the Group. In response to the situation of different distributors, the Company's management has continued to increase trade receivables collection through legal means, bank account supervision, and active communication with the management of the other party. Further details regarding the bad debt provisions for trade receivables are set out in note 26 to the consolidated financial statements.

#### 銷售及分銷開支

本集團於本報告期間的銷售及分銷開支為人民幣1,740,000元(二零一八年同期:人民幣22,146,000元),本報告期間較上年下降92.1%,主要原因為智慧能源業務特別是戶用光伏系統業務的拓展量下降所致。

#### 行政開支

本集團於本報告期間行政開支為人民幣72,212,000元(二零一八年同期:人民幣89,234,000元),較上年下降19.1%,主要原因為本報告期間業務量減少,導致相關運營費用減少所致。

#### 戶用光伏系統業務貿易應收款之減值撥備

於本報告期間,本集團對戶用光伏系統業務的貿易應收款項計提了人民幣156,887,000元之減值撥備(二零一八年同期:人民幣14,861,000元)。管理層已對預期信用損失進行評估,以釐定貿易應收款項之可收回金額。就此而言,管理層已並經考慮以下因素(包括但不限於):(1)近兩年國家對光伏行業的調控政策對光伏發電行業及對本集團戶用光伏系統業務代理經銷商之負面影響;(2)未來中國光伏發電行業特別是戶用光伏系統業務之發展趨勢;(3)實地考察並分析主要經銷商之現有經營情況、資產負債情況及實際還款能力;(4)主要經銷商之未來業務發展能力及本集團後續與其合作之可能性。針對不同經銷商之情況,本公司管理層已通過採取法律手段、銀行賬戶監管及與對方管理層進行積極溝通等方式,繼續加大對貿易應收款項的清收力度。有關貿易應收款項壞賬撥備之進一步詳情載於綜合財務報表附註26。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Impairment Provisions for Financial Assets at Amortised Cost

During the Reporting Period, the Group made impairment provisions of RMB94,889,000 for financial assets at amortised cost arising from the previous investment process (for the same period of 2018: RMB900,000). For this purpose, the management mainly considered the delayed repayment and other uncertainties in relation to relevant financial assets at amortised cost as well as the extreme challenges from the Chinese market, and made such bad debt provisions. In response to different situations, the management of the Company resorted to legal actions, account seizure, property preservation, and active communications with the management of the other party, to recover relevant amounts and safeguard the legitimate rights and interests of the Group. Further details regarding the impairment provisions of financial assets at amortised cost are set out in note 23 to the consolidated financial statements.

#### Finance Expenses — Net

Net finance expenses amounted to RMB22,528,000 for the Reporting Period (for the same period of 2018: RMB9,308,000), representing an increase of 142.0% as compared to last year, primarily because the borrowing interests of RMB19,927,000 for public infrastructure construction projects was expensed.

#### Income Tax Credit/(Expense)

Income tax credit amounted to RMB64,454,000 for the Reporting Period (for the same period of 2018: income tax expense of RMB10,386,000), representing a decrease of 720.6% in income tax expense as compared to last year, primarily because bad debts provision was made for trade receivables and financial assets measured at amortised cost, which resulted in income tax expense offset by the deferred income tax assets recognised.

#### 按攤銷成本計量的金融資產之減值撥備

於本報告期間，本集團對因在過往投資過程中形成的按攤銷成本計量的金融資產計提了人民幣94,889,000元之減值撥備（二零一八年同期：人民幣900,000元）。就此而言，管理層主要考慮相關按攤銷成本計量的金融資產已出現回款遲延及其他不明朗因素，並考慮中國市場已極具挑戰，計提了該壞賬撥備。針對不同情況，本公司管理層已採取法律手段、賬戶查封、財產保全及與對方管理層進行積極溝通等方式追討相關款項，以維護本集團之合法權益。有關按攤銷成本計量的金融資產減值撥備之進一步詳情載於綜合財務報表附註23。

#### 財務成本 — 淨額

本報告期間的財務成本淨額為人民幣22,528,000元（二零一八年同期：人民幣9,308,000元），較上年增加142.0%，增加主要為公建建設項目的借款利息人民幣19,927,000元進行費用化所致。

#### 所得稅收益／（開支）

本報告期間的所得稅收益為人民幣64,454,000元（二零一八年同期：所得稅開支人民幣10,386,000元），較上年減少720.6%，減少的主要原因為對貿易應收款、按攤銷成本計量的金融資產計提壞賬撥備，隨之確認遞延所得稅資產沖減了所得稅費用。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Financial Assets at Fair Value through Profit or Loss

The Group held three financial assets for investment purpose as at the end of the Reporting Period, which were stated at fair value:

- (1) The Group held shares in an unlisted investment fund company, Giga Opportunities Fund Ltd., an independent third party, at the total investment cost of HK\$90,000,000 (equivalent to RMB78,859,000). The Group had the intention of holding it as short to medium term investment redeemable upon application to the fund manager, which allowed better investment flexibility, and expected to gain profit dividend and capital appreciation from the fund. The fund was stated at fair value and amounted to HK\$80,333,000 (equivalent to RMB71,960,000) as at 31 December 2019 (as at 31 December 2018: HK\$78,586,000, equivalent to RMB68,858,000), with a fair value gain of approximately HK\$1,747,000 (equivalent to RMB1,537,000) recognised for the Reporting Period (for the same period of 2018: loss of approximately HK\$11,414,000, equivalent to approximately RMB10,001,000). The carrying amount of the fund represented approximately 3.9% (as at 31 December 2018: 3.2%) of the total assets of the Group and approximately 45.9% (as at 31 December 2018: 41.9%) of the portfolio of financial assets at fair value through profit or loss as at 31 December 2019.

- (2) The Group held shares in an unlisted investment fund, Yue Xiu Stable Income Segregated Portfolio, an independent third-party investment fund, at the investment cost of HK\$88,800,000 (equivalent to RMB77,806,000). The Group had the intention of holding it as short to medium term investment redeemable upon application to the fund manager, which allowed better investment flexibility, and expected to gain capital appreciation from the fund. The fund, stated at fair value, amounted to HK\$89,452,000 (equivalent to RMB80,130,000) as at 31 December 2019 (as at 31 December 2018: HK\$90,642,000, which was equivalent to RMB79,420,000), with a fair value loss of approximately HK\$1,190,000 (equivalent to approximately RMB1,047,000) recognized for the Reporting Period (for the same period of 2018: gain of approximately HK\$1,842,000, equivalent to approximately RMB1,614,000). The carrying amount of the fund represented approximately 4.3% (as at 31 December 2018: 3.7%) of the total assets of the Group, and approximately 51.0% (as at 31 December 2018: 48.3%) of the portfolio of financial assets at fair value through profit or loss as at 31 December 2019.

#### 按公平值計量且其變動計入損益的金融資產

本集團於本報告期末持有三項金融資產，用作投資為目的，並按公平值列賬：

- (1) 本集團持有 Giga Opportunities Fund Ltd. (一間非上市投資基金公司) 的股份，為獨立第三方，總投資成本為 90,000,000 港元 (相等於人民幣 78,859,000 元)。本集團有意持作短至中期投資，且可向該基金管理人提出贖回申請，投資彈性比較大，並希望可以從該基金獲得盈利分紅及資本增值。該基金乃按公平值列賬，於二零一九年十二月三十一日的公平值為 80,333,000 港元 (相等於人民幣 71,960,000 元) (於二零一八年十二月三十一日：78,586,000 港元，相等於人民幣 68,858,000 元)，於本報告期間該基金產生公平值收益約 1,747,000 港元 (相等於人民幣 1,537,000 元) (二零一八年同期：虧損約 11,414,000 港元，相等於人民幣 10,001,000 元)。該基金賬面值佔二零一九年十二月三十一日本集團資產總值之約 3.9% (於二零一八年十二月三十一日：3.2%) 及按公平值計量且其變動計入損益金融資產組合之約 45.9% (於二零一八年十二月三十一日：41.9%)。

- (2) 本集團持有非上市投資基金越秀穩定增長基金的股份，為獨立第三方的投資基金，投資成本為 88,800,000 港元 (相等於人民幣 77,806,000 元)。本集團有意持作短至中期投資，且可向該基金管理人提出贖回申請，投資彈性比較大，並希望可以從該基金獲得資本增值。該基金乃按公平值列賬，於二零一九年十二月三十一日的公平值為 89,452,000 港元 (相等於人民幣 80,130,000 元) (於二零一八年十二月三十一日：90,642,000 港元，相等於人民幣 79,420,000 元)，於本報告期間該基金產生公平值虧損約 1,190,000 港元 (相等於約 1,047,000 元) (二零一八年同期：收益約 1,842,000 港元，相等於約 1,614,000 元)。該基金賬面值佔二零一九年十二月三十一日本集團資產總值之約 4.3% (於二零一八年十二月三十一日：3.7%) 及按公平值計量且其變動計入損益金融資產組合之約 51.0% (於二零一八年十二月三十一日：48.3%)。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

- (3) The Group held the unlisted exchangeable corporate bonds due on 31 December 2020 in the principal amount of HK\$10,000,000 (equivalent to RMB8,762,000) at a coupon rate of 13.5% per annum, issued by Supreme Trillion Development Limited, an independent third party on 11 September 2018. The Group may exercise the exchangeable rights to convert the whole or part of the exchangeable corporate bonds into the ordinary shares of Asia Interactive Content Holdings Limited, a subsidiary of Supreme Trillion Development Limited, representing approximately 8.5% or 10% (as the case may be) of its issued share capital.

During the Reporting Period, the Group requested to redeem the exchangeable corporate bonds. The remaining principal amount of the exchangeable corporate bonds was HK\$5,455,000 as at 31 December 2019 (equivalent to RMB4,887,000), with a fair value of HK\$5,485,000 (equivalent to RMB4,913,000) (as at 31 December 2018: HK\$10,000,000, equivalent to RMB8,762,000). During the Reporting Period, the exchangeable corporate bonds generated a fair value gain of approximately HK\$30,000 (equivalent to RMB26,000) (for the same period of 2018: nil). As at 31 December 2019, the book value of the exchangeable bonds accounted for approximately 0.3% of the total assets of the Group (as at 31 December 2018: 0.4%) and approximately 3.1% of the portfolio of financial assets at fair value through profit or loss (as at 31 December 2018: 5.3%).

The Group's investments primarily consist of long-term projects in the area of smart energy and public infrastructure construction, which generally take an extended period of time to generate positive cash flows. In the event of any unexpected event that has a negative impact on the business and prospects of the smart energy industry, the Group's overall business performance may be affected. In light of the above, as part of the Group's development plan and risk control, in the financial year 2018, the Board considered that the inclusion of investment in financial assets would help diversify its asset and investment portfolio and reduce the impact of any market risk on the overall business of the Group.

- (3) 本集團持有獨立第三方卓兆發展有限公司於二零一八年九月十一日發行的非上市可交換公司債券，到期日為二零二零年十二月三十一日，本金額為10,000,000港元（相等於人民幣8,762,000元）及票面年利率為13.5%。本集團可行使交換權利，將全額或者部分該可交換公司債券轉換為卓兆發展有限公司持股之附屬公司亞洲互動媒體控股有限公司之普通股股份，約佔其已發行股本之8.5%或10%（視屬何情況而定）。

於本報告期間，本集團已提出贖回可交換公司債券。於二零一九年十二月三十一日可交換公司債券剩下的本金額為5,455,000港元（相等於人民幣4,887,000元），而公平值為5,485,000港元（相等於人民幣4,913,000元）（於二零一八年十二月三十一日：10,000,000港元，相等於人民幣8,762,000元）。於本報告期間，該可交換公司債券產生公平值收益約30,000港元（相等於人民幣26,000元）（二零一八年同期：無）。該可交換債券賬面值佔二零一九年十二月三十一日本集團資產總值之約0.3%（於二零一八年十二月三十一日：0.4%）及按公平值計量且其變動計入損益金融資產組合之約3.1%（於二零一八年十二月三十一日：5.3%）。

本集團之投資主要包括於智慧能源及公建建設領域之長期項目，一般需要較長時間產生正面現金流量。倘出現任何對智慧能源行業之業務及前景產生負面影響之不可預計事件，本集團之整體業務表現可能會受到影響。鑒於以上所述，作為本集團發展計劃及風險控制之一部分，於二零一八年的財務年度，董事會認為納入金融資產投資將有助多元化其資產及投資組合並減低任何市場風險對本集團整體業務之影響。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The strategy of the Group with respect to the investment in financial assets is not to invest in speculative securities but mainly in investments with lower risks, with the initial investments focusing on investment funds managed by qualified and licensed investment managers. Such funds invest in low-risk underlying assets with relative low price volatility, high liquidity, short to medium term and/or stable income stream.

### Liquidity, Financial and Capital Resources

#### Cash position

As at 31 December 2019, bank balances and cash amounted to approximately RMB98,616,000 (as at 31 December 2018: RMB164,136,000), of which approximately RMB66,388,000 (as at 31 December 2018: RMB1,219,000) was restricted bank balances (mainly used for the expenses incurred by the Baoding Donghu Project). Such decrease in bank balances and cash was mainly due to the capital expenditures and financing expenses incurred by the smart energy business.

#### Total current assets and liquidity ratio

As at 31 December 2019, total current assets and liquidity ratio (total current assets/total current liabilities) were approximately RMB925,343,000 (as at 31 December 2018: RMB1,370,646,000) and 2.53 (as at 31 December 2018: 9.75). The decrease in total current assets came from fewer trade and other receivables, while the increase in liquidity ratio was due to a net increase of RMB265,800,000 in the balance of current bank borrowings in 2019.

#### External borrowings and pledge of assets

As at 31 December 2019, the Group had external borrowings of RMB534,400,000 (as at 31 December 2018: RMB567,600,000), of which RMB259,400,000 was secured by the machinery of solar power plants with a carrying amount of RMB302,146,000 and the future receivable collection right of certain subsidiaries (as at 31 December 2018: RMB282,600,000 was secured by the machinery of solar power plants with a carrying amount of RMB303,731,000 and the future receivable collection right of certain subsidiaries); and RMB275,000,000 was secured by the undertakings made by the related parties of the Group (as at 31 December 2018: RMB285,000,000).

本集團有關金融資產投資之策略為不投資於投機性證券，惟主要投資於較低風險投資，初始投資集中於合資格持牌投資經理所管理之投資基金，有關投資基金投資於價格波動相對較低、流動性較高、中短期及／或具備穩定收入來源之低風險相關資產。

### 流動資金、財務及資本資源

#### 現金狀況

於二零一九年十二月三十一日，銀行結餘及現金約為人民幣98,616,000元（二零一八年十二月三十一日：人民幣164,136,000元），其中：受限銀行結餘（主要用於保定東湖項目支出）約為人民幣66,388,000元（二零一八年十二月三十一日：人民幣1,219,000元）。銀行結餘及現金減少主要由於：智慧能源業務資本支出及融資支出。

#### 流動資產總額及流動比率

於二零一九年十二月三十一日，流動資產總額及流動比率（流動資產總額／流動負債總額）分別約為人民幣925,343,000元（二零一八年十二月三十一日：人民幣1,370,646,000元）及2.53（二零一八年十二月三十一日：9.75）。流動資產總額的減少主要為貿易應收款減少，流動比率增加原因為二零一九年即期銀行借款餘額淨增加人民幣265,800,000元所致。

#### 外部借貸及資產質押

於二零一九年十二月三十一日，本集團的外部借款為人民幣534,400,000元（二零一八年十二月三十一日：人民幣567,600,000元），其中人民幣259,400,000元以若干賬面價值為人民幣302,146,000元的光伏電站機械及若干附屬公司之未來應收款項之收款權抵押作擔保（二零一八年十二月三十一日：人民幣282,600,000元以若干賬面價值為人民幣303,731,000元的光伏發電站機械及若干附屬公司之未來應收款項之收款權抵押作擔保）；人民幣275,000,000元以本集團關聯方提供保證擔保（二零一八年十二月三十一日：人民幣285,000,000元）。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

## Gearing ratio

The following table sets out the calculation of the gearing ratios of the Group as at the dates indicated:

## 負債比率

下表載列本集團於所示日期的負債比率的計算：

		31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元
Bank loans	銀行貸款	534,400	567,600
Lease liabilities	租賃負債	15,144	—
Less: Cash and cash equivalents	減：現金及現金等價物	(32,228)	(162,917)
Restricted cash	受限制現金	(66,388)	(1,219)
Net debt	債務淨額	450,928	403,464
Total equity	權益總額	1,225,093	1,479,949
Total capital (Net debt plus total equity)	總資本(債務淨額加權益總額)	1,676,020	1,883,413
Gearing ratio (Net debt/total capital)	負債比率(債務淨額／總資本)	26.9%	21.4%

As at 31 December 2019, the gearing ratio of the Group was 26.9%, representing an increase of 5.5 percentage points as compared to 21.4% as at 31 December 2018. The increase was primarily due to the decrease in cash and cash equivalents held and the decrease in total equity.

於二零一九年十二月三十一日，本集團之負債比率為26.9%，與二零一八年十二月三十一日之21.4%相比增加5.5個百分點，主要增加原因為持有現金及現金等價物減少及權益總額減少所致。

Long-term and short-term debts accounted for 44.0% and 56.0%, respectively (as at 31 December 2018: 94.2% and 5.8%), of which the borrowings of RMB259,400,000 of solar power plants were gradually settled by the proceeds from electricity sales, and the borrowings of RMB275,000,000 for the Baoding Donghu Project will be settled by the existing monetary funds and the project capital paid by Baoding Government in 2020. Therefore, the Group was not exposed to any significant insolvency risk.

長期債務與短期債務各佔44.0%及56.0%（於二零一八年十二月三十一日：94.2%及5.8%）其中：太陽能電站借款人民幣259,400,000元以售電所得資金逐步償還，而保定東湖項目借款人民幣275,000,000元將以現有貨幣資金及保定政府於二零二零年支付之工程款償還，故本集團並無面臨重大償債風險。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Interest rate risk

The Group's interest rate risk arises primarily from external borrowings. During the Reporting Period, the interest rates of external borrowings ranged from 5.39% to 7.00% per annum (for the same period of 2018: 5.39% to 7.00% per annum). In particular, the interests on the borrowings incurred by the Baoding Donghu Project were borne by the government, with no exposure to any interest rate risk thereon. The interest rate applicable to the borrowings for solar power plants was 10% to 15% over the same period base lending rate of the People's Bank of China. The source of risk lies in the fluctuations in China's interest rate policies. Nevertheless, the Group expects that the interest rate risk will have no material impact on the Group's consolidated profit or loss.

#### Exchange Risk

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

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

#### Investment Commitments

As at 31 December 2019, investment commitments amounted to RMB101,600,000 (as at 31 December 2018: 101,600,000), which were mainly the Group's obligations of capital contribution to its associate Longyao (Beijing) Clean Energy Technology Company Limited (隆耀(北京)清潔能源科技有限公司) ("Longyao Beijing") that shall be fulfilled before 31 December 2021.

#### Contingent Liabilities

As at 31 December 2019, the Group did not have any material contingent liabilities (as at 31 December 2018: Nil).

#### 利率風險

本集團的利率風險主要來自外部借款。於本報告期間，外部借款按介乎5.39%至7.00%之年利率計息(二零一八年同期：年利率5.39%至7.00%)。其中：保定東湖項目借款利息由政府承擔，並無面臨借款利率風險；而光伏電站借款利率為中國人民銀行同期借款利率上浮10%至15%，其風險源自中國利率政策的波動，但本集團預計該利率風險對本集團綜合損益之影響並不重要。

#### 匯率風險

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

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

#### 投資承擔

於二零一九年十二月三十一日，投資承擔為人民幣101,600,000元(二零一八年十二月三十一日：101,600,000)，主要為本集團應於二零二一年十二月三十一日前完成對聯營公司隆耀(北京)清潔能源科技有限公司(「隆耀北京」)的出資義務。

#### 或有負債

於二零一九年十二月三十一日，本集團並無任何重大或有負債(二零一八年十二月三十一日：無)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

## MATERIAL ACQUISITIONS, INVESTMENT AND DISPOSAL

### Material Acquisitions and Investment

#### 1. Investment in Longchuang Heating

On 21 May 2019, Beijing Longguang Energy Technology Co., Ltd. (“**Beijing Longguang**”), an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement (the “**Capital Increase Agreement**”) with Hebei Julin Chuanghe Cultural Communication Limited (“**Hebei Julin**”) and Longchuang Heating. Pursuant to the Capital Increase Agreement, Beijing Longguang conditionally agreed to acquire 40% equity interests in Longchuang Heating by contributing RMB245,000,000 to the capital of Longchuang Heating. Longchuang Heating mainly focuses on providing heating service in Gaobeidian City, Hebei Province, the PRC, with the first phase of its heat supply service able to provide heating service to an aggregated area of over 6,000,000 sq.m. Longchuang Heating also plans to complete the second phase of its heat supply project by the year 2031, to increase its heat supply capacity by another 14,700,000 sq.m.

Through this transaction, the Group is expected to increase its market share in the centralized heating industry in Hebei Province. The transaction was approved at the extraordinary general meeting of the Company on 26 June 2019, with the industry and commerce registration of the capital injection completed on 26 June 2019. Upon completion, Longchuang Heating became an associate of the Company. Equity accounting has been applied to recognise the share of profit or loss of Longchuang Heating.

For details, please refer to the announcements of the Company dated 21 May 2019 and 26 June 2019, and the circular of the Company dated 11 June 2019.

## 重大收購、投資及出售

### 重大收購及投資

#### 1. 投資隆創熱力

於二零一九年五月二十一日，本公司間接全資附屬公司北京隆光能源科技有限公司（「**北京隆光**」）與河北聚鄰創和文化傳播有限公司（「**河北聚鄰**」）及隆創熱力訂立增資協議（「**增資協議**」）。根據增資協議，北京隆光已有條件同意透過向隆創熱力出資人民幣245,000,000元以收購隆創熱力之40%股權。隆創熱力主要在中國河北省高碑店市提供供熱服務，其首期供熱服務能夠涵蓋總面積超過6,000,000平方米，並計劃於二零三一年之前完成第二期供熱項目，將其供熱能力進一步增加14,700,000平方米。

透過本次交易，預期本集團能夠增加其於河北省內集中供熱行業之市場份額，從而將令本集團獲益。本次交易已於二零一九年六月二十六日通過本公司股東特別大會批准，而增資之工商登記已經於二零一九年六月二十六日完成。於完成後，隆創熱力已成為本公司之聯營公司，權益會計法已用於確認隆創熱力之利潤或虧損份額。

詳情請參閱本公司日期為二零一九年五月二十一日、二零一九年六月二十六日之公告，及本公司日期為二零一九年六月十一日之通函。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### 2. Establishment of Joint Venture for Incremental Power Distribution Grids

On 2 July 2019, HMAc Sifang Dianjin Energy Co., Ltd.\* (和布克賽爾蒙古自治縣四方電金能源有限公司) (“**Sifang Dianjin**”), an indirect 95% owned subsidiary of the Company, entered into a joint venture agreement (the “**Joint Venture Agreement**”) with HMAc Urban Development and Investment Co., Ltd.\* (和布克賽爾蒙古自治縣城市建設投資發展有限公司) (the “**First Investor**”) and HMAc Industrial Park Development and Investment Co., Ltd.\* (和布克賽爾蒙古自治縣和園建設投資發展有限公司) (the “**Second Investor**”). Pursuant to the Joint Venture Agreement, the parties agreed to establish a joint venture (the “**Joint Venture**”) to principally engage in the investment, construction, operation and management of the incremental power distribution grids at Hefeng Industrial Park. The registered capital of the Joint Venture is RMB100,000,000, and is contributed as to 79%, 20% and 1% by Sifang Dianjin, the First Investor and the Second Investor, respectively. The Joint Venture was established on 12 July 2019. After its establishment, the Joint Venture became a subsidiary of the Group and its financial results have been consolidated into the financial statements of the Group.

The establishment of the Joint Venture is expected to leverage on the strength and resources of the parties, enable the Group to utilize the capacity of its existing transformer station at HMAc Hefeng Industrial Park, and provide the Group with the opportunity to participate in the capacity expansion at the industrial park in the future. This, in turn, is expected to ensure a stable income stream for the Group as well as provide it with necessary experience in the operation and management of incremental power distribution grids.

For details, please refer to the announcement of the Company dated 2 July 2019.

Save as disclosed above, the Group had no other material acquisition and investment during the Reporting Period.

#### 2. 成立增量配電網合營企業

於二零一九年七月二日，本公司擁有95%權益之間接附屬公司和布克賽爾蒙古自治縣四方電金能源有限公司(「**四方電金**」)與和布克賽爾蒙古自治縣城市建設投資發展有限公司(「**第一投資者**」)及和布克賽爾蒙古自治縣和園建設投資發展有限公司(「**第二投資者**」)訂立合資協議(「**合資協議**」)。根據合資協議，訂約方同意成立主要於和豐工業園區從事增量配電網的投資、建造、營運及管理的合營企業(「**合營企業**」)。合營企業之註冊資本為人民幣100,000,000元，分別由四方電金、第一投資者及第二投資者注入79%、20%及1%。合營企業已於二零一九年七月十二日成立。成立後，合營企業已成為本集團之附屬公司及其財務業績已併入本集團之財務報表內。

預期合營企業之成立將善用訂約方之實力及資源及令本集團可利用新疆和布克賽爾縣和豐工業園區現有變電站之產能，及向本集團提供日後於工業園參與產能擴張之機會，從而將確保本集團具有一個穩定收入來源以及為本集團提供營運及管理增量配電網之必要經驗。

詳情請參閱本公司日期為二零一九年七月二日之公告。

除上述披露外，於本報告期間，本集團不存在其他重大收購及投資事項。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### Material Disposal

As Hailifeng failed to meet the performance target for the year ended 31 December 2018, Beijing Longguang elected to exercise a put option (the **“Put Option”**). Beijing Longguang, Shengli Oilfield Lifeng Industrial Group Co., Ltd.\* (**“Shengli Oilfield Lifeng”**) and Hailifeng entered into a repurchase agreement (the **“Repurchase Agreement”**) on 29 March 2019. Pursuant to the Repurchase Agreement, Shengli Oilfield Lifeng agreed to purchase 40% equity interests in Hailifeng held by Beijing Longguang for a consideration of RMB60,000,001. In addition, Beijing Longguang is entitled to an aggregate amount of distributable profit and Put Option of Hailifeng of RMB16,000,000 for the year 2018. During the Reporting Period, Hailifeng paid to Beijing Longguang the above-mentioned RMB16,000,000 in accordance to the Repurchase Agreement, with the remaining consideration of RMB60,000,001 (the **“Consideration”**) and investment gain of RMB2,767,000 for the first half of 2019 yet to be paid by Shengli Oilfield Lifeng and Hailifeng. Although the Group has been actively taking various measures to negotiate with Shengli Oilfield Lifeng and Hailifeng, no repayment arrangement has been reached so far. In order to protect the interests of the Group, Beijing Longguang initiated legal proceedings at Beijing Second Intermediate People’s Court in November 2019, accusing that, among others, (i) Shengli Oilfield Lifeng shall pay the Consideration plus the related default payment and legal fees; and (ii) Hailifeng shall bear the incidental liability for the above-mentioned payment obligation of Shengli Oilfield Lifeng. Meanwhile, Beijing Longguang has applied for, and the court has completed, the preservation measures for the relevant properties of Shengli Oilfield Lifeng and Hailifeng.

For details, please refer to the announcements of the Company dated 26 July 2018, 29 March 2019, and 13 December 2019.

Given the uncertainty over the recovery of the Consideration, after taking into account the operating conditions and cash flows of Hailifeng, the management made a provision of approximately RMB15,162,000 for the Consideration and receivable investment gain during the Reporting Period.

Save as disclosed above, the Group had no other material disposal during the Reporting Period.

#### 重大出售

由於海利豐於截至二零一八年十二月三十一日止年度未能達成履約目標，北京隆光選擇行使認沽期權（「**認沽期權**」）。北京隆光、勝利油田利豐實業集團有限公司（「**勝利油田利豐**」）及海利豐於二零一九年三月二十九日訂立回購協議（「**回購協議**」）。據此，勝利油田利豐已同意購買北京隆光持有的海利豐40%的股權，代價為人民幣60,000,001元；此外，北京隆光有權獲得海利豐二零一八年的可分配利潤及認沽期權金額總計人民幣16,000,000元。於本報告期間，海利豐已按照回購協議向北京隆光支付了上述人民幣16,000,000元。剩餘人民幣60,000,001元的代價（「**代價**」）及二零一九年上半年的投資收益2,767,000元勝利油田利豐及海利豐尚未支付。雖然本集團一直積極採取各種措施與勝利油田利豐及海利豐磋商，但至今未達成付款安排。為保護本集團利益，北京隆光已於二零一九年十一月向北京市第二中級人民法院提起訴訟，（其中包括）起訴：(i)勝利油田利豐須支付代價及相關違約金、律師費等；及(ii)海利豐須對勝利油田利豐的上述付款義務承擔連帶責任。同時，北京隆光已申請，且法院已完成對勝利油田利豐及海利豐相關財產的保全措施。

詳情請參閱本公司日期為二零一八年七月二十六日、二零一九年三月二十九日及二零一九年十二月十三日之公告。

鑒於該代價的回收存在一定的不確定性，經考慮海利豐的經營情況及現金流情況，於本報告期間，管理層對該代價及應收投資收益計提了約人民幣15,162,000元之撥備。

除上述披露外，於本報告期間，本集團概無重大出售。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

## USE OF PROCEEDS

### Rights Issue in March 2018

On 25 January 2018, the Company conducted a rights issue on the basis of one rights share for every two shares held on the record date, by issuing 459,474,000 rights shares at the subscription price of HK\$1.20 per rights share. The par value of rights shares was HK\$0.01 each. The theoretical ex-rights price calculated based on the closing price of HK\$2.05 per share as quoted on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the last trading day, being 25 January 2018, was approximately HK\$1.77 per share. The issuance of rights shares financed the requirements of the Group’s development, offered all the qualified Shareholders an equal opportunity to subscribe for their pro-rata provisional allotment of the rights shares without diluting their respective shareholding, and provided them with an opportunity to participate in the future development of the Group.

The Company completed the rights issue on the basis of one rights share for every two shares by placing and issuing an aggregate of 459,474,000 shares on 22 March 2018. The gross proceeds from the rights issue were approximately HK\$551 million, with the net proceeds of approximately HK\$549 million and the net price per rights share of approximately HK\$1.19.

The planned uses of the net proceeds from the rights issue were as follows: (a) approximately HK\$384 million, being 70% of the net proceeds, for the development of smart energy and solar power business; and (b) approximately HK\$165 million, being 30% of the net proceeds, as general working capital of the Group.

## 所得款項用途

### 於二零一八年三月進行之供股

於二零一八年一月二十五日，本公司已按於記錄日期每持有兩股股份獲發一股供股股份之基準，以發行459,474,000股供股股份之方式按每股供股股份1.20港元之認購價進行供股。供股股份之每股面值為0.01港元。本公司股份於最後交易日（即二零一八年一月二十五日）在香港聯合交易所有限公司（「**聯交所**」）所報收市價每股2.05港元計算之理論除權價為每股約1.77港元。發行供股股份可為本集團籌集發展所需之資金，並可為所有合資格股東提供平等機會以認購彼等按比例獲暫定配發之供股股份而不攤薄彼等各自之股權及為彼等提供參與本集團未來發展之機會。

於二零一八年三月二十二日，本公司按每兩股股份獲發一股供股股份之基準完成供股，共配發及發行合計459,474,000股股份。供股之所得款項總額約為551百萬港元，所得款項淨額約為549百萬港元，每股供股股份之淨價約為1.19港元。

供股所得款項淨額之計劃用途為：(a)約384百萬港元（即所得款項淨額之70%）用於發展智慧能源及太陽能業務；及(b)約165百萬港元（即所得款項淨額之30%）用作本集團的一般營運資金。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The analysis of the planned and actual uses of the net proceeds from the rights issue as at 31 December 2019 is set out below:

於二零一九年十二月三十一日，供股所得款項淨額的計劃用途及實際使用金額的分析載列如下：

Intended use of proceeds	Balance as at 31 December 2018	Amount actually utilized during the Reporting Period	Balance as at 31 December 2019
所得款項之擬定用途 HK\$'000 千港元	於二零一八年十二月三十一日結餘 HK\$'000 千港元	於報告期內實際使用金額 HK\$'000 千港元	於二零一九年十二月三十一日餘下的款項 HK\$'000 千港元
70% used for developing smart energy and solar power business	70%用於發展智慧能源及太陽能業務 384,000	37,000	(37,000)
30% used as general working capital	30%用作一般營運資金 165,000	—	—
	549,000	37,000	(37,000)

## EMPLOYEES AND REMUNERATION POLICIES

### 僱員及薪酬政策

The Group had 85 employees as at 31 December 2019 (31 December 2018: 170 employees). The decrease in the number of employees was primarily due to the contraction of the Group's smart energy business, especially the home photovoltaic system business. Employees were remunerated according to the nature of their positions, individual qualification, performance, work experience and market trends, and subject to periodic reviews based on their performance. Meanwhile, to attract and retain high-caliber employees to ensure smooth operation and cater for the Group's constant expansion, the Group offers competitive remuneration and benefit packages to employees at different levels, including discretionary bonuses, various training programmes, sponsorship for further study and share option schemes for the benefit of the directors and eligible employees of the Group.

於二零一九年十二月三十一日，本集團聘有85名僱員（二零一八年十二月三十一日：170名僱員）。僱員減少主要是由於本集團的智慧能源業務特別是戶用光伏系統業務的收縮所致。僱員乃根據其職位性質、個人資格、表現、工作經驗及市場趨勢釐定薪酬，並根據其表現進行定期考評。同時，為招攬及延攬高素質僱員以確保營運順暢及應付本集團持續拓展，本集團提供具競爭力的薪酬及福利待遇予不同職級員工，包括酌情花紅、多項培訓計劃、進修贊助及購股權計劃，從而令本集團之董事及合資格僱員受益。

## ENVIRONMENTAL AND SOCIAL RESPONSIBILITIES

### 環境及社會責任

With smart energy and public infrastructure construction business as its principal business, the Group is committed to protecting the environment and mitigating the impact of its operations on the environment. During the Reporting Period, the Group complied with the requirements of the relevant laws and regulations that have a significant impact on the Group's operations.

本集團之主營業務為智慧能源及公建建設業務，本集團致力於保護環境並減少運營對環境的影響。於本報告期間，本集團已遵守對本集團運營有重大影響的相關法律及法規要求。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In the course of developing its smart energy and public infrastructure construction businesses, the Group should mainly comply with the requirements and restrictions under the following environmental laws and regulations, namely, the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Law of the People's Republic of China on the Prevention and Control of Water Pollution (《中華人民共和國水污染防治法》), the Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》), the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste (《中華人民共和國固體廢物污染環境防治法》), the Law of the People's Republic of China on Appraising of Environment Impacts (《中華人民共和國環境影響評價法》) and the Regulations on the Administration of Environmental Protection of Construction Projects (《建設項目環境保護管理條例》). The Group has paid consistent attention to complying with the laws and regulations on environmental protection. During the Reporting Period, the Group complied with the relevant laws and regulations on environmental protection that have a material impact on the Group.

We also recognize the importance of maintaining mutually beneficial relationships with stakeholders, including our employees, customers, suppliers and local communities. Their support is vital to the Group's sustainable development. We pay close attention to the needs of all our stakeholders, offer solutions to addressing their needs and continuously interact with them in ways that are conducive to the sustainable growth of the Company, the industry and the community. For details of the Group's environmental, social and governance report for 2019, please refer to the "Environmental, Social and Governance Report" of the Company which is expected be issued before the end of May 2020.

## COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

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

\* For identification purpose only

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

我們也意識到維持與利益相關方的互利關係之重要。利益相關方包括我們的僱員、客戶、供貨商及當地小區，其支持對本集團之可持續發展至關重要。我們密切關注各利益相關方的需求，提供解決方案以滿足其需求，並不斷以有益於本公司、行業及小區可持續增長之方式與利益相關方互動。關於本集團二零一九年度之環境、社會責任及企業管治報告之詳情，請參閱本公司即將於二零二零年五月底前刊發的《環境、社會及企業管治報告》。

## 遵守相關法律法規

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

# REPORT OF DIRECTORS

## 董事會報告

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

董事欣然提呈董事會報告及本集團於本報告期間的經審核綜合財務報表。

### PRINCIPAL ACTIVITIES

The principal activities of the Group are smart energy business, public infrastructure construction and the related preliminary investment and post-construction operation management business, with gradual expansion and diversification to other clean energy business. The principal activities and other particulars of the Company's principal subsidiaries are set out in note 19 to the audited consolidated financial statements in this annual report.

### 主要業務

本集團的主要業務為智慧能源業務、公建建設業務及相關前期投資和後期建設運營管理業務，並逐步拓展和豐富其他清潔能源業務。本公司主要附屬公司的主要業務及其他詳情載於本年報經審核綜合財務報表附註19。

### RESULTS

The results of the Group for the Reporting Period are set out in the "Consolidated Statement of Profit or Loss" on pages 103 to 104 of this annual report.

### 業績

本集團於本報告期間的業績載於本年報第103頁至第104頁的「綜合損益表」。

### FINANCIAL SUMMARY

A summary of the consolidated results and assets, liabilities and equity of the Group for the last five financial years and the financial key performance indicators of the Group for the Reporting Period are set out on page 216 of this annual report. This summary does not form part of the audited consolidated financial statements in this annual report.

### 財務概要

本集團於過去五個財政年度的綜合業績以及資產、負債及權益的概要及本集團於本報告期間的主要財務指標載於本年報第216頁。此概要並不構成本年報經審核綜合財務報表的一部分。

### BUSINESS REVIEW AND OUTLOOK

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

### 業務回顧及展望

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

### FINAL DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2019 (2018: Nil).

### 末期股息

董事會並不建議就截至二零一九年十二月三十一日止年度派付末期股息(二零一八年：無)。

## REPORT OF DIRECTORS

### 董事會報告

## DIVIDENDS POLICY

The Company adopted a dividend policy (the “**Policy**”) which can be downloaded from the Company’s website [www.longitech.hk](http://www.longitech.hk).

### 1. Purpose

The Policy is made under the premises that the Company fully considers and guards the interests of all Shareholders, and starts from actual business operation, and on the basis of the Company’s various expenditures, maintaining financial stability and autonomy, and realizing the Company’s sustained, stable and healthy development.

### 2. Policy

- 2.1 Under the Policy, the Board will consider factors such as the Company’s annual performance, cash flow performance, future financing needs, major capital expenditures, business operating model, industrial development trends, the Company’s development stage and strategic planning etc., in order to decide on cash dividend or stock dividend.
- 2.2 Subject to applicable laws and regulations and the memorandum and articles of association of the Company (the “**Articles of Association**”), the Company may pay out cash dividends when the Company’s distributable profit is positive and the Company’s cash flow can cover the Company’s daily operation and sustainable development requirement. When the Company pays out cash dividend, the proportion of cash dividend should be or not less than 20%–50% of the given year’s distributable profit attributable to the Shareholder. This should serve as a general but not mandatory standard for the Board when considering paying out dividend.
- 2.3 In complying with the requirements of the applicable laws, rules and regulations and the Articles of Association and in order to ensure the Company in maintaining a reasonable share capital and shareholding structure, in the case the Company’s attributable profit is positive, the Company may issue scrip dividend, so as to reward the Shareholders for investment, to share the profit of the Company and to maintain the valuation of the Company’s stock within a reasonable range.

