



BOER POWER HOLDINGS LIMITED  
博耳電力控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)  
股份代號 Stock Code: 1685



# 2019

ANNUAL REPORT  
年度報告

# CONTENTS

## 目錄

- 2** Corporate Information  
公司資料
- 4** Financial Summary  
財務概要
- 5** Chairman's Statement  
主席報告
- 10** Management Discussion and Analysis  
管理層討論及分析
- 31** Biographical Details of Directors and Senior Management  
董事及高級管理層履歷
- 38** Corporate Governance Report  
企業管治報告
- 57** Report of the Directors  
董事會報告
- 68** Independent Auditor's Report  
獨立核數師報告
- 79** Consolidated Statement of Profit or Loss and  
Other Comprehensive Income  
綜合損益及其他全面收益表
- 80** Consolidated Statement of Financial Position  
綜合財務狀況表
- 82** Consolidated Statement of Changes in Equity  
綜合權益變動表
- 83** Consolidated Cash Flow Statement  
綜合現金流量表
- 84** Notes to the Financial Statements  
財務報表附註





# CORPORATE INFORMATION

## 公司資料



### BOARD OF DIRECTORS

#### Executive Directors

Mr. Qian Yixiang (*Chairman and Chief Executive Officer*)  
Ms. Jia Lingxia (*Chief Operating Officer*)  
Mr. Zha Saibin  
Mr. Qian Zhongming

#### Independent Non-executive Directors

Mr. Yeung Chi Tat  
Mr. Tang Jianrong  
Mr. Qu Weimin

### AUDIT COMMITTEE

Mr. Yeung Chi Tat (*Chairman*)  
Mr. Tang Jianrong  
Mr. Qu Weimin

### REMUNERATION COMMITTEE

Mr. Yeung Chi Tat (*Chairman*)  
Mr. Tang Jianrong  
Mr. Qu Weimin  
Mr. Qian Yixiang  
Ms. Jia Lingxia

### NOMINATION COMMITTEE

Mr. Yeung Chi Tat (*Chairman*)  
Mr. Tang Jianrong  
Mr. Qu Weimin  
Mr. Qian Yixiang  
Ms. Jia Lingxia

### COMPANY SECRETARY

Mr. Chan Shiu Pui

### AUTHORISED REPRESENTATIVES

Ms. Jia Lingxia  
Mr. Chan Shiu Pui

### AUDITOR

BDO Limited

### INVESTOR AND MEDIA RELATIONS CONSULTANT

Financial PR (HK) Limited

### 董事會

#### 執行董事

錢毅湘先生 (*主席兼行政總裁*)  
賈凌霞女士 (*首席營運官*)  
查賽彬先生  
錢仲明先生

#### 獨立非執行董事

楊志達先生  
唐建榮先生  
瞿唯民先生

#### 審計委員會

楊志達先生 (*主席*)  
唐建榮先生  
瞿唯民先生

#### 薪酬委員會

楊志達先生 (*主席*)  
唐建榮先生  
瞿唯民先生  
錢毅湘先生  
賈凌霞女士

#### 提名委員會

楊志達先生 (*主席*)  
唐建榮先生  
瞿唯民先生  
錢毅湘先生  
賈凌霞女士

#### 公司秘書

陳紹培先生

#### 授權代表

賈凌霞女士  
陳紹培先生

#### 核數師

香港立信德豪會計師事務所有限公司

#### 投資者及傳媒關係顧問

金融公關(香港)有限公司

**CORPORATE INFORMATION** *(continued)***公司資料** (續)**REGISTERED OFFICE**

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**HEADQUARTERS AND HEAD OFFICE IN THE PRC**

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Huishan District  
Wuxi City  
Jiangsu Province  
PRC

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

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Neich Tower  
128 Gloucester Road,  
Wanchai, Hong Kong

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

Estera Trust (Cayman) Ltd.  
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P.O. Box 1350  
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Cayman Islands

**HONG KONG SHARE REGISTRAR**

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Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

**COMPANY'S WEBSITE**

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**註冊辦事處**

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Cayman Islands

**總部暨中國總辦事處**

中國  
江蘇省  
無錫市  
惠山區  
楊市工業園  
洛楊路

**香港主要營業地點**

香港  
灣仔  
告士打道128號  
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**香港證券登記處**

香港中央證券登記有限公司  
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# FINANCIAL SUMMARY

## 財務概要

		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	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Revenue and Profit</b>	<b>收入及溢利</b>					
Revenue	收入	<b>737,128</b>	628,235	758,671	458,273	2,473,646
Profit/(loss) before taxation	除稅前溢利/(虧損)	<b>6,884</b>	(966,928)	(255,967)	(882,569)	630,318
Income tax (expense)/credit	所得稅(支出)/抵免	<b>(1,142)</b>	(30,951)	32,478	151,624	(106,494)
Profit/(loss) for the year	年內溢利/(虧損)	<b>5,742</b>	(997,879)	(223,489)	(730,945)	523,824
Profit/(loss) attributable to:	以下人士應佔溢利/(虧損):					
Equity shareholders of the Company	本公司權益股東	<b>3,480</b>	(958,429)	(220,974)	(704,397)	519,884
Non-controlling interests	非控股權益	<b>2,262</b>	(39,450)	(2,515)	(26,548)	3,940
<b>Assets and Liabilities</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	<b>603,732</b>	678,809	727,711	638,157	448,209
Current assets	流動資產	<b>1,299,679</b>	1,115,437	2,554,276	3,381,966	5,365,871
Current liabilities	流動負債	<b>(1,284,611)</b>	(1,097,917)	(1,942,182)	(2,172,046)	(3,571,853)
Non-current liabilities	非流動負債	<b>(439,991)</b>	(507,243)	(151,559)	(499,337)	(42,622)
Net assets	資產淨值	<b>178,809</b>	189,086	1,188,246	1,348,740	2,199,605
Equity attributable to:	以下人士應佔權益:					
Equity shareholders of the Company	本公司權益股東	<b>232,938</b>	238,552	1,197,867	1,369,267	2,196,240
Non-controlling interests	非控股權益	<b>(54,129)</b>	(49,466)	(9,621)	(20,527)	3,365
Dividends per share (HK\$)	每股股息(港元)					
Interim	中期	-	-	-	-	0.26
Special	特別	-	-	-	-	0.20
Second special	第二次特別	-	-	-	-	0.13
Final	末期	-	-	-	-	-

# CHAIRMAN'S STATEMENT

## 主席報告

On behalf of the board of directors of Boer Power Holdings Limited (the “Company” or “Boer Power”) and its subsidiaries (collectively, the “Group”), I report to shareholders the annual results of the Group for the year ended 31 December 2019 (the “Year 2019” or the “year”).

Year 2019 was a year filled with challenges. The gross domestic product (“GDP”) of the PRC was RMB99.1 trillion in 2019, representing a year-on-year increase of 6.1%. Facing the various domestic and external adverse factors in the macro-economies both at home and abroad, the growth of the domestic economy has slowed down with weakened performance of the manufacturing industry. The financial markets in some of the large developing economies were also under great pressure. Nevertheless, leveraging the proactive efforts made in the formulation and implementation of business adjustment measures and continuous optimisation of the “Cloud” intelligent power management systems these years, the Group has achieved satisfactory annual results. The revenue of the Group recorded year-on-year increase, while the profit from operations and profit for the year realised a turnaround from loss to profit, particularly in the second half of 2019, which not only evidenced Boer Power’s technological advantages in the industry and customers’ recognition of its professional services, but also marked the start of the rapid recovery phase of the Group’s business.

On the basis of the power consumption databases accumulated through the power consumption data collected from customers and enterprises on a continuous and real-time basis with its “Cloud Smart” data platform over the years, Boer Power has formulated intelligent power distribution and energy saving plans, as well as operation and maintenance services demanded by different industries. Capitalising on the strenuous efforts made in the research and development and manufacturing of intelligent power distribution equipment and the development of intelligent power distribution market during the last 35 years, Boer Power has put in more efforts and successfully developed a comprehensive one-stop power management services plan of larger scale, which has further optimised the Company’s products and services. Based on modern communication and Internet technology and relying on its “Cloud Smart” platform, the Group also provided its customers with one-stop intelligent power integrated management solutions for the products and services such as intelligent power distribution, power consumption and energy efficiency management as well as online and offline operation and maintenance management, thereby ensuring safe, highly efficient and energy-saving power consumption of customers and hence maximising the economic benefits of their power consumption. During the Year, the Company continued to gradually optimise its business, striving to provide customers with more comprehensive and professional intelligent power integrated management solutions, as well as products and services for parts and components. Moreover, Boer Power will continue to explore and upgrade its technologies, and constantly optimise its own “Cloud Smart” big data platform, with a view to offering more comprehensive and premium services for the customers.

本人謹代表董事會向股東匯報博耳電力控股有限公司(「本公司」或「博耳電力」)及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止十二個月(「二零一九年」或「年內」)的全年業績。

二零一九年是充滿挑戰的一年，二零一九年中國國內生產總值為人民幣99.1萬億元，同比增長了6.1%。面對國內外宏觀經濟的外憂內患，國內經濟增速放緩，製造業疲弱，部份大型發展中經濟體的金融市場亦備受壓力。儘管如此，憑藉本集團過往幾年積極制訂與落實業務調整舉措及持續優化「雲」智能電力管理系統，其全年業績表現令人滿意，本集團的銷售收入錄得同比增長，經營溢利、年內溢利均實現扭虧為盈，特別是二零一九年的下半年尤為顯著。由此可反映出博耳電力在行內的技術優勢及為客戶所提供的專業服務備受肯定；同時，亦顯示出本集團的業務進入快速恢復期。

博耳電力憑藉多年來利用「慧雲」數據平台，持續、實時收集客戶及企業的用電數據累積而成的用電數據庫，建立起針對不同行業所需的智能配電與節能方案，及運維服務。依託三十五年來在智能配電設備研發與製造以及智能配電市場上的深耕，博耳電力成功以更大的力度與規模開發出綜合性的一站式電力管理服務方案，進一步優化公司的產品與服務，提供以現代通訊互聯網為基礎，依託「慧雲」平台為客戶提供智能配電、用電及能效管理，以及線上線下運維管理等產品及服務的一站式智能電力綜合管理解決方案，以確保客戶用電力安全、高效節能，並實現客戶用電經濟效益的最大化。年內，公司繼續逐步優化其業務，致力為客戶帶來更全面與專業化的智能電力綜合管理解決方案，以及組件及零件產品服務。此外，博耳電力將在未來將持續鑽研技術改良，不斷優化自有「慧雲」大數據平台，為客戶提供更全面、優質的服務。



Despite the escalating Sino-US trade conflicts in 2019, the Group prudently observed market trends and actively responded to market changes, hence successfully realised a turnaround from loss to profit during the Year. The revenue during the Year was RMB737.1 million, representing a year-on-year increase of 17.3%. Having benefited from the growth of revenue, the gross profit was RMB213.3 million, representing a year-on-year increase of 6.4%; while the profit from operations and profit for the year realised a turnaround from loss to profit amounting to RMB49.4 million and RMB5.7 million respectively. During the Year, the Group continued to maintain a positive earnings before interest, tax, depreciation and amortisation ("EBITDA") of RMB84.3 million.

Having benefited from the refined management and the strict internal control system implemented by the Group on an ongoing basis, the administrative and other operating expenses of the Group recorded a significant year-on-year reduction, while the percentage of selling and distribution expenses in revenue remained stable. Meanwhile, the Group's balances of trade receivables also decreased significantly, while the net borrowings and finance costs continued to decrease. Furthermore, at the end of the year, the cash and cash equivalents held by the Group had a significant year-on-year increase, and the Group had recorded positive operating cash flows for four consecutive years.

Along with the accelerated development of global commercial application of 5G technology, data centers have become the new key focus area and strategic resources for infrastructure development in the PRC. Both the scale and capacity of the data centers grew rapidly during 2019 and is estimated to continue its growth until 2021. According to the market report, the overall market scale of the IDC business in the PRC is estimated to increase to nearly RMB300 billion in 2021, maintaining a rapid growth rate of 30% per annum. The "One-stop Data Center Solution" has always been an effective sales tool of the Group. Over the years, the Group has devoted considerable efforts in the area of intelligent power management on data centers and actively cooperated with various leading companies in the industry. During the Year, the Group continued to provide services for various leading data center operators at home and abroad as well as major domestic telecommunication operators. It also maintained long-term close and positive partnership and relationship with a number of Fortune Global 500 companies as well as overseas and domestic large-scale companies and customers in an effort to ensure stable repeated orders, while expanding the collaboration with long-term customers from operation and maintenance of existing projects to new projects, thereby fostering cooperation in the long run. Meanwhile, the Group also actively sped up its overseas expansion by proactively securing more long-term customers through its 4 overseas branches including Spain, Australia, Indonesia and Mexico. With such relentless efforts, the Group has served customers and projects spanning more than 130 countries and regions worldwide so far.

縱使二零一九年中美貿易磨擦加劇，憑藉本集團於年內審慎觀察市場動向，並積極應對市場的變化，成功實現扭虧為盈。年內，收入錄得增長至人民幣737.1百萬元，同比增加17.3%。得益於收入的增長，毛利同比增加6.4%至人民幣213.3百萬元；經營溢利及年內溢利均分別扭虧為盈至人民幣49.4百萬元及人民幣5.7百萬元。年內，本集團息稅折舊攤銷前利潤持續為盈，達到人民幣84.3百萬元。

得益於集團持續推行精細化管理且執行嚴格的內控制度，集團行政及其他營運開支同比下降明顯，銷售及分銷開支佔收入比率保持穩定；同時，集團應收賬款餘額亦大幅下降，借貸淨額及財務成本亦持續減少。同時，年末集團持有現金及現金等價物同比大幅增長，且連續四年錄得正營運現金流。

隨著5G於全球商用化加速發展，近年來數據中心成為了國家新基建重點關注的領域及戰略資源，數據中心的規模和容量於二零一九年高速增長，並預計將持續至二零二一年。根據市場報告指出，預測二零二一年中國IDC業務市場總規模接近人民幣3,000億元，保持年增長30%的速度快速發展。「一站式數據中心解決方案」一直是本集團的銷售利器，本集團多年來致力深耕數據中心智能電力管理領域，並積極與不同行業龍頭合作。年內，本集團繼續服務多間國內外數據中心營運商龍頭企業及國內主要通訊運營商，並與多家世界500強公司以及國內外大型企業客戶保持長期緊密且良好的合作夥伴關係，致力維繫訂單回購率的穩定，並同時拓展與長期客戶的合作，從原有項目的運維到新建項目上繼續長時期合作。與此同時，本集團更積極加速海外擴張步伐，透過旗下4個的海外分支機構包括西班牙、澳大利亞、印尼及墨西哥，積極爭取更多海外的長期客戶。通過本集團努力不懈地爭取客戶，至今累積服務的客戶和項目遍佈全球超過130個國家和地區。

## CHAIRMAN'S STATEMENT (continued)

## 主席報告(續)

On the other hand, driven by the progress of industrialisation and urbanisation, the demands for the infrastructures in various countries have increased while the energy industry with power infrastructure construction as its core has also played an important role in promoting the development of international infrastructure. Consequently, the driven increase in industrial, commercial and residential electricity consumption and upgrading of electrification construction standards in various countries have effectively stimulated the construction needs of the energy and ancillary facilities along the "Belt and Road". This creates huge potential business opportunities for the Group's intelligent power management products and services. During the year, by further cooperation with large-scale domestic and overseas general contractors, the Group continued to vigorously expand infrastructure project business at home and abroad. The Group has also maintained good partnership and relationship with different industry-leading enterprises, including Schneider, a global expert engaging in energy management and automation. The Group proactively collaborated with various leading companies from different industries to successfully provide services for large high-quality infrastructure projects worldwide, thus further expanding its products into the infrastructures such as urban rail transit, airports, conference and exhibition centers, wharf projects and sewage treatment. The Group is fully confident that with its own industry-leading technologies, good reputation, outstanding track records and high-quality products and services, it can not only firmly seize the market opportunities arising from the big data era but also capture the development opportunities generated from regions such as countries along the "Belt and Road" and emerging markets worldwide to expand sales volume and increase profitability continuously.

Since the beginning of 2020, impacted by the COVID-19 pandemic, domestic national economy, power demand and progress of various constructions were temporarily affected in the short run. In order to avoid being affected by the potential crisis arising therefrom, the Group actively adjusted its operation plans and resumed business on 12 February 2020. As of the date of this annual report, the business of the Group has been fully resumed. Meanwhile, through constant communication with our suppliers and customers, the Group proactively adjusted production and delivery schedules to cope with customer needs with a view to minimising the related impacts.

另一方面，受到工業化和城市化進程的拉動，各國的基礎設施需求巨大，以電力基礎設施建設為核心的能源行業同樣為促進國際基礎設施發展發揮了重要作用，帶動了各國工業、商業和居民用電的增加以及電氣化建設水準的升級，有效激發了「一帶一路」能源及配套設施的建設需求。這為本集團的智能電力管理的產品及服務提供了龐大的潛在商機。年內，本集團繼續透過與國內外大型總承包商合作，大力開拓海內外基建項目業務。同時，本集團持續與不同行業龍頭，包括能源管理及自動化的全球專家施耐德(Schneider)，持續著保持良好的合作夥伴關係。本集團積極通過與各行業龍頭企業相互協作，成功與他們攜手為全球範圍內高品質的基建大型項目提供了服務，進一步將產品拓展至城市軌道交通、機場、會展中心、碼頭工程、水處理等基礎建設領域。本集團具備充足的信心，相信憑藉自身領先的行業技術、優良口碑、卓越往績以及高品質的產品與服務，不單可以牢牢抓住大數據時代帶來的市場機遇，並且把握「一帶一路」沿線國家及全球新興市場等地所帶來的發展機遇，不斷擴大銷售規模，帶動盈利水準的持續提升。

二零二零年的起始，在新冠肺炎疫情大範圍爆發的衝擊下，國內國民經濟運行、電力需求以至各類工程進度短期內暫時受到影響。本集團為避免受其所帶來的潛在危機所影響，主動調整營運的方案，本集團於二零二零年二月十二日復工且截至本年報日期已全面復工；同時，本集團與供應商及客戶保持溝通，積極配合客戶調整生產及交貨時間表，致力將相關影響降至最小。



As the COVID-19 pandemic has adversely affected numerous aspects in national economy and people's daily life in the short run and shortcomings regarding hygiene, epidemic prevention and medical healthcare emerge in China, the Politburo Standing Committee of the Communist Party of the PRC proposed at a recent meeting that with the arrival of the first year for 5G commercial use and by accelerating the construction of new infrastructures such as data centers, 5G network, Industrial Internet and artificial intelligence as well as transport infrastructure, the government will strive to launch efforts in making up for the shortcomings and stabilising domestic economy in 2020. This coincides with the Group's business focus on vigorously exploring customers of key industries such as data center and urban rail transit, thereby bringing numerous opportunities to the Company's future business development. With its 35 years of extensive professional experience and sound reputation in the industry as well as the position of the power distribution market leader in China, Boer Power is confident that it can strive for more abovementioned related large infrastructure projects in the future by taking advantage of its comprehensive and professional one-stop intelligent power integrated management solutions. In addition, the future robotic epidemic prevention system is also a new and significant infrastructure approach directly resulted from this pandemic. According to "Economic Contribution of 5G Industry" published by the China Academy of Information and Communications Technology, it is anticipated that from 2020 to 2025, the total economic output indirectly driven by 5G commercial use in China amounted to approximately RMB24.8 trillion. The Group will continue to seize, in our best endeavors, every opportunity arising from 5G in the future.

With continuous optimisation of the "Cloud Smart" data platform and increasing number of data accumulated thereof, the Group will further upgrade existing technologies and explore the potential of the big data of customers' electricity consumption through its big data platform. By understanding customers' needs through data analysis, the Group will formulate industry-oriented one-stop intelligent power integrated management solutions, thereby ensuring safe and stable electricity consumption of customers and maximise the economic benefits of power management. It is expected that the Group will secure greater and more specific business benefits with its quality products and services.

就新冠肺炎疫情的來襲對國家經濟、民生短期內造成了許多不利的影響，及將國內於衛生、防疫、醫療等方面的短板呈現下，中共中央政治局常務委員會近日召開會議提出，乘著5G商用化元年的到來，通過加快數據中心、5G網絡、工業互網絡聯網、人工智能等新型基礎設施建設以及交通基建進度，致力於二零二零年全面實行補短板及穩定國內經濟的工作。這與本集團一直致力發展數據中心、城軌交通等重點行業客戶的業務方向不謀而合，為公司未來的業務發展帶來了許多的契機。博耳電力憑藉其三十五年在行內豐富的專案經驗和良好口碑，以及於中國配電市場上翹楚的地位，具備信心可以利用其全面且專業化的一站式智能電力綜合管理解決方案，於未來爭取到更多上述相關的大型基礎建設項目。此外，未來無人化防疫系統，也是本次疫情直接帶動起來的一大新型基建方向。中國信息通信研究院發佈的《5G產業經濟貢獻》認為，預計二零二零至二零二五年，中國5G商用間接拉動的經濟總產出約人民幣24.8萬億元，本集團將繼續致力把握5G在未來所衍生出的每個機遇。

伴隨「慧雲」資料平台不斷優化以及其數據含量累積愈來愈多，本集團會繼續將原有的技術改良，繼續通過大數據平台挖掘客戶的用電大數據，對數據進行分析以瞭解客戶需求，並制定具有行業針對性的一站式智能電力綜合管理解決方案，以確保客戶用電安全、穩定與電力管理經濟效益的最大化。通過本集團優質的產品服務，有望以爭取更大、更明確的業務利益。

## CHAIRMAN'S STATEMENT *(continued)*

### 主席報告 *(續)*

On behalf of the Board, I would like to express my most sincere gratitude to the tenacious Boer staff who have shown execution, innovation and utmost diligence and dedication. It is the staff united as one that makes the Group go through the rough adjustment period and the early stage of business recovery period, and pick up the steady growth. I would also like to extend my gratitude to our shareholders, investors, long-term customers and business partners for their continual devotion and consistent support. We will continue to adhere to our initial vision and uphold the pragmatic operation approach in pursuit of development and deliver actual results to reward the trust of all of you.

**Qian Yixiang**

*Chairman*

25 March 2020

本人最後謹代表董事會，向恪守崗位、具備創新意識及執行力、充滿韌性的博耳人致以最衷心的謝意，全賴公司上下一心，本公司得以過渡艱辛的調整期及業務恢復初期，並重現穩步增長的態勢。同時亦感謝股東、投資者、長期客戶及業務夥伴的不離不棄及支持，我們定將繼續堅守初心、務實經營，積極謀求發展，以實際的業績回報大家的信賴。

主席

錢毅湘

二零二零年三月二十五日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析



### MARKET REVIEW

During the twelve months ended 31 December 2019 (“2019” or the “year”), the gross domestic product (“GDP”) in the PRC was expected to reach RMB100 trillion while the GDP per capita, converted at the average exchange rate, broke the US\$10,000 threshold which showed a continuous improvement of people’s living standards. Since the beginning of this year, under the increasingly complex and severe international environment, the global economic and trade growth has slowed down with a downturn pressure on the PRC economy. However, Chinese economy continued to perform within a reasonable range. Looking forward, the domestic development is expected to encounter crucial strategic opportunities with strong economic tenacity, momentum and potentials which symbolise a positive fundamental trend.

In terms of power industry, with the rapid development of China’s power industry, the Chinese power industry has gradually transformed into intelligent development. According to statistics, in 2019, the total electricity consumption of the whole society amounted to 7,225.5 billion KWH, representing a year-on-year increase of 4.5% and the electricity consumption of the tertiary industry was 1,186.3 billion KWH, representing a year-on-year increase of 9.5%. In 2019, a total of RMB485.6 billion was invested in the national grid construction projects. Among them, investment in power grids with 110KV or below accounted for 63.3%, representing a year-on-year increase of 5.9 percentage points. At the same time, in order to accelerate the planning and implementation of smart grids in the Guangdong-Hong Kong-Macao Greater Bay Area, Southern Power Grid plans to invest more than RMB170 billion in the power grids of the Pearl River Delta region from 2018 to 2022.

### 市場回顧

截至二零一九年十二月三十一日止十二個月（「二零一九年」或「年內」），中國國內生產總值預計接近人民幣100萬億元，人均國內生產總值按平均匯率折算，突破了1萬美元的大關，人民生活水準持續改善。今年以來，國際環境日趨複雜嚴峻，世界經貿增長放緩，國內經濟下行壓力加大，但中國經濟持續運行在合理區間。從未來看，國內發展仍處於重要戰略機遇期，經濟發展韌性強、動力足、潛力大，基本面仍屬向好。

在電力工業方面，隨著中國電力工業高速發展，中國電力工業逐步趨向智能化發展。據統計，二零一九年，全社會用電量72,255億千瓦時，同比增長4.5%，第三產業用電量11,863億千瓦時，同比增長9.5%。二零一九年，全國電網工程建設完成投資人民幣4,856億元，其中110千伏及以下電網投資佔電網投資的比重為63.3%，比上年提高5.9個百分點。同時為加快粵港澳大灣區智能電網規劃建設，南方電網計劃二零一八年至二零二二年在珠三角地區電網的投資將超過人民幣1,700億元。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

## 管理層討論及分析(續)

Integrated information technology into human life and production, global data emerges characteristics of explosive growth with massive collection. The value of data has been increasingly recognised by the state, corporates and general public. As a national strategy, big data has continued to accelerate its development in the country in the past two years and policy system of the big data was basically established and now underwent the implementation stage and even the evaluation and inspection stage. According to China's IDC research, the size of China's IDC market will reach RMB276 billion in 2021, with a compound average annual growth rate of approximately 31% from 2019 to 2021. In the Internet industry, in addition to the increasing demands from leading companies such as Baidu, Alibaba and Tencent, other Internet companies also began to speed up the construction of their own data centers. This will bring greater market opportunities for intelligent power management service enterprises and further drive the Group's sales of "One-stop Data Center Solution". During 2019, China's industrial system has become increasingly sophisticated while the added value in the industrial strategic emerging industries increased by 8.4% over the previous year which is 2.7 percentage points faster than that of industry above large scale. New technological achievements continued to emerge and 5G commercialisation has also accelerated its introduction. In terms of investment, 5G underwent deployment in 2019 which directly drove the investment of operators and thus opening up new potential room of development regarding infrastructure investment. According to statistics, in 2019, the added value of industrial strategic emerging industries and high-tech manufacturing industries increased by 8.8% and 8.4% respectively. Annual income from telecommunications business amounted to RMB1.3 trillion while total telecommunications business volume recorded a year-on-year growth of 18.5% based on the constant price of the previous year.

As for overseas market, the "Belt and Road" initiative has been highly recognised and supported by many countries and international organisations since 2013. With the joint promotion of all parties, the "Belt and Road" initiative has been gradually put into implementation that moved vision to reality. International cooperation regarding power is no doubt an important aspect of the "Belt and Road" construction while Chinese enterprises not only participated in engineering construction and export of technical equipment for the power projects along the "Belt and Road", but also explored overseas market in various approaches such as standard output, project financing, greenfield investment and equity acquisition and therefore achieved fruitful results. Undoubtedly, the "Belt and Road" initiative has created a broader market development platform for intelligent power management systems.

伴隨資訊技術和人類生產生活交匯融合，全球數據呈現爆發增長、海量集聚的特點。無論是國家、企業還是社會公眾，都越來越認識到數據的價值。作為國家戰略的大數據近兩年在國內持續加速推進，大數據的政策體系已經基本搭建完成，目前已經紛紛進入落地實施甚至評估檢查階段。根據中國IDC調查資料顯示，二零二一年中國IDC市場規模將達到人民幣2,760億元，二零一九年到二零二一年年均複合增速約31%。在互聯網行業，除百度、阿里巴巴、騰訊等龍頭的需求持續增長外，其他互聯網公司也開始加快佈局自有數據中心的建設。這將為智能電力管理服務企業帶來更大的市場商機，進一步驅動本集團「一站式數據中心解決方案」銷售。二零一九年全年，中國工業體系日益完善，工業戰略性新興產業增加值比上年增長8.4%，快於規模以上工業2.7個百分點。科技新成果不斷湧現，5G商用也加速推出。從投資來看，二零一九年5G正進行部署，將直接拉動運營商的投資，為市場打開新一輪相關基建投資的上升空間。據統計，二零一九年，工業戰略性新型產業、高技術製造業增加值同比分別增長8.8%、8.4%。全年完成電信業務收入人民幣1.3萬億元，按照上年不變價計算，電信業務總量同比增長18.5%。

海外市場方面，「一帶一路」倡議自二零一三年提出至今已經受到全球多個國家和國際組織的認可與支持，在各方的共同推進下逐漸從理念轉化為行動，從願景轉變為現實。電力國際合作無疑是「一帶一路」建設的重要領域，中國企業不僅參與「一帶一路」電力項目的工程建設和技術裝備出口，也以標準輸出、項目融資、綠地投資、股權收購等多種形式探索海外拓展新模式，並取得豐碩成果。毫無疑問，「一帶一路」倡議為智能電力管理系統創造出更廣闊的市場發展空間。

**BUSINESS REVIEW**

During the year, the Group prudently observed market trend and at the same time actively responded to market changes and continued developing customer base in key target industries. These measures have brought progressive achievement and facilitated the rapid recovery of the Group's performance and thus realised a turnaround from loss to profit. During the year, the revenue of the Group was RMB737.1 million, representing a year-on-year increase of 17.3%. Having benefited from the growing revenue, the gross profit of the Group was RMB213.3 million, representing a year-on-year increase of 6.4%, while the profit from operations and profit for the year realised a turnaround from loss to profit amounted to RMB49.4 million and RMB5.7 million respectively. During the year, the Group continued to maintain a positive earnings before interest, tax, depreciation and amortisation ("EBITDA") of RMB84.3 million.

Having benefited from the refined management and the strict internal control system implemented by the Group on an ongoing basis, the administrative and other operating expenses of the Group recorded a significant year-on-year reduction, while the ratio of selling and distribution expenses as a percentage of revenue remained stable. Meanwhile, the Group's balances of trade receivables also decreased significantly, while the net borrowings and finance costs both decreased steadily. Furthermore, at the end of the year, the cash and cash equivalents held by the Group had a significant year-on-year increase, and the Group had recorded positive operating cash flows for four consecutive years. During the year, the business of the Group can be divided into the following four segments:

- Electrical Distribution System Solutions ("EDS Solutions");
- Intelligent Electrical Distribution System Solutions ("iEDS Solutions");
- Energy Efficiency Solutions ("EE Solutions"); and
- Components and Spare Parts Business ("CSP Business").

**業務回顧**

年內，本集團審慎觀察市場動向，積極應對市場的變化，持續開發重點目標行業客戶，且措施逐步取得成效，推動本集團業績快速恢復，實現扭虧為盈。年內，本集團的收入錄得增長至人民幣737.1百萬元，同比增加17.3%。得益於收入的增長，本集團毛利為人民幣213.3百萬元，同比增加6.4%；經營溢利及年內溢利分別扭虧為盈至人民幣49.4百萬元及人民幣5.7百萬元。年內，本集團息稅折舊攤銷前利潤持續為盈，達到人民幣84.3百萬元。

得益於集團持續推行精細化管理且執行嚴格的內控制度，集團行政及其他營運開支同比下降明顯，銷售及分銷開支佔收入比率保持穩定；同時，集團應收賬款餘額亦大幅下降，借貸淨額及財務成本亦持續減少。同時，年末集團持有現金及現金等價物同比大幅增長，且連續四年錄得正營運現金流。年內，本集團業務可分為以下四個分部：

- 配電系統方案(「EDS方案」)；
- 智能配電系統方案(「iEDS方案」)；
- 節能方案(「EE方案」)；及
- 元件及零件業務(「元件及零件業務」)。



## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

In recent years, the global application scenarios of Internet of Things have continued to expand with increasing security awareness and are now stepping into a new stage of “Innovative Large-scale Development by Cross-border Integration”. Therefore, the application of the Internet of Things trends to openness and scale-up while new technologies such as 5G accelerated the integration to start a new era of “All-encountering Smart Connection”. As shown in the statistics, in 2018, the scale of China’s Internet of Things (“IoT”) industry exceeded RMB1.2 trillion and the revenue of the IoT business increased by 72.9% over the previous year. Market demand for intelligent power management terminal equipment and systems with high security and reliability, real-time monitoring, quasi-load control, big data collection, remote operation and maintenance services and accurate analysis is increasingly growing. Based on modern communication and Internet technology, the Group relies on its own big data platform namely “Cloud Smart” to provide customers with one-stop intelligent power integrated management solutions including products and services for intelligent power distribution, power consumption and energy efficiency management. Products and services include hardware integrated systems, customised operating systems and software as well as online and offline operation and maintenance management. The Group leveraged on its technological advantages to perform uninterrupted monitoring, data collection and post-back and real-time energy efficiency analysis to electrical terminal equipment via Internet so as to secure safe operation of equipment, reduce operating cost and bring real economic efficiency to the customers. With over 35 years of experience in the research and development and manufacturing of intelligent power management systems, the Group consolidated its leading position in the Chinese power distribution market. In recent years, the Group has gradually optimised the power consumption databases of different industries. Combined with years of accumulation of experience in intelligent power management technology, Boer Power strives to design intelligent power management system solutions satisfying power needs from various industries and therefore ensuring the safe and reliable operation and energy efficiency thereof which maximises the economic efficiency of customers.

近年全球物聯網應用場景持續拓展，安全意識不斷增強，正進入「跨界融合，集成創新、規模化發展」新階段。物聯網應用走向開放、規模化，5G等新技術加速融合開啟「萬物智聯」新時代。數據顯示，二零一八年中國物聯網產業規模已超人民幣1.2萬億元，物聯網業務收入較上年增長72.9%。市場對安全可靠、具備實時監測、準負荷控制、大數據採集、遠程運維服務及精準分析功能的智能電力管理終端設備及系統的需求日益增長。本集團以現代通訊互聯技術為基礎，依託自有「慧雲」大數據平台，為客戶提供用於智能配電、用電及能效管理的，包括硬體集成系統、定制化作業系統和軟體、以及線上線下運維管理等產品及服務的一站式智能電力綜合管理解決方案。本集團憑藉技術優勢通過互聯網對用電終端設備實施無間斷監測，採集數據及回傳，並進行實時能效分析，以保障設備運營安全、降低運營成本，為客戶帶來實際的經濟效益。在智能電力管理系統研發和製造領域，本集團擁有35年的經驗，在中國配電市場上佔翹楚地位。近年來，本集團逐步成功完善不同行業的用電數據庫，結合博耳電力在智能電力管理技術上的多年經驗累積，打造出針對不同行業電力需求的智能電力管理系統方案，以確保運行安全可靠、高效節能，實現客戶用電經濟效益的最大化。

In the context of the unification of 5G global standards, data centers will also become strategic resources for digital information storage and circulation. The Group has seized the needs of the data center infrastructure construction and continuously optimised and promoted the “One-stop Data Center Solution” by virtue of years of technology experience and continuous core R&D advantages so as to expand its market share on an ongoing basis. The Group always maintains long-term cooperative relationships with leading domestic and foreign data center operators. In addition, Boer Power has established intelligent, energy conserving and highly efficient system solutions, and provided long-term maintenance and consultancy services and products for many Fortune Top 500 companies in the world and domestic and foreign large-scale long-term enterprises and customers. The Group has also maintained good partnerships with different industry-leading enterprises, including Schneider, a global leading infrastructure enterprise engaging in energy management and automation. During the year, the Group collaborated with various leading companies from different industries to provide services for high-quality infrastructure projects worldwide.

In terms of overseas business, the infrastructure development of the regions along the “Belt and Road” is still uneven. Attributable to the giant population base, rapid economic growth and relatively favorable infrastructure environment, the demand for infrastructure construction in the Southeast Asia kept thriving and ranked top for three consecutive years. Driven by the accelerating progress of industrialisation and urbanisation, the demands for the projects for interconnection of infrastructures such as relevant highways, railways, harbors and airports in various countries has increased while the energy industry with power infrastructure construction as its core has also played an important role in promoting the development of international infrastructure. Increase in industrial, commercial and residential electricity consumption and upgrading of electrification construction standards in various countries have effectively stimulated the energy construction needs along the “Belt and Road”. In 2019, Chinese enterprises invested US\$15.04 billion in non-financial direct investments in the 56 countries along the “Belt and Road”. In terms of overseas contracted projects, 6,944 overseas contracted engineering projects were newly entered into by Chinese enterprises in 62 countries along the “Belt and Road”, with a total of US\$154.89 billion regarding newly signed contracts, representing a year-on-year increase of 23.1%. Revenue amounting to US\$97.98 billion was recorded, representing a year-on-year increase of 9.7%. This creates huge potential business opportunities for the Group’s intelligent power management products and services. The Group proactively captured the opportunities to speed up its overseas development by expanding its long-term customer base through its 4 overseas branches in Spain, Australia, Indonesia and Mexico. So far, the Group has served customers and projects in over 130 countries and regions worldwide.

在5G全球標準統一的大背景下，數據中心也將成為數字資訊存儲及流通的戰略級資源。本集團抓住數據中心的基礎建設需求，憑藉多年技術積澱和持續不斷的核心研發優勢，不斷地優化和推廣「一站式數據中心解決方案」，持續擴大市場份額。本集團不僅與多間國內外數據中心營運商龍頭企業保持著長期良好的合作關係。另外，博耳電力亦為多家世界500強企業及國內外大型長期企業客戶量身定制智能、節能及高效的系統方案，並提供長期維護及諮詢服務與產品。本集團與不同行業龍頭，包括國際基建行業的龍頭企業，能源管理及自動化的全球專家施耐德(Schneider)，持續著保持良好的合作夥伴關係。年內，本集團與各行業龍頭企業相互協作，攜手為全球範圍內高品質的基建項目提供了服務。

海外業務方面，「一帶一路」沿線各地區基礎設施發展仍不平衡，得益於龐大的人口基數、快速的經濟增長和相對有利的基建環境，東南亞地區保持強勁發展勢頭，已連續三年在地區排名中位居第一。受到工業化和城市化進程的拉動，各國公路、鐵路、港口、機場等互聯互通項目建設需求巨大，以電力基礎設施建設為核心的能源行業同樣為促進國際基礎設施發展發揮了重要作用，各國工業、商業和居民用電的增加以及電氣化建設水準的升級，有效激發了「一帶一路」能源建設需求。二零一九年，中國企業在「一帶一路」沿線對56個國家非金融類直接投資150.4億美元。對外承包工程方面，中國企業在「一帶一路」沿線的62個國家新簽對外承包工程項目合同6,944份，新簽合同額共1,548.9億美元，同比增長23.1%；完成營業額979.8億美元，同比增長9.7%。這為本集團的智能電力管理產品及服務提供了龐大的潛在商機。本集團積極把握機遇，透過旗下位於西班牙、澳大利亞、印尼及墨西哥的4個海外分支機構，積極擴張海外的長期客戶，加速海外擴張步伐。至今，本集團累積服務的客戶和項目遍佈全球超過130個國家和地區。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

In 2019, national infrastructure projects mainly focused on transportation, energy, water conservancy and high technology. By the end of 2019, China owned 39 airports which could cater to tens of millions of passengers while 8 of them were among the top 50 airports in the world, showing a strong development momentum. As of September 2019, 39 cities in China have opened up rail transit system and the operating mileage of these routes was 6,333.3 kilometers. By the end of 2019, the total operating mileage of urban rail transit in the country will reach 6,600 kilometers. With the increase of the total planning and construction mileage of China's urban rail transit, energy consumption has also increased accordingly. In light of increasing popularity of energy conservation in national rail transit, Boer Power always upholds the mission of "practicing efficient and thoughtful energy management to protect and improve the global environment", leverages on its unique patented technology and shows its strong strength in intelligent power management system solutions, energy management and energy efficiency. At the same time, the Group is committed to providing diversified services for various types of infrastructure and municipal construction, including designing power distribution solutions for airports, conference and exhibition centers and wharf engineering as well as offering tailor-made smart solutions for building construction, rail transit and sewage treatment plants.

During the year, Boer Power continued to invest in research and development and optimised the "Cloud Smart" data platform so as to maintain its leading technological advantages in the field of intelligent power management. By improving the electricity consumption databases of different industries, coupled with years of accumulation of experience in the intelligent power management technology solutions, the Group was able to develop power distribution system solutions in response to the power demand of different industries with an aim to satisfy the comprehensive needs of different customers. While ensuring the safe and reliable operation and energy efficiency thereof, the Group can reduce operating costs and maximise real economic efficiency for the customers.

The total revenue of the Group amounted to RMB737.1 million for the year ended 31 December 2019, representing an increase of 17.3% as compared to the same period of 2018. The increase in revenue was mainly attributable to the gradual achievement of the Group regarding key industry expansion and customer base development objective during the year.

二零一九年，全國基礎建設項目主要集中在交通運輸、能源、水利、高技術等領域。到二零一九年底，中國千萬級機場達到39個，8個機場躋身全球二十大機場行列，發展勢頭強勁。截至二零一九年九月，中國已有39個城市開通軌道交通，線路運營里程6,333.3公里。至二零一九年底，全國城市軌道交通運營總里程將達6,600公里。隨著中國城市軌道交通規劃建設總里程的增長，能源消耗也相應增加。城市軌道節能在全國軌道交通中的普及迫在眉睫。博耳電力一直以來都是以「做高效有度能源管理的實踐者，保護和改善地球環境」為使命，依靠獨有的專利技術，在智能電力管理系統解決方案、能源管理、節能增效方面具有強大的實力。同時，本集團致力為各類型的基礎建設及市政建設提供多元化服務，包括為機場、會展中心、碼頭工程提供配電方案，為樓宇建築、軌道交通以及污水處理廠等提供度身量造的智能解決方案等，為不同客戶提供多元化的服務。

年內，博耳電力持續投資研發，並不斷優化「慧雲」數據平台，保持在智能電力管理領域的領先技術優勢。本集團持續完善不同行業的用電數據庫，結合博耳電力在智能電力管理技術方案上的多年經驗累積，打造出針對不同行業電力需求的配電系統方案，以滿足不同客戶的全方位需求，並在保障設備運行安全可靠、高效節能的同時，降低運營成本，為客戶帶來實際的經濟效益的最大化。

截至二零一九年十二月三十一日止年度，本集團總營業額為人民幣737.1百萬元，較二零一八年同期上升17.3%。營業額上升主要由於年內本集團重點行業拓展及客戶開發舉措逐步取得成效。

The profit attributable to the equity shareholders of the Company amounted to RMB3.5 million for the year ended 31 December 2019 (2018: loss attributable to the equity shareholders of the Company of RMB958.4 million). The increase in profit was mainly attributable to (i) no further provision for impairment loss on trade and other receivables for the year ended 31 December 2019 (2018: RMB942.8 million) was recorded owing to the Group's continuous implementation of strict internal management which resulted in satisfactory progress of repayments from its customers during the year; (ii) improvement in gross profit for the year by 6.4% to RMB213.3 million for the year from RMB200.5 million for the year ended 31 December 2018 due to the increase of revenue; and (iii) reduction in administrative and other operating expenses by 27.5% to RMB99.6 million for the year (2018: RMB137.4 million), which was attributable to the implementation of cost control measures by the Group during the year.

Other income mainly includes interest income from financial institutions, refund of value added taxes ("VAT"), government grants, gain on disposal of subsidiaries and change in financial assets at fair value through profit or loss. Other income decreased from RMB24.0 million for the year ended 31 December 2018 to RMB9.3 million for the year, which was mainly attributable to the decrease in interest income, government grants and refund of VAT, and partially offset by the increase in gain on disposal of subsidiaries and change in financial assets at fair value through profit or loss.

Selling and distribution expenses consist of mainly staff costs, transportation fees, travelling expenses and other miscellaneous expenses. For the year ended 31 December 2019, selling and distribution expenses were RMB73.6 million (2018: RMB62.2 million), representing an increase of RMB11.4 million or 18.3% as compared with the year ended 31 December 2018. The increase in selling and distribution expenses was mainly due to the increase in revenue. Selling and distribution expenses as a percentage of revenue for the year was 10.0% (2018: 9.9%).

For the year ended 31 December 2019, the Group's finance costs were RMB42.5 million (2018: RMB49.2 million). Finance costs include interest on borrowings denominated in RMB and finance charges on lease liabilities. The decrease in finance costs was mainly due to the decrease in average borrowings from RMB801.3 million for 2018 to RMB691.4 million for the year.

截至二零一九年十二月三十一日止年度，本公司權益股東應佔溢利為人民幣3.5百萬元(二零一八年：本公司權益股東應佔虧損約人民幣958.4百萬元)。溢利主要是由於(i)得益於集團持續執行的嚴格內部管理，致年內客戶回款進度良好，故截至二零一九年十二月三十一日止年度應收貿易及其他賬款不再計提減值虧損(二零一八年：人民幣942.8百萬元)；(ii)年內毛利增長6.4%，由截至二零一八年十二月三十一日止年度的人民幣200.5百萬元增加至本年度的人民幣213.3百萬元，乃由於收入增加；及(iii)本集團於年內實施成本控制措施導致行政和其他營運開支減少27.5%至本年度的人民幣99.6百萬元(二零一八年：人民幣137.4百萬元)。

其他收入主要包括來自金融機構的利息收入、增值稅退稅、政府補助金、出售附屬公司收益及按公平值計入損益的金融資產變動。其他收入由截至二零一八年十二月三十一日止年度的人民幣24.0百萬元減少至本年度的人民幣9.3百萬元，主要由於利息收入、政府補助及增值稅退稅收入減少所致，惟部分由出售附屬公司收益及按公平值計入損益的金融資產變動增加所抵銷。

銷售及分銷開支主要包括員工成本、運輸費用、差旅費及其他雜項開支。截至二零一九年十二月三十一日止年度，銷售及分銷開支為人民幣73.6百萬元(二零一八年：人民幣62.2百萬元)，較截至二零一八年十二月三十一日止年度增加人民幣11.4百萬元或18.3%。銷售及分銷開支增加乃主要由於銷售收入增加所致。本年度銷售及分銷開支佔收入的百分比為10.0%(二零一八年：9.9%)。

截至二零一九年十二月三十一日止年度，本集團的財務成本為人民幣42.5百萬元(二零一八年：人民幣49.2百萬元)。財務成本包括以人民幣計值的借貸的利息及租賃負債的融資費用。財務成本減少乃由於平均借貸由二零一八年的人民幣801.3百萬元減少至本年度的人民幣691.4百萬元。



## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

For the year ended 31 December 2019, the Group's income tax expense was RMB1.1 million (2018: RMB31.0 million). The effective tax rate was 16.6% for the year, which was lower than the PRC statutory income tax rate of 25% due to the fact that one of the Group's PRC subsidiaries was qualified as High and New Technology Enterprise and entitled to a preferential tax rate of 15%.

As at 31 December 2019, the total assets of the Group were RMB1,903.4 million (31 December 2018: RMB1,794.2 million) and the total liabilities were RMB1,724.6 million (31 December 2018: RMB1,605.2 million). The total equity of the Group amounted to RMB178.8 million (31 December 2018: RMB189.1 million).

## OPERATION AND FINANCIAL REVIEW

### EDS Solutions

Electrical distribution system lies between grid and end users to distribute electricity at converted voltage for end users. Nowadays, the Group's EDS Solutions have generally been replaced by iEDS Solutions.

The total sales of EDS Solutions of the Group for the year ended 31 December 2019 amounted to RMB785,000 (2018: RMB765,000), representing 0.1% (2018: 0.1%) of the Group's total revenue for the year. The gross profit of EDS Solutions segment was RMB288,000 for the year ended 31 December 2019 (2018: RMB170,000).