## 派息政策

本公司已採納派息政策(「**該政策**」)，該政策可於本公司網站([www.longitech.hk](http://www.longitech.hk))下載。

### 1. 目的

本公司充分考慮和維護全體股東利益，從實際經營情況出發，在滿足本公司各項支出，保持財務穩健性和自主性，以及實現本公司持續、穩定、健康發展的基礎上，制定該政策。

### 2. 政策

- 2.1 根據該政策，董事會將結合本公司的全年業績表現、現金流量表現、未來融資需求、重大資本支出、業務經營模式、行業發展趨勢及本公司所處的發展階段及戰略規劃等情況，制定現金或股息分配的政策。
- 2.2 在符合適用的法律法規及本公司的組織章程大綱及細則(「**章程**」)的規定的前提下，當本公司可供分配的利潤為正值且本公司的現金流可以兼顧其日常經營和可持續發展需求時，本公司可進行現金分紅。如本公司進行現金分紅，現金分紅的比例應當為或不少於當年實現的歸屬於股東可供分配利潤的20%–50%。此為董事會考慮派付股息之一般但非強制性標準。
- 2.3 在遵守適用的法律法規及公司章程的規定並保證本公司股本規模和股權結構合理的情況下，當歸屬本公司的利潤為正，為了獎勵投資股權，分享企業利潤，維持本公司的股票估值處於合理範圍內，本公司可以發放股票股息。

## REPORT OF DIRECTORS

### 董事會報告

### 3. Review

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

## CLOSURE OF THE REGISTER OF MEMBERS

In order to ascertain the entitlements to attend and vote at the forthcoming annual general meeting to be held on Monday, 22 June 2020 (the **"Meeting"**), the transfer books and register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 16 June 2020.

## PROPERTY, PLANT AND EQUIPMENT

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

## INTEREST-BEARING BORROWINGS

Details of interest-bearing borrowings of the Group as at 31 December 2019 are set out in note 30 to the audited consolidated financial statements in this annual report.

## EQUITY-LINKED AGREEMENTS

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

### 3. 檢討

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

## 截止股份過戶登記

為釐定出席於二零二零年六月二十二日(星期一)舉行的應屆股東週年大會(「**大會**」)及於大會上投票的資格，本公司將於二零二零年六月十七日(星期三)至二零二零年六月二十二日(星期一)期間(包括首尾兩日)暫停辦理股份過戶登記手續。為符合資格出席大會，所有股份過戶文件連同相關股票須於二零二零年六月十六日(星期二)下午四時三十分之前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)。

## 物業、廠房及設備

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

## 計息借貸

本集團於二零一九年十二月三十一日的計息借貸詳情載於本年報經審核綜合財務報表附註30。

## 股票掛鈎協議

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



## REPORT OF DIRECTORS

### 董事會報告

## SHARE CAPITAL

Details of the movements in the Company's issued share capital during the Reporting Period are set out in note 29(a) to the audited consolidated financial statements in this annual report.

## ISSUE OF SHARES

A review and discussion of the issue of Shares for the Reporting Period are provided in the "Management Discussion and Analysis".

## COMPLIANCE WITH LAWS AND REGULATIONS AND ENVIRONMENTAL POLICIES

During the Reporting Period, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

In the course of developing the smart energy and solar energy businesses, the Group shall comply with the requirements and restrictions under the environmental laws and regulations, in particular of: the Environmental Protection Law of the People's Republic of China (中華人民共和國環境保護法), the Law of the People's Republic of China on the Prevention and Control of Water Pollution (中華人民共和國水污染防治法), the Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution (中華人民共和國大氣污染防治法), the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢物污染環境防治法), the Law of the People's Republic of China on Appraising of Environment Impacts (中華人民共和國環境影響評價法) and the Regulations on the Administration of Environmental Protection of Construction Projects (建設項目環境保護管理條例). The Group affirms the importance of complying with the laws and regulations on environmental protection. During the Reporting Period, the Group has complied with the laws and regulations on environmental protection that are of importance to the Group.

## EVENTS OCCURRING AFTER THE REPORTING PERIOD

Details of significant events occurring after the Reporting Period are set out in note 38 to the audited consolidated financial statements in this annual report.

## 股本

本公司於本報告期間的已發行股本變動詳情載於本年報經審核綜合財務報表附註29(a)。

## 股份發行

於本報告期間股份發行的審閱及討論載於「管理層討論及分析」一節。

## 遵守法律及法規與環保政策

於本報告期間，本集團已遵守對本集團營運有重大影響的相關法律及規例。

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

## 報告期後事項

有關於報告期後的重大事項詳情載於本年報經審核財務報表附註38。

## REPORT OF DIRECTORS

### 董事會報告

## PRE-EMPTIVE RIGHTS

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

## 優先購買權

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

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

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## 購買、出售或贖回本公司上市證券

於截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## RESERVES

Details of movements in the reserves of the Group during the Reporting Period are set out in note 29(b) to the audited consolidated financial statements and in the consolidated statement of changes in equity respectively in this annual report.

## 儲備

本集團於本報告期間的儲備變動詳情分別載於本年報經審核綜合財務報表附註29(b)及綜合權益變動表。

## DISTRIBUTABLE RESERVES

At 31 December 2019, the aggregate amount of reserves available for distribution to equity Shareholders was RMB1,177,593,000 (31 December 2018: RMB1,149,044,000).

## 可供分派儲備

於二零一九年十二月三十一日，可供分派予權益股東的儲備總額為人民幣1,177,593,000元(二零一八年十二月三十一日：人民幣1,149,044,000元)。

## CHARITABLE DONATIONS

The Group did not make any charitable donations during the Reporting Period (2018: Nil).

## 慈善捐獻

本集團於本報告期間並無作出慈善捐獻(二零一八年：無)。

## REPORT OF DIRECTORS

### 董事會報告

## CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS

### Connected Transaction

The Group carried out the following connected transaction (other than connected transactions that were fully exempted under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) during the Reporting Period:

#### Investment in Longchuang Heating

On 21 May 2019, Beijing Longguang, an indirect wholly-owned subsidiary of the Company, entered into the Capital Increase Agreement with Hebei Julin and Longchuang Heating. Pursuant to the Capital Increase Agreement, Beijing Longguang conditionally agreed to acquire 40% equity interests of Longchuang Heating by contributing RMB245,000,000 to the capital of Longchuang Heating. Longchuang Heating mainly focuses on the provision of heating service in Gao Bei Dian City, Hebei Province, the PRC with the first phase of its heat supply service able to provide heating service to an aggregated area of over 6 million sq.m. Longchuang Heating also plans to complete the second phase heat supply project by the year 2031 to increase its heat supply capacity by a further 14.7 million sq.m. Through this transaction, the Group is expected to benefit from increasing its market share in the central heating industry in Hebei Province.

#### Implications under the Listing Rules

As one or more of the applicable percentage ratios in respect of the Capital Increase Agreement exceeds 5% but all are less than 25%, and as Hebei Julin is a company held as to approximately 99% by Mr. Wei Shaojun, a non-executive Director and the controlling Shareholder of the Company. Therefore, Hebei Julin is a connected person of the Company. As a result, the entering into the Capital Increase Agreement and the transaction contemplated thereunder constituted a connected transaction of the Company under Chapter 14A of the Listing Rules which was subject to the approval by the independent Shareholders at the extraordinary general meeting (the “EGM”) by way of poll.

The transaction was approved at the EGM of the Company held on 26 June 2019 and the registration of the capital injection with the relevant administration for industry and commerce was completed on 26 June 2019. Upon completion, Longchuang Heating became an associate of the Company and equity accounting has applied to recognise the share of profits or losses of Longchuang Heating.

For details, please refer to the announcements of the Company dated 21 May 2019, 26 June 2019 and the circular of the Company dated 11 June 2019.

## 關連交易及持續關連交易

### 關連交易

本集團於本報告期間進行以下關連交易(惟根據聯交所證券上市規則(「上市規則」)第14A章獲全面豁免的關連交易除外):

#### 投資隆創熱力

於二零一九年五月二十一日,本公司間接全資附屬公司北京隆光與河北聚鄰及隆創熱力訂立增資協議。根據增資協議,北京隆光已有條件同意透過向隆創熱力出資人民幣245,000,000元以收購隆創熱力之40%股權。隆創熱力主要在中國河北省高碑店市提供供熱服務,其首期供熱服務能夠涵蓋總面積超過6,000,000平方米,並計劃於二零三一年之前完成第二期供熱項目,將其供熱能力進一步增加14,700,000平方米。透過本次交易,本集團能夠增加其於河北省內集中供熱行業之市場份額,從而將令本集團獲益。

#### 上市規則的涵義

由於增資協議之一項或多項適用百分比率超過5%但全部低於25%,且河北聚鄰為一間由魏少軍先生(彼為本公司之非執行董事及控股股東)擁有99%權益之公司。因此,河北聚鄰為本公司之關連人士。因此,根據上市規則第14A章,訂立增資協議及其項下擬進行之交易構成本公司之關連交易,須經獨立股東於股東特別大會(「股東特別大會」)上以投票表決方式批准。

本次交易已於二零一九年六月二十六日通過本公司股東特別大會批准,而增資之工商登記已經於二零一九年六月二十六日完成。於完成後,隆創熱力已成為本公司之聯營公司,權益會計法已用於確認隆創熱力之利潤或虧損份額。

詳情請參閱本公司日期為二零一九年五月二十一日、二零一九年六月二十六日之公告,及本公司日期為二零一九年六月十一日之通函。

## REPORT OF DIRECTORS

### 董事會報告

#### Continuing Connected Transactions

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

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

###### First Master Agreement

On 10 July 2017, Gao Bei Dian City Guangshuo New Energy Group Co., Ltd. (高碑店市光碩新能源集團有限公司) (“**Guangshuo**”), an indirect wholly-owned subsidiary of the Company, entered into a master agreement (“**First Master Agreement**”) with Longjitaihe Property Co., Ltd. (“**Longjitaihe Property**”, 隆基泰和置業有限公司) in respect of the continuing connected transactions between members of the Group and Longjitaihe Property and its subsidiaries.

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

No rent is payable by Guangshuo in respect of the leasing of roof tops and other operational spaces from Longjitaihe Property. This arrangement is in-line with common market practice and in-line with the agreement commonly adopted by Guangshuo with independent third party customers under similar circumstances.

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

#### 持續關連交易

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

##### (1) 有關供應電力的首份總協議及第二份總協議 首份總協議

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

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

光碩毋須就向隆基泰和置業租賃屋頂及其他操作空間支付租金。此安排乃符合一般市場慣例，亦符合光碩在同等情況下與獨立第三方客戶通常所採納的協議。

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

## REPORT OF DIRECTORS

### 董事會報告

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

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

#### Second Master Agreement

On 10 July 2017, Guangshuo entered into another master agreement (the **"Second Master Agreement"**) with Longjitaihe Industry Co., Ltd (**"Longjitaihe Industry"**, 隆基泰和實業有限公司) (on 15 April 2020, Longjitaihe Industry was renamed **"Longjitaihe Group Limited"**, 隆基泰和集團有限公司) and Lightway Green Energy Technology Co., Ltd. (**"Lightway Green Energy"**), in respect of the continuing connected transactions between members of the Group and Longjitaihe Industry, Lightway Green Energy and their subsidiaries.

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

No rent is payable by Guangshuo in respect of the leasing of roof tops and other operational spaces from Longjitaihe Industry and Lightway Green Energy under the Second Master Agreement. This arrangement is in-line with common market practice and in-line with the agreement commonly adopted by Guangshuo with independent third party customers under similar circumstances.

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

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

#### 第二份總協議

於二零一七年七月十日，光碩與隆基泰和實業有限公司（「**隆基泰和實業**」）（於二零二零年四月十五日，隆基泰和實業已更名為「**隆基泰和集團有限公司**」）及光為綠色能源科技有限公司（「**光為綠色能源**」）訂立總協議（「**第二份總協議**」），內容有關本集團成員公司與隆基泰和實業、光為綠色能源及其附屬公司的持續關連交易。

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

根據第二份總協議，光碩毋須就向隆基泰和實業及光為綠色能源租賃屋頂及其他操作空間支付租金。此安排乃符合一般市場慣例，亦符合光碩在同等情況下與獨立第三方客戶通常所採納的協議。



## REPORT OF DIRECTORS

### 董事會報告

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

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

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

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

The transaction amounts under the First Master Agreement and the Second Master Agreement for the year ended 31 December 2019 were approximately RMB1,113,000 and RMB7,722,000 respectively.

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

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

隆基泰和實業及光為綠色能源科技分別由魏少軍先生及魏強先生(均為本公司董事)控股擁有的公司。根據上市規則第14A章，第二份總協議項下擬進行的交易構成本公司的持續關連交易。

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

截至二零一九年十二月三十一日止年度，首份總協議及第二份總協議的交易金額分別約為人民幣1,113,000元及人民幣7,722,000元。

## REPORT OF DIRECTORS

### 董事會報告

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

#### Implications under the Listing Rules

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

Rule 14A.52 of the Listing Rules provides that the duration of continuing connected transaction agreements must be fixed and reflect normal commercial terms and, except in special circumstances, must not exceed three years. As both the First Master Agreement and the Second Master Agreement have a term of 20 years for the leases and 25 years for the supply of electricity, the Company has engaged Southwest Securities (HK) Capital Limited, an independent financial adviser, to review and analyse the terms of the First Master Agreement and the Second Master Agreement and the independent financial adviser has confirmed and formed the view that it was usual and normal business practice for agreements in the nature of the First Master Agreement and the Second Master Agreement to be of such durations.

於二零一八年十月，光碩完成收購保定光為綠色能源科技有限公司（「**保定光為**」，光為綠色能源之全資附屬公司）位於中國河北光為工業園之10.2兆瓦分佈式太陽能電站。完成後，光碩將向保定光為供電，並保定光為承諾其每年最低用電量不低於1000萬度／年（電站每年0.7%的正常物理衰減除外），否則保定光為應就差額部分向光碩進行補償。於本報告期間，保定光為已履行上述最低用電量之補償承諾。光碩向保定光為所出售電量之交易金額已包含在第二份總協議中。

#### 上市規則的涵義

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

上市規則第14A.52條規定，持續關連交易協議的期限必須為固定且反映一般商業條款，除特殊情況外，不得超過三年。由於首份總協議及第二份總協議就租賃而言均為期20年，而就電力供應而言則為期25年，故本公司已委聘獨立財務顧問西證（香港）融資有限公司審閱及分析首份總協議及第二份總協議的條款，而獨立財務顧問已確認並認為就首份總協議及第二份總協議的性質而言，該等協議的有關年期屬一般及正常商業慣例。

## REPORT OF DIRECTORS

### 董事會報告

#### (2) Loan Renewal Agreement

On 13 June 2018, the Company entered into a revolving loan agreement (the “**Revolving Loan Agreement**”) with Longjitaihe Industry, pursuant to which the Company has agreed to provide through the Company or any of its subsidiaries to Longjitaihe Industry or any one of its subsidiaries, and/or third parties designed by Longjitaihe Industry, collectively or individually, a revolving loan in a maximum principal amount of up to RMB110,000,000 for the availability period commenced from 13 June 2018 and ended on 12 June 2019. As the Revolving Loan Agreement has expired on 12 June 2019, the Company entered into the Loan Renewal Agreement (the “**Loan Renewal Agreement**”) with Longjitaihe Industry on 13 June 2019 to renew the Revolving Loan Agreement for another one year from 13 June 2019 to 12 June 2020, with the maximum principal amount of the revolving loan adjusted from RMB110,000,000 to RMB45,000,000.

For details, please refer to the announcements of the Company dated 13 June 2018 and 13 June 2019 and the supplemental announcement of the Company dated 14 June 2019.

The maximum transaction amount under the Revolving Loan Agreement for the period from 1 January 2019 to 12 June 2019 was approximately RMB108,900,000.

The maximum transaction amount under the Loan Renewal Agreement for the period from 13 June 2019 to 31 December 2019 was approximately RMB44,932,000.

#### Implications under the Listing Rules

As at the date of the Loan Renewal Agreement, Longjitaihe Industry was held as to 99% by Mr. Wei Shaojun, a non-executive Director and the controlling Shareholder of the Company. Accordingly, the Loan Renewal Agreement and the transaction contemplated thereunder constituted continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

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

#### (2) 貸款更新協議

於二零一八年六月十三日，本公司與隆基泰和實業訂立循環貸款協議（「**循環貸款協議**」），據此，本公司同意透過本公司或其任何附屬公司向（共同或個別）隆基泰和實業或其任何一間附屬公司及／或隆基泰和實業指定的第三方提供循環貸款，本金最高為人民幣110,000,000元，有效期限由二零一八年六月十三日開始並於二零一九年六月十二日結束。由於循環貸款協議於二零一九年六月十二日到期，本公司於二零一九年六月十三日與隆基泰和實業訂立貸款更新協議（「**貸款更新協議**」），以更新循環貸款協議自二零一九年六月十三日起至二零二零年六月十二日另一年，循環貸款的本金最高額由人民幣110,000,000元調整至人民幣45,000,000元。

詳情請參閱本公司日期為二零一八年六月十三日及二零一九年六月十三日的公告及二零一九年六月十四日的補充公告。

於二零一九年一月一日至二零一九年六月十二日，循環貸款協議項下的最高交易金額約為人民幣108,900,000元。

於二零一九年六月十三日至二零一九年十二月三十一日，貸款更新協議項下的最高交易金額約為人民幣44,932,000元。

#### 上市規則的涵義

於貸款更新協議日期，隆基泰和實業由本公司非執行董事及控股股東魏少軍先生持有99%權益，因此，貸款更新協議及其項下擬進行的交易構成上市規則第14A章項下的本公司持續關連交易。

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

## REPORT OF DIRECTORS

### 董事會報告

#### (3) Provision of management service to Longchuang Heating

On 8 October 2018, Guangshuo, an indirect wholly-owned subsidiary of the Company, entered into a services agreement (the “**Services Agreement**”) with Longchuang Heating, pursuant to which Guangshuo has agreed to provide management service to Longchuang Heating for the periods (i) between 1 November 2018 to 31 December 2018 (the “**Service Year 2018**”) and (ii) between 1 January 2019 to 30 March 2019 (the “**Service Year 2019**”).

The annual caps for the management services under the Services Agreement are (i) RMB13,100,000 for the Service Year 2018; and (ii) RMB21,900,000 for the Service Year 2019.

For details, please refer to the announcement of the Company dated 8 October 2018.

The transaction amount for the year ended 31 December 2019 was approximately RMB15,169,000.

#### Implications under the Listing Rules

Since Longchuang Heating is owned as to 99% by Mr. Wei Shaojun, a non-executive Director and the controlling Shareholder of the Company, Longchuang Heating is therefore a connected person and the transactions contemplated under the Services Agreement constituted continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios in respect of the provision of such services on an aggregated basis were more than 0.1% but less than 5%, the transactions contemplated under the Services Agreement were subject to the reporting, announcement and annual review requirements but were exempt from the circular and independent Shareholder’s approval requirements under Chapter 14A of the Listing Rules.

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

#### (3) 向隆創熱力提供管理服務

於二零一八年十月八日，本公司間接全資附屬公司光碩與隆創熱力訂立服務協議（「**服務協議**」），據此，光碩同意於(i)二零一八年十一月一日至二零一八年十二月三十一日期間（「**二零一八年服務年度**」）及(ii)二零一九年一月一日至二零一九年三月三十日期間（「**二零一九年服務年度**」）向隆創熱力提供管理服務。

服務協議項下管理服務的年度上限金額為：(i)二零一八年服務年度為人民幣13,100,000元；及(ii)二零一九年服務年度為人民幣21,900,000元。

詳情請參閱本公司日期為二零一八年十月八日的公告。

截至二零一九年十二月三十一日止年度的交易金額約為人民幣15,169,000元。

#### 上市規則的涵義

由於隆創熱力由本公司非執行董事及控股股東魏少軍先生擁有99%，故隆創熱力為關連人士，而服務協議項下擬進行的交易構成上市規則第14A章項下的本公司持續關連交易。

由於提供該等服務的適用百分比率按合計基準多於0.1%但少於5%，故服務協議項下擬進行的交易須遵守上市規則第14A章項下的申報、公告及年度審閱規定，惟獲豁免遵守通函及獨立股東批准的規定。

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

## REPORT OF DIRECTORS

### 董事會報告

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

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

## MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 68% (2018: 86%) of the total sales for the Reporting Period and sales to the largest customer included therein amounted to 21% (2018: 51%) of the total sales for the Reporting Period. Purchases from the Group's five largest suppliers accounted for approximately 47% (2018: 72%) of the total purchase for the Reporting Period and purchase from the Group's largest supplier included therein amounted to 19% (2018: 32%) of the total purchase for the Reporting Period.

Of the five largest customers, Longchuang Heating is a company controlled by Mr. Wei Shaojun, a non-executive Director and the controlling Shareholder of the Company, and is thus a connected person of the Company. The Group's sales to Longchuang Heating amounted to 10% (2018: 3%) of the total sales for the Reporting Period. For details, please refer to the section headed "Continuing Connected Transactions" (3) "Provision of management service to Longchuang Heating" in the "Report of Directors".

Save as disclosed above, during the Reporting Period, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares) had any interest in the Group's five largest customers or suppliers.

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

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

## 主要客戶及供應商

本集團向五大客戶所作銷售額佔本報告期間總銷售額約68%（二零一八年：86%），其中向最大客戶所作銷售額佔本報告期間總銷售額的21%（二零一八年：51%）。本集團向五大供應商所作採購額佔本報告期間總採購額約47%（二零一八年：72%），其中向本集團最大供應商所作採購額佔本報告期間總採購額的19%（二零一八年：32%）。

前五大客戶中，隆創熱力由本公司非執行董事及控股股東魏少軍先生控制的公司，為本公司的關連人士。本集團向隆創熱力所作銷售額佔本報告期間總銷售額的約10%（二零一八年：3%）。具體請見「董事會報告」中有關「持續關連交易」章節(3)「向隆創熱力提供管理服務」。

除上述所披露者外，於本報告期間，董事或彼等的任何緊密聯繫人或任何股東（就董事所深知擁有已發行股份數目5%以上者）概無於本集團五大客戶或供應商中擁有任何權益。



## REPORT OF DIRECTORS

### 董事會報告

## RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

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

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

## DIRECTORS

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

### Executive Directors

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

Mr. Yuen Chi Ping (*Vice-chairman and Co-Chief Executive Officer*)

Dr. Liu Zhengang

### Non-executive Director

Mr. Wei Shaojun

### Independent non-executive Directors

Dr. Han Qinchun

Mr. Wong Yik Chung, John

Mr. Han Xiaoping

In accordance with Article 108(a) of the Articles of Association, at the forthcoming Meeting to be held, Mr. Wei Shaojun, Dr. Han Qinchun and Mr. Wong Yik Chung, John will retire from office as Directors, and being eligible, have offered themselves for re-election as Directors. At the forthcoming Meeting, ordinary resolutions will be proposed to re-elect Mr. Wei Shaojun, Dr. Han Qinchun and Mr. Wong Yik Chung, John.

## 與僱員、客戶及供應商的關係

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

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

## 董事

於本報告期間及目前的董事如下：

### 執行董事

魏強先生(主席兼行政總裁)

袁志平先生(副主席兼聯席行政總裁)

劉振剛博士

### 非執行董事

魏少軍先生

### 獨立非執行董事

韓秦春博士

黃翼忠先生

韓曉平先生

根據章程第108(a)條，在應屆大會上，魏少軍先生、韓秦春博士及黃翼忠先生各自將退任董事一職，並符合資格及願意膺選連任為董事。於應屆大會上，將提呈普通決議案重選魏少軍先生、韓秦春博士及黃翼忠先生。

## REPORT OF DIRECTORS

### 董事會報告

## BIOGRAPHIES OF DIRECTORS AND OTHER SENIOR MANAGEMENT

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

## 董事及其他高級管理層的履歷

董事及其他高級管理層的履歷詳情於本年報「董事及高級管理層」一節披露。

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

## 獨立非執行董事的獨立性確認書

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

## DIRECTORS' SERVICE CONTRACTS

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

## 董事的服務合約

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

## MANAGEMENT CONTRACTS

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

## 管理合約

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

## REMUNERATION OF THE DIRECTORS

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

## 董事的薪酬

董事的薪酬詳情載於本年報經審核綜合財務報表附註37。

## REPORT OF DIRECTORS

### 董事會報告

## EMOLUMENT POLICY

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

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

## RETIREMENT AND EMPLOYEE BENEFITS SCHEME

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

## CHANGE TO INFORMATION IN RESPECT OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the change to information in respect of a Director after the interim report for the six-month ending 30 June 2019 is set out below:

1. since June 2019, Mr. Han Xiaoping was appointed as an independent non-executive director of GCL Energy Technology Co., Limited (listed on the Main Board of Shenzhen Stock Exchange, stock code: 2015 ).
2. Since September 2019, Dr. Han Qinchun was appointed as an independent non-executive director of Century Ginwa Retail Holdings Limited (listed on the Main Board of Stock Exchange, stock code: 0162).

Save as disclosed above, for the Reporting Period, there was no change to information which is required to be disclosed and has been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

## 薪酬政策

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

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

## 退休及僱員福利計劃

本公司退休及僱員福利計劃的詳情載於本年報經審核綜合財務報表附註7。

## 董事的資料變動

根據上市規則第13.51B(1)條，本公司董事資料於本公司截至二零一九年六月三十日止六個月之中報日期後之變動載列如下：

1. 自二零一九年六月起，韓曉平先生獲委任為協鑫能源科技股份有限公司(深圳交易所主板上市，股份代號：2015)之獨立非執行董事。
2. 自二零一九年九月起，韓秦春博士獲委任為世紀金花商業控股有限公司(於聯交所主板上市，股份代號：0162)的獨立非執行董事。

除上文所披露者外，於本報告期間，並無任何資料變動為董事根據上市規則第13.51(2)條(a)至(e)段及(g)段須予及已予披露者。

## REPORT OF DIRECTORS

### 董事會報告

#### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

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

#### 董事於重大交易、安排或合約的權益

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

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

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

#### 董事收購股份或債券的權利

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

#### DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed below, as at 31 December 2019, none of the Directors or any of their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

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

#### 董事於競爭業務的權益

除下文所披露者外，於二零一九年十二月三十一日，董事或彼等各自的任何聯繫人概無從事與本集團業務構成或可能構成直接或間接競爭的任何業務或於當中擁有任何權益。

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

## REPORT OF DIRECTORS

### 董事會報告

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

Mr. Wei Qiang holds share interests and directorship in Lightway Green Energy, which engages in clean energy business, mainly the production and sales of photovoltaic components.

In the future, the Group will be the main entity carrying out the business of smart energy and other clean energy, the Longjitaihe Group and Lightway Green Energy (including its subsidiary) will not participate in the smart energy and other clean energy business that will be competed with the Group.

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

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

魏少軍先生於隆基泰和實業(連同其附屬公司為「**隆基泰和集團**」)持有股份權益及擔任董事，及魏強先生於隆基泰和集團擔任高級管理人員，而隆基泰和集團乃從事公建建設業務。由於本集團的主要業務活動為智慧能源，於保定東湖項目完結後，本集團目前沒有計劃進一步拓展公建建設業務。因此，本集團的業務與隆基泰和集團的業務不存在重大競爭。

魏強先生於光為綠色能源持有股份權益及擔任董事，而該等公司乃從事清潔能源業務，主要為光伏組件的生產及銷售。

於未來，智慧能源及其他清潔能源業務將主要通過本集團進行，隆基泰和集團及光為綠色能源(包括其附屬公司)將不再參與與本集團存在競爭的智慧能源及其他清潔能源業務。

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

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

## SHARE OPTION SCHEME

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

### 1. Purpose

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

### 2. Participants

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

## 購股權計劃

本公司於二零一一年十一月二十二日採納一項購股權計劃(「**購股權計劃**」)。

### 1. 目的

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

### 2. 參與者

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



## REPORT OF DIRECTORS

## 董事會報告

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

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

**4. Maximum entitlement of each participant**

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

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

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

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

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

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

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

**3. 根據購股權計劃可供發行的股份總數**

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

**4. 各參與者的配額上限**

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

**5. 根據購股權必須認購股份的期限**

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

**6. 於購股權行使前必須持有購股權的最短期限**

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

**7. 接納時限及接納購股權時應付的款項**

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

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#### 8. Basis of determining the subscription price

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

#### 9. Life of the Share Option Scheme

The Share Option Scheme became unconditional on the Listing Date and shall be valid and effective for a period of ten years commencing on 22 November 2011, subject to the early termination provisions contained in the Share Option Scheme. As at 31 December 2019, the remaining life of the Share Option Scheme is approximately 1 year and 11 months.

The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme does not exceed 10% of the shares in issue as at 12 June 2018, the date on which the Company had refreshed the scheme mandate limit of the Share Option Scheme. The Company may at any time refresh such limit, subject to the Shareholders' approval and issue of a circular in compliance with the Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issue at the time.

#### 8. 認購價的釐定基準

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

#### 9. 購股權計劃的有效

購股權計劃已於上市日期成為無條件，並於二零一一年十一月二十二日起計十年期間有效及生效，惟可根據購股權計劃所載的條文提前終止。於二零一九年十二月三十一日，購股權計劃的餘下期限約為一年及十一個月。

本公司將有權發行購股權，惟行使根據購股權計劃授出的所有購股權時可能發行的股份總數不得超過截至二零一八年六月十二日已發行股份的10%，即本公司於該日期已更新購股權計劃的計劃授權限額。本公司可於任何時間更新有關上限，惟須於取得股東批准並遵照上市規則刊發通函後，方可作實，而行使根據本公司所有購股權計劃授出的所有尚未行使及有待行使的購股權時可能發行的股份總數不得超過當時已發行股份的30%。

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As at 31 December 2019, details of the movement of the share options under the Share Option Scheme are as follows:

於二零一九年十二月三十一日，購股權計劃項下有關購股權變動的詳情如下：

Name and category of participants	Date of grant	Exercise period	Number of Share Options 購股權數目								As at 31 December 2019
			Closing price preceding date of grant (HK\$ per share) 授出日期前的收市價 (每股港元)	Exercise price (HK\$ per Share) 行使價 (每股港元)	Adjusted exercise price (HK\$ per Share) (Note 1) 經調整行使價 (每股港元) (附註1)	As at 1 January 2019 於二零一九年一月一日	Granted during the Period 期內授出	Exercised during the Period 期內行使	Cancelled during the Period 期內註銷	Lapsed during the Period 期內失效	
<i>Directors</i> 董事											
Mr. Yuen Chi Ping (Note 2) 袁志平先生(附註2)	26 January 2018 二零一八年一月二十六日	26 January 2019 to 25 January 2028 (Note 3) 二零一九年一月二十六日至二零二八年一月二十五日(附註3)	1.711	2.132	1.7796	11,008,998	—	—	—	—	11,008,998
Dr. Liu Zhengang 劉振剛博士	19 January 2017 二零一七年一月十九日	19 January 2018 to 21 November 2021 (Note 3) 二零一八年一月十九日至二零二一年十一月二十一日(附註3)	1.603	2.2	1.8364	1,198,000	—	—	—	(399,333)	798,667
	11 May 2018 二零一八年五月十一日	1 February 2019 to 10 May 2028 二零一九年二月一日至二零二八年五月十日	2.42	2.4	N/A 不適用	780,000	—	—	—	(780,000)	—
	14 September 2018 二零一八年九月十四日	1 April 2019 to 31 March 2026 (Note 3) 二零一九年四月一日至二零二六年三月三十一日(附註3)	2	2	N/A 不適用	4,020,000	—	—	—	(820,000)	3,200,000
Dr. Han Qinchun 韓秦春博士	26 January 2018 二零一八年一月二十六日	26 January 2018 to 25 January 2028 二零一八年一月二十六日至二零二八年一月二十五日	1.711	2.132	1.7796	359,400	—	—	—	—	359,400
Mr. Wong Yik Chung, John 黃翼忠先生	26 January 2018 二零一八年一月二十六日	26 January 2018 to 25 January 2028 二零一八年一月二十六日至二零二八年一月二十五日	1.711	2.132	1.7796	359,400	—	—	—	—	359,400
Mr. Han Xiaoping 韓曉平先生	26 January 2018 二零一八年一月二十六日	26 January 2018 to 25 January 2028 二零一八年一月二十六日至二零二八年一月二十五日	1.711	2.132	1.7796	359,400	—	—	—	—	359,400
Subtotal 小計						18,085,198				(1,999,333)	16,085,865
<i>Other eligible persons</i> 其他合資格人士											
	19 January 2017 二零一七年一月十九日	19 January 2017 to 21 November 2021 (Note 3) 二零一七年一月十九日至二零二一年十一月二十一日(附註3)	1.603	2.2	1.8364	11,141,400	—	—	—	—	11,141,400
	26 January 2018 二零一八年一月二十六日	26 January 2019 to 25 January 2028 (Note 3) 二零一九年一月二十六日至二零二八年一月二十五日(附註3)	1.711	2.132	1.7796	22,017,993	—	—	—	(6,605,398)	15,412,595
	26 January 2018 二零一八年一月二十六日	26 July 2018 to 25 January 2028 二零一八年七月二十六日至二零二八年一月二十五日	1.711	2.132	1.7796	2,336,100	—	—	—	—	2,336,100
	11 May 2018 二零一八年五月十一日	1 February 2019 to 10 May 2028 二零一九年二月一日至二零二八年五月十日	2.42	2.4	N/A 不適用	8,580,000	—	—	—	(7,800,000)	780,000
	14 September 2018 二零一八年九月十四日	1 April 2019 to 31 March 2026 (Note 3) 二零一九年四月一日至二零二六年三月三十一日(附註3)	2	2	N/A 不適用	62,625,000	—	—	—	(30,380,000)	32,245,000
Subtotal 小計						106,700,493	—	—	—	(44,785,398)	61,915,095
Total 總計						124,785,691	—	—	—	(46,784,731)	78,000,960

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#### Notes:

1. Pursuant to the terms of the Share Option Scheme, adjustments are required for the exercise price and the number of Shares available for subscription under the outstanding share options as a result of the Company's rights issue, with effect from 22 March 2018. The exercise prices of the share options granted on 19 January 2017 and 26 January 2018 were adjusted to HK\$1.8364 per Share and HK\$1.7796 per Share, respectively. For details, please refer to the announcement of the Company dated 21 March 2018.
2. Among these 11,008,998 share options, 5,504,499 share options are beneficially owned by Mr. Yuen Chi Ping, and the remaining 5,504,499 share options are held by Dragon Legend Global Limited, which is beneficially wholly-owned by Mr. Yuen Chi Ping.
3. These share options granted will be subject to vesting in three tranches within three years. The vesting of share options is based on the fulfilment of certain performance targets of the Group, including but not limited to the financial performance of the Group as well as the grantee's individual performance.

During the Reporting Period, the expense arising from share options granted to the Directors and other eligible persons recognised as administrative expense was HK\$3,487,000 (equivalent to RMB3,068,000) (the year of 2018: HK\$12,308,000, equivalent to RMB10,407,000).

#### 附註：

1. 根據購股權計劃的條款，由於本公司進行供股，行使價及可根據尚未行使購股權認購之股份數目須作出調整，自二零一八年三月二十二日起生效。分別於二零一七年一月十九日及二零一八年一月二十六日所授出的購股權之行使價獲調整為每股1.8364港元及每股1.7796港元。有關詳情可參閱本公司日期為二零一八年三月二十一日的公告。
2. 該等11,008,998股購股權中，5,504,499股購股權由袁志平先生實益擁有，而另外的5,504,499股購股權由Dragon Legend Global Limited持有，該公司由袁志平先生實益全資擁有。
3. 該等授出之購股權將於3年期間分三批歸屬。購股權的歸屬乃以達成有關本集團的若干表現為目標，包括但不限於本集團的財務表現以及承授人的個人表現。

於本報告期間，授予董事及其他合資格人士的購股權相關開支確認為行政開支3,487,000港元（相當於人民幣3,068,000元）（二零一八年：12,308,000港元，相當於人民幣10,407,000元）。

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

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

As at 31 December 2019, the interests and short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests which they are taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

於二零一九年十二月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視作擁有的任何權益），或根據證券及期貨條例第352條規定須登記於該條所述登記冊的權益及淡倉，或根據上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）規定須知會本公司及聯交所的權益及淡倉如下：

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

## (i) 於本公司股份及相關股份的權益

Name of Director	Capacity/Nature of Interest	Number of Shares/ underlying Shares held 所持股份／ 相關股份數目	Approximate Percentage of shareholding 股權概約百分比
董事姓名	身份／權益性質		
Mr. Wei Shaojun 魏少軍先生	Founder of a discretionary trust <sup>(1)</sup> 一項酌情信託的成立人 <sup>(1)</sup>	422,872,512(L)	28.48%
	Interest of controlled corporations <sup>(2)</sup> 所控制法團權益 <sup>(2)</sup>	478,266,756(L)	32.21%
	Total 總計	901,139,268(L)	60.69%
Mr. Wei Qiang 魏強先生	Beneficiary of a discretionary trust <sup>(3)</sup> 一項酌情信託的受益人 <sup>(3)</sup>	422,872,512(L)	28.48%
Dr. Liu Zhengang 劉振剛博士	Beneficial owner <sup>(4)</sup> 實益擁有人 <sup>(4)</sup>	3,998,667(L)	0.27%



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Name of Director	Capacity/Nature of Interest	Number of Shares/ underlying Shares held 所持股份／ 相關股份數目	Approximate Percentage of shareholding 股權概約百分比
董事姓名	身份／權益性質		
Mr. Yuen Chi Ping 袁志平先生	Beneficial owner <sup>(5)</sup> 實益擁有人 <sup>(5)</sup>	71,597,830(L)	4.82%
	Interest of controlled corporation <sup>(5)</sup> 所控制法團權益 <sup>(5)</sup>	5,504,499(L)	0.37%
	Total 總計	77,102,329(L)	5.19%
Mr. Han Xiaoping 韓曉平先生	Beneficial owner <sup>(6)</sup> 實益擁有人 <sup>(6)</sup>	359,400(L)	0.02%
Dr. Han Qinchun 韓秦春博士	Beneficial owner <sup>(7)</sup> 實益擁有人 <sup>(7)</sup>	359,400(L)	0.02%
Mr. Wong Yik Chung, John 黃翼忠先生	Beneficial owner <sup>(8)</sup> 實益擁有人 <sup>(8)</sup>	359,400(L)	0.02%

Notes:

1. King River Developments Limited is deemed to be interested in 422,872,512 Shares through its control over Longevity Investment Holding Limited and BNP Paribas Singapore Trust Corporation Limited is deemed to be interested in 422,872,512 Shares through its control over King River Developments Limited, and Mr. Wei Shaojun is deemed to be interested in 422,872,512 Shares as a founder of the discretionary trust. The details of which are set out as follows:

附註：

1. King River Developments Limited 被視為透過其於 Longevity Investment Holding Limited 的控制權於 422,872,512 股股份中擁有權益，及 BNP Paribas Singapore Trust Corporation Limited 被視為透過其於 King River Developments Limited 的控制權於 422,872,512 股股份中擁有權益，而魏少軍先生（作為酌情信託成立人）被視為於 422,872,512 股股份中擁有權益。有關詳情如下：

Name of controlled corporation 受控制法團名稱	Name of controlling shareholder 控股股東名稱	% control 控股百分比	Direct interest 直接權益	Number of Shares 股份數目
King River Developments Limited	BNP Paribas Singapore Trust Corporation Limited	100.00	N 否	422,872,512(L)
Longevity Investment Holding Limited	King River Developments Limited	100.00	Y 是	422,872,512(L)

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- |   |   |
|---|---|
| <p>2. Such 478,266,756 Shares, of which 465,066,756 Shares are beneficially owned by Lightway Power Holdings Limited, which was incorporated in the Cayman Islands. Lightway Power Holdings Limited was wholly-owned by Global Capital Alliance Limited, which was incorporated in the British Virgin Islands and is directly and wholly-owned by Mr. Wei Shaojun. In addition, 13,200,000 Shares are beneficially owned by Harvest Oak Holdings Limited, which was incorporated in the British Virgin Islands and directly and wholly-owned by Mr. Wei Shaojun. Mr. Wei Shaojun is deemed to be interested in 478,266,756 Shares through his controlled corporations.</p> <p>3. Mr. Wei Qiang is deemed to be interested in 422,872,512 Shares as a beneficiary of a trust.</p> <p>4. Dr. Liu Zhengang is interested in 3,998,667 share options of the Company.</p> <p>5. Mr. Yuen Chi Ping is interested in 66,093,331 Shares and 11,008,998 share options. Among these 11,008,998 share options, 5,504,499 share options are beneficially owned by Mr. Yuen Chi Ping and the remaining 5,504,499 share options are beneficially held by Dragon Legend Global Limited, which is beneficially wholly-owned by Mr. Yuen Chi Ping. Therefore, Mr. Yuen Chi Ping is deemed to be interested in such share options.</p> <p>6. Mr. Han Xiaoping is interested in 359,400 share options of the Company.</p> <p>7. Dr. Han Qinchun is interested in 359,400 share options of the Company.</p> <p>8. Mr. Wong Yik Chung, John is interested in 359,400 share options of the Company.</p> <p>9. The letter "L" denotes the long position in Shares.</p> | <p>2. 該等478,266,756股股份，其中465,066,756股股份由在開曼群島註冊成立之Lightway Power Holdings Limited實益擁有。Lightway Power Holdings Limited由在英屬處女群島註冊成立並由魏少軍先生直接全資擁有之Global Capital Alliance Limited全資擁有。此外，13,200,000股股份由在英屬處女群島註冊成立並由魏少軍先生直接全資擁有之Harvest Oak Holdings Limited實益擁有。魏少軍先生被視為透過其所控制法團於478,266,756股股份中擁有權益。</p> <p>3. 魏強先生（作為信託受益人）被視為於422,872,512股股份中擁有權益。</p> <p>4. 劉振剛博士於3,998,667股本公司購股權中擁有權益。</p> <p>5. 袁志平先生於66,093,331股股份及11,008,998股購股權中擁有權益。該等11,008,998股購股權中，5,504,499股購股權由袁志平先生實益擁有，而另外的5,504,499股購股權由Dragon Legend Global Limited實益擁有，該公司由袁志平先生實益全資擁有。因此，袁志平先生被視為於該等購股權中擁有權益。</p> <p>6. 韓曉平先生於359,400股本公司購股權中擁有權益。</p> <p>7. 韓秦春博士於359,400股本公司購股權中擁有權益。</p> <p>8. 黃翼忠先生於359,400股本公司購股權中擁有權益。</p> <p>9. 字母「L」表示於股份之好倉。</p> |
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## (ii) Interest in the Shares of Associated Corporations (ii) 於相聯法團股份的權益

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares held 所持股份數目	Approximate percentage of shareholding 股權概約百分比
Mr. Wei Shaojun 魏少軍先生	Longevity Investment Holding Limited	Beneficial owner 實益擁有人	1(L)	100%
Mr. Wei Shaojun 魏少軍先生	Harvest Oak Holdings Limited	Beneficial owner 實益擁有人	1(L)	100%
Mr. Wei Shaojun 魏少軍先生	Lightway Power Holdings Limited	Beneficial owner 實益擁有人	1(L)	100%

Note: The letter "L" denotes the long position in Shares.

附註：字母「L」表示於股份的好倉。

Save as disclosed above and save for the share options as set out under the section headed "Share Option Scheme", as at 31 December 2019, none of the Directors or chief executive of the Company had any interests or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者及載於「購股權計劃」一節中之購股權外，於二零一九年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第352條規定須登記於該條所述登記冊的權益或淡倉，或根據標準守則規定須知會本公司及聯交所的權益或淡倉。

## REPORT OF DIRECTORS

## 董事會報告

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

## 主要股東及其他人士於本公司股份及相關股份中擁有的權益及淡倉

As at 31 December 2019, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company as disclosed above) had interests or short positions in Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register to be kept by the Company under section 336 of the SFO:

於二零一九年十二月三十一日，就董事所知，下列人士（非上文所披露的本公司董事或主要行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條記錄於本公司須存置的登記冊的權益或淡倉：

## (i) Long Position in the Shares and underlying Shares

## (i) 於股份及相關股份的好倉

Name of Substantial Shareholder	Capacity/Nature of interest	Number of Shares/ underlying Shares held 所持股份／ 相關股份數目	Approximate percentage of shareholding 股權概約百分比
主要股東名稱	身份／權益性質		
Longevity Investment Holding Limited	Beneficial owner <sup>(1)</sup> 實益擁有人 <sup>(1)</sup>	422,872,512(L)	28.48%
BNP Paribas Singapore Trust Corporation Limited	Trustee <sup>(1)</sup> 受託人 <sup>(1)</sup>	422,872,512(L)	28.48%
King River Developments Limited	Interest of controlled corporation <sup>(1)</sup> 受控制法團權益 <sup>(1)</sup>	422,872,512(L)	28.48%
Lightway Power Holdings Limited	Beneficial owner <sup>(2)</sup> 實益擁有人 <sup>(2)</sup>	465,066,756(L)	31.32%
Global Capital Alliance Limited	Interest of controlled corporation <sup>(2)</sup> 受控制法團權益 <sup>(2)</sup>	465,066,756(L)	31.32%

Notes:

附註：

- King River Developments Limited is deemed to be interested in 422,872,512 Shares through its control over Longevity Investment Holding Limited and BNP Paribas Singapore Trust Corporation Limited is deemed to be interested in 422,872,512 Shares through its control over King River Developments Limited, and Mr. Wei Shaojun is deemed to be interested in 422,872,512 Shares as a founder of the discretionary trust.

- King River Developments Limited被視為透過其於Longevity Investment Holding Limited的控制權於422,872,512股股份中擁有權益，及BNP Paribas Singapore Trust Corporation Limited被視為透過其於King River Developments Limited的控制權於422,872,512股股份中擁有權益，而魏少軍先生（作為酌情信託成立人）被視為於422,872,512股股份中擁有權益。

## REPORT OF DIRECTORS

### 董事會報告

2. Such 465,066,756 Shares are beneficially owned by Lightway Power Holdings Limited, which was incorporated in the Cayman Islands. Lightway Power Holdings Limited was wholly-owned by Global Capital Alliance Limited, which was incorporated in the British Virgin Islands and is directly and wholly-owned by Mr. Wei Shaojun.
3. The letter "L" denotes the long position in Shares.

Save as disclosed above, and as at 31 December 2019, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

## SIGNIFICANT LEGAL PROCEEDINGS

On 29 March 2019, Beijing Longguang, an indirect wholly-owned subsidiary of the Company, exercise the Put Option. As Shengli Oilfield Lifeng has not paid the Consideration of RMB60,000,001 under the Put Option, in order to protect the interest of the Group, Beijing Longguang initiated legal proceedings at the Beijing's Second Intermediate People's Court in November 2019 against, among others,: (i) Shengli Oilfield Lifeng to pay the Consideration plus the related penalty and legal fees etc.; and (ii) Hailifeng to bear the joint liability for the above-mentioned payment obligations of Shengli Oilfield Lifeng. Beijing Longguang has applied for and the court has completed the preservation measures for the relevant properties of Shengli Oilfield Lifeng and Hailifeng.

For details, please refer to the announcement of the Company dated 13 December 2019.

The Group provided loans to third parties in the course of its business under payment arrangements for potential acquisition transactions. Due to credit deterioration of loans to third parties during the second half of the year ended 31 December 2019, the Group filed lawsuits against the relevant third parties, as appropriate, one of which involved the principal amount of about RMB25,000,000.

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

2. 該等465,066,756股股份由在開曼群島註冊成立之Lightway Power Holdings Limited實益擁有。Lightway Power Holdings Limited由在英屬處女群島註冊成立並由魏少軍先生直接全資擁有之Global Capital Alliance Limited全資擁有。
3. 字母「L」表示於股份的好倉。

除上文所披露者外，及於二零一九年十二月三十一日，本公司並無獲任何人士（本公司董事或主要行政人員除外）告知彼於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條規定須登記於該條例所述登記冊的權益或淡倉。

## 重大法律程序

二零一九年三月二十九日，本公司間接全資附屬公司北京隆光行使了認沽期權。因勝利油田利豐一直未向本集團支付人民幣60,000,001元的代價，為保護本集團利益，北京隆光於二零一九年十一月向北京市第二中級人民法院提起訴訟，（其中包括）起訴：(i)勝利油田利豐須支付代價及相關違約金、律師費等；及(ii)海利豐須對勝利油田利豐的上述付款義務承擔連帶責任。並北京隆光已申請，且法院已完成對勝利油田利豐及海利豐相關財產的保全措施。

詳情請參閱本公司日期為二零一九年十二月十三日之公告。

本集團於過往業務開展過程中按潛在收購交易的付款安排向第三方提供貸款。由於向第三方提供的貸款於截至二零一九年十二月三十一日止年度下半年出現信用惡化，本集團視情況對相關第三方提起了訴訟，其中一筆涉及本金金額約人民幣25,000,000元。

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



## REPORT OF DIRECTORS

### 董事會報告

## PERMITTED INDEMNITY PROVISION

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

## AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee"), comprising the three independent non-executive Directors, has reviewed the Group's consolidated financial statements for the year ended 31 December 2019 together with the management and the external auditor of the Company. The Audit Committee is of the opinion that such statements have complied with the applicable accounting standards, and the disclosures required by the Stock Exchange and other relevant legal requirements, and that adequate disclosures have been made.

## CORPORATE GOVERNANCE

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

## SUFFICIENCY OF PUBLIC FLOAT

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

## 許可彌償條文

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

## 審核委員會

本公司審核委員會（「審核委員會」）由三名獨立非執行董事組成，其已與本公司管理層及外部核數師審閱本集團截至二零一九年十二月三十一日止年度的綜合財務報表。審核委員會認為，該等報表已符合適用會計準則以及聯交所的披露要求及其他相關法律規定，並已作出充分披露。

## 企業管治

有關本公司所採納企業管治常規的主要資料載於本年報「企業管治報告」一節。

## 足夠公眾持股量

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



## REPORT OF DIRECTORS 董事會報告

### AUDITOR

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

By order of the Board

**Wei Qiang**

*Chairman and Chief Executive Officer*

Hebei Province, the PRC, 30 March 2020

### 核數師

於本報告期間根據國際財務報告準則編製的綜合財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所將退任，並符合資格及願意於本公司應屆大會上獲續聘。

承董事會命

*主席兼行政總裁*

**魏強**

中國河北省，二零二零年三月三十日

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### DIRECTORS

#### Executive Directors

**Mr. Wei Qiang**, aged 37, joined the Company as an executive Director, the chief executive officer of the Company and a member of the Remuneration Committee on 11 November 2015. On 29 June 2017, Mr. Wei Qiang was appointed as the chairman of the Board and chairman of the Nomination Committee of the Board. Mr. Wei Qiang has around 12 years of work and management experiences in the clean energy industry. Mr. Wei Qiang is the founder and controlling shareholder of Lightway Green Energy, which mainly engage in businesses of production and sales of photovoltaic components. Mr. Wei Qiang has also been serving as a director of a rural bank initiated by Chengdu Rural Commercial Bank since 2013. From August 2018 to October 2019, Mr. Wei Qiang was the president of Longjitaihe Holding Group and head of the real estate business division of Longjitaihe Property. From 2003 to 2006, Mr. Wei Qiang studied at the University of Auckland in New Zealand majoring in Finance and from 2007 to 2009, studied business administration and information strategies at Tsinghua University. Mr. Wei Qiang is the son of Mr. Wei Shaojun, the ultimate controlling Shareholder of the Company and the non-executive Director.

### 董事

#### 執行董事

**魏強先生**，37歲，於二零一五年十一月十一日加入本公司擔任執行董事兼行政總裁及薪酬委員會成員。於二零一七年六月二十九日，魏強先生獲委任為董事會主席及董事會提名委員會主席。魏強先生於清潔能源行業擁有約12年的工作和管理經驗。魏強先生為光為綠色能源的創始人及控股股東，光為綠色能源主要從事光伏組件的生產和銷售。魏強先生自二零一三年起擔任由成都農村商業銀行發起的一家農村銀行的董事。從二零一八年八月至二零一九年十月，魏強先生擔任隆基泰和控股集團總裁兼隆基泰和置業房地產事業部總裁。於二零零三年至二零零六年期間，魏強先生就讀於新西蘭奧克蘭大學金融學專業，並於二零零七年至二零零九期間，兼讀了清華大學的工商管理與信息化戰略專業。魏強先生為本公司最終控股股東兼非執行董事魏少軍先生的兒子。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

**Mr. Yuen Chi Ping**, aged 41, joined the Company as an executive Director, the vice-chairman of the Board and the co-chief executive officer of the Company on 27 April 2018. Mr. Yuen is primarily responsible for the Group's strategic development; and overseeing and supervising the capital market activities, overseas investment and financing, investor relations and risk management of the Group. Mr. Yuen is a qualified lawyer in both Hong Kong and England and Wales. Mr. Yuen has over 12 years of experience practicing as a lawyer in the PRC and Hong Kong, and has extensive experience in corporate law, China-related public and private mergers and acquisitions, and capital market transactions. Mr. Yuen obtained a bachelor's degree in laws in 2001 and completed the PCLL programme in 2002 in the University of Hong Kong, then undertook his traineeship and worked as a lawyer in various leading international law firms. He worked as a special counsel in the Shanghai office of Baker & McKenzie from 2007 to 2014, responsible for the firm's securities practice in Shanghai. Mr. Yuen has been a non-executive director of Hin Sang Group (International) Holding Co. Ltd. (stock code: 6893) since July 2016; the chief executive officer and an executive director of Applied Development Holdings Limited (stock code: 519) since September 2016; a non-executive director of the China High Speed Transmission Equipment Group Co., Ltd. (stock code: 658) since December 2016, each a company listed on the Stock Exchange. Mr. Yuen has also been a director of Pok Oi Hospital (a charity organisation) since April 2017. Mr. Yuen was the chief operating officer of Fullshare Holdings Limited (stock code: 607) from October 2014 to March 2018, and an independent non-executive director of Sun Cheong Creative Development Holdings Limited (stock code: 1781) from August 2018 to August 2019, each a company listed on the Stock Exchange.

**袁志平先生**，41歲，於二零一八年四月二十七日加入本公司擔任執行董事、董事會副主席兼聯席行政總裁。袁先生主要負責本集團的策略發展，以及統籌監管本集團的資本市場活動、海外投融資、投資者關係及風險管理。袁先生為香港、英格蘭及威爾斯的合資格律師。袁先生於中國及香港擁有逾12年的執業律師經驗，並在公司法、與中國有關的公私併購，以及資本市場交易方面擁有豐富經驗。袁先生於二零零一年獲得香港大學法學學士學位，並於二零零二年完成香港大學法學專業證書課程，其後彼於多家主要的國際律師事務所進行實習培訓並擔任律師。由二零零七年至二零一四年間，彼於貝克•麥堅時律師事務所上海辦事處擔任特別顧問，負責該行在上海的證券業務。自二零一六年七月起，袁先生為衍生集團（國際）控股有限公司（股份代號：6893）的非執行董事；自二零一六年九月起，彼於實力建業集團有限公司（股份代號：519）出任行政總裁兼執行董事；自二零一六年十二月起，彼為中國高速傳動設備集團有限公司（股份代號：658）的非執行董事，以上公司均為在聯交所上市公司。自二零一七年四月起，袁先生亦出任博愛醫院（為一家慈善機構）總理。由二零一四年十月至二零一八年三月期間，袁先生於聯交所上市公司豐盛控股有限公司（股份代號：607）出任首席運營官。自二零一八年八月至二零一九年八月期間，彼為聯交所上市公司新昌創展控股有限公司（股份代號：1781）的獨立非執行董事。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

**Dr. Liu Zhengang**, aged 45, on 29 June 2017, Dr. Liu was appointed as an executive Director. Dr. Liu joined the Company as the operations vice president in November 2015. He is primarily responsible for business plans, market research, technology development and resource-pooling of the Company's smart energy business. Dr. Liu has about 16 years of technical research and management experience in the photovoltaic and clean energy industry. Dr. Liu joined Lightway Green Energy in June 2012 and was appointed as vice president of operations. From 2008 to 2012, Dr. Liu worked at the Institute of Electrical Engineering Chinese Academy of Science (中科院電工所) as a deputy research associate in solar cell technology. From 2005 to 2008, he worked as a senior engineer at Haier Group Central Research Institute (海爾集團中央研究院) in Qingdao, China. From 1998 to 2000, Dr. Liu studied a master course in Organic Chemistry at the Shandong University, and began his doctorate in advance in 2000. Dr. Liu obtained his doctorate in Inorganic Chemistry in 2003. From 2003 to 2005, Dr. Liu began researching at the School of Physics of Peking University (北京大學物理學院) as a postgraduate doctor.

### Non-executive Director

**Mr. Wei Shaojun**, aged 56 joined the Company as the chairman, an executive Director, chief executive officer and the chairman of the Nomination Committee in January 2015. Mr. Wei resigned as chief executive officer on 11 November 2015. On 29 June 2017, Mr. Wei resigned as the chairman of the Board and chairman of the Nomination Committee of the Board and was re-designated as a non-executive Director. Mr. Wei is the founder, the controlling shareholder and the chairman of Longjitaihe Industry (together with its subsidiaries collectively, the "Longjitaihe Group") which is engaged in integrated diversified industries including real estate development, commercial operations and new energy and Mr. Wei has more than 23 years of experiences in real property development business operation, business management, etc. Mr. Wei is a National Model Worker, and Peking University Post EMBA. Mr. Wei is currently serving as a director and the chairman of the board of Jiangsu Tongda Technology Co., Ltd. (Shenzhen Stock Exchange, stock code: 002576). Mr. Wei is the father of Mr. Wei Qiang, the executive Director and chief executive officer of the Company.

**劉振剛博士**，45歲，於二零一七年六月二十九日獲委任為執行董事。劉博士於二零一五年十一月加入本公司擔任營運副總裁，主要負責本公司智慧能源業務的商業規劃、市場研究、技術開發及資源整合工作。劉博士擁有約16年的光伏及清潔能源行業的技術研究及管理工作經驗。劉博士於二零一二年六月加入光為綠色能源，獲委任為運營副總裁。於二零零八年至二零一二年，劉博士任職於中科院電工所，擔任太陽能電池技術副研究員。於二零零五年至二零零八年，彼於中國青島的海爾集團中央研究院擔任高級工程師。劉博士於一九九八年至二零零零年就讀於山東大學的有機化學碩士專業，並於二零零零年提前攻讀博士學位，於二零零三年獲無機化學博士學位。二零零三年至二零零五年間，劉博士在北京大學物理學院開展博士後研究。

### 非執行董事

**魏少軍先生**，56歲，於二零一五年一月加入本公司擔任主席、執行董事、行政總裁及提名委員會主席。魏先生於二零一五年十一月十一日辭任行政總裁。於二零一七年六月二十九日，魏先生辭任董事會主席及董事會提名委員會主席，並調任為非執行董事。魏先生為隆基泰和實業（連同其附屬公司統稱「隆基泰和集團」）（為一家綜合房地產發展、商業營運及新能源等多元化產業的企業）的創始人、控股股東及董事長，並於房地產商業經營、企業管理等方面擁有超過23年的經驗。魏先生為全國勞動模範及北京大學中國企業家後EMBA。魏先生現為江蘇通達動力科技股份有限公司（深圳證券交易所，股份代碼：002576）的董事及董事長。魏先生為執行董事及本公司行政總裁魏強先生的父親。



## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

#### Independent Non-executive Directors

**Dr. Han Qinchun**, aged 61, joined the Company as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee in February 2015. Dr. Han had resigned as the member of the Nomination Committee, and was appointed as the chairman of the remuneration committee on 28 June 2016. Dr. Han is currently the president of Hong Kong International Financial Assets Market Limited. Dr. Han obtained a Doctorate degree in philosophy in urban economics and management from The University of Hong Kong in 1998. He also obtained a bachelor's degree from Xi'an University of Architecture and Technology in 1982. He has rich experience in the PRC property sector, financial investment, equity capital market and listed companies' management. He had worked in securities and investment in Bank of China International Holdings Limited, Agricultural Bank of China Securities Limited (now known as Agricultural Bank of China International Holdings Limited) and Everbright Securities Company (Hong Kong) Limited. He served as the vice-chairman and co-president and executive director of Hong Long Holdings Limited (now known as Suncity Group Holdings Limited), a listed company on the main Board of the Stock Exchange (stock code: 1383) for three years. Dr. Han has also been an independent non-executive director of Lingbao Gold Company Ltd., a listed company on the Main Board of the Stock Exchange (stock code: 3330) since March 2012, and an independent non-executive director of the Stock Exchange listed company Century Ginwa Retail Holdings Limited (stock code: 0162) since September 2019.

**Mr. Wong Yik Chung, John**, aged 53, joined the Company as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and the Remuneration Committee on 16 October 2015. Mr. John Wong Yik Chung is a qualified accountant and has over 30 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprises in the PRC. He is the founder of Vantage Group and TMF China, which provide professional outsourcing solutions to companies investing in the PRC and targeting at international customers. Mr. Wong graduated from the University of Melbourne. He is a fellow member of each of the Australian Society of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He also obtained a PRC Certificate of Independent Directorship in 2002. Over the past three years, he served as independent non-executive directors for the following companies listed on the Stock Exchange, namely KEE Holdings Company Limited (now known as China Apex Group Limited) (stock code: 2011) and Ascent International Holdings Limited (now known as China International Development Corporation Limited) (stock code: 264). He is currently serving as independent non-executive directors for the following companies which are listed on the Stock Exchange, namely EcoGreen International Group Limited (stock code: 2341), Perfect Optonics Limited (stock code: 8311), Beijing Capital Land Ltd. (stock code: 2868) and an independent non-executive director of Xinjiang Xinxin Mining Industry Co., Ltd. (stock code: 3833).

#### 獨立非執行董事

**韓秦春博士**，61歲，於二零一五年二月加入本公司擔任獨立非執行董事、審核委員會成員及提名委員會成員。韓博士於二零一六年六月二十八日辭任本公司提名委員會委員，並獲委任為薪酬委員會主席。韓博士現為港金所有有限公司總裁。韓博士於一九九八年獲香港大學城市經濟及管理專業博士學位，亦於一九八二年獲西安建築科技大學學士學位。彼在中國房地產領域、金融投資領域、股票資本市場和上市公司管理方面具有豐富經驗。彼先後在中銀國際控股有限公司、農銀證券有限公司（現農銀國際控股有限公司）、光大證券（香港）有限公司從事證券和投資工作。彼曾任聯交所主板上市公司鴻隆控股有限公司（股份代號：1383，現太陽城集團控股有限公司）副主席及聯席總裁及執行董事三年。韓博士自二零一二年三月起為聯交所上市公司靈寶黃金股份有限公司（股份代號：3330）之獨立非執行董事；自二零一九年九月起，彼為聯交所上市公司世紀金花商業控股有限公司（股份代號：0162）之獨立非執行董事。

**黃翼忠先生**，53歲，於二零一五年十月十六日加入本公司擔任獨立非執行董事、審核委員會主席、提名委員會及薪酬委員會成員。黃翼忠先生為合資格會計師，擁有逾30年審計及企業融資工作經驗，在中國商業企業具有資深經驗。彼為Vantage Group和TMF China之創始人，該等公司向投資於中國並以國際客戶為主之公司提供專業外判解決方案。黃先生於墨爾本大學畢業，為澳洲會計師公會及香港會計師公會資深會員。彼亦於二零零二年取得中國獨立董事證書。於過去三年，彼於聯交所上市公司開易控股有限公司（現中國恒泰集團有限公司）（股份代號：2011）及中璽國際控股有限公司（現中聯發展控股集團有限公司）（股份代號：264）任職獨立非執行董事。彼目前擔任以下於聯交所上市公司之獨立非執行董事，包括：中怡國際集團有限公司（股份代號：2341）、圓美光電有限公司（股份代號：8311）、首創置業股份有限公司（股份代號：2868）以及新疆新鑫礦業股份有限公司（股份代號：3833）。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

**Mr. Han Xiaoping**, aged 62, joined the Company as an independent non-executive Director, a member of the Audit Committee and the Nomination Committee on 28 June 2016. He worked as journalist in CAAC JOURNAL of the Civil Aviation Administration of China (CAAC) from 1986 to 1988. He established China Energy Net in 2000 and served as managing director since then, and he also serves as the chief writer of Energy Review, Chief Researcher of China Energy Net Research Center. He currently serves as deputy director of China Energy Research Society Distributed Energy Professional Committee, expert of China Southern Power Grid Expert Committee and expert of China Gas Strategic Development Committee. Mr. Han has been an independent non-executive director of Beijing Jingneng Clean Energy Co., Limited, a listed company on the Main Board of the Stock Exchange (stock code: 579) since October 2014; an independent non-executive director of Tianjin Tianbao Energy Co., Ltd., a listed company on the Main Board of the Stock Exchange (stock code: 1671) since April 2018; and an independent non-executive director GCL Energy Technology Co., Ltd, a listed company on the Main Board of Shenzhen Stock Exchange (stock code: 2015) since June 2019.

**韓曉平先生**，62歲，於二零一六年六月二十八日加入本公司擔任獨立非執行董事、審核委員會委員、提名委員會委員。韓先生於一九八六年至一九八八年曾為中國民航總局《中國民航報》編輯記者。彼於二零零零年創建中國能源網，並任董事總經理至今，同時擔任《能源思考》雜誌首席撰稿人和中國能源網研究中心首席研究員。彼現任中國能源研究會分佈式能源專業委員會副主任、南方電網專家委員會專家、中國燃氣戰略發展委員會專家等。自二零一四年十月起，韓曉平先生出任聯交所主板上市公司北京京能清潔能源電力股份有限公司（股份代號：579）之獨立非執行董事；於二零一八年四月起，出任聯交所主板上市公司天津天保能源股份有限公司（股份代號：1671）之獨立非執行董事；及自二零一九年六月起，彼亦出任深圳交易所主板上市公司協鑫能源科技股份有限公司（股份代號：2015）之獨立非執行董事。

## DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層

## SENIOR MANAGEMENT

At the date of this report, the senior management of the Group comprises the executive Directors above, namely, Mr. Wei Qiang, Mr. Yuen Chi Ping, Dr. Liu Zhengang and Mr. Wang Yong. The biography of Mr. Wang Yong is set out below.

**Mr. Wang Yong**, aged 42, joined the Company as the development vice president in November 2015. He is primarily responsible for the development and management of the distributed integrated energy business of the Group. Mr. Wang has over 12 years of management experience in clean energy industry. Mr. Wang joined Lightway Green Energy in January 2013 as the general manager for China. From 2010 to 2012, Mr. Wang served as the deputy general manager of product marketing at Xie Xin Solar System Company Limited in Nanjing (協鑫光伏系統有限公司). From 2007 to 2010, he served as the project director of a new energy company at ET Solar Energy Corporation (中盛光電集團) in Nanjing. From 2005 to 2007, he served as deputy general manager of Jiangsu Hui Xin Credit Consulting Co., Ltd. (江蘇匯信信用資訊有限公司) in Nanjing. Mr. Wang graduated from Southeast University in 2000 in Computer and Applications; on July 2019, Mr. Wang obtained a Master of Business Administration in School of Economics and Management, Tsinghua University.

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

## 高級管理層

於本報告日期，本集團之高級管理人員包括上述的執行董事，即魏強先生、袁志平先生、劉振剛博士，及王勇先生。王勇先生之簡歷詳見如下：

**王勇先生**，42歲，於二零一五年十一月加入本公司擔任開發副總裁，主要負責本集團分佈式綜合能源業務的開發、推廣及管理工作等。王先生擁有逾12年的清潔能源行業管理工作經驗。王先生於二零一三年一月加入光為綠色能源，任職中國區總經理。於二零一零年至二零一二年，王先生於南京擔任協鑫光伏系統有限公司產品營銷部副總經理。於二零零七年至二零一零年，彼於南京擔任中盛光電集團新能源公司項目總監。於二零零五年至二零零七年，彼於南京擔任江蘇匯信信用資訊有限公司副總經理。王先生於二零零零年畢業於東南大學的計算機及應用專業；於二零一九年七月，王先生獲得清華大學經濟管理學院工商管理碩士學位。

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

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board is pleased to present this corporate governance report in this annual report for the year ended 31 December 2019.

董事會欣然提呈截至二零一九年十二月三十一日止年度載於本年報內的此份企業管治報告。

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has complied with the code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix 14 to the Listing Rules during the Reporting Period, except for code provision A.2.1 relating to the role of chairman and chief executive officer. Details of such deviation and explanation are set out on the section headed “Chairman and Chief Executive Officer” below.

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

### 遵守企業管治守則

本集團致力維持高水平的企業管治，以保障股東權益以及提升企業價值及問責性。除了有關於主席及行政總裁角色的守則條文第A.2.1條外，本公司已於本報告期間遵守上市規則附錄十四所載的企業管治守則及企業管治報告（「企業管治守則」）的守則條文。該等偏離詳情及說明載於下文「主席及行政總裁」一節。

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

### BOARD OF DIRECTORS

#### Composition of the Board of Directors

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

#### Executive Directors

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

Mr. Yuen Chi Ping (*Vice-chairman and Co-Chief Executive Officer*)

Dr. Liu Zhengang

#### Non-executive Director

Mr. Wei Shaojun

#### Independent non-executive Directors

Dr. Han Qinchun

Mr. Wong Yik Chung, John

Mr. Han Xiaoping

### 董事會

#### 董事會的組成

董事會目前由七名董事組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事。於本報告期間及目前，董事會由以下董事組成：

#### 執行董事

魏強先生(主席兼行政總裁)

袁志平先生(副主席兼聯席行政總裁)

劉振剛博士

#### 非執行董事

魏少軍先生

#### 獨立非執行董事

韓秦春博士

黃翼忠先生

韓曉平先生

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The biographies of the Directors are set out under the section headed “Directors and Senior Management” of this annual report. Save as disclosed herein, the Directors do not have any other relationships with any Directors, senior management or substantial or controlling Shareholders of the Company.

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

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

### Functions of the Board

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

The principal functions of the Board are to:

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

董事履歷載於本年報「董事及高級管理層」一節。除於本文披露者外，董事與本公司任何董事、高級管理層或主要或控股股東概無任何關係。

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

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

### 董事會的職能

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

董事會的主要職能包括：

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



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

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

All Directors have separate access to the management and are provided with full and timely information about the conduct of the business and operation of the Group. A monthly report containing significant events and latest development of the Group was provided to all Directors. Upon request by the Board, independent professional advice will be available to the Directors to facilitate the decision-making process.

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

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

所有董事均可分別與管理層聯絡，並獲提供有關進行本集團業務及營運的完整和及時的資料。所有董事獲提供載有本集團重大事項及最近發展的月度報告。在董事會要求下，董事可取得獨立專業意見，以助作出決策。

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

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Wei Qiang, an executive Director, is both the co-chief executive officer and the chairman of the Board. Mr. Yuen Chi Ping, an executive Director, is both the vice-chairman of the Board and co-chief executive officer. According code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board is of the opinion that, with the Company now being at a stage of rapid development, the current structure could improve the Company's effectiveness and efficiency in reaching its business goals. The Board also believes that this arrangement will not be detrimental to the balance of power and authority between the chairman and the chief executive officer, while a higher ratio of non-executive Directors (including independent non-executive Directors) will enable the Board to make unbiased judgments more effectively.

## 主席及行政總裁

根據企業管治守則的守則條文第A.2.1條，主席及行政總裁的角色應有區分，並且不應由同一名人士擔任。

執行董事魏強先生為聯席行政總裁兼董事會主席。執行董事袁志平先生為董事會副主席兼聯席行政總裁。根據企業管治守則條文第A.2.1條規定，主席及行政總裁的角色應有區分，並且不應由同一名人士擔任。董事會認為，由於本公司現時處於迅速發展的階段，故此目前的架構可令本公司更有效率地達成其業務目標。董事會亦相信，目前的安排將不會令主席及行政總裁之間的權力及職權平衡受損，而非執行董事（包括獨立非執行董事）比重較高可令董事會更有效地作出無偏頗的判斷。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### DIRECTORS' SECURITIES TRANSACTIONS

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

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

#### CORPORATE GOVERNANCE FUNCTIONS

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

During the Reporting Period, the Board considered the following corporate governance matters:

- review of the compliance with the CG Code; and
- review of the effectiveness of the risk management and internal control systems of the Group through the Audit Committee.

#### 董事進行證券交易

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

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

#### 企業管治職能

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

於本報告期間，董事會考慮以下企業管治事宜：

- 檢討是否已遵守企業管治守則；及
- 透過審核委員會檢討本集團的風險管理及內部監控系統的成效。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

## INDEPENDENT NON-EXECUTIVE DIRECTORS

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

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

During the Reporting Period, Mr. Wei Qiang, the chairman of the Board, held a meeting with the independent non-executive Directors without the presence of other Directors on 29 March 2019.

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

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

## 獨立非執行董事

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

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

於本報告期間，董事會主席魏強先生已於二零一九年三月二十九日與獨立非執行董事舉行一次會議，會上並無其他董事出席。

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

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

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

## APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

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

Pursuant to the article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall be subject to retirement by rotation at least once every three years.

Mr. Wei Shaojun, Dr. Han Qinchun and Mr. Wong Yik Chung, John will retire from office as Directors at the forthcoming Meeting, and being eligible, have offered themselves for re-election.

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

### Nomination Policy

The Nomination Committee (the "**Nomination Committee**") is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors. The Company adopted a nomination policy (the "**Nomination Policy**") which can be downloaded from the Company's website. A summary of the Nomination Policy is set out below:

#### 1. Purpose

To ensure that Board members have the skills, experiences and diverse perspectives needed by the Company's business.

## 董事委任及重選

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

根據章程第108(a)條，在每屆股東週年大會上，當時在任的三分之一董事(或若其人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須最少每三年輪席退任一次。

魏少軍先生、韓秦春博士及黃翼忠先生將於應屆大會上退任董事一職，並符合資格及願意膺選連任。

委任、重選及罷免董事的程序及過程載於章程。

### 提名政策

提名委員會(「**提名委員會**」)負責檢討董事會的組成，並就委任或重選董事及董事的繼任計劃向董事會提出建議。本公司採納了提名政策(「**提名政策**」)，該政策可於本公司的網站下載。提名政策概要載列如下：

#### 1. 目的

確保董事會成員具備切合本公司業務所需的技巧、經驗及多元化觀點。

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## 2. Selection Principle

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

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

These factors are for references only and excluded to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

## 3. Nomination Procedure

- 3.1 The secretary of the Nomination Committee shall call a meeting of the Nomination Committee and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.
- 3.2 For filling a casual vacancy, the Nomination Committee shall propose candidates for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting of the Company, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

## 2. 甄選準則

提名委員會在甄選建議人選時將參考以下因素：

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

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

## 3. 提名程序

- 3.1 提名委員會秘書須召開提名委員會會議，並邀請董事會成員提名人選（如有）供提名委員會開會前考慮。提名委員會亦可提名未獲董事會成員提名的人選。
- 3.2 如要填補臨時空缺，提名委員會須推薦人選供董事會考慮及批准。如要建議候選人在本公司股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。



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3.3 The nominated candidate(s) shall not assume that he/she has been proposed by the Board to stand for election at the general meeting of the Company until a circular to the Shareholders is issued.

3.4 In order to provide information of the candidate(s) nominated by the Board stand for election at general meeting of the Company, the Company will issue a circular to the Shareholders stating the candidate's name, resume (including qualifications and relevant experiences), proposed remuneration, and other information required in accordance with applicable law, rules and regulation.

3.5 For independent non-executive Director, in addition to the information listed in clause 3.4 above, the followings should also be specified in the Shareholders' circular:

- (1) Process used to identify the individual, reason why the Board considers that individual should be elected, and reason why the Board considers that individual is independent;
- (2) If the nominated independent non-executive Director will serve as a Director for the seventh (or more) public listed companies, the reason why the Board believes this individual can still devote enough time to fulfil his/her director's responsibilities;
- (3) Views and perspectives, skills and experiences that individual can bring to the Board;
- (4) How will this individual promote diversity of the Board; and
- (5) Other contents that applicable laws, regulations, listing rules and regulatory bodies required.

3.3 在直至發出股東通函前，被提名人士不可假設其已獲董事會建議在股東大會上參選。

3.4 為提供有關獲董事會提名在本公司股東大會上參選的候選人資料，本公司將會向股東發出通函，列載候選人的姓名、簡歷(包括資格及相關經驗)、建議酬金及根據適用法律、規則及規例所要求載列的其他資料。

3.5 對獨立非執行董事，除上述第3.4條所列資料外，在股東通函中還應該列明以下資料：

- (1) 用以物色該名人士的流程、董事會認為應選任該名人士的理由，以及董事會認為該名人士屬獨立人士的原因；
- (2) 如果候任獨立非執行董事將出任第七間(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
- (3) 該名人士能為董事會帶來的觀點及角度、技能及經驗；
- (4) 該名人士如何促進董事會成員多元化；及
- (5) 適用的法律、法規、上市規則及監管機構要求列明的其他內容。

## 4. Responsibility

The ultimate responsibility for selecting and appointing Directors is shared by all Directors of the Company.