截至二零一九年十二月三十一日止年度，本集團的所得稅開支為人民幣1.1百萬元(二零一八年：人民幣31.0百萬元)。本年度的實際稅率為16.6%，低於中國法定所得稅稅率25%乃由於本集團的一家附屬公司獲認定為高新技術企業，因此享有15%的優惠稅率。

於二零一九年十二月三十一日，本集團的資產總值為人民幣1,903.4百萬元(二零一八年十二月三十一日：人民幣1,794.2百萬元)，而負債總額為人民幣1,724.6百萬元(二零一八年十二月三十一日：人民幣1,605.2百萬元)。本集團的權益總額為人民幣178.8百萬元(二零一八年十二月三十一日：人民幣189.1百萬元)。

### 營運及財務回顧

#### EDS方案

配電系統連繫電網及終端用戶，透過變壓向終端用戶配電。目前本集團的EDS方案已基本被iEDS方案所代替。

截至二零一九年十二月三十一日止年度，本集團EDS方案的銷售總額為人民幣785,000元(二零一八年：人民幣765,000元)，佔本集團年內總營業額的0.1%(二零一八年：0.1%)。截至二零一九年十二月三十一日止年度EDS方案的毛利為人民幣288,000元(二零一八年：約人民幣170,000元)。



**iEDS Solutions**

In addition to EDS Solutions, the Group also provides electrical distribution systems with automation features which link all the electromechanical equipment together for automatic data acquisition and analysis, remote control and automated diagnosis, through which the users can remotely control the related data collected from the electromechanical systems and can be used on the analysis for energy saving solutions. These functions are useful and important to the users who require more stable and safer auto-controlled electrical distribution systems, such as intelligent data centre, telecommunication and medical services industries.

According to the different nature of the users, iEDS Solutions can be further classified into below categories:

- Intelligent Power Grid Solutions: the products and solutions being used in the power grids; and
- Intelligent Power Distribution Integrated Solutions: the products and solutions being used by end users.

The total sales of iEDS Solutions of the Group for the year ended 31 December 2019 were RMB382.4 million (2018: RMB297.5 million), which accounted for 51.9% (2018: 47.4%) of the Group's total revenue for the year. The increase in sales of iEDS Solutions was 28.5% for the year ended 31 December 2019 was mainly driven by the proactive sales tactics which the Group secured multiple large orders in the second half of the year. The gross profit of this business segment was RMB119.8 million (2018: RMB87.6 million), representing an increase of 36.8% as compared to that of 2018.

The gross profit margin of iEDS Solutions increased from 29.4% in 2018 to 31.3% for the year. The increase was mainly due to the Group implemented optimisation of the production process and cost saving which reduced waste and defective products.

**iEDS方案**

除EDS方案外，本集團亦提供具有自動化功能的配電系統，把使用者所有的機電設備關聯，進行自動化數據收集和分析、遙距控制及自動診斷。用戶可透過該系統遙距控制其採集的機電系統相關數據及為達致節能效果提供分析方案。該等功能對需要較穩定及安全自動控制配電系統的用戶而言，具實用性及重要性，例如智能數據中心、通訊及醫療服務行業。

根據使用者性質不同，iEDS方案可進一步分為以下類別：

- 智能電網解決方案：電網使用的產品及方案；及
- 智能配電總成方案：終端使用者使用的產品及方案。

截至二零一九年十二月三十一日止年度，本集團iEDS方案的銷售總額為人民幣382.4百萬元（二零一八年：人民幣297.5百萬元），佔本集團年內總營業額約51.9%（二零一八年：47.4%）。截至二零一九年十二月三十一日止年度，iEDS方案的銷售額上升28.5%，該業務收入上升主要是由於積極的銷售策略推動下本集團於下半年獲得多張大型訂單所致。該業務分部的毛利為人民幣119.8百萬元（二零一八年：人民幣87.6百萬元），較二零一八年上升36.8%。

iEDS方案分部的毛利率由二零一八年的29.4%上升至年內的31.3%，主要因為集團進行生產過程的優化工作及節約降本，減少了浪費及不良品。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

#### EE Solutions

Based on the data collected by the electrical distribution systems using its iEDS Solutions, the Group can analyse the power consumption status of users, and through management and with various consideration in relation to the power source, select the most appropriate power saving solutions and provide equipment and systems to customers that improve energy efficiency and save electricity costs. EE Solutions services include the provision and maintenance of equipment and a number of value-added services and others.

According to the difference in approaches, EE Solutions can be further classified into below categories:

- Managed and Enhanced EE Solutions: the power saving products and solutions the Group provided to end-user customers of power consumption; and
- Equipment-enhanced EE Solutions: the power saving equipment and solutions the Group provided to customers at their power supply end.

The total sales of EE Solutions of the Group for the year ended 31 December 2019 were RMB168.8 million (2018: RMB137.2 million), which accounted for 22.9% (2018: 21.8%) of the Group's total revenue for the year. The increase in the sales of EE Solutions was 23.1% for the year ended 31 December 2019, this was mainly due to the proactive sales tactics which the Group secured multiple large orders in the second half of the year. The gross profit of this business segment was RMB66.9 million (2018: RMB77.0 million), representing a decrease of 13.0% as compared to that of 2018.

During the year, in order to develop customers in new industries, new large-scale and long-term customers, at the same time optimising the recovery cycle of projects, the Group took the initiative to benefit customers and hence resulted in a decrease in the Group's gross profit margin from 56.1% for 2018 to 39.6% for the year.

#### EE方案

憑藉使用iEDS方案的配電系統所搜集的數據，本集團可分析用戶的用電狀況及從管理和多個電力來源選擇客戶最適合的節電方案，給客戶提供設備及系統以提升節能效益及節約電費支出。EE方案服務包括設備供應及保養，以及多項增值服務及其他。

根據方案切入點不同，EE方案可進一步分為以下類別：

- 管理提升節能方案：本集團為客戶用電端提供的節能產品及方案；及
- 設備提升節能方案：本集團為客戶電源端提供的節能設備及方案。

截至二零一九年十二月三十一日止年度，本集團EE方案的銷售總額為人民幣168.8百萬元(二零一八年：人民幣137.2百萬元)，佔本集團年內總營業額22.9%(二零一八年：21.8%)。截至二零一九年十二月三十一日止年度，EE方案的銷售額上升23.1%，主要是由於積極的銷售策略推動下本集團於下半年收獲多張大型訂單。該業務分部的毛利為人民幣66.9百萬元(二零一八年：人民幣77.0百萬元)，較二零一八年下降13.0%。

年內，為開發新行業客戶和新大型長期客戶，同時優化項目的回款週期，集團主動讓利，導致本集團的毛利率由二零一八年的56.1%下降至年內的39.6%。

**CSP Business**

The Group also manufactures components and spare parts for application on electrical distribution equipment or the basic function units of the solutions and sells such components and spare parts to its customers. Its functions can only be realised through the system or connecting with other hardware.

According to the differences of applications, CSP Business can be further classified into the below categories:

- Special CSP: the custom-made parts ordered by the Group's long-term customers; and
- Standard CSP: the general parts and components being sold by the Group.

The total revenue of CSP Business of the Group for the year ended 31 December 2019 was RMB185.2 million (2018: RMB192.8 million), which accounted for 25.1% (2018: 30.7%) of the Group's total revenue for the year. The decrease in sales of CSP Business of 3.9% for the year ended 31 December 2019 was recorded. The gross profit of CSP Business was RMB26.3 million (2018: RMB35.8 million), representing a decrease of 26.5% as compared to that of 2018.

The gross profit margin of CSP Business decreased from 18.6% for 2018 to 14.2% for the year. The decrease in gross profit margin was a result of the increased cost of materials while selling prices were kept unchanged.

**元件及零件業務**

本集團亦生產應用於配電設備或方案中的基本功能單元的元件及零件，並向客戶銷售該等元件及零件。它們必須通過系統或其他硬體連接後實現相應功能。

根據應用領域的不同，元件及零件業務可進一步分為以下類別：

- 特殊零部件：本集團為長期客戶定制的部件；及
- 標準零部件：本集團銷售的一般元件及零件。

截至二零一九年十二月三十一日止年度，本集團元件及零件業務的銷售總額為人民幣185.2百萬元(二零一八年：人民幣192.8百萬元)，佔本集團年內總營業額25.1%(二零一八年：30.7%)。截至二零一九年十二月三十一日止年度，元件及零件業務的銷售額錄得3.9%的跌幅。該業務分部的毛利為人民幣26.3百萬元(二零一八年：人民幣35.8百萬元)，較二零一八年下降26.5%。

元件及零件業務分部的毛利率由二零一八年的18.6%下降至年內的14.2%。毛利率下降因為材料成本上升但售價沒變。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

## 管理層討論及分析(續)

## PROSPECT

Since the beginning of 2020, the widespread COVID-19 pandemic triggered unprecedented response, control and preventive measures, which has affected the national economy, power demand and progress of various constructions in the short run. Due to Lunar New Year holidays, the first quarter is generally a low season for the Group's industry. However, in order to further mitigate the impact of the epidemic on the Group, the Group also actively adjusted its operation plans. The Group resumed business on 12 February 2020 and had been fully resumed as of the date of this annual report. Meanwhile, through constant communication with suppliers and customers, the Group proactively adjusted production and delivery schedules to cope with customers' need with a view to minimising related impacts.

It was recently proposed at the meeting of Politburo Standing Committee of the Communist Party of China to accelerate the construction of seven new infrastructure segments, namely 5G network, big data center, industrial Internet, high-speed rail and rail transit, artificial intelligence, UHV and new energy vehicles and charging stations. As forecasted by China Academy of Information and Communications Technology, the accumulated investment in 5G network construction will reach RMB1.2 trillion by 2025. Meanwhile, "5G+industrial Internet" will facilitate industrial enterprises to carry out internal network and digital transformation. It is estimated that the investment in network transformation is expected to reach RMB500 billion in the coming 5 years. Moreover, 5G network construction will also drive the application and investment in the upstream and downstream of the industrial chain as well as in various industries. It is expected to drive an accumulated investment of over RMB3.5 trillion by 2025. According to relevant data, the market size of the IDC market in China reached RMB156.08 billion in 2019, up by 27.1% year-on-year, which is beyond the global average (approximately 11%). As such, there is immense growth potential, huge rooms for development and promising industrial prospects. In view of this, the government's approach to more vigorously construct additional major projects related to 5G and data centers in the coming year coincides with the Company's business approach to be committed to developing data center projects, thereby providing a platform for the future development of the Company. In addition, the investment target set at the Meeting on the National Transportation Work in 2020 was RMB800 billion. China State Railway Group Co., Ltd. planned to operate over 4,000 kilometers of new railway routes in China in 2020, among which 2,000 kilometers are high-speed rail. According to market report, by the end of 2019, a total of 40 cities in China have urban rail transit lines with an accumulated operating mileage of 6,730.27 kilometers. While macro economy in China is facing increasing downward pressure, as one of the

## 展望

自二零二零年年初以來，新冠肺炎疫情大範圍爆發，疫情防控力度和採取的應對措施均前所未有，對短期內國民經濟運行、電力需求以至各類工程進度帶來了影響。一般而言，由於有農曆春節假期的影響，第一季度是本集團所屬行業的淡季，但為進一步減低疫情對本集團造成的影響，本集團亦主動調整營運的方案，已於二零二零年二月十二日復工且截至本年報日期已全面復工；同時，本集團與供應商及客戶保持溝通，積極配合客戶調整生產及交貨時間表，致力將相關影響降至最小。

中共中央政治局常務委員會近日召開會議提出，加快包括5G網絡、大數據中心、工業互聯網、高鐵及軌道交通、人工智能、特高壓以及新能源汽車和充電樁在內的七大板塊的新型基礎設施建設進度。據中國信息通信研究院預測，到二零二五年5G網絡建設投資累計將達到人民幣1.2萬億元。同時，「5G+工業互聯網」將推動工業企業開展內部網絡化、數據化改造。據估計，僅網絡化改造未來5年的投資規模就有望達到人民幣5,000億元。此外，5G網絡建設還將帶動產業鏈上下游以及各行業應用投資，預計到二零二五年將累計帶動超過人民幣3.5萬億元投資。相關資料顯示，二零一九年中國IDC市場規模達到人民幣1,560.8億元，同比增長27.1%，遠高於世界平均水準（約11%），增長潛力十足，成長空間較大，行業前景廣闊。由此可見，政府在來年加大力度增建與5G及數據中心有關的大型建設的方向，與本公司一直致力發展數據中心項目的業務方向不謀而合，為公司未來業務上的發展提供了沃土。此外，二零二零年全國交通運輸工作會制定的投資目標為人民幣8,000億元，中國國家鐵路集團有限公司規劃二零二零年全國鐵路投產新線4,000公里以上，其中高鐵2,000公里。有市場報告指出，至二零一九年底，全國共40座城市開通城軌線路，累計通車里程達到6,730.27公里。在當前中國宏觀經濟下行壓力加大的背景下，城軌



solid means to stabilise economy, urban transit infrastructure investment is expected to be continuously strengthened. It is anticipated that the annual operating mileage in 2020 will exceed 1,000 kilometers. The Group believes that with a series of new favourable national policies on rail transit infrastructure investment as well as years of extensive project experience and sound reputation in rail transit sector, the Group is expected to strive for more new opportunities.

Looking forward to 2020, despite the temporary economic fluctuation caused by COVID-19 pandemic at the beginning of the year, the Group remains optimistic on continuous growth recovery throughout the year. The Group will continue to maintain its core competitive advantages and seize market opportunities to constantly upgrade and optimise the Intelligent Power Management System so as to improve production and operation efficiency and proactively resume the size of sales. Meanwhile, through refined management, the Group will strictly control production costs to maintain its level of gross profit margin and continuously reduce the proportion of selling and distribution expenses and administrative and other operating expenses to a reasonable level so as to further optimise asset-liability structures and continue to reduce bank borrowings and finance costs, thereby improving the profitability of the Group.

According to a report by Prospects Industry Research Institute, the scale of IoT industry in China is expected to exceed RMB2 trillion by 2020 and IoT connection will reach 7 billion. The relocation of industrial data and the triggering of industrial data from IoT will become two key drivers of boosting data flow in relation to industrial interconnection. With the rapid growth in the demand of the terminal for access to the internet, application of emerging technologies to the internet data centers will be further expanded which, in turn, drives the market demand for services of internet data centers. According to the statistics, by 2020, the size of cloud computing market in China will reach RMB91 billion with a compound annual growth rate of approximately 33%. The internet data center service market of China will usher in a new round of large-scale growth.

Data center develops in parallel with information technology and is closely related to the global development of information technology. With many years of research experience on data center and its leading advantage in the industry, Boer Power has developed the Data House (數聚匯), a data center-related solutions comprising indoor application and container outdoor application. In particular, the container solution significantly facilitates fast deployment and the application of mobile computer rooms. Micro modules can be formed by effectively separating computer rooms where column air conditioners are installed for direct side ventilation to effectively solve the problem of cooling efficiency for high-density cabinets, allowing PUE to reach as low

基建投資作為穩定經濟的利器之一，有望持續加碼。預計二零二零年全年通車里程有望突破1,000公里。本集團相信在國家新一輪推出的一系列利好的軌道交通基建投資政策下，憑藉本集團歷年來在軌道交通領域的豐富項目經驗和良好口碑，有望爭取更多新的項目機遇。

展望二零二零年，新年伊始，縱然新冠病毒疫情導致經濟短暫波動，但本集團對全年持續恢復增長保持樂觀。本集團將繼續保持核心競爭優勢，把握市場機遇，不斷升級和優化智能電力管理系統，提高生產營運效率，積極恢復銷售規模。同時，本集團將通過精細化管理的手段，嚴格的控制生產成本，保持毛利率水準，持續降低銷售及分銷開支和行政及其他營運開支佔比至合理水平，進一步優化資產負債結構，繼續減少銀行借貸及財務成本，從而提升本集團的盈利能力。

前瞻產業研究院報告顯示，中國物聯網產業的規模預計到二零二零年將超過人民幣2萬億元，物聯網連接規模將達70億。產業數據的遷移和物聯網對於產業數據的激發將成為產業互聯流量爆發的兩大關鍵動力。隨著終端側上網需求呈高速增長，新興技術對互聯網數據中心服務的應用場景也將獲進一步擴大，互聯網數據中心服務市場需求隨之拉升。據統計，到二零二零年，中國雲計算市場規模將達到人民幣910億元，年均複合增速約33%。中國互聯網數據中心服務市場將迎來新一輪大規模增長。

數據中心是資訊技術發展的伴生物，與全球的資訊技術發展密不可分。博耳電力鑽研數據中心多年，在行業內具有領先優勢，研製出針對數據中心的解決方案—數聚匯，方案具備室內應用和集裝箱式室外應用兩種方案，集裝箱方案更為快速部署和移動機房應用提供了極大方便，通過把機房有效分隔形成微模組，植入列間空調、直接側向送風，有效解決針對高密度機櫃的製冷效率問題，使PUE可低至1.5。每個微模組中都配備獨立的消防、安防、動環監控系統，整體設備可以工廠內預製，對機房建築物無特殊環境要求，大大簡化和縮短建設週



## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

as 1.5. Each micro module is equipped with separate fire, security and dynamic environment monitoring systems, the equipment of which can be fabricated in the factories in general. There are no specific condition requirements for buildings of computer rooms, which has substantially simplified and shortened the construction period. The scale-oriented data center business of the Company has an extensive regional market presence and by fully leveraging the advantages of big data industry, technology and resource-intensive market as well as identifying potential market opportunities, the Company will actively explore the development potential of prospective customers. The Group is confident that through years of management experience of long-term cooperation with leading domestic and overseas data center operators and telecommunications companies, the Group will maintain steady growth in the revenue contribution of data centers.

The policies to support investment in national infrastructure segment were also proposed at the meeting of Politburo Standing Committee of the Communist Party of China recently, aiming to focus on accelerating the construction progress of seven new infrastructure segments, including data center, 5G network, industrial internet and artificial intelligence in the coming year. With its 35 years of extensive experience and technological accumulation in the industry as well as the premium position in the power distribution market in China, Boer Power believes that with a new round of national policies to stabilise domestic investment, the Group will strive for more opportunities for major projects. During the epidemic, as the demand for online working and online entertainment have increased, online business and digitised transformation will become must-contemplated matters for companies. In the mid-to-long term, the trend of “cloud” and digitisation for Chinese enterprises is irreversible. The currently surging demand for online business has set more stringent requirements for communication network and data centers in China and cloud service providers will face increasing pressure on expansion, driving the growth in the demand for bottom resources such as IDC and servers. According to “Economic Contribution of 5G Industry” published by China Academy of Information and Communications Technology, it is anticipated that from 2021 to 2025, the total economic output indirectly driven by 5G commercial use in China will amount to approximately RMB24.8 trillion. In this regard, the government’s emphasis on infrastructure investment is expected to generate new opportunities and growth drivers in the business development of the Group’s various infrastructure-related segments.

期。公司的數據中心業務以規模化為導向，深入區域市場佈局，充分發揮大數據產業、技術、市場資源密集的優勢，挖掘潛在市場機遇，積極探索潛在客戶發展潛力。本集團有信心憑藉多年與國內外頂尖數據中心運營商、電訊商等長期合作的管理經驗，保持數據中心貢獻營收的穩步增長。

中共中央政治局常務委員會近日更召開會議提出對於國家基礎設施領域的投資支持政策，其來年將重點加快數據中心、5G網絡、工業互聯網以及人工智能等七大板塊的新型基礎設施建設進度。憑藉其在行內三十五年的豐富經驗和技術積累、以及於中國配電市場上翹楚的地位，博耳電力相信在國家推出新一輪穩定國內投資的政策下，能爭取到更多大型項目的機會。疫情期間，隨着線上辦公需求和線上娛樂等需求增加，線上業務、數位化轉型成為企業必須思考的問題。從中長期來看，中國企業上「雲」、數位化的趨勢不可逆轉，此時激增的線上業務需求，對中國的通信網絡、數據中心提出了更高的要求，雲服務廠商擴容壓力不斷增加，帶動了IDC、伺服器等底層資源需求上升。中國信息通信研究院發佈的《5G產業經濟貢獻》認為，預計二零二零年至二零二五年，中國5G商用間接拉動的經濟總產出約人民幣24.8萬億元。由此可見，國家對基建投資的重視預期可為集團在多個基建相關行業板塊的業務發展帶來新的契機和增長。

For overseas markets, Southeast Asia and Africa will be the Group's major development areas in the future. With the vigorous advancement of the "Belt and Road", there will be additional demands for construction of related infrastructures such as urbanisation, energy and transportation globally and numerous technological difficulties that need to be solved and optimisation work to be carried out. Boer Power has been focusing on the needs of customers from all walks of life. With constant innovation, research and development of two research and development teams in China and Spain, the systemic solutions can be continuously enhanced in terms of optimising management, improving effectiveness and enhancing safety and reliability for customers. The Group firmly believes that by seizing the huge opportunity of rapid growth in numerous developing countries, making use of business promotion resources and strengthening the sales capability of various branch institutions worldwide, the Group will expand its overseas corporate presence. At the same time, leveraging the sound partnership with long-term customers, the Group will seek co-development opportunities through the global business network of customers, thereby driving the Group's stable growth in revenue. Meanwhile, the Group will be more committed to identifying additional high quality customers and partners in the coming year so as to obtain more opportunities for major project orders.

In 2020, the Group will continue to improve corporate operation efficiency to expand sales volume and enhance profitability. The Group will continue strict internal control system to reduce production costs and other expenses gradually through refined management. The Company will also strengthen its debt recovery ability and continue to recall the accrued historical bad debts through legal means to maintain the receivables and payables at a reasonable level, which further lowers its level of borrowings, optimises asset-liability structures and maintains positive cash flow trend. The Company is confident about its future performance recovery and growth and through Boer Power's tireless efforts, the support from the shareholders and investors will be rewarded.

海外市場方面，東南亞以及非洲等地區，是本集團未來重點開發領域。隨著「一帶一路」的大力推進，全球城市化、能源、交通等相關基礎設施的建設需求將得到進一步釋放，大量技術難題和優化工程需要解決。而博耳電力始終堅持以各行業客戶需求為中心，位於中國及西班牙的兩大研發團隊不斷創新和研發系統化的解決方案，使方案在為客戶優化管理、提高效率、增加安全可靠性方面得以不斷提升。相信本集團一定能抓住廣大發展中國家高速發展所帶來的巨大商機，配合業務推廣資源以及加強全球各地分支機構的銷售能力，擴大海外業務版圖。同時，本集團憑藉與長期客戶保持的優良合作關係，通過客戶的環球業務網絡，尋求共同發展的機會，帶動本集團的銷售收入穩步增長。同時，本集團更會致力在來年物色更多高質素的大型客戶及合作夥伴，以獲取更多大型項目訂單的機會。

二零二零年，本集團將持續提升公司營運效率，擴大銷售規模，增強盈利能力。本集團將繼續秉持嚴格的內部監控制度，逐步通過精細化管理，降低生產和期間費用；並且公司將加強回款能力，通過法律手段，對已計提的歷史壞賬持續追回，保持應收賬款和應付賬款的合理水準，進一步降低借貸水平並優化資產負債結構，保持現金流持續的正向發展。公司對未來業績的恢復和增長充滿了信心，相信通過博耳電力的不斷努力，回饋股東和投資者的支持。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

#### LIQUIDITY AND FINANCIAL RESOURCES

The Group's principal financial instruments comprise of cash and cash equivalents, pledged deposits, financial assets at fair value through profit or loss, contract costs, trade and other receivables, trade and other payables, amounts due to related parties, lease liabilities and borrowings. As at 31 December 2019, the cash and cash equivalents, net current assets and total assets less current liabilities were RMB68.9 million (31 December 2018: RMB9.7 million), RMB15.1 million (31 December 2018: RMB17.5 million) and RMB618.8 million (31 December 2018: RMB696.3 million) respectively. As at 31 December 2019, the Group had borrowings amounting to RMB743.8 million (31 December 2018: RMB694.9 million). Borrowings were repayable within one year with effective interest rates ranging from 2% to 9% per annum (31 December 2018: range from 2% to 9% per annum). Most of cash and cash equivalents and borrowings are denominated in RMB. The Group's gearing ratio, which was expressed as a ratio of total borrowings over total equity, was 416.0% as at 31 December 2019 (31 December 2018: 367.5%). The increase in gearing ratio was mainly due to the increase in total borrowings and the decrease in total equity.

#### CHARGES ON ASSETS

As at 31 December 2019, certain borrowings were secured by property, plant and equipment of RMB85.0 million (31 December 2018: RMB91.7 million), lease prepayments of RMB30.2 million (31 December 2018: RMB30.9 million) and pledged deposits of RMB90.0 million (31 December 2018: nil).

#### ASSETS/LIABILITIES TURNOVER RATIO

The average inventory turnover days decreased by 6 days from 88 days for the year ended 31 December 2018 to 82 days for the year ended 31 December 2019, mainly due to the implementation of tighter control and monitoring over the Group's inventory levels during the year. The average trade receivables turnover days decreased by 470 days from 772 days for the year ended 31 December 2018 to 302 days for the year ended 31 December 2019. This was mainly due to the fact that one of the Group's operating priorities in 2019 was to speed up the settlement of trade receivables and to conduct detailed assessments of the customers' credit status. The average trade payables turnover days increased by 3 days from 190 days for the year ended 31 December 2018 to 193 days for the year ended 31 December 2019.

#### 流動資金及財務資源

本集團的主要金融工具包括現金及現金等價物、有抵押存款、按公平值計入損益的金融資產、合約成本、應收貿易及其他賬款、應付貿易及其他賬款、應付關連方款項、租賃負債及借貸。於二零一九年十二月三十一日，現金及現金等價物、流動資產淨值及總資產減流動負債分別為人民幣為68.9百萬元(二零一八年十二月三十一日：人民幣9.7百萬元)、人民幣15.1百萬元(二零一八年十二月三十一日：人民幣17.5百萬元)及人民幣618.8百萬元(二零一八年十二月三十一日：人民幣696.3百萬元)。於二零一九年十二月三十一日，本集團的借貸為人民幣743.8百萬元(二零一八年十二月三十一日：人民幣694.9百萬元)。借貸需於一年內償還，實際年利率介乎2%至9%(二零一八年十二月三十一日：年利率介乎2%至9%)。現金及現金等價物及借貸大部分以人民幣計值。本集團於二零一九年十二月三十一日的股本負債比率(為借貸除以權益總額的比率)為416.0%(二零一八年十二月三十一日：367.5%)。股本負債比率增加主要由於借貸增加及權益總額減少。

#### 資產抵押

於二零一九年十二月三十一日，若干借貸物業、廠房及設備為人民幣85.0百萬元(二零一八年十二月三十一日：人民幣91.7百萬元)、預付租賃款項為人民幣30.2百萬元(二零一八年十二月三十一日：人民幣30.9百萬元)及抵押存款為人民幣90.0百萬元(二零一八年十二月三十一日：無)作抵押。

#### 資產／負債周轉率

平均存貨周轉天數由二零一八年十二月三十一日的88天減少6天至二零一九年十二月三十一日的82天，主要是由於本集團於年內實施的更嚴謹的存貨水平控制及監控措施所致。平均應收賬款周轉天數由二零一八年十二月三十一日的772天減少470天至二零一九年十二月三十一日的302天，主要由於本集團二零一九年的經營重點之一為加快應收貿易賬款的回款速度，並對客戶信用狀況進行詳細評估。平均應付貿易賬款周轉天數由二零一八年十二月三十一日的190天增加3天至二零一九年十二月三十一日的193天。

### GOING CONCERN BASIS

As at 31 December 2019, even though the Group had net current assets of RMB15.1 million, its short term bank borrowings amounted to RMB743.8 million, while the Group maintained its cash and cash equivalents of RMB68.9 million only. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in normal course of business. Details of the going concern basis have been set out in note 3(b) to the Group's consolidated financial statements.

### CONTINGENT LIABILITIES

Save as disclosed in note 32 to the Group's consolidated financial statements, as at 31 December 2019, the Group did not have any contingent liabilities.

### EVENT AFTER THE REPORTING DATE

Since the beginning of the year 2020, the widespread COVID-19 pandemic had caused a production halt prior to the resumption of operations of the Group on 12 February 2020 and the production shortfall have had a temporary impact on the Group's overall productivity. In order to mitigate the impact of the pandemic on the Group, the Group actively adjusted its operation plans, through constant communication with suppliers and customers, the Group proactively adjusted the production and delivery schedules to cope with customers' need with a view to minimising related impacts.

Management is of the view that the Group has not been significantly impacted as of the date of this annual report. The Group will continue to pay close attention to the pandemic and adjust its operations plans to minimise the potential adverse impact. Given the ongoing nature of these circumstances, the related impact on the consolidated results of operations, cash flow and financial of the Group, the Company and its subsidiaries could not be reasonably estimated at this stage and will be reflected in the Group's 2020 interim and annual consolidated financial statements.

### 持續經營基準

於二零一九年十二月三十一日，儘管本集團之流動資產淨值為人民幣15.1百萬元，其短期銀行借貸為人民幣743.8百萬元，而本集團維持其現金及現金等價物人民幣68.9百萬元。這些情況表明存在重大不確定性，可能對本集團持續經營能力產生重大疑問，因此，可能無法在正常業務過程中實現其資產並解除其負債。有關持續經營基準的詳情載於本集團綜合財務報表附註3(b)。

### 或然負債

除載於本集團綜合財務報表附註32外，於二零一九年十二月三十一日，本集團並無任何或然負債。

### 報告日後事項

自二零二零年度的起始，新冠肺炎疫情大範圍爆發導致本集團於二零二零年二月十二日恢復運作前短暫停產及產能下降對本集團的整體生產水平造成短暫影響。為減低疫情對本集團造成的影響，本集團主動調整營運的方案，本集團與供應商及客戶保持溝通，積極配合客戶調整生產及交貨時間表，致力將相關影響降至最小。

管理層認為，截至本年報日期，本集團並未受到重大影響。本集團將繼續密切關注疫情並調整其營運計劃，以盡量減少潛在的不利影響。鑑於這些情況的持續性，在此階段無法合理估計對本集團，本公司及其附屬公司的綜合營運業績，現金流量和財務的相關影響，並將在在本集團二零二零年中期和年度綜合財務報告中反映。



## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

#### FINANCIAL MANAGEMENT POLICIES

As the Group's principal activities are carried out in the PRC, the Group's transactions are mainly denominated in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the PRC or other institutions authorised to buy and sell foreign exchange. The exchange rates adopted for the 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 export sales and the impact of foreign currency risk on the Group's total sales is minimal.

#### SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITION AND DISPOSAL

As disclosed in the announcement of the Company dated 21 October 2019, Shenzhen Zhongjuruida Industrial Co., Ltd. ("Shenzhen Zhongjuruida"), a 60% indirectly-owned subsidiary of the Company, entered into an equity transfer agreement with Shang Shi Hang Tian Xing He Energy (Shanghai) Co., Ltd, pursuant to which Shenzhen Zhongjuruida disposed its 100% equity interest in Anda Zhongju New Energy Technology Co., Ltd, a company established in the PRC, at a consideration of RMB25.7 million ("Equity Transfer"). As the highest of the applicable percentage ratios (as defined in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules")) in respect of the Equity Transfer is more than 5% and less than 25%, the Equity Transfer constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

#### 財務管理政策

由於本集團主要業務於中國進行，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或其他獲授權買賣外匯的機構進行。外匯交易所採納的匯率為中國人民銀行所報的匯率（主要按供求釐定）。

本集團現時並無就外匯風險制定政策，原因為本集團只有小額出口銷售，而外匯風險對本集團總銷售額的影響極微。

#### 持有的重大投資、重大收購事項及出售事項

誠如本公司於二零一九年十月二十一日的刊發之公告，本公司擁有60%間接權益的附屬公司深圳中聚瑞達實業有限公司（「深圳中聚瑞達」）與上實航天星河能源（上海）有限公司訂立股權轉讓協議，據此，深圳中聚瑞達出售在中國成立的安達中聚新能源科技有限公司的100%股權，作價人民幣25.7百萬元（「股權轉讓」）。由於股權轉讓中最高適用百分比率（定義見聯交所證券上市規則（「上市規則」））超過5%但少於25%，根據上市規則第14章，股權轉讓構成本公司之須予披露交易。



## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

Particulars of investment properties held by the Group at 31 December 2019 are as follow:

於二零一九年十二月三十一日，本集團投資物業的詳情如下：

Location 地點	Term of lease 租賃年期	Use 用途
Shenlong Road, Longhu Industrial Park, Economic Development Zone, Huaibei City, Anhui Province, the PRC 中國安徽省淮北市經濟開發區龍湖工業園神龍路	Medium-term lease 中期租賃	Factories 廠房
Jiaxing Sweater Raw Materials Trading Market, Honghe Town, Xiuzhou District, Jiaxing City, Zhejiang Province, the PRC 中國浙江省嘉興市秀洲區洪合鎮嘉興毛衫原輔料交易市場	Medium-term lease 中期租賃	Shops 商鋪
Yiwu International Commodity City, Zhanqian Road, Xianghe Town, Quanjiao County, Anhui Province, the PRC 中國安徽省全椒縣襄河鎮站前路義烏國際小商品城	Medium-term lease 中期租賃	Shops 商鋪
Health East Street, Weifang City, Shandong Province, the PRC 中國山東省濰坊市健康東街	Medium-term lease 中期租賃	Shops 商鋪
Tianyu Yipin, Wulihe Road, Chengnan District, Mengcheng County, Anhui Province, the PRC 中國安徽省蒙城縣城南區五裏河路天御一品	Medium-term lease 中期租賃	Residential 住宅

### EMPLOYEES AND REMUNERATION POLICY

The Group had 892 (31 December 2018: 978) employees as at 31 December 2019. The total staff costs for the year ended 31 December 2019 were RMB101.1 million (2018: RMB80.3 million). The remuneration policy was in line with the current legislation in the relevant jurisdictions, market conditions and performance of the staff and the Group.

### RELATIONSHIP WITH EMPLOYEES

The Group believes that employees are important assets and their contribution and support are valued at all times. The Group provides competitive remuneration packages and share award scheme to attract and retain employees with the aim to form a professional staff and management team that can bring the Group to new levels of success. The Group regularly reviews compensation and benefit policies according to industry benchmark, financial results as well as the individual performance of employees. Furthermore, the Group places great emphasis on the training and development of employees and regards excellent employees as a key factor in its competitiveness.

### 僱員及薪酬政策

於二零一九年十二月三十一日，本集團擁有892名僱員(二零一八年十二月三十一日：978名)。截至二零一九年十二月三十一日止年度，總員工成本為人民幣101.1百萬元(二零一八年：人民幣80.3百萬元)。薪酬政策符合相關司法權區的現行法例、市況以及員工及本集團的表現。

### 僱傭關係

本集團相信僱員乃寶貴資產，而且任何時候都重視他們的貢獻和支持。本集團提供具競爭力之薪酬待遇及股份獎勵計劃吸引及挽留僱員，務求構建專業的員工和管理團隊，推動本集團續創佳績。本集團根據業內指標、公司業績及個別員工之表現定期檢討僱員之薪酬政策。此外，本集團十分重視僱員的培訓和發展，並視優秀僱員為其競爭力的關鍵要素。

## MANAGEMENT DISCUSSION AND ANALYSIS (continued)

### 管理層討論及分析(續)

#### PRINCIPAL RISKS AND UNCERTAINTIES

##### 1. Market risks

The Group is exposed to certain market risks such as interest rate risk, credit risk (including the risk to be borne by the Group in the event of default of payment by customers), liquidity risk, etc. The details are set out in note 30 to the consolidated financial statements.

##### 2. Commercial risks

The Group is facing various competition by multinational companies in the same industry, and also finds that an increasing number of domestic competitors enter the high-end markets. To maintain the Group's competitiveness, the management uses cost leadership strategy as well as diversifying its business strategy to tackle other competitors.

##### 3. Operational risks

The Group's operations require a certain number of government approvals and are subject to a broad range of laws and regulations governing various matters. In particular, the continuance of the Group's operations depends upon compliance with applicable environmental, health and safety and other regulations. The Group has already employed external legal consultant and business adviser and will ensure the relevant government approvals are obtained when required.

##### 4. Loss of key individuals or the inability to attract and retain talents

Lack of appropriately skilled and experienced human resource could result in a delay in achieving the Group's strategic goals. The risk of the loss of key personnel is mitigated by regular reviews of recruitment and retention practices, remuneration packages, share award scheme and succession planning within the management team.

#### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group adheres to environmental sustainability throughout its business operations. As a responsible corporation, the Group strives to ensure minimal environmental impacts by carefully managing our energy consumption and water usage level, including the establishment of self-distributed photovoltaic power plants and other initiatives.

The Group promotes environmental protection by raising the employees' awareness of resources saving and efficient use of energy. In recent years, the Group has implemented several policies to encourage employees for saving energy. All these policies aim at reducing resources consumption and saving costs which are beneficial to the environment and meet the commercial goals of the Group.

#### 主要風險和不確定因素

##### 1. 市場風險

本集團承受利率風險、信貸風險(包括客戶不還款情況下本集團所承擔風險)、流動資金風險等若干市場風險。詳情載於綜合財務報告附註30。

##### 2. 商業風險

本集團正面對諸多同業跨國公司的競爭，同時亦發現越來越多國內競爭對手逐步進入高端配電市場領域。為保持本集團的競爭力，管理層採用成本領先策略以及業務多元化發展策略來應對其他對手的競爭。

##### 3. 營運風險

本集團的營運需要一定數量的政府部門批准，並受到了廣泛的法律和法規對於各項事宜的管控。尤其是，本集團經營的連續性取決於遵守適用的環境、健康和 safety 等規定。本集團已聘用外部法律顧問及行業顧問，將確保在適時獲得相關政府部門的批准。

##### 4. 關鍵人物流失或無法吸引及挽留人才

缺乏適當技術和豐富經驗的人力資源，可能會阻延本集團實現策略目標。經常檢討招聘和挽留人才的做法、薪酬待遇、股份獎勵計劃和管理團隊內的繼任計劃降低了關鍵人員流失的風險。

#### 環境政策和表現

本集團在整個業務經營中均遵守環境可持續性發展。作為負責任的企業，本集團透過包括設立自有光伏分布式電站等舉措，謹慎管理能源消耗及用水量，致力確保將環境影響最小化。

本集團透過提升僱員珍惜資源、有效利用能源之意識，推動環保。本集團近年已實施多項政策，鼓勵僱員節約能源。所有有關政策均旨在減省資源及成本，這對環境有利，亦符合本集團之商業目標。

### RELATIONSHIP WITH SUPPLIERS AND CUSTOMERS

The Group values mutually beneficial long standing relationships with its suppliers and customers. The Group aims at delivering high quality products and solutions to its customers and developing on mutual trust among its suppliers.

Directors believe that maintaining good relationships with customers has been one of the critical reasons for the Group's success. The business model of the Group with regards to the business is to maintain and strengthen on strong relationships within our client base. The Group's mission is to provide the finest products and solutions to the customers. The Group is constantly looking at ways to improve customer relations through enhanced services. Through the above approaches, the Group hopes to increase the amount of business from the existing customers and the reach for new potential clients.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Board places emphasis on the Group's policies and practices on compliance with legal and regulatory requirements. External legal advisers are engaged to ensure transactions and businesses performed by the Group are within the applicable law framework. Updates on applicable laws, rules and regulations are brought to the attention of relevant employees and operation units from time to time. The Group continues to commit to comply with the relevant laws and regulations such as the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), and other applicable laws and regulations. Based on information available, the Directors take the view that during the year ended 31 December 2019, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

### 與客戶和供應商的關係

本集團珍惜與其供應商及客戶之持久互惠關係。本集團矢志為客戶提供優質產品及方案，並與供應商建立互信。

董事相信，與客戶保持融洽關係一直是本集團取得佳績的關鍵因素之一。本集團經營的業務模式是與客戶群保持並加強彼此間的緊密關係。本集團的使命是為客戶提供最出色的產品及方案。本集團不斷尋找方法，通過提升服務水準而增進客戶關係。通過上文所述，本集團冀望提高與現有客戶的業務量並招徠新的潛在客戶。

### 遵守法律法規

董事會非常注重本集團有關遵守法律及監管規定方面之政策及常規。本集團已聘用外部法律顧問，確保本集團之交易及業務乃於適用的法律框架內進行。相關員工及經營單位會不時獲知悉適用法律、規則及法規之更新。本集團持續遵守相關法律及條例，例如公司條例(香港法例第622章)、聯交所證券上市規則(「上市規則」)以及其他適用的法律法規。根據現有資料，董事認為截至二零一九年十二月三十一日止年度內，本集團已遵守對其營運有重大影響之相關法律及法規。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

### EXECUTIVE DIRECTORS

#### QIAN Yixiang

**QIAN Yixiang**, aged 46, is an Executive Director, the Chairman of the Board and the Chief Executive Officer of the Company. Mr. Qian Yixiang was appointed as a Director of the Board on 12 February 2010 and as a member of the Company's Remuneration Committee and Nomination Committee on 30 September 2010. Mr. Qian Yixiang is also the director of certain subsidiaries of the Company. Mr. Qian Yixiang is mainly responsible for the overall management and strategic development of the Group. Mr. Qian Yixiang joined Wuxi Boer Power Instrumentation Company Ltd. ("Wuxi Boer"), the predecessor entity of the Group, in July 1995 and became the General Manager of Wuxi Boer in January 1998. Since he first joined Wuxi Boer in July 1995, Mr. Qian Yixiang has acquired knowledge and experience about the electrical distribution systems and the electrical distribution equipment industry. Mr. Qian Yixiang graduated from Jiangnan University with a Diploma in Business Management in 1995. Mr. Qian Yixiang is the husband of Ms. Jia Lingxia and the son of Mr. Qian Zhongming.

#### JIA Lingxia

**JIA Lingxia** ("Ms. Jia"), aged 46, is an Executive Director and the Chief Operating Officer of the Company. Ms. Jia was appointed as a Director of the Board on 12 February 2010 and as a member of the Company's Remuneration Committee and Nomination Committee on 30 September 2010. Ms. Jia is also the director of certain subsidiaries of the Company. Ms. Jia is mainly responsible for the overall management of the daily operations of the Group. Ms. Jia joined Wuxi Boer in August 1995 and became the Deputy General Manager of Wuxi Boer in January 1997. From February 1995 to August 1995, Ms. Jia worked at Wuxi Special Ventilation Machine Factory, currently known as Wuxi Xishan Special Ventilation Machine Factory, as the head of the accounts department. Since Ms. Jia joined Wuxi Boer in August 1995, she has acquired knowledge and experience about the electrical distribution systems and the electrical distribution equipment industry. Ms. Jia graduated from Jiangnan University with a Diploma in Business Management in 1995. Ms. Jia is the wife of Mr. Qian Yixiang and the daughter-in-law of Mr. Qian Zhongming.

### 執行董事

#### 錢毅湘

**錢毅湘**，46歲，為本公司執行董事、董事會主席兼行政總裁。錢先生於二零一零年二月十二日獲委任為董事會董事及於二零一零年九月三十日獲委任為本公司薪酬委員會及提名委員會成員。錢毅湘先生亦為本公司某些附屬公司的董事。錢毅湘先生主要負責本集團的整體管理及戰略發展。錢毅湘先生於一九九五年七月加入本集團的前身實體無錫博耳電力儀錶有限公司（「無錫博耳」），並於一九九八年一月出任無錫博耳的總經理。自彼於一九九五年七月加入無錫博耳以來，錢毅湘先生取得有關配電系統及配電設備行業的知識和經驗。錢毅湘先生於一九九五年畢業於江南大學，並獲工商管理文憑。錢毅湘先生為賈凌霞女士的丈夫及錢仲明先生的兒子。

#### 賈凌霞

**賈凌霞**（「賈女士」），46歲，為本公司執行董事兼首席營運官。賈女士於二零一零年二月十二日獲委任為董事會董事及於二零一零年九月三十日獲委任為本公司薪酬委員會及提名委員會成員。賈女士亦為本公司某些附屬公司的董事。賈女士主要負責本集團日常營運的整體管理。賈女士於一九九五年八月加入無錫博耳，並於一九九七年一月出任無錫博耳副總經理。由一九九五年二月至一九九五年八月期間，賈女士任職無錫特種風機廠（現稱無錫錫山特種風機有限公司），出任會計部主管。自賈女士於一九九五年八月加入無錫博耳以來，彼取得有關配電系統及配電設備行業的知識和經驗。賈女士於一九九五年畢業於江南大學，並獲工商管理文憑。賈女士為錢毅湘先生的妻子及錢仲明先生的兒媳。

**ZHA Saibin**

**ZHA Saibin** (“Mr. Zha”), aged 53, is an Executive Director and a Vice President of the Company responsible for new products development. Mr. Zha was appointed as a Director of the Board on 12 February 2010. Mr. Zha is also the director of certain subsidiaries of the Company. Mr. Zha is mainly responsible for the product development of the Group. Mr. Zha joined Wuxi Boer in June 2000 and became the Assistant Manager and the head of research and development department of Wuxi Boer in 2003. Prior to joining the Group, Mr. Zha worked at Wuxi City Apparatus Factory from July 1990 to May 2000 and was later appointed as the head of research and development and the Deputy General Manager in January 1996 and November 1997, respectively. Since joining Wuxi Boer in June 2000, Mr. Zha has acquired knowledge and experience about the electrical distribution systems and the electrical distribution equipment industry. Mr. Zha received a bachelor’s degree in Engineering in 1990 from Hefei University of Technology.

**QIAN Zhongming**

**QIAN Zhongming** (“Mr. Qian”), aged 73, is an Executive Director and a Vice President of the Company responsible for assisting Mr. Qian Yixiang with the formulation of the strategic development plans of the Group. Mr. Qian was appointed as a Director of the Board on 12 February 2010. As a founding member of Wuxi Boer, Mr. Qian acquired knowledge and experience about the electrical distribution systems and the electrical distribution equipment industry during the last 20 years. Mr. Qian graduated from Luoshe Senior High School in 1966. Mr. Qian is the father of Mr. Qian Yixiang and the father-in-law of Ms. Jia.

**查賽彬**

**查賽彬**(「查先生」)，53歲，為本公司執行董事兼負責新產品開發的副總裁。查先生於二零一零年二月十二日獲委任為董事會董事。查先生亦為本公司某些附屬公司的董事。查先生主要負責本集團的產品開發。查先生於二零零零年六月加入無錫博耳，並於二零零三年出任無錫博耳的副經理及研發部主管。於加入本集團前，查先生於一九九零年七月至二零零零年五月任職無錫市開關廠，其後分別於一九九六年一月及一九九七年十一月獲委任為研發部主管及副總經理。自二零零零年六月加入無錫博耳後，查先生取得有關配電系統及配電設備行業的知識和經驗。查先生於一九九零年獲合肥工業大學工程學學士學位。

**錢仲明**

**錢仲明**(「錢先生」)，73歲，為本公司執行董事兼負責協助錢毅湘先生制定本集團戰略發展計劃的副總裁。錢先生於二零一零年二月十二日獲委任為董事會董事。作為無錫博耳的創辦成員，錢先生於過去二十年取得有關配電系統及配電設備行業的知識和經驗。錢先生於一九六六年於洛社高級中學畢業。錢先生為錢毅湘先生的父親及賈凌霞女士的家翁。



**INDEPENDENT NON-EXECUTIVE DIRECTORS****YEUNG Chi Tat**

**YEUNG Chi Tat** (“Mr. Yeung”), aged 50, joined the Board as an Independent Non-executive Director on 30 September 2010 and was appointed as the Chairman of our Company’s Audit Committee, Remuneration Committee and Nomination Committee on 30 September 2010. Mr. Yeung is currently the Deputy President and Executive Council Member of the Hong Kong Independent Non-executive Director Association, the Vice-president of Young Professional Alliance – Accountancy Sector and a Certified Public Accountant practicing in Hong Kong. He is also an Independent Non-executive Director of Sitoy Group Holdings Limited (Stock Code: 1023), Guodian Technology & Environment Group Corporation Limited (Stock Code: 1296) and Birmingham Sports Holdings Limited (Stock Code: 2309), which are listed on the Main Board of the Stock Exchange, and an Independent Director of New Hope Dairy Holdings Co., Ltd. (Stock Code: 002946), which is listed on Shenzhen Stock Exchange. He was an Independent Non-executive Director of Ta Yang Group Holdings Limited (Stock Code: 1991) and ANTA Sports Products Limited (Stock Code: 2020) which are listed on the Main Board of the Stock Exchange, from May 2007 to September 2017 and from February 2007 to June 2018 respectively.

Mr. Yeung received a bachelor’s degree in Business Administration from the University of Hong Kong and a master’s degree in Professional Accounting with distinction from Hong Kong Polytechnic University. He is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and a Senior International Finance Manager of the International Financial Management Association. Mr. Yeung worked at a major international accounting firm for over 10 years and then worked for various Hong Kong listed companies as the financial controller and company secretary. He possesses extensive experience in auditing, corporate restructuring and corporate finance.