## 4. 責任承擔

甄選並委任董事的最終責任由本公司全體董事共同承擔。

## CORPORATE GOVERNANCE REPORT

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#### 5. Monitoring and Reviewing

- 5.1 The Nomination Committee is responsible for reviewing composition of the Board and succession plan of the Board, and conduct a review annually.
- 5.2 The Nomination Committee should regularly monitor and review formal procedures for the Nomination Policy to ensure that the Nomination Policy is tailored to the needs of the Company and reflects current regulatory requirement and good governance practices.

## THE BOARD COMMITTEES

### (1) Audit Committee

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

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

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

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

- reviewed the unaudited interim results for the six months ended 30 June 2019 and the audited annual results for the year ended 31 December 2018, discussed the interim results and annual results with external auditors (in the absence of the management of the Company), and formed the opinion that the relevant financial statements have been prepared in accordance with the applicable accounting standards and regulation, and that adequate disclosures have been made;

#### 5. 監察及檢討

- 5.1 提名委員會負責檢討董事會的組成，審議董事會成員的繼任計劃，並每年做出一次檢討。
- 5.2 提名委員會應定期監察及檢討提名政策的正式程序，確保提名政策切合本公司的需要，同時反映當前監管的規定及良好的企業管治常規。

## 董事會委員會

### (1) 審核委員會

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

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

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

於本報告期間，審核委員會舉行了三次會議並主要履行下列職務：

- 審閱截至二零一九年六月三十日止六個月的未經審核中期業績及截至二零一八年十二月三十一日止年度的經審核年度業績、與外聘核數師商討該等中期業績及年度業績(本公司管理層避席)，並認為相關財務報表的編製符合適用會計準則及規定，且作出充分披露；

## CORPORATE GOVERNANCE REPORT

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- reviewed and assessed the independence of external auditors, reviewed and approved the remuneration and the terms of engagement of the Company's auditor; and reviewed and made recommendations to the Board on the re-appointment of the Company's auditor; and
- reviewed the effectiveness of risk management and the internal control systems of the Group.

#### Auditor's Remuneration

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

Type of Services 服務種類		The year of 2019 二零一九年 RMB'000 人民幣千元	The year of 2018 二零一八年 RMB'000 人民幣千元
Audit services 核數服務		2,200	2,500
Non-audit services 非核數服務		—	—
Total 總計		2,200	2,500

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

## (2) Remuneration Committee

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

The primary duties of the Remuneration Committee are to make recommendations to the Board on the remuneration of the Directors and senior management.

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

- 檢討及評估外聘核數師的獨立性，審閱並批准本公司核數師之薪酬及委聘條款，以及審閱續聘本公司核數師，並就此向董事會提供建議；及
- 審閱本集團風險管理及內部監控系統之有效性。

#### 核數師的薪酬

於本報告期間，向本公司獨立核數師羅兵咸永道會計師事務所就其核數及非核數服務已付或應付的薪酬如下：

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

## (2) 薪酬委員會

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

薪酬委員會的主要職責為就董事及高級管理層的薪酬向董事會提供推薦建議。

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

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

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

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

- reviewed the remuneration policies of the Group for 2019 and reviewed the remuneration package for executive Directors and the senior management personnel;
- assessed the vesting of the share options granted by the Company in previous years; and
- discussed and made recommendations to the Board on the Chief Executive and Co-Chief Executive's salary adjustments.

For the Reporting Period, remuneration of the senior management of the Company (whose biographies are set out in the section headed "Directors and Senior Management" of this annual report), other than Directors as disclosed in note 37 to the audited consolidated financial statements in this annual report, is within the following band for each person:

Remuneration Band 薪酬範圍		The year of 2019 二零一九年 Number of Individuals 人數	The year of 2018 二零一八年 Number of Individuals 人數
HK\$1,000,000 to HK\$2,000,000	1,000,000港元至2,000,000港元	1	1

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

於本報告期間，薪酬委員會舉行了一次會議、通過兩份書面決議案並主要履行下列職務：

- 檢討本集團於二零一九年的薪酬政策及檢討執行董事及高級管理人員的薪酬待遇；
- 對本公司之前年度授予的購股權歸屬事宜進行考核評估；及
- 對行政總裁及聯席行政總裁薪酬調整事宜進行商討及向董事會提出建議。

於本報告期間，除本年報經審核綜合財務報表附註37所披露的董事外，本公司高級管理層（其履歷載於本年報「董事及高級管理層」一節）各人的薪酬介乎以下範疇：

### (3) Nomination Committee

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

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

### (3) 提名委員會

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

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

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

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

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

- reviewed the structure, composition of the Board and the Board diversity policy;
- made recommendations regarding the re-election of retiring Directors at the 2019 annual general meeting; and
- assessed the independence of independent non-executive Directors.

### Board Diversity Policy

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

#### 1. Selection Criteria

Selection will be based on a range of diversity, including but not limited to gender, age (has to be aged 18 or older), cultural and educational background, professional experiences, skills, knowledge and management experiences. When appointing Board members, the principle is to comply with Company’s development, and the benefit of diversity of Board members should also fully taken into account.

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

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

於本報告期間，提名委員會舉行了一次會議並主要履行下列職務：

- 檢討董事會的架構、組成及董事會多元化政策；
- 就於二零一九年股東週年大會上重選退任董事提出建議；及
- 評估獨立非執行董事的獨立性。

### 董事會多元化政策

本公司明白並深信董事會成員多元化對提升其表現素質有利。為達致可持續的均衡發展，本公司認為董事會成員多元化對支持本公司戰略的實現及可持續的均衡發展裨益良多。董事會所有委任均以用人唯才為原則，並在考慮人選時按適當準則充分顧及董事會成員多元化的裨益。採納的董事會多元化政策（「**多元化政策**」）旨在列載董事會為達致成員多元化而採取的方針。多元化政策概要載列如下：

#### 1. 甄選準則

甄選人員將按一系列多元化範圍為基準，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、專業經驗、技能、知識及管理經驗。在董事會成員的任命方面，以符合本公司發展的戰略為原則，並充分顧及董事會成員多元化的裨益。



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#### 2. Measurable Objectives

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

#### 3. Monitoring and Reporting

The Nomination Committee will report composition of the Board on diversification prospect (including gender, age, cultural and educational background, professional experiences, skills, knowledge and management experiences) in the "Corporate Governance Report" and monitor implementation of the Diversity Policy.

#### 4. Review of the Diversity Policy

The Nomination Committee will review the Diversity Policy in a timely manner to ensure that the Diversity Policy is effective. The Nomination Committee will discuss any amendments that need to be made and then propose amendments to the Board for approval.

#### 5. Disclosure of the Diversity Policy

The Diversity Policy is posted on the website of the Company for public review.

The summary of the Diversity Policy and measurable objectives and compliance schedules established to implement the Diversity Policy will be disclosed annually in the Corporate Governance Report.

For the implementation of the Board Diversity Policy, the following measurable objectives have been adopted:

- (a) in terms of age, the average age of Directors is 50.7, including one Director aged 30-40, two Directors aged 41-50, and four Directors aged above 50;
- (b) in terms of professional background, the occupational backgrounds and professional skills of three executive Directors cover finance, law and clean energy and have more than ten years of experience in their industry. The non-executive Director has more than 20 years of experience in corporate management. The occupational backgrounds and professional skills of the independent non-executive Directors cover professional accountants, investment and financing and clean energy and have more than 20 years of experience in their industry;

#### 2. 可計量目標

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

#### 3. 監察及匯報

提名委員會將在「企業管治報告」內匯報董事會在多元化層面的組成（包括性別、年齡、文化及教育背景、專業經驗、技能、知識及管理經驗），並監察多元化政策的執行。

#### 4. 檢討多元化政策

提名委員會將在適當時候檢討多元化政策，以確保多元化政策行之有效。提名委員會將會討論任何須作出的修訂，再向董事會提出修訂建議，由董事會審批。

#### 5. 多元化政策的披露

多元化政策登載在本公司網站供公眾查閱。

多元化政策概要及為執行本政策而制定的可計量目標和達標進度將每年在企業管治報告內披露。

就實施董事會多元化政策而言，以下可計量目標已被採納：

- (a) 從年齡來看，董事平均年齡50.7歲，其中30-40歲之間的一位，41-50歲之間的二位，50歲以上的四位；
- (b) 從專業背景來看，三位執行董事的工作背景、專業技能涵蓋金融、法律、清潔能源等方面，在其所在行業領域擁有超過十年以上的工作經驗；非執行董事在企業管理方面擁有超過二十年以上的工作經驗；獨立非執行董事的工作背景、專業技能涵蓋專業會計師、投融資、清潔能源等方面，在所在行業擁有超過20年以上的工作經驗；

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- (c) in terms of a regional perspective, the background of the Directors covers Hong Kong and Mainland China with different cultural backgrounds; and
- (d) at least 1/3 of the Board members are independent non-executive Directors.

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

- (c) 從區域來看，董事背景涵蓋香港及中國大陸，並來自不同文化背景；及
- (d) 至少1/3董事會成員為獨立非執行董事。

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

## BOARD MEETING AND ATTENDANCE RECORD

### Practices and Conduct of Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and more frequently as the needs of the business demand. The Directors can attend meetings in person or by means of such telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such meeting shall constitute presence in person at such meetings in accordance with Article 133 of the Articles of Association.

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

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

## 董事會會議及出席紀錄

### 常規及召開會議

本公司的董事會每年至少定期舉行四次會議，亦會按業務需求增加次數。根據本公司章程第133條，董事可親身或透過電話、電子或讓所有與會人士可同時及即時互相溝通的其他通訊方式出席會議，而參加有關會議應構成親身出席。

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

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

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## Meetings held and Attendance

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

## 已舉行的會議及出席

於本報告期間，董事會舉行了八次董事會會議。董事會及委員會組成以及本報告期間董事會會議、委員會會議及股東大會的董事出席紀錄載列如下：

		Meetings attended/held 出席／舉行的會議					
Name of Directors		Board meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting	Annual general meeting	Extraordinary general meeting
董事姓名		董事會 會議	審核委員會 會議	薪酬委員會 會議	提名委員會 會議	股東週年 大會	股東特別大會
Executive Directors 執行董事							
Mr. Wei Qiang (Chairman and Chief Executive Officer)	魏強先生(主席兼 行政總裁)	5/8	N/A不適用	1/1	1/1	1/1	1/1
Mr. Yuen Chi Ping (Vice-Chairman and Co-Chief Executive Officer)	袁志平先生 (副主席兼聯席 行政總裁)	8/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Dr. Liu Zhengang	劉振剛博士	8/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Non-executive Director							
Mr. Wei Shaojun	魏少軍先生	2/8	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Independent Non-executive Directors							
Dr. Han Qinchun	韓秦春博士	8/8	3/3	1/1	N/A 不適用	1/1	1/1
Mr. Wong Yik Chung, John	黃翼忠先生	8/8	3/3	1/1	1/1	1/1	1/1
Mr. Han Xiaoping	韓曉平先生	7/8	2/3	N/A 不適用	1/1	1/1	1/1

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## INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Upon their appointments, Directors are advised on the legal and other duties and obligations they have as directors of a listed company. Each newly appointed Director receives a comprehensive induction package designed to enhance his/her knowledge and understanding of the Group's culture and operations. Discussion sessions with key management personnel are also held.

During the year ended 31 December 2019, we have arranged trainings which were presented by professional firms to the Directors. Through the course of their directorship, the company secretary of the Company also from time to time updated and provided written training material relating to the roles, functions and duties of a director and all the aforesaid Directors studied such materials. All Directors are also encouraged to attend relevant training courses at the Company's expense.

We have maintained record of the continuous professional development participated by the Directors. During the year ended 31 December 2019, the current Directors received the following training with an emphasis on the role, functions and responsibilities of directors of listed companies through attending training sessions and reading materials:

## 入職及持續專業發展

董事在獲委任時獲告知作為上市公司董事所承擔的法律責任及其他職責及義務。每名新委任董事均獲得一套全面入職資料，以加深其對本集團文化及營運的知識及了解。此外，本公司還會安排新委任董事與主要管理人員交流。

於截至二零一九年十二月三十一日止年度，我們已安排專業公司向董事提供培訓。於董事擔任董事期間，本公司的公司秘書亦會不時更新並提供有關董事角色、職能及職責的書面培訓資料，而上述全體董事均已學習該等資料。本公司亦鼓勵全體董事參加相關培訓課程，費用由本公司承擔。

我們保留了董事參與持續專業發展的紀錄。於截至二零一九年十二月三十一日止年度，現任董事透過出席培訓會及閱讀材料，接受以下重點在於上市公司董事的角色、職能及職責的培訓：

Name of Director		Reading materials/ regulatory updates/ monthly reports	Attending training sessions
		閱讀材料／ 監管更新資料／ 月度報告	出席培訓會
Mr. Wei Qiang	魏強先生	✓	✓
Mr. Yuen Chi Ping	袁志平先生	✓	✓
Dr. Liu Zhengang	劉振剛博士	✓	✓
Mr. Wei Shaojun	魏少軍先生	✓	✓
Dr. Han Qinchun	韓秦春博士	✓	✓
Mr. Wong Yik Chung, John	黃翼忠先生	✓	✓
Mr. Han Xiaoping	韓曉平先生	✓	✓

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## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

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

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

## RISK MANAGEMENT AND INTERNAL CONTROL

### Risk Management Structure

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

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

## 董事就財務報表的財務報告責任

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

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

## 風險管理與內部監控

### 風險管理架構

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

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



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#### Board of Directors

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

#### Audit Committee

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

#### Management

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

#### External Teams

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

#### 董事會

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

#### 審核委員會

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

#### 管理層

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

#### 外部團隊

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

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## Risk Management Procedures

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



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

## Risk Management System

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

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

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

## 風險管理程序

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

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

## 風險管理體系

本集團的風險管理體系以三道防線為指引：

### 第一道防線 — 維持有效的內控系統（營運層面）

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

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

In 2019, the Board has reviewed the effectiveness of internal control policies and procedures, including those related to financial reporting and Listing Rules compliance and the management also conveyed confirmation of the effectiveness of the risk management and internal control systems to the Board and the Audit Committee. The Board has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions when reviewing risk management and internal control procedures.

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

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

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

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

於二零一九年，董事會已檢討內部監控政策和程序的有效性，包括財務報告及遵守《上市規則》規定的程序，而管理層亦已向董事會及審核委員會確認風險管理及內部監控系統有效性。董事會在檢討風險管理及內部監控程序時，已考慮在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。

#### 第二道防線 — 持續監察風險（風險管理層面）

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

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

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

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

For 2019, the Company outsourced the internal audit function to an external team, who has completed the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems for the Reporting Period and has reported the review results to the Audit Committee.

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

#### Principal Risks and Uncertainties

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

The key risks and uncertainties affecting the Group for 2019 are summarized below.

#### Industry and Policy Risk

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

#### 第三道防線 — 年度審閱(董事會層面)

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

於2019年，本公司將內部審核職能外判給外部團隊，彼已經完成了對本集團於本報告期間風險管理和內部控制系統的充分性和有效性的分析和獨立評估，並向審核委員會報告了審查結果。

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

#### 主要風險及不確定因素

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

於二零一九年度影響本集團的主要風險及不確定因素概述於下文。

#### 行業及政策風險

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

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#### Countermeasures:

- the management continued to focus on the overall economic and industrial policy changes and conducted analysis, research and prediction of macro-economic conditions, government policies and industrial policies and timely adjust business development strategies according to the industry and policy changes; and
- fully considered potential policy risks before undertaking new investment projects, and avoid investing in projects with uncertain policy risks.

#### Capital Risk

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

#### Countermeasures:

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

#### 應對措施：

- 管理層持續關注總體經濟及產業政策轉變，對宏觀經濟形勢、政府政策及產業政策進行分析、研究和預測，並根據行業及政策變化及時調整業務發展策略；及
- 進行新投資項目前充分考慮潛在的政策風險，避免投資於政策風險不明朗之項目。

#### 資金風險

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

#### 應對措施：

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



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#### Investment, Merger and Acquisition Risk

The Group is currently in a stage of development which needs to support business development through different investment, merger and acquisition projects. If the Group fails to fully grasp real and comprehensive conditions including operational, financial and legal conditions of the targets of the transactions, and accurately evaluate actual value of the targets of transactions, it may have to pay an exceedingly high transaction consideration, or may have to bear liabilities for merger and acquisition targets, or unable to recover investment funds in a timely manner, or bear the risk of failure in investment, merger and acquisition.

##### Countermeasures:

- formed a professional team for investment, merger and acquisition, established a sound investment, merger and acquisition system and work flow, and implemented strict investment decision-making procedures through comprehensive review of internal and external experts to lower the Group's risk of decision errors;
- conducted full financial, legal, technical and market due diligence investigation for potential merger and acquisition projects to control project risks and avoid merger and acquisition traps;
- in addition to stringent internal review, the Group appointed professional evaluation institutions to conduct value assessment on merger and acquisition projects, so as to verify whether the transaction consideration is reasonable or not; and
- after completing projects for merger and acquisition, the Group strengthened its capabilities on project integration as well as regularly supervised and inspected its operation, financial and other comprehensive performance in order to assess whether it reaches the Group's investment targets, and adopted corresponding measures in time depending on actual conditions, so as to minimise the Group's investments risk.

#### 投資併購風險

本集團現時處於發展階段，需要透過各種項目的投資併購以支持業務發展，假若本集團未有充分掌握交易目標之真實營運、財務、法務等綜合情況，以及準確評估交易目標之實際價值，或會因而付出過高的交易代價，或需要為併購目標承擔其負債，或出現投資款項不能及時收回，或承擔投資併購失敗之風險。

##### 應對措施：

- 搭建專業的投資併購團隊，制定完善的投資併購制度和工作流程，通過內外部專家綜合評審的方式實行嚴格的投資決策程序，盡量降低決策失誤風險；
- 對於潛在的併購項目，進行充分的財務、法務、技術及市場等全方位的盡職調查，把控項目風險，盡量避免併購陷阱；
- 除內部的嚴格評審外，委任外部專業評估機構，對併購項目進行價值評估，核實交易作價是否合理；及
- 對已併購項目，加強項目整合能力，並定期監督和檢查其運營、財務及其他綜合表現，評估其是否達到本集團之投資目標，並視情況及時採取相應措施，盡量降低投資風險。

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#### Integrated Management and Control Risks

The support of well-developed organisational and governance structure is necessary for the Group's business development. In addition, the management needs to review and improve the organisational and governance structure at all times to adapt to the changes as a result of changes in the organisational structure brought about by new merger and acquisition business. If the organisational structure, functions orientation and capacity of integrated management and control could not support the development need of the Group, its capacity of realising the operational and strategic targets would be affected.

Countermeasures:

- the management regularly reviewed development of business, optimised legal person governance structure and regularly assessed and reviewed the Group's organisational structure and each function's orientation;
- reviewed new investment, mergers and acquisitions business in time, and formulated appropriate monitoring and internal control procedures for new business, so that they are connected with current business appropriately; and
- set up appropriate monitoring structures and regularly reviewed effectiveness of the Group's risk management and internal control through external internal control advisor.

#### 綜合管控風險

本集團業務發展過程中需要完善的組織及管治架構支持，及因併購新業務帶來組織架構的變化，管理層需要時刻檢討及完善組織和管治架構，以適應變化。如果本集團的組織架構、職能定位及綜合管控能力無法支撐本集團的發展需要，將影響本集團實現其經營及戰略目標的能力。

應對措施：

- 管理層定期檢討業務發展的情況，完善法人治理結構，定期評估、檢討本集團的組織架構及各職能定位；
- 及時檢討新的投資併購業務，並針對新業務制定合適的監控及內控程序，使之與現有業務適當地對接；及
- 設置適當的監控架構，通過外部的內控顧問，定期檢討本集團風險管理及內部控制之有效性。

#### INSIDE INFORMATION MANAGEMENT

The Group's procedure and internal control measures regarding the handling and dissemination of inside information are listed below:

- The Group is aware of its obligations under the disclosure requirements under the Listing Rules and the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission in June 2012. The overriding principle is for the Group to make an announcement as soon as any inside information comes to the attention of the Group or the Group makes any decision based on such information.

#### 內幕消息管理

以下列出本集團對於有關處理及發放內幕消息的程序和內部監控措施：

- 本集團明白其根據上市規則項下的披露規定及證券及期貨事務監察委員會於二零一二年六月頒佈的「內幕消息披露指引」所須履行的責任，首要原則是本集團一旦知悉任何內幕消息或其在就有關消息作出任何決定後須儘快作出公佈。

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- The Company has formulated its own Guidelines on Management and Disclosure of Inside Information in accordance with the Listing Rules and the Guidelines on Disclosure of Inside Information, clarifying the organization for managing inside information within the Company and the processes for reporting and disclosing inside information, and ensuring that Board members, the senior management personnel and specific executive personnel with access to price-sensitive and/or inside information by reason of their position or employment at the Company or its subsidiaries are in strict compliance with the relevant regulations and guidelines.
- By way of financial reports, announcements and its website, the Group discloses information to the public in an extensive and non-exclusive manner to implement and disclose its fair disclosure policy.
- In the course of communicating with any organization or individual regarding the Company's operating condition, financial condition and other operating developments in a variety of formats, including presentations on results, analyst presentations, roadshows and the reception of investors for their research purposes, the Company designates a specific executing entity for information disclosure.
- The Company has formulated its Confidentiality Protocol, expressly prohibiting any unauthorized use of confidential information or inside information. At the same time, staff members are required to sign a confidentiality agreement during induction, which means they are expected to take upon themselves the duty of confidentiality when they start their job.
- 本公司已根據上市規則及內幕消息披露指引制定本公司的《內幕消息管理及披露指引》，明確了本公司的內幕消息管理機構、內幕消息的匯報及披露流程，並確保本公司及附屬公司因職位或受僱關係而能夠取得價格敏感及／或內幕消息的董事會成員、高級管理人員及特定的行政人員嚴格遵守相關規定及指引。
- 本集團透過財務報告、公告及其網站等途徑，向公眾廣泛及非獨家地披露資料，以實施及披露其公平披露政策。
- 本公司通過業績說明會、分析師會議、路演、接受投資者調研等形式就本公司的經營狀況、財務狀況及其他公司經營情況與任何機構和人士進行溝通時，指定專門的資料披露執行主體。
- 本公司已制定《保密條例》，明確嚴禁未經授權使用機密或內幕消息，同時員工入職時即需簽訂《保密協議》，要求員工從入職開始承擔相關保密責任。

## COMPANY SECRETARY

Ms. Zou Yanhong (“**Ms. Zou**”) and Ms. Ng Ka Man (“**Ms. Ng**”) were the joint company secretaries of the Company. As Ms. Zou has acquired the relevant experiences to act as the company secretary of the Company as required by Rule 3.28 of the Listing Rules, Ms. Zou officially serves as the sole company secretary of the Company with effect from 1 October 2019. Simultaneously, Ms. Ng resigned as the joint company secretary on the same date. For details, please refer to the announcement of the Company dated 24 September 2019.

## 公司秘書

鄒燕紅女士(「**鄒女士**」)及吳嘉雯女士(「**吳女士**」)為本公司的聯席公司秘書。由於鄒女士已符合上市規則第3.28條項下擔任本公司唯一公司秘書的資格，自二零一九年十月一日起，鄒女士正式擔任本公司唯一公司秘書，同時，吳女士於同一天起辭任聯席公司秘書。詳情請參閱本公司日期為二零一九年九月二十四日之公告。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

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

For the year ended 31 December 2019, Ms. Zou has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

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

截至二零一九年十二月三十一日止年度，鄒女士已根據上市規則第3.29條參加不少於15小時的相關專業培訓。

## INVESTORS AND SHAREHOLDERS RELATIONS

The Board recognizes the importance of maintaining clear, timely and effective communication with the Shareholders and the investors. The Board also recognises that effective communication with the investors is the key to establish investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure that the investors and the Shareholders receive accurate, clear, comprehensive and timely information of the Group by the publication of financial reports, announcements, circulars and other corporate communications on the websites of the Stock Exchange and the Company. The Company's website ([www.longitech.hk](http://www.longitech.hk)) has been set up as a channel to provide information of the Company to the Shareholders and potential investors and to communicate with them directly and effectively. Shareholders are welcomed to make enquiry to the Board or make request for the Company's information to the extent such information is publicly available.

The Board shall maintain an on-going dialogue with Shareholders and the investment community. Shareholders are also encouraged to attend the annual general meeting and other general meetings that may be convened by the Company, for which notices will be served for an adequate period in accordance with the Listing Rules and the Articles of Association of the Company. The Directors will be available to answer Shareholders' questions at the general meetings.

## 投資者及股東關係

董事會認同與股東及投資者保持清晰、及時而有效溝通的重要性。董事會亦認同與投資者進行有效溝通是建立投資者信心及吸引新投資者的關鍵所在。因此，本集團致力保持高透明度，確保投資者及股東通過聯交所及本公司網站所刊發的財務報告、公告、通函及其他企業通訊獲得有關本集團準確、清晰、完整而及時的資料。本公司已設立網站([www.longitech.hk](http://www.longitech.hk))，作為向股東及潛在投資者提供本公司資訊，以及與彼等直接有效溝通的渠道。本公司歡迎股東向董事會作出查詢或要求提供本公司可向公眾公開的資料。

董事會將與股東及投資大眾保持持續溝通。歡迎股東參與本公司召開的股東週年大會及其他股東大會，大會通告將根據上市規則及本公司組織章程細則於充分的期間內發出。董事將於股東大會為股東解答疑問。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

## SHAREHOLDERS' RIGHTS

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

At any general meetings, a resolution put to vote of the meeting shall be decided by way of a poll except where a show of hands is allowed under the Listing Rules and the results of voting by poll will be declared at the meeting and published on the websites of the Stock Exchange and the Company respectively pursuant to the Listing Rules. At the annual general meeting of the Company held on 30 May 2019, all resolutions, including the approval of the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2018, were passed by poll by the Shareholders.

### Convening of extraordinary general meeting and putting forward proposals

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

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

## 股東權利

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

在任何股東大會上，除非上市規則允許以舉手方式表決，否則提呈大會的決議案將以投票方式表決，而投票表決結果將於會上宣佈，以及根據上市規則分別於聯交所及本公司網站公佈。於二零一九年五月三十日舉行的本公司股東週年大會上，股東以投票方式通過全部決議案（包括批准本公司及本集團截至二零一八年十二月三十一日止年度的經審核綜合財務報表）。

### 召開股東特別大會及提呈建議

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

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





## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could email their enquiries to [investor@longitech.hk](mailto:investor@longitech.hk).

#### 向董事會查詢

股東如欲向董事會提出有關本公司的查詢，可將問題電郵至 [investor@longitech.hk](mailto:investor@longitech.hk)。

#### CHANGE IN CONSTITUTIONAL DOCUMENTS

During the Reporting Period, there is no significant change in constitutional documents of the Company.

#### 章程文件的變更

於本報告期間，本公司的章程文件概無任何重大變更。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



羅兵咸永道

To the Shareholders of LongiTech Smart Energy Holding Limited  
(incorporated in the Cayman Islands with limited liability)

致隆基泰和智慧能源控股有限公司股東  
(於開曼群島註冊成立的有限公司)

### OPINION

#### What we have audited

The consolidated financial statements of LongiTech Smart Energy Holding Limited (the "Company") and its subsidiaries (the "Group") set out on pages 103 to 215, which comprise:

- the consolidated balance sheet as at 31 December 2019;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 意見

#### 我們已審計的內容

隆基泰和智慧能源控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第103至215頁的綜合財務報表，包括：

- 於二零一九年十二月三十一日的綜合資產負債表；
- 截至該日止年度的綜合損益表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

#### 我們的意見

我們認為，該等綜合財務報表已根據國際財務報告準則(「國際財務報告準則」)真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

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## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



## BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

### Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

## KEY AUDIT MATTERS

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

## 羅兵咸永道

## 意見的基礎

我們已根據國際審計準則(「國際審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 獨立性

根據國際會計師職業道德準則理事會頒佈的會計師職業道德守則(「道德守則」)，我們獨立於貴集團，並已履行道德守則中的其他職業道德責任。

## 關鍵審計事項

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

## INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



## 羅兵咸永道

Key audit matters identified in our audit are summarised as follows:

- Recoverability of trade receivables
- Recoverability of financial assets at amortised cost

我們在審計中識別的關鍵審計事項概述如下：

- 應收賬款的可收回性
- 按攤銷成本計量的金融資產的可收回性

## Key Audit Matter

## 關鍵審計事項

## How our audit addressed the Key Audit Matter

## 我們的審計如何處理關鍵審計事項

## Recoverability of trade receivables

## 應收賬款的可收回性

Refer to note 26 Trade and other receivables to the consolidated financial statements.

請參閱綜合財務報表附註26應收賬款及其他應收款項。

As at 31 December 2019, the gross carrying amount of trade receivables amounted to RMB339,124,000, with loss allowance amounting to RMB187,467,000.

於二零一九年十二月三十一日，應收賬款的賬面總值為人民幣339,124,000元，已計提的虧損撥備為人民幣187,467,000元。

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

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

We performed the following procedures in respect of management's assessment on recoverability of trade receivables:

我們針對管理層對應收賬款的可收回性的評估執行了以下程序：

- We understood and evaluated relevant controls in place on granting credit to third parties and on management's assessment on the recoverability of trade receivables.
- 我們瞭解並評估授予第三方信用及管理層與應收賬款可收回性評估相關的控制。
- For trade receivables assessed individually, we evaluated the basis of management's assessment on expected credit losses and corroborated management's assessment against evidence gathered from procedures including reviewing debtors' historical payment records, searching for debtors' background and creditworthiness information, and reviewing debtor's available financial information and forecasted future cash flow conditions.
- 對於單項評估的應收賬款，我們評價管理層對預期信用損失進行評估的依據，並將管理層的評估與我們在執行程序時獲取的證據進行驗證，包括覆核債務人的過往付款記錄，查詢債務人的背景及信用資訊，以及覆核債務人的可用財務資料及未來現金流量預測情況。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



羅兵咸永道

#### Key Audit Matter 關鍵審計事項

#### How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

We focus on this area due to the significant balances of trade receivables as at 31 December 2019 and the uncertainty of estimation involved in management's assessment on the recoverability of trade receivables. Any changes in the circumstances of the debtors may affect the recoverability of relevant balances.

由於二零一九年十二月三十一日的應收賬款結餘重大，且管理層就應收賬款的可收回性的評估涉及估計的不確定性，因此我們關注該範疇。債務人的情況出現的任何變化可能對相關結餘的可收回性產生影響。

- For trade receivables assessed collectively by reference to the credit risk characteristics, we assessed the reasonableness of the grouping and the respective expected credit loss, by testing the accuracy of grouping and aging of trade receivables on a sample basis, recalculation of migration rate, assessing the reasonableness of expected credit loss rate by reference to historical audit experience and forward-looking information, and testing the mathematical accuracy of calculations of expected credit loss allowance.
- 對於按照信用風險特徵組合評估預期信用損失的應收賬款，我們評估組合及相應的預期信用損失的合理性。我們選取樣本測試應收賬款的組合分類及賬齡劃分的準確性，重新計算遷徙率，參考歷史審計經驗及前瞻性資訊對預期損失率的合理性進行評估，以及測試預期信用損失計算的準確性。
- We tested subsequent collections of trade receivables after the end of the reporting period on a sample basis.
- 我們選取樣本測試報告期後應收賬款的回款情況。

Based on the procedures described above, we consider management's assessment on the recoverability of trade receivables is supportable by the evidence we gathered.

根據上述程序，我們認為，所收集的證據能夠支持管理層對應收賬款可收回性所作的評估。

## INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



羅兵咸永道

Key Audit Matter  
關鍵審計事項How our audit addressed the Key Audit Matter  
我們的審計如何處理關鍵審計事項Recoverability of financial assets measured at amortised cost  
按攤銷成本計量的金融資產的可收回性

Refer to note 23 Financial assets at amortised cost to the consolidated financial statements.

請參閱綜合財務報表附註23按攤銷成本計量的金融資產。

As at 31 December 2019, the gross carrying amount of financial assets at amortised cost amounted to RMB232,811,000, with loss allowance amounting to RMB95,789,000.

於二零一九年十二月三十一日，按攤銷成本計量的金融資產賬面總值為人民幣232,811,000元，已計提的虧損撥備為人民幣95,789,000元。

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

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

We performed the following procedures in respect of management's assessment on recoverability of financial assets at amortised cost:

我們針對管理層對按攤銷成本計量的金融資產的可收回性的評估執行了以下程序：

- We understood and evaluated relevant controls in place on granting loans to third parties and on management's assessment on the recoverability of financial assets at amortised cost.
- 我們瞭解並評估授予第三方貸款及管理層與按攤銷成本計量的金融資產的可收回性評估相關的控制。
- We interviewed with the management to get knowledge of each counterparty and the status of project cooperated with or developed by the counterparties.
- 我們與管理層進行訪談，以得知各交易方的資料及與交易方合作或由其開發項目的狀況。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



羅兵咸永道

#### Key Audit Matter

##### 關鍵審計事項

We focus on this area due to the significant balances of financial assets at amortised cost as at 31 December 2019 and the assessment of the recoverability involves significant management judgements and estimates as it involves the consideration of a number of factors including historical data, especially the historical payment and default records, and forward-looking information, mainly the forecasted future cash flow conditions.

我們關注該範疇是由於二零一九年十二月三十一日的按攤銷成本計量的金融資產結餘重大，且其可收回性的評估涉及管理層的重大判斷和估計，涉及考慮多項因素包括歷史資料，特別是歷史付款記錄及違約記錄，以及前瞻性資訊，主要為預測的未來現金流量情況。

#### How our audit addressed the Key Audit Matter

##### 我們的審計如何處理關鍵審計事項

- We examined the historical data used by the Group to determine whether the credit risk has significantly increased since its initial recognition, especially historical payment and default records.
- 我們檢查貴集團使用的歷史資料，特別是歷史付款記錄及違約記錄，以確定自初始確認以來信用風險是否顯著增加。
- We interviewed with the management for the consideration of forward-looking information and corroborated management's assessment against evidence gathered from procedures including searching for debtors' background and creditworthiness information, status of legal proceedings (where applicable), reviewing debtor's available financial information and reviewing the reasonableness and computation of management's forecasted future cash flow conditions.
- 我們與管理層進行訪談，以得知其考慮的前瞻性資訊，並將管理層的評估與我們在執行審計程序時獲取的證據進行驗證，包括查詢債務人的背景及信用資訊，法律訴訟的進展（如適用），覆核債務人的可用財務資料，以及覆核管理層作出的未來現金流量狀況預測的合理性和計算的準確性。

Based on the procedures described above, we consider management's assessment on the recoverability of financial assets at amortised cost is supportable by the evidence we gathered.

根據上述程序，我們認為，所收集的證據能夠支持管理層對按攤銷成本計量的金融資產可收回性所作的評估。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



#### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### 羅兵咸永道

#### 其他信息

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



## RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Audit Committee are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

## 羅兵咸永道

### 董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照國際審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



## 羅兵咸永道

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Ping Fai.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 30 March 2020

## 羅兵咸永道

- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

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

出具本獨立核數師報告的審計項目合夥人是吳炳輝。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零二零年三月三十日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註		
Revenue	收益	5(a)	
Cost of sales	銷售成本	6	
		147,460	708,493
		(68,786)	(464,662)
<b>Gross profit</b>	<b>毛利</b>	<b>78,674</b>	<b>243,831</b>
Selling and distribution expenses	銷售及分銷開支	6	
Administrative expenses	行政開支	6	
Impairment losses on financial and contract assets	金融及合約資產的減值虧損	8	
Other income	其他收入	9	
Other gains — net	其他收益淨額	10	
		(1,740)	(22,146)
		(72,212)	(89,234)
		(316,169)	(15,761)
		585	2,107
		2,100	1,211
<b>Operating (loss)/profit</b>	<b>經營(虧損)/溢利</b>	<b>(308,762)</b>	<b>120,008</b>
Finance income	融資收入	11	
Finance expenses	融資開支	11	
		13,461	7,330
		(35,989)	(16,638)
Finance expenses — net	融資開支淨額		
Share of net profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的純利份額	20	
		(22,528)	(9,308)
		5,422	8,187
<b>(Loss)/profit before income tax</b>	<b>除所得稅前(虧損)/溢利</b>	<b>(325,868)</b>	<b>118,887</b>
Income tax credit/(expense)	所得稅收益/(開支)	12	
		64,454	(10,386)
<b>(Loss)/profit for the year</b>	<b>年內(虧損)/溢利</b>	<b>(261,414)</b>	<b>108,501</b>



## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 綜合損益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
		Notes 附註	
(Loss)/profit is attributable to:	以下應佔(虧損)/溢利：		
Owners of the Company	本公司擁有人		(264,522)107,720
Non-controlling interests	非控股權益		3,108781
			(261,414)108,501
(Loss)/earnings per share for (loss)/profit attributable to owners of the Company (RMB):	本公司擁有人應佔(虧損)/溢利的每股(虧損)/盈利(人民幣)：		
Basic (loss)/earnings per share	每股基本(虧損)/盈利	13	(0.1782)0.0821
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利	13	(0.1782)0.0820

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes. 以上綜合損益表應與隨附的附註一併閱讀。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit for the year	年內(虧損)/溢利	(261,414)	108,501
Other comprehensive income	其他全面收入		
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益的項目		
Exchange differences on translation of financial statements of overseas operations	換算海外業務財務報表所產生的匯兌差額	3,450	14,638
Other comprehensive income for the year, net of tax	年內其他全面收入，經扣除稅項	3,450	14,638
Total comprehensive (loss)/income for the year	年內全面(虧損)/收入總額	(257,964)	123,139
Total comprehensive (loss)/income for the year is attributable to:	以下應佔年內全面(虧損)/收入總額：		
Owners of the Company	本公司擁有人	(261,072)	122,358
Non-controlling interests	非控股權益	3,108	781
		(257,964)	123,139

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

以上綜合全面收益表應與隨附的附註一併閱讀。

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

At 31 December 2019 於二零一九年十二月三十一日

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Notes 附註			
<b>Assets</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Leasehold land and land use rights	租賃土地及土地使用權	—	4,254
Property, plant and equipment	物業、廠房及設備	14 477,990	498,459
Right-of-use assets	使用權資產	15 19,861	—
Intangible assets	無形資產	16 9,551	19,698
Deferred tax assets	遞延稅項資產	17 70,007	3,021
Contract assets	合約資產	18 43,738	155,440
Investments accounted for using the equity method	採用權益法入賬的投資	20 280,645	101,587
Financial assets at fair value through profit or loss	按公平值計量且其變動計入 損益的金融資產	22 —	8,762
Financial assets at amortised cost	按攤銷成本計量的金融資產	23 13,750	—
Other non-current assets	其他非流動資產	24 10,969	7,781
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>926,511</b>	<b>799,002</b>
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	25 8,755	24,480
Contract assets	合約資產	18 361,728	304,350
Trade and other receivables	貿易及其他應收款項	26 175,969	543,486
Financial assets at amortised cost	按攤銷成本計量的金融資產	23 123,272	178,513
Financial assets at fair value through profit or loss	按公平值計量且其變動計入 損益的金融資產	22 157,003	155,681
Restricted cash	受限制現金	27 66,388	1,219
Cash and cash equivalents	現金及現金等價物	28 32,228	162,917
<b>Total current assets</b>	<b>流動資產總額</b>	<b>925,343</b>	<b>1,370,646</b>
<b>Total assets</b>	<b>資產總額</b>	<b>1,851,854</b>	<b>2,169,648</b>

## CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

At 31 December 2019 於二零一九年十二月三十一日

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註		
<b>Equity and liabilities</b>	<b>權益及負債</b>		
Share capital	股本 29(a)	12,255	12,255
Reserves	儲備 29(b)	1,162,613	1,154,287
Retained earnings	保留盈餘	40,918	307,248
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>	<b>1,215,786</b>	<b>1,473,790</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>	<b>9,307</b>	<b>6,159</b>
<b>Total equity</b>	<b>權益總額</b>	<b>1,225,093</b>	<b>1,479,949</b>
<b>Liabilities</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借貸 30	235,400	534,400
Lease liabilities	租賃負債 15	12,016	—
Deferred government grants	遞延政府補貼	2,279	2,386
Deferred tax liabilities	遞延稅項負債 17	11,891	12,291
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>261,586</b>	<b>549,077</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項 31	50,184	95,041
Contract liabilities	合約負債	1,009	2,184
Current tax liabilities	即期稅項負債	11,854	10,197
Borrowings	借貸 30	299,000	33,200
Lease liabilities	租賃負債 15	3,128	—
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>365,175</b>	<b>140,622</b>
<b>Total liabilities</b>	<b>負債總額</b>	<b>626,761</b>	<b>689,699</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>1,851,854</b>	<b>2,169,648</b>

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

以上綜合資產負債表應與隨附的附註一併閱讀。

The financial statements on pages 103 to 215 were approved by the Board of Directors on 30 March 2020 and were signed on its behalf

第103頁至第215頁所載財務報表於二零二零年三月三十日經董事會批准，並由下列董事代表簽署

Wei Qiang  
魏強

Liu Zhengang  
劉振剛

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests	
		Share capital	Share premium	Statutory reserve	Share-based compensation reserve 以股份支付的報酬儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Retained earnings 保留盈餘	Total	Total equity
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2018	於二零一八年一月一日結餘	7,629	527,543	24,773	1,332	(2,177)	4,187	210,300	773,587	774,801
Comprehensive income	全面收入									
Profit for the year	年內溢利	—	—	—	—	—	—	107,720	107,720	108,501
Other comprehensive income	其他全面收入	—	—	—	—	14,638	—	—	14,638	14,638
Total comprehensive income	全面收入總額	—	—	—	—	14,638	—	107,720	122,358	123,139
Transactions with owners in their capacity as owners	與擁有人以其擁有的身份進行的交易									
Rights issue	供股	3,699	438,699	—	—	—	—	—	442,398	442,398
Placing of new shares	配售新股份	927	124,113	—	—	—	—	—	125,040	125,040
Non-controlling interests on acquisition of subsidiaries	收購附屬公司的非控股權益	—	—	—	—	—	—	—	—	4,700
Contributions of equity	權益出資	—	—	—	—	—	—	—	—	500
Dividends provided for or paid	就股息作出撥備或派付股息	—	—	—	—	—	—	—	(1,036)	(1,036)
Appropriation to statutory reserve	撥至法定儲備	—	—	10,772	—	—	—	(10,772)	—	—
Equity-settled share-based transactions	按權益結算以股份支付的交易	—	—	—	10,407	—	—	—	10,407	10,407
		4,626	562,812	10,772	10,407	—	—	(10,772)	577,845	582,009
Balance at 31 December 2018	於二零一八年十二月三十一日結餘	12,255	1,090,355	35,545	11,739	12,461	4,187	307,248	1,473,790	1,479,949

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests		Total equity
		Share capital	Share premium	Statutory reserve	Share-based compensation reserve	Exchange reserve	Other reserve	Retained earnings	Total			
		股本	股份溢價	法定儲備	以股份支付的報酬儲備	匯兌儲備	其他儲備	保留盈餘	總計	非控股權益		總權益
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		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
Balance at 1 January 2019	於二零一九年一月一日結餘	12,255	1,090,355	35,545	11,739	12,461	4,187	307,248	1,473,790	6,159		1,479,949
Comprehensive income	全面收入											
Loss for the year	年內虧損	—	—	—	—	—	—	(264,522)	(264,522)	3,108		(261,414)
Other comprehensive income	其他全面收入	—	—	—	—	3,450	—	—	3,450	—		3,450
Total comprehensive loss	全面虧損總額	—	—	—	—	3,450	—	(264,522)	(261,072)	3,108		(257,964)
Transactions with owners in their capacity as owners	與擁有人以其擁有人身份進行的交易											
Contributions of equity	權益出資	—	—	—	—	—	—	—	—	40		40
Appropriation to statutory reserve	撥至法定儲備	29(b)	—	1,808	—	—	—	(1,808)	—	—		—
Equity-settled share-based transactions	按權益結算以股份支付的交易	9(b)	—	—	3,068	—	—	—	3,068	—		3,068
		—	—	1,808	3,068	—	—	(1,808)	3,068	40		3,108
Balance at 31 December 2019	於二零一九年十二月三十一日結餘	12,255	1,090,355	37,353	14,807	15,911	4,187	40,918	1,215,786	9,307		1,225,093

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

以上綜合權益變動表應與隨附的附註一併閱讀。



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註		
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Cash generated from operations	經營所得現金	33	188,506
Interest received	收取利息		284
Income tax paid	支付所得稅		(1,274)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>187,516</b>	<b>454,666</b>
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Payments for acquisition of subsidiaries, net of cash acquired	就收購附屬公司支付款項，扣除所得現金	—	1
Payments for leasehold land and land use rights	就租賃土地及土地使用權支付款項	—	(3,077)
Payments for property, plant and equipment	就物業、廠房及設備支付款項	(17,031)	(67,169)
Payments for intangible assets	就無形資產支付款項	(121)	(7,820)
Payments for investments in associates	就投資聯營公司支付款項	(245,000)	(93,400)
Payments for financial assets at fair value through profit or loss	就按公平值計量且其變動計入損益的金融資產支付款項	—	(182,289)
Loans to related parties	貸款予關聯方	35(a)	(98,045)
Loans to third parties	貸款予第三方		(127,568)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項		2,000
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		4,311
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計量且其變動計入損益的金融資產所得款項		4,072
Repayment of loans by related parties	關聯方償還貸款		165,946
Repayment of loans by third parties	第三方償還貸款		102,850
Interest received on financial assets at amortised cost	收取按攤銷成本計量的金融資產利息		12,487
Distributions received from associate	收取聯營公司分派股息		8,597
Cash received on exercise of put option	收取認沽期權現金		7,403
Government grants received	收取政府補貼		—
(Increase)/decrease in restricted cash	受限制現金(增加)/減少		(65,169)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(245,268)</b>	<b>(471,548)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註		
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Proceeds from issuance of ordinary shares	發行普通股所得款項	—	567,438
Proceeds from equity contribution of non-controlling shareholders	非控股股東權益出資所得款項	40	500
Repayment of borrowings	償還借貸	(33,200)	(365,945)
Interest paid	支付利息	(35,879)	(40,281)
Principal elements of lease payments	租賃付款本金部分	(2,855)	—
Funds received from related parties	自關聯方收取的資金	74	8,060
Repayment of funds to related parties	償還關聯方的資金	(752)	(97,387)
Dividends paid to non-controlling interests in subsidiaries	向附屬公司的非控股權益支付股息	—	(1,036)
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)/所得現金淨額</b>	<b>(72,572)</b>	<b>71,349</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>	<b>(130,324)</b>	<b>54,467</b>
Cash and cash equivalents at the beginning of the year	於年初的現金及現金等價物	162,917	107,022
Exchange (losses)/gains on cash and cash equivalents	現金及現金等價物匯兌(虧損)/收益	(365)	1,428
<b>Cash and cash equivalents at the end of the year</b>	<b>於年末的現金及現金等價物</b>	<b>32,228</b>	<b>162,917</b>

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

以上綜合現金流量表應與隨附的附註一併閱讀。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 1 GENERAL INFORMATION

LongiTech Smart Energy Holding Limited (the “Company”) was incorporated in the Cayman Islands on 4 January 2011 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 12 January 2012.

The Company and its subsidiaries (together, the “Group”) are principally engaged in smart energy business and public infrastructure construction business. The two major shareholders of the Company are Longevity Investment Holding Limited and Lightway Power Holdings Limited. The ultimate beneficial owner of the Company is Mr. Wei Shaojun (the “controlling shareholder”).

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of preparation

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

### 1 一般資料

隆基泰和智慧能源控股有限公司(「本公司」)於二零一一年一月四日根據開曼群島公司法第22章(一九六一年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands。本公司股份於二零一二年一月十二日在香港聯合交易所有限公司主板上市。

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

### 2 重大會計政策概要

本附註提供編製該等綜合財務報表所採用的重大會計政策清單。除另有說明外，該等政策已貫徹應用於所有呈報年度。

#### 2.1 編製基準

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

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

#### 2.1.1 New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing on 1 January 2019:

- IFRS 16 Leases
- Prepayment Features with Negative Compensation — Amendments to IFRS 9
- Long-term Interests in Associates and Joint Ventures — Amendments to IAS 28
- Annual Improvements to IFRS Standards 2015 — 2017 Cycle
- Plan Amendment, Curtailment or Settlement — Amendments to IAS 19
- Interpretation 23 Uncertainty over Income Tax Treatments

The Group had to change its accounting policies as a result of adopting IFRS 16. The Group elected to adopt the new rules by recognising the cumulative effect of initially applying the new standard on 1 January 2019, which is disclosed in Note 2.2. The other amendments listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

## 2 重大會計政策概要 (續)

### 2.1 編製基準 (續)

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

#### 2.1.1 本集團採用的新準則及準則修訂

本集團於二零一九年一月一日開始的年度報告期間首次採用了下列準則及準則修訂：

- 國際財務報告準則第16號 — 租賃：
- 具有反向賠償的提前還款特徵 — 對國際財務報告準則第9號的修訂
- 聯營和合營的長期權益 — 對國際會計準則第28號的修訂
- 國際財務報告準則年度改進2015–2017年周期
- 計劃的修改、縮減或結算 — 對國際會計準則第19號的修訂
- 解釋公告第23號所得稅會計處理的不確定性

本集團因採用國際財務報告準則第16號而作出了會計政策變更。本集團選擇通過於二零一九年一月一日確認初始應用新準則的累計影響採用新準則，詳見附註2.2的披露。上述其他修訂對前期入賬金額沒有任何重大影響，預計也不會對當期或未來期間產生重大影響。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### 2.1.2 New standards and interpretations not yet adopted

The following published new accounting standards and interpretations are not mandatory for 31 December 2019 reporting periods and have not been early adopted by the Group:

		Effective for annual period commencing on or after 於當日或之後開始的年度 期間生效
IFRS 17	Insurance Contracts	1 January 2021
國際財務報告準則第17號	保險合約	二零二一年一月一日
Amendments to IAS 1 and IAS 8	Definition of Material	1 January 2020
對國際會計準則第1號及國際會計 準則第8號的修訂	重要性的定義	二零二零年一月一日
Amendments to IFRS 3	Definition of a Business	1 January 2020
對國際財務報告準則第3號的修訂	業務的定義	二零二零年一月一日
Revised Conceptual Framework for Financial Reporting		1 January 2020
財務報告的經修訂概念框架		二零二零年一月一日

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

### 2.2 Changes in accounting policies

This note explains the impact of the adoption of IFRS 16 Leases on the Group's financial statements.

As indicated in Note 2.1.1 above, the Group has adopted IFRS 16 Leases from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 January 2019. The new accounting policies are disclosed in Note 2.24.

## 2 重大會計政策概要 (續)

### 2.1 編製基準 (續)

#### 2.1.2 尚未採用的新準則及解釋公告

以下已發佈新會計準則及解釋公告於截至二零一九年十二月三十一日止的報告期間尚未生效，且並未由本集團提前採用：

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

### 2.2 會計政策變更

本附註闡釋採用國際財務報告準則第16號租賃對本集團財務報表的影響。

如上文附註2.1.1所述，本集團自二零一九年一月一日起適用國際財務報告準則第16號租賃，但是根據準則包含的具體過渡規定，並未對2018年報告期間的比較數字進行重述。因此，因新租賃準則產生的重分類及調整於二零一九年一月一日期初資產負債表內確認。關於新會計政策的披露，詳見附註2.24。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 5.39% per annum.

#### 2.2.1 Practical expedients applied

In applying IFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review — there were no onerous contracts as at 1 January 2019
- accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying IAS 17 and Interpretation 4 Determining whether an Arrangement contains a Lease.

## 2 重大會計政策概要 (續)

### 2.2 會計政策變更 (續)

因採用國際財務報告準則第16號，本集團就於前期根據國際會計準則第17號租賃歸入「經營租賃」分類的租賃確認租賃負債。本集團應以剩餘租賃付款額按二零一九年一月一日的承租人增量借款利率折現的現值計量該等租賃負債。於二零一九年一月一日，該等租賃負債適用的加權平均的承租人的增量借款年利率為5.39%。

#### 2.2.1 適用的實務變通

首次採用國際財務報告準則第16號時，本集團使用了準則允許的下列實務變通：

- 對具有合理相似特徵的租賃組合採用單一折現率
- 依賴前期關於租賃是否為虧損合同的評估，來替代減值測試 — 二零一九年一月一日不存在虧損合同
- 對於二零一九年一月一日剩餘租賃期限短於12個月的經營租賃作為短期租賃核算
- 在首次採用日計量使用權資產時扣除初始直接費用，及
- 如果合同包含續租選擇權或終止租賃選擇權，在確定租賃期時使用後見之明

本集團還選擇不在首次採用日重新評估合同是否為租賃合同或包含租賃。而對於過渡日前簽訂的合同，本集團依賴於應用國際會計準則第17號和解釋公告第4號確定一項安排是否包含租賃所作的評估。



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2 重大會計政策概要 (續)

## 2.2 Changes in accounting policies (Continued)

## 2.2 會計政策變更 (續)

## 2.2.2 Measurement of lease liabilities

## 2.2.2 租賃負債的計量

RMB'000  
人民幣千元

Operating lease commitments as at 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	26,139
Discounted using the lessee's incremental borrowing rate at the date of initial application	首次採用日使用承租人的增量借款利率進行折現	14,541
Less: short-term leases not recognised as a liability	減：未確認為負債的短期租賃	(2,936)
Less: low-value leases not recognised as a liability	減：未確認為負債的低價值租賃	(28)
Lease liability recognised as at 1 January 2019	於二零一九年一月一日確認的租賃負債	11,577
Of which are:	其中：	
Current lease liabilities	流動租賃負債	578
Non-current lease liabilities	非流動租賃負債	10,999
		11,577

## 2.2.3 Measurement of right-of-use assets

The right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet as at 31 December 2018.

## 2.2.3 使用權資產的計量

使用權資產按照等同於租賃負債的金額計量，並按照於二零一八年十二月三十一日在資產負債表內確認的與租賃相關的任何預付或應計租賃付款額予以調整。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Changes in accounting policies (Continued)

#### 2.2.4 Adjustments recognised in the balance sheet on 1 January 2019

The change in accounting policy affected the following items in the balance sheet on 1 January 2019:

- Leasehold land and land use rights — decreased by RMB4,254,000
- right-of-use assets — increased by RMB15,831,000
- lease liabilities — increased by RMB11,577,000

### 2.3 Principles of consolidation and equity accounting

#### 2.3.1 Subsidiaries

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

The acquisition method of accounting is used to account for business combinations by the Group (Note 2.4).

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

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

## 2 重大會計政策概要 (續)

### 2.2 會計政策變更 (續)

#### 2.2.4 於二零一九年一月一日在資產負債表中確認的調整

會計政策變更對二零一九年一月一日的資產負債表內下列項目產生影響：

- 租賃土地及土地使用權 — 減少人民幣4,254,000元
- 使用權資產 — 增加人民幣15,831,000元
- 租賃負債 — 增加人民幣11,577,000元

### 2.3 綜合原則及權益會計法

#### 2.3.1 附屬公司

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

本集團的業務合併會計處理使用收購會計法(附註2.4)。

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

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

#### 2.3.2 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (Note 2.3.3), after initially being recognised at cost.

#### 2.3.3 Equity method

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

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

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

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.10.

## 2 重大會計政策概要 (續)

### 2.3 綜合原則及權益會計法 (續)

#### 2.3.2 聯營公司

聯營公司為本集團對其具有重大影響力但不具有控制權或共同控制權的所有實體。一般情況下，本集團持有20%至50%的投票權。於初步按成本確認後，於聯營公司的投資將採用權益會計法(附註2.3.3)入賬。

#### 2.3.3 權益法

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

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

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

以權益法入賬的投資的賬面值按照附註2.10所述政策進行減值測試。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Business combinations

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

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

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

Acquisition-related costs are expensed as incurred.

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

## 2 重大會計政策概要 (續)

### 2.4 業務合併

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

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

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

收購相關成本於產生時列為開支。

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Business combinations (Continued)

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

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

### 2.5 Separate financial statements

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

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

### 2.6 Segment reporting

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

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

## 2 重大會計政策概要 (續)

### 2.4 業務合併 (續)

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

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

### 2.5 獨立財務報表

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

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

### 2.6 分部報告

經營分部按照與向主要經營決策者提供的內部報告貫徹一致的方式報告。

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Foreign currency translation

#### 2.7.1 Functional and presentation currency

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

#### 2.7.2 Transactions and balances

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

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

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

## 2 重大會計政策概要 (續)

### 2.7 外幣換算

#### 2.7.1 功能及呈列貨幣

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

#### 2.7.2 交易及結餘

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

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

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



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Foreign currency translation (Continued)

#### 2.7.3 Group companies

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

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

### 2.8 Property, plant and equipment

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

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

## 2 重大會計政策概要 (續)

### 2.7 外幣換算 (續)

#### 2.7.3 集團公司

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

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

### 2.8 物業、廠房及設備

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

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

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

### 2.9 Intangible assets

#### 2.9.1 Goodwill

Goodwill is measured as described in Note 2.4. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

## 2 重大會計政策概要 (續)

### 2.8 物業、廠房及設備 (續)

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

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

資產的剩餘價值及可使用年期在各報告期末進行檢討，並於適當時作出調整。

倘資產的賬面值超過其估計可收回金額，則資產的賬面值將即時撇減至其可收回金額（附註2.10）。

出售的收益及虧損按所得款與賬面值的差額釐定，並計入損益內。

### 2.9 無形資產

#### 2.9.1 商譽

商譽按附註2.4所述計量。收購附屬公司的商譽包括在無形資產中。商譽不攤銷，但每年進行減值測試，如果有事件出現或情況有變而顯示其可能減值，則更頻密地進行減值測試，並按成本減累計減值虧損計量。出售實體的收益及虧損包括與出售實體有關的商譽賬面值。

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Intangible assets (Continued)

#### 2.9.2 Patent

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

#### 2.9.3 Software

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

#### 2.9.4 Amortisation methods and periods

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

Software	5 years
Patent	10 years

### 2.10 Impairment of non-financial assets

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

## 2 重大會計政策概要 (續)

### 2.9 無形資產 (續)

#### 2.9.2 專利

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

#### 2.9.3 軟件

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

#### 2.9.4 攤銷方法及時期

本集團以直線法於以下時期內攤銷可使用年期有限的無形資產：

軟件	5年
專利	10年

### 2.10 非金融資產減值

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets

#### 211.1 Classification

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

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

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

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

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

#### 211.2 Recognition and derecognition

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

#### 211.3 Measurement

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

## 2 重大會計政策概要 (續)

### 2.11 投資及其他金融資產

#### 211.1 分類

本集團將其金融資產分為以下計量類別：

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

該分類取決於本集團管理金融資產的業務模式及現金流量合約條款。

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

當且僅當其管理該等資產的業務模式改變時，本集團將債務工具重新分類。

#### 211.2 確認及終止確認

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

#### 211.3 計量

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets

(Continued)

#### 2.11.3 Measurement (Continued)

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

#### (a) Debt instruments

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

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

## 2 重大會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### 2.11.3 計量 (續)

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

#### (a) 債務工具

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

- **攤銷成本**  
倘為收取合約現金流量而持有的資產的現金流量純粹為支付本金及利息，則該等資產按攤銷成本入賬。該等金融資產的利息收入使用實際利率法計入融資收入。終止確認產生的任何收益或虧損直接於損益中確認，並與匯兌收益及虧損一併於其他收益／(虧損)中呈列。減值虧損於損益表中作為單獨項目呈列。
- **按公平值計量且其變動計入其他全面收入**  
倘為收取合約現金流量及出售金融資產而持有的資產的現金流量純粹為支付本金及利息，則該等資產按公平值計量且其變動計入其他全面收入計量。賬面值的變動計入其他全面收入，惟於損益中確認的減值收益或虧損、利息收入及匯兌收益及虧損的確認除外。金融資產終止確認時，先前於其他全面收入確認的累計收益或虧損由權益重新分類至損益，並於其他收益／(虧損)中確認。該等金融資產的利息收入使用實際利率法計入融資收入。匯兌收益及虧損乃於其他收益／(虧損)中呈列，而減值虧損於損益表中作為單獨項目呈列。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets (Continued)

#### 211.3 Measurement (Continued)

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

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

##### (b) Equity instruments

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

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

#### 211.4 Impairment

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

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

- trade and other receivables

## 2 重大會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### 211.3 計量 (續)

##### (a) 債務工具 (續)

- 按公平值計量且其變動計入損益  
不符合按攤銷成本或按公平值計量且其變動計入其他全面收入條件的資產按公平值計量且其變動計入損益。其後按公平值計量且其變動計入損益的債務投資的收益或虧損於損益確認並於其產生期間於其他收益/(虧損)中以淨額呈列。

##### (b) 權益工具

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

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

#### 211.4 減值

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

本集團有三類金融資產受限於預期信貸虧損模式：

- 貿易及其他應收款項，



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets

(Continued)

#### 2.11.4 Impairment (Continued)

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

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

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

#### (i) Trade and other receivables and contract assets

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

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

Quantitative disclosures in respect of the Group's loss allowance for contract assets and trade and other receivables as at 31 December 2019 are disclosed in Note 18 and 26.

## 2 重大會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### 2.11.4 減值 (續)

- 與公建建設業務相關的合約資產，及
- 按攤銷成本列賬的債務投資

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

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

#### (i) 貿易及其他應收款項及合約資產

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

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

有關本集團於二零一九年十二月三十一日的合約資產及貿易及其他應收款項虧損撥備的定量披露於附註18及26披露。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Investments and other financial assets

(Continued)

#### 2.11.4 Impairment (Continued)

##### (ii) Debt investments carried at amortised cost

Impairment on the Group's debt investments carried at amortised cost is measured as either 12 months' expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. Debt instruments are considered to be low credit risk where they have a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term. If a significant increase in credit risk of a debt investment has occurred since initial recognition, then impairment is measured as lifetime expected credit losses. Quantitative disclosures in respect of the Group's loss allowance for debt investments carried at amortised cost as at 31 December 2019 are disclosed in Note 23.

### 2.12 Inventories

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

### 2.13 Trade receivables

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

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

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

## 2 重大會計政策概要 (續)

### 2.11 投資及其他金融資產 (續)

#### 2.11.4 減值 (續)

##### (ii) 按攤銷成本計量的債務投資

視乎信貸風險自初始確認以來是否已顯著上升，本集團按12個月預期信貸虧損或存續期預期信貸虧損計量按攤銷成本計量的債務投資減值。倘債務工具的違約風險較低且借款人近期具充分償付合約現金流量負債的能力，則債務工具被視為具有較低的信貸風險。倘債務投資的信貸風險自初步確認以來已顯著上升，則減值按存續期預期信貸虧損計量。有關本集團於二零一九年十二月三十一日按攤銷成本計量的債務投資的虧損撥備的定量披露於附註23披露。

### 2.12 存貨

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

### 2.13 貿易應收款項

貿易應收款項為在日常業務活動中就貨品銷售或服務執行而應收客戶的款項。

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

本集團貿易應收款項的減值政策載於附註3.1.2。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Cash and cash equivalents

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

### 2.15 Share capital

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

### 2.16 Trade and other payables

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

### 2.17 Borrowings

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

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

## 2 重大會計政策概要 (續)

### 2.14 現金及現金等價物

就編製現金流量表而言，現金及現金等價物包括庫存現金及活期銀行通知存款。

### 2.15 股本

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

### 2.16 貿易及其他應付款項

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

### 2.17 借貸

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

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

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Borrowings (Continued)

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### 2.18 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### 2.19 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### 2.19.1 Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## 2 重大會計政策概要 (續)

### 2.17 借貸 (續)

除非本集團有無條件權利將負債還款推遲至報告期末後至少12個月，否則借貸分類為流動負債。

### 2.18 借貸成本

直接歸屬於收購、興建或生產合資格資產的一般及特定借貸成本於完成及準備資產以作其預定用途或銷售的時期資本化。合資格資產指必須經一段長時間處理以作其預定用途或銷售的資產。

於等待用作合資格資產開支的特定借貸進行臨時投資所賺取的投資收入，從符合資本化條件的借貸成本中扣除。

其他借貸成本在產生期間列支。

### 2.19 即期及遞延所得稅

期內所得稅開支或收益是按當期應納稅所得額計算的應納稅所得額，根據各個司法管轄區的適用所得稅稅率，按遞延稅項資產及負債暫時性差異和未使用稅項虧損的變動調整。

#### 2.19.1 即期所得稅

即期所得稅支出根據本公司的附屬公司及聯營公司經營及產生應課稅收入的國家於報告期末已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定準備。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Current and deferred income tax (Continued)

#### 2.19.2 Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 2.20 Employee benefits

#### 2.20.1 Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the reporting period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

## 2 重大會計政策概要 (續)

### 2.19 即期及遞延所得稅 (續)

#### 2.19.2 遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於綜合財務報表的賬面值之間的暫時差異全數撥備。但倘初始確認商譽，則不確認遞延所得稅負債。倘初始確認業務合併以外的交易中的資產或負債，並且在交易時不影響會計或應課稅損益，則遞延所得稅不會入賬。遞延所得稅乃使用於報告期末已頒布或實際頒布的稅率（及法律）釐定，並預期於相關遞延所得稅資產變現或遞延所得稅負債結算時應用。

遞延所得稅資產僅於未來很可能取得可動用暫時性差異及虧損的應課稅金額時確認。

當有法定強制執行權利抵銷當期稅項資產及負債以及遞延稅項結餘與同一稅務機關有關時，遞延所得稅資產及負債均予以抵銷。倘實體具有法定可強制執行的抵銷權並且有意以淨額結算，或同時進行資產變現與負債結算，則當期稅務資產及稅務負債將予以抵銷。

即期及遞延稅項於損益確認，惟與其他全面收入或直接於權益確認的項目有關者除外。於此情況下，稅項分別在其他全面收入中確認或直接於權益中確認。

### 2.20 僱員福利

#### 2.20.1 短期責任

工資及薪金負債，包括預期於僱員提供相關服務的期末後12個月內結清的非貨幣福利及累計病假，將就截至報告期末的僱員服務予以確認，並按清償負債時預期將予支付的金額計量。該負債於資產負債表呈列為即期僱員福利責任。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Employee benefits (Continued)

#### 2.20.2 Post-employment obligations

The Group's post-employment scheme are defined contribution pension plan.

Payments to state-managed retirement benefit schemes and Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions. The Group has no further payment obligations once the contributions have been paid.

#### 2.21 Share-based payments

The fair value of options granted is recognised as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, the Company's share price),
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

## 2 重大會計政策概要 (續)

### 2.20 僱員福利 (續)

#### 2.20.2 離職後責任

本集團離職後計劃為定額供款退休金計劃。

向國營退休福利計劃及強制性公積金計劃作出的供款於僱員提供服務而有權享有該供款時確認為開支。一旦支付供款，本集團不再承擔其他付款義務。

#### 2.21 以股份支付的款項

已授出購股權的公平值確認為僱員福利開支，並相應增加權益。將予支銷的總金額乃參考已授出購股權的公平值釐定：

- 包括任何市場表現條件(例如本公司股價)，
- 不包括任何服務及非市場表現歸屬條件(例如盈利能力、銷售增長目標及有關人士於一段特定時間內是否仍然為該實體的僱員)的影響，及
- 包括任何非歸屬條件的影響(例如規定僱員儲蓄或於特定時限內持有股份)。

開支總額於歸屬期確認，而歸屬期間須符合所有指定歸屬條件。於各報告期末，本集團會修訂其對根據非市場表現及服務條件預期將歸屬的購股權數目的估計。其於綜合損益表確認對原來估計作出修訂的影響(如有)，並在權益作出相應調整。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.22 Revenue recognition

Revenue is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer,
- creates and enhances an asset (for example, work in progress) that the customer controls as the Group performs, or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to the payments for the performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset. The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract, or
- the Group's efforts or inputs to the satisfaction of the performance obligation relative to the total expected inputs to the satisfaction of that performance obligation.

## 2 重大會計政策概要 (續)

### 2.22 收益確認

當資產控制權轉移至客戶時，確認收益。取決於合約條款及合約適用法律，資產控制權隨時間或於時間點轉讓。倘本集團履約符合以下條件，則資產控制權隨時間轉移：

- 客戶同時收到且消耗本集團提供的所有利益，
- 隨本集團履約而創造及增加由客戶控制的資產（例如在建工程），或
- 並無創造對本集團有替代用途的資產，且本集團可強制執行其權利以收回至今已完履約部分的款項。

倘資產控制權隨時間轉移，則收益參照履約責任完成的進度於合約期內確認。於其他情況下，收益於客戶獲得資產控制權的時間點確認。履約責任完成進度的計量基於下列能夠最佳描述本集團完成履約責任表現的其中一種方法計量：

- 直接將對客戶迄今為止轉移的貨物或服務價值與合約中承諾的剩餘貨物或服務比較計量，或
- 在與完成有關履約責任的預期總投入比較下本集團對完成履約責任的努力或投入。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.23 Earnings per share

#### 2.23.1 Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

#### 2.23.2 Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

### 2.24 Leases

As explained in Note 2.2 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change is disclosed in Note 2.2.

Until 31 December 2018, leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

## 2 重大會計政策概要 (續)

### 2.23 每股盈利

#### 2.23.1 每股基本盈利

每股基本盈利乃按本公司擁有人應佔溢利除以本財政年度已發行普通股的加權平均數計算。

#### 2.23.2 每股攤薄盈利

每股攤薄盈利調整用於確定每股基本盈利的因素，考慮到：

- 與潛在攤薄普通股相關的利息及其他融資成本之所得稅稅後影響，及
- 假設轉換所有潛在攤薄普通股，調整額外發行普通股的加權平均數。

### 2.24 租賃

如上文附註2.2所述，本集團已變更作為承租人的租賃會計政策。新政策見下文所述，關於此項變更的影響於附註2.2披露。

截至二零一八年十二月三十一日，與所有權有關的風險和報酬中的很大比例未轉移至本集團（作為承租人）的租賃被分類為經營租賃。經營租賃付款額（扣除出租人給予的任何租賃激勵）在租賃期內按直線法計入損益。

自二零一九年一月一日起，本集團在租賃資產可供其使用的當日將租賃確認為使用權資產和相應的負債。

合同可能同時包含租賃組成部分和非租賃組成部分。本集團基於各租賃組成部分與非租賃組成部分的單獨價格相對比例分攤合同對價。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Leases (Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, for example, term, country, currency and security.

## 2 重大會計政策概要 (續)

### 2.24 租賃 (續)

租賃產生的資產和負債按現值進行初始計量。租賃負債包括以下租賃付款額的淨現值：

- 固定付款額(包括實質固定付款額)，扣除任何應收的租賃激勵，
- 基於指數或比率確定的可變租賃付款額，採用租賃期開始日的指數或比率進行初始計量，
- 本集團根據餘值擔保預計應付的金額，
- 本集團合理確定將行使的購買選擇權的行權價格，以及
- 在租賃期反映出本集團將行使選擇權的情況下終止租賃的罰款金額。

當本集團合理確定將行使續租選擇權時，租賃付款額也納入負債的計量中。

租賃付款額按租賃內含利率折現。本集團的租賃內含利率通常無法直接確定，在此情況下，應採用承租人的增量借款利率，即承租人在類似經濟環境下獲得與使用權資產價值接近的資產，在類似期間以類似抵押條件借入資金而必須支付的利率。

為確定增量借款利率，本集團應：

- 在可能的情況下，以承租人最近收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化，
- 對於近期未獲得第三方融資的本集團持有的租賃，採用以無風險利率為起點的累加法，並按照租賃的信用風險進行調整，並
- 針對租賃做出特定調整，如租賃期、國家、貨幣及抵押。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Leases (Continued)

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

### 2.25 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.

## 2 重大會計政策概要 (續)

### 2.24 租賃 (續)

本集團未來可能會面臨基於指數或利率確定的可變租賃付款額增加的風險，這部分可變租賃付款額在實際發生時納入租賃負債。當基於指數或利率對租賃付款額進行調整時，租賃負債應予以重估並根據使用權資產調整。

租賃付款額在本金和融資費用之間進行分攤。融資費用在租賃期內計入損益，以按照固定的周期性利率對各期間負債餘額計算利息。

使用權資產按成本計量，包括：

- 租賃負債的初始計量金額，
- 在租賃期開始日或之前支付的租賃付款額扣除收到的租賃激勵，
- 初始直接費用，以及
- 復原成本。

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，則在相關資產的使用壽命期間內對使用權資產計提折舊。

與短期租賃及所有低價值資產租賃相關的付款額按直線法確認為費用，計入損益。短期租賃是指租賃期為12個月或者小於12個月的租賃。

### 2.25 股息分派

於報告期末或期末之前就任何宣派但並未於報告期末分派的股息作出撥備乃經適當授權而不再由本集團酌情決定。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.26 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

### 2.27 Interest income

Interest income from financial assets at fair value through profit or loss is included in the net fair value gains/(losses) on these assets (Note 10).

Interest income is presented as finance income where it is earned from debt investments carried at amortised cost (Note 11).

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

## 2 重大會計政策概要 (續)

### 2.26 政府補貼

政府補貼於有合理保證本集團將收到補貼，且能符合補貼的所有條件時按公平值確認。

與成本有關的政府補貼以遞延方式處理，並適當配合於該有關成本獲補償期間的損益內確認。

與物業、廠房及設備有關的政府補貼作為遞延政府補貼計入非流動負債，並於相關資產的預期使用年限內按直線法計入損益。

### 2.27 利息收入

按公平值計量且其變動計入損益的金融資產的利息收入計入該等資產的公平值收益／(虧損)淨額(附註10)。

來自按攤銷成本計量的債務投資的利息收入作為融資收入呈報(附註11)。

利息收入的計算是將實際利率應用於金融資產的賬面總額，惟隨後發生信用減值的金融資產除外。就信用減值的金融資產而言，將實際利率應用於金融資產的賬面淨值(扣除虧損撥備後)。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance.

## 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk, concentration risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

## 3.1.1 Market risk

## (a) Foreign exchange risk

The Group's foreign exchange risk is primarily with respect to the US dollar ("US\$"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant entity. The risk is measured through a forecast of highly probable US\$ transactions.

The Group's exposure to foreign currency risk as at 31 December 2019 and 2018, expressed in RMB, is as follows:

## 3 財務風險管理

本附註闡述本集團面對的財務風險以及該等風險如何影響本集團未來的財務表現。

## 3.1 財務風險因素

本集團的活動使其面對多種財務風險：市場風險（包括外匯風險、現金流量及公平值利率風險）、信貸風險、集中風險及流動性風險。本集團整體風險管理計劃集中處理金融市場的不明朗因素，致力減低對本集團財務表現的潛在不利影響。

## 3.1.1 市場風險

## (a) 外匯風險

本集團主要面對來自美元（「美元」）的外匯風險。外匯風險來自未來商業交易及並非以相關實體的功能貨幣計值的已確認資產及負債。風險以預期很可能以美元進行的交易計量。

本集團於二零一九年及二零一八年十二月三十一日面對的外匯風險（以人民幣呈列）如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Denominated in US\$</i>	<i>以美元計值</i>		
Cash and cash equivalents	現金及現金等價物	5	5,611
Unlisted investment funds (Note 22(a))	非上市投資基金(附註22(a))	152,090	148,278



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## 3.1 Financial risk factors (Continued)

## 3.1.1 Market risk (Continued)

## (a) Foreign exchange risk (Continued)

The following foreign-exchange related amounts were recognised in profit or loss for the years ended 31 December 2019 and 2018:

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net foreign exchange gains included in other gains — net	包括於其他收益淨額的匯兌收益淨額	(325)	1,005

As most of the Group's US\$ denominated financial instruments are held by the Group's entity whose functional currency is Hong Kong dollar ("HK\$"), the Group is primarily exposed to changes in US\$/HK\$ exchange rates. The sensitivity of profit or loss to changes in the exchange rates arising mainly from US\$ denominated financial instruments is as follows:

## 3 財務風險管理 (續)

## 3.1 財務風險因素 (續)

## 3.1.1 市場風險 (續)

## (a) 外匯風險 (續)

於截至二零一九年及二零一八年十二月三十一日止年度損益確認的外匯相關金額如下：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net foreign exchange gains included in other gains — net	包括於其他收益淨額的匯兌收益淨額	(325)	1,005

由於本集團大部分以美元計值的金融工具由本集團功能貨幣為港元(「港元」)的實體持有，本集團主要面臨美元兌港元的匯率變動。損益就主要來自以美元計值的金融工具匯率變動的敏感度如下所示：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
US\$/HK\$ exchange rate — increase 5%	美元兌港元的匯率 — 增加5%	7,605	7,694
US\$/HK\$ exchange rate — decrease 5%	美元兌港元的匯率 — 減少5%	(7,605)	(7,694)

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.1 Financial risk factors (Continued)

#### 3.1.1 Market risk (Continued)

##### (b) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings with variable rates expose the Group to cash flow interest rate risk which is offset by cash held at variable rates. Borrowings with fixed rates expose the Group to fair value interest rate risk. During the years ended 31 December 2019 and 2018, the Group's borrowings were all denominated in RMB. The interest rates and the terms of repayments of the Group's borrowings are disclosed in Note 30.

As at 31 December 2019, the Group's borrowings amounting to RMB259,400,000 (2018: RMB282,600,000) were at variable interest rates. As at 31 December 2019, if the interest rates on the Group's borrowings had been 100 basis points higher/lower with all other variables held constant, loss before income tax would have been RMB2,594,000 higher/lower (2018: profit before income tax would have been RMB2,826,000 lower/higher), as a result of higher/lower interest expense.

As at 31 December 2019, the Group's borrowing amounting to RMB275,000,000 (2018: RMB285,000,000) was at fixed interest rates. The fair value of this fixed interest rate borrowing estimated by discounting the future contractual cash flows at the current market interest rate for similar financial instruments available to the Group is RMB276,884,000 (2018: RMB289,463,000).