**獨立非執行董事****楊志達**

**楊志達**（「楊先生」），50歲，於二零一零年九月三十日加入董事會並為獨立非執行董事及於二零一零年九月三十日獲委任為本公司審計委員會、薪酬委員會及提名委員會的主席。楊先生現為香港獨立非執行董事協會的常務副會長及常務理事、青年專業聯盟會計界副會長及香港執業會計師。彼亦為於聯交所主板上市的时代集團控股有限公司（股份代號：1023）、國電科技環保集團股份有限公司（股份代號：1296）和伯明翰體育控股有限公司（股份代號：2309）的獨立非執行董事，及深圳證券交易所上市的新希望乳業股份有限公司（股份代號：002946）的獨立董事。彼自二零零七年五月至二零一七年九月及二零零七年二月至二零一八年六月分別曾擔任均於聯交所主板上市的大洋集團控股有限公司（股份代號：1991）及安踏體育用品有限公司（股份代號：2020）的獨立非執行董事。

楊先生獲香港大學工商管理學士學位以及獲香港理工大學專業會計碩士學位（甲級）。彼為英格蘭及威爾斯特許會計師公會、香港會計師公會及英國特許公認會計師公會資深會員及國際財務管理協會的高級國際財務管理師。楊先生於一間主要國際會計師行任職超逾十年，其後曾任多間香港上市公司的財務總監和公司秘書。彼具備核數、企業重組及企業融資服務方面的豐富經驗。

**TANG Jianrong**

**TANG Jianrong** (“Mr. Tang”), aged 56, joined the Board as an Independent Non-executive Director on 30 September 2010 and was appointed as a member of the Company’s Audit Committee, Remuneration Committee and Nomination Committee on 30 September 2010. Mr. Tang is currently a professor in the School of Business at Jiangnan University. Although the Group has established a long-term research relationship with Jiangnan University, Mr. Tang has never been involved in any of the research and development programmes undertaken by Jiangnan University for the Group. Neither has Mr. Tang been involved in the negotiation of any cooperation agreements. Mr. Tang currently does not receive and has not in the past ever received any personal benefit from the cooperation relationship between the Group and Jiangnan University. Mr. Tang currently is not personally interested in and was not in the past ever personally interested in such cooperation relationship.

Mr. Tang received a bachelor’s degree in Economics from Hebei Geology College, currently known as Shijiazhuang University of Economics, in 1987. He then received a master’s degree in Economics from Zhongnan University of Economics in 1990. He received a Doctoral degree in Science from Nanjing University in 2009.

**QU Weimin**

**QU Weimin** (“Mr. Qu”), aged 51, joined the Board as an Independent Non-executive Director on 1 August 2016 and was appointed as a member of the Company’s Audit Committee, Remuneration Committee and Nomination Committee on 1 August 2016. Mr. Qu serves concurrently as the Equipment Director of Beijing Zhizhong Rail Transportation Technology Co., Ltd from November 2019 till present. From January 2019 to October 2019, Mr. Qu was the Chief Engineer of Beijing Supergreen Technologies Co., Ltd., responsible for the operation of the company and focusing on the application of fiberglass spray-on thermal insulation on ships of Chinese navy. Mr. Qu served as the Chief Representative of Franklin Fueling Systems Inc., the Beijing Office from January 2008 to December 2008. From August 2005 to December 2006, Mr. Qu served as the Deputy General Manager of Wuxi Electrical Instrument & Power System Factory (currently known as “Wuxi Boer Power Instrumentation Company Ltd.”). Prior to that, Mr. Qu worked as the Product Manager of Veeder-Root Petroleum Equipment (Shanghai) Co., Ltd. between May 2004 and July 2005. For the period from July 1996 to May 2004, Mr. Qu worked with Schneider Electric (China) Investment Co., Ltd where he served various positions including Product Marketing & Strategic Planning Manager of Medium Voltage Activity, Activity & Franchise Operation Manager of Medium Voltage Primary Distribution Activity, DV2 Vacuum Circuit Breaker Project Manager and Franchise Operation Manager of Low Voltage Distribution Activity. Mr. Qu has over 26 years’ experience in the power industry.

Mr. Qu obtained a master’s degree in Business Administration from the City University of Seattle in 2003 and a bachelor’s degree in Electrical Engineering from Tsinghua University in 1990.

**唐建榮**

**唐建榮** (「唐先生」)，56歲，於二零一零年九月三十日加入董事會並為獨立非執行董事及於二零一零年九月三十日獲委任為本公司審計委員會、薪酬委員會及提名委員會的成員。唐先生現為江南大學商學院教授。本集團雖與江南大學已建立長期研究關係，但唐先生從未參與任何江南大學為本集團進行的研發項目，亦無參與商討任何合作協議。唐先生目前及過去於本集團與江南大學合作關係中並無任何個人利益。唐先生目前及過去於此合作關係中並無個人權益。

唐先生於一九八七年獲河北地質學院(現為石家莊經濟學院)經濟學學士學位。彼隨後於一九九零年獲中南財經大學經濟學碩士學位。彼於二零零九年於南京大學獲理學博士學位。

**瞿唯民**

**瞿唯民** (「瞿先生」)，51歲，於二零一六年八月一日加入董事會並為獨立非執行董事及於二零一六年八月一日獲委任為本公司審計委員會、薪酬委員會及提名委員會的成員。瞿先生於二零一九年十一月至今於北京智中軌道交通科技有限公司兼任設備總監。瞿先生於二零零九年一月至二零一九年十月擔任北京索普格林科技有限公司總工程師，負責公司運營，致力於玻璃纖維噴塗絕熱在海軍艦船修理方面的應用。瞿先生於二零零八年一月至二零零八年十二月擔任富蘭克林油站系統北京辦事處首席代表。瞿先生於二零零五年八月至二零零六年十二月擔任無錫電力儀錶成套廠(現時稱為「無錫博耳電力儀錶有限公司」)副總經理。在此之前，瞿先生於二零零四年五月至二零零五年七月期間於維德路特油站設備(上海)有限公司出任產品經理。於一九九六年七月至二零零四年五月期間，瞿先生於施耐德電氣(中國)投資有限公司曾出任不同的崗位，包括中壓部產品營銷及戰略策劃經理，中壓部特許經銷運營經理，DV2真空斷路器項目經理及低壓部特許經銷運營經理。瞿先生擁有超過26年電力行業經驗。

瞿先生於二零零三年獲美國西雅圖城市大學工商管理學碩士學位，並於一九九零年獲清華大學電機系工學士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

## 董事及高級管理層履歷(續)

## SENIOR MANAGEMENT

## AN Di

**AN Di** (“Mr. An”), aged 46, is the Human Resources and Legal Director of the Group. Mr. An joined the Group in March 2005 and was appointed as Assistant to General Manager and the Head of Internal Compliance of Boer Wuxi in November 2006, as factory Operation Manager of Boer Wuxi and as the Human Resources Director of the Group in October 2012. Mr. An was re-designated as Human Resources and Legal Director of the Group in July 2015. Since he joined the Group in March 2005, Mr. An has gained experience in overlooking the implementation of internal compliance and human resources matters. Prior to joining the Group, Mr. An had been an Assistant to the Factory Director of Tianshui Cheungcheng General Electric Apparatus Factory. Mr. An graduated from Xi’an Jiaotong University with a diploma in Jurisprudence in 2006.

## WU Chang

**WU Chang** (“Mr. Wu”), aged 50, is the Business and Technology Director of the Group. Mr. Wu is mainly responsible for project technical plan development, business quotations, industrial design of product technology and providing training to technical staff. Mr. Wu joined Wuxi City Instrumentation System Works in July 1995. He was appointed as Project Manager of Boer Wuxi in March 2003 and as Quality Control department’s Manager of Boer Power in June 2008. In September 2012, Mr. Wu was promoted to the Customer Center Director of the Group. He was re-designated as the Research and Development Director of the Research and Development Department in June 2015 and was then re-designated as the Business and Technology Director in March 2017. Mr. Wu graduated from Suzhou Sericulture College in 1993.

## LI Xianli

**LI Xianli** (“Mr. Li”), aged 46, is the Oversea Markets Director of the Group. Mr. Li is mainly responsible for the development and sales work of overseas markets of the Group. Mr. Li joined Boer Power in April 2011 as the Operation Director. Mr. Li was the Purchasing Engineer and Purchasing Supervisor of York (Wuxi) Air-conditioner Refrigeration Equipment Co., Ltd. from February 1997 to November 2004. Prior to joining the Group, Mr. Li worked as the Operating Manager and General Manager of Compair Global Purchasing Center (Shanghai) Co., Ltd. from December 2004 to March 2011. Mr. Li received a bachelor’s degree in Economics in 1997 from Nanjing Agricultural University and then a master’s degree in Business Administration in 2006 from Fudan University.

## 高級管理層

## 安棟

**安棟**(「安先生」)，46歲，為本集團人事法務總監。安先生於二零零五年三月加入本集團，於二零零六年十一月獲委任為博耳無錫之總經理助理及內部合規部主管，於二零一零年九月獲委任為博耳無錫工廠運營經理，並於二零一二年十月獲委任為本集團人事總監。安先生於二零一五年七月改任為本集團人事法務總監。自彼於二零零五年三月加入本集團以來，安先生已取得有關監督內部合規事宜的實施及人力資源管理之經驗。於加入本集團前，安先生為天水長城通用電氣廠的廠長助理。安先生於二零零六年畢業於西安交通大學，並獲法學文憑。

## 吳昶

**吳昶**(「吳先生」)，50歲，為本集團技術商務總監。吳先生主要負責專案技術方案制定、商務報價、產品技術的工廠化設計以及培訓技術員工。吳先生於一九九五年七月加入無錫市電力成套有限公司，於二零零三年三月獲委任為博耳無錫之專案部經理，及後於二零零八年六月獲委任為博耳電力質管部部長。於二零一二年九月吳先生獲晉升為本集團的客戶中心總監。彼分別於二零一五年六月改任執行研發部的研發執行總監及於二零一七年三月改任技術商務總監。吳先生於一九九三年畢業於蘇州蠶桑專科學校。

## 李賢利

**李賢利**(「李先生」)，46歲，為本集團的海外市場總監。李先生主要負責本集團全球海外市場的拓展及銷售工作。李先生於二零一一年四月加入博耳電力，出任營運總監。李先生於一九九七年二月至二零零四年十一月期間出任約克(無錫)空調冷凍設備有限公司的採購工程師及採購主任。於加入本集團前，李先生於二零零四年十二月至二零一一年三月出任康普艾全球採購中心(上海)有限公司的運營經理及總經理。李先生於一九九七年獲南京農業大學經濟學學士學位。彼隨後於二零零六年獲復旦大學工商管理碩士學位。

**SHEN Weizu**

**SHEN Weizu** (“Mr. Shen”), aged 47, is the Operation Manager of Wuxi Tezhong Electrical Capacitor Co., Limited. Mr. Shen joined Boer Wuxi in January 1993 and was appointed as the Manufacturing Supervisor and Quality Supervisor of Boer Wuxi in April 1999 and July 2005 respectively. Subsequently he worked as the Operation Manager of Yixing Boai Automation Complete Sets of Equipment Co., Ltd. and then Boer Wuxi between the period from September 2010 and September 2013. In October 2013, Mr. Shen was promoted to Supply Chain Management Director of the Group. Mr. Shen was re-designated as Engineering Director of the Engineering Department in June 2015 and was appointed as Operation Manager of Wuxi Tezhong Electrical Capacitor Co., Limited in April 2017. Mr. Shen graduated from Jiangsu Provincial Huaiyang Electronic Industrial College in 1993.

**CHAN Shiu Pui**

**Chan Shiu Pui** (“Mr. Chan”), aged 40, is the Financial Controller and Company Secretary of the Group. Mr. Chan is mainly responsible for the financial management, corporate financing and company secretarial matters. Mr. Chan joined the Group as the Financial Controller and Company Secretary in October 2019. Prior to joining the Group, Mr. Chan worked for one of the Big 4 international accounting firms and various companies. He has more than 15 years of experience in auditing and financial management. Mr. Chan graduated from the University of Plymouth in the United Kingdom with a bachelor’s degree majoring in Business Administration in 2002. He is a member of the Hong Kong Institute of Certified Public Accountants.

**WANG Yun**

**WANG Yun** (“Mr. Wang”), aged 39, is the General Manager of Boer Energy Jiangsu Co., Ltd.. Mr. Wang is mainly responsible for the planning, operation and management of photovoltaic projects. Mr. Wang joined Boer Energy Jiangsu Co., Ltd. in July 2013 as General Manager. Prior to joining the Group, from May 2003 to May 2007 and May 2007 to November 2009, Mr. Wang worked as an Overseas Sales Manager of Wuxi Suntech Power Co., Ltd. and Vice President of Sales in Europe of Suntech Power Holdings Co., Ltd. respectively. Mr. Wang worked as the Operating Officer of Europe Suntech Power Co., Ltd. from December 2009 to March 2011. Mr. Wang graduated from Nanjing University of Finance and Economics in 2003.

**沈偉祖**

**沈偉祖** (「沈先生」)，47歲，為博耳特種電容有限公司的營運經理。沈先生於一九九三年一月加入博耳無錫，並分別於一九九九年四月及二零零五年七月獲委任為博耳無錫的製造部長及質量部長。及後於二零一零年九月至二零一三年九月期間先後出任宜興博艾自動化成套設備有限公司及博耳無錫之營運經理。於二零一三年十月沈先生獲晉升為本集團的供應鏈總監。沈先生於二零一五年六月改任為工程執行部的工程執行總監及於二零一七年四月兼任為博耳特種電容有限公司的營運經理。沈先生於一九九三年畢業於江蘇省淮陽電子工業學校。

**陳紹培**

**陳紹培** (「陳先生」)，40歲，為本集團的財務總監兼公司秘書。陳先生主要負責集團的財務管理、企業融資及公司秘書事宜。陳先生於二零一九年十月加入本集團，出任財務總監兼公司秘書。加入本集團前，陳先生於一家四大國際會計師事務所及其他公司住職。彼於審計及財務管理方面具有逾十五年豐富經驗。陳先生於二零零二年九月畢業於英國普利茅斯大學，持有學士學位及主修工商管理學。陳先生為香港會計師公會會員。

**王贊**

**王贊** (「王先生」)，39歲，為博耳能源江蘇有限公司的總經理。王先生主要負責全面統籌光伏項目的規劃、經營和管理的工作。王先生於二零一三年七月加入博耳能源江蘇有限公司出任總經理。於加入本集團前，王先生分別於二零零三年五月至二零零七年五月及二零零七年五月至二零零九年十一月出任無錫尚德太陽能電力有限公司的外銷部經理及尚德電力控股有限公司的歐洲區銷售副總裁。王先生於二零零九年十二月至二零一一年三月出任歐洲尚德太陽能電力有限公司的營運總監。王先生於二零零三年畢業於南京財經大學。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

## 董事及高級管理層履歷(續)

**LU Jiang**

**LU Jiang (“Mr. Lu”)**, aged 39, is the Investor Relations Manager of the Group. Mr. Lu joined Boer Power in May 2015. He has extensive experience in the area of investor relations. Prior to joining the Group, Mr. Lu worked as the News and Public Affairs Officer of the British Embassy in China, the Corporate Development and Investor Relations Manager of Gome Electrical Appliances Holding Limited (stock code: 493) and the Investor Relations Manager of PW Medtech Group Limited (stock code: 1358). Mr. Lu received a master’s degree in Computer Science from University of Hertfordshire in 2003.

**ZHANG Xiaochen**

**ZHANG Xiaochen (“Mr. Zhang”)**, aged 34, is the Internal Audit Manager of the Group. Mr. Zhang is mainly responsible for the formulation and optimisation of the Company’s internal control process and execution standard according to the needs of its business development; the execution of the internal control of the Company to help various departments, subsidiaries and holding companies to carry out on-site supervision over the relevant business processes and operating practices to reduce management risk. Mr. Zhang joined Boer Wuxi in September 2015 as the Financial Internal Control Manager and was appointed as the Internal Audit Manager in December 2015. Prior to joining the Group, Mr. Zhang worked as the Auditor of the Audit Department of Csc & Associados Sociedade De Auditores in Macau from September 2008 to October 2010. From October 2010 to October 2012, Mr. Zhang worked as the Senior Auditor of Lehman Brown International Accountants. From October 2012 to September 2015, Mr. Zhang worked as the Senior Auditor of the Internal Audit Office of Daikin (CHINA) Investment Co., Ltd.. Mr. Zhang graduated from Macau University of Science and Technology in 2008 with a bachelor of Business Administration in Accounting.

**盧江**

**盧江(「盧先生」)**，39歲，為本集團的投資者關係經理。盧先生於二零一五年五月加入博耳電力，在投資者關係領域具有豐富經驗；於加入本集團前，盧先生曾出任英國駐中國大使館新聞與公共事務官員、國美電器控股有限公司(股份代號：493)企業發展及投資者關係經理及普華和順集團公司(股份代號：1358)投資者關係經理。盧先生於二零零三年獲英國赫特福德大學電腦科學碩士學位。

**章曉晨**

**章曉晨(「章先生」)**，34歲，為本集團的內控管理部長。章先生主要負責根據公司業務發展需要，制定及優化公司的內部控制流程及執行標準；並執行公司的內部控制工作，幫助各部門、子公司及控股公司現場規範相關的業務流程及操作規範，降低管理風險。章先生於二零一五年九月加入博耳無錫，出任財務內控經理，並於二零一五年十二月獲委任為內控管理部長。於加入本集團前，章先生於二零零八年九月至二零一零年十月出任澳門崔世昌核數師事務所審計部審計員。章先生於二零一零年十月至二零一二年十月出任雷博國際會計事務所審計部高級審計員。章先生於二零一二年十月至二零一五年九月出任大金(中國)投資有限公司內部審計室高級審計員。章先生於二零零八年畢業於澳門科技大學，持有工商管理(會計)學士學位。





# CORPORATE GOVERNANCE REPORT

## 企業管治報告



The Board of Directors (the “Board”) of the Company presents this Corporate Governance Report in the Group’s annual report for the year ended 31 December 2019.

The Company has complied with the code provisions stipulated in the Corporate Governance Code and Corporate Governance Report (the “Code”) as set out in Appendix 14 to the Listing Rules during the year ended 31 December 2019, except for the deviations from the code provisions A.2.1.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “Model Code”) as the code for Directors’ securities transactions. Having made specific enquiries by the Company to all Directors, all the Directors have confirmed their compliance with the required standards set out in the Model Code during the year ended 31 December 2019 regarding the directors’ securities transactions. The Company has also ensured compliance of its employees who are likely to possess inside information in relation to the Company or its securities in respect of their dealings with the Company’s securities.

The following sections set out how the principles in the Code have been complied with by the Company during the financial year ended 31 December 2019.

### BOARD OF DIRECTORS

#### Composition of the Board

As at 31 December 2019, the Board comprised seven Directors consisting of four Executive Directors and three Independent Non-executive Directors.

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group.

#### Function

The Board is responsible for the oversight of the management of the Company’s business and affairs with the objective of enhancing shareholder value.

本公司董事會(「董事會」)提呈本集團截至二零一九年十二月三十一日止年度年報內的本企業管治報告。

截至二零一九年十二月三十一日止年度內，本公司一直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(「守則」)的守則條文，惟下文所述有關偏離守則第A.2.1條。

本公司採納上市規則附錄十所載上市公司董事進行證券交易的標準守則(「標準守則」)，作為董事進行證券交易的守則。經本公司向全體董事作出特定查詢後，全體董事已確認彼等於截至二零一九年十二月三十一日止年度內一直遵守標準守則規定的有關董事進行證券交易的標準。本公司亦確保了其可能會管有關於發行人或其證券的內幕消息的僱員就有關僱員買賣本公司證券事宜的合規性。

以下各節載列本公司於截至二零一九年十二月三十一日止財政年度遵守守則所載原則的情況。

### 董事會

#### 董事會的組成

於二零一九年十二月三十一日，董事會由七名董事組成，包括四名執行董事及三名獨立非執行董事。

董事會的組成結構平衡，每名董事均具備與本集團業務有關的深厚行業知識、豐富企業及策略規劃經驗及／或專業知識。

#### 職能

董事會負責監督本公司業務及事務的管理，務求提高股東的價值。

## CORPORATE GOVERNANCE REPORT (continued)

## 企業管治報告(續)

The Board is also responsible for performing corporate governance duties including the developing, reviewing and monitoring of the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on the compliance with the legal and regulatory requirements, the compliance with the Model Code and the compliance manual applicable to the Company's employees and the Directors, and reviewing the Company's compliance with the Corporate Governance Code and disclosing in the corporate governance report of the annual report of the Company.

In addition, the Board is also responsible for reviewing the risk management system, discussing with the management to ensure the effectiveness of the risk management system, considering major investigation findings on risk management matters and management's response to these findings, reviewing arrangements by which employees and those who deal with the Company can raise the concerns about possible improprieties in risk management related to the Company, and ensuring appropriate follow-up actions have been taken.

The Board engaged an external independent consultant to assess the effectiveness of the Group's risk management and internal control systems annually which covered certain material controls, including the financial, operational and compliance controls as well as risk management functions. The assessment report was reviewed by the Audit Committee and the Board to ensure the Company's risk management and internal control systems have been worked effectively.

The daily operations, business strategies and administration of the Company are delegated to the Executive Directors and the management with the divisional heads responsible for different aspects of the business. When the Board delegates different aspects of its management and administrative functions to the senior management, it gives clear directions in relation to the scope of powers of the senior management. Although the Board is not involved in the Group's day-to-day operations, it does have a formal schedule of matters reserved for its own decision, as defined in its terms of reference.

董事會亦負責履行企業管治職責，包括制訂、檢討及監察本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司的政策及常規符合法律及監管規定、遵守標準守則及適用於本公司僱員及董事的合規手冊及檢討本公司企業管治守則的遵守情況及在本公司年報的企業管治報告內的相關披露。

此外，董事會亦負責檢討本集團的風險管理、與管理層討論以確保風險管理系統的有效性、審議關於風險管理的事項之主要的調查結果及管理層對這些調查結果的回應、審查有關安排使員工及該些與本公司有往來的人士可以就關於風險管理的事項中可能的不當行為提出關注，及確保採取適當的跟進行動。

董事會已委聘外間獨立顧問進行一年一度評估本集團之風險管理及內部監控系統之成效。該系統涵蓋若干重要監控，包括財務、營運及合規之監控，以及風險管理之功能。審計委員會及董事會已審閱評估報告以確保風險管理及內部監控系統的有效性。

本公司日常業務營運、業務策略及行政轉授執行董事執行，而擔任部門主管的管理層則負責各個方面的業務營運。當董事會將其不同管理及行政職能轉授高級管理層時，董事會已就高級管理層的權力範圍給予清晰指引。儘管董事會不介入本集團的日常營運，但確實設有由其本身決策的正式程序表(定義見其職權範圍)。

**Board meetings**

During the year ended 31 December 2019, four meetings were held by the Board and the Directors did not authorise any alternate Director to attend Board meetings. The attendance record of each Director is set out below:

**董事會會議**

截至二零一九年十二月三十一日止年度內，董事會舉行了四次會議，沒有董事授權任何替任董事出席董事會會議，各董事出席會議的情況載列如下：

Name of Board members 董事會成員姓名		Number of attendance 出席次數	Number of meetings 會議次數
<i>Executive Directors</i>			
Mr. Qian Yixiang <sup>(i)</sup> (Chairman and Chief Executive Officer)	執行董事： 錢毅湘先生 <sup>(i)</sup> (主席兼行政總裁)	4	4
Ms. Jia Lingxia <sup>(i)</sup> (Chief Operating Officer)	賈凌霞女士 <sup>(i)</sup> (首席營運官)	3	4
Mr. Zha Saibin	查賽彬先生	4	4
Mr. Qian Zhongming <sup>(i)</sup>	錢仲明先生 <sup>(i)</sup>	3	4
<i>Non-executive Director</i>			
Mr. Zhang Huaqiao <sup>(ii)</sup>	非執行董事 張化橋先生 <sup>(ii)</sup>	2	2
<i>Independent Non-executive Director</i>			
Mr. Yeung Chi Tat	獨立非執行董事 楊志達先生	4	4
Mr. Tang Jianrong	唐建榮先生	4	4
Mr. Qu Weimin	瞿唯民先生	4	4

**Notes:**

- (i) Mr. Qian Yixiang is the husband of Ms. Jia Lingxia and the son of Mr. Qian Zhongming.
- (ii) Mr. Zhang Huaqiao resigned as a Non-executive Director with effect from 6 May 2019.

**附註：**

- (i) 錢毅湘先生為賈凌霞女士的丈夫及錢仲明先生的兒子。
- (ii) 張化橋先生於二零一九年五月六日辭任非執行董事。

Notice of regular Board meetings is served to all Directors at least 14 days before the meetings while reasonable notice is generally given for other Board meetings.

定期董事會會議的通知於會議前最少14日送達全體董事，而其他董事會會議一般會給予合理通知。

The Directors would receive relevant documents from the Company Secretary in a timely manner to enable the Directors to be informed of the decisions of those matters discussed in the Board meetings. The Company Secretary would ensure the procedures of the Board meetings are observed and provide the Board with opinions on matters in relation to the compliance with the procedures of the Board meetings. Board minutes prepared and kept by the Company Secretary are sent to the Directors for records and are open for inspection at any reasonable time on reasonable notice by any Director.

董事將會及時從公司秘書收到相關文件，以令董事知悉董事會會議所討論事項的相關決定。公司秘書將確保董事會會議程序得到遵守，並向董事會提供有關遵守董事會會議程序事宜的意見。公司秘書編製及保存的董事會會議記錄乃送呈董事供記錄，並可在任何合理時間經任何董事發出合理通知後公開供查閱。

### Independent Non-executive Directors

As at 31 December 2019, the Company had complied with Rules 3.10(1) and 3.10A of the Listing Rules. There were three Independent Non-executive Directors, representing one-third of the Board. Among the three Independent Non-executive Directors, one of them has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The Independent Non-executive Directors bring independent judgment on issues of strategy, performance and risk. The Company has received from each of the Independent Non-executive Directors annual written confirmations of their independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation, the Company considers that all the Independent Non-executive Directors are independent.

### Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of the Chairman and the Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Qian Yixiang is the Chairman and the Chief Executive Officer of the Company. Such deviation from code provision A.2.1 is deemed appropriate as it is considered to be more efficient to have one single person as the Chairman of the Company as well as to discharge the executive functions of a Chief Executive Officer, and it provides the Group with strong and consistent leadership in the development and execution of its long-term business strategies. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises highly experienced individuals. During the year ended 31 December 2019, there were three Independent Non-Executive Directors on the Board. All of them possess adequate independence and therefore the Board considers that the Company has achieved balance and provided sufficient protection of its interests. The Board will continue to review and consider splitting the roles of Chairman and Chief Executive Officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

### 獨立非執行董事

截至二零一九年十二月三十一日止年度內，本公司已符合上市規則第3.10(1)及3.10A條規定。董事會中共有三名(即佔董事會三分之一)獨立非執行董事。在三名獨立非執行董事中，一名具備上市規則第3.10(2)條規定的適當會計專業資格或有關財務管理專業知識。

獨立非執行董事就策略、表現及風險事宜作出獨立判斷。本公司已根據上市規則第3.13條的規定，接獲由各獨立非執行董事發出的年度獨立確認書。根據該確認書，本公司認為所有獨立非執行董事均具備獨立性。

### 主席及行政總裁

守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，不應由一人同時兼任。錢毅湘先生兼任本公司主席及行政總裁。守則條文第A.2.1條的偏離情況被視為恰當，原因是認為一人同時兼任本公司主席並履行行政總裁的執行職能更具效率，並有助本集團在制定及執行其長遠業務策略時，為本集團提供既強大又貫徹一致的領導。董事會深信，基於董事經驗豐富，董事會的運作能充份確保權力及權責得到制衡。截至二零一九年十二月三十一日止年度內，董事會有三名獨立非執行董事。由於他們具備充份的獨立性，故此董事會認為本公司已取得平衡，充份保障本公司的利益。董事會將繼續檢討及考慮於適當及合適之時經計及本集團的整體情況後分拆主席及行政總裁的職務。

### Appointment, re-election and removal

At any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an additional Director to the existing Board shall hold office only until the next following annual general meeting of the Company (the "AGM") and shall then be eligible for re-election.

In accordance with the articles of association of the Company (the "Articles"), one third of the Directors for the time being will retire from office by rotation. Under code provision A.4.1, all the Non-executive Directors should be appointed for a specific term, subject to re-election. At present, each of Mr. Yeung Chi Tat, Mr. Tang Jianrong and Mr. Qu Weimin has been appointed for a specific term of three years from their respective appointments on (i) 30 September 2010 for Mr. Yeung Chi Tat and Mr. Tang Jianrong and (ii) 1 August 2016 for Mr. Qu Weimin. Mr. Yeung Chi Tat and Mr. Qu Weimin had retired from their offices and been re-elected as Independent Non-executive Directors at the 2016 AGM. Mr. Tang Jianrong had retired from his office and been re-elected as an Independent Non-executive Director at the 2018 AGM. Under code provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three year. Mr. Qian Zhongming, the Executive Director and Mr. Qu Weimin, the Independent Non-executive Director shall retire from their offices at the forthcoming AGM and shall be eligible to offer themselves for re-election pursuant to articles 108 and 109 of the Articles. Under code provision A.4.3, any further appointment of Independent Non-executive Director who served more than nine (9) years shall be subject to a separate resolution to be approved by the shareholders. Mr. Yeung Chi Tat, an Independent Non-executive Director, has served the Board for more than nine (9) years and is due to retire by rotation at the forthcoming AGM. During the tenure of office, Mr. Yeung had performed his duties as an Independent Non-executive Director to the satisfaction of the Board. After taking into account all the factors for assessing his independence as set out in Rule 3.13 of the Listing Rules and considering his annual confirmation of independence to the Company, the Board is of the opinion that Mr. Yeung maintains his independence notwithstanding the length of his service and believes that his valuable knowledge and experience continue to generate significant contribution to the Board, the Company and the Shareholders as a whole. A separate ordinary resolution will be proposed for his re-election at the forthcoming AGM.

### 委任、重選及罷免

董事會有權隨時或不時委任任何人士為董事，以填補董事會的臨時空缺或增補現有董事會(須由董事會成員於股東大會上釐定任何最高董事人數(如有))。為填補臨時空缺而獲董事會委任的任何董事，任職至其獲委任後本公司下屆股東大會時為止，屆時可在會上膺選連任，而獲委任為現時董事會新增董事的任何董事，任職至本公司下屆股東週年大會(「股東週年大會」)時為止，屆時將合資格膺選連任。

根據本公司章程細則(「細則」)，當時三分之一的董事將輪流告退。根據守則條文第A.4.1條，所有非執行董事的任職期限為特定期限，並可膺選連任。目前，楊志達先生、唐建榮先生及瞿唯民先生已分別獲委任特定期限為期三年，自(i)楊志達先生及唐建榮先生委任日期二零一零年九月三十日及(ii)瞿唯民先生委任日期二零一六年八月一日起計。楊志達先生及瞿唯民先生已於二零一六年本公司股東週年大會上退任並獲重選連任成為獨立非執行董事。唐建榮先生已於二零一八年本公司股東週年大會上退任並獲重選連任成為獨立非執行董事。根據守則條文第A.4.2條，每名董事，包括有指定任期的董事，應輪流退任至少每三年一次。執行董事錢仲明先生及獨立非執行董事瞿唯民先生將於應屆股東週年大會上退任，惟根據本公司章程細則第108條及第109條將合資格並願意膺選連任。根據守則條文第A.4.3條，若獨立非執行董事在任已過九年，其是否獲續任應以獨立決議案形式由股東審議通過。獨立非執行董事楊志達先生已服務董事會超過九年，將於應屆股東週年大會上輪席退任。於在任期間，楊先生切實履行獨立非執行董事之職責，表現令董事會滿意。經考慮上市規則第3.13條所載之所有評核獨立性的因素及楊先生向本公司呈交的年度獨立性確認函，董事會認為，楊先生雖已服務多年，但仍保持其獨立性，並相信楊先生的寶貴知識及經驗將繼續對董事會、本公司及股東整體帶來重大貢獻。關於重選楊先生的獨立普通決議案將於應屆股東週年大會提呈。



## CORPORATE GOVERNANCE REPORT (continued)

### 企業管治報告(續)

A Director may be removed by an ordinary resolution of the Company before the expiration of his term of office and the Company may by ordinary resolution appoint another Director in his place. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two.

#### Directors' continuous training and development

Directors should keep abreast of the responsibilities as a Director and of the conduct, business activities and development of the Group. All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Group continuously updates the Directors with circulars and guidance notes on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. The Group also provides all members of the Board with monthly updates on the Group's performance, position and prospects to enable the Board as a whole and each Director to discharge his duties.

A summary of the trainings received by the Directors for the year ended 31 December 2019 is as follows:

董事可於任期屆滿前由本公司普通決議案罷免，而本公司亦可以普通決議案委任其他董事代替其職位。除非本公司於股東大會釐定，否則董事人數不應少於兩人。

#### 董事的持續培訓及發展

董事須不時瞭解作為董事的職責，以及本集團的經營方式、業務活動及發展。本公司鼓勵全體董事參與持續專業發展，以提高及重溫董事的知識與技能。本集團透過通函及指引摘要持續向董事更新有關上市規則及其他適用監管規定的最新進展，以確保合規及提高董事對良好企業管治常規的認知。本集團亦每月向董事會全體成員提供有關本集團的業績、狀況及前景的更新資料，以使董事會整體及各董事履行其職責。

截至二零一九年十二月三十一日止年度，董事收到的培訓概要如下：

Name of Board members 董事會成員姓名		Training on corporate governance regulatory development and other relevant topics 有關企業管治、監管發展及其他相關主題的培訓
<i>Executive Directors</i> 執行董事		
Mr. Qian Yixiang <sup>(i)</sup>	錢毅湘先生 <sup>(i)</sup>	✓
Ms. Jia Lingxia <sup>(i)</sup>	賈凌霞女士 <sup>(i)</sup>	✓
Mr. Zha Saibin	查賽彬先生	✓
Mr. Qian Zhongming <sup>(i)</sup>	錢仲明先生 <sup>(i)</sup>	✓
<i>Non-executive Director</i> 非執行董事		
Mr. Zhang Huaqiao <sup>(ii)</sup>	張化橋先生 <sup>(ii)</sup>	N/A 不適用
<i>Independent Non-executive Directors</i> 獨立非執行董事		
Mr. Yeung Chi Tat	楊志達先生	✓
Mr. Tang Jianrong	唐建榮先生	✓
Mr. Qu Weimin	瞿唯民先生	✓

Notes:

- (i) Mr. Qian Yixiang is the husband of Ms. Jia Lingxia and the son of Mr. Qian Zhongming.
- (ii) Mr. Zhang Huaqiao resigned as a Non-executive Director with effect from 6 May 2019.

附註：

- (i) 錢毅湘先生為賈凌霞女士的丈夫及錢仲明先生的兒子。
- (ii) 張化橋先生於二零一九年五月六日辭任非執行董事。

## COMMITTEES OF THE BOARD

### Remuneration Committee

The Company established a remuneration committee (the "Remuneration Committee") on 30 September 2010 and had renewed the written terms of reference in compliance with the Code which was adopted by the Board on 27 March 2012. As at 31 December 2019, the Remuneration Committee had five members comprising three Independent Non-executive Directors and two Executive Directors, namely Mr. Yeung Chi Tat, Mr. Tang Jianrong, Mr. Qu Weimin, Mr. Qian Yixiang and Ms. Jia Lingxia. Mr. Yeung Chi Tat is the Chairman of the Remuneration Committee.

The Remuneration Committee is responsible for making recommendations to the Board on the remuneration of the Directors and the senior management, as well as specific remuneration packages, conditions and terms of employment for the Directors and senior management, and evaluating and making recommendations on the employee benefit arrangements.

The remuneration of the Directors is determined by the Board, upon the recommendation of the Remuneration Committee with reference to the Directors' qualifications, experience, duties, responsibilities and performance and results of the Group.

The terms of reference of the Remuneration Committee are posted on the websites of the Company and the Stock Exchange.

During the year ended 31 December 2019, one meeting was held by the Remuneration Committee to review and make recommendations of the remuneration of the Directors and senior management. No alternate Director was authorised to attend such meeting and the attendance record of each Committee member is set out below:

Name of Committee members 委員會成員姓名		Number of attendance 出席次數	Number of meeting 會議次數
<i>Independent Non-executive Directors</i> 獨立非執行董事			
Mr. Yeung Chi Tat	楊志達先生	1	1
Mr. Tang Jianrong	唐建榮先生	1	1
Mr. Qu Weimin	瞿唯民先生	1	1
<i>Executive Directors</i> 執行董事			
Mr. Qian Yixiang	錢毅湘先生	1	1
Ms. Jia Lingxia	賈凌霞女士	0	1

### 董事會委員會

#### 薪酬委員會

本公司於二零一零年九月三十日成立薪酬委員會(「薪酬委員會」)，董事會並已於二零一二年三月二十七日採納為了遵照守則而更新的書面職權範圍。於二零一九年十二月三十一日，薪酬委員會有五名成員，包括三名獨立非執行董事及兩名執行董事：即楊志達先生、唐建榮先生、瞿唯民先生、錢毅湘先生及賈凌霞女士。楊志達先生為薪酬委員會主席。

薪酬委員會負責就董事及高級管理層薪酬及董事與高級管理層的特定薪酬組合、聘用條件及細則向董事會提供推薦建議，以及評估僱員福利安排並提供推薦建議。

董事的薪酬乃由董事會經參考董事的資格、經驗、職務、責任及表現以及本集團的業績後，根據薪酬委員會的推薦意見釐定。

薪酬委員會的職權範圍刊登於本公司及聯交所網站。

截至二零一九年十二月三十一日止年度內，薪酬委員會就檢閱董事及高級管理層薪酬的現行政策，以及就董事薪酬進行審閱並提供推薦舉行了一次會議，沒有替任董事獲授權出席會議，各委員會成員出席會議的情況載列如下：

### Audit Committee

The Company established an audit committee (the “Audit Committee”) on 30 September 2010 in compliance with Rules 3.21 and 3.23 of the Listing Rules and had renewed the written terms of reference in compliance with the Code which was adopted by the Board on 15 December 2015. As at 31 December 2019, the Audit Committee had three members comprising three Independent Non-executive Directors, namely Mr. Yeung Chi Tat, Mr. Tang Jianrong and Mr. Qu Weimin. Mr. Yeung Chi Tat is the Chairman of the Audit Committee.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, to review the Company’s annual report and interim reports and to provide advice and comments thereon to the Board, as well as to make recommendations to the Board on the appointment, re-appointment and removal of the external auditors and assessing their independence and performance.

The terms of reference of the Audit Committee are posted on the websites of the Company and the Stock Exchange.

During the year ended 31 December 2019, the Audit Committee reviewed the interim and annual financial statements and reports and discussed with the external auditors on any significant or unusual items before submitting such reports to the Board, reviewed the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, as well as reviewed the adequacy and effectiveness of the Company’s financial reporting system, internal control system and associated procedures. The Audit Committee also discussed the risk management system of the Company with the management. In addition, the members of the Audit Committee held a meeting with the management and the independent professional accounting firm appointed by the Company relating to the internal control review matters during the year ended 31 December 2019. The Audit Committee also actively participated in the internal control review matters to improve and strengthen the internal control system of the Company, where necessary.

### 審計委員會

本公司已於二零一零年九月三十日成立審計委員會(「審計委員會」)，以遵守上市規則第3.21及3.23條。董事會並已於二零一五年十二月十五日採納為了遵照守則而更新的書面職權範圍。於二零一九年十二月三十一日，審計委員會有三名成員，包括三名獨立非執行董事：即楊志達先生、唐建榮先生及瞿唯民先生。楊志達先生為審計委員會主席。

審計委員會的主要職責為審閱並監督本集團財務申報程序以及內部監控程序，審閱本公司年報及中期報告並就此向董事會提出建議及意見，以及就外聘核數師的委任、續聘及罷免以及評估其獨立性及表現向董事會提供推薦建議。

審計委員會的職權範圍刊登於本公司及聯交所網站。

截至二零一九年十二月三十一日止年度內，審計委員會審閱了中期及全年財務報表及報告，並於提交此等報告給董事會前與外聘核數師就任何重大或不尋常項目進行討論；參照核數師進行的工作檢討與外聘核數師的關係、彼等之袍金及應聘條款；以及審閱本公司財務申報制度、內部監控制度以及有關程序的充分性及有效性。審計委員會亦與管理層討論本公司的風險管理制度。此外，審計委員會成員與管理層及本公司委任的獨立專業會計師事務所於截至二零一九年十二月三十一日止年度內就內部監控審閱事宜舉行了一次會議。審計委員會亦已積極參與本公司內部監控審閱事宜以提升及加強內部監控制度(如必要)。

During the year ended 31 December 2019, two meetings were held by the Audit Committee. No alternate Director was authorised to attend such meetings and the attendance record of each Committee member is set out below:

截至二零一九年十二月三十一日止年度內，審計委員會舉行了二次會議，沒有替任董事獲授權出席會議，各委員會成員出席會議的情況載列如下：

Name of Committee members 委員會成員姓名		Number of attendance 出席次數	Number of meeting 會議次數
<i>Independent Non-executive Directors</i> 獨立非執行董事			
Mr. Yeung Chi Tat	楊志達先生	2	2
Mr. Tang Jianrong	唐建榮先生	2	2
Mr. Qu Weimin	瞿唯民先生	2	2
<i>Non-executive Director</i> 非執行董事			
Mr. Zhang Huaqiao <sup>(i)</sup>	張化橋先生 <sup>(i)</sup>	1	1

Note:

(i) Mr. Zhang Huaqiao resigned as a Non-executive Director with effect from 6 May 2019.

附註：

(i) 張化橋先生於二零一九年五月六日辭任非執行董事。

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of the external auditors. The Audit Committee has reviewed the Company's annual results for the year ended 31 December 2019.

董事會與審計委員會之間並無就選舉、委任、辭任或解僱外聘核數師存在分歧。審計委員會已審閱本公司截至二零一九年十二月三十一日止年度的年度業績。

### Nomination Committee

The Company established a nomination committee (the "Nomination Committee") on 30 September 2010 and had renewed the written terms of reference in compliance with the Code which was adopted by the Board on 26 August 2013. As at 31 December 2019, the Nomination Committee had five members comprising three Independent Non-executive Directors and two Executive Directors, namely Mr. Yeung Chi Tat, Mr. Tang Jianrong, Mr. Qu Weimin, Mr. Qian Yixiang and Ms. Jia Lingxia. Mr. Yeung Chi Tat is the Chairman of the Nomination Committee.

### 提名委員會

本公司已於二零一零年九月三十日成立提名委員會（「提名委員會」），董事會並已於二零一三年八月二十六日採納為了遵照守則而更新的書面職權範圍。於二零一九年十二月三十一日，提名委員會有五名成員，包括三名獨立非執行董事及兩名執行董事：即楊志達先生、唐建榮先生、瞿唯民先生、錢毅湘先生及賈凌霞女士。楊志達先生為提名委員會主席。

The Nomination Committee is responsible for making recommendations to the Board on the appointment of Directors. The Nomination Committee is also responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and assessing the independence of the Independent Non-executive Directors.

提名委員會負責就董事的委任向董事會提供意見。提名委員會亦負責至少每年檢討董事會的架構、規模及組成（包括技能、知識及經驗）及評估獨立非執行董事的獨立性。

The terms of reference of the Nomination Committee are posted on the websites of the Company and the Stock Exchange.

提名委員會的職權範圍刊登於本公司及聯交所網站。

## CORPORATE GOVERNANCE REPORT (continued)

## 企業管治報告(續)

The Nomination Committee has adopted a Board Diversity Policy (the “Board Diversity Policy”) which became effective on 26 August 2013. A summary of the Board Diversity Policy together with the measurable objectives set for implementing the Board Diversity Policy, and the progress towards achieving those objectives are outlined below.

The Company continuously seeks to enhance the effectiveness of its Board and to maintain the highest standards of corporate governance. It recognises and embraces the benefits of having a diverse Board, which can be achieved through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee has primary responsibility for identifying qualified candidates to become members of the Board and Board appointments will continue to be made on a merit basis, with candidates being considered against objective criteria and with due regard for the benefits of diversity on the Board. The Nomination Committee is also responsible for monitoring the implementation and reviewing the effectiveness of the Board Diversity Policy.

Furthermore, a nomination policy (the “Nomination Policy”) has been adopted and became effective on 31 December 2019. According to the Nomination Policy, the Nomination Committee shall consider the following factors, which are not exhaustive and the Board has discretion if it considers appropriate, in assessing the suitability of the proposed candidate regarding the appointment of directors or re-appointment of any existing Board member(s): (a) reputation for integrity; (b) accomplishment, experience and reputation in the business and industry; (c) whether the proposed candidate is able to assist the Board in effective performance of the responsibilities; (d) commitment in respect of sufficient time, interest and attention to the businesses of the Company and its subsidiaries; (e) diversity in all aspects, including but not limited to gender, age, cultural and educational background, or professional experience, as set out in the Board Diversity Policy, as amended, supplemented or otherwise modified from time to time; (f) compliance with the criteria of independence, in case for the appointment of an Independent non-executive Director, as prescribed under the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time; and (g) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate.

董事會已採納董事會成員多元化政策(「董事會成員多元化政策」)，自二零一三年八月二十六日起生效。董事會成員多元化政策之概要連同為執行董事會成員多元化政策而制定之可計量目標及達標進度於下文概述。

本公司不斷致力提升其董事會有效性及維持企業管治最高標準。其明白並深信多元化董事會的好處，這可以通過對一些因素的考慮來實現，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技術、知識及服務年期。

提名委員會負有首要責任為確定合資格的候選人成為董事會成員。董事會委任將會繼續以用人唯才為原則，且候選人將會以客觀因素連同使董事會多元化作為考量。提名委員會亦負責監督政策之執行，並審查董事會成員多元化政策的有效性。

另外，一項提名政策(「提名政策」)已經被採納，並已於二零一九年十二月三十一日生效。根據提名政策，提名委員會在評估委任董事會候選人或重新委任董事會現有成員候選人的合適時應考慮的因素包括(但不限於)以下各項，而董事會有保留權限考慮是否合適：(a)誠信；(b)於業務及行業的成就、經驗及聲譽；(c)候選人能否協助董事會有效履行責任；(d)承諾投入足夠時間、利益及關注本公司及其子公司的業務；(e)依照本公司的董事會成員多元化政策(經不時修訂)，董事會各方面的多元化，包括但不限於性別、年齡、文化及教育背景和專業經驗；(f)符合根據香港聯合交易所有限公司證券上市規則(「上市規則」)(經不時修訂)，對委任獨立非執行董事所規定的獨立性準則；(g)委員會或董事會不時決定的任何其他相關因素。



In terms of the nomination procedures of the Company, the proposed candidates will be asked to submit the biographical information (or relevant details) in a prescribed form by the Nomination Committee. The Nomination Committee shall, upon receipt of the biographical information (or relevant details) of the proposed candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is suitable. The Nomination Committee shall make recommendations to the Board for its consideration and recommendation. If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the criteria as set out above. For the person that is nominated by a shareholder for election as a director at the general meeting of the Company pursuant to its constitutional documents, the Nomination Committee shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to shareholders in respect of the proposed election of director at the general meeting. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

As at 31 December 2019, the Board comprised seven Directors, which is characterised by diversity in terms of gender, age, cultural and educational background, professional experience and skills.