## 3 財務風險管理 (續)

### 3.1 財務風險因素 (續)

#### 3.1.1 市場風險 (續)

##### (b) 現金流量及公平值利率風險

本集團的利率風險主要來自長期借貸。浮息借貸令本集團承受現金流量利率風險，有關風險被按浮息持有的現金所抵銷。定息借貸令本集團承受公平值利率風險。截至二零一九年及二零一八年十二月三十一日止年度，本集團的借貸全部以人民幣計值。本集團借貸的利率及還款期限於附註30中披露。

於二零一九年十二月三十一日，本集團浮息借貸為人民幣259,400,000元（二零一八年：人民幣282,600,000元）。於二零一九年十二月三十一日，倘本集團借貸利率上升／下降100個基點，且所有其他變數維持不變，利息開支將增加／減少，導致除所得稅前虧損將上升／下降人民幣2,594,000元（二零一八年：除所得稅前溢利下降／上升人民幣2,826,000元）。

於二零一九年十二月三十一日，本集團定息借貸為人民幣275,000,000元（二零一八年：人民幣285,000,000元）。該定息借貸的公平值按未來合約現金流量以本集團可得類似金融工具的當前市場利率折現估計為人民幣276,884,000元（二零一八年：人民幣289,463,000元）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.1 Financial risk factors (Continued)

#### 3.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at amortised cost and at fair value through profit or loss, as well as credit exposures to customers, including outstanding receivables.

In respect of deposit with banks, the Group mitigates its exposure to credit risk by placing deposits with banks with established credit rating. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations.

In respect of trade receivables, credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, taking into account the information specific to the customer as well as relating to the economic environment in which the customer operates. Normally, the Group does not obtain any security from its customers. Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in Note 26.

The Group's investment in debt instruments are regularly monitored for credit deterioration by management. Quantitative disclosures in respect of the Group's exposure to credit risk arising from debt investments are disclosed in Note 23.

The Group's maximum exposure to credit risk as at 31 December 2019 is represented by the carrying amount of each financial asset in the consolidated balance sheet after deducting any impairment allowances.

The Group does not provide any financial guarantees which would expose the Group to credit risk.

## 3 財務風險管理 (續)

### 3.1 財務風險因素 (續)

#### 3.1.2 信貸風險

信貸風險來自現金及現金等價物、以攤銷成本及按公平值計量且其變動計入損益的債務工具的合約現金流量以及客戶的信貸風險，包括未結清應收款項。

就銀行存款而言，本集團將存款存放於信貸評級良好的金融機構以降低所承受的信貨風險。鑒於該等銀行的信貸評級高，管理層預期不會出現交易對手未能履行其責任的情況。

就貿易應收款項而言，本集團會對所有客戶進行信貸評估。此等評估集中於客戶過往支付到期款項的記錄及目前的付款能力，並考慮到針對客戶及客戶經營所在經濟環境相關的資訊。一般來說，本集團不會向客戶獲取抵押。有關本集團貿易應收款項所產生的信貸風險的進一步量化披露詳見附註26。

管理層定期監控本集團於債務工具的投資信貸惡化的情況。有關本集團債務投資所產生的信貸風險的量化披露詳見附註23。

本集團於二零一九年十二月三十一日的最高信貸風險為綜合資產負債表中各金融資產的賬面值（經扣除任何減值撥備）。

本集團並無提供任何可能導致本集團面臨信貸風險的財務擔保。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## 3.1 Financial risk factors (Continued)

## 3.1.3 Concentration risk

For the year ended 31 December 2019, 59% (2018: 76%) of the Group's revenue was derived from four customers (2018: two customers) (Note 5(a)).

## 3.1.4 Liquidity risk

Local managements in the operating entities of the Group are responsible for their own cash management, including short-term investments of cash surpluses and raising loans to cover expected cash demands, in accordance with practice and limits set by the Group. The Group's policy is to regularly monitor its liquidity requirements and compliance with the loan covenants, to ensure that it maintains sufficient cash and adequate committed credit facilities to meet obligations in the short and longer term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities as at 31 December 2019 and 2018, disclosed in undiscounted cash flows (including interest payments calculated using contractual rates or, if variable, based on current rates at the end of the respective reporting period):

		Within 1 year or on demand 一年內或 應要求 RMB'000 人民幣千元	Between 1 and 2 years 一年至兩年 RMB'000 人民幣千元	Between 2 and 5 years 兩年至五年 RMB'000 人民幣千元	5 years above 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
<b>As at 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>						
Borrowings	借貸	319,409	36,950	106,660	152,003	615,022	534,400
Trade and other payables	貿易及其他應付 款項	50,184	—	—	—	50,184	50,184
Lease liabilities	租賃負債	3,225	2,857	3,186	17,737	27,005	15,144
		372,818	39,807	109,846	169,740	692,211	599,728
<b>As at 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>						
Borrowings	借貸	68,342	319,409	108,377	187,236	683,364	567,600
Trade and other payables	貿易及其他應付 款項	82,080	—	—	—	82,080	82,080
		150,422	319,409	108,377	187,236	765,444	649,680

## 3 財務風險管理 (續)

## 3.1 財務風險因素 (續)

## 3.1.3 集中風險

截至二零一九年十二月三十一日止年度，本集團總收入的59% (二零一八年：76%) 來自四名客戶 (二零一八年：兩名客戶) (附註5(a))。

## 3.1.4 流動性風險

本集團營運實體的當地管理層根據本集團所設立的常規及限制負責自身的現金管理，包括現金盈餘的短期投資以及籌集貸款以應付預期現金需求。本集團按其政策定期監控流動資金需求及貸款合約的遵守情況，以維持充足現金及足夠承諾借貸額度，履行短期及較長期的義務。

下表為本集團於二零一九年及二零一八年十二月三十一日按照合約到期情況分類的金融負債分析，有關負債根據未折現現金流量 (包括使用合約利率或於各報告期末的現行利率 (僅限於浮息) 所計算的利息付款) 披露：

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.2 Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

The Group monitors its capital on the basis of gearing ratio, calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents and restricted cash. Total capital is calculated as total equity plus net debt.

The Group's strategy is to maintain its gearing ratio at a healthy level to support its business activities. The main strategies adopted by the Group include but not limited to reviewing future cash flow requirements and monitoring the ability to meet debt repayment schedules, maintaining an adequate amount of committed credit facilities and adjusting investment and financing plans, if necessary, to ensure that the Group has a reasonable level of capital. The gearing ratios as at 31 December 2019 and 31 December 2018 are as follows:

## 3 財務風險管理 (續)

### 3.2 資本管理

本集團管理資本的目的為保障本集團能夠繼續以持續經營方式，為股東提供回報以及為其他權益持有人帶來利益，並且維持最佳資本結構以減少資金成本。

本集團以負債比率監控資本。比率乃根據債務淨額除以總資本計算。債務淨額等於總借貸減現金及現金等價物及受限制現金。總資本等於權益總額加上債務淨額。

本集團的策略是保持負債比率在穩健的水平，以支持業務活動。本集團採取的主要策略包括但不限於審閱未來現金流量需求及監控支付到期債務的能力，維持足夠金額的承諾借貸額度及調整投資和融資計劃(如需要)，以確保本集團擁有合理水平的資本。於二零一九年十二月三十一日及二零一八年十二月三十一日的負債比率如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total borrowings	借貸總額	534,400	567,600
Lease liabilities	租賃負債	15,144	—
Less: cash and cash equivalents	減：現金及現金等價物	(32,228)	(162,917)
restricted cash	受限制現金	(66,388)	(1,219)
Net debt	債務淨額	450,928	403,464
Total equity	權益總額	1,225,093	1,479,949
Total capital	總資本	1,676,021	1,883,413
Gearing ratio	負債比率	26.9%	21.4%

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.3 Fair value estimation

#### 3.3.1 Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed in the accounting standards as follows:

- **Level 1**

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period.

- **Level 2**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

- **Level 3**

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

## 3 財務風險管理 (續)

### 3.3 公平值估計

#### 3.3.1 公平值層級

本節闡述於釐定財務報表內按公平值確認及計量的金融工具的公平值時所作判斷及估計。為提供釐定公平值所用輸入數據的可信程度指標，本集團根據會計準則的規定將金融工具分為三級：

- **第一級**

在活躍市場交易的金融工具的公平值按報告期末的市場報價釐定。

- **第二級**

並非於活躍市場交易的金融工具的公平值採用估值技術釐定，該等估值技術盡量利用可觀察市場數據而盡可能減少依賴實體的特定估計。倘計算工具公平值所需所有重要輸入數據均為可觀察數據，則該工具列入第二級。

- **第三級**

倘一項或多項重要輸入數據並非根據可觀察市場數據釐定，則該工具列入第三級。



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

## 3.3 Fair value estimation (Continued)

## 3.3.1 Fair value hierarchy (Continued)

The following table presents the Group's financial assets measured at fair value as at 31 December 2019 and 2018 on a recurring basis:

Financial assets at fair value through profit or loss (Note 22)	As at 31 December 2019	As at 31 December 2018	Fair value hierarchy	Valuation techniques	Significant unobservable inputs
按公平值計量且其變動計入損益的金融資產 (附註22)	於二零一九年十二月三十一日 RMB'000 人民幣千元	於二零一八年十二月三十一日 RMB'000 人民幣千元	公平值層級	估值技術	重要無法觀察輸入數據
Unlisted investment funds	152,090	148,278	Level 3	Use of quoted market prices and discounted cash flow analysis	Future cash flow estimated based on contracted interest rates Discount rates that reflects the credit risk of various counterparties
非上市投資基金			第三級	使用市場報價及折現現金流量分析	根據合約利率估計的未來現金流量 反映多個對手方的信貸風險的折現率
Unlisted convertible bond	4,913	8,762	Level 3	Market valuation method by reference to enterprise value-to-sales multiple and binomial model	Enterprise value-to-sales multiple The possibility of a successful initial public offering of the issuer
非上市可換股債券			第三級	參考企業價值比銷售倍數的市場估值法及二項式模型	企業價值比銷售倍數 發行人成功進行首次公開發售的可能性
Put option over shares in associate	—	7,403	Level 3	Discounted cash flow analysis	Expected future cash flow Discount rate that reflects management's best estimate of the expected risk level
聯營公司股份認沽期權			第三級	折現現金流量分析	預期未來現金流量 反映管理層對預期風險水平的最佳估計的折現率
	157,003	164,443			

## 3 財務風險管理 (續)

## 3.3 公平值估計 (續)

## 3.3.1 公平值層級 (續)

下表呈列本集團於二零一九年及二零一八年十二月三十一日按重複性基準以公平值計量的金融資產：

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.3 Fair value estimation (Continued)

#### 3.3.1 Fair value hierarchy (Continued)

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the end of the reporting period. There were no transfers between levels for recurring fair value measurements during the year end 31 December 2019. The Group did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2019.

#### 3.3.2 Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2019 and 2018 since either the instruments are short-term in nature or the interest receivable/payable is close to the current market rates.

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

## 3 財務風險管理 (續)

### 3.3 公平值估計 (續)

#### 3.3.1 公平值層級 (續)

本集團按其政策於報告期末確認公平值層級的轉入及轉出。截至二零一九年十二月三十一日止年度，重複按公平值計量的層級之間並無轉移。於二零一九年十二月三十一日，本集團並未按非重複性基準以公平值計量任何金融資產或金融負債。

#### 3.3.2 非按公平值列賬的金融資產及負債的公平值

由於工具屬短期性質或應收／應付利息與當前市場利率相若，故於二零一九年及二零一八年十二月三十一日，本集團按成本或攤銷成本列賬的金融工具的賬面值與其公平值相差不大。

## 4 關鍵會計估計及判斷

編製財務報表須使用會計估計，如其定義，有關會計估計很少會與相關實際結果相同。管理層於應用本集團會計政策時亦須作出判斷。

本集團根據過往經驗及其他因素（包括在相關情況下可能存在財務影響且認為合理的未來事件預期）持續評估該等估計及判斷。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (a) Recoverability of trade receivables and debt investments at amortised cost

The loss allowances for trade receivables and debt investments at amortised cost are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment assessment, based on the Group's past history, existing market conditions as well as forward looking information at the end of each reporting period. In assessing forward-looking information, the Group considers factors including macroeconomic factors, industry risks and changes in debtors' conditions. The changes in the basis of estimation or economic conditions could lead to a change in the level of credit loss allowance recorded and consequently on the charge or credit to profit or loss.

##### (b) Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each end of the reporting period. Details of the key assumptions used are disclosed in Note 3.3.1.

##### (c) Useful life of property, plant and equipment and intangible assets

Management determines the estimated useful life and related depreciation and amortisation charges for property, plant and equipment and intangible assets with reference to the estimated periods during which future economic benefits are derived from the use of these assets. Management revises the depreciation and amortisation charges if the useful life is different from previous estimates, or writes off or writes down technically obsolete or non-strategic assets that have been abandoned or sold.

#### 4 關鍵會計估計及判斷(續)

##### (a) 貿易應收款項及按攤銷成本計量的債務投資的可收回性

貿易應收款項及按攤銷成本計量的債務投資的虧損撥備乃基於有關違約風險及預期虧損率的假設。本集團根據本集團過往歷史、當前市場狀況以及各報告期末的前瞻性資料進行判斷，作出該等假設及選擇減值評估的輸入數據。於評估前瞻性資料時，本集團考慮宏觀經濟因素、行業風險及債務人狀況變動等因素。估計基準或經濟狀況變動可能導致錄得的信貸虧損撥備水平出現變動，因而令列支或計入損益的金額受到影響。

##### (b) 金融工具的公平值

並非於活躍市場交易的金融工具的公平值採用估值技術確定。本集團根據其判斷選擇多種方法，並主要基於各報告期末市場狀況作出假設。有關使用的關鍵假設的詳情於附註3.3.1披露。

##### (c) 物業、廠房及設備以及無形資產的可使用年期

管理層釐定物業、廠房及設備以及無形資產的估計可使用年期及相關折舊及攤銷支出，乃參考本集團擬從使用該等資產產生未來經濟利益的估計期予以釐定。當可使用年期與先前估計不同，管理層將修訂折舊及攤銷支出，或撇銷或撇減已報廢或已出售且技術上已過時或非戰略性的資產。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (d) Income taxes

There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will be reflected in the income tax expense in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences can be utilised. In case where the actual future taxable profit generated are less than expected, or changes in facts and circumstances which result in revision of future taxable profit estimation, a material reversal or further recognition of deferred tax assets may arise, which will be recognised in profit or loss in the period in which such a reversal or further recognition takes place.

#### 4 關鍵會計估計及判斷(續)

##### (d) 所得稅

日常業務過程中存在若干不能確定最終稅項的交易及計算。倘此等事宜的最終稅務結果有別於初始入賬的金額，則有關差額將於作出決定的期間反映在當期所得稅開支。

管理層在認為暫時差額可用於沖減未來應課稅溢利的情況下，會確認與若干暫時差額有關的遞延稅項資產。倘產生的實際未來應課稅溢利少於預期，或事實及情況出現變動而導致修訂未來應課稅溢利的估計，則可能產生遞延稅項資產的重大撥回或進一步確認，其將於有關撥回或進一步確認發生的期間確認於損益。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 5 REVENUE AND SEGMENT INFORMATION

## 5 收益及分部資料

## (a) Revenue

## (a) 收益

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Sales of electricity	銷售電力	64,814	63,788
Sales of home photovoltaic systems and rendering smart energy services	銷售戶用光伏系統及提供智慧能源服務	51,992	465,470
Public infrastructure construction	公建建設業務	30,654	179,235
		147,460	708,493
<i>Timing of revenue recognition</i>			
At a point in time	收益確認時間 於某一時點	80,899	438,804
Over time	按經過時間	66,561	269,689
		147,460	708,493

For the year ended 31 December 2019, there were four (2018: two) customers with which the Group's transactions exceeded 10% of total revenue. One customer (2018: one customer) was from public infrastructure construction business and three customers (2018: one customer) were from smart energy business. For the year ended 31 December 2019, revenue derived from these customers amounted to RMB87,616,000 (2018: RMB539,716,000).

截至二零一九年十二月三十一日止年度，本集團與四名（二零一八年：兩名）客戶進行的交易分別佔本集團收益總額10%以上。其中一名客戶（二零一八年：一名客戶）來自公建建設業務，三名客戶（二零一八年：一名客戶）則來自智慧能源業務。截至二零一九年十二月三十一日止年度，來自該等客戶的收益金額為人民幣87,616,000元（二零一八年：人民幣539,716,000元）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 5 REVENUE AND SEGMENT INFORMATION

(Continued)

### (b) Segment reporting

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group presents the following two reportable segments:

- Smart energy business, and
- Public infrastructure construction business.

No geographical information is presented as substantially all of the Group's business activities were in the PRC.

## 5 收益及分部資料(續)

### (b) 分部報告

本集團按分部管理業務，而分部以業務類別(產品及服務)區分。為符合向本集團最高級行政管理層內部呈報資料以便分配資源及評估業績表現的方式，本集團已呈列下列兩個可呈報分部：

- 智慧能源業務，及
- 公建建設業務。

本集團絕大部分經營業務均位於中國，故並未呈列地理分部資料。



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 5 REVENUE AND SEGMENT INFORMATION

(Continued)

## 5 收益及分部資料(續)

## (c) Reportable segment profit or loss, assets and liabilities

## (c) 可呈報分部損益、資產及負債

		Smart energy business 智慧能源業務 RMB'000 人民幣千元	Public infrastructure construction business 公建建設業務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Intersegment eliminations 分部間抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>					
Revenue from external customers	對外客戶收益	116,806	30,654	—	—	147,460
Impairment losses on financial and contract assets	金融及合約資產的減值虧損	(268,354)	(47,815)	—	—	(316,169)
Finance income	融資收入	13,041	188	232	—	13,461
Finance expenses	融資開支	(16,019)	(19,927)	(43)	—	(35,989)
Share of net profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的純利份額	5,422	—	—	—	5,422
Income tax credit	所得稅收益	59,667	4,787	—	—	64,454
Loss for the year	年內虧損	(193,267)	(48,915)	(19,232)	—	(261,414)
<b>Other information</b>	<b>其他資料</b>					
Depreciation and amortisation	折舊及攤銷	(34,581)	(80)	(685)	—	(35,346)
Additions to non-current assets (Note)	添置非流動資產(附註)	19,420	—	3,218	—	22,638
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>					
Reportable segment assets	可呈報分部資產	1,390,258	481,723	505,708	(525,835)	1,851,854
Reportable segment liabilities	可呈報分部負債	721,015	427,373	4,208	(525,835)	626,761
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>					
Revenue from external customers	對外客戶收益	529,258	179,235	—	—	708,493
Impairment losses on financial and contract assets	金融及合約資產的減值虧損	(15,761)	—	—	—	(15,761)
Finance income	融資收入	3,722	1,855	1,753	—	7,330
Finance expenses	融資開支	(16,638)	—	—	—	(16,638)
Share of net profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的純利份額	8,187	—	—	—	8,187
Income tax expense	所得稅開支	(10,386)	—	—	—	(10,386)
Profit/(loss) for the year	年內溢利/(虧損)	130,063	15,107	(36,669)	—	108,501
<b>Other information</b>	<b>其他資料</b>					
Depreciation and amortisation	折舊及攤銷	(34,894)	(84)	(845)	—	(35,823)
Additions to non-current assets	添置非流動資產	74,886	—	1,633	—	76,519
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>					
Reportable segment assets	可呈報分部資產	1,561,178	463,048	574,618	(429,196)	2,169,648
Reportable segment liabilities	可呈報分部負債	758,314	360,393	188	(429,196)	689,699

Note: Additions to non-current assets exclude financial assets, investments accounted for using the equity method and deferred tax assets.

附註：添置非流動資產不包括金融資產、採用權益法入賬的投資及遞延稅項資產。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 6 EXPENSES BY NATURE

Cost of sales, selling and distribution expenses and administrative expenses in the consolidated statement of profit or loss are listed by nature as follows:

## 6 按性質分類的開支

綜合損益表中銷售成本、銷售及分銷開支及行政開支按性質載列如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Changes in inventories of finished goods (Note 25)	製成品的存貨變動(附註25)	16,196	366,675
Subcontract costs	分包成本	10,261	76,595
Employee benefit expense (Note 7)	僱員福利開支(附註7)	37,445	58,675
Depreciation and amortisation	折舊及攤銷	35,346	35,823
Consulting and legal fees	諮詢及法律費用	8,759	7,954
Repair and maintenance expenses	維修及保養開支	3,516	1,674
Transportation and travelling expenses	運輸及差旅開支	3,236	9,220
Promotion and advertising expenses	推廣及廣告開支	2,976	4,642
Rental expense	租金開支	2,527	4,384
Impairment of goodwill (Note 16)	商譽減值(附註16)	2,209	—
Impairment of other intangible assets (Note 16)	其他無形資產減值(附註16)	4,288	—
Impairment of inventories (Note 25)	存貨減值(附註25)	1,899	255
Auditor's remuneration	核數師薪酬		
— Audit services	— 審核服務	2,200	2,500
— Non-audit services	— 非審核服務	—	—
Others	其他	11,880	7,645
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支及 行政開支總額	142,738	576,042

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 7 EMPLOYEE BENEFIT EXPENSE

## 7 僱員福利開支

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages, salaries and allowances	工資、薪金及津貼	31,321	41,575
Post-employment benefit and other welfare expenses (a)	離職後福利及其他福利開支(a)	3,056	6,693
Equity-settled share-based payment expense (b)	按權益結算以股份支付的開支(b)	3,068	10,407
		37,445	58,675

## (a) Post-employment benefit

Pursuant to the relevant labor rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in the defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal government authorities whereby the Group is required to make contributions to the Schemes at certain proportions of eligible employees' salaries, ranging from 16% to 20%. The local government authorities are responsible for the entire pension obligations payable to the retired employees. The Group has no other material obligations for the payment of pension benefits in connection with the Schemes beyond the annual contributions described above.

The Group's subsidiaries in Hong Kong participate in the Mandatory Provident Fund ("MPF") Scheme for its employees. The assets of the MPF Scheme are held in the funds controlled by an independent trustee. The contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss represent contributions payable to the funds at the rates specified in the rules of the MPF Scheme.

## (a) 離職後福利

根據中國相關勞動法律及法規，本集團的中國境內附屬公司須參加由中國地方政府機關組織的定額供款退休福利計劃（「計劃」），據此，本集團須按合資格僱員薪金若干比率（介乎16%至20%）向計劃作出供款。地方政府機關負責承擔向退休僱員支付全額退休金的義務。本集團並無除上述年度供款外與計劃相關的退休福利付款的其他重大責任。

本集團於香港的附屬公司為其僱員參與強制性公積金（「強積金」）計劃。強積金計劃的資產由獨立信託人控制的基金持有。在綜合損益表內列支的強積金計劃供款，指按強積金計劃規則所規定的比率向有關基金應作出的供款。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 7 EMPLOYEE BENEFIT EXPENSE (Continued)

### (b) Equity settled share-based payment

On 26 January, 11 May and 14 September 2018, the Company announced to grant 36,441,291, 10,140,000 and 66,645,000 share options (the "Options"), respectively, under its share option scheme adopted on 22 November 2011. The Options entitled the eligible participants to subscribe for up to a total of 113,226,291 new shares with par value of HK\$0.01 each in the share capital of the Company. For the year ended 31 December 2019, the expense arising from share-based payment transactions recognised as part of employee benefit expense was RMB3,068,000 (2018: RMB10,407,000).

### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2019 include three (2018: three) Directors whose emoluments are reflected in the analysis in Note 37. The emoluments payable to the remaining two (2018: two) individuals during the year are as follows:

## 7 僱員福利開支(續)

### (b) 按權益結算以股份支付的開支

於二零一八年一月二十六日、五月十一日及九月十四日，本公司宣佈按其於二零一一年十一月二十二日採納的購股權計劃分別授出 36,441,291 份、10,140,000 份及 66,645,000 份購股權（「購股權」）。購股權賦予合資格參與者權利認購本公司股本中最多合共 113,226,291 股每股面值 0.01 港元的新股份。截至二零一九年十二月三十一日止年度，以股份支付的交易產生開支人民幣 3,068,000 元，作為僱員福利開支的一部分進行確認（二零一八年：人民幣 10,407,000 元）。

### (c) 五位最高薪人士

截至二零一九年十二月三十一日止年度，本集團的五位最高薪人士中包括三位（二零一八年：三位）董事，其薪金請見附註 37 的分析，其餘兩位（二零一八年：兩位）人士年內薪酬情況如下：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages, salaries and allowances	工資、薪金及津貼	862	1,213
Post-employment benefit and other welfare expenses	離職後福利及其他福利開支	251	250
Equity-settled share-based payment expense	按權益結算以股份支付的開支	800	851
		1,913	2,314

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 7 EMPLOYEE BENEFIT EXPENSE (Continued)

## (c) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
		Number of individuals 人數	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	—
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1	2

## 7 僱員福利開支(續)

## (c) 五位最高薪人士(續)

最高薪人士的薪酬介於下述範疇：

## 8 IMPAIRMENT LOSSES ON FINANCIAL AND CONTRACT ASSETS

## 8 金融及合約資產的減值虧損

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Loss allowance for contract assets (Note 18)	合約資產虧損撥備(附註18)	47,815	—
Loss allowance for financial assets at amortised cost (Note 23)	按攤銷成本計量的金融資產虧損撥備(附註23)	94,889	900
Loss allowance for trade and other receivables (Note 26)	貿易及其他應收款項虧損撥備(附註26)	173,465	14,861
		316,169	15,761

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 9 OTHER INCOME

## 9 其他收入

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants	政府補貼	585	2,107

## 10 OTHER GAINS — NET

## 10 其他收益淨額

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產公平值收益／(虧損)淨額	1,704	(8,751)
Net foreign exchange (losses)/gains	匯兌(虧損)／收益淨額	(325)	1,005
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額	387	730
Gains on disposal of subsidiaries	出售附屬公司的收益	143	962
Fair value gain on put option over shares in associate	聯營公司股份認沽期權公平值收益	—	7,403
Others	其他	191	(138)
		2,100	1,211



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 11 FINANCE EXPENSES — NET

## 11 融資開支淨額

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Finance income</i>	融資收入		
Interest income from loans to related parties and third parties	向關聯方及第三方貸款的利息收入	13,177	6,863
Interest income from bank deposits	銀行存款利息收入	284	467
Total finance income	融資收入總額	13,461	7,330
<i>Finance expenses</i>	融資開支		
Interest expense on lease liabilities	租賃負債利息開支	(733)	—
Interest expense on bank borrowings	銀行借貸利息開支	(35,146)	(40,281)
Less: interest expense capitalised in the cost of contract work	減：於建造工程成本資本化的利息開支	—	23,645
Net interest expense	利息開支淨額	(35,879)	(16,636)
Others	其他	(110)	(2)
Total finance expenses	融資開支總額	(35,989)	(16,638)
Finance expenses — net	融資開支淨額	(22,528)	(9,308)

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 12 INCOME TAX CREDIT/(EXPENSE)

## 12 所得稅收益／(開支)

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current income tax	即期所得稅	(2,932)	(13,101)
Deferred income tax	遞延所得稅	67,386	2,715
		<b>64,454</b>	<b>(10,386)</b>

- (a) The reconciliation of income tax expense to the theoretical amount that would arise using the statutory tax rates applicable to the consolidated entities are as follows:

- (a) 所得稅開支與採用適用於綜合實體的法定稅率計算得出的理論稅額的對賬如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit before income tax	除稅前(虧損)/溢利	<b>(325,868)</b>	118,887
Tax calculated at applicable statutory tax rates	按適用法定稅率計算的稅項	<b>77,955</b>	(29,722)
Tax effect of:	以下各項的稅務影響：		
Preferential tax rates	優惠稅率	<b>1,970</b>	16,708
Expenses not deductible for tax purpose	不可扣稅開支	<b>(7,687)</b>	—
Research and development tax credit	研發稅務抵免	<b>425</b>	762
Income not taxable	毋須課稅收入	<b>3,834</b>	—
Tax losses for which no deferred tax assets has been recognised	未確認遞延稅項資產的稅項虧損	<b>(5,512)</b>	(7,588)
Temporary differences for which no deferred tax assets has been recognised	未確認遞延稅項資產的暫時差額	<b>(8,607)</b>	—
Previously unrecognised tax losses recouped to reduce current tax expense	彌補以往未確認稅務虧損(以減少即期稅項開支)	<b>2,076</b>	5,007
Recoverable income tax of public infrastructure construction business	公建建設業務可收回所得稅	<b>—</b>	4,447
Income tax credit/(expense)	所得稅收益／(開支)	<b>64,454</b>	<b>(10,386)</b>

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 12 INCOME TAX CREDIT/(EXPENSE) (Continued)

- (b) As at 31 December 2019, the Group did not recognise deferred tax assets amounting to RMB10,109,000 (2018: RMB9,543,000) in respect of accumulated tax losses arising from the Group's entities in the PRC amounting to RMB40,434,000 (2018: RMB38,171,000), as management believed it is more likely that such tax losses would not be utilised before their expiry.

As at 31 December 2019 and 2018, the expiry dates of tax losses arising from the Group's entities in the PRC with no deferred tax assets recognised are as follows:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Year of expiry	到期年份		
2019	二零一九年	—	2,138
2020	二零二零年	1,268	1,268
2021	二零二一年	3,092	3,092
2022	二零二二年	10,979	19,140
2023	二零二三年	12,520	12,533
2024	二零二四年	12,575	—
		40,434	38,171

- (c) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("the BVI"), the Group is not subject to any income taxes in these jurisdictions.

## 12 所得稅收益／(開支) (續)

- (b) 於二零一九年十二月三十一日，本集團並無就本集團於中國實體的累計稅項虧損人民幣40,434,000元(二零一八年：人民幣38,171,000元)確認遞延稅項資產人民幣10,109,000元(二零一八年：人民幣9,543,000元)，原因是管理層認為該稅項虧損於到期前不大可能被使用。

於二零一九年及二零一八年十二月三十一日，本集團於中國實體(未確認遞延稅項資產)的稅項虧損到期日如下：

- (c) 根據開曼群島及英屬處女群島(「英屬處女群島」)法律及法規，本集團毋須繳納該等司法權區的任何所得稅。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 12 INCOME TAX CREDIT/(EXPENSE) (Continued)

- (d) The Group did not make any provisions for Hong Kong profit tax as there were no assessable profits arising in Hong Kong during the year ended 31 December 2019 (2018: nil). As at 31 December 2019, the Group did not recognise deferred tax assets amounting to RMB5,492,000 (2018: RMB3,123,000) in respect of accumulated tax losses arising from the Group's entities in Hong Kong amounting to RMB33,285,000 (2018: RMB18,930,000).

For the year end 31 December 2019, the statutory income tax rate of entities within the Group registered in the PRC is 25% (2018: 25%), except for certain entities entitled to tax exemption or preferential rates:

Since the respective first revenue-generating year, subsidiaries of the Company operating solar power plants are exempted from enterprise income tax for the first three years and are entitled to a 50% tax reduction for the subsequent three years.

Hebei LongiTech Cloud Energy Technology Co., Ltd. ("Hebei Cloud Energy"), an indirect wholly-owned subsidiary of the Company, was certified as High-Tech Enterprise of Hebei Province, effective from 1 January 2017 to 31 December 2019, during which Hebei Cloud Energy enjoys a preferential tax rate of 15%.

Tianjin Haitian Fangyuan Energy Saving Technology Co., Ltd. ("Haitian Fangyuan"), an indirect non-wholly-owned subsidiary of the Company, was certified as High-Tech Enterprise of Tianjin City, effective from 23 November 2018 to 23 November 2021, during which Haitian Fangyuan enjoys a preferential tax rate of 15%.

## 12 所得稅收益／（開支）（續）

- (d) 由於本集團於截至二零一九年十二月三十一日止年度並無於香港產生應課稅溢利，故並無就香港利得稅作出任何撥備（二零一八年：無）。於二零一九年十二月三十一日，本集團並無就本集團於香港實體的累計稅項虧損人民幣33,285,000元（二零一八年：人民幣18,930,000元）確認遞延稅項資產人民幣5,492,000元（二零一八年：人民幣3,123,000元）。

截至二零一九年十二月三十一日止年度，本集團於中國註冊的實體的法定稅率為25%（二零一八年：25%），惟若干實體獲免稅或享受優惠稅率：

自各自的首個獲收益年度起，本公司經營光伏電站的附屬公司首三年獲豁免繳納企業所得稅，其後三年獲50%稅項減免。

本公司間接全資附屬公司河北隆基泰和雲能源科技有限公司（「河北雲能源」）獲認可為河北省高新技術企業，有效期自二零一七年一月一日至二零一九年十二月三十一日止。該期間內，河北雲能源享有15%的優惠稅率。

本公司間接非全資附屬公司天津海天方圓節能技術有限公司（「海天方圓」）獲認可為天津市高新技術企業，有效期自二零一八年十一月二十三日至二零二一年十一月二十三日止。該期間內，海天方圓享有15%的優惠稅率。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 12 INCOME TAX CREDIT/(EXPENSE) (Continued)

(d) (Continued)

From 1 January 2018 to 31 December 2022, Hoboksar Mongol Autonomous County Sifang Dianjin Energy Co., Ltd. ("Sifang Dianjin"), an indirect non-wholly-owned subsidiary of the Company, is exempted from enterprise income tax for the first two years and are entitled to a 50% tax reduction for the subsequent three years.

## 12 所得稅收益／（開支）（續）

(d) （續）

自二零一八年一月一日至二零二二年十二月三十一日止，本公司間接非全資附屬公司和布克賽爾蒙古自治縣四方電金能源有限公司（「四方電金」）首兩年獲豁免繳納企業所得稅，其後三年獲50%稅項減免。

## 13 (LOSS)/EARNINGS PER SHARE

## (a) Basic (loss)/earnings per share

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year:

## 13 每股（虧損）／盈利

## (a) 每股基本（虧損）／盈利

每股基本（虧損）／盈利按本公司擁有人應佔（虧損）／溢利除以本年度已發行普通股的加權平均數計算：

## Year ended 31 December

截至十二月三十一日止年度

2019

2018

二零一九年

二零一八年

(Loss)/profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔（虧損）／溢利（人民幣千元）	(264,522)	107,720
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數（千股）	1,484,604	1,311,614
Basic (loss)/earnings per share (RMB)	每股基本（虧損）／盈利（人民幣元）	(0.1782)	0.0821

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 13 (LOSSES)/EARNINGS PER SHARE (Continued)

## 13 每股(虧損)/盈利(續)

## (b) Diluted (losses)/earnings per share

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. During the years ended 31 December 2019 and 2018, the Company had outstanding share options. The resulting number of shares issued for nil consideration is considered in the weighted average number of ordinary shares as the denominator for calculating diluted (loss)/earnings per share:

## (b) 每股攤薄(虧損)/盈利

每股攤薄(虧損)/盈利按因假設轉換所有潛在攤薄普通股而調整已發行普通股的加權平均數計算。截至二零一九年及二零一八年十二月三十一日止年度，本公司擁有未行使購股權。由此無償發行的股份數目計入普通股加權平均數，作為計算每股攤薄(虧損)/盈利時所用的分母：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
(Loss)/profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔(虧損)/溢利(人民幣千元)	(264,522)	107,720
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數(千股)	1,484,604	1,311,614
Effect of deemed issue of shares under the Company's share option scheme for nil consideration (thousands) (Note)	視作根據本公司購股權計劃無償發行股份的影響(千股)(附註)	—	1,557
Adjusted weighted average number of ordinary shares (thousands)	普通股經調整加權平均數(千股)	1,484,604	1,313,171
Diluted (loss)/earnings per share (RMB)	每股攤薄(虧損)/盈利(人民幣)	(0.1782)	0.0820

Note: For the year ended 31 December 2019, the Group made a loss therefore the effect of share options was anti-dilutive and is ignored from the calculation of diluted loss per share.

附註：於截至二零一九年十二月三十一日止年度，由於本集團錄得虧損，致使購股權具有反攤薄效應，故此計算每股攤薄虧損時將其忽略。



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 14 PROPERTY, PLANT AND EQUIPMENT

## 14 物業、廠房及設備

		Buildings	Plant and machinery	Motor vehicles	Furniture, fixtures and equipment 傢俱、裝置及設備	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	廠房及機械 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	及設備 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>						
At 1 January 2018	於二零一八年一月一日	16,422	459,332	3,538	28,489	9,000	516,781
Acquisitions of subsidiaries	收購附屬公司	—	8,735	237	59	74	9,105
Additions	添置	564	32,538	620	5,375	13,016	52,113
Transfers	轉移	—	18,251	—	3,149	(21,400)	—
Disposals of subsidiaries	出售附屬公司	—	(1,189)	(1,120)	(8,463)	(103)	(10,875)
Disposals of assets	出售資產	—	(4,130)	(224)	(8,271)	—	(12,625)
At 31 December 2018	於二零一八年十二月三十一日	16,986	513,537	3,051	20,338	587	554,499
At 1 January 2019	於二零一九年一月一日	16,986	513,537	3,051	20,338	587	554,499
Additions	添置	—	6,175	—	340	6,123	12,638
Transfers	轉移	—	1,541	—	107	(1,648)	—
Disposals of assets	出售資產	—	(3,869)	(252)	(478)	(334)	(4,933)
At 31 December 2019	於二零一九年十二月三十一日	16,986	517,384	2,799	20,307	4,728	562,204
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 January 2018	於二零一八年一月一日	292	25,440	1,140	9,560	—	36,432
Charge for the year	年內列支	794	22,152	594	6,230	—	29,770
Disposals of subsidiaries	出售附屬公司	—	(370)	(380)	(2,096)	—	(2,846)
Disposals of assets	出售資產	—	(100)	(60)	(7,156)	—	(7,316)
At 31 December 2018	於二零一八年十二月三十一日	1,086	47,122	1,294	6,538	—	56,040
At 1 January 2019	於二零一九年一月一日	1,086	47,122	1,294	6,538	—	56,040
Charge for the year	年內列支	814	25,259	334	2,776	—	29,183
Disposals of assets	出售資產	—	(818)	(151)	(40)	—	(1,009)
At 31 December 2019	於二零一九年十二月三十一日	1,900	71,563	1,477	9,274	—	84,214
<b>Net book amount</b>	<b>賬面淨值</b>						
At 31 December 2019	於二零一九年十二月三十一日	15,086	445,821	1,322	11,033	4,728	477,990
At 31 December 2018	於二零一八年十二月三十一日	15,900	466,415	1,757	13,800	587	498,459

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 14 PROPERTY, PLANT AND EQUIPMENT (Continued)

- (a) For the year ended 31 December 2019, depreciation amounting to RMB22,118,000 (2018: RMB22,877,000) was charged to cost of sales and RMB7,065,000 (2018: RMB6,893,000) to administrative expenses.
- (b) As at 31 December 2019, certain machineries of solar power plants of the Group with carrying amount of RMB302,146,000 (2018: RMB303,731,000) were pledged as security for the Group's borrowings (Note 30).
- (c) Based on an outlook of the development progress of Hoboksar Mongol Autonomous County Hefeng Industrial Park ("Hefeng Industrial Park"), management carried out an impairment test on the Group's property, plant and equipment in the transformer station at Hefeng Industrial Park as at 31 December 2019, with carrying amount of RMB79,542,000. Xinjiang Saier Power Distribution Co., Ltd. ("Xinjiang Saier"), an indirect non-wholly-owned subsidiary of the Company, is under the process of entering into a franchise operation agreement with the local government of Hoboksar Mongol Autonomous County to invest and operate the incremental electricity distribution network at Hefeng Industrial Park for a period of 30 years.