During the year ended 31 December 2019, one meeting was held by the Nomination Committee and the work performed includes reviewing and making recommendations to improve the structure, size and composition of the Board. No alternate Director was authorised to attend such meeting and the attendance record of each Committee member is set out below:

根據本公司的提名程序，建議人選將會被要求按提名委員會既定格式提交個人資料(或相關詳情)。提名委員會應在收到候選人的個人資料(或相關詳情)後，依據上述準則評估該候選人，以決定該候選人是否合適。提名委員會向董事會提出推薦建議。如過程涉及一個或多個合意的候選人，提名委員會應依據上述準則排列他們的優先次序。根據其憲法文件，就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議(如適用)。董事會對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。

於二零一九年十二月三十一日，董事會由七名董事組成。就性別、年齡、文化及教育背景、專業經驗及技能方面而言均具有多樣性的特點。

截至二零一九年十二月三十一日止年度內，提名委員會舉行了一次會議，其進行的工作包括檢討及提出建議以改善董事會的架構、規模及組成，沒有替任董事獲授權出席會議，各委員會成員出席會議的情況載列如下：

Name of Committee members 委員會成員姓名		Number of attendance 出席次數	Number of meeting 會議次數
<i>Independent Non-executive Directors</i> 獨立非執行董事			
Mr. Yeung Chi Tat	楊志達先生	1	1
Mr. Tang Jianrong	唐建榮先生	1	1
Mr. Qu Weimin	瞿唯民先生	1	1
<i>Executive Directors</i> 執行董事			
Mr. Qian Yixiang	錢毅湘先生	1	1
Ms. Jia Lingxia	賈凌霞女士	0	1

## ACCOUNTABILITY AND AUDIT

### Directors' responsibility

The Directors are responsible for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the Directors determine as necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group. The Board indicates the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Certain measures have been and are being taken to manage its liquidity needs and to improve its financial position. Accordingly, the Board will continue to prepare the consolidated financial statements on a going concern basis. Details of the going concern basis have been set out in note 3(b) to the Group's consolidated financial statements.

### Internal controls

The Board is responsible for the effectiveness of the internal control and risk management systems of the Group. The internal control systems are designed to provide reasonable (but not absolute) assurance against material misstatement or loss, and manage (rather than eliminate) the risks of failure to achieve business strategies.

During the year ended 31 December 2019, the Board has reviewed the effectiveness of the internal controls procedures of the Group including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programmes and budget.

### Internal audit function

The Internal Audit Department monitors compliance with policies and procedures and the effectiveness of internal control structures across the Group and its principal divisions. The Internal Audit Department reports directly to the Audit Committee and ensure the internal controls are in place and functioning properly as intended.

## 責任及審核

### 董事的責任

董事負責按香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製本集團真實公平的綜合財務報表，以及為避免編製綜合財務報表時發生重大錯誤陳述(不論因欺詐抑或錯誤)而進行董事認為必要的內部監控。

董事確認負責編製本集團的綜合財務報表。董事會知悉有可能對本集團持續經營能力產生重大疑問的重大不明朗事件或條件。本集團已經及一直採取若干措施以管理流動資金需求並改善其財務狀況。因此，董事會將繼續按持續基準編製綜合財務報表。有關持續經營基準的詳情載於本集團綜合財務報表附註3(b)。

### 內部監控

董事會負責本集團內部監控制度的有效性。內部監控及風險管理制度乃為就重大錯誤陳述或虧損提供合理(但非絕對)保證，以及管理(而非消除)未能達致業務策略的風險而設。

截至二零一九年十二月三十一日止年度內，董事會已審閱本集團內部監控的有效性，包括本集團在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

### 內部審核職能

內控管理部(「內控部」)監察本集團及其主要部門對政策及程序的遵守及內部監控架構的成效。內控部直接向審核委員會報告及確保設有內部監控，以及如預期般運作。

Also, the Board engaged an external independent consultant to assess the effectiveness of the Group's risk management and internal control systems which covered certain material controls, including the financial, operational and compliance controls as well as risk management functions during the year ended 31 December 2019. The assessment report was reviewed by the Audit Committee and the Board. No major issue but areas for improvement to the Group's risk management and internal control systems have been identified. All recommendations from the external independent consultant would be followed up by the Group to ensure that they are implemented within a reasonable period of time. The Group therefore considers that the internal control and risk management processes are adequate to meet the need of the Group in its current business environment.

### Auditors' remuneration

During the year ended 31 December 2019, the remunerations paid and payable to the auditor of the Company, BDO Limited was set out as below:

Nature of services 服務性質		Remuneration paid and payable 已付及應付酬金 RMB'000 人民幣千元
Audit service	核數服務	1,500
Non-audit service – Review of interim results	非核數服務 – 審閱中期業績	700
Other non-audit service	其他非核數服務	98
Total	總計	2,298

### DIVIDEND POLICY

On 31 December 2018, a dividend policy was adopted by the Company (the "Dividend Policy"). Pursuant to the Dividend Policy, the Company may declare and distribute dividends to the shareholders of the Company (the "Shareholders") in an amount representing not less than 25% of the distributable net profit attributable to the equity shareholders of the Company in any financial year, whether as interim and/or final dividends. The dividend, if any, will be paid in Hong Kong dollars. In deciding whether to propose a dividend and in determining the dividend amount, the Board will take into account, inter alia, the following factors: (a) the Company's results of operations; (b) the Company's actual and expected financial performance; (c) retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group; and payment by the subsidiaries of cash dividends to the Company; (d) the level of the

此外，董事會已委聘外間獨立顧問評估本集團於截至二零一九年十二月三十一日止年度期間之風險管理及內部監控系統之成效。該系統涵蓋若干重要監控，包括財務、營運及合規之監控，以及風險管理之功能。審計委員會及董事會已審閱評估報告。當中並無發現重大事宜，但提及本集團的風險管理及內部監控系統需改善的部分。本集團將按照外間獨立顧問的建議作出改善，以確保在合理的時間內實施。因此，本集團認為內部監控及風險管理程序足以應付本集團於目前業務環境的需要。

### 核數師酬金

截至二零一九年十二月三十一日止年度內，已付及應付本公司核數師香港立信德豪會計師事務所有限公司的酬金載列如下：

### 股息政策

本公司已於二零一八年十二月三十一日採納一項股息政策(「股息政策」)。根據股息政策，本公司可於任何財政年度向本公司股東(「股東」)宣派及分派金額不少於可供向本公司權益股東分派之純利之25%作為股息(不論為中期及/或末期股息)。有關股息(如有)將以港元支付。於決定是否建議派發股息及釐定股息金額時，董事會將考慮(其中包括)以下因素：(a)本公司之經營業績；(b)本公司之實際及預期財務表現；(c)本公司及本集團各附屬公司之保留溢利及可供分派儲備；以及附屬公司向本公司支付之現金股息；(d)本集團之債權比率、股本回報水平及相關財務契諾；(e)本集團貸款方可能對派付股息施加之任何限制；(f)本集團之預期營運資金要求、未來擴展計劃、投資計劃及未來前景；(g)

## CORPORATE GOVERNANCE REPORT (continued)

## 企業管治報告(續)

Group's debts to equity ratio, return on equity and the relevant financial covenants; (e) any restrictions on payment of dividends that may be imposed by the Group's lenders; (f) the Group's expected working capital requirements, future expansion plans, investment plans and future prospects; (g) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and (h) any other factors that the Board may deem appropriate.

The Dividend Policy and the declaration and/or payment of future dividends under it are subject to the Board's continuing determination that the Dividend Policy and the declaration and/or payment of dividends would be in the best interests of the Group and Shareholders, and are in compliance with all applicable laws and regulations and the Company's Memorandum and Articles of Association. The Board endeavours to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable dividend policy. The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of its future dividend and/or in no way obligate the Company to declare a dividend at any time or from time to time.

The Company in annual general meeting may declare dividend but no dividend shall exceed the amount recommended by the Board. The Board may from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified by the profits of the Group, and may also from time to time declare and pay special dividends of such amounts and on such dates and out of such distributable funds of the Company and as it thinks fit.

The Dividend Policy is posted on the websites of the Company and the Stock Exchange.

整體經濟狀況、本集團業務之商業週期，以及可能對本公司業務或財務表現及狀況造成影響之其他內部或外部因素；及(h)董事會可能認為適當之任何其他因素。

股息政策以及根據該政策宣派及／或派付未來股息應按照董事會後續決定執行。股息政策以及股息之宣派及／或派付應符合本集團及股東之最佳利益，並遵守所有適用法律及法規以及本公司之章程大綱及細則。董事會致力透過制定可持續之股息政策在符合股東期望與謹慎管理資本之間保持平衡。董事會將持續審閱股息政策，並保留隨時全權酌情更新、修訂、修改及／或取消股息政策之權利。股息政策絕不會在任何方面構成有關本公司未來股息之具法律約束力承諾及／或絕不會令本公司有義務隨時或不時宣派股息。

本公司可於股東週年大會上宣派股息，惟股息不得超過董事會建議之數額。在董事會認為本集團之溢利足以派付中期股息時，董事會可不時向股東派付中期股息，並可不時按其認為合適之款額及日期以本公司之可供分派資金宣派及派付特別股息。

股息政策登於本公司網站及聯交所網站。

## RELATIONSHIP WITH INVESTORS AND SHAREHOLDERS

The Board recognises the importance of maintaining clear, timely and effective communication with the Shareholders and investors. The Board also recognises that effective communication with investors is the key to establish investor confidence and to attract new investors. Therefore, the Company communicates with its shareholders and investors through various channels, including the publication of interim and annual reports, press announcements and information on the websites of the Stock Exchange and the Company.

The Company continues to maintain regular dialogue with institutional investors and analysts to keep them informed of the Group's strategy, operations, management and plans. The Company has regular meetings with the financial analysts, fund managers and potential investors, and has participated in a number of investors' conferences and roadshows organised by various investment banks since the listing of the Company on the Main Board of the Stock Exchange on 20 October 2010 in order to enhance the Group's relationship with the equity research analysts, fund managers, institutional investors and shareholders, as well as their understanding of the Group's strategies, operations and developments. All their discussions were limited to explanations of the previously published material and general discussion of information which is not inside information. The Group continues to strengthen its investors' relationship by participating in roadshows and conferences.

The AGM provides opportunities for the Shareholders to meet and raise questions to our Directors, the management and the external auditors. The members of the Board and external auditors will attend the AGM. The Group encourages all Shareholders to attend. Shareholders can raise any comments on the performance and future directions of the Company and exchange views with the Directors, the management and the external auditors at the AGM.

## 與投資者及股東的關係

董事會深明與股東及投資者保持明確、及時和有效溝通的重要性。董事會亦深明與投資者有效溝通是建立投資者信心和吸引新投資者的關鍵。因此，本公司與其股東及投資者透過各種渠道溝通，包括於聯交所及本公司網站刊登中期報告和年報、報章公告及資料。

本公司繼續定期與機構投資者及分析員保持聯繫，讓彼等知道本集團的策略、營運、管理及計劃。本公司與財務分析員、基金經理及有意投資者定期會面，本公司自二零一零年十月二十日於聯交所主板上市以來，曾參與多個由不同投資銀行舉行的投資者研討會及巡迴推介會，以加強本集團與股份研究分析員、基金經理、機構投資者及股東的關係，增加彼等對本集團策略、業務及發展的瞭解。彼等的討論全都限於解釋先前刊發的材料及非股價敏感資料的一般討論。本集團計劃於未來繼續參與巡迴推介會及研討會，以加強與投資者的關係。

股東週年大會給予股東機會，與董事、管理層及外聘核數師會面及向其提問。董事會成員及外聘核數師將出席股東週年大會，本集團亦鼓勵全體股東出席大會。股東可於股東週年大會提出任何有關本公司表現及未來方向的意見及與董事、管理層及外聘核數師交流意見。



## CORPORATE GOVERNANCE REPORT (continued)

### 企業管治報告(續)

The 2018 AGM was held on 29 May 2019 and the attendance record of each Director is set out below:

二零一八年股東週年大會於二零一九年五月二十九日舉行，各董事出席會議的情況載列如下：

Name of Board members 董事會成員姓名		AGM 股東週年大會
<i>Executive Directors</i>		
Mr. Qian Yixiang (Chairman)	執行董事： 錢毅湘先生(主席)	1
Ms. Jia Lingxia	賈凌霞女士	1
Mr. Zha Saibin	查賽彬先生	1
Mr. Qian Zhongming	錢仲明先生	1
<i>Independent Non-executive Directors</i>		
Mr. Yeung Chi Tat	獨立非執行董事 楊志達先生	1
Mr. Tang Jianrong	唐建榮先生	1
Mr. Qu Weimin	瞿唯民先生	1

Mr. Qian Yixiang, attended the 2018 AGM which was held on 29 May 2019 by telephone conference due to other business engagements. Mr. Qian Yixiang had appointed Mr. Yeung Chi Tat, an Independent Non-executive Director, as his delegate to chair the 2018 AGM and to answer the questions from shareholders. The Chairman of the Audit Committee, Nomination Committee and Remuneration Committee of the Company, Mr. Yeung Chi Tat, was also available to answer questions at the 2018 AGM.

錢毅湘先生因其他公務以電話會議參加於二零一九年五月二十九日舉行之股東週年大會(「二零一八年股東週年大會」)。錢毅湘先生已委託獨立非執行董事楊志達先生作為其授權代表，代其主持二零一八年股東週年大會，並回答股東提問。本公司之審計委員會、提名委員會及薪酬委員會主席楊志達先生亦有出席二零一八年股東週年大會回答提問。

During the year ended 31 December 2019, there have been no changes to the Company's constitutional documents.

截至二零一九年十二月三十一日止年度，本公司的組織章程文件並無變動。

## COMPLIANCE WITH THE RISK MANAGEMENT AND INTERNAL CONTROL CODE

## 遵守風險管理及內部監控指引

### Internal Audit Department

### 內控部情況

On 1 January 2016, the Company set up the Audit Department to facilitate the reform of the Company's procedures. From August 2016, the audit department has converted into an Internal Audit Department following the expansion of the function of the internal control team. The Internal Audit Department is separate and independent of the operation and management system of the Group. The upmost responsible officer for internal control and audit of the Group is the professional staff with internal control and audit experiences.

二零一六年一月一日，為推動公司流程上的改革，成立審計部，從二零一六年八月起擴大內部監控團隊的功能，審計部轉變其成為內控部。內控部的設計是獨立於集團營運管理體系的一個獨立部門，由擁有內控及內審的專業人員擔任主管，為內控與內審的工作最高負責人。

The principal duties of the Internal Audit Department are, according to its own work plan, giving feedback directly to each relevant (involved) department or its head officer regarding system improvement, identification of procedural issues, and requesting for counter feedback. For example, identifying issues on streamlining and optimising the procedures and systems are reported to the responsible person of the respective department; reporting the results of inspection on the execution of quality system to the operations manager of the respective plant; and reporting the audit result on significant malpractices to the Audit Committee. On the other hand, the department also provides assistance of internal control in respect of audit or streamlining of working procedure, and directly reports to the relevant departments or subsidiaries upon their request.

The duties of the Internal Audit Department are as follows:

- To implement and lead the streamlining of systems and procedures of the Group headquarters and its subsidiaries according to its work plan;
- To provide assistance to each department in implementing optimisation of systems and procedures according to its work plan;
- To conduct audit on the business of the Group and each of its subsidiaries according to its work plan;
- To assess the formulation and execution of the Company's system according to its work plan;
- To inspect, on its own or with other departments, the abuse of power, incompliance, violation of financial system, embezzlement, leakage of confidential information, bribe as well as economic crime within the Company;
- To be responsible for the audit or participate in the audit on the Company's significant business activities, projects and material business contracts.

內控部的工作主要是根據部門自身制定的工作方案，對於制度的改善、流程問題的發現等直接向各相關(涉及的)部門、領導回饋，並要求其進行回饋，比如，流程制度梳理優化會彙報給各部門負責人，品質體系執行的檢查會彙報給各工廠營運經理，重大舞弊審計活動彙報給審計委員會等。另一方面，部門也會接受其他部門、子公司提出的需求審計、流程梳理的要求提供內控相關的協助，並直接向相關部門、子公司彙報。

內控部的職責：

- 根據部門計劃實施和牽頭梳理集團總部及下屬子公司的制度流程；
- 根據部門計劃實施協助各部門開展制度流程優化工作；
- 根據部門計劃實施對集團及各子公司實施業務審計；
- 根據部門計劃實施對公司制度的制定情況和執行情況進行評價；
- 負責或會與其他部門查處公司內濫用職權、有章不循、違反財務制度、貪污挪用財物、洩密、賄賂等行為和經濟犯罪的情況；
- 負責或參與對公司重大經營活動、重大專案、重大經濟合同的審計活動。

**Procedures on identifying, assessing and managing material risks**

1. Engaging an external independent consultant to conduct high-level risk analysis once a year;
2. The Internal Audit Department participates in the Company's annual high-level strategic meeting and various monthly business meeting as well as irregular interview with the management to identify the risks in operation and management and consider to include the same in the internal audit plan;
3. If found any material risks, the Internal Audit Department immediately reports to the Board and follows up the status of the improvement of the matter.

**Procedures on reviewing the effectiveness of risk management and internal control system and resolving material internal control defects**

The Internal Audit Department identifies risks by reviewing the existing system and procedure to determine whether there is any defect in critical procedures according to the system design and whether it is reasonably designed.

Further, the department identifies the effectiveness of internal control through regular and non-regular audit.

**Information disclosure system**

The Group has an information disclosure system to ensure the access to and confidentiality of inside information until consistent and timely disclosure of such information is made. The system regulates how these inside information are handled and disseminated, including the followings:

- The designated department reports the information on potential inside information to the Board, which shall determine if it is an inside information and timely issue the same pursuant to the Securities and Futures Ordinance and the Listing Rules;
- Information is widely and non-exclusively disclosed to the public via different ways such as financial report, announcement and the Company's website so that its fair disclosure policy is implemented and disclosed.

**用於辨認、評估及管理重大風險的程式**

1. 通過聘請外間獨立顧問進行一年一度的高層次風險分析；
2. 內控部會通過參與每年公司高層戰略會議，及月度各項經營會議，還有不定期與經營管理者的訪談，識別經營管理中存在的風險，並考慮列入內部審計計劃；
3. 如發現重大風險，內控部會即時向董事會彙報，並跟進改善結果。

**用以檢討風險管理及內部監控系統有效性的程式及解決嚴重的內部監控缺失的程式**

內控部通過檢討現有制度流程，從制度的設置狀況判斷是否有關鍵流程缺失，診斷制度設置的合理性，來識別存在的風險。

另通過常規和非常規審計來識別內部監控的有效性。

**資訊披露制度**

本集團訂有資訊披露制度，確保能掌握內幕消息並加以保密，直至按上市規則作出一致且適時的披露為止。該制度規管處理及發放內幕消息的方式，其中包括以下各項：

- 指定部門向董事會彙報潛在內幕消息的資訊，董事會決定是否內幕消息，並根據證券及期貨條例、上市規則及時公佈內幕消息；
- 透過財務報告、公佈及其網站等途徑，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。

## SHAREHOLDERS' RIGHTS

### Convening of extraordinary general meeting on requisition by shareholders

Pursuant to Article 64 of the Articles, an extraordinary general meeting ("EGM") shall be convened on the written requisition of one or more members of the Company, at the date of the deposit of the requisition, holding in aggregate of not less than one-tenth of the paid-up capital of the Company which carries the right of voting at the general meetings of the Company. The requisition must specify the objects of the meeting and must be signed by the relevant requisitioner(s) and deposited by the Company Secretary at the Company's principal place of business. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene a meeting, the requisitioner(s) may themselves convene a meeting provided that any meeting so convened shall not be held after the expiration of 2 months from the said date.

### Procedures for putting forward proposals at general meetings by shareholders

Shareholders must submit a written notice of proposals they wish to put forward at an AGM or EGM with the detailed contact information to the Company Secretary by email to ron.chan@boerpower.com, or by fax to (852) 2544 9292, or by mail to the Company's principal place of business at Unit D, 6th Floor, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong, within a reasonable time prior to the general meeting so that the Company will be allowed to meet the notice period to be given to all the Shareholders as set out below. Detailed procedures and the notice period to be given to all the Shareholders for consideration of the proposal raised by the shareholders concerned at an AGM or EGM varies according to the nature of the proposal. The procedures for the shareholders to convene and put forward proposals are set out in the notice of the AGM or EGM and are also available on request to the Company Secretary. The notice period is set out below:

- (i) At least 14 days' notice (the notice period must include 10 business days) in writing if the proposal constitutes an ordinary resolution of the Company in an EGM.
- (ii) At least 21 days' notice (the notice period must include 20 business days) in writing if the proposal constitutes a special resolution of the Company in an EGM or any resolution of the Company in an AGM.

### Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns with contact information of the requisitionists to the Board in writing through the Company Secretary by email to ron.chan@boerpower.com, or by fax to (852) 2544 9292, or by mail to the Company's principal place of business at Unit D, 6th Floor, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong.

## 股東權益

### 公司股東召開特別股東大會的方式

根據細則第64條，由在請求日持有不少於十分之一本公司的實收資本，並在本公司股東大會擁有投票權的任何一個或多個股東請求下，本公司董事須隨即進行正式召開特別股東大會。請求書必須說明會議的目的及必須由請求人簽署，並由公司秘書存放於本公司之主要營業地點。如董事沒有在請求人從申請的交存日期起的21天內，妥為召開一次會議，請求人可以自行召開一個會議，但如此召開的會議不得在上述日期期滿後的2個月舉行。

### 在股東大會上提出建議的程序

在股東週年大會或特別股東大會提出建議，股東必須在股東大會前的合理時間內提交書面通知連同詳細聯繫資料於公司秘書，可通過電子郵件發送給 ron.chan@boerpower.com，或傳真至(852) 2544 9292，或郵寄至本公司的主要營業地點香港灣仔告士打道128號祥豐大廈6樓D室，以使本公司能符合以下向全體股東提案的通知期。由有關股東於股東週年大會或特別股東大會，向全體股東提案的詳細程序及通知期，會就提案的性質而有所不同。有關的程序會載於股東週年大會或特別股東大會的通知或在向公司秘書要求後提供。通知期具體如下：

- (i) 若提案構成本公司於特別股東大會上的普通決議案，至少須要14天的書面通知(通知期必須包括10個工作日)。
- (ii) 若提案構成本公司在特別股東大會上的特別決議案，或本公司在股東週年大會上之任何決議案，至少須要21天的書面通知(通知期必須包括20個工作日)。

### 向董事會發送查詢的程序

股東可隨時透過公司秘書以書面形式將彼等的查詢及所關注事項連同請求人的聯繫資料發送予董事會，方式為發送電子郵件給 ron.chan@boerpower.com，或傳真至(852) 2544 9292，或郵寄至本公司的主要營業地點香港灣仔告士打道128號祥豐大廈6樓D室。

# REPORT OF THE DIRECTORS

## 董事會報告

The Directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 17 to the financial statements. The nature of the principal activities of the Group has not changed during the year ended 31 December 2019.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 30 of this annual report. Such discussion forms part of this report of the Directors.

### RESULTS AND DIVIDENDS

The financial results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 79 of the annual report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2019.

### CHARITABLE DONATIONS

During the year ended 31 December 2019, the Group made charitable donations by cash amounting to RMB65,500 (2018: RMB35,000).

### NON-CURRENT ASSETS

Details of acquisitions and other movements of non-current assets (including property, plant and equipment, investment properties and intangible assets) of the Group during the year ended 31 December 2019 are set out in notes 13 to 15 to the financial statements.

董事會謹提呈本公司及本集團截至二零一九年十二月三十一日止年度的董事會報告及經審核財務報表。

### 主要業務

本公司的主要業務為投資控股。附屬公司的主要業務及其他資料載於財務報表附註17。本集團主要業務的性質於截至二零一九年十二月三十一日止年度內並無任何變動。

有關公司條例附表5(香港法例第622章)規定之該等活動之進一步論述及分析，包括有關本集團面對之主要風險及不明朗因素之論述以及本集團預期業務未來的發展之揭示，可參閱本年報第5至30頁之主席報告及管理層討論及分析。該等論述構成本董事會報告之一部分。

### 業績及股息

本集團截至二零一九年十二月三十一日止年度的財務業績載於年報第79頁的綜合損益及其他全面收益表。

董事不建議派發至二零一九年十二月三十一日止年度之末期股息。

### 慈善捐款

截至二零一九年十二月三十一日止年度內，本集團慈善捐款人民幣65,500元(二零一八年：人民幣35,000元)。

### 非流動資產

非流動資產(包括物業、廠房及設備、投資物業以及無形資產)於截至二零一九年十二月三十一日止年度內的購置及其他變動詳情載於財務報表附註13至15。



## SHARE CAPITAL

The movements in the share capital of the Company during the year ended 31 December 2019 are set out in note 29(c) to the financial statements.

## DISTRIBUTABILITY OF RESERVE

At 31 December 2019, the aggregate amount of reserves available for distribution to equity shareholders of the Company was RMB151.3 million (31 December 2018: RMB157.6 million).

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or under the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to the existing shareholders.

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

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2019.

## RESERVES

The movements in the reserves of the Group and the Company during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity and note 29(a) to the financial statements respectively.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, the five largest customers of the Group accounted for 22.6% of the total revenue of the Group and the largest customer accounted for 6.7% of the total revenue of the Group.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for 14.1% and 25.2% of the Group's total purchases for the year ended 31 December 2019, respectively.

None of the Directors, their associates, or any shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest suppliers and customers.

## 股本

截至二零一九年十二月三十一日止年度內，本公司股本的變動載於財務報表附註29(c)。

## 可分派儲備

於二零一九年十二月三十一日，可供分派予本公司權益股東的儲備總金額為人民幣151.3百萬元(二零一八年十二月三十一日：人民幣157.6百萬元)。

## 優先購股權

細則或開曼群島法例並無有關優先購股權之條文，即規定本公司須按比例向現有股東提呈發售新股份。

## 購買、贖回或出售本公司的上市證券

本公司或其任何附屬公司於截至二零一九年十二月三十一日止年度概無購買、贖回或出售本公司任何上市證券。

## 儲備

截至二零一九年十二月三十一日止年度內，本集團及本公司的儲備變動分別載於綜合權益變動表及財務報表附註29(a)。

## 主要客戶及供應商

截至二零一九年十二月三十一日止年度內，來自本集團五大客戶的營業額佔本集團總收入22.6%，而來自最大客戶的收入佔總營業額6.7%。

本集團向最大供應商及五大供應商作出的總採購額分別佔本集團於截至二零一九年十二月三十一日止年度內總採購額14.1%及25.2%。

本公司的董事、其聯繫人或任何股東(據董事所知擁有本公司已發行股本逾5%者)，概無於本集團五大供應商及客戶中擁有任何權益。

## REPORT OF THE DIRECTORS (continued)

## 董事會報告(續)

## DIRECTORS

During the year ended 31 December 2019, the Directors were:

*Executive Directors*

Mr. Qian Yixiang (Chairman and Chief Executive Officer)

Ms. Jia Lingxia (Chief Operating Officer)

Mr. Zha Saibin

Mr. Qian Zhongming

*Non-executive Director*

Mr. Zhang Huaqiao<sup>(i)</sup>

*Independent Non-executive Directors*

Mr. Yeung Chi Tat

Mr. Tang Jianrong

Mr. Qu Weimin

*Note:*

- (i) Mr. Zhang Huaqiao resigned as a Non-executive Director with effect from 6 May 2019.

In accordance with article 108 of the Articles, one-third of the Directors for the time being shall retire from office by rotation at each AGM provided that every Director shall be subject to retirement at least once every three years. Mr. Qian Zhongming, the Executive Director, Mr. Yeung Chi Tat and Mr. Qu Weiming, the Independent Non-executive Directors shall retire from their offices at the Company's forthcoming AGM and shall be eligible to offer themselves for re-election pursuant to articles 108 and 109 of the Articles.

## DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for a term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other.

The Independent Non-executive Directors have been appointed for a term of three years in accordance with their respective appointment letters.

Save as disclosed above, none of the Directors has entered into any 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

截至二零一九年十二月三十一日止年度內，董事分別為：

*執行董事*

錢毅湘先生(主席兼行政總裁)

賈凌霞女士(首席營運官)

查賽彬先生

錢仲明先生

*非執行董事*

張化橋先生<sup>(i)</sup>

*獨立非執行董事*

楊志達先生

唐建榮先生

瞿唯民先生

*附註：*

- (i) 張化橋先生於二零一九年五月六日辭任非執行董事。

根據細則第108條，在每屆股東週年大會上，當時三分之一的董事須輪流告退，惟每名董事須最少每三年告退一次。根據細則第108條及第109條，執行董事錢仲明先生，獨立非執行董事楊志達先生及瞿唯民先生須於下屆股東週年大會上退任，惟合資格並願意膺選連任。

## 董事的服務合約

各執行董事均與本公司訂立服務合約，為期三年，惟任何一方可向另一方發出不少於三個月的書面通知而終止。

根據各獨立非執行董事的委任函，彼等的任期為三年。

除上文披露者外，概無董事與本公司訂立不可由本公司於一年內毋須作出賠償(法定賠償除外)而終止的任何服務合約。

### INTERESTS IN COMPETING BUSINESSES

During the year ended 31 December 2019, none of the Directors is considered to have an interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

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

None of the Directors or entities connected with a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the Group's business to which the Company, its holding company, or any of its subsidiaries or related companies was a party during the year ended 31 December 2019.

### NON-COMPETITION UNDERTAKINGS

Each of the Company's Controlling Shareholders, has confirmed to the Company of his/its compliance with the non-competition undertakings given to the Company under the Deed of Non-competition as defined in the prospectus dated 7 October 2010. The Directors (including the Independent Non-Executive Directors) have reviewed the status of compliance and also confirmed that all the undertakings under the Non-competition Deed have been complied with by the Controlling Shareholders.

### MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2019.

### DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

The particulars of the Directors' and senior management's remuneration and the five highest paid employees during the financial year ended 31 December 2019 are set out in notes 10 and 11 respectively to the financial statements.

### 於競爭業務之權益

截至二零一九年十二月三十一日止年度內，董事概無於正與或可能會與本集團業務進行直接或間接競爭之業務中擁有權益。

### 董事之交易、安排或合約權益

概無董事於本公司、其控股公司，或其任何附屬公司或關連公司於截至二零一九年十二月三十一日止年度內訂立而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。

### 不競爭承諾

各控股股東向本公司確認他們已遵守於二零一零年十月七日發出之招股章程中所定義的不競爭契據的承諾。董事(包括獨立非執行董事)已審核遵守情況並確認控股股東已遵守不競爭契據的所有承諾。

### 管理合約

截至二零一九年十二月三十一日止年度內，本公司並無簽訂或存有有關本公司全部或任何主要部分業務之管理及行政合約。

### 董事及高級管理層酬金以及五位最高薪酬僱員

截至二零一九年十二月三十一日止財政年度內董事及高級管理層酬金以及五位最高薪酬僱員的詳情分別載於財務報表附註10及11。

## REPORT OF THE DIRECTORS (continued)

## 董事會報告(續)

## SHARE OPTION SCHEME

The Company operates a share option scheme (the “Share Option Scheme”) for the purpose of rewarding participants who have contributed to the Group and encouraging participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The eligible participants of the Share Option Scheme include the Directors (including Executive Directors, Non-executive Directors and Independent Non-executive Directors) and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group.

The Share Option Scheme is valid and effective for a period of ten years commencing from 30 September 2010, after which no further share options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects. The share options complying with the provisions of the Listing Rules which are granted during the duration of the Share Option Scheme and those that remain unexercised immediately prior to the end of the 10-year period shall continue to be exercisable in accordance with their terms of grant within the share option period for which such share options are granted, notwithstanding the expiry of the Share Option Scheme.

## Grant of options to connected persons or any of their associates

Any grant of options to any Director, Chief Executive or substantial shareholder (as such term is defined in the Listing Rules) of the Company, or any of their respective associates under the Share Option Scheme or any other share option schemes of the Company or any of its subsidiaries shall be subject to the prior approval of the Independent Non-executive Directors (excluding Independent Non-executive Directors who are the proposed grantees of the options in question). Where any grant of options to a substantial shareholder or an Independent Non-executive Director, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled or outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) represent in aggregate over 0.1% of the shares in issue on the date of such grant; and
- (ii) have an aggregate value, based on the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5 million,

## 購股權計劃

本公司設有購股權計劃(「購股權計劃」)，目的在於獎勵曾對本集團作出貢獻的參與者，並鼓勵參與者為本公司及其股東的整體利益，努力提升本公司及其股份的價值。購股權計劃的合資格參與者包括董事(包括執行董事、非執行董事及獨立非執行董事)、本集團的僱員以及董事會全權酌情認為已對或將對本集團有貢獻的本集團任何成員公司的任何顧問、諮詢人、分銷商、承包商、供應商、代理、客戶、業務夥伴、合營夥伴、發起人或服務供應商。

購股權計劃有效期為由二零一零年九月三十日起計十年，此後將不會額外授出購股權，惟購股權計劃於所有其他方面仍然全面有效及可執行。即使購股權計劃已屆滿，於購股權計劃期間授出並遵守上市規則規定的購股權以及於十年期結束前尚未行使的購股權，仍可根據其授出年期於授出有關購股權的購股權期間內行使。

## 向關連人士或其任何聯繫人授出購股權

凡根據購股權計劃或本公司或其任何附屬公司的任何其他購股權計劃，向本公司任何董事、主要行政人員或主要股東(定義見上市規則)或彼等各自的聯繫人授出任何購股權，均須獲獨立非執行董事(不包括身為所涉及購股權的擬定承授人的獨立非執行董事)事先批准。倘若向主要股東或獨立非執行董事或彼等各自的聯繫人授出購股權，將導致該名人士因行使於授出日期前十二個月(包括該日)內已獲授予及將獲授予的所有購股權(包括已行使、已註銷或尚未行使的購股權)而已獲發行及可獲發行的股份：

- (i) 總數超過授出日期已發行股份數目的0.1%以上；及
- (ii) 根據聯交所於授出日期的每日報表所列股份收市價計算，總值超過5百萬港元，

## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

such further grant of options shall be subject to prior approval by resolution of the shareholders of the Company (voting by way of poll). The Company shall send a circular to its shareholders in accordance with the Listing Rules and all connected persons of the Company shall abstain from voting in favour of the resolution at such general meeting of the shareholders.

The Directors may, at their discretion, invite participants to take up options at a price calculated in accordance with the paragraph below. An offer shall remain open for acceptance by the participant concerned for a period of 28 days from the date of grant provided that no such offer shall be open for acceptance after the expiry of the option period, after the Share Option Scheme is terminated or after the participant has ceased to be a participant.

An offer is deemed to be accepted when the Company receives from the grantee the offer letter signed by the grantee specifying the number of shares in respect of which the offer is accepted, and a remittance to the Company of HK\$1.00 as consideration for the grant of option. Such remittance is not refundable in any circumstances.

The offer shall specify the terms on which the option is granted. Such terms may at the discretion of the Board, include, among other things, (a) the minimum period for which an option must be held before it can be exercised; and/or (b) a performance target that must be reached before the option can be exercised in whole or in part; and (c) any other terms, all of which may be imposed (or not be imposed) either on a case-by-case basis or generally.

The exercise price shall be determined by the Board in its absolute discretion but in any event shall not be less than the higher of:

- (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant which must be a business day;
- (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and
- (c) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

則額外授出購股權必須經本公司股東事先以決議案批准(以投票方式表決)。本公司根據上市規則向其股東發出通函，而本公司全部關連人士不得在有關股東大會上投票贊成該決議案。

董事可酌情邀請參與者按下段計算的價格接納購股權。要約由授出日期起計28天的期間內可供有關參與者接受，惟於購股權期間終止後、或購股權計劃終止後或有關參與者不再為參與者，該要約則不可再被接受。

倘本公司接獲一份經承授人簽署的要約函件，列明接受要約所涉股份數目，連同支付予本公司作為授予購股權代價的1.00港元付款，則視為購股權要約已被接受。該等付款在任何情況下均不獲退還。

要約須列明授出購股權的條款，董事會可酌情決定該等條款，其中包括(a)可行使購股權前須持有該購股權的最少期限，及/或(b)可行使全部或部分購股權前須達到的表現目標；及(c)可能個別或全面規定(或不規定)的其他條款。

行使價由董事會全權酌情釐定，惟無論如何不會低於下列各項中最高者：

- (a) 聯交所於授出日期(該日必須為營業日)的每日報表所列股份收市價；
- (b) 緊接授出日期前五個營業日聯交所的每日報表所列股份收市價的平均價；及
- (c) 股份面值。

購股權並不附有持有人獲派付股息或於股東會議投票的權利。



## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not, in the absence of Shareholders' approval, in aggregate exceed 75,000,000 Shares, representing 10% in nominal amount of the aggregate of shares in issue as at the Listing Date on 20 October 2010 (not taking into account any shares which may be allotted and issued under the Over-allotment Option) (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Share Option Scheme and (as the case may be) such other share option schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

Subject to the rules of the Share Option Scheme, the maximum number of shares issued and to be issued upon exercise of the share options granted to each grantee under the Share Option Scheme (including both exercised and outstanding Options) in any 12-month period shall not (when aggregated with any shares subject to share options granted during such period under any other share option scheme(s) of the Company other than those options granted pursuant to specific approval by the shareholders in a general meeting) exceed 1% of the shares in issue for the time being.

The Company did not have any outstanding option at the beginning and at the end of the year. During the year ended 31 December 2019, no options have been granted, exercised, cancelled or lapsed under the Share Option Scheme.

As at the date of this annual report, the total number of shares available for issue pursuant to the Share Option Scheme was 75,000,000, representing about 9.69% of the issued share capital of the Company. The remaining life of the Share Option Scheme was about 6 months.

### SHARE AWARD SCHEME

The share award scheme (the "Share Award Scheme") was approved by the Board on 17 June 2011 (the "Adoption Date"). The purposes of the Share Award Scheme are to recognise the contribution made by certain employees of the Group and to provide eligible employees, being any senior management employee, including without limitation the director, executive, officer and manager-grade employee, whether full time or part time, of any member of the Group from time to time, save for those excluded employees as determined by the Board or the trustee (as the case may be), with incentives in order to retain them for the continual operation and development of the Group and attract suitable personnel for the growth and further

如未經股東批准，因行使根據購股權計劃及本公司任何其他購股權計劃所授出全部購股權而可發行的股份數目上限，合共不得超過75,000,000股股份，佔於上市日期二零一零年十月二十日已發行的股份面值總額10%(未計及可能根據超額配股權配發及發行的股份)(「計劃授權限額」)。計算計劃授權限額時，根據購股權計劃及(視乎情況而定)本公司其他購股權計劃的條款已告失效的購股權不計算在內。

根據購股權計劃的規則，再授出任何購股權不得導致該位人士行使其已被授予或將被授予的購股權(包括已行使的購股權)後，在截至行使購股權為止十二個月內(包括當日)已發行予該位人士的股份總數超過已發行股份的1%，除非於股東大會上經股東另行批准。

本公司於年初及年末概無任何尚未行使的購股權。截至二零一九年十二月三十一日止年度內，本公司概無根據購股權計劃授出、行使、註銷或作廢任何購股權。

於本年報日期，根據購股權計劃可供發行的股份總數為75,000,000股，佔本公司已發行股本約9.69%。購股權計劃的剩餘年期約為6個月。

### 股份獎勵計劃

董事會於二零一一年六月十七日(「採納日期」)批准股份獎勵計劃(「股份獎勵計劃」)。股份獎勵計劃之目的乃確認本集團若干僱員所作出貢獻，並作為獎勵合資格僱員(指任何高級管理層僱員，包括但不限於本集團任何成員公司不時之董事、行政人員、管理人員及經理級僱員(不論全職或兼職)，惟董事會或受託人(視情況而定)釐定之該等除外僱員除外)，以留聘彼等為本集團之持續經營及發展以及吸引合適人才為本集團之成長及進一步發展效力。股份獎勵計劃涉及現有股份，而董事會普遍希望通過股份獎勵計劃項下之股份獎勵，鼓勵本集團僱員於

## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

development of the Group. The Share Award Scheme involves existing shares and the Board hopes to encourage employees of the Group to have, through shares awarded under the Share Award Scheme, a direct financial interest in the long-term success of the Group. The Share Award Scheme operates for 10 years starting from the Adoption Date.

On 30 October 2013, having re-considered the terms of the Share Award Scheme and to recognise the contribution made by employees of the Group at different levels, the Share Award Scheme was amended to the effect that "Employee" means any employee, whether full time or part time and whether becoming the employee of the Company before or after the Adoption Date, of any member of the Group from time to time.

The total number of all the shares purchased by the trustee under the Share Award Scheme must not exceed 10% of the issued shares as at the Adoption Date (being 77,812,500 shares) unless the Board otherwise decides. The maximum number of shares which can be awarded to a selected employee under the Share Award Scheme is limited to 1% of the issued share capital of the Company as at the Adoption Date.

During the year, the Company had not purchased any of the Company's existing shares on the market for the purpose of the Share Award Scheme.

During the year, no shares were granted under the Share Award Scheme.

As at the date of this annual report, the trustee held 24,343,000 shares under the Share Award Scheme, representing about 3.15% of the issued share capital of the Company. The remaining life of the Share Award Scheme was about 1 year and 3 months.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year ended 31 December 2019 was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or the Chief Executive of the Company or any of their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 38 to 56 of this annual report.

本集團之長期成功經營中擁有直接財務權益。股份獎勵計劃的運作日期自採納日期起為期十年。

於二零一三年十月三十日，重新考慮股份獎勵計劃之條款後，為表揚本集團不同級別的僱員作出的貢獻，股份獎勵計劃已予修訂，使「僱員」指本集團成員公司不時之任何僱員，不論全職或兼職，亦不論於採納日期之前或之後成為本公司僱員。

除董事會另行決定者外，受託人根據股份獎勵計劃購買的所有股份總數不得超過於採納日期已發行股份的10%（即77,812,500股股份）。根據股份獎勵計劃向合資格僱員獎勵的股份數目上限，不得超過於採納日期本公司已發行股份的1%。

年內，本公司並無就股份獎勵計劃於市場上購買本公司任何現有股份。

年內並無授出股份獎勵計劃下的股份。

於本年報日期，受託人根據股份獎勵計劃持有分別24,343,000股，佔本公司已發行股本約3.15%。股份獎勵計劃的剩餘年期約為1年3個月。

### 董事認購股份或債券的權利

除上文披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司概無於截至二零一九年十二月三十一日止年度內作出任何安排，致令本公司董事或主要行政人員或彼等各自的配偶或十八歲以下的子女可因認購本公司或任何其他法人團體的股份或債券而獲取利益。

### 企業管治

本公司致力維持高水平之企業管治。有關本公司之企業管治施行情況已詳載於本年報第38至56頁之企業管治報告內。

## REPORT OF THE DIRECTORS (continued)

## 董事會報告(續)

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATION**

The Directors and Chief Executive of the Company who held office as at 31 December 2019 had the following interests in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

**董事及行政總裁於公司及相聯法團的股份、相關股份及債券的權益及淡倉**

根據本公司遵照證券及期貨條例(「證券及期貨條例」)第352條規定而須存置的登記冊所記錄，或根據標準守則而須知會本公司及聯交所，於二零一九年十二月三十一日任職的本公司董事及行政總裁擁有本公司及任何相聯法團(定義見證券及期貨條例)的股份、相關股份及債券的權益如下：

Capacity 身份	Total number of ordinary shares held 持有普通股總數	Approximate % of total issued shares 已發行股份 總數的約百分比
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*Long position in shares  
於股份的好倉***Directors****董事**

Mr. Qian Yixiang 錢毅湘先生	Interest of controlled corporation 於受控制法團的權益	521,115,000 <sup>(i)</sup>	67.35
Ms. Jia Lingxia 賈凌霞女士	Interest of controlled corporation 於受控制法團的權益	521,115,000 <sup>(i)</sup>	67.35
Mr. Zha Saibin 查賽彬先生	Beneficial owner 實益擁有人	780,000	0.10
Mr. Yeung Chi Tat 楊志達先生	Beneficial owner 實益擁有人	50,000	0.01

*Note:*

(i) The 520,815,000 shares were owned by King Able Limited ("King Able") and 300,000 shares were owned by Bright Rise Trading Limited, both companies owned as to 50% by Mr. Qian Yixiang and 50% by Ms. Jia Lingxia. Mr. Qian Yixiang and Ms. Jia Lingxia are thus deemed to be interested in those shares by virtue of Part XV of the SFO.

*附註:*

(i) 520,815,000股股份乃由興寶有限公司(「興寶」)擁有，300,000股股份乃由皓昇貿易有限公司擁有，兩間公司皆由錢毅湘先生擁有50%權益及賈凌霞女士擁有50%權益。因此，根據證券及期貨條例XV部，錢毅湘先生及賈凌霞女士被視為於該等股份中擁有權益。

Save as disclosed above, as at 31 December 2019, none of the Directors and Chief Executive of the Company held any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一九年十二月三十一日，本公司董事及主要行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有證券及期貨條例第352條規定本公司須存置的登記冊所記錄的任何權益或淡倉或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

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

As at 31 December 2019, the following interests of 5% or more of the issued share capital of the Company (other than those held by the Directors and Chief Executive of the Company) were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

## 主要股東於本公司股份及相關股份的權益及淡倉

於二零一九年十二月三十一日，以下佔本公司(本公司董事或主要行政人員持有者除外)已發行股本5%或以上的權益已載於本公司根據證券及期貨條例第336條規定而須存置的權益登記冊：

Capacity 持有身份	Total number of ordinary shares held 已發行股份普通股總數	Approximate % of total 總數的百分比
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Long position in shares  
於股份的好倉

### Substantial shareholder

#### 主要股東

King Able 興寶有限公司	Beneficial owner 實益擁有人	520,815,000	67.31
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Save as disclosed above, as at 31 December 2019, the Company had not been notified by any persons (other than the Directors and Chief Executive of the Company) who had interests or short position in the shares or underlying shares of the Company which were recorded in the register required to be kept under Section 336 of the SFO.

除上文所披露者外，於二零一九年十二月三十一日，本公司並無接獲任何人士(本公司董事及行政總裁除外)通知，表示其持有須記錄於根據證券及期貨條例第336條規定須存置之登記冊的本公司股份及相關股份中的權益或淡倉。

## CONNECTED TRANSACTIONS

On 19 July 2019, Boer Energy Jiangsu Co., Ltd ("Boer Energy"), a 60% indirectly-owned subsidiary of the Company, entered into an equity transfer agreement with Shanghai Huxi Property Management Co., Ltd, pursuant to which Boer Energy disposed the 100% equity interest in Wuxi Yunneng Electricity Sale Service Co., Ltd ("Wuxi Yunneng"), a company established in the PRC, at a consideration of RMB4.9 million (the "Transaction").

## 關連交易

於二零一九年七月十九日，本公司擁有60%間接權益的附屬公司博耳能源江蘇有限公司(「博耳能源」)與上海滬錫物業管理有限公司訂立股權轉讓協議，據此，博耳能源出售在中國成立的無錫雲能售電服務有限公司(「無錫雲能」)的100%股權，作價人民幣4.9百萬元(「該交易」)。

Wuxi Yunneng is wholly-owned by Mr. Qian Zhongming, being (i) an Executive Director, (ii) the father of Mr. Qian Yixiang, an Executive Director, the Chairman of the Board, Chief Executive Officer of the Company and one of the Controlling Shareholders of the Company and (iii) the father-in-law of Ms. Jia Lingxia, an Executive Director and one of the Controlling Shareholders of the Company. Thus Wuxi Yunneng is a connected person of the Company as defined in the Listing Rules. Accordingly, the Transaction constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

無錫雲能為一間由錢仲明先生為(i)執行董事；(ii)本公司的執行董事、主席、行政總裁兼控股股東之一錢毅湘先生的父親；及(iii)本公司的執行董事兼控股股東之一賈凌霞女士的家翁)全資擁有的公司。因此，無錫雲能為上市規則定義下之本公司的關連人士。因此，根據上市規則第14A章，該交易構成本公司的關連交易。

The details of the Transaction are disclosed in the Company's announcement dated 19 July 2019.

該交易詳情於本公司日期為二零一九年七月十九日的公告內披露。



## REPORT OF THE DIRECTORS (continued)

### 董事會報告(續)

#### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

#### PERMITTED INDEMNITY PROVISION

At no time during the year and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors of the Company or an associate company.

During the year, a Directors and Senior Officers Liability Insurance is in place to provide appropriate cover for the directors and senior management of the Group. However, such insurance coverage shall not extend to any matter in respect of any fraud or dishonesty which may attach to such director and senior management.

#### CONFIRMATION OF INDEPENDENCE

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

#### AUDIT COMMITTEE

The Audit Committee has reviewed together with the management and the external auditor, BDO Limited, the audited consolidated financial statements for the year ended 31 December 2019.

#### AUDITOR

KPMG resigned and BDO Limited was appointed as the auditor of the Company on 5 December 2018. Save as disclosed above, there is no change of auditor in the past three years.

BDO Limited will retire and being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as the auditor of the Company will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

**Qian Yixiang**  
Chairman

Hong Kong  
25 March 2020

#### 足夠公眾持股量

根據本公司從公開途徑所得的資料及據董事所知，本公司於本年報日期一直維持上市規則所規定的足夠公眾持股量。

#### 獲准許的彌償條文

於年內及直至本報告日期，概無任何獲准許的彌償條文於惠及本公司任何董事或聯營公司之情況下生效。

年內，本公司已投購董事及高級人員責任保險，為本集團董事及高級管理層提供適當的保障。然而，有關保險保障範圍不應延伸至任何與董事及高級管理層欺詐或不忠誠有關的事宜。

#### 確認獨立性

本公司已接獲所有獨立非執行董事根據上市規則第3.13條規定每年所作之獨立性確認函，亦認同彼等之獨立性。

#### 審計委員會

審計委員會已與管理層和外部核數師(香港立信德豪會計師事務所有限公司)審閱截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

#### 核數師

於二零一八年十二月五日，畢馬威會計師事務所卸任及香港立信德豪會計師事務所有限公司獲委任為本公司核數師。除上述內容所披露外，過去三年並無變更核數師。

香港立信德豪會計師事務所有限公司將任滿告退，惟願意膺選連任。在即將舉行的股東週年大會上將提呈續聘香港立信德豪會計師事務所有限公司為本公司核數師的決議案。

代表董事會

主席  
**錢毅湘**

香港  
二零二零年三月二十五日



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



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### TO THE SHAREHOLDERS OF BOER POWER HOLDINGS LIMITED

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

致博耳電力控股有限公司股東

*(於開曼群島註冊成立的有限公司)*

### OPINION

We have audited the consolidated financial statements of Boer Power Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 79 to 184, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 意見

本核數師(以下簡稱「我們」)已審計列載於第79至184頁博耳電力控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及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》的披露要求妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們根據該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## INDEPENDENT AUDITOR'S REPORT *(continued)*

### 獨立核數師報告(續)

#### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3(b) to the consolidated financial statements, which indicates that even though the Group had net current assets of RMB15,068,000 as at 31 December 2019, its short term bank borrowings amounted to RMB743,839,000 while the Group maintained its cash and cash equivalents of RMB68,879,000 only. As stated in note 3(b), these conditions indicate that material uncertainty existed that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

#### 有關持續經營之重大不確定性

我們謹請閣下注意綜合財務報表附註3(b)所披露，當中表明儘管貴集團於二零一九年十二月三十一日的流動資產淨值為人民幣15,068,000元，其短期銀行借款為人民幣743,839,000元，而貴集團維持其現金及現金等價物僅為人民幣68,879,000元。如附註3(b)所述，該等情況顯示存在重大不確定性，可能對貴集團之持續經營能力構成重大疑問。我們的意見沒有就此事項進行修改。

#### 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。除「有關持續經營之重大不確定性」一節中提及之事項外，我們認為下列事項為我們的報告中溝通的關鍵審計事項。

**REVENUE RECOGNITION**

Refer to note 6 to the consolidated financial statements and the accounting policies on pages 111 to 113.

The Key Audit Matter	How the matter was addressed in our audit
<p>The Group recorded revenue arising from sale of electrical distribution systems and related parts, and also from the Engineering Procurement and Construction (“EPC”) contracts.</p> <p>i) Revenue from sale of electrical distribution systems and related parts is recognised at a point in time when control of the goods passes to the customers. Customers obtain control of the goods when the goods are delivered to and have been accepted.</p> <p>Certain contracts for the sale of electrical distribution systems may be subject to additional conditions (e.g. the completion of installation and testing procedures) which may affect the timing of revenue recognition.</p> <p>Contracts generally contain no right of return, warranty and no variable consideration.</p>	<p>Our procedures in relation to a sample of revenue transactions arising from the sale of electrical distribution systems and related parts included:</p> <ul style="list-style-type: none"> <li>– understanding and testing the key controls over the recognition of sale of goods;</li> <li>– identifying the performance obligations based on the contractual agreements; obtaining evidence regarding the transfer of control of the goods (including, where relevant, contractual agreements, invoices, delivery notes and acknowledgement of receipts);</li> <li>– testing revenue recognition by tracing the transactions from the general ledger to supporting documents, such as underlying invoices, contractual agreements, delivery notes and acknowledgement of receipts; and</li> <li>– inspecting significant manual adjustments to revenue raised during the reporting period, enquiring of management about the reasons for such adjustments and comparing the details of the adjustments with the relevant documents.</li> </ul>

## REVENUE RECOGNITION (CONTINUED)

The Key Audit Matter	How the matter was addressed in our audit
<p>ii) Depending on the performance obligations defined in the EPC contracts, revenue from the EPC projects can be either recognised over time or at a point in time.</p> <p>For the EPC projects where a performance obligation is satisfied over time based on the progress towards complete satisfaction, the Group recognises the revenue using the input method. That is, the contract completion progress is determined by reference to the proportion of cost incurred to date to the estimated total cost of the relevant contract. Estimation of total contract cost involves significant accounting estimates and judgement, including the estimation of contingent expenses until completion.</p> <p>For the EPC projects where a performance obligation cannot be demonstrated as being satisfied over time, the Group recognises the revenue at a point in time when control of the goods passes to the customers.</p> <p>We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group which gives rise to an inherent risk that revenue could be recorded in the incorrect period or subject to manipulation.</p>	<p>Our procedures in relation to revenue transactions arising from the EPC contracts included:</p> <ul style="list-style-type: none"> <li>– understanding and testing the key controls over the recognition of revenue from the EPC contracts;</li> <li>– identifying the performance obligations based on the contractual agreements; obtaining evidence regarding the transfer of control of the goods (including, where relevant, contractual agreements, invoices, delivery notes and acknowledgement of receipts);</li> <li>– discussing with management their processes for estimating the total contract cost; and comparing management's estimation with the actual cost to complete each contract;</li> <li>– inspecting on a sampling basis of EPC contracts during the current year to identify key clauses of accounting significance; assessing management's accounting treatment and comparing the agreed contract price to that used by the Group in the calculation of contract revenue;</li> <li>– reconciling the amount of contract costs incurred by reference to the stage of completion of contract activity stated in progress reports; and</li> <li>– reconciling the amount of revenue recognised based on the proportion of contract costs incurred.</li> </ul>

## 收入確認

請參閱綜合財務報表附註6及第111至113頁之會計政策。

關鍵審計事項	我們的審計如何處理該事項
<p>貴集團錄得之收入主要來自配電系統及相關組件之銷售，以及來自工程、採購及建設(「EPC」)合同。</p> <p>i) 來自配電系統及相關組件之銷售之收入於貨物控制權轉移至客戶時確認。客戶於貨物交付及接收時取得貨物控制權。</p> <p>銷售配電系統之若干合同受其他情況(如完成安裝及測試程序)影響，或會影響收入確認之時間。</p> <p>合約一般不包含退貨權、保證及可變代價。</p>	<p>我們就配電系統及相關組件之銷售之收入交易進行抽樣檢查的程序包括：</p> <ul style="list-style-type: none"> <li>— 了解及測試對確認銷售貨物的主要控制權；</li> <li>— 根據合約協議識別履約責任；就轉讓貨物控制權(包括(倘相關)合約協議、發票、提貨單及回執)取得證據；</li> <li>— 透過由總賬至證明文件(例如相關發票、合約協議、提貨單及回執)追蹤交易，藉此測試收入確認；及</li> <li>— 檢查在報告期內對收入作出之重大手動調整，並向管理層查詢有關該等調整之原因，並將調整詳情與相關文件進行比對。</li> </ul>



## 收入確認(續)

關鍵審計事項	我們的審計如何處理該事項
<p>ii) 來自EPC項目之收入可於一段時間內或某一時間點確認，視乎於EPC合同中所定義之履約責任而定。</p> <p>就根據已完成履約之進度於一段時間內達成履約責任之EPC項目而言，貴集團使用投入法確認收入，即合同完成進度參考相關合同迄今所產生成本佔其估計總成本之比例釐定。合同總成本之估計涉及重大會計估計及判斷，包括就於完成前之潛在開支作出之估計。</p> <p>就於某一段時間內達成但未能顯示履約責任之EPC項目而言，貴集團於貨物控制權轉移至客戶時確認收入。</p> <p>我們將收入確認識別為關鍵審計事項，因為收入乃貴集團的主要業績指標之一，惟存在收入可能會被錄入錯誤的期間內或被操縱的固有風險。</p>	<p>我們就EPC合同之收入交易進行檢查的程序包括：</p> <ul style="list-style-type: none"> <li>— 了解及測試對確認來自EPC合同之收入的主要控制措施；</li> <li>— 根據合約協議識別履約責任；就轉讓貨物控制權（包括（倘相關）合約協議、發票、提貨單及回執）取得證據；</li> <li>— 與管理層討論彼等估計合同總成本的過程，及將管理層的估計與完成每份合同的實際成本作比對；</li> <li>— 抽樣檢查於本年度內的EPC合同以識別就會計處理而言屬重大的主要條款；評估管理層的會計處理及將協定合同價與貴集團計算合同收入時所採用者作比對；</li> <li>— 參考進度報告所載合約活動完成階段核對已產生的合約成本金額；及</li> <li>— 根據所產生的合約成本比例核對已確認收入金額。</li> </ul>

**RECOVERABILITY OF TRADE RECEIVABLES**

Refer to note 20 to the consolidated financial statements and the accounting policies on pages 104 to 106.

The Key Audit Matter	How the matter was addressed in our audit
<p>As at 31 December 2019, the carrying value of trade receivables was RMB471,293,000 (gross trade receivables: RMB2,366,027,000; allowance for impairment losses: RMB1,894,734,000), which represent approximately 36% of total current assets in the consolidated statement of financial position (2018: 66%).</p> <p>The Group measures the loss allowance for its trade receivables at an amount equal to the lifetime expected credit losses ("ECLs") using the provision matrix approach. The provision matrix is determined based on information about past events, current conditions and forecasts of future conditions, as well as the time value of money.</p> <p>We identified the recoverability of trade receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant degree of judgements made by the management in assessing the impairment of trade receivables and determining the allowance for impairment losses.</p>	<p>Our audit procedures to assess the recoverability of trade receivables included the following:</p> <ul style="list-style-type: none"> <li>- obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Group's key internal controls relating to credit control, debt collection and making allowance for impairment losses;</li> <li>- obtaining an understanding of the basis of management's judgements about the recoverability of individual balances and evaluating the impairment allowances with reference to debtors' financial condition, the industry in which the debtors are operating, the ageing of overdue balances, historical and post year-end payment records, legal documents relating to disputes with customers, rescheduling of payment agreed with customers and other relevant information obtained from other audit procedures;</li> <li>- assessing the assumptions and estimates made by the management in development of the ECLs including considering the customers' expected payment pattern along with macroeconomic information; and</li> <li>- obtaining a summary of subsequent settlements relating to trade receivable balances at 31 December 2019 and inspecting underlying documents relating to the payments received, on a sample basis.</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (continued)

## 獨立核數師報告(續)

## 應收貿易賬款之可收回性

請參閱綜合財務報表附註20及第104至106頁之會計政策。

## 關鍵審計事項

於二零一九年十二月三十一日，應收貿易賬款賬面值為人民幣471,293,000元(應收貿易賬款總額：人民幣2,366,027,000元；減值虧損撥備：人民幣1,894,734,000元)，相當於綜合財務狀況表內流動資產總值約36%(二零一八年：66%)。

貴集團採用撥備矩陣法以等於存續預期信貸虧損(「預期信貸虧損」)的金額計量其應收貿易賬款的虧損撥備。撥備矩陣乃根據有關過往事件、現時狀況及未來狀況預測的資料以及貨幣時間值釐定。

我們將應收貿易賬款的可收回性識別為關鍵審計事項，乃由於其結餘對綜合財務報表整體而言屬重大，以及管理層於評估應收貿易賬款減值及釐定減值虧損撥備時作出之重大判斷。

## 我們的審計如何處理該事項

我們評估應收貿易賬款的可收回性的審計程序包括下列各項：

- 了解及評估 貴集團有關信貸控制、收債及就減值虧損計提撥備的主要內部控制的設計、實施及執行成效；
- 了解管理層判斷個別結餘的可收回性以及評估管理層經參考債務人財務狀況、其所身處行業、逾期結餘賬齡、過往及年結日後付款記錄、與客戶糾紛的相關法律文件、與客戶重新協定的付款安排及從其他審計程序中取得的其他相關資料後作出減值撥備的基礎；
- 評估管理層就預期信貸虧損之發展作出的假設及估計，包括考慮客戶預期付款模式以及宏觀經濟資料；及
- 取得於二零一九年十二月三十一日應收貿易賬款的後續結算概要，並抽樣檢查所收取款項的相關基本文件。

## OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises all 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.

## 年報內的其他信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，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瞭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，如果我們認為該等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。

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

## 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

董事亦負責監督 貴集團的財務報告過程。審計委員會協助董事履行其於此方面的責任。

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅根據我們的聘用條款對全體股東報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴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 (continued)

## 獨立核數師報告(續)

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

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.

核數師就審計綜合財務報表承擔的責任  
(續)

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致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，或凌駕於內部監控之上，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，則我們應當修改我們的意見。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相關交易和事項。



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

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

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

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

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

#### **BDO Limited**

*Certified Public Accountants*

Amy Yau Shuk Yuen  
Practising Certificate No. P06095  
Hong Kong, 25 March 2020

### 核數師就審計綜合財務報表承擔的責任(續)

- 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，我們與審計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。

我們還向審計委員會提交聲明，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。

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

香港立信德豪會計師事務所有限公司  
執業會計師

游淑婉  
執業證書編號P06095  
香港，二零二零年三月二十五日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

for the year ended 31 December 2019 (Expressed in Renminbi)  
截至二零一九年十二月三十一日止年度(以人民幣計值)

		Note	2019	2018
		附註	二零一九年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元
Revenue	收入	6	<b>737,128</b>	628,235
Cost of sales	銷售成本	6	<b>(523,790)</b>	(427,695)
Gross profit	毛利	6	<b>213,338</b>	200,540
Other income	其他收入	7	<b>9,273</b>	24,049
Selling and distribution expenses	銷售及分銷開支		<b>(73,576)</b>	(62,175)
Administrative and other operating expenses	行政及其他營運開支		<b>(99,613)</b>	(137,374)
Impairment losses for trade and other receivables	應收貿易及其他賬款的減值虧損	20(b)	-	(942,786)
Profit/(loss) from operations	經營溢利/(虧損)		<b>49,422</b>	(917,746)
Finance costs	財務成本	8(a)	<b>(42,538)</b>	(49,182)
Profit/(loss) before taxation	除稅前溢利/(虧損)	8	<b>6,884</b>	(966,928)
Income tax expense	所得稅開支	9(a)	<b>(1,142)</b>	(30,951)
Profit/(loss) for the year	年內溢利/(虧損)		<b>5,742</b>	(997,879)
Other comprehensive income for the year	年內其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後可能重新歸類入損益的項目:			
Exchange differences on translation of financial statements of operations outside Mainland China	換算於中國大陸境外業務財務報表的匯兌差額		<b>(9,580)</b>	(1,041)
Other comprehensive income for the year	年內其他全面收益		<b>(9,580)</b>	(1,041)
Total comprehensive income for the year	年內全面收益總額		<b>(3,838)</b>	(998,920)
Profit/(loss) attributable to:	應佔溢利/(虧損):			
Equity shareholders of the Company	本公司權益股東		<b>3,480</b>	(958,429)
Non-controlling interests	非控股權益		<b>2,262</b>	(39,450)
Profit/(loss) for the year	年內溢利/(虧損)		<b>5,742</b>	(997,879)
Total comprehensive income attributable to:	應佔全面收益總額:			
Equity shareholders of the Company	本公司權益股東		<b>(6,100)</b>	(959,470)
Non-controlling interests	非控股權益		<b>2,262</b>	(39,450)
Total comprehensive income for the year	年內全面收益總額		<b>(3,838)</b>	(998,920)
Earnings per share	每股盈利			
Basic and diluted (RMB cents)	基本及攤薄(人民幣分)	12	<b>0.5</b>	(127.9)

The notes on pages 84 to 184 form part of these financial statements.

第84至184頁的附註構成該等財務報表的一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

at 31 December 2019 (Expressed in Renminbi)  
於二零一九年十二月三十一日(以人民幣計值)

	Note 附註	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>Non-current assets</b>			
<b>非流動資產</b>			
Property, plant and equipment	13	256,438	305,627
Investment properties	14	101,083	120,575
Intangible assets	15	1,997	2,814
Lease prepayments	16	–	32,433
Interest in an associate		551	546
Financial assets at fair value through profit or loss		10,556	9,094
Contract costs	21	35,099	–
Construction in progress		–	1,795
Deferred tax assets	28(b)	198,008	205,925
		<b>603,732</b>	678,809
<b>Current assets</b>			
<b>流動資產</b>			
Inventories	19	128,931	105,385
Trade and other receivables	20	593,073	943,559
Current tax asset	28(a)	–	3,137
Pledged deposits	22(a)	152,404	32,956
Contract costs	21	356,392	20,666
Cash and cash equivalents	22(a)	68,879	9,734
		<b>1,299,679</b>	1,115,437
<b>Current liabilities</b>			
<b>流動負債</b>			
Borrowings	23	743,839	638,893
Trade and other payables	24	511,347	400,706
Lease liabilities	25	1,459	–
Amounts due to related parties	34(a)	17,023	–
Obligations under finance leases	25	–	27,578
Current tax liabilities	28(a)	10,943	30,740
		<b>1,284,611</b>	1,097,917
<b>Net current assets</b>		<b>15,068</b>	17,520
<b>Net current assets</b>		<b>15,068</b>	17,520
<b>Total assets less current liabilities</b>		<b>618,800</b>	696,329
<b>Total assets less current liabilities</b>		<b>618,800</b>	696,329
<b>Non-current liabilities</b>			
<b>非流動負債</b>			
Borrowings	23	–	56,000
Lease liabilities	25	46,755	–
Amounts due to related parties	34(a)	388,311	384,266
Obligations under finance leases	25	–	65,569
Deferred tax liabilities	28(b)	4,925	1,408
		<b>439,991</b>	507,243
<b>NET ASSETS</b>		<b>178,809</b>	189,086
<b>NET ASSETS</b>		<b>178,809</b>	189,086

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

## 綜合財務狀況表(續)

at 31 December 2019 (Expressed in Renminbi)  
於二零一九年十二月三十一日(以人民幣計值)

		Note 附註	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>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	29(c)	<b>66,010</b>	66,010
Reserves	儲備	29(d)	<b>166,928</b>	172,542
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益總額</b>		<b>232,938</b>	238,552
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>(54,129)</b>	(49,466)
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>178,809</b>	189,086

Approved and authorised for issue by the Board of Directors on 25 March 2020.

由董事會於二零二零年三月二十五日批准及授權刊發。

**Qian Yixiang**  
錢毅湘  
Director  
董事

**Jia Lingxia**  
賈凌霞  
Director  
董事

The notes on pages 84 to 184 form part of these financial statements.

第84至184頁的附註構成該等財務報表的一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

for the year ended 31 December 2019 (Expressed in Renminbi)  
截至二零一九年十二月三十一日止年度(以人民幣計值)

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Share capital	Shares held for share award scheme 根據股份獎勵計劃持有的股份	Share premium	Employee share-based compensation reserve 以股份支付的僱員酬金儲備	Statutory reserve	Capital reserve	Capital redemption reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	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	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的結餘	66,010	(100,121)	20,710	1,505	252,337	21,436	372	(39,869)	975,632	1,198,022	(9,518)	1,188,504
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(958,429)	(958,429)	(39,450)	(997,879)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	(1,041)	-	(1,041)	-	(1,041)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	-	-	-	-	-	-	-	(1,041)	(958,429)	(959,470)	(39,450)	(998,920)
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	-	-	(498)	(498)
Appropriation to statutory reserve	分配至法定儲備	-	-	-	-	3,195	-	-	-	(3,195)	-	-	-
Balance at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日的結餘	<b>66,010</b>	<b>(100,121)</b>	<b>20,710</b>	<b>1,505</b>	<b>255,532</b>	<b>21,436</b>	<b>372</b>	<b>(40,900)</b>	<b>14,008</b>	<b>238,552</b>	<b>(49,466)</b>	<b>189,086</b>
Profit for the year	年內溢利	-	-	-	-	486	-	-	-	3,480	3,966	2,262	6,228
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	(6,925)	(6,925)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	(9,580)	-	(9,580)	-	(9,580)
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	-	-	-	-	486	-	-	(9,580)	3,480	(5,614)	(4,663)	(10,277)
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	<b>66,010</b>	<b>(100,121)</b>	<b>20,710</b>	<b>1,505</b>	<b>256,018</b>	<b>21,436</b>	<b>372</b>	<b>(50,480)</b>	<b>17,488</b>	<b>232,938</b>	<b>(54,129)</b>	<b>178,809</b>

The notes on pages 84 to 184 form part of these financial statements.

第84至184頁的附註構成該等財務報表的一部分。



# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

for the year ended 31 December 2019 (Expressed in Renminbi)  
截至二零一九年十二月三十一日止年度(以人民幣計值)

	Note 附註	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>Operating activities</b>	<b>經營業務</b>		
Cash generated from operations	經營所產生現金	22(b) <b>137,454</b>	170,318
Income tax paid	已付所得稅	<b>(6,331)</b>	(18,149)
<b>Net cash generated from operating activities</b>	<b>經營業務所產生現金淨額</b>	<b>131,123</b>	152,169
<b>Investing activities</b>	<b>投資活動</b>		
Payment for purchase of property, plant and equipment	購置物業、廠房及設備付款	<b>(3,374)</b>	(6,926)
Payment for construction in progress	在建工程付款	<b>(2,024)</b>	(1,795)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>990</b>	546
Proceeds from disposal of investment properties	出售投資物業所得款項	<b>13,493</b>	–
Net proceeds from disposal of subsidiaries	出售附屬公司所得款項淨額	<b>23,433</b>	–
Payment for investment in an associate	就於一間聯營公司投資的付款	<b>–</b>	(560)
Interest received	已收利息	<b>611</b>	8,725
Placement of pledged deposits	存入有抵押存款	<b>(152,404)</b>	(40,971)
Withdrawal of pledged deposits	提取有抵押存款	<b>32,956</b>	344,188
Acquisition of non-controlling interests	收購非控股權益	<b>–</b>	(498)
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動所(動用)/產生現金淨額</b>	<b>(86,319)</b>	302,709
<b>Financing activities</b>	<b>融資活動</b>		
Proceeds from borrowings	借貸所得款項	22(c) <b>756,213</b>	629,073
Repayment of borrowings	償還借貸	22(c) <b>(707,267)</b>	(960,936)
Repayment of lease liabilities	償還租賃負債	22(c) <b>(15,087)</b>	–
Capital element of finance lease rentals paid	支付融資租賃租金之本金部分	22(c) <b>–</b>	(485)
Interest element of finance lease rentals paid	支付融資租賃租金之利息部分	22(c) <b>–</b>	(6,101)
Payment for interest on borrowings	借貸利息付款	<b>(36,565)</b>	(43,081)
Advance from related parties	關連方墊款	22(c) <b>94,035</b>	753,894
Repayment of advance from related parties	償還關連方墊款	22(c) <b>(77,012)</b>	(833,000)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動所產生/(動用)現金淨額</b>	<b>14,317</b>	(460,636)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加/(減少)淨額</b>	<b>59,121</b>	(5,758)
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及現金等價物</b>	22(a) <b>9,734</b>	15,655
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>24</b>	(163)
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日的現金及現金等價物</b>	22(a) <b>68,879</b>	9,734

The notes on pages 84 to 184 form part of these financial statements.

第84至184頁的附註構成該等財務報表的一部分。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 1 GENERAL INFORMATION

Boer Power Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 12 February 2010 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 Company and its subsidiaries (the “Group”) are principally engaged in design, manufacture and sale of electrical distribution equipment and provision of electrical distribution systems solution services in the People’s Republic of China (the “PRC”).

### 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group.

HKFRS 16 HK(IFRIC)-Int 23	Leases Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, Business Combinations
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 12, Income Taxes
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement

Except as explained below, the other new or amended HKFRSs that are effective from 1 January 2019 did not have any significant impact on the Group’s accounting policies.

### 1 一般資料

博耳電力控股有限公司(「本公司」)於二零一零年二月十二日根據開曼群島公司法第22章(一九六一年法例3，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司及其附屬公司(「本集團」)主要在中華人民共和國(「中國」)從事設計、製造及銷售配電設備以及提供配電系統方案服務。

### 2 香港財務報告準則(「香港財務報告準則」)的變動

香港會計師公會已頒佈多項新訂或經修訂的香港財務報告準則，該等準則於本集團本會計期間內首次生效。

香港財務報告準則第16號 香港(國際財務報告 詮釋委員會) — 詮釋第23號	租賃 所得稅會計處理的 不確定性
香港財務報告準則 第9號(修訂本)	具有負補償的預付 款項特性
香港會計準則第28號 (修訂本)	於聯營公司及合營企業的 長期權益
香港財務報告準則 二零一五年至 二零一七年週期之 年度改進	香港財務報告準則第3號 (修訂本)， 業務合併
香港財務報告準則 二零一五年至 二零一七年週期之 年度改進	香港會計準則第12號 (修訂本)，所得稅
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結算

除如下文所闡釋者外，於二零一九年一月一日生效的其他新訂或經修訂的香港財務報告準則並無對本集團的會計政策造成任何重大影響。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### (a) Impact of the adoption of HKFRS 16

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17 Leases (“HKAS 17”), HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases-Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. From a lessee’s perspective, almost all leases are recognised in the statement of financial position as right-of-use (“ROU”) assets and lease liabilities, with the narrow exception to this principle for leases which the underlying assets are of low-value or are determined as short-term leases. From a lessor’s perspective, the accounting treatment is substantially unchanged from HKAS 17.

The Group has applied HKFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognised at 1 January 2019. Accordingly, the comparative information presented for 2018 has not been restated – i.e. it is presented, as previously reported, under HKAS 17 and related interpretations. The details of the changes in accounting policies are disclosed below.

#### A. The new definition of a lease

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset and (b) the right to direct the use of the identified asset.

For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless the lessee apply the practical expedient which allows the lessee to elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group’s lease contracts do not contain non-lease components.

## 2 香港財務報告準則(「香港財務報告準則」)的變動(續)

### (a) 採納香港財務報告準則第16號的影響

香港財務報告準則第16號對租賃的會計處理作出重大更改，主要是承租人的會計處理方面。其取代香港會計準則第17號租賃(「香港會計準則第17號」)、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)–詮釋第15號經營租賃–優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。從承租人角度來看，絕大部分租賃於綜合財務狀況表確認為使用權資產(「使用權資產」)及租賃負債，惟相關資產價值較低或被釐定為短期租賃的租賃等少數該原則例外情況除外。從出租人角度來看，會計處理大致與香港會計準則第17號一致。

本集團已使用經修訂追溯法應用香港財務報告準則第16號，據此，初始應用的累計影響於二零一九年一月一日已確認。因此，二零一八年呈列的比較資料尚未重列，即如過往所呈報，按香港會計準則第17號及相關詮釋呈列。會計政策變動詳情於下文披露。

#### A. 租賃的新定義

根據香港財務報告準則第16號，租賃被定義為以代價獲得資產(相關資產)於一段時間內的使用權的一項合約或合約的一部分。當客戶於整個使用期間同時：(a)有權獲取使用已識別資產帶來的絕大部分經濟利益及(b)有權指示已識別資產的用途時，合約附帶權利可於一段時間內控制已識別資產的用途。

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，承租人須將合約代價分配至各租賃成分，基準是租賃成分的相對獨立價格及非租賃成分的總獨立價格，除非承租人應用實際權宜方法使承租人可按相關資產類別選擇不從租賃成分中區分非租賃成分，而是將各租賃成分及任何相關非租賃成分入賬列作單一租賃成分。

本集團的租賃合約並不包含非租賃成分。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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## 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (CONTINUED)

### B. Accounting as a lessee

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the statement of financial position of the lessee.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as ROU assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value.

The Group has elected not to recognise the ROU assets and lease liabilities for some short term leases (i.e. leases with lease terms of twelve months or less at the commencement date) and those with remaining terms less than twelve months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group recognises a ROU asset and a lease liability at the commencement date of a lease.

#### ROU asset

The ROU asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The Group has elected to present the ROU assets in ‘property, plant and equipment’ applying a cost model. Under the cost model, the Group measures the ROU assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities.

## 2 香港財務報告準則(「香港財務報告準則」)的變動(續)

### B. 作為承租人的會計處理

根據香港會計準則第17號，承租人須根據租賃資產擁有權隨附風險及回報與出租人或承租人的相關程度將租賃分類為經營租賃或融資租賃。倘租賃釐定為經營租賃，承租人將於租賃期內將經營租賃項下的租賃付款確認為開支。租賃項下的資產將不會於承租人的財務狀況表內確認。

根據香港財務報告準則第16號，所有租賃(不論為經營租賃或融資租賃)均須於財務狀況表資本化為使用權資產及租賃負債，惟香港財務報告準則第16號為實體提供會計政策選擇，可選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃進行資本化。

本集團已選擇不就若干短期租賃(即於開始日期租賃期為十二個月或以下的租賃)及剩餘租賃期為十二個月以下的租賃確認使用權資產及租賃負債。本集團於租賃期內按直線基準將與該等租賃相關的租賃款項確認為開支。

本集團於租賃開始日期確認使用權資產及租賃負債。

#### 使用權資產

使用權資產應按成本確認並將包括：(i)初步計量租賃負債的金額(見下文有關租賃負債入賬的會計政策)；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；(iii)承租人產生的任何初始直接成本；及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。

本集團選擇採用成本模式將使用權資產於「物業、廠房及設備」呈列。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

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## 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### B. Accounting as a lessee (continued)

#### Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the commencement date. The lease payments shall be discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group shall use the Group’s incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

### C. Accounting as a lessor

As the accounting under HKFRS 16 for a lessor is substantially unchanged from the requirements under HKAS 17, the adoption of HKFRS 16 does not have significant impact on these consolidated financial statements.

## 2 香港財務報告準則(「香港財務報告準則」)的變動(續)

### B. 作為承租人的會計處理(續)

#### 租賃負債

租賃負債應按並非於開始日期支付之租賃付款的現值確認。租賃付款將採用租賃暗含的利率貼現，或倘該利率無法輕易釐定，本集團將採用本集團的遞增借貸利率。

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：(i)固定付款減任何應收租賃獎勵；(ii)初步按開始日期之指數或利率計量的浮動租賃付款(取決於指數或利率)；(iii)承租人根據剩餘價值擔保預期將支付的款項；(iv)倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v)倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，承租人將透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映作出的租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

### C. 作為出租人的會計處理

由於香港財務報告準則第16號項下的出租人會計處理與香港會計準則第17號的規定大致不變，因此採納香港財務報告準則第16號不會對此等綜合財務報表構成重大影響。



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## 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### D. Transition

As mentioned above, the Group has applied HKFRS 16 using the modified retrospective approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance at the date of initial application (1 January 2019). The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The Group has recognised the lease liabilities at the date of 1 January 2019 for leases previously classified as operating leases applying HKAS 17 and measured those lease liabilities at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate at 1 January 2019.

The Group has elected to recognise the ROU assets at 1 January 2019 for leases previously classified as operating leases under HKAS 17, and on a lease-by-lease basis, to measure the ROU asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position immediately before 1 January 2019. For all these ROU assets, the Group has adjusted at the date of initial application by the amount of any provision for onerous leases recognised in the statement of financial position immediately before the date of initial application.

The Group has also applied the follow practical expedients: (i) applied a single discount rate to a portfolio of leases with reasonably similar characteristics; (ii) applied the exemption of not to recognise the ROU assets and lease liabilities for leases with term that will end within twelve months of the date of initial application (1 January 2019) and accounted for those leases as short-term leases and (iii) excluded the initial direct costs from measurement of the ROU assets at 1 January 2019.

In addition, the Group has also applied the practical expedients such that: (i) HKFRS 16 is applied to all of the Group’s lease contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and (ii) not to apply HKFRS 16 to contracts that were not previously identified as containing a lease under HKAS 17 and HK(IFRIC)-Int 4.

## 2 香港財務報告準則(「香港財務報告準則」)的變動(續)

### D. 過渡

如上文所述，本集團已使用經修訂追溯法應用香港財務報告準則第16號，並將初始應用香港財務報告準則第16號的全部累計影響確認為對於初始應用日期(二零一九年一月一日)期初結餘的調整。二零一八年呈列的比較資料尚未重列，並繼續根據香港會計準則第17號及香港財務報告準則第16號的過渡條文所准許的相關詮釋呈報。

本集團已於二零一九年一月一日就先前應用香港會計準則第17號分類為經營租賃的租賃確認租賃負債並採用於二零一九年一月一日的承租人遞增借貸利率貼現，按餘下租賃付款的現值計量該等租賃負債。

本集團已選擇於二零一九年一月一日就先前根據香港會計準則第17號分類為經營租賃的租賃確認使用權資產，並按個別租賃基準以等於租賃負債的金額計量該等使用權資產，並就在緊接二零一九年一月一日前在綜合財務狀況表中確認的與該租賃有關的任何預付或應計租賃付款金額進行調整。就所有該等使用權資產而言，本集團已於初始應用日期對於緊接初始應用日期前的財務狀況表確認的任何有償租賃撥備金額進行調整。

本集團亦已應用下列實際權宜方法：(i) 就具有合理相似特徵的租賃組合應用單一貼現率；(ii) 豁免就租期由初始應用日期(二零一九年一月一日)起計十二個月內完結的租約確認使用權資產及租賃負債，並將該等租約入賬為短期租約；及(iii) 於二零一九年一月一日自使用權資產計量中扣除初步直接成本。

此外，本集團亦已應用實際權宜方法以便：(i) 將香港財務報告準則第16號應用於本集團先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃識別為租賃的所有租賃合約；及(ii) 並無將香港財務報告準則第16號應用於先前並無根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為含有租賃的合約。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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## 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### D. Transition (continued)

The Group has also leased equipment which previously were classified as finance leases under HKAS 17. As the Group has elected to apply the modified retrospective approach over the adoption of HKFRS 16, for those finance leases under HKAS 17, the ROU assets and the corresponding lease liabilities at 1 January 2019 were the carrying amount of the lease assets and lease liabilities under HKAS 17 immediately before that date.

### E. Summary of impact of the adoption of HKFRS 16

The Group has applied the modified retrospective approach where the ROU asset is recognised on the date of initial application as an amount equal to the lease liability. Therefore there is no impact on equity at the date of initial application.

The following table summarised the impact of transition to HKFRS 16 on consolidated statement of financial position as of 31 December 2018 to that of 1 January 2019 as follows:

Consolidated statement of financial position as at 1 January 2019 於二零一九年一月一日的綜合財務狀況表		RMB'000 人民幣千元
Increase in property, plant and equipment	物業、廠房及設備增加	33,794
Decrease in lease prepayments	預付租賃款項減少	(32,433)
		1,361
Decrease in obligations under finance leases	融資租賃承擔減少	(93,147)
Increase in lease liabilities	租賃負債增加	94,508
		1,361

The following reconciliation explains how the operating lease commitments disclosed applying HKAS 17 at the end of 31 December 2018 could be reconciled to the lease liabilities at the date of initial application and recognised in the consolidated statement of financial position as at 1 January 2019:

## 2 香港財務報告準則(「香港財務報告準則」)的變動(續)

### D. 過渡(續)

本集團亦已租賃先前根據香港會計準則第17號分類為融資租賃的設備。由於本集團已選擇應用香港財務報告準則第16號的經修訂追溯法，就香港會計準則第17號項下的融資租賃而言，於二零一九年一月一日的使用權資產及相應的租賃負債為緊接該日前根據香港會計準則第17號租賃資產及租賃負債的賬面值。

### E. 採納香港財務報告準則第16號的影響概要

本集團已採用經修訂追溯法，據此，使用權資產於初始應用日期以等於租賃負債的金額確認。因此，對於初始應用日期的權益並無影響。

下表載列過渡至香港財務報告準則第16號對截至二零一八年十二月三十一日至二零一九年一月一日的綜合財務狀況表的影響概述如下：

以下對賬闡述於二零一八年十二月三十一日未應用香港會計準則第17號披露的經營租賃承擔與於二零一九年一月一日的綜合財務狀況表確認於初始應用日期的租賃負債之對賬情況：

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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## 2 CHANGES IN HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### E. Summary of impact of the adoption of HKFRS 16 (continued)

Reconciliation of operating lease commitments to lease liabilities 經營租賃承擔與租賃負債之對賬		RMB'000 人民幣千元
Operating lease commitments as of 31 December 2018	截至二零一八年十二月三十一日的經營租賃承擔	2,395
Less: Exemption for short term leases	減： 短期租賃豁免	(931)
Operating lease liabilities before discounting as of 31 December 2018	截至二零一八年十二月三十一日貼現前的經營租賃負債	1,464
Effect from discounting at incremental borrowing rate as of 1 January 2019	截至二零一九年一月一日使用遞增借貸利率貼現的影響	(103)
Operating lease liabilities recognised as of 1 January 2019	截至二零一九年一月一日確認的經營租賃負債	1,361
Add: Obligations under finance leases as of 31 December 2018	加： 截至二零一八年十二月三十一日的融資租賃承擔	93,147
Total lease liabilities as of 1 January 2019	截至二零一九年一月一日的租賃負債總額	94,508

The weighted average lessee's incremental borrowing rate applied to lease liabilities recognised in the consolidated statement of financial position as at 1 January 2019 is 6.89%.

### (b) HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments

The Interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes.

Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

## 2 香港財務報告準則(「香港財務報告準則」)的變動(續)

### E. 採納香港財務報告準則第16號的影響(續)

於二零一九年一月一日的綜合財務狀況表確認的租賃負債適用的加權平均承租人遞增借貸利率為6.89%。

### (b) 香港(國際財務報告詮釋委員會) – 詮釋第23號 – 所得稅會計處理的不確定性

該詮釋透過就如何反映所得稅會計處理涉及之不確定性之影響提供指引，為香港會計準則第12號所得稅之規定提供支持。

根據該詮釋，實體須釐定分別或集中考慮各項不確定稅項處理，並以能更佳預測不確定性因素之解決方法為基準。實體亦須假設稅務機關將會查驗其有權查驗的金額，並在作出上述查驗時全面知悉所有相關資料。倘實體認為稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。倘實體認為稅務機關不可能會接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩個方法中能更佳預測不確定性因素解決方式之方法來反映釐定稅項涉及之不確定性因素。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另有說明外，以人民幣計值)

**3 BASIS OF PREPARATION****(a) Statement of compliance**

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

**(b) Basis of measurement and going concern assumption**

As at 31 December 2019, even though the Group had net current assets of RMB15,068,000, its short term bank borrowings amounted to RMB743,839,000, while the Group maintained its cash and cash equivalents of RMB68,879,000 only. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the Directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to continue as a going concern for at least the next twelve months from the end of the reporting period and to meet its obligations, as and when they fall due. Certain measures have been and are being taken to manage the Group’s liquidity needs and to improve its financial position which include, but are not limited to, the following:

- (i) the controlling shareholders, Mr Qian Yixiang and Ms Jia Lingxia, have undertaken to provide continuing financial support, including not to recall the amounts due to them of RMB388,311,000 until the Group is able to repay its other creditors in the normal course of business;
- (ii) the Group has renewed several loan facility agreements with the controlling shareholders and their related parties in 2019 with an effective period of 2-3 years. The loans are non-current, unsecured and non-interest bearing. As at 31 December 2019, the Group’s unused loans facilities were RMB741,081,000;
- (iii) as at 31 December 2019, the unused bank loans facilities were RMB281,349,000 for providing additional working capital to the Group;

**3 編製基準****(a) 合規聲明**

該等綜合財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋(下文統稱「香港財務報告準則」)以及香港公司條例之披露規定而編製。此外，該等綜合財務報表包括香港聯合交易所有限公司證券上市規則所規定之適用披露。

**(b) 計量基準及持續經營假設**

於二零一九年十二月三十一日，儘管本集團的流動資產淨值為人民幣15,068,000元，但其短期銀行借貸為人民幣743,839,000元，而本集團僅維持其現金及現金等價物為人民幣68,879,000元。該等情況表明存在重大不確定性，可能對本集團持續經營能力產生重大疑問，因此，可能無法在正常業務過程中變現其資產並解除其負債。

鑒於該等情況，本公司董事已仔細考慮本集團未來的流動資金及表現及其可用資金來源，以評估本集團是否能夠繼續在呈報期末後的最少十二個月持續經營，並在到期時履行其義務。本集團已經並正在採取若干措施管理其流動資金需求並改善其財務狀況，包括但不限於以下措施：

- (i) 控股股東錢毅湘先生及賈凌霞女士承諾提供持續財務支持，包括在本集團能夠在正常業務過程中償還其他債權人之前，不會催繳應付彼等之金額人民幣388,311,000元；
- (ii) 本集團已於二零一九年與控股股東及其關聯方重續若干貸款融資協議，有效期為2至3年。貸款為非流動、無抵押及不計息。於二零一九年十二月三十一日，本集團未使用貸款融資為人民幣741,081,000元；
- (iii) 於二零一九年十二月三十一日，未使用銀行貸款融資為人民幣281,349,000元，作本集團額外營運資金用途；



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 3 BASIS OF PREPARATION (CONTINUED)

#### (b) Basis of measurement and going concern assumption (continued)

- (iv) during the year ended 31 December 2019, the Group has renewed its short term bank borrowings of RMB394,313,000 and obtained new borrowings of RMB361,900,000. The Directors of the Company, based on their ongoing discussions with the Group's bankers, expect the Group's bankers to renew the existing bank facilities as they fall due; and
- (v) the Group had prepared profit and cash flow forecasts for at least twelve months from the end of reporting period. Based on the forecasts, the Group's operations are expected to maintain positive operating cash flows, taking into account of the impact of social and economic situations during that period.

Accordingly, the Directors are of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their net realisable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of the adjustments has not been reflected in the consolidated financial statements.

#### (c) Functional and presentation currency

The functional currency of the Company is Hong Kong dollars ("HK\$"). These consolidated financial statements are presented in Renminbi ("RMB") because the functional currency of most of the Group's subsidiaries is RMB. All financial information presented in RMB has been rounded to the nearest thousand, except when otherwise indicated. The measurement basis used in the preparation of the financial statements is the historical cost basis except for certain financial instruments, which are measured at fair values.

### 3 編製基準(續)

#### (b) 計量基準及持續經營假設(續)

- (iv) 截至二零一九年十二月三十一日止年度，本集團已重續短期銀行借貸人民幣394,313,000元及取得新借貸人民幣361,900,000元。本公司董事根據與本集團的往來銀行的持續討論，預計本集團的往來銀行會在到期時重續現有的銀行融資；和
- (v) 本集團已編製從呈報期末起計至少十二個月的溢利及現金流量預測。根據預測，經計及於該期間社會及經濟狀況的影響，預期本集團之業務將維持正經營現金流量。

因此，董事認為按持續經營基準編製該等綜合財務報表屬適當。倘本集團無法以持續經營基準繼續經營業務，則必須進行調整以將資產價值撇減至其可變現淨值、對可能產生的進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產和流動負債。調整的影響並未反映在綜合財務報表中。

#### (c) 功能及呈列貨幣

本公司的功能貨幣為港元(「港元」)。該等綜合財務報表以人民幣(「人民幣」)呈列，因人民幣乃本集團大部分附屬公司的功能貨幣。除另有指明者外，以人民幣呈列的所有財務資料已湊整至最接近的千元計算。編製財務報表所用計量基準為歷史成本基準，惟按公平值計量之若干金融工具除外。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**4 SIGNIFICANT ACCOUNTING POLICIES****(a) Business combination and basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (“the Group”) and a trust established for the Group’s share award scheme. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group’s previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

**4 主要會計政策****(a) 業務合併及綜合基準**

綜合財務報表包括本公司及其附屬公司（「本集團」）以及一項就本集團股份獎勵計劃設立的信託的財務報表。集團內各公司間的交易及結餘連同未變現溢利於編製綜合財務報表時悉數對銷。未變現虧損亦予以對銷，惟相關交易有證據顯示所轉讓資產出現減值除外，而在此情況下虧損則於損益內確認。

年內收購或出售附屬公司的業績自收購日期起或至出售日期止（如適用）載於綜合全面收益表。於必要時，須對附屬公司財務報表作出調整，以使其會計政策與本集團其他成員公司的會計政策貫徹一致。

收購附屬公司或業務乃以收購法入賬。收購成本按本集團（作為收購方）所轉移資產、所產生負債及所發行股權於收購日期的公平值總額計量。所收購可識別資產及所承擔負債主要按收購日期公平值計量。本集團過往持有被收購方的股權按收購日期公平值重新計量，所產生收益或虧損於損益中確認。本集團可按每宗交易選擇按公平值或按被收購方可識別資產淨值的應佔比例計量代表於附屬公司目前擁有權權益的非控股權益。除非香港財務報告準則規定另一項計量基準，否則所有其他非控股權益按公平值計量。所產生收購相關成本列作開支，除非有關成本於發行股本工具時產生，則有關成本會於權益中扣除。

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (a) Business combination and basis of consolidation (continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

##### (b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

#### 4 主要會計政策(續)

##### (a) 業務合併及綜合基準(續)

收購方將予轉讓的任何或然代價均按收購日期公平值確認。倘其後對代價作出調整，僅於調整乃由於計量期間(最長為收購日期起計12個月)內所取得有關於收購日期公平值的最新資料而產生時，方通過商譽確認。分類為資產或負債的或然代價的所有其他後續調整均於損益中確認。

倘本集團失去附屬公司控制權，出售損益乃按下列兩者的差額計算：(i)所收取代價公平值與任何保留權益公平值總額與(ii)附屬公司資產(包括商譽)及負債與任何非控股權益的過往賬面值。過往就附屬公司於其他全面收益確認的金額按出售相關資產或負債時所規定的相同方式入賬。

於收購後，代表於附屬公司目前擁有權益的非控股權益賬面值為該等權益於初始確認時的金額加有關非控股權益應佔權益的後續變動。全面收益總額乃歸屬於該等非控股權益，即使此舉會導致有關非控股權益結餘出現虧絀。

##### (b) 附屬公司

附屬公司為本公司可對其行使控制權的投資對象。倘以下三個因素全部滿足，則本公司控制該投資對象：擁有對投資對象的權力；承擔或享有來自投資對象的可變回報的風險或權利；及可利用其權力影響該等可變回報。當有事實及情況顯示任何該等控制權因素可能出現變動時，需重新評估控制權。

於本公司的財務狀況表內，於附屬公司的投資乃以成本扣除減值虧損(如有)後列賬。附屬公司業績由本公司以已收及應收股息為基準入賬。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**4 SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****(c) Associates**

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

**4 主要會計政策(續)****(c) 聯營公司**

聯營公司乃採用權益法入賬，據此聯營公司按成本初始確認，此後其賬面值就本集團於收購後變動應佔於聯營公司的資產淨值作出調整，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任彌補該等虧損。

確認本集團與其聯營公司之間的交易產生的損益僅以不相關投資人於聯營公司擁有權益時為限。該等交易產生的投資人應佔聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明所轉移資產出現減值，則即時於損益賬中確認。

聯營公司已付任何溢價高於本集團應佔已收購可識別資產、負債及或然負債的公平值予以資本化，並計入聯營公司的賬面值。倘客觀證據證明聯營公司投資出現減值，則投資的賬面值按其他非金融資產相同的方式進行測試。

於本公司的財務狀況表內，於聯營公司的投資乃以成本扣除減值虧損(如有)後列賬。聯營公司的業績由本公司基於在年內已收及應收股息入賬。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Buildings held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion.

Plant and machinery	5–20 years
Motor vehicles	5 years
Furniture, fixtures and equipment	5 years

Plant and machinery under finance lease are depreciated over its useful life being no more than 20 years.