The recoverable amount of the assets has been determined based on a value in use calculation. The calculation uses cash flow projection based on the approved business plan of Xinjiang Saier, which reflects cash flow from rendering electricity distribution service less estimated costs, discounted at a pre-tax discount rate of 14%. One of the key assumptions of the cash flow projection is the annual growth rate in revenue which is based on the annual electricity consumption volume of the users at Hefeng Industrial Park specified in the business plan and a nil growth rate for the extrapolation period. The discount rate used reflects specific risks relating to the electricity distribution business.

As a result of the above assessment, no impairment loss was recognised for the Group's property, plant and equipment located in Hefeng Industrial Park for the year ended 31 December 2019 (2018: nil).

## 14 物業、廠房及設備(續)

- (a) 截至二零一九年十二月三十一日止年度，人民幣22,118,000元(二零一八年：人民幣22,877,000元)的折舊計入銷售成本，而人民幣7,065,000元(二零一八年：人民幣6,893,000元)計入行政開支。
- (b) 於二零一九年十二月三十一日，賬面值為人民幣302,146,000元(二零一八年：人民幣303,731,000元)的本集團光伏電站若干機械已質押作為本集團借貸的擔保(附註30)。
- (c) 根據對和布克賽爾蒙古自治縣和豐工業園區(「和豐工業園區」)開發進度的展望，管理層於二零一九年十二月三十一日對和豐工業園區變電站賬面值為人民幣79,542,000元的物業、廠房及設備進行減值測試。本公司間接非全資附屬公司新疆賽爾配售電有限公司(「新疆賽爾」)正與和布克賽爾蒙古自治縣當地政府部門訂立特許經營協議以投資及營運於和豐工業園區的增量配電網，為期30年。

資產的可收回金額根據使用價值計算法釐定。該計算使用基於新疆賽爾經批准的商業計劃的現金流量預測，該預測反映以配電服務提供的現金流量減去估計成本，並以稅前折現率14%折現。現金流量預測的主要假設之一為收益的年增長率，該年增長率是基於商業計劃中指定的合豐工業園區用戶的年用電量及推斷期的零增長率。所使用的折現率反映與配電業務有關的特定風險。

基於上述評估，截至二零一九年十二月三十一日止年度，本集團於和豐工業園區的物業、廠房及設備並無確認減值虧損(二零一八年：無)。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 15 LEASES

This note provides information for leases where the Group is a lessee:

## (a) Amounts recognised in the consolidated balance sheet

<i>Right-of-use assets</i>	使用權資產
Leasehold land and land use rights	租賃土地及土地使用權
Properties	物業
Equipment	設備

As at 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	As at 1 January 2019 於二零一九年 一月一日 RMB'000 人民幣千元
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		9,741	10,008
		10,058	5,741
		62	82
		19,861	15,831
<i>Lease liabilities</i>	租賃負債		
Current	流動	3,128	578
Non-current	非流動	12,016	10,999
		15,144	11,577

Additions to the right-of-use assets during the year ended 31 December 2019 were RMB6,422,000.

截至二零一九年十二月三十一日止年度，使用權資產增加人民幣6,422,000元。

## 15 租賃

此附註提供本集團作為承租人的租賃資料：

## (a) 於綜合資產負債表確認的金額

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 15 LEASES (Continued)

##### (b) Amounts recognised in the consolidated statement of profit or loss

#### 15 租賃 (續)

##### (b) 於綜合損益表確認的金額

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation charge of right-of-use assets	使用權資產的折舊費用		
Leasehold land and land use rights	租賃土地及土地使用權	267	—
Properties	物業	2,105	—
Equipment	設備	20	—
		2,392	—
Interest expense (included in finance expenses)	利息開支(計入融資開支)	733	—
Expense relating to short-term leases (included in administrative expenses)	短期租賃相關開支(計入行政開支)	2,477	—
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in administrative expenses)	不列示為短期租賃的低價值資產租賃相關開支(計入行政開支)	50	—

During the year ended 31 December 2019, the total cash outflow for leases was RMB6,115,000.

截至二零一九年十二月三十一日止年度，租賃現金流出總額為人民幣6,115,000元。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 16 INTANGIBLE ASSETS

## 16 無形資產

		Goodwill 商譽 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Patent 專利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>				
Cost	成本	3,261	17,240	4,038	24,539
Accumulated amortisation and impairment	累計攤銷及減值	—	(4,673)	(168)	(4,841)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>3,261</b>	<b>12,567</b>	<b>3,870</b>	<b>19,698</b>
<b>Year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>				
Opening net book amount	期初賬面淨值	3,261	12,567	3,870	19,698
Additions	添置	—	121	—	121
Amortisation charge	攤銷支出	—	(3,367)	(404)	(3,771)
Impairment	減值	(2,209)	(4,288)	—	(6,497)
<b>Closing net book amount</b>	<b>期末賬面淨值</b>	<b>1,052</b>	<b>5,033</b>	<b>3,466</b>	<b>9,551</b>
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>				
Cost	成本	3,261	17,630	4,038	24,929
Accumulated amortisation and impairment	累計攤銷及減值	(2,209)	(12,597)	(572)	(15,378)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>1,052</b>	<b>5,033</b>	<b>3,466</b>	<b>9,551</b>

(a) For the year ended 31 December 2019, amortisation amounting to RMB3,384,000 (2018: RMB5,587,000) was charged to administrative expenses and RMB387,000 (2018: RMB9,000) to cost of sales.

(a) 截至二零一九年十二月三十一日止年度，人民幣3,384,000元（二零一八年：人民幣5,587,000元）的攤銷計入行政開支，而人民幣387,000元（二零一八年：人民幣9,000元）計入銷售成本。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 16 INTANGIBLE ASSETS (Continued)

- (b) The following table presents the changes in goodwill for the years ended 31 December 2019 and 2018.

## 16 無形資產 (續)

- (b) 下表載列截至二零一九年及二零一八年十二月三十一日止年度的商譽變動：

		As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元	Additions 增加 RMB'000 人民幣千元	As at 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
<i>Goodwill</i>	<i>商譽</i>			
Gao Bei Dian City Guangshuo New Energy Group Co., Ltd. ("Guangshuo")	高碑店市光碩新能源集團有限公司(「光碩」)	686	—	686
Haitian Fangyuan	海天方圓	366	—	366
Hebei Fakai Energy Development Co., Ltd. ("Fakai")	河北省發凱能源開發有限公司(「發凱」)	2,209	—	2,209
		3,261	—	3,261
<i>Impairment</i>	<i>減值</i>			
Guangshuo	光碩	—	—	—
Haitian Fangyuan	海天方圓	—	—	—
Fakai (Note)	發凱 (附註)	—	(2,209)	(2,209)
		—	(2,209)	(2,209)
		3,261	(2,209)	1,052

Note: The recoverable amount has been determined based on a value in use calculation. The calculation uses cash flow projection based on the approved financial budget and a pre-tax discount rate of 14%. One of the key assumptions of the cash flow projection is a nil annual growth rate in revenue for the budget period and the extrapolation period, since management anticipated that there will be no growth in revenue of Fakai in the future.

附註：可收回金額根據使用價值計算法釐定。該計算使用基於經批准的財務預算的現金流量預測及稅前折現率14%。由於管理層預計發凱的收益未來將不會增長，故現金流量預測的主要假設之一是預算期及推斷期的收益年增長率均為零。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 16 INTANGIBLE ASSETS (Continued)

- (c) In 2017, the Group developed the Smart Energy Cloud Platform (the "Cloud Platform"), an online cloud platform software collecting, monitoring and analysing electricity consumption data, supporting the Group's home photovoltaic system business and electricity sales business.

During the year ended 31 December 2019, based on an outlook of decreasing subsidy and implementation of subsidy quota controls in home photovoltaic system business and electricity sales business, management carried out impairment tests on the Cloud Platform as at 31 December 2019. The recoverable amount of the asset has been determined based on value in use calculations. The calculations use cash flow projections based on the approved financial budgets and a pre-tax discount rate of 14%. One of the key assumptions of the cash flow projections is a nil annual growth rate in revenue for the budget period and the extrapolation period. The discount rate used reflects specific risks relating to the home photovoltaic system business and electricity sales business.

As a result of the above assessment, impairment of RMB4,288,000 was recognised for the Cloud Platform during the year ended 31 December 2019 (2018: nil).

## 16 無形資產 (續)

- (c) 於二零一七年，本集團開發了智慧能源雲平台（「雲平台」），一種收集、監控及分析電力消耗數據及支持本集團戶用光伏系統業務以及電力銷售業務的線上雲平台。

截至二零一九年十二月三十一日止年度，根據戶用光伏系統業務及電力銷售業務的補貼減少及實施補貼配額控制的前景，管理層於二零一九年十二月三十一日對雲平台進行減值測試。資產的可收回金額根據使用價值計算法釐定。該計算使用基於經批准的財務預算的現金流量預測以及稅前折現率14%。現金流量預測的主要假設之一為預算期及推斷期的收益年增長率均為零。所使用的折現率反映與戶用光伏系統業務及電力銷售業務有關的特定風險。

基於上述評估，截至二零一九年十二月三十一日止年度，雲平台確認減值人民幣4,288,000元（二零一八年：無）。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 17 DEFERRED INCOME TAX

## 17 遞延所得稅

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deferred tax assets	遞延稅項資產	70,007	3,021
Deferred tax liabilities	遞延稅項負債	(11,891)	(12,291)

Movements in deferred tax assets are as follows:

遞延稅項資產的變動如下：

		Loss allowance for trade and other receivables 貿易及其他應 收款項的虧損 撥備 RMB'000 人民幣千元	Loss allowance for financial assets at amortised cost 按攤銷成本計 量的金融資產 的虧損撥備 RMB'000 人民幣千元	Loss allowance for contract assets 合約資產 虧損撥備 RMB'000 人民幣千元	Provisions for inventories 存貨撥備 RMB'000 人民幣千元	Impairment of intangible assets 無形資產 減值 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年 一月一日	569	—	—	—	—	569
Credit to profit or loss	於損益入賬	2,229	185	—	38	—	2,452
As at 31 December 2018	於二零一八年 十二月三十一日	2,798	185	—	38	—	3,021
Credit to profit or loss	於損益入賬	42,525	18,237	4,787	365	1,072	66,986
As at 31 December 2019	於二零一九年 十二月三十一日	45,323	18,422	4,787	403	1,072	70,007

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 17 DEFERRED INCOME TAX (Continued)

Movements in deferred tax liabilities are as follows:

## 17 遞延所得稅(續)

遞延稅項負債的變動如下：

		Fair value adjustments in business combinations 業務合併的 公平值調整 RMB'000 人民幣千元	Fair value adjustment on investment properties 投資物業的 公平值調整 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 1 January 2018</b>	<b>於二零一八年一月一日</b>	11,823	731	12,554
Charge/(credit) to profit or loss	於損益列支／(入賬)	468	(731)	(263)
<b>As at 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>	12,291	—	12,291
Credit to profit or loss	於損益入賬	(400)	—	(400)
<b>As at 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>	11,891	—	11,891

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 18 CONTRACT ASSETS

## 18 合約資產

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract costs incurred plus recognised profit less recognised losses	所產生合約成本加上已確認溢利減已確認虧損	1,384,546	1,325,073
Less: progress billings	減：進度款項	(979,080)	(865,283)
Net balance sheet position for ongoing contracts	持續合約的淨資產負債表狀況	405,466	459,790
Of which are:	其中：		
Current contract assets	流動合約資產	361,728	304,350
Non-current contract assets	非流動合約資產	43,738	155,440
		405,466	459,790

According to the amendment to the original agreement of Baoding Donghu Cultural Center Project entered into between Baoding Municipal People's Government and the Group in December 2019, contract assets in respect of income tax and certain expenses incurred in previous years as well as related profits with total amount of RMB47,815,000 would not be compensated. Therefore a provision of RMB47,815,000 was made by the Group accordingly. Movement in the loss allowance of contract assets is as follows:

根據保定市人民政府與本集團於二零一九年十二月就保定東湖文化中心項目訂立的原協議的修訂，有關往年產生的所得稅、部份開支及相關溢利的合約資產人民幣47,815,000元不會獲得補償。因此，本集團計提撥備人民幣47,815,000元。合約資產的撥備變動如下：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Opening balance	期初結餘	—	—
Increase in loss allowance	虧損撥備增加	47,815	—
Written off as uncollectible	因無法收回而撇銷	(47,815)	—
Closing balance	期末結餘	—	—

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 19 SUBSIDIARIES

The Group's principal subsidiaries as at 31 December 2019 and 2018 are set out below. The place of incorporation is also their principal place of business.

## 19 附屬公司

下表列示本集團於二零一九年及二零一八年十二月三十一日的主要附屬公司。註冊成立地點亦為其主要營業地點。

Name of entity 實體名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Registered capital 註冊資本	Ownership interest held by the Group 本集團持有的所有者權益	Principal activities 主要業務
Hebei Longitech Cloud Energy Technology Co., Ltd. 河北隆基泰和雲能源科技有限公司	the PRC limited liability company 中國有限責任公司	RMB300,000,000 人民幣300,000,000元	100%	Smart energy service 智慧能源服務
Gao Bei Dian City Guangshuo New Energy Group Co., Ltd. 高碑店市光碩新能源集團有限公司	the PRC limited liability company 中國有限責任公司	RMB125,708,800 人民幣125,708,800元	100%	Operation of solar power plant 營運光伏電站
Zhongneng Hexin Longhua County Solar Power Generation Co., Ltd. 中能和信隆化縣太陽能發電有限責任公司	the PRC limited liability company 中國有限責任公司	RMB10,000,000 人民幣10,000,000元	100%	Operation of solar power plant 營運光伏電站
Tianjin Haitian Fangyuan Energy Saving Technology Co., Ltd. 天津海天方圓節能技術有限公司	the PRC limited liability company 中國有限責任公司	RMB111,111,100 人民幣111,111,100元	55%	Smart energy service 智慧能源服務
Hebei Yuedu City Construction Investment Co., Ltd. 河北躍都城市建設投資有限公司	the PRC limited liability company 中國有限責任公司	RMB120,000,000 人民幣120,000,000元	100%	Public infrastructure construction 公建建設
Baoding Qiantai Investment Co., Ltd. 保定乾泰投資有限公司	the PRC limited liability company 中國有限責任公司	RMB120,000,000 人民幣120,000,000元	100%	Public Infrastructure construction 公建建設

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

## 20 採用權益法入賬的投資

The table below provides the reconciliation of the Group's aggregate carrying amounts of investments in associates from opening to closing balances:

下表載列本集團於聯營公司的投資總額  
期初與期末結餘的對賬：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Opening balance	期初結餘	101,587	—
Additions	增加	245,000	93,400
Share of net profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的純利份額	5,422	8,187
Dividends received	收取股息	(8,597)	—
Transfer to financial assets at amortised cost	轉移至按攤銷成本計量的金融資產	(62,767)	—
Closing balance	期末結餘	280,645	101,587



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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

Set out below are the associates of the Group as at 31 December 2019 and 2018. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The place of incorporation is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

## 20 採用權益法入賬的投資(續)

以下載列本集團於二零一九年及二零一八年十二月三十一日的聯營公司。下列實體的股本僅由普通股組成，由本集團直接持有。公司註冊成立地點亦為其主要營業地點，所有者權益的比例與持有的投票權比例相同。

Name of entity 實體名稱	Place of incorporation 註冊成立地點	% of ownership interest As at 31 December 所有者權益比例 於十二月三十一日		Measurement method 計量方法	Carrying amount As at 31 December 賬面值 於十二月三十一日	
		2019	2018		2019	2018
		二零一九年	二零一八年		二零一九年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元
Longyao (Beijing) Clean Energy Technology Co., Ltd. ("Longyao Beijing") (a) 隆耀(北京)清潔能源科技有限公司 (「隆耀北京」)(a)	the PRC 中國	45%	45%	Equity method 權益法	19,085	32,990
Gao Bei Dian City Longchuang Central Heating Co., Ltd. ("Longchuang Heating") (b) 高碑店市隆創集中供熱有限公司 (「隆創熱力」)(b)	the PRC 中國	40%	N/A	Equity method 不適用 權益法	261,560	—
Shandong Hailifeng Clean Energy Joint Stock Co., Ltd. ("Hailifeng") (c) 山東海利豐清潔能源股份有限公司 (「海利豐」)(c)	the PRC 中國	N/A 不適用	40%	Equity method 權益法	—	68,597
					280,645	101,587

(a) On 4 June 2018, Baoding Yize New Energy Technology Co., Ltd. ("Baoding Yize"), an indirect wholly-owned subsidiary of the Company, and Beijing Yaohui Hengchang Technology Partnership Enterprise (Limited Partnership), an independent third party, agreed to make capital contribution to Longyao Beijing, which is principally engaged in heat supply business. As a result, Baoding Yize obtained 45% equity interest of Longyao Beijing and shall contribute RMB135,000,000 to Longyao Beijing before 31 December 2021. RMB33,400,000 has been paid by Baoding Yize as of 31 December 2019.

(a) 於二零一八年六月四日，本公司間接全資附屬公司保定溢澤新能源科技有限公司(「保定溢澤」)與獨立第三方北京耀輝恒昌科技合夥企業(有限合夥)同意向隆耀北京(主要從事供熱業務)進行增資。因此，保定溢澤取得隆耀北京45%股權且須於二零二一年十二月三十一日前向隆耀北京出資人民幣135,000,000元。於二零一九年十二月三十一日，保定溢澤已支付人民幣33,400,000元。

## NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(b) On 21 May 2019, Beijing Longguang Energy Technology Co., Ltd. ("Beijing Longguang"), an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement with Hebei Julin Chuanghe Cultural Communication Co., Ltd. ("Hebei Julin"), a company owned by the controlling shareholder, pursuant to which Beijing Longguang agreed to make capital contribution to Longchuang Heating, a wholly-owned subsidiary of Hebei Julin. As a result, Beijing Longguang obtained 40% equity interest of Longchuang Heating by making capital contribution of RMB245,000,000. According to the valuation report issued by an independent third-party valuer, the Group's share of the fair value of Longchuang Heating's identifiable assets and liabilities on the acquisition date was RMB263,000,000. The excess of the Group's share of the fair value of Longchuang Heating's identifiable assets and liabilities over the cost of investment amounting to RMB18,000,000 was included as share of net profit of associates accounted for using the equity method for the year ended 31 December 2019.

(c) On 26 July 2018, Beijing Longguang acquired 40% equity interest of Hailifeng from Shengli Oilfield Lifeng Industrial Group Co., Ltd. ("Shengli Oilfield Lifeng"), an independent third party, at a consideration of RMB1 and by making capital contribution of RMB60,000,000 to Hailifeng. In accordance with the terms of the acquisition agreement, Shengli Oilfield Lifeng provided certain performance undertakings to Beijing Longguang, under which Beijing Longguang has the right to require Shengli Oilfield Lifeng to repurchase the 40% equity interest of Hailifeng if Hailifeng fails to meet the performance target for the year ended 31 December 2018 (the "Put Option").

## 20 採用權益法入賬的投資 (續)

(b) 於二零一九年五月二十一日，本公司間接全資附屬公司北京隆光能源科技有限公司（「北京隆光」）與由控股股東擁有的河北聚鄰創和文化傳播有限公司（「河北聚鄰」）簽署增資協議，北京隆光同意向河北聚鄰之全資附屬公司隆創熱力進行增資。因此，北京隆光藉由增資人民幣245,000,000元取得隆創熱力40%股權。根據獨立第三方估值師出具的估值報告，本集團應佔隆創熱力於收購日的可識別資產及負債的公平值為人民幣263,000,000元。本集團應佔隆創熱力可識別資產及負債的公平值超出投資成本的部分人民幣18,000,000元計入截至二零一九年十二月三十一日止年度採用權益法入賬的聯營公司的純利份額。

(c) 二零一八年七月二十六日，北京隆光自獨立第三方勝利油田利豐實業集團有限公司（「勝利油田利豐」）以代價人民幣1元及藉由向海利豐出資人民幣60,000,000元收購海利豐40%股權。根據收購協議的條款，勝利油田利豐向北京隆光提供若干業績承諾，據此，倘海利豐未能達成截至二零一八年十二月三十一日止年度的業績目標，北京隆光有權要求勝利油田利豐回購海利豐40%的股權（「認沽期權」）。

## NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

## (c) (Continued)

As Hailifeng failed to meet the performance target for the year ended 31 December 2018, Beijing Longguang elected to exercise the Put Option and entered into a repurchase agreement with Shengli Oilfield Lifeng and Hailifeng in March 2019. Shengli Oilfield Lifeng agreed to repurchase the 40% equity interest of Hailifeng at a consideration of RMB60,000,000, which should be paid before 30 June 2019.

As Shengli Oilfield Lifeng has not paid the consideration of RMB60,000,000, Beijing Longguang initiated legal proceedings against Shengli Oilfield Lifeng and Hailifeng in November 2019, and ceased to maintain significant influence over Hailifeng. Therefore this investment in associate had been reclassified at the carrying value to financial assets at amortised cost (Note 23(b)).

## (d) Commitments in respect of associates

## 20 採用權益法入賬的投資 (續)

## (c) (續)

由於海利豐未能達成截至二零一八年十二月三十一日止年度的業績目標，北京隆光選擇行使認沽期權，並於二零一九年三月與勝利油田利豐及海利豐訂立回購協議。勝利油田利豐同意回購海利豐40%的股權，代價為人民幣60,000,000元，且應於二零一九年六月三十日前支付。

由於勝利油田利豐尚未支付代價人民幣60,000,000元，北京隆光於二零一九年十一月對勝利油田利豐及海利豐提出法律訴訟，並不再對海利豐具有重大影響。因此，該項聯營公司投資已按賬面值重新分類為按攤銷成本計量的金融資產(附註23(b))。

## (d) 聯營公司相關承擔

As at 31 December

於十二月三十一日

2019

2018

二零一九年

二零一八年

RMB'000

RMB'000

人民幣千元

人民幣千元

Investment in associate

於聯營公司投資

101,600

101,600

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## 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

## 20 採用權益法入賬的投資(續)

## (e) Summarised financial information for associates

The table below provides summarised financial information for the Group's associates. The information disclosed reflects the amounts presented in the financial statements of the relevant associates, which have been amended to reflect adjustments made by the Group when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

## (e) 聯營公司財務信息概述

本集團聯營公司財務信息概述如下表所示。披露的信息反映相關聯營公司財務報表中呈報的金額，該等金額已進行修訂，以反映本集團在採用權益法時所作調整，包括公平值調整及會計政策差異相關的修改。

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Longyao Beijing</b>	<b>隆耀北京</b>		
<b>Summarised balance sheet</b>	<b>資產負債表概述</b>		
Current assets	流動資產	45,485	109,003
Non-current assets	非流動資產	189	35,704
Current liabilities	流動負債	(3,262)	(71,395)
Net Assets	淨資產	42,412	73,312
<b>Reconciliation to carrying amounts</b>	<b>與賬面值對賬</b>		
Opening net assets	期初淨資產	73,312	74,222
Loss for the year	年內虧損	(30,900)	(910)
Closing net assets	期末淨資產	42,412	73,312
Group's shares in %	本集團持股比例	45%	45%
Group's shares in RMB	本集團股份以人民幣列示	19,085	32,990
Carrying amounts of investment in associates	於聯營公司投資賬面值	19,085	32,990

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 20 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

## 20 採用權益法入賬的投資 (續)

## (e) Summarised financial information for associates (Continued)

## (e) 聯營公司財務信息概述 (續)

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Longchuang Heating</b>	<b>隆創熱力</b>		
<b>Summarised balance sheet</b>	<b>資產負債表概述</b>		
Current assets	流動資產	1,091,910	—
Non-current assets	非流動資產	434,639	—
Current liabilities	流動負債	(561,659)	—
Non-current liabilities	非流動負債	(489,859)	—
Net Assets	淨資產	475,031	—
<b>Reconciliation to carrying amounts</b>	<b>與賬面值對賬</b>		
Opening net assets	期初淨資產	475,061	—
Loss for the year	年內虧損	(30)	—
Closing net assets	期末淨資產	475,031	—
<i>Fair value adjustments</i>	<i>公平值調整</i>		
Revaluation surplus on acquisition	收購重估增值	182,440	—
Amortisation of share of revaluation surplus	重估增值份額攤銷	(3,571)	—
Closing net assets adjusted using the equity method	採用權益法調整的 期末淨資產	653,900	—
Group's shares in %	本集團持股比例	40%	—
Group's shares in RMB	本集團股份以人民幣列示	261,560	—
Carrying amounts of investment in associates	於聯營公司投資賬面值	261,560	—

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## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 21 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

## (a) Financial assets

## 21 金融工具類別

本集團持有下列金融工具：

## (a) 金融資產

As at 31 December 2019

於二零一九年十二月三十一日

		Financial assets		Total
		at amortised cost	at fair value through profit or loss	
		按攤銷成本計量的金融資產	按公平值計量且其變動計入損益的金融資產	
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Trade and other receivables (excluding non-financial assets)	貿易及其他應收款項 (不包括非金融資產)	162,902	—	162,902
Financial assets at amortised cost	按攤銷成本計量的金融資產	137,022	—	137,022
Financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產	—	157,003	157,003
Restricted cash	受限制現金	66,388	—	66,388
Cash and cash equivalents	現金及現金等價物	32,228	—	32,228
		398,540	157,003	555,543



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 21 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

## (a) Financial assets (Continued)

## 21 金融工具類別(續)

## (a) 金融資產(續)

As at 31 December 2018

於二零一八年十二月三十一日

		Financial assets		Total
		Financial assets at amortised cost	at fair value through profit or loss	
		按攤銷成本計量的金融資產	按公平值計量且其變動計入損益的金融資產	
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Trade and other receivables (excluding non-financial assets)	貿易及其他應收款項 (不包括非金融資產)	537,158	—	537,158
Financial assets at amortised cost	按攤銷成本計量的金融資產	178,513	—	178,513
Financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產	—	164,443	164,443
Restricted cash	受限制現金	1,219	—	1,219
Cash and cash equivalents	現金及現金等價物	162,917	—	162,917
		879,807	164,443	1,044,250

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## 21 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

## (b) Financial liabilities

## 21 金融工具類別(續)

## (b) 金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債	
		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade and other payables (excluding non-financial liabilities)	貿易及其他應付款項 (不包括非金融負債)	50,184	82,080
Borrowings	借貸	534,400	567,600
Lease liabilities	租賃負債	15,144	—
		599,728	649,680

## 22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

## 22 按公平值計量且其變動計入損益的金融資產

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Non-current	非流動		
Unlisted convertible bond (a)	非上市可換股債券(a)	—	8,762
Current	流動		
Unlisted convertible bond (a)	非上市可換股債券(a)	4,913	—
Unlisted investment funds (b)	非上市投資基金(b)	152,090	148,278
Put option over shares in associate	聯營公司股份認沽期權	—	7,403
		157,003	155,681

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

The following table presents the changes in financial assets at fair value through profit or loss for the years ended 31 December 2019 and 2018:

## 22 按公平值計量且其變動計入損益的金融資產(續)

下表呈列截至二零一九年及二零一八年十二月三十一日止年度按公平值計量且其變動計入損益的金融資產的變動：

		Unlisted investment funds 非上市 投資基金 RMB'000 人民幣千元	Unlisted convertible bond 非上市 可換股債券 RMB'000 人民幣千元	Put option over shares in associate 認沽期權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日	—	—	—	—
Additions	添置	171,852	8,762	—	180,614
Disposals	出售	(16,810)	—	—	(16,810)
(Losses)/gains recognised in other gains — net	於其他收益淨額中確認的(虧損)/收益	(8,783)	—	7,403	(1,380)
Exchange differences	匯兌差額	2,019	—	—	2,019
As at 31 December 2018	於二零一八年十二月三十一日	148,278	8,762	7,403	164,443
Disposals	出售	—	(4,072)	—	(4,072)
Exercise of put option	行使認沽期權	—	—	(7,403)	(7,403)
Gains recognised in other gains — net	於其他收益淨額中確認的收益	490	26	—	516
Exchange differences	匯兌差額	3,322	197	—	3,519
As at 31 December 2019	於二零一九年十二月三十一日	152,090	4,913	—	157,003

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

- (a) On 11 September 2018, the Group subscribed for an unlisted convertible corporate bond issued by Supreme Trillion Development Limited ("Supreme Trillion"), an independent third party. The principal amount was HK\$10,000,000. The convertible bond matures on 31 December 2020 and bears coupon of 13.5% annually. During the year ended 31 December 2019, the Group had applied for redemption of the convertible bond in eleven equal installments and held the right to convert the remaining amount of the bond into ordinary shares of Asia Interactive Content Holdings Limited, a subsidiary of Supreme Trillion, before its maturity.

As at 31 December 2019, the remaining principle amount was HK\$5,455,000 (equivalent to RMB4,887,000), while the fair value of the convertible bond amounting to HK\$5,485,000 (equivalent to RMB4,913,000) (2018: HK\$10,000,000, equivalent to RMB8,762,000). A fair value gain of HK\$30,000 (equivalent to RMB26,000) was recognised for the year ended 31 December 2019 (2018: nil). Interest income amounting to HK\$1,350,000 (equivalent to RMB1,188,000) was included in fair value gains as other gains for the year ended 31 December 2019 (2018: HK\$414,000, equivalent to RMB350,000).

## 22 按公平值計量且其變動計入損益的金融資產(續)

- (a) 於二零一八年九月十一日，本集團認購由卓兆發展有限公司(「卓兆」)(一名獨立第三方)發行的非上市可換股公司債券。本金額為10,000,000港元。可換股債券的到期日為二零二零年十二月三十一日，票面年利率為13.5%。截至二零一九年十二月三十一日止年度，本集團已申請分十一期等額贖回可換股債券，及持有於到期前將餘下債券轉換為卓兆發展有限公司附屬公司亞洲互動媒體控股有限公司的普通股股份的權利。

於二零一九年十二月三十一日，餘下本金額為5,455,000港元(相當於人民幣4,887,000元)，而可換股債券公平值為5,485,000港元(相當於人民幣4,913,000元)(二零一八年：10,000,000港元，相當於人民幣8,762,000元)。截至二零一九年十二月三十一日止年度確認公平值收益30,000港元(相當於人民幣26,000元)(二零一八年：無)。截至二零一九年十二月三十一日止年度作為其他收益計入公平值收益的利息收入為1,350,000港元(相當於人民幣1,188,000元)(二零一八年：414,000港元，相當於人民幣350,000元)。

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

- (b) During the year ended 31 December 2019, the Group held shares in Giga Opportunities Fund Ltd. ("Giga"), an unlisted third-party investment company incorporated in the BVI, with investment cost of HK\$90,000,000. As at 31 December 2019, Giga invested in unlisted debt securities and various ordinary shares traded on The Stock Exchange of Hong Kong Limited. As at 31 December 2019, the investment in Giga was stated at fair value amounting to HK\$80,333,000 (equivalent to RMB71,960,000) (2018: HK\$78,586,000, equivalent to RMB68,858,000). A fair value gain of HK\$1,747,000 (equivalent to RMB1,537,000) was recognised for the year ended 31 December 2019 (2018: a fair value loss of HK\$11,414,000, equivalent to RMB10,001,000).

During the year ended 31 December 2019, the Group held shares in Yue Xiu Stable Income Segregated Portfolio ("Yue Xiu"), an unlisted third-party investment fund registered with Cayman Islands Monetary Authority, with investment cost of HK\$88,800,000. As at 31 December 2019, Yue Xiu invested in unlisted debt security. As at 31 December 2019, the investment in Yue Xiu was stated at fair value amounting to HK\$89,452,000 (equivalent to RMB80,130,000) (2018: HK\$90,642,000, equivalent to RMB79,420,000). A fair value loss of HK\$1,190,000 (equivalent to RMB1,047,000) was recognised for the year ended 31 December 2019 (2018: a fair value gain of HK\$1,842,000, equivalent to RMB1,614,000).

## 22 按公平值計量且其變動計入損益的金融資產(續)

- (b) 截至二零一九年十二月三十一日止年度，本公司持有Giga Opportunities Fund Ltd. (「Giga」) (於英屬處女群島註冊成立的非上市第三方投資公司) 的股份，投資成本為90,000,000港元。於二零一九年十二月三十一日，Giga投資了非上市債券及若干於香港聯合交易所有限公司交易的普通股股份。於二零一九年十二月三十一日，於Giga的投資按公平值列賬為80,333,000港元(相當於人民幣71,960,000元)(二零一八年：78,586,000港元，相當於人民幣68,858,000元)。截至二零一九年十二月三十一日止年度確認公平值收益1,747,000港元(相當於人民幣1,537,000元)(二零一八年：公平值虧損11,414,000港元，相當於人民幣10,001,000元)。

截至二零一九年十二月三十一日止年度，本公司持有Yue Xiu Stable Income Segregated Portfolio (「Yue Xiu」) (於開曼群島金融管理局註冊成立的非上市第三方投資基金) 的股份，投資成本為88,800,000港元。於二零一九年十二月三十一日，Yue Xiu投資了非上市債券。於二零一九年十二月三十一日，於Yue Xiu的投資按公平值列賬為89,452,000港元(相當於人民幣80,130,000元)(二零一八年：90,642,000港元，相當於人民幣79,420,000元)。截至二零一九年十二月三十一日止年度確認公平值虧損1,190,000港元(相當於人民幣1,047,000元)(二零一八年：公平值收益1,842,000港元，相當於人民幣1,614,000元)。

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

- (c) The Group's financial assets at fair value through profit or loss were denominated in the following currencies:

22 按公平值計量且其變動計  
入損益的金融資產(續)

- (c) 本集團按公平值計量且其變動計入損益的金融資產以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
US\$	美元	152,090	148,278
HK\$	港元	4,913	8,762
RMB	人民幣	—	7,403
		157,003	164,443



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## 23 FINANCIAL ASSETS AT AMORTISED COST

## 23 按攤銷成本計量的金融資產

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<i>Non-current debt investments</i>	<i>非即期債務投資</i>		
Loans to third parties	提供貸款予第三方	13,750	—
<i>Current debt investments</i>	<i>即期債務投資</i>		
Loans to related parties	提供貸款予關聯方	46,023	111,872
Loans to third parties	提供貸款予第三方	110,271	67,541
Receivable relating to investment in Hailifeng (Note 20(c))	與海利豐投資有關的應收款項 (附註20(c))	62,767	—
		219,061	179,413
		232,811	179,413
Less: loss allowance	減：虧損撥備	(95,789)	(900)
		123,272	178,513

Interests from loans to related parties and third parties charged at commercial rates are included in finance income. The non-current loans to third parties are due within two years from 31 December 2019.

For debt investments at amortised cost considered to have low credit risk, applying the expected credit risk model did not result in any loss allowance recognised during the year ended 31 December 2019 (2018: nil).

For debt investments at amortised cost showing a significant increase in credit risk since initial recognition, a total allowance of lifetime expected credit losses amounting to RMB95,789,000 was recognised as at 31 December 2019 (31 December 2018: RMB900,000).

提供貸款予關聯方及第三方的利息按商業利率收取，計入融資收入。向第三方提供的非即期貸款自二零一九年十二月三十一日起兩年內到期。

針對被視為具有較低信貸風險的按攤銷成本計量的債務投資，應用預期信貸風險模型並無導致就截至二零一九年十二月三十一日止年度確認任何虧損撥備（二零一八年：無）。

針對自初始確認起信貸風險顯著增加的按攤銷成本計量的債務投資，於二零一九年十二月三十一日確認的存續期預期信貸虧損的撥備總額為人民幣95,789,000元（二零一八年十二月三十一日：人民幣900,000元）。

## NOTES TO THE FINANCIAL STATEMENTS

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## 23 FINANCIAL ASSETS AT AMORTISED COST (Continued)

Movement in the loss allowance of financial assets at amortised cost is as follows:

		Loans to related parties (a)	Loans to third parties (b)	Receivable relating to investment in Hailifeng (c) 與海利豐 投資有關的 應收款項(c)	Total
		提供貸款 予關聯方(a) RMB'000 人民幣千元	提供貸款 予第三方(b) RMB'000 人民幣千元	投資有關的 應收款項(c) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1 January 2018	於二零一八年一月一日	—	—	—	—
Increase in loss allowance	虧損撥備增加	—	900	—	900
As at 31 December 2018	於二零一八年 十二月三十一日	—	900	—	900
Increase in loss allowance	虧損撥備增加	2,156	77,571	15,162	94,889
As at 31 December 2019	於二零一九年 十二月三十一日	2,156	78,471	15,162	95,789

- (a) On 6 December 2018 and 15 January 2019, Baoding Yize provided a loan of RMB2,000,000 and RMB50,000 to Longyao Beijing, an associate of the Group, with an interest rate of 9% per annum, for the period from 6 December 2018 to 5 March 2019 and from 15 January 2019 to 14 April 2019, respectively. As Longyao Beijing failed to repay the principal and interests in 2019, based on management's impairment assessment, a total loss allowance of RMB2,156,000 was provided for the year ended 31 December 2019.

## 23 按攤銷成本計量的金融資產 (續)

按攤銷成本計量的金融資產的虧損撥備變動如下：

- (a) 於二零一八年十二月六日及二零一九年一月十五日，保定溢澤向本集團聯營公司隆耀光京分別提供貸款人民幣2,000,000元及人民幣50,000元，按年利率9%計息，期限分別為從二零一八年十二月六日至二零一九年三月五日及從二零一九年一月十五日至二零一九年四月十四日。由於隆耀北京未能於二零一九年償還本金及利息，管理層根據所作的減值評估，於截至二零一九年十二月三十一日止年度計提虧損撥備總額人民幣2,156,000元。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 23 FINANCIAL ASSETS AT AMORTISED COST (Continued)

- (b) The Group's loans to third parties mainly include various loans provided to target companies in accordance with the payment arrangement of potential acquisition transactions. Due to the termination of these potential acquisitions and the deterioration of the financial condition of target companies during the second half of the year ended 31 December 2019, a total allowance for expected credit losses amounting to RMB78,471,000 was recognised as at 31 December 2019 (31 December 2018: RMB900,000).

The security of loans to third parties is as follows:

Principal amount as at  
31 December 2019  
於二零一九年十二月  
三十一日的本金金額  
RMB'000  
人民幣千元

## Pledged assets

已質押資產

## Guarantees

擔保人

8,000

Borrower's assets

借款人資產

By the borrower's controlling shareholder and an independent third party  
借款人控股股東及一名獨立第三方

8,000

Equity interest in the borrower

借款人股權

By the borrower's parent company, controlling shareholder and his spouse  
借款人之母公司、控股股東及其配偶

24,600

Borrower's assets and equity interest in a third-party company  
借款人資產與一間第三方公司的股權

By one of the shareholders of the borrower and independent third parties  
借款人的名一股東及獨立第三方

As at 31 December 2019 and 2018, the Group's financial assets at amortised cost were all denominated in RMB.