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

#### 4 主要會計政策(續)

##### (d) 物業、廠房及設備

物業、廠房及設備按成本減去累計折舊及累計減值虧損後列賬。

物業、廠房及設備的成本包括其購入價及收購該等項目直接應佔的成本。

只有當項目相關的未來經濟利益有可能流入本集團，以及該項目的成本能可靠計量時，後續成本方計入資產的賬面值或確認為獨立資產(如適用)。被替換部分的賬面值會予以終止確認。所有其他維修及保養在其產生的財政期間於損益內確認為開支。

物業、廠房及設備採用直線法於估計可使用年內計提折舊以撇銷其成本(經扣除預期剩餘價值)。可使用年期、剩餘價值及折舊方法於各呈報期末檢討並於適當情況下作出調整。可使用年期如下：

位於租賃土地上持作自用的樓宇按未屆滿的租賃期及其估計可使用年期(以較短者為準，且不多於竣工當日後20年)計算折舊。

廠房及機器	5至20年
汽車	5年
傢俬、裝置及其他設備	5年

融資租賃項下的廠房及機器按其可使用年期(不多於20年)計算折舊。

在建工程按成本扣除減值虧損列賬。成本包括工程的直接成本以及於工程及安裝期內撥充資本的借貸成本。倘該等資產可作其擬定用途所需的一切準備工作已大致完成，則該等成本不再資本化，而在建工程亦轉撥至物業、廠房及設備的適當類別。在建工程不計提折舊，直至在建工程已完成及已就緒可作其擬定用途為止。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (d) Property, plant and equipment (continued)

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

Upon the adoption of HKFRS 16, the Group has elected to present the ROU assets in "property, plant and equipment" applying a cost model (see note 4(g)(A)).

##### (e) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation.

Investment properties are stated at cost less accumulated depreciation and impairment losses (see note 4(r)). Depreciation is calculated to write-off the cost of investment properties, less their residual values, if any, using the straight-line method over their estimated useful lives of 20 years. Both the useful life and residual value, if any, are reviewed annually.

##### (f) Payments for leasehold land held for own use under operating leases (accounting policies applied until 31 December 2018)

Payments for leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and amortised over the period of the lease on a straight-line basis as an expense.

#### 4 主要會計政策(續)

##### (d) 物業、廠房及設備(續)

倘資產的賬面值高於其估計可收回金額，則資產會即時撇銷至其可收回金額。

出售物業、廠房及設備項目的收益或虧損，按出售所得款項淨額與其賬面值的差額釐定，並於出售時於損益確認。

於採納香港財務報告準則第16號後，本集團已選擇採用成本模式將使用權資產於「物業、廠房及設備」呈列(見附註4(g)(A))。

##### (e) 投資物業

投資物業是指為賺取租金收入及／或為資本增值而擁有或以租賃權益持有的土地及／或樓宇。

投資物業乃以成本扣除累計折舊及減值虧損(見附註4(r))後列賬。折舊按其20年之估計可使用年期，在扣除其剩餘價值(如有)後，以直線法撇銷投資物業成本計算。可使用年期及剩餘價值(如有)均每年進行審閱。

##### (f) 就根據經營租賃持作自用租賃土地之付款(於二零一八年十二月三十一日前應用之會計政策)

經營租賃下持作自用的租賃土地付款指用於收購承租人佔用物業的長期權益的前期付款。該等款項乃按成本列賬，並於租期內按直線基準攤銷為開支。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (g) (A) Leasing (accounting policies applied from 1 January 2019)

###### Accounting as a lessee

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as ROU assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value.

The Group has elected not to recognise ROU assets and lease liabilities for some short term leases (i.e. leases with lease terms of twelve months or less at the commencement date) and those with remaining terms less than twelve months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group recognises a ROU asset and a lease liability at the commencement date of a lease.

###### ROU asset

The ROU asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The Group has elected to present the ROU assets in “property, plant and equipment” applying a cost model. Under the cost model, the Group measures the ROU assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities.

###### Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the commencement date. The lease payments shall be discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group shall use the Group’s incremental borrowing rate.

#### 4 主要會計政策(續)

##### (g) (A) 租賃(自二零一九年一月一日起應用之會計政策)

###### 作為承租人的會計處理

根據香港財務報告準則第16號，所有租賃(不論為經營租賃或融資租賃)均須於財務狀況表資本化為使用權資產及租賃負債，惟香港財務報告準則第16號為實體提供會計政策選擇，可選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃進行資本化。

本集團已選擇不就若干短期租賃(即於開始日期租賃期為十二個月或以下的租賃)及剩餘租賃期為十二個月以下的租賃確認使用權資產及租賃負債。本集團於租賃期內按直線基準將與該等租賃相關的租賃款項確認為開支。

本集團於租賃開始日期確認使用權資產及租賃負債。

###### 使用權資產

使用權資產應按成本確認並將包括：(i)初步計量租賃負債的金額(見下文有關租賃負債入賬的會計政策)；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；(iii)承租人產生的任何初步直接成本；及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。

本集團選擇採用成本模式將使用權資產於「物業、廠房及設備」呈列。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。

###### 租賃負債

租賃負債應按並非於開始日期支付之租賃付款的現值確認。租賃付款將採用租賃暗含的利率貼現，或倘該利率無法輕易釐定，本集團將採用本集團的遞增借貸利率。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另有說明外，以人民幣計值)

## 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## (g) (A) Leasing (accounting policies applied from 1 January 2019) (continued)

**Accounting as a lessee (continued)****Lease liability (continued)**

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

**Accounting as a lessor**

The Group has leased out its investment property to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

## 4 主要會計政策(續)

## (g) (A) 租賃(自二零一九年一月一日起應用之會計政策)(續)

**作為承租人的會計處理(續)****租賃負債(續)**

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：(i)固定付款減任何應收租賃獎勵；(ii)初步按開始日期之指數或利率計量的浮動租賃付款(取決於該指數或利率)；(iii)承租人根據剩餘價值擔保預期將支付的款項；(iv)倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v)倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，承租人將透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映作出的租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

**作為出租人的會計處理**

本集團已向多名租戶出租其投資物業。來自經營租賃的租金收入在相關租賃期內按直線法於損益確認。於經營租賃的磋商及安排中所產生的初步直接成本計入租賃資產的賬面值，並在租賃期內按直線法確認為開支。

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (g) (B) Leasing (accounting policies applied until 31 December 2018)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

##### The Group as lessor

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

##### The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

The land and buildings elements of property leases are considered separately for the purposes of lease classification.

#### 4 主要會計政策(續)

##### (g) (B) 租賃(於二零一八年十二月 三十一日前應用之會計政策)

當租賃條款將絕大部分擁有權的風險及回報轉移至承租人時，租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

##### 本集團作為出租人

應收融資租賃承租人款項乃按本集團於有關租賃之投資淨額而確認為應收款項。融資租賃收入乃於會計期間分配，從而反映本集團有關租賃之投資淨額所產生之固定回報率。

來自經營租賃的租金收入在相關租賃期內按直線法於損益確認。於經營租賃的磋商及安排中所產生的初始直接成本計入租賃資產的賬面值，並在租賃期內按直線法確認為開支。

##### 本集團作為承租人

以融資租賃形式持有的資產按公平值或(倘屬較低金額)最低租賃付款的現值初始確認為資產。相應的租賃承諾呈列為負債。租賃付款在資本和利息之間進行分析。利息部分在租賃期內於損益中扣除，有關計算方式令其於租賃負債中佔固定比例。資本部分減少結欠出租人的結餘。

經營租賃項下的應付租金總額於租賃期內以直線法於損益中確認。已收取的租金優惠於租賃期內確認為租金支出總額的組成部分。

就租賃分類而言，會獨立考慮物業租賃之土地及樓宇部分。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (h) Intangible assets (other than goodwill)

- (i) Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in administrative and other operating expenses.

Software	10 years
Trademarks	10 years

##### (ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (note 4(r)).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

#### 4 主要會計政策(續)

##### (h) 無形資產(不包括商譽)

- (i) 獨立收購的無形資產按成本初始確認。於業務合併過程中收購無形資產的成本為於收購當日的公平值。其後，具有有限使用年期的無形資產乃按成本減累計攤銷及累計減值虧損列賬。

攤銷乃按其下列使用年期以直線基準計提撥備。具無限使用年期的無形資產乃按成本減任何累計減值虧損列賬。攤銷開支於損益中確認，並計入行政及其他營運開支。

軟件	10年
商標	10年

##### (ii) 減值

當有跡象顯示一項資產可能出現減值，則會對具有有限年期的無形資產進行減值測試。無形資產透過將其賬面值與其可收回金額比較進行減值測試(附註4(r))。

倘資產之可收回金額估計低於其賬面值，則資產之賬面值將撇減至其可收回金額。

減值虧損即時確認為開支，惟倘若有關資產乃按重估金額入賬，則減值虧損將被視為重估減值，以其重估盈餘為限。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (i) Financial Instruments

###### (i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

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

###### 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. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

#### 4 主要會計政策(續)

##### (i) 金融工具

###### (i) 金融資產

金融資產(並無重大融資成分的應收貿易賬款除外)按公平值加收購或發行直接應佔的交易成本初始計量(倘屬並非按公平值計入損益的項目)。並無重大融資成分的應收貿易賬款按交易價格初始計量。

所有常規金融資產買賣於交易日期(即本集團承諾購買或出售資產之日)確認。常規買賣指須於一般按有關市場的規例或慣例訂立的時限內交付資產的金融資產買賣。

於釐定具有嵌入式衍生工具的金融資產的現金流量是否僅為支付本金及利息時，應整體考慮該等金融資產。

###### 債務工具

債務工具的後續計量視乎本集團管理資產的業務模式以及資產的現金流量特徵而定。本集團將其債務工具分為以下三種計量類別：

**攤銷成本：**為收取合同現金流量而持有，且其現金流量純粹為支付本金及利息的資產按攤銷成本計量。按攤銷成本計量的金融資產其後使用實際利率法計量。利息收入、匯兌盈虧及減值於損益中確認。終止確認時產生的任何收益於損益中確認。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (i) Financial Instruments (continued)

###### (i) Financial assets (continued)

Fair value through other comprehensive income (“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. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Fair value through profit or loss (“FVTPL”): Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

#### 4 主要會計政策(續)

##### (i) 金融工具(續)

###### (i) 金融資產(續)

按公平值計入其他全面收益(「按公平值計入其他全面收益」): 為收取合同現金流量及出售金融資產而持有，且資產的現金流量純粹為支付本金及利息的資產按公平值計入其他全面收益。按公平值計入其他全面收益的債務投資其後按公平值計量。採用實際利率法計算的利息收入、匯兌盈虧及減值於損益中確認。其他收益及虧損淨額於其他全面收益確認。於終止確認時，其他全面收益累計的盈虧重新分類至損益。

按公平值計入損益(「按公平值計入損益」): 按公平值計入損益的金融資產包括持作買賣的金融資產、於初始確認時指定按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收益分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (i) Financial Instruments (continued)

###### (i) Financial assets (continued)

###### Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

###### (ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables, contract assets, financial assets measured at amortised cost and bills receivable measured at FVOCI. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

#### 4 主要會計政策(續)

##### (i) 金融工具(續)

###### (i) 金融資產(續)

###### 股本工具

於初始確認並非持作買賣的股本投資時，本集團能不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按個別投資作出。按公平值計入其他全面收益的股本投資乃按公平值計量。股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他股本工具按公平值計入損益分類，而公平值變動、股息及利息收入則於損益內確認。

###### (ii) 金融資產之減值虧損

本集團就應收貿易賬款、合同資產、按攤銷成本計量的金融資產以及按公平值計入其他全面收益的應收票據的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日期後12個月內發生潛在違約事件導致的預期信貸虧損；及(2)存續預期信貸虧損：此乃於金融工具預計年期內所有潛在違約事件導致的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合同期間。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損乃基於根據合同應付本集團的所有合同現金流量與本集團預期收取的所有現金流量之間的差額計量。該差額其後按與資產原有實際利率相近的比率貼現。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****(i) Financial Instruments (continued)****(ii) Impairment loss on financial assets (continued)**

The Group has elected to measure loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

**4 主要會計政策(續)****(i) 金融工具(續)****(ii) 金融資產之減值虧損(續)**

本集團已選用香港財務報告準則第9號簡化法將應收貿易賬款及合約資產的虧損撥備進行計量，並已根據存續預期信貸虧損計算預期信貸虧損。本集團已根據本集團過往信貸虧損經驗設立撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

就其他債務金融資產而言，預期信貸虧損根據12個月預期信貸虧損計量。然而，當自產生以來信貸風險顯著增加時，則撥備將根據存續預期信貸虧損計量。

當釐定金融資產的信貸風險是否自初始確認後大幅增加，並於估計預期信貸虧損時，本集團考慮到相關及毋須花費不必要成本或精力即可獲得的合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。

本集團假設，除非本集團有合理充分證據，否則倘逾期超過30日，金融資產的信貸風險會大幅增加。

本集團認為金融資產於下列情況下出現信貸減值：(1) 借款人不可能在本集團無追索權(例如變現擔保)(如持有)下向本集團悉數支付其信貸義務；或(2) 該金融資產逾期超過90日，除非本集團擁有合理及可靠資料證明採用較寬鬆的違約標準更為合適。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (i) Financial Instruments (continued)

##### (ii) Impairment loss on financial assets (continued)

The Group will directly reduce the carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write off constitutes a derecognition event.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

#### 4 主要會計政策(續)

##### (i) 金融工具(續)

##### (ii) 金融資產之減值虧損(續)

當本集團合理預期不可收回金融資產的全部或其部分時，本集團將會直接降低金融資產的賬面值。撇銷構成終止確認事件。

信貸減值金融資產的利息收入乃根據金融資產的攤銷成本(即總賬面值減虧損撥備)計算。而並無信貸減值的金融資產，利息收入則根據總賬面值計算。

##### (iii) 金融負債

本集團按照金融負債產生的目的對其金融負債進行分類。按公平值計入損益的金融負債乃按公平值初始計量，而按攤銷成本計量的金融負債則按公平值減所產生的直接應佔成本初始計量。

##### 按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債以及於初始確認時指定為按公平值計入損益的金融負債。

倘為於近期出售而收購金融負債，則該等金融負債分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。持作買賣的負債盈虧於損益內確認。

倘合同包括一項或以上嵌入式衍生工具，則整項混合式合同可指定為按公平值計入損益的金融負債，惟嵌入式衍生工具對現金流量並無重大影響或明確禁止將嵌入式衍生工具單獨入賬除外。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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## 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## (i) Financial Instruments (continued)

## (iii) Financial liabilities (continued)

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

**Financial liabilities at amortised cost**

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

## 4 主要會計政策(續)

## (i) 金融工具(續)

## (iii) 金融負債(續)

僅當(i)有關指定會消除或大幅減低按照不同基準計量負債或確認損益所產生的不一致處理情況時；(ii)負債構成一組金融負債的一部分，其管理及表現評估均根據風險管理策略按公平值基準進行時；或(iii)金融負債包含須單獨入賬的嵌入式衍生工具時，則金融負債方於初始確認時指定為按公平值計入損益。

於初始確認後，按公平值計入損益的金融負債乃按公平值計量，公平值變動於發生期間內於損益確認，惟本集團自身信貸風險所產生的損益除外，有關損益呈列於其他全面收益且其後並無重新分類至損益表。於損益表確認的公平值收益或虧損淨額並不包括任何向該等金融負債所扣除的利息。

**按攤銷成本計量的金融負債**

按攤銷成本計量的金融負債包括應付貿易賬款及其他應付款項、借貸、若干優先股及本集團發行的可換股貸款票據的債務元素，其後使用實際利率法按攤銷成本計量。有關利息開支於損益中確認。

收益或虧損於終止確認負債時透過攤銷於損益中確認。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (i) Financial Instruments (continued)

###### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

###### (v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

The Hong Kong Companies Ordinance, Cap. 622, came into operation on 3 March 2014. Under the Ordinance shares of the Company do not have a nominal value. Consideration received or receivable for the issue of shares on or after 3 March 2014 is credited to share capital. Commissions and expenses are allowed to be deducted from share capital under s. 148 and s. 149 of the Ordinance.

###### (vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECLs provision measured in accordance with principles of the accounting policy set out in note 4(i)(II); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

#### 4 主要會計政策(續)

##### (i) 金融工具(續)

###### (iv) 實際利率法

實際利率法為計算金融資產或金融負債攤銷成本及就有關期間分配利息收入或利息開支的方法。實際利率為於金融資產或負債預測年期或(如適用)較短期間準確折現估計未來現金收款或付款的利率。

###### (v) 股本工具

本公司發行的股本工具按已收所得款項扣除直接發行成本入賬。

香港法例第622章香港公司條例於二零一四年三月三日生效。根據該條例，本公司股份並無面值。於二零一四年三月三日或之後發行股份之已收或應收代價乃計入股本。根據該條例第148及149條，佣金及開支獲准自股本中扣除。

###### (vi) 財務擔保合同

財務擔保合同乃規定發出人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具原訂或經修訂條款於到期時付款而蒙受的損失之合同。由本集團發出的並非指定為按公平值計入損益的財務擔保合同初步按其公平值減發出財務擔保合同直接產生的交易成本予以確認。於初始確認後，本集團按以下各項較高者計量財務擔保合同：(i)虧損撥備金額，即根據附註4(i)(II)所載的會計政策原則計量預期信貸虧損撥備；及(ii)初始確認金額減(如適用)根據香港財務報告準則第15號確認的累計攤銷。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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**4 SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****(i) Financial Instruments (continued)****(vii) Derecognition**

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

**4 主要會計政策(續)****(i) 金融工具(續)****(vii) 終止確認**

當金融資產相關的未來現金流量的合同權利屆滿，或金融資產經已轉讓，而轉讓符合香港財務報告準則第9號的終止確認標準，則本集團終止確認該金融資產。

當有關合同中訂明的責任獲解除、註銷或屆滿時，則會終止確認金融負債。

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以償付全部或部分金融負債，所發行之股本工具即代表所付代價，並初步按有關金融負債(或當中部分)註銷當日之公平值確認及計量。倘已發行股本工具之公平值無法可靠計量，則股本工具按已註銷金融負債之公平值計量。已註銷金融負債(或當中部分)之賬面值與所付代價之差額乃於年內損益中確認。

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (j) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method/first-in first out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

##### (k) Contract costs

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory, property, plant and equipment or intangible assets.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Such costs are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised.

#### 4 主要會計政策(續)

##### (j) 存貨

存貨初步按成本確認，其後按成本與可變現淨值兩者的較低者確認。成本包括所有採購成本、轉換成本和將存貨運至現址及使其達至現時狀況所產生的其他成本。成本乃根據加權平均法／先進先出法計算。可變現淨值按在日常業務過程中的估計售價，減去估計完成成本及進行出售所需的估計成本計算。

##### (k) 合同成本

合同成本為獲得與客戶簽訂的合同的遞增成本，或為履行與客戶簽訂的合同且並無資本化為存貨、物業、廠房及設備或無形資產的成本。

獲得合同的遞增成本乃本集團就獲得與客戶簽訂的合同所產生的成本，倘並無獲得有關合約，則不會產生該等成本。倘有關成本與將於未來呈報期間確認的收入相關，則該等成本於產生時予以資本化，且預期將可收回有關成本。獲得合同的其他成本於產生時列作開支。

倘履行合同的成本與現有合同或可特定識別的預期合同直接相關，則有關成本予以資本化，並產生或提升將用作於日後提供貨物或服務的資源，且預期將可收回。

資本化合同成本按成本減累計攤銷及減值虧損列賬。倘合同成本資產的賬面值超出(i)本集團預期就換取與資產相關的貨物或服務而收取的代價餘額減去(ii)與提供該等貨物或服務直接相關而尚未確認為開支的任何成本的淨額，則確認減值虧損。

資本化合同成本攤銷於與資產相關的收入確認時於損益中扣除。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## (l) Cash and cash equivalents

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

## (m) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset 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 payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

## 4 主要會計政策(續)

## (l) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款，以及可隨時兌換為已知數額的現金的短期高流動投資，該等投資所面對的價值變動風險並不重大，並為於購入時起計的三個月內到期。現金及現金等價物根據附註4(i)(II)所載的政策評估預期信貸虧損。

## (m) 收入確認

來自客戶合同的收入於貨物或服務控制權轉移至客戶時按能反映本集團預期就轉移該等貨物或服務而有權獲得之代價金額確認，惟不包括代表第三方收取的金額。收入不包括增值稅或其他銷售稅，並扣除任何交易折扣。

貨物或服務的控制權可於一段時間內或某一時間點轉移，取決於合同條款與適用於合同的法律規定。倘本集團在履約過程中符合以下條件，則貨物或服務的控制權乃於一段時間內轉移：

- 提供所有利益，而客戶亦同步收取及消耗有關利益；
- 本集團履約時創建或提升由客戶控制的資產；或
- 並無產生對本集團有替代用途的資產，且本集團可強制執行其權行以收取累計至今已完成履約部分的款項。

倘貨物或服務的控制權於一段時間內轉移，則收入乃於整個合同期間經參考完成履行履約責任的進度確認。否則，收入於客戶獲得貨物或服務控制權的時間點確認。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (m) Revenue recognition (continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

##### (i) Sale of electrical distribution systems and related parts

Customers obtain control of the products when the goods are delivered to and have been accepted. Revenue is thus recognised at a point in time upon when the customers accepted the products. There is generally only one performance obligation. Contracts generally contain no right of return, warranty and no variable consideration.

##### (ii) EPC contracts

For the EPC projects where a performance obligation is satisfied over time based on the progress towards complete satisfaction of a good or service as the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced, the revenue is recognised over time. The progress of completion is measured by reference to the proportion of the actual cost incurred to date to the estimated total cost of the relevant contract. For the EPC projects where a performance obligation cannot be demonstrated as being satisfied over time, the revenue is recognised at a point in time when control of a good or service passes to the customer. There is generally one performance obligation.

#### 4 主要會計政策(續)

##### (m) 收入確認(續)

倘合同包含就向客戶轉讓貨物或服務為客戶提供超過一年的重大融資利益的融資部分，則收入按應收款項的現值計量，並使用本集團與客戶於合同開始時之獨立融資交易中反映的折現率進行折現。倘合同包含為本集團提供重大融資利益的融資部分，則根據該合同確認的收入包括按實際利率法計算的合同負債所產生的利息開支。就付款與轉移承諾貨物或服務之間的期限為一年或以下的合同而言，根據香港財務報告準則第15號可行權宜方法，交易價格不會就重大融資成分的影響進行調整。

##### (i) 銷售配電系統及相關零件

貨物交付並獲接受時，客戶獲得產品的控制權。因此，收入在客戶接受產品的時間點確認。一般只有一項履約責任。合同一般不包括退貨權利、保證及並無可變代價。

##### (ii) EPC合同

就根據貨物或服務(作為本集團的履約創建或提升客戶於資產獲創建或提升時已控制的資產)已完成履約之進度於一段時間內達成履約責任之EPC項目而言，收入於一段時間內確認。完成進度乃參考迄今已經產生的實際成本佔相關合同估計總成本的百分比計量。就於某一段時間內達成但未能顯示履約責任之EPC項目而言，收入於貨物或服務控制權轉移至客戶時確認。一般只有一項履約責任。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**4 SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****(m) Revenue recognition (continued)****(iii) Sales of electricity**

Revenue is recognised at a point in time upon the transmission of electric power to the power grid companies in accordance with meter readings.

**(iv) Other income**

- (a) Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss in the same period in which the expenses are incurred.
- (b) Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.
- (c) Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

**(n) Income taxes**

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

**4 主要會計政策(續)****(m) 收入確認(續)****(iii) 銷售電力**

收入根據儀表讀數於輸送電力至電網公司的時間點確認。

**(iv) 其他收入**

- (a) 倘可合理確定能夠收取政府補助金，而本集團將符合政府補助金所附帶的條件，則政府補助金將初始在財務狀況表中確認。補償本集團所產生開支的補助金於產生開支的同一期間於損益中確認為收入。
- (b) 根據經營租賃的租金收入於相關租賃期內以直線法確認。
- (c) 利息收入乃按尚未償還本金額以適用利率按時間比例基準累計。

**(n) 所得稅**

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃按已就毋須就所得稅課稅或不可扣減所得稅的項目作出調整的日常業務溢利或虧損，並按呈報期末已頒佈或實質頒佈的稅率計算。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (n) Income taxes (continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

##### (o) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

#### 4 主要會計政策(續)

##### (n) 所得稅(續)

遞延稅項乃就財務報告用途的資產與負債的賬面值與就稅務所用相應數值間的暫時性差額確認。除不影響會計或應課稅溢利的商譽及已確認資產與負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣減暫時差額的情況下確認。遞延稅項乃按適用於預期變現資產或清償負債賬面值的方式以及於呈報期末已頒佈或實質頒佈的稅率計量。

遞延稅項負債乃就投資附屬公司、聯營公司及共同控制實體產生的應課稅暫時性差額確認，惟倘本集團能控制該暫時性差額的撥回且暫時性差額將極有可能不會於可見未來撥回則作別論。

所得稅乃於損益中確認，惟所得稅與於其他全面收益中確認的項目有關則除外，在此情況下，所得稅亦於其他全面收益中確認；或倘所得稅與直接於權益確認的項目有關，在此情況下，稅項亦直接於權益確認。

##### (o) 外幣

集團實體以其經營所在主要經濟環境的貨幣(「功能貨幣」)以外的貨幣進行的交易按交易進行時的匯率入賬。外幣貨幣資產及負債按呈報期末當時的匯率換算。以外幣計值按公平值列賬的非貨幣項目按釐定公平值當日的匯率重新換算。以外幣按歷史成本計算的非貨幣項目並未重新換算。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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**4 SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****(o) Foreign currency (continued)**

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Renminbi) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

**4 主要會計政策(續)****(o) 外幣(續)**

結算與換算貨幣項目產生的匯兌差額於其產生期間於損益中確認。重新換算按公平值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認的非貨幣項目產生的差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。

於綜合入賬時，海外業務的收支項目按年內的平均匯率換算為本集團的呈列貨幣(即人民幣)，惟匯率於期內大幅波動則除外，在此情況下，則使用與交易進行時所用匯率相若的匯率。海外業務的所有資產及負債按呈報期末的匯率換算。所產生的匯兌差額(如有)於其他全面收益內確認，並於權益內累計為匯兌儲備(歸屬於非控股權益(如適用))。於集團實體的個別財務報表的損益賬內確認換算長期貨幣項目(構成本集團於有關海外業務的淨投資的一部分)的匯兌差額重新分類為其他全面收益，並於權益內累計為匯兌儲備。

於出售海外業務時，截至出售日期於該業務相關的匯兌儲備確認的累計匯兌差額重新分類為損益，並作為出售盈虧的一部分。

(Expressed in Renminbi unless otherwise indicated)  
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#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (p) Employee benefits

###### (i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

###### (ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

###### (iii) Termination benefits

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

##### (q) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

#### 4 主要會計政策(續)

##### (p) 僱員福利

###### (i) 短期僱員福利

短期僱員福利是指預期在僱員提供相關服務的年度呈報期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

###### (ii) 界定供款退休計劃

界定供款退休計劃的供款於僱員提供服務時於損益中確認為開支。

###### (iii) 離職福利

離職福利乃於本集團不能撤回所提供的福利時及本集團確認涉及離職福利付款的重組成本時(以較早者為準)確認。

##### (q) 股份支付付款

凡向僱員及提供類似服務之其他人士授出購股權，已收取服務之公平值乃參考購股權於授出日期之公平值。該公平值於歸屬期間於損益內確認，並於權益內之購股權儲備中作相應增加。非關乎市場之歸屬條件會一併考慮，方法為調整於各呈報期末預期歸屬之股本工具數目，使於歸屬期間確認之累積數額最終以最後歸屬之購股權數目為依歸。關乎市場之歸屬條件為授出購股權之公平值計算因素之一。只要符合所有非關乎市場之歸屬條件，不論是否符合關乎市場之歸屬條件，均會作出扣除。累積開支不會因關乎市場之歸屬條件未能達成而調整。

凡在歸屬前修訂購股權之條款及條件，在緊接修訂前後計量之購股權公平值之增加亦於餘下歸屬期間內於損益中確認。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
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#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (r) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

Property, plant and equipment/Investment property under cost model;

interests in leasehold land held for own use under operating leases; and

investments in subsidiaries, associates and joint ventures.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

#### 4 主要會計政策(續)

##### (r) 資產減值(不包括金融資產)

本集團於各呈報期末審閱下列資產的賬面值，以釐定是否有跡象顯示該等資產出現減值虧損或過往已確認的減值虧損是否已不存在或減少：

按成本模式的物業、廠房及設備／投資物業；

經營租賃下持作自用的租賃土地的權益；及

於附屬公司、聯營公司及合營企業的投資。

倘資產的可收回金額(即公平值減出售成本與使用價值兩者的較高者)估計少於其賬面值時，則資產賬面值將減至其可收回金額。減值虧損隨即確認為開支，惟倘相關資產根據其他香港財務報告準則以重估金額列賬，在此情況下，減值虧損根據該香港財務報告準則視作重估金額減少處理。

倘隨後撥回減值虧損，資產的賬面值將增至其可收回金額的經修訂估計金額，惟經調高的賬面值不得超出假設於過往年度並無就資產確認減值虧損而應已釐定的賬面值。減值虧損的撥回隨即確認為收入，惟倘相關資產根據其他香港財務報告準則以重估金額列賬，在此情況下，減值虧損撥回根據該香港財務報告準則視作重估金額增加處理。

使用價值乃根據預期將自資產產生的估計未來現金流量釐定，按可反映金錢時間值的現行市場評估以及資產或現金產生單位特定風險的稅前貼現率貼現至其現值。



#### 4 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (s) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

#### 4 主要會計政策(續)

##### (s) 關連方

- (a) 倘適用下列情況，該名人士或該名人士的近親家屬成員被視為與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本公司母公司的主要管理人員。
- (b) 倘適用下列任何情況，該實體被視為與本集團有關連：
- (i) 該實體及本集團屬同一集團的成員(即各母公司、附屬公司及同系附屬公司互相關連)。
  - (ii) 一個實體為另一實體的聯營公司或合營企業(或為某一集團的成員的聯營公司或合營企業，而該另一實體為此集團的成員)。
  - (iii) 兩個實體皆為相同第三方的合營企業。
  - (iv) 一個實體為第三實體的合營企業及另一實體為第三實體的聯營公司。
  - (v) 該實體乃為本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。
  - (vi) 該實體受(a)所識別的人士控制或共同控制。
  - (vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體(或實體的母公司)主要管理人員。
  - (viii) 實體或實體所屬集團的任何成員公司向集團或集團的母公司提供主要管理人員服務。

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另有說明外，以人民幣計值)

**4 SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****(s) Related parties *(continued)*****(b) *(continued)***

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

**4 主要會計政策(續)****(s) 關連方(續)****(b) (續)**

個人的近親家屬成員是指與實體交易時預期可能會影響該名人士或受其影響的家庭成員，包括：

- (i) 該名人士的子女及配偶或家庭伴侶；
- (ii) 該名人士的配偶或家庭伴侶的子女；及
- (iii) 該名人士或該名人士的配偶或家庭伴侶的受供養人。

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

### (a) Income taxes

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of the transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations.

In accordance with the new interpretation HK (IFRIC)-Int 23, the Group makes consistent judgements and estimates for both current tax and deferred tax. If the facts or circumstances on which the judgement and estimate was based change or as a result of new information that affects the judgement or estimate, the Group reassesses the judgement or estimate.

### (b) Estimated useful lives and impairment of property, plant and equipment

In accordance with HKAS 16 "Property, Plant and Equipment", the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also perform annual reviews on whether the assumptions made on useful lives continue to be valid. The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a cash generating unit is determined based on value in use calculations which require the use of assumptions and estimates.

## 5 主要會計判斷及估計不確定因素的主要來源

應用本集團會計政策時，董事須就未能即時輕易從其他來源得知的資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設乃基於過往經驗及其他被視為相關的因素作出。實際結果可能有別於該等估計。

有關估計及相關假設會持續進行審閱。倘對會計估計作出的修訂僅影響對估計作出修訂的期間，則於該期間確認，或倘修訂同時影響現時及未來期間，則於修訂期間及未來期間確認。

### (a) 所得稅

釐定所得稅撥備涉及對若干交易的未來稅項處理作出判斷。本集團審慎評估交易的稅務影響，並相應計提稅務撥備。有關交易的稅項處理會定期重新考慮，以計及稅務規例的所有變動。

根據新詮釋香港(國際財務報告詮釋委員會)－詮釋第23號，本集團就即期稅項及遞延稅項作出一致的判斷及估計。倘判斷及估計所依據的事實或情況有所變動，或出現影響判斷或估計的新資料，則本集團會重新評估該判斷或估計。

### (b) 物業、廠房及設備的估計可使用年期及減值

根據香港會計準則第16號「物業、廠房及設備」，本集團估計物業、廠房及設備的可使用年期，以釐定將予列賬的折舊開支金額。本集團於購入資產時，會根據過往經驗、資產的預期用途、損耗程度，以及因市場需求或資產產能的變動導致技術性過時，估計其可使用年期。本集團亦會每年就對可使用年期作出的假設是否仍然合理作出檢討。本集團每年檢測資產有否出現任何減值。資產或現金產生單位的可收回金額乃根據需要使用假設及估計的使用價值計算釐定。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

### (c) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the following item at fair value:

- Financial assets at FVTPL.

For more detailed information in relation to the fair value measurement of the item above, please refer to note 30(e).

### (d) ECLs impairment

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement. In particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

## 5 主要會計判斷及估計不確定因素的主要來源(續)

### (c) 公平值計量

計入本集團財務報表中的多項資產及負債須按公平值計量及／或披露公平值。

本集團金融及非金融資產及負債的公平值計量盡可能使用市場可觀察輸入數據及數據。於釐定公平值計量時所使用的輸入數據乃基於所運用的估值技術中使用的輸入數據的可觀察程度歸類為不同等級(「公平值等級」)：

- 第一級：在活躍市場上相同項目之報價(未經調整)；
- 第二級：第一級輸入數據以外的可觀察直接或間接輸入數據；
- 第三級：不可觀察的輸入數據(即並非源自市場數據)。

項目乃根據所使用的對該項目公平值計量具有重大影響的輸入數據的最低等級分類為上述等級。項目於等級之間的轉移於發生期間確認。

本集團按公平值計量下列項目：

- 按公平值計入損益的金融資產。

有關上述項目公平值計量的更多詳細資料，請參閱附註30(e)。

### (d) 預期信貸虧損減值

根據香港財務報告準則第9號，計量所有類別金融資產的減值虧損均須作出判斷，尤其是於釐定減值虧損及評估信貸風險顯著增加時須估計未來現金流量及抵押品價值的數額及時間。該等估計由多項因素引起，而其變動可導致不同程度的撥備變動。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### (e) Revenue recognition of EPC contracts

As explained in note 4(m)(ii), revenue recognition on an uncompleted project is dependent on the progress towards complete satisfaction of the services, as well as the work done to date. The progress of completion is measured by reference to the proportion of the actual cost incurred to date to the estimated total cost of the relevant contract. As a result, actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

##### (f) Going concern assumption

As explained in note 3(b) contain information about the consolidated financial statements have been prepared on a going concern basis even though the Group had net current assets of RMB15,068,000 as of 31 December 2019, its short term bank borrowings amounted to RMB743,839,000, while the Group maintained its cash and cash equivalents of RMB68,879,000 only.

In view of such circumstances, the Directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to continue as a going concern for at least the next twelve months from the end of the reporting period and to meet its obligations, as and when they fall due. Certain measures as stated in note 3(b) have been and are being taken to manage the Group's liquidity needs and to improve its financial position.

Should the Group be able to continue as a going concern, adjustment would have to be made to restate the value of assets to their recoverable amounts, to provide for further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these potential adjustments has not been reflected in the consolidated financial statements.

#### 5 主要會計判斷及估計不確定因素的主要來源(續)

##### (e) EPC合同的收入確認

誠如附註4(m)(ii)所解釋，就未完成項目進行收入確認取決於已完成履約服務之進度及迄今已完成之工程。完成進度乃參考迄今已經產生的實際成本佔相關合同估計總成本的百分比計量。因此，有關總成本或收入的實際結果可能高於或低於呈報期末的估計，而這將影響於未來年度作為對迄今所入賬金額的調整而確認的收入及溢利。

##### (f) 持續經營假設

誠如附註3(b)所載資料所闡釋，綜合財務報表乃按持續經營基準編製，儘管截至二零一九年十二月三十一日，本集團的流動資產淨值為人民幣15,068,000元，其短期銀行借款為人民幣743,839,000元，而本集團維持其現金及現金等價物僅為人民幣68,879,000元。

鑒於該等情況，本公司董事已仔細考慮本集團未來的流動資金及表現及其可用資金來源，以評估本集團是否能夠繼續在呈報期末後的最少十二個月持續經營，並在到期時履行其義務。本集團已經並正在採取附註3(b)所述的若干措施管理其流動資金需求並改善其財務狀況。

倘本集團能夠持續經營，則將會作出調整，以重列資產價值為其可收回金額，以就可能產生的其他負債計提撥備並將非流動資產及非流動負債重新分類為流動資產及流動負債。該等潛在調整的影響並未在綜合財務報表內反映。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另有說明外，以人民幣計值)

**6 REVENUE AND SEGMENT REPORTING**

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

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of business activities. No operating segments have been aggregated to form the reporting segments.

Segment revenue, expenses, and results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment, but exclude exceptional items. Segment assets excluding deferred tax assets and tax recoverable are managed on a group basis. Segment liabilities excluding deferred tax liabilities and tax payable are managed on a group basis.

The Group has four (2018: four) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Electrical Distribution System Solutions ("EDS Solutions"), which include product line series of electrical distribution system lies between grid and end users to distribute electricity at converted voltage for end users;
- Intelligent Electrical Distribution System Solutions ("iEDS Solutions"), which include product line series of Intelligent Power Grid Solutions and Intelligent Power Distribution Integrated Solutions;

**6 收入及分部報告**

經營分部及綜合財務報表內呈報的每個分部項目的金額，乃自定期向本集團最高管理層提供作為分配資源及評核本集團不同業務表現的財務資料中辨識。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部具有類似經濟特性，且業務活動之性質相似，則作別論。概無經營分部已合計組成報告分部。

分部收入、開支及業績包括分部直接應佔之項目以及可合理分配至該分部之項目，惟特殊項目除外。分部資產(不包括遞延稅項資產及可收回稅項)乃以組別基準管理。分部負債(不包括遞延稅項負債及應付稅項)乃以組別基準管理。

本集團有四個(二零一八年：四個)報告分部。由於各業務提供不同產品及服務，所需業務策略各異，故該等分部乃個別管理。本集團各報告分部之業務概述如下：

- 配電系統方案(「EDS方案」)，包括配電系統連繫電網及終端用戶，透過變壓向終端用戶配電的產品線系列；
- 智能配電系統方案(「iEDS方案」)，包括智能電網解決方案和智能配電總成方案的產品線系列；

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 6 REVENUE AND SEGMENT REPORTING (CONTINUED)

- Energy Efficiency Solutions (“EE Solutions”), which include product line series of Managed and Enhanced EE Solutions and Equipment-enhanced EE Solutions; and
- Components and Spare Parts Business (“CSP Business”), which include components and spare parts for application on electrical distribution equipment or the basic function units of the solutions and sells such components and spare parts to the customers.

Information is presented on the basis of business segments, segment revenue and results are based on the revenue and gross profits of EDS Solutions, iEDS Solutions, EE Solutions and CSP Business.

#### 6 收入及分部報告(續)

- 節能方案(「EE方案」)，包括管理及提升EE方案及設備提升EE方案的產品線系列；及
- 元件及零件業務(「元件及零件業務」)，包括應用於配電設備或方案中的基本功能單元的元件及零件，並向客戶銷售該等元件及零件。

按業務分部基準呈列資料時，分部收入及業績乃根據EDS方案、iEDS方案、EE方案、元件及零件業務的收入及毛利計算。

		EDS Solutions	iEDS Solutions	EE Solutions	CSP Business	Total
		EDS方案	iEDS方案	EE方案	元件及零件業務	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<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>					
<b>Revenue</b>	<b>收入</b>					
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>					
At a point in time	於某一時間點	785	382,352	138,695	185,160	706,992
Over time	在一段時間內	-	-	30,136	-	30,136
<b>Total</b>	<b>總計</b>	<b>785</b>	<b>382,352</b>	<b>168,831</b>	<b>185,160</b>	<b>737,128</b>
Cost of sales	銷售成本	(497)	(262,532)	(101,893)	(158,868)	(523,790)
<b>Gross profit</b>	<b>毛利</b>	<b>288</b>	<b>119,820</b>	<b>66,938</b>	<b>26,292</b>	<b>213,338</b>
Depreciation and amortisation included in cost of sales	計入銷售成本內的折舊及攤銷	6	2,578	8,295	9,671	20,550

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 6 REVENUE AND SEGMENT REPORTING (CONTINUED)

## 6 收入及分部報告(續)

	EDS Solutions	iEDS Solutions	EE Solutions	CSP Business 元件及 零件業務	Total
	EDS方案 RMB'000 人民幣千元	iEDS方案 RMB'000 人民幣千元	EE方案 RMB'000 人民幣千元	零件業務 RMB'000 人民幣千元	總計 RMB'000 人民幣千元

**Year ended 31 December 2018** 截至二零一八年  
十二月三十一日  
止年度

Revenue	收入					
Timing of revenue recognition	收入確認時間					
At a point in time	於某一時間點	765	297,520	43,728	192,767	534,780
Over time	在一段時間內	-	-	93,455	-	93,455
<b>Total</b>	<b>總計</b>	<b>765</b>	<b>297,520</b>	<b>137,183</b>	<b>192,767</b>	<b>628,235</b>
Cost of sales	銷售成本	(595)	(209,902)	(60,212)	(156,986)	(427,695)
<b>Gross profit</b>	<b>毛利</b>	<b>170</b>	<b>87,618</b>	<b>76,971</b>	<b>35,781</b>	<b>200,540</b>
Depreciation and amortisation included in cost of sales	計入銷售成本內的折舊及攤銷	10	2,457	7,549	8,504	18,520

The reconciliation of depreciation and amortisation included in cost of sales to consolidated depreciation and amortisation is as follows:

計入銷售成本的折舊及攤銷與綜合折舊及攤銷的對賬如下：

		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
Cost of sales	銷售成本	20,550	18,520
Administrative and other operating expenses	行政及其他營運開支	14,320	18,422
		<b>34,870</b>	<b>36,942</b>

The Group does not allocate any specific assets or expenditures for property, plant and equipment to the operating segments as these assets are managed on a group basis and the chief operating decision maker does not use such information to measure the performance of the reportable segments.

本集團並無就物業、廠房及設備分配任何特別資產或開支至經營分部，乃由於該等資產按集體基準管理，且主要營運決策人並無使用有關資料衡量報告分部的表現。

No geographical segment analysis is presented as substantially all revenue and gross profit of the Group are attributable to the PRC.

由於本集團絕大部分收入及毛利均來自中國，因此並無呈列地區分部分析。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 7 OTHER INCOME

#### 7 其他收入

		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
Interest income from financial institutions	來自金融機構的利息收入	611	6,884
Other interest income	其他利息收入	-	1,841
Refund of value added taxes ("VAT")	增值稅(「增值稅」)退稅	1,327	3,233
Gain on disposal of subsidiaries (note 18)	出售附屬公司收益(附註18)	4,029	-
Change in financial assets at fair value through profit or loss	按公平值計入損益的金融資產變動	1,462	(1,512)
Share of gain/(loss) of an associate	應佔一間聯營公司的收益/(虧損)	5	(14)
Government grants	政府補助金	1,082	9,817
Others	其他	757	3,800
		<b>9,273</b>	<b>24,049</b>

#### 8 PROFIT/(LOSS) BEFORE TAXATION

#### 8 除稅前溢利/(虧損)

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

(a) 除稅前溢利/(虧損)已扣除/(計入)：

		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) Finance costs:	(i) 財務成本：		
Interest on borrowings	借貸利息	36,565	43,081
Finance charges on leases liabilities (note 22(c))	租賃負債的融資費用(附註22(c))	5,973	-
Finance charges on obligations under finance leases (note 22(c))	融資租賃承擔的融資費用(附註22(c))	-	6,101
		<b>42,538</b>	<b>49,182</b>
(ii) Staff costs:	(ii) 員工成本：		
Contributions to defined contribution retirement plans	界定供款退休計劃供款	8,651	7,382
Salaries, wages and other benefits	薪金、薪酬及其他福利	92,458	72,941
		<b>101,109</b>	<b>80,323</b>

# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 8 PROFIT/(LOSS) BEFORE TAXATION (CONTINUED)

(a) (continued)

### 8 除稅前溢利/(虧損)(續)

(a) (續)

		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
(iii) Other items:	(iii) 其他項目：		
Amortisation of intangible assets	無形資產攤銷	793	797
Amortisation of lease prepayments	預付租賃款項攤銷	-	1,373
Depreciation	折舊	34,077	34,772
Auditors' remuneration	核數師酬金	2,200	2,500
Impairment losses for trade and other receivables (note 20(b))	應收貿易及其他賬款的減值虧損(附註20(b))	-	942,786
Short-term lease expenses	短期租賃開支	2,841	-
Operating lease charges in respect of properties:	物業的經營租賃費用：		
minimum lease payments	最低租賃付款額	-	2,142
Net (gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)/虧損淨額	(254)	5,366
Net gain on disposal of investment properties	出售投資物業收益淨額	(350)	(5,639)
Net foreign exchange loss	外匯虧損淨額	91	13,886
Recognition of Impairment loss for investment properties	確認投資物業減值虧損	-	4,236
Cost of inventories (note 19(b))#	存貨成本(附註19(b))#	515,591	382,599

# Cost of inventories includes RMB63,694,000 (2018: RMB49,782,000) relating to staff costs, depreciation (including depreciation of the ROU assets) and amortisation expenses, which amount is also included in the respective total amounts disclosed separately above or in notes 8(a)(ii) and (iii) for each of these types of expenses.

# 存貨成本包括人民幣63,694,000元(二零一八年：人民幣49,782,000元)，與員工成本、折舊(包括使用權資產折舊)及攤銷開支相關，該金額亦已按照其各自的開支類別計入於上文或附註8(a)(ii)及(iii)中單獨披露的該等各類開支總額。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 8 PROFIT/(LOSS) BEFORE TAXATION (CONTINUED)

##### (b) Discontinued operations

During the year ended 31 December 2019, the Group disposed of the following subsidiaries which were engaged in EE Solutions in the PRC:

- (i) Suqian Zhenyang Technology Co., Ltd (“Suqian Zhenyang”)

Boer Energy Jiangsu Co., Ltd (“Boer Energy”), a 60% indirectly-owned subsidiary of the Company, entered into an equity transfer agreement with Wuxi Boer Power Instrumentation Co. Ltd (“Wuxi Boer”), a related party of the Company, pursuant to which Boer Energy disposed its 100% equity interest in Suqian Zhenyang, at a consideration of RMB518,000. The disposal was completed on 31 March 2019.

- (ii) Wuxi Yunneng Electricity Sale Service Co., Ltd (“Wuxi Yunneng”)

On 19 July 2019, Boer Energy entered into an equity transfer agreement with Shanghai Huxi Property Management Co., Ltd, a related party of the Company, pursuant to which Boer Energy disposed its 100% equity interest in Wuxi Yunneng, at a consideration of RMB4,907,000. The disposal was completed on 31 July 2019.

- (iii) Anda Zhongju New Energy Technology Co., Ltd (“Anda Zhongju”)

On 21 October 2019, Shenzhen Zhongjuruida Industrial Co., Ltd (“Shenzhen Zhongjuruida”), a 60% indirectly-owned subsidiary of the Company, entered into an equity transfer agreement with Shang Shi Hang Tian Xing He Energy (Shanghai) Co., Ltd, pursuant to which Shenzhen Zhongjuruida disposed its 100% equity interest in Anda Zhongju, at a consideration of RMB25,709,000. The disposal was completed on 31 October 2019.

#### 8 除稅前溢利／(虧損)(續)

##### (b) 已終止經營業務

截至二零一九年十二月三十一日止年度，本集團出售下列於中國從事EE方案之附屬公司：

- (i) 宿遷振陽光伏科技有限公司(「宿遷振陽」)

本公司擁有60%間接權益的附屬公司博耳能源江蘇有限公司(「博耳能源」)與本公司的關連方無錫博耳電力儀錶有限公司(「無錫博耳」)訂立股權轉讓協議，據此，博耳能源出售其於宿遷振陽的100%股權，代價為人民幣518,000元。出售事項於二零一九年三月三十一日完成。

- (ii) 無錫雲能售電服務有限公司(「無錫雲能」)

於二零一九年七月十九日，博耳能源與本公司的關連方上海滬錫物業管理有限公司訂立股權轉讓協議，據此，博耳能源出售其於無錫雲能的100%股權，代價為人民幣4,907,000元。出售事項於二零一九年七月三十一日完成。

- (iii) 安達中聚新能源科技有限公司(「安達中聚」)

於二零一九年十月二十一日，本公司擁有60%間接權益的附屬公司深圳中聚瑞達實業有限公司(「深圳中聚瑞達」)與上實航天星河能源(上海)有限公司訂立股權轉讓協議，據此，深圳中聚瑞達出售其於安達中聚的100%股權，代價為人民幣25,709,000元。出售事項於二零一九年十月三十一日完成。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 8 PROFIT/(LOSS) BEFORE TAXATION (CONTINUED)

##### (b) Discontinued operations (continued)

The results of the discontinued operations for the relevant period, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

		1 January 2019 to the date of disposals 於二零一九年一月一日至 出售日期			
		Anda Zhongju 安達中聚 RMB'000 人民幣千元	Wuxi Yunneng 無錫雲能 RMB'000 人民幣千元	Suqian Zhenyang 宿遷振陽 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue	收入	7,947	1,077	89	9,113
Cost of sales	銷售成本	(4,964)	(209)	(29)	(5,202)
Administrative and other operating expenses	行政及其他營運 開支	(714)	(4)	(3)	(721)
Finance costs	財務成本	(1,931)	-	(60)	(1,991)
Profit/(loss) from discontinued operations	已終止經營業務 溢利/(虧損)	338	864	(3)	1,199
Gain on disposal of subsidiaries	出售附屬公司 收益	2,343	1,626	60	4,029
		2,681	2,490	57	5,228
Profit attributable to: Equity shareholders of the Company	應佔溢利： 本公司權益股東	1,609	1,494	34	3,137
Non-controlling interests	非控股權益	1,072	996	23	2,091
		2,681	2,490	57	5,228
Operating cash flows	經營現金流量	2,264	250	60	2,574
Financing cash flows	融資現金流量	(1,931)	(250)	(60)	(2,241)
Total cash flows	現金流量總額	333	-	-	333

#### 8 除稅前溢利/(虧損)(續)

##### (b) 已終止經營業務(續)

已終止經營業務於有關期間之業績(已計入綜合損益及其他全面收益表內)如下：

NOTES TO THE FINANCIAL STATEMENTS (continued)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

8 PROFIT/(LOSS) BEFORE TAXATION  
(CONTINUED)

(b) Discontinued operations (continued)

8 除稅前溢利/(虧損)(續)

(b) 已終止經營業務(續)

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度			
		Anda Zhongju 安達中聚 RMB'000 人民幣千元	Wuxi Yunneng 無錫雲能 RMB'000 人民幣千元	Suqian Zhenyang 宿遷振陽 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue	收入	12,287	2,727	601	15,615
Cost of sales	銷售成本	(3,565)	(633)	(101)	(4,299)
Administrative and other operating expenses	行政及其他營運 開支	(1,536)	(2)	(94)	(1,632)
Finance costs	財務成本	(475)	-	-	(475)
Profit from discontinued operations	已終止經營業務 溢利	6,711	2,092	406	9,209
Profit attributable to: Equity shareholders of the Company	應佔溢利： 本公司權益股東	4,027	1,255	244	5,525
Non-controlling interests	非控股權益	2,684	837	162	3,684
		6,711	2,092	406	9,209
Operating cash flows	經營現金流量	258	281	1	540
Financing cash flows	融資現金流量	(475)	(280)	-	(755)
Total cash flows	現金流量總額	(217)	1	1	(215)



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**9 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME****(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:****9 綜合損益及其他全面收益表中的所得稅****(a) 綜合損益及其他全面收益表中的稅項為：**

		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>Current tax</b>	<b>即期稅項</b>		
Provision for PRC income tax for the year	年內中國所得稅撥備	<b>1,035</b>	33,877
(Over)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	<b>(11,327)</b>	3,368
<b>Deferred tax</b>	<b>遞延稅項</b>		
Effect on deferred tax balances at 1 January resulting from a change in tax rate	稅率變動對一月一日遞延稅項結餘的影響	-	41
Origination and reversal of temporary differences	產生及撥回暫時差異		
- Withholding tax (note (iv))	- 預扣稅(附註(iv))	<b>4,925</b>	-
- Others	- 其他	<b>6,509</b>	(6,335)
		<b>1,142</b>	30,951

NOTES TO THE FINANCIAL STATEMENTS (continued)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**9 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)**

**(b) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rates:**

**9 綜合損益及其他全面收益表中的所得稅(續)**

**(b) 稅項開支與按適用稅率計算的會計溢利/(虧損)的對賬：**

		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
Profit/(loss) before taxation	除稅前溢利/(虧損)	<b>6,884</b>	(966,928)
Notional tax on profit/(loss) before taxation, calculated at the rates applicable in the jurisdictions concerned	按適用於相關司法權區的稅率計算的除稅前溢利/(虧損)的名義稅項	<b>1,721</b>	(241,732)
Tax effect of PRC preferential tax treatments (note (iii))	中國優惠稅率待遇的稅務影響(附註(iii))	<b>2,080</b>	138,282
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	<b>1,514</b>	124,817
Tax effect of unused tax losses not recognised (note 28(d))	未確認的未動用稅項虧損的稅務影響(附註28(d))	<b>7,154</b>	6,175
(Over-provision)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	<b>(11,327)</b>	3,368
Effect on deferred tax balances at 1 January resulting from a change in tax rate	稅率變動對一月一日遞延稅項結餘的影響	-	41
Income tax expense	所得稅開支	<b>1,142</b>	30,951



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 9 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

### (b) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rates: (continued)

Notes:

- (i) 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 tax in the Cayman Islands or the BVI.
- (ii) No provision has been made for Profits Tax in Hong Kong and Corporate Taxes in Mexico, Indonesia and Spain as the Group did not earn any income subject to Hong Kong Profits Tax and did not earn any taxable profit subject to Mexico, Indonesia and Spain Corporate Taxes during each of the years ended 31 December 2019 and 2018.
- (iii) PRC income tax

Pursuant to the PRC Corporate Income Tax Law and its implementation regulations, provision for PRC income tax of the Group is calculated based on the statutory income tax rate of 25% except for Boer (Wuxi) Power System Co., Ltd.\* ("博耳(無錫)電力成套有限公司" or "Boer Wuxi"), which is qualified as High and New Technology Enterprise, and is therefore entitled to a preferential tax rate of 15%.

- (iv) Dividends withholding tax

According to the PRC Corporate Income Tax Law and its implementation regulations, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. In addition, under the Arrangement between Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and its relevant regulations, a qualified Hong Kong tax resident will be liable for withholding tax at the rate of 5% for dividend income derived from the PRC if the Hong Kong tax resident is the "beneficial owner" and holds 25% or more of the equity interests of the PRC company. Deferred tax liabilities have been provided for based on the expected dividends to be distributed from these subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008.

\* The English translation of the company name is for reference only. The official name of this company is in Chinese.

## 9 綜合損益及其他全面收益表中的所得稅(續)

### (b) 稅項開支與按適用稅率計算的會計溢利/(虧損)的對賬：(續)

附註：

- (i) 根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及法規，本集團毋須繳納開曼群島或英屬處女群島的任何所得稅。
- (ii) 由於本集團於截至二零一九年及二零一八年十二月三十一日止各年度期間並無賺取任何須繳納香港利得稅的收入及無賺取任何須繳納墨西哥、印度尼西亞及西班牙企業稅的應課稅溢利，因此並無就香港利得稅及墨西哥、印度尼西亞及西班牙企業稅作出撥備。
- (iii) 中國所得稅

根據中國企業所得稅法及其實施細則，本集團的中國所得稅撥備乃根據法定所得稅稅率25%計算，惟博耳(無錫)電力成套有限公司(「博耳(無錫)電力」)(該公司獲認定為高新技術企業，因此享有15%的優惠稅率)除外。

- (iv) 股息預扣稅

根據中國企業所得稅法及其實施條例規定，除非有稅務條約或安排可扣減稅率，否則就自二零零八年一月一日起所賺取的溢利而言，非中國企業居民收取由中國企業所發放的股息須按10%稅率繳交預扣稅。此外，根據《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》及其有關法規，倘合資格香港稅務居民為「實益擁有人」並持有中國公司25%或以上股權，該香港稅務居民須就來自中國之股息收入按5%稅率繳交預扣稅。遞延稅項負債已根據該等附屬公司就二零零八年一月一日起產生溢利所估計於可預見未來分派之股息作出撥備。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 10 DIRECTORS' EMOLUMENTS

Directors' emoluments are as follows:

#### 10 董事酬金

董事酬金載列如下：

		Fees	Basic salaries, allowances and other benefits	Contributions to retirement benefit scheme	Total
		袍金	基本薪金、 津貼及 其他福利	退休福利 計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended 31 December 2019</b>		<b>截至二零一九年</b>			
		<b>十二月三十一日止年度</b>			
<i>Executive Directors</i>		<i>執行董事</i>			
Mr. Qian Yixiang	錢毅湘先生	-	-	30	30
Ms. Jia Lingxia	賈凌霞女士	-	-	30	30
Mr. Zha Saibin	查賽彬先生	-	-	26	26
Mr. Qian Zhongming	錢仲明先生	-	-	-	-
<i>Non-executive Director</i>		<i>非執行董事</i>			
Mr. Zhang Huaqiao	張化橋先生				
(resigned on 6 May 2019)	(於二零一九年五月六日 辭任)	-	-	-	-
<i>Independent Non-executive Directors</i>		<i>獨立非執行董事</i>			
Mr. Yeung Chi Tat	楊志達先生	317	-	-	317
Mr. Tang Jianrong	唐建榮先生	212	-	-	212
Mr. Qu Weimin	瞿唯民先生	159	-	-	159
<b>Total</b>	<b>總計</b>	<b>688</b>	<b>-</b>	<b>86</b>	<b>774</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 10 DIRECTORS' EMOLUMENTS (CONTINUED)

#### 10 董事酬金(續)

	Fees	Basic salaries, allowances and other benefits	Contributions to retirement benefit scheme	Total
	袍金	基本薪金、 津貼及 其他福利	退休福利 計劃供款	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元

**Year ended 31 December 2018** 截至二零一八年  
十二月三十一日止年度

<i>Executive Directors</i> 執行董事					
Mr. Qian Yixiang	錢毅湘先生	-	-	28	28
Ms. Jia Lingxia	賈凌霞女士	-	-	28	28
Mr. Zha Saibin	查賽彬先生	-	-	25	25
Mr. Qian Zhongming	錢仲明先生	-	-	-	-
<i>Non-executive Director</i> 非執行董事					
Mr. Zhang Huaqiao	張化橋先生	-	-	-	-
<i>Independent Non-executive Directors</i> 獨立非執行董事					
Mr. Yeung Chi Tat	楊志達先生	305	-	-	305
Mr. Tang Jianrong	唐建榮先生	203	-	-	203
Mr. Qu Weimin	瞿唯民先生	152	-	-	152
<b>Total</b>	<b>總計</b>	<b>660</b>	<b>-</b>	<b>81</b>	<b>741</b>

During both years, no amount was paid or payable by the Group to any of the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

於兩個年度內，本集團並無已付或應付任何董事的任何款項，作為加盟本集團或加盟本集團時的獎金或作為離職補償。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 10 DIRECTORS' EMOLUMENTS (CONTINUED)

During the year, five Directors waived their emoluments as follows:

#### 10 董事酬金(續)

年內，五名董事放棄彼等的酬金，詳情載列如下：

		Period during which the emoluments accrued	Fees	Basic salaries, allowances and other benefits	Total emoluments waived by The directors
		應計酬金期間	袍金	基本薪金、 津貼及 其他福利	董事放棄 酬金總額
			RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元
<i>Executive Directors</i>	<i>執行董事</i>				
Mr. Qian Yixiang	錢毅湘先生	1 January 2019 to 31 December 2019 二零一九年一月一日至 二零一九年十二月三十一日	-	1,058	1,058
Ms. Jia Lingxia	賈凌霞女士	1 January 2019 to 31 December 2019 二零一九年一月一日至 二零一九年十二月三十一日	-	846	846
Mr. Zha Saibin	查賽彬先生	1 January 2019 to 31 December 2019 二零一九年一月一日至 二零一九年十二月三十一日	-	846	846
Mr. Qian Zhongming	錢仲明先生	1 January 2019 to 31 December 2019 二零一九年一月一日至 二零一九年十二月三十一日	-	846	846
<i>Non-executive Director</i>	<i>非執行董事</i>				
Mr. Zhang Huaqiao	張化橋先生	1 January 2019 to 6 May 2019 二零一九年一月一日至 二零一九年五月六日	194	-	194
<b>Total</b>	<b>總計</b>		<b>194</b>	<b>3,596</b>	<b>3,790</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另有說明外，以人民幣計值)

## 11 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, none of them are (2018: one) director whose emoluments are disclosed in note 10. The aggregate of the emoluments in respect of the remaining five (2018: four) individuals are as follows:

		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
Salaries and other emoluments	薪金及其他酬金	4,806	4,486
Contributions to retirement benefit schemes	退休福利計劃供款	385	244
		<b>5,191</b>	<b>4,730</b>

The emoluments of the five (2018: four) individuals with the highest emoluments are within the following bands:

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	3	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至 3,000,000港元	-	1
		<b>5</b>	<b>4</b>

During both years, no amount was paid or payable by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

There was no arrangement under which any of the five highest paid individuals waived or agreed to waive any emolument during the year (2018: Nil).

## 11 最高酬金人士

五名最高酬金人士中，概無任何董事(二零一八年：一名)，彼等的酬金於附註10披露。餘下五名(二零一八年：四名)人士的酬金總額如下：

五名(二零一八年：四名)最高酬金人士之酬金範圍如下：

於兩個年度內，本集團並無已付或應付任何五名最高酬金人士的任何款項，作為加盟本集團或加盟本集團時的獎金或作為離職補償。

年內，任何五名最高酬金人士概無豁免或同意豁免任何酬金的安排(二零一八年：無)。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 12 EARNINGS PER SHARE

##### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB3,480,000 (2018: loss attributable to equity shareholders of the Company of RMB958,429,000) and the weighted average of 749,426,000 ordinary shares (2018: 749,426,000 ordinary shares) in issue during the year, calculated as follows:

##### Weighted average number of ordinary shares

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary shares at 1 January	於一月一日已發行的普通股	773,769	773,769
Effect of shares held for share award scheme (note 27)	根據股份獎勵計劃持有的股份的影響(附註27)	(24,343)	(24,343)
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數	749,426	749,426

##### (b) Diluted earnings per share

There were no dilutive potential ordinary shares during each of the year ended 31 December 2019 and 2018, and therefore, diluted earnings per share is the same as the basic earnings per share.

#### 12 每股盈利

##### (a) 每股基本盈利

每股基本盈利乃根據本公司權益股東應佔溢利人民幣3,480,000元(二零一八年：本公司權益股東應佔虧損人民幣958,429,000元)及年內已發行普通股加權平均數749,426,000股(二零一八年：749,426,000股)計算如下：

##### 普通股加權平均數

##### (b) 每股攤薄盈利

截至二零一九年及二零一八年十二月三十一日止各年度並無具攤薄潛力的普通股，因此每股攤薄盈利與每股基本盈利相同。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另有說明外，以人民幣計值)

## 13 PROPERTY, PLANT AND EQUIPMENT

## 13 物業、廠房及設備

		Right-of-Use assets 使用權資產								Total 總計
		Buildings 樓宇	Plant and machinery 廠房及機器	Motor vehicles 汽車	Furniture, fixtures and other equipment 傢俬、裝置及其他設備	Sub-total 小計	Prepaid leasehold land 預付租賃土地	Land and buildings 土地及樓宇	Plant and machinery 廠房及機器	
		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
<b>Cost:</b>	<b>成本:</b>									
At 1 January 2018	於二零一八年一月一日	218,579	232,050	9,326	20,657	480,612	-	-	-	480,612
Additions	添置	373	4,614	519	1,420	6,926	-	-	-	6,926
Disposals	出售	-	(7,802)	(1,951)	(209)	(9,962)	-	-	-	(9,962)
Exchange adjustments	匯兌調整	19	-	-	69	88	-	-	-	88
At 31 December 2018, as previously reported	於二零一八年十二月三十一日(如過往所呈報)	218,971	228,862	7,894	21,937	477,664	-	-	-	477,664
Effect on adoption of HKFRS 16	採納香港財務報告準則第16號的影響	-	(102,700)	-	-	(102,700)	42,161	1,361	102,700	146,222
At 1 January 2019, as restated	於二零一九年一月一日(經重列)	218,971	126,162	7,894	21,937	374,964	42,161	1,361	102,700	521,186
Additions	添置	-	3,032	112	4,048	7,192	-	3,324	2,194	12,710
Disposals	出售	-	-	(449)	(287)	(736)	-	-	-	(736)
Disposals of subsidiaries	出售附屬公司	-	(39,835)	(79)	-	(39,914)	(4,720)	-	(42,735)	(87,369)
At 31 December 2019	於二零一九年十二月三十一日	218,971	89,359	7,478	25,698	341,506	37,441	4,685	62,159	445,791
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>									
At 1 January 2018	於二零一八年一月一日	66,128	58,789	8,100	15,638	148,655	-	-	-	148,655
Additions	添置	12,028	12,963	527	1,975	27,493	-	-	-	27,493
Disposals	出售	-	(2,140)	(1,872)	(38)	(4,050)	-	-	-	(4,050)
Exchange adjustments	匯兌調整	(72)	-	-	11	(61)	-	-	-	(61)
At 31 December 2018, as previously reported	於二零一八年十二月三十一日(如過往所呈報)	78,084	69,612	6,755	17,586	172,037	-	-	-	172,037
Effect on adoption of HKFRS 16	採納香港財務報告準則第16號的影響	-	(7,781)	-	-	(7,781)	9,728	-	7,781	17,509
At 1 January 2019, as restated	於二零一九年一月一日(經重列)	78,084	61,831	6,755	17,586	164,256	9,728	-	7,781	181,765
Charge for the year	年內折舊	9,648	10,917	396	1,330	22,291	1,236	1,160	3,041	27,728
Disposals of subsidiaries	出售附屬公司	-	(14,273)	-	-	(14,273)	(4,146)	-	(1,721)	(5,867)
At 31 December 2019	於二零一九年十二月三十一日	87,732	58,475	7,151	18,916	172,274	6,818	1,160	9,101	189,353
<b>Net book value:</b>	<b>賬面淨值:</b>									
At 31 December 2019	於二零一九年十二月三十一日	131,239	30,884	327	6,782	169,232	30,623	3,525	53,058	256,438
At 1 January 2019, as restated	於二零一九年一月一日(經重列)	140,887	64,331	1,139	4,351	210,708	32,433	1,361	94,919	339,421
At 31 December 2018, as previously reported	於二零一八年十二月三十一日(如過往所呈報)	140,887	159,250	1,139	4,351	305,627	-	-	-	-

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 13 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

- (a) Buildings are situated on leasehold land with medium-term lease of 50 years in the PRC.
- (b) As at 31 December 2019, certain buildings with carrying amount of RMB85,013,000 (2018: RMB91,734,000) have been pledged to bank as security for bank loan (note 23(c)).
- (c) As at 31 December 2019, the group was in the process of obtaining the property ownership certification in respect of certain properties located in the PRC with net book value of RMB18,099,000 (2018: RMB19,110,000).

#### (d) Right-of-use assets

##### (i) Prepaid leasehold land

Upon the adoption of HKFRS 16, the Group reclassified the lease prepayments for land use rights to property, plant and equipment (note 2E). The Group's land is located in the PRC, and the Group is granted with land use rights for a period of 50 years. As at 31 December 2019, the land use rights with carrying value of RMB30,157,000 (2018: RMB30,895,000) have been pledged to a bank as security for bank loans (note 23(c)).

##### (ii) Land and buildings

Upon the adoption of HKFRS 16, the Group recognises the ROU assets and the corresponding lease liabilities (note 2E) which previously were classified as operating leases under HKAS 17.

##### (iii) Plant and machinery

For leased equipment which previously were classified as finance leases under HKAS 17, the ROU assets and the corresponding lease liabilities (note 2E) at 1 January 2019 were the carrying amount of the lease assets and lease liabilities under HKAS 17 immediately before that date.

#### 13 物業、廠房及設備(續)

- (a) 位於中國租賃土地上的樓宇具有50年中期租約。
- (b) 於二零一九年十二月三十一日，本集團已向銀行抵押若干賬面值為人民幣85,013,000元(二零一八年：人民幣91,734,000元)的樓宇，作為取得銀行貸款的抵押品(附註23(c))。
- (c) 於二零一九年十二月三十一日，本集團正就其位於中國的若干物業辦理物業所有權證。該等物業的賬面淨值為人民幣18,099,000元(二零一八年：人民幣19,110,000元)。

#### (d) 使用權資產

##### (i) 預付租賃土地

於採納香港財務報告準則第16號後，本集團將土地使用權的預付租賃款項重新分類至物業、廠房及設備(附註2E)。本集團的土地位於中國，而本集團獲授土地使用權50年。於二零一九年十二月三十一日，賬面值為人民幣30,157,000元(二零一八年：人民幣30,895,000元)的土地使用權已抵押予銀行，作為取得銀行貸款的抵押品(附註23(c))。

##### (ii) 土地及樓宇

於採納香港財務報告準則第16號後，本集團確認先前根據香港會計準則第17號分類為經營租賃的使用權資產及相應的租賃負債(附註2E)。

##### (iii) 廠房及機器

就先前根據香港會計準則第17號分類為融資租賃的租賃設備而言，於二零一九年一月一日的使用權資產及相應的租賃負債(附註2E)為緊接該日前香港會計準則第17號下的租賃資產及租賃負債的賬面值。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 14 INVESTMENT PROPERTIES

#### 14 投資物業

		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>Cost:</b>	<b>成本：</b>		
At 1 January	於一月一日	<b>140,420</b>	157,654
Disposals	出售	<b>(17,143)</b>	(17,234)
At 31 December	於十二月三十一日	<b>123,277</b>	140,420
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>		
At 1 January	於一月一日	<b>15,609</b>	9,811
Charge for the year	年內折舊	<b>6,349</b>	7,279
Written back on disposals	出售時撥回	<b>(2,364)</b>	(1,481)
At 31 December	於十二月三十一日	<b>19,594</b>	15,609
<b>Impairment:</b>	<b>減值：</b>		
At 1 January	於一月一日	<b>4,236</b>	–
Charge for the year	年內折舊	<b>–</b>	4,236
Written back on disposals	出售時撥回	<b>(1,636)</b>	–
At 31 December	於十二月三十一日	<b>2,600</b>	4,236
<b>Net book value:</b>	<b>賬面淨值：</b>		
At 31 December	於十二月三十一日	<b>101,083</b>	120,575

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 14 INVESTMENT PROPERTIES (CONTINUED)

- (a) The Group's investment properties consist of residential, commercial and industrial properties situated in the PRC. Investment properties are stated at cost less accumulated depreciation and impairment loss. In 2019, no impairment loss (2018: RMB4,236,000) was charged to the statement of profit and loss and other comprehensive income.
- (b) During the year ended 31 December 2019, the Group disposed of certain investment properties with an aggregate carrying amount of RMB13,143,000 (2018: RMB15,753,000) for proceeds of RMB13,493,000 (2018: RMB21,392,000) and resulting in a gain on disposal of RMB350,000 (2018: RMB5,693,000).
- (c) The fair value of the investment properties was RMB125,870,000 (2018: RMB150,847,000) as at 31 December 2019, which is determined by reference to comparable sales transactions as available in the relevant market with adjustments to reflect the condition and locations of the related properties.
- (d) As at 31 December 2019, the Group was in the process of obtaining the property ownership certificate in respect of investment properties located in the PRC with net book value of RMB94,554,000 (2018: RMB120,575,000).

#### 14 投資物業(續)

- (a) 本集團投資物業包括位於中國的住宅、商業及工業物業。投資物業乃以成本扣除累計折舊及減值虧損後列賬。於二零一九年，並無減值虧損(二零一八年：人民幣4,236,000元)於損益及其他全面收益表扣除。
- (b) 截至二零一九年十二月三十一日止年度，本集團出售若干賬面總值為人民幣13,143,000元(二零一八年：人民幣15,753,000元)的投資物業以獲得所得款項人民幣13,493,000元(二零一八年：人民幣21,392,000元)，並帶來出售收益人民幣350,000元(二零一八年：人民幣5,693,000元)。
- (c) 於二零一九年十二月三十一日，該等投資物業的公平值為人民幣125,870,000元(二零一八年：人民幣150,847,000元)，有關公平值乃參考相關市場可得的可資比較銷售交易(經調整)後釐定，以反映相關物業的狀況及地點。
- (d) 於二零一九年十二月三十一日，本集團正就其位於中國的投資物業辦理物業所有權證。該等物業的賬面淨值為人民幣94,554,000元(二零一八年：人民幣120,575,000元)。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 15 INTANGIBLE ASSETS

## 15 無形資產

		Software 軟件 RMB'000 人民幣千元	Trademarks 商標 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>			
At 1 January 2018	於二零一八年一月一日	1,380	5,760	7,140
Written off	撇銷	-	(308)	(308)
Exchange adjustments	匯兌調整	-	14	14
At 31 December 2018	於二零一八年 十二月三十一日	1,380	5,466	6,846
At 1 January 2019	於二零一九年一月一日	<b>1,380</b>	<b>5,466</b>	<b>6,846</b>
Written off	撇銷	<b>(327)</b>	<b>-</b>	<b>(327)</b>
Exchange adjustments	匯兌調整	<b>-</b>	<b>(24)</b>	<b>(24)</b>
At 31 December 2019	於二零一九年 十二月三十一日	<b>1,053</b>	<b>5,442</b>	<b>6,495</b>
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>			
At 1 January 2018	於二零一八年一月一日	621	2,614	3,235
Charge for the year	年內攤銷	127	670	797
At 31 December 2018	於二零一八年 十二月三十一日	748	3,284	4,032
At 1 January 2019	於二零一九年一月一日	<b>748</b>	<b>3,284</b>	<b>4,032</b>
Written off	撇銷	<b>(327)</b>	<b>-</b>	<b>(327)</b>
Charge for the year	年內攤銷	<b>126</b>	<b>667</b>	<b>793</b>
At 31 December 2019	於二零一九年 十二月三十一日	<b>547</b>	<b>3,951</b>	<b>4,498</b>
<b>Net book value:</b>	<b>賬面淨值：</b>			
At 31 December 2019	於二零一九年 十二月三十一日	<b>506</b>	<b>1,491</b>	<b>1,997</b>
At 31 December 2018	於二零一八年 十二月三十一日	632	2,182	2,814

The amortisation charge for the year is included in "administrative and other operating expenses" in the consolidated statement of profit or loss and other comprehensive income.

年內攤銷乃計入於綜合損益及其他全面收益表「行政及其他營運開支」內。

# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 16 LEASE PREPAYMENTS

### 16 預付租賃款項

		<b>Prepaid leasehold land</b> 預付租賃土地 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2018 and at 31 December 2018, as previously reported	於二零一八年一月一日及 於二零一八年十二月 三十一日(如過往所呈報)	42,161
Effect on adoption of HKFRS 16	採納香港財務報告準則 第16號的影響	(42,161)
At 1 January 2019, as restated and at 31 December 2019	於二零一九年一月一日 (經重列)及於二零一九年 十二月三十一日	-
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>	
At 1 January 2018	於二零一八年一月一日	8,355
Charge for the year	年內折舊	1,373
At 31 December 2018, as previously reported	於二零一八年十二月三十一日 (如過往所呈報)	9,728
Effect on adoption of HKFRS 16	採納香港財務報告準則 第16號的影響	(9,728)
At 1 January 2019, as restated and at 31 December 2019	於二零一九年一月一日 (經重列)及於二零一九年 十二月三十一日	-
<b>Net book value:</b>	<b>賬面淨值：</b>	
At 1 January 2019, as restated and 31 December 2019	於二零一九年一月一日 (經重列)及二零一九年 十二月三十一日	-
At 31 December 2018, as previously reported	於二零一八年十二月三十一日 (如過往所呈報)	32,433

The Group's land is located in the PRC. The Group is granted with land use rights for a period of 50 years.

本集團的土地位於中國。本集團獲授為期50年的土地使用權。

Upon the adoption of HKFRS 16, the Group reclassified the lease prepayments for land use rights to property, plant and equipment (see note 2E).

於採納香港財務報告準則第16號後，本集團將土地使用權的預付租賃款項重新分類至物業、廠房及設備(見附註2E)。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 17 INVESTMENT IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries in 2019 and 2018 which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

#### 17 於附屬公司的投資

下表僅載列於二零一九年及二零一八年對本集團業績、資產或負債有重大影響的附屬公司的詳情。除另有說明外，所持股份類別均指普通股。

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點	Particulars of issued and fully paid-up capital 已發行及繳足 資本的詳情	Proportion of equity interest attributable to the Company 本公司應佔股權比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Cheer Success Holdings Limited 欣成控股有限公司	BVI/Hong Kong 英屬處女群島/ 香港	1,000 shares of US\$1 each 1,000股每股面值 1美元的股份	100%	–	Investment holding 投資控股
Power Investment (H.K.) Limited 博耳投資(香港)有限公司	Hong Kong 香港	100,000 shares or HK\$100,000 100,000股 或100,000港元	–	100%	Investment holding 投資控股
Boer Energy (note (ii)) 博耳能源(附註(ii))	PRC 中國	RMB43,350,000 人民幣 43,350,000元	–	60%	Provision of energy efficiency solutions 提供節能方案
Boer Wuxi (note (i)) 博耳無錫(附註(i))	PRC 中國	US\$71,000,000 71,000,000美元	–	100%	Design, manufacture and sale of electrical distribution equipment 設計、製造及 銷售配電設備
Boer (Yixing) Power System Co., Ltd.* ("Boer Yixing") (note (i)) 博耳(宜興)電力成套有限公司 (「博耳宜興」)(附註(i))	PRC 中國	US\$16,250,000 16,250,000美元	–	100%	Design, manufacture and sale of electrical distribution equipment 設計、製造及 銷售配電設備
Yixing Boai Automation Complete Sets of Equipment Co., Ltd.* ("Yixing Boai") (note (i)) 宜興博艾自動化成套設備 有限公司(「宜興博艾」) (附註(i))	PRC 中國	RMB110,000,000 人民幣 110,000,000元	–	100%	Design, manufacture and sale of electrical distribution equipment 設計、製造及 銷售配電設備
Wuxi Boer Photovoltaic Technology Co., Ltd.* (note (ii)) 無錫博耳光伏科技有限公司 (附註(ii))	PRC 中國	RMB4,000,000 人民幣 4,000,000元	–	60%	Development, manufacture and sale of photovoltaic products 開發、製造及 銷售光伏產品

# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 17 INVESTMENT IN SUBSIDIARIES (CONTINUED)

### 17 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點	Particulars of issued and fully paid-up capital 已發行及繳足 資本的詳情	Proportion of equity interest attributable to the Company 本公司應佔股權比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Boer Cloud Technology Company Limited.* ("Boer Cloud")(note (ii)) 博耳雲科技有限公司 (「博耳雲」)(附註(ii))	PRC 中國	HK\$5,983,725 5,983,725港元	–	100%	Provision of energy efficiency solutions 提供節能方案
Boer Wuxi Tezhong Electrical Capacitor Co., Ltd.* (note (ii)) 博耳無錫特種電力電容器 有限公司(附註(ii))	PRC 中國	RMB60,000,000 人民幣 60,000,000元	–	100%	Design, manufacture and sale of capacitors 設計、製造及 銷售電容器
Boer Electric Sales (China) Co., Ltd.* (note (i)) 博耳電氣銷售(中國) 有限公司(附註(i))	PRC 中國	US\$8,000,000 8,000,000美元	–	100%	Trading of electrical distribution equipment 配電設備買賣
Sydenham (Wuxi) Switch Co., Ltd.* (note (i)) 賽德翰(無錫)開關 有限公司(附註(i))	PRC 中國	US\$8,000,000 8,000,000美元	–	100%	Manufacture and sale of components and spare parts 製造及銷售元件及零件
Shanghai Electrical Apparatus Research Institute Switch Apparatus Co., Ltd.* ("Shanghai Boer") (note (ii)) 上海電科博耳電器開關有限公司 (「上海博耳」)(附註(ii))	PRC 中國	RMB35,000,000 人民幣 35,000,000元	–	100%	Manufacture and sale of components and spare parts 製造及銷售元件及零件
Temper Energy International, Sociedad Limitada	Spain 西班牙	1,317,235 shares of EUR3.1 each 1,317,235股每股 面值3.1歐元的股份	–	100%	Trading of components and spare parts 元件及零件買賣

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 17 INVESTMENT IN SUBSIDIARIES (CONTINUED)

#### 17 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊成立/成立 及經營地點	Particulars of issued and fully paid-up capital 已發行及繳足 資本的詳情	Proportion of equity interest attributable to the Company 本公司應佔股權比例		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Boer (Wuxi) Software Technology Limited* ("Boer Software") (note (i)) 博耳(無錫)軟件科技有限公司 (「博耳軟件」)(附註(i))	PRC 中國	HK\$50,000,000 50,000,000港元	–	100%	Development and sale of software 開發及銷售軟件

Notes:

(i) These entities are wholly foreign owned enterprises established in the PRC with limited liability.

(ii) These entities are limited companies established in the PRC.

\* The English translation of the company names is for reference only. The official names of these companies are in Chinese.

附註：

(i) 該等實體為於中國成立的有限責任外商獨資企業。

(ii) 該等實體為於中國成立的有限責任公司。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 18. DISPOSAL OF SUBSIDIARIES

As stated in note 8(b), during the year ended 31 December 2019, the Group disposed of three subsidiaries which were engaged in EE Solutions in the PRC. The net assets of the disposed subsidiaries on the date of disposal were as follows:

#### 18 出售附屬公司

如附註8(b)所述，截至二零一九年十二月三十一日止年度，本集團出售三間於中國從事EE方案之附屬公司。已出售附屬公司於出售日期的資產淨值如下：

		Anda Zhongju 安達中聚 RMB'000 人民幣千元	Wuxi Yunneng 無錫雲能 RMB'000 人民幣千元	Suqian Zhenyang 宿遷振陽 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	774	1	1	776
Trade and other receivables	應收貿易及其他賬款	14,855	522	90	15,467
Property, plant and equipment	物業、廠房及設備	53,127	10,978	2,550	66,655
Lease prepayment	預付租賃款項	574	-	-	574
Trade and other payables	應付貿易及其他賬款	(3,230)	(8,220)	(2,183)	(13,633)
Current tax liabilities	即期稅項負債	(37)	-	-	(37)
Lease liabilities	租賃負債	(42,697)	-	-	(42,697)
		23,366	3,281	458	27,105
Non-controlling interests	非控股權益	(6,008)	(755)	(162)	(6,925)
Gain on disposal	出售收益	2,343	1,626	60	4,029
Total consideration	代價總額	19,701	4,152	356	24,209
Total consideration satisfied by cash	以現金支付的代價總額	19,701	4,152	356	24,209
Net cash inflow arising on disposal:	出售產生的淨現金流入：				
Cash consideration	現金代價	19,701	4,152	356	24,209
Cash and bank balances disposed of	已出售現金及銀行結餘	(774)	(1)	(1)	(776)
		18,927	4,151	355	23,433



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 19 INVENTORIES

## (a) Inventories in the consolidated statement of financial position comprise:

		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
Raw materials	原材料	38,625	50,669
Work in progress	在製品	51,215	20,275
Finished goods	製成品	39,091	34,441
		<b>128,931</b>	105,385

## 19 存貨

## (a) 綜合財務狀況表內的存貨包括：

## (b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

## (b) 確認為支出並計入損益的存貨金額分析如下：

		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
Carrying amount of inventories sold	已售存貨的賬面值	515,595	383,635
Write down of inventories	存貨撇減	(4)	(1,036)
		<b>515,591</b>	382,599

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 20 TRADE AND OTHER RECEIVABLES

#### 20 應收貿易及其他賬款

		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 (gross)	應收貿易賬款總額	2,366,027	2,646,058
Less: allowance for impairment losses	減：減值虧損撥備	(1,894,734)	(1,905,641)
Trade receivables (net)	應收貿易賬款淨額	471,293	740,417
Bills receivable*	應收票據*	6,932	2,594
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	114,848	200,548
<b>Trade and other receivables</b>	<b>應收貿易及其他賬款</b>	<b>593,073</b>	<b>943,559</b>

\* Bills receivable represent bank acceptance bills in the PRC which are measured at FVOCI (see note 30(e)).

\* 應收票據指按公平值計入其他全面收益的中國銀行承兌票據(見附註30(e))。

#### (a) Ageing analysis of trade receivables

As of the end of the reporting period, the ageing analysis of trade receivables based on the invoice date and net of allowance for impairment losses, is as follows:

#### (a) 應收貿易賬款賬齡分析

截至呈報期末，應收貿易賬款的賬齡分析(基於發票日期及扣除減值虧損撥備)如下：

		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 3 months	不足三個月	288,287	233,053
Over 3 months but within 6 months	超過三個月但不足六個月	50,205	85,620
Over 6 months but within 1 year	超過六個月但不足一年	35,286	137,648
Over 1 year	超過一年	97,515	284,096
At 31 December	於十二月三十一日	471,293	740,417

The Group generally grants a credit period of 30 days to its customers.

本集團一般向其客戶授予30日的信貸期。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 20 TRADE AND OTHER RECEIVABLES (CONTINUED)

### (b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

The movements in the impairment allowance are as follows:

		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
At 1 January	於一月一日	1,905,641	972,331
Impairment losses recognised	已確認減值虧損	-	942,786
Uncollectible amounts written off	撇銷不可收回金額	(10,907)	(9,476)
At 31 December	於十二月三十一日	1,894,734	1,905,641

## 21 CONTRACT COSTS

The contract costs as at the end of the reporting period relate to the costs to fulfil the EPC contracts with customers. Such costs are capitalised as they directly related to the contracts and have generated or enhanced resources of the Group that will be used in satisfying performance obligations in the future. The Group expects to recover such costs when the related revenue is recognised and there was no impairment in relation to such costs during the year.

## 20 應收貿易及其他賬款(續)

### (b) 應收貿易賬款的減值

應收貿易賬款的減值虧損以撥備賬記錄，除非本集團信納不大可能收回有關款項則作別論，在此情況下，則減值虧損直接與應收貿易賬款撇銷。

減值撥備變動如下：

## 21 合約成本

於呈報期末的合約成本乃有關履行與客戶簽訂的EPC合約的成本。有關成本因與合約直接相關而予以資本化，並已產生或增加本集團未來可用於達成履約責任的資源。本集團預期於相關收入確認時可收回有關成本，而於年內有關成本概無減值。

		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
EPC contract	EPC合同		
- Current	- 流動	356,392	20,666
- Non-current	- 非流動	35,099	-
		391,491	20,666

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 22 CASH AND CASH EQUIVALENTS

##### (a) Cash and cash equivalents are cash at bank and in hand

		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 and bank balances*	現金及銀行結餘*	221,283	42,690
Less: Pledged deposits**	減：有抵押存款**	(152,404)	(32,956)
Cash and cash equivalents	現金及現金等價物	<b>68,879</b>	9,734

\* As 31 December 2019, the cash and bank balances of the Group denominated in RMB amounted to RMB221,010,000 (2018: RMB41,014,000). Remittance of the RMB funds out of the PRC is subject to the restrictions under the Foreign Exchange Control Regulations of the PRC.

\*\* Bank deposits have been pledged to banks for bank loans (note 23(c)), bank acceptance bills issued to suppliers and quality guarantee issued to customers.

#### 22 現金及現金等價物

##### (a) 現金及現金等價物為銀行及手頭現金

\* 於二零一九年十二月三十一日，本集團以人民幣計值的現金及銀行結餘為人民幣221,010,000元(二零一八年：人民幣41,014,000元)。向中國境外匯出人民幣資金須受中國外匯管理條例的限制所規限。

\*\* 銀行存款用於抵押銀行貸款(附註23(c))，向供應商發出的銀行承兌票據及向客戶作出的質量擔保。



# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 22 CASH AND CASH EQUIVALENTS (CONTINUED)

### 22 現金及現金等價物(續)

#### (b) Reconciliation of profit/(loss) before taxation to cash generated from operations:

#### (b) 除稅前溢利/(虧損)與經營所產生的現金的對賬：

	Note 附註	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
Profit/(loss) before taxation	除稅前溢利/(虧損)	<b>6,884</b>	(966,928)
Adjustments for:	就下列各項作出調整：		
- Change in financial assets at FVTPL	- 按公平值計入損益的金融資產變動 7	<b>(1,462)</b>	1,512
- Amortisation of intangible assets	- 無形資產攤銷 8(a)(iii)	<b>793</b>	797
- Amortisation of lease prepayments	- 預付租賃款項攤銷 8(a)(iii)	-	1,373
- Depreciation	- 折舊 8(a)(iii)	<b>34,077</b>	34,772
- Finance costs	- 財務成本 8(a)(i)	<b>42,538</b>	49,182
- Impairment loss on investment properties	- 投資物業減值虧損 8(a)(iii)	-	4,236
- Interest income from financial institutions	- 來自金融機構的利息收入 7	<b>(611)</b>	(6,884)
- Other interest income	- 其他利息收入 7	-	(1,841)
- Net (gain)/loss on disposal of property, plant and equipment	- 出售物業、廠房及設備的(收益)/虧損淨額 8(a)(iii)	<b>(254)</b>	5,366
- Net gain on disposal of investment properties	- 出售投資物業的淨收益 8(a)(iii)	<b>(350)</b>	(5,639)
- Impairment losses for trade receivables	- 應收貿易賬款的減值虧損 8(a)(iii)	-	942,786
- Write off of intangible assets	- 無形資產撇銷	-	308
- Net foreign exchange (gain)/loss	- 外匯(收益)/虧損淨額	<b>(5,535)</b>	13,886
- Reversal of impairment loss on inventories	- 存貨減值虧損撥回	<b>(4)</b>	-
- Profit appropriation	- 溢利分配	<b>486</b>	-
- Share of (gain)/loss of an associate	- 應佔聯營公司(收益)/虧損 7	<b>(5)</b>	14
- Gain on disposal of subsidiaries	- 出售附屬公司收益 8(b)	<b>(4,029)</b>	-
Changes in working capital:	營運資金變動：		
- Increase in inventories	- 存貨增加	<b>(23,542)</b>	(4,685)
- Decrease in trade and other receivables	- 應收貿易及其他賬款減少	<b>335,019</b>	229,289
- Increase/(decrease) in trade and other payables	- 應付貿易及其他賬款增加/(減少)	<b>124,274</b>	(106,560)
- Payment for acquisition of contract costs	- 收購合約成本付款	<b>(370,825)</b>	(20,666)
Cash generated from operations	經營所產生現金	<b>137,454</b>	170,318

# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 22 CASH AND CASH EQUIVALENTS (CONTINUED)

#### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

### 22 現金及現金等價物(續)

#### (c) 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，包括現金和非現金變動。融資活動產生的負債為現金流量或未來現金流量將於本集團綜合現金流量表分類為融資活動產生的現金流量之負債。

		Borrowings 借貸 RMB'000 人民幣千元 (note 23) (附註23)	Lease liabilities/ obligations under finance leases 租賃負債/ 融資租賃承擔 RMB'000 人民幣千元 (note 25) (附註25)	Amounts due to related parties 應付 關聯方款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2018, as previously reported</b>	於二零一八年十二月三十一日 (如過往所呈報)	694,893	93,147	384,266	1,172,306
Effect on adoption of HKFRS 16 (note 2E)	採納香港財務報告準則 第16號的影響(附註2E)	-	1,361	-	1,361
<b>At 1 January 2019, as restated</b>	於二零一九年一月一日(經重列)	694,893	94,508	384,266	1,173,667
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>				
Proceeds from borrowings	借貸所得款項	756,213	-	-	756,213
Repayment of borrowings	償還借貸	(707,267)	-	-	(707,267)
Repayment of lease liabilities	償還租賃負債	-	(15,087)	-	(15,087)
Advance from related parties	關連方墊款	-	-	94,035	94,035
Repayment of advance from related parties	償還關連方墊款	-	-	(77,012)	(77,012)
Total changes from financing cash flows	融資現金流量變動總額	48,946	(15,087)	17,023	50,882
<b>Exchange adjustments</b>	<b>匯兌調整</b>	-	(1)	4,045	4,044
<b>Other changes:</b>	<b>其他變動：</b>				
Increase in lease liabilities from entering into new leases during the period	期內訂立新租賃而增加的租賃負債	-	5,518	-	5,518
Finance charges on lease liabilities (note 8(a)(i))	租賃負債之融資費用(附註8(a)(i))	-	5,973	-	5,973
Disposal of subsidiaries	出售附屬公司	-	(42,697)	-	(42,697)
Total other changes	其他變動總額	-	(31,206)	-	(31,206)
<b>At 31 December 2019</b>	於二零一九年十二月三十一日	743,839	48,214	405,334	1,197,387
<b>At 1 January 2018</b>	於二零一八年一月一日	1,026,756	93,632	431,422	1,551,810
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>				
Proceeds from borrowings	借貸所得款項	629,073	-	-	629,073
Repayment of borrowings	償還借貸	(960,936)	-	-	(960,936)
Capital element of finance lease rentals paid	支付融資租賃租金之本金部分	-	(485)	-	(485)
Interest element of finance lease rentals paid	支付融資租賃租金之利息部分	-	(6,101)	-	(6,101)
Advance from related parties	關連方墊款	-	-	753,894	753,894
Repayment of advance from related parties	償還關連方墊款	-	-	(833,000)	(833,000)
Total changes from financing cash flows	融資現金流量變動總額	(331,863)	(6,586)	(79,106)	(417,555)
<b>Exchange adjustments</b>	<b>匯兌調整</b>	-	-	14,927	14,927
<b>Other changes:</b>	<b>其他變動：</b>				
Finance charges on obligations under finance leases (note 8(a)(i))	融資租賃承擔之融資費用(附註8(a)(i))	-	6,101	-	6,101
Increase in other receivables	其他應收款項增加	-	-	17,023	17,023
Total other changes	其他變動總額	-	6,101	17,023	23,124
<b>At 31 December 2018</b>	於二零一八年十二月三十一日	694,893	93,147	384,266	1,172,306

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 23 BORROWINGS

(a) As of the reporting period, the analysis of the carrying amount of borrowings is as follows:

		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
Bank loans	銀行貸款		
– secured	– 有抵押	432,900	426,880
– unsecured	– 無抵押	254,939	205,013
Secured entrusted loans	有抵押信託貸款	56,000	63,000
		<b>743,839</b>	694,893

(b) As of the reporting period, borrowings were repayable as follows:

		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 or on demand	一年內或按要求	743,839	638,893
After 1 year but within 2 years	一年後但兩年內	–	56,000
		<b>743,839</b>	694,893

(c) As of the end of the reporting period, borrowings were secured by the following assets:

		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
Property, plant and equipment (note 13(b))	物業、廠房及設備 (附註13(b))	85,013	91,734
Lease prepayments (note 13(d)(i))	預付租賃款項 (附註13(d)(i))	30,157	30,895
Pledged deposits (note 22(a))	抵押存款(附註22(a))	90,000	–
		<b>205,170</b>	122,629

At 31 December 2019, the effective interest rates of the borrowings of the Group were in the range from 2% to 9% per annum (2018: range from 2% to 9% per annum).

於二零一九年十二月三十一日，本集團借貸的實際年利率介乎2%至9%（二零一八年：每年介乎2%至9%）。

#### 23 借貸

(a) 截至呈報期末，借貸賬面值分析如下：

(b) 截至呈報期末，應償還借貸如下：

(c) 截至呈報期末，借貸由以下資產作抵押：

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 24 TRADE AND OTHER PAYABLES

#### 24 應付貿易及其他賬款

		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
Bills payable	應付票據	77,125	43,225
Trade payables	應付貿易賬款	342,533	91,626
Trade and bills payables	應付貿易賬款及票據	419,658	134,851
Receipts in advance	預收款項	584	8,468
Other payables and accruals	其他應付款項及應計費用	91,105	257,387
		511,347	400,706

All of the trade and other payables are expected to be settled within one year.