Since most of the financial assets at amortised cost were short-term in nature and the interest rates were close to the market rates, the carrying amounts of current and non-current financial assets at amortised cost were not materially different from their fair values as at 31 December 2019 and 2018.

## 23 按攤銷成本計量的金融資產 (續)

- (b) 本集團向第三方提供的貸款主要包括多筆按潛在收購交易的付款安排向目標公司提供的貸款。由於此等潛在收購的中止以及目標公司的財務狀況於截至二零一九年十二月三十一日止年度下半年出現惡化，於二零一九年十二月三十一日就預期信貸虧損確認撥備總額為人民幣78,471,000元（二零一八年十二月三十一日：人民幣900,000元）。

向第三方提供的貸款擔保如下：

於二零一九年及二零一八年十二月三十一日，本集團按攤銷成本計量的金融資產全部以人民幣計值。

由於大部分按攤銷成本計量的金融資產屬短期性質及利率與當前市場利率相若，故於二零一九年及二零一八年十二月三十一日按攤銷成本計量的流動及非流動金融資產的賬面值與其公平值相差不大。

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## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 23 FINANCIAL ASSETS AT AMORTISED COST (Continued)

- (c) Based on management's estimate of the future cash flows of Hailifeng discounted at a current lending rate, a loss allowance amounting to RMB15,162,000 was recognised for the year ended 31 December 2019.

## 23 按攤銷成本計量的金融資產 (續)

- (c) 管理層根據對海利豐未來現金流量按當前貸款利率折現的估計，於截至二零一九年十二月三十一日止年度確認虧損撥備人民幣15,162,000元。

## 24 OTHER NON-CURRENT ASSETS

## 24 其他非流動資產

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Recoverable value-added tax to be utilised after one year	於一年後使用的待抵扣增值稅進項稅金	10,969	7,781

## 25 INVENTORIES

## 25 存貨

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Finished goods	製成品	10,658	24,735
Less: write-downs of inventories	減：存貨跌價	(1,903)	(255)
		8,755	24,480

Cost of inventories amounting to RMB16,196,000 (2018: RMB366,675,000) were recognised as cost of sales during the year ended 31 December 2019.

截至二零一九年十二月三十一日止年度，存貨成本人民幣16,196,000元(二零一八年：人民幣366,675,000元)確認為銷售成本。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 25 INVENTORIES (Continued)

Write-downs of inventories to net realisable value amounting to RMB1,899,000 (2018: RMB255,000) were recognised in cost of sales during the year ended 31 December 2019.

The Group reversed RMB251,000 of previous write-downs of inventories during the year ended 31 December 2019 since the Group has sold the goods to independent customers. The amount reversed was included in cost of sales for the year ended 31 December 2019.

## 25 存貨(續)

截至二零一九年十二月三十一日止年度，存貨降至可變現淨值的跌價人民幣1,899,000元(二零一八年：人民幣255,000元)確認於銷售成本中。

截至二零一九年十二月三十一日止年度，由於本集團已將貨品出售予獨立客戶，本集團撥回先前確認的存貨跌價人民幣251,000元。撥回的金額計入截至二零一九年十二月三十一日止年度的銷售成本中。

## 26 TRADE AND OTHER RECEIVABLES

## 26 貿易及其他應收款項

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables (a)	貿易應收款項(a)	274,335	431,790
Tariff adjustment receivables (b)	電價補貼應收款項(b)	64,789	45,725
		339,124	477,515
Less: loss allowance	減：虧損撥備	(187,467)	(18,652)
Total trade receivables	貿易應收款項總額	151,657	458,863
Notes receivables	應收票據	700	300
Prepayments	預付款項	3,295	6,328
Other receivables	其他應收款項	20,317	77,995
		175,969	543,486

As at 31 December 2019, the collection rights of trade receivables derived from certain solar power plants with carrying amount of RMB81,979,000 (31 December 2018: RMB62,405,000) were pledged as security for the Group's borrowings (Note 30).

於二零一九年十二月三十一日，來自若干光伏電站賬面值人民幣81,979,000元(二零一八年十二月三十一日：人民幣62,405,000元)的貿易應收款項收款權被抵押作為本集團借貸的擔保(附註30)。

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## 財務報表附註

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## 26 TRADE AND OTHER RECEIVABLES (Continued) 26 貿易及其他應收款項 (續)

Ageing analysis of trade receivables in gross basis is as follows:

貿易應收款項總額的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 year	於一年內	80,268	433,029
1 year to 2 years	一年至兩年	238,801	43,740
2 years to 3 years	兩年至三年	18,155	422
Over 3 years	三年以上	1,900	324
		339,124	477,515

- (a) Trade receivables from sales of home photovoltaic systems and rendering electricity distribution service are due within 180 days from the date of billing. Trade receivables from rendering smart energy services are due within one year from the date of billing. Trade receivables from sales of electricity are due within one month from the date of billing. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and ageing. The allowance for trade receivables as at 31 December 2019 was determined as follows:

- (a) 來自銷售戶用光伏系統及提供配電服務的貿易應收款項自開單日期起180天內到期。來自提供智慧能源服務的貿易應收款項自開單日期起一年內到期。來自銷售電力的貿易應收款項自開單日期起一個月內到期。為計量預期信貸虧損，貿易應收款項根據共同信貸風險特徵及賬齡予以分類。於二零一九年十二月三十一日，貿易應收款項的撥備釐定如下：

		Current 即期	Past due 逾期			Total 總計
		Within 6 months 6個月內	Between 6 months to 1 year 6個月至1年	Between 1 year to 2 years 1年至2年	Over 2 years 2年以上	
Sales of home photovoltaic systems	銷售戶用光伏系統					
Individually assessed:	個別評估：					
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	14,634	3,624	180,625	11,676	210,559
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(163,863)	(11,676)	(175,539)



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## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 26 TRADE AND OTHER RECEIVABLES (Continued) 26 貿易及其他應收款項 (續)

(a) (Continued)

Due to deterioration in the operations of relevant distributors in home photovoltaic system business, credit risk of trade receivables from home photovoltaic system business has significantly increased during the year ended 31 December 2019. A total allowance for expected credit losses in trade receivables amounting to RMB175,539,000 was recognised as at 31 December 2019 (31 December 2018: RMB18,652,000).

(a) (續)

於截至二零一九年十二月三十一日止年度，由於戶用光伏系統業務的相關分銷商的營運惡化，戶用光伏系統業務的貿易應收款項信貸風險大幅增加。於二零一九年十二月三十一日，就貿易應收款項預期信貸虧損確認撥備總額為人民幣175,539,000元（二零一八年十二月三十一日：人民幣18,652,000元）。

Rendering electricity distribution service	提供配電服務	Current	Past due			Total
		即期	Between 6 months to 1 year	Between 1 year to 2 years	Over 2 years	
		Within 6 months 6個月內	Between 6 months to 1 year 6個月至1年	Between 1 year to 2 years 1年至2年	Over 2 years 2年以上	總計
<i>Individually assessed:</i>	<i>個別評估：</i>					
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	—	—	4,045	—	4,045
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(4,045)	—	(4,045)

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 26 TRADE AND OTHER RECEIVABLES (Continued) 26 貿易及其他應收款項 (續)

(a) (Continued)

(a) (續)

		Current 即期	Past due 逾期				
Rendering smart energy services	提供智慧能源服務	Within 1 year 1年內	Between 1 year to 2 years 1年至2年	Between 2 years to 3 years 2年至3年	Between 3 years to 4 years 3年至4年	Over 4 years 4年以上	Total 總計
<i>Individually assessed:</i>		<i>個別評估：</i>					
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	—	15,530	—	—	—	15,530
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	(9,000)	—	—	—	(9,000)
<i>Collectively assessed:</i>		<i>組合評估：</i>					
Expected loss rate	預期虧損率	—	5%	10%	20%	50%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	27,046	3,690	320	—	—	31,056
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	(185)	(32)	—	—	(217)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)						(9,217)

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 26 TRADE AND OTHER RECEIVABLES (Continued) 26 貿易及其他應收款項 (續)

(a) (Continued)

		Current 即期	Past due 逾期					Total 總計
		Within 1 month 1個月內	Between 1 month to 1 year 至1年	Between 1 year to 2 years 1年至2年	Between 2 years to 3 years 2年至3年	Between 3 years to 4 years 3年至4年	Over 4 years 4年以上	
Sales of electricity	銷售電力							
Individually assessed:	個別評估：							
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	21	590	527	671	248	393	2,450
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	(21)	(590)	(527)	(671)	(248)	(393)	(2,450)
Collectively assessed:	組合評估：							
Expected loss rate	預期虧損率	—	—	5%	10%	20%	50%	
Gross carrying amount (RMB'000)	賬面總額 (人民幣千元)	2,223	9,612	1,577	1,128	104	96	14,740
Loss allowance (RMB'000)	虧損撥備 (人民幣千元)	—	—	(79)	(113)	(21)	(48)	(261)
Total loss allowance (RMB'000)	虧損撥備總額 (人民幣千元)							(2,711)

- (b) As at 31 December 2019, RMB42,270,000 (2018: RMB23,795,000) of trade receivables aged over one year represent tariff adjustment receivables, derived from the subsidies in respect of sales of electricity. Applying the expected credit risk model did not result in any loss allowance recognised for tariff adjustment receivables for the year ended 31 December 2019 (2018: nil).

- (b) 於二零一九年十二月三十一日，賬齡一年以上的貿易應收款項人民幣42,270,000元（二零一八年：人民幣23,795,000元）為電價補貼應收款項，有關款項來自銷售電力補貼。應用預期信貸風險模型並無導致就電價補貼應收款項於截至二零一九年十二月三十一日止年度確認任何虧損撥備（二零一八年：無）。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 26 TRADE AND OTHER RECEIVABLES (Continued) 26 貿易及其他應收款項 (續)

- (c) Movement in the loss allowance of trade and other receivables is as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Opening balance	期初結餘	18,652	3,791
Increase in loss allowance	虧損撥備增加		
— Trade receivables	— 貿易應收款項	172,860	14,861
— Other receivables	— 其他應收款項	606	—
Written off as uncollectible	因無法收回而撇銷		
— Trade receivables	— 貿易應收款項	(4,045)	—
— Other receivables	— 其他應收款項	(606)	—
Closing balance	期末結餘	187,467	18,652

- (d) The Group's trade and other receivables were denominated in the following currencies:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
HK\$	港元	567	1,886
RMB	人民幣	175,402	541,600
		175,969	543,486

As at 31 December 2019 and 2018, the carrying amounts of trade and other receivables approximated their fair values.

- (c) 貿易及其他應收款項虧損撥備的變動如下：

- (d) 本集團貿易及其他應收款項以下列貨幣計值：

於二零一九年及二零一八年十二月三十一日，貿易及其他應收款項的賬面值與其公平值相若。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 27 RESTRICTED CASH

As at 31 December 2019, the Group's restricted cash amounted to RMB66,388,000 (2018: RMB1,219,000), mainly representing the deposits made in accordance with the terms of loan agreements between the Group and the lender, whereby the Group is required to deposit the entire loan proceeds into restricted bank accounts. The restricted cash can only be used to finance the development of designated public infrastructure construction business.

## 27 受限制現金

於二零一九年十二月三十一日，本集團持有受限制現金人民幣66,388,000元（二零一八年：人民幣1,219,000元），主要指根據本集團與貸款人所訂立貸款協議的條款所作的存款，本集團須把全數貸款所得款項存入受限制銀行賬戶。此受限制現金僅可應用於撥付發展指定公建建設業務所需資金。

## 28 CASH AND CASH EQUIVALENTS

## 28 現金及現金等價物

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash at bank	銀行存款	32,185	162,916
Cash on hand	庫存現金	43	1
		32,228	162,917

The Group's cash and cash equivalents were denominated in the following currencies:

本集團的現金及現金等價物以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
US\$	美元	5	5,611
HK\$	港元	1,124	42,417
RMB	人民幣	31,099	114,889
		32,228	162,917

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 29 SHARE CAPITAL AND RESERVES

## (a) Share capital

## Authorised and issued share capital:

		As at 31 December 於十二月三十一日			
		2019 二零一九年		2018 二零一八年	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	2,000,000	20,000	2,000,000	20,000

Ordinary shares, issued and fully paid:

普通股，已發行且已繳足：

		2019 二零一九年			2018 二零一八年		
		No. of shares 股份數目	Amount 金額	RMB equivalent 等額人民幣	No. of shares 股份數目	Amount 金額	RMB equivalent 等額人民幣
		'000 千股	HK\$'000 千港元	RMB'000 人民幣千元	'000 千股	HK\$'000 千港元	RMB'000 人民幣千元
At 1 January	於一月一日	1,484,604	14,846	12,255	918,948	9,189	7,629
Rights issue	供股	—	—	—	459,474	4,595	3,699
Placing of new shares	配售新股	—	—	—	106,182	1,062	927
At 31 December	於十二月三十一日	1,484,604	14,846	12,255	1,484,604	14,846	12,255



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 29 SHARE CAPITAL AND RESERVES (Continued)

### (b) Reserves

#### (i) Share premium

The excess of the issued price net of any issuance expenses over the par value of the shares issued has been credited to share premium of the Company.

Under the Companies Law (Revised) of the Cayman Islands, the funds in share premium are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

#### (ii) Statutory reserve

The PRC statutory reserve were established in accordance with the relevant rules and regulations of the PRC and the articles of association of the companies within the Group. The companies in the PRC are required to transfer certain proportion of their net profit (after offsetting prior-year losses) to general statutory reserve. For the year ended 31 December 2019, RMB1,808,000 was credited to statutory reserve (2018: RMB10,772,000).

General statutory reserve can be used to reduce prior-year losses, if any, and may be converted into paid-in/share capital by issuing new shares to shareholders proportionate to their existing percentage of equity interests provided that the balance after such issue is not less than 25% of the registered capital. General statutory reserve is non-distributable other than in liquidation.

## 29 股本及儲備 (續)

### (b) 儲備

#### (i) 股份溢價

扣除任何發行開支後，發行價超過已發行股份面值的部分已計入本公司的股份溢價。

根據開曼群島公司法(經修訂)，股份溢價中的資金可分派予本公司股東，惟緊隨股息擬派發日期後，本公司可清償於一般業務過程中到期的債務。

#### (ii) 法定儲備

本集團已根據中國相關法律及法規以及本集團旗下公司的組織章程細則設立中國法定儲備。中國境內公司須將若干比例的純利(抵銷過往年度虧損後)轉至一般法定儲備。於截至二零一九年十二月三十一日止年度，人民幣1,808,000元計入了法定儲備(二零一八年：人民幣10,772,000元)。

一般法定儲備可用於減少過往年度虧損(如有)，並可透過按股東當時所持股本權益百分比向股東發行新股而轉為已繳／股本，惟該等發行後所剩結餘不得低於註冊資本的25%。除清盤外，一般法定儲備不可用於分派。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 30 BORROWINGS

## 30 借貸

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<i>Secured bank borrowings</i>	<i>有擔保銀行借貸</i>		
Pledged and guaranteed borrowings (a)	有質押及擔保借貸(a)	259,400	282,600
Guaranteed borrowings (b)	有擔保借貸(b)	275,000	285,000
		534,400	567,600
<i>Current</i>	<i>即期</i>		
Pledged and guaranteed borrowings	有質押及擔保借貸	24,000	23,200
Guaranteed borrowings	有擔保借貸	275,000	10,000
		299,000	33,200
<i>Non-current</i>	<i>非即期</i>		
Pledged and guaranteed borrowings	有質押及擔保借貸	235,400	259,400
Guaranteed borrowings	有擔保借貸	—	275,000
		235,400	534,400

As at 31 December 2019 and 2018, the Group's borrowings were repayable as follows:

於二零一九年及二零一八年十二月三十一日，本集團應償還借貸如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 year	於一年內	299,000	33,200
Between 1 and 2 years	一年至兩年	24,400	299,000
Between 2 and 5 years	兩年至五年	77,400	74,900
over 5 years	五年以上	133,600	160,500
		534,400	567,600

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 30 BORROWINGS (Continued)

- (a) As at 31 December 2019, the Group's borrowings amounting to RMB259,400,000 (2018: RMB282,600,000), with interest rates ranging from 5.39 to 5.64% per annum, were jointly guaranteed by the controlling shareholder, his spouse and a company controlled by the controlling shareholder. Property, plant and equipment of solar power plants of the Group with carrying amount of RMB302,146,000 (2018: RMB303,731,000) and the collection rights of trade receivables derived from the solar power plants were pledged as security for these borrowings (Note 14(b) and 26).
- (b) As at 31 December 2019, the Group's borrowings amounting to RMB275,000,000 (2018: RMB285,000,000), with interest rate of 7.00% per annum, were guaranteed by a company controlled by the controlling shareholder.
- (c) As at 31 December 2019 and 2018, the Group's borrowings were all denominated in RMB.
- (d) As at 31 December 2019 and 2018, the carrying amounts of the Group's bank borrowings were not materially different from their fair values as the interest rates were close to the market rates.

## 30 借貸(續)

- (a) 於二零一九年十二月三十一日，本集團借貸人民幣259,400,000元(二零一八年：人民幣282,600,000元)按介乎5.39%至5.64%的年利率計息。該等借貸由控股股東、其配偶以及控股股東控制的一間公司共同提供擔保。賬面值為人民幣302,146,000元(二零一八年：人民幣303,731,000元)的本集團光伏電站的物業、廠房及設備及光伏電站的應收款項收款權已質押作為該等借貸的擔保(附註14(b)及26)。
- (b) 於二零一九年十二月三十一日，本集團借貸人民幣275,000,000元(二零一八年：人民幣285,000,000元)按7.00%的年利率計息。該等借貸由控股股東控制的一間公司提供擔保。
- (c) 於二零一九年及二零一八年十二月三十一日，本集團借貸全部以人民幣計值。
- (d) 於二零一九年及二零一八年十二月三十一日，由於利率接近市場利率，本集團銀行借貸的賬面值與其公平值並無重大差異。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 31 TRADE AND OTHER PAYABLES

## 31 貿易及其他應付款項

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	19,638	36,154
Accruals and other payables	應計費用及其他應付款項	30,546	45,926
Tax payables	應付稅項	—	12,961
		50,184	95,041

Ageing analysis of trade payables is as follows:

貿易應付款項的賬齡分析如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年以內	6,021	35,073
Over 1 year	一年以上	13,617	1,081
		19,638	36,154

As at 31 December 2019 and 2018, the Group's trade and other payables were all denominated in RMB and the carrying amounts approximated their fair values.

於二零一九年及二零一八年十二月三十一日，本集團的貿易及其他應付款項均以人民幣計值，且賬面值與其公平值相若。

## 32 DIVIDENDS

## 32 股息

During the year ended 31 December 2019 and 2018, the Company did not declare any dividends to the shareholders of the Company.

截至二零一九年及二零一八年十二月三十一日止年度，本公司並無向本公司股東宣派任何股息。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 33 CASH FLOW INFORMATION

## 33 現金流量資料

## (a) Cash generated from operations

## (a) 經營所得現金

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註		
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(325,868)	118,887
<b>Adjustments for:</b>	<b>經調整以下項目：</b>		
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	—	457
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	29,183
Depreciation of right-of-use assets	使用權資產折舊	15	2,392
Amortisation of intangible assets	無形資產攤銷	16	3,771
Impairment of intangible assets	無形資產減值	16	6,497
Impairment of inventories	存貨減值	25	1,899
Impairment of contract assets	合約資產減值	18	47,815
Impairment of trade and other receivables	貿易及其他應收款項減值	26	173,465
Impairment of financial assets at amortised cost	按攤銷成本計量的金融資產減值	23	94,889
Net fair value (gains)/losses on financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產公平值(收益)/虧損淨額	10	(1,704)
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額	10	(387)
Gains on disposal of subsidiaries	出售附屬公司的收益	10	(143)
Fair value gain on put option over shares in associate	聯營公司股份認沽期權公平值收益	10	—
Deferred income from government grants	來自政府補貼的遞延收入		(107)
Equity settled share-based payment expense	按權益結算以股份支付的開支	7(b)	3,068
Finance expenses	融資開支		22,702
Share of net profit of associates accounted for using the equity method	採用權益法入賬的聯營公司的純利份額		(5,422)
Foreign exchange losses/(gains)	匯兌虧損/(收益)		365
<b>Changes in working capital:</b>	<b>營運資本變動：</b>		
Decrease in inventories	存貨減少		13,826
Decrease in contract assets	合約資產減少		6,509
Decrease in trade and other receivables	貿易及其他應收款項減少		159,149
Decrease in trade and other payables	貿易及其他應付款項減少		(42,218)
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		(1,175)
Cash generated from operations	經營所得現金	188,506	482,784

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 33 CASH FLOW INFORMATION (Continued)

## (b) Net debt reconciliation

## 33 現金流量資料(續)

## (b) 債務淨額對賬

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等價物	32,228	162,917
Restricted cash	受限制現金	66,388	1,219
Borrowings — repayable within one year	借貸 — 於一年內償還	(299,000)	(33,200)
Borrowings — repayable after one year	借貸 — 於一年後償還	(235,400)	(534,400)
Lease liabilities	租賃負債	(15,144)	—
Net debt	債務淨額	(450,928)	(403,464)
Cash and cash equivalents	現金及現金等價物	32,228	162,917
Restricted cash	受限制現金	66,388	1,219
Gross debt — fixed interest rates	債務總額 — 固定利率	(290,144)	(285,000)
Gross debt — variable interest rates	債務總額 — 浮動利率	(259,400)	(282,600)
Net debt	債務淨額	(450,928)	(403,464)



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 33 CASH FLOW INFORMATION (Continued)

## 33 現金流量資料(續)

## (b) Net debt reconciliation (Continued)

## (b) 債務淨額對賬(續)

		Other assets 其他資產		Liabilities from financing activities 來自融資活動的負債			Total 總計
		Cash and cash equivalents 現金及 現金等價物 RMB'000 人民幣千元	Restricted cash 受限制 現金 RMB'000 人民幣千元	Borrowings due within 1 year 一年內到期 的借貸 RMB'000 人民幣千元	Borrowings due after 1 year 一年後到期 的借貸 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	
Net debt as at 1 January 2018	於二零一八年 一月一日的 債務淨額	107,022	1,679	(286,240)	(647,305)	—	(824,844)
Cash flows	現金流量	54,467	(460)	286,240	79,705	—	419,952
Foreign exchange adjustments	匯兌調整	1,428	—	—	—	—	1,428
Other non-cash movements	其他非現金變動	—	—	(33,200)	33,200	—	—
Net debt as at 31 December 2018	於二零一八年 十二月三十一日 的債務淨額	162,917	1,219	(33,200)	(534,400)	—	(403,464)
Recognised on adoption of IFRS 16	於採用國際財務報告 準則第16號時確認	—	—	—	—	(11,577)	(11,577)
Cash flows	現金流量	(130,324)	65,169	33,200	—	2,855	(29,100)
Additions	增加	—	—	—	—	(6,422)	(6,422)
Foreign exchange adjustments	匯兌調整	(365)	—	—	—	—	(365)
Other non-cash movements	其他非現金變動	—	—	(299,000)	299,000	—	—
Net debt as at 31 December 2019	於二零一九年 十二月三十一日 的債務淨額	32,228	66,388	(299,000)	(235,400)	(15,144)	(450,928)

## 34 COMMITMENTS

## 34 承擔

## (a) Investment commitments

## (a) 投資承擔

Commitments in respect of associates are disclosed in Note 20(d).

與聯營公司相關的承擔於附註 20(d)披露。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 35 RELATED PARTY TRANSACTIONS

## 35 關聯方交易

## (a) Transactions with related parties

## (a) 與關聯方的交易

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Funds received from parent company	從母公司取得資金	2	3
Funds received from companies controlled by the controlling shareholder	從控股股東控制的公司取得資金	22	3,807
Funds received from companies controlled by an executive Director of the Company	從本公司一名執行董事控制的公司取得資金	50	4,250
Funds repaid to parent company	償還資金予母公司	—	(63)
Funds repaid to companies controlled by the controlling shareholder	償還資金予控股股東控制的公司	(709)	(18,888)
Funds repaid to companies controlled by an executive Director of the Company	償還資金予本公司一名執行董事控制的公司	(43)	(78,436)
Loans provided to parent companies	提供貸款予母公司	3,646	—
Loans provided to a company controlled by the controlling shareholder	提供貸款予控股股東控制的一間公司	30,000	109,650
Loans provided to a company controlled by an executive Director of the Company	提供貸款予本公司一名執行董事控制的一間公司	60,349	—
Loans provided to an associate	提供貸款予一間聯營公司	4,050	2,000
Interest from loans to parent companies	向母公司發放貸款收取的利息	199	—
Interest from loans to a company controlled by the controlling shareholder	向一間控股股東控制的公司發放貸款所收取的利息	3,563	235
Interest from loans to a company controlled by an executive Director of the Company	向一間受本公司一名執行董事控制的公司發放貸款所收取的利息	823	—
Interest from loans to an associate	向一間聯營公司發放貸款所收取的利息	383	12
Sales of goods or rendering services	銷售貨品或提供服務	25,810	29,086
Purchases of goods or receiving services	購買貨品或接受服務	40	93,083

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 35 RELATED PARTY TRANSACTIONS (Continued)

## (a) Transactions with related parties (Continued)

Sales and purchases of goods and services were made on normal commercial terms, conditions and market rates.

As at 31 December 2019, the Group's borrowings amounting to RMB259,400,000 (2018: RMB282,600,000) were jointly guaranteed by the controlling shareholder, his spouse and a company controlled by the controlling shareholder (Note 30(a)).

As at 31 December 2019, the Group's borrowings amounting to RMB275,000,000 (2018: RMB285,000,000) were guaranteed by a company controlled by the controlling shareholder (Note 30(b)).

## (b) Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to Directors, is as follows:

## 35 關聯方交易 (續)

## (a) 與關聯方的交易 (續)

銷售貨品及提供服務或購買貨品及接受服務按一般商業條款、條件及市場價格進行。

於二零一九年十二月三十一日，本集團借貸人民幣259,400,000元(二零一八年：人民幣282,600,000元)由控股股東、其配偶以及一間由控股股東控制的公司共同擔保(附註30(a))。

於二零一九年十二月三十一日，本集團借貸人民幣275,000,000元(二零一八年：人民幣285,000,000元)由一間控股股東控制的公司擔保(附註30(b))。

## (b) 主要管理層人員薪酬

本集團主要管理層人員的薪酬(包括支付予董事的款項)如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Wages, salaries and allowances	工資、薪金及津貼	5,533	6,871
Post-employment benefit and other welfare expenses	退休福利及其他福利開支	476	553
Share-based payments	以股份支付的款項	2,019	2,412
		8,028	9,836

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 35 RELATED PARTY TRANSACTIONS (Continued)

## 35 關聯方交易 (續)

## (c) Outstanding balances with related parties

## (c) 與關聯方的未清算結餘

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Amounts due from:</b>	<b>應收款項來自：</b>		
Companies controlled by the controlling shareholder	控股股東控制的公司	7,250	12,875
Companies controlled by an executive Director of the Company	本公司一名執行董事控制的公司	10,232	4,452
An associate	一間聯營公司	16,029	—
Subsidiary of an associate	一間聯營公司之附屬公司	—	2,000
		<b>33,511</b>	<b>19,327</b>
<b>Amounts due to:</b>	<b>應付款項來自：</b>		
Parent company	母公司	71	70
Directors	董事	—	1
Companies controlled by the controlling shareholder	控股股東控制的公司	489	1,182
Companies controlled by an executive Director of the Company	本公司一名執行董事控制的公司	185	2,171
		<b>745</b>	<b>3,424</b>
<b>Loans to:</b>	<b>提供貸款予：</b>		
Parent companies (i)	母公司(i)	2,295	—
A company controlled by the controlling shareholder (i)	控股股東控制的一間公司(i)	29,696	109,872
A company controlled by an executive Director of the Company (i)	本公司一名執行董事控制的一間公司(i)	11,876	—
An associate	一間聯營公司	—	2,000
		<b>43,867</b>	<b>111,872</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 35 RELATED PARTY TRANSACTIONS (Continued)

### (c) Outstanding balances with related parties (Continued)

- (i) The Company entered into a revolving loan agreement with Longjitaihe Industry Co., Ltd. ("Longjitaihe Industry"), a company controlled by the controlling shareholder, on 13 June 2018, pursuant to which the Company and its subsidiary had provided revolving loans in a maximum principal amount of up to RMB110,000,000 to Longjitaihe Industry, the Company's parent companies, and a company controlled by an executive Director of the Company for the period from 13 June 2018 to 12 June 2019, with an interest rate of 9% per annum.

On 13 June 2019, the Company and Longjitaihe Industry renewed the revolving loan agreement for the period from 13 June 2019 to 12 June 2020, with the maximum principal amount adjusted to RMB45,000,000.

- (ii) Other amounts due from and due to related parties were interest-free, unsecured and with no fixed terms of repayments.

## 35 關聯方交易 (續)

### (c) 與關聯方的未清算結餘 (續)

- (i) 於二零一八年六月十三日，本公司與一間受控股股東控制的公司隆基泰和實業有限公司（「隆基泰和實業」）訂立循環貸款協議，據此，本公司及其附屬公司已於二零一八年六月十三日至二零一九年六月十二日期間向隆基泰和實業、本公司之母公司及一間受本公司一名執行董事控制的公司提供循環貸款，本金額最高不超過人民幣110,000,000元，年利率為9%。

於二零一九年六月十三日，本公司與隆基泰和實業更新循環貸款協議，期限為二零一九年六月十三日至二零二零年六月十二日，最高本金額調整為人民幣45,000,000元。

- (ii) 應收及應付關聯方的其他款項免息、無擔保及無固定還款期限。

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 36 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

## (a) Balance sheet of the Company

## 36 本公司之資產負債表及儲備變動

## (a) 本公司之資產負債表

		As at 31 December 於十二月三十一日	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	576	1,329
Right-of-use assets	使用權資產	2,797	—
Intangible assets	無形資產	5	10
Investments in subsidiaries	於附屬公司的投資	342	342
Loans to subsidiaries	提供貸款予附屬公司	990,167	—
		993,887	1,681
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	貿易及其他應收款項	968	944,555
Financial assets at fair value through profit or loss	按公平值計量且其變動計入損益的金融資產	152,090	148,278
Cash and cash equivalents	現金及現金等價物	706	37,189
		153,764	1,130,022
<b>Total assets</b>	<b>資產總額</b>	<b>1,147,651</b>	<b>1,131,703</b>
<b>Equity and Liabilities</b>	<b>權益及負債</b>		
<b>Equity attributable to owners of the Company</b>	<b>本公司權益股東應佔權益</b>		
Share capital	股本	12,255	12,255
Reserves (b)	儲備(b)	1,177,593	1,149,044
Accumulated losses (b)	累計虧損(b)	(46,550)	(29,678)
<b>Total equity</b>	<b>權益總額</b>	<b>1,143,298</b>	<b>1,131,621</b>
<b>Liabilities</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	1,308	—
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>1,308</b>	<b>—</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	1,548	82
Lease liabilities	租賃負債	1,497	—
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>3,045</b>	<b>82</b>
<b>Total liabilities</b>	<b>負債總額</b>	<b>4,353</b>	<b>82</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>1,147,651</b>	<b>1,131,703</b>

The balance sheet of the Company was approved by the Board of Directors on 30 March 2020 and was signed on its behalf

本公司之資產負債表於二零二零年三月三十日經董事會批准，並由下列董事代表簽署

Wei Qiang  
魏強

Liu Zhengang  
劉振剛

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

36 BALANCE SHEET AND RESERVE  
MOVEMENT OF THE COMPANY (Continued)36 本公司之資產負債表及儲  
備變動 (續)

## (b) Reserve movement of the Company

## (b) 本公司儲備變動

		Reserves	Retained earnings/ (accumulated losses)
		儲備	保留盈餘/ (累計虧損)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	525,716	4,983
Loss for the year	年內虧損	—	(34,661)
Other comprehensive income	其他全面收入	50,109	—
Share premium from rights issue	供股股份溢價	438,699	—
Share premium from placing of new shares	配售新股份溢價	124,113	—
Equity-settled share-based transactions	按權益結算以股份支付的交易	10,407	—
At 31 December 2018	於二零一八年十二月三十一日	1,149,044	(29,678)
At 1 January 2019	於二零一九年一月一日	1,149,044	(29,678)
Loss for the year	年內虧損	—	(16,872)
Other comprehensive income	其他全面收入	25,481	—
Equity-settled share-based transactions	按權益結算以股份支付的交易	3,068	—
At 31 December 2019	於二零一九年十二月三十一日	1,177,593	(46,550)



## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 37 BENEFITS AND INTERESTS OF DIRECTORS

The remuneration of Directors of the Company for the years ended 31 December 2019 and 2018 is set out as follows:

## 37 董事之福利及權益

截至二零一九年及二零一八年十二月三十一日止年度本公司董事的薪酬如下：

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度						
Name	姓名	Fees	Salary	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of Director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (a) 就董事提供有關管理本公司或其附屬公司事務的其他服務而已付或應收的其他酬金(a)	Total
		袍金 RMB'000 人民幣千元	薪金 RMB'000 人民幣千元	退休福利計劃之僱主供款 RMB'000 人民幣千元	RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Chairman	主席					
Mr. Wei Qiang	魏強先生	—	1,547	15	—	1,562
Executive Directors	執行董事					
Mr. Yuen Chi Ping	袁志平先生	—	2,516	16	686	3,218
Mr. Liu Zhengang	劉振剛先生	—	655	—	242	897
Non-executive Director	非執行董事					
Mr. Wei Shaojun	魏少軍先生	—	—	—	—	—
Independent non-executive Directors	獨立非執行董事					
Mr. Wong Yik Chung, John	黃翼忠先生	220	—	—	—	220
Dr. Han Qinchun	韓秦春博士	220	—	—	—	220
Mr. Han Xiaoping	韓曉平先生	220	—	—	—	220
		660	4,718	31	928	6,337

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 37 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

## 37 董事之福利及權益 (續)

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度				
Name	姓名	Fees	Salary	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of Director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (a)	Total
		袍金 RMB'000 人民幣千元	薪金 RMB'000 人民幣千元	退休福利計劃之僱主供款 RMB'000 人民幣千元	就董事提供有關管理本公司或其附屬公司事務的其他服務而已付或應收的其他酬金(a) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Chairman</b>	<b>主席</b>					
Mr. Wei Qiang	魏強先生	—	2,368	15	—	2,383
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Yuen Chi Ping	袁志平先生	—	1,926	10	2,207	4,143
Mr. Liu Zhengang	劉振剛先生	—	1,168	—	161	1,329
<b>Non-executive Director</b>	<b>非執行董事</b>					
Mr. Wei Shaojun	魏少軍先生	—	—	—	—	—
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>					
Mr. Wong Yik Chung, John	黃翼忠先生	211	—	—	167	378
Dr. Han Qinchun	韓秦春博士	211	—	—	167	378
Mr. Han Xiaoping	韓曉平先生	211	—	—	167	378
		633	5,462	25	2,869	8,989

(a) These represent the fair value of share options granted to the directors under the Company's share option scheme and recognised as equity-settled share-based payment expense for the respective years. The value of these share options was measured according to the Group's accounting policies for share-based payment transactions as set out in Note 2.21, including adjustments to reverse accrued in previous periods where grants of equity instruments are forfeited prior to the vesting date. The principal terms and the number of options granted are disclosed in Note 7(b).

(a) 該款項指根據本公司的購股權計劃授予董事購股權的公允價值及於各自年份確認為按權益結算以股份支付的開支。該等購股權的價值根據附註2.21所載本集團有關以股份支付的交易的會計政策計量，包括當權益工具於歸屬日前被沒收時撥回對過往期間計提的金額的調整。主要條款及授出購股權數目的詳情於附註7(b)中披露。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 38 EVENTS OCCURRING AFTER THE REPORTING PERIOD

Since early 2020, the epidemic of Coronavirus Disease 2019 ("the COVID-19 outbreak") has spread across China, and it has affected business and economic activities to some extent. Up to the date on which this set of financial statements were authorised for issue, the impacts of the COVID-19 outbreak on the Group's customers' financial positions and the macro-economic conditions as a whole are still uncertain, the Group is unable to quantify the related financial effects. The Group will pay close attention to the development of the COVID-19 outbreak, perform further assessment of its impact and take relevant measures.

## 38 報告期後事項

自二零二零年年初以來，新型冠狀病毒肺炎疫情（以下簡稱「新冠肺炎疫情」）在我國傳播，對業務及經濟活動產生了一定影響。截至本財務報表批准報出日，新冠肺炎疫情對本集團客戶財務狀況的影響以及對宏觀經濟的整體影響尚不明朗，本集團無法量化相關財務影響。本集團將持續密切關注新冠肺炎疫情的發展情況，對其影響進行進一步判斷和估計，並採取相關應對措施。

# FINANCIAL SUMMARY

## 財務概要

A summary of consolidated results and assets, liabilities and equity of the Group for the last five financial years is set out below:

本集團過往五個財政年度的綜合業績以及資產、負債及權益概要載列如下：

### CONSOLIDATED RESULTS

### 綜合業績

		Year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元 (Restated) (經重列)	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue	收益	324,168	563,913	897,902	708,493	147,460
Income tax (expense)/credit	所得稅(開支)/收益	(6,446)	(12,321)	(22,328)	(10,386)	64,454
Profit/(loss) for the year	年內溢利/(虧損)	12,976	51,946	135,488	108,501	(261,414)
Attributable to:	以下應佔：					
Owners of the Company	本公司擁有人	12,976	51,456	135,197	107,720	(264,522)
Non-controlling interests	非控股權益	—	490	291	781	3,108

### CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

### 綜合資產、負債及權益

		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	2016 二零一六年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>					
Non-current assets	非流動資產	24,386	317,375	547,537	799,002	926,511
Current assets	流動資產	823,483	955,121	1,404,387	1,370,646	925,343
Total assets	資產總額	847,869	1,272,496	1,951,924	2,169,648	1,851,854
<b>LIABILITIES</b>	<b>負債</b>					
Non-current liabilities	非流動負債	300,000	681,320	662,352	549,077	261,586
Current liabilities	流動負債	477,305	284,294	514,771	140,622	365,175
Total liabilities	負債總額	777,305	965,614	1,177,123	689,699	626,761
<b>EQUITY</b>	<b>權益</b>					
Equity attributable to owners of the Company	本公司擁有人應佔權益	70,564	306,882	773,587	1,473,790	1,215,786
Non-controlling interests	非控股權益	—	—	1,214	6,159	9,307
Total equity	權益總額	70,564	306,882	774,801	1,479,949	1,225,093



# 隆基泰和智慧能源

## LONGITECH SMART ENERGY

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