所有應付貿易及其他賬款預期於一年內結清。

Receipts in advance at 1 January 2019 had been fully recognised as revenue in 2019 and its balance as at 31 December 2019 is expected to be recognised as revenue within the 12 months after the reporting date.

於二零一九年一月一日的預收款項已於二零一九年悉數確認為收益，而其於二零一九年十二月三十一日的結餘預期於報告日期後12個月內確認為收益。

As of the end of the reporting period, the ageing analysis of trade and bills payables is as follows:

於呈報期末，應付貿易賬款及票據的賬齡分析如下：

		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
Due within 1 month or on demand	一個月內到期或按要求	304,746	72,712
Due after 1 month but within 3 months	一個月後但三個月內到期	46,262	31,726
Due after 3 months but within 6 months	三個月後但六個月內到期	68,650	30,413
		419,658	134,851



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 25 LEASE LIABILITIES/OBLIGATIONS UNDER FINANCE LEASES

(a) Movement of lease liabilities/obligations under finance leases is as follows:

		Land and buildings 土地及樓宇 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Obligations under finance leases</b>	<b>融資租賃承擔</b>			
At 31 December 2018, as previously reported	於二零一八年十二月三十一日 (如過往所呈報)	–	93,147	93,147
Effect on adoption of HKFRS 16	採納香港財務報告準則第16號的影響	1,361	–	1,361
<b>Lease liabilities</b>	<b>租賃負債</b>			
At 1 January 2019, as restated	於二零一九年一月一日(經重列)	<b>1,361</b>	<b>93,147</b>	<b>94,508</b>
Additions	添置	<b>3,324</b>	<b>2,194</b>	<b>5,518</b>
Disposal of subsidiaries	出售附屬公司	–	<b>(42,697)</b>	<b>(42,697)</b>
Interest expense	利息支出	<b>263</b>	<b>5,710</b>	<b>5,973</b>
Repayment of lease liabilities	償還租賃負債	<b>(1,348)</b>	<b>(13,739)</b>	<b>(15,087)</b>
Exchange alignments	匯兌調整	–	<b>(1)</b>	<b>(1)</b>
At 31 December 2019	於二零一九年十二月三十一日	<b>3,600</b>	<b>44,614</b>	<b>48,214</b>

#### 25 租賃負債／融資租賃承擔

(a) 租賃負債／融資租賃承擔之變動如下：

(b) Reconciliation to the consolidated statement of financial position is as follows:

(b) 與綜合財務狀況表對賬如下：

		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 liabilities	流動負債	<b>1,459</b>	27,578
Non-current liabilities	非流動負債	<b>46,755</b>	65,569
		<b>48,214</b>	93,147



NOTES TO THE FINANCIAL STATEMENTS (continued)

財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

25 LEASE LIABILITIES/OBLIGATIONS UNDER  
FINANCE LEASES (CONTINUED)

(c) Minimum lease payments are due as follows:

25 租賃負債／融資租賃承擔(續)

(c) 最低租賃款項到期情況如下：

		Minimum lease payments 最低租賃款項 RMB'000 人民幣千元	Interest 利息 RMB'000 人民幣千元	Present value 現值 RMB'000 人民幣千元
<b>At 31 December 2019</b>	於二零一九年十二月三十一日			
Within 1 year	一年內	4,860	3,401	1,459
After 1 year but within 2 years	一年後但兩年內	13,670	3,120	10,550
After 2 years but within 5 years	兩年後但五年內	36,907	3,049	33,858
After 5 years	五年後	3,030	683	2,347
		<b>58,467</b>	<b>10,253</b>	<b>48,214</b>

		Minimum lease payments 最低租賃款項 RMB'000 人民幣千元	Interest 利息 RMB'000 人民幣千元	Present value 現值 RMB'000 人民幣千元
<b>At 1 January 2019, as restated</b>	於二零一九年一月一日 (經重列)			
Within 1 year	一年內	34,362	5,837	28,525
After 1 year but within 2 years	一年後但兩年內	15,161	4,207	10,954
After 2 years but within 5 years	兩年後但五年內	44,222	7,739	36,483
After 5 years	五年後	21,122	2,576	18,546
		<b>114,867</b>	<b>20,359</b>	<b>94,508</b>

		Minimum lease payments 最低租賃款項 RMB'000 人民幣千元	Interest 利息 RMB'000 人民幣千元	Present value 現值 RMB'000 人民幣千元
<b>At 31 December 2018, as previously reported</b>	於二零一八年十二月三十一日(如過往所呈報)			
Within 1 year	一年內	33,349	5,771	27,578
After 1 year but within 2 years	一年後但兩年內	14,741	4,201	10,540
After 2 years but within 5 years	兩年後但五年內	44,222	7,739	36,483
After 5 years	五年後	21,122	2,576	18,546
		<b>113,434</b>	<b>20,287</b>	<b>93,147</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**26 EMPLOYEE RETIREMENT BENEFITS****Defined contribution retirement plans**

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries of the Company participate in a defined contribution retirement benefit scheme (the "Scheme") organised by the PRC municipal government authorities whereby these PRC subsidiaries are required to make a contribution at rates from 19% to 20% (2018: 19% to 20%) of the eligible employees' salaries to the Scheme. The Group has accrued for the required contributions which are remitted to the respective social security offices when the contributions become due. The social security offices are responsible for making the benefit payments to the retired employees covered under the Scheme.

The Group also operates a Mandatory Provident Fund Scheme ("MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The employees under the Group's Spanish subsidiary are regulated by law to participate in the State Pension Scheme. The State Pension Scheme is part of the social security system in Spain which is governed by the Ministry of Employment and Social Security of the Spanish Government. The Group and the employees are required to make mandatory contributions towards the State Pension Scheme at rates of 23.6% and 4.7% (2018: 23.6% and 4.7%), respectively, of the employee's relevant income, subject to a cap of monthly relevant income of EUR4,070.10 (2018: EUR3,803.70). The minimum contribution period to qualify for the retirement benefit is 15 years, with a full pension attainable after 35 years and 5 months years (2018: 35 years and 5 months) of contribution.

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

**26 僱員退休福利****界定供款退休計劃**

根據中國相關勞工規例及法例，本公司的中國附屬公司須參加由中國市政府當局成立的界定供款退休福利計劃(「該計劃」)。據此，該等中國附屬公司須按合資格僱員薪金19%至20%(二零一八年：19%至20%)向該計劃作出供款。本集團已於供款到期時向各社會保障廳繳納應匯付的供款。社會保障廳負責向該計劃保障下的退休僱員支付福利。

本集團亦根據香港強制性公積金計劃條例為受香港僱傭條例管轄的僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須向計劃供款，供款額為僱員有關收入的5%，惟不得超過每月相關收入30,000港元的上限。向強積金計劃作出的供款即時歸屬有關人士。

本集團的西班牙附屬公司的僱員按法例規管參與國家退休金計劃。國家退休金計劃為西班牙社會保障體系的其中一部分，由就業與社會保障部及西班牙政府監管。本集團及其僱員需向國家退休金計劃強制性供款，供款額分別為僱員有關收入的23.6%及4.7%(二零一八年：23.6%及4.7%)，惟不得超過每月相關收入4,070.10歐元(二零一八年：3,803.70歐元)的上限。符合退休福利的最低供款年期為15年，於供款35年零5個月(二零一八年：35年零5個月)後可取得全額退休金。

本集團除上文所述的供款外，於退休金福利付款方面並無其他重大責任。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 27 SHARE AWARD SCHEME

Pursuant to a resolution of the Board of Directors (the "Board") meeting dated 17 June 2011, the Board approved the adoption of a share award scheme (the "Scheme") under which shares of the Company may be awarded to selected employees in accordance with its provisions. The Scheme operates for 10 years starting from 17 June 2011. The maximum number of shares which may be awarded to any selected employee under the Scheme shall not exceed 1% of the issued shares as at the adoption date (being 7,781,250 shares).

A trust has been set up and fully funded by the Company for the purpose of purchasing, administrating and holding the Company's shares for the Scheme. The total number of shares purchased by the trustee under the Scheme must not exceed 10% of the issued shares as at the adoption date. As at 31 December 2018 and 2019, the trustee held 24,343,000 shares under the Scheme, representing approximately 3.15% of the issued share capital of the Company.

During the years ended 31 December 2019 and 2018, no shares were granted to any employees of the Group.

#### 27 股份獎勵計劃

根據二零一一年六月十七日董事會(「董事會」)會議的決議案，董事會批准採納股份獎勵計劃(「該計劃」)，據此，本公司股份可根據其條款授予獲選中的僱員。該計劃的運作期自二零一一年六月十七日起為期十年。根據該計劃授予獲選中僱員的最高股份數目不得超過採納日期已發行股份的1%，即7,781,250股股份。

本公司已設立一項信託，並對該信託全數出資，以購買、管理及持有有關該計劃的本公司股份。受託人根據該計劃購買的股份總數不得超過採納日期已發行股份的10%。於二零一八年及二零一九年十二月三十一日，受託人就該計劃持有24,343,000股股份，佔本公司已發行股本約3.15%。

截至二零一九年及二零一八年十二月三十一日止年度內，概無向本集團任何僱員授出股份。

#### 28 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

		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
Prepaid withholding tax on dividends distribution	按股息分派的預付預扣稅	-	3,137
Provision for PRC income tax	中國所得稅撥備	10,943	30,740

#### 28 綜合財務狀況表中的所得稅

(a) 綜合財務狀況表中的即期稅項指：

# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 28 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### (b) Deferred tax assets/(liabilities) recognised:

##### (i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:	Withholding tax	Provision for impairment of trade receivables	Write-down of inventories	Unrealised profits of intragroup sales	Fair value adjustments of assets	Accrued expenses	Tax losses recognised	Total	
產生遞延稅項：	預扣稅	應收貿易賬款減值撥備	存貨撇減	集團內公司間銷售的未變現溢利	資產的公平值調整	應計開支	已確認稅務虧損	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2018	於二零一八年一月一日	-	158,980	429	3,249	(1,629)	1,234	35,960	198,223
Credited/(charged) to profit or loss (note 9(a))	計入損益/(於損益中扣除)(附註9(a))	-	-	259	(239)	221	-	6,053	6,294
At 31 December 2018	於二零一八年十二月三十一日	-	158,980	688	3,010	(1,408)	1,234	42,013	204,517
At 1 January 2019	於二零一九年一月一日	-	158,980	688	3,010	(1,408)	1,234	42,013	204,517
Credited/(charged) to profit or loss (note 9(a))	計入損益/(於損益中扣除)(附註9(a))	(4,925)	-	(688)	2,009	1,408	(1,234)	(8,004)	(11,434)
At 31 December 2019	於二零一九年十二月三十一日	(4,925)	158,980	-	5,019	-	-	34,009	193,083

##### (ii) Reconciliation to the consolidated statement of financial position

##### (ii) 與綜合財務狀況表對賬

	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
Deferred tax assets	遞延稅項資產 198,008	205,925
Deferred tax liabilities	遞延稅項負債 (4,925)	(1,408)
	193,083	204,517

### 28 綜合財務狀況表中的所得稅(續)

#### (b) 已確認遞延稅項資產/(負債)：

##### (i) 遞延稅項資產及負債各個部分的變動

年內已於綜合財務狀況表中確認的遞延稅項資產/(負債)部分及變動如下：

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 28 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

##### (c) Deferred tax liabilities not recognised

As at 31 December 2019, deferred tax liabilities in respect of temporary differences relating to undistributed profits of RMB1,655,486,000 (2018: RMB1,647,596,000) were not recognised as the Company controls the dividend policy of these subsidiaries and it has been determined that those profits will not be distributed in the foreseeable future.

##### (d) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 4(n), the Group has not recognised deferred tax assets of RMB7,154,000 (2018: RMB6,175,000) in respect of cumulative tax losses as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. All of these tax losses will expire within 5 years under the current tax legislation.

#### 28 綜合財務狀況表中的所得稅(續)

##### (c) 未確認的遞延稅項負債

於二零一九年十二月三十一日，與該等未分配溢利人民幣1,655,486,000元(二零一八年：人民幣1,647,596,000元)有關的暫時差異的遞延稅項負債並未獲確認，原因是本公司控制該等附屬公司的股息政策，並認為該等溢利在可預見未來不會進行分派。

##### (d) 未確認的遞延稅項資產

根據附註4(n)所載列的會計政策，本集團並未就累計稅項虧損確認遞延稅項資產人民幣7,154,000元(二零一八年：人民幣6,175,000元)，原因是日後於相關稅務司法權區及實體獲得可用來抵扣虧損的應課稅溢利的可能性並不大。根據現行稅務條例，所有該等稅項虧損將於五年內到期。



# NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 29 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### The Company

		Share capital	Shares held for share award scheme	Share premium	Employee share-based compensation reserve	Capital redemption reserve	Exchange reserve	Retained profits	Total
Note	股本	持有的股份	股份溢價	酬金儲備	資本贖回儲備	匯兌儲備	保留溢利	總計	
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	
At 1 January 2018	於二零一八年一月一日	66,010	(100,121)	20,710	1,505	372	(44,088)	135,480	79,868
Loss for the year	年內虧損	-	-	-	-	-	(137)	(137)	
Other comprehensive income	其他全面收益	-	-	-	-	2,128	-	2,128	
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	2,128	(137)	1,991	
At 31 December 2018	於二零一八年十二月三十一日	29(d) 66,010	(100,121)	20,710	1,505	372	(41,960)	135,343	81,859
At 1 January 2019	於二零一九年一月一日	66,010	(100,121)	20,710	1,505	372	(41,960)	135,343	81,859
Loss for the year	年內虧損	-	-	-	-	-	(6,288)	(6,288)	
Other comprehensive income	其他全面收益	-	-	-	-	564	-	564	
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	564	(6,288)	(5,724)	
At 31 December 2019	於二零一九年十二月三十一日	29(d) 66,010	(100,121)	20,710	1,505	372	(41,396)	129,055	76,135

### 29 資本、儲備及股息

#### (a) 權益部分的變動

本集團各部分綜合權益於期初及期終的對賬載於綜合權益變動表。本公司個別權益部分於年初至年終的變動詳情載列如下：

#### 本公司

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 29 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (b) Dividends

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

### (c) Share capital

Details of authorised and issued share capital are as follows:

		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>Authorised:</i> 2,000,000,000 shares of HK\$0.1 each	<i>法定：</i> 2,000,000,000股 每股面值0.1港元的股份	200,000	200,000

	Par value 面值 HK\$ 港元	Number of shares 股份數目 '000 千股	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元		RMB'000 人民幣千元
<i>Issued and fully paid:</i> At 31 December 2018 and 31 December 2019	<i>已發行及繳足：</i> 於二零一八年 十二月三十一日及 二零一九年 十二月三十一日	0.10	773,769	77,377	66,010

### (d) Nature and purpose of reserves

#### (i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

#### (ii) Shares held for share award scheme

Shares held for share award scheme comprised shares purchased and held which will be awarded to selected employees in accordance with share award scheme.

## 29 資本、儲備及股息(續)

### (b) 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任何末期股息(二零一八年：無)。

### (c) 股本

法定及已發行股本詳情如下：

### (d) 儲備的性質及用途

#### (i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬可用於向股東支付分派或派付股息，惟在緊隨建議的分派或股息支付日後，本公司仍有能力償還正常業務過程中到期的債項。

#### (ii) 根據股份獎勵計劃持有的股份

根據股份獎勵計劃持有的股份包括根據股份獎勵計劃將獎勵給獲選中僱員而購買及持有的股份。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

**29 CAPITAL, RESERVES AND DIVIDENDS  
(CONTINUED)****(d) Nature and purpose of reserves (continued)****(iii) Employee share-based compensation reserve**

Employee share-based compensation reserve represents the fair value of employee services in respect of share granted to certain employees of the Group.

**(iv) Statutory reserve**

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the PRC are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to equity owners.

The statutory surplus reserve can be used to make good prior years' losses, if any, and may be converted into capital provided that the balance after such issue is not less than 25% of the registered capital.

**(v) Capital reserve**

The capital reserve comprised the excess on transfer of equity from non-controlling interests in Boer Yixing, Boer Wuxi and Yixing Boai over purchase considerations prior to 1 January 2011.

**(vi) Capital redemption reserve**

Capital redemption reserve represents the nominal amount of the shares repurchased.

**(vii) Exchange reserve**

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside the PRC which are dealt with in accordance with the accounting policies as set out in note 4(o).

**29 資本、儲備及股息(續)****(d) 儲備的性質及用途(續)****(iii) 以股份支付的僱員酬金儲備**

以股份支付的僱員酬金儲備指與授予本集團若干僱員的股份有關的僱員服務的公平值。

**(iv) 法定儲備**

根據中國法規規定，本公司於中國成立及經營的附屬公司須將其根據中國會計準則及法規釐定的除稅後溢利(已抵銷上年度虧損後)的10%撥往法定盈餘儲備，直至儲備結餘達致註冊資本50%為止，且須於向股權擁有人分派股息前撥至該儲備。

法定盈餘儲備可用以抵銷以往年度的虧損(如有)，並可轉為股本，但發行後的結餘不得少於註冊資本的25%。

**(v) 資本儲備**

資本儲備包括由博耳宜興、博耳無錫及宜興博艾的非控股權益轉讓股權超過二零一一年一月一日的購買代價的差額。

**(vi) 資本贖回儲備**

資本贖回儲備指回購股份的面值。

**(vii) 匯兌儲備**

匯兌儲備包括換算中國境外業務的財務報表所產生的一切外匯差異，該儲備乃根據附註4(o)所載會計政策處理。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

## 29 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (e) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Company defines "capital" as including all components of equity. The Group actively and regularly reviews and manages its capital structure and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 30 FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices.

### (a) Credit risk

The Group's credit risk is primarily attributable to its trade and bills receivable. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

As at 31 December 2019, except for credit impaired balances with gross amount of RMB1,753,565,000 that have been assessed individually, the Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

## 29 資本、儲備及股息(續)

### (e) 資本管理

本集團管理資本的目標乃保障本集團能夠繼續根據持續經營基準經營，從而透過與風險水平相符的產品定價及以合理成本獲得的融資，繼續為其股東及其他利益相關者帶來回報及利益。

本公司將「資本」定義為包括權益所有部分。本集團積極及定期對資本架構進行檢討及管理，並因應經濟環境的變化對資本架構作出調整。

本公司或其任何附屬公司概不受外部施加的資本規定所限制。

## 30 財務風險管理

本集團所承擔的信貨、流動資金、利率及外匯風險來自本集團的日常業務。該等風險以本集團的財務管理政策及慣例加以限制。

### (a) 信貸風險

本集團的信貨風險主要來自其應收貿易賬款及應收票據。管理層已制定信貸政策，並持續監察該等信貸風險。

於二零一九年十二月三十一日，除總金額為人民幣1,753,565,000元的信貸減值餘額已進行個別評估外，本集團按照相當於整個存續期之預期信貸虧損的金額(有關金額乃使用撥備矩陣計算得出)計量應收貿易賬款的虧損撥備。由於本集團過往的信貨虧損經驗並未就不同客戶群而呈現重大差異之虧損模式，故本集團就不同客戶群計提的虧損撥備並無基於逾期狀態進一步區分。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (a) Credit risk (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2019 二零一九年			
		Discounted factor	Gross carrying amount	Expected loss rate (%)	Loss allowance
		貼現率	總賬面值 RMB'000 人民幣千元	預期 虧損率 (%)	虧損撥備 RMB'000 人民幣千元
Within 3 months	不足三個月	1	291,198	1%	2,912
Over 3 months but within 6 months	超過三個月 但不足六個月	1	51,230	2%	1,025
Over 6 months but within 1 year	超過六個月但不足一年	1	36,949	4.5%	1,663
Over 1 year (note)	超過一年(附註)	0.91	1,986,650	0-100%	1,889,134
			<b>2,366,027</b>		<b>1,894,734</b>

		2018 二零一八年			
		Discounted factor	Gross carrying amount	Expected loss rate (%)	Loss allowance
		貼現率	總賬面值 RMB'000 人民幣千元	預期 虧損率 (%)	虧損撥備 RMB'000 人民幣千元
Within 3 months	不足三個月	1	235,408	1%	2,354
Over 3 months but within 6 months	超過三個月 但不足六個月	1	87,367	2%	1,747
Over 6 months but within 1 year	超過六個月但不足一年	1	144,014	4.4%	6,366
Over 1 year (note)	超過一年(附註)	0.91	2,179,269	0%-100%	1,895,174
			<b>2,646,058</b>		<b>1,905,641</b>

The ageing analysis of trade receivables is based on the invoice date.

Note: ECLs at 0% – Collaterals have been obtained from certain customers, and typically comprise properties and land. No impairment loss is provided for the debtor balance when the collateral has a value greater than the debtor balance.

### 30 財務風險管理(續)

#### (a) 信貸風險(續)

下表提供有關本集團就貿易應收款項所面臨的信貸風險及預期信貸虧損的資料：

貿易應收款項之賬齡分析乃基於發票日期作出。

附註：百分比為零的預期信貸虧損 — 已取得來自若干客戶的抵押品，一般包括物業及土地。倘抵押品價值高於應收賬款之餘額時，概不會對應收賬款餘額作出減值虧損撥備。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (a) Credit risk (continued)

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the group's view of economic conditions over the expected lives of the receivables. The grouping is regularly reviewed by management to ensure relevant information about specific debtor is updated.

The ageing analysis of trade receivables are disclosed in note 20(a).

Bank acceptance bills endorsed to its suppliers which are not yet due as at 31 December 2019 were amounted to RMB181,534,000 (31 December 2018: RMB131,289,000). These bank acceptance bills were derecognised by the Group (the "Derecognised Bills"). In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the Directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The Derecognised Bills generally have maturity dates of 180 days, and the Group in general endorses the bank acceptance bills equivalent to their face value. In the opinion of the Directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

### 30 財務風險管理(續)

#### (a) 信貸風險(續)

預期虧損率乃基於過往五年的實際虧損經驗計算。該等比率乃經調整，以反映歷史數據收集期間的經濟狀況、當前狀況及本集團對應收款項預期存續期內經濟狀況的觀點之間的差異。管理層定期檢討分組，以確保特定債務人的相關資料為最新資料。

應收貿易賬款的賬齡分析於附註20(a)披露。

於二零一九年十二月三十一日背書予其供應商而尚未逾期的銀行承兌票據金額為人民幣181,534,000元(二零一八年十二月三十一日：人民幣131,289,000元)。該等銀行承兌票據已由本集團終止確認(「終止確認票據」)。根據中國票據法，倘中國銀行違約，終止確認票據持有人有權向本集團提出追索(「持續參與」)。董事認為，本集團已轉移有關終止確認票據的絕大部分風險及回報。因此，本集團已終止確認終止確認票據及相關應付貿易賬款的全數賬面值金額。終止確認票據的到期日通常為180日，而本集團一般背書相等於其面值的銀行承兌票據。董事認為，本集團持續參與終止確認票據的公平值不屬重大。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (a) Credit risk (continued)

As at 31 December 2019, the Group has a certain concentration of credit risk as 6.7%, 22.6% and 14.2% (2018: 2.3%, 10.9% and 15.7%) of the total trade receivables were due from the Group's largest customer, the five largest customers and largest debtor as at 31 December 2019. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance.

Movements in the loss allowance account in respect of trade receivables are as follows:

		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
Balance at 1 January	於一月一日的結餘	1,905,641	972,331
Amounts written off during the year	年內撇銷金額	(10,907)	(9,476)
Impairment losses recognised during the year	年內已確認減值虧損	-	942,786
Balance at 31 December	於十二月三十一日的結餘	1,894,734	1,905,641

### 30 財務風險管理(續)

#### (a) 信貸風險(續)

於二零一九年十二月三十一日，由於應收貿易賬款總額的6.7%、22.6%及14.2%（二零一八年：2.3%、10.9%及15.7%）分別來自本集團於二零一九年十二月三十一日的最大客戶、五大客戶及最大債務人，本集團有若干信貸集中風險。最高信貸風險為扣除任何減值撥備後於綜合財務狀況表內各項金融資產的賬面值。

有關應收貿易賬款的虧損撥備賬變動載列如下：

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Board of directors/management of the entities. The Group's policy is to regularly monitor liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table presents the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates) and the earliest date the Group can be required to pay:

		2019 二零一九年					
		Carrying amount at 31 December 於十二月三十一日的賬面值 RMB'000 人民幣千元	Total contractual undiscounted cash flow 合約未折現現金流量總額 RMB'000 人民幣千元	Within 1 year or on demand 一年內或按 要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年以上但兩年以內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年以上但五年以內 RMB'000 人民幣千元	More than 5 years 五年以上 RMB'000 人民幣千元
Borrowings	借貸	743,839	743,839	743,839	-	-	-
Trade and other payables	應付貿易及其他賬款	511,347	511,347	511,347	-	-	-
Amounts due to related parties	應付關連方款項	405,334	405,334	17,023	388,311	-	-
Lease liabilities	租賃負債	48,214	58,467	4,860	13,670	36,907	3,030
		1,708,734	1,718,987	1,277,069	401,981	36,907	3,030
Maximum amount guaranteed	最高擔保金額	-	-	-	-	-	-

### 30 財務風險管理(續)

#### (b) 流動資金風險

本集團旗下個別營運中的實體須負責自身的現金管理，包括現金盈餘的短期投資和籌措貸款以應付預期中的現金需求，惟須經實體董事會／管理層批准方可作實。本集團的政策是定期監控流動資金需求及其有否遵守借貸契諾，以確保備有足夠的現金儲備，以及向主要金融機構取得的已承諾資金額亦充足，藉以應付長短期流動資金需求。

下表載列本集團金融負債於呈報期末的剩餘合約到期期限，此乃根據合約未折現現金流量(包括按合約利率計算的利息付款)及本集團須償還有關負債的最早日期計算：

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (b) Liquidity risk (continued)

### 30 財務風險管理(續)

#### (b) 流動資金風險(續)

		2018 二零一八年					
		Carrying amount at 31 December	Total contractual undiscouted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		於十二月三十一日的賬面值	未折現現金流量總額	一年內或按要求的	一年以上但兩年以內的	兩年以上但五年以內的	五年以上的
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Borrowings	借貸	694,893	706,771	647,831	58,940	-	-
Trade and other payables	應付貿易及其他賬款	400,706	400,706	400,706	-	-	-
Amounts due to related parties	應付關連方款項	384,266	384,266	-	384,266	-	-
Obligations under finance leases	融資租賃承擔	93,147	113,434	33,349	14,741	44,222	21,122
		1,573,012	1,605,177	1,081,886	457,947	44,222	21,122
Maximum amount guaranteed	最高擔保金額	367	367	367	-	-	-

The Group intends to enter into a partnership network with various banks in arrangement of loan syndication which is in alignment with the Group's direction for business expansion and to counter for the increased exposure to liquidity risk.

Further information concerning the liquidity risk facing the Group and the directors' plans for managing the liquidity needs of the Group is disclosed in note 3(b) to these consolidated financial statements.

本集團擬與多家銀行就銀團貸款安排訂立合夥網絡，有關銀團貸款與本集團業務擴展方針一致，並可抵禦流動資金風險增加。

有關本集團所面對流動資金風險及董事就管理本集團流動資金需要制定的計劃的進一步資料披露於此等綜合財務報表附註3(b)。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from borrowings. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's interest rate profile is set out below:

		2019 二零一九年		2018 二零一八年	
		Effective interest rate per annum 實際年利率	RMB'000 人民幣千元	Effective Interest rate per annum 實際年利率	RMB'000 人民幣千元
Fixed rate instruments:	定息工具：				
Borrowings	借貸	2% - 9%	743,839	2% - 9%	694,893
Lease liabilities	租賃負債	5.3% - 8.2%	48,214	-	-
Obligations under finance leases	融資租賃承擔	-	-	6.62% - 7.25%	93,147
Total instruments	工具總額		792,053		788,040

#### (d) Currency risk

As the Group's principal activities are carried out in the PRC, the Group's transactions are mainly denominated in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions involving RMB must take place through the People's Bank of China or other institutions authorised to buy and sell foreign exchange. The exchange rates adopted for the 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 export sales in the year and the impact of foreign currency risk on the Group's total sales is minimal.

The management does not expect that there will be any significant currency risk for the Group for both years ended 31 December 2019 and 2018.

### 30 財務風險管理(續)

#### (c) 利率風險

本集團之利率風險主要因借貸而產生。按定息所發出之借貸使本集團存在公平值利率風險。本集團的利率概況載列如下：

#### (d) 貨幣風險

由於本集團主要業務於中國進行，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需透過中國人民銀行或其他獲授權買賣外匯的機構進行。外匯交易所採納的匯率為中國人民銀行所報的匯率(主要由供求決定)。

本集團現時並無就外匯風險制定政策，原因為於本年度只有小額出口銷售，而外匯風險對本集團總銷售額的影響極微。

管理層預期本集團截至二零一九年及二零一八年十二月三十一日止兩個年度不會出現顯著貨幣風險。



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 30 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (e) Fair value

The following financial assets are measured at fair value. The fair value of bills receivables approximates to their carrying amounts (i.e. face value of bank acceptance bills), as the Group in general endorses the bank acceptance bills equivalent to their face value. The fair value of unlisted equity investment is determined by discounting the expected cash flows using weighted average cost of capital.

		Fair value measurements 公平值計量		
		As at 31 December 2019 using 於二零一九年十二月三十一日使用下列方式進行		
		Quoted prices in active market for identical assets (Level 1) 在活躍市場上 相同資產的報價 (第一級) RMB'000 人民幣千元	Significant other observable inputs (Level 2) 重大其他可 觀察輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入數據 (第三級) RMB'000 人民幣千元
Description	概況			
Fair value measurements	公平值計量			
Unlisted equity investment	非上市股本投資	-	-	10,556
Bills receivable	應收票據	-	6,932	-
		-	6,932	10,556

		Fair value measurements 公平值計量		
		As at 31 December 2018 using 於二零一八年十二月三十一日使用下列方式進行		
		Quoted prices in active market for identical assets (Level 1) 在活躍市場上 相同資產的報價 (第一級) RMB'000 人民幣千元	Significant other observable inputs (Level 2) 重大其他可 觀察輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入數據 (第三級) RMB'000 人民幣千元
Description	概況			
Fair value measurements	公平值計量			
Unlisted equity investment	非上市股本投資	-	-	9,094
Bills receivable	應收票據	-	2,594	-
		-	2,594	9,094

### 30 財務風險管理(續)

#### (e) 公平值

以下金融資產乃按公平值計量。由於本集團一般背書相等於其面值的銀行承兌票據，故應收票據的公平值與其賬面值（即銀行承兌票據的面值）相若。非上市股本投資的公平值乃採用加權平均資本成本折現預期現金流量後釐定。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 31 SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY

The following table shows the carrying amount and fair value of financial assets and liabilities:

##### Year 2019

##### Financial assets

		Financial assets at FVTPL	Financial assets at FVOCI - debt instruments	Financial assets at amortised cost	Total
		按公平值計入損益之金融資產	按公平值計入其他全面收益之金融資產—債務工具	按攤銷成本列賬之金融資產	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Unlisted equity investment	非上市股本投資	10,556	-	-	10,556
Trade receivables	應收貿易賬款	-	-	471,293	471,293
Bills receivable	應收票據	-	6,932	-	6,932
Financial assets included in prepayments, deposits and other receivables	計入預付款項、存款及其他應收款項的金融資產	-	-	114,848	114,848
Pledged deposits	有抵押存款	-	-	152,404	152,404
Cash and cash equivalents	現金及現金等價物	-	-	68,879	68,879
		10,556	6,932	807,424	824,912

##### Financial liabilities

##### 金融負債

		Financial liabilities at amortised cost
		按攤銷成本列賬之金融負債
		RMB'000
		人民幣千元
Trade payables	應付貿易賬款	342,533
Bills payable	應付票據	77,125
Financial liabilities included in other payables and accrual	計入其他應付款項及應計費用的金融負債	91,689
Lease liabilities	租賃負債	48,214
Borrowings	借貸	743,839
Amounts due to related parties	應付關連方款項	405,334
		1,708,734

#### 31 按類別劃分的金融資產及負債的概要

下表顯示金融資產及負債的賬面值及公平值：

##### 二零一九年

##### 金融資產

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 31 SUMMARY OF FINANCIAL ASSETS AND LIABILITIES BY CATEGORY (CONTINUED)

Year 2018

#### Financial assets

### 31 按類別劃分的金融資產及負債的概要(續)

二零一八年

#### 金融資產

		Financial assets at FVTPL	Financial assets at FVOCI – debt instruments	Financial assets at amortised cost	Total
		按公平值計入損益之金融資產	按公平值計入其他全面收益之金融資產 – 債務工具	按攤銷成本列賬之金融資產	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Unlisted equity investment	非上市股本投資	9,094	–	–	9,094
Trade receivables	應收貿易賬款	–	–	740,417	740,417
Bills receivable	應收票據	–	2,594	–	2,594
Financial assets included in prepayments, deposits and other receivables	計入預付款項、存款及其他應收款項的金融資產	–	–	200,548	200,548
Pledged deposits	有抵押存款	–	–	32,956	32,956
Cash and cash equivalents	現金及現金等價物	–	–	9,734	9,734
		9,094	2,594	983,655	995,343

#### Financial liabilities

#### 金融負債

		Financial liabilities at amortised cost
		按攤銷成本列賬之金融負債
		RMB'000 人民幣千元
Trade payables	應付貿易賬款	91,626
Bills payable	應付票據	43,225
Financial liabilities included in other payables and accrual	計入其他應付款項及應計費用的金融負債	265,855
Obligations under finance leases	融資租賃承擔	93,147
Borrowings	借貸	694,893
Amounts due to related parties	應付關連方款項	384,266
		1,573,012

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 32 CONTINGENT LIABILITIES

In November 2017, one customer commenced a legal proceeding against a subsidiary of the Group in respect of the dispute in a contract and claimed compensation for its loss suffered of RMB9,500,000. The Directors of the Company had been advised by its legal counsel that it was not probable that a significant liability would arise. Accordingly, no provision in relation to this claim had been recognised in these consolidated financial statements.

#### 32 或然負債

於二零一七年十一月，一名客戶就合約糾紛針對本集團一間附屬公司展開法律訴訟，並就其蒙受的損失人民幣9,500,000元提出索償。本公司董事獲其法律顧問告知，不大可能就此產生巨額負債。因此，概無就該索償於該等綜合財務報表中確認撥備。

#### 33 COMMITMENTS

##### (a) Capital commitments

Capital expenditure of the Group authorised but not contracted for at the end of the year is as follows:

	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
Property, plant and equipment 物業、廠房及設備	-	102,950

##### (b) Operating lease commitments

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2018 二零一八年 RMB'000 人民幣千元
Within 1 year 一年內	1,075
After 1 year but within 5 years 一年後但五年內	849
After 5 years 五年後	471
	2,395

#### 33 承擔

##### (a) 資本承擔

本集團於年末已授權但未訂約之資本開支如下：

##### (b) 經營租賃承擔

於二零一八年十二月三十一日，根據不可撤銷經營租賃而於下列日期應付的未來最低租賃款項總額如下：

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 33 COMMITMENTS (CONTINUED)

##### (b) Operating lease commitments (continued)

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see note 4(g)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in note 4(g), and the details regarding the Group's future lease payments are disclosed in note 25.

Significant leasing arrangements in respect of property, plant and equipment classified as being held under finance leases are described in note 13(d).

Apart from these leases, the Group leases certain properties under operating leases. The leases typically run for an initial period of one to five years, with an option to renew when all terms are renegotiated. None of the leases includes contingent rentals.

#### 34 MATERIAL RELATED PARTY TRANSACTIONS

During the year ended 31 December 2019, the Directors are of the view that the following parties are related parties of the Group:

Name of party 關聯方姓名／名稱	Relationship 關係
Mr. Qian Yixiang 錢毅湘先生	Controlling shareholder and Director 控股股東兼董事
Ms. Jia Lingxia 賈凌霞女士	Controlling shareholder and Director 控股股東兼董事
King Able Limited ("King Able") 興寶有限公司 (「興寶」)	Immediate parent of the Group which is 50% owned by each of Mr. Qian Yixiang and Ms. Jia Lingxia, both of which are controlling shareholders and Directors 本集團的直系母公司，由錢毅湘先生及賈凌霞女士(均為控股股東兼董事)各自擁有50%權益

#### 33 承擔(續)

##### (b) 經營租賃承擔(續)

本集團為於先前根據香港會計準則第17號分類為經營租賃的租賃項下持有多項物業的承租人。本集團已使用經修訂追溯法初始應用香港財務報告準則第16號。根據該方法，本集團調整於二零一九年一月一日的年初結餘，以確認與該等租賃相關的租賃負債(見附註4(g))。自二零一九年一月一日起，未來租賃付款根據附註4(g)所載政策於財務狀況表中確認為租賃負債，而有關本集團未來租賃付款的詳情於附註25披露。

分類為按融資租賃持有的有關物業、廠房及設備的重大租賃安排載於附註13(d)。

除該等租賃外，本集團根據經營租賃租用若干物業。該等租賃一般初步為期一至五年，可重新商討所有條款後重續。概無租賃涉及或然租金。

#### 34 主要關連方交易

截至二零一九年十二月三十一日止年度，董事認為下列各方為本集團的關聯方：



## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### 34 主要關連方交易(續)

Name of party 關聯方姓名／名稱	Relationship 關係
Wuxi Boer  無錫博耳	Effectively 93.34% and 6.66% owned by Mr. Qian Haosheng, a close family member of Mr. Qian Yixiang, controlling shareholder and Director and Mr. Qian Zhongming, a Director, and Mr. Tao Linwei, a family member of Mr. Qian Yixiang, controlling shareholder and Director and Mr. Qian Zhongming, a Director, respectively 分別由錢昊升先生(控股股東兼董事錢毅湘先生及董事錢仲明先生之緊密家庭成員)及陶麟為先生(控股股東兼董事錢毅湘先生及董事錢仲明先生之家庭成員)實益擁有93.34%權益及6.66%權益
Bright Rise Trading Limited ("Bright Rise") 皓昇貿易有限公司 (「皓昇」)	50% owned by each of Mr. Qian Yixiang and Ms. Jia Lingxia, both of which are controlling shareholders and Directors 由錢毅湘先生及賈凌霞女士(均為控股股東兼董事)各自擁有50%權益
Boer Investment (Singapore) Pte. Ltd. ("Boer Singapore") 博耳投資(新加坡)有限公司 (「博耳新加坡」)	100% directly owned by Mr. Qian Yixiang, a controlling shareholder and Director 由控股股東兼董事錢毅湘先生直接擁有100%權益
Boer Smart (Hong Kong) Limited ("Boer Smart") 博耳智能(香港)有限公司 (「博耳智能」)	Effectively 43.50% and 43.50% owned by Mr. Qian Yixiang and Ms. Jia Lingxia, both of which are controlling shareholders and Directors 分別由錢毅湘先生及賈凌霞女士(均為控股股東兼董事)實益擁有43.50%權益及43.50%權益
Shanghai Changcheng Construction Development Company Limited* ("Shanghai Changcheng")  上海長城建設開發有限公司 (「上海長城」)	Effectively 33.5%, 16.5%, 46.67% and 3.33% owned by Mr. Qian Zhongming, a Director, Mr. Qian Yixiang, a controlling shareholder and Director, Mr. Qian Haosheng, a close family member of Mr. Qian Yixiang, controlling shareholder and Director and Mr. Qian Zhongming, a Director, and Mr. Tao Linwei, a family member of Mr. Qian Yixiang, controlling shareholder and Director and Mr. Qian Zhongming, a Director, respectively 分別由董事錢仲明先生、控股股東兼董事錢毅湘先生、錢昊升先生(控股股東兼董事錢毅湘先生及董事錢仲明先生之緊密家庭成員)及陶麟為先生(控股股東兼董事錢毅湘先生及董事錢仲明先生之家庭成員)實益擁有33.5%權益、16.5%權益、46.67%權益及3.33%權益

\* The English translation of the company names is for reference only.  
The official names of these companies are in Chinese.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

##### (a) Financial assistance from related parties

In addition to the related party information disclosed elsewhere above, the Group and the Company entered into the following material related party transactions.

##### (i) Transactions

Cash advances from related parties

Name of party 關聯方姓名／名稱		2019	2018
		二零一九年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元
Mr. Qian Yixiang	錢毅湘先生	-	36,378
Ms. Jia Lingxia	賈凌霞女士	94,035	154,347
Wuxi Boer	無錫博耳	-	562,727
Boer Smart	博耳智能	-	442
		94,035	753,894

Settlement of cash advances from related parties

Name of party 關聯方姓名／名稱		2019	2018
		二零一九年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元
Mr. Qian Yixiang	錢毅湘先生	-	369
Ms. Jia Lingxia	賈凌霞女士	77,012	191,745
King Able	興寶	-	86,323
Wuxi Boer	無錫博耳	-	544,278
Boer Smart	博耳智能	-	10,285
		77,012	833,000

#### 34 主要關連方交易(續)

##### (a) 來自關連方之財務援助

除上述披露之關連方資料外，本集團及本公司訂立下列主要關連方交易。

##### (i) 交易

關聯方現金墊款

清償關連方現金墊款

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

##### (a) Financial assistance from related parties (continued)

###### (i) Transactions (continued)

Net outstanding amounts owed to related parties

Name of party 關聯方姓名／名稱		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>Non-current liabilities</b> 非流動負債			
Mr. Qian Yixiang	錢毅湘先生	156,426	154,797
Ms. Jia Lingxia	賈凌霞女士	9,729	9,628
King Able	興寶	22,813	22,575
Wuxi Boer	無錫博耳	181,515	179,624
Bright Rise	皓昇	17,751	17,566
Boer Smart	博耳智能	77	76
		<b>388,311</b>	384,266
<b>Current liabilities</b> 流動負債			
Ms. Jia Lingxia	賈凌霞女士	17,023	—
		<b>405,334</b>	384,266

###### (ii) Loans from related parties

Loans facilities granted from related parties Pursuant to several loan facility agreements signed in 2018 and 2019, the related parties as lenders and the Group as borrower, loan facilities were granted to the Group for its general working capital purposes.

#### 34 主要關連方交易(續)

##### (a) 來自關連方之財務援助(續)

###### (i) 交易(續)

結欠關連方之未償還款項淨值

###### (ii) 關連方貸款

由關連方授予之貸款授信根據關連方(作為貸方)與本集團(作為借方)於二零一八年及二零一九年簽訂的數項貸款授信協議，本集團獲授貸款授信作其一般營運資金用途。

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

##### (a) Financial assistance from related parties (continued)

###### (ii) Loans from related parties (continued)

Those loans are all unsecured, non-interest bearing and repayable according to the terms of agreements.

#### 34 主要關連方交易(續)

##### (a) 來自關連方之財務援助(續)

###### (ii) 關連方貸款(續)

該等貸款均為無抵押、不計息及須按協議條款償還。

Name of party 關聯方姓名／名稱		2019 二零一九年	2018 二零一八年
Mr. Qian Yixiang, Ms. Jia Lingxia and King Able	錢毅湘先生、 賈凌霞女士及興寶	RMB500,000,000 and US\$1,393,000 人民幣 500,000,000元 及 1,393,000美元	RMB500,000,000 and US\$1,393,000 人民幣 500,000,000元 及 1,393,000美元
Ms. Jia Lingxia	賈凌霞女士	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元
Mr. Qian Yixiang, Mr. Qian Zhongming and Wuxi Boer	錢毅湘先生、 錢仲明先生及 無錫博耳	RMB300,000,000 人民幣 300,000,000元	RMB300,000,000 人民幣 300,000,000元
Mr. Qian Yixiang, Ms. Jia Lingxia and Bright Rise	錢毅湘先生、 賈凌霞女士及皓昇	RMB100,000,000 人民幣 100,000,000元	RMB100,000,000 人民幣 100,000,000元
Mr. Qian Yixiang and Boer Singapore	錢毅湘先生及 博耳新加坡	RMB200,000,000 人民幣 200,000,000元	RMB200,000,000 人民幣 200,000,000元
Boer Smart	博耳智能	RMB35,000,000 人民幣 35,000,000元	RMB35,000,000 人民幣 35,000,000元

###### (iii) Unused loans facilities

###### (iii) 未動用貸款授信

Name of party 關聯方姓名／名稱		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
Mr. Qian Yixiang, Ms. Jia Lingxia and King Able	錢毅湘先生、 賈凌霞女士及興寶	461,850	478,886
Mr. Qian Yixiang, Mr. Qian Zhongming and Wuxi Boer	錢毅湘先生、錢仲明先生 及無錫博耳	118,485	120,376
Mr. Qian Yixiang, Ms. Jia Lingxia and Bright Rise	錢毅湘先生、 賈凌霞女士及皓昇	82,249	82,434
Mr. Qian Yixiang and Boer Singapore	錢毅湘先生及博耳新加坡	43,574	45,203
Boer Smart	博耳智能	34,923	34,925
		741,081	761,824

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

##### (b) Financial guarantees received from related parties

At 31 December 2019, borrowings amounting to RMB407,800,000 were guaranteed by Mr. Qian Yixiang, Ms. Jia Lingxia and Shanghai Changcheng (2018: RMB236,880,000).

##### (c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 10 and certain of the highest paid employees as disclosed in note 11, is as follows:

		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
Contributions to defined contribution retirement plans	界定供款退休計劃供款	394	493
Salaries, wages and other benefits	薪金、薪酬及其他福利	5,457	5,270
		5,851	5,763

#### 34 主要關連方交易(續)

##### (b) 接受來自關連方之財務擔保

於二零一九年十二月三十一日，人民幣407,800,000元(二零一八年：人民幣236,880,000元)之借貸由錢毅湘先生、賈凌霞女士及上海長城作出擔保。

##### (c) 主要管理人員薪酬

本集團主要管理人員薪酬(包括附註10所披露支付予本公司董事的金額以及附註11所披露支付予若干最高薪酬僱員的金額)如下：





## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

### 35 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 35 本公司財務狀況表

			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
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in subsidiaries	於附屬公司的投資	17	<b>39,997</b>	39,997
Amount due from a related party	應收一名關連方款項		-	9,840
			<b>39,997</b>	49,837
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項		<b>43,914</b>	221,179
Cash at bank	銀行現金		<b>73</b>	76
			<b>43,987</b>	221,255
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項		<b>5</b>	5
Amount due to a subsidiary	應付一家附屬公司款項		<b>7,844</b>	171,662
Amounts due to related parties	應付關連方款項		-	17,566
			<b>7,849</b>	189,233
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>36,138</b>	32,022
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>76,135</b>	81,859
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	29(a)		
Share capital	股本		<b>66,010</b>	66,010
Reserves	儲備		<b>10,125</b>	15,849
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>76,135</b>	81,859

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)  
(除另有說明外，以人民幣計值)

#### 36 EVENT AFTER THE REPORTING DATE

Since the beginning of the year 2020, the COVID-19 pandemic had caused a production halt prior to the resumption of operations of the Group on 12 February 2020 and the production shortfall have had a temporary impact on the Group's overall productivity. In order to mitigate the impact of the pandemic on the Group, the Group actively adjusted its operation plans, through constant communication with suppliers and customers, the Group proactively adjusted the production and delivery schedules to cope with customers' need with a view to minimising related impacts.

Management is of the view that the Group has not been significantly impacted as of the date of this annual report. The Group will continue to pay close attention to the pandemic and adjust its operations plans to minimise the potential adverse impact.

#### 37 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2019, the Directors consider the immediate parent of the Group to be King Able Limited and the ultimate controlling party of the Group to be Mr. Qian Yixiang and Ms. Jia Lingxia. King Able Limited is incorporated in the BVI and does not produce financial statements available for public use.

#### 36 報告日後事項

自二零二零年的起始，新冠肺炎疫情導致本集團於二零二零年二月十二日恢復運作前短暫停產及產能下降對本集團的整體生產水平造成短暫影響。為減低疫情對本集團造成的影響，本集團主動調整營運的方案，本集團與供應商及客戶保持溝通，積極配合客戶調整生產及交貨時間表，致力將相關影響降至最小。

管理層認為，截至本年報日期，本集團並未受到重大影響。本集團將繼續密切關注疫情並調整其營運計劃，以盡量減少潛在的不利影響。

#### 37 直接控股方及最終控股方

於二零一九年十二月三十一日，董事認為本集團的直系母公司及本集團最終控股方分別為興寶有限公司與錢毅湘先生及賈凌霞女士。興寶有限公司乃於英屬處女群島註冊成立，並無編製財務報表供公眾參閱。

